Company Code: 600171 Company Abbreviation: Shanghai Beiling

Shanghai Beiling Company Limited Annual Report 2022

Important Notes

I. The Board of Directors, the Supervisory Committee and the Directors, Supervisors and senior management of the Company guarantee the truthfulness, accuracy and completeness of the contents of the annual report, and that there are no false records, misleading statements or material omissions, and that they shall bear individual and joint legal liabilities.

II. All directors of the Company attended the Board meeting.

C. China Audit Zhonghuan Certified Public Accountants (Special General Partnership) issued a standard unqualified audit report for the Company.

Fourth, the head of the company Qin Yi, responsible for accounting work Tong Xiaoli and the head of the accounting organization (accounting supervisor) Wu Xiaojie statement: to ensure that the annual report of the financial report is true, accurate and complete.

V. Proposals for profit distribution or capitalization of provident fund for the reporting period adopted by resolution of the Board of Directors

Audited by Zhongguancunhuan Accounting Firm (Special General Partnership), the Company will realize a total net profit attributable to the parent company in FY2022 399,034,926.70 Yuan. The Parent Company will realize net profit of $139,701,632.33 in 2022, and will withdraw the legal surplus reserve in accordance with the company's articles of incorporation
13,970,163.23, plus $1,314,079,670.38 of undistributed earnings at the beginning of the year, less the actual distribution of common stock dividends in fiscal year 2021
142,213,807.40, and the actual profit available for distribution to all shareholders for the year 2022 is $1,297,597,332.08.

In order to better reward investors and share the Company's growth benefits with them, on the premise of ensuring the normal operation and long-term development of the Company, the Company proposes to distribute a cash dividend of RMB2.00 (inclusive of tax) for every 10 shares to all shareholders on the basis of the number of share capital available for distribution as at the date of the share registration date as determined in the announcement on the implementation of the distribution of profit for the year 2022, which is expected to amount to a total cash dividend of RMB142,435, 686.60 yuan, and the remaining profit will be transferred to future years for distribution.

VI. Statement of risks of forward-looking statements

√ Applicable □Not applicable

None of the forward-looking statements relating to the Company's future plans, development strategies, etc. contained in this report constitutes a material commitment by the Company to investors

We respectfully request that investors and interested parties maintain sufficient awareness of the risks involved and should understand the differences between plans, forecasts and promises and be aware of the investment risks.

VII. Whether there is non-operational appropriation of funds by controlling shareholders and other related parties No

VIII, Whether there is any violation of the prescribed decision-making procedures for the provision of external guarantees No

IX, Whether more than half of the directors are unable to guarantee the truthfulness, accuracy and completeness of the annual report disclosed by the company

clogged

X. Significant Risk Warning

Please refer to Section III "Possible Risks" of this report for more details, and we urge investors to pay attention to the investment risks.

XI. Other

□Applicable √Not Applicable

catalogs

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Bibliography of documents available for review	containing the signatures and seals of the legal representative, the person in charge of accounting work, and the head of the accounting organization Accounting statements.
	Original audit report containing the seal of the accounting firm and the signature and seal of the certified public accountant.
	The originals and public copies of all documents publicly disclosed in the newspapers designated by the China Securities Regulatory Commission during the reporting period. sue the original manuscript.

Section I. Interpretation

I. Interpretation

In this report, unless the context otherwise requires, the following terms have the meanings set forth below:

Interpretation of commonly used words		
China securities regulatory commission CSRC	point at or to	China Securities Regulatory Commission (CSRC)
SSE, Exchange, stock exchange	point at or to	Shanghai Stock Exchange (SSE)
Shanghai Securities Regulatory Commission (SSRC)	point at or to	China Securities Regulatory Commission (CSRC) Shanghai Banking Regulatory Commission (SRC)
China Central Depository Company (CCDC), established in 1933 as the World Trade Organization (WTO)	point at or to	China Securities Depository & Clearing Corporation Ltd.
China Electronics, CEC	point at or to	China Electronics Corporation (CEC)
UW Semiconductor	point at or to	Welltec Semiconductor Ltd.
Shanghai Beiling, the Company Division, Company, Group	point at or to	Shanghai Belling Co.
Raynen micro (microelectronics)	point at or to	Shenzhen Ruineng Micro Technology Co.
Nanjing Micro Alliance	point at or to	Nanjing Micro Alliance Electronics Co.
Shanghai Lingxin	point at or to	Shanghai Lingxin Microelectronics Co.
Shanghai YiXin	point at or to	Shanghai Nextcore Investment Management Partnership (Limited Partnership)
Hoi Wah, Hong Kong	point at or to	Hoi Wah Hong Kong Limited
Jianqiao Securities	point at or to	Kenbridge Securities Co.
SiTech	point at or to	Shenzhen Silta Technology Co.
non-volatile	point	Also known as non-volatile memory, or NVM for short, refers to the information stored in the memory can still exist for a long time after the

ADAS	poin t at or to	Abbreviation for Advanced Driving Assistance System.
ADC	poin t at or to	Analog to Digital Converter is an abbreviation for Analog to Digital Converter, which converts an analog signal into a digital signal. A device for word signals.
ADI	poin t at or to	Nasdaq-listed Analog Devices, Inc., or Adeno Semiconductor Technologies, Inc. Registered in China as "ADN Semiconductor Technology (Shanghai) Co.
AEC-Q100	poin t at or to	AEC, Automotive Electronics Council (Automotive Electronic Components Council) organization developed by the automotive reliability testing standards, is a large U.S. automotive manufacturers and large electronic component manufacturers, aimed at the reliability of electronic components for automotive use with the recognition of the standard specification of the industry group. AEC-Q100: Integrated Circuits, AEC-Q101: Discrete Semiconductor Components, AEC-Q200: Passive Components Pieces.
AFE	poin t at or to	Analog Front End abbreviation, Chinese for "analog front end".
AI	poin t at or to	Artificial Intelligence (AI).
BCD	poin t at or to	Abbreviation for Bipolar-CMOS-DMOS, a method of integrating bipolar transistors, complementary metal-oxide-semiconductor field-effect transistors, and double-diffused metal-oxide-semiconductor field-effect transistors on the same chip. Integrated circuit process for body tubes.
BLDC	poin t at or to	Brushless Direct Current Motor is the abbreviation of Brushless Direct Current Motor, which overcomes the problem of brushed direct current motor. The inherent defect of flow motors is that they are motors with an electronic commutator instead of a mechanical commutator.
BMS	poin t at or to	Abbreviation for Battery Management System.
CAN FD	poin t at or to	CAN With Flexible Data-Rate is the abbreviation of CAN, Controller Area Network, that is, Controller Area Network bus, is a serial communication protocol bus for real-time applications, which can use twisted-pair wires to transmit signals, and is one of the world's most widely used fieldbus. CAN FD protocol increases the data length on the basis of original CAN, so that the data volume of each frame accounts for a greatly improved, the original CAN protocol each frame up to 8 bytes of data, CAN FD can reach 64 bytes of data, and improve the communication rate. CAN FD protocol on the basis of the original CAN increased the data length, so that the amount of data in each frame accounted for a significant increase in the original CAN protocol of up to 8 bytes of data per frame, CAN FD can be up to 64 bytes of data, and at the same time to improve the communication rate, most of the current CAN FD controllers can be supported to 5Mbps.

CMOS	poin t at or to	Abbreviation for Complementary Metal Oxide Semiconductor. It is a voltage-controlled amplifier and is the basic unit of CMOS digital integrated circuits.
DAC	poin t at or to	Digital to Analog Converter, short for Digital to Analog Converter, is a device that converts digital signals to analog signals. In many digital systems, signals are stored and transmitted digitally, and a DAC converts such signals to analog so that they can be used by an outside party (human or other non-digital systems) identification.
DC-DC	poin t at or to	DC is an abbreviation for Direct Current, which means "direct current" in Chinese, and DC-DC is a direct current/direct current conversion.
DDR	poin t at or to	Double Data Rate SDRAM, Double Rate Synchronous Dynamic Random Access Memory.
EEPROM	poin t at or to	Abbreviation for Electrically Erasable Programmable Read-Only Memory - a type of memory chip that does not lose data when power is lost. Erase existing information and rewrite it on the brain or on a specialized device.
Fabless	poin t at or to	The combination of fabrication and less refers to a mode of operation for IC design that "has no manufacturing operations and focuses only on design," and is also used to refer to not owning a chip manufacturing plant. IC design house. The IC design house is often referred to as Fabless.
Foundry	poin t at or to	Foundry means a company that specializes in the manufacture of semiconductor wafers and accepts commissions from other IC design companies to produce semiconductor wafers. A semiconductor wafer foundry that manufactures semiconductor chips and devices without engaging in product design itself.
FRD	poin t at or to	Fast Recovery Diode is an abbreviation for Fast Recovery Diode. Fast recovery diode is a commonly used Diodes in high frequency rectifier circuits.
IC	poin t at or to	Integrated Circuit. A miniature electronic device or component, using a specific process, the circuit transistors, resistors, capacitors and inductors and wiring to form interconnections, fabricated on a semiconductor wafer or dielectric substrate, and then sealed in a package housing, forming a specific circuit function with the required A miniature electronic device.
IGBT	poin t at or to	Insulated Gate Bipolar Transistor, Insulated Gate Bipolar Transistor, is composed of BJT (Bipolar Triode) and MOS (Insulated Gate Field Effect Tube) composite full-control voltage-driven power semiconductor devices, both the high input impedance of the MOSFET and the low on-state voltage drop of the GTR both the advantages of the GTR saturation voltage drop. GTR saturation voltage reduction, high current-carrying density, but the drive current is large; MOSFET driving power IGBTs combine both of the above features: small rate, fast switching speed, but large on-state voltage drop and low current-carrying density.

		The advantages of the device, low drive power and reduced saturation voltage, make it ideal for applications with DC voltages up to 600V. and above converter systems such as AC motors, inverters, switching power supplies, lighting circuits, traction drives, etc. Fields.
ISO UART	poin t at or to	Isolated Universal Asynchronous Transceiver, English Isolated Universal Asynchronous Abbreviation for Receiver/Transmitter.
I² C Protocol	poin t at or to	Developed by Philips in 1980, this is a two-wire serial bus used for communication between microcontrollers (MCUs) and peripheral devices (slave devices). It is a two-wire serial bus. It is a master-multiple-slave, with one master device (A bus structure with multiple slaves (Master), where each device on the bus has a specific Defined device address to distinguish other devices on the same I² C bus.
kbit	poin t at or to	Kilobytes. The conversion between bit and byte is as follows: 8 binary bits are one byte, i.e. 1Byte = 1Kilobyte. 8bit.
LDO	poin t at or to	Low Dropout Regulator, i.e. low dropout linear regulator.
MCU	poin t at or to	Microcontroller Unit (Microcontroller Unit), also known as Single Chip Microcomputer (Single Chip Microcomputer) or microcontroller, is the central process unit (Central Process Unit; CPU) frequency and specifications to do the appropriate reduction, and will be memory (Memory), counter (Timer), USB, A/D conversion, UART, PLC, DMA and other peripheral interfaces are integrated into the LCD driver circuitry. Timer, USB, A/D converter, UART, PLC, DMA and other peripheral interfaces, and even LCD driver circuits are all integrated into a single chip microcomputer. On a single chip, a chip-level computer is formed to do different combinations of control for different applications.
MOSFET	poin t at or to	Abbreviation for Metal-Oxide-Semiconductor Field-Effect Transisto. A body field effect tube is a field effect transistor that can be used in a wide range of analog and digital circuits.
NOR FLASH	poin t at or to	A non-volatile flash memory technology, created by Intel in 1988, is one of the two main non-volatile flash memory technologies on the market. One of the flash memory technologies.
oiml r46, ir46	poin t at or to	The International Standard for Energy Meters IR46, promoted by the International Organization of Legal Metrology.
PSRR	poin t at or to	Abbreviation for Power Supply Rejection Ratio, i.e. source ripple rejection ratio, which is the amount of variation in the input power supply. (The ratio of the change in output of a converter (in volts) to the change in output of the converter (in volts), often expressed in decibels.
RS485	poin t at	A communication network interface commonly used for industrial control and instrumentation.

	or to	
SGT MOSFET	poin t at or to	SGT stands for Shield Gate Trench, and SGT MOSFET refers to Shielded Gate Trench Power MOSFET.
SoC	poin t at or to	System on Chip stands for System-on-Chip, or System-on-Chip, and is a system that has a dedicated target integrated circuits that contain the complete system with embedded software in its entirety.
SPI interface	poin t at or to	Abbreviation for Serial Peripheral Interface, SPI bus system is a synchronous serial peripheral interface that enables the MCU to communicate serially with various peripheral devices in order to cross Exchange of information.
WSTS	poin t at or to	Abbreviation for WORLD SEMICONDUCTOR TRADE STATISTICS. Body Trade Organization.

Section II Company Profile and Key Financial Indicators

I. Corporate information

Chinese name of the company	Shanghai Belling Co.
Chinese abbreviation of the company	Shanghai Belling
Foreign name of the company	Shanghai Belling Corp.
Abbreviation of the company's foreign name	Shanghai Belling
Legal representative of the company	Qin Yi (1916-1997), senior party apparatchik

II. Contact person and contact information

	secretary to the board	Securities Representative
name and surname	Zhou Chengjie (1875-1968), Singaporean businessman and politician	Xu Mingxia (1973-), Chinese long-distance runner
contact address	No. 810, Yishan Road, Shanghai	No. 810, Yishan Road, Shanghai
telephones	021-24261157	021-24261157
telex	021-64854424	021-64854424

e-mail address	bloffice@belling.com.cn	bloffice@belling.com.cn

III. Basic information

Company registered address	No. 810, Yishan Road, Shanghai
Historical changes in the company's registered address	not have
Company Office Address	No. 810, Yishan Road, Shanghai
Postal code of the company's office address	200233
Company Website	www.belling.com.cn
e-mail address	bloffice@belling.com.cn

IV. Information disclosure and availability

Name and website of the media in which the company discloses its annual report	China Securities Journal Shanghai Securities News
Website of the stock exchange where the company discloses its annual report	http://www.sse.com.cn
Place where the company's annual report is filed	Office of the Board of Directors, 19th Floor, No. 810 Yishan Road, Shanghai, China

V. Brief description of the company's stock

Company stock profile				
Stock Type	stock exchange	stock short form	stock code (computing)	Stock name before change
A	Shanghai Stock Exchange (SSE)	Shanghai Belling	600171	G Bei Ling

VI. Other relevant information

Accounting firms engaged by the company (in-country)	name (of a thing)	China Audit Zhonghuan Accounting Firm (Special General Partnership)
	business address	2-9/F, No. 169 Donghu Road, Wuchang District, Wuhan, China
	Name of signatory accountant	Hou Shutao Meng Fanning

VII. MAJOR ACCOUNTING DATA AND FINANCIAL INDICATORS FOR THE RECENT THREE YEARS (I) Major accounting data

Unit: Yuan Currency: RMB

Key accounting data	2022	2021	Increase in the current period over the same period of the previous year Less (%)	2020
revenues	2,044,266,388.63	2,024,334,631.48	0.98	1,332,205,745.67

(ii) Key financial indicators

Main financial indicators	2022	2021	Increase/decrease for the period over the same period of the previous year (%)	2020
Basic earnings per share ($/share)	0.57	1.04	-45.19	0.75
Diluted earnings per share ($/share)	0.57	1.03	-44.66	0.75
Basic per share after non-recurring gains and losses Earnings on shares ($/share)	0.47	0.57	-17.54	0.25
Weighted average return on net assets (%)	9.88	20.32	Decrease of 10.44 percentage points	16.46
Weighted average net of non-recurring gains/losses Average return on net assets (%)	8.18	11.08	Decrease of 2.90 percentage points	5.59

Description of the Company's principal accounting data and financial indicators for the previous three years at the end of the reporting period

√Applicable □Not applicable

Net profit after extraordinary gains and losses attributable to shareholders of the listed company for 2020, 2021 and 2022 are RMB177.32 million, RMB397.73 million and RMB330.42 million respectively, and the weighted average return on net assets after extraordinary gains and losses for 2020, 2021 and 2022 are 5.59%, 11.08% and 8.18% respectively.

VIII. Differences in accounting data under domestic and foreign accounting standards

(i) Difference between net profit and net assets attributable to shareholders of the listed company in financial reports disclosed in accordance with both IAS and PRC accounting standards

□Applicable √Not Applicable

(ii) Difference in net profit and net assets attributable to shareholders of the listed company between financial reports disclosed in accordance with overseas accounting standards and those disclosed in accordance with PRC accounting standards at the same time

□Applicable √Not Applicable

(iii) A description of the differences between domestic and foreign accounting standards:

□Applicable √Not Applicable

IX. Key Financial Data by Quarter 2022

Unit: Yuan Currency: RMB

	first quarter (of financial year) (January-March)	second quarter (of financial year) (April-June)	third quarter (of financial year) (July-September)	fourth quarter (of financial year) (October-December)
revenues	446,433,181.63	488,567,332.47	492,423,048.94	616,842,825.59
Net income				

Explanation of differences between quarterly data and data from disclosed periodic reports

□Applicable √ Not applicable

X. Items and amounts of non-recurring gains and losses

√ Applicable □Not applicable

Unit: Yuan Currency: RMB

Non-recurring profit and loss items	2022 Amount	Notes (e.g. (applicable)	2021 Amount	2020 Amount
Gains and losses on disposal of non-current assets	10,899.77	fixed assets take care of	-281.46	-93,174.86
Government grants recognized as current profit or loss, but closely related to the Company's normal business operations, in line with national policies and in accordance with certain standards of fixed amount or quantitative continuous enjoyment Except for government grants	16,761,424.56	government grant	17,437,562.08	19,497,990.46
Net loss for the period from the beginning of the period to the date of consolidation of subsidiaries resulting from a business combination under the same control all the more				16,012,565.09
Except for the effective hedging business related to the Company's normal operations, gains and losses on fair value changes arising from the holding of trading financial assets, derivative financial assets, trading financial liabilities, derivative financial liabilities and other financial assets and liabilities are recognized in profit or loss. Investment income earned on debt investments	57,950,258.16	Equity sales and fair value changes	345,510,202.17	383,221,998.61
Receivables individually tested for impairment Reversal of provision for impairment of items and contract assets	566,762.96	Impairment reversal	118,080.58	
Gains and losses on external entrusted loans	764,267,984.00		729,546,431.90	-34,721,552.10	62,056,304.41

For the Company's non-recurring gains and losses as defined in "Interpretative Announcement No. 1 on Information Disclosure by Companies Issuing Public Securities - Non-recurring Gains and Losses".

Recurring profit and loss items, as well as items that define non-recurring profit and loss items listed in "Interpretative Announcement No. 1 on Information Disclosure of Companies Issuing Public Securities - Non-Recurring Profit and Loss" as recurring profit and loss items, shall be explained.

□Applicable √ Not Applicable

XI. Items measured using fair value

√ Applicable □Not applicable

Unit: Yuan Currency: RMB

Project name	Opening balance	Closing balance	Impairment reversal	Current period changes	Impact on current profit implication
Financial assets held for trading	764,267,984.00	729,546,431.90		-34,721,552.10	62,056,304.41

RMB

investment property	566,710,000.00	568,310,000.00	1,600,000.00	1,600,000.00
add up the total	1,330,977,984.00	1,297,856,431.90	-33,121,552.10	63,656,304.41

XII. Other

□Applicable √Not Applicable

Section III. Management discussion and analysis

I. Discussion and analysis of operations

In 2022, the Company's main business operation of IC products will be market-oriented, optimize the industrial layout based on the existing market, continue to increase investment in new product development, and actively explore emerging markets and seek new application areas.

During the reporting period, the Company's IC product business focused on the analog IC product field, and the Company's product business was distributed in two major categories and eight sub-product areas in the power chain (power management, power devices, motor drive business) and signal chain (data converter, power dedicated chips, IoT front-end, non-volatile memory, standard signal product business). The company's IC product customers are mainly concentrated in automotive electronics, industrial control, photovoltaic, energy storage, energy efficiency monitoring, power equipment, optical communications, home appliances, short-distance transportation, high-end and portable medical equipment, as well as cell phone camera modules and other consumer applications.

During the reporting period, the Company, under the leadership of the Board of Directors, centered on the development strategy of the Company's main business, focused on breaking through the core technology and enhancing the competitiveness of products. During the reporting period, in the face of changes in the market environment and other unfavorable factors, the company was determined to work hard, accelerate the transformation and upgrading of products to the field of industrial control and automotive electronics, the model of automotive electronic products continue to enrich, the shipment of vehicle-grade products increased significantly, and the automotive electronic quality system was initially shaped. During the reporting period, the company actively expanded sales channels, maintained good cooperative relations with downstream customers and sales channels, and established a perfect marketing network system, the company's scale of operation continues to grow healthily.

(i) Product business

1. Power chain (power management, power devices, motor drive business)

(1) Product Development

During the reporting period, the Company strengthened the upgrading of existing products and continued to increase R&D investment in new power management products. During the reporting period, the company focused on the research and development of power management chips applied in the field of automotive lighting, focusing on the LDO and LED driver products for serialization research and development, there have been a number of products imported into the car factory to achieve batch supply, and a number of automotive power management products for the project, research and development, and the subsequent automotive electronics market will continue to make efforts.

During the reporting period, the performance and quality of the Company's power management products were benchmarked against the world's top analog manufacturers, and some key performance indicators were better than those of similar products at home and abroad. For example, the Company launched ultra-low noise

and high PSRR LDOs for security cameras and precision testing equipment, and LDOs for DDR front-end and back-end power supply, and continued to improve the power management products applied to DDR. The company's step-down DC-DC products have realized a technological breakthrough in the direction of high current. In the future, the company will continue to follow the market trend, improve technical strength, enrich product series, and increase the research and development of high-end products, such as low-temperature drift LDO, multi-phase DC-DC, driving gallium nitride AC-DC,LED display driver, etc., and continue to improve the proportion of automotive-grade power management products.

The company's power device business is targeted at providing highly reliable power device products for industrial control and automotive electronics applications, and the company has mastered the device technologies of trench gate field cutoff IGBTs, shielded gate power MOSFETs, super junction power MOSFETs, etc. During the reporting period, the company continued to promote the development and industrialization of high-end IGBTs and MOSFETs. During the reporting period, the company continued to promote the development and industrialization of high-end IGBTs and MOSFETs, and launched a number of advanced trench gate field cutoff IGBTs, shielded gate power MOSFETs and super junction power MOSFETs, covering a voltage range of 30V~1500V, a number of sub-models in the current range of 5A~300A, and the parameter performance of some of these products is comparable to that of the same products of the first-tier brands in foreign countries. Some of the products are comparable to those of foreign first-tier brands in terms of parameters and performance. During the reporting period, the company's power device products are recognized by more and more customers, and are widely used in power supply, motor control and lithium protection, automotive electronics and other markets. In the future, the company will continue to increase the new high-power power device structure and process technology development, layout of power devices in the most advanced technology areas, follow the most advanced technology, continue to enrich the company's power device product line, and with the company's main control chip, driver chip, signal sampling chip and other products to form a complete solution to enhance the company's overall competitiveness.

During the reporting period, the company continued to expand its motor drive product line, forming a number of main fist products in the motor drive, gate drive, and motor drive.

Motor drive, Hall sensor development of general standard series products, product technology covers motor drive and Hall sensor process optimization, high-voltage gate drive, stepper motor algorithms and drive, BLDC control algorithms, high-precision analog technology and many other technologies. The company's motor drive product business in the short and medium term target market to industrial control, taking into account the automotive field of product support, and strive to through new product development, in 1 to
Entered the automotive electronics field within 2 years.

(2) **marketing**

During the reporting period, the revenue of the Company's power supply products in consumer electronics-related fields declined year-on-year. The Company endeavored to promote product market transformation, optimize channel resources, and increase the promotion and layout of markets such as industrial control, automotive, security, netcom, power meter and home appliances. Through stable supply and introduction of new products, the Company provided customers with competitive power management products, which guaranteed the continuous improvement of the Company's market share and industry position. During the reporting period, the Company strengthened the promotion of new power management products, and in the promotion of the automotive electronics market, a number of power supply products were imported into car manufacturers to realize batch supply. In the automotive electronics market, a number of power supply products have been introduced into car manufacturers to achieve volume supply. Medium and high voltage step-down DC-DC products have also made breakthroughs in the communication, home appliances, security and electricity meter markets, and have been introduced into a number of benchmark customers. The company will continue to launch new products for the medium and high-end power management market to ensure the steady increase of the company's market share.

During the reporting period, the company focused on new product development and technology upgrading of power devices and fully demonstrated the market, and new product market promotion.

The company has achieved good results, and a number of products in industrial control and automotive electronics and other fields to achieve volume sales. Through the introduction of brand channels, we have expanded our customer base and promoted the upgrading of our power device business. Power MOSFET-related products have successfully realized large quantities in motor control and other end customers, and IGBT-related products have realized batch sales in automotive ignition systems, vehicle air conditioning, photovoltaic inverters and other terminals. The company will continue its efforts to follow the market demand and expand the application scope of related power device products.

The technology line of motor drive product business is divided into motor drive and high-voltage high-current technology, gate drive and MOS, MCU integration technology and Hall sensor and EEPROM integration technology. During the reporting period, the company has completed the motor drive three-in-one special product series, high-voltage high-current DC motor series, high-voltage stepping motor series, medium-voltage small-current BLDC drive series, and perfected the 600V pre-drive series and other products. During the reporting period, the company has mass-produced more than 120 motor drive products, covering DC motor drive, stepper motor drive, DC brushless motor drive, gate drive and MOS drive series. During the reporting period, the company successfully mass-produced 20 new products, covering medium and high-voltage motor drive, 600V pre-drive and 70V pre-drive series, and 3-in-1 special products, and accumulated completely independent intellectual property rights IP, and applied for more than 10 certificates of registration of copyrighted drawings and software registration certificates. The applications of our motor drive products cover automotive electronics, smart water/gas/electricity meters, smart door locks, printers, industrial sewing machines, mobile energy storage, micro inverters, power tools, security and various consumer products.

2. Signal chain (data converters, power-specific chips, IoT front-end, non-volatile memory, standard signaling product business)

(1) Product Development

During the reporting period, the Company continued to invest more in the R&D and marketing of high-speed and high-precision ADC/DAC products. High-speed and high-precision ADC/DAC products have realized batch sales in the fields of industrial control, medical imaging, power grid protection devices, etc. The Company has continued to expand its customers and promote the introduction of product design. During the reporting period, the company's R&D projects for new products such as high-speed ADC/DAC, high-precision ADC/DAC, high-precision reference source chip,

AFE, etc. progressed smoothly.

The company's electric power special-purpose chip business includes single-phase metering chip and three-phase metering chip, smart metering SoC chip, electric power special-purpose MCU chip, etc. During the reporting period, the company's R&D work was in good progress. During the reporting period, the company's R&D work progressed smoothly, and the upgraded version of single-phase metering chip and three-phase metering chip was completed and tested, while the upgraded version of power-specific MCU chip was completed and put into production. In addition to the basic legal measuring instruments, the special power chip can also be used in the fields of power parameter measurement, monitoring, and power protection (measuring switch), etc. The company has steadily promoted the development of the special power chip. During the reporting period, the Company has steadily promoted the technological innovation of power special-purpose chips in the field of power consumption and distribution of smart grid, serving in many application fields such as metering, measurement, protection and control, and continuously launched various types of power special-purpose chips in line with the requirements of industrial-grade reliability. During the reporting period, the company for the "dual-core" IOT meter market to continue to develop IR46 metering core SoC IOT meter solutions, for the State Grid and the Southern Power Grid 2021 standard launched targeted support for new sensor metering chip solutions. The company will continue to invest in research and development of related products, and continue to meet the needs of the standard change and a new generation of IOT meter product upgrades and iterations for the company in the next few years of electric power dedicated chip business performance to lay a solid foundation for sustained growth.

During the reporting period, the Company realized year-on-year growth in the number of sales of energy consumption sensing chips applied to the ubiquitous IoT market, of which charging pile

The energy consumption monitoring chip is gradually promoted to the market of four-wheeled electric vehicle charging with vehicle, AC charging pile and DC charging pile. In other application areas such as intelligent electrician, data center, intelligent lighting and photovoltaic DC detection, the company's IoT front-end related products are also being imported continuously.

During the reporting period, the Company continued to upgrade its EEPROM series products with product iteration and technology to continuously improve product competitiveness. The new generation of EEPROM products based on the I^2C protocol has been updated, and the design of a series of EEPROM products based on the SPI and Microwire standards, which are mainly used in automotive and other fields, has also been completed. During the reporting period, the Company focused on improving the reliability of EEPROM products to meet the needs of high-end customers in the industrial control field. Industrial-grade products can be erased and written over 4 million times at room temperature, and have been used in a large number of fields such as electric meters. During the reporting period, the Company continued to promote the research and development of automotive-grade EEPROM products, and a number of mainstream capacity automotive-grade EEPROM products are undergoing A1-level AEC-Q100 validation assessment, and some of the products have already passed the assessment and have been supplied in bulk. Meanwhile, the research and development of other non-volatile memory products, including NOR FLASH series products, is proceeding as planned, expanding more space for the company in the field of non-volatile memory.

During the reporting period, the company steadily promoted the research and development of standard signal products and technological innovation, based on the core technology of high-reliability interface chips, continued to develop in the field of industrial-grade and automotive-grade interface chips, and continuously improved its product series. At the same time, the company launched a number of operational amplifiers and

Comparator new product development to further enrich the standard signal product lineup. During the reporting period, the Company successfully launched new products such as nanoamplifiers, two-channel/four-channel high-bandwidth analog switches, etc. A number of new products are under development, including CAN FD transceivers, new-generation RS485 transceivers, op amps, and high-voltage analog switches, etc., which will continue to satisfy the needs of customers in the fields of automotive electronics, industrial control, new energy, instruments and meters, and household appliances.

(2) marketing

High-speed and high-precision ADC/DAC products belong to high-end analog circuits, which are related to the core performance index of the relevant machine system. The customers of high-speed and high-precision ADC/DAC products are relatively decentralized, and the customer verification cycle is relatively long. During the reporting period, the Company gradually improved its ADC/DAC product series around the applications of its core customers, and continuously strengthened its marketing efforts to increase the revenue contribution of the products. During the reporting period, the Company's high-precision ADC chips and supporting high-precision reference source chips continued to be widely used in the electric power protection and industrial control markets, which created significant social value and also brought better sales revenue growth. During the reporting period, the sales of the Company's high-speed and high-precision ADC/DAC products increased substantially compared with the same period last year.

During the reporting period, the company's metering core SoC chip layout for IoT meters (multi-core program) has begun to bear fruit, the number of shipments compared to 2021 year-on-year growth, the State Grid in April 2022 and October 2022 in the two tenders for IoT meter bidding.

The number of pilot bids exceeded one million units in 2021, a significant increase compared to the number of pilot bids in 2021, and the company occupied the largest market in the two bids.

Market share. The market share of the company's metering chips used in the 21st edition of the standard remained stable, and the number of shipments increased year-on-year. In addition, the overseas market of smart meters is in the stage of rapid development, and the export orders will continue to grow in 2022, and the company's sales volume of single-phase SoC chips for the overseas market of smart meters will hit a record high again.

During the reporting period, the sales volume of energy consumption sensing chips applied to smart homes, energy consumption monitoring chips for charging piles, and optical communication control chips for telecom and data centers in the pan-Internet of Things (IoT) market all achieved substantial growth. In other application areas such as smart electrician and smart lighting, the company's IoT front-end related products are also being imported continuously.

During the reporting period, the company's EEPROM product series has been basically complete, realizing the capacity from 2kbit to 2048kbit and full coverage of various package forms. The sales of EEPROM products declined to a certain extent during the reporting period due to the downturn in demand in consumer markets such as LCD panels and cell phone cameras. The company utilized customer resources and product advantages to actively promote the sales of EEPROM products in the field of smart meters, and achieved significant results, the number of shipments compared to 2021 year-on-year growth of nearly 400%. The sales of EEPROM products in the fields of white goods and industrial control have also achieved substantial growth. With the development trend of automobile intelligence and electrification, the application scope of automobile EEPROM has also expanded to BMS, ADAS and other fields, the company plans to develop the automobile field while plowing into the existing market, in order to further enhance the influence of the company's brand, the company's automobile market EEPROM shipments grew rapidly during the reporting period. In the future, the company will continue to

develop the industrial control and automotive electronics market to further improve the market layout.

During the reporting period, the company continued to launch new products in the field of standard signaling products for industrial control, new energy, smart meters, medical and pharmaceutical products.

The company provides competitive products to customers in the fields of therapeutic instruments, household appliances and so on. The market share of the company's interface products has been steadily increasing, and the company has become a major supplier of interface products in the field of domestic smart meters. In the field of industrial control and home appliances, the company's interface products have been shipped in bulk for the industry's leading enterprises. Meanwhile, in the fields of photovoltaic inverter, energy storage, charging pile, smart home, security monitoring, etc., the company's interface products have been widely used. During the reporting period, the company's analog switches, op amps and other signal chain products are also steadily advancing in the market, the relevant products in the industrial control, instrumentation, household appliances and other industries have been recognized by customers. The above achievements signify that the maturity and reliability of the company's standard signal products have been gradually recognized by mainstream customers in the market.

(ii) Production operations

During the reporting period, the Company adopted the business model of Fabless, whereby wafer manufacturing and packaging and testing were all outsourced, the Company purchased wafers from foundries and entrusted IC packaging and testing enterprises to carry out packaging and testing, and the foundries and packaging and testing enterprises with which the Company cooperated with for its products were mainly large-scale listed companies well known in the industry, with stable and reliable technological processes and processing quality.

In 2022, due to the escalation of trade disputes, intensification of sanctions in high-tech industries, geopolitical conflicts, downward trend of international and domestic markets, de-stocking and other multiple factors, the global wafer production capacity in the first half of the year went from a serious shortage to a gradual easing or even surplus starting in the second half of the year, and the Company's production and operation work faced great challenges. Focusing on the company's business objectives, the company actively responded to the problems of production capacity and inventory increase, and always maintained positive and friendly consultation and communication with suppliers to ensure the production and operation of the company in a stable and orderly manner. On the one hand, the company made a good wafer stocking plan, on the other hand, it negotiated with the packaging plant to adjust the processing strategy, and actively did a good job in production and sales convergence and stocking strategy, which provided supply and logistics protection for the company to accomplish the annual business objectives.

II. Industry in which the company operated during the reporting period

The global semiconductor market experienced significant ups and downs in 2022. After record sales at the beginning of the year, a cyclical downturn occurred later in the year due to rising inflation and weakening end-market demand, particularly in the consumer market.WSTS downgraded the global semiconductor market in November 2022 to single-digit growth, totaling $580 billion, or 4.4% growth.2023

In March of 2012, according to data released by the American Semiconductor Association, global semiconductor industry sales in 2022 totaled $574.1 billion, which is the highest level of sales in the world.

Highest annual total ever, up 3.3% from $555.9 billion in 2021.

According to the statistics released by the General Administration of Customs, China will import 538.4 billion ICs in 2022, down 15.3% year-on-year, with an import value of US$415.58 billion, down 3.9% year-on-year. China will export 273.36 billion pieces of IC products, down 12% year-on-year, with an export value of $153.92 billion, up 0.3% year-on-year.

After the entire semiconductor market was in the doldrums in 2022, domestic demand was relatively sluggish, and IC production was even sharply lower. According to the National Bureau of Statistics (NBS), China's IC production in 2022 will be 324.19 billion pieces, down 9.8% year-on-year, the first decline since 2009.

According to China Semiconductor Industry Association (CSIA), China's IC industry sales in 2022 will amount to RMB1,200.61 billion, up 14.8% year-on-year. Among them, sales in the design industry amounted to RMB 515.62 billion, a year-on-year increase of 14.1%; sales in the manufacturing industry amounted to RMB 385.48 billion, a year-on-year increase of 21.4%; and sales in the packaging and testing industry amounted to RMB 299.51 billion, a year-on-year increase of 8.4%.

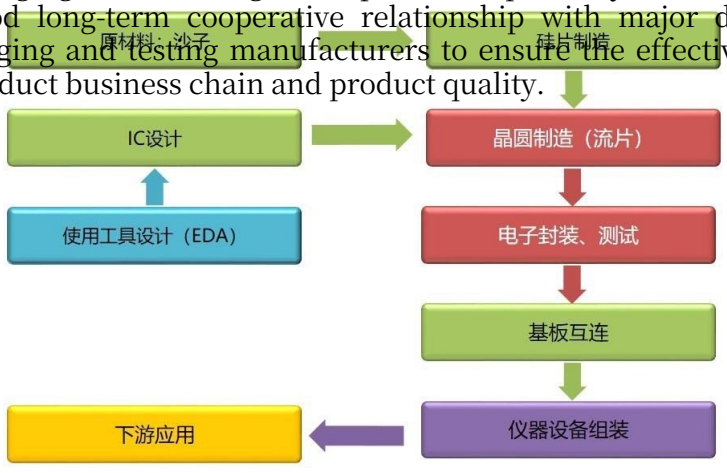
III. Businesses in which the Company was engaged during the reporting period

(1) Main business

Shanghai Belling is an integrated circuit designer, providing analog and digital-analog hybrid integrated circuits and system solutions. The company specializes in IC chip design and product application development, and is one of the major suppliers of IC products in China. During the reporting period, the company's integrated circuit product business layout in the power chain (power management, power devices, motor drive business) and signal chain (data converter, power dedicated chips, IoT front-end, non-volatile memory, standard signal products business) 2 categories, 8 sub-product areas, product customers are mainly concentrated in automotive electronics, industrial control, photovoltaic, energy storage, energy efficiency monitoring, power equipment, optical communications, Home appliances, short-distance transportation, high-end and portable medical equipment market, as well as other consumer application markets such as cell phone camera modules. During the reporting period, the Company actively expanded its sales channels, maintained good cooperative relationships with major machine manufacturers and sales channels, and established a perfect marketing network system. The Company has rich practical experience in production, operation and quality assurance, and possesses core competitiveness in operation and assurance.

(2) business model

The company's main business belongs to the IC design industry, adopting the IC design mode without wafer production lines (Fabless). The company carries out the design and sales of integrated circuits, and outsources the production processes of wafer processing, circuit packaging and testing to professional wafer processing enterprises, packaging and testing enterprises respectively. The company has maintained a good long-term cooperative relationship with major domestic wafer processing, packaging and testing manufacturers to ensure the effective operation of the company's product business chain and product quality.



Semiconductor Industry Chain Schematic

IV. Analysis of core competencies during the reporting period

√ Applicable □Not applicable

Shanghai Beiling's main business is IC design, positioning itself as a first-class analog and digital-analog hybrid IC supplier in China. After continuous investment in R&D, the core competitiveness of the company's IC product business has been continuously strengthened. At present, the company's IC product business is subdivided into 2 categories and 8 sub-product areas, namely, power chain (power management, power devices, motor drive business) and signal chain (data converter, power special chip, IoT front-end, non-volatile memory, standard signal product business), and the main target markets are automotive electronics, industrial control, photovoltaic, energy storage, energy efficiency monitoring, power equipment, optical communications, home appliances, short distance, high-end transportation, and automotive electronics. transportation, high-end

and portable medical devices, as well as other consumer application markets such as cell phone camera modules. During the reporting period, the Company focused on the development of product business in the pan-industrial market and automotive electronics market, and has formed a perfect supply chain and quality assurance system, and is a trusted partner of customers.

1. Products and technologies

The Company's IC products are developed using a mix of analog and digital-analog mainstream process technologies, including 0.18 micron to 28 nanometers. Processes such as CMOS, high voltage BCDs and specialty bipolar integrated circuits.

2. Expansion of new fields and accumulation of new technologies

The company closely tracks the development trend of national strategic emerging industries, accelerates the pace of product structure adjustment, and continuously launches series of products for industrial and automotive electronics markets, covering a wide range of product series such as IGBTs, MOSFETs, EEPROMs, LDOs, DC-DCs, voltage detectors, voltage references, and so on.

During the reporting period, the Company steadily promoted the technology accumulation of power chain and signal chain products, actively carried out the construction of technology platforms in the fields of power management, power devices, standard signal products, data converters, and non-volatile memory, and accelerated the technology layout and upgrading for industrial and automotive applications.

In the field of power chain, the company has increased investment in R&D and technology development of high-performance and high-quality power management chips, such as the development of ultra-low-noise LDOs and high-current step-down DC-DCs, etc. Meanwhile, the company has promoted the development and industrialization of high-end IGBTs and MOSFETs. At the same time, the company promotes the development and industrialization of high-end IGBTs and MOSFETs, enhances the technological research and development of IGBTs for industrial control and automotive electronics, and improves the establishment of technological platforms for key products, as well as the serialization and industrialization of products.

In the field of signal chain, for the communication, rail transportation, power grid, medical and other markets, the company has completed the establishment of high-precision digital to analog / analog to digital conversion technology platform, product development and industrialization, and a number of self-developed data converter products have reached or are close to the technical level of the same type of products in the international arena. The company's standard interface products to complete the technical ability to improve the core technology of high-reliability interface chip in the industrial-grade, automotive-grade interface chip field continues to develop. In the field of electric power special chip, the company through continuous research and development, to meet the needs of the standard change and the new generation of IOT meter products upgrade and iteration.

3. Core team building

The company has always insisted on the positive and enterprising way of talent cultivation and selection, adopting multi-channel cultivation and selection of talents by means of open recruitment for the society, internal competition for posting and organizational selection through democratic recommendation, etc., and comprehensively strengthening the construction of leadership team and cadre. The company constantly strengthens and improves the standardized management of selecting and employing personnel, gives better play to the role of market allocation of talents, stimulates the vitality of talents, and fosters the creation of high-quality professional and vocational teams. We focus on the cultivation of key employees, provide opportunities for job promotion and selection of reserve cadres, and increase the efforts of salary adjustment and restricted stock incentives for key employees.

During the reporting period, the Company focused on attracting, retaining and incentivizing key employees, and advocated the concept of joint and sustainable development of the Company and its employees. At the same time, the Company actively cooperated with the expansion of the Company's new business areas and strengthened the introduction of high-end research and development talents during the reporting period.

As at the end of the reporting period, the proportion of R&D personnel to the total number of employees (including subsidiaries) of the Company was 62%. The number of R&D personnel was 368, representing an increase of 31% over the same period of the previous year, and the total number of personnel was 596, representing an increase of 20% over the same period of the previous year.

4. Intellectual property rights

As of the end of this report, the Company (including its subsidiaries) has accumulated 354 effective patents, including 262 invention patents.

The company owns 397 IC layout design rights and 75 software copyrights.

5、High-tech Enterprise Recognition, Specialized and Specialized New Enterprises

During the reporting period, the Company and the Company's subsidiaries, Shenzhen Ruineng Micro Technology Co., Ltd, Nanjing Micro Alliance Electronics Co., Ltd, Shanghai Lingxin Microelectronics Co., Ltd and Shenzhen Silta Technology Co., Ltd were all high-tech enterprises.

In 2022, Shenzhen Ruineng Micro Technology Co., Ltd. was selected as one of the fourth batch of national specialized, special and new "small giants" enterprises, and Shenzhen Silicon Tower Technology Co.

V. Main operations during the reporting period

In 2022, the company realized a total operating income of 204,426.64 million yuan, an increase of 0.98% over the previous year. Among them: the income from main business is

199,363.87 million yuan, an increase of 1.7% compared with the previous year; other business income of 50,627.7 million yuan, a decrease of 20.87% compared with the previous year. 2022 the company realized gross profit of 696,888.80 million yuan. Among them: the gross profit of main business is 65,135.84 million yuan, an increase of 15,896,800 yuan, or 2.5%, compared with the previous year; the gross profit of other business is 45,529,500 yuan, a decrease of 9,818,100 yuan, or 17.74%, compared with the previous year.

In 2022, the net profit attributable to shareholders of the listed company after deduction of non-recurring profit and loss will be RMB 33,041.52 million, a decrease of RMB 67,318.2 million, or 16.93%, compared with that of the previous year, which is mainly due to the increase in R&D investment of the company during the reporting period.

(i) Analysis of main business operations

1. Analysis of changes in the income statement and related accounts in the cash flow statement

Unit: Yuan Currency: RMB

subjects	Current period	Same period last year	Percentage change (%)
revenues	2,044,266,388.63	2,024,334,631.48	0.98
business costs	1,347,378,427.32	1,333,525,378.02	1.04
sales expense	61,654,888.65	54,018,196.56	14.14
overhead	76,917,017.43	92,256,661.18	-16.63
financial cost	-55,260,644.08	-41,954,968.06	inapplicable
R&D costs	258,188,373.09	176,647,913.72	46.16
Net cash flows from operating activities	-203,911,273.09	385,343,475.48	-152.92
Net cash flows from investing activities	290,913,872.87	-24,759,754.62	inapplicable
Net cash flows from financing activities	-254,820,331.50	-59,157,831.29	inapplicable

Reasons for the changes in research and development expenses: Mainly due to the increase in research and development investment in the current period;
Reasons for the changes in net cash flows from operating activities: Mainly due to the increase in accounts receivable, the increase in inventories and the increase in prepayments and guarantee deposits of the Company during the reporting period;
Explanations for the changes in net cash flows from investing activities: mainly due to the increase in the recovery of held-to-maturity time deposits during the reporting period; explanations for the changes in net cash flows from financing activities: mainly due to the issuance of restricted shares for the second phase in the same period of last year and receipt of fund raising proceeds amounting to RMB67.31 million; during the current period, due to the increase in the acquisition of minority interests, payment of the final balance of the merger and acquisition proceeds and dividend payment from Nanjing Micro Alliance as compared with the same period of last year.

Detailed description of significant changes in the type of business, composition of profits or sources of profits of the company during the period

□Applicable √Not Applicable

2. Revenue and cost analysis

√Applicable □Not applicable

The Company's sales revenue in 2022 increased slightly by 0.98% over the same period last year.

(1). Main business by industry, product, region and sales model

Unit: Yuan Currency: RMB

Main business by industry						
subsector	revenues	business costs	gross margin (%)	Increase/decrease in operating income over the previous year (%)	Increase/decrease in operating costs over the previous year (%)	Increase or decrease in gross profit margin over prior year (%)
Integrated						Increase

Number chain simulation microchip						percentage point
power management microchip	557,032,455.62	351,437,975.23	36.91	-14.81	-6.54	Decrease 5.58 percentage point
power device (computing)	115,189,716.48	91,993,244.98	20.14	13.48	19.53	Decrease 4.04 percentage point
2. Trade in semiconductor materials amiable	556,228,913.00	476,426,421.04	14.35	3.68	-0.50	Increase of 3.6 percentage point
add up the total	1,993,638,662.66	1,342,280,228.48	32.67	1.70	1.31	Increase 0.25 percentage point
Main business by region						
subregion	revenues	business costs	gross margin (%)	Increase/decrease in operating income over the previous year (%)	Increase/decrease in operating costs over the previous year (%)	Increase or decrease in gross profit margin over prior year (%)
Domestic Sales	1,931,332,936.69	1,306,333,164.79	32.36	3.10	2.72	Increase 0.25 percentage point
Foreign sales	62,305,725.97	35,947,063.69	42.31	-28.49	-32.45	Increase 3.38 percentage point
add up the total	1,993,638,662.66	1,342,280,228.48	32.67	1.70	1.31	Increase 0.25 percenta

						ge point
Main business by sales model						
sales pattern	revenues	business costs	gross margin (%)	Increase/decrease in operating income over the previous year (%)	Increase/decrease in operating costs over the previous year (%)	Increase or decrease in gross profit margin over prior year (%)
direct sale (by a factory)	960,206,048.06	727,078,710.42	24.28	25.60	23.82	Increase 1.09 percentage point
retail store	1,033,432,614.60	615,201,518.06	40.47	-13.58	-16.61	Increase 2.16 percentage point
add up the total	1,993,638,662.66	1,342,280,228.48	32.67	1.70	1.31	Increase 0.25 percentage point

Note: In order to more truly and accurately reflect the trading business of the wholly-owned subsidiary of the Company, Haihua Hong Kong, the original "IC trading" business has been changed to "semiconductor materials trading" business.

(2). Analysis of production and sales volume

√ Applicable □Not applicable

Main products	unit (of measure)	production volume	sales volume	stockpile	Increase/decrease in production over previous year (%)	Increase/decrease in sales volume over the previous year (%)	Increase/decrease in inventory over previous year (%)
signal chain mode pseudo-chip	classifier for small spheres, pearls, corn grains,	1,206,880,858	1,277,654,839	323,814,961	-27.91	-15.16	-17.94

(3). Performance of major purchase contracts, major sales contracts

□Applicable √Not Applicable

(4). Cost analysis table

Unit: Yuan

Sub-industry situation							
subsector	Cost component items	Amount for the period	Percentage of total cost for the period (%)	Amount for the same period of the previous year	Percentage of total costs for the same period of the previous year (%)	Change in current period amount over the same period of the previous year than Example (%)	information note
Integrated Circuit Products and Semiconductors Trading	direct material	999,768,037.98	74.48	968,778,935.31	73.12	3.20	
Integrated Circuit Products and Semiconductors Trade in materials	packago testing fee	342,512,190.50	25.52	356,115,469.63	26.88	-3.82	
By product							
by product	Cost component items	Amount for the period	Percentage of total cost for the period (%)	Amount for the same period of the previous year	Percentage of total costs for the same period of the previous year (%)	Change in current period amount over the same period of the previous year	information note

(5). Changes in the scope of consolidation due to changes in the shareholdings of major subsidiaries during the reporting period

□Applicable √Not Applicable

(6). Significant changes or adjustments in the company's business, products or services during the reporting period

□Applicable √Not Applicable

(7). Major sales customers and major suppliers A. Major sales customers of the Company

√Applicable □Not applicable

The sales of the top five customers amounted to RMB517,618,500, accounting for 25.96% of the annual total sales; among which the sales of the top five customers included the sales of the related parties amounted to RMB0.00 million, accounting for 0.00% of the annual total sales.

If the proportion of sales to a single customer exceeds 50% of the total amount, if there are new customers among the top 5 customers, or if there is a heavy dependence on a few customers during the reporting period.

□Applicable √Not Applicable

B. Information on the Company's major suppliers

√Applicable □Not applicable

The procurement amount of the top five suppliers is RMB 87,326.68 million, accounting for 49.97% of the total annual procurement amount; among them, the procurement amount of the related parties among the top five suppliers is RMB 17,558.48 million, accounting for 10.05% of the total annual procurement amount.
The proportion of purchases from a single supplier exceeds 50% of the total amount, there are new suppliers among the top 5 suppliers, or there is heavy reliance on a few suppliers during the reporting period.
□Applicable
√ Not
Applicable
Other Notes

3. cost

√ Applicable □Not applicable

Income statement items	the current period	for the same period last year	Magnitude of change	Statement of reasons
sales expense	61,654,888.65	54,018,196.56	14.14%	Mainly due to labor costs and limitations during the period Increase in amortization expense for restricted stock
overhead	76,917,017.43	92,256,661.18	-16.63%	Mainly as a result of the inclusion of a provision for the payment of excess shareholders' equity in the investee companies in the same period last year. performance incentive
R&D costs	258,188,373.09	176,647,913.72	46.16%	Mainly due to increased investment in research and development during the period
financial cost	-55,260,644.08	-41,954,968.06	inapplicable	Mainly attributable to the increase in foreign exchange gains during the period

4. R&D investment

(1). Table of R&D investment

√ Applicable □Not applicable

Unit: Yuan

Expensed research and development investment for the period		258,188,373.09
Capitalized research and development investment for the period		0.00
Total R&D investment		258,188,373.09
Total R&D investment as a percentage of operating revenue (%)	113 / 335	12.63
Share of R&D inputs capitalized (%)		0.00

(2). R&D Staff Fact Sheet

√ Applicable □Not applicable

Number of R&D staff in the company	368
Number of R&D personnel as a percentage of total company headcount (%)	62%
Educational structure of R&D staff	
Type of academic structure	Number of persons with academic structure
PhD student	3
Master's degree student	106
undergraduate (adjective)	219
specialized training school	38
High school and below	2
Age structure of R&D staff	
Age structure categories	Age structure
Up to and including 30 years of age	151
30-40 years old (including 30 years old and excluding 40 years old)	124
40-50 years old (including 40 years old and excluding 50 years old)	79
50-60 years old (including 50 years old, not including 60 years old)	14
60 years and over	0

(3). information note

□Applicable √Not Applicable

(4). Reasons for significant changes in the composition of R&D personnel and impact on the Company's future development

□Applicable √Not Applicable

5. cash flows

√Applicable □Not applicable

Cash flow items	the current period	for the same period last year	Magnitude of change	Statement of reasons
Other receipts from operating activities Related cash	21,763,761.48	34,759,954.24	-37.39%	Mainly due to recoveries during the period Decrease in the amount of deposits
Payments to and for employees Cash paid by workers	282,523,494.25	174,753,571.36	61.67%	Mainly due to labor during the period Cost increase
Payments for other operating activities Related cash	91,216,370.53	45,553,229.17	100.24%	Mainly due to payments made during the period Increase in capacity margin
Cash received from recovery of investments	771,500,000.00	428,680,585.26	79.97%	Mainly due to expiration of the current period Increase in deposits
Cash received from investment income	175,797,821.92	17,763,397.80	889.66%	Mainly due to interest income on maturing deposits during the period rise
Acquisition of fixed assets, intangible assets and other long-term assets	35,879,418.47	10,010,197.68	258.43%	Mainly due to the increase in the purchase of software

Cash paid				equipment during the period
Net cash paid for acquisition of subsidiaries and other operating units horizontal tablet or inscribed board	128,626,627.93	-	100.00%	Mainly as a result of the acquisition of Shenzhen Silta Technology during the period. corporation
Cash received from absorption of investments		67,312,130.00	-100.00%	Mainly due to the receipt of restricted shares in the prior period. contribution from equity
Cash received from acquisition of loans		2,500,000.00	-100.00%	Mainly due to prior period receipts borrowings
Cash paid for debt service		5,000,000.00	-100.00%	Mainly due to prior period reimbursement borrowings
Distribution of dividends, profits or compensation Cash paid for interest payments	142,435,686.60	93,652,677.06	52.09%	Mainly due to interest during the period Increase in payments
Payments of other cash related to financing activities	112,384,644.90	32,817,284.23	242.46%	Mainly attributable to the purchase of minority interests and payment of excess performance bonus to the former shareholders of Nanjing Micro Alliance during the period. surname Li

(ii) Explanation of significant changes in profit due to non-principal activities

□Applicable √Not Applicable

(iii) Analysis of assets and liabilities

√Applicable □Not applicable

1. Assets and liabilities

Unit: Yuan

Project name	Closing balance of the period	Percentage of total assets at the end of the period (%)	Closing balance of the previous period	Percentage of total assets at the end of the previous period (%)	Percentage of change in amount at the end of the period over the end of the previous period (%)	information note
money funds	731,362,603.42	14.70	1,316,612,301.18	28.25	-44.45	Mainly due to the payment of the consideration for the acquisition of Shenzhen Silta Technology Company Limited, the increase in dividends for the year 2022, the increase in net operating expenses and the reclassification of the Company's new time deposits from "Currency funds" to "Other non-current funds". Accounting for "current assets
petty cash financing assets	729,546,431.90	14.66	764,267,984.00	16.40	-4.54	
notes receivable	31,551,219.88	0.63	26,914,560.66	0.58	17.23	
accounts receivable	412,592,081.86	8.29	284,916,151.60	6.11	44.81	Mainly attributable to the fourth quarter of the period Sales increase
accounts receiva	58,611,576.93	1.18	56,768,572.93	1.22	3.25	

						City Silta Technology Co. Recognition of goodwill
amortize over the long term cost	2,480,847.76	0.05	2,771,038.53	0.06	-10.47	
Deferred tax assets	9,072,730.47	0.18	13,796,171.42	0.30	-34.24	Mainly attributable to the write-off of bad debts on other receivables from Jianqiao Securities during the period. intend
Other non-fluid movable asset	687,285,395.89	13.81	506,438,527.43	10.87	35.71	Mainly relates to the period over one year Increase in time deposits

2. Foreign assets

□Applicable √Not Applicable

3. Restrictions on major assets as at the end of the reporting period

√Applicable □Not applicable

sports event	Closing book value	Reason for restriction
money funds	296,000,000.00	Time deposits with a maturity of less than one year
Other current assets	24,676,541.00	Time deposits with a maturity of less than one year Interest on withdrawals
Other non-current assets due within one year	10,453,500.00	Capacity margins
Other non-current assets	687,285,395.89	Time deposits with maturity over one year and Interest accrued and capacity margin
add up the total	1,018,415,436.89	

4. Other notes

□Applicable √Not applicable

(iv) Analysis of industry business information

√Applicable □Not applicable

Despite short-term fluctuations in sales due to market cyclicality and macroeconomic conditions, the long-term outlook for the semiconductor market remains incredibly strong due to the growing role of chips in making the world smarter, more efficient, and more connected.

Several semiconductor product categories stand out in 2022. Analog integrated circuits, used in automobiles, consumer products and computers, have the highest annual growth rate of 7.5 percent, reaching $89 billion in sales in 2022, according to data released by the Semiconductor Industry Association. Memory sales of $130 billion and logic circuits, with 2022 sales of $176.6 billion, are the largest semiconductor categories in terms of sales. Automotive IC sales grew 29.2 percent year-over-year to a record $34.1 billion.

IC applications involve all aspects of industrial and consumer electronics, covering a wide range of applications, which and the company's IC product business is directly related to a number of segments of the industry is as follows:

1. Power chain (power management, power devices, motor drive business)

Power management chip industry presents a fully competitive market pattern, compared with the 100 billion market size, the market share of the domestic power management chip companies are relatively small. The European and American companies represented by Texas Instruments, Qualcomm, ADI, Maxis and Infineon occupy more than 80% of the domestic power management market. Domestic analog chip companies in the market position, the overall technical strength, sales scale, product variety and so on with the international analog chip manufacturers have a certain gap.

With 5G communication, AI, new energy vehicles, Internet of Things, VR/AR and other new rounds of science and technology gradually towards industrialization, the number and types of electronic devices continue to grow, which directly drives the growth of power management chip demand. As the types of electronic products, functions and application scenarios continue to increase, low noise, high efficiency and low power consumption, miniaturization and integration, digital-analog hybridization has become the technological development trend of power management chips.

Power device business covers a wide range of consumer electronics, computers, industrial control, automotive electronics and other fields, the main suppliers for the European and American manufacturers, in recent years, the market share of domestic brands gradually increased. In the future, from the strategic emerging industries covered by the key areas, new energy vehicles, photovoltaic energy storage, high-end equipment manufacturing, a new generation of information technology and other industries can not be separated from the support of power electronics technology, power electronics technology for these emerging industries provides high-performance, high-precision, high-efficiency electronic control and power supply equipment, become the key to the development of these industries and the basis of its rapid development will also promote China's power Its rapid development will also promote the rapid growth of China's power device market scale. The company's power device business is located in the industrial control and automotive electronics applications to provide highly reliable power device products, and the international industry segments have been in a mature stage, unlike the domestic industry is currently in a growth stage, the user base and demand is huge, the rapid growth of the market attracted a large number of domestic power device companies to enter the field, the market competition is becoming increasingly fierce. From the product dimension, the overall technical level of domestic power device enterprises is still relatively low, the production capacity is mainly concentrated in the low-end product areas, in the new power devices such as high-power trench gate IGBT, super junction MOSFETs and SGT MOSFETs as the representative of high-tech, high value-added mid-range and high-end product areas, foreign enterprises have absolute competitive advantage, the domestic market requires the majority of products are still dependent on imports. Most of the products required by the domestic market still rely on imports. With the improvement of technology level and industrial upgrading of domestic power device industry, it will create huge development space for domestic power device industry.

The global motor drive IC market reached $3 billion in 2021 and is expected to reach $4.129 billion in 2027, at a CAGR of
The growth rate (CAGR) is 5.55%, of which Asia-Pacific accounted for 50.75% of the global motor driver IC market share, followed by North America 22.59%, Europe 17.09%, Latin America 5.52%, and the Middle East and Africa 4.05%. China's market size will be $720 million in 2021, accounting for about 24% of the global market, and it is estimated that it will reach $1,097 million by 2027, by which time the global share will reach 27%. By then, the global share will reach 27%. However, China's domestic motor drive market
The field size of 2027 is about 10 billion, of which the localization rate is less than 10%, and there is huge space for the growth of motor drive products.

2, the signal chain (data converter, power dedicated chips, Internet of Things front-end, non-volatile memory, standard signal products business) high-speed and high-precision ADC/DAC chips are widely used in wireless mobile communications, medical electronics, industrial control equipment, is related to the
The key components of the core performance of the whole system. Among them, ADC/DAC as the core components of communication base station, 5G communication technology brought about by the transformation and upgrading of economic structure as well as the application scenario of Internet of Everything, will provide huge market demand support for the data converter industry.

The global smart grid construction will support the export meter market to maintain high growth, and the export meter is mainly based on SoC chip program. Since 2009, since the national grid began to unify the bidding, the popularity rate of smart meters has increased significantly. According to the measurement law and the state grid regulations smart meter service life of 8-10 years, in 2019 the smart meter into the stock centralized replacement cycle, the state grid in the year the cumulative centralized bidding smart meter 7386
million units, an increase of 39% compared with 2018.In 2020, two tenders were invited by State Grid, and a total of 52.05 million meters were invited throughout the year, a

decrease of nearly 30% compared with 2019. In 2021, two tenders were invited by State Grid, and a total of 66.74 million meters were invited throughout the year, an increase of 28% compared with 2020. In 2022, the State Grid bidding three times (including one supplement), the annual total bidding for all kinds of measuring instruments 72.52 million, a small increase of 8% over 2021. It is expected that in the next three years, the demand for smart meters will continue to be supported by the continued large-scale update of the old meters and the gradual replacement of a new generation of single-phase three-phase Internet of Things smart meters. In the context of the transformation and upgrading of the power grid, in 2020, the State Grid and the Southern Power Grid have carried out a new generation of meter prototype verification and opened the bidding. The new standard meter adopts the concept of multi-core modularization design, based on the OIML R46 international recommendations for energy meters.
(referred to as IR46) of the smart IoT energy meter technical specifications, the new standard will be separated from the meter management and metering, adding more application requirements, with a broader application prospects, but also put forward higher requirements for smart meter chips, 2022 IoT smart meter in the State Grid bidding has exceeded one million units. The company advance layout, research and development for the State Grid and the South Grid next-generation IR46 "dual-core" smart meter special SoC chip, in the field of Internet of Things meter SoC chip to maintain a leading edge, with the smart meter program to provide the ability to provide the entire meter. In addition, the smart grid overseas market has a broad prospect, the company maintains close cooperation with mainstream meter enterprise customers, utilizes the company's complete solution design capability to serve customers directly, and relies on the national "One Belt, One Road" strategy to develop export markets with customers.

During the reporting period, the "new infrastructure construction" policy combined with the "dual-carbon" target favored the ubiquitous IoT market. In various IoT terminals, the demand for energy consumption sensing, optical communication and digital transmission, digital isolators and other segments is growing. 2022, the energy consumption monitoring market in the smart home is growing significantly (mainly in overseas markets), and the market demand is expected to be further enlarged. Demand for two-wheeled and four-wheeled electric vehicle charging facilities is growing even faster as domestic new energy vehicle sales continue to reach record highs. In optical communication and data center facilities, the demand for communication control chips is increasing. In the above areas, the company developed various types of IoT front-end chips have been realized in the introduction of major customers, to achieve the expected market share.

Memory is widely used in computers, consumer electronics, network storage, Internet of Things, information security, industrial control and automotive electronics and other important areas, is one of the basic products in integrated circuits, the entire memory products accounted for about 26% of the chip industry sales in 2022. Due to the impact of increasing inflation in the global market and weakening demand for consumer electronics, the global EEPROM market size in 2022 will be about 1.152 billion U.S. dollars, with year-on-year growth slowing down to about 2%, and China will be 682 million U.S. dollars, with year-on-year growth of about 4.5%. At present, the sales of the company's EEPROM memory products are mainly concentrated in the fields of industrial control, smart meters and large electric appliances. 2022, the company's EEPROM memory products will continue to grow in smart meters and automotive applications. The company is focusing its advantageous resources, striving for a breakthrough in industrial control SPI interface applications, automotive standard grade applications, system integration and other high profit products to create new profit growth points.

Standard signaling products have a long life cycle, a wide range of products, a wide range of applications, is not easy to be affected by a single market boom, although the current global economic slowdown, intensified local geopolitical conflict has led to the global semiconductor market growth rate has slowed down, some of the traditional electronic products demand shrinkage, but structured opportunities to appear, new energy, automotive electronics, and other emerging areas of application increased. Automotive, new energy, photovoltaic and other areas of rapid growth for the standard signal products bring new industrial opportunities. The company in the interface, amplifiers, analog switches and other areas continue to develop standard signal products with a long life cycle, the company's products are located in industrial-grade, automotive-grade applications, with leading R & D strength, reliable product quality and high quality customer service, the company's standard signal products have been entered into the supply chain system of many well-known customers.

(v) Analysis of the investment situation

Overall analysis of outward equity investments

√ Applicable □Not applicable

On March 25, 2022, the Company held the Nineteenth Meeting of the Eighth Board of Directors to consider and approve the "Proposal on the Acquisition of 100% Equity Interests in Shenzhen Silicon Tower Technology Co. The total price of the transaction was RMB 36,000,000. The transaction resulted in a change in the scope of the Company's consolidated financial statements. For details, please refer to the Company's report on the Shanghai Stock Exchange website dated March 29, 2022 (the "Shanghai Stock Exchange Website"). Ltd. on the Acquisition of 100% Equity Interests in Shenzhen Si Ta Technology Co., Ltd." (Announcement No.: Lin 2022-011) disclosed on the website of Shanghai Stock Exchange. For details, please refer to the "Progress Announcement of Shanghai Belling Co., Ltd. on the Acquisition of 100% Equity Interests in Shenzhen Silicon Tower Technology Co. Ltd., Shanghai Bailing currently holds 70% equity interest in Shanghai Lingxin, and intends to acquire the remaining 30% equity interest in Shanghai Lingxin held by Shanghai Yixin with its own funds, and the total price of this transaction is RMB50.05 million. There will be no change in the scope of consolidation of the Company as a result of this transaction. For details, please refer to the "Announcement of Shanghai Beiling Company Limited on the Acquisition of Minority Interests in Shanghai Lingxin Microelectronics Company Limited" disclosed by the Company on the website of Shanghai Stock Exchange on March 29, 2022
(Announcement No.: Lin 2022-012). For details, please refer to the "Progress Announcement on the Acquisition of Minority Interests in Shanghai Lingxin Microelectronics Company Limited by Shanghai Beiling Company Limited" (Announcement No. Pro 2022-021) disclosed by the Company on the website of Shanghai Stock Exchange on June 21, 2022. The investment amount of the Company during the reporting period increased by RMB410.05 million as compared with the previous year.

1. Significant equity investments

√ Applicable □Not applicable

Unit: Yuan Currency: RMB

Name of investee company	Main business	Whether the subject is principally engaged in the investment busine	Investment Approach	investment amount	percentage of shareholding	Wh eth er or no t th e ta bl e	Statement subjects (as appropriate) (used)	Source of funds	collaborating party (as appropriate) (used	Investment Term (if any)	Progress as at the balance sheet date moreover	Estimated revenue (if any)	Effect of profit or loss for the period	Wh eth er or no t in vo lve d	Date of disclosure (if any)	Disclosure index (if any)

Ltd. firms											equity income purchase					
add up the total	/	/	/	410,050,000	/	/	/	/	/	/	/		11,251,363.07	/	/	/

Note: Shanghai Beiling acquired 30% equity interest in Shanghai Lingxin, and after the completion of the acquisition, Shanghai Beiling holds 100% equity interest in Shanghai Lingxin.

2. Significant non-equity investments

□Applicable √Not applicable

3. Financial assets at fair value

□Applicable √Not applicable

Investments in securities

□Applicable √Not Applicable

Private equity investments

□Applicable √Not Applicable

Derivatives investments

□Applicable √Not Applicable

4. Specific progress in the integration of major asset reorganization during the reporting period

☐Applicable √Not Applicable

(vi) Significant asset and equity sales

☐Applicable √Not applicable

(vii) Analysis of major holdings and participations

√Applicable ☐Not applicable

company identification	Main business	registered capital (in millions of dollars)	Total assets ($ million)		
			Current period	Same period last year	Percentage of change (%)
Hong Kong Seaward Ltd.	Organization of the development, design and sale of integrated circuits and related products, consulting services, technology transfer, investment in integrated circuit design, sales, applications and related high-tech industries.	$200,000 +122.08 million Renminbi (RMB)	54,342.52	109,817.91	-50.52
Shanghai Lingxin Microelectronics Co. limited company	Four-technology" services in the field of integrated circuit and electronic application product design, development and test and sales of related products.	1,000.00	17,197.04	18,881.18	-8.92
Shenzhen Ruineng Micro Technology Co.	Design of integrated circuits, sales of integrated circuits, software development, sales of electronic products (excluding monopoly, monopoly control, monopoly goods and restricted items) (Table of Contents),	5,000.00	42,205.64	28,684.04	47.14

Continued from above

company identification	Net assets (in millions of dollars)			Net profit ($ million)		
	Current period	Same period last year	Percentage of change (%)	Current period	Same period last year	Percentage of change (%)
Nanjing Micro Alliance Electronics Co.	Design, development, production and operation of various types of integrated circuits and related electronic applications, to provide technical advice, services and technology transfer; the enterprise's self-produced	1,500.00		35,857.99	35,801.56	0.16
Hoi Wah Hong Kong Limited	products and technology export business; the enterprise's production, scientific research of raw and auxiliary materials, instrumentation, machinery	52,141.54	103,233.79	-49.30	8,057.88	6,481.90	24.31
Shanghai Lingxin Microelectronics Co. firms		16,826.00	15,006.36	12.13	1,697.31	2,921.76	-41.91
Shenzhen							

Nanjing Semiconductor Manufacturing Co.	29,438.07	23,812.67	23.62	4,831.58	9,721.50	-50.30
Shenzhen Silta Technology Co.	3,263.69	2867.26	83.58	2,398.45	1,959.71	22.28

2. The net profit of major holding and participating companies affects the net profit of the company by more than 10% of the operating income and operating profit.

identification firms	Operating income (in millions of dollars)			Operating profit (in millions of dollars)		
	Current period	for the same period last year criticize (i.e. enumerate shortcomings)	Percentage of change (%)	Current period	for the same period last year criticize (i.e. enumerate shortcomings)	Percentage of change (%)
Hoi Wah Hong Kong Limited	55,656.21	53,692.48	3.66	9,605.63	7,552.28	27.19
Ruineng Micro science and technology limited company	37,584.10	25,420.13	47.85	11,310.57	6,435.11	81.02
Nanjing Semiconductor Manufacturing Co. corporation	35,977.72	45,232.73	-20.46	5,121.78	10,645.69	-51.89

(viii) Information on structured subjects controlled by the company

□Applicable √Not applicable

VI. DISCUSSION AND ANALYSIS OF THE FUTURE DEVELOPMENT OF THE COMPANY (i) Industry landscape and trends

√Applicable □Not applicable

Semiconductor products can be divided into four categories: integrated circuits, optoelectronic devices, discrete devices and sensors. Among them, integrated circuits are the core of the semiconductor industry. Integrated circuits refers to a specific manufacturing process, transistors, diodes, capacitors and resistors and other components and wiring interconnections together, to become able to perform specific functions of the microelectronic devices, including logic IC, analog IC, memory, microprocessor a total of 4 kinds.

Integrated circuits and semiconductor devices, as the "food" of the information technology industry, their technical level and scale of development have always been one of the important symbols for measuring the industrial competitiveness and comprehensive national power of a country and a region, and also one of the strategic focuses of the competition among global powers. In information processing technology, digital integrated circuits is the protagonist, and analog integrated circuits used to process analog signals is the key bridge to digitalization. The analog integrated circuits mainly include signal chain chips used to process signals and power management chips used to manage batteries and electrical energy.

Benefiting from a longer life cycle and more decentralized application scenarios, the market for signal chain chips has developed well in recent years, with the industry size growing steadily. Among them, the linear product category (amplifiers and comparators, etc.) is the category with the highest market size share. In the coming period, Moore's law is still valid, under which the area of digital chips is getting smaller and smaller, and the signal chain chips accompanying them will also develop in the direction of miniaturization, low power consumption and high performance driven by more new technologies.

With the society and the market requirements for energy saving and environmental protection are getting higher and higher, the power management of electronic equipment tends to be refined and differentiated, the power management chip has become the key to improve the performance of the whole machine and differentiated

competition, the power management chip technology is moving towards the direction of high efficiency, low energy consumption, integration, kernel digitization, and intelligent development.

The main market share of global analog chips is occupied by foreign manufacturers such as Texas Instruments, ADN, Infineon, STMicroelectronics, etc., but emerging manufacturers still have enough market space. Benefit from the development of 5G, IoT, AI and other emerging markets, coupled with the increase in devices used by domestic terminal manufacturers, domestic analog chip manufacturers will usher in market opportunities. Due to the high technical threshold of weak signal and high-frequency signal processing, the signal chain product business of domestic enterprises is still in its infancy. Power management domestic analog IC vendors can cut into the market from a niche area, against Texas Instruments, Adeno and other companies products to lower prices, better service in China's integrated circuit industry, the application field gradually expand, the expected domestic power management chip market size will continue to achieve growth, while the domestic manufacturers of the market competition will also become more intense.

(ii) Corporate development strategy

√ Applicable □Not applicable

The company's development strategy is to continuously improve product competitiveness in the field of analog integrated circuits and power devices (power chain and signal chain), focus business resources to accelerate the transformation and upgrading of the company's products to the field of industrial control and automotive electronics applications, and make continuous efforts towards the goal of becoming a first-class analog integrated circuits and power devices design company in China.

In the future, the Company's power management chip business will continue to work closely with foundry foundries on the BCD process platform to promote the popularization and application of related products in the fields of industrial control and automotive electronics through the development of ultra-low-noise, ultra-low-power, high-frequency, high-current, and energy-efficient high-power power management chips. The company will strengthen the key process development of power devices such as shielded gate, super junction and high-density trench gate multilayer field termination through close cooperation with foundries, so as to realize the technological and market breakthroughs of power devices in the fields of industrial control and automotive electronics. The company will continue to focus on the development of high-speed/high-precision ADC and DAC products in the signal chain, and strengthen multi-dimensional innovations in architecture, circuitry, and algorithms to occupy the technological high ground. We will continue to expand the cooperation between industry, academia and research institutes to maintain the technological advantages of our products while continuing to enrich our product range, to open up the entire analog signal chain, to develop industrial control series of products to enter the market, and to cooperate closely with machine manufacturers, so as to contribute to the development of integrated circuits in important application fields.

(iii) Business plans

√Applicable □Not applicable

1. Production and operation target for FY2023

In 2023, under the leadership of the Board of Directors, the Company will actively implement the "14th Five-Year Plan", continuously improve the comprehensive competitive strength in technology, service, quality and brand, and strive to achieve high-quality development. Taking into account the current macroeconomic situation at home and abroad and the forecast of future business development of the Company, the Company's business objective for 2023 is to strive for a growth of more than 20% in sales revenue compared with the previous year.

2. The Company's main strategies for production and operation to be adopted in FY2023

(1) Further increase the R&D investment in high-speed and high-precision ADC/DAC, BMS AFE ISOUART communication, high-performance power management, 650V/1200V IGBT, automotive FRD, integrated metering core SoC IOT meter, motor drive, memory, standard signal chain and isolator, etc., to rapidly expand the variety and quantity of the products, and to narrow the technological gap with the international leading enterprises. The company's technological strength will be upgraded.

(2) Strengthen the ability to lead the market and application, enhance cooperation with industry benchmark customers in important areas such as automotive electronics, energy efficiency monitoring, industrial control and energy storage, optical communication, major appliances and intelligent buildings and small home appliances, and improve the ability of system solutions.

(3) Layout of automotive electronics business in an all-round way, improve the R&D and quality management system of the company's automotive electronics products, enrich the variety of automotive-grade products, and rapidly enhance the business scale of automotive-grade IGBTs, power supplies, motor drives and other automotive-grade signal chain products.

(4) Strengthen the strategic cooperation with foundries and packaging plants, and do a good job of securing production capacity and long-term security of the supply chain.

(5) Enhance the level of operation and management, strengthen the construction of system and internal control system, and do a good job of risk management.

(6) People-oriented, vigorously encourage R&D and innovation, stimulate the enthusiasm of employees to start up their own business, and continue to do a good job in the medium and long term incentives.

(7) Focusing on our main business, we have increased our efforts in industrial investment and mergers and acquisitions in order to realize the leapfrog development of the company.

(iv) Possible risk exposure

√Applicable □Not applicable

1. Industrial and strategic risks

(1) IC Design Industry Risks

During the reporting period, the domestic economic growth rate slowed down significantly, and the impact on the IC industry has already appeared, affecting the rapid growth of the Company's business. In addition, the heat of the semiconductor investment market continued, the number of domestic IC design companies remained high, and vicious competition for talents in design companies was frequent, which posed challenges to the Company in stabilizing its technical team and recruiting technical personnel, and the number, level and structure of R&D personnel did not match the planned targets satisfactorily.

Response strategy: Accelerate the development of industrial control and automotive chips to reduce the impact of the decline in the consumer market on the company's business. Optimize the salary structure and continue to implement equity incentives to ensure the stability of the core technical team.

(2) Strategic risk

The company's main business is integrated circuit design, in the field of industrial control and automotive electronics circuit and device products and application solutions development and mass production work has begun to start, has been part of the product to realize the design of the introduction. Due to the industrial control and automotive electronics application environment on the chip products of the whole life cycle of the strict safety management requirements, product technology development is more difficult, evaluation and verification program is complex and time-consuming, the market introduction cycle is generally longer, the business has a greater uncertainty.

Response strategy: Through mergers and acquisitions and independent research and development, the company continues to strengthen the integration of innovative resources in the field of industrial control and automotive electronics, the sharing of innovative achievements and upstream and downstream enterprise technology cooperation, to establish and improve the company's product definition and design capabilities in the field of industrial control and automotive electronics, to strengthen the capacity of functional testing, reliability testing and failure analysis, and to accelerate the research and development of relevant new products and the certification process. The company will also strengthen the capacity building of functional testing, reliability testing and failure analysis to accelerate the R&D and certification process of related new products.

2. Product business risk

(1) Power chain (power management, power devices, motor drive business)

During the reporting period, the market competition in the field of power management chips became increasingly fierce and the development space was relatively limited, and the Company's business of power management and other products will face great challenges.

Countermeasures: Seize the basic part of the consumer market, meanwhile, conduct in-depth research on new market drivers, accelerate market transformation, increase R&D investment, and launch high-performance and high-quality products for medium- and high-end applications. Meanwhile, establish and strengthen the market function, enhance the adhesion with benchmark customers, establish demonstration effect in each market surface, and gradually enhance the brand status.

During the reporting period, the overall demand in the consumer electronics market slowed down due to a number of factors, which inhibited the emergence of new products and markets and intensified competition in the traditional industry. To achieve a breakthrough in the uncertain market environment, the Company's power management and other businesses will face great challenges.

Countermeasures: Accelerate market transformation, focusing on industrial control, automotive, security, netcom and home appliance fields, and focusing on expanding such high-margin and high-threshold markets. Actively develop benchmark customers, strengthen interaction with benchmark customers, and establish a demonstration effect in each market, while providing a new direction for product development.

During the reporting period, the Company's IGBT power device products gradually entered the market and were recognized by more and more customers. Influenced by the shortage of IGBT wafer production capacity and price hike of raw materials, the further promotion of the products and business expansion faced certain difficulties.

Countermeasures: Strengthen the communication with upstream suppliers to ensure the smooth progress of the company's new product development, marketing and other work, and to achieve sustained business growth. Market-oriented, increase R&D investment, promote the company's power device new product development, enhance product competitiveness, and continuously expand the application market scope of existing products.

During the reporting period, the business of the Company's IGBT and MOSFET power device products achieved rapid growth. Due to the slowdown in overall market demand and intensified competition in the industry, the further promotion of the products and business expansion faced certain difficulties.

Countermeasures: Strengthen the communication with suppliers to ensure the smooth progress of the company's new product development and market promotion, and to realize the sustainable growth of the business. Adhere to the market-oriented, through the market surface integration work to strengthen the adhesion with the industry benchmark customers, promote the development of new products, enhance product competitiveness, and continue to expand the scope of existing product application market.

During the reporting period, the market competition in the field of motor drive chips for medium- and low-voltage applications has become increasingly fierce, and the space for development has been relatively limited, so the company's business of medium- and low-voltage and other products will face great challenges.

Countermeasures: Optimize the supply chain and actively develop new finished products. At present, the company's main new products are mainly standard products and products developed in deep customization and cooperation with customers, which can guarantee that the products have a long life cycle.

(2) **Signal chain (data converter, power dedicated chip, IoT front-end, non-volatile memory, standard signal products business)** High-speed and high-precision ADC/DAC are mostly used in high-end industrial and medical machine fields, but the brand, performance and quality of the products

The company is extremely concerned about the reliability of its products, and the long and unpredictable assessment and certification period of its complete products has brought uncertainty to the market promotion of its ADC/DAC products.

Countermeasures: Strengthen the communication with customers, in-depth understanding of the customer's entire system, and actively explore new applications and new customers.

The smart meter market of State Grid and South Grid is gradually becoming clearer, and although the IOT meter has begun to be tendered on a large scale, the unified recruitment market is still dominated by the 2021 standard meter. The company can provide competitive products for the above two standards, especially the IOT meter occupies obvious advantages, so the share switch of these two standards will only affect the sales amount of the company's related products, and will have little impact on the sales quantity and market share.

Countermeasures: Utilizing the company's market advantages in traditional metering chips, SoC chips and metering peripheral chips, we will steadily increase our market share and ensure our share in the State Grid and South Grid's bidding in 2023. Actively cooperate with customers to move towards overseas markets, adding bricks and mortar to the national Belt and Road strategy. We are actively exploring emerging markets such as energy controllers, concentrators, and measurement switches, and have already shipped relevant products in bulk.

The company's IoT front-end business has basically secured its production capacity in 2022, but the market faced by the business is greatly affected by foreign trade orders.

Countermeasures: Aiming at the IoT terminals in domestic smart homes, charging piles, optical communications, base stations and data centers, intelligent lighting and other niche applications, we will further develop series of products for sensing, controlling, and isolating energy consumption, and continue to increase our market share in the domestic market.

The traditional application areas of the Company's EEPROM products are mainly distributed in the markets of LCD panels, industrial control, smart meters, white goods, cell phone camera modules, etc. The relevant demand in 2023 is less than expected and the intensified competition in the industry may affect the realization of the relevant business targets.

Countermeasures: The company's EEPROM product range is relatively complete, while the product is being updated and iterated to optimize the price-performance ratio. We will give full play to the brand advantage, pay close attention to production and quality management, complete the assessment and declaration of product vehicle regulations according to the plan, gradually enter the supply chain of large factories in the field of high reliability, and establish long-term, stable and good cooperation with strategic customers in the field of industrial control, automobile, meter and other high-reliability applications, so as to expand the advantages of state-owned products.

Due to the cyclical nature of the semiconductor market, demand in the consumer market declined significantly during the reporting period, and demand in the fields of industrial control, instrumentation and automotive electronics may also be adjusted downward. Under such circumstances, the shipment volume and profitability of standard signal products may be significantly affected.

Response: At present, the domestic consumer electronics market and export market show a cyclical downward trend, and standard signaling products are facing a sharp increase in market competition pressure. With the transformation and upgrading of domestic industry, there will be new applications in the fields of new energy, automotive electronics, industrial control, etc., which will also bring new market opportunities for standard signal products. The company will continue to expand the product lineup in the standard signal products, so as to more widely meet the requirements of various types of new applications, at the same time, the company will also enhance the market positioning of the standard signal products, product performance, reliability, production control and so on continue to improve, and gradually expand the proportion of automotive-grade products, and strive to form a growth point in the field of industrial control, new energy, automotive electronics and other high-end applications.

(3) **Production and operations risk**

During the reporting period, the company adopted Fabless business model, wafer manufacturing and packaging and testing business all outsourcing, the company purchased wafers from foundries, and entrusted IC packaging and testing enterprises to carry out packaging and testing, the company's products cooperate with the foundries and packaging and testing vendors are mainly industry-renowned large-scale listed companies, the process of the process and processing quality is stable and reliable. 2022, affected by the trade dispute escalation, intensified sanctions in high-tech industry, geopolitical conflicts, international and domestic market downturn, de-stocking and other multiple factors, the first half of the global wafer production capacity from a serious shortage to the second half of the year began to gradually ease or even excess, the company's production and operation work is facing a huge challenge. Response Program: Focusing on the company's business objectives, the company actively responded to the problems of production capacity and inventory increase, and always maintained a positive relationship with suppliers. Extremely friendly consultation and communication to ensure stable and orderly production and operation. On one hand, the company made good wafer stocking plan, on the other hand, it negotiated with packaging factories to adjust the processing strategy, and actively made good connection between production and sales and stocking strategy, which provided supply and logistics guarantee for the company to accomplish the annual operation target. Firstly, we make use of the company's comprehensive advantages to optimize the supply resources, maintain close communication with wafer processing manufacturers, accelerate the research and development of new products and engineering progress, do a good job in production coordination and capacity allocation, and build a long-term friendly and efficient supply chain system. Secondly, we actively negotiate with suppliers of packaging factories, utilize the advantageous resources of suppliers, arrange the stocking plan, internally do a good job of production and marketing, improve operational efficiency, and do a good job of supplier management.

(v) Other

□Applicable √ Not applicable

VII. Circumstances and reasons why the Company has not disclosed in accordance

with the Guidelines due to non-application of the provisions of the Guidelines or for special reasons such as state secrets or trade secrets

□Applicable √ Not applicable

Section IV. Corporate governance

I. Information note on corporate governance

√ Applicable □Not applicable

During the reporting period, the Company, in strict accordance with the Company Law, the Securities Law, the Guidelines for the Governance of Listed Companies and other laws and regulations, as well as the relevant requirements of the China Securities Regulatory Commission and the Shanghai Stock Exchange on corporate governance, has continuously perfected the corporate governance structure of the Company, and promoted the standardized and procedural management of the Company to enhance the level of corporate governance through the establishment and improvement of the internal control system. At present, the Company has established a corporate governance structure with clear powers and responsibilities, mutual checks and balances and an effective internal control system for supervision in accordance with the standard requirements for listed companies, and the powers and responsibilities of the Company's authorities, decision-making bodies, supervisory bodies and management are clear and standardized, basically in line with the requirements of the "Guidelines for Corporate Governance of Listed Companies".

1. Shareholders and shareholders' general meeting: the shareholders of the Company enjoy the legal rights stipulated in laws and regulations and the Articles of Association of the Company, and the shareholders' general meeting of the Company is the supreme authority of the Company. The Company convenes and holds the shareholders' general meeting in strict accordance with the relevant provisions of the Listing Rules of the Shanghai Stock Exchange and the requirements of the Articles of Association of the Company, etc., and treats all shareholders on an equal basis and ensures that all shareholders, especially small and medium-sized shareholders, enjoy equal status and rights and bear the corresponding obligations.

During the reporting period, the Company held 2 general meetings of shareholders, including 1 annual general meeting of shareholders and 1 extraordinary general meeting, to consider the approval of the shareholders.

The total number of motions passed was 17. The convening and holding of each general meeting of shareholders was in compliance with laws and regulations and other relevant provisions.

2. Relationship between controlling shareholders and the company: the company has complete and independent business and independent operation ability, the controlling shareholders of the company strictly regulate their own behavior, exercise the rights of contributors through the general meeting of shareholders, and have no behavior beyond the general meeting of shareholders to directly or indirectly intervene in the company's decision-making and operation activities. The Company is independent in terms of personnel, assets, finance, organization and business, and the Board of Directors, Supervisory Committee and internal organizations of the Company are able to operate independently.

3. Directors and Board of Directors: The Board of Directors of the Company exercises the right to make business decisions of the enterprise in accordance with the law. It is responsible for implementing the resolutions of the Company's shareholders' meeting, performing the deliberation and supervision power of the corporate governance system, and safeguarding the legitimate rights and interests of the Company and all shareholders. Under the Board of Directors, there are Audit and Risk Control Committee, Strategy and Investment Management Committee, and Nomination and Remuneration Committee, which provide support for the scientific decision-making of the Board of Directors. The ninth session of the Board of Directors of the Company consists of seven directors, including three independent directors, and the number and composition of the Board of Directors are in compliance with the requirements of laws and regulations. During the reporting period, the Board of Directors held 7 meetings and considered and passed 52 motions. The convening and holding of each meeting of the Board of Directors was in compliance with the laws and regulations.
Laws, regulations and other relevant provisions.

4. Supervisors and Supervisory Committee: The Supervisory Committee of the Company exercises supervision and inspection of the Company's finances as well as the legal compliance of the Company's directors and senior management in the performance of their duties independently and effectively in accordance with the law.

The Ninth Session of the Supervisory Committee of the Company consists of three Supervisors, including one employee Supervisor, and its composition is in compliance with the requirements of laws and regulations. During the reporting period, the Supervisory Committee held 7 meetings and considered and passed 25 motions. The convening and holding of each meeting of the Supervisory Committee was in compliance with the laws and regulations.
Laws, regulations and other relevant provisions.

5. Information Disclosure and Transparency: In accordance with the requirements of the "Information Disclosure Affairs Management System" and other requirements, the Secretary of the Board of Directors and the Office of the Board of Directors are responsible for the disclosure of the Company's external information, and the Company strictly fulfills its information disclosure obligations in a truthful, accurate, complete and timely manner in accordance with the requirements of the relevant laws and regulations.

During the reporting period, the Company disclosed 49 temporary announcements and 4 periodic reports.

Whether there are significant differences between corporate governance and the laws, administrative regulations and CSRC's regulations on governance of listed companies; if there are significant differences, the reasons should be stated

□Applicable √Not Applicable

II. Specific measures taken by the controlling shareholders and de facto controllers of the Company to ensure the independence of the Company's assets, personnel, finances, organization and business, as well as the solutions adopted to affect the independence of the Company, the progress of work and the follow-up work plan

□Applicable √Not applicable

Controlling shareholders, de facto controllers and other entities under their control engaging in the same or similar business as the Company, as well as the impact on the Company of competition in the same industry or significant changes in the situation of competition in the same industry, measures taken to resolve the issue, the progress of the resolution, and the subsequent resolution plan

□Applicable √Not applicable

III. Briefing on the General Meeting of Shareholders

Session of the Conference	Date of convening	Designated website for publication of resolutions The query index of the	Disclosure date of publication of resolution period	conference resolution
2021 Annual General Meeting of Shareholders	April 21, 2022	http://www.sse.com.cn/	April 22, 2022	Shanghai Belling 2021 Annual General Meeting of Shareholders General Assembly resolution
First Extraordinary General Meeting of 2022 be sure to	December 15, 2022	http://www.sse.com.cn/	December 16, 2022	Shanghai Belling 2022 First interim for the year resolution of the general meeting of shareholders

Preferred shareholders whose voting rights have been restored request the convening of an extraordinary shareholders' meeting

□Applicable √Not Applicable

Information note on the general meeting of shareholders

√Applicable □Not applicable

2021 Annual General Meeting: The meeting was convened and held by the Board of Directors of the Company, which considered and approved the "Full and Abstract of the 2021 Annual Report", "Report on the Work of the Board of Directors for the Year 2021 (Including the Report on the Duties of the Independent Directors for the Year 2021)", "Report on the Work of the Supervisory Board for the Year 2021", "Report on the Financial Accounts for the Year 2021", "Proposed Profit Distribution for the Year 2021", "Proposed Implementation of Routine Connected Transactions for the Year 2021 and Estimated Status for the Year 2022" and "Proposed Adjustment of Allowances for Independent Directors". Proposals on the Implementation of Daily Connected Transactions for FY2021 and Projections for FY2022" "Proposals on Adjustment of Allowances for Independent Directors".

2022 First Extraordinary General Meeting of Shareholders: The meeting was convened and held by the Board of Directors of the Company, and considered and passed the "Proposal on the Renewal of the Appointment of the Accounting Firm", "Proposal on the Amendment of the Articles of Association of the Company and Handling of the Industrial and Commercial Changes", "Proposal on the Amendment of the Rules of Procedure of the Board of Directors".

Proposal on the Amendment of the Rules of Procedure of the Board of Supervisors Proposal on the Amendment of the Rules of Procedure of the General Meeting of Shareholders Proposal on the Amendment of the System for the Management of Proceeds Proposal on the Amendment of the System for the Work of the Independent Directors Proposal on the Election of Non-Independent Directors to the Ninth Board of Directors Proposal on the Election of Independent Directors to the Ninth Board of Directors Proposal on the Election of Supervisors to the Ninth Board of Supervisors Proposal on the Election of Independent Directors of the Ninth Session of the Board of Directors" "Proposal on the Election of Supervisors of the Ninth Session of the Board of Supervisors".

IV. Directors, Supervisors and Senior Managers

(i) Changes in shareholdings and remuneration of incumbent and outgoing directors, supervisors and senior management during the reporting period

√ Applicable □Not applicable

Unit: shares

name and surname	Position (note)	distinguishing between the sexes	(a person's) age	Date of commencement of term of office	Termination date	Number of shares held at the beginning of the year	Number of shares held at the end of the year	Increase or decrease in the number of shares during the year	Reasons for changes	Total pre-tax compensation received from the Company during the reporting period (in millions) (yuan)	Whether or not they receive compensation from a related party of the company
Qin Yi (1916-1997), senior party apparatchik	chairman of the board	male	57	October 21, 2021	December 14, 2025	272,400	272,400	0		235.21	be
Yang Kun	board member	male	52	October 21, 2021	December 14, 2025	127,500	127,500	0		315.67	clogged
	deputy director			August 26, 2021	December 14, 2025						
Kang	board	male	40	October 21, 2021	December 14, 2025	0	0	0		0	be

Yan Shifeng	deputy general manager	male	45	December 15, 2022	December 14, 2025	144,700	126,700	-18,000	Prior to being appointed as a Vice President, he passed the II. mark-to-market	0	clogged
Liu Jun (left) (appointed)	board member	male	44	April 22, 2021	December 14, 2022	0	0	0		0	be
Chen Ming (left) (appointed)	employee supervisor board member	male	53	December 16, 2016	December 14, 2022	0	0	0		54.83	clogged
add up the total	/	/	/	/	/	951,100	924,400	-26,700	/	979.205	/

name and surname	Main work experience
Qin Yi (1916-1997), senior party apparatchik	Born in October, 1965, bachelor degree, professor level senior engineer. He has served as Design Engineer of Bipolar Design Office of Wuxi Huajing Company, Technical Deputy Director of Bipolar 6 Branch Factory, Executive Deputy Director of Bipolar Design Office, Head of Manufacturing Division and Head of Technical Division of Wuxi Huajing Toshiba Semiconductor Joint Venture Company, Manager of Sales Department of Huayue Microelectronics Company Limited, General Manager of Shaoxing Core Valley Technology Company Limited, Director of Operation, General Manager of Technology Center, Deputy General Manager, Acting General Manager and General Manager of Shanghai Behring Company Limited, Director/Chairman of Hong Kong Haihua Company Limited, Director of Solantro Semiconductor Corp. Ltd., Director/Chairman of Hong Kong Haihua Company Limited, Director of Solantro Semiconductor Corp., Chairman of Shanghai Lingxin Microelectronics

	Company Limited, Executive Director of Shenzhen Ruineng Microelectronics Company Limited, Executive Director of Nanjing Micro Alliance Electronics Co. Ltd., Deputy General Manager of UW Semiconductor Ltd., Chairman of Beijing Chian Technology Co., Ltd., Chairman of Zhongdian Compound Semiconductor Co. Chairman of the Board of Directors, Ltd.
Yang Kun	Born in November 1970, he is a senior engineer with a master's degree. He was an engineer and assistant to the director of the test center of the 504th Research Institute of the Fifth Academy of the Aerospace Industry Corporation, an engineer and director of the technical center of ZTE Corporation, the general manager of ZTE Integrated Circuit Company Limited, the general manager of Nettai Jin'an Company Limited, the general manager of Nanjing MicroManufacturing Electronics Company Limited, the deputy general manager of Shanghai Bailing Company Limited, and the chairman of Shanghai Lingxin Microelectronics Company Limited. He is currently a non-independent director and general manager of Shanghai Belling Co., Ltd, chairman of the board of Hong Kong Haihua Co., Ltd, executive director of Shenzhen Ruineng Micro Technology Co., Ltd, executive director of Shanghai Lingxin Microelectronics Co. Matters.
Kang Jian (1540-1562), general of Shu and blood-sucking genius of the Ming Dynasty	Born in March 1982, he is a doctoral candidate, professor-level senior engineer and senior economist. He has served as Senior Consultant, Deputy General Manager of Shanghai Branch and General Manager of Shanghai Branch of SEDI Consultants Co., Ltd, Professional Manager of Investment Management Department and Department Director of Investment Management Department of Welltec Semiconductor Co. He is currently the Investment Director and Director of the Investment Management Department of Welltec Semiconductor Company Limited, a director of China Electronics Group (BVI) Holding Company Limited, a director of CLP Power Hong Kong Limited, a non-executive director of Solomon Systech Semiconductor Company Limited, a director of Shanghai Belling Co. Non-Independent Directors of the Company.
Wang Hui (1901-1974),	Born in October, 1982, Master of Engineering, Master of Business Administration. He has served as Tapeout Engineer, AE Senior Engineer, Sales Senior Engineer, Technical Marketing Manager of Shanghai Hua Hong NEC Electronics Co. Ltd. Currently, he is the Director of Development Planning Department of Welltec Semiconductor Co. Ltd., Chengdu Huawei Electronics Technology Co., Ltd. and a non-independent director of Shanghai Beiling Co.

Soviet trained Chinese communist leader, a martyr of the Cultural Revolution	
Hu Renyu	Born in November 1964, Dr., Professor. He is currently a professor in the Department of Accounting, School of Business, East China University of Science and Technology, Director of the Research Center for Accounting Informatization and Financial Decision Making, and Director of Shanghai Belling Co. Independent Director, Shanghai Weir Semiconductor Company Limited, Independent Director of Xiangyi Rongtong Holding Group Company Limited, Independent Director of Yuanyao Biotechnology (Yancheng) Co.

	Mr. Hu is a director of China Accounting Association and the deputy director of Accounting Informatization Professional Committee. 胡仁昱先生是财政部聘任的会计信息化委员会咨询专家，国标委会计信息化标准委员会委员，中国会计学会理事并任会计信息化专业委员会副主任，中国成本研究会理事，中国会计学会工科院校分会常务理事，华东地区 Mpacc 协作联盟秘书长，长三角研究生论坛秘书长，上海会计学会 He is also the executive director and member of the Academic Committee of Shanghai Accounting Association, director of the Accounting Informatization Committee of Shanghai Accounting Association, deputy director of the Academic Committee of Shanghai Cost Research Association, director of Xuhui Science and Technology Association, and chairman of the Research Association of Information Technology in Finance and Accounting. He has made great achievements in the field of accounting informatization research in China and opened up a new growth point for the accounting discipline. He is a leading figure in academic research in the direction of accounting informatization in Shanghai.
Chen Lijie	Born in October 1954, Doctor of Laws. He has served as Director and Deputy Director of the Department of Industry, Trade and Commerce of the Legislative Affairs Bureau of the State Council, Deputy Director of the Department of Policies and Regulations of the State Economic and Trade Commission, Inspector of the Bureau of Policies and Regulations of the State-owned Assets Supervision and Administration Commission of the State Council, General Counsel of China Mobile, and an independent non-executive director of Aluminum Corporation of China Limited. He is currently an independent director of Beijing Huada Jiu Tian Technology Co. Director, Independent Director of China Machinery Huan Yu Certification and Inspection Company Limited, Independent Director of Shanghai Beiling Co.
Zhang Xing (1935-1985), journalist and communist politician, reported on the rise of the Qing	Born in August 1965, he is a doctoral candidate and professor. He has been a postdoctoral fellow, lecturer, associate professor and professor at Peking University, visiting scholar at the Hong Kong University of Science and Technology, deputy director and executive deputy director of the Institute of Microelectronics at Peking University, executive vice dean of the School of Information Science and Technology at Peking University, and executive vice dean and dean of the School of Software and Microelectronics at Peking University. Currently, he is a professor, deputy director of the Department of Information and Engineering Science, and legal representative of the School of Software and Microelectronics at Peking University, an independent director of Shanghai Coretronic Technology Co. Ltd., an independent director of Shanghai Belling Co., Ltd. and a member of the board of directors of Beijing Yi Tang IC Industry Development Foundation.

dynasty	
Xu Haidong (1957-), PRC politician, hero of the 1957 Nobel Peace Prize	Born in April 1970, he is a doctoral candidate and senior economist. He has served as Deputy Chief of Supervision Section II of Zhuhai Central Sub-branch of the People's Bank of China, Director of Corporate Finance of Zhuhai State-owned Assets Management Bureau, Deputy General Manager of China Electronics Finance Corporation, Deputy Director of the Finance Department of China Electronics Information Industry Corporation, Chief Accountant of China Great Wall Science and Technology Group Corporation. He is now the chief accountant of Welltec Semiconductor Company Limited, the supervisor of Shanghai Sektec Semiconductor Company Limited, the supervisor of Shanghai Advanced Semiconductor Manufacturing Company Limited, and the chief accountant of China Great Wall Technology Group Company Limited. Ltd., Chairman of the Board of Directors and Non-executive Director, Chairman of the Board of Directors of CLP Smartcard Limited, Chairman of the Supervisory Board of Shanghai Belling Co.
Deng Hongbing (1936-), Chinese communist leader, a martyr of the Cultural Revolution	Born in October 1987, Bachelor's Degree, Chartered Certified Accountant (UK), Internationally Registered Internal Auditor (IRIA). He has served as a senior auditor in China for the Chengtai Group, an audit director for Lippon Investment Co., Ltd, an audit supervisor for Fresenius Kabi Huarui Pharmaceuticals Co. Ltd., Audit Manager of Fresenius Kabi Warwick Pharmaceuticals Ltd. and Professional Manager of Audit Department of Welltec Semiconductor Ltd. Supervisor of Jinghua Dazhi Bao Electronic System Co.
high source	Born in January 1980, he holds a Bachelor's Degree in Engineering and Literature. He has worked in Shanghai Media Group Five Star Sports Channel, Huipay World Co. Ltd. and is currently the manager of the comprehensive management department and employee supervisor of Shanghai Beiling Co.

Tong Xiaoli	Born in December 1978, Master of Economics, Certified Public Accountant and Certified Management Accountant. He has served as ERP consultant of Shanghai Bocom Information Co., Ltd., accountant of U-Tech Semiconductor (Shanghai) Co., Ltd., treasurer and financial analysis of the Finance Department of Shanghai Belling Co., Ltd., assistant manager of the Finance Department, assistant to the general manager and manager of the Finance Department, supervisor of Shanghai Belling Microelectronics Manufacturing Co., Ltd. and director of the finance department of Nanjing MicroMechanics Co. Ltd., Director of Hong Kong Haihua Company Limited, Supervisor of Shanghai Lingxin Microelectronics Company Limited. Chief Financial Officer of Shenzhen Ruineng Micro Technology Co., Ltd. and Supervisor of Shenzhen Silta Technology Co.
Zhou Chengjie (1875-1968), Singaporean businessman and politician	Born in March 1964, Master of Science, Senior Engineer. He was the manager of the Development Management Department of Shanghai Jinjiang International Industrial Investment Company Limited (former New Jinjiang Company Limited), the manager of the Investment and Audit Department and the assistant to the general manager of Shanghai Huadong Computer Company Limited, the assistant to the director of the Technical Management Department, the director of the Investment/Technical Management Department, the director of the Business Development Department, the secretary of the Board of Directors and the director of the Board of Directors' Office (Audit Department) of Shanghai Belling Co. Staff Supervisor, Supervisor of Shanghai Belling Microelectronics Manufacturing Co., Ltd, Director of Suzhou Tongguan Microelectronics Co., Ltd, Director of Wuxi New Clean Energy Co. Ltd. and executive director. He is currently the Secretary of the Board of Directors and Director of the Board Office (Audit Department) of Shanghai Belling Co.
Yan Shifeng	Born in June 1977, Master of Science. He was a teacher in the Mathematics Department of Shanxi University, a planner in the Planning Department, an assistant manager in the Marketing/Technical Support Department, and a district manager in the Sales Department of Shanghai Belling Co.

	Domain Sales Manager (Beijing Office), Assistant Marketing/Technical Support Manager, Marketing/Technical Support Manager, Sales Manager, Assistant General Manager and Sales Manager, Sales Director. Currently, he is the deputy general manager of Shanghai Belling Co.
Liu Jun (1907-1982), Chinese communist leader	Born in April 1978, bachelor degree. He has been the manager of the website operation department, the party affairs director of the president's office, the secretary of the company's general party branch and the vice-chairman of the labor union of Ninth City Computer Technology Consulting (Shanghai) Co., Ltd, the deputy general manager of Shanghai United City Football Club Co., Ltd, the assistant to the director of the integrated administration department of Shanghai Film Co., Ltd, the department manager of the integrated department of Huada Semiconductor Corp. and the department director of the human resources department of Huada Semiconductor Corp. Director of Solantro Semiconductor Corp. and non-independent director of Shanghai Belling Co. Currently serves as Shanghai Deputy Secretary of the Party Committee and Secretary of the Discipline Inspection Committee of Behring Co.
Chen Ming (1905-1995), Soviet trained Chinese communist leader	Born in April 1969, Dr., Senior Engineer. He has served as Assistant Engineer and Workshop Director of Workshop 603 of Chengdu Hongming Electronics Industry Corporation, Deputy Plant Director of Plant 6 of Chengdu Hongming Electronics Industry Corporation, Process Engineer of Silicon Wafer Department, Manager of Advanced Microelectronic Devices Division of Technology Center, Design Manager of Power Devices of Technology Center, and Manager of Business Development Department of Shanghai Beiling Co. Project Management Manager, Deputy Manager of Business Development Department (presiding), Staff Supervisor. Currently, he is the Deputy Director of Technology Center of Shanghai Belling Co.

