



中升集團控股有限公司

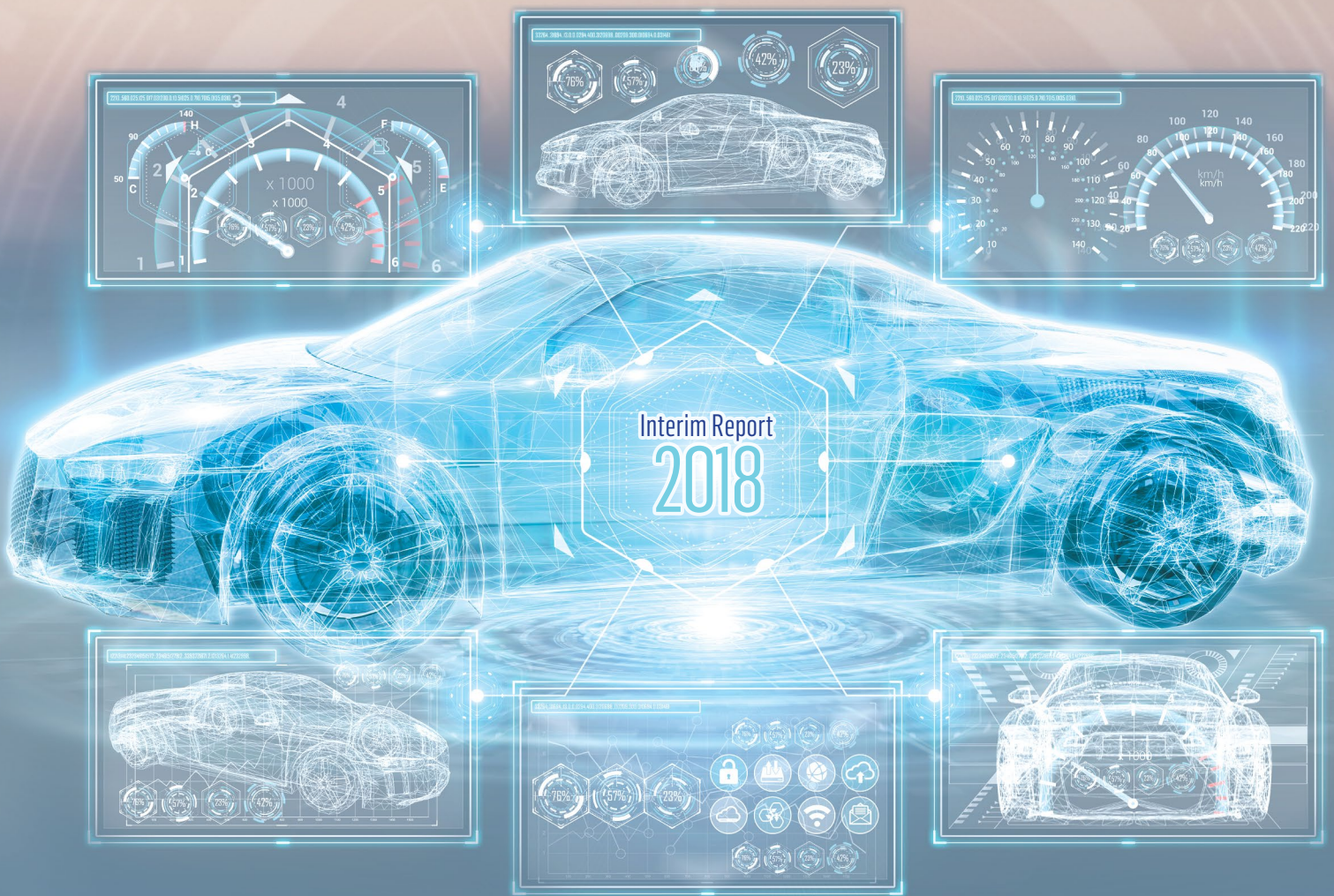
ZHONGSHENG GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 881

Zhongsheng Group 中升集團 • 終生夥伴

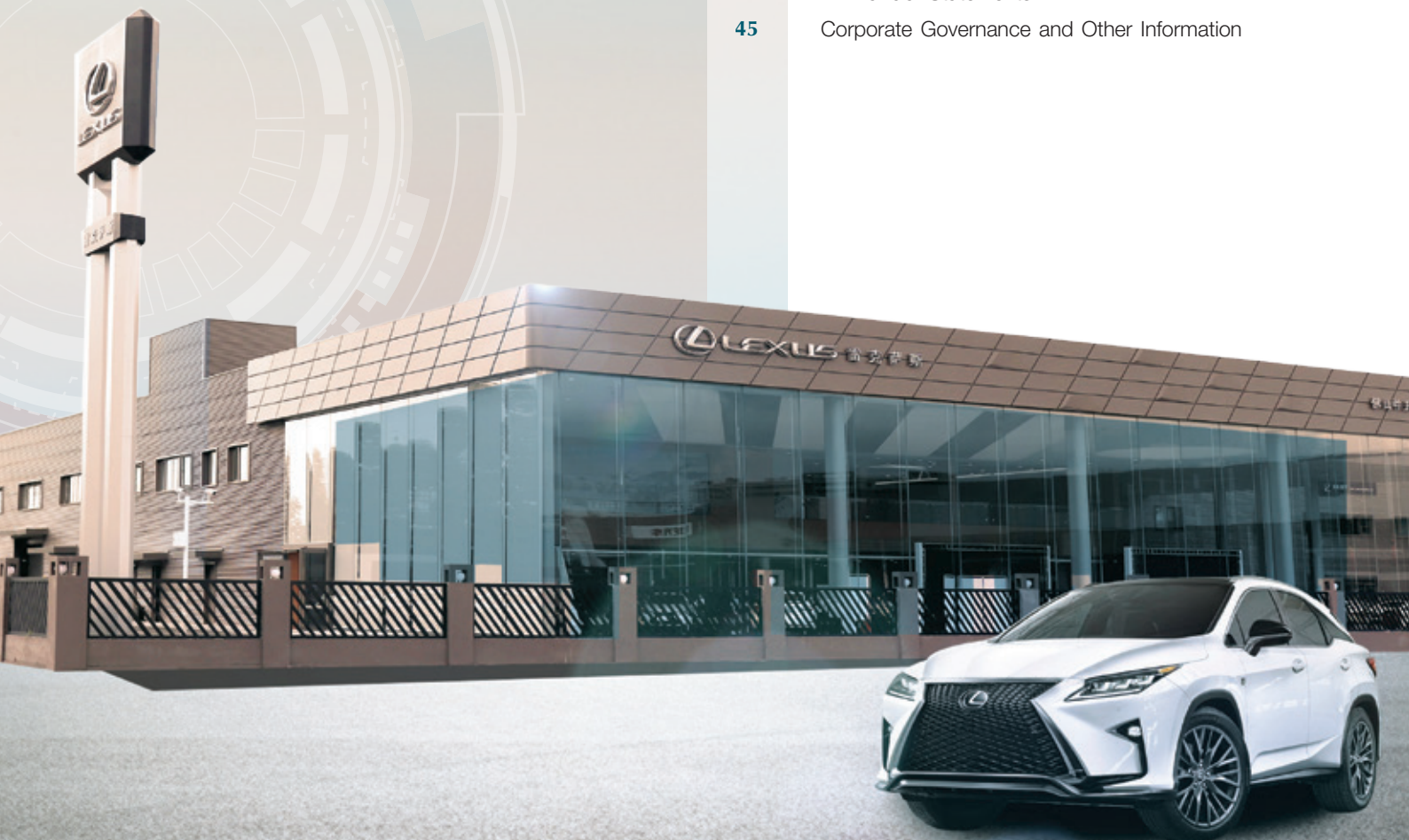
LIFETIME PARTNER



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# CORPORATE INFORMATION

## BOARD OF DIRECTORS

### EXECUTIVE DIRECTORS

Mr. Huang Yi (*Chairman*)  
Mr. Li Guoqiang (*President and CEO*)  
Mr. Du Qingshan  
Mr. Yu Guangming  
Mr. Si Wei  
Mr. Zhang Zhicheng

### NON-EXECUTIVE DIRECTORS

Mr. Pang Yiu Kai  
Mr. Cheah Kim Teck

### INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Shen Jinjun  
Mr. Lin Yong  
Mr. Ying Wei  
Mr. Chin Siu Wa Alfred (appointed on 10 August 2018)

## CORPORATE HEADQUARTERS

No. 20 Hequ Street  
Shahekou District  
Dalian  
PRC

## PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Rooms 1803-09  
18th Floor, Sun Hung Kai Centre  
30 Harbour Road  
Wanchai  
Hong Kong

## REGISTERED OFFICE

P.O. Box 10008  
Willow House  
Cricket Square  
Grand Cayman KY1-1001  
Cayman Islands

## PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Services (Cayman Islands) Limited  
P.O. Box 10008  
Willow House  
Cricket Square  
Grand Cayman KY1-1001  
Cayman Islands

## LEGAL ADVISERS AS TO HONG KONG LAW

White & Case  
9th Floor, Central Tower  
28 Queen's Road Central  
Central  
Hong Kong

## JOINT COMPANY SECRETARIES

Ms. Kam Mei Ha Wendy  
Ms. Mak Sze Man

## AUTHORIZED REPRESENTATIVES

Mr. Huang Yi  
Ms. Kam Mei Ha Wendy

## AUDIT COMMITTEE

Mr. Ying Wei (*Chairman*)  
Mr. Shen Jinjun  
Mr. Lin Yong

## REMUNERATION COMMITTEE

Mr. Lin Yong (*Chairman*)  
Mr. Li Guoqiang  
Mr. Shen Jinjun

## NOMINATION COMMITTEE

Mr. Shen Jinjun (*Chairman*)  
Mr. Huang Yi  
Mr. Lin Yong

## COMPLIANCE COMMITTEE

Mr. Du Qingshan (*Chairman*)  
Mr. Huang Yi  
Mr. Li Guoqiang

## RISK COMMITTEE

Mr. Yu Guangming (*Chairman*)  
Mr. Si Wei

## BRANCH SHARE REGISTRAR IN HONG KONG

Computershare Hong Kong Investor Services Limited  
Shops 1712-1716  
17th Floor, Hopewell Centre  
183 Queen's Road East  
Wanchai  
Hong Kong

## STOCK CODE

881

## AUDITORS

Ernst & Young  
Certified Public Accountants  
22nd Floor, CITIC Tower  
1 Tim Mei Avenue  
Central  
Hong Kong

# CHAIRMAN'S STATEMENT

Dear honourable shareholders,

On behalf of the board of directors (the “**Board**”) of Zhongsheng Group Holdings Limited (“**Zhongsheng Group**” or the “**Company**”), I am very pleased to present the interim report of the Company and its subsidiaries (the “**Group**”) for the six months ended 30 June 2018 (the “**Reporting Period**”).

In the first half of 2018, the PRC national economy stably moved ahead with outstanding achievements in its transformation and upgrading notwithstanding the complicated international economic situation. Along with the intensifying facilitation of supply-side structural reform, the coordination in economic development was enhanced. In terms of comparable pricing, China's GDP for the first half of 2018 reached RMB41,896.1 billion, representing a year-on-year increase of 6.8%, which remained at a medium-to-high-speed growth momentum. In the first half of the year, the added value of tertiary industry represented a year-on-year increase of 0.3%, accounted for 54.3% of the GDP and contributed 78.5% to economic growth.

**Huang Yi**  
Chairman



2018 is a critical year for bridging the implementation of the 13th Five-Year Plan. The economic development of the PRC entered into a new era with the China automobile industry, as a pillar of national economy, striding to a new stage of high quality development. According to the statistics issued by China Association of Automobile Manufacturers, the production volume and sales volume of automobiles in the first half of 2018 reached 14.0577 million units and 14.0665 million units, respectively, representing a growth of 4.15% and 5.57% as compared to that of the corresponding period of last year, whereas the production volume growth rate was down by 0.49 percentage points and there was an increase of 0.83 percentage points in sales volume growth rate. In particular, the production volume and sales volume of passenger vehicles amounted to 11.8537 million units and 11.7753 million units, respectively, representing an increase of 3.23% and 4.64% as compared to that of the corresponding period of last year. Improvements were seen in such growth rates as compared to that of the corresponding period of last year.

For the six months ended 30 June 2018, the Group recorded a revenue of RMB49,305.5 million, representing an increase of 28.7% as compared to RMB38,322.2 million for the corresponding period in 2017. In particular, revenue generated from new automobile sales business amounted to RMB42,727.8 million, representing an increase of 29.1% as compared to RMB33,098.2 million for the corresponding period in 2017. Revenue generated from after-sales services and accessories business increased to RMB6,577.7 million, representing a growth of 25.9% as compared to RMB5,224.0 million for the corresponding period in 2017. During the Reporting Period, profit attributable to owners of the parent of the Group was RMB1,838.0 million, representing an increase of 35.5% as compared to RMB1,356.2 million for the corresponding period in 2017; and basic and diluted earnings per share amounted to RMB0.811 and RMB0.791, respectively (the corresponding period in 2017: RMB0.631 and RMB0.612).

In the first half of 2018, the pace of China automobile dealer industry integration kept on accelerating, with market concentration further improved. This sector had gradually moved from a stage of rapid development to a stage of stable development. Under the new market environment, Zhongsheng Group followed the market trend actively, adjusted its development strategies in a timely manner and constantly optimised its brand portfolio and inventory management, and thereby achieved a steady improvement in every business segment. The Group also strengthened its own operation management and perfected its service quality to improve its core competitiveness comprehensively. As of 30 June 2018, the Group had 298 automobile dealerships, with its network covering 24 provincial regions and approximately 90 cities in China, of which 164 are luxury brand dealerships.

In the first half of 2018, the Group continued to gain wide recognition both domestically and abroad for its operation and development. In May, Zhongsheng Group once again topped the list in terms of comprehensive ability in the "2017 Top 100 Automobile Dealers in the Automobile Dealers Industry of China" issued by China Automobile Dealers Association, and ranked second in the total ranking with an annual revenue of RMB86.3 billion in 2017. In July this year, Zhongsheng Group was again selected as one of the Fortune China 500, an international authoritative ranking, and ranked 90th.

With the increasing number of automobile ownership in China, the industry potential continues to flourish. The automobile industry encountered both challenges and opportunities. On one hand, China automobile market gradually became more mature, and the integration of automobile dealer network intensified, whilst a faster pace was witnessed in product mix and innovation adjustment. Upon the downward adjustment of the tariff imposed on imported automobiles becoming effective, price advantage and consumer demand are expected to be generated and push forward the industry transformation and upgrading further. On the other hand, emerging technologies are driving the reform in automobile purchase and after-sales service experience. Automobile users are also becoming more and more knowledgeable, and hence the demand for service quality and assembly user-friendliness are gradually escalating.



Looking forward, we will continue to adhere to our corporate motto by taking “Zhongsheng Group — Lifetime Partner” as our mission. Internally, we will continue to optimize service quality, improve operation and management efficiency as well as individual performance and maintain continuous and steady development. Externally, we will actively seize the favourable policy and market opportunities, continue to solidify our competitive edge, vigorously expand our business scale, and enhance innovative capability to welcome to the ever-changing situations and challenges both domestically and abroad.

Our heartfelt thanks to the loyalty, dedication and contributions of our staff from all departments as well as the trust, support and encouragement from business partners and all shareholders, the Group still managed to achieve constant development and progress in the face of competition and challenges. On behalf of the Board, I would like to express our sincere gratitude to all of you for your valuable contributions to our development.

