

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 股票代號: 601869.SH 06869.HK)

The logo for the year 2023, where the digits are stylized with a gradient from orange to red and blue, and a horizontal line through the middle.

年度報告 | ANNUAL
REPORT

The YOFC logo, with 'YOFC' in large, colorful, block letters (Y: red, O: yellow, F: green, C: blue) and the tagline 'Smart Link Better Life.' below it.

YOFC
Smart Link Better Life.

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
9	President's Statement 總裁報告
13	Major Products and Solutions 主要產品及服務
15	Key Milestones in 2023 2023年里程碑
16	Management Discussion and Analysis 管理層討論及分析
32	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
63	Corporate Governance Report 企業管治報告
113	Report of the Board of Supervisors 監事會報告
115	Auditor's Report 審計報告
124	Consolidated Balance Sheet 合併資產負債表
127	Balance Sheet 母公司資產負債表
130	Consolidated Income Statement 合併利潤表
132	Income Statement 母公司利潤表
134	Consolidated Statement of Cash Flow 合併現金流量表
137	Statement of Cash Flow 母公司現金流量表
139	Consolidated Statement of Changes in Shareholders' Equity 合併股東權益變動表
141	Statement of Changes in Shareholders' Equity 母公司股東權益變動表
143	Notes to the Financial Statements 財務報表附註
391	Corporate Information 公司資料
393	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 global leading supplier of optical fibre preforms, optical fibres, optical fibre cables and other relevant products in telecommunication industry. The Company primarily manufactures and sells optical fibre preforms, optical fibres, optical fibre cables, optical components and modules and other relevant products 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 comprehensive product portfolios and provides a wide range of 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 90 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.

The China Securities Regulatory Commission approved the initial public offering of A shares by the Company and the A shares of the Company were listed on the Shanghai 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 and 330,547,804 domestic shares were converted into A shares. Upon the issue of A shares, the total number of issued shares of the Company became 757,905,108 shares (comprising 351,566,794 H shares and 406,338,314 A shares). The total proceeds from the issue of the A shares amounted to RMB2,024,364,522 and the net proceeds (after deducting issue expenses) amounted to RMB1,894,337,174.

* 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、光纜以及其它通信行業相關產品的供應商，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、光纜、光器件及模塊等相關產品，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）提供各種產品及相關解決方案，在全球90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。

中國證券監督管理委員會已經批准本公司A股首次公開招股，而本公司A股已於二零一八年七月二十日於上海證券交易所上市。本公司向公眾發行75,790,510股A股，每股A股發行價為人民幣26.71元，330,547,804股內資股轉換成A股。隨著A股發行，本公司的已發行股票共有757,905,108股（包括351,566,794股H股及406,338,314股A股）。A股發行的所得款項共有人民幣2,024,364,522元，而淨收益（扣除發行開支後）共有人民幣1,894,337,174元。

Financial Highlights 財務摘要

For the year ended 31 December 2023, the Group's operating results were as follows:

- Total revenue was approximately RMB13,352.8 million, decreased by approximately 3.5%.
- Gross profit and gross profit margin were approximately RMB3,272.0 million and 24.5%, respectively.
- Profit for the year attributable to equity shareholders of the Company was approximately RMB1,297.4 million, increased by approximately 11.2%.
- The Group's revenue from domestic business decreased by approximately 1.9%, when compared with the prior year. The Group's overseas revenue decreased by approximately 6.5%, when compared with the prior year.
- The Board recommended the payment of a final dividend of RMB0.514 per share (before tax) for the year ended 31 December 2023.

截至二零二三年十二月三十一日止年度，本集團的經營業績如下：

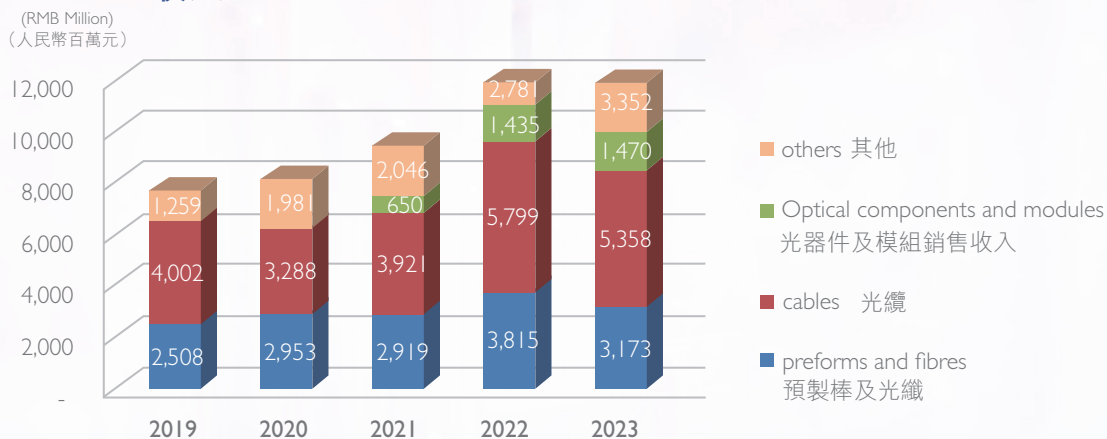
- 總收入約為人民幣13,352.8百萬元，降幅約為3.5%。
- 毛利及毛利率分別約為人民幣3,272.0百萬元及24.5%。
- 本公司權益持有人應佔年內利潤約為人民幣1,297.4百萬元，增幅約為11.2%。
- 與去年比較，本集團來自國內業務的收入下降約為1.9%。與去年比較，本集團來自海外業務的收入下降約為6.5%。
- 董事會建議派發截至二零二三年十二月三十一日止年度之末期股利每股人民幣0.514元（除稅前）。

Financial Highlights

財務摘要

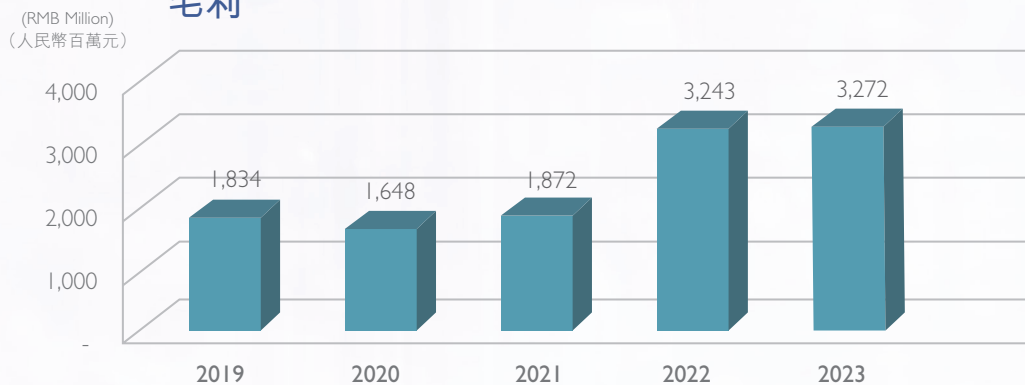
REVENUE

收入



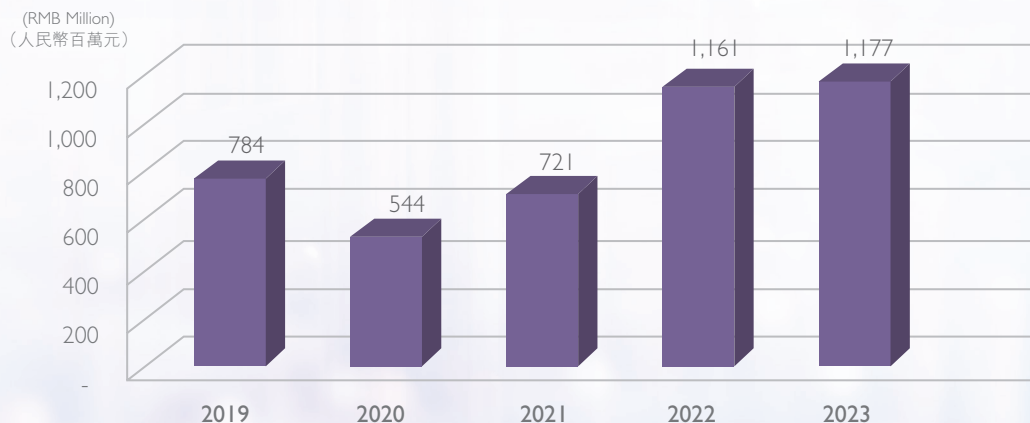
GROSS PROFIT

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				
		2019 二零一九年	2020 二零二零年	2021 二零二一年	2022 二零二二年	2023 二零二三年
Operating Result	經營業績					
Gross profit margin	毛利率	23.6%	20.0%	19.6%	23.5%	24.5%
Net profit margin	淨利率	10.1%	6.6%	7.4%	8.4%	9.7%
Return on equity (1)	股本回報率(1)	9.1%	5.9%	7.2%	9.2%	8.1%
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)	842,664	140,866	526,745	1,594,504	1,514,407
Total assets (RMB'000)	資產總額(人民幣千元)	13,775,900	15,855,597	19,478,649	28,203,307	29,142,344
Total non-current assets (RMB'000)	非流動資產總額(人民幣千元)	5,924,082	6,405,374	7,164,836	12,788,439	14,586,049
Total current assets (RMB'000)	流動資產總額(人民幣千元)	7,851,817	9,450,223	12,313,813	15,414,867	14,556,295
Total liabilities (RMB'000)	負債總額(人民幣千元)	4,833,767	6,470,074	8,893,622	13,666,245	14,744,846
Total non-current liabilities (RMB'000)	非流動負債總額(人民幣千元)	1,064,516	2,093,724	2,330,691	5,590,987	5,662,809
Total current liabilities (RMB'000)	流動負債總額(人民幣千元)	3,769,251	4,376,350	6,562,931	8,075,258	9,082,038
Net Assets (RMB'000)	淨資產(人民幣千元)	8,942,133	9,385,523	10,585,028	14,537,061	14,397,497
Gearing ratio	負債資本比率(倍)	-12.3%	9.4%	14.5%	17.7%	31.6%
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週轉天數(2)	156.3	164.4	165.2	136.1	159.3
Average trade and bills payable turnover days (3)	平均應付賬款及票據週轉天數(3)	102.8	114.5	117.0	106.5	119.8
Average inventory turnover days (4)	平均存貨週轉天數(4)	85.3	116.8	121.5	102.1	110.4
Operating Efficiency (percentage of revenue)	營運效率(佔收入百分比)					
Selling expenses	銷售費用	4.5%	2.8%	2.8%	3.0%	3.8%
Administrative expenses	管理費用	5.5%	5.8%	6.5%	5.6%	7.8%
R&D expenses	研發費用	5.3%	5.0%	5.0%	5.7%	5.8%
Financial expenses	財務費用	0.1%	0.7%	1.3%	0.6%	1.0%
Effective tax rate	實際稅率	11.2%	6.0%	3.7%	-0.8%	3.2%

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（特殊普通合夥）審核。

Chairman's Statement

董事長報告



Dear shareholders,

2023 is the first year for the full implementation of the spirit of the 20th CPC National Congress and a key year for economic recovery and development. Facing the complex and severe domestic and international economic situation and industry development challenges, the Company has unwaveringly promoted the five major strategies of full business growth, internationalization, diversification, technological innovation and digital transformation, and synergistic growth of capital operation. All related businesses have made gratifying progress and have embarked on a steady development curve under continuous pressure.

Optical fibre and cable are an important infrastructure for mobile and fixed networks, as well as an integral part of the new computing power network infrastructure such as cloud computing and artificial intelligence. According to the 2023 Communication Industry Statistical Bulletin issued by the Ministry of Industry and Information Technology, in 2023, China's telecommunications industry has fully implemented the spirit of the 20th Party Congress, fully promoted the construction of a network power and a digital China, and promoted the in-depth integration of the digital economy and the real economy. The main operating indicators of the whole industry have grown steadily. The network infrastructures such as 5G and Gigabit optical networks have become increasingly complete, and the popularization of various applications has been accelerating, and the high-quality development of the industry will be steadily promoted. In the optical fibre and cable industry, the Company continued to improve quality and efficiency, achieved a steady increase in profitability, and made breakthroughs in the research and development and industrialization of new optical fibre products, consolidating its leading position in the global industry.

尊敬的各位股東：

二零二三年，是全面貫徹黨的二十大精神的開局之年，是經濟恢復發展的關鍵之年。公司面對複雜嚴峻的國內外經濟形勢和行業發展挑戰，堅定不移地推進全業務增長、國際化、多元化、技術創新與數字化轉型、資本運營協同成長五大戰略，各相關業務均有可喜進展，在持續承壓中走出一條穩健的發展曲線。

光纖光纜是移動網絡及固定網絡的重要基礎設施，也是雲計算、人工智能等新型應用算力網絡底座的組成部分。工信部發佈的《2023年通信業統計公報》指出，二零二三年，我國通信業全面貫徹落實黨的二十大精神，全力推進網絡強國和數字中國建設，促進數字經濟與實體經濟深度融合，全行業主要運行指標平穩增長，5G、千兆光網等網絡基礎設施日益完備，各項應用普及全面加速，行業高質量發展穩步推進。在光纖光纜行業，公司持續提質增效，實現了利潤水平的穩步提升，並在新型光纖產品的研發和產業化進展方面取得突破，鞏固了主業全球領先的地位。

Chairman's Statement

董事長報告

Initiatives such as the expansion of backbone network capacity, the high-quality development of “dual-gigabit” networks, and the moderately advanced construction of computing power network will not only promote the development of the optical fibre and cable industry, but also provide opportunities for the optical component and module market. In the telecommunications market, global operators have upgraded to 10G-PON and will continue to evolve to 50G-PON in the future. In the data communication market, as the capital expenditure of global data centers maintains a relatively high growth rate, the demand for products such as related optical transceiver modules and active optical fibres is also expected to grow further. The Company's layout in this field has been improving continuously. The Company's cutting-edge products, such as multi-mode optical fibre products, integrated cabling services and hollow-core optical fibres, are able to generate close synergy with the optical components and modules business to achieve common business development.

In 2023, the Company continued to optimize its production capacity layout in overseas markets and vigorously expanded its international customers, which significantly enhanced its brand influence. Meanwhile, the Company has completed its strategic layout in major diversified fields such as optical components and modules, third-generation semiconductors, industrial lasers, marine engineering and quartz materials, and will focus on the sustainable development of these businesses. In 2023, the Company's overseas business revenue and diversified business revenue each accounted for more than 30% of total revenue, and the internationalization and diversification strategic initiatives have achieved phasic results.

Looking ahead, 2024 is a critical year for achieving the Company's goals and tasks under the “14th Five-Year Plan”. All employees of the Company will strengthen their confidence and enthusiasm at work to implement the Company's major strategic initiatives thoroughly to achieve high-quality and sustainable development for the Company.

Finally, on behalf of the Board of Directors, I hereby express my sincere gratitude for the management and each employee for the operating results achieved and their outstanding contribution to the Company in 2023, and also for the concern and support from the shareholders, customers, suppliers, business partners and the community.

骨幹網擴容、「雙千兆」網絡高質量發展、算力網絡適度超前建設等舉措，在促進光纖光纜行業發展的同時，亦將給光器件與模塊市場提供機遇。在電信市場，全球運營商已在向10G PON升級，未來還將繼續向50G PON演進。而在數據通信市場，隨著全球數據中心資本開支保持較高增速，相關光收發模塊、有源光纜等產品需求亦有望持續增長。公司在該領域的佈局不斷完善，而公司多模光纖產品、綜合佈線服務、空芯光纖等前沿產品均能與光器件及模塊業務產生緊密的協同效應，實現業務共同發展。

二零二三年，公司在海外市場持續優化產能佈局，大力拓展國際客戶，品牌影響力顯著提升。與此同時，在光器件與模塊、第三代半導體、工業激光器、海洋工程、石英材料等主要多元化領域，公司均已完成戰略佈局，並將專注於該等業務的可持續發展。二零二三年，公司海外業務收入佔比及多元化業務收入佔比均已超過30%，國際化及多元化戰略舉措取得階段性成果。

展望未來，二零二四年是實現公司「十四五」規劃目標任務的關鍵一年。公司全體員工將堅定信心，鼓足幹勁，深入實施公司主要戰略舉措，實現公司高質量、可持續發展。

最後，我謹代表董事會對管理團隊和各位員工在二零二三年取得的經營業績及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！

President's Statement

總裁報告



Dear shareholders,

It is my honor to report to you our operating performance for 2023.

FINANCIAL PERFORMANCE

In 2023, the Company's operating income was approximately RMB13,352.8 million, representing a decrease of approximately 3.5% as compared to approximately RMB13,830.3 million in 2022. The gross profit margin of the Company was 24.5%, representing an increase of approximately 1% as compared to 2022. The net profit of the Company attributable to shareholders of the parent company was approximately RMB1,297.4 million, representing an increase of approximately 11.2% as compared to approximately RMB1,167.0 million in 2022.

尊敬的各位股東：

我很榮幸地向各位報告本公司二零二三年的經營業績：

財務表現

二零二三年，本公司營業收入約為人民幣13,352.8百萬元，較二零二二年約人民幣13,830.3百萬元下降約3.5%。本公司毛利率為24.5%，較二零二二年提升約1%。本公司歸屬於母公司股東的淨利潤約為人民幣1,297.4百萬元，較二零二二年約人民幣1,167.0百萬元增長約11.2%。

President's Statement

總裁報告

BUSINESS DEVELOPMENT

Consolidating the advantages of the main business and realizing growth for the overall business. The Company seized the market opportunities brought by national policies such as “Digital China”, “Network Power” and “Channeling Digital and Computing Resources From Eastern to Western Regions”, obtained a leading share in centralized procurement by operators, and maintained its leading position in the market of optical fibre preforms, optical fibres and optical cable business. The Company's G.654.E optical fibre and cable won the highest share in the centralized procurement of China Mobile in 2023, and was successfully applied first time in an overseas project in the Philippines, achieving a breakthrough in the international market.

Building the “Belt and Road” jointly with high quality, bridging the global digital gap with smart connectivity. The Company continued to expand overseas business in the countries under the Belt and Road Initiative, and successively established six production bases in Indonesia, South Africa, Brazil, Poland and other places to improve overseas localized capacities and promote the development of local industries. The Company seized opportunities in overseas communication projects, the projects in Peru and the Philippines have progressed steadily, and breakthroughs have been made in markets such as Indonesia and Mexico. Whether it is a tropical jungle or a vast ocean, whether it is a barren mountain or a complex shantytown, wherever there is a need for connection, there is YOFC. The scale of the Company's international business continued to grow, and the income from overseas business accounted for more than 30% of the Company's operating income for two consecutive years.

Accelerated development in diversified tracks, remarkable phasic results were achieved. In the third-generation semiconductor field, the R&D and production base of YOFC Advanced Semiconductor for third-generation semiconductor power devices has started construction, which will become a world-class benchmark factory for the manufacturing of silicon carbide devices. In the field of industrial lasers, the Xiangyang Industrial Laser Intelligent Manufacturing Industry Project of YOFC Everfoton has expanded the construction capacity of the industry chain for intelligent manufacturing of high-end industrial laser devices. In the field of quartz materials, YOFC Quartz accelerated the construction of optical and semiconductor quartz materials R&D and industrialization projects. In the field of marine engineering, the delivery of the two-type engineering vessel project of YOFC Marine Engineering represents the comprehensive improvement of the marine engineering construction capability of the whole industry chain of its own vessels. In the field of optical modules and optical devices, Broadex Technology's 25G-LR silicon photonic modules and 50G-PAM4 optical modules for 5G base station transmission have achieved large-scale sales, and the 400G-DR4 silicon photonic modules based on silicon photonics have been mass-produced and shipped.

業務發展

夯實主營業務優勢，實現全業務增長。公司緊抓「數字中國」、「網絡強國」、「東數西算」等國家政策帶來的市場機遇，在運營商集中採購中獲得領先的份額水平，保持預製棒、光纖、光纜業務市場領先地位。公司G.654.E光纖光纜在二零二三年中國移動集中採購招標中，以第一份額中標，並首次在菲律賓海外項目中成功應用，實現國際市場突破。

高質量共建「一帶一路」，以智慧聯接彌合全球數字鴻溝。公司在「一帶一路」共建國家陸續拓展海外業務，先後在印尼、南非、巴西、波蘭等地建立6個生產基地，完善海外現地化配套能力，帶動當地產業發展；公司搶抓海外通信工程項目，位於秘魯、菲律賓的項目穩步推進，印度尼西亞、墨西哥等市場取得突破，無論是熱帶叢林還是茫茫大海，無論是荒蕪的山脈還是錯綜複雜的棚戶區，哪裡需要聯接，哪裡就有長飛。公司國際化業務規模持續增長，海外業務收入連續兩年佔公司營業收入的30%以上。

多元化賽道跑出發展加速度，階段性成果顯著。在第三代半導體領域，長飛先進半導體的第三代半導體功率器件研發生產基地建設啟動，建成後將成為世界一流的碳化硅器件製造標桿工廠；在工業激光領域，長飛光坊的襄陽工業激光智能製造產業項目開工，拓展工業激光高端激光器智能製造產業鏈的產能建設；在石英材料領域，長飛石英的光學與半導體石英材料研發及產業化項目加快建設；在海洋工程領域，長飛海工的兩型工程船舶項目交付，標誌著其自有船組全產業鏈海洋工程施工能力的全面提升；在光模塊與光器件領域，博創科技面向5G基站傳輸的25G LR硅光模塊、50G PAM4光模塊已實現規模銷售，基於硅光的400G-DR4硅光模塊量產出貨。

President's Statement 總裁報告

The “YOFC Science & Technology Innovation Day” was established for the first time to lead industrial development with technological innovation. This year marks the 10th anniversary of General Secretary Xi Jinping's first visit to the Company. The Company established July 21 as the YOFC Science & Technology Innovation Day for the first time, aiming to keep in mind the instructions and continuously accelerate innovation and development. Relying on the national key laboratories, the Company led the establishment of Hubei Province Optical fibre and Cable Advanced Manufacturing and Application Industry Technology Innovation Consortium in cooperation with 8 universities, enterprises and institutions including Huazhong University of Science and Technology and Hubei Optics Valley Laboratory, and released the first scientific and technological innovation results during the year. The Company actively deployed the next generation of ultra-high-speed communication technologies represented by space-division multiplexing optical fibre and hollow-core anti-resonance optical fibre, promoted the mass preparation and application of related products, and promoted the vigorous development of new optical fibres in multiple fields. The Company jointly carried out multi-core optical fibre testing with China Mobile, and pioneered a pilot line for four-core optical fibre and seven-core optical fibre within one cable, which played a demonstration role in the engineering application and promotion of multi-core optical fibre. The Company's YOFC Science Park Optical Cable 5G Factory was selected into the “2023 5G Factory List”.

Capital operation achieved synergistic growth, supporting sustainable corporate development. The Company initiated the establishment of Hubei Changjiang YOFC Laser Smart Manufacturing Venture Capital Fund, focusing on investing in the pan-laser industry and high-end equipment manufacturing industry to promote the development and upgrading of the laser industry. YOFC Advanced Semiconductor completed the Series A equity financing of approximately RMB3.8 billion. It is the largest in the history of the third-generation semiconductor private equity financing in China. The Company has been awarded “Listed Enterprise of the Year” by Bloomberg Business Weekly/Chinese Edition for the eighth consecutive year, which is a full recognition of the Company's performance over the years and its future development potential.

首設「長飛科創日」，以科技創新引領產業發展。今年是習近平總書記第一次視察公司十週年，公司首次將7月21日設立為「長飛科創日」，旨在牢記囑託，不斷加快創新發展。依託全國重點實驗室，公司牽頭，並聯合華中科技大學、湖北光谷實驗室等8家高校、企事業單位成立湖北省光纖光纜先進製造與應用產業技術創新聯合體，於年內發佈首個科技創新成果；公司積極佈局以空分複用光纖、空芯反諧振光纖等為代表的下一代超高速通信技術，推進相關產品的批量製備和應用，推動新型光纖在多領域的蓬勃發展；公司聯合中國移動開展多芯光纖測試，首創四芯光纖與七芯光纖同纜試點線路，為多芯光纖的工程化應用和推廣起到示範作用；公司長飛科技園光纜5G工廠入選《2023年5G工廠名錄》。

資本運營協同成長，助力企業可持續發展。公司發起設立湖北長江長飛激光智造創業投資基金，重點投資泛激光產業及高端裝備製造產業，推動激光產業發展、升級；長飛先進半導體完成約人民幣38億元的A輪股權融資，創國內第三代半導體私募股權融資規模歷史之最；連續八年榮獲《彭博商業周刊／中文版》「年度上市企業」大獎，是對公司一直以來業績表現、未來發展潛力的充分認可。

President's Statement

總裁報告

OUTLOOK FOR 2024

In this year, the Company will unwaveringly adhere to the five major strategies and build future-oriented core competitiveness to achieve sustainable growth. The Company will focus on customers and continue to create value for customers and business partners; continue to strengthen the leading edge of the main business of preform, optical fibre and optical cable, firmly grasp the market share and stabilize the basic fundamentals; further implement the internationalization strategy and improve the overseas industrial layout, further expand the international market share to strengthen overseas branding of YOFC; strengthen the strategic deployment of diversification to deepen and solidify the diversified business, and expand the second growth curve of sustainable development of the enterprise; focus on innovation, products and technology, take the national key laboratories as the fulcrum, and continuously make breakthroughs in the research and development and application of new products to forge the core competitiveness of the enterprise; continue to reasonably use the investment and financing channels of the capital market to improve the layout of the capital market platform and support faster and better development of the enterprise.

Looking ahead, the digital economy is profoundly changing people's lifestyles and economic development patterns, and the generative artificial intelligence model represented by ChatGPT has become a key variable in promoting new form of industrialization. The AI computing power is about to explode, and the long-term trend of optical communication is further improving. It's hard to be number one, it's even harder to remain as number one. If you do not advance, you will retreat. We must seize the opportunity to maintain our strategic strength, adhere to a blueprint consistently to the end, and make progress with perseverance over the long-term.

2024 is the Year of the Dragon. In traditional Chinese culture, the Dragon symbolizes strength, wisdom and infinite possibilities. In this year, which is full of challenges and opportunities, all YOFC staff will be guided by the spirit of the Dragon, abide by our original aspiration and mission, and will spare no effort to build a world-class enterprise with vigorous efforts and leaping progress.

二零二四年展望

新的一年，公司要堅持五大發展戰略不動搖，構建面向未來的核心競爭力，實現可持續增長。公司將以客戶為中心，持續為客戶與合作夥伴創造價值；繼續強化棒纖纜主營業務的領先優勢，牢牢掌握市場佔有率，穩住基本盤；深入實施國際化戰略，完善海外產業佈局，進一步擴大國際市場份額，做大做強長飛海外品牌；強化戰略性多元化業務部署，做深做實多元化業務，拓展企業可持續發展的第二增長曲線；聚焦創新、產品和技術，以全國重點實驗室為支點，在新產品的研發與應用上不斷突破，鍛造企業核心競爭力；持續合理利用資本市場投融資渠道，完善資本市場平台佈局，助力企業更快更好發展。

展望未來，數字經濟正深刻地改變著人們的生活方式和經濟發展模式，以ChatGPT為代表的生成式人工智能大模型成為推進新型工業化的關鍵變量。AI算力爆發在即，光通信長期趨勢進一步向好。成為第一很難，保持第一更難。逆水行舟，不進則退。我們要把握機會保持戰略定力，堅持一張藍圖繪到底，滴水穿石，久久為功。

二零二四年是龍年，在中國的傳統文化裡，龍象徵著力量、智慧和無限可能。在這個充滿挑戰和機遇的一年，全體長飛人將以龍的精神為指引，恪守初心和使命，全力以赴，以生龍活虎、龍騰虎躍的幹勁，加快建設世界一流企業。

Major Products and Solutions

主要產品及服務

Optical Fibre Preform & Optical Fibre 光纖預製棒及光纖



Optical Fibre Cable 光纜



Optical Component & Module 光器件及模塊



- Optical Fibre Preform is the feed materials from which optical fibres are drawn. It is the most technological part within the entire value chain
- 光纖預製棒是光纖拉絲原材料，其為整個產業鏈中技術含量最高的部分
- Optical Fibre is solid strands of hair-thin, high quality glass. Electrical signals are converted into light waves and transmitted through optical fibre
- 光纖是頭髮絲粗細、高品質的傳輸工具。電信號轉化為光波後在光纖中傳輸
- 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
- Used to convert between electrical signal and light signal
- 進行光電信號的轉換
- Applied in connection of optical telecom network and IDC
- 用於光纖通信網絡和數據中心的連接

Major Products and Solutions

主要產品及服務

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 fixed and mobile telecom network
- 固定及移動通信網絡的服務解決方案

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

Fibre Laser 光纖激光器



- Applied in scenarios such as cutting and welding in various industries
- 用於多個行業的切割、焊接等應用場景
- To provide intelligent, high-quality and differentiated fiber laser solutions
- 提供智能化、高品質、差異化光纖激光解決方案

Key Milestones in 2023

2023年里程碑

Technology Breakthroughs 技術突破

- The Company promoted the commercial application of FarBand® ultra-strong and ultra-low loss G.654.E optical fibre, and earned the largest share in the centralised procurement of this product by domestic telecom operators for two consecutive years.
- 公司持續拓展遠貝®超強超低衰減G.654.E光纖商業應用，連續兩年在國內電信運營商對該產品進行的集中採購中，公司均取得最高份額。
- The Company is in a leading position in R&D and commercialization of space-division multiplexing fibre and hollow core fibre. In October 2023, The Company collaborated with China Mobile to conduct the world's first field trial of four-core and seven-core fibres in the same cable. And the Company is currently one of the few enterprises in the world that can achieve the production of hollow-core anti-resonant fibres at the kilometer level.
- 公司空分複用光纖和空芯光纖的研發與商用處於領先水平。2023年10月，公司與中國移動合作進行了全球首次四芯光纖與七芯光纖同纜的現網試驗。同時，公司是目前國際範圍內少數可以實現公里級別空芯反諧振光纖製備的企業之一。

Honors 榮譽

- The optical cable 5G factory of Wuhan Technology Park has been selected into the "2023 5G Factory Directory" released by the Ministry of Industry and Information Technology in November 2023.
- 長飛科技圓光纜5G工廠入選工信部於2023年11月發佈的《2023年5G工廠名錄》。
- The Company ranked first in the selection of the top 100 high-tech enterprises in Hubei Province in 2023.
- 公司在2023年度湖北省高新技術企業百強評選中獲評首位。

Internationalisation 國際化

- The company has established six production bases in Indonesia, South Africa, Brazil, Poland and other regions. Through more than 50 overseas companies or offices, it provides optical communication products and services to more than 90 countries and regions worldwide, with overseas business income reaching a record high. In 2023, The Company overseas business income reached RMB 4.343 billion, accounting for 32.52% of the total revenue.
- 公司目前已在印尼、南非、巴西、波蘭等地建立了6個生產基地，通過50多個海外公司或辦事處向全球90多個國家和地區提供光通信產品與服務，海外業務收入佔比已達歷史新高。2023年公司海外業務收入達人民幣43.43億元，海外收入佔比32.52%。
- The Company has achieved staged results in overseas communication network engineering services business, with revenue reaching approximately RMB 582 million in 2023. For example, it has cumulatively laid 6,500 kilometers of backbone networks in Philippines, deployed networks in more than 50 cities in Indonesia, and constructed national broadband projects in four provinces in Peru.
- 公司海外通信網絡工程服務業務取得階段性成果，23年實現收入約人民幣5.82億元。如在菲律賓累計鋪設6500公里骨幹網絡，在印度尼西亞50多個城市進行網絡敷設，在秘魯承建了四個省份的國家寬帶項目等。

Diversification 多元化

- In the field of optical components and modules, The Company has achieved business and management synergies with Broadex Technologies, and completed the integration of Broadex Technologies and EverPro. Currently, Broadex Technologies' 10G PON OLT optical module and DWDM device products are leading in the domestic market.
- 在光器件與模塊領域，公司實現了與博創科技的業務及管理協同，並完成了博創科技與長芯盛的整合。目前，博創科技10G PON OLT光模塊及DWDM器件產品在國內市場領先。
- In the field of third-generation semiconductors, YOFC Advanced Semiconductor has completed equity financing totaling approximately RMB 3.8 billion and launched the construction of a research and development and production base for third-generation semiconductor power devices, with an annual production capacity of 360,000 SiC MOSFET wafers.
- 在第三代半導體領域，長飛先進半導體完成了總額約人民幣38億元的股權融資，並啟動了年產可達36萬片SiC MOSFET晶圓的第三代半導體功率器件研發生產基地項目建設。
- In the field of industrial lasers, YOFC Everfoton possesses the advantages of vertical integration of the industrial chain and leading technological strength. It has made business breakthroughs in handheld welding, high-power cutting, and multi-industry applications, achieving rapid growth in sales scale.
- 在工業激光器領域，長飛光坊擁有產業鏈垂直整合優勢與領先技術實力，並在手持焊接、高功率切割、多行業應用等方面取得了業務突破，實現了銷售規模的快速增長。

Management Discussion and Analysis

管理層討論及分析

OVERVIEW

During the year, the Group's operating income was approximately RMB13,352.8 million, decreased by approximately 3.5% as compared to 2022 of approximately RMB13,830.3 million. The Group reported a gross profit of approximately RMB3,272.0 million, increased by approximately 0.9% as compared to 2022 of approximately RMB3,243.2 million. The Group's net profit for the year attributable to the equity shareholders of the Company amounted to approximately RMB1,297.4 million, increased by approximately 11.2% as compared to 2022 of approximately RMB1,167.0 million. The Group's net profit for the year attributable to the equity shareholders of the Company deduction of non-recurring profit and loss amounted to approximately RMB730.0 million, decreased by approximately 25.7% as compared to 2022 of approximately RMB982.1 million.

Basic earnings per share for the reporting period was RMB1.71 per share (2022: RMB1.54 per share), which was calculated based on the weighted average number of shares issued, further details of which are set out in note V.54 to the financial information of this report.

OPERATING INCOME

The Group's operating income for the year ended 31 December 2023 was approximately RMB13,352.8 million, representing a decrease of approximately 3.5% as compared to 2022 of approximately RMB13,830.3 million.

For the year ended 31 December 2023, by product segment, a total revenue of approximately RMB3,172.9 million was contributed from our optical fibres and optical fibre preforms segment, representing a decrease of 16.8% as compared to 2022 of approximately RMB3,814.8 million and accounting for 23.8% (2022: 27.6%) of the Group's revenue; a total revenue of approximately RMB5,357.6 million was contributed by our optical fibre cables segment, representing a decrease of 7.6% as compared to 2022 of approximately RMB5,799.1 million and accounting for 40.1% (2022: 41.9%) of the Group's revenue; and a total revenue of approximately RMB1,470.2 million was contributed by our optical components and modules segment, representing an increase of 2.4% as compared to 2022 of approximately RMB1,435.4 million and accounting for 11.0% (2022: 10.4%) of the Group's revenue.

A total revenue of approximately RMB3,352.1 million was contributed by other products and services, representing an increase of 20.5% as compared to 2022 of approximately RMB2,780.9 million and accounting for 25.1% (2022: 20.1%) of the Group's revenue. The increase was mainly due to the increase in revenue derived from diversified businesses of industrial laser, communication engineering project and power cables as compared to 2022.

綜述

本年度內，本集團營業收入約為人民幣13,352.8百萬元，較二零二二年約人民幣13,830.3百萬元下降約3.5%。本集團毛利約為人民幣3,272.0百萬元，較二零二二年約人民幣3,243.2百萬元增長約0.9%。本集團歸屬於母公司股東的淨利潤約為人民幣1,297.4百萬元，較二零二二年約人民幣1,167.0百萬元增長約11.2%。本集團扣除非經常性損益後歸屬於母公司股東的淨利潤為人民幣約730.0百萬元，較二零二二年約人民幣982.1百萬元下降約25.7%。

於報告期內，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1.71元（二零二二年：每股股份人民幣1.54元），詳情載於本報告所載財務信息之附註五、54。

營業收入

截至二零二三年十二月三十一日止年度本集團營業收入約為人民幣13,352.8百萬元，較二零二二年約人民幣13,830.3百萬元下降約3.5%。

截至二零二三年十二月三十一日止年度，按產品分部劃分，總額約人民幣3,172.9百萬元收入來自我們的光纖預製棒及光纖分部，較二零二二年約人民幣3,814.8百萬元下降16.8%及佔本集團收入23.8%（二零二二年：27.6%）；總額約人民幣5,357.6百萬元收入乃來自我們的光纜分部，對比二零二二年約人民幣5,799.1百萬元下降7.6%及佔本集團收入40.1%（二零二二年：41.9%）；而總額約人民幣1,470.2百萬元收入乃來自我們的光器件及模塊分部，較二零二二年約人民幣1,435.4百萬元增長2.4%及佔本集團收入11.0%（二零二二年：10.4%）。

其他產品及服務貢獻總收入約人民幣3,352.1百萬元，較二零二二年約人民幣2,780.9百萬元增長20.5%及佔本集團收入25.1%（二零二二年：20.1%），主要源於本年工業激光器，通信網絡工程項目及電纜等多元化業務收入較二零二二年增加所致。

Management Discussion and Analysis

管理層討論及分析

By geographical segment, a total revenue of approximately RMB9,010.2 million was contributed by domestic customers, representing a decrease of 1.9% (2022: increase of 42.4%) as compared to 2022 of approximately RMB9,186.2 million and accounting for 67.5% of the Group's revenue. For overseas market, a total revenue of approximately RMB4,342.6 million was reported in 2023, representing a decrease of 6.5% (2022: increase of 50.5%) as compared to 2022 of approximately RMB4,644.1 million and accounting for approximately 32.5% of the Group's revenue.

COST OF SALES

The Group's cost of sales for the year ended 31 December 2023 was approximately RMB10,080.8 million, representing a decrease of 4.8% as compared to 2022 of approximately RMB10,587.1 million and accounting for 75.5% of the Group's revenue.

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

During the year, the Group's total raw material costs were approximately RMB7,722.8 million, representing a decrease of 7.4% as compared to approximately RMB8,337.1 million in 2022.

During the year, the Group's manufacturing overheads and direct labour cost amounted to approximately RMB2,354.4 million, representing an increase of 5.0% as compared to approximately RMB2,241.6 million in 2022.

GROSS PROFIT AND GROSS PROFIT MARGIN

For the year ended 31 December 2023, the Group reported a gross profit of approximately RMB3,272.0 million, representing an increase of 0.9% as compared to approximately RMB3,243.2 million in 2022 and the gross profit margin increased to 24.5% in 2023 (2022: 23.5%).

SELLING AND DISTRIBUTION EXPENSES

For the year ended 31 December 2023, the Group's selling and distribution expenses were approximately RMB502.3 million, representing an increase of 21.4% as compared to approximately RMB413.6 million in 2022. The increase was mainly due to the Company's accelerated internationalization and diversification during the year.

按地區分部劃分，總額約人民幣9,010.2百萬元收入來自國內客戶，較二零二二年約人民幣9,186.2百萬元下降1.9%（二零二二年：增長42.4%）及佔本集團收入67.5%。二零二三年總額約人民幣4,342.6百萬元收入乃來自海外客戶，較二零二二年約人民幣4,644.1百萬元下降6.5%（二零二二年：增長50.5%）及佔本集團收入約32.5%。

營業成本

截至二零二三年十二月三十一日止年度，本集團營業成本約為人民幣10,080.8百萬元，較二零二二年約人民幣10,587.1百萬元下降4.8%，佔本集團收入的75.5%。

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、運輸費用及其他生產間接費用）；及(iii)直接人工成本。

於本年度內，本集團原材料成本總額約為人民幣7,722.8百萬元，較二零二二年約人民幣8,337.1百萬元下降7.4%。

於本年度內，本集團的生產間接成本及直接人工成本約為人民幣2,354.4百萬元，較二零二二年約人民幣約2,241.6百萬元增長5.0%。

毛利及毛利率

截至二零二三年十二月三十一日止年度，本集團的毛利約為人民幣3,272.0百萬元，較二零二二年約人民幣3,243.2百萬元增長0.9%，毛利率則為24.5%（二零二二年：23.5%）。

銷售費用

截至二零二三年十二月三十一日止年度，本集團銷售費用約為人民幣502.3百萬元，較二零二二年約人民幣413.6百萬元增長21.4%。增幅主要由於本年度本公司國際化及多元化業務拓展加速所致。

Management Discussion and Analysis

管理層討論及分析

GENERAL AND ADMINISTRATIVE EXPENSES

For the year ended 31 December 2023, the Group's general and administrative expenses were approximately RMB1,048.1 million, representing an increase of 34.6% as compared to approximately RMB778.8 million in 2022. The increase was mainly due to the Company's accelerated internationalization and diversification during the year.

RESEARCH AND DEVELOPMENT EXPENSES

For the year ended 31 December 2023, the Group's research and development expenses were approximately RMB775.0 million, representing a decrease of approximately 1.1% as compared to approximately RMB783.9 million in 2022.

FINANCIAL EXPENSES

For the year ended 31 December 2023, the Group's financial expenses were approximately RMB127.3 million, representing an increase of 53.6% as compared to approximately RMB82.9 million in 2022, which was mainly due to the significantly decrease in exchange gains for the year as compared to last year.

The annual effective interest rate of the bank loans for the year ranged from 0.10% to 4.00% per annum (2022: 0.10% to 4.00% per annum).

OTHER INCOME

For the year ended 31 December 2023, the Group's other income was approximately RMB188.6 million, representing an increase of approximately RMB31.6 million as compared to approximately RMB157.0 million in 2022, which was mainly because the government grants related to income increased by approximately RMB6.2 million, and the government grants related to assets increased by approximately RMB25.4 million during the year.

GAINS FROM CHANGES IN FAIR VALUE

For the year ended 31 December 2023, the Group's gains from changes in fair value was approximately RMB10.8 million, representing an increase of approximately RMB1.3 million as compared to approximately RMB9.5 million in 2022.

管理費用

截至二零二三年十二月三十一日止年度，本集團管理費用約為人民幣1,048.1百萬元，較二零二二年約人民幣778.8百萬元增加34.6%。增幅主要由於本年度本公司國際化及多元化業務拓展加速所致。

研發費用

截至二零二三年十二月三十一日止年度，本集團研發費用約為人民幣775.0百萬元，較二零二二年約人民幣783.9百萬元下降約1.1%。

財務費用

截至二零二三年十二月三十一日止年度，本集團財務費用約為人民幣127.3百萬元，較二零二二年財務費用約人民幣82.9百萬元增長53.6%。增幅主要由於本年匯兌收益較上年大幅減少所致。

本集團銀行貸款於本年度的實際利率介乎年利率0.10%至4.00%（二零二二年：年利率0.10%至4.00%）。

其他收益

截至二零二三年十二月三十一日止年度，本集團其他收益約為人民幣188.6百萬元，較二零二二年約人民幣157.0百萬元增加約人民幣31.6百萬元。增幅主要由於本年集團與收益相關的政府補助增加約人民幣6.2百萬元；與資產相關的政府補助增加約人民幣25.4百萬元。

公允價值變動收益

截至二零二三年十二月三十一日止年度，本集團公允價值變動收益約為人民幣10.8百萬元，較二零二二年約人民幣9.5百萬元增加約人民幣1.3百萬元。

Management Discussion and Analysis

管理層討論及分析

INCOME TAX EXPENSES

For the year ended 31 December 2023, the Group's income tax expenses were approximately RMB39.5 million, representing an increase of approximately RMB48.8 million as compared to approximately RMB-9.3 million in 2022, which was mainly because the newly purchased fixed assets in the fourth quarter of 2022 were allowed an additional deduction before tax, according to Announcement No. 28, 2022 of the Ministry of Finance, the State Administration of Taxation, and the Ministry of Science and Technology on Increasing the Pre tax Deduction in Support of Scientific and Technological Innovation. Details of the preferential tax treatments of the Company and certain subsidiaries were set out in note IV to the financial information contained in this report.

CAPITAL EXPENDITURES

During the year, the Group incurred capital expenditures of approximately RMB2,210.4 million (2022: approximately RMB2,280.4 million) in total, which was mainly due to the overseas localized capacity expansion, continuous layout in diversified projects, and optimization of domestic optical fibre preforms and optical fibres capacity.

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 2023 was 31.6% (2022: 17.7%).

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 2023.

		2023 二零二三年 (Audited) (經審計)	2022 二零二二年 (Audited) (經審計)
Net cash generated from operating activities	經營活動產生的淨現金	1,514,407,175	1,594,503,624
Net cash used in investing activities	投資活動使用的淨現金	(2,613,693,173)	(2,186,845,713)
Net cash generated from financing activities	融資活動產生的淨現金	643,401,491	1,977,479,312
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	19,369,033	75,856,472
Net (decrease)/increase in cash and cash equivalents	現金及現金等價物(減少)/增加淨額	(436,515,474)	1,460,993,695

所得稅

截至二零二三年十二月三十一日止年度，本集團所得稅費用約為人民幣39.5百萬元，較二零二二年約負人民幣9.3百萬元增加約人民幣48.8百萬元。所得稅的增加主要是根據財政部，稅務總局，科技部公告二零二二年第28號《關於加大支持科技創新稅前扣除力度的公告》，本集團於二零二二年第四季度新購置的固定資產允許在稅前實行加計扣除。本公司和若干附屬公司稅收優惠詳情載於本報告所載財務信息之附註四。

資本支出

本年內，本集團產生資本支出總額約為人民幣2,210.4百萬元（二零二二年：約人民幣2,280.4百萬元），主要與海外本地化產能擴充、多元化項目持續佈局、國內光纖預製棒及光纖產能優化有關。

負債資本比率

本年度，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。本集團於二零二三年十二月三十一日的負債資本比率為31.6%（二零二二年：17.7%）。

現金流量分析

下表載列摘錄自二零二三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。

Management Discussion and Analysis

管理層討論及分析

The net cash generated from the Group's operating activities decreased by approximately RMB80.1 million, the cash flow from the Company's operating activities remained relatively stable, consistent with the trend of changes in operating income during the reporting period.

Net cash used in the Group's investing activities increased by approximately RMB426.8 million, which was mainly due to the additional external investment and passive dilution of subsidiaries of the Company on the balance sheet during the year.

Net cash generated from the Group's financing activities decreased by approximately RMB1,334.1 million, which was mainly because the Group has preliminarily completed its strategic layout in diversified business areas, and the relevant financing needs decreased during the reporting period.

Cash and cash equivalents as at 31 December 2023 were cash at banks and on hand, which were mainly in RMB, US Dollars and Euro.

NET CURRENT ASSETS

As at 31 December 2023, the Group's net current assets was approximately RMB5,474.3 million, representing a decrease of approximately RMB1,865.4 million as compared to approximately RMB7,339.6 million as at 31 December 2022. The decrease in net current assets was mainly because (1) cash on hand and at bank decreased by approximately RMB428.1 million; (2) financial assets held for trading decreased by approximately RMB299.7 million; (3) contract liabilities decreased approximately RMB318.0 million; (4) other payables increased by approximately RMB1,029.2 million; and (5) non-current liabilities due within one year increased by approximately RMB529.2 million.

BANK LOANS

As at 31 December 2023, the Group's bank loans were approximately RMB7,840.1 million, representing an increase of approximately 32.5% as compared approximately RMB5,915.3 million as at 31 December 2022. As at 31 December 2023, among the Group's bank loans, 0.12% were EUR dollar loans, and the remaining 99.88% were mainly RMB loans.

CAPITAL COMMITMENTS AND CONTINGENT LIABILITIES

As at 31 December 2023, the Group's outstanding capital commitments on fixed assets were approximately RMB1,610.1 million (31 December 2022: approximately RMB1,443.7 million) and equity investment was nil (31 December 2022: approximately RMB386.5 million). Out of the total amount of unsettled commitments as at 31 December 2023 of approximately RMB1,610.1 million (31 December 2022: approximately RMB1,830.2 million), a total amount of approximately RMB744.6 million (31 December 2022: approximately RMB1,359.6 million) were contracted, and the balance of approximately RMB865.5 million (31 December 2022: approximately RMB470.6 million) were authorized by the Board but not yet contracted.

本集團經營活動產生的淨現金減少約人民幣80.1百萬元，報告期內本公司經營活動的現金流量相對穩定，與營業收入變動趨勢相同。

本集團投資活動使用的淨現金增加約人民幣426.8百萬元，主要由於本報告期新增對外投資以及子公司被動稀釋出表的影響。

本集團融資活動產生的淨現金減少約人民幣1,334.1百萬元，主要由於本集團多元化業務戰略佈局初步完成，資金需求有所下降所致。

於二零二三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、美元及歐元。

淨流動資產

於二零二三年十二月三十一日，本集團淨流動資產約為人民幣5,474.3百萬元，較二零二二年十二月三十一日的約人民幣7,339.6百萬元減少約人民幣1,865.4百萬元。淨流動資產的減少乃主要由於(1)貨幣資金減少約人民幣428.1百萬元；(2)交易性金融資產減少約人民幣299.7百萬元；(3)合同負債減少約人民幣318.0百萬元；(4)其他應付款增加約人民幣1,029.2百萬元；及(5)一年內到期的非流動負債增加約人民幣529.2百萬元。

銀行貸款

於二零二三年十二月三十一日，本集團之銀行貸款約為人民幣7,840.1百萬元，較二零二二年十二月三十一日約人民幣5,915.3百萬元增長約32.5%。於二零二三年十二月三十一日，本集團銀行貸款中，0.12%為歐元貸款，而餘額99.88%為人民幣貸款。

資本承擔及或然負債

於二零二三年十二月三十一日，本集團就固定資產之未結算資本承擔約為人民幣1,610.1百萬元（二零二二年十二月三十一日：約人民幣1,443.7百萬元）及權益投資為零（二零二二年十二月三十一日：約人民幣386.5百萬元）。於二零二三年十二月三十一日：約人民幣1,610.1百萬元中（二零二二年十二月三十一日：約人民幣1,830.2百萬元），合共約人民幣744.6百萬元已訂約（二零二二年十二月三十一日：約人民幣1,359.6百萬元），而餘額約人民幣865.5百萬元（二零二二年十二月三十一日：約人民幣470.6百萬元）則已獲董事會授權惟尚未訂約。

Management Discussion and Analysis

管理層討論及分析

As at 31 December 2023, the Group did not have any contingent liability.

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 Group's revenues and expenses are settled in RMB and USD while some of the Group's sales, purchases and financial liabilities are denominated in USD, Euro, AUD, IDR, MXN, NZD, PEN, PHP, SGD, THB and ZAR. Most of the bank deposits are in RMB, USD and Euro.

During the year, due to the depreciation of RMB against major currencies such as the USD, the Group realized net foreign exchange gains of approximately RMB4.5 million.

EMPLOYEES AND REMUNERATION POLICIES

As at 31 December 2023, the Group had approximately 9,176 full-time employees (31 December 2022: approximately 10,532 full-time employees). During the reporting period, the staff costs of the Group were RMB1,781.7 million (2022: RMB1,618.9 million). 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 2023, the Company discounted and endorsed certain bank bills receivable with a carrying amount of approximately RMB865.2 million (31 December 2022: approximately RMB845.2 million) to certain commercial banks in China and its suppliers.

於二零二三年十二月三十一日，本集團並無任何或然負債。

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最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本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和美元結算，而本集團若干銷售、採購及金融負債則以美元、歐元、澳大利亞元、印尼盧比、墨西哥比索、新西蘭元、秘魯索爾、菲律賓比索、新加坡元、泰銖及南非蘭特等計值。本集團大部分銀行存款以人民幣、美元及歐元方式存置。

於本年內，本集團主要因人民幣對美元等主要貨幣的貶值，導致了人民幣約4.5百萬元的匯兌收益。

僱員及薪酬政策

於二零二三年十二月三十一日，本集團約有9,176名全職僱員（二零二二年十二月三十一日：約10,532名全職僱員）。本集團員工成本總額約為人民幣1,781.7百萬元（二零二二年：人民幣1,618.9百萬元）。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

於二零二三年十二月三十一日，本公司將賬面值約為人民幣865.2百萬元（二零二二年十二月三十一日：約人民幣845.2百萬元）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。

Management Discussion and Analysis

管理層討論及分析

ACQUISITION, DISPOSAL AND FORMATION OF NEW PRESENCES

YOFC International (Malaysia) Sdn. Bhd.

On 22 February 2023, a subsidiary of Yangtze Optical Fibre and Cable Company (Hong Kong) Limited (“YOFC Hongkong”), YOFC International (Singapore) Pte. Ltd. (“YOFC Singapore”), established YOFC International (Malaysia) Sdn. Bhd. (“YOFC Malaysia”) in Malaysia. Its general business scope is engaging in import and export of optical fibre, optical cable and relevant products. YOFC Malaysia is 100% owned by YOFC Singapore and its registered capital is MYR5,000,000.

Shenzhen Kingdar Optics Company Limited

On 3 March 2023, a subsidiary of the Company, Everfoton Technologies Corporation Limited, acquired 100% equity interest of Shenzhen Kingdar Optics Company Limited (“Shenzhen Kingdar”). The financial results of Shenzhen Kingdar has been consolidated in the financial statements of the Group since March 2023.

Shenzhen Kingdar was established in Shenzhen, Guangdong Province on 11 November 2020. Its business scope mainly covers development of fiber optic communication and related communication technologies; and design, research and development, sales, and technical services of prefabricated rods, optical fibers, optical cables, communication cables, special cables, and related materials.

Silicon Line GmbH

On 20 April 2023, a subsidiary of the Company, EverPro (Wuhan) Technologies Joint Stock Limited Company, acquired 100% equity interest of Silicon Line GmbH. The financial results of Silicon Line GmbH has been consolidated in the financial statements of the Group since 20 April 2023.

Silicon Line GmbH’s business scope mainly includes the design and development of Integrated Circuit (IC) for Active Optical Cable connectivity products, trading of electronic products and commodities, and trading of other various commodities.

YOFC International (Poland) sp. z o.o.

On 20 June 2023, YOFC Singapore established YOFC International (Poland) sp. z o.o. (“YOFC International Poland”) in Poland. Its general business scope includes purchasing, selling, distributing, importing, exporting optical cables and any materials and accessories related to optical communication; and engineering and technical consulting. YOFC International Poland is 100% owned by YOFC Singapore and its registered capital is PLN1,300,000.

收購、處置或組建新實體

長飛國際(馬來西亞)有限公司

於二零二三年二月二十二日，長飛光纖光纜(香港)有限公司(「長飛香港」)之附屬公司長飛國際(新加坡)有限公司(「長飛新加坡」)於馬來西亞成立長飛國際(馬來西亞)有限公司(「長飛馬來西亞」)，其一般經營範圍為光纖、光纜及相關產品的進出口。長飛馬來西亞由長飛新加坡持有之100%的股權，其註冊資本為5,000,000林吉特。

深圳市金達光學有限公司

於二零二三年三月三日，本公司之附屬公司長飛光坊(武漢)科技有限公司收購了深圳市金達光學有限公司(「深圳金達」)100%的股權。深圳金達之財務業績已自二零二三年三月起計入本集團合併財務報表。

深圳金達術於二零二零年十一月十一日在廣東省深圳市成立，其經營範圍主要為光纖通信和相關通信技術開發，預製棒、光纖、光纜、通信線纜、特種線纜及相關材料的設計、研發、銷售及技術服務等。

Silicon Line GmbH

於二零二三年四月二十日，本公司之附屬公司長芯盛(武漢)科技股份有限公司收購了Silicon Line GmbH公司100%的股權。Silicon Line GmbH之財務業績已自二零二三年四月二十日起計入本集團合併財務報表。

Silicon Line GmbH其經營範圍主要為各類消費有源光纜，有源電子芯片的設計與開發、電子產品及商品的貿易以及其他各類商品的貿易。

長飛國際(波蘭)有限公司

於二零二三年六月二十日，長飛新加坡於波蘭成立長飛國際(波蘭)有限公司(「長飛波蘭國際」)，其一般經營範圍為購買、銷售、分銷、進口、出口光纜和與光通信有關的任何材料、配件，工程及技術諮詢。長飛波蘭國際由長飛新加坡持有之100%的股權，其註冊資本為1,300,000茲羅提。

Management Discussion and Analysis

管理層討論及分析

YOFC WHIID Digital Technology Innovation Center (Wuhan) Company Limited

On 27 June 2023, the Company established YOFC WHIID Digital Technology Innovation Center (Wuhan) Company Limited (“YOFC WHIID”) in Wuhan, Hubei Province. Its general business scope includes technical services, development, consulting, exchange, transfer, promotion, and digital technology services. YOFC WHIID is 70% owned by the Company and its registered capital is RMB20,000,000.

YOFC Quartz Materials (E'zhou) Company Limited

On 11 July 2023, a subsidiary of the Company, YOFC Quartz Technology (Wuhan) Company Limited (“YOFC Quartz”), established YOFC Quartz Materials (E'zhou) Company Limited (“Ezhou Quartz”) in Ezhou, Hubei Province. Its general business scope is engaging in new material technology promotion services, new material technology research and development, manufacturing and sales of technical glass products, production, sales and research and development of electronic special materials. Ezhou Quartz is 100% owned by YOFC Quartz and its registered capital is RMB20,000,000.

YOFC International (Germany) GmbH

On 26 July 2023, YOFC Singapore established YOFC International (Germany) GmbH (“YOFC Germany”) in Germany. Its general business scope includes high frequency transmission technology field. YOFC Germany is 100% owned by YOFC Singapore and its registered capital is EUR25,000.

YOFC International Columbia SAS

On 28 August 2023, YOFC Singapore established YOFC International Columbia SAS. (“YOFC Columbia”) in Columbia. Its general business scope includes importing and exporting of optical fibres optical cables and relevant products. YOFC Columbia is 100% owned by YOFC Singapore and its registered capital is COP100,000,000.

Yangtze Optics Mexico Cable S.A. de C.V.

On 28 September 2023, YOFC Singapore and YOFC Hongkong established Yangtze Optics Mexico Cable S.A. de C.V. (“YOFC Mexico Cable”) in Mexico. Its general business scope is engaging in production and sales of optical fibres, optical cables and relevant products. YOFC Mexico Cable is 24.5% and 75.5% owned by YOFC Singapore and YOFC Hongkong, respectively, and registered capital is MXN203,551.

長飛武創數字技術創新中心(武漢)有限公司

於二零二三年六月二十七日，本公司於湖北省武漢市成立長飛武創數字技術創新中心(武漢)有限公司(「長飛數創」)，其一般經營範圍為技術服務、開發、諮詢、交流、轉讓、推廣及數字技術服務等。長飛數創由本公司持有70%的股權，其註冊資本為人民幣20,000,000元。

長飛石英材料(鄂州)有限公司

於二零二三年七月十一日，本公司之附屬公司長飛石英技術(武漢)有限公司(「長飛石英」)於湖北省鄂州市成立長飛石英材料(鄂州)有限公司(「鄂州石英」)，其一般經營範圍為新材料技術推廣服務，新材料技術研發，技術玻璃製品製造和銷售，電子專用材料的生產、銷售和研發等。鄂州石英由長飛石英持有100%的股權，其註冊資本為人民幣20,000,000元。

長飛國際(德國)有限公司

於二零二三年七月二十六日，長飛新加坡於德國成立長飛國際(德國)有限公司(「長飛德國」)，其一般經營範圍為高頻傳輸技術領域。長飛德國由長飛新加坡持有之100%的股權，其註冊資本為25,000歐元。

長飛國際哥倫比亞有限公司

於二零二三年八月二十八日，長飛新加坡於哥倫比亞成立長飛國際哥倫比亞有限公司(「長飛哥倫比亞」)，其一般經營範圍為光纖、光纜及相關產品的進出口。長飛哥倫比亞由長飛新加坡持有之100%的股權，其註冊資本為哥倫比亞100,000,000比索。

長飛墨西哥光纜有限公司

於二零二三年九月二十八日，長飛新加坡與長飛香港在墨西哥共同成立長飛墨西哥光纜有限公司(「長飛墨西哥光纜」)，其一般經營範圍為光纖光纜及相關產品的生產及銷售。長飛墨西哥光纜由長飛新加坡和長飛香港分別持有之24.5%與75.5%的股權，其註冊資本為203,551墨西哥比索。

Management Discussion and Analysis

管理層討論及分析

Yangtze Gas Ezhou Company Limited

On 12 December 2023, a subsidiary of Yangtze Qianjiang Company Limited, Yangtze Gas Qianjiang Company Limited. (“**Qianjiang Gas**”), established Yangtze Gas Ezhou Company Limited (“**Ezhou Gas**”) in Ezhou, Hubei province. Its general business scope is engaging in basic chemical raw material manufacturing, research and development of emerging energy technologies, research and development of new material technologies, etc.. Ezhou Gas is 100% owned by YOFC Qianjiang Gas and its registered capital is RMB60,000,000.

YOFC Advanced Semiconductor Company Limited

On 26 June 2023, the Company entered into the Series A Capital Increase Agreement with Anhui YOFC Advanced Semiconductor Company Limited (安徽長飛先進半導體有限公司) (“**YOFC Advanced Semiconductor**”), other investors and the existing shareholders of YOFC Advanced Semiconductor, pursuant to which the Company and other investors proposed to make a capital contribution of an aggregate of RMB3,244,000,000 in cash to the registered capital of YOFC Advanced Semiconductor (in which the Company proposed to make capital contribution of RMB281,000,000 in cash). The Company, other investors, the existing shareholders of YOFC Advanced Semiconductor and YOFC Advanced Semiconductor also entered into the Series A Shareholders’ Agreement on 26 June 2023 to govern their respective rights as a shareholder of YOFC Advanced Semiconductor.

On the same date, the Company entered into (i) the Wuhu Haiwo Equity Transfer Agreement with Wuhu Haiwo Hard Technology Venture Capital Fund Partnership (Limited Partnership) (蕪湖海沃硬科技創業投資基金合夥企業(有限合夥)) (“**Wuhu Haiwo**”), pursuant to which Wuhu Haiwo agreed to sell and the Company agreed to purchase the entire equity interest of Wuhu Haiwo in YOFC Advanced Semiconductor at a proposed consideration of RMB154,441,600, and (ii) the Wuhu Zewan No. 2 Equity Transfer Agreement with Wuhu Zewan No. 2 Investment Management Partnership (Limited Partnership) (蕪湖澤灣貳號投資管理合夥企業(有限合夥)) (“**Wuhu Zewan No. 2**”), pursuant to which Wuhu Zewan No. 2 agreed to sell and the Company agreed to purchase the entire equity interest of Wuhu Zewan No. 2 in YOFC Advanced Semiconductor at a proposed consideration of RMB64,350,700.

長飛氣體(鄂州)有限公司

於二零二三年十二月十二日，長飛潛江有限公司的子公司的長飛氣體潛江有限公司(「**潛江氣體**」)於湖北省鄂州市成立長飛氣體(鄂州)有限公司(「**鄂州氣體**」)，其一般經營範圍為基礎化學原料製造，新興能源技術研發，新材料技術研發等。鄂州氣體由潛江氣體持有之100%的股權，其註冊資本為人民幣60,000,000元。

安徽長飛先進半導體有限公司

於二零二三年六月二十六日，本公司與安徽長飛先進半導體有限公司(「**長飛先進半導體**」)、其他投資者及長飛先進半導體現有股東訂立A輪增資協議，據此，本公司及其他投資者向長飛先進半導體以現金出資合共人民幣3,244,000,000元(其中本公司現金出資人民幣281,000,000元)。本公司、其他投資者及長飛先進半導體現有股東亦與長飛先進半導體於二零二三年六月二十六日訂立A輪股東協議，以規管彼等各自作為長飛先進半導體股東的權利。

同日，本公司(i)與蕪湖海沃硬科技創業投資基金合夥企業(有限合夥)(「**蕪湖海沃**」)訂立蕪湖海沃股權轉讓協議，據此，蕪湖海沃同意出售且本公司同意購買蕪湖海沃於長飛先進半導體的全部股權，建議代價為人民幣154,441,600元；及(ii)與蕪湖澤灣貳號投資管理合夥企業(有限合夥)(「**蕪湖澤灣貳號**」)訂立蕪湖澤灣貳號股權轉讓協議，據此，蕪湖澤灣貳號同意出售且本公司同意購買蕪湖澤灣貳號於長飛先進半導體的全部股權，建議代價為人民幣64,350,700元。

Management Discussion and Analysis

管理層討論及分析

Upon completion of these transactions, the equity interest in YOFC Advanced Semiconductor directly owned by the Company has been diluted to 22.9008% of the enlarged share capital of YOFC Advanced Semiconductor. Pursuant to the resolution of YOFC Advanced Semiconductor's general meeting passed on 15 August 2023, the Company ceased to be entitled to nominate the majority of the board of directors of YOFC Advanced Semiconductor, hence the Company lost control over the board composition of YOFC Advanced Semiconductor. As such, on the same date, subject to the applicable accounting standards, YOFC Advanced Semiconductor cease to be a subsidiary of the Company and was deemed as deconsolidated from the consolidated financial statements of the Group and be reclassified as an associate of the Company.

The dilution of the Company's equity interest in YOFC Advanced Semiconductor to 22.9008% constituted a deemed disposal of interest in YOFC Advanced Semiconductor under Rule 14.29 of the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (the "Hong Kong Listing Rules").

As the Series A Capital Increase Agreement, the Wuhu Haiwo Equity Transfer Agreement and the Wuhu Zewan No. 2 Equity Transfer Agreement were entered into on the same day and the transactions contemplated thereunder involve the acquisition of equity interest in one particular company, the Series A Capital Increase, the Wuhu Haiwo Equity Transfer Transaction and the Wuhu Zewan No. 2 Equity Transfer Transaction shall be aggregated pursuant to Rules 14.22 and 14.23 of the Hong Kong Listing Rules. Since the highest relevant percentage ratios under the Listing Rules in respect of the Series A Capital Increase and the Series A Equity Transfer Transactions, as aggregated, is expected to exceed 5% but is less than 25%, the Series A Capital Increase and the Series A Equity Transfer Transactions constitute discloseable transaction of the Company and is subject to the reporting and announcement requirements under Chapter 14 of the Hong Kong Listing Rules.

The Series A Equity Transactions do not constitute material assets reorganizations under the Administrative Measures for the Material Assets Reorganizations of Listed Companies promulgated by China Securities Regulatory Commission.

Saved as the deemed disposal of equity interest in YOFC Advanced Semiconductor, the aforementioned transactions did not constitute notifiable transactions or connected transactions of the Company under Chapter 14 and Chapter 14A of the Hong Kong Listing Rules.

該等交易完成後，本公司直接持有的長飛先進半導體股權已被攤薄為長飛先進半導體經擴大股本之22.9008%。根據長飛先進半導體股東會於二零二三年八月十五日通過的決議，本公司不再有權提名長飛先進半導體的大多數董事會成員，因此本公司於同日失去對長飛先進半導體董事會的控制權。根據適用會計準則，長飛先進半導體將不再為本公司的附屬公司，並被視為從本集團的合併財務報表中剔除並重新分類為本公司的聯營企業。

根據香港聯交所上市規則（「香港上市規則」）第14.29條，本公司於長飛先進半導體的股權攤薄至22.9008%將構成視作出售長飛先進半導體的權益。

由於A輪增資協議、蕪湖海沃股權轉讓協議及蕪湖澤灣貳號股權轉讓協議於同日訂立，且其項下擬進行的交易涉及收購一家特定公司的股權（即A輪增資），故蕪湖海沃股權轉讓交易及蕪湖澤灣貳號股權轉讓交易須根據香港上市規則第14.22條及第14.23條合併計算。由於A輪增資及A輪股權轉讓交易所涉及香港上市規則項下的最高相關百分比率預期合計超過5%但少於25%，A輪增資及A輪股權轉讓交易構成本公司的須予披露交易，故須遵守香港上市規則第十四章項下的申報及公告規定。

A輪股權交易並不構成中國證券監督管理委員會頒佈的《上市公司重大資產重組管理辦法》項下的重大資產重組。

根據香港上市規則第14章及第14A章，除視作出售長飛先進半導體股權交易外，上述交易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

At present, a new round of scientific and technological revolution and industrial reform are deeply developing, and informatization is advancing rapidly. The national informatization plan of the 14th five-year plan (the "14th Five Year Plan") states that informatization has entered a new stage of accelerating digital development and building a digital China during the period of the 14th Five-Year Plan. Supported by 5G and 5G-A (5G-Advanced, also known as 5.5G, which is a further evolution of 5G technology and a partial upgrade in functionality and coverage), channeling digital computing resources from East to West, FTTR, Dual Gigabit, and Broadband Frontier, the digital economy is on the rise. Meanwhile, artificial intelligence is becoming an important driving force leading a new round of global technological revolution and industrial transformation, profoundly changing the way people work, live and learn. The commercialization of artificial intelligence applications is rapidly developing with more prominent requirements on communication network bandwidth and latency, that require the capabilities to provide a speed at the rate of 10 Gbps and millisecond transmission latency. A variety of intelligent services and applications will also facilitate the construction of communication network infrastructure, driving the continuous evolution of communication optical fibre in the direction of ultra-large capacity, ultra-low loss and ultra-low latency.

Optical fibre and optical cable are the important infrastructure for mobile and fixed networks, as well as an integral part of the basic infrastructure for new types of applications in computing networks, such as cloud computing and artificial intelligence. According to the data released by the Ministry of Industry and Information Technology ("MIIT"), as at the end of 2023, the total length of optical cables in China has reached 64.32 million kilometers, representing a net increase of 4.74 million kilometers or 8.0% over 2022. In terms of mobile network, the construction of 5G network in China made further progress. According to the data released by the MIIT in January 2024, as at the end of 2023, the total number of mobile communication base stations in China has reached 11.62 million, of which 3.377 million were 5G base stations, accounting for 29.1% of the total number of mobile base stations, representing an increase of 7.8 percentage points as compared to the end of 2022. Meanwhile, in 2023, the monthly average traffic of mobile network users reached 16.85GB/user per month, representing an increase of 10.9% as compared with the previous year. The steady growth of mobile network data traffic has strongly supported the demand for construction of high-quality communication networks. The information network infrastructure is the foundation of digital economy, and its strategic role in the development of the real economy and industrial innovation and upgrading has been increasingly highlighted. In 2023, the MIIT and other ministries have prepared detailed plans for the construction of communication projects such as dual-gigabit, channeling digital computing resources from East to West and broadband frontier, which will effectively promote the long-term high-quality development of the industry.

展望

當前，新一輪科技革命和產業變革深入發展，信息化快速推進。《「十四五」國家信息化規劃》提出「十四五」時期信息化進入加快數字化發展、建設數字中國的新階段。以5G與5G-A(5G-Advanced，也稱5.5G，是5G技術的進一步演進，在功能和覆蓋上的部分升級)、東數西算、FTTR、雙千兆、寬帶邊疆為支撐的數字經濟方興未艾。與此同時，人工智能正成為引領全球新一輪科技革命和產業變革的重要驅動力，深刻地改變著人們的生產、生活、學習方式。人工智能應用商業化加速落地，對通信網絡帶寬與時延要求更加凸顯，需要其能夠提供10Gbps速率和毫秒級傳輸延時。多種層出不窮的智能業務與應用亦將促進通信網絡基礎設施建設，驅動著通信光纖向超大容量、超低損耗、超低時延等方向持續演進。

光纖光纜是移動網絡及固定網絡的重要基礎設施，也是雲計算、人工智能等新型應用算力網絡底座的組成部分。根據工信部發佈的數據，截至二零二三年末，我國光纜總長度達到6,432萬公里，比二零二二年淨增長474萬公里，同比增長約8.0%。在移動網絡方面，國內5G網絡建設深入推進。根據工信部於2024年1月發佈的數據，截至二零二三年底，全國移動通信基站總數達1,162萬個，其中5G基站為337.7萬個，佔移動基站總數的29.1%，佔比較2022年末提升7.8個百分點。與此同時，二零二三年全年移動互聯網月戶均流量達每月16.85GB/戶，比上年增長10.9%。移動網絡數據流量的穩健增長有力支持了通信網絡高質量建設的需求。信息網絡基礎設施是數字經濟的基礎，對實體經濟發展、產業創新升級所起的戰略性作用不斷凸顯。二零二三年，工信部及其他部委針對雙千兆、東數西算、寬帶邊疆等通信工程建設進行了深入佈局，將能有效促進行業長期高質量發展。

Management Discussion and Analysis

管理層討論及分析

I. Consolidate the leading position of main businesses

The short-term demand in the global optical fibre and optical cable industry has been under pressure in 2023, but there is still great potential in medium and long-term market demand. According to the CRU Report, the global demand for optical fibres and optical cables will maintain a steady growth trend from 2024 to 2028. China is the largest market for the global optical fibre and optical cable industry, and telecom operators are the core customers of the optical fibre and cable market in China. China Mobile Communications Group Co. Ltd (“China Mobile”) completed the centralized procurement of common optical cables in July 2023, with a total procurement volume of approximately 108 million fibre kilometers. Benefiting from the Company’s core competitive advantages, the Company was awarded 19.46% share of the total volume, ranking first, which laid a solid foundation for operating results in 2024.

The continuous increase in data traffic and the rapid expansion of application scenarios have led to higher requirements for high-speed, efficient and intelligent communication networks. The Company has launched the i-Fibre series of optical fibres, which have the characteristics of ultra-large capacity, ultra-low loss, ultra-low latency, integrated sensing and communication, and environmental friendliness, which can fully meet the relevant needs of network development. Among them, the Company’s new generation of G.654.E optical fibre, which went through a few years of independent R&D and market penetration, has a large effective area and low attenuation coefficient, and supports large bandwidth, low latency and long-span backbone network transmission, being a top choice optical fibre for 400G, 800G and future Tbit/s ultra-high-speed transmission technology in scenarios such as trunk line upgrade and channeling digital computing resources from East to West. The G.654.E optical fibre of the Company has been deployed nearly 2 million fibre kilometers globally, and has successfully achieved large-scale commercial use in networks of China Mobile, China Telecom Corp. Ltd, China United Network Communication Limited, State Grid Corporation of China and the construction of various national network infrastructure projects in the Philippines and Brazil etc.. In 2023, the Company continued to take the lead in the procurement of these products by major telecom operators, and the product technical parameters were also among the highest in the world. Meanwhile, the Company continued to optimize its manufacturing process and production costs, and made full use of the 5G+ industrial internet to improve the level of intelligent manufacturing. In 2023, the Company’s YOFC 5G Factory was selected into the “5G Factory List of 2023” issued by the MIIT in November 2023. Benefiting from the improvement of the Company’s production efficiency and product structure, the Company achieved a gross profit margin of 24.5% in a challenging market environment, representing an increase of approximately 1.0 percentage points as compared to 2022.

I. 鞏固主營業務領先地位

全球光纖光纜行業在二零二三年短期需求承壓，但中長期市場需求仍有較大潛力。根據CRU報告，全球光纖光纜需求在二零二四年至二零二八年間將維持需求穩健增長的趨勢。中國是全球光纖光纜行業最大的市場，而電信運營商是中國光纖光纜市場的核心客戶。中國移動於二零二三年七月完成了針對普通光纜的集中採購，採購總量約為1.08億芯公里。得益於本公司核心競爭優勢，在該次集中採購中，本公司中標份額為19.46%，位列第一，為二零二四年的經營業績打下了堅實的基礎。

數據流量的持續攀升和應用場景的快速拓展，對通信網絡的高速、高效、智能提出了更高的要求。本公司整合推出i-Fibre系列光纖，其具有超大容量、超低損耗、超低時延、通感一體和環境友好等特性，能充分滿足網絡發展的相關需求。其中，經本公司多年的自主研發及市場開拓的新一代G.654.E光纖兼具大有效面積和低衰減系數，支持大帶寬、低時延、長跨距的骨幹網傳輸，是通信幹線升級、東數西算等場景中400G、800G及未來Tbit/s超高速傳輸技術的首選光纖。本公司G.654.E光纖在全球已部署近200萬芯公里，成功在中國移動、中國電信、中國聯通、國家電網和菲律賓、巴西等多個國家網絡基礎設施項目建設中實現規模商用。在2023年主要運營商客戶針對該等產品進行的採購中，公司份額持續領先，而產品技術參數也位居全球前列。與此同時，本公司持續優化工藝流程和生產成本，並充分利用5G+工業互聯網實現智能製造水平的提升。二零二三年，本公司長飛科技園光纜5G工廠入選工信部於二零二三年十一月發佈的《2023年5G工廠名錄》。得益於公司生產效率及產品結構的改善，本公司在有挑戰的市場環境中實現了24.5%的毛利率水平，相比2022年提升約1.0個百分點。

Management Discussion and Analysis

管理層討論及分析

From its establishment in May 1988 to December 2023, the Company has delivered a total of 1 billion fibre kilometers of optical fibre. This length can circle the earth's equator by 25,000 times, reflecting the Company's role in the development of the optical communication industry. In 2024, the Company will seize the opportunity of market development and take advantage as a cost and R&D leader to realize differentiated competition in the markets for common and new types of products, further consolidate the global leading position in the main businesses, and achieve high-quality and sustainable business development.

2. Internationalization strategy accelerated expansion

After ten years of overseas business expansion since 2014, the Company has deeply implemented the internationalization strategy. At present, six production bases have been established in Indonesia, South Africa, Brazil and Poland. The Company has expanded its global presence in more than 90 countries and regions through more than 50 overseas subsidiaries or offices in the provision of optical communication products and services. The proportion of revenue from overseas businesses to the Company's total revenue has remained above 30% for three consecutive years. In 2023, the Company has realized overseas revenue of approximately RMB4,343 million, accounting for 32.5% of the Company's total revenue. In addition to the market breakthrough of optical fibre and cable products and the significant increase in brand influence, the Company's communication network engineering services business has also achieved stage results. As at the end of 2023, the Company has built a total of 6,500 kilometers of backbone communication network in the Philippines, more than 1,500 base stations were built, covering a population of approximately 2.6 million, which has helped to increase the broadband coverage in the relevant region from 3.4% to 19%. In Indonesia, the Company has deployed networks in more than 50 cities, serving more than 700,000 households. In Peru, the Company has undertaken the national broadband projects in four provinces, which will bring network coverage to 1,683 remote towns and provide internet services to 1,746 schools, 128 police stations and 715 hospitals. In 2023, the revenue from the Company's overseas communication network engineering projects was approximately RMB582 million.

自一九八八年五月成立至二零二三年十二月，本公司已累計交付光纖10億芯公里。該長度可繞地球赤道2.5萬圈，體現了本公司在光通信行業發展中的作用。二零二四年，本公司將緊抓市場發展契機，利用生產成本及技術研發的優勢在普通產品及新型產品市場進行差異化競爭，進一步鞏固主營業務全球領先地位，實現業務高質量、可持續發展。

2. 國際化戰略加速拓展

經過二零一四年以來的十年海外業務拓展，本公司深入踐行了國際化戰略舉措，目前已在印尼、南非、巴西、波蘭等地建立了6個生產基地，通過50多個海外公司或辦事處向全球90多個國家和地區提供光通信產品與服務，海外業務收入佔公司總收入的比例已連續三年保持在30%以上。二零二三年，本公司實現海外業務收入約人民幣43.43億元，佔本公司總收入的比例達32.5%。除了光纖光纜產品取得市場突破、品牌影響力顯著提升外，本公司通信網絡工程服務業務也取得了階段性成果。截至二零二三年末，本公司在菲律賓累計鋪設了6,500公里的骨幹通信網絡，建設基站站點超過1,500個，覆蓋人口約260萬，助力相關區域寬帶覆蓋率由3.4%提升至19%。在印度尼西亞，公司已在50多個城市進行網絡敷設，為超過70萬戶家庭提供服務。在秘魯，本公司承建了四個省份的國家寬帶項目，該項目將為1,683個偏遠地區城鎮帶來網絡覆蓋，並為1,746所學校、128所警察局、715所醫院提供互聯網服務。二零二三年，本公司海外通信網絡工程項目實現收入約人民幣5.82億元。

Management Discussion and Analysis

管理層討論及分析

At present, overseas markets are still facing unfavorable factors, such as decline in short-term demand, strengthening of trade protective measures, greater macroeconomic uncertainty, and high interest rates, which are affecting network construction costs. However, the overseas communication network infrastructure has sufficient growth potential, and the global demand for optical cable will also maintain a steady growth in medium and long-term. In the face of market opportunities and challenges, the Company has always adhered to the internationalization strategy and rationally deployed overseas production capacity. At present, the production efficiency of the Company's overseas production bases has been significantly improved, and the product quality has been able to meet the certification requirements of major international operators. In 2024, the Company will continue to expand into the international market, optimize local production, sales and service capabilities, to achieve a continuous increase in the proportion of overseas business revenue.

3. Diversified layout made substantive business progress

In 2023, the Company has achieved substantive progress in major diversified areas such as optical components and modules, third-generation semiconductors, industrial lasers and submarine cable engineering.

In the field of optical components and modules, the Company achieved business and management synergy with Broadex Technologies, and completed the integration of Broadex Technologies and EverPro Technologies Company Limited. Broadex Technologies 10G PON OLT optical module and DWDM components have a leading position in domestic market, and it continues to develop next generation PON and high speed wireless transmission modules. In the meantime, Broadex has supplied 25G to 400G short to mid term optical modules, active optical cable and high speed copper cable to domestic and overseas internet customers. Its 400G-DR4 silicon photovoltaic modules realized scaled sales, and Broadex is actively exploring silicon photovoltaic modules for next generation data centers.

In the field of third-generation semiconductors, Anhui YOFC Advanced Semiconductor Company Limited has completed equity financing with a total amount of approximately RMB3.6 billion, and started the construction of the R&D and production base for a third-generation semiconductor power component with annual production capacity of 360,000 pieces of SiC MOSFET wafers. At present, the business of the company is progressing smoothly and it has built the capability of independent research and development and mass production of silicon carbide products. It owns the 1200V Gen3 SiC MOSFET design and technical process platform with fully independent intellectual property rights. The specific on-resistance performance of related products ranks among the world's advanced levels, and the product yield has reached 80%, which is also at the forefront of the industry.

