

关于中化集团财务有限责任公司  
2022年6月30日风险评估报告  
Risk Assessment Report  
For Sinochem Finance Co., Ltd.  
As of June 30, 2022  
天职业字[2022]36880号  
TZYZ [2022] No. 36880

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关于中化集团财务有限责任公司2022年6月30日

风险评估报告

Risk Assessment Report

For Sinochem Finance Co., Ltd.

As of June 30, 2022

天职业字[2022]36880号

TZYZ [2022] No. 36880

中化集团财务有限责任公司：

To Sinochem Finance Co., Ltd.,

我们接受委托，审核了中化集团财务有限责任公司（以下简称“中化财务公司”）管理层对截至2022年6月30日与财务报表相关的风险管理设计的合理性与执行的有效性作出的评价与认定。建立健全并合理设计风险管理并保持其有效性，以及风险管理政策与程序的真实性和完整性是中化财务公司管理当局的责任。我们的责任是对中化财务公司与会计报表有关的风险管理执行情况发表意见。

We have been engaged to audit the risk management design of Sinochem Finance Co., Ltd. (referred to as “Sinochem Finance”) as of June 30, 2022 in relation to the financial statements and to evaluate and determine the reasonableness of such design and the effectiveness of its implementation. It is the responsibility of the management of Sinochem Finance to establish sound and properly designed risk management and to maintain its effectiveness, as well as the truthfulness and integrity of the risk management policies and procedures. We are responsible for expressing an opinion on Sinochem Finance’s risk management implementation with respect to the financial statements.

我们在审核过程中，实施了包括了解、测试和评价中化财务公司与会计报表编制有关的风险管理设计的合理性和执行情况，以及我们认为必要的其他程序。我们相信，我们的审核为发表意见提供了合理的基础。

In the course of our audit, we have obtained an understanding of, tested and evaluated the reasonableness and implementation of the risk management design of Sinochem Finance in relation to

the preparation of its financial statements, and have conducted such other procedures as necessary. We believe that our audit provides a reasonable basis for our opinion.

风险管理具有固有限制，存在由于错误或舞弊而导致错报发生和未被发现的可能性。此外，由于情况的变化可能导致风险管理变得不恰当，或降低对控制、风险管理政策、程序遵循的程度，根据风险评估结果推测未来风险管理有效性具有一定的风险。根据对风险管理的了解和评价，我们未发现中化财务公司截止至2022年6月30日与会计报表编制有关的风险管理存在重大缺陷。

Risk management has inherent limitations with the possibility of misstatements arising and remaining undetected due to error or fraud. In addition, changes in circumstances may cause risk management to become inappropriate or lead to a reduction in the extent to which controls, risk management policies, and procedures are followed, so it is somewhat risky to speculate on the effectiveness of future risk management based on the results of the risk assessment. Based on our understanding and evaluation of its risk management, we have not identified any material weakness in Sinochem Finance's risk management in relation to the preparation of its financial statements as of June 30, 2022.

本报告仅供中化财务公司提供给成员企业中的上市公司对外披露时使用。未经书面许可，不得用作任何其他目的。

This report is only issued to Sinochem Finance for external disclosure by the listed companies that are members companies. Without written permission, this report may not be used for any other purpose.

中国·北京  
二〇二二年七月八日  
Beijing, China  
July 8, 2022

中国注册会计师：

Chinese Certified

Public Accountants: \_\_\_\_\_

中国注册会计师：

Chinese Certified

Public Accountants: \_\_\_\_\_

# 中化集团财务有限责任公司风险评估说明

## Notes to Risk Assessment of Sinochem Finance Co., Ltd.

### 一、公司基本情况

#### I. Company Profile

中化集团财务有限责任公司（以下简称“公司”或“中化财务公司”）系经中国银行业监督管理委员会批准，于2008年6月4日由中国中化集团有限公司（以下简称“中化集团”）出资，在北京成立的有限责任公司。现公司统一社会信用代码证号为：911100007109354688；注册资本：60亿元；法定代表人：杨林；注册地址：北京市西城区复兴门内大街28号凯晨世贸中心中座F3层。

Sinochem Finance Co., Ltd. (referred to as “Sinochem Finance”) is a limited liability company approved by the China Banking Regulatory Commission (referred to as “CBRC”) and established in Beijing with capital contribution from Sinochem Group Co., Ltd. (referred to as “Sinochem Group”) on June 4, 2008. The Company was registered with *Unified Social Credit Code Registration Certificate* numbered 911100007109354688, with a registered capital of RMB 6 billion, the legal representative being Yang Lin, and the registered office being located at F3, Central Tower, Chemsunny World Trade Center, No. 28 Fuxingmennei Avenue, Xicheng District, Beijing.

为配合中化集团进行重组改制工作，根据国务院国资委《关于中国中化集团公司整体重组改制的批复》及相关国有股权管理方案的批复要求，中化集团将其所持有的本公司100%的股份转让给中国中化股份有限公司（以下简称“中国中化股份”）。

As a part of its restructuring and reorganization work, Sinochem Group transferred its 100% equity interest in the Company to Sinochem Corporation Co., Ltd. (referred to as “Sinochem Corporation”) in accordance with the requirements of the *Approval on the Overall Restructuring and Reorganization of Sinochem Group* issued by the State-owned Assets Supervision and Administration Commission of the State Council (referred to as “SASAC”) and the approval on the relevant state-owned equity management plan.

根据中国银行业监督管理委员会（批复）银监复[2012]620号中国银监会关于中化集团财务有限责任公司增加注册资本及修改公司章程的批复、中国中化股份中化股规[2011]43号文关于增加财务公司20亿元的批复和修改后的章程规定，本公司申请新增注册资本20亿元，由中国中化股份于2012年2月6日缴足。以上事项已由利安达会计师事务所有限责任公司审验并出具利安达验字[2012]第1005号验资报告。

According to the CBRC's approval on the increase of registered capital and amendment of Articles of Association of Sinochem Finance Co., Ltd. (YJF [2012] No. 620), as well as Sinochem Corporation's approval on the increase of the registered capital of the finance company (ZHGG [2011] No. 43) and the amended *Articles of Association*, the Company applied for an additional registered capital of RMB 2 billion, which has been paid in full by Sinochem Corporation on February 6, 2012. The above matter has been audited by Reanda Certified Public Accountants LLP and the capital verification report (LADYZ [2012] No. 1005) has been issued.