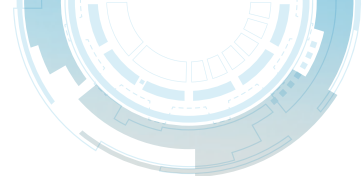


**Huang Yi**

*Chairman*

Hong Kong, 10 August 2018

# CEO'S STATEMENT



## MARKET REVIEW

In the first half of 2018, as China further deepened and enhanced its momentum in market reform, the supply-side structural reform moved forward intensively, facilitating the constant improvement of industrial structure. Against the backdrop of various challenges and uncertainties both domestically and abroad, the transformation and upgrading of the national economy still maintained a healthy momentum, with stable improvements in both quality and efficiency. The sound improvement in the income standard of Chinese nationals propelled tremendous consumption capacity and potential, and is one of the powerful sources for the stable development of the nation.

Without any doubt, the automobile industry was one of the segments having the most attention among the numerous consumption segments in the first half of the year. According to the statistics released by the China Automobile Dealers Association, the production volume and sales volume of passenger vehicles in China for the first half of 2018 were 11.8537 million units and 11.7753 million units, respectively, representing an increase of 3.23% and 4.64% as compared to that of the previous year, with a growth rate in sales volume of 1.8% higher than that of the corresponding period of last year. In terms of the production volume and sales volume by types of passenger vehicles, sales volume of sedans increased by 5.46% while sales volume of SUVs went up by 9.68% as compared to that of the corresponding period in 2017. Consumption upgrading will continue to support the growth in passenger vehicles sales volume in the future.

On 22 May 2018, the Tariff Policy Committee of the Chinese State Council announced that, with effect from 1 July 2018, the automobile import tariffs would be reduced to 3%-15% from the original rates. China took the initiative to lower automobile import tariffs in a bid to satisfy the needs of deepening the reform and opening up, increase imports, and push forward the high-quality development of automobile industry under more open conditions. Moreover, taking proactive moves to lower import tariffs on automobiles would satisfy the demand of consumption upgrading. People's consumption demand for automobiles has become more diversified, and we hope that the automobile product pricing will be lowered further with improved quality, thereby further strengthening the supply and demand in the automobile market. Through cutting down automobile import tariffs, China will further stimulate its domestic demand so as to bring more vitality and dynamics to its economic development.

**Li Guoqiang**  
*President and  
Chief Executive Officer*

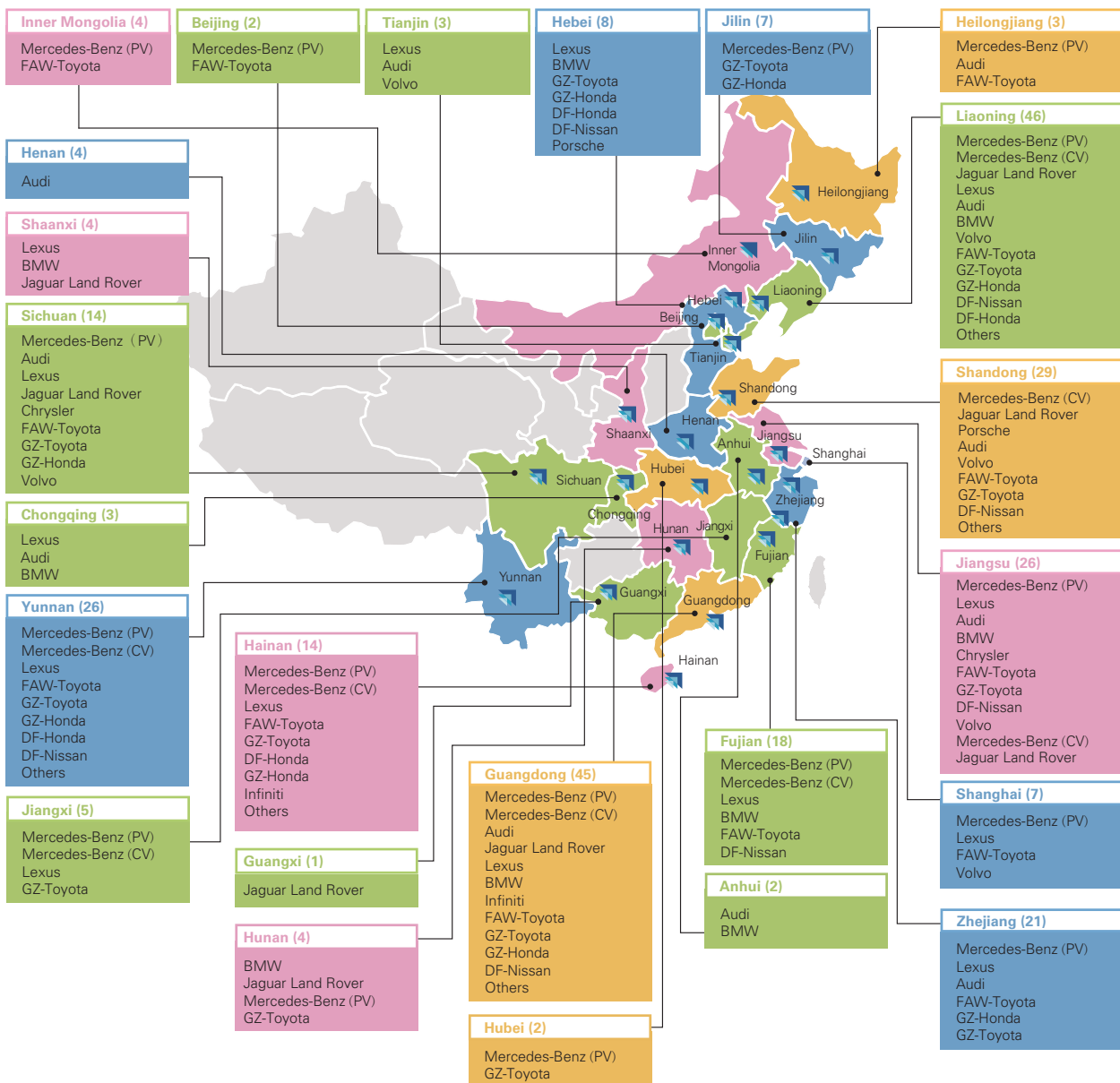


## BUSINESS REVIEW

### ACCELERATING INDUSTRY CONSUMPTION UPGRADING, AND CONTINUING TO EMPHASIZE ADVANTAGES IN THE BRAND PORTFOLIO OF THE GROUP

In the first half of 2018, sales volumes of Mercedes-Benz, Audi and Lexus reached approximately 348,000 units, 306,000 units and 68,700 units, respectively, in China, representing a year-on-year increase of 14%, 20.3% and 14%, respectively. From the above, we can conclude that with the continuous emergence of consumption upgrading, sales volumes of luxury brands were able to maintain a sound growth rate, which was way above industry average. Under the new market environment, our portfolio strategy of "Brand plus Region" will fully demonstrate its advantages; we will also continue to optimise brand portfolio to further improve our network layout.

As of 30 June 2018, the total number of dealerships of the Group increased to 298, including 164 luxury brand dealerships and 134 mid-to-high-end brand dealerships, covering 24 provinces, municipalities and regions, and nearly 90 cities across China. The coverage of Zhongsheng Group's dealerships as of 30 June 2018 was as follows:





|  | Luxury brands | Mid-to-high-end brands | Total |
|--|---------------|------------------------|-------|
| Northeastern and Northern China regions        | 26            | 44                     | 70    |
| Eastern and Central China regions              | 69            | 29                     | 98    |
| Southern China region                          | 44            | 33                     | 77    |
| Southwestern and Northwestern mainland regions | 25            | 28                     | 53    |
| Total  | 164           | 134                    | 298   |

In the first half of 2018, Zhongsheng Group achieved new automobiles sales volume of 182,268 units, representing a year-on-year increase of 23.8%, of which luxury brand sales volume increased by 39.2% year-on-year, mid-to-high-end brands sale volume increased by 12.0% year-on-year. Currently, the Group's brand portfolio covers luxury brands such as Mercedes-Benz, Lexus, Audi, BMW, Jaguar Land Rover, Porsche and Volvo, as well as mid-to-high-end brands such as Toyota, Nissan and Honda.

## CONTINUOUS GROWTH OF AFTER-SALES AND ACCESSORIES BUSINESS AND RAPID DEVELOPMENT OF VALUE-ADDED SERVICE

With the sustained growth of the overall level of car ownership in the China automobile market, the increased age of automobiles generally, as well as the mega trend of household consumption upgrading, these propelled the gradual explosive increase of the automotive after-sales service market. In the first half of the year, the after-sales and accessories business of Zhongsheng Group maintained its robust growth and facilitated the continuous improvement the Group's profitability. In the first half of 2018, the total revenue from after-sales and accessories business of the Group reached RMB6,577.7 million, representing a year-on-year increase of 25.9% and accounting for 13.3% of the total revenue.

In respect of business innovation, the Group continued to maintain its rapid growth in the value-added service sector including car insurance, car finance and second-hand automobiles. It achieved an income from value-added service of RMB1,000.5 million for the six months ended 30 June 2018, representing an increase of 35.6% over the same period in 2017. The layout effect of the value-added service sector was getting more apparent.



## FUTURE STRATEGIES AND OUTLOOK

Looking ahead, the entire automobile industry in China has tremendous development potential but both industry opportunities and challenges co-exist. With gradual implementation of various policies encouraging domestic demand as well as the sustained high growth momentum of the automotive after-sales service market, in the future, we will continue to actively seize favourable policies and market opportunities, continue to optimise product mix, improve operation efficiency to fortify our core competitive advantages and further enhance the economies of scale of the after-sales and accessories business and the value-added service business to maintain a stable business growth.



Our every success relies on the unremitting support of all its employees, partners, investors and shareholders. In the future, we will continue to unite as one and work tirelessly to meet the challenges and bring abundant returns to our employees and shareholders.

### **Li Guoqiang**

*President and Chief Executive Officer*  
Hong Kong, 10 August 2018

# MANAGEMENT DISCUSSION AND ANALYSIS

## FINANCIAL REVIEW REVENUE

Revenue for the six months ended 30 June 2018 was RMB49,305.5 million, representing an increase of RMB10,983.3 million or 28.7% as compared to the corresponding period in 2017. Revenue from new automobile sales amounted to RMB42,727.8 million, representing an increase of RMB9,629.6 million or 29.1% as compared to the corresponding period in 2017. Revenue from after-sales and accessories business amounted to RMB6,577.7 million, representing an increase of RMB1,353.7 million or 25.9% as compared to the corresponding period in 2017.

Our new automobile sales business accounted for a substantial portion of our revenue, representing 86.7% (corresponding period in 2017: 86.4%) of our revenue for the six months ended 30 June 2018. The remaining portion of our revenue during the period was generated by our after-sales and accessories business which accounted for 13.3% of our total revenue for the six months ended 30 June 2018 (corresponding period in 2017: 13.6%). Almost all of our revenue is derived from our business located in the PRC.

In terms of revenue from new automobile sales, Mercedes-Benz is our top selling brand, revenue from the sales of which representing approximately 31.6% of our total revenue from new automobile sales (corresponding period in 2017: 31.9%).



## **COST OF SALES AND SERVICES**

Cost of sales and services for the six months ended 30 June 2018 amounted to RMB44,544.7 million, representing an increase of RMB10,039.4 million or 29.1% as compared to the corresponding period in 2017. Costs attributable to our new automobile sales business amounted to RMB41,160.6 million for the six months ended 30 June 2018, representing an increase of RMB9,319.1 million or 29.3% as compared to the corresponding period in 2017. Costs attributable to our after-sales and accessories business amounted to RMB3,384.1 million for the six months ended 30 June 2018, representing an increase of RMB720.3 million or 27.0% as compared to the corresponding period in 2017.

## **GROSS PROFIT**

Our gross profit for the six months ended 30 June 2018 amounted to RMB4,760.8 million, representing an increase of RMB943.9 million or 24.7% as compared to the corresponding period in 2017. Gross profit from new automobile sales business amounted to RMB1,567.2 million, representing an increase of RMB310.5 million or 24.7% as compared to the corresponding period in 2017. Gross profit from after-sales and accessories business amounted to RMB3,193.6 million, representing an increase of RMB633.4 million or 24.7% as compared to the corresponding period in 2017. For the six months ended 30 June 2018, gross profit from our after-sales and accessories business accounted for 67.1% of the total gross profit (corresponding period in 2017: 67.1%).

Our gross profit margin for the six months ended 30 June 2018 was 9.7% (corresponding period in 2017: 10.0%).

## **OTHER INCOME AND GAINS, NET**

The other income and gains, net, for the six months ended 30 June 2018 amounted to RMB1,112.0 million, representing an increase of RMB344.6 million or 44.9% as compared to the corresponding period in 2017. The other income and gains mainly consisted of service income from automobile insurance and automobile financing services, gains from second-hand automobile trading business, rental income and interest income, etc.

## **PROFIT FROM OPERATIONS**

Our profit from operations for the six months ended 30 June 2018 amounted to RMB3,205.3 million, representing an increase of RMB671.5 million or 26.5% as compared to the corresponding period in 2017. Our operating profit margin for the six months ended 30 June 2018 was 6.5% (corresponding period in 2017: 6.6%).

## **PROFIT FOR THE PERIOD**

Our profit for the six months ended 30 June 2018 amounted to RMB1,867.3 million, representing an increase of RMB420.6 million or 29.1% as compared to the corresponding period in 2017. Our profit margin for the six months ended 30 June 2018 was 3.8% (corresponding period in 2017: 3.8%).

## **PROFIT ATTRIBUTABLE TO OWNERS OF THE PARENT**

Our profit attributable to owners of the parent for the six months ended 30 June 2018 amounted to RMB1,838.0 million, representing an increase of RMB481.8 million or 35.5% as compared to the corresponding period in 2017.

## **LIQUIDITY AND FINANCIAL RESOURCES**

### **CASH FLOW**

We primarily use cash to pay for new automobiles, spare parts and automobile accessories, to repay our indebtedness, to fund our working capital and normal operating expenses and to establish new dealerships and acquire additional dealerships. We finance our liquidity requirements mainly through a combination of cash flows generated from our operating activities and bank loans and other borrowings.

We believe that our future liquidity demand will continue to be satisfied by using a combination of bank loans and other borrowings, cash flow generated from our operating activities and other funds raised from the capital markets from time to time in the future.

### CASH FLOW GENERATED FROM OPERATING ACTIVITIES

For the six months ended 30 June 2018, our net cash generated from operating activities was RMB223.8 million. We generated RMB3,767.9 million net cash from operating profit before working capital movement and tax payment.

### CASH FLOW USED IN INVESTING ACTIVITIES

For the six months ended 30 June 2018, our net cash used in investing activities was RMB2,580.1 million.

### CASH FLOW GENERATED FROM FINANCING ACTIVITIES

For the six months ended 30 June 2018, our net cash generated from financing activities was RMB3,516.5 million.

### NET CURRENT ASSETS

As at 30 June 2018, we had net current assets of RMB658.2 million, representing an increase of RMB3,350.1 million from our net current liabilities as at 31 December 2017.

### CAPITAL EXPENDITURES AND INVESTMENT

Our capital expenditures comprised of expenditures on property, plant and equipment, land use rights and business acquisition. For the six months ended 30 June 2018, our total capital expenditures were RMB1,655.0 million. Save as disclosed above, the Group did not make any significant investments during the six months ended 30 June 2018.