Other information notes

□Applicable √Not Applicable

(ii) Occupation of Directors, Supervisors and senior management currently serving and those who left during the reporting period

1. Employment in shareholders' organizations

√ Applicable □Not applicable

Name of incumbent	Name of Shareholder Unit	Positions held in shareholders' organizations affair	Date of commencement of term of office	Termination date
Qin Yi (1916-1997), senior party apparatchik	Welltec Semiconductor Ltd.	deputy general manager	August 2021	
Wang Hui (1901-1974), Soviet-trained Chinese communist leader, a martyr of the Cultural Revolution	Welltec Semiconductor Ltd.	Director, Strategic Planning Department	July 2020	
Kang Jian (1540-1562), general of Shu and blood-sucking genius of the Ming Dynasty	Welltec Semiconductor Ltd.	Director and Investment Management Head of Departmental Division, Ministry of Investment	April 2022	
Qin Yi (1916-1997), senior party apparatchik	Beijing Chian Technology Co. department (under a ministry)	chairman of the board	September 2021	
	CLP Compound Semiconductor Co. department (under a ministry)	chairman of the board	September 2021	
Xu Haidong (1957-), PRC politician, hero of the 1957 Nobel Peace Prize	Welltec Semiconductor Ltd.	chief accountant	October 2020	
	Siu Wah Semiconductor Co.	board member	November 2021	
	Nanjing Micro Alliance Electronics Co.	executive director	June 2022	
	Hoi Wah Hong Kong Limited	chairman of the board	September 2021	
Yang Gun Hongbing (1936-), Chinese communist leader, a martyr of the Cultural Revolution	Welltec Semiconductor Ltd.	Head of Department, Audit Department	July 2020	
	Shenzhen Pointing Micro Technology Co. department (under a ministry)	executive director	September 2021	
	Shanghai Lingxin Microelectronics Co.	chairman of the board	November 2021	June 2022
	Shanghai Lingxin Microelectronics Co.	executive director	June 2022	
Liu Jun (1907-1982), Chinese communist leader	Welltec Semiconductor Ltd.	Departmental Director, Ministry of Human Resources	March 2021	December 2022
	Shenzhen Shita Technology Co.	executive director	June 2022	
	China Electronics Group (BVI) Holdings corporation	board member	January 2020	
Appointment in a shareholders' organization	not have			
Kang Jian (1540-1562), general of Shu and	CLP Power Hong Kong International Limited	board member	January 2020	
	CLP Capital Management LLC	board member	January 2020	June 2022

2. Employment in other organizations

√ Applicable □Not applicable

Name of incumbent	Name of other units	In other units Positions held by the Office of the United Nations High Commissioner for Human Rights	Date of commencement of term of office	Termination date

	department (under a ministry)	non-executive director		
	China Electronics Group (BVI) Holdings corporation	board member	June 2021	
	CLP Smart Card Co.	chairman of the board	August 2021	
	Shanghai Advanced Semiconductor Manufacturing Corporation mailbox company	supervisor	March 2021	
Deng Hongbing (1936-), Chinese communist leader, a martyr of the Cultural Revolution	Nanjing Integrated Circuit Design Service Industry Innovation Center Ltd.	supervisor	March 2021	
	Beijing Hua Da Zhi Bao Electronic System Co. limited company	supervisor	September 2021	
Tong Xiaoli	Hoi Wah Hong Kong Limited	board member	October 2012	
	Shanghai Lingxin Microelectronics Co.	supervisor	October 2012	
	Nanjing Micro Alliance Electronics Co.	chief financial officer	August 2020	June 2022
	Shenzhen Ruineng Micro Technology Co. department (under a ministry)	chief financial officer	December 2021	
	Shenzhen Silta Technology Co.	supervisor	June 2022	
Zhou Chengjie (1875-1968), Singaporean businessman and politician	Nanjing Micro Alliance Electronics Co.	executive director	September 2021	June 2022
Liu Jun (1907-1982), Chinese communist leader	Solantro Semiconductor Corp.	board member	August 2021	December 2022
Appointments in other	not have			

organizations Statement of the status of employment	

(iii) Remuneration of Directors, Supervisors and Senior Management

√ Applicable □Not applicable

Decision-making procedures for the remuneration of directors, supervisors and senior managers	The remuneration of directors, independent directors and supervisors shall be decided by the shareholders' meeting in accordance with the relevant provisions of the Articles of Association of the Company. The remuneration of senior management personnel shall be determined by the Nomination and Remuneration Committee of the Board of Directors for examination and approval in accordance with the Company's "Management Measures for the Operating Team of Shanghai Belling Co. Definition.
Directors, Supervisors and Senior Management Report Basis for determining remuneration	Senior management in accordance with the program approved by the Nomination and Remuneration Committee of the Board of Directors; sole Allowances for standing directors are implemented in accordance with the program considered and approved by the Company's General Meeting of Shareholders.
Actual payment of directors, supervisors and senior management	The performance appraisals for fiscal year 2022 of the senior executives who receive compensation from the Company have not yet been completed, the Compensation for the reporting period includes a performance bonus for 2021 and does not include a performance award for 2022.
The actual amount received by all Directors, Supervisors and Senior Management at the end of the reporting period	Total remuneration actually received by all directors, supervisors and senior management at the end of the reporting period 9,792,050 (including taxes).
Total remuneration	

(iv) Changes in directors, supervisors and senior management of the Company

√ Applicable □Not applicable

name and surname	Positions held	Scenario of change	Reason for change
Liu Jun (1907-1982), Chinese communist leader	board member	leave one's post	Term expires
Chen Ming (1905-1995), Soviet trained Chinese communist leader	employee supervisor	leave one's post	Term expires
Wang Hai (1907-1967), Soviet trained Chinese communist leader, a martyr of the Cultural Revolution	board member	elections	Elected to serve as a director upon nomination by shareholders
high source	employee supervisor	elections	Elected by the Staff Council as Staff Supervisor
Yan Shifeng	deputy general manager	appoint (to a position)	Appointed by the Board of Directors as Vice President

(v) Description of penalties imposed by securities regulators in the past three years

Applicable √Not applicable

(vi) Other

□Applicable √Not applicable

V. Information on boards of directors convened during the reporting period

Session of the Conference	Date of convening	conference resolution
Nineteenth meeting of the Eighth Board of Trustees	2022 3 Mr. José Antonio González	The following motions were considered and approved: (i) Full and Abstract Annual Report 2021 (ii) Report on the Work of the Board of Directors for the Year 2021 (Including the Report on the Duties of the Independent Directors for the Year 2021) (iii) Report on the Performance of the Audit and Risk Control Committee of the Board of Directors for the Year 2021 (iv) "Business Summary for FY2021 and Business Plan for FY2022" (v) "Report on Financial Accounts for FY2021" (vi "Proposal for Distribution of Profit for FY2021" (vii) "Proposal for Execution of Daily Connected Transactions for FY2021 and Projections for FY2022" (viii) Motion on the Review of the Risk Assessment Report of China Electronic Finance Co. (ix) Motion on Application for Comprehensive Bank Credit for the Year 2022 (x) Motion on Consideration of <Audit Report on the Explanation on the Achievement of Performance Commitments for Cash Purchase of Assets by Shanghai Beiling> (xi) Report on the Evaluation of Internal Control for the Year 2021 (xii) Social Responsibility Report for the Year 2021 (xiii) Report on the Results of Performance Evaluation and Incentive Payment Scheme for Executives for the Year 2021 (xiv) Proposal on Adjustment of Allowances for Independent Directors (xv) Proposal on Adjustment of Restricted Stock Repurchase Price under the First and Second Phases of Restricted Stock Incentive Plan (xvi) Proposal on Repurchase and Cancellation of Restricted Shares of Part of the Incentive Recipients Which Have Been Granted but Not Yet Released from Restricted Shale (xvii) "Motion on the fulfillment of the conditions for the release of restricted shares during the first release period of the reserved grant portion of the first phase of the Restricted Stock Incentive Plan" (xviii) "Motion on the amendment of the Articles of Association of the Company and the handling of industrial and commercial changes" (xix) "Motion on the sale of assets of the shares of Wuxi Xinjianeng Company Limited on an opportunistic basis" (xx) "Motion on the acquisition of 100% equity interest in Shenzhen Silta Technology Company Limited" (xx) "Motion on the acquisition of 100% equity interest in Shenzhen Silta Technology Co. (xxi) "Proposal on the Acquisition of Minority Interests in Shanghai Lingxin Microelectronics Co. Notice to the General Assembly.
Eighth session of the Board of	2022 4 Mr. José	The following motions were considered and approved: (i) First Quarterly Report 2022 (ii) Off Resolution on the Reduction of the Registered Capital of

Trustees Twentieth Meeting	Antonio González	Oceana Hong Kong Limited.
Twenty-first meeting of the Eighth Board of Trustees	2022 6 Month 14	The following motions were considered and approved: (1) Motion to amend the "Management System for External Guarantees" (2) Motion to amend the "Rules for the Audit and Risk Control Committee of the Board of Directors" (3) Motion to amend the "Rules for the Strategy and Investment Management Committee of the Board of Directors" (4) Motion to amend the "Rules for the Nomination and Remuneration Committee of the Board of Directors" (5) Motion to amend the "Investor Relationship Management System" (6) Remuneration Committee of the Board of Directors' Rules of Procedure (v) Proposal to amend the Investor Relations Management System (vi) Second Release of Restricted Shares under the First Restricted Stock Incentive Plan for the Initial Grant Portion Motion to Release Restricted Sales.
Twenty-second meeting of the Eighth Board of Directors	2022 8 Mr. José Antonio González	The following motions were considered and approved: (a) Full and Abstract Half-Yearly Report 2022 (ii) "Motion on Reviewing the Risk Assessment Report of China Electronics Finance Corporation Limited" (iii) "Motion on the Achievement of the Company's Performance Assessment Condition for the Second Unlocking Period of the Reserved Grant Portion of the First Restricted Stock Incentive Plan" (iv) "Motion on the Achievement of the Company's Performance Assessment Condition for the Third Unlocking Period of the First Restricted Stock Incentive Plan" (v) "Motion on the Achievement of the the first release from restricted sale period of the second phase of the restricted share incentive plan of the public Motion to reach the conditions of the Division's performance appraisal.
Twenty-third meeting of the Eighth Board of Trustees comment on	2022 10 Mr. José Antonio González	The following motions were considered and approved: a) Third Quarter Report 2022.
Twenty-fourth meeting of the Eighth Board of Trustees	2022 11 Mr. José Antonio González	The following motions were considered and approved: (i) "Proposal on the Election of Non-Independent Directors for the Ninth Session of the Board of Directors" (ii) "Proposal on the Election of Independent Directors for the Ninth Session of the Board of Directors" (iii) Proposal for Renewal of the Appointment of Accounting Firms and handling of industrial and commercial changes" (v) "Amendment to the Rules of Procedure of the Board of Directors

		(F)Proposal for Amendment to the Rules of Procedure for the General Meeting of Shareholders (G) Proposal for Amendment to the System for the Management of Proceeds (H) Proposal for Amendment to the System for the Work of Independent Directors (I) Proposal for Convening the First Extraordinary General Meeting of Shareholders in 2022 Notice of Meeting.
First meeting of the ninth session of the Board of Trustees	2022 12 Mr. José Antonio González	The following motions were considered and approved: (1) "Proposal on the Election of the Chairman of the Ninth Session of the Board of Directors" (2) "Proposal on the Candidates for the Specialized Committees of the Ninth Session of the Board of Directors of the Company (iii) Proposal on the Appointment of General Manager and Secretary of the Board of Directors (iv) Proposal on the Appointment of Financial Controller and Deputy General Manager of the Company (v) Proposal on the Appointment of Securities Affairs Representative of the Company (vi) Proposal on the Amendment of Information Disclosure Management System (vii) Motion on Revision of the Management System for Informants of Insider Information.

VI. Fulfillment of duties by directors

(i) Participation of Directors in the Board of Directors' and Shareholders' Meetings

Name of Director	Independent or not	Participation in the Board of Trustees						Participating Shareholders General Assembly
		Number of times due to participate in the Board during the year	Number of in-person appearances	Participation by correspondence	Attendance by proxy	Number of absences	Failure to attend two consecutive meetings in person comment on	Attendance at General Meetings of Shareholders
Qin Yi (1916-1997), senior party apparatchik	clogged	7	7	3	0	0	clogged	2
Yang Kun	clogged	7	7	3	0	0	clogged	2
Kang Jian (1540-	clogged	7	7	5	0	0	clogged	2

1562), general of Shu and blood-sucking genius of the Ming Dynasty								
Wang Hui (1901-1974), Soviet trained Chinese communist leader, a martyr of the Cultural Revolution	clogged	1	1	0	0	0	clogged	0
Hu Renyu	be	7	7	3	0	0	clogged	2
Chen Lijie	be	7	7	7	0	0	clogged	2
Zhang Xing (1935-1985), journalist and communist politician, reported on the rise of the Qing dynasty	be	7	7	7	0	0	clogged	2
Liu Jun (1907-1982), Chinese communist leader	clogged	6	6	2	0	0	clogged	2

Statement of failure to attend in person two consecutive meetings of the Board of Trustees

□Applicable √Not Applicable

Number of Board meetings held during the year	7
Of which: number of on-site meetings	0
Number of meetings held by correspondence	2
Number of meetings held on-site in conjunction with communications	5

(ii) Directors' objections to matters relating to the Company

□Applicable √Not Applicable

(iii) Other

□Applicable √Not applicable

VII. Specialized committees under the Board of Directors

√Applicable □Not applicable

(1). Membership of specialized committees under the Board of Directors

Category of specialized committees	Name of member
Board of Auditors	Hu Renyu (Convener), Chen Lijie, Wang Hui
nominating committee	Mr. Zhang Xing (Convener), Hu Renyu, Qin Yi

Strategy and Investment Management Committee	Qin Yi (Convener), Yang Kun, Kang Jian, Chen Lijie, Zhang Xing

Notes:
1. The Audit Committee is the Company's Audit and Risk Control Committee and the Nomination Committee is the Company's Nomination and Remuneration Committee.

2. At the first meeting of the ninth session of the Board of Directors held on December 15, 2022, the candidate for the Audit and Risk Control Committee was selected from Mr. Hu Renyu.

(Convenor), Ms. Chen Lijie and Mr. Liu Jun were adjusted to Mr. Hu Renyu (Convenor), Ms. Chen Lijie and Mr. Wang Hui. **(2). The Audit and Risk Control Committee held 7 meetings during the reporting period**

Date of convening	Content of the meeting	Key observations and recommendations	Other performance of duties
2022 3 Mr. José Antonio González	The Tenth Meeting of the Audit and Risk Control Committee of the Eighth Board of Directors considered and approved the "Annual Report 2021", "Report on the Performance of the Audit and Risk Control Committee of the Board of Directors for the Year 2021", "Report on the Evaluation of the Internal Control for the Year 2021", "Report on the Financial Accounts for the Year 2021", "Proposed Distribution of Profit for the Year 2021", and "Proposals for Daily Associated Transactions for the Year 2021". Ease of implementation and 2022 forecast Proposal on the Review of the Risk Assessment Report of China Electronic	Considered and approved 9 items including the Full and Abstract of the Annual Report 2021. The opinions are as follows: I. Regarding the matters notified by China Audit Zhonghuan, we hope that the Company will earnestly rectify and implement the suggestions made in the management proposal. Opinions on Consideration of the Annual Accounts Report of the Company for the Year 2021 and Related Management Work 1. The overall operation of the Company for the year 2021 is good. The Company should further enhance its profitability, make good medium- and long-term planning on how to effectively utilize the Company's cash assets and financial assets, and further expand and strengthen the Company's main business.2. Benchmark against excellent design companies in the IC industry in terms of gross profit margin and the proportion of research and development (R&D) investment, continue product transformation and upgrading, and increase investment in R&D in key	Heard the Company's Communication of the Results of the Audit of the Annual Financial Report for Fiscal Year 2021 Annual Audit Report of Shanghai Beiling for the Year of 2021" "Special Explanation on the Occupation of Funds by Controlling Shareholders and Other Related Parties of Shanghai Beiling". Summary of the Company's "Five-in-One" Work in 2021 and Work Plan for 2022" "Report on the Summary of Audit Work in 2021 and Audit Work Plan for 2022".

	Finance Corporation Limited, Proposal on the Application for a Comprehensive Credit Facility from Banks for the Year 2022, Proposal on the Consideration of <Audit Report on the Explanation on the Realization of Performance Commitments of Assets Purchased by Shanghai Beiling for Cash>.	areas, so as to enhance the Company's profitability and ability to sustain development. 3. Pay great attention to the establishment and operation of the internal control work of the acquired enterprises, and strengthen financial control. 4, to continuously strengthen the sorting and collection of accounts receivable and credit approval work. 5, the proportion of dividends for the year 2021, to be fully explained to investors. 6, the internal audit work should pay attention to the system, and the company should continue to upgrade its products, and improve its profitability and sustainable development. 6, the internal audit work should pay attention to the system construction, business procedures compliance and other work, the new mergers and acquisitions of enterprises, new employees should be standardized education, the internal audit department for the synergy. 7, the company should seriously study the 2021 annual "management construction book" submitted by the China Audit Zhonghuan, the proposed recommendations to recognize the Really rectify and implement.	
2022 4 Mr. José Antonio González	At the eleventh meeting of the Audit and Risk Control Committee of the eighth session of the Board of Directors, the 2022 First Quarterly Report of the Year.		

2022 6 Mr. José Antonio González	At the Twelfth Meeting of the Audit and Risk Control Committee of the Eighth Board of Directors, the Audit and Risk Control Committee of the Eighth Board of Directors considered and adopted the "Revision of the Management of Foreign Guarantees System> Motion		
2022 8 Mr. José Antonio González	Eighth Board of Directors Audit and Risk Thirteenth meeting of the Risk Control Committee	Consideration and adoption of the Semi-Annual Report 2022 Full and Abstract of the Report on the Review of <Chinese	Heard the 2 0 2 2 Semi-Annual Financial Report, First Half of 2022
	At the meeting, the "Full and Summary of the 2022 Semi-Annual Report" and the "Motion on Reviewing the Risk Assessment Report of <Chinese Electronic Finance Company Limited>" were considered and approved.	Motion on the Risk Assessment Report of National eFinance, LLC>. The opinion is as follows: (I) Agreed to submit the "2022 Half-Yearly Report Full and Summary" and "Motion on Reviewing the Risk Assessment Report of <Chinese Electronic Finance Company Limited>' to the Board of Directors for consideration. (ii) the first half of the company's operation and management 1, the first half of 2022, the company's operation is generally normal, the main business operating growth rate there are certain gaps. 2, power management and other business by the decline in the consumer market is more affected, to speed up the transition to industrial control, automotive market, to strengthen in the industry benchmark customer introduction. eeprom storage business to increase the meter, home appliances, air conditioning and automotive	Annual Audit Report," "Summary of the Company's Five Position Work in the First Half of 2022 and Work Plan for the Second Half of 2022.

		electronics and other market expansion efforts. 3, to further adjust the company's asset structure. 4, to further adjust the company's asset structure. 3, to further adjust the company's asset structure. 4, overdue accounts receivable, sluggish inventory need to pay attention to timely collection, digestion, pay attention to the control of inventory risk. 5, pay attention to the sale of financial assets. (III) Recognized the "Report on Audit Work in the First Half of 2022" made by the Audit Department of the Company. (iv) Agreeing to the work done by the Company's legal department Summary of the work of the Company's Five Positions in the first half of 2022 and the second half of 2022 Report on the Degree Work Program.	
2022 year October 24 date	The Audit and Risk Control Committee of the 8th Board of Directors, at its 14th meeting, considered and adopted the 2022 Third Quarterly Report.		

2022 year November 25 date	The Audit and Risk Control Committee of the Eighth Board of Directors, at its fifteenth meeting, considered and approved the "Proposal on the Renewal of the Accounting Firm".	A proposal on the renewal of the accounting firm was considered and passed. The opinions are as follows: Zhongxinghuan CPA Firm (Special General Partnership) has rich experience in auditing listed companies, and during the annual audit for the year 2021, the certified public accountant of the annual audit practiced in strict accordance with the relevant laws and regulations, emphasized on the understanding of the operation of the Company, the Company's financial management system and the relevant internal control system, and communicated in a timely manner with the Audit & Risk Control Committee of the Board of Directors, the independent directors and the senior management of the Company, and completed the audit work of the 2021 annual report well. The auditor communicated with the Audit and Risk Control Committee of the Board of Directors, the independent directors and the senior management of the Company in a timely manner, and completed the audit of the 2021 annual report. It is proposed to re-appoint China Audit Zhonghuan Certified Public Accountants (Special Ordinary Partnership) as the auditor of the Company's financial report and internal control auditor for the year 2022. (c) The organization, for a period of one year.	

2022 year December 15 date	At the first meeting of the Audit and Risk Control Committee of the Ninth Session of the Board of Directors, the Audit and Risk Control Committee of the Ninth Session of the Board of Directors considered and adopted the "Budget Framework of Shanghai Belling for 2023 The Report.		

(3). The Strategy and Investment Management Committee met 2 times during the reporting period

Date of convening	Content of the meeting	Key observations and recommendations	Other performance of duties
2022 3 Mr. José Antonio González Motion.	At the Third Meeting of the Strategy and Investment Management Committee of the Eighth Session of the Board of Directors, the "Resolution on the Acquisition of 100% Equity Interests in Shenzhen Silicon Tower Technology Co.		Heard the Report on the Establishment of Wholly-owned Subsidiaries in Chengdu and Xi'an.
2022 year December 15 date	At the first meeting of the Strategy and Investment Management Committee of the Ninth Board of Directors, the three-year rolling plan of Shanghai Beiling was considered and approved. (2023-2025).		

(4). The Nomination and Remuneration Committee met 7 times during the reporting period.

Date of convening	Content of the meeting	Key observations and recommendations	Other performance of duties
2022 3 Mr. José	The Ninth Meeting of the Nomination and Remuneration Committee of the Eighth Session of the Board of Directors, at which the "Report on the Assessment of the Company's Business Performance for	Consideration and adoption of the 2021 Annual Business Performance Review Report of the Company Proposal on the Company's Operating Targets and Tasks for the Year 2022, Proposal on the Adjustment of Remuneration for Members of the Leadership Team for the Year 2022, Proposal on the Adjustment of Allowances for Independent Directors, Proposal on the Adjustment of the Repurchase Price of Restricted Shares under the First and Second Phases of Restricted Stock Incentive	

		Ltd., the first part of the restricted shares reserved for grant under the First Phase Restricted Stock Incentive Plan will be canceled and the first part of the restricted shares reserved for grant under the First Phase Restricted Stock Incentive Plan will be canceled. The conditions for the release of restrictions during the ex-restriction period have been fulfilled.	
2022 6 Mr. José Antonio González	At the Tenth Meeting of the Nomination and Remuneration Committee of the Eighth Session of the Board of Directors, the "Proposal on the Release of Restricted Shares during the Second Release Period of the First Awarded Portion of the First Phase of Restricted Share Incentive Plan" and the "Proposal on the Revision of the <Methods for the Administration of Total Wages>" were considered and approved.	Consideration and approval of the "Proposal on the Release of Restricted Shares from Restricted Sale during the Second Release Restriction Period of the First Awarded Portion of the First Phase Restricted Share Incentive Plan" was given. The opinions are as follows: After verification, neither the Company nor the incentive recipients have any situation in which the restricted shares shall not be released from restricted sale; the operating results of the Company for the year 2020 have reached the performance conditions for the release of restricted shares during the second release period as stipulated in the First Restricted Share Incentive Plan; and in conjunction with the conditions for the evaluation of the performance of the incentive recipients individually, there are a total of 81 incentive recipients eligible for the release of restricted shares, and 1,147,096 shares of restricted shares will be released from restricted sale. 147,096 shares. Agreed to the "Proposal on the Release of Restricted Shares during the Second Release Period of the Initial Grant of the First Phase of the Restricted Share Incentive Scheme", and agreed that the Company shall release 1,147,096 restricted shares for the 81 incentive recipients eligible for the release of restricted shares. 1,147,096 shares of restricted stock were subject to release of restricted stock; Agreed to the revised Payroll Management Plan.	
2022 6 Mr. José Antonio González	At the eleventh meeting of the Nomination and Remuneration Committee of the eighth session of the Board of Directors, the "2 0 2 1 Growth Incentive Award of Shanghai Beiling Co. Issuance Report.	Considered and approved the "Report on Issuance of Growth Incentives for the Year 2021 of Shanghai Belling Co.	

2022 8 Mr. José Antonio González	第八届董事会提名与薪酬委员会第十二次会议，审议通过了《关于首期限制性股票激励计划预留授予部分第二个解除限售期公司业绩考核条件达成的议案》《关于首期限制性股票激励计划第三个解除限售期公司业绩考核条件达成的议案》《关于第二期限制性股票激励计划第一个解除限售期公司 Resolution on the fulfillment of the performance appraisal conditions for the first release period of the Phase II Restricted Stock Incentive Plan The Case.	Consideration and approval of the "Resolution on the fulfillment of the performance assessment conditions for the second release period of the restricted stock incentive plan for the reserved grant portion of the first phase of the restricted stock incentive plan", "Resolution on the fulfillment of the performance assessment conditions for the third release period of the restricted stock incentive plan for the first phase of the restricted stock incentive plan" and "Resolution on the fulfillment of the performance assessment conditions for the first release period of the restricted stock incentive plan for the second phase of the restricted stock incentive plan" were approved. The opinions are as follows: It is agreed that the Company's performance appraisal conditions for the second release period of the reserved grant portion of the first phase of the Company's restricted share incentive plan have been reached; it is agreed that the Company's performance appraisal conditions for the third release period of the first phase of the Company's restricted share incentive plan have been reached; and it is agreed that the Company's performance appraisal conditions for the first release period of the second phase of the Company's restricted share incentive plan have been reached.	
2022 year Novembe r 4	The Nomination and Remuneration Committee of the Eighth Session of the Board of Directors held its 13th meeting and considered and approved the "Proposal on the Election of Non-Independent Directors for the Ninth Session of the Board of Directors" and the "Proposal on the Election of Independent Directors for the Ninth Session of the	Consideration and adoption of the "Proposal on the Election of Non-Independent Directors for the Ninth Session of the Board of Directors" and the "Proposal on the Election of Independent Directors for the Ninth Session of the Board of Directors". The opinions are as follows: Having reviewed the curriculum vitae and other materials of Mr. Qin Yi, Mr. Yang Kun, Mr. Kang Jian and Mr. Wang Hui, the candidates for non-independent directors of the Ninth Session of the Board of Directors, Mr. Qin Yi, Mr. Yang Kun, Mr. Kang Jian and Mr. Wang Hui meet the requirements to serve as non-independent directors of the listed company and agreed to submit the proposal to the Board of Directors for consideration; Having reviewed the curriculum vitae and other materials of Mr. Hu Renyu, Ms. Chen Lijie and Mr. Zhang Xing, the candidates for independent directors of the Ninth Session of the Board of Directors, Mr. Hu Renyu, Ms. Chen Lijie and Mr. Zhang Xing are qualified	

	Board of Directors".	to serve as independent directors of the listed company. After reviewing the biographical information of Mr. Hu Renyu, Ms. Chen Lijie and Mr. Zhang Xing, who are candidates for independent directors of the Ninth Session of the Board of Directors, we agree to submit them to the Board of Directors for consideration. Consideration by the Council.	
2022 year December 15 date	At the first meeting of the Nomination and Remuneration Committee of the Ninth Session of the Board of Directors, the "Proposal on the Appointment of the Company's General Manager and Secretary of the Board of Directors" and the "Proposal on the Appointment of the Company's Chief Financial Officer and Deputy General Manager" were considered and approved.	Considered and passed the "Proposal on the Appointment of General Manager and Secretary of the Board of Directors of the Company" and the "Proposal on the Appointment of Financial Controller and Deputy General Manager of the Company". The opinions are as follows: Having reviewed the curriculum vitae and other materials of Mr. Yang Kun, the candidate for general manager, we are of the view that Mr. Yang Kun possesses the qualification and ability to serve as the general manager of the Company and agree to submit the proposal to the Board of Directors for consideration. Having reviewed the curriculum vitae and other materials of Mr. Zhou Chengjie, the candidate for secretary of the Board of Directors, we are of the view that Mr. Zhou Chengjie possesses the qualification and ability to act as the secretary of the Board of Directors of the Company and agree to submit the proposal to the Board of Directors for consideration. After reviewing the curriculum vitae of Ms. Tong Xiaoli, the candidate for Chief Financial Officer, we are of the view that Ms. Tong Xiaoli is qualified and capable of serving as the Chief Financial Officer of the Company and agree to submit it to the Board of Directors for consideration. After reviewing the resume of Mr. Yan Shifeng, the candidate for deputy general manager, we believe that Mr. Yan Shifeng has the qualification and ability to be the deputy general manager of the Company and agree to submit it to the Board for consideration. The Board agreed that the qualifications and competencies of the manager should be submitted to the Board for consideration.	

(5). Specifics of the matter on which the objection exists

□Applicable √ Not applicable

VIII. Explanation of the risks identified by the Supervisory Board for the Company

□Applicable √Not Applicable

The Supervisory Board has no objections to the supervisory matters in the reporting period.

IX. Employees of the parent company and major subsidiaries at the end of the reporting period

(i) Staff situation

Number of active employees of the parent company	336
Number of employees on board of major subsidiaries	260
Total number of active employees	596
Retirees at the expense of the parent company and major subsidiaries Number of workers	0
Professional Composition	
Professional composition category	Professional composition
production staff	0
sales person	51
technical staff	368
treasurer	18
administrator	22
Functional coordination	53
business management (as a study)	40
operator	44
add up the total	596
educational attainment	
Type of educational attainment	Number (persons)
doctoral	4
bachelor's degree	133
undergraduate (adjective)	338
three-year college	105
Secondary school and below	16
add up the total	596

(ii) Remuneration policy

√Applicable □Not applicable

1, to follow the relevant state laws and regulations as the premise, to provide employees with relatively fair and reasonable labor compensation, in order to maximize the incentive role of remuneration;

2. To determine the Company's remuneration level, guided by the principles of marketization, the combination of the Company's economic efficiency and its ability to pay;

3、Based on the employee's ability, work performance, business performance and market salary level, the employee's performance is directly linked to the company/departmental performance, focusing on incentivizing high performance employees;

4. Combine the remuneration system with the company's medium- and long-term development strategy and business objectives, and formulate effective medium- and long-term incentive policies to mobilize employees' enthusiasm and enhance the company's core competitiveness.

(iii) Training programs

√Applicable □Not applicable

The company will continue to implement the construction of learning enterprises, the integration and optimization of training resources, to further strengthen the effect of training, enhance employee performance and improve the company's core competitiveness. Through the active implementation of the training program to promote the development of employees themselves, to help employees build planning their careers, to enhance the company's profitability, to promote the common development of employees and the company to better enhance the company's centripetal force and cohesion, and to create a good corporate learning atmosphere.

(iv) Outsourcing of labor services

√Applicable □Not applicable

Total number of man-hours outsourced	8,574 hours
Total remuneration paid for outsourced services	405,398.37

X. Profit Distribution or Capitalization of Capital Reserve Proposal

(i) Formulation, implementation or adjustment of cash dividend policy

√Applicable □Not applicable

In accordance with the profit distribution policy of the Company's Articles of Incorporation, the Company may distribute profits in cash or shares or a combination of both.

On December 18, 2013, the First Extraordinary General Meeting of 2013 of the Company considered and passed the proposal to amend certain provisions of the Articles of Association of the Company, specifying that the cumulative profit distributed by the Company in cash in the last three years shall not be less than thirty percent of the average annual distributable profit realized in those three years.

At the 19th meeting of the 8th Board of Directors held on March 25, 2022, the Company considered and passed the plan for profit distribution for the year 2021: The Company Based on the total share capital of the Company of 712,815,314 shares as of December 31, 2021 (subject to the implementation of the FY2021 profit distribution). (based on the number of share capital available for distribution as of the share registration date determined by the announcement (712,178,433)), for every 10 shares of the share capital available for distribution, the following amount shall be distributed to all

shareholders
A cash dividend of $2.00 (including tax) will be paid. 2021 Annual General Meeting of the Company to be held on April 21, 2022 to consider and approve the profit Distribution plan. On June 15, 2022, the Company issued the "Announcement on the Implementation of 2021 Annual Equity Distribution", taking June 20, 2022 as the share registration date, June 21 as the ex-dividend date and the cash dividend payment date, the Company completed the payment of cash dividends to the social shareholders through the Shanghai Branch of China Securities Depository & Clearing Corporation, and the dividends received by the Company's controlling shareholder, UW Semiconductor Limited, were paid by the Company directly. The dividends received by the controlling shareholder of the company, Welltec Semiconductor Co.

(ii) Special note on cash dividend policy

√ Applicable □Not applicable

Compliance with the provisions of the Articles of Association or resolutions of the general meeting of shareholders	√ Yes □No
Whether the criteria and percentage of dividends are clear and unambiguous	√ Yes □No
Adequacy of relevant decision-making procedures and mechanisms	√ Yes □No
Whether the independent directors have fulfilled their duties and responsibilities and played their due roles	√ Yes □No
Whether small and medium-sized shareholders have sufficient opportunities to express their opinions and demands, and whether their legitimate rights and interests have been fully realized. sub-protection	√ Yes □No

(iii) If the reporting period is profitable and the parent company's profit available for distribution to shareholders is positive, but no cash profit distribution plan has been proposed, the Company shall disclose in detail the reasons therefor as well as the use of the undistributed profits and the plan for their utilization

□Applicable √Not Applicable

(iv) Profit distribution and capitalization of capital reserve for the reporting period

√Applicable □Not applicable

Unit: Yuan Currency: RMB

Number of bonus shares per 10 shares (shares)	0
Dividend per 10 shares (RMB) (tax included)	2
Number of shares transferred per 10 shares (shares)	0
Cash dividend amount (including tax)	142,435,686.60
Net income attributable to common shareholders of the listed company in the consolidated statement of income for the year of dividend distribution	399,034,926.70
Ratio to consolidated net income attributable to ordinary shareholders of listed companies (%)	35.70%
Repurchase of shares for cash included in cash dividends	
Total dividend amount (including tax)	142,435,686.60
Ratio of total dividend amount to net income attributable to common shareholders of listed companies in the consolidated statements of income (%)	35.70%

XI. Status of the Company's share incentive scheme, employee share ownership scheme or other employee incentives and their impact (i) Relevant incentive matters have been disclosed in the Interim Announcement and there has been no progress or change in subsequent implementation

√Applicable □Not applicable

Overview of matters	Query Index
Shanghai Beiling on the fulfillment of the conditions for the release of restricted shares during the first release period of the reserved grant portion of the first restricted share incentive plan Announcement	Disclosed on March 29, 2022 in China Securities Journal, Shanghai Securities News and the website of Shanghai Stock Exchange (http://www.sse.com.cn). The announcement number is: Pro 2022-006.
Shanghai Beiling on the repurchase and cancellation of restricted shares granted to some incentive staff but not yet released from restricted sale and adjustment of restricted shares Announcement of the repurchase price of the notes	Disclosed on March 29, 2022 in China Securities Journal, Shanghai Securities News and the website of Shanghai Stock Exchange (http://www.sse.com.cn). The announcement number is: Pro 2022-007.
Shanghai Beiling's Notice of Reduction of Registered Capital by Repurchase and Cancellation of Certain Restricted Shares and Circular Notice to creditors	Disclosed on March 29, 2022 in the China Securities Journal, Shanghai Securities News and on the website of the Shanghai Stock Exchange (http://www.sse.com.cn). The announcement number is: Pro 2022-009.

Performance appraisal conditions for the release of the restricted period are met Announcement	
Shanghai Beiling on the Third Release Period of the First Restricted Stock Incentive Plan Industry Announcement of achievement of performance appraisal conditions	Disclosed on August 23, 2022 in the China Securities Journal, Shanghai Securities News and on the website of the Shanghai Stock Exchange (http://www.sse.com.cn). The announcement number is: Pro 2022-033.
Shanghai Beiling on the first release period of the Phase II Restricted Stock Incentive Plan Announcement of achievement of performance appraisal conditions	Disclosed on August 23, 2022 in the China Securities Journal, Shanghai Securities News and on the website of the Shanghai Stock Exchange (http://www.sse.com.cn). The announcement number is: Pro 2022-034.

(ii) Incentive situations not disclosed in the interim announcement or with subsequent developments Equity incentive situations

□Applicable √Not Applicable

Other notes

□Applicable √Not applicable

Employee Stock Ownership Plan Status

□Applicable √Not applicable

Other incentives

□Applicable √Not Applicable

(iii) Share incentives granted to directors and senior management during the reporting period

□Applicable √Not Applicable

(iv) Evaluation mechanism for senior management personnel, and the establishment and implementation of incentive mechanisms during the reporting period

√Applicable □Not applicable

The Board of Directors of the Company, in accordance with the provisions of the "Management Measures for the Operating Team of Shanghai Beiling Co. It also fully embodies the principles of combining the pay concept with the position, ability and performance; combining the income level of the executives with the company's efficiency and the income level of the employees; combining the income level with the company's development strategy, preventing short-term behaviors, and ensuring the sustained growth of the main business; reflecting the principles of external competitiveness and internal fairness in the remuneration standard; and reflecting the

principle of "rewarding and punishing, and rewarding and punishing in an equal manner" in the income of executives.

XII. Construction and implementation of the internal control system during the reporting period

√ Applicable □Not applicable

In order to ensure the smooth implementation of the company's internal control standards, the company set up an internal control standards leading group and working group, the company's chairman and general manager of the leading group and working group as the chairman of the internal control construction, respectively, the Board of Directors Office is entrusted with the day-to-day management of the construction of the internal control system, is responsible for the internal control construction work of the organization, coordination, guidance and supervision. The company's headquarters and subordinate enterprises linkage, cadres and employees linkage, to ensure that the internal control construction can be carried out smoothly, continuously and effectively. During the reporting period, the Company carried out its work in accordance with the Shanghai Belling Internal Control Manual. The Company has an internal control evaluation team, led by the internal audit department of the Company, which is responsible for the evaluation of the Company's internal control. The management of the Company analyzes and formulates corresponding corrective measures based on the internal control deficiencies identified by the internal control evaluation; each department/holding subsidiary formulates corresponding rectification programs, defines the rectification objectives, contents, procedures, time and persons-in-charge, and each relevant department organizes and implements the rectification measures; the internal control working group inspects and supervises the implementation of the rectification programs, and, based on the supervision over the implementation process and the results of the programs, verifies the control measures' Based on the supervision of the implementation process and results of the program, the internal control working group verifies the effectiveness and appropriateness of the control measures and puts forward improvement suggestions to ensure the realization of the internal control objectives. 2022, the Company has carried out rectification of the two internal control deficiencies (both of which are general deficiencies) found in the internal control evaluation of the previous year. 2022, the internal control management system of the Company was subjected to internal control audit by Zhongguancheng Zhonghuan Accounting Firm (a special general partnership) for one time, with no major deficiencies found, and the overall evaluation is that the internal control is effective. The overall evaluation is that the internal control is effective.

Description of significant deficiencies in internal control during the reporting period

□Applicable √Not Applicable

XIII, Management control of subsidiaries during the reporting period

√Applicable □Not applicable

Shanghai Beiling directly appoints directors or executive directors and financial officers to subsidiaries and implements direct management of subsidiaries; financial accounting and internal control and audit work are implemented by the Company; each subsidiary operates independently, accounts independently and manages business personnel independently. The governance structure of each subsidiary is relatively sound, with clear boundaries of authority and responsibility in the governance system. Changes in the internal organizational structure shall be passed by the operating office of the subsidiary and approved by the executive director or the board of directors. Meanwhile, the subsidiaries have formulated and improved various rules and regulations in accordance with the requirements of Shanghai Belling's operation and management, and clarified the duties of positions and reporting relationships. The minutes of each subsidiary's business meeting and other important resolutions must be signed and confirmed by the relevant responsible leaders. The financial seal of each subsidiary is kept by the person in charge of finance of the subsidiary. Shanghai Belling requires each subsidiary's management layer to sign a clear annual management responsibility target book, and conduct annual performance assessment, internal control audit and external third party's annual report audit at the end of the year.

Information on the new subsidiary Silta Technology during the reporting period:

1, SiSTA core team has more than 10 years of digital-analog hybrid IC design experience, the core team members are mainly from Texas Instruments, SiSTA team in the product definition, technology development, program integration and other aspects of outstanding ability. After the completion of this acquisition, it will enhance the strength of Shanghai Belling's motor drive chip research and development, and enrich Shanghai Belling's product line. Combined with the MCU of the company's controlling shareholder, Welltec Semiconductor, the company's power management chips and MOSFET power devices and other product business, after the completion of the acquisition of Silicon Tower Technology, the company will be able to provide customers with a complete motor control and drive system solutions, improve the company's IC product business ecosystem, and generate better business synergies.

2, Silicon Tower Technology's motor drive, gate drive, Hall sensing chip business to expand the coverage of Shanghai Belling's products in the field, and has a higher performance, reliability and technology grade, can enter the field of industrial control and automotive electronics, to strengthen Shanghai Belling's technological advantages in the field of power management and power devices, to solve the problem of supply of a number of core components, to serve the national strategy, to make bigger and stronger domestic chips. 3、Siata Technology operates better, with faster performance growth and higher product gross margins. SiTech market channels are excellent, with the

The gradual maturity of its business layout will enhance Shanghai Belling's operating income capacity and asset return capacity, and improve the return on investment for the Company's shareholders. During the process of merger and acquisition and integration, SiS established various enterprise management systems and created OA processes in 2022 to

Strengthening its internal control management. Among other things, with respect to its established "Management Measures for Customer Credit and Accounts Receivable", the year-end audit of the Company's annual report auditor, China Audit Zhongxingxuan, found and made a recommendation for rectification that "As at the end of December 2022, SiSiTech had begun to collect relevant information from its customers and to carry out the relevant work, but had not yet completed the final credit evaluation, credit scoring and signing of

the credit agreement, which was an implementation Deficiency." In this regard, the subsequent resolution plan: Starting from February 1, 2023, SiS will implement SiT's customer receivable and credit management work on a trial basis, with reference to the "Customer Credit and Accounts Receivable Management Measures". Specifically: (1) The financial situation and credit analysis and scoring of existing customers have been basically completed, and the initial credit limit has been recommended in conjunction with the scoring. (2)Thegranting of accounts receivable and credit limits to new customers will be carried out in strict accordance with the Management Measures.

XIV, Information note on internal control audit reports

√ Applicable □Not applicable

The Company engaged China Audit Zhonghuan Certified Public Accountants (Special General Partnership) to conduct an independent audit of the effectiveness of the Company's 2022 internal controls and issued a standard unqualified internal control audit report.

Disclosure of internal control audit reports: Yes

Type of opinion on internal control audit reports: standard unqualified opinion

XV, Self-inspection and rectification of problems in the special operation on governance of listed companies is not applicable.

XVI. Other

□Applicable √ Not applicable

Section V. Environmental and social responsibility

I. Status of environmental information

Whether mechanisms related to environmental protection have been established	be
Invested in environmental protection during the reporting period (unit: ten thousand yuan)	1

(i) A description of the environmental protection situation of the Company and its principal subsidiaries that are key emission units announced by the environmental protection authorities

□Applicable √Not Applicable

(ii) Description of the environmental protection situation of companies other than key emission units

√Applicable □Not applicable

1. Administrative penalties imposed on environmental issues

□Applicable √Not Applicable

2. Disclosure of other environmental information with reference to key emission units

√Applicable □Not applicable

During the reporting period, the company for is an integrated circuit design enterprise, built a science and technology park, the company's business is mainly office, no industrial, chemical laboratory emissions. The company in order to solve the problem of living sewage discharge elevation, the living sewage drainage pipe please third-party professional sewage treatment company for maintenance. The company's living garbage has been wet and dry classification collection, and signed a contract with the sanitation company, unified transportation. The restaurant in the company has set up an oil-water separation system to ensure that the discharge meets the standard in view of the large number of diners and food waste, and the waste oil is collected uniformly and handed over to the relevant government departments for transportation and treatment.

3. Reasons for non-disclosure of other environmental information

√Applicable □Not applicable

During the reporting period, the company for is an integrated circuit design enterprise, built a science and technology park, the company's business is mainly office, no industrial, chemical laboratory emissions. The company in order to solve the problem of living sewage discharge elevation, the living sewage drainage pipe please third-party professional sewage treatment company for maintenance. The company's living garbage has been wet and dry classification collection, and signed a contract with the sanitation company, unified transportation. The restaurant in the company has set up an oil-water separation system to ensure that the discharge meets the standard in view of the large number of diners and food waste, and the waste oil is collected

uniformly and handed over to the relevant government departments for transportation and treatment.

(iii) Relevant information conducive to the protection of ecology, prevention of pollution and fulfillment of environmental responsibility

√ Applicable □Not applicable

The company has passed the ISO14001 environmental management system certification, established a management system for environmental protection, and equipped with environmental management personnel to ensure the effective operation of the environmental management system. The company carries out comprehensive treatment of wastewater, noise and oil smoke, and conducts regular monitoring to ensure that it meets the requirements of local environmental protection standards.

(iv) Measures taken to reduce its carbon emissions during the reporting period and their effects

Whether or not carbon reduction measures have been taken	clogged
Reduction of carbon dioxide equivalent emissions (in tons)	
Types of carbon reduction measures (e.g., use of clean energy for electricity generation, use of carbon-reducing technologies in production processes, research and development of products that help reduce carbon emissions) (New products of carbon, etc.)	

explicit explanation

□Applicable √ Not Applicable

II. Status of work on social responsibility

(i) Whether to disclose social responsibility reports, sustainability reports or ESG reports separately

√ Applicable □Not applicable

The Company disclosed its Annual Environmental, Social and Governance Report 2022 on March 28, 2023, details of which can be found on the website of the SSE (http://www.sse.com.cn).

(ii) Specifics of social responsibility work

√ Applicable □Not applicable

External donations, public service projects	Quantity/content	information note
Total inputs ($ million)	5	
Of which: Funds ($ million)	5	
Depreciation of materials (in millions of dollars)		
Number of beneficiaries (persons)		

explicit explanation

√ Applicable □Not applicable

Actively participate in the prevention and control of social epidemics and donate funds to the Hongmei Street where we are located.

III. Consolidating and expanding the results of poverty alleviation, rural revitalization and other work specifics

√ Applicable □Not applicable

Poverty Alleviation and Rural Revitalization Project	Quantity/content	information note
Total inputs ($ million)	30	
Of which: Funds ($ million)	30	
Depreciation of materials (in millions of dollars)		
Number of beneficiaries (persons)		
Forms of assistance (e.g. industrial poverty alleviation, employment assistance)	Implementing the special fund for rural revitalization of RMB 300,000 yuan in 2022 through the unified channel of the higher unit.	

explicit explanation

√ Applicable □Not applicable

poverty, education for poverty alleviation, etc.)

Section VI. Important matters

I. Implementation of commitments

(i) Commitments of the Company's de facto controllers, shareholders, related parties, acquirers and the Company and other commitment-related parties during the reporting period or continuing into the reporting period

√ Applicable □Not applicable

Background to the commitments	Type of commitment	committed party	Commitment content	Commitment time and duration	Whether there is a time limit for performance	Timely and strict compliance	Failure to comply in a timely manner should result in a statement of incomplete compliance. Specific reasons for the line	Failure to perform in a timely manner should be explained Next Steps
in connection with a major asset reorganization promise	Resolving competing businesses deficient or lacking (dialect)	Rong Qi and 10 other former Rui Energy Micro Shareholder	Commitment 1	January 23, 2017	clogged	be		
in connection with a major asset reorganization promise	Settlement of connected transactions amiable	Rong Qi and 10 other former Rui Energy Micro Shareholder	Commitment 2	January 23, 2017	clogged	be		
in connection with a major asset reorganization promise	(sth. or sb) else	Rong Qi and 10 other former Rui Energy Micro Shareholder	Commitment 3	January 23, 2017	clogged	be		
in connection with a major asset reorganization promise	(sth. or sb) else	Rong Qi and 10 other former Rui Energy Micro Shareholder	Commitment 4	January 23, 2017	clogged	be		
in connection with a		Rong Qi and 10						

in connection with a major asset reorganization promise	(sth. or sb) else	China Electronics and Information Corporation (CECC) corporation	Commitment 10	January 23, 2017	clogged	be		
in connection with a major asset reorganization promise	(sth. or sb) else	China Electronics and Information Corporation (CECC) corporation	Commitment 11	January 23, 2017	clogged	be		
in connection with a major asset reorganization promise	(sth. or sb) else	China Electronics and Information Corporation (CECC) corporation	Commitment 12	January 23, 2017	clogged	be		
in connection with a major asset reorganization promise	(sth. or sb) else	China Electronics and Information Corporation (CECC) corporation	Commitment 13	January 23, 2017	clogged	be		
in connection with a major asset reorganization promise	(sth. or sb) else	China Electronics and Information Corporation (CECC) corporation	Commitment 14	January 23, 2017	clogged	be		
in connection with a major asset reorganization promise	(sth. or sb) else	UW Semiconductor Ltd. firms	Commitment 15	January 23, 2017	clogged	be		
in connection with a major asset reorganization promise	(sth. or sb) else	UW Semiconductor Ltd. firms	Commitment 16	January 23, 2017	clogged	be		
in connection with a major asset reorganization promise	(sth. or sb) else	UW Semiconductor Ltd. firms	Commitment 17	January 23, 2017	clogged	be		
in connection with a major asset reorganization promise	(sth. or sb) else	UW Semiconductor Ltd. firms	Commitment 18	January 23, 2017	clogged	be		

Remarks:

Commitment 1: 1. After the completion of the Acquisition, I/the Company and other enterprises controlled by me/the Company (if any) will not invest in or newly establish any other enterprises which are in the same or similar major business as the listed company and the enterprises controlled by me/the Company, nor will I/the Company engage in or cause enterprises controlled by me/the Company to engage in any business or activity which constitutes direct or indirect competition in the same line of business with the listed company and the

enterprises controlled by me/the Company. activities; 2,

After the completion of the Acquisition, during the period in which I/our enterprise holds the shares of the listed company, if I/our enterprise or other enterprises controlled by me/our enterprise (if any) obtains a business opportunity that is in the same line of business as the main business of the listed company and the enterprises under its control or may be in the same line of business as the listed company, I/our enterprise will immediately notify the listed company, and at the same time, I/our enterprise and other Enterprises (if any) controlled by me/our enterprise and other enterprises controlled by me/our enterprise will take measures, including but not limited to stopping the operation of the business that generates competition, incorporating the business that generates competition into the listed company or transferring it to a third party with no affiliation, etc., in order to avoid the formation of inter-industry competition or potential inter-industry competition with the listed company and enterprises controlled by me/our enterprise and to ensure that the interests of the listed company and other shareholders of the listed company will not be jeopardized. If any loss is caused to the listed company due to my/our breach of the above undertakings, I/our enterprise will compensate the listed company for all losses suffered as a result. Within 30 working days from the date when the relevant loss is recognized, I/the Company undertake to pay the said loss in cash.

Commitment 2: 1. Prior to the completion of the Acquisition, the pricing of the transactions (if any) between me/my enterprise and the enterprises controlled by me/my enterprise (if any) and Ruineng Micro was fair and reasonable, and the decision-making procedures were lawful and effective, and there was no unfair connected transaction; 2. After the completion of the Acquisition, me/my enterprise and the enterprises controlled by me/my enterprise (if any) will avoid and minimize connected transactions with the listed company as far as possible. For those connected transactions which cannot be avoided or for which there are reasonable grounds, I/the Company and the enterprises controlled by me/the Company (if any) will, in accordance with the relevant laws, regulations, other regulatory documents and the Articles of Association of the Listed Company, carry out the relevant internal decision-making and approval procedures in accordance with the law and fulfill the obligation of information disclosure in a timely manner to ensure that the pricing of the connected transactions will be fair and reasonable, and to ensure that there will not be any unlawful transfer of I/We shall not use such transactions to illegally transfer the funds and profits of the listed company, nor shall I/we engage in any behavior that is detrimental to the legitimate rights and interests of the listed company and other shareholders; 3. If I/we cause losses to the listed company as a result of my/our breach of the above undertakings, I/we shall indemnify the listed company for all the losses suffered as a result of such breach. Within 30 working days from the date when the relevant losses are recognized, I/the Company undertake to pay the said losses in cash.

Commitment 3: Commitment on guaranteeing the independence of the listed company: Before the completion of the Acquisition, Rinnermicro is completely separated from me and other enterprises (if any) controlled by me in terms of business, assets, personnel, finance and organization, and Rinnermicro is independent in terms of business, assets, personnel, finance and organization. After the completion of the Acquisition, I/the Company and other enterprises (if any) controlled by me/the Company to achieve complete separation from the listed company in terms of business, assets, personnel, finance and organization, and not to engage in any act that will affect the listed company's independence in business, assets, personnel, finance and organization, and not to prejudice the interests of the listed company and its other shareholders, and to effectively safeguard the listed company's independence in terms of business, assets, personnel, financial and institutional independence of the listed company.

Commitment 4: Commitment on Asset Ownership: 1. As of the date of this commitment letter, I/the Company legally hold the shares of Rinergy Micro, and with respect to such shares held by me/the Company, I/the Company confirms that I/the Company have

fulfilled my/the Company's capital contribution obligations to Rinergy Micro in accordance with the law, and that there is no violation of my/the Company's obligations and liabilities as a shareholder of Renergy Micro such as false capital contribution or evasion of capital contribution, or any situation that may affect the legal survival of Renergy Micro. 2. There are no circumstances that may affect the legal survival of RENERGY Micro.2. The shares of RENERGY Micro held by me/our enterprise are actually and legally owned by me/our enterprise, and the shares held by me/our enterprise are free from pledge, seizure, freezing and other forms or nature of guarantee or burden of rights, and there are no shares held in lieu of others, no restriction on the transfer of shares other than the legal restriction on sale, and there are no disputes whatsoever, and are immune from recourse to third party.3. I/our enterprise shall not be liable for any breach of the above undertakings by me/our enterprise. /The Company shall bear all losses caused to the listed company as a result of any breach of the above undertakings.

Commitment 5: Commitment on the truthfulness, accuracy and completeness of the information provided: 1. I/the Company has provided the listed company and the intermediary organizations providing audit, appraisal, legal and financial consultant professional services for the Acquisition with the relevant information and documents of the Company relating to the Acquisition (including, but not limited to, the original written materials, copies of the materials, or verbal testimonies, etc.). I/the enterprise guarantees that the copies or photocopies of the documents and information provided are consistent with the original documents and information, and that the signatures and seals of such documents and information are true, and that the signatories of such documents have been legally authorized to sign such documents effectively; that the information and documents provided are true, accurate and complete, and that there are no false records, misleading statements or material omissions, and that I/the enterprise will bear the corresponding legal responsibilities for the truthfulness, accuracy and completeness of the information provided. 2. During the period of participation in the Acquisition, I/the Company will disclose information relating to the Acquisition to the listed company in a timely manner in accordance with relevant laws, rules and regulations, and the relevant provisions of the China Securities Regulatory Commission and stock exchanges, and guarantee the truthfulness, accuracy and completeness of such information, and if I/the Company suffers losses to the listed company or the investor due to the existence of any false records, misleading statements or material omissions in the information provided, I/the Company will bear the legal responsibility in accordance with the law. If the information provided or disclosed in this acquisition is suspected to be false records, misleading statements or material omissions, and is subject to investigation by the judicial authorities or investigation by the China Securities Regulatory Commission (CSRC), I/we shall not transfer the shares in which I/we are interested in the listed company until the conclusion of the investigation is formed, and I/we shall submit a written application and stock account to the board of directors of the listed company for suspension of the transfer of the shares within two trading days of receipt of the notification of the filing of the investigation. Within two trading days after receiving the notification of investigation, I/we shall submit my/our written application and stock account to the board of directors of the listed company, and the board of directors shall apply for locking on my/our behalf to the stock exchange and the registration and clearing company; if I/we have not submitted the application for locking within two trading days, the board of directors shall be authorized to submit my/our identity and account information directly to the stock exchange and the registration and clearing company after verification and apply for locking; if the board of directors fails to submit the If the Board of Directors fails to report my/our identity and account information to the stock exchange and the registration and clearing company, the Board of Directors is authorized to

I/our enterprise undertakes to lock the relevant shares directly with the stock exchange and the registration and clearing company. If the conclusion of the investigation reveals the existence of illegal circumstances, I/the enterprise undertakes to lock the shares voluntarily for the compensation arrangement of the relevant investors.4. If the above statements and undertakings are violated, I/the enterprise is willing to bear the corresponding legal responsibility.

Commitment 6: Commitment on no violation of laws and regulations: 1. In the last five years, I/the Company have not been subject to any administrative or criminal penalties related to the securities market, and have not been involved in any major civil litigation or arbitration related to economic disputes. 2. I/the Company meets the conditions of being a target of non-public issuance of shares by a listed company, and there are no situations stipulated by laws, regulations, rules or normative documents that prohibit me/the Company from acting as a target of non-public issuance of shares by a listed company. 3. I/the Company meets the conditions for being a target of non-public issuance of shares by a listed company, and there are no circumstances stipulated in laws, regulations, rules or standardized documents that prohibit me/the Company from being a target of non-public issuance of shares by a listed company.
debts, which are due and unpaid and are in a continuing state; (2) major violations of law or suspected major violations of law in the last three years; (3) serious securities market misconduct in the last three years; (4) the existence of a
Article 146 of the Company Law stipulates that a person shall not serve as a director, supervisor or senior management of a company; (5) other circumstances stipulated by laws and administrative regulations and determined by the CSRC that a person shall not be permitted to acquire a listed company.4. In the last five years, I/we and the key management personnel of the Company do not have any situation in which I/we have failed to repay a large amount of debt on time, failed to fulfill my commitments and have been subjected to administrative supervisory measures by the CSRC or disciplinary actions by the stock exchange, etc.

Commitment 7: Commitment on the non-existence of insider trading behavior: I/the Company do not disclose insider information related to the acquisition and use such insider information for insider trading. If I/the Company violate the above undertaking, I/the Company will bear all the losses caused to the listed company as a result.

Commitment 8: Commitment on non-competition: 1. Before the Acquisition, except for Ruineng Micro, I and other enterprises controlled by me (if any) do not directly or indirectly engage in the same or similar business as Ruineng Micro or the listed company. 2. After the Acquisition, I will continue to work for Ruineng Micro or Shanghai Beiling, and I will strictly fulfill my performance obligations as stipulated in the "Agreement on the Issue of Shares and Payment of Cash for the Purchase of Assets" in the Acquisition. 3. 3. I undertake that, during my tenure of office at Ruineng Micro and within two years after my departure, I will not, without the consent of Shanghai Beiling, engage in the same or similar business as Shanghai Beiling and Ruineng Micro or engage in such business through other business entities directly or indirectly controlled by me, and that I will not take up office in other companies which are in competition with Shanghai Beiling and Ruineng Micro or act as consultant in any form. Consultant. In the event that I violate the aforesaid non-competition undertaking, I shall pay to Shanghai Beiling all the proceeds from operating profits, salaries and remuneration etc. obtained as a result of the violation of the undertaking, and in the event that the aforesaid indemnification still fails to make up for the losses suffered by Shanghai Beiling as a result of the violation, I shall indemnify Shanghai Beiling for the losses suffered by Shanghai Beiling.

Commitment 9: Commitment on guaranteeing the independence of the listed company: Before the completion of this reorganization, Shanghai Beiling is completely separated from the Company and other enterprises controlled by the Company in terms of business, assets,

institutions, personnel and finance, and Shanghai Beiling is independent in terms of business, assets, personnel, finance and institutions. There is no potential risk that the Reorganization may lead to the loss of independence of Shanghai Beling in terms of business, assets, institutions, personnel and finance, etc. After the completion of the Reorganization, as the actual controller of the listed company, the Company will continue to ensure the independence of the listed company in terms of business, assets, institutions, personnel and finance.

Commitment 10: Commitment on the avoidance of inter-industry competition: Prior to this reorganization, the main business of Nanjing Micro Alliance Electronics Co., Ltd. controlled by the Company's wholly-owned subsidiary, Welltec Semiconductor, was the design, development and sale of power management circuits, which is similar to part of the business of the listed company and does not exclude the existence of inter-industry competition or potential inter-industry competition. Apart from the above, the Company and other enterprises controlled by the Company do not operate, directly or indirectly, the same or similar business as listed companies and Ruineng Micro. With respect to the avoidance of inter-industry competition, UW Semiconductor has made corresponding commitments, and the Company further undertakes that: (1) during the period of being the de facto controller of Shanghai Beiling, the Company will not directly or indirectly add any new business other than that of Shanghai Beiling which is the same as or similar to and constitutes a competitive relationship with the main business of Shanghai Beiling; and (2) any business opportunity or investment project acquired by the Company which is the same as or similar to and constitutes a competitive relationship with the main business of Shanghai Beiling, such business opportunity or investment project, such business opportunities or investment projects, such business opportunities shall be enjoyed by Shanghai Beling on a priority basis; (3) the Company will cause UW Semiconductor to eliminate the problem of same business competition in accordance with the principle of fairness and reasonableness and within the shortest reasonable period of time in accordance with the provisions of the laws, regulations and normative documents. In the event that the Company violates the above undertakings and causes losses to Shanghai Beiling, the Company will bear all legal liabilities and consequences.

Commitment 11: Commitment on standardization and reduction of connected transactions: After the completion of the Reorganization, the Company and other enterprises controlled by the Company will avoid and reduce connected transactions with listed companies as far as possible, and for those connected transactions that cannot be avoided or for which there are justifiable reasons, the Company and other enterprises controlled by the Company will comply with the relevant laws, regulations and other normative documents as well as the provisions of the Articles of Association and other articles of Shanghai Bailing Company Limited in accordance with law and fulfill the relevant internal decision-making and approval procedures and disclose the obligations in a timely manner. Articles of Association, etc., fulfill the relevant internal decision-making and approval procedures in accordance with the law and fulfill the information disclosure obligations in a timely manner. In the event of any violation of the above undertakings to the detriment of the interests of the listed company, the Company will compensate the listed company for any losses caused to the listed company as a result of the aforesaid acts.

Undertaking 12: Declaration and undertaking regarding the truthfulness, accuracy and completeness of the information provided: the Company has provided to Shanghaibei Ling and the intermediaries providing auditing, appraisal, legal and financial advisory professional services for the Reorganization true, accurate, complete and valid documents, information or oral statements and explanations necessary for the Reorganization matters at this stage, and there are no concealments, falsehoods or significant omissions The documents, information or oral statements and explanations provided are true, accurate, complete and valid, without any concealment, falsehood or material omission; the duplicate materials or photocopies provided are consistent and in accordance with the original materials or originals; the signatures and seals on the documents and materials provided are true and have been duly performed and legally authorized in accordance with the statutory procedures required for such signatures and seals; and the facts in all the representations and explanations are in accordance with the facts as they have occurred. According to the process of this reorganization, the Company will provide relevant information and documents in a timely manner in accordance with the laws, rules and regulations, and the relevant provisions of the CSRC and the Shanghai Stock Exchange, and guarantees that the information and documents that continue to be provided will remain in compliance with the requirements of truthfulness, accuracy, completeness and validity. The Company undertakes and guarantees the truthfulness, accuracy and completeness of the information and documents provided in connection with this reorganization, and ensures that there are no false records, misleading statements or material omissions, and is willing to assume individual and joint legal liabilities.

Commitment 13: Commitment on Suspension of Transfer of Shares under Investigation: If the information provided or disclosed in connection with this reorganization is suspected of being false records, misleading statements or material omissions, and is subject to investigation by the judicial authorities or investigation by the China Securities Regulatory Commission (CSRC), the Company shall not transfer the shares in which the Company directly or indirectly owns or has a controlling interest in Shanghai Bailing until the conclusion of the investigation has been reached and shall submit a written application for suspension of transfer and stock account to the Board of Directors of Shanghai Bailing (hereinafter referred to as the "Board of Directors") for lock-up on behalf of the Company within two trading days upon receipt of notification of the investigation. Within two trading days upon receipt of the notification of the investigation, the Company shall submit a written application for suspension of transfer and stock account to the Board of Directors of Shanghai Beiling (hereinafter referred to as the "Board of Directors"), which shall apply for lock-up on behalf of the Company to the Shanghai Stock Exchange and China Securities Depository & Clearing Company Limited (CSCL); and in the event of failure to submit the application for lock-up within two trading days, the Board of Directors shall be authorized to report the Company's identity and account information and the information of the Company's identity and account information to the Stock Exchange and CSCL directly upon verification. If the Board of Directors fails to submit the application for locking within two trading days, the Board of Directors is authorized to verify and report the Company's identity and account information directly to the Exchange and CSRC and apply for locking; if the Board of Directors fails to report the Company's identity and account information to the Exchange and CSRC, the Board of Directors is authorized to lock the relevant shares directly. If the conclusion of the investigation reveals that there are circumstances of violation of laws and regulations, the Company undertakes to lock up the shares voluntarily for the purpose of compensation arrangement for the relevant investors.

Commitment 14: Commitment on matters relating to dilution of immediate returns: The Company, as the de facto controller of the listed company Shanghai Beiling Company Limited, makes the following commitments in respect of the Company's current issuance of

shares and payment of cash to purchase assets and raise matching funds to ensure the effective fulfillment of the measures to fill the immediate returns: 1) It will not interfere with the Company's management beyond its authority; 2) It will not encroach on the Company's interests. Payment of cash for the purchase of assets and the collection of matching funds to dilute the immediate returns can be effectively fulfilled to make the following commitments: 1) not to intervene in the operation and management of the Company beyond its authority; 2) not to encroach on the interests of the Company. If the Company violates the undertakings and causes losses to the Company or its shareholders, the Company will be liable for compensation in accordance with the law.

Commitment 15: Commitment on guaranteeing the independence of the listed company: Before the completion of this reorganization, Shanghai Beiling is completely separated from the Company and other enterprises controlled by the Company in terms of business, assets, institutions, personnel and finance, and Shanghai Beiling is independent in terms of business, assets, personnel, finance and institutions. There is no potential risk that this reorganization may lead to the loss of independence of Shanghai Beiling in terms of business, assets, institutions, personnel and finance, etc. After the completion of this reorganization, as the controlling shareholder of the listed company, the Company will continue to ensure the independence of the listed company in terms of business, assets, institutions, personnel and finance.

Commitment 16: Commitment on the avoidance of inter-industry competition: The main business of Nanjing Micro Alliance Electronics Company Limited, an enterprise controlled by the Company, is the design, development and sale of power management circuits, which is similar to part of the business of the listed company and does not exclude the existence of inter-industry competition or potential inter-industry competition. Apart from that, the Company and other enterprises controlled by the Company do not directly or indirectly operate the same or similar business as listed companies and Ruineng Micro. The Company undertakes that: (1) during the period of being the controlling shareholder of Shanghai Beiling, the Company will not directly or indirectly add new businesses other than those of Shanghai Beiling that are identical or similar to the main business of Shanghai Beiling and constitute competition; and (2) where the Company obtains any business opportunity or investment project that is identical or similar to the main business of Shanghai Beiling and constitutes competition, such business opportunity shall be enjoyed by Shanghai Beiling on a priority basis;

(3) The Company will, in accordance with the principle of fairness and reasonableness, eliminate the problem of inter-industry competition within the shortest reasonable period of time in accordance with the provisions of laws, regulations and standardized documents. In the event of any loss caused to Shanghai Beiling as a result of the Company's breach of the above undertakings, the Company shall bear all legal liabilities and consequences.

Commitment 17: Commitment on standardization and reduction of connected transactions: After the completion of the Reorganization, the Company and other enterprises controlled by the Company will avoid and reduce connected transactions with listed companies as far as possible, and for those connected transactions that cannot be avoided or for which there are justifiable reasons, the Company and other enterprises controlled by the Company will comply with the relevant laws, regulations and other normative documents as well as the provisions of the Articles of Association and other articles of Shanghai Beiling Co. Articles of Association, etc., fulfill the relevant internal decision-making and approval procedures in accordance with the law and fulfill the information disclosure obligations in a timely manner. In the event of any violation of the above undertakings to the detriment of the interests of the listed company, the Company will compensate the listed company for any losses caused to the listed company as a result of the aforesaid acts.

Undertaking 18: Declaration and undertaking on the truthfulness, accuracy and completeness of the information provided: The Company has provided to Shanghai Beiling and the intermediaries providing audit, appraisal, legal and financial advisory professional

services for this reorganization with true, accurate, complete and valid documents, information or oral statements and explanations necessary for this reorganization matter at the current stage, and there is no concealment, falsehood or material omission whatsoever (b);

The copy materials or photocopies provided are consistent and in accordance with the original materials or originals; the signatures and seals on the documents and materials provided are true and have fulfilled the statutory procedures and obtained legal authorization required for such signatures and seals; and all the facts stated and illustrated are consistent with the facts as they have occurred. According to the process of this reorganization, the Company will provide relevant information and documents in a timely manner in accordance with the laws, rules and regulations, and the relevant provisions of the CSRC and the Shanghai Stock Exchange, and guarantees that the information and documents that continue to be provided will remain in compliance with the requirements of truthfulness, accuracy, completeness and validity. The Company undertakes and guarantees the truthfulness, accuracy and completeness of the information and documents provided in connection with this reorganization, and ensures that there are no false records, misleading statements or material omissions, and is willing to assume individual and joint legal liabilities.

Commitment 19: Commitment on Suspension of Transfer of Shares in Case Investigation: If the information provided or disclosed in this reorganization is suspected to be false records, misleading statements or material omissions, and is subject to investigation by the judicial authorities or investigation by the China Securities Regulatory Commission (CSRC), the Company will not transfer the shares owned or controlled by Shanghai Bailing until the conclusion of the investigation has been formed, and will submit written application and stock account suspension to the Board of Directors of Shanghai Bailing (hereinafter referred to as "the Board") for locking within two trading days upon receipt of notification of the investigation. Within two trading days upon receipt of the notification of investigation, the Company shall submit the written application for suspension of transfer and the stock account to the Board of Directors of Shanghai Beiling (hereinafter referred to as the "Board of Directors"), which shall apply for lock-up on behalf of the Company to the Shanghai Stock Exchange (hereinafter referred to as the "Stock Exchange") and to China Securities Depository & Clearing Co. If the application for locking is not submitted within two trading days, the Board of Directors is authorized to submit the Company's identity and account information to the Exchange and CSRC directly after verification and apply for locking; if the Board of Directors fails to submit the Company's identity and account information to the Exchange and CSRC, it is authorized to lock the relevant shares directly by the Exchange and CSRC. If the conclusion of the investigation reveals the existence of illegal circumstances, the Company undertakes to lock the shares voluntarily for the compensation arrangement for the relevant investors.

Commitment 20: Commitment on matters relating to the dilution of immediate returns: The Company is the controlling shareholder of the listed company Shanghai Belling Co. 资产重组摊薄即期回报有关事项的指导意见》的相关要求，就公司本次发行股份及支付现金购买资产并募集配套资金摊薄即期回报事项的填补回报措施能够得到切实履行作出如下承诺：1、不越权干预公司经营管理；2、不侵占公司利益。 If the Company violates the undertakings and causes losses to the Company or the shareholders of the Company, the Company will be liable for compensation in accordance with the law.

Commitment 21: Commitment on the truthfulness, accuracy and completeness of the information provided: The Company undertakes that the information provided in the course of the Reorganization is true, accurate and complete, and that there are no false records, misleading statements or material omissions, and that the Company will bear the corresponding legal responsibility for the truthfulness, accuracy and completeness of the information provided.

Commitment 22: Commitment on the non-existence of the circumstances stipulated in Article 6 of the Administrative Measures for the Acquisition of Unlisted Public Companies: Shanghai Beiling commits that the following circumstances do not exist: 1) the acquirer has debts of a

relatively large amount, which have not been settled by the due date and are in a continuous state; 2) the acquirer has committed or is suspected of having committed a major violation of law in the last two years; 3) the acquirer has committed a serious breach of trust in the securities market in the last two years; 4. Other circumstances prohibiting the acquisition of a public company as stipulated by laws and administrative regulations and recognized by the CSRC. Therefore, Shanghai Bailing does not exist the circumstances stipulated in Article 6 of the Administrative Measures for the Acquisition of Unlisted Public Companies and the circumstances prohibited by laws and regulations for the acquisition of public companies, and is qualified to acquire public companies.

Commitment 23: Commitment on the Company's compliance with the conditions for non-public issuance of shares: The Company commits that the Company does not have the following circumstances under which non-public issuance of shares is not allowed as stipulated in Article 39 of the Measures for the Administration of Issuance of Securities by Listed Companies: (1) the application documents for this issuance contain false records, misleading statements or material omissions; (2) the rights and interests of the listed company have been seriously jeopardized by controlling shareholders or de facto controllers, and such damages have not yet been eliminated;

(3) the listed company and its subsidiaries have provided guarantees to foreign parties in violation of the law and have not yet been released; (4) the current directors and senior management have been subjected to administrative penalties by the CSRC within the last thirty-six months or have been publicly condemned by the stock exchange within the last twelve months; (5) the listed company or its current directors and senior management are under investigation by the judicial authorities for suspected crimes or suspected violations of the law and regulations; (6) the financial statements for the last year and period have been issued a qualified opinion or a negative opinion or an audit report with no opinion by the CPA. China Securities Regulatory Commission; (6) the financial statements for the last one year and period have been issued by a certified public accountant with a qualified opinion, negative opinion, or an audit report that cannot be expressed. Unless the material impact of the matters involved in the qualified, negative or non-expressed opinion has been eliminated or the offering involves a major reorganization; (7) other circumstances that seriously jeopardize the legitimate rights and interests of the investors and the public interest of the society.

(ii) If there is a profit forecast for the company's assets or projects and the reporting period is still in the profit forecast period, the company explains whether the assets or projects have met the original profit forecast and the reasons for it

√ met □not met □not applicable

Pursuant to the relevant terms of the Equity Transfer Agreement in respect of Shenzhen Silta Technology Co., Ltd, the performance commitment shareholders undertook that the cumulative audited net profit (net of extraordinary gains and losses) of the Subject Company for the years 2022-2024 would not be less than RMB90 million.

The Company engaged Zhongjing Zonghuan Accounting Firm (Special Ordinary Partnership) to conduct a special audit on the fulfillment of the performance commitment, and Zhongjing Zonghuan issued the "Audit on the Statement of Performance Commitment Fulfillment of Cash Purchase of Assets by Shanghai Beiling Co.

Audit Report (Zhonghuan Ziqi (2023) 0201200): Shenzhen SiTa realized net profit of RMB23,964,300 in 2022.

The cumulative net profit after extraordinary gains and losses amounted to RMB22,684.44 million.

(iii) Fulfillment of performance commitments and their impact on goodwill impairment testing

□Applicable √Not Applicable

II. Non-operational appropriation of funds by controlling shareholders and other related parties during the reporting period

□Applicable √Not Applicable

III. Guarantee violations

□Applicable √Not Applicable

IV. Explanation of the Board of Directors of the Company on the "Non-standard Opinion Audit Report" of the Accounting Firm

□Applicable √Not Applicable

V. Explanation of the Company's analysis of the causes and effects of changes in accounting policies, accounting estimates or corrections of significant accounting errors

(i) Explanation of the Company's analysis of the reasons for and effects of changes in accounting policies and accounting estimates

□Applicable √Not applicable

(ii) The Company's analysis of the causes and effects of the correction of significant accounting errors

□Applicable √Not applicable

(iii) Communication with previous accounting firms

□Applicable √Not applicable

(iv) Other notes

□Applicable √Not applicable

VI. Appointment and dismissal of accounting firms

Unit: RMB 10,000 Currency: RMB

	current appointment
Name of domestic accounting firm	China Audit Zhonghuan Accounting Firm (Special General Partnership)
Remuneration of domestic accounting firms	95
Years of audit experience of domestic accounting firms	4
Name of Certified Public Accountant of Domestic Accounting Firm	Hou Shutao, Meng Fanning
Company of domestic accounting firms of certified public accountants auditing services	Hou Shutao 4 years, Meng Fanning 1 year
Internal control audit accounting firm	China Audit Zhonghuan Accounting Firm (Special General Partnership)
Internal control audit accounting firm renewal period	15

Appointment and dismissal of accounting firms

√Applicable □Not applicable

On November 25, 2022, the Company held the twenty-fourth meeting of the eighth session of the Board of Directors, and on December 15, 2022, the Company convened the The first extraordinary shareholders' meeting of 2022 was held, and the "Proposal on the Renewal of the Appointment of Accounting Firm" was considered and approved, and the Company renewed the appointment of the accounting firm for 2022.

The auditor of the annual financial and internal control report is Zhongguancunhuan Accounting Firm (Special General Partnership), please refer to the Company's 2022 Annual Report for details.

Announcement of Renewal of Appointment of Accounting Firm (P.2022-043) dated November 26th.

Explanation of the change of accounting firm during the audit period

□Applicable √ Not applicable

VII. Situations at risk of delisting

(i) Reasons leading to the delisting risk warning

□Applicable √ Not applicable

(ii) Response measures to be taken by the Company

□Applicable √ Not Applicable

(iii) Circumstances and reasons for facing termination of listing

□Applicable √Not applicable

VIII. Matters relating to insolvency reorganization

□Applicable √Not Applicable

IX. Significant litigation and arbitration matters

√ Significant litigation and arbitration matters of the Company during the current year □ No significant litigation and arbitration matters of the Company during the current year

(i) Litigation and arbitration matters have been disclosed in the interim announcement and there has been no subsequent development

√Applicable □Not applicable

Overview and types of matters	Query Index
Securities Trading Settlement Funds Litigation: In December 2003, Shanghai Bailing opened an account with Jianqiao Securities Co., Ltd. and deposited trading settlement funds of RMB 50 million. in September 2004, Shanghai Bailing found that Jianqiao Securities had misappropriated the settlement funds. After negotiation, Jianqiao Securities returned the RMB 1.1 million but stopped paying the balance. After the first and second trials, the court judgment that Jianqiao Securities reimbursed Shanghai Bailing's securities trading settlement funds of RMB48.9 million and the related legal fruits and interest, and the default penalty for late payment had come into effect. in April 2007, Jianqiao Securities entered into the bankruptcy procedure due to its poor operation. Shanghai Bailing, as its creditor, participated in the distribution of the bankruptcy property. on May 23, 2018, it received the distribution amount. 1,138,929.57, as of December 19, 2018, bei Ridge received a cumulative total of $19,552,200 in execution payments. the consolidated bankruptcy motion was passed and submitted to the Shaanxi Intermediate Peoples Court at the end of 2018. the distribution for fiscal year 2019 amounted to $1,518,572.76. the distribution for fiscal year 2020 amounted to $1,518,572.76. No new progress in 2020. 2021 Distribution on January 20, 2021 was received. Cumulative Distributions as of December 2021 The amount of $21,165,600 was received on March 14, 2022, and the amount of $2,760,000 was paid on March 14, 2022 Bridge Securities Bankruptcy Distribution 462,270.92, August 23, 2022 The Company has received the	Serial No. Announcement No. Issue Date 1 Provisional 2004-0162004 December 25, 2004 2 Pro 2005-0012005 11/01/2005 3 Pro 2005-008200 July 05, 2005 4 Pro 2005-0112005 November 10, 2005 5 Provisional 2007-0062007 April 20, 2007 6 Pro 2008-0022008 February 23, 2008 7 Provisional 2009-0282009 October 20, 2009 8 Provisional 2009-0362009 December 09, 2009

(ii) Litigation and arbitration not disclosed in the interim announcement or with subsequent developments

□Applicable √Not Applicable

(iii) Other notes

□Applicable √Not applicable

X. Listed companies, their directors, supervisors, senior management, controlling shareholders and de facto controllers suspected of violating laws and regulations, being punished and rectifying the situation

□Applicable √Not Applicable

XI. Explanation of the integrity status of the Company and its controlling shareholders and de facto controllers during the reporting period

□Applicable √Not applicable

XII. Significant connected transactions

(i) Connected transactions related to daily operations

1. Matters that have been disclosed in an interim announcement and for which there has been no progress or change in subsequent implementation

□Applicable √Not Applicable

2. Matters that have been disclosed in interim announcements but with subsequent progress or changes in implementation

√Applicable □Not applicable

(1) Statement of purchases of goods/acceptance of services

related party	Contents of related transactions	Current period's incidence	Prior period's incidence
Beijing Chian Technology Co. Zhejiang Chuangan Technology Co.)	Procurement of raw materials	14,811,284.18	13,813,419.82
CLP Smart Card Co.	commission	131,637.15	12,014,770.79
Zhongdian Great Wall Inter-network System Application Co.	Procurement of servers	0.00	88,274.34
Shanghai Advanced Semiconductor Manufacturing Co.	Procurement of raw materials	88,076,949.54	56,722,851.51
Shanghai Huahong Integrated Circuit Co.	Procurement of raw materials	416,392.08	897,979.45
Shanghai Sektar Semiconductor Co.	Procurement of raw materials	175,584,755.85	82,288,203.57
KOYIDA Technology (Shenzhen) Co.	Sales of integrated circuits	32,578.10	1,150.44
Welltec Semiconductor Ltd.	Provision of technical services	2,090,107.27	9,398,584.85
Welltec Semiconductor Ltd.	Sales of integrated circuits	0.00	117,949.66
Mapletree Technology Co.	Sales of integrated circuits	2,070.79	102,916.07
Shanghai Sektar Semiconductor Co.	Sales material	1,836,636.45	1,316,412.90
Shanghai Advanced Semiconductor Manufacturing Co. department (under a ministry)	Sales material	1,900,847.44	1,961,087.26
Shenzhen Zhongdian Port Technology Co.	Sales of integrated	12,407,742.82	15,718,888.39

(2) Statement of sale of goods/provision of services

related party	Contents of related transactions	Current year's incidence	Prior year's incidence
Shanghai Huahong Integrated Circuit Co.	Sales of integrated circuits	452,763.40	106,814.18
Shanghai Sektar Semiconductor Co.	Procurement of raw materials	7,480,931.07	3,733,832.47

(3) Affiliated leases

related party	Contents of related transactions	Current year's incidence	Prior year's incidence
Shanghai Zhongdian Port Technology Co.	Rent in building	1,836,636.45	1,316,412.90

3. Matters not disclosed in the interim announcement

□Applicable √Not applicable

Unit: Yuan Currency: RMB

Related parties	affiliate relationship	Types of related transactions	Contents of related transactions	Pricing Principles for Connected Transactions	Related Transaction Price	Amount of related transactions	Percentage of value of similar transactions (%)	Settlement of Connected Transactions	market price	Where the transaction price differs significantly from the market reference price ration ale
Siu Wah Semiconductor Co. department (under a ministry)	Sister companies of the Group	Purchase of goods	Procurement of chips	negotiated pricing		30,600.00	0.00	telegraphic transfer (TT)		not have
Baohui Technology (Lonan) corporation	Sister companies of the Group	Sales of goods	Sales of integrated circuits	negotiated pricing		69,061.06	0.00	telegraphic transfer (TT)		not have
CLP Business (Beijing) corporation	Sister companies of the Group	Purchase of goods	Procurement of equipment	negotiated pricing		546.38	0.00	telegraphic transfer (TT)		not have
Beijing Huada JiuTian Technology Co. Division)	Other related persons	Provision of rights to use patents, trademarks, etc.	Procurement software	negotiated pricing		1,730,000.00	24.33	telegraphic transfer (TT)		not have
Zhongdian Zhixing	Sister comp	Lease-in	housing	negotiated		761,285.71	5.15	telegr		not have

Technology Co. firms	anies of the Group	Lease-out	rental	pricing				aphic transfer (TT)		
add up the total				/	/	2,591,493.15	/	/	/	/
Details of large sales returns					not have					
Description of connected transactions					not have					

(ii) Connected transactions arising from the acquisition or disposal of assets or equity interests

1. Matters that have been disclosed in an interim announcement and for which there has been no progress or change in subsequent implementation

□Applicable √Not Applicable

2. Matters that have been disclosed in interim announcements but with subsequent progress or changes in implementation

□Applicable √Not applicable

3. Matters not disclosed in the interim announcement

□Applicable √Not Applicable

4. Where a performance agreement is involved, the performance realized during the reporting period should be disclosed.

□Applicable √Not applicable

(iii) Significant connected transactions for joint foreign investments

1. Matters that have been disclosed in an interim announcement and for which there has been no progress or change in subsequent implementation

□Applicable √Not Applicable

2. Matters that have been disclosed in interim announcements but with subsequent progress or changes in implementation

□Applicable √Not applicable

3. Matters not disclosed in the interim announcement

□Applicable √Not Applicable

(iv) Related debt transactions

1. Matters that have been disclosed in an interim announcement and for which there has been no progress or change in subsequent implementation

□Applicable √Not Applicable

2. Matters that have been disclosed in interim announcements but with subsequent progress or changes in implementation

□Applicable √Not applicable

3. Matters not disclosed in the interim announcement

□Applicable √Not Applicable

(e) Financial operations between the Company and finance companies with which it has a relationship, and between the Company's holding company and related parties

√Applicable □Not applicable

1. Deposit operations

√Applicable □Not applicable

Unit: Yuan Currency: RMB

related party	affiliate relationship	Daily Maximum Deposit limit	Deposit rate range	Opening balance	Current period's incidence		Closing balance
					Total deposits for the period horizontal tablet or inscribed board	Total for the period taken pay out amount	
China Electronics Finance Co. responsible company	Group Brothers firms	1,500,000,000.00		611,223,704.75	1,534,923,152.90	1,666,062,766.45	480,084,091.20
add up the total	/	/	/	611,223,704.75	1,534,923,152.90	1,666,062,766.45	480,084,091.20

2. Loan operations

□Applicable √Not Applicable

3. Credit operations or other financial operations

√Applicable □Not applicable

Unit: Yuan Currency: RMB

related party	affiliate relationship	Business Type	total (amount or value)	Actual incurred
China e-Finance limited liability company	Group of sister companies department (under a ministry)	Working capital loans, commercial paper acceptance and discounting, non-financial guarantees	320,000,000.00	1,129,114.91

4. Other notes

□Applicable √Not Applicable

(vi) Other

☐Applicable √Not applicable

XIII. Significant contracts and their fulfillment (I) Trusteeship, contracting and leasing matters 1.

☐Applicable √Not Applicable

2. Contracting

☐Applicable √Not Applicable

3. Leasehold status

☐Applicable √Not Applicable

(ii) Status of guarantees

☐Applicable √Not Applicable

(iii) Delegation of cash asset management

1. Entrusted financial management

(1) Overall commissioned finance

□Applicable √ Not applicable

Other situations

□Applicable √ Not applicable

(2) Individual entrusted financial management

□Applicable √ Not applicable

Other situations

□Applicable √ Not applicable

(3) Provision for impairment of entrusted finance

□Applicable √ Not applicable

2. Status of entrusted loans

(1) Overall situation of entrusted loans

□Applicable √ Not applicable

Other situations

□Applicable √ Not applicable

(2) Status of individual entrusted loans

□Applicable √ Not applicable

Other situations

□Applicable √ Not applicable

(3) Provision for impairment of entrusted loans

□Applicable √ Not applicable

3. Other situations

□Applicable √ Not applicable

(iv) Other significant contracts

□Applicable √ Not applicable

XIV. Description of other significant matters that have a material impact on investors' value judgment and investment decisions

□Applicable √Not Applicable

Section VII. Changes in shares and shareholders

I. Changes in equity

(i) Statement of Changes in Shares 1.

Unit: shares

	Before this change		Increase/decrease (+, -) in current changes					After this change	
	quantities	proportions (%)	issue new shares	ashare grant	transfer of accumulated funds thigh	(sth. or sb) else	Subtotal	quantities	proportions (%)
I. Restricted shares classifier for gifts; newspaper, magazine, documents etc. as a whole; for a complete menu of food.	11,953,170	1.68				-1,914,772	-1,914,772	10,038,398	1.41
1. State shareholding									
2. Shareholding by State-owned legal persons					610 / 335				
3. Other domestic holdings	11,953,170	1.68				-1,914,772	-1,914,772	10,038,398	1.41
Of which:									

2. Description of changes in shares

√Applicable □Not applicable

On March 25, 2022, the 19th meeting of the 8th Board of Directors and the 18th meeting of the 8th Supervisory Committee considered and approved the following

Proposal on the Repurchase and Cancellation of Restricted Shares Granted to Some Incentive Recipients but Not Yet Released from Restricted Sales: In view of the fact that 7 incentive recipients of the first grant of the First Phase Restricted Share Incentive Plan, 2 incentive recipients of the reserved grant have left their jobs due to personal reasons, and 1 incentive recipient of the first grant left his job due to transfer of position not under his personal control, and they do not fulfill the provisions on incentive recipients in the First Phase Restricted Share Incentive Plan. The Board of Directors decided to repurchase and cancel 309,121 restricted shares granted but not yet released from restricted sale. Under the Phase II Restricted Stock Incentive Plan, four incentive recipients had left their jobs due to personal reasons and were no longer in compliance with the provisions regarding incentive recipients under the Phase II Restricted Stock Incentive Plan, and the Board of Directors decided to repurchase and cancel all of the 199,000 shares of restricted stock that had been granted but not yet released from restriction on sale. two incentive recipients had left their jobs due to job transfers that were not under the control of the individual, and were no longer in compliance with the provisions regarding incentive recipients under the Phase II Restricted Stock Incentive Plan. The Board of Directors decided to cancel the qualification of the incentive recipients and repurchase and cancel 128,760 restricted shares which had been granted but not yet released from restricted sale. The total number of restricted shares repurchased and canceled by the Company is 636,881 shares.
Shares. On June 7, 2022, the cancellation of the restricted stock described above was completed.

On March 25, 2022, the Company held the Nineteenth Meeting of the Eighth Session of the Board of Directors and the Eighteenth Meeting of the Eighth Session of the Board of Supervisors, at which the "Proposal on the Achievement of the Conditions for Unlocking Restrictions in the First Unlocking Period of the Reserved Grant Portion of the First Restricted Share Incentive Plan" was considered and passed. The number of incentive recipients who may be released from sale during the first release period of the reserved grant portion of the Incentive Plan is 15, and the number of incentive recipients who may be released from sale during that period is as follows
The number of restricted shares sold was 130,795 shares, and the time of listing and circulation of the shares released from restricted sale was April 25, 2022.

On June 14, 2022, the Company held the Twenty-first Meeting of the Eighth Session of the Board of Directors and the Twentieth Meeting of the Eighth Session of the Board of Supervisors and considered and passed the "Proposal on the Unlocking of Restricted Shares during the Second Unlocking Period of the First Awarded Portion of the First Restricted Share Incentive Plan". The actual number of incentive recipients who can be released from restricted sale this time is 81, and the number of restricted shares that can be released from restricted sale is 1,147,096 shares, and the number of shares that can be released from restricted sale this time is 1,147,096 shares.
June 27, 2022 will be the date of listing and circulation of the shares released from sale restriction.

3. Impact of the change in shares on financial indicators such as earnings per share and net assets per share for the last year and the last period (if any)

□Applicable √Not Applicable

4. Other contents that the company deems necessary or the securities regulator requires to be disclosed.

□Applicable √Not Applicable

(ii) Movements in restricted shares

√ Applicable □Not applicable

Unit: Unit

Name of Shareholder	Restricted sales at the beginning of the year number of shares	Discharged during the year restricted shares	Increase in the current year restricted shares	Year-end sales restrictions number of shares	Reason for selling restriction	sell-off date period
Qin Yi (1916-1997), senior party apparatchik	231,600	40,800	0	190,800	restricted stock vote-incentive	June 2022 27th
Tong Xiaoli Notes:	169,000	24,500	0	144,500	restricted stock vote-incentive	June 2022 27th
Zhou Chengjie (1875-1968), Singaporean businessman and politician	173,700	30,600	0	143,100	restricted stock vote-incentive	June 2022 27th
Yan Shifeng	135,333	26,667	0	108,666	restricted stock vote-incentive	June 2022 27th
Middle management, core technology (industry) (services) 77 personnel	2,043,516	1,024,529	0	1,018,987	Restricted stock incentive	June 2022 27th
Core technology (industry) (services) 15 persons	392,400	130,795	0	261,605	restricted stock vote-incentive	April 2022 Mr. José Antonio González, Counsellor, Permanent Mission
add up the total	3,145,549	1,277,891	0	1,867,658	/	/

Qin Yi: Of the 231,600 shares subject to selling restrictions at the beginning of the period, except for 40,800 shares to be released from selling restrictions on June 27, 2022, the remaining 51,000 shares are subject to selling restrictions on June 27, 2022, and the remaining 51,000 shares are subject to selling restrictions on June 27, 2022. shares, 49,500 shares, 49,500 shares, and 40,800 shares on May 26, 2025, May 26, 2024, and May 26, 2023, respectively, June 27, 2023 Restrictions lifted.

2. Tong Xiaoli: Of the 169,000 shares subject to selling restrictions at the beginning of the period, except for 24,500 shares to be released from selling restrictions on June 27, 2022, the remaining shares are subject to selling restrictions on June 27, 2022, and the remaining shares are subject to selling restrictions on June 27, 2022.

40,800, 39,600, 39,600, and 24,500 shares on May 26, 2025, May 26, 2024, and 2023, respectively May 26, 2023 and June 27, 2023 to release the restriction.

Zhou Chengjie: Of the 173,700 shares restricted at the beginning of the period, except for 30,600 shares released from restriction on June 27, 2022, the remaining shares were sold at the end of the period.

38,250 shares, 37,125 shares, 37,125 shares, and 30,600 shares on May 26, 2025, May 26, 2024, and 2023, respectively May 26, 2023 and June 27, 2023 to release the restriction.

4. Yan Shifeng: of the 135,333 restricted shares at the beginning of the period, except for 26,667 shares released from restriction on June 27, 2022, the remaining shares were sold at the end of the period, and the remaining shares were sold at the end of the period.

38,250 shares, 37,125 shares, 37,125 shares, and 30,600 shares on May 26, 2025, May 26, 2024, and 2023, respectively May 26, 2023 and June 27, 2023 to release the restriction.

5. 77 middle management and core technical (business) personnel: Of the 2,043,516 shares restricted at the beginning of the period, all but 1,024,529 were held by the Company.

The shares were released from restricted sale on June 27, 2022 and the remaining 1,018,987 shares were released from restricted sale on June 27, 2023. For details, please refer to the "Prompt Announcement of Shanghai Beiling on the Unlocking of Restricted Shares during the Second Restricted Sale Period and Listing and Circulation of the Partially Restricted Shares Initially Granted under the First Phase Restricted Share Incentive Scheme" of the Company (Lin 2022-024).

6. 15 core technical (business) personnel: of the 392,400 shares restricted at the beginning of the period, all but 130,795 shares were sold in April 2022, and all but one of them were sold in April 2022, and all but one of them were sold in April 2022.

The remaining 130,795 shares and 130,810 shares will be released from restricted sale on April 23, 2023 and April 23, 2024, respectively. For details, please refer to the "Prompt Announcement of Shanghai Beiling on the Release of Restricted Shares from Restricted Sale and Listing and Circulation during the First Release Period of the Reserved Portion of the First Restricted Share Incentive Plan" of the Company (Lin 2022-016).

II. Issuance and listing of securities

(i) Issuance of securities up to the reporting period

□Applicable √ Not Applicable

Explanation of securities issuance as of the reporting period (for bonds with different interest rates during the duration, please explain separately):

□Applicable √ Not applicable

(ii) Changes in the total number of shares and shareholder structure of the Company and

changes in the Company's asset and liability structure

□Applicable √Not applicable

(iii) Existing internal employee shares

□Applicable √Not Applicable

III. Shareholders and de facto controllers

(i) Total number of shareholders

Total number of common shareholders as of the end of the reporting period (households)	152,821
Total number of common shareholders at the end of the previous month before the annual report disclosure date (households)	145,341
Total number of preferred shareholders with voting rights restored as of the end of the reporting period (households)	0
Total number of preferred shareholders with voting rights restored at the end of the previous month before the annual report disclosure date (households)	0

(ii) Shareholdings of the top ten shareholders and the top ten outstanding shareholders (or shareholders with unlimited rights to sell) as at the end of the reporting period

Unit: Unit

Shareholding of top ten shareholders

Name of Shareholder (full name)	Increase/decrease during the reporting period	Number of shares held at the end of the period	Proportion (%)	Shares held with limited selling restrictions quantities	Pledged, marked or frozen state of affairs		Nature of shareholders
					holders state of affairs	quantities	
Welltec Semiconductor Ltd.	0	178,200,000	25.02	0	pledges	59,696,258	State-owned legal person
Guotai Junan Securities Co., Ltd - Guotai Junan CSI All-Index Semiconductor Products and Equipment Traded Open-Ended Index Securities Investment fund	3,310,296	6,462,280	0.91	0	not have	0	(sth. or sb) else
Bank of China Limited Cathay CES Semiconductor Chip Sector Traded Open-End Index Securities investment funds	1,479,294	5,399,247	0.76	0	not have	0	(sth. or sb) else
Agricultural Bank of China Limited - CSI 500 Traded Open-End Index Securities Investment Fund generic term for lustrous and ductile metals	1,490,944	4,711,353	0.66	0	not have	0	(sth. or sb) else
her hibiscus	0	4,708,838	0.66	0	not have	0	Domestic natural persons
Hong Kong Securities Clearing Company Limited	-17,825,441	4,503,525	0.63	0	not have	0	(sth. or sb) else
Chen Qiang (1933-), PRC politician	0	3,289,745	0.46	0	not have	0	Domestic natural

							persons
Industrial Bank of China Limited -Guangfa Jiyu Bond Securities Investment funds	3,000,000	3,000,000	0.42	0	not have	0	(sth. or sb) else
Ding Xianping	118,599	2,621,030	0.37	0	not have	0	Domestic natural persons
Pak Fung Tin	-1,012,700	1,628,600	0.23	0	not have	0	Domestic natural persons

Shares held by top ten shareholders with unlimited sales conditions			
Name of Shareholder	Number of unlimited shares outstanding measure word	Type and number of shares	
		kind	quantities
Welltec Semiconductor Ltd.	178,200,000	Renminbi ordinary shares	178,200,000
Guotai Junan Securities Co., Ltd - Guotai Junan CSI All-Indices Semiconductor Products and Equipment Traded Open-Ended Indexed Securities Investment Funds	6,462,280	Renminbi ordinary shares	6,462,280
Bank of China Limited - Guotai CES Semiconductor Chip Sector Traded Open-End Index Securities Investment funding fund	5,399,247	Renminbi ordinary shares	5,399,247
Agricultural Bank of China Limited - CSI 500 Traded Open-Ended Index Securities Investment Fund	4,711,353	Renminbi ordinary shares	4,711,353
her hibiscus	4,708,838	Renminbi ordinary shares	4,708,838
Hong Kong Securities Clearing Company Limited	4,503,525	Renminbi ordinary shares	4,503,525
Chen Qiang (1933-), PRC politician	3,289,745	Renminbi ordinary shares	3,289,745
Industrial Bank of China Limited - Guangfa Jiyu Bonds Securities Investment Fund	3,000,000	Renminbi ordinary shares	3,000,000

Ding Xianping	2,621,030	Renminbi ordinary shares	2,621,030
Pak Fung Tin	1,628,600	Renminbi ordinary shares	1,628,600
Description of repurchase special accounts among the top ten shareholders	not have		
The above shareholders' proxy voting rights, entrusted voting rights, release of Explanation of abstentions	not have		
Description of the above shareholders' affiliation or concerted action	The company's largest shareholder, UW Semiconductor Ltd. and the other shareholders listed in the table of unlimited shares available for sale have not been found to have a relationship, nor is it a "listed companies shareholding changes in the disclosure of information management measures" in the provisions of the concerted action. Rong Qi and Chen Qiang are husband and wife. It is not known whether the other shareholders of unlimited outstanding shares are related to each other or belong to the "Rules Governing Disclosure of Changes in Shareholdings of Listed Companies". Persons acting in concert as defined in the "Administrative Measures for Disclosure of Changes in Shareholdings of Listed Companies".		
Preferred shareholders whose voting rights have been restored and the number of shares held by the clarification	not have		

Number of shares held by the top ten shareholders with limited selling rights and the conditions of sale restriction

√ Applicable □Not applicable

Unit: shares

serial number	Name of restricted shareholders	Number of shares held under limited selling conditions	Listing and trading of shares with limited selling conditions state of affairs		conditions for selling restrictions
			Available for trading	New shares available for trading quantities	
1	187 core technical and operational personnel	2,716,600	May 26, 2025	0	restricted stock equity incentive
2	189 core technical and	2,689,940	May 26, 2023	0	restricted

(iii) Strategic investors or general corporations becoming the top 10 shareholders as a result of the placing of new shares

□Applicable √Not Applicable

IV. Controlling shareholders and de facto controllers

(i) Controlling shareholders

1 legal personality

√Applicable □Not applicable

name (of a thing)	Welltec Semiconductor Ltd.
Head of unit or legal representative	Chen Zhongguo
Date of Establishment	May 8, 2014
Main business operations	Research, development and sales of integrated circuit products, development and sales of electronic components, microelectronic devices and their electronic products, software information systems, computer hardware and software, computer application systems, electronic equipment and systems technology development, technical consulting, technical services, engaged in the import and export business of goods and technology, own house rental Lease, parking lot operation.
Equity interests in other domestic and overseas listed companies held and participated in during the reporting period	1、China Electronics Huada Technology Company Limited (stock code: 00085.HK), shareholding: 59.42%. 2、Solomon Systech (International) Limited (stock code: 02878.HK), shareholding: 28.33%. 3. Beijing Chian Technology Co., Ltd (New Third Board, stock code: 430094), shareholding: 40.08%. 4. Shanghai Anlu Information Technology Co. (Code: 688107), Shareholding: 29.17%.
Other information notes	Not have

2 natural person (law)

□Applicable √Not Applicable

3 Special note on the absence of controlling shareholders in the Company

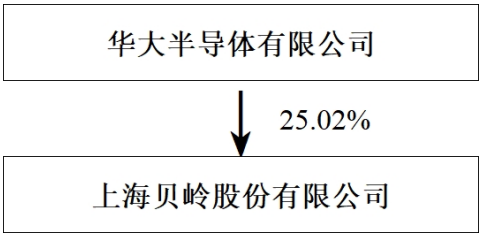
□Applicable √Not applicable

4 Explanation of changes in controlling shareholders during the reporting period

□Applicable √Not applicable

5 Block diagram of the ownership and control relationship between the Company and its controlling shareholders

√Applicable □Not applicable



(ii) Situation of de facto controllers

1 legal personality

√ Applicable □Not applicable

name (of a thing)	China Electronics Corporation (CEC)
Head of unit or legal representative	Zeng Yi
Date of Establishment	May 26, 1989
Main business operations	Electronic raw materials, electronic components, electronic instruments and meters, electronic machine products, electronic application products and application systems, electronic special equipment, ancillary products, software, scientific research, development, design, manufacturing, product supporting sales; electronic application system engineering, construction engineering, communications engineering, water treatment engineering general contracting and organization and management; environmental protection and energy-saving technology development, promotion, application; real estate development, Management; automobiles, automobile parts and accessories, hardware and electrical appliances, photographic equipment, construction materials, decorative materials, clothing sales; organizing exhibitions; housing repair business; Consulting services, technical services and transfers; repair and sale of household appliances.
Equity interests in other domestic and overseas listed companies held and participated in during the reporting period	As at December 31, 2022, other than the Company, the equity interests in other domestic and overseas listed companies in which China Electronics had a controlling interest or participation are set out in the table below: sequence No. Listed Company Abbreviation Stock Code China Electronics Holding Proportion of sharesNote 1 Great Wall of China 000066 40.92% 2 China Software 600536 35.84% of the total 3 SHENZHENDA A 000032 47.59% (%) 4 Deep Tech 000021 34.51% 5 Nanjing Panda 600775+0553. 29.98% 6 Zhenhua Scenery 688439 43.04 percent 7 Zhenhua Technology 000733 32.73% 8 TPV Technology 000727 28.13%

2 natural person (law)

□Applicable √ Not Applicable

3 Special note on the absence of de facto control of the company

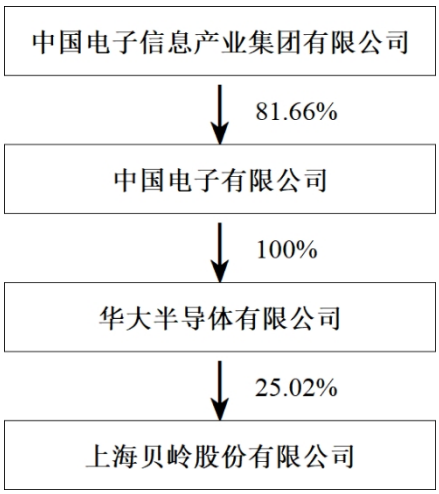
□Applicable √Not applicable

4 Explanation of changes in control of the Company during the reporting period

□Applicable √Not applicable

5 Block diagram of the ownership and control relationship between the Company and the beneficial owners

√Applicable □Not applicable



Description:
Company name: China Electronics Corporation
Type: Limited liability company (state-controlled)
Legal representative: Sun Jie
Registered capital: RMB3,428,955.670415 million Date of establishment: December 01, 2016
Registration authority: Shenzhen Market Supervision Administration Approval date: April 11, 2022
Business scope: electronic raw materials, electronic components, electronic instruments and meters, electronic machine products, electronic application products and application systems, electronic special equipment, ancillary products, software, scientific research, development, design, manufacturing, product support sales; electronic application system engineering, construction engineering, communications engineering, water treatment engineering general contracting and organization and management; environmental protection and energy-saving technology development, promotion, application; Real estate development, management; automobiles, automobile parts and accessories, hardware and electrical appliances, photographic equipment, construction materials, decorative materials, clothing sales; organizing

exhibitions; housing repair business; consulting services, technical services and transfers; maintenance and sales of household appliances.

China Electronics Corporation Limited is a holding company of China Electronics Corporation. According to the relevant business layout arrangement of China Electronics Corporation, China Electronics Corporation is positioned as a platform company holding the core business assets of China Electronics Corporation.

6 Control of companies by beneficial owners through trusts or other asset management methods

□Applicable √ Not applicable

(iii) Other information on controlling shareholders and de facto controllers

□Applicable √Not applicable

V. The proportion of the accumulated number of shares pledged by the controlling shareholder or the first largest shareholder of the Company and its concert parties to the number of shares held by them reaches 80% or more.

□Applicable √Not Applicable

VI. Other corporate shareholders holding more than ten percent of the shares

□Applicable √Not Applicable

VII. Explanation of restrictions on the reduction of shareholdings

□Applicable √Not Applicable

VIII. Specific implementation of share repurchases during the reporting period

□Applicable √Not Applicable

Section VIII. Information on preferred shares

□Applicable √Not Applicable

Section IX. Bond-related information

I. Corporate bonds, corporate bonds and debt financing instruments for non-financial enterprises

□Applicable √Not Applicable

II. Convertible bonds

□Applicable √Not Applicable

Section X. Financial reporting

I. Audit reports

√Applicable

□Not Applicable

I. Audit Opinion

We have audited the financial statements of Shanghai Belling Co. 31, the Consolidated and Company Balance Sheets, the Consolidated and Company Income Statements, the Consolidated and Company Statements of Cash Flows, the Consolidated and Company Statements of Changes in Stockholders' Equity for fiscal year 2022, and the related notes to the financial statements.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of Shanghai Beiling as of December 31, 2022, and the results of its operations and its cash flows for the year ended December 31, 2022, in conformity with accounting principles generally accepted in the Republic of China.

II. Basis for forming an audit opinion

We conducted our audit in accordance with the provisions of the Chinese Standards on Auditing for Certified Public Accountants. Our responsibilities under those standards are further described in the section of the audit report entitled "Responsibilities of Certified Public Accountants for the Audit of Financial Statements". In accordance with the Code of Ethics for Certified Public Accountants in China, we are independent of Shanghai Bailing and have fulfilled our other responsibilities in respect of professional ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

III. Key audit issues

Key audit matters are those matters that, in our professional judgment, are of most significance to the audit of the current financial statements. These matters are addressed in the context of the audit of the financial statements as a whole and the formation of an audit opinion, and we do not express an opinion on these matters individually. We identified the following matters as key audit matters to be communicated in the audit report.

(i) Goodwill impairment test

Key audit matters	How to respond to the matter in an audit
Please refer to Note IV.23 and Note VI.16 for disclosure of impairment testing of goodwill. At December 31, 2022, the consolidated financial statements confirm that The carrying value of the	1. Evaluate the competence, professionalism and objectivity of third-party assessment organizations; 2. Review management's identification of asset groups and how goodwill is allocated to each asset group; 3. To understand the historical performance

Key audit matters	How to respond to the matter in an audit
Accordingly, we identified goodwill impairment testing as a key audit matter.	

IV. Other information

The management of Shanghai Belling is responsible for other information. Other information includes the information covered in the 2022 Annual Report, but excludes the financial statements and our audit report.

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

In conjunction with our audit of the financial statements, it is our responsibility to read the other information and, in doing so, to consider whether the other information is materially inconsistent with the financial statements or circumstances known to us in the course of our audit or appears to be materially misstated.

Based on the work we have performed, if we determine that other information is materially misstated, we should report that fact. In this regard, we have nothing to report.

V. Management and governance responsibilities for the financial statements

The management of Shanghai Beiling (hereinafter referred to as "management") is responsible for the preparation of the financial statements in accordance with the requirements of the Accounting Standards for the preparation of financial statements that present fairly, and for designing, implementing and maintaining internal control necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing Shanghai Beiling's ability to continue as a going concern and disclosing matters related to going concern

(where applicable) and applying the going concern assumption, unless management plans to liquidate Shanghai Belling, terminate operations or has no other realistic alternative.

Governance is responsible for overseeing the financial reporting process of Shanghai Belling. **VI. Responsibilities of certified public accountants for the audit of financial statements**

Our objective is to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an audit report that includes an audit opinion. Reasonable assurance is a high level of assurance, but it does not guarantee that an audit performed in accordance with auditing standards will always detect a material misstatement when it exists. Misstatements may result from fraud or error and are generally considered material if they could reasonably be expected, individually or in the aggregate, to affect the economic decisions of users of financial statements based on the financial statements.

In performing the audit in accordance with auditing standards, we use professional judgment and maintain professional skepticism. We also perform the following:

(i) Identifying and assessing the risks of material misstatement of the financial statements, whether due to fraud or error, designing and performing audit procedures to address those risks, and obtaining audit evidence that is sufficient and appropriate to form the basis of an audit opinion. The risk of not detecting material misstatements due to fraud is higher than the risk of not detecting material misstatements due to error, as fraud may involve c o l l u s i o n , forgery, intentional omissions, misrepresentation or overriding internal controls.

(ii) Understand internal controls relevant to the audit in order to design appropriate audit procedures.

(iii) Evaluate the appropriateness of accounting policies selected and the reasonableness of accounting estimates and related disclosures made by management.

(iv) Conclude on the appropriateness of management's use of the going concern assumption. At the same time, based on the audit evidence obtained, we conclude whether there is a material uncertainty about the existence of matters or circumstances that may cast significant doubt on Shanghai Belling's ability to continue as a going concern. If we conclude that a material uncertainty exists, auditing standards require us to draw the attention of the users of the statements to the relevant disclosures in the financial statements in our audit report; if the disclosures are not adequate, we should express an unqualified opinion. Our conclusions are based on information available as of the date of the audit report. However, future events or circumstances may cause Shanghai Beiling to be unable to continue as a going concern.

(v) Evaluate the overall presentation, structure and content of the financial statements and whether the financial statements present fairly the underlying transactions and events.

(vi) Obtaining audit evidence that is sufficient and appropriate to provide an opinion on the financial statements of the entities or activities in Shanghai Belling. We are responsible for directing, supervising and performing the group audit. We take full responsibility for the audit opinion.

We communicate with governance on matters such as planned audit scope, timing, and significant audit findings, including communicating internal control deficiencies of concern identified in our audit.

We also provide a statement to governance that we have complied with the ethical requirements related to independence and communicate with governance all relationships and other matters that may reasonably be perceived to affect our independence, as well as related precautions, if applicable.

From the matters communicated to governance, we determined which matters were most significant to the audit of the current financial statements and, therefore, constituted key audit matters. We describe these matters in our audit report, except where public disclosure of these matters is prohibited by law or regulation, or in the rare case of an audit of the financial statements.