根据中化2019年合同第059号，中国中化股份将其所持有的28%的本公司股权划转给中化资本有限公司，并于2019年8月13日完成工商变更。变更后，中国中化股份出资额为21.60亿元，持股比例72.00%，中化资本有限公司出资额为8.40亿元，持股比例为28.00%。

Pursuant to Sinochem Contract No. 059 of 2019, Sinochem Corporation transferred its 28% equity interest in the Company to Sinochem Capital Co., Ltd. and completed the registration of the change with the Administration for Industry and Commerce on August 13, 2019. After the change, the capital contribution of Sinochem Corporation was RMB 2.16 billion with a 72.00% shareholding, and the capital contribution of Sinochem Capital Co., Ltd. was RMB 840 million with a 28.00% shareholding.

根据北京银保监局关于中化集团财务有限责任公司变更注册资本的批复(京银保监复[2020]838号)、2020年第四次股东会会议决议、第四届董事会三十一次会议决议，本公司申请新增注册资本30亿元，由中国中化股份、中化资本有限公司同比例增资21.60亿元、8.4亿元，变更后的注册资本为60亿元，并于2020年12月7日止缴齐出资，以上事项已由天职国际会计师事务所（特殊普通合伙）审验并出具天职业字[2020]40680号验资报告。

Pursuant to the approval of Beijing Banking and Insurance Regulatory Bureau on the change of registered capital of Sinochem Finance Co., Ltd. (JYBJF [2020] No. 838), the resolution of the 4th

shareholders' meeting in 2020 and the resolution of the 31st meeting of the fourth session of the Board of Directors, the Company applied for an additional registered capital of RMB 3 billion, with Sinochem Corporation and Sinochem Capital Co., Ltd. to contribute RMB 2.16 billion and RMB 840 million proportionally. After the change, the registered capital of the Company was RMB 6 billion, and the capital contribution was fully paid on December 7, 2020. The above matters have been audited by Baker Tilly China Certified Public Accountants and the capital verification report (TZYZ [2020] No. 40680) has been issued.

基于2021年8月16日中国中化董事会2021年第二次定期会议通过的关于“两化财务公司整合实施方案”的决议，中国中化股份持有的中化财务公司37%股权无偿划转至中国中化控股有限责任公司。

Pursuant to the resolution on the “Implementation Plan for the Integration of Sinochem Group’s Finance Company with ChemChina’s Finance Company” passed by the Board of Directors of Sinochem Corporation at its 2nd regular meeting for the year 2021 on August 16, 2021, Sinochem Corporation’s 37% equity interest in Sinochem Finance was transferred to Sinochem Holdings Corporation Ltd. for free.

经营范围：对成员单位办理财务和融资顾问、信用鉴证及相关的咨询、代理业务；协助成员单位实现交易款项的收付；对成员单位提供担保；办理成员单位之间的委托贷款及委托投资；对成员单位办理票据承兑与贴现；办理成员单位之间的内部转帐结算及相应的结算、清算方案设计；吸收成员单位的存款；对成员单位办理贷款及融资租赁；从事同业拆借；承销成员单位的企业债券；经批准发行财务公司债券；对金融机构的股权投资；有价证券投资；成员单位产品的买方信贷。（市场主体依法自主选择经营项目，开展经营活动；依法须经批准的项目，经相关部门批准后依批准的内容开展经营活动；不得从事国家和本市产业政策禁止和限制类项目的经营活动。）

Business scope: providing financial and financing consultancy, credit authentication and related consulting and agency business for member units; assisting member units in collecting and paying for transactions; providing guarantees for member units; dealing with entrusted loans and entrusted investments among member units; accepting and discounting bills for member units; handling internal transfers and settlements among member units and designing relevant settlement and clearing plans;

absorbing deposits from member units; handling loans and financial leasing for member units; engaging in inter-bank lending; underwriting corporate bonds of member units; issuing bonds of the finance company upon approval; equity investment in financial institutions; investment in securities; buyer's credit for products of member units. (Market participants have the autonomy to define their business scope and to carry out business activities in accordance with laws. Business items requiring approval under the laws may only be carried out within the scope of the approved business activities upon approval by the relevant authorities. It is prohibited to carry out business activities that are banned or restricted by the national and municipal industrial policies.)

本公司母公司和最终控制方为：中国中化控股有限责任公司

The Company's parent company and ultimate controlling party is Sinochem Holdings Corporation Ltd.

组织结构：本公司采取董事会领导下的总经理负责制。

Organizational structure: The Company adopts the responsibility system of the general manager under the leadership of the Board of Directors.

## 二、公司内部控制的基本情况

### II. Basic Information of the Company's Internal Control

#### (一) 控制环境

##### (i) Control environment

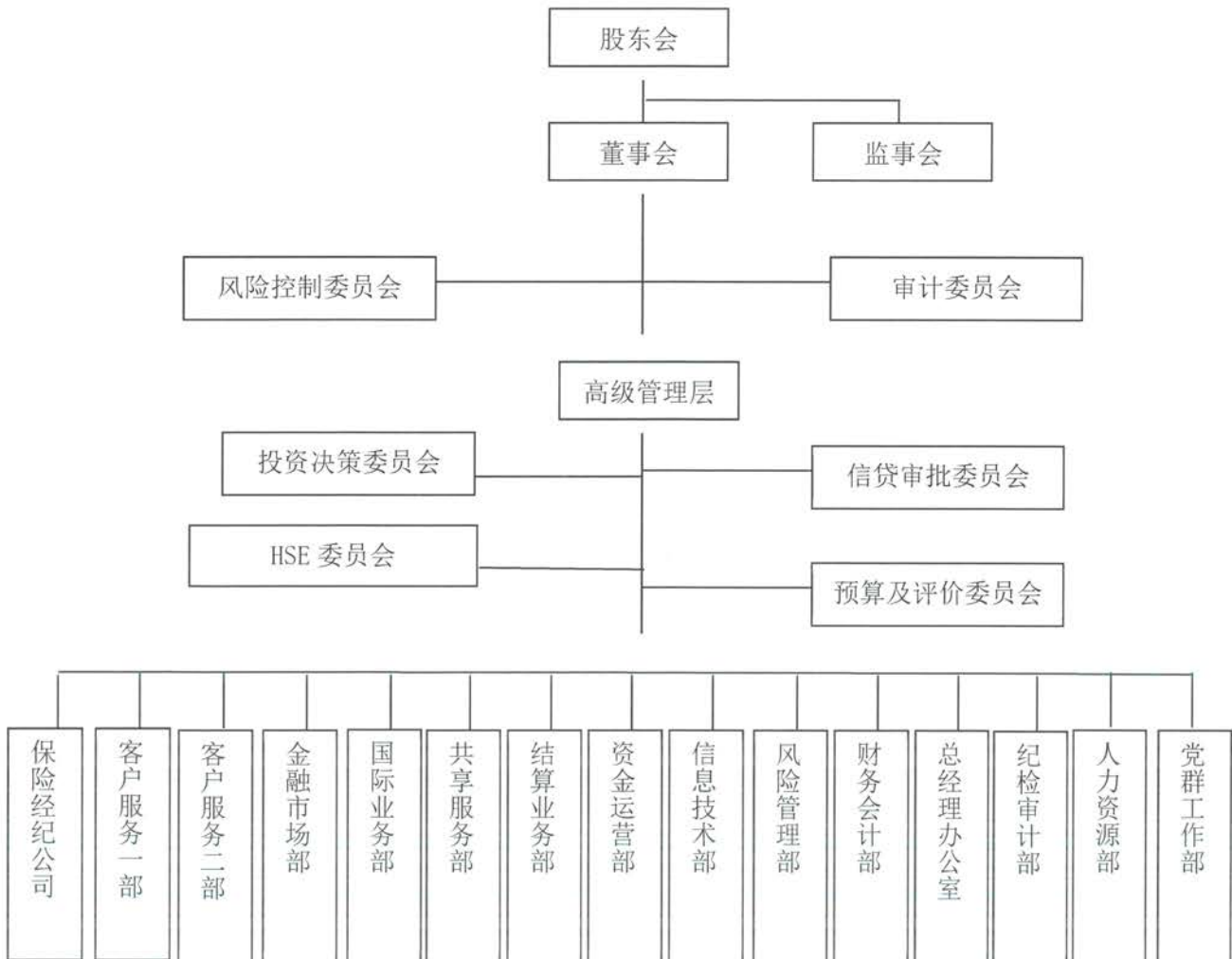
中化财务公司已按照《中化集团财务有限责任公司章程》中的规定建立了股东会、董事会、监事会三权分立的现代企业法人治理结构，并对董事会和董事、监事、高级管理层在内部控制中的责任进行了明确规定。股东会是中化财务公司最高决策者，董事会决定中化财务公司重大事项，向股东会负责，以总经理为首的经营班子负责中化财务公司的日常运作。公司法人治理结构健全，管理运作规范，建立了分工合理、责任明确、报告关系清晰的组织结构，为风险管理的有效性提供了必要的前提条件。