### INVENTORY ANALYSIS

Our inventories primarily consisted of new automobiles, spare parts and automobile accessories. Generally, each of our dealerships individually manages the quotas and orders for new automobiles, after-sales and accessories products. We also coordinate and aggregate orders for automobile accessories and other automobile-related products across our dealership network. We manage our quotas and inventory levels through our information technology systems, including our Enterprise Resource Planning (ERP) system.

Our inventories increased from RMB7,509.8 million as at 31 December 2017 to RMB9,147.9 million as at 30 June 2018, primarily due to the stock preparation for the coming sales peak season in the second half of this year as well as the business scale expansion with more stores under operation.

The following table sets forth our average inventory turnover days for the period indicated:

|                                 | <b>For the six months<br/>ended 30 June<br/>2018</b> | 2017 |
|---------------------------------|--|------|
| Average inventory turnover days | <b>30.8</b>  | 34.0 |

Our average inventory turnover days kept stable during the first half of 2018 with a slight decrease as compared to the same period in 2017, which was due to further optimisation of our inventory monitoring system as well as the good control of supply and demand based on the market situation.

### ORDER BOOK AND PROSPECT FOR NEW BUSINESS

Due to its business nature, the Group does not maintain an order book as at 30 June 2018. As at the date of this report, the Group does not have any planned new services to be introduced to the market.

### **BANK LOANS AND OTHER BORROWINGS**

As at 30 June 2018, our bank loans and other borrowings amounted to RMB22,560.5 million, and our convertible bonds liability portion amounted to RMB3,744.5 million. The increase in our bank loans and other borrowings and convertible bonds liability during the period was primarily due to the funding for further expansion in the business scale which enabling the Company to develop sustainably in the long-term perspective. The annual interest rates of the bank loans ranged from 4% to 7%.

### **INTEREST RATE RISK AND FOREIGN EXCHANGE RATE RISK**

The Group currently has not used any derivatives to hedge interest rate risk. The operations of the Group are mainly carried out in the PRC with most transactions settled in RMB. Certain cash and bank deposits of the Group are denominated in RMB. The Group has not used any long-term contracts, currency borrowings or other means to hedge its foreign currency exposure.

### **EMPLOYEE AND REMUNERATION POLICY**

As at 30 June 2018, the Group had 27,586 employees. The Group strives to offer a good working environment, a diversified range of training programs as well as an attractive remuneration package to its employees. The Group endeavours to motivate its staff with performance-based remuneration. On top of basic salary, the Group will reward staff who had outstanding performances with cash bonuses, share options, honorary awards or a combination of all the above to further align the interests of the employees and the Company, to attract talented individuals, and to create long-term incentives for its staff.

### **PLEDGE OF THE GROUP'S ASSETS**

The Group pledged its group assets as securities for bank and other loan and banking facilities which were used to finance daily business operation. As at 30 June 2018, the pledged group assets amounted to approximately RMB7.5 billion (31 December 2017: RMB7.2 billion).

### **MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES**

Save as disclosed herein, during the six months ended 30 June 2018, the Group did not have any material acquisitions nor disposals of subsidiaries and associates and joint ventures.

### **FUTURE PLANS AND EXPECTED FUNDING**

Going forward, the Company will continue to expand its business in the luxury and mid-to-high end passenger vehicle market by capitalizing on the opportunities arising from the market and exploring developing potential. We aim to expand our distribution network through new store establishment and appropriate mergers and acquisitions in the future. We plan to fund our future capital expenditure through cash flows generated from our operating activities and various resources including but not limited to internal funds and borrowings from financial institution. We currently have sufficient credit facilities granted by banks for our planned activities.

### **GEARING RATIO**

As at 30 June 2018, the gearing ratio of our Group was 57.9%, which was calculated from net debt divided by the sum of net debt and total equity.

# CONSOLIDATED INTERIM STATEMENT OF PROFIT OR LOSS

For the six months ended 30 June 2018

|   |       | <b>Unaudited</b>   |  |
|---|-------|--|--|
|   | Notes | <b>For the six<br/>months ended<br/>30 June 2018<br/>RMB'000</b> | For the six<br>months ended<br>30 June 2017<br>RMB'000 |
| <b>REVENUE</b>  | 4(a)  | <b>49,305,471</b>  | 38,322,193   |
| Cost of sales and services provided   | 5(b)  | <b>(44,544,662)</b>  | (34,505,332)   |
| <b>Gross profit</b>   |       | <b>4,760,809</b>   | 3,816,861  |
| Other income and gains, net   | 4(b)  | <b>1,112,000</b>   | 767,440  |
| Selling and distribution costs  |       | <b>(1,966,417)</b>   | (1,500,386)  |
| Administrative expenses   |       | <b>(701,069)</b>   | (550,120)  |
| <b>Profit from operations</b>   |       | <b>3,205,323</b>   | 2,533,795  |
| Finance costs   | 6     | <b>(593,186)</b>   | (527,147)  |
| Share of profits of joint ventures  |       | <b>3,045</b>   | 2,430  |
| <b>Profit before tax</b>  | 5     | <b>2,615,182</b>   | 2,009,078  |
| Income tax expense  | 7     | <b>(747,879)</b>   | (562,396)  |
| <b>Profit for the period</b>  |       | <b>1,867,303</b>   | 1,446,682  |
| <b>Attributable to:</b>   |       |  |  |
| Owners of the parent  |       | <b>1,837,958</b>   | 1,356,151  |
| Non-controlling interests   |       | <b>29,345</b>  | 90,531   |
|   |       | <b>1,867,303</b>   | 1,446,682  |
| <b>Earnings per share attributable to ordinary equity holders<br/>of the parent</b> |       |  |  |
| Basic   |       |  |  |
| — For profit for the period (RMB)   | 9     | <b>0.811</b>   | 0.631  |
| Diluted   |       |  |  |
| — For profit for the period (RMB)   | 9     | <b>0.791</b>   | 0.612  |

The notes on pages 21 to 44 form an integral part of these condensed consolidated interim financial statements.

# CONSOLIDATED INTERIM STATEMENT OF COMPREHENSIVE INCOME

For the six months ended 30 June 2018

|   | <b>Unaudited</b>   |  |
|---|--|--|
|   | <b>For the six<br/>months ended<br/>30 June 2018<br/>RMB'000</b> | For the six<br>months ended<br>30 June 2017<br>RMB'000 |
| <b>Profit for the period</b>  | <b>1,867,303</b>   | 1,446,682  |
| <b>Other comprehensive (loss)/gain</b>  |  |  |
| <i>Other comprehensive (loss)/gain to be reclassified to profit or loss<br/>in subsequent periods:</i>    |  |  |
| Exchange differences on translation of foreign operations   | <b>(82,466)</b>  | 141,739  |
| <b>Net other comprehensive (loss)/gain to be reclassified to profit<br/>or loss in subsequent periods</b> | <b>(82,466)</b>  | 141,739  |
| <b>Other comprehensive (loss)/gain for the period, net of tax</b>   | <b>(82,466)</b>  | 141,739  |
| <b>Total comprehensive income for the period</b>  | <b>1,784,837</b>   | 1,588,421  |
| <b>Attributable to:</b>   |  |  |
| Owners of the parent  | <b>1,755,492</b>   | 1,497,890  |
| Non-controlling interests   | <b>29,345</b>  | 90,531   |
|   | <b>1,784,837</b>   | 1,588,421  |

The notes on pages 21 to 44 form an integral part of these condensed consolidated interim financial statements.



# CONSOLIDATED INTERIM STATEMENT OF FINANCIAL POSITION

30 June 2018

|   | Notes     | Unaudited<br>30 June<br>2018<br>RMB'000 | Audited<br>31 December<br>2017<br>RMB'000 |
|---|-----------|---|---|
| <b>NON-CURRENT ASSETS</b>                             |           |   |   |
| Property, plant and equipment                         |           | 10,515,203                              | 10,055,748                                |
| Land use rights                                       |           | 2,689,075                               | 2,495,923                                 |
| Prepayments   |           | 1,648,378                               | 984,591                                   |
| Intangible assets                                     |           | 5,963,868                               | 5,737,441                                 |
| Goodwill  |           | 4,329,087                               | 3,940,056                                 |
| Investments in joint ventures                         |           | 45,659                                  | 42,614                                    |
| Deferred tax assets                                   |           | 263,628                                 | 278,923                                   |
| Total non-current assets                              |           | 25,454,898                              | 23,535,296                                |
| <b>CURRENT ASSETS</b>                                 |           |   |   |
| Inventories   | 10        | 9,147,896                               | 7,509,806                                 |
| Trade receivables                                     | 11        | 1,115,073                               | 1,082,746                                 |
| Prepayments, deposits and other receivables           |           | 9,705,222                               | 8,644,378                                 |
| Amounts due from related parties                      | 20(b)(i)  | 1,748                                   | 555                                       |
| Financial assets at fair value through profit or loss |           | 30,510                                  | —   |
| Available-for-sale investments                        |           | —                                       | 19,100                                    |
| Pledged bank deposits                                 |           | 2,029,095                               | 1,405,646                                 |
| Cash in transit                                       |           | 633,339                                 | 356,063                                   |
| Cash and cash equivalents                             |           | 6,194,984                               | 5,027,202                                 |
| Total current assets                                  |           | 28,857,867                              | 24,045,496                                |
| <b>CURRENT LIABILITIES</b>                            |           |   |   |
| Bank loans and other borrowings                       | 12        | 19,538,893                              | 16,828,479                                |
| Trade and bills payables                              | 13        | 3,813,242                               | 3,470,593                                 |
| Convertible bonds, current portion                    | 14        | —                                       | 1,883,958                                 |
| Other payables and accruals                           |           | 2,645,334                               | 2,935,400                                 |
| Other liabilities                                     |           | 245,000                                 | 245,000                                   |
| Amounts due to related parties                        | 20(b)(ii) | 739                                     | 577                                       |
| Income tax payable                                    |           | 1,266,496                               | 1,373,395                                 |
| Dividends payable                                     |           | 689,932                                 | 9   |
| Total current liabilities                             |           | 28,199,636                              | 26,737,411                                |
| Net current assets/(liabilities)                      |           | 658,231                                 | (2,691,915)                               |
| Total assets less current liabilities                 |           | 26,113,129                              | 20,843,381                                |

The notes on pages 21 to 44 form an integral part of these condensed consolidated interim financial statements.

|  | Notes | Unaudited<br>30 June<br>2018<br>RMB'000 | Audited<br>31 December<br>2017<br>RMB'000 |
|--|-------|---|---|
| <b>NON-CURRENT LIABILITIES</b>                     |       |   |   |
| Bank loans and other borrowings                    | 12    | 3,021,617                               | 2,494,628                                 |
| Deferred tax liabilities                           |       | 1,776,642                               | 1,679,590                                 |
| Convertible Bonds                                  | 14    | 3,744,537                               | —   |
| Total non-current liabilities                      |       | 8,542,796                               | 4,174,218                                 |
| Net assets   |       | 17,570,333                              | 16,669,163                                |
| <b>EQUITY</b>                                      |       |   |   |
| <b>Equity attributable to owners of the parent</b> |       |   |   |
| Share capital                                      | 15    | 197                                     | 197                                       |
| Reserves   |       | 16,859,226                              | 15,912,794                                |
|  |       | 16,859,423                              | 15,912,991                                |
| <b>Non-controlling interests</b>                   |       | 710,910                                 | 756,172                                   |
| <b>Total equity</b>                                |       | 17,570,333                              | 16,669,163                                |

The notes on pages 21 to 44 form an integral part of these condensed consolidated interim financial statements.

# CONSOLIDATED INTERIM STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 June 2018

|  | Unaudited<br>Attributable to owners of the parent |                          |                                 |  |                                       |                              |                           |                          |   |                             |                  |                                      |                         |
|--|---|--------------------------|---------------------------------|--|---------------------------------------|------------------------------|---------------------------|--------------------------|---|-----------------------------|------------------|--------------------------------------|-------------------------|
|  | Share capital<br>RMB'000                          | Share premium<br>RMB'000 | Share option reserve<br>RMB'000 | Equity component of convertible bonds<br>RMB'000 | Discretionary reserve fund<br>RMB'000 | Statutory reserve<br>RMB'000 | Merger reserve<br>RMB'000 | Other reserve<br>RMB'000 | Exchange fluctuation reserve<br>RMB'000 | Retained profits<br>RMB'000 | Total<br>RMB'000 | Non-controlling interests<br>RMB'000 | Total equity<br>RMB'000 |
| <b>At 1 January 2017</b>   | 186   | 6,187,462                | —                               | 203,729  | 37,110                                | 854,738                      | (1,386,176)               | (670,052)                | (501,581)                               | 7,492,912                   | 12,218,328       | 880,631                              | 13,098,959              |
| Profit for the period  | —   | —                        | —                               | —  | —                                     | —                            | —                         | —                        | —                                       | 1,356,151                   | 1,356,151        | 90,531                               | 1,446,682               |
| Other comprehensive income for the period:   |   |                          |                                 |  |                                       |                              |                           |                          |   |                             |                  |                                      |                         |
| Exchange differences on translation of foreign operations                                  | —   | —                        | —                               | —  | —                                     | —                            | —                         | —                        | 141,739                                 | —                           | 141,739          | —                                    | 141,739                 |
| <b>Total comprehensive income for the period</b>   | —   | —                        | —                               | —  | —                                     | —                            | —                         | —                        | 141,739                                 | 1,356,151                   | 1,497,890        | 90,531                               | 1,588,421               |
| Issue of shares  | 11  | 1,175,867                | —                               | —  | —                                     | —                            | —                         | —                        | —                                       | —                           | 1,175,878        | —                                    | 1,175,878               |
| Dividends paid to non-controlling shareholders   | —   | —                        | —                               | —  | —                                     | —                            | —                         | —                        | —                                       | —                           | —                | (44,209)                             | (44,209)                |
| Final 2016 dividend declared   | —   | (561,204)                | —                               | —  | —                                     | —                            | —                         | —                        | —                                       | —                           | (561,204)        | —                                    | (561,204)               |
| Transfer of equity component of convertible bonds upon the redemption of convertible bonds | —   | —                        | —                               | (203,729)  | —                                     | —                            | —                         | 203,729                  | —                                       | —                           | —                | —                                    | —                       |
| <b>At 30 June 2017</b>   | 197   | 6,802,125                | —                               | —  | 37,110                                | 854,738                      | (1,386,176)               | (466,323)                | (359,842)                               | 8,849,063                   | 14,330,892       | 926,953                              | 15,257,845              |
| <b>At 1 January 2018</b>   | 197   | 6,802,125                | —                               | 56,779   | 37,110                                | 1,370,926                    | (1,386,176)               | (1,103,447)              | (191,660)                               | 10,327,137                  | 15,912,991       | 756,172                              | 16,669,163              |
| Profit for the period  | —   | —                        | —                               | —  | —                                     | —                            | —                         | —                        | —                                       | 1,837,958                   | 1,837,958        | 29,345                               | 1,867,303               |
| Other comprehensive loss for the period:   |   |                          |                                 |  |                                       |                              |                           |                          |   |                             |                  |                                      |                         |
| Exchange differences on translation of foreign operations                                  | —   | —                        | —                               | —  | —                                     | —                            | —                         | —                        | (82,466)                                | —                           | (82,466)         | —                                    | (82,466)                |
| <b>Total comprehensive income for the period</b>   | —   | —                        | —                               | —  | —                                     | —                            | —                         | —                        | (82,466)                                | 1,837,958                   | 1,755,492        | 29,345                               | 1,784,837               |
| Acquisition of non-controlling interests   | —   | —                        | —                               | —  | —                                     | —                            | —                         | (7,549)                  | —                                       | —                           | (7,549)          | (7,451)                              | (15,000)                |
| Capital contribution from a non-controlling shareholder of a subsidiary                    | —   | —                        | —                               | —  | —                                     | —                            | —                         | —                        | —                                       | —                           | —                | 6,000                                | 6,000                   |
| Dividends paid to non-controlling shareholders   | —   | —                        | —                               | —  | —                                     | —                            | —                         | —                        | —                                       | —                           | —                | (73,156)                             | (73,156)                |
| Conversion of convertible bonds  | —   | 77,898                   | —                               | (2,271)  | —                                     | —                            | —                         | —                        | —                                       | —                           | 75,627           | —                                    | 75,627                  |
| Transfer of equity component of convertible bonds upon the redemption of convertible bonds | —   | —                        | —                               | (54,508)   | —                                     | —                            | —                         | (351,996)                | —                                       | —                           | (406,504)        | —                                    | (406,504)               |
| Issue of convertible bonds   | —   | —                        | —                               | 186,874  | —                                     | —                            | —                         | —                        | —                                       | —                           | 186,874          | —                                    | 186,874                 |
| Equity-settled share-based transactions  | —   | —                        | 9,699                           | —  | —                                     | —                            | —                         | —                        | —                                       | —                           | 9,699            | —                                    | 9,699                   |
| Final 2017 dividend declared   | —   | (667,207)                | —                               | —  | —                                     | —                            | —                         | —                        | —                                       | —                           | (667,207)        | —                                    | (667,207)               |
| <b>At 30 June 2018</b>   | 197   | 6,212,816                | 9,699                           | 186,874  | 37,110                                | 1,370,926                    | (1,386,176)               | (1,462,992)              | (274,126)                               | 12,165,095                  | 16,859,423       | 710,910                              | 17,570,333              |

The notes on pages 21 to 44 form an integral part of these condensed consolidated interim financial statements.

