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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 20-F**

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(Mark One)

**REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934**

OR

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2020

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

OR

**SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of event requiring this shell company report \_\_\_\_\_

Commission file number: 001-35154

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**CHINA ZENIX AUTO  
INTERNATIONAL LIMITED**

(Exact Name of Registrant as Specified in Its Charter)

N/A

(Translation of Registrant's Name Into English)

**British Virgin Islands**

(Jurisdiction of Incorporation or Organization)

No. 1608, North Circle Road State Highway  
Zhangzhou, Fujian Province 363000  
People's Republic of China  
(Address of Principal Executive Offices)

Martin Cheung

No. 1608, North Circle Road State Highway  
Zhangzhou, Fujian Province 363000

**People's Republic of China**  
**Phone (86) 596-2600308**  
**Facsimile (86) 596-2600558**  
(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

**Securities registered or to be registered pursuant to Section 12(b) of the Act:**

**NONE**  
(Title of Each Class and Name of Each Exchange on Which Registered)

**Securities registered or to be registered pursuant to Section 12(g) of the Act:**

(Title of Class)	(Trading Symbol)
American Depositary Shares, each representing four ordinary shares, par value US\$0.0001 per share, not listed on an exchange	ZXAIY:US

**Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:**

**NONE**  
(Title of Class)

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report:

206,500,000 ordinary shares, par value US\$0.0001 per share.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  Yes  No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or (15)(d) of the Securities Exchange Act of 1934.  Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.  Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).  Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or an emerging growth company. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Emerging growth company	<input type="checkbox"/>

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards<sup>†</sup> provided pursuant to Section 13 (a) of the Exchange Act.

<sup>†</sup> The term "new or revised financial accounting standard" refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP	<input type="checkbox"/>	International Financial Reporting Standards as issued by the International Accounting Standards Board	<input checked="" type="checkbox"/>	Other	<input type="checkbox"/>
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If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow:  Item 17  Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  Yes  No

(APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PAST FIVE YEARS)

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court.  Yes  No

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## INTRODUCTION

### Conventions Used in this Annual Report

Unless otherwise indicated, references in this annual report on Form 20-F, or annual report, to:

- “ADRs” are to the American depositary receipts, which evidence our ADSs;
- “ADSs” are to our American depositary shares, each of which represents four ordinary shares;
- “aftermarket” are to the market for sales and replacement of commercial wheels after the sale of a commercial vehicle by an OEM;
- “CAAM” are to China Association of Automobile Manufacturers;
- “China” or “PRC” are to the People’s Republic of China, excluding, for the purposes of this annual report only, Taiwan and the special administrative regions of Hong Kong and Macau;
- “commercial vehicles” are to heavy-duty, medium-duty, light-duty and mini trucks, large, medium and small buses and off-road vehicles;
- “commercial wheels” are to steel and/or aluminum wheels used in commercial vehicles;
- “distributors” are to our tier-one and tier-two distributors;
- “Hong Kong” are to the Hong Kong Special Administrative Region of the PRC;
- “OEMs” are to original equipment manufacturers;
- “off-road steel wheels” are to steel wheels typically used in construction and other types of off-road vehicles;
- “off-road vehicles” are to loaders, forklifts, wheel excavators, wheel bulldozers, land levelers and road rollers;
- “ordinary shares” or “shares” are to our ordinary shares, par value US\$0.0001 per share;
- “RMB” or “Renminbi” are to the legal currency of the PRC;
- “SEC” are to the Securities and Exchange Commission;
- “steel wheels” are to steel wheels used primarily in commercial vehicles;
- “tier-one distributors” are to distributors with whom we have direct contractual relationships;
- “tier-two distributors” are to distributors that have direct contractual relationships with our tier-one distributors;
- “tubed steel wheels” are to steel wheels designed for commercial vehicles using tires that contain a rubber inner tube;
- “tubeless steel wheels” are to steel wheels designed for commercial vehicles using tubeless tires;
- “United States” or “U.S.” are to the United States of America;
- “US\$” or “U.S. dollars” are to the legal currency of the United States; and
- “China Zenix,” “we,” “us,” “our,” “our company” and “our group” are to China Zenix Auto International Limited and, unless otherwise indicated or as the context may otherwise require, our predecessor, Zhengxing Wheel Group Co., Ltd., or Zhengxing Wheel (initially named Fujian Zhengxing Wheel Co., Ltd.), and our consolidated entities.

### Special Note Regarding Forward-Looking Statements

This annual report contains forward-looking statements that relate to our current expectations and views of future events. These statements relate to events that involve known and unknown risks, uncertainties and other factors, including those listed under Item 3D “Key Information—Risk Factors,” which may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. You should not place undue reliance on these forward-looking statements.

In some cases, these forward-looking statements can be identified by words or phrases such as “aim,” “anticipate,” “believe,” “consider,” “continue,” “estimate,” “expect,” “forecast,” “going forward,” “intend,” “ought to,” “plan,” “potential,” “predict,” “project,” “propose,” “seek,” “can,” “could,” “may,” “might,” “will,” “would,” “shall,” “should,” “is / are likely to,” and the negative forms of these words or other similar expressions. We have based these forward-looking statements largely on our current expectations and projections about future events and financial trends that we believe may affect our financial condition, results of operations, business strategy and financial needs. These forward-looking statements include, among other things, statements relating to:

- the trends, risks, challenges and uncertainties in the automotive industry and commercial wheel industry and for our business generally;
- our beliefs regarding our strengths and strategies;
- our current expansion strategy;
- market acceptance of our products;
- our ability to develop and successfully market new products, including aluminum wheel products;
- our ability to stay abreast of market trends and technological advances;
- competition in the commercial wheel industry;
- our ability to maintain strong working relationships with our distributors and OEM customers;
- our ability to comply with all relevant environmental, health and safety laws and regulations;
- our future prospects, business development, financial condition and results of operations;
- PRC governmental policies and regulations relating to the automotive industry and commercial wheel industry;
- fluctuations in general economic and business conditions in the PRC and international markets;
- the impact of the outbreak of the coronavirus disease, or COVID-19, a disease caused by a novel strain of coronavirus, on the PRC economy and our operations and financial performance; and
- other matters described in this annual report that are not historical facts.

The forward-looking statements made in this annual report relate only to events or information as of the date on which the statements are made in this annual report. We undertake no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise, after the date on which the statements are made or to reflect the occurrence of unanticipated events, unless we are required by applicable securities laws and rules to do so. You should read this annual report and the documents that we reference in this annual report and have filed as exhibits to this annual report with the understanding that our actual future results may be materially different from what we expect.

## PART I

### Item 1. Identity of Directors, Senior Management and Advisers

Not applicable.

### Item 2. Offer Statistics and Expected Timetable

Not applicable.

### Item 3. Key Information

#### A. Selected Financial Data

The following selected consolidated statements of profit or loss and other comprehensive income data for the years ended December 31, 2018, 2019 and 2020 and the selected consolidated statements of financial position data as of December 31, 2019 and 2020 have been derived from our audited consolidated financial statements included elsewhere in this annual report. The following selected consolidated statements of profit or loss and other comprehensive income data for the years ended December 31, 2016 and 2017, and the selected consolidated statements of financial position data as of December 31, 2016, 2017 and 2018 have been derived from our audited consolidated financial statements not included in this annual report. Our audited consolidated financial statements are prepared in accordance with International Financial Reporting Standards, or IFRS, as issued by the International Accounting Standards Board, or IASB.

You should read the selected consolidated financial data in conjunction with our consolidated financial statements and the related notes and Item 5 “Operating and Financial Review and Prospects.” Our historical results are not necessarily indicative of our results expected for any future periods.

	Year Ended December 31,					
	2016	2017	2018	2019	2020	2020
	RMB	RMB	RMB	RMB	RMB	US\$
	(in thousands, except per share data)					
<b>Selected Consolidated Statements of Profit or Loss and Other Comprehensive Income Data:</b>						
Revenue	2,249,533	2,830,987	3,149,614	2,493,218	1,769,478	271,184
Cost of sales	(1,862,017)	(2,449,399)	(2,779,768)	(2,265,418)	(1,837,583)	(281,622)
Gross profit (loss)	387,516	381,588	369,846	227,800	(68,105)	(10,438)
Other income, gain and loss	11,680	21,171	16,089	17,320	10,825	1,659
Net exchange gain (loss)	2,546	(3,521)	1,250	494	(2,419)	(370)
Impairment charge on property, plant and equipment	—	—	—	—	(54,000)	(8,276)
Selling and distribution costs	(181,911)	(173,800)	(174,774)	(155,308)	(140,748)	(21,570)
Research and development expenses	(84,639)	(57,419)	(51,760)	(56,841)	(66,109)	(10,132)
Administrative expenses	(139,377)	(130,203)	(144,454)	(121,647)	(137,329)	(21,046)
Finance costs	(21,387)	(21,375)	(23,210)	(24,435)	(24,362)	(3,734)
(Loss) profit before taxation	(25,572)	16,441	(7,013)	(112,617)	(482,247)	(73,907)
Income tax (expense) credit	(352)	(7,389)	(969)	7,747	83,201	12,751
<b>(Loss) profit and total comprehensive (loss) income for the year</b>	<b>(25,924)</b>	<b>9,052</b>	<b>(7,982)</b>	<b>(104,870)</b>	<b>(399,046)</b>	<b>(61,156)</b>
<b>(Loss) profit and total comprehensive (loss) income attributable to:</b>						
Owners of the Company	(25,924)	9,052	(7,982)	(104,870)	(399,046)	(61,156)
<b>Earnings (loss) per share</b>						
Basic	RMB (0.13)	RMB 0.04	RMB (0.04)	RMB (0.51)	RMB (1.93)	USD (0.30)
Diluted	RMB (0.13)	RMB 0.04	RMB (0.04)	RMB (0.51)	RMB (1.93)	USD (0.30)
<b>Earnings (loss) per ADS</b>						
Basic	RMB (0.50)	RMB 0.18	RMB (0.16)	RMB (2.03)	RMB (7.72)	USD (1.20)
Diluted	RMB (0.50)	RMB 0.18	RMB (0.16)	RMB (2.03)	RMB (7.72)	USD (1.20)
Dividend declared and paid per share	—	—	—	—	—	—

	<u>2016</u>	<u>2017</u>	<u>2018</u>	<u>2019</u>	<u>2020</u>	<u>2020</u>
	<u>RMB</u>	<u>RMB</u>	<u>RMB</u>	<u>RMB</u>	<u>RMB</u>	<u>US\$</u>
(in thousands)						
<b>Selected Consolidated Statements of Financial Position Data:</b>						
<b>ASSETS</b>						
<b>Current assets</b>						
Inventories	138,740	178,034	172,111	129,641	90,351	13,847
Trade and other receivables and prepayments	695,856	900,162	776,473	596,359	617,328	94,610
Prepaid lease payments	9,425	9,425	9,425	—	—	—
Pledged bank deposits	32,100	35,200	33,500	14,900	26,000	3,985
Fixed bank deposits with maturity period over three months	290,000	290,000	290,000	290,000	290,000	44,444
Bank balances and cash	896,799	751,612	933,250	906,840	616,290	94,451
Total current assets	<u>2,062,920</u>	<u>2,164,433</u>	<u>2,214,759</u>	<u>1,937,740</u>	<u>1,639,969</u>	<u>251,337</u>
<b>Non-current assets</b>						
Property, plant and equipment	1,379,287	1,272,774	1,099,003	1,076,731	960,453	147,196
Prepaid lease payments	376,449	367,024	357,599	—	—	—
Right-of-use assets	—	—	—	357,599	348,174	53,360
Long term prepayments	—	—	—	—	12,000	1,839
Deferred tax assets	23,836	25,500	40,272	54,641	117,846	18,061
Deposits paid for acquisition of property, plant and equipment	—	—	—	61,618	62,083	9,515
Intangible assets	17,000	17,000	17,000	17,000	17,000	2,605
Total non-current assets	<u>1,796,572</u>	<u>1,682,298</u>	<u>1,513,874</u>	<u>1,567,589</u>	<u>1,517,556</u>	<u>232,576</u>
Total assets	<u>3,859,492</u>	<u>3,846,731</u>	<u>3,728,633</u>	<u>3,505,329</u>	<u>3,157,525</u>	<u>483,913</u>
<b>EQUITY AND LIABILITIES</b>						
<b>LIABILITIES</b>						
<b>Current liabilities</b>						
Trade and other payables and accruals	668,633	635,425	611,463	410,764	489,380	75,001
Amount due to a shareholder	1,398	8,742	9,911	10,557	—	—
Taxation payable	109	3,573	2,477	982	—	—
Short-term bank borrowings	558,000	558,000	473,000	558,000	558,000	85,517
Total current liabilities	<u>1,228,140</u>	<u>1,205,740</u>	<u>1,096,851</u>	<u>980,303</u>	<u>1,047,380</u>	<u>160,518</u>
<b>Non-current liabilities</b>						
Deferred income	8,496	7,699	6,903	6,106	5,310	814
Deferred tax liabilities	85,286	86,670	86,239	85,150	70,111	10,745
Total non-current liabilities	<u>93,782</u>	<u>94,369</u>	<u>93,142</u>	<u>91,256</u>	<u>75,421</u>	<u>11,559</u>
Total liabilities	<u>1,321,922</u>	<u>1,300,109</u>	<u>1,189,993</u>	<u>1,071,559</u>	<u>1,122,801</u>	<u>172,077</u>
<b>EQUITY</b>						
Share capital (US\$0.0001 par value, 500,000,000 shares authorized, 206,500,000 shares issued and outstanding)	136	136	136	136	136	21
Additional paid in capital	392,076	392,076	392,076	392,076	392,076	60,088
Reserves	2,145,358	2,154,410	2,146,428	2,041,558	1,642,512	251,727
Total equity attributable to owners of the Company	<u>2,537,570</u>	<u>2,546,622</u>	<u>2,538,640</u>	<u>2,433,770</u>	<u>2,034,724</u>	<u>311,836</u>
Total equity and liabilities	<u>3,859,492</u>	<u>3,846,731</u>	<u>3,728,633</u>	<u>3,505,329</u>	<u>3,157,525</u>	<u>483,913</u>

Our business is primarily conducted in the PRC, and most of our revenue is denominated in Renminbi. This annual report contains translations of Renminbi amounts into U.S. dollars at specified rates solely for your convenience. Unless otherwise noted, all translations from Renminbi amounts to U.S. dollar amounts in this annual report were made at the rate of RMB6.5250 to US\$1.00, the exchange rate set forth in the H.10 statistical release of the Federal Reserve Board on December 31, 2020.

We make no representation that the Renminbi or U.S. dollar amounts referred to in this annual report could have been or could be converted into U.S. dollars or the Renminbi, as the case may be, at any particular rate or at all.



**B. Capitalization and Indebtedness**

Not applicable.

**C. Reasons for the Offer and Use of Proceeds**

Not applicable.

**D. Risk Factors**

Below please find a summary of the principal risks we face, organized under relevant headings. Please carefully consider all of the information discussed in “Item 3. Key Information—D. Risk Factors” in this annual report which contains a more thorough description of risks relating to investing in us.

*Risks Relating to Our Business and Industry*

- *Our operations are affected by the automotive industry in the PRC and our export markets, which in turn are subject to the overall economic environment, government policies and other factors beyond our control.*
- *We do not have multi-year contracts with our major customers.*
- *Any weakening of our distribution network could lead to a reduction of our revenue or our revenue growth.*
- *Our international sales are subject to political or economic challenges such as trade barriers and preferential trade arrangements.*
- *We are subject to risks associated with the volatile prices and availability of raw materials and utilities.*
- *We operate in a highly competitive industry with a relatively small OEM customer base and a trend towards consolidation.*
- *Changing market trends cause constant shifts in preferences among product types, and we may not react in time to meet varying market demands.*
- *We may not successfully manage utilization rates in our production facilities.*
- *Labor costs in the PRC may continue to increase.*
- *We are subject to credit risks of our customers, and our trade receivables are relatively large.*
- *Our future capital needs are uncertain, and we may not be successful in raising sufficient funds in the future, particularly to fund our expansion activities.*

- *If we fail to maintain an effective system of internal control over financial reporting, we may lose investor confidence in the reliability of our financial statements, which in turn could negatively impact the trading price of our ADSs or otherwise harm our reputation.*
- *Our business has benefited from certain PRC government tax incentives, most of which have expired.*

#### *Risks Relating to Doing Business in the PRC*

- *Changes in government policies in the PRC could adversely affect our business and prospects.*
- *Uncertainties with respect to the PRC legal system could limit the protections available to our business.*
- *Fluctuation of the Renminbi could materially affect our financial condition, results of operations and cash flows.*
- *The ability of our PRC subsidiaries to make payments to us is subject to PRC regulatory restrictions.*
- *U.S. regulatory bodies may be limited in their ability to conduct investigations or inspections of our operations in the PRC.*
- *Our auditors are currently not inspected fully by the Public Company Accounting Oversight Board.*
- *You may experience difficulties in effecting service of legal process and enforcing judgments against us and our management, and the ability of U.S. authorities to bring actions in the PRC may also be limited.*

#### *Risks Relating to Our ADSs*

- *Our ADSs were delisted from the New York Stock Exchange on December 17, 2018 and are currently being quoted on the over-the-counter market.*
- *Our ADSs are considered penny stock.*
- *The market price for our ADSs has been and may continue to be volatile, which could result in substantial loss to you.*
- *Our controlling shareholder has substantial influence over our company and his interests may not be aligned with yours.*
- *The depositary for our ADSs will give us a discretionary proxy to vote the ordinary shares underlying your ADSs if you do not give voting instructions to the depositary.*
- *Holders of ADSs have fewer rights than shareholders and must act through the depositary to exercise their rights.*
- *You may not receive distributions on our ordinary shares if such distribution is illegal or if any required government approval cannot be obtained in order to make such distribution available to you.*
- *You may be subject to limitations on transfers of your ADSs.*

## **Risks Relating to Our Business and Industry**

***Our operations are affected by the automotive industry in the PRC and our export markets, which in turn are subject to the overall economic environment, government policies and other factors beyond our control.***

Our products mainly consist of steel and aluminum wheels for commercial vehicles. Demand for our products is driven by the production and usage of commercial vehicles, which in turn is affected by the prevailing economic conditions, consumption patterns, availability and quality of transportation networks in our target markets. All of these factors are beyond our control. Fluctuations in demand for our products may lead to downward pricing pressure and increased inventory.

Our operations are also sensitive to changes in the government policies relating to all aspects of the automobile industry. The global automotive industry faces uncertainties due to changing geopolitical circumstances and a faltering global trading system. The implementation, renewal, change or cancellation of any government policies in the future, such as economic stimulus or tightening measures or currency controls, in the PRC or in any of our export markets, may significantly affect our business.

Due to the COVID-19 outbreak in China, the PRC government imposed lockdowns and travel restrictions in the first quarter of 2020. The government policies triggered by the outbreak caused major disruptions in the automobile industry. We saw government restrictions beginning to be lifted in mid-March in nearly all provinces and cities as the COVID-19 infections declined dramatically due to enacted government policies. Entering into the second quarter of 2020, lockdown restrictions have been lifted in nearly all provinces and cities in the PRC.

Measures triggered by the outbreak had adversely affected the PRC automobile industry. March 2020 commercial vehicle sales, reflecting the lockdowns in the PRC, declined by 22.6% year-over-year, with buses down 28.0% and trucks dropping 22.1%, according to CAAM. However, in April 2020, commercial vehicle sales rebounded with growth of 31.6% year-over-year as trucks increased by 34.2% and buses increased by 5.2%, reflecting the opening up of the economy and pent-up demand. After a devastating first quarter, China managed to reopen its economy and close out the year with a positive annual GDP growth. According to the CAAM, commercial vehicle production in China increased by 20.0% in 2020 including a 22.9% increase in truck production. As a market leader in the commercial wheel manufacturing industry, we also completed the year with a strong comeback in our OEM sales with a 51.5% year-over-year increase in total unit sales in the fourth quarter. We believe that, despite the challenges, as a leading commercial wheel manufacturer in China, we are maintaining our market position with our broad OEM customer base and we expect the international markets to recover as the world's economies regain growth momentum when the COVID-19 pandemic comes under better control.

If the demand for our steel and aluminum wheels declines as a result of changes in the automotive industry or does not grow at the pace we anticipate, our business, financial condition, results of operations and prospects may be adversely affected.

***We do not have multi-year contracts with our major customers.***

We rely on our major customers. In 2018, 2019 and 2020, aggregate sales to our five largest customers in our three operating segments—PRC aftermarket, PRC OEMs and international—accounted for 26.5%, 24.8% and 30.9% of our revenue, respectively. Anhui Jianghuai Automobile Group was our largest customers and accounted for 8.7% and 8.1% of our revenue for 2018 and 2019 respectively, and FAW Jiefang Automotive was our largest customer and accounted for 9.9% of our revenue for 2020. Although we generally have longstanding business relationships with our major customers, we do not have multi-year contracts with almost all such customers.

We classify our customers into three groups. The first group consists of PRC distributors that purchase our products for resale to aftermarket end-users, which use our products as replacements for worn out or lower quality wheels in used commercial vehicles. The second group consists of PRC OEMs that purchase our products for incorporation into the commercial vehicles they are producing. The third group consists of international distributors and OEMs. Our contractual relationship with customers is generally defined by the group that they belong:

- For our distributor customers in the PRC, we sign distribution agreements with our tier-one distributors and our exclusive tier-two distributors. These agreements are automatically renewed every year unless terminated by the parties. We do not enter into contracts with our non-exclusive tier-two distributors.

- For our OEM customers in the PRC, we sign framework agreements that are renewable every year by mutual agreement. Under these framework agreements, the volume of products to be sold in any given period is not fixed, but the price is fixed and periodically revised based on the market price of steel and/or mutual agreement between the parties.
- For our international customers, we often sign strategic cooperation agreements with our larger customers. These agreements are renewable every three years by mutual agreement. Sales price and volume are specified in individual purchase orders made under the agreements. Other international customers purchase our products pursuant to standalone purchase orders.

None of the contracts with our major customers contain guarantees on minimum sales volumes or prices for multiple years. We therefore cannot assure you that future sales to our major customers would equal or exceed our previous sales or would continue to exist at all. As the existing agreements with our customers expire, we may be unable to renew these agreements with our desired customers on favorable terms in a timely manner or at all. As a result, our business, financial condition, results of operations and prospects may be adversely affected.

***Any weakening of our distribution network could lead to a reduction of our revenue or our revenue growth.***

PRC aftermarket sales accounted for a significant portion of our revenue. Sales in this operating segment are made to end-users in the aftermarket in the PRC through our nationwide distribution network. As of December 31, 2020, this network consisted of 3,228 distributors in the PRC, including 23 tier-one distributors, 2,072 exclusive tier-two distributors and 1,133 non-exclusive tier-two distributors. Our five largest tier-one distributors accounted for 11.2%, 12.9% and 8.3% of our revenue in 2018, 2019 and 2020, respectively.

Our revenue growth would depend on our ability to engage new distributors and expand volume with existing distributors. We cannot assure you that our business relationships with any of our existing distributors will continue or such existing distributors will purchase our products in the same quantities or at the same prices as in prior years. Competition for distributors in our industry is intense. We compete for distributors against companies that may have greater financial resources or name recognition in certain markets, broader product selection and more favorable pricing than us. If we lose one or more major distributors and are unable to replace them at similar terms in a timely manner or if we fail to develop relationships with new distributors, we may be unable to effectively market and sell our products.

Further, tier-one distributors are not the ultimate end-users of our products. Their orders for our products depend on their downstream sales to tier-two distributors and such distributors' sales to the ultimate end-users. We cannot be certain that our tier-one distributors will maintain their relationships with tier-two distributors or such tier-two distributors will effectively sell our products to the ultimate aftermarket end-users.

If we fail to maintain our relationship with tier-one distributors; our tier-one distributors fail to maintain relationship with tier-two distributors; or our tier-two distributors fail to effectively sell our products to end-users, our business, financial condition, results of operations and prospect could be adversely affected.

***Any breach by our distributors of their agreed arrangements could negatively affect our products sales or subject us to liability.***

Our products are sold to the PRC aftermarket through distributors. We divide our distributor customers into two types: tier-one and tier-two. Tier-one distributors have contracts with us. These contracts prohibit them from selling commercial wheel products of other manufacturers and require them to sell our products at our suggested prices and in designated sales regions. We generally select our tier-one distributors based on business reputation, size, industry and sales experience, quality of the management team and prior sales performance.

Tier-two distributors source our products from tier-one distributors. Some of our tier-two distributors sell our products on an exclusive basis by sourcing them from the tier-one distributor in their designated sales region. We have annually renewable three-party distribution agreements with exclusive tier-two distributors and their tier-one distributor. These contracts prohibit them from selling commercial wheel products of other manufacturers and require them to follow our branding and marketing requirements. Other tier-two distributors sell our products along with products manufactured by our competitors. We generally do not have contracts with non-exclusive tier-two distributors.

Tier-one distributors and exclusive tier-two distributors are supported by our sales and marketing team. The team also monitors their activities regularly to ensure that they comply with our sales guidelines, policies and procedures. We, however, cannot assure you that our tier-one distributors and exclusive tier-two distributors will fully comply with their contractual obligations to us. For example, they may:

- fail to meet sales targets for our products in accordance with relevant agreement;
- sell our products outside their designated regions, possibly in violation of the exclusive distribution rights specified in the relevant agreement;
- fail to maintain requisite licenses or otherwise comply with regulatory requirements when selling our products;
- sell competing products; or
- violate anti-corruption or other applicable laws during the course of the marketing and sale of our products.

We have no direct relations with most of our non-exclusive tier-two distributors. Our contracts with tier-one distributors contain our sales policies and restrictions, and we depend on our tier-one distributors to enforce these arrangements against our non-exclusive tier-two distributors. As a result, we have limited ability to manage the activities of our non-exclusive tier-two distributors, and we may not be able to timely mitigate or correct any non-compliance by such distributors with our sales policies and restrictions.

If our distributors do not comply with our agreements with them or if they violate applicable laws or otherwise engage in illegal practices with respect to their sales and marketing of our products, then our brand and reputation may be harmed or our sales activities may be disrupted. We could also be liable for such actions by our distributors.

***Our international sales are subject to political or economic challenges such as trade barriers and preferential trade arrangements.***

Some of our products are exported to Thailand and more than 26 other countries worldwide. We sell our products in these markets through international distributors, which accounted for 12.4%, 11.5% and 9.3% of our revenue in 2018, 2019 and 2020, respectively. As a result, our operations and financial performance are affected by their social, economic, political and regulatory conditions. Furthermore, regulations and policies affecting trade and bilateral relations between the PRC and the countries and regions to which we export our products can adversely affect our international sales in those countries and regions.

We intend to expand our international sales, particularly sales in Southeast Asia. However, we may not be successful in expanding our international sales or operations or benefiting from any such expansion, due to the following factors:

- fluctuations in foreign exchange rates;
- inability to execute or manage international expansion;
- instability of local political and economic conditions;
- difficulties caused by cultural or language differences;
- inability to timely attract or train sufficient experienced staff and skilled workers in each international market;
- increasing costs and expenses associated with maintaining marketing and sales efforts or establishing other operations outside the PRC;
- difficulty and costs relating to compliance with different commercial and legal requirements of various international markets, including but not limited to any permits, licenses, registrations or certificates that may be required in those markets;
- inability to obtain, maintain or enforce intellectual property rights; and
- trade barriers such as export requirements, tariffs, taxes and other restrictions and expenses (including anti-dumping duties as discussed below), which could increase the prices of our products and make us less competitive in some countries and regions.

Import taxes, anti-dumping duties or other protection measures could have an adverse impact on the prices and sales of our export products and may significantly divert the resources and attention of our management. Furthermore, preferential trade arrangements between our expansion targets and other countries may be a barrier for us to successfully expand our international sales. For example, the member states of ASEAN (i.e. the Association of Southeast Asian Nations, comprising ten countries in Southeast Asia including Vietnam and Thailand) reduced their intra-regional tariff on automobiles from 50% in 2015 to 30% in 2017 through their Free Trade Agreement. The tariff was further reduced to 0% in 2018, which remained the same in 2019 and 2020, for completely built units of automobiles, resulting in a major challenge for domestic manufacturers and lowering demand for our products.

If we are unable to successfully expand our international sales or operations, our business, financial condition, results of operations and prospects may be materially and adversely affected.

***We may not be able to prevent the distribution of our products to countries, governments, entities or persons targeted by United States economic sanctions, especially when we sell our products to independent non-U.S. distributors over which we have limited control.***

The U.S. Department of the Treasury's Office of Foreign Assets Control administers U.S. economic sanctions, which restrict U.S. persons and, under limited circumstances, foreign entities, in conducting activities, transacting business with or making investments in certain countries, governments, entities and individuals that are the subject of U.S. economic sanctions. U.S. persons are also generally prohibited from facilitating such activities or transactions engaged in by non-U.S. persons.

Historically, a small portion of our export products were sold to independent non-U.S. distributors located in countries subject to U.S. economic sanctions. We ceased selling our products to U.S. sanctioned countries in October 2010 and have implemented measures to prevent any future sales of our products to any sanctions targets. We believe that, under their current terms, U.S. economic sanctions do not apply to our historical activities with respect to the sanctioned countries named above. Due to our limited control over our independent non-U.S. distributors, however, we may be unable to prevent all potential resales or transfers of our products to sanctions targets. We do not always know the end-users to whom our distributors resell our products, and, although we have required our distributors to covenant with us not to resell our products to sanctions targets, one or more of our distributors may breach that covenant.

If our activities are found to violate applicable sanctions or other trade controls, our reputation could be adversely affected, some of our U.S. investors might be required to sell their interests in our company under the laws of certain U.S. states or under internal investment policies or might decide for reputational reasons to sell such interests, and some U.S. institutional investors might forgo the purchase of our ADSs, all of which could materially and adversely affect the value of our ADSs and your investment in us.

***We rely on a limited number of suppliers for steel and locking rings, which are materials important to our production.***

Steel accounts for a substantial portion of our current total raw material requirements. Our manufacturing process requires us to procure steel that meets certain specifications, and we purchase such steel from a handful of established key suppliers. Although there are alternative steel suppliers in the market, any disruption in steel from our key suppliers may disrupt our manufacturing operations until we can secure customized steel from other suppliers at similar pricing and other terms in a timely manner. We cannot assure you we will always be able to secure customized steels from alternative suppliers in a timely manner at commercially acceptable terms, or at all.

We typically enter into annual supply agreements with our steel suppliers. We cannot assure you that our annual agreements with the relevant suppliers will be renewed on a timely basis, on the same terms as we have previously received or at all. We do not hedge or otherwise fix supply prices in advance by contract, although we typically increase our inventory of steel when prices decline and limit our purchases to the extent possible when steel prices increase. Accordingly, we cannot assure you that we will be able to purchase sufficient quantities of the appropriate types of steel for our various products at the prices we have historically paid.

Locking rings is a key component used in our production of tubed steel wheels. We source a majority of our locking rings from a limited number of suppliers. Similarly, we may be unable to obtain adequate supplies of locking rings at or lower than the prices we have historically paid. If any of the above events occur, our business, financial condition, results of operations and prospects could be adversely affected.

***We are subject to risks associated with the volatile prices and availability of raw materials and utilities.***

Steel, the key material for our products, is a commodity with frequently fluctuating prices. In addition to steel, utilities, particularly electricity, are another significant input in our manufacturing process. Given the strong sales of our aluminum wheel products and our intention to develop this product segment, our demand for aluminum will increase as well.

Raw materials and utilities are priced based on many factors, such as global demand and supply conditions in the underlying commodities or fuel and economic conditions. Any shortages or interruptions in the supply chain may result in an increase in their prices, and we may not be able to pass on these increases in prices to our customers or find alternative sources at competitive prices. We cannot assure you that such shortages or interruptions will not occur in the future. Alternatively, if the prices of raw materials decrease significantly, especially in the case of steel, which we typically increase our purchases when prices decline, we may have to reduce the prices we charge for our products to remain competitive. This may require us to write down the value of inventory on hand that we purchased prior to such decrease in prices. If any of these events occurs, our business, financial condition, results of operations and prospects may be adversely affected.

***We operate in a highly competitive industry with a relatively small OEM customer base and a trend towards consolidation.***

We operate in a highly competitive industry. For our PRC sales, we primarily compete with Shandong Xingmin Wheel, Dongfeng Motor Wheel, Changchun FAWAY Automobile Components, Xiamen Sunrise Wheel and Alcoa Inc, Zhejiang Jingu Company Limited. For our international sales, we primarily compete with local wheel manufacturers in our target markets. Our success depends, among other things, on our ability to maintain and improve our products and production capabilities to meet the needs of our existing and new customers. In particular, there is intense competition for a limited number of OEM customers. If our products do not meet the requirements of our customers, if our competitors offer better products or more competitive prices for similar products or if our products otherwise fail to compete successfully in the industry, our financial performance may be adversely affected.

In addition, there is increasing consolidation within the commercial wheel industry in the PRC. If we fail to maintain or increase our market share, this consolidation in our industry could cause our competitors to develop advantages over us in their available capital, per-unit cost in manufacturing operations, purchasing power with suppliers, pricing power with customers, scale of distribution network, brand recognition and other factors that could adversely affect our business, financial condition, results of operations and prospects.

***Changing market trends cause constant shifts in preferences among product types, and we may not react in time to meet varying market demands.***

The market for commercial wheels is constantly evolving, with demand for different types of wheels shifting over time. For example, it is anticipated that tubeless steel wheels will gradually displace demand for tubed steel wheels and that there will be a shift from steel wheels to aluminum wheels. These trends are driven by a desire for wheels that provide greater safety and/or fuel efficiency. Successfully meeting the changing market demands will be critical for us to remain competitive in the industry.

Changing market trends may affect our existing and planned products. We anticipate incurring significant costs to appropriately accommodate changing market trends. For example, we have developed new energy-saving and environmentally friendly steel wheels, such as the “Tulou Steel wheel”, “Stone arch the wheel”, “fan wheel” and Lightweight wheels, and aluminum wheels for various types of vehicles such as high-end minibuses and devoted substantial efforts toward the promotion of these products, including cooperating with large logistics companies in the PRC to allow their customers to test-install and try out our light-weight wheels. We have devoted significant financial and other resources to these activities and expect to incur additional costs in the future.

We may not be successful in keeping up with or foreseeing changing demands in the market, and we may not otherwise realize the full benefit of our investments made in anticipation of any particular market trend. Although we actively engage in research and development activities to keep up with changing market demands, we cannot assure you that we will successfully meet future market demands. Any of these factors could adversely affect our business, financial condition, results of operations and prospects.

***Our product development efforts, especially our efforts to develop aluminum wheel products, may not result in successful new products that meet changing market demands.***

Product development is important to our competitiveness and business growth. We devote significant resources to enhance our manufacturing processes, improve existing products and introduce new products to meet changing market demands. In particular, we focus on the research and development of aluminum wheels for commercial vehicles.

We launch new projects from time to time as we continue to develop new and enhanced steel wheels and further enhance our research and development efforts in aluminum wheels. As a percentage of revenue, we expect our research and development expenses to remain relatively stable for the foreseeable future. Research and development activities, however, are inherently uncertain, and the success of our new products will depend on a number of factors, including product quality, competition, customer acceptance, price, general market conditions, government policies, our ability to reflect customer feedback into our new products, our ability to accurately assess technological trends and customer needs and the strength of our marketing and distribution capabilities.

Comparing with steel wheel products, we have limited experience in designing and producing aluminum wheels on a commercial scale. We expanded into the aluminum wheel market in 2015, and the market has remained a challenge for us. The production of aluminum wheels differs from that of our existing steel wheel products. For example, aluminum wheels require certain manufacturing equipment and techniques different from those used for steel wheels. Therefore, we may not be successful in the aluminum wheel market. Our competitors may be able to introduce aluminum wheels to markets faster than us, adopt more efficient manufacturing techniques, or develop products that are more effective or commercially attractive than ours. If we fail to succeed in the aluminum wheel market, our business, financial condition, results of operations and prospects may be materially and adversely affected.

***We may not successfully manage utilization rates in our production facilities.***

Our future success depends on, among other things, our ability to reach and maintain an optimal production capacity and to maximize the utilization rate of our production capacity. If we fail to achieve either, we may be unable to benefit from economies of scale to decrease our cost per wheel, apply capital efficiently, improve our profitability, maintain our leading competitive position in the commercial wheel industry, or meet customer needs.

As of December 31, 2020, our manufacturing facilities had a designed annual production capacity of approximately 15.5 million units of steel and aluminum wheels, of which 9.5 million units were tubed steel wheels, 5.5 million units were tubeless steel wheels, 33,600 units were off-road steel wheels and 0.5 million units were aluminum wheels.

We have significantly expanded our production capacity and are planning to steadily expand our manufacturing facilities further in the long-term, depending on market conditions. Demand for our products may exceed our production capacity in future periods, in which case we may be required to further expand our production capacity to maintain or increase our market share. However, such future expansion is subject to significant risks and uncertainties, including:

- the need to raise significant additional funds to purchase additional production equipment or to build additional factories, which we may be unable to obtain on commercially viable terms or at all;
- cost overruns and delays as a result of a number of factors, many of which are beyond our control, such as increased costs associated with equipment procurement;
- delays or denial of required approvals by government authorities;
- failures to obtain adequate land or buildings that are suitable for our manufacturing facilities and with geographic proximity to regions with demand for our products or with adequate shipping facilities, utilities and labor pools;
- production inefficiency or inadequate quality control from new or expanded manufacturing facilities;
- inability to quickly implement an adequate set of financial controls to track the increased scale of our business;
- inability to attract, retain or appropriately train and manage new personnel; and
- delays in commencing operations at our new or expanded facilities.

After any expansion of production capacity, the utilization rate of our expanded production capacity may not be satisfactory due to various factors, many of which are beyond our control, including unfavorable market conditions, unanticipated disruptions in our operations, which may impact our ability to manufacture products or make timely deliveries to our customers, and inadequate access to raw materials, labor or other inputs required for our manufacturing operations. As a result, we cannot assure you that we will always be able to adequately utilize our production capacity at any given time. If we fail to appropriately expand and manage our production capacity, our business, financial condition, results of operations and prospects may be adversely affected.

***We may seek to expand through acquisitions but may fail in our integration efforts, which could deny us the anticipated benefits from such acquisitions.***

To continue our growth, we may acquire businesses, manufacturing facilities, technologies or know-how that we believe would benefit us in terms of product development, manufacturing or distribution.

As we have limited experience with acquisitions, we may experience:

- difficulties in integrating the acquired companies, technologies, personnel or products into our existing business, particularly integrating different quality management, customer relationship management and other business functions;
- delays or failures in realizing the benefits from any acquired company, products or know-how, which could result from, for example, delays in governmental approvals of products developed by acquired businesses;
- diversion of our management's time and attention from other business concerns;
- higher costs of integration than we anticipated; or
- difficulties in retaining key employees of any acquired business who are necessary to manage these acquisitions.

If we acquire businesses that operate outside the PRC or offer products that are different from our existing products, these risks may increase because of our limited experience in operating such businesses.

An acquisition could also materially impair our results of operations by causing us to incur debt or requiring us to amortize acquired intangible assets. We may also discover deficiencies in internal controls, data adequacy and integrity, product quality and regulatory compliance, and product liabilities in acquired businesses which we did not uncover prior to such acquisition. As a consequence, we may become subject to penalties, lawsuits or other liabilities. Any difficulties in the integration of acquired businesses, product or technologies or unexpected penalties, lawsuits or liabilities in connection with acquired businesses, product or technologies could have a material adverse effect on our business, financial condition and results of operations.



***We depend on the continuing efforts of our executive management team and other key personnel. Losing their services would severely disrupt our business and operations.***

Our future success depends substantially on the continuing services of our senior management team, in particular, Mr. Jianhui Lai, our founder, chairman, chief executive officer and controlling shareholder. Mr. Lai has over 20 years of experience in the commercial wheel industry, particularly in managing vehicle wheel businesses. Mr. Lai's experience and efforts have been instrumental in the development of our company. If Mr. Lai or any of our other senior executives or key personnel are unable or unwilling to remain with our company, we may not be able to replace them with appropriate candidates, our business may be disrupted and our business, financial condition, results of operations and prospects may be materially and adversely affected.

We do not maintain key-man insurance for members of our management team or any of our other key personnel. If we lose the services of any member of our senior management team or key personnel, we may not be able to locate suitable or qualified replacements, and we may incur additional expenses to recruit and train new personnel, which could severely disrupt our business and prospects. In addition, if any member of our senior management team or any of our other key personnel joins a competitor or forms a competing company, we may lose some of our customers and trade secrets. While we generally attempt to protect our trade secrets by entering into non-disclosure, confidentiality and non-competition agreements with our executive officers as well as key personnel who have access to sensitive and confidential information, we cannot assure you that, in light of uncertainties associated with the PRC legal system, these agreements could be enforced in the PRC.

***A skilled labor force is important to our business, and our failure to continue to attract, train and retain our highly qualified technical personnel could undermine our long term growth.***

Our success will depend, to a significant extent, on our ability to attract, train and retain technical experts, research and development personnel, engineers, post-sales services personnel and sales and marketing personnel, particularly those with expertise and experience in the automotive or automotive component industry. There is substantial competition for those professionals, and there can be no assurance that we will be able to continuously attract or retain them. If we are unable to attract and retain valuable employees, to keep pace with our expected growth, our business, financial condition, results of operations and prospects may be materially and adversely affected.

***Labor costs in the PRC may continue to increase.***

Labor is a key component of our manufacturing operations. Our total staff costs in 2018, 2019 and 2020 were RMB274.4 million, RMB262.8 million and RMB280.1 million (US\$42.9 million), which represented 8.7%, 10.5% and 15.8% of our revenue in each of those years, respectively. Our manufacturing facilities are located in the PRC. As the PRC economy continues to develop, its labor force is becoming more educated and is undergoing other demographic changes. Labor law requirements and changing demographic factors may increase our costs of labor in the PRC.

A significant increase in labor costs for our operations in the PRC could adversely affect our business, financial condition, results of operations and prospects. The number of available workers for our manufacturing operations may decrease. Our current workers may demand higher wages. In addition, increases in the size or number of our competitors or other manufacturing businesses may adversely affect our ability to recruit and retain workers for our own manufacturing operations.

***We are subject to credit risks of our customers, and our trade receivables are relatively large.***

Our customers may default in their payments to us from time to time. We conduct regular reviews of our credit exposure to our customers. Credit risk arises from events and circumstances beyond our control, and many are difficult to anticipate or detect, such as an economic downturn or deterioration in the financial position of our customers. As of December 31, 2018, 2019 and 2020, we had trade receivables of RMB527.0 million, RMB369.7 million and RMB395.2 million (US\$60.6 million), respectively, which represented 16.7%, 14.8% and 22.3% of our revenue in each of those years, respectively.

We offer different credit terms for customers in different operating segments:

- For our PRC aftermarket sales, our tier-one distributors are required to provide us a credit deposit typically equal to approximately one-month of their indicative annual purchase amount. Depending on the actual sales amount, we typically provide our tier-one distributors a credit term of 45 to 55 days from the delivery of our products.
- For our PRC OEM sales, we typically provide our OEM customers a credit term of 90 days from the delivery of our products, depending on the sales amount.
- For our international sales, we typically provide our customers a credit term of 30 days from delivery of our products. For certain new international customers, we require payment of the entire purchase price at the time of purchase.

If our customers fail to timely pay us, require us to extend credit to them beyond our customary payment periods or otherwise default on their payments in an amount in excess of any previously paid deposit, we may be unable to generate sufficient cash flow to meet our cash flow requirements, and we would need to make provisions for doubtful debts or incur bad debt write-offs, which may adversely affect our financial performance. Disputes which arise due to default in payment by customers may also incur time and substantial costs in claiming for such payments and thus affect our liquidity, business, financial condition, results of operations and prospects.

***Our operating results may fluctuate considerably from quarter to quarter, and these fluctuations could have an adverse effect on the price of our ADSs.***

Our results of operations have fluctuated in the past and may continue to fluctuate significantly from quarter to quarter as a result of a number of factors, many of which are beyond our control, including:

- seasonal or periodic fluctuations in our customers' and end-users' businesses, which could cause variability or unpredictability in the volume and timing of our customers' purchase orders;
- price fluctuations and shortages of raw materials that we purchase from suppliers;
- our ability to expand our internal production capacity to meet customer demand in a timely and cost efficient manner;
- foreign currency fluctuations, particularly fluctuations in the exchange rates of the Renminbi and U.S. dollar;
- our success in maintaining, establishing and expanding customer relationships;
- changes in our manufacturing costs, selling prices and revenue mix;
- timing of new product or technology developments, announcements, or introductions by us or our competitors and other developments in our competitive environment;
- changes in the regulatory environment of our industry; and
- economic, political and other conditions in the PRC and elsewhere.

Historically, our revenues have typically been higher in the second and fourth quarters and lower in the first and third quarters of each year. We cannot be certain if or how our results of operations will be affected by seasonal trends in future periods.

In addition, if our revenue in a particular quarter is lower than expected, we may be unable to reduce our operating expenses, in particular our advertising and promotion expenses, for that quarter by a corresponding amount. This could have a material adverse effect on our operating results for that quarter. You should not rely on our results from any quarter as an indication of future performance. Quarterly variations in our operations could result in significant volatility in the market for our ADSs. The occurrence of any of the risks described above could result in harm to our business, financial condition, results of operations and prospects, especially if it continues for a period of time or is not mitigated in subsequent periods.

The consequences of the COVID-19 outbreak in the PRC to economic conditions and the automobile industry in general, and the financial position and operating results of our Company in particular, have been material in the first quarter of 2020. The resulting unavoidable lockdowns and travel restrictions in the PRC have caused major disruptions in the automobile industry, affecting customers, supply chains, workers, service networks and other automobile-related occupations as well as a massive disruption to the movement of products and people in the first quarter of 2020. Our operational and financial results during the first quarter of 2020 were adversely affected by these impacts. After a devastating first quarter, China managed to reopen its economy and close out the year with a positive annual GDP growth. According to the CAAM, commercial vehicle production in China increased by 20.0% in 2020 including a 22.9% increase in truck production. As a market leader in the commercial wheel manufacturing industry, we also completed the year with a strong comeback in our OEM sales with a 51.5% year-over-year increase in total unit sales in the fourth quarter of 2020.

***Our business operations could remain successful, but we may record a significant charge to earnings if the value of our tangible and intangible assets are impaired due to changes in external factors unrelated to our operations.***

We are required under International Financial Reporting Standards to test for impairment on tangible and intangible assets annually or more frequently when events or changes in circumstances indicate the carrying value may not be recoverable. We need to consider information from both external sources (such as market interest rates, significant adverse changes in the technological, market, economic or legal environment in which we operate, market capitalization being lower than net assets) and internal sources (such as internal restructurings, evidence of obsolescence or physical damage to the asset). We may be required to record a significant charge to earnings in our financial statements during the period in which any impairment of our tangible and intangible assets is determined. In 2020, we experienced significant drop in revenue and gross loss. We therefore performed an impairment review of the recoverable amount of our non-financial assets and determined that RMB54,000,000 (US\$8,276,000) impairment loss was made to the carrying amounts of our property, plant and equipment for the year ended December 31, 2020. No impairment was considered necessary for the year 2019.

***Our patents, trademarks and other intellectual properties are important assets for our business; if we are unable to protect them, or if other parties claim we are infringing their intellectual property, then our business, financial condition, results of operations and prospects may be materially and adversely affected.***

We own a large portfolio of intellectual property rights in the PRC to protect the technologies, inventions and improvements significant to our business, and we believe that this portfolio is important for us to maintain a competitive advantage in the marketplace. As of December 31, 2020, we owned 82 patents in the PRC and 656 trademarks registered with the PRC Trademark Office. We are currently in the process of applying for 8 additional trademarks in the PRC. We also have a number of trademarks and trademark applications in other countries.

Our success will depend in part on our ability to obtain and enforce protection for patents, trademarks and other intellectual property against third-party challenges. Our efforts may not be successful due to the following limitations:

- We will only be able to protect our patents, trademarks and other intellectual properties from unauthorized use by third parties to the extent that we have valid and enforceable intellectual property rights with respect to these properties. Furthermore, the degree of future protection of our intellectual property rights is uncertain because legal means may only provide limited protection and may not adequately protect our exclusive proprietary interest or permit us to gain or keep our competitive advantage.
- We rely primarily on intellectual property laws and contractual arrangements with our employees and others to protect our intellectual property rights. We have entered into agreements with our executive officers and employees involved in technology and research and development, under which intellectual property during most of their employment belongs to us, and they waive all relevant rights or claims to such intellectual property. Generally, our executive officers and employees involved in technology and research and development are also bound by a confidentiality obligation and have agreed to disclose and assign to us inventions conceived by them during their term of employment.
- While we actively take steps to protect our intellectual property rights, such steps may not be adequate to prevent the infringement or misappropriation of our intellectual property. The counterparties to our confidentiality agreements may not follow such agreements, or our confidentiality agreements may not be enforceable or provide an adequate remedy in the event of unauthorized use or disclosure. Infringement or misappropriation of our intellectual property could harm our business and leading market position.
- We have sold, and expect to continue to sell, a significant portion of our products outside the PRC, where we currently have no patent protection. In these jurisdictions, others may obtain patents for substantially equivalent technologies or processes and prevent us from selling any of our products that infringe those foreign patents in those countries.