當前，海外市場仍面臨短期需求下滑、貿易保護性措施強化、宏觀經濟不確定性較大、高利率水平影響網絡建設成本等不利因素。但海外通信網絡基礎設施建設有足夠的增長潛力，全球光纜需求亦將維持中長期的穩健增長。面對市場機遇及挑戰，公司始終堅持國際化戰略，合理進行海外產能佈局。目前本公司海外生產基地生產效率明顯提升、產品質量已能滿足國際主要運營商的認證要求。二零二四年，本公司將繼續拓展國際市場，優化本地化生產、銷售與服務能力，實現海外業務收入佔比的持續提升。

3. 多元化佈局取得實質性業務進展

二零二三年，本公司在光器件及模塊、第三代半導體、工業激光器、海纜工程等已進行前期佈局的主要多元化領域實現了相關業務的實質性進展。

在光器件及模塊領域，本公司實現了與博創科技的業務及管理協同，並完成了博創科技與長芯盛的整合。博創科技10G PON OLT光模塊及DWDM器件產品在國內市場領先，並在持續加大研發下一代PON和無線傳輸用高速光模塊。同時，博創科技向多家國內外互聯網客戶批量供貨25G至400G速率的中短距光模塊、有源光纜和高速銅纜，基於硅光子技術的400G-DR4硅光模塊已實現量產出貨，目前正在積極開發下一代數據中心用硅光模塊。

在第三代半導體領域，安徽長飛先進半導體有限公司完成了總額約人民幣36億元的股權融資，並啟動了年產可達36萬片SiC MOSFET晶圓的第三代半導體功率器件研發生產基地項目建設。目前，該公司業務進展順利，已具備碳化硅產品自主研發及量產能力。其擁有完全自主知識產權的1200V Gen3 SiC MOSFET設計及工藝平台，相關產品比導通電阻性能躋身世界先進水平，且該產品良率已達80%，亦處於行業前列。

Management Discussion and Analysis

管理層討論及分析

In the field of industrial lasers, Everfoton Technologies Corporation Limited (“YOFC Everfoton”) has the advantages of vertical integration in the industry chain and leading technical strength. It has been able to provide a variety of optional wavelengths, different beam modes, as well as quasi-continuous, narrow linewidth, ultra-short pulse and other diversified fibre laser solutions, and has achieved business breakthroughs in handheld welding, high-power cutting, multi-industry applications, etc., achieving rapid growth in sales volume. In 2024, YOFC Everfoton will accelerate the construction of production capacity, improve technology levels, enhance its ability to provide differentiated and customized fibre laser solutions, and consolidate its core competitiveness in market segments.

In the field of offshore engineering, Baosheng YOFC Marine Engineering Company Ltd. has been equipped with construction service capabilities and has successfully completed customer orders in offshore wind power duct foundation construction and wind turbine installation projects, achieving market breakthroughs. The large-scale and high-quality development of offshore wind power is an important direction to accelerate the green and low-carbon transformation of energy, and the market demand potential is great. In 2024, the Company will further improve its submarine cable laying and wind turbine installation capabilities to achieve scaled sales and business growth.

Since 2022, the Company's revenue from businesses other than preforms, optical fibres and optical cables has accounted for more than 30% of the total revenue, and the diversification strategy has shown initial results. In the future, the Company will carry out business integration and expansion around the diversified areas that have been deployed to achieve long-term sustainable development.

4. Technological innovation and intelligent manufacturing

Advanced production and manufacturing processes and R&D and innovation capabilities are the guarantees for the Company to maintain its global leading position in its main businesses. The Company continued to optimize the production process level of PCVD, OVD and VAD preforms, improved the main parameters such as deposition rate and material consumption, thus realizing improvement in production efficiency of mainstream products. With the continuous development of industrial application scenarios such as digital economy and artificial intelligence in the future, bandwidth and latency requirements will become more prominent, while space division multiplexing optical fibre and hollow-core optical fibre are the two main technical directions for the next generation of mainstream optical fibres. The Company is actively deploying these new optical fibres with a leading position in its R&D and commercialization.

在工業激光器領域，長飛光坊（武漢）科技有限公司擁有產業鏈垂直整合優勢與領先技術實力，已能提供包括多種可選波長，不同光束模式以及准連續、窄線寬、超短脈沖等多樣化光纖激光解決方案，並在手持焊接、高功率切割、多行業應用等方面取得了業務突破，實現了銷售規模的快速增長。二零二四年，長飛光坊將加快產能建設，提升技術水平，完善差異化、定制化光纖激光解決方案的提供能力，鞏固細分市場核心競爭力。

在海洋工程領域，長飛寶勝海洋工程有限公司已具備施工服務能力，在海上風電導管基礎施工、風機安裝等項目中順利完成客戶訂單，取得了市場突破。海上風電的大規模開發和高質量發展是加快推進能源綠色低碳轉型的重要方向，市場需求潛力較大。二零二四年，本公司將進一步完善海纜敷設及風機安裝能力，實現規模銷售和業務成長。

自二零二二年起，本公司預製棒、光纖、光纜以外的業務收入佔總收入的比例已超過30%，多元化戰略佈局初現成效。未來，本公司將圍繞已佈局的多元化領域進行業務整合和拓展，實現長期可持續發展。

4. 技術創新與智能製造

先進的生產製造工藝與研發創新能力是本公司保持主業全球領先地位的保障。本公司持續優化PCVD、OVD及VAD預製棒生產工藝水平，改善沉積速率、物料消耗等主要參數，實現了主流產品生產效率的提升。隨著未來數字經濟、人工智能等行業應用場景的不斷發展，帶寬與時延要求更加凸顯，而空分複用光纖與空芯光纖，是下一代主流光纖的兩條主要技術路線。本公司積極佈局該等新型光纖，並在其研發與商用中處於領先水平。

Management Discussion and Analysis

管理層討論及分析

In October 2023, the Company cooperated with China Mobile to conduct the world's first network trial of four-core optical fibre and seven-core optical fibre on the same cable. This line is the first pilot line of four-core optical fibre in China and the first pilot line of multi-core optical fibre in China Mobile. In the field of hollow-core anti-resonance optical fibre, which can further reduce the transmission loss of optical signals in the optical fibre and achieve lower latency and higher bandwidth, the Company is one of the few enterprises in the world that can achieve kilometer-level hollow-core anti-resonance optical fibre production. The attenuation performance indicators of the relevant products researched and developed by the Company are leading in the world, which can meet the requirements of the new generation of computing power infrastructure for applications such as generative artificial intelligence. The Company has undertaken the topic of optical fibre preparation in the national key research and development plan of "Research on ultra-large capacity optical transmission system based on air-core optical fibre".

Based on the Company's leading technological innovation capabilities, the Company won the first place in the 2023 Hubei Province Top 100 High-tech Enterprises. In the future, the Company will continue to follow the development direction of new applications and the actual needs of customers closely, to play a leading role in the research and development of cutting-edge technologies and products in the industry, and strengthen our core competitive advantages.

5. Synergistic growth of capital operation

In the process of strategic planning in internationalization and diversification, the Company made reasonable use of investment and financing channels in the capital market. In 2023, YOFC Advanced Semiconductor seized the market opportunities, attracted a number of relevant industrial and financial investors, and completed a large-scale Series A equity financing to support the construction project of the R&D and production base. In addition, the successful integration of the Company's subsidiary Broadex with EverPro will be beneficial for both parties to expand their comprehensive service capabilities, bringing synergies in terms of enterprise scale, customer relationship, product structure and technology research and development, and improve the Company's strategic layout of optical components and modules. The Company also subscribed for limited partner shares in Hubei Yangtze YOFC Laser Smart Manufacturing Venture Capital Fund Partnership (Limited Partnership) and Beijing China Mobile Digital New Economy Industry Fund Partnership (Limited Partnership) to achieve synergistic business development and optimize the industrial layout.

Benefiting from the stable operations of the Company, China Chengxin International Credit Rating Co., Ltd. and China Lianhe Credit Rating Co., Ltd. issued the 2023 annual tracking report with a credit rating of AAA and a stable rating outlook for the Company in May 2023.

二零二三年十月，本公司與中國移動合作進行了全球首次四芯光纖與七芯光纖同纜的現網試驗。該線路是國內第一條四芯光纖的試點線路，也是中國移動首條多芯光纖現網試點線路。而在能進一步降低光信號在光纖中的傳導損耗、實現更低時延和更高帶寬的空芯反諧振光纖領域，本公司是目前國際範圍內少數可以實現公里級別空芯反諧振光纖製備的企業之一，研發的相關產品衰減性能指標全球領先，可以滿足生成式人工智能等應用對新一代算力基礎設施的要求。本公司已承擔「基於空芯光纖的超大容量光傳輸系統研究」國家重點研發計劃中關於光纖製備的課題。

基於本公司領先的技術創新能力，本公司在二零二三年度湖北省高新技術企業百強評選中獲評首位。本公司未來亦將持續緊跟新型應用發展方向和客戶實際需求，引領行業前沿技術及產品研發，強化核心競爭優勢。

5. 資本運營協同成長

本公司在國際化與多元化戰略佈局過程中，合理利用資本市場投融資渠道。二零二三年，長飛先進半導體緊抓市場機遇，引入多名相關產業及財務投資者，完成了規模國內行業領先的A輪股權融資以支持研發生產基地項目建設。此外，本公司子公司博創科技與長芯盛成功完成整合，將有利於雙方拓展綜合服務能力，帶來企業規模、客戶關係、產品結構、技術研發方面的協同效應，完善本公司在光器件與模塊領域的戰略佈局。本公司亦通過認購湖北長江長飛激光智造創業投資基金合夥企業（有限合夥）及北京中移數字新經濟產業基金合夥企業（有限合夥）有限合夥份額實現業務協同發展，優化產業佈局。

得益於本公司穩健的經營情況，中誠信國際信用評級有限責任公司及聯合資信評估股份有限公司於二零二三年五月對本公司出具了主體信用等級AAA、評級展望為穩定的二零二三年度跟蹤評級報告。

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 53, has been an executive Director of the Company since January 24, 2017. Mr. Zhuang Dan has been the president of the Company since September 2011. Mr. Zhuang Dan is also the authorised representative and a member of strategy committee of the Company. He is primarily responsible for strategic development and planning, and day-to-day management of the Company. Mr. Zhuang Dan has more than 25 years of experience in the optical fibre and cable industry. He joined the Company in March 1998 and served as assistant manager and manager of the finance department successively from March 1998 to November 2001, and served as chief financial officer from November 2001 to September 2011. Mr. Zhuang Dan 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 14th session of the People's Congress of Hubei Province, and has received special government allowance awarded by the State Council of the PRC.

執行董事

莊丹先生，53歲。彼自二零一七年一月二十四日起出任本公司執行董事。莊丹先生自二零一一年九月出任本公司總裁。莊丹先生亦為本公司授權代表及戰略委員會委員。彼主要負責本公司戰略發展與規劃以及日常管理。莊丹先生於光纖光纜業擁有逾25年從業經驗。彼於一九九八年三月加入本公司，一九九八年三月至二零零一年十一月先後擔任財務部經理助理、經理，並於二零零一年十一月至二零一一年九月任財務總監。莊丹先生於一九九二年七月自武漢大學取得審計專業學士學位，於一九九五年六月自武漢大學取得會計專業碩士學位，於一九九八年六月自中南財經大學取得會計專業博士學位及於二零零一年四月自上海財經大學取得工商管理博士後證書。彼現為湖北省第十四屆人民代表大會代表並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

NON-EXECUTIVE DIRECTORS

Mr. Ma Jie (馬杰), age 53, holder of doctoral degree. Mr. Ma Jie has been a non-executive Director of the Company since December 19, 2013. He has been the Chairman of the Company and the Chairman of the Strategy Committee since January 24, 2017. He is responsible for providing strategic advice and making recommendations on the operations and management of the Company. Mr. Ma Jie has been serving as Chairman of 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 2023, and served as a director of the board and general manager of China Huaxin from October 2017 to October 2023. Mr. Ma Jie also serves as a director of Nokia Shanghai Bell Co., Ltd. ; and RFS Radio Frequency Systems Holdings Ltd.* (安弗施無線射頻系統控股有限公司). He consecutively served as the consultant of strategic consulting of Shanghai Bell Co., Ltd, and the director of human resources department of Shanghai Bell Alcatel Mobile Communication System Company Limited (上海貝爾阿爾卡特移動通信系統有限公司) from 1998 to 2002; he consecutively served as the vice-president, and the executive vice – president of Shanghai Bell-Alcatel Co., Ltd. (上海貝爾阿爾卡特股份有限公司) and vice-president of Nokia Shanghai Bell Co., Ltd, from 2002 to 2011. Mr. Ma Jie 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.

Mr. Guo Tao (郭韜), age 53, holder of master degree. Mr. Guo Tao was appointed as non-executive director of the Company on 17 January 2020. He is currently the director of Science and Information Center of China Poly Group Corporation Limited and the director of Huaxin Capital Investment Management Ltd (華信長安資本投資管理有限公司) and Shanghai Bell enterprise communication Co., Ltd. (上海貝爾企業通信有限公司). He consecutively served as an assistant engineer and the principal staff of the Construction Committee of Shandong Province from July 1992 to 2001. From 2001 to 2010, he was the chief strategy officer of Shanghai Bell Co., Ltd and Alcatel-Lucent Group. From 2013 to 2015, he was the head of strategy and investment of Nokia Shanghai Bell Co., Ltd. He consecutively served as the senior vice-president, the executive vice-president and member of Discipline Inspection Commission of Nokia Shanghai Bell Co., Ltd from 2015 to May 2018, primarily in charge of the strategic and innovation work of the company. From May 2018 to October 2023, he served as deputy general manager and secretary to the board of China Huaxin, one of the substantial shareholders of the Company.

非執行董事

馬杰先生，53歲，博士。馬杰先生於二零一三年十二月十九日起出任本公司非執行董事。彼自二零一七年一月二十四日起出任本公司主席兼戰略委員會主席。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。馬杰先生自二零二三年十月起擔任中國華信郵電科技有限公司(本公司的主要股東之一)董事長，自二零一七年十月至二零二三年十月擔任中國華信董事會董事及總經理。馬杰先生亦擔任上海諾基亞貝爾股份有限公司董事及安弗施無線射頻系統控股有限公司的董事。自一九九八年至二零零二年，彼歷任上海貝爾有限公司戰略諮詢顧問及上海貝爾阿爾卡特移動通信系統有限公司人力資源部總監；自二零零二年至二零一一年，彼歷任上海貝爾阿爾卡特股份有限公司副總裁、執行副總裁，上海諾基亞貝爾股份有限公司副總裁。馬杰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。

郭韜先生，53歲，碩士。郭韜先生於二零二零年一月十七日獲委任為本公司非執行董事。彼目前擔任中國保利集團有限公司科技信息中心主任華信長安資本投資管理有限公司董事及上海貝爾企業通信有限公司董事。自一九九二年七月至二零零一年，彼歷任山東省建設委員會助理工程師及主任科員。自二零零一年至二零一零年，彼歷任上海貝爾公司、上海貝爾阿爾卡特朗訊集團戰略部總監。二零一三年至二零一五年擔任上海諾基亞貝爾股份有限公司戰略與投資負責人。自二零一五年至二零一八年五月，彼歷任上海諾基亞貝爾股份有限公司高級副總裁、執行副總裁及紀委委員，主要負責該公司的戰略與創新工作。自二零一八年五月至二零二三年十月，彼擔任中國華信(本公司的主要股東之一)副總經理兼董事會秘書。

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 60, has been a non-executive Director of the Company 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. He has been serving as the Executive vice-president of Telecom Division 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 Controle of Draka Comteq France S.A.S. since June 2013, a non-executive director of Prysmian Cables and Systems USA LLC since June 2013. He has also been serving as the chairman of Communication Infrastructure Team 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 Francais 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，60歲，於二零一三年十二月十九日起出任本公司非執行董事。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。彼自二零一三年五月起擔任普睿司曼集團電信事業部執行副總裁，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 Controle成員；及於二零一三年六月起擔任Prysmian Cables and Systems USA LLC非執行董事。彼亦自二零一三年五月起擔任Europacable (European Trade Association)通信基礎設施組主席。

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，彼曾為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 Francais 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 56, has been a non-executive director of the Company since January 24, 2017. Mr. Pier Francesco Facchini 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 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. Pier Francesco Facchini also holds a number of positions simultaneously in the subsidiaries of Prysmian S.p.A., including the president of Draka Comteq France S.A.S., Prysmian Cables et Systemes France S.A.S. and Comité de Controle of Silec Cable S.A.S., the chairman of the Board of Commissioners in P.T. Prysmian Cables Indonesia, the chairman of the board of directors of Prysmian Treasury S.r.l., the director of board of directors of Prysmian Cavi e Sistemi S.r.l., and Prysmian (China) Investment Company Ltd., and the chairman of the board of supervisors of Prysmian MKM Magyar Kabel Muvek KFT. Mr. Pier Francesco Facchini obtained a doctoral degree in business administration from Università Bocconi, Milan, Italy, in March 1991, and 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，56歲，於二零一七年一月二十四日出任本公司非執行董事。皮埃爾·法奇尼先生現為 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出任Prysmian S.p.A.董事會成員。皮埃爾·法奇尼先生亦同時在Prysmian S.p.A.附屬公司擔任多個職位。包括 Draka Comteq France S.A.S.、Prysmian Cables et Systemes France S.A.S.及Silec Cable S.A.S.的Comité de Controle總裁，P.T. Prysmian Cables Indonesia的專員理事會主席，Prysmian Treasury S.r.l.的董事會主席，Prysmian Cavi e Sistemi S.r.l.及Prysmian (China) Investment Company Ltd.的董事，Prysmian MKM Magyar Kabel Muvek KFT的監事會主席。皮埃爾·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. Iuri Longhi (尤里·隆吉), aged 45, has been a non-executive director of the Company since 31 July 2023. Mr. Iuri Longhi is currently the chief strategy officer of the Prysmian Group. He joined the Prysmian Group in May 2020. Prior to joining the Prysmian Group, Mr. Iuri Longhi started his career at Procter & Gamble, where he held various positions in different countries including Italy, France and Belgium, from 2003 to 2008. After that, he joined the Boston Consulting Group in Milan until December 2013, where he led multiple assignments in the consumer goods and industrial goods practice, focusing on strategy, business development and business model redesign and optimization. From January 2014 to April 2020, Mr. Iuri Longhi served as the head of M&A and corporate finance at Lavazza, where he was responsible for managing acquisitions, partnerships and other external growth related initiatives. During his tenure at Lavazza, Mr. Iuri Longhi had also held various other managerial roles, he was the head of marketing and R&D financial controlling from February 2017 to October 2018; the office coffee service (OCS) & vending finance director from November 2018 to April 2020; and board member of Lavazza Professional Holding in the North America and Europe regions from November 2018 to April 2020. Mr. Iuri Longhi obtained a master's degree in mechanical engineering from Università degli Studi di Roma Tor Vergata and a master of business administration from each of SDA Bocconi in Milan and London Business School in the United Kingdom.

非執行董事(續)

尤里·隆吉先生，45歲，於二零二三年七月三十一日出任本公司非執行董事。尤里·隆吉先生現任普睿司曼集團首席戰略官。彼於二零二零年五月加入普睿司曼集團。加入普睿司曼集團前，尤里·隆吉先生於寶潔展開職業生涯，於二零零三年至二零零八年曾於不同國家（包括意大利、法國及比利時）擔任不同職位。其後，彼加入位於米蘭的波士頓諮詢公司，直至二零一三年十二月止，彼領導消費品及工業品業務的多項任務，專注於戰略、業務發展及業務模式重新設計及優化。自二零一四年一月至二零二零年四月，尤里·隆吉先生擔任Lavazza的併購及企業融資主管，彼負責管理收購、合作夥伴及其他外部增長相關舉措。於任職Lavazza期間，尤里·隆吉先生亦曾擔任多個其他管理職位，自二零一七年二月至二零一八年十月擔任營銷及研發財務控制主管；於二零一八年十一月至二零二零年四月擔任辦公室咖啡服務(OCS)及供應商融資總監；並於二零一八年十一月至二零二零年四月擔任Lavazza Professional Holding北美及歐洲地區的董事會成員。尤里·隆吉先生獲得羅馬第二大學機械工程碩士學位，並分別獲得米蘭博科尼大學管理學院及英國倫敦商學院的工商管理碩士學位。

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. Xiong Xiangfeng (熊向峰), age 59, is a member of the Communist Party of China and a senior engineer with a master's degree. He has been a non-executive Director of the Company since December 2013. He is responsible for providing strategic advice and making recommendations on the operations and management of the Company. Mr. Xiong Xiangfeng 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), from April 2013 to March 2024, where he was primarily responsible for the overall management of the company. He served as a director from May 2014 to January 2021, and the chairman of Yangtze Communications from January 2021 to March 2024. Mr. Xiong Xiangfeng has also held several positions in certain subsidiaries of Yangtze Communications since April 2013. He once worked at Wuhan Research Institute of Posts and Telecommunications (武漢郵電科學研究院) and served as the secretary of Youth League committee, the deputy director of office, the deputy director of the optical fibre and cable department, the general manager of the cable plant. Since December 1999, Mr. Xiong Xiangfeng 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 Xiangfeng 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.

Mr. Mei Yong (梅勇), age 49, has been a non-executive Director of the Company since July 2023. Mr. Mei Yong served as an accountant, assistant manager, manager, securities affairs representative and assistant to the president at the assets and finance department of Yangtze Communications, one of the substantial shareholders of the Company and a company listed on the Shanghai Stock Exchange (stock code: 600345). Since August 2011, Mr. Mei Yong has served as a board secretary of Yangtze Communications; since May 2015, he has been appointed as vice president and has continued to serve as a board secretary of Yangtze Communications; and since June 2021, he has been appointed as chief financial officer and has continued to serve as a board secretary and vice president of Yangtze Communications. Mr. Mei Yong is a member of the Communist Party of China and graduated with a university bachelor's degree in public finance from Zhongnan University of Finance and Economics (中南財經大學).

非執行董事(續)

熊向峰先生，59歲，為中國共產黨黨員及高級工程師，獲得碩士學位。於二零一三年十二月起為本公司非執行董事。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。熊向峰自二零一三年四月至二零二四年三月彼擔任長江通信(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(股份代號：600345))總裁，主要負責該公司整體管理，自二零一四年五月至二零二一年一月擔任長江通信的董事，並自二零二一年一月至二零二四年三月擔任長江通信的董事長。熊向峰先生自二零一三年四月起亦於長江通信若干附屬公司兼任多個職位。彼曾任職於武漢郵電科學研究院並擔任團委書記、院辦副主任、光纖光纜部副主任、電纜廠廠長。自一九九九年十二月起，熊向峰先生於烽火通信科技股份有限公司(一間於上海證券交易所上市的公司(股份代號：600498))擔任多個職位，包括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。

熊向峰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。

梅勇先生，49歲，於二零二三年七月起為本公司非執行董事。梅勇先生曾任長江通信(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(股份代號：600345))資產財務部會計、副部長、部長、證券事務代表、總裁助理。自二零一一年八月起，梅勇先生擔任長江通信董事會秘書；自二零一五年五月起，彼獲委任為長江通信副總裁並繼續擔任董事會秘書；且自二零二一年六月起，彼獲委任為長江通信財務總監，並繼續擔任董事會秘書兼副總裁。梅勇先生為中國共產黨黨員，畢業於中南財經大學，獲得財政學學士學位。

Directors', Supervisors' and Senior Management's Profiles

董事、監事及高級管理人員簡歷

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Bingsheng Teng (滕斌聖), age 53, holder of doctoral degree. Mr. Bingsheng Teng was appointed as an independent non-executive Director, chairman of the Nomination and Remuneration Committee and a member of the Strategy Committee of the Company on 17 January 2020. Mr. Bingsheng Teng joined the Cheung Kong Graduate School of Business at the end of 2006 and currently is the vice president and a professor of strategy of the school. Mr. Bingsheng Teng received his doctoral degree in strategic management from the City University of New York in 1998 and taught in the GWU School of Business from 1998 to 2006, serving as associate professor of strategy and doctoral tutor, and was tenured and responsible for the doctoral program in the field of strategy in the school. In 2003, Mr. Bingsheng Teng was awarded the Wendell and Louis Crain Research Scholar at the GWU School of Business, with his biography appearing in Who's Who in America and Who's Who in American Higher Education.

Mr. Bingsheng Teng's research and teaching focus on strategic alliances, mergers and acquisitions, entrepreneurship and innovation, family business management, and transnational business operations of enterprises. Mr. Bingsheng Teng serves on the editorial boards of academic journals, such as International Entrepreneurship and Management Journal, Journal of Business Research and Frontiers of Business Research in China, and is a professional reviewer of all the international top strategics journals. In the past few years, Mr. Bingsheng Teng has published over 20 papers in internationally famous journals, including top journals such as Academy of Management Review and Organization Science. Mr. Bingsheng Teng is regarded as an authority on corporate strategy, and has been frequently interviewed by the media such as Wall Street Journal and New York Times. His research results have been included in a number of strategics textbooks, and some of his articles are considered as required readings by research alliances and have received thousands of professional citations.

Mr. Bingsheng Teng has rich experience in management teaching and enterprise consultation. The enterprises that ever consulted him or were provided with training by him includes China Mobile, Lenovo Group, Tencent, Baidu and China Resources Group. Mr. Bingsheng Teng has been an independent non-executive director of Wanda Hotel Development Company Limited (萬達酒店發展有限公司), a company listed on the Stock Exchange (stock code: 169) since March 2019, Litian Pictures Holdings Limited, a company listed on the Stock Exchange (stock code: 9958) since May 2020, and Zhejiang Aokang Shoes Co., Ltd., a company listed on Shanghai Stock Exchange (stock code: 603001) since December 2022. He also served as an independent non-executive director of Haisco Pharmaceutical Group Co., Ltd. (海思科醫藥集團股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 002653) from January 2017 to January 2024.

獨立非執行董事

Bingsheng Teng (滕斌聖先生), 53歲，博士。滕斌聖先生於二零二零年一月十七日獲委任為本公司獨立非執行董事、提名及薪酬委員會主席及戰略委員會委員。滕斌聖先生二零零六年底加入長江商學院，現任該院副院長，戰略學教授。滕斌聖先生一九九八年於紐約市立大學獲戰略管理學博士學位，一九九八年至二零零六年執教於美國喬治·華盛頓大學商學院，曾任戰略學副教授，博士生導師，享有終身教職，並負責該校戰略學領域的博士項目。二零零三年，滕斌聖先生在喬治·華盛頓大學商學院獲得「科瑞研究學者」的榮譽稱號，傳略被收入《美國名人錄》和《美國教育名人錄》。

滕斌聖先生的研究與教學領域集中在戰略聯盟、收購與兼併、創業與創新、家族企業管理，以及企業的跨國經營。滕斌聖先生擔任《國際創業與管理》、《商業研究》和《中國管理研究前沿》等學刊的編委，是所有國際頂尖戰略學刊物的專業審稿人。在過去幾年中，滕斌聖先生在國際著名學刊上發表了二十多篇論文，其中包括《管理學會評論》、《組織科學》等頂尖刊物。滕斌聖先生被認為是企業戰略方面的權威，受到媒體（如《華爾街時報》和《紐約時報》）的多次專訪，研究成果被眾多戰略學教材引用，若干文章更被認為是研究聯盟所必讀，得到幾千次的專業引用數。

滕斌聖先生擁有豐富的管理教學和企業諮詢的經驗，諮詢或培訓過的企業包括中國移動、聯想集團、騰訊、百度、華潤集團等。滕斌聖先生自二零一九年三月起一直擔任萬達酒店發展有限公司（一間於香港聯交所上市的公司（股份代號：169））之獨立非執行董事、自二零二零年五月起，一直擔任力天影業控股有限公司（一間於香港聯交所上市的公司（股份代號：9958））之獨立非執行董事，及自二零二二年十二月起，擔任浙江奧康鞋業股份有限公司（一間於上海證券交易所上市（股份代號：603001））之獨立非執行董事。彼亦自二零一七年一月至二零二四年一月擔任海思科醫藥集團股份有限公司（一間於股份於深圳證券交易所上市（股份代號：002653））之獨立非執行董事。

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. Song Wei (宋瑋), age 59, was appointed as an independent non-executive Director, chairman of the Audit Committee and a member of the Nomination and Remuneration Committee of the Company on 17 January 2020. Mr. Song Wei is the chairman and chief partner of Seapower Tax Consultancy Co., Ltd. since 2001, and managing director of Seapower Technology Co., Ltd. since 2008. Before his current positions, Mr. Song Wei was section chief and assistant investigator of The Offshore Oil Tax Administration of the Ministry of Finance from 1985 to 1993, auditor of KPMG Accounting Firm, Hong Kong from 1993 to 1995, assistant investigator of the Department of Foreign Tax Affair of the State Administration of Taxation from 1995 to 1998, and appointed by State Administration of Taxation to be director of the China International Tax Consultancy (Hong Kong) Co., Ltd. from 1998 to 2001.

Mr. Song Wei obtained a bachelor's degree in Economics from Dongbei University of Finance and Economics in August 1985, and obtained a master's degree in Professional Accountancy from The Chinese University of Hong Kong in December 2004. Mr. Song Wei is currently a Member of the 11th CPPCC Guangdong Provincial Committee, executive director of The China Certified Tax Agents Association, vice president of Guangdong Certified Tax Agents Association, member of the Administrative Reconsideration Committee of the State Administration of Taxation of Guangdong Province, executive director of Guangdong Provincial Tax Institute, associate member of The Association of International Accountants (UK), part-time postgraduate mentor of Shanghai National Accounting Institute, part-time postgraduate mentor of Dongbei University of Finance and Economics. Mr. Song Wei is also a Chinese Certified Public Accountant, a Chinese Certified Tax Agent and an Associate Member of AIA (UK).

獨立非執行董事(續)

宋瑋先生，59歲，於二零二零年一月十七日獲委任為本公司獨立非執行董事、審計委員會主席及提名及薪酬委員會委員。宋瑋先生自二零零一年起擔任海華稅務師事務所有限公司董事長及首席合夥人，並自二零零八年起擔任海聞科技有限公司董事長。任職現有職位之前，宋瑋先生自一九八五年至一九九三年擔任財政部海洋石油稅務管理局主任科員兼助理調研員、自一九九三年至一九九五年擔任香港畢馬威國際會計師行審計師、自一九九五年至一九九八年擔任國家稅務總局涉外稅收管理司助理調研員及自一九九八年至二零零一年獲國家稅務總局委任為中國國際稅務諮詢(香港)有限公司董事。

宋瑋先生於一九八五年八月在東北財經大學獲得經濟學學士學位，及於二零零四年十二月在香港中文大學獲得會計碩士學位。宋瑋先生現為廣東省政協第十一屆委員會委員、中國註冊稅務師協會常務理事、廣東省註冊稅務師協會副會長、廣東省國家稅務局行政復議委員會委員、廣東省稅務學會常務理事、英國國際註冊會計師協會會員、上海國家會計學院碩士研究生導師及東北財經大學碩士研究生導師。宋瑋先生亦為中國註冊會計師、中國註冊稅務師、英國國際註冊會計師。

Directors', Supervisors' and Senior Management's Profiles

董事、監事及高級管理人員簡歷

INDEPENDENT NON-EXECUTIVE DIRECTORS (Cont'd)

Dr. WONG Tin Yau, Kelvin (黃天祐), age 63, holder of doctoral degree. Dr. WONG Tin Yau, Kelvin was appointed as an independent non-executive Director and a member of the Audit Committee of the Company on 17 January 2020. Dr. Wong Tin Yau, Kelvin is currently an executive director and Deputy Managing Director of COSCO SHIPPING Ports Limited (中遠海運港口有限公司), a company listed on the Stock Exchange (Stock Code: 1199). He is currently an independent non-executive director of China ZhengTong Auto Services Holdings Limited (中國正通汽車服務控股有限公司), a company listed on the Stock Exchange (Stock Code: 01728).

Dr. Wong Tin Yau, Kelvin is currently the chairman of the Accounting and Financial Reporting Council of Hong Kong. He was also a member of the Operations Review Committee of Hong Kong Independent Commission Against Corruption, the Chairman of the Hong Kong Institute of Directors, a non-executive director of the Securities and Futures Commission of Hong Kong, the chairman of Investor and Financial Education Council, a member of Financial Reporting Council, a Convenor-cum-Member of Financial Reporting Review Panel, a member of Standing Committee on Company Law Reform, and a member of Main Board and Growth Enterprise Market Listing Committees of the Stock Exchange.

Dr. Wong Tin Yau, Kelvin obtained a master's degree in business administration from Andrews University in Michigan, the United States in 1992 and a Ph.D. in business administration degree from The Hong Kong Polytechnic University in 2007. Dr. Wong was awarded Silver Bauhinia Star in 2021 by the Government of the Hong Kong Special Administrative Region and was appointed as a Justice of the Peace in 2013.

獨立非執行董事(續)

黃天祐博士，63歲，太平紳士，持有博士學位。黃天祐博士於二零二零年一月十七日獲委任為本公司獨立非執行董事及審計委員會委員。黃天祐博士現任中遠海運港口有限公司（一間於香港聯交所上市的公司（股份代號：1199））執行董事及董事副總經理。彼現任中國正通汽車服務控股有限公司（一間於香港聯交所上市的公司（股份代號：01728））的獨立非執行董事。

黃天祐博士現為香港會計及財務匯報局主席。彼亦曾為香港廉政公署審查貪污舉報諮詢委員會委員、香港董事學會主席、香港證券及期貨事務監察委員會非執行董事、投資者及理財教育委員會主席、財務匯報局成員、財務匯報檢討委員團召集人及成員、公司法改革常務委員會委員及香港聯交所主板及創業板上市委員會成員。

黃天祐博士於一九九二年在美國密歇根州安德魯斯大學獲得工商管理碩士學位，並於二零零七年在香港理工大學獲得工商管理博士學位。黃博士獲香港特別行政區政府於二零二一年授勳銀紫荊星章及於二零一三年委任為太平紳士。

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)

Ms. Li Chang'ai (李長愛), age 60, has been an independent non-executive director of the Company since 31 July 2023. Ms. Li Chang'ai is currently a professor (level II) at the School of Accountancy of Hubei University of Economics (湖北經濟學院會計學院), she has been teaching at the School of Accountancy of Hubei University of Economics since 1988. Ms. Li Chang'ai 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 Chang'ai has served as an independent director of KOFON Motion Group (湖北科峰智能傳動股份有限公司) since November 2020 and an independent director of Wuhan Gload Smart Technology Co., Ltd. (武漢格藍若智能技術股份有限公司) since September 2022. Ms. Li had served as an independent director of Jiaying Jietae New Material Co., Ltd. (嘉興傑特新材料股份有限公司) from December 2021 to November 2023, 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), from August 2017 to January 2021; and as an independent supervisor of the Company from June 2015 to January 2020. Ms. Li Chang'ai obtained her bachelor's degree in economics, master's degree in economics and doctorate in management from Zhongnan University of Finance and Economics (中南財經大學). She is 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.

獨立非執行董事(續)

李長愛女士，60歲，於二零二三年七月三十一日出任本公司獨立非執行董事。李長愛女士現任湖北經濟學院會計學院教授(二級)，彼自一九八八年起於湖北經濟學院會計學院任教。李長愛女士亦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。李長愛女士自二零二零年十一月起擔任湖北科峰智能傳動股份有限公司獨立董事，及自二零二二年九月起擔任武漢格藍若智能技術股份有限公司獨立董事。李女士於二零二一年十二月至二零二三年十一月擔任嘉興傑特新材料股份有限公司獨立董事，自二零一七年八月至二零二一年一月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，並於二零一五年六月至二零二零年一月擔任本公司獨立監事。李長愛女士先後於中南財經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。彼為是中國註冊會計師(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。

Directors', Supervisors' and Senior Management's Profiles

董事、監事及高級管理人員簡歷

SUPERVISORS

Mr. Li Ping (李平), age 70, was appointed as non-employee representative Supervisor of the Company on 17 January 2020 and is responsible for supervising the performance of duties by the directors and senior management at the Company. He 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 Ping has been an independent non-executive director of China State Construction Engineering Corporation Ltd. (中國建築股份有限公司), a company listed on the Shanghai Stock Exchange (Stock Code: 601668) since May 2021. Mr. Li Ping 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 Stock Exchange (Stock Code: 552), for the period from August 2006 to January 2015. 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 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 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 Ping 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's degree in business administration in January 1989.

監事

李平先生，70歲，於二零二零年一月十七日獲委任為本公司非職工代表監事，負責監督本公司董事及高級管理層的履職情況。彼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。自二零二一年五月起，李平先生擔任中國建築股份有限公司（一間於上海證券交易所上市的公司（股份代號：601668））獨立非執行董事。李平先生自二零零六年八月至二零一五年一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，他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。李平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。

Directors', Supervisors' and Senior Management's Profiles

董事、監事及高級管理人員簡歷

SUPERVISORS (Cont'd)

Dr. Li Zhuo (李卓), age 54, was appointed as non-employee representative Supervisor of the Company on 17 January 2020 and is responsible for supervising the performance of duties by the directors and senior management at the Company. Dr. Li Zhuo 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, Dr. Li Zhuo 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), and later worked at Guangzhou Branch of the People's Bank of China (中國人民銀行廣州分行). Dr. Li Zhuo 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 Zhuo 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 Zhuo was listed in the "Prominent Talent Plan in the New Century" recognized by the Ministry of Education of the PRC in October 2010.

監事(續)

李卓博士，54歲，於二零二零年一月十七日獲委任為本公司非職工代表監事，負責監督本公司董事及高級管理層的履職情況。李卓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，李卓博士於中國房地產開發集團公司襄樊分公司任職，且其後於中國人民銀行廣州分行任職。李卓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。彼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。李卓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。李卓博士於二零一零年十月入選中國教育部認可為「新世紀優秀人才計劃」。

Directors', Supervisors' and Senior Management's Profiles

董事、監事及高級管理人員簡歷

SUPERVISORS (Cont'd)

Mr. Xiong Zhuang (熊壯), aged 50, has been an employee representative Supervisor of the Company since 31 July 2023. Mr. Xiong Zhuang is currently the optical cable chief scientist of the Company's Group Innovation Center. He has worked at the Company since 2000, consecutively serving as a researcher, cable R&D manager, assistant manager of Optical Cable Production Department, manager of Optical Cable Technical Support Department, chief technology officer of Optical Cable Business Unit, deputy general manager of R&D Center and optical cable chief technology officer of Manufacturing Center concurrently, and deputy general manager of optical cable product line at Telecom Business Unit. He is also an executive committee member of the IWCS Cable and Connectivity Symposium and an associate rapporteur of the ITU-T SG 15 Q7 programme of the International Telecommunication Union. Mr. Xiong Zhuang obtained his bachelor's degree in mechanical manufacture process and equipment from Wuhan University of Technology (武漢理工大學) in 1994 and received his Ph.D. in Mechanical manufacture and automation from Huazhong University of Science and Technology (華中科技大學) in 2000.

SENIOR MANAGEMENT

Mr. Jan Bongaerts, age 58, is the senior vice president of the Company. He has more than 25 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 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)

熊壯先生，50歲，於二零二三年七月三十一日出任本公司職工代表監事。熊壯先生現任本公司集團創新中心光纜首席科學家。彼自二零零零年起任職於本公司，先後擔任研究員、光纜研發經理、光纜部經理助理、光纜技術支持部經理、光纜事業部技術總監、研發中心副總經理兼製造中心光纜技術總監、電信事業部光纜產品線副總經理。彼目前是國際線纜及連接方案技術大會執行委員會委員及國際電信聯盟ITU-T SG15 Q7計劃的副報告人。熊壯先生一九九四年畢業於武漢理工大學機械製造工藝及設備專業，獲工學學士學位；二零零零年畢業於華中科技大學機械製造及其自動化專業，獲工學博士學位。

高級管理層

揚幫卡先生，58歲，本公司高級副總裁。揚幫卡先生有逾25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。其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，揚幫卡先生任本公司副總經理。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里赫特大學獲得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 (閻長鵬), age 60, is the senior vice president of the Company. Mr. Yan has more than 32 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 (周理晶), age 51, is the senior vice president of the Company. Ms. Zhou has more than 25 years of experience in optical fibre 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 general manager of data communication business unit. Ms. Zhou has been the vice president of the Company since January 2017 and was the board secretary of the Company from January 2017 to August 2018. Ms. Zhou obtained a bachelor's degree in Economics from Huazhong University of Science and Technology and graduated from Tsinghua University (清華大學) EMBA.

Mr. Zheng Xin (鄭昕), age 56, is the vice president and board secretary of the Company. Mr. Zheng has over 25 years of experience in the optical fibre and cable industry. He has been with the Company since December 1998 and 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 and the deputy general manager of the sales center of the Company. He served as the chief sales officer from January 2017 to January 2020. 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)

閻長鵬先生，60歲，本公司高級副總裁。閻長鵬先生有逾32年光纖光纜業經驗。閻長鵬先生自一九九一年十月起任職於本公司，先後擔任銷售代表、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；自二零一二年十一月起出任本公司副總經理。閻長鵬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，51歲，本公司高級副總裁。周女士有逾25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數據通信事業部總經理。周理晶女士自二零一七年一月起出任本公司副總裁，並自二零一七年一月至二零一八年八月任本公司董事會秘書。周女士於華中理工大學(現稱華中科技大學)獲得經濟學學士學位，並在清華大學EMBA結業。

鄭昕先生，56歲，本公司副總裁兼董事會秘書。鄭昕先生有逾25年光纖光纜從業經驗。鄭昕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，並於二零一七年一月至二零二零年一月出任本公司銷售總監。鄭昕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. Wang Ruichun (王瑞春), age 48, is the vice president of the Company. Mr. Wang joined our Group in January 2002, consecutively serving as fibre process engineer of the fibre department, chief engineer of the fibre department, technical manager of the fibre department, manager of the technical support department of the optical fibre manufacturing center, technical manager of the fibre department, manager of the technical support department of the optical fibre manufacturing center, deputy general manager of the fibre business unit, deputy general manager and director of optical fibre technology of the optical fibre manufacturing center, general manager of the research and development center and deputy general manager of telecom business unit. Mr. Wang was the employee representative Supervisor and the chairman of the Board of Supervisors from January 2017 to January 2020. Mr. Wang obtained a bachelor's degree majoring in inorganic non-metallic materials and a master's degree in material science from Zhejiang University (浙江大學).

Mr. Nie Lei (聶磊), age 52, is the vice president of the Company. Mr. Nie Lei joined the Company since November 1998, consecutively serving as market analyst in marketing department, senior sales representative in Guangzhou Office of sales department, chief representative of Chengdu Office, deputy general manager of sales center and manager of public network department and director of international business center. Mr. Nie Lei earned a bachelor degree in Industrial Management Engineering from Wuhan University of Technology and a master's degree in business administration from Huazhong University of Science and Technology.

Mr. Jinpei Yang (楊錦培), aged 47, was appointed as the Chief Financial Officer of the Company in January 2022. Mr. Yang worked for Magna Power & Drive Canada (加拿大麥格納動力及驅動系統) as a financial analyst from November 2005 to July 2009. He served in Magna Automotive Technology (Shanghai) Limited (麥格納汽車技術(上海)有限公司) as the financial controller of the interior and exterior business unit in China from August 2009 to February 2012, and in Johnson Controls (China) Investment Limited (江森自控(中國)投資有限公司) as the financial controller of the south central region of the automotive business unit in China, the director of change management in China and the financial controller in China from March 2012 to October 2016. From October 2016 to January 2022, Mr. Yang worked as the executive financial officer of the China Region of Adient (China) Investment Company Limited (安道拓(中國)投資有限公司). Mr. Yang graduated from South China University of Technology with a bachelor's degree in automotive in July 1998 and obtained a master's degree in business administration from McMaster University (麥克馬斯特大學) in Canada in June 2005. He received Canadian Certified Management Accountant certificate in August 2007 and Canadian Certified General Accountant certificate in 2014.

高級管理層 (續)

王瑞春先生，48歲，本公司副總裁。王瑞春先生二零零二年一月起加入本公司，先後擔任光纖部工藝工程師、光纖部主任工程師、光纖部技術經理、光纖製造中心技術支持部經理、光纖事業部副總經理、光纖製造中心副總經理兼光纖技術總監、研發中心總經理、電信事業部副總經理。王瑞春先生於二零一七年一月至二零二零年一月獲委任為本公司職工代表監事及監事會主席。王瑞春先生於浙江大學獲得無機非金屬材料學士學位及材料學碩士學位。

聶磊先生，52歲，本公司副總裁。聶磊先生於一九九八年十一月加入本公司，先後擔任市場部市場分析師、銷售部廣州辦事處高級銷售代表、成都辦事處首席代表、銷售中心副總經理兼公網部經理國際業務中心總監。聶磊先生於武漢工業大學獲得工業管理工程學士學位，並於華中科技大學獲得工商管理碩士學位。

楊錦培先生，47歲，於二零二二年一月獲委任為本公司財務總監。楊錦培先生於二零零五年十一月至二零零九年七月任職於加拿大麥格納動力及驅動系統，擔任財務分析師；二零零九年八月至二零一二年二月擔任麥格納汽車技術(上海)有限公司內外飾業務單元中國區財務總監；二零一二年三月至二零一六年十月任職於江森自控(中國)投資有限公司，歷任汽車業務單元中國區中南分區財務總監、中國區變革管理總監、中國區財務總監；二零一六年十月至二零二二年一月擔任安道拓(中國)投資有限公司中國區執行財務總監。楊錦培先生一九九八年七月畢業於華南理工大學汽車專業，獲得學士學位；其後於二零零五年六月獲得加拿大麥克馬斯特大學工商管理碩士學位；於二零零七年八月獲得加拿大管理會計師證書，並於二零一四年獲得加拿大註冊會計師證書。

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 2023.

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The Company is one of the global leading supplier of optical fibre preform, optical fibre, optical fibre cables and other relevant products in telecommunication industry. The Company and its subsidiaries are principally engaged in the manufacture and sales of optical fibre preforms, optical fibres optical fibre cables and optical components and modules 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 of this annual report.

FINANCIAL POSITION AND RESULTS

The Group's financial position as at 31 December 2023 and the group's profit for the year ended 31 December 2023 are set out on pages 124 to 129 and on page 130 and 133 of this annual report, respectively.

DIVIDEND

Based on the total share capital of 757,905,108 Shares issued and listed as of 31 December 2023, the Board proposed to distribute a dividend of RMB5.14 per 10 Shares (inclusive of tax), with the total dividends amounting to approximately RMB389,563,226 (inclusive of tax). The expected payment date is on or before 16 August 2024. The proposed dividend is subject to approval by Shareholders at the forthcoming 2023 AGM to be held 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 2023 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二零二三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、光纜以及其它通信行業相關產品的供應商之一。本公司及其附屬公司主要從事生產及銷售通訊行業廣泛採用的各種標準規格的光纖預製棒、光纖、光纜、光器件及模塊等相關產品及服務。

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本年報財務報表之附註七。

財務狀況及業績

本集團於二零二三年十二月三十一日的財務狀況及本集團截至二零二三年十二月三十一日止年度的利潤分別載於本年報第124至129頁及第130及133頁。

股息

董事會擬以截至二零二三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5.14元（含稅），合計股息約為人民幣389,563,226元（含稅）。預期派付日期為二零二四年八月十六日或之前。建議股息須待股東於本公司將舉行的二零二三年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。匯率將按照二零二三年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.

In accordance with the requirements of the Circular on Certain Issues Concerning the Policies of Individual Income Tax (Cai Shui Zi [1994] No. 020) (《關於個人所得稅若干政策問題的通知》(財稅字[1994]020號)) promulgated by the Ministry of Finance and the State Administration of Taxation on 13 May 1994, overseas individuals are, as an interim measure, exempted from the PRC individual income tax for dividends or bonuses received from foreign-invested enterprises. As the Company is a foreign-invested enterprise, the Company will not withhold and pay the individual income tax on behalf of individual shareholders when the Company distributes the dividends for the year ended 31 December 2023 to overseas individual shareholders whose names appear on the register of members of H shares of the Company.

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.

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。

根據一九九四年五月十三日財政部、國家稅務總局《關於個人所得稅政策若干問題的通知》(財稅字[1994]020號)的要求，境外個人從外商投資企業取得的股息、紅利，作為暫行辦法，免徵中華人民共和國個人所得稅。由於本公司為外商投資企業，本公司向H股股東名冊上記載的境外個人股東派發截至二零二三年十二月三十一日止年度股息時，不代扣代繳個人所得稅。

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。

Report of the Board of Directors

董事會報告

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.

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.

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。

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。

Report of the Board of Directors

董事會報告

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 2023, the Group's sales to its five largest customers and its largest customer accounted for 28.5% and 13.0% (2022: 25.8% and 14.8%) 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 2023, the Group's purchases from its five largest suppliers and its largest supplier accounted for 26.8% and 8.5% (2022: 27.8% and 6.4%) of the Group's total purchases, respectively.

During the year, none of the Directors, their close associates nor any shareholder of the Company (which, to the best knowledge of the Directors, owned more than 5% of the Company's issued capital) had any interests 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 2023 are set out in notes V.13 and V.14 to the financial statements of this annual report.

SHARE CAPITAL

Details of movements in the share capital of the Company during the year ended 31 December 2023 are set out in note V.34 to the financial statements of this annual report.

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。

截至二零二三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28.5%及13.0%（二零二二年：25.8%及14.8%）。

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。

截至二零二三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26.8%及8.5%（二零二二年：27.8%及6.4%）。

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

截至二零二三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V.13及V.14。

股本

本公司於截至二零二三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V.34。

Report of the Board of Directors

董事會報告

DISTRIBUTABLE RESERVES

As at 31 December 2023, the Company's reserves available for distribution, calculated in accordance with the provisions of Companies Law in the PRC, amounted to approximately RMB3,900.6 million (31 December 2022: approximately RMB3,856.1 million).

BANK LOANS

Details of bank loans of the Group as at 31 December 2023 are set out in note VIII.3 to the financial statements of this annual report.

BUSINESS REVIEW

Overview

The global communication industry was under short-term demand pressure in 2023, while maintaining a steady development trend in the medium and long-term. Affected by macroeconomic fluctuations, geopolitical influences, high interest rates and other factors, the capital expenditure of telecom operators and the demand for optical fibres and cables have slowed down. According to the report released by Commodity Research Unit ("CRU"), the total capital expenditure of the 60 major telecom operators in the first three quarters of 2023 was approximately US\$197 billion, representing a decrease of approximately 6% as compared to the same period in 2022. In 2023, approximately 536 million fibre kilometers of optical cables were deployed globally, representing a slight decrease as compared to the year of 2022. The Company directly addressed the market pressure and consolidated its leading market position through measures such as optimizing product mix, strengthening cost control and continuously exploring customers, which ensured a stable profitability. In 2023, the Company realized an operating revenue of approximately RMB13,353 million, representing a decrease of approximately 3.5% as compared to approximately RMB13,830 million in 2022. The gross profit margin of the Company increased from 23.5% in 2022 to 24.5% in 2023, the net profit attributable to shareholders of the Company increased from approximately RMB1,167 million in 2022 to approximately RMB1,297 million in 2023, representing an increase of approximately 11.2%.

In 2023, the Company continued to implement key strategic initiatives, promoting the development and application of cutting-edge products through technological innovation and digital transformation, and maintaining its leading cost advantages to realize the development of main businesses. In terms of internationalization, the proportion of the Company's overseas revenue as of total revenue continued to maintain a relatively high level of more than 30%, and the brand awareness was significantly improved. In terms of diversification, major diversified businesses of the Company have made substantive business progress, and the proportion of revenue generated from diversified businesses has reached a record high level. The successful implementation of key strategies has laid a solid foundation for the realization of the Company's 14th Five-Year Plan.

可分派儲備

於二零二三年十二月三十一日，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3,900.6百萬元（二零二二年十二月三十一日：約為人民幣3,856.1百萬元）。

銀行貸款

本集團於二零二三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

二零二三年，全球通信行業在保持中長期穩健發展趨勢的同時，面臨短期需求承壓的挑戰。受宏觀經濟波動、地緣政治影響、利率水平高企等因素的擾動，運營商資本開支及光纖光纜需求放緩。根據CRU發佈的報告，全球60家主要運營商二零二三年前三季度資本開支總額約為1,970億美元，與二零二二年同期相比下降約6%。二零二三年，全球光纜鋪設量約為5.36億芯公里，同比小幅下滑。本公司直面市場壓力，通過優化產品結構、加強成本控制、持續開拓客戶等措施鞏固了領先的市場地位，確保了穩定的利潤水平。二零二三年，本公司實現營業收入約人民幣133.53億元，與二零二二年度的約人民幣138.30億元相比下降約3.5%，公司毛利率水平由二零二二年度的23.5%提升至二零二三年度的24.5%，而歸屬於本公司股東的淨利潤由二零二二年度的約人民幣11.67億元增長至二零二三年度的約人民幣12.97億元，增幅約11.2%。

二零二三年，本公司持續深入實施主要戰略舉措，利用技術創新與數字化轉型促進了前沿產品的開發與應用，並保持了成本領先優勢，實現了主營業務的發展。在國際化方面，本公司海外業務佔比繼續維持30%以上的較高水平，品牌影響力顯著提升。在多元化方面，本公司佈局的主要多元化領域均取得了實質性業務進展，多元化業務收入佔比創歷史新高。主要戰略的成功實施為實現本公司「十四五」規劃打下了堅實的基礎。

Report of the Board of Directors

董事會報告

FINANCIAL KEY PERFORMANCE INDICATORS

Operating performance

During the year, the Company's operating income was approximately RMB13,352.8 million, decreased by approximately 3.5% as compared to 2022 of approximately RMB13,830.3 million. The Company's net profit for the year attributable to the equity shareholders of the Company amounted to approximately RMB1,297.4 million, increased by approximately 11.2% as compared to 2022 of approximately RMB1,167.0 million.

FUTURE DEVELOPMENT

The Company adhere to its mission of 'Smart Link Better Life', and strive to realize a transformation from a single products provider to a comprehensive provider of cable related products and solutions, from an initial global explorer to an internationalized enterprise, and from a company focused on a single market and customers to a company that has diversified businesses and customers, through overall business growth, diversification, internationalization, technological innovation and digital transformation, and synergy growth of capital operation.

From its establishment in May 1988 to December 2023, the Company has delivered a total of 1 billion fibre kilometers of optical fibre. This length can circle the earth's equator by 25,000 times, reflecting the Company's role in the development of the optical communication industry. In 2024, the Company will seize the opportunity of market development and take advantage as a cost and R&D leader to realize differentiated competition in the markets for common and new types of products, further consolidate the global leading position in the main businesses, and achieve high-quality and sustainable business development. The Company will continue to expand into the international market, optimize local production, sales and service capabilities, to achieve a continuous increase in the proportion of overseas business revenue. Since 2022, the Company's revenue from businesses other than preforms, optical fibres and optical cables has accounted for more than 30% of the total revenue, and the diversification strategy has shown initial results. In the future, the Company will carry out business integration and expansion around the diversified areas that have been deployed to achieve long-term sustainable development.

財務主要表現指標

營運表現

年內，本公司營業收入約為人民幣13,352.8百萬元，較二零二二年約人民幣13,830.3百萬元下降約3.5%。本公司歸屬於母公司股東的淨利潤約為人民幣1,297.4百萬元，較二零二二年約人民幣1,167.0百萬元增長約11.2%。

未來發展

公司秉承「智慧聯接 美好生活」的使命，通過實施全業務增長、多元化、國際化、技術創新與數字化轉型、資本運營協同成長等戰略舉措，實現單一產品提供商向綜合線纜和解決方案提供商的戰略轉型、初步國際化佈局向全面國際化公司的轉型、業務和行業客戶單一型公司向業務和客戶多元化公司轉型，致力於成為信息傳輸與智慧聯接領域領先的新材料、綜合線纜解決方案提供商。

自一九八八年五月成立至二零二三年十二月，公司已累計交付光纖約10億芯公里。該長度可繞地球赤道2.5萬圈，體現了公司在光通信行業發展中的作用。二零二四年，公司將緊抓市場發展契機，利用生產成本及技術研發的優勢在普通產品及新型產品市場進行差異化競爭，進一步鞏固主營業務全球領先地位，實現業務高質量、可持續發展。在海外市場，公司將繼續拓展客戶，優化本地化生產、銷售與服務能力，實現海外業務收入佔比的持續提升。自二零二二年起，公司預製棒、光纖、光纜以外的業務收入佔總收入的比例已超過30%，多元化戰略佈局初現成效。未來，公司將圍繞已佈局的多元化領域進行業務整合和拓展，實現長期可持續發展。

Report of the Board of Directors

董事會報告

PRINCIPAL RISKS AND UNCERTAINTIES

A number of factors may have impacts on the Group's performance and operation, of which some are from inherent characteristics of the optical fibre and optical fibre cable business, and others come from external sources. The principal risks and uncertainties are outlined as follows:

Currently, China is promoting strategies such as gigabyte network, 5G deployment, and digital economy. 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 industrial policies of national telecom infrastructure investment be affected by periodic fluctuation and development speed of macro economy, the Company's business would be adversely affected.

The Company continues to explore overseas markets, and the global business is growing fast. The targeted markets 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.

With larger scale, the demand for operating cash flow 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 optical fibre cable markets and the upgrade of relevant products, should the Company fail to develop new technologies and products, or made wrong judgments 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 fibre and optical fibre cable, the performance of the Company could be adversely affected.

主要風險及不確定因素

多項因素或會影響本集團業績及業務營運，其中若干因素乃光纖及光纜業務的固有特點，另有若干因素則來自外部。主要風險及不確定因素概述如下：

目前國家正在大力推進的千兆光網、5G鋪設、數字中國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，或運營商對通信網絡的投資不及預期，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際市場，海外業務收入快速提升。公司目標市場多為新興經濟體和發展中國家，建設環境和建設水平參差不齊，部分國家存在着政治、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海外業務的複雜性。

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 Company, 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 2023 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，並將調研結果作為二零二三年度環境、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、發展和提供提升提供空間。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 RMB1,804,169 (2022: RMB2,650,306).

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 senior management officers of the Company was in force in 2021 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

本集團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，本集團在環境、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1,804,169元（二零二二年：人民幣2,650,306元）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）於二零二一年生效，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 director

Mr. Zhuang Dan

Non-executive directors

Mr. Ma Jie

Mr. Guo Tao

Mr. Philippe Claude Vanhille

Mr. Pier Francesco Facchini

Mr. Iuri Longhi (appointment effective on 31 July 2023)

Mr. Xiong Xiangfeng

Mr. Mei Yong (appointment effective on 31 July 2023)

Mr. Frank Franciscus Dorjee (retirement effective on 31 July 2023)

Ms. Lai Zhimin (retirement effective on 31 July 2023)

Independent non-executive directors

Mr. Bingsheng Teng

Mr. Song Wei

Dr. Wong Tin Yau, Kelvin

Ms. Li Chaing'ai (appointment effective on 31 July 2023)

Mr. Liu Deming (retirement effective on 31 July 2023)

Supervisors

Mr. Li Ping

Dr. Li Zhuo

Mr. Xiong Zhuang (appointment effective on 31 July 2023)

Mr. Jiang Zhikang (retirement effective on 31 July 2023)

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

Biographical details of the current Directors, Supervisors and senior management of the Group are set out on pages 32 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 written 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

非執行董事

馬杰先生

郭韜先生

菲利普·范希爾先生

皮埃爾·法奇尼先生

尤里·隆吉先生(於二零二三年七月三十一日獲委任)

熊向峰先生

梅勇先生(於二零二三年七月三十一日獲委任)

范·德意先生(於二零二三年七月三十一日退任)

賴智敏女士(於二零二三年七月三十一日退任)

獨立非執行董事

滕斌聖先生

宋瑋先生

黃天祐博士

李長愛女士(於二零二三年七月三十一日獲委任)

劉德明先生(於二零二三年七月三十一日退任)

監事

李平先生

李卓博士

熊壯先生(於二零二三年七月三十一日獲委任)

江志康先生(於二零二三年七月三十一日退任)

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32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 31 July 2023. Each of the independent non-executive Directors has signed a letter of appointment on 31 July 2023. 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 31 July 2023. 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 2023 or subsisted at the end of the year ended 31 December 2023.

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 2023.

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二零二三年七月三十一日與本公司訂立服務合約。各獨立非執行董事已於二零二三年七月三十一日簽署委任函。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。

各監事已於二零二三年七月三十一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二零二三年十二月三十一日止年度訂立或於截至二零二三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

於截至二零二三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。

Report of the Board of Directors

董事會報告

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.

EMPLOYEE SHARE OWNERSHIP PLAN

The employee share ownership plan (the “Employee Share Ownership Plan”) has been adopted by the Company on 21 February 2019. On 9 May 2019, a total of 2,000,000 H shares of the Company were awarded to certain employees of the Company at no consideration.

The material terms of the Employee Share Ownership Plan are summarised as follows:

i. Purpose

The purpose of the Employee Share Ownership Plan is to provide for a mechanism whereby shareholders can share both benefits and risks, employees' loyalty can be improved and the Company's competitiveness can be enhanced. With the Employee Share Ownership Plan, it is believed that the interests of the key management team and key personnel can be aligned with that of shareholders, thereby promoting the Company's long-term stable development and enhancing shareholders' value. The rules of the Employee Share Ownership Plan are drafted in accordance with relevant laws and regulations of the PRC, including the Company Law, the Securities Law and the Guiding Opinions, as well as the Articles of Association of the Company.

ii. Basis for Determination of Participants

The Participants of the Employee Share Ownership Plan are core personnel of the Company who have significant influence on the Company's operating results and medium to long-term development. The Participants of the Employee Share Ownership Plan were determined in accordance with relevant laws and regulations of the PRC, including the Company Law, the Securities Law and the Guiding Opinions, as well as the Articles of Association of the Company. The participation of employees in the Employee Share Ownership Plan are based on the principles of legal compliance, voluntary participation and voluntary risk-taking.

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。

員工持股計劃

本公司已於二零一九年二月二十一日採納了員工持股計劃。於二零一九年五月九日，本公司已授出合計2,000,000股H股股票予本公司的若干僱員（不含代價）。

員工持股計劃重大條款概述如下：

i. 目的

員工持股計劃的目的是建立利益共享、風險共擔的機制，提高員工的凝聚力和本公司競爭力。藉著員工持股計劃，相信可協同管理團隊、核心骨幹人員和股東的利益，促進本公司長期穩定發展和股東價值提升。員工持股計劃的草案乃依據《公司法》、《證券法》及《指導意見》等有關法律及法規和本公司的《公司章程》擬定。

ii. 持有人的確定依據

員工持股計劃持有人為對本公司經營業績及中長期發展具有重要影響的本公司核心骨幹人員。員工持股計劃的持有人系依據《公司法》、《證券法》、《指導意見》等中國有關法律法規及本公司《公司章程》的相關規定而確定，公司員工按照依法合規、自願參與、風險自擔的原則參加員工持股計劃。

Report of the Board of Directors

董事會報告

iii. Management Body and Management Mode

The highest internal management authority of the Employee Share Ownership Plan shall be the Participants' meeting. A Management Committee shall be set up under the Employee Share Ownership Plan to supervise the daily management of the Employee Share Ownership Plan, exercise the Participants' rights on behalf of the Participants or authorize the asset management authority to exercise shareholders' rights. The Board is responsible for drafting and revising the draft rules of the Employee Share Ownership Plan and handling other related matters of the Employee Share Ownership Plan within the scope authorized by the shareholders' general meeting. The Employee Share Ownership Plan entrusts a professional organization with asset management qualifications to carry out its management.

iv. Limit and Size

The total number of Shares to be held under the Employee Share Ownership Plan shall not be more than 10% of the total share capital of the Company. The total number of underlying Shares held by a single Participant according to his/her units in the Employee Share Ownership Plan shall not be more than 1% of the total share capital of the Company.

The maximum number of H Shares that can be purchased for the purpose of the Employee Share Ownership Plan is 2,000,000 H Shares.

v. Lock-up/Vesting period

The lock-up period for the Shares allotted pursuant to the Employee Share Ownership Plan shall be 12 months starting from the date of the Company's announcement of the registration and transfer of the Shares to be purchased in the final transaction under the name of the asset management program, set up by an asset management institution entrusted by the Company for the Employee Share Ownership Plan (the "Asset Management Program"). The Shares will be unlocked and vested in four phases, namely in 12 months, 24 months, 36 months and 48 months after the Company's announcement of the transfer of the Shares to be purchased in the final transaction under the name of the Asset Management Program, with 25% of the Shares being unlocked in each phase, and upon meeting the conditions relating to relevant employees' contributions to the Company's operating results and strategic implementation.

vi. Term

As approved by Participants' meeting of the Employee Share Ownership Plan and by the Board meeting of the Company held in March 2024, the term of the Employee Share Ownership Plan shall be till 8 May 2027.

iii. 管理機構及管理模式

員工持股計劃的內部最高管理權力機構為持有人會議；員工持股計劃設管理委員會，監督員工持股計劃的日常管理，代表持有人行使股東權利或者授權資產管理機構行使股東權利；董事會負責擬定和修改員工持股計劃草案，並在股東大會授權範圍內辦理員工持股計劃的其他相關事宜；員工持股計劃委託具備資產管理資質的專業機構進行管理。

iv. 限額及規模

員工持股計劃所持有的股票總數累計不超過公司股本總額的10%。單一持有人所持有員工持股計劃份額所對應的標的股票數量不超過本公司股本總額的1%。

員工持股計劃購買的H股上限為2,000,000股H股。

v. 鎖定／歸屬期限

員工持股計劃所獲標的股票鎖定期為12個月，自本公司公告最後一筆標的股票登記過戶至本公司為員工持股計劃委託的資產管理機構設立的資產管理計劃（「**資管計劃**」）名下之日起計算。標的股票將在本公司公告最後一筆標的股票過戶至資管計劃名下的12個月、24個月、36個月以及48個月後分四期解鎖並歸屬。每期解鎖的標的股票比例均為25%。授出股票的解鎖基於相關僱員為本公司經營業績及戰略實施所作出的貢獻。

vi. 存續期

經於二零二四年三月召開的員工持股計劃持有人會議及本公司董事會審議通過，員工持股計劃存續期為至二零二七年五月八日止。

Report of the Board of Directors

董事會報告

Further details of the principal terms of the Employee Share Ownership Plan are set out in the announcement of the Company dated 14 December 2018.

During the year ended 31 December 2023, 2,000,000 H shares were held by Asset Management Program. None of the H shares was awarded to connected employees of the Company.

Details of the awards granted under the Employee Share Ownership Plan and details of the movements in the Employee Share Ownership Plan during the year ended 31 December 2023 are set out below:

有關員工持股計劃主要條款的進一步詳情載於本公司日期為二零一八年十二月十四日的公告中。

截至二零二三年十二月三十一日止年度，資產計劃持有2,000,000股H股股票。該等股票並無授予本公司任何關聯僱員。

下表載列截至二零二三年十二月三十一日止年度，員工持股計劃授予股票及其變動詳情：

Grantee	Number of H Shares underlying the Employee Share Ownership Plan granted as at 1 January 2023 於2023年1月1日 員工持股計劃已授出 H股股數	Date of award 授予日期	Vesting Period 歸屬期	Outstanding as at 1 January 2023 於2023年1月1日	Number of Shares 股份數目				Outstanding as at 31 December 2023 於2023年12月31日	Closing price of shares before the vesting date (HKD) 歸屬日期前的 股份收市價 港幣
					Awarded during the year 年內授予	Vested during the year 年內歸屬	Cancelled during the year 年內註銷	Lapsed during the year 年內失效		
Employees of the Company 公司僱員	2,000,000	9 May 2019 2019年5月9日	9 May 2020 – 9 May 2023 2020年5月9日至 2023年 5月9日	500,000	–	500,000	–	–	0	13.94
Total 總計	2,000,000	–	–	500,000	–	500,000	–	–	0	13.94

Report of the Board of Directors

董事會報告

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 XV.2 to the financial statements of this annual report.

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 2023, there were no changes in the information which are required to be disclosed by the Directors and the Supervisors pursuant to paragraphs (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 2023.

POST BALANCE SHEET EVENTS

On October 13, 2023, the Company convened the third extraordinary general meeting of 2023 to approve the “Proposal on the Acquisition of Equity Interests in RFS Germany and RFS Suzhou”, in which the Company signed an agreement with RFS Holding GmbH (“RFS Holding”) to acquire all the equity interests in cash of Radio Frequency Systems GmbH (“RFS Germany”), a wholly-owned subsidiary of RFS Holding GmbH, and RFS Suzhou Co. (“RFS Suzhou”). Upon completion of the transaction, it is expected that the Company will own 100% of RFS Germany and RFS Suzhou, and will include RFS Germany and RFS Suzhou in its consolidated financial statements. The Company is currently proceeding with this transaction.

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本年報財務報表之附註十五、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，截至二零二三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二零二三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

2023年10月13日，本公司召開2023年第三次臨時股東大會審議通過了《關於收購RFS德國及RFS蘇州股權的議案》，本公司與RFS Holding GmbH（「RFS控股」）簽署協議，以現金方式收購RFS Holding GmbH全資子公司RadioFrequency Systems GmbH（「RFS德國」）及安弗施無線射頻系統（蘇州）有限公司（「RFS蘇州」）的全部股權。預計交易完成後，本公司持有RFS德國及RFS蘇州100%的股權，並將RFS德國及RFS蘇州納入合併報表範圍。本公司目前正在持續推進該事項。

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 2023. Resolutions regarding the re-appointment of KPMG Huazhen LLP as the auditors of the Company will be proposed at the AGM.

By order of the Board

Ma Jie
Chairman

Wuhan, China
28 March 2024

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)為本公司截至二零二三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。

承董事會命

馬杰
主席

中國武漢
二零二四年三月二十八日

Corporate Governance Report

企業管治報告

CORPORATE GOVERNANCE CULTURE

The Board values environmental, social and governance (“ESG”) management and has developed a systematic ESG governance structure concerning those charged with governance, management and executives. As the supreme responsible and decision-making body of the Group’s ESG management system, the Board of Directors takes full charge of supervision and management of the related ESG issues with the assistance of the Audit Committee, it is also responsible for supervising and coordinating the management of ESG-related risks, evaluating the ESG performance and commitment, holding a meeting at least once a year to discuss important ESG issues. The Group strictly complies with laws and regulations such as the Company Law of the People’s Republic of China and the Securities Law of People’s Republic of China and relevant regulations such as the Corporate Governance Code set out in Appendix C1 to the Rules Governing the Listing of Securities of the Hong Kong Stock Exchange, the Group has constantly optimised its internal management system and has strengthened its key controls and improved its capabilities in prevention and control over significant risks.

The Group incorporates the concept of sustainable development into corporate culture, face customers, and provide high-quality, green, low-carbon products and services. We give back to society, practice corporate responsibility and responsibility with practical actions, deepen technological innovation, and create a new driving force for green development. Build a sustainable development ecosystem with upstream and downstream partners.

Mission: Smart Link Better Life

Vision: To Be the Leader in Information Transmission and Smart Links

Core Values: Client Focus, Accountability, Innovation and Stakeholder Benefits

企業管治文化

本集團董事會高度重視環境、社會及管治（「ESG」）管理，在治理層、管理層與執行層搭建體系化ESG管治架構。董事會作為ESG管理體系的最高負責及決策機構，在審計委員會的協助下監管ESG事宜，並負責監督與統籌管理ESG相關風險，每年至少召開一次會議，討論ESG重要事宜。本集團堅持合規高質發展，持續優化責任治理，嚴格遵守《中華人民共和國公司法》《中華人民共和國證券法》等法律法規，聯交所《證券上市規則》附錄C1《企業管治守則》等相關規定，持續優化內部管理體系，強化重點管控，提高重大風險防控能力。

本集團將可持續發展的理念融入企業文化，面向客戶，提供優質、綠色、低碳的產品及服務；回饋社會，以實際行動踐行企業責任與擔當；深耕技術創新，打造綠色發展新動能；攜手上下游合作夥伴，共建可持續發展生態。

使命：智慧聯接 美好生活

願景：成為信息傳輸與智慧聯接領域的領導者

核心價值觀：客戶 責任 創新 共贏

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 2023 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 respective 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，而本公司於截至二零二三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

From 1 January 2023 to 31 July 2023, the Board comprises 12 Directors, including one executive Director, Mr. Zhuang Dan, seven non-executive Directors namely, Mr. Ma Jie (chairman), Mr. Guo Tao, Mr. Philippe Claude Vanhille (vice-chairman), Mr. Pier Francesco Facchini, Mr. Frank Franciscus Dorjee, Mr. Xiong Xiangfeng and Ms. Lai Zhimin, and four independent non-executive Directors namely, Mr. Bingsheng Teng, Mr. Liu Deming, Mr. Song Wei and Dr. Wong Tin Yau, Kelvin.

With effect from the conclusion of the Extraordinary General Meeting (“EGM”) held on 31 July 2023, during the year ended 31 December 2023, the Board comprises 12 Directors, including one executive Director, Mr. Zhuang Dan, seven non-executive Directors namely, Mr. Ma Jie (chairman), Mr. Guo Tao, Mr. Philippe Claude Vanhille (vice-chairman), Mr. Pier Francesco Facchini, Mr. Iuri Longhi, Mr. Xiong Xiangfeng and Mr. Mei Yong, and four independent non-executive Directors namely, Mr. Bingsheng Teng, Mr. Song Wei, Dr. Wong Tin Yau, Kelvin and Ms. Li Chang'ai.

As approved by the EGM held on 31 July 2023, Mr. Frank Franciscus Dorjee and Ms. Lai Zhimin, have retired from their positions as non executive Directors, and Mr. Liu Deming has retired from his position as independent non-executive Director with effect from the conclusion of the EGM. Mr. Zhuang Dan has been re-elected and appointed as an executive Director; each of Mr. Ma Jie (chairman), Mr. Guo Tao, Mr. Philippe Claude Vanhille (vice-chairman), Mr. Pier Francesco Facchini and Mr. Xiong Xiangfeng has been re-elected and appointed as a non-executive Director; each of Mr. Iuri Longhi and Mr. Mei Yong has been elected and appointed as a non-executive Director; each of Mr. Bingsheng Teng, Mr. Song Wei and Dr. Wong Tin Yau, Kelvin has been re-elected and appointed as an independent non-executive Director; and Ms. Li Chang'ai has been elected and appointed as an independent non-executive Director, respectively, who together, constitute the fourth session of the Board.

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

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

自二零二三年一月一日至二零二三年七月三十一日，董事會由十二名董事組成，包括一名執行董事莊丹先生，七名非執行董事馬杰先生（主席）、郭韜先生、菲利普·范希爾先生（副主席）、皮埃爾·法奇尼先生、范·德意先生、熊向峰先生及賴智敏女士，及四名獨立非執行董事滕斌聖先生、劉德明先生、宋瑋先生及黃天祐博士。

自二零二三年七月三十一日臨時股東大會決議生效起，於截至二零二三年十二月三十一日止年度，董事會由十二名董事組成，包括一名執行董事莊丹先生，七名非執行董事馬杰先生（主席）、郭韜先生、菲利普·范希爾先生（副主席）、皮埃爾·法奇尼先生、尤里·隆吉先生、熊向峰先生及梅勇先生，及四名獨立非執行董事滕斌聖先生、宋瑋先生、黃天祐博士及李長愛女士。

經於二零二三年七月三十一日舉行的臨時股東大會通過，范·德意先生及賴智敏女士已分別退任非執行董事，以及劉德明先生已退任獨立非執行董事，自臨時股東大會結束後生效。莊丹先生獲重選及委任為執行董事；馬杰先生（主席）、郭韜先生、菲利普·范希爾先生（副主席）、皮埃爾·法奇尼先生及熊向峰先生分別獲重選及委任為非執行董事；尤里·隆吉先生及梅勇先生分別獲推選及委任為非執行董事；滕斌聖先生、宋瑋先生及黃天祐博士分別獲重選及委任為獨立非執行董事；李長愛女士獲推選及委任為獨立非執行董事，以組成第四屆董事會。

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。

Corporate Governance Report

企業管治報告

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 one 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.

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. All Directors have provided the Company with records of training attended during the year. 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.

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時續期。

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。於年內，所有董事均向本公司提供彼等所接受培訓之記錄。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。

Corporate Governance Report

企業管治報告

During the year ended 31 December 2023, the Directors attended training sessions organised by Listed Companies Association of Hubei and the Company, and reviewed ESG-related materials provided by the Company.

於截至二零二三年十二月三十一日年度，董事出席了由湖北省上市公司協會及本公司舉辦的培訓活動，並閱覽了本公司提供的環境、社會及企業管治相關的資料。

Directors	董事	Attending training sessions and conferences relevant to business and directors' duties 參加與業務或董事職責相關的培訓及會議	Reviewing ESG-related materials 審閱環境、社會及企業管治相關資料
Executive Director	執行董事		
Mr. Zhuang Dan	莊丹先生	✓	✓
Non-executive Directors	非執行董事		
Mr. Ma Jie	馬杰先生	✓	✓
Mr. Guo Tao	郭韜先生	✓	✓
Mr. Philippe Claude Vanhille	菲利普·范希爾先生	✓	✓
Mr. Pier Francesco Facchini	皮埃爾·法奇尼先生	✓	✓
Mr. Iuri Longhi (appointment effective on 31 July 2023)	尤里·隆吉先生(於二零二三年七月三十一日獲委任)	✓	✓
Mr. Xiong Xiangfeng	熊向峰先生	✓	✓
Mr. Mei Yong (appointment effective on 31 July 2023)	梅勇先生(於二零二三年七月三十一日獲委任)	✓	✓
Mr. Frank Franciscus Dorjee (retirement effective on 31 July 2023)	范·德意先生(於二零二三年七月三十一日退任)	✓	✓
Ms. Lai Zhimin (retirement effective on 31 July 2023)	賴智敏女士(於二零二三年七月三十一日退任)	✓	✓
Independent Non-executive Directors	獨立非執行董事		
Mr. Bingsheng Teng	滕斌聖先生	✓	✓
Mr. Song Wei	宋璋先生	✓	✓
Dr. Wong Tin Yau, Kelvin	黃天祐博士	✓	✓
Ms. Li Chang'ai (appointment effective on 31 July 2023)	李長愛女士(於二零二三年七月三十一日獲委任)	✓	✓
Mr. Liu Deming (retirement effective on 31 July 2023)	劉德明先生(於二零二三年七月三十一日退任)	✓	✓

In addition, individual Directors participated in forums and conferences organised by external professional institutions to improve professional development.

除此之外，個別董事還多次參與了外部專業機構組織的論壇及研討會，以提升專業發展。

Corporate Governance Report

企業管治報告

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 expires on 30 June 2024. The Board has approved the purchase of liability insurance for Directors, Supervisors and senior management and the proposal would be further reviewed in the 2023 AGM.

MEETINGS OF THE BOARD

Pursuant to code provision C.5.1 of Part 2 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 one of the following circumstances, the Chairman shall convene extraordinary meetings within ten days after a proposal is received: (1) when proposed by Shareholders representing not less than ten percent (10%) of the voting rights; (2) when jointly proposed by not less than one-third of the Directors; (3) when proposed by the Board of Supervisors; (4) when proposed by the Company's president; (5) when proposed by not less than one half of the independent non-executive Directors; (6) when the Chairman considers it necessary; (7) when it is requested by securities regulatory authorities to be convened; (8) as prescribed by laws, regulations and listing rules of stock exchanges on which the Company's Shares are listed or any circumstances required under the Articles of Association.

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 eight 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.

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二零二四年六月三十日到期。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。該等議案將於二零二三年週年股東大會審議。

董事會會議

董事會會議根據企業管治守則第二部分C.5.1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，有下列情形之一的，董事長應在自接到提議後十日內召集臨時董事會會議：(1)代表百分之十以上表決權的股東提議時；(2)三分之一以上董事聯名提議時；(3)監事會提議時；(4)公司總裁提議時；(5)二分之一以上獨立非執行董事提議時；(6)董事長認為必要時；(7)證券監管部門要求召開時；(8)法律法規、公司股票上市的交易所上市規則或本章程規定的其他情形。

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，董事會舉行八次會議，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。

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 meeting(s) attended* 出席股東大會會議次數*
Executive Director	執行董事				
Mr. Zhuang Dan	莊丹先生	8	8	0	4
Non-executive Directors	非執行董事				
Mr. Ma Jie	馬杰先生	8	8	0	4
Mr. Guo Tao	郭韜先生	8	8	0	4
Mr. Philippe Claude Vanhille	菲利普·范希爾先生	8	8	0	4
Mr. Pier Francesco Facchini	皮埃爾·法奇尼先生	8	8	0	4
Mr. Iuri Longhi [#]	尤里·隆吉先生 [#]	3	3	0	2
Mr. Xiong Xiangfeng	熊向峰先生	8	8	0	4
Mr. Mei Yong [#]	梅勇先生 [#]	3	3	0	2
Independent Non-executive Directors	獨立非執行董事				
Mr. Bingsheng Teng	滕斌聖先生	8	8	0	4
Mr. Song Wei	宋瑋先生	8	8	0	4
Dr. Wong Tin Yau, Kelvin	黃天祐博士	8	8	0	4
Ms. Li Chang'ai [#]	李長愛女士 [#]	3	3	0	2

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。

[#] Mr. Iuri Longhi and Mr. Mei Yong have been elected and appointed as non-executive Directors, and Ms. Li Chang'ai has been elected and appointed as independent non-executive Director, as new members to the forth session of the Board, with effect from the conclusion of the EGM held on 31 July 2023. Mr. Frank Franciscus Dorjee, Ms. Lai Zhimin and Mr. Liu Deming have retired from the position as Directors, with effect on 31 July 2023.

[#] 尤里·隆吉先生及梅勇先生獲推選及委任為非執行董事，及李長愛女士獲推選及委任為獨立非執行董事，作為第四屆董事會成員，於二零二三年七月三十一日臨時股東大會結束後生效。范·得意先生、賴智敏女士及劉德明先生自二零二三年七月三十一日起退任董事職位。

* 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 independent non-executive Directors without the presence of other Directors during the year.

本年度，主席亦與獨立非執行董事在並無其他董事出席之情況下舉行會議。

Corporate Governance Report

企業管治報告

BOARD COMMITTEES

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

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 consistency, 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, which became effective on 28 March 2024. Details of the terms of reference of the Audit Committee are published on the websites of the Company and the Hong Kong Stock Exchange for reference.

From 1 January 2023 to 31 July 2023, the Audit Committee consisted of three independent non-executive Directors, namely Mr. Song Wei, Dr. Wong Tin Yau, Kelvin and Mr. Liu Deming. Mr. Song Wei acts as the chairman of the Audit Committee. From 31 July 2023 to 31 December 2023, the Audit Committee consisted of three independent non-executive Directors, namely Mr. Song Wei, Dr. Wong Tin Yau, Kelvin and Ms. Li Chang'ai. Mr. Song Wei acts as the chairman of the Audit Committee.

