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## **SHANGHAI ELECTRIC GROUP COMPANY LIMITED**

**上海電氣集團股份有限公司**

*(A joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 02727)**

### **2013 INTERIM RESULTS**

#### **Performance Highlights**

- ▶ **Revenue for the first half of 2013 reached RMB38,349 million, basically stayed flat compared with that of the corresponding period last year**
- ▶ **Profit attributable to owners of the parent for the first half of 2013 was RMB1,410 million, representing a decrease of 24.5% over the corresponding period last year**
- ▶ **Basic earnings per share were RMB11.00 cents, representing a decrease of 24.5% over the corresponding period last year**
- ▶ **The Board of Directors did not recommend interim dividend during the period**

The board of directors (the “**Board**”) of Shanghai Electric Group Company Limited (the “**Company**”) is pleased to announce the interim results of the Company and its subsidiaries (the “**Group**”) for the six months ended 30 June 2013. The results have not been audited but have been reviewed by audit committee of the Company.

**SHANGHAI ELECTRIC GROUP COMPANY LIMITED**

**UNAUDITED INTERIM CONDENSED CONSOLIDATED INCOME STATEMENT  
FOR THE SIX MONTHS ENDED 30 JUNE 2013**

|                                                                             | Notes | For the six months ended 30 June |                     |
|-----------------------------------------------------------------------------|-------|----------------------------------|---------------------|
|                                                                             |       | 2013                             | 2012                |
|                                                                             |       | (Unaudited)                      | (Unaudited)         |
|                                                                             |       | RMB'000                          | RMB'000             |
|                                                                             |       |                                  | (Restated)          |
| REVENUE                                                                     | 3     | 38,349,410                       | 38,450,691          |
| Cost of sales                                                               |       | <u>(31,625,849)</u>              | <u>(31,206,349)</u> |
| GROSS PROFIT                                                                |       | 6,723,561                        | 7,244,342           |
| Other income and gains                                                      | 3     | 580,386                          | 530,515             |
| Selling and distribution costs                                              |       | (1,158,684)                      | (1,018,564)         |
| Administrative expenses                                                     |       | (2,380,446)                      | (2,395,099)         |
| Other expenses                                                              |       | (1,233,512)                      | (1,404,281)         |
| Finance costs                                                               |       | (115,339)                        | (85,585)            |
| Share of profits and losses of:                                             |       |                                  |                     |
| Jointly-controlled entities                                                 |       | 3,545                            | 3,235               |
| Associates                                                                  |       | <u>327,244</u>                   | <u>305,088</u>      |
| PROFIT BEFORE TAX                                                           | 4     | 2,746,755                        | 3,179,651           |
| Income tax expense                                                          | 5     | <u>(607,352)</u>                 | <u>(528,671)</u>    |
| PROFIT FOR THE PERIOD                                                       |       | <u>2,139,403</u>                 | <u>2,650,980</u>    |
| ATTRIBUTABLE TO:                                                            |       |                                  |                     |
| Owners of the parent                                                        |       | 1,410,077                        | 1,866,827           |
| Non-controlling interests                                                   |       | <u>729,326</u>                   | <u>784,153</u>      |
|                                                                             |       | <u>2,139,403</u>                 | <u>2,650,980</u>    |
| EARNINGS PER SHARE ATTRIBUTABLE TO<br>ORDINARY EQUITY HOLDERS OF THE PARENT | 7     |                                  |                     |
| Basic and diluted                                                           |       |                                  |                     |
| - For profit for the period (RMB)                                           |       | <u>11.00 cents</u>               | <u>14.56cents</u>   |