Our competitors are also developing and seeking patent protection for technologies in connection with the manufacturing of steel wheels. We expect our competitors to continue to take steps to protect these technologies, including seeking patent protection. There may be patents issued or pending held by others that cover significant parts of our technology or business methods. Disputes over rights to these technologies may arise in the future. We cannot be certain that our products do not or will not infringe valid patents or other intellectual property rights held by third parties. As a result, we may be subject to legal proceedings and claims from time to time relating to the intellectual property of others.

If we are not able to protect our patents, trademarks and other intellectual properties, we will not be able to exclude competitors from developing or producing competing products using the relevant technologies or processes. Similarly, if other parties assert claims that we are infringing their intellectual property, they may be able to prevent us from using certain technologies or processes or from producing certain types of products. Any of these situations may adversely affect our business, financial condition, results of operations and prospects.

***Our future capital needs are uncertain, and we may not be successful in raising sufficient funds in the future, particularly to fund our expansion activities.***

Our business is capital intensive. We believe that our current levels of cash and cash flows from operations, combined with funds available to us through financing will be sufficient to meet our anticipated cash needs for at least the next 12 months. However, we may need additional cash resources in the future if we experience changed business conditions or other developments or if we wish to pursue opportunities for investment, acquisition, strategic cooperation or other similar actions.

Further, our expenditures may exceed our current expectations. Unexpected increases in expenditures could occur for a number of reasons, including, for example, if we devote a significant amount of financial resources to expansion of production capacity or to the research and development of new products or manufacturing techniques that we believe to have significant commercial potential. In particular, we require a significant amount of capital for the expenditures on the purchase of property, plant and equipment.

Our ability to raise additional funds in the future is subject to a variety of uncertainties, including:

- market conditions for capital-raising activities by PRC-based companies, such as investors' perception of, and demand for, securities of PRC-based auto component manufacturers;
- the regulatory environment, including regulation of our industry and PRC governmental policies relating to foreign currency borrowings;
- our future financial condition, results of operations and cash flows; and
- economic, political and other conditions in the PRC and elsewhere.

We cannot assure you that financing will be available in amounts or on terms acceptable to us, if at all. Any failure by us to raise additional funds that are necessary for our operations on terms favorable to us could have a material adverse effect on our liquidity and financial condition.

***If we raise additional funds, we may dilute existing shareholders or increase our debt, which in turn could restrict our operations or ability to pay dividends.***

We have relied on our internal cash and cash generated from our operations to fund our operations and expansion. There can be no assurance that our internal cash and the cash flow generated by our operations will be sufficient to fund our future operations and expansion plans. If our revenue is not sufficient to meet our operational needs and capital requirements or if we have future liquidity needs or other business reasons to seek other sources of funding, we may need (or we may elect) to sell additional equity or debt securities or borrow funds to raise capital. The sale of additional equity or equity-linked securities could result in additional dilution to our shareholders and a reduction in the price of our ADSs. The incurrence of additional debt would result in increased debt service obligations and could result in operating and financing covenants that would restrict our operations or our ability to pay dividends. As a result, we may be more vulnerable to general adverse economic and industrial conditions, be limited in our ability to pursue our expansion plans, be required to allocate a significant portion of our cash flow from operations to repay our debts, reducing the availability of our cash flow to fund capital expenditures, working capital and other corporate purposes, and limiting our flexibility in planning for, or reacting to, changes in our business and the market environment.

***If we fail to maintain an effective system of internal control over financial reporting, we may lose investor confidence in the reliability of our financial statements, which in turn could negatively impact the trading price of our ADSs or otherwise harm our reputation.***

Section 404 of the Sarbanes-Oxley Act of 2002 requires public companies to include a report of management on the effectiveness of such companies' internal control over financial reporting in their annual reports.

Our management conducted an evaluation of the effectiveness of our internal control over financial reporting and concluded that our internal control over financial reporting was effective as of December 31, 2020. However, if we fail to maintain effective internal control over financial reporting in the future, our management may not be able to conclude that we have effective internal control over financial reporting in accordance with the Sarbanes-Oxley Act of 2002. Moreover, effective internal control over financial reporting is necessary for us to produce reliable financial reports. Any failure to maintain effective internal control over financial reporting could also result in the loss of investor confidence in the reliability of our financial statements, which in turn could negatively impact the trading price of our ADSs or otherwise harm our reputation. Furthermore, if we fail to maintain effective internal control over financial reporting in the future, we may also need to incur additional costs and use additional management and other resources in an effort to comply with Section 404 of the Sarbanes-Oxley Act of 2002 and other requirements going forward.

***If our manufacturing operations are found to be in violation of any environmental, health and safety regulations, we will be liable for fines and other penalties, including suspending production or ceasing operations, civil or criminal claims resulting in potentially significant monetary damages, adverse publicity and other negative consequences.***

Our production process primarily generates and discharges waste water, waste gas, noise and solid waste, and we are required to comply with certain national and local environmental, health and safety regulations. We believe that we have instituted environmental, health and safety procedures and measures that comply with the relevant regulations in the PRC in all material respects. We also sell certain of our solid waste, such as scrap steel, to third parties, including recycling stations. However, we cannot completely eliminate the environmental, health and safety risks associated with our waste materials. If more stringent regulations are adopted in the future, the costs of compliance with these new regulations could be substantial. If we fail to comply with present or future environmental, health and safety regulations, we could be subject to regulatory actions, fines and other penalties, including suspending production or ceasing operations, civil or criminal claims resulting in potentially significant monetary damages, adverse publicity and other negative consequences, all of which could have a material adverse effect on our reputation, business, financial condition, results of operations and prospects.

***Our business has benefited from certain PRC government tax incentives, most of which have expired.***

Our PRC subsidiaries are subject to PRC enterprise income tax at a statutory rate of 25.0%, except for (i) Zhengxing Wheel, which was recognized as a “High and New Technology Enterprise” and enjoyed a preferential tax rate of 15.0% from 2008 to 2022 (ii) Zhengxing Group Langfang Wheel Co., Ltd., which was recognized as a “High and New Technology Enterprise” and enjoyed a preferential tax rate of 15.0% from 2009 to 2014, (iii) Zhengxing Group Hefei Wheel Co., Ltd., which was recognized as a “High and New Technology Enterprise” and enjoyed a preferential tax rate of 15.0% from 2010 to 2015, (iv) Hua’an Zhengxing Wheel Co. Limited, which was recognized as a “High and New Technology Enterprise” and enjoyed a preferential tax rate of 15.0% from 2017 to 2022 and (v) Zhengxing Group Chengdu Wheel Co., Ltd., which is an entity incorporated in the western region of the PRC in July 2004 and with more than 70.0% of its total income from the business of a state-encouraged industry and is entitled to a preferential tax rate of 15.0% from its date of inception to the end of 2030.

These preferential income tax rates are subject to periodic review and renewal by PRC authorities. If our subsidiaries fail to maintain their preferential tax status, their applicable enterprise income tax (EIT) rate may increase to up to 25.0%, which could have a material adverse effect on our results of operations. We cannot assure you that we will be able to maintain our current effective tax rate in the future.

We also benefit from PRC tax policies designed to encourage exports. In the PRC, steel and aluminum wheels are subject to a value-added tax, or VAT, of 13.0%, but we receive a full rebate of or exemption from the VAT for the steel and aluminum wheels exported by us. The value of these VAT exemptions and rebates amounted to approximately RMB62.3 million, RMB43.4 million and RMB23.0 million (US\$3.5 million) in 2018, 2019 and 2020, respectively. However, these VAT exemptions and rebates for exported steel wheels may be eliminated by the PRC government. If this occurs, our business, financial condition, results of operations and prospects may be materially and adversely affected.

***We may suffer uncompensated losses from events that disrupt our operations because we do not have adequate insurance.***

We currently only maintain insurance covering our major fixed assets, equipment and machinery. Our manufacturing operations are subject to risks including fire, theft, labor disputes, equipment breakdown or failure, natural disasters and non-compliance with the applicable laws or regulations. If any of these events occur at our manufacturing facilities, our manufacturing operations may be materially and adversely disrupted. There is no certainty that our insurance for our major fixed assets, equipment and machinery is sufficient to indemnify us against the losses that may arise from such events. We do not currently maintain insurance coverage for business interruption, product liability or death of key members of management. If an event occurs for which we have inadequate or no insurance coverage, our business, financial condition, results of operations and prospects may be adversely affected.

**Risks Relating to Doing Business in the PRC**

***The PRC has experienced a slowdown in its economic development, and the future performance of the PRC economy could adversely affect our business and prospects.***

We conduct most of our business and generate substantially all of our revenues in the PRC. Economic conditions in the PRC are sensitive to global economic conditions, changes in government policies and the expected or perceived overall economic growth rate in the PRC. We expect the PRC economy in the near future to be susceptible to challenges and uncertainties, such as the following:

- While the PRC economy has experienced significant growth in the past 30 years, such growth may not continue. The growth rate of the PRC real gross domestic product, or GDP, declined from approximately 7.7% in 2012 to 6.1% in 2019 and 2.3% in 2020 with impact of COVID-19. Because of the domestic and international challenges the PRC faces from time to time, its GDP growth rate may further decline.
- COVID-19, a disease caused by a novel strain of coronavirus, has spread globally, and the World Health Organization declared the outbreak of COVID-19 a pandemic on March 13, 2020. The outbreak of the COVID-19 pandemic and its impact could cause a global recession and a significant slowdown in the economic development in many countries, including the PRC, and even long-term economic depression. The global economy may continue to deteriorate in the future. As the PRC is increasingly connected with the rest of the world, any slowdown or decline of global economy could adversely impact its economy in various respects, including reduced exports, decreased consumer spending, higher unemployment levels, lower business confidence and continued volatility of financial markets.
- The US-China trade war started in January 2018 and has kept escalating. Both countries have introduced tariffs on goods traded with the other. Despite the phase one trade deal reached between the PRC and the United States, there is no assurance that the trade disputes between the two countries can be fully resolved in the near future. Recently there have been heightened tensions in the economic relations between the United States and the PRC. The adoption and expansion of trade restrictions or other governmental action related to tariffs or trade policies has the potential to adversely impact the PRC economy.

- The global macroeconomic environment is facing challenges. There is considerable uncertainty over the long-term effects of the expansionary monetary and fiscal policies adopted by the central banks and financial authorities of some of the world's leading economies, including the United States and the PRC. There have been concerns over unrest and terrorist threats in the Middle East, Europe and Africa and over the conflicts involving Ukraine, Syria and North Korea. There have also been concerns on the relationship among the PRC and other Asian countries, which may result in or intensify potential conflicts in relation to territorial disputes. It is unclear whether these challenges and uncertainties will be contained or resolved, and what effects they may have on the global political and economic conditions in the long term.

A deterioration in the PRC business environment due to the slowdown in economic growth could reduce business activities and demand for our products, which could materially and adversely affect our business, financial condition and results of operations.

***Changes in government policies in the PRC could adversely affect our business and prospects.***

We conduct all of our manufacturing activities in the PRC and have historically derived the majority of our revenue from sales to customers in the PRC. Accordingly, our business, financial condition, results of operations and prospects are affected significantly by economic, political and legal developments in the PRC. Although the PRC economy has been transitioning from a planned economy to a more market-oriented economy, it differs from the economies of most developed countries in many respects. A substantial portion of the productive assets in the PRC is still owned by the PRC government, and the PRC government maintains significant control over economic growth through strategically allocating resources, controlling the payment of foreign currency-denominated obligations, setting monetary policy and providing preferential treatment to particular industries or companies.

Our business could be adversely affected by changes in the PRC government's policies to control the economy. For example:

- Measures to control capital investments and curtail the perceived over-capacity of certain industry sectors, such as steel, could affect our supply chain.
- Measures to control inflation, including interest rate increases, could decrease economic activities, which could in turn reduce the demand for our products.
- Measures in response to the persistent capital outflow and the Renminbi's depreciation against the U.S. dollar, such as stricter vetting procedures for the PRC-based companies to remit foreign currency for overseas acquisitions could adversely limit our ability to grow, make investments or acquisitions that could be beneficial to our business or otherwise fund and conduct our business.
- Measures to contain the spread of COVID-19, such as restrictions on inter-province transport, could increase our production and transportation costs and disrupt our product sales.

Any adverse change in government policies in the PRC could have a material and adverse effect on overall economic growth, particularly in the automotive industry in the PRC, which in turn could lead to a reduction in demand for our products and consequently have a material and adverse effect on our businesses.

***Uncertainties with respect to the PRC legal system could limit the protections available to our business.***

We conduct all of our business through subsidiaries established in the PRC. These subsidiaries are generally subject to laws and regulations applicable to foreign investment in the PRC. Our business is subject to uncertainties under the PRC legal system. For example:

- Since 1979, PRC legislation and regulations have significantly enhanced the protections afforded to various forms of foreign investments in the PRC. Many laws, rules and regulations, however, are relatively new. As the PRC legal system continues to rapidly evolve, the interpretations of many laws, regulations and rules are not always uniform and enforcement of these laws, regulations and rules involve uncertainties, which may limit the legal protections available to us.
- We rely on PRC law-governing contracts and PRC statutes to protect our intellectual property rights, confidentiality and non-compete rights. We may have to resort to administrative and court proceedings to enforce the legal protections that we enjoy. The PRC legal system is a civil law system based on written statutes. Prior court decisions may be cited for reference but have limited precedential value. Since PRC administrative and court authorities have significant discretion in interpreting and implementing statutory and contractual terms, it may be more difficult to evaluate the outcome of PRC administrative and court proceedings and the level of legal protection we enjoy in the PRC than in more developed legal systems. These uncertainties may impede our ability to enforce the agreements we have entered into with our business partners, distributors, customers and suppliers. In addition, any litigation in the PRC may be protracted and result in substantial costs and diversion of our resources and management attention.

- The PRC legal system is based, in part, on government policies and internal rules. Some of these policies and rules are not published on a timely basis, and some of them may be enforced with a retroactive effect. We therefore may not be aware of a violation of a policy or rule until sometime after the violation. For example, currently, all governmental approvals relating to our operations and production capacity expansion plans have been issued by the relevant competent local government authorities. However, if a central government agency requires us to obtain its approval and we fail to obtain such approval in a timely manner, or at all, we may be subject to the imposition of fines against us or the suspension or cessation of our production capacity expansion plans.

Such uncertainties, including the inability to enforce our agreements, could materially and adversely affect our business and operations. Further, we cannot predict the effect of future developments in the PRC legal system, including the promulgation of new laws, changes to existing laws or the interpretation or enforcement thereof, or the preemption of local regulations by national laws. These uncertainties could limit the legal protections available to our business.

***Fluctuation of the Renminbi could materially affect our financial condition, results of operations and cash flows.***

We receive substantially all of our revenues, and our financial statements are presented, in Renminbi. Fluctuations in exchange rates may adversely affect the value, translated or converted into U.S. dollars, of our net assets, earnings and any declared dividends payable on our ordinary shares in foreign currency terms. The value of the Renminbi against U.S. dollar and other currencies may fluctuate and is affected by, among other things, changes in the PRC and international economic conditions and foreign exchange policies.

The conversion of Renminbi into foreign currencies, including U.S. dollars, is based on rates set by the People's Bank of the PRC, or PBOC. Between July 2005 and July 2008, the PRC government allowed the Renminbi to appreciate by more than 20% against the U.S. dollar. Between July 2008 and June 2010, this appreciation halted and the exchange rate between the Renminbi and the U.S. dollar remained within a narrow band. Since June 2010, the Renminbi has fluctuated against the U.S. dollar, at times significantly and unpredictably. In August 2015, the PBOC announced that the mid-point exchange rate for the floating range of Renminbi against the U.S. dollar will be determined based on market maker submissions that take into account the Renminbi-U.S. dollar exchange rate at the previous day's closing of the inter-bank spot foreign exchange market, the supply and demand dynamics and the movements of other major currencies.

Since October 1, 2016, the Renminbi has joined the International Monetary Fund's basket of currencies that make up the Special Drawing Right, along with the U.S. dollar, the Euro, the Japanese yen and the British pound. With the development of the foreign exchange market and progress towards interest rate liberalization and Renminbi internationalization, the PRC government may in the future announce further changes to the exchange rate system and there is no guarantee that the Renminbi will not appreciate or depreciate significantly in value against the U.S. dollar in the future. It is difficult to predict how market forces or PRC or U.S. government policy may impact the exchange rate between the Renminbi and the U.S. dollar in the future.

Our financial condition and results of operations may also be affected by changes in the value of certain currencies other than the Renminbi, in which certain of our cash and cash equivalents and bank deposits are denominated. If we incur, in the future, debt denominated in currencies other than the Renminbi, such as in the U.S. dollar, the fluctuation of the Renminbi against the other currencies could adversely affect our financial condition and results of operations. We cannot assure you that any future movements in the exchange rate of the Renminbi against the U.S. dollar or other foreign currencies will not adversely affect our results of operations and financial condition.

***The ability of our PRC subsidiaries to make payments to us is subject to PRC regulatory restrictions.***

We currently conduct our business through our subsidiaries established in the PRC. We rely on dividends paid by these subsidiaries for our cash needs, including the funds necessary to pay dividends and other cash distributions to our shareholders, to service any debt we may incur and to pay our operating expenses. The payment of dividends by entities established in the PRC is subject to limitations. For example:

- The Renminbi currently is not a freely convertible currency. Under the "capital account," which includes, among others, foreign direct investment, prior approval of the State Administration of Foreign Exchange, or SAFE, is needed prior to conversion of Renminbi into foreign currency. On the other hand, under the "current account," which includes trade, payment of dividends and service-related foreign currency transactions, the Renminbi is currently freely convertible. The ability of our operating subsidiaries in the PRC to satisfy their foreign exchange obligations, pay dividends to us, and obtain foreign exchange through equity financing, including by means of capital contributions from us, depends on the foregoing foreign exchange control regulations in the PRC.

- Regulations in the PRC currently permit payment of dividends only out of accumulated profits as determined in accordance with accounting standards and regulations in the PRC. Each of our PRC subsidiaries is also required to set aside at least 10.0% of its after-tax profit based on PRC accounting standards each year to its general reserves or statutory capital reserve fund until the accumulative amount of such reserves reaches 50.0% of its registered capital. Restricted reserves are not distributable as cash dividends. In addition, if any of our PRC subsidiaries incurs debt on its own behalf in the future, the instruments governing the debt may restrict its ability to pay dividends or make other distributions to us. As of December 31, 2020, the accumulated profits of our PRC subsidiaries that were unrestricted and were available for distribution amounted to RMB1,363.3 million (US\$208.9 million).
- Under the EIT Law and its implementation rules, PRC enterprise income tax at the rate of 10.0% is generally applicable to dividends payable to investors that are “non-resident enterprises,” to the extent such dividends have their sources within the PRC, unless the tax rate is reduced by a tax treaty between the PRC and the relevant jurisdiction. We are a British Virgin Islands holding company, and substantially all of our income may come from dividends we receive from our subsidiary located in Hong Kong, which in turn derives substantially all of its income from our indirect subsidiaries located in the PRC. If our subsidiary in Hong Kong is considered a non-resident enterprise, dividends it receives from the subsidiaries in the PRC will generally be subject to a 10.0% withholding tax under the EIT Law and its implementing rules, or 5.0% withholding tax if the tax treaty between Hong Kong and the PRC is applicable, either of which will reduce the amount of dividends, if any, we may pay to our shareholders and ADS holders.

***If we are treated as a resident enterprise for PRC tax purposes under the EIT Law, we will be subject to PRC income tax on our global income.***

Under the EIT Law and its implementation rules, enterprises established under the laws of foreign countries or regions whose “de facto management bodies” are located within the PRC territory are considered resident enterprises and will generally be subject to the uniform enterprise income tax at the rate of 25.0% on its global income, which excludes dividends received directly from another PRC resident enterprise. “De facto management bodies” is defined as the bodies that have material and overall management control over the business, personnel, accounts and properties of an enterprise. In April 2009, the State Taxation Administration, or the STA, issued the Notice on Determination of Tax Resident Enterprises of Chinese-controlled Offshore Incorporated Enterprises in accordance with Their De Facto Management Bodies, or Circular 82, that sets forth certain specific criteria for determining whether the “de facto management bodies” are located in the PRC for an offshore incorporated enterprise controlled by PRC enterprises. However, the relevant PRC laws and regulations remain unclear as to how PRC tax authorities will treat an overseas enterprise, with all of its management team members residing in the PRC, invested or controlled by another overseas enterprise as in our case. If we are treated as a resident enterprise for PRC tax purposes, we would be subject to PRC enterprise income tax at the rate of 25.0% on our global income, which could adversely affect our net income and results of operations.

***Dividends payable by us to our foreign investors, and gains on the sales of our ordinary shares or ADSs, may be subject to taxes under PRC tax laws, which may materially reduce the value of your investment.***

Under the EIT Law and its implementation rules, PRC enterprise income tax at the rate of 10.0% is applicable to dividends payable to investors that are “non-resident enterprises,” which do not have an establishment or place of business in the PRC, or which have such establishment or place of business but the relevant income is not effectively connected with the establishment or place of business, to the extent such dividends have their sources within the PRC. Similarly, gains realized on the transfer of ordinary shares or ADSs by such investors are also subject to the 10.0% PRC enterprise income tax if such gains are regarded as income derived from sources within the PRC. We are a British Virgin Islands holding company, and substantially all of our income may come from dividends we receive from our indirect subsidiaries located in the PRC. It is unclear whether the dividends we pay with respect to our ordinary shares or ADSs, or the gains realized on the transfer of our ordinary shares or ADSs, would be treated as PRC-sourced income and be subject to PRC taxes. If we are required under the EIT Law to withhold PRC enterprise income tax on our dividends payable to our non-PRC investors that are “non-resident enterprises,” or if you are required to pay PRC income tax on the transfer of our ordinary shares or ADSs, the value of your investment in our ordinary shares or ADSs may be materially and adversely affected.



***Our financial performance and prospects could be affected by natural disasters or health epidemics in the PRC.***

Our business could be materially and adversely affected by natural disasters or the outbreak of health epidemics in the PRC. For example, our business and results of operations could be adversely affected by the effects of the outbreak of COVID-19 in the PRC in late 2019. On January 23, 2020, the PRC government began to lockdown key areas of the PRC to limit the spread of this dangerous virus. Widespread travel restrictions were implemented and all non-essential businesses were shuttered in heavily affected areas in the PRC. As we are headquartered in the PRC, our operations have been largely suspended since the beginning of the Chinese New Year in late January 2020 through early March of 2020. In mid-March, the PRC government started easing travel restrictions within the PRC, and we have been gradually ramping up operations to accommodate customer demand. However, the COVID-19 virus has since spread beyond the PRC borders, disrupting global supply chains and hampering consumer confidence and business sentiment. The COVID-19 pandemic has impacted our operating results in the first quarter of 2020. After a devastating first quarter, China managed to reopen its economy and close out the year with a positive annual GDP growth. According to the CAAM, commercial vehicle production in China increased by 20.0% in 2020 including a 22.9% increase in truck production. As a market leader in the commercial wheel manufacturing industry, we also completed the year with a strong comeback in our OEM sales.

We are unable to predict the effect, if any, that any future natural disasters and health and public security hazards may have on our business.

Furthermore, such natural disasters and health and public security hazards may severely restrict the level of economic activity in affected areas, which may in turn materially and adversely affect our business and prospects.

***U.S. regulatory bodies may be limited in their ability to conduct investigations or inspections of our operations in the PRC.***

Any disclosure of documents or information located in the PRC by foreign agencies may be subject to jurisdiction constraints and must comply with the PRC state secrecy laws, which broadly define the scope of “state secrets” to include matters involving economic interests and technologies. There is no guarantee that requests from U.S. federal or state regulators or agencies to investigate or inspect our operations will be honored by us, by entities who provide services to us or with whom we associate, without violating PRC legal requirements, especially as those entities are located in the PRC. Furthermore, under the current PRC laws, an on-site inspection of our facilities by any of these regulators may be limited or prohibited.

***Our auditors are currently not inspected fully by the Public Company Accounting Oversight Board.***

Our independent registered public accounting firm that issues the audit report included in our annual report filed with the SEC, as auditors of companies that are traded publicly in the United States and a firm registered with the Public Company Accounting Oversight Board, or PCAOB, is required by the laws in the United States to undergo regular inspections by the PCAOB to assess its compliance with the laws in the United States and professional standards. However, because we have substantial operations within the PRC, the PCAOB is currently unable to conduct inspections of the work of our auditors as it relates to those operations without the approval of the PRC authorities. As a result, our auditors are currently not inspected fully by the PCAOB. This current state of affairs carries the following risks:

- The inability of the PCAOB to conduct inspections of auditors in the PRC makes it more difficult to evaluate the effectiveness of our auditor’s audit procedures or quality control procedures as compared to auditors outside of the PRC that are subject to PCAOB inspections. Investors may lose confidence in our reported financial information and procedures and the quality of our financial statements.
- Inspections of other firms that the PCAOB has conducted outside the PRC have identified deficiencies in those firms’ audit procedures and quality control procedures, which may be addressed as part of the inspection process to improve future audit quality. This lack of PCAOB inspections in the PRC prevents the PCAOB from regularly evaluating our auditor’s audits and its quality control procedures. As a result, investors may be deprived of the benefits of PCAOB inspections.
- Since 2011, the SEC and the PCAOB has sought to obtain access to the audit work papers and related documents from the PRC affiliates of the “big four” accounting firms. The firms were, however, advised and directed that under PRC law, they could not respond directly to the U.S. regulators on those requests, and that requests by foreign regulators for access to such papers in the PRC had to be channeled through the CSRC. The SEC may continue to challenge the four PRC-based accounting firms’ compliance with U.S. laws in connection with U.S. regulatory requests for audit work papers or such challenge could result in the SEC imposing penalties such as suspensions. Depending upon the final outcome, listed companies in the United States with major PRC operations may find it difficult or impossible to retain auditors in respect of their operations in the PRC, which could result in financial statements being determined to not be in compliance with the requirements of the Exchange Act.
- In June 2019, as part of a continued regulatory focus in the United States on access to audit and other information currently protected by national law, in particular the PRC, a bipartisan group of lawmakers introduced bills in both houses of the U.S. Congress, which if passed, would require the SEC to maintain a list of issuers for which PCAOB is not able to inspect or investigate an auditor report issued by a foreign public accounting firm. The proposed Ensuring Quality Information and Transparency for Abroad-Based Listings on our Exchanges (EQUITABLE) Act prescribes increased disclosure requirements for these issuers and, beginning in 2025, the delisting from U.S. national securities exchanges of issuers included on the SEC’s list for three consecutive years. The bill is in the first stage of the legislative process. Enactment of this legislation or other efforts to increase U.S. regulatory access to audit information could cause investor uncertainty for affected issuers, including us, and the market price of our ADSs could be adversely affected. It is unclear if this proposed legislation would be enacted.

The PCAOB's inability to carry out inspections of auditors in the PRC is an issue that has vexed U.S. regulators in recent years. On April 21, 2020, the SEC and the PCAOB issued a joint statement reiterating the greater risk that disclosures will be insufficient in many emerging markets, including the PRC, compared to those made by U.S. domestic companies. In discussing the specific issues related to the greater risk, the statement again highlights the PCAOB's inability to inspect audit work paper and practices of accounting firms in the PRC, with respect to their audit work of U.S. reporting companies. On December 18, 2020, U.S. President Donald Trump signed the Holding Foreign Companies Accountable Act into law, which will delist companies from the U.S. stock exchanges for non-compliance of audit inspections for three consecutive years. In a statement on March 24, 2021, the SEC is taking initial steps to force accounting firms to let U.S. regulators review the financial audits of overseas companies. The implementation of this legislation could have material and adverse impact on the stock performance of the PRC-based issuers listed in the United States.

***You may experience difficulties in effecting service of legal process and enforcing judgments against us and our management, and the ability of U.S. authorities to bring actions in the PRC may also be limited.***

We are a company incorporated under the laws of the British Virgin Islands, and substantially all of our assets and our subsidiaries are located in the PRC. In addition, most of our directors and officers reside within the PRC, and substantially all of the assets of our directors and officers are located within the PRC. As a result, it may not be possible to effect service of process within the United States or elsewhere outside the PRC upon most of our directors or officers, including with respect to matters arising under applicable laws and regulations. Moreover, the PRC does not have treaties providing for the reciprocal recognition and enforcement of judgments of courts with the United States, the United Kingdom or most other western countries.

As a result, recognition and enforcement in the PRC of judgments of a court in the United States and any of the other jurisdictions mentioned above in relation to any matter not subject to a binding arbitration provision may be difficult or impossible. Even if you sue successfully in a U.S. court or any of the other jurisdictions mentioned above, you may not be able to collect on such judgment against us or our directors and officers. In addition, the SEC, the U.S. Department of Justice and other U.S. authorities may also have difficulties in bringing and enforcing actions against us or our directors or officers in the PRC.

#### **Risks Relating to Our ADSs**

***Our ADSs were delisted from the New York Stock Exchange on December 17, 2018 and are currently being quoted on the over-the-counter market.***

On June 14, 2018, following an investigation of the trading activity of our ADSs during certain periods in 2015 and 2016, the regulation staff of the New York Stock Exchange, or the NYSE, suspended trading in our ADSs on the NYSE, and initiated delisting proceedings. An NYSE press release announcing the decision cited events "contrary to the public interest and not in keeping with sound public policy, pursuant to Section 802.1D of the NYSE Listed Company Manual." On June 28, 2018, we filed a notice to request a hearing to appeal the decision to a Committee of the Board of Directors of the NYSE. The hearing was held on October 11, 2018. On December 4, 2018, the Committee affirmed the determination to delist our ADSs, and the NYSE filed a Form 25 with the SEC on December 6, 2018.

When the delisting proceedings were announced, the closing price of our ADSs dropped from US\$1.38 on June 13, 2018 to US\$0.8 on June 18, 2018. The price of our ADSs has since experienced fluctuations. The trading volume and liquidity of our ADSs have also been negatively affected because, since June 18, 2018, they have been quoted on the over-the-counter markets and are not listed or traded on any national exchange. Stocks quoted on the over-the-counter markets ordinarily have much lower trading volume than those listed on a national exchange, such as the NYSE or Nasdaq. Fewer market makers take interest in shares traded over-the-counter, and accordingly the markets for such shares are less orderly than is usual for NYSE-listed stocks. As a result of the low trading volumes ordinarily obtained in over-the-counter markets, sales of our ADSs in any significant amount could not be absorbed without a dramatic reduction in price. Moreover, thinly traded shares in the over-the-counter markets are more susceptible to trading manipulations than is ordinarily the case for more actively traded shares.

We are evaluating whether we can find an alternative listing venue for our ADSs in the United States or for our ordinary shares elsewhere. We cannot provide assurance that we will be able to find such a listing venue. Until we are able to find an alternative listing venue, trading of our ADSs may continue the current trend, including:

- a limited availability of market quotations;
- reduced liquidity;
- a "penny stock" status, which will require brokers trading in our ADSs to adhere to more stringent rules and possibly result in a reduced level of trading activity in the secondary trading market;
- a limited amount of news and analyst coverage; and
- a decreased ability to issue additional securities or obtain additional financing in the future.

***Our ADSs are considered penny stock.***

Rule 15g-9 of the Securities Exchange Act of 1934, as amended, generally defines “penny stock” to be any equity security that has a market price (as defined) less than US\$5.00 per share or an exercise price of less than US\$5.00 per share, subject to certain exceptions. Our ADSs are covered by the penny stock rules, which impose additional sales practice requirements on broker-dealers who sell to persons other than established customers and “accredited investors”. The term “accredited investor” refers generally to institutions with assets in excess of US\$5,000,000 or individuals with a net worth in excess of US\$1,000,000 or annual income exceeding US\$200,000 or US\$300,000 jointly with their spouse.

The penny stock rules require a broker-dealer, prior to a transaction in a penny stock not otherwise exempt from the rules, to deliver a standardized risk disclosure document in a form prepared by the SEC that provides information about penny stocks and the nature and level of risks in the penny stock market. The broker-dealer also must provide the customer with current bid and offer quotations for the penny stock, the compensation of the broker-dealer and its salesperson in the transaction and monthly account statements showing the market value of each penny stock held in the customer’s account. The bid and offer quotations, and the broker-dealer and salesperson compensation information, must be given to the customer orally or in writing prior to effecting the transaction and must be given to the customer in writing before or with the customer’s confirmation. In addition, the penny stock rules require that prior to a transaction in a penny stock not otherwise exempt from these rules, the broker-dealer must make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser’s written agreement to the transaction. These disclosure requirements may have the effect of reducing the level of trading activity in the secondary market for the stock that is subject to these penny stock rules.

Consequently, the penny stock rules may affect the ability of broker-dealers to trade our ADSs. We believe that the penny stock rules discourage investor interest in and limit the marketability of our ADSs.

***The market price for our ADSs has been and may continue to be volatile, which could result in substantial loss to you.***

The market price for our ADSs has been and may continue to be highly volatile and subject to wide fluctuations in response to factors, including the following:

- announcements of competitive developments;
- regulatory developments in the PRC affecting us, our customers or our competitors;
- announcements regarding litigation or administrative proceedings involving us;
- actual or anticipated fluctuations in our quarterly operating results;
- changes in financial estimates by securities research analysts;
- additions or departures of our executive officers;
- release or expiry of lock-up or other transfer restrictions on our outstanding ordinary shares or ADSs; and
- sales or perceived sales of additional ordinary shares or ADSs.

In addition, the securities markets have from time to time experienced significant price and volume fluctuations that are not related to the operating performance of particular companies. For example, since August 2008, multiple exchanges in the United States, Europe and other countries and regions, including the PRC, experienced sharp declines in response to the growing global credit market crisis and the recession in the United States and Europe. Prolonged global capital markets volatility may affect overall investor sentiment towards our ADSs, which would also negatively affect the trading prices for our ADSs.

***Our controlling shareholder has substantial influence over our company and his interests may not be aligned with yours.***

As of April 23, 2021, our controlling shareholder, Mr. Jianhui Lai (through Newrace Limited), beneficially owned approximately 69.5% of our outstanding ordinary shares. Mr. Lai is also our founder, chairman and chief executive officer. Please refer to Item 6E “Directors, Senior Management and Employees—Share Ownership”. Our controlling shareholder has a substantial influence over our business, including decisions regarding mergers, consolidations and the sale of all or substantially all of our assets, election of directors and other significant corporate actions. These actions may be taken even if they are opposed by our other shareholders, including those who purchased ADSs in our initial public offering. Moreover, this concentration of ownership may discourage, delay or prevent a change in control of our company, which could deprive our shareholders of an opportunity to receive a premium for their shares as part of a sale of our company and might reduce the price of our ADSs.

***The depositary for our ADSs will give us a discretionary proxy to vote the ordinary shares underlying your ADSs if you do not give voting instructions to the depositary.***

Under the deposit agreement for the ADSs, the depositary will give us a discretionary proxy to vote the ordinary shares underlying your ADSs at shareholders’ meetings if you do not vote, unless:

- we have failed to timely provide the depositary with our notice of meeting and related voting materials;
- we have instructed the depositary that we do not wish a discretionary proxy to be given;
- we have informed the depositary that there is substantial opposition as to a matter to be voted on at the meeting; or
- a matter to be voted on at the meeting would have an adverse impact on shareholders.

The effect of this discretionary proxy is that you cannot prevent the ordinary shares underlying your ADSs from being voted, absent the situations described above, and it may make it more difficult for shareholders to influence the management of our company. Holders of our ordinary shares are not subject to this discretionary proxy.

***Holders of ADSs have fewer rights than shareholders and must act through the depositary to exercise their rights.***

Holders of our ADSs do not have the same rights as our shareholders and may only exercise the voting rights with respect to the underlying ordinary shares in accordance with the provisions of the deposit agreement. Under our amended and restated memorandum and articles of association, as amended and restated from time to time, or memorandum and articles of association, the minimum notice period required to convene a general meeting is seven days. When a general meeting is convened, you may not receive sufficient notice of a shareholders’ meeting to permit you to withdraw the ordinary shares underlying your ADSs to allow you to vote with respect to any specific matter. If we ask for your instructions, we will give the depositary notice of any such meeting and details concerning the matters to be voted upon at least 30 days in advance of the meeting date and the depositary will send a notice to you about the upcoming vote and will arrange to deliver our voting materials to you. The depositary and its agents, however, may not be able to send voting instructions to you or carry out your voting instructions in a timely manner. We will make all reasonable efforts to cause the depositary to extend voting rights to you in a timely manner, but we cannot assure you that you will receive the voting materials in time to ensure that you can instruct the depositary to vote the ordinary shares underlying your ADSs. Furthermore, the depositary and its agents will not be responsible for any failure to carry out any instructions to vote, for the manner in which any vote is cast or for the effect of any such vote. As a result, you may not be able to exercise your right to vote and you may lack recourse if your ADSs are not voted as you request. In addition, in your capacity as an ADS holder, you will not be able to call a shareholders’ meeting.

***You may not receive distributions on our ordinary shares if such distribution is illegal or if any required government approval cannot be obtained in order to make such distribution available to you.***

The depositary of our ADSs has agreed to pay to you the cash dividends or other distributions it or the custodian receives on ordinary shares or other deposited securities underlying our ADSs, after deducting its fees and expenses and any applicable taxes and government charges. You will receive these distributions in proportion to the number of ordinary shares your ADSs represent. For example, in March 2012, our board of directors declared a dividend to our shareholders in the amount of US\$3.1 million, which has been paid to holders of ordinary shares and ADSs. However, the depositary is not responsible if it decides that it is unlawful or impractical to make a distribution available to any holders of ADSs. For example, it would be unlawful to make a distribution to a holder of ADSs if it consists of securities whose offering would require registration under the Securities Act but not so properly registered or distributed under an applicable exemption from registration. The depositary may also determine that it is not reasonably practicable to distribute certain property. In these cases, the depositary may determine not to distribute such property. We have no obligation to register under the U.S. securities laws any offering of ADSs, ordinary shares, rights or other securities received through such distributions. We also have no obligation to take any other action to permit the distribution of ADSs, ordinary shares, rights or anything else to holders of ADSs. This means that you may not receive distributions we make on our ordinary shares or any value for them if it is illegal or impractical for us to make them available to you. These restrictions may cause a material decline in the value of our ADSs.

***If we become a passive foreign investment company, you may experience adverse tax consequences.***

We do not expect to be a passive foreign investment company, or PFIC, for U.S. federal income tax purposes for the current taxable year or any future taxable year. The PFIC determination, however, depends on the application of complex U.S. federal income tax rules concerning the classification of our assets and income for this purpose, and these rules are uncertain in some respects. In addition, the market value of our assets may be determined in large part by the market price of our ADSs or ordinary shares, which is likely to fluctuate, and the composition of our company's income and assets will be affected by how, and how quickly, we spend any cash we raise or generate. Accordingly, there can be no assurance that we will not be a PFIC for the current taxable year or in any future taxable year.

If we are treated as a PFIC for any taxable year, such characterization could result in adverse U.S. tax consequences to you if you are a U.S. investor. Please refer to Item 10E "Additional Information—Taxation—Material United States Federal Income Tax Considerations—Passive Foreign Investment Company."

***You may be subject to limitations on transfers of your ADSs.***

Your ADSs are transferable on the books of the depository. However, the depository may close its transfer books at any time or from time to time when it deems expedient in connection with the performance of its duties. In addition, the depository may refuse to deliver, transfer or register transfers of ADSs generally when our books or the books of the depository are closed, or at any time if we or the depository deems it advisable to do so because of any requirement of law or of any government or governmental body, or under any provision of the deposit agreement, or for any other reason.

**Item 4. Information on the Company**

**A. History and Development of the Company**

Our business was founded by Mr. Jianhui Lai, our chairman, chief executive officer and controlling shareholder, in 2003 under Zhengxing Wheel, a PRC company.

We, China Zenix Auto International Limited, were incorporated in the British Virgin Islands on July 11, 2008. Zhengxing Wheel became a wholly-owned subsidiary of the Company in December 2008. We completed our initial public offering, which involved the sale by us and a selling shareholder of our ADSs on May 17, 2011, with a concurrent listing of our ADSs on the New York Stock Exchange. We generated US\$59.5 million in net proceeds from our initial public offering, after deducting approximately US\$4.9 million for underwriting discounts and commissions, and approximately US\$5.3 million for other expenses. Our ADSs were delisted from the New York Stock Exchange on December 17, 2018. An NYSE press release announcing the staff's delisting decision cited events "contrary to the public interest and not in keeping with sound public policy, pursuant to Section 802.1D of the NYSE Listed Company Manual." We appealed against the staff's delisting decision but the decision was affirmed.

Our principal executive offices are located at No. 1608, North Circle Road State Highway, Zhangzhou, Fujian Province 363000, People's Republic of China. Our telephone number at this address is (86) 596-2600308, and our fax number is (86) 596-2600558.

Investor inquiries should be directed to us at the address and telephone number of our principal executive offices set forth above. Our website is [www.zenixauto.com](http://www.zenixauto.com). The information contained on our website is not a part of this annual report. Our agent for service of process in the United States is Cogency Global Inc., located at 10 E. 40th Street, 10th Floor, New York, NY 10016.

The SEC maintains a web site at [www.sec.gov](http://www.sec.gov) that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC using its EDGAR system.

As of December 31, 2020, our authorized share capital consisted of 500,000,000 ordinary shares of par value US\$0.0001 each, of which 206,500,000 were issued and outstanding, including 62,499,988 ordinary shares represented by 15,624,997 ADSs.

**B. Business Overview**

**Overview**

We are one of the largest commercial wheel manufacturers in the PRC in both the aftermarket and OEM market in terms of sales volume, and we have maintained significant market share in recent years. We believe that our products enjoy premium brand recognition in the industry, especially among end-users. We also export our products to more than 28 countries worldwide.

We design, manufacture and sell high quality steel wheels that are widely used by most types of commercial vehicles. Our product offering is one of the most diversified in the PRC commercial wheel industry. We currently offer more than 948 series of tubed steel wheels (which are typically used in commercial vehicles using tires that contain a rubber inner tube), tubeless steel wheels (which are typically used in commercial vehicles using tubeless tires), and off-road steel wheels (which are typically used in construction vehicles and other types of off-road vehicles). Each series of steel and aluminum wheels comes in a range of performance specifications, sizes and colors to meet the various requirements of our customers. We believe that our products are well recognized for safety, strength and durability by our customers, especially under extreme road conditions, and that our products exceed industry standards in all major technical aspects, including safety, durability and stability. We have won a number of awards in the PRC in recognition of, among other things, our overall business operation capabilities, brand awareness and market share. For example, we were awarded The 10th National Hundred Excellent Auto Parts Supplier Certificate in 2015 and Annual Economic Construction Contribution Award of People's Republic of China in 2016, and were certified as Academician expert workstation in 2018. We were also recognized as The Top 100 Fujian Manufacturing Enterprise and were awarded the Certificate of the 4th Cross-Strait (Zhangzhou) Industrial Design Innovation Competition (Third Prize) and Environmental Management System Certification in 2019. We were also awarded Annual Economic Construction Award of People's Republic of China in 2020.

We have a diversified customer base with our products being sold in both the aftermarket and OEM market in the PRC and internationally. We sell our products to end-users in the PRC aftermarket through our nationwide distribution network, which we believe is one of the most extensive distribution networks among commercial wheel manufacturers in the PRC. In international markets, we sold our products to more than 68 distributors in the aftermarket as of December 31, 2020.

We have six manufacturing facilities across China, located in Zhangzhou, Fujian Province; Langfang, Hebei Province; Chengdu, Sichuan Province; Hefei, Anhui Province; Benxi, Liaoning Province; and Hua'an, Fujian Province. These manufacturing facilities are strategically located in close proximity to our steel suppliers, our OEM customers or ports for export, which we believe provide us with a significant advantage in production costs. Since our inception in 2003, we have established an integrated production platform covering all aspects of the design and production of a wide range of steel wheels, enabling us to quickly develop high quality products which are responsive to our customer needs, as well as to continuously improve our manufacturing process and operational efficiency.

We are committed to the research and development of new models of wheels as well as ongoing enhancements in existing product quality and production technology, in order to effectively adapt to changing demands of our customers for better quality wheel products, as well as to improve our production efficiency. We maintain our own research and development team which we believe is one of the largest in the PRC commercial wheel industry. As part of our commitment to research and development, we have amassed a large patent portfolio through internal development covering all three types of patents, namely invention, utility model and design patents.

We place great emphasis on quality control in our operations and have implemented quality control procedures throughout our production process. Our comprehensive quality management system has been awarded ISO/TS 16949 quality management system certification since 2007, which certifies the satisfaction of specific quality management system requirements for the design and development, production and, when relevant, installation and service of automotive-related products, and ISO 9001:2000 quality management system certification from 2003 to 2006, which certifies the satisfaction of specific quality management system requirements for an organization to consistently provide products that meet customer and applicable regulatory requirements. At our headquarters in Zhangzhou, Fujian Province, we have also maintained one of the national wheel test centers designated by the PRC government for the testing of the specifications and roadworthiness of wheels sold in the PRC since September 2008. This test center has been granted ISO/IEC 17025 certification, which certifies the satisfaction of the general requirements to carry out tests and/or calibrations.

## **Our Products**

We design, manufacture and sell steel and aluminum wheels in the PRC and internationally, which are used primarily in commercial vehicles. We offer our products to end-users in the aftermarket in the PRC through our nationwide distribution network. As of December 31, 2020, such network consisted of 3,228 distributors in the PRC, including 23 tier-one distributors, 2,072 exclusive tier-two distributors and 1,133 non-exclusive tier-two distributors, throughout the PRC. We also sell our products directly to OEMs in the PRC. In addition, we sell our products outside the PRC to international distributors in the aftermarket, primarily in Thailand and more than 26 other countries worldwide.

We currently offer more than 948 series of tubed, tubeless and off-road wheels, with sizes ranging from 8 to 51 inches in diameter and 3 to 28 inches in width and which meet various specifications (including designs and colors) of our customers. In addition, we also sell our wheel components such as wheel discs to distributors for use in the aftermarket in the PRC and internationally, which accounted for an insignificant portion of our revenue in 2018, 2019 and 2020.

We believe that our broad range of products provides us with a competitive advantage over our competitors, enabling us to supply wheels for most types of commercial vehicles in the aftermarket and OEM market. Our diversified product offering also enables us to capture opportunities in the aftermarket, which is characterized by demand for a wide range of wheel types and sizes, but each in relatively small quantities, as well as to meet the various specifications required by OEMs of commercial vehicles and to adapt to changes in their requirements as they arise.

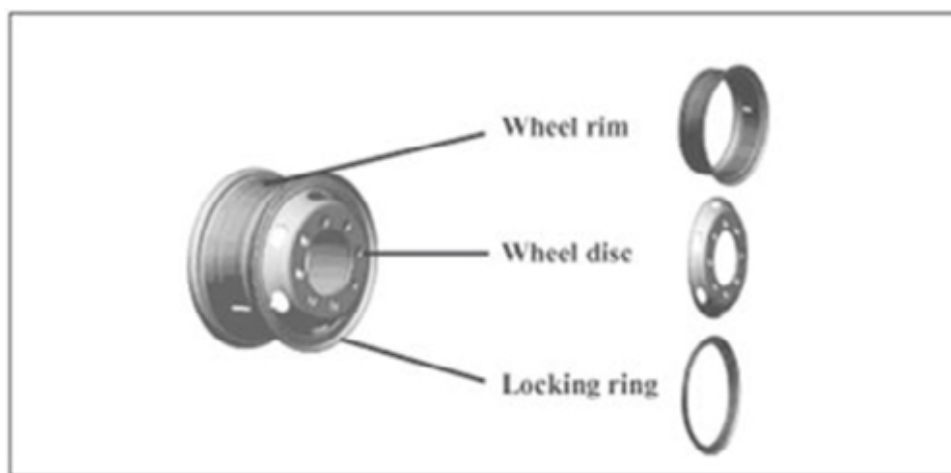
We focus on developing and manufacturing wheels with enhanced safety, strength and durability while, to the extent possible, reduced weight (and thus improved fuel efficiency). We believe that our products are well recognized for safety, strength and durability by our customers, especially under extreme road conditions, and that our products exceed industry standards in all major technical aspects, including in fatigue tests to determine how long the wheel can last and pulsation tests to determine a wheel's ability to roll smoothly on the road. In particular, we have developed a tubeless steel wheel production method that is patented and unique, whereby we can produce tubeless steel wheels which have enhanced strength and durability by applying certain manufacturing processes traditionally only used for tubed steel wheels. Wheels manufactured under this processes, in addition to improved strength and reduced weight, also exceed industry standard in terms of durability by approximately three times, according to a test conducted by the National Automobile Quality Supervision and Test Center (Xiangfan).

### ***Tubed Steel Wheels***

Tubed steel wheels are typically used with traditional tires which have a tube to seal the air inside. These traditional tires have been or are currently being gradually replaced by tubeless tires in most markets in the world (with tubeless tires being widely used in developed countries and increasingly being used in developing countries). Tubed steel wheels and traditional tires are generally stronger than tubeless steel wheels and tubeless tires, and are generally used on unpaved roadways such as rural areas, construction sites and mines under low driving speed. They are also generally used by commercial vehicles carrying heavy loads on paved roadways, such as highways and city streets. A tubed steel wheel typically consists of a wheel rim, a wheel disc and a locking ring which are assembled together. The locking ring is removable to allow tire mounting.