Four meetings of the Audit Committee were held during the year with respect to the discussions and approval of (a) audited annual results for the year ended 31 December 2022, (b) 2022 financial statements prepared under IFRS, (c) two quarterly information on selected unaudited financial results for the three months ended 31 March 2023 and for the nine months ended 30 September 2023, (d) 2023 interim results announcement for the six months ended 30 June 2023, (e) 2022 Environmental, Social and Governance Report, (f) proposed profit distribution plan for the year 2022, (g) proposed re-appointment of independent auditors of the company for the year 2023, (h) annual guarantee cap of the Company and its subsidiaries for 2023, (i) assets pool of the Company and its subsidiaries for 2023, and (j) foreign exchange futures and derivatives hedging business of the Company and its subsidiaries for 2023.

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。

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行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。

本公司已於二零二四年三月二十八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。

自二零二三年一月一日至二零二三年七月三十一日，審計委員會由三名獨立非執行董事組成，包括宋瑋先生、黃天祐博士及劉德明先生。宋瑋先生擔任審計委員會主席。自二零二三年七月三十一日至二零二三年十二月三十一日，審計委員會由三名獨立非執行董事組成，包括宋瑋先生、黃天祐博士及李長愛女士。宋瑋先生擔任審計委員會主席。

年內舉行四次審計委員會會議，以討論及批准(a)截至二零二二年十二月三十一日止年度之經審核全年業績；(b)按國際準則編製的二零二二年財務報表；(c)截至二零二三年三月三十日止三個月及截至二零二三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；(d)截至二零二三年六月三十日止六個月的二零二三年中期業績公告；(e)二零二二年度環境、社會及管治報告；(f)二零二二年度建議利潤分配方案；(g)建議續聘本公司二零二二年度獨立核數師；(h)公司及下屬公司二零二二年度對外擔保額度；(i)公司及下屬公司二零二二年度資產池業務；及(j)公司及下屬公司二零二二年度開展外匯期貨及衍生品套期保值業務。

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
Mr. Song Wei (Chairman)	宋瑋先生(主席)	4	4	0
Dr. Wong Tin Yau, Kelvin	黃天祐博士	4	4	0
Ms. Li Chang'ai (appointment effective on 31 July 2023)	李長愛女士(於二零二三年七月三十一日獲委任)	2	2	0
Mr. Liu Deming (retirement effective on 31 July 2023)	劉德明先生(於二零二三年七月三十一日退任)	2	2	0

The Audit Committee of the fourth term of the Board has reviewed and discussed the annual results of the Group for the year ended 31 December 2023. 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 2023 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.

本公司第四屆董事會審計委員會已審閱及討論本集團截至二零二三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二零二三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 E.1.2(c)(i) of Part 2 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, which became effective on 28 March 2024. Details of the terms of reference of the Nomination and Remuneration Committee are published on the websites of the Company and the Hong Kong Stock Exchange.

From 1 January 2023 to 31 July 2023, the Nomination and Remuneration Committee consisted of two independent non-executive Directors namely, Mr. Bingsheng Teng and Mr. Song Wei, and one non-executive Director, Mr. Frank Franciscus Dorjee. From 31 July 2023 to 31 December 2023, the Nomination and Remuneration Committee consisted of two independent non-executive Directors namely, Mr. Bingsheng Teng and Mr. Song Wei, and one non-executive Director, Mr. Guo Tao. Mr. Bingsheng Teng, an independent non-executive Director, acted as the chairman of the Nomination and Remuneration Committee.

Four meetings of the Nomination and Remuneration Committee were held during the year to review the nomination of candidates for the fourth term of the Board of Directors of the Company, the appointment of senior management of the Company, the terms of reference of the Nomination and Remuneration Committee, and the remuneration packages of employees of the Company.

提名及薪酬委員會已就其職權範圍採納企業管治守則第二部分E.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。

本公司已於二零二四年三月二十八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。

於二零二三年一月一日至二零二三年七月三十一日，提名及薪酬委員會由兩名獨立非執行董事滕斌聖先生及宋璋先生，及一名非執行董事范•德意先生組成。於二零二三年七月三十一日至二零二三年十二月三十一日，提名及薪酬委員會由兩名獨立非執行董事滕斌聖先生及宋璋先生，及一名非執行董事郭韜先生組成。提名及薪酬委員會主席由獨立非執行董事滕斌聖先生擔任。

於年內，提名及薪酬委員會已召開四次會議以審議提名本公司第四屆董事會董事候選人、聘任本公司高級管理人員、提名及薪酬委員會工作細則，及本公司僱員之薪酬組合。

Corporate Governance Report

企業管治報告

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

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. Bingsheng Teng (Chairman)	滕斌聖先生(主席)	4	4	0
Mr. Song Wei	宋瑋先生	4	4	0
Mr. Guo Tao (appointment effective on 31 July 2023)	郭韜先生(於二零二三年七月三十一日獲委任)	1	1	0
Mr. Frank Franciscus Dorjee (retirement effective on 31 July 2023)	范•德意先生(於二零二三年七月三十一日退任)	3	3	0

In accordance with code provision E.1.5 of Part 2 of the CG Code, the remuneration of the Directors, Supervisors and senior management for the year ended 31 December 2023 can be classified into the following ranges:

根據企業管治守則之守則條文第二部分E.1.5，截至二零二三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：

Band (Notes) 組別(註)	Remuneration (RMB) 薪酬(人民幣元)	Number of persons 人數
1	1-1,000,000	11
2	1,000,001-2,000,000	1
3	2,000,001-3,000,000	3
4	3,000,001-4,000,000	5
5	4,000,001-5,000,000	0
6	5,000,001-6,000,000	1

Notes:

Band 1 includes 9 Directors (of which 3 Directors has retired) and 2 Supervisors.

Band 2 include 1 Supervisor.

Band 3 includes 2 senior management members and 1 Supervisor (retired).

Band 4 includes 5 senior management members.

Band 6 includes 1 Director.

Further details of the remuneration of the Directors, the Supervisors and the five highest-paid employees are disclosed in notes XV.2 to the financial statements of this annual report as required by the Appendix D2 to the Hong Kong Listing Rules.

註：

第1組別包括9名董事(其中3名已卸任)及2名監事。

第2組別包括1名監事。

第3組別包括2名高級管理人員和1名監事(已卸任)。

第4組別包括5名高級管理人員。

第6組別包括1名董事。

根據香港上市規則附錄D2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本年報財務報表之附註十五、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 31 July 2023, 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 fourth 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。於二零二三年七月三十一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四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
Executive Director 執行董事					
Zhuang Dan 莊丹	53	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
Non-executive Directors 非執行董事					
Ma Jie (Chairman) 馬杰(主席)	53	Doctorate 博士	Telecommunication 通訊	Beijing, China 中國北京	August 2011 二零一一年八月
Guo Tao 郭韜	53	Master 碩士	Telecommunication 通訊	Beijing, China 中國北京	January 2020 二零二零年一月
Philippe Claude Vanhille (Vice-Chairman) 菲利普·范希爾(副主席)	60	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	56	Doctorate 博士	Finance and accounting 財務及會計	Italy 意大利	January 2017 二零一七年一月
Iuri Longhi (appointment effective on 31 July 2023) 尤里·隆吉(於二零二三年 七月三十一日獲委任)	45	Master 碩士	Strategy management 戰略管理	Italy 意大利	July 2023 二零二三年七月
Xiong Xiangfeng 熊向峰	59	Master 碩士	Telecommunication 通訊	Wuhan, China 中國武漢	August 2013 二零一三年八月

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
Mei Yong (appointment effective on 31 July 2023) 梅勇 (於二零二三年七月三十一日獲委任)	49	Bachelor 學士	Finance 財務	Wuhan, China 中國武漢	July 2023 二零二三年七月
Frank Franciscus Dorjee (retirement effective on 31 July 2023) 范•德意 (於二零二三年七月三十一日退任)	63	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
Lai Zhimin (retirement effective on 31 July 2023) 賴智敏 (於二零二三年七月三十一日退任)	55	Bachelor 學士	Telecommunication 通訊	Wuhan, China 中國武漢	January 2020 二零二零年一月
Independent non-executive Directors 獨立非執行董事					
Bingsheng Teng 滕斌聖	53	Doctorate 博士	Strategy management 戰略管理	Shanghai, China 中國上海	January 2020 二零二零年一月
Song Wei 宋瑋	59	Master 碩士	Finance and tax 財務與稅務	Guangzhou, China 中國廣州	January 2020 二零二零年一月
Wong Tin Yau, Kelvin 黃天祐	63	Doctorate 博士	Finance and corporate governance 財務與企業管治	Hong Kong, China 中國香港	January 2020 二零二零年一月
Li Chang'ai (appointment effective on 31 July 2023) 李長愛 (於二零二三年七月三十一日獲委任)	60	Doctorate 博士	Accounting 會計	Wuhan, China 中國武漢	July 2023 二零二三年七月
Liu Deming (retirement effective on 31 July 2023) 劉德明 (於二零二三年七月三十一日退任)	67	Doctorate 博士	Telecommunication 通訊	Wuhan, China 中國武漢	January 2020 二零二零年一月

Corporate Governance Report

企業管治報告

We currently have one female Director and one female member of senior management. We have taken and will continue to take steps to further enhance gender diversity at all levels with the assistance of the Nomination and Remuneration Committee when selecting suitable director candidates to ensure the Board has access to diverse perspectives and enhance organizational outcomes. For further details regarding the Company's gender ratio in the workforce, please refer to the 2023 Environmental, Social and Governance Report of the Company.

DIRECTOR NOMINATION POLICY

The Company has adopted a Director Nomination Policy which sets out the selection criteria and process in the nomination and appointment of Directors of the Company and aims to ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the Company and the continuity of the Board and appropriate leadership at Board level.

The Director Nomination Policy sets out the factors for assessing the suitability and the potential contribution to the Board of a proposed candidate, including but not limited to the following:

- Character and integrity;
- Qualifications including professional qualifications, skills, knowledge and experience and diversity aspects under the Board Diversity Policy that are relevant to the Company's business and corporate strategy;
- Any measurable objectives adopted for achieving diversity on the Board;
- Requirements of Independent Non-executive Directors on the Board and independence of the proposed Independent Non-executive Directors in accordance with the Listing Rules;

目前，我們有一名女性董事和一名女性高級管理人員。在選擇合適的董事候選人時，我們已經採取並將在提名和薪酬委員會的協助下，繼續採取進一步措施加強各層級的性別多樣性，確保董事會能夠接觸到不同的觀點並提高組織結果。有關公司勞動力性別比例的更多詳細信息，請參閱公司二零二三年環境，社會和管治報告。

董事提名政策

本公司採納的董事提名政策載列本公司提名及委任董事的準則及程序，旨在確保本公司的董事會成員具備切合本公司業務所需的技巧、經驗及多元觀點，及確保本公司的董事會的持續性及維持其領導角色。

董事提名政策載列評估持續性及對董事會帶來的潛在貢獻的因素，包括但不限於：

- 品格與誠實；
- 資格，包括專業資格、技巧、知識及與本公司業務及策略相關的經驗，以及董事會成員多元化政策所提述的多元化因素；
- 為達致董事會成員多元化而採納的任何可計量目標；
- 根據《上市規則》，董事會需包括獨立非執行董事的規定，以及參考《上市規則》內列明候選人是否被視為獨立的指引；

Corporate Governance Report

企業管治報告

- Potential contributions the candidate can bring to the Board in terms of qualifications, skills, experience, independence and gender diversity;
 - Commitment in respect of available time to discharge duties as a member of the Board and/or Board committees of the Company; and
 - Other perspectives that are appropriate to the Company's business and succession plan. The Nomination and Remuneration Committee and/or the Board may adjust the perspectives when necessary.
- 候選人的專業資格、技巧、經驗、獨立性及性別多元化方面可為董事會帶來的任何潛在貢獻；
 - 是否願意及是否能夠投放足夠時間履行身為董事會成員及擔任董事會轄下委員會的委員的職責；及
 - 其他適用於本公司業務及其繼任計劃的其他各項因素，提名及薪酬委員會及／或董事會可在有需要時修訂有關因素。

The Director Nomination Policy also sets out the procedures for the selection and appointment of new Directors and re-election of Directors at general meetings.

The Nomination and Remuneration Committee will regularly review the structure, size and composition of the Board and the Director Nomination Policy, and where appropriate, make recommendations on changes to the Board to complement the Company's corporate strategy and business needs.

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 28 March 2024. The terms of reference of the Strategy Committee are published on the websites of the Company and the Hong Kong Stock Exchange.

During the year ended 31 December 2023, the Strategy Committee consisted of one independent non-executive Director, Mr. Bingsheng Teng, Chairman of the Board and non-executive Director, Mr. Ma Jie, non-executive Director, Mr. Philippe Claude Vanhille and executive Director, Mr. Zhuang Dan. Mr. Ma Jie acted as the chairman of the Strategy Committee.

董事提名政策亦載列於股東大會選舉及委任新任董事及重選董事的程序。

提名及薪酬委員會將會定期為董事會的架構、規模及組成及本政策舉行檢討，並在有需要時向董事會提出修訂建議，以完善企業策略及切合業務需要。

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。

本公司已於二零二四年三月二十八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。

於截至二零二三年十二月三十一日止年度，戰略委員會由一名獨立非執行董事滕斌聖先生，董事會主席兼非執行董事馬杰先生，非執行董事菲利普·范希爾先生及執行董事莊丹先生獲委組成。戰略委員會主席由馬杰先生擔任。

Corporate Governance Report

企業管治報告

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

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. Ma Jie (Chairman)	馬杰先生(主席)	2	2	0
Mr. Philippe Claude Vanhille	菲利普·范希爾先生	2	2	0
Mr. Zhuang Dan	莊丹先生	2	2	0
Mr. Bingsheng Teng	滕斌聖先生	2	2	0

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. Up to the date of this annual report, each of the current Directors has entered into a service contract with the Company on 31 July 2023. 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).

Mr. Iuri Longhi and Mr. Mei Yong, the non-executive Directors, Ms. Li Chang'ai, the independent non-executive Director and Mr. Xiong Zhuang, the Supervisor who have been appointed during the Reporting Period, and each of them has obtained legal advice from law firms who are qualified to provide advice regarding the Hong Kong laws in 17 July 2023, and understood all requirements under the Listing Rules applicable to their positions as directors and supervisor of a listed issuer, and the possible consequences incurred by making false statements or providing false information to the Stock Exchange. They have confirmed that they understood their responsibilities as directors and supervisor of a listed issuer.

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.

下表列載戰略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. Ma Jie (Chairman)	馬杰先生(主席)	2	2	0
Mr. Philippe Claude Vanhille	菲利普·范希爾先生	2	2	0
Mr. Zhuang Dan	莊丹先生	2	2	0
Mr. Bingsheng Teng	滕斌聖先生	2	2	0

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,各董事已於二零二三年七月三十一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。

於報告期內獲委任的非執行董事尤里·隆吉先生及梅勇先生、獨立非執行董事李長愛女士及監事熊壯先生各自已於二零二三年七月十七日自合資格就香港法例提供意見的律師事務所獲取法律意見,並了解所有適用於彼等作為上市發行人董事及監事的上市規則規定以及向聯交所作出虛假陳述或提供虛假資料的可能後果。彼等確認已了解作為上市發行人董事及監事的責任。

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。

Corporate Governance Report

企業管治報告

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 annual 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.

BOARD INDEPENDENCE

The Board has adopted effective mechanisms to secure Board independence and to ensure independent views and opinions from Directors are conveyed to the Board. Such corporate governance mechanisms are assessed on an ongoing basis.

At present, the number of the Company's independent non-executive Directors represents one-third of the Board, the Audit Committee is comprised of all independent non-executive Directors, and the Nomination and Remuneration Committee is chaired by independent non-executive Director. None of the non-executive Directors and the independent non-executive Directors receives remuneration based on performance of the Company.

The Company plans Board meetings for the year in advance and arranges remote facilities for Directors' attendance. Independent professional advice would be provided to all Directors (including independent non-executive Directors) whenever deemed necessary.

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, all Directors and Supervisors 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 2023.

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三分之一成員（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年度書面確認。董事會經確認後認為，全體獨立非執行董事均為獨立人士。

董事會獨立性

董事會已採納有效機制以確保董事會獨立性，並保證董事的獨立觀點和意見能傳達至董事會。該等機制接受持續檢討。

現時公司獨立非執行董事的數量為董事會成員的三分之一，公司審計委員會均由獨立非執行董事會組成，而公司提名及薪酬委員會主席亦為獨立非執行董事。蓋無非執行董事或獨立非執行董事根據公司之表現獲得薪酬。

本公司提前計劃全年董事會會議時間表，並提供遠程與會設施。所有董事（包括獨立非執行董事）可隨時於其認為有需要時取得獨立專業意見。

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二零二三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 93 to 95 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 2023 to give a true and fair view of the affairs of the Company and the Group. According to code provision D.1.1 of Part 2 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 121 to 123 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93至95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於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二零二三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第二部分D.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121至123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, an annual general meeting was held by the Company to approve the relevant matters. The Company's circular dated 31 May 2023 was dispatched 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. The Board of 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.

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，並登載於香港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。本公司日期為二零二三年五月三十一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利益不受侵害。

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。

Corporate Governance Report

企業管治報告

From 1 January 2023 to 31 July 2023, the board of Supervisors consisted of three members, including two Supervisors elected by the shareholders (Mr. Li Ping and Mr. Li Zhuo) and one Supervisor elected by the employees (Mr. Jiang Zhikang). From 31 July 2023 to 31 December 2023, the board of Supervisors consisted of three members, including two Supervisors elected by the shareholders (Mr. Li Ping and Mr. Li Zhuo) and one Supervisor elected by the employees (Mr. Xiong Zhuang). Mr. Li Ping acts as the Chairman of the Board of Supervisor.

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 ended 31 December 2023, six 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.

於二零二三年一月一日至二零二三年七月三十一日，監事會由三名成員組成，包括：股東推薦出任的兩名監事（李平先生及李卓先生）及職工代表監事一名（江志康先生）。於二零二三年七月三十一日至二零二三年十二月三十一日，監事會由三名成員組成，包括：股東推薦出任的兩名監事（李平先生及李卓先生）及職工代表監事一名（熊壯先生）。李平先生為監事會主席。

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。

於截至二零二三年十二月三十一日止年度，監事會召開六次會議。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。

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.

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.

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。

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，由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。

Corporate Governance Report

企業管治報告

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.

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 2023. 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.

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。

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／部門結合集團二零二三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。

Corporate Governance Report

企業管治報告

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.

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 makes 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 & Compliance Centre of the Group 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 Group's business activities do not subject us to risks relating to Sanctions Targets;
- (b) the senior management of the Group, including the president, senior vice president, vice president and chief financial officer reviews and approves the Group's future business opportunities and determines whether such business involves any Sanctions Targets;

通過實施識別、評估及管理風險的程序，本集團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。

在處理及發佈內幕消息方面，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。處理及發佈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佈的「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（定義見本年報的董事會報告）相關的風險。為保障本集團與股東的利益及遵守本集團向香港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) 本集團的法律合規中心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、高級副總裁、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；

Corporate Governance Report

企業管治報告

- (c) the Legal & Compliance Centre of the Group 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;
- (d) the Legal & Compliance Centre and international business unit of the Group prepare regular overseas sales status reports and other information related to the overseas customers and economic sanctions and Sanctions Targets for review by the Group; and
- (e) if the management believes that any potential transaction would put the Group, 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.

- (c) 本集團的法律合規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；
- (d) 本集團的法律合規中心和國際業務事業部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 one report on internal control to the Audit Committee during 2023 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 2023.

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 2023, 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二零二三年共計一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。匯報內容包括二零二三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，董事會認為，於截至二零二三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

WHISTLEBLOWING POLICY

In respect of combating fraud, we have also established comprehensive management processes with policies and procedures based on identification and whistleblowing, investigation and reporting and rectification and punishment measures. Whenever there are suspected fraud cases, both internal and external parties may report via channels such as hotlines, emails, letters or in person; any employee with complaints or problems can report them to the head of their department or higher management or the Internal Audit Department directly. The Internal Audit and Risk Control Department will investigate the case and report the investigation results to the Management, the Board and the Board of Supervisors. The Internal Audit and Risk Control Department will formulate rectification measures and prepare the improvement report with the relevant departments. The Management, the Board and the Board of Supervisors will provide guidance on and supervise the implementation of the measures and the report and take respective actions against the person committing the fraud.

ANTI-CORRUPTION

Adhering to the principle of firmly resisting corruption and fraud, the Group strictly abides by the Criminal Law of the People's Republic of China, the Anti-Unfair Competition Law of the People's Republic of China and other laws and regulations, and formulates the Regulations on Management of Anti-Fraud, Whistle Blowing and Complaints, the Code of Professional Ethics for Senior Management, Code of Conduct for Managers, Code of Integrity Management for Employees, Code of Business Conduct for YOFC employees and other internal regulations and policies in a bid to build a solid defence line against corruption and degeneration.

We have established a multi-level management system and mechanism and implemented segregation of duties in key areas such as approval of capital payment, support of engineering projects, human resource deployment, and material procurement to prevent corruption and fraud risks. For personnel recruited or promoted in key positions, the Group vigorously investigates their educational background, work experience, criminal and fraud records and keeps the investigation transcripts in files.

舉報制度

對於舞弊事件的舉報，我們建立了健全的發現及舉報、調查及報告、補救及處罰的管理流程。當發生疑似舞弊事件時，內外部人員均可通過熱線、電郵、信函或來訪等途徑舉報；任何員工都可以向其部門，亦可以越級向更高級別管理層或內部審計及風險控制部提起投訴。內部審計及風險控制部組織案件調查，並向管理層、董事會、監事會報告調查結果。內部審計及風險控制部會同相關部門制定補救措施和改進報告。本集團管理層、董事會、監事會對補救措施和改進報告的落實情況進行指導和監督，同時對舞弊行為人進行相應處理。

反貪污

本集團始終秉承對貪污和舞弊行為「零容忍」態度，嚴格遵循《中華人民共和國刑法》《中華人民共和國不正當競爭法》等法律法規，制定了《反舞弊及舉報投訴管理規定》《高級管理人員職業道德規範》《經理人員行為守則》《員工誠信廉潔管理規程》《長飛光纖員工商業行為準則》等內部規章制度，築牢拒腐防變的防線。

我們建立了多層次的管理制度和機制，針對資金支付審批、工程項目審批、人事安排、物資採購等重要領域，實施不相容崗位分離，以防範貪污和舞弊風險。對於招聘和晉升的重要崗位人員，本集團將對其進行教育背景、工作經歷、犯罪記錄、舞弊行為等背景調查並將調查文字記錄保存於檔案中。

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 2023, 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

於二零二三年十二月三十一日，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 Director/Supervisor	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
董事／監事姓名	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
Directors						
董事						
Mr. Zhuang Dan 莊丹先生	Beneficial owner 實益擁有人	A Share A股	743,600	0.10%	0.18%	Long position 好倉
Mr. Guo Tao 郭韜先生	Beneficial owner 實益擁有人	H Share H股	10,000	0.00%	0.00%	Long position 好倉
Mr. Xiong Xiangfeng 熊向峰先生	Beneficial owner 實益擁有人	A Share A股	223,100	0.03%	0.05%	Long position 好倉
Mr. Song Wei 宋瑋先生	Beneficial owner 實益擁有人	H Share H股	200,000	0.03%	0.06%	Long position 好倉
Supervisor						
監事						
Mr. Xiong Zhuang 熊壯先生	Beneficial owner 實益擁有人	A Share A股	119,850	0.02%	0.03%	Long position 好倉

Corporate Governance Report

企業管治報告

- (1) Denotes the number of underlying A Shares represented by the units in Ningbo Ruitu Corporate Management Consulting Partnership Enterprise (Limited Partnership) (previously named as Wuhan Ruitu Management Consulting Partnership Enterprise (Limited Partnership)) or Ningbo Ruiying Corporate Management Consulting Partnership Enterprise (Limited Partnership) (previously named as Wuhan Ruiteng Management Consulting Partnership Enterprise (Limited Partnership)) (as the case may be) held by the relevant Directors and Supervisor. Ningbo Ruitu Corporate Management Consulting Partnership Enterprise (Limited Partnership) and Ningbo Ruiying Corporate 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 2023, 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 2023, 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.

- (1) 指相關董事及監事所持的寧波睿圖企業管理諮詢合夥企業(有限合夥)(原名武漢睿圖管理諮詢合夥企業(有限合夥))或寧波睿盈企業管理諮詢合夥企業(有限合夥)(原名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) 於二零二三年十二月三十一日，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，於二零二三年十二月三十一日，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 2023, 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

於二零二三年十二月三十一日，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 佔本公司相關類別股份之概約百分比	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	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 Poly Group Corporation Ltd ⁽¹⁾ 中國保利集團有限公司 ⁽¹⁾	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. ⁽²⁾	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. ⁽³⁾	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

Corporate Governance Report

企業管治報告

- (1) China Huaxin is wholly-owned by China Poly Group Corporation Ltd. China Poly Group 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) As at 31 December 2023, 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.
- (1) 中國華信由中國保利集團有限公司全資擁有，中國保利集團有限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) 於二零二三年十二月三十一日，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。

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the A shares or H shares of the Company during the year ended 31 December 2023.

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.

購回、出售或贖回本公司之上市證券

本公司或任何其附屬公司於截至二零二三年十二月三十一日止年度沒有進行購回、出售或贖回本公司H股或A股。

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。

DIRECTORS' INTEREST IN COMPETING BUSINESS

During the year ended 31 December 2023, 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, Mr. Pier Francesco Facchini and Mr. Iuri Longhi. Mr. Philippe Claude Vanhille has been serving as the executive vice-president of telecom business division of the Prysmian S.p.A. 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. Longhi has been serving as chief strategy officer of Prysmian S.p.A. 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, Mr. Facchini and Mr. Longhi, 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, Mr. Facchini and Mr. Longhi 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 and Mr. Longhi or any of their close associates is materially interested.

董事於競爭業務的權益

截至二零二三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、皮埃爾·法奇尼先生及尤里·隆吉先生除外。菲利普·范希爾先生擔任 Prysmian S.p.A. 電訊業務執行副總裁，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。隆吉先生擔任 Prysmian S.p.A. 首席戰略官。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、法奇尼先生及隆吉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、法奇尼先生及隆吉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）。

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 Unit 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
Prysmian Cables and Systems USA LLC	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.	President 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
Prysmian S.p.A.	Mr. Iuri Longhi 尤里•隆吉先生 Chief Strategy officer 首席戰略官

Corporate Governance Report

企業管治報告

The independent non-executive Directors have reviewed the list of directorships provided by Mr. Vanhille, Mr. Facchini and Mr. Longhi. 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 63 to 112 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、法奇尼先生及隆吉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63至112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

Summarised below are the nature of transactions and the transaction amount of the connected transactions for 2023, and the latest information as at the latest practicable date prior to the issue of this annual report:

Acquisition of entire equity interest in Radio Frequency Systems GmbH and Radio Frequency Systems (Suzhou) Co., Ltd.

China Huaxin holds approximately 23.73% of the total issued share capital of the Company and is therefore a substantial shareholder of the Company. Nokia Shanghai is owned as to 49.99% by China Huaxin and 50.01% by independent third parties. Therefore, China Huaxin, Nokia Shanghai and RFS Holding GmbH (“**RFS Holding**”, a wholly-owned subsidiary of Nokia Shanghai Bell Co., Ltd.) are connected persons of the Company pursuant to Rule 14A.07 of the Listing Rules.

On 1 August 2023 (Central European Time), the Company and YOFC International (Germany) GmbH (“**YOFC Germany**”, an indirectly wholly-owned subsidiary of the Company) entered into the share purchase agreement (the “Share Purchase Agreement”) with RFS Holding GmbH (“**RFS Holding**”, a wholly-owned subsidiary of Nokia Shanghai Bell Co., Ltd.), pursuant to which RFS Holding conditionally agreed to sell, and (i) YOFC Germany conditionally agreed to purchase the entire equity interest in Radio Frequency Systems GmbH (“**RFS Germany**”, a wholly owned subsidiary of RFS Holding); and (ii) the Company conditionally agreed to purchase the entire equity interest in Radio Frequency Systems (Suzhou) Co., Ltd. (“**RFS Suzhou**”, a wholly-owned subsidiary of RFS Holding), at the Consideration of an amount equal to the base consideration of EUR7,100,000 after application of adjustments, in accordance with the terms and conditions of the Share Purchase Agreement. Upon closing, RFS Germany and RFS Suzhou will be wholly owned by the Company and their financial results will be consolidated into the Group's financial statements. On the extraordinary general meeting of the Company held on 13 October 2023, shareholders (other than China Huaxin and its associates) has approved the aforementioned acquisition.

On 2 April 2024, the Company and YOFC Germany have signed relevant settlement documents with RFS Holding. RFS Germany and RFS Suzhou have become subsidiaries of the Company. Pursuant to the Share Purchase Agreement, the consideration of the transaction shall be further determined by both parties.

For further details, please refer to the Company's announcement dated 2 August 2023 circular dated 20 September 2023.

關連交易與持續關連交易

下文概述二零二三年關連交易之交易性質及交易金額，及截至刊發本年報前的最後實際可行日期之最新資料：

收購RADIO FREQUENCY SYSTEMS GMBH及安弗施無線射頻系統(蘇州)有限公司全部股權

中國華信持有本公司已發行股本總額的約23.73%，因此為本公司的主要股東。上海諾基亞由中國華信擁有49.99%及由獨立第三方擁有50.01%。因此，根據上市規則第14A.07條，中國華信、上海諾基亞及RFS Holding GmbH(「**RFS控股**」，上海諾基亞貝爾股份有限公司的全資附屬公司)為本公司的關連人士。

於二零二三年八月一日(中歐時間)，本公司及YOFC International (Germany) GmbH(「**YOFC德國**」，本公司的間接全資附屬公司)與RFS控股訂立股份收購協議(「**股份收購協議**」)，據此RFS控股有條件同意出售，及(i)YOFC德國有條件同意購買Radio Frequency Systems GmbH(「**RFS德國**」，RFS控股的全資附屬公司)的全部股權；及(ii)本公司有條件同意購買安弗施無線射頻系統(蘇州)有限公司(「**RFS蘇州**」，RFS控股的全資附屬公司)的全部股權，代價相等於基本代價7,100,000歐元根據股份收購協議的條款及條件作出調整後的金額。交割後，RFS德國及RFS蘇州將由本公司全資擁有，而彼等之財務業績將綜合併入本集團的財務報表。本公司於二零二三年十月十三日舉行的臨時股東大會上，股東(中國華信及其聯繫人除外)已批准該等收購事項。

於二零二四年四月二日，本公司及YOFC德國與RFS控股簽署相關交割文件，RFS德國及RFS蘇州已成為本公司附屬公司。根據股份收購協議條款，交易價格是否需要調整需經過雙方進一步確認。

有關詳情請參閱本公司日期為二零二三年八月二日之公告及日期為二零二三年九月二十日之通函。

Corporate Governance Report

企業管治報告

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 2023:

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 22 July 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 caps for the year ended December 31, 2023 and the period from 1 January 2024 to 22 July 2024. Details of such new caps are set out in the Company’s announcement dated 16 December 2022.

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。

下文概述二零二三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二零二三年十二月三十一日止年度之年度上限及自二零二四年一月一日至二零二四年七月二十二日期間的上限。該等新上限之詳情載於本公司日期為二零二二年十二月十六日的公告內。

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 2023 was RMB25,000,000 and the actual transaction amount with Draka for 2023 was RMB20,500,774 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"), Prysmian Cavi E Sistemi S.r.l. ("Prysmian Cavi") and Prysmian (Shanghai) Cable Co., Ltd ("Prysmian Shanghai") 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25,000,000元，而於二零二三年與Draka之實際交易金額為人民幣20,500,774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及其聯繫人（「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」）、Prysmian Cavi E Sistemi S.r.l.（「普睿司曼Cavi」）及Prysmian (Shanghai) Cable Co., Ltd（「普睿司曼上海」）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 16 December 2022 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 Custom 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.

本公司二零二二年十二月十六日分別與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。

Corporate Governance Report

企業管治報告

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 2023 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.

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 17 February 2023. Details of the framework agreements and the annual caps relating thereto are set out in the Company's announcement dated 16 December 2022 and the Company's circular dated 20 January 2023.

As the Group intends to continue carrying out the sales and purchase transactions with YOFC Shanghai and the Prysmian Group in the ordinary and usual course of business of the Group after the expiry of the annual caps on 31 December 2022, the framework agreements with YOFC Shanghai were renewed on 16 December 2022 and became effective in January 2023, while the framework agreements with the Prysmian Group were renewed on 16 December 2022 with retrospective effect from 1 January 2023. The new framework agreements are on the same terms as the abovementioned framework agreements.

Each of the new framework agreements with YOFC Shanghai and the Prysmian Group is valid until either (i) 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.

Details of the new framework agreements and the annual caps relating thereto are set out in the Company's announcements dated 16 December 2022, and the Company's circulars dated 20 January 2023. The continuing connected transactions as contemplated under the respective new framework agreements with YOFC Shanghai and the Prysmian Group as well as the annual caps relating thereto were approved by independent Shareholders at an extraordinary general meeting of the Company held on 17 February 2023.

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二零二三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。

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二零二三年二月十七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二零二二年十二月十六日的公告及本公司日期為二零二三年一月二十日的通函內。

由於在二零二二年十二月三十一日年度上限屆滿後,本集團擬繼續在本集團一般及日常業務過程中與長飛上海及普睿司曼集團進行銷售與採購交易,與長飛上海的框架協議於二零二二年十二月十六日重續,並已於二零二三年一月生效;與普睿司曼集團的框架協議於二零二二年十二月十六日重續。重續的框架協議與上述框架協議條款相同。

與長飛上海及普睿司曼集團的各項新框架協議於以下日期前有效(以較早者為準): (i)三年期限屆滿或(ii)Draka不再屬於本公司的關連人士當日。

新框架協議及年度上限的詳情載列於本公司於二零二二年十二月十六日的公告,及本公司於二零二三年一月二十日的通函。與長飛上海及普睿司曼集團基於各項新框架協議項下的持續關連交易及相關年度上限已分別於本公司在二零二三年二月十七日舉行的股東特別大會上獲獨立股東批准。

Corporate Governance Report

企業管治報告

The annual caps of the continuing connected transactions with respect to sales transactions with each of Prysmian Group and YOFC Shanghai for 2023 as approved by the independent shareholders of the Company were RMB600,000,000 and RMB300,000,000, respectively, and the actual transaction amount for 2023 with Prysmian Group and YOFC Shanghai was RMB189,908,812 and RMB281,810,957, respectively.

The annual caps of the continuing connected transactions with respect to purchases transactions with each of Prysmian Group and YOFC Shanghai for 2023 were RMB100,000,000 and RMB450,000,000, respectively, and the actual transaction amount for 2023 with Prysmian Group and YOFC Shanghai was RMB1,357,037 and RMB442,795,637, respectively.

SALES AND PURCHASE TRANSACTIONS WITH CHINA HUAXIN GROUP AND PURCHASE TRANSACTIONS WITH NOKIA SHANGHAI GROUP

China Huaxin holds approximately 23.73% of the total issued share capital of the Company and is therefore a substantial shareholder of the Company. Nokia Shanghai is owned as to 49.99% by China Huaxin and 50.01% by independent third parties. Therefore, China Huaxin and Nokia Shanghai are connected persons of the Company pursuant to Rule 14A.07 of the Listing Rules.

During the year, the Group sold optical fibres and optical fibre cables and provided ancillary construction services in the ordinary and usual course of business to China Huaxin Group, and purchased communication equipment products from China Huaxin Group and the Nokia Shanghai Group.

與普睿司曼集團及長飛上海於二零二三年有關銷售的持續關連交易年度上限分別為人民幣600,000,000元及人民幣300,000,000元，而於二零二三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189,908,812元及人民幣281,810,957元。

與普睿司曼集團及長飛上海於二零二三年有關採購的持續關連交易年度上限分別為人民幣100,000,000元及人民幣450,000,000元，而於二零二三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1,357,037元及人民幣442,795,637元。

與中國華信集團的銷售及採購交易及與上海諾基亞集團的採購交易

中國華信持有本公司已發行股本總額的約23.73%，因此為本公司的主要股東。上海諾基亞由中國華信擁有49.99%及由獨立第三方擁有50.01%。因此，根據上市規則第14A.07條，中國華信及上海諾基亞為本公司的關連人士。

年內，本集團在一般日常業務中向中國華信集團銷售光纖、光纜及提供輔助建設服務，向中國華信集團及上海諾基亞集團採購通信設備產品。

Corporate Governance Report

企業管治報告

Reference is made to the announcement of the Company dated 16 December 2022 in relation to the continuing connected transactions between the Group on the one hand and China Huaxin Group and Nokia Shanghai Group, respectively, on the other. As disclosed in the announcement of the Company dated 16 December 2022, the Company entered into (1) a framework agreement with China Huaxin for a term of three years commencing from 1 January 2023 to regulate the sales and purchase transactions with China Huaxin Group (the “**China Huaxin Framework Agreement**”) and (2) a framework agreement with Nokia Shanghai for a term of three years commencing from 1 January 2023, to regulate the purchase transactions with Nokia Shanghai Group (the “**Nokia Shanghai Purchase Framework Agreement**”).

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 the 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 the public by the General Administration of Customs of the PRC, at the time of the relevant transaction (the “**Export Price**”),

where neither 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.

茲提述本公司日期為二零二二年十二月十六日的公告，內容有關本集團分別與中國華信集團及上海諾基亞集團訂立的持續關連交易。誠如本公司日期為二零二二年十二月十六日的公告所披露，本公司(1)與中國華信訂立框架協議，自二零二三年一月一日起計為期三年，用於規管與中國華信集團的銷售及採購交易(「**中國華信框架協議**」)；及(2)與上海諾基亞訂立框架協議，自二零二三年一月一日起計為期三年，用於規管與上海諾基亞集團的採購交易(「**上海諾基亞採購框架協議**」)。

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運營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華人民共和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，則按中國國有電信運營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。

Corporate Governance Report

企業管治報告

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 the public by the General Administration of Customs of the PRC (中華人民共和國海關總署) at the time of the relevant transaction (the “Import Price”); or
- (ii) the prevailing tender price announced by the state-owned telecommunications operators in the PRC (the “Purchase PRC Tender Price”),

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. The Group shall solicit at least two other contemporaneous transactions with unrelated third parties for products in similar quantities and quality to determine if the price and terms offered by China Huaxin Group or Nokia Shanghai Group are fair and reasonable and comparable to those offered by unrelated third parties.

Details of the framework agreements and the annual caps relating thereto are set out in the Company’s announcements dated 16 December 2022 and the Company’s circulars dated 20 January 2023.

The annual caps of the continuing connected transactions with respect to sales transactions with China Huaxin Group for 2023 were RMB100,000,000, and the actual transaction amount for 2023 with China Huaxin Group was RMB25,608,955.

The annual caps of the continuing connected transactions with respect to purchases transactions with each of China Huaxin Group and Nokia Shanghai Group for 2023 were RMB100,000,000 and RMB100,000,000, respectively, and the actual transaction amount for 2023 with China Huaxin Group and Nokia Shanghai Group was RMB88,065,393 and RMB18,528,266, respectively.

Save as disclosed above, during the year ended 31 December 2023, the related parties transactions as set out in Note X. to the consolidated financial statements in this annual report do not fall under the definition of “connected transactions” or “continuing connected transactions” under Chapter 14A of the Listing Rules.

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

- (I) in the ordinary and usual course of business of the Group;

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華人民共和國海關總署公開的最新中國平均進口價格(「進口價格」)；或
- (ii) 按中國國有電信運營商公佈的當時投標價(「中國採購投標價」)，

倘上述各項不可用或不適用，則價格應按公平合理基準釐定，即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。本集團應與不相關第三方至少就相若數量及品質的產品磋商兩份其他同類交易以釐定中國華信集團或上海諾基亞集團提供的價格與條款是否公平合理及是否與不相關第三方所提供價格相當。

此等框架協議及相關年度上限之詳情載於本公司日期為二零二二年十二月十六日的公告及日期為二零二三年一月二十日的通函內。

與中國華信集團於二零二三年有關銷售的持續關連交易年度上限為人民幣100,000,000元，而於二零二三年與中國華信集團的實際交易金額為人民幣25,608,955元。

與中國華信集團及上海諾基亞集團於二零二三年有關採購的持續關連交易年度上限分別為人民幣100,000,000元及人民幣100,000,000元，而於二零二三年與中國華信集團及上海諾基亞集團的實際交易金額分別為人民幣88,065,393元及人民幣18,528,266元。

除上文所披露者外，截至二零二三年十二月三十一日止年度，本年報於綜合財務報表附註十披露的關聯交易均不構成上市規則第14A章規定之關連交易或持續關連交易。

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：

- (I) 在本集團一般及日常業務中訂立；

Corporate Governance Report

企業管治報告

- (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;
- 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 2023 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.

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.

- (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；
- 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二零二三年度上限。

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。

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。

Corporate Governance Report

企業管治報告

AUDITORS AND THEIR REMUNERATION

KPMG Huazhen LLP had been appointed by the Company as the auditors of the Company for 2023. Their appointment shall expire upon the conclusion of the 2023 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 2023, the fees paid or payable to KPMG Huazhen LLP for annual audit services were RMB6.5 million and for non-audit services were RMB0.3 million.

Save as disclosed above, for the year ended 31 December 2023, the Group did not pay any fee to KPMG Huazhen LLP for non-audit services.

COMPANY SECRETARY

Mr. Zheng Xin, 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.

The Company has also appointed Ms. Lai Siu Kuen of Tricor Services Limited, external service provider, as the Company's company secretary on 29 April 2021 as required under the Hong Kong Listing Rules. For the purpose of code provision C.6.1 of Part 2 of the CG Code, Ms. Lai Siu Kuen keeps close contact with Mr. Zheng Xin, being the person with sufficient seniority at the Company.

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

Both Mr. Zheng Xin and Ms. Lai Siu Kuen have confirmed that each of them has received not less than 15 hours of relevant professional training during the year ended 31 December 2023 as required under Rule 3.29 of the Hong Kong Listing Rules.

核數師及其酬金

本公司委聘畢馬威華振會計師事務所(特殊普通合夥)為本公司二零二三年度核數師。彼等各自之聘用期至本公司二零二三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。

截至二零二三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(特殊普通合夥)酬金為人民幣6.5百萬元，就其他非審計服務已付或應付畢馬威華振會計師事務所(特殊普通合夥)酬金為人民幣0.3百萬元。

除上述披露外，於截至二零二三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(特殊普通合夥)支付其他非審計服務費用。

公司秘書

董事會秘書鄭昕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。

本公司根據香港上市規則的規定於二零二一年四月二十九日委任外部服務供應商卓佳專業商務有限公司之黎少娟女士為本公司的公司秘書。就企業管治守則之守則條文第二部分C.6.1的目的而言，黎少娟女士與鄭昕先生(為於本公司內具有足夠高職位的人士)維持緊密聯繫。

鄭昕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。

時任公司秘書鄭昕先生及黎少娟女士確認彼等各自於截至二零二三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。

Corporate Governance Report

企業管治報告

SHAREHOLDERS' RIGHTS AND INVESTOR RELATIONSHIP CONVENING OF EXTRAORDINARY GENERAL MEETING

In accordance with the Articles of Association of the Company, the Shareholders 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, within ten (10) days from the receipt of such written requests, provide, in accordance with laws, administrative regulations and the Articles of Association, its feedback opinion in writing approving or disapproving the convening of the extraordinary general meeting or class shareholders' general meeting. 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 disapproves the proposal of convening a meeting or fails to provide feedbacks within 10 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 shall issue a notice to convene a meeting within 5 days from the date of receipt of such request. If the Board of Supervisors does not convene and chair such meeting within the stipulated period, 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.

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）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。董事會應當根據法律、行政法規和本章程的規定，在收到前述書面要求後十日內提出同意或不同意召開臨時股東大會或類別股東大會的書面反饋意見。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) 如果董事會不同意召開會議的提議，或者在收到提議後十日內未作出反饋的，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。監事會應在收到該要求後五日內發出召集會議的通告；監事會未在規定時間內召集和主持的，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). 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.

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) 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。

Corporate Governance Report

企業管治報告

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.

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. 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 TO CONSTITUTIONAL DOCUMENTS

To align with the 14 core shareholder protection standards as set out in Appendix A1 to the Listing Rules, the Company proposed certain amendments to the Articles of Association on 28 April 2023. These amendments were approved at the annual general meeting for the year 2022 held on 30 June 2023. Details of the amendments to the Articles of Association were set out in the circular of the Company dated 31 May 2023.

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。

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。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權發言。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

二零二三年四月二十八日，為符合上市規則附錄A1所載的14項核心股東保障標準，本公司建議修訂《公司章程》的若干條款，該等修訂已在二零二三年六月三十日召開的二零二二年年度股東週年大會上批准通過。章程的建議修訂載於公司日期為二零二三年五月三十一日的股東通函。

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.

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 2024, 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.

During the year, the implementation and effectiveness of the Shareholders' Communication Policy is reviewed by the Board of Directors and it is confirmed that such policy is adequate and effective. 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.

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。

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。於二零二四年，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。

董事會已審閱《股東通訊政策》，並確認該等政策適當且有效。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。

Corporate Governance Report

企業管治報告

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, 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 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.

PROFIT DISTRIBUTION POLICY

The Board has adopted a profit distribution policy setting out the principles and guidelines the Company intends to apply in relation to distribution of its profits to the shareholders of the Company as dividends.

The principles and guidelines of Profit Distribution Policy are set out as follows:

1. subject to the laws, regulations and regulatory requirements, the Company will make profit distributions in cash in an amount no less than 10% of the distributable profits realized each year.
2. the Company will generally distribute its profits in the form of annual dividends. The Board may also propose an interim profit distribution plan in light of, among others, the Company's profitability and funding needs.
3. the Company may distribute its profits in the form of cash, shares, a combination of cash and shares or any other form permitted by laws and regulations. The Company's preferred form of profit distribution is cash dividend.
4. profit distributions shall be limited to the cumulative distributable profits and shall not undermine the Company's sustainability as a going concern. The Company will lawfully exercise its shareholder's rights to cause its subsidiaries to distribute profits in cash to ensure that the Company will have the ability to implement its cash dividend distribution plan each year. If the Board takes the view that there is a mismatch between the share price of the Company and the size of its share capital and that distributing stock dividends is in the interest of the Company's shareholders as a whole, it may, subject to compliance with the Company's cash dividend policy, formulate a stock dividend distribution plan.

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，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 以透過電子郵件收集建設性回饋及意見及回覆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。

利潤分配政策

董事會採納的利潤分配政策載列本公司關於採用分紅方式對股東進行利潤分配的原則及指引。

利潤分配政策的原則和指引如下：

1. 在符合屆時法律法規和監管規定的前提下，公司每年以現金方式分配的利潤不少於當年實現的可分配利潤的10%。
2. 公司一般採用年度分紅的方式進行利潤分配，公司董事會也可以根據公司的盈利和資金需求等狀況提出中期利潤分配預案。
3. 公司可以採取現金方式、股票方式、現金和股票相結合的方式或法律法規允許的其他方式進行利潤分配，並優先採用現金分紅方式進行利潤分配。
4. 利潤分配不得超過累計可分配利潤的範圍，不得損害公司持續經營能力。公司應合法行使股東權利使子公司以現金方式分配利潤保證公司有能力的實施當年的現金分紅方案。若董事會認為公司股票價格與公司股本規模不匹配、發放股票股利有利於公司全體股東整體利益時可以在符合公司現金分紅政策的前提下，制定股票股利分配預案。

Corporate Governance Report

企業管治報告

- the Board shall consider, in a comprehensive manner, factors ranging from the characteristics of the industry of the Company, to the stage of development of the Company, the business model and profitability of the Company, the existence or non-existence of major funding expenditure arrangements, and put forward a differentiated cash dividend policy in accordance with the procedures set out in the Company's Articles of Association under different circumstances as set out therein.
- if the Company has been profitable in the relevant year and has distributable profits, but the Board has not formulated a cash dividend distribution plan or has prepared a cash profit distribution plan that does not conform to the Company's Articles of Association, the Company shall provide a detailed disclosure of the relevant reasons in its periodic reports. The independent non-executive Directors shall express an independent opinion on the same.
- in the course of formulating a detailed cash dividend distribution plan for the Company, the Board shall carefully evaluate and study the arguments for or against, the timing, conditions, minimum percentage, conditions for adjustment and other matters mandated by certain decision-making procedures. Independent non-executive Directors may solicit opinions from Shareholders, put forward a proposal on profit distribution and directly submit such proposal to the Board for consideration. Before deliberation on the specific profit distribution plan by the general meeting, numerous channels should be utilized to proactively communicate and interact with Shareholders, adequately listen to Shareholders' views and opinions, and promptly respond to their issues of concern.
- the Company shall strictly implement the cash dividend distribution policy prescribed by the Company's Articles of Association and the detailed cash dividend distribution plan approved by the general meeting. If major changes in the external operating environment or in the Company's operating conditions results in the need for adjustment of the profit distribution policy, the Board shall re-formulate the profit distribution policy and the independent non-executive Directors and external Supervisors shall express their opinion on the same. Such new profit distribution policy formulated by the Board shall be submitted to the general meeting for consideration and may be carried out only when it is approved by an affirmative vote representing at least two-thirds of the voting rights held by the Shareholders present at the meeting.
- where the profit distribution and capital reserve capitalization plans have been adopted by the resolutions of the general meeting, the Board shall implement the detailed plans within two months from the date of the general meeting.
- 公司董事會應當綜合考慮公司所處行業特點、發展階段、自身經營模式、盈利水平以及是否有重大資金支出安排等因素，並按照本公司章程規定的程序，區分不同情形提出差異化的現金分紅政策。
- 公司當年盈利且有可供分配利潤，公司董事會未作出現金分紅利潤分配方案，或者董事會作出的現金利潤分配方案不符合本公司章程規定的，應當在定期報告中詳細披露原因，獨立非執行董事應當對此發表獨立意見。
- 公司在制定現金分紅具體方案時，董事會應當認真研究和論證現金分紅的時機、條件和最低比例、調整的條件及其他決策程序要求等事宜。獨立非執行董事可以徵集股東的意見，提出分紅提案，並直接提交董事會審議。股東大會對利潤分配具體方案進行審議前，應通過多種渠道主動與股東進行溝通和交流，充分聽取股東訴求，並及時答覆股東關心的問題。
- 公司應當嚴格執行公司章程確定的現金分紅政策以及股東大會審議批准的現金分紅具體方案。由於外部經營環境或者自身經營狀況發生較大變化而需調整利潤分配政策時，董事會應重新制定利潤分配政策並由獨立非執行董事、外部監事發表意見。董事會重新制定的利潤分配政策應提交股東大會審議，並經出席股東大會的股東所持表決權的2/3以上通過後方可執行。
- 公司股東大會對利潤分配及資本公積轉增股本方案作出決議後，公司董事會須在股東大會召開後兩個月內實施具體方案。

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.

2023 ANNUAL GENERAL MEETING

All shareholders are encouraged to attend the forthcoming annual general meeting and exercise their rights to vote. A circular containing among other things, details of the proposed final dividend, together with the notice of AGM, containing details of the AGM as well as the period and arrangement for the closure of register of members will be published on the website of the Hong Kong Stock Exchange (www.hkexnews.hk) and the website of the Company (www.yofc.com) and despatched to the shareholders of the Company in due course.

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。

二零二三年度股東週年大會

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（其中包括）擬派末期股息詳情以及股東週年大會通告（載有股東週年大會詳情以及暫停辦理股份過戶登記手續之期限及安排）之通函將刊載於香港交易及結算所有限公司網站(www.hkexnews.hk)及本公司網站(www.yofc.com)，並適時寄發予本公司股東。

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
21 st meeting of 3 rd Term Board of Supervisors 第三屆監事會第二十一次會議	31 March 2023 二零二三年三月三十一日	Resolutions on 21 st meeting of 3 rd Term Board of Supervisors 第三屆監事會第二十一次會議決議	No 無
22 nd meeting of 3 rd Term Board of Supervisors 第三屆監事會第二十二次會議	28 April 2023 二零二三年四月二十八日	Resolutions on 22 nd meeting of 3 rd Term Board of Supervisors 第三屆監事會第二十二次會議決議	No 無
23 rd meeting of 3 rd Term Board of Supervisors 第三屆監事會第二十三次會議	14 July 2023 二零二三年七月十四日	Resolutions on 23 rd meeting of 3 rd Term Board of Supervisors 第三屆監事會第二十三次會議決議	No 無
1 st meeting of 4 th Term Board of Supervisors 第四屆監事會第一次會議	31 July 2023 二零二三年七月三十一日	Resolutions on 1 st meeting of 4 th Term Board of Supervisors 第四屆監事會第一次會議決議	No 無
2 nd meeting of 4 th Term Board of Supervisors 第四屆監事會第二次會議	25 August 2023 二零二三年八月二十五日	Resolutions on 2 nd meeting of 4 th Term Board of Supervisors 第四屆監事會第二次會議	No 無
3 rd meeting of 4 th Term Board of Supervisors 第四屆監事會第三次會議	30 October 2023 二零二三年十月三十日	Resolutions on 3 rd meeting of 4 th Term Board of Supervisors 第四屆監事會第三次會議決議	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 2023. 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 2023 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 2024, 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

Li Ping

Chairperson of the Board of Supervisors

Wuhan, PRC
28 March 2024

本報告期內，監事會關注到的其他事項如下：

本監事會認為，二零二三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二零二三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。

二零二四年，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

李平

監事會主席

中國武漢
二零二四年三月二十八日

Auditor's Report

審計報告

KPMG Huazhen Shen Zi No. 2404541
The Shareholders of Yangtze Optical Fibre and Cable Joint Stock Limited Company:

畢馬威華振審字第2404541號
長飛光纖光纜股份有限公司全體股東：

I. AUDITOR'S 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 2023, the consolidated and company income statements, the consolidated and company cash flow statements, the consolidated and company statements of changes in shareholders' equity for 2023, 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 2023, and the consolidated and company financial performance and cash flows of YOFC for 2023 in accordance with Accounting Standards for Business Enterprises issued by the Ministry of Finance of the People's Republic of China.

II. 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, 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.

一、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2023年12月31日的合併及母公司資產負債表，2023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的規定編製，公允反映了長飛公司2023年12月31日的合併及母公司財務狀況以及2023年度的合併及母公司經營成果和現金流量。

二、形成審計意見的基礎

我們按照中國註冊會計師審計準則(「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。

Auditor's Report

審計報告

III. 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.

Recognition of revenue

Refer to Note III.23 of the significant accounting policies and accounting estimates and Note V.40 to the consolidated financial statements.

三、關鍵審計事項

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

收入確認

請參閱財務報表附註「三、公司重要會計政策、會計估計」23所述的會計政策及「五、合併財務報表項目註釋」40。

The Key Audit Matter

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

In 2023, revenue from principle activities of YOFC and its subsidiaries ("YOFC Group") amounted to approximately 13,105 million, which was mainly contributed from optical fibre and optical fibre preforms, cables and relevant products, optical components and modules. Customers mainly included China telecom network operators and other independent third parties.

長飛公司及其子公司（以下簡稱「長飛集團」）2023年主營業務收入約為人民幣13,105百萬元，主要來自於光纖及光纖預製棒、光纜及相關商品、光器件及模塊等銷售業務。客戶主要為中國電信網絡運營商及其他獨立第三方。

Our audit procedures to evaluate revenue recognition mainly include the following:

- Understand and evaluate the design and operating effectiveness of the key financial reporting internal controls related to revenue recognition;
- Select samples to check sales contracts, sales orders and other documents to identify the terms related to the transfer of control, and evaluate whether the accounting policies for revenue recognition of YOFC Group meet the related requirements of the Enterprise Accounting Standards;
- Select a sample and reconcile the revenue from the sale of merchandises recorded in the current year to the relevant sales contracts or orders, customs declarations, bills of lading, sign-off sheets, sales invoices or acceptance reports and other supporting documents to evaluate whether the relevant revenue is recognized in accordance with YOFC Group's revenue recognition accounting policy;

與評價收入確認相關的審計程序主要包括：

- 了解和評價與收入確認相關的關鍵財務報告內部控制的設計和運行有效性；
- 選取樣本檢查銷售合同、訂單等資料，識別與商品控制權轉移相關的合同條款與條件，評價長飛集團的收入確認時點是否符合企業會計準則的相關要求；
- 在抽樣的基礎上，將本年記錄的商品銷售收入核對至相關的銷售合同或訂單、報關單、提單、簽收單、銷售發票或驗收報告等支持性文件，以評價相關收入是否按照長飛集團的收入確認會計政策予以確認；

III. KEY AUDIT MATTERS (Cont'd)

Recognition of revenue (Cont'd)

三、關鍵審計事項(續)

收入確認(續)

The Key Audit Matter

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

For merchandising business, YOFC Group assesses the customer's contractual and business arrangements on a consolidated basis and recognizes revenue at the point when the customer obtains control of the merchandises. For sales to domestic customers, control of the merchandises passes to the customer when the merchandises are delivered to the customer for acceptance and a sign-off sheet is obtained; for sales to overseas customers, control of the merchandises passes to the customer when the merchandises are declared at customs offshore and a bill of lading or a sign-off sheet is obtained from the customer.

Revenue is one of YOFC Group's key performance indicators and there is a risk that management may recognize revenue early or late to achieve specific objectives or expectations. Therefore, we identified revenue recognition as a key audit matter.

對於商品銷售業務，長飛集團綜合評估客戶合同和業務安排，在客戶取得商品控制權時確認收入。對於向境內客戶銷售商品，長飛集團在將貨物交付客戶驗收並取得簽收單後，商品的控制權轉移給客戶；對於向境外客戶銷售商品，長飛集團在貨物離岸報關、取得提單或客戶簽收單後，商品的控制權轉移給客戶。

收入是長飛集團的關鍵業績指標之一，存在管理層為了達到特定目標或預期而提前或延後收入確認時點的固有風險，因此我們將收入是否計入恰當的會計期間識別為關鍵審計事項。

- Analyze the revenue and gross profit situation based on product types to determine whether there is any abnormal fluctuation in the current period's revenue amount;
- Select revenue transactions recorded before or after the balance sheet date, examine the supporting documentation related to revenue recognition, and evaluate whether the related revenue is recorded in the appropriate accounting period;
- Review whether there are sales returns after the balance sheet date. If such a situation exists, examine relevant supporting documentation to evaluate whether the related revenue was recorded in the appropriate accounting period; and
- Select revenue accounting entries that meet specific risk criteria and check related supporting documents during the year.
- 結合產品類型對收入以及毛利情況執行分析，判斷本期收入金額是否出現異常波動的情況；
- 選取臨近資產負債表日前後記錄的收入交易，檢查與收入確認相關的支持性文件，評價相關收入是否記錄在恰當的會計期間；
- 查閱資產負債表日後的收入會計記錄，識別是否存在銷售退回。如存在，檢查相關支持性文件，以評價相關收入是否記錄在恰當的會計期間；及
- 選取本年度符合特定風險標準的收入會計分錄，檢查相關支持性文件。

Auditor's Report

審計報告

III. KEY AUDIT MATTERS (Cont'd)

Allowance for doubtful debts of accounts receivable

Refer to Note III.10 of the significant accounting policies and accounting estimates and Note V.4 to the consolidated financial statements.

三、關鍵審計事項(續)

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」10所述的會計政策及「五、合併財務報表項目註釋」4。

The Key Audit Matter 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

At 31 December 2023, the balance of accounts receivable of YOFC Group amounted to approximately RMB5,707 million, against which loss allowances for expected credit loss of approximately RMB510 million were recorded. The balance of accounts receivable of YOFC Group mainly comprised amounts due from the major China telecom network operator and independent third parties.

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

於2023年12月31日，長飛集團應收賬款原值約為人民幣5,707百萬元，已計提的壞賬準備約為人民幣510百萬元，主要包括應收中國電信網絡運營商及其他獨立第三方款項。

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。

Our audit procedures to assess the valuation of accounts receivable 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 allowances for expected credit loss;
- assessing the accuracy of categorisation of items in the accounts receivable ageing report by comparing the total amount in the ageing report with the general ledger and selecting sample items and checking them to relevant supporting documents;

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賬金額進行核對。從應收賬款賬齡分析報告中選取測試項目，核對至相關的支持性文件，以評價應收賬款賬齡分析報告中賬齡區間劃分的準確性；

III. KEY AUDIT MATTERS (Cont'd)

Allowance for doubtful debts of accounts receivable (Cont'd)

三、關鍵審計事項(續)

應收賬款壞賬準備(續)

The Key Audit Matter 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

The management measures loss allowances for accounts receivable 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 YOFC 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 accounts receivable as a key audit matter because of the significance of the balance of accounts receivable 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壞賬準備，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、當前的經濟狀況與長飛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，應收賬款壞賬準備的確定涉及重大的管理層判斷，且其存在固有不確定性，我們將應收賬款壞賬準備識別為關鍵審計事項。

- obtaining an understanding of the basis of management's judgements about the recoverability of accounts receivable balances on an individual assessment and evaluating these judgements with reference to the debtors' financial condition, the ageing of overdue balances and the historical settlement experience;
- obtaining an understanding of the key parameters and assumptions of the expected credit loss model adopted by the management, including the basis of segmentation of the accounts receivable based on credit risk characteristics of customers and the historical default data in management's estimated loss rates;
- assessing the reasonableness of management's loss allowance estimates by examining the information used by management to form such judgements, including testing the accuracy of the historical default data and evaluating whether the historical loss rates are appropriately adjusted based on current economic conditions and forward-looking information;
- recalculating YOFC Group's provision as at 31 December 2023 based on YOFC Group's accounting policy for credit losses provision; and
- assessing the disclosures in the consolidated financial statements in respect of assessing impairment of accounts receivable and credit risk management with reference to the requirements of the prevailing accounting standards.
- 了解管理層就單項計提壞賬準備的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；
- 了解管理層預期信用損失模型中所運用的關鍵參數及假設，包括管理層基於客戶的共同信用風險特徵對應收賬款進行分組的基礎、以及管理層預期信用損失率中包含的歷史信用損失數據等；
- 通過檢查管理層用於作出會計估計的信息，包括測試歷史信用損失數據的準確性，評價歷史損失率是否基於當前經濟狀況和前瞻性信息進行適當調整，評價管理層預期信用損失估計的適當性；
- 基於長飛集團信用損失準備計提的會計政策重新計算於2023年12月31日的壞賬準備；及
- 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

IV. OTHER INFORMATION

YOFC's management is responsible for the other information. The other information comprises all the information included in 2023 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.

V. 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.

四、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2023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鑑證結論。

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。

五、管理層和治理層對財務報表的責任

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

在編製財務報表時，管理層負責評估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。

VI. 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:

- (1) 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.
- (2) Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances.
- (3) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

六、註冊會計師對財務報表審計的責任

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

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

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

Auditor's Report

審計報告

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

- (4) 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.
- (5) 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.
- (6) 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.

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.

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.

六、註冊會計師對財務報表審計的責任(續)

- (4) 對管理層使用持續經營假設的恰當性得出結論。同時，根據獲取的審計證據，就可能導致對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。
- (5) 評價財務報表的總體列報(包括披露)、結構和內容，並評價財務報表是否公允反映相關交易和事項。
- (6) 就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。

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

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

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.

KPMG Huazhen LLP

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

Beijing, China

Chen yi
28 March 2024

六、註冊會計師對財務報表審計的責任(續)

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。

畢馬威華振
會計師事務所
(特殊普通合夥)

中國註冊會計師

Pan zijian (Engagement Partner)

潘子建(項目合夥人)

中國北京

陳軼
2024年3月28日

Consolidated Balance Sheet

合併資產負債表

(Expressed in Renminbi "RMB")

(金額單位：人民幣元)

	Note	31 December 2023 2023年 12月31日	31 December 2022 2022年 12月31日
ASSETS			
Current assets:			
Cash at bank and on hand	V.1 五、1	3,895,836,574	4,323,893,889
Financial assets held for trading	V.2 五、2	1,048,211,393	1,347,947,294
Bills receivable	V.3 五、3	726,336,662	698,622,284
Accounts receivable	V.4 五、4	5,197,048,639	5,035,236,390
Receivables under financing	V.5 五、5	141,157,180	133,861,169
Prepayments	V.6 五、6	125,173,815	188,716,783
Other receivables	V.7 五、7	163,517,268	182,451,824
Inventories	V.8 五、8	2,941,352,651	3,158,718,111
Other current assets	V.9 五、9	317,660,688	345,419,744
Total current assets		14,556,294,870	15,414,867,488
Non-current assets:			
Long-term equity investments	V.10 五、10	3,303,333,932	1,828,164,430
Investments in other equity instruments	V.11 五、11	70,065,449	46,878,451
Other non-current financial assets	V.12 五、12	51,655,870	60,203,752
Fixed assets	V.13 五、13	6,731,878,425	5,749,362,064
Construction in progress	V.14 五、14	965,535,668	1,644,132,850
Right-of-use assets	V.15 五、15	82,388,148	55,116,615
Intangible assets	V.16 五、16	1,610,640,981	1,732,371,560
Goodwill	V.17 五、17	896,910,942	835,888,454
Long-term deferred expenses		62,809,995	26,924,819
Deferred tax assets	V.18 五、18	344,103,613	272,648,375
Other non-current assets	V.19 五、19	466,726,000	536,747,789
Total non-current assets		14,586,049,023	12,788,439,159
Total assets		29,142,343,893	28,203,306,647

Notes to financial statements set out on pages 143 to 390 form part of these financial statements.

刊載於第143頁至第390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")

(金額單位：人民幣元)

	Note	31 December 2023 2023年 12月31日	31 December 2022 2022年 12月31日
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current liabilities:			
Short-term loans	V.20 五、20	1,749,536,836	1,754,882,426
Bills payable	V.21 五、21	1,368,353,135	1,430,934,823
Accounts payable	V.22 五、22	1,787,840,959	2,031,652,081
Contract liabilities	V.23 五、23	498,602,106	816,649,511
Employee benefits payable	V.24 五、24	538,427,393	451,529,826
Taxes payable	V.25 五、25	187,029,917	154,138,414
Other payables	V.26 五、26	1,670,745,115	641,517,585
Non-current liabilities due within one year			
	V.27 五、27	1,262,096,142	732,895,951
Other current liabilities	V.28 五、28	19,406,181	61,057,878
Total current liabilities	流動負債合計	9,082,037,784	8,075,258,495
Non-current liabilities:			
Long-term loans	V.29 五、29	4,855,183,468	3,950,988,482
Debenture payable	V.30 五、30	—	—
Lease liabilities	V.15 五、15	60,730,739	40,204,695
Long-term payables	V.31 五、31	—	673,846,130
Deferred income	V.32 五、32	430,985,306	412,445,638
Deferred tax liabilities	V.18 五、18	238,142,674	257,758,846
Other non-current liabilities	V.33 五、33	77,766,485	255,743,147
Total non-current liabilities	非流動負債合計	5,662,808,672	5,590,986,938
Total liabilities	負債合計	14,744,846,456	13,666,245,433

Notes to financial statements set out on pages 143 to 390 form part of these financial statements.

刊載於第143頁至第390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")

(金額單位：人民幣元)

	Note	31 December 2023 2023年 12月31日	31 December 2022 2022年 12月31日
LIABILITIES AND SHAREHOLDERS' EQUITY			
<i>(Cont'd)</i>			
Shareholders' equity:			
Share capital	V.34 五、34	757,905,108	757,905,108
Capital reserve	V.35 五、35	3,066,048,015	2,938,596,940
Less: Treasury stock	V.36 五、36	–	33,653,461
Other comprehensive income	V.37 五、37	72,226,032	17,753,780
Surplus reserve	V.38 五、38	711,564,222	674,929,332
Retained earnings	V.39 五、39	6,699,364,928	5,788,714,185
Total equity attributable to shareholders of the Company		11,307,108,305	10,144,245,884
Non-controlling interests		3,090,389,132	4,392,815,330
Total equity		14,397,497,437	14,537,061,214
Total liabilities and shareholders' equity		29,142,343,893	28,203,306,647

The financial statements were approved by the Board of Directors on 28 March 2024.

此財務報表已於2024年3月28日獲董事會批准。

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

Zhuang Dan
莊丹
The person in charge of
accounting affairs
主管會計工作的公司負責人
(Signature and Seal)
(簽名和蓋章)

Jinpei Yang
楊錦培
The head of the
accounting department:
會計機構負責人
(Signature and Seal)
(簽名和蓋章)

(Seal of the Company)
(公司蓋章)

Notes to financial statements set out on pages 143 to 390 form part of these financial statements.

刊載於第143頁至第390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 2023 2023年 12月31日	31 December 2022 2022年 12月31日
ASSETS			
Current assets:			
Cash at bank and on hand		1,900,734,251	1,584,697,846
Financial assets held for trading		812,248,774	815,172,249
Bills receivable	XVI.1 十六、1	523,545,563	416,261,086
Accounts receivable	XVI.2 十六、2	4,067,831,205	4,471,221,480
Receivables under financing	XVI.3 十六、3	108,581,363	97,864,859
Prepayments		192,423,457	140,048,005
Other receivables	XVI.4 十六、4	2,385,369,396	2,024,763,799
Inventories		1,160,720,846	1,101,490,289
Non-current assets due within one year		–	21,000,000
Other current assets		75,802,238	47,003,886
Total current assets		11,227,257,093	10,719,523,499
Non-current assets:			
Long-term receivables		21,000,000	21,000,000
Long-term equity investments	XVI.1 十六、1	7,791,920,255	6,545,279,456
Investments in other equity instruments		70,065,449	46,878,451
Other non-current financial assets		51,655,870	49,563,370
Fixed assets		1,609,324,253	1,095,279,983
Construction in progress		46,387,099	481,661,398
Right-of-use assets		7,445,120	10,019,076
Intangible assets		84,193,234	108,911,807
Long-term deferred expenses		42,498,612	1,713,395
Deferred tax assets		16,147,768	12,758,801
Other non-current assets		25,814,744	28,586,829
Total non-current assets		9,766,452,404	8,401,652,566
Total assets		20,993,709,497	19,121,176,065

Notes to financial statements set out on pages 143 to 390 form part of these financial statements.

刊載於第143頁至第390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 2023 2023年 12月31日	31 December 2022 2022年 12月31日
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current liabilities:			
Short-term loans		501,991,337	688,714,854
Bills payable		1,962,977,456	2,194,752,657
Accounts payable		1,244,171,428	967,296,862
Contract liabilities		184,607,844	236,633,976
Employee benefits payable		331,239,108	280,025,324
Taxes payable		57,466,122	64,424,112
Other payables		2,411,953,876	1,416,309,752
Non-current liabilities due within one year		1,125,330,203	703,151,427
Other current liabilities		16,220,892	20,169,283
Total current liabilities		7,835,958,266	6,571,478,247
Non-current liabilities:			
Long-term loans		4,221,250,000	3,680,750,000
Debenture payable		—	—
Lease liabilities		3,494,751	6,334,860
Deferred income		129,692,988	147,400,759
Other non-current liabilities		64,576,325	58,366,822
Non-current liabilities:		4,419,014,064	3,892,852,441
Total liabilities:		12,254,972,330	10,464,330,688

Notes to financial statements set out on pages 143 to 390 form part of these financial statements.

刊載於第143頁至第390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 2023 2023年 12月31日	31 December 2022 2022年 12月31日
LIABILITIES AND SHAREHOLDERS' EQUITY			
<i>(Cont'd)</i>			
Shareholders' equity:			
Share capital		757,905,108	757,905,108
Capital reserve		3,368,644,795	3,401,592,547
Less: Treasury stock		–	33,653,461
Other comprehensive income		32,211,558	12,502,610
Surplus reserve		711,564,222	674,929,332
Retained earnings		3,868,411,484	3,843,569,241
Total equity		8,738,737,167	8,656,845,377
Total liabilities and shareholders' equity		20,993,709,497	19,121,176,065

The financial statements were approved by the Board of Directors on 28 March 2024.

此財務報表已於2024年3月28日獲董事會批准。

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

Zhuang Dan
莊丹
The person in charge of
accounting affairs
主管會計工作的公司負責人
(Signature and Seal)
(簽名和蓋章)

Jinpei Yang
楊錦培
The head of the
accounting department:
會計機構負責人
(Signature and Seal)
(簽名和蓋章)

(Seal of the Company)
(公司蓋章)

Notes to financial statements set out on pages 143 to 390 form part of these financial statements.

刊載於第143頁至第390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	2023 2023年	2022 2022年
I. Operating income	一、營業收入	V.40 五、40	13,352,753,464	13,830,318,400
Less: Operating costs	減：營業成本	V.40 五、40	10,080,797,059	10,587,091,277
Taxes and surcharges	稅金及附加	V.41 五、41	94,211,590	86,338,839
Selling and distribution expenses	銷售費用	V.42 五、42	502,285,938	413,577,336
General and administrative expenses	管理費用	V.43 五、43	1,048,107,534	778,801,786
Research and development expenses	研發費用	V.44 五、44	774,993,271	783,889,101
Financial expenses	財務費用	V.45 五、45	127,333,959	82,884,651
Including: Interest expenses	其中：利息費用		229,119,222	192,265,504
Interest revenue	利息收入		110,873,263	75,561,756
Add: Other income	加：其他收益	V.46 五、46	188,590,506	157,010,529
Investment income	投資收益	V.47 五、47	534,418,114	112,295,033
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		8,552,733	69,876,281
Gains from changes in fair value	公允價值變動收益	V.48 五、48	10,770,040	9,472,143
Credit losses	信用減值損失	V.49 五、49	(139,971,157)	(125,090,016)
Impairment losses	資產減值損失	V.50 五、50	(97,877,326)	(78,778,174)
Losses from asset disposals	資產處置損失	V.51 五、51	(2,224,108)	(2,395,445)
II. Operating profit	二、營業利潤		1,218,730,182	1,170,249,480
Add: Non-operating income	加：營業外收入	V.52 五、52	29,662,537	5,515,591
Less: Non-operating expenses	減：營業外支出	V.52 五、52	31,968,526	23,794,263
III. Profit before income tax	三、利潤總額		1,216,424,193	1,151,970,808
Less: Income tax expenses	減：所得稅費用	V.53 五、53	39,486,269	(9,270,617)
IV. Profit for the year	四、淨利潤		1,176,937,924	1,161,241,425
1. Profit for the year attributable to shareholders of the Company	1. 歸屬於母公司股東的淨利潤		1,297,437,793	1,166,998,457
2. Non-controlling interests	2. 少數股東權益		(120,499,869)	(5,757,032)

Notes to financial statements set out on pages 143 to 390 form part of these financial statements.

刊載於第143頁至第390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	2023 2023年	2022 2022年
V. Other comprehensive income, net of tax			
(i) Other comprehensive income (net of tax) attributable to shareholders of the Company			
1. Items that can not be reclassified subsequently to profit or loss			
(1) Changes in fair value of investments in other equity instruments		54,472,252	30,754,929
2. Items that may be reclassified subsequently to profit or loss			
(1) Exchange differences on translation of financial statements of overseas subsidiaries		19,708,948	(2,933,425)
(ii) Other comprehensive income (net of tax) attributable to non-controlling interests		34,763,304	33,688,354
		2,406,811	(2,547,350)
VI. Total comprehensive income for the year		1,233,816,987	1,189,449,004
(1) Total comprehensive income attributable to equity shareholders of the Company		1,351,910,045	1,197,753,386
(2) Total comprehensive income attributable to non-controlling interests		(118,093,058)	(8,304,382)
VII. Earnings per share:			
(1) Basic earnings per share	V.54 五、54	1.71	1.54
(2) Diluted earnings per share	V.54 五、54	1.71	1.54

The financial statements were approved by the Board of Directors on 28 March 2024.

此財務報表已於2024年3月28日獲董事會批准。

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

Zhuang Dan
莊丹
The person in charge of
accounting affairs
主管會計工作的公司負責人
(Signature and Seal)
(簽名和蓋章)

Jinpei Yang
楊錦培
The head of the
accounting department:
會計機構負責人
(Signature and Seal)
(簽名和蓋章)

(Seal of the Company)
(公司蓋章)

Notes to financial statements set out on pages 143 to 390 form part of these financial statements.

刊載於第143頁至第390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	2023 2023年	2022 2022年
I. Operating income	一、營業收入	XVI.6 十六、6	10,457,522,661	12,449,217,442
Less: Operating costs	減：營業成本	XVI.6 十六、6	8,913,052,211	10,534,625,309
Taxes and surcharges	稅金及附加		43,355,845	55,324,701
Selling and distribution expenses	銷售費用		254,924,011	250,031,091
General and administrative expenses	管理費用		387,824,472	357,172,567
Research and development expenses	研發費用		353,914,036	404,150,067
Financial expenses/(income)	財務費用/(淨收益)		32,087,402	(7,872,562)
Including: Interest expenses	其中：利息費用		197,679,476	151,027,928
Interest revenue	利息收入		105,456,590	71,731,256
Add: Other income	加：其他收益		44,122,922	58,561,112
Investment income	投資收益	XVI.7 十六、7	(14,119,168)	34,574,071
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		(74,833,492)	30,545,504
Gains from changes in fair value	公允價值變動收益		(3,168,659)	4,041,336
Credit losses	信用減值損失		(52,531,540)	(83,795,912)
Impairment losses	資產減值損失		(32,265,136)	(69,183,666)
Gains/(losses) from asset disposals	資產處置收益/(損失)		16,924,212	(1,709,085)
II. Operating profit	二、營業利潤		431,327,315	798,274,125
Add: Non-operating income	加：營業外收入		50,320,221	420,126
Less: Non-operating expenses	減：營業外支出		14,486,162	9,116,529
III. Profit before income tax	三、利潤總額		467,161,374	789,577,722
Less: Income tax expenses	減：所得稅費用		29,989,311	56,879,922
IV. Profit for the year	四、淨利潤		437,172,063	732,697,800

Notes to financial statements set out on pages 143 to 390 form part of these financial statements.

刊載於第143頁至第390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	2023 2023年	2022 2022年
V. Other comprehensive income, net of tax			
(I) Items that can not be reclassified subsequently to profit or loss			
I. Changes in fair value of investments in other equity instrument			
五、其他綜合收益的稅後淨額			
(一) 不能重分類進損益的其他綜合收益			
1. 其他權益工具投資公允價值變動		19,708,948	(2,933,425)
VI. Total comprehensive income for the year		456,881,011	729,764,375
六、綜合收益總額			

The financial statements were approved by the Board of Directors on 28 March 2024.

此財務報表已於2024年3月28日獲董事會批准。

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

Zhuang Dan
莊丹
The person in charge of
accounting affairs
主管會計工作的公司負責人
(Signature and Seal)
(簽名和蓋章)

Jinpei Yang
楊錦培
The head of the
accounting department:
會計機構負責人
(Signature and Seal)
(簽名和蓋章)

(Seal of the Company)
(公司蓋章)

Notes to financial statements set out on pages 143 to 390 form part of these financial statements.

刊載於第143頁至第390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	2023 2023年	2022 2022年
I. Cash flows from operating activities:	一、經營活動產生的現金流量：			
Proceeds from sale of goods and rendering of services	銷售商品、提供勞務收到的現金		13,216,618,198	12,858,204,113
Refund of taxes	收到的稅費返還		271,262,868	232,371,412
Proceeds from other operating activities	收到其他與經營活動有關的現金	V.56(1) 五、56(1)	177,967,468	246,209,972
Sub-total of cash inflows from operating activities	經營活動現金流入小計		13,665,848,534	13,336,785,497
Payment for goods and services	購買商品、接受勞務支付的現金		(9,625,457,377)	(9,715,668,587)
Payment to and for employees	支付給職工以及為職工支付的現金		(1,702,911,632)	(1,463,184,364)
Payment of various taxes	支付的各項稅費		(466,953,766)	(260,856,779)
Payment for other operating activities	支付其他與經營活動有關的現金	V.56(2) 五、56(2)	(356,118,584)	(302,572,143)
Sub-total of cash outflows operating activities	經營活動現金流出小計		(12,151,441,359)	(11,742,281,873)
Net cash inflow from operating activities	經營活動產生的現金流量淨額	V.57(1) 五、57(1)	1,514,407,175	1,594,503,624
II. Cash flows from investing activities:	二、投資活動產生的現金流量：			
Proceeds from disposal of investments	收回投資收到的現金		1,442,903,750	2,469,126,443
Investment returns received	取得投資收益收到的現金		580,346,982	89,863,218
Proceeds from disposal of fixed assets	處置固定資產收回的現金淨額		7,645,112	35,063,102
Sub-total of cash inflows from investing activities	投資活動現金流入小計		2,030,895,844	2,594,052,763

Notes to financial statements set out on pages 143 to 390 form part of these financial statements.

刊載於第143頁至第390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	2023 2023年	2022 2022年
Payment for acquisition of fixed assets, intangible assets and other long-term assets	購建固定資產、無形資產和其他長期資產支付的現金		(2,262,690,028)	(2,228,168,780)
Payment for acquisition of investments	投資支付的現金		(1,890,713,385)	(2,241,472,430)
Payment for acquisition of subsidiaries and other operating entities	取得子公司及其他營業單位支付的現金淨額	V.57(2) 五、57(2)	(226,439,311)	(311,257,266)
Payment for other investing activities	支付其他與投資活動有關的現金	V.56(3) 五、56(3)	(264,746,293)	–
Sub-total of cash outflows from investing activities	投資活動現金流出小計		(4,644,589,017)	(4,780,898,476)
Net cash outflow from investing activities	投資活動使用的現金流量淨額		(2,613,693,173)	(2,186,845,713)
III. Cash flow from financing activities:	三、籌資活動產生的現金流量：			
Proceeds from investors	吸收投資收到的現金		187,374,638	129,217,924
Including: Proceeds for non-controlling shareholders of subsidiaries	其中：子公司吸收少數股東投資收到的現金		187,374,638	129,217,924
Proceeds from borrowings	取得借款收到的現金		4,487,406,996	6,237,218,304
Proceeds for other financing activities	收到其他與籌資活動有關的現金		49,080,825	–
Sub-total of cash inflows	籌資活動現金流入小計		4,723,862,459	6,366,436,228
Repayments for borrowings	償還債務支付的現金		(3,084,441,545)	(4,001,982,902)
Payment for dividends, profit distributions or interest	分配股利、利潤或償付利息支付的現金		(576,523,379)	(369,769,471)
Payment for acquiring Non-controlling interests	購買少數股東權益支付的現金		(354,918,412)	–
Payment for other financing activities	支付其他與籌資活動有關的現金	V.56(3) 五、56(3)	(64,577,632)	(17,204,543)
Sub-total of cash outflows from financing activities	籌資活動現金流出小計		(4,080,460,968)	(4,388,956,916)

Notes to financial statements set out on pages 143 to 390 form part of these financial statements.

