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# ***Sjølund China Holding ApS***

Skamlingvejen 146, DK-6093 Sjølund

## **Annual Report for 1 October 2017 - 30 September 2018**

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CVR No 32 09 39 30

The Annual Report was  
presented and adopted at  
the Annual General  
Meeting of the Company on  
20/12 2018

Finn Mortensen  
Chairman of the General  
Meeting



**pwc**

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## **Management's Statement**

The Executive Board has today considered and adopted the Annual Report of Sjølund China Holding ApS for the financial year 1 October 2017 - 30 September 2018.

The Annual Report is prepared in accordance with the Danish Financial Statements Act.

In our opinion the Financial Statements give a true and fair view of the financial position at 30 September 2018 of the Company and of the results of the Company operations for 2017/18.

We recommend that the Annual Report be adopted at the Annual General Meeting.

Kolding, 20 December 2018

### **Executive Board**

Jianhua Fang  
Executive Officer

Søren Ravn Jensen

# Independent Auditor's Report

To the Shareholder of Sjølund China Holding ApS

## Opinion

In our opinion, the Financial Statements give a true and fair view of the financial position of the Company at 30 September 2018 and of the results of the Company's operations for the financial year 1 October 2017 - 30 September 2018 in accordance with the Danish Financial Statements Act.

We have audited the Financial Statements of Sjølund China Holding ApS for the financial year 1 October 2017 - 30 September 2018, which comprise income statement, balance sheet and notes, including a summary of significant accounting policies ("the Financial Statements").

## Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and the additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the "Auditor's responsibilities for the audit of the Financial Statements" section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) and the additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## Management's responsibilities for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the Danish Financial Statements Act, and for such internal control as Management determines is 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 the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting in preparing the Financial Statements unless Management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

## Auditor's responsibilities for the audit of the Financial Statements

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

As part of an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark, we exercise professional judgement and maintain professional scepticism throughout the

# Independent Auditor's Report

audit. We also:

- Identify and assess the risks of material misstatement of the Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- Conclude on the appropriateness of Management's use of the going concern basis of accounting in preparing the Financial Statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and contents of the Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and events in a manner that gives a true and fair view.

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

Trekantområdet, 20 December 2018

**PricewaterhouseCoopers**

Statsautoriseret Revisionspartnerselskab

*CVR No 33 77 12 31*

Jan Bunk Harbo Larsen  
State Authorised Public Accountant  
mne30224

Henrik Forthoft Lind  
State Authorised Public Accountant  
mne34169

## **Company Information**

### **The Company**

Sjølund China Holding ApS  
Skamlingvejen 146  
DK-6093 Sjølund

CVR No: 32 09 39 30  
Financial period: 1 October - 30 September  
Incorporated: 7 April 2009  
Municipality of reg. office: Kolding

### **Executive Board**

Jianhua Fang  
Søren Ravn Jensen

### **Auditors**

PricewaterhouseCoopers  
Statsautoriseret Revisionspartnerselskab  
Herredsvej 32  
DK-7100 Vejle

## Income Statement 1 October - 30 September

	Note	2017/18 TDKK	2016/17 TDKK
Other external expenses		-41	-22
<b>Gross profit/loss</b>		<b>-41</b>	<b>-22</b>
Income from investments in subsidiaries		2.568	5.441
Income from investments in associates		0	-6.809
Financial expenses	2	-131	-141
<b>Profit/loss before tax</b>		<b>2.396</b>	<b>-1.531</b>
Tax on profit/loss for the year		38	36
<b>Net profit/loss for the year</b>		<b>2.434</b>	<b>-1.495</b>

## Distribution of profit

### Proposed distribution of profit

Reserve for net revaluation under the equity method	917	-682
Retained earnings	1.517	-813
	<b>2.434</b>	<b>-1.495</b>