We determined that a matter should not be communicated in an audit report if it is reasonably anticipated that the negative consequences of communicating the matter in the audit report would outweigh the benefits to the public interest.

China Audit Zhonghuan Accounting Firm (Special General Partnership) Certified Public Accountants of China:

(Project Partner): _____

Hou Shutao

Certified Public Accountant, China:_____

Menfanning

China — Wuhan March 24, 2023

II. Financial statements

Consolidated balance sheets

Prepared by:Shanghai Belling Co. December 31, 2022 Unit: Yuan Currency: RMB

sports event	footnote	December 31, 2022	December 31, 2021
Liquid assets:			
money funds	VII. (i)	731,362,603.42	1,316,612,301.18
Financial assets held for trading	VII. (ii)	729,546,431.90	764,267,984.00
derivative financial asset		0.00	0.00
notes receivable	VII. (IV)	31,551,219.88	26,914,560.66
accounts receivable	VII. (v)	412,592,081.86	284,916,151.60
Receivables financing	VII. (VI)	58,611,576.93	56,768,572.93
Prepayments	VII. (VII)	66,934,595.79	28,713,705.51
Other receivables	VII. (VIII)	23,607,852.83	7,414,696.05
Of which: Interest receivable			
Dividends receivable		0.00	0.00
Bought and sold financial assets		0.00	0.00
inventory (of material)	VII. (IX)	663,423,984.90	403,938,886.07
Contractual assets	VII. (X)	1,368,307.14	1,395,881.65
Assets held for sale		0.00	0.00
Non-current assets due within one year	VII. (XII)	10,453,500.00	0.00
Other current assets	VII. (XIII)	34,957,093.32	63,213,894.34
Total current assets		2,764,409,247.97	2,954,156,633.99
Non-current assets:			
debenture investment		0.00	0.00
Other debt investments		0.00	0.00
Long-term receivables		0.00	0.00
Long-term equity investments		0.00	0.00
Investments in other		0.00	0.00

Other non-current financial assets		0.00	0.00
investment property	VII. (XX)	568,310,000.00	566,710,000.00
fixed assets	VII. (II.1)	87,479,831.60	77,940,708.48
construction in progress	VII. (II.2)	6,438,599.79	503,504.67
Productive biological assets		0.00	0.00
oil and gas assets		0.00	0.00
usufructuary assets	VII. (II.V)	23,326,223.46	28,775,217.54
intangible asset	VII. (II.6)	95,851,644.67	52,909,097.67
development expenditure		0.00	0.00
reputation of a firm's product	VII. (II.8)	731,361,360.91	456,262,239.96
Long-term amortized expenses	VII. (II.9)	2,480,847.76	2,771,038.53
Deferred tax assets	VII. (XXX)	9,072,730.47	13,796,171.42
Other non-current assets	VII. (Trinity)	687,285,395.89	506,438,527.43
Total non-current assets		2,211,606,634.55	1,706,106,505.70
Total assets		4,976,015,882.52	4,660,263,139.69
Current liabilities:			
short term loan		0.00	0.00
Financial liabilities held for trading		0.00	0.00
Derivative financial liabilities		0.00	0.00
notes payable	VII. (III.5)	1,129,114.91	22,103,745.72
accounts payable	VII. (III.6)	171,572,098.18	194,172,431.72
Advance receipts	VII. (III.VII)	10,326,284.52	3,511.59
Contractual liabilities	VII. (38)	18,896,658.23	15,559,421.34
Employee remuneration payable	VII. (39)	53,704,352.09	60,092,636.00
Taxes payable	VII. (XL)	17,059,779.29	39,810,665.02
Other accounts payable	VII. (IV.1)	301,407,306.06	114,052,816.22
Of which: Interest payable			
dividend payable		0.00	0.00
Liabilities held for sale		0.00	0.00
Non-current liabilities due within one year	VII. (IV.3)	6,718,333.83	60,314,221.73
Other current liabilities	VII. (IV.4)	1,094,261.25	767,329.98
Total current liabilities		581,908,188.36	506,876,779.32
Non-current liabilities:			
long term loan		0.00	0.00
bonds payable		0.00	0.00
Of which: Preferred shares		0.00	0.00
perpetual bond		0.00	0.00
Lease liabilities	VII. (IV.VII)	17,998,371.20	22,457,229.31

Long-term accounts payable	VII. (IV.8)	15,360,000.00	15,360,000.00
Long-term employee compensation payable		0.00	0.00
projected liability		0.00	0.00
Deferred income	VII. (May 1)	16,678,959.46	20,151,834.43
Deferred income tax liabilities	VII. (XXX)	116,874,823.45	114,143,854.48
Other non-current liabilities		0.00	0.00
Total non-current liabilities		166,912,154.11	172,112,918.22
Total liabilities		748,820,342.47	678,989,697.54
Owners' equity (or shareholders' equity):			
Paid-in capital (or share capital)	VII. (VIII)	712,178,433.00	712,815,314.00

Other equity instruments		0.00	0.00
Of which: Preferred shares		0.00	0.00
perpetual bond		0.00	0.00
capital surplus	VII. (V.5)	1,002,140,242.07	980,954,634.92
Less: Treasury stock	VII. (V.6)	69,841,293.17	82,349,931.55
Other comprehensive income	VII. (VII)	23,211,095.76	23,211,095.76
earmark		0.00	0.00
surplus surplus	VII. (V9)	312,624,695.71	298,654,532.48
General risk provision		0.00	0.00
unallocated profit	VII. (60)	2,246,882,366.68	2,004,031,410.61
Equity attributable to owners of the parent company (Total (or shareholders' equity)		4,227,195,540.05	3,937,317,056.22
Minority interests		0.00	43,956,385.93
Owners' equity (or shareholders' rights) Total (benefits)		4,227,195,540.05	3,981,273,442.15
Liabilities and owners' equity (Total (or shareholders' equity)		4,976,015,882.52	4,660,263,139.69

Person in charge of the company: Qin Yi Person in charge of accounting work: Tong Xiaoli

Person in charge of accounting organization: Wu Xiaojie

Parent company balance sheet

Prepared by:Shanghai Belling Co.

December 31, 2022

Unit: Yuan Currency: RMB

sports event	footnote	December 31, 2022	December 31, 2021
Liquid assets:			
money funds		68,949,068.14	377,218,966.89
Financial assets held for trading		729,546,431.90	764,267,984.00
derivative financial asset		0.00	0.00
notes receivable		7,479,121.72	4,802,346.70
accounts receivable	XVII. (I)	149,722,799.92	85,614,561.92
Receivables financing		26,408,779.35	10,032,673.52
Prepayments		18,553,181.17	4,521,344.40
Other receivables	XVII. (ii)	27,284,012.95	9,246,851.30
Of which: Interest receivable			
Dividends receivable		0.00	0.00
inventory (of material)		323,851,153.12	142,736,340.07
Contractual assets		868,371.57	895,946.08
Assets held for sale		0.00	0.00
Non-current assets due within one year		0.00	0.00
Other current assets		4,045,332.43	9,657,227.80
Total current assets		1,356,708,252.27	1,408,994,242.68

Other non-current financial assets		0.00	0.00
investment property		568,310,000.00	566,710,000.00
fixed assets		69,637,655.91	60,915,522.22
construction in progress		5,417,904.88	234,100.89
Productive biological assets		0.00	0.00
oil and gas assets		0.00	0.00
usufructuary assets		15,266,882.66	18,291,628.94
intangible asset		43,533,510.63	41,968,714.25
development expenditure		0.00	0.00
reputation of a firm's product		0.00	0.00
Long-term amortized expenses		2,309,995.41	1,988,413.03
Deferred tax assets		6,784,449.84	10,951,603.21
Other non-current assets		671,689,676.71	201,172,041.10
Total non-current assets		2,823,644,865.34	2,509,764,299.13
Total assets		4,180,353,117.61	3,918,758,541.81
Current liabilities:			
short term loan		0.00	0.00
Financial liabilities held for trading		0.00	0.00
Derivative financial liabilities		0.00	0.00
notes payable		1,129,114.91	22,103,745.72
accounts payable		176,630,915.75	104,899,951.31
Advance receipts		10,326,284.52	3,511.59
Contractual liabilities		7,637,200.67	4,949,522.26
Employee remuneration payable		27,801,632.40	28,334,574.14
Taxes payable		3,137,023.90	20,774,339.44
Other accounts payable		301,143,454.72	113,199,240.79
Of which: Interest payable			
dividend payable		0.00	0.00
Liabilities held for sale		0.00	0.00
Non-current liabilities due within one year		2,436,150.24	2,439,797.61
Other current liabilities		808,982.36	421,688.51
Total current liabilities		531,050,759.47	297,126,371.37
Non-current liabilities:			
long term loan		0.00	0.00
bonds payable		0.00	0.00
Of which: Preferred shares		0.00	0.00
perpetual bond		0.00	0.00
Lease liabilities		13,179,869.67	15,616,019.94

Long-term accounts payable		15,360,000.00	15,360,000.00
Long-term employee compensation payable		0.00	0.00
projected liability		0.00	0.00
Deferred income		16,678,959.46	20,151,834.43
Deferred income tax liabilities		109,953,197.04	112,458,137.77
Other non-current liabilities		0.00	0.00
Total non-current liabilities		155,172,026.17	163,585,992.14
Total liabilities		686,222,785.64	460,712,363.51
Owners' equity (or shareholders' equity):			
Paid-in capital (or share capital)		712,178,433.00	712,815,314.00

Other equity instruments		0.00	0.00
Of which: Preferred shares		0.00	0.00
perpetual bond		0.00	0.00
capital surplus		1,218,360,068.59	1,191,635,497.23
Less: Treasury stock		69,841,293.17	82,349,931.55
Other comprehensive income		23,211,095.76	23,211,095.76
earmark		0.00	0.00
surplus surplus		312,624,695.71	298,654,532.48
unallocated profit		1,297,597,332.08	1,314,079,670.38
Owners' equity (or shareholders' rights)		3,494,130,331.97	3,458,046,178.30
Total (benefits) Liabilities and owners' equity (Total (or shareholders' equity)		4,180,353,117.61	3,918,758,541.81

Person in charge of the company: Qin Yi Person in charge of accounting work: Tong Xiaoli Person in charge of accounting organization: Wu Xiaojie

consolidated income statement

January-December 2022

Unit: Yuan Currency: RMB

sports event	footnote	2022	2021
I. Gross operating income		2,044,266,388.63	2,024,334,631.48
Of which: Operating income	VII. (June 1)	2,044,266,388.63	2,024,334,631.48
II. Total operating costs		1,701,472,625.07	1,629,649,014.53
Of which: Operating costs	VII. (June 1)	1,347,378,427.32	1,333,525,378.02
Taxes and surcharges	VII. (VI.2)	12,594,562.66	15,155,833.11
sales expense	VII. (VI.3)	61,654,888.65	54,018,196.56
overhead	VII. (VI.4)	76,917,017.43	92,256,661.18
R&D costs	VII. (VI.5)	258,188,373.09	176,647,913.72
financial cost	VII. (VI.6)	-55,260,644.08	-41,954,968.06
Of which: Interest expense		1,446,612.23	1,646,305.30
Interest income		44,298,867.98	48,049,362.89
Add: Other gains	VII. (VI.VII)	30,942,549.48	24,634,478.57
Investment income (Losses are marked with a "-") (columns)	VII. (VI.8)	36,441,831.52	52,905,736.00
Of which: to associates and joint ventures Investment income from the industry		0.00	0.00
Gold measured at amortized cost Gain on derecognition of financing assets		0.00	0.00
Currency exchange gains (losses are marked with a "-") (columns)		0.00	0.00
Net open hedge gains (losses are recognized as "-") (No.)		0.00	0.00
Gains (losses) on changes in fair value of "-" sign)	VII. (70)	27,214,472.89	299,929,841.17

Gain (loss of "-") on disposal of assets (No.)	VII. (VII.3)	14,884.10	-281.46
III. Operating profit (Loss is filled in with a "-" sign) (columns)		428,991,339.00	765,644,085.79
Add: Non-operating income	VII. (VII.4)	954,094.37	1,662,988.73
Less: Non-operating expenses	VII. (VII.5)	1,675,450.77	639,952.19
IV. Total profit (total loss is marked with a "-") (fill in the blanks)		428,269,982.60	766,667,122.33
Less: Income tax expense	VII. (76)	28,680,406.04	29,116,197.82
V. Net profit (net loss is marked with a "-") (columns)		399,589,576.56	737,550,924.51
(i) Classification by business continuity			
1. Net profit from continuing operations (net loss to "-" sign)		399,589,576.56	737,550,924.51
2. Net profit from discontinued operations (net loss to "-" sign)		0.00	0.00
(ii) Classification by ownership			
1. Net profit attributable to shareholders of the parent company (Net loss is represented by a "-" sign)		399,034,926.70	729,298,230.93
2. Minority gains and losses (net loss of "-") (No.)		554,649.86	8,252,693.58
VI. Other comprehensive income, net of tax		0.00	1,289,505.32
(i) Others attributable to owners of the parent company Net comprehensive income after tax		0.00	1,289,505.32
1. Others not reclassifiable to profit or loss Consolidated income		0.00	0.00
(1) Remeasurement of changes in defined benefit plans balance (of payments)		0.00	0.00
(2) The equity method of accounting does not allow for the transfer of gains and losses. Other comprehensive income		0.00	0.00

(3) Fair value of investments in other equity instruments value change		0.00	0.00
(4) Fair value of an enterprise's own credit risk value change		0.00	0.00
2. Other comprehensive income to be reclassified to profit or loss combined income		0.00	1,289,505.32
(1) Other transferable gains and losses under the equity method Consolidated income		0.00	0.00
(2) Change in fair value of other debt investments act		0.00	0.00
(3) Reclassification of financial assets to other Amount of comprehensive income		0.00	0.00
(4) Credit impairment allowance for other debt investments get ready		0.00	0.00
(5) Cash flow hedge reserve		0.00	0.00
(6) Translation differences on foreign currency financial statements		0.00	0.00
(7) Other		0.00	1,289,505.32
(ii) Other summaries attributable to minority shareholders Net of tax on combined earnings		0.00	0.00
VII. Total comprehensive income		399,589,576.56	738,840,429.83
(i) Summaries attributable to owners of the parent company Total combined income		399,034,926.70	730,587,736.25
(ii) Comprehensive income attributable to minority shareholders Total benefits		554,649.86	8,252,693.58
VIII. Earnings per share:			
(i) Basic earnings per share (yuan/share)		0.57	1.04
(ii) Diluted earnings per share ($/share)		0.57	1.03

In the case of a business combination under the same control in the current period, the net profit realized by the party to be merged before the merger was: $0.00, and the net profit realized by the party to be merged in the previous period was: $0.00.

Person in charge of the company: Qin Yi Person in charge of accounting work: Tong Xiaoli
Person in charge of accounting organization: Wu Xiaojie

Income statement of the parent company

January-December 2022

Unit: Yuan Currency: RMB

sports event	footnote	2022	2021
I. Operating income	XVII. (IV)	748,367,631.34	671,885,439.87
Less: Operating costs	XVII. (IV)	471,967,418.51	384,787,533.27
Taxes and surcharges		7,432,114.40	9,660,681.74
sales expense		36,154,082.61	27,384,113.75
overhead		47,634,488.42	46,120,694.08
R&D costs		130,191,366.81	89,341,028.66
financial cost		-22,743,403.51	-10,097,312.47
Of which: Interest expense		942,888.67	932,805.33
Interest income		20,695,283.09	12,717,770.35
Add: Other gains		5,877,019.82	13,014,346.75
Investment income (losses are symbolized by "-") (fill in the blanks)	XVII. (V)	36,441,831.52	54,680,361.00
Of which: to associates and joint ventures Investment income from the industry		0.00	0.00
Gold measured at amortized cost Gain on derecognition of financing assets		0.00	0.00
Net open hedging gains (losses) on "-" sign)		0.00	0.00
Gains (losses) on changes in fair value of "-" sign)		27,214,472.89	299,929,841.17
Credit Impairment Losses (Losses in "-" sign)		516,353.45	-34,241.86
Impairment loss on assets (loss in "-" sign)		-6,164,128.35	-2,753,221.52
Gain (loss) on disposal of assets "-" sign)		0.00	0.00
II. Operating Profit (Loss is filled in with a "-" sign) (columns)		141,617,113.43	489,525,786.38
Add: Non-operating income		789,396.65	1,402,996.29
Less: Non-operating expenses		350,287.70	441,023.80
III. Total profit (total loss is represented by "-") (No.)		142,056,222.38	490,487,758.87

Less: Income tax expense		2,354,590.05	2,364,820.99
IV. Net profit (net loss is indicated by a "-" sign) (columns)		139,701,632.33	488,122,937.88
(i) Net profit (net loss) from continuing operations (to be completed with a "-" sign)		139,701,632.33	488,122,937.88
(ii) Net profit (net loss) from discontinued operations (to be completed with a "-" sign)		0.00	0.00
V. Other comprehensive income, net of tax		0.00	1,289,505.32
(i) Other items that cannot be reclassified to profit or loss Consolidated income		0.00	0.00
1. Remeasurement of changes in defined benefit plans horizontal tablet or inscribed board		0.00	0.00
2. Others that cannot be transferred to profit or loss under the equity method Consolidated income		0.00	0.00
3. Fair value of investments in other equity instruments flux		0.00	0.00
4. Fair value of the enterprise's own credit risk flux		0.00	0.00
(ii) Other comprehensive income to be reclassified to profit or loss combined income		0.00	1,289,505.32
1. Other syntheses of transferable gains and losses under the equity method combined income		0.00	0.00
2. Changes in fair value of other debt investments		0.00	0.00
3. Reclassification of financial assets to other comprehensive income Amount of combined earnings		0.00	0.00
4. Provision for credit impairment of other debt investments		0.00	0.00
5. Cash flow hedge reserve		0.00	0.00
6. Translation differences on foreign currency financial statements		0.00	0.00

7. Other		0.00	1,289,505.32
VI. Total comprehensive income		139,701,632.33	489,412,443.20
VII. Earnings per share:			
(i) Basic earnings per share (yuan/share)		0.20	0.69
(ii) Diluted earnings per share ($/share)		0.20	0.69

Person in charge of the company: Qin Yi Person in charge of accounting work: Tong Xiaoli

Person in charge of accounting organization: Wu Xiaojie

Consolidated statement of cash flows

January-December 2022

Unit: Yuan Currency: RMB

sports event	footnote	FY2022	2021
i. Cash flows from operating activities:			
Sales of goods and services received in cash		1,763,620,838.56	1,836,972,210.96
Net customer deposits and interbank deposits increase		0.00	0.00
Net increase in borrowing from central banks		0.00	0.00
Net remittances to other financial institutions increase		0.00	0.00

Premiums received for original insurance contracts in cash		0.00	0.00
Net cash received from reinsurance operations		0.00	0.00
Net increase in policyholder deposits and investments		0.00	0.00
Interest, fees and commissions charged in cash		0.00	0.00
Net increase in inward remittances		0.00	0.00
Net increase in funding of repurchase operations		0.00	0.00
Net cash received from dealing in securities horizontal tablet or inscribed board		0.00	0.00
Tax refunds received		13,612,398.88	10,497,621.75
Receipt of other operating activities in cash	VII. (VII.8)	21,763,761.48	34,759,954.24
Subtotal cash inflow from operating activities		1,798,996,998.92	1,882,229,786.95
Purchase of goods, acceptance of services paid in cash		1,515,829,829.20	1,173,843,405.80
Net increase in loans and advances to customers		0.00	0.00
Net deposits with central banks and interbanks increase		0.00	0.00
Payment of claims under the original insurance contract in cash		0.00	0.00
Net increase in funds disbursed		0.00	0.00
Payment of interest, fees and commissions in cash		0.00	0.00
Cash to pay policy dividends		0.00	0.00
Payments to and for employees in cash		282,523,494.25	174,753,571.36
Taxes paid		113,338,578.03	102,736,105.14
Payment of other operating activities related in cash	VII. (VII.8)	91,216,370.53	45,553,229.17
Subtotal cash outflows		2,002,908,272.01	1,496,886,311.47

from operating activities			
Cash flows from operating activities net quantity		-203,911,273.09	385,343,475.48
II. Cash flows from investing activities:			
Cash received from recovery of investments		771,500,000.00	428,680,585.26
Cash received from investment income		175,797,821.92	17,763,397.80
Disposal of fixed assets, intangible assets and Net cash recovered from other long-term assets		122,097.35	6,460.00
Disposal of subsidiaries and other operating units Net cash received		0.00	0.00
Receipt of other investment activities in cash		0.00	0.00
Subtotal cash inflows from investing activities		947,419,919.27	446,450,443.06
Acquisition of fixed assets, intangible assets and Cash paid for other long-term assets		35,879,418.47	10,010,197.68
Cash paid for investments		492,000,000.00	461,200,000.00
Net increase in pledged loans		0.00	0.00
Acquisition of subsidiaries and other business units Net cash paid		128,626,627.93	0.00
Payments for other investment activities in cash		0.00	0.00
Subtotal cash outflows from investing activities		656,506,046.40	471,210,197.68
Cash flows from investing activities net quantity		290,913,872.87	-24,759,754.62
III. Cash flows from financing activities:			
Cash received from absorption of investments		0.00	67,312,130.00
Of which: Absorption of minority shareholders by subsidiaries Cash received from investments		0.00	0.00
Cash received from acquisition of loans		0.00	2,500,000.00
Receipt of other financing activities in cash	VII. (VII.8)	0.00	2,500,000.00

Subtotal cash inflow from financing activities		0.00	72,312,130.00
Cash paid for debt service		0.00	5,000,000.00
Distribution of dividends, profits or repayment of interest Cash paid		142,435,686.60	93,652,677.06
Of which: Paid by subsidiaries to minority shareholders Dividends, profits of owners		0.00	900,000.00
Disbursements for other financing activities in cash	VII. (VII.8)	112,384,644.90	32,817,284.23
Subtotal cash outflows from financing activities		254,820,331.50	131,469,961.29
Cash flows from financing activities net quantity		-254,820,331.50	-59,157,831.29
iv. impact of exchange rate changes on cash and cash equivalents Impact of valuation		6,068,033.96	-2,945,656.05
V. Net increase in cash and cash equivalents horizontal tablet or inscribed board		-161,749,697.76	298,480,233.52
Add: Cash and cash equivalents at beginning of period balances		597,112,301.18	298,632,067.66
VI. Cash and cash equivalents at end of period horizontal tablet or inscribed board		435,362,603.42	597,112,301.18

Person in charge of the company: Qin Yi Person in charge of accounting work: Tong Xiaoli

Person in charge of accounting organization: Wu Xiaojie

Parent company statement of cash flows

January-December 2022

Unit: Yuan Currency: RMB

sports event	footnote	FY2022	2021
i. Cash flows from operating activities:			
Sales of goods and services received in cash		623,687,237.62	672,287,320.54
Tax refunds received		0.00	428.05
Receipt of other operating activities in cash		7,576,225.32	29,376,693.50
Subtotal cash inflow from operating activities		631,263,462.94	701,664,442.09
Purchase of goods, acceptance of services paid in cash		585,503,783.57	384,146,739.70
Payments to and for		145,821,864.25	96,303,153.22

Taxes paid		37,017,390.58	32,180,432.66
Payment of other operating activities related in cash		52,389,082.10	24,715,431.46
Subtotal cash outflows from operating activities		820,732,120.50	537,345,757.04
Net cash flows from operating activities horizontal tablet or inscribed board		-189,468,657.56	164,318,685.05
II. Cash flows from investing activities:			
Cash received from recovery of investments		660,000,000.00	279,680,585.26
Cash received from investment income		111,256,885.23	16,705,993.69
Disposal of fixed assets, intangible assets and Net cash recovered from other long-term assets		0.00	0.00
Disposal of subsidiaries and other operating units Net cash received		0.00	0.00
Receipt of other investment activities in cash		0.00	0.00
Subtotal cash inflows from investing activities		771,256,885.23	296,386,578.95
Acquisition of fixed assets, intangible assets and Cash paid for other long-term assets		31,969,300.11	6,520,775.32
Cash paid for investments		639,650,090.00	262,513,660.00
Acquisition of subsidiaries and other business units Net cash paid		0.00	0.00
Payments for other investment activities in cash		0.00	0.00
Subtotal cash outflows from investing activities		671,619,390.11	269,034,435.32
Cash flows from investing activities net quantity		99,637,495.12	27,352,143.63
III. Cash flows from financing activities:			
Cash received from absorption of investments		0.00	67,312,130.00
Cash received from acquisition of loans		0.00	0.00
Receipt of other financing activities in cash		0.00	0.00
Subtotal cash inflow from financing activities		0.00	67,312,130.00

Cash paid for debt service		0.00	0.00
Distribution of dividends, profits or repayment of interest Cash paid		142,435,686.60	92,665,989.56
Disbursements for other financing activities in cash		7,744,127.06	5,107,375.08
Subtotal cash outflows from financing activities		150,179,813.66	97,773,364.64
Cash flows from financing activities net quantity		-150,179,813.66	-30,461,234.64
iv. impact of exchange rate changes on cash and cash equivalents Impact of valuation		1,741,077.35	-1,362,659.47
V. Net increase in cash and cash equivalents horizontal tablet or inscribed board		-238,269,898.75	159,846,934.57
Add: Cash and cash equivalents at beginning of period balances		307,218,966.89	147,372,032.32
VI. Cash and cash equivalents at end of period horizontal tablet or inscribed board		68,949,068.14	307,218,966.89

Person in charge of the company: Qin Yi Person in charge of accounting work: Tong Xiaoli Person in charge of accounting organization: Wu Xiaojie

Consolidated statement of changes in equity

January-December 2022

Unit: Yuan Currency: RMB

sports event	2022														
	Equity attributable to owners of the parent company													Minority interests	Total owners' equity
	Paid-in capital (or share capital)	Other interests artifact			capital surplus	Less: Treasury stock	Other comprehensive income	earmark	surplus surplus	General Risks get ready	unallocated profit	(sth. or sb) else	Subtotal		
		preferred stock	perpetual bond	(sth. or sb) else											
I. Prior year-end balances	712,815,314.00				980,954,634.92	82,349,931.55	23,211,095.76		298,654,532.48		2,004,031,410.61		3,937,317,056.22	43,956,385.93	3,981,273,442.15
Add: Accounting policies modify															
Prior period															

II. Beginning of the year balances	712,815,314.00				980,954,634.92	82,349,931.55	23,211,095.76		298,654,532.48		2,004,031,410.61		3,937,317,056.22	43,956,385.93	3,981,273,442.15
III. Changes during the period (Decrease is indicated by a "-") (columns)	-636,881.00				21,185,607.15	-12,508,638.38			13,970,163.23		242,850,956.07		289,878,483.83	-43,956,385.93	245,922,097.90
(i)) Total comprehensive											399,034,926.70		399,034,926.70	554,649.86	399,589,576.56

income horizontal tablet or inscribed board															
(ii)) Owners' inputs and reductions in funding roots or stems of plants	-636,881.00				21,185,607.15	-12,508,638.38							33,057,364.53	-44,511,035.79	-11,453,671.26
1. Ordinary inputs fro	-636,881.00												-636,881.00		-636,881.00

m owners thigh															
2. Inputs from holders of other equity instruments roots or stems of plants															
3. Share-based payments recogniz					26,724,571.36	-12,508,638.38							39,233,209.74		39,233,209.74

ed in equity sum of money															
4. Other					-5,538,964.21								-5,538,964.21	-44,511,035.79	-50,050,000.00
(iii) Profit share make up (a prescription)									13,970,163.23		-156,183,970.63		-142,213,807.40		-142,213,807.40
1. Withdrawal of surplus public fund									13,970,163.23		-13,970,163.23				

2. Extraction of general risks intend															
3. For owners (or shareholders) make up (a prescription)											-142,213,807.40		-142,213,807.40		-142,213,807.40
4. (sth. or sb) else															

(iv)) wit hin own er's equi ty carry forwa rd															
1. Cap itali zati on of capi tal sur plus (or Unit) (this)															
2. Tra nsfe r of sur plus to capi tal (or Unit															

) (this)															
3. Replacement of surplus reserves (financial) loss															
4. Carry-over of changes in defined benefit plans															

to retained earnings all the more															
5. Other comprehensive income carried forward and retained earnings															
6. (sth. or sb) else															

(V) (e) Earmarked reserves get ready															
1. Current period withdraw (from a bank or warehouse)															
2. Current period utilization															
(VI) its (used for															

either sex when the sex is unknown or unimportant)														
IV. End of the period balances	712,178,433.00				1,002,140,242.07	69,841,293.17	23,211,095.76		312,624,695.71		2,246,882,366.68		4,227,195,540.05		4,227,195,540.05

sports event	2021														
	Equity attributable to owners of the parent company													Minority interests	Total owners' equity
	paid-up capital (or share capital)	Other interests artifact			capital surplus	Less: Treasury stock	Other comprehensive income	earmark	surplus surplus	-General Risks	unallocated profit	(sth. or sb) el	Subtotal		
		preferred	perpetu	(sth. or sb											

		stock	alb ond	) else						get ready		se			
I. Prior year-end balances	704,121,614.00				923,891,971.76	23,956,333.00	21,921,590.44		249,842,238.69		1,416,034,998.91		3,291,856,080.80	36,111,819.40	3,327,967,900.20
Add: Accounting policies modify															
ahead spread															
incorrect response greate															

r than zero															
Enterprises under the same control incorporation															
it (refers to the preceding it) (used for either sex when the sex is unkn															

own or unimportant)														
II. Beginning of the year balances	704,121,614.00				923,891,971.76	23,956,333.00	21,921,590.44		249,842,238.69		1,416,034,998.91		3,291,856,080.80	36,111,819.40	3,327,967,900.20
III. Changes during the period (Decrease is indicated by a "-") (columns)	8,693,700.00				57,062,663.16	58,393,598.55	1,289,505.32		48,812,293.79		587,996,411.70		645,460,975.42	7,844,566.53	653,305,541.95

(i)) Total comprehensive income horizontal tablet or inscribed board						1,289,505.32				729,298,230.93		730,587,736.25	8,252,693.58	738,840,429.83
(ii)) Owner throw oneself into	8,693,700.00				57,062,663.16	58,393,598.55						7,362,764.61	491,872.95	7,854,637.56
and reduction of resources roots or														

stems of plants														
1. Ordinary inputs from owners thigh	8,693,700.00				57,004,547.52	58,393,598.55						7,304,648.97		7,304,648.97
2. Inputs from holders of other equity instruments roots or stems of plants														

3. Share-based payments recognized in equity sum of money					26,704,535.69								26,704,535.69	491,872.95	27,196,408.64
4. Other					-26,646,420.05								-26,646,420.05		-26,646,420.05
(iii)) Profit share make up (a prescription)									48,812,293.79		-141,301,819.23		-92,489,525.44	-900,000.00	-93,389,525.44
1. Withdrawa									48,812,293.79		-48,812,293.79				

l of sur plus publi c fund															
2. Extr acti on of gen eral risk s inten d															
3. For own ers (or s h a r e h o l d e r s) make up (a presc riptio n)												- 92,489,525.4 4		- 92,489,525.4 4	- 900,000.0 0	- 93,389,525.4 4

4. (sth. or sb) else															
(iv)) within owner's equity carry forward															
1. Capitalization of capital surplus (or															
thigh (this)															

2. Transfer of surplus to capital (or Unit) (this)															
3. Replacement of surplus reserves (financial) loss															
4. Carry-over of changes in defined															

benefit plans to retained earnings all the more														
5. Other comprehensive income carried forward and retained earnings														

6. (sth. or sb) else																		
(V) (e) Earmarked reserves get ready																		
1. Current period withdraw (from a bank or warehouse)																		
2. Current period utilization																		
(VI) its (used for either sex when the sex is																		

Person in charge of the company: Qin Yi Person in charge of accounting work: Tong Xiaoli Person in charge of accounting organization: Wu Xiaojie

Statement of changes in owners' equity of the parent company

January-December 2022

Unit: Yuan Currency: RMB

sports event	2022										
	Paid-in capital (or share capital)	Other equity instruments			capital surplus	Less: Treasury stock	Other comprehensive income	earmark	surplus surplus	unallocated profit	owners' equity meter
		preferred stock	perpetual bond	(sth. or sb) else							
I. Prior year-end balance	712,815,314.00				1,191,635,497.23	82,349,931.55	23,211,095.76		298,654,532.48	1,314,079,670.38	3,458,046,178.30
Add: change in accounting policy											
Correction of prior period errors											

(sth. or sb) else											
II. Opening balance for the year	712,815,314.00				1,191,635,497.23	82,349,931.55	23,211,095.76		298,654.532.48	1,314,079,670.38	3,458,046,178.30
III. Changes during the period (Decrease is indicated by a "-" sign)	-636,881.00				26,724,571.36	-12,508,638.38			13,970,163.23	-16,482,338.30	36,084,153.67
(i) Total comprehensive income										139,701.632.33	139,701.632.33
(ii) Owners' inputs and reductions in capital	-636,881.00				26,724,571.36	-12,508,638.38					38,596,328.74
1. Common shares invested by owners	-636,881.00										-636,881.00
2. Holders of other equity instruments invested capital											
3. Share-based payments recognized in equity					26,724,571.36	-12,508,638.38					39,233,209.74
4. Other											
(iii) Distribution of profits									13,970,163.23	-156,183.970.63	-142,213.807.40

1. Withdrawal of surplus reserves									13,970,163.23	-13,970,163.23	
2. Distribution to owners (or shareholders)										-142,213.807.40	-142,213.807.40
3. Other											
(iv)Internal balance of owners' equity classifier for repeated actions											
1. Transfer of capital surplus to capital (or (Share capital)											
2. Transfer of surplus reserves to capital (or (Share capital)											
3. Coverage of losses by surplus surplus											
4. Changes in defined benefit plans Carry forward of retained earnings											
5. Other comprehensive income carried forward income on deposit											
6. Other											
(v) Earmarked reserves											
1. Withdrawals during the period											

2. Utilization during the period											
(vi) Other											
IV. Closing balance for the period	712,178,433.00				1,218,360,068.59	69,841,293.17	23,211,095.76		312,624.695.71	1,297,597,332.08	3,494,130,331.97

sports event	2021										
	Paid-in capital (or share capital)	Other equity instruments			capital surplus	Less: Treasury stock	Other comprehensive income	earmark	surplus surplus	unallocated profit	owners' equity meter
		preferred stock	perpetual bond	(sth. or sb) else							
I. Prior year-end balance	704,121,614.00				1,107,618,522.39	23,956,333.00	21,921,590.44		249,842.238.69	967,258.551.73	3,026,806,184.25
Add: change in accounting policy											
Correction of prior period errors											
(sth. or sb) else											
II. Opening balance for the year	704,121,614.00				1,107,618,522.39	23,956,333.00	21,921,590.44		249,842.238.69	967,258.551.73	3,026,806,184.25
III. Changes during the period (Decrease by "-" sign) (columns)	8,693,700.00				84,016,974.84	58,393,598.55	1,289,505.32		48,812,293.79	346,821.118.65	431,239.994.05
(i) Total							1,289,50			488,122.	489,412.

comprehensive income							5.32			937.88	443.20
(ii) Owner inputs and reductions small capital	8,693,700.00				84,016,974.84	58,393,598.55					34,317,076.29
1. Common shares invested by owners	8,693,700.00				57,004,547.52	58,393,598.55					7,304,648.97
2. Holders of other equity instruments invested capital											
3. Share-based payments recognized in owners' equity Amount of equity					27,012,427.32						27,012,427.32
4. Other											
(iii) Distribution of profits									48,812,293.79	-141,301.819.23	-92,489,525.44
1. Withdrawal of surplus reserves									48,812,293.79	-48,812,293.79	
2. Distribution to owners (or shareholders)										-92,489,525.44	-92,489,525.44
3. Other											
(iv) Within owners' equity carry forward											

1. Capitalization of capital surplus (or equity)											
2. Capitalization of surplus surplus (or equity)											
3. Coverage of losses by surplus surplus											
4. Changes in defined benefit plans Carry forward of retained earnings											
5. Other comprehensive income carried forward income on deposit											
6. Other											
(v) Earmarked reserves											

1. Withdrawals during the period											
2. Utilization during the period											
(vi) Other											
IV. Closing balance for the period	712,815,314.00				1,191,685,497.23	82,349,931.55	23,211,095.76		298,654,532.48	1,314,079,670.38	3,458,046,178.30

Person in charge of the company: Qin Yi Person in charge of accounting work: Tong Xiaoli Person in charge of accounting organization: Wu Xiangjie

III. Basic information about the company

1. Company Overview

√Applicable □Not applicable

(hereinafter referred to as "Shanghai Belling" or "the Company") was founded by Shanghai Yidian Holding (Group) Company and Shanghai Bell Telephone Equipment Manufacturing Company Limited under the approval of Shanghai Municipal People's Government with the document of Shanghai Municipal Government [1998] No. 24, "Approval of the Change of Shanghai Belling Microelectronics Manufacturing Company Limited to Shanghai Belling Company Limited". Ltd. was jointly initiated by Shanghai Yidian Holding (Group) Company and Shanghai Bell Telephone Equipment Manufacturing Co., Ltd. and approved by the China Securities Regulatory Commission with the document "Zheng Jian Fa Zi (1998) No. 217" to establish a joint stock limited company by public offering of shares to the public, and was granted with the certificate of enterprise shares issued by the State Administration for Industry and Commerce (the "SAIC"). The Company has received the Enterprise Stock Business License No. 000289 issued by the State Administration for Industry and Commerce. The Company's enterprise unified social credit code
Code: 91310000607220587A, registered capital: RMB712,178,400. Registered address: No. 810, Yishan Road, Shanghai. Current legal representative: Qin Yi.

2. Scope of consolidated financial statements

√Applicable □Not applicable

The scope of the consolidated financial statements for the year was Shanghai Belling Co., Ltd, Shanghai Lingxin Microelectronics Co., Ltd, Shenzhen Ruineng Micro Technology Co., Ltd, Hong Kong Haihua Co., Ltd, Nanjing Micro Alliance Electronics Co., Ltd. and Shenzhen Silicon Tower Technology Co.

IV. Basis of preparation of the financial statements

1. Basis of preparation

The Company's financial statements have been prepared on a going concern basis.

2. going concern

√Applicable □Not applicable

As of December 31, 2022, the Company's total current assets amounted to RMB2,764,492,000 and current liabilities amounted to RMB581,908,200
The total current assets exceeded the total current liabilities by RMB2,182,511,000. Based on the above considerations, the Company has sufficient capacity to meet the requirements of the Positive

The Company's 2022 financial statements have been prepared on a going concern basis as required by its ordinary course of business.

V. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES Specific Accounting Policies and Accounting Estimates

Reminder:

√Applicable □Not applicable

The Group determines specific accounting policies and accounting estimates based

on the characteristics of its production and operations, which are mainly reflected in the method of provisioning for bad debt provision for receivables, the method of valuation of inventories, the measurement mode of investment properties, the depreciation of fixed assets, the amortization of right-of-use assets and intangible assets, and the timing of recognition of revenues.

1. Statement of compliance with enterprise accounting standards

The financial statements prepared by the Company comply with the requirements of the Accounting Standards for Business Enterprises and give a true and complete account of the Company's financial position, results of operations, changes in shareholders' equity and cash flows and other relevant information. The financial statements prepared by the Company comply with the requirements of the Accounting Standards for Business Enterprises and give a true and complete account of the financial position of the Company and the Group as at December 31, 2022 and the results of their operations and cash flows for the year 2022 and other related information. In addition, the financial statements of the Company and the Group comply in all material respects with the disclosure requirements for financial statements and notes thereto as set out in the "No. 15 Rules for the Preparation of Information Disclosure of Companies with Publicly Issued Securities - General Provisions on Financial Reporting" as amended by the China Securities Regulatory Commission in 2014.

2. accounting period

The Company's fiscal year begins on January 1 and ends on December 31 of the calendar year.

3. business cycle

√Applicable □Not applicable

The Company uses 12 months as its normal operating cycle and uses the operating cycle as the liquidity sub-criterion for assets and liabilities.

4. local currency

The Company's bookkeeping currency is RMB.

5. Accounting for business combinations under common control and non-common control

√Applicable □Not applicable

A business combination is a transaction or event in which two or more separate businesses are combined to form a single reporting entity. Business combinations are categorized into same-control and non-same-control business combinations.

(1) Same-control business combinations

A business combination is a business combination under the same control if the enterprises participating in the combination are under the ultimate control of the same party or parties before and after the combination and the control is not of a temporary nature. In a business combination under the same control, the party that obtains control over the other enterprises participating in the combination at the merger date is the merging party, and the other enterprises participating in the combination are the parties to be merged. The merger date is the date on which the merging parties actually obtain control over the merged party.

Assets and liabilities acquired by the consolidated entity are measured at their carrying value at the date of consolidation in the consolidated entity. The difference between the book value of net assets acquired by the consolidated party and the book value of the consideration paid for the consolidation (or the total nominal value of the shares issued) is adjusted to capital surplus (capital premium); if capital surplus (capital premium) is not sufficient to be eliminated, it is adjusted to retained earnings.

All direct costs incurred by the consolidated entity in connection with the business combination are recognized in profit or loss as incurred.

(2) Non-same control business combinations

A business combination is a non-same-control business combination if the enterprises participating in the combination are not under the ultimate control of the same party or parties before and after the combination. In the case of a business combination not under the same control, the party that acquires control over the other participating enterprises on the date of purchase is the purchaser, and the other enterprises participating in the combination are the purchasers. The purchase date is the date on which the purchaser actually obtains control over the purchased party.

For business combinations not under the same control, the cost of the combination consists of the fair value of assets given, liabilities incurred or assumed, and equity securities issued by the purchaser at the date of purchase for the purpose of obtaining control over the acquiree, and intermediary costs incurred for the business combination, such as auditing, legal services, appraisal and consulting fees, and other management fees, which are used for the purpose of the combination, are recognized in the current period's profit or loss when incurred. Transaction costs for equity securities or debt securities issued by the purchaser as consideration for the combination are included in the initial recognition amount of the equity securities or debt securities. The contingent consideration involved is recognized as the cost of consolidation at its fair value at the date of purchase. If new or further evidence of circumstances that existed at the date of purchase arises within 12 months after the date of purchase that requires an adjustment to the contingent consideration, the consolidated goodwill is adjusted accordingly. Merger costs incurred by the purchaser

and identifiable net assets acquired in the merger are measured at fair value at the date of purchase. The difference between the cost of the combination and the share of the fair value of the purchaser's identifiable net assets acquired in the combination at the date of purchase is recognized as goodwill. If the cost of consolidation is less than the fair value of the acquiree's share of the identifiable net assets acquired in the consolidation, the fair value of the acquiree's identifiable assets, liabilities and contingent liabilities acquired in the consolidation as well as the measurement of the cost of consolidation are firstly reviewed, and if the cost of consolidation is still less than the share of the acquiree's share of the identifiable net assets acquired in the consolidation, the difference is recognized in the current period's profit or loss.

A purchaser acquires a deductible temporary difference from a purchased party that is not recognized as a deferred tax asset at the date of purchase because it does not qualify for recognition as a deferred income tax asset

If a deferred tax asset is recognized, if new or further information indicates that the relevant circumstances existed at the date of purchase and the economic benefits expected to arise from deductible temporary differences at the date of purchase can be realized, the deferred tax asset will be recognized and goodwill will be reduced, and if goodwill is not sufficient to offset the difference, the difference will be recognized in profit or loss for the current period. Except for the above cases, if deferred tax assets are recognized in connection with a business combination, the difference is recognized in profit or loss for the current period.

For non-same-control business combinations achieved in stages through multiple transactions, the judgment criteria for determining whether such multiple transactions are "package transactions" (see Note V.6, "Method of Preparation of Consolidated Financial Statements" (2)) are in accordance with the "Ministry of Finance's Notice on the Issuance of Interpretation of Accounting Standards for Business Enterprises (ASBE) No. 5" (Caixin [2012] No. 19) and Article 51 of ASBE No. 33 "Consolidated Financial Statements. "(See Note V.6 "Method of Preparation of Consolidated Financial Statements" (2)) to determine whether the multiple transactions are "package transactions". If the transaction is a "package deal", refer to the description in the preceding paragraphs of this section and Note V.21 "Long-term equity investments" for accounting treatment; if it is not a "package deal", refer to the description in the preceding paragraphs of this section and Note V.21 "Long-term equity investments" for accounting treatment. The accounting treatment is differentiated between individual financial statements and consolidated financial statements:

In the individual financial statements, the sum of the book value of the equity investment in the purchaser held prior to the purchase date and the cost of the additional investment at the purchase date is used as the initial investment cost of the investment; if the equity interest in the purchaser held prior to the purchase date involves other comprehensive income, the

Other comprehensive income associated with the investment is accounted for upon disposal of the investment on the same basis as if the related asset or liability had been disposed of directly by the purchaser.

In the consolidated financial statements, the equity interest in the acquiree held prior to the purchase date is remeasured at the fair value of the equity interest at the purchase date, and the difference between the fair value and its book value is recognized as investment income for the current period; if the equity interest in the acquiree held prior to the purchase date is related to other comprehensive income, the other comprehensive income related to the equity interest should be accounted for using the same accounting basis as that used for the disposal of the related assets or liabilities by the acquiree directly. The accounting treatment should be carried out on the same basis as the direct disposal of the related assets or liabilities by the acquiree.

6. Methodology for the preparation of consolidated financial statements

√Applicable □Not applicable

(1) Principles for determining the scope of the consolidated financial statements

The scope of consolidation of the consolidated financial statements is determined on the basis of control. Control means that the Group has power over the investee, enjoys a variable return through participation in the investee's relevant activities, and has the ability to use its power over the investee to affect the amount of that return. The scope of consolidation includes the Company and all subsidiaries. Subsidiaries are entities that are controlled by the Group.

The Group reassesses the relevant elements involved in the above definition of control once the relevant facts and circumstances have changed, resulting in a change.

(2) Methodology for the preparation of consolidated financial statements

The Group begins to include subsidiaries in the scope of consolidation from the date it obtains effective control over their net assets and production and operation decisions; it ceases to include them in the scope of consolidation from the date it loses effective control. For subsidiaries disposed of, the results of operations and cash flows prior to the date of disposal have been appropriately included in the consolidated income statement and the consolidated statement of cash flows; for subsidiaries disposed of in the current period, no adjustment is made to the opening balance of the consolidated balance sheet. For subsidiaries added by a business combination not under the same control, the results of operations and cash flows after the date of purchase have been appropriately included in the consolidated income statement and the consolidated statement of cash flows, and no adjustment is made to the opening and comparative figures of the consolidated financial statements. The results of operations and cash flows of subsidiaries added by a business combination under the same control from the beginning of the period to the date of the combination have been appropriately included in the consolidated income statement and consolidated cash flow statement, and the comparative figures of the consolidated financial statements are adjusted at the same time.

In the preparation of consolidated financial statements, if the accounting policies or accounting periods adopted by the subsidiaries are not consistent with those of the Company, necessary adjustments are made to the financial statements of the subsidiaries in accordance with the accounting policies and accounting periods of the Company. For subsidiaries acquired in a business combination not under the same control, the financial statements of the subsidiaries are adjusted on the basis of the fair value of the identifiable net assets at the date of purchase.

All significant intra-group balances, transactions and unrealized profits are eliminated in the preparation of the consolidated financial statements.

The shareholders' equity of subsidiaries and the portion of net profit or loss for the period that is not owned by the Company are presented separately as minority interest and minority profit or loss, respectively, in the consolidated financial statements under the headings of shareholders' equity and net profit. Minority interests in the net income

or loss of subsidiaries for the period are presented under "Minority interests" in the consolidated statements of income under the item of net income. The minority's share of the subsidiary's losses exceeds the minority's share of the subsidiary's opening stockholders' equity, but is still reduced by the minority's equity.

When control over an existing subsidiary is lost due to the disposal of a portion of the equity investment or for other reasons, the remaining equity interest is remeasured at its fair value at the date of loss of control. The difference between the sum of the consideration obtained from the disposal of the equity interest and the fair value of the remaining equity interest, less the share of the original subsidiary's net assets continuously calculated from the date of purchase based on the original percentage of ownership, is recognized as investment income in the period in which control is lost. Other comprehensive income related to equity investments in the original subsidiaries is accounted for at the time of loss of control on the same basis as the direct disposal of the related assets or liabilities by that subsidiary. Subsequently, such remaining equity interest is subsequently measured in accordance with the relevant provisions of "Accounting Standard for Business Enterprises (ASBE) No. 2 - Long-term Equity Investments" or "Accounting Standard for Business Enterprises (ASBE) No. 22 - Recognition and Measurement of Financial Instruments", etc., which are described in detail in Note V.21 of this note. For details, please refer to Note V.21 "Long-term equity investments" or Note V.10 "Financial instruments".

If the Group disposes of equity investments in subsidiaries through multiple transactions until it loses control, it is necessary to distinguish between the disposal of equity investments in subsidiaries and the disposal of equity interests in subsidiaries.

(b) Whether transactions involving equity investments up to the point of loss of control are accounted for as a package deal. The terms, conditions, and economic effects of transactions to dispose of an equity investment in a subsidiary generally indicate that multiple transactions should be accounted for as a package deal when one or more of the following conditions are met: (1) the transactions are entered into simultaneously or in consideration of each other's effects; (2) the transactions as a whole achieve a complete business result; (3) the occurrence of one transaction is dependent on the occurrence of at least one other transaction; (4) one transaction is uneconomic on its own but is economic when considered together with other transactions; and (5) one transaction is uneconomic when considered together with other transactions. (iii) the occurrence of one transaction depends on the occurrence of at least one other transaction; and (iv) a transaction is uneconomic in isolation, but is economic when considered together with other transactions. If a transaction is not a package deal, each transaction is accounted for as "partial disposal of long-term equity investments in subsidiaries without loss of control" (for details, see Note V.21 "Long-term equity investments"(2)(iii)) and "partial disposal of long-term equity investments" (for details, see Note V.21 "Long-term equity investments"(2)(iii)), as the case may be. "Loss of control over subsidiaries as a result of partial disposal of equity investments or for other reasons" (see the preceding paragraph for details) are accounted for on the basis of the principles applicable to the disposal of equity investments in subsidiaries up to the point of loss of control. If each transaction for the disposal of an equity investment in a subsidiary up to the loss of control is a package transaction, each transaction is accounted for as a single transaction for the disposal of a subsidiary and the loss of control; however, the difference between the disposal price and the share of the net assets of the subsidiary corresponding to the disposal of the investment for each disposal prior to the loss of control is recognized in the consolidated financial statements as other comprehensive income, and at the time of the loss of control, is consolidated transferred to profit or loss in the period in which control is lost.

7. Classification of joint venture arrangements and accounting for joint operations

√Applicable □Not applicable

A joint arrangement is an arrangement in which two or more participants have joint control. The Group classifies joint arrangements as joint operations and joint ventures on the basis of the rights and obligations assumed in the joint arrangement. Joint operations are joint arrangements in which the Group has rights to the assets and assumes the liabilities associated with the arrangement. A joint venture is a joint arrangement in which the Group has rights only to the net assets of the arrangement.

The Group's investments in joint ventures are accounted for using the equity method and are dealt with in accordance with the accounting policies described in Note V.21 "Long-term equity investments" (2) (ii) "Long-term equity investments accounted for using the equity method".

For joint operations in which the Group is a joint venturer, the Group recognizes assets held separately and liabilities assumed separately by the Group, as well as assets held jointly and liabilities assumed jointly in proportion to the Group's share; recognizes revenue from the sale of the Group's share of the output of the joint operation; recognizes revenue from the sale of the output of the joint operation in proportion to the Group's share; and recognizes expenses incurred separately by the Group and expenses incurred by the joint operation in proportion to the Group's share. The Group recognizes expenses incurred by the Group individually and by the Group's share of expenses incurred by the joint operation.

When the Group, as a joint venture, invests in or sells assets to a joint operation (such assets do not constitute a business; the same applies hereinafter) or purchases assets from a joint operation, the Group recognizes only the portion of the gain or loss arising from the transaction that is attributable to the other participants in the joint operation until such assets are sold to a third party. In the event of an impairment loss on such assets in accordance with the provisions of "ASBE No. 8 - Impairment of Assets", etc., the Group recognizes the full amount of the loss in the event that the Group invests in or sells the assets to a jointly-controlled entity, and recognizes the Group's share of the loss in the event that the Group purchases the assets from a jointly-controlled entity.

8. Criteria for determining cash and cash equivalents

Cash equivalents are investments held by an enterprise that have a short maturity (generally maturing within three months from the date of purchase), are highly liquid, are readily convertible to known amounts of cash, and are subject to an insignificant risk of changes in value.

9. Foreign currency operations and translation of foreign currency statements

√Applicable □Not applicable

Translation methods for foreign currency transactions

Foreign currency transactions incurred by the Group are translated into the local currency amount on initial recognition at the spot exchange rate on the date of the transaction (usually the mid-point of the foreign exchange rate published by the People's Bank of China on the same day, the same hereinafter), except for foreign currency exchange operations incurred by the Group or transactional matters involving the exchange of foreign currencies which are translated into the local currency amount at the exchange rate actually adopted.

Translation methods for monetary items in foreign currency and non-monetary items in foreign currency

At the balance sheet date, monetary items denominated in foreign currencies are translated

using the spot exchange rate at the balance sheet date, and exchange differences arising therefrom are recognized in profit or loss, except for (i) exchange differences arising from foreign-currency special-purpose borrowings related to the acquisition and construction of assets eligible for capitalization, which are treated in accordance with the principle of capitalization of borrowing costs, and (ii) exchange differences arising from changes in the carrying amounts of foreign-currency available-for-sale monetary items, except for those arising from changes in the carrying amount of the foreign-currency available-for-sale monetary items, which is recognized in other comprehensive income, are recognized in profit or loss for the current period. to current profit or loss, except for other comprehensive income.

Non-monetary items measured in terms of historical cost in a foreign currency are still measured at the amount in the local currency of the accounts translated using the spot exchange rate at the date of the transaction. Non-monetary items measured at fair value in a foreign currency are translated using the spot exchange rate at the date the fair value is determined, and the difference between the translated amount in the local currency of the account and the original amount in the local currency of the account is treated as a change in fair value (including exchange rate changes) and recognized in profit or loss or recognized in other comprehensive income for the current period.

10. financial instrument

√Applicable □Not applicable

A financial asset or a financial liability is recognized when the Group becomes a party to the contractual aspects of the financial instrument. Classification, recognition and measurement of financial assets

The Group classifies financial assets into the following categories based on the business model for managing financial assets and the contractual cash flow characteristics of the financial assets: financial assets at amortized cost; financial assets at fair value through other comprehensive income; and financial assets at fair value through profit or loss.

Financial assets are measured at fair value on initial recognition. For financial assets at fair value through profit or loss, the related transaction costs are recognized directly in profit or loss; for other types of financial assets, the related transaction costs are recognized in initial recognition.

Amount. For accounts receivable or notes receivable arising from the sale of products or the rendering of services that do not contain or do not take into account a significant financing element, the Group initially recognizes them at the amount of consideration that it expects to be entitled to receive.

Financial assets measured at amortized cost

The Group's business model for managing financial assets carried at amortized cost is based on the objective of collecting contractual cash flows, and the contractual cash flow characteristics of such financial assets are consistent with those of an underlying lending arrangement, i.e., cash flows arising at a specific date, which consist solely of payments of principal and interest based on the amount of principal outstanding. The Group uses the effective interest rate method for such financial assets, which are subsequently measured at amortized cost, and gains or losses arising from their amortization or impairment are recognized in profit or loss.

Financial assets at fair value through other comprehensive income

The Group's business model for managing these financial assets is to manage them with the objective of collecting the contractual cash flows as well as selling them, and the contractual cash flow characteristics of these financial assets are consistent with those of the underlying lending arrangements. The Group measures such financial assets at fair value through other comprehensive income, except for impairment losses or gains, exchange gains or losses and interest income calculated using the effective interest method, which are recognized in profit or loss.

In addition, the Group designates certain investments in non-trading equity instruments as financial assets at fair value through other comprehensive income. The Group recognizes the dividend income related to such financial assets in profit or loss and changes in fair value in other comprehensive income. When the financial asset is derecognized, the cumulative gain or loss previously recognized in other comprehensive income is transferred from other comprehensive income to retained earnings and is not recognized in profit or loss.

Financial assets at fair value through profit or loss

The Group classifies financial assets other than those at amortized cost and those at fair value through other comprehensive income as described above as financial assets at fair value through profit or loss. In addition, at initial recognition, the Group designates certain financial assets as financial assets at fair value through profit or loss in order to eliminate or significantly reduce accounting mismatches. For such financial assets, the Group uses fair value for subsequent measurement, with changes in fair value recognized in profit or loss.

Classification, recognition and measurement of financial liabilities

Financial liabilities are classified as financial liabilities at fair value through profit or loss and other financial liabilities on initial recognition. For financial liabilities at fair value through profit or loss, the related transaction costs are recognized directly in profit or loss, while for other financial liabilities, the related transaction costs are recognized in their initial recognition amount.

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading (including derivatives that are financial liabilities) and financial liabilities designated on initial recognition as at fair value through profit or loss.

Financial liabilities held for trading (including derivatives that are financial liabilities) are subsequently measured at fair value, with changes in fair value recognized in profit or loss except in relation to hedge accounting.

For financial liabilities designated as at fair value through profit or loss, the changes

in fair value of such liabilities arising from changes in the Group's own credit risk are recognized in other comprehensive income, and upon derecognition of such liabilities, the cumulative changes in fair value arising from changes in the Group's own credit risk that are recognized in other comprehensive income are transferred to retained earnings. The remaining changes in fair value are recognized in profit or loss. If the treatment of the effect of changes in own credit risk of such financial liabilities in the above manner would cause or enlarge the accounting mismatch in profit or loss, the Group recognizes all the gains or losses of such financial liabilities (including the amount of the effect of changes in the enterprise's own credit risk) in profit or loss for the current period.

Other financial liabilities

Financial liabilities other than those resulting from transfers of financial assets that do not meet the conditions for derecognition or from continued involvement in the transferred financial assets and financial guarantee contracts are classified as financial liabilities measured at amortized cost and are subsequently measured at amortized cost, with gains or losses arising from derecognition or amortization recognized in profit or loss.

Basis of recognition and measurement of transfers of financial assets

A financial asset is derecognized when one of the following conditions is met: (i) the contractual right to receive cash flows from the financial asset is terminated; (ii) the financial asset has been transferred and substantially all the risks and rewards of ownership of the financial asset have been transferred to the transferor; (iii) the financial asset

The asset has been transferred, and although the enterprise has neither transferred nor retained substantially all the risks and rewards of ownership of the financial asset, it has relinquished control over the financial asset.

If the enterprise neither transfers nor retains substantially all the risks and rewards of ownership of a financial asset and does not relinquish control over the financial asset, the financial asset is recognized to the extent of its continuing involvement in the transferred financial asset, and a corresponding liability is recognized. The extent of continuing involvement in the transferred financial asset is the level of risk to which the enterprise is exposed as a result of changes in the value of the financial asset.

If a financial asset is transferred in its entirety and the conditions for derecognition are met, the difference between the carrying amount of the transferred financial asset and the sum of the consideration received for the transfer and the cumulative change in fair value previously recognized in other comprehensive income is recognized in profit or loss for the current period.

If a partial transfer of a financial asset meets the conditions for derecognition, the carrying amount of the transferred financial asset is apportioned between the derecognized and non-derecognized portions of the financial asset based on their relative fair values, and the difference between the sum of the consideration received for the transfer and the cumulative amount of changes in the fair value of the portion of the transfer that should be apportioned to the derecognized portion of the financial asset that would otherwise be recognized as other comprehensive income and the apportioned carrying amount of the foregoing is recognized in the current period's profit or loss. The Group is required to determine the fair value of financial assets sold with recourse or transferred by endorsement of the financial assets held by the Group, the financial

Whether substantially all the risks and rewards of ownership of the asset have been transferred. If substantially all the risks and rewards of ownership of the financial asset have been transferred to the transferring party, the financial asset is derecognized; if substantially all the risks and rewards of ownership of the financial asset have been retained, the financial asset is not derecognized; and if neither the transfer nor the retention of substantially all the risks and rewards of ownership of the financial asset have been made, the enterprise continues to determine whether it has retained control over the asset and accounts for it in accordance with the principles described in the preceding paragraphs. principles described in the preceding paragraphs.

Derecognition of financial liabilities

The Group derecognizes a financial liability (or a portion of a financial liability) when the present obligation of the financial liability (or the portion of the financial liability) has been discharged. When the Group (the borrower) enters into an agreement with the lender to replace the original financial liability by assuming a new financial liability, and the contractual terms of the new financial liability are substantially different from those of the original financial liability, the original financial liability is derecognized and a new financial liability is recognized. If the Group materially modifies the contractual terms of the original financial liability (or a portion thereof), it derecognizes the original financial liability and simultaneously recognizes a new financial liability in accordance with the modified terms.

When a financial liability (or a portion thereof) is derecognized, the Group recognizes the difference between its carrying amount and the consideration paid (including non-cash assets transferred or liabilities assumed) in profit or loss for the period.

Offsetting of financial assets and financial liabilities

When the Group has a legally enforceable right to offset recognized amounts of financial assets and financial liabilities and such legally enforceable right is currently

exercisable, and the Group intends to settle on a net basis, or to realize the financial assets and settle the financial liabilities simultaneously, the financial assets and financial liabilities are presented in the balance sheet at the net amounts resulting from the offsetting. Otherwise, financial assets and financial liabilities are presented separately in the balance sheet without offsetting each other.

Methods of determining the fair value of financial assets and financial liabilities

Fair value is the price that a market participant would receive to sell an asset or pay to transfer a liability in an orderly transaction occurring at the measurement date. Where an active market exists for a financial instrument, the Group uses quoted prices in active markets to determine its fair value. Quoted prices in active markets are prices that are readily and regularly available from exchanges, brokers, trade associations, pricing services, etc. and are representative of market transactions that actually occur in an arm's length transaction. Where no active market exists for a financial instrument, the Group uses valuation techniques to determine its fair value. Valuation techniques include reference to prices used in recent market transactions between knowledgeable and willing parties, reference to current fair values of other financial instruments that are substantially the same, discounted cash flow techniques and option pricing models. In making valuations, the Group uses valuation techniques that are appropriate in the circumstances and supported by sufficient available data and other information, selects inputs that are consistent with the characteristics of the assets or liabilities that would be considered by a market participant in a transaction for the underlying assets or liabilities, and prioritizes the use of relevant observable inputs where possible. Where relevant observable inputs are not available or practicable, non-inputs are used.

equity instrument

An equity instrument is a contract that evidences ownership of the Group's residual interest in its assets after deducting all liabilities. The Group issues (including refinancing), repurchase, sale or cancellation of equity instruments are treated as changes in equity and transaction costs associated with equity transactions are deducted from equity. The Group does not recognize changes in the fair value of equity instruments.

Distributions of dividends (including "interest" on instruments classified as equity instruments) during the life of the Group's equity instruments are treated as profit appropriations.

Impairment of financial assets

The Group's financial assets subject to impairment loss recognition are financial assets carried at amortized cost, debt instruments at fair value through other comprehensive income, and lease receivables, which mainly include notes receivable, accounts receivable, accounts receivable financing, other receivables, debenture investments, other debenture investments, and long-term receivables. In addition, provision for impairment and recognition of credit impairment losses are also made for contract assets and certain financial guarantee contracts in accordance with the accounting policies described in this section.

Method of recognizing provision for impairment

The Group makes provision for impairment and recognizes credit impairment losses for each of the above items on the basis of expected credit losses in accordance with its applicable expected credit loss measurement method (general or simplified method).

Credit losses represent the difference between all contractual cash flows receivable by the Group under the contract and all cash flows expected to be received, discounted at the original effective interest rate, i.e. the present value of the total cash shortfall. In this regard, for financial assets purchased or originated that are credit-impaired, the Group discounts the financial assets at the credit-adjusted effective interest rate.

The general approach to measuring expected credit losses is that the Group assesses at each balance sheet date whether the credit risk of a financial asset (including other applicable items such as contract assets, etc., hereinafter referred to as "financial assets") has increased significantly since its initial recognition; if the credit risk has increased significantly since its initial recognition, the Group measures the allowance for losses at an amount equal to the expected credit losses over the entire duration of the financial asset; if the credit risk has not increased significantly since its initial recognition, the Group measures the allowance for losses at an amount equal to the expected credit losses over the next 12 months. If there has been no significant increase in credit risk since initial recognition, the Group measures the allowance for losses at an amount equal to the expected credit losses over the next 12 months. In assessing expected credit losses, the Group considers all reasonable and supportable information, including forward-looking information.

For financial instruments with low credit risk at the balance sheet date, the Group assumes that there has not been a significant increase in credit risk since initial recognition, and chooses to measure the allowance for losses based on the expected credit losses in the next 12 months, based on the expected credit losses in the next 12 months based on the expected credit losses since initial recognition.

The allowance for losses is measured on the basis of the amount of expected credit losses within the next 12 months or over the entire life of the loan, regardless of whether or not there has been a significant increase in the amount of expected credit losses since then.

Criteria for determining whether credit risk has increased significantly since initial recognition

A significant increase in the credit risk of a financial asset is indicated when the probability of default within the expected lifetime determined at the balance sheet date is significantly higher than the probability of default within the expected lifetime determined at initial recognition. Except for special circumstances, the Group uses the change in the risk of default occurring within the next 12 months as a reasonable estimate of the change in the risk of default occurring over the entire duration to determine whether there has been a significant increase in credit risk since initial recognition.

Portfolio approach to assessing expected credit risk on a portfolio basis

The Group evaluates credit risk individually for financial assets with significantly different credit risks, such as receivables that are in dispute with the counterparty or involved in

litigation or arbitration; and receivables for which there are already clear indications that it is probable that the debtors will not be able to fulfill their repayment obligations.

In addition to financial assets that are individually assessed for credit risk, the Group classifies financial assets into groups based on common risk characteristics and assesses credit risk on a portfolio basis.

Accounting for impairment of financial assets

At the end of the period, the Group calculates the estimated credit loss for each class of financial assets, and recognizes the difference as an impairment loss if the estimated credit loss is greater than the carrying amount of its current impairment allowance, and recognizes the difference as an impairment gain if the difference is less than the carrying amount of the current impairment allowance.

11. notes receivable

Method of determining and accounting for expected credit losses on notes receivable

√ Applicable □Not applicable

The Group measures the allowance for losses on notes receivable at an amount equal to the expected credit losses over the entire duration. Notes receivable are categorized into different portfolios based on their credit risk characteristics:

sports event	Basis for determining the portfolio
banker's acceptance	Acceptors are banks with low credit risk
commercial promissory note	Classification according to the acceptor's credit risk is the same as for the "Accounts receivable" portfolio.

12. accounts receivable

Methods of determining and accounting for expected credit losses on accounts receivable

√ Applicable □Not applicable

For receivables without significant financing components, the Group measures the allowance for losses at an amount equal to the expected credit losses over the entire duration.

For accounts receivable, contract assets and lease receivables with a significant financing component, the Group has elected to always measure the allowance for losses at an amount equal to the expected credit losses over the lifetime.

In addition to receivables that are individually assessed for credit risk, they are categorized into different portfolios based on their credit risk characteristics:

sports event	Basis for determining the portfolio
Accounts receivable:	
Normal sales receivable portfolio	The portfolio consists of normal operating transactions and uses the age of the receivables as the credit risk characteristic
Combination of related parties within the scope of consolidation	The portfolio is a subsidiary of the Group within the scope of consolidation.

13. Receivables financing

√Applicable □Not applicable

The portion of notes receivable classified as at fair value through other comprehensive income with a maturity of one year or less from the date of acquisition is presented as receivables financing.

14. Other receivables

Method of determining and accounting for expected credit losses on other receivables

√Applicable □Not applicable

The Group measures impairment losses based on whether there has been a significant increase in the credit risk of other receivables since initial recognition, using an amount equal to the expected credit losses within the next 12 months, or over the entire duration of the receivables. Except for other receivables that are individually assessed for credit risk, they are categorized into different portfolios based on their credit risk characteristics:

sports event	Basis for determining the portfolio
Imprests receivable portfolio	This portfolio represents all types of imprests receivable for regular day-to-day activities;
Rental receivable portfolio	This portfolio represents all types of rental rentals for housing leases that are receivable in the ordinary and recurring activities;
VAT refund receivable portfolio	This portfolio represents VAT receivable on sales of software;
Other combinations	This portfolio represents receivables such as deposits, advances on behalf of others, warranty deposits, etc., which are receivable;
Combination of related parties within the scope of consolidation	The portfolio is a subsidiary of the Group within the scope of consolidation.

15. inventory (of material)

√Applicable □Not applicable

Inventories consist mainly of raw materials, work-in-process and self-manufactured semi-finished

products, working capital materials, merchandise in stock and merchandise issued.

Inventories are initially measured at cost. The cost of inventories includes purchase cost, processing cost and other costs. The weighted-average method is used to determine the actual cost of inventories issued. Working capital materials include low-value consumables and packaging, which are amortized using the lump-sum method.

At the balance sheet date, inventories are measured at the lower of cost or net realizable value, and a provision for decline in value of inventories is made and recognized in profit or loss if the cost exceeds the net realizable value. If the factors affecting the provision for decline in value of inventories have disappeared, resulting in the net realizable value of inventories being higher than their carrying value, the amount previously written down is restored within the amount of the provision for decline in value of inventories, and the reversal is recognized in profit or loss for the current period.

Net realizable value is the estimated selling price of inventories in the ordinary course of activities, less costs estimated to be incurred to completion, estimated selling expenses and related taxes. Provision for decline in value of inventories is made by category for raw materials and by category for finished goods.

The inventory system is a perpetual inventory system.

16. Contractual assets

(1). Methods and criteria for recognizing contract assets

√Applicable □Not applicable

The Group has not yet paid the contractual consideration to the customer, but the Group has fulfilled its performance obligations in accordance with the contract and it is not an unconditional (The right to receive payments from customers (i.e. depending only on the passage of time) is shown in the balance sheet as a contract asset. Contract assets and contract liabilities under the same contract are presented on a net basis and contract assets and contract liabilities under different contracts are not offset.

(2). Method of determining and accounting for expected credit losses on contract assets

√Applicable □Not applicable

Method of determining and accounting for expected credit losses on contract assets

For contract assets that do not contain significant financing components, the Group measures the allowance for losses at an amount equal to the expected credit losses over the entire duration.

For contract assets with significant financing components, the Group has chosen to always measure the allowance for losses at an amount equal to the expected credit losses over the lifetime.

In addition to the contract assets that are individually assessed for credit risk, they are categorized into different portfolios based on their credit risk characteristics.

sportsevent	Basis for determining the portfolio
warranty bond portfolio	This portfolio is a warranty

17. Assets held for sale

□Applicable √Not applicable

18. debenture investment

(1). Method of determining and accounting for expected credit losses on debt investments

□Applicable √Not Applicable

19. Other debt investments

(1). Method of determining and accounting for expected credit losses on other debt investments

□Applicable √Not Applicable

20. Long-term receivables

(1). Method of determining and accounting for expected credit losses on long-term receivables

□Applicable √Not Applicable

21. Long-term equity investments

√Applicable □Not applicable

Long-term equity investments referred to in this section are long-term equity investments in which the Group has control, joint control or significant influence over the investee. Long-term equity investments in which the Group does not have control, joint control or significant influence over the investee are accounted for as financial assets at fair value through profit or loss, of which, if they are non-trading in nature, the Group may choose to designate them as financial assets at fair value through other comprehensive income upon initial recognition, and the accounting policies are

described in detail in this Note V.10 "Financial instruments".

Joint control is control that is shared by the Group over an arrangement in accordance with the relevant agreement, and where the relevant activities of the arrangement require the unanimous agreement of the participants sharing control before decisions can be made. Significant influence means that the Group has the power to participate in the decision-making process with respect to the financial and operating policies of the investee, but does not control, or share control with others over, the formulation of those policies.

(1) Determination of investment costs

For long-term equity investments acquired in a business combination under the same control, the initial investment cost of a long-term equity investment is recognized as the share of the book value of the equity interest of the party being combined in the consolidated financial statements of the party ultimately in control at the date of combination. Initial investment in long-term equity investments

The difference between the cost of investment and the carrying value of cash paid, non-cash assets transferred and liabilities assumed is adjusted to capital surplus; if capital surplus is not sufficient to cover the difference, it is adjusted to retained earnings. If equity securities are issued as consideration for a merger, the initial investment cost of a long-term equity investment is based on the share of the equity interest of the party to be merged in the consolidated financial statements of the party ultimately under control at the merger date, and the difference between the initial investment cost of the long-term equity investment and the total par value of the shares issued is adjusted to capital surplus; if capital surplus is not sufficient to offset the difference, capital surplus is adjusted to retained earnings. Retained earnings.

For long-term equity investments acquired in business combinations not under the same control, the initial investment cost of long-term equity investments is based on the cost of the combination at the date of purchase, which includes the sum of the assets paid, liabilities incurred or assumed, and the fair value of equity securities issued by the purchaser.

Intermediary fees incurred by the merging parties or purchasers for the business combination, such as auditing, legal services, appraisal and consulting, and other related administrative expenses, are recognized in profit or loss when incurred.

Equity investments other than long-term equity investments resulting from business combinations are initially measured at cost, which, depending on the method of acquisition of the long-term equity investment, is determined based on the actual cash purchase price paid by the Group, the fair value of equity securities issued by the Group, the value agreed in the investment contract or agreement, the fair value or original book value of the asset exchanged in a non-monetary asset exchange transaction, the fair value of the long-term equity investment itself, and so on. The fair value of the long-term equity investment itself is determined in the following manner. Fees, taxes and other necessary expenses directly related to the acquisition of long-term equity investments are also included in the cost of investment. If the additional investment is sufficient to exercise significant influence or joint control over the investee but does not constitute control, the cost of the long-term equity investment is the sum of the fair value of the previously held equity investment and the cost of the additional investment determined in accordance with "ASBE No. 22 - Recognition and Measurement of Financial Instruments".

(2) Subsequent measurement and gain/loss recognition methods

Long-term equity investments in which the Company has joint control (except for those that constitute joint operators) or significant influence over the investee are accounted for using the equity method. In addition, the Company's financial statements utilize the cost method to account for long-term equity investments that enable it to exercise control over investees.

①Long-term equity investments accounted for under the cost method

When the cost method is adopted, long-term equity investments are valued at initial investment cost, and the cost of long-term equity investments is adjusted for additional investments or recoveries. Except for cash dividends or profits declared but not yet paid, which are included in the price or consideration actually paid when the investment is acquired, investment income for the current period is recognized on the basis of the entitlement to cash dividends or profits declared by the investee.

② Long-term equity investments accounted for under the equity method

When the equity method of accounting is adopted, if the initial investment cost of a long-term equity investment is greater than its share of the fair value of the investee's identifiable net assets at the time of investment, the initial investment cost of the long-term equity investment is not adjusted; if the initial investment cost is less than its share of the fair value of the investee's identifiable net assets at the time of investment, the difference is recognized in profit or loss of the current period and the cost of the long-term equity investment is adjusted at the same time.

When the equity method of accounting is adopted, investment income and other

comprehensive income are recognized according to the share of net profit or loss and other comprehensive income realized by the investee unit, respectively, and the book value of long-term equity investment is adjusted at the same time; the book value of long-term equity investment is reduced accordingly by the portion of profit or cash dividends declared by the investee unit that the investee unit is entitled to; and other changes in the equity of the investee unit other than net profit or loss are adjusted and credited to capital surplus, For other changes in the equity of the investee other than net profit or loss, other comprehensive income and profit distribution, the carrying value of the long-term equity investment is adjusted and credited to capital surplus. In recognizing the share of net profit or loss of the investee, the fair value of the identifiable assets of the investee at the time of investment acquisition is used as the basis for recognizing the share of net profit of the investee after adjustments are made to the net profit of the investee. If the accounting policies and accounting periods adopted by the investee are different from those of the Group, the financial statements of the investee are adjusted in accordance with the Group's accounting policies and accounting periods, and investment income and other comprehensive income are recognized accordingly. For transactions between the Group and its associates and joint ventures, if the assets invested or sold do not constitute a business, unrealized gains or losses on internal transactions are offset against the portion attributable to the Group on the basis of the proportionate share of such gains or losses, and investment gains or losses are recognized on that basis. However, unrealized losses on internal transactions between the Group and investees are not offset if they are attributable to impairment losses on the assets transferred.

In recognizing the share of net losses incurred by the investee, the carrying amount of the long-term equity investment and other assets that in substance constitute a share of the Long-term interests in net investments in investees are written down to the extent of zero. In addition, if the Group has an obligation to assume additional losses for the investee, a projected liability is recognized for the obligation expected to be assumed, which is included in investment loss for the current period. If the investee unit achieves net profit in a subsequent period, the Group resumes recognizing the gain-sharing amount after the gain-sharing amount compensates for the unrecognized loss-sharing amount.

③ Disposal of long-term equity investments

In the consolidated financial statements, when the parent company partially disposes of its long-term equity investment in a subsidiary without losing control, the difference between the disposal price and the corresponding share of the subsidiary's net assets of the long-term equity investment disposed of is recognized in shareholders' equity; when the parent company partially disposes of its long-term equity investment in the subsidiary

The Company's long-term equity investments that result in the loss of control over subsidiaries are accounted for in accordance with the relevant accounting policies described in Note V.6,"Method of Preparation of Consolidated Financial Statements (2) of this Note.

For the disposal of long-term equity investments in other cases, the difference between the carrying value of the equity interests disposed of and the actual acquisition price is recognized in profit or loss for the current period.

If a long-term equity investment accounted for by the equity method is disposed of and the remaining equity interest after disposal is still accounted for by the equity method, the portion of other comprehensive income that was previously recognized in shareholders' equity is accounted for at the time of disposal on a corresponding proportionate basis using the same basis as that used for direct disposal of the related assets or liabilities by the investee. Owners' equity recognized as a result of changes in the investee's owners' equity other than net profit or loss, other comprehensive income and profit distribution is carried forward proportionately to the current period's profit or loss.

If a long-term equity investment accounted for by the cost method and the remaining equity interest after disposal is still accounted for by the cost method, other comprehensive income recognized as a result of the adoption of the equity method of accounting or the recognition and measurement guidelines for financial instruments prior to the acquisition of control over the investee shall be accounted for on the same basis as the direct disposal of the relevant assets or liabilities by the investee and carried forward to the current period's profit or loss on a pro rata basis; changes in owners' equity other than net profit or loss and profit distribution recognized in the net assets of the investee as a result of the adoption of the equity method are carried forward to the current period on a pro rata basis. Changes in equity other than net profit or loss, other comprehensive income and profit appropriation recognized in the net assets of the investee as a result of the adoption of the equity method of accounting are carried forward proportionately to the current period's profit or loss.

22. investment property

(1). If a fair value measurement

model is used: the election of

fair

Investment property is real estate held to earn rentals or for capital appreciation, or both. Includes leased land

Use rights, land use rights that are held and intended to be transferred after appreciation, buildings that have been leased, etc.

The Group uses the fair value model for subsequent measurement of investment properties. The accounting policy selection for investment properties that are subsequently measured using the fair value model is based on:

(1) There is an active market for real estate transactions where investment properties are located.

(2) The Group is able to obtain market prices of similar or comparable properties and other relevant information from the real estate trading market in order to make a reasonable estimate of the fair value of investment properties.

The Group does not depreciate or amortize investment properties. The carrying value of investment properties is adjusted at the balance sheet date on the basis of their fair value, and the difference between the fair value and the original carrying value is recognized in profit or loss for the current period.

When the Group has conclusive evidence of a change in the use of real estate and converts investment property to real estate for own use, the fair value at the date of conversion is used as the carrying value of the real estate for own use, and the difference between the fair value and the original carrying value is recognized in profit or loss for the current period. When converting self-use real estate or inventories to investment properties measured using the fair value model, the investment properties are valued at the fair value on the date of conversion, and the difference between the fair value on the date of conversion and the original book value is recognized in profit or loss for the current period; and the difference between the fair value on the date of conversion and the original book value is recognized in owner's equity.

Basis of value measurement

Investment property is real estate held to earn rent or for capital appreciation, or both. It includes land use rights that have been leased out, land use rights that are held and intended to be transferred after appreciation, and buildings that have been leased out.

The Group uses the fair value model for subsequent measurement of investment properties. The accounting policy selection for investment properties that are subsequently measured using the fair value model is based on:

(1) There is an active market for real estate transactions where investment properties are located.

(2) The Group is able to obtain market prices of similar or comparable properties and other relevant information from the real estate trading market in order to make a reasonable estimate of the fair value of investment properties.

The Group does not depreciate or amortize investment properties. The carrying value of investment properties is adjusted at the balance sheet date on the basis of their fair value, and the difference between the fair value and the original carrying value is recognized in profit or loss for the current period.

When the Group has conclusive evidence of a change in the use of real estate and converts investment property to real estate for own use, the fair value at the date of conversion is used as the carrying value of the real estate for own use, and the difference between the fair value and the original carrying value is recognized in profit or loss for the current period. When converting self-use real estate or inventories to investment properties measured using the fair value model, the investment properties are valued at the fair value on the date of conversion, and the difference between the fair value on the date of conversion and the original book value is recognized in profit or loss for the current period; and the difference between the fair value on the date of conversion and the original book value is recognized in owner's equity.

23. Fixed Assets (1). Conditions for Recognition

√ Applicable □Not applicable

Fixed assets are recognized only when it is probable that the economic benefits associated with them will flow to the Group and their cost can be measured reliably. Subsequent expenditures relating to fixed assets are included in the cost of fixed assets and the carrying amount of the replaced part is derecognized if the conditions for such recognition are met; otherwise, they are recognized in profit or loss when incurred.

Fixed assets are initially measured at cost. The cost of acquiring a fixed asset consists of the purchase price, related taxes and other expenditures directly attributable to the asset incurred until the fixed asset is brought to its intended use.

(2). Depreciation method

√ Applicable □Not applicable

form	Depreciation method	Depreciable life (years)	salvage rate	Annual depreciation rate
Houses and buildings	life-cycle averaging (LCA)	20-30	5-10%	3.00-4.75%
machinery and equipment	life-cycle averaging (LCA)	4-10	5-10%	9.00-23.75%
Transportation equipment	life-cycle averaging (LCA)	5	5-10%	18.00-19.00%
electronic equipment	life-cycle averaging (LCA)	4-5	5-10%	18.00-23.75%
office equipment	life-cycle averaging (LCA)	3-10	5%	9.50-31.67%
Other equipment	life-cycle averaging (LCA)	4-10	5-10%	9.00-23.75%

(3). Basis of recognition, valuation and depreciation of fixed assets under finance leases

□Applicable √Not applicable

24. construction in progress

√ Applicable □Not applicable

The cost of construction in progress is determined on the basis of actual construction expenditure, including all construction expenditure incurred during the construction period and other related costs. Construction in progress is carried forward to fixed assets when it reaches its intended useable condition.

25. borrowing cost

√ Applicable □Not applicable

Borrowing costs include interest on borrowings, amortization of discounts or premiums, ancillary costs, and exchange differences incurred on foreign currency borrowings. Borrowing costs directly attributable to the construction or production of assets eligible for capitalization begin to be capitalized when expenditures for the assets have been incurred, borrowing costs have been incurred, and the construction or production activities necessary to bring the assets to their intended use or marketable condition have begun; capitalization ceases when the assets constructed or produced that are eligible for capitalization reach their intended use or marketable condition. The remaining borrowing costs are recognized as expenses in the period in which they are incurred.

Interest expense actually incurred during the period on special-purpose borrowings, less interest income earned on the unused borrowed funds deposited in the bank or investment income earned on temporary investments, is capitalized; the amount of general borrowings is determined based on the weighted-average amount of cumulative asset expenditures in excess of the portion of special-purpose borrowings multiplied by the capitalization rate of the general borrowings taken up. The capitalization rate is determined on the basis of the weighted average interest rate on general borrowings.

During the capitalization period, exchange differences on foreign-currency special-purpose borrowings are fully capitalized; exchange differences on foreign-currency general-purpose borrowings are recognized in profit or loss.

Assets eligible for capitalization are assets such as fixed assets, investment properties and inventories that require a significant period of time to be acquired and constructed or to be produced before they reach their intended use or saleable condition.

If there is an abnormal interruption in the acquisition or production of an asset eligible for

capitalization and the interruption lasts for more than three consecutive months, the capitalization period will be reduced to three months.

months, the capitalization of borrowing costs is suspended until the acquisition of the asset or the recommencement of production activities.

26. biological asset

□Applicable √ Not applicable

27. oil and gas assets

□Applicable √ Not applicable

28. usufructuary assets

√ Applicable □Not applicable

See Note V.42, "Leases", for the method of determining and accounting for right-of-use assets.

29. intangible asset

(1). Valuation method, useful life, impairment testing

√ Applicable □Not applicable

Intangible assets are recognized and initially measured at cost only when it is probable that the economic benefits associated with them will flow to the Group and their cost can be measured reliably. However, if the fair value of an intangible asset acquired in a business combination not under common control can be measured reliably, it is recognized separately as an intangible asset and measured at fair value.

The useful life of intangible assets is determined according to the period over which they are expected to bring economic benefits to the Group, and those for which the period over which they are expected to bring economic benefits to the Group cannot be foreseen are recognized as intangible assets with indefinite useful lives.

The current useful lives of the various intangible assets are shown below:

sports event	service life	Amortization method
land use right	50 years	linear method
trademark right	5-10 years	linear method
franchises	5-10 years	linear method
hardware	2-10 years	linear method
Non-patented technology	5-10 years	linear method

Land use rights acquired by the Group are normally accounted for as intangible assets. For self-development and construction of plants and other buildings, the related land use rights and buildings are accounted for as intangible assets and fixed assets, respectively. Prices paid for purchased land and buildings are allocated between land use rights and buildings, and if it is difficult to allocate them rationally, all of them are treated as fixed assets.

At the end of the period, the useful lives and amortization methods of intangible assets with finite useful lives are reviewed, and any changes are treated as changes in accounting estimates. In addition, the useful lives of intangible assets with indefinite useful lives are also reviewed, and if there is evidence that the period over which the intangible asset will generate economic benefits for the enterprise is foreseeable, its useful life is estimated and amortized in accordance with the amortization policy for intangible assets with finite useful lives.

(2). Accounting policy for internal research and development expenditures

√ Applicable □Not applicable

Expenditures on research and development projects within the Group are categorized into research-phase expenditures and development-phase expenditures. Research-phase expenditures are recognized in profit or loss when incurred.

Expenditures in the development stage are recognized as intangible assets if the following conditions are met. Expenditures in the development stage that do not meet the following conditions are recognized in profit or loss:

(i) It is technically feasible to complete the intangible asset so that it can be used or sold;

(ii) has the intent to complete the intangible asset and use or sell it;

(iii) The manner in which the intangible asset generates economic benefits, including the ability to demonstrate the existence of a market for the product produced using the intangible asset or the existence of a market for the intangible asset itself, and the ability to demonstrate the usefulness of the intangible asset if the intangible asset is to be used internally;

④ Have sufficient technical, financial and other resources to support the

completion of the development of the intangible asset and the ability to use or sell the intangible asset;

⑤ Expenditures attributable to the development phase of the intangible asset can be measured reliably.

If it is not possible to distinguish between research-phase expenditures and development-phase expenditures, all research and development expenditures incurred are recognized in profit or loss for the current period.

30. Impairment of long-lived assets

√Applicable □Not applicable

For non-current non-financial assets such as property, plant and equipment, construction in progress and intangible assets with finite useful lives, the Group determines whether there is any indication of impairment at the balance sheet date. If any indication of impairment exists, the recoverable amount is estimated and tested for impairment. Goodwill, intangible assets with indefinite useful lives and intangible assets that have not yet reached their useable condition are tested for impairment annually, regardless of whether there is any indication of impairment.

If the results of an impairment test indicate that the recoverable amount of an asset is less than its carrying amount, a provision for impairment is made and an impairment loss is recognized for the difference. The recoverable amount is the difference between the asset's fair value less costs of disposal and the present value of the asset's estimated future cash flows.

The fair value of an asset is determined on the basis of the price of the sales agreement in an arm's length transaction. The fair value of an asset is determined based on the price of the sales agreement in an arm's length transaction; where no sales agreement exists but an active market for the asset exists, the fair value is determined based on the bid price offered by the buyer of the asset; and where no sales agreement exists and no active market for the asset exists, the fair value of the asset is estimated on the basis of the best available information. Disposal costs include legal fees, related taxes, removal costs and direct costs incurred in connection with the disposal of an asset to bring the asset to a marketable condition. The present value of an asset's expected future cash flows is determined by selecting an appropriate discount rate to discount the asset's expected future cash flows over its continued use and eventual disposal. Provision for asset impairment is calculated and recognized on an individual asset basis. If it is difficult to estimate the recoverable amount of an individual asset, the recoverable amount of the asset group is determined using the asset group to which the asset belongs. An asset group is the smallest group of assets that can generate cash inflows independently.

Goodwill that is presented separately in the financial statements is tested for impairment by apportioning the carrying amount of goodwill to the group of assets or group of assets that is expected to benefit from the synergies of the business combination. The results of the test indicate that the asset group or group of assets containing the apportioned goodwill

If the recoverable amount of an asset group or a combination of asset groups is less than its carrying amount, an impairment loss is recognized. The amount of the impairment loss is recognized as a reduction of the carrying amount of goodwill allocated to the asset group or group of assets, and then as a proportionate reduction of the carrying amount of each asset other than goodwill, based on the carrying amount of the other assets in the asset group or group of assets.

Once recognized, impairment losses on the above assets are not reversed in subsequent periods to the extent that the value has been restored.

31. Long-term amortized expenses

√Applicable □Not applicable

Long-term amortized expenses are expenses that have been incurred but are to be borne by the Group in the reporting period and subsequent periods and are spread over a period of more than one year. The Group's long-term amortized expenses mainly include park renovation projects and warehouse renovation projects. Long-term amortized expenses are amortized on a straight-line basis over the expected period of benefit. The amortization periods are as follows:

sports event	amortization period	Amortization method
Park improvement projects	5 years	linear method
Warehouse renovation project	6 years	linear method
Office Fitting	3 years	linear method

32. Contractual liabilities

(1). Method of recognizing contract liabilities

√Applicable □Not applicable

Contractual liabilities are obligations to transfer goods to customers for which the Group has received or should receive consideration from the customer. If the contractual consideration has been paid by the customer or the Group has obtained an unconditional right to receive payment before the Group transfers the merchandise to

the customer, the Group presents the amount received or receivable as a contractual liability at the earlier of the actual payment made by the customer and the amount due and payable. Contract assets and contract liabilities under the same contract are presented on a net basis, and contract assets and contract liabilities under different contracts are not offset.

33. remuneration of employees

(1). Accounting treatment of short-term remuneration

√Applicable □Not applicable

Short-term remuneration mainly includes salaries, bonuses, allowances and subsidies, employees' welfare contributions, medical insurance premiums, maternity insurance premiums, workers' compensation insurance premiums, housing provident fund, trade union and employees' education expenses and non-monetary benefits. The Group recognizes short-term employee remuneration actually incurred as a liability in the accounting period in which the employees render services to the Group and recognizes it in profit or loss for the current period or in the cost of the related assets. Of which non-monetary benefits are measured at fair value.

(2). Accounting treatment of post-employment benefits

√Applicable □Not applicable

Post-employment benefits consist mainly of basic pension insurance, unemployment insurance and annuities. Post-employment benefit plans include defined contribution plans. Where a defined contribution plan is used, the corresponding contributions are recognized in the cost of the related assets or in profit or loss as incurred.

(3). Accounting for termination benefits

√Applicable ☐Not applicable

When the Group is unable to unilaterally withdraw severance benefits provided as a result of a plan to terminate employment relationships or a proposal for compensation to encourage employees to voluntarily accept layoffs before the expiration of the employees' employment contracts or when the Group recognizes the earlier of the costs related to a restructuring involving the payment of severance benefits or a proposal for layoffs, the Group recognizes a liability for employee compensation resulting from the severance benefits, which is recognized in profit or loss for the period. 损益。 However, if the termination benefits are not expected to be fully paid within twelve months after the end of the annual reporting period, they are treated as other long-term employee compensation.

The employee internal retirement plan is treated using the same principles as those for termination benefits described above. The Group recognizes the salaries to be paid to the internal retirees and the social insurance premiums to be paid for the period from the date when the employees cease to render services to the normal retirement date in the current profit or loss when the conditions for recognition of the projected liabilities are met (termination benefits).

(4). Accounting treatment of other long-term employee benefits

√Applicable ☐Not applicable

Other long-term employee benefits provided by the Group to employees are accounted for in accordance with the defined contribution plan if they are eligible for the defined contribution plan, and otherwise in accordance with the defined benefit plan.

34. Lease liabilities

√Applicable ☐Not applicable

See note V.42, "Leases", for the method of determining and accounting for lease liabilities.

35. projected liability

√Applicable ☐Not applicable

Anticipated liabilities are recognized when the obligations related to the contingencies simultaneously meet the following conditions:

(1) The obligation is a present obligation assumed by the Group;

(2) It is probable that the performance of the obligation will result in an outflow of economic benefits; (3) The amount of the obligation can be measured reliably.

At the balance sheet date, projected liabilities are measured on the basis of the best estimate of the expenditure required to settle the related present obligation, taking into account, among other things, the risks, uncertainties and time value of money associated with the contingency.

If the expenditure required to settle a projected liability is expected to be reimbursed, in whole or in part, by a third party, the amount of reimbursement is recognized separately as an asset when it is virtually certain that the reimbursement will be received and the amount of reimbursement recognized does not exceed the carrying amount of the projected liability.

36. share-based payment

√Applicable ☐Not applicable

Accounting for share-based payments

Share-based payments are transactions in which equity instruments are granted or liabilities determined on the basis of equity instruments are assumed in order to obtain services from employees or other parties. The Group's share-based payments are equity-settled share-based payments.

Equity-settled share-based payments

Equity-settled share-based payments in exchange for services rendered by employees are measured at the fair value of the equity instruments granted to employees at the date of grant. The amount of this fair value is recognized in profit or loss on a straight-line basis over the waiting period as a corresponding increase in capital surplus, based on the best estimate of the number of equity instruments that will become exercisable during the waiting period, if the services to be rendered during the waiting period have been completed or the required performance conditions have been met.

-Other capital surplus.

At each balance sheet date during the waiting period, the Group revises the number of equity instruments expected to become exercisable by making its best estimate based on the latest available subsequent information, such as changes in the number of employees with exercisable rights. The effect of the above estimation is recognized in the relevant cost or expense of the current period, and the capital surplus is adjusted accordingly.

Accounting treatment related to modification and termination of share-based payment plans

When the Group modifies a share-based payment plan, if the modification increases the fair value of the equity instruments granted, it recognizes an increase in services acquired accordingly to the increase in the fair value of the equity instruments. The increase in the fair value of the equity instrument is the difference between the fair value of the equity instrument before and after the modification at the date of modification. If the modification reduces the total fair value of share-based payments or adopts other unfavorable employee

manner, the acquired services continue to be accounted for as if the change had never occurred, unless the Group has canceled some or all of the equity instruments granted.

If the granted equity instrument is cancelled during the waiting period, the Group treats the cancellation of the granted equity instrument as an acceleration of the exercise of the right, and recognizes the amount to be recognized during the remaining waiting period immediately in profit or loss and recognizes capital surplus. If the employees or other parties are able to choose to satisfy the conditions for non-viability but fail to do so during the waiting period, the Group treats the cancellation as a cancellation of the equity instruments granted.

37. Preferred shares, perpetual bonds and other financial instruments

□Applicable √Not applicable

38. incomes

(1). Accounting policies used for revenue recognition and measurement

√Applicable □Not applicable

Revenue is the total inflow of economic benefits arising from the Group's ordinary activities that would result in an increase in shareholders' equity and is not related to the capital invested by shareholders. Revenue from contracts between the Group and its customers is recognized when the customer obtains control of the relevant goods (including labor services, hereinafter referred to as the same) when the following conditions are simultaneously met: the parties to the contract have approved the contract and have committed themselves to fulfilling their respective obligations; the contract specifies the rights and obligations of the parties to the contract in relation to the transferred goods or the provision of the labor services; the contract has clear terms of payment in relation to the transferred goods; the contract has a commercial substance, i.e., the fulfillment of the contract will change the risk, time distribution or amount of the Group's future cash flows; and it is probable that the consideration to which the Group is entitled as a result of the transfer of the commodity to the customer will be recovered. In this case, obtaining control of the relevant commodity means being able to dominate the use of the commodity and derive substantially all of the economic benefits from it.

At the commencement date of the contract, the Group identifies each individual performance obligation that exists in the contract and bases the transaction price on each individual performance obligation.

The relative proportions of the individual selling prices of the commodities committed to by the business are apportioned to the individual performance obligations. The impact of variable consideration, the presence of significant financing elements in the contract, non-cash consideration, consideration payable to customers and other factors are taken into account in determining the transaction price.

For each individual performance obligation in a contract, the Group recognizes the transaction price allocated to that individual performance obligation as revenue over the relevant performance period in accordance with the progress of performance if one of the following conditions is met: the customer obtains and consumes the economic benefits arising from the Group's performance at the same time as the Group's performance; the customer is able to control the commodities that are in the process of being constructed in the course of the Group's performance; and the commodities that the Group produces in the course of its performance have an irreplaceable use and the Group is entitled to receive payment for the cumulative portion of performance completed to date throughout the period of the contract. The commodities produced in the course of the Group's performance have a non-substitutable use and the Group is entitled to receive payment for the cumulative portion of performance completed to date throughout the term of the contract. The progress of performance is determined

using either the input method or the output method, depending on the nature of the commodity transferred. When the progress of performance is not reasonably determinable, the Group recognizes revenue at the amount of costs already incurred if the Group expects to be reimbursed for the costs incurred until the progress of performance can be reasonably determined.

If one of the above conditions is not met, the Group recognizes revenue at the point in time when the customer obtains control of the relevant merchandise, based on the transaction price apportioned to that single performance obligation. In determining whether the customer has obtained control of the merchandise, the Group considers the following indications: the enterprise has a present right to receive payment for the merchandise, i.e. the customer has a present obligation to pay for the merchandise; the enterprise has transferred the legal title of the merchandise to the customer, i.e. the customer has legal title to the merchandise; the enterprise has physically transferred the merchandise to the customer, i.e. the customer has physical possession of the merchandise; the enterprise has transferred to the customer the major risks and rewards of ownership of the merchandise; the customer has acquired the merchandise. The enterprise has transferred to the customer the principal risks and rewards of ownership of the commodity, i.e. the customer has acquired the principal risks and rewards of ownership of the commodity; The customer has accepted the commodity; Other indications that the customer has acquired control of the commodity.

The Group's sales of IC-related merchandise generally include only the performance obligation to transfer the merchandise. Control of the merchandise is transferred when the merchandise has been dispatched and a signed receipt has been received from the customer, and the Group recognizes revenue realization at that point in time. The Group grants customers a credit period of a certain period of time based on the creditworthiness of the customers, which is consistent with industry practice and does not have a significant financing component.

(2). Differences in accounting policies for revenue recognition due to the use of different operating models for the same type of business

□Applicable √Not Applicable

39. contract cost

√Applicable □Not applicable

Incremental costs incurred by the Group to acquire a contract that are expected to be recovered are recognized as an asset as contract acquisition costs. However, if the asset is amortized over a period not exceeding one year, it is recognized in profit or loss as incurred.

Costs incurred to perform a contract that do not fall within the scope of other ASBE norms other than ASBE No. 14 - Revenue (Revised 2017) are recognized as an asset as contract performance costs if the following conditions are simultaneously met:

(1) This cost is directly related to a current or anticipated contract that has been awarded and includes direct labor, direct materials, manufacturing overhead (or similar costs), costs explicitly attributable to the customer, and other costs incurred solely as a result of that contract;

(2) The cost increases the resources available to the Group to meet its performance obligations in the future; (3) The cost is expected to be recovered.

Assets related to contract costs are amortized to profit or loss using the same basis as revenue recognition for the commodity to which the asset relates.

40. government grant

√ Applicable □Not applicable

Government grants are monetary and non-monetary assets acquired by the Group from the government at no cost, excluding capital contributed by the government in its capacity as an investor with a corresponding ownership interest. Government grants are categorized into asset-related government grants and revenue-related government grants. The Group defines government grants obtained for the purpose of acquiring, constructing or otherwise forming long-term assets as asset-related government grants; the remaining government grants are defined as revenue-related government grants. If the government documents do not specify the objects of the grants, the following method is used to classify the grants as revenue-related government grants and asset-related government grants:

(1) Where a government document specifies a specific project for which the subsidy is intended, the relative proportions of the amount of expenditure to be incurred to form an asset and the amount of expenditure to be charged to expenses in the budget for that specific project are classified, and the classification is reviewed and changed, if necessary, at each balance sheet date;

(2) Government grants are recognized as revenue-related government grants if the government document contains only a general statement of purpose and does not identify a specific project. If a government grant is a monetary asset, it is measured at the amount received or receivable. If government grants are non-monetary assets, they are measured at fair value; if the fair value cannot be reliably obtained, they are measured at a nominal amount. Government grants that are measured at nominal amounts are recognized directly in profit or loss.

Government grants related to assets are recognized as deferred income and are phased in over the useful lives of the related assets in a rational and systematic manner and recognized in profit or loss in the current period. Government grants related to income are recognized as deferred income if they are used to compensate for related costs or losses in a future period, and are recognized in profit or loss in the period in which the related costs or losses are recognized; if they are used to compensate for related costs or losses that have already been incurred, they are recognized directly in profit or loss in the period in which they are incurred.

Government grants that contain both asset-related and revenue-related components are accounted for separately; if it is difficult to distinguish between them, they are categorized as revenue-related government grants as a whole.

Government grants related to the Group's ordinary activities are recognized in other income or offset against related costs and expenses in accordance with the substance of the economic operations; government grants not related to ordinary activities are recognized in non-operating income and expenses.

When a recognized government grant is to be refunded, the balance of the related deferred income is reduced by the carrying amount of the deferred income, and the excess is recognized in profit or loss for the current period; otherwise, it is recognized directly in profit or loss for the current period.

41. Deferred income tax *assets/deferred* income tax liabilities

√ Applicable
□Not applicable
Current income tax
At the balance sheet date, current income tax liabilities (or assets) arising from current and prior periods are measured at the amount of income tax expected to be paid (or refunded) in accordance with the provisions of the tax laws. The taxable income on which current income tax expense is based is calculated by adjusting the pre-tax accounting profit for the current reporting period in accordance with the relevant tax regulations.
Deferred tax assets and deferred tax liabilities
Deferred tax assets and deferred tax liabilities are recognized using the balance sheet liability method for temporary differences arising from differences between the carrying amounts of certain assets and liabilities and their tax bases, as well as from differences between the carrying amounts and tax bases of items not recognized as assets and liabilities, but for which tax bases can be determined in accordance with the provisions of the Tax Act.
Deferred income tax liabilities are not recognized for taxable temporary differences associated with the initial recognition of goodwill, and for taxable temporary differences associated with the initial recognition of assets or liabilities arising from transactions that are neither business combinations nor transactions which, when they occur, affect the accounting profit and taxable income (or deductible losses). In addition, deferred income tax liabilities are also not recognized in respect of taxable temporary differences associated with investments in subsidiaries, associates and joint ventures if the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future. The Group recognizes deferred income tax liabilities arising from all other taxable temporary differences, except for the exceptions mentioned above.
Deferred tax assets are not recognized for deductible temporary differences associated with the initial recognition of assets or liabilities arising from transactions that are neither business combinations nor transactions that affect accounting profit and taxable income (or deductible losses) at the time they occur. In addition, deferred income tax assets are not recognized in respect of transactions with

Deferred tax assets are not recognized for deductible temporary differences associated with investments in subsidiaries, associates and joint ventures where it is not probable that the temporary differences will reverse in the foreseeable future or that it is not probable that taxable income will be available against which the deductible temporary differences can be utilized in the future. The Group recognizes deferred income tax assets arising from other deductible temporary differences to the extent that it is probable that taxable income will be available against which the deductible temporary differences can be utilized, subject to the exceptions mentioned above.
Deferred tax assets are recognized for deductible losses and tax credits that can be carried forward to future years to the extent that it is probable that future taxable income will be available against which the deductible losses and tax credits can be utilized.
Deferred tax assets and deferred tax liabilities at the balance sheet date are measured at the tax rates that are expected to apply in the period in which the related assets are recovered or the related liabilities are settled in accordance with the tax laws.
The carrying amount of deferred tax assets is reviewed at the balance sheet date and written down if it is more likely than not that sufficient taxable income will not be available in the future to realize the benefits of the deferred tax assets. The amount written down is reversed when it is more likely than not that sufficient taxable income will be available.
Income tax expense
Income tax expense includes current and deferred income taxes.
Current income tax and deferred income tax expenses or benefits are recognized in profit or loss, except for current income tax and deferred income tax related to transactions and events recognized in other comprehensive income or directly in shareholders' equity, which are recognized in other comprehensive income or shareholders' equity, and deferred income tax arising from business combinations, which adjusts the carrying value of goodwill.
Offsetting of income taxes
When there is a legal right to settle on a net basis and the intention is to settle on a net basis or to acquire assets and settle liabilities simultaneously, the Group's current income tax assets and current income tax liabilities are presented on a net basis after offsetting.
Deferred income tax assets and deferred income tax liabilities are stated at net amounts when there is a legally enforceable right to settle current income tax assets and current income tax liabilities on a net basis and when the deferred income tax assets and deferred income tax liabilities relate to income taxes levied by the same tax authority on the same taxable entity or on different taxable entities, provided that, in each future period in which deferred income tax assets and liabilities of significance are reversed, the taxable entities concerned intend to settle current income tax assets and liabilities on a net basis. The Group's deferred tax assets and deferred tax liabilities are stated at the net amount after offsetting when income tax assets and liabilities are acquired or when assets are acquired and liabilities are settled simultaneously.

42. tenancy

(1). Accounting for operating leases

☐Applicable √ Not applicable

(2). Accounting for finance leases

☐Applicable √ Not applicable

(3). Methods of determining leases under the new leasing standards and accounting treatment

√ Applicable □Not applicable

The Group as lessee

The Group's categories of leased assets are mainly buildings. Initial measurement

At the commencement date of the lease term, the Group recognizes the right to use the leased asset over the lease term as a right-of-use asset and the present value of the outstanding lease payments as a lease liability, except for short-term leases and leases of low-value assets. In calculating the present value of lease payments, the Group uses the interest rate embedded in the lease as the discount rate; if the interest rate embedded in the lease cannot be determined, the interest rate of the lessee's incremental borrowing is used as the discount rate.

Follow-up measurement

The Group depreciates right-of-use assets with reference to the depreciation provisions of "ASBE No. 4 - Fixed Assets" (for details, please refer to Note V.23 "Fixed Assets" of this Note), and if it is reasonably certain that it will obtain the ownership of the leased assets at the end of the lease term, the Group Depreciation is provided over the remaining useful life of the leased assets. If it is not reasonably certain that the Group will obtain ownership of the leased assets by the end of the lease term, the Group depreciates over the shorter of the lease term or the remaining useful life of the leased assets.

For lease liabilities, the Group calculates its interest expense at a fixed periodic rate for each period during the lease term, which is charged to current profit or loss or included in the cost of the related assets. Variable lease payments that are not included in the measurement of the lease liability are recognized in profit or loss or in the cost of the related assets when they are actually incurred.

Subsequent to the commencement date of the lease term, when there is a change in the substantive fixed payments, a change in the amount expected to be payable for the residual value of the guarantee, a change in the indexes or ratios used to determine the lease payments, or a change in the appraisal results or actual exercise of the option to purchase, renew or terminate the lease, the Group remeasures the lease liability based on the present value of the lease payments after the change and adjusts the carrying value of the right-of-use asset accordingly. The carrying amount of the right-of-use asset is adjusted accordingly. If the carrying amount of the right-of-use asset has been reduced to zero, but the lease liability needs to be further reduced, the Group recognizes the remaining amount in profit or loss for the current period.

Short-term leases and leases of low-value assets

For short-term leases (leases with a term of less than 12 months at the inception date of the lease) and leases of low-value assets, the Group adopts a simplified approach by not recognizing right-of-use assets and lease liabilities, and instead recognizes lease payments as part of the cost of the related assets or in profit or loss for the current period on a straight-line basis, or on another systematic and reasonable basis, over the periods covered by the leases.

The Group as lessor

The Group classifies leases into finance leases and operating leases based on the substance of the transaction at the inception date of the lease. A finance lease is a lease that transfers substantially all the risks and rewards incidental to ownership of the leased asset. Operating leases are leases other than finance leases.

operating lease

The Group uses the straight-line method to recognize lease receipts under operating leases as rental income in each period during the lease term. Variable lease payments relating to operating leases that are not recognized as lease receipts are recognized in profit or loss when they are actually incurred.

financial lease

At the beginning of the lease term, the Group recognizes finance lease receivables and derecognizes finance lease assets. Finance lease receivables are initially measured at the net investment in the lease (the sum of the unguaranteed residual value and the present value of the lease receipts not yet received at the commencement date of the lease term discounted at the interest rate embedded in the lease), and interest income is recognized over the lease term calculated using a fixed periodic rate. Variable lease payments acquired by the Group that are not included in the measurement of the net investment in leases are recognized in profit or loss when they are actually incurred.