刊載於第143頁至第390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	2023 2023年	2022 2022年
Net cash inflow from financing activities	籌資活動產生的現金流量 淨額		643,401,491	1,977,479,312
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		19,369,033	75,856,472
V. Net increase in cash and cash equivalents	五、現金及現金等價物 淨增加額	V.57(1) 五、57(1)	(436,515,474)	1,460,993,695
Add: Cash and cash equivalents at the beginning of the year	加：年初現金及現金等價物 餘額		4,211,073,257	2,750,079,562
VI. Cash and cash equivalents at the end of the year	六、年末現金及現金等價物餘額	V.57(3) 五、57(3)	3,774,557,783	4,211,073,257

The financial statements were approved by the Board of Directors on 28 March 2024.

此財務報表已於2024年3月28日獲董事會批准。

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

Zhuang Dan
莊丹
The person in charge of
accounting affairs
主管會計工作的公司負責人
(Signature and Seal)
(簽名和蓋章)

Jinpei Yang
楊錦培
The head of the
accounting department:
會計機構負責人
(Signature and Seal)
(簽名和蓋章)

(Seal of the Company)
(公司蓋章)

Notes to financial statements set out on pages 143 to 390 form part of these financial statements.

刊載於第143頁至第390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)

		2023 2023年	2022 2022年
I. Cash flows from operating activities:	一、經營活動產生的現金流量：		
Proceeds from sale of goods and rendering of services	銷售商品、提供勞務收到的現金	10,798,955,608	11,610,283,300
Refund of taxes	收到的稅費返還	223,570,359	194,966,791
Proceeds from other operating activities	收到其他與經營活動有關的現金	85,268,961	72,429,601
Sub-total of cash inflows from operating activities	經營活動現金流入小計	11,107,794,928	11,877,679,692
Payment for goods and services	購買商品、接受勞務支付的現金	(9,103,484,790)	(9,431,472,817)
Payment to and for employees	支付給職工以及為職工支付的現金	(732,780,713)	(632,342,191)
Payment of various taxes	支付的各項稅費	(152,379,804)	(89,956,178)
Payment for other operating activities	支付其他與經營活動有關的現金	(227,758,106)	(158,680,833)
Sub-total of cash outflows operating activities	經營活動現金流出小計	(10,216,403,413)	(10,312,452,019)
Net cash inflow from operating activities	經營活動產生的現金流量淨額	891,391,515	1,565,227,673
II. Cash flows from investing activities:	二、投資活動產生的現金流量：		
Proceeds from disposal of investments	收回投資收到的現金	197,683,316	1,551,090,666
Investment returns received	取得投資收益收到的現金	122,970,080	69,895,572
Proceeds from disposal of fixed assets	處置固定資產收回的現金淨額	59,389,396	30,820,015
Sub-total of cash inflows from investing activities	投資活動現金流入小計	380,042,792	1,651,806,253
Payment for acquisition of fixed assets, intangible assets and other long-term assets	購建固定資產、無形資產和其他長期資產支付的現金	(252,737,846)	(344,564,626)
Payment for acquisition of investments	投資支付的現金	(1,644,791,386)	(2,511,191,548)
Payment for acquisition of subsidiaries and other operating entities	取得子公司及其他營業單位支付的現金淨額	(141,247,684)	(1,814,087,463)
Sub-total of cash outflows from investing activities	投資活動現金流出小計	(2,038,776,916)	(4,669,843,637)
Net cash outflow from investing activities	投資活動使用的現金流量淨額	(1,658,734,124)	(3,018,037,384)

Statement of Cash Flow

母公司現金流量表

(Expressed in Renminbi "RMB")

(金額單位：人民幣元)

		2023 2023年	2022 2022年
III. Cash flow from financing activities:	三、籌資活動產生的現金流量：		
Proceeds from borrowings	取得借款收到的現金	3,405,000,000	4,731,598,174
Proceeds from other financing activities	收到的其他與籌資活動有關的現金	769,408,104	902,967,307
Sub-total of cash inflows	籌資活動現金流入小計	4,174,408,104	5,634,565,481
Repayments for borrowings	償還債務支付的現金	(2,591,523,043)	(3,713,203,010)
Payment for dividends, profit distributions or interest	分配股利或償付利息支付的現金	(522,682,732)	(347,165,011)
Payment for other financing activities	支付的其他與籌資活動有關的現金	(5,627,849)	(4,300,312)
Sub-total of cash outflows from financing activities	籌資活動現金流出小計	(3,119,833,624)	(4,064,668,333)
Net cash inflow from financing activities	籌資活動產生的現金流量淨額	1,054,574,480	1,569,897,148
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	4,108,488	20,130,486
V. Net increase in cash and cash equivalents	五、現金及現金等價物淨增加額	291,340,359	137,217,923
Add: Cash and cash equivalents at the beginning of the year	加：年初現金及現金等價物餘額	1,580,378,937	1,443,161,014
VI. Cash and cash equivalents at the end of the year	六、年末現金及現金等價物餘額	1,871,719,296	1,580,378,937

The financial statements were approved by the Board of Directors on 28 March 2024.

此財務報表已於2024年3月28日獲董事會批准。

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

Zhuang Dan
莊丹
The person in charge of
accounting affairs
主管會計工作的公司負責人
(Signature and Seal)
(簽名和蓋章)

Jinpei Yang
楊錦培
The head of the
accounting department:
會計機構負責人
(Signature and Seal)
(簽名和蓋章)

(Seal of the Company)
(公司蓋章)

Notes to financial statements set out on pages 143 to 390 form part of these financial statements.

刊載於第143頁至第390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 2023 (Expressed in Renminbi "RMB")

截至二零二三年十二月三十一日止年度(金額單位:人民幣元)

	Note 附註	Attributable to shareholders of the Company								
		歸屬於母公司股東權益								
		Share capital 股本	Capital reserve 資本公積	Treasury shares 減: 庫存股	Less: Other		Surplus reserve 盈餘公積	Retained earnings 未分配利潤	Non-controlling interests Sub-total 小計	Total equity 股東權益合計
comprehensive income 其他綜合收益										
I. Balance at the beginning of the year	一、本年年初餘額	757,905,108	2,938,596,940	33,653,461	17,753,780	674,929,332	5,788,714,185	10,144,245,884	4,392,815,330	14,537,061,214
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	-	-	-	54,472,252	-	1,297,437,793	1,351,910,045	(118,093,058)	1,233,816,987
(II) Capital contributed or reduced by shareholders	(二) 股東投入和減少資本									
1. Equity-settled share-based payments amounted to equity	1. 股份支付計入股東權益的金額									
2. Capital contributed by non-controlling interests	2. 少數股東投入資本									
3. Purchasing non-controlling interests	3. 購買少數股東權益									
4. Cost method to equity method	4. 成本法轉權益法									
5. Others	5. 其他									
(III) Appropriation of profit	(三) 利潤分配									
1. Appropriation for surplus reserve	1. 提取盈餘公積									
2. Distribution to shareholders	2. 對股東的分配									
III. Balance at the end of the year	三、本年年末餘額	757,905,108	3,066,048,015	-	72,226,032	711,564,222	6,699,364,928	11,307,108,305	3,090,389,132	14,397,497,437

The financial statements were approved by the Board of Directors on 28 March 2024.

此財務報表已於2024年3月28日獲董事會批准。

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

Zhuang Dan
莊丹
The person in charge of
accounting affairs
主管會計工作的公司負責人
(Signature and Seal)
(簽名和蓋章)

Jinpei Yang
楊錦培
The head of the
accounting department:
會計機構負責人
(Signature and Seal)
(簽名和蓋章)

(Seal of the Company)
(公司蓋章)

Notes to financial statements set out on pages 143 to 390 form part of these financial statements.

刊載於第143頁至第390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 2022 (Expressed in Renminbi "RMB")

截至二零二二年十二月三十一日止年度(金額單位：人民幣元)

		Attributable to shareholders of the Company 歸屬於母公司股東權益									
		Note 附註	Share capital 股本	Capital reserve 資本公積	Less:		Surplus reserve 盈餘公積	Retained earnings 未分配利潤	Non-controlling interests Sub-total 小計	Total equity 股東權益合計	
					Treasury shares 減：庫存股	Other comprehensive income 其他綜合收益					
I. Balance at the beginning of the year	一、本年年初餘額		757,905,108	3,561,131,050	33,653,461	(13,001,149)	647,934,100	4,861,682,295	9,781,997,943	803,029,574	10,585,027,517
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		-	-	-	30,754,929	-	1,166,998,457	1,197,753,386	(8,304,382)	1,189,449,004
(II) Capital contributed or reduced by shareholders	(二) 股東投入和減少資本										
1. Equity-settled share-based payments amounted to equity	1. 股份支付計入股東權益的金額		-	26,981,448	-	-	-	-	26,981,448	-	26,981,448
2. Business combination not under the same control	2. 非同一控制下企業合併		-	-	-	-	-	-	-	3,521,879,292	3,521,879,292
3. Capital contributed by non-controlling interests	3. 少數股東投入資本		-	(639,999,941)	-	-	-	-	(639,999,941)	129,217,924	(510,782,017)
4. Others	4. 其他		-	(9,515,617)	-	-	-	-	(9,515,617)	(53,007,078)	(62,522,695)
(III) Appropriation of profit	(三) 利潤分配	V.39 五、39									
1. Appropriation for surplus reserve	1. 提取盈餘公積		-	-	-	-	26,995,232	(26,995,232)	-	-	-
2. Distribution to shareholders	2. 對股東的分配		-	-	-	-	-	(212,971,335)	(212,971,335)	-	(212,971,335)
III. Balance at the end of the year	三、本年年末餘額		757,905,108	2,938,596,940	33,653,461	17,753,780	674,929,332	5,788,714,185	10,144,245,884	4,392,815,330	14,537,061,214

The financial statements were approved by the Board of Directors on 28 March 2024. 此財務報表已於2024年3月28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： Jinpei Yang 楊錦培 (Signature and Seal) (簽名和蓋章)	(Seal of the Company) (公司蓋章)
--	--	---	---------------------------------

Notes to financial statements set out on pages 143 to 390 form part of these financial statements.

刊載於第143頁至第390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 2023 (Expressed in Renminbi "RMB")

截至二零二三年十二月三十一日止年度(金額單位：人民幣元)

	Note 附註	Share capital 股本	Capital reserve 資本公積	Less: Treasury shares 減：庫存股	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	757,905,108	3,401,592,547	33,653,461	12,502,610	674,929,332	3,843,569,241	8,656,845,377
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	-	-	-	19,708,948	-	437,172,063	456,881,011
(II) Capital contributed or reduced by shareholders	(二) 股東投入和減少資本							
1. Equity-settled share-based payments amounted to equity	1. 股份支付計入股東權益的金額	-	(32,947,752)	(33,653,461)	-	-	-	705,709
2. Others	2. 其他	-	-	-	-	-	(25,542,770)	(25,542,770)
(III) Appropriation of profit	(三) 利潤分配							
1. Appropriation for surplus reserve	1. 提取盈餘公積	-	-	-	-	36,634,890	(36,634,890)	-
2. Distribution to shareholders	2. 對股東的分配	-	-	-	-	-	(350,152,160)	(350,152,160)
III. Balance at the end of the year	三、本年年末餘額	757,905,108	3,368,644,795	-	32,211,558	711,564,222	3,868,411,484	8,738,737,167

The financial statements were approved by the Board of Directors on 28 March 2024.

此財務報表已於2024年3月28日獲董事會批准。

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

Zhuang Dan
莊丹
The person in charge of
accounting affairs
主管會計工作的公司負責人
(Signature and Seal)
(簽名和蓋章)

Jinpei Yang
楊錦培
The head of the
accounting department:
會計機構負責人
(Signature and Seal)
(簽名和蓋章)

(Seal of the Company)
(公司蓋章)

Notes to financial statements set out on pages 143 to 390 form part of these financial statements.

刊載於第143頁至第390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 2022 (Expressed in Renminbi "RMB")

截至二零二二年十二月三十一日止年度(金額單位：人民幣元)

	Note	Share	Capital	Less:	Other	Surplus	Retained	Total
	附註	capital	reserve	Treasury	comprehensive	reserve	earnings	equity
		股本	資本公積	減：庫存股	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	757,905,108	3,398,652,605	33,653,461	15,436,035	647,934,100	3,350,838,008	8,137,112,395
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	-	-	-	(2,933,425)	-	732,697,800	729,764,375
(II) Capital contributed or reduced by shareholders	(二) 股東投入和減少資本							
1. Equity-settled share-based payments amounted to equity	1. 股份支付計入股東權益的金額	-	2,939,942	-	-	-	-	2,939,942
(III) Appropriation of profit	(三) 利潤分配							
1. Appropriation for surplus reserve	1. 提取盈餘公積	-	-	-	-	26,995,232	(26,995,232)	-
2. Distribution to shareholders	2. 對股東的分配	-	-	-	-	-	(212,971,335)	(212,971,335)
III. Balance at the end of the year	三、本年年末餘額	757,905,108	3,401,592,547	33,653,461	12,502,610	674,929,332	3,843,569,241	8,656,845,377

The financial statements were approved by the Board of Directors on 28 March 2024. 此財務報表已於2024年3月28日獲董事會批准。

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

Zhuang Dan
莊丹
The person in charge of
accounting affairs
主管會計工作的公司負責人
(Signature and Seal)
(簽名和蓋章)

Jinpei Yang
楊錦培
The head of the
accounting department:
會計機構負責人
(Signature and Seal)
(簽名和蓋章)

(Seal of the Company)
(公司蓋章)

Notes to financial statements set out on pages 143 to 390 form part of these financial statements.

刊載於第143頁至第390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 (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 share (at a nominal value of RMB1.00 per share) on the Shanghai Stock Exchange. As of 31 December 2023, 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 (the "Group") are principally engaged in the research, development, production and sale of optical fiber preforms, optical fibers, optical cables optical components and modules and related products. Please see Note VII for related information of the subsidiaries of the Company.

Please see Note VI for related information of the newly acquired 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

The relevant accounting policies for the recognition and measurement of provision for bad and doubtful debts, the measurement of shipped inventory, the depreciation of fixed assets, the amortization of intangible assets, the capitalization conditions of R & D expenses and the recognition and measurement of income of the Group are formulated according to the operating characteristics of relevant businesses of the Group, Specific policies see relevant Note.

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 2023, the consolidated results of operations and results of operations and the consolidated cash flows and cash flows of the Company for the year 2023.

一、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2023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、光器件及模塊及相關產品。本公司子公司的相關信息參見附註七。

本報告期內，本集團新增子公司的情況參見附註六。

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

本集團應收款項壞賬準備的確認和計量、發出存貨的計量、固定資產的折舊、無形資產的攤銷、研發費用的資本化條件以及收入的確認和計量的相關會計政策是根據本集團相關業務經營特點制定的，具體政策參見相關附註。

I、遵循企業會計準則的聲明

本財務報表符合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2023年12月31日的合併財務狀況和財務狀況、2023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。

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)

1. Statement of compliance with the corporate accounting standards (Cont'd)

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 (the "CSRC") in 2023.

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 12 months.

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. 9.

三、公司重要會計政策、會計估計(續)

1、遵循企業會計準則的聲明(續)

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」)2023年修訂的《公開發行證券的公司信息披露編報規則第15號—財務報告的一般規定》有關財務報表及其附註的披露要求。

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。本公司主要業務的營業週期通常小於12個月。

4、記賬本位幣

本公司的記賬本位幣為人民幣，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賬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賬本位幣以外的貨幣作為記賬本位幣，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、9進行了折算。

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)

5. Method for determining importance criteria and selection criteria

Items	項目	Importance criteria 重要性標準
Important accounts receivable with single provision for bad debt allowances	重要的單項計提壞賬準備的應收款項	Allowance for doubtful debts outweigh 1% of the original value of accounts receivable and with an amount outweigh RMB20 million 壞賬準備大於應收賬款原值的1%且金額大於人民幣2000萬元
Important construction in progress	重要的在建工程	The budget amount is outweigh or equal to 10% of the Group's net assets and the amount outweigh RMB100 million 預算金額大於等於集團淨資產的10%且金額大於人民幣1億元
Important joint ventures or associates	重要的合營安排或聯營企業	The book value of long-term equity investments in a single invested entity accounts for more than 10% of the group's net assets and the amount exceeds RMB100 million 對單個被投資單位的長期股權投資賬面價值佔集團淨資產金額的10%以上且金額大於人民幣1億元
Important non wholly-owned subsidiaries	重要的非全資子公司	The net assets of the subsidiary are greater than or equal to 10% of the group's net assets and the amount exceeds RMB100 million 子公司淨資產大於等於集團淨資產的10%且金額大於人民幣1億元

6. Accounting treatment for business combination involving entities under or not under common control

For the transaction that the Group obtains the control over one or more companies (a group of assets or net assets) which constitutes a business, the transaction or matter constitutes a business combination. Business combinations are divided into business combinations involving entities under common control and not under common control.

For business combinations not under common control, the acquirer will consider whether to adopt the simplified judgment method of "concentration test" when judging whether the acquired production and operation activities or the combination of assets constitute a business. If the combination passes the concentration test, it does not constitute a business. If the combination fails the concentration test, the judgment shall be made according to business conditions.

三、公司重要會計政策、會計估計 (續)

5、重要性標準確定方法和選擇依據

Items	項目	Importance criteria 重要性標準
Important accounts receivable with single provision for bad debt allowances	重要的單項計提壞賬準備的應收款項	Allowance for doubtful debts outweigh 1% of the original value of accounts receivable and with an amount outweigh RMB20 million 壞賬準備大於應收賬款原值的1%且金額大於人民幣2000萬元
Important construction in progress	重要的在建工程	The budget amount is outweigh or equal to 10% of the Group's net assets and the amount outweigh RMB100 million 預算金額大於等於集團淨資產的10%且金額大於人民幣1億元
Important joint ventures or associates	重要的合營安排或聯營企業	The book value of long-term equity investments in a single invested entity accounts for more than 10% of the group's net assets and the amount exceeds RMB100 million 對單個被投資單位的長期股權投資賬面價值佔集團淨資產金額的10%以上且金額大於人民幣1億元
Important non wholly-owned subsidiaries	重要的非全資子公司	The net assets of the subsidiary are greater than or equal to 10% of the group's net assets and the amount exceeds RMB100 million 子公司淨資產大於等於集團淨資產的10%且金額大於人民幣1億元

6、同一控制下和非同一控制下企業合併的會計處理方法

本集團取得對另一個或多個企業（或一組資產或淨資產）的控制權且其構成業務的，該交易或事項構成企業合併。企業合併分為同一控制下的企業合併和非同一控制下的企業合併。

對於非同一控制下的交易，購買方在判斷取得的資產組合等是否構成一項業務時，將考慮是否選擇採用「集中度測試」的簡化判斷方式。如果該組合通過集中度測試，則判斷為不構成業務。如果該組合未通過集中度測試，仍應按照業務條件進行判斷。

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)

6. Accounting treatment for business combination involving entities under or not under common control (Cont'd)

If the Group obtains a group of assets or net assets which does not constitute a business, the Group shall allocate the acquisition costs based on the relative fair values of the acquired identifiable assets and liabilities on the acquisition date, rather than account for it with the following accounting treatment methods for business combinations.

Business combinations involving entities not under common control is a business combination in which all of the combining entities are not ultimately controlled by the same party or parties both before and after the business combination. Where (1) the aggregate of the acquisition-date fair value of assets transferred (including the acquirer's previously held equity interest in the acquiree), liabilities incurred or assumed, and equity securities issued by the acquirer, in exchange for control of the acquiree, exceeds (2) the acquirer's interest in the acquisition-date fair value of the acquiree's identifiable net assets, the difference is recognised as goodwill (see Note V.17). If (1) is less than (2), the difference is recognised in profit or loss for the current period. Acquisition-related costs are expensed when incurred. The acquiree's identifiable assets, liabilities and contingent liabilities, if the recognition criteria is met, are recognised by the Group at their acquisition-date fair value. The acquisition date is the date on which the acquirer obtains control of the acquiree.

For a business combination involving entities not under common control and achieved in stages, the Group remeasures its previously-held equity interest in the acquiree to its acquisition-date fair value and recognises any resulting difference between the fair value and the carrying amount as investment income or other comprehensive income for the current period. In addition, any amount recognised in other comprehensive income and other changes in the owners' equity under equity accounting in prior reporting periods relating to the previously-held equity interest that may be reclassified to profit or loss are transferred to investment income at the date of acquisition (see Note III.12(2)(b)); Any previously-held equity interest that is designated as equity investment at fair value through other comprehensive income, the other comprehensive income recognised in prior reporting periods is transferred to retained earnings and surplus reserve at the date of acquisition.

三、公司重要會計政策、會計估計 (續)

6、同一控制下和非同一控制下企業合併的會計處理方法 (續)

當本集團取得了不構成業務的一組資產或淨資產時，應將購買成本按購買日所取得各項可辨認資產、負債的相對公允價值基礎進行分配，不按照以下企業合併的會計處理方法進行處理。

非同一控制下的企業合併

參與合併的各方在合併前後不受同一方或相同的多方最終控制的，為非同一控制下的企業合併。本集團作為購買方，為取得被購買方控制權而付出的資產（包括購買日之前所持有的被購買方的股權）、發生或承擔的負債以及發行的權益性證券在購買日的公允價值之和，減去合併中取得的被購買方可辨認淨資產於購買日公允價值份額的差額，如為正數則確認為商譽（參見附註三、17）；如為負數則計入當期損益。本集團為進行企業合併發生的各項直接費用計入當期損益。本集團在購買日按公允價值確認所取得的被購買方符合確認條件的各項可辨認資產、負債及或有負債。購買日是指購買方實際取得對被購買方控制權的日期。

通過多次交易分步實現非同一控制企業合併時，對於購買日之前持有的被購買方的股權，本集團會按照該股權在購買日的公允價值進行重新計量，公允價值與其賬面價值的差額計入當期投資收益或其他綜合收益。購買日之前持有的被購買方的股權涉及的權益法核算下的以後可重分類進損益的其他綜合收益及其他所有者權益變動（參見附註三、12(2)(b)）於購買日轉入當期投資收益；購買日之前持有的被購買方的股權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的，購買日之前確認的其他綜合收益於購買日轉入留存收益。

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)

7. Preparation for consolidated financial statements

(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.

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.

三、公司重要會計政策、會計估計(續)

7、合併財務報表的編製方法

(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。

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期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。

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. Preparation for consolidated financial statements (Cont'd)

(2) Subsidiaries acquired through a business combination

Where a subsidiary was acquired during the reporting period, through a business combination involving entities not under common control, the identifiable assets and liabilities of the acquired subsidiaries are included in the scope of consolidation from the date that control commences, based on the fair value of those identifiable assets and liabilities at the acquisition date.

(3) 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.

When the Group loses control of a subsidiary through a series of transactions involving the gradual disposal of its long-term equity investments, the followings is considered when determining whether these transactions should be treated as a bundled transaction:

- whether these transactions are entered into simultaneously or in contemplation of each other;
- whether only all these transactions completed successfully as whole can a commercial result be fully realised;
- whether the completion of one transaction is dependent on the completion of at least one other transaction;
- whether a single transaction is not economically feasible individually, but feasible when combined with other transactions.

三、公司重要會計政策、會計估計(續)

7、合併財務報表的編製方法(續)

(2) 合併取得子公司

對於通過非同一控制下企業合併取得的子公司，在編製合併當期財務報表時，以購買日確定的被購買子公司各項可辨認資產、負債的公允價值為基礎自購買日起將被購買子公司納入本公司合併範圍。

(3) 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。

通過多次交易分步處置對子公司長期股權投資直至喪失控制權的，按下述原則判斷是否為一攬子交易：

- 這些交易是同時或者在考慮了彼此影響的情況下訂立的；
- 這些交易整體才能達成一項完整的商業結果；
- 一項交易的發生取決於其他至少一項交易的發生；
- 一項交易單獨考慮時是不經濟的，但是和其他交易一併考慮時是經濟的。

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)

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Cont'd)

7. Preparation for consolidated financial statements (Cont'd)

(3) Disposal of subsidiaries (Cont'd)

If these transactions are not considered a bundled transaction, for those before the loss of control of the subsidiary, apply accounting treatments in accordance with the accounting policy for partial disposal of equity investments in the subsidiary as if the Group still has control over the subsidiary (see Note III.7(4)).

If these transactions are considered a bundled transaction, they will be treated as a single transaction for the disposal of the subsidiary which resulting the loss of control of the subsidiary. The Group recognises the difference between the consideration received and the net carrying amount of the corresponding assets of the subsidiary (calculated continuously from the acquisition date) in other comprehensive income for each transaction prior to the loss of control, and is transferred to profit or loss once the Group ultimately loses control of the subsidiary.

(4) 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.

三、公司重要會計政策、會計估計 (續)

7、合併財務報表的編製方法 (續)

(3) 處置子公司 (續)

如果各項交易不屬於一攬子交易的，則在喪失對子公司控制權以前的各項交易，按照不喪失控制權的情況下部分處置對子公司的股權投資的會計政策進行處理（參見附註三、7(4)）。

如果各項交易屬於一攬子交易的，則將各項交易作為一項處置原有子公司並喪失控制權的交易進行處理，在喪失控制權之前每一次處置價款與處置投資對應的享有該子公司自購買日開始持續計算的淨資產賬面價值的份額之間的差額，在合併財務報表中計入其他綜合收益，在喪失控制權時一併轉入喪失控制權當期的損益。

(4) 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。

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. 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.

9. 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.15). Non-monetary items denominated in foreign currencies that are measured at historical cost are translated using the foreign exchange rate resulting from transactions. Non-monetary items denominated in foreign currencies that are measured at fair value are translated using the spot exchange rate on the date of fair value determination. The resulting exchange difference is recognized as the difference in equity instrument investments measured at fair value through other comprehensive income, and is recognized in other comprehensive income; Other differences are included in the current profit and loss.

三、公司重要會計政策、會計估計 (續)

8、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。

9、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、15)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。以公允價值計量的外幣非貨幣性項目，採用公允價值確定日的即期匯率折算，由此產生的匯兌差額，屬於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的差額，計入其他綜合收益；其他差額計入當期損益。

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)

9. 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.

10. Financial instruments

Financial instruments of the Group comprise of cash and cash equivalent, equity investment except for long-term equity investment (see Note III. 12), receivables, payables, loans, debenture payables 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 is 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. Accounts receivable without a significant financing component or contained in contract over 1 year with a significant financing component is initially measured at the transaction price according to Note III.23.

三、公司重要會計政策、會計估計 (續)

9、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中的外幣財務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，相關的外幣財務報表折算差額自其他綜合收益轉入處置當期損益。

10、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、12) 以外的股權投資、應收款項、應付款項、借款、應付債券及股本等。

(1) 金融資產及金融負債的確認和初始計量

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。

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。對於未包含重大融資成分或不考慮不超過一年的合同中的融資成分的應收賬款，本集團按照根據附註三、23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)

10. 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 by the Group:

- 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)

10、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：以攤餘成本計量的金融資產、以公允價值計量且其變動計入其他綜合收益的金融資產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，分類為以攤餘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)

10. Financial instruments (Cont'd)

(2) Classification and subsequent measurement of financial assets (Cont'd)

(a) Classification of financial assets (Cont'd)

A financial asset 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)

10、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 (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。

除上述以攤餘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餘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)

10. 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)

10、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(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、與特定期末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，除非該金融資產屬於套期關係的一部分。

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)

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Cont'd)

10. 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.

- 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.

三、公司重要會計政策、會計估計(續)

10、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)

- 以攤餘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餘成本計量。以攤餘成本計量且不屬於任何套期關係的一部分的金融資產所產生的利得或損失，在終止確認、重分類、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。

- 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。

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. Financial instruments (Cont'd)

(3) Classification and subsequent measurement of financial liabilities

The Group classifies financial liabilities into financial liabilities measured at 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.

— Financial liabilities at amortised cost

This type of 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.

三、公司重要會計政策、會計估計 (續)

10、金融工具 (續)

(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餘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，除與套期會計有關外，產生的利得或損失 (包括利息費用) 計入當期損益。

- 以攤餘成本計量的金融負債

初始確認後，對於該類金融負債採用實際利率法以攤餘成本計量。

(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；
- 本集團計劃以淨額結算，或同時變現該金融資產和清償該金融負債。

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)

10. Financial instruments (Cont'd)

(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.

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.

The Group derecognizes a financial liability (or part of it) only when the underlying present obligation (or part of it) is discharged.

三、公司重要會計政策、會計估計 (續)

10、金融工具 (續)

(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。

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賬面價值；
- 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。

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）。

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. Financial instruments (Cont'd)

(6) Impairment

The Group recognises loss allowances for expected credit loss (ECL) on:

- financial assets measured at amortised cost;
- Debt investments at FVOCI.

Financial assets held by the Group measured at fair value, including debt investments or equity securities at FVTPL, equity securities designated at FVOCI, are not subject to the ECL assessment.

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).

三、公司重要會計政策、會計估計 (續)

10、金融工具 (續)

(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：

- 以攤餘成本計量的金融資產；
- 以公允價值計量且其變動計入其他綜合收益的債權投資。

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当期損益的債權投資或權益工具投資，指定為以公允價值計量且其變動計入其他綜合收益的權益工具投資。

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。

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. Financial instruments (Cont'd)

(6) Impairment (Cont'd)

Measurement of ECLs (Cont'd)

For accounts receivable formed from daily business activities such as selling goods and providing services, Loss allowances 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, 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.

For accounts receivable, loss provisions are usually measured based on a combination of credit risk characteristics. If the credit risk characteristics of a certain customer are significantly different from those of other customers in the portfolio, or if there is a significant change in the credit risk characteristics of that customer, a provision for losses shall be made for the receivables from that customer on a single basis. For example, when a customer experiences severe financial difficulties and the expected credit loss rate of the receivables from the customer is significantly higher than the expected credit loss rate of the overdue period, a provision for individual losses is made.

- 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)

10、金融工具 (續)

(6) 減值 (續)

預期信用損失的計量 (續)

對於因銷售商品、提供勞務等日常經營活動形成的應收賬款，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：

對於應收賬款，通常按照信用風險特徵組合計量其損失準備。若某一客戶信用風險特徵與組合中其他客戶顯著不同，或該客戶信用風險特徵發生顯著變化，對應收該客戶款項按照單項計提損失準備。例如，當某客戶發生嚴重財務困難，應收該客戶款項的預期信用損失率已顯著高於其所處於逾期區間的預期信用損失率時，對其單項計提損失準備。

- 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)

10. Financial instruments (Cont'd)

(6) Impairment (Cont'd)

Allowance for doubtful debts of accounts receivable

- (a) Classification and determination basis of allowance for doubtful debts of accounts receivable combinations based on credit risk characteristics

Group category:

Group 1: Related parties;

Group 2: Telecommunication network operators in China and other companies with good credit records;

Group 3: Other customers outside of the above groups.

Accounts receivable determined by Group is as follows:

For accounts receivable divided into Group category, based on the Company's historical credit loss experience, combined with current conditions and predictions of future economic conditions, a comparison table between the aging of accounts receivable and the expected credit loss rate for the entire existence period, was prepared to calculate the expected credit loss.

Other receivables

Group category:

Group 1: by ageing group

Group 2: without risk group

Other receivables determined by Group is as follows:

Based on historical credit loss experience, combined with current conditions and predictions of future economic conditions, prepare a comparison table between the aging of other receivables and the expected credit loss rate. Calculate the expected credit loss through default risk exposure and the expected credit loss rate for the next 12 months or the entire existence period.

三、公司重要會計政策、會計估計 (續)

10、金融工具 (續)

(6) 減值 (續)

應收款項的壞賬準備

- (a) 按照信用風險特徵組合計提壞賬準備的組合類別及確定依據

組合類別：

群體1：關聯方；

群體2：中國電信網絡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。

應收賬款確定的組合依據如下：

對於劃分為組合的應收賬款，本公司歷史信用損失經驗，結合當前狀況以及對未來經濟狀況的預測，編製應收賬款賬齡與整個存續期預期信用損失率對照表，計算預期信用損失。

其他應收款

組合類別：

群體1：賬齡組合

群體2：無風險組合

其他應收款確定的組合依據如下：

參考歷史信用損失經驗，結合當前狀況以及對未來經濟狀況的預測，編製其他應收款賬齡與預期信用損失率對照表，通過違約風險敞口和未來12個月內或整個存續期預期信用損失率，計算預期信用損失。

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. Financial instruments (Cont'd)

(6) Impairment (Cont'd)

Other receivables (Cont'd)

- (b) Judgment criteria for individual allowance for doubtful debts of accounts receivable based on individual provision

For bills receivable, accounts receivable, receivables under financing other receivables and contract assets loss provisions are usually measured based on a combination of credit risk characteristics. If the credit risk characteristics of a certain customer are significantly different from those of other customers in the portfolio, or if there is a significant change in the credit risk characteristics of that customer, a provision for losses shall be made for the receivables from that customer on a single basis. For example, when a customer experiences severe financial difficulties and the expected credit loss rate of the receivables from the customer is significantly higher than the expected credit loss rate of the overdue period, a provision for individual losses is made.

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.

三、公司重要會計政策、會計估計 (續)

10、金融工具 (續)

(6) 減值 (續)

其他應收款 (續)

- (b) 按照單項計提壞賬準備的單項計提判斷標準

本集團對於應收票據、應收賬款、應收款項融資、其他應收款和合同資產，通常按照信用風險特徵組合計量其損失準備。若某一對手方信用風險特徵與組合中其他對手方顯著不同，或該對手方信用風險特徵發生顯著變化，對應收該對手方款項按照單項計提損失準備。例如，當某對手方發生嚴重財務困難，應收該對手方款項的預期信用損失率已顯著高於其所處於逾期區間的預期信用損失率時，對其單項計提損失準備。

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，以評估金融工具的信用風險自初始確認後是否已顯著增加。

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)

10. Financial instruments (Cont'd)

(6) Impairment (Cont'd)

Significant increases in credit risk (Cont'd)

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.

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 30 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 30 days past due.

三、公司重要會計政策、會計估計 (續)

10、金融工具 (續)

(6) 減值 (續)

信用風險顯著增加 (續)

在確定信用風險自初始確認後是否顯著增加時，本集團考慮無須付出不必要的額外成本或努力即可獲得的合理且有依據的信息，包括前瞻性信息。本集團考慮的信息包括：

- 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。

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，例如逾期信息和信用風險評級。

通常情況下，如果逾期超過30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30天，但信用風險自初始確認以來並未顯著增加。

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)

10. Financial instruments (Cont'd)

(6) Impairment (Cont'd)

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.

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 Group recognises its loss provision in other comprehensive income and does not offset against the carrying amount of financial assets.

三、公司重要會計政策、會計估計(續)

10、金融工具(續)

(6) 減值(續)

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餘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信息：

- 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。

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。對於以攤餘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賬面價值；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賬面價值。

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)

10. Financial instruments (Cont'd)

(6) Impairment (Cont'd)

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 recognised in shareholders' equity. Consideration and transaction costs paid by the Company for repurchasing self-issued equity instruments are deducted from shareholders' equity.

When the Company repurchases its own shares, those shares are treated as treasury shares. All expenditure relating to the repurchase is recorded in the cost of the treasury shares, with the transaction recording in the share register. Treasury shares are presented as a deduction under shareholders' equity in the balance sheet.

When treasury shares are cancelled, the share capital should be reduced to the extent of the total par value of the treasury shares cancelled. Where the cost of the treasury shares cancelled exceeds the total par value, the excess is deducted from capital reserve (share premium), surplus reserve and retained earnings sequentially. If the cost of treasury shares cancelled is less than the total par value, the difference is credited to the capital reserve (share premium).

When treasury shares are disposed of, any excess of proceeds above cost is recognised in capital reserve (share premium); otherwise, the shortfall is deducted against capital reserve (share premium), surplus reserve and retained earnings sequentially.

三、公司重要會計政策、會計估計 (續)

10、金融工具 (續)

(6) 減值 (續)

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賬面餘額。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。回購本公司權益工具支付的對價和交易費用，減少股東權益。

回購本公司股份時，回購的股份作為庫存股管理，回購股份的全部支出轉為庫存股成本，同時進行備查登記。庫存股在資產負債表中作為股東權益的備抵項目列示。

庫存股註銷時，按註銷股票面值總額減少股本，庫存股成本超過面值總額的部分，應依次沖減資本公積（股本溢價）、盈餘公積和未分配利潤；庫存股成本低於面值總額的，低於面值總額的部分增加資本公積（股本溢價）。

庫存股轉讓時，轉讓收入高於庫存股成本的部分，增加資本公積（股本溢價）；低於庫存股成本的部分，依次沖減資本公積（股本溢價）、盈餘公積、未分配利潤。

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)

II. Inventories

(1) *Classification and cost of inventories*

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.

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.

三、公司重要會計政策、會計估計(續)

II、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週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。

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。

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)

II. Inventories (Cont'd)

(4) Inventory system

The Group maintains a perpetual inventory system.

(5) Conditions for the recognition of provision for impairment of inventories and the methods of provisioning

The Group examines inventories at the end of each period, and the relating provisions and adjustments are the lower of the cost of inventories and the net realisable value of inventories. In terms of goods in inventory for direct sale (including finished goods and materials for sale), the net realisable value is the estimated selling price less the estimated selling and distribution expenses and related tax payables. In terms of material in inventory pending to be processed, the net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated selling and distribution expenses and related tax payables. For inventory held under sales or service contracts, the net realisable value is based on the contractual price to the extent that the amount specified in the contract, and the excess portion of inventory is measured based on the average selling price.

Provision for impairment of inventories are recognised by item, except for those in large quantities and of low unit price, where provisions are recognised by class. For inventories related to products manufactured and sold in one region, with the same or similar use or purpose, and difficult to measure separately from other items, impairment provisions are recognised on a consolidated basis.

If the circumstances that caused the write-downs no longer exist, the amount of the write-down should be reversed. The reversal is recognised in the profit or loss and does not exceed the amount that has been written down.

三、公司重要會計政策、會計估計(續)

II、存貨(續)

(4) 存貨的盤存制度

本集團存貨盤存制度為永續盤存制。

(5) 存貨跌價準備的確認標準和計提方法

期末對存貨進行全面清查後，按存貨的成本與可變現淨值孰低提取或調整存貨跌價準備。產成品、庫存商品和用於出售的材料等直接用於出售的商品存貨，在正常生產經營過程中，以該存貨的估計售價減去估計的銷售費用和相關稅費後的金額，確定其可變現淨值；需要經過加工的材料存貨，在正常生產經營過程中，以所生產的產成品的估計售價減去至完工時估計將要發生的成本、估計的銷售費用和相關稅費後的金額，確定其可變現淨值；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，若持有存貨的數量多於銷售合同訂購數量的，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。

期末按照單個存貨項目計提存貨跌價準備；但對於數量繁多、單價較低的存貨，按照存貨類別計提存貨跌價準備；與在同一地區生產和銷售的產品系列相關、具有相同或類似最終用途或目的，且難以與其他項目分開計量的存貨，則合併計提存貨跌價準備。

以前減記存貨價值的影響因素已經消失的，減記的金額予以恢復，並在原已計提的存貨跌價準備金額內轉回，轉回的金額計入當期損益。

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)

12. 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.

(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.19.

三、公司重要會計政策、會計估計(續)

12. 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。

(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、19。

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. Long-term equity investments (Cont'd)

(2) Subsequent measurement of long-term equity investment (Cont'd)

(a) Investments in subsidiaries (Cont'd)

In the Group's consolidated financial statements, investments in subsidiaries are accounted for in accordance with the policies described in Note III.7.

(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.12(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.12(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.

The specific accounting treatment of the Group 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)

12. 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)

(a) 對子公司的投資 (續)

在本集團合併財務報表中，對子公司按附註三、7進行處理。

(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、12(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、12(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)

12. 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)

12. 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)

12. 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.19.

(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)

12. 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、19。

(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)

13. 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.14.

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.

(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, Unless the fixed assets meet the conditions for holding for sale.

三、公司重要會計政策、會計估計 (續)

13、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、14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。

(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，除非固定資產符合持有待售的條件。

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. Fixed assets (Cont'd)

(2) Depreciation method for fixed assets (Cont'd)

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(%)
Land, buildings and structures	土地、房屋及建築物	10 – 50 years 10–50年	0%、10%	1.80% – 10.00%
Machinery equipment	機器設備	3 – 20 years 3–20年	0%、5%、10%	4.50% – 33.33%
Office equipment and other equipment	辦公設備及其他設備	4 – 10 years 4–10年	0%、5%、10%	9.00% – 25.00%
Transportation equipment	運輸工具	4 – 15 years 4–15年	10%	6.00% – 22.50%
Operating lease rental buildings and structures	經營租賃租出的房屋及建築物	10 – 20 years 10–20年	10%	4.50% – 9.00%
Operating lease rental machinery equipment	經營租賃租出的機器設備	15 years 15年	0%	6.67%

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.19.

(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)

13、固定資產(續)

(2) 固定資產的折舊方法(續)

各類固定資產的使用壽命、殘值率和年折舊率分別為：

Type	類別	Useful life (year) 使用壽命(年)	Residual value rate (%) 殘值率(%)	Annual depreciation rate (%) 年折舊率(%)
Land, buildings and structures	土地、房屋及建築物	10 – 50 years 10–50年	0%、10%	1.80% – 10.00%
Machinery equipment	機器設備	3 – 20 years 3–20年	0%、5%、10%	4.50% – 33.33%
Office equipment and other equipment	辦公設備及其他設備	4 – 10 years 4–10年	0%、5%、10%	9.00% – 25.00%
Transportation equipment	運輸工具	4 – 15 years 4–15年	10%	6.00% – 22.50%
Operating lease rental buildings and structures	經營租賃租出的房屋及建築物	10 – 20 years 10–20年	10%	4.50% – 9.00%
Operating lease rental machinery equipment	經營租賃租出的機器設備	15 years 15年	0%	6.67%

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、19。

(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)

14. 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.15), 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.

Conditions and timing of construction in progress to be transferred to fixed assets:

Class 類別	Timing 時點	Conditions 標準
Plant & buildings 房屋及建築物	Becoming available for their intended use 達到預期可使用狀態	(1) The main and supporting constructions have been substantially completed; (2) Supervising authorities have completed the on-site acceptance examination and determined the building has reached the conditions for its intended use; (3) If a construction becomes available for its intended use but the underlying final account hasn't been settled, starting from the date of the construction is available for its intended use, the estimated value of the actual cost of the construction is transferred into fixed assets. (1) 主體建築工程及配套工程已實質上完工；(2) 相關部門完成現場驗收，具備使用條件；(3) 建設工程達到預定可使用狀態但尚未辦理竣工決算的，自達到預定可使用狀態之日起，根據工程實際造價按預估值轉入固定資產。
Machinery & equipment 機器設備	Becoming available for their intended use 達到預期可使用狀態	(1) For a set of equipment, when it can independently produce products that meet quality standards, and is independent of other devices or processes, and has received a trial operation report from the appropriate authorities; (2) For connected equipment, when it is able to run successful trial operations, and produce products that meet quality standards in a regular basis, and has received a trial operation report from the appropriate authorities; (3) for equipment supporting connected equipment, when the connected equipment is completed as a whole and is available for its intended use; (4) The equipment has been accepted by relevant asset manager and users. (1) 單套設備能夠單獨投料運行，且獨立於其他裝置或流程產出合格產品的，相關部門出具試運行報告；(2) 聯合設備能夠聯合試運行成功，正常生產出合格產品，相關部門出具試運行報告；(3) 配套設備以聯合裝置整體完成，達到預定可使用狀態時點；(4) 設備經過相關資產管理人員和使用人員驗收。

Construction in progress is stated in the balance sheet at cost less provision for impairment (see Note III.19).

三、公司重要會計政策、會計估計 (續)

14、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、15)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。

各類在建工程結轉為固定資產的標準和時點分別：

在建工程以成本減減值準備(參見附註三、19)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)

15. 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.

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.

三、公司重要會計政策、會計估計 (續)

15、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。

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。

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)

15. Borrowing costs (Cont'd)

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.

16. 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.19). 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.

The respective amortization periods for such intangible assets are as follows:

Item	項目	Amortization period (year) 攤銷年限(年)
Land use rights	土地使用權	20 years、50 years and note 20年、50年及註
Patents	專利權	8-20 year 8-20年
Unpatented technology	非專利技術	2-20 year 2-20年
Customer relationship	客戶關係	10 year 10年
Trademark rights	商標權	10 year 10年

Note: The amortization periods for land use rights of Broadex Technologies Company Limited ("BDX") are 45 years and 4 months.

Useful lives, estimated residual values and amortization methods of intangible assets are reviewed at least each year-end.

三、公司重要會計政策、會計估計(續)

15、借款費用(續)

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。

16、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、19)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，除非該無形資產符合持有待售的條件。

各項無形資產的攤銷年限為：

註：本集團子公司博創科技股份有限公司(「博創科技」)土地使用權攤銷年限為45年4個月。

本集團至少在每年年度終了對使用壽命有限的無形資產的使用壽命及攤銷方法進行覆核。

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. Intangible assets (Cont'd)

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.19). Other development expenditures are recognized as expenses in the period in which they are incurred.

For the external sales of products or by-products produced during the research and development process, the Company recognized the relevant income and costs separately in the current period's profit and loss according to the provisions of Accounting Standards for Business Enterprises No. 14 – Revenue and Accounting Standards for Business Enterprises No. 1 – Inventory.

17. Goodwill

The initial cost of goodwill formed by business combination not under the same control is the difference when the combination cost was higher than the fair value of the acquiree's identifiable net assets.

No amortization is provided for the goodwill. Goodwill are stated in the balance sheet at cost less impairment losses (see Note III.19). Goodwill shall be transferred out to profit or loss when the relevant asset group or asset group combination is disposed.

三、公司重要會計政策、會計估計 (續)

16、無形資產 (續)

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、19）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。

企業對於研發過程中產出的產品或副產品對外銷售，按照《企業會計準則第14號－收入》、《企業會計準則第1號－存貨》等規定，對相關的收入和成本分別進行會計處理，計入當期損益。

17、商譽

因非同一控制下企業合併形成的商譽，其初始成本是合併成本大於合併中取得的被購買方可辨認淨資產公允價值份額的差額。

本集團對商譽不攤銷，以成本減累計減值準備（參見附註三、19）在資產負債表內列示。商譽在其相關資產組或資產組組合處置時予以轉出，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)

18. Long-term deferred expenses

The Group recognizes expenses that have occurred and have a benefit period of more than one year as long-term deferred expenses. Long-term deferred expenses are presented on the balance sheet at cost less accumulated amortization and impairment provisions.

Long-term deferred expenses are amortized in equal installments over the period that it enjoys benefits. Amortization periods for expenditures are as follows:

Item	項目	Amortization period 攤銷期限
Operating lease rental improvement expenditure	租賃資產改良支出	3 – 5 years 3 – 5年

19. 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
- Right-of-use assets
- Intangible assets
- Long-term equity investment
- Goodwill
- Long-term deferred expenses
- Other non-current assets, etc.

三、公司重要會計政策、會計估計 (續)

18、長期待攤費用

本集團將已發生且受益期在一年以上的各項費用確認為長期待攤費用。長期待攤費用以成本減累計攤銷及減值準備在資產負債表內列示。

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：

19、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
- 使用權資產
- 無形資產
- 長期股權投資
- 商譽
- 長期待攤費用
- 其他非流動資產等

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. Impairment of assets other than inventories and financial assets (Cont'd)

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 Group allocates the book value of goodwill according to the situation that the relevant asset group or asset group combination can benefit from the synergy effect of business combination, and conducts impairment test of goodwill on this basis.

The recoverable amount of an asset, asset group or set of asset groups is the higher of its fair value (see Note III.20) 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.

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.

三、公司重要會計政策、會計估計 (續)

19、除存貨及金融資產外的其他資產減值 (續)

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，於每年年度終了對商譽及使用壽命不確定的無形資產估計其可收回金額。本集團依據相關資產組或者資產組組合能夠從企業合併的協同效應中的受益情況分攤商譽賬面價值，並在此基礎上進行商譽減值測試。

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、20）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。

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 and 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，先抵減分攤至該資產組或者資產組組合中商譽的賬面價值，再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。

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. 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.

21. 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)

20、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。

21、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)

22. 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

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. If the equity instruments granted do not vest until the completion of services for a period, or until the achievement of a specified performance condition, the Group recognises an amount at each balance sheet date during the vesting period based on the best estimate of the number of equity instruments expected to vest according to the newly obtained subsequent information of the changes of the number of the employees expected to vest the equity instruments. The Group measures the services received at the grant-date fair value of the equity instruments and recognises the costs or expenses as the services are received, 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.

三、公司重要會計政策、會計估計(續)

22、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) 實施股份支付計劃的相關會計處理

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。對於授予後完成等待期內的服務或達到規定業績條件才可行權的股份支付交易，本集團在等待期內的每個資產負債表日，根據最新取得的可行權職工人數變動等後續信息對可行權權益工具數量作出最佳估計，以此基礎按照權益工具授予日的公允價值，將當期取得的服務計入相關成本或費用，並相應計入資本公積。

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劃作為權益結算的股份支付處理。

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)

22. Share-based payments (Cont'd)

(3) Revision and termination of share-based payment plan

If the revision leads to increase in the fair value of the equity instruments granted, the Group should recognize the increase of the services obtained according to the increase in the fair value of the equity instruments. If the revision leads to increase in the number of the equity instruments granted, the Group should recognize the fair value of the increased equity instruments as increase of the services obtained. If the Group changes the vesting conditions in a mode favourable to the employees, the Group should take into account the vesting conditions after change in dealing with the vesting conditions.

If the revision leads to decrease in the fair value of the equity instruments granted, the Group should continue to recognize the amount of the services obtained based on the fair value of the equity instruments on the date of grant, without considering the decrease in the fair value of the equity instruments. If the revision leads to decrease in the number of equity instruments, the Group should regard the decrease as cancellation of the equity instruments granted. If the Group changes the vesting conditions in a mode unfavourable to the employees, the Group may not consider the vesting conditions after change in dealing with the vesting conditions.

If the Group cancels or settles the equity instruments granted in the vesting period (except for cancellation due to failure to meet vesting conditions), the Group should speed up dealing with the exercisable right based on the cancellation or settlement and immediately recognize the amount to be recognized in the remaining vesting period.

三、公司重要會計政策、會計估計(續)

22、股份支付(續)

(3) 修改、終止股份支付計劃

如果修改增加了所授予的權益工具的公允價值，本集團按照權益工具公允價值的增加相應地確認取得服務的增加；如果修改增加了所授予的權益工具的數量，本集團將增加的權益工具的公允價值相應地確認為取得服務的增加；如果本集團按照有利於職工的方式修改可行權條件，本集團在處理可行權條件時，考慮修改後的可行權條件。

如果修改減少了授予的權益工具的公允價值，本集團繼續以權益工具在授予日的公允價值為基礎，確認取得服務的金額，而不考慮權益工具公允價值的減少；如果修改減少了授予的權益工具的數量，本集團將減少部分作為已授予的權益工具的取消來進行處理；如果以不利於職工的方式修改了可行權條件，在處理可行權條件時，不考慮修改後的可行權條件。

如果本集團在等待期內取消了所授予的權益工具或結算了所授予的權益工具(因未滿足可行權條件而被取消的除外)，則將取消或結算作為加速可行權處理，立即確認原本在剩餘等待期內確認的金額。

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)

III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Cont'd)

23. 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.

Performance obligation is the Group's commitment to transfer distinct goods to customers as specified in related contracts. The goods promised by the Group to customers that meet both conditions simultaneously are distinct goods: –(i) customers can benefit from the goods or from the use of the goods, or benefit from use of the goods together with other readily available resources; – (ii) the Group's obligation to transfer the goods to the customer is separable from other obligations in the contract.

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 stand-alone selling price refers to the price at which the group separately sells goods or provides services to customers. If the stand-alone selling price cannot be directly observed, the group will comprehensively consider all the relevant information that can be reasonably obtained and use the observable input value to estimate the stand-alone selling price to the maximum extent.

For contracts with quality assurance clauses, the Group analyzes the nature of the quality assurance provided by the contracts. If the quality assurance provides a separate service in addition to guaranteeing the customers that the goods sold meet the established standards, the Group will take it as a single performance obligation. Otherwise, the group shall conduct accounting treatment in accordance with the accounting standards for Business Enterprises No. 13 – contingencies.

三、公司重要會計政策、會計估計 (續)

23、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。

履約義務，是指合同中本集團向客戶轉讓可明確區分商品的承諾。本集團向客戶承諾的商品同時滿足下列條件的，作為可明確區分商品：一是客戶能夠從該商品本身或從該商品與其他易於獲得資源一起使用中受益；二是本集團向客戶轉讓該商品的承諾與合同中其他承諾可單獨區分。

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。單獨售價，是指本集團向客戶單獨銷售商品或提供服務的價格。單獨售價無法直接觀察的，本集團綜合考慮能夠合理取得的全部相關信息，並最大限度地採用可觀察的輸入值估計單獨售價。

附有質量保證條款的合同，本集團對其所提供的質量保證的性質進行分析，如果質量保證在向客戶保證所銷售的商品符合既定標準之外提供了一項單獨服務，本集團將其作為單項履約義務。否則，本集團按照《企業會計準則第13號—或有事項》的規定進行會計處理。

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)

23. 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)

23、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。合同中存在重大融資成分的，本集團按照假定客戶在取得商品或服務控制權時即以現金支付的應付金額確定交易價格。該交易價格與合同對價之間的差額，在合同期間內採用實際利率法攤銷。合同開始日，本集團預計客戶取得商品或服務控制權與客戶支付價款間隔不超過一年的，不考慮合同中存在的重大融資成分。

滿足下列條件之一時，本集團屬於在某一時段內履行履約義務，否則，屬於在某一時點履行履約義務：

- 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)

23. 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.

The Group determines whether it is a principal or an agent, depending on whether it obtains control of the specified good or service before that good or service is transferred to a customer. The Group is a principal if it controls the specified good or service before that good or service is transferred to a customer, and recognises revenue in the gross amount of consideration to which it has received (or receivable). Otherwise, the Group is an agent, and recognises revenue in the amount of any fee or commission to which it expects to be entitled. The fee or commission is the net amount of consideration that the Group retains after paying the other party the consideration, or is the established amount or proportion.

三、公司重要會計政策、會計估計 (續)

23、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。

本集團根據在向客戶轉讓商品或服務前是否擁有對該商品或服務的控制權，來判斷本集團從事交易時的身份是主要責任人還是代理人。本集團在向客戶轉讓商品或服務前能夠控制該商品或服務的，本集團為主要責任人，按照已收或應收對價總額確認收入；否則，本集團為代理人，按照預期有權收取的佣金或手續費的金額確認收入，該金額按照已收或應收對價總額扣除應支付給其他相關方的價款後的淨額，或者按照既定的佣金金額或比例等確定。

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)

23. Revenue (Cont'd)

For a change in the scope or price of a contract that is approved by the parties to the contract, the Group accounts for the contract modification according to the following situations:

- The addition of promised goods or services are distinct and the price of the contract increases by an amount of consideration reflects stand-alone selling prices of the additional promised goods or services, the Group shall account for a contract modification as a separate contract;
- If the above criteria are not met, and the remaining goods or services are distinct from the goods or services transferred on the date of the contract modification, the Group accounts for the contract modification as if it were a termination of the existing contract and the creation of a new contract;
- If the above criteria are not met, and the remaining goods or services are not distinct from the goods or services transferred on the date of the contract modification, the Group accounts for the contract modification as if it were a part of the existing contract. The effect that the contract modification has on the revenue is recognized as an adjustment to revenue in the reporting period.

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.10 (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.

三、公司重要會計政策、會計估計 (續)

23、收入 (續)

對於經合同各方批准的對原合同範圍或價格作出的變更，本集團區分下列情形對合同變更分別進行會計處理：

- 合同變更增加了可明確區分的商品及合同價款，且新增合同價款反映了新增商品單獨售價的，將該合同變更部分作為一份單獨的合同進行會計處理；
- 合同變更不屬於上述情形，且在合同變更日已轉讓的商品或已提供的服務與未轉讓的商品或未提供的服務之間可明確區分的，視為原合同終止，同時，將原合同未履約部分與合同變更部分合併為新合同進行會計處理；
- 合同變更不屬於上述情形，即在合同變更日已轉讓的商品或已提供的服務與未轉讓的商品或未提供的服務之間不可明確區分的，將該合同變更部分作為原合同的組成部分進行會計處理，由此產生的對已確認收入的影響，在合同變更日調整當期收入。

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、10(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。

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. Revenue (Cont'd)

Specific accounting policies which related to the Group's main activities to generate revenue are described below:

(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 optical components and modules 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 optical components and modules 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.

三、公司重要會計政策、會計估計 (續)

23、收入 (續)

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：

(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、光器件及模塊及相關產品的銷售。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、光器件及模塊及相關產品。本集團根據合同，在貨物離岸報關，取得提單或客戶簽收單後，客戶取得貨物控制權，本集團確認銷售商品收入。

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)

23. Revenue (Cont'd)

(2) Engineering construction of system integration

For engineering construction, the customer can control the asset which is created by the Group's performance. The Group satisfies a performance obligation over time and recognises revenue over time by measuring the progress towards complete satisfaction of that performance obligation, unless the outcome of that performance obligation cannot be measured reasonably. The outcome of that performance obligation for services provided is recognized under input method. 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. When the contract costs cannot be recovered, these costs shall be recognised as contract expense promptly when incurred and no contract revenue may be recognised. If total contract costs is likely to exceed total contract revenue, expected contract loss is classified as accrued liabilities and recognized as cost for the current period.

Contract costs are either the costs to fulfil a contract with a customer or the costs of obtaining a contract with a customer. Costs for providing engineering construction services are recognized as the costs to fulfil a contract. When the Company recognized the revenue, the contract performance cost is carried forward to the cost of main business according to the completed progress.

(3) 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)

23、收入(續)

(2) 系統集成工程建設

對於工程建設，由於客戶能夠控制本集團履約過程中在建的商品，本集團將其作為某一時段內履行的履約義務，根據履約進度在一段時間內確認收入，履約進度不能合理確定的除外。本集團按照投入法確定提供服務的履約進度。對於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。合同成本不能收回的，在發生時立即確認為合同費用，不確認合同收入。如果合同總成本很可能超過合同總收入，則形成合同預計損失，計入預計負債，並確認為當期成本。

合同成本包括合同履約成本和合同取得成本。本集團為提供工程建設服務而發生的成本，確認為合同履約成本。本集團在確認收入時，按照已完工的進度將合同履約成本結轉計入主營業務成本。

(3) 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)

24. Contract costs

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)

24、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。

合同取得成本確認的資產和合同履約成本確認的資產(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。合同取得成本確認的資產攤銷期限不超過一年的，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)

24. Contract costs (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.

25. 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)

24、合同成本 (續)

當與合同成本有關的資產的賬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。

25、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)

25. 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.

26. 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)

25、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。

26、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)

26. 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.

27. 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.

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.

三、公司重要會計政策、會計估計(續)

26、政府補助(續)

本集團取得的、用於購建或以其他方式形成長期資產的政府補助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其他收益或營業外收入。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，計入其他收益或營業外收入；如果用於補償本集團已發生的相關成本費用或損失的，則直接計入其他收益或營業外收入。

27、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，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。

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，包括能夠結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。

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)

27. Income tax (Cont'd)

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)

27、所得稅 (續)

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。商譽的初始確認導致的暫時性差異也不產生相關的遞延所得稅。

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)

28. Lease

At inception of a contract, an entity shall assess whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

To assess whether a contract conveys the right to control the use of an identified asset for a period of time, the Group shall assess:

- the contract involves the use of identified assets. An asset is typically identified by being explicitly specified in a contract. However, an asset can also be identified by being implicitly specified at the time that the asset is made available for use by the customer and it is physically distinct. A capacity or other portion of an asset that is not physically distinct is not an identified asset, unless it represents substantially all of the capacity of the asset and thereby provides the customer with the right to obtain substantially all of the economic benefits from use of the asset. If the supplier has the substantive right to substitute the asset throughout the period of use, the asset can't be treated as identified asset;
- the lessee has the right to obtain substantially all of the economic benefits from use of the identified asset throughout the period of use;
- the lessee has the right to direct the use of the identified asset throughout the period of use.

For a contract that is, or contains, a lease, an entity shall account for each lease component within the contract as a lease separately from non-lease components of the contract. As for land and building lease which the Group as lessee, the Group elect not to separate non-lease components from lease components, and instead account for each lease component and any associated non-lease components as a single lease component. For a contract that contains a lease component and one or more additional lease or non-lease components, a lessee shall allocate the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components. A lessor shall allocate the consideration in the contract applying Note III. 23.

三、公司重要會計政策、會計估計 (續)

28、租賃

在合同開始日，本集團評估合同是否為租賃或者包含租賃。如果合同中一方讓渡了在一定期間內控制一項或多項已識別資產使用的權利以換取對價，則該合同為租賃或者包含租賃。

為確定合同是否讓渡了在一定期間內控制已識別資產使用的權利，本集團進行如下評估：

- 合同是否涉及已識別資產的使用。已識別資產可能由合同明確指定或在資產可供客戶使用時隱性指定，並且該資產在物理上可區分，或者如果資產的某部分產能或其他部分在物理上不可區分但實質上代表了該資產的全部產能，從而使客戶獲得因使用該資產所產生的幾乎全部經濟利益。如果資產的供應方在整個使用期間擁有對該資產的實質性替換權，則該資產不屬於已識別資產；
- 承租人是否有權獲得在使用期間內因使用已識別資產所產生的幾乎全部經濟利益；
- 承租人是否有權在該使用期間主導已識別資產的使用。

合同中同時包含多項單獨租賃的，承租人和出租人將合同予以分拆，並分別各項單獨租賃進行會計處理。合同中同時包含租賃和非租賃部分的，承租人和出租人將租賃和非租賃部分進行分拆。但是，對本集團作為承租人的土地和建築物租賃，本集團選擇不分拆合同包含的租賃和非租賃部分，並將各租賃部分及與其相關的非租賃部分合併為租賃。在分拆合同包含的租賃和非租賃部分時，承租人按照各租賃部分單獨價格及非租賃部分的單獨價格之和的相對比例分攤合同對價。出租人按附註三、23所述會計政策中關於交易價格分攤的規定分攤合同對價。

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. Lease (Cont'd)

(1) As a lessee

At the commencement date, the Group shall recognise a right-of-use asset and a lease liability and measure the right-of-use asset at cost. The cost of the right-of-use asset shall comprise the amount of the initial measurement of the lease liability, any lease payments made at or before the commencement date (less any lease incentives received), any initial direct costs incurred by the Group and an estimate of costs to be incurred by the Group in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

The Group depreciates the right-of-use asset on a straight-line basis. If the lease transfers ownership of the underlying asset to the lessee by the end of the lease term, the Group shall depreciate the lease asset from the commencement date to the end of the useful life of the lease asset. Otherwise, the Group shall depreciate the lease asset from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The right-of-use asset shall recognise impairment allowances according to Note III.19.

At the commencement date, a lessee shall measure the lease liability at the present value of the lease payments that are not paid at that date. The lease payments shall be discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, the Group shall use the Group's incremental borrowing rate.

The Group calculate interest on the lease liability over the lease term at a constant periodic rate and shall recognise in profit or loss or include in the cost of related asset. Variable lease payments not included in the measurement of the lease liability in the period in which the event or condition that triggers those payments occurs shall be recognised in profit or loss or be included in the cost of related asset.

三、公司重要會計政策、會計估計(續)

28、租賃(續)

(1) 本集團作為承租人

在租賃期開始日，本集團對租賃確認使用權資產和租賃負債。使用權資產按照成本進行初始計量，包括租賃負債的初始計量金額、在租賃期開始日或之前支付的租賃付款額（扣除已享受的租賃激勵相關金額），發生的初始直接費用以及為拆卸及移除租賃資產、復原租賃資產所在場地或將租賃資產恢復至租賃條款約定狀態預計將發生的成本。

本集團使用直線法對使用權資產計提折舊。對能夠合理確定租賃期屆滿時取得租賃資產所有權的，本集團在租賃資產剩餘使用壽命內計提折舊。否則，租賃資產在租賃期與租賃資產剩餘使用壽命兩者孰短的期間內計提折舊。使用權資產按附註三、19所述的會計政策計提減值準備。

租賃負債按照租賃期開始日尚未支付的租賃付款額的現值進行初始計量，折現率為租賃內含利率。無法確定租賃內含利率的，採用本集團增量借款利率作為折現率。

本集團按照固定的週期性利率計算租賃負債在租賃期內各期間的利息費用，並計入當期損益或相關資產成本。未納入租賃負債計量的可變租賃付款額在實際發生時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)

28. Lease (Cont'd)

(1) As a lessee (Cont'd)

After the commencement date, the Group shall remeasure the lease liability by discounting the revised lease payments, if either:

- there is a change in the amounts expected to be payable under a residual value guarantee;
- there is a change in an index or a rate used to determine lease payments;
- there is a change in the assessment of an option to purchase the underlying asset, an option to extend the lease and an option to terminate the lease or a difference between actual execution and original assessment of an option to extend the lease and an option to terminate the lease.

The Group shall recognise the amount of the remeasurement of the lease liability as an adjustment to the right-of-use asset. If the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Group shall recognise any remaining amount of the remeasurement in profit or loss.

The Group elects not to recognise right-of-use asset and lease liability for short-term leases (A lease that has a lease term of 12 months or less) and leases for which the underlying asset is of low value and recognise the lease payments associated with those leases as an expense or cost of related asset on a straight-line basis over the lease term.

三、公司重要會計政策、會計估計 (續)

28、租賃 (續)

(1) 本集團作為承租人 (續)

租賃期開始日後，發生下列情形的，本集團按照變動後租賃付款額的現值重新計量租賃負債：

- 根據擔保餘值預計的應付金額發生變動；
- 用於確定租賃付款額的指數或比率發生變動；
- 本集團對購買選擇權、續租選擇權或終止租賃選擇權的評估結果發生變化，或續租選擇權或終止租賃選擇權的實際行使情況與原評估結果不一致。

在對租賃負債進行重新計量時，本集團相應調整使用權資產的賬面價值。使用權資產的賬面價值已調減至零，但租賃負債仍需進一步調減的，本集團將剩餘金額計入當期損益。

本集團已選擇對短期租賃（租賃期不超過12個月的租賃）和低價值資產租賃不確認使用權資產和租賃負債，並將相關的租賃付款額在租賃期內各個期間按照直線法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)

28. Lease (Cont'd)

(2) As a lessor

At the commencement date of the lease, The Group shall classify each of its leases as either an operating lease or a finance 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 ownership of the asset is eventually transferred or not. An operating lease is a lease other than a finance lease.

When the Group is an intermediate lessor, the sublease shall be classified by reference to the right-of-use asset arising from the head lease, rather than by reference to the underlying asset. If the head lease is a short-term lease that the Group, as a lessee, has accounted for applying above simplification of the short-term lease, the sublease shall be classified as an operating lease.

The Group shall recognise lease payments from operating leases as lease income on a straight-line basis. The Group shall add initial direct costs incurred in obtaining an operating lease to the carrying amount of the lease asset and recognise those costs as an expense over the lease term on the same basis as the lease income. Variable lease payments not included in lease payments in the period in which the event or condition that triggers those payments occurs shall be recognised in profit or loss.

29. 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.

三、公司重要會計政策、會計估計 (續)

28、租賃 (續)

(2) 本集團作為出租人

在租賃開始日，本集團將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租賃資產所有權有關的幾乎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。

本集團作為轉租出租人時，基於原租賃產生的使用權資產，而不是原租賃的標的資產，對轉租賃進行分類。如果原租賃為短期租賃且本集團選擇對原租賃應用上述短期租賃的簡化處理，本集團將該轉租賃分類為經營租賃。

經營租賃的租賃收款額在租賃期內按直線法確認為租金收入。本集團將其發生的與經營租賃有關的初始直接費用予以資本化，在租賃期內按照與租金收入確認相同的基礎進行分攤，分期計入當期損益。未計入租賃收款額的可變租賃付款額在實際發生時計入當期損益。

29、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。

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. 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.

31. 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.

三、公司重要會計政策、會計估計 (續)

30、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。

31、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。

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)

32. 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, 13 and 16) and impairment of various types of assets (see notes V.4, 7, 8, 10,13, 14,16 and 17 and note XVI.2 and 4), other key sources of estimation uncertainty are as follows:

- (i) Note V.18 – Confirmation of deferred tax assets;
- (ii) Note IX – Fair value measurements of financial instruments; and
- (iii) Note XI – Share-based payment.

(2) Major judgments

The important judgments made by the Group in the application of accounting policies are as follows:

- (i) to Note III, 10(5) Note V.3 and Note V.5 Termination of Recognition of Financial assets and Financial liabilities and Bills receivable and Receivables under financing;
- (ii) Note V.11 and Note V.12 – Other financial instruments such as equity investments and equity pledge loans are classified as financial assets, financial liabilities, or equity instruments; and
- (iii) Note VII.1(1) and 3(1) - Disclosure of significant judgments and assumptions regarding control, joint control, or significant impact on other entities.

三、公司重要會計政策、會計估計(續)

32、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、13和16)和各類資產減值(參見附註五、4、7、8、10、13、14、16和17以及附註十六、2和4)涉及的會計估計外，其他主要的會計估計如下：

- (i) 附註五、18—遞延所得稅資產的確認；
- (ii) 附註九—金融工具公允價值估值；及
- (iii) 附註十一—股份支付。

(2) 主要會計判斷

本集團在運用會計政策過程中做出的重要判斷如下：

- (i) 附註三、10(5)、附註五、3和附註五、5金融資產和金融負債的終止確認、應收票據和應收款項融資；
- (ii) 注五、11和附註五、12—股權投資及股權質押借款等其他金融工具劃分為金融資產、金融負債或權益工具；及
- (iii) 附註七、1(1)和3(1)—披露對其他主體實施控制、共同控制或重大影響的重大判斷和假設。

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)

33. Changes of major accounting policies

(1) Content and reasons for changes in accounting policies

The Group implemented the relevant provisions and guidelines of the Accounting Standards for Business Enterprises issued by the Ministry of Finance in recent years in 2023, mainly including:

- CAS No.25 – Insurance Contracts (Cai Kuai [2020] No.20) (“the new insurance contracts standard”) and related implementation guidance that replaced CAS No.25 – Direct Insurance Contracts and CAS No.26 – Reinsurance Contracts issued in 2006, as well as the Provisions on the Relevant Accounting Treatment for Insurance Contracts (Cai Kuai [2009] No. 15) issued in 2009;
- “Accounting for the deferred tax related to assets and liabilities arising from a single transaction which is not applicable to initial recognition exemption” in CAS Bulletin No.16 (Cai Kuai [2022] No.31);

The adoption of above policy does not have significant effect on the financial position and financial performance of the Group.

三、公司重要會計政策、會計估計 (續)

33、主要會計政策的變更

(1) 會計政策變更的內容及原因

本集團於2023年度執行了財政部於近年頒佈的企業會計準則相關規定及指引，主要包括：

- 《企業會計準則第25號－保險合同》(財會[2020]20號)(「新保險合同準則」)及相關實施問答中新保險合同準則取代了2006年印發的《企業會計準則第25號－原保險合同》和《企業會計準則第26號——再保險合同》，以及2009年印發的《保險合同相關會計處理規定》(財會[2009]15號)；
- 《企業會計準則解釋第16號》(財會[2022]31號)(「解釋第16號」)中「關於單項交易產生的資產和負債相關的遞延所得稅不適用初始確認豁免的會計處理規定」的規定；

採用上述規定未對本集團的財務狀況及經營成果產生重大影響。

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)

IV. TAXATION

1. Main type of taxes and corresponding tax rates

Tax type 稅種	Tax basis 計稅依據	Tax rates 稅率
Value added tax 增值稅	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. 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%、9%、13%
Enterprise income tax 企業所得稅	Calculated according to taxable income 按應納稅所得額計徵	Note (註)

Note: The income tax rates applicable to the Company and subsidiaries located in Mainland China for the year are 25% (2022: 25%). The statutory tax rate of the subsidiaries established by the Company in Hong Kong for the year is 16.5% (2022: 16.5%). The statutory tax rate for the subsidiaries of the Company established in other countries range from 9% to 34% for the year (2022: 17%-34%).

註：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%（2022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%（2022年：16.5%）。本公司於其他國家及地區設立的子公司本年度的法定稅率為9%至34%（2022年：17%至34%）。

2. Tax incentives

According to the High-tech Enterprise Certificate No. GR202042002069 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 1 December 2020 to 1 December 2023, 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. According to the newly issued High-tech Enterprise Certificate No. GR202342002827, the Company continued to 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 from 14 November 2023 to 14 November 2026. Therefore, the Company enjoyed a preferential tax rate of 15% for the year.

四、稅項

1、主要稅種及稅率

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GR202042002069號高新技術企業證書，自2020年12月1日至2023年12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；本年度新核發第GR202342002827號高新技術企業證書，自2023年11月14日至2026年11月14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，本公司本年度按優惠稅率15%執行。

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. GR202142001875 issued by Hubei Provincial Department of Science and Technology, Hubei Provincial Department of Finance, and Hubei Provincial Tax Service, State Taxation Administration, 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 15 November 2021 to 15 November 2024.

According to the High-tech Enterprise Certificate No. GR202162000094 issued by Gansu Provincial Department of Science and Technology, Gansu Provincial Department of Finance, and Gansu Provincial Tax Service, State Taxation Administration, Yangtze Optical Fibre and Cable Lanzhou Co., Ltd., a subsidiary of the Company, was entitled to High Tech Enterprise qualification and enjoyed a preferential tax rate of 15% from 16 September 2021 to 16 September 2024.

According to the High-tech Enterprise Certificate No. GR202042000356 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 enjoyed the preferential tax rate of 15% from 1 December 2020 to 1 December 2023. According to the newly issued High-tech Enterprise Certificate No. GR202342002604, Yangtze Optical Fibre (Qianjiang) Co., Ltd., a subsidiary of the Company, continued to 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 from 26 October 2023 to 26 October 2026.

According to the High-tech Enterprise Certificate No. GR202042001383 issued by Hubei Provincial Department of Science and Technology, Hubei Provincial Department of Finance, and Hubei Provincial Tax Service, State Taxation Administration, Hubei Flying Optical Fibre Material Co., Ltd., a subsidiary of the Company, was entitled to High Tech Enterprise qualification and enjoyed a preferential tax rate of 15% from 1 December 2020 to 1 December 2023. According to the newly issued High-tech Enterprise Certificate No. GR202342000569, Hubei Flying Optical Fibre Material Co., Ltd., a subsidiary of the Company, continued to 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 from 16 October 2023 to 16 October 2026.

四、稅項

2、稅收優惠(續)

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GR202142001875號高新技術企業證書，自2021年11月15日至2024年11月15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。

根據甘肅省科學技術廳、甘肅省財政廳和國家稅務總局甘肅省稅務局核發的第GR202162000094號高新技術企業證書，自2021年9月16日至2024年9月16日，本公司的子公司長飛光纖光纜蘭州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GR202042000356號高新技術企業證書，自2020年12月1日至2023年12月1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%的稅收優惠稅率及研發費用加計扣除的稅收優惠。本年度新核發第GR202342002604號高新技術企業證書，自2023年10月26日至2026年10月26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GR202042001383號高新技術企業證書，自2020年12月1日至2023年12月1日，本公司的子公司湖北飛菱光纖材料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。本年度新核發第GR202342000569號高新技術企業證書，自2023年10月16日至2026年10月16日，本公司的子公司湖北飛菱光纖材料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)

IV. TAXATION (Cont'd)

2. Tax incentives (Cont'd)

According to the High-tech Enterprise Certificate No. GR202142003106 issued by Hubei Provincial Department of Science and Technology, Hubei Provincial Department of Finance, and Hubei Provincial Tax Service, State Taxation Administration, Yangtze Gas Qianjiang Company Limited., a subsidiary of the Company, was entitled to High Tech Enterprise qualification and enjoyed a preferential tax rate of 15% from 1 December 2021 to 1 December 2024.

According to the High-tech Enterprise Certificate No. GR202242000976 issued by Hubei Provincial Department of Science and Technology, Hubei Provincial Department of Finance, and Hubei Provincial Tax Service, State Taxation Administration, Polytech Qianjiang Company Limited., a subsidiary of the Company, was entitled to High Tech Enterprise qualification and enjoyed a preferential tax rate of 15% from 1 December 2022 to 1 December 2025.

According to the High-tech Enterprise Certificate No. GR202133007123 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 16 December 2021 to 16 December 2024.

According to the High-tech Enterprise Certificate No. GR202051001520 issued by Sichuan Science and Technology Department, Sichuan Provincial Department of Finance, Sichuan Provincial Tax Service, State Taxation Administration, Sunstar Communication Technology Company Limited, a subsidiary of the Company, was entitled to High Tech Enterprise qualification, and enjoyed the preferential tax rate of 15% from 11 September 2020 to 11 September 2023. According to the newly issued High-tech Enterprise Certificate No. GR202351001128, Sunstar Communication Technology Company Limited, a subsidiary of the Company, continued to 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 from 16 October 2023 to 16 October 2026.

四、稅項(續)

2、稅收優惠(續)

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GR202142003106號高新技術企業證書，自2021年12月1日至2024年12月1日，本公司的子公司長飛氣體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GR202242000976號高新技術企業證書，自2022年12月1日至2025年12月1日，本公司的子公司普利技術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GR202133007123號高新技術企業證書，自2021年12月16日至2024年12月16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。

根據四川省科學技術廳、四川省財政廳、國家稅務總局四川省稅務局核發的第GR202051001520號高新技術企業證書，自2020年9月11日至2023年9月11日，本公司的子公司四川光恒通信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。本年度新核發第GR202351001128號高新技術企業證書，自2023年10月16日至2026年10月16日，本公司的子公司四川光恒通信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。

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. GR202251003732 issued by Sichuan Science and Technology Department, Sichuan Provincial Department of Finance, Sichuan Provincial Tax Service, State Taxation Administration from 2 November 2022 to 2 November 2025, a subsidiary of the Company, Finetop Science & Technology Company Limited, was entitled to High Tech Enterprise qualification, and enjoyed the preferential tax rate of 15%.

According to the High-tech Enterprise Certificate No. GR202242003230 issued by the Hubei Provincial Department of Science and Technology, the Hubei Provincial Department of Finance and the Hubei Provincial Taxation Bureau of the State Administration of Taxation, from 9 November 2022 to 9 November 2025, the Company's subsidiary, Yangtze (Wuhan) Optical Systems Co., Ltd., enjoys the qualification of high-tech enterprise and enjoys a preferential tax rate of 15%.

According to the High-tech Enterprise Certificate No. GR202121000452 issued by the Department of Science and Technology of Liaoning Province, the Department of Finance of Liaoning Province and the Liaoning Provincial Taxation Bureau of the State Administration of Taxation, from 24 September 2021 to 24 September 2024, the Company's subsidiary, Yangtze Optical Fibre and Cable Shenyang Co., Ltd., enjoys the qualification of high-tech enterprise and enjoys a preferential tax rate of 15%.

According to the High-tech Enterprise Certificate No. GR202112002942 issued by Tianjin Municipal Science and Technology Bureau, Tianjin Finance Bureau and the Tianjin Municipal Tax Service, State Taxation Administration from 3 December 2021 to 3 December 2024, a subsidiary of the Company, Yangtze Optical Fibre and Cable (Tianjin) Company Limited., enjoys the qualification of high-tech enterprise and enjoys a preferential tax of 15%.

四、稅項(續)

2、稅收優惠(續)

根據四川省科學技術廳、四川省財政廳、國家稅務總局四川省稅務局核發的第GR202251003732號高新技術企業證書，自2022年11月2日至2025年11月2日本公司的子公司四川飛普科技有限公司繼續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、國家稅務總局湖北省稅務局核發的第GR202242003230號高新技術企業證書，自2022年11月9日至2025年11月9日，本公司的子公司長飛(武漢)光系統股份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。

根據遼寧省科學技術廳、遼寧省財政廳、國家稅務總局遼寧省稅務局核發的第GR202121000452號高新技術企業證書，自2021年9月24日至2024年9月24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。

根據天津市科學技術局、天津市財政局、國家稅務總局天津市稅務局核發的第GR202112002942號高新技術企業證書，自2021年12月3日至2024年12月3日，本公司的子公司長飛光纖光纜(天津)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)

IV. TAXATION (Cont'd)

2. Tax incentives (Cont'd)

According to the High-tech Enterprise Certificate No. GR202032002730 issued by Jiangsu Municipal Science and Technology Bureau, Jiangsu Finance Bureau and the Jiangsu Municipal Tax Service, State Taxation Administration from 2 December 2020 to 1 December 2023, Yangtze Optical Cable (Suzhou) Company Limited. (Formerly named as Yangtze Zhongli Optical Cable (Jiangsu) Co., Ltd), a subsidiary of the Company, enjoys the qualification of high-tech enterprise and enjoys a preferential tax of 15%. According to the newly issued High-tech Enterprise Certificate No. GR202332001816, Yangtze Optical Cable (Suzhou) Company Limited., a subsidiary of the Company, continued to 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 from 6 November 2023 to 6 November 2026.

According to the High-tech Enterprise Certificate No. GR202033006705 issued by Zhejiang Municipal Science and Technology Bureau, Zhejiang Finance Bureau and the Anhui Municipal Tax Service, State Taxation Administration from 1 December 2020 to 1 December 2023, Broadex Technologies Company Limited, a subsidiary of the Company, enjoys the qualification of high-tech enterprise and enjoys a preferential tax of 15%. According to the newly issued High-tech Enterprise Certificate No. GR202333009634, Broadex Technologies Company Limited, a subsidiary of the Company, continued to be entitled to High Tech Enterprise qualification, and enjoyed a preferential tax rate of 15% from 8 December 2023 to 8 December 2026.