# CONSOLIDATED INTERIM STATEMENT OF CASH FLOWS

For the six months ended 30 June 2018

|  |       | <b>Unaudited</b>   |  |
|--|-------|--|--|
|  | Notes | <b>For the six<br/>months ended<br/>30 June 2018<br/>RMB'000</b> | For the six<br>months ended<br>30 June 2017<br>RMB'000 |
| <b>Operating activities</b>  |       |  |  |
| Profit before tax  |       | 2,615,182  | 2,009,078  |
| Adjustments for:   |       |  |  |
| – Share of profits of joint ventures                                       |       | (3,045)  | (2,430)  |
| – Depreciation and impairment of property, plant and equipment             | 5(c)  | 399,980  | 334,691  |
| – Amortisation of land use rights  | 5(c)  | 32,815   | 24,519   |
| – Amortisation of intangible assets  | 5(c)  | 122,312  | 84,944   |
| – Expenses on redemption of convertible bonds                              | 5(c)  | 6,206  | –  |
| – Reversal of inventory provision  | 5(c)  | (606)  | (2,505)  |
| – Interest income  | 4(b)  | (10,991)   | (7,752)  |
| – Net loss on disposal of items of property, plant and equipment           | 4(b)  | 3,191  | 56,760   |
| – Equity settled share option expense                                      | 5(a)  | 9,699  | –  |
| – Finance costs  | 6     | 593,186  | 527,147  |
| – Net loss on disposal of subsidiaries                                     | 4(b)  | –  | 6,302  |
|  |       | <b>3,767,929</b>   | 3,030,754  |
| (Increase)/decrease in cash in transit                                     |       | (273,211)  | 93,562   |
| Decrease in trade receivables  |       | 107  | 312,560  |
| (Increase)/decrease in prepayments, deposits and other receivables         |       | (811,111)  | 135,022  |
| Increase in inventories  |       | (1,372,748)  | (1,501,652)  |
| Decrease in trade and bills payables                                       |       | (68,915)   | (87,371)   |
| Decrease in other payables and accruals                                    |       | (154,070)  | (424,374)  |
| (Increase)/decrease in amounts due from related parties –<br>trade related |       | (1,193)  | 483  |
| Increase/(decrease) in amounts due to related parties –<br>trade related   |       | 162  | (192)  |
| <b>Cash generated from operations</b>                                      |       | <b>1,086,950</b>   | 1,558,792  |
| Tax paid   |       | (863,194)  | (488,732)  |
| <b>Net cash generated from operating activities</b>                        |       | <b>223,756</b>   | 1,070,060  |

The notes on pages 21 to 44 form an integral part of these condensed consolidated interim financial statements.

CONSOLIDATED INTERIM STATEMENT OF CASH FLOWS (continued)

For the six months ended 30 June 2018

|   | <b>Unaudited</b>                             |                                       |
|---|--|---------------------------------------|
|   | <b>For the six months ended 30 June 2018</b> | For the six months ended 30 June 2017 |
|   | <b>RMB'000</b>                               | RMB'000                               |
| <b>Investing activities</b>   |  |                                       |
| Purchase of items of property, plant and equipment  | (1,037,281)                                  | (835,699)                             |
| Proceeds from disposal of items of property, plant and equipment  | 225,483                                      | 250,988                               |
| Purchase of land use rights   | (195,646)                                    | (48,587)                              |
| Purchase of intangible assets   | (5,178)                                      | (179)                                 |
| (Purchase)/Redemption of financial assets at fair value through profit or loss, net (2017: available-for-sale financial assets) | (11,410)                                     | 9,250                                 |
| Prepayments for the potential acquisitions of equity interests from third parties   | (914,500)                                    | (314,230)                             |
| Acquisitions of subsidiaries  | (497,205)                                    | (242,448)                             |
| Increase in prepayments, deposits and other receivables   | (233,585)                                    | (27,475)                              |
| Dividends received from a joint venture   | —  | 10,000                                |
| Disposal of subsidiaries  | 78,200                                       | 2,549                                 |
| Interest received   | 10,991                                       | 8,344                                 |
| <b>Net cash used in investing activities</b>  | <b>(2,580,131)</b>                           | <b>(1,187,487)</b>                    |
| <b>Financing activities</b>   |  |                                       |
| Proceeds from issue of new shares   | —  | 1,175,878                             |
| Proceeds from issue of convertible bonds  | 3,778,812                                    | —                                     |
| Proceeds from bank loans and other borrowings   | 35,159,489                                   | 26,851,398                            |
| Repayments of bank loans and other borrowings   | (31,994,261)                                 | (23,595,695)                          |
| (Increase)/decrease in pledged bank deposits  | (564,891)                                    | 138,859                               |
| Decrease in notes payables  | —  | (867,499)                             |
| Capital contribution from a non-controlling shareholder of a subsidiary   | 6,000  | —                                     |
| Acquisition of non-controlling interests  | (5,000)                                      | —                                     |
| Redemption of convertible bonds   | (2,203,966)                                  | (2,735,297)                           |
| Interest paid for bank loan and other borrowings  | (586,526)                                    | (513,060)                             |
| Interest paid for convertible bonds   | —  | (38,978)                              |
| Capital element of finance lease rental payments  | 36   | (1,546)                               |
| Dividends paid to the non-controlling shareholders  | (73,156)                                     | (44,209)                              |
| <b>Net cash generated from financing activities</b>   | <b>3,516,537</b>                             | <b>369,851</b>                        |
| <b>Net increase in cash and cash equivalents</b>  | <b>1,160,162</b>                             | <b>252,424</b>                        |
| Cash and cash equivalents at beginning of each period   | 5,027,202                                    | 4,157,264                             |
| Effect of foreign exchange rate changes, net  | 7,620  | (17,312)                              |
| <b>Cash and cash equivalents at end of each period</b>  | <b>6,194,984</b>                             | <b>4,392,376</b>                      |

The notes on pages 21 to 44 form an integral part of these condensed consolidated interim financial statements.

# NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

30 June 2018

## 1. GENERAL INFORMATION

Zhongsheng Group Holdings Limited (the “**Company**”) and its subsidiaries (together, the “**Group**”) are principally engaged in the sale and service of motor vehicles in Mainland China.

The Company was incorporated on 23 June 2008 as an exempted company in the Cayman Islands with limited liability under the Companies Law of the Cayman Islands. The registered office of the Company is P.O. Box 10008, Willow House, Cricket Square, Grand Cayman KY1-1001, Cayman Islands. The Company has established a principal place of business which is located at Rooms 1803-09, 18th Floor, Sun Hung Kai Centre, 30 Harbour Road, Wan Chai, Hong Kong.

The Company has its primary listing on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”).

In the opinion of the directors of the Company (the “**Directors**”), the ultimate Controlling Shareholders of the Company are Mr. Huang Yi and Mr. Li Guoqiang.

The condensed consolidated interim financial statements were presented in Renminbi (“**RMB**”) and all values are rounded to the nearest thousand except when otherwise indicated. These condensed consolidated interim financial statements were approved for issue on 10 August 2018. These condensed consolidated interim financial statements have not been audited.

## 2. BASIS OF PREPARATION AND ACCOUNTING POLICIES

### 2.1 BASIS OF PREPARATION

The condensed consolidated interim financial statements for the six months ended 30 June 2018 have been prepared in accordance with Hong Kong Accounting Standard (“**HKAS**”) 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”). The condensed consolidated interim financial statements do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the annual financial statements for the year ended 31 December 2017, which have been prepared in accordance with Hong Kong Financial Reporting Standards (“**HKFRSs**”).

### 2.2 SIGNIFICANT ACCOUNTING POLICIES

The accounting policies adopted in the preparation of the condensed consolidated interim financial statements are consistent with those followed in the preparation of the Group’s annual consolidated financial statements for the year ended 31 December 2017, except for the adoption of the new and revised standards and interpretation effective as of 1 January 2018, noted below.

## 2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (continued)

### 2.2 SIGNIFICANT ACCOUNTING POLICIES (continued)

The following new standard and amendment to standards are mandatory for the first time for the financial year beginning 1 January 2018:

|  |  |
|--|--|
| Amendments to HKFRS 2                  | <i>Classification and Measurement of Share-based Payment Transactions</i>      |
| Amendments to HKFRS 4                  | <i>Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts</i> |
| HKFRS 9                                | <i>Financial Instruments</i>   |
| HKFRS 15                               | <i>Revenue from Contracts with Customers</i>                                   |
| Amendments to HKFRS 15                 | <i>Clarifications to HKFRS 15 Revenue from Contracts with Customers</i>        |
| Amendments to HKAS 40                  | <i>Transfers of Investment Property</i>  |
| HK(IFRIC)-Int 22                       | <i>Foreign Currency Transactions and Advance Consideration</i>                 |
| Annual Improvements<br>2014–2016 Cycle | <i>Amendments to HKFRS 1 and HKAS 28</i>                                       |

The adoption of these new and revised HKFRSs has had no significant financial effect on these financial statements.

### 2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

|                                       |  |
|---------------------------------------|--|
| Amendments to HKFRS 9                 | <i>Prepayment Features with Negative Compensation<sup>1</sup></i>  |
| Amendments to HKFRS 10<br>and HKAS 28 | <i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture<sup>3</sup></i> |
| HKFRS 16 <sup>0</sup>                 | <i>Leases<sup>1</sup></i>  |
| HKFRS 17                              | <i>Insurance Contracts<sup>2</sup></i>   |
| Amendments to HKAS 28                 | <i>Long-term Interests in Associates and Joint Ventures<sup>1</sup></i>                                  |
| HK(IFRIC)-Int 23                      | <i>Uncertainty over Income Tax Treatments<sup>1</sup></i>  |

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2019

<sup>2</sup> Effective for annual periods beginning on or after 1 January 2021

<sup>3</sup> No mandatory effective date yet determined but available for adoption

## 2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (continued)

### 2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (continued)

- (i) HKFRS 16 was issued in May 2016. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to recognise assets and liabilities for most leases. The standard includes two recognition exemptions for lessees — leases of low-value assets and short-term leases. At the commencement date of a lease, a lessee will recognise a liability to make lease payments (i.e., the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e., the right-of-use asset). The right-of-use asset is subsequently measured at cost less accumulated depreciation and any impairment losses unless the right-of-use asset meets the definition of investment property in HKAS 40, or relates to a class of property, plant and equipment to which the revaluation model is applied. The lease liability is subsequently increased to reflect the interest on the lease liability and reduced for the lease payments. Lessor accounting under HKFRS 16 is substantially unchanged from the accounting under HKAS 17.

The Group expects to adopt HKFRS 16 from 1 January 2019. The Group is currently assessing the impact of HKFRS 16 upon adoption and is considering whether it will choose to take advantage of the practical expedients available and which transition approach and reliefs will be adopted. As disclosed in note 19(b) to the financial statements, at 30 June 2018, the Group had future minimum lease payments under non-cancellable operating leases in aggregate of approximately RMB3,005,855,000. Upon adoption of HKFRS 16, certain amounts included therein may need to be recognised as new right-of-use assets and lease liabilities. Further analysis, however, will be needed to determine the amount of new rights of use assets and lease liabilities to be recognised, including, but not limited to, any amounts relating to leases of low-value assets and short term leases, other practical expedients and reliefs chosen, and new leases entered into before the date of adoption.

## 3. OPERATING SEGMENT INFORMATION

The Group is engaged in the principal business of sale and service of motor vehicles. For management purposes, the Group operates in one business unit based on its products, and has one reportable segment which is the sale of motor vehicles and the provision of related services.

No operating segments have been aggregated to form the above reportable operating segment.

### INFORMATION ABOUT GEOGRAPHICAL AREA

Since over 90% of the Group's revenue and operating profit were generated from the sale and service of motor vehicles in Mainland China and over 90% of the Group's non-current assets were located in Mainland China, no geographical segment information is presented in accordance with HKFRS 8 *Operating Segments*.

### INFORMATION ABOUT MAJOR CUSTOMERS

Since none of the Group's sales to a single customer amounted to 10% or more of the Group's revenue during the six months ended 30 June 2018, no major customers segment information is presented in accordance with HKFRS 8 *Operating Segments*.