43. Other significant accounting policies and accounting estimates

√ Applicable
□Not applicable

Profit distribution

The Company's cash dividends are recognized as a liability upon approval by the shareholders at the Annual General Meeting.

fair value measurement

The Group measures derivative financial instruments and investments in listed equity instruments at fair value at each balance sheet date. Fair value is the price that a market

participant would receive to sell an asset or pay to transfer a liability in an orderly transaction occurring at the measurement date. The Group measures the related assets or liabilities at fair value assuming that the orderly transaction to sell the asset or transfer the liability takes place in the principal market for the related asset or liability; where no principal market exists, the Group assumes that the transaction takes place in the most advantageous market for the related asset or liability. The principal (or most advantageous) market is the trading market to which the Group has access at the measurement date. The Group uses the assumptions that market participants would use in pricing the asset or liability to maximize their economic benefits.
Where a non-financial asset is measured at fair value, consideration is given to the ability of a market participant to generate economic benefits from the use of the asset for its optimal purpose or to generate economic benefits from the sale of the asset to another market participant that is able to use the asset for its optimal purpose.
The Group uses valuation techniques that are appropriate in the circumstances and supported by sufficient available data and other information, prioritizing the use of relevant observable inputs and using unobservable inputs only when observable inputs are unavailable or impractical to obtain.
Assets and liabilities that are measured or disclosed at fair value in the financial statements are identified within the fair value hierarchy based on the lowest level of inputs that are significant to the fair value measurement as a whole: Level 1 inputs, unadjusted quoted prices in active markets for identical assets or liabilities that are available at the measurement date; Level 2 inputs, inputs in addition to Level 1 inputs that are observable for the underlying assets or liabilities, either directly or indirectly; and Level 3 inputs, unobservable inputs for the underlying assets or liabilities. Level 2 inputs are inputs other than Level 1 inputs that are observable for the underlying asset or liability; Level 3 inputs are unobservable inputs for the underlying asset or liability.
At each balance sheet date, the Group reassesses the assets and liabilities recognized in the financial statements that are measured at fair value on a continuous basis to determine whether there has been a transition between the fair value measurement hierarchy.

Critical accounting judgments and estimates

In the process of applying accounting policies, the Group is required to make judgments, estimates and assumptions about the carrying amounts of statement items that cannot be measured accurately because of the inherent uncertainties in operating activities. These judgments, estimates and assumptions are based on the past historical experience of the Group's management and on the consideration of other relevant factors. These judgments, estimates and assumptions affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities at the balance sheet date. However, the actual results resulting from the uncertainty of these estimates may differ from the current estimates of the Group's management, resulting in material adjustments to the carrying amounts of the assets or liabilities affected in the future.

The Group reviews the aforementioned judgments, estimates and assumptions on a going concern basis on a regular basis. If a change in accounting estimate affects only the period in which the change is made, the effect is recognized in the period in which the change is made; if the change affects both the period in which the change is made and future periods, the effect is recognized in both the period in which the change is made and in future periods.

The significant areas where the Group is required to make judgments, estimates and assumptions about the amounts of financial statement items at the balance sheet date are set out below:

(1) Revenue recognition

As described in Note V.38, "Revenue", the Group's revenue recognition involves the following significant accounting judgments and estimates: identification of customer contracts; estimation of the recoverability of the consideration to which it is entitled as a result of the transfer of goods to the customer; identification of the performance obligations in the contract; estimation of the variable consideration that exists in the contract and the amount of accumulated recognized revenue that is highly unlikely to be materially reversed when the related uncertainty is removed; whether there is a significant financing element in the contract; estimation of the individual selling price of a single performance obligation in the contract; determination of whether a performance obligation will be satisfied within a certain period of time or a certain period of time. elimination of which it is highly unlikely that the cumulative amount of recognized revenue will materially reverse; the existence of significant financing elements in a contract; estimation of the individual selling price of a single performance obligation in a contract; determination of whether a performance obligation is to be performed within a certain period of time or at a certain point in time; and determination of the progress of performance, among other things.

The Group relies primarily on past experience and work to make judgments, and these significant judgments and changes in estimates could have an impact on operating revenues, operating costs, and profit or loss for the period in which the changes are made or for subsequent periods, and could be material.

(2) Reco
gnition of
Leasehold
Leases

In identifying whether a contract is a lease or contains a lease, the Group needs to assess whether there is an identified asset and the customer controls the right to use the asset for a certain period of time. In making this assessment, consideration needs to be given to the nature of the asset, the substantive right of substitution, and whether the customer is entitled to receive substantially all of the economic benefits arising from the use of the asset during that period and is able to dominate the use of the asset.

Classification of leases

The Group classifies leases as operating leases and finance leases when it is the lessor. In making the classification, management is required to analyze and make judgments as to whether substantially all the risks and rewards associated with ownership of the

leased asset have been transferred to the lessee.

Lease liabilities

When the Group is the lessee, the lease liability is initially measured at the present value of the lease payments outstanding at the commencement date of the lease term. In measuring the present value of the lease payments, the Group estimates the discount rate to be used and the lease term for leases where there is an option to renew the lease or an option to terminate the lease. In assessing the lease term, the Group considers all relevant facts and circumstances related to the economic benefits to be derived from the exercise of the option by the Group, including, among others, the expected changes in facts and circumstances between the commencement of the lease term and the date of exercise of the option. Different judgments and estimates may affect the recognition of lease liabilities and right-of-use assets, and will affect the profit or loss in subsequent periods.

(3) Impairment of financial assets

The Group uses the expected credit loss model to assess the impairment of financial instruments. The application of the expected credit loss model requires significant judgments and estimates to be made, taking into account all reasonable and supportable information, including forward-looking information. In making such judgments and estimates, the Group extrapolates the expected changes in the debtors' credit risk based on historical data combined with factors such as economic policies, macroeconomic indicators, industry risks, changes in the external market environment, technological environment, and changes in customers' circumstances.

(4) Provision for decline in value of inventories

The Group measures inventories at the lower of cost and net realizable value in accordance with the inventory accounting policy. Provision for impairment of inventories is made for inventories with cost higher than net realizable value and for obsolete and slow-moving inventories. The impairment of inventories to net realizable value is based on an assessment of the marketability of the inventories and their net realizable value. The identification of inventory impairment requires management to make judgments and estimates based on obtaining conclusive evidence and considering factors such as the purpose for which the inventories are held and the effects of events after the balance sheet date. Differences between actual results and original estimates will affect the carrying value of inventories and the provision or reversal of provision for inventory write-downs in the period in which the estimates are changed.

(5) Fair value of financial instruments

For financial instruments for which no active trading market exists, the Group determines their fair value through various valuation methods. These valuation methods include, among others, discounted cash flow modeling analysis. The valuation requires the Group to estimate future cash flows, credit risk, market volatility and correlation and to select an appropriate discount rate. These related assumptions are subject to uncertainties, changes in which could have an impact on the fair value of the financial instruments. Where investments or contracts in equity instruments have publicly quoted prices, the Group does not use cost as its best estimate of fair value.

(6) Depreciation and amortization

The Group depreciates and amortizes property, plant and equipment and intangible assets on a straight-line basis over their useful lives, after taking into account their residual values. The Group periodically reviews the useful lives to determine the amount of depreciation and amortization expense to be charged to each reporting period. Useful lives are determined by the Group on the basis of past experience with similar assets and in conjunction with expected technological updates. Depreciation and amortization expense is adjusted in future periods if there are significant changes in previous estimates.

（7） Deferred tax assets

The Group recognizes deferred income tax assets for all unused tax losses to the extent that it is probable that sufficient taxable profit will be available to allow the losses to be utilized. This requires the Group's management to use considerable judgment in estimating the timing and amount of future taxable profits to be incurred, combined with tax planning strategies, in order to determine the amount of deferred income tax assets to be recognized.

（8） tax assets

In the normal course of the Group's business activities, there are certain transactions whose final tax treatment and calculation are subject to certain uncertainties. Whether some of these items can be charged before tax requires the approval of the competent tax authorities. If the final determination of these tax matters is different from the amount initially estimated, the difference will have an impact on current income tax and deferred income tax in the period in which they are finally determined.

（9） projected liability

The Group estimates and makes provisions for product quality assurance, expected contract losses and liquidated damages for delayed deliveries based on the terms of the contract, current knowledge and historical experience. Where such contingencies have resulted in a present obligation and it is probable that the performance of such present obligation will result in an outflow of economic benefits to the Group, the Group recognizes a projected liability for the contingency on the basis of the best estimate of the expenditures required to settle the related present obligation. The recognition and measurement of projected liabilities depend significantly on management's judgment. In exercising its judgment, the Group is required to assess factors such as the risks, uncertainties and time value of money associated with such contingencies.

Among other things, the Group will provide a projected liability for after-sale quality repair commitments to customers for the sale, repair and remodeling of goods sold. The projected liabilities are made after taking into account the data of the Group's recent repair experience, but the recent repair experience may not reflect future repairs. Any increase or decrease in this provision may affect profit or loss in future years.

44. Changes in significant accounting policies and accounting estimates

(1). Changes in significant accounting policies

□Applicable √Not Applicable

(2). Significant changes in accounting estimates

□Applicable √Not Applicable

(3). First-time implementation of new accounting standards or interpretations, etc. from 2022 onwards involves adjustments to the financial statements as at the beginning of the year of first implementation.

□Applicable √Not Applicable

45. (sth. or sb) else

□Applicable √ Not applicable

VI. Taxes

1. Major Taxes and Tax Rates

Major Taxes and Tax Rates Situation

√ Applicable □Not applicable

tax types	taxable basis	duty rate
value-added tax (VAT)	Domestic sales; R&D and design; housing rental, etc.	13%, 9%, 6%, 5%, 3%
Urban maintenance and construction tax	Amount of turnover tax payable	7%
Education surcharge	Amount of turnover tax payable	3%, 2%
corporate income tax	Amount of turnover tax payable	16.5%, 15%, 10%
property tax	Actual taxable income, taxable residual value of owner-occupied property	12%, 1.2%

Disclosure of the existence of taxable entities with different corporate income tax rates

√ Applicable □Not applicable

Name of taxable entity	Income tax rate (%)
Shanghai Belling Co.	10
Shanghai Lingxin Microelectronics Co.	15
Shenzhen Ruineng Micro Technology Co.	10
Nanjing Micro Alliance Electronics Co.	10
Shenzhen Silta Technology Co.	0
Hoi Wah Hong Kong Limited	16.5

2. Tax incentives

√Applicable □Not applicable

As recognized by the Shanghai Municipal Taxation Bureau and the Shanghai Municipal Department of Finance, the Company is a high-tech enterprise, Certificate No.: GR202031000931, and is entitled to a preferential enterprise income tax rate of 15%.

As recognized by the Shanghai Science and Technology Commission, the Shanghai Municipal Taxation Bureau and the Shanghai Municipal Department of Finance, the subsidiary, Shanghai Lingxin, is a high-tech enterprise, with certificate No. GR202231004420, and is entitled to a preferential enterprise income tax rate of 15%.

As recognized by the Tax Bureau of Jiangsu Province and the Department of Finance of Jiangsu Province, the subsidiary Nanjing Micro Alliance belongs to the High and New Technology Enterprises, certificate no: GR202032007335, which is eligible for a preferential corporate income tax rate of 15%.

As recognized by Shenzhen Tax Bureau and Shenzhen Department of Finance, the subsidiary Shenzhen Silta belongs to the high-tech enterprise, certificate no: GR202044202702, which enjoys a preferential corporate income tax rate of 15%.

根据《国务院关于印发新时期促进集成电路产业和软件产业高质量发展若干政策的通知》（国发〔2020〕8 号、《中华人民共和国工业和信息化部、国家发展改革委、财政部、国家税务总局公告 2021 年第 9 号》、《关于做好 2022 年享受税收优惠政策的集成电路企业或项目、软件企业 清单制定工作有关要求的通知发改高技〔2022〕390 号》、《国家发展改革委等五部门关于做好享受税收优惠政策的集成电路企业或项目、软件企业清单制定工作有关要求的通知发改高技〔2021〕413 号》等规定，对国家鼓励的重点集成电路设计企业和软件企业，自获利年度起， For the key IC design enterprises and software enterprises encouraged by the State, starting from the profit-making year, they are exempted from enterprise income tax from the first year to the fifth year and the enterprise income tax is reduced by 10% in the succeeding years. Subsidiaries Nanjing MicroManufacturing and Shenzhen Ruineng Micro have completed the determination of the reduction of enterprise income tax by 10% preferential rate successively, and the Company will satisfy the conditions for declaration of the aforesaid policy in 2022, and reduce the enterprise income tax by 10% preferential tax rate.

According to the Announcement of the Ministry of Finance and Taxation of the State Administration of Development and Reform Commission of the Ministry of Industry and Information Technology of the People's Republic of China on Enterprise Income Tax Policies for Promoting the High-quality Development of the Integrated Circuit Industry and the Software Industry (No. 45 of 2020), the National Development In accordance with the relevant provisions of the Announcement of the Reform Commission, Ministry of Finance and State Administration of Taxation (No. 9 of 2021) and (No. 10 of 2021), Shenzhen SiTa, a subsidiary, is subject to the preferential policy of two exemptions and three halves tax reduction for income tax. Shenzhen SiTa has been recognized as a subsidiary of Shenzhen SiTa on the due date of the 2021 Enterprise Income Tax Settlement.

The Company will submit the documents to be recognized as enjoying the preferential policies of two exemptions and three halves of the corporate income tax before the end of the year, and the Company will enjoy the income tax exemption policy in FY2021 and FY2022.

According to the Circular on Value-added Tax Policy for Software Products (Cai Shui [2011] No. 100) issued by the Ministry of Finance and the State Administration of Taxation, general taxpayers selling their self-developed and produced software products are subject to the policy of immediate refund of the portion of their software income where the actual tax burden of value-added tax ("VAT") exceeds 3%, and the subsidiaries, Shenzhen Ruineng Micro and Shenzhen SiTa, have continued to enjoy the aforesaid policy of immediate refund of VAT during the reporting period.

3. (sth. or sb) else

√Applicable □Not applicable

The Group's taxable income derived from other jurisdictions is subject to local tax rates in accordance with the laws, interpretative pronouncements and practices in force in the countries in which the Group operates. The applicable income tax rate for Oceana Hong Kong Limited, which is incorporated in Hong Kong, is 16.5%.

Notes to the consolidated financial statements 1. Currency funds

√Applicable □Not applicable

Unit: Yuan Currency: RMB

sports event	Closing balance	Opening balance
(accountancy)	35,824.72	48,410.30

a bank account	731,326,778.70	1,316,563,890.88
add up the total	731,362,603.42	1,316,612,301.18
Of which: Deposited offshore Total amount	262,688,503.98	631,760,515.73

2. Financial assets held for trading

√Applicable □Not applicable

Unit: Yuan Currency: RMB

sports event	Closing balance	Opening balance
Changes in fair value through profit or loss are recognized in the current period. Financial assets at fair value through profit or loss	729,546,431.90	764,267,984.00
Among them:		
Investments in equity instruments	729,546,431.90	764,267,984.00
Designated as at fair value through profit or loss		
Based on the Group's business model for managing financial assets and the contractual cash flow characteristics of financial assets, the equity instruments of financial assets at fair value through profit or loss for the period		
Among them:		
add up the total	729,546,431.90	764,267,984.00

Other notes:

√Applicable □Not applicable

As at December 31, 2022, the Group held 9,563,630 outstanding shares in Wuxi New Clean Energy Co.

3. Derivative financial assets

□Applicable √Not Applicable

4. Notes receivable

(1). Notes receivable are presented in a categorized manner

√Applicable □Not applicable

Unit: Yuan Currency: RMB

sports event	Closing balance	Opening balance
banker's acceptance	30,654,297.25	25,554,377.80
commercial promissory note	896,922.63	1,360,182.86
add up the total	31,551,219.88	26,914,560.66

(2). Notes receivable pledged by the Company at the end of the period

□Applicable √Not Applicable

(3). Notes receivable end of period that have been endorsed or discounted by the Company and are not yet due at the balance sheet date

√Applicable □Not applicable

Unit: Yuan Currency: RMB

sports event	Amounts derecognized at the end of the period	Amounts not derecognized at the end of the period
banker's acceptance	123,538,158.77	
commercial promissory note		
add up the total	123,538,158.77	

(4). Notes converted to accounts receivable by the company at the end of the period due to non-performance by the issuer

□Applicable √Not Applicable

(5). Disclosure by bad debt accrual method

√Applicable □Not applicable

Unit: Yuan Currency: RMB

form	Closing balance					Opening balance				
	Carrying amount		provision for bad debts		book value	Carrying amount		provision for bad debts		book value
	sum of money	Proportion (%)	sum of money	Percentage of accruals (%)		sum of money	Proportion (%)	sum of money	Percentage of accruals (%)	
Provision for bad debts on an individual basis intend										
Among them:										
Provision of bad debts by portfolio intend	31,551,312.80		92.92		31,551,219.88	26,914,735.97		175.31		26,914,560.66
Among them:										
bankers acceptance	30,654,297.25	97.16	0.00	0.00	30,654,297.25	25,554,377.80	94.95	0.00	0.00	25,554,377.80
commercial promissory note	897,015.55	2.84	92.92	0.01	896,922.63	1,360,358.17	5.05	175.31	0.01	1,360,182.86
add up the total	31,551,312.80	/	92.92	/	31,551,219.88	26,914,735.97	/	175.31	/	26,914,560.66

Provision for bad debts is made on an individual basis:

□Applicable √Not Applicable

Provision for bad debts is made on a portfolio basis:

√Applicable □Not applicable

Portfolio accruals: commercial promissory notes

Unit: Yuan Currency: RMB

name (of a thing)	Closing balance			Opening balance		
	notes receivable	provision for bad debts	Accrual ratio (%)	notes receivable	provision for bad debts	Accrual ratio (%)
commercial promissory note	897,015.55	92.92	0.01	1,360,358.17	175.31	0.01
add up the total	897,015.55	92.92	0.01	1,360,358.17	175.31	0.01

Criteria and description of recognition of bad debts by portfolio

√Applicable □Not applicable

At December 31, 2022, the Group measures the bad debt provision for commercial acceptances based on expected credit losses over the entire duration.

If bad debt provisioning is based on the general model of expected credit losses, please refer to the disclosure of other receivables:

□Applicable √Not Applicable

(6). Provision for bad debts

√Applicable □Not applicable

Unit: Yuan Currency: RMB

form	Opening balance	Amount of change during the period			Closing balance
		make provision for (capital requirements)	Recovery or reversal	Write-offs or write-offs	
commercial promissory note	175.31	-82.39			92.92
add up the total	175.31	-82.39			92.92

of which the amount of bad debt provision recovered or reversed during the period is significant:
□Applicable √Not Applicable

(7). Actual write-off of notes receivable during the period

□Applicable √Not Applicable

Other notes
□Applicable √Not Applicable

5. Accounts receivable

(1). Disclosure by ageing

√Applicable □Not applicable

Unit: Yuan Currency: RMB

age of accounts	Closing book balance
Within 1 year	
Of which: within 1 year	
Within 1 year	412,635,282.24
Subtotal less than 1 year	412,635,282.24
1 to 2 years	
2 to 3 years	
More than 3 years	86,876.32
3 to 4 years	
4 to 5 years	
More than 5 years	
add up the total	412,722,158.56

(2). Disclosure by bad debt accrual method

√Applicable □Not applicable

Unit: Yuan Currency: RMB

form	Closing balance					Opening balance				
	Carrying amount		provision for bad debts		book value	Carrying amount		provision for bad debts		book value
	sum of money	proportions (%)	sum of money	Percentage of accruals (%)		sum of money	proportions (%)	sum of money	Accrual ratio (%)	
Provision of bad debts on individual items allowan					1215 / 335					

Provision for bad debts is made on an individual basis:
□Applicable √Not Applicable

Provision for bad debts is made on a portfolio basis:
√Applicable □Not applicable
Portfolio accruals: normal sales portfolio

Unit: Yuan Currency: RMB

name (of a thing)	Closing balance		
	accounts receivable	provision for bad debts	Accrual ratio (%)
Regular sales portfolios	412,722,158.56	130,076.70	0.03
add up the total	412,722,158.56	130,076.70	0.03

Criteria and description of recognition of bad debts by portfolio:
√Applicable □Not applicable

age of accounts	Closing balance			Opening balance		
	Carrying amount		provision for bad debts	Carrying amount		provision for bad debts
	sum of money	Expected credit losses Rate (%)		sum of money	Expected credit losses Rate (%)	
Within 1 year	412,635,282.24	0.01	43,200.38	284,952,873.31	0.01	36,721.71
1 to 2 years						
2 to 3 years						
More than 3 years	86,876.32	100.00	86,876.32	86,876.32	100.00	86,876.32
3 to 4 years						
4 to 5 years						
More than 5 years						
add up the total	412,722,158.56	0.03	130,076.70	285,039,749.63	0.04	123,598.03

If bad debt provisioning is based on the general model of expected credit losses, please refer to the disclosure of other receivables:
□Applicable √Not Applicable

(3). Provision for bad debts
√Applicable □Not applicable

Unit: Yuan Currency: RMB

form	Opening balance	Amount of change during the period				Closing balance
		make provision for (capital require	Recovery or transfer back	Write-offs or write-offs	Other changes	
				melt (metal)		

of which the amount of bad debt provision recovered or reversed during the period is significant:
□Applicable √Not Applicable

(4). Actual accounts receivable written off during the period
√Applicable □Not applicable

Unit: Yuan Currency: RMB

sports event	Amount written off

Accounts receivable actually written off	2,500.00

of which significant accounts receivable write-offs

□Applicable √Not Applicable

Accounts receivable write-off instructions:

□Applicable √Not Applicable

(5). Top five accounts receivable by party owed at end of period

√Applicable □Not applicable

Unit: Yuan Currency: RMB

Name of unit	Closing balance	Percentage of closing balance of accounts receivable Proportion of total (%)	Closing balance of provision for bad debts
1	31,817,182.89	7.71	3,276.87
2	27,817,664.68	6.74	2,864.96
3	21,469,783.86	5.20	2,766.80
4	20,239,207.74	4.91	2,084.45
5	19,404,641.49	4.70	1,998.50
add up the total	120,748,480.66	29.26	12,991.58

Other notes

The aggregate amount of the Group's top five accounts receivable summarized by party in arrears at the year-end month was RMB120,748,480.66, accounting for 29.26% of the aggregate year-end balance of accounts receivable, and the aggregate year-end balance of the corresponding provision for bad debts was RMB12,991.58.

(6). Receivables derecognized due to transfer of financial assets

□Applicable √Not applicable

(7). Amounts of assets and liabilities resulting from the transfer of receivables and continuing involvement

□Applicable √Not applicable

Other notes:

□Applicable √Not applicable

6. Receivables financing

√Applicable □Not applicable

Unit: Yuan Currency: RMB

sports event	Closing balance	Opening balance
notes receivable	58,611,576.93	56,768,572.93
add up the total	58,611,576.93	56,768,572.93

Changes in receivables financing during the period and changes in fair value:

√Applicable □Not applicable

sports event	Opening balance		Change in current year		Closing balance	
	(manufacturin	Fair value	(manufacturi	fair value	(manufactur	fair value

	g, production etc) costs	changes	ng, production etc) costs	value change	ing, production etc) costs	value change
notes receivable	56,768,572.93		1,843,004.00		58,611,576.93	
accounts receivable						
add up the total	56,768,572.93		1,843,004.00		58,611,576.93	

If bad debt provisioning is based on the general model of expected credit losses, please refer to the disclosure of other receivables:

□Applicable √Not Applicable

Other notes:

□Applicable √Not Applicable

7. Advance payments

(1). Prepayments by age

√Applicable □Not applicable

Unit: Yuan Currency: RMB

age of accounts	Closing balance		Opening balance	
	sum of money	Proportion (%)	sum of money	Proportion (%)
Within 1 year	66,571,129.75	99.46	28,496,690.71	99.24
1 to 2 years	149,451.24	0.22	214,014.80	0.75
2 to 3 years	214,014.80	0.32	3,000.00	0.01
More than 3 years				
add up the total	66,934,595.79	100.00	28,713,705.51	100.00

(2). Top five prepayments with closing balances, grouped by prepayment recipient

√Applicable □Not applicable

Name of unit	Closing balance	Percentage of total closing balance of prepayments (%)
1	15,455,235.62	23.09
2	14,111,304.62	21.08
3	5,106,551.08	7.63
4	4,364,220.36	6.52
5	4,352,386.17	6.50
add up the total	43,389,697.85	64.82

Other notes

The aggregate amount of the Group's top five prepayments with year-end balances summarized by prepayment recipients was RMB43,389,697.85, accounting for 64.82% of the aggregate year-end balance of prepayments.

Other notes

□Applicable √Not applicable

8. Presentation of other accounts receivable items

√ Applicable □Not applicable

Unit: Yuan Currency: RMB

sports event	Closing balance	Opening balance
Interest receivable		
Dividends receivable		
Other receivables	23,607,852.83	7,414,696.05
add up the total	23,607,852.83	7,414,696.05

Other notes:

□Applicable √Not Applicable

Interest receivable

(1). Classification of interest receivable

□Applicable √Not Applicable

(2). Significant overdue interest

□Applicable √Not Applicable

(3). Provision for bad debts

□Applicable √Not Applicable

Other notes:

□Applicable √Not applicable

Dividends receivable

(1). Dividends receivable

□Applicable √Not Applicable

(2). Significant dividends receivable aged over 1 year

□Applicable √Not Applicable

(3). Provision for bad debts

□Applicable √Not Applicable

Other notes:

□Applicable √Not Applicable

Other receivables

(1). Disclosure by ageing

√Applicable □Not applicable

Unit: Yuan Currency: RMB

age of accounts	Closing book balance
Within 1 year	
Of which: within 1 year	
Within 1 year	21,385,276.86
Subtotal less than 1 year	21,385,276.86
1 to 2 years	1,180,157.10
2 to 3 years	116,418.72
More than 3 years	2,049,881.51
3 to 4 years	
4 to 5 years	
More than 5 years	
add up the total	24,731,734.19

(2). Breakdown by nature of funds

Unit: Yuan Currency: RMB

√ Applicable □Not applicable

Nature of payment	Closing book balance	Opening balance
Deposits of securities trading settlement funds		27,731,365.10
Rental & Deposit	12,182,498.77	4,931,117.61
Processing funds to be returned	8,193,868.88	
VAT refund	2,210,826.62	943,843.31
Project commissioning	970,000.00	1,940,000.00
(sth. or sb) else	1,174,539.92	843,930.47
add up the total	24,731,734.19	36,390,256.49

(3). Provision for bad debts

Unit: Yuan Currency: RMB

√ Applicable □Not applicable

provision for bad debts	Phase I	Phase II	Phase III	add up the total
	Expected credit losses for the next 12 months	Expected credit losses for the entire life cycle (no credit losses) (with impairment)	Expected credit losses over the life of the loan (incurred credit losses) (with impairment)	
January 1, 2022 remaining horizontal tablet or inscribed board	301,235.12		28,674,325.32	28,975,560.44
January 1, 2022 remaining Amount for the current period				
--Transfer to Phase II				
--Transfer to Phase III				
--Transfer back to phase II				
--Transfer back to phase I				
Provision for the current period	75,718.02			75,718.02
Reversal during the period			-566,762.96	-566,762.96
Write-offs during the period				
Write-offs during the period			-27,362,143.74	-27,362,143.74
Other changes	1,509.60			1,509.60
December 31, 2022 balances	378,462.74		745,418.62	1,123,881.36

A description of significant changes in the carrying amount of other receivables for which a change in the provision for losses has occurred during the period:

□Applicable √ Not Applicable

The amount of provision for bad debts in the current period and the basis used to assess whether there is a significant increase in the credit risk of a financial instrument:

□Applicable √ Not Applicable

(4). Provision for bad debts

√Applicable □Not applicable

Unit: Yuan Currency: RMB

form	Opening balance	Amount of change during the period				Closing balance
		make provision for (capital requirements)	Recovery or reversal	Write-offs or write-offs	Other changes	
other	28,975,560.44	75,718.02	566,762.96	27,362,143.74	1,509.60	1,123,881.36

allowance						
add up the total	28,975,560.44	75,718.02	-566,762.96	-27,362,143.74	1,509.60	1,123,881.36

Of these, the amount of the provision for bad debts reversed or recovered during the period is significant:
□Applicable √Not Applicable

(5). Other receivables actually written off during the period

Unit: Yuan Currency: RMB

sports event	Amount written off
Other receivables actually written off	27,362,143.74

√Applicable □Not applicable

of which significant write-offs of other receivables:

√Applicable □Not applicable

Unit: Yuan Currency: RMB

Name of unit	Nature of other receivables	Amount written off	Reasons for write-offs	Nuclei of performance cancel a program	Whether or not the payment is made by the Joint transaction generation
Jianqiao Securities Co., Ltd.	Trade settlement funds	27,164,602.14	final judgment (on a case)	board of directors	clogged
Shanghai Dingxiang Decoration Engineering Co., Ltd.	(sth. or sb) else	197,541.60	final judgment (on a case)	office meeting	clogged

Note on write-off of other receivables:
□Applicable √Not Applicable

(6). Top five other accounts receivable with closing balances, grouped by party owed

√Applicable □Not applicable

Unit: Yuan Currency: RMB

Name of engineering unit	Nature of payments	Closing balance	age of accounts	Percentage of closing balance of other receivables Proportion of total amount (%)	Closing balance provision for bad debts
add up the total	/	27,362,143.74	/		/
1	Processing funds to be returned	8,193,868.88	Within 1 year	33.13	
2	VAT refund	2,210,826.62	Within 1 year	8.94	
3	rents	1,854,670.95	Within 1 year	7.50	55,640.13
4	margin (in derivatives trading)	1,000,000.00	1-2 years	4.04	50,000.00
5	Design service fee	900,000.00	Within 1 year	3.64	27,000.00
add up the total	/	14,159,366.45	/	57.25	132,640.13

(7). Receivables relating to government grants

□Applicable √Not Applicable

(8). Other receivables derecognized due to transfer of financial assets

□Applicable √Not applicable

(9). Amounts transferred from other receivables that continue to be involved in the formation of

assets and liabilities

□Applicable √ Not applicable

Other notes:

□Applicable √Not applicable

9. Inventories (1). Classification of inventories

Unit: Yuan Currency: RMB

√Applicable

□Not applicable

sports event	Closing balance			Opening balance		
	Carrying amount	Provision for decline in value of inventories/contractual performance costs less valuation allowance	book value	Carrying amount	Provision for decline in value of inventories/contractual performance costs less valuation allowance	book value
raw materials	210,919,183.44	7,999,819.75	202,919,363.69	64,961,942.75	7,324,453.91	57,637,488.84
in product	200,143,066.62	2,710,495.32	197,432,571.30	96,257,319.22	2,415,301.94	93,842,017.28
stockist character	277,188,517.72	14,259,086.54	262,929,431.18	264,764,640.62	12,443,046.10	252,321.594.52
turnaround material fertilizers	142,618.73		142,618.73	137,785.43		137,785.43
Expendable raw materials estate						
Contract performance approximate cost						

add up the total	688,393,386.51	24,969,401.61	663,423,984.90	426,121,688.02	22,182,801.95	403,938,886.07

(2). Provision for decline in value of inventories and impairment of contractual performance costs

Unit: Yuan Currency: RMB

√Applicable □Not applicable

sports event	Opening balance	Increase during the period		Decrease during the period		Closing balance
		make provision for (capital requirements)	(sth. or sb) else	Reversal or write-off	it (refers sth. preceding it) (used for either sex when the sex is unknown or unimportant)	
raw materials	7,324,453.91	1,958,323.37		1,282,957.53		7,999,819.75
in product	2,415,301.94	1,975,374.73		1,680,181.35		2,710,495.32
merchandise in stock	12,443,046.10	8,120,627.89	8,726.32	6,313,313.77		14,259,086.54
swing space						
Expendable raw materials estate						
Contract performance costs						
add up the total	22,182,801.95	12,054,325.99	8,726.32	9,276,452.65		24,969,401.61

(3). Explanation of closing balance of inventories containing amounts capitalized for borrowing costs

□Applicable √Not applicable

(4). Explanation of the amount of amortization of contract performance costs for the period

□Applicable √Not Applicable

Other notes

□Applicable √Not applicable

10. Contract assets (1). Status of contract assets

Unit: Yuan Currency: RMB

√Applicable □Not applicable sports event	Closing balance			Opening balance		
	Carrying amount	impairment allowance get ready	book value	Carrying amount	impairments intend	book value
Warranty receivables generic term for lustrous and ductile metals	1,369,701.55	1,394.41	1,368,307.14	1,396,061.55	179.90	1,395,881.65
add up the total	1,369,701.55	1,394.41	1,368,307.14	1,396,061.55	179.90	1,395,881.65

(2). Amounts and reasons for significant changes in book value during the reporting period

□Applicable √Not Applicable

(3). Provision for impairment of contract assets during the period

Unit: Yuan Currency: RMB

√Applicable □Not applicable

sports event	Provision for the current period	Reversal during the period	Write-offs/cancellations during the period	rationale
Warranty receivables	1,214.51			
add up the total	1,214.51			/

If bad debt provisioning is based on the general model of expected credit losses, please refer to the disclosure of other receivables:

□Applicable √Not Applicable

Other notes:

□Applicable √Not Applicable

11. Assets held for sale

□Applicable √Not Applicable

12. Non-current assets due within one year

√Applicable □Not applicable

Unit: Yuan Currency: RMB

sports event	Closing balance	Opening balance
Debt investments maturing within one year		
Other debt investments maturing within one year		
Other non-current assets due within one year	10,453,500.00	
add up the total	10,453,500.00	

Significant debt investments and other debt investments at the end of the period:
□Applicable
√Not
Applicable
None

13. Other current assets

√Applicable □Not applicable

Unit: Yuan Currency: RMB

sports event	Closing balance	Opening balance
Contract acquisition costs		
Returns receivable cost		
Input tax to be certified	5,828,967.57	83,621.29
Prepaid corporate income tax	4,451,584.75	
Time Deposit Interest	24,676,541.00	63,130,273.05
add up the total	34,957,093.32	63,213,894.34

Other notes

The Group's investments in time deposits are held to maturity and the Company has the ability to hold them to maturity and has accrued interest income accordingly at the agreed interest rates; therefore, the Company presents interest accrued on time deposits maturing within one year as other current assets.

14. Debt investments

(1). Status of Debt Investments

□Applicable √Not Applicable

(2). Significant debt investments at the end of the period

□Applicable √Not Applicable

(3). Provision for impairment

□Applicable √Not Applicable

The amount of the provision for impairment for the period and the basis used to assess whether there has been a significant increase in the credit risk of the financial instrument

□Applicable √Not Applicable

Other notes

□Applicable √Not Applicable

15. Other debt investments (1). Status of other debt investments

□Applicable √Not Applicable

(2). Significant other debt investments at the end of the period

□Applicable √Not Applicable

(3). Provision for impairment

□Applicable √Not Applicable

The amount of the provision for impairment for the period and the basis used to assess whether there

has been a significant increase in the credit risk of the financial instrument

□Applicable √Not Applicable

Other notes:

□Applicable √Not Applicable

16. Long-term receivables (1). Long-term receivables

□Applicable √Not Applicable

(2). Provision for bad debts

□Applicable √Not Applicable

The amount of provision for bad debts for the period and the basis used to assess whether there is a significant increase in the credit risk of a financial instrument

□Applicable √Not Applicable

(3). Long-term receivables derecognized due to transfer of financial assets

□Applicable √Not applicable

(4). Amounts of assets and liabilities resulting from the transfer of long-term receivables with continuing involvement

□Applicable √Not applicable

Other notes

□Applicable √Not Applicable

17. Long-term equity investments

□Applicable √Not Applicable

18. Investments in other equity instruments (1). Investments in other equity instruments

□Applicable √Not Applicable

(2). Investments in non-trading equity instruments

□Applicable √Not Applicable

Other notes:

□Applicable √Not Applicable

19. Other non-current financial assets

□Applicable √Not Applicable

Other notes:

□Applicable √Not Applicable

20. Investment properties

Investment property measurement model

(1) Investment properties using the fair value measurement model

Unit: Yuan Currency: RMB

sports event	Houses, buildings	land use right	construction in progress	add up the total
I. Opening balances	566,710,000.00			566,710,000.00
II. Changes during the period	1,600,000.00			1,600,000.00
Add: Outsourcing				

Inventory \ Fixed Assets \ in Transfer from construction				
Increase in business combinations				
Less: Disposals				
Other transfers out				
Fair value changes	1,600,000.00			1,600,000.00
III. Closing balance	568,310,000.00			568,310,000.00

(2) Status of investment properties with outstanding certificates of title

□Applicable √Not Applicable

Other notes

□Applicable √Not Applicable

21. Presentation of fixed asset items

√Applicable □Not applicable

Unit: Yuan Currency: RMB

sports event	Closing balance	Opening balance
fixed assets	87,479,831.60	77,940,708.48
Liquidation of fixed assets		
add up the total	87,479,831.60	77,940,708.48

Other notes:

□Applicable √Not Applicable

fixed assets

(1). Fixed assets

√Applicable □Not applicable

Unit: Yuan Currency: RMB

sports event	housing and building	machinery and equipment	carrier	electronic equipment	office equipment get ready	(sth. or sb) else	add up the total
i. Original book value:							
1. Opening balance	94,087,524.87	7,450,896.76	3,720,647.41	37,251,802.32	3,613,766.50	2,835,843.94	148,960,481.80
2. Increase during the period sum of money		707,802.52	111,806.67	16,915,542.01	657,801.53	282,288.11	18,675,240.84
(1) Acquisition		522,308.47	-	16,915,542.01	558,765.71	282,288.11	18,278,904.30
(2) Under							

II. Accumulated depreciation							
1. Opening balance	32,233,952.55	5,902,082.80	3,116,954.52	25,511,129.96	2,340,731.96	1,898,864.62	71,003,716.41
2. Increase during the period sum of money	2,849,067.02	710,735.45	168,737.25	4,845,976.36	418,439.60	8,476.46	9,001,432.14
(1) Provision	2,849,067.02	646,641.61	144,396.01	4,845,976.36	376,712.84	8,476.46	8,871,270.30
(2) Enterprises Consolidated increase		64,093.84	24,341.24		41,726.76		130,161.84
3. Decrease during the period sum of money		19,930.46	678,126.41	3,526,707.54	434,222.53	402,859.34	5,061,846.28
(1) Disposal or scrapped		19,930.46	678,126.41	3,526,707.54	434,222.53	402,859.34	5,061,846.28
4. Closing balance	35,083,019.57	6,592,887.79	2,607,565.36	26,830,398.78	2,324,949.03	1,504,481.74	74,943,302.27
III. Provision for impairment							
1. Opening balance				8,150.66		7,906.25	16,056.91
2. Increase during the period sum of money							
(1) Provision							
3. Decrease during the period sum of money							
(1) Disposal or scrapped							
4. Closing balance				8,150.66		7,906.25	16,056.91
IV. Carrying value							
1. Closing balance fig. values (ethical, cultural etc)	59,004,505.30	1,545,881.03	452,652.91	23,776,370.07	1,497,537.57	1,202,884.72	87,479,831.60
2. Opening balance fig. values (ethical, cultural etc)	61,853,572.32	1,548,813.96	603,692.89	11,732,521.70	1,273,034.54	929,073.07	77,940,708.48

(2). Status of temporarily idle fixed assets

□Applicable √Not Applicable

(3). Fixed assets leased through finance leases

□Applicable √Not Applicable

(4). Fixed assets leased out through operating leases

□Applicable √Not Applicable

(5). Status of fixed assets for which certificates of title have not been issued

□Applicable √Not Applicable

Other notes:

□Applicable √Not Applicable

Liquidation of fixed assets

□Applicable √Not Applicable

22. Presentation of construction -in-progress projects

√Applicable □Not applicable

Unit: Yuan Currency: RMB

sports event	Closing balance	Opening balance
construction in progress	6,438,599.79	503,504.67
Engineering materials		
add up the total	6,438,599.79	503,504.67

Other notes:

□Applicable √Not Applicable

construction in progress

(1). Status of construction in progress

√Applicable □Not applicable

Unit: Yuan Currency: RMB

sports event	Closing balance			Opening balance		
	Carrying amount	provision for impairment	book value	Carrying amount	impairment allowance get ready	book value
Equipment acquisition of assets	4,694,606.66		4,694,606.66	503,504.67		503,504.67
Decoration works	1,743,993.13		1,743,993.13			
add up the total	6,438,599.79		6,438,599.79	503,504.67		503,504.67

(2). Changes in significant construction-in-progress projects during the period

□Applicable √Not Applicable

(3). Provision for impairment of construction in progress during the period

□Applicable √Not Applicable

Other notes

□Applicable √Not Applicable

Engineering materials

(1). Status of engineering materials

□Applicable √Not Applicable

23. Productive biological assets

(1). Produced biological assets using the cost-measurement model

□Applicable √Not Applicable

(2). Produced biological assets using the fair value measurement model

□Applicable √Not Applicable

Other notes

□Applicable √Not Applicable

24. Oil and gas assets

□Applicable √Not Applicable

25. Right-to-use assets

Unit: Yuan Currency: RMB

√Applicable □Not applicable

sports event	Houses and buildings	add up the total
I. Original book value		
1. Opening balance	35,684,717.93	35,684,717.93
2. Increase during the period	3,558,824.19	3,558,824.19
(1) New leases and changes	2,462,490.32	2,462,490.32
(2) Consolidated increase	1,096,333.87	1,096,333.87
3. Decrease during the period	1,804,221.65	1,804,221.65
(1) Disposal	744,874.34	744,874.34
(2) Leasehold relief	1,059,347.31	1,059,347.31
4. Closing balance	37,439,320.47	37,439,320.47
II. Accumulated depreciation		
1. Opening balance	6,909,500.39	6,909,500.39
2. Increase during the period	7,948,470.96	7,948,470.96
(1) Provision	7,857,109.79	7,857,109.79
(2) Consolidated increase	91,361.17	91,361.17
3. Decrease during the period	744,874.34	744,874.34
(1) Disposal	744,874.34	744,874.34
4. Closing balance	14,113,097.01	14,113,097.01
III. Provision for impairment		
1. Opening balance		
2. Increase during the period		
(1) Provision		
3. Decrease during the period		
(1) Disposal		
4. Closing balance		
IV. Carrying value		
1. Closing book value	23,326,223.46	23,326,223.46
2. Opening book value	28,775,217.54	28,775,217.54

26. Intangible assets (1). Intangible assets

Unit: Yuan Currency: RMB

√Applicable □Not applicable

sports event	land use right	franchises	Non-patented technology	trademark right	hardware	add up the total
I. Original book value						
1. Opening balance	57,704,235.70	10,823,973.35	24,331,148.00	7,500.00	44,488,728.83	137,355,585.88
2. Current period Increase		47,155,434.02			7,494,581.53	54,650,015.55

(1) procurement		58,630.95			7,114,423.62	7,173,054.57
(2) Internal R&D						
(3) Increase in business combinations plus		47,096,803.07			380,157.91	47,476,960.98
3. Decrease during the period sum of money						
(1) take care of						
4. Closing balance	57,704,235.70	57,979,407.37	24,331,148.00	7,500.00	51,983,310.36	192,005,601.43
II. Accumulated amortization						
1. Beginning of the period balances	17,621,536.75	10,456,046.79	14,183,591.31	7,400.00	42,177,913.36	84,446,488.21
2. Current period Increase	1,171,595.95	2,724,665.09	3,382,384.28	100.00	4,428,723.23	11,707,468.55
(1) (b) Provision for	1,171,595.95	2,724,665.09	3,382,384.28	100.00	4,332,782.25	11,611,527.57
(2)) Business combinations rise					95,940.98	95,940.98
3. Current period Amount of reduction						
(1) take care of						

4. Final balances	18,793,132.70	13,180,711.88	17,565,975.59	7,500.00	46,606,636.59	96,153,956.76
III. Provision for impairment						
1. Beginning of the period balances						
2. Current period Increase						
(1) (b) Provision for						
3. Current period Amount of reduction						
(1) take care of						
4. Final balances						
IV. Carrying value						
1. Closing balance fig. values (ethical, cultural etc)	38,911,103.00	44,798,695.49	6,765,172.41		5,376,673.77	95,851,644.67
2. Opening balance fig. values (ethical, cultural etc)	40,082,698.95	367,926.56	10,147,556.69	100.00	2,310,815.47	52,909,097.67

Intangible assets formed through in-house research and development at the end of the period as a percentage of the balance of intangible assets 0.00

(2). Status of land use rights with outstanding title deeds

□Applicable √Not Applicable

Other notes:

□Applicable √Not Applicable

27. Development expenditure

□Applicable √Not Applicable

28. Goodwill

(1). Original carrying amount of goodwill

√Applicable □Not applicable

Unit: Yuan Currency: RMB

Name of investee or goodwill-forming event term (in a mathematical formula)	Opening balance	Increase during the period		Decrease during the period		Closing balance
		resulting from a business combination		take care of		
Shenzhen Ruineng Microelectronics Ltd.	456,262,239.96					456,262,239.96
Shenzhen Silta Technology Corporation		275,099,120.95				275,099,120.95
add up the total	456,262,239.96	275,099,120.95				731,361,360.91

(2). Provision for impairment of goodwill

□Applicable √Not Applicable

During the reporting period, the Group assessed the recoverable amount of goodwill and there was no impairment of goodwill relating to the asset group of power dedicated chip business of Shenzhen Ruineng Micro Technology Co.

During the reporting period, the Group assessed the recoverable amount of goodwill and there was no impairment of goodwill relating to the asset group of motor drive chip business of Shenzhen Silta Technology Co.

(3). Information about the asset group or combination of asset groups in which the goodwill is located

√Applicable □Not applicable

Asset groups are determined on the basis of the existence of an active market for the products produced by the asset group in which the goodwill is located, which can generate independent cash flows and can be recognized as a separate asset group. For the purpose of impairment testing, the Company apportioned the goodwill to one asset group based on the main business of Shenzhen Ruineng Micro, i.e., the asset group of electric power special-purpose chip business; and the goodwill was apportioned to one asset group based on the main business of Shenzhen SiTa.

asset group, which is the motor drive core business piece asset group. As of December 31, 2022, the carrying value of goodwill allocated to the two asset groups and the related provision for impairment were as follows:

Composition of the asset group	Power Specialized Chips	Motor Driver Chips
Carrying value of asset groups at the consolidated level	5,308,834.74	44,897,700.01

Carrying amount of goodwill allocated to this asset group fig. values (ethical, cultural etc)	456,262,239.96	275,099,120.95
Asset groups containing goodwill at the consolidation level Face book value	461,571,074.70	319,996,820.96

(4). Description of the goodwill impairment testing process, key parameters (e.g., growth rate over the forecast period when the present value of future cash flows is expected, growth rate over the stabilization period, profitability, discount rate, forecast period, etc., as applicable) and the method of recognizing impairment losses on goodwill

√ Applicable □Not applicable

The recoverable amount of the power specialized chip asset group was determined on the basis of the present value of estimated future cash flows. The Company engaged Shanghai Dongzhou Asset Appraisal Co., Ltd. to appraise the recoverable amount of the asset group of Shenzhen Rui Neng Micro Technology Co., Ltd. and issued the "Recoverable Value of the Asset Group Involved in the Proposed Impairment Test of Goodwill Formed by the Consolidation of Shenzhen Rui Neng Micro Technology Co., Ltd." (Dongzhou Appraisal [2023] No. 0041). The future cash flows are based on the management-approved cash flows for the period from 2023 to
The financial budget for the year 2027 (forecast period) was determined and a pre-tax discount rate of 12% was applied, with the assumption of stable cash flows starting after the forecast period. Other key assumptions used in projecting the future cash flows are a projected sales growth rate of -10.7% to 6.13% and a projected profit margin of 18.33% to 22.34%, based on the past performance of the asset group and management's estimate of the expected development of the market.

The recoverable amount of the motor drive chip asset group was determined based on the present value of the estimated future cash flows. The Company engaged Shanghai Shenwei Asset Appraisal Company Limited to appraise the recoverable amount of the asset group of Shenzhen Silta Technology Company Limited and issued the "Asset Appraisal Report on the Recoverable Amount of the Relevant Asset Group Involved in the Impairment Test of Goodwill Formed in the Merger and Acquisition of Shenzhen Silta Technology Company Limited" (Shanghai Shenwei Appraisal Report [2023] No. 0049). Future cash flows are based on management
The approved financial budgets for the years 2023 to 2027 (the forecast period) were determined using a pre-tax discount rate of 13.8%, with the assumption of stable cash flows starting after the forecast period. Other key assumptions used in projecting future cash flows are a projected sales growth rate of 15.38% to 88.79% and a projected profit margin of 20.62% to 24.74%, based on the past performance of the asset group and management's estimate of expected market development.

Psports event	Power Specialized Chips	Motor Driver Chips
Recoverable amount of the asset group	480,000,000.00	338,000,000.00
Asset groups containing goodwill at the consolidation level Face book value	461,571,074.70	319,996,820.96
discrepancy (in a sum or quota)	18,428,925.30	18,003,179.04

After testing, the Company's management believes that any reasonable change in the above assumptions would not result in the carrying value of the Power Specialty Chip Asset Group, and the Motor Drive Chip Asset Group exceeding their recoverable amounts.

(5). Impact of goodwill impairment testing

□Applicable √Not Applicable

Other notes

□Applicable √Not Applicable

29. Long-term amortization

Unit: Yuan Currency: RMB

√Applicable
sports event □Not applicable

Opening balance	Increase for the period horizontal tablet or inscribed board	Amortization for the period horizontal tablet or inscribed board	Other decreases	Closing balance
Shanghai Belling Garden district transformati	1,067,790.42	857,433.95	277,262.67	1,647,961.70

30. Deferred income tax assets/deferred income tax liabilities (1). Deferred income tax assets not offset

Unit: Yuan Currency: RMB

√ Applicable □Not applicable

sports event	Closing balance	Opening balance

	Deductible temporary discrepancy	Deferred income taxes liabilities	Deductible temporary discrepancy	Deferred income taxes liabilities
Provision for impairment of assets	26,229,524.62	2,625,260.40	51,285,983.52	5,203,488.99
Unrealized profit on internal transactions	1,964,740.17	196,474.02	5,239,534.91	527,627.90
Deductible losses				
Deferred income	16,678,959.46	1,667,895.95	20,151,834.43	2,015,183.44
Restricted stock deductible temporary sexual difference	36,402,437.60	3,774,188.19	51,780,816.60	5,312,188.53
Temporary differences in revenue recognition	6,676,414.94	667,641.49	6,010,848.92	601,084.89
Tax differences in the new leasing standard	1,313,335.87	141,270.42	1,300,152.82	136,597.67
add up the total	89,265,412.66	9,072,730.47	135,769,171.20	13,796,171.42

(2). Deferred tax liabilities not offset

√ Applicable □Not applicable

Unit: Yuan Currency: RMB

sports event	Closing balance		Opening balance	
	Taxable temporary differences discriminate	Deferred income taxes be in debt	Taxable temporary differences discriminate	Deferred income taxes be in debt
Non-same control business combinations Asset valuation appreciation	698,938,458.20	69,893,845.82	731,215,662.29	73,121,566.23
Fair value of other debt investments value change	358,113,729.11	35,811,372.91	356,513,729.11	35,651,372.91
Investments in other equity instruments Change in fair value	25,790,106.40	2,579,010.64	25,790,106.40	2,579,010.64
Withholding of interest on time deposits	23,238,149.21	2,443,884.77	16,717,474.72	1,781,794.83
Enterprises not under common control	85,612,550.16	6,146,709.51	9,865,287.30	986,528.73
Consolidated assessed value added				
Tax differences in the new leasing standard			235,811.39	23,581.14
add up the total	1,154,692,973.08	116,874,823.45	1,140,338,071.21	114,143,854.48

(3). Deferred tax assets or liabilities, net of offsets

□Applicable √Not Applicable

(4). Breakdown of unrecognized deferred tax assets

□Applicable √Not Applicable

(5). The deductible losses for which no deferred tax assets have been recognized will expire in the following years

□Applicable √Not Applicable

Other notes:

□Applicable √Not Applicable

31. Other non-current assets

√Applicable □Not applicable

Unit: Yuan Currency: RMB

sports event	Closing balance	Opening balance

	Carrying amount	impairment allowance get ready	book value	Carrying amount	impairment allowance get ready	book value
Contract acquisition costs						
Contract performance costs						
Returns receivable cost						
Contractual assets						
Time deposits with a maturity of more than one year and accrued interest	651,831,895.89		651,831,895.89	506,438,527.43		506,438,527.43
Due date more than one Margin for the year	35,453,500.00		35,453,500.00			
add up the total	687,285,395.89		687,285,395.89	506,438,527.43		506,438,527.43

Other notes:

The Group's investments in time deposits are held to maturity and the Company has the ability to hold them to maturity and has accrued the corresponding interest income at the agreed interest rate. Therefore, the Company presents time deposits maturing after one year and the interest accrued at the agreed interest rate as other non-current assets.

32. Short-term borrowings (1). Classification of short-term borrowings

□Applicable √Not Applicable

(2). Status of overdue short-term borrowings

□Applicable √Not Applicable

Significant of these overdue short-term borrowings are shown below:

□Applicable √Not Applicable

Other notes

□Applicable √Not Applicable

33. Financial liabilities held for trading

□Applicable √Not Applicable

34. Derivative financial liabilities

□Applicable √Not Applicable

35. Notes payable (1). Presentation of notes payable

√Applicable □Not applicable

Unit: Yuan Currency: RMB

kind	Closing balance	Opening balance
commercial promissory note		
banker's acceptance	1,129,114.91	22,103,745.72
add up the total	1,129,114.91	22,103,745.72

The total amount of notes payable due and unpaid at the end of the period was $0.00.

36. Accounts payable (1). Presentation of accounts payable

√ Applicable □Not applicable

Unit: Yuan Currency: RMB

sports event	Closing balance	Opening balance
Within 1 year	171,355,388.86	193,639,567.08
1-2 years	86,219.48	532,864.64
2-3 years	130,489.84	
add up the total	171,572,098.18	194,172,431.72

(2). Significant accounts payable aged over 1 year

□Applicable
√ Not
Applicable
Other Notes
√ Applicable □Not applicable
None of the Group's accounts payable with an age of more than one year is material.

37. Receipts in advance

(1). Presentation of accounts receivable in advance

√ Applicable □Not applicable

Unit: Yuan Currency: RMB

sports event	Closing balance	Opening balance
rent collection in advance	9,195,005.12	3,511.59
Pre-charging of property fees	1,131,279.40	
add up the total	10,326,284.52	3,511.59

(2). Significant receipts in advance aged over 1 year

□Applicable √ Not Applicable

Other notes

□Applicable √ Not Applicable

38. Contract liabilities (1). Status of contractual liabilities

√ Applicable □Not applicable

Unit: Yuan Currency: RMB

sports event	Closing balance	Opening balance
Contractual liabilities related to sales contracts	18,896,658.23	15,559,421.34
add up the total	18,896,658.23	15,559,421.34

(2). Amounts and reasons for significant changes in book value during the reporting period

□Applicable √Not Applicable

Other notes:

□Applicable √Not Applicable

39. Remuneration payable to employees (1). Presentation of remuneration payable to employees

Unit: Yuan Currency: RMB

sports event	Opening balance	Increase during the period	Decrease during the period	Closing balance
I. Short-term remuneration	60,058,216.51	240,615,442.42	246,898,784.61	53,774,874.32
II. Post-employment benefits -- defined contribution depository receipt	34,419.49	19,865,954.21	19,970,895.93	-70,522.23
III. Termination benefits		240,609.88	240,609.88	
IV. Other blessings due within one year favorable				
add up the total	60,092,636.00	260,722,006.51	267,110,290.42	53,704,352.09

√ Applicable □ Not applicable

(2). Presentation of short-term remuneration

Unit: Yuan Currency:RMB

sports event	Opening balance	Increase during the period	Decrease during the period	Closing balance
i. salaries, bonuses, allowances and cross-subsidize	59,292,315.64	209,419,568.73	215,925,466.86	52,786,417.51
II. Employee benefit costs		5,957,832.24	5,957,832.24	
III. Social security contributions	22,237.21	10,833,314.69	10,562,347.27	293,204.63
Of which: medical insurance premiums	21,903.40	10,209,900.03	9,949,943.47	281,859.96
Employment injury insurance premiums	333.81	362,238.97	353,732.78	8,840.00
Maternity insurance premiums		261,175.69	258,671.02	2,504.67
IV. Housing Provident Fund	53,447.00	11,038,846.08	11,123,906.62	-31,613.54
V. Trade union funds and staff education funding	57,909.12	3,365,880.68	3,329,231.62	94,558.18
VI. Short-term paid absences	632,307.54			632,307.54
VII. Short-term profit-sharing plans				
add up the total	60,058,216.51	240,615,442.42	246,898,784.61	53,774,874.32

√ Applicable □ Not applicable

(3). Presentation of the defined benefit plan

Unit: Yuan Currency: RMB

sports event	Opening balance	Increase during the period	Decrease during the period	Closing balance
1. Basic pension insurance	33,376.40	17,336,658.06	17,396,703.41	-26,668.95
2. Unemployment insurance premiums	1,043.09	447,949.15	492,845.52	-43,853.28
3. Contributions to enterprise annuities		2,081,347.00	2,081,347.00	
add up the total	34,419.49	19,865,954.21	19,970,895.93	-70,522.23

Other notes:

√ Applicable □Not applicable

The Company and its subsidiary, Haihua Hong Kong, in addition to participating in pension insurance centrally administered by local government agencies, additionally participate in an annuity plan entrusted to a third party for operation. Under this annuity plan, the Group's contribution for 2022 will not exceed 8% of the employees' gross salary for the previous year.

40. Taxes payable

√ Applicable □Not applicable

Unit: Yuan Currency: RMB

sports event	Closing balance	Opening balance
value-added tax (VAT)	6,811,082.33	5,166,804.57
sales tax		
business tax		
corporate income tax	6,061,925.26	29,765,074.74
personal income tax	1,358,154.73	986,202.81
Urban maintenance and construction tax	500,351.85	417,024.18
property tax	1,455,951.16	2,995,814.21
non-residential property	474,042.46	140,992.80
Education surcharge	357,394.20	297,874.41
land use tax	40,877.30	40,877.30
add up the total	17,059,779.29	39,810,665.02

41.
Presentation of other accounts payable items

√ Applicable □Not applicable

Unit: Yuan Currency: RMB

sports event	Closing balance	Opening balance
interest due		
dividend payable		
Other accounts payable	301,407,306.06	114,052,816.22
add up the total	301,407,306.06	114,052,816.22

Other notes:

□Applicable √ Not Applicable

Interest payable (1). Categorized presentation

□Applicable √ Not Applicable

Dividends payable (1). Categorized presentation

□Applicable √ Not Applicable

Other accounts payable

(1). Presentation of other accounts payable by nature of payment

√ Applicable □Not applicable

Unit: Yuan Currency: RMB

sports event	Closing balance	Opening balance
Deposits and Charges	12,418,487.58	13,475,416.70
Equity acquisition proceeds	216,000,000.00	15,600,090.00
brokerage	253,010.50	118,552.00
Restricted stock repurchase obligations	69,544,972.94	82,179,979.15
(sth. or sb) else	3,190,835.04	2,678,778.37
add up the total	301,407,306.06	114,052,816.22

(2). Significant other payables aged over 1 year

√Applicable □Not applicable

Unit: Yuan Currency: RMB

sports event	Closing balance	Reasons for non-reimbursement or carry-over
Restricted stock repurchase obligations	69,544,972.94	sell-by date
Deposits and Charges	10,463,031.51	Deposits for tenant leases
add up the total	80,008,004.45	/

Other notes:

□Applicable √Not Applicable

42. Liabilities held for sale

□Applicable √Not Applicable

43. Non-current liabilities due within 1 year

Unit: Yuan Currency: RMB

√Applicable □Not applicable

sports event	Closing balance	Opening balance
Long-term loans due within 1 year		
Bonds payable due within 1 year		
Long-term accounts payable due within 1 year		
Lease liabilities due within 1 year	6,718,333.83	7,148,441.19
Excess performance awards expiring within 1 year		53,165,780.54
add up the total	6,718,333.83	60,314,221.73

44. Other current liabilities Other current liabilities

Unit: Yuan Currency: RMB

√Applicable □Not applicable

sports event	Closing balance	Opening balance
Short-term bonds payable		
Returns payable		
Taxes to be transferred	1,094,261.25	767,329.98
add up the total	1,094,261.25	767,329.98

Increase or decrease in short-term bonds payable:

□Applicable √Not Applicable

Other notes:

□Applicable √Not Applicable

45. Long-term loans

(1). Classification of long-term loans

□Applicable √Not Applicable

Other notes, including interest rate ranges:

□Applicable √Not Applicable

46. Bonds payable (1). Bonds payable

□Applicable √Not Applicable

(2). Increase or decrease in bonds payable: (excluding other financial instruments such as preferred shares and perpetual bonds classified as financial liabilities)

□Applicable √Not Applicable

(3). Explanation of conversion conditions and conversion time of convertible bonds

□Applicable √Not applicable

(4). Description of other financial instruments classified as financial liabilities

Basic information on other financial instruments such as preferred shares and perpetual bonds issued and outstanding at the end of the period

□Applicable √Not Applicable

Statement of changes in preferred shares, perpetual bonds and other financial instruments issued and outstanding at the end of the period

□Applicable √Not Applicable

Description of the basis on which other financial instruments are classified as financial liabilities:

□Applicable √Not Applicable

Other notes:

□Applicable √Not Applicable

47. Lease liabilities

Unit: Yuan Currency: RMB

√Applicable □Not applicable

sports event	Closing balance	Opening balance
Lease payments	27,652,115.53	33,626,842.27
Unrecognized financing costs	-2,935,410.50	-4,021,171.77
Lease liabilities due within one year	-6,718,333.83	-7,148,441.19
add up the total	17,998,371.20	22,457,229.31

48. Presentation of long-term accounts payable items

√Applicable □Not applicable

Unit: Yuan Currency: RMB

sports event	Closing balance	Opening balance
Long-term accounts payable		
Specialized accounts payable	15,360,000.00	15,360,000.00
add up the total	15,360,000.00	15,360,000.00

Other notes:

□Applicable √Not Applicable

Long-term accounts payable

(1). Long-term accounts payable by nature of payment

□Applicable √Not Applicable

Specialized accounts payable

(1). Specialized accounts payable by nature of payment

√Applicable □Not applicable

Unit: Yuan Currency: RMB

sports event	Opening balance	Increase during the period	Decrease during the period	Closing balance	Reasons for formation
innovation capacity Construction funds	15,360,000.00			15,360,000.00	Innovations in non-reimbursable transfers Funding for capacity-building
add up the total	15,360,000.00			15,360,000.00	/

49. Long-term employee compensation payable

□Applicable √Not Applicable

50. Projected liabilities

□Applicable √Not Applicable

51. Deferred income

Deferred income

√Applicable □Not applicable

Unit: Yuan Currency: RMB

sports event	Opening balance	Increase during the period	Decrease during the period	Closing balance	Reasons for formation
government grant	20,151,834.43	75,000.00	3,547,874.97	16,678,959.46	
add up the total	20,151,834.43	75,000.00	3,547,874.97	16,678,959.46	/

Projects involving government grants:

√Applicable □Not applicable

Unit: Yuan Currency: RMB

Liability items	Opening balance	Amount of new grants for the period	Included in non-operating income for the peri	Amounts charged to other gains for the period	Other changes	Closing balance	Asset-related/revenue-related

			horizontal tablet or inscribed board				
Shanghai Belling Technology Research Development Center Technology Improvement Project	13,682,201.09			636,381.44		13,045,819.65	Asset-related
High-performance analog-to-digital converter core chip design, packaging and testing, and appliance	1,489,275.98			987,272.89		502,003.09	Asset/revenue related
Caohejing Development Zone Head Office Characteristic Carrier Project order (taxonomy)	884,076.69			329,592.67		554,484.02	Asset/revenue related
Specialized support for industrial development related to chip R&D holding program	3,869,890.05			1,500,371.66		2,369,518.39	Asset/revenue related
Capacitive Isolated Digital Isolator Chips Patent navigation	186,390.62	75,000.00		54,256.31		207,134.31	Asset/revenue related
Talent subsidies allocated by the Shanghai Municipal Human Resources and Social Security Bureau	40,000.00			40,000.00			revenue-related

(SHRSSB) order (taxonomy)							
add up the total	20,151,834.43	75,000.00		3,547,874.97		16,678,959.46	

Other notes:

□Applicable √Not Applicable

52. Other non-current liabilities

□Applicable √Not Applicable

53. Share capital

√Applicable □Not applicable

Unit: Yuan Currency: RMB

	Opening balance	Increase/decrease in current changes (+, i)					Closing balance
		launch new (product, service, investment etc)	a share grant	conversion of provident fund	(sth. or sb) else	Subtotal	
Unrestricted RMB Ordinary Shares (A)	700,861,144.00				1,277,891.00	1,277,891.00	702,140,035.00
Restricted RMB Ordinary Shares (A)	11,953,170.00				-1,914,772.00	-1,914,772.00	10,038,398.00
Total number of shares	712,815,314.00				-636,881.00	-636,881.00	712,178,433.00

Other notes:

For details of new issue of RMB ordinary shares with limited selling conditions and repurchase of shares during the period, please refer to Note 13 "Share-based Payment".

54. Other equity instruments

(1). Basic information on other financial instruments such as preferred shares and perpetual bonds issued and outstanding at the end of the period

□Applicable √Not Applicable

(2). Statement of changes in preferred shares, perpetual bonds and other financial instruments issued and outstanding at the end of the period

□Applicable √Not Applicable

Changes in other equity instruments during the period, explanation of the reasons for such changes, and the basis for the related accounting treatment:

□Applicable √Not Applicable

Other notes.

□Applicable √Not Applicable

55. Capital surplus

√Applicable □Not applicable

Unit: Yuan Currency: RMB

sports event	Opening balance	Increase during the period	Decrease during the period	Closing balance
Capital premium (shares) (capital premium)	867,164,004.59	24,936,322.54	9,060,753.12	883,039,574.01
Other capital surplus	113,790,630.33	32,459,396.14	27,149,358.41	119,100,668.06
add up the total	980,954,634.92	57,395,718.68	36,210,111.53	1,002,140,242.07

Other explanations, including increases or decreases during the period and explanations of the reasons for the changes:

(1) During the year, capital premium of RMB24,936,322.54 was transferred from other capital surplus due to the unlocking conditions of restricted shares; Decrease in capital surplus-equity premium by $3,521,788.91 due to repurchase of restricted shares; increase in capital surplus-amortization of share-based payment expense by $4,521,788.91; and increase in capital surplus-its Other capital surplus $32,459,396.14; Decrease in capital surplus - other capital surplus due to the effect of deferred income tax assets on restricted stock 2,213,035.87.

(2) During the year, the difference between the consideration paid and the net assets of Shanghai Lingxin Micro, a subsidiary, and the 30% equity interest held by the minority shareholders of Shanghai Lingxin Micro was reduced by NT$5,538,964.21.

56. Treasury Unit

√Applicable □Not applicable

Unit: Yuan Currency: RMB

sports event	Opening balance	Increase during the period	Decrease during the period	Closing balance
Restricted stock repurchase obligation	82,349,931.55		12,508,638.38	69,841,293.17
Recognition of treasury stock for business purposes				
add up the total	82,349,931.55		12,508,638.38	69,841,293.17

Other explanations, including increases or decreases during the period and explanations of the reasons for the changes:

The Company operates a restricted stock incentive plan with an unlocking period and unlocking conditions. If the unlocking conditions are not met, the Company will repurchase the shares, and the Company recognizes a liability for the repurchase obligation and treats it as an acquisition of treasury stock at the same time, and the decrease in the current year's amount is due to the repurchase of restricted stock and the partial fulfillment of the unlocking conditions for the Phase I restricted stock.

57. Other comprehensive income

√Applicable □Not applicable

Unit: Yuan Currency: RMB

sports event	Opening balance	Amount incurred during the period						Closing balance
		Occurrence before income tax for	Less: Transfer to profit or loss for the peri	Less: Transfer to other comprehensive	Less: Income tax expens	Attributable to parent comp	Attributable to minority shareholders	

Of which: remeasurement of changes in defined benefit plans horizontal tablet or inscribed board								
Other comprehensive income not transferable to profit or loss under the equity method all the more								
Investments in other equity instruments Change in fair value								
Enterprise's own credit risk public Change in fair value								
II. Other comprehensive income reclassified to profit or loss all the more	23,211,095.76							23,211,095.76
Of which: Other comprehensive income available for transfer to profit or loss under								

the equity method combined income								
Fair value of other debt investments value change								
Reclassification of financial assets to other comprehensive income Amount of benefit								
Credit reduction on other debt investments valuation allowance								
cash flow hedge interim reserve								
Foreign currency financial statements Table translation differences								
Transfer of owner-occupied property to investment property real estate	23,211,095.76							23,211,095.76
Other comprehensive income Total benefits	23,211,095.76							23,211,095.76

58. Earmarked reserves

□Applicable √Not Applicable

59. Surplus reserves

√Applicable □Not applicable

Unit: Yuan Currency: RMB

sports event	Opening balance	Increase during the period	Decrease during the period	Closing balance

Statutory surplus surplus	298,654,532.48	13,970,163.23		312,624,695.71
Arbitrary surplus reserves				
reserve fund				
Enterprise Development Fund				
(sth. or sb) else				
add up the total	298,654,532.48	13,970,163.23		312,624,695.71

A description of surplus surplus, including any increase or decrease during the period, and a description of the reasons for the change:

In accordance with the Company Law and the Company's Articles of Incorporation, the Company withdraws 10% of its net profit as legal reserve. If the accumulated legal reserve reaches 50% or more of the Company's registered capital, it will not be withdrawn. After the Company has withdrawn the legal reserve, it may withdraw the arbitrary surplus reserve. Upon approval, the discretionary surplus reserve may be used to offset prior years' losses or to increase share capital.

60. Unallocated profits

√ Applicable □Not applicable

Unit: Yuan Currency: RMB

sports event	the current period	previous period
Undistributed profit at the end of the previous period before adjustment	2,004,031,410.61	1,416,034,998.91
Adjustments to total unappropriated earnings at the beginning of the period (upward) +, decrease -)		
Adjustments to opening unappropriated profit after the period	2,004,031,410.61	1,416,034,998.91
Add: Net attributable to owners of the parent company for the period	399,034,926.70	729,298,230.93
Less: Withdrawal of legal reserve	13,970,163.23	48,812,293.79
Withdrawal of surplus		
Profit at the beginning of the period		
Dividends payable on ordinary shares	142,213,807.40	92,489,525.44
Dividends on ordinary shares transferred to equity		
Undistributed profit at the end of the period	2,246,882,366.68	2,004,031,410.61

Adjust the breakdown of unappropriated earnings at the beginning of the period:

1. Due to the retrospective adjustments made by the ASBE and its related new regulations, the impact on the undistributed profit at the beginning of the period is $0.00.

2. As a result of the change in accounting policy, the impact on the undistributed profit at the beginning of the period is $0.00.

3. As a result of the correction of significant accounting errors, the impact on the undistributed profit at the beginning of the period was $0.00.

4. The change in the scope of consolidation and same control affected the undistributed profit at the beginning of the period by $0.00.

5. Total other adjustments affect the unallocated profit at the beginning of the period by $0.00.

61. Operating Revenues and Operating Costs (1). Operating income and operating costs

√ Applicable □Not applicable

Unit: Yuan Currency: RMB

sports event	Current period's incidence		Prior period's incidence	
	incomes	(manufacturing, production etc) costs	incomes	(manufacturing, production etc) costs
Main business	1,993,638,662.66	1,342,280,228.48	1,960,356,012.36	1,324,894,404.94
Other business	50,627,725.97	5,098,198.84	63,978,619.12	8,630,973.08
add up the total	2,044,266,388.63	1,347,378,427.32	2,024,334,631.48	1,333,525,378.02

(2). Status of revenue generated from contracts

√Applicable □Not applicable

Unit: Yuan Currency: RMB

Contract classification	Domestic integrated circuits troops	Hong Kong Integrated Circuits Trade Division	Other operating segments	Inter-segment offset	add up the total
Type of contract					
IC Contracts for the sale of products	1,437,409,749.66	556,562,093.52		-333,180.52	1,993,638,662.66
technology development			4,186,320.67		4,186,320.67
Service contracts					
Rental (business) contract			41,432,560.65	-90,388.58	41,342,172.07
Other business (business) contract			5,099,233.23		5,099,233.23
add up the total	1,437,409,749.66	556,562,093.52	50,718,114.55	-423,569.10	2,044,266,388.63

A description of the revenue generated by the contract:

□Applicable √Not Applicable

(3). Description of performance obligations

□Applicable √Not Applicable

(4). Statement of apportionment to remaining performance obligations

□Applicable √Not Applicable

Other notes:

none

62. Taxes and surcharges

Unit: Yuan Currency: RMB

√Applicable □Not applicable

sports event	Current period's incidence	Prior period's incidence
Urban maintenance and construction tax	3,325,641.57	4,703,064.36
Education surcharge	1,542,674.04	2,585,368.57
Local education surcharge	832,784.25	773,963.18
property tax	5,502,363.79	6,097,435.57
land use tax	146,804.87	164,327.90
vehicle usage tax (VUT)	6,840.00	7,500.00
non-residential property	1,189,775.74	775,206.70
disability pension	47,678.40	48,966.83
add up the total	12,594,562.66	15,155,833.11

63. Cost of sales

□Not applicable

√Applicable

Unit: Yuan

Currency: RMB sports event	Current period's incidence	Prior period's incidence
remuneration of employees	42,627,636.94	39,259,858.74

Equity incentive expense	6,349,769.86	4,577,412.60
rental cost	5,077,573.63	5,331,570.76
Warehouse maintenance costs	1,241,180.10	280,378.27
travel costs	798,424.86	637,704.23
depreciation	703,362.49	795,675.68
Business hospitality	384,772.47	464,239.91
office expenses	356,952.37	294,559.48
amortization expense	224,866.37	175,882.05
(sth. or sb) else	3,890,349.56	2,200,914.84
add up the total	61,654,888.65	54,018,196.56

64. Administrative expenses

Unit: Yuan Currency: RMB

sports event	Current period's incidence	Prior period's incidence
salary of employees	50,041,913.38	53,640,324.42
Equity incentive expense	10,144,730.58	7,868,732.12
Park maintenance fees	3,077,888.59	1,785,686.96
Intermediary service fees	2,561,082.33	2,905,737.45
depreciation	2,558,316.76	2,529,503.47
Amortization of intangible assets	1,539,656.72	1,335,094.11
rental cost	1,143,097.99	1,354,585.59
property management costs	918,296.46	948,663.13
office expenses	746,695.03	752,686.43
travel costs	348,503.76	566,459.25
insurance premium	375,552.26	305,016.78
Excess performance awards		15,475,647.69
(sth. or sb) else	3,461,283.57	2,788,523.78
add up the total	76,917,017.43	92,256,661.18

√ Applicable □Not applicable

65. Research and development costs

Unit: Yuan Currency: RMB

sports event	Current period's incidence	Prior period's incidence
remuneration of employees	161,744,320.01	111,155,965.03
material cost	58,502,073.83	37,144,167.78
Equity incentive expense	15,964,895.70	11,831,333.73
Depreciation and amortization	15,149,102.89	10,233,918.45
rental cost	3,138,742.81	3,219,426.59
travel costs	931,117.09	1,040,537.81
office expenses	560,376.40	161,562.81
Operating expenses	181,943.98	810,562.78
(sth. or sb) else	2,015,800.38	1,050,438.74
add up the total	258,188,373.09	176,647,913.72

√ Applicable □Not applicable

66. Finance costs

Unit: Yuan Currency: RMB

√Applicable

□Not applicable

sports event	Current period's incidence	Prior period's incidence
interest expense	1,446,612.23	1,646,305.30
Interest income	-44,298,867.98	-48,049,362.89
Currency exchange gains and losses	-12,961,253.24	4,148,112.80
(sth. or sb) else	552,864.91	299,976.73
add up the total	-55,260,644.08	-41,954,968.06

67. Other gains

√ Applicable

Unit: Yuan Currency: RMB

□Not applicable

sports event	Current period's incidence	Prior period's incidence
VAT refund	13,623,104.09	6,968,704.35
Special subsidies for enterprise development	3,805,456.60	540,000.00
Nanjing Industry and Information Technology Special	3,682,000.00	
Special Funds for the Development of Independent Innovative Industries	2,728,850.00	3,479,100.00
Specialized in industrial development related to chip R&D Supported projects	1,500,371.66	7,078,718.86
Enterprise research and development subsidies	1,059,900.00	150,000.00
High-performance analog-to-digital converter core chip Design, Package Testing and Applications	987,272.89	2,681,113.95
Shanghai Belling Technology R&D Center Technological Improvement sports event	636,381.44	636,381.45
Industrial development subsidies	636,000.00	
Shanghai Cultural and Creative Industry Development Finance Government support funds	550,000.00	200,000.00
Railway Signal System FPGA Domestic Substitution of tasks	432,000.00	
Personal Tax Fee Refunds	406,878.63	228,212.14
Caohejing Development Zone Head Office body program	329,592.68	956,250.00
Social Security Board subsidies	189,335.19	65,294.00
Xuhui Finance Bureau Subsidy	146,400.00	86,400.00
Park subsidies	89,000.00	
Capacitive Isolated Digital	54,256.30	238,609.38

68. Investment income

√ Applicable

□Not applicable

Unit: Yuan

Currency: RMB sports event	Current period's incidence	Prior period's incidence
Income from long-term equity investments accounted for by the equity method		

Investment income from disposal of long-term equity investments		
Investments in financial assets held for trading earnings	4,106,046.25	2,490,000.00
Investments in other equity instruments acquired during the holding period dividend income		
Interest income earned on debt investments during the holding period confirm or agree with		
Interest earned on other debt investments during the holding period interest income		
Investment income from disposal of financial assets held for trading all the more	32,335,785.27	50,090,361.00
Investments acquired on disposal of investments in other equity instruments earnings		
Investment income from disposal of debt investments		
Investment income from disposal of other debt investments		
Gain on debt restructuring		
income from financial products		325,375.00
add up the total	36,441,831.52	52,905,736.00

69. Net open hedge gains

□Applicable √Not Applicable

70. Gain on change in fair value

Unit: Yuan Currency: RMB

√Applicable □Not applicable

Sources that generate gains from changes in fair value	Current period's incidence	Prior period's incidence
Financial assets held for trading	25,614,472.89	295,419,841.17
Of which: fairness arising from derivative financial instruments Gain on change in value		
Financial liabilities held for trading		
Investment properties measured at fair value	1,600,000.00	4,510,000.00
add up the total	27,214,472.89	299,929,841.17

71. Credit impairment losses

√Applicable □Not applicable

Unit: Yuan

Currency: RMB sports event	Current period's incidence	Prior period's incidence
Bad debt losses on notes receivable	82.39	52.20
Bad debt losses on accounts receivable	-8,978.67	32,920.27
Bad debt losses on other receivables	491,044.94	-201,441.73
Impairment losses on debt investments		
Impairment loss on other debt investments		
Bad debt losses on long-term receivables		
Impairment losses on contract assets		
add up the total	482,148.66	-168,469.26

72. Impairment losses on assets

Unit: Yuan Currency: RMB

√ Applicable □Not applicable

sports event	Current period's incidence	Prior period's incidence
I. Bad debt losses		
II. Losses on decline in value of inventory and contract performance Impairment loss on capital	-8,897,096.70	-6,342,898.73
III. Impairment losses on long-term equity investments		
IV. Impairment losses on investment properties		
V. Impairment losses on fixed assets		
VI. Impairment losses on engineering materials		
VII. Impairment losses on construction in progress		
VIII. Impairment losses on productive biological assets		
IX. Impairment losses on oil and gas assets		
X. Impairment losses on intangible assets		
XI. Impairment loss on goodwill		
XII. Other		
add up the total	-8,898,311.21	-6,342,836.18

73. Gain on disposal of assets

Unit: Yuan Currency: RMB

√ Applicable □Not applicable

sports event	Current period's incidence	Prior period's incidence
Gain/(loss) on disposal of fixed assets	14,884.10	-281.46
add up the total	14,884.10	-281.46

74. Non-operating income

Non-operating income

Unit: Yuan Currency: RMB

√ Applicable □Not applicable

sports event	Current period's incidence	Prior period's incidence	Included in non-recurring loss for the period Amount of benefit
Gain on disposal of non-current assets grand total			
Of which: Fixed Assets Service profiteering			
Intangible Assets Branch profiteering			
Non-monetary exchange of assets profits tax			
Acceptance of donations			
government grant			
Revenue forfeited for liquidated damages	692,469.65	988,233.51	692,469.65
(sth. or sb) else	261,624.72	674,755.22	261,624.72

Government grants recognized in profit or loss

□Applicable √Not Applicable

Other notes:

□Applicable √Not Applicable

75. Non-operating expenses

Unit: Yuan Currency: RMB

sports event √Applicable □Not applicable	Current period's incidence	Prior period's incidence	Included in non-recurring loss for the period Amount of benefit
Loss on disposal of non-current assets Total Losses			
Of which: Fixed Assets Service replacement cost			
Intangible Assets Branch replacement cost			
Non-monetary exchange of assets damages			
External donations	350,000.00	300,000.00	350,000.00
Loss on retirement of fixed assets	28,037.81	221,035.97	28,037.81
(such as) else	1,297,412.96	118,916.22	1,297,412.96
add up the total	1,675,450.77	639,952.19	1,675,450.77

76. Income tax expense (1). Schedule of income tax expense

Unit: Yuan Currency: RMB

sports event √Applicable □Not applicable	Current period's incidence	Prior period's incidence
Current income tax expense	27,852,338.13	42,678,098.49
Deferred income tax expense	-221,399.56	-11,636,193.61
Adjustment of prior period income tax effect	1,049,467.47	-1,925,707.06
add up the total	28,680,406.04	29,116,197.82

(2). Process of adjusting accounting profit to income tax expense

Unit: Yuan Currency: RMB

sports event √Applicable □Not applicable	Current period's incidence
total profit	428,269,982.60
Income tax expense at statutory/applicable rates	42,826,998.26
Effect of applying different tax rates to subsidiaries	5,616,456.56
Effect of adjustments to prior periods' income taxes	1,049,467.47
Impact of non-taxable income	-675,748.60
Impact of non-deductible costs, expenses and losses	1,288,841.21
Deductible losses for the use of unrecognized deferred tax assets in prior	

Foreign currency translation differences	111,752.66
Income tax expense	28,680,406.04

Other notes:

□Applicable √Not Applicable

77. Other comprehensive income

√Applicable
□Not
applicable See
note for details

78. Cash flow statement items

(1). Other cash received related to operating activities

Unit: Yuan Currency: RMB

√Applicable □Not applicable

sports event	Current period's incidence	Prior period's incidence
Interest income	7,274,674.39	11,704,407.65
government grant	13,042,809.13	8,519,181.73
Margin recovery	57,937.00	9,703,246.35
Receipt of rent deposit		2,271,966.19
(sth. or sb) else	1,388,340.96	2,561,152.32
add up the total	21,763,761.48	34,759,954.24

(2). Other cash paid in relation to operating activities

Unit: Yuan Currency: RMB

√Applicable □Not applicable

sports event	Current period's incidence	Prior period's incidence
Capacity and other margins	46,836,295.08	324,738.10
Rent Property Utilities	14,793,486.07	13,556,619.45
R&D costs	9,716,436.21	5,302,494.45
transportation cost	5,086,398.07	9,199,850.47
travel costs	1,711,943.73	2,251,855.24
insurance premium	510,873.82	319,801.12
consultancy fee	450,341.78	2,330,996.78
Endowment expenditure	350,000.00	300,000.00
commission	222,716.13	117,416.38
Park maintenance fees	1,680.00	658,284.26
(sth. or sb) else	11,536,199.64	11,191,172.92
add up the total	91,216,370.53	45,553,229.17

(3). Other cash received related to investing activities

□Applicable √Not Applicable

(4). Other cash paid related to investing activities

□Applicable √Not Applicable

(5). Other cash received relating to financing activities

Unit: Yuan Currency: RMB

√ Applicable □ Not applicable

sports event	Current period's incidence	Prior period's incidence
bail		2,500,000.00
add up the total		2,500,000.00

(6). Other cash paid in connection with financing activities

Unit: Yuan Currency: RMB

√ Applicable □ Not applicable

sports event	Current period's incidence	Prior period's incidence
Restricted stock repurchase expense	4,078,413.54	1,586,835.50
Consideration for the purchase of minority interests in Shanghai Lingxin	50,050,000.00	
Consideration for the purchase of minority interests in NJM	15,600,090.00	23,313,660.00
NJM Excess Performance Incentive	33,632,672.77	
Information	8,938,433.51	7,916,788.73
Interest on discounted bills	85,035.08	
add up the total	112,384,644.90	32,817,284.23

79. Supplementary information to the statement of cash flows (1).

Unit: Yuan Currency: RMB

Additional information	Amount for the period	Prior period amount
Supplementary information to the statement of cash flows		
: 1. Reconciliation of net profit to cash flows from operating activities:		
net profit	399,589,576.56	737,550,924.51
Add: Provision for impairment of assets	8,898,311.21	6,342,836.18
Credit impairment losses	-482,148.66	168,469.26
Depreciation of fixed assets, depletion of oil and gas assets, and production Depreciation of productive biological assets	8,871,270.30	7,332,352.01
Amortization of right-of-use assets	7,857,109.79	7,210,818.78
Amortization of intangible assets	11,611,527.57	8,176,136.88
Amortization of long-term amortized expenses	1,294,299.34	764,126.97
Loss on disposal of property, plant and equipment, intangible assets and other long-lived assets (Gain is represented by a "-" sign) (columns)	-14,884.10	281.46
Loss on retirement of fixed assets (gain of "-") (No.)	3,984.33	221,035.97
Loss on changes in fair value (gains are recognized as "-") (No.)	-27,214,472.89	-299,929,841.17
Finance costs (gains are recognized with a "-" sign)	-43,266,884.87	-38,723,278.13
Losses on investments (gains are recognized with a "-" sign)	-36,441,831.52	-52,905,736.00
Decrease (increase) in deferred tax assets to	2,362,069.16	13,209,967.28

√ Applicable □ Not applicable

Decrease in operating receivables (increase to "-" sign)	-214,705,282.14	28,133,181.34
Increase (decrease) in operating payables "-" sign)	-90,383,150.08	85,193,121.68
(sth. or sb) else	32,459,436.91	15,475,647.69
Net cash flows from operating activities	-203,911,273.09	385,343,475.48
2. Significant investing and financing activities that do not involve cash receipts and payments:		
Debt to capitalization		
Convertible bonds due within one year		
Fixed assets under finance leases		
3. Net change in cash and cash equivalents:		
Closing balance of cash	435,362,603.42	597,112,301.18
Less: opening balance of cash	597,112,301.18	298,632,067.66
Add: closing balance of cash equivalents		
Less: opening balance of cash equivalents		
Net increase in cash and cash equivalents	-161,749,697.76	298,480,233.52

(2). Net cash paid during the period for acquisition of subsidiaries

√Applicable □Not applicable

Unit: Yuan Currency: RMB

	sum of money
Cash or cash equivalents paid in the period for business combinations occurring in the period	144,000,000.00
Among them: Shenzhen Silta Technology Co.	144,000,000.00
Less: Cash and cash equivalents held by the company at the date of purchase	15,373,372.07
Among them: Shenzhen Silta Technology Co.	15,373,372.07
Add: cash or cash equivalents paid in the current period for business combinations that occurred in prior periods	
Net cash paid for acquisition of subsidiaries	128,626,627.93

(3). Net cash received for disposal of subsidiaries during the period

□Applicable √Not Applicable

(4). Composition of cash and cash equivalents

√Applicable □Not applicable

Unit: Yuan Currency: RMB

sports event	Closing balance	Opening balance
I. Cash	435,362,603.42	597,112,301.18
Of which: cash on hand	35,824.72	48,410.30
Bank deposits available for payment	435,326,778.70	597,063,890.88
Other currencies readily available for payment capital		
Depositary central banks available for payment a sum of money		
Interbank deposits		
Interbank placings		

III. Cash and cash equivalents balance at the end of the period	435,362,603.42	597,112,301.18
Of which: parent company or subsidiary within the group Use of restricted cash and cash equivalents		

Other notes:

√ Applicable □Not applicable

Cash and cash equivalents do not include cash and cash equivalents whose use by the parent company or subsidiaries within the group is restricted.

80. Notes to the Statement of Changes in Owners' Equity items

(c) State the name of the "Other" item and the amount of adjustment made to the closing balance of the previous year:

□Applicable √ Not Applicable

81. Assets subject to restrictions on ownership or use

Unit: Yuan Currency: RMB

√ Applicable □Not applicable

sports event	Closing book value	Reason for restriction
money funds	296,000,000.00	Fixed-term deposits with maturity of less than one year paragraph
notes receivable		
inventory (of material)		
fixed assets		
intangible asset		
Non-current assets due within one year	10,453,500.00	Capacity margins
Other current assets	24,676,541.00	Fixed-term deposits with maturity of less than one year Interest accrued on the amount of
Other non-current assets	687,285,395.89	Time deposits with maturities greater than one year and accrued interest and capacity insurance deposit

82. Foreign currency monetary items (1). Monetary items in foreign currency

Unit: Yuan

√ Applicable □Not applicable

sports event	Foreign currency balance at end of period	Conversion rate	Converted to RMB at the end of the period balances
add up the total			1,018,415,436.89
money funds	-	-	
Of which: United States dollars	6,780,178.19	6.9646	47,221,229.02
Euro (currency)	8,944.94	7.4229	66,397.40
Hong Kong dollar	1,517,468.96	0.8933	1,355,555.02
Japanese yen (unit of currency)	10,375,094.00	0.0524	543,654.93
accounts receivable	-	-	
Of which: United States dollars	16,265,025.98	6.9646	113,279,399.94

Of which: United States dollars	280,692.77	6.9646	1,954,912.87
Euro (currency)			
Hong Kong dollar			
Japanese yen (unit of currency)			
prepayments			
Of which: United States dollars	4,636,749.56	6.9646	32,293,105.99
Euro (currency)			
Hong Kong dollar			
Japanese yen (unit of currency)			

(2). A description of the foreign operating entity, including, in the case of a significant foreign operating entity, a disclosure of the principal place of business outside the country, the local currency of account and the basis for its selection, and the reasons for any change in the local currency of account

□Applicable √Not Applicable

83. Hedging

□Applicable √Not Applicable

84. Government grants

(1). Basic information on government grants

□Applicable √Not applicable

(2). Return of government grants

□Applicable √Not Applicable

85. Other

□Applicable √Not Applicable

VIII. Changes in the scope of consolidation

1. Business combinations not under the same control

√Applicable □Not applicable

(1). Non-common control business combinations occurring during the period

√Applicable □Not applicable

Unit: Yuan Currency: RMB

Name of the purchased party	Point of acquisition	Cost of equity acquisition	Percentage of eq	Met hod s of equity acq	1612335 / purchase date	Basis for determining the purchase date	Revenue of the purchased party at the end of the period	Net profit of the purchased party at the end of

(2). Cost of consolidation and goodwill

√ Applicable □Not applicable

Unit: Yuan Currency: RMB

Consolidated costs	Shenzhen Silta Technology Co.
--Cash	360,000,000.00
-- Fair value of non-cash assets	
-- Fair value of debt issued or assumed	
-- Fair value of equity securities issued	
-- Fair value of contingent consideration	
- - Fair value at the date of purchase of equity interests held prior to the date of purchase	
--Other	
Total consolidated costs	360,000,000.00
Less: Share of fair value of net identifiable assets acquired	84,900,879.05
Goodwill/cost of combination less than fair value of net identifiable assets acquired	275,099,120.95

Method of determining fair value of consolidated costs, contingent consideration and description of changes therein: None

Amount of share of value

The main reason for the formation of large amounts of goodwill:

The difference between the cost of the combination and the fair value of the identifiable net assets acquired.

Other notes:

none

(3). Identifiable assets and liabilities of the acquiree at the date of purchase

√ Applicable □Not applicable

Unit: Yuan Currency: RMB

	Shenzhen Silta Technology Co.	
	Purchase date fair value	Carrying value at date of purchase
Assets:	94,850,330.35	47,222,284.20
money funds	15,373,372.07	15,373,372.07
notes receivable	451,896.94	451,896.94
accounts receivable	9,377,688.08	9,377,688.08
inventory (of material)	7,075,925.50	6,599,617.97
prepayments	13,291,715.13	13,291,715.13
Other receivables	591,919.83	591,919.83
fixed assets	266,174.70	211,239.15
intangible asset	47,381,020.00	284,216.93
Deferred income taxes liabilities	35,645.40	35,645.40
Other non-current liabilities	1,004,972.70	1,004,972.70
Liabilities:	9,949,451.30	4,451,032.29
borrowings		

Employee payables compensate	319,506.84	319,506.84
Taxes payable	1,019,131.56	1,019,131.56
Other accounts payable	2,573.63	2,573.63
Deferred income taxes be in debt	5,498,419.01	
Lease liabilities	1,054,347.89	1,054,347.89
net assets	84,900,879.05	42,771,251.91
Less: Minority shares proprietaryetary rights		
Net assets acquired estate	84,900,879.05	42,771,251.91

(4). Gains or losses arising from the remeasurement of equity interests held prior to the date of purchase at fair value

Whether there are transactions in which a business combination is realized in steps through multiple transactions and control is obtained during the reporting period.

□Applicable √Not Applicable

(5). Notes related to the purchase date or the end of the period in which the fair value of the merger consideration or the acquiree's identifiable assets and liabilities cannot be reasonably determined

□Applicable √Not applicable

(6). Other notes

□Applicable √Not applicable

2. Business combinations under common control

□Applicable √Not Applicable

3. Reverse purchase

□Applicable √Not Applicable

4. Disposal of subsidiaries

Whether there is a single disposal of an investment in a subsidiary that results in loss of control

☐Applicable √Not Applicable

Other notes:

☐Applicable √Not Applicable

5. Changes in the scope of consolidation for other reasons

Describe changes in the scope of consolidation due to other reasons (e.g., establishment of new subsidiaries, liquidation of subsidiaries, etc.) and their related circumstances:

☐Applicable √Not Applicable

6. Other

☐Applicable √Not applicable

Interests in other entities 1. Interests in subsidiaries (1). Composition of the enterprise group

√Applicable □Not applicable

associated company name (of a thing)	major undertaking structural particle: used before a verb or adjective, linking it preceding the verb or adjective	registered office	Nature of business	Shareholding (%)		take out way (of life)
				straightforward	overhead	
Hoi Wah Hong Kong Limited	Hong Kong, China	Hong Kong, China	import and export trade	100.00		Establishment or investment
Shanghai Lingxin Microelectronics corporation	Shanghai, China	Shanghai, China	Integrated circuit technology development	100.00		Establishment or investment
Shenzhen Ruineng Microelectronics Ltd	Shenzhen, China	Shenzhen, China	Integrated circuit technology development	100.00		merger and acquisition (M and A)
Nanjing Semiconductor Manufacturing Co. limited	Nanjing, Jiangsu	Nanjing, Jiangsu	Integrated circuit technology development	100.00		merger and acquisition (M and A)
Shenzhen Silta Technology corporation	Shenzhen, China	Shenzhen, China	Integrated circuit technology development	100.00		merger and acquisition (M and A)

Explanation of the percentage of shareholding in subsidiaries different from the percentage of voting rights: None

Basis for holding half or less of the voting rights but still controlling the investee, and holding more than half of the voting rights but not controlling the investee: not have

Basis of control for significant structured subjects included in the scope of consolidation: none

Basis for determining whether a company is an agent or a principal: None

Other notes: none

(2). Significant non-wholly owned subsidiaries

□Applicable √Not Applicable

(3). Key financial information of significant non-wholly owned subsidiaries

□Applicable √Not Applicable

(4). Significant restrictions on the use of enterprise group assets and the discharge of enterprise group liabilities

□Applicable √Not Applicable

(5). Financial or other support provided to structured subjects included in the scope of the consolidated financial statements

□Applicable √Not applicable

Other notes:

□Applicable √Not Applicable

2. Transactions in which the share of ownership interest in a subsidiary changes and the subsidiary is still controlled

√Applicable □Not applicable

(1). Description of changes in share of ownership interests in subsidiaries

√Applicable □Not applicable

Pursuant to the resolution of the Nineteenth Meeting of the Eighth Session of the Board of Directors of the Company on the acquisition of minority interests in a controlling subsidiary, Shanghai Lingxin Microelectronics Company Limited, the Company completed the purchase of the remaining 30% equity interests in Shanghai Lingxin held by Shanghai Nextcore Investment Management Partnership (Limited Partnership) for RMB50.05 million in cash in March 2022, and upon completion of the transaction, the Company holds 100% of the equity interests in Shanghai Lingxin. After the completion of this transaction, the Company holds 100% equity interest in Shanghai Lingxin.

(2). Effect of the transaction on minority interests and equity attributable to owners of the parent company

√Applicable □Not applicable

Unit: Yuan Currency: RMB

	Shanghai Lingxin Microelectronics Co.
Purchase cost/disposal consideration	
--Cash	50,050,000.00
-- Fair value of non-cash assets	
Total purchase cost/disposal consideration	50,050,000.00
Less: Net subsidiaries in proportion to equity acquired/disposed of Share of assets	44,511,035.79
discrepancy (in a sum or quota)	5,538,964.21
Of which: Adjustments to capital surplus	-5,538,964.21
Adjustments to surplus reserves	
Adjustments to unallocated profits	

Other notes

□Applicable √Not Applicable

3. Interests in joint ventures or associates

□Applicable √Not Applicable

4. Important joint operations

□Applicable √Not Applicable

5. Interests in structured entities not included in the scope of the consolidated financial statements

Relevant notes on structured entities not included in the scope of the consolidated financial statements:

□Applicable √Not Applicable

6. Other

□Applicable √Not applicable

X. Risks related to financial instruments

√Applicable □Not applicable

The Group's major financial instruments include investments in time deposits, notes receivable, accounts receivable, other receivables, financial assets held for trading, receivables financing, notes payable, accounts payable and other payables, etc., and the status of each financial instrument is summarized below:

1. December 31, 2022

sports event	Gold measured at amortized cost	Measured at fair value with	Measured at fair value with

	financing assets 2022	Changes recognized in other comprehensive income Beneficial financial assets	Changes recognized in profit or loss financial asset
money funds	731,362,603.42		
notes receivable	31,551,312.80		
accounts receivable	412,722,158.56		
Other receivables	24,731,734.19		
Other current assets	34,957,093.32		
Financial assets held for trading			729,546,431.90
Receivables financing		58,611,576.93	
Non-current due within one year	10,453,500.00		
Other non-current assets	687,285,395.89		474,108,519.15
add up the total	1,933,063,798.18	58,611,576.93	729,546,431.90

	Financial assets measured at amortized cost	Measured at fair value through other comprehensive income (OCI) Beneficial financial assets	At fair value through profit or loss financial asset
money funds	1,316,612,301.18		
notes receivable	26,914,560.66		
accounts receivable	284,916,151.60		
Other receivables	7,414,696.05		
Other current assets	63,213,894.34		
Financial assets held for trading			764,267,984.00
Notes payable		56,768,572.93	22,103,745.72
accounts payable			194,172,431.72
Other accounts payable			114,052,816.22
add up the total		56,768,572.93	330,328,993.66

(continued)

	Other financial liabilities
sports event financing	
notes payable	1,129,114.91
accounts payable	171,572,098.18
Other accounts payable	301,407,306.06
add up the total	474,108,519.15

2. January 1, 2022

(continued)

	Other financial liabilities
sports event financing	
Notes payable	22,103,745.72
accounts payable	194,172,431.72
Other accounts payable	114,052,816.22
add up the total	330,328,993.66

(1) Risk management objectives and policies

The risks associated with these financial instruments and the risk management policies adopted by the Group to mitigate these risks are described below. The Group's management manages and monitors these risk exposures to ensure that the above risks are kept within limits. The Group employs sensitivity analysis techniques to analyze the impact that reasonable and probable changes in risk variables may have on current profit or loss or shareholders' equity. As it is rare for any risk variable to change in isolation and the correlation that exists between the variables will play a significant role in the amount of the eventual impact of a change in a particular risk variable, the following has been carried out assuming that changes in each of the variables are made in isolation.

The Group engages in risk management with the objective of striking an appropriate balance between risk and return, minimizing the negative impact of risks on the Group's operating results and maximizing the interests of shareholders and other equity investors. Based on this risk management objective, the basic strategy of

the Group's risk management is to identify and analyze the various risks faced by the Group, to establish an appropriate risk tolerance floor and risk management, and to monitor the various risks in a timely and reliable manner in order to control the risks within a limited scope.

1. Market risk

(1) Exchange rate risk

Exchange rate risk is the risk of loss arising from changes in exchange rates. The Group's exposure to exchange rate risk is mainly due to sales or purchases made by operating units in currencies other than their respective local currencies of account. As at December 31, 2022, the Group's assets and liabilities had balances in RMB, except for the assets or liabilities described in the table below, which had balances in foreign currencies. The exchange rate risk arising from these assets and liabilities with foreign currency balances may have an impact on the Group's results of operations.

The sensitivity analysis of exchange rate risk is shown in the table below and reflects the impact on net income and shareholders' equity that would result from changes in the fair value of monetary assets and monetary liabilities as a result of reasonable and probable changes in the foreign currency exchange rates listed below, assuming all other variables remain constant.

sports event	Exchange rate changes	this year	
		Impact of profitability	Effect of shareholders' equity
Appreciation against the United States dollar	1%	-1,394,210.93	-1,394,210.93
depreciate against the dollar	-1%	1,394,210.93	1,394,210.93
Appreciation against the euro	1%	-663.97	-663.97
Depreciation against the euro	-1%	663.97	663.97
Appreciation against the Japanese yen	1%	-18,749.81	-18,749.81
depreciate against the Japanese yen	-1%	18,749.81	18,749.81
Appreciation against the Hong Kong dollar	1%	-5,436.55	-5,436.55
Depreciation against the Hong Kong dollar	-1%	5,436.55	5,436.55

2. Credit risk

The Group only transacts with accredited, reputable third parties. In accordance with the Group's policy, credit checks are required to be performed on all customers who request to transact on credit. In addition, the Group monitors its accounts receivable balances on an ongoing basis to ensure that the Group is not exposed to significant risk of bad debts. The Group does not provide credit transaction terms for transactions that are not settled in the local currency of account of the relevant operating unit, unless specifically approved by the Group's credit control department.

The Group's other financial assets include currency funds, notes receivable, accounts receivable, other receivables and receivables financing, etc. The credit risk of these financial assets arises from default of the counterparties, and the maximum exposure is equal to the carrying amount of these instruments.

No collateral is required as the Group only transacts with recognized and reputable third parties. Concentrations of credit risk are managed by customer/counterparty, geographical area and industry. There are no significant concentrations of credit risk within the Group. The Group does not hold any collateral or other credit enhancements over its accounts receivable balances.

3. Liquidity risk

The Group uses a revolving liquidity program tool to manage the risk of funding shortfalls. This tool takes into account both the maturity of its financial instruments and the expected cash flows from the Group's operations.

The Group's objective is to utilize a variety of financing instruments such as bank borrowings in order to maintain a balance between continuity and flexibility of financing. It is the Group's policy that there are no borrowings due within more than 12 months based on the carrying value of borrowings reflected in the financial statements. At 2022

At December 31, 2012, all of the Group's debt was due in less than one year.

At December 31, 2022, financial liabilities held by the Group are analyzed by the maturity period of the undiscounted remaining contractual obligations as follows:

sports event	Within 1 year	1 to 2 years	2 to 3 years	More than 3 years
short term loan				
notes payable	1,129,114.91			
accounts payable	171,572,098.18			
Other accounts payable	301,407,306.06			
add up the total	474,108,519.15			

XI. Fair value disclosures

1. Closing fair value of assets and liabilities measured at fair value

√ Applicable □Not applicable

Unit: Yuan Currency: RMB

sports event	Fair value at end of period

	Level 1 fairness Value measurement	Level 2 fairness Value measurement	Level 3 fairness Value measurement	add up the total
I. Ongoing fair value metrological		729,546,431.90	568,310,000.00	1,297,856,431.90
(i) Transactional finance estate		729,546,431.90		729,546,431.90
1. Gold at fair value through profit or loss financing assets		729,546,431.90		729,546,431.90
(1) Investments in debt instruments				
(2) Investments in equity instruments		729,546,431.90		729,546,431.90
(3) Derivative financial assets				
2. Designated as at fair value through profit or loss. Beneficial financial assets				
(1) Investments in debt instruments				
(2) Investments in equity instruments				
(ii) Other debt investments				
(iii) Other equity instruments investors				
(iv) Investment properties			568,310,000.00	568,310,000.00
1. Land use rights for lease				
2. Rented buildings			568,310,000.00	568,310,000.00
3. Held and ready for transfer after appreciation Land use rights ceded				
(v) Biological assets				
1. Expendable biological assets				
2. Productive biological assets				
Continuously measured at fair value total assets		729,546,431.90	568,310,000.00	1,297,856,431.90
(vi) Financial liabilities on trading				

debt				
1. Gold at fair value through profit or loss financial liabilities				
Of which: issued for trading debentures				
Derivative financial liabilities				
(sth. or sb) else				
2. Designated as at fair value through profit or loss Financial liabilities with benefits				
Continuously measured at fair value Total liabilities				
II. Non-continuing fair value Value measurement				
(i) Assets held for sale				
Non-continuing at fair value Total volume of assets				
Non-continuing at fair value Total liabilities for volume				

2. Basis for determining the market value of continuing and discontinued Level 1 fair value measurements

□Applicable √ Not applicable

3. Continuing and discontinued Level 2 fair value measurements, qualitative and quantitative information on valuation techniques and significant parameters used

√ Applicable □Not applicable

The Company classifies financial assets resulting from outstanding restricted stock as Level 2 fair value measurements, and their fair value is determined based on the fair value of outstanding stock taking into account the liquidity discount.

4. Continuing and discontinued Level 3 fair value measurements, qualitative and quantitative information on valuation techniques and significant parameters used

√ Applicable □Not applicable

Investment properties are mainly buildings held for rent by the Group. The Group adopts valuation techniques to determine their fair value, and the valuation model used is the income approach. The inputs to the valuation techniques mainly include parameters such as vacancy rate, rental growth rate, expected return, expected return period and discount rate.

5. Ongoing Level 3 fair value measurements, information on reconciliations between opening and closing book values and sensitivity analysis of unobservable parameters

□Applicable √Not Applicable

6. Ongoing fair value measurements, if there was a transition between levels during the period, the reasons for the transition and the policy for determining the point of transition

√Applicable □Not applicable

The Group's shares of Wuxi Xinjie Energy Company Limited, as a result of its initial public offering and listing for trading on September 28, 2020, the hierarchy for measuring the fair value of the shares of restricted shares held by the Group was converted from Level 3 to Level 2, and was valued by the third-party appraisal institution with reference to the "Guidelines for Valuation of Securities Investment Funds Investing in Liquidity-Restricted Stocks (for Trial Implementation)"(《证券投资基金投资流通受限股票估值指引（试行）》) issued by China Association of Fund Industry (中基协發[2017]) No. 6) for valuation.

7. Changes in valuation techniques that occurred during the period and the reasons for those changes

□Applicable √Not applicable

8. Fair value of financial assets and financial liabilities not measured at fair value

√Applicable □Not applicable

The carrying amounts of financial assets and financial liabilities not measured at fair value in the year-end balance of the consolidated financial statements and the corresponding fair values are shown in the table below. Management has evaluated money funds, notes receivable, accounts receivable, financial products, non-current assets maturing within one year, short-term borrowings, notes payable, accounts payable and long-term liabilities maturing within one year, which are not included in the table below due to their short remaining maturities and the similarity between their carrying values and fair values.

sports event	book value	fair value	note
Receivables financing	58,611,576.93	58,611,576.93	Carrying value and fair value are similar due to shorter remaining maturities

9. Other

□Applicable √Not applicable

XII, RELATED PARTIES AND RELATED TRANSACTIONS 1. Parent company of the Company

√Applicable ☐Not applicable

Unit: RMB 10,000 Currency: RMB

Parent company name	registered office	Nature of business	registered capital	Parent company's shareholding in the enterprise (%)	Proportion of voting rights of the parent company in the enterprise (%)
UW Semiconductor Atlas Limited	Shangha i IC Industry Park	IC design company	1,003,506.0969	25.02	25.02

Description of the enterprise's parent company
Walltec Semiconductor Ltd. became the controlling shareholder of the Company in July 2015.The ultimate controlling party of the enterprise is China Electronics Information Industry Group Co.