According to 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], Chengdu Rongbo Communication Technology Company Limited, a subsidiary of the Company, is an enterprise under the preferred industry set up in the western region, which was entitled to preferential tax rate of 15% for the year.

According to the High-tech Enterprise Certificate No. GR202342008441 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 8 December 2023 to 8 December 2026, Everfoton Technologies Corporation Limited, a subsidiary of the Company, enjoys the qualification of high-tech enterprise and enjoys a preferential tax of 15%.

四、稅項(續)

2、稅收優惠(續)

根據江蘇省科學技術廳、江蘇省財政廳、國家稅務總局江蘇省稅務局核發的第GR202032002730號高新技術企業證書，自2020年12月2日至2023年12月1日，本公司的子公司長飛光電線纜(蘇州)有限公司(原名：江蘇長飛中利光纖光纜有限公司)享有高新技術企業資格，並享受15%的稅收優惠稅率。本年度新核發第GR202332001816號高新技術企業證書，自2023年11月6日至2026年11月6日，本公司的子公司長飛光電線纜(蘇州)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局、浙江省財政廳、國家稅務總局浙江省稅務局核發的第GR202033006705號高新技術企業證書，自2020年12月1日至2023年12月1日，本公司的子公司博創科技股份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。本年度新核發的第GR202333009634號高新技術企業證書，自2023年12月8日至自2026年12月8日，本公司的子公司博創科技股份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《關於深入西部大開發戰略有關稅收政策問題的通知》(財稅(2011) 58號)，本公司的子公司成都蓉博通信技術有限公司屬於設在西部地區的鼓勵類產業企業，本年減按15%的稅率計繳企業所得稅。

根據湖北省科學技術廳、湖北省財政廳、國家稅務總局湖北省稅務局核發的第GR202342008441號高新技術企業證書，自2023年12月8日至自2026年12月8日，本公司的子公司長飛光坊(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。

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

1. Cash at bank and on hand

1、貨幣資金

Item	項目	31 December 2023 2023年 12月31日	31 December 2022 2022年 12月31日
Cash on hand	庫存現金	1,360,309	1,844,599
Cash at bank	銀行存款	3,890,437,121	4,318,032,722
Other monetary assets	其他貨幣資金	4,039,144	4,016,568
Total	合計	3,895,836,574	4,323,893,889
Including: total overseas deposits	其中：存放在境外的款項總額	613,088,711	714,067,120

As at 31 December 2023, the funds deposited with restrictions of the Group were RMB121,278,791, which was mainly bills receivables and guarantee deposit. (31 December 2022: RMB112,820,632)

於2023年12月31日，本集團限制性存款為人民幣121,278,791元，主要為票據及保函保證金。(2022年12月31日：人民幣112,820,632元)。

2. Financial assets/liabilities held for trading

2、交易性金融資產

Item	項目	31 December 2023 2023年 12月31日	31 December 2022 2022年 12月31日
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	198,875,977	372,729,586
Equity instrument investments	權益工具投資	849,335,416	975,217,708
Total	合計	1,048,211,393	1,347,947,294

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)

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Cont'd)

3. Bills receivable

(1) Classification of bills receivable

Item	項目	31 December 2023 2023年 12月31日	31 December 2022 2022年 12月31日
Bank acceptance bills	銀行承兌匯票	584,932,712	552,898,889
Commercial acceptance bills	商業承兌匯票	141,403,950	145,723,395
Sub-total	小計	726,336,662	698,622,284
Less: allowance for doubtful debts	減：壞賬準備	—	—
Total	合計	726,336,662	698,622,284

The aforementioned bills were due within one year.

(2) Bills receivable pledged at the end of the year:

As at 31 December 2023, the Group's bills receivable pledged was nil (31 December 2022: RMB1,698,200).

(3) Bills receivable endorsed or discounted at the end of the year and undue at the balance sheet date:

五、合併財務報表項目註釋(續)

3、應收票據

(1) 應收票據分類

Item	項目	31 December 2023 2023年 12月31日	31 December 2022 2022年 12月31日
Bank acceptance bills	銀行承兌匯票	584,932,712	552,898,889
Commercial acceptance bills	商業承兌匯票	141,403,950	145,723,395
Sub-total	小計	726,336,662	698,622,284
Less: allowance for doubtful debts	減：壞賬準備	—	—
Total	合計	726,336,662	698,622,284

上述應收票據均為一年內到期。

(2) 年末本集團已質押的應收票據：

於2023年12月31日，本集團無已質押的應收票據(2022年12月31日：人民幣1,698,200元)。

(3) 年末本集團已背書或貼現且在資產負債表日尚未到期的應收票據：

Item	種類	31 December 2023 2023年 12月31日	31 December 2022 2022年 12月31日
Bank acceptance bills	銀行承兌匯票	117,457,557	225,524,209
Commercial acceptance bills	商業承兌匯票	8,339,900	2,347,118
Total	合計	125,797,457	227,871,327

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. Bills receivable (Cont'd)

(3) Bills receivable endorsed or discounted at the end of the year and undue at the balance sheet date: (Cont'd)

As at 31 December 2023, the Group continued to recognize discounted bills and endorsed bills of RMB32,444,036 and RMB93,353,421 respectively (31 December 2022: RMB183,940,408 and RMB43,930,919). 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 2023, the carrying amounts of the bills settled by the discounted and endorsed bills that continue to be recognized were RMB32,444,036 and RMB93,353,421 respectively (31 December 2022: RMB183,940,408 and RMB43,930,919). The Board believed that there is no significant difference in the fair value of the transferred assets and related liabilities.

4. Accounts receivable

(1) Analysis of accounts receivable by the type of customers:

Type by customer	客戶類別	31 December 2023 2023年 12月31日	31 December 2022 2022年 12月31日
Due from related parties	應收關聯公司	255,628,005	336,656,173
Due from third parties	應收第三方客戶	5,451,281,614	5,132,591,642
Sub-total	小計	5,706,909,619	5,469,247,815
Less: allowance for doubtful debts	減：壞賬準備	509,860,980	434,011,425
Total	合計	5,197,048,639	5,035,236,390

五. 合併財務報表項目註釋 (續)

3. 應收票據 (續)

(3) 年末本集團已背書或貼現且在資產負債表日尚未到期的應收票據：(續)

於2023年12月31日，本集團繼續確認的已貼現票據和已背書票據的賬面金額分別為人民幣32,444,036元和人民幣93,353,421元(2022年12月31日：人民幣183,940,408元和人民幣43,930,919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、轉讓或質押給其他第三方。於2023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賬面金額分別為人民幣32,444,036元和人民幣93,353,421元(2022年12月31日：人民幣183,940,408元和人民幣43,930,919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。

4. 應收賬款

(1) 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)

4. Accounts receivable (Cont'd)

(2) Ageing analysis of accounts receivable:

Ageing	賬齡	31 December 2023 2023年12月31日	31 December 2022 2022年12月31日
Within 1 year (1 year inclusive)	1年以內(含1年)	4,910,383,313	4,389,345,571
1-2 years (2 years inclusive)	1年至2年(含2年)	420,842,972	667,272,705
2-3 years (3 years inclusive)	2年至3年(含3年)	152,341,503	215,250,518
Over 3 years	3年以上	223,341,831	197,379,021
Sub-total	小計	5,706,909,619	5,469,247,815
Less: allowance for doubtful debts	減：壞賬準備	509,860,980	434,011,425
Total	合計	5,197,048,639	5,035,236,390

The ageing of accounts receivable is calculated from the date of recognition.

賬齡自應收賬款確認日起開始計算。

(3) Accounts receivable by provision method

(3) 應收賬款按壞賬準備計提方法分類披露

Type	類別	31 December 2023 2023年12月31日					31 December 2022 2022年12月31日				
		Book value		Allowance for doubtful debts		Carrying	Book value		Allowance for doubtful debts		Carrying
		Amount	Proportion (%)	Amount	Proportion (%)		Amount	Proportion (%)	Amount	Proportion (%)	
Individually assessed for impairment	按單項計提壞賬準備										
- customers which credit losses incurred	- 已經發生信用損失的客戶群體	57,843,060	1.01%	57,843,060	100.00%	-					
Collectively assessed for impairment by group	按組合計提壞賬準備										
- Group 1	- 群體1	255,628,005	4.48%	1,134,073	0.44%	254,493,932	336,656,173	6.15%	4,245,715	1.26%	332,410,458
- Group 2	- 群體2	1,958,040,076	34.31%	148,509,425	7.58%	1,809,530,651	1,763,694,977	32.25%	155,549,913	8.82%	1,608,145,064
- Group 3	- 群體3	3,435,398,478	60.20%	302,374,422	8.80%	3,133,024,056	3,316,855,229	60.65%	222,174,361	6.70%	3,094,680,868
Total	合計	5,706,909,619	100.00%	509,860,980	8.93%	5,197,048,639	5,469,247,815	100.00%	434,011,425	7.94%	5,035,236,390

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. Accounts receivable (Cont'd)

(3) Accounts receivable by provision method (Cont'd)

(a) Standard and explanation of making doubtful debts provisions by group in 2023

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: Telecommunication network operators in China and other companies with good credit records;
- Group 3: Other customers outside of the above groups.

(b) Expected credit loss assessment for accounts receivable:

The management measures loss allowances for accounts receivable 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)

4. 應收賬款 (續)

(3) 應收賬款按壞賬準備計提方法分類披露 (續)

(a) 2023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：中國電信網絡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。

(b) 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，並以逾期天數與預期信用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信息計算減值準備。

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)

4. Accounts receivable (Cont'd)

(3) Accounts receivable by provision method (Cont'd)

(b) Expected credit loss assessment for accounts receivable:
(Cont'd)

31 December 2023

Customer group 1	客戶群體1	Expected credit loss rate 預期信用損失率	Book value at the end of the year 年末賬面餘額	Allowance for doubtful debts at the end of the year 年末減值準備
No overdue and overdue within 1 year (1 year inclusive)	未逾期及逾期1年以內 (含1年)	0.29%	249,392,422	723,242
Overdue 1-2 years (2 years inclusive)	逾期1 - 2年 (含2年)	5.64%	6,143,113	346,472
Overdue 2-3 years (3 years inclusive)	逾期2 - 3年 (含3年)	37.12%	44,706	16,595
Overdue over 3 years	逾期3年以上	100.00%	47,764	47,764
Total	合計		255,628,005	1,134,073

五. 合併財務報表項目註釋 (續)

4. 應收賬款 (續)

(3) 應收賬款按壞賬準備計提方法分類披露 (續)

(b) 應收賬款預期信用損失的評估：(續)

2023年12月31日

Customer group 2	客戶群體2	Expected credit loss rate 預期信用損失率	Book value at the end of the year 年末賬面餘額	Allowance for doubtful debts at the end of the year 年末減值準備
No overdue and overdue within 1 year (1 year inclusive)	未逾期及逾期1年以內 (含1年)	1.07%	1,695,231,304	18,068,127
Overdue 1-2 years (2 years inclusive)	逾期1 - 2年 (含2年)	17.06%	141,739,946	24,180,835
Overdue 2-3 years (3 years inclusive)	逾期2 - 3年 (含3年)	55.84%	33,533,430	18,725,067
Overdue over 3 years	逾期3年以上	100.00%	87,535,396	87,535,396
Total	合計		1,958,040,076	148,509,425

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. Accounts receivable (Cont'd)

(3) Accounts receivable by provision method (Cont'd)

(b) Expected credit loss assessment for accounts receivable:
(Cont'd)

Customer group 3	客戶群體3	Expected credit loss rate 預期信用損失率	Book value at the end of the year 年末賬面餘額	Allowance for doubtful debts at the end of the year 年末減值準備
No overdue and overdue within 1 year (1 year inclusive)	未逾期及逾期1年以內 (含1年)	2.52%	2,951,647,370	74,278,145
Overdue 1-2 years (2 years inclusive)	逾期1-2年 (含2年)	20.40%	253,603,074	51,735,027
Overdue 2-3 years (3 years inclusive)	逾期2-3年 (含3年)	52.40%	112,997,446	59,210,662
Overdue over 3 years	逾期3年以上	100.00%	117,150,588	117,150,588
Total	合計		3,435,398,478	302,374,422

31 December 2022

2022年12月31日

Customer group 1	客戶群體1	Expected credit loss rate 預期信用損失率	Book value at the end of the year 年末賬面餘額	Allowance for doubtful debts at the end of the year 年末減值準備
No overdue and overdue within 1 year (1 year inclusive)	未逾期及逾期1年以內 (含1年)	0.24%	305,264,001	734,098
Overdue 1-2 years (2 years inclusive)	逾期1-2年 (含2年)	6.37%	24,378,142	1,552,888
Overdue 2-3 years (3 years inclusive)	逾期2-3年 (含3年)	27.44%	6,967,063	1,911,762
Overdue over 3 years	逾期3年以上	100.00%	46,967	46,967
Total	合計		336,656,173	4,245,715

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. Accounts receivable (Cont'd)

(3) Accounts receivable by provision method (Cont'd)

(b) Expected credit loss assessment for accounts receivable:
(Cont'd)

Customer group 2	客戶群體2	Expected credit loss rate 預期信用損失率	Book value at the end of the year 年末賬面餘額	Allowance for doubtful debts at the end of the year 年末減值準備
No overdue and overdue within 1 year (1 year inclusive)	未逾期及逾期1年以內 (含1年)	1.19%	1,509,445,065	17,962,396
Overdue 1-2 years (2 years inclusive)	逾期1-2年(含2年)	18.12%	122,240,014	22,149,891
Overdue 2-3 years (3 years inclusive)	逾期2-3年(含3年)	55.62%	37,341,758	20,769,486
Overdue over 3 years	逾期3年以上	100.00%	94,668,140	94,668,140
Total	合計		1,763,694,977	155,549,913

Customer group 3	客戶群體3	Expected credit loss rate 預期信用損失率	Book value at the end of the year 年末賬面餘額	Allowance for doubtful debts at the end of the year 年末減值準備
No overdue and overdue within 1 year (1 year inclusive)	未逾期及逾期1年以內 (含1年)	2.28%	2,956,862,565	67,492,813
Overdue 1-2 years (2 years inclusive)	逾期1-2年(含2年)	19.23%	209,330,060	40,254,171
Overdue 2-3 years (3 years inclusive)	逾期2-3年(含3年)	56.71%	83,703,457	47,468,230
Overdue over 3 years	逾期3年以上	100.00%	66,959,147	66,959,147
Total	合計		3,316,855,229	222,174,361

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.

預期信用損失率基於過去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。

五. 合併財務報表項目註釋 (續)

4. 應收賬款 (續)

(3) 應收賬款按壞賬準備計提方法分類披露 (續)

(b) 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)

4. Accounts receivable (Cont'd)

(4) Changes of allowance for doubtful debts:

		31 December 2023 2023年 12月31日	31 December 2022 2022年 12月31日
Balance at the beginning of the year	年初餘額	434,011,425	255,077,716
Addition during the year	本年計提	124,704,793	144,762,598
Reversal during the year	本年轉回	(15,086,801)	(19,539,863)
Written-off during the year	本年核銷	(32,916,533)	(387,511)
Increase by business combination not under common control	非同一控制下企業合併增加	-	54,098,485
Disposal of subsidiaries	處置子公司	(851,904)	-
Balance at the end of the year	年末餘額	509,860,980	434,011,425

(5) Five largest accounts receivable by debtors at the end of the year

As at 31 December 2023 the subtotal of five largest accounts receivables of the Group is RMB1,683,169,408 (31 December 2022: RMB1,597,352,410), representing 29.49%(31 December 2022: 29.21%) of the total balance of accounts receivable. The corresponding allowance for doubtful debts is RMB63,675,623 (31 December 2022: RMB75,090,674).

五. 合併財務報表項目註釋 (續)

4. 應收賬款 (續)

(4) 壞賬準備的變動情況：

		31 December 2023 2023年 12月31日	31 December 2022 2022年 12月31日
Balance at the beginning of the year	年初餘額	434,011,425	255,077,716
Addition during the year	本年計提	124,704,793	144,762,598
Reversal during the year	本年轉回	(15,086,801)	(19,539,863)
Written-off during the year	本年核銷	(32,916,533)	(387,511)
Increase by business combination not under common control	非同一控制下企業合併增加	-	54,098,485
Disposal of subsidiaries	處置子公司	(851,904)	-
Balance at the end of the year	年末餘額	509,860,980	434,011,425

(5) 按欠款方歸集的年末餘額前五名的應收賬款情況

截至2023年12月31日，本集團餘額前五名的應收賬款合計為人民幣1,683,169,408元（2022年12月31日：人民幣1,597,352,410元），佔應收賬款年末餘額合計數的29.49%（2022年12月31日：29.21%），相應計提的壞賬準備年末餘額合計為人民幣63,675,623元（2022年12月31日：人民幣75,090,674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) (續)

5. Receivables under financing

Item	項目	31 December 2023 2023年 12月31日	31 December 2022 2022年 12月31日
Bills receivables	應收票據	141,157,180	133,861,169

There is no change in fair value of receivables under financing of the Group in 2023. The accumulated impairment losses recognized in other comprehensive income is zero.

Receivables under financing endorsed or discounted at the end of the year and undue at the balance sheet date:

Item	項目	31 December 2023 2023年 12月31日	31 December 2022 2022年 12月31日
Bank acceptance bills	銀行承兌匯票	865,244,516	845,160,887

In 2023, 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 2023. The carrying amounts of undue bills receivable that have been discounted and derecognized on 31 December 2023 are RMB635,675,241 (31 December 2022: RMB549,131,483). As at 31 December 2023 the carrying amounts of undue bills receivable that have been endorsed and derecognized are RMB229,569,275 (31 December 2022: RMB296,029,404). As at 31 December 2023, the remaining period of the derecognized bills was 1 to 11 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.

五、合併財務報表項目註釋 (續)

5、應收款項融資

2023年本集團應收款項融資公允價值無變化，累計在其他綜合收益中確認的損失準備為零。

年末本集團已背書或貼現且在資產負債表日尚未到期的應收款項融資：

於2023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2023年12月31日將其終止確認。於2023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635,675,241元（2022年12月31日：人民幣549,131,483元）。於2023年12月31日，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229,569,275元（2022年12月31日：人民幣296,029,404元）。於2023年12月31日，終止確認票據剩餘期限為1至11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，因此本集團繼續涉入已背書或已貼現的票據。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。

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. Receivables under financing (Cont'd)

Due to the recourse rights of the bearer, the Group continued to be involved in the derecognition of the bills and the continued exposure to the maximum risk exposure resulting in the loss of the Group amounted to its full amount.

6. Prepayments

(1) Prepayments by category:

Item	項目	31 December 2023 2023年 12月31日	31 December 2022 2022年 12月31日
Due to related parties	預付關聯方	1,236,444	302,508
Due to third parties	預付第三方	123,937,371	188,414,275
Total	合計	125,173,815	188,716,783

As at 31 December 2023, the balance of prepayments were mainly for purchasing goods.

於2023年12月31日，預付款項餘額主要為預付貨款。

(2) Ageing analysis of prepayments:

Ageing	賬齡	31 December 2023 2023年12月31日		31 December 2022 2022年12月31日	
		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)	102,496,144	81.88%	158,298,877	83.88%
1 to 2 years (2 years inclusive)	1至2年(含2年)	18,155,544	14.50%	24,002,395	12.72%
2 to 3 years (3 years inclusive)	2至3年(含3年)	2,903,311	2.32%	3,827,319	2.03%
Over 3 years	3年以上	1,618,816	1.29%	2,588,192	1.37%
Total	合計	125,173,815	100.00%	188,716,783	100.00%

The ageing of prepayments 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 by prepaid item as at the end of the year

The group's top five year-end balances in advances totaled RMB44,121,627 (31 December 2022: RMB32,899,877), representing 35.25% of the total year-end balance of prepayments (31 December 2022: 17.43%).

(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44,121,627元(2022年12月31日：人民幣32,899,877元)，佔預付款項年末餘額合計數的35.25%(2022年12月31日：17.43%)。

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)

7. Other receivables

7、其他應收款

		Note	31 December 2023 2023年 12月31日	31 December 2022 2022年 12月31日
Dividends receivable	應收股利	(1)	–	57,980
Others	其他	(2)	163,517,268	182,393,844
Total	合計		163,517,268	182,451,824

(1) Dividends receivable:

(1) 應收股利

Invested company	被投資單位	31 December 2023 2023年 12月31日	31 December 2022 2022年 12月31日
Wuhan Steel Corporation	武漢鋼電股份有限公司	–	57,980
Total	合計	–	57,980

(2) Others

(2) 其他

(a) Analysis by the type of customers:

(a) 按客戶類別分析如下：

Type of customer	客戶類別	31 December 2023 2023年 12月31日	31 December 2022 2022年 12月31日
Due from related companies	應收關聯公司	40,821,027	25,236,376
Due from non-related companies	應收非關聯公司	153,573,342	157,681,404
Sub-total	小計	194,394,369	182,917,780
Less: Allowance for doubtful debts	減：壞賬準備	30,877,101	523,936
Total	合計	163,517,268	182,393,844

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)

7. Other receivables (Cont'd)

(2) Others (Cont'd)

(b) Ageing analysis:

五 合併財務報表項目註釋 (續)

7 其他應收款 (續)

(2) 其他 (續)

(b) 按賬齡分析如下：

Ageing	賬齡	31 December 2023 2023年 12月31日	31 December 2022 2022年 12月31日
Within 1 year (1 year inclusive)	1年以內(含1年)	143,313,062	150,860,005
1 to 2 years (2 years inclusive)	1年至2年(含2年)	40,230,844	14,215,852
2 to 3 years (3 years inclusive)	2年至3年(含3年)	1,775,654	10,061,449
Over 3 years	3年以上	9,074,809	7,780,474
Sub-total	小計	194,394,369	182,917,780
Less: Allowance for doubtful debts	減：壞賬準備	30,877,101	523,936
Total	合計	163,517,268	182,393,844

The ageing of other receivables is calculated starting from the date of recognition.

賬齡自其他應收款確認日起開始計算。

(c) Analysis by provision method:

(c) 按壞賬準備計提方法分類披露

Type	類別	31 December 2023 2023年12月31日				Carrying Amount 賬面價值
		Book value 賬面餘額		Allowance for doubtful debts 壞賬準備		
		Amount 金額	Proportion (%) 比例(%)	Amount 金額	Proportion (%) 計提比例(%)	
Individually assessed for impairment	按單項計提壞賬準備					
– Performance bond	– 履約保證金	30,000,000	15.43%	30,000,000	100.00%	–
Collectively assessed for impairment by group	按組合計提壞賬準備					
– Group without risk	– 無風險組合	164,394,369	84.57%	877,101	0.53%	163,517,268
– Group by ageing	– 賬齡組合	160,816,333	82.73%	–	0.00%	160,816,333
		3,578,036	1.84%	877,101	24.51%	2,700,935
Total	合計	194,394,369	100.00%	30,877,101	15.88%	163,517,268

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)

7. Other receivables (Cont'd)

(2) Others (Cont'd)

(c) Analysis by provision method: (Cont'd)

五、合併財務報表項目註釋(續)

7、其他應收款(續)

(2) 其他(續)

(c) 按壞賬準備計提方法分類披露(續)

		31 December 2022 2022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 金額	Proportion (%) 比例(%)	Amount 金額	Proportion (%) 計提比例(%)	
Individually assessed for impairment	按單項計提壞賬準備	-	-	-	-	-
- Performance bond	- 履約保證金	-	-	-	-	-
Collectively assessed for impairment by group	按組合計提壞賬準備	182,917,780	100.00%	523,936	0.29%	182,393,844
- Group without risk	- 無風險組合	181,478,484	99.21%	-	0.00%	181,478,484
- Group by ageing	- 賬齡組合	1,439,296	0.79%	523,936	36.40%	915,360
Total	合計	182,917,780	100.00%	523,936	0.29%	182,393,844

(i) Standard and explanation of making doubtful debts provisions by group in 2023

(i) 2023年按組合計提壞賬準備的確認標準及說明：

Group by ageing	賬齡組合	Expected credit loss rate 預期信用損失率	Book value at the end of the year 年末賬面餘額	Allowance for doubtful debts at the end of the year 年末減值準備
Within 1 year (1 year inclusive)	1年以內(含1年)	8.02%	2,806,400	225,024
1-2 years (2 years inclusive)	1-2年(含2年)	9.32%	52,775	4,916
2-3 years (3 years inclusive)	2-3年(含3年)	35.41%	111,000	39,300
Over 3 years	3年以上	100.00%	607,861	607,861
Total	合計		3,578,036	877,101

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)

7. Other receivables (Cont'd)

(2) Others (Cont'd)

(c) Analysis by provision method: (Cont'd)

(ii) Standard and explanation of making doubtful debts provisions by group in 2022

五、合併財務報表項目註釋(續)

7、其他應收款(續)

(2) 其他(續)

(c) 按壞賬準備計提方法分類披露(續)

(ii) 2022年按組合計提壞賬準備的確認標準及說明

Group by ageing	賬齡組合	Expected credit loss rate 預期信用損失率	Book value at the end of the year 年末賬面餘額	Allowance for doubtful debts at the end of the year 年末減值準備
Within 1 year (1 year inclusive)	1年以內(含1年)	6.00%	657,609	39,457
1-2 years (2 years inclusive)	1-2年(含2年)	15.00%	114,000	17,100
2-3 years (3 years inclusive)	2-3年(含3年)	30.00%	286,154	85,846
Over 3 years	3年以上	100.00%	381,533	381,533
Total	合計		1,439,296	523,936

(d) Changes of allowance for doubtful debts:

(d) 壞賬準備的變動情況

Allowance for doubtful debts	壞賬準備	31 December 2023 2023年12月31日			Total 合計
		Phase I 第一階段	Phase II 第二階段	Phase III 第三階段	
		Expected credit loss for the entire duration 未來12個月 預期信用損失	Expected credit loss for the entire duration - No credit impairment occurred 整個存續期 預期信用損失 - 未發生信用減值	Expected credit loss for the entire duration - Credit impairment occurred 整個存續期 預期信用損失 - 已發生信用減值	
Balance at the beginning of the year	年初餘額	39,457	102,946	381,533	523,936
Moving on to Phase II	轉入第二階段	(39,457)	39,457	-	-
Moving on to Phase III	轉入第三階段	-	(102,946)	102,946	-
Reverse to Phase II	轉回第二階段	-	-	-	-
Reverse to Phase I	轉回第一階段	-	-	-	-
Addition during the year	本年計提	225,024	4,759	30,123,382	30,353,165
Reversal during the year	本年轉回	-	-	-	-
Balance at the end of the year	年末餘額	225,024	44,216	30,607,861	30,877,101

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)

7. Other receivables (Cont'd)

(2) Others (Cont'd)

(d) Changes of allowance for doubtful debts: (Cont'd)

五 合併財務報表項目註釋 (續)

7 其他應收款 (續)

(2) 其他 (續)

(d) 壞賬準備的變動情況 (續)

		31 December 2022 2022年12月31日			
		Phase I 第一階段	Phase II 第二階段	Phase III 第三階段	
		Expected credit loss for the entire duration	Expected credit loss for the entire duration	Expected credit loss for the entire duration	
		Expected credit loss in the next 12 months	- No credit impairment occurred 整個存續期 預期信用損失	- Credit impairment occurred 整個存續期 預期信用損失	Total
Allowance for doubtful debts	壞賬準備	未來12個月 預期信用損失	- 未發生信用減值	- 已發生信用減值	合計
Balance at the beginning of the year	年初餘額	-	-	-	-
Increase by business combination not under common control	非同一控制下企業合併增加	172,176	102,946	381,533	656,655
Addition during the year	本年計提	53,965	-	-	53,965
Reversal during the year	本年轉回	(186,684)	-	-	(186,684)
Balance at the end of the year	年末餘額	39,457	102,946	381,533	523,936

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)

7. Other receivables (Cont'd)

(2) Others (Cont'd)

(e) Analysis by nature of amounts:

五、合併財務報表項目註釋(續)

7、其他應收款(續)

(2) 其他(續)

(e) 按款項性質分類情況

Nature of amounts	款項性質	31 December 2023 2023年 12月31日	31 December 2022 2022年 12月31日
Amount due from related companies	應收關聯公司	40,821,027	25,236,376
Security deposits for tender	保證金	72,032,718	75,284,414
Mortgage deposits	押金	13,529,397	3,037,112
Deferred insurance premiums	待攤保險費	11,684,388	2,479,860
Petty cash	備用金	7,802,999	3,627,193
Others	其他	48,523,840	73,252,825
Sub-total	小計	194,394,369	182,917,780
Less: allowance for doubtful debts	減：壞賬準備	30,877,101	523,936
Total	合計	163,517,268	182,393,844

(f) Top five other receivables by debtor as at the end of the year

As at the end of 31 December 2023, the Group's top five balances of other receivables for the year totaled RMB87,414,309 (31 December 2022: RMB65,680,542) accounting for 44.97% (2022: 35.91%) of the Group's total balance of other receivables as at the end of the year.

(f) 按欠款方歸集的年末餘額前五名的情況

截至2023年12月31日，本集團餘額前五名的其他應收款合計為人民幣87,414,309元(2022年12月31日：人民幣65,680,542元)，佔其他應收款年末餘額合計數的44.97%(2022年：35.91%)。

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. Inventories

(1) Inventories by category

Inventories by categories	存貨種類	31 December 2023 2023年12月31日			31 December 2022 2022年12月31日		
		Book value 賬面餘額	Provision for diminution in value 存貨跌價準備	Carrying Amount 賬面價值	Book value 賬面餘額	Provision for diminution in value 存貨跌價準備	Carrying Amount 賬面價值
Raw materials and spare parts	原材料及備件	1,544,937,190	(102,633,577)	1,442,303,613	1,764,723,275	(58,671,452)	1,706,051,823
Work in progress	在產品	163,037,804	(5,521,474)	157,516,330	244,319,539	(3,809,016)	240,510,523
Finished goods in stock	庫存商品	1,401,392,973	(59,860,265)	1,341,532,708	1,270,968,356	(58,812,591)	1,212,155,765
Total	合計	3,109,367,967	(168,015,316)	2,941,352,651	3,280,011,170	(121,293,059)	3,158,718,111

(2) Provision for decline in inventories

Inventories by categories	存貨種類	Increased during the year 本年增加金額		Decreased during the year 本年減少金額			Closing Balance 年末餘額
		Opening Balance 年初餘額	Charge 計提	Reversal 轉回	Written 轉銷	Disposal of subsidiaries 處置子公司	
Raw materials and spare parts	原材料及備件	58,671,452	62,484,328	(379,243)	(18,142,960)	–	102,633,577
Work in progress	在產品	3,809,016	5,271,435	(2,906,142)	(652,835)	–	5,521,474
Finished goods in stock	庫存商品	58,812,591	30,273,770	(9,405,087)	(15,994,972)	(3,826,037)	59,860,265
Total	合計	121,293,059	98,029,533	(12,690,472)	(34,790,767)	(3,826,037)	168,015,316

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 lower of 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。

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. Other current assets

Item	項目	31 December 2023 2023年 12月31日	31 December 2022 2022年 12月31日
Deductible VAT input tax	待抵扣增值稅進項稅	223,780,683	282,245,646
Pre-paid income tax	預交所得稅	90,656,692	59,826,344
Others	其他	3,223,313	3,347,754
Total	合計	317,660,688	345,419,744

五、合併財務報表項目註釋(續)

9、其他流動資產

10. Long-term equity investments

(1) Long-term equity investments by category:

Item	項目	31 December 2023 2023年 12月31日	31 December 2022 2022年 12月31日
Investments in joint ventures	對合營企業的投資	1,028,085,303	991,365,000
Investments in associates	對聯營企業的投資	2,275,248,629	837,026,799
Sub-total	小計	3,303,333,932	1,828,391,799
Less: impairment provision	減：減值準備		
– joint ventures	– 合營企業	–	227,369
Total	合計	3,303,333,932	1,828,164,430

10、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)

10. 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)

10、長期股權投資(續)

(2) 長期股權投資本年變動情況分析如下：

Invested companies	被投資單位	Opening balance	Additional Investment	Changes during the year 本年增減變動				Cashing balance	Balance of impairment provision at the end of the year	
				Investment under equity method 權益法下 確認的 投資收益	Other comprehensive income 其他 綜合收益	Cash dividends or profits declared to be distributed 宣告發放 現金股利 或利潤	Impacts of downstream transactions 順流交易 的影響			Others
		年初餘額	追加投資	投資收益	其他 綜合收益	現金股利 或利潤	順流交易 的影響	其他	年末餘額	減值準備 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	94,645,207	-	-	1,861,090	-	-	(857,513)	-	95,648,784
Sichuan Lefei Optoelectric Technology Company Limited	四川樂飛光電科技有限公司	78,586,937	28,075,200	-	5,170,499	-	(1,444,074)	(1,923,195)	-	108,465,367
Shenzhen SDGI Optical Fibre Co., Ltd.	深圳特發信息光纖有限公司	166,070,930	-	-	(1,664,568)	-	-	(692,079)	-	163,714,283
Yangtze Optical Fibre and Cable (Shanghai) Co., Ltd	長飛光纖光纜(上海)有限公司	247,824,581	-	-	8,468,801	-	(3,065,800)	(113,455)	-	253,114,127
Wuhan Guangyuan Electronic Technology Co., Ltd.	武漢光源電子科技有限公司	227,369	-	-	-	-	-	-	(227,369)	-
Shin-Etsu YOFC (Hubei) Optical Preform Co., Ltd.	長飛信越(湖北)光棒有限公司	353,994,756	-	-	5,747,162	-	(3,675,000)	-	-	356,066,918
Wuhan YOFC Industrial Fund Management Co., Ltd.	武漢長飛產業基金管理有限公司	3,683,521	-	-	1,060,604	-	-	-	-	4,744,125
Wuhu Tus THZ Investment Management Centre (Limited Partnership)	蕪湖啟迪太赫茲投資管理中心(有限合夥)	25,025,459	-	-	-	-	-	-	-	25,025,459
THZ (Wuhu) Investment Fund (Limited Partnership)	太赫茲(蕪湖)投資基金(有限合夥)	21,306,240	-	-	-	-	-	-	-	21,306,240
Sub-total	小計	991,365,000	28,075,200	-	20,643,588	-	(8,184,874)	(3,586,242)	(227,369)	1,028,085,303

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. 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)

五、合併財務報表項目註釋(續)

10、長期股權投資(續)

(2) 長期股權投資本年變動情況分析如下：
(續)

Invested companies	被投資單位	Opening balance	Additional Investment	Changes during the year 本年增減變動				Cashing balance	Balance of impairment provision at the end of the year	
				Investment under equity method 權益法下 確認的 投資收益	Other comprehensive income 其他 綜合收益	Cash dividends or profits declared to be distributed 現金股利 或利潤	Impacts of downstream transactions 順流交易 的影響			Others
		年初餘額	追加投資	投資收益	其他 綜合收益	現金股利 或利潤	順流交易 的影響	其他	年末餘額	減值準備 年末餘額
Associates	聯營企業									
Wuhan Yunjingfei Optical Fibre Materials Co., Ltd.	武漢雲晶飛光纖材料有限公司	11,784,752	-	-	294,661	-	-	-	-	12,079,413
AVIC Baosheng Ocean Engineering Cable Company	中航寶勝海洋工程電纜有限公司	392,950,376	107,142,857	-	459,578	-	-	-	-	500,552,811
Rit Tech (Intelligence Solutions) Ltd.	Rit Tech (Intelligence Solutions) Ltd.	2,734,198	-	-	617,306	128,430	-	-	-	3,479,934
Wuhan YOFC Sci-Tech Industrial Fund Partnership (Lp.)	武漢長飛科創產業基金合夥企業(有限合夥)	291,879,695	-	-	12,002,096	-	-	-	-	303,881,791
Wuhan Fenjin Intelligent Machine Co., Ltd	武漢奮進智能機器有限公司	55,654,387	-	-	2,546,435	-	-	-	-	58,200,822
Hunan DK Laser Company Limited	湖南大科激光有限公司	38,903,558	-	-	(1,654,775)	-	-	-	-	37,248,783
Jiaying Jingze Investment Partnership (Lp.)	嘉興景澤投資合夥企業(有限合夥)	43,119,833	-	-	29,189,854	-	-	-	-	72,309,687
Anhui YOFC Advanced Semiconductor Company Limited	安徽長飛先進半導體有限公司	-	-	1,268,291,398	(55,300,935)	-	-	-	-	1,212,990,463
Hubei YOFC Laser Intelligent Manufacturing Entrepreneurship Investment Fund Partnership Enterprise (Limited Partnership)	湖北長飛激光智能制造創業投資基金合夥企業(有限合夥)	-	74,750,000	-	(245,075)	-	-	-	-	74,504,925
Sub-total	小計	837,026,799	181,892,857	1,268,291,398	(12,090,855)	128,430	-	-	-	2,275,248,629
Total	合計	1,828,391,799	209,968,057	1,268,291,398	8,552,733	128,430	(8,184,874)	(3,586,242)	(227,369)	3,303,333,932

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. Investments in other equity instruments

五、合併財務報表項目註釋(續)

II、其他權益工具投資

Item	項目	31 December 2023 2023年 12月31日	31 December 2022 2022年 12月31日
Listed company	上市公司	67,835,449	44,648,451
Unlisted companies	非上市公司	2,230,000	2,230,000
Total	合計	70,065,449	46,878,451

Analysis of investments in other equity instruments:

其他權益工具投資的情況：

Item	Opening balance	Gain charged to other comprehensive income during the year 本年計入 其他綜合 收益的利得	Closing balance	Accumulated gain charged to other comprehensive income 累計計入 其他綜合 收益的利得	Accumulated losses charged to other comprehensive income 累計計入 其他綜合 收益的損失	Reasons for designated financial assets at FVOCI on initial recognition 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
項目	年初餘額	收益的利得	年末餘額	收益的利得	收益的損失	變動計入其他綜合收益的原因
Sichuan Huiyuan Optical Communication Stock Limited Company 四川匯源光通信股份有限公司	44,648,451	23,186,998	67,835,449	60,857,805	–	Long-term holding for strategic purposes 出於戰略目的而計劃長期持有
Wuhan Steel Corporation 武漢鋼電股份有限公司	2,230,000	–	2,230,000	–	–	Long-term holding for strategic purposes 出於戰略目的而計劃長期持有
Wuhan Changguang Technology Co., Ltd 武漢長光科技有限公司	–	–	–	–	4,649,492	Long-term holding for strategic purposes 出於戰略目的而計劃長期持有
Wuhan Zhuxin Consulting Co., Ltd 武漢市築芯諮詢有限公司	–	–	–	–	210,000	Long-term holding for strategic purposes 出於戰略目的而計劃長期持有
Total 合計	46,878,451	23,186,998	70,065,449	60,857,805	4,859,492	

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. Other non-current financial assets

五、合併財務報表項目註釋(續)

12、其他非流動金融資產

Item	項目	31 December 2023 2023年 12月31日	31 December 2022 2022年 12月31日
Financial assets measured at FVTPL	以公允價值計量且其變動計入當期損益的金融資產		
Of which: Debts instrument investments	其中：債務工具投資	51,655,870	49,563,370
Equity instrument investments	權益工具投資	–	10,640,382
Total	合計	51,655,870	60,203,752

13. Fixed assets

(1) Information on fixed assets

13、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	年初餘額	1,984,418,077	6,487,746,151	364,494,403	25,037,746	8,861,696,377
Addition during the year	本年增加					
– Purchase	– 購置	36,808,660	254,495,533	47,913,969	4,086,615	343,304,777
– Transfer from construction in progress	– 在建工程轉入	946,453,056	1,212,566,883	23,753,302	–	2,182,773,241
– Increase by business combination not under the same control	– 非同一控制下企業 合併增加	–	18,732,898	333,241	–	19,066,139
Disposal or scrapped during the year	本年處置或報廢	(11,536,275)	(90,098,874)	(7,726,329)	(1,970,711)	(111,332,189)
Disposal of subsidiaries	處置子公司	(95,214,119)	(952,410,970)	(5,704,092)	(560,452)	(1,053,889,633)
Foreign exchange translation differences	外幣折算差額	11,474,327	2,841,537	123,451	35,335	14,474,650
Closing balance	年末餘額	2,872,403,726	6,933,873,158	423,187,945	26,628,533	10,256,093,362

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. Fixed assets (Cont'd)

(1) Information on fixed assets (Cont'd)

13 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 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	年初餘額	461,849,184	2,395,757,402	224,315,375	11,084,318	3,093,006,279
Charge for the year	本年計提	103,242,094	499,747,526	43,105,913	2,825,482	648,921,015
Disposal or scrapped during the year	本年處置或報廢	(3,099,284)	(64,619,266)	(4,635,301)	(1,752,496)	(74,106,347)
Disposal of subsidiaries	處置子公司	(5,218,374)	(155,694,564)	142,491	826,521	(159,943,926)
Foreign exchange translation differences	外幣折算差額	923,341	2,368,264	81,091	16,506	3,389,202
Closing balance	年末餘額	557,696,961	2,677,559,362	263,009,569	13,000,331	3,511,266,223
Impairment provision	減值準備					
Opening balance	年初餘額	–	19,328,034	–	–	19,328,034
Charge for the year	本年計提	–	10,156,229	2,322,676	59,360	12,538,265
Disposal or scrapped during the year	本年處置或報廢	–	(18,917,585)	–	–	(18,917,585)
Closing balance	年末餘額	–	10,566,678	2,322,676	59,360	12,948,714
Carrying amount	賬面價值					
Carrying amount at the end of the year	年末賬面價值	2,314,706,765	4,245,747,118	157,855,700	13,568,842	6,731,878,425
Carrying amount at the beginning of the year	年初賬面價值	1,522,568,893	4,072,660,715	140,179,028	13,953,428	5,749,362,064

As at 31 December 2023, the Group has no fixed assets in mortgage status.

於2023年12月31日，本集團無處於抵押狀態的固定資產。

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)

13. Fixed assets (Cont'd)

(2) Fixed assets acquired under operating leases

五、合併財務報表項目註釋(續)

13、固定資產(續)

(2) 通過經營租賃租出的固定資產

Item	項目	Land, building and structures 房屋及建築物	Machinery and Equipment 機器設備	Total 合計
Cost	原值			
Opening balance	年初餘額	1,875,160	991,896	2,867,056
Increased for the year	本年增加	15,746,411	29,445,432	45,191,843
Closing balance	年末餘額	17,621,571	30,437,328	48,058,899
Accumulated depreciation	累計折舊			
Opening balance	年初餘額	499,261	388,636	887,897
Charge for the year	本年計提	2,159,248	255,965	2,415,213
Closing balance	年末餘額	2,658,509	644,601	3,303,110
Impairment provision	減值準備			
Opening balance/Closing balance	年初及年末餘額	—	—	—
Carrying amount	賬面價值			
Carrying amount at the end of the year	年末賬面價值	14,963,062	29,792,727	44,755,789
Carrying amount at the beginning of the year	年初賬面價值	1,375,899	603,260	1,979,159

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. Fixed assets (Cont'd)

(3) Fixed assets with pending certificates of ownership

五、合併財務報表項目註釋(續)

13、固定資產(續)

(3) 未辦妥產權證書的固定資產情況

Item 項目	Book value 賬面價值	Reasons for pending certificates of ownership 未辦妥產權證書原因
Yangtze Optical Fibre and Cable Shenyang Company Limited-auxiliary room 長飛光纖光纜瀋陽有限公司輔助用房	5,267,691	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 Qianjiang Co., Ltd. - 4a# Disk cleaning room 長飛光纖潛江有限公司4a#盤具清洗間	3,869,689	In progress 正在辦理中
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	1,740,406	Has little effect on business activities 對經營活動影響不重大
Finetop Science & Technology Company Limited-employee activities center 四川飛普科技有限公司職工活動中心	984,273	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 - 12# guard room 長飛光纖光纜股份有限公司科技園12#門衛房	56,726	The area does not meet the certification requirements 面積未達辦證要求

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)

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Cont'd)

14. Construction in progress

(1) Information on construction in progress

五、合併財務報表項目註釋(續)

14、在建工程

(1) 在建工程情況

Item	項目	31 December 2023 2023年12月31日			31 December 2022 2022年12月31日		
		Book value 賬面餘額	Impairment Provision 減值準備	Carrying amount 賬面價值	Book value 賬面餘額	Impairment Provision 減值準備	Carrying amount 賬面價值
YOFC Peru S.A.C. Promote overall regional connectivity and social development broadband installation projects	長飛秘魯有限公司促進整體區域聯通與社會發展寬帶安裝項目	475,167,848	-	475,167,848	-	-	-
Chengdu Rongbo Communication Technology Company Limited communication park engineering construction project	成都蓉博通信技術有限公司通信園區工程建設項目	117,606,221	-	117,606,221	39,945,713	-	39,945,713
YOFC Baosheng Marine Engineering Company Limited – equipment construction project	長飛寶勝海洋工程有限公司設備建設項目	106,373,603	-	106,373,603	785,889,175	-	785,889,175
YOFC Africa Deban new factory construction	南非公司德班新工廠建設	35,175,077	-	35,175,077	-	-	-
YOFC Quartz Technology (Wuhan) Company Limited construction project	長飛石英技術(武漢)有限公司建設項目	30,694,894	-	30,694,894	-	-	-
Yangtze Optical Fibre Qianjiang Co., Ltd – plant and equipment reforming project	長飛光纖潛江有限公司廠房及設備改造項目	29,447,274	-	29,447,274	80,050,910	-	80,050,910
Yangtze Optical Fibre and Cable (Poland) sp. z o.o. – Plant and equipment construction projects	Yangtze Optical Fibre and Cable (Poland) sp. z o.o.廠房及設備建設項目	25,850,629	-	25,850,629	10,350,192	-	10,350,192
PT EverPro Indonesia Technologies construction in progress project	長芯盛印尼科技有限公司在建工程項目	25,577,592	-	25,577,592	5,219,642	-	5,219,642
Yangtze Gas Qianjiang Company Limited Phase 2 expansion project	長飛氣體潛江有限公司2期擴產項目	23,142,365	-	23,142,365	1,360,630	-	1,360,630
Sunstar Communication Technology Company Limited – plant and equipment construction project	四川光恒通信技術有限公司廠房及設備建設項目	13,530,886	-	13,530,886	14,190,906	-	14,190,906

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. Construction in progress (Cont'd)

(1) Information on construction in progress (Cont'd)

五、合併財務報表項目註釋(續)

14、在建工程(續)

(1) 在建工程情況(續)

Item	項目	31 December 2023 2023年12月31日			31 December 2022 2022年12月31日		
		Book value 賬面餘額	Impairment Provision 減值準備	Carrying amount 賬面價值	Book value 賬面餘額	Impairment Provision 減值準備	Carrying amount 賬面價值
EverPro (Hanchuan) Technologies Company Limited Intelligent manufacturing base construction project	長芯盛(漢川)科技有限公司 智能製造基地建設項目	25,880	-	25,880	51,430,243	-	51,430,243
Yangtze Optical Fibre and Cable Joint Stock Limited Company – headquarters building	長飛光纖光纜股份有限公司 總部大樓	-	-	-	438,965,968	-	438,965,968
Wuhu THZ Engineering Centre Company Limited – equipment construction project	蕪湖太赫茲工程中心有限公 司廠房及設備建設項目	-	-	-	59,694,896	-	59,694,896
YOFC Poliron Indústria e Comércio de Cabos Especiais Ltda – equipment construction project	YOFC Poliron Indústria e Comércio de Cabos Especiais Ltda.廠房及設備 建設項目	-	-	-	28,820,202	-	28,820,202
EverPro Technologies Company Limited optical modules construction project	長芯盛(武漢)科技有限公司 光模塊在建工程項目	-	-	-	24,611,360	-	24,611,360
Yangtze (Hubei) Electrical Power Cable Company Limited Aluminum clad steel project	長飛(湖北)電力線纜有限公 司鋁包鋼項目	-	-	-	19,069,186	-	19,069,186
Yangtze Optical Fibre and Cable Hanchuan Company Limited indoor cable project	長飛光纖光纜漢川有限公司 室內纜項目	-	-	-	18,996,698	-	18,996,698
Yangtze Optical Fibre and Cable Joint Stock Limited Company – Science and Technology Park CI# plant	長飛光纖光纜股份有限公司 科技園CI#廠房	-	-	-	13,113,063	-	13,113,063
Others	其他	82,943,399	-	82,943,399	52,424,066	-	52,424,066
Total	合計	965,535,668	-	965,535,668	1,644,132,850	-	1,644,132,850

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)

15. Right-of-use assets and lease liabilities

Right-of-use assets

五、合併財務報表項目註釋(續)

15、使用權資產和租賃負債

使用權資產

Item	項目	Land, building and structures 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	Total 合計
Cost	賬面原值				
Opening balance	年初餘額	54,588,467	32,506,528	64,713	87,159,708
Addition during the year	本年增加	43,793,014	14,316,326	908,006	59,017,346
Addition due to business combination involving entities not under common control	非同一控制企業合併增加	1,881,697	–	–	1,881,697
Decrease during the year	本年減少	(2,406,598)	–	(58,307)	(2,464,905)
Foreign exchange translation differences	外幣折算差額	578,306	(9,037)	(3,057)	566,212
Closing balance	年末餘額	98,434,886	46,813,817	911,355	146,160,058
Accumulated amortization	累計折舊				
Opening balance	年初餘額	21,228,520	10,759,487	55,086	32,043,093
Charge for the year	本年計提	26,523,411	6,936,223	241,626	33,701,260
Decrease during the year	本年減少	(2,063,533)	–	(58,214)	(2,121,747)
Foreign exchange translation differences	外幣折算差額	154,418	(2,112)	(3,002)	149,304
Closing balance	年末餘額	45,842,816	17,693,598	235,496	63,771,910
Impairment provision	減值準備				
Opening/closing balance	年初/末餘額	–	–	–	–
Carrying amount	賬面價值				
Closing balance	年末賬面價值	52,592,070	29,120,219	675,859	82,388,148
Opening balance	年初賬面價值	33,359,947	21,747,041	9,627	55,116,615

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)

15. Right-of-use assets and lease liabilities (Cont'd)

Right-of-use assets (Cont'd)

The Group leases plant and buildings for its office space and production site. The leases of office space and Production site typically run for a period of 2-12 years. Some leases include an option to renew the lease for an additional period of the same duration after the end of the contract term.

Some leases require the Group to make payments that relate to the property taxes levied on the lessor and insurance payments made by the lessor; these amounts are generally determined annually.

Lease liabilities

Item	項目	Note 附註	31 December 2023 2023年 12月31日	31 December 2022 2022年 12月31日
Long-term lease liabilities	長期租賃負債		87,412,090	57,979,758
Less: Long-term lease liabilities due within one year	減：一年內到期的租賃負債	V.27 五、27	26,681,351	17,775,063
Total	合計		60,730,739	40,204,695

Item	項目	31 December 2023 2023年 12月31日	31 December 2022 2022年 12月31日
Short-term lease expenses applied the practical expedient	選擇簡化處理方法的短期租賃費用	22,298,508	10,064,345
Variable lease payments not included in the measurement of lease liabilities	未納入租賃負債計量的可變租賃付款額	1,773,092	1,426,662
Total cash outflow for leases	與租賃相關的總現金流出	59,452,892	37,843,907

The leased plant and buildings, office equipment and transportation tools etc of the Group are short-term leases. The Group choose not to recognise right-of-use assets or lease liabilities regarding to these leases.

本集團還租用房屋建築、辦公設備及運輸工具等。這些租賃為短期租賃。本集團已選擇對這些租賃不確認使用權資產和租賃負債。

五、合併財務報表項目註釋(續)

15、使用權資產和租賃負債(續)

使用權資產(續)

本集團租用房屋及建築物作為其辦公及生產場所，租用機器設備進行生產，租賃期為2至12年不等。

有些租賃要求本集團支付與出租人需繳納的房產稅和保險費有關的款項，這些金額通常每年確定。

租賃負債

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)

15. Right-of-use assets and lease liabilities (Cont'd)

(1) Details of the Group as a lessor
Operating lease

五、合併財務報表項目註釋(續)

15、使用權資產和租賃負債(續)

(1) 本集團作為出租人的租賃情況
經營租賃

Item	項目	2023 2023年	2022 2022年
Rental revenue	租賃收入	13,409,946	10,950,025

The amount of undiscounted lease receivables which will be paid to the Group is as follows:

本集團於資產負債表日後將收到的未折現的租賃收款額如下：

Item	項目	2023 2023年	2022 2022年
Within 1 year (1 year inclusive)	1年以內(含1年)	13,448,281	10,004,951
1-2 years (2 year inclusive)	1年至2年(含2年)	9,666,431	9,059,997
2-3 years (3 year inclusive)	2年至3年(含3年)	8,481,893	8,091,759
3-4 years (4 year inclusive)	3年至4年(含4年)	8,059,200	8,059,200
4-5 years (5 year inclusive)	4年至5年(含5年)	8,059,200	8,059,200
Over 5 years	5年以上	4,029,600	12,088,800
Total	合計	51,744,605	55,363,907

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、合並財務報表項目註釋(續)

(Cont'd)

16. Intangible assets

(1) Information of intangible assets

16、無形資產

(1) 無形資產情況

Item	項目	Land use rights 土地使用權	Patents 專利權	Unpatented Technologies 非專利技術	Customer relationship 客戶關係	Trademarks 商標權	Total 合計
Cost	賬面原值						
Opening balance	年初餘額	453,700,491	316,190,490	675,239,195	672,904,000	16,067,754	2,134,101,930
Addition during the year	本年增加金額						
– Purchase	– 購置	78,225,623	6,188,656	4,968,497	–	–	89,382,776
– Increase by business combination	– 企業合併增加	–	–	47,414,726	14,843,700	–	62,258,426
– Foreign exchange translation differences	– 外幣折算差異	234,926	86,725	3,539,822	–	1,465,854	5,327,327
Decrease during the year	本年減少金額						
– Disposal	– 處置	–	–	(58,000,000)	–	–	(58,000,000)
– Disposal of subsidiaries	– 處置子公司	(21,467,404)	(99,228,467)	(1,258,112)	–	–	(121,953,983)
Closing balance	年末餘額	510,693,636	223,237,404	671,904,128	687,747,700	17,533,608	2,111,116,476
Accumulated amortization	累計攤銷						
Opening balance	年初餘額	88,336,722	71,830,964	50,206,918	28,037,667	7,393,464	245,805,735
Addition during the year	本年增加金額						
– Charge for the year	– 計提	16,108,633	13,380,444	69,627,998	69,341,829	93,500	168,552,404
– Foreign exchange translation differences	– 外幣折算差異	–	73,113	2,714,417	–	1,603,871	4,391,401
Decrease during the year	本年減少金額						
– Disposal	– 處置	–	–	(15,950,000)	–	–	(15,950,000)
– Disposal of subsidiaries	– 處置子公司	(11,035,439)	(4,890,361)	(272,880)	–	–	(16,198,680)
Closing balance	年末餘額	93,409,916	80,394,160	106,326,453	97,379,496	9,090,835	386,600,860
Impairment provision	減值準備						
Opening balance	年初餘額	–	113,874,635	42,050,000	–	–	155,924,635
– Disposal	– 處置	–	–	(42,050,000)	–	–	(42,050,000)
Closing balance	年末餘額	–	113,874,635	–	–	–	113,874,635
Carrying amount	賬面價值						
Closing balance	年末賬面價值	417,283,720	28,968,609	565,577,675	590,368,204	8,442,773	1,610,640,981
Opening balance	年初賬面價值	365,363,769	130,484,891	582,982,277	644,866,333	8,674,290	1,732,371,560

The Group does not have intangible assets formed through internal research and development.

本集團沒有通過內部研發形成的無形資產。

Information of land use rights for property rights certificates are already applied.

土地使用權均已辦妥產權證書。

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、合並財務報表項目註釋(續)

(Cont'd)

17. Goodwill

(1) Changes of goodwill

17、商譽

(1) 商譽變動情況

Name of invested entities	被投資單位名稱	Note	Opening Balance 年初餘額	Increase during the period 本年增加	Disposal during the period 本年處置	Closing Balance 年末餘額
Cost	賬面原值					
Sunstar Communication Technology Company Limited	四川光恒通信技術有限公司	(a)	20,027,705	–	–	20,027,705
Yangtze (Wuhan) Optical System Corporation	長飛(武漢)光系統股份有限公司	(b)	7,117,417	–	–	7,117,417
Yangtze Optical Cable (Suzhou) Company Limited	長飛光電纜(蘇州)有限公司	(c)	14,008,213	–	–	14,008,213
Anhui YOFC Advanced Semiconductor Company Limited	安徽長飛先進半導體有限公司	(d)	110,125,976	–	(110,125,976)	–
Nanjing Fiberfoton Corporation Limited	南京光坊技術有限公司	(e)	15,466,397	–	–	15,466,397
Broadex Technologies Company Limited	博創科技股份有限公司	(f)	669,142,746	–	–	669,142,746
Shenzhen Kingdar Optics Company Limited	深圳市金達光學有限公司	(g)	–	29,462,589	–	29,462,589
Silicon Line GmbH	Silicon Line GmbH	(h)	–	141,685,875	–	141,685,875
Sub-total	小計		835,888,454	171,148,464	(110,125,976)	896,910,942
Provision for impairment	減值準備					
Sunstar Communication Technology Company Limited	四川光恒通信技術有限公司		–	–	–	–
Yangtze (Wuhan) Optical System Corporation	長飛(武漢)光系統股份有限公司		–	–	–	–
Yangtze Optical Cable (Suzhou) Company Limited	長飛光電纜(蘇州)有限公司		–	–	–	–
Anhui YOFC Advanced Semiconductor Company Limited	安徽長飛先進半導體有限公司		–	–	–	–
Nanjing Fiberfoton Corporation Limited	南京光坊技術有限公司		–	–	–	–
Broadex Technologies Company Limited	博創科技股份有限公司		–	–	–	–
Shenzhen Kingdar Optics Company Limited	深圳市金達光學有限公司		–	–	–	–
Silicon Line GmbH	Silicon Line GmbH		–	–	–	–
Sub-total	小計		–	–	–	–
Carrying amount	賬面價值		835,888,454	171,148,464	(110,125,976)	896,910,942

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. Goodwill (Cont'd)

(1) Changes of goodwill (Cont'd)

- (a) The Group paid RMB151,203,140 as acquisition cost for the purchase of 51% equity interest in Sunstar Communication Technology Company Limited in 2020. The excess of the acquisition cost over the Group's interest in the fair value of RMB131,175,435 of Sunstar Communication Technology Company Limited's identifiable assets and liabilities, amounting to RMB20,027,705, was recognised as goodwill attributable to Sunstar Communication Technology Company Limited.
- (b) In 2021, the Group acquired a 28.42% interest in Yangtze (Wuhan) Optical System Corporation ("YOSC") at a consolidated cost of RMB20,582,124, and after the completion of the purchase, the Group had a 74.74% interest in YOSC. The Fair Value of the Group's 46.32% equity interest in YOSC held prior to the Purchase Date was RMB41,749,015 at the Date of Purchase, with a combined cost of RMB62,331,139 exceeding the fair value of the pro rata identifiable assets and liabilities of DFIS of RMB55,213,722, the difference of RMB7,117,417 is recognized as goodwill in relation to YOSC.
- (c) In 2022, the Group paid RMB183,260,000 as acquisition cost for the purchase of 49% equity interest in Yangtze Optical Cable (Suzhou) Co., Ltd. ("YOFC Suzhou"). After the acquisition, the Company held 97% equity interest in YOFC Suzhou. the Company's interest in the fair value of YOFC Suzhou amounted to RMB165,797,669 on acquisition date. The excess of the acquisition cost of RMB349,057,669 over the Company's interest in the fair value of RMB335,049,456 of YOFC Suzhou's identifiable assets and liabilities, amounting to RMB14,008,213 was recognised as goodwill relating to YOFC Suzhou.

五、合並財務報表項目註釋(續)

17、商譽(續)

(1) 商譽變動情況(續)

- (a) 本集團於2020年支付人民幣151,203,140元合併成本收購了四川光恒通信技術有限公司(「四川光恒」)51%的權益。合併成本超過按比例獲得的四川光恒可辨認資產和負債的公允價值人民幣131,175,435元的差額人民幣20,027,705元，確認為與四川光恒相關的商譽。
- (b) 本集團於2021年支付人民幣20,582,124元合併成本收購了長飛(武漢)光系統股份有限公司(「長飛光系統」)28.42%的權益，購買完成後本集團享有長飛光系統74.74%的權益。本集團於購買日前持有的長飛光系統46.32%股權於購買日的公允價值為人民幣41,749,015元，合併成本合計人民幣62,331,139元超過按比例獲得的長飛光系統可辨認資產和負債的公允價值人民幣55,213,722元的差額人民幣7,117,417元，確認為與長飛光系統相關的商譽。
- (c) 本集團於2022年以人民幣183,260,000元的合併成本購買了長飛光電纜(蘇州)有限公司(以下簡稱「長飛蘇州」)49%的權益，購買完成後本集團享有長飛蘇州97%的權益。購買日之前本集團持有的長飛蘇州股權於購買日的公允價值為人民幣165,797,669元，合併成本合計人民幣349,057,669元超過按比例獲得的長飛蘇州可辨認資產和負債的公允價值人民幣335,049,456元的差額人民幣14,008,213元，確認為與長飛蘇州相關的商譽。

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. Goodwill (Cont'd)

(1) Changes of goodwill (Cont'd)

- (d) The Group paid RMB746,329,127 as acquisition cost for the purchase of 35.393% equity interest in Anhui YOFC Advanced Semiconductor Company Limited ("YOFC Semiconductor") in 2022. The excess of the acquisition cost over the Group's interest in the fair value of RMB636,203,151 of YOFC Semiconductor's identifiable assets and liabilities, amounting to RMB110,125,976 was recognised as goodwill relating to YOFC Semiconductor.

In May 2023, YOFC Semiconductor established an employee holding platform, and the Group diluted its equity in YOFC Semiconductor to 30.05%. In June 2023, the Group, YOFC Semiconductor, and other investors signed a Series A Capital Increase Agreement regarding Anhui YOFC Advanced Semiconductor Co., Ltd. After the completion of the transaction, the Group's direct shareholding in YOFC Semiconductor decreased to 22.90%, and more than half of the board members cannot be appointed. YOFC Semiconductor was no longer included in the consolidated financial statements of the Company and became an associate of the Group. Therefore, the goodwill related to YOFC Semiconductor is no longer confirmed, please refer to Note VI. 2.

- (e) Everfoton Technologies Corporation Limited, a subsidiary of the Company acquired 100% of the equity of Nanjing Fiberfoton Technologies Corporation Limited ("Nanjing Fiberfoton Technologies") through issue equity securities of RMB86,100,000 in 2022. The excess of the acquisition cost over the Group's interest in the fair value of RMB70,633,603 of Nanjing Fiberfoton Technologies' identifiable assets and liabilities, amounting to RMB15,466,397 was recognised as goodwill relating to Nanjing Fiberfoton Technologies.

五、合並財務報表項目註釋(續)

17、商譽(續)

(1) 商譽變動情況(續)

- (d) 本集團於2022年支付人民幣746,329,127元合併成本收購了安徽長飛先進半導體有限公司(「長飛半導體」)35.393%的權益。合併成本超過按比例獲得的長飛半導體可辨認資產和負債的公允價值人民幣636,203,151元的差額人民幣110,125,976元，確認為與長飛半導體相關的商譽。

2023年5月，長飛半導體成立員工持台，本集團對長飛半導體的股權稀釋至30.05%。2023年6月，本集團、長飛半導體與其他投資方簽署《關於安徽長飛先進半導體有限公司之A輪增資協議》，交易完成後，本集團直接持有的長飛半導體股權將下降至22.90%，且無法任命超過半數的董事會成員，長飛半導體不再納入上市公司合併報表範圍，成為本集團的聯營公司。因此不再確認與長飛半導體相關的商譽，參見附註六、2。

- (e) 本集團之子公司長飛光坊(武漢)科技有限公司於2022年以發行權益性證券公允價值人民幣86,100,000元的合併成本收購了南京光坊技術有限公司(「南京光坊」)100%的權益。合併成本超過按比例獲得的南京光坊可辨認資產和負債的公允價值人民幣70,633,603元的差額人民幣15,466,397元，確認為與南京光坊相關的商譽。

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. Goodwill (Cont'd)

(1) Changes of goodwill (Cont'd)

- (f) The Group paid RMB1,000,575,933 as acquisition cost for the purchase of 12.77% equity interest in Broadex Technologies Company Limited ("BDX") in 2022. The excess of the acquisition cost over the Group's interest in the fair value of RMB331,433,187 of BDX's identifiable assets and liabilities, amounting to RMB669,142,746 was recognised as goodwill relating to BDX.
- (g) Everfoton Technologies Corporation Limited, a subsidiary of the Company paid RMB35,706,744 as acquisition cost for the purchase of 100% equity interest in Shenzhen Kingdar Optics Company Limited ("Shenzhen Kingdar") in 2023. The excess of the acquisition cost over the Group's interest in the fair value of RMB6,244,155 of Shenzhen Kingdar's identifiable assets and liabilities, amounting to RMB29,462,589 was recognised as goodwill relating to Shenzhen Kingdar.
- (h) EverPro (Wuhan) Technologies Joint Stock Limited Company ("EverPro"), a subsidiary of the Company paid RMB191,315,579 as acquisition cost for the purchase of 100% equity interest in Silicon Line GmbH ("SL Germany") in 2023. The excess of the acquisition cost over the Group's interest in the fair value of RMB49,629,704 of SL Germany's identifiable assets and liabilities, amounting to RMB141,685,875 was recognised as goodwill relating to SL Germany.

五、合並財務報表項目註釋(續)

17、商譽(續)

(1) 商譽變動情況(續)

- (f) 本集團於2022年以人民幣1,000,575,933元的合併成本收購了博創科技股份有限公司(「博創科技」)12.77%的權益。合併成本超過按比例獲得的博創科技可辨認資產和負債的公允價值人民幣331,433,187元的差額人民幣669,142,746元，確認為與博創科技相關的商譽。
- (g) 本集團之子公司長飛光坊(武漢)科技有限公司於2023年支付人民幣35,706,744元合併成本收購了深圳市金達光學有限公司(「深圳金達」)100%的權益。合併成本超過按比例獲得的深圳金達可辨認資產和負債的公允價值人民幣6,244,155元的差額人民幣29,462,589元，確認為與深圳金達相關的商譽。
- (h) 本集團之子公司長芯盛(武漢)科技股份有限公司(以下簡稱「長芯盛」)於2023年支付人民幣191,315,579元合併成本收購了Silicon Line GmbH(「SL德國」)100%的權益。合併成本超過按比例獲得的SL德國可辨認資產和負債的公允價值人民幣49,629,704元的差額人民幣141,685,875元，確認為與SL德國相關的商譽。

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、合並財務報表項目註釋(續)

(Cont'd)

17. Goodwill (Cont'd)

(2) Provision for impairment of goodwill

(a) Information related to the asset group or combination of asset groups where goodwill is located

17、商譽(續)

(2) 商譽減值準備

(a) 商譽所在資產組或資產組組合的相關信息

Name	The composition and basis of the asset group or combination to which it belongs	Operating segments and basis	Is it consistent with previous years 是否與以前年度保持一致
名稱	所屬資產組或組合的構成及依據	所屬經營分部及依據	
Sunstar Communication Technology Company Limited	The cash inflows generated by Sunstar Communication Technology Company Limited and its subsidiaries are basically independent of the cash inflows generated by other assets or asset groups	For internal management purposes, this asset group belongs to the optical components and module segment	Yes
四川光恒通信技術有限公司	四川光恒通信技術有限公司及其控制的下屬公司資產組，產生的現金流入基本上獨立於其他資產或者資產組產生的現金流入。	基於內部管理目的，該資產組歸屬於光器件及模塊分部	是
Yangtze (Wuhan) Optical System Corporation	The cash inflows generated by Yangtze (Wuhan) Optical System Corporation are basically independent of the cash inflows generated by other assets or asset groups	For internal management purposes, this asset group belongs to other segment	Yes
長飛(武漢)光系統股份有限公司	長飛(武漢)光系統股份有限公司資產組，產生的現金流入基本上獨立於其他資產或者資產組產生的現金流入。	基於內部管理目的，該資產組歸屬於其他分部	是
Yangtze Optical Cable (Suzhou) Company Limited	The cash inflows generated by Yangtze Optical Cable (Suzhou) Company Limited are basically independent of the cash inflows generated by other assets or asset groups	For internal management purposes, this asset group belongs to the optical fibre cables segment	Yes
長飛光電線纜(蘇州)有限公司	長飛光電線纜(蘇州)有限公司資產組，產生的現金流入基本上獨立於其他資產或者資產組產生的現金流入。	基於內部管理目的，該資產組歸屬於光纜分部	是
Nanjing Fiberfoton Corporation Limited	The cash inflows generated by Nanjing Fiberfoton Corporation Limited and its subsidiaries are basically independent of the cash inflows generated by other assets or asset groups	For internal management purposes, this asset group belongs to other segment	Yes
南京光坊技術有限公司	南京光坊技術有限公司及其控制的下屬公司資產組，產生的現金流入基本上獨立於其他資產或者資產組產生的現金流入。	基於內部管理目的，該資產組歸屬於其他分部	是

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、合並財務報表項目註釋(續)

(Cont'd)

17. Goodwill (Cont'd)

(2) Provision for impairment of goodwill (Cont'd)

(a) Information related to the asset group or combination of asset groups where goodwill is located (Cont'd)

17、商譽(續)

(2) 商譽減值準備(續)

(a) 商譽所在資產組或資產組組合的相關信息(續)

Name	The composition and basis of the asset group or combination to which it belongs	Operating segments and basis	Is it consistent with previous years
名稱	所屬資產組或組合的構成及依據	所屬經營分部及依據	是否與以前年度保持一致
Broadex Technologies Company Limited ("Asset group 1")	The cash inflows generated by Broadex Technologies Company Limited (Everpro and its subsidiaries are not included), and its subsidiaries are basically independent of the cash inflows generated by other assets or asset groups	For internal management purposes, this asset group belongs to the optical components and module segment	Yes
博創科技股份有限公司(「資產組1」)	博創科技股份有限公司及其控制的下屬公司(不含長芯盛及其子公司)資產組，產生的現金流入基本上獨立於其他資產或者資產組產生的現金流入。	基於內部管理目的，該資產組歸屬於光器件及模塊分部	是
Shenzhen Kingdar Optics Company Limited	The cash inflows generated by Shenzhen Kingdar Optics Company Limited are basically independent of the cash inflows generated by other assets or asset groups	For internal management purposes, this asset group belongs to other segment	Yes
深圳市金達光學有限公司	深圳市金達光學有限公司資產組，產生的現金流入基本上獨立於其他資產或者資產組產生的現金流入。	基於內部管理目的，該資產組歸屬於其他分部	是
EverPro (Wuhan) Technologies Joint Stock Limited Company ("Asset group 2")	The cash inflows generated by EverPro (Wuhan) Technologies Joint Stock Limited Company and its subsidiaries (SL Germany included) are basically independent of the cash inflows generated by other assets or asset groups	For internal management purposes, this asset group belongs to the optical components and module segment	Yes
長芯盛(武漢)科技股份有限公司(「資產組2」)	長芯盛(武漢)科技股份有限公司及其控制的下屬公司(包含SL德國)資產組，產生的現金流入基本上獨立於其他資產或者資產組產生的現金流入。	基於內部管理目的，該資產組歸屬於光器件及模塊分部	是

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. Goodwill (Cont'd)

(2) Provision for impairment of goodwill (Cont'd)

(b) The specific method for determining the recoverable amount

五、合並財務報表項目註釋(續)

17、商譽(續)

(2) 商譽減值準備(續)

(b) 可收回金額的具體確定方法

Item	Carrying amount	Recoverable amount	Impairment	Determination of fair value and disposal costs	Key parameter	Basis for determining key parameters
項目	賬面價值	可收回金額	減值金額	公允價值和處置費用的確定方式	關鍵參數	關鍵參數的確定依據
Broadex Technologies Company Limited and EverPro (Wuhan) Technologies Joint Stock Limited Company	Asset group 1: 5,400,041,120 Asset group 2: 2,241,170,005	Asset group 1: 6,224,676,000 Asset group 2: 4,503,052,000	–	The fair value is determined using the market method, and the fair value of the asset group is estimated based on the necessary adjustments made to the stock price of the listed company (including adjustments to current assets or liabilities, non operating assets or liabilities, and interest bearing liabilities). The relevant disposal expenses are determined using the estimated disposal expense ratio	Stock price of listed companies	Public information
博創科技股份有限公司及長芯盛(武漢)科技股份有限公司	資產組1: 5,400,041,120 資產組2: 2,241,170,005	資產組1: 6,224,676,000 資產組2: 4,503,052,000	–	公允價值以市場法確定，以上市公司股價經必要的調整後(包括調整流動資產或負債、非經營性資產或負債及帶息負債)估算資產組的公允價值，相關處置費用以預計處置費用率確定	上市公司股價	公開信息

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. Goodwill (Cont'd)

(2) Provision for impairment of goodwill (Cont'd)

(b) The specific method for determining the recoverable amount (Cont'd)

五、合並財務報表項目註釋(續)

17、商譽(續)

(2) 商譽減值準備(續)

(b) 可收回金額的具體確定方法(續)

Item	Carrying amount	Recoverable amount	Impairment	Years in the forecast period	Key parameters for the prediction period	Basis for determining parameters during the prediction period	Key parameters during the stable period	Basis for determining parameters during the stable period
項目	賬面價值	可收回金額	減值金額	預測期的年限	預測期的關鍵參數	預測期內的參數的確定依據	穩定期的關鍵參數	穩定期的關鍵參數的確定依據
Sunstar Communication Technology Company Limited	343,110,350	578,321,287	-	5 years	Revenue growth rate 15-16%, profit margin 4-7%, discount rate 12.55%	Management based on past performance and expectations for market development	Revenue growth rate 3%, profit margin 7%, discount rate 12.55%	Basis for determining key parameters during the stable period is consistent with the confirmation basis for the forecast period
四川光恒通信技術有限公司				5年	收入增長率15-16%，利潤率4-7%，折現率12.55%	管理層根據過往表現及其對市場發展的預期	收入增長率3%，利潤率7%，折現率12.55%	穩定期關鍵參數的確認依據與預測期確認依據保持一致
Yangtze (Wuhan) Optical System Corporation	95,007,922	133,709,269	-	5 years	Revenue growth rate 25-35%, profit margin 5-7%, discount rate 12.62%	Management based on past performance and expectations for market development	收入增長率3%，利潤率7%，折現率12.62%	Basis for determining key parameters during the stable period is consistent with the confirmation basis for the forecast period
長飛(武漢)光系統股份有限公司				5年	收入增長率25-35%，利潤率5-7%，折現率12.62%	管理層根據過往表現及其對市場發展的預期	收入增長率3%，利潤率7%，折現率12.62%	穩定期關鍵參數的確認依據與預測期確認依據保持一致

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、合並財務報表項目註釋(續)

(Cont'd)

17. Goodwill (Cont'd)

(2) Provision for impairment of goodwill (Cont'd)

(b) The specific method for determining the recoverable amount (Cont'd)

17、商譽(續)

(2) 商譽減值準備(續)

(b) 可收回金額的具體確定方法(續)

Item	Carrying amount	Recoverable amount	Impairment	Years in the forecast period	Key parameters for the prediction period	Basis for determining parameters during the prediction period	Key parameters during the stable period	Basis for determining parameters during the stable period
項目	賬面價值	可收回金額	減值金額	預測期的年限	預測期的關鍵參數	預測期內的參數的確定依據	穩定期的關鍵參數	穩定期的關鍵參數的確定依據
Yangtze Optical Cable (Suzhou) Company Limited	310,773,571	374,914,937	-	5 years	Revenue growth rate 15%, profit margin 2-3%, discount rate 12.59%	Management based on past performance and expectations for market development	Revenue growth rate 3%, profit margin 3%, discount rate 12.59%	Basis for determining key parameters during the stable period is consistent with the confirmation basis for the forecast period
長飛光電纜(蘇州)有限公司				5年	收入增長率15%，利潤率2%-3%，折現率12.59%	管理層根據過往表現及其對市場發展的預期	收入增長率3%，利潤率3%，折現率12.59%	穩定期關鍵參數的確認依據與預測期確認依據保持一致
Nanjing Fiberfoton Corporation Limited	48,232,461	138,933,349	-	5 years	Revenue growth rate 5-10%, profit margin 10-5%, discount rate 12.19%	Management based on past performance and expectations for market development	Revenue growth rate 3%, profit margin 5%, discount rate 12.19%	Basis for determining key parameters during the stable period is consistent with the confirmation basis for the forecast period
南京光坊技術有限公司				5年	收入增長率5%-10%，利潤率10%-5%，折現率12.19%	管理層根據過往表現及其對市場發展的預期	收入增長率3%，利潤率5%，折現率12.19%	穩定期關鍵參數的確認依據與預測期確認依據保持一致
Shenzhen Kingdar Optics Company Limited	49,030,977	58,472,899	-	5 years	Revenue growth rate 30%, profit margin 14-17%, discount rate 12.19%	Management based on past performance and expectations for market development	Revenue growth rate 3%, profit margin 16%, discount rate 12.19%	Basis for determining key parameters during the stable period is consistent with the confirmation basis for the forecast period
深圳市金達光學有限公司				5年	收入增長率30%，利潤率14%-17%，折現率12.19%	管理層根據過往表現及其對市場發展的預期	收入增長率3%，利潤率16%，折現率12.19%	穩定期關鍵參數的確認依據與預測期確認依據保持一致

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)

18. Deferred tax assets and liabilities

(1) Deferred tax assets and liabilities

五、合並財務報表項目註釋(續)

18、遞延所得稅資產、遞延所得稅負債

(1) 遞延所得稅資產和遞延所得稅負債

Item	項目	31 December 2023 2023年12月31日		31 December 2022 2022年12月31日	
		Deductible or taxable temporary difference 可抵扣或 應納稅 暫時性差異	Deferred tax assets/ liabilities 遞延所得稅 資產/負債	Deductible or taxable temporary difference 可抵扣或 應納稅 暫時性差異	Deferred tax assets/ liabilities 遞延所得稅 資產/負債
Deferred tax assets:	遞延所得稅資產：				
Provision for impairment of assets	資產減值準備	734,862,060	118,791,573	631,566,252	100,601,402
Unrealized internal profits	內部交易未實現利潤	524,229,324	97,193,906	513,915,671	77,087,351
Government grants	政府補助	392,653,174	64,348,520	408,712,266	67,091,387
Deductible tax losses	可抵扣虧損	933,106,148	168,469,264	1,095,454,467	182,405,609
Lease liabilities	租賃負債	124,603,296	21,361,750	57,979,757	10,018,387
Others	其他	44,146,922	6,619,168	23,214,948	3,598,519
Sub-total	小計	2,753,600,924	476,784,181	2,730,843,361	440,802,655
Eliminations	互抵金額		(132,680,568)		(168,154,280)
Amount after eliminations	互抵後的金額		344,103,613		272,648,375

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)

18. Deferred tax assets and liabilities (Cont'd)

(1) Deferred tax assets and liabilities (Cont'd)

五、合並財務報表項目註釋(續)

18、遞延所得稅資產、遞延所得稅負債(續)

(1) 遞延所得稅資產和遞延所得稅負債(續)

Item	項目	31 December 2023 2023年12月31日		31 December 2022 2022年12月31日	
		Deductible or taxable temporary difference 可抵扣或應納稅暫時性差異	Deferred tax assets/liabilities 遞延所得稅資產/負債	Deductible or taxable temporary difference 可抵扣或應納稅暫時性差異	Deferred tax assets/liabilities 遞延所得稅資產/負債
Deferred tax liabilities:	遞延所得稅負債：				
Fair value changes in other equity instruments	其他權益工具公允價值變動	(55,998,313)	(8,399,747)	(32,811,306)	(4,921,697)
Fair value changes in financial assets held for trading	交易性金融資產公允價值變動	(437,336,394)	(66,952,423)	(442,869,884)	(67,807,725)
Differences from tax and accounting on fixed asset	固定資產稅會差異	(616,993,953)	(92,549,093)	(532,479,042)	(79,871,856)
Investment income accounted by Equity method	權益法核算的投資收益	(149,549)	(22,432)	(39,117,833)	(5,867,675)
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	(1,216,282,247)	(182,442,337)	(1,718,392,305)	(257,758,846)
Right-of-use assets	使用權資產	(118,627,983)	(20,457,210)	(55,116,617)	(9,685,327)
Sub-total	小計	(2,445,388,439)	(370,823,242)	(2,820,786,987)	(425,913,126)
Eliminations	互抵金額		132,680,568		168,154,280
Amount after eliminations	互抵後的金額		(238,142,674)		(257,758,846)

(2) Breakdown of unrecognized deferred tax assets

(2) 未確認遞延所得稅資產明細

Item	項目	31 December 2023 2023年 12月31日		31 December 2022 2022年 12月31日	
		Deductible temporary difference	可抵扣暫時性差異	Deductible temporary difference	可抵扣暫時性差異
Deductible temporary difference	可抵扣暫時性差異	323,356,222		160,707,702	
Deductible tax losses	可抵扣虧損	777,483,505		392,800,336	
Total	合計	1,100,839,727		553,508,038	

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)

18. Deferred tax assets and liabilities (Cont'd)

(3) Expiration of deductible tax losses for unrecognized deferred tax assets

五、合並財務報表項目註釋(續)

18、遞延所得稅資產、遞延所得稅負債(續)

(3) 未確認遞延所得稅資產的可抵扣虧損的到期情況

Year	年份	31 December 2023 2023年 12月31日	31 December 2022 2022年 12月31日
2023	2023年	–	1,430,746
2024	2024年	–	–
2025	2025年	6,534,989	6,895,628
2026	2026年	84,203,003	90,179,052
2027	2027年	133,468,653	125,435,682
2028	2028年	158,262,289	44,086,817
2029	2029年	58,387,446	58,387,446
2030	2030年	12,013,309	11,661,965
2031	2031年	9,814,737	21,563,336
2032	2032年	49,002,948	–
2033	2033年	6,863,235	–
Without deadline	無到期期限	258,932,896	33,159,664
Total	合計	777,483,505	392,800,336

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)

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Cont'd)

19. Others non-current assets

五、合並財務報表項目註釋(續)

19、其他非流動資產

Item	項目	31 December 2023 2023年12月31日			31 December 2022 2022年12月31日		
		Book value 賬面餘額	Impairment 減值準備	Carrying Amount 賬面價值	Book value 賬面餘額	Impairment 減值準備	Carrying Amount 賬面價值
Prepayments for equipment	預付設備款	205,232,539	–	205,232,539	172,593,871	–	172,593,871
Contract performance cost	合同履約成本	1,706,215	–	1,706,215	260,452,393	–	260,452,393
Deductible VAT input tax	待抵扣增值稅進項稅	259,787,246	–	259,787,246	103,701,525	–	103,701,525
Total	合計	466,726,000	–	466,726,000	536,747,789	–	536,747,789

20. Short-term loans

20、短期借款

Item	項目	31 December 2023 2023年 12月31日	31 December 2022 2022年 12月31日
Unsecured loans	信用借款	1,749,536,836	1,754,882,426
Total	合計	1,749,536,836	1,754,882,426

As at 31 December 2023, the guaranteed loans tendered by the intercompany of the Group included in the above unsecured loans were RMB34,371,000 (31 December 2022: RMB52,234,500).