We currently offer more than 399 series of tubed steel wheels with sizes ranging from 15 to 24 inches in diameter and 4.5 to 14 inches in width. Tubed steel wheels generated 46.1%, 45.1% and 34.1% of our revenue in 2018, 2019 and 2020, respectively.

The following shows the components of our tubed steel wheels:

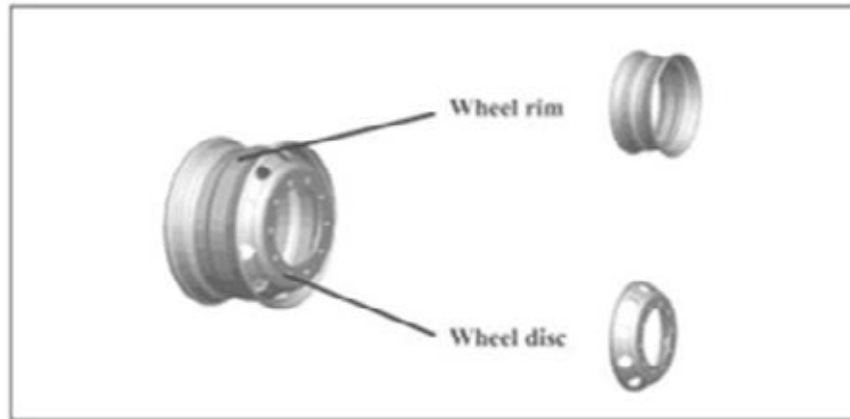


### ***Tubeless Steel Wheels***

Tubeless steel wheels are typically used with tubeless tires. Tubeless tires are more advanced than traditional tires (which have a tube to seal the air inside) primarily in terms of safety (as the air is released slowly when the tire is punctured leading to a gentle deflation of the tire), weight and fuel efficiency. Tubeless steel wheels and tubeless tires are suited for high driving speeds and are generally used on paved roadways such as highways and city streets. A tubeless steel wheel typically consists of a wheel rim and a wheel disc which are assembled together.

We currently offer more than 375 series of tubeless steel wheels with sizes ranging from 8 to 26 inches in diameter and 3 to 20 inches in width. In particular, we have developed a type of tubeless steel wheel using a patented production technique for the design of the wheel disc. This type of wheel, other than its improved strength and reduced weight, exceeds industry standard in terms of durability by approximately three times, according to a test conducted by the National Automobile Quality Supervision and Test Center (Xiangfan). Tubeless steel wheels generated 41.1%, 40.8% and 49.6% of our revenue in 2018, 2019 and 2020, respectively.

The following shows the components of our tubeless steel wheels:

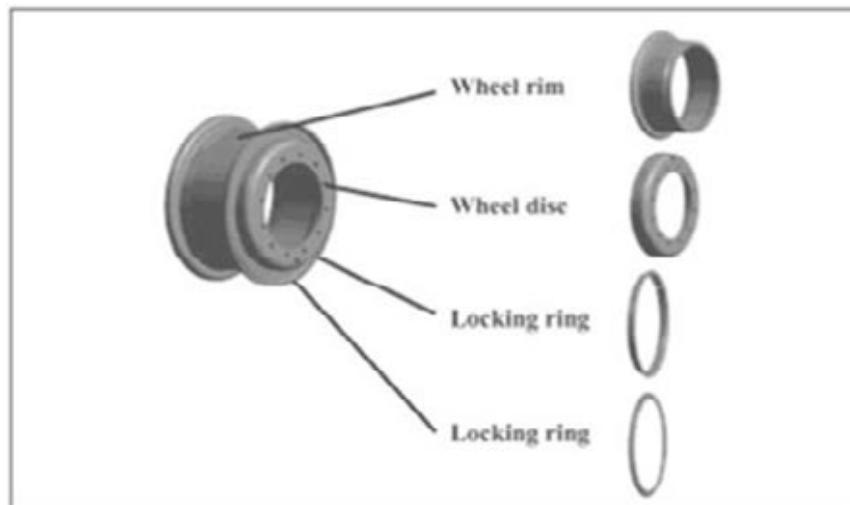


### ***Off-road Steel Wheels***

Off-road steel wheels are used in off-road vehicles, which are typically designed for short-distance loading and off-loading purposes at locations such as construction sites and mines. Off-road steel wheels can be tubed or tubeless, typically with larger sizes and stronger or thicker materials compared to our other steel wheels. Off-road steel wheels are generally approximately five to eight times more expensive than our other steel wheels because they require the use of more raw materials and are generally produced in relatively small batches due to the specialized nature of such wheels. A majority of our off-road steel wheels are tubed.

We currently offer more than 152 series of off-road steel wheels with sizes ranging from 15 to 51 inches in diameter and 6.5 to 28 inches in width. We commenced sales of off-road steel wheels in 2008 which accounted for 1.6%, 2.2% and 2.6% of our revenue in 2018, 2019 and 2020, respectively.

The following shows the components of our tubed off-road steel wheels:



### ***Aluminum Wheels***

In November 2010, we established Hua'an Zhengxing Wheel Co., Ltd. as a part of our expansion to the aluminum wheel business, as the manufacturing of aluminum wheels require certain manufacturing equipment and techniques that are different from those used for steel wheels. After conducting extensive research and development for the production of aluminum wheels for use in commercial vehicles, we purchased the principal equipment and trained a number of technicians throughout 2014 and began commercial production at the third quarter of 2015. We also began production of aluminum wheels for various types of vehicles, such as high-end minibuses.



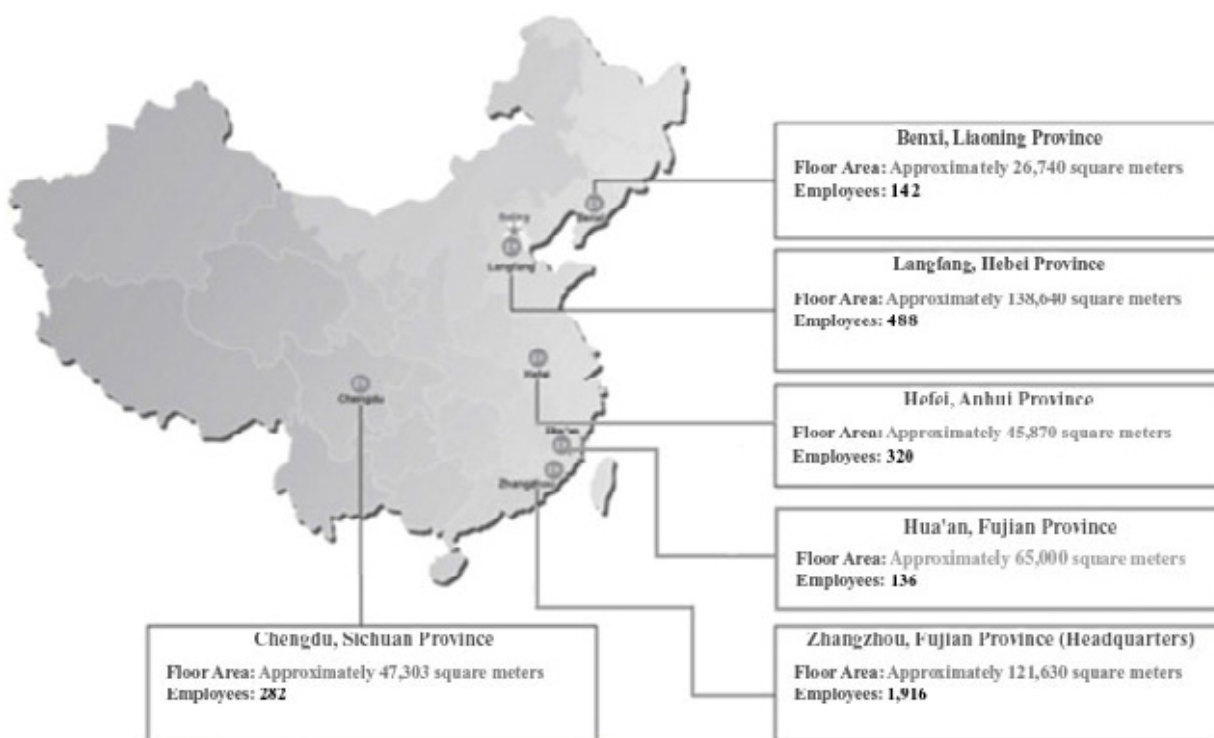
We currently offer more than 22 series of tubeless aluminum wheels. For 2018, 2019 and 2020, sales of aluminum wheels accounted for 8.9%, 9.8% and 12.1% of our revenue, respectively.

## Manufacturing

### Manufacturing Facilities

We have six manufacturing facilities across China, located in Zhangzhou, Fujian Province (our headquarters); Langfang, Hebei Province; Chengdu, Sichuan Province; Hefei, Anhui Province, Benxi, Liaoning Province, and Hua'an, Fujian Province. Our manufacturing facilities are strategically located in close proximity to our steel suppliers, our OEM customers or ports for export. In particular, our manufacturing facilities in Langfang, Hebei Province and Benxi, Liaoning Province are located close to our steel suppliers, and our manufacturing facilities in Chengdu, Sichuan Province and Hefei, Anhui Province are located close to our OEM customers. Our manufacturing facilities in Zhangzhou, Fujian Province are located close to ports for export. These strategic locations enable us to (i) reduce our raw material and product delivery transportation costs, which is an important cost component of both our raw materials and steel wheels, (ii) respond to changes in customer demand quickly and (iii) access a sufficient supply of skilled local labor force at relatively low cost compared to the labor cost at major urban centers in the PRC.

We have undergone a series of expansions to our existing manufacturing facilities. Our production volume for aluminum wheels reached 800 sets per day by the end of 2018 and 2019. The production volume for aluminum wheels remained at 800 sets per day in 2020. The following shows the geographic locations of our manufacturing facilities, with floor area and number of employees as of December 31, 2020:



### ***Production Capacity***

We believe that we have one of the largest production capacity among commercial wheel manufacturers in the PRC. As of December 31, 2020, our manufacturing facilities had a designed annual production capacity of approximately 15.5 million units of steel and aluminum wheels, of which 9.5 million units were tubed steel wheels, 5.5 million units were tubeless steel wheels, 33,600 units were off-road steel wheels and 0.5 million units were aluminum wheels. The size of our manufacturing platform allows us to achieve significant economies of scale as we increase our production volume. With our large scale, we are also able to lower our costs by preparing various wheel components internally.

### ***Production Process***

#### ***Components and Raw Materials***

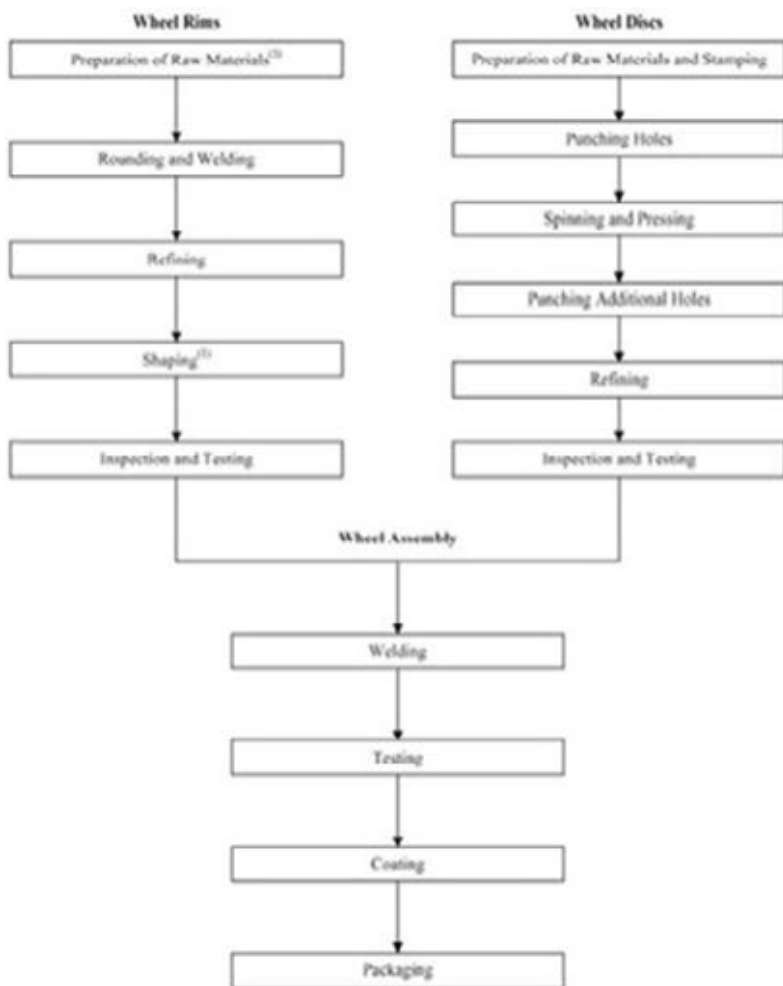
The two principal parts of our steel wheels are a wheel rim, onto which the tire is attached, and a wheel disc which fits into the center of the wheel rim. In addition, our tubed steel wheels use one or more removable metal locking rings attached to the outside edge of a wheel rim so that a tire with inner tube can be mounted. Locking rings are typically assembled to the wheels by our distributors or OEM customers.

Our principal raw materials are steel, as well as other auxiliary materials including welding material, paint and powder coating. We use different types of steel for tubed and tubeless steel wheels. We typically use rim-shaped steel (which we make ourselves using raw steel purchased from our suppliers) for tubed steel wheels and rolled steel plates (i.e., steel which is shaped into plates and rolled in a spool under high heat by the steel manufacturer) for tubeless steel wheels. We have also introduced tubeless steel wheels using rim-shaped steel internally produced by applying our unique patented tubeless steel wheel production method, which provides enhanced strength and durability. Our work-in-progress primarily includes wheel rims, wheel discs and locking rings.

We source our principal raw materials and a majority of locking rings from third-party suppliers and manufacture the remaining wheel components, including rim-shaped steel, wheel rims, wheel discs and the remaining portion of locking rings, internally. We believe that self-producing most of our steel wheel components, in particular rim-shaped steel, enables us to reduce our production costs and production time, ensure timely delivery to meet customers' orders, and also ensure high product quality. In addition, as one of the largest commercial wheel manufacturers in the PRC, we have been able to maintain more than ten years of relationship with our second largest steel supplier, Benxi Iron & Steel, and our major steel supplier, Shougang Jingtang Iron & Steel Co., Ltd, from whom we source steel that meets our specific requirements. This allows us to optimize our production process and increase our raw material utilization rate. Prices of steel are subject to fluctuation depending on supply and demand in the market, and we generally are able to purchase steel at prices slightly lower than the prevailing market prices because of our large volume of purchases.

*Steps*

Our manufacturing process primarily involves the following steps:



(1) This step differs for tubed steel wheels and tubeless steel wheels as explained below.

Each of the foregoing manufacturing steps is described below:

**Wheel Rims**

Preparation of raw materials: For our tubed steel wheels, we press and roll under high heat raw steel sourced from our steel suppliers to form rim-shaped steel, which is then cut into rectangular slices and used in the production of wheel rims.

For our tubeless steel wheels, we flatten rolled steel plates sourced from our steel suppliers and cut it into rectangular slices (with the edges refined), which is then used in the production of wheel rims. We have also introduced tubeless steel wheels using rim-shaped steel internally produced by applying our unique patented tubeless steel wheel production method, which provides enhanced strength and durability. Please refer to “—Research and Development” below.

Rounding and welding: The rectangular steel slice is rounded to produce a cylindrical sleeve with the two free edges of the sleeve welded together.

Refining: Surface and welded edges of the sleeve are refined and smoothed.

Shaping: For our tubed steel wheels, the sleeve is expanded and compressed into the required circular shape and becomes a wheel rim.

For our tubeless steel wheels, the sleeve is expanded and rolled (as opposed to being compressed, in order to enhance and improve the safety and weight of the wheel rim) into the required circular shape and becomes a wheel rim.

Inspection and testing: The wheel rim is inspected for sizes and undergoes pulsation tests to determine the wheel’s ability to roll smoothly on the road.

### **Wheel Discs**

Preparation of raw materials: We flatten rolled steel plates sourced from our steel suppliers and stamp the steel to produce multiple rounded plates.

Punching holes: The rounded plate is punched for holes.

Spinning and pressing: The rounded plate is spun and pressed into geometric shape.

Punching additional holes: Additional holes are punched into the edge of the geometric-shaped plate.

Refining: Geometric shape of the plate is refined and the plate becomes a wheel disc.

Inspection and testing: The wheel disc is inspected for its shape and undergoes pulsation tests.

### **Wheel Assembly**

Welding: The wheel rim and the wheel disc are welded together to become a wheel.

Testing: The assembled wheel undergoes pulsation and balancing tests.

Coating: The assembled wheel is coated through pre-treatment and painting or powder coating.

Packaging: Wheels are packaged using cartons, wooden pallets or packaging foil based on customers’ requirements.

### *Design and Production*

We conduct each of the above steps in-house. When we commence production of new products, we design and manufacture different molds, based on different customers’ requirements and market needs, which are then used in the production process. Using specialized computer software that enables us to create three-dimensional designs, our highly experienced research and development team can efficiently develop new molds for most types of commercial wheels. With our industry-leading production scale in the PRC and integrated production process, we are able to manufacture a wide variety of molds and quickly commence commercial production of multiple new wheel models at the same time, which distinguishes us from our competitors. Our integrated production process also increases our production efficiency and reduces our dependence on third-party suppliers. Our design expertise, large production scale and integrated production process enable us to adjust our production quickly to respond to changes in market demand for our products. It generally takes us less than one week to produce our existing products after we receive purchase orders.

We maintain separate production lines for our tubed, tubeless and off-road steel wheels. The production of different wheels primarily involves similar processes as described above but different machinery and equipment, molds and techniques. Our production process satisfies ISO/TS 16949 quality management requirements.

Electricity is the primary utility used in our manufacturing process. We receive our electricity supply from local power grids where our plants are located. To date, we have not experienced any material disruption in electricity and other utilities. We sell scrap steel from our manufacturing process to third parties or recycling stations.

#### *Techniques and Machinery*

We apply various advanced techniques in our production process, which reduce our production costs and make our wheels superior in terms of strength, durability and/or weight in comparison to the wheels offered by our competitors in the PRC. For example, in the manufacturing of wheel discs, we use a refined and more cost-effective steel cutting technique when stamping the steel. This technique enables us to maximize the number of rounded plates we can stamp from a steel plate, thereby increasing our raw material utilization rate and reducing the amount of scrap steel and in turn our production costs. We also use a spinning and pressing technique when making the plates into a geometric shape. By spinning and pressing the wheel disc instead of simply pressing it into the desired shape, which is the traditional method employed, we can reduce the weight of the wheel disc and amount of steel used without lessening the strength and durability of the wheel disc.

We use various advanced machinery and equipment in our production process, substantially all of which is sourced from PRC machinery and equipment manufacturers. We also imported from Germany an advanced spinning and pressing machine used in the manufacturing of our wheel discs. We are in the process of enhancing the automation of our manufacturing process, which will enable us to increase production efficiency and reduce production costs. Our principal manufacturing machinery and equipment is not difficult to obtain. We have implemented a comprehensive maintenance system for our machinery and equipment. To date, we have not experienced any material or prolonged interruptions of our machinery or equipment due to its failure.

#### *Aluminum Wheel Manufacturing Facility in the PRC*

We anticipate that commercial vehicles will increasingly use wheels made of aluminum instead of steel in the future and commenced our commercial production of aluminum wheels in the third quarter of 2015. Our aluminum wheels are manufactured at an advanced aluminum wheel manufacturing facility (including offices, a research and development center, a test center and employee dormitories) with an aggregate land area of approximately 65,000 square meters in Zhangzhou, Fujian Province. Construction of the facility was completed in September 2015, with the first production line reaching maximum capacity utilization as of the end of 2017. We started investing in our second production line in 2017, which commenced partial production in the fourth quarter of 2017. We have obtained land use rights and property ownership certificates for this manufacturing facility. We have obtained substantially all of the necessary machinery and equipment and are in the process of upgrading a specialized production process designed for manufacturing aluminum wheels for commercial vehicles, conducting research and development, procuring raw materials and recruiting additional industry experts in order to ramp up our aluminum wheel production. We believe we are well positioned to enter the aluminum wheel market, and by developing different types of high quality aluminum wheels and being an early market entrant, we believe that we will be well positioned to capture future growth in the market for aluminum wheels in the PRC as it emerges and also to enter selected international markets over time.

#### *Sales and Marketing*

We have a diversified customer base. We offer our products to end-users in the aftermarket in the PRC through our nationwide distribution network. As of December 31, 2020, such network consisted of more than 3,228 distributors, including 23 tier-one distributors, 2,072 exclusive tier-two distributors and 1,133 non-exclusive tier-two distributors, throughout the PRC. We also sell our products directly to OEMs in the PRC. PRC aftermarket sales accounted for 31.8%, 36.3% and 24.7% of our revenue in 2018, 2019 and 2020, respectively. PRC OEM sales accounted for 55.8%, 52.2% and 66.0% of our revenue in 2018, 2019 and 2020, respectively.

In addition, we sell our products outside the PRC to international distributors in the aftermarket, primarily in Thailand and more than 26 other countries worldwide. International sales accounted for 12.4%, 11.5% and 9.3% of our revenue in 2018, 2019 and 2020, respectively. In 2018, 2019 and 2020, the aggregate sales to our five largest customers accounted for 26.5%, 24.8% and 30.9% of our revenue, respectively.

We have a dedicated sales and marketing team, which had 235, 233 and 232 employees as of December 31, 2018, 2019 and 2020, respectively. The team is responsible for the sales and marketing of our products and managing and supporting our distributors. We believe that the combination of our extensive distribution network and our effective management of such network provides us with the broadest coverage among PRC commercial wheel manufacturers, which has contributed to our leadership position in the PRC aftermarket and presents a significant barrier to entry in that market.

## Domestic Sales

### Aftermarket Sales

Our products are sold to end-users in the aftermarket in the PRC as replacements for worn out or lower quality wheels through our nationwide distribution network, which covers all provinces, autonomous regions and municipalities in the PRC and includes various distributors, retail stores and repair and maintenance shops. In addition to selling our products, these distributors typically also sell other automotive components. End users in the aftermarket typically focus on wheel manufacturers' product quality, value for money, brand reputation, technology and ability to develop new products, delivery timeliness, after-sales service and customer relationships.

We believe that our extensive distribution network provides us with a distinct competitive advantage over our competitors because it enables us to: (i) reach end-users across China in a cost-effective manner, thereby increasing our penetration of the fragmented PRC aftermarket, (ii) closely monitor market trends and end-user preferences, enabling us to swiftly meet end-user demands and (iii) lower our logistics costs as we can get our products to end-users quickly and efficiently through our distributors.

Our PRC aftermarket sales involves the sale of our products to tier-one distributors, which carry our products on an exclusive basis and have direct contractual relationships with us. These tier-one distributors resells our products to tier-two distributors. Tier-two distributors are divided into exclusive and non-exclusive distributors, depending on whether they only sell steel wheels manufactured by us. The number of our tier-two distributors decreased from 2014 to 2020 primarily as a result of the economic slowdown. The following table sets forth the total number of our tier-one, exclusive tier-two and non-exclusive tier-two distributors in the PRC as of December 31, 2018, 2019 and 2020, respectively:

	As of December 31,		
	2018	2019	2020
Tier-one	23	23	23
Exclusive tier-two	2,231	2,120	2,072
Non-exclusive tier-two	1,128	1,118	1,133
Total	<u>3,382</u>	<u>3,261</u>	<u>3,228</u>

We generally select our tier-one distributors based on business reputation, size, industry and sales experience, quality of the management team, and prior sales performance, and enter into annual distribution agreements with our tier-one distributors which are renewed automatically every year unless terminated by the parties. Pursuant to our contractual arrangements, (i) our tier-one distributors may not distribute any other commercial wheel manufacturer's products, (ii) our tier-one distributors generally cover particular regions and may not distribute our products outside their respective regions, (iii) we set sales targets for our tier-one distributors and generally provide sales incentives or raise credit limits if the sales targets are met or exceeded by our tier-one distributors, (iv) our tier-one distributors are required to provide us a credit deposit typically equal to approximately one-month of indicative annual purchase amount, and depending on the actual sales amount, we typically provide our tier-one distributors a credit term of 45 to 55 days from the receipt of our invoice after product delivery and (v) our tier-one distributors are typically required to comply with all applicable laws and regulations in distributing our products. We conduct annual evaluations of our tier-one distributors.

We enter into a three-party distribution agreement with each exclusive tier-two distributor and the tier-one distributor covering the particular locale in which the exclusive tier-two distributor is located for a one-year term which is renewed automatically every year unless terminated by the parties. These agreements enable us to directly interact with and monitor our exclusive tier-two distributors while at the same time maximize our efficiency by delegating certain management oversight of our tier-two distributors to the relevant tier-one distributors. Pursuant to our contractual agreements, (i) our exclusive tier-two distributors may not distribute any other commercial wheel manufacturer's products, (ii) our exclusive tier-two distributors generally cover particular regions and may not distribute our products outside their respective regions, (iii) tier-one distributors set sales targets for our exclusive tier-two distributors and generally provide sales incentives or raise credit limits if the sales targets are met or exceeded by our exclusive tier-two distributors and (iv) our exclusive tier-two distributors are typically required to comply with all applicable laws and regulations in distributing our products. In order to better enhance our brand recognition, exclusive tier-two distributors display signage and posters bearing our "Zhengxing" brand name and logo and follow decoration and product display standards based on our requirements, with the relevant expenses paid by us. We and our tier-one distributors conduct annual evaluations of our exclusive tier-two distributors.

Although we do not have contractual agreements with our non-exclusive tier-two distributors, we require our tier-one distributors to enforce our sales and return policies, guidelines and procedures on the non-exclusive tier-two distributors. Non-exclusive tier-two distributors can distribute other commercial wheel manufacturer's products, although in practice, certain of our tier-two distributors voluntarily sell our products on an exclusive basis. Any non-compliance with our guidelines by non-exclusive tier-two distributors will be the responsibility of the relevant tier-one distributors.

Our sales and marketing team monitors, manages and supports the activities of our tier-one distributors and exclusive tier-two distributors to ensure that they comply with our sales guidelines, policies and procedures, and contractual arrangements. Our sales and marketing team regularly visits and inspects distributors, including their inventory levels, and assists and resolves any problems encountered by them. In addition, we provide periodic training to our tier-one distributors and principal exclusive tier-two distributors to impart product-related knowledge and information as well as to improve their sales and marketing skills.

#### *OEM Sales*

We also sell our products directly to OEMs in the PRC for use in their commercial vehicles. We had 81 OEM customers, 77 OEM customers and 68 OEM customers as of December 31, 2018, 2019 and 2020, respectively. The number of our OEM customers in the PRC has slightly decreased, due to economic slowdown and the impact of COVID-19. Our OEM customers include the group members of a number of large PRC commercial vehicle manufacturers such as SAIC-IVECO Hongyan Commercial Vehicle, Beiqi Foton Motor, Zhengzhou Yutong, FAW Jiefang Automotive, Anhui Jianghuai Automobile Group and China National Heavy Duty Truck Group. When selecting wheel suppliers, OEM customers typically look at factors such as price, product quality (and typically require suppliers to provide product test reports issued by a recognized test center), technology and ability to develop new products that meet their specifications, production scale, delivery timeliness, after-sales service and customer relationships.

Our existing OEM customers typically give us their product specifications and ask us to provide samples. When developing new vehicle models, our OEM customers will usually notify us of their plans and ask us to develop new wheel designs to meet their new requirements. Our sales and marketing team also provides samples of our products to existing OEM customers when we develop new wheel models. After we receive confirmation from the OEM customers that the samples of our products are acceptable to them, we will produce a small amount of the product for test use. Upon satisfactory completion of the test use, we typically enter into framework agreements with our OEM customers, which are renewed every year upon mutual agreement unless terminated by the parties, and commence mass production. This process typically takes about six months. In addition, our sales and marketing team proactively contacts and visits new OEMs to introduce our products to them and to develop new customer relationships. On occasion OEMs who are not our customers will initiate contact by requesting product samples from us.

Our framework agreements with OEM customers generally set a price, which is subject to periodic revision based on the market price of steel. OEM customers, pursuant to the framework agreements, then periodically place orders which specify the amount of purchases desired. The framework agreements do not contain minimum purchase requirements. Depending on the sales amount, we typically provide our OEM customers in the PRC a credit term of 90 days from the receipt of our invoice after product delivery.

We have long-term business relationships with most of our OEM customers, and to date, we have not had any material disputes with our OEM customers. We have been strengthening, and will continue to strengthen, our relationships with leading commercial vehicle OEMs. We seek to become their preferred wheel supplier by, among other things, utilizing our nationwide distribution network to provide aftermarket sales service and support to end-users for OEM customers across the PRC. We believe this will benefit OEMs because end-users generally prefer commercial vehicles that can be easily serviced at a variety of locations. Further, this will lead to high brand awareness of our products among end-users in the aftermarket, resulting in some end-users requesting that our wheels be used on the OEMs' vehicles at the time of purchase.

We have been enhancing, and will continue to enhance, our research and development capabilities in order to continue to develop products meeting the specific requirements and changing needs of our PRC OEM customers. Furthermore, we will continue to leverage the strategic locations of our nationwide manufacturing facilities to further improve our ability to promptly meet the demands of our PRC OEM customers. We believe that maintaining strong relationships with multiple OEMs will enable us to acquire additional market share in the PRC OEM market and fully benefit from the ongoing trend of OEMs increasingly outsourcing the production of commercial wheels.

### ***International Sales***

Our international sales include primarily sales to international distributors, which resell our products to OEMs and retail stores, repair and maintenance shops or end-users in the aftermarket. In addition to selling our products, these distributors, retail stores and repair and maintenance shops also typically sell other automotive components. We had 87, 87 and 68 international distributors as of December 31, 2018, 2019 and 2020, and the top five distributors in 2020 included Oliver of the Philippines, Li Li Ai of Burma, Universal Auto Engg. of Pakistan, Gudka Westend Motors Ltd of Kenya and Ring Techs of Japan.

We export our products to more than 27 countries worldwide, including Thailand, Vietnam, Malaysia, Pakistan and Indonesia. Thailand was our largest international market in 2018, 2019 and 2020, representing 1.3% 1.2% and 0.8% of our revenue in 2018, 2019 and 2020, respectively. We have been increasing our sales and marketing efforts in select countries in Asia and the Middle East which we believe present attractive market opportunities. In North America and Europe, we focus on partnering with local distributors to increase our sales in the aftermarket as well as to OEMs to establish our brand name in those markets.

We typically procure sales to international distributors and OEMs through participation in various exhibitions, trade shows and seminars for the automotive industry. The selection criteria for international distributors are similar to those for domestic distributors. We enter into strategic cooperation agreements with our ten largest international customers (including distributors and OEMs) which are renewed every three years upon mutual agreement unless terminated by the parties, pursuant to which such customers place orders from time to time that specify the actual price and amount of purchases. These strategic cooperation agreements provide that we are the preferred wheel supplier of these international distributor or OEM customers. We do not have strategic cooperation agreements with our other international distributor or OEM customers, who place orders with us from time to time pursuant to standalone purchase orders. We typically provide our international distributor and OEM customers a credit term of 30 days from the receipt of our invoice after product delivery. For certain new international customers, we require payment of the entire purchase price at the time of purchase. Our sales and marketing team periodically visits our international distributors to ensure that they comply with our sales guidelines, policies and procedures and to provide relevant support.

### ***Product Delivery***

We generally deliver our products to tier-one distributors and OEM customers in the PRC by truck or by train. We pay the cost of transporting our products to our customers and include such transportation cost in the prices of our products. We make international deliveries primarily by sea. Our export contracts are usually entered into on a Free On Board (FOB) basis, which means that we pay for shipping of the goods to the port of shipment, plus loading costs. Our customers pay freight, insurance, unloading costs and shipping from the port of destination to the factory.

We outsource the delivery of our products to reputable transportation service providers, and on behalf of our international customers, we engage a number of shipping agents to transport our finished products overseas. Our strategically located manufacturing facilities in different regions of China enable us to lower product delivery transportation costs, reduce transit time and satisfy the needs of our customers promptly, which distinguish us from our competitors. To date, we have not experienced any material backlogs or delays in meeting customer orders.

### ***Pricing***

We price our products on the basis of market supply and demand and adjust such prices from time to time based on the prices of our raw materials, particularly steel. Because of our leading market position and the strong demand for our products, we believe we generally are able to set the prices of our products at a premium and pass on any significant increases in our raw material costs to our customers. Also, as wheels generally extend the useful lives of tires, which are usually more expensive than wheels, we believe that wheels are typically less subject to downward price pressure by end-users and end-users are usually willing to pay higher prices for high-quality wheels, like ours, thus strengthening our ability to set the prices of our products. In addition, we generally reduce the selling prices of our products when there are significant decreases in our raw material costs.

### ***Warranty***

In line with market practice, we do not provide exchanges or returns of our products. For our products sold to OEMs in the PRC, we allow them to deduct an amount (typically equal to or less than 1.0% of the total invoice amount) from the invoice amount we charge which can be used to cover any defective products. For our PRC aftermarket sales, our tier-two distributors typically provide end-users with product exchanges or returns for defective products within a three-month warranty period. Upon an exchange or acceptance of a return of a defective product, two-tier distributors will either exchange the defective product with, or return the defective product to, their tier-one distributors, or deduct an amount from the invoice payable to their tier-one distributors, depending on their arrangements with the particular tier-one distributors.



We also do not provide any warranty for our products sold to international customers, and we do not provide exchanges or returns of our products for these customers.

### **Marketing**

Our sales and marketing team markets and promotes our brands and products. In the PRC, most of our products are sold under our “Zhengxing” and “Zhengxing Prince” brands, which we use for our more advanced wheels with higher specifications in terms of strength, durability, weight and other factors. We also sell less complex, lower cost products under our “Haixia,” “Zhengchang,” and “Lianxing” brands. In the international markets, most of our products are sold under our “CZX” brand.

In the PRC, our sales and marketing team regularly visits our distributors to better understand the needs and requirements of the end-users and any new market trends. We also regularly visit OEM customers to better understand their operations, needs and requirements and to introduce our new products. In addition, we participate in various exhibitions, trade shows and seminars for the automotive industry to promote and market our products to new customers. Our marketing efforts include advertising on billboards and in automotive magazines and distributing product brochures and product-related gifts such as T-shirts, posters and calendars to our customers and end-users. Generally, we are responsible for our marketing costs, and our distributors typically cooperate with us in conducting our marketing and promotional activities.

In the international markets, our marketing efforts primarily consist of periodic visits to our distributors and OEM customers and participation in various exhibitions, trade shows and seminars for the automotive industry.

In addition, we maintain a customer service hotline for our customers and end-users to respond to their inquiries and feedback on our products.

### **Research and Development**

We are committed to the research and development of new models of wheels as well as ongoing enhancements in existing product quality and production technology, in order to effectively adapt to changing demands of our customers for better quality wheel products, as well as to improve our production efficiency. We have established strong research and development capabilities which are important competitive factors in the commercial wheel industry, particularly for OEM customers who prefer to work with vehicle wheel manufacturers that can quickly develop safe, strong, durable and/or light-weight wheels meeting their specifications.

We believe that we maintain one of the largest skilled teams of research and development engineers and technicians in the commercial wheel industry in the PRC. As of December 31, 2018, 2019 and 2020, our research and development department had 195, 193 and 190 employees, respectively, most having 10 to 20 years of experience in the industry. In recent years, we gradually streamlined our research and development focus. We are now focusing on the research and development of light-weight steel wheel and aluminum wheel products while conducting less research and development on traditional steel wheel products.

We conduct substantially all of our research and development efforts internally and also collaborate with leading industry experts in the PRC and internationally. Our research and development efforts currently focus on the development of new models of steel wheels, and we have developed and commercialized approximately 26, 46 and 62 new models of steel wheels in 2018, 2019 and 2020, respectively. We also focus on making ongoing enhancements in existing product quality and production technology so as to improve, among other things, the safety, strength and balance, and reduce the weight (and thus improve fuel efficiency), of our products, and reduce the overall cost of our production process, as well as to further automate our manufacturing process. For example, we have developed a tubeless steel wheel production method that is patented and unique, whereby we can produce tubeless steel wheels which have enhanced strength and durability by applying certain manufacturing processes traditionally only used for tubed steel wheels. Under this patented method, we use rim-shaped steel (which we make from raw steel by pressing and rolling it under high heat), instead of rolled steel plate, as the raw material, and we apply compression, instead of rolling, at the stage of shaping. Please also refer to “—Production Process” above. We first commercialized tubeless steel wheels using this innovative production method in 2008. We are also in the process of using this patented method to develop light-weight tubeless steel wheels. Moreover, we have developed a new type of energy-saving and environmentally friendly “Tulou Steel Wheel” wheel and aluminum wheel for various types of vehicles such as high-end minibuses. In addition, we continue our research and development of commercial wheels made of aluminum, a new product line which we launched in 2015.

Our research and development team works closely with our sales and marketing team which collects requests regarding new wheel products and feedback on product quality and improvements from our distributors and OEM customers. We intend to continue further enhancing our existing research and development efforts.

We maintain a well-equipped research and development center at our headquarters in Zhangzhou, Fujian Province and at our manufacturing facilities in Langfang, Hebei Province and Hefei, Anhui Province, and perform all of our research and development activities in-house. In addition, we utilize advanced techniques in our product research and development, such as specialized computer software that enables us to create three-dimensional designs for the development of new types of wheels.

Furthermore, at our headquarters in Zhangzhou, Fujian Province, we have maintained one of the national wheel test centers designated by the PRC government for the testing of the specifications and roadworthiness of wheels sold in the PRC since September 2008. This test center has been granted ISO/IEC 17025 certification. It enables us to quickly test our new products onsite, thereby shortening our product development cycle to less than 30 days, which we believe is significantly less than that of our competitors. This test center also assists our penetration of the OEM market because OEMs typically require test certifications demonstrating that the wheels they use meet or exceed industry standards.

### **Intellectual Property**

We own a large portfolio of intellectual property rights in the PRC to protect the technologies, inventions and improvements significant to our business, and we believe that this is important in order for us to maintain a competitive advantage in the marketplace.

As part of our commitment to research and development, we have amassed a large patent portfolio through internal development covering all three types of patents, namely invention, utility model and design patents. As of December 31, 2020, we owned a total of 82 patents in the PRC, including 5 invention patents, 69 utility model patents and 8 design patents. The benefits of our patented technology include, among other things, improving the performance of our wheels and increasing the utilization of raw materials. In addition, as of December 31, 2020, we had registered 656 trademarks with China's Trademark Office, and are currently in the process of applying for 8 additional trademarks in the PRC. Through the Madrid System for the International Registration of Marks, we have registered two trademarks each with one jurisdiction in the United States and South Korea, respectively. We also have two registered trademarks in Taiwan. These trademarks are primarily related to the name and logo of our company. In 2005, "Zhengxing" was recognized as a "PRC Famous Trademark".

We rely primarily on intellectual property laws and contractual arrangements with our employees and others to protect our intellectual property rights. We have entered into agreements with most of our executive officers and employees involved in technology and research and development, under which intellectual property during their employment belongs to us, and they waive all relevant rights or claims to such intellectual property. Generally, our executive officers and employees involved in technology and research and development are also bound by a confidentiality obligation, and have agreed to disclose and assign to us inventions conceived by them during their term of employment. While we actively take steps to protect our proprietary rights, such steps may not be adequate to prevent the infringement or misappropriation of our intellectual property. The counterparties to our confidentiality agreements may not follow such agreements, or our confidentiality agreements may not be enforceable or provide an adequate remedy in the event of an unauthorized use or disclosure. Infringement or misappropriation of our intellectual property could harm our business and competitive position.

Our competitors are also developing and seeking patent protection for technologies in connection with the manufacturing of wheels. We expect these competitors to continue to take steps to protect these technologies, including seeking patent protection. There may be patents issued or pending held by others that cover significant parts of our technology or business methods. Disputes over rights to these technologies may arise in the future. We cannot be certain that our products do not or will not infringe valid patents or other intellectual property rights held by third parties. We may be subject to legal proceedings and claims from time to time relating to the intellectual property of others.

To date, we have not been a party to any material intellectual property claim. We are not aware of any proceedings concerning, and are not aware of any material claims or infringements of, any intellectual property rights that may be threatened or pending, in which we may be involved whether as a claimant or respondent.

### **Quality Control and Assurance**

We place great emphasis on quality control in our operations and have implemented quality control procedures throughout our production process to ensure consistent product quality that meets our quality control standards and policies. Our products are also subject to customized quality requirements of our customers. Our quality control department works closely with our technology and manufacturing departments to carry out our quality control procedures. Our senior management team is also actively involved in setting our quality control policies.

We have established a comprehensive quality management system from procurement to delivery in accordance with ISO/TS 16949 quality management requirements for our operations. Our comprehensive quality management system has been awarded ISO/TS 16949 quality management system certification since 2007, which certifies the satisfaction of specific quality management system requirements for the design and development, production and, when relevant, installation and service of automotive-related products, and ISO 9001:2000 quality management system certification from 2003 to 2006, which certifies the satisfaction of specific quality management system requirements for an organization to consistently provide products that meet customer and applicable regulatory requirements. In addition, as describe above under "—Research and Development," at our headquarters in Zhangzhou, Fujian Province, we have maintained one of the national wheel test centers designated by the PRC government for the testing of the specifications and roadworthiness of wheels sold in the PRC since September 2008 This test center has been granted ISO/IEC 17025 certification, which certifies the satisfaction of the general requirements to carry out tests and/or calibrations. We source substantially all of our principal test equipment from PRC suppliers. In addition, representatives of our tier-one distributors, OEM customers and international distributors and OEMs periodically inspect our manufacturing facilities and quality management system.

Our quality control procedures primarily consist of the following:

- **Raw material inspection:** We purchase our principal raw materials from selected reputable suppliers (generally in terms of product quality, prices, production capabilities and management) and conduct periodic evaluations of our principal suppliers. All raw materials delivered by suppliers to us are inspected before acceptance to ensure that they comply with our raw material standards.
- **Process control:** We have implemented various quality control measures (including conducting various tests such as pulsation and balance tests and inspections of sizes) in each of the key stages of our production process.
- **Product inspection:** We examine our finished products for defects.
- **Periodic functionality tests:** Based on the requirements of our customers, we conduct periodic functionality tests of our products, including radial fatigue tests, bending fatigue tests, welding strength tests and material inspection.

In addition, in conjunction with the expansion of our production capacity, we improve our production efficiency and operational effectiveness by, among other things, implementing advanced management systems designed to improve performance, such as lean manufacturing techniques and six-sigma quality control processes. We have commenced training for our employees of six-sigma quality control processes and are gradually implementing such processes to our business operations.

### Suppliers and Procurement

As one of the largest commercial wheel manufacturers in the PRC, we have developed strong relationships with our suppliers and are generally able to obtain our key raw materials and supplies at competitive prices. We source almost all of our raw materials from suppliers in the PRC.

Our principal raw material is steel (including raw steel which we make into rim-shaped steel and rolled steel plates), which accounts for substantially all of our total raw material requirements. We purchase steel from a limited number of selected reputable suppliers in the PRC. We generally enter into framework agreements with our steel suppliers, pursuant to which we place orders from time to time and have a one-year term, renewable every year upon mutual agreement. These agreements typically set a total purchase amount. The actual purchase price and amount of steel vary from order to order. Prices of steel are subject to fluctuation depending on supply and demand in the market, and we are generally able to purchase steel at prices slightly lower than the prevailing market prices because of our large volume of purchases. In addition, we purchase steel which meets our specific requirements from our primary steel supplier, Guangzhou Shougang Steel Trading Co., Ltd., a subsidiary of Shougang group, allowing us to optimize our production process and increase our raw material utilization rate. Unlike our Company, certain of our competitors in the PRC, which operate on a relatively smaller scale, often may need to buy steel with standard specifications indirectly through distributors, which may increase their costs and decrease their raw material utilization rate.

Our other raw materials include welding material, paint and powder coating, and we purchase such auxiliary materials from multiple suppliers which are easily replaceable. In addition, we also purchase a majority of our locking rings used in the production of tubed steel wheels from a limited number of suppliers. We do not have annual framework agreements with suppliers of our auxiliary materials and locking rings and generally place orders for these materials from time to time.

In line with market practice, we typically make full prepayment at the time of purchase to the suppliers of our steel. Our suppliers of other auxiliary materials including welding material, paint and powder coating and our suppliers of locking rings typically provide us a credit term of 30 to 35 days and a credit term of 50 to 60 days, respectively. We have long-term business relationships with most of our principal suppliers. For example, we have a more than ten-year relationship with Benxi Iron & Steel, our primary steel supplier. To date, we have not had any material disputes with our suppliers. We manage our inventory levels by monitoring in real time our production activities and incoming sales orders and also taking into consideration market prices of the raw materials, particularly steel. Based on this, we assess our requirements for raw materials and locking rings, and place orders with suppliers accordingly. We typically maintain approximately one to two months' supply of steel, approximately one month's supply of other auxiliary materials and less than one month's supply of locking rings.

We have been dependent on a limited number of suppliers for a significant portion of our raw material and locking ring requirements. In 2018, 2019 and 2020, the aggregate purchases from our five largest suppliers accounted for 82.6%, 80.5% and 83.1% of our total raw material and locking ring costs, respectively. Purchases from one of our largest suppliers, Shougang Jingtang Iron & Steel Co., Ltd., for 2018 and 2019 accounted for 33.8% and 33.0% of our total raw material and locking ring costs, respectively. In 2020, Guangzhou Shougang Steel Trading Co., Ltd., a subsidiary of Shougang group, became our largest supplier and the purchase from Guangzhou Shougang accounted for 27.3% of our total raw material and locking ring costs. Purchases from another one of our largest suppliers, Benxi Iron & Steel, accounted for 22.0%, 20.1% and 18.6% of our total raw material and locking ring costs for 2018, 2019 and 2020, respectively. Although there are alternate steel suppliers in the market, because we have optimized our manufacturing process to rely on the steel of our established key suppliers (especially Shougang Jingtang Iron & Steel Co. and Benxi Iron & Steel), which meet certain specifications, any disruption in steel from those suppliers may disrupt our manufacturing operations until we can secure appropriate steel from other suppliers. We believe that we will continue to purchase a significant portion of our raw materials and locking rings from a limited number of suppliers.

## **Competition**

The market for commercial wheels, especially the OEM market, is characterized by intense competition among multiple vehicle wheel manufacturers, with competition based on a number of factors. The key competitive factors in the aftermarket are product quality, product diversification, brand reputation, technology and ability to develop new products, delivery timeliness, after-sales service and customer relationships. In the OEM market, the same factors apply, except that OEMs are relatively more concerned with production scale rather than product diversification or brand reputation. We believe that our competitive advantages include economies of scale, high product quality and brand recognition, comprehensive product offerings, strong research and development abilities, nationwide strategic locations of our manufacturing facilities and nationwide coverage of our distribution network, which have enabled us to achieve our leadership position in the commercial wheel market in the PRC and to establish a strong presence internationally.

In the PRC market, we primarily compete with companies such as Shandong Xingmin Wheel, Dongfeng Motor Wheel, Changchun FAWAY Automobile Components, Xiamen Sunrise Wheel and Alcoa Inc. In the international market, we primarily compete with various local wheel manufacturers at each of our sales region. In addition, there is increasing consolidation within the commercial wheel industry in the PRC. We believe that with our leadership position in the commercial wheel industry in the PRC, we are well positioned to lead or participate in this industry consolidation which may further strengthen our leading market position. Nevertheless, if we fail to maintain or increase our market share, this consolidation in our industry could cause our competitors to develop advantages over us in their available capital, per-unit cost in manufacturing operations, purchasing power with suppliers, pricing power with customers, scale of distribution network, brand recognition and other factors that could adversely affect our business, financial condition, results of operations and prospects.

Other types of commercial wheels, such as aluminum wheels, also compete with our products. We began offering our own aluminum wheels at the end of 2013, comparing with steel wheel products, we have limited experience in the production and sales of such wheels on a commercial scale. Since we began commercial production of aluminum wheels in the third quarter of 2015, the market acceptance of aluminum wheel product continuously increased, aluminum wheel sales accounted for 12.1% of revenue of 2020 compared with 9.8% in 2019.

## **Environmental Matters and Safety**

Our production process primarily generates and discharges waste water, waste gas, noise and solid waste. We have adopted various policies and implemented various measures to treat and process such waste and to ensure our compliance with applicable environmental laws and regulations. We sell certain of our solid waste such as scrap steel to third parties or recycling stations.

We are required to comply with applicable PRC national and local environmental protection laws and regulations, and our operations are subject to periodic inspection by national and local environmental protection authorities. PRC national and local environmental laws and regulations impose fees for any discharge of waste materials above prescribed levels and fines for any serious violation, and provide that the relevant authorities may at their own discretion shut down or suspend the operation of any facility that fails to comply with orders requiring it to cease or remedy operations causing environmental damage. To date, we have not been subject to any material fines, suspension orders or other administrative actions from the PRC environmental authorities, and we believe that we are currently in compliance with all applicable environmental regulations and standards in all material respects. We are not aware of any pending or threatened environmental investigation, proceedings or action by any governmental agency or other third party.