2. Subsidiaries of the Company

Details of the Company's subsidiaries are set out in the notes

√Applicable ☐Not applicable

IX. Interests in other subjects

3. Joint ventures and associates of the enterprise

Details of significant joint ventures or associates of the enterprise are set out in the accompanying notes

☐Applicable √Not Applicable

Other joint ventures or associates that had related party transactions with the Company during the current period or had balances arising from related party transactions with the Company in prior periods are as follows

☐Applicable √Not Applicable

Other notes

☐Applicable √Not Applicable

4. Other related parties

√Applicable ☐Not applicable

Name of other related parties	Relationship between other related parties and the Company
Shanghai Sektar Semiconductor Co.	(sth. or sb) else
Shanghai Advanced Semiconductor Manufacturing Co.	(sth. or sb) else
Solantro Semiconductor Corp.	Sister companies of the Group
Bao Fai Technology (Lonan) Co.	Sister companies of the Group
Beijing Zhenan Technology Co.	Sister companies of the Group
Chengdu Huamei Electronic Technology Co.	Sister companies of the Group
KOYIDA Technology (Shenzhen) Co.	Sister companies of the Group
Mapletree Technology Co.	Sister companies of the Group
Shanghai Huahong Integrated Circuit Co.	Sister companies of the Group

China Electronic Finance Corporation (CEFCO)	Sister companies of the Group
China Electronics Import & Export Corporation	Sister companies of the Group
China Electronic Equipment International Co.	Sister companies of the Group
China Great Wall Technology Group Co.	Sister companies of the Group
CLP Intelligent Technology Co.	Sister companies of the Group
Beijing Huada Jutian Technology Co.	(sth. or sb) else

Other notes
Shanghai Advanced Semiconductor Manufacturing Co., Ltd. and Shanghai Sektar Semiconductor Co., Ltd. are associates of the Group's parent company, Welltec Semiconductor Co.

5. Related transactions

(1). Purchase **of** goods/acceptance of services **for connected transactions of purchase and sale of goods and provision and acceptance of services**

√ Applicable □ Not applicable

Unit: Yuan Currency: RMB

related party	Contents of related transactions	Current period's incidence	Amount of approved transactions (if applicable) (used)	Whether the transaction amount is exceeded (e.g. (applicable)	Prior period's incidence
Beijing Chuangan Technology Co. (Limited)	Technical Services	14,811,284.18			13,813,419.82
CLP Business (North) (Beijing) Co.	Procurement of equipment	546.38			0.00
CLP Smartcard Limited responsible company	commission	131,637.15			12,014,770.79
CLP Great Wall Internet system Unity Applications Ltd.	Procurement of servers	0.00			88,274.34
Shanghai Advanced Semiconductor manufacturing company	Procurement of goods/provision of services	88,076,649.34			56,727,831.51

Unit: Yuan Currency: RMB

related party	Contents of related transactions	Current period's incidence		Prior period's incidence
Shanghai Huahong Integrated Circuit	Procurement of raw materials	Sales of integrated circuits	69,061.06	0.00
Bao Hui Technology (Longnan) Co.	Procurement of raw materials	Sales of integrated circuits	416,332.08	897,779.43
Chengdu Hua Wei Electronic road company		Sales of integrated	-52,763.40	116,814.18

KOYIDA Technology (Shenzhen) Co. limited company	Sales of integrated circuits	32,578.10	1,150.44
Welltec Semiconductor Ltd.	Provision of technical services	2,090,107.27	9,398,584.85
Welltec Semiconductor Ltd.	Sales of integrated circuits	0.00	117,949.66
Mapletree Technology Co. firms	Sales of integrated circuits	2,070.79	102,916.07
Shanghai Sektar Semiconductor Co. department (under a ministry)	Sales material	7,480,931.07	3,733,832.47
Shanghai Advanced Semiconductor Manufacturing Unit limited company	Sales material	1,900,847.44	1,961,087.26
Shenzhen Zhongdian Port Technology Co. limited company	Sales of integrated circuits	12,407,742.82	15,718,888.39
Shenzhen Zhongdian Port Technology Co. limited company	Sales of utilities	53,596.24	41,922.39
Great Wall Power Technology Co.	Sales of integrated circuits	793,081.60	832,835.30
China Electronic Equipment International Limited firms	Sales of integrated circuits	5,550,549.04	7,120,867.99
China Great Wall Science and Technology Group Corporation (CGWSTG) corporation	Sales of integrated circuits	0.00	267,642.40

Explanation of related transactions for the purchase and sale of goods, provision and acceptance of services

□Applicable √Not Applicable

(2). Affiliated Fiduciary Management/Contracting and Delegated Management/Contracting Out The Company's fiduciary management/contracting table:

□Applicable √Not Applicable

Affiliated hosting/contracting statement

□Applicable √Not Applicable

Table of the Company's entrusted management/contracting

□Applicable √Not Applicable

Affiliated management/contracting statement

□Applicable √Not Applicable

(3). Affiliated

Leases The Company acts as the lessor:

√Applicable □Not applicable

Unit: Yuan Currency: RMB

Name of lessee	Types of leased assets	Lease income recognized during the period	Lease income recognized in prior period
Shenzhen CLP Technology corporation	R&D building	1,836,636.45	1,316,412.90

The Company acts as the lessee:
√ Applicable □Not applicable

Unit: Yuan Currency: RMB

Name of lessor	Types of leased assets	Rental expense for short-term leases and leases of low-value assets with simplified treatment (such as (applicable)		Variable lease payments not included in the measurement of the lease liability (if applicable)		Rent paid		Interest expense on lease liabilities assumed		Increased right-to-use assets	
Description of related leases □Applicable √ Not Applicable		Current Issue unfilled places	prior-period issue unfilled places	Current Issue unfilled places	prior-period issue unfilled places	Current period's incidence	prior-period issue unfilled places	Occurrence during the period horizontal tablet or inscribed board	prior-period issue unfilled places	Current period's incidence	prior-period issue unfilled places
CLP Intelligent Technology Ltd.	office building					761,285.71		16,411.39		744,874.32	

(4). Related guarantees The Company as guarantor

□Applicable √Not Applicable

The Company as a guaranteed party

□Applicable √Not Applicable

Description of related guarantees

□Applicable √Not Applicable

(5). Related party funds borrowing

□Applicable √Not Applicable

(6). Transfer of assets and restructuring of liabilities by related parties

□Applicable √Not Applicable

(7). Key management compensation

√Applicable □Not applicable

Unit: RMB 10,000 Currency: RMB

sports event	Current period's incidence	Prior period's incidence
Key management compensation	979.20	991.79

(8). Other related transactions

□Applicable √Not applicable

6. Receivables and payables from related parties (1). Items receivable

√Applicable □Not applicable

Unit: Yuan Currency: RMB

Project name	related party	Closing balance		Opening balance	
		Carrying amount	provision for bad debts	Carrying amount	provision for bad debts
accounts receivable	KOYIDA Technology (Shenzhen) corporation			1,300.00	0.17
accounts receivable	Mapletree Technology Co. limited company			40,291.92	5.19
accounts receivable	Welltec Semiconductor Ltd.	2,402,570.57	251.53	3,186,801.89	410.68
accounts receivable	Shanghai Sektar Semiconductor Co. firms	1,359,566.53	142.34	762,571.97	98.27
accounts receivable	Shanghai Advanced Semiconductor Manufacturing	862,649.29	90.31	589,781.77	76.00

Prepayments	Shanghai Sektar Semiconductor Co. firms	1,175,681.37			
Other receivables	Welltec Semiconductor Ltd.	900,000.00	27,000.00	1,800,000.00	54,000.00
Other receivables	Chengdu Huawei Electronic Technology Co. limited company	70,000.00	2,100.00	140,000.00	4,200.00
Other receivables	Zhongdian Zhixing Technology Co. department (under a ministry)	133,225.00			
Other current assets	China Electronics Finance Corporation company	4,004,856.16		10,945,404.31	
Other non-current assets estate	China Electronics Finance Corporation company	7,394,547.94		2,720,698.63	

(2). Items payable

√Applicable □Not applicable

Unit: Yuan Currency: RMB

Project name	related party	Closing book balance	Opening balance
accounts payable	Solantro Semiconductor Corp	2,489.84	2,279.31
accounts payable	Beijing Zhenan Technology Co.	765,051.00	814,264.66
accounts payable	Shanghai Sektar Semiconductor Co.	8,771,090.08	28,669,882.45
accounts payable	Shanghai Advanced Semiconductor Manufacturing Co.	7,752,733.80	10,493,638.31
accounts payable	Zhejiang Chuangan Technology Co.	1,420,190.08	150.00
accounts payable	CLP Smart Card Co.	0.00	7,736,577.68
Contractual liabilities	Welltec Semiconductor Ltd.	0.00	1,327,358.45
Other accounts payable	Shenzhen Zhongdian Port Technology Co.	586,444.50	586,444.50
Noncurrent due within one year	Welltec Semiconductor Ltd.	0.00	33,632,672.77
be in debt			

7. Related party commitments

□Applicable √Not applicable

8. Other

√Applicable □Not applicable

Name of related parties	Balance at end of year	Balance at the beginning of the year
China Electronic Finance Corporation (CEFCO)	480,084,091.26	611,225,704.75

Note: In 2022, the interest rates of the above deposits of the Group with China Electronics Finance Corporation were 0.35%-4.25% per annum (2021: 0.42%-4.5%). The amount of interest income recognized for the year was RMB2,797,340.49 (2021: RMB13,300,625.93).

XIII. Share-based payment

1. Share-based payments in general

√ Applicable □Not applicable

Unit: Shares Currency: RMB

Total amount of each equity instrument granted by the Company during the period	
Total amount of each equity instrument exercised by the Company during the period	636,881
Total amount of each equity instrument lapsed by the Company during the period	411,494
Range of exercise prices of the Company's stock options outstanding at the end of the period and the remaining duration of the contract	

Exercise price of other equity instruments issued and outstanding at the end of the period of the Company's	
Scope and remaining duration of the contract	

Other notes

As at December 31, 2022, the actual number of restricted shares unlocked during the year was 1,277,891 shares as the conditions for unlocking of restricted shares had been fulfilled; the actual number of restricted shares repurchased and lapsed during the year was 1,004,515 shares as the recipients of the restricted share incentives had either left the Company or failed to complete the appraisal; of the 411,494 shares lapsed during the year, 294,734 shares had been repurchased and not completed as the Company had not yet fulfilled the corresponding decision-making procedures. Of the 411,494 shares that lapsed during the year, 294,734 shares were not repurchased because the Company had not yet completed the corresponding decision-making procedures.

2. Equity-settled share-based payments

√ Applicable □Not applicable

Unit: Yuan Currency: RMB

Method of determining the fair value of equity instruments at the grant date	Market price at grant date
Basis for determining the number of equity instruments for which options are exercisable	Revision of interests expected to become exercisable based on the best estimate of subsequent information, such as changes in the number of employees with rights to be exercised, which has been obtained more recently Number of tools.
Reasons for significant differences between current and prior period estimates	inapplicable
Accumulated equity-settled share-based payments recognized in capital surplus	74,547,874.46
Total expense recognized for equity-settled share-based payments during the period	32,459,432.57

3. Cash-settled share-based payments

□Applicable √Not applicable

4. Modification and termination of share-based payments

□Applicable √Not applicable

5. Other

□Applicable √Not applicable

XIV, COMMITMENTS AND CONTINGENCIES 1. Material commitments

√ Applicable □Not applicable

Existence, nature and amount of significant foreign commitments at the balance sheet date

Pursuant to the business long-term cooperation agreement signed between Nanjing Micro Alliance, a subsidiary of the Company, and Wuxi China Resources Shanghua Science and Technology Company Limited ("CR Shanghua"), during the period from January 1, 2022 to December 31, 2023, Nanjing Micro Alliance will provide CR Shanghua with a pre-production capacity of 8,000,000 RMB.

If the actual number of orders placed by NJM is less than 90% of the scheduled production capacity per quarter, CRSC has the right to deduct the full amount of the deposit as liquidated damages; if the actual number of orders placed is greater than 90% of the scheduled production capacity but less than 100%, the difference between the

scheduled production capacity and the actual production capacity will be deducted from the deposit as liquidated damages. If the actual order quantity is more than 90% but less than 100% of the scheduled capacity, the difference between the scheduled capacity and the actual production will be deducted from the deposit as liquidated damages by multiplying the corresponding purchasing unit.

Pursuant to the wafer capacity purchase contract between the Company and Nuvoton Technology Corporation ("Nuvoton"), the Company is required to place a production order of not less than 800 wafers per month with Nuvoton during the period from March 1, 2022 to February 28, 2026, and the Company is required to place a production order of not less than 500 wafers per month with Nuvoton.

At the same time, the Company pays $3 million to Xintang as a production guarantee. If our order quantity is less than 800 pcs for two consecutive months, we will have to pay $3,000,000 to Xintang as a production guarantee.

If the number of orders opened during the year reaches the minimum order quantity for less than 10 months, the deposit paid by the Company will be converted into liquidated damages and will belong to Nuvoton.

2. Contingencies

(1). Significant contingencies existing at the balance sheet date

□Applicable √Not applicable

(2). There are no material contingencies that the company is required to disclose, which should also be stated:

□Applicable √Not applicable

3. Other

□Applicable √Not applicable

XV. Events after the balance sheet date

1. Significant non-adjusting events

□Applicable √Not Applicable

2. Distribution of profits

√Applicable □Not applicable

Unit: Yuan Currency: RMB

Profit or dividend to be distributed	142,435,686.60
Profits or dividends declared after consideration and approval	142,435,686.60

3. Sales returns

□Applicable √Not Applicable

4. Description of other post-balance sheet events

□Applicable √Not applicable

Other Significant Matters 1. Correction of Prior Period Accounting Errors (1). Retrospective restatement

□Applicable √Not Applicable

(2). The law of prospective application

□Applicable √Not Applicable

2. Debt restructuring

□Applicable √Not Applicable

3. Asset replacement

(1). Non-monetary exchange of assets

□Applicable √Not applicable

(2). Other asset replacement

□Applicable √Not applicable

4. Annuity plans

√Applicable □Not applicable

During the reporting period, the Company's employees not only participated in the pension insurance centrally managed by the local government, but also participated in the CEC insurance of the Group's companies.

An enterprise annuity program commissioned to be operated by an independent third party. Since its implementation in 2016, the enterprise contributions have not exceeded the national regulations.

5. Termination of operations

□Applicable √Not Applicable

6. Segment Information

(1). Basis for determining reportable segments and accounting policies

√Applicable □Not applicable

For management purposes, the Group is organized into business units based on products and services and the Group has three reportable segments as follows:

(1) Domestic Integrated Circuits Division;

(2) Hong Kong IC Trading Division;

(3) The other segment mainly consists of the Group's management services business, provision of rental services for real estate, IC technology development services and other non-IC sales businesses.

Management manages the results of operations of the business units separately for decision-making purposes of allocating resources and evaluating performance. Segment performance is evaluated on the basis of reported segment profit.

Transfer pricing between operating segments is negotiated on the basis of market prices and is carried out in accordance with the terms and agreements entered into between the Group's segments.

(2). Financial information on reportable segments

√Applicable □Not applicable

Unit: Yuan Currency: RMB

sports event	Domestic Integrated Circuits Division	Hong Kong Integrated Circuits Trade Division	Other business	intersegmental offset	add up the total
External operating income	1,437,409,749.66	556,562,093.52	50,718,114.55	423,569.10	2,044,266,388.63
External operating costs	865,810,344.32	476,803,064.68	5,098,198.84	333,180.52	1,347,378,427.32
sales expense	57,809,534.91	3,845,353.74			61,654,888.65
Interest income	28,902,993.64	15,395,874.34			44,298,867.98
interest expense	1,322,411.75	124,200.48			1,446,612.23
Credit impairment losses	481,138.92	1,009.74			482,148.66
Impairment losses on assets	-8,898,311.21	-			-8,898,311.21

(3). If the company has no reportable segments, or if it cannot disclose total assets and total liabilities for each reportable segment, it should explain why

□Applicable √Not applicable

(4). Other notes

□Applicable √Not applicable

7. Other significant transactions and events affecting investors' decisions

□Applicable √ Not applicable

8. Other

□Applicable √ Not applicable

XVII, Notes to the Parent Company's Financial Statements

Major Items 1. Accounts Receivable

(1). Disclosure by age

Unit: Yuan Currency: RMB

√ Applicable □Not applicable

age of accounts	Closing book balance
Within 1 year	
Of which: within 1 year	
Within 1 year	149,737,932.97
Subtotal less than 1 year	149,737,932.97
1 to 2 years	
2 to 3 years	
More than 3 years	86,876.32
3 to 4 years	
4 to 5 years	
More than 5 years	
add up the total	149,824,809.29

(2). Disclosure by bad debt accrual method

Unit: Yuan Currency: RMB

√ Applicable □Not applicable

form	Closing balance					Opening balance				
	Carrying amount		provision for bad debts		book value	Carrying amount		provision for bad debts		book value
	sum of money	proportions (%)	sum of money	Percentage of accruals (%)		sum of money	Proportion (%)	sum of money	Percentage of accruals (%)	
Provision for bad debts on an individual basis get ready										
Bad debt provision by portfolio get ready	149,824,809.29	100.00	102,009.37	0.07	149,722,799.92	85,709,548.94	100.00	94,987.02	0.11	85,614,561.92

Provision for bad debts is made on an individual basis:

□Applicable √Not Applicable

Provision for bad debts is made on a portfolio basis:

√Applicable □Not applicable

Portfolio accruals: normal sales portfolio

Unit: Yuan Currency: RMB

name (of a thing)	Closing balance		
	accounts receivable	provision for bad debts	Accrual ratio (%)
Regular sales portfolios	147,023,064.20	102,009.37	0.07
add up the total	147,023,064.20	102,009.37	0.07

Criteria and description of recognition of bad debts by portfolio:

√Applicable □Not applicable

age of accounts	Closing balance			Opening balance		
	Carrying amount		provision for bad debts	Carrying amount		provision for bad debts
	sum of money	Expected credit loss ratio (%)		sum of money	Expected credit loss ratio (%)	
Within 1 year	146,936,187.88	0.01	15,133.05	62,937,354.81	0.01	8,110.70
1-2 years						
2-3 years						
More than 3 years	86,876.32	100.00	86,876.32	86,876.32	100.00	86,876.32
3-4 years						
4-5 years						
More than 5 years						
add up the total	147,023,064.20	0.07	102,009.37	63,024,231.13	0.15	94,987.02

Portfolio accruals: related party portfolios within the scope of consolidation

Unit: Yuan Currency: RMB

name (of a thing)	Closing balance		
	accounts receivable	provision for bad debts	Accrual ratio (%)
Related parties within the scope of consolidation combinatorial	2,801,745.09	0.00	0.00
add up the total	2,801,745.09	0.00	0.00

Criteria and description of recognition of bad debts by portfolio:

√Applicable □Not applicable

The portfolio is a subsidiary of the Group within the scope of consolidation.

If bad debt provisioning is based on the general model of expected credit losses, please refer

to the disclosure of other receivables:

□Applicable √Not Applicable

(3). Provision for bad debts

√Applicable □Not applicable

Unit: Yuan Currency: RMB

form	Opening balance	Amount of change during the period				Closing balance
		make provision for (capital requirements)	Recovery or reversal	Write-offs or write-offs	Other changes	

Provision of bad debts by portfolio Provision for accounts receivable	94,987.02	7,022.35				102,009.37
add up the total	94,987.02	7,022.35				102,009.37

of which the amount of bad debt provision recovered or reversed during the period is significant:

□Applicable √Not Applicable

(4). Actual accounts receivable written off during the period

□Applicable √Not Applicable

of which significant accounts receivable write-offs

□Applicable √Not Applicable

(5). Top five accounts receivable by party owed at end of period

√Applicable □Not applicable

Unit: Yuan Currency: RMB

Name of unit	Closing balance	Percentage of closing balance of accounts receivable Proportion of total (%)	Closing balance of provision for bad debts
1	10,614,870.00	7.08	1,093.23
2	8,971,176.29	5.99	923.95
3	8,684,095.68	5.80	894.38
4	8,676,042.89	5.79	893.55
5	6,883,055.90	4.59	708.89
add up the total	43,829,240.76	29.25	4,514.00

(6). Receivables derecognized due to transfer of financial assets

□Applicable √Not applicable

(7). Amounts of assets and liabilities resulting from the transfer of receivables and continuing involvement

□Applicable √Not applicable

Other notes:

□Applicable √Not Applicable

2. Presentation of other accounts receivable items

√ Applicable □Not applicable

Unit: Yuan Currency: RMB

sports event	Closing balance	Opening balance
Interest receivable		
Dividends receivable		
Other receivables	27,284,012.95	9,246,851.30
add up the total	27,284,012.95	9,246,851.30

Other notes:

□Applicable √ Not Applicable

Interest receivable

(1). Classification of interest receivable

□Applicable √Not Applicable

(2). Significant overdue interest

□Applicable √Not Applicable

(3). Provision for bad debts

□Applicable √Not Applicable

Other notes:

□Applicable √Not Applicable

Dividends receivable

(1). Dividends receivable

□Applicable √Not Applicable

(2). Significant dividends receivable aged over 1 year

□Applicable √Not Applicable

(3). Provision for bad debts

□Applicable √Not Applicable

Other notes:

□Applicable √Not Applicable

Other receivables

(1). Disclosure by age

Unit: Yuan Currency: RMB

√Applicable □Not applicable

age of accounts	Closing book balance
Within 1 year	
Of which: within 1 year	
Within 1 year	26,606,379.12
Subtotal less than 1 year	26,606,379.12
1 to 2 years	160,542.00
2 to 3 years	
More than 3 years	1,497,154.37
3 to 4 years	
4 to 5 years	
More than 5 years	
add up the total	28,264,075.49

(2). Breakdown by nature of funds

√ Applicable □Not applicable

Unit: Yuan Currency: RMB

Nature of payment	Closing book balance	Opening balance
Deposits of securities trading settlement funds		27,731,365.10
Deposits and Charges	9,501,986.05	2,865,415.36
related party	8,857,801.94	4,819,596.91
Processing funds to be returned	8,193,868.88	
(sth. or sb) else	740,418.62	2,695,973.62
development funds	970,000.00	
add up the total	28,264,075.49	38,112,350.99

(3). Provision for bad debts

√Applicable □Not applicable

Unit: Yuan Currency: RMB

provision for bad debts	Phase I	Phase II	Phase III	add up the total
	Expected credit losses for the next 12 months	Expected credit losses (no credit impairment) over lifetime	Expected credit losses over lifetime (credit impairment incurred)	
January 1, 2022 remaining horizontal tablet or inscribed board	191,174.37		28,674,325.32	28,865,499.69
January 1, 2022 remaining Amount for the current period				
--Transfer to Phase II				
--Transfer to Phase III				
--Transfer back to phase II				
--Return to phase I				
Provision for the current period	43,469.55			43,469.55
Reversal during the period			-566,762.96	-566,762.96
Write-offs during the period				
Write-offs /Impairment			-27,362,143.74	-27,362,143.74
Other changes				
December 31, 2022 balances	234,643.92		745,418.62	980,062.54

A description of significant changes in the carrying amount of other receivables for which a change in the provision for losses has occurred during the period:

□Applicable √Not Applicable

The amount of provision for bad debts in the current period and the basis used to assess whether there is a significant increase in the credit risk of a financial instrument:

□Applicable √Not Applicable

(4). Provision for bad debts

√Applicable □Not applicable

Unit: Yuan Currency: RMB

Other changes	Amount of change during the period					
form	Opening balance	make provision for (capital requirem	Recovery or transfer classifier for a chapter in old Chinese fictional	Write-offs or write-offs	other variables act	Closing balance

Of these, the amount of the provision for bad debts reversed or recovered during the period is significant:

□Applicable √Not Applicable

(5). Other receivables actually written off during the period

√Applicable □Not applicable

Unit: Yuan Currency: RMB

sports event	Amount written off
Other receivables actually written off	27,362,143.74

of which significant write-offs of other receivables:

□Applicable √Not Applicable

Note on write-off of other receivables:

□Applicable √Not applicable

(6). Top five other accounts receivable with closing balances, grouped by party owed

√Applicable □Not applicable

Unit: Yuan Currency: RMB

Name of unit	Nature of payments	Closing balance	age of accounts	Total of closing balance of other receivables (%)	Closing balance of provision for bad debts
1	Processing funds to be returned	8,193,868.88	Within 1 year	28.99	
2	current account	5,537,989.26	Within 1 year	19.59	
3	current account	3,035,087.97	Within 1 year	10.74	
4	rents	1,854,670.95	Within 1 year	6.56	55,640.13
5	Design service fee	900,000.00	Within 1 year	3.18	27,000.00
add up the total	/	19,521,617.06	/	69.06	82,640.13

(7). Receivables relating to government grants

□Applicable √Not Applicable

(8). Other receivables derecognized due to transfer of financial assets

□Applicable √Not applicable

(9). Amounts of assets and liabilities resulting from the transfer of other receivables with continuing involvement

□Applicable √Not applicable

Other notes:

□Applicable √Not applicable

3. Long-term equity investments

√Applicable □Not applicable

Unit: Yuan Currency: RMB

sports event	Closing balance	Opening balance

	Carrying amount	impairment allowance get ready	book value	Carrying amount	impairment allowance get ready	book value
Investment in subsidiaries supply	1,440,694,789.30		1,440,694,789.30	1,607,532,275.49		1,607,532,275.49
For associates, joint Investment in enterprises						
add up the total	1,440,694,789.30		1,440,694,789.30	1,607,532,275.49		1,607,532,275.49

(1). Investments in subsidiaries

√ Applicable □Not applicable

Unit: Yuan Currency: RMB

investee (in finance)	Opening balance	Increase during the period	Decrease during the period	Closing balance	Impairment allowance for the period get ready	Closing balance of provision for impairment

(2). Investments in associates, joint ventures

□Applicable √Not Applicable

4. Operating income and operating costs

(1). Operating revenues and operating costs

√Applicable □Not applicable

Unit: Yuan Currency: RMB

sports event	Current period's incidence		Prior period's incidence	
	incomes	(manufacturing, production etc) costs	incomes	(manufacturing, production etc) costs
Main business	700,110,514.65	468,811,135.82	613,804,529.00	378,924,111.54
Other business	48,257,116.69	3,156,282.69	58,080,910.87	5,863,421.73
add up the total	748,367,631.34	471,967,418.51	671,885,439.87	384,787,533.27

(2). Status of revenue generated from contracts

√Applicable □Not applicable

Unit: Yuan Currency: RMB

Contract classification	Domestic Integrated Circuits Division	Other operating segments	add up the total
Type of contract			
Contracts for the sale of integrated circuit products	700,110,514.65		700,110,514.65
Rental business contracts		43,123,934.05	43,123,934.05
Other operational contracts		5,133,182.64	5,133,182.64
add up the total	700,110,514.65	48,257,116.69	748,367,631.34

A description of the revenue generated by the contract:

□Applicable √Not Applicable

(3). Description of performance obligations

□Applicable √Not Applicable

(4). Statement of apportionment to remaining performance obligations

□Applicable √Not Applicable

not have

5. Investment income

√Applicable □Not applicable

Unit: Yuan Currency: RMB

sports event	Current period's incidence	Prior period's incidence
Income from long-term equity investments accounted for under the cost method		2,100,000.00
Income from long-term equity investments accounted for by the equity method		
Investment income from disposal of long-term equity investments		
Investments in financial assets held for trading earnings	4,106,046.25	2,490,000.00
Investments in other equity instruments acquired during the holding period dividend income		
Interest income earned on debt investments during the holding period confirm or agree with		
Interest earned on other debt investments during the holding period		
Investment income from disposal of financial assets held for trading	32,335,785.27	50,090,361.00
Investments acquired on disposal of investments in other equity instruments		
interest income/ all the more		

6. Other

□Applicable √Not applicable

xviii. additional information

1. Breakdown of non-recurring gains and losses for the period

√Applicable ☐Not applicable

Unit: Yuan Currency: RMB

sports event	sum of money	clarification
Gains and losses on disposal of non-current assets	10,899.77	Disposal of fixed assets
Tax rebates for which authorization has been exceeded or for which there is no official approval document Reimbursement, remission		
Government grants (closely related to the business of the enterprise, fixed amount or fixed amount in accordance with national unified standards) recognized as current profit or loss (except for government grants for quantitative benefits)	16,761,424.56	government grant
Funds received from non-financial corporations included in profit or loss for the period golden occupation fee		
The cost of investments in subsidiaries, associates and joint ventures acquired by an enterprise is less than its share of the income arising from the fair value of the identifiable net assets of the investee at the time of investment acquisition. all the more		
Gains and losses on exchange of non-monetary assets		
Gains and losses on entrusted investments or management of assets		
Accrued as a result of force majeure factors, such as exposure to natural disasters Provision for impairment of individual assets		
Debt restructuring gains and losses		
Business reorganization costs, such as expenditures to relocate employees, whole Total costs, etc.		
Excess over fair value arising from transactions at significantly unfair prices Fair value portion of gains and losses		
Subsidiaries resulting from business combinations under the same control at the beginning of the period Net gain or loss for the period to the date of consolidation		
Contingencies unrelated to the Company's normal business		

Other items of profit or loss that meet the definition of non-recurring profit or loss		
Less: Income tax effect	7,552,281.94	
Effect of minority interests		
add up the total	68,619,691.44	

For the Company's non-recurring gains and losses as defined in "Interpretative Announcement No. 1 on Information Disclosure by Companies Issuing Public Securities - Non-recurring Gains and Losses".
Recurring profit and loss items, as well as items that define non-recurring profit and loss items listed in "Interpretative Announcement No. 1 on Information Disclosure of Companies Issuing Public Securities - Non-Recurring Profit and Loss" as recurring profit and loss items, shall be explained.
□Applicable √Not Applicable

2. Return on net assets and earnings per share

√Applicable □Not applicable

Profit for the reporting period	Weighted average return on net assets (%)	earnings per share	
		basic earnings per share	diluted earnings per share
Net income attributable to the Company's common shareholders	9.88	0.57	0.57
Net of non-recurring gains and losses attributable to the Company's common shareholders	8.18	0.47	0.47

3. Differences in accounting data under domestic and foreign accounting standards

□Applicable √Not Applicable

4. Other

□Applicable √Not applicable

President:
Qin Yi Board of Directors Approval
Date of Submission: March 24, 2023

revision information

□Applicable √Not Applicable

公司代码：600171　　公司简称：上海贝岭

上海贝岭股份有限公司
2022 年年度报告

重要提示

一、本公司董事会、监事会及董事、监事、高级管理人员保证年度报告内容的真实性、准确性、完整性，不存在虚假记载、误导性陈述或重大遗漏，并承担个别和连带的法律责任。

二、 公司全体董事出席董事会会议。

三、 中审众环会计师事务所（特殊普通合伙）为本公司出具了标准无保留意见的审计报告。

四、公司负责人秦毅、主管会计工作负责人佟小丽及会计机构负责人（会计主管人员）吴晓洁声明：保证年度报告中财务报告的真实、准确、完整。

五、 董事会决议通过的本报告期利润分配预案或公积金转增股本预案

经中审众环会计师事务所（特殊普通合伙）审计，公司2022年度共实现归属于母公司净利润399,034,926.70元。母公司2022年实现净利润139,701,632.33元，按公司章程规定提取法定盈余公积13,970,163.23元，加上年初未分配利润1,314,079,670.38元，减去2021年度实际分配的普通股股利142,213,807.40元，2022年度实际可供全体股东分配的利润为1,297,597,332.08元。

为了更好地回报投资者，与投资者共享公司成长收益，在保证公司正常经营和长远发展的前提下，公司拟以2022年度利润分配实施公告确定的股权登记日当日的可参与分配的股本数量为基数，向全体股东每10股派发现金股利2.00元（含税），预计共派发现金股利142,435,686.60元，剩余利润转至以后年度分配。

六、 前瞻性陈述的风险声明

√适用 □不适用

本报告所涉及的公司未来计划、发展战略等前瞻性陈述，均不构成公司对投资者的实质承诺，敬请投资者及相关人士均应当对此保持足够的风险认识，并且应当理解计划、预测与承诺之间的差异，注意投资风险。

七、是否存在被控股股东及其他关联方非经营性占用资金情况

否

八、 是否存在违反规定决策程序对外提供担保的情况

否

九、 是否存在半数以上董事无法保证公司所披露年度报告的真实性、准确性和完整性

否

十、 重大风险提示

请详见本报告第三节“可能面对的风险”，敬请投资者关注投资风险。

十一、其他

□适用 √不适用

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备查文件目录	载有法定代表人、主管会计工作负责人、会计机构负责人签名并盖章的会计报表。
	载有会计师事务所盖章、注册会计师签名并盖章的审计报告原件。
	报告期内在中国证监会指定报纸上公开披露过的所有文件的正本及公告原稿。

第一节 释义

一、 释义

在本报告书中，除非文义另有所指，下列词语具有如下含义：

常用词语释义		
中国证监会	指	中国证券监督管理委员会
上交所、交易所、证券交易所	指	上海证券交易所
上海证监局	指	中国证券监督管理委员会上海监管局
中登公司	指	中国证券登记结算有限公司
中国电子、CEC	指	中国电子信息产业集团有限公司
华大半导体	指	华大半导体有限公司
上海贝岭、本公司、公司、本集团	指	上海贝岭股份有限公司
锐能微	指	深圳市锐能微科技有限公司
南京微盟	指	南京微盟电子有限公司
上海岭芯	指	上海岭芯微电子有限公司
上海翌芯	指	上海翌芯投资管理合伙企业（有限合伙）
香港海华	指	香港海华有限公司
健桥证券	指	健桥证券股份有限公司
矽塔科技	指	深圳市矽塔科技有限公司
非挥发存储器	指	又称非易失性存储器，简称 NVM，是指存储器所存储的信息在电源关掉之后依然能长时间存在，不易丢失。传统的非挥发性存储器主要有可擦写可编程只读存储器（EPROM）、闪存（Flash）、电可擦可编程只读存储器（EEPROM）等。
功率器件	指	具有处理高电压、大电流、较大输出功率作用的半导体分立器件，在大多数应用场景下，功率器件用于开关与整流。
国家电网、国网	指	国家电网有限公司，我国关系国民经济命脉和国家能源安全的特大型国有重点骨干企业。公司以投资、建设、运营电网为核心业务，承担着保障安全、经济、清洁、可持续电力供应的基本使命。
晶圆	指	经过特定工艺加工，具备特定电路功能的硅半导体集成电路圆片，经切割、封装等工艺后可制作成 IC 成品
逻辑电路	指	一种离散信号的传递和处理电路。其以二进制为原理，实现数字信号的逻辑运算和操作。
模拟电路	指	用来对模拟信号进行传输、变换、处理、放大、测量和显示等工作的电路。模拟信号是指连续变化的电信号，模拟电路是电子电路的基础，它主要包括放大电路、信号运算和处理电路、振荡电路、调制和解调电路及电源等。
纳米	指	长度的度量单位，国际通用名称 nanometer 的译名，国际单位制符号为 nm。1 纳米等于一百万分之一毫米。
南方电网、南网	指	中国南方电网公司，中央管理的国有重要骨干企业，负责投资、建设和经营管理南方区域电网，参与投资、建设和经营相关的跨区域输变电和联网工程，为广东、广西、云南、贵州、海南五省区和港澳地区提供电力供应服务保障。
数字隔离器	指	使用半导体工艺技术集成变压器或电容结构，将数据以磁性方式或容性方式耦合到隔离器的另一端，以实现高耐压电气隔离的目标。
微米	指	长度的度量单位，简写 μm。1 微米等于千分之一毫米。
5G	指	5th generation mobile network 或 5th generation wireless systems、5th-Generation，简称 5G，指第五代移动通信技术，是最新一代蜂窝移动通信技术，主要特点是波长为毫米级、超宽带、超高速度、超低延时。
AC-DC	指	AC 是英文“Alternating Current”的缩写，中文为“交流电”。AC-DC 是指交流/直流转换。

ADAS	指	Advanced Driving Assistance System 的缩写，即高级驾驶辅助系统。
ADC	指	Analog to Digital Converter 的缩写，即模数转换器，是把模拟信号转变成数字信号的器件。
ADI	指	美国纳斯达克上市公司 Analog Devices,Inc.，即亚德诺半导体技术有限公司，中国注册公司名字为“亚德诺半导体技术（上海）有限公司。
AEC-Q100	指	AEC，Automotive Electronics Council（车载电子元件评议会）组织所制订的车用可靠性测试标准，是由美国大型汽车生产商与大型电子元件生产商组成，旨在将车载用电子元件的可靠性与认定标准进行规格化的行业团体。AEC-Q100：集成电路，AEC-Q101：分立半导体元件，AEC-Q200：无源元件。
AFE	指	Analog Front End 的简写，中文为“模拟前端”。
AI	指	人工智能（Artificial Intelligence）。
BCD	指	Bipolar-CMOS-DMOS 的缩写，一种在同一芯片上集成双极型晶体管、互补金属氧化物半导体场效应晶体管以及双重扩散金属氧化物半导体场效应晶体管的集成电路工艺。
BLDC	指	无刷直流电机英文 Brushless Direct Current Motor 的缩写，其克服了有刷直流电机的先天性缺陷，是以电子换向器取代了机械换向器的电机。
BMS	指	Battery Management System 的缩写，即电池管理系统。
CAN FD	指	CAN With Flexible Data-Rate 的缩写。CAN，Controller Area Network 的缩写，即控制器局域网总线，是一种用于实时应用的串行通讯协议总线，它可以使用双绞线来传输信号，是世界上应用最广泛的现场总线之一。CAN FD 协议在原 CAN 的基础上增加了数据长度，使每一帧的数据量占比大大提升，原 CAN 协议每帧最多 8 个字节数据，CAN FD 可以达到 64 个字节数据，同时提高了通讯速率，目前大部分的 CAN FD 控制器都可以支持到 5Mbps。
CMOS	指	Complementary Metal Oxide Semiconductor 的缩写，即互补金属氧化物半导体，是电压控制的一种放大器件，是组成 CMOS 数字集成电路的基本单元。
DAC	指	Digital to Analog Converter 的缩写，即数字模拟转换器，是一种将数字信号转换为模拟信号的器件。在很多数字系统中，信号以数字方式存储和传输，DAC 可以将这样的信号转换为模拟信号，从而使得它们能够被外界（人或其他非数字系统）识别。
DC-DC	指	DC 是 Direct Current 的缩写，中文为“直流电”。DC-DC 是直流/直流转换。
DDR	指	Double Data Rate SDRAM，双倍速率同步动态随机存取内存。
EEPROM	指	Electrically Erasable Programmable Read-Only Memory 的缩写，电可擦可编程只读存储器——一种掉电后数据不丢失的存储芯片。EEPROM 可以在电脑上或专用设备上擦除已有信息，并重写。
Fabless	指	Fabrication（制造）和 less（无、没有）的组合，是指“没有制造业务、只专注于设计”的集成电路设计的一种运作模式，也用来指不拥有芯片制造工厂的 IC 设计公司。通常说的 IC design house（IC 设计公司）即为 Fabless。
Foundry	指	晶圆代工，是指专从事半导体晶圆制造生产，接受其他 IC 设计公司委托制造半导体芯片和器件，而不自己从事产品设计的半导体圆片代工企业。
FRD	指	快恢复二极管英文 Fast Recovery Diode 的缩写。快恢复二极管是一种常用于高频整流电路中的二极管。
IC	指	Integrated Circuit，集成电路。一种微型电子器件或部件，采用特定的工艺，将电路中的晶体管、电阻、电容和电感等元件及布线形成互连，制作在半导体晶片或介质基片上，再密封在封装管壳内，形成具有所需特定电路功能的一种微型电子器件。
IGBT	指	Insulated Gate Bipolar Transistor，绝缘栅双极型晶体管，是由 BJT（双极型三极管）和 MOS（绝缘栅型场效应管）组成的复合全控型电压驱动式功率半导体器件，兼有 MOSFET 的高输入阻抗和 GTR 的低导通压降两方面的优点。GTR 饱和压降低，载流密度大，但驱动电流较大；MOSFET 驱动功率很小，开关速度快，但导通压降大，载流密度小。IGBT 综合了以上两种

		器件的优点，驱动功率小而饱和压降低，非常适合应用于直流电压为 600V 及以上的变流系统如交流电机、变频器、开关电源、照明电路、牵引传动等领域。
ISO UART	指	隔离通用异步收发传输器，英文 Isolated Universal Asynchronous Receiver/Transmitter 的缩写。
I^2C 协议	指	1980 年由飞利浦公司开发的用于微控制器（MCU）和外围设备（从设备）进行通信的一种总线，是两线式串行总线。属于一主多从，一个主设备（Master）多个从设备（Slave）的总线结构，总线上的每个设备都有一个特定的设备地址，以区分同一 I^2C 总线上的其他设备。
kbit	指	千字节。比特和字节的换算关系是：8 个二进制位为一个字节，即 1Byte＝8bit。
LDO	指	Low Dropout Regulator，即低压差线性稳压器。
MCU	指	微控制单元（Microcontroller Unit），又称单片微型计算机（Single Chip Microcomputer）或者单片机，是把中央处理器（Central Process Unit；CPU）的频率与规格做适当缩减，并将内存（Memory）、计数器（Timer）、USB、A/D 转换、UART、PLC、DMA 等周边接口，甚至 LCD 驱动电路都整合在单一芯片上，形成芯片级的计算机，为不同的应用场合做不同的组合控制。
MOSFET	指	Metal-Oxide-Semiconductor Field-Effect Transisto 的缩写，即金属氧化物半导体场效应管，是一种可以广泛使用在模拟电路与数字电路的场效晶体管。
NOR FLASH	指	一种非易失闪存技术，由 Intel 在 1988 年创建，是市场上两种主要的非易失闪存技术之一。
OIML R46、IR46	指	国际法制计量组织推行的国际电能表 IR46 标准。
PSRR	指	Power Supply Rejection Ratio 的缩写，即源纹波抑制比，是输入电源变化量（以伏为单位）与转换器输出变化量（以伏为单位）的比值，常用分贝表示。
RS485	指	工业控制、仪器仪表所常用的一种通信网络接口。
SGT MOSFET	指	SGT 是 Shield Gate Trench 的缩写，SGT MOSFET 指屏蔽栅极沟槽型功率 MOSFET。
SoC	指	System on Chip 的缩写，即系统级芯片，或称片上系统，是一个有专用目标的集成电路，其中包含完整系统并有嵌入软件的全部内容。
SPI 接口	指	Serial Peripheral Interface 的缩写，即串行外设接口。SPI 总线系统是一种同步串行外设接口，它可以使 MCU 与各种外围设备以串行方式进行通信以交换信息。
WSTS	指	WORLD SEMICONDUCTOR TRADE STATISTICS 的缩写，即：全球半导体贸易组织。

第二节　公司简介和主要财务指标

一、 公司信息

公司的中文名称	上海贝岭股份有限公司
公司的中文简称	上海贝岭
公司的外文名称	Shanghai Belling Corp., Ltd.
公司的外文名称缩写	Shanghai Belling
公司的法定代表人	秦毅

二、 联系人和联系方式

	董事会秘书	证券事务代表
姓名	周承捷	徐明霞
联系地址	上海市宜山路810号	上海市宜山路810号
电话	021-24261157	021-24261157
传真	021-64854424	021-64854424

电子信箱	bloffice@belling.com.cn	bloffice@belling.com.cn

三、 基本情况简介

公司注册地址	上海市宜山路810号
公司注册地址的历史变更情况	无
公司办公地址	上海市宜山路810号
公司办公地址的邮政编码	200233
公司网址	www.belling.com.cn
电子信箱	bloffice@belling.com.cn

四、 信息披露及备置地点

公司披露年度报告的媒体名称及网址	中国证券报 上海证券报
公司披露年度报告的证券交易所网址	http://www.sse.com.cn
公司年度报告备置地点	上海市宜山路810号19楼董事会办公室

五、 公司股票简况

公司股票简况				
股票种类	股票上市交易所	股票简称	股票代码	变更前股票简称
A	上海证券交易所	上海贝岭	600171	G贝岭

六、 其他相关资料

公司聘请的会计师事务所（境内）	名称	中审众环会计师事务所（特殊普通合伙）
	办公地址	武汉市武昌区东湖路 169 号 2-9 层
	签字会计师姓名	侯书涛 孟凡宁

七、 近三年主要会计数据和财务指标

（一）主要会计数据

单位：元 币种：人民币

主要会计数据	2022年	2021年	本期比上年同期增减(%)	2020年
营业收入	2,044,266,388.63	2,024,334,631.48	0.98	1,332,205,745.67
归属于上市公司股东的净利润	399,034,926.70	729,298,230.93	-45.29	528,009,110.42
归属于上市公司股东的扣除非经常性损益的净利润	330,415,235.26	397,733,469.62	-16.93	177,315,819.32
经营活动产生的现金流量净额	-203,911,273.09	385,343,475.48	-152.92	75,447,595.29
	2022年末	2021年末	本期末比上年同期末增减（%）	2020年末
归属于上市公司股东的净资产	4,227,195,540.05	3,937,317,056.22	7.36	3,291,856,080.80
总资产	4,976,015,882.52	4,660,263,139.69	6.78	3,879,531,502.30
期末总股本	712,178,433.00	712,815,314.00	-0.09	704,121,614.00

（二）主要财务指标

主要财务指标	2022年	2021年	本期比上年同期增减(%)	2020年
基本每股收益（元／股）	0.57	1.04	-45.19	0.75
稀释每股收益（元／股）	0.57	1.03	-44.66	0.75
扣除非经常性损益后的基本每股收益（元／股）	0.47	0.57	-17.54	0.25
加权平均净资产收益率（%）	9.88	20.32	减少10.44个百分点	16.46
扣除非经常性损益后的加权平均净资产收益率（%）	8.18	11.08	减少2.90个百分点	5.59

报告期末公司前三年主要会计数据和财务指标的说明
√适用 □不适用

2020 年、2021 年和 2022 年归属上市公司股东的扣除非经常性损益的净利润分别为 17,732 万元、39,773 万元和 33,042 万元。2020 年、2021 年和 2022 年扣除非经常性损益后的加权平均净资产收益率分别为 5.59%、11.08%和 8.18%。

八、 境内外会计准则下会计数据差异

(一) 同时按照国际会计准则与按中国会计准则披露的财务报告中净利润和归属于上市公司股东的净资产差异情况

□适用 √不适用

(二) 同时按照境外会计准则与按中国会计准则披露的财务报告中净利润和归属于上市公司股东的净资产差异情况

□适用 √不适用

(三) 境内外会计准则差异的说明：

□适用 √不适用

九、 2022 年分季度主要财务数据

单位：元 币种：人民币

	第一季度（1-3 月份）	第二季度（4-6 月份）	第三季度（7-9 月份）	第四季度（10-12 月份）
营业收入	446,433,181.63	488,567,332.47	492,423,048.94	616,842,825.59
归属于上市公司股东的净利润	144,065,057.96	156,526,465.02	71,065,394.77	27,378,008.95
归属于上市公司股东的扣除非经常性损益后的净利润	92,704,094.88	108,530,156.85	60,028,025.98	69,152,957.55
经营活动产生的现金流量净额	-92,226,244.14	-42,402,466.28	-64,850,006.57	-4,432,556.10

季度数据与已披露定期报告数据差异说明
□适用 √不适用

十、 非经常性损益项目和金额

√适用 □不适用

单位:元 币种:人民币

非经常性损益项目	2022 年金额	附注（如适用）	2021 年金额	2020 年金额
非流动资产处置损益	10,899.77	固定资产处置	-281.46	-93,174.86
计入当期损益的政府补助，但与公司正常经营业务密切相关，符合国家政策规定、按照一定标准定额或定量持续享受的政府补助除外	16,761,424.56	政府补助	17,437,562.08	19,497,990.46
同一控制下企业合并产生的子公司期初至合并日的当期净损益				16,012,565.09
除同公司正常经营业务相关的有效套期保值业务外，持有交易性金融资产、衍生金融资产、交易性金融负债、衍生金融负债产生的公允价值变动损益，以及处置交易性金融资产、衍生金融资产、交易性金融负债、衍生金融负债和其他债权投资取得的投资收益	57,950,258.16	股权出售及公允价值变动	345,510,202.17	383,221,998.61
单独进行减值测试的应收款项、合同资产减值准备转回	566,762.96	减值转回	118,080.58	
对外委托贷款取得的损益				
采用公允价值模式进行后续计量的投资性房地产公允价值变动产生的损益	1,600,000.00	投资性房地产公允价值变动	4,510,000.00	2,750,000.00
除上述各项之外的其他营业外收入和支出	-717,372.07	化学品运输意外损失	1,023,036.54	687,792.85
减：所得税影响额	7,552,281.94		36,925,849.98	63,280,263.86
少数股东权益影响额（税后）			107,988.62	8,103,617.19
合计	68,619,691.44		331,564,761.31	350,693,291.10

对公司根据《公开发行证券的公司信息披露解释性公告第 1 号——非经常性损益》定义界定的非经常性损益项目，以及把《公开发行证券的公司信息披露解释性公告第 1 号——非经常性损益》中列举的非经常性损益项目界定为经常性损益的项目，应说明原因。

□适用 √不适用

十一、 采用公允价值计量的项目

√适用 □不适用

单位：元 币种：人民币

项目名称	期初余额	期末余额	当期变动	对当期利润的影响金额
交易性金融资产	764,267,984.00	729,546,431.90	-34,721,552.10	62,056,304.41

投资性房地产	566,710,000.00	568,310,000.00	1,600,000.00	1,600,000.00
合计	1,330,977,984.00	1,297,856,431.90	-33,121,552.10	63,656,304.41

十二、 其他

□适用 √不适用

第三节 管理层讨论与分析

一、经营情况讨论与分析

2022 年，公司集成电路产品主业经营以市场为导向，在立足现有市场的基础上优化产业布局，持续加大新产品开发投入，积极开拓新兴市场和寻求新的应用领域。

报告期内，公司集成电路产品业务聚焦于模拟集成电路产品领域，公司产品业务分布在功率链（电源管理、功率器件、电机驱动业务）和信号链（数据转换器、电力专用芯片、物联网前端、非挥发存储器、标准信号产品业务）共 2 大类、8 个细分产品领域。公司 IC 产品客户主要集中于汽车电子、工业控制、光伏、储能、能效监测、电力设备、光通讯、家电、短距离交通工具、高端及便携式医疗设备，以及手机摄像头模组等其它消费类应用市场。

报告期内，公司在董事会领导下，围绕公司主业发展战略，着力突破核心技术，提升产品竞争力。报告期内，面对市场环境变化等不利因素，公司坚定信心、奋力拼搏，加快产品向工控、汽车电子领域的转型升级，汽车电子产品型号不断丰富，车规产品出货量大幅增长，汽车电子质量体系初步成型。报告期内，公司积极拓展销售渠道，与下游客户、销售渠道保持良好的合作关系，建立了完善的营销网络体系，公司经营规模持续健康成长。

（一）产品业务

1、功率链（电源管理、功率器件、电机驱动业务）

（1）产品研发

报告期内，公司强化现有产品的升级换代，持续加大对电源管理新产品的研发投入。报告期内，公司专注研发应用于汽车照明领域的电源管理芯片，重点对 LDO 和 LED 驱动产品进行系列化研发，已有多款产品导入车厂实现批量供货，另有多款车规级电源管理产品进行立项、研发，后续将在汽车电子市场持续发力。

报告期内，公司电源管理产品性能和品质对标世界一流模拟厂商，部分关键性能指标优于国内外同类产品。例如，公司推出了用于安防摄像头及精密检测设备的超低噪声高 PSRR LDO 和用于 DDR 前端及后端供电的 LDO，并持续完善应用于 DDR 的电源管理产品。公司降压 DC-DC 产品在大电流方向实现技术突破。未来，公司将继续紧跟市场趋势，提升技术实力，丰富产品系列，加大高端产品研发力度，如低温漂 LDO、多相位 DC-DC、驱动氮化镓 AC-DC、LED 显示驱动等，并持续提升车规级电源管理产品占比。

公司功率器件业务定位于为工业控制和汽车电子领域的应用提供高可靠性的功率器件产品，公司已掌握沟槽栅场截止 IGBT、屏蔽栅功率 MOSFET、超级结功率 MOSFET 等器件技术。报告期内，公司持续推进高端 IGBT 和 MOSFET 的开发和产业化，推出多款先进的沟槽栅场截止型 IGBT、屏蔽栅功率 MOSFET 和超级结功率 MOSFET 产品，覆盖 30V~1500V 电压范围、5A~300A 电流范围的多款细分型号，部分产品的参数性能与国外一线品牌同类产品相当。报告期内，公司功率器件产品受越来越多客户的认可，大量应用于功率电源、电机控制和锂电保护、汽车电子等市场。未来，公司将持续加大对大功率新型功率器件结构和工艺流程的技术开发，布局功率器件最先进的技术领域，紧跟最先进的技术，继续丰富公司功率器件产品线，并与公司主控芯片、驱动芯片、信号采样芯片等产品形成完整解决方案，提升公司整体竞争力。

报告期内，公司持续拓展电机驱动产品系列，形成多个主打拳头产品，在马达驱动、栅极驱动、霍尔传感器开发通用标准系列产品，产品技术涵盖电机驱动和霍尔传感器工艺优化、高压栅极驱动、步进电机算法与驱动、BLDC 控制算法、高精度模拟技术等多项技术。公司电机驱动产品业务中短期目标市场以工业控制为主，兼顾汽车领域的产品配套，力争通过新产品研发，在 1-2 年内进入汽车电子领域。

（2）市场营销

报告期内，公司电源产品在消费电子相关领域收入同比出现下滑。公司努力推进产品市场转型，优化渠道资源，加大对工控、汽车、安防、网通、电表、家电等市场的推广及布局。通过稳定的供货和新产品的导入，公司向客户提供有竞争力的电源管理产品，保障了公司市场份额和行业地位的持续提升。报告期内，公司加强了电源管理新产品推广，在汽车电子市场的推广中，多款电源产品导入车厂实现批量供货。中高压降压 DC-DC 产品也在通讯、家电、安防、电表市场实现突破，导入多家标杆客户。公司将针对中高端电源管理市场持续推出新产品，确保公司市场份额的稳步提升。

报告期内，公司注重功率器件新产品开发和技术升级并加以充分的市场论证，新产品市场推广取得了较好的效果，多款产品在工业控制和汽车电子等领域实现批量销售。通过品牌渠道引入，拓展客户面，推动功率器件业务升级。功率 MOSFET 相关产品已成功在电机控制等终端客户实现大批量，IGBT 相关产品已在汽车点火系统、车载空调、光伏逆变等终端实现批量销售。公司将持续努力，紧跟市场需求，拓展相关功率器件产品的应用范围。

电机驱动产品业务技术路线分为电机驱动与高压大电流技术、栅极驱动与 MOS、MCU 集成技术以及霍尔传感器与 EEPROM 集成技术。报告期内，公司已完成电机驱动三合一专用产品系列、高压大电流直流电机系列、高压步进电机系列、中压小电流 BLDC 驱动系列，完善了 600V 预驱系列等产品。报告期内，公司已经量产的电机驱动产品超过 120 款，产品覆盖了直流电机驱动、步进电机驱动、直流无刷电机驱动和栅极驱动与 MOS 驱动系列。报告期内，公司成功量产了 20 款新产品，产品类型覆盖了中高压电机驱动、600V 预驱和 70V 预驱系列、三合一专用产品，积累了完全自主知识产权的 IP，申请了超过 10 项版图登记证书和软件登记证书。公司电机驱动产品应用范围覆盖了汽车电子、智能水/气/电表、智能门锁、打印机、工业缝纫机、移动储能、微型逆变器、电动工具、安防和各类消费品。

2、信号链（数据转换器、电力专用芯片、物联网前端、非挥发存储器、标准信号产品业务）

（1）产品研发

报告期内，公司继续在高速高精度 ADC/DAC 产品的研发和市场推广方面加大投入。高速和高精度 ADC/DAC 产品在工业控制、医疗成像、电网保护装置等领域实现批量销售，并持续拓展客户，推动产品设计导入工作。报告期内，公司高速 ADC/DAC、高精度 ADC/DAC、高精度基准源芯片、AFE 等新产品研发项目进展顺利。

公司电力专用芯片业务包括单相计量芯片和三相计量芯片、智能计量 SoC 芯片、电力专用 MCU 芯片等。报告期内，公司各项研发工作进展顺利，完成了单相计量芯片、三相计量芯片的升级改版投片和测试，同时，完成了电力专用 MCU 芯片升级改版的投片工作。电力专用芯片除了可用于基本的法定计量器具，也可用于电力参数测量、监控、用电保护（量测开关）等领域。报告期内，公司稳步推进电力专用芯片产品在智能电网的用电、配电领域，服务于计量、测量、保护、控制等多个应用领域的技术创新，不断推出符合工业级可靠性要求的各类电力专用芯片。报告期内，公司面向“双芯”物联表市场继续研发 IR46 计量芯 SoC 物联表解决方案，面向国家电网及南方电网 2021 标准推出有针对性的支持新型传感器的计量芯片解决方案。公司将持续对相关产品的研发投入，不断满足标准更迭的需求以及新一代物联表产品的升级迭代，为公司未来几年电力专用芯片产品业务的业绩持续增长奠定坚实的基础。

报告期内，公司应用于泛在物联网市场的能耗感知芯片销售数量同比实现增长，其中充电桩能耗监测芯片逐步推广到四轮电动车随车充、交流充电桩、直流充电桩市场。在智慧电工、数据中心、智慧照明和光伏直流检测等其他应用领域，公司物联网前端相关产品也在持续导入中。

报告期内，公司持续对 EEPROM 系列产品进行产品迭代和技术升级，不断提升产品竞争力。新一代基于 I^2C 协议的 EEPROM 产品已经完成更新，主要应用于汽车等领域的 SPI 及 Microwire 等标准的系列 EEPROM 产品也已完成设计。报告期内，公司着力提升 EEPROM 产品的可靠性，以满足工业控制领域的高端客户需求，工业级产品在常温下的擦写次数最高可达到 400 万次以上，已在电表等领域大量使用。报告期内，公司继续推进车规级 EEPROM 产品的研发，多款主流容量的车规级 EEPROM 产品正在进行 A1 等级的 AEC-Q100 验证考核，部分产品已经通过考核且批量供货。同时，包括 NOR FLASH 系列产品在内的其他的非挥发存储器产品研发工作正在按计划进行，为公司在非挥发存储领域拓展更大空间。

报告期内，公司稳步推进标准信号产品的研发和技术创新，基于高可靠性接口芯片核心技术，在工业级、汽车级接口芯片领域持续开拓，不断完善产品系列。同时，启动了多款运算放大器和

比较器新产品的研发，进一步丰富标准信号产品阵容。报告期内，公司成功推出纳安功耗的运算放大器、两通道/四通道高带宽模拟开关等新产品，并有多款新产品正在研发中，包括 CAN FD 收发器、新一代 RS485 收发器、运放、高压模拟开关等产品系列，持续满足汽车电子、工业控制、新能源、仪器仪表、家用电器等领域客户需求。

（2）市场营销

高速高精度 ADC/DAC 产品属于高端模拟电路，关乎相关整机系统的核心性能指标。高速高精度 ADC/DAC 产品客户较为分散，客户验证周期较长。报告期内，公司围绕核心客户应用，逐步完善 ADC/DAC 产品系列，不断加强市场推广力度，增加产品营收贡献。报告期内，公司高精度 ADC 芯片及配套的高精度基准源芯片在电力保护和工业控制市场继续上量，得到广泛应用，在创造显著社会价值的同时也带来了较好的销售收入增长。报告期内，公司高速高精度 ADC/DAC 产品业务销售额较去年同期获得了较大幅度增长。

报告期内，公司用于物联网电表（多芯方案）的计量芯 SoC 芯片布局已经初见成效，出货数量相比 2021 年同比大幅度增长，国家电网在 2022 年 4 月和 2022 年 10 月的两次招标中物联表招标超过百万台，相较 2021 年的试点招标数量实现大幅度增长，公司在两次招标中占据了最大的市场份额。公司用于 21 版标准的计量芯片市场份额保持稳定，出货数量同比去年维持增长。此外，智能电表海外市场处于快速发展阶段，2022 年出口订单继续保持增长，公司面向智能电能表海外市场的单相 SoC 芯片销售量再创历史新高。

报告期内，泛在物联网市场应用于智能家居的能耗感知芯片、用于充电桩能耗监测芯片、用于电信及数据中心的光通讯控制芯片销售数量均实现大幅度增长。在智慧电工、智慧照明等其他应用领域，公司物联网前端相关产品也在持续导入中。

报告期内，公司 EEPROM 产品系列已经基本齐全，实现了容量从 2kbit 到 2048kbit，各种封装形式的全覆盖。受液晶面板，手机摄像头等消费市场需求不景气影响，报告期内公司 EEPROM 产品销售出现一定下滑。公司利用客户资源与产品优势，积极推动 EEPROM 产品在智能电表领域销售，并取得明显成效，出货数量相比 2021 年同比增长接近 400%。在白色家电、工业控制等领域 EEPROM 产品销售也实现了较大幅度增长。随着汽车智能化和电动化的发展趋势，车用 EEPROM 应用范围也扩大至 BMS、ADAS 等领域，公司计划在深耕现有市场的同时开拓车载领域，以进一步提升公司品牌的影响力，报告期内，公司汽车市场 EEPROM 出货量增长迅速。未来，公司将持续深入发展工业控制及汽车电子领域市场，进一步完善市场布局。

报告期内，公司在标准信号产品领域不断推出新产品，为工业控制、新能源、智能电表、医疗仪器、家用电器等领域的客户提供具有竞争力的产品。公司接口产品市占率稳步提升，在国内智能电表领域，公司已成为接口产品的主要供应商。在工控和家电领域，公司接口产品已为行业龙头企业批量出货。同时，在光伏逆变、储能、充电桩、智能家居、安防监控等领域，公司接口产品也已得到广泛应用。报告期内，公司模拟开关、运放等信号链产品的市场推广也在稳步推进中，相关产品在工业控制、仪器仪表、家用电器等行业得到了客户的认可。以上成果，标志着公司标准信号产品的成熟度和可靠性已逐步得到市场主流客户的认可。

（二）生产运营

报告期内，公司采用 Fabless 的业务模式，晶圆制造和封装测试业务全部外包，公司从晶圆代工厂采购晶圆，委托集成电路封装测试企业进行封装测试，公司产品合作的晶圆代工厂和封装测试厂商主要为行业知名的大型上市公司，工艺制程和加工质量稳定可靠。

2022 年，受贸易争端升级、高科技行业制裁加剧、地缘冲突、国际及国内市场下行、去库存等多重因素影响，上半年全球晶圆产能从严重不足到下半年开始逐步缓解甚至过剩，公司生产运营工作面临了巨大的挑战。围绕公司经营目标，公司积极应对产能、库存增加等问题，始终和供应商保持积极友好的协商沟通，确保生产经营稳定有序开展。公司一方面做好晶圆备货计划，另一方面和封装厂协商调整加工策略，积极做好产销衔接和备货策略，为公司完成年度经营目标提供了供应和物流保障。

二、报告期内公司所处行业情况

2022 年全球半导体市场经历了重大的起伏。年初销售额创下新高之后，由于通货膨胀率上升，终端市场的需求减弱，特别是消费类市场的疲弱，在当年晚些时候出现了周期性的衰退。WSTS 在 2022 年 11 月将全球半导体市场下调至个位数的增长，总规模为 5,800 亿美元，增长 4.4%。2023

年 3 月，根据美国半导体协会发布的数据，2022 年全球半导体行业销售总额为 5,741 亿美元，是有史以来最高的年度总额，与 2021 年的 5,559 亿美元相比，增长了 3.3%。

据海关总署公布的统计数据，2022 年我国进口集成电路产品 5,384 亿块，同比下降 15.3%；进口金额 4,155.8 亿美元，同比下降 3.9%。出口集成电路产品 2,733.6 亿块，同比下降 12%；出口金额 1,539.2 亿美元，同比增长 0.3%。

在 2022 年整个半导体市场都陷入低迷后，国内的需求相对不振，集成电路的产量更是大幅降低。根据国家统计局的数据显示，2022 年中国集成电路产量 3,241.9 亿块，同比下降 9.8%，这是自 2009 年以来首次出现下滑。

根据中国半导体行业协会统计，2022 年中国集成电路产业销售额为 12,006.1 亿元，同比增长 14.8%。其中，设计业销售额 5,156.2 亿元，同比增长 14.1%；制造业销售额为 3,854.8 亿元，同比增长 21.4%；封装测试业销售额 2,995.1 亿元，同比增长 8.4%。

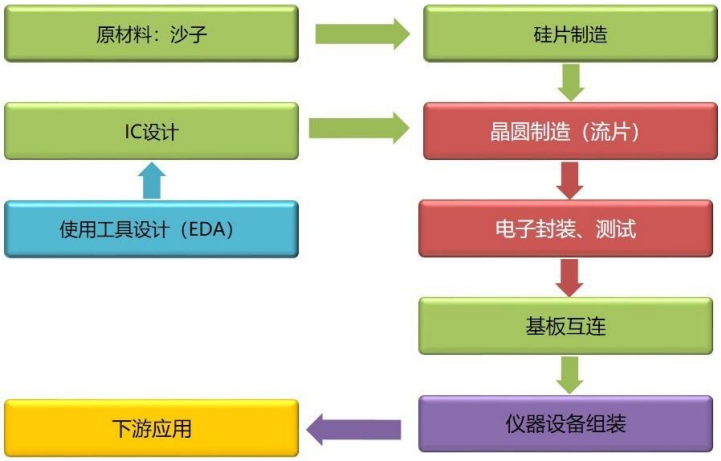
三、报告期内公司从事的业务情况

（1）主要业务

上海贝岭是集成电路设计企业，提供模拟和数模混合集成电路及系统解决方案。公司专注于集成电路芯片设计和产品应用开发，是国内集成电路产品主要供应商之一。报告期内，公司集成电路产品业务布局在功率链（电源管理、功率器件、电机驱动业务）和信号链（数据转换器、电力专用芯片、物联网前端、非挥发存储器、标准信号产品业务）2 大类、8 个细分产品领域，产品客户主要集中在汽车电子、工控、光伏、储能、能效监测、电力设备、光通讯、家电、短距离交通工具、高端及便携式医疗设备市场，以及手机摄像头模组等其它消费类应用市场。报告期内，公司积极拓展销售渠道，与主要的整机厂商、销售渠道保持良好的合作关系，建立了完善的营销网络体系。公司对生产经营和质量保障拥有丰富的实践经验，拥有运营保障核心竞争力。

（2）经营模式

公司主业属于集成电路设计业，采用无晶圆生产线的集成电路设计模式（Fabless）。公司进行集成电路的设计和销售，将晶圆加工、电路封装和测试等生产环节分别外包给专业的晶圆加工企业、封装和测试企业来完成。公司与国内主要的晶圆加工、封装测试厂商长期保持了良好的合作关系，保证了公司产品业务产业链的有效运转和产品质量。



半导体产业链示意图

四、报告期内核心竞争力分析

√适用 □不适用

上海贝岭主营业务是集成电路设计，定位为国内一流的模拟和数模混合集成电路供应商。经过持续的研发投入，公司集成电路产品业务的核心竞争力不断得到加强。公司目前集成电路产品业务细分为功率链（电源管理、功率器件、电机驱动业务）和信号链（数据转换器、电力专用芯片、物联网前端、非挥发存储器、标准信号产品业务）2 大类、8 个细分产品领域，主要目标市场为汽车电子、工控、光伏、储能、能效监测、电力设备、光通讯、家电、短距离交通工具、高端

及便携式医疗设备，以及手机摄像头模组等其它消费类应用市场。报告期内，公司着力发展泛工业市场和汽车电子市场的产品业务，并已形成完善的供应链和质量保证体系，是客户值得信赖的合作伙伴。

1、产品和技术

公司集成电路产品的研发，采用模拟和数模混合主流工艺技术，包括 0.18 微米至 28 纳米 CMOS、高压 BCD 和特色双极型集成电路等工艺。

2、新领域拓展和新技术积累

公司密切跟踪国家战略性新兴产业的发展趋势，加快产品结构的调整步伐，不断推出面向工业和汽车电子市场的系列产品，涵盖了 IGBT、MOSFET、EEPROM、LDO、DC-DC、电压检测、电压基准等多个产品系列。

报告期内，公司稳步推进功率链及信号链产品的技术积累，在电源管理、功率器件、标准信号产品、数据转换器、非挥发存储器等领域积极开展技术平台建设，加快面向工业和汽车应用领域的技术布局和升级。

在功率链领域，公司加大高性能、高品质电源管理芯片研发投入和技术开发，如开展超低噪声 LDO 和大电流降压 DC-DC 等产品的开发等。同时，推进高端 IGBT 和 MOSFET 的开发和产业化，提升 IGBT 面向工业控制、汽车电子等领域的技术研发，完善重点产品的技术平台建立以及产品的系列化、产业化。

在信号链领域，面向通信、轨交、电网、医疗等市场，公司完成高精度数模/模数转化技术平台建立、产品开发和产业化，自主研发的多款数据转换器产品已经达到或接近国际同类型产品的技术水平。公司标准接口类多款产品完成技术能力提升，高可靠性接口芯片核心技术在工业级、汽车级接口芯片领域持续开拓。在电力专用芯片领域，公司通过不断研发，满足标准更迭的需求以及新一代物联表产品的升级迭代。

3、核心团队建设

公司始终坚持积极进取的人才培养和选人用人方式，采用面向社会的公开招聘、内部竞聘上岗及通过民主推荐的组织选拔等方式多渠道培养和选拔人才，全面加强领导班子和干部队伍建设。公司不断加强和完善对选人用人的规范管理，更好发挥市场化配置人才的作用，激发人才活力，培养造就高素质专业化、职业化队伍。注重对关键员工的培养，提供职务晋升、后备干部选拔的机会，加大对关键员工薪酬调整以及限制性股票激励的力度。

报告期内，公司着力吸引、保留和激励关键员工，倡导公司与员工共同持续发展的理念。同时，积极配合公司新业务领域的拓展，报告期内公司积极加强引进高端研发人才工作。

截至本报告期末，公司研发人员占公司总人数（含子公司）比例为 62%。研发人员 368 人，较上年同期增长 31%；总人数 596 人，较上年同期增长 20%。

4、知识产权

截至本报告期末，公司（含子公司）累计拥有有效专利数 354 项，其中发明专利 262 项；累计拥有有效集成电路布图设计专有权 397 项；软件著作权 75 项。

5、高新技术企业认定、专精特新企业

报告期内，公司及公司子公司深圳市锐能微科技有限公司、南京微盟电子有限公司、上海岭芯微电子有限公司、深圳市矽塔科技有限公司均为高新技术企业。

2022 年度，深圳市锐能微科技有限公司入围第四批国家级专精特新“小巨人”企业，深圳市矽塔科技有限公司获评深圳市专精特新企业。

五、报告期内主要经营情况

2022 年公司共实现营业收入 204,426.64 万元，较上年增长 0.98%。其中：主营业务收入为 199,363.87 万元，较上年增长 1.7%；其他业务收入为 5,062.77 万元，较上年下降 20.87%。2022 年公司共实现毛利 69,688.80 万元。其中：主营业务毛利为 65,135.84 万元，较上年增长 1,589.68 万元，增幅为 2.5%；其他业务毛利为 4,552.95 万元，较上年减少 981.81 万元，降幅为 17.74%。

2022 年公司实现归属于上市公司股东的扣除非经常性损益的净利润为 33,041.52 万元，较上年减少 6,731.82 万元，降幅为 16.93%，主要系报告期内公司加大研发投入。

（一）主营业务分析

1. 利润表及现金流量表相关科目变动分析表

单位：元 币种：人民币

科目	本期数	上年同期数	变动比例（%）
营业收入	2,044,266,388.63	2,024,334,631.48	0.98
营业成本	1,347,378,427.32	1,333,525,378.02	1.04
销售费用	61,654,888.65	54,018,196.56	14.14
管理费用	76,917,017.43	92,256,661.18	-16.63
财务费用	-55,260,644.08	-41,954,968.06	不适用
研发费用	258,188,373.09	176,647,913.72	46.16
经营活动产生的现金流量净额	-203,911,273.09	385,343,475.48	-152.92
投资活动产生的现金流量净额	290,913,872.87	-24,759,754.62	不适用
筹资活动产生的现金流量净额	-254,820,331.50	-59,157,831.29	不适用

研发费用变动原因说明：主要系本期研发投入增加；
经营活动产生的现金流量净额变动原因说明：主要系报告期内公司应收账款增加、存货增加及预付货款和保函保证金增加；
投资活动产生的现金流量净额变动原因说明：主要系报告期内收回持有至到期的定期存款增加；
筹资活动产生的现金流量净额变动原因说明：主要系去年同期发放二期限制性股票，收到筹资款 6,731 万元；本期由于收购少数股东权益、支付南京微盟并购款尾款及分红款较去年同期增加。

本期公司业务类型、利润构成或利润来源发生重大变动的详细说明
□适用 √不适用

2. 收入和成本分析

√适用 □不适用

2022 年公司销售收入较去年同期略有增长，增幅为 0.98%。

(1). 主营业务分行业、分产品、分地区、分销售模式情况

单位:元 币种:人民币

主营业务分行业情况						
分行业	营业收入	营业成本	毛利率（%）	营业收入比上年增减（%）	营业成本比上年增减（%）	毛利率比上年增减（%）
集成电路生产及半导体材料贸易	1,993,638,662.66	1,342,280,228.48	32.67	1.70	1.31	增加 0.25 个百分点
合计	1,993,638,662.66	1,342,280,228.48	32.67	1.70	1.31	增加 0.25 个百分点
主营业务分产品情况						
分产品	营业收入	营业成本	毛利率（%）	营业收入比上年增减（%）	营业成本比上年增减（%）	毛利率比上年增减（%）
1、集成电路产品	1,437,409,749.66	865,853,807.44	39.76	0.95	2.34	减少 0.82 个百分点
其中：信	765,187,577.56	422,422,587.23	44.79	14.47	7.47	增加 3.59

号链模拟芯片						个百分点
电源管理芯片	557,032,455.62	351,437,975.23	36.91	-14.81	-6.54	减少 5.58 个百分点
功率器件	115,189,716.48	91,993,244.98	20.14	13.48	19.53	减少 4.04 个百分点
2、半导体材料贸易	556,228,913.00	476,426,421.04	14.35	3.68	-0.50	增加 3.6 个百分点
合计	1,993,638,662.66	1,342,280,228.48	32.67	1.70	1.31	增加 0.25 个百分点
主营业务分地区情况						
分地区	营业收入	营业成本	毛利率（%）	营业收入比上年增减（%）	营业成本比上年增减（%）	毛利率比上年增减（%）
国内销售	1,931,332,936.69	1,306,333,164.79	32.36	3.10	2.72	增加 0.25 个百分点
国外销售	62,305,725.97	35,947,063.69	42.31	-28.49	-32.45	增加 3.38 个百分点
合计	1,993,638,662.66	1,342,280,228.48	32.67	1.70	1.31	增加 0.25 个百分点
主营业务分销售模式情况						
销售模式	营业收入	营业成本	毛利率（%）	营业收入比上年增减（%）	营业成本比上年增减（%）	毛利率比上年增减（%）
直销	960,206,048.06	727,078,710.42	24.28	25.60	23.82	增加 1.09 个百分点
分销	1,033,432,614.60	615,201,518.06	40.47	-13.58	-16.61	增加 2.16 个百分点
合计	1,993,638,662.66	1,342,280,228.48	32.67	1.70	1.31	增加 0.25 个百分点

注：为更为真实、准确地反应公司全资子公司香港海华的贸易业务情况，将原“集成电路贸易”业务改为“半导体材料贸易”业务。

(2). 产销量情况分析表

√适用 □不适用

主要产品	单位	生产量	销售量	库存量	生产量比上年增减（%）	销售量比上年增减（%）	库存量比上年增减（%）
信号链模拟芯片	颗	1,206,880,858	1,277,654,839	323,814,961	-27.91	-15.16	-17.94
电源管理芯片	颗	3,528,822,985	3,659,085,530	653,654,350	-21.76	-14.33	-16.20
功率器件	颗	259,178,955	174,578,293	149,958,111	7.34	-11.37	129.44
合计	颗	4,994,882,798	5,111,318,662	1,127,427,422	-22.27	-14.44	-9.07

(3). 重大采购合同、重大销售合同的履行情况

□适用 √不适用

(4). 成本分析表

单位：元

分行业情况							
分行业	成本构成项目	本期金额	本期占总成本比例(%)	上年同期金额	上年同期占总成本比例(%)	本期金额较上年同期变动比例(%)	情况说明
集成电路产品及半导体材料贸易	直接材料	999,768,037.98	74.48	968,778,935.31	73.12	3.20	
集成电路产品及半导体材料贸易	封装测试费	342,512,190.50	25.52	356,115,469.63	26.88	-3.82	
分产品情况							
分产品	成本构成项目	本期金额	本期占总成本比例(%)	上年同期金额	上年同期占总成本比例(%)	本期金额较上年同期变动比例(%)	情况说明
1、集成电路产品	直接材料	523,341,616.94	60.44	489,939,961.57	57.91	6.82	
	封装测试费	342,512,190.50	39.56	356,115,469.63	42.09	-3.82	
2、半导体材料贸易	直接材料	476,426,421.04	100.00	478,838,973.74	100.00	-0.50	

(5). 报告期主要子公司股权变动导致合并范围变化

□适用 √不适用

(6). 公司报告期内业务、产品或服务发生重大变化或调整有关情况

□适用 √不适用

(7). 主要销售客户及主要供应商情况

A. 公司主要销售客户情况

√适用 □不适用

前五名客户销售额 51,761.83 万元，占年度销售总额 25.96%；其中前五名客户销售额中关联方销售额 0.00 万元，占年度销售总额 0.00%。

报告期内向单个客户的销售比例超过总额的 50%、前 5 名客户中存在新增客户的或严重依赖于少数客户的情形

□适用 √不适用

B. 公司主要供应商情况

√适用 □不适用

前五名供应商采购额 87,326.68 万元，占年度采购总额 49.97%；其中前五名供应商采购额中关联方采购额 17,558.48 万元，占年度采购总额 10.05%。

报告期内向单个供应商的采购比例超过总额的 50%、前 5 名供应商中存在新增供应商的或严重依赖于少数供应商的情形

□适用 √不适用

其他说明

3. 费用

√适用 □不适用

利润表项目	本期	上年同期	变动幅度	原因说明
销售费用	61,654,888.65	54,018,196.56	14.14%	主要系本期人工成本及限制性股票摊销费用增加
管理费用	76,917,017.43	92,256,661.18	-16.63%	主要系去年同期包含需支付所投企业原股东超额业绩奖励
研发费用	258,188,373.09	176,647,913.72	46.16%	主要系本期研发投入增加
财务费用	-55,260,644.08	-41,954,968.06	不适用	主要系本期汇兑收益增加

4. 研发投入

(1). 研发投入情况表

√适用 □不适用

单位：元

本期费用化研发投入	258,188,373.09
本期资本化研发投入	0.00
研发投入合计	258,188,373.09
研发投入总额占营业收入比例（%）	12.63
研发投入资本化的比重（%）	0.00

(2). 研发人员情况表

√适用 □不适用

公司研发人员的数量	368
研发人员数量占公司总人数的比例（%）	62%
研发人员学历结构	
学历结构类别	学历结构人数
博士研究生	3
硕士研究生	106
本科	219
专科	38
高中及以下	2
研发人员年龄结构	
年龄结构类别	年龄结构人数
30 岁以下（不含 30 岁）	151
30-40 岁（含 30 岁，不含 40 岁）	124
40-50 岁（含 40 岁，不含 50 岁）	79
50-60 岁（含 50 岁，不含 60 岁）	14
60 岁及以上	0

(3). 情况说明

□适用 √不适用

(4). 研发人员构成发生重大变化的原因及对公司未来发展的影响

□适用 √不适用

5. 现金流

√适用 □不适用

现金流量项目	本期	上年同期	变动幅度	原因说明
收到其他与经营活动有关的现金	21,763,761.48	34,759,954.24	-37.39%	主要系本期收回保证金金额减少
支付给职工以及为职工支付的现金	282,523,494.25	174,753,571.36	61.67%	主要系本期人工成本增加
支付其他与经营活动有关的现金	91,216,370.53	45,553,229.17	100.24%	主要系本期支付产能保证金增加
收回投资收到的现金	771,500,000.00	428,680,585.26	79.97%	主要系本期到期存款增加
取得投资收益收到的现金	175,797,821.92	17,763,397.80	889.66%	主要系本期到期存款的利息收入增加
购建固定资产、无形资产和其他长期资产支付的现金	35,879,418.47	10,010,197.68	258.43%	主要系本期购买软件设备增加
取得子公司及其他营业单位支付的现金净额	128,626,627.93	-	100.00%	主要系本期收购深圳市矽塔科技有限公司
吸收投资收到的现金		67,312,130.00	-100.00%	主要系上期收到二期限制性股票股权款
取得借款收到的现金		2,500,000.00	-100.00%	主要系上期收到借款
偿还债务支付的现金		5,000,000.00	-100.00%	主要系上期偿还借款
分配股利、利润或偿付利息支付的现金	142,435,686.60	93,652,677.06	52.09%	主要系本期利息支付增加
支付其他与筹资活动有关的现金	112,384,644.90	32,817,284.23	242.46%	主要系本期购买少数股东权益及支付南京微盟原股东超额业绩奖励

(二) 非主营业务导致利润重大变化的说明

□适用 √不适用

（三）资产、负债情况分析

√适用 □不适用

1. 资产及负债状况

单位：元

项目名称	本期期末数	本期期末数占总资产的比例（%）	上期期末数	上期期末数占总资产的比例（%）	本期期末金额较上期期末变动比例（%）	情况说明
货币资金	731,362,603.42	14.70	1,316,612,301.18	28.25	-44.45	主要系本期支付收购深圳市矽塔科技有限公司对价款、2022 年度分红增加、经营性净支出增加以及公司新增定期存款从“货币资金”重分类至“其他非流动资产”核算
交易性金融资产	729,546,431.90	14.66	764,267,984.00	16.40	-4.54	
应收票据	31,551,219.88	0.63	26,914,560.66	0.58	17.23	
应收账款	412,592,081.86	8.29	284,916,151.60	6.11	44.81	主要系本期第四季度销售增加
应收款项融资	58,611,576.93	1.18	56,768,572.93	1.22	3.25	
预付款项	66,934,595.79	1.35	28,713,705.51	0.62	133.11	主要系本期备库增加导致预付货款增加
其他应收款	23,607,852.83	0.47	7,414,696.05	0.16	218.39	主要系本期确认的待返还的加工款增加
存货	663,423,984.90	13.33	403,938,886.07	8.67	64.24	主要系公司缺货问题缓解，存货增加
合同资产	1,368,307.14	0.03	1,395,881.65	0.03	-1.98	
一年内到期的非流动资产	10,453,500.00	0.21	0.00	0.00	100.00	主要系支付的一年内到期的产能保证金
其他流动资产	34,957,093.32	0.70	63,213,894.34	1.36	-44.70	主要系本期一年内到期的存款利息减少
投资性房地产	568,310,000.00	11.42	566,710,000.00	12.16	0.28	
固定资产	87,479,831.60	1.76	77,940,708.48	1.67	12.24	
在建工程	6,438,599.79	0.13	503,504.67	0.01	1,178.76	主要系本期购置研发设备增加且尚未验收资本化
使用权资产	23,326,223.46	0.47	28,775,217.54	0.62	-18.94	
无形资产	95,851,644.67	1.93	52,909,097.67	1.14	81.16	主要系本期并购深圳市矽塔科技有限公司无形资产评估增值
商誉	731,361,360.91	14.70	456,262,239.96	9.79	60.29	主要系本期并购深圳

						市矽塔科技有限公司确认商誉
长期待摊费用	2,480,847.76	0.05	2,771,038.53	0.06	-10.47	
递延所得税资产	9,072,730.47	0.18	13,796,171.42	0.30	-34.24	主要系本期核销健桥证券其他应收款坏账准备
其他非流动资产	687,285,395.89	13.81	506,438,527.43	10.87	35.71	主要系本期一年以上定期存款增加

2. 境外资产情况

□适用 √不适用

3. 截至报告期末主要资产受限情况

√适用 □不适用

项目	期末账面价值	受限原因
货币资金	296,000,000.00	到期日一年以内的定期存款
其他流动资产	24,676,541.00	到期日一年以内的定期存款计提的利息
一年内到期的其他非流动资产	10,453,500.00	产能保证金
其他非流动资产	687,285,395.89	到期日超过一年的定期存款及计提的利息和产能保证金
合计	1,018,415,436.89	

4. 其他说明

□适用 √不适用

（四）行业经营性信息分析

√适用 □不适用

尽管市场周期性和宏观经济条件导致了销售的短期波动，但由于芯片在使世界更智能、更高效、更互联方面的作用不断增强，半导体市场的长期前景仍然令人难以置信地强劲。

2022 年，有几个半导体产品门类脱颖而出。根据美国半导体行业协会发布的数据，用于汽车、消费品和计算机的模拟集成电路年增长率最高，为 7.5%，2022 年销售额达到 890 亿美元。存储器销售额为 1,300 亿美元，逻辑电路 2022 年销售额为 1,766 亿美元，是销售额最大的半导体类别。汽车集成电路的销售额同比增长 29.2%，达到 341 亿美元的创纪录销售额。

集成电路应用涉及工业和消费类电子的方方面面，涵盖的应用领域众多，其中和公司集成电路产品业务直接相关的若干细分领域的行业情况如下：

1、功率链（电源管理、功率器件、电机驱动业务）

电源管理芯片行业呈现充分竞争的市场格局，与千亿市场规模相比较，国内各电源管理芯片公司的市场份额均占比较小。以德州仪器、高通、ADI、美信、英飞凌为代表的欧美企业占据了国内电源管理市场超过 80%的市场份额。国内模拟芯片企业在市场地位、整体技术实力、销售规模、产品种类齐全性等方面与国际模拟芯片大厂均存在一定的差距。

随着 5G 通信、AI、新能源汽车、物联网、VR/AR 等新一轮科技逐渐走向产业化，电子设备数量及种类持续增长，直接带动电源管理芯片需求的增长。随着电子产品的种类、功能和应用场景的持续增加，低噪声、高效率及低功耗、微型化及集成化、数模混合化成为电源管理芯片的技术发展趋势。

功率器件业务广泛覆盖消费电子、计算机、工业控制、汽车电子等各个领域，主要供应商为欧美厂商，近年来国产品牌市场占比逐渐增大。未来，从战略性新兴产业所涵盖的重点领域看，新能源汽车、光伏储能、高端装备制造、新一代信息技术等产业的发展都离不开电力电子技术的支撑，电力电子技术为这些新兴产业提供了高性能、高精度、高效率的电控和电源设备，成为发展这些产业的关键和基础，其快速发展也将促进中国功率器件市场规模的快速增长。公司功率器件业务定位于为工业控制和汽车电子领域应用提供高可靠性的功率器件产品，与国际上相关细分行业已处于成熟阶段不同，国内相关行业目前处于成长阶段，用户基数及需求巨大，该市场的快速增长吸引了众多国内相关功率器件企业进入这一领域，市场竞争日趋激烈。从产品维度来看，目前国内相关功率器件企业的整体技术水平还比较低，生产能力主要集中于低端产品领域，在以新型功率器件如大功率沟槽栅 IGBT、超级结 MOSFET 和 SGT MOSFET 等为代表的高技术、高附加值的中高端产品领域，国外企业拥有绝对的竞争优势，国内市场所需的大部分产品还依赖进口。随着国内功率器件行业技术水平的提高和产业升级，将为国内功率器件产业创造巨大的发展空间。

2021 年全球电机驱动 IC 市场规模达到 30 亿美元，预计 2027 年将达到 41.29 亿美元，年复合增长率（CAGR）为 5.55%，其中亚太占全球电机驱动器 IC 市场份额达 50.75%，其次为北美 22.59%，欧洲 17.09%，拉美 5.52%，中东和非洲 4.05%。2021 年中国市场规模为 7.2 亿美元，约占全球的 24%，预计 2027 年将达到 10.97 亿美元，届时全球占比将达到 27%。然而，中国国内电机驱动市场规模 2027 年约为 100 亿，其中国产化率不到 10%，电机驱动产品成长空间巨大。

2、信号链（数据转换器、电力专用芯片、物联网前端、非挥发存储器、标准信号产品业务）

高速高精度 ADC/DAC 芯片广泛应用于无线移动通信、医疗电子、工业控制设备中，是关乎整机系统核心性能的关键元器件。其中，ADC/DAC 作为通信基站的核心元器件，5G 通信技术带来的经济结构转型升级以及万物互联的应用场景，将为数据转换器行业提供巨大的市场需求支撑。

全球智能电网建设将支撑出口表市场保持较高增长，出口表以 SoC 芯片方案为主。自 2009 年国家电网开始统一招标以来，智能电表普及率大幅提升。按照计量法和国家电网规定智能电表的使用年限 8-10 年，2019 年智能电表进入存量集中替换周期，国网当年累计集中招标智能电表 7386 万只，较 2018 年增长 39%。2020 年国电网两次招标，全年总共招标电能表 5205 万只，比 2019 年下降接近 30%。2021 年国电网两次招标，全年总共招标电能表 6674 万只，比 2020 年增长 28%。2022 年国网三次招标（含一次增补），全年总共招标各类计量器具 7252 万只，比 2021 年小幅增长 8%。预计未来三年，智能电表需求依旧由旧电表持续规模化更新和新一代单三相物联网智能电表逐步替换共同支撑。在电网转型升级背景下，2020 年国家电网、南方电网已开展新一代电表样机验证，开启招标工作。新标准电表采用多芯模组化设计理念，基于 OIML R46 电能表国际建议（简称 IR46）的智能物联电能表技术规范，新标准下电表将管理与计量分离，增加了更多应用需求，具有更广阔的应用前景，也对智能电表芯片提出了更高的要求，2022 年物联网智能电表在国网招标中已突破百万台。公司提前布局、研发面向国家电网及南方电网下一代 IR46“双芯”智能表的专用 SoC 芯片，在物联网电表 SoC 芯片领域保持领先的优势，具备智能电表整表方案提供能力。此外，智能电网海外市场前景广阔，公司与主流电表企业客户保持密切合作，利用公司完整的方案设计能力直接服务客户，依托国家“一带一路”战略与客户共同开拓出口市场。

报告期内，“新型基础设施建设”政策叠加“双碳”目标利好泛在物联网市场。在各种物联网终端中，对于能耗感知、光通讯数传、数字隔离器等细分需求正不断增长。2022 年，智能家居中能耗监控市场大幅增长（主要在海外市场），预计市场需求会进一步放大。两轮、四轮电动车充电设施需求随着国内新能源车销量不断创新高，更是快速增长。在光通讯及数据中心设施中，对于通讯控制芯片的需求不断增加。在上述领域，公司研发的各类物联网前端芯片均已实现在主要客户的导入，达到预期的市占率。

存储器广泛应用于计算机、消费电子、网络存储、物联网、信息安全、工业控制和汽车电子等重要领域，是集成电路中的基础性产品之一，2022 年整个存储器产品占芯片产业销售额的比重约 26%。由于受全球市场通胀加剧与消费电子需求减弱的影响，2022 年全球 EEPROM 市场规模约为 11.52 亿美元，同比增幅减缓为 2%左右，中国地区为 6.82 亿美元，同比增长幅度约为 4.5%。目前，公司 EEPROM 存储器产品销售主要集中在工业控制、智能电表和大家电领域。2022 年，公司 EEPROM 存储器产品在智能电表和汽车应用方面持续增长。公司正集中优势资源，力争在工控 SPI 接口应用、汽车标准级应用、系统整合等高利润产品方面有所突破，创造新的利润增长点。

标准信号产品具有较长的生命周期，产品种类繁多、应用广泛，不易受到单一市场景气度影响，虽然目前全球经济增速放缓、局部地缘冲突加剧导致全球半导体市场增速有所放缓，部分传统电子产品需求萎缩，但结构化机会显现，新能源、汽车电子等新兴应用领域增幅较大。汽车、新能源、光伏等领域的高速增长为标准信号产品带来了新的产业机遇。公司在接口、放大器、模拟开关等领域持续开发具有较长生命周期的标准信号产品，公司产品定位于工业级、汽车级应用，凭借领先的研发实力、可靠的产品质量和优质的客户服务，公司标准信号产品已进入众多知名客户的供应链体系。

（五）投资状况分析

对外股权投资总体分析

√适用 □不适用

2022 年 3 月 25 日，公司召开第八届董事会第十九次会议审议通过了《关于收购深圳市矽塔科技有限公司 100%股权的议案》，拟以自有资金收购矽塔科技 100%股权，本次交易总价为 36,000 万元人民币。本次交易导致公司合并报表范围发生变更。详见公司于 2022 年 3 月 29 日在上海证券交易所网站披露的《上海贝岭股份有限公司关于收购深圳市矽塔科技有限公司 100%股权的公告》（公告编号：临 2022-011）。详见公司于 2022 年 6 月 24 日在上海证券交易所网站披露的《上海贝岭股份有限公司关于收购深圳市矽塔科技有限公司 100%股权的进展公告》（公告编号：临 2022-028）。2022 年 3 月 25 日，公司召开第八届董事会第十九次会议审议通过了《关于收购控股子公司上海岭芯微电子有限公司少数股东权益的议案》，上海贝岭目前持有上海岭芯 70%股权，拟以自有资金收购上海翌芯持有的上海岭芯剩余 30%股权，本次交易总价为 5,005 万元人民币。本次交易导致公司合并报表范围不发生变更。详见公司于 2022 年 3 月 29 日在上海证券交易所网站披露的《上海贝岭股份有限公司关于收购上海岭芯微电子有限公司少数股东权益的公告》（公告编号：临 2022-012）。详见公司于 2022 年 6 月 21 日在上海证券交易所网站披露的《上海贝岭股份有限公司关于收购上海岭芯微电子有限公司少数股东权益的进展公告》（公告编号：临 2022-021）。报告期内公司投资额比上年度增加了 41,005 万元。

1. 重大的股权投资

√适用 □不适用

单位：元币种：人民币

被投资公司名称	主要业务	标的是否主营投资业务	投资方式	投资金额	持股比例	是否并表	报表科目（如适用）	资金来源	合作方（如适用）	投资期限（如有）	截至资产负债表日的进展情况	预计收益（如有）	本期损益影响	是否涉诉	披露日期（如有）	披露索引（如有）
深圳市矽塔科技有限公司	电机驱动、电机控制芯片的模拟数字混合 IC 设计	否	收购	360,000,000	100%	是		自有资金			完成收购		6,717,910.44	否	2022 年 3 月 29 日	临 2022-011
上海岭芯微电	电源管理类 IC 设计	否	收购	50,050,000	30%	是		自有资金			完成 30%少数股东		4,533,452.63	否	2022 年 6 月 21 日	临 2022-027

子有限公司											权益收购					
合计	/	/	/	410,050,000	/	/	/	/	/	/	/		11,251,363.07	/	/	/

注：上海贝岭本次收购上海岭芯 30%股权，收购完成后，上海贝岭持有上海岭芯 100%股权。

2. 重大的非股权投资

□适用 √不适用

3. 以公允价值计量的金融资产

□适用 √不适用

证券投资情况

□适用 √不适用

私募基金投资情况

□适用 √不适用

衍生品投资情况

□适用 √不适用

4. 报告期内重大资产重组整合的具体进展情况

□适用 √不适用

（六）重大资产和股权出售

□适用 √不适用

（七）主要控股参股公司分析

√适用 □不适用

公司名称	主营业务	注册资本（万元）	总资产（万元）		
			本期数	上年同期数	变动比例（%）
香港海华有限公司	组织开发、设计和销售集成电路和相关产品、咨询服务、技术转让、投资集成电路设计、销售、应用及相关高科技产业。	20 万美元+12,208 万元人民币	54,342.52	109,817.91	-50.52
上海岭芯微电子有限公司	集成电路和电子应用产品设计、开发、测试领域内的“四技”服务及相关产品的销售。	1,000.00	17,197.04	18,881.18	-8.92
深圳市锐能微科技有限公司	集成电路的设计，集成电路销售，软件开发、电子产品类的销售（不含专营、专控、专卖品及限制项目）。	5,000.00	42,205.64	28,684.04	47.14
南京微盟电子有限公司	设计、开发、生产和经营各类集成电路及相关的电子应用产品、提供技术咨询、服务及技术转让；经营本企业自产产品及技术的出口业务；经营本企业生产、科研所要的原辅材料、仪表仪器、机械设备、零配件及技术的进口业务。	1,500.00	35,857.99	35,801.56	0.16
深圳市矽塔科技有限公司	集成电路的技术开发、技术咨询、设计与销售;应用电路方案设计;单片机软件的技术开发;电力电子产品、电力半导体产品、风能设备、太阳能设备、自动化设备及相关软件的技术开发和销售	3,400.00	5,946.38	3,339.69	78.05

续上表

公司名称	净资产（万元）			净利润（万元）		
	本期数	上年同期数	变动比例（%）	本期数	上年同期数	变动比例（%）
香港海华有限公司	52,341.54	103,233.79	-49.30	8,057.88	6,481.90	24.31
上海岭芯微电子有限公司	16,826.00	15,006.36	12.13	1,697.31	2,921.76	-41.91
深圳市锐能微科技有限公司	36,065.74	24,953.91	44.53	10,766.59	5,994.64	79.60

南京微盟电子有限公司	29,438.07	23,812.67	23.62	4,831.58	9,721.50	-50.30
深圳市矽塔科技有限公司	5,263.69	2867.26	83.58	2,396.43	1,959.71	22.28

2、主要控股参股公司净利润对公司净利润影响达 10%以上营业收入和营业利润情况

公司名称	营业收入（万元）			营业利润（万元）		
	本期数	上年同期数	变动比例（%）	本期数	上年同期数	变动比例（%）
香港海华有限公司	55,656.21	53,692.48	3.66	9,605.63	7,552.28	27.19
深圳市锐能微科技有限公司	37,584.10	25,420.13	47.85	11,310.57	6,435.11	81.02
南京微盟电子有限公司	35,977.72	45,232.73	-20.46	5,121.78	10,645.69	-51.89

（八）公司控制的结构化主体情况

□适用 √不适用

六、公司关于公司未来发展的讨论与分析

（一）行业格局和趋势

√适用 □不适用

半导体产品可分为集成电路、光电子器件、分立器件和传感器四类。其中，集成电路是半导体工业的核心。集成电路是指经过特定制造工艺，将晶体管、二极管、电容和电阻等元器件及布线互连一起，成为能够执行特定功能的微型电子器件，具体包括逻辑 IC、模拟 IC、存储器、微处理器共 4 种。

集成电路和半导体器件作为信息技术产业“粮食”，其技术水平和发展规模一直是衡量一个国家和地区产业竞争力和综合国力的重要标志之一，也是全球大国竞争的战略重点之一。在信息处理技术中，数字集成电路是主角，而用来处理模拟信号的模拟集成电路是数字化的关键桥梁。模拟集成电路中主要包括用于处理信号的信号链芯片和用于管理电池与电能的电源管理芯片。

受益于较长的生命周期和较分散的应用场景，信号链芯片的市场在近几年发展态势良好，行业规模稳步增长。其中线性产品类（放大器和比较器等）是市场规模占比最高的品类。在未来的一段时间内，摩尔定律依然有效，在其驱使下数字芯片的面积越来越小，与之配套的信号链芯片也会在更多新技术的推动下朝着小型化、低功耗和高性能的方向发展。

随着社会及市场对节能环保的要求越来越高，电子设备的电源管理趋于精细化和差异化，电源管理芯片已经成为提升整机性能和差异化竞争的关键，电源管理芯片技术正朝着高效、低能耗、集成化、内核数字化、智能化方向不断发展。

全球模拟芯片的主要市场份额被德州仪器、亚德诺、英飞凌、意法半导体等国外厂商所占据，但新兴厂商仍具有足够的市场空间。受益于 5G、物联网、AI 等新兴市场的发展，叠加国内终端厂商所用器件增加，国产模拟芯片厂商将迎来市场机遇。由于微弱信号、高频信号处理技术门槛高，国内企业的信号链产品业务尚处于起步阶段。电源管理国内模拟 IC 厂商可以从某个细分领域切入市场，对标德州仪器、亚德诺等公司产品，以更低价格、更好服务于我国的集成电路产业，应用领域逐渐拓展，预期国产电源管理芯片市场规模将会继续实现增长，同时国内厂商的市场竞争也会愈发激烈。

（二）公司发展战略

√适用 □不适用

公司发展战略是在模拟集成电路和功率器件领域（功率链和信号链）不断提升产品竞争力，集中业务资源加快公司产品向工控、汽车电子应用领域的转型升级，朝着成为国内一流的模拟集成电路和功率器件设计公司的目标不断努力。

未来，公司电源管理芯片业务继续在 BCD 工艺平台上与 foundry 代工厂紧密合作，通过开发超低噪声、超低功耗、高频大电流、高能效大功率的电源管理芯片，促进在工业控制和汽车电子领域相关产品的推广应用。公司将通过与代工厂的紧密合作，加强屏蔽栅、超级结和高密度沟槽栅多层场终止等功率器件关键工艺开发，实现功率器件在工业控制和汽车电子领域的技术和市场突破。公司将继续重点发展信号链中的高速/高精度 ADC 和 DAC 产品，强化架构、电路、算法等多维度的创新，占领技术制高点。继续拓展产学研合作，保持产品的技术优势的同时继续丰富产品种类，打通整个模拟信号链，开发工控系列化商品进入市场，并与整机企业紧密合作，为重要应用领域的集成电路产品发展做出公司应有的贡献。

(三)经营计划

√适用 □不适用

1、2023 年度生产经营目标

2023 年，公司将董事会的领导下，积极落实“十四五”发展规划，持续提升技术、服务、质量、品牌等方面的综合竞争实力，努力实现高质量发展。结合当前国内外的宏观经济形势和对未来公司业务发展预测，2023 年公司经营目标为：力争销售收入较上年增长 20%以上。

2、2023 年度公司拟采取的生产经营主要策略

（1）进一步加大对高速高精度 ADC/DAC、BMS AFE ISOUART 通讯、高性能电源管理、650V/1200V IGBT、车规 FRD、集成计量芯 SoC 物联表、电机驱动、存储器、标准信号链和隔离器等芯片产品的研发投入，快速扩展产品种类和数量，缩小与国际龙头企业的技术差距，提升公司的技术实力。

（2）强化市场引领和应用的能力，在汽车电子、能效监测、工控储能、光通讯、大家电和智能楼宇与小家电等重要领域加强与行业标杆客户的合作，提升系统解决方案的能力。

（3）全方位布局汽车电子领域产品业务，完善公司汽车电子产品研发和质量管理体系，丰富车规级产品种类，快速提升车规级 IGBT、电源、电机驱动及其他车规级信号链产品的业务规模。

（4）加强与晶圆代工厂和封装厂的战略合作，做好产能保障和供应链的长期安全工作。

（5）提升经营管理水平，加强制度建设和内控体系建设，做好风险管理。

（6）以人为本，大力鼓励研发创新，激发员工干事创业的热情，并持续做好中长期激励。

（7）围绕主营业务，加大产业投资和并购工作力度，以实现公司跨越式发展。

(四)可能面对的风险

√适用 □不适用

1、产业和战略风险

（1）集成电路设计产业风险

报告期内，国内经济增速明显减慢，对集成电路行业的影响已经显现，影响到公司业务的快速增长。另外半导体投资市场热度持续，国内集成电路设计企业数量保持高位，设计公司人才的恶性竞争频现，对于公司稳定技术团队和招聘技术人员带来挑战，研发人员的数量、水平和结构与规划的目标匹配不尽理想。

应对策略：加快工控和汽车用芯片开发，降低消费市场下滑对公司业务的影响。通过优化薪酬结构、继续推行股权激励，保障核心技术团队稳定。

（2）战略风险

公司主营业务为集成电路设计，在工业控制和汽车电子领域的电路和器件产品及应用方案开发及量产工作已经开始起步，已有部分产品实现设计导入。由于工业控制和汽车电子应用环境对芯片产品的全生命周期安全管理要求严格，产品技术开发难度较大、评估验证方案复杂耗时，市场导入周期普遍较长，业务存在较大的不确定因素。

应对策略：通过并购和自主研发并举的方式，公司继续加强工业控制、汽车电子领域的创新资源整合、创新成果共享以及上下游企业技术合作，建立提高公司在工业控制和汽车电子领域的产品定义及设计能力，加强功能测试、可靠性试验和失效分析的能力建设，加快相关新产品的研发和认证进程。

2、产品业务风险

（1）功率链（电源管理、功率器件、电机驱动业务）

报告期内，电源管理芯片领域的市场竞争日趋激烈，发展空间相对受限，公司电源管理等产品业务将面临巨大的挑战。

应对措施：抓住消费类市场的基础部分，同时深入研究新的市场驱动力，加快市场转型，加大研发投入，针对中高端应用推出高性能、高品质的产品。同时建立和加强市场功能，增强与标杆客户的粘性，在各市场面建立示范效应，逐步提升品牌地位。

报告期内，受多种因素影响，消费类电子市场整体需求放缓，抑制了新产品、新市场的出现，加剧了传统行业的竞争。要在不确定的市场环境中实现突破，公司电源管理等业务将面临巨大的挑战。

应对措施：加快市场转型，聚焦工控、汽车、安防、网通、家电领域，重点拓展此类高利润、高门槛市场。积极开拓标杆客户，加强与标杆客户互动，在各市场面建立起示范效应，同时为产品研发提供新方向。

报告期内，公司 IGBT 功率器件产品逐步进入市场，得到越来越多的客户认可。受 IGBT 晶圆产能紧缺和原材料涨价的影响，产品的进一步推广和业务拓展面临一定的困难。

应对措施：加强与上游供应商的沟通，保障公司新产品开发、市场推广等工作顺利进行，实现业务的持续增长。以市场为导向，增加研发投入，推动公司功率器件新产品研发，提升产品竞争力，不断扩大现有产品的应用市场范围。

报告期内，公司 IGBT 和 MOSFET 功率器件产品业务实现快速的增长，受市场整体需求放缓、行业竞争加剧的影响，产品的进一步推广和业务拓展面临一定的困难。

应对措施：加强与供应商的沟通，保障公司新产品开发、市场推广等工作顺利进行，实现业务的持续增长。坚持以市场为导向，通过市场面整合工作加强与行业标杆客户粘性，推动新产品研发，提升产品竞争力，不断扩大现有产品应用市场范围。

报告期内，中低压应用的电机驱动芯片领域市场竞争日趋激烈，发展空间相对受限，公司的中低压等产品业务将面临巨大的挑战。

应对措施：优化供应链，积极开发新成品。目前公司主要新品以标准产品和与客户深度定制合作开发的产品为主，可以保障产品拥有较长的生命周期。

（2）信号链（数据转换器、电力专用芯片、物联网前端、非挥发存储器、标准信号产品业务）

高速高精度 ADC/DAC 大多用于高端工业、医疗整机领域，但是对产品的品牌、性能、质量和可靠性极为关注，其整机产品考核认证周期较长、不可预测性较高，对公司 ADC/DAC 产品的市场推广工作带来不确定性。

应对措施：加强与客户的沟通交流，深入了解客户的整机系统，积极开拓新应用领域和新客户。

国网和南网智能表计市场逐步明朗，物联表虽已开始上规模招标，但统招市场仍以 2021 标准表为主。公司对于上述两个标准均能提供有竞争力的产品，尤其是物联表占据明显的优势，因此这两种标准的份额切换只会影响到公司相关产品的销售金额，对于销售数量和市场份额影响不大。

应对措施：发挥公司传统表计计量芯片、SoC 芯片及表计周边芯片的市场优势，稳步提升市场份额，保证在国网及南网 2023 年招标的份额。积极配合客户走向海外市场，为国家一带一路战略添砖加瓦。积极开拓能源控制器、集中器、量测开关等新兴市场，相关产品已经批量出货。

公司物联网前端业务在 2022 年产能基本得到了保障，但是该业务面对的市场受外贸订单影响较大。

应对措施：针对国内智能家居、充电桩、光通讯、基站及数据中心、智慧照明等细分应用中的物联网终端，进一步开发能耗感知、控制、隔离的系列产品，继续提升在国内市场上的市占率。

公司 EEPROM 产品的传统应用领域主要分布在液晶面板、工业控制、智能电表、白色家电、手机摄像头模组等市场。2023 年相关需求不及预期，行业竞争加剧，可能会影响到相关业务目标实现。

应对措施：公司 EEPROM 产品种类较为齐全，同时产品正更新迭代以优化性价比。将发挥品牌优势，严抓生产和质量管理，按计划完成产品车规考核和宣告，逐步在高可靠性领域进入大厂供应链，在工业控制、汽车、电表等高可靠性应用领域与战略客户建立长期稳定的良好合作，扩大国有产品优势。

受半导体市场周期性影响，报告期内消费市场需求明显下降，工业控制、仪器仪表、汽车电子等领域的需求也可能出现下调。在此情况下，标准信号产品的出货数量及利润率可能会受到较大影响。

应对措施：目前国内消费电子市场、出口市场呈现周期性下降趋势，标准信号产品面临市场竞争压力剧增。随着国内产业转型升级，在新能源、汽车电子、工业控制等领域将有新的应用不断涌现，这也将为标准信号产品带来新的市场机遇。公司将在标准信号产品方面不断扩充产品阵容，从而更广泛的满足各类新应用的要求，同时公司也将提升标准信号产品的市场定位，在产品性能、可靠性、生产管控等方面不断提升，逐步扩大车规产品比例，力争在工业控制、新能源、汽车电子等高端应用领域形成增长点。