## Balance Sheet 30 September

### Assets

	Note	2018 TDKK	2017 TDKK
Investments in subsidiaries	3	18.670	16.365
Investments in associates	4	0	0
<b>Fixed asset investments</b>		<b>18.670</b>	<b>16.365</b>
<b>Fixed assets</b>		<b>18.670</b>	<b>16.365</b>
Receivables from group enterprises		29	0
<b>Receivables</b>		<b>29</b>	<b>0</b>
<b>Currents assets</b>		<b>29</b>	<b>0</b>
<b>Assets</b>		<b>18.699</b>	<b>16.365</b>



# Balance Sheet 30 September

## Liabilities and equity

	Note	2018 TDKK	2017 TDKK
Share capital		9.620	9.620
Reserve for net revaluation under the equity method		654	0
Retained earnings		93	-1.424
<b>Equity</b>	5	<b>10.367</b>	<b>8.196</b>
Credit institutions		0	1
Payables to group enterprises		8.287	8.124
Other payables		45	44
<b>Short-term debt</b>		<b>8.332</b>	<b>8.169</b>
<b>Debt</b>		<b>8.332</b>	<b>8.169</b>
<b>Liabilities and equity</b>		<b>18.699</b>	<b>16.365</b>
Key activities	1		
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# Notes to the Financial Statements

## 1 Key activities

The company's main activity is to own shares in Sjølund Profile Bending (Hefei) Co. Ltd. and Sjølund Victall Profile Bending (Qindao) Co. Ltd.

	2017/18 TDKK	2016/17 TDKK
<b>2 Financial expenses</b>		
Interest paid to group enterprises	126	140
Other financial expenses	5	1
	<b>131</b>	<b>141</b>
	2018 TDKK	2017 TDKK
<b>3 Investments in subsidiaries</b>		
Cost at 1 October	10.289	10.289
Cost at 30 September	10.289	10.289
Value adjustments at 1 October	6.076	1.600
Exchange adjustment	-263	-875
Elimination of profit/loss for the year of know-how	2.568	1.880
Amortisation of goodwill	0	3.575
Other adjustments	0	-104
Value adjustments at 30 September	8.381	6.076
<b>Carrying amount at 30 September</b>	<b>18.670</b>	<b>16.365</b>

Investments in subsidiaries are specified as follows:

Name	Place of registered office	Votes and ownership
Sjølund Profile Bending (Hefei) Co. Ltd.	Hefei, China	100%

## Notes to the Financial Statements

	2018 <u>TDKK</u>	2017 <u>TDKK</u>
<b>4 Investments in associates</b>		
Cost at 1 October	7.727	7.727
Cost at 30 September	7.727	7.727
Value adjustments at 1 October	-7.727	-918
Net profit/loss for the year	0	-6.809
Value adjustments at 30 September	-7.727	-7.727
<b>Carrying amount at 30 September</b>	<b>0</b>	<b>0</b>

Investments in associates are specified as follows:

Name	Place of registered office	Votes and ownership
Sjoelund Victall Profile Bending (Qingdao) Co. Ltd	Qingdao, China	50%

## 5 Equity

	Share capital <u>TDKK</u>	Reserve for net revaluation under the equity method <u>TDKK</u>	Retained earnings <u>TDKK</u>	Total <u>TDKK</u>
Equity at 1 October	9.620	0	-1.424	8.196
Exchange adjustments relating to foreign entities	0	-263	0	-263
Net profit/loss for the year	0	917	1.517	2.434
<b>Equity at 30 September</b>	<b>9.620</b>	<b>654</b>	<b>93</b>	<b>10.367</b>

# Notes to the Financial Statements

## 6 Contingent assets, liabilities and other financial obligations

The company has issued guarantee to bank as a part of the group finance facility agreement in Sjølund Management ApS which is limited to DKK 134m.

The group companies are jointly and severally liable for tax on the jointly taxed incomes etc of the Group. The total amount of corporation tax payable is disclosed in the Annual Report of Sjølund Management ApS, which is the management company of the joint taxation purposes. Moreover, the group companies are jointly and severally liable for Danish withholding taxes by way of dividend tax, tax on royalty payments and tax on un-earned income. Any subsequent adjustments of corporation taxes and withholding taxes may increase the Company's liability.