於2023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34,371,000元（2022年12月31日：人民幣52,234,500元）。

As at 31 December 2023, the Group did not have any overdue loans not yet paid.

於2023年12月31日，本集團沒有已逾期未償還的借款。

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)

21. Bills payable

Item	項目	31 December 2023 2023年 12月31日	31 December 2022 2022年 12月31日
Commercial acceptance bills	商業承兌匯票	799,029,013	375,316,985
Bank acceptance bills	銀行承兌匯票	569,324,122	1,055,617,838
Total	合計	1,368,353,135	1,430,934,823

The Group did not have bills payable that were due and not yet paid.
The above amounts were bills payable due within one year.

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。

22. Accounts payable

(1) Details of accounts payable are as follows:

Item	項目	31 December 2023 2023年 12月31日	31 December 2022 2022年 12月31日
Due to related parties	應付關聯公司	322,874,669	132,449,120
Due to third parties	應付第三方供應商	1,464,966,290	1,899,202,961
Total	合計	1,787,840,959	2,031,652,081

22. 應付賬款

(1) 應付賬款情況如下：

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)

22. Accounts payable (Cont'd)

(2) The ageing analysis of accounts payables of the Group, based on invoice date, is as follows:

Item	項目	31 December 2023 2023年 12月31日	31 December 2022 2022年 12月31日
Within 1 year (1 year inclusive)	1年以內(含1年)	1,689,329,664	1,959,415,826
1 to 2 years (2 years inclusive)	1年至2年(含2年)	49,744,090	15,920,658
2 to 3 years (3 years inclusive)	2年至3年(含3年)	13,759,904	35,901,875
Over 3 years	3年以上	35,007,301	20,413,722
Total	合計	1,787,840,959	2,031,652,081

Accounts payable over 1 year are paid for goods and spare parts for system integration projects. The Group continue to trading with the responding parties.

賬齡超過1年的應付賬款主要為應付貨款和應付系統集成項目備件採購款項，本集團與對方繼續發生業務往來。

五、合並財務報表項目註釋(續)

22、應付賬款(續)

(2) 本集團的應付賬款按發票日的賬齡分析如下：

23. Contract liabilities

23、合同負債

Item	項目	31 December 2023 2023年 12月31日	31 December 2022 2022年 12月31日
Advances from sales of optical fibre preform and optical fibre	光纖預製棒及光纖銷售預收款	52,196,872	67,874,935
Advances from sales of optical fibre cable	光纖銷售預收款	170,250,492	230,616,059
Advances from Peru network project	秘魯網絡工程預收款	210,953,330	479,216,217
Other advances from customers	其他預收款項	65,201,412	38,942,300
Total	合計	498,602,106	816,649,511

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)

24. Employee benefits payable

(1) Employee benefits payable are as follows:

		Opening balance	Addition during the year	Addition due to business combination involving entities not under common control	Decrease during the year	Disposal of subsidiaries	Closing balance
		年初餘額	本年增加	非同一控制下 企業合併增加	本年減少	處置子公司	年末餘額
Short-term employee benefits	短期薪酬	449,939,259	1,624,290,132	22,002,097	(1,550,846,905)	(16,636,869)	528,747,714
Termination benefits – Defined contribution plan	離職後福利 – 設定提存計劃	1,590,567	152,171,240	1,657,966	(150,388,007)	(573,947)	4,457,819
Termination benefits	辭退福利	–	5,221,860	–	–	–	5,221,860
Total	合計	451,529,826	1,781,683,232	23,660,063	(1,701,234,912)	(17,210,816)	538,427,393

五、合並財務報表項目註釋(續)

24、應付職工薪酬

(1) 應付職工薪酬列示：

(2) Short-term employee benefits

(2) 短期薪酬

		Opening balance	Addition during the year	Addition due to business combination involving entities not under common control	Decrease during the year	Disposal of subsidiaries	Closing balance
		年初餘額	本年增加	非同一控制下 企業合併增加	本年減少	處置子公司	年末餘額
Salary, bonus, subsidy and grants	工資、獎金、津貼和補貼	438,317,142	1,402,281,890	19,581,065	(1,331,654,445)	(15,468,371)	513,057,281
Staff welfare	職工福利費	3,025,324	15,143,206	–	(13,675,272)	(449,152)	4,044,106
Social insurance	社會保險費						
– Medical insurance	– 醫療保險費	1,902,893	90,449,320	1,739,906	(89,772,711)	(242,780)	4,076,628
– Work injury	– 工傷保險費	24,381	2,106,692	17,698	(2,081,908)	(5,395)	61,468
– Maternity insurance	– 生育保險費	158,441	1,095,860	160	(1,071,076)	(21,580)	161,805
Housing fund	住房公積金	419,952	95,014,015	663,268	(94,602,767)	(359,673)	1,134,795
Union expenses and employees education expenses	工會經費和職工教育經費	6,091,126	18,199,149	–	(17,988,726)	(89,918)	6,211,631
Total	合計	449,939,259	1,624,290,132	22,002,097	(1,550,846,905)	(16,636,869)	528,747,714

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)

24. Employee benefits payable (Cont'd)

(3) Termination benefits – Defined contribution plan

		Opening balance	Addition during the year	Addition due to business combination involving entities not under common control	Decrease during the year	Disposal of subsidiaries	Closing balance
		年初餘額	本年增加	非同一下控制下企業合併增加	本年減少	處置子公司	年末餘額
Basic retirement insurance premiums	基本養老保險	1,268,893	146,503,477	1,591,647	(144,788,008)	(550,989)	4,025,020
Unemployment insurance	失業保險費	321,674	5,667,763	66,319	(5,599,999)	(22,958)	432,799
Total	合計	1,590,567	152,171,240	1,657,966	(150,388,007)	(573,947)	4,457,819

五、合並財務報表項目註釋 (續)

24、應付職工薪酬 (續)

(3) 離職後福利 – 設定提存計劃

25. Taxes payable

25、應交稅費

Item	項目	31 December 2023 2023年 12月31日	31 December 2022 2022年 12月31日
Value added tax	增值稅	59,221,826	41,853,727
Enterprise income tax	企業所得稅	56,879,108	38,233,991
Personal income tax	個人所得稅	7,461,963	9,138,683
Urban maintenance and construction tax	城市維護建設稅	20,437,741	22,816,415
Education fee surcharge	教育費附加	23,187,108	24,460,851
Others	其他	19,842,171	17,634,747
Total	合計	187,029,917	154,138,414

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 payables

Others payables by nature of payments are as follows:

Item	項目	31 December 2023 2023年 12月31日	31 December 2022 2022年 12月31日
Payments for equity acquisition	應付股權收購款	497,753,666	–
Payments for equipment and projects	應付設備及工程款	437,952,919	412,643,090
Government grants	政府補助	422,100,637	–
Payment for sales commission	應付銷售佣金	72,893,107	67,467,396
Deposits for security/pledge	保證金／押金	78,125,628	12,755,210
Payment for technical royalty fee	應付技術提成費	30,696,358	34,774,942
Payable personal income tax return	應付個人所得稅返還	10,541,728	9,439,060
Payment for intermediaries fees	應付專業服務費用	4,077,511	5,130,252
Others	其他	116,603,561	99,307,635
Total	合計	1,670,745,115	641,517,585

五、合並財務報表項目註釋(續)

26、其他應付款

按款項性質列示：

27. Non-current liabilities due within one year

Information on non-current liabilities due within one year was as follows:

Item	項目	31 December 2023 2023年 12月31日	31 December 2022 2022年 12月31日
Non-current loans due within one year	一年內到期的長期借款	1,235,414,791	209,420,228
Capital and interests of debenture payables due within one year	一年內到期的應付債券本金及利息	–	505,700,660
Lease liabilities due within one year	一年內到期的租賃負債	26,681,351	17,775,063
Total	合計	1,262,096,142	732,895,951

27、一年內到期的非流動負債

一年內到期的非流動負債分項目情況如下：

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)

28. Other current liabilities

Item	項目	31 December 2023 2023年 12月31日	31 December 2022 2022年 12月31日
VAT output tax to be paid	待轉增值稅銷項稅	19,406,181	61,057,878

五、合並財務報表項目註釋(續)

28、其他流動負債

29. Long-term loans

(1) Classification of long-term loans

Item	項目	31 December 2023 2023年 12月31日	31 December 2022 2022年 12月31日
Unsecured loans	信用借款	6,090,598,259	4,160,408,710
Less: long-term loans due within one year	減：一年內到期的長期借款	1,235,414,791	209,420,228
Total	合計	4,855,183,468	3,950,988,482

29、長期借款

(1) 長期借款分類

As at 31 December 2023, the Group had no overdue long-term borrowings. The above borrowings are fixed-rate borrowings. Interest rates range from 0.9% to 4.0%. (2022: 0.9% to 4.0%). The interest rate for floating rate borrowings is reduced by 1.20% from the market quoted interest rate of one-year loans to 0.55% from the market quoted interest rate of one-year loans.

於2023年12月31日本集團無已逾期未償還的長期借款。上述借款中固定利率借款的利率為0.9% – 4.0% (2022年度：0.9% – 4.0%)，浮動利率借款的利率為一年期貸款市場報價利率減1.20%至一年期貸款市場報價利率減0.55%。

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)

29. Long-term loans (Cont'd)

(1) Classification of long-term loans (Cont'd)

The Group's bank loans (including current bank loans and non-current bank loans) by repayment time were listed as follows:

Item	項目	31 December 2023 2023年 12月31日	31 December 2022 2022年 12月31日
Within 1 year (1 year inclusive)	1年以內(含1年)	2,984,951,627	1,964,302,654
1 to 2 years (2 years inclusive)	1年至2年(含2年)	2,213,663,901	1,237,081,603
2 to 5 years (5 years inclusive)	2年至5年(含5年)	2,641,519,567	2,713,906,879
Total	合計	7,840,135,095	5,915,291,136

30. Debenture payables

(1) Debenture payables

五、合並財務報表項目註釋(續)

29、長期借款(續)

(1) 長期借款分類(續)

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:

30、應付債券

(1) 應付債券

Item	項目	31 December 2023 2023年12月31日	31 December 2022 2022年12月31日
Issue corporate bonds to professional investors in 2020	2020年面向專業投資者公開發行公司債券	—	505,700,660
Less: Interests of debenture payables due within one year	減:一年內到期的應付債券本金及利息	—	505,700,660
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)

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Cont'd)

30. Debenture payables (Cont'd)

(2) Increase or decrease in debenture payables (excluding preferred stocks, perpetual bonds, and other financial instruments classified as financial liabilities)

Name of debenture	Par value	Issue date	Maturity of Bonds	Issue Amount	Opening Balance	Issue during the year	Interests accrued according to par value	Discount premium amortization	Payback during the year	Closing Balance	Whether default
債券名稱	面值	發行日期	債券期限	發行金額	年初餘額	本年發行	按面值計提利息	折溢價攤銷	本年償還	年末餘額	是否違約
Issue corporate bonds to professional investors in 2020	RMB100 per bond	August 2020	3 years	500,000,000	505,700,660	-	11,458,904	340,436	(517,500,000)	-	No
2020年面向專業投資者公開發行公司債券	100人民幣/張	2020年8月	3年								否

五、合並財務報表項目註釋(續)

30、應付債券(續)

(2) 應付債券的增減變動(不包括劃分為金融負債的優先股、永續債等其他金融工具):

31. Long-term payables

31、長期應付款

Item	項目		31 December 2023 2023年 12月31日	31 December 2022 2022年 12月31日
Equity repurchase payment	股權回購款	Note 註	-	639,999,941
Interests of equity repurchase payment	股權回購款利息	Note 註	-	33,846,189
Total	合計		-	673,846,130

Note: The equity repurchase payment refers to the investment payment received by the subsidiary from external investors during the capital increase process. As the external investors have a put back right, the Group reports the above investment payment as a financial liability, in accordance with the provisions of the Accounting Standards for Business Enterprises No. 37 – Presentation of Financial Instruments. In 2023, the subsidiary was no longer included in the scope of consolidated financial statements and became an associate of the Company, as detailed in Note VI. 2.

註：股權回購款系子公司在增資過程中收到外部投資者的投資款，由於外部投資者擁有一項回售權，按照《企業會計準則第37號—金融工具列報》的規定，本集團將上述投資款作為金融負債列報。2023年，該子公司不再納入合併報表範圍，成為本公司的聯營公司，詳見附註六、2。

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、合並財務報表項目註釋(續)

(Cont'd)

32. Deferred income

32、遞延收益

Item 項目	Opening Balance 年初餘額	Addition during the year 本年增加	Decrease during the year 本年減少	Disposal of subsidiaries 處置子公司	Closing Balance 年末餘額	Causes 形成原因
Government grants 政府補助	410,285,638	188,995,404	(81,602,682)	(88,421,054)	429,257,306	Engineering construction project government subsidy 工程建設項目政府補助
Others 其他	2,160,000	–	(432,000)	–	1,728,000	
Total 合計	412,445,638	188,995,404	(82,034,682)	(88,421,054)	430,985,306	

Details of government grants:

涉及政府補助的項目：

Item 項目	Opening Balance 年初餘額	Addition during the year 本年新增 補助金額	Amount to non-operating income 本年計入 營業外收入 金額	Amount to other comprehensive income 本年計入 其他收益金額	Disposal of subsidiaries 處置子公司	Closing Balance 年末餘額	Related to assets/income 與資產相關/ 與收益相關
Development special fund under "One corresponding policy for each individual enterprise 「一企一策」發展專項資金	32,018,736	–	–	(3,487,349)	–	28,531,387	Related to Assets 與資產相關
High Speed Communication Chip Implementation project 高速通信芯片實施方案項目	29,259,699	–	–	(3,200,000)	–	26,059,699	Related to Assets 與資產相關
Phase 2 expansion project 二期擴產工程項目	19,996,361	–	–	(2,268,083)	–	17,728,278	Related to Assets 與資產相關
Special financial funds for key industrial investment technological transformation 重點工業投資技術改造財政專項資金	13,043,233	–	–	(1,976,900)	–	11,066,333	Related to Assets 與資產相關
Subsidies for R&D on ultra-low attenuation optical fiber and cable for use of next- generation optical communication networks 用於下一代光通信網絡的超低衰減光纖光 纜研發補貼	29,053,098	–	–	(4,980,531)	–	24,072,567	Related to Assets 與資產相關

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、合並財務報表項目註釋(續)

(Cont'd)

32. Deferred income (Cont'd)

Details of government grants: (Cont'd)

32、遞延收益(續)

涉及政府補助的項目：(續)

Item	Opening Balance	Addition during the year	Amount to non-operating income 本年計入營業外收入金額	Amount to other comprehensive income 本年計入其他收益金額	Disposal of subsidiaries	Closing Balance	Related to assets/income 與資產相關/ 與收益相關
項目	年初餘額	本年新增補助金額			處置子公司	年末餘額	
Self-made optical fibre preform and optical fibre industrialization 自主預製棒及光纖產業化智能製造項目	69,436,547	–	–	(6,509,677)	–	62,926,870	Related to Assets 與資產相關
High-grade special funds 高質量發展專項資金	8,374,359	13,410,000	–	(1,085,953)	–	20,698,406	Related to Assets 與資產相關
Government industrial development support funds 政府產業發展扶持資金	57,845,468	–	–	(3,324,776)	–	54,520,692	Related to Assets 與資產相關
YOFC Qianjiang G030 High Performance Environmental Protection Low Cost Preparation Technology and Industrialization of Large Size Fibre Optical Prefabricated Rod 長飛潛江G030高性能環保低成本製備大尺寸光纖預製棒技術及產業化	–	50,000,000	–	(8,333,333)	–	41,666,667	Related to Assets 與資產相關
Subsidy for YOFC Qianjiang Intelligent Fiber Optic Factory Drawing Project 長飛潛江智能光纖廠房拉絲項目補助	–	67,320,000	–	(21,295,303)	–	46,024,697	Related to Assets 與資產相關
YOFC Qianjiang Infrastructure Compensation 長飛潛江基建補償	–	36,780,000	–	(5,637,738)	–	31,142,262	Related to Assets 與資產相關
Others 其他	151,258,137	21,485,404	–	(19,503,039)	(88,421,054)	64,819,448	Related to Assets 與資產相關
Total 合計	410,285,638	188,995,404	–	(81,602,682)	(88,421,054)	429,257,306	–

Note: The Group obtained the government subsidy of development special fund under "One corresponding policy for each individual enterprise" for the application to subsidize fixed assets and other costs and expenditures. The Group will recognize the government subsidy for the application to subsidize expenditures on fixed assets as deferred income. This deferred income will be amortized over the useful life of the relevant assets. The government subsidy for the application to compensate for other costs and expenditures was included as other income of the year.

註：本集團取得「一企一策」發展專項資金政府補助用以補貼固定資產及其他成本費用，本集團將用以補貼固定資產支出的政府補助確認為遞延收益，並在相關資產使用壽命內分攤。用於補償其他成本費用的政府補助計入其他收益。

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)

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Cont'd)

33. Other non-current liabilities

Item	項目	31 December 2023 2023年 12月31日	31 December 2022 2022年 12月31日
Government grant	政府補助	77,766,485	151,643,047
Others	其他	–	104,100,100
Total	合計	77,766,485	255,743,147

The balance of other non-current liabilities is mainly the government grant of the Group's projects that have been received but not inspected and engineering funds received in advance.

其他非流動負債餘額主要為本集團已收取但未驗收項目的政府補助款。

34. Share capital

34 · 股本

Item	項目	Opening balance 年初餘額	Changes during the year 本年變動	Closing balance 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
Employee stock ownership platform	員工持股平台	30,783,000	–	30,783,000
H share public shareholders	H股公眾股東	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	757,905,108	–	757,905,108

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)

35. Capital reserve

五、合並財務報表項目註釋(續)

35、資本公積

Item	項目	Opening balance 年初餘額	Addition during the year 本年增加	Decrease during the year 本年減少	Closing balance 年末餘額
Share premium	股本溢價	2,892,739,601	124,806,825	–	3,017,546,426
Other capital reserve	其他資本公積	45,857,339	36,297,711	(33,653,461)	48,501,589
Total	合計	2,938,596,940	161,104,536	(33,653,461)	3,066,048,015

Other capital reserve comes from the share-based payment scheme implemented by the Company (See Note XI. Share-based payment).

本年其他資本公積由本集團的股份支付計劃形成，參見附註十一、股份支付。

36. Treasury stock

36、庫存股

Item	項目	Opening balance 年初餘額	Addition during the year 本年增加	Decrease during the year 本年減少	Closing balance 年末餘額
Yangtze Optical Fibre and Cable Joint Stock Limited Company Phase I employee stock ownership scheme 長飛光纖光纜股份有限公司第一期員工持股計劃		33,653,461	–	(33,653,461)	–

The Company implemented the employee stock ownership scheme since 2019. The redeemed shares amounted to RMB33,653,461 for the scheme as treasury stock, unlocking and write off one-time in 2023. (See Note XI. Share-based payment).

本公司於2019年實施員工持股計劃，就回購股份確認庫存股人民幣33,653,461元，於2023年解鎖並一次性沖銷，參見附註十一、股份支付。

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)

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Cont'd)

37. Other comprehensive income

五、合並財務報表項目註釋(續)

37、其他綜合收益

Item	項目	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	Amount incurred during the year 本年發生額				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
			Amount incurred during the year before income tax 本年所得稅 前發生額	Less: income tax 減： 所得稅費用	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	
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	12,677,083	23,186,998	(3,478,050)	19,708,948	–	32,386,031
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	5,076,697	37,170,115	–	34,763,304	2,406,811	39,840,001
Total	合計	17,753,780	60,357,113	(3,478,050)	54,472,252	2,406,811	72,226,032

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. Surplus reserve

五、合並財務報表項目註釋(續)

38、盈餘公積

Item	項目	Opening Balance 年初餘額	Addition during the year 本年增加	Decrease during the year 本年減少	Closing Balance 年末餘額
Statutory surplus reserve	法定盈餘公積	379,043,807	–	–	379,043,807
Discretionary surplus reserve	任意盈餘公積	252,440,477	36,634,890	–	289,075,367
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	674,929,332	36,634,890	–	711,564,222

39. Retained earnings

39、未分配利潤

Item	項目	Note 註	31 December 2023 2023年 12月31日	31 December 2022 2022年 12月31日
Retained earnings at the beginning of the year	年初未分配利潤		5,788,714,185	4,861,682,295
Add: net 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		1,297,437,793	1,166,998,457
Less: Transfer to discretionary surplus reserve	減：提取任意盈餘公積		36,634,890	26,995,232
Dividends payable on ordinary share	應付普通股股利	(1)	350,152,160	212,971,335
Retained earnings at the end of the year	年末未分配利潤	(2)	6,699,364,928	5,788,714,185

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)

39. Retained earnings (Cont'd)

(1) Dividends on ordinary shares

Upon the approval of the 2023 shareholders' meeting of the Company, the Company distributed cash dividends to shareholders on 22 August 2023, with a cash dividend of RMB0.462 per share (2022: RMB0.281 per share), amounted to RMB350,152,160 (2022: RMB212,971,335) in total.

(2) Explanation of retained earnings at the end of the year

As at 31 December 2023, the retained earnings attributable to the parent company of the Group included the surplus reserve of RMB232,026,246 (2022: RMB226,638,071) transferred from the subsidiaries of the Company.

40. Operating income and costs

(1) Operating income and costs

五、合並財務報表項目註釋(續)

39、未分配利潤(續)

(1) 本年內分配普通股股利

根據2023年股東大會的批准，本公司於2023年8月22日向普通股股東派發現金股利，每股人民幣0.462元(2022年：每股人民幣0.281元)，共人民幣350,152,160元(2022年：人民幣212,971,335元)。

(2) 年末未分配利潤的說明

截至2023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232,026,246元(2022年：人民幣226,638,071元)。

40、營業收入、營業成本

(1) 營業收入、營業成本

Item	項目	2023 2023年		2022 2022年	
		Revenue 收入	Cost 成本	Revenue 收入	Cost 成本
Principal activities	主營業務	13,104,628,895	9,845,444,308	13,686,810,113	10,464,294,065
Other operating activities	其他業務	248,124,569	235,352,751	143,508,287	122,797,212
Total	合計	13,352,753,464	10,080,797,059	13,830,318,400	10,587,091,277
Including: Revenue generated from contract	其中：合同產生的收入	13,352,753,464	10,080,797,059	13,830,318,400	10,587,091,277

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)

40. Operating income and costs (Cont'd)

(2) Details of operating income

五、合並財務報表項目註釋(續)

40、營業收入、營業成本(續)

(2) 營業收入明細

Item	項目	2023 2023年		2022 2022年	
		Revenue 收入	Cost 成本	Revenue 收入	Cost 成本
Principal activities:	主營業務：				
– Optical fibres and optical fibre preforms	– 光纖及光纖預製棒銷售	3,172,912,057	1,486,438,239	3,814,849,329	2,001,810,464
– Optical fibre cables	– 光纖銷售	5,357,545,065	4,403,737,524	5,799,148,295	4,914,816,045
– Optical components and modules	– 光器件及模塊銷售	1,470,216,547	1,263,091,063	1,435,378,151	1,210,011,956
– Other sales	– 其他銷售	3,103,955,226	2,692,177,482	2,637,434,338	2,337,655,600
Sub-total	小計	13,104,628,895	9,845,444,308	13,686,810,113	10,464,294,065
Other operating activities:	其他業務：				
– Materials	– 材料銷售	234,101,392	223,243,083	131,930,756	113,048,992
– Others	– 其他	14,023,177	12,109,668	11,577,531	9,748,220
Sub-total	小計	248,124,569	235,352,751	143,508,287	122,797,212
Total	合計	13,352,753,464	10,080,797,059	13,830,318,400	10,587,091,277

41. Taxes and surcharges

41、税金及附加

Item	項目	2023	2022
		2023年	2022年
Urban maintenance and construction tax	城市維護建設稅	27,610,058	33,482,776
Education fee surcharge	教育費附加	22,349,745	24,662,439
Stamp tax	印花稅	12,263,115	9,768,666
Property tax	房產稅	21,818,429	14,138,041
Others	其他	10,170,243	4,286,917
Total	合計	94,211,590	86,338,839

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、合並財務報表項目註釋(續)

(Cont'd)

42. Selling and distribution expenses

42、銷售費用

Item	項目	2023 2023年	2022 2022年
Salaries and benefits	工資及獎金	174,831,372	162,612,042
Social insurance and housing fund	社保及住房公積金	31,521,836	24,756,503
Travelling expenses	差旅招待費	93,777,668	67,715,393
Tender fee	投標費	7,693,450	4,551,095
Packaging fee	包裝費	20,583,166	18,887,492
Selling commissions	銷售佣金	49,942,762	52,108,570
Exhibition promotion expenses	廣告宣傳費	56,417,852	26,290,704
Depreciation and amortization	折舊和攤銷	32,194,538	29,936,600
Others	其他	35,323,294	26,718,937
Total	合計	502,285,938	413,577,336

43. General and administrative expenses

43、管理費用

Item	項目	2023 2023年	2022 2022年
Salaries and benefits	工資及獎金	378,830,303	349,896,599
Social insurance and housing fund	社保及住房公積金	59,153,123	46,340,270
Employee welfare costs	員工福利費	30,044,101	26,639,421
Depreciation and amortization	折舊和攤銷	177,230,819	110,792,758
Intermediary fees	專業服務費用	105,063,619	40,404,930
Travelling expenses	差旅招待費	47,196,298	29,288,293
Maintenance and repair fees	維護修理費	46,661,267	23,619,253
Exhibition promotion expenses	會務宣傳費	4,945,475	4,716,885
Rental expenses	租賃費	23,506,648	12,569,085
Directors' fees	董事袍金	3,507,203	3,688,496
Certification test fees	認證測試費	18,339,703	11,810,107
Insurance expenses	保險費	27,202,787	21,038,288
Safety and environmental expenses	安環費	24,796,376	19,609,579
Expenses for share-based payment	股份支付費用	27,666,578	21,684,063
Others	其他	73,963,234	56,703,759
Total	合計	1,048,107,534	778,801,786

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、合並財務報表項目註釋(續)

44. Research and development expenses

44、研發費用

Item	項目	2023 2023年	2022 2022年
Materials, fuel and power	材料燃料動力	314,979,629	366,193,291
Salaries and benefits	工資及獎金	238,453,080	228,323,734
Social insurance and housing fund	社保及住房公積金	45,560,705	42,061,200
Depreciation and amortization	折舊及攤銷	65,365,541	57,851,140
Equipment debugging fee	設備調試費	36,244,018	27,238,310
Technology usage fees	技術使用費	20,514,174	23,404,896
Others	其他	53,876,124	38,816,530
Total	合計	774,993,271	783,889,101

45. Financial expenses

45、財務費用

Item	項目	2023 2023年	2022 2022年
Interest expenses on loans and payables	貸款及應付款項的利息支出	242,009,170	202,436,759
Interest on lease liabilities	租賃負債的利息支出	3,155,807	2,417,894
Less: Borrowing costs capitalized	減：資本化的利息支出	16,045,755	12,589,149
Interest income from deposits	存款的利息收入	(110,873,263)	(75,561,756)
Net exchange gains	淨匯兌收益	(4,473,894)	(45,841,266)
Other financial expenses	其他財務費用	13,561,894	12,022,169
Total	合計	127,333,959	82,884,651

The interest rate per annum, at which the borrowing costs were capitalized for 2023 by the Company was 0.27% (2022: 0.28%).

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0.27%(2022年：0.28%)。

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

五、合並財務報表項目註釋(續)

(Cont'd)

46. Other income

46、其他收益

Item	項目	Note 附註/註	2023 2023年	2022 2022年
Government grants related to assets	與資產相關的政府補助	V.32 五、32	81,602,682	56,194,088
Government grants related to income	與收益相關的政府補助	Note 註	106,987,824	100,816,441
Total	合計		188,590,506	157,010,529

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：

Item	項目	Amount charged		
		Amount occurred in 2023 2023年 發生金額	to other comprehensive income 計入其他 收益金額	Amount charged to non-operating revenue 計入營業外 收入金額
Value added tax deduction	增值稅加計抵減	15,465,413	15,465,413	—
Subsidy for silicon carbide and power research and development	碳化硅及功率研發補助	10,785,825	10,785,825	—
Operating subsidy from Chengdu High tech Industrial Development Zone Development and Reform Bureau	成都高新技術產業開發區發展改革局轉入 運營補貼款	8,600,000	8,600,000	—
High quality development funds	高質量發展資金	5,220,000	5,220,000	—
Foreign economic and trade development funds	外經貿發展資金	4,343,400	4,343,400	—
Tax refund for software	軟件退稅	3,892,106	3,892,106	—
Special fund under "One corresponding policy for each individual enterprise"	「一企一策」五年發展專項資金	3,487,348	3,487,348	—
Funds for new fiber optic transmission system architecture and key technologies researching	新型光纖傳輸系統架構與關鍵技術研究 資金	3,245,000	3,245,000	—
Subsidy from the Development Management Office of Intelligent Manufacturing Industry in Jiangbei New Area, Nanjing	南京市江北新區智能製造產業發展管理辦 公室扶持資金補貼	3,000,000	3,000,000	—
Funds for the development and application of advanced fiber optic sensor systems	先進光纖傳感器系統研製及應用項目經費	2,890,000	2,890,000	—
Funds for technology innovation	科技創新資金	2,802,400	2,802,400	—
Susidy for research and development	研發補助	2,385,052	2,385,052	—
Rent subsidy from Chengdu High tech Industrial Development Zone Development and Reform Bureau	成都高新技術產業開發區發展改革局轉入 房租補貼款	2,211,000	2,211,000	—
Wuhan Industrial Internet Development Special Fund in 2023	2023年武漢市工業互聯網發展專項資金	2,000,000	2,000,000	—
Funds for accelerating the "1+3" industrial policy projects in 2022	2022年度加快「1+3」產業政策項目資金	2,000,000	2,000,000	—
Others	其他	35,379,530	34,660,280	719,250
Total	合計	107,707,074	106,987,824	719,250

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、合並財務報表項目註釋(續)

(Cont'd)

47. Investment income

Information on projects with investment income

47、投資收益

投資收益分項目情況

Item	項目	Note 附註	2023 2023年	2022 2022年
Investment income from long-term equity investments under equity method	權益法核算的長期股權投資收益		8,552,733	69,876,281
Investment income on disposal of long-term equity investments	處置長期股權投資產生的投資收益		—	31,736,348
Gains from remeasuring remaining equity at fair value after losing control	喪失控制權後，剩餘股權按公允價值重新計量產生的利得		68,220,758	—
Investment income from financial assets held for trading	交易性金融資產在持有期間的投資收益		62,696,449	—
Investment income on disposal of financial assets held for trading	處置交易性金融資產取得的投資收益	XVII.(3) 十七、(3)	394,948,174	10,624,424
Dividend income from other equity instrument investments	其他權益工具投資的股利收入		—	57,980
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		—	57,980
Total	合計		534,418,114	112,295,033

48. Gain from changes in fair value

48、公允價值變動變動收益

Item	項目	Note 附註	2023 2023年	2022 2022年
Financial assets held for trading	交易性金融資產	XVII.(3) 十七、(3)	10,770,040	9,472,143

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、合並財務報表項目註釋(續)

(Cont'd)

49. Credit losses

49、信用減值損失

Item	項目	Note 附註	2023 2023年	2022 2022年
Accounts receivable	應收賬款	V.4(4) 五、4(4)	109,617,992	125,222,735
Other receivables	其他應收款	V.7(2) 五、7(2)	30,353,165	(132,719)
Total	合計		139,971,157	125,090,016

50. Impairment losses

50、資產減值損失

Item	項目	Note 附註	2023 2023年	2022 2022年
Inventories	存貨	V.8(2) 五、8(2)	85,339,061	59,860,589
Long-term equity investments	固定資產	V.13 五、13	12,538,265	18,917,585
Total	合計		97,877,326	78,778,174

51. Losses from asset disposals

51、資產處置損失

Item	項目	2023 2023年	2022 2022年
Losses from disposal of fixed assets	固定資產處置淨損失	2,224,108	2,395,445

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)

52. Non-operating income and expenses

(1) Information on non-operating income items as follows:

Item	項目	Note 附註	2023 2023年	2022 2022年
Government grants	政府補助	V.46 五、46	719,250	369,312
Revenue from sales of scraps	廢品銷售收入		202,681	405,446
Penalty income	罰款收入		7,004,196	—
Compensation income	賠款收入		14,415,362	—
Others	其他		7,321,048	4,740,833
Total	合計		29,662,537	5,515,591

(2) Information on non-operating expenses

Item	項目		2023 2023年	2022 2022年
Loss from assets retirement	資產報廢損失		17,250,834	11,097,407
Donation expenses	捐贈支出		32,767	58,269
Penalty expenses	罰款支出		996,796	970,933
abnormal loss	非常損失		240,146	451,766
Others	其他		13,447,983	11,215,888
Total	合計		31,968,526	23,794,263

53. Income tax expenses

53 · 所得稅費用

Item	項目	Note 註	2023 2023年	2022 2022年
Income tax expenses 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		164,296,231	93,406,358
Changes in deferred income tax	遞延所得稅的變動	(1)	(113,971,811)	(106,156,084)
Tax filing differences	匯算清繳差異調整		(10,838,151)	3,479,109
Total	合計		39,486,269	(9,270,617)

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)

53. Income tax expenses (Cont'd)

(1) The analysis of changes in deferred income tax is as follows:

Item	項目	2023 2023年	2022 2022年
Originations and reversals of temporary differences	暫時性差異的產生和轉回	(113,971,811)	(106,156,084)

(2) Reconciliation between income tax expense and accounting profit is as follows:

Item	項目	2023 2023年	2022 2022年
Profit before income tax	稅前利潤	1,216,424,193	1,151,970,808
Expected income tax expenses calculated at tax rate of 25%	按稅率25%計算的預期所得稅	304,106,048	287,992,702
Effect of tax rate differences	適用不同稅率的影響	(75,062,533)	(15,616,824)
Effect of tax filling difference	匯算清繳差異調整的影響	(10,838,151)	3,479,109
Effect of non-taxable income	非應稅收入的影響	(108,292,632)	(16,498,655)
Effect of non-deductible cost, expense and loss	不可抵扣的成本、費用和損失的影響	6,325,365	5,180,978
Effect of temporary differences from using the former unrecognised deferred tax assets	使用前期未確認遞延所得稅資產的暫時性差異的影響	(9,193,650)	(21,013,137)
Additional qualified tax deduction relating to research and development costs	研發費加計扣除	(156,090,370)	(157,772,641)
Additional qualified tax deduction relating to fixed assets	固定資產加計扣除	—	(112,786,508)
Effect of deductible temporary differences or deductible tax losses for which no deferred tax asset was recognized this 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	88,532,192	17,764,359
Income tax expenses for the year	本年所得稅費用	39,486,269	(9,270,617)

五、合並財務報表項目註釋(續)

53、所得稅費用(續)

(1) 遞延所得稅的變動分析如下：

(2) 所得稅費用與會計利潤的關係如下：

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)

54. Calculations for earnings per share and diluted 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:

五、合並財務報表項目註釋(續)

54、基本每股收益和稀釋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：

		2023 2023年	2022 2022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	1,297,437,793	1,166,998,457
Less: Forfeitable cash dividends declared to restricted shareholders in employee share ownership this year whose shares are expected to unlock in the future	減：本年宣告的派發給預計未來可解鎖員工持股計劃限制性股票持有者的附有可撤銷條件的現金股利	-	562,000
Adjusted consolidated net profit attributable to ordinary shareholders of the Company	調整後歸屬於本公司普通股股東的合併淨利潤	1,297,437,793	1,166,436,457
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	757,905,108	755,905,108
Basic earnings per share (RMB/share)	基本每股收益(元/股)	1.71	1.54

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)

54. Calculations for earnings per share and diluted earnings per share

(Cont'd)

(1) Basic earnings per share (Cont'd)

The weighted average number of ordinary shares is calculated as follows:

		2023 2023年	2022 2022年
Number of issued ordinary shares at the beginning of the year	年初已發行普通股股數	757,905,108	757,905,108
Redeemed shares for employee stock ownership scheme (Note)	員工持股計劃回購股份(註)	-	(2,000,000)
Weighted average number of ordinary shares at the end of the year	年末普通股的加權平均數	757,905,108	755,905,108

Note: The Company has phase I employee share ownership plan following the approval by the 19th Meeting of the Second Board of Directors, the 12th Meeting of the Second Board of Supervisors and the First Extraordinary General Meeting in 2019. In accordance with the plan, the Company purchased 2,000,000 H shares of issued shares of the Company in the secondary market and granted to 100 employees participating in the plan. See Note XI. Share-based payment.

註：根據本公司第二屆董事會第十九次會議、第二屆監事會第十二次會議和2019年第一次臨時股東大會的批准，本公司實施第一期員工持股計劃，通過滬港通在二級市場累計購買公司H股股票2,000,000股授予參與該員工持股計劃的100名員工。參見附註十一、股份支付。

(2) Diluted earnings per share

Diluted earnings per share is calculated as dividing consolidated net profit attributable to ordinary shareholders of the Company (diluted) by the weighted average number of ordinary shares outstanding (diluted):

(2) 稀釋每股收益

稀釋每股收益以歸屬於本公司普通股股東的合併淨利潤(稀釋)除以本公司發行在外普通股的加權平均數(稀釋)計算：

		Note 註	2023 2023年	2022 2022年
Consolidated profit for the year attributable to ordinary shareholders of the Company (diluted)	歸屬於本公司普通股股東的合併淨利潤(稀釋)	(a)	1,297,437,793	1,166,998,457
Weighted average number of ordinary shares outstanding of the Company (diluted)	本公司發行在外普通股的加權平均數(稀釋)	(b)	757,905,108	757,846,844
Diluted earnings per share (RMB/share)	稀釋每股收益(元/股)		1.71	1.54

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)

54. Calculations for earnings per share and diluted earnings per share (Cont'd)

(2) Diluted earnings per share (Cont'd)

- (a) Consolidated net profit attributable to ordinary shareholders of the Company (diluted) is calculated as follows:

五、合並財務報表項目註釋(續)

54、基本每股收益和稀釋每股收益的計算過程(續)

(2) 稀釋每股收益(續)

- (a) 屬於本公司普通股股東的合併淨利潤(稀釋)計算過程如下：

		2023 2023年	2022 2022年
Consolidated net profit attributable to ordinary shareholders (Basic earnings per share)	歸屬於本公司普通股股東的合併淨利潤(基本每股收益)	1,297,437,793	1,166,436,457
Diluted adjustments: Forfeitable cash dividends declared to restricted H shareholders in employee share ownership plan this year whose shares are expected to unlock in the future (Note)	稀釋調整： 本年度宣告的派發給預計未來可解鎖員工持股計劃限制性股票持有者的附有可撤銷條件的現金股利(註)	-	562,000
Consolidated net profit attributable to ordinary shareholders (diluted)	歸屬於本公司普通股股東的合併淨利潤(稀釋)	1,297,437,793	1,166,998,457

Note: When calculating diluted earnings per share during the lock-in period of restricted shares, consolidated net profit attributable to ordinary shareholders of the Company (diluted) shall add the cash dividends (with dilution) distributed to the shareholders of the expected unlocking restricted shares in the future that have been deducted when calculating the consolidated net profit (dilution) attributable to ordinary shareholders of the Company.

註：限制性股票鎖定期內計算稀釋每股收益時，歸屬於本公司普通股股東的合併淨利潤(稀釋)應加回計算基本每股收益歸屬於本公司普通股股東的合併淨利潤時已扣除的當期派發給預計未來可解鎖限制性股票持有者的現金股利(具有稀釋性的)。

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)

V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Cont'd)

54. Calculations for earnings per share and diluted earnings per share

(Cont'd)

(2) Diluted earnings per share (Cont'd)

(b) Weighted average number of the Company's ordinary shares (diluted) is calculated as follows:

五、合並財務報表項目註釋(續)

54、基本每股收益和稀釋每股收益的計算過程(續)

(2) 稀釋每股收益(續)

(b) 普通股的加權平均數(稀釋)計算過程如下：

		2023 2023年	2022 2022年
Weighted average number of ordinary shares at the end of the year	年末普通股的加權平均數	757,905,108	755,905,108
Diluted adjustments:	稀釋調整：		
Effect from restricted H shares in employee share ownership plan (Note XI)	員工持股計劃限制性股票的影響(附註十一)	-	1,941,736
Weighted average number of ordinary shares (diluted) at the end of the year	年末普通股的加權平均數(稀釋)	757,905,108	757,846,844

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、合並財務報表項目註釋(續)

(Cont'd)

55. Income statement supplementary information

55、利潤表補充資料

Classification of expenses in the income statement by nature:

對利潤表中的費用按性質分類：

Item	項目	2023 2023年	2022 2022年
Operating revenue	營業收入	13,352,753,464	13,830,318,400
Less: Changes in inventories of finished goods and work in progress	減：產成品及在產品的存貨變動	(46,804,799)	37,005,354
Raw materials consumed	耗用的原材料	7,924,365,568	8,475,234,126
Employee benefits expenses	職工薪酬費用	1,781,683,232	1,618,907,231
Depreciation and amortization expenses	折舊和攤銷費用	874,028,762	608,891,332
Credit losses	信用減值損失	139,971,157	125,090,016
Impairment losses	資產減值損失	97,877,326	78,778,174
Financial expenses	財務費用	127,333,959	82,884,651
Packaging and transaction fees	包裝費及運費	361,225,327	517,348,459
Utility expenses	水電氣費	397,988,800	394,392,888
R&D expenses (excluding employee benefits, depreciation and amortization, technology usage fees and share-based payment fees)	研發費(不含職工薪酬、折舊和攤銷、技術使用費及股份支付費用)	405,099,771	428,590,119
Technology usage fees	技術使用費	20,514,174	23,404,896
Entertainment expenses	差旅招待費	143,215,238	98,696,297
Professional service fees	專業服務費用	109,387,498	44,462,539
Advertising and publicity expenses	廣告宣傳費	56,417,852	26,290,704
Share-based payment fees	股份支付費用	36,297,711	26,981,448
Other expenses	其他費用	250,609,860	194,877,862
Plus: Gains on change in fair value	加：公允價值變動收益	10,770,040	9,472,143
Investment income	投資收益	534,418,114	112,295,033
Operating profit	營業利潤	1,218,730,182	1,170,249,480

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)

56. Items of cash flow statement

(1) Proceeds received relating to other operating activities

Item	項目	2023 2023年	2022 2022年
Government grants	政府補助	141,046,235	222,611,163
Rental income	租賃收入	12,977,946	10,510,044
Disposal of scraps	廢品處置收入	202,681	405,446
Penalty income	罰款收入	7,004,196	–
Compensation income	賠款收入	9,415,362	–
Others	其他	7,321,048	12,683,319
Total	合計	177,967,468	246,209,972

(2) Payment relating to other operating activities

Item	項目	2023 2023年	2022 2022年
Travelling expenses	差旅招待費	141,636,570	94,387,260
Consultation fees	諮詢費	83,809,409	29,310,242
Exhibition promotion expenses	會務宣傳費	59,372,764	28,754,416
Tender fees	投標費	7,693,450	4,551,095
Certification test fees	認證測試費	18,339,703	11,810,107
Storage fees	倉儲保管費	9,041,058	11,239,762
Board fees	董事會費	3,309,076	3,257,540
Net increase of cash at bank with restriction	限制性銀行存款淨增加	8,458,159	91,629,215
Others	其他	24,458,395	27,632,506
Total	合計	356,118,584	302,572,143

(3) Payment relating to other investing activities

Item	項目	2023 2023年	2022 2022年
Net cash paid for disposal of subsidiaries	處置子公司支付的現金淨額	264,746,293	–

五、合並財務報表項目註釋(續)

56、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

五、合並財務報表項目註釋(續)

(Cont'd)

56. Items of cash flow statement (Cont'd)

56、現金流量表項目(續)

(4) Proceeds received relating to other financing activities

(4) 收到的其他與籌資活動有關的現金

Item	項目	2023 2023年	2022 2022年
Proceeds received from bill discounting	票據貼現收到的現金	49,080,825	—

(5) Payment relating to other financing activities

(5) 支付的其他與籌資活動有關的現金

Item	項目	2023 2023年	2022 2022年
Payment for the capital and interest of lease liabilities	償還租賃負債本金和利息	35,381,292	17,204,543
Payment of restricted stock repurchase funds by subsidiaries	子公司支付限制性股票回購款	19,442,568	—
Others	其他	9,753,772	—
Total	合計	64,577,632	17,204,543

(6) Liabilities arising from financing activities

(6) 籌資活動產生的各項負債情況

		Opening balance 年初餘額	Increase during the year 本年增加		Decrease during the year 本年減少		Closing balance 年末餘額
			Change in cash 現金變動	Change in non-cash 非現金變動	Change in cash 現金變動	Change in non-cash 非現金變動	
Short-term loans	短期借款	1,754,882,426	2,046,580,825	2,653,493	(2,004,539,630)	(50,040,278)	1,749,536,836
Non-current liabilities due within one year	一年內到期的非流動 負債	732,895,951	—	1,262,096,142	(732,895,951)	—	1,262,096,142
Long-term loans	長期借款	3,950,988,482	2,489,906,996	11,552,689	(347,005,964)	(1,250,258,735)	4,855,183,468
Lease liabilities	租賃負債	40,204,695	—	60,899,043	(31,897,536)	(8,475,463)	60,730,739
Total	合計	6,478,971,554	4,536,487,821	1,337,201,367	(3,116,339,081)	(1,308,774,476)	7,927,547,185

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)

57. 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:

五、合並財務報表項目註釋(續)

57、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：

Item	項目	Note 附註	2023 2023年	2022 2022年
Profit for the year	淨利潤		1,176,937,924	1,161,241,425
Add: Provision for impairment	加：資產減值準備	V.50		
		五、50	97,877,326	78,778,174
Credit losses	信用減值損失	V.49		
		五、49	139,971,157	125,090,016
Depreciation of fixed assets	固定資產折舊	V.13		
		五、13	648,921,015	504,286,974
Amortization of Intangible assets	無形資產攤銷	V.16		
		五、16	168,552,404	87,467,143
Depreciation of right-of-use assets	使用權資產折舊	V.15		
		五、15	33,701,260	14,594,099
Losses on disposal of fixed assets	處置固定資產的損失	V.51		
		五、51	2,224,108	2,395,445
Non operating income	營業外收入		(5,000,000)	–
Loss on retirement of fixed assets	資產報廢損失	V.52		
		五、52	17,250,834	11,097,407
Gains from changes in fair value	公允價值變動收益	V.48		
		五、48	(10,770,040)	(9,472,143)
Financial expenses	財務費用		102,896,827	66,319,600
Value added tax deduction	增值稅加計抵減	V.46		
		五、46	(15,465,413)	–
Investment income	投資收益	V.47		
		五、47	(534,418,114)	(112,295,033)
Increase in deferred tax assets	遞延所得稅資產增加	V.53		
		五、53	(113,971,811)	(106,156,084)
Decrease in inventories	存貨的減少		80,675,895	88,514,978
Increase in operating receivables	經營性應收項目的增加		(1,781,623,228)	(1,069,156,867)
Increase in operating payables	經營性應付項目的增加		1,506,647,031	751,798,490
Net cash flows from operating activities	經營活動產生的現金流量淨額		1,514,407,175	1,594,503,624

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)

57. Related information of cash flow statement (Cont'd)

(1) Supplementary information on cash flow statement (Cont'd)

- (b) Major investing and financing activities that do not involve cash receipts and payments:

五、合並財務報表項目註釋(續)

57、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投資和籌資活動：

Item	項目	2023 2023年	2022 2022年
Bank acceptance bills received from sales of goods, provision of labor services are endorsed by the Group's suppliers	銷售商品、提供勞務收到的承兌匯票背書於本集團供應商	307,284,916	479,402,199
Offset investment in acquiring subsidiaries with receivables	以往來款抵銷收購子公司投資款	—	183,260,000

- (c) Net changes in cash and cash equivalents

- (c) 現金及現金等價物淨變動情況：

Item	項目	2023 2023年	2022 2022年
Cash at the end of the year	現金的年末餘額	3,774,557,783	4,211,073,257
Less: cash at the beginning of the year	減：現金的年初餘額	4,211,073,257	2,750,079,562
Less: cash equivalent at the beginning of the year	減：現金等價物的年初餘額	—	—
Net increase in cash and cash equivalents	現金及現金等價物淨增加額	(436,515,474)	1,460,993,695

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)

57. Related information of cash flow statement (Cont'd)

(2) Relevant information of subsidiaries obtained this year

五、合並財務報表項目註釋(續)

57、現金流量表相關情況(續)

(2) 本年取得子公司的相關信息

		2023 2023年	2022 2022年
Price of acquiring subsidiaries	取得子公司的價格	227,022,323	1,746,905,060
Cash and cash equivalents paid for acquiring subsidiaries	本年取得子公司於本年支付的現金或現金等價物	227,022,323	1,746,905,060
Of which: YOFC Semiconductor	其中：長飛半導體	-	746,329,127
BDX	博創科技	-	1,000,575,933
Shenzhen Kingdar Optics Company Limited	深圳市金達光學有限公司	35,706,744	-
Silicon Line GmbH	Silicon Line GmbH	191,315,579	-
Less: Cash and cash equivalents holding by subsidiaries	減：子公司持有的現金及現金等價物	(583,012)	(1,435,647,794)
Of which: YOFC Suzhou	其中：長飛蘇州	-	(31,905,367)
YOFC Semiconductor	長飛半導體	-	(752,650,427)
Nanjing Fiberfoton Technologies	南京光坊	-	(6,203,118)
BDX	博創科技	-	(644,888,882)
Shenzhen Kingdar Optics Company Limited	深圳市金達光學有限公司	(91,171)	-
Silicon Line GmbH	Silicon Line GmbH	(491,841)	-
Net cash and cash equivalents paid for acquiring subsidiaries	取得子公司支付的現金淨額	226,439,311	311,257,266

For the acquisition of non-cash assets and liabilities of subsidiaries, please refer to Note VI.1(3).

有關取得子公司的非現金資產和負債，參見附註六、1(3)。

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)

57. Related information of cash flow statement (Cont'd)

(3) Composition of cash and cash equivalents

五、合並財務報表項目註釋(續)

57、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	2023 2023年	2022 2022年
Cash	現金	3,774,557,783	4,211,073,257
Of which: Cash in hand	其中：庫存現金	1,360,309	1,844,599
Cash at bank available on demand	可隨時用於支付的銀行存款	3,773,197,474	4,209,228,658
Cash and cash equivalents at the end of the year	年末現金及現金等價物餘額	3,774,557,783	4,211,073,257
Including: Cash at bank with restrictions in the Company or the subsidiaries of the Company	其中：母公司或集團內子公司使用受限制的現金和現金等價物	-	-

58. Assets with restrictive ownership title or right of use

58、所有權或使用權受到限制的資產

Item	項目	2023 2023年	2022 2022年	Reasons of restrictions 受限原因
Cash at bank and on hand	貨幣資金	121,278,791	112,820,632	Bills receivables and guarantee deposit, etc. 票據及保函保證金等
Bills receivables	應收票據	-	1,698,200	Bill Pool pledged 票據池質押
Total	合計	121,278,791	114,518,832	

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. Business combination involving entities not under common control

(1) Business combination involving entities not under common control during the year

六、合併範圍的變更

I、非同一控制下企業合併

(1) 本年發生的非同一控制下企業合併

	Date of Acquisition 股權 取得時點	Cost of acquisition 股權 取得成本	Shareholding proportion (%) 股權取得 比例(%)	Methods of Acquisition 股權 取得方式	Date of Purchasing 購買日	Basis for determining the date of acquisition 購買日的 確定依據	as the date of acquisition to 31 December 2022 自購買日至 2022年12月31日被購買方		
							Revenue 收入	Net (losses)/ profit 淨(虧損)/ 利潤	Net cash inflows/ outflows 淨現金流入/ (流出)
Shenzhen Kingdar Optics Company Limited 深圳市金達光學有限公司	March 2023 2023年3月	RMB35,706,744 人民幣 35,706,744元	100.00	Actual time of acquisition of control 實際取得 控制權的時間	March 2023 2023年3月	Actual time of acquisition of control 實際取得 控制權的時間	10,459,616	1,024,233	580,524
Silicon Line GmbH Silicon Line GmbH	April 2023 2023年4月	EUR25,334,622 歐元 25,334,622元	100.00	Actual time of acquisition of control 實際取得 控制權的時間	April 2023 2023年4月	Actual time of acquisition of control 實際取得 控制權的時間	41,094,788	(6,199,116)	1,615,969

Shenzhen Kingdar Optics Company Limited (“Shenzhen Kingdar”) was established in Shenzhen, Guangdong Province on 11 November 2020. Its business scope mainly engaged in the development of fiber optic communication and related communication technologies.

Silicon Line GmBH (“SL Germany”) is a company established on February 23, 2005 in Munich, Germany. Its headquarters are located in Munich, Germany, mainly engaged in the research and development, production, sales, and related technical services of chips and modules.

深圳市金達光學有限公司(「深圳金達」)是於2020年11月11日在廣東省深圳市成立的公司，總部位於廣東省深圳市，主要從事光纖通信和相關通信技術開發。

Silicon Line GmbH(「SL德國」)是於2005年2月23日在德國慕尼黑成立的公司，總部位於德國慕尼黑，主要從事芯片、模組的研發、生產、銷售和相關技術服務。

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 (Cont'd)

I. Business combination involving entities not under common control

(Cont'd)

(2) Consideration and goodwill

六、合併範圍的變更(續)

I、非同一控制下企業合併(續)

(2) 合併成本及商譽

Consideration	合併成本	Shenzhen Kingdar Optics Company Limited 深圳市金達光學有限公司	
		Carrying amount 賬面價值	Fair value 公允價值
Cash	現金	35,706,744	35,706,744
Total consideration	合併成本合計	35,706,744	35,706,744
Less: share of the fair value of identifiable net assets	減：取得的可辨認淨資產公允價值份額	—	6,244,155
Goodwill	商譽	—	29,462,589

Consideration	合併成本	Silicon Line GmbH Silicon Line GmbH	
		Carrying amount 賬面價值	Fair value 公允價值
Cash	現金	191,315,579	191,315,579
Total consideration	合併成本合計	191,315,579	191,315,579
Less: share of the fair value of identifiable net assets	減：取得的可辨認淨資產公允價值份額	—	49,629,704
Goodwill	商譽	—	141,685,875

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 (Cont'd)

I. Business combination involving entities not under common control

(Cont'd)

(3) Identifiable assets and liabilities of acquired parties on the acquisition date

六、合併範圍的變更(續)

I、非同一控制下企業合併(續)

(3) 被購買方於購買日可辨認資產和負債的情況

		Shenzhen Kingdar Optics Company Limited 深圳市金達光學有限公司	
		Fair value 公允價值	Carrying amount 賬面價值
Assets:	資產：		
Cash at bank and on hand	貨幣資金	91,171	91,171
Prepayments	預付賬款	3,297,234	3,297,234
Other receivables	其他應收款	2,886,300	2,886,300
Other current assets	其他流動資產	1,012,131	1,012,131
Fixed assets	固定資產	2,347,081	2,347,081
Long-term deferred expenses	長期待攤費用	1,939,926	1,939,926
Liabilities	負債：		
Accounts payable	應付款項	10,000	10,000
Employee benefits payable	應付職工薪酬	88,052	88,052
Taxes payable	應交稅費	1,276	1,276
Other payables	其他應付款	5,230,360	5,230,360
Net assets:	淨資產	6,244,155	6,244,155
Less: Non-controlling interests	減：少數股東權益	-	-
Net assets acquired	取得的淨資產	6,244,155	6,244,155

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 (Cont'd)

I. Business combination involving entities not under common control (Cont'd)

(3) Identifiable assets and liabilities of acquired parties on the acquisition date (Cont'd)

六、合併範圍的變更(續)

I、非同一控制下企業合併(續)

(3) 被購買方於購買日可辨認資產和負債的情況(續)

		Silicon Line GmbH	
		Fair value	Carrying amount
		公允價值	賬面價值
Assets:	資產：		
Cash at bank and on hand	貨幣資金	491,841	491,841
Accounts receivable	應收款項	4,580,930	4,580,930
Prepayments	預付賬款	545,099	545,099
Other receivables	其他應收款	18,478,628	18,478,628
Inventories	存貨	14,435,151	9,812,877
Other current assets	其他流動資產	1,907,583	1,907,583
Fixed assets	固定資產	16,719,058	15,089,116
Intangible assets	無形資產	62,258,426	11,980
Right-of-use assets	使用權資產	1,881,697	1,881,697
Liabilities:	負債：		
Accounts payable	應付款項	3,664,709	3,664,709
Advanced receives	預收款項	289,395	289,395
Employee benefits payable	應付職工薪酬	23,572,011	23,572,011
Taxes payable	應交稅費	322,699	322,699
Other payables	其他應付款	19,027,391	19,027,391
Other current liabilities	其他流動負債	755,370	755,370
Non-current liabilities due within one year	一年內到期的非流動負債	1,057,761	1,057,761
Long-term loans	長期借款	11,552,689	11,552,689
Lease liabilities	租賃負債	1,151,885	1,151,885
Deferred tax Liabilities	遞延所得稅負債	10,274,799	-
Net assets:	淨資產	49,629,704	(8,594,159)
Less: Non-controlling interests	減：少數股東權益	-	-
Net assets acquired	取得的淨資產	49,629,704	(8,594,159)

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 (Cont'd)

I. Business combination involving entities not under common control (Cont'd)

(3) Identifiable assets and liabilities of acquired parties on the acquisition date (Cont'd)

If there is an active market for the above identifiable assets, the quoted prices in the active market are used to establish their fair value; if there is no active market, their fair values are estimated based on the market prices of the same or similar types of assets which have an active market; if there is no active market for the same asset or similar types of assets, valuation techniques are used to determine the fair value.

In 2023, the Company evaluate the assets of Shenzhen Kingdar. The appraisal base date is 3 March 2023, and the merger date of Shenzhen Kingdar is 3 March 2023. The management of the company regards the sum of the book value of the net assets of Shenzhen Kingdar on 3 March 2023 and the appraisal value-added as the fair value of the identifiable net assets on the merger date. According to the shareholding ratio, the fair value share of the identifiable net assets of Shenzhen Kingdar obtained by the company on the merger date is RMB6,244,155.

In 2023, the Company engaged Aihuadi Appraisal Consulting Co., Ltd to appraise the assets of SL Germany. The benchmark date of appraisal is 20 April 2023, and the merger date of SL Germany is 20 April 2023. The management of the company regards the sum of the book value of the net assets of SL Germany on 20 April 2023 and the added value of evaluation as the fair value of the identifiable net assets on the date of combination. The fair value share of the identifiable net assets of SL Germany obtained by the company on the merger date based on the shareholding ratio is RMB49,629,704.

The above identifiable liabilities are recognized at fair value based on the payable amount or the present value of the payable amount.

六、合併範圍的變更(續)

I、非同一控制下企業合併(續)

(3) 被購買方於購買日可辨認資產和負債的情況(續)

上述可辨認資產存在活躍市場的，根據活躍市場中的報價確定其公允價值；不存在活躍市場，但同類或類似資產存在活躍市場的，參照同類或類似資產的市場價格確定其公允價值；對同類或類似資產也不存在活躍市場的，則採用技術提成法確定其公允價值。

本公司於2023年對深圳金達進行資產評估，評估基準日為2023年3月3日，深圳金達合併日為2023年3月3日。本公司管理層將2023年3月3日深圳金達淨資產賬面價值與評估增值之和作為合併日的可辨認淨資產公允價值。根據持股比例計算的本公司於合併日取得的深圳金達可辨認淨資產公允價值份額為人民幣6,244,155元。

本公司於2023年聘請艾華迪資產評估(北京)有限公司對SL德國進行資產評估，評估基準日為2023年4月20日，SL德國合併日為2023年4月20日。本公司管理層將2023年4月20日SL德國淨資產賬面價值與評估增值之和作為合併日的可辨認淨資產公允價值。根據持股比例計算的本公司於合併日取得的SL德國可辨認淨資產公允價值份額為人民幣49,629,704元。

上述可辨認負債按照應付金額或應付金額的現值作為其公允價值。

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)

VI. CHANGE IN SCOPE OF CONSOLIDATION (Cont'd)

2. Disposal of subsidiaries

Loss of control over investments in subsidiaries due to a single disposal

六、合併範圍的變更(續)

2、處置子公司

單次處置對子公司投資

Name of entity	Time of equity disposal	Price of equity disposal	Proportion of equity disposal	Method of equity disposal	The point of losing control	Basis for determining the point of loss of control	The difference between the disposal price and the share of net assets of the subsidiary enjoyed at the consolidated financial statement level corresponding to the disposal investment	The proportion of remaining equity on the date of loss of control	The carrying amount of remaining equity on the date of loss of control	The fair value of remaining equity on the date of loss of control	Gains from remeasuring remaining equity at fair value	Method and main assumptions for determining the fair value of remaining equity on the date of loss of control	The amount of other comprehensive income related to equity investments in atomic companies transferred to investment gains and losses/retained earnings
單位名稱	股權處置時點	股權處置價款	股權處置比例	股權處置方式	喪失控制權的時點	喪失控制權時點的確定依據	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賬面價值	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	喪失控制權之日剩餘股權公允價值的確定方法及主要假設	與原子公司股權投資相關的其他綜合收益轉入投資損益/留存收益的金額
Anhui YOFC Advanced Semiconductor Company Limited 安徽長飛先進半導體有限公司	15 August 2023 2023年8月15日	(499,792,307)	7.1503%	Passive dilution 被動稀釋	15 August 2023 2023年8月15日	Resolution of Shareholders Meeting 股東會決議	1,200,070,640	22.9008%	804,329,127	1,268,291,398	68,220,758	Fair value of remaining equity 剩餘股權公允價值	-

3. Other reasons for changes in the scope of merger

Details of newly established subsidiaries see Note VII.1

3、其他原因的合併範圍變動

本集團本年新設子公司的詳細信息於附註七、I 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 子公司名稱	Principal operating place 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) 持股比例(%) (或類似權益比例)		Method of Acquisition 取得方式	Date of Incorporation 設立時間
					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	RMB73,351,200	100.00%	–	Business merger not under common control	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			非同一控制下企業 合併	1999年 12月1日
Sunstar Communication Technology Company Limited	Chengdu, Sichuan Province	Chengdu, Sichuan Province	Development, production and sales of optical communication equipment and relevant electrical products	RMB40,000,000	51.00%	–	Business merger not under common control	28 December 2001
四川光恒通信技術有限公司	四川省成都市	四川省成都市	光纖通信設備器件及相關 電子產品的開發、生產 和銷售	人民幣 40,000,000元			非同一控制下企業 合併	2001年 12月28日
Yangtze (Wuhan) Optical System Corporation	Wuhan, Hubei Province	Wuhan, Hubei Province	Research and development, production and sales of special optical fiber, optical devices, sensors and other optical systems	RMB47,500,000	77.79%	–	Business merger not under common control	29 July 2004
長飛(武漢)光系統股份 有限公司	湖北省武漢市	湖北省武漢市	特種光纖、光器件、光傳 感和其他光系統系列產 品的研發、生產和銷售	人民幣 47,500,000元			非同一控制下企業 合併	2004年 7月29日
Finetop Science & Technology Company Limited	Chengdu, Sichuan Province	Chengdu, Sichuan Province	Process, development and production of optical communication components and equipments and relevant products	RMB25,000,000	–	51.00%	Business merger not under common control	10 May 2007
四川飛普科技有限公司	四川省眉山市	四川省眉山市	光通信類光電器件、設備 及系列產品的加工、開 發和生產	人民幣 25,000,000元			非同一控制下企業 合併	2007年 5月10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)

I、在子公司中的權益(續)

(1) 企業集團的構成(續)

Name of subsidiary 子公司名稱	Principal operating place 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) 持股比例(% (或類似權益比例)		Method of Acquisition 取得方式	Date of Incorporation 設立時間
					Directly 直接	Indirectly 間接		
Yangtze Optical Fibre and Cable Company (Hong Kong) Limited 長飛光纖光纜(香港)有限公司	Hong Kong 香港	Hong Kong 香港	Trading of raw materials 原材料貿易	HK\$80,000 USD52,000,000 80,000港幣 52,000,000美元	100.00%	-	Incorporation 設立	17 July 2013 2013年 7月17日
Everpro Technologies Company Limited (Note 1) 長芯盛(武漢)科技有限公司(註1)	Wuhan, Hubei Province 湖北省武漢市	Wuhan, Hubei Province 湖北省武漢市	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	RMB565,000,000 人民幣 565,000,000元	-	45.52%	Incorporation 設立	9 December 2013 2013年 12月9日
EverProsper Technologies Company Limited (Note 1) 長芯盛(香港)科技有限公司(註1)	Wuhan, Hubei Province 湖北省武漢市	Hong Kong 香港	Trading of raw materials 原材料貿易	RMB32,034,621 人民幣 32,034,621元	-	45.52%	Incorporation 設立	6 June 2014 2014年6月6日
YOFC-Yadanarbon Fibre Company Limited YOFC-Yadanarbon Fibre Company Limited	Myanmar 緬甸	Myanmar 緬甸	Import and export of optical fiber cables and related products 光纖、光纜及相關產品的進出口	USD4,000,000 4,000,000美元	50.00%	20.00%	Business merger not constitute a business 不構成業務企業合併	31 December 2014 2014年 12月31日
EverPro (Wuhan) Technologies Joint Stock Limited Company (Note 1) 長芯盛(武漢)科技股份"有限公司(註1)	Wuhan, Hubei Province 湖北省武漢市	Wuhan, Hubei Province 湖北省武漢市	Integrated wiring system production and sales 綜合佈線系統生產及銷售	RMB206,019,928 人民幣 206,019,928元	37.35%	8.17%	Incorporation 設立	15 April 2015 2015年 4月15日
PT. Yangtze Optical Fibre Indonesia PT. Yangtze Optical Fibre Indonesia	Indonesia 印度尼西亞	Indonesia 印度尼西亞	Production and sales of optical fiber and related products 光纖及相關產品的生產及銷售	USD21,000,000 21,000,000美元	70.00%	30.00%	Incorporation 設立	22 May 2015 2015年 5月22日
Yangtze Optical Fibre and Cable Shenyang Co., Ltd. 長飛光纖光纜瀋陽有限公司	Tieling, Liaoning Province 遼寧省鐵嶺市	Tieling, Liaoning Province 遼寧省鐵嶺市	Production and sales of optical cables and related products 光纜及相關產品的生產及銷售	RMB40,000,000 人民幣 40,000,000元	100.00%	-	Incorporation 設立	16 June 2015 2015年 6月16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)

I、在子公司中的權益 (續)

(1) 企業集團的構成 (續)

Name of subsidiary 子公司名稱	Principal operating place 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) 持股比例(%) (或類似權益比例)		Method of Acquisition 取得方式	Date of Incorporation 設立時間
					Directly 直接	Indirectly 間接		
Yangtze Optical Fibre and Cable Lanzhou Co., Ltd.	Lanzhou, Gansu Province	Lanzhou, Gansu Province	Production and sales of optical 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 Optical 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
長飛光纖潛江市有限公司	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
Hubei Flying Optical Fibre Material Co., Ltd.	Qianjiang, Hubei Province	Qianjiang, Hubei Province	Production and sales of high-purity germanium tetrachloride for optical fiber	RMB60,000,000	100.00%	-	Incorporation	12 August 2015
湖北飛菱光纖材料有限公司	湖北省潛江市	湖北省潛江市	光纖用高純四氯化硅的生 產及銷售	人民幣 60,000,000元			設立	2015年 8月12日
Zhejiang Ally First Optical Fiber and Cable Co., Ltd	Lin'an, Zhejiang Province	Lin'an, Zhejiang Province	Production and sales of fiber optic cables and related products	RMB186,000,000	51.00%	-	Incorporation	8 December 2015
浙江聯飛光纖光纜有限公司	浙江省臨安市	浙江省臨安市	光纖光纜及相關產品的生 產及銷售	人民幣 186,000,000元			設立	2015年 12月8日
Yangtze Optics Africa Holdings Proprietary Limited	South Africa	South Africa	Trading	ZAR203,312,045.75	51.00%	23.90%	Incorporation	14 January 2016
Yangtze Optics Africa Holdings Proprietary Limited	南非	南非	貿易	203,312,045.75南非 蘭特			設立	2016年 1月14日
Yangtze Optics Africa Cable Proprietary Limited	South Africa	South Africa	Production and sales of fiber optic cables and related products	USD8,000,000	-	74.90%	Incorporation	14 January 2016
Yangtze Optics Africa Cable Proprietary Limited	南非	南非	光纖及相關產品的生產及 銷售	8,000,000美元			設立	2016年 1月14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)

I、在子公司中的權益(續)

(1) 企業集團的構成(續)

Name of subsidiary 子公司名稱	Principal operating place 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) 持股比例(%) (或類似權益比例)		Method of Acquisition 取得方式	Date of Incorporation 設立時間
					Directly 直接	Indirectly 間接		
E3cloud Information Technologies Co., Ltd.	Wuhan, Hubei Province	Wuhan, Hubei Province	Technical development consulting services for computer hardware and software and ancillary equipment	RMB111,375,000	74.07%	-	Incorporation	2 March 2016
中標易雲信息技術有限公司	湖北省武漢市	湖北省武漢市	計算機軟硬件及諮詢服務等	人民幣 111,375,000元			設立	2016年3月2日
YOFC International (Thailand) Co., Ltd.	Thailand	Thailand	Import and export of optical fiber cables and related Products	THB50,000,000	-	100.00%	Incorporation	26 October 2016
YOFC International (Thailand) Co., Ltd.	泰國	泰國	光纖光纜及相關產品的進出口	50,000,000泰銖			設立	2016年 10月26日
PT. Yangtze Optics Indonesia	Indonesia	Indonesia	Production and sales of fiber optic cables and related products	USD32,000,000	29.65%	70.35%	Incorporation	13 April 2017
PT. Yangtze Optics Indonesia	印度尼西亞	印度尼西亞	光纖光纜及相關產品的生產及銷售	32,000,000美元			設立	2017年 4月13日
YOFC International (Philippines) Corporation	Philippines	Philippines	Fiber optic cable sales and related general contracting engineering services	Peso10,200,000	-	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 and other telecommunication related business activities not classified	USD19,028,000 EUR18,455,000	-	100.00%	Incorporation	28 February 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	19,028,000美元 18,455,000歐元			設立	2018年 2月28日
Yangtze Gas Qianjiang Co., Ltd.	Qianjiang, Hubei Province	Qianjiang, Hubei Province	Production and sales of vapour, chemical raw materials	RMB80,000,000	-	100.00%	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

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)

I、在子公司中的權益(續)

(1) 企業集團的構成(續)

Name of subsidiary 子公司名稱	Principal operating place 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) 持股比例(%) (或類似權益比例)		Method of Acquisition 取得方式	Date of Incorporation 設立時間
					Directly 直接	Indirectly 間接		
PT. YOFC International Indonesia	Indonesia	Indonesia	Sales of optical fiber and related products and engineering service	IDR4,000,000,000	-	100.00%	Incorporation	4 May 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
YOFC Baosheng 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	RMB850,000,000	70.00%	-	Incorporation	1 June 2018
長飛寶勝海洋工程有限公司	江蘇省揚州市	江蘇省揚州市	海底電纜、海底光纜等電纜電纜及其附件的銷售，海洋工程相關電纜與組件及系統的安裝	人民幣 850,000,000元			設立	2018年 6月1日
EverPro Technologies Japan Corporation (Note 1)	Japan	Japan	Product promotion	JPY5,000,000.00		45.52%	Incorporation	19 September 2018
EverPro Technologies Japan Corporation (註1)	日本	日本	產品推廣	日元5,000,000.00元			設立	2018年 9月19日
Wuhan YOFC Capital Management Company Limited	Wuhan, Hubei Province	Wuhan, Hubei Province	Management in equity investment and relating consulting service	RMB55,250,000	100.00%	-	Incorporation	16 October 2018
武漢長飛資本管理有限責任公司	湖北省武漢市	湖北省武漢市	股權類投資管理及相關諮詢服務	人民幣 55,250,000元			設立	2018年 10月16日
YOFC Perú S.A.C. (Note 2)	Peru	Peru	Communication engineering package and other related services	PEN108,693,728	-	100.00%	Incorporation	11 January 2019
YOFC Perú S.A.C. (註2)	秘魯	秘魯	通信工程總包等相關業務服務	108,693,728 新索爾			設立	2019年 1月11日
YOFC International USA Corporation	America	America	Research and promotion of optical communication	USD500,000	-	78.22%	Incorporation	22 January 2019
YOFC International USA Corporation	美國	美國	光通信產品市場研究及推廣	500,000美元			設立	2019年 1月22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)

I、在子公司中的權益(續)

(1) 企業集團的構成(續)

Name of subsidiary 子公司名稱	Principal operating place 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) 持股比例(%) (或類似權益比例)		Method of Acquisition 取得方式	Date of Incorporation 設立時間
					Directly 直接	Indirectly 間接		
YOFC International Mexico S.A. De C.V.	Mexico	Mexico	Fiber optic cable sales and related general contracting engineering services	MXN1,913,700	-	100.00%	Incorporation	21 March 2019
YOFC International Mexico S.A. De C.V.	墨西哥	墨西哥	光通信終端產品銷售及通信工程總包等相關業務服務	1,913,700 墨西哥比索			設立	2019年 3月21日
YOFC SDGI Optical Preform Qianjiang Company Limited	Qianjiang, Hubei Province	Qianjiang, Hubei Province	Production and sales of optical fibres, optical fibre preforms and related products	RMB300,000,000	65.00%	-	Incorporation	9 May 2019
長飛特發光棒潛江有限公司	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 300,000,000元			設立	2019年 5月9日
Yangtze Optical Fibre and Cable (Tianjin) Company Limited.	Tianjin	Tianjin	Production and sales of optical fibres, optical cables and related products	RMB107,800,000	100.00%	-	Incorporation	17 May 2019
長飛光纖光纜(天津)有限公司	天津市	天津市	光纖光纜及相關產品的生產及銷售	人民幣 107,800,000元			設立	2019年 5月17日
YOFC International (Australia) Proprietary Limited	Australia	Australia	Sales of optical communication products and communication engineering package and other related services	AUD70,000	-	100.00%	Incorporation	21 May 2019
YOFC International (Australia) Proprietary Limited	澳大利亞	澳大利亞	光通信產品銷售及通信工程總包等相關業務服務	70,000澳元			設立	2019年 5月21日
YOFC International (Brazil) Telecomunicacoes Ltda.	Brazil	Brazil	Computer equipment, electronic components, communication equipment trade and electrical equipment trade and retail	BRL650,000	-	100.00%	Incorporation	1 August 2019
YOFC International (Brazil) Telecomunicacoes Ltda.	巴西	巴西	計算機設備、電子元件、通信設備貿易及電氣設備貿易和零售	650,000雷亞爾			設立	2019年 8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)

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)

I、在子公司中的權益(續)

(1) 企業集團的構成(續)

Name of subsidiary 子公司名稱	Principal operating place 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) 持股比例(%) (或類似權益比例)		Method of Acquisition 取得方式	Date of Incorporation 設立時間
					Directly 直接	Indirectly 間接		
Polytech Qianjiang Company Limited 普利技術潛江有限公司	Qianjiang, Hubei Province 湖北省潛江市	Qianjiang, Hubei Province 湖北省潛江市	Research and promotion of medical materials 化工原料的研發及銷售	RMB20,000,000 人民幣 20,000,000元	-	100.00%	Incorporation 設立	19 October 2019 2019年 10月19日
YOFC International (France) S.A.S.	France	France	Purchase, sell, distribute, import and export optical cables and any materials and accessories related to optical communication	EUR300,000	-	100.00%	Incorporation	21 October 2019
YOFC International (France) S.A.S.	法國	法國	購買、銷售、分銷、進口、出口光纜和與光通信有關的任何材料、配件	300,000歐元			設立	2019年 10月21日
Wuhan YOFC Intelligent Network Technology Company Limited	Wuhan, Hubei Province	Wuhan, Hubei Province	Integrated services in communication, computer, intelligent building, weak current system and software development	RMB32,000,000	100.00%	-	Incorporation	29 October 2019
武漢長飛智慧網絡技術有限公司	湖北省武漢市	湖北省武漢市	通信、計算機、建築智能化弱電系統等集成服務及軟件開發服務	人民幣 32,000,000元			設立	2019年 10月29日
Yangtze (Hubei) Electrical Power Cable Company Limited	Xiaogan, Hubei Province	Xiaogan, Hubei Province	Production and sales of optical fibres, optical cables and related products	RMB100,000,000	51.00%	-	Incorporation	21 May 2020
長飛(湖北)電力線纜有限公司	湖北省孝感市	湖北省孝感市	光纜、電線電纜、電纜附件的研發、製造和銷售	人民幣 100,000,000元			設立	2020年 5月21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)

I、在子公司中的權益(續)

(1) 企業集團的構成(續)

Name of subsidiary 子公司名稱	Principal operating place 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) 持股比例(%) (或類似權益比例)		Method of Acquisition 取得方式	Date of Incorporation 設立時間
					Directly 直接	Indirectly 間接		
Everfoton Technologies Corporation Limited (Note 3)	Wuhan, Hubei Province	Wuhan, Hubei Province	Development and sales of optical fibres, optical cable special wire cables, devices, accessories, components and materials, special equipments and communication products	RMB227,170,611	38.17%	–	Incorporation	25 May 2020
長飛光坊(武漢)科技有限公司(註3)	湖北省武漢市	湖北省武漢市	光纖、光纜、通信線纜、特種線纜及器件、附件、組件和材料的工程設計與施工及技術服務	人民幣 227,170,611元			設立	2020年 5月25日
Yangtze Optical Fibre and Cable (Poland) sp. z o.o.	Poland	Poland	Purchase, sell, distribute, import and export optical cables and any materials and accessories related to optical communication	PLN450,000	–	100%	Incorporation	14 April 2021
Yangtze Optical Fibre and Cable (Poland) sp. z o.o.	波蘭	波蘭	購買、銷售、分銷、進口、出口光纜和與光通信有關的任何材料、配件	450,000茲羅提			設立	2021年 4月14日
YOFC Middle East Cables Trading LLC	The United Arab Emirates	The United Arab Emirates	Purchase, sell, distribute, import and export optical cables and any materials and accessories related to optical communication	AED300,000	–	100%	Incorporation	30 May 2021
YOFC Middle East Cables Trading LLC	阿聯酋	阿聯酋	購買、銷售、分銷、進口、出口光纜和與光通信有關的任何材料、配件	300,000迪拉姆			設立	2021年 5月30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)

I、在子公司中的權益(續)

(1) 企業集團的構成(續)

Name of subsidiary 子公司名稱	Principal operating place 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) 持股比例(%) (或類似權益比例)		Method of Acquisition 取得方式	Date of Incorporation 設立時間
					Directly 直接	Indirectly 間接		
YOFC Poliron Indústria e Comércio de Cabos Especiais Ltda.	Brazil	Brazil	Special cables used in petrochemical and chemical industries, offshore oil facilities and other industrial and building automation systems, and their cabling solutions	BRL74,192,262	–	100%	Business merger not under common control	10 June 2021 (acquisition date)
YOFC Poliron Indústria e Comércio de Cabos Especiais Ltda.	巴西	巴西	應用於石油化工、海上油田及其他工業與自動化系統的纜纜及施工	74,192,262 雷亞爾			非同一控制下企業合併	2021年 6月10日(收購日)
EverPro (Shanghai) Intelligent Technologies Company Limited (Note 1)	Shanghai	Shanghai	Intelligent control system integration; Development of artificial intelligence application software; Generic cabling products (cables, connectors, cable components, wiring products for access network, communication series products)	RMB10,000,000	–	45.52%	Incorporation	27 July 2021
長芯盛(上海)智能科技有限公司(註1)	上海市	上海市	智能控制系統集成；人工智能應用軟件開發；綜合佈線產品(纜纜、連接器、纜纜組件、接入網用配線產品、通信系列產品)	人民幣 10,000,000元			設立	2021年 7月27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)

I、在子公司中的權益(續)

(1) 企業集團的構成(續)

Name of subsidiary 子公司名稱	Principal operating place 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) 持股比例(%) (或類似權益比例)		Method of Acquisition 取得方式	Date of Incorporation 設立時間
					Directly 直接	Indirectly 間接		
Yangtze Optical Fibre and Cable Hanchuan Company Limited	Hanchuan Hubei Province	Hanchuan Hubei Province	Production and sales of optical fiber and optical cable; Wire and cable business; production and sales of optoelectronic device	RMB100,000,000	100%	-	Incorporation	17 September 2021
長飛光纖光纜漢川有限公司	湖北省漢川市	湖北省漢川市	光纖製造；光纜銷售；光 纜製造；光纜銷售；電 線、電纜經營；光電子 器件製造；光電子器件 銷售	人民幣 100,000,000元			設立	2021年 9月17日
EverPro (Hanchuan) Technologies Company Limited (Note 1)	Hanchuan Hubei Province	Hanchuan Hubei Province	Production and sales of optical communication equipment; Optical cable and Network equipment; Sales of intelligent power transmission and distribution and control equipment; Internet of things equipment production	RMB50,000,000	-	45.52%	Incorporation	20 October 2021
長芯盛(漢川)科技有限公司 (註1)	湖北省漢川市	湖北省漢川市	光通信設備製造；光通信 設備銷售；光纜製造； 光纜銷售；網絡設備製 造；網絡設備銷售；智 能輸配電及控制設備銷 售；物聯網設備製造	人民幣 50,000,000元			設立	2021年 10月20日
Wuhan Ruixin Investment Management Company Limited	Wuhan, Hubei Province	Wuhan, Hubei Province	Engaging in investment activities with its own funds	RMB70,000	100.00%	-	Incorporation	1 December 2021
武漢睿芯投資管理有限公司	湖北省武漢市	湖北省武漢市	以自有資金從事投資活動	人民幣 70,000元			設立	2021年 12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)