#### 4. REVENUE, OTHER INCOME AND GAINS, NET

##### (a) REVENUE

|   | Unaudited  |  |
|---|--|--|
|   | For the six<br>months ended<br>30 June 2018<br>RMB'000 | For the six<br>months ended<br>30 June 2017<br>RMB'000 |
| Revenue from the sale of motor vehicles | 42,727,791   | 33,098,191   |
| Others                                  | 6,577,680  | 5,224,002  |
|   | <b>49,305,471</b>                                      | 38,322,193   |

##### (b) OTHER INCOME AND GAINS, NET

|  | Unaudited  |  |
|--|--|--|
|  | For the six<br>months ended<br>30 June 2018<br>RMB'000 | For the six<br>months ended<br>30 June 2017<br>RMB'000 |
| Commission income  | 1,000,521  | 737,780  |
| Rental income  | 14,955   | 12,951   |
| Government grants  | 5,146  | 2,358  |
| Interest income  | 10,991   | 7,752  |
| Net loss on disposal of items of property, plant and equipment | (3,191)  | (56,760)   |
| Net loss on disposal of subsidiaries                           | —  | (6,302)  |
| Others   | 83,578   | 69,661   |
|  | <b>1,112,000</b>                                       | 767,440  |

## 5. PROFIT BEFORE TAX

The Group's profit before tax is arrived at after charging/(crediting):

|   | <b>Unaudited</b>    |                   |
|---|---------------------|-------------------|
|   | <b>For the six</b>  | For the six       |
|   | <b>months ended</b> | months ended      |
|   | <b>30 June 2018</b> | 30 June 2017      |
|   | <b>RMB'000</b>      | <b>RMB'000</b>    |
| <b>(a) Employee benefit expense (including directors' remuneration)</b> |                     |                   |
| Wages and salaries  | 1,534,070           | 1,287,214         |
| Pension scheme contributions  | 196,522             | 146,312           |
| Other welfare   | 146,404             | 79,809            |
| Equity-settled share option expense                                     | 9,699               | —                 |
|   | <b>1,886,695</b>    | <b>1,513,335</b>  |
| <b>(b) Cost of sales and services</b>                                   |                     |                   |
| Cost of sales of motor vehicles   | 41,160,619          | 31,841,485        |
| Others  | 3,384,043           | 2,663,847         |
|   | <b>44,544,662</b>   | <b>34,505,332</b> |
| <b>(c) Other items</b>  |                     |                   |
| Depreciation and impairment of property, plant and equipment            | 399,980             | 334,691           |
| Amortisation of land use rights   | 32,815              | 24,519            |
| Amortisation of intangible assets                                       | 122,312             | 84,944            |
| Business promotion and advertisement expenses                           | 260,875             | 245,545           |
| Office expenses   | 120,891             | 99,599            |
| Lease expenses  | 174,287             | 137,667           |
| Logistics expenses  | 49,822              | 53,058            |
| Reversal of inventory provision   | (606)               | (2,505)           |
| Net loss on disposal of items of property, plant and equipment          | 3,191               | 56,760            |
| Expenses on redemption of convertible bonds                             | 6,206               | —                 |
| Net loss on disposal of subsidiaries                                    | —                   | 6,302             |

## 6. FINANCE COSTS

|                                       | <b>Unaudited</b>   |  |
|---------------------------------------|--|--|
|                                       | <b>For the six<br/>months ended<br/>30 June 2018<br/>RMB'000</b> | <b>For the six<br/>months ended<br/>30 June 2017<br/>RMB'000</b> |
| Interest expense on bank borrowings   | 534,170  | 458,258  |
| Interest expense on convertible bonds | 55,169   | 50,744   |
| Interest expense on other borrowings  | 46,830   | 61,321   |
| Interest expense on finance leases    | 256  | 423  |
| Less: Interest capitalised            | (43,239)   | (43,599)   |
|                                       | <b>593,186</b>   | <b>527,147</b>   |

## 7. INCOME TAX EXPENSE

|   | <b>Unaudited</b>   |  |
|---|--|--|
|   | <b>For the six<br/>months ended<br/>30 June 2018<br/>RMB'000</b> | <b>For the six<br/>months ended<br/>30 June 2017<br/>RMB'000</b> |
| Current Mainland China corporate income tax | 733,161  | 555,569  |
| Deferred tax                                | 14,718   | 6,827  |
|   | <b>747,879</b>   | <b>562,396</b>   |

## 8. DIVIDENDS

The Directors of the Company proposed not to declare any interim dividend for the six months ended 30 June 2018.

## 9. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

The calculation of basic earnings per share amount is based on the profit for the period attributable to ordinary equity holders of the parent, and the weighted average number of ordinary share of 2,267,470,019 (six months ended 30 June 2017: 2,149,171,206) in issue during the period.

The calculation of diluted earnings per share amount is based on the profit for the period attributable to ordinary equity holders of the parent, adjusted to reflect the interest on the convertible bonds. The weighted average number of ordinary shares used in the calculation is the weighted average number of ordinary shares in issue during the period, as used in the basic earnings per share calculation, and the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed exercise or conversion of all dilutive potential ordinary shares into ordinary shares.

## 9. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT (continued)

The calculations of basic and diluted earnings per share are based on:

|  | <b>Unaudited</b><br><b>For the six</b><br><b>months ended</b><br><b>30 June 2018</b><br><b>RMB'000</b> | For the six<br>months ended<br>30 June 2017<br>RMB'000 |
|--|--|--|
| <b>Earnings</b>  |  |  |
| Profit attributable to equity holders of the parent used in the basic earnings per share calculation                   | <b>1,837,958</b>   | 1,356,151  |
| Interest on convertible bonds  | <b>55,169</b>  | 50,744   |
| Profit attributable to equity holders of the parent before interest on convertible bonds                               | <b>1,893,127</b>   | 1,406,895  |
| <b>Shares</b>  |  |  |
| Weighted average number of ordinary shares in issue during the period used in the basic earnings per share calculation | <b>2,267,470,019</b>   | 2,149,171,206  |
| Effect of dilution — weighted average number of ordinary shares:   |  |  |
| Convertible bonds  | <b>124,966,622</b>   | 150,253,422  |
| Share option   | <b>—</b>   | —  |
| Weighted average number of ordinary shares used in diluted earnings per share calculation                              | <b>2,392,436,641</b>   | 2,299,424,628  |
| <b>Earnings per share (RMB)</b>  |  |  |
| Basic  | <b>0.811</b>   | 0.631  |
| Diluted  | <b>0.791</b>   | 0.612  |

## 10. INVENTORIES

|                                 | <b>Unaudited<br/>30 June<br/>2018<br/>RMB'000</b> | Audited<br>31 December<br>2017<br>RMB'000 |
|---------------------------------|---|---|
| Motor vehicles                  | <b>8,512,740</b>                                  | 6,846,563                                 |
| Spare parts and others          | <b>639,681</b>                                    | 668,374                                   |
|                                 | <b>9,152,421</b>                                  | 7,514,937                                 |
| Less: provision for inventories | <b>4,525</b>                                      | 5,131                                     |
|                                 | <b>9,147,896</b>                                  | 7,509,806                                 |

## 11. TRADE RECEIVABLES

|                   | <b>Unaudited<br/>30 June<br/>2018<br/>RMB'000</b> | Audited<br>31 December<br>2017<br>RMB'000 |
|-------------------|---|---|
| Trade receivables | <b>1,115,073</b>                                  | 1,082,746                                 |

The Group seeks to maintain strict control over its outstanding receivables and has a credit control department to minimize credit risk. Overdue balances are reviewed regularly by senior management. In view of the aforementioned and the fact that the Group's trade receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. Trade receivables are non-interest-bearing.

An aged analysis of the trade receivables as at each end of reporting period (based on the invoice date) is as follows:

|   | <b>Unaudited<br/>30 June<br/>2018<br/>RMB'000</b> | Audited<br>31 December<br>2017<br>RMB'000 |
|---|---|---|
| Within 3 months                         | <b>1,076,080</b>                                  | 1,051,824                                 |
| More than 3 months but less than 1 year | <b>23,933</b>                                     | 15,553                                    |
| Over 1 year                             | <b>15,060</b>                                     | 15,369                                    |
|   | <b>1,115,073</b>                                  | 1,082,746                                 |

## 12. BANK LOANS AND OTHER BORROWINGS

|   | <b>Unaudited<br/>30 June<br/>2018<br/>RMB'000</b> | Audited<br>31 December<br>2017<br>RMB'000 |
|---|---|---|
| Bank loans and overdrafts repayable:            |   |   |
| – within one year or on demand                  | <b>15,346,096</b>                                 | 13,137,095                                |
| – in the second year                            | <b>1,184,861</b>                                  | 559,330                                   |
| – in the third to fifth years                   | <b>755,957</b>                                    | 1,078,925                                 |
|   | <b>17,286,914</b>                                 | 14,775,350                                |
| Other borrowings repayable                      |   |   |
| – within one year                               | <b>3,274,831</b>                                  | 2,659,338                                 |
| Syndicated term loan                            |   |   |
| – within one year                               | <b>913,624</b>                                    | 1,028,570                                 |
| – in the second year                            | <b>240,000</b>                                    | 90,000                                    |
| – in the third year                             | <b>840,000</b>                                    | 765,000                                   |
|   | <b>1,993,624</b>                                  | 1,883,570                                 |
| Finance lease payables                          |   |   |
| – within one year                               | <b>4,342</b>                                      | 3,476                                     |
| – in the second year                            | <b>799</b>  | 1,373                                     |
|   | <b>5,141</b>                                      | 4,849                                     |
| Total bank loans and other borrowings           | <b>22,560,510</b>                                 | 19,323,107                                |
| Less: portion classified as current liabilities | <b>19,538,893</b>                                 | 16,828,479                                |
| Long-term portion                               | <b>3,021,617</b>                                  | 2,494,628                                 |

### 13. TRADE AND BILLS PAYABLES

|                          | <b>Unaudited<br/>30 June<br/>2018<br/>RMB'000</b> | Audited<br>31 December<br>2017<br>RMB'000 |
|--------------------------|---|---|
| Trade payables           | <b>1,053,841</b>                                  | 1,205,263                                 |
| Bills payable            | <b>2,759,401</b>                                  | 2,265,330                                 |
| Trade and bills payables | <b>3,813,242</b>                                  | 3,470,593                                 |

The trade and bills payables are non-interest-bearing.

An aged analysis of the trade and bills payables as at the end of reporting period, based on the invoice date, is as follows:

|                 | <b>Unaudited<br/>30 June<br/>2018<br/>RMB'000</b> | Audited<br>31 December<br>2017<br>RMB'000 |
|-----------------|---|---|
| Within 3 months | <b>3,591,533</b>                                  | 3,176,626                                 |
| 3 to 6 months   | <b>179,980</b>                                    | 282,975                                   |
| 6 to 12 months  | <b>33,548</b>                                     | 4,386                                     |
| Over 12 months  | <b>8,181</b>                                      | 6,606                                     |
|                 | <b>3,813,242</b>                                  | 3,470,593                                 |

## 14. CONVERTIBLE BONDS

- (i) On 30 October 2017, the Company issued zero coupon convertible bonds due 2018 with a nominal value of HK\$2,350,000,000 (the “**2018 convertible bonds**”). The bonds are convertible at the option of the bondholders into ordinary shares at any time on or after 10 December 2017 until and including 15 October 2018 at a conversion price of HK\$20.2860 per share. Any convertible bonds not converted will be redeemed on 25 October 2018 at 100% of their principal amount. During the six months ended 30 June 2018, the Company has redeemed principle amounts of HK\$2,256,000,000 of the bonds. The remaining bonds with principle amounts of HK\$94,000,000 are converted by the bondholders into 4,633,735 shares of the Company of HK\$0.0001 each at a conversion price of HK\$20.286 per ordinary share during the period.

The fair value of the liability component was estimated at the issuance date using an equivalent market interest rate for a similar bond without a conversion option. The residual amount is assigned as the equity component and is included in shareholders' equity.

The convertible bonds issued during the periods have been split into the liability and equity components as follows:

|  | Unaudited<br>30 June<br>2018<br>RMB'000 | Audited<br>31 December<br>2017<br>RMB'000 |
|--|---|---|
| Nominal value of 2018 convertible bonds                          | 2,002,177                               | 2,002,177                                 |
| Equity component   | (58,003)                                | (58,003)                                  |
| Direct transaction costs attributable to the liability component | (41,031)                                | (41,031)                                  |
| Liability component at the issuance date                         | 1,903,143                               | 1,903,143                                 |
| Interest expense   | 55,608                                  | 17,321                                    |
| Redemption of 2018 convertible bonds                             | (1,793,787)                             | —   |
| Converted to shares of the Company                               | (75,627)                                | —   |
| Exchange realignment   | (89,337)                                | (36,506)                                  |
| Liability component at the end of the period/year                | —                                       | 1,883,958                                 |
| Less: Portion classified as current liabilities                  | —                                       | 1,883,958                                 |
| Long-term portion  | —                                       | —   |



**14. CONVERTIBLE BONDS (continued)**

- (ii) On 23 May 2018, the Company issued zero coupon convertible bonds due 2023 with a nominal value of HK\$4,700,000,000 (the “**New convertible bonds**”). There was no movement in the number of these convertible bonds during the period. The bonds are convertible at the option of the bondholders into ordinary shares at any time on or after 3 July 2018 until and including 12 May 2023 at a conversion price of HK\$30.0132 per share. Any convertible bonds not converted will be redeemed on 23 May 2023 at 114.63% of their principal amount. There was no conversion of the New convertible bonds during the period.

The fair value of the liability component was estimated at the issuance date using an equivalent market interest rate for a similar bond without a conversion option. The residual amount is assigned as the equity component and is included in shareholders' equity.

The convertible bonds issued during the period have been split into the liability and equity components as follows:

|  | Unaudited<br>30 June<br>2018<br>RMB'000 | Audited<br>31 December<br>2017<br>RMB'000 |
|--|---|---|
| Nominal value of New convertible bonds                           | 3,818,374                               | —   |
| Equity component   | (188,831)                               | —   |
| Direct transaction costs attributable to the liability component | (37,605)                                | —   |
| Liability component at the issuance date                         | 3,591,938                               | —   |
| Interest expense   | 16,882                                  | —   |
| Exchange realignment   | 135,717                                 | —   |
| Liability component at the end of the period/year                | 3,744,537                               | —   |
| Less: portion classified as current liabilities                  | —                                       | —   |
| Long-term portion  | 3,744,537                               | —   |

## 15. SHARE CAPITAL

|  | Unaudited<br>30 June<br>2018 | Audited<br>31 December<br>2017 |
|--|------------------------------|--------------------------------|
| Authorised:<br>1,000,000,000,000 shares of HK\$0.0001 each (HK\$'000)                    | 100,000                      | 100,000                        |
| Issued and fully paid:<br>2,271,697,955 (2017: 2,267,064,220) ordinary shares (HK\$'000) | 227                          | 227                            |
| Equivalent to RMB'000  | 197                          | 197                            |

During the six months ended 30 June 2018, certain bondholders of the 2018 convertible bonds have converted their bonds with principle amount of HK\$94,000,000 into 4,633,735 ordinary shares of the Company.

## 16. SHARE OPTION SCHEME

The Company operates a share option scheme (the “Scheme”) for the purposes of providing incentives and rewards to eligible participants who contribute to the success of the Group’s operations. Eligible participants of the Scheme include the employee, management member or director of the Company, or any of the Company’s subsidiaries and third party service providers. The Scheme was conditionally approved by a resolution of the shareholders on 9 February 2010 and adopted by a resolution of the Board on the same day. Unless otherwise terminated, the Scheme will remain in force for 10 years from the date on which it becomes unconditional.

The maximum number of shares in respect of which options may be granted under the Scheme shall not in aggregate exceed 10% of the share in issue as at the date of approval of the Scheme. No option may be granted to any one person such that the total number of shares issued and to be issued upon the exercise of options granted and to be granted to that person in any twelve months period up to the date of the latest grant exceeds 1% of the Company’s issued share capital from time to time, unless the approval of the Company’s shareholders is obtained.

## 16. SHARE OPTION SCHEME (continued)

Share options granted to a connected person are subject to approval in advance by the independent non-executive directors. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their respective associates, if the shares issued and to be issued upon exercise of all options granted and proposed to be granted to him is in excess of 0.1% of the shares of the Company then in issue or with an aggregate value (based on the closing price of the Company's shares at the date of grant) in excess of HK\$5 million, within the twelve month period up to and including the proposed date of such grant, are subject to shareholders' approval in advance in a general meeting.

The last day for accepting an option and the Company to receive the nominal consideration of HK\$1 for the option shall be determined by the Board and shall be set out on the offer letter for granting such option. The period during which a granted option may be exercised in accordance with the terms of the Scheme shall be the period of time to be notified by the Board to each grantee, which the Board may in its absolute discretion determine, save that such period shall not be more than ten years commencing on the offer date.