Sinochem Finance has established a modern corporate governance structure with separation of

powers among the Board of Shareholders, the Board of Directors and the Board of Supervisors according to the *Articles of Association of Sinochem Finance Co., Ltd.* and has defined the responsibilities of the Board of Directors, the directors, the supervisors and the senior management in internal control. The Board of Shareholders is the highest decision maker of Sinochem Finance. The Board of Directors makes decisions on matters of significance to Sinochem Finance and is accountable to the Board of Shareholders. The management, headed by the general manager, is responsible for the daily operations of Sinochem Finance. The Company has a sound corporate governance structure and standardized management operations, and has established an organizational structure with a reasonable division of labor, well-defined responsibilities and clear reporting relationships, which provides the necessary prerequisites for the effectiveness of risk management.

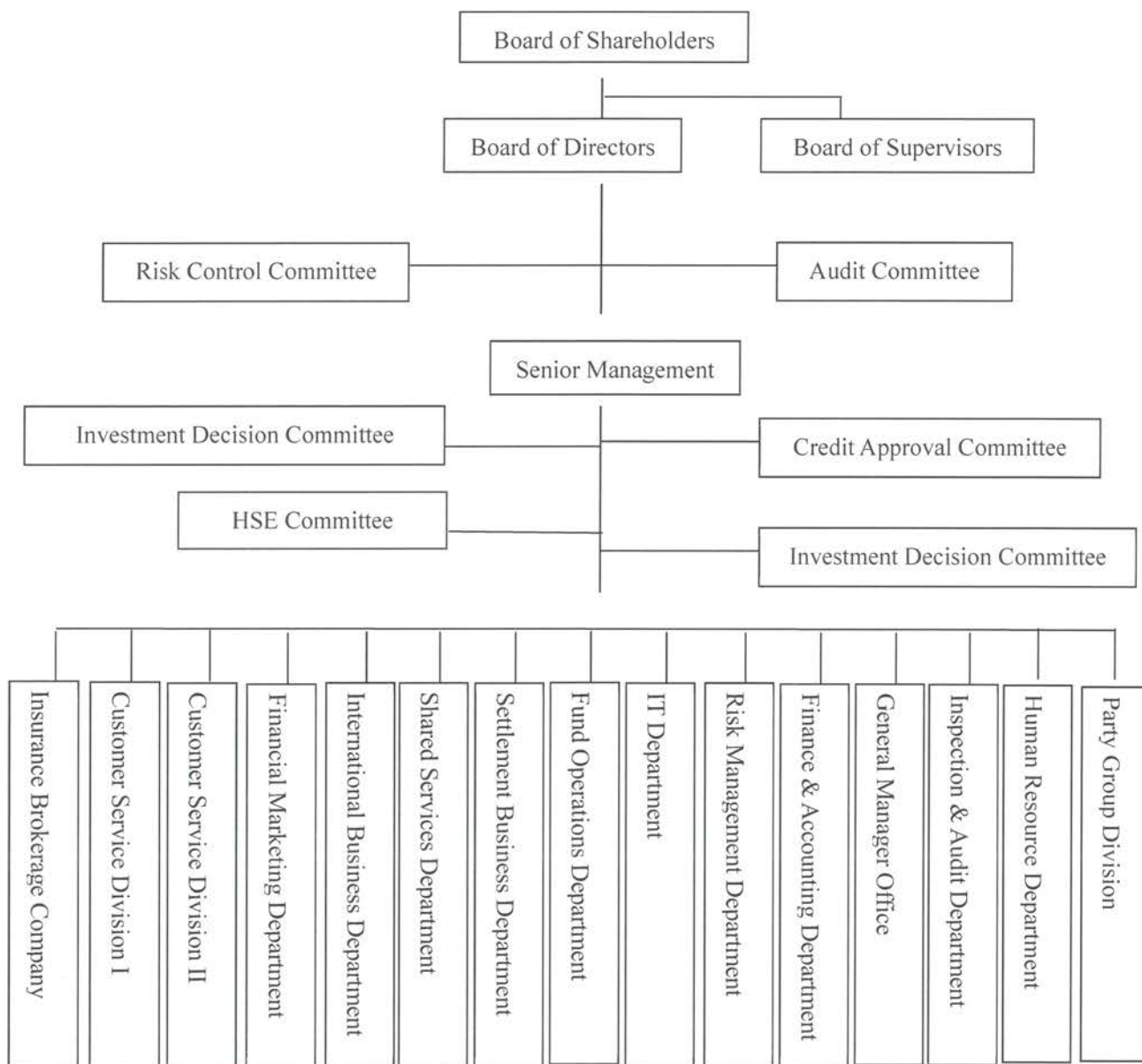
组织架构图如下：

The organizational chart of the Company is as follows:



注：保险经纪公司为全资子公司

Note: Insurance Brokerage Company is a wholly-owned subsidiary.