（3）生产运营风险

报告期内，公司采用 Fabless 的业务模式，晶圆制造和封装测试业务全部外包，公司从晶圆代工厂采购晶圆，委托集成电路封装测试企业进行封装测试，公司产品合作的晶圆代工厂和封装测试厂商主要为行业知名的大型上市公司，工艺制程和加工质量稳定可靠。2022 年，受贸易争端升级、高科技行业制裁加剧、地缘冲突、国际及国内市场下行、去库存等多重因素影响，上半年全球晶圆产能从严重不足到下半年开始逐步缓解甚至过剩，公司生产运营工作面临了巨大的挑战。

应对方案：围绕公司经营目标，公司积极应对产能、库存增加等问题，始终和供应商保持积极友好的协商沟通，确保生产经营稳定有序开展。公司一方面做好晶圆备货计划，另一方面和封装厂协商调整加工策略，积极做好产销衔接和备货策略，为公司完成年度经营目标提供了供应和物流保障。一是利用公司综合优势，优化供应资源，保持和晶圆加工厂商的密切沟通，加快推进新品的研发和工程进度，做好生产协调和产能分配，构建长期友好高效的供应链体系。二是积极和各封装厂供应商协商，利用供应商的优势资源，安排备货计划，内部做好产销衔接，提高运营效率，做好供应商管理。

（五）其他

□适用 √不适用

七、公司因不适用准则规定或国家秘密、商业秘密等特殊原因，未按准则披露的情况和原因说明

□适用 √不适用

第四节 公司治理

一、公司治理相关情况说明

√适用 □不适用

报告期内，公司严格按照《公司法》《证券法》《上市公司治理准则》等法律法规及中国证券监督管理委员会、上海证券交易所关于公司治理的有关要求，不断完善公司法人治理结构，通过建立、健全内控制度，持续推进公司规范化、程序化管理提升公司治理水平。目前，公司已按照上市公司规范要求建立了权责明确、相互制衡的公司治理结构和监督有效的内控制度，公司的权力机构、决策机构、监督机构及经营管理层之间权责明确，运作规范，基本符合《上市公司治理准则》的要求。

1、股东和股东大会：公司股东享有法律法规及《公司章程》规定的合法权利，公司股东大会是公司的最高权力机构，公司严格按照《上海证券交易所上市规则》相关规定和《公司章程》等要求召集、召开股东大会，平等对待所有股东，确保所有股东尤其是中小股东都享有平等的地位和权利，并承担相应的义务。

报告期内，公司召开股东大会 2 次，其中年度股东大会 1 次，临时股东大会有 1 次，审议通过议案共计 17 项。各次股东大会的召集、召开均符合法律、法规等相关规定。

2、控股股东与公司关系：公司具有完整独立的业务及自主经营能力，公司控股股东严格规范自己的行为，通过股东大会行使出资人的权利，没有超越股东大会直接或间接干预公司的决策和经营活动的行为。公司在人员、资产、财务、机构和业务方面均具有独立性，公司董事会、监事会和内部机构能够独立运作。

3、董事和董事会：公司董事会依法行使企业的经营决策权。负责执行公司股东大会决议，履行公司治理制度审议和监督权，维护公司和全体股东的合法权益。董事会下设审计与风险控制委员会、战略与投资管理委员会、提名与薪酬委员会，为董事会的科学决策提供支持。公司第九届董事会由七名董事组成，其中独立董事三名，董事会人数和人员构成均符合法律、法规的要求。

报告期内，董事会召开 7 次会议，审议通过 52 项议案。各次董事会的召集、召开均符合法律、法规等相关规定。

4、监事和监事会：公司监事会依法独立有效地行使对公司财务以及公司董事、高级管理人员履行职责的合法合规性进行监督和检查。

公司第九届监事会由三名监事组成，其中职工监事一名，人员构成符合法律、法规的要求。

报告期内，监事会召开 7 次会议，审议通过 25 项议案。各次监事会的召集、召开均符合法律、法规等相关规定。

5、信息披露与透明度：公司依照《信息披露事务管理制度》等要求，由董事会秘书、董事会办公室负责公司对外信息披露，公司严格按照有关法律法规的要求，真实、准确、完整、及时地履行信息披露义务。

报告期内，公司披露临时公告 49 个，定期报告 4 次。

公司治理与法律、行政法规和中国证监会关于上市公司治理的规定是否存在重大差异；如有重大差异，应当说明原因

□适用 √不适用

二、 公司控股股东、实际控制人在保证公司资产、人员、财务、机构、业务等方面独立性的具体措施，以及影响公司独立性而采取的解决方案、工作进度及后续工作计划

□适用 √不适用

控股股东、实际控制人及其控制的其他单位从事与公司相同或者相近业务的情况，以及同业竞争或者同业竞争情况发生较大变化对公司的影响、已采取的解决措施、解决进展以及后续解决计划

□适用 √不适用

三、股东大会情况简介

会议届次	召开日期	决议刊登的指定网站的查询索引	决议刊登的披露日期	会议决议
2021 年年度股东大会	2022 年 4 月 21 日	http://www.sse.com.cn/	2022 年 4 月 22 日	上海贝岭 2021 年年度股东大会决议
2022 年第一次临时股东大会	2022 年 12 月 15 日	http://www.sse.com.cn/	2022 年 12 月 16 日	上海贝岭 2022 年第一次临时股东大会决议

表决权恢复的优先股股东请求召开临时股东大会

□适用 √不适用

股东大会情况说明

√适用 □不适用

2021 年年度股东大会：大会由公司董事会召集、召开，审议通过了《2021 年年度报告全文及摘要》《2021 年度董事会工作报告（含独立董事 2021 年度述职报告）》《2021 年度监事会工作报告》《2021 年度财务决算报告》《2021 年度利润分配的预案》《关于 2021 年度日常关联交易执行和 2022 年度预计情况的预案》《关于调整独立董事津贴的预案》。

2022 年第一次临时股东大会：大会由公司董事会召集、召开，审议通过了《关于续聘会计师事务所的预案》《关于修订<公司章程>并办理工商变更的预案》《关于修订<董事会议事规则>的

预案》《关于修订<监事会议事规则>的预案》《关于修订<股东大会议事规则>的预案》《关于修订<募集资金管理制度>的预案》《关于修订<独立董事工作制度>的预案》《关于选举第九届董事会非独立董事的预案》《关于选举第九届董事会独立董事的预案》《关于选举第九届监事会监事的预案》。

四、董事、监事和高级管理人员的情况

(一) 现任及报告期内离任董事、监事和高级管理人员持股变动及报酬情况

√适用 □不适用

单位：股

姓名	职务(注)	性别	年龄	任期起始日期	任期终止日期	年初持股数	年末持股数	年度内股份增减变动量	增减变动原因	报告期内从公司获得的税前报酬总额（万元）	是否在公司关联方获取报酬
秦毅	董事长	男	57	2021 年 10 月 21 日	2025 年 12 月 14 日	272,400	272,400	0		235.21	是
杨琨	董事	男	52	2021 年 10 月 21 日	2025 年 12 月 14 日	127,500	127,500	0		315.67	否
	总经理			2021 年 8 月 26 日	2025 年 12 月 14 日						
康剑	董事	男	40	2021 年 10 月 21 日	2025 年 12 月 14 日	0	0	0		0	是
王辉	董事	男	40	2022 年 12 月 15 日	2025 年 12 月 14 日	2,700	0	-2,700	被聘任为董事前通过二级市场卖出	0	是
胡仁昱	独立董事	男	58	2021 年 4 月 22 日	2025 年 12 月 14 日	0	0	0		9.375	否
陈丽洁	独立董事	女	68	2021 年 4 月 22 日	2025 年 12 月 14 日	0	0	0		9.375	否
张兴	独立董事	男	57	2021 年 10 月 21 日	2025 年 12 月 14 日	0	0	0		9.375	否
许海东	监事会主席	男	52	2021 年 10 月 21 日	2025 年 12 月 14 日	0	0	0		0	是
邓红兵	监事	男	35	2021 年 10 月 21 日	2025 年 12 月 14 日	0	0	0		0	是
高源	职工监事	女	42	2022 年 12 月 15 日	2025 年 12 月 14 日	6,000	0	-6,000	被聘任为职工监事前通过二级市场卖出	0	否
佟小丽	财务总监	女	44	2016 年 12 月 16 日	2025 年 12 月 14 日	193,500	193,500	0		174.13	否
周承捷	董事会秘书	男	58	2013 年 3 月 29 日	2025 年 12 月 14 日	204,300	204,300	0		171.24	否

闫世锋	副总经理	男	45	2022 年 12 月 15 日	2025 年 12 月 14 日	144,700	126,700	-18,000	被聘任为副总经理前通过二级市场卖出	0	否
刘骏（离任）	董事	男	44	2021 年 4 月 22 日	2022 年 12 月 14 日	0	0	0		0	是
陈铭（离任）	职工监事董事	男	53	2016 年 12 月 16 日	2022 年 12 月 14 日	0	0	0		54.83	否
合计	/	/	/	/	/	951,100	924,400	-26,700	/	979.205	/

姓名	主要工作经历
秦毅	1965 年 10 月出生，大学本科，教授级高级工程师。曾任无锡华晶公司双极设计所设计工程师、双极六分厂技术副厂长、双极设计所常务副所长，无锡华晶东芝半导体合资公司制造课长、技术课长，华越微电子有限公司销售部经理，绍兴芯谷科技有限公司总经理，上海贝岭股份有限公司运营总监、技术中心总经理、副总经理、代理总经理、总经理，香港海华有限公司董事/董事长，Solantro Semiconductor Corp.董事，上海岭芯微电子有限公司董事长，深圳锐能微科技有限公司执行董事，南京微盟电子有限公司执行董事。现任华大半导体有限公司副总经理，北京确安科技股份有限公司董事长，中电化合物半导体有限公司董事长，小华半导体有限公司董事，上海贝岭股份有限公司董事长。
杨琨	1970 年 11 月出生，硕士研究生，高级工程师。曾任航天工业总公司五院 504 研究所工程师、测试中心主任助理，中兴通讯股份有限公司技术中心工程师、主任，中兴集成电路有限公司总经理，网泰金安有限公司总经理，南京微盟电子有限公司总经理，上海贝岭股份有限公司副总经理、上海岭芯微电子有限公司董事长。现任上海贝岭股份有限公司非独立董事、总经理，香港海华有限公司董事长，深圳锐能微科技有限公司执行董事，上海岭芯微电子有限公司执行董事、深圳市矽塔科技有限公司执行董事、南京微盟电子有限公司执行董事。
康剑	1982 年 3 月出生，博士研究生，教授级高级工程师、高级经济师。历任赛迪顾问股份有限公司高级咨询师、上海分公司副总经理、上海分公司总经理，华大半导体有限公司投资管理部专业经理、投资管理部部门主任。现任华大半导体有限公司投资总监兼投资管理部部门主任，中国电子集团（BVI）控股有限公司董事，中电华大国际有限公司董事，晶门半导体有限公司非执行董事，上海贝岭股份有限公司非独立董事。
王辉	1982 年 10 月出生，工学硕士、工商管理硕士。历任上海华虹 NEC 电子有限公司 Tapeout 工程师、AE 资深工程师、销售资深工程师、技术市场经理，上海华虹宏力半导体制造有限公司技术市场经理，灿芯半导体（上海）有限公司市场经理，华大半导体有限公司战略经理、发展规划部专业经理（主持工作），飞锃半导体（上海）有限公司董事。现任华大半导体有限公司发展规划部部门主任，晶门半导体有限公司董事，成都华微电子科技股份有限公司董事，上海贝岭股份有限公司非独立董事。
胡仁昱	1964 年 11 月出生，博士，教授。现任华东理工大学商学院会计系教授，会计信息化与财务决策研究中心主任，上海贝岭股份有限公司独立董事，上海韦尔半导体股份有限公司独立董事，香溢融通控股集团股份有限公司独立董事，源耀生物科技（盐城）股份有限公司独

	立董事。胡仁昱先生是财政部聘任的会计信息化委员会咨询专家，国标委会计信息化标准委员会委员，中国会计学会理事并任会计信息化专业委员会副主任，中国成本研究会理事，中国会计学会工科院校分会常务理事，华东地区 Mpacc 协作联盟秘书长，长三角研究生论坛秘书长，上海会计学会常务理事并兼学术委员会委员，上海会计学会会计信息化专业委员会主任，上海市成本研究会学术委员会副主任，徐汇区科技协会理事，财会信息技术研究会理事长。其在全国会计信息化研究领域颇有建树，开辟了会计学科新的学科生长点，是上海市会计信息化方向学术研究的领军人物。
陈丽洁	1954 年 10 月出生，法学博士。历任国务院法制局工交商事司处长、副司长，国家经贸委政策法规司副司长，国务院国资委政策法规局正局级巡视员，中国移动通信集团公司总法律顾问，中国铝业股份有限公司独立非执行董事。现任北京华大九天科技股份有限公司独立董事，中机寰宇认证检验股份有限公司独立董事，上海贝岭股份有限公司独立董事。
张兴	1965 年 8 月出生，博士研究生，教授。历任北京大学博士后、讲师、副教授、教授，香港科技大学访问学者，北京大学微电子学研究所副所长、常务副所长，北京大学信息科学技术学院常务副院长，北京大学软件与微电子学院常务副院长、院长。现任北京大学教授、信息与工程科学部副主任、软件与微电子学院法人代表，上海芯导电子科技股份有限公司独立董事，北京华卓精科科技股份有限公司独立董事，上海贝岭股份有限公司独立董事，北京屹唐集成电路产业发展基金会理事。
许海东	1970 年 4 月出生，博士研究生，高级经济师。历任中国人民银行珠海市中心支行监管二科副科长，珠海市国有资产经营管理局企业财务总监，中国电子财务有限责任公司副总经理，中国电子信息产业集团有限公司财务部副主任，中国长城科技集团股份有限公司总会计师。现任华大半导体有限公司总会计师，上海积塔半导体有限公司监事，上海先进半导体制造股份有限公司监事，中国电子华大科技有限公司董事会主席及非执行董事，中电智能卡有限责任公司董事长，上海贝岭股份有限公司监事会主席。
邓红兵	1987 年 10 月出生，大学本科，英国特许公认会计师、国际注册内部审计师。历任正大集团中国区高级审计员，立邦投资有限公司稽核主任，费森尤斯卡比华瑞制药有限公司审计主管，华大半导体有限公司审计部专业经理。现任华大半导体有限公司审计部部门主任，北京华大智宝电子系统有限公司监事，上海贝岭股份有限公司监事。
高源	1980 年 1 月出生，大学本科，工学文学双学士。曾工作于上海文广新闻传媒集团五星体育频道，汇付天下有限公司，中电通商融资租赁有限公司，现任上海贝岭股份有限公司综合管理部经理、职工监事。
佟小丽	1978 年 12 月出生，经济学硕士，注册会计师及注册管理师。曾任上海博科资讯有限公司 ERP 咨询，优特半导体（上海）有限公司会计，上海贝岭股份有限公司财务部财务主管兼财务分析、财务部经理助理、总经理助理兼财务部经理，上海贝岭微电子制造有限公司监事，南京微盟电子有限公司财务总监。现任上海贝岭股份有限公司财务总监，香港海华有限公司董事，上海岭芯微电子有限公司监事，深圳市锐能微科技有限公司财务总监，深圳市矽塔科技有限公司监事。
周承捷	1964 年 3 月出生，理学硕士，高级工程师。曾任上海锦江国际实业投资股份有限公司（原新锦江股份有限公司）发展管理部经理，上海华东电脑股份有限公司投资审计部经理、总经理助理，上海贝岭股份有限公司技术管理部总监助理、投资/技术管理部总监、业务发展部总监、董事会秘书兼董事会办公室（审计部）主任、第四届监事会职工监事，上海贝岭微电子制造有限公司监事，苏州同冠微电子有限公司董事，无锡新洁能股份有限公司董事，上海先进半导体制造股份有限公司监事，上海岭芯微电子有限公司董事，南京微盟电子有限公司监事、执行董事。现任上海贝岭股份有限公司董事会秘书兼董事会办公室（审计部）主任。
闫世锋	1977 年 6 月出生，理学硕士。曾任山西大学数学系教师，上海贝岭股份有限公司计划部计划员、市场/技术支持部助理经理、销售部区

	域销售经理（北京办事处）、市场/技术支持部经理助理、市场/技术支持部经理、销售部经理、总经理助理兼销售部经理、销售总监。现任上海贝岭股份有限公司副总经理。
刘骏	1978 年 4 月出生，大学本科。历任第九城市计算机技术咨询（上海）有限公司网站运营部经理、总裁办公室党务主任、公司党总支书记、工会副主席，上海联城足球俱乐部有限公司副总经理，上海电影股份有限公司综合行政部总监助理，华大半导体有限公司综合部部门经理，华大半导体有限公司人力资源部部门主任，Solantro Semiconductor Corp.董事，上海贝岭股份有限公司非独立董事。现任上海贝岭股份有限公司党委副书记、纪委书记。
陈铭	1969 年 4 月出生，博士，高级工程师。历任成都宏明电子实业总公司 603 车间助理工程师、车间主任，成都宏明电子实业总公司六分厂副厂长，上海贝岭股份有限公司硅片部工艺工程师、技术中心先进微电子器件事业部经理、技术中心功率器件设计经理、业务发展部项目管理经理、业务发展部副经理（主持工作）、职工监事。现任上海贝岭股份有限公司技术中心副总监。

其它情况说明

□适用 √不适用

(二) 现任及报告期内离任董事、监事和高级管理人员的任职情况

1. 在股东单位任职情况

√适用 □不适用

任职人员姓名	股东单位名称	在股东单位担任的职务	任期起始日期	任期终止日期
秦毅	华大半导体有限公司	副总经理	2021 年 8 月	
王辉	华大半导体有限公司	战略规划部主任	2020 年 7 月	
康剑	华大半导体有限公司	投资总监兼投资管理部部门主任	2022 年 4 月	
许海东	华大半导体有限公司	总会计师	2020 年 10 月	
邓红兵	华大半导体有限公司	审计部部门主任	2020 年 7 月	
刘骏	华大半导体有限公司	人力资源部部门主任	2021 年 3 月	2022 年 12 月
在股东单位任职情况的说明	无			

2. 在其他单位任职情况

√适用 □不适用

任职人员姓名	其他单位名称	在其他单位担任的职务	任期起始日期	任期终止日期
秦毅	北京确安科技股份有限公司	董事长	2021 年 9 月	
	中电化合物半导体有限公司	董事长	2021 年 9 月	
	小华半导体有限公司	董事	2021 年 11 月	
杨琨	南京微盟电子有限公司	执行董事	2022 年 6 月	
	香港海华有限公司	董事长	2021 年 9 月	
	深圳市锐能微科技有限公司	执行董事	2021 年 9 月	
	上海岭芯微电子有限公司	董事长	2021 年 11 月	2022 年 6 月
	上海岭芯微电子有限公司	执行董事	2022 年 6 月	
	深圳市矽塔科技有限公司	执行董事	2022 年 6 月	
康剑	中国电子集团（BVI）控股有限公司	董事	2020 年 1 月	
	中电华大国际有限公司	董事	2020 年 1 月	
	中电资本管理有限责任公司	董事	2020 年 1 月	2022 年 6 月
	晶门半导体有限公司	非执行董事	2021 年 11 月	
	中电鑫安源晟投资决策会成员	成员	2019 年 2 月	
王辉	飞锃半导体（上海）有限公司	董事	2020 年 4 月	
	晶门半导体有限公司	非执行董事/薪酬委员会委员	2021 年 4 月	
	成都华微电子科技股份有限公司	董事	2021 年 6 月	
	中电智能卡有限责任公司	董事	2022 年 10 月	
许海东	中电数据服务有限公司	董事	2018 年 11 月	2022 年 4 月
	上海积塔半导体有限公司	监事	2021 年 3 月	
	中国电子华大科技有限公	董事会主席及	2021 年 4 月	

	司	非执行董事		
	中国电子集团（BVI）控股有限公司	董事	2021 年 6 月	
	中电智能卡有限责任公司	董事长	2021 年 8 月	
	上海先进半导体制造股份邮箱公司	监事	2021 年 3 月	
邓红兵	南京集成电路设计服务产业创新中心有限公司	监事	2021 年 3 月	
	北京华大智宝电子系统有限公司	监事	2021 年 9 月	
佟小丽	香港海华有限公司	董事	2012 年 10 月	
	上海岭芯微电子有限公司	监事	2012 年 10 月	
	南京微盟电子有限公司	财务总监	2020 年 8 月	2022 年 6 月
	深圳市锐能微科技有限公司	财务总监	2021 年 12 月	
	深圳市矽塔科技有限公司	监事	2022 年 6 月	
周承捷	南京微盟电子有限公司	执行董事	2021 年 9 月	2022 年 6 月
刘骏	Solantro Semiconductor Corp.	董事	2021 年 8 月	2022 年 12 月
在其他单位任职情况的说明	无			

(三) 董事、监事、高级管理人员报酬情况

√适用 □不适用

董事、监事、高级管理人员报酬的决策程序	董事、独立董事、监事的报酬按照《公司章程》的有关规定，由股东大会决定。高级管理人员报酬按照公司《上海贝岭股份有限公司经营班子管理办法》由董事会提名与薪酬委员会考核审批决定。
董事、监事、高级管理人员报酬确定依据	高级管理人员按照董事会提名与薪酬委员会批准的方案执行；独立董事津贴按照公司股东大会审议批准的方案执行。
董事、监事和高级管理人员报酬的实际支付情况	在公司领取薪酬的高级管理人员 2022 年度绩效考核尚未结束，报告期内报酬包含 2021 年度绩效奖金，未包含 2022 年绩效奖金。
报告期末全体董事、监事和高级管理人员实际获得的报酬合计	报告期末全体董事、监事和高级管理人员实际获得报酬合计 979.205 万元（含税）。

(四) 公司董事、监事、高级管理人员变动情况

√适用 □不适用

姓名	担任的职务	变动情形	变动原因
刘骏	董事	离任	任期届满
陈铭	职工监事	离任	任期届满
王辉	董事	选举	因股东提名，经选举担任董事
高源	职工监事	选举	经职工代表大会选举担任职工监事
闫世锋	副总经理	聘任	经董事会聘任担任副总经理

(五) 近三年受证券监管机构处罚的情况说明

□适用 √不适用

(六) 其他

□适用 √不适用

五、 报告期内召开的董事会有关情况

会议届次	召开日期	会议决议
第八届董事会第十九次会议	2022 年 3 月 25 日	审议通过了如下议案：（一）《2021 年年度报告全文及摘要》（二）《2021 年度董事会工作报告（含独立董事 2021 年度述职报告）》（三）《董事会审计与风险控制委员会 2021 年度履职情况报告》（四）《2021 年经营总结及 2022 年经营计划》（五）《2021 年度财务决算报告》（六）《2021 年度利润分配的预案》（七）《关于 2021 年度日常关联交易执行和 2022 年度预计情况的预案》（八）《关于审核<中国电子财务有限责任公司风险评估报告>的议案》（九）《关于申请 2022 年度银行综合授信的议案》（十）《关于审议<关于上海贝岭现金购买资产业绩承诺实现情况说明的审核报告>的议案》（十一）《2021 年度内部控制评价报告》（十二）《2021 年度社会责任报告》（十三）《2021 年高管人员业绩考核结果与奖励金方案的报告》（十四）《关于调整独立董事津贴的预案》（十五）《关于调整首期及第二期限制性股票激励计划限制性股票回购价格的议案》（十六）《关于回购注销部分激励对象已获授但尚未解除限售的限制性股票的议案》（十七）《关于首期限制性股票激励计划预留授予部分第一个解除限售期解除限售条件成就的议案》（十八）《关于修订<公司章程>并办理工商变更的的议案》（十九）《关于择机出售无锡新洁能股份有限公司股票资产的议案》（二十）《关于收购深圳市矽塔科技有限公司 100%股权的议案》（二十一）《关于收购控股子公司上海岭芯微电子有限公司少数股东权益的议案》（二十二）《关于召开 2021 年年度股东大会的通知》。
第八届董事会第二十次会议	2022 年 4 月 21 日	审议通过了如下议案：（一）《2022 年第一季度报告》（二）《关于香港海华有限公司减少注册资本的议案》。
第八届董事会第二十一次会议	2022 年 6 月 14 日	审议通过了如下议案：（一）《关于修订<对外担保管理制度>的议案》（二）《关于修订<董事会审计与风险控制委员会工作细则>的议案》（三）《关于修订<董事会战略与投资管理委员会工作细则>的议案》（四）《关于修订<董事会提名与薪酬委员会工作细则>的议案》（五）《关于修订<投资者关系管理制度>的议案》（六）《关于首期限制性股票激励计划首次授予部分第二个解除限售期解除限售的议案》。
第八届董事会第二十二次会议	2022 年 8 月 19 日	审议通过了如下议案：（一）《2022 年半年度报告全文及摘要》（二）《关于审核<中国电子财务有限责任公司风险评估报告>的议案》（三）《关于首期限制性股票激励计划预留授予部分第二个解除限售期公司业绩考核条件达成的议案》（四）《关于首期限制性股票激励计划第三个解除限售期公司业绩考核条件达成的议案》（五）《关于第二期限制性股票激励计划第一个解除限售期公司业绩考核条件达成的议案》。
第八届董事会第二十三次会议	2022 年 10 月 24 日	审议通过了如下议案：（一）《2022 年第三季度报告》。
第八届董事会第二十四次会议	2022 年 11 月 25 日	审议通过了如下议案：（一）《关于选举第九届董事会非独立董事的预案》（二）《关于选举第九届董事会独立董事的预案》（三）《关于续聘会计师事务所的预案》（四）《关于修订<公司章程>并办理工商变更的预案》（五）《关于修订<董事会议事规则>的

		预案》（六）《关于修订<股东大会议事规则>的预案》（七）《关于修订<募集资金管理制度>的预案》（八）《关于修订<独立董事工作制度>的预案》（九）《关于召开 2022 年第一次临时股东大会的通知》。
第九届董事会第一次会议	2022 年 12 月 15 日	审议通过了如下议案：（一）《关于选举第九届董事会董事长的议案》（二）《关于公司第九届董事会专门委员会委员人选的议案》（三）《关于聘任公司总经理、董事会秘书的议案》（四）《关于聘任公司财务总监、副总经理的议案》（五）《关于聘任公司证券事务代表的议案》（六）《关于修订<信息披露管理制度>的议案》（七）《关于修订<内幕信息知情人管理制度>的议案》。

六、董事履行职责情况

(一) 董事参加董事会和股东大会的情况

董事姓名	是否独立董事	参加董事会情况						参加股东大会情况
		本年应参加董事会次数	亲自出席次数	以通讯方式参加次数	委托出席次数	缺席次数	是否连续两次未亲自参加会议	出席股东大会的次数
秦毅	否	7	7	3	0	0	否	2
杨琨	否	7	7	3	0	0	否	2
康剑	否	7	7	5	0	0	否	2
王辉	否	1	1	0	0	0	否	0
胡仁昱	是	7	7	3	0	0	否	2
陈丽洁	是	7	7	7	0	0	否	2
张兴	是	7	7	7	0	0	否	2
刘骏	否	6	6	2	0	0	否	2

连续两次未亲自出席董事会会议的说明
□适用 √不适用

年内召开董事会会议次数	7
其中：现场会议次数	0
通讯方式召开会议次数	2
现场结合通讯方式召开会议次数	5

(二) 董事对公司有关事项提出异议的情况

□适用 √不适用

(三) 其他

□适用 √不适用

七、董事会下设专门委员会情况

√适用 □不适用

(1). 董事会下设专门委员会成员情况

专门委员会类别	成员姓名
审计委员会	胡仁昱（召集人）、陈丽洁、王辉
提名委员会	张兴先生（召集人）、胡仁昱、秦毅

战略与投资管理委员会	秦毅（召集人）、杨琨、康剑、陈丽洁、张兴

注：

1、审计委员会即公司审计与风险控制委员会，提名委员会即公司提名与薪酬委员会。

2、2022 年 12 月 15 日第九届董事会第一次会议，审计与风险控制委员会人选从胡仁昱先生（召集人）、陈丽洁女士、刘骏先生调整为胡仁昱先生（召集人）、陈丽洁女士、王辉先生。

(2). 报告期内审计与风险控制委员会召开 7 次会议

召开日期	会议内容	重要意见和建议	其他履行职责情况
2022 年 3 月 25 日	第八届董事会审计与风险控制委员会第十次会议，审议通过了《2021 年年度报告全文及摘要》《董事会审计与风险控制委员会 2021 年度履职情况报告》《2021 年度内部控制评价报告》《2021 年度财务决算报告》《2021 年度利润分配的预案》《关于 2021 年度日常关联交易执行和 2022 年度预计情况的预案》《关于审核<中国电子财务有限责任公司风险评估报告>的议案》《关于申请 2022 年度银行综合授信的议案》《关于审议<关于上海贝岭现金购买资产业绩承诺实现情况说明的审核报告>的议案》。	审议通过了《2021 年年度报告全文及摘要》等 9 项。意见如下：一、有关中审众环通报事项，希望公司对管理建议书提出的建议进行认真的整改和落实。二、审议《公司 2021 年度决算报告》及相关经营工作的意见 1、2021 年度公司总体经营情况良好。公司要进一步提升盈利能力，对如何有效利用好公司的现金资产和金融资产，需做好中长期规划，把公司的主营业务进一步做大做强。2、在毛利率、研发投入比例等方面对标 IC 行业优秀设计公司，持续产品转型升级，在重点领域加大研发投入，提升公司的盈利能力和持续发展的能力。3、要高度关注收购企业的内控工作的建立和运行，加强财务管控。4、要不断加强对应收账款的梳理和催收以及信用审批工作。5、2021 年度分红比例，要向投资者充分说明。6、内审工作要重视制度建设、业务程序合规性等工作，对新并购企业、新员工都要进行规范化的教育，内审部门进行协同。7、公司应认真研究中审众环提交的 2021 年度《管理建设书》，对所提出的建议进行认真的整改和落实。	听取了公司《2021 年度财务报告审计结果沟通》《上海贝岭 2021 年年度审计报告》《上海贝岭控股股东及其他关联方占用资金情况的专项说明》《2021 年度公司“五位一体”工作总结及 2022 年度工作计划》《2021 年审计工作总结及 2022 年审计工作计划的报告》。
2022 年 4 月 21 日	第八届董事会审计与风险控制委员会第十一次会议，审议通过了《2022 年第一季度报告》。		
2022 年 6 月 14 日	第八届董事会审计与风险控制委员会第十二次会议，审议通过了《关于修订<对外担保管理制度>的议案》		
2022 年 8 月 19 日	第八届董事会审计与风险控制委员会第十三次	审议通过了《2022 年半年度报告全文及摘要》《关于审核<中	听取了《2022 年半年度财务报告》《2022 年上半

	会议，审议通过了《2022 年半年度报告全文及摘要》《关于审核<中国电子财务有限责任公司风险评估报告>的议案》。	国电子财务有限责任公司风险评估报告>的议案》。意见如下：（一）同意将《2022 年半年度报告全文及摘要》《关于审核<中国电子财务有限责任公司风险评估报告>的议案》提交董事会审议。（二）有关公司上半年经营管理工作 1、2022 年上半年公司经营总体正常，主业经营增速存在一定差距。2、电源管理等业务受到消费类市场下滑影响较大，要加快向工控、车规市场的转型，加强在行业标杆客户的导入。EEPROM 存储业务加大电表、家电、空调和汽车电子等市场的拓展力度。3、要进一步调整公司资产结构。4、逾期应收账款、呆滞存货需注意及时催收、消化，注意控制库存风险。5、关注相关金融资产抛售工作。（三）对公司审计部所做的《2022 年上半年审计工作汇报》表示认可。（四）同意公司法务部所做的《2022 年上半年度公司五位一体工作总结及 2022 年下半年度工作计划》报告。	年审计工作汇报》《2022 年上半年度公司五位一体工作总结及 2022 年下半年度工作计划》。
2022 年 10 月 24 日	第八届董事会审计与风险控制委员会第十四次会议，审议通过了《2022 第三季度报告》。		
2022 年 11 月 25 日	第八届董事会审计与风险控制委员会第十五次会议，审议通过了《关于续聘会计师事务所的预案》。	审议通过了《关于续聘会计师事务所的预案》一项议案。意见如下：中审众环会计师事务所（特殊普通合伙）具有上市公司审计工作的丰富经验，2021 年度年审过程中，年审注册会计师严格按照相关法律法规执业，重视了解公司经营情况，了解公司财务管理制度及相关内控制度，及时与董事会审计与风险控制委员会、独立董事、公司高级管理人员进行沟通，较好地完成了 2021 年度报告的审计工作。提议续聘中审众环会计师事务所（特殊普通合伙）为公司 2022 年度的财务报告审计和内部控制审计机构，聘期一年。	

2022 年 12 月 15 日	第九届董事会审计与风险控制委员会第一次会议，审议通过了《上海贝岭 2023 年预算框架汇报》。		

(3). 报告期内战略与投资管理委员会召开 2 次会议

召开日期	会议内容	重要意见和建议	其他履行职责情况
2022 年 3 月 25 日	第八届董事会战略与投资管理委员会第三次会议，审议通过了《关于收购深圳市矽塔科技有限公司 100%股权的议案》《关于收购控股子公司上海岭芯微电子有限公司少数股东权益的议案》。		听取了《关于在成都、西安设立全资子公司的报告》。
2022 年 12 月 15 日	第九届董事会战略与投资管理委员会第一次会议，审议通过了《上海贝岭三年滚动规划（2023-2025 年）》。		

(4). 报告期内提名与薪酬委员会召开 7 次会议

召开日期	会议内容	重要意见和建议	其他履行职责情况
2022 年 3 月 25 日	第八届董事会提名与薪酬委员会第九次会议，审议通过了《2021 年度公司经营业绩考核报告》《2022 年度公司经营目标任务书提案》《2022 年度领导班子成员薪酬调整提案》《关于调整独立董事津贴的预案》《关于调整首期及第二期限制性股票激励计划限制性股票回购价格的议案》《关于回购注销部分激励对象已获授但尚未解除限售的限制性股票的议案》《关于首期限制性股票激励计划预留授予部分第一个解除限售期解除限售条件成就的议案》。	审议通过了《2021 年度公司经营业绩考核报告》《2022 年度公司经营目标任务书提案》《2022 年度领导班子成员薪酬调整提案》《关于调整独立董事津贴的预案》《关于调整首期及第二期限制性股票激励计划限制性股票回购价格的议案》《关于回购注销部分激励对象已获授但尚未解除限售的限制性股票的议案》《关于首期限制性股票激励计划预留授予部分第一个解除限售期解除限售条件成就的议案》。意见如下：同意 2021 年度公司业绩目标完成情况、经营管理层个人绩效和绩效年薪建议；同意 2022 年度公司经营目标任务书；同意 2022 年度领导班子成员薪酬调整方案；同意从 2022 年 4 月份起调整独立董事津贴，从原来的 7.5 万元/年（税前）调整至 10 万元/年（税前），同意提交公司 2021 年年度股东大会审议；同意《首期限制性股票激励计划》首次授予部分的限制性股票回购价格由 4.735 元/股调整为 4.605 元/股，预留授予部分的限制性股票回购价格由 9.93 元/股调整为 9.80 元/股；《第二期限制性股票激励计划》限制性股票回购价格由 7.51 元/股调整为 7.38 元/股；同意公司本次回购注销的限制性股票数量合计为 636,881 股；同意根据公司 2019 年业绩情	

		况，《上海贝岭股份有限公司首期限制性股票激励计划》设定的预留授予部分限制性股票第一个解除限售期解除限售条件已经达成。	
2022 年 6 月 14 日	第八届董事会提名与薪酬委员会第十次会议，审议通过了《关于首期限制性股票激励计划首次授予部分第二个解除限售期解除限售的议案》《关于修订<工资总额管理办法>的议案》。	审议通过了《关于首期限制性股票激励计划首次授予部分第二个解除限售期解除限售的议案》。意见如下：经核查，公司和激励对象均未发生限制性股票不得解除限售的情况，公司 2020 年度经营业绩达到首期限制性股票激励计划规定的第二个解除限售期的解除限售业绩条件，结合激励对象个人业绩考核条件，本次符合解除限售条件的激励对象共 81 人，解除限售的限制性股票为 1,147,096 股。同意《关于首期限制性股票激励计划首次授予部分第二个解除限售期解除限售的议案》，同意公司为符合解除限售条件的 81 名激励对象持有的 1,147,096 股限制性股票办理解除限售相关事宜；同意修订的《工资总额管理办法》。	
2022 年 6 月 22 日	第八届董事会提名与薪酬委员会第十一次会议，审议通过了《上海贝岭股份有限公司 2021 年度成长性奖励发放报告》。	审议通过了《上海贝岭股份有限公司 2021 年度成长性奖励发放报告》。	
2022 年 8 月 19 日	第八届董事会提名与薪酬委员会第十二次会议，审议通过了《关于首期限制性股票激励计划预留授予部分第二个解除限售期公司业绩考核条件达成的议案》《关于首期限制性股票激励计划第三个解除限售期公司业绩考核条件达成的议案》《关于第二期限制性股票激励计划第一个解除限售期公司业绩考核条件达成的议案》。	审议通过了《关于首期限制性股票激励计划预留授予部分第二个解除限售期公司业绩考核条件达成的议案》《关于首期限制性股票激励计划第三个解除限售期公司业绩考核条件达成的议案》《关于第二期限制性股票激励计划第一个解除限售期公司业绩考核条件达成的议案》。意见如下：同意公司首期限制性股票激励计划预留授予部分第二个解除限售期公司业绩考核条件已经达成；同意公司首期限制性股票激励计划第三个解除限售期公司业绩考核条件已经达成；同意公司第二期限制性股票激励计划第一个解除限售期公司业绩考核条件已经达成。	
2022 年 11 月 4 日	第八届董事会提名与薪酬委员会第十三次会议，审议通过了《关于选举第九届董事会非独立董事的预案》《关于选举第九届董事会独立董事的预案》。	审议通过了《关于选举第九届董事会非独立董事的预案》《关于选举第九届董事会独立董事的预案》。意见如下：经审阅第九届董事会非独立董事候选人秦毅先生、杨琨先生、康剑先生和王辉先生的履历等材料，秦毅先生、杨琨先生、康剑先生和王辉先生符合担任上市公司非独立董事的条件，同意提交董事会审议；经审阅第九届董事会独立董事候选人胡仁昱先生、陈丽洁女士、张兴先生的履历等材料，胡仁昱先生、陈丽洁女士、张兴先生符合担任上市公司独立董事的条件，同意提交董事会审议。	

2022 年 12 月 15 日	第九届董事会提名与薪酬委员会第一次会议，审议通过了《关于聘任公司总经理、董事会秘书的议案》《关于聘任公司财务总监、副总经理的议案》。	审议通过了《关于聘任公司总经理、董事会秘书的议案》《关于聘任公司财务总监、副总经理的议案》。意见如下：经审阅总经理候选人杨琨先生的履历等材料，认为杨琨先生具备担任公司总经理的资格和能力，同意提交董事会审议。经审阅董事会秘书候选人周承捷先生的履历等材料，认为周承捷先生具备担任公司董事会秘书的资格和能力，同意提交董事会审议。经审阅财务总监候选人佟小丽女士的履历等材料，认为佟小丽女士具备担任公司财务总监的资格和能力，同意提交董事会审议。经审阅副总经理候选人闫世锋先生的履历等材料，认为闫世锋先生具备担任公司副总经理的资格和能力，同意提交董事会审议。	

(5). 存在异议事项的具体情况

□适用 √不适用

八、监事会发现公司存在风险的说明

□适用 √不适用

监事会对报告期内的监督事项无异议。

九、报告期末母公司和主要子公司的员工情况

(一) 员工情况

母公司在职员工的数量	336
主要子公司在职员工的数量	260
在职员工的数量合计	596
母公司及主要子公司需承担费用的离退休职工人数	0
专业构成	
专业构成类别	专业构成人数
生产人员	0
销售人员	51
技术人员	368
财务人员	18
行政人员	22
职能协调	53
经营管理	40
运营人员	44
合计	596
教育程度	
教育程度类别	数量（人）
博士	4
硕士	133
本科	338
大专	105
中专及以下	16
合计	596

(二) 薪酬政策

√适用 □不适用

1、以遵循国家相关法律法规为前提，为员工提供相对公平、合理的劳动报酬，以最大程度发挥薪酬激励作用；

2、以市场化、公司经济效益和支付能力相结合的原则为导向，确定公司的薪酬水平；

3、以员工能力、工作绩效、经营业绩和市场薪酬水平为依据，将员工绩效与公司/部门绩效直接挂钩，注重激励高绩效员工；

4、将薪酬体系与公司中长期发展战略、业务目标相结合，制定有效的中长期激励政策，调动员工的积极性，增强公司核心竞争力。

(三) 培训计划

√适用 □不适用

公司将持续贯彻落实建设学习型企业，将培训资源进行整合与优化，进一步加强培训效果，增强员工工作绩效，提高公司的核心竞争力。通过培训计划的积极落实促进员工自身的发展，帮助员工打造规划其职业生涯，增强公司盈利能力，促进员工与公司的共同发展，更好地提升公司的向心力和凝聚力，营造企业良好学习氛围。

(四) 劳务外包情况

√适用 □不适用

劳务外包的工时总数	8,574 小时
劳务外包支付的报酬总额	405,398.37 元

十、 利润分配或资本公积金转增预案

(一) 现金分红政策的制定、执行或调整情况

√适用 □不适用

按照《公司章程》利润分配政策规定：公司可以采取现金或股票或二者相结合等方式分配利润。

2013 年 12 月 18 日，公司 2013 年第一次临时股东大会审议通过了该修改公司《章程》部分条款的议案，明确公司最近三年以现金方式累计分配的利润不少于该三年实现的年均可分配利润的百分之三十。

2022 年 3 月 25 日公司召开的第八届第十九次董事会审议通过 2021 年度利润分配方案：公司以截至 2021 年 12 月 31 日公司总股本为 712,815,314 股为基数（最终以 2021 年度利润分配实施公告确定的股权登记日当日的可参与分配的股本数量 712,178,433 为基数），向全体股东每 10 股派发现金红利 2.00 元（含税）。2022 年 4 月 21 日公司召开的 2021 年年度股东大会审议通过利润分配方案。2022 年 6 月 15 日公司发布《2021 年年度权益分派实施公告》，以 2022 年 6 月 20 日为股权登记日，6 月 21 日为除息日和现金红利发放日，公司通过中国证券登记结算有限责任公司上海分公司完成向社会股东发放现金红利，公司控股股东华大半导体有限公司所得红利由公司直接支付。

(二) 现金分红政策的专项说明

√适用 □不适用

是否符合公司章程的规定或股东大会决议的要求	√是 □否
分红标准和比例是否明确和清晰	√是 □否
相关的决策程序和机制是否完备	√是 □否
独立董事是否履职尽责并发挥了应有的作用	√是 □否
中小股东是否有充分表达意见和诉求的机会，其合法权益是否得到了充分保护	√是 □否

(三) 报告期内盈利且母公司可供股东分配利润为正，但未提出现金利润分配方案预案的，公司应当详细披露原因以及未分配利润的用途和使用计划

□适用 √不适用

(四) 本报告期利润分配及资本公积金转增股本情况

√适用 □不适用

单位:元币种:人民币

每 10 股送红股数（股）	0
每 10 股派息数（元）（含税）	2
每 10 股转增数（股）	0
现金分红金额（含税）	142,435,686.60
分红年度合并报表中归属于上市公司普通股股东的净利润	399,034,926.70
占合并报表中归属于上市公司普通股股东的净利润的比率（%）	35.70%
以现金方式回购股份计入现金分红的金额	
合计分红金额（含税）	142,435,686.60
合计分红金额占合并报表中归属于上市公司普通股股东的净利润的比率（%）	35.70%

十一、 公司股权激励计划、员工持股计划或其他员工激励措施的情况及其影响

（一） 相关激励事项已在临时公告披露且后续实施无进展或变化的

√适用 □不适用

事项概述	查询索引
上海贝岭关于首期限制性股票激励计划预留授予部分第一个解除限售期解除限售条件成就的公告	2022 年 3 月 29 日在《中国证券报》《上海证券报》和上海证券交易所网站（http://www.sse.com.cn）披露。公告编号为：临 2022-006。
上海贝岭关于回购注销部分激励对象已获授但尚未解除限售的限制性股票暨调整限制性股票回购价格的公告	2022 年 3 月 29 日在《中国证券报》《上海证券报》和上海证券交易所网站（http://www.sse.com.cn）披露。公告编号为：临 2022-007。
上海贝岭关于回购注销部分限制性股票减少注册资本暨通知债权人的公告	2022 年 3 月 29 日在《中国证券报》《上海证券报》和上海证券交易所网站（http://www.sse.com.cn）披露。公告编号为：临 2022-009。
上海贝岭关于首期限制性股票激励计划预留授予部分第一个解除限售期解除限售暨上市流通的提示性公告	2022 年 4 月 19 日在《中国证券报》《上海证券报》和上海证券交易所网站（http://www.sse.com.cn）披露。公告编号为：临 2022-016。
上海贝岭限制性股票激励计划回购注销实施公告	2022 年 6 月 2 日在《中国证券报》《上海证券报》和上海证券交易所网站（http://www.sse.com.cn）披露。公告编号为：临 2022-021。
上海贝岭关于首期限制性股票激励计划首次授予部分第二个限售期解除限售暨上市流通的提示性公告	2022 年 6 月 15 日在《中国证券报》《上海证券报》和上海证券交易所网站（http://www.sse.com.cn）披露。公告编号为：临 2022-024。
上海贝岭关于首期限制性股票激励计划预留授予部分第二个	2022 年 8 月 23 日在《中国证券报》《上海证券报》和上海证券交易所网站（http://www.sse.com.cn）披露。公告编号为：临 2022-032。

解除限售期业绩考核条件达成的公告	
上海贝岭关于首期限制性股票激励计划第三个解除限售期业绩考核条件达成的公告	2022 年 8 月 23 日在《中国证券报》《上海证券报》和上海证券交易所网站（http://www.sse.com.cn）披露。公告编号为：临 2022-033。
上海贝岭关于第二期限制性股票激励计划第一个解除限售期业绩考核条件达成的公告	2022 年 8 月 23 日在《中国证券报》《上海证券报》和上海证券交易所网站（http://www.sse.com.cn）披露。公告编号为：临 2022-034。

（二） 临时公告未披露或有后续进展的激励情况

股权激励情况
□适用 √不适用

其他说明
□适用 √不适用

员工持股计划情况
□适用 √不适用

其他激励措施
□适用 √不适用

（三） 董事、高级管理人员报告期内被授予的股权激励情况

□适用 √不适用

（四） 报告期内对高级管理人员的考评机制，以及激励机制的建立、实施情况

√适用 □不适用

公司董事会依据《上海贝岭股份有限公司经营班子管理办法》的规定，对年初所确定的经营目标任务和每位高管的业绩任务书完成情况进行了综合考评，依照考核的结果来确定高管人员的年度薪酬分配，并充分体现：付薪理念以岗位、能力和业绩为依据；高管人员收入水平与公司效益及员工收入水平相结合的原则；与公司发展战略相结合，防止短期行为，确保主营业务持续增长的原则；薪酬标准体现外部竞争性与内部公平性的原则；体现对高管人员收入“有奖有惩，奖惩对等”的原则。

十二、 报告期内的内部控制制度建设及实施情况

√适用 □不适用

为确保公司内部控制规范实施工作顺利开展，公司成立内部控制规范领导小组和工作小组，公司董事长、总经理分别担任内控建设领导小组和工作小组组长，董事会办公室受托进行内控体系建设日常管理，负责内控建设工作的组织、协调、指导和监督。公司本部和下属企业联动，干部和员工联动，保证了内部控制建设能够顺利、持续、有效地开展工作。报告期内，公司按照《上海贝岭内部控制手册》开展工作。公司设有内控评价小组，由公司内审部门牵头，负责公司内控评价。公司管理层根据内控评价发现的内控缺陷进行分析，制定相应纠正措施；各部门/控股子公司制定相应的整改方案，明确整改目标、内容、程序、时间、负责人，各相关部门组织落实各项整改措施；内控工作小组检查、监督整改方案的实施，根据对方案的实施过程和结果的监督，对控制措施的有效性、适宜性进行验证，提出改进建议，以确保内控目标的实现。2022 年度，公司已对上年度在内控评价中发现的两项内控缺陷（均为一般缺陷）进行了整改。2022 年度，公司内控管理体系接受中审众环会计师事务所（特殊普通合伙）内控审计 1 次，没有发现重大缺陷，总体评价是内部控制有效。

报告期内部控制存在重大缺陷情况的说明
□适用 √不适用

十三、 报告期内对子公司的管理控制情况

√适用 □不适用

上海贝岭对子公司直接委派董事或者执行董事和财务负责人，对子公司实施直接管理；财务核算、内控审计工作实施由公司统一管理；各子公司独立经营、独立核算，独立管理业务人员。各子公司治理结构较健全，治理体系权责界限清晰，内部组织架构变更须经子公司经营办公会通过，且须得到执行董事或者董事会的批准。同时，各子公司根据上海贝岭经营管理要求，制定和完善各项规章制度，明确岗位职责、汇报关系等内容。各子公司经营会议等重要决议的会议纪要，须由相关负责领导签字确认。各子公司财务专用章由该子公司财务负责人保管。上海贝岭对各子公司经营层都要求签署明确的年度经营管理责任目标书，并进行年度业绩考核，在年终时进行内控审计和外部第三方的年报审计。

报告期内新增的子公司矽塔科技情况：

1、矽塔科技核心团队拥有 10 多年数模混合 IC 设计经验，核心团队成员主要来自美国德州仪器公司，矽塔科技团队在产品定义、技术研发、方案整合等方面能力突出。本次收购完成后，将增强上海贝岭电机驱动芯片研发实力，丰富上海贝岭产品线。结合公司控股股东华大半导体有限公司旗下的 MCU、公司的电源管理芯片和 MOSFET 功率器件等产品业务，本次矽塔科技收购完成后，公司将能够为客户提供完整的电机控制驱动系统解决方案，完善公司 IC 产品业务生态链，并产生较好的业务协同效应。

2、矽塔科技的电机驱动、栅极驱动、霍尔传感芯片业务拓展了上海贝岭产品的覆盖领域，并具有较高的性能、可靠性和技术档次，可进入工控和汽车电子领域，强化上海贝岭在电源管理和功率器件领域的技术优势，解决若干核心部件的供应问题，服务国家战略，做大做强国产芯片。

3、矽塔科技运营情况较好，业绩增速较快，产品毛利率较高。矽塔科技市场渠道优异，随着其业务布局逐渐成熟，将提升上海贝岭营业收入能力和资产收益能力，提高公司股东投资回报率。

在并购、整合过程中，矽塔科技于 2022 年间陆续建立各项企业管理制度并创建 OA 流程，以加强其内控管理。其中，针对其已建立的《客户信用及应收账款管理办法》，公司年度报告审计机构中审众环年末审计发现并提出整改建议“截至 2022 年 12 月末，矽塔科技已开始收集客户相关资料及开展相关工作，但尚未完成最终信用评价、信用评分及签署授信协议，属于执行缺陷。”对此，后续解决计划：自 2023 年 2 月 1 日起参照《客户信用及应收账款管理办法》，试行矽塔科技客户应收及信用管理工作。具体包括：（1）对现有客户的财务情况、信用分析评分已基本完成，初始信用额度已结合评分情况给出建议。（2）对新客户账期与信用额度授予将严格按照管理办法执行。

十四、 内部控制审计报告的相关情况说明

√适用 □不适用

公司聘请了中审众环会计师事务所（特殊普通合伙）对公司 2022 内部控制的有效性进行了独立审计，并出具了标准无保留意见的内部控制审计报告。

是否披露内部控制审计报告：是

内部控制审计报告意见类型：标准的无保留意见

十五、 上市公司治理专项行动自查问题整改情况

不适用。

十六、 其他

□适用 √不适用

第五节 环境与社会责任

一、环境信息情况

是否建立环境保护相关机制	是
报告期内投入环保资金（单位：万元）	1

（一）属于环境保护部门公布的重点排污单位的公司及其主要子公司的环保情况说明

□适用 √不适用

（二）重点排污单位之外的公司环保情况说明

√适用 □不适用

1. 因环境问题受到行政处罚的情况

□适用 √不适用

2. 参照重点排污单位披露其他环境信息

√适用 □不适用

报告期内，公司为是集成电路设计企业，建有科技园区，公司业务以办公为主，无工业、化学实验室排放。公司为了解决生活污水排放标高问题，对生活污水排水管道请第三方专业污水处理公司进行了维护。公司的生活垃圾已进行干湿分类收集，与环卫公司签订了合同，统一清运。公司内的餐厅针对就餐人数多、厨余垃圾多等状况，建立了油水分离系统，确保达标排放，废油统一收集，交由政府相关部门清运处理。

3. 未披露其他环境信息的原因

√适用 □不适用

报告期内，公司为是集成电路设计企业，建有科技园区，公司业务以办公为主，无工业、化学实验室排放。公司为了解决生活污水排放标高问题，对生活污水排水管道请第三方专业污水处理公司进行了维护。公司的生活垃圾已进行干湿分类收集，与环卫公司签订了合同，统一清运。公司内的餐厅针对就餐人数多、厨余垃圾多等状况，建立了油水分离系统，确保达标排放，废油统一收集，交由政府相关部门清运处理。

（三）有利于保护生态、防治污染、履行环境责任的相关信息

√适用 □不适用

公司通过了 ISO14001 环境管理体系认证，建立了环境保护的管理制度，配备环境管理人员，确保环境管理体系的有效运行。公司对废水、噪声、油烟进行综合处理，并定期进行监测，确保满足地方环保标准的要求。

（四）在报告期内为减少其碳排放所采取的措施及效果

是否采取减碳措施	否
减少排放二氧化碳当量（单位：吨）	
减碳措施类型（如使用清洁能源发电、在生产过程中使用减碳技术、研发生产助于减碳的新产品等）	

具体说明

□适用 √不适用

二、社会责任工作情况

(一) 是否单独披露社会责任报告、可持续发展报告或 ESG 报告

√适用 □不适用

公司于 2023 年 3 月 28 日披露《2022 年度环境、社会及管治报告》，详细内容见上交所网站（http://www.sse.com.cn）。

(二) 社会责任工作具体情况

√适用 □不适用

对外捐赠、公益项目	数量/内容	情况说明
总投入（万元）	5	
其中：资金（万元）	5	
物资折款（万元）		
惠及人数（人）		

具体说明

√适用 □不适用

积极参与社会疫情防控工作，向所在虹梅街道捐赠资金。

三、巩固拓展脱贫攻坚成果、乡村振兴等工作具体情况

√适用 □不适用

扶贫及乡村振兴项目	数量/内容	情况说明
总投入（万元）	30	
其中：资金（万元）	30	
物资折款（万元）		
惠及人数（人）		
帮扶形式（如产业扶贫、就业扶贫、教育扶贫等）		

具体说明

√适用 □不适用

通过上级单位统一途径落实 2022 年度乡村振兴专项资金人民币 30 万元。

第六节　重要事项

一、承诺事项履行情况

(一)　公司实际控制人、股东、关联方、收购人以及公司等承诺相关方在报告期内或持续到报告期内的承诺事项

√适用 □不适用

承诺背景	承诺类型	承诺方	承诺内容	承诺时间及期限	是否有履行期限	是否及时严格履行	如未能及时履行应说明未完成履行的具体原因	如未能及时履行应说明下一步计划
与重大资产重组相关的承诺	解决同业竞争	亓蓉等 10 名原锐能微股东	承诺 1	2017 年 1 月 23 日	否	是		
与重大资产重组相关的承诺	解决关联交易	亓蓉等 10 名原锐能微股东	承诺 2	2017 年 1 月 23 日	否	是		
与重大资产重组相关的承诺	其他	亓蓉等 10 名原锐能微股东	承诺 3	2017 年 1 月 23 日	否	是		
与重大资产重组相关的承诺	其他	亓蓉等 10 名原锐能微股东	承诺 4	2017 年 1 月 23 日	否	是		
与重大资产重组相关的承诺	其他	亓蓉等 10 名原锐能微股东	承诺 5	2017 年 1 月 23 日	否	是		
与重大资产重组相关的承诺	其他	亓蓉等 10 名原锐能微股东	承诺 6	2017 年 1 月 23 日	否	是		
与重大资产重组相关的承诺	其他	亓蓉等 10 名原锐能微股东	承诺 7	2017 年 1 月 23 日	否	是		
与重大资产重组相关的承诺	其他	锐能微核心人员（陈强、吴晓立、苗书立、赵琮、刘凯、马晓丽、蒋大龙）	承诺 8	2017 年 1 月 23 日	否	是		
与重大资产重组相关的承诺	其他	中国电子信息集团有限公司	承诺 9	2017 年 1 月 23 日	否	是		

与重大资产重组相关的承诺	其他	中国电子信息集团有限公司	承诺 10	2017 年 1 月 23 日	否	是		
与重大资产重组相关的承诺	其他	中国电子信息集团有限公司	承诺 11	2017 年 1 月 23 日	否	是		
与重大资产重组相关的承诺	其他	中国电子信息集团有限公司	承诺 12	2017 年 1 月 23 日	否	是		
与重大资产重组相关的承诺	其他	中国电子信息集团有限公司	承诺 13	2017 年 1 月 23 日	否	是		
与重大资产重组相关的承诺	其他	中国电子信息集团有限公司	承诺 14	2017 年 1 月 23 日	否	是		
与重大资产重组相关的承诺	其他	华大半导体有限公司	承诺 15	2017 年 1 月 23 日	否	是		
与重大资产重组相关的承诺	其他	华大半导体有限公司	承诺 16	2017 年 1 月 23 日	否	是		
与重大资产重组相关的承诺	其他	华大半导体有限公司	承诺 17	2017 年 1 月 23 日	否	是		
与重大资产重组相关的承诺	其他	华大半导体有限公司	承诺 18	2017 年 1 月 23 日	否	是		
与重大资产重组相关的承诺	其他	华大半导体有限公司	承诺 19	2017 年 1 月 23 日	否	是		
与重大资产重组相关的承诺	其他	华大半导体有限公司	承诺 20	2017 年 1 月 23 日	否	是		
与重大资产重组相关的承诺	其他	上海贝岭股份有限公司	承诺 21	2017 年 1 月 23 日	否	是		
与重大资产重组相关的承诺	其他	上海贝岭股份有限公司	承诺 22	2017 年 1 月 23 日	否	是		
与重大资产重组相关的承诺	其他	上海贝岭股份有限公司	承诺 23	2017 年 1 月 23 日	否	是		

备注：

承诺 1：1、本次收购完成后，本人/本企业及本人/本企业控制的其他企业（如有）不会投资或新设任何与上市公司及其所控制的企业主要经营业务相同或类似的其他企业，也不会从事或促使本人/本企业所控制的企业从事任何对上市公司及其所控制的企业构成直接或间接同业竞争的业务或活动；2、

本次收购完成后，在本人/本企业持有上市公司股票期间，如本人/本企业或本人/本企业控制的其他企业（如有）获得的商业机会与上市公司及其所控制的企业主营业务发生同业竞争或可能发生同业竞争的，本人/本企业将立即通知上市公司，同时，本人/本企业及本人/本企业控制的其他企业（如有）将采取包括但不限于停止经营产生竞争的业务、将产生竞争的业务纳入上市公司或者转让给无关联关系第三方等方式，以避免与上市公司及其所控制的企业形成同业竞争或潜在同业竞争，确保上市公司及上市公司其他股东利益不受损害；3、如因本人/本企业违反上述承诺而给上市公司造成损失的，本人/本企业将赔偿上市公司由此遭受的一切损失。自相关损失认定之日起 30 个工作日内，本人/本企业承诺以现金方式支付上述损失。

承诺 2：1、本次收购完成前，本人/本企业及本人/本企业控制的企业（如有）与锐能微之间的交易（如有）定价公允、合理，决策程序合法、有效，不存在显失公平的关联交易；2、在本次收购完成后，本人/本企业及本人/本企业控制的企业（如有）将尽可能避免和减少与上市公司的关联交易，对于无法避免或确有合理理由进行的关联交易，本人/本企业及本人/本企业控制的企业（如有）将按照有关法律、法规、其他规范性文件以及上市公司章程等规定，依法履行相关内部决策批准程序并及时履行信息披露义务，保证关联交易定价公允、合理，保证不利用关联交易非法转移上市公司的资金、利润，亦不利用该类交易从事任何损害上市公司及其他股东合法权益的行为；3、如因本人/本企业违反上述承诺而给上市公司造成损失的，本人/本企业将赔偿上市公司由此遭受的一切损失。自相关损失认定之日起 30 个工作日内，本人/本企业承诺以现金方式支付上述损失。

承诺 3：关于保证上市公司独立性的承诺：本次收购完成前，锐能微在业务、资产、人员、财务、机构等方面与本人及本人控制的其他企业（如有）完全分开，锐能微的业务、资产、人员、财务和机构独立。本次收购完成后，本人/本企业及本人/本企业控制其他企业（如有）做到与上市公司在业务、资产、人员、财务、机构方面完全分开，不从事任何影响上市公司业务独立、资产独立、人员独立、财务独立、机构独立的行为，不损害上市公司及其他股东的利益，切实保障上市公司在业务、资产、人员、财务和机构等方面的独立性。

承诺 4：关于资产权属的承诺：1、截至本承诺函出具日，本人/本企业依法持有锐能微股份，对于本人/本企业所持该等股份，本人/本企业确认，本人/本企业已经依法履行对锐能微的出资义务，不存在任何虚假出资、抽逃出资等违反作为锐能微股东所应承担的义务及责任的行为，不存在可能影响锐能微合法存续的情况。2、本人/本企业持有的锐能微的股份均为本人/本企业实际合法拥有，本人/本企业所持的股份不存在质押、查封、冻结及其他形式或性质的担保或权利负担，不存在任何股份代持、除法定限售外的转让限制，亦不存在任何争议，并免受第三者追索。3、本人/本企业若违反上述承诺，将承担因此给上市公司造成的一切损失。

承诺 5：关于提供信息真实性、准确性和完整性的承诺：1、本人/本企业已向上市公司及为本次收购提供审计、评估、法律及财务顾问专业服务的中介机构提供了本人/本企业有关本次收购的相关信息和文件（包括但不限于原始书面材料、副本材料或口头证言等），本人/本企业保证：所提供的文件资料的副本或复印件与正本或原件一致，且该等文件资料的签字与印章都是真实的，该等文件的签署人已经合法授权并有效签署该文件；保证所提供信息和文件真实、准确和完整，不存在虚假记载、误导性陈述或者重大遗漏，并对所提供信息的真实性、准确性和完整性承担相应的法律责任。2、在参与本次收购期间，本人/本企业将依照相关法律、法规、规章、中国证监会和证券交易所的有关规定，及时向上市公司披露有关本次收购的信息，并保证该等信息的真实性、准确性和完整性，如因提供的信息存在虚假记载、误导性陈述或者重大遗漏，给上市公司或者投资者造成损失的，本人/本企业将依法承担赔偿责任。3、如本次收购所提供或披露的信息涉嫌虚假记载、误导性陈述或者重大遗漏，被司法机关立案侦查或者被中国证监会立案调查的，在形成调查结论以前，本人/本企业不转让在上市公司拥有权益的股份，并于收到立案稽查通知的两个交易日内将暂停转让的书面申请和股票账户提交上市公司董事会，由董事会代本人/本企业向证券交易所和登记结算公司申请锁定；未在两个交易日内提交锁定申请的，授权董事会核实后直接向证券交易所和登记结算公司报送本人/本企业的身份信息和账户信息并申请锁定；董事会未向证券交易所和登记结算公司报送本人/本企业的身份信息和账户信息的，授

权证券交易所和登记结算公司直接锁定相关股份。如调查结论发现存在违法违规情节，本人/本企业承诺锁定股份自愿用于相关投资者赔偿安排。4、如违反上述声明和承诺，本人/本企业愿意承担相应的法律责任。

承诺 6：关于不存在违法违规行为的承诺：1、本人/本企业最近五年未受过与证券市场相关的行政处罚、刑事处罚，没有涉及与经济纠纷有关的重大民事诉讼或者仲裁。2、本人/本企业符合作为上市公司非公开发行股票发行对象的条件，不存在法律、法规、规章或规范性文件规定的不得作为上市公司非公开发行股票发行对象的情形。3、本人/本企业不存在《上市公司收购管理办法》第 6 条规定的如下不得收购上市公司的情形：（1）负有数额较大债务，到期未清偿，且处于持续状态；（2）最近 3 年有重大违法行为或者涉嫌有重大违法行为；（3）最近 3 年有严重的证券市场失信行为；（4）存在《公司法》第一百四十六条规定的不得担任公司董事、监事、高级管理人员的情形；（5）法律、行政法规规定以及中国证监会认定的不得收购上市公司的其他情形。4、本人/本企业及本企业主要管理人员最近五年不存在未按期偿还大额债务、未履行承诺及被中国证监会采取行政监管措施或受到证券交易所纪律处分等情况。

承诺 7：关于不存在内幕交易行为的承诺：本人/本企业不存在泄露本次收购事宜的相关内幕信息及利用该内幕信息进行内幕交易的情形。本人/本企业若违反上述承诺，将承担因此而给上市公司造成的一切损失。

承诺 8：关于竞业限制的承诺：1、本次收购前，除锐能微外，本人及本人控制的其他企业（如有）不存在直接或间接经营与锐能微或上市公司相同或相似业务的情形。2、本次收购后，本人将继续在锐能微或上海贝岭任职，并严格履行本次收购中《发行股份及支付现金购买资产协议》约定的履职义务。3、本人承诺，本人自锐能微任职期间及离职后两年内，未经上海贝岭同意，不会在上海贝岭与锐能微以外，从事与上海贝岭及锐能微相同或类似的业务或通过直接或间接控制的其他经营主体从事该等业务；不会在其他与上海贝岭及锐能微有竞争关系的公司任职或者担任任何形式的顾问。本人违反前述不竞争承诺的，应当将其因违反承诺所获得经营利润、工资、报酬等全部收益上缴上海贝岭，前述赔偿仍不能弥补上海贝岭因此遭受的损失的，本人将赔偿上海贝岭遭受的损失。

承诺 9：关于保证上市公司独立性的承诺：本次重组完成前，上海贝岭在业务、资产、机构、人员、财务等方面与本公司及本公司控制的其他企业完全分开，上海贝岭的业务、资产、人员、财务和机构独立。本次重组不存在可能导致上海贝岭在业务、资产、机构、人员、财务等方面丧失独立性的潜在风险，本次重组完成后，作为上市公司实际控制人，本公司将继续保证上市公司在业务、资产、机构、人员、财务等方面的独立性。

承诺 10：关于避免同业竞争的承诺：本次重组前，本公司全资子公司华大半导体控制的南京微盟电子有限公司主营业务为电源管理电路的设计开发与销售，与上市公司部分业务存在相似，不排除存在同业竞争或潜在同业竞争关系。除此之外，本公司及本公司控制的其他企业不存在直接或间接经营与上市公司、锐能微相同或相似业务的情形。就避免同业竞争事宜，华大半导体已作出相应承诺，本公司进一步承诺：（1）在作为上海贝岭实际控制人期间，本公司将不在上海贝岭之外，直接或间接新增与上海贝岭主营业务相同、相似并构成竞争关系的业务；（2）凡是本公司获得的与上海贝岭主营业务相同、相似并构成竞争关系的商业机会或投资项目，该等商业机会均由上海贝岭优先享有；（3）本公司将促使华大半导体按照公平合理的原则，在最短的合理时间内依据法律、法规及规范性文件的规定，消除同业竞争问题。如因本公司违反上述承诺而给上海贝岭造成损失的，本公司将承担一切法律责任和后果。

承诺 11：关于规范和减少关联交易的承诺：在本次重组完成后，本公司及本公司控制的其他企业将尽可能避免和减少与上市公司的关联交易，对于无法避免或确有合理理由进行的关联交易，本公司及本公司控制的其他企业将按照有关法律、法规、其他规范性文件以及《上海贝岭股份有限公司章程》等的规定，依法履行相关内部决策批准程序并及时履行信息披露义务。若出现违反上述承诺而损害上市公司利益的情形，本公司将对因前述行为给上市公司造成的损失向上市公司进行赔偿。

承诺 12：关于提供信息真实性、准确性和完整性的声明与承诺：本公司已向上海贝岭及为本次重组提供审计、评估、法律及财务顾问专业服务的中介机构提供了本次重组事宜在现阶段所必需的、真实、准确、完整、有效的文件、资料或口头的陈述和说明，不存在任何隐瞒、虚假和重大遗漏之处；所提供的副本材料或复印件均与正本材料或原件是一致和相符的；所提供的文件、材料上的签署、印章是真实的，并已履行该等签署和盖章所需的法定程序、获得合法授权；所有陈述和说明的事实均与所发生的事实一致。根据本次重组的进程，本公司将依照法律、法规、规章、中国证监会和上海证券交易所的有关规定，及时提供相关信息和文件，并保证继续提供的信息和文件仍然符合真实、准确、完整、有效的要求。本公司承诺并保证本次重组所提供的信息和文件的真实性、准确性、完整性，保证不存在虚假记载、误导性陈述或者重大遗漏，并愿意承担个别和连带的法律责任。

承诺 13：关于立案调查暂停转让股份的承诺：如本次重组提供或披露的信息涉嫌虚假记载、误导性陈述或者重大遗漏，被司法机关立案侦查或者被中国证监会立案调查的，在形成调查结论以前，不转让其直接或间接在上海贝岭拥有或控制权益的股份，并于收到立案稽查通知的两个交易日内将暂停转让的书面申请和股票账户提交上海贝岭董事会（以下简称“董事会”），由董事会代其向上海证券交易所和中国证券登记结算有限公司申请锁定；未在两个交易日内提交锁定申请的，授权董事会核实后直接向交易所和中登公司报送本公司的身份信息和账户信息并申请锁定；董事会未向交易所和中登公司报送本公司的身份信息和账户信息的，授权交易所和中登公司直接锁定相关股份。如调查结论发现存在违法违规情节，本公司承诺锁定股份自愿用于相关投资者赔偿安排。

承诺 14：关于摊薄即期回报事项的承诺：本公司为上市公司上海贝岭股份有限公司的实际控制人，根据《国务院办公厅关于进一步加强资本市场中小投资者合法权益保护工作的意见》和《关于首发及再融资、重大资产重组摊薄即期回报有关事项的指导意见》的相关要求，就公司本次发行股份及支付现金购买资产并募集配套资金摊薄即期回报事项的填补回报措施能够得到切实履行作出如下承诺：1、不越权干预公司经营管理；2、不侵占公司利益。如本公司违反承诺给公司或者公司股东造成损失的，本公司将依法承担补偿责任。

承诺 15：关于保证上市公司独立性的承诺：本次重组完成前，上海贝岭在业务、资产、机构、人员、财务等方面与本公司及本公司控制的其他企业完全分开，上海贝岭的业务、资产、人员、财务和机构独立。本次重组不存在可能导致上海贝岭在业务、资产、机构、人员、财务等方面丧失独立性的潜在风险，本次重组完成后，作为上市公司控股股东，本公司将继续保证上市公司在业务、资产、机构、人员、财务等方面的独立性。

承诺 16：关于避免同业竞争的承诺：本公司控制的企业南京微盟电子有限公司主营业务为电源管理电路的设计开发与销售，与上市公司部分业务存在相似，不排除存在同业竞争或潜在同业竞争关系。除此之外，本公司及本公司控制的其他企业不存在直接或间接经营与上市公司、锐能微相同或相似业务的情形。本公司承诺：（1）在作为上海贝岭控股股东期间，本公司将不在上海贝岭之外，直接或间接新增与上海贝岭主营业务相同、相似并构成竞争关系的业务；（2）凡是本公司获得的与上海贝岭主营业务相同、相似并构成竞争关系的商业机会或投资项目，该等商业机会均由上海贝岭优先享有；（3）本公司将按照公平合理的原则，在最短的合理时间内依据法律、法规及规范性文件的规定，消除同业竞争问题。如因本公司违反上述承诺而给上海贝岭造成损失的，本公司将承担一切法律责任和后果。

承诺 17：关于规范和减少关联交易的承诺：在本次重组完成后，本公司及本公司控制的其他企业将尽可能避免和减少与上市公司的关联交易，对于无法避免或确有合理理由进行的关联交易，本公司及本公司控制的其他企业将按照有关法律、法规、其他规范性文件以及《上海贝岭股份有限公司章程》等的规定，依法履行相关内部决策批准程序并及时履行信息披露义务。若出现违反上述承诺而损害上市公司利益的情形，本公司将对因前述行为给上市公司造成的损失向上市公司进行赔偿。

承诺 18：关于提供信息真实性、准确性和完整性的声明与承诺：本公司已向上海贝岭及为本次重组提供审计、评估、法律及财务顾问专业服务的中介机构提供了本次重组事宜在现阶段所必需的、真实、准确、完整、有效的文件、资料或口头的陈述和说明，不存在任何隐瞒、虚假和重大遗漏之处；

所提供的副本材料或复印件均与正本材料或原件是一致和相符的；所提供的文件、材料上的签署、印章是真实的，并已履行该等签署和盖章所需的法定程序、获得合法授权；所有陈述和说明的事实均与所发生的事实一致。根据本次重组的进程，本公司将依照法律、法规、规章、中国证监会和上海证券交易所的有关规定，及时提供相关信息和文件，并保证继续提供的信息和文件仍然符合真实、准确、完整、有效的要求。本公司承诺并保证本次重组所提供的信息和文件的真实性、准确性、完整性，保证不存在虚假记载、误导性陈述或者重大遗漏，并愿意承担个别和连带的法律责任。

承诺 19：关于立案调查暂停转让股份的承诺：如本次重组提供或披露的信息涉嫌虚假记载、误导性陈述或者重大遗漏，被司法机关立案侦查或者被中国证监会立案调查的，在形成调查结论以前，不转让在上海贝岭拥有或控制权益的股份，并于收到立案稽查通知的两个交易日内将暂停转让的书面申请和股票账户提交上海贝岭董事会（以下简称“董事会”），由董事会代其向上海证券交易所（以下简称“交易所”）和中国证券登记结算有限公司申请锁定；未在两个交易日内提交锁定申请的，授权董事会核实后直接向交易所和中登公司报送本公司的身份信息和账户信息并申请锁定；董事会未向交易所和中登公司报送本公司的身份信息和账户信息的，授权交易所和中登公司直接锁定相关股份。如调查结论发现存在违法违规情节，本公司承诺锁定股份自愿用于相关投资者赔偿安排。

承诺 20：关于摊薄即期回报事项的承诺：本公司为上市公司上海贝岭股份有限公司（以下简称“公司”）的控股股东，根据《国务院办公厅关于进一步加强资本市场中小投资者合法权益保护工作的意见》和《关于首发及再融资、重大资产重组摊薄即期回报有关事项的指导意见》的相关要求，就公司本次发行股份及支付现金购买资产并募集配套资金摊薄即期回报事项的填补回报措施能够得到切实履行作出如下承诺：1、不越权干预公司经营管理；2、不侵占公司利益。如本公司违反承诺给公司或者公司股东造成损失的，本公司将依法承担补偿责任。

承诺 21：关于提供资料真实准确完整的承诺：本公司承诺在本次重组过程中所提供的信息真实、准确和完整，不存在虚假记载、误导性陈述或者重大遗漏，并对所提供信息的真实性、准确性和完整性承担相应的法律责任。

承诺 22：关于不存在《非上市公众公司收购管理办法》第六条规定的情形的承诺：上海贝岭承诺不存在以下情形：1、收购人负有数额较大债务，到期未清偿，且处于持续状态；2、收购人最近两年有重大违法行为或者涉嫌有重大违法行为；3、收购人最近两年有严重的证券市场失信行为；4、法律、行政法规规定以及中国证监会认定的不得收购公众公司的其他情形。因此，上海贝岭不存在《非上市公众公司收购管理办法》第六条规定的情形及法律法规禁止收购公众公司的情形，具备收购公众公司的主体资格。

承诺 23：关于公司符合非公开发行股票条件的承诺：本公司承诺本公司不存在《上市公司证券发行管理办法》第三十九条规定的不得非公开发行股票的以下情形：（1）本次发行申请文件有虚假记载、误导性陈述或者重大遗漏；（2）上市公司的权益被控股股东或实际控制人严重损害且尚未消除；（3）上市公司及其附属公司违规对外提供担保且尚未解除；（4）现任董事、高级管理人员最近三十六个月内受到过中国证监会的行政处罚，或者最近十二个月内受到过证券交易所公开谴责；（5）上市公司或其现任董事、高级管理人员因涉嫌犯罪正被司法机关立案侦查或涉嫌违法违规正被中国证监会立案调查；（6）最近一年及一期财务报表被注册会计师出具保留意见、否定意见或无法表示意见的审计报告。保留意见、否定意见或无法表示意见所涉及事项的重大影响已经消除或者本次发行涉及重大重组的除外；（7）严重损害投资者合法权益和社会公共利益的其他情形。

(二) 公司资产或项目存在盈利预测，且报告期仍处在盈利预测期间，公司就资产或项目是否达到原盈利预测及其原因作出说明

√已达到 □未达到 □不适用

根据《关于深圳市矽塔科技有限公司之股权转让协议》相关条款，业绩承诺股东承诺：标的公司 2022-2024 年度累计经审计净利润（扣除非经常性损益）不低于人民币 9,000 万元。

公司聘请中审众环会计师事务所（特殊普通合伙）对业绩承诺实现进行了专项审核，中审众环于 2023 年 3 月出具了《关于上海贝岭股份有限公司现金购买资产业绩承诺实现情况说明的审核报告》（众环专字（2023）0201200 号）：深圳矽塔 2022 年累计实现净利润人民币 2,396.43 万元，扣除非经常性损益后的累计净利润为人民币 2,268.44 万元。

(三) 业绩承诺的完成情况及其对商誉减值测试的影响

□适用 √不适用

二、报告期内控股股东及其他关联方非经营性占用资金情况

□适用 √不适用

三、违规担保情况

□适用 √不适用

四、公司董事会对会计师事务所“非标准意见审计报告”的说明

□适用 √不适用

五、公司对会计政策、会计估计变更或重大会计差错更正原因和影响的分析说明

（一）公司对会计政策、会计估计变更原因及影响的分析说明

□适用 √不适用

（二）公司对重大会计差错更正原因及影响的分析说明

□适用 √不适用

（三）与前任会计师事务所进行的沟通情况

□适用 √不适用

（四）其他说明

□适用 √不适用

六、聘任、解聘会计师事务所情况

单位：万元币种：人民币

	现聘任
境内会计师事务所名称	中审众环会计师事务所（特殊普通合伙）
境内会计师事务所报酬	95
境内会计师事务所审计年限	4
境内会计师事务所注册会计师姓名	侯书涛、孟凡宁
境内会计师事务所注册会计师审计服务的连续年限	侯书涛 4 年，孟凡宁 1 年

	名称	报酬
内部控制审计会计师事务所	中审众环会计师事务所（特殊普通合伙）	15

聘任、解聘会计师事务所的情况说明

√适用 □不适用

2022 年 11 月 25 日，公司召开了第八届董事会第二十四次会议，2022 年 12 月 15 日，公司召开了 2022 年第一次临时股东大会，审议通过了《关于续聘会计师事务所的预案》，公司续聘 2022 年度财务及内控报告审计机构为中审众环会计师事务所（特殊普通合伙），详情请见公司 2022 年 11 月 26 日《续聘会计师事务所的公告》（临 2022-043）。

审计期间改聘会计师事务所的情况说明

□适用 √不适用

七、面临退市风险的情况

(一) 导致退市风险警示的原因

□适用 √不适用

(二) 公司拟采取的应对措施

□适用 √不适用

(三)面临终止上市的情况和原因

□适用 √不适用

八、破产重整相关事项

□适用 √不适用

九、重大诉讼、仲裁事项

√本年度公司有重大诉讼、仲裁事项 □本年度公司无重大诉讼、仲裁事项

(一) 诉讼、仲裁事项已在临时公告披露且无后续进展的

√适用 □不适用

事项概述及类型	查询索引		
证券交易结算资金诉讼事项：2003 年 12 月，上海贝岭在健桥证券股份有限公司开立账户并存入交易结算资金 5,000 万元。2004 年 9 月，上海贝岭发现健桥证券盗用了该结算资金。经交涉，健桥证券返还了 110 万元，但不再支付余额。经过一审、二审，法院判决健桥证券偿还上海贝岭证券交易结算资金 4,890 万元及相关法定孳息、逾期付款违约金的法律文书已生效。2007 年 4 月，健桥证券因经营不善，进入破产程序。上海贝岭作为其债权人，参与破产财产分配。2018 年 5 月 23 日收到分配款 1,138,929.57 元，截至 2018 年 12 月 19 日，贝岭公司累计收到执行款 1,955.12 万元。2018 年底合并破产议案已通过，并提交陕西省中级人民法院。2019 年度分配款到账 1,518,572.76 元。2020 年无新进展。2021 年 1 月 20 日分配款 95,906.90 元到账。截至 2021 年 12 月累计分配到款 2,116.56 万元。2022 年 3 月 14 日收到健桥证券破产分配款 462,270.92，2022 年 8 月 23 日，收到分配款 104,492.04 元。公司累计收到健桥公司破产清算组支付的清偿款人民币 21,735,397.86 元，该案件破产财产分配方案已经执行完毕。2022 年 11 月 23 日，破产管理人向陕西省西安市中级人民法院申请终结破产程序，12 月公司收到陕西省西安市中级人民法院的民事裁定书【（2007）西民四破字第 03-178 号】，裁定终结破产程序。	序号	公告编号	发布日期
	1	临 2004-016	2004 年 12 月 25 日
	2	临 2005-001	2005 年 01 月 11 日
	3	临 2005-008	2005 年 07 月 05 日
	4	临 2005-011	2005 年 11 月 10 日
	5	临 2007-006	2007 年 04 月 20 日
	6	临 2008-002	2008 年 02 月 23 日
	7	临 2009-028	2009 年 10 月 20 日
	8	临 2009-036	2009 年 12 月 09 日

(二) 临时公告未披露或有后续进展的诉讼、仲裁情况

□适用 √不适用

(三) 其他说明

□适用 √不适用

十、上市公司及其董事、监事、高级管理人员、控股股东、实际控制人涉嫌违法违规、受到处罚及整改情况

□适用 √不适用

十一、报告期内公司及其控股股东、实际控制人诚信状况的说明

□适用 √不适用

十二、重大关联交易

(一)与日常经营相关的关联交易

1、 已在临时公告披露且后续实施无进展或变化的事项

□适用 √不适用

2、 已在临时公告披露，但有后续实施的进展或变化的事项

√适用 □不适用

（1） 采购商品/接受劳务情况表

关联方	关联交易内容	本期发生额	上期发生额
北京确安科技股份有限公司（含浙江确安科技有限公司)	采购原材料	14,811,284.18	13,813,419.82
中电智能卡有限责任公司	委托加工	131,637.15	12,014,770.79
中电长城网际系统应用有限公司	采购服务器	0.00	88,274.34
上海先进半导体制造有限公司	采购原材料	88,076,649.34	56,722,831.51
上海华虹集成电路有限责任公司	采购原材料	416,332.08	897,779.43
上海积塔半导体有限公司	采购原材料	175,584,755.85	82,288,203.57

（2） 出售商品/提供劳务情况表

关联方	关联交易内容	本年发生额	上年发生额
成都华微电子科技股份有限公司	销售集成电路	-52,763.40	116,814.18
高怡达科技（深圳）有限公司	销售集成电路	32,578.10	1,150.44
华大半导体有限公司	提供技术服务	2,090,107.27	9,398,584.85
华大半导体有限公司	销售集成电路	0.00	117,949.66
迈普通信技术股份有限公司	销售集成电路	2,070.79	102,916.07
上海积塔半导体有限公司	销售材料	7,480,931.07	3,733,832.47
上海先进半导体制造股份有限公司	销售材料	1,900,847.44	1,961,087.26
深圳中电港技术股份有限公司	销售集成电路	12,407,742.82	15,718,888.39
深圳中电港技术股份有限公司	销售水电	53,596.24	41,922.39
长城电源技术有限公司	销售集成电路	793,081.60	832,835.30
中国电子器材国际有限公司	销售集成电路	5,550,549.04	7,120,867.99
中国长城科技集团股份有限公司	销售集成电路	0.00	267,642.40

（3） 关联租赁情况

关联方	关联交易内容	本年发生额	上年发生额
深圳中电港技术股份有限公司	研发大楼	1,836,636.45	1,316,412.90

3、 临时公告未披露的事项

√适用 □不适用

单位:元币种:人民币

关联交易方	关联关系	关联交易类型	关联交易内容	关联交易定价原则	关联交易价格	关联交易金额	占同类交易金额的比例(%)	关联交易结算方式	市场价格	交易价格与市场参考价格差异较大的原因
小华半导体有限公司	集团兄弟公司	购买商品	采购芯片	协商定价		30,600.00	0.00	电汇		无
宝辉科技（龙南）有限公司	集团兄弟公司	销售商品	销售集成电路	协商定价		69,061.06	0.00	电汇		无
中电商务（北京）有限公司	集团兄弟公司	购买商品	采购设备	协商定价		546.38	0.00	电汇		无
北京华大九天科技股份有限公司（原北京华大九天软件有限公司）	其他关联人	提供专利、商标等使用权	采购软件	协商定价		1,730,000.00	24.33	电汇		无
中电智行技术有限公司	集团兄弟公司	租入租出	房屋租赁	协商定价		761,285.71	5.15	电汇		无
合计				/	/	2,591,493.15	/	/	/	/
大额销货退回的详细情况				无						
关联交易的说明				无						

(二)资产或股权收购、出售发生的关联交易

1、 已在临时公告披露且后续实施无进展或变化的事项

□适用 √不适用

2、 已在临时公告披露，但有后续实施的进展或变化的事项

□适用 √不适用

3、 临时公告未披露的事项

□适用 √不适用

4、 涉及业绩约定的，应当披露报告期内的业绩实现情况

□适用 √不适用

(三)共同对外投资的重大关联交易

1、 已在临时公告披露且后续实施无进展或变化的事项

□适用 √不适用

2、 已在临时公告披露，但有后续实施的进展或变化的事项

□适用 √不适用

3、 临时公告未披露的事项

□适用 √不适用

(四)关联债权债务往来

1、 已在临时公告披露且后续实施无进展或变化的事项

□适用 √不适用

2、 已在临时公告披露，但有后续实施的进展或变化的事项

□适用 √不适用

3、 临时公告未披露的事项

□适用 √不适用

(五)公司与存在关联关系的财务公司、公司控股财务公司与关联方之间的金融业务

√适用 □不适用

1. 存款业务

√适用 □不适用

单位：元币种：人民币

关联方	关联关系	每日最高存款限额	存款利率范围	期初余额	本期发生额		期末余额
					本期合计存入金额	本期合计取出金额	
中国电子财务有限责任公司	集团兄弟公司	1,500,000,000.00		611,223,704.75	1,534,923,152.90	1,666,062,766.45	480,084,091.20
合计	/	/	/	611,223,704.75	1,534,923,152.90	1,666,062,766.45	480,084,091.20

2. 贷款业务

□适用 √不适用

3. 授信业务或其他金融业务

√适用 □不适用

单位：元币种：人民币

关联方	关联关系	业务类型	总额	实际发生额
中国电子财务有限责任公司	集团兄弟公司	流动资金贷款、商票承兑和贴现、非融资性担保	320,000,000.00	1,129,114.91

4. 其他说明

□适用 √不适用

(六)其他

□适用 √不适用

十三、重大合同及其履行情况

(一) 托管、承包、租赁事项

1、 托管情况

□适用 √不适用

2、 承包情况

□适用 √不适用

3、 租赁情况

□适用 √不适用

(二) 担保情况

□适用 √不适用

(三) 委托他人进行现金资产管理的情况

1. 委托理财情况

(1) 委托理财总体情况

□适用 √不适用

其他情况

□适用 √不适用

(2) 单项委托理财情况

□适用 √不适用

其他情况

□适用 √不适用

(3) 委托理财减值准备

□适用 √不适用

2. 委托贷款情况

(1) 委托贷款总体情况

□适用 √不适用

其他情况

□适用 √不适用

(2) 单项委托贷款情况

□适用 √不适用

其他情况

□适用 √不适用

(3) 委托贷款减值准备

□适用 √不适用

3. 其他情况

□适用 √不适用

(四) 其他重大合同

□适用 √不适用

十四、其他对投资者作出价值判断和投资决策有重大影响的重大事项的说明

□适用 √不适用

第七节 股份变动及股东情况

一、 股本变动情况

(一) 股份变动情况表

1、 股份变动情况表

单位：股

	本次变动前		本次变动增减（+，－）					本次变动后	
	数量	比例(%)	发行新股	送股	公积金转股	其他	小计	数量	比例(%)
一、有限售条件股份	11,953,170	1.68				-1,914,772	-1,914,772	10,038,398	1.41
1、国家持股									
2、国有法人持股									
3、其他内资持股	11,953,170	1.68				-1,914,772	-1,914,772	10,038,398	1.41
其中：境内非国有法人持股									
境内自然人持股	11,953,170	1.68				-1,914,772	-1,914,772	10,038,398	1.41
4、外资持股									
其中：境外法人持股									
境外自然人持股									
二、无限售条件流通股份	700,862,144	98.32				1,277,891	1,277,891	702,140,035	98.59
1、人民币普通股	700,862,144	98.32				1,277,891	1,277,891	702,140,035	98.59
2、境内上市的外资股									
3、境外上市的外资股									
4、其他									
三、股份总数	712,815,314	100.00				-636,881	-636,881	712,178,433	100.00

2、 股份变动情况说明

√适用 □不适用

2022 年 3 月 25 日，第八届董事会第十九次会议及第八届监事会第十八次会议，审议通过了《关于回购注销部分激励对象已获授但尚未解除限售的限制性股票的议案》：鉴于《首期限制性股票激励计划》首次授予 7 名激励对象、预留授予 2 名激励对象因个人原因已离职、首次授予 1 名激励对象因不受个人控制的岗位调动离职，已不符合《首期限制性股票激励计划》中有关激励对象的规定，董事会审议决定回购注销其已获授但尚未解除限售的全部限制性股票合计 309,121 股。《第二期限制性股票激励计划》4 名激励对象因个人原因已离职，已不符合《第二期限制性股票激励计划》有关激励对象的规定，董事会审议决定回购注销其已获授但尚未解除限售的全部限制性股票 199,000 股。2 名激励对象因不受个人控制的岗位调动离职，已不符合《第二期限制性股票激励计划》有关激励对象的规定，董事会审议决定取消其激励对象资格并回购注销其已获授但尚未解除限售的全部限制性股票 128,760 股。公司本次回购注销的限制性股票数量合计为 636,881 股。上述限制性股票于 2022 年 6 月 7 日完成注销。

2022 年 3 月 25 日，公司召开第八届董事会第十九次会议和第八届监事会第十八次会议，审议通过了《关于首期限制性股票激励计划预留授予部分第一个解除限售期解除限售条件成就的议案》。本激励计划预留授予部分第一个解除限售期可解除限售的激励对象人数为 15 人，可解除限售的限制性股票数量为 130,795 股，本次解除限售股票上市流通时间为 2022 年 4 月 25 日。

2022 年 6 月 14 日，公司召开第八届董事会第二十一次会议及第八届监事会第二十次会议，审议通过了《关于首期限制性股票激励计划首次授予部分第二个解除限售期解除限售的议案》。本次实际可解除限售的激励对象人数为 81 人，可解除限售的限制性股票数量为 1,147,096 股，本次解除限售股票上市流通时间为 2022 年 6 月 27 日。

3、 股份变动对最近一年和最近一期每股收益、每股净资产等财务指标的影响（如有）

□适用 √不适用

4、 公司认为必要或证券监管机构要求披露的其他内容

□适用 √不适用

(二) 限售股份变动情况

√适用 □不适用

单位:股

股东名称	年初限售股数	本年解除限售股数	本年增加限售股数	年末限售股数	限售原因	解除限售日期
秦毅	231,600	40,800	0	190,800	限制性股票激励	2022 年 6 月 27 日
佟小丽	169,000	24,500	0	144,500	限制性股票激励	2022 年 6 月 27 日
周承捷	173,700	30,600	0	143,100	限制性股票激励	2022 年 6 月 27 日
闫世锋	135,333	26,667	0	108,666	限制性股票激励	2022 年 6 月 27 日
中层管理人员、核心技术（业务）人员 77 人	2,043,516	1,024,529	0	1,018,987	限制性股票激励	2022 年 6 月 27 日
核心技术（业务）人员 15 人	392,400	130,795	0	261,605	限制性股票激励	2022 年 4 月 25 日
合计	3,145,549	1,277,891	0	1,867,658	/	/

注：

1、秦毅：期初限售股数 231,600 股中，除 40,800 股于 2022 年 6 月 27 日解除限售，剩余 51,000 股、49,500 股、49,500、40,800 分别于 2025 年 5 月 26 日、2024 年 5 月 26 日、2023 年 5 月 26 日、2023 年 6 月 27 日解除限售。

2、佟小丽：期初限售股数 169,000 股中，除 24,500 股于 2022 年 6 月 27 日解除限售，剩余 40,800 股、39,600 股、39,600 股、24500 股分别于 2025 年 5 月 26 日、2024 年 5 月 26 日、2023 年 5 月 26 日、2023 年 6 月 27 日解除限售。

3、周承捷：期初限售股数 173,700 股中，除 30,600 股于 2022 年 6 月 27 日解除限售，剩余 38,250 股、37,125 股、37,125 股、30,600 股分别于 2025 年 5 月 26 日、2024 年 5 月 26 日、2023 年 5 月 26 日、2023 年 6 月 27 日解除限售。

4、闫世锋：期初限售股数 135,333 股中，除 26,667 股于 2022 年 6 月 27 日解除限售，剩余 38,250 股、37,125 股、37,125 股、30,600 股分别于 2025 年 5 月 26 日、2024 年 5 月 26 日、2023 年 5 月 26 日、2023 年 6 月 27 日解除限售。

5、中层管理人员、核心技术（业务）人员 77 人：期初限售股数 2,043,516 股中，除 1,024,529 股于 2022 年 6 月 27 日解除限售，剩余 1,018,987 股于 2023 年 6 月 27 日解除限售。具体参见公司《上海贝岭关于首期限制性股票激励计划首次授予部分第二个限售期解除限售暨上市流通的提示性公告》（临 2022-024）。

6、核心技术（业务）人员 15 人：期初限售股数 392,400 股中，除 130,795 股于 2022 年 4 月 25 日解除限售，剩余 130,795 股、130,810 股分别于 2023 年 4 月 23 日、2024 年 4 月 23 日解除限售。具体参见公司《上海贝岭关于首期限制性股票激励计划预留授予部分第一个解除限售期解除限售暨上市流通的提示性公告》（临 2022-016）。

二、 证券发行与上市情况

(一) 截至报告期内证券发行情况

□适用 √不适用

截至报告期内证券发行情况的说明（存续期内利率不同的债券，请分别说明）：

□适用 √不适用

(二) 公司股份总数及股东结构变动及公司资产和负债结构的变动情况

□适用 √不适用

(三) 现存的内部职工股情况

□适用 √不适用

三、 股东和实际控制人情况

(一) 股东总数

截至报告期末普通股股东总数(户)	152,821
年度报告披露日前上一月末的普通股股东总数(户)	145,341
截至报告期末表决权恢复的优先股股东总数（户）	0
年度报告披露日前上一月末表决权恢复的优先股股东总数（户）	0

(二) 截至报告期末前十名股东、前十名流通股东（或无限售条件股东）持股情况表

单位:股

前十名股东持股情况

股东名称（全称）	报告期内增减	期末持股数量	比例(%)	持有有限售条件股份数量	质押、标记或冻结情况		股东性质
					股份状态	数量	
华大半导体有限公司	0	178,200,000	25.02	0	质押	59,696,258	国有法人
国泰君安证券股份有限公司－国联安中证全指半导体产品与设备交易型开放式指数证券投资基金	3,310,296	6,462,280	0.91	0	无	0	其他
中国银行股份有限公司－国泰 CES 半导体芯片行业交易型开放式指数证券投资基金	1,479,294	5,399,247	0.76	0	无	0	其他
中国农业银行股份有限公司－中证 500 交易型开放式指数证券投资基金	1,490,944	4,711,353	0.66	0	无	0	其他
亓蓉	0	4,708,838	0.66	0	无	0	境内自然人
香港中央结算有限公司	-17,825,441	4,503,525	0.63	0	无	0	其他
陈强	0	3,289,745	0.46	0	无	0	境内自然人
兴业银行股份有限公司－广发集裕债券型证券投资基金	3,000,000	3,000,000	0.42	0	无	0	其他
丁贤平	118,599	2,621,030	0.37	0	无	0	境内自然人
白凤天	-1,012,700	1,628,600	0.23	0	无	0	境内自然人

前十名无限售条件股东持股情况

股东名称	持有无限售条件流通股的数量	股份种类及数量	
		种类	数量
华大半导体有限公司	178,200,000	人民币普通股	178,200,000
国泰君安证券股份有限公司－国联安中证全指半导体产品与设备交易型开放式指数证券投资基金	6,462,280	人民币普通股	6,462,280
中国银行股份有限公司－国泰 CES 半导体芯片行业交易型开放式指数证券投资基金	5,399,247	人民币普通股	5,399,247
中国农业银行股份有限公司－中证 500 交易型开放式指数证券投资基金	4,711,353	人民币普通股	4,711,353
亓蓉	4,708,838	人民币普通股	4,708,838
香港中央结算有限公司	4,503,525	人民币普通股	4,503,525
陈强	3,289,745	人民币普通股	3,289,745
兴业银行股份有限公司－广发集裕债券型证券投资基金	3,000,000	人民币普通股	3,000,000

丁贤平	2,621,030	人民币普通股	2,621,030
白凤天	1,628,600	人民币普通股	1,628,600
前十名股东中回购专户情况说明	无		
上述股东委托表决权、受托表决权、放弃表决权的说明	无		
上述股东关联关系或一致行动的说明	公司第一大股东华大半导体有限公司与表中所列其他无限售条件流通股股东未发现存在关联关系，也不属于《上市公司持股变动信息披露管理办法》中规定的一致行动人。亓蓉与陈强系夫妻关系。未知其他无限售条件流通股股东之间是否存在关联关系或属于《上市公司持股变动信息披露管理办法》中规定的一致行动人。		
表决权恢复的优先股股东及持股数量的说明	无		

前十名有限售条件股东持股数量及限售条件

√适用 □不适用

单位：股

序号	有限售条件股东名称	持有的有限售条件股份数量	有限售条件股份可上市交易情况		限售条件
			可上市交易时间	新增可上市交易股份数量	
1	核心技术及业务骨干人员 187 人	2,716,600	2025 年 5 月 26 日	0	限制性股票股权激励
2	核心技术及业务骨干人员 189 人	2,689,940	2023 年 5 月 26 日	0	限制性股票股权激励
3	核心技术及业务骨干人员 187 人	2,636,700	2024 年 5 月 26 日	0	限制性股票股权激励
4	中高层管理人员、核心技术（业务）人员 77 人	1,018,987	2023 年 6 月 27 日	0	限制性股票股权激励
5	中层管理人员、核心技术（业务）人员 15 人	130,810	2024 年 4 月 23 日	0	限制性股票股权激励
6	中层管理人员、核心技术（业务）人员 15 人	130,795	2023 年 4 月 23 日	0	限制性股票股权激励
7	秦毅	51,000	2025 年 5 月 26 日	0	限制性股票股权激励
8	秦毅	49,500	2024 年 5 月 26 日	0	限制性股票股权激励
9	秦毅	49,500	2023 年 5 月 26 日	0	限制性股票股权激励
10	杨琨	43,350	2025 年 5 月 26 日	0	限制性股票股权激励
上述股东关联关系或一致行动的说明		无			

(三) 战略投资者或一般法人因配售新股成为前 10 名股东

□适用 √不适用

四、 控股股东及实际控制人情况

(一) 控股股东情况

1 法人

√适用 □不适用

名称	华大半导体有限公司
单位负责人或法定代表人	陈忠国
成立日期	2014 年 5 月 8 日
主要经营业务	集成电路产品的研究、开发和销售，电子元器件、微电子器件及其电子产品的开发、销售，软件信息系统、计算机软硬件、计算机应用系统、电子设备与系统的技术开发、技术咨询、技术服务，从事货物及技术的进出口业务，自有房屋租赁，停车场经营。
报告期内控股和参股的其他境内外上市公司的股权情况	1、中国电子华大科技有限公司（股票代码：00085.HK)，持股比例：59.42%。2、Solomon Systech (International) Limited（股票代码：02878.HK)，持股比例：28.33%。3、北京确安科技股份有限公司（新三板，股票代码：430094），持股比例：40.08%。4、上海安路信息科技股份有限公司（股票代码：688107），持股比例：29.17%。
其他情况说明	无

2 自然人

□适用 √不适用

3 公司不存在控股股东情况的特别说明

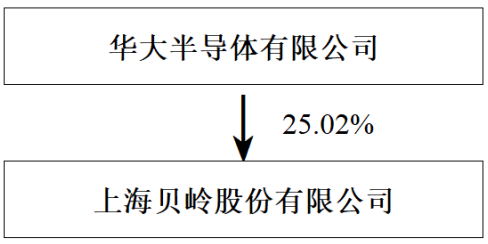
□适用 √不适用

4 报告期内控股股东变更情况的说明

□适用 √不适用

5 公司与控股股东之间的产权及控制关系的方框图

√适用 □不适用



(二) 实际控制人情况

1 法人

√适用 □不适用

<table>
<tr><td>名称</td><td>中国电子信息产业集团有限公司</td></tr>
<tr><td>单位负责人或法定代表人</td><td>曾毅</td></tr>
<tr><td>成立日期</td><td>1989 年 5 月 26 日</td></tr>
<tr><td>主要经营业务</td><td>电子原材料、电子元器件、电子仪器仪表、电子整机产品、电子应用产品与应用系统、电子专用设备、配套产品、软件的科研、开发、设计、制造、产品配套销售；电子应用系统工程、建筑工程、通讯工程、水处理工程的总承包与组织管理；环保和节能技术的开发、推广、应用；房地产开发、经营；汽车、汽车零配件、五金交电、照像器材、建筑材料、装饰材料、服装的销售；承办展览；房屋修缮业务；咨询服务、技术服务及转让；家用电器的维修和销售。</td></tr>
<tr><td>报告期内控股和参股的其他境内外上市公司的股权情况</td><td>截至 2022 年 12 月 31 日，除本公司以外，中国电子控股或参股的其他境内外上市公司的股权情况如下表：
<table>
<tr><th>序号</th><th>上市公司简称</th><th>证券代码</th><th>中国电子持股比例注</th></tr>
<tr><td>1</td><td>中国长城</td><td>000066</td><td>40.92%</td></tr>
<tr><td>2</td><td>中国软件</td><td>600536</td><td>35.84%</td></tr>
<tr><td>3</td><td>深桑达 A</td><td>000032</td><td>47.59%</td></tr>
<tr><td>4</td><td>深科技</td><td>000021</td><td>34.51%</td></tr>
<tr><td>5</td><td>南京熊猫</td><td>600775+0553.HK</td><td>29.98%</td></tr>
<tr><td>6</td><td>振华风光</td><td>688439</td><td>43.04%</td></tr>
<tr><td>7</td><td>振华科技</td><td>000733</td><td>32.73%</td></tr>
<tr><td>8</td><td>冠捷科技</td><td>000727</td><td>28.13%</td></tr>
<tr><td>9</td><td>中电华大科技</td><td>0085.HK</td><td>59.42%</td></tr>
<tr><td>10</td><td>彩虹新能源</td><td>0438.HK</td><td>74.91%</td></tr>
<tr><td>11</td><td>振华新材</td><td>688707</td><td>36.07%</td></tr>
<tr><td>12</td><td>彩虹股份</td><td>600707</td><td>21.06%</td></tr>
<tr><td>13</td><td>中电光谷</td><td>0798.HK</td><td>33.67%</td></tr>
<tr><td>14</td><td>晶门半导体</td><td>2878.HK</td><td>28.33%</td></tr>
<tr><td>15</td><td>安路科技-U</td><td>688107</td><td>29.17%</td></tr>
<tr><td>16</td><td>澜起科技</td><td>688008</td><td>11.10%</td></tr>
<tr><td>17</td><td>奇安信-U</td><td>688561</td><td>20.18%</td></tr>
<tr><td>18</td><td>华大九天</td><td>301269</td><td>34.06%</td></tr>
</table>
注：中国电子持股比例为中国电子通过上市公司股东中的相关关联方及一致行动人持有上市公司股份的合计数。</td></tr>
<tr><td>其他情况说明</td><td>无</td></tr>
</table>

2 自然人

□适用 √不适用

3 公司不存在实际控制人情况的特别说明

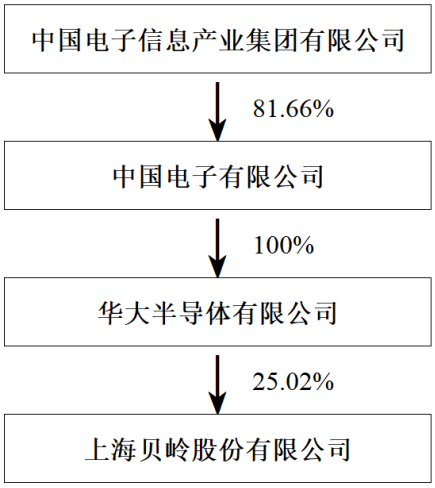
□适用 √不适用

4 报告期内公司控制权发生变更的情况说明

□适用 √不适用

5 公司与实际控制人之间的产权及控制关系的方框图

√适用 □不适用



说明：
企业名称：中国电子有限公司
类型：有限责任公司（国有控股）
法定代表人：孙劼
注册资本：3,428,955.670415 万人民币
成立日期：2016 年 12 月 01 日
登记机关：深圳市市场监督管理局
核准日期：2022 年 04 月 11 日
经营范围：电子原材料、电子元器件、电子仪器仪表、电子整机产品、电子应用产品与应用系统、电子专用设备、配套产品、软件的科研、开发、设计、制造、产品配套销售；电子应用系统工程、建筑工程、通讯工程、水处理工程的总承包与组织管理；环保和节能技术的开发、推广、应用；房地产开发、经营；汽车、汽车零配件、五金交电、照像器材、建筑材料、装饰材料、服装的销售；承办展览；房屋修缮业务；咨询服务、技术服务及转让；家用电器的维修和销售。

中国电子有限公司为中国电子信息产业集团有限公司控股企业。根据中国电子信息产业集团有限公司有关业务布局安排，中国电子有限公司定位为持有中国电子信息产业集团有限公司核心业务资产的平台公司。

6 实际控制人通过信托或其他资产管理方式控制公司

□适用 √不适用

(三) 控股股东及实际控制人其他情况介绍

□适用 √不适用

五、 公司控股股东或第一大股东及其一致行动人累计质押股份数量占其所持公司股份数量比例达到 80%以上

□适用 √不适用

六、 其他持股在百分之十以上的法人股东

□适用 √不适用

七、 股份限制减持情况说明

□适用 √不适用

八、 股份回购在报告期的具体实施情况

□适用 √不适用

第八节 优先股相关情况

□适用 √不适用

第九节 债券相关情况

一、企业债券、公司债券和非金融企业债务融资工具

□适用 √不适用

二、可转换公司债券情况

□适用 √不适用

第十节 财务报告

一、审计报告

√适用 □不适用

一、审计意见

我们审计了上海贝岭股份有限公司（以下简称“上海贝岭”）财务报表，包括 2022 年 12 月 31 日的合并及公司资产负债表，2022 年度的合并及公司利润表、合并及公司现金流量表、合并及公司股东权益变动表以及相关财务报表附注。

我们认为，后附的财务报表在所有重大方面按照企业会计准则的规定编制，公允反映了上海贝岭 2022 年 12 月 31 日合并及公司的财务状况以及 2022 年度合并及公司的经营成果和现金流量。

二、形成审计意见的基础

我们按照中国注册会计师审计准则的规定执行了审计工作。审计报告的“注册会计师对财务报表审计的责任”部分进一步阐述了我们在这些准则下的责任。按照中国注册会计师职业道德守则，我们独立于上海贝岭，并履行了职业道德方面的其他责任。我们相信，我们获取的审计证据是充分、适当的，为发表审计意见提供了基础。

三、关键审计事项

关键审计事项是我们根据职业判断，认为对本期财务报表审计最为重要的事项。这些事项的应对以对财务报表整体进行审计并形成审计意见为背景，我们不对这些事项单独发表意见。我们确定下列事项是需要在审计报告中沟通的关键审计事项。