The amount payable for each share to be subscribed for under an option upon exercise shall be determined by the Board and notified to a proposed beneficiary at the time of offer of the option and shall be not less than the higher of: (a) the closing price of the shares as stated in the Hong Kong Stock Exchange's daily quotation sheet on the date of grant, which must be a business day; (b) the average closing price of the shares as stated in the Hong Kong Stock Exchange's daily quotation sheet for the five business days immediately preceding the date of grant; and (c) the nominal value of the shares.

The share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

The following share options were outstanding under the Scheme during the period:

|                           | 30 June 2018   |                              | Unaudited<br>30 June 2017                            |                              |
|---------------------------|--|------------------------------|--|------------------------------|
|                           | Weighted average<br>exercise price<br>HK\$ per share | Number of<br>options<br>'000 | Weighted average<br>exercise price<br>HK\$ per share | Number of<br>options<br>'000 |
| At 1 January              | —  | —                            | —  | —                            |
| Granted during the period | 22.6   | 11,000                       | —  | —                            |
| At 30 June                | 22.6   | 11,000                       | —  | —                            |

**16. SHARE OPTION SCHEME (continued)**

The exercise prices and exercise periods of the share options outstanding as at the end of the reporting period are as follows:

| Number of options<br>'000 | 30 June 2018<br>Exercise price<br>HK\$ per share | Exercise period   |
|---------------------------|--|---|
| 11,000                    | 22.6   | 26 April 2019 to<br>25 April 2028<br>(both dates inclusive) |

The fair value of the share options granted during the six months ended 30 June 2018 was HK\$66,036,000 (HK\$6.00 each) (for the six months ended 30 June 2017: Nil). For the six months ended 30 June 2018, the Group has recognised HK\$11,760,000 of equity-settled share option expense in the statement of profit or loss (for the six months ended 30 June 2017: Nil).

The fair value of these share options granted determined using the Binominal Option Pricing Model. The significant inputs into the model were the exercise price of HK\$22.60 at the grant date, volatility of 23.02%, dividend yield of 1.65% and an annual risk-free interest rate of 2.22%.

The validity period of the options is 10 years. The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome. The expected dividend yield is based on historical dividend payment record of the Company.

No other feature of the options granted was incorporated into the measurement of fair value.

At the end of the reporting period, the Company had 11,000,000 share options outstanding under the Scheme. The exercise in full of the outstanding share options would, under the present capital structure of the Company result in the issue of 11,000,000 additional ordinary shares of the Company and additional share capital of HK\$1,100 (before issue expenses).

The Group engaged an independent appraiser to assist with the fair value measurement of the share options granted during the six months ended 30 June 2018. However, the valuation was not finalized and therefore, the equity-settled share option expense recognized in the Group's interim financial statements for the six months ended 30 June 2018 was on a provisional basis.

When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in the share option reserve will be transferred to retained profits.

**17. BUSINESS COMBINATION – ACQUISITION OF SUBSIDIARIES**

- (a) As part of the Group's plan to expand its motor vehicle sales and service business in Jiangsu and Zhejiang provinces, the Group acquired 100% of the equity interests of the following companies, which are engaged in the motor vehicle sales and service business in Mainland China, from certain third parties on 1 January 2018 at a total consideration of RMB262,450,000. The purchase consideration for the acquisition was in the form of cash, with RMB262,450,000 paid by the end of June 2018.

| <b>Company Name</b>   | <b>Acquired equity<br/>interest<br/>%</b> |
|---|---|
| 蘇州凌通雷克薩斯汽車銷售服務有限公司<br>(Suzhou Lingtong Lexus Automobile Sales & Service Co., Ltd.)  | 100%                                      |
| 溫州凌通雷克薩斯汽車銷售服務有限公司<br>(Wenzhou Lingtong Lexus Automobile Sales & Service Co., Ltd.) | 100%                                      |
| 溫州萊曼汽車快修有限公司<br>(Wenzhou Laiman Automobile Service Co., Ltd.)                       | 100%                                      |

## 17. BUSINESS COMBINATION – ACQUISITION OF SUBSIDIARIES (continued)

(a) (continued)

The acquisition had the following effect on the Group's assets and liabilities on the acquisition date:

|  | <b>Recognised fair<br/>values on<br/>acquisition date<br/>RMB'000</b> |
|--|---|
| Property, plant and equipment*   | 33,193  |
| Land use rights*   | 39,440  |
| Intangible assets*   | 118,077   |
| Inventories  | 32,734  |
| Trade receivables  | 3,240   |
| Prepayments, deposits and other receivables  | 27,159  |
| Pledged bank deposits  | 1,014   |
| Cash in transit  | 1,499   |
| Cash and cash equivalents  | 12,195  |
| Trade and bills payables   | (5,501)   |
| Other payables and accruals  | (30,575)  |
| Bank loans and other borrowings  | (26,677)  |
| Income tax payable   | (5,499)   |
| Deferred tax liabilities*  | (36,106)  |
| <b>Total identifiable net assets</b>   | <b>164,193</b>  |
| <b>Goodwill on acquisition*</b>  | <b>98,257</b>   |
| <b>Total purchase consideration</b>  | <b>262,450</b>  |
| An analysis of the cash flows in respect of the acquisition of these subsidiaries is as follows: |   |
| Cash consideration paid  | (262,450)   |
| Cash acquired  | 12,195  |
| <b>Net cash outflow</b>  | <b>(250,255)</b>  |

Since the acquisition, the acquired business contributed RMB357,387,000 to the Group's revenue and RMB30,860,000 to the consolidated profit for the six months ended 30 June 2018.

**17. BUSINESS COMBINATION – ACQUISITION OF SUBSIDIARIES (continued)**

- (b) As part of the Group's plan to expand its motor vehicle sales and service business in Jiangsu, Sichuan, Zhejiang provinces, Tianjin and Shanghai, the Group acquired 100% of the equity interests of the following companies, which are engaged in the motor vehicle sales and service business in Mainland China, from certain third parties on 1 January 2018 at a total consideration of RMB728,724,000. The purchase consideration for the acquisition was in the form of cash, with RMB657,764,000 paid by the end of June 2018.

| Company Name   | Acquired equity<br>interest<br>% |
|--|----------------------------------|
| 天津通孚祥汽車銷售服務有限公司<br>(Tianjin Tongfuxiang Automobile Sales & Service Co., Ltd.)  | 100%                             |
| 上海通孚祥汽車銷售服務有限公司<br>(Shanghai Tongfuxiang Automobile Sales & Service Co., Ltd.) | 100%                             |
| 上海通孚祥貿易有限公司<br>(Shanghai Tongfuxiang Trading Co., Ltd.)                        | 100%                             |
| 通孚祥(蘇州)汽車銷售服務有限公司<br>(Suzhou Tongfuxiang Automobile Sales & Service Co., Ltd.) | 100%                             |
| 四川通孚祥汽車貿易有限公司<br>(Sichuan Tongfuxiang Automobile Trading Co., Ltd.)            | 100%                             |
| 寧波廣達汽車銷售服務有限公司<br>(Ningbo Guangda Automobile Sales & Service Co., Ltd.)        | 100%                             |
| 無錫通孚祥汽車銷售服務有限公司<br>(Wuxi Tongfuxiang Automobile Sales & Service Co., Ltd.)     | 100%                             |

## 17. BUSINESS COMBINATION – ACQUISITION OF SUBSIDIARIES (continued)

(b) (continued)

The acquisition had the following effect on the Group's assets and liabilities on the acquisition date:

|   | <b>Recognised<br/>fair values on<br/>acquisition date<br/>RMB'000</b> |
|---|---|
| Property, plant and equipment*              | 71,116  |
| Land use rights*                            | 32,990  |
| Intangible assets*                          | 225,438   |
| Inventories                                 | 232,002   |
| Trade receivables                           | 29,194  |
| Prepayments, deposits and other receivables | 231,764   |
| Pledged bank deposits                       | 57,540  |
| Cash in transit                             | 2,566   |
| Cash and cash equivalents                   | 288,702   |
| Trade and bills payables                    | (406,063)   |
| Other payables and accruals                 | (204,221)   |
| Bank loans and other borrowings             | (43,920)  |
| Income tax payable                          | (17,634)  |
| Deferred tax liabilities*                   | (61,524)  |
| Total identifiable net assets at fair value | 437,950   |
| Goodwill on acquisition*                    | 290,774   |
| Total purchase consideration                | 728,724   |

An analysis of the cash flows in respect of the acquisition of these subsidiaries is as follows:

|                                    |           |
|------------------------------------|-----------|
| Cash consideration paid            | (657,764) |
| Cash and cash equivalents acquired | 288,702   |
| Net cash outflow                   | (369,062) |

Since the acquisition, the acquired business contributed RMB1,149,765,000 to the Group's revenue and RMB16,750,000 to the consolidated profit for the six months ended 30 June 2018.

- \* The Group engaged an independent appraiser to assist with the identification and determination of fair values to be assigned to the assets and liabilities of these acquired companies as disclosed in notes 17(a) and (b). However, the valuation was not finalized and hence the initial accounting for the business combination of these companies was incomplete by the date of this financial statement. Therefore, these amounts recognized in the Group's interim financial statements for the six months ended 30 June 2018 in relation to the acquisition of these companies were on a provisional basis.



## 18. CONTINGENT LIABILITIES

As at 30 June 2018, neither the Group nor the Company had any significant contingent liabilities.

## 19. COMMITMENTS

### (a) CAPITAL COMMITMENTS

|  | Unaudited<br>30 June<br>2018<br>RMB'000 | Audited<br>31 December<br>2017<br>RMB'000 |
|--|---|---|
| Contracted, but not provided for land use rights and buildings | 383,025                                 | 192,935                                   |
| Contracted, but not provided for potential acquisitions        | 200,466                                 | 487,250                                   |
|  | <b>583,491</b>                          | 680,185                                   |

### (b) OPERATING LEASE COMMITMENTS

At the end of the reporting periods, the Group had total future minimum lease payments under non-cancellable operating leases payable as follows:

|                                 | Unaudited<br>30 June 2018 |                  | Audited<br>31 December 2017 |                 |
|---------------------------------|---------------------------|------------------|-----------------------------|-----------------|
|                                 | Properties<br>RMB'000     | Land<br>RMB'000  | Properties<br>RMB'000       | Land<br>RMB'000 |
| Within one year                 | 127,050                   | 177,303          | 120,676                     | 168,763         |
| After 1 year but within 5 years | 386,839                   | 650,661          | 386,127                     | 656,438         |
| After 5 years                   | 555,936                   | 1,108,066        | 577,231                     | 1,151,530       |
|                                 | <b>1,069,825</b>          | <b>1,936,030</b> | 1,084,034                   | 1,976,731       |

The Group is the lessee in respect of a number of properties and land held under operating leases. The leases typically run for an initial period of two to twenty years, with an option to renew the leases when all the terms are renegotiated.

## 20. RELATED PARTY TRANSACTIONS AND BALANCES

### (a) TRANSACTIONS WITH RELATED PARTIES

The following transactions were carried out with related parties during the six months ended 30 June 2018:

|   | <b>Unaudited</b><br><b>For the six</b><br><b>months ended</b><br><b>30 June 2018</b><br><b>RMB'000</b> | For the six<br>months ended<br>30 June 2017<br>RMB'000 |
|---|--|--|
| (i) Sales of goods to a joint venture:  |  |  |
| — Xiamen Zhongsheng Toyota Automobile Sales & Services Co., Ltd. (" <b>Xiamen Zhongsheng</b> ") | <b>5,968</b>   | 689  |
| (ii) Purchase of goods or services from a joint venture:  |  |  |
| — Xiamen Zhongsheng   | <b>13,846</b>  | 873  |
| — TAC Automobile Accessories Trading (Shanghai) Co., Ltd.                                       | <b>1,897</b>   | —  |
|   | <b>15,743</b>  | 873  |

### (b) BALANCES WITH RELATED PARTIES

The Group had the following significant balances with its related parties as at 30 June 2018:

|   | <b>Unaudited</b><br><b>30 June</b><br><b>2018</b><br><b>RMB'000</b> | Audited<br>31 December<br>2017<br>RMB'000 |
|---|---|---|
| (i) Due from related parties:                             |   |   |
| Trade related   |   |   |
| Joint ventures  |   |   |
| — Xiamen Zhongsheng                                       | <b>1,748</b>  | 555                                       |
| (ii) Due to related parties:                              |   |   |
| Trade related   |   |   |
| Joint ventures  |   |   |
| — TAC Automobile Accessories Trading (Shanghai) Co., Ltd. | <b>739</b>  | 577                                       |

Balances with related parties were unsecured and non-interest-bearing and had no fixed repayment terms.

## 20. RELATED PARTY TRANSACTIONS AND BALANCES (continued)

### (c) COMPENSATION OF KEY MANAGEMENT PERSONNEL OF THE GROUP:

|  | Unaudited  |  |
|--|--|--|
|  | For the six months ended 30 June 2018<br>RMB'000 | For the six months ended 30 June 2017<br>RMB'000 |
| Short term employee benefits                               | 8,182  | 9,156  |
| Post-employee benefits                                     | 237  | 264  |
| Equity-settled share option                                | 9,699  | —  |
| <b>Total compensation paid to key management personnel</b> | <b>18,118</b>                                    | 9,420  |

## 21. FINANCIAL INSTRUMENTS BY CATEGORY

The fair value of financial assets and financial liabilities, together with the carrying amounts in the consolidated statement of financial position, are as follows:

|  | Unaudited<br>30 June 2018  |                       | Audited<br>31 December 2017 |                       |
|--|----------------------------|-----------------------|-----------------------------|-----------------------|
|  | Carrying amount<br>RMB'000 | Fair value<br>RMB'000 | Carrying amount<br>RMB'000  | Fair value<br>RMB'000 |
| <b>Financial assets</b>  |                            |                       |                             |                       |
| Financial assets at amortised cost                                       |                            |                       |                             |                       |
| Trade receivables  | 1,115,073                  | 1,115,073             | 1,082,746                   | 1,082,746             |
| Financial assets included in prepayments, deposits and other receivables | 5,374,350                  | 5,374,350             | 5,083,216                   | 5,083,216             |
| Amounts due from related parties   | 1,748                      | 1,748                 | 555                         | 555                   |
| Pledged bank deposits  | 2,029,095                  | 2,029,095             | 1,405,646                   | 1,405,646             |
| Cash in transit  | 633,339                    | 633,339               | 356,063                     | 356,063               |
| Cash and cash equivalents  | 6,194,984                  | 6,194,984             | 5,027,202                   | 5,027,202             |
| Financial assets at fair value through profit or loss                    | 30,510                     | 30,510                | —                           | —                     |
| Available-for-sale investments   | —                          | —                     | 19,100                      | 19,100                |
| <b>Total current</b>   | <b>15,379,099</b>          | <b>15,379,099</b>     | 12,974,528                  | 12,974,528            |
| <b>Total</b>   | <b>15,379,099</b>          | <b>15,379,099</b>     | 12,974,528                  | 12,974,528            |

## 21. FINANCIAL INSTRUMENTS BY CATEGORY (continued)

|   | Unaudited<br>30 June 2018     |                       | Audited<br>31 December 2017   |                       |
|---|-------------------------------|-----------------------|-------------------------------|-----------------------|
|   | Carrying<br>amount<br>RMB'000 | Fair value<br>RMB'000 | Carrying<br>amount<br>RMB'000 | Fair value<br>RMB'000 |
| <b>Financial liabilities</b>                                  |                               |                       |                               |                       |
| Financial liabilities at amortised cost                       |                               |                       |                               |                       |
| Bank loans and other borrowings                               | 3,021,617                     | 3,021,617             | 2,494,628                     | 2,494,628             |
| Convertible bonds   | 3,744,537                     | 3,744,537             | —                             | —                     |
| <b>Total non-current</b>                                      | <b>6,766,154</b>              | <b>6,766,154</b>      | 2,494,628                     | 2,494,628             |
| Financial liabilities at amortised cost                       |                               |                       |                               |                       |
| Trade and bills payables                                      | 3,813,242                     | 3,813,242             | 3,470,593                     | 3,470,593             |
| Financial liabilities included in other payables and accruals | 851,190                       | 851,190               | 1,161,202                     | 1,161,202             |
| Amounts due to related parties                                | 739                           | 739                   | 577                           | 577                   |
| Bank loans and other borrowings                               | 19,538,893                    | 19,538,893            | 16,828,479                    | 16,828,479            |
| Other liabilities   | 245,000                       | 245,000               | 245,000                       | 245,000               |
| Convertible Bonds   | —                             | —                     | 1,883,958                     | 1,883,958             |
| <b>Total current</b>  | <b>24,449,064</b>             | <b>24,449,064</b>     | 23,589,809                    | 23,589,809            |
| <b>Total</b>  | <b>31,215,218</b>             | <b>31,215,218</b>     | 26,084,437                    | 26,084,437            |

### FAIR VALUE HIERARCHY

The following table illustrate the fair value measurement hierarchy of the Group's financial instruments.