## （二）风险的识别与评估

### (ii) Risk identification and assessment

中化财务公司制定了一系列的内部控制制度及各项业务的管理办法和操作规程，建立了风险管理部和纪检审计部，对公司的业务活动进行全方位的风险管理和监督稽核。中化财务公司针对不同的业务特点均有相应的风险控制制度、操作流程和风险防范措施，各部门职责分离、相互监督，对各种风险进行有效的预测、评估和控制。

Sinochem Finance has formulated a series of internal control systems and management methods and operation procedures for each business, and has established the Risk Management Department and the Inspection & Audit Department, which perform all-round risk management, supervision and auditing of the Company's business activities. In line with the characteristics of different businesses, Sinochem Finance has set up corresponding risk control systems, operational procedures and risk prevention measures. Each department has separated responsibilities and exercises mutual supervision to effectively predict, evaluate and control various risks.

## （三）控制活动

### (iii) Control activities

#### 1、资金管理

##### 1. Capital management

中化财务公司严格资金管理，基于安全性、流动性、效益性原则，在保障资金安全的前提下，优先保证结算支付需求，再进行资产配置。

Sinochem Finance's strict capital management is based on the principles of security, liquidity, and efficiency. Under the premise of capital security, the Company gives priority to meeting settlement and payment needs, which is followed by asset allocation.

资金计划方面，中化财务公司实施资金精益计划管理，对资金收支进行全面计划、整体协调、统筹安排，各部门根据要求编制周、月、年资金计划，由资金计划部汇总平衡。资金使用首先保证成员单位的结算需求，其次是计划内资金需求，最后才是计划外资金需求。中化财务公司每周、月、年对资金计划执行情况、存在的主要问题进行分析总结，以不断完善和改进。

In terms of capital planning, Sinochem Finance implements a lean plan for capital management, which enables comprehensive planning, overall coordination and integrated arrangement of revenue and expenditure. Each department prepares weekly, monthly and annual capital plans according to the requirements, and the Capital Planning Department balances the capital needs in a centralized manner. In terms of the capital use, the Company firstly meets the settlement needs of its member units, secondly considers the planned capital needs, and finally considers the unplanned capital needs. Sinochem Finance analyzes and summarizes the implementation of the capital plans and the main problems on a weekly, monthly and annual basis, with a view to continuously improving and refining the use of capital.

存放同业方面，中化财务公司根据资金计划，在保障结算支付及其他资金运用后，对盈余资金进行存放同业安排。中化财务公司根据资金计划向各银行询价，公司以安全优先兼顾收益为原则选择同业合作银行。中化财务公司严格审批流程，相关部门在同业业务审批书上签字确认，中化财务公司副总经理和总经理审核批准。具体操作及到期兑付整个过程，均有专门人员与银行对接，认真核对确认，确保资金安全。

In terms of inter-bank deposit, Sinochem Finance makes inter-bank deposit arrangements for its surplus capital according to its capital plan and after satisfying its settlement and payment needs and other capital use requirements. Sinochem Finance requests quotations from various banks in line with the capital plan and selects banks to work with based on the principle of safety first and profitability second. Sinochem Finance has established strict approval procedures. After the relevant departments sign and confirm the inter-bank business application, Sinochem Finance's deputy general manager and the general manager need to review and approve the application. Sinochem Finance has dedicated personnel to communicate, check and confirm with the bank throughout the entire process of operation and payment at maturity, thus ensuring the capital security.

成员单位存款方面，中化财务公司严格遵循平等、自愿、公平和诚实信用的原则，成员单位对存款享有所有权、使用权及收益权，根据人民银行有关要求切实保障成员单位资金的安全。

With regard to the deposits of member units, Sinochem Finance strictly follows the principles of equality, voluntariness, fairness and good faith to protect the ownership, use rights and benefits of the deposits enjoyed by member units, and effectively ensures the safety of the deposits of member units

in accordance with the relevant requirements of the People's Bank of China.

同业拆借方面，中化财务公司建立了同业拆借业务的组织体系，资金计划部负责同业拆借业务的具体操作，结算业务部负责资金清算，风险管理部负责风险审查，财务会计部负责同业拆借业务的账务处理，主管资金计划部公司领导负责最后审批，有效防范资金拆借风险。

In terms of inter-bank lending, Sinochem Finance has established an organizational system for inter-bank lending business, in which the Capital Planning Department is responsible for the specific operations of inter-bank lending business, the Settlement Business Department is responsible for clearing, the Risk Management Department is responsible for risk review, the Finance & Accounting Department is responsible for the bookkeeping of inter-bank lending business, and the head in charge of the Capital Planning Department is responsible for final approval, thus effectively preventing the risk of inter-bank lending.

## 2、信贷业务控制

### 2. Control of credit business

中化财务公司信贷业务的内控重点是防范和控制信贷风险，提高信贷资产质量，优化信贷资产结构。中化财务公司制订了《中化集团财务有限责任公司非金融机构法人客户信用评级管理办法》、《中化集团财务有限责任公司非金融机构法人客户授信业务管理办法》、《中化集团财务有限责任公司流动资金贷款管理办法》、《中化集团财务有限责任公司固定资产贷款管理办法》、《中化集团财务有限责任公司银团贷款管理办法》、《中化集团财务有限责任公司电子商业汇票管理办法》、《中化集团财务有限责任公司票据贴现管理办法》、《中化集团财务有限责任公司商业汇票承兑管理办法》、《中化集团财务有限责任公司委托贷款管理办法》、《中化集团财务有限责任公司担保业务管理办法》等制度，保障了信贷业务的规范运行。

Sinochem Finance focuses its internal control of credit business on preventing and controlling credit risks, improving the quality of credit assets and optimizing the structure of credit assets. Sinochem Finance has formulated such systems as the *Measures for the Management of Credit Ratings of Non-financial Institution Corporate Clients of Sinochem Finance Co., Ltd.*, the *Measures for the Management of Credit Facilities for Non-financial Institution Corporate Clients of Sinochem Finance Co., Ltd.*, the *Measures for the Management of*

*Working Capital Loans of Sinochem Finance Co., Ltd., the Measures for the Management of Fixed Asset Loans of Sinochem Finance Co., Ltd., the Measures for the Management of Syndicated Loans of Sinochem Finance Co., Ltd., the Measures for the Management of Electronic Commercial Drafts of Sinochem Finance Co., Ltd., the Measures for the Management of Bill Discounting of Sinochem Finance Co., Ltd., the Measures for the Management of Commercial Bill Acceptance of Sinochem Finance Co., Ltd., the Measures for the Management of Entrusted Loans of Sinochem Finance Co., Ltd. and the Measures for the Management of Guarantee Business of Sinochem Finance Co., Ltd., so as to ensure the standardized operation of credit business.*