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)

I、在子公司中的權益(續)

(1) 企業集團的構成(續)

Name of subsidiary 子公司名稱	Principal operating place 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) 持股比例(%) (或類似權益比例)		Method of Acquisition 取得方式	Date of Incorporation 設立時間
					Directly 直接	Indirectly 間接		
Qianjiang YOFC Smart Network Technology Company Limited	Qianjiang, Hubei Province	Qianjiang, Hubei Province	Networked equipment sales and technology research and development, information system integration services	RMB50,000,000	–	90.00%	Incorporation	30 May 2022
潛江長飛智慧網絡技術 有限公司	湖北省潛江市	湖北省潛江市	物聯網設備銷售及技術研 發、信息系統集成服務	人民幣 50,000,000元			設立	2022年 5月30日
Polyresin (Hubei) Advanced Materials Company Limited	Qianjiang, Hubei Province	Qianjiang, Hubei Province	Research and development, manufacturing, and sales of electronic specialized materials; research and development of new material technology; production and sales of chemical products; Import and export of goods; Technology import and export	RMB20,000,000	–	100.00%	Incorporation	6 May 2022
普利瑞森(湖北)新材料 有限公司	湖北省潛江市	湖北省潛江市	電子專用材料研發，製 造，銷售；新材料技術 研發；化工產品生產及 銷售；貨物進出口；技 術進出口	人民幣 20,000,000元			設立	2022年5月6日
PT EverPro Indonesia Technologies (Note 1)	Indonesia	Indonesia	Trading and engineering services of optical fiber and cable related products	USD1,500,000	–	45.52%	Incorporation	25 October 2022
PT EverPro Indonesia Technologies (註1)	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	1,500,000美元			設立	2022年 10月25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)

I、在子公司中的權益(續)

(1) 企業集團的構成(續)

Name of subsidiary 子公司名稱	Principal operating place 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) 持股比例(%) (或類似權益比例)		Method of Acquisition 取得方式	Date of Incorporation 設立時間
					Directly 直接	Indirectly 間接		
Yangtze Optical Cable (Suzhou) Company Limited	Suzhou, Jiangsu Province	Suzhou, Jiangsu Province	Production and sales of optical fiber, optical cable and its series products, optical active and passive components, communication terminal equipment and communication equipment	RMB92,880,000	100%	-	Business merger not under common control	1 January 2022 (acquisition date)
長飛光電線纜(蘇州)有限公司	江蘇省蘇州市	江蘇省蘇州市	光纖、光纜及其系列產品、光有源器件和無源器件、通信終端設備、通信器材生產、銷售；光纜護套材料及其它光纜原材料銷售	人民幣 92,880,000元			非同一控制下企業合併	2022年1月1日 (收購日)
Nanjing Fiberfoton Corporation Limited (Note 3)	Nanjing, Jiangsu Province	Nanjing, Jiangsu Province	Research, manufacturing and sales of electronic special materials; Manufacturing of optoelectronic devices; Sales of special equipment for semiconductor devices; Sales of semiconductor discrete devices; Sales of optoelectronic devices; Retail of electronic components	RMB1,983,853	-	38.17%	Business merger not under common control	31 March 2022 (acquisition date)
南京光坊技術有限公司(註3)	江蘇省南京市	江蘇省南京市	電子專用材料研發；電子專用材料製造；光電子器件製造；電子專用材料銷售；半導體器件專用設備銷售；半導體分立器件銷售；光電子器件銷售；電子元器件零售	人民幣 1,983,853元			非同一控制下企業合併	2022年 3月31日 (收購日)

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)

I、在子公司中的權益(續)

(1) 企業集團的構成(續)

Name of subsidiary 子公司名稱	Principal operating place 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) 持股比例(%) (或類似權益比例)		Method of Acquisition 取得方式	Date of Incorporation 設立時間
					Directly 直接	Indirectly 間接		
Nanjing Fiberfoton Technologies Corporation Limited (Note 3)	Nanjing, Jiangsu Province	Nanjing, Jiangsu Province	Design and service of integrated circuit chip; Design of integrated circuit; Research of electronic special materials; Integrated circuit chip and product manufacturing; Integrated circuit manufacturing; Optoelectronic device manufacturing	RMB1,000,000	–	38.17%	Business merger not under common control	31 March 2022 (acquisition date)
南京光坊科技有限公司(註3)	江蘇省南京市	江蘇省南京市	集成電路芯片設計及服務；集成電路設計；電子專用材料研發；集成電路芯片及產品製造；集成電路製造；光電子器件製造	人民幣 1,000,000元			非同一控制下企業合併	2022年 3月31日 (收購日)
Broadex Technologies Company Limited (Note 5)	Shanghai	Jiaxing, Zhejiang Province	Research, development, production, sales, technical services, and after-sales services of optical fibers, optical components, electronic components, integrated optoelectronic devices, optoelectronic systems, and related technologies	RMB260,777,803	19.33%	–	Business merger not under common control	4 August 2022 (acquisition date)
博創科技股份有限公司(註5)	上海市	浙江省嘉興市	光纖、光元器件、電子元器件、集成光電子器件、光電子系統及相關技術的研製、開發、生產、銷售、技術服務和售後服務	人民幣 260,777,803元			非同一控制下企業合併	2022年8月4日 (收購日)

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)

I、在子公司中的權益 (續)

(1) 企業集團的構成 (續)

Name of subsidiary 子公司名稱	Principal operating place 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) 持股比例(%) (或類似權益比例)		Method of Acquisition 取得方式	Date of Incorporation 設立時間
					Directly 直接	Indirectly 間接		
Broadex Technologies Inc. (Note 5)	California	California	Market research and promotion of optical communication products	USD6,000,000	–	19.33%	Business merger not under common control	4 August 2022 (acquisition date)
Broadex Technologies Inc. (註5)	California	California	光通信產品市場研究及推廣	6,000,000美元			非同一控制下企業合併	2022年8月4日 (收購日)
Shanghai Guibo Communication Technology Company Limited (Note 5)	Shanghai	Shanghai	Sales of optoelectronic devices, semiconductor discrete devices, and communication equipment, technical development, consulting, transfer, and services in the field of communication technology, engaged in the import and export of goods and technology, and manufacturing of optoelectronic devices, semiconductor discrete devices, and optical communication equipment	RMB29,000,000	–	19.33%	Business merger not under common control	4 August 2022 (acquisition date)
上海圭博通信技術有限公司 (註5)	上海市	上海市	光電子器件、半導體分立器件、通信設備的銷售，通信科技領域內的技術開發、技術諮詢、技術轉讓、技術服務，從事貨物及技術進出口業務，光電子器件、半導體分立器件、光通信設備的製造	人民幣 29,000,000元			非同一控制下企業合併	2022年8月4日 (收購日)
Broadex Technologies UK Limited (Note 5)	Scotland	Scotland	Market research and promotion of optical communication products	GBP9,654,221.81	–	19.33%	Business merger not under common control	4 August 2022 (acquisition date)
Broadex Technologies UK Limited (註5)	Scotland	Scotland	光通信產品市場研究及推廣	9,654,221.81英鎊			非同一控制下企業合併	2022年8月4日 (收購日)

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)

I、在子公司中的權益(續)

(1) 企業集團的構成(續)

Name of subsidiary 子公司名稱	Principal operating place 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) 持股比例(%) (或類似權益比例)		Method of Acquisition 取得方式	Date of Incorporation 設立時間
					Directly 直接	Indirectly 間接		
Chengdu Rongbo Communication Technology Company Limited (Note 5)	Chengdu, Sichuan Province	Chengdu, Sichuan Province	Research and development of optoelectronic technology; Production, research and development, sales, and technical consulting of communication system equipment and communication terminal equipment; Research and development, production, and sales of optical fibers, optical cables, cables, electronic components, optoelectronic devices, semiconductor discrete devices, and related technologies; Production, research and development, sales, and technical consulting of electronic products, computer software and hardware	RMB269,330,000	–	19.33%	Business merger not under common control	4 August 2022 (acquisition date)
成都蓉博通信技術有限公司 (註5)	四川省成都市	四川省成都市	光電技術研發；通信系統 設備、通信終端設備的 生產、研發、銷售及技 術諮詢；光纖、光纜、 電纜、電子元器件、光 電子器件、半導體分立 器件及相關技術的研 發、生產、銷售；電子 產品、計算機軟硬件的 生產、研發、銷售及技 術諮詢	人民幣 269,330,000元			非同一控制下企業 合併	2022年8月4日 (收購日)

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)

I、在子公司中的權益 (續)

(1) 企業集團的構成 (續)

Name of subsidiary 子公司名稱	Principal operating place 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) 持股比例(%) (或類似權益比例)		Method of Acquisition 取得方式	Date of Incorporation 設立時間
					Directly 直接	Indirectly 間接		
YOFC Baosheng (Shantou) Marine Engineering Company Limited	Shantou, Guangdong Province	Shantou, Guangdong Province	Engineering management services; Sales of offshore wind power related equipment; Operation of wires and cables; Sales of marine engineering equipment; Ship leasing; Ship repair; International ship management business; Mechanical equipment leasing; Salvage services; Research and development of marine engineering equipment; Development of key supporting systems for marine engineering; Marine services; Ship towing services; Engineering and technical services	RMB1,000,000	–	70%	Incorporation	15 July 2022
長飛寶勝(汕頭市)海洋工程有限公司	廣東省汕頭市	廣東省汕頭市	工程管理服務；海上風電相關裝備銷售；電線、電纜經營；海洋工程裝備銷售；船舶租賃；船舶修理；國際船舶管理業務；機械設備租賃；打撈服務；海洋工程裝備研發；海洋工程關鍵配套系統開發；海洋服務；船舶拖帶服務；工程技術服務	人民幣 1,000,000元			設立	2022年 7月15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)

Name of subsidiary 子公司名稱	Principal operating place 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) 持股比例(%) (或類似權益比例)		Method of Acquisition 取得方式	Date of Incorporation 設立時間
					Directly 直接	Indirectly 間接		
YOFC Baosheng (Yantai) Marine Engineering Company Limited	Yantai, Shandong Province	Yantai, Shandong Province	Marine services; Development of key supporting systems for marine engineering; Research and development of marine engineering equipment; Foreign contracted projects; Ship towing services; Ship leasing	RMB1,000,000	–	70%	Incorporation	30 August 2022
長飛寶勝(煙台)海洋工程有限公司	山東省煙台市	山東省煙台市	海洋服務；海洋工程關鍵配套系統開發；海洋工程裝備研發；對外承包工程；船舶拖帶服務；船舶租賃	人民幣 1,000,000元			設立	2022年 8月30日

七、在其他主體中的權益(續)

I、在子公司中的權益(續)

(1) 企業集團的構成(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)

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)

I、在子公司中的權益(續)

(1) 企業集團的構成(續)

Name of subsidiary 子公司名稱	Principal operating place 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) 持股比例(%) (或類似權益比例)		Method of Acquisition 取得方式	Date of Incorporation 設立時間
					Directly 直接	Indirectly 間接		
YOFC Baosheng (Xiamen) Marine Engineering Company Limited	Xiamen, Fujian Province	Xiamen, Fujian Province	Engineering management services; Ocean engineering design and module design and manufacturing services; Marine services; Development of key supporting systems for marine engineering; Sales of marine engineering equipment; Research and development of marine engineering equipment; Foreign contracted projects; Research and development of offshore wind power related systems; Sales of offshore wind power related equipment	RMB1,000,000	–	70%	Incorporation	14 September 2022
長飛寶勝(廈門)海洋工程有限公司	福建省廈門市	福建省廈門市	工程管理服務；海洋工程設計和模塊設計製造服務；海洋服務；海洋工程關鍵配套系統開發；海洋工程裝備銷售；海洋工程裝備研發；對外承包工程；海上風電相關系統研發；海上風電相關裝備銷售	人民幣 1,000,000元			設立	2022年 9月14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)

I、在子公司中的權益(續)

(1) 企業集團的構成(續)

Name of subsidiary 子公司名稱	Principal operating place 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) 持股比例(%) (或類似權益比例)		Method of Acquisition 取得方式	Date of Incorporation 設立時間
					Directly 直接	Indirectly 間接		
YOFC Quartz Technology (Wuhan) Company Limited	Wuhan, Hubei Province	Wuhan, Hubei Province	New material technology promotion services; Research and development of new material technology; Manufacturing of technical glass products; Sales of technical glass products; Manufacturing of electronic specialized materials; Sales of electronic specialized materials; Research and development of electronic specialized materials; Manufacturing of non- metallic mineral products; Sales of non-metallic minerals and products	RMB160,000,000	88%	–	Incorporation	22 December 2022
長飛石英技術(武漢)有限公司	湖北省武漢市	湖北省武漢市	新材料技術推廣服務；新 材料技術研發；技術玻 璃製品製造；技術玻璃 製品銷售；電子專用材 料製造；電子專用材料 銷售；電子專用材料研 發；非金屬礦物製品製 造；非金屬礦及製品銷 售	人民幣 160,000,000元			設立	2022年 12月22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)

I、在子公司中的權益 (續)

(1) 企業集團的構成 (續)

Name of subsidiary 子公司名稱	Principal operating place 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) 持股比例(%) (或類似權益比例)		Method of Acquisition 取得方式	Date of Incorporation 設立時間
					Directly 直接	Indirectly 間接		
Wuhan Herunsheng Enterprise Management Consulting Partnership (Limited Partnership)	Wuhan, Hubei Province	Wuhan, Hubei Province	Enterprise Management Consulting	RMB300,000,000	–	93%	Incorporation	26 December 2022
武漢市和潤升企業管理諮詢合夥企業(有限合夥)	湖北省武漢市	湖北省武漢市	企業管理諮詢	人民幣 300,000,000元			設立	2022年 12月26日
YOFC International (Malaysia) Sdn. Bhd.	Malaysia	Malaysia	Import and export of optical fibers, cables, and related products	5,000,000MYR	–	100%	Incorporation	22 February 2023
YOFC International (Malaysia) Sdn. Bhd.	馬來西亞	馬來西亞	光纖、光纜及相關產品的進出口	5,000,000令吉			設立	2023年 2月22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)

I、在子公司中的權益(續)

(1) 企業集團的構成(續)

Name of subsidiary 子公司名稱	Principal operating place 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) 持股比例(%) (或類似權益比例)		Method of Acquisition 取得方式	Date of Incorporation 設立時間
					Directly 直接	Indirectly 間接		
Shenzhen Kingdar Optics Company Limited (Note 3)	Shenzhen, Guangdong Province	Shenzhen, Guangdong Province	Development of fiber optic communication and related communication technologies; Design, research and development, sales, and technical services for prefabricated rods, optical fibers, optical cables, communication cables, special cables and related materials, accessories and components, optoelectronic components, electronic products, communication products, mechanical equipment, and mold products; Domestic trade; Import and export of goods and technology; Non residential real estate leasing	RMB33,200,000	–	38.17%	Business merger not under common control	3 March 2023 (Acquisition date)
深圳市金達光學有限公司 (註3)	廣東省深圳市	廣東省深圳市	光纖通信和相關通信技術 開發；預製棒、光纖、 光纜、通信線纜、特種 線纜及相關材料、附件 和組件、光電元器件、 電子產品、通信產品、 機械設備、模具產品的 設計、研發、銷售及技 術服務；國內貿易；貨 物及技術進出口；非居 住房地產租賃。	人民幣 33,200,000元			非同一控制下企業 合併	2023年3月3日 (收購日)

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)

I、在子公司中的權益(續)

(1) 企業集團的構成(續)

Name of subsidiary 子公司名稱	Principal operating place 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) 持股比例(%) (或類似權益比例)		Method of Acquisition 取得方式	Date of Incorporation 設立時間
					Directly 直接	Indirectly 間接		
Silicon Line GmbH (Note 1)	Germany	Germany	Design and development of various electronic products and commodities, trade of electronic products and commodities, and trade of other types of commodities	EUR558,145.00	–	45.52%	Business merger not under common control	20 April 2023 (Acquisition date)
Silicon Line GmbH (註1)	德國	德國	各類電子產品及商品的設計與開發、電子產品及商品的貿易以及其他各類商品的貿易	歐元 558,145.00元			非同一控制下企業合併	2023年 4月20日 (收購日)
Silicon Line NV (Note 1)	Belgium	Belgium	Manufacturing, commercial, and other management consulting activities for electronic components and fiber optic cables	EUR1,853,006.43	–	45.52%	Business merger not under common control	20 April 2023 (Acquisition date)
Silicon Line NV (註1)	比利時	比利時	電子元件和光纖電纜的製造，商業和其他管理諮詢活動	歐元 1,853,006.43元			非同一控制下企業合併	2023年 4月20日 (收購日)
YOFC International (Poland) sp. z o.o	Poland	Poland	Purchase, sell, distribute, import, export optical cables and any materials and accessories related to optical communication; Engineering and technical consulting	PLN1,300,000	–	100%	Incorporation	20 June 2023
YOFC International (Poland) sp. z o.o	波蘭	波蘭	購買、銷售、分銷、進口、出口光纖和與光通信有關的任何材料、配件；工程及技術諮詢	1,300,000茲羅提			設立	2023年 6月20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)

I、在子公司中的權益(續)

(1) 企業集團的構成(續)

Name of subsidiary 子公司名稱	Principal operating place 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) 持股比例(%) (或類似權益比例)		Method of Acquisition 取得方式	Date of Incorporation 設立時間
					Directly 直接	Indirectly 間接		
YOFC WHHID Digital Technology Innovation Center (Wuhan) Company Limited	Wuhan, Hubei Province	Wuhan, Hubei Province	IoT equipment sales, technical services, technical development, technical consultation, technical exchange, technology transfer, technology promotion, IoT technical services, industrial Internet data services, software development, digital technology services, network equipment sales, 5G communication technology services	RMB20,000,000	70%	—	Incorporation	27 June 2023
長飛武創數字技術創新中心 (武漢)有限公司	湖北省武漢市	湖北省武漢市	物聯網設備銷售、技術服 務、技術開發、技術諮 詢、技術交流、技術轉 讓、技術推廣、物聯網 技術服務、工業互聯網 數據服務、軟件開發、 數字技術服務、網絡設 備銷售、5G通信技術服 務。	人民幣 20,000,000元			設立	2023年 6月27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)

I、在子公司中的權益 (續)

(1) 企業集團的構成 (續)

Name of subsidiary 子公司名稱	Principal operating place 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) 持股比例(%) (或類似權益比例)		Method of Acquisition 取得方式	Date of Incorporation 設立時間
					Directly 直接	Indirectly 間接		
YOFC Quartz Materials (Ezhou) Company Limited	EZhou, Hubei Province	EZhou, Hubei Province	Manufacturing of non-metallic mineral products, sales of non-metallic minerals and products, promotion services for new material technology, research and development of new material technology, manufacturing of technical glass products, sales of technical glass products, manufacturing of electronic special materials, sales of electronic special materials, research and development of electronic special materials	RMB20,000,000	–	88%	Incorporation	11 July 2023
長飛石英材料(鄂州)有限公司	湖北省鄂州市	湖北省鄂州市	非金屬礦物製品製造，非金屬礦及製品銷售，新材料技術推廣服務，新材料技術研發，技術玻璃製品製造，技術玻璃製品銷售，電子專用材料製造，電子專用材料銷售，電子專用材料研發。	人民幣 20,000,000元			設立	2023年 7月11日
YOFC International (Germany) GmbH	Germany	Germany	High frequency transmission technology field	EUR25,000	–	100%	Incorporation	26 July 2023
YOFC International (Germany) GmbH	德國	德國	高頻傳輸技術領域	25,000歐元			設立	2023年 7月26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)

I、在子公司中的權益(續)

(1) 企業集團的構成(續)

Name of subsidiary 子公司名稱	Principal operating place 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) 持股比例(%) (或類似權益比例)		Method of Acquisition 取得方式	Date of Incorporation 設立時間
					Directly 直接	Indirectly 間接		
YOFC International Columbia SAS	Columbia	Columbia	Import and export of optical fibers, cables, and related products	COP100,000,000	–	100%	Incorporation	28 August 2023
YOFC International Columbia SAS	哥倫比亞	哥倫比亞	光纖、光纜及相關產品的進出口	100,000,000 哥倫比亞比索			設立	2023年 8月28日
Yangtze Optics Mexico Cable S.A. de C.V.	Mexico	Mexico	Production and sales of fiber optic cables and related products	MXN203,551	–	100%	Incorporation	28 September 2023
Yangtze Optics Mexico Cable S.A. de C.V.	墨西哥	墨西哥	光纖光纜及相關產品的生產及銷售	203,551 墨西哥比索			設立	2023年 9月28日
Yangtze Gas Ezhou Company Limited	EZhou, Hubei Province	EZhou, Hubei Province	Manufacturing of basic chemical raw materials, research and development of emerging energy technologies, research and development of new material technologies, energy storage technology services, research and development of waste heat, pressure, and gas utilization technologies, manufacturing of gas and liquid separation and purification equipment, and sales of gas and liquid separation and purification equipment.	RMB60,000,000	–	100%	Incorporation	12 December 2023
長飛氣體(鄂州)有限公司	湖北省鄂州市	湖北省鄂州市	基礎化學原料製造，新興能源技術研發，新材料技術研發，儲能技術服務，余熱余壓余氣利用技術研發，氣體、液體分離及純淨設備製造，氣體、液體分離及純淨設備銷售。	人民幣 60,000,000元			設立	2023年 12月12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)

Note 1: On 31 December 2023, the company held 37.35% of the shares of EverPro (Wuhan) Technologies Joint Stock Limited Company and its subsidiaries, BDX, a subsidiary of the Company acquired 42.29% of Everpro in cash in December 2023, which means that the Company directly or indirectly holds a total of 45.52% of Changxinsheng's voting rights and held less than 50% of the voting rights of EverPro. However, based on the following reasons, the management of the company believes that the company can control EverPro and bring it into the scope of consolidation:

- a. From 29 December 2021 to 24 December 2023, the company held more than half of the seats on the board of directors of EverPro; and signed agreements with all shareholders who nominated the remaining seats on the board of directors. The directors of EverPro assigned by the company will not damage or affect the company's control over EverPro; The Company has signed an agreement with other eight shareholders with a total shareholding of 35% in EverPro, who promise not to harm or affect the Company's control over EverPro, nor to jointly harm or affect our control over EverPro with other shareholders of EverPro;
- b. Since 25 December 2023, BDX, a subsidiary of the Company, has become the largest shareholder of Everpro, holding 42.29% of the voting rights of Everpro and holding 5 out of 4 seats on the board of directors; the Company is the second largest shareholder of Everpro, holding 37.35% of the voting rights of Everpro.

七、在其他主體中的權益(續)

I、在子公司中的權益(續)

(1) 企業集團的構成(續)

註1：於2023年12月31日，本公司對長芯盛（武漢）科技股份有限公司及其子公司直接持股比例為37.35%，本公司子公司博創科技於2023年12月完成現金收購長芯盛42.29%股份，即本公司直接或間接持有長芯盛的表決權合計45.52%，低於50%，但基於如下原因，本公司管理層認為能夠對長芯盛實施控制並將其納入合併範圍：

- a. 自2021年12月29日至2023年12月24日，本公司在長芯盛董事會中的席位過半數，且與提名剩餘董事會席位的全部股東簽訂協議，其派駐的長芯盛董事亦不會損害或影響本公司對長芯盛的控制權；本公司與長芯盛的其他八位合計持股35%的股東簽訂協議，上述八位股東承諾不損害或影響本公司對長芯盛的控制權，亦不與其他長芯盛股東聯合損害或影響本公司對長芯盛的控制權；
- b. 自2023年12月25日起，本公司之子公司博創科技成為長芯盛第一大股東，持有長芯盛的表決權為42.29%，且在董事會中的席位為5席佔4席；本公司為長芯盛第二大股東，持有長芯盛的表決權為37.35%。

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)

Note 2: Yangtze Optical Fibre and Cable Company (Hong Kong) Limited, a subsidiary of the Company, and Yachay Telecomunicaciones S.A.C., the shareholder of its subsidiary, YOFC Peru S.A.C. entered into an agreement to act in concert. The agreement provided that, Yachay Telecomunicaciones S.A.C. shall act in concert with Yangtze Optical Fibre and Cable Company (Hong Kong) Limited in voting for any business in shareholders' meetings; the 3 directors of the board of YOFC Peru S.A.C. shall be designated by Yangtze Optical Fibre and Cable Company (Hong Kong) Limited and the general manager shall be appointed by its board of directors; Yachay Telecomunicaciones S.A.C. shall waive all its rights in dividends and any allocation of the residue net assets upon its liquidation. Accordingly, The Company is entitled to 100% effective control in YOFC Peru S.A.C. indirectly through its subsidiary, Yangtze Optical Fibre and Cable Company (Hong Kong) Limited.

Note 3. On December 31, 2023, our company held a 38.17% stake in Changfei Guangfang (Wuhan) Technology Co., Ltd. (hereinafter referred to as "Changfei Guangfang") and its subsidiaries, with less than 50% of the voting rights of Changfei Guangfang. However, based on the following reasons, our management believes that we can control Changfei Guangfang and include it in the scope of consolidation: shareholders who hold a total of 13.34% equity of Changfei Guangfang include Wuhan Chufang Jiaying Enterprise Management Partnership (Limited Partnership), Wuhan Chufang Jiacheng Enterprise Management Partnership (Limited Partnership), Wuhan Chufang Jiatai Enterprise Management Partnership (Limited Partnership), and Wuhan Chufang Jianing Enterprise Management Partnership (Limited Partnership). Wuhan Chufang Jiaya Enterprise Management Partnership (Limited Partnership), Obtained the voting rights of all the 13.34% shares, total holdings 51.51% Voting Rights of Equity.

七、在其他主體中的權益(續)

I、在子公司中的權益(續)

(1) 企業集團的構成(續)

註2：本公司之子公司長飛光纖光纜(香港)有限公司與其子公司YOFC Perú S.A.C.的對方股東Yachay Telecomunicaciones S.A.C.簽訂一致行動協議。協議約定Yachay Telecomunicaciones S.A.C.在股東會針對任何事項投票時均須與長飛光纖光纜(香港)有限公司保持一致；YOFC Perú S.A.C.董事會的3名董事均由長飛光纖光纜(香港)有限公司指定，總經理由董事會任命；Yachay Telecomunicaciones S.A.C.放棄一切股利及公司清算後剩餘淨資產的分配權。因此，本公司間接通過子公司長飛光纖光纜(香港)有限公司對YOFC Perú S.A.C.享有100%的實際控制權。

註3：於2023年12月31日，本公司對長飛光坊(武漢)科技有限公司(以下簡稱「長飛光坊」)及其子公司持股比例為38.17%，持有長飛光坊的表決權低於50%，但基於如下原因，本公司管理層認為本公司能夠對長飛光坊實施控制並將其納入合併範圍：與合計持有長飛光坊13.34%股權的股東包括武漢楚坊佳盈企業管理合夥企業(有限合夥)、武漢楚坊佳成企業管理合夥企業(有限合夥)、武漢楚坊佳泰企業管理合夥企業(有限合夥)、武漢楚坊佳寧企業管理合夥企業(有限合夥)、武漢楚坊佳雅企業管理合夥企業(有限合夥)簽署了一致行動協議，取得了全部該等13.34%股權的表決權，合計持有代表51.51%股權的表決權。

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)

VII. INTERESTS IN OTHER ENTITIES (Cont'd)

I. Interests in subsidiaries (Cont'd)

(1) The constitution of the Group (Cont'd)

Note 4: On 31 December 2023, the Company held 19.33% of the shares of BDX and its subsidiaries, and held less than 50% of the voting rights of BDX. However, based on the following reasons, the management of the Company believes that the company can control BDX and bring it into the scope of consolidation:

- (a) In July 2023, BDX completed the issuance of shares for private placement to The Company. After the completion of this issuance, our company's direct shareholding in BDX increased to 19.36%, which means that our company has further strengthened our control by subscribing to BDX's issuance of shares to specific targets;
- (b) ZHU WEI, the former controlling shareholder of BDX, holds more than 11% of the shares in BDX. Starting from July 2022, the voting rights corresponding to their shares will be entrusted to the company for free, exclusive, and irrevocable exercise. In August 2023, due to ZHU WEI and his spouse WANG XIAOHONG reducing their holdings of Bochuang Technology shares, the proportion of shares held by the company to the total share capital of BDX exceeded the total proportion of Bochuang Technology shares held by ZHU WEI and his spouse by 7 percentage points. According to relevant agreements, in this case, the voting rights entrust or has the right to notify the trustee in writing to terminate the voting rights entrustment agreement. ZHU WEI will notify the company in writing in the same month to terminate the voting rights entrustment agreement. At the same time, according to relevant agreements, if the voting rights delegation is terminated, unless the total proportion of BDX shares held by the Company and its controlled affiliates to the total share capital of Bochuang Technology reaches or exceeds 15 percentage points of the total proportion of company shares held by ZHU WEI and its affiliates, ZHU WEI and WANG XIAOHONG shall waive their voting rights of the remaining BDX shares (including the shares increased due to rights issues, dividends, conversion, etc.) free of charge and irrevocably, and shall not entrust any other party to exercise the voting rights of such remaining shares. The specific rights corresponding to the aforementioned waiver of voting rights include but are not limited to: convening, convening, and attending the general meeting of shareholders of the listed company; Shareholder proposal rights; Voting rights for proposals to elect or dismiss directors, supervisors, and other matters requiring shareholder voting.
- (c) The Company is the largest shareholder of BDX, Other shares are widely held by numerous shareholders, with dispersed equity; Except for the Company, there are no shareholders holding more than 5% of the voting rights;

七、在其他主體中的權益(續)

I、在子公司中的權益(續)

(1) 企業集團的構成(續)

註4：於2023年12月31日，本公司對博創科技及其子公司持股比例為19.33%，持有博創科技的表決權低於50%，但基於如下原因，本公司管理層認為本公司能夠對博創科技實施控制並將其納入合併範圍：

- (a) 2023年7月，博創科技向本公司發行股票定增事項完成，本次發行完成後本公司對博創科技的直接持股比例上升至19.36%，即本公司通過本次認購博創科技向特定對象發行股票進一步增強了控制權；
- (b) 博創科技原控股股東ZHU WEI對博創科技持股比例超過11%，自2022年7月起將其持有的股份對應的表決權無償、排他、唯一且不可撤銷地委託本公司行使。2023年8月，因ZHU WEI及配偶WANG XIAOHONG減持博創科技股份，導致與本公司所持股份佔博創科技總股本比例超過ZHU WEI夫婦所持博創科技股份合計比例7個百分點。根據相關協議，在此情況下表決權委託方有權書面通知受託方解除，ZHU WEI於當月書面通知本公司解除表決權委託協議。同時，根據相關協議，若解除了表決權委託，除非本公司及本公司控制的關聯方所持有的博創科技股份合計佔博創科技總股本的比例達到或超過ZHU WEI及其關聯方所持有的公司股份合計比例15個百分點，否則ZHU WEI及WANG XIAOHONG無償且不可撤銷地放棄其所持博創科技剩餘股份（包括該等股份因配股、送股、轉增股等而增加的股份）的表決權，亦不委託任何其他方行使該部分剩餘股份的表決權。前述放棄表決權對應的具體權利包括但不限於：召集、召開和出席上市公司股東大會；股東提案權；提議選舉或罷免董事、監事及其他議案及關於需股東表決的相關事項的表決權。
- (c) 本公司為博創科技第一大股東，其他股份由眾多股東廣泛持有，股權分散；除本公司外，無單個持有表決權比例超過5%的股東；

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)

VII. INTERESTS IN OTHER ENTITIES (Cont'd)

I. Interests in subsidiaries (Cont'd)

(2) Significant non wholly-owned subsidiaries

Name of subsidiary	子公司名稱	Minority shareholder shareholding ratio 少數股東的持股比例	Income attributable to minority shareholders during the year 本年歸屬於少數股東的收益	Dividends declared for distribution to minority shareholders during the year 本年向少數股東宣告分派的股利	Balance of minority shareholders' equity at the end of the year 年末少數股東權益餘額
Broadex Technologies Company Limited	博創科技股份有限公司	80.67%	1,050,774	50,734,313	2,513,803,702

(3) Main financial information of important non wholly-owned subsidiaries

七、在其他主體中的權益(續)

I、在子公司中的權益(續)

(2) 重要的非全資子公司

(3) 重要非全資子公司的主要財務信息

		Broadex Technologies Company Limited 博創科技股份有限公司	
		2023 2023年	2022 (August-December) 2022年 (8-12月)
Current assets	流動資產	2,224,893,576	2,752,791,637
Non-current assets	非流動資產	2,009,432,601	1,717,285,022
Total assets	資產合計	4,234,326,177	4,470,076,659
Current liabilities	流動負債	990,242,525	774,015,815
Non-current liabilities	非流動負債	245,028,178	238,818,553
Total liabilities	負債合計	1,235,270,703	1,012,834,368
Operating revenue	營業收入	1,675,388,124	970,092,535
Net profit	淨利潤	2,866,086	72,740,039
Total comprehensive income	綜合收益總額	7,885,048	69,669,509
Cash flow from operating activities	經營活動現金流量	84,313,577	(51,245,959)

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

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

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	Shareholding proportion before change 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
Everfoton Technologies Corporation Limited 長飛光坊(武漢)科技有限公司	Yangtze Optical Fibre and Cable Joint Stock Limited Company 長飛光纖光纜股份有限公司	March 2023 2023年3月	40.79%	-	43.13%	-
Everfoton Technologies Corporation Limited 長飛光坊(武漢)科技有限公司	Shenzhen Chuangxin Laser Co., Ltd 深圳市創鑫激光股份有限公司					
Everfoton Technologies Corporation Limited 長飛光坊(武漢)科技有限公司	Hubei Yangtze Laser Intelligent Manufacturing Investment Fund Partnership (Limited Partnership) 湖北長江長飛激光智造創業投資基金合夥企業(有限合夥)	November 2023 2023年11月	43.13%	-	38.17%	-
	Beijing Casstar Key & Core Technology SME Venture Capital Investment L.P. 北京中創星硬科技中小企業創業投資合夥企業(有限合夥)					
	Hubei Hubao New Kinetic Energy Equity Investment Fund Partnership (Limited Partnership) 湖北省湖報新動能股權投資基金合夥企業(有限合夥)					
	Wuhan Haoming Enterprise Management Partnership (Limited Partnership) 武漢皓明企業管理合夥企業(有限合夥)					
PT.Yangtze Optics Indonesia PT.Yangtze Optics Indonesia	Yangtze Optical Fibre and Cable Company (Hong Kong) Limited 長飛光纖光纜(香港)有限公司	May 2023 2023年5月	29.65%	60.35%	29.65%	70.35%
YOFC Quartz Technology (Wuhan) Company Limited 長飛石英技術(武漢)有限公司	Wuhan Shiyong Yaohui Enterprise Management Partnership (Limited Partnership) 武漢石英耀輝企業管理合夥企業(有限合夥)	July 2023 2023年7月	100.00%	-	88.00%	-
	Wuhan Yihui Yaohui Enterprise Management Partnership (Limited Partnership) 武漢石英耀輝企業管理合夥企業(有限合夥)					
Wuhan Herunsheng Enterprise Management Consulting Partnership (Limited Partnership) 武漢市和潤升企業管理諮詢合夥企業(有限合夥)	Wuhan Huagong Tech Investment Management Co., Ltd. 武漢華工科技投資管理有限公司	September 2023 2023年9月	99.67%	-	93.00%	-
Hubei Flying Optical Fibre Material Company Limited 湖北飛菱光纖材料有限公司	Yangtze Optical Fibre and Cable Joint Stock Limited Company 長飛光纖光纜股份有限公司	December 2023 2023年12月	87.00%	-	100.00%	-
EverPro (Wuhan) Technologies Joint Stock Limited Company 長芯盛(武漢)科技股份有限公司	Broadex Technologies Company Limited 博創科技股份有限公司	December 2023 2023年12月	37.35%	-	37.35%	8.17%

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 (Cont'd)

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	Shareholding proportion before change 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
EverPro Technologies Company Limited 長芯盛(武漢)科技有限公司	Broadex Technologies Company Limited 博創科技股份有限公司	December 2023 2023年12月	-	37.35%	-	45.52%
EverProsper Technologies Company Limited 長芯盛(香港)科技有限公司	Broadex Technologies Company Limited 博創科技股份有限公司	December 2023 2023年12月	-	37.35%	-	45.52%
EverPro Technologies Japan Corporation 長芯盛(日本)科技有限公司	Broadex Technologies Company Limited 博創科技股份有限公司	December 2023 2023年12月	-	37.35%	-	45.52%
EverPro (Shanghai) Technologies Company Limited 長芯盛(上海)智能科技有限公司	Broadex Technologies Company Limited 博創科技股份有限公司	December 2023 2023年12月	-	37.35%	-	45.52%
EverPro (Hanchuan) Technologies Company Limited 長芯盛(漢川)科技有限公司	Broadex Technologies Company Limited 博創科技股份有限公司	December 2023 2023年12月	-	37.35%	-	45.52%
PT EverPro Indonesia Technologies 長芯盛印尼科技有限公司	Broadex Technologies Company Limited 博創科技股份有限公司	December 2023 2023年12月	-	37.35%	-	45.52%
Silicon Line GmbH SL 德國	Broadex Technologies Company Limited 博創科技股份有限公司	December 2023 2023年12月	-	37.35%	-	45.52%
Silicon Line NV SL 比利時	Broadex Technologies Company Limited 博創科技股份有限公司	December 2023 2023年12月	-	37.35%	-	45.52%

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 during the year.

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(續)

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	Shareholding proportion before change 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
EverPro Technologies Company Limited 長芯盛(武漢)科技有限公司	Broadex Technologies Company Limited 博創科技股份有限公司	December 2023 2023年12月	-	37.35%	-	45.52%
EverProsper Technologies Company Limited 長芯盛(香港)科技有限公司	Broadex Technologies Company Limited 博創科技股份有限公司	December 2023 2023年12月	-	37.35%	-	45.52%
EverPro Technologies Japan Corporation 長芯盛(日本)科技有限公司	Broadex Technologies Company Limited 博創科技股份有限公司	December 2023 2023年12月	-	37.35%	-	45.52%
EverPro (Shanghai) Technologies Company Limited 長芯盛(上海)智能科技有限公司	Broadex Technologies Company Limited 博創科技股份有限公司	December 2023 2023年12月	-	37.35%	-	45.52%
EverPro (Hanchuan) Technologies Company Limited 長芯盛(漢川)科技有限公司	Broadex Technologies Company Limited 博創科技股份有限公司	December 2023 2023年12月	-	37.35%	-	45.52%
PT EverPro Indonesia Technologies 長芯盛印尼科技有限公司	Broadex Technologies Company Limited 博創科技股份有限公司	December 2023 2023年12月	-	37.35%	-	45.52%
Silicon Line GmbH SL 德國	Broadex Technologies Company Limited 博創科技股份有限公司	December 2023 2023年12月	-	37.35%	-	45.52%
Silicon Line NV SL 比利時	Broadex Technologies Company Limited 博創科技股份有限公司	December 2023 2023年12月	-	37.35%	-	45.52%

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本年發生的變化等。

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)

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, 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.

(1) Accounts receivable

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 29.49% of the Group's total accounts receivable (2022: 29.12%).

八、與金融工具相關的風險(續)

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、應收賬款等。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)的賬面金額。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。

(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29.49%(2022年：29.21%)。

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) Accounts receivable (Cont'd)

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 2023 the balance of accounts receivable of the above three telecommunications network operators in China accounted for 21.75% (2022: 22.97%) 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 accounts receivable see Note V.4 – Accounts receivable.

2. Liquidity Risk

Liquidity risk refers to the risk of short of funds when an enterprise performs its duty related to financial liabilities. The Group is responsible for their own and its subsidiaries' 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.

八、與金融工具相關的風險(續)

I、信用風險(續)

(1) 應收賬款(續)

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絡通信集團有限公司下屬公司的貨款。上述三家中國電信網絡運營商應收款餘額比例佔全部應收賬款的21.75%(2022年：22.97%)。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信息，參見附註五、4的相關披露。

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。

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:

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：

Item	項目	2023 Undiscounted contractual cash flow 2023年未折現的合同現金流量				Total	Carrying amount on balance sheet date 資產負債表日賬面價值
		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		
Short-term loans	短期借款	1,759,207,946	–	–	–	1,759,207,946	1,749,536,836
Bills payable	應付票據	1,368,353,135	–	–	–	1,368,353,135	1,368,353,135
Accounts payable	應付賬款	1,787,840,959	–	–	–	1,787,840,959	1,787,840,959
Other payables	其他應付款	1,670,745,115	–	–	–	1,670,745,115	1,670,745,115
Long-term loans (including Long-term loans due within 1 year)	長期借款(含一年內到期的長期借款)	1,344,884,523	2,349,970,949	3,270,988,861	–	6,965,844,333	6,090,598,259
Lease liabilities (including lease liabilities due within 1 year)	租賃負債(含一年內到期的租賃負債)	28,170,863	22,606,280	32,718,851	5,172,414	88,668,408	87,412,090
Total	合計	7,959,202,541	2,372,577,229	3,303,707,712	5,172,414	13,640,659,896	12,754,486,394

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)

Item	項目	Within 1 year or on demand 1年內或 實時償還	2022 Undiscounted contractual cash flow 2022年末折現的合同現金流量			Total 合計	Carrying amount on balance sheet date 資產負債表日 賬面價值
			1 – 2 years 1年至2年	2 – 5 years 2年至5年	Over 5 years 5年以上		
Short-term loans	短期借款	1,763,052,115	-	-	-	1,763,052,115	1,754,882,426
Bills payable	應付票據	1,430,934,823	-	-	-	1,430,934,823	1,430,934,823
Accounts payable	應付賬款	2,031,652,081	-	-	-	2,031,652,081	2,031,652,081
Other payables	其他應付款	641,517,585	-	-	-	641,517,585	641,517,585
Long-term payables	長期應付款	-	-	895,999,917	-	895,999,917	673,846,130
Long-term loans (including Long-term loans due within 1 year)	長期借款(含一年內到期的長期借款)	285,344,514	1,348,739,272	2,851,021,851	-	4,485,105,637	4,160,408,710
Debenture payables (including interests of debenture payables due within 1 year)	應付債券(含一年內到期的應付債券利息)	535,000,000	-	-	-	535,000,000	505,700,660
Lease liabilities (including lease liabilities due within 1 year)	租賃負債(含一年內到期的租賃負債)	19,330,080	15,390,175	20,902,442	8,620,690	64,243,387	57,979,758
Total	合計	6,706,831,198	1,364,129,447	3,767,924,210	8,620,690	11,847,505,545	11,256,922,173

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 Group 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)

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	2023 2023年		2022 2022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	1.90% – 4.02%	896,790,476	1.90% – 4.02%	1,114,700,000
Financial liabilities	金融負債				
– Short-term loans	– 短期借款	0.10% – 3.85%	(1,616,888,818)	0.10% – 3.85%	(1,416,098,302)
– Long-term loans (including long-term loans due within 1 year)	– 長期借款 (含一年內到期的長期借款)	0.90% – 4.00%	(3,655,012,723)	0.90% – 4.00%	(2,408,490,568)
– Lease liabilities (including lease liabilities due within 1 year)	– 租賃負債 (含一年內到期的租賃負債)	10.08%	(87,412,090)	4.75% – 10.25%	(57,979,758)
Total	合計		(4,462,523,155)		(2,767,868,628)

Floating interest rate financial instruments:

浮動利率金融工具：

Item	項目	2023 2023年		2022 2022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	0.25% – 0.39%	2,997,685,789	0.25% – 0.39%	3,207,349,290
Financial liabilities	金融負債				
– Short-term loans	– 短期借款	2.30% – 3.70%	(130,000,000)	2.50% – 3.70%	(340,134,271)
– Long-term loans	– 長期借款	2.30%-3.30%	(2,429,454,000)	2.50%-3.21%	(1,747,655,000)
Total	合計		438,231,789		1,119,560,019

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 2023, assuming the other variable remains unchanged, assuming 100 basis points increase in interest rates will result in an increase of RMB3,459,049 (2022:RMB7,896,029) 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, accounts receivable and payable, short-term 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2023年12月31日，在其他變量不變的情況下，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3,459,049元(2022年：人民幣7,896,029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

對於不是以記賬本位幣計價的貨幣資金、應收賬款和應付賬款、短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)

八、與金融工具相關的風險(續)

4. Foreign Exchange Risk (Cont'd)

4、匯率風險(續)

		2023 2023年		2022 2022年	
		Foreign currency Balance 外幣餘額	The conversion of RMB balance 折算人民幣餘額	Foreign currency Balance 外幣餘額	The conversion of RMB balance 折算人民幣餘額
Cash and cash equivalent	貨幣資金				
– US dollar	– 美元	64,435,389	456,376,530	104,420,609	727,247,773
– Euro	– 歐元	6,757,532	53,108,795	7,655,889	56,828,898
– HK dollar	– 港幣	431,373	390,910	760,365	679,234
Accounts receivable	應收賬款				
– US dollar	– 美元	92,647,800	656,196,573	137,898,608	960,408,645
– Euro	– 歐元	10,973,647	86,244,087	12,571,152	93,314,404
– HK dollar	– 港幣	377,600	342,181	–	–
Other receivables	其他應收款				
– US dollar	– 美元	2,006,962	14,214,710	1,439,713	10,027,025
– Euro	– 歐元	2,000,699	15,723,894	586,452	4,353,175
– HK dollar	– 港幣	313,425	284,026	429,193	383,398
Short-term loans	短期借款				
– US dollar	– 美元	–	–	(40,000,000)	(278,584,000)
– Euro	– 歐元	–	–	(15,782,178)	(117,149,529)
– HK dollar	– 港幣	–	–	–	–
Long-term loans	長期借款				
– US dollar	– 美元	–	–	–	–
– Euro	– 歐元	(1,176,464)	(9,246,066)	–	–
– HK dollar	– 港幣	–	–	–	–
Accounts payable	應付賬款				
– US dollar	– 美元	(20,965,959)	(148,495,598)	(20,805,763)	(144,903,817)
– Euro	– 歐元	(5,131,862)	(40,332,330)	(4,086,842)	(30,336,219)
– HK dollar	– 港幣	(918,227)	(832,097)	(16,000)	(14,293)
Other payables	其他應付款				
– US dollar	– 美元	(2,148,845)	(15,219,624)	(2,417,030)	(16,833,647)
– Euro	– 歐元	(3,448,829)	(27,105,037)	(1,530,416)	(11,360,125)
– HK dollar	– 港幣	(1,446,893)	(1,311,174)	(473,462)	(422,944)
Net balance sheet exposure	資產負債表敞口總額				
– US dollar	– 美元	135,975,347	963,072,591	180,536,137	1,257,361,979
– Euro	– 歐元	9,974,723	78,393,343	(585,943)	(4,349,396)
– HK dollar	– 港幣	(1,242,722)	(1,126,154)	700,096	625,396

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		Reporting date mid-spot rate 報告日中間匯率	
		2023 2023年	2022 2022年	2023 2023年	2022 2022年
US dollar	美元	7.0558	6.7573	7.0827	6.9646
Euro	歐元	7.6689	7.0984	7.8592	7.4229
HK dollar	港幣	0.9011	0.8628	0.9062	0.8933

(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.

八、與金融工具相關的風險 (續)

4、匯率風險 (續)

(2) 本集團適用的人民幣對外幣的匯率分析如下：

(3) 敏感性分析

假定除匯率以外的其他風險變量不變，本集團於12月31日人民幣對美元、歐元和港幣的匯率變動使人民幣升值5%將導致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。

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)

八、與金融工具相關的風險 (續)

4、匯率風險 (續)

(3) 敏感性分析 (續)

		Shareholders' equity 股東權益	Profit for the year 淨利潤
31 December 2023	2023年12月31日		
US dollar	美元	(39,975,695)	(39,975,695)
Euro	歐元	(2,839,628)	(2,839,628)
HK dollar	港幣	48,264	48,264
Total	合計	(42,767,059)	(42,767,059)
31 December 2022	2022年12月31日		
US dollar	美元	(44,643,512)	(44,643,512)
Euro	歐元	(19,370,866)	(19,370,866)
HK dollar	港幣	22,615,655	22,615,655
Total	合計	(41,398,723)	(41,398,723)

A 5% depreciation of the RMB against the USD, Euro, HKD 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.

於12月31日，在假定其他變量保持不變的前提下，人民幣對美元、歐元、港幣的匯率變動使人民幣貶值5%將導致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。

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

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.

I. Fair value of the Group's financial assets and financial liabilities that are measured at fair value at the end of the year

Items	項目	Note 附註	31 December 2023 2023年12月31日			Total 合計
			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	
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	178,860	–	1,048,032,533	1,048,211,393
Of which: Debt instrument investments	其中：債務工具投資		–	–	198,875,977	198,875,977
Equity instrument investments	權益工具投資		178,860	–	849,156,556	849,335,416
Investments in other equity instruments	其他權益工具投資	V.11 五、11	67,835,449	–	2,230,000	70,065,449
Other non-current financial assets	其他非流動金融資產	V.12 五、12	–	–	51,655,870	51,655,870
Total assets continuously measured at fair value	持續以公允價值計量的資產總額		68,014,309	–	1,101,918,403	1,169,932,712

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。

I、以公允價值計量的資產和負債的年末公允價值

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)

1. Fair value of the Group's financial assets and financial liabilities that are measured at fair value at the end of the year (Cont'd)

Items	項目	Note 附註	31 December 2022 2022年12月31日			Total 合計
			Level 1 of the fair value 第一層次 公允價值計量	Level 2 of the fair value 第二層次 公允價值計量	Level 3 of the fair value 第三層次 公允價值計量	
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	161,152	–	1,347,786,142	1,347,947,294
Of which: Debt instrument investments	其中：債務工具投資		–	–	372,729,586	372,729,586
Equity instrument investments	權益工具投資		161,152	–	975,056,556	975,217,708
Total assets continuously measured at fair value	其他權益工具投資	V.11 五、11	44,648,451	–	2,230,000	46,878,451
Continuous fair value measurement	其他非流動金融資產	V.12 五、12	–	–	60,203,752	60,203,752
Financial assets held for trading	持續以公允價值計量的資產總額		44,809,603	–	1,410,219,894	1,455,029,497

2. Basis of market price for cases continuously and non-continuously measured at fair value level 1

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. As at 31 December 2023 the instruments listed in the first hierarchy are stocks investments classified as financial assets held for trading and equity investments in listed company classified as other equity instruments

九、公允價值的披露(續)

1、以公允價值計量的資產和負債的年末公允價值(續)

Items	項目	Note 附註	31 December 2022 2022年12月31日			Total 合計
			Level 1 of the fair value 第一層次 公允價值計量	Level 2 of the fair value 第二層次 公允價值計量	Level 3 of the fair value 第三層次 公允價值計量	
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	161,152	–	1,347,786,142	1,347,947,294
Of which: Debt instrument investments	其中：債務工具投資		–	–	372,729,586	372,729,586
Equity instrument investments	權益工具投資		161,152	–	975,056,556	975,217,708
Total assets continuously measured at fair value	其他權益工具投資	V.11 五、11	44,648,451	–	2,230,000	46,878,451
Continuous fair value measurement	其他非流動金融資產	V.12 五、12	–	–	60,203,752	60,203,752
Financial assets held for trading	持續以公允價值計量的資產總額		44,809,603	–	1,410,219,894	1,455,029,497

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2023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上市公司的權益性投資。

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)

3. Valuation techniques and qualitative and quantitative information of important parameters adopted by items continuously and non-continuously measured at fair value level 3

The group's special team led by the financial manager is responsible for the valuation of assets and liabilities continuously and non-continuously measured at fair value level 3. The team reports directly to the chief financial officer and the audit committee. The team prepares the change analysis report of fair value measurement at the middle and end of each year, which is reviewed and approved by the chief financial officer. At the middle and end of each year, the team will discuss the valuation process and results with the chief financial officer and the audit committee.

Qualitative information of level 3 of the fair value hierarchy:

		Fair value at 31 December 2023 2023年12月31日的公允價值	Valuation Techniques 估值技術	Input that are Unobservable 不可觀察輸入值
Financial assets held for trading – Debt instrument investments	交易性金融資產 – 債務工具投資	198,875,977	Discounted cash flow model 貼現現金流折現法	Discount rate after risk adjusted 經風險調整的貼現率
Equity instruments in unlisted company	非上市公司權益工具	849,156,556	Marketing method 市場法	Discount rate lack of market liquidity 缺乏市場流通性貼現率
Other equity instruments in unlisted company	非上市公司其他權益工具投資	2,230,000	Marketing method 市場法	Discount rate lack of market liquidity 缺乏市場流通性貼現率
Investment in other non current debt instruments	其他非流動債務工具投資	51,655,870	Discounted cash flow model 貼現現金流折現法	Discount rate after risk adjusted 經風險調整的貼現率

九、公允價值的披露(續)

3、持續和非持續第三層次公允價值計量項目，採用的估值技術和重要參數的定性及定量信息

本集團由財務經理領導的專門團隊負責對持續和非持續的第三層次公允價值計量的資產和負債進行估值，該團隊直接向財務總監和審計委員會匯報。該團隊於每年中期和年末編製公允價值計量的變動分析報告，並經財務總監審閱和批准。每年中期和年末，該團隊均會與財務總監和審計委員會討論估值流程和結果。

第三層次公允價值計量的量化信息如下：

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)

IX. DISCLOSURE OF FAIR VALUE (Cont'd)

3. Valuation techniques and qualitative and quantitative information of important parameters adopted by items continuously and non-continuously measured at fair value level 3 (Cont'd)

九、公允價值的披露(續)

- 3、持續和非持續第三層次公允價值計量項目，採用的估值技術和重要參數的定性及定量信息(續)

		Fair value at 31 December 2022 2022年12月 31日的公允價值	Valuation Techniques 估值技術	Input that are Unobservable 不可觀察輸入值
Financial assets held for trading – Debt instrument investments	交易性金融資產 – 債務工具投資	372,729,586	Discounted cash flow model 貼現現金流量模型	Discount rate after risk adjusted 經風險調整的貼現率
Equity instruments in unlisted company	非上市公司權益工具	975,056,556	Marketing method 市場法	Discount rate lack of market liquidity 缺乏市場流通性貼現率
Other equity instruments in unlisted company	非上市公司其他權益工具投資	2,230,000	Marketing method 市場法	Discount rate lack of market liquidity 缺乏市場流通性貼現率
Investment in other non current debt instruments	其他非流動債務工具投資	49,563,370	Discounted cash flow model 貼現現金流折現法	Discount rate after risk adjusted 經風險調整的貼現率
Investment in other non current equity instruments	其他非流動權益工具投資	10,640,382	Marketing method 市場法	Discount rate lack of market liquidity 缺乏市場流通性貼現率

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)

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

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

Items	項目	2023 2023年	2022 2022年
Balance at the beginning of the year	年初餘額	1,410,219,894	1,577,907,198
Increased by business combination not under common control	非同一控制下企業合併增加	–	316,006,131
Transfer to the third level	轉入第三層次	–	–
Total profit for 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	394,548,620	10,675,282
– Gains from changes in fair value of financial assets held for trading	– 交易性金融資產公允價值變動收益	10,772,332	9,508,475
Purchase, sale and settlement	購買、發行、出售和結算		
– Purchase	– 購買	1,180,932,022	1,971,278,748
– Sale	– 出售	(564,740,300)	(2,464,538,638)
– Issue	– 發行	–	–
– Settlement	– 結算	(1,269,208,232)	(10,617,302)
– Disposal of subsidiaries	– 處置子公司	(60,605,933)	–
Balance at the end of the period	年末餘額	1,101,918,403	1,410,219,894

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)

5. Changes of valuation techniques and the reason of changed for the year

In 2023, the above continuous and non-continuous valuation techniques used to measure fair value by the Group for the year has not been changed.

6. Reasons for conversion and the policies to determine the time point of conversion for continuous fair value measurement items

For continuous assets and liabilities measured at fair value, the Group determines whether there is a conversion between various levels by reassessing the classification (based on the lowest level input value that has a significant impact on the overall fair value measurement) at the end of each reporting year.

7. 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 2023.

九、公允價值的披露(續)

5、本年內發生的估值技術變更及變更原因

2023年，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、持續的公允價值計量項目，本年內發生各層級之間轉換的，轉換的原因及確定轉換時點的政策

對於持續的以公允價值計量的資產和負債，本集團在每個報告年末通過重新評估分類（基於對整體公允價值計量有重大影響的最低層次輸入值），判斷各層次之間是否存在轉換。

7、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2023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 2023 and 2022 is as follows:

Unit names

單位名稱

Sichuan Lefei Optoelectric Technology Company Limited

四川樂飛光電科技有限公司

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

Shenzhen SDGI Optical Fibre Co., Ltd.

深圳特發信息光纖有限公司

Shin-Etsu YOFC (Hubei) Optical Preform Co., Ltd

長飛信越(湖北)光棒有限公司

Yangtze Optical Fibre and Cable (Shanghai) Co., Ltd

長飛光纖光纜(上海)有限公司

Anhui YOFC Advanced Semiconductor Company Limited

安徽長飛先進半導體有限公司

AVIC Baosheng Ocean Engineering Cable Company

中航寶勝海洋工程電纜有限公司

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.

Wuhan Fenjin Intelligent Machine Co., Ltd

武漢奮進智能機器有限公司

Hunan DK Laser Company Limited

湖南大科激光有限公司

十、關聯方及關聯交易

1、本集團的子公司情況

本集團子公司的情況詳見附註七、1。

2、本集團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

Associate of the Group

本集團的聯營企業

Associate of the Group

本集團的聯營企業

Associate of the Group

本集團的聯營企業

Associate of the Group

本集團的聯營企業

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 France S.A.S.
Draka Comteq France S.A.S.
Draka Comteq B.V.
Draka Comteq B.V.
Prysmian Wuxi Cable Co., Ltd
無錫普睿司曼電纜有限公司
PRYSMIAN CABOS E SIS
PRYSMIAN CABOS E SIS
Nokia Shanghai Bell Philippines Inc.
Nokia Shanghai Bell Philippines Inc.
Shenzhen SDGI (Dongguan) Optical Fibre Co., Ltd.
特發信息光纖(東莞)有限公司
Changsha DK Laser Technology Company Limited
長沙大科激光科技有限公司
Nokia Shanghai Bell Co., Ltd

上海諾基亞貝爾股份有限公司
Shanghai Huaxin Changan Network Technology Co., Ltd.

上海華信長安網絡科技有限公司
Wuhan Yusheng Optoelectronics Co., Ltd

武漢昱升光電股份有限公司
Yangtze (Wuhan) Optical Technology Co. Ltd.

武漢長光科技有限公司
Zhongying Youchuang Information Technology Co., Ltd

中盈優創資訊科技有限公司

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
Fellow subsidiary of substantial shareholder
主要股東的同系子公司
Substantial shareholder
主要股東
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
Joint venture of substantial shareholder
主要股東的合營企業
Subsidiary of joint venture
合營公司的子公司
Subsidiary of the associate
聯營公司的子公司
Enterprise that director of the Company serve as
its director
本公司董事擔任董事的企業
Enterprise that director of the Company serve as
its director
本公司董事擔任董事的企業
Enterprise that director of the Company serve as
its director
本公司董事擔任董事的企業
Enterprise that director of the Company serve as
its director
本公司董事擔任董事的企業
Enterprise that director of the Company serve as
its director
本公司董事擔任董事的企業

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)

4. Related transactions

The following transactions with related parties are conducted on normal commercial terms or in accordance with relevant agreements.

(1) Purchasing goods/accepting services

The Group

Related parties 關聯方	Description of related transactions 關聯交易內容	2023 2023年	2022 2022年
Sichuan Lefei Optoelectric Technology Company Limited 四川樂飛光電科技有限公司	Purchasing goods 採購商品	802,527,798	602,223,213
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	531,219,734	549,497,011
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	455,092,600	507,806,145
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	442,795,637	394,362,688
Shenzhen SDGI (Dongguan) Optical Fibre Co., Ltd. 特發信息光纖(東莞)有限公司	Purchasing goods 採購商品	305,708	1,644,807
Shenzhen SDGI Optical Fibre Co., Ltd. 深圳特發信息光纖有限公司	Purchasing goods 採購商品	—	39,159
AVIC Baosheng Ocean Engineering Cable Company 中航寶勝海洋工程電纜有限公司	Purchasing goods 採購商品	38,018,896	48,817,106
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	48,968,388	46,873,800
Hunan DK Laser Company Limited 湖南大科激光有限公司	Purchasing goods 採購商品	—	9,735
Nokia Shanghai Bell Philippines Inc. Nokia Shanghai Bell Philippines Inc.	Purchasing goods 採購商品	—	14,398,285
Draka Comteq Fibre B.V. Draka Comteq Fibre B.V.	Purchasing goods 採購商品	1,287,695	1,027,375
Draka Comteq France S.A.S. Draka Comteq France S.A.S.	Purchasing goods 採購商品	69,342	560,494

十、關聯方及關聯交易(續)

4、關聯交易情況

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的。

(1) 採購商品/接受勞務

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)

X. RELATED PARTIES AND TRANSACTIONS (Cont'd)

4. Related transactions (Cont'd)

(1) Purchasing goods/accepting 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)

(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	2023 2023年	2022 2022年
Wuhan Yusheng Optoelectronics Co., Ltd 武漢昱升光電股份有限公司	Purchasing goods 採購商品	2,495,521	5,163,096
Nokia Shanghai Bell Co., Ltd 上海諾基亞貝爾股份有限公司	Purchasing goods 採購商品	18,528,266	16,256,276
China Huaxin Post and Telecom Technologies Co., Ltd. 中國華信郵電科技有限公司	Purchasing goods 採購商品	43,363	—
Anhui YOFC Advanced Semiconductor Company Limited 安徽長飛先進半導體有限公司	Purchasing goods 採購商品	27,876	—
Yangtze (Wuhan) Optical Technology Co. Ltd. 武漢長光科技有限公司	Purchasing goods 採購商品	557	44,797
HXPT Philippines Inc. HXPT Philippines Inc.		88,022,030	—
Shanghai Huaxin Changan Network Technology Co., Ltd. 上海華信長安網絡科技有限公司	Purchasing goods 採購商品	—	2,952,593
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	20,500,774	23,353,554
Total	合計	2,449,904,185	2,215,030,134

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	2023 2023年	2022 2022年
Sichuan Lefei Optoelectric Technology Company Limited 四川樂飛光電科技有限公司	Selling goods and providing service 出售商品及提供勞務	190,647,141	326,268,358
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 and providing service 出售商品及提供勞務	275,318,447	285,689,289
Yangtze Optical Fire and Cable (Shanghai) Co., Ltd. 長飛光纖光纜(上海)有限公司	Selling goods and providing service 出售商品及提供勞務	281,810,957	299,557,401
Shin-Etsu YOFC (Hubei) Optical Preform Co., Ltd. 長飛信越(湖北)光棒有限公司	Selling goods and providing service 出售商品及提供勞務	180,255,284	198,786,607
Shenzhen SDGI Optical Fibre Co., Ltd. 深圳特發信息光纖有限公司	Selling goods and providing service 出售商品及提供勞務	38,393,731	106,783,019
Shenzhen SDGI (Dongguan) Optical Fibre Co., Ltd. 特發信息光纖(東莞)有限公司	Selling goods and providing service 出售商品及提供勞務	94,426,044	85,257,671
AVIC Baosheng Ocean Engineering Cable Company 中航寶勝海洋工程電纜有限公司	Selling goods and providing service 出售商品及提供勞務	6,737,123	556,506
Rit Tech (Intelligence Solutions) Ltd. Rit Tech (Intelligence Solutions) Ltd.	Selling goods and providing service 出售商品及提供勞務	–	22,175,487
Changsha DK Laser Technology Company Limited 長沙大科激光科技有限公司	Selling goods 出售商品	–	60,000
Hunan DK Laser Company Limited 湖南大科激光有限公司	Selling goods 出售商品	–	44,690
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	116,619	212,472
HXPT Philippines Inc. HXPT Philippines Inc.	Selling goods 出售商品	25,492,336	24,955,130

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 (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	2023 2023年	2022 2022年
Draka Comteq Fibre B.V.	Selling goods	158,168,917	164,234,785
Draka Comteq Fibre B.V.	出售商品		
Prysmian Wuxi Cable Co., Ltd	Selling goods	30,082,934	27,515,164
無錫普睿司曼電纜有限公司	出售商品		
Zhongying Youchuang Information Technology Co., Ltd	Selling goods	5,334	1,144,875
中盈優創資訊科技有限公司	出售商品		
Yangtze (Wuhan) Optical Technology Co. Ltd.	Selling goods	2,389	639,158
武漢長光科技有限公司	出售商品		
Wuhan Yusheng Optoelectronics Co., Ltd	Selling goods	–	21,702
武漢昱升光電股份有限公司	出售商品		
PRYSMIAN CABOS E SIS	Selling goods	1,638,470	–
PRYSMIAN CABOS E SIS	出售商品		
Wuhan Yunjingfei Optical Fibre Materials Co., Ltd.	Providing service	113,208	113,208
武漢雲晶飛光纖材料有限公司	提供勞務		
Anhui YOFC Advanced Semiconductor Company Limited	Providing service	200,000	–
安徽長飛先進半導體有限公司	提供勞務		
Shenzhen SDGI (Dongguan) Optical Fibre Co., Ltd.	Revenue of technology license fees and services	–	165,500
特發信息光纖(東莞)有限公司	技術使用和服務收入		
Prysmian Wuxi Cable Co., Ltd	Revenue of technology license fees and services	18,491	–
無錫普睿司曼電纜有限公司	技術使用和服務收入		
Total	合計	1,283,427,425	1,544,181,022

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 lease 承租方名稱	Types of lease assets 租賃資產種類	Rental income confirmed in 2023 2023年確認的租賃收入	Rental income confirmed in 2022 2022年確認的租賃收入
Shin-Etsu YOFC (Hubei) Optical Preform Co., Ltd. 長飛信越(湖北)光棒有限公司	Plant & buildings and machinery equipments 廠房建築及機器設備	8,414,387	8,414,387
Wuhan Yunjingfei Optical Fibre Materials Co., Ltd. 武漢雲晶飛光纖材料有限公司	Plant & buildings 廠房建築	846,904	902,969
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	Plant & buildings 廠房建築	91,743	–
Total	合計	9,353,034	9,317,356

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)

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
YOFC Perú S.A.C.	473,913,521	28 June 2019	16 September 2023	Yes
YOFC Perú S.A.C.		2019年6月28日	2023年9月16日	是
YOFC Perú S.A.C.	133,828,532	17 December 2021	18 August 2023	Yes
YOFC Perú S.A.C.		2021年12月17日	2023年8月18日	是
YOFC Perú S.A.C.	89,497,950	18 June 2021	10 August 2023	Yes
YOFC Perú S.A.C.		2021年6月18日	2023年8月10日	是
YOFC Perú S.A.C.	78,828,070.93	16 September 2023	16 September 2024	No
YOFC Perú S.A.C.		2023年9月16日	2024年9月16日	否
YOFC Perú S.A.C.	86,222,199.02	16 September 2023	16 September 2024	No
YOFC Perú S.A.C.		2023年9月16日	2024年9月16日	否
YOFC Perú S.A.C.	65,943,868.39	16 September 2023	16 September 2024	No
YOFC Perú S.A.C.		2023年9月16日	2024年9月16日	否
YOFC Perú S.A.C.	48,449,140.65	16 September 2023	16 September 2024	No
YOFC Perú S.A.C.		2023年9月16日	2024年9月16日	否
YOFC Perú S.A.C.	87,783,137.35	19 August 2023	18 August 2024	No
YOFC Perú S.A.C.		2023年8月19日	2024年8月18日	否
YOFC Perú S.A.C.	91,015,582.97	11 August 2023	10 August 2024	No
YOFC Perú S.A.C.		2023年8月11日	2024年8月10日	否
YOFC INTERNATIONAL (THAILAND) CO., LTD	1,578,794.13	25 October 2022	25 October 2024	否
YOFC INTERNATIONAL (THAILAND) CO., LTD		2022年10月25日	2024年10月25日	否
Yangtze Optics Africa Cable Proprietary Limited	34,371,000.00	18 July 2022	18 July 2024	No
Yangtze Optics Africa Cable Proprietary Limited		2022年7月18日	2024年7月18日	否

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。

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) Funding with related parties

The Company

Related party 關聯方	Note 註	Amount 拆借金額	Commencement date 起始日	Due date 到期日
Borrowings 借入				
Yangtze Optical Fibre Qianjiang Company Limited 長飛光纖潛江有限公司	Note 註	642,156,840	Without fixed due date 無固定到期期限	Without fixed due date 無固定到期期限
Sunstar Communication Technology Company Limited 四川光恒通信技術有限公司	Note 註	65,000,000	Without fixed due date 無固定到期期限	Without fixed due date 無固定到期期限
Wuhan YOFC Cable Company Limited 武漢長飛通用電纜有限公司	Note 註	58,067,430	Without fixed due date 無固定到期期限	Without fixed due date 無固定到期期限
Yangtze Optical Cable (Suzhou) Company Limited 長飛光電線纜(蘇州)有限公司	Note 註	38,396,948	Without fixed due date 無固定到期期限	Without fixed due date 無固定到期期限
Yangtze Gas Qianjiang Company Limited 長飛氣體潛江有限公司	Note 註	34,564,727	Without fixed due date 無固定到期期限	Without fixed due date 無固定到期期限
Hubei Flying Optical Fibre Material Company Limited 湖北飛菱光纖材料有限公司	Note 註	33,711,254	Without fixed due date 無固定到期期限	Without fixed due date 無固定到期期限
Yangtze Optical Fibre and Cable (Tianjin) Company Limited 長飛光纖光纜(天津)有限公司	Note 註	22,316,157	Without fixed due date 無固定到期期限	Without fixed due date 無固定到期期限
Yangtze Optical Fibre and Cable Hanchuan Company Limited 長飛光纖光纜漢川有限公司	Note 註	19,286,763	Without fixed due date 無固定到期期限	Without fixed due date 無固定到期期限
Polytech Qianjiang Company Limited 普利技術潛江有限公司	Note 註	19,273,737	Without fixed due date 無固定到期期限	Without fixed due date 無固定到期期限
YOFC WHIHD Digital Technology Innovation Center (Wuhan) Company Limited 長飛武創數字技術創新中心(武漢)有限公司	Note 註	18,000,000	Without fixed due date 無固定到期期限	Without fixed due date 無固定到期期限

十、關聯方及關聯交易(續)

4、關聯交易情況(續)

(5) 關聯方資金拆借

本公司

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)

4. Related transactions (Cont'd)

(5) Funding with related parties (Cont'd)

The Company (Cont'd)

十、關聯方及關聯交易 (續)

4、關聯交易情況 (續)

(5) 關聯方資金拆借 (續)

本公司 (續)

Related party 關聯方	Note 註	Amount 拆借金額	Commencement date 起始日	Due date 到期日
Lendings 借出				
Yangtze Optical Fibre and Cable Shenyang Company Limited 長飛光纖光纜瀋陽有限公司	Note 註	2,512,204	Without fixed due date 無固定到期期限	Without fixed due date 無固定到期期限
Yangtze Optical Fibre and Cable Lanzhou Company Limited 長飛光纖光纜蘭州有限公司	Note 註	7,897,020	Without fixed due date 無固定到期期限	Without fixed due date 無固定到期期限
Nanjing Fiberfoton Technologies Corporation Limited 南京光坊科技有限公司	Note 註	20,000,000	Without fixed due date 無固定到期期限	Without fixed due date 無固定到期期限
YOFC Baosheng Marine Engineering Company Limited 長飛寶勝海洋工程有限公司	Note 註	32,770,000	Without fixed due date 無固定到期期限	Without fixed due date 無固定到期期限
Yangtze (Wuhan) Optical System Corporation 長飛(武漢)光系統股份有限公司	Note 註	46,368,664	Without fixed due date 無固定到期期限	Without fixed due date 無固定到期期限
Yangtze (Hubei) Electrical Power Cable Company Limited 長飛(湖北)電力線纜有限公司	Note 註	48,044,345	Without fixed due date 無固定到期期限	Without fixed due date 無固定到期期限
Zhejiang Ally First Optical Fiber and Cable Company Limited 浙江聯飛光纖光纜有限公司	Note 註	60,000,000	Without fixed due date 無固定到期期限	Without fixed due date 無固定到期期限
Everfoton Technologies Corporation Limited 長飛光坊(武漢)科技有限公司	Note 註	86,500,000	Without fixed due date 無固定到期期限	Without fixed due date 無固定到期期限
Wuhan YOFC Smart Network Technology Company Limited 武漢長飛智慧網絡技術有限公司	Note 註	93,527,035	Without fixed due date 無固定到期期限	Without fixed due date 無固定到期期限
PT.Yangtze Optical Fibre Indonesia		109,827,000	January 2023 to November 2023	January 2024 to November 2025
PT.Yangtze Optical Fibre Indonesia			2023年1月至 2023年11月	2024年1月至 2025年11月
PT.Yangtze Optics Indonesia		21,248,100	February 2023 to May 2023	February 2024 to May 2025
PT.Yangtze Optics Indonesia			2023年2月至 2023年5月	2024年2月至 2025年5月

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) Funding with related parties (Cont'd)

The Company (Cont'd)

Related party 關聯方	Note 註	Amount 拆借金額	Commencement date 起始日	Due date 到期日
YOFC International (Singapore) Pte. Ltd.		53,977,881	March 2023 to August 2023	March 2024 to August 2025
YOFC International (Singapore) Pte. Ltd.			2023年3月至 2023年8月	2024年3月至 2025年8月
YOFC Brasil Cabos e Solucoes Ltda (previously named as "YOFC Poliron Indústria e Comércio de Cabos Especiais Ltda.")		129,613,410	March 2023 to December 2023	March 2024 to December 2025
YOFC Brasil Cabos e Solucoes Ltda (原名「YOFC Poliron Indústria e Comércio de Cabos Especiais Ltda.」)			2023年3月至 2023年12月	2024年3月至 2025年12月
Yangtze Optical Fibre and Cable Company (Hong Kong) Limited 長飛光纖光纜(香港)有限公司		599,904,690	July 2023 to November 2023	July 2024 to November 2025
			2023年7月至 2023年11月	2024年7月至 2025年11月
YOFC International (France) SAS		69,946,880	August 2023 to September 2023	August 2025 to September 2025
YOFC International (France) SAS			2023年8月至 2023年9月	2025年8月至 2025年9月
Yangtze Optical Fibre and Cable (Poland) sp. z o.o.		52,656,640	September 2023	September 2025
Yangtze Optical Fibre and Cable (Poland) sp. z o.o.			2023年9月	2025年9月
YOFC International (Philippines) Corporation		20,000,000	October 2025	October 2024
YOFC International (Philippines) Corporation			2025年10月	2024年10月
PT YOFC International Indonesia		42,496,200	December 2023	December 2025
PT YOFC International Indonesia			2023年12月	2025年12月

Note: The company and some subsidiaries signed a fund pool service agreement with the bank this year, during which the cooperative bank regularly collected the balance of funds in the subsidiaries' account to the Company's account in accordance with the agreement as the entrusted loan with an interest of 2.00% issued by the subsidiary to the Company. In the meanwhile, the subsidiaries use the Company's funds in accordance with the agreement as an entrusted loan with an interest of 3.10% issued by the Company to the subsidiaries. In view of the frequent transactions of the fund accounts mentioned, the Company only shows the net changes in the cash flow statement and related party transactions.

註：本年度，本公司及部分子公司與銀行簽訂資金池服務協議，合作銀行依照協議定時將子公司賬戶內資金餘額向本公司賬戶歸集，作為子公司向本公司發放的委託貸款，利率2.00%；子公司依據協議使用本公司的資金，作為本公司向子公司發放的委託貸款，利率3.10%。鑑於上述資金賬戶的交易頻繁，本公司僅在現金流量表及關聯方交易中以本年淨變動額列示。

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)

X. RELATED PARTIES AND TRANSACTIONS (Cont'd)

4. Related transactions (Cont'd)

(6) Assets transfer of Related Parties

The Company

Related party 關聯方	Transaction 關聯交易內容	2023 2023年	2021 2021年
Yangtze (Wuhan) Optical System Corporation 長飛(武漢)光系統股份有限公司	Disposal of fixed assets 處置固定資產	–	28,699,670
Wuhan YOFC Smart Network Technology Company Limited 武漢長飛智慧網絡技術有限公司	Disposal of fixed assets 處置固定資產	–	8,287,332
Yangtze Optical Fibre and Cable Hanchuan Company Limited 長飛光纖光纜漢川有限公司	Disposal of fixed assets 處置固定資產	1,306,401	–
YOFC Quartz Technology (Wuhan) Company Limited 長飛石英技術(武漢)有限公司	Disposal of fixed assets 處置固定資產	18,905,660	–
Yangtze Optical Fibre Qianjiang Company Limited 長飛光纖潛江有限公司	Purchase fixed assets 購置固定資產	1,333,227	–
Total	合計	21,545,288	36,987,002

十、關聯方及關聯交易(續)

4、關聯交易情況(續)

(6) 關聯方資產轉讓

本公司

(7) The emoluments of the key managements

The Group

Item	項目	2023 2023年	2022 2022年
Emoluments of the key managements	關鍵管理人員報酬	31,276,707	27,118,629
Share-based payment	股份支付	1,893,015	1,911,305
Total	合計	33,169,722	29,029,934

(7) 關鍵管理人員報酬

本集團

The Company

本公司

Item	項目	2023 2023年	2022 2022年
Emoluments of the key managements	關鍵管理人員報酬	31,276,707	27,118,629
Share-based payment	股份支付	–	–
Total	合計	31,276,707	27,118,629

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

(1) Receivables of related parties

The Group

十、關聯方及關聯交易 (續)

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 2023 2023年12月31日		31 December 2022 2022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
Accounts receivables 應收賬款	Yangtze Optical Fibre and Cable (Shanghai) Co., Ltd 長飛光纖光纜(上海)有限公司	59,396,345	172,275	102,383,911	245,721
	Shin-Etsu YOFC (Hubei) Optical Preform Co., Ltd. 長飛信越(湖北)光棒有限公司	46,818,654	135,776	58,994,136	141,586
	Shantou High-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	93,845,578	272,127	52,793,011	126,703
	Shenzhen SDGI (Dongguan) Optical Fibre Co., Ltd. 特發信息光纖(東莞)有限公司	17,860,372	51,795	33,350,082	80,200
	Shenzhen SDGI Optical Fibre Co., Ltd. 深圳特發信息光纖有限公司	3,358,430	9,740	26,863,007	64,471
	Sichuan Lefei Optoelectric Technology Company Limited 四川樂飛光電科技有限公司	2,640,209	7,657	11,222,253	26,933
	Rit Tech (Intelligence Solutions) Ltd Rit Tech (Intelligence Solutions) Ltd.	378,458	1,097	1,887,904	4,531
	AVIC Baosheng Ocean Engineering Cable Company 中航寶勝海洋工程電纜有限公司	–	–	70,307	169
	Hunan DK Laser Company Limited 湖南大科激光有限公司	151,000	438	20,000	48
	China Huaxin Post and Telecom Technologies Co., Ltd. 中國華信郵電科技有限公司	219,280	19,391	262,500	3,370
	HXPT Philippines Inc HXPT Philippines Inc.	16,443,971	374,056	43,782,732	3,493,065
	Prysmian Wuxi Cable Co., Ltd 無錫普睿司曼電纜有限公司	14,363,456	41,653	4,865,414	11,677
	Singapore Cables Manufacturers Pte. Ltd Singapore Cables Manufacturers Pte. Ltd.	47,764	47,763	46,967	46,967
	Draka Comteq Fibre B.V. Draka Comteq Fibre B.V.	–	–	35,631	86
	Zhongying Youchuang Information Technology Co., Ltd 中盈優創資訊科技有限公司	288	1	288	1
	Yangtze (Wuhan) Optical Technology Co. Ltd. 武漢長光科技有限公司	–	–	52,230	125
	Changsha DK Laser Technology Company Limited 長沙大科激光科技有限公司	100,200	292	25,800	62
	Changsha Dake Lightsaber Technology Co., Ltd 長沙大科光劍科技有限公司	4,000	12	–	–
	Sub-total 小計	255,628,005	1,134,073	336,656,173	4,245,715

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	Related parties	31 December 2023 Book balance 2023年 12月31日 賬面餘額	31 December 2022 Book balance 2022年 12月31日 賬面餘額
項目名稱	關聯方		
Other receivables 其他應收款	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	40,740,150	16,000,000
	Shin-Etsu YOFC (Hubei) Optical Preform Co., Ltd 長飛信越(湖北)光棒有限公司	–	1,500,000
	Yangtze Optical Fibre and Cable (Shanghai) Co., Ltd. 長飛光纖光纜(上海)有限公司	26,016	26,016
	AVIC Baosheng Ocean Engineering Cable Company 中航寶勝海洋工程電纜有限公司	–	112,000
	Wuhan Yunjingfei Optical Fibre Materials Co., Ltd. 武漢雲晶飛光纖材料有限公司	–	8,755
	HXPT Philippines Inc HXPT Philippines Inc.	–	7,589,605
	Sichuan Lefei Optoelectric Technology Company Limited 四川樂飛光電科技有限公司	54,861	–
	Sub-total 小計	40,821,027	25,236,376
Prepayments 預付款項	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	–	223,733
	Yangtze Optical Fibre and Cable (Shanghai) Co., Ltd. 長飛光纖光纜(上海)有限公司	5,241	5,154
	AVIC Baosheng Ocean Engineering Cable Company 中航寶勝海洋工程電纜有限公司	1,231,203	68,046
	Wuhan Yusheng Optoelectronics Co., Ltd. 武漢昱升光電股份有限公司	–	5,575
	Sub-total 小計	1,236,444	302,508

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

Names of items	Related parties	31 December 2023 2023年 12月31日	31 December 2022 2022年 12月31日
項目名稱	關聯方		
Accounts payable	Shin-Etsu YOFC (Hubei) Optical Preform Co., Ltd.	60,245,032	81,639,773
應付賬款	長飛信越(湖北)光棒有限公司		
	Yangtze Optical Fire and Cable (Shanghai) Co., Ltd.	20,360,443	2,344,101
	長飛光纖光纜(上海)有限公司		
	Sichuan Lefei Optoelectric Technology Company Limited	189,648,276	2,157,793
	四川樂飛光電科技有限公司		
	Shenzhen SDGI (Dongguan) Optical Fibre Co., Ltd.	36,150	47,838
	特發信息光纖(東莞)有限公司		
	Shenzhen SDGI Optical Fibre Co., Ltd.	27,258	39,159
	深圳特發信息光纖有限公司		
	Shantou Hi-Tech Zone Ao Xing Optical Communication Equipment Co., Ltd.	27,256,294	–
	汕頭高新區奧星光通信設備有限公司		
	Wuhan Yunjingfei Optical Fibre Materials Co., Ltd.	16,864,942	15,778,371
	武漢雲晶飛光纖材料有限公司		
	China Huaxin Post and Telecom Technologies Co., Ltd.	–	7,088,452
	中國華信郵電科技有限公司		
	Draka Comteq Fibre B.V.	703,098	169,615
	Draka Comteq Fibre B.V.		
	Draka Comteq France S.A.S.	25,348	21,061
	Draka Comteq France S.A.S.		
	AVIC Baosheng Ocean Engineering Cable Company.	4,126,066	–
	中航寶勝海洋工程電纜有限公司		
	Nokia Shanghai Bell Philippines Inc.	279,557	10,800,380
	Nokia Shanghai Bell Philippines Inc.		
	Nokia Shanghai Bell Co. Ltd.	–	11,654,071
	上海諾基亞貝爾股份有限公司		
	Wuhan Yusheng Optoelectronics Co., Ltd.	–	672,459
	武漢昱升光電股份有限公司		

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

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 (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	Related parties	31 December 2023 2023年 12月31日	31 December 2022 2022年 12月31日
項目名稱	關聯方		
	HXPT Philippines Inc.	3,302,205	–
	HXPT Philippines Inc.		
	Yangtze (Wuhan) Optical Technology Co. Ltd.	–	32,655
	武漢長光科技有限公司		
	Sub-total	322,874,669	132,445,728
	小計		
Other payables	Sichuan Lefei Optoelectric Technology Company Limited	–	601,841
其他應付款	四川樂飛光電科技有限公司		
	Shantou Hi-Tech Zone Ao Xing Optical Communication Equipment Co., Ltd.	31,402,700	315,760
	汕頭高新區奧星光通信設備有限公司		
	China Huaxin Post and Telecom Technologies Co., Ltd.	–	38,218,627
	中國華信郵電科技有限公司		
	Draka Comteq Fibre B.V.	24,000,000	24,586,150
	Draka Comteq Fibre B.V.		
	Shanghai Huaxin Changan Network Technology Co., Ltd.	–	1,742,787
	上海華信長安網絡科技有限公司		
	Sub-total	55,402,700	65,465,165
	小計		

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)

X. RELATED PARTIES AND TRANSACTIONS (Cont'd)

5. Receivables and Payables of Related Parties (Cont'd)

(2) Payables to related parties

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 2023 2023年12月31日	31 December 2022 2022年12月31日
Contract Liabilities 合同負債	Yangtze Optical Fibre and Cable (Shanghai) Co., Ltd 長飛光纖光纜(上海)有限公司	36,000	5,287,125
	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	366,814	962,024
	Shenzhen SDGI Optical Fibre Co., Ltd. 深圳特發信息光纖有限公司	1,876,322	–
	Hunan DK Laser Company Limited 湖南大科激光有限公司	297,835	885
	HXPT Philippines Inc HXPT Philippines Inc.	–	11,158,525
	Singapore Cables Manufacturers Pte. Ltd. Singapore Cables Manufacturers Pte. Ltd.	–	21,521
	Sub-total 小計	2,576,971	17,430,080
	Deferred income 遞延收益	Wuhan Yunjingfei Optical Fibre Materials Co., Ltd. 武漢雲晶飛光纖材料有限公司	1,728,000
Sub-total 小計		1,728,000	2,160,000

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)

XI. SHARE-BASED

I. Information about equity instruments

十一、股份支付

1、各項權益工具

Granting objects	授予對象類別	Granted during the year		Exercised during the year		Unlocked during the year		Forfeited during the year	
		本年授予		本年行權		本年解鎖		本年失效	
		Quantity	Amount	Quantity	Amount	Quantity	Amount	Quantity	Amount
		數量	金額	數量	金額	數量	金額	數量	金額
Administrator	管理人員	-	-	15,770,872	94,836,874	8,147,000	42,175,850	137,250	2,218,935
Salesperson	銷售人員	-	-	2,497,000	9,073,240	306,250	777,875	-	-
Production person	生產人員	-	-	1,225,000	3,577,000	384,250	975,995	-	-
Research person	研發人員	-	-	6,613,000	22,675,960	1,658,500	4,212,590	-	-

2. Equity-settled share-based payments

The Company has phase I employee share ownership plan following the approval by the 19th Meeting of the Second Board of Directors, the 12th Meeting of the Second Board of Supervisors and the First Extraordinary General Meeting in 2019. In accordance with the plan, the Company purchased H shares of issued shares of the Company in the secondary market and granted to 100 employees participating in the plan. As at 8 May 2019, the Company has completed the purchased 2,000,000 H shares, or 0.26% of total number of issued shares of the Company in the secondary market. The average transaction price was RMB16.83 per share, and the total transaction amount was RMB33,653,461.