**SHANGHAI ELECTRIC GROUP COMPANY LIMITED**

**UNAUDITED INTERIM CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE  
INCOME  
FOR THE SIX MONTHS ENDED 30 JUNE 2013**

|                                                                                              | For the six months ended 30 June |                         |
|----------------------------------------------------------------------------------------------|----------------------------------|-------------------------|
|                                                                                              | 2013                             | 2012                    |
|                                                                                              | (Unaudited)                      | (Unaudited)             |
|                                                                                              | RMB'000                          | RMB'000                 |
|                                                                                              |                                  | (Restated)              |
| PROFIT FOR THE PERIOD                                                                        | <u>2,139,403</u>                 | <u>2,650,980</u>        |
| Changes in fair value and disposal of<br>available-for-sale investments<br>net of income tax | (77,179)                         | 187,891                 |
| Effective portion of changes in fair value<br>of hedging instruments<br>net of income tax    | 65,427                           | (71,764)                |
| Exchange realignment                                                                         | (102,089)                        | (20,384)                |
| Others                                                                                       | <u>4,727</u>                     | <u>-</u>                |
| OTHER COMPREHENSIVE INCOME<br>FOR THE PERIOD, NET OF TAX                                     | <u>(109,114)</u>                 | <u>95,743</u>           |
| TOTAL COMPREHENSIVE INCOME FOR THE PERIOD                                                    | <u><u>2,030,289</u></u>          | <u><u>2,746,723</u></u> |
| TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO:                                                  |                                  |                         |
| Owners of the parent                                                                         | 1,331,471                        | 1,944,949               |
| Non-controlling interests                                                                    | <u>698,818</u>                   | <u>801,774</u>          |
|                                                                                              | <u><u>2,030,289</u></u>          | <u><u>2,746,723</u></u> |

**SHANGHAI ELECTRIC GROUP COMPANY LIMITED**

**UNAUDITED INTERIM CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION**  
**30 JUNE 2013**

|                                             | Notes | 30 June<br>2013<br>(Unaudited)<br>RMB'000 | 31 December<br>2012<br>(Audited)<br>RMB'000 |
|---------------------------------------------|-------|-------------------------------------------|---------------------------------------------|
| <b>NON-CURRENT ASSETS</b>                   |       |                                           |                                             |
| Property, plant and equipment               |       | 15,003,067                                | 15,226,213                                  |
| Investment properties                       |       | 142,416                                   | 145,036                                     |
| Prepaid land lease payments                 |       | 1,638,640                                 | 1,641,656                                   |
| Goodwill                                    |       | 167,519                                   | 167,519                                     |
| Other intangible assets                     |       | 1,070,315                                 | 995,556                                     |
| Investments in jointly-controlled entities  |       | 82,436                                    | 92,537                                      |
| Investments in associates                   |       | 3,825,958                                 | 3,603,746                                   |
| Loans and lease receivable                  |       | 1,343,085                                 | 1,318,545                                   |
| Other investments                           |       | 1,177,455                                 | 1,417,835                                   |
| Derivative financial instruments            |       | 2,156                                     | 4,460                                       |
| Other non-current assets                    |       | 347,152                                   | 395,297                                     |
| Deferred tax assets                         |       | 1,911,546                                 | 1,874,894                                   |
| Total non-current assets                    |       | 26,711,745                                | 26,883,294                                  |
| <b>CURRENT ASSETS</b>                       |       |                                           |                                             |
| Inventories                                 |       | 20,912,879                                | 21,933,836                                  |
| Construction contracts                      |       | 1,668,287                                 | 1,476,431                                   |
| Trade receivables                           | 8     | 25,900,852                                | 20,605,697                                  |
| Loans and lease receivable                  |       | 1,972,051                                 | 2,621,208                                   |
| Discounted bills receivable                 |       | 227,515                                   | 881,170                                     |
| Bills receivable                            |       | 3,833,776                                 | 5,090,174                                   |
| Prepayments, deposits and other receivables |       | 11,446,422                                | 10,665,546                                  |
| Investments                                 |       | 4,402,738                                 | 3,105,546                                   |
| Derivative financial instruments            |       | 67,441                                    | 90,105                                      |
| Due from the Central Bank                   |       | 3,120,901                                 | 2,580,698                                   |
| Restricted deposits                         |       | 602,935                                   | 624,122                                     |
| Cash and cash equivalents                   |       | 22,259,036                                | 22,141,703                                  |
| Total current assets                        |       | 96,414,833                                | 91,816,236                                  |