We have adopted various policies and implemented various measures to ensure health and safety in our manufacturing facilities. We require that our employees comply with such policies and measures and also provide training to our new employees and periodic training to our employees. To date, our manufacturing facilities have not encountered any material unplanned work stoppages due to health and safety issues. We have complied with applicable PRC laws and regulations on health, safety and other relevant administrative regulations issued by the local governments in the regions where we operate. To date, we have not been subject to any material fines, orders or administrative actions involving non-compliance with these laws and regulations relating to any of our existing manufacturing facilities.

## **Insurance**

We maintain property insurance to cover our fixed assets. Our insurance policy covers our six subsidiaries within the PRC and is renewed on an annual basis. The policy insures against damages to the insured property arising from events such as fire, floods and other natural disasters. We do not have product liability insurance coverage for our products. We do not carry liability insurance that extends coverage to all potential liabilities that may arise in the ordinary course of our business, and we do not maintain any insurance coverage for business interruption. We do not maintain key-man life insurance for our executive officers or employee liability insurance.

Although we consider our insurance coverage to be adequate and in line with our industry practice, our insurance coverage, however, may still not be sufficient to cover damage to our fixed assets. To date, we have not made or been subject to any material insurance claims.

## **Regulations**

We operate our business in the PRC under a legal regime consisting of the laws enacted and adopted by the National People's Congress of the PRC, or the NPC, and its Standing Committee, the administrative regulations promulgated by the State Council, the highest executive branch of the PRC government and the ministerial decrees adopted by several ministries and agencies directly under the State Council's authority including, among others, the National Development and Reform Commission of the PRC, or the NDRC, the Ministry of Transport of the PRC, or the MOT, the MOFCOM, and the SAFE, and local rules promulgated by local governmental authorities at different levels. The following summarizes all material PRC laws and regulations that are relevant to our business.

### **Regulations on Automotive Components Industry**

#### ***General Policies on Automotive Industry***

The Policy on Development of the Automotive Industry was promulgated by the NDRC on May 21, 2004 and became effective on May 21, 2004 and amended on August 15, 2009 (the amendment became effective on September 1, 2009). The Middle and Long-Term Development Plan for the Automotive Industry was promulgated by the NDRC, the Ministry of Industry and Information Technology, and Ministry of Science and Technology in April 2017, which provides guiding ideology, basic principles and planning goals for the automotive industry.

The policy contains provisions relating to, among other things, technology policies, structure adjustments, market entry requirements, trademark usage, product development, spare parts sales, distribution networks, investment administration, customs administration and automobile consumption of automotive industry. The main objective of the policy was to develop the PRC automotive industry and make China a major automotive manufacturing country by 2010.

Under the policy, a series of favorable policies were released to encourage technology innovation by automotive components manufacturers and to attract social capital to automotive components industry to enhance competitiveness and expand production capacity of automotive components manufacturers with leading market positions. Automotive components manufacturers that are deemed as international manufacturers or are able to provide a full range of products to multiple auto makers are entitled to more favorable treatment in several aspects, including technology importation, technology improvement, financing and merger and acquisition.

#### ***Regulations on Quality Control of Automotive Components***

The Circular on Further Enhancing the Automobile Sales and Quality Control of Automotive Components Manufacturing was jointly promulgated by the SAIC, the MOT and the General Administration of Quality Supervision, Inspection and Quarantine of the PRC on July 26, 2010. The circular authorizes local branches of the SAIC, the MOT, and the General Administration of Quality Supervision, Inspection and Quarantine to jointly establish an automotive component tracing system to enhance supervision on manufacturing, distribution and usage of automotive components.

Under the circular, local branches of the SAIC are required to enhance their inspection of packaging, branding and quality of automotive components in the market, in particular, branded automotive components in distributors' stores. A penalty may be imposed on the distributor of the automotive components if any such product bears no signs of the manufacturer's information, product name, name of distributor or quality certificate, or is not in compliance with the quality standard under applicable laws.

#### ***Product Liability***

Under PRC laws, manufacturers and vendors of defective products in the PRC may be liable for loss and injury caused by such defective products. The Civil Code of the PRC was promulgated by the NPC on May 28, 2020 and became effective on January 1, 2021. The law establishes a separate chapter regarding product liability in the Tort Liability part, which provides that, manufacturers and vendors of a defective product which causes damage to any person are subject to civil liability for such damage. And in the event a defective product causes death or serious personal injury and the entity that manufactures and distributes such defective products has knowledge of the existence of such defects, such entity may be sued for punitive damages.

The Product Quality Law of the PRC was promulgated by the Standing Committee of the NPC on February 22, 1993, as amended on July 8, 2000, August 27, 2009 and December 29, 2018. Under the law, manufacturers who produce defective products are subject to civil and criminal liability and may have their business licenses revoked.

The Law of Protection of the Rights and Interests of Consumers was promulgated by the Standing Committee of the NPC on October 31, 1993 became effective on January 1, 1994 and was amended on August 27, 2009 and October 25, 2013. The law provides further protection to the legal rights and interests of consumers in connection with their purchase or use of goods and services. All business operations must observe and comply with the Consumers Protection Law when selling goods and offering services.

## **Other Regulations Relevant to Our Operation**

### ***Company Law***

The Company Law of the PRC was promulgated by the Standing Committee of the NPC on December 29, 1993 and became effective on July 1, 1994 and was amended on December 25, 1999, August 28, 2004, October 27, 2005, December 28, 2013 and October 26, 2018.

Under the Company Law, the term “company” refers to a limited liability company or a joint stock limited company established within the PRC in accordance with the Company Law. Shareholders of a company are only responsible for the company or to the company’s creditors to the extent of the capital contributions they have made or the number of shares they have subscribed. The shareholders of a company are entitled to enjoy the capital proceeds, participate in making important decisions, including choosing managers.

In accordance with the Company Law, the registered capital of a limited liability company is the total amount of the capital contributions subscribed by all the shareholders that have registered with the SAIC or its local counterparts. The capital contributions can be made in cash or in kind, intellectual property, land use rights and other non-cash properties which can be evaluated in currency and transferred in accordance with the law, except for properties prohibited by laws and administrative regulations to be used for capital contribution.

### ***Foreign Investment Law***

On March 15, 2019, the NPC published the Foreign Investment Law, or the FIL, which took effect on January 1, 2020. The FIL applies to PRC enterprises established, acquired or otherwise invested wholly or partially by foreign investors in a manner prescribed under applicable PRC laws and regulations. With the Foreign Investment Law came into force, the three old laws regulating foreign investment in China, including the Wholly Foreign-Owned Enterprise Law, together with their implementation rules and ancillary regulations, were abolished.

### ***Property***

The properties that we lease and own in the PRC are subject to the Civil Code of the PRC, which was promulgated by the NPC on May 28, 2020 and became effective on January 1, 2021. Under the law, any creation, modification, transfer or termination of property rights becomes effective only upon registration with the relevant government authorities. Ownership of all lawful properties of the State, collective organizations and individuals are protected.

The Land Administration Law of the PRC was promulgated by the Standing Committee of the NPC on June 25, 1986, became effective on January 1, 1987, and was amended on December 29, 1988, August 29, 1998, August 28, 2004 and August 26, 2019. According to the law, lands within the territory of the PRC fall into two categories: state-owned land and collectively-owned land. The use right of state-owned lands can be obtained through either government allocation or grant upon payment of appropriate grant fees. The law further provides that any construction must be conducted on state-owned lands except as otherwise permitted under the law. Collectively-owned lands may not be granted, assigned or leased for use of construction that is unrelated to agriculture unless otherwise permitted under the law. Violation of the law may result in facilities built thereon being demolished and, consequently, related businesses being forced to move to other locations.

### ***Intellectual Property Rights***

#### ***Patent***

The Patent Law of the PRC was promulgated in 1984 and amended in 1992, 2000, 2008 and 2020. The law recognizes the right in patents and provides an enforcement framework for the protection of proprietary rights. Pursuant to the Patent Law, patents are effective for 20 years from the initial date the patent application was filed.

### *Patent Prosecution*

The PRC patent prosecution system adopts the principle of “first to file.” This means that, where more than one person files a patent application for the same invention, a patent will be granted to the person who first filed the application. The United States uses a principle of “first to discover” to determine the granting of patents. In addition, the PRC requires absolute novelty in order for an invention to be patentable. If a technology that is the subject of an invention patent application was known to the public prior to the filing of the application, then such technology is not qualified to be patented as an invention. In contrast, inventors in the United States have a one-year grace period after publication of the invention during which they may file a patent. Patents issued in the PRC are not enforceable in Hong Kong, Taiwan or Macau, each of which has an independent patent system. Patents are filed at the State Intellectual Property Office of the PRC, or the SIPO, in Beijing.

### *Patent Enforcement*

A patent holder who believes his patent is being infringed may either file a civil legal suit or file an administrative complaint with a provincial or municipal office of the SIPO. A PRC court may issue a preliminary injunction upon the patent holder’s or an interested party’s request before instituting any legal proceedings or during the proceedings. Damages for infringement are calculated as either the loss suffered by the patent holder arising from the infringement or the benefit gained by the infringer from the infringement. If it is difficult to ascertain damages in this manner, damages may be determined in the range of from one to three times of the license fee under a contractual license. If damages still cannot be determined, statutory damages from RMB10,000 to 1,000,000 may apply. As in other jurisdictions, patent holders in the PRC have the burden of proving that a patent is being infringed, with one notable exception that if the holder of a manufacturing process patent alleges infringement of such patent, the alleged infringing party has the burden of proving that there has been no infringement.

### *International Patent Treaties*

The PRC is a signatory to all major intellectual property conventions, including the Paris Convention for the Protection of Industrial Property, the Madrid Agreement on the International Registration of Marks and Madrid Protocol, the Patent Cooperation Treaty, the Budapest Treaty on the International Recognition of the Deposit of Microorganisms for the Purposes of Patent Procedure and the Agreement on Trade-Related Aspects of Intellectual Property Rights.

Although patent rights are national rights, there is also a large degree of international co-operation under the Patent Cooperation Treaty, to which the PRC is a signatory. Under the treaty, applicants in one country can seek patent protection for an invention simultaneously in a number of other member countries by filing a single international patent application. The fact that a patent application is pending is not a guarantee that a patent will be granted, and even if granted, the scope of a patent may not be as broad as the subject of the initial application.

### *Trademark*

The Trademark Law of the PRC was promulgated by the Standing Committee of the NPC on August 23, 1982, and was amended on February 22, 1993, October 27, 2001, August 30, 2013, and April 23, 2019. The PRC Trademark Law Implementation Rules was promulgated by the State Council on August 3, 2002 and became effective on September 15, 2002 and was amended on April 29, 2014. The PRC is a signatory country to the Madrid protocol. The Madrid protocol provides for a mechanism under which an international registration produces the same effects as an application for registration of the trademark made in each of the countries designated by the applicant. According to the trademark law, the National Trademark Bureau under the State Administration for Market Regulation (“SAMR”) is responsible for the registration and administration of trademarks in the PRC. A “first-to-file” principle with respect to trademarks has been adopted. Where a trademark is infringed, the trademark owner may file a complaint with the relevant administrative department or competent courts. Where the infringement is so serious that it constitutes a crime, the trademark owner may file a complaint with the relevant public security organization. If a registered trademark owner intends to assign his or her registered trademarks, a registered trademark transfer agreement must be entered into between the owner and the assignee. The owner and assignee are required to jointly apply with the National Trademark Bureau and its local counterparts for registration of such assignment under the Trademark Law. Registered trademark owners may license others to use their registered trademarks. Relevant license agreements shall be filed with the National Trademark Bureau or its relevant local counterparts.

### *Domain Names*

On August 24, 2017, the Administrative Measures for Internet Domain Names were promulgated by the Ministry of Industry and Information Technology, which specified the administrative authority, license and administration of domain name service providers and protection of personal information. The Measures on Domain Names Dispute Resolution were promulgated by the China Internet Network Information Center on September 25, 2002 and became effective on September 30, 2002, and was amended in 2006, 2012, 2014 and 2019. The dispute resolution measures require domain name disputes to be submitted to institutions authorized by the China Internet Network Information Center for resolution.

### ***Environmental Protection***

The Environmental Protection Law of the PRC was promulgated on December 26, 1989 by the Standing Committee of the NPC and became effective on December 26, 1989, and amended on April 24, 2014. The law establishes the legal framework for environmental protection in the PRC. The Ministry of Ecology and Environment under the State Council is primarily responsible for the supervision and administration of environmental protection work nationwide and formulating national waste discharge limits and standards. Local environmental protection authorities at the county level and above are responsible for environmental protection in their jurisdictions.

The Law on Prevention and Control of Environmental Pollution by Solid Wastes was promulgated by the NPC on October 30, 1995 and amended on December 29, 2004, June 29, 2013, April 24, 2015, November 7, 2016 and April 29, 2020. Entities that do not have business licenses and qualifications are prohibited from the collection, storage, utilization and treatment of hazardous wastes. Parties that violate these provisions will be ordered to stop and correct such violation within a specified period of time or will be subject to a fine.

### ***Labor Law***

According to the Labor Contract Law which became effective on January 1, 2008 and was amended on December 28, 2012, labor contracts must be entered into if labor relationships are to be established between an entity and its employees. An employer may not require its employees to work in excess of the time limit permitted under the relevant labor laws and regulations and must pay the employees' wages that are no lower than the minimum wages under local standards. According to the Labor Contract Law and the Safe Production Law of the PRC, employers in the PRC are required to establish and perfect its system for labor safety and sanitation, comply with rules and standards relating to labor safety and sanitation, educate employees on labor safety and sanitation.

### ***Foreign Currency Exchange***

Foreign currency exchange in the PRC is primarily governed by the Foreign Exchange Administration Rules and the Regulations of Settlement, Sale and Payment of Foreign Exchange.

Under the Amended Foreign Exchange Administration Rules, which became effective on August 5, 2008, Renminbi is freely convertible for current account items, including the distribution of dividends payments, interest payments, trade and service-related foreign exchange transactions. Conversion of Renminbi for capital account items, such as direct investment, loans, securities investment and repatriation of investment, however, is still generally subject to the approval or verification of the SAFE.

Under the Regulations of Settlement, Sale and Payment of Foreign Exchange, promulgated in 1996, foreign invested enterprises, or FIEs, including WFOEs, may buy, sell or remit foreign currencies only at those banks that are authorized to conduct foreign exchange business after providing such banks with valid commercial supporting documents and, in the case of capital account item transactions, after obtaining approvals from the SAFE. Capital investments by FIEs outside the PRC are also subject to limitations, which include approvals by the MOFCOM, the SAFE and the NDRC.

On August 29, 2008, the SAFE promulgated Circular 142, which stipulates that the registered capital of an FIE may only be used for the purpose within its approved business scope and shall not be used for equity investment within the PRC. Violations of Circular 142 may result in penalties, including fines as set forth in the Foreign Exchange Administration Rules. On March 30, 2015, the SAFE promulgated the Notice of the State Administration of Foreign Exchange on Reforming the Administrative Approach Regarding the Settlement of the Foreign Exchange Capitals of Foreign-invested Enterprises, or Circular 19 and on June 9, 2016, the Circular of the State Administration of Foreign Exchange on Reforming and Standardizing the Administrative Provisions on Capital Account Foreign Exchange Settlement, or Circular 16, which replaced Circular 142 and stipulates that foreign exchange earnings under capital account to which the application of voluntary settlement has been specified by relevant policies may be settled by banks based on the actual operating needs of domestic institutions. PRC enterprises may use its foreign exchange earnings under capital account and the Renminbi funds obtained from the settlement thereof for current account expenditure within the scope of its business, as well as for capital account expenditure permitted by laws and regulations, but the use of equity investment is still restricted. On October 25, 2019, the SAFE promulgated the Notice of the State Administration of Foreign Exchange on Further Promoting the Facilitation of Cross-border Trade and Investment (Circular No.28), which stipulates that non-investment-oriented foreign-invested enterprises shall be allowed to use capital funds for domestic equity investment in accordance with the law under the premise of not violating the existing special management measures for entry of foreign investment (negative list) and the authenticity and compliance of their domestic invested projects.



### ***Foreign Exchange Regulations on Special Purpose Vehicles***

In July 2014, SAFE issued the Notice on Issues Relating to the Administration of Foreign Exchange in Overseas Investment and Financing and Reverse Investment Activities of Domestic Residents Conducted via Special Purpose Companies, or Notice 37, which became effective as of July 4, 2014, and replaced the previous Notice 75. Notice 37 maintain the registration requirement of PRC residents with the local SAFE branch for establishing or controlling any offshore company for the purpose of investment, and financing and conducting reverse investment in China with the domestic or overseas asset or equity that they legally hold, which is referred to as a “Special Purpose Vehicle” under Notice 75. It further requires amendment to a PRC resident’s registration in the event of significant changes to a Special Purpose Vehicle, such as an increase or decrease of capital, share transfer or exchange, merger, division or other material event. Notice 37 provides clearer guidance and procedures for the registration requirements compared to Notice 75. In addition, different local SAFE branches may have different views and procedures as to the interpretation and implementation of the SAFE regulations.

Under the relevant rules, failure to comply with the registration procedures set forth in Notice 37 may result in restrictions being imposed on the foreign-exchange activities of the relevant onshore company, including the payment of dividends and other distributions to its offshore parent or affiliate and the capital inflow from the offshore entity, and may also subject relevant PRC residents to penalties under PRC foreign-exchange administration regulations.

If any PRC shareholder of our company, which is an offshore company, fails to make the required SAFE registration and amendment registration, the PRC subsidiaries of our company may be prohibited from distributing their profits and proceeds from any reduction in capital, share transfer or liquidation to our company. In addition, failure to comply with the SAFE registration and amendment registration requirements described above could result in liability under the PRC laws for evasion of applicable foreign-exchange restrictions and subject us to large fines. We require all our shareholders who are PRC residents to comply with any SAFE registration requirements, but we have no control over either our shareholders or the outcome of such registration procedures. Such uncertainties may materially and adversely affect our business and prospects.

### ***Regulations on Mergers and Acquisitions by Foreign Investors***

On August 8, 2006, six PRC regulatory agencies, including the MOFCOM, the SASAC, the STA, the SAIC, the CSRC, and the SAFE, jointly promulgated the 2006 M&A Rule, which became effective on September 8, 2006 and were amended on June 22, 2009. The 2006 M&A Rule, among other things, includes provisions that purport to require that an offshore special purpose vehicle formed for the purpose of an overseas listing of securities in a PRC company obtain the approval of the CSRC prior to the listing and trading of such special purpose vehicle’s securities on an overseas stock exchange. On September 21, 2006, the CSRC issued a clarification that sets forth the criteria and process for obtaining any required approval of overseas listings by special purpose vehicles. However, substantial uncertainty remains regarding the scope and applicability of the 2006 M&A Rule to offshore special purpose vehicles.

The application of the 2006 M&A Rule with respect to our initial public offering and our corporate structure remains unclear. Our PRC counsel has advised us that we were not required to apply with any relevant PRC regulatory agencies, including the CSRC, for approval of our initial public offering or the current corporate structure for our initial public offering.

In addition, on February 3, 2011, the State Council promulgated the Security Review Rule, which became effective 30 days after February 3, 2011. The Security Review Rule, among other things, provides that merger and acquisition transactions by foreign investors of domestic enterprises in sensitive sectors or industries may be subject to security review and, as a result may be blocked due to their impact on the national defense security, national economic stability, basic social life order, or capacity of indigenous research and development of key technologies. On December 19, 2020, the State Development & Reform Commission and the Ministry of Commerce promulgated the Measures for the Security Review of Foreign Investment, which became effective on January 18, 2021. The Measures for the Security Review of Foreign Investment provides that Foreign investment that affects or may affect national security shall be subject to security review under these Measures. Foreign investors or the relevant parties in China shall proactively report any foreign investment that is in important field related to national security to the Office of the Working Mechanism before making the investment. And the result of security review may be passed, passed conditionally or failed.

### ***Regulations on Employee Share Options***

On March 28, 2007, SAFE promulgated the Share Option Rule. On February 15, 2012, SAFE issued the Stock Incentive Plan Rule which replaced the Share Option Rule. Under the Stock Incentive Plan Rule, PRC citizens who are granted share options or other employee equity incentive awards by an overseas publicly-listed company are required, through a qualified PRC agent or a PRC subsidiary of such overseas publicly-listed company, to register with the SAFE and complete certain other procedures related to the share options or other employee equity incentive plans. We and our PRC citizen grantees are subject to these regulations. If we or our PRC citizen grantees fail to comply with these regulations, we or our PRC citizen grantees may be subject to fines and other legal or administrative sanctions.



**Item 4A. Unresolved Staff Comments**

Not applicable.

**Item 5. Operating and Financial Review and Prospects**

*You should read the following discussion and analysis of our financial condition and results of operations in conjunction with Item 3A “Key Information — Selected Financial Data” and our audited consolidated financial statements and the related notes included elsewhere in this annual report. This discussion contains forward-looking statements that involve risks and uncertainties. Our actual results and the timing of selected events could differ materially from those anticipated in these forward-looking statements as a result of various factors, including those set forth under Item 3D “Key Information — Risk Factors” and elsewhere in this annual report.*

**A. OPERATING RESULTS****Overview**

We are one of the largest commercial wheel manufacturers in the PRC in both the aftermarket and OEM market in terms of sales volume, and we have maintained significant market share in recent years. We believe that our products enjoy premium brand recognition in the industry, especially among end-users. We also export our products to more than 27 countries worldwide.

We design, manufacture and sell high quality steel and aluminum wheels that are widely used by most types of commercial vehicles. Our product offering is one of the most diversified in the PRC commercial wheel industry. We currently offer more than 948 series of tubed steel wheels, tubeless steel wheels, off-road steel wheels and aluminum wheels. Each series of steel wheels comes in a range of performance specifications, sizes and colors to meet the various requirements of our customers.

We have a diversified customer base with our products being sold in both the aftermarket and OEM market in the PRC and internationally. We sell our products to end-users in the PRC aftermarket through our nationwide distribution network, which we believe is one of the most extensive distribution networks among commercial wheel manufacturers in the PRC. As of December 31, 2020, our distribution network consisted of more than 3,228 distributors, including 23 tier-one distributors, 2,072 exclusive tier-two distributors and 1,133 non-exclusive tier-two distributors, throughout the PRC. Our OEM customers included more than 68 automotive manufacturers in the PRC as of December 31, 2020, including the group members of a number of large PRC commercial vehicle manufacturers. In international markets, we sold our products to more than 68 distributors in the aftermarket as of December 31, 2020, including Oliver of the Philippines, Li Li Ai of Burma, Universal Auto Engg. of Pakistan, Gudka Westend Motors Ltd of Kenya and Ring Techs of Japan. Thailand was our largest international market in 2018, 2019 and 2020, representing 1.3%, 1.2% and 0.8% of our revenue for the same periods.

In 2018, 2019 and 2020, we generated revenue of RMB3,149.6 million, RMB2,493.2 million and RMB1,769.5 million (US\$271.2 million), respectively, and recorded a loss of RMB8.0 million, RMB104.9 million and RMB 399.0 million (US\$61.2 million), respectively.

**Factors Affecting Our Results of Operations**

We believe that the following are the most significant factors affecting our financial condition and results of operations.

### ***General Economic Conditions and Growth of the Automotive Market in the PRC and Worldwide***

Our financial condition and results of operations have been, and we expect them to continue to be, dependent to a significant extent on the general economic conditions and growth of the automotive industry in the PRC and in other target markets, such as Thailand, which has been our largest international market from 2013 to 2016 and from 2018 to 2020. We sell steel wheels through a network of distributors to aftermarket end-users as replacements for worn out or lower quality wheels. The actual demand from both aftermarket end-users and OEMs customers depends on the overall demand for and usage of commercial vehicles, which in turn depends on a number of factors including overall economic conditions, vehicle sales and availability and quality of transportation networks in the markets where we sell and distribute our products.

As the PRC economy developed, domestic commercial vehicle sales had enjoyed a relatively long period of growth, which partially drove the domestic sales of our products. Further, the gradual increase in commodities prices stimulated market trading and drove the development of the logistics and transportation sector. Simultaneously, integration of the logistics sector and the production of more efficient and high-end vehicles also boosted the heavy-duty truck sector. The implementation of the “One Belt, One Road” policy to redevelop the southern silk road and strengthen international cooperation on production capacity in South and Southeast Asia will help support the export of heavy-duty trucks. A combination of these developments led to an increase in demand for new heavy-duty trucks in 2017. In 2018, the PRC automotive industry remained largely stable, despite the slowdown of the PRC annual GDP growth to 6.6%, the slowest since 1990. This was mainly due to the combined effects of the Chinese government’s anti-truck overloading policy, supply-side reforms and higher fixed asset investments, which revitalized demand for new trucks. In 2019, as a result of the economic slowdown and the fading effects of the Chinese government’s earlier stimulus policies, demand for new trucks decreased. In 2020, the COVID-19 pandemic caused massive damage to the global economy. After a devastating first quarter, China managed to reopen its economy and close out the year with a positive annual GDP growth. According to the CAAM, commercial vehicle production in China increased by 20.0% in 2020 including a 22.9% increase in truck production. As a market leader in the commercial wheel manufacturing industry, we also completed the year with a strong comeback in our OEM sales. Sales outside the PRC were mainly generated from the Southeast Asian market, particularly with respect to Thailand and Vietnam. The challenges we face in our offshore markets are mainly related to the strength of the Renminbi relative to the local currencies, competition from local manufacturers, and preferential trade policies. We also face competition from PRC manufacturers seeking to export their products to the same offshore markets. Generally, during 2018, 2019 and 2020, Southeast Asian currencies depreciated, but their economic conditions and expansions remained robust. Excess production capacity in wheel manufacturing, however, continued to plague the PRC market, and competition in export pricing remained intense. Notwithstanding this, we kept our focus on the Southeast Asian market and will continue to explore this new market for high value-added products.

The implementation, renewal, change or cancellation of any government policies in the future, such as economic stimulus or tightening measures or currency controls, in the PRC or in any of the target international markets, may significantly affect our business. If the demand for our wheels declines as a result of changes of economic conditions in the automotive industry or does not grow at the pace we anticipate, our business, financial condition, results of operations and prospects could be harmed.

### ***Competition and Prices of Our Products***

Our products are targeted for sale in two sectors: the aftermarket and OEM market. In the aftermarket, the key competitive factors are price, product quality, product diversification, brand reputation, technology and ability to develop new products, delivery timeliness, after-sales service and customer relationships. In the OEM market, the same factors apply, except that OEMs are relatively more concerned with their suppliers’ production scale rather than product diversification or brand reputation. Our products are priced based on a variety of factors, including macro economic conditions, supply and demand for our products in the market, product quality and the terms of our arrangements with customers.

We believe that as a result of our large market share, premium brand recognition and high product quality, we have been able to charge a slight premium for our products. Also, as wheels generally extend the useful lives of tires, which are usually more expensive than wheels, we believe that wheels are typically less subject to downward price pressure by end-users and end-users are usually willing to pay higher prices for high-quality wheels like ours, thus strengthening our ability to set the prices of our products. The average selling prices of our products in the aftermarket tend to be slightly higher than that in the OEM market, both in the PRC and internationally. In 2018, the domestic selling prices were relatively stable mainly due to the combined effect of price increase driven by higher material prices, the effects of which were mitigated by the weak macroeconomic condition. In 2019, the domestic selling prices slightly decreased compared with 2018 due to slowdown in economic growth and intense competition. In the first half of 2020, the COVID-19 pandemic seriously affected the PRC economy, creating pressure on our performance in the short term, however, after a devastating first quarter, China managed to reopen its economy and close out the year with a positive annual GDP growth, we also outpaced the industry growth in the fourth quarter of 2020, we expect the market condition in the PRC to keep improving, which will lead to an increase in domestic demand for heavy duty trucks as domestic spending on infrastructure and property construction continues to increase at a steady pace. Sharp fluctuations in market demand could adversely affect our prices in future periods. Moreover, if through larger production scale, superior product quality, better technology or other factors, a competitor gains the pricing power that we currently enjoy, our prices and sales volume would be adversely affected. A weak OEM market would also affect the aftermarket segment in China as competition intensifies and pricing pressure increases.

In our international markets, our prices are usually set by reference to the prevailing market prices in our target markets, as well as the factors affecting pricing listed above. Our pricing outside the PRC is also affected by such factors as RMB foreign exchange rates in terms of our sales price, the strengths of the local currency from the perspective of the buyers and government regulations such as import and export taxes.

### ***Cost and Availability of Steel***

Our principal raw material is steel, which accounts for a substantial amount of our total raw material requirements. We purchase steel from a limited number of reputable suppliers in the PRC. We generally enter into framework agreements with our steel suppliers pursuant to which we place orders from time to time. These agreements typically set a purchase amount and are renewed every year upon mutual agreement. The actual purchase price and amount of steel vary from order to order. Prices of steel are subject to fluctuation depending on supply and demand in the market, and we generally are able to purchase steel at prices slightly lower than the prevailing market prices because of our large volume of purchases.

It is crucial to our business that we obtain from our suppliers sufficient quantities of steel meeting our specifications in a timely manner and at competitive prices for our production. We have long-term relationships with most of our steel suppliers, and to date, have not experienced any shortage of steel for our production. If one or more of our principal steel suppliers fails to meet our purchase orders, we believe that we can obtain steel from alternative suppliers, but we may experience a delay in deliveries in that case, which could adversely affect our production. Moreover, fluctuations in the prices of steel and our ability to pass on any increase in raw material costs to our customers will affect our cost of sales and our gross profit margins. Because of our leading market position and the strong demand for our products, we believe we generally are able to set the prices of our products at a premium and pass on any significant increases in our raw material costs to our customers. Depending on the intensity of competition in the market, we generally reduce the selling prices of our products when there are significant decreases in our raw material costs.

In the past few years, fluctuation in the price of steel has affected the prices of our products in part. The increase in the price of steel pushes up the prices of our products. However, with intense market competition, the increase in the prices of our products is slower than the increase in the price of steel while the decrease in the price of steel would cause timely reduction in the prices of our products. The average selling prices of our products slightly increased in 2018, predominantly due to an increase in the price of steel. In 2019 and 2020, the average selling prices of our products decreased due to a decrease in the price of steel. However, in 2021, with the global economy comeback after COVID-19, the price of steel would gradually increase, and we expect that we could dynamically adjust our average selling prices accordingly.

### ***Product Research and Development and Product Mix***

Our success will depend significantly on our ability to stay at the forefront of product development and production technology in the commercial wheel industry in the PRC and internationally. Accordingly, we are committed to the research and development of new models of wheels, as well as ongoing enhancements in existing product quality and production technology. Nevertheless, we cannot be certain that our research and development activities will be successful or that our product mix will continue to be competitive in the commercial wheel market, particularly as we expand into other types of products such as aluminum wheels.

In addition, our results of operations are to a certain extent affected by our product mix, as different products have different profitability. We generally adjust our product mix in favor of more profitable products. For example, we have allocated more weight to tubeless steel wheels in our product mix in recent years, as tubeless steel wheels generally have a higher gross profit margin than tubed steel wheels. If the profitability of different wheel products change and we fail to reflect such changes in our product mix, our results of operations may be adversely affected.

### ***Our International Sales and International Expansion Plans***

International sales as a percentage of our revenue have been, and are expected to continue to be, affected by the conditions of the global economy and the automotive industry. Therefore, our international sales can be unstable. Furthermore, our international sales generally have a lower gross profit margin compared to our sales in the PRC, primarily due to lower product prices in our international markets and a higher proportion of our international sales being tubed steel wheels, instead of tubeless steel wheels for which we have a higher gross profit margin.

As a result, our operations and financial performance are affected by the social, economic, political and regulatory conditions in our target markets. Furthermore, regulations and policies affecting trade and bilateral relations between the PRC and the countries and regions to which we export our products can adversely affect our international sales in those countries and regions.

When exporting to international markets, we may be subject to import taxes, duties or other barriers to free trade. Although we do not believe that we have engaged in anti-competitive behavior, we cannot be certain whether anti-dumping duties, taxes or other charges will be imposed against us in the future and to what extent such duties, taxes or other charges, or other regulatory changes in the international markets where we sell our products will adversely affect our business.

Therefore, we cannot assure you that we will be able to maintain or increase our revenue derived from international sales or that we will be able to benefit from our international expansion plans.

## Components of Results of Operations

### *Revenue*

Our revenue is primarily derived from sales of steel wheels, including tubed, tubeless and off-road steel wheels, and aluminum wheels for use in commercial vehicles. We sell our products to (i) tier-one distributors in the PRC, which then resell our products to end-users in the PRC aftermarket through tier-two distributors, (ii) OEMs in the PRC, and (iii) international distributors and OEMs. We categorize our business into three operating segments based on these sales channels: (i) PRC aftermarket sales, (ii) PRC OEM sales, and (iii) international sales. Our revenue represents the consideration received or receivable for our goods sold, net of related taxes, sales rebates and discounts. Depending on the contractual arrangement with our customers, sales are recognized when control of the products has been transferred, being when the risks and rewards have been transferred, the customer has full discretion over the channel and price to sell the products, and there is no unfulfilled obligation that could affect the customer's acceptance of the products.

PRC aftermarket sales accounted for 31.8%, 36.3% and 24.7% of our revenue in 2018, 2019 and 2020, respectively. PRC OEM sales accounted for 55.8%, 52.2% and 66.0%, respectively, of our revenue for the same periods. International sales accounted for 12.4%, 11.5% and 9.3%, respectively, of our revenue for the same periods.

PRC aftermarket sales as a percentage of our revenue increased from 31.8% in 2018 to 36.3% in 2019 and decreased to 24.7% in 2020. The aftermarket wheel segment remained weak and was negatively affected by the increased number of new vehicles on the road over the past few years, a demand shift to lower-price products and the Chinese government's heightened anti-overloading enforcement.

PRC OEM market sales as a percentage of our revenue decreased from 55.8% in 2018 to 52.2% in 2019 and increased to 66.0% in 2020, as a result of a significant increase in our large OEM customers' vehicle sales during the fourth quarter of 2020, especially in the heavy- and medium-duty categories.

International sales as a percentage of our revenue decreased from 12.4% in 2018 to 11.5% in 2019 and decreased to 9.3% in 2020, as weaker demand in price sensitive regions such as Southeast Asia negatively affected overall sales. We expect international sales as a percentage of our revenue to continue to be affected by both global economic trends and local conditions.

Sales of tubed steel wheels accounted for 46.1%, 45.1% and 34.1% of our revenue in 2018, 2019 and 2020, respectively. Sales of tubeless steel wheels accounted for 41.1%, 40.8% and 49.6%, respectively, of our revenue for the same periods. We commenced sales of off-road steel wheels in 2008 which accounted for 1.6%, 2.2% and 2.6% of our revenue in 2018, 2019 and 2020, respectively. We commenced sales of aluminum wheels in the third quarter of 2015 which accounted for 8.9%, 9.8% and 12.1% of our revenue in 2018, 2019 and 2020, respectively. We expect the upward trend shown in our sales of aluminum wheels as a percentage of our revenue to continue in the long-term when the COVID-19 pandemic situation stabilize as a result of the increase in market acceptance of aluminum wheel. Sales of wheel components accounted for 2.3%, 2.1% and 1.6% of our revenue in 2018, 2019 and 2020, respectively. We expect sales of tubed steel wheels as a percentage of our revenue to decrease and sales of tubeless steel wheels as a percentage of our revenue to increase in the long-term, primarily due to the overall market trend of the gradual replacement of tubed steel wheels by tubeless steel wheels.

The following table sets forth the breakdown of our revenue by sales channel/operating segment for the periods indicated:

	Year Ended December 31,							
	2018		2019		2020		2020	
	RMB	% of Revenue	RMB	% of Revenue	RMB	% of Revenue	US\$	% of Revenue
	(in thousands, except percentages)							
PRC OEM sales	1,758,057	55.8	1,302,273	52.2	1,168,711	66.0	179,113	66.0
PRC aftermarket sales	1,002,519	31.8	903,548	36.3	437,039	24.7	66,979	24.7
International sales	389,038	12.4	287,397	11.5	163,728	9.3	25,092	9.3
Total	<u>3,149,614</u>	<u>100.0</u>	<u>2,493,218</u>	<u>100.0</u>	<u>1,769,478</u>	<u>100.0</u>	<u>271,184</u>	<u>100.0</u>

The following table sets forth the breakdown of our revenue by product category for the periods indicated:

	Year Ended December 31,							
	2018		2019		2020		2020	
	RMB	% of Revenue	RMB	% of Revenue	RMB	% of Revenue	US\$	% of Revenue
	(in thousands, except percentages)							
Tubed steel wheels	1,452,696	46.1	1,124,025	45.1	603,202	34.1	92,445	34.1
Tubeless steel wheels	1,294,187	41.1	1,017,510	40.8	878,012	49.6	134,561	49.6
Off-road steel wheels	48,917	1.6	55,248	2.2	45,620	2.6	6,992	2.6
Aluminum wheels	281,150	8.9	243,174	9.8	213,386	12.1	32,703	12.1
Wheel components	72,664	2.3	53,261	2.1	29,258	1.6	4,483	1.6
Total	<u>3,149,614</u>	<u>100.0</u>	<u>2,493,218</u>	<u>100.0</u>	<u>1,769,478</u>	<u>100.0</u>	<u>271,184</u>	<u>100.0</u>

### Cost of Sales

Cost of sales primarily consists of (i) raw material costs, (ii) manufacturing overhead costs such as depreciation of property, plant and equipment and depreciation of right-of-use assets used for production purposes, and utilities and auxiliary materials associated with the manufacturing of our products, and (iii) direct labor costs.

The following table sets forth the breakdown of our cost of sales for the periods indicated:

	Year Ended December 31,							
	2018		2019		2020		2020	
	RMB	% of Cost of Sales	RMB	% of Cost of Sales	RMB	% of Cost of Sales	US\$	% of Cost of Sales
	(in thousands, except percentages)							
Raw material costs	2,220,505	79.8	1,772,070	78.2	1,397,717	76.1	214,209	76.1
Utilities and auxiliary materials	241,224	8.7	192,694	8.5	147,873	8.0	22,663	8.0
Depreciation and amortization	112,582	4.1	111,938	4.9	106,839	5.8	16,374	5.8
Direct labor costs	179,926	6.5	167,056	7.4	168,735	9.2	25,860	9.2
Taxes	25,531	0.9	21,660	1.0	16,419	0.9	2,516	0.9
Total	<u>2,779,768</u>	<u>100.0</u>	<u>2,265,418</u>	<u>100.0</u>	<u>1,837,583</u>	<u>100.0</u>	<u>281,622</u>	<u>100.0</u>

### Other Income, Gain and Loss

Other income, gain and loss primarily consists of (i) interest income, (ii) net gain/(loss) from sales of scrap materials, (iii) insurance payments as reimbursement of directors and officers litigation costs and (iv) government grants. Government grants primarily consist of grants, subsidies and similar incentives for which we apply and that we periodically receive from various PRC government authorities mainly in relation to our capital expenditures and research and development efforts. We do not receive government grants on a regular basis, and the amounts that we have received in the past have fluctuated. While we intend to continue to apply for government grants in the future, there can be no assurance that we will receive any such grants. Sales of scrap materials represent sales of scrap steel generated in our manufacturing process to third parties or recycling stations.

### Net Exchange (Losses)/Gains

Net exchange (losses)/gains represent losses or gains arising from the translation of monetary assets and liabilities (primarily associated with trade receivables and cash balances from our international sales) denominated in foreign currencies and U.S. dollars from such currencies to our functional currency, Renminbi.

### ***Selling and Distribution Costs***

Selling and distribution costs primarily consist of (i) transportation costs for delivery of our products, (ii) business promotion and advertising expenses in connection with our marketing efforts, such as promotional campaigns and advertising on billboards, as well as payments of subsidies for marketing and related expenses to our exclusive tier-two distributors in connection with our brand recognition enhancement efforts, in accordance with our agreements with them, and (iii) salaries, bonuses and related expenses for personnel engaged in sales and marketing. We incur significant transportation costs in connection with the delivery of our products to our customers in the PRC that are not located near our manufacturing facilities and to our customers outside the PRC. We usually deliver our finished products to customers in the PRC by truck or by train. We make international deliveries primarily by sea. Our export contracts are usually entered into on a Free On Board (FOB) basis, which means that we pay transportation costs from our factory to the port of shipment, plus loading costs. Our customers pay freight, insurance, unloading costs and transportation costs from the port of destination to their factory. On behalf of our international customers, we engage a number of shipping agents to deliver our finished products overseas. Our transportation costs were RMB89.9 million, RMB76.8 million and RMB66.3 million (US\$10.2 million) in 2018, 2019 and 2020, respectively. We expect our selling and distribution costs, as a percentage of revenue, to remain relatively stable for the foreseeable future.

### ***Research and Development Expenses***

Research and development expenses primarily consist of (i) purchases of supplies and materials used in our research and development projects, (ii) salaries, bonuses and related expenses for personnel engaged in research and development, (iii) consumption of low-value consumables used in our research and development projects and (iv) depreciation of property, plant and equipment used in connection with our research and development efforts.

We expect our research and development expenses for new projects to continue to be stable for the foreseeable future as we continue to develop new and enhanced steel wheels and as we further enhance our research and development for aluminum wheels. As a percentage of revenue, we expect our research and development expenses to remain relatively stable for the foreseeable future.

### ***Administrative Expenses***

Administrative expenses primarily consist of (i) salaries, bonuses and related expenses for administrative personnel and management, (ii) depreciation of property, plant and equipment and depreciation of right-of-use assets used for administrative purposes, (iii) legal and professional fees and (iv) other tax expenses such as land taxes and property taxes in connection with our manufacturing facilities and stamp duty in connection with the agreements we entered into. Administrative expenses also include equity-settled share-based compensation expenses.

In dollar terms, we expect our administrative expenses to remain relatively stable for the foreseeable future.

### ***Finance Costs***

Finance costs primarily consist of interest expense on bank borrowings.

### **Taxation**

#### ***British Virgin Islands***

We are incorporated in the British Virgin Islands. Under the current laws of the British Virgin Islands, as a business company incorporated under the BVI Business Companies Act (as amended), or the BVI Act, we are not subject to taxation on our income or capital gains. In addition, dividend payments made by us are not subject to withholding tax in the British Virgin Islands.

#### ***Hong Kong***

We did not have any assessable profits subject to the Hong Kong profits tax in 2018, 2019 and 2020. We do not anticipate having any income subject to income taxes in Hong Kong for the foreseeable future.

#### ***People's Republic of China***

Our subsidiaries incorporated in the PRC are governed by applicable PRC income tax laws and regulations.

Our PRC subsidiaries were subject to PRC enterprise income tax at a statutory rate of 25.0% in 2018, 2019 and 2020, except for (i) Zhengxing Wheel, which has been recognized as a “High and New Technology Enterprise” and enjoys a preferential tax rate of 15.0% from 2008 to 2022, (ii) Hua’an Zhengxing Wheel Co. Limited, which is recognized as a “High and New Technology Enterprise” and enjoys a preferential tax rate of 15.0% from 2017 to 2022 and (iii) Zhengxing Chengdu Wheel, which has an entity incorporated in the western region of the PRC in July 2004 with more than 70.0% of its total income from the business of state-encouraged industry and enjoys a preferential tax rate of 15.0% from its inception in 2004 to 2030. These preferential income tax rates are subject to periodic review and renewal by PRC authorities.



Enterprises established outside the PRC whose “de facto management bodies” are located in the PRC are considered “resident enterprises” and are generally subject to the uniform 25.0% enterprise income tax rate as to their worldwide income. “De facto management bodies” is defined as the bodies that have material and overall management control over the business, personnel, accounts and properties of an enterprise. Although all of our operational management is currently based in the PRC, it is unclear whether PRC tax authorities would require (or permit) us to be treated as a PRC resident enterprise.

PRC income tax at the rate of 10.0% is applicable to dividends payable to investors that are “non-resident enterprises.” “Non-resident enterprises” are defined as entities that do not have an establishment or place of business in the PRC, or which have such establishment or place of business but the relevant income is not effectively connected with the establishment or place of business, to the extent such dividends have their sources within the PRC. Similarly, any gain realized on the transfer of ADSs or shares by such investors is also subject to PRC income tax at a rate of 10.0% if such gain is regarded as income derived from sources within the PRC. A lower income tax rate of 5.0% is applied if the “non-resident enterprises” are registered in Hong Kong or other jurisdiction that have a tax treaty arrangement with China. If we are considered a PRC “resident enterprise,” it is unclear whether dividends we pay with respect to our ordinary shares or ADSs, or the gain you may realize from the transfer of our ordinary shares or ADSs, would be treated as income derived from sources within the PRC and be subject to PRC tax. It is also unclear whether, if we are considered a PRC “resident enterprise,” holders of our ordinary shares or ADSs might be able to claim the benefit of income tax treaties entered into between China and other countries.

In addition, we also benefit from PRC tax policies designed to encourage exports. In the PRC, steel wheels are normally subject to a VAT of 13.0%, but we receive a full rebate of or exemption from the VAT for the steel wheels that we export. The value of these VAT exemptions and rebates amounted to approximately RMB62.3 million, RMB43.4 million and RMB23.0 million (US\$3.5 million) in 2018, 2019 and 2020, respectively.

### **Equity-settled Share-based Compensation Expenses**

We account for compensation costs for all of our restricted share grants, share options and restricted share unit awards using the fair value determined on the grant date and recognize the expenses in our consolidated statement of comprehensive income. We did not incur non-cash share-based compensation expenses in each of 2018, 2019 and 2020 in connection with the share option granted to one of our executive officers in August 2011 and the restricted share unit awards granted to each of our independent directors in March 2012 under our 2011 Share Incentive Plan.

### **Critical Accounting Policies**

We prepare our consolidated financial statements in accordance with IFRS as issued by the IASB, which requires us to make judgments, estimates and assumptions that affect: (i) the reported amounts of our assets and liabilities; (ii) the disclosure of our contingent assets and liabilities at the end of each reporting period; and (iii) the reported amounts of revenue and expenses during each reporting period. We continually evaluate these estimates based on our own historical experience, knowledge and assessment of current business and other conditions, our expectations regarding the future based on available information and reasonable assumptions, which together form our basis for making judgments about matters that are not readily apparent from other sources. Since the use of estimates is an integral component of the financial reporting process, our actual results could differ from those estimates.

We believe that any reasonable deviation from those judgments and estimates would not have a material impact on our financial condition or results of operations. To the extent that the estimates used differ from actual results, however, adjustments to the statement of comprehensive income and corresponding statement of financial condition accounts would be necessary. These adjustments would be made in future financial statements.

When reading our financial statements, you should consider (i) our critical accounting policies, (ii) the judgment and other uncertainties affecting the application of such policies, and (iii) the sensitivity of reported results to changes in conditions and assumptions. We believe the following accounting policies involve the most significant judgment and estimates used in the preparation of our financial statements. We have not made any material changes in the methodology used in these accounting policies during the past three years.

Significant accounting policies followed by us in the preparation of the accompanying consolidated financial statements are summarized below:

#### ***Basis of Preparation***

We have prepared our consolidated financial statements on the historical cost basis. Historical cost is generally based on the fair value of the consideration given in exchange for goods.

#### **Property, plant and equipment**

Property, plant and equipment including buildings held for use in the production or supply of goods or services, or for administrative purposes other than construction in progress as described below are stated in the consolidated statements of financial position at cost less subsequent accumulated depreciation and accumulated impairment losses, if any.

Properties, plant and equipment in the course of construction for production, supply or administrative purposes and equipment pending for installation are carried at cost, less any recognized impairment loss. Costs include professional fees and, for qualifying assets, borrowing costs capitalized in accordance with our accounting policy. Construction in progress is classified to the appropriate category of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Depreciation is recognized so as to write off the cost of items of property, plant and equipment other than construction in progress, over their estimated useful lives and after taking into account their estimated residual value, using the straight line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Historical cost includes expenditure that is directly attributable to the acquisition of the items. Cost may also include transfers from equity of any gains/losses on qualifying cash flow hedges of foreign currency purchases of property, plant and equipment.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to us and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognized. All other repairs and maintenance are recognized in profit or loss during the financial period in which they are incurred.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the net proceeds on disposal and the carrying amount of the asset and is recognized in profit or loss on the date of retirement or disposal.

### ***Revenue Recognition***

We have adopted IFRS 15 from January 1, 2018, using the modified retrospective method of adoption. Revenues for the years ended December 31, 2018, December 31, 2019 and December 31, 2020 were presented under IFRS 15, and revenues for the year ended December 31, 2017 were not adjusted. There was no financial impact of the transition to IFRS 15 on our retained profits as of January 1, 2018. Under IFRS 15, we recognize revenue when (or as) a performance obligation is satisfied, i.e. when “control” of the goods or services underlying the particular performance obligation is transferred to the customer.

Our revenue is primarily derived from sales of steel wheels, including tubed, tubeless and off-road steel wheels, for use in commercial vehicles, to distributors and OEMs in and outside the PRC. For our PRC aftermarket sales, we sell only to tier-one distributors who then resell our products to tier-two distributors. We do not sell directly to tier-two distributors or end-users. We also sell our wheel components such as wheel discs to distributors for use in the aftermarket in the PRC and internationally. In line with market practice, we do not provide exchanges or returns of our products. For our products sold to OEMs in the PRC, we allow them to deduct an amount (typically equal to or less than 1.0% of the total invoice amount) from the invoice amount we charge which can be used to cover any defective products. For our PRC aftermarket sales, our tier-two distributors typically provide end-users with product exchanges or returns for defective products within a three-month warranty period. Upon an exchange or acceptance of a return of a defective product, two-tier distributors will either exchange the defective product with, or return the defective product to, their tier-one distributors, or deduct an amount from the invoice payable to their tier-one distributors, depending on their arrangements with the particular tier-one distributors. We do not have any responsibility or liability over the arrangements between tier-one and tier-two distributors. We also do not provide any warranty for our products sold to international customers, and we do not provide exchanges or returns of our products for these customers.