#### Assets measured at fair value:

As at 30 June 2018

|   | Fair value measurement using                                  |   |   | Total<br>RMB'000 |
|---|---|---|---|------------------|
|   | Quoted prices<br>in active<br>markets<br>(Level 1)<br>RMB'000 | Significant<br>observable<br>inputs<br>(Level 2)<br>RMB'000 | Significant<br>unobservable<br>inputs<br>(Level 3)<br>RMB'000 |                  |
| Financial assets at fair value through profit or loss | —   | 30,510  | —   | 30,510           |

The Group did not have any financial assets measured at fair value as at 31 December 2017.

#### Financial liabilities measured at fair value:

The Group did not have any financial liabilities measured at fair value as at 30 June 2018 and 31 December 2017, respectively.

## 22. EVENTS AFTER THE REPORTING PERIOD

On 9 August 2018, 中升(大連)集團有限公司 (Zhongsheng (Dalian) Holdings Co., Ltd), an indirect wholly-owned subsidiary of our Company, entered into a preliminary framework agreement (the “**Framework Agreement**”) to acquire (i) the entire equity interest in; and (ii) the non-current assets of, certain subsidiaries of 龐大汽貿集團股份有限公司 (Pangda Automobile Trade Co., Ltd.) (a company listed on the Shanghai Stock Exchange with stock code 601258), which principally relate to the business of sale and service of motor vehicles in the PRC (the “**Pangda Acquisition**”). The consideration for the Pangda Acquisition pursuant to the Framework Agreement is approximately RMB1,093,157,600. The transactions contemplated under the Framework Agreement are subject to the entry into of definitive sale and purchase agreement(s) between the parties. The Directors considers the Pangda Acquisition is in line with the Group’s business expansion plan. The Pangda Acquisition does not constitute any notifiable transaction of the Company under Chapter 14 of the Listing Rules, nor any connected transaction of the Company under Chapter 14A of the Listing Rules.

The Board had been informed by the Company’s ultimate controlling shareholders, Mr. Huang Yi (the chairman of the Board, “**Mr. Huang**”) and Mr. Li Guoqiang (the president and chief executive officer of the Company, “**Mr. Li**”), that they have purchased on the market through Blue Natural Development Ltd. (which is indirectly wholly owned by Mr. Huang and Mr. Li) a total of 2,024,500 shares of the Company from 13 August to 15 August 2018 at an average price of approximately HK\$16.24 per share. As a result of the abovementioned purchases, the total shareholding of Mr. Huang and Mr. Li in the Company was increased to approximately 57.67% as at 16 August 2018.

Save as disclosed otherwise, there is no material subsequent event undertaken by the Company or by the Group after 30 June 2018.

# CORPORATE GOVERNANCE AND OTHER INFORMATION

## DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 June 2018, the interests and short positions of the Directors and chief executives of the Company in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO")), which were required (a) to be notified to the Company and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) to be notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as contained in Appendix 10 to the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (the "Listing Rules"), were as follows:

### LONG POSITIONS IN THE COMPANY'S SHARES

| Name of Director   | Capacity/Nature of Interest        | Total Number of Ordinary Shares          | Approximate Percentage of Shareholding (%) |
|--------------------|------------------------------------|--|--|
| Mr. Huang Yi       | Interest of controlled corporation | 334,704,504<br>(Long position)           | 14.73                                      |
|                    | Founder of a discretionary trust   | 486,657,686<br>(Long position)           | 21.42                                      |
|                    | Agreement to acquire interests     | 486,657,686<br>(Long position)           | 21.42                                      |
| Mr. Li Guoqiang    | Interest of controlled corporation | 182,026,000<br>(Long position)           | 8.01                                       |
|                    | Founder of a discretionary trust   | 486,657,686<br>(Long position)           | 21.42                                      |
|                    | Agreement to acquire interests     | 639,336,190<br>(Long position)           | 28.14                                      |
| Mr. Du Qingshan    | Beneficial owner                   | 5,500,000<br>(Long position)<br>(Note 1) | 0.24                                       |
| Mr. Zhang Zhicheng | Beneficial owner                   | 5,500,000<br>(Long position)<br>(Note 1) | 0.24                                       |

Note:

1. These interests represent options granted to the Director as beneficial owner under the Share Option Scheme.

Save as disclosed above, as at 30 June 2018, none of the Directors, chief executives or senior management of the Company has or is deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations.

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

As at 30 June 2018, the following are the persons (other than the Directors or chief executives of the Company) who had interests or short positions in the shares and underlying shares of the Company as recorded in the register of interests required to be kept by the Company pursuant to Section 336 of Part XV of the SFO:

### LONG POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

| Name of Shareholder                    | Capacity/Nature of Interest   | Total Number of Ordinary Shares  | Approximate Percentage of Shareholding (%) |
|--|---|----------------------------------|--|
| Blue Natural Development Ltd. (Note 1) | Beneficial owner and agreement to acquire interests                                     | 1,308,019,876<br>(Long position) | 57.58                                      |
| Light Yield Ltd. (Note 2)              | Beneficial owner, interest of controlled corporation and agreement to acquire interests | 1,308,019,876<br>(Long position) | 57.58                                      |
| Vest Sun Ltd. (Note 3)                 | Interest of controlled corporation and agreement to acquire interests                   | 1,308,019,876<br>(Long position) | 57.58                                      |
| Mountain Bright Limited (Note 4)       | Beneficial owner and agreement to acquire interests                                     | 1,308,019,876<br>(Long position) | 57.58                                      |
| UBS TC (Jersey) Ltd.                   | Trustee, interest of controlled corporation and agreement to acquire interests          | 1,308,019,876<br>(Long position) | 57.58                                      |
| Vintage Star Limited (Note 5)          | Beneficial owner and agreement to acquire interests                                     | 1,308,019,876<br>(Long position) | 57.58                                      |
| Jardine Matheson Holdings Limited      | Interest of controlled corporation  | 453,412,844<br>(Long position)   | 19.96                                      |
| Jardine Strategic Holdings Limited     | Interest of controlled corporation  | 453,412,844<br>(Long position)   | 19.96                                      |
| JSH Investment Holdings Limited        | Beneficial owner  | 453,412,844<br>(Long position)   | 19.96                                      |

Notes:

- Blue Natural Development Ltd. is owned by Light Yield Ltd. (62.3%) and Vest Sun Ltd. (37.7%). Mr. Huang Yi and Mr. Li Guoqiang are directors of Blue Natural Development Ltd..
- Light Yield Ltd. is wholly owned by Mr. Huang Yi, who is also the sole director of Light Yield Ltd..
- Vest Sun Ltd. is wholly owned by Mr. Li Guoqiang, who is also the sole director of Vest Sun Ltd..
- Mountain Bright Limited is wholly owned by UBS TC (Jersey) Ltd. as trustee of a trust settlement for Mr. Huang Yi (the settler of the trust) and his family.
- Vintage Star Limited is wholly owned by UBS TC (Jersey) Ltd. as trustee of a trust settlement for Mr. Li Guoqiang (the settler of the trust) and his family.

Save as disclosed above, as at 30 June 2018, the Directors and chief executives of the Company are not aware of any other person who had an interest or short position in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO.

## CONVERTIBLE BONDS

### 2018 CONVERTIBLE BONDS

On 11 October 2017, the Company and J.P. Morgan Securities Plc (the “**Manager**”) entered into a subscription agreement, according to which the Company agreed to issue, and the Manager agreed to subscribe for (or procure its nominee to subscribe for) zero coupon rate convertible bonds due 2018 of an aggregate principal amount of HK\$2,350 million (the “**2018 Convertible Bonds**”).

The 2018 Convertible Bonds were convertible into ordinary shares of HK\$0.0001 each in the share capital of the Company at an initial conversion price of HK\$20.2860 per conversion share at the option of the holder thereof, at any time on or after the 41st day after the issue date up to the close of business on the date falling ten days prior to the maturity date, being a date falling on or about 25 October 2018. The closing price per share of the Company was HK\$17.64 as quoted on the Hong Kong Stock Exchange on 11 October 2017 (being the date on which the terms of the subscription of the 2018 Convertible Bonds were fixed). The net price of each conversion share was approximately HK\$19.8545. The issue of 2018 Convertible Bonds was completed on 30 October 2017. Upon full conversion of the 2018 Convertible Bonds at the initial conversion price, a total of 115,843,438 ordinary shares would be issued, with an aggregate nominal value of HK\$11,584.34. To the best of the Directors’ knowledge, the Convertible Bonds were offered and sold by the Manager to no less than six independent placees (who are independent individuals, corporate and/or institutional investors).

The Directors considered that the issue of the Convertible Bonds represented an opportunity to raise capital for the Company while broadening the shareholder base and capital base of the Company and to obtain immediate funding for further business expansion.

The net proceeds (after deduction of commission and expenses) from the issue of the Convertible Bonds amounted to approximately HK\$2,300 million, which as at 31 December 2017 had been utilised by the Company as follows:

| Intended use of net proceeds   | Actual use of the net proceeds   |
|--|--|
| (i) approximately 50%, being HK\$1,150 million, for opening new 4S stores in order to further expand the Company’s network coverage and for potential merger and acquisition when such opportunities arises; | (i) approximately 50%, being HK\$1,150 million, for opening new 4S stores in order to further expand the Company’s network coverage and for potential merger and acquisition when such opportunities arises; |
| (ii) approximately 25%, being HK\$575 million, for working capital purpose to strengthen the financial position of the Group; and  | (ii) approximately 8.7%, being approximately HK\$200 million, for working capital purpose to strengthen the financial position of the Group; and   |
| (iii) approximately 25%, being HK\$575 million, for repayment of offshore debt.  | (iii) approximately 25%, being HK\$575 million, for repayment of offshore debt.  |

The remaining approximately 16.3% of the net proceeds, being HK\$375 million, had been brought forward from the previous financial year and utilised in the reporting period on or before 30 April 2018 for working capital purpose to strengthen the financial position of the Group. The net proceeds from the issue of the 2018 Convertible Bonds had been applied in accordance with the intended use as disclosed in the announcement of the Company dated 30 October 2017.



## CONVERTIBLE BONDS (continued)

### 2018 CONVERTIBLE BONDS (continued)

On 3 May 2018, the Company entered into a dealer manager agreement with the Manager, pursuant to which the Manager was appointed as the Company's dealer manager (the "**Sole Dealer Manager**") in connection with the repurchase of the 2018 Convertible Bonds. The Company, through the Sole Dealer Manager, repurchased approximately HK\$2,256 million in aggregate principal amount of the 2018 Convertible Bonds at a total repurchase price of approximately HK\$2,713 million (the "**Repurchase**"). Upon completion of the Repurchase, approximately HK\$2,256 million in aggregate principal amount of the 2018 Convertible Bonds were cancelled.

On 25 May 2018, 31 May 2018, 6 June 2018 and 19 June 2018, the Company received conversion notices from holders of the 2018 Convertible Bonds (the "**Bondholders**") in relation to the exercise of the conversion rights attached to the 2018 Convertible Bonds, to convert the 2018 Convertible Bonds in the principal amount of HK\$6 million, HK\$2 million, HK\$49 million and HK\$37 million, respectively, at the conversion price of HK\$20.2860 per share (the "**Conversion**"). Accordingly, 295,770 shares, 98,590 shares, 2,415,458 shares and 1,823,917 shares of the Company (the "**Conversion Shares**") were allotted to the respective Bondholders on 30 May 2018, 4 June 2018, 12 June 2018 and 20 June 2018, respectively, pursuant to the terms and conditions of the 2018 Convertible Bonds. The Conversion Shares rank *pari passu* in all respects among themselves and with all other existing shares of the Company in issue. After the Conversion on 20 June 2018, the total number of issued shares of the Company increased to 2,271,697,955 shares and all the outstanding 2018 Convertible Bonds have been fully converted into ordinary shares of the Company in accordance with the terms and conditions of the 2018 Convertible Bonds.

### NEW CONVERTIBLE BONDS

On 4 May 2018, the Company and the Manager entered into a bond subscription agreement, according to which (i) the Company agreed to issue, and the Manager agreed to subscribe and pay for (or procure subscribers to subscribe and pay for) HK\$3,925 million in aggregate principal amount of zero coupon convertible bonds due 2023 (the "**2023 Convertible Bonds**"); and (ii) the Company agreed to grant the Manager an option to subscribe for up to an additional HK\$775 million in principal amount of the 2023 Convertible Bonds (the "**Option Bonds**", together with the 2023 Convertible Bonds, the "**New Convertible Bonds**"). On 14 May 2018, the Manager exercised in full the option granted by the Company, pursuant to which the Company is required to issue the Option Bonds in the aggregate principal amount of HK\$775 million.

The New Convertible Bonds are convertible into fully-paid ordinary shares of HK\$0.0001 each in the share capital in the Company at an initial conversion price of HK\$30.0132 per conversion share at the option of the holder thereof, at any time on or after the 41st day after the issue date up to the close of business on the tenth day prior to the maturity date, being a date falling on or about 23 May 2023. The closing price per share of the Company was HK\$23.5398 as quoted on the Hong Kong Stock Exchange on 4 May 2018 (being the date on which the terms of the subscription of the New Convertible Bonds were fixed). The net price of each conversion share was approximately HK\$29.63. The issue of New Convertible Bonds in the aggregate amount of HK\$4,700 million was completed on 23 May 2018. To the best of the Directors' knowledge, the New Convertible Bonds were offered and sold by the Manager to no less than six independent placees (who are independent individuals, corporate and/or institutional investors).