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**SHANGHAI ELECTRIC GROUP COMPANY LIMITED**

**UNAUDITED INTERIM CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION**  
**30 JUNE 2013**

|                                            | Notes | 30 June<br>2013<br>(Unaudited)<br>RMB'000 | 31 December<br>2012<br>(Audited)<br>RMB'000 |
|--------------------------------------------|-------|-------------------------------------------|---------------------------------------------|
| <b>CURRENT LIABILITIES</b>                 |       |                                           |                                             |
| Trade payables                             | 9     | 26,075,862                                | 24,031,249                                  |
| Bills payable                              |       | 3,080,978                                 | 2,456,807                                   |
| Other payables and accruals                |       | 40,812,463                                | 38,625,985                                  |
| Derivative financial instruments           |       | 48,766                                    | 76,155                                      |
| Customer deposits                          |       | 1,018,730                                 | 1,294,409                                   |
| Interest-bearing bank and other borrowings |       | 2,156,776                                 | 3,419,300                                   |
| Tax payable                                |       | 795,117                                   | 1,278,581                                   |
| Provisions                                 |       | 2,734,229                                 | 2,604,205                                   |
| Total current liabilities                  |       | <u>76,722,921</u>                         | <u>73,786,691</u>                           |
| NET CURRENT ASSETS                         |       | <u>19,691,912</u>                         | <u>18,029,545</u>                           |
| TOTAL ASSETS LESS CURRENT LIABILITIES      |       | <u>46,403,657</u>                         | <u>44,912,839</u>                           |
| <b>NON-CURRENT LIABILITIES</b>             |       |                                           |                                             |
| Bonds                                      |       | 1,989,764                                 | -                                           |
| Interest-bearing bank and other borrowings |       | 1,850,866                                 | 2,028,585                                   |
| Provisions                                 |       | 29,214                                    | 48,095                                      |
| Government grants                          |       | 356,054                                   | 387,942                                     |
| Derivative financial instruments           |       | 32,452                                    | 117,878                                     |
| Other non-current liabilities              |       | 1,164,593                                 | 1,109,884                                   |
| Deferred tax liabilities                   |       | 528,524                                   | 538,197                                     |
| Total non-current liabilities              |       | <u>5,951,467</u>                          | <u>4,230,581</u>                            |
| Net assets                                 |       | <u><u>40,452,190</u></u>                  | <u><u>40,682,258</u></u>                    |

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**SHANGHAI ELECTRIC GROUP COMPANY LIMITED**

**UNAUDITED INTERIM CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL  
POSITION (CONTINUED)  
30 JUNE 2013**

|                                                    | Notes | 30 June<br>2013<br>(Unaudited)<br>RMB'000 | 31 December<br>2012<br>(Audited)<br>RMB'000 |
|----------------------------------------------------|-------|-------------------------------------------|---------------------------------------------|
| <b>EQUITY</b>                                      |       |                                           |                                             |
| <b>Equity attributable to owners of the parent</b> |       |                                           |                                             |
| Issued capital                                     |       | 12,823,627                                | 12,823,627                                  |
| Reserves                                           |       | 18,147,294                                | 16,866,070                                  |
| Proposed final dividend                            |       | -                                         | 816,865                                     |
|                                                    |       | <u>30,970,921</u>                         | <u>30,506,562</u>                           |
| <b>Non-controlling interests</b>                   |       | <u>9,481,269</u>                          | <u>10,175,696</u>                           |
| <b>Total equity</b>                                |       | <u><u>40,452,190</u></u>                  | <u><u>40,682,258</u></u>                    |