### ***Taxation***

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the consolidated statement of comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are not taxable or tax deductible. We calculate our liability for current tax using tax rates (and tax laws) that have been enacted or substantively enacted by the end of each reporting period.

We recognize deferred tax on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax base used in the computation of taxable profit. We generally recognize deferred tax liabilities for all taxable temporary differences. We generally recognize deferred tax assets for all deductible temporary difference to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. We do not recognize such assets and liabilities if the temporary difference arises from the initial recognition of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

We recognize deferred tax liabilities for taxable temporary differences associated with investments in subsidiaries, except where we are able to control the reversal of the temporary difference and it is probable that the temporary difference will not be reversed for the foreseeable future.

We review the carrying amount of deferred tax assets at the end of the reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

We measure deferred tax assets and liabilities at the tax rates that are expected to apply in the period in which the liability is settled, or the asset is realized based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which we expect, at the end of the reporting period, to recover or settle the carrying amount of our assets and liabilities.

We recognize current and deferred taxes in profit or loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred taxes are also recognized in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

***Inventories***

We state inventories at the lower of cost and net realizable value. We calculate cost using the weighted average method. Net realizable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

***Intangible Assets***

We identify and recognize intangible assets acquired in a business combination separately from goodwill where they satisfy the definition of an intangible asset and their fair values can be measured reliably. The cost of such intangible assets is measured at their fair value at the acquisition date.

Subsequent to initial recognition, we carry intangible assets with indefinite useful lives at cost less any subsequent accumulated impairment losses.

## Results of Operations

The following summary consolidated statement of comprehensive income data for the years ended December 31, 2018, 2019 and 2020 have been derived from our audited consolidated financial statements included elsewhere in this annual report. Our historical results are not necessarily indicative of our results expected for any future periods

	Year Ended December 31,							
	2018		2019		2020		2020	
	RMB	% of Revenue	RMB	% of Revenue	RMB	% of Revenue	US\$	% of Revenue
(in thousands, except percentages)								
<b>Summary Consolidated Statements of Profit or Loss and Other Comprehensive Income Data:</b>								
Revenue	3,149,614	100.0	2,493,218	100.0	1,769,478	100.0	271,184	100.0
Cost of sales	(2,779,768)	(88.3)	(2,265,418)	(90.9)	(1,837,583)	(103.8)	(281,622)	(103.8)
Gross profit (loss)	369,846	11.7	227,800	9.1	(68,105)	(3.8)	(10,438)	(3.8)
Other income, gain and loss	16,089	0.5	17,320	0.7	10,825	0.6	1,659	0.6
Net exchange gain (loss)	1,250	0.0	494	0.0	(2,419)	(0.1)	(370)	(0.1)
Impairment charge on property, plant and equipment	—	—	—	—	(54,000)	(3.1)	(8,276)	(3.1)
Selling and distribution costs	(174,774)	(5.5)	(155,308)	(6.2)	(140,748)	(8.0)	(21,570)	(8.0)
Research and development expenses	(51,760)	(1.6)	(56,841)	(2.3)	(66,109)	(3.7)	(10,132)	(3.7)
Administrative expenses	(144,454)	(4.6)	(121,647)	(4.9)	(137,329)	(7.8)	(21,046)	(7.8)
Finance costs	(23,210)	(0.7)	(24,435)	(0.9)	(24,362)	(1.4)	(3,734)	(1.4)
Loss before taxation	(7,013)	(0.2)	(112,617)	(4.5)	(482,247)	(27.3)	(73,907)	(27.3)
Income tax (expense) credit	(969)	(0.1)	7,747	0.3	83,201	4.7	12,751	4.7
<b>Loss and total comprehensive loss for the year</b>	<b>(7,982)</b>	<b>(0.3)</b>	<b>(104,870)</b>	<b>(4.2)</b>	<b>(399,046)</b>	<b>(22.6)</b>	<b>(61,156)</b>	<b>(22.6)</b>
<b>Loss and total comprehensive loss attributable to:</b>								
Owners of the Company	(7,982)	(0.3)	(104,870)	(4.2)	(399,046)	(22.6)	(61,156)	(22.6)

### Year Ended December 31, 2020 Compared to Year Ended December 31, 2019

**Revenue.** Revenue decreased by 29.0% from RMB2,493.2 million in 2019 to RMB1,769.5 million (US\$271.2 million) in 2020. The decrease was mainly due to lower demand caused by COVID-19, economic slowdown and intense market competition, combined with the fading effects of earlier PRC government stimulus policies.

**PRC OEM sales:** PRC OEM sales decreased by 10.3% from RMB1,302.3 million in 2019 to RMB1,168.7 million (US\$179.1 million) in 2020. The average unit selling price decreased by 8.2% year-over-year and the total unit sales in the OEM market decreased by 2.2% year-over-year as a result of overall weak vehicle sales to the Company's large OEM customers. However, there was a significant increase in our large OEM customers' vehicle sales during the second half of 2020, especially in the heavy- and medium-duty categories.

**PRC aftermarket sales:** PRC aftermarket sales decreased by 51.6% from RMB903.5 million in 2019 to RMB437.0 million (US\$67.0 million) in 2020. The average unit selling price in the PRC aftermarket decreased by 16.9% year-over-year in 2020 and total unit volume decreased 41.8% year-over-year. The aftermarket wheel segment remained relatively weak and was negatively affected by the increased number of new vehicles on the road over the past few years, a demand shift to lower-price products and the Chinese government's heightened anti-overloading enforcement.

**International sales:** International sales decreased by 43.0% from RMB287.4 million in 2019 to RMB163.7 million (US\$25.1 million) in 2020. While the average unit selling price decreased 11.6% year-over-year, the total unit volume in international sales decreased by 35.6% year-over-year in 2020. Global economic downturn and weaker demand in our main international sales region, Southeast Asia, negatively affected overall sales.

**Cost of Sales.** Cost of sales decreased by 18.9% from RMB2,265.4 million in 2019 to RMB1,837.6 million (US\$281.6 million) in 2020. The decrease was primarily due to a RMB374.4 million decrease in raw material costs, mainly as a result of decreased sales volume. As a percentage of revenue, cost of sales increased from 90.9% in 2019 to 103.8% in 2020. Material costs were 79.0% of revenue in 2020, compared to 71.1% in 2019. In 2020, owing to adverse market environment, we had to reduce selling prices to remain competitive.

**Gross (Loss) Profit.** As a result of the foregoing factors, gross profit/loss changed from gross profit of RMB 227.8 million in 2019 to gross loss of RMB68.1 million (US\$10.4 million) in 2020. We suffered from gross loss due to decrease of revenue and certain cost such as raw material cost, depreciation and labor cost, which cannot be cut based on the decreased percentage of revenue accordingly.

**Other Income, Gain and Loss.** Other income, gain and loss decreased by 37.5% from a gain of RMB17.3 million in 2019 to a gain of RMB10.8 million (US\$1.7 million) in 2020. Loss on sales of scrap materials was RMB0.4 million (US\$67,586) in 2020, compared to a gain of RMB4.5 million in 2019.

*Net Exchange Gain (Loss).* We had net exchange loss of RMB2.4 million (US\$0.4 million) in 2020 due to the appreciation of Renminbi in 2020. We incurred exchange gain or loss when we collected on certain U.S. dollar-denominated accounts receivable. We incurred an exchange gain of RMB0.5 million in 2019.

*Impairment charge on property, plant and equipment.* In 2020, we experienced significant drop in revenue and gross loss. We therefore performed an impairment review of the recoverable amount of our non-financial assets and determined that RMB54,000,000 (US\$8,276,000) impairment loss was made to the carrying amounts of our property, plant and equipment for the year ended December 31, 2020. No impairment was considered necessary for the year 2019.

*Selling and Distribution Costs.* Selling and distribution costs decreased by 9.4% from RMB155.3 million in 2019 to RMB140.7 million (US\$21.6 million) in 2020. In 2020, we incurred less, in dollar terms, on warranty and transportation costs for delivery of our products, as a result of lower sales volume. As a percentage of revenue, selling and distribution costs increased from 6.2% in 2019 to 8.0% in 2020.

*Research and Development Expenses.* Research and development expenses increased by 16.3% from RMB56.8 million in 2019 to RMB66.1 million (US\$10.1 million) in 2020. The increase was primarily due to an increase in our investment in research and development projects to improve product flexibility and explosion-proof safety in light of intense market competition. These projects were intended to add further strength to our products in addition to our traditional strength in loading capacity. As a percentage of revenue, research and development expenses increased from 2.3% in 2019 to 3.7% in 2020.

*Administrative Expenses.* Administrative expenses increased by 12.9% from RMB121.6 million in 2019 to RMB137.3 million (US\$21.0 million) in 2020 due to the increase of labor cost to retain our quality employees and more costs were incurred in 2020 to improve the working and living environments of our employees in the COVID-19 recovery period. As a percentage of revenue, administrative expenses were 4.9% and 7.8% of 2019 and 2020 revenue, respectively.

*Finance Costs.* Finance costs were maintained at the same level of RMB24.4 million (US\$3.7 million) in 2019 and 2020.

*Income Tax Credit (Expense).* Income tax credit in 2020 was RMB83.2 million (US\$12.8 million), as compared to an income tax credit of RMB7.7 million in 2019.

*Loss for the Year.* As a result of the foregoing factors, loss for the year increased from RMB104.9 million and a net loss margin of 4.2% in 2019 to RMB399.0 million (US\$61.2 million) and a net loss margin of 22.6% in 2020.

#### ***Year Ended December 31, 2019 Compared to Year Ended December 31, 2018***

*Revenue.* Revenue decreased by 20.8% from RMB3,149.6 million in 2018 to RMB2,493.2 million in 2019. The decrease was mainly due to economic slowdown and intense market competition, combined with the fading effects of earlier PRC government stimulus policies.

*PRC OEM sales:* PRC OEM sales decreased by 25.9% from RMB1,758.1 million in 2018 to RMB1,302.3 million in 2019. The average unit selling price decreased by 2.8% year-over-year and the total unit sales in the OEM market decreased by 23.8% year-over-year as a result of weak vehicle sales to the Company's large OEM customers, especially in the heavy- and medium-duty categories.

*PRC aftermarket sales:* PRC aftermarket sales decreased by 9.9% from RMB1,002.5 million in 2018 to RMB903.5 million in 2019. The average unit selling price in the PRC aftermarket decreased by 1.1% year-over-year in 2019 and total unit volume decreased 8.9% year-over-year. The aftermarket wheel segment remained relatively weak and was negatively affected by the increased number of new vehicles on the road over the past few years, a demand shift to lower-price products and the Chinese government's heightened anti-overloading enforcement.

*International sales:* International sales decreased by 26.1% from RMB389.0 million in 2018 to RMB287.4 million in 2019. While the average unit selling price increased 3.8% year-over-year, the total unit volume in international sales decreased by 28.8% year-over-year in 2019. Global economic downturn and weaker demand in our main international sales region, Southeast Asia, negatively affected overall sales.

*Cost of Sales.* Cost of sales decreased by 18.5% from RMB2,779.8 million in 2018 to RMB2,265.4 million in 2019. The decrease was primarily due to a RMB448.4 million decrease in raw material costs, mainly as a result of decreased sales volume. As a percentage of revenue, cost of sales increased from 88.3% in 2018 to 90.9% in 2019.

*Gross Profit.* As a result of the foregoing factors, gross profit decreased by 38.4% from RMB369.8 million in 2018 to RMB 227.8 million in 2019, and gross profit margin decreased from 11.7% in 2018 to 9.1% in 2019.

Our gross profit margin decreased by 2.6% from 2018 to 2019. The decrease was primarily due to reduction of our selling price in 2019 in order to maintain our market share.

*Other Income, Gain and Loss.* Other income, gain and loss increased by 7.5% from a gain of RMB16.1 million in 2018 to a gain of RMB17.3 million in 2019. The increase in gain was primarily due to the higher gain from the sales of scrap materials in 2019.

*Net Exchange Gain (Loss).* We had net exchange gain of RMB0.5 million in 2019 due to the depreciation of Renminbi in 2019. We incurred exchange gain when we collected on certain U.S. dollar-denominated accounts receivable, as compared to a gain of RMB1.2 million in 2018.

*Selling and Distribution Costs.* Selling and distribution costs decreased by 11.1% from RMB174.8 million in 2018 to RMB155.3 million in 2019. In 2019, we incurred less, in dollar terms, on warranty and transportation costs for delivery of our products, as a result of lower sales volume. As a percentage of revenue, selling and distribution costs increased from 5.6% in 2018 to 6.2% in 2019.

*Research and Development Expenses.* Research and development expenses increased by 9.7% from RMB51.8 million in 2018 to RMB56.8 million in 2019. The increase was primarily due to an increase in our investment in research and development projects to improve product flexibility and explosion-proof safety in light of intense market competition. These projects were intended to add further strength to our products in addition to our traditional strength in loading capacity. As a percentage of revenue, research and development expenses increased from 1.6% in 2018 to 2.3% in 2019.

*Administrative Expenses.* Administrative expenses decreased by 15.8% from RMB144.5 million in 2018 to RMB121.6 million in 2019. As a percentage of revenue, administrative expenses were 4.6% and 4.9% of 2018 and 2019 revenue, respectively.

*Finance Costs.* Finance costs increased from RMB23.2 million in 2018 to RMB24.4 million in 2019.

*Income Tax Credit (Expense).* Income tax credit in 2019 was RMB7.7 million, as compared to an income tax expense of RMB1.0 million in 2018.

*Loss for the Year.* As a result of the foregoing factors, the loss for the year increased from a loss of RMB8.0 million and a net loss margin of 0.3% in 2018, to a loss of RMB104.9 million and a net loss margin of 4.2% in 2019.

## **B. LIQUIDITY AND CAPITAL RESOURCES**

### **Liquidity and Capital Resources**

To date, we have financed our operations primarily through positive cash flow from operations and bank borrowings. As of December 31, 2020, we had RMB616.3 million (US\$94.5 million) in cash and cash equivalents. Our cash and cash equivalents consist primarily of cash on hand and bank balances.

We had net current assets of RMB1,117.9 million, RMB957.4 million and RMB592.6 million (US\$90.8 million) as of December 31, 2018, 2019 and 2020, respectively. We believe that our current levels of cash and cash flows from operations, combined with funds available to us through bank borrowings, will be sufficient to meet our anticipated cash needs for at least the next 12 months. However, we may need additional cash resources in the future if we experience changed business conditions or other developments, or if we wish to pursue opportunities for investment, acquisition, strategic cooperation or other similar actions. If we determine that our cash requirements exceed our cash on hand, we may seek to issue debt or equity securities or obtain a credit facility. Any issuance of equity or equity-linked securities could dilute our shareholders. Any incurrence of indebtedness could increase our debt service obligations and cause us to be subject to restrictive operating and finance covenants. It is possible that, should we need additional cash resources, financing will only be available to us in amounts or on terms that would not be acceptable to us, or financing will not be available at all.

Our bank borrowings were primarily obtained from two PRC banks for the purposes of general working capital and funding of capital expenditure needs. As of December 31, 2018, 2019 and 2020, our total bank borrowings amounted to, RMB473.0 million, RMB558.0 million and RMB558.0 million (US\$85.5 million), respectively. We did not have any non-current borrowing or variable-rate borrowings as of December 31, 2018, 2019 and 2020. In 2018, 2019 and 2020, our fixed-rate bank borrowings carried interest rates ranging from 4.35%, 4.35% and 4.05% to 4.35% per annum, respectively.

A portion of our bank borrowings were secured. As of December 31, 2018, 2019 and 2020, bank borrowings amounting to RMB180 million, RMB180.0 million and RMB180.0 million (US\$27.6 million), respectively, were secured by pledged bank deposits, property, plant and equipment and right-of-use assets, and the remaining bank borrowings of RMB293.0 million, RMB378.0 million and RMB378.0 million (US\$57.9 million) were unsecured for each of the periods.

	As of December 31,			
	2018	2019	2020	2020
	RMB	RMB	RMB	US\$
	(in thousands)			
Variable-rate bank borrowings	—	—	—	—
Fixed-rate bank borrowings repayable:				
Within one year	473,000	558,000	558,000	85,517
Total bank borrowings	473,000	558,000	558,000	85,517
Less: Amounts due within one year shown under current liabilities	(473,000)	(558,000)	(558,000)	(85,517)
	—	—	—	—

In addition, certain of our bank borrowings were guaranteed by our subsidiaries, namely Zhengxing Langfang Wheel, Zhengxing Chengdu Wheel, Zhengxing Hefei Wheel, Zhengxing Benxi Wheel and Hua'an Zhengxing Wheel, pursuant to three guarantee agreements entered into in April 2017 and December 2018. As of December 31, 2018, 2019 and 2020, these guaranteed bank borrowings amounted to RMB473.0 million, RMB558.0 million and RMB558.0 million (US\$85.6 million), respectively.

We plan to repay these bank borrowings with cash generated from our operating activities in the event we are unable to obtain extensions of these facilities or alternative funding in the future. As of December 31, 2018, 2019 and 2020, we had available undrawn one-year borrowing facilities from two PRC banks of RMB1,692.0 million, RMB1,793.0 million and RMB1,682.0 million (US\$257.8 million), respectively. We have historically been able to repay our bank borrowings when they become due. We expect to be able to obtain additional bank borrowings should we need additional funding for working capital and capital expenditures.

### Cash Flow

The following table sets forth a summary of our cash flow for the periods indicated:

	Year Ended December 31,			
	2018	2019	2020	2020
	RMB	RMB	RMB	US\$
	(in thousands)			
Net cash from (used in) operating activities	290,267	62,949	(179,451)	(27,501)
Net cash from (used in) investing activities	1,662	(150,132)	(77,793)	(11,922)
Net cash (used in) from financing activities	(108,308)	61,323	(34,939)	(5,355)
Net increase (decrease) in cash and cash equivalents	183,621	(25,860)	(292,183)	(44,778)
Cash and cash equivalent at beginning of the year	751,612	933,250	906,840	138,979
Effect of foreign exchange rate changes	(1,983)	(550)	1,633	250
Cash and cash equivalent at end of the year	933,250	906,840	616,290	94,451

### Operating Activities

We derive cash inflow from operations primarily through the receipt of payments from the sales of our products. Our cash outflow from operations is used primarily for raw material purchases, staff costs and miscellaneous expenses used in operating activities. Our net cash from operating activities reflects our profit (loss) for the year, as adjusted for non-cash items such as depreciation and amortization, and the effects of changes in working capital such as increases or decreases in trade and other receivables, prepayments, inventories, trade and other payables and accruals.



Net cash used in operating activities was RMB179.5 million (US\$27.5 million) in 2020, which was primarily attributable to (i) our loss before taxation of RMB482.2 million (US\$73.9 million), as adjusted for depreciation of right-of-use assets, impairment and depreciation of property, plant and equipment of RMB194.2 million (US\$29.7 million), (ii) an increase in trade and other receivables of RMB29.7 million (US\$4.6 million); partially offset by (iii) an increase in trade and other payables and accruals of RMB74.5 million (US\$11.4 million); (iv) a decrease in inventories of RMB39.3 million (US\$6.0 million).

Net cash from operating activities was RMB62.9 million in 2019, which was primarily attributable to (i) our loss before taxation of RMB112.6 million, as adjusted for depreciation of right-of-use assets and depreciation of property, plant and equipment of RMB146.0 million, (ii) a decrease in inventories of RMB42.5 million, and (iii) a decrease in trade and other receivables of RMB181.0 million; partially offset by (iv) a decrease in trade and other payables and accruals of RMB208.6 million.

#### *Investing Activities*

Net cash used in investing activities was RMB77.8 million (US\$11.9 million) in 2020, which was primarily attributable to purchase of property, plant and equipment and deposits paid for acquisition of property, plant and equipment of RMB67.2 million (US\$10.3 million).

Net cash used in investing activities was RMB150.1 million in 2019, which was primarily attributable to deposits paid for acquisition of property, plant and equipment of RMB153.6 million.

#### *Financing Activities*

Net cash used in financing activities was RMB 34.9 million (US\$5.4 million) in 2020, which was attributable to interest paid for bank borrowings of RMB24.4 million (US\$3.7 million) and net repayment to shareholder of RMB10.6 million (US\$1.6 million).

Net cash from financing activities was RMB61.3 million in 2019, which was attributable to (i) new bank borrowings raised of RMB558.0 million, partially offset by (ii) repayment of bank borrowings of RMB473.0 million and (iii) interest paid of RMB24.3 million.

In 2018, 2019 and 2020, our capital expenditures totaled RMB11.2 million, RMB168.8 million and RMB67.2 million (US\$10.3 million), respectively. Our capital expenditures consisted primarily of the purchase of property, plant and equipment, the cost of obtaining land use rights and other costs incurred in connection with the construction and expansion of our various manufacturing facilities and a new production line at our aluminum wheel manufacturing facility. Our capital expenditures in 2020 have been funded by cash balance generated from cash flow of operations in previous years. Even with the impact of COVID-19, we expect that we can balance our capital expenditures with our cash flow generated from operations.

### **C. RESEARCH AND DEVELOPMENT, PATENTS AND LICENSES, ETC.**

Please refer to Item 4B “Information on the Company—Business Overview—Research and Development” and “—Intellectual Property.”

### **D. TREND INFORMATION**

Other than as described elsewhere in this annual report, we are not aware of any trends, uncertainties, demands, commitments or events that are reasonably likely to have a material adverse effect on our revenue, income from continuing operations, profitability, liquidity or capital resources, or that would cause our reported financial information not necessarily to be indicative of future operation results or financial condition.

### **E. OFF-BALANCE SHEET ARRANGEMENTS**

We do not engage in trading activities involving non-exchange traded contracts or interest rate swap transactions or foreign currency forward contracts. In the ordinary course of our business, we do not enter into transactions involving, or otherwise form relationships with, unconsolidated entities or financial partnerships that are established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes.

## F. TABULAR DISCLOSURE OF CONTRACTUAL OBLIGATIONS

The following table sets forth our contractual obligations as of December 31, 2020:

	Contractual Obligations					
	Less than 1 Year	1-3 Years	3-5 Years	More than 5 Years	Total	Total
	RMB	RMB	RMB	RMB	RMB	US\$
	(in thousands)					
Bank borrowings	558,000	—	—	—	558,000	85,517
Future interest payment on bank loans	7,546	—	—	—	7,546	1,156
Operating lease commitment	—	—	—	—	—	—
Purchase commitment	92,251	—	—	—	92,251	14,138
Capital commitment	—	—	—	—	—	—
Total	<u>657,797</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>657,797</u>	<u>100,811</u>

## G. SAFE HARBOR

See “Special Note Regarding Forward-Looking Statements”.

### Item 6. Directors, Senior Management and Employees

#### A. Directors and Senior Management

The following table sets forth information regarding our directors and executive officers as of April 23, 2021:

Name	Age	Position
Jianhui Lai	55	Chairman of the board of directors and chief executive officer
Junqiu Gao	54	Director, deputy chief executive officer and chief sales and marketing officer
William John Sharp	79	Independent director
Xiandai Zhang	52	Independent director
Yichun Zhang	87	Independent director
To Wai Suen	47	Independent director
Martin Cheung	52	Chief financial officer
Xichuan Lai	53	Financial controller
Jiangjun Yang	44	Chief production officer

The business address of our directors and executive officers is c/o No. 1608, North Circle Road State Highway, Zhangzhou, Fujian Province 363000, People’s Republic of China.

*Mr. Jianhui Lai* is our founder, chairman of our board of directors and chief executive officer. Mr. Lai has over 20 years of experience in the commercial wheel industry in the PRC, particularly in managing vehicle wheel businesses. Prior to founding us in 2003, Mr. Lai was factory manager of Zhangzhou XiangchengZhengxing Automobile Wheel Factory from 1996 to 2003, factory manager of Fujian PingheGuanxi Automobile Wheel Factory from 1993 to 1996, and factory manager of Pinghe Automobile Tire and Bicycle Repair Depot from 1988 to 1993. Mr. Lai was awarded The Outstanding Private Entrepreneur in the PRC in 2004 and The Outstanding Individual of the PRC Automotive Industry in 2008, in recognition of his business achievements and stature in the industry. Mr. Lai is also the founder of two schools (providing primary school to high school education) in the PRC, namely PingheZhengxing School and Zhangzhou Zhengxing School.

*Mr. Junqiu Gao* has served as our director since February 2009, and as our deputy chief executive officer and chief sales and marketing officer since June 2008. Mr. Gao also served as our marketing and sales manager from 2004 to 2008. Mr. Gao has over 20 years of marketing and sales and management experience in the commercial wheel and machinery industry in the PRC. Prior to joining us in 2004, Mr. Gao was head of the marketing and sales department of Zhangzhou Xiangcheng Zhengxing Automobile Wheel Factory from 1999 to 2004 and was a regional product sales manager of Xuzhou Press System Company Limited from 1993 to 1999. Mr. Gao also served as an electrical design technician and product after-sales engineer of Xuzhou Press System Company Limited from 1990 to 1993. Mr. Gao is a senior engineer and received his bachelor’s degree in industrial electrical automation from Hefei University of Technology in 1990.

*Mr. William John Sharp* has served as our independent director since May 2011. Mr. Sharp has over 40 years of experience in the tire manufacturing industry. Since 2001, Mr. Sharp has served as president of Global Industrial Consulting, a consulting firm. Since 2005, Mr. Sharp has been a director of Xingda International Holdings Limited, a Hong Kong Stock Exchange listed company which manufactures components for radial tires where he serves as chairman of the compensation committee and a member of the audit committee. Since 2008, Mr. Sharp has been a director of Acquity Group LLC, a multi-channel commerce and digital marketing company where he serves as a member of the audit and compensation committees. From 1998 to 2012, Mr. Sharp was a director of Ferro Corporation, a New York Stock Exchange listed company that produces performance materials where he served as a member of the compensation committee. From 2009 to February 2012, Mr. Sharp was a director of Exceed Co. Ltd., a NASDAQ listed company that produces footwear, apparel and accessories where he served as chairman of the audit committee and the compensation committee. Mr. Sharp joined The Goodyear Tire & Rubber Company in 1964 and was the president of its North America Tire group from 1999 to 2000. Prior to that, he was the president of its Global Support Operations from 1996 to 1999, and the president of Goodyear Europe, Middle East and Africa from 1992 to 1996. Mr. Sharp received his bachelor of science degree in industrial engineering from Ohio State University in 1963.

*Mr. Xiandai Zhang* has served as our independent director since November 2014. Mr. Zhang is the director of taxation and a legal representative of Quanzhou Fangzheng Taxation since 2005. From 2000 to 2005, Mr. Zhang was the deputy director and an accountant at Quanzhou Fangzheng Accounting. Previously, he was the deputy director and accountant in the City of Shishi and an auditor in Yong'An City. Mr. Zhang is a Certified Public Accountant and Chartered Tax Adviser in China. He is also qualified as an economist and senior auditor. Mr. Zhang has over 20 years of experience in auditing, tax and accounting including 6 years of national auditing, 16 years experience with accounting and tax firms, and 12 years as an auditor or tax project manager. Mr. Zhang received his bachelor's degree in accounting from Fuzhou University in 1992.

*Mr. Yichun Zhang* has served as our independent director since May 2011. Mr. Zhang is the head of the Financial Research Institute of Xiamen University. Since 1960, Mr. Zhang has been a lecturer of the economics department, associate professor and deputy head of the finance and fiscal department of the economics faculty, professor, supervisor of doctoral candidates and department head of the finance and fiscal department, professor, supervisor of doctoral candidates and faculty head of the economics faculty, and professor, supervisor of doctoral candidates and head of the fiscal research institute, all of Xiamen University. In addition, Mr. Zhang has served as an independent director of CNFOL.COM Company Limited, a PRC online financial information provider, Shanghai CiFi Company Limited, a PRC property developer, and Shenzhen Minsheng Royal Fund Management Co., Ltd., a PRC fund management company (where he serves as a member of the audit committee), since 2007. Mr. Zhang also served as an independent director of Zhengzhou Gas Company Limited, a Hong Kong Stock Exchange listed company, from 2002 to 2008, and Fujian Zhonghe Company Limited, a Shenzhen Stock Exchange listed company, from 2002 to 2008. Mr. Zhang served as an external supervisor of Industrial Bank Company Limited, a Shanghai Stock Exchange listed company, from 2004 to 2007. Mr. Zhang received his bachelor's degree in economics from Xiamen University in 1960.

*Mr. To Wai Suen (Eric)* has served as our independent director since April 2018. Mr. Suen has over 18 years of experience in merger and acquisitions, fund raising, auditing, tax and accounting. His past work experiences include serving as the Chief Financial Officer and Company Secretary of the China Saite Group Company Limited from May 2015 to August 2016. Prior to that, Mr. Suen worked for almost 13 years with Deloitte Hong Kong and later Deloitte Touche Tohmatsu LLP (Shanghai). Mr. Suen is a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants. Mr. Suen received his bachelor's degree in arts from the Chinese University of Hong Kong in 1995 and his bachelor's degree in commerce from the University of Western Australia in 2001.

*Mr. Martin Cheung* has over 20 years of experience in accounting and finance with publicly and privately held companies. Mr. Cheung was most recently the Chief Financial Officer of Profound Heavy Company Limited, and the Finance Director of Norstar Founders Group Limited (2339: HK), renamed Beijing West Industries International Limited, and a Corporate Finance Director at Grant Thornton Corporate Finance Limited. Additionally, Mr. Cheung held management positions at Japan Asia Securities and Daiwa Securities. Mr. Cheung was a senior auditor at Deloitte Touche Tohmatsu Hong Kong. Mr. Cheung currently is an independent director of Boyaa International Ltd. (434.HK), Guoan International Limited (143.HK), China Development Bank International Investment Limited (1062.HK) and New Provenance Everlasting Holdings Limited (2326.HK). Mr. Cheung is a Certified Public Accountant, with a master's degree in Accounting from Curtin University of Technology (Australia), a master's of Science degree in Finance (Investment Management) from the Hong Kong University of Science and Technology, and a bachelor's degree in Social Sciences from the University of Hong Kong.

*Mr. Xichuan Lai* has served as our financial controller since August 2006. Mr. Lai also served as our financial manager from 2004 to 2006. Mr. Lai has over 20 years of finance experience. Prior to joining us in 2004, Mr. Lai served as manager of the finance department of Fujian Motor Industry Group Company from 1999 to 2004. Mr. Lai also served as an accountant of Fujian Automobile Factory from 1992 to 1999. Mr. Lai is a senior accountant and received his bachelor's degree in auditing from Fuzhou University in 1992.

*Mr. Jiangjun Yang* has served as our chief production officer since January 2007. Mr. Yang also served as our production manager from 2005 to 2006 and our head of production line from 2003 to 2005. Mr. Yang has over 20 years of production and management experience in the commercial wheel industry in the PRC. Prior to joining us in 2003, Mr. Yang worked at Zhangzhou XiangchengZhengxing Automobile Wheel Factory from 1998 to 2003. Mr. Yang completed his junior college study in administrative management at Xiamen University in 2001.

## **B. Compensation**

### **Terms of Directors and Executive Officers**

Our executive officers are elected by and serve at the discretion of our board of directors. Our directors may be subject to a term of office if fixed by the resolution of shareholders or the resolution of directors, as the case may be, appointing them. At our annual general meeting of shareholders, our shareholders are asked to elect the directors nominated to serve for the ensuing year and until their successors are elected and duly qualified, or until such director's earlier death, bankruptcy, insanity, resignation or removal. Our directors may resign from their office by giving written notice to us. Our directors may be removed from office, with or without cause, by a resolution of shareholders. For information regarding the period during which our officers and directors have served in their respective positions, please refer to Item 6A. "Directors and Senior Management."

### **Employment and Indemnification Agreements**

We have entered into employment agreements with each of our executive officers. Under these agreements, each of our executive officers is employed for a specified time period. We may terminate employment (i) with cause effective immediately upon delivery of written notice to the executive officer, or (ii) without cause by giving the executive a three months' prior written notice. Termination for cause may occur for the continued failure by an executive officer substantially to perform his duties and obligations to us, fraud or material dishonesty against us, or a conviction or plea of guilty for the commission of a felony or other crime. In the event of the termination by us without cause, we agree to pay the executive officer certain compensation for a certain period following the date of termination. The executive officer may also voluntarily terminate his employment with us upon not less than three months' prior written notice to us.

Each executive officer has agreed, for the term of employment with us and thereafter, to keep and retain in the strictest confidence all our confidential information that the executive may develop or learn in the course of employment with us. Our executive officers also agree to assign to us all right, title and interest in and to all patents, trademarks, copyrights, business secrets, operation secrets or know-how, which they may solely or jointly conceive, discover, develop or reduce to practice during the period of employment. Moreover, each of our executive officers has agreed, for the term of employment with us and for a period of six months or one year thereafter, (i) to not engage in any business in competition with our business, (ii) to not solicit any entity that has been our customer within two years before termination of employment or our potential customer within one year before termination of employment, and (iii) to not solicit for employment, hire or otherwise engage anyone who has been our employee, member, or partner within the previous year.

We have entered into indemnification agreements with our directors and executive officers to indemnify them to the fullest extent permitted by applicable law and our memorandum and articles of association, from and against all costs, charges, expenses, liabilities and losses incurred in connection with any litigation, suit, or proceeding to which such director or executive officer is or is threatened to be made a party, witness, or other participant.

### **Compensation of Directors and Executive Officers**

In 2020, the aggregate cash compensation, including basic salary and bonus and other benefits, to all of our directors and our executive officers was RMB5.2 million (US\$0.8 million). We have not set aside or accrued any amount to provide pension, retirement or other similar benefits to our executive officers and directors. Our PRC subsidiaries are required by law to make contributions equal to certain percentages of each employee's salary for his or her pension insurance, medical insurance, housing fund, employment and other statutory benefits.

### **2011 Share Incentive Plan**

Our board of directors and shareholders approved and adopted our 2011 Share Incentive Plan in February 2011. Under the 2011 Share Incentive Plan, a total of 25,000,000 ordinary shares have been reserved for issuance. A general description of the terms of the 2011 Share Incentive Plan is set forth below:

#### ***Purpose of the Plan***

The purpose of the 2011 Share Incentive Plan is to attract and retain the best available personnel, to provide additional incentive to employees, directors and consultants and to promote the success of our business.

#### ***Eligibility***

Under the 2011 Share Incentive Plan, awards may be granted to employees, directors or consultants of our company, our subsidiaries or our parent corporation (as defined therein).

### ***Types of Awards***

Awards that can be granted under the 2011 Share Incentive Plan include, among others:

- options to purchase our ordinary shares,
- share appreciation rights, the value of which is measured by appreciation in the value of our ordinary shares,
- dividend equivalent rights, the value of which is measured by the dividends paid with respect to our ordinary shares,
- restricted shares, and
- restricted share units.

Under the 2011 Share Incentive Plan, we may also grant incentive stock options, or ISOs, within the meaning of the U.S. Internal Revenue Code of 1986, as amended, to employees who are located in the United States or who are U.S. taxpayers.

### ***Plan Administration***

Our board of directors designated our compensation committee to administer the 2011 Share Incentive Plan. References in this subsection to our board of directors include our compensation committee designated by our board of directors to administer the 2011 Share Incentive Plan.

### ***Awards***

Awards granted under the 2011 Share Incentive Plan are evidenced by award agreements that set forth the terms, conditions and limitations for each award.

### ***Acceleration of Awards upon Corporate Transactions or Change in Control***

The 2011 Share Incentive Plan provides for acceleration of awards upon the occurrence of specified corporate transactions or changes in control. Our board of directors will have the authority, exercisable either in advance of any actual or anticipated corporate transaction or change in control or at the time of an actual corporate transaction or change in control and exercisable at the time of the grant of an award under the 2011 Share Incentive Plan or any time while an award remains outstanding, to provide for the full or partial automatic vesting and exercisability of one or more outstanding unvested awards under the 2011 Share Incentive Plan and the release from restrictions on transfer and repurchase or forfeiture rights of such awards in connection with a corporate transaction or change in control, on such terms and conditions as our board of directors may specify. Our board of directors also will have the authority to condition any such award vesting and exercisability or release from such limitations upon the subsequent termination of the continuous service of the grantee within a specified period following the effective date of the corporate transaction or change in control. Our board of directors may provide that any awards so vested or released from such limitations in connection with a change in control, shall remain fully exercisable until the expiration or sooner termination of the award.

### ***Exercise or Purchase Price and Term of Awards***

Our board of directors determines the exercise price, purchase price, expiration date, vesting schedule and other terms and conditions of each grant of award.

### ***Transferability***

Under the 2011 Share Incentive Plan, ISOs may be exercised only by the grantee and may not be sold, pledged, assigned, hypothecated, transferred or disposed of in any manner other than by will or by the laws of descent or distribution. Other awards under the plan may be transferable (i) by will and by the laws of descent and distribution and (ii) upon request from the grantee, to the extent and in the manner authorized by our board of directors. The 2011 Share Incentive Plan permits the designation of beneficiaries by holders of awards, including ISOs.

### ***Termination of Service***

The period following the termination of a grantee's employment or service with us during which the grantee can exercise his or her option, if any, will be specified in the award agreement, and it cannot end later than the last day of the specified period or the last day of the original term of the award. Any restricted shares and restricted share units that are at the time of termination subject to restrictions will generally be forfeited and automatically transferred to and reacquired by us at no cost to us, unless otherwise specified in the applicable award agreement.

### ***Amendment or Termination of the 2011 Share Incentive Plan***

Under the 2011 Share Incentive Plan, our board of directors may at any time amend, suspend, or terminate the 2011 Share Incentive Plan in any respect, except that no amendment will be effective without shareholder approval if such approval is required to comply with any law, regulation or stock exchange rule or our memorandum and articles of association and no suspension or termination may adversely affect any award previously granted. Unless terminated earlier, the 2011 Share Incentive Plan will terminate automatically in 2021.

## **C. Board Practices**

### **Duties of Directors**

Under British Virgin Islands law, our directors have a fiduciary duty to act honestly, in good faith and in what the director believes to be in our best interests. Our directors also have a duty to exercise the care, diligence and skill that a reasonable director would exercise in the same circumstances taking into account, without limitation: (a) the nature of the company, (b) the nature of the decision, and (c) the position of the director and the nature of the responsibilities undertaken by him. In fulfilling their duty of care to us, our directors must ensure compliance with our memorandum and articles of association and the BVI Act.

The functions and powers of our board of directors include, among others:

- convening shareholders' general meetings and reporting its work to shareholders at such meetings;
- issuing authorized but unissued shares and redeeming or purchasing outstanding shares of our company;
- declaring dividends and other distributions;
- appointing officers and determining the term of office of officers;
- exercising the borrowing powers of our company and mortgaging the property of our company; and
- approving the transfer of shares of our company, including the registering of such shares in our share register.

### **Committee of the Board of Directors**

We have established three committees under the board of directors: the audit committee, the compensation committee and the nominating and corporate governance committee. We have adopted a charter for each of the three committees. Each committee's members and functions are described below.

#### ***Audit Committee***

Our audit committee consists of Messrs. William John Sharp, Xiandai Zhang, Yichun Zhang and To Wai Suen. Mr. Sharp is the chairman of our audit committee and meets the criteria of an audit committee financial expert as set forth under the applicable rules of the SEC. Our board of directors has determined that Messrs. Sharp, Zhang and Zhang meet the criteria for director independence set forth in Section 10A(m)(3) of the Exchange Act. The audit committee oversees our accounting and financial reporting processes and the audits of the financial statements of our company. The audit committee is responsible for, among other things:

- selecting our independent registered public accounting firm and pre-approving all auditing and non-auditing services permitted to be performed by our independent registered public accounting firm;
- reviewing with our independent registered public accounting firm any audit issues or difficulties and management's response;
- reviewing and approving all proposed related-party transactions, as defined in Item 404 of Regulation S-K under the Securities Act;
- discussing the annual audited financial statements with management and our independent registered public accounting firm;
- reviewing major issues as to the adequacy of our internal controls and any special audit steps adopted in light of significant control deficiencies;
- annually reviewing and reassessing the adequacy of our audit committee charter;
- such other matters that are specifically delegated to our audit committee by our board of directors from time to time; and
- meeting separately and periodically with management, our internal auditor and independent registered public accounting firm.

### ***Compensation Committee***

Our compensation committee consists of Messrs. Yichun Zhang, Jianhui Lai and William John Sharp, and is chaired by Mr. Zhang. Our compensation committee assists the board in reviewing and approving the compensation structure of our directors and executive officers, including all forms of compensation to be provided to our directors and executive officers. Members of the compensation committee are not prohibited from direct involvement in determining their own compensation. Our chief executive officer may not be present at any committee meeting during which his compensation is deliberated. The compensation committee is responsible for, among other things:

- approving and overseeing the compensation package for our executive officers;
- reviewing and making recommendations to the board with respect to our compensation policies and the compensation of our directors; and
- reviewing periodically and making recommendations to the board regarding any long-term incentive compensation or equity plans, programs or similar arrangements, annual bonuses, employee pension and welfare benefit plans.

### ***Nominating and Corporate Governance Committee***

Our nominating and corporate governance committee consists of Messrs. Jianhui Lai, Junqiu Gao and William John Sharp, and is chaired by Mr. Lai. The nominating and corporate governance committee assists the board of directors in identifying individuals qualified to become our directors and in determining the composition of the board and its committees. The nominating and corporate governance committee is responsible for, among other things:

- identifying and recommending to the board nominees for election or re-election to the board, or for appointment to fill any vacancy of the board;
- reviewing annually with the board the current composition of the board in light of the characteristics of independence, age, skills, experience and availability of service to us;
- advising the board periodically with respect to significant developments in the law and practice of corporate governance as well as our compliance with applicable laws and regulations, and making recommendations to the board on all matters of corporate governance and on any corrective action to be taken; and
- monitoring compliance with our code of business conduct and ethics, including reviewing the adequacy and effectiveness of our procedures to ensure proper compliance.

### **Interested Transactions**

A director may vote with respect to any contract or transaction in which he is interested, provided that the nature of the interest of any directors in such contract or transaction is disclosed by him at or prior to the board's consideration and vote on such contract or transaction.

### **Remuneration and Borrowing**

The directors may determine remuneration to be paid to the directors. The compensation committee assists the directors in reviewing and approving the compensation structure for the directors. The directors may exercise all the powers of the company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, and to issue debentures or other securities whether outright or as security for any debt obligations of our company or of any third party.

### **Qualification**

There is no shareholding qualification for directors.

### **Terms and Service Contracts**

For information regarding the current terms of our directors and executive officers, and details of directors' service contracts with our Company providing for benefits upon termination of employment, please refer to Item 6B. "Compensation."

## D. Employees

We had 4,017, 3,675 and 3,284 employees as of December 31, 2018, 2019 and 2020, respectively. The following table sets forth the number of our employees categorized by function as of December 31, 2020:

<u>Function</u>	<u>Number</u>
Manufacturing	2,246
Research and development and technology	190
Sales and marketing	232
Quality control	202
Management and administration	414
Total	<u>3,284</u>

All of our employees are stationed in the PRC. We do not have any part-time employees.

In compliance with the relevant PRC labor laws, we enter into individual employment contracts with our employees typically covering matters such as wages, bonuses, employee benefits, workplace safety, confidentiality obligations and non-competition (for our executive officers and employees involved in technology and research and development), and grounds for termination. In addition, we provide various healthcare benefits and insurance to our employees and participate in various employee benefit plans in accordance with applicable laws and regulations. These employment contracts generally have a term of three years. The total amount of contributions we made to employee benefit plans in 2018, 2019 and 2020 was RMB45.6 million, RMB48.4 million and RMB40.7 million (US\$6.2 million), respectively. We invest in continuing education and training programs for our management staff and other employees to upgrade their skills and knowledge continuously. We provide our employees with internal training in various areas.

We have a labor union dedicated to protect employees' rights, help fulfill our economic objectives, encourage employee participation in management decisions and assist in mediating disputes between us and union members. To date, we have not experienced any strikes, labor disputes or industrial action which had a material effect on our business, and consider our relations with our employees to be good.

## E. Share Ownership

The following table sets forth information with respect to the beneficial ownership, within the meaning of Rule 13d-3 under the Exchange Act, of our ordinary shares as of April 23, 2021 (unless otherwise indicated) by:

- each of our directors and executive officers; and
- each person known to us to own beneficially more than 5.0% of our ordinary shares.

Beneficial ownership is determined in accordance with rules and regulations of the SEC and includes voting or investment power with respect to the ordinary shares. Except as indicated below, and subject to applicable community property laws, the persons named in the table have sole voting and investment power with respect to all ordinary shares shown as beneficially owned by them. In computing the number of shares beneficially owned by a person or the percentage ownership of that person, we have included shares that the person has the right to acquire within 60 days of April 23, 2021, including through the exercise of any option, warrant, or other right or the conversion of any other security. These shares, however, are not included in the computation of the percentage ownership of any other person.

	Ordinary Shares Beneficially Owned <sup>(1)</sup>	
	Number	Percentage (%)
<b>Directors and Executive Officers:</b>		
Jianhui Lai <sup>(2)</sup>	143,587,200	69.53
Junqiu Gao <sup>(3)</sup>	143,647,200	69.56
William John Sharp	*	*
Yichun Zhang	*	*
Xiandai Zhang	—	—
Xichuan Lai	—	—
Jiangjun Yang	—	—
To Wai Suen	—	—
All directors and executive officers as a group	144,931,495	70.18
<b>Principal Shareholders:</b>		
Newrace Limited <sup>(2)</sup>	143,587,200	69.53
Capital Research Global Investors <sup>(4)</sup>	10,322,000	5.00

\* Less than 1% of our total outstanding ordinary shares.

(1) Percentage of beneficial ownership of each listed person or group is based on 206,500,000 ordinary shares outstanding as of April 23, 2021 and the ordinary shares underlying all options held by such person or group that have vested or will vest within 60 days after April 23, 2021, each as held by such person or group as of that date.



- (2) Newrace Limited is a company incorporated under the laws of the British Virgin Islands and is wholly-owned by Mr. Jianhui Lai, our founder, chairman and chief executive officer. The registered address of Newrace Limited is P.O. Box 957, Offshore Incorporations Center, Road Town, Tortola, British Virgin Islands. The directors of Newrace Limited are Mr. Lai and Mr. Junqiu Gao.
- (3) Represents (i) 143,587,200 ordinary shares held by Newrace Limited and (ii) 60,000 ordinary shares owned by Mr. Junqiu Gao. Mr. Gao, a director of Newrace Limited, disclaims beneficial ownership of 143,587,200 ordinary shares held by Newrace Limited.
- (4) Based solely upon information contained in the Schedule 13G/A filed by Capital Research Global Investors, a division of Capital Research and Management Company, with the SEC on February 16, 2016. The address of the principal business office of Capital Research Global Investors is 333 South Hope Street, Los Angeles, CA 90071.

As of April 23, 2021, there were two ordinary shareholders of record with an address in the United States, including The Bank of New York Mellon, depository of our ADS program, which held 62,499,988 ordinary shares as of that date, representing 30.27% of our outstanding ordinary shares.

None of our shareholders has different voting rights from any other shareholder. To our knowledge, except as disclosed above, we are not owned or controlled, directly or indirectly, by another corporation, by any foreign government or by any other natural or legal person or persons, severally or jointly, and we are not aware of any arrangement that may, at a subsequent date, result in a change of control of our company.

## **Item 7. Major Shareholders and Related Party Transactions**

### **A. Major Shareholders**

Please refer to Item 6E “Directors, Senior Management and Employees—Share Ownership.”

### **B. Related Party Transactions**

#### **Guarantees Provided by Our Subsidiaries**

Certain of our bank borrowings were guaranteed by our subsidiaries, namely Zhengxing Langfang Wheel, Zhengxing Chengdu Wheel, Zhengxing Hefei Wheel and Zhengxing Benxi Wheel, pursuant to three guarantee agreements entered into in January 2008 and 2009. As of December 31, 2018, 2019 and 2020, these guaranteed bank borrowings amounted to RMB473.0 million, RMB558.0 million and RMB558.0 million (US\$85.6 million), respectively.

### **C. Interests of Experts and Counsel**

Not applicable.

## **Item 8. Financial Information**

### **A. Consolidated Statements and Other Financial Information**

Please refer to Item 18 “Financial Statements” for our audited consolidated financial statements filed as part of this annual report.

#### **A.7 Legal Proceedings**

On October 31, 2018, a class action complaint was filed in the United States District Court for the District of New Jersey against us and certain of our officers alleging violations of the federal securities laws with respect to the delisting of our shares on the New York Stock Exchange. The complaint was later amended by the plaintiffs. On or about June 24, 2019, the defendants moved to dismiss the amended complaint in its entirety on the grounds that it failed to state a claim and that the Court lacks personal jurisdiction over the individual defendants. The motion to dismiss was granted in part, and denied in part, by the Court in June 2020. The parties then conducted limited document discovery regarding the remaining claims. Subsequently, the parties engaged in mediation regarding a possible resolution of all claims asserted in the class action lawsuit. As a product of the mediation, the parties reached an agreement in principle to settle the class action lawsuit for a payment of \$1.8 million (U.S.), a portion of which will be paid by the Company’s insurance carrier. The proposed class action settlement is currently being documented and will be submitted to the Court for review and approval. We are unable to predict with any reasonable degree of certainty whether the proposed settlement ultimately will be approved by the Court. Other than the aforementioned action, we are currently not a party to, and are not aware of any threat of, any legal, arbitral or administrative proceedings, which, in the opinion of our management, is likely to have a material adverse effect on our business, financial condition or results of operations. We may from time to time become a party to various legal, arbitral or administrative proceedings arising in the ordinary course of our business.