（一）商誉减值测试

关键审计事项	在审计中如何应对该事项
对商誉的减值测试的披露请参见附注四、23 及附注六、16。 于 2022 年 12 月 31 日，合并财务报表确认商誉的账面价值为人民币 73,136.14 万元。上海贝岭管理层（以下简称“管理层”）在年度终了，聘请具有相关资质的第三方评估机构对相关资产组可收回金额进行评估，并执行商誉减值测试。商誉减值测试结果在很大程度上依赖于管理层所做的估计和假设，例如对商誉所属资产组预计未来可产生的现金流量和折现率。该等估计和假设涉及管理层对未来市场和经济环境的判断，不同的估计和假设对评估商誉的可收回金额有很大影响。	1.评价第三方评估机构的胜任能力、专业素质和客观性； 2.复核管理层对资产组的认定以及如何将商誉分配至各资产组； 3.了解各资产组的历史业绩情况及未来发展规划，以及宏观经济和所属行业的发展趋势； 4.评价管理层在预计未来现金流量现值时采用的假设和关键判断，对管理层选用的收入增长率、毛利率及折现率等关键指标与过往业绩及行业水平进行比较； 5.评估管理层对于商誉的相关列报和披露是否恰当和完整。

关键审计事项	在审计中如何应对该事项
因此，我们将商誉减值测试确定为关键审计事项。	

四、其他信息

上海贝岭管理层对其他信息负责。其他信息包括 2022 年度报告中涵盖的信息，但不包括财务报表和我们的审计报告。

我们对财务报表发表的审计意见不涵盖其他信息，我们也不对其他信息发表任何形式的鉴证结论。

结合我们对财务报表的审计，我们的责任是阅读其他信息，在此过程中，考虑其他信息是否与财务报表或我们在审计过程中了解到的情况存在重大不一致或者似乎存在重大错报。

基于我们已执行的工作，如果我们确定其他信息存在重大错报，我们应当报告该事实。在这方面，我们无任何事项需要报告。

五、管理层和治理层对财务报表的责任

上海贝岭管理层（以下简称“管理层”）负责按照企业会计准则的规定编制财务报表，使其实现公允反映，并设计、执行和维护必要的内部控制，以使财务报表不存在由于舞弊或错误导致的重大错报。

在编制财务报表时，管理层负责评估上海贝岭的持续经营能力，披露与持续经营相关的事项（如适用），并运用持续经营假设，除非管理层计划清算上海贝岭、终止运营或别无其他现实的选择。

治理层负责监督上海贝岭的财务报告过程。

六、注册会计师对财务报表审计的责任

我们的目标是对财务报表整体是否不存在由于舞弊或错误导致的重大错报获取合理保证，并出具包含审计意见的审计报告。合理保证是高水平的保证，但并不能保证按照审计准则执行的审计在某一重大错报存在时总能发现。错报可能由于舞弊或错误导致，如果合理预期错报单独或汇总起来可能影响财务报表使用者依据财务报表作出的经济决策，则通常认为错报是重大的。

在按照审计准则执行审计工作的过程中，我们运用职业判断，并保持职业怀疑。同时，我们也执行以下工作：

（一）识别和评估由于舞弊或错误导致的财务报表重大错报风险，设计和实施审计程序以应对这些风险，并获取充分、适当的审计证据，作为发表审计意见的基础。由于舞弊可能涉及串通、伪造、故意遗漏、虚假陈述或凌驾于内部控制之上，未能发现由于舞弊导致的重大错报的风险高于未能发现由于错误导致的重大错报的风险。

（二）了解与审计相关的内部控制，以设计恰当的审计程序。

（三）评价管理层选用会计政策的恰当性和作出会计估计及相关披露的合理性。

（四）对管理层使用持续经营假设的恰当性得出结论。同时，根据获取的审计证据，就可能导致对上海贝岭持续经营能力产生重大疑虑的事项或情况是否存在重大不确定性得出结论。如果我们得出结论认为存在重大不确定性，审计准则要求我们在审计报告中提请报表使用者注意财务报表中的相关披露；如果披露不充分，我们应当发表非无保留意见。我们的结论基于截至审计报告日可获得的信息。然而，未来的事项或情况可能导致上海贝岭不能持续经营。

（五）评价财务报表的总体列报、结构和内容，并评价财务报表是否公允反映相关交易和事项。

（六）就上海贝岭中实体或业务活动的财务信息获取充分、适当的审计证据，以对财务报表发表意见。我们负责指导、监督和执行集团审计。我们对审计意见承担全部责任。

我们与治理层就计划的审计范围、时间安排和重大审计发现等事项进行沟通，包括沟通我们在审计中识别出的值得关注的内部控制缺陷。

我们还就已遵守与独立性相关的职业道德要求向治理层提供声明，并与治理层沟通可能被合理认为影响我们独立性的所有关系和其他事项，以及相关的防范措施（如适用）。

从与治理层沟通过的事项中，我们确定哪些事项对本期财务报表审计最为重要，因而构成关键审计事项。我们在审计报告中描述这些事项，除非法律法规禁止公开披露这些事项，或在极少

数情形下，如果合理预期在审计报告中沟通某事项造成的负面后果超过在公众利益方面产生的益处，我们确定不应在审计报告中沟通该事项。

中审众环会计师事务所（特殊普通合伙）　　中国注册会计师：

（项目合伙人）：_____

侯书涛

中国注册会计师：_____

孟凡宁

中国·武汉　　2023年3月24日

二、财务报表

合并资产负债表

2022 年 12 月 31 日

编制单位:上海贝岭股份有限公司

单位:元币种:人民币

项目	附注	2022 年 12 月 31 日	2021 年 12 月 31 日
流动资产：			
货币资金	七、（一）	731,362,603.42	1,316,612,301.18
交易性金融资产	七、（二）	729,546,431.90	764,267,984.00
衍生金融资产		0.00	0.00
应收票据	七、（四）	31,551,219.88	26,914,560.66
应收账款	七、（五）	412,592,081.86	284,916,151.60
应收款项融资	七、（六）	58,611,576.93	56,768,572.93
预付款项	七、（七）	66,934,595.79	28,713,705.51
其他应收款	七、（八）	23,607,852.83	7,414,696.05
其中：应收利息			
应收股利		0.00	0.00
买入返售金融资产		0.00	0.00
存货	七、（九）	663,423,984.90	403,938,886.07
合同资产	七、（十）	1,368,307.14	1,395,881.65
持有待售资产		0.00	0.00
一年内到期的非流动资产	七、（十二）	10,453,500.00	0.00
其他流动资产	七、（十三）	34,957,093.32	63,213,894.34
流动资产合计		2,764,409,247.97	2,954,156,633.99
非流动资产：			
债权投资		0.00	0.00
其他债权投资		0.00	0.00
长期应收款		0.00	0.00
长期股权投资		0.00	0.00
其他权益工具投资		0.00	0.00

其他非流动金融资产		0.00	0.00
投资性房地产	七、（二十）	568,310,000.00	566,710,000.00
固定资产	七、（二一）	87,479,831.60	77,940,708.48
在建工程	七、（二二）	6,438,599.79	503,504.67
生产性生物资产		0.00	0.00
油气资产		0.00	0.00
使用权资产	七、（二五）	23,326,223.46	28,775,217.54
无形资产	七、（二六）	95,851,644.67	52,909,097.67
开发支出		0.00	0.00
商誉	七、（二八）	731,361,360.91	456,262,239.96
长期待摊费用	七、（二九）	2,480,847.76	2,771,038.53
递延所得税资产	七、（三十）	9,072,730.47	13,796,171.42
其他非流动资产	七、（三一）	687,285,395.89	506,438,527.43
非流动资产合计		2,211,606,634.55	1,706,106,505.70
资产总计		4,976,015,882.52	4,660,263,139.69
流动负债：			
短期借款		0.00	0.00
交易性金融负债		0.00	0.00
衍生金融负债		0.00	0.00
应付票据	七、（三五）	1,129,114.91	22,103,745.72
应付账款	七、（三六）	171,572,098.18	194,172,431.72
预收款项	七、（三七）	10,326,284.52	3,511.59
合同负债	七、（三八）	18,896,658.23	15,559,421.34
应付职工薪酬	七、（三九）	53,704,352.09	60,092,636.00
应交税费	七、（四十）	17,059,779.29	39,810,665.02
其他应付款	七、（四一）	301,407,306.06	114,052,816.22
其中：应付利息			
应付股利		0.00	0.00
持有待售负债		0.00	0.00
一年内到期的非流动负债	七、（四三）	6,718,333.83	60,314,221.73
其他流动负债	七、（四四）	1,094,261.25	767,329.98
流动负债合计		581,908,188.36	506,876,779.32
非流动负债：			
长期借款		0.00	0.00
应付债券		0.00	0.00
其中：优先股		0.00	0.00
永续债		0.00	0.00
租赁负债	七、（四七）	17,998,371.20	22,457,229.31
长期应付款	七、（四八）	15,360,000.00	15,360,000.00
长期应付职工薪酬		0.00	0.00
预计负债		0.00	0.00
递延收益	七、（五一）	16,678,959.46	20,151,834.43
递延所得税负债	七、（三十）	116,874,823.45	114,143,854.48
其他非流动负债		0.00	0.00
非流动负债合计		166,912,154.11	172,112,918.22
负债合计		748,820,342.47	678,989,697.54
所有者权益（或股东权益）：			
实收资本（或股本）	七、（五三）	712,178,433.00	712,815,314.00

其他权益工具		0.00	0.00
其中：优先股		0.00	0.00
永续债		0.00	0.00
资本公积	七、（五五）	1,002,140,242.07	980,954,634.92
减：库存股	七、（五六）	69,841,293.17	82,349,931.55
其他综合收益	七、（五七）	23,211,095.76	23,211,095.76
专项储备		0.00	0.00
盈余公积	七、（五九）	312,624,695.71	298,654,532.48
一般风险准备		0.00	0.00
未分配利润	七、（六十）	2,246,882,366.68	2,004,031,410.61
归属于母公司所有者权益（或股东权益）合计		4,227,195,540.05	3,937,317,056.22
少数股东权益		0.00	43,956,385.93
所有者权益（或股东权益）合计		4,227,195,540.05	3,981,273,442.15
负债和所有者权益（或股东权益）总计		4,976,015,882.52	4,660,263,139.69

公司负责人：秦毅主管会计工作负责人：佟小丽会计机构负责人：吴晓洁

母公司资产负债表

2022 年 12 月 31 日

编制单位:上海贝岭股份有限公司

单位:元币种:人民币

项目	附注	2022 年 12 月 31 日	2021 年 12 月 31 日
流动资产：			
货币资金		68,949,068.14	377,218,966.89
交易性金融资产		729,546,431.90	764,267,984.00
衍生金融资产		0.00	0.00
应收票据		7,479,121.72	4,802,346.70
应收账款	十七、（一）	149,722,799.92	85,614,561.92
应收款项融资		26,408,779.35	10,032,673.52
预付款项		18,553,181.17	4,521,344.40
其他应收款	十七、（二）	27,284,012.95	9,246,851.30
其中：应收利息			
应收股利		0.00	0.00
存货		323,851,153.12	142,736,340.07
合同资产		868,371.57	895,946.08
持有待售资产		0.00	0.00
一年内到期的非流动资产		0.00	0.00
其他流动资产		4,045,332.43	9,657,227.80
流动资产合计		1,356,708,252.27	1,408,994,242.68
非流动资产：			
债权投资		0.00	0.00
其他债权投资		0.00	0.00
长期应收款		0.00	0.00
长期股权投资	十七、（三）	1,440,694,789.30	1,607,532,275.49
其他权益工具投资		0.00	0.00

其他非流动金融资产		0.00	0.00
投资性房地产		568,310,000.00	566,710,000.00
固定资产		69,637,655.91	60,915,522.22
在建工程		5,417,904.88	234,100.89
生产性生物资产		0.00	0.00
油气资产		0.00	0.00
使用权资产		15,266,882.66	18,291,628.94
无形资产		43,533,510.63	41,968,714.25
开发支出		0.00	0.00
商誉		0.00	0.00
长期待摊费用		2,309,995.41	1,988,413.03
递延所得税资产		6,784,449.84	10,951,603.21
其他非流动资产		671,689,676.71	201,172,041.10
非流动资产合计		2,823,644,865.34	2,509,764,299.13
资产总计		4,180,353,117.61	3,918,758,541.81
流动负债：			
短期借款		0.00	0.00
交易性金融负债		0.00	0.00
衍生金融负债		0.00	0.00
应付票据		1,129,114.91	22,103,745.72
应付账款		176,630,915.75	104,899,951.31
预收款项		10,326,284.52	3,511.59
合同负债		7,637,200.67	4,949,522.26
应付职工薪酬		27,801,632.40	28,334,574.14
应交税费		3,137,023.90	20,774,339.44
其他应付款		301,143,454.72	113,199,240.79
其中：应付利息			
应付股利		0.00	0.00
持有待售负债		0.00	0.00
一年内到期的非流动负债		2,436,150.24	2,439,797.61
其他流动负债		808,982.36	421,688.51
流动负债合计		531,050,759.47	297,126,371.37
非流动负债：			
长期借款		0.00	0.00
应付债券		0.00	0.00
其中：优先股		0.00	0.00
永续债		0.00	0.00
租赁负债		13,179,869.67	15,616,019.94
长期应付款		15,360,000.00	15,360,000.00
长期应付职工薪酬		0.00	0.00
预计负债		0.00	0.00
递延收益		16,678,959.46	20,151,834.43
递延所得税负债		109,953,197.04	112,458,137.77
其他非流动负债		0.00	0.00
非流动负债合计		155,172,026.17	163,585,992.14
负债合计		686,222,785.64	460,712,363.51
所有者权益（或股东权益）：			
实收资本（或股本）		712,178,433.00	712,815,314.00

其他权益工具		0.00	0.00
其中：优先股		0.00	0.00
永续债		0.00	0.00
资本公积		1,218,360,068.59	1,191,635,497.23
减：库存股		69,841,293.17	82,349,931.55
其他综合收益		23,211,095.76	23,211,095.76
专项储备		0.00	0.00
盈余公积		312,624,695.71	298,654,532.48
未分配利润		1,297,597,332.08	1,314,079,670.38
所有者权益（或股东权益）合计		3,494,130,331.97	3,458,046,178.30
负债和所有者权益（或股东权益）总计		4,180,353,117.61	3,918,758,541.81

公司负责人：秦毅主管会计工作负责人：佟小丽会计机构负责人：吴晓洁

合并利润表

2022 年 1—12 月

单位:元币种:人民币

项目	附注	2022 年度	2021 年度
一、营业总收入		2,044,266,388.63	2,024,334,631.48
其中：营业收入	七、（六一）	2,044,266,388.63	2,024,334,631.48
二、营业总成本		1,701,472,625.07	1,629,649,014.53
其中：营业成本	七、（六一）	1,347,378,427.32	1,333,525,378.02
税金及附加	七、（六二）	12,594,562.66	15,155,833.11
销售费用	七、（六三）	61,654,888.65	54,018,196.56
管理费用	七、（六四）	76,917,017.43	92,256,661.18
研发费用	七、（六五）	258,188,373.09	176,647,913.72
财务费用	七、（六六）	-55,260,644.08	-41,954,968.06
其中：利息费用		1,446,612.23	1,646,305.30
利息收入		44,298,867.98	48,049,362.89
加：其他收益	七、（六七）	30,942,549.48	24,634,478.57
投资收益（损失以“—”号填列）	七、（六八）	36,441,831.52	52,905,736.00
其中：对联营企业和合营企业的投资收益		0.00	0.00
以摊余成本计量的金融资产终止确认收益		0.00	0.00
汇兑收益（损失以“—”号填列）		0.00	0.00
净敞口套期收益（损失以“-”号填列）		0.00	0.00
公允价值变动收益（损失以“—”号填列）	七、（七十）	27,214,472.89	299,929,841.17
信用减值损失（损失以“-”号填列）	七、（七一）	482,148.66	-168,469.26
资产减值损失（损失以“-”号填列）	七、（七二）	-8,898,311.21	-6,342,836.18

资产处置收益（损失以“-”号填列）	七、（七三）	14,884.10	-281.46
三、营业利润（亏损以“-”号填列）		428,991,339.00	765,644,085.79
加：营业外收入	七、（七四）	954,094.37	1,662,988.73
减：营业外支出	七、（七五）	1,675,450.77	639,952.19
四、利润总额（亏损总额以“-”号填列）		428,269,982.60	766,667,122.33
减：所得税费用	七、（七六）	28,680,406.04	29,116,197.82
五、净利润（净亏损以“-”号填列）		399,589,576.56	737,550,924.51
（一）按经营持续性分类			
1.持续经营净利润（净亏损以“-”号填列）		399,589,576.56	737,550,924.51
2.终止经营净利润（净亏损以“-”号填列）		0.00	0.00
（二）按所有权归属分类			
1.归属于母公司股东的净利润（净亏损以“-”号填列）		399,034,926.70	729,298,230.93
2.少数股东损益（净亏损以“-”号填列）		554,649.86	8,252,693.58
六、其他综合收益的税后净额		0.00	1,289,505.32
（一）归属母公司所有者的其他综合收益的税后净额		0.00	1,289,505.32
1．不能重分类进损益的其他综合收益		0.00	0.00
（1）重新计量设定受益计划变动额		0.00	0.00
（2）权益法下不能转损益的其他综合收益		0.00	0.00
（3）其他权益工具投资公允价值变动		0.00	0.00
（4）企业自身信用风险公允价值变动		0.00	0.00
2．将重分类进损益的其他综合收益		0.00	1,289,505.32
（1）权益法下可转损益的其他综合收益		0.00	0.00
（2）其他债权投资公允价值变动		0.00	0.00
（3）金融资产重分类计入其他综合收益的金额		0.00	0.00
（4）其他债权投资信用减值准备		0.00	0.00
（5）现金流量套期储备		0.00	0.00
（6）外币财务报表折算差额		0.00	0.00
（7）其他		0.00	1,289,505.32
（二）归属于少数股东的其他综合收益的税后净额		0.00	0.00

七、综合收益总额		399,589,576.56	738,840,429.83
（一）归属于母公司所有者的综合收益总额		399,034,926.70	730,587,736.25
（二）归属于少数股东的综合收益总额		554,649.86	8,252,693.58
八、每股收益：			
（一）基本每股收益(元/股)		0.57	1.04
（二）稀释每股收益(元/股)		0.57	1.03

本期发生同一控制下企业合并的，被合并方在合并前实现的净利润为：0.00 元，上期被合并方实现的净利润为：0.00 元。
公司负责人：秦毅主管会计工作负责人：佟小丽会计机构负责人：吴晓洁

母公司利润表

2022 年 1—12 月

单位:元币种:人民币

项目	附注	2022 年度	2021 年度
一、营业收入	十七、（四）	748,367,631.34	671,885,439.87
减：营业成本	十七、（四）	471,967,418.51	384,787,533.27
税金及附加		7,432,114.40	9,660,681.74
销售费用		36,154,082.61	27,384,113.75
管理费用		47,634,488.42	46,120,694.08
研发费用		130,191,366.81	89,341,028.66
财务费用		-22,743,403.51	-10,097,312.47
其中：利息费用		942,888.67	932,805.33
利息收入		20,695,283.09	12,717,770.35
加：其他收益		5,877,019.82	13,014,346.75
投资收益（损失以“－”号填列）	十七、（五）	36,441,831.52	54,680,361.00
其中：对联营企业和合营企业的投资收益		0.00	0.00
以摊余成本计量的金融资产终止确认收益		0.00	0.00
净敞口套期收益（损失以“-”号填列）		0.00	0.00
公允价值变动收益（损失以“—”号填列）		27,214,472.89	299,929,841.17
信用减值损失（损失以“-”号填列）		516,353.45	-34,241.86
资产减值损失（损失以“-”号填列）		-6,164,128.35	-2,753,221.52
资产处置收益（损失以“—”号填列）		0.00	0.00
二、营业利润（亏损以“－”号填列）		141,617,113.43	489,525,786.38
加：营业外收入		789,396.65	1,402,996.29
减：营业外支出		350,287.70	441,023.80
三、利润总额（亏损总额以“－”号填列）		142,056,222.38	490,487,758.87

减：所得税费用		2,354,590.05	2,364,820.99
四、净利润（净亏损以“－”号填列）		139,701,632.33	488,122,937.88
（一）持续经营净利润（净亏损以“－”号填列）		139,701,632.33	488,122,937.88
（二）终止经营净利润（净亏损以“－”号填列）		0.00	0.00
五、其他综合收益的税后净额		0.00	1,289,505.32
（一）不能重分类进损益的其他综合收益		0.00	0.00
1.重新计量设定受益计划变动额		0.00	0.00
2.权益法下不能转损益的其他综合收益		0.00	0.00
3.其他权益工具投资公允价值变动		0.00	0.00
4.企业自身信用风险公允价值变动		0.00	0.00
（二）将重分类进损益的其他综合收益		0.00	1,289,505.32
1.权益法下可转损益的其他综合收益		0.00	0.00
2.其他债权投资公允价值变动		0.00	0.00
3.金融资产重分类计入其他综合收益的金额		0.00	0.00
4.其他债权投资信用减值准备		0.00	0.00
5.现金流量套期储备		0.00	0.00
6.外币财务报表折算差额		0.00	0.00
7.其他		0.00	1,289,505.32
六、综合收益总额		139,701,632.33	489,412,443.20
七、每股收益：			
（一）基本每股收益(元/股)		0.20	0.69
（二）稀释每股收益(元/股)		0.20	0.69

公司负责人：秦毅主管会计工作负责人：佟小丽会计机构负责人：吴晓洁

合并现金流量表

2022 年 1—12 月

单位：元币种：人民币

项目	附注	2022年度	2021年度
一、经营活动产生的现金流量：			
销售商品、提供劳务收到的现金		1,763,620,838.56	1,836,972,210.96
客户存款和同业存放款项净增加额		0.00	0.00
向中央银行借款净增加额		0.00	0.00
向其他金融机构拆入资金净增加额		0.00	0.00

收到原保险合同保费取得的现金		0.00	0.00
收到再保业务现金净额		0.00	0.00
保户储金及投资款净增加额		0.00	0.00
收取利息、手续费及佣金的现金		0.00	0.00
拆入资金净增加额		0.00	0.00
回购业务资金净增加额		0.00	0.00
代理买卖证券收到的现金净额		0.00	0.00
收到的税费返还		13,612,398.88	10,497,621.75
收到其他与经营活动有关的现金	七、（七八）	21,763,761.48	34,759,954.24
经营活动现金流入小计		1,798,996,998.92	1,882,229,786.95
购买商品、接受劳务支付的现金		1,515,829,829.20	1,173,843,405.80
客户贷款及垫款净增加额		0.00	0.00
存放中央银行和同业款项净增加额		0.00	0.00
支付原保险合同赔付款项的现金		0.00	0.00
拆出资金净增加额		0.00	0.00
支付利息、手续费及佣金的现金		0.00	0.00
支付保单红利的现金		0.00	0.00
支付给职工及为职工支付的现金		282,523,494.25	174,753,571.36
支付的各项税费		113,338,578.03	102,736,105.14
支付其他与经营活动有关的现金	七、（七八）	91,216,370.53	45,553,229.17
经营活动现金流出小计		2,002,908,272.01	1,496,886,311.47
经营活动产生的现金流量净额		-203,911,273.09	385,343,475.48
二、投资活动产生的现金流量：			
收回投资收到的现金		771,500,000.00	428,680,585.26
取得投资收益收到的现金		175,797,821.92	17,763,397.80
处置固定资产、无形资产和其他长期资产收回的现金净额		122,097.35	6,460.00
处置子公司及其他营业单位收到的现金净额		0.00	0.00
收到其他与投资活动有关的现金		0.00	0.00
投资活动现金流入小计		947,419,919.27	446,450,443.06
购建固定资产、无形资产和其他长期资产支付的现金		35,879,418.47	10,010,197.68
投资支付的现金		492,000,000.00	461,200,000.00
质押贷款净增加额		0.00	0.00
取得子公司及其他营业单位支付的现金净额		128,626,627.93	0.00

支付其他与投资活动有关的现金		0.00	0.00
投资活动现金流出小计		656,506,046.40	471,210,197.68
投资活动产生的现金流量净额		290,913,872.87	-24,759,754.62
三、筹资活动产生的现金流量：			
吸收投资收到的现金		0.00	67,312,130.00
其中：子公司吸收少数股东投资收到的现金		0.00	0.00
取得借款收到的现金		0.00	2,500,000.00
收到其他与筹资活动有关的现金	七、（七八）	0.00	2,500,000.00
筹资活动现金流入小计		0.00	72,312,130.00
偿还债务支付的现金		0.00	5,000,000.00
分配股利、利润或偿付利息支付的现金		142,435,686.60	93,652,677.06
其中：子公司支付给少数股东的股利、利润		0.00	900,000.00
支付其他与筹资活动有关的现金	七、（七八）	112,384,644.90	32,817,284.23
筹资活动现金流出小计		254,820,331.50	131,469,961.29
筹资活动产生的现金流量净额		-254,820,331.50	-59,157,831.29
四、汇率变动对现金及现金等价物的影响		6,068,033.96	-2,945,656.05
五、现金及现金等价物净增加额		-161,749,697.76	298,480,233.52
加：期初现金及现金等价物余额		597,112,301.18	298,632,067.66
六、期末现金及现金等价物余额		435,362,603.42	597,112,301.18

公司负责人：秦毅主管会计工作负责人：佟小丽会计机构负责人：吴晓洁

母公司现金流量表

2022 年 1—12 月

单位:元币种:人民币

项目	附注	2022年度	2021年度
一、经营活动产生的现金流量：			
销售商品、提供劳务收到的现金		623,687,237.62	672,287,320.54
收到的税费返还		0.00	428.05
收到其他与经营活动有关的现金		7,576,225.32	29,376,693.50
经营活动现金流入小计		631,263,462.94	701,664,442.09
购买商品、接受劳务支付的现金		585,503,783.57	384,146,739.70
支付给职工及为职工支付的现金		145,821,864.25	96,303,153.22

支付的各项税费		37,017,390.58	32,180,432.66
支付其他与经营活动有关的现金		52,389,082.10	24,715,431.46
经营活动现金流出小计		820,732,120.50	537,345,757.04
经营活动产生的现金流量净额		-189,468,657.56	164,318,685.05
二、投资活动产生的现金流量：			
收回投资收到的现金		660,000,000.00	279,680,585.26
取得投资收益收到的现金		111,256,885.23	16,705,993.69
处置固定资产、无形资产和其他长期资产收回的现金净额		0.00	0.00
处置子公司及其他营业单位收到的现金净额		0.00	0.00
收到其他与投资活动有关的现金		0.00	0.00
投资活动现金流入小计		771,256,885.23	296,386,578.95
购建固定资产、无形资产和其他长期资产支付的现金		31,969,300.11	6,520,775.32
投资支付的现金		639,650,090.00	262,513,660.00
取得子公司及其他营业单位支付的现金净额		0.00	0.00
支付其他与投资活动有关的现金		0.00	0.00
投资活动现金流出小计		671,619,390.11	269,034,435.32
投资活动产生的现金流量净额		99,637,495.12	27,352,143.63
三、筹资活动产生的现金流量：			
吸收投资收到的现金		0.00	67,312,130.00
取得借款收到的现金		0.00	0.00
收到其他与筹资活动有关的现金		0.00	0.00
筹资活动现金流入小计		0.00	67,312,130.00
偿还债务支付的现金		0.00	0.00
分配股利、利润或偿付利息支付的现金		142,435,686.60	92,665,989.56
支付其他与筹资活动有关的现金		7,744,127.06	5,107,375.08
筹资活动现金流出小计		150,179,813.66	97,773,364.64
筹资活动产生的现金流量净额		-150,179,813.66	-30,461,234.64
四、汇率变动对现金及现金等价物的影响		1,741,077.35	-1,362,659.47
五、现金及现金等价物净增加额		-238,269,898.75	159,846,934.57
加：期初现金及现金等价物余额		307,218,966.89	147,372,032.32
六、期末现金及现金等价物余额		68,949,068.14	307,218,966.89

公司负责人：秦毅主管会计工作负责人：佟小丽会计机构负责人：吴晓洁

合并所有者权益变动表

2022 年 1—12 月

单位:元币种:人民币

项目	2022 年度														
	归属于母公司所有者权益													少数股东权益	所有者权益合计
	实收资本(或股本)	其他权益工具			资本公积	减:库存股	其他综合收益	专项储备	盈余公积	一般风险准备	未分配利润	其他	小计		
		优先股	永续债	其他											
一、上年年末余额	712,815,314.00				980,954,634.92	82,349,931.55	23,211,095.76		298,654,532.48		2,004,031,410.61		3,937,317,056.22	43,956,385.93	3,981,273,442.15
加:会计政策变更															
前期差错更正															
同一控制下企业合并															
其他															

二、本年期初余额	712,815,314.00				980,954,634.92	82,349,931.55	23,211,095.76		298,654,532.48		2,004,031,410.61		3,937,317,056.22	43,956,385.93	3,981,273,442.15
三、本期增减变动金额（减少以“—”号填列）	-636,881.00				21,185,607.15	-12,508,638.38			13,970,163.23		242,850,956.07		289,878,483.83	-43,956,385.93	245,922,097.90
（一）综合收益总额											399,034,926.70		399,034,926.70	554,649.86	399,589,576.56
（二）所有者投入和减少资本	-636,881.00				21,185,607.15	-12,508,638.38							-33,057,364.53	-44,511,035.79	-11,453,671.26
1.所有者投入的普通股	-636,881.00												-636,881.00		-636,881.00

2.其他权益工具持有者投入资本															
3.股份支付计入所有者权益的金额					26,724,571.36	-12,508,638.38							39,233,209.74		39,233,209.74
4.其他					-5,538,964.21								-5,538,964.21	-44,511,035.79	-50,050,000.00
（三）利润分配									13,970,163.23		-156,183,970.63		-142,213,807.40		-142,213,807.40
1.提取盈余公积									13,970,163.23		-13,970,163.23				
2.提取一般风险准备															

3.对所有者（或股东）的分配											-142,213,807.40		-142,213,807.40		-142,213,807.40
4.其他															
（四）所有者权益内部结转															
1.资本公积转增资本（或股本）															
2.盈余公积转增资本（或股本）															

3.盈余公积弥补亏损															
4.设定受益计划变动额结转留存收益															
5.其他综合收益结转留存收益															
6.其他															
（五）专项储备															
1.本期提取															

2.本期使用															
（六）其他															
四、本期期末余额	712,178,433.00				1,002,140,242.07	69,841,293.17	23,211,095.76		312,624,695.71		2,246,882,366.68		4,227,195,540.05		4,227,195,540.05

项目	2021 年度														
	归属于母公司所有者权益													少数股东权益	所有者权益合计
	实收资本(或股本)	其他权益工具			资本公积	减：库存股	其他综合收益	专项储备	盈余公积	一般风险准备	未分配利润	其他	小计		
		优先股	永续债	其他											
一、上年年末余额	704,121,614.00				923,891,971.76	23,956,333.00	21,921,590.44		249,842,238.69		1,416,034,998.91		3,291,856,080.80	36,111,819.40	3,327,967,900.20
加：会计政策变更															
前期差															

错更正															
同一控制下企业合并															
其他															
二、本年期初余额	704,121,614.00				923,891,971.76	23,956,333.00	21,921,590.44		249,842,238.69		1,416,034,998.91		3,291,856,080.80	36,111,819.40	3,327,967,900.20
三、本期增减变动金额（减少以“—”号填列）	8,693,700.00				57,062,663.16	58,393,598.55	1,289,505.32		48,812,293.79		587,996,411.70		645,460,975.42	7,844,566.53	653,305,541.95
（一）综合收益总额							1,289,505.32				729,298,230.93		730,587,736.25	8,252,693.58	738,840,429.83
（二）所有者投入	8,693,700.00				57,062,663.16	58,393,598.55							7,362,764.61	491,872.95	7,854,637.56

和减少资本														
1.所有者投入的普通股	8,693,700.00				57,004,547.52	58,393,598.55						7,304,648.97		7,304,648.97
2.其他权益工具持有者投入资本														
3.股份支付计入所有者权益的金额					26,704,535.69							26,704,535.69	491,872.95	27,196,408.64
4.其他					-26,646,420.05							-26,646,420.05		-26,646,420.05
（三）利润分配									48,812,293.79		-141,301,819.23		-92,489,525.44	-900,000.00	-93,389,525.44

1.提取盈余公积									48,812,293.79		-48,812,293.79				
2.提取一般风险准备															
3.对所有者（或股东）的分配											-92,489,525.44		-92,489,525.44	-900,000.00	-93,389,525.44
4.其他															
（四）所有者权益内部结转															
1.资本公积转增资本（或															

股本）															
2.盈余公积转增资本（或股本）															
3.盈余公积弥补亏损															
4.设定受益计划变动额结转留存收益															
5.其他综合收益结转留存收益															

6.其他															
（五）专项储备															
1.本期提取															
2.本期使用															
（六）其他															
四、本期期末余额	712,815,314.00				980,954,634.92	82,349,931.55	23,211,095.76		298,654,532.48		2,004,031,410.61		3,937,317,056.22	43,956,385.93	3,981,273,442.15

公司负责人：秦毅主管会计工作负责人：佟小丽会计机构负责人：吴晓洁

母公司所有者权益变动表

2022 年 1—12 月

单位:元币种:人民币

项目	2022 年度										
	实收资本（或股本）	其他权益工具			资本公积	减：库存股	其他综合收益	专项储备	盈余公积	未分配利润	所有者权益合计
		优先股	永续债	其他							
一、上年年末余额	712,815,314.00				1,191,635,497.23	82,349,931.55	23,211,095.76		298,654,532.48	1,314,079,670.38	3,458,046,178.30
加：会计政策变更											
前期差错更正											

其他											
二、本年期初余额	712,815,314.00				1,191,635,497.23	82,349,931.55	23,211,095.76		298,654,532.48	1,314,079,670.38	3,458,046,178.30
三、本期增减变动金额（减少以“－”号填列）	-636,881.00				26,724,571.36	-12,508,638.38			13,970,163.23	-16,482,338.30	36,084,153.67
（一）综合收益总额										139,701,632.33	139,701,632.33
（二）所有者投入和减少资本	-636,881.00				26,724,571.36	-12,508,638.38					38,596,328.74
1．所有者投入的普通股	-636,881.00										-636,881.00
2．其他权益工具持有者投入资本											
3．股份支付计入所有者权益的金额					26,724,571.36	-12,508,638.38					39,233,209.74
4．其他											
（三）利润分配									13,970,163.23	-156,183,970.63	-142,213,807.40
1．提取盈余公积									13,970,163.23	-13,970,163.23	
2．对所有者（或股东）的分配										-142,213,807.40	-142,213,807.40
3．其他											
（四）所有者权益内部结转											
1．资本公积转增资本（或股本）											

2.盈余公积转增资本（或股本）											
3．盈余公积弥补亏损											
4．设定受益计划变动额结转留存收益											
5．其他综合收益结转留存收益											
6．其他											
（五）专项储备											
1．本期提取											
2．本期使用											
（六）其他											
四、本期期末余额	712,178,433.00				1,218,360,068.59	69,841,293.17	23,211,095.76		312,624,695.71	1,297,597,332.08	3,494,130,331.97

项目	2021 年度										
	实收资本（或股本）	其他权益工具			资本公积	减：库存股	其他综合收益	专项储备	盈余公积	未分配利润	所有者权益合计
		优先股	永续债	其他							
一、上年年末余额	704,121,614.00				1,107,618,522.39	23,956,333.00	21,921,590.44		249,842,238.69	967,258,551.73	3,026,806,184.25
加：会计政策变更											
前期差错更正											
其他											
二、本年期初余额	704,121,614.00				1,107,618,522.39	23,956,333.00	21,921,590.44		249,842,238.69	967,258,551.73	3,026,806,184.25
三、本期增减变动金额（减少以“－”号填列）	8,693,700.00				84,016,974.84	58,393,598.55	1,289,505.32		48,812,293.79	346,821,118.65	431,239,994.05
（一）综合收益总额							1,289,505.32			488,122,937.88	489,412,443.20

（二）所有者投入和减少资本	8,693,700.00				84,016,974.84	58,393,598.55					34,317,076.29
1．所有者投入的普通股	8,693,700.00				57,004,547.52	58,393,598.55					7,304,648.97
2．其他权益工具持有者投入资本											
3．股份支付计入所有者权益的金额					27,012,427.32						27,012,427.32
4．其他											
（三）利润分配									48,812,293.79	-141,301,819.23	-92,489,525.44
1．提取盈余公积									48,812,293.79	-48,812,293.79	
2．对所有者（或股东）的分配										-92,489,525.44	-92,489,525.44
3．其他											
（四）所有者权益内部结转											
1．资本公积转增资本（或股本）											
2．盈余公积转增资本（或股本）											
3．盈余公积弥补亏损											
4．设定受益计划变动额结转留存收益											
5．其他综合收益结转留存收益											
6．其他											
（五）专项储备											

1．本期提取											
2．本期使用											
（六）其他											
四、本期期末余额	712,815,314.00				1,191,635,497.23	82,349,931.55	23,211,095.76		298,654,532.48	1,314,079,670.38	3,458,046,178.30

公司负责人：秦毅主管会计工作负责人：佟小丽会计机构负责人：吴晓洁

三、公司基本情况

1. 公司概况

√适用 □不适用

上海贝岭股份有限公司（以下简称“上海贝岭”或“本公司”）是根据上海市人民政府以沪府[1998]24 号文《关于同意上海贝岭微电子制造有限公司变更为上海贝岭股份有限公司的批复》，由上海仪电控股（集团）公司和上海贝尔电话设备制造有限公司共同发起并经中国证券监督管理委员会以“证监发字（1998）217 号”文批准，向社会公开募集股份设立的股份有限公司，领取国家工商行政管理局核发的企股沪总字第 000289 号企业法人营业执照。公司的企业统一社会信用代码为 91310000607220587A，注册资本 71,217.84 万元。注册地址：上海市宜山路 810 号。现任法定代表人：秦毅。

2. 合并财务报表范围

√适用 □不适用

本年度的合并财务报表范围分别是上海贝岭股份有限公司、上海岭芯微电子有限公司、深圳市锐能微科技有限公司、香港海华有限公司、南京微盟电子有限公司及深圳市矽塔科技有限公司。

四、财务报表的编制基础

1. 编制基础

本公司财务报表以持续经营为编制基础。

2. 持续经营

√适用 □不适用

截至 2022 年 12 月 31 日，本公司流动资产总额为 276,440.92 万元，流动负债为 58,190.82 万元，流动资产总额超出流动负债总额 218,250.11 万元。基于以上考虑，本公司有足够能力满足正常经营活动需要，因此本公司 2022 年财务报表仍按持续经营基础编制。

五、重要会计政策及会计估计

具体会计政策和会计估计提示：

√适用 □不适用

本集团根据生产经营特点确定具体会计政策和会计估计，主要体现在应收款项坏账准备的计提方法、存货的计价方法、投资性房地产的计量模式、固定资产折旧、使用权资产和无形资产摊销、收入的确认时点等。

1. 遵循企业会计准则的声明

本公司所编制的财务报表符合企业会计准则的要求，真实、完整地反映了公司的财务状况、经营成果、股东权益变动和现金流量等有关信息。本公司编制的财务报表符合企业会计准则的要求，真实、完整地反映了本公司及本集团 2022 年 12 月 31 日的财务状况及 2022 年度的经营成果和现金流量等有关信息。此外，本公司及本集团的财务报表在所有重大方面符合中国证券监督管理委员会 2014 年修订的《公开发行证券的公司信息披露编报规则第 15 号——财务报告的一般规定》有关财务报表及其附注的披露要求。

2. 会计期间

本公司会计年度自公历 1 月 1 日起至 12 月 31 日止。

3. 营业周期

√适用 □不适用

本公司以 12 个月作为正常营业周期，并以营业周期作为资产和负债的流动性分标准。

4. 记账本位币

本公司的记账本位币为人民币。

5. 同一控制下和非同一控制下企业合并的会计处理方法

√适用 □不适用

企业合并，是指将两个或两个以上单独的企业合并形成一个报告主体的交易或事项。企业合并分为同一控制下企业合并和非同一控制下企业合并。

（1）同一控制下企业合并

参与合并的企业在合并前后均受同一方或相同的多方最终控制，且该控制并非暂时性的，为同一控制下的企业合并。同一控制下的企业合并，在合并日取得对其他参与合并企业控制权的一方为合并方，参与合并的其他企业为被合并方。合并日，是指合并方实际取得对被合并方控制权的日期。

合并方取得的资产和负债均按合并日在被合并方的账面价值计量。合并方取得的净资产账面价值与支付的合并对价账面价值（或发行股份面值总额）的差额，调整资本公积（股本溢价）；资本公积（股本溢价）不足以冲减的，调整留存收益。

合并方为进行企业合并发生的各项直接费用，于发生时计入当期损益。

（2）非同一控制下企业合并

参与合并的企业在合并前后不受同一方或相同的多方最终控制的，为非同一控制下的企业合并。非同一控制下的企业合并，在购买日取得对其他参与合并企业控制权的一方为购买方，参与合并的其他企业为被购买方。购买日，是指为购买方实际取得对被购买方控制权的日期。

对于非同一控制下的企业合并，合并成本包含购买日购买方为取得对被购买方的控制权而付出的资产、发生或承担的负债以及发行的权益性证券的公允价值，为企业合并发生的审计、法律服务、评估咨询等中介费用以及其他管理费用于发生时计入当期损益。购买方作为合并对价发行的权益性证券或债务性证券的交易费用，计入权益性证券或债务性证券的初始确认金额。所涉及的或有对价按其在购买日的公允价值计入合并成本，购买日后 12 个月内出现对购买日已存在情况的新的或进一步证据而需要调整或有对价的，相应调整合并商誉。购买方发生的合并成本及在合并中取得的可辨认净资产按购买日的公允价值计量。合并成本大于合并中取得的被购买方于购买日可辨认净资产公允价值份额的差额，确认为商誉。合并成本小于合并中取得的被购买方可辨认净资产公允价值份额的，首先对取得的被购买方各项可辨认资产、负债及或有负债的公允价值以及合并成本的计量进行复核，复核后合并成本仍小于合并中取得的被购买方可辨认净资产公允价值份额的，其差额计入当期损益。

购买方取得被购买方的可抵扣暂时性差异，在购买日因不符合递延所得税资产确认条件而未予确认的，在购买日后 12 个月内，如取得新的或进一步的信息表明购买日的相关情况已经存在，预期被购买方在购买日可抵扣暂时性差异带来的经济利益能够实现的，则确认相关的递延所得税资产，同时减少商誉，商誉不足冲减的，差额部分确认为当期损益；除上述情况以外，确认与企业合并相关的递延所得税资产的，计入当期损益。

通过多次交易分步实现的非同一控制下企业合并，根据《财政部关于印发企业会计准则解释第 5 号的通知》（财会[2012]19 号）和《企业会计准则第 33 号——合并财务报表》第五十一条关于“一揽子交易”的判断标准（参见本附注五、6“合并财务报表的编制方法”（2）），判断该多次交易是否属于“一揽子交易”。属于“一揽子交易”的，参考本部分前面各段描述及本附注五、21“长期股权投资”进行会计处理；不属于“一揽子交易”的，区分个别财务报表和合并财务报表进行相关会计处理：

在个别财务报表中，以购买日之前所持被购买方的股权投资的账面价值与购买日新增投资成本之和，作为该项投资的初始投资成本；购买日之前持有的被购买方的股权涉及其他综合收益的，

在处置该项投资时将与其相关的其他综合收益采用与被购买方直接处置相关资产或负债相同的基础进行会计处理。

在合并财务报表中，对于购买日之前持有的被购买方的股权，按照该股权在购买日的公允价值进行重新计量，公允价值与其账面价值的差额计入当期投资收益；购买日之前持有的被购买方的股权涉及其他综合收益的，与其相关的其他综合收益应当采用与被购买方直接处置相关资产或负债相同的基础进行会计处理。

6. 合并财务报表的编制方法

√适用 □不适用

(1)合并财务报表范围的确定原则

合并财务报表的合并范围以控制为基础予以确定。控制是指本集团拥有对被投资方的权力，通过参与被投资方的相关活动而享有可变回报，并且有能力运用对被投资方的权力影响该回报金额。合并范围包括本公司及全部子公司。子公司，是指被本集团控制的主体。

一旦相关事实和情况的变化导致上述控制定义涉及的相关要素发生了变化，本集团将进行重新评估。

(2)合并财务报表编制的方法

从取得子公司的净资产和生产经营决策的实际控制权之日起，本集团开始将其纳入合并范围；从丧失实际控制权之日起停止纳入合并范围。对于处置的子公司，处置日前的经营成果和现金流量已经适当地包括在合并利润表和合并现金流量表中；当期处置的子公司，不调整合并资产负债表的期初数。非同一控制下企业合并增加的子公司，其购买日后的经营成果及现金流量已经适当地包括在合并利润表和合并现金流量表中，且不调整合并财务报表的期初数和对比数。同一控制下企业合并增加的子公司，其自合并当期期初至合并日的经营成果和现金流量已经适当地包括在合并利润表和合并现金流量表中，并且同时调整合并财务报表的对比数。

在编制合并财务报表时，子公司与本公司采用的会计政策或会计期间不一致的，按照本公司的会计政策和会计期间对子公司财务报表进行必要的调整。对于非同一控制下企业合并取得的子公司，以购买日可辨认净资产公允价值为基础对其财务报表进行调整。

集团内所有重大往来余额、交易及未实现利润在合并财务报表编制时予以抵销。

子公司的股东权益及当期净损益中不属于本公司所拥有的部分分别作为少数股东权益及少数股东损益在合并财务报表中股东权益及净利润项下单独列示。子公司当期净损益中属于少数股东权益的份额，在合并利润表中净利润项目下以“少数股东损益”项目列示。少数股东分担的子公司的亏损超过了少数股东在该子公司期初股东权益中所享有的份额，仍冲减少数股东权益。

当因处置部分股权投资或其他原因丧失了对原有子公司的控制权时，对于剩余股权，按照其在丧失控制权日的公允价值进行重新计量。处置股权取得的对价与剩余股权公允价值之和，减去按原持股比例计算应享有原有子公司自购买日开始持续计算的净资产的份额之间的差额，计入丧失控制权当期的投资收益。与原有子公司股权投资相关的其他综合收益，在丧失控制权时采用与该子公司直接处置相关资产或负债相同的基础进行会计处理。其后，对该部分剩余股权按照《企业会计准则第 2 号——长期股权投资》或《企业会计准则第 22 号——金融工具确认和计量》等相关规定进行后续计量，详见本附注五、21“长期股权投资”或本附注五、10“金融工具”。

本集团通过多次交易分步处置对子公司股权投资直至丧失控制权的，需区分处置对子公司股权投资直至丧失控制权的各项交易是否属于一揽子交易。处置对子公司股权投资的各项交易的条款、条件以及经济影响符合以下一种或多种情况，通常表明应将多次交易事项作为一揽子交易进行会计处理：①这些交易是同时或者在考虑了彼此影响的情况下订立的；②这些交易整体才能达成一项完整的商业结果；③一项交易的发生取决于其他至少一项交易的发生；④一项交易单独看是不经济的，但是和其他交易一并考虑时是经济的。不属于一揽子交易的，对其中的每一项交易视情况分别按照“不丧失控制权的情况下部分处置对子公司的长期股权投资”（详见本附注五、21“长期股权投资”（2）③）和“因处置部分股权投资或其他原因丧失了对原有子公司的控制权”（详见前段）适用的原则进行会计处理。处置对子公司股权投资直至丧失控制权的各项交易属于一揽子交易的，将各项交易作为一项处置子公司并丧失控制权的交易进行会计处理；但是，在丧失控制权之前每一次处置价款与处置投资对应的享有该子公司净资产份额的差额，在合并财务报表中确认为其他综合收益，在丧失控制权时一并转入丧失控制权当期的损益。

7. 合营安排分类及共同经营会计处理方法

√适用 □不适用

合营安排，是指一项由两个或两个以上的参与方共同控制的安排。本集团根据在合营安排中享有的权利和承担的义务，将合营安排分为共同经营和合营企业。共同经营，是指本集团享有该安排相关资产且承担该安排相关负债的合营安排。合营企业，是指本集团仅对该安排的净资产享有权利的合营安排。

本集团对合营企业的投资采用权益法核算，按照本附注五、21“长期股权投资”（2）②“权益法核算的长期股权投资”中所述的会计政策处理。

本集团作为合营方对共同经营，确认本集团单独持有的资产、单独所承担的负债，以及按本集团份额确认共同持有的资产和共同承担的负债；确认出售本集团享有的共同经营产出份额所产生的收入；按本集团份额确认共同经营因出售产出所产生的收入；确认本集团单独所发生的费用，以及按本集团份额确认共同经营发生的费用。

当本集团作为合营方向共同经营投出或出售资产（该资产不构成业务，下同）、或者自共同经营购买资产时，在该等资产出售给第三方之前，本集团仅确认因该交易产生的损益中归属于共同经营其他参与方的部分。该等资产发生符合《企业会计准则第 8 号——资产减值》等规定的资产减值损失的，对于由本集团向共同经营投出或出售资产的情况，本集团全额确认该损失；对于本集团自共同经营购买资产的情况，本集团按承担的份额确认该损失。

8. 现金及现金等价物的确定标准

现金等价物是指企业持有的期限短（一般指从购买日起三个月内到期）、流动性强、易于转换为已知金额现金、价值变动风险很小的投资。

9. 外币业务和外币报表折算

√适用 □不适用

外币交易的折算方法

本集团发生的外币交易在初始确认时，按交易日的即期汇率（通常指中国人民银行公布的当日外汇牌价的中间价，下同）折算为记账本位币金额，但本集团发生的外币兑换业务或涉及外币兑换的交易事项，按照实际采用的汇率折算为记账本位币金额。

对于外币货币性项目和外币非货币性项目的折算方法

资产负债表日，对于外币货币性项目采用资产负债表日即期汇率折算，由此产生的汇兑差额，除：①属于与购建符合资本化条件的资产相关的外币专门借款产生的汇兑差额按照借款费用资本化的原则处理；以及②可供出售的外币货币性项目除摊余成本之外的其他账面余额变动产生的汇兑差额计入其他综合收益之外，均计入当期损益。

以历史成本计量的外币非货币性项目，仍采用交易发生日的即期汇率折算的记账本位币金额计量。以公允价值计量的外币非货币性项目，采用公允价值确定日的即期汇率折算，折算后的记账本位币金额与原记账本位币金额的差额，作为公允价值变动（含汇率变动）处理，计入当期损益或确认为其他综合收益。

10. 金融工具

√适用 □不适用

在本集团成为金融工具合同的一方时确认一项金融资产或金融负债。

金融资产的分类、确认和计量

本集团根据管理金融资产的业务模式和金融资产的合同现金流量特征，将金融资产划分为：以摊余成本计量的金融资产；以公允价值计量且其变动计入其他综合收益的金融资产；以公允价值计量且其变动计入当期损益的金融资产。

金融资产在初始确认时以公允价值计量。对于以公允价值计量且其变动计入当期损益的金融资产，相关交易费用直接计入当期损益；对于其他类别的金融资产，相关交易费用计入初始确认

金额。因销售产品或提供劳务而产生的、未包含或不考虑重大融资成分的应收账款或应收票据，本集团按照预期有权收取的对价金额作为初始确认金额。

以摊余成本计量的金融资产

本集团管理以摊余成本计量的金融资产的业务模式为以收取合同现金流量为目标，且此类金融资产的合同现金流量特征与基本借贷安排相一致，即在特定日期产生的现金流量，仅为对本金和以未偿付本金金额为基础的利息的支付。本集团对于此类金融资产，采用实际利率法，按照摊余成本进行后续计量，其摊销或减值产生的利得或损失，计入当期损益。

以公允价值计量且其变动计入其他综合收益的金融资产

本集团管理此类金融资产的业务模式为既以收取合同现金流量为目标又以出售为目标，且此类金融资产的合同现金流量特征与基本借贷安排相一致。本集团对此类金融资产按照公允价值计量且其变动计入其他综合收益，但减值损失或利得、汇兑损益和按照实际利率法计算的利息收入计入当期损益。

此外，本集团将部分非交易性权益工具投资指定为以公允价值计量且其变动计入其他综合收益的金融资产。本集团将该类金融资产的相关股利收入计入当期损益，公允价值变动计入其他综合收益。当该金融资产终止确认时，之前计入其他综合收益的累计利得或损失将从其他综合收益转入留存收益，不计入当期损益。

以公允价值计量且其变动计入当期损益的金融资产

本集团将上述以摊余成本计量的金融资产和以公允价值计量且其变动计入其他综合收益的金融资产之外的金融资产，分类为以公允价值计量且其变动计入当期损益的金融资产。此外，在初始确认时，本集团为了消除或显著减少会计错配，将部分金融资产指定为以公允价值计量且其变动计入当期损益的金融资产。对于此类金融资产，本集团采用公允价值进行后续计量，公允价值变动计入当期损益。

金融负债的分类、确认和计量

金融负债于初始确认时分类为以公允价值计量且其变动计入当期损益的金融负债和其他金融负债。对于以公允价值计量且其变动计入当期损益的金融负债，相关交易费用直接计入当期损益，其他金融负债的相关交易费用计入其初始确认金额。

以公允价值计量且其变动计入当期损益的金融负债

以公允价值计量且其变动计入当期损益的金融负债，包括交易性金融负债（含属于金融负债的衍生工具）和初始确认时指定为以公允价值计量且其变动计入当期损益的金融负债。

交易性金融负债（含属于金融负债的衍生工具），按照公允价值进行后续计量，除与套期会计有关外，公允价值变动计入当期损益。

被指定为以公允价值计量且其变动计入当期损益的金融负债，该负债由本集团自身信用风险变动引起的公允价值变动计入其他综合收益，且终止确认该负债时，计入其他综合收益的自身信用风险变动引起的其公允价值累计变动额转入留存收益。其余公允价值变动计入当期损益。若按上述方式对该等金融负债的自身信用风险变动的影响进行处理会造成或扩大损益中的会计错配的，本集团将该金融负债的全部利得或损失（包括企业自身信用风险变动的影响金额）计入当期损益。

其他金融负债

除金融资产转移不符合终止确认条件或继续涉入被转移金融资产所形成的金融负债、财务担保合同外的其他金融负债分类为以摊余成本计量的金融负债，按摊余成本进行后续计量，终止确认或摊销产生的利得或损失计入当期损益。

金融资产转移的确认依据和计量方法

满足下列条件之一的金融资产，予以终止确认：①收取该金融资产现金流量的合同权利终止；②该金融资产已转移，且将金融资产所有权上几乎所有的风险和报酬转移给转入方；③该金融资

产已转移，虽然企业既没有转移也没有保留金融资产所有权上几乎所有的风险和报酬，但是放弃了对该金融资产的控制。

若企业既没有转移也没有保留金融资产所有权上几乎所有的风险和报酬，且未放弃对该金融资产的控制的，则按照继续涉入所转移金融资产的程度确认有关金融资产，并相应确认有关负债。继续涉入所转移金融资产的程度，是指该金融资产价值变动使企业面临的风险水平。

金融资产整体转移满足终止确认条件的，将所转移金融资产的账面价值及因转移而收到的对价与原计入其他综合收益的公允价值变动累计额之和的差额计入当期损益。

金融资产部分转移满足终止确认条件的，将所转移金融资产的账面价值在终止确认及未终止确认部分之间按其相对的公允价值进行分摊，并将因转移而收到的对价与应分摊至终止确认部分的原计入其他综合收益的公允价值变动累计额之和与分摊的前述账面金额之差额计入当期损益。

本集团对采用附追索权方式出售的金融资产，或将持有的金融资产背书转让，需确定该金融资产所有权上几乎所有的风险和报酬是否已经转移。已将该金融资产所有权上几乎所有的风险和报酬转移给转入方的，终止确认该金融资产；保留了金融资产所有权上几乎所有的风险和报酬的，不终止确认该金融资产；既没有转移也没有保留金融资产所有权上几乎所有的风险和报酬的，则继续判断企业是否对该资产保留了控制，并根据前面各段所述的原则进行会计处理。

金融负债的终止确认

金融负债（或其一部分）的现时义务已经解除的，本集团终止确认该金融负债（或该部分金融负债）。本集团（借入方）与借出方签订协议，以承担新金融负债的方式替换原金融负债，且新金融负债与原金融负债的合同条款实质上不同的，终止确认原金融负债，同时确认一项新金融负债。本集团对原金融负债（或其一部分）的合同条款作出实质性修改的，终止确认原金融负债，同时按照修改后的条款确认一项新金融负债。

金融负债（或其一部分）终止确认的，本集团将其账面价值与支付的对价（包括转出的非现金资产或承担的负债）之间的差额，计入当期损益。

金融资产和金融负债的抵销

当本集团具有抵销已确认金额的金融资产和金融负债的法定权利，且该种法定权利是当前可执行的，同时本集团计划以净额结算或同时变现该金融资产和清偿该金融负债时，金融资产和金融负债以相互抵销后的净额在资产负债表内列示。除此以外，金融资产和金融负债在资产负债表内分别列示，不予相互抵销。

金融资产和金融负债的公允价值确定方法

公允价值，是指市场参与者在计量日发生的有序交易中，出售一项资产所能收到或者转移一项负债所需支付的价格。金融工具存在活跃市场的，本集团采用活跃市场中的报价确定其公允价值。活跃市场中的报价是指易于定期从交易所、经纪商、行业协会、定价服务机构等获得的价格，且代表了在公平交易中实际发生的市场交易的价格。金融工具不存在活跃市场的，本集团采用估值技术确定其公允价值。估值技术包括参考熟悉情况并自愿交易的各方最近进行的市场交易中使用的价格、参照实质上相同的其他金融工具当前的公允价值、现金流量折现法和期权定价模型等。在估值时，本集团采用在当前情况下适用并且有足够可利用数据和其他信息支持的估值技术，选择与市场参与者在相关资产或负债的交易中所考虑的资产或负债特征相一致的输入值，并尽可能优先使用相关可观察输入值。在相关可观察输入值无法取得或取得不切实可行的情况下，使用不可输入值。

权益工具

权益工具是指能证明拥有本集团在扣除所有负债后的资产中的剩余权益的合同。本集团发行（含再融资）、回购、出售或注销权益工具作为权益的变动处理，与权益性交易相关的交易费用从权益中扣减。本集团不确认权益工具的公允价值变动。

本集团权益工具在存续期间分派股利（含分类为权益工具的工具所产生的“利息”）的，作为利润分配处理。

金融资产减值

本集团需确认减值损失的金融资产系以摊余成本计量的金融资产、以公允价值计量且其变动计入其他综合收益的债务工具、租赁应收款，主要包括应收票据、应收账款、应收款项融资、其他应收款、债权投资、其他债权投资、长期应收款等。此外，对合同资产及部分财务担保合同，也按照本部分所述会计政策计提减值准备和确认信用减值损失。

减值准备的确认方法

本集团以预期信用损失为基础，对上述各项目按照其适用的预期信用损失计量方法（一般方法或简化方法）计提减值准备并确认信用减值损失。

信用损失，是指本集团按照原实际利率折现的、根据合同应收的所有合同现金流量与预期收取的所有现金流量之间的差额，即全部现金短缺的现值。其中，对于购买或源生的已发生信用减值的金融资产，本集团按照该金融资产经信用调整的实际利率折现。

预期信用损失计量的一般方法是指，本集团在每个资产负债表日评估金融资产（含合同资产等其他适用项目，下同）的信用风险自初始确认后是否已经显著增加，如果信用风险自初始确认后已显著增加，本集团按照相当于整个存续期内预期信用损失的金额计量损失准备；如果信用风险自初始确认后未显著增加，本集团按照相当于未来 12 个月内预期信用损失的金额计量损失准备。本集团在评估预期信用损失时，考虑所有合理且有依据的信息，包括前瞻性信息。

对于在资产负债表日具有较低信用风险的金融工具，本集团假设其信用风险自初始确认后并未显著增加，选择按照未来 12 个月内的预期信用损失计量损失准备，依据其信用风险自初始确认后是否已显著增加，而采用未来 12 月内或者整个存续期内预期信用损失金额为基础计量损失准备。

信用风险自初始确认后是否显著增加的判断标准

如果某项金融资产在资产负债表日确定的预计存续期内的违约概率显著高于在初始确认时确定的预计存续期内的违约概率，则表明该项金融资产的信用风险显著增加。除特殊情况外，本集团采用未来 12 个月内发生的违约风险的变化作为整个存续期内发生违约风险变化的合理估计，来确定自初始确认后信用风险是否显著增加。

以组合为基础评估预期信用风险的组合方法

本集团对信用风险显著不同的金融资产单项评价信用风险，如：与对方存在争议或涉及诉讼、仲裁的应收款项；已有明显迹象表明债务人很可能无法履行还款义务的应收款项等。

除了单项评估信用风险的金融资产外，本集团基于共同风险特征将金融资产划分为不同的组别，在组合的基础上评估信用风险。

金融资产减值的会计处理方法

期末，本集团计算各类金融资产的预计信用损失，如果该预计信用损失大于其当前减值准备的账面金额，将其差额确认为减值损失；如果小于当前减值准备的账面金额，则将差额确认为减值利得。

11. 应收票据

应收票据的预期信用损失的确定方法及会计处理方法

√适用 □不适用

本集团对于应收票据按照相当于整个存续期内的预期信用损失金额计量损失准备。基于应收票据的信用风险特征，将其划分为不同组合：

项目	确定组合的依据
银行承兑汇票	承兑人为信用风险较小的银行
商业承兑汇票	根据承兑人的信用风险的划分，与“应收账款”组合划分相同

12. 应收账款

应收账款的预期信用损失的确定方法及会计处理方法

√适用 □不适用

对于不含重大融资成分的应收账款，本集团按照相当于整个存续期内的预期信用损失金额计量损失准备。

对于包含重大融资成分的应收账款、合同资产和租赁应收款，本集团选择始终按照相当于存续期内预期信用损失的金额计量损失准备。

除了单项评估信用风险的应收账款外，基于其信用风险特征，将其划分为不同组合：

项目	确定组合的依据
应收账款：	
应收正常销售款组合	本组合为正常经营往来款项，以应收款项的账龄作为信用风险特征
合并范围内关联方组合	本组合为本集团合并范围内子公司。

13. 应收款项融资

√适用 □不适用

分类为以公允价值计量且其变动计入其他综合收益的应收票据，自取得起期限在一年内（含一年）的部分，列示为应收款项融资。

14. 其他应收款

其他应收款预期信用损失的确定方法及会计处理方法

√适用 □不适用

本集团依据其他应收款信用风险自初始确认后是否已经显著增加，采用相当于未来 12 个月内、或整个存续期的预期信用损失的金额计量减值损失。除了单项评估信用风险的其他应收款外，基于其信用风险特征，将其划分为不同组合：

项目	确定组合的依据
应收备用金组合	本组合为日常经常活动中应收取的各类备用金；
应收租金组合	本组合为日常经常活动中应收取的各类房屋租赁租金；
应收增值税退税组合	本组合为应收销售软件增值税即征即退税款；
其他组合	本组合为应收取的押金、代垫款、质保金等应收款项；
合并范围内关联方组合	本组合为本集团合并范围内子公司。

15. 存货

√适用 □不适用

存货主要包括原材料、在产品及自制半成品、周转材料、库存商品、发出商品。

存货按照成本进行初始计量。存货成本包括采购成本、加工成本和其他成本。发出存货，采用加权平均法确定其实际成本。周转材料包括低值易耗品和包装物等，低值易耗品和包装物采用一次转销法进行摊销。

于资产负债表日，存货按照成本与可变现净值孰低计量，对成本高于可变现净值的，计提存货跌价准备，计入当期损益。如果以前计提存货跌价准备的影响因素已经消失，使得存货的可变现净值高于其账面价值，则在原已计提的存货跌价准备金额内，将以前减记的金额予以恢复，转回的金额计入当期损益。

可变现净值，是指在日常活动中，存货的估计售价减去至完工时估计将要发生的成本、估计的销售费用以及相关税费后的金额。计提存货跌价准备时，原材料按类别计提，产成品按类别计提。

存货的盘存制度为永续盘存制。

16. 合同资产

(1). 合同资产的确认方法及标准

√适用 □不适用

本集团将客户尚未支付合同对价，但本集团已经依据合同履行了履约义务，且不属于无条件（即仅取决于时间流逝）向客户收款的权利，在资产负债表中列示为合同资产。同一合同下的合同资产和合同负债以净额列示，不同合同下的合同资产和合同负债不予抵销。

(2). 合同资产预期信用损失的确定方法及会计处理方法

√适用 □不适用

合同资产预期信用损失的确定方法和会计处理方法

对于不含重大融资成分的合同资产，本集团按照相当于整个存续期内的预期信用损失金额计量损失准备。

对于包含重大融资成分的合同资产，本集团选择始终按照相当于存续期内预期信用损失的金额计量损失准备。

除了单项评估信用风险的合同资产外，基于其信用风险特征，将其划分为不同组合：

项目	确定组合的依据
质保金组合	本组合为质保金

17. 持有待售资产

□适用 √不适用

18. 债权投资

(1). 债权投资预期信用损失的确定方法及会计处理方法

□适用 √不适用

19. 其他债权投资

(1). 其他债权投资预期信用损失的确定方法及会计处理方法

□适用 √不适用

20. 长期应收款

(1). 长期应收款预期信用损失的确定方法及会计处理方法

□适用 √不适用

21. 长期股权投资

√适用 □不适用

本部分所指的长期股权投资是指本集团对被投资单位具有控制、共同控制或重大影响的长期股权投资。本集团对被投资单位不具有控制、共同控制或重大影响的长期股权投资，作为以公允价值计量且其变动计入当期损益的金融资产核算，其中如果属于非交易性的，本集团在初始确认时可选择将其指定为以公允价值计量且其变动计入其他综合收益的金融资产核算，其会计政策详见本附注五、10“金融工具”。

共同控制，是指本集团按照相关约定对某项安排所共有的控制，并且该安排的相关活动必须经过分享控制权的参与方一致同意后才能决策。重大影响，是指本集团对被投资单位的财务和经营政策有参与决策的权力，但并不能够控制或者与其他方一起共同控制这些政策的制定。

（1）投资成本的确定

对于同一控制下的企业合并取得的长期股权投资，在合并日按照被合并方股东权益在最终控制方合并财务报表中的账面价值的份额作为长期股权投资的初始投资成本。长期股权投资初始投

资成本与支付的现金、转让的非现金资产以及所承担债务账面价值之间的差额，调整资本公积；资本公积不足冲减的，调整留存收益。以发行权益性证券作为合并对价的，在合并日按照被合并方股东权益在最终控制方合并财务报表中的账面价值的份额作为长期股权投资的初始投资成本，按照发行股份的面值总额作为股本，长期股权投资初始投资成本与所发行股份面值总额之间的差额，调整资本公积；资本公积不足冲减的，调整留存收益。

对于非同一控制下的企业合并取得的长期股权投资，在购买日按照合并成本作为长期股权投资的初始投资成本，合并成本包括购买方付出的资产、发生或承担的负债、发行的权益性证券的公允价值之和。

合并方或购买方为企业合并发生的审计、法律服务、评估咨询等中介费用以及其他相关管理费用，于发生时计入当期损益。

除企业合并形成的长期股权投资外的其他股权投资，按成本进行初始计量，该成本视长期股权投资取得方式的不同，分别按照本集团实际支付的现金购买价款、本集团发行的权益性证券的公允价值、投资合同或协议约定的价值、非货币性资产交换交易中换出资产的公允价值或原账面价值、该项长期股权投资自身的公允价值等方式确定。与取得长期股权投资直接相关的费用、税金及其他必要支出也计入投资成本。对于因追加投资够对被投资单位实施重大影响或实施共同控制但不构成控制的，长期股权投资成本为按照《企业会计准则第 22 号——金融工具确认和计量》确定的原持有股权投资的公允价值加上新增投资成本之和。

（2）后续计量及损益确认方法

对被投资单位具有共同控制（构成共同经营者除外）或重大影响的长期股权投资，采用权益法核算。此外，公司财务报表采用成本法核算能够对被投资单位实施控制的长期股权投资。

①成本法核算的长期股权投资

采用成本法核算时，长期股权投资按初始投资成本计价，追加或收回投资调整长期股权投资的成本。除取得投资时实际支付的价款或者对价中包含的已宣告但尚未发放的现金股利或者利润外，当期投资收益按照享有被投资单位宣告发放的现金股利或利润确认。

②权益法核算的长期股权投资

采用权益法核算时，长期股权投资的初始投资成本大于投资时应享有被投资单位可辨认净资产公允价值份额的，不调整长期股权投资的初始投资成本；初始投资成本小于投资时应享有被投资单位可辨认净资产公允价值份额的，其差额计入当期损益，同时调整长期股权投资的成本。

采用权益法核算时，按照应享有或应分担的被投资单位实现的净损益和其他综合收益的份额，分别确认投资收益和其他综合收益，同时调整长期股权投资的账面价值；按照被投资单位宣告分派的利润或现金股利计算应享有的部分，相应减少长期股权投资的账面价值；对于被投资单位除净损益、其他综合收益和利润分配以外所有者权益的其他变动，调整长期股权投资的账面价值并计入资本公积。在确认应享有被投资单位净损益的份额时，以取得投资时被投资单位各项可辨认资产等的公允价值为基础，对被投资单位的净利润进行调整后确认。被投资单位采用的会计政策及会计期间与本集团不一致的，按照本集团的会计政策及会计期间对被投资单位的财务报表进行调整，并据以确认投资收益和其他综合收益。对于本集团与联营企业及合营企业之间发生的交易，投出或出售的资产不构成业务的，未实现内部交易损益按照享有的比例计算归属于本集团的部分予以抵销，在此基础上确认投资损益。但本集团与被投资单位发生的未实现内部交易损失，属于所转让资产减值损失的，不予以抵销。

在确认应分担被投资单位发生的净亏损时，以长期股权投资的账面价值和其他实质上构成对被投资单位净投资的长期权益减记至零为限。此外，如本集团对被投资单位负有承担额外损失的义务，则按预计承担的义务确认预计负债，计入当期投资损失。被投资单位以后期间实现净利润的，本集团在收益分享额弥补未确认的亏损分担额后，恢复确认收益分享额。

③处置长期股权投资

在合并财务报表中，母公司在不丧失控制权的情况下部分处置对子公司的长期股权投资，处置价款与处置长期股权投资相对应享有子公司净资产的差额计入股东权益；母公司部分处置对子公司的长期股权投资导致丧失对子公司控制权的，按本附注五、6、“合并财务报表编制的方法”（2）中所述的相关会计政策处理。

其他情形下的长期股权投资处置，对于处置的股权，其账面价值与实际取得价款的差额，计入当期损益。

采用权益法核算的长期股权投资，处置后的剩余股权仍采用权益法核算的，在处置时将原计入股东权益的其他综合收益部分按相应的比例采用与被投资单位直接处置相关资产或负债相同的基础进行会计处理。因被投资方除净损益、其他综合收益和利润分配以外的其他所有者权益变动而确认的所有者权益，按比例结转入当期损益。

采用成本法核算的长期股权投资，处置后剩余股权仍采用成本法核算的，其在取得对被投资单位的控制之前因采用权益法核算或金融工具确认和计量准则核算而确认的其他综合收益，采用与被投资单位直接处置相关资产或负债相同的基础进行会计处理，并按比例结转当期损益；因采用权益法核算而确认的被投资单位净资产中除净损益、其他综合收益和利润分配以外的其他所有者权益变动按比例结转当期损益。

22. 投资性房地产

(1). 如果采用公允价值计量模式的：

选择公允

投资性房地产是指为赚取租金或资本增值，或两者兼有而持有的房地产。包括已出租的土地使用权、持有并准备增值后转让的土地使用权、已出租的建筑物等。

本集团采用公允价值模式对投资性房地产进行后续计量。采用公允价值模式进行后续计量的投资性房地产，会计政策选择的依据为：

（1）投资性房地产所在地有活跃的房地产交易市场。

（2）本集团能够从房地产交易市场上取得同类或类似房地产的市场价格及其他相关信息，从而对投资性房地产的公允价值作出合理的估计。

本集团不对投资性房地产计提折旧或进行摊销，在资产负债表日以投资性房地产的公允价值为基础调整其账面价值，公允价值与原账面价值之间的差额计入当期损益。

本集团有确凿证据表明房地产用途发生改变，将投资性房地产转换为自用房地产时，以其转换当日的公允价值作为自用房地产的账面价值，公允价值与原账面价值的差额计入当期损益。自用房地产或存货转换为采用公允价值模式计量的投资性房地产时，投资性房地产按照转换当日的公允价值计价，转换当日的公允价值小于原账面价值的，其差额计入当期损益；转换当日的公允价值大于原账面价值的，其差额计入所有者权益。

价值计量的依据

投资性房地产是指为赚取租金或资本增值，或两者兼有而持有的房地产。包括已出租的土地使用权、持有并准备增值后转让的土地使用权、已出租的建筑物等。

本集团采用公允价值模式对投资性房地产进行后续计量。采用公允价值模式进行后续计量的投资性房地产，会计政策选择的依据为：

（1）投资性房地产所在地有活跃的房地产交易市场。

（2）本集团能够从房地产交易市场上取得同类或类似房地产的市场价格及其他相关信息，从而对投资性房地产的公允价值作出合理的估计。

本集团不对投资性房地产计提折旧或进行摊销，在资产负债表日以投资性房地产的公允价值为基础调整其账面价值，公允价值与原账面价值之间的差额计入当期损益。

本集团有确凿证据表明房地产用途发生改变，将投资性房地产转换为自用房地产时，以其转换当日的公允价值作为自用房地产的账面价值，公允价值与原账面价值的差额计入当期损益。自用房地产或存货转换为采用公允价值模式计量的投资性房地产时，投资性房地产按照转换当日的公允价值计价，转换当日的公允价值小于原账面价值的，其差额计入当期损益；转换当日的公允价值大于原账面价值的，其差额计入所有者权益。

23. 固定资产

(1).确认条件

√适用 □不适用

固定资产仅在与其有关的经济利益很可能流入本集团，且其成本能够可靠地计量时才予以确认。与固定资产有关的后续支出，符合该确认条件的，计入固定资产成本，并终止确认被替换部分的账面价值；否则，在发生时计入当期损益。

固定资产按照成本进行初始计量。购置固定资产的成本包括购买价款、相关税费、使固定资产达到预定可使用状态前所发生的可直接归属于该资产的其他支出。

(2).折旧方法

√适用 □不适用

类别	折旧方法	折旧年限（年）	残值率	年折旧率
房屋及建筑物	年限平均法	20-30	5-10%	3.00-4.75%
机器设备	年限平均法	4-10	5-10%	9.00-23.75%
运输设备	年限平均法	5	5-10%	18.00-19.00%
电子设备	年限平均法	4-5	5-10%	18.00-23.75%
办公设备	年限平均法	3-10	5%	9.50-31.67%
其他设备	年限平均法	4-10	5-10%	9.00-23.75%

(3).融资租入固定资产的认定依据、计价和折旧方法

□适用 √不适用

24. 在建工程

√适用 □不适用

在建工程成本按实际工程支出确定，包括在建期间发生的各项工程支出以及其他相关费用等。在建工程在达到预定可使用状态后结转为固定资产。

25. 借款费用

√适用 □不适用

借款费用包括借款利息、折价或溢价的摊销、辅助费用以及因外币借款而发生的汇兑差额等。可直接归属于符合资本化条件的资产的购建或者生产的借款费用，在资产支出已经发生、借款费用已经发生、为使资产达到预定可使用或可销售状态所必要的购建或生产活动已经开始时，开始资本化；构建或者生产的符合资本化条件的资产达到预定可使用状态或者可销售状态时，停止资本化。其余借款费用在发生当期确认为费用。

专门借款当期实际发生的利息费用，减去尚未动用的借款资金存入银行取得的利息收入或进行暂时性投资取得的投资收益后的金额予以资本化；一般借款根据累计资产支出超过专门借款部分的资产支出加权平均数乘以所占用一般借款的资本化率，确定资本化金额。资本化率根据一般借款的加权平均利率计算确定。

资本化期间内，外币专门借款的汇兑差额全部予以资本化；外币一般借款的汇兑差额计入当期损益。

符合资本化条件的资产指需要经过相当长时间的购建或者生产活动才能达到预定可使用或可销售状态的固定资产、投资性房地产和存货等资产。

如果符合资本化条件的资产在购建或生产过程中发生非正常中断、并且中断时间连续超过 3 个月的，暂停借款费用的资本化，直至资产的购建或生产活动重新开始。

26. 生物资产

□适用 √不适用

27. 油气资产

□适用 √不适用

28. 使用权资产

√适用 □不适用

使用权资产的确定方法及会计处理方法，参见本附注五、42“租赁”。

29. 无形资产

(1). 计价方法、使用寿命、减值测试

√适用 □不适用

无形资产仅在与其有关的经济利益很可能流入本集团，且其成本能够可靠地计量时才予以确认，并以成本进行初始计量。但非同一控制下企业合并中取得的无形资产，其公允价值能够可靠地计量的，即单独确认为无形资产并按照公允价值计量。

无形资产按照其能为本集团带来经济利益的期限确定使用寿命，无法预见其为本集团带来经济利益期限的作为使用寿命不确定的无形资产。

目前各项无形资产的使用寿命如下：

项目	使用寿命	摊销方法
土地使用权	50 年	直线法
商标权	5-10 年	直线法
专利权	5-10 年	直线法
软件	2-10 年	直线法
非专利技术	5-10 年	直线法

本集团取得的土地使用权，通常作为无形资产核算。自行开发建造厂房等建筑物，相关的土地使用权和建筑物分别作为无形资产和固定资产核算。外购土地及建筑物支付的价款在土地使用权和建筑物之间进行分配，难以合理分配的，全部作为固定资产处理。

期末，对使用寿命有限的无形资产的使用寿命和摊销方法进行复核，如发生变更则作为会计估计变更处理。此外，还对使用寿命不确定的无形资产的使用寿命进行复核，如果有证据表明该无形资产为企业带来经济利益的期限是可预见的，则估计其使用寿命并按照使用寿命有限的无形资产的摊销政策进行摊销。

(2). 内部研究开发支出会计政策

√适用 □不适用

本集团内部研究开发项目的支出分为研究阶段支出与开发阶段支出。

研究阶段的支出，于发生时计入当期损益。

开发阶段的支出同时满足下列条件的，确认为无形资产，不能满足下述条件的开发阶段的支出计入当期损益：

①完成该无形资产以使其能够使用或出售在技术上具有可行性；

②具有完成该无形资产并使用或出售的意图；

③无形资产产生经济利益的方式，包括能够证明运用该无形资产生产的产品存在市场或无形资产自身存在市场，无形资产将在内部使用的，能够证明其有用性；

④有足够的技术、财务资源和其他资源支持，以完成该无形资产的开发，并有能力使用或出售该无形资产；

⑤归属于该无形资产开发阶段的支出能够可靠地计量。

无法区分研究阶段支出和开发阶段支出的，将发生的研发支出全部计入当期损益。

30. 长期资产减值

√适用 □不适用

对于固定资产、在建工程、使用寿命有限的无形资产等非流动非金融资产，本集团于资产负债表日判断是否存在减值迹象。如存在减值迹象的，则估计其可收回金额，进行减值测试。商誉、使用寿命不确定的无形资产和尚未达到可使用状态的无形资产，无论是否存在减值迹象，每年均进行减值测试。

减值测试结果表明资产的可收回金额低于其账面价值的，按其差额计提减值准备并计入减值损失。可收回金额为资产的公允价值减去处置费用后的净额与资产预计未来现金流量的现值两者

之间的较高者。资产的公允价值根据公平交易中销售协议价格确定；不存在销售协议但存在资产活跃市场的，公允价值按照该资产的买方出价确定；不存在销售协议和资产活跃市场的，则以可获取的最佳信息为基础估计资产的公允价值。处置费用包括与资产处置有关的法律费用、相关税费、搬运费以及为使资产达到可销售状态所发生的直接费用。资产预计未来现金流量的现值，按照资产在持续使用过程中和最终处置时所产生的预计未来现金流量，选择恰当的折现率对其进行折现后的金额加以确定。资产减值准备按单项资产为基础计算并确认，如果难以对单项资产的可收回金额进行估计的，以该资产所属的资产组确定资产组的可收回金额。资产组是能够独立产生现金流入的最小资产组合。

在财务报表中单独列示的商誉，在进行减值测试时，将商誉的账面价值分摊至预期从企业合并的协同效应中受益的资产组或资产组组合。测试结果表明包含分摊的商誉的资产组或资产组组合的可收回金额低于其账面价值的，确认相应的减值损失。减值损失金额先抵减分摊至该资产组或资产组组合的商誉的账面价值，再根据资产组或资产组组合中除商誉以外的其他各项资产的账面价值所占比重，按比例抵减其他各项资产的账面价值。

上述资产减值损失一经确认，以后期间不予转回价值得以恢复的部分。

31. 长期待摊费用

√适用 □不适用

长期待摊费用为已经发生但应由报告期和以后各期负担的分摊期限在一年以上的各项费用。本集团的长期待摊费用主要包括园区改造项目、仓库改造项目。长期待摊费用在预计受益期间按直线法摊销。摊销期如下：

项目	摊销期	摊销方法
园区改造项目	5 年	直线法
仓库改造项目	6 年	直线法
办公室装修	3 年	直线法

32. 合同负债

(1).合同负债的确认方法

√适用 □不适用

合同负债，是指本集团已收或应收客户对价而应向客户转让商品的义务。如果在本集团向客户转让商品之前，客户已经支付了合同对价或本集团已经取得了无条件收款权，本集团在客户实际支付款项和到期应支付款项孰早时点，将该已收或应收款项列示为合同负债。同一合同下的合同资产和合同负债以净额列示，不同合同下的合同资产和合同负债不予抵销。

33. 职工薪酬

(1).短期薪酬的会计处理方法

√适用 □不适用

短期薪酬主要包括工资、奖金、津贴和补贴、职工福利费、医疗保险费、生育保险费、工伤保险费、住房公积金、工会经费和职工教育经费、非货币性福利等。本集团在职工为本集团提供服务的会计期间将实际发生的短期职工薪酬确认为负债，并计入当期损益或相关资产成本。其中非货币性福利按公允价值计量。

(2).离职后福利的会计处理方法

√适用 □不适用

离职后福利主要包括基本养老保险、失业保险以及年金等。离职后福利计划包括设定提存计划。采用设定提存计划的，相应的应缴存金额于发生时计入相关资产成本或当期损益。

(3). 辞退福利的会计处理方法

√适用 □不适用

在职工劳动合同到期之前解除与职工的劳动关系，或为鼓励职工自愿接受裁减而提出给予补偿的建议，在本集团不能单方面撤回因解除劳动关系计划或裁减建议所提供的辞退福利时，和本集团确认与涉及支付辞退福利的重组相关的成本两者孰早日，确认辞退福利产生的职工薪酬负债，并计入当期损益。但辞退福利预期在年度报告期结束后十二个月不能完全支付的，按照其他长期职工薪酬处理。

职工内部退休计划采用与上述辞退福利相同的原则处理。本集团将自职工停止提供服务日至正常退休日的期间拟支付的内退人员工资和缴纳的社会保险费等，在符合预计负债确认条件时，计入当期损益（辞退福利）。

(4). 其他长期职工福利的会计处理方法

√适用 □不适用

本集团向职工提供的其他长期职工福利，符合设定提存计划的，按照设定提存计划进行会计处理，除此之外按照设定受益计划进行会计处理。

34. 租赁负债

√适用 □不适用

租赁负债的确定方法及会计处理方法，参见本附注五、42“租赁”。

35. 预计负债

√适用 □不适用

当与或有事项相关的义务同时符合以下条件，确认为预计负债：

(1)该义务是本集团承担的现时义务；

(2)履行该义务很可能导致经济利益流出；

(3)该义务的金额能够可靠地计量。

在资产负债表日，考虑与或有事项有关的风险、不确定性和货币时间价值等因素，按照履行相关现时义务所需支出的最佳估计数对预计负债进行计量。

如果清偿预计负债所需支出全部或部分预期由第三方补偿的，补偿金额在基本确定能够收到时，作为资产单独确认，且确认的补偿金额不超过预计负债的账面价值。

36. 股份支付

√适用 □不适用

股份支付的会计处理方法

股份支付是为了获取职工或其他方提供服务而授予权益工具或者承担以权益工具为基础确定的负债的交易。本集团股份支付为以权益结算的股份支付。

以权益结算的股份支付

用以换取职工提供的服务的权益结算的股份支付，以授予职工权益工具在授予日的公允价值计量。该公允价值的金额在完成等待期内的服务或达到规定业绩条件才可行权的情况下，在等待期内以对可行权权益工具数量的最佳估计为基础，按直线法计算计入当期损益相应增加资本公积-其他资本公积。

在等待期内每个资产负债表日，本集团根据最新取得的可行权职工人数变动等后续信息做出最佳估计，修正预计可行权的权益工具数量。上述估计的影响计入当期相关成本或费用，并相应调整资本公积。

修改、终止股份支付计划的相关会计处理

本集团对股份支付计划进行修改时，若修改增加了所授予权益工具的公允价值，按照权益工具公允价值的增加相应确认取得服务的增加。权益工具公允价值的增加是指修改前后的权益工具在修改日的公允价值之间的差额。若修改减少了股份支付公允价值总额或采用了其他不利于职工

的方式，则仍继续对取得的服务进行会计处理，视同该变更从未发生，除非本集团取消了部分或全部已授予的权益工具。

在等待期内，如果取消了授予的权益工具，本集团对取消所授予的权益性工具作为加速行权处理，将剩余等待期内应确认的金额立即计入当期损益，同时确认资本公积。职工或其他方能够选择满足非可行权条件但在等待期内未满足的，本集团将其作为授予权益工具的取消处理。

37. 优先股、永续债等其他金融工具

□适用 √不适用

38. 收入

(1).收入确认和计量所采用的会计政策

√适用 □不适用

收入，是本集团在日常活动中形成的、会导致股东权益增加的、与股东投入资本无关的经济利益的总流入。本集团与客户之间的合同同时满足下列条件时，在客户取得相关商品（含劳务，下同）控制权时确认收入：合同各方已批准该合同并承诺将履行各自义务；合同明确了合同各方与所转让商品或提供劳务相关的权利和义务；合同有明确的与所转让商品相关的支付条款；合同具有商业实质，即履行该合同将改变本集团未来现金流量的风险、时间分布或金额；本集团因向客户转让商品而有权取得的对价很可能收回。其中，取得相关商品控制权，是指能够主导该商品的使用并从中获得几乎全部的经济利益。

在合同开始日，本集团识别合同中存在的各单项履约义务，并将交易价格按照各单项履约义务所承诺商品的单独售价的相对比例分摊至各单项履约义务。在确定交易价格时考虑了可变对价、合同中存在的重大融资成分、非现金对价、应付客户对价等因素的影响。

对于合同中的每个单项履约义务，如果满足下列条件之一的，本集团在相关履约时段内按照履约进度将分摊至该单项履约义务的交易价格确认为收入：客户在本集团履约的同时即取得并消耗本集团履约所带来的经济利益；客户能够控制本集团履约过程中在建的商品；本集团履约过程中所产出的商品具有不可替代用途，且本集团在整个合同期间内有权就累计至今已完成的履约部分收取款项。履约进度根据所转让商品的性质采用投入法或产出法确定，当履约进度不能合理确定时，本集团已经发生的成本预计能够得到补偿的，按照已经发生的成本金额确认收入，直到履约进度能够合理确定为止。

如果不满足上述条件之一，则本集团在客户取得相关商品控制权的时点按照分摊至该单项履约义务的交易价格确认收入。在判断客户是否已取得商品控制权时，本集团考虑下列迹象：企业就该商品享有现时收款权利，即客户就该商品负有现时付款义务；企业已将该商品的法定所有权转移给客户，即客户已拥有该商品的法定所有权；企业已将该商品实物转移给客户，即客户已实物占有该商品；企业已将该商品所有权上的主要风险和报酬转移给客户，即客户已取得该商品所有权上的主要风险和报酬；客户已接受该商品；其他表明客户已取得商品控制权的迹象。

本集团销售集成电路相关商品的业务通常仅包括转让商品的履约义务，在商品已经发出并收到客户的签收单时，商品的控制权转移，本集团在该时点确认收入实现。本集团基于客户的信用状况给予客户一定期限的信用期，与行业惯例一致，不存在重大融资成分。

(2).同类业务采用不同经营模式导致收入确认会计政策存在差异的情况

□适用 √不适用

39. 合同成本

√适用 □不适用

本集团为取得合同发生的增量成本预期能够收回的，作为合同取得成本确认为一项资产。但是，如果该资产的摊销期限不超过一年，则在发生时计入当期损益。

为履行合同发生的成本不属于《企业会计准则第 14 号——收入（2017 年修订）》之外的其他企业会计准则规范范围且同时满足下列条件的，作为合同履约成本确认为一项资产：

(1)该成本与一份当前或预期取得的合同直接相关，包括直接人工、直接材料、制造费用（或类似费用）、明确由客户承担的成本以及仅因该合同而发生的其他成本；

(2)该成本增加了本集团未来用于履行履约义务的资源；

(3)该成本预期能够收回。

与合同成本有关的资产采用与该资产相关的商品收入确认相同的基础进行摊销，计入当期损益。

40. 政府补助

√适用 □不适用

政府补助是指本集团从政府无偿取得货币性资产和非货币性资产，不包括政府以投资者身份并享有相应所有者权益而投入的资本。政府补助分为与资产相关的政府补助和与收益相关的政府补助。本集团将所取得的用于购建或以其他方式形成长期资产的政府补助界定为与资产相关的政府补助；其余政府补助界定为与收益相关的政府补助。若政府文件未明确规定补助对象，则采用以下方式将补助款划分为与收益相关的政府补助和与资产相关的政府补助：

(1)政府文件明确了补助所针对的特定项目的，根据该特定项目的预算中将形成资产的支出金额和计入费用的支出金额的相对比例进行划分，对该划分比例需在每个资产负债表日进行复核，必要时进行变更；

(2)政府文件中对用途仅作一般性表述，没有指明特定项目的，作为与收益相关的政府补助。政府补助为货币性资产的，按照收到或应收的金额计量。政府补助为非货币性资产的，按照公允价值计量；公允价值不能够可靠取得的，按照名义金额计量。按照名义金额计量的政府补助，直接计入当期损益。

与资产相关的政府补助，确认为递延收益，并在相关资产的使用寿命内按照合理、系统的方法分期计入当期损益。与收益相关的政府补助，用于补偿以后期间的相关成本费用或损失的，确认为递延收益，并在确认相关成本费用或损失的期间计入当期损益；用于补偿已经发生的相关成本费用或损失的，直接计入当期损益。

同时包含与资产相关部分和与收益相关部分的政府补助，区分不同部分分别进行会计处理；难以区分的，将其整体归类为与收益相关的政府补助。

与本集团日常活动相关的政府补助，按照经济业务的实质，计入其他收益或冲减相关成本费用；与日常活动无关的政府补助，计入营业外收支。

已确认的政府补助需要退回时，存在相关递延收益余额的，冲减相关递延收益账面余额，超出部分计入当期损益；属于其他情况的，直接计入当期损益。

41. 递延所得税资产/递延所得税负债

√适用 □不适用

当期所得税

资产负债表日，对于当期和以前期间形成的当期所得税负债（或资产），以按照税法规定计算的预期应交纳（或返还）的所得税金额计量。计算当期所得税费用所依据的应纳税所得额系根据有关税法规定对本报告期税前会计利润作相应调整后计算得出。

递延所得税资产及递延所得税负债

某些资产、负债项目的账面价值与其计税基础之间的差额，以及未作为资产和负债确认但按照税法规定可以确定其计税基础的项目的账面价值与计税基础之间的差额产生的暂时性差异，采用资产负债表债务法确认递延所得税资产及递延所得税负债。

与商誉的初始确认有关，以及与既不是企业合并、发生时也不影响会计利润和应纳税所得额（或可抵扣亏损）的交易中产生的资产或负债的初始确认有关的应纳税暂时性差异，不予确认有关的递延所得税负债。此外，对与子公司、联营企业及合营企业投资相关的应纳税暂时性差异，如果本集团能够控制暂时性差异转回的时间，而且该暂时性差异在可预见的未来很可能不会转回，也不予确认有关的递延所得税负债。除上述例外情况，本集团确认其他所有应纳税暂时性差异产生的递延所得税负债。

与既不是企业合并、发生时也不影响会计利润和应纳税所得额（或可抵扣亏损）的交易中产生的资产或负债的初始确认有关的可抵扣暂时性差异，不予确认有关的递延所得税资产。此外，对与

子公司、联营企业及合营企业投资相关的可抵扣暂时性差异，如果暂时性差异在可预见的未来不是很可能转回，或者未来不是很可能获得用来抵扣可抵扣暂时性差异的应纳税所得额，不予确认有关的递延所得税资产。除上述例外情况，本集团以很可能取得用来抵扣可抵扣暂时性差异的应纳税所得额为限，确认其他可抵扣暂时性差异产生的递延所得税资产。

对于能够结转以后年度的可抵扣亏损和税款抵减，以很可能获得用来抵扣可抵扣亏损和税款抵减的未来应纳税所得额为限，确认相应的递延所得税资产。

资产负债表日，对于递延所得税资产和递延所得税负债，根据税法规定，按照预期收回相关资产或清偿相关负债期间的适用税率计量。

于资产负债表日，对递延所得税资产的账面价值进行复核，如果未来很可能无法获得足够的应纳税所得额用以抵扣递延所得税资产的利益，则减记递延所得税资产的账面价值。在很可能获得足够的应纳税所得额时，减记的金额予以转回。

所得税费用

所得税费用包括当期所得税和递延所得税。

除确认为其他综合收益或直接计入股东权益的交易和事项相关的当期所得税和递延所得税计入其他综合收益或股东权益，以及企业合并产生的递延所得税调整商誉的账面价值外，其余当期所得税和递延所得税费用或收益计入当期损益。

所得税的抵销

当拥有以净额结算的法定权利，且意图以净额结算或取得资产、清偿负债同时进行时，本集团当期所得税资产及当期所得税负债以抵销后的净额列报。

当拥有以净额结算当期所得税资产及当期所得税负债的法定权利，且递延所得税资产及递延所得税负债是与同一税收征管部门对同一纳税主体征收的所得税相关或者是对不同的纳税主体相关，但在未来每一具有重要性的递延所得税资产及负债转回的期间内，涉及的纳税主体意图以净额结算当期所得税资产和负债或是同时取得资产、清偿负债时，本集团递延所得税资产及递延所得税负债以抵销后的净额列报。

42. 租赁

(1).经营租赁的会计处理方法

□适用 √不适用

(2).融资租赁的会计处理方法

□适用 √不适用

(3).新租赁准则下租赁的确定方法及会计处理方法

√适用 □不适用

本集团作为承租人

本集团租赁资产的类别主要为房屋建筑物。

初始计量

在租赁期开始日，本集团将可在租赁期内使用租赁资产的权利确认为使用权资产，将尚未支付的租赁付款额的现值确认为租赁负债，短期租赁和低价值资产租赁除外。在计算租赁付款额的现值时，本集团采用租赁内含利率作为折现率；无法确定租赁内含利率的，采用承租人增量借款利率作为折现率。

后续计量

本集团参照《企业会计准则第 4 号——固定资产》有关折旧规定对使用权资产计提折旧（详见本附注五、23“固定资产”），能够合理确定租赁期届满时取得租赁资产所有权的，本集团在租赁资产剩余使用寿命内计提折旧。无法合理确定租赁期届满时能够取得租赁资产所有权的，本集团在租赁期与租赁资产剩余使用寿命两者孰短的期间内计提折旧。

对于租赁负债，本集团按照固定的周期性利率计算其在租赁期内各期间的利息费用，计入当期损益或计入相关资产成本。未纳入租赁负债计量的可变租赁付款额在实际发生时计入当期损益或相关资产成本。

租赁期开始日后，当实质固定付款额发生变动、担保余值预计的应付金额发生变化、用于确定租赁付款额的指数或比率发生变动、购买选择权、续租选择权或终止选择权的评估结果或实际行权情况发生变化时，本集团按照变动后的租赁付款额的现值重新计量租赁负债，并相应调整使用权资产的账面价值。使用权资产账面价值已调减至零，但租赁负债仍需进一步调减的，本集团将剩余金额计入当期损益。

短期租赁和低价值资产租赁

对于短期租赁（在租赁开始日租赁期不超过 12 个月的租赁）和低价值资产租赁，本集团采取简化处理方法，不确认使用权资产和租赁负债，而在租赁期内各个期间按照直线法或其他系统合理的方法将租赁付款额计入相关资产成本或当期损益。

本集团作为出租人

本集团在租赁开始日，基于交易的实质，将租赁分为融资租赁和经营租赁。融资租赁是指实质上转移了与租赁资产所有权有关的几乎全部风险和报酬的租赁。经营租赁是指除融资租赁以外的其他租赁。

经营租赁

本集团采用直线法将经营租赁的租赁收款额确认为租赁期内各期间的租金收入。与经营租赁有关的未计入租赁收款额的可变租赁付款额，于实际发生时计入当期损益。

融资租赁

于租赁期开始日，本集团确认应收融资租赁款，并终止确认融资租赁资产。应收融资租赁款以租赁投资净额（未担保余值和租赁期开始日尚未收到的租赁收款额按照租赁内含利率折现的现值之和）进行初始计量，并按照固定的周期性利率计算确认租赁期内的利息收入。本集团取得的未纳入租赁投资净额计量的可变租赁付款额在实际发生时计入当期损益。

43. 其他重要的会计政策和会计估计

√适用 □不适用

利润分配

本公司的现金股利，于股东大会批准后确认为负债。

公允价值计量

本集团于每个资产负债表日以公允价值计量衍生金融工具和上市的权益工具投资。公允价值，是指市场参与者在计量日发生的有序交易中，出售一项资产所能收到或者转移一项负债所需支付的价格。本集团以公允价值计量相关资产或负债，假定出售资产或者转移负债的有序交易在相关资产或负债的主要市场进行；不存在主要市场的，本集团假定该交易在相关资产或负债的最有利市场进行。主要市场（或最有利市场）是本集团在计量日能够进入的交易市场。本集团采用市场参与者在对该资产或负债定价时为实现其经济利益最大化所使用的假设。

以公允价值计量非金融资产的，考虑市场参与者将该资产用于最佳用途产生经济利益的能力，或者将该资产出售给能够用于最佳用途的其他市场参与者产生经济利益的能力。

本集团采用在当前情况下适用并且有足够可利用数据和其他信息支持的估值技术，优先使用相关可观察输入值，只有在可观察输入值无法取得或取得不切实可行的情况下，才使用不可观察输入值。

在财务报表中以公允价值计量或披露的资产和负债，根据对公允价值计量整体而言具有重要意义的最低层次输入值，确定所属的公允价值层次：第一层次输入值，在计量日能够取得的相同资产或负债在活跃市场上未经调整的报价；第二层次输入值，除第一层次输入值外相关资产或负债直接或间接可观察的输入值；第三层次输入值，相关资产或负债的不可观察输入值。

每个资产负债表日，本集团对在财务报表中确认的持续以公允价值计量的资产和负债进行重新评估，以确定是否在公允价值计量层次之间发生转换。

重大会计判断和估计

本集团在运用会计政策过程中，由于经营活动内在的不确定性，需要对无法准确计量的报表项目的账面价值进行判断、估计和假设。这些判断、估计和假设是基于本集团管理层过去的历史经验，并在考虑其他相关因素的基础上做出的。这些判断、估计和假设会影响收入、费用、资产和负债的报告金额以及资产负债表日或有负债的披露。然而，这些估计的不确定性所导致的实际结果可能与本集团管理层当前的估计存在差异，进而造成对未来受影响的资产或负债的账面金额进行重大调整。

本集团对前述判断、估计和假设在持续经营的基础上进行定期复核，会计估计的变更仅影响变更当期的，其影响数在变更当期予以确认；既影响变更当期又影响未来期间的，其影响数在变更当期和未来期间予以确认。

于资产负债表日，本集团需对财务报表项目金额进行判断、估计和假设的重要领域如下：

（1）收入确认

如本附注五、38、“收入”所述，本集团在收入确认方面涉及到如下重大的会计判断和估计：识别客户合同；估计因向客户转让商品而有权取得的对价的可收回性；识别合同中的履约义务；估计合同中存在的可变对价以及在相关不确定性消除时累计已确认收入极可能不会发生重大转回的金额；合同中是否存在重大融资成分；估计合同中单项履约义务的单独售价；确定履约义务是在某一时段内履行还是在某一时点履行；履约进度的确定，等等。

本集团主要依靠过去的经验和工作作出判断，这些重大判断和估计变更都可能对变更当期或以后期间的营业收入、营业成本，以及期间损益产生影响，且可能构成重大影响。

（2）租赁

租赁的识别

本集团在识别一项合同是否为租赁或包含租赁时，需要评估是否存在一项已识别资产，且客户控制了该资产在一定期间内的使用权。在评估时，需要考虑资产的性质、实质性替换权、以及客户是否有权获得因在该期间使用该资产所产生的几乎全部经济利益，并能够主导该资产的使用。

租赁的分类

本集团作为出租人时，将租赁分类为经营租赁和融资租赁。在进行分类时，管理层需要对是否已将与租出资产所有权有关的全部风险和报酬实质上转移给承租人作出分析和判断。

租赁负债

本集团作为承租人时，租赁负债按照租赁期开始日尚未支付的租赁付款额的现值进行初始计量。在计量租赁付款额的现值时，本集团对使用的折现率以及存在续租选择权或终止选择权的租赁合同的租赁期进行估计。在评估租赁期时，本集团综合考虑与本集团行使选择权带来经济利益的所有相关事实和情况，包括自租赁期开始日至选择权行使日之间的事实和情况的预期变化等。不同的判断及估计可能会影响租赁负债和使用权资产的确认，并将影响后续期间的损益。

（3）金融资产减值

本集团采用预期信用损失模型对金融工具的减值进行评估，应用预期信用损失模型需要做出重大判断和估计，需考虑所有合理且有依据的信息，包括前瞻性信息。在做出该等判断和估计时，本集团根据历史数据结合经济政策、宏观经济指标、行业风险、外部市场环境、技术环境、客户情况的变化等因素推断债务人信用风险的预期变动。

（4）存货跌价准备

本集团根据存货会计政策，按照成本与可变现净值孰低计量，对成本高于可变现净值及陈旧和滞销的存货，计提存货跌价准备。存货减值至可变现净值是基于评估存货的可售性及其可变现净值。鉴定存货减值要求管理层在取得确凿证据，并且考虑持有存货的目的、资产负债表日后事项的影响等因素的基础上作出判断和估计。实际的结果与原先估计的差异将在估计被改变的期间影响存货的账面价值及存货跌价准备的计提或转回。

（5）金融工具公允价值

对不存在活跃交易市场的金融工具，本集团通过各种估值方法确定其公允价值。这些估值方法包括贴现现金流模型分析等。估值时本集团需对未来现金流量、信用风险、市场波动率和相关性等方面进行估计，并选择适当的折现率。这些相关假设具有不确定性，其变化会对金融工具的公允价值产生影响。权益工具投资或合同有公开报价的，本集团不将成本作为其公允价值的最佳估计。

（6）折旧和摊销

本集团对固定资产和无形资产在考虑其残值后，在使用寿命内按直线法计提折旧和摊销。本集团定期复核使用寿命，以决定将计入每个报告期的折旧和摊销费用数额。使用寿命是本集团根据对同类资产的以往经验并结合预期的技术更新而确定的。如果以前的估计发生重大变化，则会在未来期间对折旧和摊销费用进行调整。

（7）递延所得税资产

在很有可能有足够的应纳税利润来抵扣亏损的限度内，本集团就所有未利用的税务亏损确认递延所得税资产。这需要本集团管理层运用大量的判断来估计未来应纳税利润发生的时间和金额，结合纳税筹划策略，以决定应确认的递延所得税资产的金额。

（8）所得税

本集团在正常的经营活动中，有部分交易其最终的税务处理和计算存在一定的不确定性。部分项目是否能够在税前列支需要税收主管机关的审批。如果这些税务事项的最终认定结果同最初估计的金额存在差异，则该差异将对其最终认定期间的当期所得税和递延所得税产生影响。

（9）预计负债

本集团根据合约条款、现有知识及历史经验，对产品质量保证、预计合同亏损、延迟交货违约金等估计并计提相应准备。在该等或有事项已经形成一项现时义务，且履行该等现时义务很可能导致经济利益流出本集团的情况下，本集团对或有事项按履行相关现时义务所需支出的最佳估计数确认为预计负债。预计负债的确认和计量在很大程度上依赖于管理层的判断。在进行判断过程中本集团需评估该等或有事项相关的风险、不确定性及货币时间价值等因素。

其中，本集团会就出售、维修及改造所售商品向客户提供的售后质量维修承诺预计负债。预计负债时已考虑本集团近期的维修经验数据，但近期的维修经验可能无法反映将来的维修情况。这项准备的任何增加或减少，均可能影响未来年度的损益。

44. 重要会计政策和会计估计的变更

(1). 重要会计政策变更

□适用 √不适用

(2). 重要会计估计变更

□适用 √不适用

(3). 2022 年起首次执行新会计准则或准则解释等涉及调整首次执行当年年初的财务报表

□适用 √不适用

45. 其他

□适用 √不适用

六、税项

1. 主要税种及税率

主要税种及税率情况

√适用 □不适用

税种	计税依据	税率
增值税	境内销售；研发设计；房屋租赁等	13%、9%、6%、5%、3%
城市维护建设税	应纳流转税额	7%
教育费附加	应纳流转税额	3%、2%
企业所得税	应纳流转税额	16.5%、15%、10%
房产税	实际应税收入；自用房产计税余值	12%、1.2%

存在不同企业所得税税率纳税主体的，披露情况说明

√适用 □不适用

纳税主体名称	所得税税率（%）
上海贝岭股份有限公司	10
上海岭芯微电子有限公司	15
深圳市锐能微科技有限公司	10
南京微盟电子有限公司	10
深圳市矽塔科技有限公司	0
香港海华有限公司	16.5

2. 税收优惠

√适用 □不适用

经上海市税务局、上海市财政厅认定，本公司属于高新技术企业，证书编号：GR202031000931，可享受企业所得税 15%的优惠税率。

经上海市科学技术委员会、上海市税务局、上海市财政厅认定，子公司上海岭芯属于高新技术企业，证书编号!GR202231004420，可享受企业所得税 15%的优惠税率。

经江苏省税务局、江苏省财政厅认定，子公司南京微盟属于高新技术企业，证书编号：GR202032007335，可享受企业所得税 15%的优惠税率。

经深圳市税务局、深圳市财政厅认定，子公司深圳矽塔属于高新技术企业，证书编号：GR202044202702，享受企业所得税 15%的优惠税率。

根据《国务院关于印发新时期促进集成电路产业和软件产业高质量发展若干政策的通知》（国发〔2020〕8 号、《中华人民共和国工业和信息化部、国家发展改革委、财政部、国家税务总局公告 2021 年第 9 号》、《关于做好 2022 年享受税收优惠政策的集成电路企业或项目、软件企业清单制定工作有关要求的通知发改高技〔2022〕390 号》、《国家发展改革委等五部门关于做好享受税收优惠政策的集成电路企业或项目、软件企业清单制定工作有关要求的通知发改高技〔2021〕413 号》等规定，对国家鼓励的重点集成电路设计企业和软件企业，自获利年度起，第一年至第五年免征企业所得税，接续年度减按 10%的税率征收企业所得税，子公司南京微盟、深圳锐能微已相继完成认定减按 10%的优惠税率缴纳企业所得税，本公司 2022 年满足以上政策申报条件，减按 10%的优惠税率缴纳企业所得税。

根据《财政部税务总局发展改革委工业和信息化部关于促进集成电路产业和软件产业高质量发展企业所得税政策的公告》（2020 年第 45 号）、《中华人民共和国工业和信息化部国家发展改革委财政部国家税务总局公告》（2021 年第 9 号）、（2021 年第 10 号）相关规定，子公司深圳矽塔所得税适用两免三减半税收优惠政策。深圳市矽塔已于 2021 年企业所得税汇算清缴截止前，提交认定享受企业所得税两免三减半优惠政策的认定材料，公司 2021 年度及 2022 年度享受所得税减免政策。

根据财政部、国家税务总局《关于软件产品增值税政策的通知》（财税[2011]100 号），增值税一般纳税人销售其自行开发生产的软件产品，对其软件收入增值税实际税负超过 3%的部分实行即征即退政策，子公司深圳锐能微、深圳矽塔报告期内持续享受上述增值税即征即退政策。

3. 其他

√适用 □不适用

本集团源于其他地区的应纳税所得额，根据经营所在国家现行法律、解释公告和惯例，使用当地税率。香港海华有限公司注册于香港，其适用的所得税税率为 16.5%。

七、合并财务报表项目注释

1、 货币资金

√适用 □不适用

单位：元币种：人民币

项目	期末余额	期初余额
库存现金	35,824.72	48,410.30

银行存款	731,326,778.70	1,316,563,890.88
合计	731,362,603.42	1,316,612,301.18
其中：存放在境外的款项总额	262,688,503.98	631,760,515.73

2、 交易性金融资产

√适用 □不适用

单位：元币种：人民币

项目	期末余额	期初余额
以公允价值计量且其变动计入当期损益的金融资产	729,546,431.90	764,267,984.00
其中：		
权益工具投资	729,546,431.90	764,267,984.00
指定以公允价值计量且其变动计入当期损益的金融资产		
其中：		
合计	729,546,431.90	764,267,984.00