中化财务公司目前采用“客户信用评级+综合授信+利率风险定价”的信贷业务体系。将客户信用等级、授信管理和利率风险定价相结合，信用评级是授信审批、利率风险定价工作开展的前提，也是对成员企业客户类别划分的重要依据。利率风险定价是对信贷政策的具体落实，是信用评级结果的基本运用。结合财务公司特点，借鉴商业银行利率定价模型，保证利率管理、授信管理与信用评级相一致，兼顾资金安全性、流动性和收益性的管理要求。

Currently, Sinochem Finance adopts the credit business system based on “credit rating + comprehensive credit line + interest rate risk pricing”. Credit rating is a prerequisite for credit line approval and interest rate risk pricing, and an important basis for classifying member units into client categories. Interest rate risk pricing is the specific implementation of credit policy and the basic application of credit rating results. Combining the characteristics of the finance company and referring to the interest rate pricing model of commercial banks, Sinochem Finance ensures that interest rate management and credit granting management are consistent with the credit ratings, taking into account the management requirements of capital security, liquidity and profitability.

凡与中化财务公司发生信贷业务的成员单位原则上必须先由中化财务公司根据《中化集团财务有限责任公司非金融机构法人客户信用评级管理办法》和《中化集团财务有限责任公司非金融机构法人客户授信业务管理办法》核定其综合授信额度，综合授信额度由中化财务公司信贷审批委员会审核，报总经理审定。信贷审批委员会负责审议批准总经理权限范围内的信贷授信业务，对总经理负责。超过总经理权限范围的，经信贷审批委员会审核后报董事会风险控制委员会审议批准。客户服务中心负责授信业务受理及调查，开展贷前尽职调查，申请授信材

料的真实性审核，以及撰写调查报告。风险管理部负责授信审查与风险评价，对授信风险、授信合理性、合规性等进行客观评审。中化财务公司根据成员单位的资产规模、生产经营情况、财务状况、资信情况、偿债能力及发展前景等科学严格地综合核定其综合授信额度。

In principle, any member unit that involved in credit business with Sinochem Finance must first have its comprehensive credit line approved by Sinochem Finance in accordance with the *Measures for the Management of Credit Ratings of Non-financial Institution Corporate Clients of Sinochem Finance Co., Ltd.* and the *Measures for the Management of Credit Facilities for Non-financial Institution Corporate Clients of Sinochem Finance Co., Ltd.* Upon review by Sinochem Finance's Credit Approval Committee, the comprehensive credit line is submitted to the general manager for approval. The Credit Approval Committee is responsible for considering and approving credit facilities within the authority of the general manager and is accountable to the general manager. The credit facilities that exceed the scope of authority of the general manager are submitted to the Risk Control Committee of the Board of Directors for consideration and approval after review by the Credit Approval Committee. The Customer Service Center is responsible for the acceptance and investigation of credit facilities, carrying out pre-loan due diligence, examining the authenticity of credit application materials, and writing investigation reports. The Risk Management Department is responsible for credit review and risk evaluation, and makes objective assessments on the risks, the reasonableness and the compliance of credit facilities. Depending on the assets scale, production and operation status, financial status, creditworthiness, solvency and development prospects of the member units, Sinochem Finance approves their comprehensive credit lines in a scientific and strict manner.

#### (1) 自营贷款

##### (1) Loan business

中化财务公司严格执行贷审分离、分级审查、公司总经理审批制度。贷款业务由客户服务中心归口管理，风险管理部负责审查和监督，信贷审批委员会对贷款业务审查决策，总经理拥有最终否决权。信贷审批委员会决策遵守集体审议、投票表决、多数通过的原则，所有意见记录存档。

Sinochem Finance strictly implements the loan system by separating loan granting and review, reviewing at different levels, and approving by the Company's general manager. The loan business is

managed by the Customer Service Center, reviewed and supervised by the Risk Management Department, and approved by the Credit Approval Committee, with the general manager exercising the final veto power. In making decisions, the Credit Approval Committee follows the principles of collective deliberation, voting and majority approval, and all opinions are recorded and filed.

中化财务公司明确规定部门和岗位职责，严格贷前调查、贷中审查、贷后检查的工作流程和标准，贷前调查尽量做到实地调研，多渠道获取成员单位经营状况，客观真实撰写贷款报告；贷中审查做到独立贷审，客观揭示业务风险，科学合理判断业务可行性；贷后检查如实记录，充分及时揭露存在问题，不隐瞒和掩饰问题，做到风险早发现、早处理。

Sinochem Finance clearly specifies the responsibilities of each department and position, and strictly follows the procedures and standards of pre-loan investigation, mid-loan review and post-loan inspection. For pre-loan investigation, Sinochem Finance makes every effort to conduct field research, obtains the operating conditions of member units from multiple channels, and writes loan reports in an objective and honest manner; for mid-loan review, Sinochem Finance conducts independent audits, objectively reveals business risks, and scientifically and reasonably evaluates business feasibility; for post-loan inspection, Sinochem Finance keeps truthful records, fully and timely reveals problems, and never conceals or covers up problems, so that risks can be detected and dealt with as early as possible.

## (2) 票据贴现

### (2) Bill discounting

中化财务公司可以开展中化集团内成员单位票据贴现业务及在符合外部监管机构要求下开展“一头在外”的票据贴现业务。在业务操作中，严格按照《中化集团财务有限责任公司票据贴现管理办法》执行，对业务申请、审核、审批、放款、托收和档案保管都有明确的流程规范，风险管理部全程监控，有效防范了风险。

Sinochem Finance is qualified to provide bill discounting service for Sinochem Group's member units and to carry out the bill discounting with a non-member party in compliance with the requirements of external regulators. Sinochem Finance implements business operations in strict accordance with the *Measures for the Management of Bill Discounting of Sinochem Finance Co., Ltd.*, and sets up clear procedures for business application, review, approval, releasing, collection and file

keeping. The Risk Management Department is responsible for monitoring the whole process to effectively prevent risks.