#### **A.8 Dividend Policy**

Our board of directors has complete discretion on whether to pay dividends, after considering our operations, earnings, cash flows, capital requirements and surplus, general financial condition, contractual restrictions, regulatory limitations on our PRC and other subsidiaries’ ability to distribute dividends to us and other factors that the board of directors may deem relevant. Cash dividends on our ADSs, if any, will be paid in U.S. dollars.

We are a holding company incorporated in the British Virgin Islands, and our ability to pay dividends to our shareholders depends upon dividends that we receive from our subsidiaries.

Holders of our ADSs are entitled to receive dividends, if any, subject to the terms of the deposit agreement (including the fees and expenses payable thereunder), to the same extent as the holders of our ordinary shares. Cash dividends, if any when declared, will be paid to the depository in U.S. dollars, which will distribute them to the holders of ADSs according to the terms of the deposit agreement. Other distributions, if any, will be paid by the depository to the holders of ADSs in any means it deems legal, fair and practical.

**B. Significant Changes**

Except as disclosed elsewhere in this annual report, we have not experienced any significant changes since the date of our audited consolidated financial statements included in this annual report.

**Item 9. The Offer and Listing**

**A. Offer and Listing Details**

Our ADSs, each representing four of our ordinary shares, were listed on the New York Stock Exchange under the symbol “ZX.” Trading in our ADSs commenced on May 11, 2011 and was suspended on June 14, 2018. Our ADSs were delisted from trading on December 17, 2018.

Upon the delisting of our ADSs from the NYSE, our ADSs became quoted on the over-the-counter markets under the symbol “ZXAIY:US”. Stocks quoted on the over-the-counter markets ordinarily have much lower trading volume than those listed on a national exchange, such as the NYSE or Nasdaq. Fewer market makers take interest in shares traded over-the-counter, and accordingly the markets for such shares are less orderly than is usual for NYSE-listed stocks. As a result of the low trading volumes ordinarily obtained in over-the-counter markets, sales of our ADSs in any significant amount could not be absorbed without a dramatic reduction in price. Moreover, thinly traded shares in the over-the-counter markets are more susceptible to trading manipulations than is ordinarily the case for more actively traded shares.

The over-the-counter markets are the principal trading markets for our ADSs. Our ADSs and ordinary shares are not listed on any other exchanges in or outside the United States.

**B. Plan of Distribution**

Not applicable.

**C. Markets**

Please refer to Item 9A “The Offer and Listing—Offer and Listing Details.”

**D. Selling Shareholders**

Not applicable.

**E. Dilution**

Not applicable.

**F. Expenses of the Issue**

Not applicable.

**Item 10. Additional Information**

**A. Share Capital**

Not applicable.

**B. Memorandum and Articles of Association**

We incorporate by reference into this annual report the description of our memorandum and articles of association and other related information contained in the sections captioned “Description of Share Capital,” “Description of American Depositary Shares” and “Shares Eligible of Future Sale” in our registration statement on Form F-1 (File No. 333-173587), as amended, initially filed with the SEC on April 19, 2011.

### C. Material Contracts

We have not entered into any material contracts other than in the ordinary course of business and other than those described in Item 4 “Information on the Company” or elsewhere in this annual report.

### D. Exchange Controls

Please refer to Item 4B “Information on the Company—Business Overview—Regulations—Other Regulations Relevant to Our Operation—Foreign Currency Exchange.”

### E. Taxation

*The following is a summary of the material British Virgin Islands, the People’s Republic of China and United States federal income tax consequences and considerations relevant to an investment in our ADSs and ordinary shares. The discussion is not intended to be, nor should it be construed as, legal or tax advice to any particular holder of our ADSs and ordinary shares. The discussion is based on laws and relevant interpretations thereof in effect as of the date hereof, all of which are subject to change or different interpretations, possibly with retroactive effect. The discussion does not address United States state or local tax laws, or tax laws of jurisdictions other than the British Virgin Islands, the People’s Republic of China and the United States.*

#### British Virgin Islands Taxation

Under British Virgin Islands law as currently in effect, a holder of ordinary shares who is not a resident of the British Virgin Islands is exempt from British Virgin Islands income tax on dividends paid with respect to the ordinary shares and all holders of ordinary shares are not liable to the British Virgin Islands for income tax on gains realized during that year on sale or disposal of such shares. The British Virgin Islands does not impose a withholding tax on dividends paid by a company incorporated or re-registered under the BVI Act.

There are no capital gains, gift or inheritance taxes levied by the British Virgin Islands on companies incorporated or re-registered under the BVI Act or persons not resident in the British Virgin Islands. In addition, shares of companies incorporated or re-registered under the BVI Act are not subject to transfer taxes, stamp duties or similar charges.

There is no income tax treaty currently in effect between the United States and the British Virgin Islands or between China and the British Virgin Islands.

#### People’s Republic of China Taxation

On March 16, 2007, the NPC passed the EIT Law, and on December 6, 2007, the State Council issued the Implementation Regulations of the Enterprise Income Tax Law, both of which became effective on January 1, 2008 (the EIT Law was amended on February 24, 2017 and December 29, 2018; the Implementation Regulations of EIT Law was amended on April 23, 2019). The EIT Law and its implementation rules apply a uniform 25.0% enterprise income tax rate to both foreign-invested enterprises and domestic enterprises. There is a transition period for enterprises, whether foreign-invested or domestic, which currently receive preferential tax treatments granted by relevant tax authorities. Enterprises that are subject to an enterprise income tax rate lower than 25.0% may continue to enjoy the lower rate and gradually transfer to the new tax rate within five years after the effective date of the EIT Law. Enterprises that are currently entitled to exemptions or reductions from the standard income tax rate for a fixed term may continue to enjoy such treatment until the fixed term expires. Preferential tax treatments will continue to be granted to industries and projects that are strongly supported and encouraged by the state, and enterprises classified as “High and New Technology Enterprises” are entitled to a 15.0% enterprise income tax rate.

The EIT Law and its implementation rules provide that enterprises established outside the PRC whose “de facto management bodies” are located in the PRC are considered “resident enterprises.” The “de facto management bodies” is defined as the bodies that have material and overall management control over the business, personnel, accounts and properties of an enterprise. Currently, there are no detailed rules or precedents governing the procedures and specific criteria for determining “de facto management bodies.” The STA issued Circular 82 setting forth specific standards for determination of the “de facto management bodies” of offshore companies controlled by PRC enterprises. However, it remains unclear as to how the PRC tax authorities will treat an overseas enterprise, with all of its management team members residing in the PRC, invested or controlled by other overseas enterprises as in our case.

Under the EIT Law and its implementation rules, PRC withholding tax at the rate of 10.0% is applicable to interest and dividends payable to investors that are “non-resident enterprises,” which do not have an establishment or place of business in the PRC, or which have such establishment or place of business but the relevant income is not effectively connected with the establishment or place of business, to the extent such interest and dividends have their sources within the PRC. Similarly, any gain realized on the transfer of ADSs or ordinary shares by such investors is also subject to 10.0% PRC withholding tax if such gain is regarded as income derived from sources within the PRC. A lower income tax rate of 5.0% is applied if the “non-resident enterprises” are registered in Hong Kong or other jurisdiction that have a tax treaty arrangement with the PRC. Therefore, if we are considered a PRC “resident enterprise,” dividends we pay with respect to our ADSs or ordinary shares and the gains realized from the transfer of our ADSs or ordinary shares may be considered as income derived from sources within the PRC and be subject to PRC withholding tax.

Moreover, non-resident individual investors are required to pay PRC individual income tax on interests or dividends payable to the investors or any capital gains realized from the transfer of ADSs or ordinary shares if such gains are deemed income derived from sources within the PRC. Under the PRC Individual Income Tax Law, or IIT Law, which was promulgated by the Standing Committee of the National People's Congress on September 10, 1980, and was amended in 1993, 1999, 2007, 2011 and 2018, non-resident individual refers to an individual who has no domicile in the PRC and does not stay in the territory of the PRC or who is not domiciled in China but has stayed in the aggregate for less than 183 days of a tax year in China. Pursuant to the IIT Law and its implementation rules, for purposes of the PRC capital gains tax, the taxable income will be the balance of the total income obtained from the transfer of the ADSs or ordinary shares minus all the costs and expenses that are permitted under PRC tax laws to be deducted from the income. Therefore, if we are considered as a PRC "resident enterprise" and dividends we pay with respect to our ADSs or ordinary shares and the gains realized from the transfer of our ADSs or ordinary shares are considered income derived from sources within the PRC by relevant competent PRC tax authorities, such gains earned by non-resident individuals may also be subject to 20.0% PRC withholding tax.

### **Certain Material United States Federal Income Tax Considerations**

The following is a general summary of certain material U.S. federal income tax considerations relating to the ownership and disposition of the ADSs or ordinary shares by U.S. Investors (as defined below) that hold such ADSs or ordinary shares as capital assets as defined under the Internal Revenue Code of 1986, as amended, or the Code. This summary is based on the Code, the Treasury regulations issued pursuant to the Code, and administrative and judicial interpretations thereof, all as in effect on the date hereof and all of which are subject to change, possibly with retroactive effect, or to different interpretation. Such change or differing interpretation could materially and adversely affect the tax consequences described below. No assurance can be given that the Internal Revenue Service, or IRS, would not assert, or that a court would not sustain, a position contrary to any of the tax consequences described below. This summary is for general information only and does not address all of the tax considerations that may be relevant to specific U.S. Investors in light of their particular circumstances or to U.S. Investors subject to special treatment under U.S. federal income tax law (such as banks or other financial institutions, insurance companies, tax-exempt organizations, retirement plans, partnerships, regulated investment companies, dealers in stock, securities or currencies, brokers, real estate investment trusts, certain former citizens or residents of the United States, persons who acquire ADSs or ordinary shares as part of a straddle, hedge, conversion transaction or other integrated investment, persons that have a "functional currency" other than the U.S. dollar, persons that own directly, indirectly or constructively 10% or more of our company's shares, persons that are resident outside the United States, persons that hold ADSs or ordinary shares in connection with a permanent establishment outside the United States or persons that generally mark their securities to market for U.S. federal income tax purposes). This summary does not address any U.S. state or local or non-U.S. tax considerations or any U.S. federal estate, gift or alternative minimum tax considerations. As used in this summary, the term "U.S. Investor" means a beneficial owner of ADSs or ordinary shares that is, for U.S. federal income tax purposes, (i) an individual citizen or resident of the United States, (ii) a corporation, or other entity taxable as a corporation for U.S. federal income tax purposes, created or organized in or under the laws of the United States, any state thereof, or the District of Columbia, (iii) an estate, the income of which is subject to U.S. federal income tax regardless of its source or (iv) a trust, (a) if a court within the United States is able to exercise primary supervision over its administration and one or more "U.S. persons" (within the meaning of the Code) have the authority to control all of its substantial decisions, or (b) if a valid election is in effect for the trust to be treated as a U.S. person.

If an entity treated as a partnership for U.S. federal income tax purposes holds the ADSs or ordinary shares, the tax treatment of such partnership and each partner thereof will generally depend upon the status and activities of the partnership and such partner. A holder that is treated as a partnership for U.S. federal income tax purposes should consult its own tax adviser regarding the U.S. federal income tax considerations applicable to it and its partners of the ownership and disposition of the ADSs or ordinary shares.

**Prospective investors should consult their tax advisers as to the particular tax considerations applicable to them relating to the ownership and disposition of ADSs or ordinary shares, including the applicability of U.S. federal, state and local tax laws and non-U.S. tax laws.**

### ***Taxation of Dividends***

Subject to the PFIC discussion below, a U.S. Investor will be required to include in gross income the gross amount of any distribution paid on the ADSs or ordinary shares (including any amount of taxes withheld by our company) out of our company's current or accumulated earnings and profits (as determined for U.S. federal income tax purposes). Distributions in excess of our company's current and accumulated earnings and profits will be treated as a non-taxable return of capital to the extent of the U.S. Investor's adjusted tax basis in the ADSs or ordinary shares and thereafter will be treated as a gain from the sale of the ADSs or ordinary shares. However, our company does not currently maintain, and does not intend to maintain, calculations of our earnings and profits in accordance with U.S. federal income tax principles. Consequently, a U.S. Investor should treat the entire amount of any distribution received as a dividend.

In the case of a U.S. Investor that is a corporation, dividends paid on the ADSs or ordinary shares will be subject to regular corporate rates and generally will not be eligible for any “dividends received” deduction generally allowed to corporate shareholders with respect to dividends received from U.S. corporations.

Certain dividends received by non-corporate U.S. Investors, including individuals, are generally subject to preferential tax rates. A preferential tax rate is applicable to dividends paid by a non-U.S. corporation if such corporation is a “qualified foreign corporation” and only if certain holding period requirements and other conditions are met. A non-U.S. corporation (other than a corporation that is classified as a PFIC for the taxable year in which the dividend is paid or the preceding taxable year) generally will be considered to be a qualified foreign corporation (i) if it is eligible for the benefits of a comprehensive tax treaty with the U.S. which includes an exchange of information program or (ii) with respect to any dividend it pays on stock which is readily tradable on an established securities market in the U.S. If the requirements of this paragraph are not satisfied, a dividend paid by a non-U.S. corporation to a U.S. Investor, including a U.S. Investor that is an individual, estate, or trust, generally will be taxed at ordinary income tax rates (and not at the preferential tax rates).

As described above in the discussion of “—People’s Republic of China Taxation,” in the event our company is treated as a PRC “resident enterprise” under PRC law, our company may be required to withhold PRC income tax on dividends paid on the ADSs or ordinary shares under the EIT Law. For U.S. federal income tax purposes, U.S. Investors will be treated as having received the amount of PRC taxes withheld by our company, and as then having paid over the withheld taxes to the PRC taxing authorities. As a result of this rule, the amount of dividend income included in gross income for U.S. federal income tax purposes by a U.S. Investor with respect to a payment of dividends may be greater than the amount of cash actually received (or receivable) by the U.S. Investor from our company with respect to the payment.

A U.S. Investor may be eligible, subject to a number of complex limitations, to claim a foreign tax credit in respect of any foreign withholding taxes imposed on dividends received on the ADSs or ordinary shares. A U.S. Investor who does not elect to claim a foreign tax credit for foreign income tax withheld, may instead claim a deduction, for U.S. federal income tax purposes, in respect of such withholding, but only for a year in which such investor elects to do so for all creditable foreign income taxes. For purposes of calculating the foreign tax credit limitation, dividends paid by our company will, depending on the circumstances of the U.S. investor, be either general or passive income.

Our company expects to pay dividends, if any, in non-U.S. currency. A dividend paid in non-U.S. currency must be included in a U.S. Investor’s income as a U.S. dollar amount based on the exchange rate in effect on the date such dividend is actually or constructively received, regardless of whether the dividend is in fact converted into U.S. dollars. If the dividend is converted to U.S. dollars on the date of receipt, a U.S. Investor generally will not recognize a foreign currency gain or loss. If the non-U.S. currency is converted into U.S. dollars on a later date, however, the U.S. Investor must include in income any gain or loss resulting from any exchange rate fluctuations. Such gain or loss will generally be ordinary income or loss, and will be from sources within the United States for foreign tax credit limitation purposes. U.S. Investors should consult their own tax advisors regarding the tax consequences to them if our company pays dividends in non-U.S. currency.

### ***Taxation of Sale, Exchange or Other Disposition of ADSs or Ordinary Shares***

Subject to the PFIC discussion below, a U.S. Investor generally will recognize capital gain or loss upon the sale, exchange or other disposition of ADSs or ordinary shares in an amount equal to the difference, if any, between the amount realized on the sale, exchange or other disposition and the U.S. Investor's adjusted tax basis in such ADSs or ordinary shares. This capital gain or loss will be long-term capital gain or loss if the U.S. Investor's holding period in the ADSs or ordinary shares exceeds one year. Long-term capital gain of a non-corporate U.S. investor is generally taxed at preferential rates. The deductibility of capital losses is subject to limitations. The gain or loss will generally be income or loss from sources within the United States for U.S. foreign tax credit purposes. In the event PRC tax were to be imposed on any gain from the disposition of ADSs or ordinary shares as described above in "—People's Republic of China Taxation," such gain may be treated as PRC source gain under the income tax treaty between the United States and the PRC, in which case a U.S. Investor eligible for treaty benefits may be able to claim a foreign tax credit, subject to applicable limitations. U.S. Investors are urged to consult their tax advisors regarding the tax consequences if a foreign tax is imposed on the disposition of ADSs or ordinary shares, including the availability of the foreign tax credit under an investor's own particular circumstances.

A U.S. Investor that receives non-U.S. currency on the disposition of the ADSs or ordinary shares will realize an amount equal to the U.S. dollar value of the foreign currency received on the date of disposition (or in the case of cash basis and electing accrual basis taxpayers, the settlement date) whether or not converted into U.S. dollars at that time. Very generally, the U.S. Investor will recognize currency gain or loss if the U.S. dollar value of the currency received on the settlement date differs from the amount realized with respect to the ADSs or ordinary shares. Any currency gain or loss on the settlement date or on any subsequent disposition of the foreign currency generally will be U.S. source ordinary income or loss.

### ***Net Investment Income Tax***

A 3.8% tax is imposed on the "net investment income" (as defined in section 1411 of the Code), which includes, among other items, dividends on, and capital gains from the sale or other taxable disposition of, the ADSs or ordinary shares (subject to certain limitations and exceptions), of certain U.S. Investors who are individuals whose income exceeds certain threshold amounts, and who are certain trusts and estates under similar rules.

### ***Passive Foreign Investment Company***

In general, a foreign corporation will be treated as a PFIC for U.S. federal income tax purposes in any taxable year in which either (i) at least 75% of its gross income is "passive income" or (ii) at least 50% of the average value of its total assets (based on the average of the fair market values of the assets determined at the end of each quarterly period) is attributable to assets that produce passive income or are held for the production of passive income. Passive income for this purpose generally includes, among other things, dividends, interest, certain royalties, rents and gains from commodities and securities transactions and from the sale or exchange of property that gives rise to passive income. In determining whether a foreign corporation is a PFIC, a proportionate share of the income and assets of each corporation in which it owns, directly or indirectly, at least a 25% interest (by value) is taken into account. We do not expect to be a PFIC for the current taxable year or any future taxable year. The Company's possible status as a PFIC, however, must be determined for each year and cannot be determined until the end of each taxable year. Also, the PFIC determination depends upon the application of complex U.S. federal income tax rules concerning the classification of our assets and income for this purpose and the application of these rules is uncertain in some respects. Under the income and asset tests, whether our company is a PFIC will be determined annually based upon the composition and nature of our income and the composition, nature and valuation of our assets, all of which are subject to change. For purposes of the asset test, any cash will generally be treated as a passive asset and the amount of cash held by our company in any year will depend, in part, on when our company spends any cash raised or generated in our operations. In addition, the determination of our company's PFIC status will depend upon the nature of the assets acquired by our company. Moreover, the determination of the value of our company's assets may depend on our market capitalization, and that market capitalization may fluctuate. Accordingly, there can be no assurance that we will not be a PFIC in the current or any future taxable year. In addition, there can be no assurance that the IRS will not challenge any determination by our company that we do not constitute a PFIC.

If our company is classified as a PFIC for any taxable year during which a U.S. Investor owns ADSs or ordinary shares, the U.S. Investor, absent certain elections (including a mark-to-market election), will generally be subject to adverse rules (even if the corporation no longer satisfies either the passive income or passive asset tests described above) with respect to (i) any "excess distributions" (generally, any distributions received by the U.S. Investor on the ADSs or ordinary shares in a taxable year that are greater than 125% of the average annual distributions received by the U.S. Investor in the three preceding taxable years or, if shorter, the U.S. Investor's holding period for the ADSs or ordinary shares), and (ii) any gain realized on the sale or other disposition of ADSs or ordinary shares. Under these adverse rules (a) the excess distribution or gain will be allocated ratably over the U.S. Investor's holding period, (b) the amount allocated to the current taxable year and any taxable year prior to the first taxable year in which our company is classified as a PFIC will be taxed as ordinary income, and (c) the amount allocated to each of the other taxable years during which our company was classified as a PFIC will be subject to tax at the highest rate of tax in effect for the applicable category of taxpayers for that year and an interest charge will be imposed with respect to the resulting tax attributable to each such taxable year.

As described above, if our company is a PFIC for any taxable year during which a U.S. Investor holds the ADSs or ordinary shares, our company will continue to be treated as a PFIC with respect to that U.S. Investor for all succeeding years during which the U.S. Investor holds the ADSs or ordinary shares. The U.S. Investor may terminate this deemed PFIC status by electing to recognize gain (which will be taxed under the special tax rules discussed above) as if the U.S. Investor's ADSs or ordinary shares had been sold on the last day of the last taxable year for which our company was a PFIC.

If our company is treated as a PFIC and our company holds or acquires an interest in an entity which is itself a PFIC, a U.S. Investor may also be subject to the PFIC rules with respect to its indirect ownership of the lower-tier PFIC. U.S. Investors should consult their own tax advisers regarding the consequences to them if our company holds or acquires an interest in an entity which is itself a PFIC.

Although the PFIC rules permit a U.S. holder of stock in a PFIC in certain circumstances to avoid some of the disadvantageous tax treatment described above by making a "qualified electing fund," or QEF, election, a U.S. Investor will not be able to elect to treat our company as a QEF because our company does not intend to prepare the information that the U.S. Investor would need to make a QEF election.

If our company is a PFIC in any year with respect to a U.S. Investor, the disadvantageous tax treatment described above may in part be avoided with respect to our company if a U.S. Investor validly makes a mark-to-market election as of the beginning of such U.S. Investor's holding period. If such election is made, such U.S. Investor generally will be required to take into account the difference, if any, between the fair market value of, and its adjusted tax basis in, the ADSs or ordinary shares at the end of each taxable year as ordinary income or, to the extent of any net mark-to-market gains previously included in income, ordinary loss, and to make corresponding adjustments to the tax basis of such ADSs or ordinary shares. In addition, any gain from a sale, exchange or other disposition of the ADSs or ordinary shares will be treated as ordinary income, and any loss will be treated as ordinary loss (to the extent of any net mark-to-market gains previously included in income). A mark-to-market election is available to a U.S. Investor only if the ADSs or ordinary shares are considered "marketable stock." Generally, shares will be considered marketable stock if the shares are "regularly traded" on a "qualified exchange" within the meaning of applicable Treasury Regulations.

If our company is a PFIC in any year with respect to a U.S. Investor, the U.S. Investor will generally be required to file an annual information return on IRS Form 8621 relating to its ownership of the ADSs or ordinary shares.

U.S. Investors should consult their tax advisers regarding the potential application of the PFIC regime, including eligibility for and the manner and advisability of making a mark-to-market election.

#### ***Certain Reporting Requirements***

Subject to specified exceptions a U.S. Investor (that is, an individual or, certain domestic entities) is required to report to the IRS such U.S. Investor's interests in stock or securities issued by a non-U.S. person (such as our company), if the aggregate value of these and certain other "specified foreign financial assets" exceeds an applicable reporting threshold. If required, this disclosure is made by filing IRS Form 8938. U.S. Investors should consult their tax advisers regarding the information reporting obligations that may arise from their ownership or disposition of ADSs or ordinary shares.

#### ***Backup Withholding Tax and Information Reporting Requirements***

Under certain circumstances, U.S. backup withholding tax and/or information reporting may apply to U.S. Investors with respect to dividend payments made on or the payment of proceeds from the sale, exchange or other disposition of the ADSs or ordinary shares, unless an applicable exemption is satisfied. U.S. Investors that are corporations generally are excluded from these information reporting and backup withholding tax rules. Backup withholding is not an additional tax. Any amounts withheld under the backup withholding tax rules will be allowed as a credit against a U.S. Investor's U.S. federal income tax liability, if any, or will be refunded, if such U.S. Investor timely furnishes required information to the IRS.

#### ***Enforceability of Civil Liabilities***

Substantially all of our assets are located in the PRC. Most of our directors and officers are nationals or residents of jurisdictions other than the United States, and a substantial portion of their assets are located outside the United States. As a result, it may be difficult for a shareholder to effect service of process within the United States upon these persons, or to enforce against us or them judgments obtained in United States courts, including judgments predicated upon the civil liability provisions of the securities laws of the United States or any state of the United States. We have appointed Law Debenture Corporate Services Inc. as our agent upon whom process may be served in any action brought against us under the securities laws of the United States.



We have been advised by our counsel as to British Virgin Islands law that there is uncertainty as to whether the courts of the British Virgin Islands would entertain original actions brought in the British Virgin Islands against us predicated upon the securities laws of the United States or any state in the United States. Our counsel as to British Virgin Islands law has further advised us that the United States and the British Virgin Islands do not have a treaty providing for reciprocal recognition and enforcement of judgments of courts of the United States in civil and commercial matters and that a final judgment for the payment of money rendered by any general or state court in the United States based on civil liability, whether or not predicated solely upon the U.S. federal securities laws, would not be automatically enforceable in the British Virgin Islands. We have also been advised that a final and conclusive judgment obtained in U.S. federal or state courts under which a sum of money is payable, other than a sum payable in respect of a claim by a revenue authority for taxes or other charges of a similar nature by a governmental authority, or in respect of a fine or penalty or multiple or punitive damages, and which was neither obtained in a waiver nor is of a kind the enforcement of which is contrary to natural justice or the public policy of the British Virgin Islands, may be the subject of an action on a debt in the court of British Virgin Islands under common law.

We have been advised by our counsel as to PRC law that there is uncertainty as to whether the courts of the PRC would entertain original actions brought in the PRC against us predicated upon the securities laws of the United States or any state in the United States. Our counsel as to PRC law has further advised us that the recognition and enforcement of foreign judgments are provided for under PRC Civil Procedures Law. Under the PRC Civil Procedures Law, courts in the PRC may recognize and enforce foreign judgments based either on treaties between China and the country where the judgment is rendered or on reciprocity arrangements for the recognition and enforcement of foreign judgments between jurisdictions. If there are neither treaties nor reciprocity arrangements between China and a foreign jurisdiction where a judgment is rendered, according to the PRC Civil Procedures Law, matters relating to the recognition and enforcement of a foreign judgment in the PRC may be resolved through diplomatic channels. The PRC does not have any treaties or other arrangements that provide for the reciprocal recognition and enforcement of foreign judgments with the United States or the British Virgin Islands. As a result, it is generally difficult to recognize and enforce in the PRC a judgment rendered by a court in either of these two jurisdictions.

**F. Dividends and Paying Agents**

Not applicable.

**G. Statement by Experts**

Not applicable.

**H. Documents on Display**

We have filed with the SEC a registration statement on Form F-1, including relevant exhibits and schedules, under the Securities Act with respect to underlying ordinary shares represented by our ADSs. We have also filed with the SEC a related registration statement on Form F-6 to register the ADSs. You are advised to read the registration statement and its exhibits and schedules for further information with respect to us and our ADSs.

We are subject to periodic reporting and other informational requirements of the Exchange Act as applicable to foreign private issuers. Accordingly, we are required to file reports, including annual reports on Form 20-F, and other information with the SEC. As a foreign private issuer, we are exempt from the rules of the Exchange Act prescribing the furnishing and content of proxy statements to shareholders, and our executive officers, directors and principal shareholders are not subject to the insider short-swing profit disclosure and recovery provisions of Section 16 of the Exchange Act.

We intend to furnish the depositary with our annual reports, which will include a review of operations and annual audited consolidated financial statements prepared in conformity with IFRS, and all notices of shareholders' meeting and other reports and communications that are made generally available to our shareholders. The depositary will make such notices, reports and communications available to holders of ADSs and, upon our written request, will mail to all record holders of ADSs the information contained in any notice of a shareholders' meeting received by the depositary from us.

All information filed with the SEC can be inspected and copied at the public reference facilities maintained by the SEC at 100 F Street, N.E., Washington, D.C. 20549. You can request copies of these documents, upon payment of a duplicating fee, by writing to the SEC. Please call the SEC at 1-800-SEC-0330 for further information on the operation of the public reference rooms. Additional information may also be obtained over the Internet at the SEC's website at [www.sec.gov](http://www.sec.gov).

We will post this annual report on our website at [www.zenixauto.com](http://www.zenixauto.com). In addition, we will provide hard copies of our annual report free of charge to shareholders and ADS holders upon request.

## **I. Subsidiary Information**

Not applicable.

### **Item 11. Quantitative and Qualitative Disclosures About Market Risk**

#### **Interest Rate Risk**

Our interest rate risk arises primarily from bank borrowings and fixed bank deposits at fixed rates and bank balances and pledged bank deposits at prevailing interest rates that expose us to fair value interest rate risk and cash flow interest rate risk, respectively. We currently do not have any interest rate hedging policy and have not historically used any derivative financial instruments to manage our interest risk exposure. Our management monitors our interest rate profile and will consider hedging interest rate should there be a need.

In 2018, it is estimated that a general increase/decrease of 10 basis points in interest rates, with all other variables held constant, would have decreased/(increased) our pre-tax loss for the year by RMB0.67 million. In 2019, it is estimated that a general increase/decrease of 10 basis points in interest rates, with all other variables held constant, would have decreased/(increased) our pre-tax loss for the year by RMB0.56 million. In 2020, it is estimated that a general increase/decrease of 10 basis points in interest rates, with all other variables held constant, would have decreased/(increased) our pre-tax loss for the year by RMB0.37 million (US\$56,705).

#### **Credit Risk**

Our credit risk is primarily attributable to trade and other receivables and prepayments, cash at banks and deposits with banks. Our management has a credit policy in place, and our exposure to credit risk is monitored on an ongoing basis. We place deposits with banks which we believe are of a good reputation. We have concentration of credit risk to a certain extent, as 25.8%, 25.0% and 38.4% of our trade receivables as of December 31, 2018, 2019 and 2020, respectively, was due from our five largest customers.

#### **Currency Risk**

A majority of our revenue and most of our expenditure are denominated in Renminbi. However, we are exposed to currency risk primarily through sales which give rise to receivables and cash balances that are denominated in a foreign currency. The currencies giving rise to this risk are primarily U.S. dollars.

The exchange rate of the Renminbi with U.S. dollars and other currencies is affected by, among other things, China's political and economic conditions. Any significant revaluation of the Renminbi may materially and adversely affect our cash flows, revenue, earnings and financial position, and the value of, and any dividends payable on, our ADSs in U.S. dollars. Based on the amount of our cash, trade receivables and amount due to a shareholder denominated in U.S. dollars as of December 31, 2018, 2019 and 2020, a 5.0% change in the exchange rates between the Renminbi and the U.S. dollar would result in an increase or decrease of RMB1.3 million, RMB0.8 million and RMB0.7 million (US\$0.1 million) in our pre-tax loss, respectively.

We use Renminbi as the reporting and functional currency of our financial statements. All transactions in currencies other than Renminbi during the year are recorded at the exchange rates prevailing on the respective relevant dates of such transactions. Monetary assets and liabilities existing at the balance sheet date denominated in currencies other than Renminbi are re-measured at the exchange rates prevailing on such date. Exchange differences are recorded in our consolidated income statement. Fluctuations in exchange rates may also affect our balance sheet.

We do not believe that we currently have any significant direct foreign currency exchange rate risk and have not hedged exposures denominated in foreign currencies or any other derivative financial instruments.

#### **Liquidity Risk**

Our policy is to regularly monitor our liquidity requirements to ensure that we maintain sufficient reserve of cash and adequate committed lines of funding from major banks and financial institutions to meet our liquidity requirements in the short and long terms. We also monitor the utilization of bank borrowings. We are exposed to liquidity risk to the extent we have insufficient cash or other source of funding to satisfy liabilities that we may incur from time to time.

### **Commodity price risk**

The major raw material used in the production of our products includes steel. We are exposed to fluctuation in the prices of this raw material which are influenced by global as well as regional supply and demand conditions. Fluctuations in the prices of raw materials could adversely affect our financial performance. We historically have not entered into any commodity derivative instruments to hedge the potential commodity price changes.

### **Inflation**

China's consumer price index, the broadest measure of inflation, rose 0.4% in March 2021 from the level in March 2020. Although there can be no assurance as to the impact in future periods, inflation has not had a material impact on our results of operation in recent years.

### **Item 12. Description of Securities Other than Equity Securities**

#### **A. Debt Securities**

Not applicable.

#### **B. Warrants and Rights**

Not applicable.

#### **C. Other Securities**

Not applicable.

#### **D. American Depositary Shares**

##### **Fees and Charges Our ADS Holders May Have to Pay**

The Bank of New York Mellon is our depository. The depository collects its fees for delivery and surrender of ADSs directly from investors depositing ordinary shares or surrendering ADSs for the purpose of withdrawal or from intermediaries acting for them. The depository collects fees for making distributions to investors by deducting those fees from the amounts distributed or by selling a portion of distributable property to pay the fees. The depository may collect its annual fee for depository services by deduction from cash distributions or by directly billing investors or by charging the book-entry system accounts of participants acting for them. The depository may generally refuse to provide fee-attracting services until its fees for those services are paid.

**Persons Depositing or Withdrawing Ordinary**

**Shares or ADS Holders Must Pay:**

US\$5.00 (or less) per 100 ADSs (or portion of 100 ADSs)

US\$0.05 (or less) per ADS

A fee equivalent to the fee that would be payable if securities distributed to you had been ordinary shares and the ordinary shares had been deposited for issuance of ADSs

US\$0.05 (or less) per ADSs per calendar year

Registration or transfer fees

Expenses of the depositary

Taxes and other governmental charges the depositary or the custodian have to pay on any ADS or ordinary share underlying an ADS, for example, stock transfer taxes, stamp duty or withholding taxes

Any charges incurred by the depositary or its agents for servicing the deposited securities

**For:**

- Issuance of ADSs, including issuances resulting from a distribution of ordinary shares or rights or other property
- Cancellation of ADSs for the purpose of withdrawal, including if the deposit agreement terminates
- Any cash distribution to ADS holders
- Distribution of securities distributed to holders of deposited securities which are distributed by the depositary to ADS holders
- Depositary services
- Transfer and registration of ordinary shares on our ordinary share register to or from the name of the depositary or its agent when you deposit or withdraw ordinary shares
- Cable, telex and facsimile transmissions (when expressly provided in the deposit agreement)
- Converting foreign currency to U.S. dollars
- As necessary
- As necessary

**Fees and Other Payments Made by the Depositary to Us**

The depositary has agreed to reimburse us for expenses we incur that are related to establishment and maintenance of the ADS program, including investor relations expenses. There are limits on the amount of expenses for which the depositary will reimburse us, but the amount of reimbursement available to us is not related to the amount of fees the depositary collects from investors. We have receivable reimbursement payments from the depositary totaling approximately US\$ 2,392.38 (net of withholding tax) for the year ended December 31, 2020. In addition, the depositary has agreed to waive certain fees for standard costs associated with the administration of the ADS program. The depositary waived such costs in an aggregate amount of approximately US\$45,000 for the year ended December 31, 2020.

**PART II**

**Item 13. Defaults, Dividend Arrearages and Delinquencies**

None.

**Item 14. Material Modifications to the Rights of Security Holders and Use of Proceeds**

Please refer to Item 10B “Additional Information—Memorandum and Articles of Association” for a description of the rights of security holders, which remain unchanged.

**Item 15. Controls and Procedures**

**Disclosure Controls and Procedures**

As of December 31, 2020, our management performed, under the supervision and with the participation of our chief executive officer and chief financial officer, an evaluation of the effectiveness of our disclosure controls and procedures as defined and required under Rules 13a-15 and 15d-15 of the Exchange Act. Based upon that evaluation, they have concluded that our disclosure controls and procedures were effective in ensuring that the information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC’s rules and regulations, and that the information required to be disclosed by us in the reports that we file or submit under the Exchange Act is accumulated and communicated to our management, including our chief executive officer and chief financial officer, to allow timely decisions regarding required disclosure.

## **Management's Annual Report on Internal Control Over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of our management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Under the supervision and with the participation of our chief executive officer and chief financial officer, our management conducted an assessment of the effectiveness of our internal control over financial reporting as of December 31, 2020, using criteria established in the updated framework in the Internal Control — Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission, or COSO. Based on this assessment, our management has concluded that our internal control over financial reporting was effective as of December 31, 2020.

This annual report does not include an attestation report of our registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by our registered public accounting firm pursuant to rules of the Securities and Exchange Commission that permit the Company to provide only management's report in this annual report.

## **Changes in Internal Control Over Financial Reporting**

There were no changes in our internal control over financial reporting identified in connection with the evaluation required by Rule 13a-15 or 15d-15 of the Exchange Act that occurred during the period covered by this annual report that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## **Item 16A. Audit Committee Financial Expert**

Our board of directors has determined that Mr. William John Sharp, chairman of our audit committee, meets the criteria of an audit committee financial expert as set forth under the applicable rules of the SEC and meets the criteria for independence set forth in Section 10A(m)(3) of the Exchange Act. Please refer to Item 6A "Directors, Senior Management and Employees—Directors and Senior Management" in relation to Mr. William John Sharp's relevant experience.

## **Item 16B. Code of Ethics**

Our board of directors has adopted a code of business conduct and ethics, which is applicable to our senior executive and financial officers. Our code of business conduct and ethics has been filed as an exhibit to our registration statement on Form F-1 (File No. 333-173587), as amended, initially filed with the SEC on April 19, 2011.

**Item 16C. Principal Accountant Fees and Services**

The following table sets forth the aggregate fees by categories specified below in connection with certain professional services rendered by our principal external auditors for the periods indicated. We did not pay any other fees to our auditors during the periods indicated below.

	Year Ended December 31,		
	2019	2020	2020
	RMB	RMB	US\$
	(in thousands)		
Audit fees <sup>(1)</sup>	1,844	1,899	291
Audit-related fees <sup>(2)</sup>	—	—	—
<b>Total</b>	<b>1,844</b>	<b>1,899</b>	<b>291</b>

(1) “Audit fees” means the aggregate fees billed in each of the fiscal years for professional services rendered by our principal external auditors for the audit of our annual financial statements.

(2) “Audit-related fees” means the aggregate fees billed in each of the fiscal years for assurance and related services rendered by our principal external auditors that are reasonably related to the performance of the audit of our annual financial statements and are not reported under “Audit fees.”

The policy of our audit committee is to pre-approve all auditing and non-auditing services permitted to be performed by our independent external auditors.

**Item 16D. Exemptions from the Listing Standards for Audit Committees**

None.

**Item 16E. Purchases of Equity Securities by the Issuer and Affiliated Purchasers**

Not applicable.

**Item 16F. Change in Registrant’s Certifying Accountants**

There were no changes to our certifying accountants for the year ended December 31, 2020.

**Item 16G. Corporate Governance**

Not applicable.

**Item 16H. Mine Safety Disclosure**

Not applicable.

**PART III****Item 17. Financial Statements**

We have elected to provide financial statements pursuant to Item 18.

**Item 18. Financial Statements**

Our consolidated financial statements are included at the end of this annual report.

**Item 19. Exhibits**

<b>Exhibit Number</b>	<b>Document</b>
1.1	<a href="#"><u>Amended and Restated Memorandum and Articles of Association of China Zenix (incorporated by reference to Exhibit 3.3 to our Registration Statement on Form F-1 (File No. 333-173587) filed with the SEC on April 19, 2011)</u></a>
2.1	<a href="#"><u>China Zenix's Specimen American Depositary Receipt (included in Exhibit 2.3)</u></a>
2.2	<a href="#"><u>China Zenix's Specimen Certificate for Ordinary Shares (incorporated by reference to Exhibit 4.2 to our Registration Statement on Form F-1 (File No. 333-173587) filed with the SEC on April 19, 2011)</u></a>
2.3	<a href="#"><u>Form of Deposit Agreement, among China Zenix, the Depository and Owners and Holders of American Depositary Shares (incorporated by reference to Exhibit 1 to Amendment No. 1 to Form F-6 (File No. 333-173588) filed with the SEC on April 27, 2011)</u></a>
4.1	<a href="#"><u>2011 Share Incentive Plan (incorporated by reference to Exhibit 10.1 to our Registration Statement on Form F-1 (File No. 333-173587) filed with the SEC on April 19, 2011)</u></a>
4.2	<a href="#"><u>Form of Indemnification Agreement between China Zenix and its directors and executive officers (incorporated by reference to Exhibit 10.2 to our Registration Statement on Form F-1 (File No. 333-173587) filed with the SEC on April 19, 2011)</u></a>
4.3	<a href="#"><u>Form of Employment Agreement between China Zenix and its executive officers (incorporated by reference to Exhibit 10.3 to our Registration Statement on Form F-1 (File No. 333-173587) filed with the SEC on April 19, 2011)</u></a>
4.4	<a href="#"><u>Form of Strategic Cooperation Agreement between Zhengxing Wheel and international distributors (incorporated by reference to Exhibit 10.9 to our Registration Statement on Form F-1 (File No. 333-173587) filed with the SEC on April 19, 2011)</u></a>
4.5	<a href="#"><u>Form of Strategic Cooperation Agreement between Zhengxing Wheel and international OEM customers (incorporated by reference to Exhibit 10.10 to our Registration Statement on Form F-1 (File No. 333-173587) filed with the SEC on April 19, 2011)</u></a>
8.1	<a href="#"><u>Subsidiaries of China Zenix</u></a>
11.1	<a href="#"><u>Code of Business Conduct and Ethics of China Zenix (incorporated by reference to Exhibit 99.1 to our Registration Statement on Form F-1 (File No. 333-173587) filed with the SEC on April 19, 2011)</u></a>
12.1	<a href="#"><u>Certification of Chief Executive Officer Required by Rule 13a-14(a)</u></a>
12.2	<a href="#"><u>Certification of Chief Financial Officer Required by Rule 13a-14(a)</u></a>
13.1	<a href="#"><u>Certification of Chief Executive Officer Required by Rule 13a-14(b) and Section 1350 of Chapter 63 of Title 18 of the United States Code</u></a>
13.2	<a href="#"><u>Certification of Chief Financial Officer Required by Rule 13a-14(b) and Section 1350 of Chapter 63 of Title 18 of the United States Code</u></a>
15.1	<a href="#"><u>Consent of Centurion ZD CPA &amp; Co., an independent registered public accounting firm</u></a>
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

**SIGNATURES**

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

**CHINA ZENIX AUTO  
INTERNATIONAL LIMITED**

By: /s/ Martin Cheung  
Martin Cheung  
Chief Financial Officer

Date: April 27, 2021



CHINA ZENIX AUTO INTERNATIONAL LIMITED  
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## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of China Zenix Auto International Limited

### **Opinion on the Financial Statements**

We have audited the accompanying consolidated statements of financial position of China Zenix Auto International Limited and subsidiaries (the “Company”) as of December 31, 2020 and 2019, and the related consolidated statements of profit or loss and other comprehensive loss, changes in equity and cash flows for each of the three years in the period ended December 31, 2020, and the related notes (collectively referred to as the “consolidated financial statements”). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2020 and 2019, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2020, in conformity with International Financial Reporting Standards issued by the International Accounting Standards Board.

Our audits also comprehended the translation of Renminbi amounts into United States dollar amounts and, in our opinion, such translation has been made in conformity with the basis stated in Note 2. Such United States dollar amounts are presented solely for the convenience of readers in the United States of America.

### **Basis for Opinion**

These consolidated financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (“PCAOB”) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

### **Critical Audit Matters**

The critical audit matters communicated below are matters arising from the current period audit of the consolidated financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

#### *Impairment of non-financial assets*

The Company reviews property, plant and equipment, right-of-use assets and other intangible assets for impairment whenever events or changes in circumstances indicate the carrying value of these assets may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. Value in use is calculated as the net present value of estimated future cash flows. Based upon the analysis performed, the Company recognized impairment losses for long-lived assets of RMB54 million (US\$8.3 million) for the year ended December 31, 2020.

We identified the assessment of impairment of non-financial assets as a critical audit matter. Specifically, the significant estimates and judgments by management in the projections of future cash flows, including the expected production and sales volumes, production costs, operating expenses and discount rates applied to these forecasted future cash flows. These estimates and judgments may be significantly affected by unexpected changes in the future market or economic conditions, which in turn led to a high degree of auditor judgment, subjectivity and effort in performing procedures and evaluating audit evidence related to management's projections of future cash flows.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included the following, among others: (i) comparing the methodology used by the Company, that is, recoverable amount calculations based on future discounted cash flows, to industry practice and tested the completeness and accuracy of the underlying data used in the projections; (ii) assessing the reasonableness of the significant assumptions used in the calculations, which comprised of, amongst others, expected production and sales volumes, production costs, operating expenses and discount rates, by comparing them to external industry outlook reports from a number of sources and by analyzing the historical accuracy of management's estimates; and (iii) involving our valuation specialists to assist us with assessing the appropriateness of the valuation methodologies and the reasonableness of assumptions used, including the discount rates.

#### *Recognition of deferred tax assets*

As discussed in Note 17 to the consolidated financial statements, the balance of deferred tax assets as at December 31, 2020 amounted to RMB117.8 million (US\$18.1 million). Deferred tax assets had been provided for the losses available for offsetting against future taxable profits and temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. As of December 31, 2020, a deferred tax asset has been recognized in respect of RMB701.6 million (US\$107.5 million) of unused tax losses. The unused tax losses could be carried forward to offset future taxable profit for five to ten years from the year of origination and will expire at various dates up to and including 2030.

Auditing management's analysis of the realizability of the deferred tax assets was complex and highly judgmental because the assessment process involves significant judgment and subjective evaluation of assumptions that may be affected by future operations of the Company, market or economic conditions.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included the following, among others: (1) understanding of the deferred tax asset calculation and performed substantive audit procedures on the recognition of deferred tax balances based on China tax regulations, and on the analysis of the recoverability of the deferred tax assets and (2) evaluating the Company's assumptions and estimates in relation to the likelihood of generating sufficient future taxable income based on budgets and plans, principally by performing sensitivity analyses and evaluating and testing the key assumptions used to determine the amounts recognized.

/s/ Centurion ZD CPA & Co.

Centurion ZD CPA & Co.

We have served as the Company's auditor since 2016.

Hong Kong, China  
April 27, 2021

CHINA ZENIX AUTO INTERNATIONAL LIMITED

CONSOLIDATED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE LOSS

For the years ended December 31, 2018, 2019 and 2020

	<u>NOTE</u>	<u>2018</u>	<u>2019</u>	<u>2020</u>	<u>2020</u>
		<u>RMB'000</u>	<u>RMB'000</u>	<u>RMB'000</u>	<u>US\$'000</u>
Revenue	5	3,149,614	2,493,218	1,769,478	271,184
Cost of sales		(2,779,768)	(2,265,418)	(1,837,583)	(281,622)
Gross profit (loss)		369,846	227,800	(68,105)	(10,438)
Other income, gain and loss	6	16,089	17,320	10,825	1,659
Net exchange gain (loss)		1,250	494	(2,419)	(370)
Impairment charge on property, plant and equipment	16	—	—	(54,000)	(8,276)
Selling and distribution costs		(174,774)	(155,308)	(140,748)	(21,570)
Research and development expenses		(51,760)	(56,841)	(66,109)	(10,132)
Administrative expenses		(144,454)	(121,647)	(137,329)	(21,046)
Finance costs	7	(23,210)	(24,435)	(24,362)	(3,734)
Loss before taxation		(7,013)	(112,617)	(482,247)	(73,907)
Income tax (expense) credit	8	(969)	7,747	83,201	12,751
<b>Loss and total comprehensive loss for the year</b>	9	<u>(7,982)</u>	<u>(104,870)</u>	<u>(399,046)</u>	<u>(61,156)</u>
<b>Loss and total comprehensive loss attributable to:</b>					
Owners of the Company		<u>(7,982)</u>	<u>(104,870)</u>	<u>(399,046)</u>	<u>(61,156)</u>
Loss per share	10				
Basic		RMB (0.04)	RMB (0.51)	RMB (1.93)	USD (0.30)
Diluted		RMB (0.04)	RMB (0.51)	RMB (1.93)	USD (0.30)

See accompanying notes to the consolidated financial statements.