As at the date of this interim report, there was no conversion of the New Convertible Bonds and the outstanding principal amount of all the New Convertible Bonds was HK\$4,770 million. Upon full conversion of the outstanding New Convertible Bonds at the initial conversion price, the Company would issue 156,597,763 shares, with an aggregate nominal value of HK\$15,659.78, increasing the total issued shares of the Company to 2,428,295,718 shares, which represent approximately 6.9% of the then existing share capital of the Company (calculated as at 30 June 2018), and approximately 6.4% of the issued share capital of the Company as enlarged by the issue of the shares upon full conversion of all the outstanding New Convertible Bonds. Upon full exercise of the conversion rights attaching to the outstanding New Convertible Bonds, the shareholdings of Mr. Huang Yi, Mr. Li Guoqiang and UBS TC (Jersey) Ltd., the substantial shareholders of the Company, will be diluted from 57.58%, 57.58% and 57.58% respectively to 53.87%, 53.87% and 53.87% respectively of the issued share capital of the Company as enlarged by the issue of the Shares upon the conversion of all the outstanding New Convertible Bonds. Based on the profit for the period attributable to ordinary equity holders of the parent amounted to approximately RMB1,838.0 million, the basic and diluted earnings per share attributable to the owners of the Company were RMB81.1 cents and RMB79.1 cents respectively.

## NEW CONVERTIBLE BONDS (continued)

During the reporting period, the Group has a net profit of approximately RMB1,867.3 million. As at 30 June 2018, the Group had a total surplus of RMB16,859.2 million and net current assets of RMB658.2 million. The Company will redeem each New Convertible Bond on the maturity date at its principal amount together with accrued and unpaid interest thereon. Based on the financial position of the Group, to the best knowledge of the Company, the Company expects that it will be able to meet its redemption obligations under the outstanding New Convertible Bonds issued by the Company. As the New Convertible Bonds bear no interest on the principal amount, it would be equally financially advantageous for the bondholders to convert or redeem the New Convertible Bonds (and therefore the bondholders would be indifferent as to whether the New Convertible Bonds are converted or redeemed) in the event that the price of each share of the Company traded on the Hong Kong Stock Exchange equals the then adjusted conversion price of the New Convertible Bonds. Conversion price of all the New Convertible Bonds will be subject to adjustment for consolidation or subdivision, capitalisation of profits or reserves, capital distribution, right issues, debt equity swap and other dilutive events, as the case may be, which may have impacts on the rights of the holders of the New Convertible Bonds.

The Directors considered that the issue of the New Convertible Bonds represented an opportunity to raise capital for the Company while broadening the shareholder base and capital base of the Company and to obtain immediate funding for further business expansion.

The total net proceeds (after deduction of commission and expenses) from the issue of the New Convertible Bonds amounted to approximately HK\$4,640 million, of which, approximately HK\$3,880 million was derived from the issue of the 2023 Convertible Bonds and approximately HK\$760 million was derived from the issue of the Option Bonds.

As at 30 June 2018, the net proceeds of approximately HK\$3,880 million from the issue of the 2023 Convertible Bonds had been utilised by the Company in the reporting period as follows:

| Intended use of net proceeds   | Actual use of the net proceeds   |
|--|--|
| (i) approximately 61%, being HK\$2,366.8 million, for the Repurchase;  | (i) approximately 61%, being HK\$2,366.8 million, for the Repurchase;  |
| (ii) approximately 15%, being HK\$582 million, for opening new 4S stores in order to further expand the Company's network coverage and for potential mergers and acquisitions when such opportunities arise; | (ii) approximately 15%, being HK\$582 million, had not been utilized by the Company in the reporting period;                         |
| (iii) approximately 14%, being approximately HK\$543.2 million, for working capital purpose to strengthen the financial position of the Group; and   | (iii) approximately 14%, being HK\$543.2 million, for working capital purpose to strengthen the financial position of the Group; and |
| (iv) approximately 10%, being HK\$388 million, for repayment of offshore debt.   | (iv) approximately 10%, being HK\$388 million, for repayment of offshore debt.   |

**NEW CONVERTIBLE BONDS (continued)**

As at 30 June 2018, the net proceeds of approximately \$760 million from the issue of the Option Bonds had been utilised by the Company in the reporting period as follows:

| Intended use of net proceeds  | Actual use of the net proceeds  |
|---|---|
| (i) approximately 30%, being HK\$228 million, for opening new 4S stores in order to further expand the Company's network coverage and for potential mergers and acquisitions when such opportunities arise; | (i) approximately 30%, being HK\$228 million, had not been utilized by the Company in the reporting period;                       |
| (ii) approximately 40%, being HK\$304 million, for working capital purpose to strengthen the financial position of the Group; and   | (ii) approximately 40%, being HK\$304 million, for working capital purpose to strengthen the financial position of the Group; and |
| (iii) approximately 30%, being HK\$228 million, for repayment of offshore debt.   | (iii) approximately 30%, being HK\$228 million, for repayment of offshore debt.   |

The remaining approximately 15% of the net proceeds from the issue of the 2023 Convertible Bonds and 30% of the net proceeds from the issue of the Option Bonds, being HK\$582 million and HK\$228 million, respectively, had been remained in the cash and cash equivalent account of the Company as at 30 June 2018, which is intended to be used for opening new 4S stores in order to further expand the Company's network coverage and for potential mergers and acquisitions when such opportunity arise.

Details of the 2018 Convertible Bonds and the New Convertible Bonds are set out in note 14 to the financial statements.

The net proceeds from the issue of the New Convertible Bonds had been applied in accordance with the intended use as disclosed in the announcements of the Company dated 6 May 2018 and 15 May 2018.

**SHARE OPTION SCHEME**

The Share Option Scheme (as defined in the Company's prospectus dated 16 March 2010) was conditionally approved by a resolution of the shareholders on 9 February 2010 and adopted by a resolution of the Board on the same day. Unless it is terminated by the Board or the shareholders of the Company in general meeting in accordance with the terms of the Share Option Scheme, the Share Option Scheme shall be valid and effective for a period of ten years from the date which it becomes unconditional. After the period, no further options will be granted or offered but the provisions of the Share Option Scheme shall remain in full force and effect to exercise any subsisting options granted prior to the expiry of this ten-year period or otherwise as handled in accordance with the provisions of the Share Option Scheme. The amount payable by a participant upon a grant of option is HK\$1.0. The last day for accepting and paying for the consideration of the option shall be determined by the Board and shall be set out on the offer letter granting such option. The period during which a granted option may be exercised in accordance with the terms of the Share Option Scheme shall be the period of time to be notified by the Board to each grantee, which the Board may in its absolute discretion determine, save that such period shall not be more than ten years commencing on the offer date.

## SHARE OPTION SCHEME (continued)

The Board may, at its absolute discretion, offer any employee, management member or director of the Company, or any of our subsidiaries and third party service providers the options to subscribe for shares on the terms set out in the Share Option Scheme. The purpose of the Share Option Scheme is to attract and retain skilled and experienced personnel, to incentivize them to remain with us and to give effect to our customer-focused corporate culture, and to motivate them to strive for our future development and expansion, by providing them with the opportunity to acquire equity interests in the Company.

The maximum number of shares in respect of which options may be granted under the Share Option Scheme shall not in aggregate exceed 10.0% of the share in issue as at the date of approval of the Share Options Scheme. No option may be granted to any person such that the total number of shares issued and to be issued upon the exercise of options granted and to be granted to that person in any 12 month period up to the date of the latest grant exceeds 1.0% of our issued share capital from time to time, unless the approval of the shareholders of the Company is obtained.

The amount payable for each share to be subscribed for under an option upon exercise shall be determined by the Board and notified to a proposed beneficiary at the time of offer of the option and shall be not less than the higher of: (a) the closing price of the shares as stated in the Hong Kong Stock Exchange's daily quotation sheet on the date of grant, which must be a business day; (b) the average closing price of the shares as stated in the Hong Kong Stock Exchange's daily quotation sheet for the five business days immediately preceding the date of grant; and (c) the nominal value of the shares. The Share Option Scheme does not contain any minimum period(s) for which an option must be held before it can be exercised. However, at the time of grant of the options, the Company may specify any such minimum period(s).

Details of the options to subscribe ordinary shares of the Company, pursuant to the Share Option Scheme and the movement during the reporting period are set out below:

| Name of Grantees   | Date granted  | Exercise price per share | Number of Share Options            |                           |                             |                                    | Outstanding as at 30 June 2018 |
|--|---------------|--------------------------|------------------------------------|---------------------------|-----------------------------|------------------------------------|--------------------------------|
|  |               |                          | Outstanding as at 31 December 2017 | Granted during the period | Exercised during the period | Lapsed/Cancelled during the period |                                |
| Mr. Du Qingshan<br>– Executive Director<br>of the Board    | 26 April 2018 | HK\$22.60                | –                                  | 5,500,000 <sup>(1)</sup>  | –                           | –                                  | 5,500,000                      |
| Mr. Zhang Zhicheng<br>– Executive Director<br>of the Board | 26 April 2018 | HK\$22.60                | –                                  | 5,500,000 <sup>(1)</sup>  | –                           | –                                  | 5,500,000                      |
| Total  |               |                          |                                    |                           |                             |                                    | 11,000,000                     |

Note:

- (1) On 26 April 2018, the Company offered to grant share options (the "Share Options") to Mr. Du Qingshan and Mr. Zhang Zhicheng under the Share Option Scheme, which will entitle them to subscribe for an aggregate of 11,000,000 new ordinary shares of HK\$0.0001 each in the capital of the Company. The Share Options will be fully vested from 26 April 2019. The Share Options are exercisable from 26 April 2019 to 25 April 2028 (both dates inclusive) at a price of HK\$22.60 per share. The closing price of the shares in the Company immediately before 26 April 2018 is HK\$22.35 per share.

## SHARE OPTION SCHEME (continued)

Further details of the Share Options are set out in note 16 to the financial statements. The Binomial Option Pricing Model is one of the commonly used models to estimate the fair value of an option which can be exercised before the expiry of the option period. The value of an option varies with different variables of certain subjective assumptions.

Any change in variables so adopted may materially affect the estimation of the fair value of an option.

Save as disclosed above, during the reporting period and up to the date of this interim report, no other options have been granted, exercised, cancelled or lapsed pursuant to the Share Option Scheme. As at 30 June 2018, the total number of shares available for issue under the Share Option Scheme remained to be 11,000,000, representing approximately 0.48% of the issued share capital of the Company. As at the date of this interim report, the remaining life of the Share Option Scheme is approximately one year and five months.

## DIVISION OF RESPONSIBILITY BETWEEN THE BOARD AND THE MANAGEMENT RESPONSIBILITIES OF THE BOARD

The Board is responsible for leadership and control of the Company and oversees the Group's businesses, strategic decisions and performance, and is collectively responsible for promoting the success of the Company by directing and supervising its affairs. The Directors make decisions objectively in the interests of the Company.

The Board directly, and indirectly through its committees, leads and provides direction to management by laying down strategies and overseeing their implementation, monitors the Group's operational and financial performance, and ensures that sound internal control and risk management systems are in place.

## DELEGATION OF MANAGEMENT FUNCTION

The Board reserves for its decision all major matters relating to policy matters, strategies and budgets, internal control and risk management, material transactions (in particular those that may involve conflict of interests), financial information, appointment of Directors and other significant operational matters of the Company.

The day-to-day management, administration and operation of the Company are delegated to the chief executive officer and the senior management. The delegated functions and work tasks are periodically reviewed. Approval has to be obtained from the Board prior to entering into any significant transactions by the abovementioned officers.

## CHANGES IN DIRECTORS' INFORMATION

Pursuant to Rule 13.51B(1) of the Listing Rules, the changes in the Directors' information subsequent to the date of 2017 annual report of the Company are as follows:

1. Mr. Pang Yiu Kai, being a non-executive Director, has been appointed as the chairman of the executive committee of the Employers' Federation of Hong Kong on 25 May 2018, and the deputy chairman of the council and executive committee of the Hong Kong Management Association on 6 July 2018.
2. Mr. Ying Wei, being an independent non-executive Director, has resigned as a non-executive director of New Focus Auto Tech Holdings Limited (a company listed on the Hong Kong Stock Exchange, stock code: 360) and China Health Group Limited (a company listed on the Hong Kong Stock Exchange, stock code: 673) on 29 March 2018 and 7 May 2018 respectively.

Save as disclosed above, no other information is required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

## COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

The Company has adopted the principles and code provisions as set out in the Corporate Governance Code (the “**CG Code**”) contained in Appendix 14 to the Listing Rules. Throughout the six months ended 30 June 2018 and up to the date of this interim report, the Company has been in compliance with the code provisions set out in the CG Code.

## COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS OF LISTED ISSUERS

The Company has adopted the Model Code set out in Appendix 10 to the Listing Rules. Specific enquiries have been made to all the Directors and the Directors have confirmed that they have complied with the Model Code throughout the six months ended 30 June 2018 and up to the date of this interim report.

## SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained the amount of public float as approved by the Hong Kong Stock Exchange and as permitted under the Listing Rules as at the date of this interim report.

## EQUITY-LINKED AGREEMENT

The Company did not enter into any equity-linked agreement during the reporting period. Save for the 2018 Convertible Bonds, the New Convertible Bonds and the Share Option Scheme, no equity-linked agreements existed during the reporting period.

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

Save as disclosed above, neither the Company nor any of its subsidiaries have purchased, sold or redeemed any of the Company’s listed securities throughout the six months ended 30 June 2018 and up to the date of this interim report.

## AUDIT COMMITTEE

The audit committee of the Company (the “**Audit Committee**”) comprises three independent non-executive Directors, being Mr. Ying Wei, Mr. Shen Jinjun and Mr. Lin Yong.

The main duties of the Audit Committee are to assist the Board in reviewing the financial information and reporting process, internal control and risk management systems, effectiveness of the internal audit function, scope of audit and appointment of external auditors, and arrangements to enable employees of the Company to raise concerns about possible improprieties in financial reporting, internal control or other matters of the Company.

The Audit Committee has considered and reviewed the accounting principles and practices adopted by the Group and has discussed matters in relation to internal control and financial reporting with the management, including the review of the unaudited condensed consolidated interim financial results of the Company for the six months ended 30 June 2018. The Audit Committee considers that the interim financial results for the six months ended 30 June 2018 are in compliance with the relevant accounting standards, rules and regulations and appropriate disclosures have been duly made.

During the six months ended 30 June 2018, the Audit Committee held one meeting to review the interim financial results and reports and significant issues on the financial reporting, operational and compliance controls, the effectiveness of internal control and risk management systems and internal audit function, appointment of external auditors and relevant scope of works and arrangements for employees to raise concerns about possible improprieties. The Board, as supported by the Audit Committee as well as the management report and the internal audit findings, considered that the risk management and internal control systems are effective and adequate.

## INTERIM DIVIDEND

The Board proposed not to declare any interim dividend for the six months ended 30 June 2018.

## CORPORATE SOCIAL RESPONSIBILITY ENVIRONMENTAL POLICY

It is the policy of the Group to reduce waste, promote an environmentally friendly culture through establishing a green supply chain and launching green offices, promote environmental projects for public welfare, implement sustainable development, and put into practice the concept of environmental protection for corporate citizens.

During the six months ended 30 June 2018, the Group has adopted a number of measures to reduce emissions in daily operations, and has implemented energy efficiency initiatives.

## COMMUNITY CONTRIBUTION

The Group is committed to serving the community and creating a positive impact. Across its national dealership network, the Group offers employment opportunities for local residents and persons with disability, makes donations to support students in the mountainous regions, and offer assistance to underprivileged families, contributing to the development of local communities.

By order of the Board  
**Zhongsheng Group Holdings Limited**  
**Huang Yi**  
*Chairman*

Hong Kong  
10 August 2018