### (3) 票据承兑

#### (3) Bill acceptance

中化财务公司票据承兑业务严格按照《中化集团财务有限责任公司商业汇票承兑管理办法》规定的业务流程进行。对符合承兑条件的，经客户服务中心业务审查后提交风险管理部，主管信贷业务副总经理及公司总经理审批并签署意见后开立承兑汇票。商业汇票承兑后，客户服务中心按《中化集团财务有限责任公司贷后检查工作指导书》的相关规定进行监督检查，确保票据承兑业务风险可控。

Sinochem Finance conducts bill acceptance business in strict accordance with the procedures stipulated in the *Measures for the Management of Commercial Bill Acceptance of Sinochem Finance Co., Ltd.* When the conditions of acceptance are met, the Customer Service Center reviews the business and submits it to the Risk Management Department, and the deputy general manager in charge of credit business and the general manager of the Company approve by signature before issuing the acceptance bills. After the commercial bills are accepted, the Customer Service Center carries out supervision and inspection in accordance with the relevant provisions of the *Guideline for Post-Loan Inspection of Sinochem Finance Co., Ltd.*, so as to ensure the controlled risks of the bill acceptance business.

### (4) 担保业务

#### (4) Guarantee business

中化财务公司担保业务遵循“依法合规、交易真实、防范风险、确保收益”的原则，纳入授信管理，并实行总量控制。经客户服务中心业务审查后提交风险管理部，主管信贷业务副总经理及公司总经理审批并签署意见后办理担保业务。客户服务中心对担保业务进行跟踪检查，如发现可能影响被担保人履行合同或偿还债务的事项，及时与风险管理部沟通，有效防范和化解风险。

Sinochem Finance carries out the guarantee business in accordance with the principles of “legal compliance, transaction truthfulness, risk prevention and secured profitability”, incorporates the

guarantee business into credit management and implements total quota control. After being reviewed by the Customer Service Center, the guarantee applications are submitted to the Risk Management Department, and the deputy general manager in charge of credit business and the general manager of the Company approve the guarantee applications by signature before guarantee procedures. The Customer Service Center is responsible for follow-up inspection of the guarantee business, and communicates with the Risk Management Department in a timely manner for effective prevention and resolution of risks if matters that may affect the performance of the contract or the repayment of debts by the guaranteed party are found.

### 3、委托贷款业务控制

#### 3. Control of entrusted loan business

委托贷款属于中化财务公司的中间业务，中化财务公司只收取手续费，不承担任何形式的贷款风险。

The entrusted loan business is an intermediary business of Sinochem Finance, for which Sinochem Finance only charges a handling fee and does not assume any kind of risk for the loan.

委托贷款必须先存后贷，中化财务公司对委托人的贷款本金和利息，实行先收后划，不予垫付资金，且委托贷款总额不得超过委托存款总额。中化财务公司重点审查委托资金的来源、借款用途、委托贷款的利率和期限是否符合国家政策的规定，并严格按照内部流程审批。

Entrusted loans are predicated on entrusted deposits. Sinochem Finance lends money on the basis of the principal and the interests received from the clients, and does not advance funds. The total amount of entrusted loans cannot exceed the total amount of entrusted deposits. Sinochem Finance focuses on examining the source of entrusted funds, the purpose of borrowing, and whether the interest rate and maturity of entrusted loans comply with the national policies, and approves them in strict accordance with internal procedures.

### 4、证券投资业务控制

#### 4. Control of securities investment business

中化财务公司开展证券投资业务，对涉及有价证券投资的相关业务部门或岗位按照“职责

分离、相互制衡”的原则，科学设置各岗位控制节点，使决策、操作、风险监控、会计核算、审计管理等职责独立和有效制约，防范业务风险。任一时点，中化财务公司投资比例不得高于资本总额70%。

Sinochem Finance carries out the securities investment business, and sets up scientific control nodes for relevant departments or positions involved in securities investment according to the principle of “duty separation, mutual checks and balances”, so that the duties for decision-making, operation, risk control, accounting and audit management are independent and effectively controlled, thus preventing the business risks. At any point of time, the capital invested by Sinochem Finance cannot be higher than 70% of the total capital.

中化财务公司根据银监会规定的业务范围和业务品种开展投资业务，严格按照内部流程审批，为保证风险信息的及时传递，金融市场部建立了有价证券投资定期报告制度，使财务公司领导、投委会成员、风险管理部等全方位有效了解投资业务进展情况。风险管理部风险管理人员建立了定期风险监控报告制度，对投资项目风险进行跟踪并发出风险预警提示。

Sinochem Finance conducts the investment business in line with the business scope and business varieties stipulated by the CBRC, and gives approval in strict accordance with internal procedures. In order to ensure timely transmission of risk information, the Financial Market Department has established a regular reporting system for securities investment, so that the leaders of the finance company, the members of the Investment Committee and the Risk Management Department can effectively keep abreast of the progress of the investment business in all aspects. The Risk Management Department has established a regular risk monitoring and reporting system that allows risk management personnel to track the risks of investment projects and provide risk warnings and alerts.

#### 5、结算业务控制

#### 5. Control of settlement business

中化财务公司制订了《中化集团财务有限责任公司结算业务管理办法》等制度，按照管理层次、业务种类、金额大小、风险级别等确定结算业务不同岗位人员处理业务的权限，遵循统一管理、分级授权、权责明确、严格监管的原则落实各项内控措施，确保结算业务人员严格按

照操作规程进行操作，严禁越权、越岗操作，保障了结算业务的安全开展和结算资金的安全。

Sinochem Finance has formulated the Measures for the *Management of Settlement Business of Sinochem Finance Co., Ltd.* and other systems to determine the authority of different positions in the settlement business according to the management level, business type, amount size, and risk level, etc. Sinochem Finance implements various internal control measures by following the principles of unified management, level-based authorization, clear responsibility, and strict supervision, so as to ensure that the settlement business personnel operate in strict accordance with the operation procedures and prohibit the operations beyond their authority and positions, thus ensuring the safety of the settlement business and the safety of settlement funds.

## 6、结售汇业务控制

### 6. Control of foreign exchange settlement and sale business

中化财务公司结售汇业务包括代客结售汇和自身结售汇，公司制订了《中化集团财务有限责任公司即期结售汇管理办法》、《中化集团财务有限责任公司代理远期结售汇管理办法》、《中化集团财务有限责任公司即期结售汇管理程序》等制度，用以规范结售汇业务的日常操作。

Sinochem Finance's foreign exchange settlement and sale business consists of the settlement and sale of foreign exchange on behalf of clients and its own settlement and sale of foreign exchange. the Company has established the *Measures for the Management of Spot Foreign Exchange Settlement and Sale of Sinochem Finance Co., Ltd.*, the *Measures for the Management of Forward Foreign Exchange Settlement and Sale Agency of Sinochem Finance Co., Ltd.* and the *Procedures for the Management of Spot Foreign Exchange Settlement and Sale of Sinochem Finance Co., Ltd.* to standardize the daily operations of the foreign exchange settlement and sale business.