CHINA ZENIX AUTO INTERNATIONAL LIMITED

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

	NOTE	As of December 31,		
		2019 RMB'000	2020 RMB'000	2020 US\$'000
<b>ASSETS</b>				
<b>Current assets</b>				
Inventories	12	129,641	90,351	13,847
Trade and other receivables and prepayments	13	596,359	617,328	94,610
Pledged bank deposits	15	14,900	26,000	3,985
Fixed bank deposits with maturity periods over three months	15	290,000	290,000	44,444
Bank balances and cash	15	906,840	616,290	94,451
Total current assets		<u>1,937,740</u>	<u>1,639,969</u>	<u>251,337</u>
<b>Non-current assets</b>				
Property, plant and equipment	16	1,076,731	960,453	147,196
Right-of-use assets	14	357,599	348,174	53,360
Long term prepayments	13	—	12,000	1,839
Deferred tax assets	17	54,641	117,846	18,061
Deposits paid for acquisition of property, plant and equipment	18	61,618	62,083	9,515
Intangible assets	19	17,000	17,000	2,605
Total non-current assets		<u>1,567,589</u>	<u>1,517,556</u>	<u>232,576</u>
Total assets		<u>3,505,329</u>	<u>3,157,525</u>	<u>483,913</u>
<b>EQUITY AND LIABILITIES</b>				
<b>Current liabilities</b>				
Trade and other payables and accruals	20	410,764	489,380	75,001
Amount due to a shareholder	21	10,557	—	—
Taxation payable		982	—	—
Short-term bank borrowings	22	558,000	558,000	85,517
Total current liabilities		<u>980,303</u>	<u>1,047,380</u>	<u>160,518</u>
<b>Non-current liabilities</b>				
Deferred income	23	6,106	5,310	814
Deferred tax liabilities	17	85,150	70,111	10,745
Total non-current liabilities		<u>91,256</u>	<u>75,421</u>	<u>11,559</u>
Total liabilities		<u>1,071,559</u>	<u>1,122,801</u>	<u>172,077</u>
<b>EQUITY</b>				
Share capital (US\$0.0001 par value, 500,000,000 shares authorized, 206,500,000 shares issued and outstanding as of December 31, 2019 and 2020)	24	136	136	21
Additional paid in capital		392,076	392,076	60,088
Reserves		2,041,558	1,642,512	251,727
Total equity attributable to owners of the Company		<u>2,433,770</u>	<u>2,034,724</u>	<u>311,836</u>
Total equity and liabilities		<u>3,505,329</u>	<u>3,157,525</u>	<u>483,913</u>

See accompanying notes to the consolidated financial statements.

CHINA ZENIX AUTO INTERNATIONAL LIMITED

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

For the years ended December 31, 2018, 2019 and 2020

	Share capital RMB'000	Additional paid in capital RMB'000	Capital reserve RMB'000 (note i)	PRC statutory reserve RMB'000 (note ii)	Share incentive plan reserve RMB'000	Retained profits RMB'000	Total RMB'000
As of January 1, 2018	136	392,076	560,892	127,593	3,110	1,462,815	2,546,622
Loss and total comprehensive loss for the year	—	—	—	—	—	(7,982)	(7,982)
Transfer	—	—	—	8,024	—	(8,024)	—
As of December 31, 2018	136	392,076	560,892	135,617	3,110	1,446,809	2,538,640
Loss and total comprehensive loss for the year	—	—	—	—	—	(104,870)	(104,870)
Transfer	—	—	—	924	—	(924)	—
As of December 31, 2019	136	392,076	560,892	136,541	3,110	1,341,015	2,433,770
Loss and total comprehensive loss for the year	—	—	—	—	—	(399,046)	(399,046)
As of December 31, 2020	136	392,076	560,892	136,541	3,110	941,969	2,034,724
	US\$'000	US\$ '000	US\$ '000	US\$ '000	US\$ '000	US\$ '000	US\$ '000
As of December 31, 2020	21	60,088	85,961	20,926	477	144,363	311,836

See accompanying notes to the consolidated financial statements.

Notes:

- i. Capital reserve include (a) additional capital contributions, comprising a cash injection of RMB159.8 million and an option of RMB386.3 million, being the fair value at grant date, by equity owners to acquire Zhengxing Wheel Group Co., Limited (b) capital contribution of RMB10.9 million in the year ended December 31, 2011 by equity owners pursuant to a shareholder agreement and (c) the recognition of share-based payment expenses of RMB3,829,000 (US\$600,000) as of January 1, 2018, December 31, 2018, 2019 and 2020, in relation to restricted shares awarded to a management executive by an equity participant (Newrace Limited) .
- ii. As stipulated by the relevant laws and regulations in the People's Republic of China (the "PRC"), companies established in the PRC (the "PRC subsidiaries") are required to maintain a statutory reserve made out of profit for the year based on the PRC subsidiaries' statutory financial statements which are prepared in accordance with the accounting principles generally accepted in the PRC. The amount and allocation basis are decided by the board of directors of the relevant PRC subsidiaries annually and is not to be less than 10% of the profit for the year of the relevant PRC subsidiaries. The aggregate amount allocated to the reserves will be limited to 50% of registered capital for certain subsidiaries. Statutory reserve can be used for expanding the capital base of the PRC subsidiaries by means of capitalization issue.

The PRC laws and regulations restrict the distribution of registered capital of companies established in the PRC. Accordingly, the registered capital of PRC entities in the Group of RMB773,065,000 (\$118,477,000) as of December 31, 2019 and 2020 are considered restricted for distribution.

In addition, as a result of the relevant PRC laws and regulations which impose restriction on distribution or transfer of assets out of the PRC statutory reserve, RMB158,735,000 and RMB158,735,000 (\$24,327,000), respectively, representing the PRC statutory reserve of the subsidiaries as of December 31, 2019 and 2020, are also considered under restriction for distribution.

CHINA ZENIX AUTO INTERNATIONAL LIMITED

CONSOLIDATED STATEMENTS OF CASH FLOWS

For the years ended December 31, 2018, 2019 and 2020

	2018	2019	2020	2020
	RMB'000	RMB'000	RMB'000	US\$'000
<b>OPERATING ACTIVITIES</b>				
Loss before taxation	(7,013)	(112,617)	(482,247)	(73,907)
Amortization of prepaid lease payments	9,425	—	—	—
Depreciation of property, plant and equipment	146,075	136,572	130,798	20,046
Depreciation of right-of-use assets	—	9,425	9,425	1,444
Impairment charge on property, plant and equipment	—	—	54,000	8,276
Release of deferred income	(797)	(797)	(796)	(122)
Finance costs	23,210	24,435	24,362	3,734
Interest income	(11,931)	(11,894)	(10,453)	(1,602)
Loss on disposal of property, plant and equipment	18,512	574	1,794	275
Operating cash flows before movements in working capital	<u>177,481</u>	<u>45,698</u>	<u>(273,117)</u>	<u>(41,856)</u>
Decrease in inventories	5,923	42,470	39,290	6,021
Decrease (increase) in trade and other receivables and prepayments	125,952	180,988	(29,726)	(4,556)
Increase (decrease) in trade and other payables and accruals	<u>(13,472)</u>	<u>(208,572)</u>	<u>74,549</u>	<u>11,425</u>
Cash generated from (used in) operations	295,884	60,584	(189,004)	(28,966)
Interest received	11,651	11,936	10,535	1,615
PRC income tax paid	<u>(17,268)</u>	<u>(9,571)</u>	<u>(982)</u>	<u>(150)</u>
NET CASH FROM (USED IN) OPERATING ACTIVITIES	<u>290,267</u>	<u>62,949</u>	<u>(179,451)</u>	<u>(27,501)</u>
<b>INVESTING ACTIVITIES</b>				
Purchase of property, plant and equipment	(11,180)	(15,218)	(44,192)	(6,773)
Deposits paid for acquisition of property, plant and equipment	—	(153,568)	(23,004)	(3,525)
Withdrawal of pledged bank deposits	7,900	18,600	—	—
Placement of pledged bank deposits	(6,200)	—	(11,100)	(1,701)
Proceeds on disposal of property, plant and equipment	11,142	54	503	77
Placement of fixed bank deposits with maturity periods over three months	(580,000)	(580,000)	(580,000)	(88,889)
Withdrawal of fixed bank deposits with maturity periods over three months	<u>580,000</u>	<u>580,000</u>	<u>580,000</u>	<u>88,889</u>
NET CASH FROM (USED IN) INVESTING ACTIVITIES	<u>1,662</u>	<u>(150,132)</u>	<u>(77,793)</u>	<u>(11,922)</u>
<b>FINANCING ACTIVITIES</b>				
New bank borrowings raised	473,000	558,000	558,000	85,517
Repayment of bank borrowings	(558,000)	(473,000)	(558,000)	(85,517)
Advance from a shareholder	1,865	6,711	3,989	611
Repayment to a shareholder	(696)	(6,065)	(14,546)	(2,229)
Interest paid	<u>(24,477)</u>	<u>(24,323)</u>	<u>(24,382)</u>	<u>(3,737)</u>
NET CASH (USED IN) FROM FINANCING ACTIVITIES	<u>(108,308)</u>	<u>61,323</u>	<u>(34,939)</u>	<u>(5,355)</u>
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	183,621	(25,860)	(292,183)	(44,778)
Effect of foreign exchange rate	(1,983)	(550)	1,633	250
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR	<u>751,612</u>	<u>933,250</u>	<u>906,840</u>	<u>138,979</u>
CASH AND CASH EQUIVALENTS AT END OF THE YEAR	<u>933,250</u>	<u>906,840</u>	<u>616,290</u>	<u>94,451</u>

See accompanying notes to the consolidated financial statements.

## CHINA ZENIX AUTO INTERNATIONAL LIMITED

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the years ended December 31, 2018, 2019 and 2020

#### 1. ORGANIZATION AND PRINCIPAL ACTIVITIES

China Zenix Auto International Limited (the “Company”) is a company incorporated under the laws of the British Virgin Islands on July 11, 2008. It is an investment holding company and its ultimate parent company is Newrace Limited (“Newrace”), which is also a company incorporated under the laws of the British Virgin Islands. Its ultimate controlling party is Mr. Jianhui Lai, who is the chairman and chief executive officer of the Company. The address of the registered and principal place of the Company’s business are 171 Main Street, P.O. Box 4041, Road Town, Tortola, VG1110, British Virgin Islands and No. 1608, North Circle Road State Highway, Zhangzhou, Fujian Province 363000, the People’s Republic of China (the “PRC”), respectively.

The Company owns 100% equity interest in China Wheel Limited (“China Wheel”), a company incorporated under the laws of Special Administrative Region of Hong Kong. China Wheel owns 100% equity interest in Zhengxing Wheel Group Co., Limited (“Zhengxing Wheel”).

Zhengxing Wheel was established as a limited liability company in the PRC on June 23, 2003. Details of Zhengxing Wheel’s subsidiaries as of December 31, 2019 and 2020 are as follows:

<u>Name of company</u>	<u>Place and date of establishment and operation</u>	<u>Attributable equity interests directly held by Zhengxing Wheel at December 31,</u>	
		<u>2019</u>	<u>2020</u>
Zhengxing Group Benxi Wheel Co., Ltd.	The PRC July 13, 2004	100%	100%
Zhengxing Group Chengdu Wheel Co., Ltd. (“Zhengxing Chengdu”)	The PRC July 30, 2004	100%	100%
Zhengxing Group Langfang Wheel Co., Ltd. (“Zhengxing Langfang”)	The PRC January 21, 2005	100%	100%
Zhengxing Group Hefei Wheel Co., Ltd. (“Zhengxing Hefei”)	The PRC June 9, 2005	100%	100%
Hua’an Zhengxing Wheel Co., Ltd.	The PRC November 19, 2010	100%	100%

Zhengxing Wheel and each of its subsidiaries were engaged in research, development, production and sale of commercial vehicle wheels.

The Company and its subsidiaries are referred to as the “Group”.

The consolidated financial statements of the Group are presented in Renminbi (“RMB”). Other than those subsidiaries established in the PRC whose functional currency is RMB, the functional currency of the Company and its subsidiaries is United States dollar (“US\$”).



2. SIGNIFICANT ACCOUNTING POLICIES

Statement of compliance

The Group's consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRSs") issued by the International Accounting Standards Board ("IASB"), which collective term includes all applicable individual IFRSs, International Accounting Standards and related interpretations issued by the IASB.

The significant accounting policies that have been used in the preparation of these consolidated financial statements are disclosed below. These policies have been consistently applied to all the years presented unless otherwise stated. The adoption of new or amended IFRSs and the impacts on the Company's financial statements, if any, are disclosed in Note 3.

Basis of preparation

The Group's consolidated financial statements have been prepared on the historical cost basis. Historical cost is generally based on the fair value of the consideration given in exchange for goods.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of IFRS 2 Share-based Payment, leasing transactions that are accounted for in accordance with IFRS 16 (since January 1, 2019) or IAS 17 (before application of IFRS 16), and measurements that have some similarities to fair value but are not fair value, such as net realizable value in IAS 2 Inventories or value in use in IAS 36 Impairment of Assets.

The preparation of financial statements in conformity with IFRSs requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying amounts of assets and liabilities not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The COVID-19 pandemic has created and may continue to create significant uncertainty in macroeconomic conditions, which may cause further business slowdowns or shutdowns, depress demand for the Company's business, and adversely impact its results of operations. During the year ended December 31, 2020, the Company faced increasing uncertainties around its estimates of revenue collectability, accounts receivable credit losses, impairment of inventory and long-lived assets. The Company expects uncertainties around its key accounting estimates to continue to evolve depending on the duration and degree of impact associated with the COVID-19 pandemic. Its estimates may change as new events occur and additional information emerges, and such changes are recognized or disclosed in its consolidated financial statements.

Judgments made by management in the application of IFRSs that have significant effect on the financial statements and major sources of estimation uncertainty are discussed in Note 4.

CHINA ZENIX AUTO INTERNATIONAL LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the years ended December 31, 2018, 2019 and 2020

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Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries). Control is achieved where the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

When assessing whether the Group has power, only substantive rights (held by the Group and other parties) are considered.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statements of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Profit or loss and each item of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

All intra-group assets and liabilities, equity, income and expenses and cash flow relating to transactions between members of the Group are eliminated in full on consolidation.

Revenue from contracts with customers

The Group's revenues are principally from sales of commercial vehicle wheels to customers in the PRC and international markets. Revenue arising from sales made to PRC customers consists of sales to original equipment manufacturers ("OEMs") and tier-one distributors who then resell the Group's products to retail end-users in the aftermarket through tier-two distributors. The Group sells only to tier-one distributors and it does not sell directly to the tier-two distributors or end-users in the aftermarket.

The Group offers discounts or rebates based on the contractual percentages of sales to OEMs in settlement of warranty obligations and the OEMs have no other right of return.

The Group's sales to tier-one distributors and international sales to international distributors and vehicle manufacturers do not have rights of returns or warranty obligations.

Under IFRS 15, the Group recognizes revenue when (or as) a performance obligation is satisfied, i.e. when "control" of the goods or services underlying the particular performance obligation is transferred to the customer.

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

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Control is transferred over time and revenue is recognized over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- the Group's performance creates or enhances an asset that the customer controls as the Group performs; or
- the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognized at a point in time when the customer obtains control of the distinct good or service.

*Sale of goods*

The Group manufactures and sells a range of commercial vehicle wheels in the market. Depending on the contractual arrangement with customers, sales are recognized when control of the products has transferred, being when the risk and rewards have been transferred, the customer has full discretion over the channel and price to sell the products, and there is no unfulfilled obligation that could affect the customer's acceptance of the products.

The Group derives revenue from the transfer of goods and is mainly at a point in time.

*Presentation of contract assets and liabilities*

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognized for the earned consideration that is conditional.

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received a consideration (or an amount of consideration that is due) from the customer. If a customer pays the consideration before the Group transfers goods or services to the customer, a contract liability is recognized when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognized as revenue when the Group performs under the contract.

A contract asset and a contract liability relating to a contract are accounted for on a net basis.

*Variable consideration*

For contracts that contain variable consideration (i.e. sales rebate), the Group estimates the amount of consideration to which it will be entitled using either (a) the expected value method or (b) the most likely amount, depending on which method better predicts the amount of consideration to which the Group will be entitled.

The estimated amount of variable consideration is included in the transaction price only to the extent that it is highly probable that such an inclusion will not result in a significant revenue reversal in the future when the uncertainty associated with the variable consideration is subsequently resolved.

At the end of each reporting period, the Group updates the estimated transaction price (including updating its assessment of whether an estimate of variable consideration is constrained) to represent faithfully the circumstances present at the end of the reporting period and the changes in circumstances during the reporting period.

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*Sale with a right of return/exchange*

For a sale of products with a right of return/exchange for dissimilar products, the Group recognizes all of the following:

- (a) revenue for the transferred products in the amount of consideration to which the Group expects to be entitled (therefore, revenue would not be recognized for the products expected to be returned/exchanged);
- (b) a refund liability/contract liability; and
- (c) an asset (and corresponding adjustment to cost of sales) for its right to recover products from customers.

Cost of sales

Cost of sales primarily consists of cost of raw materials, direct labor, and manufacturing overhead which includes depreciation expenses of plant and machinery.

Property, plant and equipment

Property, plant and equipment including buildings held for use in the production or supply of goods or services, or for administrative purposes other than construction in progress as described below are stated in the consolidated statements of financial position at cost less subsequent accumulated depreciation and accumulated impairment losses, if any.

Properties, plant and equipment in the course of construction for production, supply or administrative purposes and equipment pending for installation are carried at cost, less any recognized impairment loss. Costs include professional fees and, for qualifying assets, borrowing costs capitalized in accordance with the Group's accounting policy. Construction in progress is classified to the appropriate category of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Depreciation is recognized so as to write off the cost of items of property, plant and equipment other than construction in progress, over their estimated useful lives and after taking into account their estimated residual value, using the straight line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Historical cost includes expenditure that is directly attributable to the acquisition of the items. Cost may also include transfers from equity of any gains/losses on qualifying cash flow hedges of foreign currency purchases of property, plant and equipment.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognized. All other repairs and maintenance are recognized in profit or loss during the financial period in which they are incurred.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the net proceeds on disposal and the carrying amount of the asset and is recognized in profit or loss on the date of retirement or disposal.

Leased assets

At inception of a contract, the Group assesses whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all of the economic benefits from that use.

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For contracts entered into or modified or arising from business combinations on or after the date of initial application, the Group assesses whether a contract is or contains a lease based on the definition under IFRS 16 at inception, modification date or acquisition date, as appropriate. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

*The Group as lessee (upon application of IFRS 16)*

Allocation of consideration to components of a contract

For a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

Non-lease components are separated from lease component on the basis of their relative stand-alone prices.

As a practical expedient, leases with similar characteristics are accounted on a portfolio basis when the Group reasonably expects that the effects on the consolidated financial statements would not differ materially from individual leases within the portfolio.

At the lease commencement date, the Group recognizes a right-of-use asset and a lease liability, except for short-term leases that have a lease term of 12 months or less and leases of low-value assets. When the Group enters into a lease in respect of a low-value asset, the Group decides whether to capitalize the lease on a lease-by-lease basis. The lease payments associated with those leases which are not capitalized are recognized as an expense on a systematic basis over the lease term.

Right-of-use assets

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

Right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

The Group presents right-of-use assets as a separate line item on the consolidated statement of financial position.

Lease liabilities

At the commencement date of a lease, the Group recognizes and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

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The lease payments include:

- fixed payments (including in-substance fixed payments) less any lease incentives receivable;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable by the Group under residual value guarantees;
- the exercise price of a purchase option if the Group is reasonably certain to exercise the option; and
- payments of penalties for terminating a lease, if the lease term reflects the Group exercising an option to terminate the lease.

Variable lease payments that reflect changes in market rental rates are initially measured using the market rental rates as at the commencement date. Variable lease payments that do not depend on an index or a rate are not included in the measurement of lease liabilities and right-of-use assets, and are recognized as expense in the period in which the event or condition that triggers the payment occurs.

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.
- the lease payments change due to changes in market rental rates following a market rent review in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.

The Group presents lease liabilities as a separate line item on the consolidated statement of financial position.

Lease modifications

The Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

When the modified contract contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the modified contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

The Group as a lessee (prior to January 1, 2019)

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

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Where the Group has the use of assets under operating leases, payments made under the leases are charged to profit or loss in equal installments over the accounting periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the leased asset. Lease incentives received are recognized in profit or loss as an integral part of the aggregate net lease payments made. Contingent rentals are charged as expenses in the accounting period in which they are incurred.

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognized at the rates of exchanges prevailing on the date of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences on monetary items are recognized in profit or loss in the period in which they arise.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to get ready for its intended use or sale, are capitalized as part of the cost of that asset. Other borrowing costs are expensed in the period in which they are incurred.

The capitalization of borrowing costs as part of the cost of a qualifying asset commences when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are in progress. Capitalization of borrowing costs is suspended or ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are interrupted or complete.

Related parties

- (a) A person, or a close member of that person's family, is related to the Group if that person:
  - (i) has control or joint control over the Group;
  - (ii) has significant influence over the Group; or
  - (iii) is a member of the key management personnel of the Group or the Group's parent.
- (b) An entity is related to the Group if any of the following conditions applies:
  - (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
  - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
  - (iii) Both entities are joint ventures of the same third party.
  - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
  - (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.
  - (vi) The entity is controlled or jointly controlled by a person identified in (a).
  - (vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
  - (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

Government grants

Government grants are not recognized until there is reasonable assurance that the Group will comply with the conditions attached to them and that the grants will be received.

Government grants are recognized in profit or loss on a systematic basis over the periods in which the Group recognizes as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are included in non-current liabilities as deferred income in the consolidated statement of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets. Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognized in profit or loss in the period in which they become receivable.

Employee benefits

*Short term employee benefits and contributions to defined contribution retirement plans*

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

Payments to defined contribution scheme are recognized as an expense when employees have rendered service entitling them to the contributions. Payments made to state-managed retirement benefit schemes are dealt with as payments to defined contribution scheme where the Group's obligations under the schemes are equivalent to those arising in a defined contribution retirement benefit plan.

*Termination benefits*

Termination benefits are recognized at the earlier of when the Group can no longer withdraw the offer of those benefits and when it recognizes restructuring costs involving the payment of termination benefits.

*Share-based payment transactions*

**Equity-settled share-based payment transactions**

*Share options/awarded shares granted to employees*

The fair value of services received determined by reference to the fair value of the share options and awarded shares granted at the date of grant is expensed as staff costs on a straight-line basis over the vesting period, with a corresponding increase in share incentive plan reserve (see Note 26).

At the end of the reporting period, the Group revises its estimates of the number of share options and awarded shares that are expected to ultimately vest. The impact of the revision of the original estimates during the vesting period, if any, is recognized in profit or loss for the year such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to share incentive plan reserve or capital reserve where appropriate. On the vesting date, the amount recognized as an expense is adjusted to reflect the actual number of share options that vest (with a corresponding adjustment to share incentive plan reserve or capital reserve where appropriate) except where forfeiture is only due to not achieving vesting conditions that relate to the market price of the Company's shares.

When share options are exercised/restricted shares are issued, the amount previously recognized in share incentive plan reserve will be transferred to additional paid in capital. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognized in share incentive plan reserve will be transferred to retained profits.



### Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax. Current tax and movements in deferred tax assets and liabilities are recognized in profit or loss except to the extent that they relate to items recognized in other comprehensive income or directly in equity, in which case the relevant amounts of tax are recognized in other comprehensive income or directly in equity, respectively.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

Apart from certain limited exceptions, all deferred tax liabilities, and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the asset can be utilized, are recognized. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided that those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary difference or in periods into which a tax loss arising from the deferred tax asset can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilized.

The limited exceptions to recognition of deferred tax assets and liabilities are those temporary differences arising from goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting nor taxable profit (provided they are not part of a business combination), and temporary differences relating to investments in subsidiaries to the extent that, in the case of taxable differences, the Group controls the timing of the reversal and it is probable that the differences will not reverse in the foreseeable future, or in the case of deductible differences, unless it is probable that they will reverse in the future.

The amount of deferred tax recognized is measured based on the expected manner of realization or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the end of the reporting period. Deferred tax assets and liabilities are not discounted.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilized. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

Additional income taxes that arise from the distribution of dividends are recognized when the liability to pay the related dividends is recognized.

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities, when there is a legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

- in the case of current tax assets and liabilities, the Group intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously; or

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- in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:
  - the same taxable entity; or
  - different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realize the current tax assets and settle the current tax liabilities on a net basis or realize and settle simultaneously.

Intangible assets

**Intangible assets acquired in a business combination**

Intangible assets acquired in a business combination and recognized separately from goodwill are initially recognized at their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets with indefinite useful lives are carried at cost less any subsequent accumulated impairment losses (see the accounting policy in respect of impairment losses on tangible and intangible assets below).

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Research and development expenditure

Expenditure on research activities is recognized as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from development activities (or from the development phase of an internal project) is recognized if, and only if, all of the following have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognized for internally-generated intangible assets is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognized, development expenditure is recognized in profit or loss in the period in which it is incurred.

Subsequent to initial recognition, internally-generated intangible asset is reported at cost less accumulated amortization and accumulated impairment losses (if any), on the same basis as intangible assets acquired separately.

The Group has not capitalized any development cost during the years presented.

Inventories

Inventories are stated at the lower of cost and net realizable value.

Costs of inventories are determined on a weighted average method and comprise all costs of purchase, costs of conversion and other costs incurred in bring the inventories to their present location and condition.

Net realizable value represents the estimated selling price for inventories in the ordinary course of business less all estimated costs of completion and costs necessary to make the sale.

When inventories are sold, the carrying amount of those inventories is recognized as an expense in the period in which the related revenue is recognized. The amount of any write-down of inventories to net realizable value and all losses of inventories are recognized as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognized as a reduction in the amount of inventories recognized as an expense in the period in which the reversal occurs.

### Financial instruments

Financial assets and financial liabilities are recognized when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognized and derecognized on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with IFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss (“FVTPL”)) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognized immediately in profit or loss.

The effective interest method is a method of calculating the amortized cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

### **Financial assets**

#### **Classification and subsequent measurement of financial assets (upon application of IFRS 9)**

Financial assets that meet the following conditions are subsequently measured at amortized cost:

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at fair value through profit or loss (“FVTPL”).

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

In addition, the Group may irrevocably designate a financial asset that are required to be measured at the amortized cost as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

#### (i) Amortized cost and interest income

Interest income is recognized using the effective interest method for financial assets measured subsequently at amortized cost. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired. For financial assets that have subsequently become credit-impaired, interest income is recognized by applying the effective interest rate to the amortized cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognized by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit impaired.

(ii) Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortized cost are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognized in profit or loss. The net gain or loss recognized in profit or loss includes any dividend or interest earned on the financial asset and is included in the "other gains and losses" line item.

**Impairment of financial assets (upon application of IFRS 9 on January 1, 2018)**

The Group recognizes a loss allowance for expected credit loss ("ECL") on financial assets which are subject to impairment under IFRS 9 (including trade and other receivables, bank deposits and bank balances). ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

*General approach*

ECLs are recognized in two measurement bases. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information.

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Financial assets at amortized cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables which apply the simplified approach as detailed below.

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- Stage 1 — Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs
- Stage 2 — Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs
- Stage 3 — Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

*Simplified approach*

For trade receivables that do not contain a significant financing component or when the Group applies the practical expedient of not adjusting the effect of a significant financing component, the Group applies the simplified approach in calculating ECLs. Under the simplified approach, the Group does not track changes in credit risk, but instead recognizes a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

### **Derecognition of financial assets**

The Group derecognizes a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognizes its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognize the financial asset and recognizes a collateralized borrowing for the proceeds received.

On derecognition of a financial asset measured at amortized cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognized in profit or loss.

### **Financial liabilities and equity instruments**

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

#### *Equity instruments*

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments issued by the Group are recognized at the proceeds received, net of direct issue costs.

#### *Effective interest method*

The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest expense is recognized on an effective interest basis.

#### *Financial liabilities*

Interest-bearing borrowings are recognized initially at fair value less attributable transaction costs. They are subsequently stated at amortized cost with any difference between the amount initially recognized and redemption value being recognized in profit or loss over the period of the borrowings, together with any interest and fees payable, using the effective interest method.

Trade and other payables are initially recognized at fair value. They are subsequently stated at amortized cost unless the effect of discounting would be immaterial, in which case they are stated at cost.

#### *Derecognition*

The Group derecognizes a financial liability when, and only when, the Group's obligations are discharged, cancelled or expire. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in profit or loss.

### Impairment of non-financial assets

Internal and external sources of information are reviewed at the end of each reporting period to identify indications that the following assets may be impaired or, except in the case of goodwill, an impairment loss previously recognized no longer exists or may have decreased:

- property, plant and equipment
- right-of-use assets; and

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- intangible assets.

If any such indication exists, the recoverable amount of the asset is estimated. In addition, for intangible assets that have indefinite useful lives, the recoverable amount is estimated annually whether or not there is any indication of impairment.

The recoverable amount of an asset is the greater of its fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit).

An impairment loss is recognized in profit or loss whenever the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognized in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit (or group of units) and then, to reduce the carrying amount of the other assets in the unit (or group of units) on a pro rata basis, except that the carrying amount of an asset will not be reduced below its individual fair value less costs of disposal (if measurable) or value in use (if determinable).

An impairment loss is reversed if there has been a favorable change in the estimates used to determine the recoverable amount.

A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognized in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognized.

Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents for the purpose of the consolidated statement of cash flows.

Provisions and contingent liabilities

Provisions are recognized for liabilities of uncertain timing or amount when the Group or the Company has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

Earnings (Loss) per share

Basic earnings (loss) per share are calculated by dividing profit (loss) attributable to owners of the Company by the weighted average number of ordinary shares outstanding during the years.

Diluted earnings (loss) per share are calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares.



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Anti-dilutive potential ordinary shares are not considered in the calculation of the diluted earnings per share. Potential ordinary shares are anti-dilutive when the conversion of ordinary shares increases the earnings per share or decreases the net losses per share.

Translation into United States dollar

The consolidated financial statements of the Group are stated in RMB. The translation of RMB amounts as of and for the year ended December 31, 2020 into US\$ is included solely for the convenience of readers and was made at the rate of RMB6.525 to US\$1.00, which was based on the noon buying rate on December 31, 2020 in The City of New York cable transfers of RMB as certified for customers purposes by the Federal Reserve Bank of New York. Such translations should not be construed as representation that RMB amounts could be converted, realized or settled into US\$ at the rate stated above or at any other rate.

Segment reporting

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial information provided regularly to the Group's chief operating decision maker for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

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3. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS

The IASB has issued a number of new IFRSs and amendments to IFRSs that are first effective for the current accounting period of the Group. Of these, the following developments are relevant to the Group's financial statements:

- (i) Amendments to IFRS3, *Definition of a Business*
- (ii) Amendments to the Conceptual Framework for Financial Reporting, *Amendments to references to the Conceptual Framework in IFRS Standards*
- (iii) Amendments to IAS1 and IAS8, *Definition of Material*
- (iv) Amendments to IFRS7, IAS39 and IFRS9, *Interest Rate Benchmark Reform (Phase 1)*

The application of the above new and amendments to IFRSs in the current year has had no material effect on the Group's financial performance and positions for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

Up to the date of issue of these financial statements, the IASB has issued a number of amendments, new standards and interpretations which are not yet effective for the year ended December 31, 2020 and which have not been adopted in these financial statements. These include the following which may be relevant to the Group:

IFRS 17	Insurance Contracts <sup>3</sup>
Amendments to IFRS 10 and IAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>4</sup>
Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16	Interest Rate Benchmark Reform – Phase 2 <sup>1</sup>
Amendments to IFRS 3	Reference to the Conceptual Framework <sup>2</sup>
Amendments to IAS 16	Property, Plant and Equipment—Proceeds before Intended Use <sup>2</sup>
Amendments to IAS 37	Onerous Contracts—Cost of Fulfilling a Contract <sup>2</sup>
Amendments to IAS 1	Classification of Liabilities as Current or Non-current <sup>3</sup>
Amendments to IFRS 4	Extension of the Temporary Exemption from Applying IFRS 9 <sup>3</sup>
Annual Improvements to IFRS Standards 2018-2020 Cycle	Amendments to IFRS 1 First-time Adoption of International Financial Reporting Standards, IFRS 9 Financial Instruments, IFRS 16 Leases, and IAS 41 Agriculture <sup>2</sup>

1. Effective for annual periods beginning on or after January 1, 2021

2. Effective for annual periods beginning on or after January 1, 2022

3. Effective for annual periods beginning on or after January 1, 2023

4. The effective date of the amendments has yet to be set by the IASB; however, earlier application of the amendments is permitted

The directors of the Company anticipate that the application of all the new and amendments to IFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

4. ACCOUNTING JUDGMENTS AND ESTIMATES

In the application of the Group's accounting policies, which are described in Note 2, the directors of the Company are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Following are the key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Estimated useful lives and impairment assessment of property, plant and equipment

Buildings and plant and machinery included in property, plant and equipment are depreciated over their estimated useful lives. The assessment of estimated useful lives is a matter of judgment based on the experience of the Group, taking into account factors such as conditions of the buildings and plant and machinery and changes in market demand. Useful lives are periodically reviewed for their appropriateness.

The Group assesses whether there are any indicators of impairment for property, plant and equipment at the end of each reporting period. Property, plant and equipment are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The calculation of the fair value less costs of disposal is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows.

As of December 31, 2020 and 2019, the carrying amounts of property, plant and equipment were RMB960,453,000 (US\$147,196,000) and RMB1,076,731,000, respectively (net of accumulated impairment losses of RMB64,259,000 and RMB10,259,000 as of December 31, 2020 and 2019). RMB54,000,000 (US\$8,276,000) and nil impairment loss was recognized through year 2020 and 2019.

Estimated impairment of other non-financial assets

The management determines the impairment loss if circumstances indicate that the carrying value of an asset may not be recoverable. The carrying amounts of assets are reviewed periodically in order to assess whether the recoverable amounts have declined below the carrying amounts. These assets are tested for impairment whenever events or changes in circumstances indicate that their recorded carrying amounts may not be recoverable. When such a decline has occurred, the carrying amount is reduced to recoverable amount.

The recoverable amount is the greater of the fair value less costs of disposal and the value in use. In determining the value in use, expected cash flows generated by the asset are discounted to their present value, which requires significant judgement relating to level of sales volume, sales revenue and amount of operating costs. The Group uses all readily available information in determining an amount that is a reasonable approximation of recoverable amount, including estimates based on reasonable and supportable assumptions and projections of sales volume, sales revenue and amount of operating costs.

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As of December 31, 2020 and 2019, the carrying amounts of right-of-use assets were RMB348,174,000 (US\$53,360,000) and RMB357,599,000, respectively. No impairment loss was recognized for the years presented.

As of December 31, 2020 and 2019, the carrying amount of intangible assets was RMB17,000,000 (US\$2,605,000) and RMB17,000,000, respectively. No impairment loss was recognized for the years presented.

Provision for expected credit losses on trade receivables

The Group uses a provision matrix to calculate ECLs for trade receivables. The provision rates are based on days past due for each customer.

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions (i.e., gross domestic products) are expected to deteriorate over the next year which can lead to an increased number of defaults in the stone processing sector or the property refurbishment sector, the historical default rates are adjusted. At each reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analyzed.

The assessment of the correlation among historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future. The information about the ECLs on the Group's trade receivables, is disclosed in note 31 to the financial statements.

As of December 31, 2020 and 2019, the carrying amounts of trade receivables were RMB395,165,000 (US\$60,562,000) and RMB369,742,000, respectively. No impairment loss of trade receivables was recognized for the years presented.

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Allowance for inventories

Management reviews the aging of the inventories at the end of the reporting periods, and makes allowance for obsolete and slow-moving inventory items identified that are no longer suitable for use in production or saleable in the market. Management estimates the net realizable value for such items based primarily on the latest invoice prices and current market conditions.

As of December 31, 2020 and 2019, the carrying amounts of inventories were RMB90,351,000 (US\$13,847,000) and RMB129,641,000, respectively. No impairment loss of inventories was recognized for the years presented.

Provision for deferred tax

Determining income tax provisions involves judgement on the future tax treatment of certain transactions. The management evaluates tax implications of transactions and tax provisions are set up accordingly. The tax treatment of such transactions is reconsidered periodically to take into account all changes in tax legislation. Deferred tax assets are recognized for tax losses not yet used and temporary deductible differences. As those deferred tax assets can only be recognized to the extent that it is probable that future taxable profit will be available against which the unused tax credits can be utilized, management's judgement is required to assess the probability of future taxable profits. Management's assessment is constantly reviewed and additional deferred tax assets are recognized if it becomes probable that future taxable profits will allow the deferred tax asset to be recovered.

5. REVENUE AND SEGMENT INFORMATION

In accordance with the Group's internal financial reporting, the Group has identified operating segments based on similar economic characteristics, products and services and delivery methods. The Group determines its operating segments based on the report reviewed by the directors of the Company, who are also the chief operating decision makers, to make strategic decisions.

Information reported to the Group's chief operating decision makers for the purposes of resource allocation and performance assessment focuses specifically on the sales channels through which the Group's steel wheels are sold. Accordingly, the Group categorizes its business into three operating segments, namely (i) PRC OEM sales; (ii) PRC aftermarket sales; and (iii) International sales.

- PRC OEM sales - production and sales of steel and aluminum wheels to vehicle manufacturers in the PRC.
- PRC aftermarket sales - production and sales of steel and aluminum wheels to distributors in the PRC.
- International sales - production and sales of steel wheels to distributors and vehicle manufacturers outside the PRC.

The Group's chief operating decision makers make decisions according to the operating results of each segment. Information of segment assets and liabilities is not regularly provided to nor part of the regular reports reviewed by the Group's chief operating decision makers for the purpose of resources allocation and performance assessment. Accordingly, only segment results are presented.

Segment result represents the profit earned by each segment without adjustments of sales gross up from netting off selling expense, provision of sales rebates and discount, fair value adjustments arising from acquisition of subsidiaries and amortization of capitalized general borrowing costs of qualifying assets, unrealized profit, and without allocation of other income, gain and loss, net exchange gain (loss), selling and distribution costs, research and development expenses, administrative expenses, finance costs, income tax expenses. This is the measure reported to the chief operating decision makers for the purposes of resource allocation and assessment of segment performance.

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**5. REVENUE AND SEGMENT INFORMATION – continued**

An analysis of the Group's revenue and segment results by operating and reportable segments for the years are as follows:

	PRC OEM sales				PRC aftermarket sales				International sales				Consolidated			
	2018	2019	2020	2018	2019	2020	2018	2019	2020	2018	2019	2020	2018	2019	2020	
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	US\$'000	
Revenue from external customers	1,758,057	1,302,273	1,168,710	1,008,824	910,212	439,603	384,699	284,229	161,610	3,151,580	2,496,714	1,769,923	271,252			
Reconciliation adjustments																
Gross up adjustment to reverse net off of selling expense	—	—	—	—	—	—	4,339	—	3,168	2,119	4,339	3,168	2,119	325		
Provision of sales rebates and discount	—	—	—	(6,305)	(6,664)	(2,564)	—	—	—	(6,305)	(6,664)	(2,564)	(393)			
Total consolidated net revenue, as reported	1,758,057	1,302,273	1,168,710	1,002,519	903,548	437,039	389,038	287,397	163,729	3,149,614	2,493,218	1,769,478	271,184			
Segment result (gross (loss) profit before reconciliation)	232,992	124,321	(49,024)	127,540	83,640	(14,938)	17,828	30,124	1,162	378,360	238,085	(62,800)	(9,625)			
Reconciliation adjustments																
Gross up adjustment to reverse net off of selling expense	—	—	—	—	—	—	4,339	—	3,168	2,119	4,339	3,168	2,119	325		
Provision of sales rebates and discount	—	—	—	(6,305)	(6,664)	(2,564)	—	—	—	(6,305)	(6,664)	(2,564)	(393)			
Unrealized (profit) loss	(113)	(6)	1,923	(6,305)	(6,664)	(2,564)	—	—	—	(6,305)	(6,664)	(2,564)	(393)			
Fair value adjustments arose from acquisition of subsidiaries				—	—	—	—	—	—	(113)	(6)	1,923	295			
—Additional depreciation of property, plant and equipment	(793)	(763)	(912)	(328)	(378)	(256)	(137)	(116)	(90)	(1,258)	(1,257)	(1,258)	(193)			
—Additional amortization of prepaid lease payments	(1,012)	(974)	(1,164)	(419)	(483)	(326)	(174)	(148)	(115)	(1,605)	(1,605)	(1,605)	(246)			
—Amortization of capitalized general borrowing cost of qualifying assets	(2,252)	(2,380)	(2,843)	(932)	(1,179)	(796)	(388)	(362)	(281)	(3,572)	(3,921)	(3,920)	(601)			
Total consolidated gross (loss) profit, as reported	228,822	120,198	(52,020)	119,556	74,936	(18,880)	21,468	32,666	2,795	369,846	227,800	(68,105)	(10,438)			
Other income, gains and losses							16,089	17,320	10,825				1,659			
Net exchange gain (loss)							1,250	494	(2,419)				(370)			
Impairment charge on property, plant and equipment							—	—	—	(174,774)	(155,308)	(140,748)	(8,276)			
Selling and distribution costs							—	—	—	(51,760)	(56,841)	(66,109)	(10,132)			
Research and development expenses							—	—	—	(144,454)	(121,647)	(137,329)	(21,046)			
Administrative expenses							—	—	—	(23,210)	(24,435)	(24,362)	(3,734)			
Finance costs							—	—	—	(7,013)	(112,617)	(482,247)	(73,907)			
Loss before taxation							(969)	7,747	83,201				12,751			
Income tax (expense) credit										(7,982)	(104,870)	(399,046)	(61,156)			
Loss for the year																

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The Group's products can be categorized into tubed steel wheels, tubeless steel wheels, off-road steel wheels, aluminum wheels and wheel components. The categorization is mainly based on the type of vehicles to which the respective product is assembled as well as the product's component composition. Revenue from these products is as follows:

	2018	2019	2020	2020
	RMB'000	RMB'000	RMB'000	US\$'000
Tubed steel wheels	1,452,696	1,124,025	603,202	92,445
Tubeless steel wheels	1,294,187	1,017,510	878,012	134,561
Off-road steel wheels	48,917	55,248	45,620	6,992
Aluminum wheels	281,150	243,174	213,386	32,703
Wheel components	72,664	53,261	29,258	4,483
Total consolidated revenue	<u>3,149,614</u>	<u>2,493,218</u>	<u>1,769,478</u>	<u>271,184</u>

**Geographical information**

The Group's operations are located in the PRC. The following table provides an analysis of the Group's sales by geographical markets based on locations of customers:

	2018	2019	2020	2020
	RMB'000	RMB'000	RMB'000	US\$'000
The PRC (country of domicile)	2,760,577	2,205,821	1,605,749	246,092
Thailand	39,808	29,879	14,901	2,284
Japan	24,719	17,572	14,176	2,173
Vietnam	37,294	28,200	13,287	2,036
Indonesia	33,225	25,056	12,889	1,975
Malaysia	32,145	24,635	12,797	1,961
Dubai	24,646	17,871	12,433	1,905
South Korea	17,731	12,622	5,032	771
Others*	179,469	131,562	78,214	11,987
	<u>3,149,614</u>	<u>2,493,218</u>	<u>1,769,478</u>	<u>271,184</u>

\* No further analysis by countries in this category is presented because the revenue from each individual country is insignificant to the total revenue.

All the Group's non-current assets are located in the PRC.

**Information about major customers**

No single customer contributed 10% or more of total sales to the Group during each of the years ended December 31, 2018, 2019 and 2020.

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6. OTHER INCOME, GAIN AND LOSS

	<u>2018</u>	<u>2019</u>	<u>2020</u>	<u>2020</u>
	RMB'000	RMB'000	RMB'000	US\$'000
Interest income	11,931	11,894	10,453	1,602
Net gain (loss) from sales of scrap materials	3,243	4,507	(441)	(68)
Release of deferred income (note a)	797	797	796	122
Others	118	122	17	3
	<u>16,089</u>	<u>17,320</u>	<u>10,825</u>	<u>1,659</u>

Notes:

- (a) A grant of RMB15,000,000 was received from the PRC government in 2009 to subsidize the Group's construction of a new manufacturing plant and related capital expenditures. It has been presented as deferred income (Note 23) and released to income over the useful lives of the related assets.

7. FINANCE COSTS

	<u>2018</u>	<u>2019</u>	<u>2020</u>	<u>2020</u>
	RMB'000	RMB'000	RMB'000	US\$'000
Interest on bank borrowings wholly repayable within five years	24,379	24,435	24,362	3,734
Less: amount capitalized in construction in progress	(1,169)	—	—	—
	<u>23,210</u>	<u>24,435</u>	<u>24,362</u>	<u>3,734</u>

Borrowing costs capitalized arose on the general borrowing pool and are calculated by applying the following capitalization rates:

	<u>2018</u>	<u>2019</u>	<u>2020</u>
Capitalization rate	4.4%	—%	—%



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8. INCOME TAX (CREDIT) EXPENSE

	<u>2018</u>	<u>2019</u>	<u>2020</u>	<u>2020</u>
	RMB'000	RMB'000	RMB'000	US\$'000
Current tax:				
PRC Enterprise Income Tax (“EIT”)				
- current year	16,172	7,711	(4,957)	(760)
	<u>16,172</u>	<u>7,711</u>	<u>(4,957)</u>	<u>(760)</u>
Deferred tax (Note 17):				
- current year	(15,203)	(15,458)	(75,869)	(11,627)
- attributable to change in tax rate	—	—	(2,375)	(364)
	<u>(15,203)</u>	<u>(15,458)</u>	<u>(78,244)</u>	<u>(11,991)</u>
	<u>969</u>	<u>(7,747)</u>	<u>(83,201)</u>	<u>(12,751)</u>

The Company is tax exempted in the British Virgin Islands where it was incorporated. No provision for Hong Kong Profits Tax has been made in the consolidated financial statements as the Group has no assessable profit arising from Hong Kong for the years presented. All the subsidiaries established in the PRC are subject to PRC EIT at the rate of 25%, other than as follows:

- (a) Zhengxing Wheel was regarded as a “High-new technology enterprise” pursuant to a certificate jointly issued by the relevant Fujian Government authorities. The certificate was valid for three years commencing from year 2008. It was entitled to enjoy a preferential tax rate of 15%, provided that the qualifying conditions as a High-new technology enterprise were met. It subsequently received approval notices to renew its “High-new technology enterprise” status for three years each in 2011, 2014, 2017 and 2020, and was entitled to enjoy a preferential tax rate of 15% for the years through year 2022, provided that the qualifying conditions as a High-new technology enterprise were met.
- (b) Zhengxing Chengdu was established in the western region of the PRC and derived more than 70% of its total income from the business of state-encouraged industry as defined under the “Catalogue of Industries Products and Technologies Encouraged by the State of Development” (the “Catalogue”). According to Caishui [2001] No. 202 issued by the Ministry of Finance and the State Administration of Taxation and the General Administration of Customs, it was entitled to enjoy a preferential tax rate of 15% from its date of establishment to December 31, 2010. Such preferential tax treatment is further extended for a period of ten years from 2011 to 2020 on the condition that the enterprise must be engaged in state encouraged industries as defined under the Catalogue pursuant to Caishui [2011] No. 58 issued during 2011. Such preferential tax treatment is further extended for a period of ten years from 2021 to 2030 on the condition that the enterprise must be engaged in state encouraged industries as defined under the Catalogue pursuant to Caishui [2020] No. 23 issued during 2020. Zhengxing Chengdu should continue to enjoy the preferential tax rate of 15% in 2018, 2019 and 2020 provided that it was engaged in the state encouraged industry under the Catalogue.
- (c) In 2017, Hua’an Zhengxing Wheel was regarded as a “High-new technology enterprise” pursuant to a certificate jointly issued by the relevant Fujian Government authorities. The certificate was valid for three years commencing from year 2017. It was entitled to enjoy a preferential tax rate of 15%, provided that the qualifying conditions as a High-new technology enterprise were met. It subsequently received approval notices to renew its “High-new technology enterprise” status for three years each in 2017 and 2020, and was entitled to enjoy a preferential tax rate of 15% for the years through year 2022, provided that the qualifying conditions as a High-new technology enterprise were met.

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The tax charge (credit) for the years stated below can be reconciled to the loss before taxation per the consolidated statements of comprehensive income as follows:

	2018	2019	2020	2020
	RMB'000	RMB'000	RMB'000	US\$'000
Loss before taxation	(7,013)	(112,617)	(482,247)	(73,907)
Tax at the domestic income tax rate of 25%	(1,753)	(28,154)	(120,562)	(18,477)
Tax effect of expenses not deductible for tax purpose	3,169	3,318	1,846	283
Recognition of tax losses previously not recognized	(1,540)	—	—	—
Effect of tax exemption and reliefs granted to PRC subsidiaries	1,093	8,458	33,951	5,203
Change in unrecognized on deferred tax assets	—	8,631	3,938	604
Decrease in opening deferred tax liability resulting from a decrease in applicable tax rate	—	—	(2,374)	(364)
Tax charge (credit) for the year	<u>969</u>	<u>(7,747)</u>	<u>(83,201)</u>	<u>(12,751)</u>

9. LOSS FOR THE YEAR

	2018	2019	2020	2020
	RMB'000	RMB'000	RMB'000	US\$'000
Loss for the year has been arrived at after charging:				
Directors and key management's remuneration:				
- Salary	4,654	5,023	5,142	788
- Retirement benefit scheme Contributions	50	57	50	8
- Share-based payments	—	—	—	—
Total directors and key management's Remuneration	4,704	5,080	5,192	796
Other staff costs	239,726	225,921	249,177	38,188
Retirement benefit scheme contributions, excluding those of directors and key management	29,973	31,805	25,738	3,944
Total staff costs	<u>274,403</u>	<u>262,806</u>	<u>280,107</u>	<u>42,928</u>
Cost of inventories recognized as an expense included in:				
- Cost of sales	2,779,768	2,265,418	1,837,583	281,622
- Sales of scrap materials	448,773	392,195	311,601	47,755
- Research and development expense	33,601	38,786	43,636	6,688
Total cost of inventories recognized as an expense	<u>3,262,142</u>	<u>2,696,399</u>	<u>2,192,820</u>	<u>336,065</u>
Amortization of prepaid lease payments	9,425	—	—	—
Depreciation of property, plant and equipment	146,075	136,572	130,798	20,046
Depreciation of right-of-use assets	—	9,425	9,425	1,444
Impairment charge on property, plant and equipment	—	—	54,000	8,276
Loss on disposal of property, plant and equipment	<u>18,512</u>	<u>574</u>	<u>1,794</u>	<u>275</u>

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10. LOSS PER SHARE

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

	<u>2018</u> RMB'000	<u>2019</u> RMB'000	<u>2020</u> RMB'000	<u>2020</u> US\$'000
<b>Loss</b>				
Loss for the year attributable to owners of the Company	<u>(7,982)</u>	<u>(104,870)</u>	<u>(399,046)</u>	<u>(61,156)</u>
<b>Number of shares</b>				
Weighted average number of ordinary shares for the purpose of loss per share - Basic and diluted	<u>206,500,000</u>	<u>206,500,000</u>	<u>206,500,000</u>	<u>206,500,000</u>
<b>Loss per share</b>				
Basic	<u>RMB (0.04)</u>	<u>RMB (0.51)</u>	<u>RMB (1.93)</u>	<u>US\$ (0.30)</u>
Diluted	<u>RMB (0.04)</u>	<u>RMB (0.51)</u>	<u>RMB (1.93)</u>	<u>US\$ (0.30)</u>

The computation of diluted earnings (loss) per share in 2018, 2019 and 2020 does not assume the exercise of the Company's share options under the share incentive plan as the exercise price of those options is higher than the average market price for shares (see Note 26).