According to the provisions of the "Phase I Employee Share Ownership Plan of Yangtze Optical Fibre and Cable Joint Stock Limited Company", the shares mentioned before will be locked. The Shares will be unlocked in four phases, namely in 12 months, 24 months, 36 months and 48 months after completing the purchase the shares, with 25% of the Shares being unlocked in each phase. As at 9 May 2023, the above stocks was unlocked.

The fair value of equity instruments on the date of grant is based on the stock market price on the date of grant, and the fair value of equity instruments is recognized after adjustments of the terms and conditions under which the shares are granted.

2、以權益結算的股份支付情況

根據本公司第二屆董事會第十九次會議、第二屆監事會第十二次會議和2019年第一次臨時股東大會的批准，本公司實施第一期員工持股計劃。本公司通過滬港通在二級市場購買公司H股股票授予參與該員工持股計劃的100名員工。截至2019年5月8日，公司第一期員工持股計劃已完成股票購買，累計在二級市場買入公司H股股票2,000,000股，佔公司總股本的0.26%，成交均價為人民幣16.83元/股，成交總金額為人民幣33,653,461元。

按照《長飛光纖光纜股份有限公司第一期員工持股計劃》的規定，上述購買的股票予以鎖定。標的股票將分別於完成購買日起的12個月、24個月、36個月以及48個月後分四期解鎖。每期解鎖的標的股票比例均為25%。截至2023年5月9日，上述股票均已解鎖。

授予日權益工具的公允價值以授予日股票市場價格為基礎，同時考慮授予股票所依據的條款和條件進行調整後確認權益工具的公允價值。

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)

XI. SHARE-BASED (Cont'd)

2. Equity-settled share-based payments (Cont'd)

Pursuant to the review and approval at the general meeting of Everpro, a subsidiary of the Company, Changxinsheng implemented the first phase of the Everpro employee stock ownership plan. According to this arrangement, relevant employees can subscribe to the specially established Wuhan Xinxiangcheng Enterprise Management Consulting Partnership (Limited Partnership) ("Wuhan Xinxiangcheng"), Wuhan Xinruixiang Enterprise Management Consulting Partnership (Limited Partnership) ("Wuhan Xinxiangcheng") "Ruixiang") and Wuhan Xinzhisheng Enterprise Management Consulting Partnership (Limited Partnership) ("Wuhan Xinzhisheng")'s rights and interests in the employee stock ownership platform, Wuhan Xinxiangcheng, Wuhan Xinruixiang, Wuhan Xinzhisheng in currency Funds of 37,980,000 yuan subscribed to Everpro, which increased the registered capital of 16,370,700 yuan. Among them, there is no service period limit for the shareholding employees of Wuhan Xinzhisheng, while the shareholding employees of Wuhan Xinxiangcheng and Wuhan Xinrui need to be restricted in accordance with the lock-up period required by the Everpro employee stock ownership plan.

Pursuant to the review and approval at the general meeting of Everpro, a subsidiary of the Company, Everpro implemented the second phase of the Everpro employee stock ownership plan. According to this arrangement, relevant employees can subscribe to the specially established Wuhan Xinxiangcheng Phase II Enterprise Management Consulting Partnership (Limited Partnership) ("Wuhan Xinxiangcheng Phase II"), Xinxiangcheng Phase II subscribed to Changxinsheng, in cash of RMB35,000,000.00 which increased the registered capital of RMB7,516,237. the share-based payment expenses are allocated and confirmed based on the service period of the incentive recipients under the Everpro employee shareholding plan.

The fair value of the equity instruments on the grant date is based on the market price of the equity instruments on the grant date, taking into account the terms and conditions on which the shares are granted and adjusted to confirm the fair value of the equity instruments.

十一、股份支付(續)

2、以權益結算的股份支付情況(續)

根據本公司之子公司長芯盛股東大會審議批准，長芯盛實施第一期長芯盛員工持股計劃。根據該安排，相關員工可以認購專門設立的武漢芯享成企業管理諮詢合夥企業(有限合夥)(「武漢芯享成」)、武漢芯睿享企業管理諮詢合夥企業(有限合夥)(「武漢芯睿享」)及武漢芯智盛企業管理諮詢合夥企業(有限合夥)(「武漢芯智盛」)的員工持股平台的權益，武漢芯享成、武漢芯睿享、武漢芯智盛以貨幣資金37,980,000元認購長芯盛新增註冊資本16,370,700元。其中，對武漢芯智盛的持股員工無服務期限限制，而對武漢芯享成和武漢芯睿的持股員工需按照長芯盛員工持股方案要求的鎖定期予以限制。

根據本公司之子公司長芯盛股東大會審議批准，長芯盛實行第二期長芯盛員工持股方案。根據該安排，相關員工可以認購專門設立的武漢芯享成二期企業管理諮詢合夥企業(有限合夥)(「武漢芯享成二期」)的員工持股平台的權益，武漢芯享成二期以貨幣資金人民幣35,000,000.00元認購本公司新增註冊資本人民幣7,516,237元，股份支付費用根據長芯盛員工持股方案激勵對象服務期限分攤確認股份支付金額。

授予日權益工具的公允價值以授予日權益工具市場價格為基礎，同時考慮授予股票所依據的條款和條件進行調整後確認權益工具的公允價值。

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)

XI. SHARE-BASED (Cont'd)

2. Equity-settled share-based payments (Cont'd)

According to the proposals passed in the broadex's the 9th meeting of the forth session of the Board, the 8th meeting of the forth session of the Supervisory Committee and 2018 second extraordinary shareholders meeting, broadex granted 1,600,000 share options and 680,000 restricted shares for the first time to 66 and 28 qualified incentive targets respectively, on 14 November 2018, granted 200,000 share options and 20,000 restricted shares for the first time to 31 and 1 qualified incentive targets respectively, on 7 November 2019.

The first granted share option is at a price of RMB34.79 per share, the reserved granted share option is at a price of RMB54.99 per share. According to the proposals passed in the broadex's the 13th meeting of the fifth session of the Board, the first granted share option is revised at a price of RMB12,563 per share, the reserved granted share option is revised at a price of RMB20.081 per share. The first granted share option is revised at a price of RMB17.40 per share, the reserved granted restricted shares is at a price of RMB27.50 per share. According to the proposals passed in the broadex's the 13th meeting of the fifth session of the Board, the first granted restricted shares is revised at a price of RMB6.122 per share, the reserved granted restricted shares is revised at a price of RMB9.900 per share.

The exercise conditions for the share option and unlocking conditions for restricted shares are both base on revenue of fiscal year 2017, and the growth rates of revenue in 2019, 2020, and 2021 are not less than 30%, 60%, and 100%, respectively. The conditions is effective 3 years from share option grant, and the exercise of share option is 30%, 30% and 40% of the total grant amount.

According to the proposal passed in the 19th meeting of the forth session of the Board on 30 December 2019, broadex revised share option granted in 2018. The conditions of 2018 share option and restricted share is revised from a single target line to an interval target assessment, that is, the vesting rights or restrictions can be lifted according to the completion of the growth rate of operating income.

十一、股份支付(續)

2、以權益結算的股份支付情況(續)

根據本公司之子公司博創科技第四屆董事會第九次會議、第四屆監事會第八次會議和2018年第二次臨時股東大會的批准，博創科技以2018年11月14日作為授予日，向符合條件的66名和28名激勵對象分別首次授予160萬份股票期權股和68萬股限制性股票，以2019年11月7日作為授予日，向符合條件的31名和1名激勵對象分別授予預留的20萬份股票期權股和2萬股限制性股票。

首次授予股票期權行權價格為34.79元，預留股票期權的行權價格為54.99元。根據博創科技第五屆董事會第十三次會議的批准，首次授予股票期權的行權價格調整為12.563元/股，預留股票期權的行權價格調整為20.081元/股。首次授予限制性股票回購價格為17.40元，預留限制性股票的回購價格為27.50元。根據博創科技第五屆董事會第十三次會議的批准，首次授予限制性股票的回購價格調整為6.122元/股，預留限制性股票的回購價格調整為9.900元/股。

該激勵計劃中股票期權的行權條件和限制性股票的解鎖條件均為以2017年營業收入為基數，2019年、2020年和2021年博創科技營業收入增長率分別不低於30%、60%、100%。有效期均為自股權激勵計劃授予日起三年，每次行權的股票期權比例分別為授予總量的30%、30%、40%。

根據博創科技2019年12月30日第四屆董事會第十九次會議決議，博創科技對2018年度股權激勵計劃進行了修改，將2018年股票期權與限制性股票激勵計劃中設定的公司業績考核指標由單一目標線改為區間目標考核，即根據營業收入增長率完成情況來確定授予權益的可行權或可解除限售額度。

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. SHARE-BASED (Cont'd)

2. Equity-settled share-based payments (Cont'd)

According to the proposals passed in the broadex's the 9th meeting of the fifth session of the Board, the 9th meeting of the fifth session of the Supervisory Committee and 2021 forth extraordinary shareholders meeting, broadex granted 6,246,000 share options to 152 qualified incentive targets at the price of RMB31.24 per share on 24 November 2021. According to the proposals passed in the broadex's the 18th meeting of the fifth session of the Board, the 16th meeting of the fifth session of the Supervisory Committee and 2021 forth extraordinary shareholders meeting, broadex granted 1,131,000 share options to 68 qualified incentive targets at the price of RMB21.40 per share on 2 September 2022. According to the approval of the 13th meeting of the fifth Board of Directors of BDX, a subsidiary of the Company, the number of stock options granted has been adjusted from 6.246 million to 9.359 million, and the exercise price has been adjusted from RMB31.24 to RMB20.56. According to the approval of the 25th meeting of the 5th Board of Directors of BDX, a subsidiary of the Company, the exercise price of stock options granted has been adjusted from RMB20.56 to RMB20.34 and the exercise price of reserved stock options granted has been adjusted from RMB21.40 to RMB21.18.

The exercise conditions of this incentive plan are: 1) the first exercise period: the operating revenue in 2022 shall not be less than 160% of the operating revenue in 2020; 2) The second exercise period: the total operating revenue from 2022 to 2023 shall not be less than 335% of the operating revenue in 2020; 3) The third exercise period: the total operating revenue from 2022 to 2024 shall not be less than 530% of the operating revenue in 2020; 4) The fourth exercise period: The total operating revenue from 2022 to 2025 shall not be less than 745% of the operating revenue in 2020. The validity period is four years from the grant date of the equity incentive plan, and the proportion of stock options exercised each time is 25% of the total grant amount.

The fair value of equity instruments on the grant date is based on the stock market price on the grant date, and the fair value of equity instruments is recognized after adjusting the terms and conditions on which the shares are granted.

On each balance sheet date during the waiting period, the best estimate is made based on the latest changes in the number of eligible employees and other subsequent information, and the estimated number of eligible equity instruments is corrected. On the vesting date, the final estimated number of exercisable equity instruments is consistent with the actual number of exercisable instruments.

十一、股份支付(續)

2、以權益結算的股份支付情況(續)

根據本公司之子公司博創科技第五屆董事會第九次會議、第五屆監事會第九次會議和2021年第四次臨時股東大會的批准，博創科技以2021年11月24日作為授予日，向符合條件的152名激勵對象首次授予624.6萬份股票期權，授予股票期權行權價格為31.24元。根據本公司之子公司博創科技第五屆董事會第十八次會議、第五屆監事會第十六次會議和2021年第四次臨時股東大會的批准，博創科技以2022年9月2日作為授予日，向符合條件的68名激勵對象授予預留的113.1萬份股票期權，授予股票期權行權價格為21.40元。根據本公司之子公司博創科技第五屆董事會第十三次會議的批准，授予股票期權的行權數量由624.6萬份調整為935.9萬份，行權價格由31.24元調整為20.56元。根據本公司之子公司博創科技第五屆董事會第二十五次會議的批准，授予股票期權的行權價格由20.56元調整為20.34元，預留授予股票期權的行權價格由21.40元調整為21.18元。

該激勵計劃的行權條件為：1)第一個行權期：2022年營業收入不低於2020年營業收入的160%；2)第二個行權期：2022至2023年合計營業收入不低於2020年營業收入的335%；3)第三個行權期：2022至2024年合計營業收入不低於2020年營業收入的530%；4)第四個行權期：2022至2025年合計營業收入不低於2020年營業收入的745%。有效期為自股權激勵計劃授予日起四年，每次行權的股票期權比例為授予總量的25%。

授予日權益工具的公允價值以授予日股票市場價格為基礎，同時考慮授予股票所依據的條款和條件進行調整後確認權益工具的公允價值。

在等待期內每個資產負債表日，根據最新取得的可行權職工人數變動等後續信息做出最佳估計，修正預計可行權的權益工具數量。在可行權日，最終預計可行權權益工具的數量與實際可行權工具的數量一致。

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. SHARE-BASED (Cont'd)

2. Equity-settled share-based payments (Cont'd)

According to proposals passed in the Everfoton Technologies Corporation Limited ("Everfoton") shareholders meeting, Everfoton implemented the first phase of the Everfoton employee stock ownership plan. According to this arrangement, relevant employees can subscribe to the specially established Wuhan Chufang Jiacheng Enterprise Management Partnership (limited partnership) ("Chufang Jiacheng"), Wuhan Chufang Jiaying Enterprise Management Partnership (limited partnership) ("Chufang Jiaying"), Wuhan Chufang Jiatai Enterprise Management Partnership (limited partnership) ("Chufang Jiatai"), Wuhan Chufang Jianing Enterprise Management Partnership (limited partnership) ("Chufang Jianing") Wuhan Chufang Jiaya Enterprise Management Partnership (limited partnership) ("Chufang Jiaya")'s rights and interests in the employee stock ownership platform. Everfoton grant 30,300,000 share options, corresponding to the registered capital of the company of RMB30,300,000.

The fair value of the equity instrument on the grant date is based on the market price of the equity instrument on the grant date, and the fair value of the equity instrument is recognized after adjusting the terms and conditions on which the shares are granted.

As of 31 December 2023, the cumulative amount of confirmed share-based payments settled with the aforementioned equity in the capital reserve is RMB64,437,702. The confirmed fee for equity settled share-based payments in this year is RMB36,297,711.

3. Share-based payment expenses

Granting objects	授予對象類別	2023 2023年
Production person	生產人員	1,055,935
Administrator	管理人員	27,645,198
Salesperson	銷售人員	1,770,713
Research person	研發人員	5,825,865
Total	合計	36,297,711

十一、股份支付(續)

2、以權益結算的股份支付情況(續)

根據本公司之子公司長飛光坊股東大會審議批准，實施長飛光坊(武漢)科技有限公司核心員工持股計劃。根據該安排，相關員工可以認購專門設立的武漢楚坊佳成企業管理合夥企業(有限合夥)(「楚坊佳成」)、武漢楚坊佳盈企業管理合夥企業(有限合夥)(「楚坊佳盈」)、武漢楚坊佳泰企業管理合夥企業(有限合夥)(「楚坊佳泰」)、武漢楚坊佳寧企業管理合夥企業(有限合夥)(「楚坊佳寧」)、武漢楚坊佳雅企業管理合夥企業(有限合夥)(「楚坊佳雅」)的員工持股平台的權益。該安排涉及的激勵份額數量為30,300,000份額，對應公司30,300,000元註冊資本。

授予日權益工具的公允價值以授予日權益工具市場價格為基礎，同時考慮授予股票所依據的條款和條件進行調整後確認權益工具的公允價值。

截止2023年12月31日，本集團資本公積中確認以上述權益結算的股份支付的累計金額為人民幣64,437,702元。本年以上述權益結算的股份支付確認的費用為人民幣36,297,711元。

3、本年股份支付費用

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. SHARE-BASED (Cont'd)

4. Modification and Termination of Share-based Payment

On 21 December 2023, upon the approval by the shareholders' meeting, the lock up period of the employee shareholding plan of Everpro was modified to be from the date of signing the employee shareholding platform partnership agreement by the incentive object to December 31, 2023. Due to the shortening of the waiting period, the company modified the exercise conditions in a way that benefits employees. Therefore, the issuer accelerated the exercise process in the calculation of share based payments and immediately confirmed the amount originally confirmed during the remaining waiting period.

XII. 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 less unrecognized proposed dividends. 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 short-term loans, long-term loans, debenture payable and lease liabilities), plus unrecognized dividends proposed for distribution, less cash and cash equivalents.

十一、股份支付(續)

4、股份支付的修改、終止情況

2023年12月21日，經股東會審議通過，長芯盛公司員工持股方案的鎖定期修改為自激勵對象簽署員工持股平台合夥協議之日起至2023年12月31日。由於縮短等待期系公司以利於員工的方式修改了可行權條件，因此發行人在股份支付計算時作為加速可行權處理，立即確認原本在剩餘等待期內確認的金額。

十二、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扣除未確認的已提議分配的股利。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、長期借款、應付債券以及租賃負債)，加上未確認的已提議分配的股利，扣除貨幣資金。

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)

XII. CAPITAL MANAGEMENT (Cont'd)

The adjusted net debt-to-capital ratio is as follows:

十二、資本管理(續)

經調整的淨債務資本率如下：

		The Group 本集團		The Company 本公司	
		2023 2023年	2022 2022年	2023 2023年	2022 2022年
Current liabilities	流動負債				
Short-term loans	短期借款	1,749,536,836	1,754,882,426	501,991,337	688,714,854
Long-term loans due within one year	一年內到期的長期借款	1,235,414,791	209,420,228	1,121,009,067	192,866,316
Non-current lease liabilities due within one year	一年內到期的租賃負債	26,681,351	17,775,063	3,494,751	4,584,451
Interests of debenture payables due within one year	一年內到期的應付債券利息	–	505,700,660	–	505,700,660
Non-current liabilities	非流動負債				
Long-term loans	長期借款	4,855,183,468	3,950,988,482	4,221,250,000	3,680,750,000
Lease liabilities	租賃負債	60,730,739	40,204,695	3,494,751	6,334,860
Debenture payables	應付債券	–	–	–	–
Total debts	總債務合計	7,927,547,185	6,478,971,554	5,851,239,906	5,078,951,141
Add: proposed dividends	加：提議分配的股利	389,563,226	350,152,160	389,563,226	350,152,160
Less: cash and cash equivalents	減：貨幣資金	3,895,836,574	4,323,893,889	1,900,734,251	1,584,697,846
Adjusted net debt	經調整的淨債務	4,421,273,837	2,505,229,825	4,340,068,881	3,844,405,455
Shareholders' equity	股東權益	14,397,497,437	14,537,061,214	8,738,737,167	8,656,845,377
Less: proposed dividends	減：提議分配的股利	389,563,226	350,152,160	389,563,226	350,152,160
Adjusted net capital	經調整的資本	14,007,934,211	14,186,909,054	8,349,173,941	8,306,693,217
Adjusted net debt-to-capital ratio	經調整的淨債務資本率	32%	18%	52%	46%

XIII. COMMITMENTS AND CONTINGENCIES

I. Significant commitments

(1) Capital commitment

十三、承諾及或有事項

I、重要承諾事項

(1) 資本承擔

Items	項目	2023 2023年	2022 2022年
Construction projects	工程項目	1,610,100,598	1,443,708,225
External investment contract	對外投資合同	–	386,540,000
Total	合計	1,610,100,598	1,830,248,225

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)

XIV. POST BALANCE SHEET DATE EVENTS

1. Material non-adjusting post balance sheet date events

On October 13, 2023, the Company convened the third extraordinary general meeting of 2023 to approve the "Proposal on the Acquisition of Equity Interests in RFS Germany and RFS Suzhou", in which the Company signed an agreement with RFS Holding GmbH ("RFS Holding") to acquire all the equity interests in cash of Radio Frequency Systems GmbH ("RFS Germany"), a wholly-owned subsidiary of RFS Holding GmbH, and RFS Suzhou Co. ("RFS Suzhou"). Upon completion of the transaction, it is expected that the Company will own 100% of RFS Germany and RFS Suzhou, and will include RFS Germany and RFS Suzhou in its consolidated financial statements. The Company is currently proceeding with this transaction.

2. Profit appropriations after the balance sheet date

The Board proposed the distribution of a final dividend of RMB0.514 per share totaling RMB389,563,226 on 28 March 2024. The proposed dividend is subject to approval by shareholders of the Company at the forthcoming annual general meeting. As at the balance sheet date, the proposed dividends were not recognized as liabilities.

十四、資產負債表日後事項

1、重要的資產負債表日後非調整事項說明

2023年10月13日，本公司召開2023年第三次臨時股東大會審議通過了《關於收購RFS德國及RFS蘇州股權的議案》，本公司與RFS Holding GmbH（「RFS控股」）簽署協議，以現金方式收購RFS Holding GmbH全資子公司Radio Frequency Systems GmbH（「RFS德國」）及安弗施無線射頻系統（蘇州）有限公司（「RFS蘇州」）的全部股權。預計交易完成後，本公司持有RFS德國及RFS蘇州100%的股權，並將RFS德國及RFS蘇州納入合併報表範圍。本公司目前正在持續推進該事項。

2、資產負債表日後利潤分配情況說明

董事會於2024年3月28日提議本公司向普通股股東派發現金股利，每10股人民幣5.14元，共人民幣389,563,226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。

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. OTHER SIGNIFICANT MATTERS

I. Segment Reporting

The Group determines the three reporting segments, optical fibres and optical fibre preforms segment, optical fibre cables segment and optical components and modules 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 fibres and optical fibre preforms.
- Optical fibre cables segment-mainly responsible for the production and sales of optical fibre cables.
- Optical components and modules segment-mainly responsible for the production and sales of optical components and modules

(1) Information of profit or loss and assets 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.

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:

十五·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、光纜、光器件及模塊共三個報告分部。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。
- 光纜分部－主要負責光纜的生產和銷售。
- 光器件及模塊分部－主要負責光器件及模塊的生產和銷售。

(1) 報告分部的利潤或虧損、資產及負債的信息

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。

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)

XV. OTHER SIGNIFICANT MATTERS (Cont'd)

I. Segment Reporting (Cont'd)

(1) Information of profit or loss and assets of reporting segments (Cont'd)

十五·其他重要事項(續)

1、分部報告(續)

(1) 報告分部的利潤或虧損、資產及負債的信息(續)

Items	項目	2023 2023年						Total 合計
		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	Optical components and modules segment 光器件及模塊分部	Others 其他	Offset between segments 分部間抵銷	Unallocated Amounts 未分配金額	
Operating income from external transactions	對外交易收入	3,172,912,057	5,357,545,065	1,470,216,547	3,352,079,795	-	-	13,352,753,464
Inter-segment revenue	分部間交易收入	1,308,805,488	9,589,685	-	566,197,360	(1,884,592,533)	-	-
Segment profit	分部利潤	1,949,385,007	954,917,253	207,125,484	549,219,520	(388,690,859)	-	3,271,956,405
Including: Depreciation and amortisation expenses	其中：折舊和攤銷費用	(261,051,761)	(59,478,617)	(212,583,278)	(341,669,823)	754,717	-	(874,028,762)
Taxes and surcharges	稅金及附加	-	-	-	-	-	(94,211,590)	(94,211,590)
Selling and distribution expenses	銷售費用	-	-	-	-	-	(502,285,938)	(502,285,938)
General and administration expenses	管理費用	-	-	-	-	-	(1,048,107,534)	(1,048,107,534)
Research and development expenses	研發費用	-	-	-	-	-	(774,993,271)	(774,993,271)
Financial expenses	財務費用	-	-	-	-	-	(127,333,959)	(127,333,959)
Impairment losses	資產減值損失	-	-	-	-	-	(97,877,326)	(97,877,326)
Credit losses	信用減值損失	-	-	-	-	-	(139,971,157)	(139,971,157)
Gains from changes in fair value	公允價值變動收益	-	-	-	-	-	10,770,040	10,770,040
Investment income	投資收益	-	-	-	-	-	534,418,114	534,418,114
Including: income from investment in associates and joint ventures	其中：對聯營和合營企業的投資收益	-	-	-	-	-	8,552,733	8,552,733
Losses from asset disposals	資產處置損失	-	-	-	-	-	(2,224,108)	(2,224,108)
Other income	其他收益	-	-	-	-	-	188,590,506	188,590,506
Operating profit/(loss)	營業利潤/(虧損)	1,949,385,007	954,917,253	207,125,484	549,219,520	(388,690,859)	(2,053,226,223)	1,218,730,182
Non-operating income	營業外收入	-	-	-	-	-	29,662,537	29,662,537
Non-operating expenses	營業外支出	-	-	-	-	-	(31,968,526)	(31,968,526)
Profit/(loss) before income tax	利潤/(虧損)總額	1,949,385,007	954,917,253	207,125,484	549,219,520	(388,690,859)	(2,055,532,212)	1,216,424,193
Income tax expenses	所得稅費用	-	-	-	-	-	(39,486,269)	(39,486,269)
Net profit/(loss) for the year	淨利潤/(虧損)	1,949,385,007	954,917,253	207,125,484	549,219,520	(388,690,859)	(2,095,018,481)	1,176,937,924

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. OTHER SIGNIFICANT MATTERS (Cont'd)

I. Segment Reporting (Cont'd)

(1) Information of profit or loss and assets of reporting segments (Cont'd)

十五·其他重要事項(續)

I、分部報告(續)

(1) 報告分部的利潤或虧損、資產及負債的信息(續)

		2022 2022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	Optical components and modules segment 光器件及模塊分部	Others 其他	Offset between segments 分部間抵銷	Unallocated Amounts 未分配金額	Total 合計
Operating income from external transactions	對外交易收入	3,814,849,329	5,799,148,295	1,435,378,151	2,780,942,625	-	-	13,830,318,400
Inter-segment revenue	分部間交易收入	1,283,948,255	32,696,017	-	970,218,017	(2,286,862,289)	-	-
Segment profit	分部利潤	2,022,033,184	889,237,021	225,366,195	526,092,841	(419,502,118)	-	3,243,227,123
Including: Depreciation and amortisation expenses	其中：折舊和攤銷費用	(207,756,683)	(64,540,883)	(100,093,452)	(237,255,031)	754,717	-	(608,891,332)
Taxes and surcharges	稅金及附加	-	-	-	-	-	(86,338,839)	(86,338,839)
Selling and distribution expenses	銷售費用	-	-	-	-	-	(413,577,336)	(413,577,336)
General and administration expenses	管理費用	-	-	-	-	-	(778,801,786)	(778,801,786)
Research and development expenses	研發費用	-	-	-	-	-	(783,889,101)	(783,889,101)
Financial expenses	財務費用	-	-	-	-	-	(82,884,651)	(82,884,651)
Impairment losses	資產減值損失	-	-	-	-	-	(78,778,174)	(78,778,174)
Credit losses	信用減值損失	-	-	-	-	-	(125,090,016)	(125,090,016)
Gains from changes in fair value	公允價值變動收益	-	-	-	-	-	9,472,143	9,472,143
Investment income	投資收益	-	-	-	-	-	112,295,033	112,295,033
Including: income from investment in associates and joint ventures	其中：對聯營和合營企業的投資收益	-	-	-	-	-	69,876,281	69,876,281
Losses from asset disposals	資產處置損失	-	-	-	-	-	(2,395,445)	(2,395,445)
Other income	其他收益	-	-	-	-	-	157,010,529	157,010,529
Operating profit/(loss)	營業利潤/(虧損)	2,022,033,184	889,237,021	225,366,195	526,092,841	(419,502,118)	(2,072,977,643)	1,170,249,480
Non-operating income	營業外收入	-	-	-	-	-	5,515,591	5,515,591
Non-operating expenses	營業外支出	-	-	-	-	-	(23,794,263)	(23,794,263)
Profit/(loss) before income tax	利潤/(虧損)總額	2,022,033,184	889,237,021	225,366,195	526,092,841	(419,502,118)	(2,091,256,315)	1,151,970,808
Income tax expenses	所得稅費用	-	-	-	-	-	9,270,617	9,270,617
Net profit/(loss) for the year	淨利潤/(虧損)	2,022,033,184	889,237,021	225,366,195	526,092,841	(419,502,118)	(2,081,985,698)	1,161,241,425

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. OTHER SIGNIFICANT MATTERS (Cont'd)

I. Segment Reporting (Cont'd)

(1) Information of profit or loss and assets of reporting segments (Cont'd)

十五·其他重要事項(續)

I、分部報告(續)

(1) 報告分部的利潤或虧損、資產及負債的信息(續)

		31 December 2023 2023年12月31日						
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	Optical components and modules segment 及模塊分部	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	5,698,322,415	4,336,410,224	2,034,876,437	19,385,477,760	(2,312,742,943)	–	29,142,343,893
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	–	–	–	3,303,333,932	–	–	3,303,333,932
– 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	358,838,703	237,604,498	153,366,294	1,973,587,183	(186,922,820)	–	2,536,473,858

		31 December 2022 2022年12月31日						
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	Optical components and modules segment 及模塊分部	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	5,087,905,598	4,484,699,362	2,967,395,071	17,055,676,128	(1,392,369,512)	–	28,203,306,647
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	–	–	–	1,828,164,430	–	–	1,828,164,430
– 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	918,685,811	156,860,250	1,545,344,448	3,591,695,849	(195,219,917)	–	6,017,366,441

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. OTHER SIGNIFICANT MATTERS (Cont'd)

I. Segment Reporting (Cont'd)

(2) Geographical Information

Information about the external transaction income and noncurrent 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 goodwill) or the location of joint ventures and associates.

Country or region	國家或地區	Total revenue from external customers 對外交易收入總額		Total non-current assets 非流動資產總額	
		2023 2023年	2022 2022年	2023 2023年	2022 2022年
China	中國				
Including: Mainland China	其中：中國大陸	9,010,191,506	9,186,207,169	12,491,883,134	11,422,661,373
Sub-total	小計	9,010,191,506	9,186,207,169	12,491,883,134	11,422,661,373
Others	其他	4,342,561,958	4,644,111,231	1,628,340,957	986,047,208
Total	合計	13,352,753,464	13,830,318,400	14,120,224,091	12,408,708,581

(3) Key customers

Among the Group's customers, the Group has one customer (2022: one) derived from a single customer's income which accounted for 10% or more of the Group's total income, accounting for approximately 13% of the Group's total income (2022: 15%). The amount of income from those customers is as follows:

Customers 客戶	2023 2023年		2022 2022年	
	Name of segment 分部名稱	Amounts 金額	Name of segment 分部名稱	Amounts 金額
Customers I 客戶 I	Optical fibre cables segment 光纜分部	1,733,427,537	Optical fibre cables segment 光纜分部	2,042,225,817

十五·其他重要事項(續)

I·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的。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(對無形資產和商譽而言)或合營及聯營企業的所在地進行劃分的。

(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(2022年：1個)，約佔本集團總收入13%(2022年：15%)。來自該等客戶的收入金額列示如下：

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. 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(1) of the "Hong Kong Company Law" and Section 2 of the "Corporate Remuneration Disclosure Information" of the company regulations are as follows:

十五·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:

		2023 2023年							
Current or previous Positions		Salaries, allowances and other benefits	Discretionary Bonus	Retirement benefit plan contributions	Sub-total	share options	Total		
現任或曾任職位		薪金、津貼及其他福利	酌情花紅	退休福利計劃供款	小計	股票期權	合計		
Directors 董事									
Ma Jie (Note i) 馬杰(註i)	Non-executive director 非執行董事	-	-	-	-	-	-	-	
Philippe Claude Vanhille (Note ii) Philippe Claude Vanhille(註ii)	Non-executive director 非執行董事	-	-	-	-	-	-	-	
Zhuang Dan 莊丹	Executive director & President 執行董事兼總裁	1,900,108	2,900,000	100,769	4,900,877	946,507	5,847,384		
Pier Francesco Facchini (Note ii) Pier Francesco Facchini(註ii)	Non-executive director 非執行董事	-	-	-	-	-	-	-	
Frank Franciscus Dorjee (Note iv) Frank Franciscus Dorjee (Note iv)	Non-executive director 非執行董事	253,808	-	-	253,808	-	253,808		
IURI LONGHI (Note iii) IURI LONGHI(註iii)	Non-executive director 非執行董事	-	-	-	-	-	-	-	
Xiong Xiangfeng 熊向峰	Non-executive director 非執行董事	468,421	-	-	468,421	-	468,421		
Guo Tao (Note i) 郭韜(註i)	Non-executive director 非執行董事	-	-	-	-	-	-	-	
Mei yong 梅勇	Non-executive director 非執行董事	273,245	-	-	273,245	-	273,245		
Lai Zhimin (Note iv) 賴智敏(註iv)	Non-executive director 非執行董事	195,176	-	-	195,176	-	195,176		

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. OTHER SIGNIFICANT MATTERS (Cont'd)

2. Directors' emoluments (Cont'd)

(1) Directors' remuneration (Cont'd)

十五·其他重要事項(續)

2·董事薪酬(續)

(1) 董事酬金(續)

	Current or previous Positions	2023 2023年				Sub-total	share options	Total
		Fee	Salaries, allowances and other benefits	Discretionary Bonus	Retirement benefit plan contributions			
	現任或曾任職位	袍金	薪金、津貼及其他福利	酌情花紅	退休福利計劃供款	小計	股票期權	合計
Independent non-executive Directors								
獨立非執行董事								
Huang Tianyou	Independent non-executive Director	435,100	-	-	-	435,100	-	435,100
黃天祐	獨立非執行董事							
Liu Deming (Note iv)	Independent non-executive Director	273,245	-	-	-	273,245	-	273,245
劉德明(註iv)	獨立非執行董事							
Song Wei	Independent non-executive Director	468,421	-	-	-	468,421	-	468,421
宋瑋	獨立非執行董事							
Teng Binsheng	Independent non-executive Director	468,421	-	-	-	468,421	-	468,421
滕斌聖	獨立非執行董事							
Li Chang'ai	Independent non-executive Director	195,176	-	-	-	195,176	-	195,176
李長愛	獨立非執行董事							
Supervisors								
監事								
Li Ping	Chairman of the Supervisory Board, Independent Supervisor	238,095	-	-	-	238,095	-	238,095
李平	監事會主席、獨立監事							
Li Zhuo	Independent supervisor	238,095	-	-	-	238,095	-	238,095
李卓	獨立監事							
Jiang Zhikang (Note iv)	Employee representative supervisor	-	1,207,210	1,200,000	-	2,407,210	-	2,407,210
江志康(註iv)	職工代表監事							
Xiong Zhuang	Independent supervisor	-	987,474	217,766	-	1,205,240	-	1,205,240
熊壯	獨立監事							
Total		3,507,203	4,094,792	4,317,766	100,769	12,020,530	946,507	12,967,037
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)

XV. OTHER SIGNIFICANT MATTERS (Cont'd)

2. Directors' emoluments (Cont'd)

(1) Directors' remuneration (Cont'd)

十五·其他重要事項(續)

2·董事薪酬(續)

(1) 董事酬金(續)

		2022 2022年							
Current or previous Positions	Fee	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	Sub-total	share options	Total		
現任或曾任職位	袍金				小計	股票期權	合計		
Directors									
董事									
Ma Jie (Note i) 馬杰(註i)	Non-executive director 非執行董事	-	-	-	-	-	-	-	
Philippe Claude Vanhille (Note ii) Philippe Claude Vanhille(註ii)	Non-executive director 非執行董事	-	-	-	-	-	-	-	
Zhuang Dan 莊丹	Executive director & President 執行董事兼總裁	-	1,898,155	2,200,000	93,692	4,191,847	955,653	5,147,500	
Pier Francesco Facchini (Note ii) Pier Francesco Facchini(註ii)	Non-executive director 非執行董事	-	-	-	-	-	-	-	
Frank Franciscus Dorjee Frank Franciscus Dorjee	Non-executive director 非執行董事	435,100	-	-	-	435,100	-	435,100	
Xiong Xiangfeng 熊向峰	Non-executive director 非執行董事	468,421	-	-	-	468,421	-	468,421	
Guo Tao (Note i) 郭韜(註i)	Non-executive director 非執行董事	-	-	-	-	-	-	-	
Lai Zhimin 賴智敏	Non-executive director 非執行董事	468,421	-	-	-	468,421	-	468,421	

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. OTHER SIGNIFICANT MATTERS (Cont'd)

2. Directors' emoluments (Cont'd)

(1) Directors' remuneration (Cont'd)

十五·其他重要事項(續)

2·董事薪酬(續)

(1) 董事酬金(續)

	Current or previous Positions	Fee	Salaries, allowances and other benefits 薪金、津貼及其他福利	2022 2022年		Sub-total	share options	Total
				Discretionary Bonus	Retirement benefit plan contributions			
	現任或曾任職位	袍金		酌情花紅	退休福利計劃供款	小計	股票期權	合計
Independent non-executive Directors		-	-	-	-	-	-	-
獨立非執行董事								
Huang Tianyou	Independent non-executive Director	435,100	-	-	-	435,100	-	435,100
黃天祐	獨立非執行董事							
Liu Deming (Note iv)	Independent non-executive Director	468,421	-	-	-	468,421	-	468,421
劉德明(註iv)	獨立非執行董事							
Song Wei	Independent non-executive Director	468,421	-	-	-	468,421	-	468,421
宋瑋	獨立非執行董事							
Teng Binsheng	Independent non-executive Director	468,421	-	-	-	468,421	-	468,421
滕斌聖	獨立非執行董事							
Supervisors		-	-	-	-	-	-	-
監事								
Li Ping	Chairman of the Supervisory Board, Independent Supervisor	238,095	-	-	-	238,095	-	238,095
李平	監事會主席、獨立監事							
Li Zhuo	Independent supervisor	238,095	-	-	-	238,095	-	238,095
李卓	獨立監事							
Jiang Zhikang (Note iv)	Employee representative supervisor	-	1,255,042	820,000	30,162	2,105,204	-	2,105,204
江志康(註iv)	職工代表監事							
Total		3,688,495	3,153,197	3,020,000	123,854	9,985,546	955,653	10,941,199
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)

XV. OTHER SIGNIFICANT MATTERS (Cont'd)

2. Directors' emoluments (Cont'd)

(1) Directors' remuneration (Cont'd)

Note: (i) From 17 September 2020 to the end of the forth term of the Board, Mr Ma Jie the chairman, and Mr Guo Tao, the director, voluntarily give up the director's remuneration to be paid by the Company.

Note: (ii) From January 2022 to the end of the forth term of the Board, the directors, Philippe Claude Vanhille and Pier Francesco Facchini, voluntarily give up the director's remuneration to be paid by the Company.

Note: (iii) From 31 July 2023 to the end of the forth term of the Board, the director, IURI LONGHI, voluntarily gives up the director's remuneration to be paid by the Company.

Note: (iv) The above directors and supervisor have resigned in July 2023.

(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:

		2023 2023年	2022 2022年
Directors, chief executives and supervisors	董事、行政總裁及監事	1	1
Non-directors and non-supervisors	非董事及非監事	4	4
Total	合計	5	5

The remunerations of directors including chief executives and supervisors are set out at Note XV. Other significant matters 2(1). The total remunerations of other highest paid individuals except the above are as follows:

		2023 2023年	2022 2022年
Remuneration and other emoluments	酬金和其他酬金	5,330,640	5,177,507
Discretionary bonus	酌情花紅	7,200,000	5,800,000
Contributions to retirement plans	退休計劃供款	385,902	374,768
Share options	股票期權	473,254	477,826
Total	合計	13,389,796	11,830,101

十五·其他重要事項(續)

2·董事薪酬(續)

(1) 董事酬金(續)

註：(i) 自2020年9月17日起至公司第四屆董事會任期結束，公司董事長馬杰先生、董事郭韜先生自願放棄公司需要向其支付的董事薪酬。

註：(ii) 自2022年1月起至公司第四屆董事會任期結束，公司董事Philippe Claude Vanhille及董事Pier Francesco Facchini自願放棄公司需要向其支付的董事薪酬。

註：(iii) 自從2023年7月31日至第四屆董事會任期結束，公司董事IURI LONGHI自願放棄公司需要向其支付的董事薪酬。

註：(iv) 上述董事及監事已於2023年7月離任。

(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：

		2023 2023年	2022 2022年
Directors, chief executives and supervisors	董事、行政總裁及監事	1	1
Non-directors and non-supervisors	非董事及非監事	4	4
Total	合計	5	5

董事(包括行政總裁及監事)的酬金詳見附註十五、其他重要事項2(1)。其餘最高酬金人士的酬金總額列示如下：

		2023 2023年	2022 2022年
Remuneration and other emoluments	酬金和其他酬金	5,330,640	5,177,507
Discretionary bonus	酌情花紅	7,200,000	5,800,000
Contributions to retirement plans	退休計劃供款	385,902	374,768
Share options	股票期權	473,254	477,826
Total	合計	13,389,796	11,830,101

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. OTHER SIGNIFICANT MATTERS (Cont'd)

2. Directors' emoluments (Cont'd)

(2) Highest paid person (Cont'd)

The remuneration of non-directors and non-supervisors in the highest paid individuals is within the following range:

		2023 2023年	2022 2022年
RMB1,500,001 to RMB2,000,000	人民幣1,500,001元至人民幣2,000,000元	–	–
RMB2,000,001 to RMB2,500,000	人民幣2,000,001元至人民幣2,500,000元	–	–
RMB2,500,001 to RMB3,000,000	人民幣2,500,001元至人民幣3,000,000元	–	2
RMB3,000,001 to RMB3,500,000	人民幣3,000,001元至人民幣3,500,000元	4	2
Total	合計	4	4

十五·其他重要事項(續)

2·董事薪酬(續)

(2) 最高酬金人士(續)

最高酬金人士中的非董事及非監事的酬金在以下範圍內：

XVI. NOTES FOR MAIN ITEMS ON FINANCIAL STATEMENTS OF PARENT COMPANY

I. Bills receivable

(1) Classification of bills receivable

Item	項目	31 December 2023 2023年 12月31日	31 December 2022 2022年 12月31日
Bank acceptance bills	銀行承兌匯票	242,555,765	247,891,947
Commercial acceptance bills	商業承兌匯票	280,989,798	168,369,139
Sub-total	小計	523,545,563	416,261,086
Less: allowance for doubtful debts	減：壞賬準備	–	–
Total	合計	523,545,563	416,261,086

All of the above bills are due within two year.

上述應收票據均為兩年內到期。

十六·母公司財務報表主要項目註釋

I·應收票據

(1) 應收票據分類

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)

XVI. NOTES FOR MAIN ITEMS ON FINANCIAL STATEMENTS OF PARENT COMPANY (Cont'd)

1. Bills receivable (Cont'd)

(2) Outstanding endorsed or discounted bills that have not matured at the end of the year:

Item	種類	Amount derecognized at the end of 2023 年末 終止確認金額	Amount not derecognized at the end of 2023 年末 未終止確認金額
Bank acceptance bills	銀行承兌匯票	235,532,053	43,349,314

2. Accounts receivable

(1) Accounts receivable analyzed by customers' type are as follows:

Type by customer	客戶類別	31 December 2023 2023年 12月31日	31 December 2022 2022年 12月31日
Due from related parties	應收關聯公司	1,175,027,003	1,658,291,598
Due from third parties	應收第三方客戶	3,224,804,839	3,103,406,733
Sub-total	小計	4,399,831,842	4,761,698,331
Less: allowance for doubtful debts	減：壞賬準備	332,000,637	290,476,851
Total	合計	4,067,831,205	4,471,221,480

十六、 母公司財務報表主要項目註釋(續)

1、 應收票據(續)

(2) 年末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：

2、 應收賬款

(1) 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)

XVI. NOTES FOR MAIN ITEMS ON FINANCIAL STATEMENTS OF PARENT COMPANY (Cont'd)

2. Accounts receivable (Cont'd)

(2) Ageing analysis of accounts receivable:

十六、母公司財務報表主要項目註釋(續)

2、應收賬款(續)

(2) 應收賬款按賬齡分析如下：

Ageing	賬齡	31 December 2023 2023年 12月31日	31 December 2022 2022年 12月31日
Within 1 year (1 year inclusive)	1年以內(含1年)	3,744,108,887	3,958,043,072
1-2 years (2 years inclusive)	1年至2年(含2年)	314,284,068	465,355,020
2-3 years (3 years inclusive)	2年至3年(含3年)	136,725,002	174,999,052
Over 3 years	3年以上	204,713,885	163,301,187
Sub-total	小計	4,399,831,842	4,761,698,331
Less: allowance for doubtful debts	減：壞賬準備	332,000,637	290,476,851
Total	合計	4,067,831,205	4,471,221,480

The ageing of accounts receivable is calculated from the date of recognition.

賬齡自應收賬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)

XVI. NOTES FOR MAIN ITEMS ON FINANCIAL STATEMENTS OF PARENT COMPANY (Cont'd)

2. Accounts receivable (Cont'd)

(3) Accounts receivable by provision method

Type	類別	31 December 2023 2023年12月31日				Carrying Amount	31 December 2022 2022年12月31日				Carrying Amount	
		Book value 賬面餘額	Proportion (%)	Allowance for doubtful debts 壞賬準備	Proportion (%)		Book value 賬面餘額	Proportion (%)	Allowance for doubtful debts 壞賬準備	Proportion (%)		
		Amount		Amount	計提比例	Amount		Amount	計提比例	Amount		
		金額	比例(%)	金額	(%)	賬面價值		金額	比例(%)	金額	比例(%)	賬面價值
Individually assessed for impairment	按單項計提壞賬準備											
customers which credit losses incurred	發生違約的客戶群體	13,344,168	0.30%	13,344,168	100.00%	-	7,611,044	0.16%	7,611,044	100%	-	
Collectively assessed for impairment by group	按組合計提壞賬準備											
Group 1	群體1	224,366,195	5.10%	717,042	0.32%	223,649,153	267,600,773	5.61%	682,044	0.25%	266,918,729	
Group 2	群體2	1,648,121,891	37.46%	145,416,354	8.82%	1,502,705,537	1,648,880,197	34.63%	145,170,857	8.80%	1,503,709,340	
Group 3	群體3	1,563,338,780	35.53%	172,523,073	11.04%	1,390,815,707	1,446,915,492	30.39%	137,012,906	9.47%	1,309,902,586	
Group 4	群體4	950,660,808	21.61%	-	0.00%	950,660,808	1,390,690,825	29.21%	-	0.00%	1,390,690,825	
Total	合計	4,399,831,842	100.00%	332,000,637	7.55%	4,067,831,205	4,761,698,331	100.00%	290,476,851	6.10%	4,471,221,480	

(a) Standard and explanation of making doubtful debts provisions by group in 2023

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 outside the Group;
- Group 2: Telecommunication network operators in China and other companies with good credit records;
- Group 3: Other customers outside of the Groups 1, 2, 4.
- Group 4: Subsidiaries of the Group.

(a) 2023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：中國電信網絡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。

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. NOTES FOR MAIN ITEMS ON FINANCIAL STATEMENTS OF PARENT COMPANY (Cont'd)

2. Accounts receivable (Cont'd)

(4) Changes of allowance for doubtful debts:

		31 December 2023 2023年 12月31日	31 December 2022 2022年 12月31日
Balance at the beginning of the year	年初餘額	290,476,851	206,746,486
Addition during the year	本年計提	52,531,540	83,795,912
Written-off during the year	本年核銷	(11,007,754)	(65,547)
Balance at the end of the year	年末餘額	332,000,637	290,476,851

(5) Five largest accounts receivable by debtors at the end of the year

As at 31 December 2023, the subtotal of five largest accounts receivables of the Company is RMB1,584,489,048 (31 December 2022: RMB1,771,127,297), representing 36.01% (31 December 2022: 37.20%) of the total balance of accounts receivable. The corresponding allowance for doubtful debts is RMB43,695,499 (31 December 2022: RMB56,306,125).

十六、母公司財務報表主要項目註釋 (續)

2、應收賬款 (續)

(4) 壞賬準備的變動情況

(5) 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1,584,489,048元(2022年12月31日：人民幣1,771,127,297元)，佔應收賬款年末餘額合計數的36.01%(2022年12月31日：37.20%)。相應計提的壞賬準備年末餘額合計人民幣43,695,499元(2022年12月31日：人民幣56,306,125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)

XVI. NOTES FOR MAIN ITEMS ON FINANCIAL STATEMENTS OF PARENT COMPANY (Cont'd)

3. Receivables under financing

Item	項目	31 December 2023 2023年 12月31日	31 December 2022 2022年 12月31日
Bills receivables	應收票據	108,581,363	97,864,859

There is no change in fair value of receivables under financing of the Group in 2023. The accumulated impairment losses recognized in other comprehensive income is zero.

Receivables under financing endorsed or discounted at the end of the year and undue at the balance sheet date:

Item	項目	Amount derecognized at the end of 2023 年末 終止確認金額	Amount not yet derecognized at the end of 2023 年末 未終止確認金額
Bank acceptance bills	銀行承兌匯票	217,555,857	–

4. Other receivables

		Note 註	31 December 2023 2023年 12月31日	31 December 2022 2022年 12月31日
Interests receivable	應收利息	(1)	3,954,955	3,954,955
Dividends receivable	應收股利	(2)	2,286,288	2,344,268
Others	其他	(3)	2,379,128,153	2,018,464,576
Total	合計		2,385,369,396	2,024,763,799

十六、母公司財務報表主要項目註釋(續)

3、應收款項融資

2023年本公司應收款項融資公允價值無變化，累計在其他綜合收益中確認的損失準備為零。

年末本公司已背書或貼現且在資產負債表日尚未到期的應收款項融資：

4、其他應收款

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)

XVI. NOTES FOR MAIN ITEMS ON FINANCIAL STATEMENTS OF PARENT COMPANY (Cont'd)

十六、母公司財務報表主要項目註釋(續)

4. Other receivables (Cont'd)

4. 其他應收款(續)

(1) Interests receivable:

(1) 應收利息

Classification of interests receivable

應收利息分類：

Item	項目	31 December 2023 2023年 12月31日	31 December 2022 2022年 12月31日
Entrusted loans	委託貸款	3,954,955	3,954,955

(2) Dividends receivable:

(2) 應收股利

Invested company	被投資單位	31 December 2023 2023年 12月31日	31 December 2022 2022年 12月31日
Wuhan Steel Corporation	武漢鋼電股份有限公司	–	57,980
YOFC-Yadanarbon Fibre Company Limited	YOFC-Yadanarbon Fibre Company Limited	2,286,288	2,286,288
Total	合計	2,286,288	2,344,268

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. NOTES FOR MAIN ITEMS ON FINANCIAL STATEMENTS OF PARENT COMPANY (Cont'd)

4. Other receivables (Cont'd)

(3) Others

(a) Others analyzed by customers category are as follows:

Type of customer	客戶類別	31 December 2023 2023年 12月31日	31 December 2022 2022年 12月31日
Due from related parties within the Group	應收集團內關聯方	2,329,199,116	1,964,008,477
Due from related parties outside the Group	應收集團外關聯方	8,080,877	17,646,771
Due from non-related companies	應收非關聯公司	41,848,160	36,809,328
Sub-total	小計	2,379,128,153	2,018,464,576
Less: Allowance for doubtful debts	減：壞賬準備	–	–
Total	合計	2,379,128,153	2,018,464,576

(b) Others analyzed by ageing are as follows:

Ageing	賬齡	31 December 2023 2023年 12月31日	31 December 2022 2022年 12月31日
Within 1 year (1 year inclusive)	1年以內(含1年)	2,369,814,181	1,997,524,140
1 to 2 years (2 years inclusive)	1年至2年(含2年)	8,070,000	4,868,170
2 to 3 years (3 years inclusive)	2年至3年(含3年)	10,500	8,876,542
Over 3 years	3年以上	1,233,472	7,195,724
Sub-total	小計	2,379,128,153	2,018,464,576
Less: Allowance for doubtful debts	減：壞賬準備	–	–
Total	合計	2,379,128,153	2,018,464,576

The ageing of other receivables is calculated starting from the date of recognition.

賬齡自其他應收款確認日起開始計算。

十六、母公司財務報表主要項目註釋(續)

4、其他應收款(續)

(3) 其他

(a) 按客戶類別分析如下：

(b) 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)

XVI. NOTES FOR MAIN ITEMS ON FINANCIAL STATEMENTS OF PARENT COMPANY (Cont'd)

十六、母公司財務報表主要項目註釋(續)

4. Other receivables (Cont'd)

(3) Others (Cont'd)

(c) Other receivables classified by nature of payment

4. 其他應收款(續)

(3) 其他(續)

(c) 按款項性質分類情況

Payment nature	款項性質	31 December 2023 2023年 12月31日	31 December 2022 2022年 12月31日
Subsidiary receivable	應收子公司	2,329,199,116	1,964,008,477
Others affiliates receivable	應收其他關聯公司	8,080,877	17,646,771
Bid bond	保證金	23,074,118	32,323,971
Others	其他	18,774,042	4,485,357
Sub-total	小計	2,379,128,153	2,018,464,576
Less: allowance for doubtful debts	減：壞賬準備	-	-
Total	合計	2,379,128,153	2,018,464,576

(d) Top five other receivables by debtor as at the end of the year

As at the end of 31 December 2023, the Company's top five balances of other receivables for the year totaled RMB1,321,735,379 (31 December 2022: RMB1,390,066,403) accounting for 55.56% (31 December 2022: 68.87%) of the Group's total balance of other receivables as at the end of the year.

(d) 按欠款方歸集的年末餘額前五名的情況

截至2023年12月31日，本公司餘額前五名的其他應收款合計為人民幣1,321,735,379元(2022年12月31日：人民幣1,390,066,403元)，佔其他應收款年末餘額合計數的55.56%(2022年12月31日：68.87%)。

5. Long-term equity investment

(1) Long-term equity investments are classified as follows:

5. 長期股權投資

(1) 長期股權投資分類如下：

Items	項目	31 December 2023 2023年12月31日			31 December 2022 2022年12月31日		
		Book balance 賬面餘額	Impairment Provision 減值準備	Book value 賬面價值	Book balance 賬面餘額	Impairment Provision 減值準備	Book value 賬面價值
Investment in subsidiaries	對子公司投資	5,014,080,619	35,695,405	4,978,385,214	5,149,947,596	35,695,405	5,114,252,191
Investment in associates and joint ventures	對聯營、合營企業投資	2,813,535,041	-	2,813,535,041	1,431,254,634	227,369	1,431,027,265
Total	合計	7,827,615,660	35,695,405	7,791,920,255	6,581,202,230	35,922,774	6,545,279,456

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. NOTES FOR MAIN ITEMS ON FINANCIAL STATEMENTS OF PARENT COMPANY (Cont'd)

5. Long-term equity investment (Cont'd)

(2) Investment in subsidiaries

十六、母公司財務報表主要項目註釋(續)

5、長期股權投資(續)

(2) 對子公司投資

Units name	單位名稱	Opening balance	Increase during the year	Decrease during the year	Closing balance	Impairment provision for the year	Impairment provision at the end of the year
		年初餘額	本年增加	本年減少	年末餘額	本年計提減值準備	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	339,264,480	-	-	339,264,480	-	-
EverPro (Wuhan) Technologies Joint Stock Limited Company	長芯盛(武漢)科技股份有限公司	188,901,745	-	-	188,901,745	-	-
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	404,000,000	-	-	404,000,000	-	-
Zhejiang 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	58,800,841	-	-	58,800,841	-	-
Hubei Flying Optical Fibre Material Co., Ltd.	湖北飛菱光纖材料有限公司	52,200,000	5,000,000	-	57,200,000	-	-
Wuhan E3cloud Information Technologies Co., Ltd.	中標易雲信息技術有限公司	35,695,405	-	-	35,695,405	-	35,695,405
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.,	寶勝長飛海洋工程有限公司	570,000,000	-	-	570,000,000	-	-
Wuhan YOFC Capital Management Company Limited	武漢市長飛資本管理有限責任公司	450,000,000	50,000,000	-	500,000,000	-	-
Yangtze Optical Fibre and Cable (Tianjin) Company Limited	長飛光纖光纜(天津)有限公司	107,800,000	-	-	107,800,000	-	-
Wuhan YOFC Intelligent Network Technology Company Limited	武漢長飛智慧網絡技術有限公司	32,000,000	-	-	32,000,000	-	-
Sunstar Communication Technology Company Limited	四川光恒通信技術有限公司	151,203,140	-	-	151,203,140	-	-

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. NOTES FOR MAIN ITEMS ON FINANCIAL STATEMENTS OF PARENT COMPANY (Cont'd)

5. Long-term equity investment (Cont'd) (2) Investment in subsidiaries (Cont'd)

十六、母公司財務報表主要項目註釋(續)

5、長期股權投資(續) (2) 對子公司投資(續)

Units name	單位名稱	Opening balance	Increase during the year	Decrease during the year	Closing balance	Impairment provision for the year	Impairment provision at the end of the year
		年初餘額	本年增加	本年減少	年末餘額	本年計提減值準備	減值準備年末餘額
Yangtze (Hubei) Electrical Power Cable Company Limited	長飛(湖北)電力線纜有限公司	51,000,000	-	-	51,000,000	-	-
Everfoton Technologies Corporation Limited	長飛光坊(武漢)科技有限公司	79,976,189	27,212,800	-	107,188,989	-	-
YOFC - Yadanarbon Fibre Company Limited	YOFC - Yadanarbon Fibre Company Limited	7,049,104	-	-	7,049,104	-	-
Yangtze (Wuhan) Optical System Corporation	長飛(武漢)光系統股份有限公司	62,331,139	10,000,000	-	72,331,139	-	-
Yangtze Optical Fibre and Cable Hanchuan Company Limited	長飛光纖光纜漢川有限公司	70,000,000	30,000,000	-	100,000,000	-	-
Anhui YOFC Advanced Semiconductor Company Limited	安徽長飛先進半導體有限公司	804,329,127	499,792,307	(1,304,121,434)	-	-	-
Yangtze Optical Cable (Suzhou) Company Limited	長飛光電纜(蘇州)有限公司	326,503,721	-	-	326,503,721	-	-
Broadex Technologies Company Limited	博創科技股份有限公司	1,000,575,934	381,700,000	-	1,382,275,934	-	-
YOFC Quartz Technology (Wuhan) Company Limited	長飛石英技術(武漢)有限公司	-	150,549,350	-	150,549,350	-	-
YOFC WHIHD Digital Technology Innovation Center (Wuhan) Company Limited	長飛武創數字技術創新中心(武漢)有限公司	-	14,000,000	-	14,000,000	-	-
Total	合計	5,149,947,596	1,168,254,457	(1,304,121,434)	5,014,080,619	-	35,695,405

Please refer to note VII.1 for the relevant information of the Company's subsidiaries.

本公司子公司的相關信息參見附註七、1。

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. NOTES FOR MAIN ITEMS ON FINANCIAL STATEMENTS OF PARENT COMPANY (Cont'd)

5. Long-term equity investment (Cont'd)

(3) Investment in associates and joint ventures:

十六、母公司財務報表主要項目註釋(續)

5、長期股權投資(續)

(3) 對聯營、合營企業投資：

Invested companies	投資單位	Opening balance	Additional Investment	Changes during the year 本年增減變動				Closing balance	Balance of impairment provision at the end of the year 減值準備 年末餘額
				Investment under equity method 權益法下 確認的 投資收益	Cash dividends declared to be distributed 宣告發放 現金股利 或利潤	Impacts of downstream transactions 順流交易 的影響	Others		
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	94,645,207	-	-	1,861,090	-	(857,513)	-	95,648,784
Sichuan Lefei Optoelectric Technology Company Limited	四川樂飛光電科技有限公司	78,586,937	28,075,200	-	5,170,499	(1,444,074)	(1,923,195)	-	108,465,367
Shenzhen SDGI Optical Fibre Co., Ltd.	深圳特發信息光纖有限公司	166,070,930	-	-	(1,664,568)	-	(692,079)	-	163,714,283
Yangtze Optical Fibre and Cable (Shanghai) Co., Ltd	長飛光纖光纜(上海)有限公司	247,824,581	-	-	8,468,801	(3,065,800)	(113,455)	-	253,114,127
Wuhan Guangyuan Electronic Technology Co., Ltd.	武漢光源電子科技有限公司	227,369	-	-	-	-	-	(227,369)	-
Shin-Etsu YOFC (Hubei) Optical Preform Co., Ltd.	長飛信越(湖北)光棒有限公司	353,994,756	-	-	5,747,162	(3,675,000)	-	-	356,066,918
Wuhu Tus THZ Investment Management Centre (Limited Partnership)	蕪湖啟迪太赫茲投資管理中心(有限合夥)	24,989,715	-	-	-	-	-	-	24,989,715
THZ (Wuhu) Investment Fund (Limited Partnership)	太赫茲(蕪湖)投資基金(有限合夥)	21,276,453	-	-	-	-	-	-	21,276,453
Sub-total	小計	987,615,948	28,075,200	-	19,582,984	(8,184,874)	(3,586,242)	(227,369)	1,023,275,647

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. NOTES FOR MAIN ITEMS ON FINANCIAL STATEMENTS OF PARENT COMPANY (Cont'd)

十六、母公司財務報表主要項目註釋(續)

5. Long-term equity investment (Cont'd)

5、長期股權投資(續)

(3) Investment in associates and joint ventures: (Cont'd)

(3) 對聯營、合營企業投資：(續)

Invested companies	投資單位	Opening balance	Additional Investment	Changes during the year 本年增減變動				Closing balance	Balance of impairment provision at the end of the year 減值準備 年末餘額
				Investment under equity method 權益法下 確認的 投資收益	Cash dividends or profits declared to be distributed 宣告發放 現金股利 或利潤	Impacts of downstream transactions 順流交易 的影響	Others		
Associates	聯營企業								
Wuhan Yunjingfei Optical Fibre Materials Co., Ltd.	武漢雲晶飛光纖材料有限公司	11,784,752	-	-	294,661	-	-	12,079,413	
AVIC Baosheng Ocean Engineering Cable Company	中航寶勝海洋工程電纜有限公司	392,950,376	107,142,857	-	459,578	-	-	500,552,811	
Hunan DK Laser Company Limited	湖南大科激光有限公司	38,903,558	-	-	(1,654,775)	-	-	37,248,783	
Anhui YOFC Advanced Semiconductor Company Limited	安徽長飛先進半導體有限公司	-	-	1,295,679,322	(55,300,935)	-	-	1,240,378,387	
Sub-total	小計	443,638,686	107,142,857	1,295,679,322	(56,201,471)	-	-	1,790,259,394	
Total	合計	1,431,254,634	135,218,057	1,295,679,322	(36,618,487)	(8,184,874)	(3,586,242)	(227,369) 2,813,535,041	

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)

XVI. NOTES FOR MAIN ITEMS ON FINANCIAL STATEMENTS OF PARENT COMPANY (Cont'd)

十六、母公司財務報表主要項目註釋(續)

6. Operating revenue, operating cost

6、營業收入、營業成本

(1) Operating revenue, operating cost

(1) 營業收入、營業成本

Item	項目	2023 2023年		2022 2022年	
		Revenue 收入	Cost 成本	Revenue 收入	Cost 成本
Principal activities	主營業務	10,031,323,232	8,585,366,500	12,028,104,523	10,168,917,075
Other operating activities	其他業務	426,199,429	327,685,711	421,112,919	365,708,234
Total	合計	10,457,522,661	8,913,052,211	12,449,217,442	10,534,625,309
Including: Revenue generated from contract	其中：合同產生的收入	10,457,522,661	8,913,052,211	12,449,217,442	10,534,625,309

(2) The details of operating revenue:

(2) 營業收入明細

Classification of contract	合同分類	2023 2023年		2022 2022年	
		Revenue 收入	Cost 成本	Revenue 收入	Cost 成本
Principal activities	主營業務項目				
– Optical fibres and optical fibre preforms	– 光纖及光纖預製棒	4,402,371,500	3,298,954,992	5,366,125,662	3,215,159,820
– Optical fibre cables	– 光纜	4,647,279,123	4,372,070,325	5,172,078,212	4,341,744,410
– Other sales	– 其他	981,672,609	914,341,183	1,489,900,649	2,612,012,845
Sub-total	小計	10,031,323,232	8,585,366,500	12,028,104,523	10,168,917,075
Other operating activities	其他業務項目				
– Materials	– 材料	281,842,963	224,152,073	312,088,242	292,786,732
– Others	– 其他	144,356,466	103,533,638	109,024,677	72,921,502
Sub-total	小計	426,199,429	327,685,711	421,112,919	365,708,234
Total	合計	10,457,522,661	8,913,052,211	12,449,217,442	10,534,625,309

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. NOTES FOR MAIN ITEMS ON FINANCIAL STATEMENTS OF PARENT COMPANY (Cont'd)

十六、母公司財務報表主要項目註釋(續)

7. Investment income

7、投資收益

Items	項目	2023 2023年	2022 2022年
Income from long-term equity investments under cost method	成本法核算的長期股權投資收益	7,344,502	—
Income from long-term equity investments under equity method	權益法核算的長期股權投資收益	(74,833,492)	30,545,504
Investment income from disposal of long-term equity investments	處置長期股權投資產生的投資收益	51,729,422	—
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	1,640,400	3,970,587
Dividend income of other equity instrument investments	其他權益工具投資的股利收入	—	57,980
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	—	57,980
Total	合計	(14,119,168)	34,574,071

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. STATEMENT OF NON-RECURRING PROFIT OR LOSS IN 2023

十七、2023年非經常性損益明細表

Item	項目	Note 附註	Amount 金額
(1)	Losses from non-current assets disposals	(1) 非流動資產處置損益	48,948,497
(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)	168,401,098
(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、交易性金融負債取得的投資收益	405,718,214
(4)	Non-recurring profit from associates and joint ventures	(4) 來自聯營及合營公司的投資收益中的非經常損益部分	31,536,443
(5)	Share based payment expenses due to cancellation or modification of equity incentive plans recognised at one time	(5) 因取消、修改股權激勵計劃一次性確認的股份支付費用	(7,627,055)
(6)	Other non-operating income and expenses other than the above items	(6) 除上述各項之外的其他營業外收入和支出	14,022,914
	Sub-total	小計	661,000,111
(7)	Impact of income tax expenses	(7) 所得稅影響額	(34,178,667)
(8)	Impact on non-controlling interests (after tax)	(8) 少數股東權益影響額(稅後)	(59,356,451)
	Total	合計	567,464,993

Note: The above items (1)-(6) of the non-recurring profit or loss items are listed in the pre-tax amount.

註：上述(1)-(6)項各非經常性損益項目按稅前金額列示。

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)

XVIII. 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:

十八、淨資產收益率及每股收益

本集團按照證監會頒佈的《公開發行證券公司信息披露編報規則第9號——淨資產收益率和每股收益的計算及披露》(2010年修訂)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	12.07	1.71	1.71
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	6.79	0.96	0.96

I. Calculations for earnings per share

(1) Basic earnings per share

Calculations for basic earnings per share see Note V.54.

I、每股收益的計算過程

(1) 基本每股收益

基本每股收益的計算過程詳見附註五、54。

(2) Basic earnings per share exclusive of non-recurring profit

Basic earnings per share exclusive of non-recurring profit was calculated by dividing the consolidated profit (exclusive of nonrecurring profit) attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding:

(2) 扣除非經常性損益後的基本每股收益

扣除非經常性損益後的基本每股收益以扣除非經常性損益後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：

		2023 2023年	2022 2022年
Consolidated net 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	1,297,437,793	1,166,998,457
Non-recurring profit attributable to ordinary shareholders of the Company	歸屬於本公司普通股股東的非經常性損益	567,464,993	184,938,360
Consolidated net profit (exclusive of nonrecurring profit) attributable to ordinary shareholders of the Company	扣除非經常性損益後歸屬於本公司普通股股東的合併淨利潤	729,972,800	982,060,097
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	757,905,108	755,905,108
Basic earnings per share exclusive of non-recurring profit (per/share)	扣除非經常性損益後的基本每股收益(元/股)	0.96	1.30

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)

XVIII. RETURN ON EQUITY AND EARNINGS PER SHARE (Cont'd)

I. Calculations for earnings per share (Cont'd)

(3) Diluted earnings per share

Calculations for diluted earnings per share see Note V.54.

(4) Diluted earnings per share exclusive of non-recurring profit

Diluted earnings per share exclusive of non-recurring profit is calculated as dividing consolidated net profit exclusive of non-recurring profit attributable to ordinary shareholders of the Company (diluted) by the weighted average number of ordinary shares outstanding (diluted):

		2023 2023年	2022 2022年
Consolidated net profit for the year attributable to ordinary shareholders of the Company (diluted)	歸屬於本公司普通股股東的合併淨利潤(稀釋)	1,297,437,793	1,166,998,457
Non-recurring profit attributable to ordinary shareholders of the Company	歸屬於本公司普通股股東的非經常性損益	567,464,993	184,938,360
Consolidated net profit exclusive of non-recurring profit attributable to ordinary shareholders of the Company (diluted)	扣除非經常性損益後歸屬於本公司普通股股東的合併淨利潤(稀釋)	729,972,800	982,060,097
Weighted average number of ordinary shares outstanding of the Company (diluted)	本公司發行在外普通股的加權平均數(稀釋)	757,905,108	757,846,844
Diluted earnings exclusive of non-recurring profit per share (RMB/share)	扣除非經常性損益後的稀釋每股收益(元/股)	0.96	1.30

2. Calculation of weighted average return on equity

(1) Weighted average return on equity

Weighted average return on equity was calculated by dividing the consolidated net profit for the year attributable to ordinary shareholders of the Company by the weighted average consolidated net assets attributable to ordinary shareholders of the Company:

		2023 2023年	2022 2022年
Consolidated net 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	1,297,437,793	1,166,998,457
Weighted average consolidated net assets attributable to ordinary shareholders of the Company	歸屬於本公司普通股股東的合併淨資產的加權平均數	10,751,991,349	9,854,951,764
Weighted average return on equity	加權平均淨資產收益率	12.07%	11.84%

十八·淨資產收益率及每股收益(續)

1、每股收益的計算過程(續)

(3) 稀釋每股收益

稀釋每股收益的計算過程詳見附註五、54。

(4) 扣除非經常性損益後的稀釋每股收益

扣除非經常性損益後的稀釋每股收益以扣除非經常性損益後歸屬於本公司普通股股東的合併淨利潤(稀釋)除以本公司發行在外普通股的加權平均數(稀釋)計算：

2、加權平均淨資產收益率的計算過程

(1) 加權平均淨資產收益率

加權平均淨資產收益率以歸屬於本公司普通股股東的合併淨利潤除以歸屬於本公司普通股股東的合併淨資產的加權平均數計算：

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)

XVIII. RETURN ON EQUITY AND EARNINGS PER SHARE (Cont'd)

2. Calculation of weighted average return on equity (Cont'd)

(1) Weighted average return on equity (Cont'd)

Weighted average consolidated net assets attributable to ordinary shareholders of the Company is calculated as follows:

十八、淨資產收益率及每股收益(續)

2、加權平均淨資產收益率的計算過程(續)

(1) 加權平均淨資產收益率(續)

歸屬於本公司普通股股東的合併淨資產的加權平均數計算過程如下：

		2023 2023年	2022 2022年
Consolidated net assets attributable to ordinary shareholders of the Company at the beginning of the year	年初歸屬於本公司普通股股東的合併淨資產	10,144,245,884	9,781,997,943
Impacts of consolidated profit for the year attributable to ordinary shareholders of the Company	本年歸屬於本公司普通股股東的合併淨利潤的影響	648,718,897	583,499,229
Impacts of decrease in net assets attributable to ordinary shareholders of the Company caused by redeeming or cash dividends during the reporting year	報告期回購或現金分紅等減少的、歸屬於公司普通股股東的淨資產的影響	(262,614,120)	(106,485,668)
Increase or decrease in net assets attributable to ordinary shareholders of the Company caused by changes in other comprehensive income	因其他綜合收益變動引起的、歸屬於公司普通股股東的淨資產增減變動	27,236,126	15,377,465
Increase or decrease in net assets attributable to ordinary shareholders of the Company caused by purchasing non-controlling interests	為購買少數股東權益引起的、歸屬於公司普通股股東的淨資產增減變動	(82,766,415)	(6,261,302)
Increase or decrease in net assets attributable to ordinary shareholders of the Company caused by share-based payment	為股份支付引起的、歸屬於公司普通股股東的淨資產增減變動	15,229,908	13,490,724
Increase or decrease in net assets attributable to ordinary shareholders of the Company caused by capital increased by minority interests during the year	報告期內少數股東增資引起的、歸屬於公司歸屬於公司普通股股東的淨資產增減變動	1,197,098	(426,666,627)
Increase or decrease in net assets attributable to ordinary shareholders of the Company caused by YOFC Semiconductor not included in the consolidated scope	為因長飛半導體出表引起的、歸屬於公司普通股股東的淨資產增減變動	266,666,642	-
Increase or decrease in net assets attributable to ordinary shareholders of the Company caused by BDX purchase the equity of Everpro	為因博創購買長芯盛股份引起的、歸屬於公司普通股股東的淨資產增減變動	(5,922,671)	-
Consolidated net assets attributable to ordinary shareholders of the Company at the end of the year	年末歸屬於本公司普通股股東的合併淨資產的加權平均數	10,751,991,349	9,854,951,764

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)

XVIII. RETURN ON EQUITY AND EARNINGS PER SHARE (Cont'd)

2. Calculation of weighted average return on equity (Cont'd)

(2) Weighted average return on equity exclusive of non-recurring profit

Weighted average return on equity exclusive of non-recurring profit was calculated by dividing the consolidated net profit exclusive of non-recurring profit attributable to ordinary shareholders of the Company by the weighted average consolidated net assets attributable to ordinary shareholders of the Company:

十八、淨資產收益率及每股收益(續)

2、加權平均淨資產收益率的計算過程(續)

(2) 扣除非經常性損益後的加權平均淨資產收益率

扣除非經常性損益後的加權平均淨資產收益率以扣除非經常性損益後歸屬於本公司普通股股東的合併淨利潤除以歸屬於本公司普通股股東的合併淨資產的加權平均數計算：

		2023 2023年	2022 2022年
Consolidated net profit exclusive of non-recurring profit attributable to ordinary shareholders of the Company	扣除非經常性損益後歸屬於本公司普通股股東的合併淨利潤	729,972,800	982,060,097
Weighted average consolidated net assets attributable to ordinary shareholders of the Company	歸屬於本公司普通股股東的合併淨資產的加權平均數	10,751,991,349	9,854,951,764
Weighted average return on equity exclusive of non-recurring profit	扣除非經常性損益後的加權平均淨資產收益率	6.79%	9.97%

Corporate Information

公司資料

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. Lai Siu Kuen

SECRETARY OF THE BOARD

Mr. Zheng Xin

COMPANY SECRETARY

Ms. Lai Siu Kuen

AUDITORS

KPMG Huazhen LLP

Public Interest Entity Auditor recognized in accordance with the Financial Reporting Council Ordinance

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

5/F, Manulife Place
348 Kwun Tong Road
Kowloon
Hong Kong

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

黎少娟女士

董事會秘書

鄭昕先生

公司秘書

黎少娟女士

核數師

畢馬威華振會計師事務所(特殊普通合伙)
於《財務匯報局條例》下的認可公眾利益實體核數師

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
九龍
觀塘道348號
宏利廣場5樓

Corporate Information

公司資料

H SHARE REGISTRAR

Tricor Investor Services Limited
17/F, Far East Finance Centre
16 Harcourt Road
Hong Kong

PLACE OF LISTING

The Stock Exchange of Hong Kong Limited
The Shanghai Stock Exchange

STOCK CODE

Hong Kong Stock Exchange 06869
SSE 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

H股股份過戶登記處

卓佳證券登記有限公司
香港
夏慤道16號
遠東金融中心17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

香港聯交所06869
上交所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）
“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 C1 to the Hong Kong Listing Rules 香港上市規則附錄C1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
“China Huaxin Group” 「中國華信集團」	China Huaxin and its subsidiaries 中國華信及其附屬公司
“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 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

Definitions and Glossary of Technical Terms

釋義及技術詞彙

“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
“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」	fibres 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。就光纜而言，指光纜所含光纖的長度單位
“FTTH” 「光纖到戶」	fibres-to-the-home 光纖到戶
“FTTX” 「光纖接入」	fibres-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開發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、1列為本公司附屬公司之實體）

Definitions and Glossary of Technical Terms

釋義及技術詞彙

“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 C3 to the Hong Kong Listing Rules 香港上市規則附錄C3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
“Nokia Shanghai” 「上海諾基亞」	Nokia Shanghai Bell Co., Ltd 上海諾基亞貝爾股份有限公司
“Nokia Shanghai Group” 「上海諾基亞集團」	Nokia Shanghai and its subsidiaries 上海諾基亞及其附屬公司
“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

Definitions and Glossary of Technical Terms

釋義及技術詞彙

“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 the 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 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。





長飛光纖光纜股份有限公司

YANGTZE OPTICAL FIBRE AND CABLE JOINT STOCK LIMITED COMPANY

地址：中國武漢光谷大道9號，430073

ADD: 9 Optics Valley Avenue, Wuhan, China, 430073

網址 Web: www.yofc.com

  Yangtze Optical Fibre and Cable Joint Stock Limited Company