中化财务公司办理结售汇业务严格遵循前中后台分离原则，国际业务部负责办理结售汇业务的定价及相关业务手续；结算业务部办理人民币及外汇的资金清算；资金计划部负责人民币及外币的资金调拨；财务会计部负责结售汇业务的会计核算；风险管理部负责结售汇业务的风险监控和管理，对业务操作流程进行合规性审查，并对业务人员权限进行监督管理。中化财务公司严格按照规章制度执行，操作流程不断规范，有效防范风险的发生。

In dealing with foreign exchange settlement and sale business, Sinochem Finance strictly follows

the principle of separation among the front-end, middle-end and back-end positions. The International Business Department is responsible for the pricing and related business procedures of the foreign exchange settlement and sale business. The Settlement Business Department is responsible for clearing funds in RMB and foreign currencies. The Capital Planning Department is responsible for transferring funds in RMB and foreign currencies. The Finance & Accounting Department is responsible for the accounting of foreign exchange settlement and sale business. The Risk Management Department is responsible for the risk monitoring and management of the foreign exchange settlement and sale business, the compliance review of the business operation process, and the supervision and management of the authority of the business personnel. Sinochem Finance performs its business in strict accordance with relevant rules and regulations and constantly standardizes the operation procedures, thus effectively preventing the occurrence of risks.

#### 7、内部稽核控制

#### 7. Control of internal audit

中化财务公司设立纪检审计部，对中化财务公司经营活动和业务运作行使稽查职能。纪检审计部对各项业务活动的合法合规性进行稽核检查，及时纠错防弊；针对中化财务公司不同的发展阶段，不定期进行制度诊断，提出修改建议，对内控制度的健全性、有效性进行评价、监督、检查并推动改进；纪检审计部还根据监管要求、中化集团审计要求及中化财务公司经营需要，制订并组织实施各项稽核工作计划；发现内控薄弱环节、管理不完善之处和由此导致的各种风险，向管理层提出改进意见和建议。纪检审计部增强了内部控制的适当性、全面性和有效性。

Sinochem Finance has established the Inspection & Audit Department to perform auditing functions on Sinochem Finance's business activities and operations. The Inspection & Audit Department conducts audits and inspections on the legality and compliance of various business activities, and corrects errors and prevents defects in a timely manner. In response to different stages of Sinochem Finance's development, the Inspection & Audit Department conducts system diagnostics from time to time, makes suggestions for modifications, and evaluates, monitors and inspects the soundness and effectiveness of the internal control system and promotes improvements. The Inspection & Audit Department also formulates, organizes and implements audit work plans in

accordance with the regulatory requirements, Sinochem Group's audit requirements and Sinochem Finance's operational management needs. When internal control weaknesses, management deficiencies and resulting risks are identified, the Inspection & Audit Department provides suggestions and recommendations to the management for improvement. The Inspection & Audit Department has enhanced the appropriateness, comprehensiveness and effectiveness of internal control.

## 8、信息系统控制

### 8. Control of information system

中化财务公司信息系统设计遵循了先进性、实用性、安全性、可靠性、高效性和灵活性原则，采用了先进的资金管理系统。该系统从资金结算、信贷管理到票据管理，从银企直联到与财务系统及其他业务系统接口，从资金自定义报表到资金监控，满足了中化财务公司对资金集中管理的要求，并根据新需求、新业务不断的对信息系统进行完善和扩充。为保证系统安全运行，公司制定了一系列的安全保障制度并严格遵照执行。公司高度重视信息保密安全工作，安全保密责任具体落实到每个人，定期对全部涉密信息及涉密载体进行安全检查。信息系统存放于独立机房，有防火墙、入侵检测、入侵防御、安全审计、网络负载均衡、上网行为监控、VPN等设备保证网络的稳定及安全。每天有专职人员对机房环境、系统主机、网络设备进行巡检，关键数据每天进行备份。公司系统登录需通过密钥和密码，由系统管理员负责权限分配，密钥管理实行专人专用、自负其责的原则，严禁随意摆放或转借他人使用。硬件设备方面，中化财务公司还制定了核心业务系统应急预案，一旦发生影响业务系统安全运行的事件，根据突发事件的类型和级别，启动不同处理程序的应急预案，确保业务不受影响。中化财务公司从公司制度、人员配备、信息系统软硬件环境等各个方面保障了资金支付安全及业务的连续性开展。

Sinochem Finance's information system is designed to meet the principles of advancement, practicality, security, reliability, efficiency and flexibility, and an advanced fund management system is adopted. The system is used for capital settlement, credit management, bill management, direct bank-enterprise connection, interfacing with financial system and other business systems, customized capital reports, and capital monitoring, satisfying Sinochem Finance's requirements for centralized capital management. Sinochem Finance also constantly improves and expands the information system according to new demands and new business. In order to ensure the safe operations of the system, the Company has formulated a series of security procedures and strictly follows them. The Company

attaches great importance to the work of information confidentiality, assigns the responsibility of confidentiality to each person, and regularly conducts security checks on all confidential information and confidential carriers. The information system is placed in an independent server room with firewall, intrusion detection, intrusion prevention, security audit, network load balancing, online behavior monitoring, VPN and other equipment installed to ensure the stability and security of the network. There are dedicated personnel to inspect the server room environment, system hosts and network equipment on a daily basis, and backup key data on a daily basis. When logging into the Company's system, keys and passwords are required, and the system administrator is responsible for the authority assignment. The key management is based on the principle of exclusive use and individual responsibility, and it is strictly forbidden to place or lend the keys to others without permission. In terms of hardware equipment, Sinochem Finance has also formulated a contingency plan for its core business system. In the event of any incident that affects the secure operation of the business system, the Company initiates the contingency plan with different handling procedures according to the type and level of emergencies, so as to protect its business from being affected. Sinochem Finance guarantees the security of fund payments and the continuity of business from all aspects, including the Company's system, staffing, and the software and hardware environment of the information system.

#### (四) 内部控制总体评价

##### (iv) Overall evaluation of internal control

中化财务公司的内部控制制度是完善的, 执行是有效的。在资金管理方面较好的控制了资金流转风险; 在信贷业务方面建立了相应的信贷业务风险控制程序, 使整体风险控制在合理的水平。

Sinochem Finance has a well-developed internal control system with effective implementation. In terms of capital management, the Company has a good control of capital flow risk; in terms of credit business, the Company has established appropriate risk control procedures for credit business, so that the overall risk is controlled at a reasonable level.