11. DIVIDENDS

The directors of the Company do not recommend the payment of a dividend for the years ended December 31, 2018, 2019 and 2020.

12. INVENTORIES

	As of December 31,		
	<u>2019</u> RMB'000	<u>2020</u> RMB'000	<u>2020</u> US\$'000
Raw materials	65,030	43,197	6,620
Work in progress	39,127	27,426	4,203
Finished goods	25,484	19,728	3,024
	<u>129,641</u>	<u>90,351</u>	<u>13,847</u>

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13. TRADE AND OTHER RECEIVABLES AND PREPAYMENTS

	As of December 31,		
	2019	2020	2020
	RMB'000	RMB'000	US\$'000
Trade receivables	369,742	395,165	60,562
Prepayments to raw material suppliers	131,709	147,979	22,679
Receivables from sales of scrap materials	71,188	51,821	7,942
Value-added tax and other taxes receivable	16,944	6,708	1,028
Income tax recoverable	4,504	9,463	1,450
Prepaid consulting fee	—	16,000	2,452
Other receivables	2,272	2,192	336
Total trade and other receivables and prepayments	596,359	629,328	96,449
Less: Non-current portion of prepaid consulting fee	—	(12,000)	(1,839)
Current portion	<u>596,359</u>	<u>617,328</u>	<u>94,610</u>

All of the trade and other receivables, except the long term prepayments (net of nil provision for doubtful debts as of December 31, 2019 and 2020) are expected to be recovered or recognized as expenses within one year. The Group allows its trade customers an average credit period of 30 to 90 days (2019: 30 to 90 days). The following is an aged analysis of trade receivables presented based on the invoice date at the end of each reporting period, which approximated the respective revenue recognition dates.

	As of December 31,		
	2019	2020	2020
	RMB'000	RMB'000	US\$'000
0 - 30 days	190,629	237,361	36,378
31 - 60 days	138,699	112,224	17,199
61 - 90 days	40,414	45,580	6,985
	<u>369,742</u>	<u>395,165</u>	<u>60,562</u>

Before accepting any new customers, the Group assesses the potential customer's credit quality and defines its credit limits based on the customer's scale of operations and reputation in the industry.

For trade receivables, the Group has applied the simplified approach in IFRS 9 to determine the loss allowance at lifetime ECL. The Group determines the expected credit losses on those items by using a provision matrix grouped by ageing. The above balances relate to receivables for which there was no recent history of default or expectation of future losses. Management considers the probability of default to be minimal and no impairment was provided during the year.

Trade receivables denominated in currency other than the functional currency of the relevant group entities are set out below:

	2019	2020	2020
	RMB'000	RMB'000	US\$'000
US\$	<u>22,949</u>	<u>10,896</u>	<u>1,670</u>

For other receivables, the Group makes periodic individual assessment on the recoverability of other receivables based on historical settlement records, past experience, and also quantitative and qualitative information that is reasonable and supportive forward-looking information. Management believes that there is no significant increase in credit risk of these amounts since initial recognition and the Group provided impairment based on 12-month ECL. Management considers the probability of default to be minimal and no impairment was provided during the periods presented.

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14. LEASE

Amounts recognized in the statement of financial position:

	As of December 31,		
	2019	2020	2020
	RMB'000	RMB'000	US\$'000
<b>Right-of-use assets – Prepaid land lease payments</b>	<b>357,599</b>	<b>348,174</b>	<b>53,360</b>

Amounts recognized in the statement of profit or loss:

	2019	2020	2020
	RMB'000	RMB'000	US\$'000
<b>Depreciation charge of right-of-use assets – Prepaid land lease payments</b>	<b>9,425</b>	<b>9,425</b>	<b>1,444</b>

Lump sum payments were made upfront to acquire the leased land from the owners with lease periods of 50 to 70 years, and no ongoing payments will be made under the terms of these land leases.

No impairment loss was made to the carrying amounts of the prepaid lease payments for the year ended December 31, 2020 and 2019.

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15. PLEDGED BANK DEPOSITS/FIXED BANK DEPOSITS WITH MATURITY PERIOD OVER THREE MONTHS/BANK BALANCES AND CASH, AND OTHER CASH FLOW INFORMATION

(a) Cash and cash equivalents and fixed deposits held at banks comprise:

	As of December 31,		
	2019	2020	2020
	RMB'000	RMB'000	US\$'000
Deposits with banks within three months to maturity when placed	360,000	360,000	55,173
Cash at banks and in hand	546,840	256,290	39,278
Cash and cash equivalents in the consolidated statement of financial position and consolidated statement of cash flows	906,840	616,290	94,451
Fixed bank deposits with maturity periods over three months	290,000	290,000	44,444
Pledged bank deposits	14,900	26,000	3,985
	<u>1,211,740</u>	<u>932,290</u>	<u>142,880</u>

As at 31 December 2020, the balances that were placed with banks in the PRC amounted to RMB931,276,000 (US\$142,724,000) (2019: RMB1,210,201,000). Remittance of funds out of the PRC is subject to the exchange restrictions imposed by the PRC government.

*Pledged bank deposits*

These are bank deposits placed at specified bank accounts to secure the Group's bills payable and will be released upon maturity of the relevant bills.

*Fixed bank deposits with maturity period over three months*

These represent fixed bank deposits with an original maturity period over three months.

*Bank balances and cash*

These represent cash and short-term bank deposits with an original maturity of three months or less. Bank balances and cash at December 31, 2020 included fixed bank deposits with an original maturity period of three months or less totaled RMB360,000,000 (US\$55,173,000) (2019: RMB360,000,000), which carried fixed interest rate of 1.35% at December 31, 2020 (2019:1.35%). Cash at banks earns interest at floating rates based on daily bank deposit rates.

The pledged bank deposits, fixed bank deposits with maturity period over three months and bank balances carried fixed interest at the end of the reporting period as follows:

	2019	2020
Range of interest rates (per annum)	<u>0.35%-1.55%</u>	<u>0.35%-1.55%</u>

The pledged bank deposits, fixed bank deposits with maturity period over three months and bank balances that are denominated in currencies other than the functional currencies of the relevant group entities are set out below:

	2019	2020	2020
	RMB'000	RMB'000	US\$'000
US\$	2,588	1,114	171
Hong Kong Dollar ("HK\$")	22	1,005	154

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(b) Reconciliation of liabilities arising from financing activities:

The table below details changes in the Group's liabilities from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are liabilities for which cash flows were, or future cash flows will be, classified in the Group's consolidated statements of cash flows as cash flows from financing activities.

	Bank borrowings RMB'000	Amount due to a shareholder RMB'000	Total RMB'000	Total US\$'000
<b>Balance at January 1, 2019</b>	473,000	9,911	482,911	
<b>Changes from financing cash flows</b>				
New bank borrowings raised	558,000	—	558,000	
Repayment of bank borrowings	(473,000)	—	(473,000)	
Advance from a shareholder	—	6,711	6,711	
Repayment to a shareholder	—	(6,065)	(6,065)	
Total changes from financing cash flows	<u>85,000</u>	<u>646</u>	<u>85,646</u>	
Balance at December 31, 2019 and January 1, 2020	<b>558,000</b>	<b>10,557</b>	<b>568,557</b>	<b>87,135</b>
<b>Changes from financing cash flows</b>				
New bank borrowings raised	558,000	—	558,000	85,517
Repayment of bank borrowings	(558,000)	—	(558,000)	(85,517)
Repayment to a shareholder	—	(10,557)	(10,557)	(1,618)
Total changes from financing cash flows	<u>—</u>	<u>(10,557)</u>	<u>(10,557)</u>	<u>(1,618)</u>
Balance at December 31, 2020	<u>558,000</u>	<u>—</u>	<u>558,000</u>	<u>85,517</u>

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16. PROPERTY, PLANT AND EQUIPMENT

	Buildings RMB'000	Plant and machinery RMB'000	Furniture, fixtures and equipment RMB'000	Motor vehicles RMB'000	Total RMB'000
<b>COST</b>					
As of January 1, 2019	953,260	1,252,047	6,738	12,312	2,224,357
Additions	—	114,467	461	—	114,928
Disposals	—	(11,423)	(118)	(1,024)	(12,565)
As of December 31, 2019	953,260	1,355,091	7,081	11,288	2,326,720
Additions	782	69,279	699	—	70,760
Disposals	—	(44,573)	(86)	(136)	(44,795)
As of December 31, 2020	954,042	1,379,797	7,694	11,152	2,352,685
<b>ACCUMULATED DEPRECIATION AND IMPAIRMENT</b>					
As of January 1, 2019	389,234	718,898	6,163	11,059	1,125,354
Provided for the year	48,377	88,023	56	116	136,572
Eliminated on disposal	—	(10,852)	(112)	(973)	(11,937)
As of December 31, 2019	437,611	796,069	6,107	10,202	1,249,989
Provided for the year	48,380	82,192	147	79	130,798
Impairment	—	54,000	—	—	54,000
Eliminated on disposal	—	(42,344)	(82)	(129)	(42,555)
As of December 31, 2020	485,991	889,917	6,172	10,152	1,392,232
<b>CARRYING VALUE</b>					
As of December 31, 2019	515,649	559,022	974	1,086	1,076,731
As of December 31, 2020	468,051	489,880	1,522	1,000	960,453
	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
As of December 31, 2020	71,732	75,078	233	153	147,196



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Construction in progress represented plant and equipment pending for installation in the PRC.

Depreciation is provided to the above items of property, plant and equipment other than construction in progress so as to write off the cost of assets, over their estimated useful lives and after taking into account their estimated residual value of 5%, using the straight-line method, on the following bases:

Buildings	20 years or the remaining period of the leases, if shorter
Plant and machinery	3 to 13 years
Furniture, fixtures and equipment	5 years
Motor vehicles	5 years

Impairment assessment has been performed by the directors of the Company to determine the recoverable amount of these property, plant and equipment. The directors of the Company engaged an independent professional valuer to perform valuation of these property, plant and equipment in order to provide them with the impairment assessment. Having regard to the future plan of the Group and the valuation performed by the independent professional valuer, RMB54,000,000 (US\$8,276,000) impairment loss was made to the carrying amounts of the property, plant and equipment for the year ended December 31, 2020 (2018 and 2019: Nil).

Impairment loss:

During the year, the Company's subsidiaries including Zhengxing Wheel Group Co., Ltd., Zhengxing Group Langfang Wheel Co., Ltd., Zhengxing Group Chengdu Wheel Co., Ltd., Zhengxing Group Hefei Wheel Co., Ltd. and Zhengxing Group Benxi Wheel Co., Ltd. have experienced significant drop in revenue and gross loss. The management of the Group therefore performed an impairment review of the recoverable amount related to this operation. For the purposes of impairment testing of property, plant and equipment of these subsidiaries were allocated to their respective cash generating unit ("CGU") of production of steel wheels.

The recoverable amount of the relevant cash-generating units of approximately RMB954,609,000 (US\$146,300,000) was determined on the basis of value in use calculations for steel wheel segment. Value in use calculations was based on the discount rate of 12.19% and cash flow projections prepared from financial forecasts approved by the management for the next five years. The cash-generating unit cash flows beyond the 5-year period were extrapolated using a growth rate of 3%. Other key assumptions for the value in use calculation related to the estimation of cash inflows/outflows which included budgeted sales and expected gross margins during the budget period which had been determined based on past performance and management's expectations for the market development. In performing the impairment testing, the directors of the Company had also made reference to valuation performed by independent professional valuers.

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17. DEFERRED TAXATION

The following are the major deferred tax (assets) liabilities recognized and movement thereon during the current and prior reporting periods.

	Unrealized profit in inventories	Undistributed profits of PRC subsidiaries	Deferred income	Fair value adjustment on trade names	Fair value adjustments on acquisition of Zhengxing Wheel other than trade names	Tax loss	Others*	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
At January 1, 2019	(386)	53,355	(1,156)	4,250	18,160	(37,193)	8,937	45,967
Charge (credit) to profit or loss	10	—	119	—	(558)	(14,498)	(531)	(15,458)
At December 31, 2019	(376)	53,355	(1,037)	4,250	17,602	(51,691)	8,406	30,509
Charge (credit) to profit or loss	367	—	121	—	(1,519)	(66,091)	(11,122)	(78,244)
At December 31, 2020	(9)	53,355	(916)	4,250	16,083	(117,782)	(2,716)	(47,735)
	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
At December 31, 2020	(1)	8,177	(141)	651	2,465	(18,051)	(416)	(7,316)

\* Others include impairment loss on property, plant and equipment, and interest expense capitalized in construction in progress.

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For the purpose of presentation in the consolidated statements of financial position, certain deferred tax assets and liabilities have been offset. The following is the analysis of the deferred tax balances in the consolidated statements of financial position for financial reporting purposes:

	As of December 31,		
	2019	2020	2020
	RMB'000	RMB'000	US\$'000
Deferred tax assets	(54,641)	(117,846)	(18,061)
Deferred tax liabilities	85,150	70,111	10,745
	<u>30,509</u>	<u>(47,735)</u>	<u>(7,316)</u>

At the end of each reporting period, the Group had the followings unused tax losses:

	As of December 31,		
	2019	2020	2020
	RMB'000	RMB'000	US\$'000
Unused tax losses	<u>293,517</u>	<u>701,644</u>	<u>107,532</u>

As of December 31, 2020 and 2019, a deferred tax asset has been recognized in respect of RMB701,644,000 (US\$107,532,000) and RMB293,517,000 of such losses, respectively. No deferred tax asset in relation to unused tax losses has been recognized in respect of the remaining RMB74,575,000 and RMB57,540,000 to the years ended December 31, 2020 and 2019, respectively, due to the unpredictability of future profit streams. The unused tax losses could be carried forward to offset future taxable profit for five to ten years from the year of origination and will expire at various dates up to and including 2030.

Under the PRC EIT law, withholding income tax is imposed on dividend paid by PRC entities out of its profits earned since January 1, 2008 to its overseas investors (including Hong Kong investors). Deferred taxation on the undistributed profits of the PRC subsidiaries has been provided in the consolidated financial statements to the extent that in the opinion of the directors of the Company such profits will be distributed in the foreseeable future.

The aggregate amount of temporary differences associated with undistributed earnings of subsidiaries for which deferred tax liabilities have not been recognized as of December 31, 2020 and 2019 were RMB745,304,000 (US\$114,223,000) and RMB1,101,071,000, respectively, as the Group is able to control the timing of the reversal of such temporary differences and it is probable that such temporary differences will not reverse in the foreseeable future.

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18. DEPOSITS PAID FOR ACQUISITION OF PROPERTY, PLANT AND EQUIPMENT

On May 23, 2019, the Group entered into three construction contracts with three independent third parties to expand the production lines in Hua'an Zhengxing Wheel Co. Limited at a total cash consideration of RMB152,784,000 (US\$23,415,000). As at December 31, 2020 and 2019, the Group has paid deposits of RMB61,618,000 (US\$9,444,000) and RMB61,618,000, respectively.

On December 7, 2020, the Group entered into one purchase contract with an independent third party to expand the production lines in Hua'an Zhengxing Wheel Co. Limited at a total cash consideration of RMB1,550,000 (US\$237,000). As at December 31, 2020, the Group has paid deposits of RMB465,000 (US\$71,000).

19. INTANGIBLE ASSETS

	RMB'000	US\$'000
<b>COST</b>		
As of January 1, 2019, December 31, 2019 and 2020	<u>17,000</u>	<u>2,605</u>

Intangible assets represent trade names acquired as part of a business combination relating to the acquisition of Zhengxing Wheel on December 29, 2008.

The trade names represent various logos, including those bearing the Chinese name of Zhengxing Wheel, registered both in the PRC and overseas.

The trade names have a legal life of 10 years but are renewable at a minimal cost. The directors of the Company are of the opinion that the Group would renew the trade names continuously and has the ability to do so. Various studies including product life cycle studies, market, competitive and environmental trends, and brand extension opportunities have been performed by management of the Group, which support that the trade names have no foreseeable limit to the period over which the trade name products are expected to generate net cash flows for the Group.

As a result, the trade names are considered by the management of the Group as having an indefinite useful life because they are expected to contribute to net cash inflows indefinitely. The trade names will not be amortized until their useful lives are determined to be finite. Instead they will be tested for impairment annually and whenever there is an indication that they may be impaired.

The recoverable amounts of the intangible assets have been determined by using value-in-use calculation. Having regard to the future plan of the Group, no impairment loss was made to the carrying amounts of the intangible assets for the years ended December 31, 2019 and 2020.

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20. TRADE AND OTHER PAYABLES AND ACCRUALS

	As of December 31,		
	2019	2020	2020
	RMB'000	RMB'000	US\$'000
Trade payables	69,973	57,326	8,786
Bills payable - secured (see Note 15)	149,000	260,000	39,847
	<u>218,973</u>	<u>317,326</u>	<u>48,633</u>
Deposits from distributors	129,000	107,500	16,475
Payables in respect of acquisition of property, plant and equipment	7,790	3,704	568
Other taxes payables	8,398	6,209	952
Advances from an unrelated party (note)	54	38	6
Accrued staff costs	29,735	33,545	5,141
Accrued transportation costs	9,181	13,168	2,018
Accrued utilities expenses	2,731	3,337	511
Deferred income (see Note 23)	796	796	122
Others	4,106	3,757	575
	<u>191,791</u>	<u>172,054</u>	<u>26,368</u>
	<u>410,764</u>	<u>489,380</u>	<u>75,001</u>

Note: The advances from an unrelated party are unsecured, interest free and repayable on demand.

In general, the Group is required to make full advance payments (including issuance of bills) to suppliers for the purchases of its major raw materials, steel. Suppliers of other raw materials other than steel generally allow the Group a credit period of 60 days.

Bills payable issued by the Group generally have a maturity of 6 months.

Other payables are expected to be settled or recognized as income within one year or are repayable on demand.

The Group has financial risk management policies in place to ensure that all payables are settled within the credit period.

21. AMOUNT DUE TO A SHAREHOLDER

The amount is unsecured, interest free and repayable on demand.

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22. SHORT-TERM BANK BORROWINGS

	As of December 31,		
	2019	2020	2020
	RMB'000	RMB'000	US\$'000
Fixed-rate bank borrowings	<u>558,000</u>	<u>558,000</u>	<u>85,517</u>
Analyzed as:			
Secured	180,000	180,000	27,586
Unsecured	<u>378,000</u>	<u>378,000</u>	<u>57,931</u>
	<u>558,000</u>	<u>558,000</u>	<u>85,517</u>

Bank borrowings carried the following range of interest rates at the end of the respective reporting period:

	2019	2020
Fixed-rate bank borrowings	<u>4.4%</u>	<u>4.1%-4.4%</u>

All the Group's bank borrowings are carried at amortized costs and are denominated in RMB.

Details of assets pledged in respect of the Group's secured bank borrowings are set out in Note 27. As of December 31, 2020 and 2019, bank borrowings of RMB558,000,000 (US\$85,517,000) and RMB558,000,000, respectively, are guaranteed by certain subsidiaries of the Company.

One of the banking facilities are subject to the fulfillment of covenants. If the Group were in breach of the covenants, the drawn down facilities would become repayable on demand. The Group regularly monitors its compliance with these covenants, is up to date with the scheduled repayments of the term loans and does not consider it probable that the banks will exercise their discretion to demand repayment so long as the Group continues to meet these requirements. Further details of the Group's management of liquidity risk are set out in Note 31. As of December 31, 2020 and 2019, none of the covenants relating to drawn down facilities had been breached.

23. DEFERRED INCOME

Deferred income represents government subsidy received in support of the Group's plant and production capacity expansion. Government subsidy of RMB15,000,000 received by the Group in 2009 has been recognized as deferred income and released to income on a straight-line basis over the useful lives of the related assets of 20 years. As of December 31, 2020 and 2019, non-current deferred income was RMB5,310,000 (US\$814,000) and RMB6,106,000, respectively, and current portion of deferred income of RMB796,000 (US\$122,000) and RMB796,000, respectively, was included in trade and other payables and accruals (Note 20).

24. SHARE CAPITAL

	Number of	Amount	Amount
	shares	RMB'000	US\$'000
Authorized:			
As of January 1, 2019, December 31, 2019 and 2020 of US\$0.0001 each	<u>500,000,000</u>	<u>340</u>	
Issued at nominal value:			
As of January 1, 2019, December 31, 2019 and 2020	<u>206,500,000</u>	<u>136</u>	<u>21</u>

CHINA ZENIX AUTO INTERNATIONAL LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the years ended December 31, 2018, 2019 and 2020

25. CAPITAL COMMITMENTS

	As of December 31,		
	2019	2020	2020
	RMB'000	RMB'000	US\$'000
Capital expenditure contracted for but not provided in the consolidated financial statements in respect of:			
- acquisition of property, plant and equipment	<u>91,166</u>	<u>92,251</u>	<u>14,138</u>

26. SHARE-BASED PAYMENT TRANSACTIONS

Share Incentive Plan (the "Plan")

The Company adopted the Plan on February 24, 2011 which shall continue in effect for a period of 10 years unless sooner terminated. The purpose of the Plan is to attract and retain the best available personnel, to provide additional incentives to employees (including officers and directors) and consultants and to promote the success of the Company's business. Pursuant to the Plan, the Company's Board of Directors (the "Board") may, at its discretion, offer to grant incentive share options ("Share Option"), share appreciation rights ("SAR"), dividend equivalent right, restricted shares or other similar benefits (collectively referred to as the "Award") to any employees or consultants of the Company, its parents or its subsidiaries. The principal terms of the Plan, amongst others, are as follows:

- Subject to adjustments upon changes in the Company's capitalization, the maximum aggregate number of shares of US\$0.0001 each (the "Share(s)") in the Company which may be issued pursuant to the Awards is 25,000,000 Shares. SARs payable in Shares shall reduce the maximum aggregate number of Shares which may be issued under the Plan only by the net number of actual Shares issued to the grantee upon exercise of the SAR. The Shares to be issued pursuant to Awards may be authorized, but unissued, or repurchased Shares.
- Subject to the terms of the Plan, the Administrator (being the Board or another committee appointed to administer the Plan) shall determine the provisions, terms, and conditions of each Award including but not limited to, the Award vesting schedule, repurchase provisions, rights of first refusal, forfeiture provisions, form of payment upon settlement of the Award, payment contingencies, and satisfaction of any performance criteria.
- The term of each Award shall be the term stated in the Award agreement provided, however, that the term of a Share Option shall be no more than 10 years from the date of grant thereof. However, in the case of a Share Option granted to a grantee who, at the time the Share Option is granted, owns Shares representing more than 10% of the voting power of all classes of shares of the Company or any parent or subsidiary of the Company ("10% Shareholder"), the term of the Share Option shall be 5 years from the date of grant thereof or such shorter term as may be provided in the Award agreement. Notwithstanding the foregoing, the specified term of any Award shall not include any period for which the grantee has elected to defer the receipt of the Shares or cash issuable pursuant to the Award.
- The date of grant of an Award shall for all purposes be the date on which the Administrator makes the determination to grant such Award, or such other later date as is determined by the Administrator.
- The exercise price of an Share Option shall be not less than 100% of the quoted market value of the Share on the New York Stock Exchange on the date of grant unless the grantee is a 10% Shareholder in such a case the exercise price shall be not less than 110% of the quoted market value of the Share on the New York Stock Exchange on the date of grant.

CHINA ZENIX AUTO INTERNATIONAL LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the years ended December 31, 2018, 2019 and 2020

26. SHARE-BASED PAYMENT TRANSACTIONS – continued

Share Incentive Plan (the “Plan”) – continued

- In the case of SAR, the base appreciation amount shall not be less than 100% of the quoted market value of the Share on the New York Stock Exchange on the date of grant.
- In the case of other Awards, the purchase price shall be determined by the Administrator.

On August 17, 2011 (the “Grant Date”), pursuant to the Plan and in accordance with an employment agreement with a management executive of the Company, the Company granted the management executive Share Option to subscribe for a total of 1,032,200 Shares at an exercise price of US\$1.175 per share (being the market value of the Shares on the Grant Date). One-third of the Shares subject to the Share Options shall vest on December 17, 2011 (the “Vesting Commencement Date”), with the remaining Shares vesting ratably on a monthly basis for the twenty four month period following the Vesting Commencement Date. As of December 31, 2020 and 2019, the number of exercisable option shares was nil and nil, respectively.

<u>Date of grant</u>	<u>Vesting period</u>	<u>Exercise price</u>	<u>Exercisable period</u>	<u>Fair value of each option</u>
8.17.2011	8.17.2011 to 12.17.2013	US\$ 1.175	12.18.2011 to 8.17.2019	US\$ 0.4807 to US\$0.4993

The total fair value of the Share Option at the date of grant is approximately US\$499,000 (equivalent to RMB3,216,000) calculated using the Binomial Option Pricing model. The major assumptions used for the calculation are as follows:

Share price at date of grant	US\$ 1.175
Exercise price	US\$ 1.175
Expected volatility	38.14%
Expected life	8 years
Risk free rate	2.00%

The expected volatility was estimated based on the historical daily share price volatility of comparable companies over a historical period commensurate with the expected life of the options.

No share-based payment expenses was recognized for the years ended December 31, 2018, 2019 and 2020 in relation to the Share Option and the restricted share units with reference to their vesting period.



CHINA ZENIX AUTO INTERNATIONAL LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the years ended December 31, 2018, 2019 and 2020

27. PLEDGE OF ASSETS

At the end of each reporting period, the carrying value of the Group's assets which were pledged to secure credit facilities granted to the Group are as follows:

	As of December 31,		
	2019	2020	2020
	RMB'000	RMB'000	US\$'000
Bank deposits	14,900	26,000	3,985
Property, plant and equipment	47,739	41,734	6,396
Right-of-use assets	54,575	53,035	8,128
	<u>117,214</u>	<u>120,769</u>	<u>18,509</u>

28. RETIREMENT BENEFIT PLANS

The employees of the Group's subsidiaries in the PRC are members of state-managed retirement benefit schemes operated by the respective local government in the PRC. The Group is required to contribute a specified percentage of the payroll costs to the retirement benefit schemes to fund the benefits. The only obligation of the Group with respect to these schemes is to make the specified contributions.

The amount of contributions to retirement benefit scheme was RMB30,023,000 and RMB31,862,000 and RMB25,788,000 (US\$3,952,000) for the years ended December 31, 2018, 2019 and 2020, respectively.

29. RELATED PARTY DISCLOSURES

Compensation of key management personnel

The emoluments of directors of the Company and other members of key management during the years ended December 31, 2018, 2019 and 2020 are set out in Note 9.

From January 1, 2020, the Company leased staff dormitory premises from an entity beneficially owned and controlled by Mr. Jianhui Lai, who is the chairman and chief executive officer of the Company, at a monthly rental of RMB600,000 (US\$91,954). For the year ended December 31, 2020, the Group has paid rentals totaled RMB7,200,000 (US\$1,103,448) to the related party. There were no rental commitment outstanding as of December 31, 2020.

CHINA ZENIX AUTO INTERNATIONAL LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the years ended December 31, 2018, 2019 and 2020

30. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximizing the return to stakeholders through the optimization of the debt and equity balance. The Group's overall strategy remains unchanged during the reporting periods.

The capital structure of the Group consists of debts, which includes bank borrowings as disclosed in Note 22, and equity attributable to equity holders of the Company, comprising capital and reserves.

The directors of the Company review the capital structure regularly. As part of this review, the directors consider the cost and the risks associated with each class of the capital. Based on the recommendations of the directors, the Group will balance its overall capital structure through the payment of dividends, raise of new capital as well as the raise of new borrowings or the repayment of existing borrowings.

Neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements.

The Group manages capital risk by reference to total equity compared with total borrowings. As of December 31, 2019 and 2020, these metrics were as follows:

	As of December 31,		
	2019 RMB'000	2020 RMB'000	2020 US\$'000
Bank borrowings	558,000	558,000	85,517
Advances from an unrelated party	54	38	6
Amount due to a shareholder	10,557	—	—
Total borrowings	<u>568,611</u>	<u>558,038</u>	<u>85,523</u>
Total Equity	<u>2,433,770</u>	<u>2,034,724</u>	<u>311,836</u>
	2019	2020	
Debt (total liabilities) to equity ratio	<u>44.0%</u>	<u>55.2%</u>	

CHINA ZENIX AUTO INTERNATIONAL LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the years ended December 31, 2018, 2019 and 2020

31. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

	As of December 31,		
	2019	2020	2020
	RMB'000	RMB'000	US\$'000
<b>Financial assets</b>			
Financial assets at amortized cost	<u>1,654,942</u>	<u>1,369,469</u>	<u>209,880</u>
<b>Financial liabilities</b>			
Financial liabilities at amortized cost	<u>968,969</u>	<u>1,039,652</u>	<u>159,334</u>

(b) Financial risk management objectives and policies

The Group's major financial instruments include trade and other receivables, trade and other payables, pledged bank deposits, fixed bank deposits with maturity period over three months, bank balances and cash and bank borrowings. Details of the financial instruments are disclosed in the respective notes. The risks associated with these financial instruments include market risk, credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The Group's management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

**Interest rate risk**

The Group is exposed to fair value interest rate risk in relation to fixed-rate bank borrowings (see Note 22), amount due to a shareholder (see Note 21), advance from an unrelated party (see Note 20) and fixed bank deposits, which carry fixed interest rate. The Group is also exposed to cash flow interest rate risk in relation to bank balances and pledged bank deposits because these balances carry interest at prevailing rates. However, such exposure is minimal to the Group and the bank balances and pledged bank deposits are of short maturity.

The Group currently does not have any interest rate hedging policy in relation to fair value interest rate risk and cash flow interest rate risk. The directors monitor the Group's exposure on an ongoing basis and will consider hedging the interest rate should the need arise.

*Sensitivity analysis*

The sensitivity analysis below has been determined based on the exposure to interest rates for bank deposits and pledged bank deposits at the end of the reporting periods. The analysis is prepared assuming the amounts outstanding at the end of the reporting periods were outstanding for the whole year. If interest rates had been 10 basis points higher/lower for bank deposits and pledged bank deposits, and all other variables were held constant, the Group's pre-tax profit (loss) for the year would have increased/decreased (decreased/increased) by the following amount:

	2019	2020	2020
	RMB'000	RMB'000	US\$'000
Pre-tax profit (loss) for the year	562	372	57

The 10 basis points increase or decrease represents management's assessment of a reasonably possible change in interest rates over the period until the end of the next annual reporting period. The analysis is performed on the same basis for 2019.

CHINA ZENIX AUTO INTERNATIONAL LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the years ended December 31, 2018, 2019 and 2020

**Credit risk and impairment assessment**

At the end of each reporting period, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties is arising from the carrying amount of the respective recognized financial assets as stated in the consolidated statements of financial position.

The Group's credit risk is primarily attributable to trade receivables. In order to minimize the credit risk, the management of the Group has assigned a team to be responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. Ongoing credit evaluation is performed on the financial condition of customers. The Group performs impairment assessment under ECL model upon application of IFRS 9 (2019: incurred ECL model) on accounts balances on provision matrix. The Group also requires deposits from its distributors. In this regard, the directors consider that the Group's credit risk on receivables is significantly reduced.

The Group's total trade receivables due from the five largest customers accounted for 38.4% and 25.0% of its total trade receivables as of December 31, 2020 and 2019, respectively.

The credit risk on liquid funds is limited because the counterparties are banks with good reputations.

**Maximum exposure and year-end staging as at December 31, 2020 and 2019:**

The table below shows the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification. The amounts presented are gross carrying amounts for financial assets.

	12-month	Lifetime ECL			2020 Total RMB'000	2020 Total US\$'000
	ECLs	Stage 1	Stage 2	Stage 3		
	Stage 1 RMB'000	Stage 2 RMB'000	Stage 3 RMB'000	Simplified approach RMB'000		
Trade receivables*	—	—	—	395,165	395,165	60,562
Financial assets included in other receivables and prepayments						
– Normal**	42,014	—	—	—	42,014	6,438
Pledged bank deposits						
– Not yet past due	26,000	—	—	—	26,000	3,985
Fixed bank deposits with maturity periods over three months						
– Not yet past due	290,000	—	—	—	290,000	44,444
Bank balances and cash						
– Not yet past due	616,290	—	—	—	616,290	94,451
<b>Total</b>	<b>974,304</b>	<b>—</b>	<b>—</b>	<b>395,165</b>	<b>1,369,469</b>	<b>209,880</b>
	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	
<b>Total</b>	<b>149,318</b>	<b>—</b>	<b>—</b>	<b>60,562</b>	<b>209,880</b>	

CHINA ZENIX AUTO INTERNATIONAL LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the years ended December 31, 2018, 2019 and 2020

	12-month	Lifetime ECL			2019 Total RMB'000
	ECLs			Simplified	
	Stage 1	Stage 2	Stage 3	approach	
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Trade receivables*	—	—	—	369,742	369,742
Financial assets included in other receivables and prepayments					
– Normal**	73,460	—	—	—	73,460
Pledged bank deposits					
– Not yet past due	14,900	—	—	—	14,900
Fixed bank deposits with maturity periods over three months					
– Not yet past due	290,000	—	—	—	290,000
Bank balances and cash					
– Not yet past due	906,840	—	—	—	906,840
Total	<u>1,285,200</u>	<u>—</u>	<u>—</u>	<u>369,742</u>	<u>1,654,942</u>

\* For trade receivables, the Group has applied the simplified approach in IFRS 9 to determine the loss allowance at lifetime ECL. The Group determines the expected credit losses on those items by using a provision matrix grouped by ageing.

\*\* The credit quality of the financial assets included in other receivables and prepayments is considered to be “normal” when they are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition.

**Currency risk**

The Group has foreign currency sales which expose the Group to risk due to changes in foreign exchange rates. At the end of each reporting period, the carrying amounts of the Group’s monetary assets denominated in a currency other than the functional currency of the relevant entities were as follows:

	As of December 31,		
	2019	2020	2020
	RMB'000	RMB'000	US\$'000
Assets (HK\$)	22	1,013	155
Assets (US\$)	25,537	12,010	1,841
Liabilities (US\$)	<u>10,557</u>	<u>—</u>	<u>—</u>

*Sensitivity analysis*

The Group’s foreign currency risk is mainly concentrated on the fluctuation of US\$ and HK\$. The following table details the Group’s sensitivity to a 5% increase and decrease in RMB against the relevant foreign currencies. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the years end for a 5% change. On this basis, if RMB depreciates against foreign currencies by 5%, the Group’s pre-tax profit (loss) for the year would have increased/decreased (decreased/increased) by the following amount, and vice versa.

	2019	2020	2020
	RMB'000	RMB'000	US\$'000
Pre-tax profit (loss) for the year	<u>750</u>	<u>651</u>	<u>100</u>

CHINA ZENIX AUTO INTERNATIONAL LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the years ended December 31, 2018, 2019 and 2020

The sensitivity analysis has been determined assuming that the change in foreign exchange rates had occurred at the end of the reporting period and had been applied to re-measure those financial instruments held by the Group which expose the Group to foreign currency risk at the end of the reporting period. The stated changes represent management's assessment of reasonably possible changes in foreign exchange rates over the period until the end of next annual reporting period. The analysis is performed on the same basis for 2019.

In management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk as the year end exposure at the end of the reporting period does not reflect the exposure during the year.

**Liquidity risk**

The Group's policy is to regularly monitor and maintain a level of cash and cash equivalents deemed adequate by management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The management monitors the utilization of borrowings, its liquidity requirements and its compliance with lending covenants to ensure that it maintains sufficient amount of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

The following tables detail the Group's remaining contractual maturity for its financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest dates on which the Group can be required to pay. The tables include both interest and principal cash flows.

	Weighted average effective interest rate %	On demand/ less than 3 months RMB'000	3 months to 1 year RMB'000	Total undiscounted cash flows RMB'000	Carrying amount RMB'000	Carrying amount US\$'000
<b>As of December 31, 2019</b>						
<i>Non-derivative financial liabilities</i>						
Trade and other payables		330,829	70,000	400,829	400,829	
Bank borrowings—fixed rate	4.35%	343,472	222,511	565,983	558,000	
Amount due to a shareholder		10,557	—	10,557	10,557	
		<u>684,858</u>	<u>292,511</u>	<u>977,369</u>	<u>969,386</u>	
<b>As of December 31, 2020</b>						
<i>Non-derivative financial liabilities</i>						
Trade and other payables		371,653	110,000	481,653	481,653	73,817
Bank borrowings – fixed rate	4.32%	343,392	222,154	565,546	558,000	85,517
		<u>715,045</u>	<u>332,154</u>	<u>1,047,199</u>	<u>1,039,653</u>	<u>159,334</u>

**Commodity price risk**

The major raw material used in the production of the Company's products includes steel. The Group is exposed to fluctuation in the prices of this raw material which is influenced by global as well as regional supply and demand conditions. Fluctuations in the prices of raw materials could adversely affect the Group's financial performance. The Group historically has not entered into any commodity derivative instruments to hedge the potential commodity price changes.

(c) Fair value

No disclosure of fair value is required as all of the Group's financial assets and liabilities are carried at amounts not materially different from their fair values as of December 31, 2019 and 2020.

32. LITIGATIONS

On October 31, 2018, a class action complaint was filed in the United States District Court for the District of New Jersey against the Company and certain of the Company's officers alleging violations of the federal securities laws with respect to the delisting of the Company's shares on the New York Stock Exchange. The complaint was later amended by the plaintiffs. On or about June 24, 2019, the defendants moved to dismiss the amended complaint in its entirety on the grounds that it failed to state a claim and that the Court lacks personal jurisdiction over the individual defendants. The motion to dismiss was granted in part, and denied in part, by the Court in June 2020. The parties then conducted limited document discovery regarding the remaining claims. Subsequently, the parties engaged in mediation regarding a possible resolution of all claims asserted in the class action lawsuit. As a product of the mediation, the parties reached an agreement in principle to settle the class action lawsuit for a payment of US\$1.8 million, a portion of which will be paid by the Company's insurance carrier. The proposed class action settlement is currently being documented and will be submitted to the Court for review and approval. The Company is unable to predict with any reasonable degree of certainty whether the proposed settlement ultimately will be approved by the Court. Other than the aforementioned action, the Company is currently not a party to, and is not aware of any threat of, any legal, arbitral or administrative proceedings, which, in the opinion of the Company's management, is likely to have a material adverse effect on the Company's business, financial condition or results of operations. The Company may from time to time become a party to various legal, arbitral or administrative proceedings arising in the ordinary course of the Company's business.

CHINA ZENIX AUTO INTERNATIONAL LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the years ended December 31, 2018, 2019 and 2020

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33. APPROVAL OF CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved by the board of directors and authorized for issue on April 27, 2021.



CHINA ZENIX AUTO INTERNATIONAL LIMITED  
PARENT COMPANY FINANCIAL INFORMATION  
Condensed Statements of  
Financial Position  
(Unaudited)

	As of December 31,	
	2019	2020
	RMB'000	RMB'000
<b>ASSETS</b>		
Current assets		
Prepayments	—	—
Bank balances	—	—
	<u>—</u>	<u>—</u>
Non-current asset		
Investment in a subsidiary	940,198	940,198
Total assets	<u>940,198</u>	<u>940,198</u>
<b>EQUITY AND LIABILITIES</b>		
Current and total liabilities		
Other payables	6,535	5,658
Amount due to a shareholder	10,557	—
Amount due to a subsidiary	89,683	106,573
	<u>106,775</u>	<u>112,231</u>
<b>EQUITY</b>		
Share capital (US\$0.0001 par value, 500,000,000 shares authorized, 206,500,000 ordinary shares issued and outstanding as of December 31, 2019 and 2020)	136	136
Additional paid-in capital	392,076	392,076
Reserves	441,211	435,755
Total equity	<u>833,423</u>	<u>827,967</u>
Total equity and liabilities	<u>940,198</u>	<u>940,198</u>

ADDITIONAL INFORMATION—FINANCIAL STATEMENT SCHEDULE 1  
CHINA ZENIX AUTO INTERNATIONAL LIMITED  
PARENT COMPANY FINANCIAL INFORMATION  
Condensed Statements of Profit or Loss and Other  
Comprehensive Loss  
For the years ended December 31, 2018, 2019 and 2020  
(Unaudited)

	2018	2019	2020
	RMB'000	RMB'000	RMB'000
Other income	118	118	16
Net exchange (loss) gain	(1,833)	(740)	2,776
Administrative expenses	(8,677)	(10,290)	(8,248)
Loss and total comprehensive loss for the year	<u>(10,392)</u>	<u>(10,912)</u>	<u>(5,456)</u>

CHINA ZENIX AUTO INTERNATIONAL LIMITED  
PARENT COMPANY FINANCIAL INFORMATION  
Condensed Statements of  
Changes in Equity  
For the years ended December 31, 2018, 2019 and 2020  
(Unaudited)

	Share capital	Additional paid in capital	Capital reserve	Share incentive plan reserve	Accumulated losses	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
As of January 1, 2018	136	392,076	560,892	3,110	(101,487)	854,727
Loss and total comprehensive loss for the Year	—	—	—	—	(10,392)	(10,392)
As of December 31, 2018	136	392,076	560,892	3,110	(111,879)	844,335
Loss and total comprehensive loss for the year	—	—	—	—	(10,912)	(10,912)
As of December 31, 2019	136	392,076	560,892	3,110	(122,791)	833,423
Loss and total comprehensive loss for the year	—	—	—	—	(5,456)	(5,456)
As of December 31, 2020	136	392,076	560,892	3,110	(128,247)	827,967

CHINA ZENIX AUTO INTERNATIONAL LIMITED  
PARENT COMPANY FINANCIAL INFORMATION  
Condensed Statements of  
Cash Flows  
For the years ended December 31, 2018, 2019 and 2020  
(Unaudited)

	2018	2019	2020
	RMB'000	RMB'000	RMB'000
<b>OPERATING ACTIVITIES</b>			
Loss for the year	(10,392)	(10,912)	(5,456)
Exchange loss (gain)	1,836	796	(2,713)
Operating cash flows before movements in working capital	(8,556)	(10,116)	(8,169)
(Increase) decrease in prepayments	(1)	16	—
Increase (decrease) in other payables	280	382	(877)
<b>NET CASH USED IN OPERATING ACTIVITIES</b>	<b>(8,277)</b>	<b>(9,718)</b>	<b>(9,046)</b>
<b>FINANCING ACTIVITIES</b>			
Advance from a subsidiary	9,497	19,945	24,560
Repayment to subsidiary	(2,389)	(10,873)	(4,957)
Advance from a shareholder	1,865	6,711	3,989
Repayment to a shareholder	(696)	(6,065)	(14,546)
<b>NET CASH FROM FINANCING ACTIVITIES</b>	<b>8,277</b>	<b>9,718</b>	<b>9,046</b>
<b>NET DECREASE IN CASH AND CASH EQUIVALENTS</b>	<b>—</b>	<b>—</b>	<b>—</b>
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR</b>	<b>—</b>	<b>—</b>	<b>—</b>
<b>EFFECT OF CHANGE IN FOREIGN CURRENCY RATE</b>	<b>—</b>	<b>—</b>	<b>—</b>
<b>CASH AND CASH EQUIVALENTS AT END OF THE YEAR</b>	<b>—</b>	<b>—</b>	<b>—</b>
- representing bank balances	—	—	—

Basis of Presentation

Schedule 1 has been provided pursuant to the requirements of Rules 12-04(a) and 4-08(e)(3) of Regulation S-X, which require condensed financial information as to financial position, changes in financial position and results of operations of a parent company as of the same dates and for the same periods for which audited consolidated financial statements have been presented when the restricted net assets of consolidated and unconsolidated subsidiaries together exceed 25 percent of consolidated net assets as of the end of the most recently completed fiscal year.

For the purpose of presenting the financial information of the parent company only, the Company records its investment in subsidiaries under the cost method of accounting. Such investment is presented on the statements of financial position as “Investment in a subsidiary” at cost less any identified impairment loss.

As of December 31, 2019 and 2020, there were no material contingencies, significant provisions of long term obligations, mandatory dividend or redemption requirements of redeemable stocks or guarantees of the Company, except for those which have been separately disclosed in the Group’s consolidated financial statements, if any.

For all years presented, there were no cash dividends paid to the Company by its consolidated subsidiaries.

**SUBSIDIARIES OF CHINA ZENIX AUTO INTERNATIONAL LIMITED**

<u>Subsidiary</u>	<u>Jurisdiction of Organization</u>
China Wheel Limited	Hong Kong
Zhengxing Wheel Group Co., Ltd.	The People's Republic of China
Zhengxing Group Langfang Wheel Co., Ltd.	The People's Republic of China
Zhengxing Group Chengdu Wheel Co., Ltd.	The People's Republic of China
Zhengxing Group Hefei Wheel Co., Ltd.	The People's Republic of China
Zhengxing Group Benxi Wheel Co., Ltd.	The People's Republic of China
Hua'an Zhengxing Wheel Co., Ltd.	The People's Republic of China

**CERTIFICATION**

I, Jianhui Lai, certify that:

1. I have reviewed this annual report on Form 20-F of China Zenix Auto International Limited;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;

4. The company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company and have:

- (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
- (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
- (c) Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
- (d) Disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and

5. The company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):

- (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and
- (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Date: April 27, 2021

By: /s/ Jianhui Lai

Jianhui Lai  
Chief Executive Officer

**CERTIFICATION**

I, Martin Cheung, certify that:

1. I have reviewed this annual report on Form 20-F of China Zenix Auto International Limited;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;

4. The company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company and have:

- (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
- (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
- (c) Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
- (d) Disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and

5. The company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):

- (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and
- (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Date: April 27, 2021

By: /s/ Martin Cheung

Martin Cheung  
Chief Financial Officer

906 Certification

Securities and Exchange Commission

100 F Street, N.E.

Washington, D.C. 20549

Ladies and Gentlemen:

In connection with the annual report of China Zenix Auto International Limited (the “Company”) on Form 20-F for the year ended December 31, 2020 as filed with the Securities and Exchange Commission (the “Report”), I, Jianhui Lai, the Chief Executive Officer of the Company, hereby certify as of the date hereof, solely for purposes of Title 18, Chapter 63, Section 1350 of the United States Code, that to the best of my knowledge:

1. the Report fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934; and
2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company at the dates and for the periods indicated.

This Certificate has not been, and shall not be deemed, “filed” with the Securities and Exchange Commission.

Date: April 27, 2021

By: /s/ Jianhui Lai  
Name: Jianhui Lai  
Title: Chief Executive Officer

906 Certification

Securities and Exchange Commission

100 F Street, N.E.

Washington, D.C. 20549

Ladies and Gentlemen:

In connection with the annual report of China Zenix Auto International Limited (the “Company”) on Form 20-F for the year ended December 31, 2020 as filed with the Securities and Exchange Commission (the “Report”), I, Martin Cheung, the Chief Financial Officer of the Company, hereby certify as of the date hereof, solely for purposes of Title 18, Chapter 63, Section 1350 of the United States Code, that to the best of my knowledge:

1. the Report fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934; and
2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company at the dates and for the periods indicated.

This Certificate has not been, and shall not be deemed, “filed” with the Securities and Exchange Commission.

Date: April 27, 2021

By: /s/ Martin Cheung

Name: Martin Cheung

Title: Chief Financial Officer





中正達會計師事務所  
**Centurion ZD CPA & Co.**  
Certified Public Accountants (Practising)

Unit 1304, 13/F, Two Harbourfront, 22 Tak Fung Street, Hunghom, Hong Kong.  
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Email 電郵: info@czdcpa.com

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in the Registration Statement on Form S-8 (File No. 333-178271) of China Zenix Auto International Limited of our report dated April 27, 2021 relating to the consolidated financial statements and financial statement schedule of China Zenix Auto International Limited and its subsidiaries (the “Group”) (which report expresses an unqualified opinion and includes an explanatory paragraph relating to the convenience translation of Renminbi amounts into United States dollar amounts), appearing in the Annual Report on Form 20-F of China Zenix Auto International Limited for the year ended December 31, 2020.

/s/ Centurion ZD CPA & Co

Centurion ZD CPA & Co.

Hong Kong, China  
April 27, 2021