# Notes to the Financial Statements

## 7 Accounting Policies

The Annual Report of Sjølund China Holding ApS for 2017/18 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to enterprises of reporting class B as well as selected rules applying to reporting class C.

The accounting policies applied remain unchanged from last year.

The Financial Statements for 2017/18 are presented in TDKK.

### Recognition and measurement

Revenues are recognised in the income statement as earned. Furthermore, value adjustments of financial assets and liabilities measured at fair value or amortised cost are recognised. Moreover, all expenses incurred to achieve the earnings for the year are recognised in the income statement, including depreciation, amortisation, impairment losses and provisions as well as reversals due to changed accounting estimates of amounts that have previously been recognised in the income statement.

Assets are recognised in the balance sheet when it is probable that future economic benefits attributable to the asset will flow to the Company, and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when it is probable that future economic benefits will flow out of the Company, and the value of the liability can be measured reliably.

Assets and liabilities are initially measured at cost. Subsequently, assets and liabilities are measured as described for each item below.

Recognition and measurement take into account predictable losses and risks occurring before the presentation of the Annual Report which confirm or invalidate affairs and conditions existing at the balance sheet date.

### Translation policies

Danish kroner is used as the presentation currency. All other currencies are regarded as foreign currencies.

Transactions in foreign currencies are translated at the exchange rates at the dates of transaction. Exchange differences arising due to differences between the transaction date rates and the rates at the dates of payment are recognised in financial income and expenses in the income statement. Where foreign exchange transactions are considered hedging of future cash flows, the value adjustments are recognised directly in equity.

# Notes to the Financial Statements

## 7 Accounting Policies (continued)

Receivables, payables and other monetary items in foreign currencies that have not been settled at the balance sheet date are translated at the exchange rates at the balance sheet date. Any differences between the exchange rates at the balance sheet date and the rates at the time when the receivable or the debt arose are recognised in financial income and expenses in the income statement.

Fixed assets acquired in foreign currencies are measured at the transaction date rates.

## Income Statement

### Other external expenses

Other external expenses comprise administration costs.

### Income from investments in subsidiaries and associates

The items “Income from investments in subsidiaries” and “Income from investments in associates” in the income statement include the proportionate share of the profit for the year.

### Financial income and expenses

Financial income and expenses are recognised in the income statement at the amounts relating to the financial year.

### Tax on profit/loss for the year

Tax for the year consists of current tax for the year and changes in deferred tax for the year. The tax attributable to the profit for the year is recognised in the income statement, whereas the tax attributable to equity transactions is recognised directly in equity.

The Company is jointly taxed with wholly owned Danish and foreign subsidiaries. The tax effect of the joint taxation is allocated to enterprises in proportion to their taxable incomes.

## Balance Sheet

### Investments in subsidiaries and associates

Investments in subsidiaries and associates are recognised and measured under the equity method.

The items “Investments in subsidiaries” and “Investments in associates” in the balance sheet include the proportionate ownership share of the net asset value of the enterprises calculated on the basis of the fair values of identifiable net assets at the time of acquisition with deduction or addition of unrealised inter-company profits or losses and with addition of the remaining value of any increases in value and goodwill calculated at the time of acquisition of the enterprises.

# Notes to the Financial Statements

## 7 Accounting Policies (continued)

The total net revaluation of investments in subsidiaries and associates is transferred upon distribution of profit to “Reserve for net revaluation under the equity method“ under equity. The reserve is reduced by dividend distributed to the Parent Company and adjusted for other equity movements in the subsidiaries and the associates.

Subsidiaries and associates with a negative net asset value are recognised at DKK 0. Any legal or constructive obligation of the Parent Company to cover the negative balance of the enterprise is recognised in provisions.

### **Receivables**

Receivables are measured in the balance sheet at the lower of amortised cost and net realisable value, which corresponds to nominal value less provisions for bad debts.

### **Financial debts**

Debts are measured at amortised cost, substantially corresponding to nominal value.