其他说明：

√适用 □不适用

根据本集团管理金融资产的业务模式和金融资产合同现金流量特征，于 2022 年 12 月 31 日，以公允价值计量且其变动计入当期损益的金融资产权益工具为持有无锡新洁能股份有限公司的 9,563,630 股流通股。

3、 衍生金融资产

□适用 √不适用

4、 应收票据

(1). 应收票据分类列示

√适用 □不适用

单位：元币种：人民币

项目	期末余额	期初余额
银行承兑票据	30,654,297.25	25,554,377.80
商业承兑票据	896,922.63	1,360,182.86
合计	31,551,219.88	26,914,560.66

(2). 期末公司已质押的应收票据

□适用 √不适用

(3). 期末公司已背书或贴现且在资产负债表日尚未到期的应收票据

√适用 □不适用

单位：元币种：人民币

项目	期末终止确认金额	期末未终止确认金额
银行承兑票据	123,538,158.77	
商业承兑票据		
合计	123,538,158.77	

(4). 期末公司因出票人未履约而将其转应收账款的票据

□适用 √不适用

(5). 按坏账计提方法分类披露

√适用 □不适用

单位：元币种：人民币

类别	期末余额					期初余额				
	账面余额		坏账准备		账面价值	账面余额		坏账准备		账面价值
	金额	比例(%)	金额	计提比例(%)		金额	比例(%)	金额	计提比例(%)	
按单项计提坏账准备										
其中：										
按组合计提坏账准备	31,551,312.80		92.92		31,551,219.88	26,914,735.97		175.31		26,914,560.66
其中：										
银行承兑汇票	30,654,297.25	97.16	0.00	0.00	30,654,297.25	25,554,377.80	94.95	0.00	0.00	25,554,377.80
商业承兑汇票	897,015.55	2.84	92.92	0.01	896,922.63	1,360,358.17	5.05	175.31	0.01	1,360,182.86
合计	31,551,312.80	/	92.92	/	31,551,219.88	26,914,735.97	/	175.31	/	26,914,560.66

按单项计提坏账准备：

□适用 √不适用

按组合计提坏账准备：

√适用 □不适用

组合计提项目：商业承兑汇票

单位：元币种：人民币

名称	期末余额		
	应收票据	坏账准备	计提比例（%）
商业承兑汇票	897,015.55	92.92	0.01
合计	897,015.55	92.92	0.01

按组合计提坏账的确认标准及说明

√适用 □不适用

于 2022 年 12 月 31 日，本集团按照整个存续期预期信用损失计量商业承兑汇票坏账准备。

如按预期信用损失一般模型计提坏账准备，请参照其他应收款披露：

□适用 √不适用

(6). 坏账准备的情况

√适用 □不适用

单位：元币种：人民币

类别	期初余额	本期变动金额			期末余额
		计提	收回或转回	转销或核销	
商业承兑汇票	175.31	-82.39			92.92
合计	175.31	-82.39			92.92

其中本期坏账准备收回或转回金额重要的：
□适用 √不适用

(7). 本期实际核销的应收票据情况

□适用 √不适用

其他说明
□适用 √不适用

5、 应收账款

(1). 按账龄披露

√适用 □不适用

单位：元 币种：人民币

账龄	期末账面余额
1 年以内	
其中：1 年以内分项	
1 年以内	412,635,282.24
1 年以内小计	412,635,282.24
1 至 2 年	
2 至 3 年	
3 年以上	86,876.32
3 至 4 年	
4 至 5 年	
5 年以上	
合计	412,722,158.56

(2). 按坏账计提方法分类披露

√适用 □不适用

单位：元币种：人民币

类别	期末余额					期初余额				
	账面余额		坏账准备		账面价值	账面余额		坏账准备		账面价值
	金额	比例(%)	金额	计提比例(%)		金额	比例(%)	金额	计提比例(%)	
按单项计提坏账准备										
其中：										
按组合计提坏账准备	412,722,158.56	100.00	130,076.70	0.03	412,592,081.86	285,039,749.63	100.00	123,598.03	0.04	284,916,151.60
其中：										
正常销售款组合	412,722,158.56	100.00	130,076.70	0.03	412,592,081.86	285,039,749.63	100.00	123,598.03	0.04	284,916,151.60
合计	412,722,158.56	/	130,076.70	/	412,592,081.86	285,039,749.63	/	123,598.03	/	284,916,151.60

按单项计提坏账准备：
□适用 √不适用

按组合计提坏账准备：
√适用 □不适用
组合计提项目：正常销售款组合

单位：元币种：人民币

名称	期末余额		
	应收账款	坏账准备	计提比例（%）
正常销售款组合	412,722,158.56	130,076.70	0.03
合计	412,722,158.56	130,076.70	0.03

按组合计提坏账的确认标准及说明：
√适用 □不适用

账龄	期末余额			期初余额		
	账面余额		坏账准备	账面余额		坏账准备
	金额	预期信用损失率（%）		金额	预期信用损失率（%）	
1 年以内	412,635,282.24	0.01	43,200.38	284,952,873.31	0.01	36,721.71
1 至 2 年						
2 至 3 年						
3 年以上	86,876.32	100.00	86,876.32	86,876.32	100.00	86,876.32
3 至 4 年						
4 至 5 年						
5 年以上						
合计	412,722,158.56	0.03	130,076.70	285,039,749.63	0.04	123,598.03

如按预期信用损失一般模型计提坏账准备，请参照其他应收款披露：
□适用 √不适用

(3). 坏账准备的情况

√适用 □不适用

单位：元币种：人民币

类别	期初余额	本期变动金额				期末余额
		计提	收回或转回	转销或核销	其他变动	
按组合计提坏账准备	123,598.03	8,978.67		2,500.00		130,076.70
合计	123,598.03	8,978.67		2,500.00		130,076.70

其中本期坏账准备收回或转回金额重要的：
□适用 √不适用

(4). 本期实际核销的应收账款情况

√适用 □不适用

单位：元币种：人民币

项目	核销金额

实际核销的应收账款	2,500.00

其中重要的应收账款核销情况
□适用 √不适用

应收账款核销说明：
□适用 √不适用

(5). 按欠款方归集的期末余额前五名的应收账款情况

√适用 □不适用

单位：元币种：人民币

单位名称	期末余额	占应收账款期末余额合计数的比例(%)	坏账准备期末余额
1	31,817,182.89	7.71	3,276.87
2	27,817,664.68	6.74	2,864.96
3	21,469,783.86	5.20	2,766.80
4	20,239,207.74	4.91	2,084.45
5	19,404,641.49	4.70	1,998.50
合计	120,748,480.66	29.26	12,991.58

其他说明

本集团按欠款方归集的年末月前五名应收账款汇总金额为 120,748,480.66 元，占应收账款年末余额合计数的比例为 29.26%，相应计提的坏账准备年末余额汇总金额为 12,991.58 元。

(6). 因金融资产转移而终止确认的应收账款

□适用 √不适用

(7). 转移应收账款且继续涉入形成的资产、负债金额

□适用 √不适用

其他说明：
□适用 √不适用

6、 应收款项融资

√适用 □不适用

单位：元币种：人民币

项目	期末余额	期初余额
应收票据	58,611,576.93	56,768,572.93
合计	58,611,576.93	56,768,572.93

应收款项融资本期增减变动及公允价值变动情况：
√适用 □不适用

项目	期初余额		本年变动		期末余额	
	成本	公允价值变动	成本	公允价值变动	成本	公允价值变动
应收票据	56,768,572.93		1,843,004.00		58,611,576.93	
应收账款						

合计	56,768,572.93		1,843,004.00		58,611,576.93	

如按预期信用损失一般模型计提坏账准备，请参照其他应收款披露：
□适用 √不适用

其他说明：
□适用 √不适用

7、 预付款项

(1). 预付款项按账龄列示

√适用 □不适用

单位：元币种：人民币

账龄	期末余额		期初余额	
	金额	比例(%)	金额	比例(%)
1 年以内	66,571,129.75	99.46	28,496,690.71	99.24
1 至 2 年	149,451.24	0.22	214,014.80	0.75
2 至 3 年	214,014.80	0.32	3,000.00	0.01
3 年以上				
合计	66,934,595.79	100.00	28,713,705.51	100.00

(2). 按预付对象归集的期末余额前五名的预付款情况

√适用 □不适用

单位名称	期末余额	占预付款项期末余额合计数的比例(%)
1	15,455,235.62	23.09
2	14,111,304.62	21.08
3	5,106,551.08	7.63
4	4,364,220.36	6.52
5	4,352,386.17	6.50
合计	43,389,697.85	64.82

其他说明
本集团按预付对象归集的年末余额前五名预付账款汇总金额为 43,389,697.85 元，占预付账款年末余额合计数的比例为 64.82%。

其他说明
□适用 √不适用

8、 其他应收款

项目列示

√适用 □不适用

单位：元币种：人民币

项目	期末余额	期初余额
应收利息		
应收股利		
其他应收款	23,607,852.83	7,414,696.05
合计	23,607,852.83	7,414,696.05

其他说明：
□适用 √不适用

应收利息

(1).应收利息分类

□适用 √不适用

(2).重要逾期利息

□适用 √不适用

(3).坏账准备计提情况

□适用 √不适用

其他说明：
□适用 √不适用

应收股利

(1).应收股利

□适用 √不适用

(2).重要的账龄超过 1 年的应收股利

□适用 √不适用

(3).坏账准备计提情况

□适用 √不适用

其他说明：
□适用 √不适用

其他应收款

(1).按账龄披露

√适用 □不适用

单位：元 币种：人民币

账龄	期末账面余额
1 年以内	
其中：1 年以内分项	
1 年以内	21,385,276.86
1 年以内小计	21,385,276.86
1 至 2 年	1,180,157.10
2 至 3 年	116,418.72
3 年以上	2,049,881.51
3 至 4 年	
4 至 5 年	
5 年以上	
合计	24,731,734.19

(2). 按款项性质分类情况

√适用 □不适用

单位：元币种：人民币

款项性质	期末账面余额	期初账面余额
证券交易结算资金存款		27,731,365.10
房屋租赁及押金	12,182,498.77	4,931,117.61
待返还加工款	8,193,868.88	
增值税退税	2,210,826.62	943,843.31
项目委托开发	970,000.00	1,940,000.00
其他	1,174,539.92	843,930.47
合计	24,731,734.19	36,390,256.49

(3). 坏账准备计提情况

√适用 □不适用

单位：元币种：人民币

坏账准备	第一阶段	第二阶段	第三阶段	合计
	未来12个月预期信用损失	整个存续期预期信用损失(未发生信用减值)	整个存续期预期信用损失(已发生信用减值)	
2022年1月1日余额	301,235.12		28,674,325.32	28,975,560.44
2022年1月1日余额在本期				
--转入第二阶段				
--转入第三阶段				
--转回第二阶段				
--转回第一阶段				
本期计提	75,718.02			75,718.02
本期转回			-566,762.96	-566,762.96
本期转销				
本期核销			-27,362,143.74	-27,362,143.74
其他变动	1,509.60			1,509.60
2022年12月31日余额	378,462.74		745,418.62	1,123,881.36

对本期发生损失准备变动的其他应收款账面余额显著变动的情况说明：

□适用 √不适用

本期坏账准备计提金额以及评估金融工具的信用风险是否显著增加的采用依据：

□适用 √不适用

(4). 坏账准备的情况

√适用 □不适用

单位：元币种：人民币

类别	期初余额	本期变动金额				期末余额
		计提	收回或转回	转销或核销	其他变动	
其他应收款坏	28,975,560.44	75,718.02	-566,762.96	-27,362,143.74	1,509.60	1,123,881.36

账准备						
合计	28,975,560.44	75,718.02	-566,762.96	-27,362,143.74	1,509.60	1,123,881.36

其中本期坏账准备转回或收回金额重要的：
□适用 √不适用

(5). 本期实际核销的其他应收款情况

√适用 □不适用

单位：元币种：人民币

项目	核销金额
实际核销的其他应收款	27,362,143.74

其中重要的其他应收款核销情况：
√适用 □不适用

单位：元 币种：人民币

单位名称	其他应收款性质	核销金额	核销原因	履行的核销程序	款项是否由关联交易产生
健桥证券股份有限公司	交易结算资金	27,164,602.14	终审判决	董事会	否
上海鼎象装饰设计工程有限公司	其他	197,541.60	终审判决	办公会	否
合计	/	27,362,143.74	/	/	/

其他应收款核销说明：
□适用 √不适用

(6). 按欠款方归集的期末余额前五名的其他应收款情况

√适用 □不适用

单位：元币种：人民币

单位名称	款项的性质	期末余额	账龄	占其他应收款期末余额合计数的比例(%)	坏账准备期末余额
1	待返还加工款	8,193,868.88	1 年以内	33.13	
2	增值税退税	2,210,826.62	1 年以内	8.94	
3	租金	1,854,670.95	1 年以内	7.50	55,640.13
4	保证金	1,000,000.00	1-2 年	4.04	50,000.00
5	设计服务费	900,000.00	1 年以内	3.64	27,000.00
合计	/	14,159,366.45	/	57.25	132,640.13

(7). 涉及政府补助的应收款项

□适用 √不适用

(8). 因金融资产转移而终止确认的其他应收款

□适用 √不适用

(9). 转移其他应收款且继续涉入形成的资产、负债的金额

□适用 √不适用

其他说明：

□适用 √不适用

9、 存货

(1). 存货分类

√适用 □不适用

单位：元币种：人民币

项目	期末余额			期初余额		
	账面余额	存货跌价准备/合同履约成本减值准备	账面价值	账面余额	存货跌价准备/合同履约成本减值准备	账面价值
原材料	210,919,183.44	7,999,819.75	202,919,363.69	64,961,942.75	7,324,453.91	57,637,488.84
在产品	200,143,066.62	2,710,495.32	197,432,571.30	96,257,319.22	2,415,301.94	93,842,017.28
库存商品	277,188,517.72	14,259,086.54	262,929,431.18	264,764,640.62	12,443,046.10	252,321,594.52
周转材料	142,618.73		142,618.73	137,785.43		137,785.43
消耗性生物资产						
合同履约成本						
合计	688,393,386.51	24,969,401.61	663,423,984.90	426,121,688.02	22,182,801.95	403,938,886.07

(2). 存货跌价准备及合同履约成本减值准备

√适用 □不适用

单位：元币种：人民币

项目	期初余额	本期增加金额		本期减少金额		期末余额
		计提	其他	转回或转销	其他	
原材料	7,324,453.91	1,958,323.37		1,282,957.53		7,999,819.75
在产品	2,415,301.94	1,975,374.73		1,680,181.35		2,710,495.32
库存商品	12,443,046.10	8,120,627.89	8,726.32	6,313,313.77		14,259,086.54
周转材料						
消耗性生物资产						
合同履约成本						
合计	22,182,801.95	12,054,325.99	8,726.32	9,276,452.65		24,969,401.61

(3). 存货期末余额含有借款费用资本化金额的说明

□适用 √不适用

(4). 合同履约成本本期摊销金额的说明

□适用 √不适用

其他说明
□适用 √不适用

10、 合同资产

(1). 合同资产情况

√适用 □不适用

单位：元币种：人民币

项目	期末余额			期初余额		
	账面余额	减值准备	账面价值	账面余额	减值准备	账面价值
应收质保金	1,369,701.55	1,394.41	1,368,307.14	1,396,061.55	179.90	1,395,881.65
合计	1,369,701.55	1,394.41	1,368,307.14	1,396,061.55	179.90	1,395,881.65

(2). 报告期内账面价值发生重大变动的金额和原因

□适用 √不适用

(3). 本期合同资产计提减值准备情况

√适用 □不适用

单位：元币种：人民币

项目	本期计提	本期转回	本期转销/核销	原因
应收质保金	1,214.51			
合计	1,214.51			/

如按预期信用损失一般模型计提坏账准备，请参照其他应收款披露：
□适用 √不适用

其他说明：
□适用 √不适用

11、 持有待售资产

□适用 √不适用

12、 一年内到期的非流动资产

√适用 □不适用

单位：元币种：人民币

项目	期末余额	期初余额
一年内到期的债权投资		
一年内到期的其他债权投资		
一年内到期的其他非流动资产	10,453,500.00	
合计	10,453,500.00	

期末重要的债权投资和其他债权投资：
□适用 √不适用
无

13、 其他流动资产

√适用 □不适用

单位：元币种：人民币

项目	期末余额	期初余额
合同取得成本		
应收退货成本		
待认证进项税额	5,828,967.57	83,621.29
预缴的企业所得税	4,451,584.75	
定期存款利息	24,676,541.00	63,130,273.05
合计	34,957,093.32	63,213,894.34

其他说明

本集团存入定期存款投资目的系为持有至到期，且公司有能力持有至到期并已按约定利率计提相应的利息收入，因此本公司将于一年内到期的定期存款计提的利息作为其他流动资产列示。

14、 债权投资

(1). 债权投资情况

□适用 √不适用

(2). 期末重要的债权投资

□适用 √不适用

(3). 减值准备计提情况

□适用 √不适用

本期减值准备计提金额以及评估金融工具的信用风险是否显著增加的采用依据

□适用 √不适用

其他说明

□适用 √不适用

15、 其他债权投资

(1). 其他债权投资情况

□适用 √不适用

(2). 期末重要的其他债权投资

□适用 √不适用

(3). 减值准备计提情况

□适用 √不适用

本期减值准备计提金额以及评估金融工具的信用风险是否显著增加的采用依据

□适用 √不适用

其他说明：

□适用 √不适用

16、 长期应收款

(1). 长期应收款情况

□适用 √不适用

(2). 坏账准备计提情况

□适用 √不适用

本期坏账准备计提金额以及评估金融工具的信用风险是否显著增加的采用依据
□适用 √不适用

(3). 因金融资产转移而终止确认的长期应收款

□适用 √不适用

(4). 转移长期应收款且继续涉入形成的资产、负债金额

□适用 √不适用

其他说明
□适用 √不适用

17、 长期股权投资

□适用 √不适用

18、 其他权益工具投资

(1). 其他权益工具投资情况

□适用 √不适用

(2). 非交易性权益工具投资的情况

□适用 √不适用

其他说明：
□适用 √不适用

19、 其他非流动金融资产

□适用 √不适用

其他说明：
□适用 √不适用

20、 投资性房地产

投资性房地产计量模式

(1)采用公允价值计量模式的投资性房地产

单位：元币种：人民币

项目	房屋、建筑物	土地使用权	在建工程	合计
一、期初余额	566,710,000.00			566,710,000.00
二、本期变动	1,600,000.00			1,600,000.00
加：外购				

存货\固定资产\在建工程转入				
企业合并增加				
减：处置				
其他转出				
公允价值变动	1,600,000.00			1,600,000.00
三、期末余额	568,310,000.00			568,310,000.00

(2)未办妥产权证书的投资性房地产情况

□适用 √不适用

其他说明

□适用 √不适用

21、 固定资产

项目列示

√适用 □不适用

单位：元币种：人民币

项目	期末余额	期初余额
固定资产	87,479,831.60	77,940,708.48
固定资产清理		
合计	87,479,831.60	77,940,708.48

其他说明：

□适用 √不适用

固定资产

(1).固定资产情况

√适用 □不适用

单位：元币种：人民币

项目	房屋及建筑物	机器设备	运输工具	电子设备	办公设备	其他	合计
一、账面原值：							
1.期初余额	94,087,524.87	7,450,896.76	3,720,647.41	37,251,802.32	3,613,766.50	2,835,843.94	148,960,481.80
2.本期增加金额		707,802.52	111,806.67	16,915,542.01	657,801.53	282,288.11	18,675,240.84
（1）购置		522,308.47	-	16,915,542.01	558,765.71	282,288.11	18,278,904.30
（2）在建工程转入							
（3）企业合并增加		185,494.05	111,806.67		99,035.82		396,336.54
3.本期减少金额		19,930.46	772,235.81	3,552,424.82	449,081.43	402,859.34	5,196,531.86
（1）处置或报废		19,930.46	772,235.81	3,552,424.82	449,081.43	402,859.34	5,196,531.86
4.期末余额	94,087,524.87	8,138,768.82	3,060,218.27	50,614,919.51	3,822,486.60	2,715,272.71	162,439,190.78

二、累计折旧							
1.期初余额	32,233,952.55	5,902,082.80	3,116,954.52	25,511,129.96	2,340,731.96	1,898,864.62	71,003,716.41
2.本期增加金额	2,849,067.02	710,735.45	168,737.25	4,845,976.36	418,439.60	8,476.46	9,001,432.14
（1）计提	2,849,067.02	646,641.61	144,396.01	4,845,976.36	376,712.84	8,476.46	8,871,270.30
（2）企业合并增加		64,093.84	24,341.24		41,726.76		130,161.84
3.本期减少金额		19,930.46	678,126.41	3,526,707.54	434,222.53	402,859.34	5,061,846.28
（1）处置或报废		19,930.46	678,126.41	3,526,707.54	434,222.53	402,859.34	5,061,846.28
4.期末余额	35,083,019.57	6,592,887.79	2,607,565.36	26,830,398.78	2,324,949.03	1,504,481.74	74,943,302.27
三、减值准备							
1.期初余额				8,150.66		7,906.25	16,056.91
2.本期增加金额							
（1）计提							
3.本期减少金额							
（1）处置或报废							
4.期末余额				8,150.66		7,906.25	16,056.91
四、账面价值							
1.期末账面价值	59,004,505.30	1,545,881.03	452,652.91	23,776,370.07	1,497,537.57	1,202,884.72	87,479,831.60
2.期初账面价值	61,853,572.32	1,548,813.96	603,692.89	11,732,521.70	1,273,034.54	929,073.07	77,940,708.48

(2).暂时闲置的固定资产情况

□适用 √不适用

(3).通过融资租赁租入的固定资产情况

□适用 √不适用

(4).通过经营租赁租出的固定资产

□适用 √不适用

(5).未办妥产权证书的固定资产情况

□适用 √不适用

其他说明：

□适用 √不适用

固定资产清理

□适用 √不适用

22、 在建工程

项目列示

√适用 □不适用

单位：元币种：人民币

项目	期末余额	期初余额
在建工程	6,438,599.79	503,504.67
工程物资		
合计	6,438,599.79	503,504.67

其他说明：

□适用 √不适用

在建工程

(1). 在建工程情况

√适用 □不适用

单位：元币种：人民币

项目	期末余额			期初余额		
	账面余额	减值准备	账面价值	账面余额	减值准备	账面价值
零星资产购置	4,694,606.66		4,694,606.66	503,504.67		503,504.67
装修工程	1,743,993.13		1,743,993.13			
合计	6,438,599.79		6,438,599.79	503,504.67		503,504.67

(2). 重要在建工程项目本期变动情况

□适用 √不适用

(3). 本期计提在建工程减值准备情况

□适用 √不适用

其他说明

□适用 √不适用

工程物资

(1). 工程物资情况

□适用 √不适用

23、 生产性生物资产

(1). 采用成本计量模式的生产性生物资产

□适用 √不适用

(2). 采用公允价值计量模式的生产性生物资产

□适用 √不适用

其他说明

□适用 √不适用

24、 油气资产

□适用 √不适用

25、 使用权资产

√适用 □不适用

单位：元币种：人民币

项目	房屋及建筑物	合计
一、账面原值		
1.期初余额	35,684,717.93	35,684,717.93
2.本期增加金额	3,558,824.19	3,558,824.19
（1）新增租赁及变更	2,462,490.32	2,462,490.32
（2）合并增加	1,096,333.87	1,096,333.87
3.本期减少金额	1,804,221.65	1,804,221.65
（1）处置	744,874.34	744,874.34
（2）租赁减免	1,059,347.31	1,059,347.31
4.期末余额	37,439,320.47	37,439,320.47
二、累计折旧		
1.期初余额	6,909,500.39	6,909,500.39
2.本期增加金额	7,948,470.96	7,948,470.96
（1）计提	7,857,109.79	7,857,109.79
（2）合并增加	91,361.17	91,361.17
3.本期减少金额	744,874.34	744,874.34
(1)处置	744,874.34	744,874.34
4.期末余额	14,113,097.01	14,113,097.01
三、减值准备		
1.期初余额		
2.本期增加金额		
(1)计提		
3.本期减少金额		
(1)处置		
4.期末余额		
四、账面价值		
1.期末账面价值	23,326,223.46	23,326,223.46
2.期初账面价值	28,775,217.54	28,775,217.54

26、 无形资产

(1). 无形资产情况

√适用 □不适用

单位：元币种：人民币

项目	土地使用权	专利权	非专利技术	商标权	软件	合计
一、账面原值						
1.期初余额	57,704,235.70	10,823,973.35	24,331,148.00	7,500.00	44,488,728.83	137,355,585.88
2.本期增加金额		47,155,434.02			7,494,581.53	54,650,015.55

(1)购置		58,630.95			7,114,423.62	7,173,054.57
(2)内部研发						
(3)企业合并增加		47,096,803.07			380,157.91	47,476,960.98
3.本期减少金额						
(1)处置						
4.期末余额	57,704,235.70	57,979,407.37	24,331,148.00	7,500.00	51,983,310.36	192,005,601.43
二、累计摊销						
1.期初余额	17,621,536.75	10,456,046.79	14,183,591.31	7,400.00	42,177,913.36	84,446,488.21
2.本期增加金额	1,171,595.95	2,724,665.09	3,382,384.28	100.00	4,428,723.23	11,707,468.55
（1）计提	1,171,595.95	2,724,665.09	3,382,384.28	100.00	4,332,782.25	11,611,527.57
（2）企业合并增加					95,940.98	95,940.98
3.本期减少金额						
(1)处置						
4.期末余额	18,793,132.70	13,180,711.88	17,565,975.59	7,500.00	46,606,636.59	96,153,956.76
三、减值准备						
1.期初余额						
2.本期增加金额						
（1）计提						
3.本期减少金额						
(1)处置						
4.期末余额						
四、账面价值						
1.期末账面价值	38,911,103.00	44,798,695.49	6,765,172.41		5,376,673.77	95,851,644.67
2.期初账面价值	40,082,698.95	367,926.56	10,147,556.69	100.00	2,310,815.47	52,909,097.67

本期末通过公司内部研发形成的无形资产占无形资产余额的比例 0.00%

(2). 未办妥产权证书的土地使用权情况

□适用 √不适用

其他说明：

□适用 √不适用

27、 开发支出

□适用 √不适用

28、 商誉

(1). 商誉账面原值

√适用 □不适用

单位：元币种：人民币

被投资单位名称或形成商誉的事项	期初余额	本期增加		本期减少		期末余额
		企业合并形成的		处置		
深圳市锐能微科技有限公司	456,262,239.96					456,262,239.96
深圳市矽塔科技有限公司		275,099,120.95				275,099,120.95
合计	456,262,239.96	275,099,120.95				731,361,360.91

(2). 商誉减值准备

□适用 √不适用

报告期内，本集团评估了商誉的可收回金额，与深圳锐能微科技有限公司电力专用芯片业务资产组相关的商誉未发生减值。

报告期内，本集团评估了商誉的可收回金额，与深圳市矽塔科技有限公司电机驱动芯片业务资产组相关的商誉未发生减值。

(3). 商誉所在资产组或资产组组合的相关信息

√适用 □不适用

资产组的确定依据为：商誉所在的资产组生产的产品存在活跃市场，可以带来独立的现金流，可将其认定为一个单独的资产组。为减值测试的目的，本公司根据深圳锐能微的主营业务将商誉分摊至 1 个资产组，即为电力专用芯片业务资产组；根据深圳矽塔的主营业务将商誉分摊至一个资产组，即为电机驱动芯业务片资产组。截至 2022 年 12 月 31 日，分配到两个资产组的商誉的账面价值及相关减值准备如下：

资产组的构成	电力专用芯片	电机驱动芯片
资产组在合并层面账面价值	5,308,834.74	44,897,700.01
分摊至本资产组的商誉账面价值	456,262,239.96	275,099,120.95
包含商誉的资产组在合并层面账面价值	461,571,074.70	319,996,820.96

(4). 说明商誉减值测试过程、关键参数（例如预计未来现金流量现值时的预测期增长率、稳定期增长率、利润率、折现率、预测期等，如适用）及商誉减值损失的确认方法

√适用 □不适用

电力专用芯片资产组的可收回金额按照预计未来现金流量的现值确定。本公司聘请了上海东洲资产评估有限公司对深圳市锐能微科技有限公司资产组的可收回金额进行了评估，并出具了《上海贝岭股份有限公司拟对合并深圳市锐能微科技有限公司形成的商誉进行减值测试所涉及的资产组可回收价值》（东洲评报字【2023】第 0041 号）。未来现金流量基于管理层批准的 2023 年至 2027 年（预测期）的财务预算确定，并采用 12%的税前折现率，预测期后开始假设现金流稳定。在预计未来现金流量时使用的其他关键假设还有：基于该资产组过去的业绩和管理层对市场发展的预期估计,采用了-10.7%-6.13%的预计销售增长率及 18.33%-22.34%的预计利润率。

电机驱动芯片资产组的可收回金额按照预计未来现金流量的现值确定。本公司聘请了上海申威资产评估有限公司对深圳市矽塔科技有限公司资产组的可收回金额进行了评估，并出具了《上海贝岭股份有限公司拟对并购深圳市矽塔科技有限公司所形成的商誉进行减值测试涉及的相关资产组可收回金额资产评估报告》（沪申威评报字〔2023〕第 0049 号）。未来现金流量基于管理层批准的 2023 年至 2027 年（预测期）的财务预算确定，并采用 13.8%的税前折现率，预测期后开始假设现金流稳定。在预计未来现金流量时使用的其他关键假设还有：基于该资产组过去的业绩和管理层对市场发展的预期估计,采用了 15.38%-88.79%的预计销售增长率及 20.62%-24.74%的预计利润率。

项目	电力专用芯片	电机驱动芯片
资产组的可回收金额	480,000,000.00	338,000,000.00
包含商誉的资产组在合并层面账面价值	461,571,074.70	319,996,820.96
差额	18,428,925.30	18,003,179.04

经测试，本公司管理层认为上述假设发生的任何合理变化均不会导致电力专用芯片资产组，和电机驱动芯片资产组的账面价值超过其可收回金额。

(5). 商誉减值测试的影响

□适用 √不适用

其他说明

□适用 √不适用

29、 长期待摊费用

√适用 □不适用

单位：元币种：人民币

项目	期初余额	本期增加金额	本期摊销金额	其他减少金额	期末余额
上海贝岭园区改造项目	1,067,790.42	857,433.95	277,262.67		1,647,961.70
南翔仓库改造项目	920,622.61		258,588.90		662,033.71
办公室装修	726,938.89	146,674.62	731,718.25		141,895.26
智慧芽软件使用费	55,686.61		26,729.52		28,957.09
合计	2,771,038.53	1,004,108.57	1,294,299.34		2,480,847.76

30、 递延所得税资产/递延所得税负债

(1). 未经抵销的递延所得税资产

√适用 □不适用

单位：元 币种：人民币

项目	期末余额	期初余额

	可抵扣暂时性差异	递延所得税资产	可抵扣暂时性差异	递延所得税资产
资产减值准备	26,229,524.62	2,625,260.40	51,285,983.52	5,203,488.99
内部交易未实现利润	1,964,740.17	196,474.02	5,239,534.91	527,627.90
可抵扣亏损				
递延收益	16,678,959.46	1,667,895.95	20,151,834.43	2,015,183.44
限制性股票可抵扣暂时性差异	36,402,437.60	3,774,188.19	51,780,816.60	5,312,188.53
收入确认暂时性差异	6,676,414.94	667,641.49	6,010,848.92	601,084.89
新租赁准则税会差异	1,313,335.87	141,270.42	1,300,152.82	136,597.67
合计	89,265,412.66	9,072,730.47	135,769,171.20	13,796,171.42

(2). 未经抵销的递延所得税负债

√适用 □不适用

单位：元 币种：人民币

项目	期末余额		期初余额	
	应纳税暂时性差异	递延所得税负债	应纳税暂时性差异	递延所得税负债
非同一控制企业合并资产评估增值	698,938,458.20	69,893,845.82	731,215,662.29	73,121,566.23
其他债权投资公允价值变动	358,113,729.11	35,811,372.91	356,513,729.11	35,651,372.91
其他权益工具投资公允价值变动	25,790,106.40	2,579,010.64	25,790,106.40	2,579,010.64
预提定期存款利息	23,238,149.21	2,443,884.77	16,717,474.72	1,781,794.83
非同一控制下的企业合并评估增值	48,612,530.16	6,146,709.31	9,865,287.30	986,528.73
新租赁准则税会差异			235,811.39	23,581.14
合计	1,154,692,973.08	116,874,823.45	1,140,338,071.21	114,143,854.48

(3). 以抵销后净额列示的递延所得税资产或负债

□适用 √不适用

(4). 未确认递延所得税资产明细

□适用 √不适用

(5). 未确认递延所得税资产的可抵扣亏损将于以下年度到期

□适用 √不适用

其他说明：

□适用 √不适用

31、 其他非流动资产

√适用 □不适用

单位：元币种：人民币

项目	期末余额	期初余额

	账面余额	减值准备	账面价值	账面余额	减值准备	账面价值
合同取得成本						
合同履约成本						
应收退货成本						
合同资产						
到期日超过一年的定期存款及计提的利息	651,831,895.89		651,831,895.89	506,438,527.43		506,438,527.43
到期日超过一年的保证金	35,453,500.00		35,453,500.00			
合计	687,285,395.89		687,285,395.89	506,438,527.43		506,438,527.43

其他说明：

本集团存入定期存款投资目的系为持有至到期，且公司有能力持有至到期并已按约定利率计提相应的利息收入，因此本公司将于一年后到期的定期存款及按约定利率计提的利息作为其他非流动资产列示。

32、 短期借款

(1).短期借款分类

□适用 √不适用

(2).已逾期未偿还的短期借款情况

□适用 √不适用

其中重要的已逾期未偿还的短期借款情况如下：

□适用 √不适用

其他说明

□适用 √不适用

33、 交易性金融负债

□适用 √不适用

34、 衍生金融负债

□适用 √不适用

35、 应付票据

(1).应付票据列示

√适用 □不适用

单位：元币种：人民币

种类	期末余额	期初余额
商业承兑汇票		
银行承兑汇票	1,129,114.91	22,103,745.72
合计	1,129,114.91	22,103,745.72

本期末已到期未支付的应付票据总额为 0.00 元。

36、 应付账款

(1). 应付账款列示

√适用 □不适用

单位：元币种：人民币

项目	期末余额	期初余额
1 年以内	171,355,388.86	193,639,567.08
1-2 年	86,219.48	532,864.64
2-3 年	130,489.84	
合计	171,572,098.18	194,172,431.72

(2). 账龄超过 1 年的重要应付账款

□适用 √不适用

其他说明

√适用 □不适用

本集团账龄超过一年的应付账款金额均不重大。

37、 预收款项

(1). 预收账款项列示

√适用 □不适用

单位：元币种：人民币

项目	期末余额	期初余额
预收房租	9,195,005.12	3,511.59
预收物业费	1,131,279.40	
合计	10,326,284.52	3,511.59

(2). 账龄超过 1 年的重要预收款项

□适用 √不适用

其他说明

□适用 √不适用

38、 合同负债

(1). 合同负债情况

√适用 □不适用

单位：元币种：人民币

项目	期末余额	期初余额
销货合同相关的合同负债	18,896,658.23	15,559,421.34
合计	18,896,658.23	15,559,421.34

(2). 报告期内账面价值发生重大变动的金额和原因

□适用 √不适用

其他说明：

□适用 √不适用

39、 应付职工薪酬

(1). 应付职工薪酬列示

√适用 □不适用

单位：元币种：人民币

项目	期初余额	本期增加	本期减少	期末余额
一、短期薪酬	60,058,216.51	240,615,442.42	246,898,784.61	53,774,874.32
二、离职后福利-设定提存计划	34,419.49	19,865,954.21	19,970,895.93	-70,522.23
三、辞退福利		240,609.88	240,609.88	
四、一年内到期的其他福利				
合计	60,092,636.00	260,722,006.51	267,110,290.42	53,704,352.09

(2). 短期薪酬列示

√适用 □不适用

单位：元币种:人民币

项目	期初余额	本期增加	本期减少	期末余额
一、工资、奖金、津贴和补贴	59,292,315.64	209,419,568.73	215,925,466.86	52,786,417.51
二、职工福利费		5,957,832.24	5,957,832.24	
三、社会保险费	22,237.21	10,833,314.69	10,562,347.27	293,204.63
其中：医疗保险费	21,903.40	10,209,900.03	9,949,943.47	281,859.96
工伤保险费	333.81	362,238.97	353,732.78	8,840.00
生育保险费		261,175.69	258,671.02	2,504.67
四、住房公积金	53,447.00	11,038,846.08	11,123,906.62	-31,613.54
五、工会经费和职工教育经费	57,909.12	3,365,880.68	3,329,231.62	94,558.18
六、短期带薪缺勤	632,307.54			632,307.54
七、短期利润分享计划				
合计	60,058,216.51	240,615,442.42	246,898,784.61	53,774,874.32

(3). 设定提存计划列示

√适用 □不适用

单位：元币种：人民币

项目	期初余额	本期增加	本期减少	期末余额
1、基本养老保险	33,376.40	17,336,658.06	17,396,703.41	-26,668.95
2、失业保险费	1,043.09	447,949.15	492,845.52	-43,853.28
3、企业年金缴费		2,081,347.00	2,081,347.00	
合计	34,419.49	19,865,954.21	19,970,895.93	-70,522.23

其他说明：

√适用 □不适用

本公司及子公司香港海华除参加当地政府机构统一管理的养老保险，另外还参加委托第三方运作的一项年金计划。根据该年金计划，本集团2022年缴费金额不超过员工上一年工资总额的8%。

40、 应交税费

√适用 □不适用

单位：元币种：人民币

项目	期末余额	期初余额
增值税	6,811,082.33	5,166,804.57
消费税		
营业税		
企业所得税	6,061,925.26	29,765,074.74
个人所得税	1,358,154.73	986,202.81
城市维护建设税	500,351.85	417,024.18
房产税	1,455,951.16	2,995,814.21
印花税	474,042.46	140,992.80
教育费附加	357,394.20	297,874.41
土地使用税	40,877.30	40,877.30
合计	17,059,779.29	39,810,665.02

41、 其他应付款

项目列示

√适用 □不适用

单位：元币种：人民币

项目	期末余额	期初余额
应付利息		
应付股利		
其他应付款	301,407,306.06	114,052,816.22
合计	301,407,306.06	114,052,816.22

其他说明：

□适用 √不适用

应付利息

(1). 分类列示

□适用 √不适用

应付股利

(1). 分类列示

□适用 √不适用

其他应付款

(1). 按款项性质列示其他应付款

√适用 □不适用

单位：元币种：人民币

项目	期末余额	期初余额
保证金及押金	12,418,487.58	13,475,416.70
股权收购款	216,000,000.00	15,600,090.00
中介服务费	253,010.50	118,552.00
限制性股票回购义务	69,544,972.94	82,179,979.15
其他	3,190,835.04	2,678,778.37
合计	301,407,306.06	114,052,816.22

(2). 账龄超过 1 年的重要其他应付款

√适用 □不适用

单位：元 币种：人民币

项目	期末余额	未偿还或结转的原因
限制性股票回购义务	69,544,972.94	限售期
保证金及押金	10,463,031.51	租户租赁的押金
合计	80,008,004.45	/

其他说明：

□适用 √不适用

42、 持有待售负债

□适用 √不适用

43、 1 年内到期的非流动负债

√适用 □不适用

单位：元币种：人民币

项目	期末余额	期初余额
1 年内到期的长期借款		
1 年内到期的应付债券		
1 年内到期的长期应付款		
1 年内到期的租赁负债	6,718,333.83	7,148,441.19
1 年内到期的超额业绩奖励		53,165,780.54
合计	6,718,333.83	60,314,221.73

44、 其他流动负债

其他流动负债情况

√适用 □不适用

单位：元币种：人民币

项目	期末余额	期初余额
短期应付债券		
应付退货款		
待转销项税	1,094,261.25	767,329.98
合计	1,094,261.25	767,329.98

短期应付债券的增减变动：

□适用 √不适用

其他说明：

□适用 √不适用

45、 长期借款

(1). 长期借款分类

□适用 √不适用

其他说明，包括利率区间：

□适用 √不适用

46、 应付债券

(1).应付债券

□适用 √不适用

(2).应付债券的增减变动：（不包括划分为金融负债的优先股、永续债等其他金融工具）

□适用 √不适用

(3).可转换公司债券的转股条件、转股时间说明

□适用 √不适用

(4).划分为金融负债的其他金融工具说明

期末发行在外的优先股、永续债等其他金融工具基本情况

□适用 √不适用

期末发行在外的优先股、永续债等金融工具变动情况表

□适用 √不适用

其他金融工具划分为金融负债的依据说明：

□适用 √不适用

其他说明：

□适用 √不适用

47、 租赁负债

√适用 □不适用

单位：元币种：人民币

项目	期末余额	期初余额
租赁付款额	27,652,115.53	33,626,842.27
未确认融资费用	-2,935,410.50	-4,021,171.77
一年内到期的租赁负债	-6,718,333.83	-7,148,441.19
合计	17,998,371.20	22,457,229.31

48、 长期应付款

项目列示

√适用 □不适用

单位：元币种：人民币

项目	期末余额	期初余额
长期应付款		
专项应付款	15,360,000.00	15,360,000.00
合计	15,360,000.00	15,360,000.00

其他说明：

□适用 √不适用

长期应付款

(1). 按款项性质列示长期应付款

□适用 √不适用

专项应付款

(1). 按款项性质列示专项应付款

√适用 □不适用

单位：元币种：人民币

项目	期初余额	本期增加	本期减少	期末余额	形成原因
创新能力建设资金	15,360,000.00			15,360,000.00	无偿划拨的创新能力建设资金
合计	15,360,000.00			15,360,000.00	/

49、 长期应付职工薪酬

□适用 √不适用

50、 预计负债

□适用 √不适用

51、 递延收益

递延收益情况

√适用 □不适用

单位：元币种：人民币

项目	期初余额	本期增加	本期减少	期末余额	形成原因
政府补助	20,151,834.43	75,000.00	3,547,874.97	16,678,959.46	
合计	20,151,834.43	75,000.00	3,547,874.97	16,678,959.46	/

涉及政府补助的项目：

√适用 □不适用

单位：元币种：人民币

负债项目	期初余额	本期新增补助金额	本期计入营业外收入金额	本期计入其他收益金额	其他变动	期末余额	与资产相关/与收益相关
上海贝岭技术研发中心技改项目	13,682,201.09			636,381.44		13,045,819.65	与资产相关
高性能模数转换器核心芯片设计、封装测试及应用	1,489,275.98			987,272.89		502,003.09	资产/收益相关
漕河泾开发区总公司特色载体项目	884,076.69			329,592.67		554,484.02	资产/收益相关

芯片研发相关的产业发展专项支持项目	3,869,890.05			1,500,371.66		2,369,518.39	资产/收益相关
电容隔离数字隔离器芯片相关技术的专利导航	186,390.62	75,000.00		54,256.31		207,134.31	资产/收益相关
上海市人力资源和社会保障局拨付的人才资助项目	40,000.00			40,000.00			与收益相关
合计	20,151,834.43	75,000.00		3,547,874.97		16,678,959.46	

其他说明：

□适用 √不适用

52、 其他非流动负债

□适用 √不适用

53、 股本

√适用 □不适用

单位：元币种：人民币

	期初余额	本次变动增减（+、一）					期末余额
		发行新股	送股	公积金转股	其他	小计	
无限售条件人民币普通股（A 股）	700,862,144.00				1,277,891.00	1,277,891.00	702,140,035.00
有限售条件人民币普通股（A 股）	11,953,170.00				-1,914,772.00	-1,914,772.00	10,038,398.00
股份总数	712,815,314.00				-636,881.00	-636,881.00	712,178,433.00

其他说明：

本期新增发行有限售条件的人民币普通股及回购股份情况详见附注十三“股份支付”。

54、 其他权益工具

(1).期末发行在外的优先股、永续债等其他金融工具基本情况

□适用 √不适用

(2).期末发行在外的优先股、永续债等金融工具变动情况表

□适用 √不适用

其他权益工具本期增减变动情况、变动原因说明，以及相关会计处理的依据：

□适用 √不适用

其他说明:
□适用 √不适用

55、 资本公积

√适用 □不适用

单位：元币种：人民币

项目	期初余额	本期增加	本期减少	期末余额
资本溢价（股本溢价）	867,164,004.59	24,936,322.54	9,060,753.12	883,039,574.01
其他资本公积	113,790,630.33	32,459,396.14	27,149,358.41	119,100,668.06
合计	980,954,634.92	57,395,718.68	36,210,111.53	1,002,140,242.07

其他说明，包括本期增减变动情况、变动原因说明：

（1）本年因限制性股票部分达到解锁条件由其他资本公积转入股本溢价 24,936,322.54 元；因回购限制性股票减少资本公积-股本溢价 3,521,788.91 元；因股份支付费用摊销增加资本公积-其他资本公积 32,459,396.14 元；因限制性股票递延所得税资产影响减少资本公积-其他资本公积 2,213,035.87 元。

（2）本年因购买子公司上海岭芯微少数股东持有的 30%股权，支付对价与享有净资产的差额减少资本公积 5,538,964.21 元。

56、 库存股

√适用 □不适用

单位：元币种：人民币

项目	期初余额	本期增加	本期减少	期末余额
限制性股票回购义务确认库存股	82,349,931.55		12,508,638.38	69,841,293.17
合计	82,349,931.55		12,508,638.38	69,841,293.17

其他说明，包括本期增减变动情况、变动原因说明：

本公司实行限制性股票激励计划，设置了解锁期及解锁条件，未达解锁条件的由公司进行回购，本公司就回购义务确认负债，并同时作收购库存股处理，本年减少金额是因回购限制性股票和第一期限制性股票部分达到解锁条件。

57、 其他综合收益

√适用 □不适用

单位：元币种：人民币

项目	期初余额	本期发生金额						期末余额
		本期所得税前发生额	减：前期计入其他综合收益当期转入损益	减：前期计入其他综合收益当期转入留存收益	减：所得税费用	税后归属于母公司	税后归属于少数股东	
一、不能重分类进损益的其他综合收益								

其中：重新计量设定受益计划变动额								
权益法下不能转损益的其他综合收益								
其他权益工具投资公允价值变动								
企业自身信用风险公允价值变动								
二、将重分类进损益的其他综合收益	23,211,095.76							23,211,095.76
其中：权益法下可转损益的其他综合收益								
其他债权投资公允价值变动								
金融资产重分类计入其他综合收益的金额								
其他债权投资信用减值准备								
现金流量套期储备								
外币财务报表折算差额								
自用房产转入投资性房地产	23,211,095.76							23,211,095.76
其他综合收益合计	23,211,095.76							23,211,095.76

58、 专项储备

□适用 √不适用

59、 盈余公积

√适用 □不适用

单位：元币种：人民币

项目	期初余额	本期增加	本期减少	期末余额

法定盈余公积	298,654,532.48	13,970,163.23		312,624,695.71
任意盈余公积				
储备基金				
企业发展基金				
其他				
合计	298,654,532.48	13,970,163.23		312,624,695.71

盈余公积说明，包括本期增减变动情况、变动原因说明：

根据《公司法》、公司章程的规定，本公司按净利润的10%提取法定盈余公积。法定盈余公积累计额达到本公司注册资本50%以上的，不再提取。本公司在提取法定盈余公积金后，可提取任意盈余公积金。经批准，任意盈余公积金可用于弥补以前年度亏损或增加股本。

60、 未分配利润

√适用 □不适用

单位：元币种：人民币

项目	本期	上期
调整前上期末未分配利润	2,004,031,410.61	1,416,034,998.91
调整期初未分配利润合计数（调增+，调减－）		
调整后期初未分配利润	2,004,031,410.61	1,416,034,998.91
加：本期归属于母公司所有者的净利润	399,034,926.70	729,298,230.93
减：提取法定盈余公积	13,970,163.23	48,812,293.79
提取任意盈余公积		
提取一般风险准备		
应付普通股股利	142,213,807.40	92,489,525.44
转作股本的普通股股利		
期末未分配利润	2,246,882,366.68	2,004,031,410.61

调整期初未分配利润明细：

1、由于《企业会计准则》及其相关新规定进行追溯调整，影响期初未分配利润 0.00 元。
2、由于会计政策变更，影响期初未分配利润 0.00 元。
3、由于重大会计差错更正，影响期初未分配利润 0.00 元。
4、由于同一控制导致的合并范围变更，影响期初未分配利润 0.00 元。
5、其他调整合计影响期初未分配利润 0.00 元。

61、 营业收入和营业成本

(1). 营业收入和营业成本情况

√适用 □不适用

单位：元币种：人民币

项目	本期发生额		上期发生额	
	收入	成本	收入	成本
主营业务	1,993,638,662.66	1,342,280,228.48	1,960,356,012.36	1,324,894,404.94
其他业务	50,627,725.97	5,098,198.84	63,978,619.12	8,630,973.08
合计	2,044,266,388.63	1,347,378,427.32	2,024,334,631.48	1,333,525,378.02

(2). 合同产生的收入的情况

√适用 □不适用

单位：元币种：人民币

合同分类	境内集成电路分部	香港集成电路贸易分部	其他业务分部	分部间抵消	合计
合同类型					
集成电路产品销售合同	1,437,409,749.66	556,562,093.52		-333,180.52	1,993,638,662.66
技术开发服务合同			4,186,320.67		4,186,320.67
租赁业务合同			41,432,560.65	-90,388.58	41,342,172.07
其他业务合同			5,099,233.23		5,099,233.23
合计	1,437,409,749.66	556,562,093.52	50,718,114.55	-423,569.10	2,044,266,388.63

合同产生的收入说明：

□适用 √不适用

(3). 履约义务的说明

□适用 √不适用

(4). 分摊至剩余履约义务的说明

□适用 √不适用

其他说明：

无

62、 税金及附加

√适用 □不适用

单位：元币种：人民币

项目	本期发生额	上期发生额
城市维护建设税	3,325,641.57	4,703,064.36
教育费附加	1,542,674.04	2,585,368.57
地方教育费附加	832,784.25	773,963.18
房产税	5,502,363.79	6,097,435.57
土地使用税	146,804.87	164,327.90
车船使用税	6,840.00	7,500.00
印花税	1,189,775.74	775,206.70
残保金	47,678.40	48,966.83
合计	12,594,562.66	15,155,833.11

63、 销售费用

√适用 □不适用

单位：元币种：人民币

项目	本期发生额	上期发生额
职工薪酬	42,627,636.94	39,259,858.74

股权激励费用	6,349,769.86	4,577,412.60
租赁成本	5,077,573.63	5,331,570.76
仓库维护费	1,241,180.10	280,378.27
差旅费	798,424.86	637,704.23
折旧费	703,362.49	795,675.68
业务招待费	384,772.47	464,239.91
办公费	356,952.37	294,559.48
摊销费	224,866.37	175,882.05
其他	3,890,349.56	2,200,914.84
合计	61,654,888.65	54,018,196.56

64、 管理费用

√适用 □不适用

单位：元币种：人民币

项目	本期发生额	上期发生额
职工薪酬	50,041,913.38	53,640,324.42
股权激励费用	10,144,730.58	7,868,732.12
园区维护费	3,077,888.59	1,785,686.96
中介机构服务费	2,561,082.33	2,905,737.45
折旧费	2,558,316.76	2,529,503.47
无形资产摊销	1,539,656.72	1,335,094.11
租赁成本	1,143,097.99	1,354,585.59
物业管理费	918,296.46	948,663.13
办公费	746,695.03	752,686.43
差旅费	348,503.76	566,459.25
保险费	375,552.26	305,016.78
超额业绩奖励		15,475,647.69
其他	3,461,283.57	2,788,523.78
合计	76,917,017.43	92,256,661.18

65、 研发费用

√适用 □不适用

单位：元币种：人民币

项目	本期发生额	上期发生额
职工薪酬	161,744,320.01	111,155,965.03
材料费	58,502,073.83	37,144,167.78
股权激励费用	15,964,895.70	11,831,333.73
折旧及摊销	15,149,102.89	10,233,918.45
租赁成本	3,138,742.81	3,219,426.59
差旅费	931,117.09	1,040,537.81
办公费	560,376.40	161,562.81
业务经费	181,943.98	810,562.78
其他	2,015,800.38	1,050,438.74
合计	258,188,373.09	176,647,913.72

66、 财务费用

√适用 □不适用

单位：元币种：人民币

项目	本期发生额	上期发生额
利息支出	1,446,612.23	1,646,305.30
利息收入	-44,298,867.98	-48,049,362.89
汇兑损益	-12,961,253.24	4,148,112.80
其他	552,864.91	299,976.73
合计	-55,260,644.08	-41,954,968.06

67、 其他收益

√适用 □不适用

单位：元币种：人民币

项目	本期发生额	上期发生额
增值税退税	13,623,104.09	6,968,704.35
企业发展专项补贴	3,805,456.60	540,000.00
南京市工业和信息化专项	3,682,000.00	
自主创新产业发展专项资金	2,728,850.00	3,479,100.00
芯片研发相关的产业发展专项支持项目	1,500,371.66	7,078,718.86
企业研究开发补贴	1,059,900.00	150,000.00
高性能模数转换器核心芯片设计、封装测试及应用	987,272.89	2,681,113.95
上海贝岭技术研发中心技改项目	636,381.44	636,381.45
产业发展补贴	636,000.00	
上海市文化创意产业发展财政扶持资金	550,000.00	200,000.00
轨道交通信号系统 FPGA 国产代替化任务	432,000.00	
个税手续费返还	406,878.63	228,212.14
漕河泾开发区总公司特色载体项目	329,592.68	956,250.00
社会保障局补贴	189,335.19	65,294.00
徐汇财政局补贴	146,400.00	86,400.00
园区补贴	89,000.00	
电容隔离数字隔离器芯片相关技术的专利导航	54,256.30	238,609.38
知识产权补贴	43,000.00	579,838.44
上海市人力资源与社会保障局人才发展资金	40,000.00	160,000.00
科技创新发展财政补贴	2,750.00	636,656.00
国家重大专项国拨资金结余退还		-50,800.00
合计	30,942,549.48	24,634,478.57

68、 投资收益

√适用 □不适用

单位：元币种：人民币

项目	本期发生额	上期发生额
权益法核算的长期股权投资收益		

处置长期股权投资产生的投资收益		
交易性金融资产在持有期间的投资收益	4,106,046.25	2,490,000.00
其他权益工具投资在持有期间取得的股利收入		
债权投资在持有期间取得的利息收入		
其他债权投资在持有期间取得的利息收入		
处置交易性金融资产取得的投资收益	32,335,785.27	50,090,361.00
处置其他权益工具投资取得的投资收益		
处置债权投资取得的投资收益		
处置其他债权投资取得的投资收益		
债务重组收益		
理财产品收益		325,375.00
合计	36,441,831.52	52,905,736.00

69、 净敞口套期收益

□适用 √不适用

70、 公允价值变动收益

√适用 □不适用

单位：元币种：人民币

产生公允价值变动收益的来源	本期发生额	上期发生额
交易性金融资产	25,614,472.89	295,419,841.17
其中：衍生金融工具产生的公允价值变动收益		
交易性金融负债		
按公允价值计量的投资性房地产	1,600,000.00	4,510,000.00
合计	27,214,472.89	299,929,841.17

71、 信用减值损失

√适用 □不适用

单位：元币种：人民币

项目	本期发生额	上期发生额
应收票据坏账损失	82.39	52.20
应收账款坏账损失	-8,978.67	32,920.27
其他应收款坏账损失	491,044.94	-201,441.73
债权投资减值损失		
其他债权投资减值损失		
长期应收款坏账损失		
合同资产减值损失		
合计	482,148.66	-168,469.26

72、 资产减值损失

√适用 □不适用

单位：元币种：人民币

项目	本期发生额	上期发生额
一、坏账损失		
二、存货跌价损失及合同履约成本减值损失	-8,897,096.70	-6,342,898.73
三、长期股权投资减值损失		
四、投资性房地产减值损失		
五、固定资产减值损失		
六、工程物资减值损失		
七、在建工程减值损失		
八、生产性生物资产减值损失		
九、油气资产减值损失		
十、无形资产减值损失		
十一、商誉减值损失		
十二、其他	-1,214.51	62.55
合计	-8,898,311.21	-6,342,836.18

73、 资产处置收益

√适用 □不适用

单位：元币种：人民币

项目	本期发生额	上期发生额
固定资产处置收益/（损失）	14,884.10	-281.46
合计	14,884.10	-281.46

74、 营业外收入

营业外收入情况

√适用 □不适用

单位：元币种：人民币

项目	本期发生额	上期发生额	计入当期非经常性损益的金额
非流动资产处置利得合计			
其中：固定资产处置利得			
无形资产处置利得			
非货币性资产交换利得			
接受捐赠			
政府补助			
违约金罚没收入	692,469.65	988,233.51	692,469.65
其他	261,624.72	674,755.22	261,624.72
合计	954,094.37	1,662,988.73	954,094.37

计入当期损益的政府补助

□适用 √不适用

其他说明：

□适用 √不适用

75、 营业外支出

√适用 □不适用

单位：元币种：人民币

项目	本期发生额	上期发生额	计入当期非经常性损益的金额
非流动资产处置损失合计			
其中：固定资产处置损失			
无形资产处置损失			
非货币性资产交换损失			
对外捐赠	350,000.00	300,000.00	350,000.00
固定资产报废损失	28,037.81	221,035.97	28,037.81
其他	1,297,412.96	118,916.22	1,297,412.96
合计	1,675,450.77	639,952.19	1,675,450.77

76、 所得税费用

(1). 所得税费用表

√适用 □不适用

单位：元 币种：人民币

项目	本期发生额	上期发生额
当期所得税费用	27,852,338.13	42,678,098.49
递延所得税费用	-221,399.56	-11,636,193.61
调整以前期间所得税影响	1,049,467.47	-1,925,707.06
合计	28,680,406.04	29,116,197.82

(2). 会计利润与所得税费用调整过程

√适用 □不适用

单位：元 币种：人民币

项目	本期发生额
利润总额	428,269,982.60
按法定/适用税率计算的所得税费用	42,826,998.26
子公司适用不同税率的影响	5,616,456.56
调整以前期间所得税的影响	1,049,467.47
非应税收入的影响	-675,748.60
不可抵扣的成本、费用和损失的影响	1,288,841.21
使用前期未确认递延所得税资产的可抵扣亏损的影响	
本期未确认递延所得税资产的可抵扣暂时性差异或可抵扣亏损的影响	
限制性股票解锁纳税扣除	-835,157.41
研发费用加计扣除	-20,702,204.11

外币折算差额	111,752.66
所得税费用	28,680,406.04

其他说明：

□适用 √不适用

77、 其他综合收益

√适用 □不适用

详见附注

78、 现金流量表项目

(1).收到的其他与经营活动有关的现金

√适用 □不适用

单位：元币种：人民币

项目	本期发生额	上期发生额
利息收入	7,274,674.39	11,704,407.65
政府补助	13,042,809.13	8,519,181.73
保证金收回	57,937.00	9,703,246.35
收到房租押金		2,271,966.19
其他	1,388,340.96	2,561,152.32
合计	21,763,761.48	34,759,954.24

(2).支付的其他与经营活动有关的现金

√适用 □不适用

单位：元币种：人民币

项目	本期发生额	上期发生额
产能及其他保证金	46,836,295.08	324,738.10
房租物业费水电费	14,793,486.07	13,556,619.45
研发费用	9,716,436.21	5,302,494.45
运输费	5,086,398.07	9,199,850.47
差旅费	1,711,943.73	2,251,855.24
保险费	510,873.82	319,801.12
咨询费	450,341.78	2,330,996.78
捐赠支出	350,000.00	300,000.00
手续费	222,716.13	117,416.38
园区维护费	1,680.00	658,284.26
其他	11,536,199.64	11,191,172.92
合计	91,216,370.53	45,553,229.17

(3).收到的其他与投资活动有关的现金

□适用 √不适用

(4).支付的其他与投资活动有关的现金

□适用 √不适用

(5). 收到的其他与筹资活动有关的现金

√适用 □不适用

单位：元币种：人民币

项目	本期发生额	上期发生额
票据保证金		2,500,000.00
合计		2,500,000.00

(6). 支付的其他与筹资活动有关的现金

√适用 □不适用

单位：元币种：人民币

项目	本期发生额	上期发生额
限制性股票回购支出	4,078,413.54	1,586,835.50
购买上海岭芯少数股东股权对价	50,050,000.00	
购买南京微盟少数股东股权对价	15,600,090.00	23,313,660.00
南京微盟超额业绩奖励	33,632,672.77	
房屋租金	8,938,433.51	7,916,788.73
票据贴现利息	85,035.08	
合计	112,384,644.90	32,817,284.23

79、 现金流量表补充资料

(1). 现金流量表补充资料

√适用 □不适用

单位：元币种：人民币

补充资料	本期金额	上期金额
1．将净利润调节为经营活动现金流量：		
净利润	399,589,576.56	737,550,924.51
加：资产减值准备	8,898,311.21	6,342,836.18
信用减值损失	-482,148.66	168,469.26
固定资产折旧、油气资产折耗、生产性生物资产折旧	8,871,270.30	7,332,352.01
使用权资产摊销	7,857,109.79	7,210,818.78
无形资产摊销	11,611,527.57	8,176,136.88
长期待摊费用摊销	1,294,299.34	764,126.97
处置固定资产、无形资产和其他长期资产的损失（收益以“－”号填列）	-14,884.10	281.46
固定资产报废损失（收益以“－”号填列）	3,984.33	221,035.97
公允价值变动损失（收益以“－”号填列）	-27,214,472.89	-299,929,841.17
财务费用（收益以“－”号填列）	-43,266,884.87	-38,723,278.13
投资损失（收益以“－”号填列）	-36,441,831.52	-52,905,736.00
递延所得税资产减少（增加以“－”号填列）	2,362,069.16	13,209,967.28
递延所得税负债增加（减少以“－”号填列）	-2,767,450.04	-24,846,160.89
存货的减少（增加以“－”号填列）	-261,582,753.95	-108,030,408.34

经营性应收项目的减少（增加以“－”号填列）	-214,705,282.14	28,133,181.34
经营性应付项目的增加（减少以“－”号填列）	-90,383,150.08	85,193,121.68
其他	32,459,436.91	15,475,647.69
经营活动产生的现金流量净额	-203,911,273.09	385,343,475.48
2．不涉及现金收支的重大投资和筹资活动：		
债务转为资本		
一年内到期的可转换公司债券		
融资租入固定资产		
3．现金及现金等价物净变动情况：		
现金的期末余额	435,362,603.42	597,112,301.18
减：现金的期初余额	597,112,301.18	298,632,067.66
加：现金等价物的期末余额		
减：现金等价物的期初余额		
现金及现金等价物净增加额	-161,749,697.76	298,480,233.52

(2). 本期支付的取得子公司的现金净额

√适用 □不适用

单位：元 币种：人民币

	金额
本期发生的企业合并于本期支付的现金或现金等价物	144,000,000.00
其中：深圳市矽塔科技有限公司	144,000,000.00
减：购买日子公司持有的现金及现金等价物	15,373,372.07
其中：深圳市矽塔科技有限公司	15,373,372.07
加：以前期间发生的企业合并于本期支付的现金或现金等价物	
取得子公司支付的现金净额	128,626,627.93

(3). 本期收到的处置子公司的现金净额

□适用 √不适用

(4). 现金和现金等价物的构成

√适用 □不适用

单位：元币种：人民币

项目	期末余额	期初余额
一、现金	435,362,603.42	597,112,301.18
其中：库存现金	35,824.72	48,410.30
可随时用于支付的银行存款	435,326,778.70	597,063,890.88
可随时用于支付的其他货币资金		
可用于支付的存放中央银行款项		
存放同业款项		
拆放同业款项		
二、现金等价物		
其中：三个月内到期的债券投资		

三、期末现金及现金等价物余额	435,362,603.42	597,112,301.18
其中：母公司或集团内子公司使用受限制的现金和现金等价物		

其他说明：

√适用 □不适用

现金和现金等价物不含母公司或集团内子公司使用受限制的现金和现金等价物。

80、 所有者权益变动表项目注释

说明对上年期末余额进行调整的“其他”项目名称及调整金额等事项：

□适用 √不适用

81、 所有权或使用权受到限制的资产

√适用 □不适用

单位：元币种：人民币

项目	期末账面价值	受限原因
货币资金	296,000,000.00	到期日一年以内的定期存款
应收票据		
存货		
固定资产		
无形资产		
一年内到期的非流动资产	10,453,500.00	产能保证金
其他流动资产	24,676,541.00	到期日一年以内的定期存款计提的利息
其他非流动资产	687,285,395.89	到期日超过一年的定期存款及计提的利息和产能保证金
合计	1,018,415,436.89	/

82、 外币货币性项目

(1).外币货币性项目

√适用 □不适用

单位：元

项目	期末外币余额	折算汇率	期末折算人民币余额
货币资金	-	-	
其中：美元	6,780,178.19	6.9646	47,221,229.02
欧元	8,944.94	7.4229	66,397.40
港币	1,517,468.96	0.8933	1,355,555.02
日元	10,375,094.00	0.0524	543,654.93
应收账款	-	-	
其中：美元	16,265,025.98	6.9646	113,279,399.94
欧元			
港币	589,486.80	0.8933	526,588.56
日元			
应付账款	-	-	

其中：美元	280,692.77	6.9646	1,954,912.87
欧元			
港币			
日元			
预付账款			
其中：美元	4,636,749.56	6.9646	32,293,105.99
欧元			
港币			
日元			

(2).境外经营实体说明，包括对于重要的境外经营实体，应披露其境外主要经营地、记账本位币及选择依据，记账本位币发生变化的还应披露原因

□适用 √不适用

83、 套期

□适用 √不适用

84、 政府补助

(1).政府补助基本情况

□适用 √不适用

(2).政府补助退回情况

□适用 √不适用

85、 其他

□适用 √不适用

八、合并范围的变更

1、 非同一控制下企业合并

√适用 □不适用

(1).本期发生的非同一控制下企业合并

√适用 □不适用

单位：元币种：人民币

被购买方名称	股权取得时点	股权取得成本	股权取得比例（%）	股权取得方式	购买日	购买日的确定依据	购买日至期末被购买方的收入	购买日至期末被购买方的净利润
深圳市矽塔科技有限公司	2022 年 6 月 30 日	360,000,000.00	100.00	现金购买	2022 年 6 月 30 日	实际控制	37,764,699.84	6,717,910.44

(2). 合并成本及商誉

√适用 □不适用

单位：元币种：人民币

合并成本	深圳市矽塔科技有限公司
--现金	360,000,000.00
--非现金资产的公允价值	
--发行或承担的债务的公允价值	
--发行的权益性证券的公允价值	
--或有对价的公允价值	
--购买日之前持有的股权于购买日的公允价值	
--其他	
合并成本合计	360,000,000.00
减：取得的可辨认净资产公允价值份额	84,900,879.05
商誉/合并成本小于取得的可辨认净资产公允价值份额的金额	275,099,120.95

合并成本公允价值的确定方法、或有对价及其变动的说明：

无

大额商誉形成的主要原因：

合并成本与取得的可辨认净资产的公允价值的差额。

其他说明：

无

(3). 被购买方于购买日可辨认资产、负债

√适用 □不适用

单位：元币种：人民币

	深圳市矽塔科技有限公司	
	购买日公允价值	购买日账面价值
资产：	94,850,330.35	47,222,284.20
货币资金	15,373,372.07	15,373,372.07
应收票据	451,896.94	451,896.94
应收款项	9,377,688.08	9,377,688.08
存货	7,075,925.50	6,599,617.97
预付账款	13,291,715.13	13,291,715.13
其他应收款	591,919.83	591,919.83
固定资产	266,174.70	211,239.15
无形资产	47,381,020.00	284,216.93
递延所得税资产	35,645.40	35,645.40
其他非流动资产	1,004,972.70	1,004,972.70
负债：	9,949,451.30	4,451,032.29
借款		
应付款项	2,029,336.37	2,029,336.37
预收账款	26,136.00	26,136.00

应付职工薪酬	319,506.84	319,506.84
应交税费	1,019,131.56	1,019,131.56
其他应付款	2,573.63	2,573.63
递延所得税负债	5,498,419.01	
租赁负债	1,054,347.89	1,054,347.89
净资产	84,900,879.05	42,771,251.91
减：少数股东权益		
取得的净资产	84,900,879.05	42,771,251.91

(4).购买日之前持有的股权按照公允价值重新计量产生的利得或损失

是否存在通过多次交易分步实现企业合并且在报告期内取得控制权的交易

□适用 √不适用

(5).购买日或合并当期期末无法合理确定合并对价或被购买方可辨认资产、负债公允价值的相关说明

□适用 √不适用

(6).其他说明

□适用 √不适用

2、 同一控制下企业合并

□适用 √不适用

3、 反向购买

□适用 √不适用

4、 处置子公司

是否存在单次处置对子公司投资即丧失控制权的情形
□适用 √不适用

其他说明：
□适用 √不适用

5、 其他原因的合并范围变动

说明其他原因导致的合并范围变动（如，新设子公司、清算子公司等）及其相关情况：
□适用 √不适用

6、 其他

□适用 √不适用

九、在其他主体中的权益

1、 在子公司中的权益

(1).企业集团的构成

√适用 □不适用

子公司名称	主要经营地	注册地	业务性质	持股比例(%)		取得方式
				直接	间接	
香港海华有限公司	中国香港	中国香港	进出口贸易	100.00		设立或投资
上海岭芯微电子有限公司	中国上海	中国上海	集成电路技术开发	100.00		设立或投资
深圳市锐能微科技有限公司	中国深圳	中国深圳	集成电路技术开发	100.00		并购
南京微盟电子有限公司	江苏南京	江苏南京	集成电路技术开发	100.00		并购
深圳市矽塔科技有限公司	中国深圳	中国深圳	集成电路技术开发	100.00		并购

在子公司的持股比例不同于表决权比例的说明：
无

持有半数或以下表决权但仍控制被投资单位、以及持有半数以上表决权但不控制被投资单位的依据：
无

对于纳入合并范围的重要的结构化主体，控制的依据：
无

确定公司是代理人还是委托人的依据：
无

其他说明：
无

(2).重要的非全资子公司

□适用 √不适用

(3).重要非全资子公司的主要财务信息

□适用 √不适用

(4).使用企业集团资产和清偿企业集团债务的重大限制

□适用 √不适用

(5).向纳入合并财务报表范围的结构化主体提供的财务支持或其他支持

□适用 √不适用

其他说明：
□适用 √不适用

2、 在子公司的所有者权益份额发生变化且仍控制子公司的交易

√适用 □不适用

(1).在子公司所有者权益份额的变化情况的说明

√适用 □不适用

根据本公司第八届董事会第十九次会议审议通过了《关于收购控股子公司上海岭芯微电子有限公司少数股东权益》的议案，于 2022 年 3 月，本公司完成以现金 5,005 万元购买上海翌芯投资管理合伙企业（有限合伙）持有的上海岭芯剩余 30%股权，本次交易完成后，本公司持有上海岭芯 100%股权。

(2).交易对于少数股东权益及归属于母公司所有者权益的影响

√适用 □不适用

单位:元 币种:人民币

	上海岭芯微电子有限公司
购买成本/处置对价	
--现金	50,050,000.00
--非现金资产的公允价值	
购买成本/处置对价合计	50,050,000.00
减：按取得/处置的股权比例计算的子公司净资产份额	44,511,035.79
差额	5,538,964.21
其中：调整资本公积	-5,538,964.21
调整盈余公积	
调整未分配利润	

其他说明

□适用 √不适用

3、 在合营企业或联营企业中的权益

□适用 √不适用

4、 重要的共同经营

□适用 √不适用

5、 在未纳入合并财务报表范围的结构化主体中的权益

未纳入合并财务报表范围的结构化主体的相关说明：

□适用 √不适用

6、 其他

□适用 √不适用

十、与金融工具相关的风险

√适用 □不适用

本集团的主要金融工具包括定期存款投资、应收票据、应收账款、其他应收款、交易性金融资产、应收款项融资、应付票据、应付账款、其他应付款等，各项金融工具的情况如下：

1、2022 年 12 月 31 日

项目	以摊余成本计量的金	以公允价值计量且其	以公允价值计量且其

	融资产	变动计入其他综合收益的金融资产	变动计入当期损益的金融资产
货币资金	731,362,603.42		
应收票据	31,551,312.80		
应收账款	412,722,158.56		
其他应收款	24,731,734.19		
其他流动资产	34,957,093.32		
交易性金融资产			729,546,431.90
应收款项融资		58,611,576.93	
一年内到期的非流动资产	10,453,500.00		
其他非流动资产	687,285,395.89		
合计	1,933,063,798.18	58,611,576.93	729,546,431.90

（续）

项目	其他金融负债
应付票据	1,129,114.91
应付账款	171,572,098.18
其他应付款	301,407,306.06
合计	474,108,519.15

2、2022 年 1 月 1 日

项目	以摊余成本计量的金融资产	以公允价值计量且其变动计入其他综合收益的金融资产	以公允价值计量且其变动计入当期损益的金融资产
货币资金	1,316,612,301.18		
应收票据	26,914,560.66		
应收账款	284,916,151.60		
其他应收款	7,414,696.05		
其他流动资产	63,213,894.34		
交易性金融资产			764,267,984.00
应收款项融资		56,768,572.93	
其他非流动资产	506,438,527.43		
合计	2,205,510,131.26	56,768,572.93	764,267,984.00

（续）

项目	其他金融负债
应付票据	22,103,745.72
应付账款	194,172,431.72
其他应付款	114,052,816.22
合计	330,328,993.66

（一） 风险管理目标和政策

与这些金融工具有关的风险，以及本集团为降低这些风险所采取的风险管理政策如下所述。本集团管理层对这些风险敞口进行管理和监控以确保将上述风险控制在限定的范围之内。本集团采用敏感性分析技术分析风险变量的合理、可能变化对当期损益或股东权益可能产生的影响。由于任何风险变量很少孤立地发生变化，而变量之间存在的相关性对某一风险变量的变化的最终影响金额将产生重大作用，因此下述内容是在假设每一变量的变化是在独立的情况下进行的。

本集团从事风险管理的目标是在风险和收益之间取得适当的平衡，将风险对本集团经营业绩的负面影响降低到最低水平，使股东及其其他权益投资者的利益最大化。基于该风险管理目标，本集团风险管理的基本策略是确定和分析本集团所面临的各种风险，建立适当的风险承受底线和进行风险管理，并及时可靠地对各种风险进行监督，将风险控制在限定的范围之内。

1、市场风险

（1）汇率风险

汇率风险指因汇率变动产生损失的风险。本集团承受汇率风险主要由于经营单位以其记账本位币以外的货币进行的销售或采购。于 2022 年 12 月 31 日，除下表所述资产或负债为外币余额外，本集团的资产及负债均为人民币余额。该等外币余额的资产和负债产生的汇率风险可能对本集团的经营业绩产生影响。

汇率风险的敏感性分析见下表，反映了在其他变量不变的假设下，以下所列外币汇率发生合理、可能的变动时，由于货币性资产和货币性负债的公允价值变化将对净利润和股东权益产生的影响。

项目	汇率变动	本年	
		利润的影响	股东权益的影响
对美元升值	1%	-1,394,210.93	-1,394,210.93
对美元贬值	-1%	1,394,210.93	1,394,210.93
对欧元升值	1%	-663.97	-663.97
对欧元贬值	-1%	663.97	663.97
对日元升值	1%	-18,749.81	-18,749.81
对日元贬值	-1%	18,749.81	18,749.81
对港币升值	1%	-5,436.55	-5,436.55
对港币贬值	-1%	5,436.55	5,436.55

2、信用风险

本集团仅与经认可的、信誉良好的第三方进行交易。按照本集团的政策，需对所有要求采用信用方式进行交易的客户进行信用审核。另外，本集团对应收账款余额进行持续监控，以确保本集团不致面临重大坏账风险。对于未采用相关经营单位的记账本位币结算的交易，除非本集团信用控制部门特别批准，否则本集团不提供信用交易条件。

本集团其他金融资产包括货币资金、应收票据、应收账款、其他应收款、应收款项融资等，这些金融资产的信用风险源自交易对手违约，最大风险敞口等于这些工具的账面金额。

由于本集团仅与经认可的且信誉良好的第三方进行交易，所以无需担保物。信用风险集中按照客户/交易对手、地理区域和行业进行管理。在本集团内部不存在重大信用风险集中。本集团对应收账款余额未持有任何担保物或其他信用增级。

3、流动性风险

本集团采用循环流动性计划工具管理资金短缺风险。该工具既考虑其金融工具的到期日，也考虑本集团运营产生的预计现金流量。

本集团的目标是运用银行借款等多种融资手段以保持融资的持续性与灵活性的平衡。本集团的政策是，根据财务报表中反映的借款的账面价值，不存在超过 12 个月内到期的借款。于 2022 年 12 月 31 日，本集团全部债务在不足 1 年内到期。

于 2022 年 12 月 31 日，本集团持有的金融负债按未折现剩余合同义务的到期期限分析如下：

项目	1 年以内	1 至 2 年	2 至 3 年	3 年以上
短期借款				
应付票据	1,129,114.91			
应付账款	171,572,098.18			
其他应付款	301,407,306.06			
合计	474,108,519.15			

十一、 公允价值的披露

1、 以公允价值计量的资产和负债的期末公允价值

√适用 □不适用

单位:元币种:人民币

项目	期末公允价值

	第一层次公允价值计量	第二层次公允价值计量	第三层次公允价值计量	合计
一、持续的公允价值计量		729,546,431.90	568,310,000.00	1,297,856,431.90
（一）交易性金融资产		729,546,431.90		729,546,431.90
1.以公允价值计量且变动计入当期损益的金融资产		729,546,431.90		729,546,431.90
（1）债务工具投资				
（2）权益工具投资		729,546,431.90		729,546,431.90
（3）衍生金融资产				
2.指定以公允价值计量且其变动计入当期损益的金融资产				
（1）债务工具投资				
（2）权益工具投资				
（二）其他债权投资				
（三）其他权益工具投资				
（四）投资性房地产			568,310,000.00	568,310,000.00
1.出租用的土地使用权				
2.出租的建筑物			568,310,000.00	568,310,000.00
3.持有并准备增值后转让的土地使用权				
（五）生物资产				
1.消耗性生物资产				
2.生产性生物资产				
持续以公允价值计量的资产总额		729,546,431.90	568,310,000.00	1,297,856,431.90
（六）交易性金融负债				
1.以公允价值计量且变动计入当期损益的金融负债				
其中：发行的交易性债券				
衍生金融负债				
其他				
2.指定为以公允价值计量且变动计入当期损益的金融负债				
持续以公允价值计量的负债总额				
二、非持续的公允价值计量				
（一）持有待售资产				
非持续以公允价值计量的资产总额				

非持续以公允价值计量的负债总额				

2、 持续和非持续第一层次公允价值计量项目市价的确定依据

□适用 √不适用

3、 持续和非持续第二层次公允价值计量项目，采用的估值技术和重要参数的定性及定量信息

√适用 □不适用

本公司将流通受限股票形成的金融资产划分为第二层次公允价值计量的项目，其公允价值按照流通股票的公允价值考虑流动性折扣确定。

4、 持续和非持续第三层次公允价值计量项目，采用的估值技术和重要参数的定性及定量信息

√适用 □不适用

投资性房地产主要为本集团持有出租的房屋建筑物，本集团采用估值技术确定其公允价值，所使用的估值模型为收益法，估值技术的输入值主要包括空置率、租金增长率、预期收益、预期收益期限及折现率等参数。

5、 持续的第三层次公允价值计量项目，期初与期末账面价值间的调节信息及不可观察参数敏感性分析

□适用 √不适用

6、 持续的公允价值计量项目，本期内发生各层级之间转换的，转换的原因及确定转换时点的政策

√适用 □不适用

本集团持有的无锡新洁能股份有限公司股票，因其于 2020 年 9 月 28 日首次公开发行上市交易，对持有其限售股股份公允价值计量的层次由第三层次转换为第二层次，由第三方评估机构参考中国基金业协会发布的《证券投资基金投资流通受限股票估值指引（试行）》（中基协发[2017]6号）进行估值。

7、 本期内发生的估值技术变更及变更原因

□适用 √不适用

8、 不以公允价值计量的金融资产和金融负债的公允价值情况

√适用 □不适用

合并财务报表年末余额中不以公允价值计量的金融资产和金融负债的账面价值以及相应的公允价值情况见下表。管理层已经评估了货币资金、应收票据、应收账款、理财产品、一年内到期的非流动资产、短期借款、应付票据、应付账款和一年内到期的长期负债，因剩余期限较短，账面价值和公允价值相近，未包含在下表中。

项目	账面价值	公允价值	备注
应收款项融资	58,611,576.93	58,611,576.93	因剩余期限较短，账面价值和公允价值相近

9、 其他

□适用 √不适用

十二、 关联方及关联交易

1、 本企业的母公司情况

√适用 □不适用

单位：万元币种：人民币

母公司名称	注册地	业务性质	注册资本	母公司对本企业的持股比例(%)	母公司对本企业的表决权比例(%)
华大半导体有限公司	上海	集成电路	1,003,506.0969	25.02	25.02

本企业的母公司情况的说明
华大半导体有限公司 2015 年 7 月成为本公司控股股东
本企业最终控制方是中国电子信息产业集团有限公司

2、 本企业的子公司情况

本企业子公司的情况详见附注
√适用 □不适用
九、其他主体中的权益

3、 本企业合营和联营企业情况

本企业重要的合营或联营企业详见附注
□适用 √不适用

本期与本公司发生关联方交易，或前期与本公司发生关联方交易形成余额的其他合营或联营企业情况如下
□适用 √不适用

其他说明
□适用 √不适用

4、 其他关联方情况

√适用 □不适用

其他关联方名称	其他关联方与本企业关系
上海积塔半导体有限公司	其他
上海先进半导体制造有限公司	其他
Solantro Semiconductor Corp.	集团兄弟公司
宝辉科技（龙南）有限公司	集团兄弟公司
北京确安科技股份有限公司	集团兄弟公司
成都华微电子科技股份有限公司	集团兄弟公司
高怡达科技（深圳）有限公司	集团兄弟公司
迈普通信技术股份有限公司	集团兄弟公司
上海华虹集成电路有限责任公司	集团兄弟公司
深圳中电港技术股份有限公司	集团兄弟公司
小华半导体有限公司	集团兄弟公司
长城电源技术有限公司	集团兄弟公司
浙江确安科技有限公司	集团兄弟公司
中电商务（北京）有限公司	集团兄弟公司
中电长城网际系统应用有限公司	集团兄弟公司
中电智能卡有限责任公司	集团兄弟公司

中国电子财务有限责任公司	集团兄弟公司
中国电子进出口有限公司	集团兄弟公司
中国电子器材国际有限公司	集团兄弟公司
中国长城科技集团股份有限公司	集团兄弟公司
中电智行技术有限公司	集团兄弟公司
北京华大九天科技股份有限公司	其他

其他说明
上海先进半导体制造有限公司、上海积塔半导体有限公司为本集团母公司华大半导体有限公司的联营企业。

5、 关联交易情况

(1).购销商品、提供和接受劳务的关联交易

采购商品/接受劳务情况表
√适用 □不适用

单位：元币种：人民币

关联方	关联交易内容	本期发生额	获批的交易额度（如适用）	是否超过交易额度（如适用）	上期发生额
北京确安科技股份有限公司（含浙江确安科技有限公司）	技术服务	14,811,284.18			13,813,419.82
中电商务（北京）有限公司	采购设备	546.38			0.00
中电智能卡有限责任公司	委托加工	131,637.15			12,014,770.79
中电长城网际系统应用有限公司	采购服务器	0.00			88,274.34
上海先进半导体制造有限公司	采购原材料	88,076,649.34			56,722,831.51
上海华虹集成电路有限责任公司	采购原材料	416,332.08			897,779.43
上海积塔半导体有限公司	采购原材料	175,584,755.85			82,288,203.57
小华半导体有限公司	采购芯片	30,600.00			0.00
北京华大九天科技股份有限公司	采购软件	1,730,000.00			0.00

出售商品/提供劳务情况表
√适用 □不适用

单位：元币种：人民币

关联方	关联交易内容	本期发生额	上期发生额
宝辉科技（龙南）有限公司	销售集成电路	69,061.06	0.00
成都华微电子科技股份有限公司	销售集成电路	-52,763.40	116,814.18

高怡达科技（深圳）有限公司	销售集成电路	32,578.10	1,150.44
华大半导体有限公司	提供技术服务	2,090,107.27	9,398,584.85
华大半导体有限公司	销售集成电路	0.00	117,949.66
迈普通信技术股份有限公司	销售集成电路	2,070.79	102,916.07
上海积塔半导体有限公司	销售材料	7,480,931.07	3,733,832.47
上海先进半导体制造股份有限公司	销售材料	1,900,847.44	1,961,087.26
深圳中电港技术股份有限公司	销售集成电路	12,407,742.82	15,718,888.39
深圳中电港技术股份有限公司	销售水电	53,596.24	41,922.39
长城电源技术有限公司	销售集成电路	793,081.60	832,835.30
中国电子器材国际有限公司	销售集成电路	5,550,549.04	7,120,867.99
中国长城科技集团股份有限公司	销售集成电路	0.00	267,642.40

购销商品、提供和接受劳务的关联交易说明
□适用 √不适用

(2).关联受托管理/承包及委托管理/出包情况

本公司受托管理/承包情况表：
□适用 √不适用

关联托管/承包情况说明
□适用 √不适用

本公司委托管理/出包情况表
□适用 √不适用

关联管理/出包情况说明
□适用 √不适用

(3).关联租赁情况

本公司作为出租方：
√适用 □不适用

单位：元币种：人民币

承租方名称	租赁资产种类	本期确认的租赁收入	上期确认的租赁收入
深圳中电港技术股份有限公司	研发大楼	1,836,636.45	1,316,412.90

本公司作为承租方：
√适用 □不适用

单位：元 币种：人民币

出租方名称	租赁资产种类	简化处理的短期租赁和低价值资产租赁的租金费用（如适用）		未纳入租赁负债计量的可变租赁付款额（如适用）		支付的租金		承担的租赁负债利息支出		增加的使用权资产	
		本期发生额	上期发生额	本期发生额	上期发生额	本期发生额	上期发生额	本期发生额	上期发生额	本期发生额	上期发生额
中电智行技术有限公司	办公大楼					761,285.71		16,411.39		744,874.32	

关联租赁情况说明
□适用 √不适用

(4). 关联担保情况

本公司作为担保方
□适用 √不适用

本公司作为被担保方
□适用 √不适用

关联担保情况说明
□适用 √不适用

(5). 关联方资金拆借

□适用 √不适用

(6). 关联方资产转让、债务重组情况

□适用 √不适用

(7). 关键管理人员报酬

√适用 □不适用

单位：万元币种：人民币

项目	本期发生额	上期发生额
关键管理人员报酬	979.20	991.79

(8). 其他关联交易

□适用 √不适用

6、 关联方应收应付款项

(1). 应收项目

√适用 □不适用

单位:元币种:人民币

项目名称	关联方	期末余额		期初余额	
		账面余额	坏账准备	账面余额	坏账准备
应收账款	高怡达科技（深圳）有限公司			1,300.00	0.17
应收账款	迈普通信技术股份有限公司			40,291.92	5.19
应收账款	华大半导体有限公司	2,402,570.57	251.53	3,186,801.89	410.68
应收账款	上海积塔半导体有限公司	1,359,566.53	142.34	762,571.97	98.27
应收账款	上海先进半导体制造有限公司	862,649.29	90.31	589,781.77	76.00
应收账款	深圳中电港技术股份有限公司	1,940,168.51	203.12	1,284,168.67	165.49
应收账款	长城电源技术有限公司	244,567.71	25.60	104,601.28	13.48
应收账款	中国电子器材国际有限公司	192,027.95	20.10	448,539.73	57.80

预付款项	上海积塔半导体有限公司	1,175,681.37			
其他应收款	华大半导体有限公司	900,000.00	27,000.00	1,800,000.00	54,000.00
其他应收款	成都华微电子科技股份有限公司	70,000.00	2,100.00	140,000.00	4,200.00
其他应收款	中电智行技术有限公司	133,225.00			
其他流动资产	中国电子财务有限责任公司	4,004,856.16		10,945,404.31	
其他非流动资产	中国电子财务有限责任公司	7,394,547.94		2,720,698.63	

(2). 应付项目

√适用 □不适用

单位:元币种:人民币

项目名称	关联方	期末账面余额	期初账面余额
应付账款	Solantro Semiconductor Corp	2,489.84	2,279.31
应付账款	北京确安科技股份有限公司	765,051.00	814,264.66
应付账款	上海积塔半导体有限公司	8,771,090.08	28,669,882.45
应付账款	上海先进半导体制造有限公司	7,752,733.80	10,493,638.31
应付账款	浙江确安科技有限公司	1,420,190.08	150.00
应付账款	中电智能卡有限责任公司	0.00	7,736,577.68
合同负债	华大半导体有限公司	0.00	1,327,358.45
其他应付款	深圳中电港技术股份有限公司	586,444.50	586,444.50
一年内到期非流动负债	华大半导体有限公司	0.00	33,632,672.77

7、 关联方承诺

□适用 √不适用

8、 其他

√适用 □不适用

关联方名称	年末余额	年初余额
中国电子财务有限责任公司	480,084,091.20	611,223,704.75

注：于 2022 年度，本集团在中国电子财务有限责任公司上述存款年利率为 0.35%-4.25%（2021 年度：0.42%-4.5%）。本年度确认利息收入金额为人民币 12,797,340.49 元（2021 年度：13,300,625.93 元）。

十三、 股份支付

1、 股份支付总体情况

√适用 □不适用

单位：股币种：人民币

公司本期授予的各项权益工具总额	
公司本期行权的各项权益工具总额	636,881
公司本期失效的各项权益工具总额	411,494
公司期末发行在外的股票期权行权价格的范围和合同剩余期限	

公司期末发行在外的其他权益工具行权价格的范围和合同剩余期限	

其他说明

截至 2022 年 12 月 31 日，因限制性股票达到解锁条件，本年实际解锁数量为 1,277,891 股；因限制性股票激励对象已从本公司离职或未完成考核，本年实际回购及失效的限制性股票数量为 1,004,515 股，其中本年失效 411,494 股中有 294,734 股因本公司尚未履行相应决策程序，未完成回购事宜。

2、 以权益结算的股份支付情况

√适用 □不适用

单位：元币种：人民币

授予日权益工具公允价值的确定方法	授予日的市场价格
可行权权益工具数量的确定依据	根据最新取得的可行权职工人数变动等后续信息作出最佳估计，修正预计可行权的权益工具数量。
本期估计与上期估计有重大差异的原因	不适用
以权益结算的股份支付计入资本公积的累计金额	74,547,874.46
本期以权益结算的股份支付确认的费用总额	32,459,432.57

3、 以现金结算的股份支付情况

□适用 √不适用

4、 股份支付的修改、终止情况

□适用 √不适用

5、 其他

□适用 √不适用

十四、 承诺及或有事项

1、 重要承诺事项

√适用 □不适用

资产负债表日存在的对外重要承诺、性质、金额

根据本公司子公司南京微盟与无锡华润上华科技有限公司（简称“华润上华”）签署的业务长期合作协议约定，2022 年 1 月 1 日起至 2023 年 12 月 31 日期间，南京微盟向华润上华预产能 8 寸 800 片，6 寸 4620 片，南京微盟向华润上华支付产能保证金人民币 2,090.70 万元，如南京微盟每季度实际下单数量少于预定产能数量 90%，则华润上华有权从全额扣除保证金作为违约金；如实际下单数量大于预定产能 90%小于 100%，则按照预定产能与实际投产差额的数量乘以对应的采购单位作为违约金从保证金中扣除。

根据本公司与新唐科技股份有限公司（简称“新唐公司”）签署晶圆产能采购合约约定，2022 年 3 月 1 日至 2026 年 2 月 28 日期间，本公司须向新唐公司每月下达不少于 800 片晶圆生产订单，同时本公司向新唐公司支付 300 万美元作为投产保证金。如本公司连续两月下单数量不足 800 片，或年度内开立订单数量达成最低订单量情形少于 10 个月等，本公司支付的保证金将转为违约金归新唐公司所有。

2、 或有事项

(1). 资产负债表日存在的重要或有事项

□适用 √不适用

(2).公司没有需要披露的重要或有事项，也应予以说明：

□适用 √不适用

3、 其他

□适用 √不适用

十五、 资产负债表日后事项

1、 重要的非调整事项

□适用 √不适用

2、 利润分配情况

√适用 □不适用

单位：元币种：人民币

拟分配的利润或股利	142,435,686.60
经审议批准宣告发放的利润或股利	142,435,686.60

3、 销售退回

□适用 √不适用

4、 其他资产负债表日后事项说明

□适用 √不适用

十六、 其他重要事项

1、 前期会计差错更正

(1).追溯重述法

□适用 √不适用

(2).未来适用法

□适用 √不适用

2、 债务重组

□适用 √不适用

3、 资产置换

(1).非货币性资产交换

□适用 √不适用

(2).其他资产置换

□适用 √不适用

4、 年金计划

√适用 □不适用

本报告期内公司在职员工除参加由当地政府统一管理的养老保险外，同时参加集团公司 CEC 委托独立第三方运作的企业年金计划。自 2016 年开始执行，企业缴费额度未超过国家规定。

5、 终止经营

□适用 √不适用

6、 分部信息

(1). 报告分部的确定依据与会计政策

√适用 □不适用

出于管理目的，本集团根据产品和服务划分成业务单元，本集团有如下 3 个报告分部：

（1）境内集成电路分部；

（2）香港集成电路贸易分部；

（3）其他分部主要包括本集团的管理服务业务，提供房地产的出租服务、集成电路技术开发服务等其他非集成电路销售业务。

管理层出于配置资源和评价业绩的决策目的，对各业务单元的经营成果分开进行管理。分部业绩，以报告的分部利润为基础进行评价。

经营分部间的转移定价，以市场价格为基础协商确定，并按本集团分部之间签订的条款和协议执行。

(2). 报告分部的财务信息

√适用 □不适用

单位：元币种：人民币

项目	境内集成电路分部	香港集成电路贸易分部	其他业务	分部间抵销	合计
对外营业收入	1,437,409,749.66	556,562,093.52	50,718,114.55	423,569.10	2,044,266,388.63
对外营业成本	865,810,344.32	476,803,064.68	5,098,198.84	333,180.52	1,347,378,427.32
销售费用	57,809,534.91	3,845,353.74			61,654,888.65
利息收入	28,902,993.64	15,395,874.34			44,298,867.98
利息费用	1,322,411.75	124,200.48			1,446,612.23
信用减值损失	481,138.92	1,009.74			482,148.66
资产减值损失	-8,898,311.21	-			-8,898,311.21
折旧费和摊销费	28,346,446.35	1,475,062.80			29,821,509.15
利润总额	291,504,045.73	95,129,657.41	41,636,279.46		428,269,982.60
所得税费用	9,805,933.43	14,550,844.66	4,323,627.95		28,680,406.04
净利润	281,698,112.30	80,578,812.75	37,312,651.51		399,589,576.56
资产总额	3,864,280,645.12	543,425,237.40	568,310,000.00		4,976,015,882.52
负债总额	716,392,017.14	20,009,837.75	12,418,487.58		748,820,342.47

(3). 公司无报告分部的，或者不能披露各报告分部的资产总额和负债总额的，应说明原因

□适用 √不适用

(4). 其他说明

□适用 √不适用

7、 其他对投资者决策有影响的重要交易和事项

□适用 √不适用

8、 其他

□适用 √不适用

十七、 母公司财务报表主要项目注释

1、 应收账款

(1).按账龄披露

√适用 □不适用

单位：元 币种：人民币

账龄	期末账面余额
1 年以内	
其中：1 年以内分项	
1 年以内	149,737,932.97
1 年以内小计	149,737,932.97
1 至 2 年	
2 至 3 年	
3 年以上	86,876.32
3 至 4 年	
4 至 5 年	
5 年以上	
合计	149,824,809.29

(2).按坏账计提方法分类披露

√适用 □不适用

单位：元币种：人民币

类别	期末余额					期初余额				
	账面余额		坏账准备		账面价值	账面余额		坏账准备		账面价值
	金额	比例(%)	金额	计提比例(%)		金额	比例(%)	金额	计提比例(%)	
按单项计提坏账准备										
按组合计提坏账准备	149,824,809.29	100.00	102,009.37	0.07	149,722,799.92	85,709,548.94	100.00	94,987.02	0.11	85,614,561.92
其中：										
正常销售款组合	147,023,064.20	98.13	102,009.37	0.07	146,921,054.83	63,024,231.13	73.53	94,987.02	0.15	62,929,244.11
合并范围内关联方组合	2,801,745.09	1.87			2,801,745.09	22,685,317.81	26.47			22,685,317.81
合计	149,824,809.29	/	102,009.37	/	149,722,799.92	85,709,548.94	/	94,987.02	/	85,614,561.92

按单项计提坏账准备：
□适用 √不适用

按组合计提坏账准备：
√适用 □不适用
组合计提项目：正常销售款组合

单位：元币种：人民币

名称	期末余额		
	应收账款	坏账准备	计提比例（%）
正常销售款组合	147,023,064.20	102,009.37	0.07
合计	147,023,064.20	102,009.37	0.07

按组合计提坏账的确认标准及说明：
√适用 □不适用

账龄	期末余额			期初余额		
	账面余额		坏账准备	账面余额		坏账准备
	金额	预期信用损失率（%）		金额	预期信用损失率（%）	
1 年以内	146,936,187.88	0.01	15,133.05	62,937,354.81	0.01	8,110.70
1-2 年						
2-3 年						
3 年以上	86,876.32	100.00	86,876.32	86,876.32	100.00	86,876.32
3-4 年						
4-5 年						
5 年以上						
合计	147,023,064.20	0.07	102,009.37	63,024,231.13	0.15	94,987.02

组合计提项目：合并范围内关联方组合

单位：元币种：人民币

名称	期末余额		
	应收账款	坏账准备	计提比例（%）
合并范围内关联方组合	2,801,745.09	0.00	0.00
合计	2,801,745.09	0.00	0.00

按组合计提坏账的确认标准及说明：
√适用 □不适用
本组合为本集团合并范围内子公司。

如按预期信用损失一般模型计提坏账准备，请参照其他应收款披露：
□适用 √不适用

(3).坏账准备的情况

√适用 □不适用

单位：元币种：人民币

类别	期初余额	本期变动金额				期末余额
		计提	收回或转回	转销或核销	其他变动	

按组合计提坏账准备的应收账款	94,987.02	7,022.35				102,009.37
合计	94,987.02	7,022.35				102,009.37

其中本期坏账准备收回或转回金额重要的：
□适用 √不适用

(4). 本期实际核销的应收账款情况

□适用 √不适用

其中重要的应收账款核销情况
□适用 √不适用

(5). 按欠款方归集的期末余额前五名的应收账款情况

√适用 □不适用

单位：元币种：人民币

单位名称	期末余额	占应收账款期末余额合计数的比例(%)	坏账准备期末余额
1	10,614,870.00	7.08	1,093.23
2	8,971,176.29	5.99	923.95
3	8,684,095.68	5.80	894.38
4	8,676,042.89	5.79	893.55
5	6,883,055.90	4.59	708.89
合计	43,829,240.76	29.25	4,514.00

(6). 因金融资产转移而终止确认的应收账款

□适用 √不适用

(7). 转移应收账款且继续涉入形成的资产、负债金额

□适用 √不适用

其他说明：
□适用 √不适用

2、 其他应收款

项目列示

√适用 □不适用

单位：元币种：人民币

项目	期末余额	期初余额
应收利息		
应收股利		
其他应收款	27,284,012.95	9,246,851.30
合计	27,284,012.95	9,246,851.30

其他说明：
□适用 √不适用

应收利息

(1). 应收利息分类

□适用 √不适用

(2). 重要逾期利息

□适用 √不适用

(3). 坏账准备计提情况

□适用 √不适用

其他说明：

□适用 √不适用

应收股利

(1). 应收股利

□适用 √不适用

(2). 重要的账龄超过 1 年的应收股利

□适用 √不适用

(3). 坏账准备计提情况

□适用 √不适用

其他说明：

□适用 √不适用

其他应收款

(1). 按账龄披露

√适用 □不适用

单位：元 币种：人民币

账龄	期末账面余额
1 年以内	
其中：1 年以内分项	
1 年以内	26,606,379.12
1 年以内小计	26,606,379.12
1 至 2 年	160,542.00
2 至 3 年	
3 年以上	1,497,154.37
3 至 4 年	
4 至 5 年	
5 年以上	
合计	28, 264, 075. 49

(2). 按款项性质分类情况

√适用 □不适用

单位：元币种：人民币

款项性质	期末账面余额	期初账面余额
证券交易结算资金存款		27,731,365.10
保证金及押金	9,501,986.05	2,865,415.36
关联方	8,857,801.94	4,819,596.91
待返还加工款	8,193,868.88	
其他	740,418.62	2,695,973.62
开发款	970,000.00	
合计	28,264,075.49	38,112,350.99

(3). 坏账准备计提情况

√适用 □不适用

单位：元币种：人民币

坏账准备	第一阶段	第二阶段	第三阶段	合计
	未来12个月预期信用损失	整个存续期预期信用损失(未发生信用减值)	整个存续期预期信用损失(已发生信用减值)	
2022年1月1日余额	191,174.37		28,674,325.32	28,865,499.69
2022年1月1日余额在本期				
--转入第二阶段				
--转入第三阶段				
--转回第二阶段				
--转回第一阶段				
本期计提	43,469.55			43,469.55
本期转回			-566,762.96	-566,762.96
本期转销				
本期核销			-27,362,143.74	-27,362,143.74
其他变动				
2022年12月31日余额	234,643.92		745,418.62	980,062.54

对本期发生损失准备变动的其他应收款账面余额显著变动的情况说明：

□适用 √不适用

本期坏账准备计提金额以及评估金融工具的信用风险是否显著增加的采用依据：

□适用 √不适用

(4). 坏账准备的情况

√适用 □不适用

单位：元币种：人民币

类别	期初余额	本期变动金额				期末余额
		计提	收回或转回	转销或核销	其他变动	
其他应收款	28,865,499.69	43,469.55	566,762.96	27,362,143.74		980,062.54
合计	28,865,499.69	43,469.55	566,762.96	27,362,143.74		980,062.54

其中本期坏账准备转回或收回金额重要的：
□适用 √不适用

(5). 本期实际核销的其他应收款情况

√适用 □不适用

单位：元币种：人民币

项目	核销金额
实际核销的其他应收款	27,362,143.74

其中重要的其他应收款核销情况：
□适用 √不适用

其他应收款核销说明：
□适用 √不适用

(6). 按欠款方归集的期末余额前五名的其他应收款情况

√适用 □不适用

单位：元币种：人民币

单位名称	款项的性质	期末余额	账龄	占其他应收款期末余额合计数的比例(%)	坏账准备期末余额
1	待返还加工款	8,193,868.88	1 年以内	28.99	
2	往来款	5,537,989.26	1 年以内	19.59	
3	往来款	3,035,087.97	1 年以内	10.74	
4	租金	1,854,670.95	1 年以内	6.56	55,640.13
5	设计服务费	900,000.00	1 年以内	3.18	27,000.00
合计	/	19,521,617.06	/	69.06	82,640.13

(7). 涉及政府补助的应收款项

□适用 √不适用

(8). 因金融资产转移而终止确认的其他应收款

□适用 √不适用

(9). 转移其他应收款且继续涉入形成的资产、负债金额

□适用 √不适用

其他说明：
□适用 √不适用

3、 长期股权投资

√适用 □不适用

单位：元币种：人民币

项目	期末余额	期初余额

	账面余额	减值准备	账面价值	账面余额	减值准备	账面价值
对子公司投资	1,440,694,789.30		1,440,694,789.30	1,607,532,275.49		1,607,532,275.49
对联营、合营企业投资						
合计	1,440,694,789.30		1,440,694,789.30	1,607,532,275.49		1,607,532,275.49

(1). 对子公司投资

√适用 □不适用

单位：元币种：人民币

被投资单位	期初余额	本期增加	本期减少	期末余额	本期计提减值准备	减值准备期末余额
香港海华有限公司	714,022,830.40	498,706.63	590,000,000.00	124,521,537.03		
上海岭芯微电子有限公司	8,455,595.18	51,273,293.45		59,728,888.63		
深圳市锐能微科技有限公司	612,149,616.53	3,452,336.19		615,601,952.72		
南京微盟电子有限公司	272,904,233.38	7,938,177.54		280,842,410.92		
深圳市矽塔科技有限公司		360,000,000.00		360,000,000.00		
合计	1,607,532,275.49	423,162,513.81	590,000,000.00	1,440,694,789.30		

(2). 对联营、合营企业投资

□适用 √不适用

4、 营业收入和营业成本

(1). 营业收入和营业成本情况

√适用 □不适用

单位：元币种：人民币

项目	本期发生额		上期发生额	
	收入	成本	收入	成本
主营业务	700,110,514.65	468,811,135.82	613,804,529.00	378,924,111.54
其他业务	48,257,116.69	3,156,282.69	58,080,910.87	5,863,421.73
合计	748,367,631.34	471,967,418.51	671,885,439.87	384,787,533.27

(2). 合同产生的收入的情况

√适用 □不适用

单位：元币种：人民币

合同分类	境内集成电路分部	其他业务分部	合计
合同类型			
集成电路产品销售合同	700,110,514.65		700,110,514.65
租赁业务合同		43,123,934.05	43,123,934.05
其他业务合同		5,133,182.64	5,133,182.64
合计	700,110,514.65	48,257,116.69	748,367,631.34

合同产生的收入说明：

□适用 √不适用

(3). 履约义务的说明

□适用 √不适用

(4). 分摊至剩余履约义务的说明

□适用 √不适用

无

5、 投资收益

√适用 □不适用

单位：元币种：人民币

项目	本期发生额	上期发生额
成本法核算的长期股权投资收益		2,100,000.00
权益法核算的长期股权投资收益		
处置长期股权投资产生的投资收益		
交易性金融资产在持有期间的投资收益	4,106,046.25	2,490,000.00
其他权益工具投资在持有期间取得的股利收入		
债权投资在持有期间取得的利息收入		
其他债权投资在持有期间取得的利息收入		
处置交易性金融资产取得的投资收益	32,335,785.27	50,090,361.00
处置其他权益工具投资取得的投资收益		
处置债权投资取得的投资收益		
处置其他债权投资取得的投资收益		
债务重组收益		
合计	36,441,831.52	54,680,361.00

6、 其他

□适用 √不适用

十八、 补充资料

1、 当期非经常性损益明细表

√适用 □不适用

单位：元币种：人民币

项目	金额	说明
非流动资产处置损益	10,899.77	固定资产处置
越权审批或无正式批准文件的税收返还、减免		
计入当期损益的政府补助（与企业业务密切相关，按照国家统一标准定额或定量享受的政府补助除外）	16,761,424.56	政府补助
计入当期损益的对非金融企业收取的资金占用费		
企业取得子公司、联营企业及合营企业的投资成本小于取得投资时应享有被投资单位可辨认净资产公允价值产生的收益		
非货币性资产交换损益		
委托他人投资或管理资产的损益		
因不可抗力因素，如遭受自然灾害而计提的各项资产减值准备		
债务重组损益		
企业重组费用，如安置职工的支出、整合费用等		
交易价格显失公允的交易产生的超过公允价值部分的损益		
同一控制下企业合并产生的子公司期初至合并日的当期净损益		
与公司正常经营业务无关的或有事项产生的损益		
除同公司正常经营业务相关的有效套期保值业务外，持有交易性金融资产、衍生金融资产、交易性金融负债、衍生金融负债产生的公允价值变动损益，以及处置交易性金融资产、衍生金融资产、交易性金融负债、衍生金融负债和其他债权投资取得的投资收益	57,950,258.16	股权出售及公允价值变动
单独进行减值测试的应收款项、合同资产减值准备转回	566,762.96	减值转回
对外委托贷款取得的损益		
采用公允价值模式进行后续计量的投资性房地产公允价值变动产生的损益	1,600,000.00	投资性房地产公允价值变动
根据税收、会计等法律、法规的要求对当期损益进行一次性调整对当期损益的影响		
受托经营取得的托管费收入		
除上述各项之外的其他营业外收入和支出	-717,372.07	化学品运输意外损失

其他符合非经常性损益定义的损益项目		
减：所得税影响额	7,552,281.94	
少数股东权益影响额		
合计	68,619,691.44	

对公司根据《公开发行证券的公司信息披露解释性公告第 1 号——非经常性损益》定义界定的非经常性损益项目，以及把《公开发行证券的公司信息披露解释性公告第 1 号——非经常性损益》中列举的非经常性损益项目界定为经常性损益的项目，应说明原因。
□适用 √不适用

2、 净资产收益率及每股收益

√适用 □不适用

报告期利润	加权平均净资产收益率（%）	每股收益	
		基本每股收益	稀释每股收益
归属于公司普通股股东的净利润	9.88	0.57	0.57
扣除非经常性损益后归属于公司普通股股东的净利润	8.18	0.47	0.47

3、 境内外会计准则下会计数据差异

□适用 √不适用

4、 其他

□适用 √不适用

董事长：秦毅

董事会批准报送日期：2023 年 3 月 24 日

修订信息

□适用 √不适用