### 三、公司经营管理及风险管理情况

### III. The Company's operations, management and risk control

## 1、经营情况

### 1. The Company's operations

截至2022年6月30日，中化财务公司单体财务报表列报的资产总额为539.51亿元，所有者权益为111.17亿元，吸收成员单位存款为410.80亿元，发放贷款及垫款365.82亿元。2022年1-6月实现利息收入62,052.65万元，手续费收入1,912.42万元，利润总额11,541.85万元，净利润8,085.65万元。

The standalone financial statements of Sinochem Finance as of June 30, 2022 showed total assets of RMB 53.951 billion, owner's equity of RMB 11.117 billion, deposits taken from members of RMB 41.080 billion and loans and advances to customers of RMB 36.582 billion. From January to June 2022, Sinochem Finance recorded interest income of RMB 620.5265 million, handling fee income of RMB 19.1242 million, total profit of RMB 115.4185 million and net profit of RMB 80.8565 million.

## 2、管理情况

### 2. The Company's management

中化财务公司自成立以来，坚持稳健经营的原则，严格按照《中华人民共和国公司法》、《中华人民共和国银行业监督管理法》、《企业会计准则》、《企业集团财务公司管理办法》和国家有关金融法规、条例以及公司章程规范经营行为，加强内部管理。

Since its inception, Sinochem Finance has adhered to the principle of prudent operation and has regulated its business practices and strengthened its internal management in strict accordance with the *Company Law of the People's Republic of China*, the *Banking Supervision Law of the People's Republic of China*, the *Accounting Standards for Enterprises*, the *Measures for the Administration of Enterprise Group Finance Companies* and relevant national financial regulations and ordinances as well as the Articles of Association.

## 3、监管指标

### 3. Regulatory indicators

根据《企业集团财务公司管理办法》第三十四条的规定，截至2022年6月30日，中化财务公司的各项监管指标均符合规定要求。

As of June 30, 2022, Sinochem Finance's regulatory indicators were in compliance with the provisions of Article 34 of the *Measures for the Administration of Enterprise Group Finance Companies*.

(1) 资本充足率不低于10%

(1) Capital adequacy ratio should not be less than 10%

资本充足率=资本净额÷风险加权资产=15.96%

Capital adequacy ratio = net capital ÷ risk-weighted assets = 15.96%

公司资本充足率为15.96%，符合监管要求。

The Company's capital adequacy ratio was 15.96%, which met the regulatory requirements.

(2) 不良资产率不得高于4%

(2) Non-performing assets ratio should not be higher than 4%

不良资产率=不良信用风险资产/信用风险资产=0

Non-performing assets ratio = non-performing credit risk assets / credit risk assets = 0

公司不良资产率为零，符合监管要求。

The Company's non-performing asset ratio was zero, which met the regulatory requirements.

(3) 不良贷款率不得高于5%

(3) Non-performing loan ratio should not be higher than 5%

不良贷款率=不良贷款/各项贷款=0

Non-performing loan ratio = non-performing loans/all loans = 0

公司不良贷款为零，符合监管要求。

The Company's non-performing loan was zero, which met the regulatory requirements.

(4) 资产损失准备充足率不得低于100%

(4) Asset loss reserves adequacy ratio should not be less than 100%

公司不良资产为零，公司资产损失准备充足率符合监管要求。

The Company's non-performing asset was zero, so the Company's asset loss reserves adequacy ratio met the regulatory requirements.

(5) 贷款损失准备充足率不得低于100%

(5) Loan loss reserves adequacy ratio should not be less than 100%

公司不良贷款为零，公司贷款损失准备充足率符合监管要求。

The Company's non-performing loan was zero, so the Company's loan loss reserves adequacy ratio met the regulatory requirements.

(6) 拆入资金余额不得高于资本总额

(6) Balance of borrowed inter-bank money should not be higher than the total capital

拆入资金比例=同业拆入/资本总额=12.79%

Ratio of borrowed inter-bank money = inter-bank borrowings/total capital = 12.79%

拆入资金比例为12.79%，符合监管要求。

The Company's ratio of borrowed inter-bank money was 12.79%, which met the regulatory requirements.

(7) 投资与资本总额的比例不得高于70%

(7) The ratio of investment to total capital should not be higher than 70%

投资比例=投资成本/资本总额=56.63%

Investment ratio = investment cost/total capital = 56.63%

公司投资比例为56.63%，符合监管要求。

The Company's investment ratio was 56.63%, which met the regulatory requirements.

(8) 担保比例不得高于100%

(8) The guarantee ratio must not be higher than 100%.

担保比例=(等同于贷款的授信业务-保证金-银行存单-国债-银行承兑汇票)/资本总额=7.51%

Guarantee ratio = (credit business equivalent to loans - margins - bank certificates of deposit - treasury bonds - bank acceptance bills)/total capital = 7.51%

公司担保比例为7.51%，符合监管要求。

The Company's guarantee ratio was 7.51%, which met the regulatory requirements.

(9) 自有固定资产与资本总额的比例不得高于20%

(9) The ratio of self-owned fixed assets to total capital must not be higher than 20%.

自有固定资产比例=自有固定资产/资本总额=0.02%

Ratio of self-owned fixed assets = self-owned fixed assets/total capital = 0.02%

公司自有固定资产与资本总额的比例为0.02%，符合监管要求。

The Company's ratio of self-owned fixed assets to total capital was 0.02%, which met the regulatory requirements.

(10) 流动性比例不得低于25%

(10) The liquidity ratio shall not be less than 25%.

流动性比例=流动性资产/流动性负债=35.25%

Liquidity ratio = liquid assets/liquid liabilities = 35.25%

公司流动性比例为35.25%，符合监管要求。

The Company's liquidity ratio was 35.25%, which met the regulatory requirements.

综上，中化财务公司具有合法有效的《金融许可证》、《企业法人营业执照》，建立了较为完整合理的内部控制制度，能较好地控制风险，本公司从未发生过挤提存款、到期债务不能支付、大额贷款逾期或担保垫款、被抢劫或诈骗等重大事项；也从未发生可能影响本公司正常经营的重大机构变动、股权交易或者经营风险等事项；也从未受到过中国银行监督管理委员会等监管部门行政处罚和责令整顿；不存在违反中国银行业监督管理委员会颁布的《企业集团财务公司管理办法》规定的情况，各项监管指标均符合该办法第三十四条的规定要求。

In summary, Sinochem Finance has the legally valid *Financial License* and the *Business License for Enterprises as a Legal Person*, and has established a relatively complete and reasonable internal control system, which can better control risks. The Company had no significant events such as massive withdrawal of deposits, failure to pay debts at maturity, overdue large loans, guarantee advances, being robbed or defrauded, no major institutional changes, equity transactions or operational risks that may affect the normal operation of the Company, no administrative penalties and orders for rectification by the CBRC and other regulatory authorities, and no violation of the provisions of the *Measures for the Administration of Enterprise Group Finance Companies* issued by the CBRC. All the regulatory indicators of the Company have met the requirements stipulated in Article 34 of the Measures.