# SHANGHAI ELECTRIC GROUP COMPANY LIMITED

## NOTES TO UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS 30 JUNE 2013

### 1. BASIS OF PRESENTATION AND ACCOUNTING POLICIES

The unaudited interim condensed consolidated financial statements are prepared in accordance with Hong Kong Accounting Standard (“HKAS”) 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants. The accounting policies and basis of preparation adopted in the preparation of the unaudited interim condensed consolidated financial statements are the same as those used in the annual financial statements for the year ended 31 December 2012, except in relation to the following new and revised Hong Kong Financial Reporting Standards (“HKFRSs”, which also include HKASs and Interpretations) that are adopted for the first time for the current period’s unaudited interim condensed consolidated financial statements:

|                                            |                                                                                                                         |
|--------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|
| HKFRS 1 Amendments                         | Amendments to HKFRS 1 <i>First-time Adoption of Hong Kong Financial Reporting Standards – Government Loans</i>          |
| HKFRS 7 Amendments                         | Amendments to HKFRS 7 <i>Financial Instruments: Disclosures – Offsetting Financial Assets and Financial Liabilities</i> |
| HKFRS 10                                   | <i>Consolidated Financial Statements</i>                                                                                |
| HKFRS 11                                   | <i>Joint Arrangements</i>                                                                                               |
| HKFRS 12                                   | <i>Disclosure of Interests in Other Entities</i>                                                                        |
| HKFRS 10, HKFRS 11 and HKFRS 12 Amendments | Amendments to HKFRS 10, HKFRS 11 and HKFRS 12 – <i>Transition Guidance</i>                                              |
| HKFRS 13                                   | <i>Fair Value Measurement</i>                                                                                           |
| HKAS 1 Amendments                          | <i>Presentation of Financial Statements – Presentation of Items of Other Comprehensive Income (“OCI”)</i>               |
| HKAS 19 (2011)                             | <i>Employee Benefits</i>                                                                                                |
| HKAS 27 (2011)                             | <i>Separate Financial Statements</i>                                                                                    |
| HKAS 28 (2011)                             | <i>Investments in Associates and Joint Ventures</i>                                                                     |
| HK(IFRIC)-Int 20                           | <i>Stripping Costs in the Production Phase of a Surface Mine</i>                                                        |
| Annual Improvements 2009–2011 Cycle        | Amendments to a number of HKFRSs issued in June 2012                                                                    |

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

### 2. SEGMENT INFORMATION

The Group organises and manages its operating business in accordance with the nature of business and provision of goods and services. Each business segment of the Group is one operating group, providing goods and services with risks and rewards different from those of the other business segments.

Detailed descriptions of business segments are as follow:

- (a) the new energy equipment segment is engaged in the design, manufacture and sale of nuclear power nuclear island equipment products, wind power equipment products and heavy machinery including large forging components;
- (b) the high efficiency and clean energy equipment segment is engaged in the design, manufacture and sale of thermal power equipment products, nuclear power conventional island equipment products and power transmission and distribution equipment products;
- (c) the industrial equipment segment is engaged in the design, manufacture and sale of elevators, electrical motors, machine tools, printing and packaging equipment, marine crankshafts and other electromechanical equipment products;
- (d) the modern services segment is principally engaged in the provision of integrated engineering services for power station projects and other industries, financial services and functional services including international trading services; and
- (e) the “others” segment includes components such as the central research institute.

# SHANGHAI ELECTRIC GROUP COMPANY LIMITED

## NOTES TO UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS 30 JUNE 2013

### 2. SEGMENT INFORMATION (continued)

Business segments

The following tables present revenue and profit/(loss) of the Group's business segments for the six months ended 30 June 2013 (the "Period"):

| <b>Six months ended<br/>30 June 2013<br/>(Unaudited)</b>   | <b>New energy<br/>equipment<br/>RMB'000</b> | <b>High efficiency<br/>and clean energy<br/>equipment<br/>RMB'000</b> | <b>Industrial<br/>equipment<br/>RMB'000</b> | <b>Modern<br/>services<br/>RMB'000</b> | <b>Others<br/>RMB'000</b> | <b>Elimination<br/>RMB'000</b> | <b>Total<br/>RMB'000</b> |
|------------------------------------------------------------|---------------------------------------------|-----------------------------------------------------------------------|---------------------------------------------|----------------------------------------|---------------------------|--------------------------------|--------------------------|
| <b>Segment revenue:</b>                                    |                                             |                                                                       |                                             |                                        |                           |                                |                          |
| Sales to external customers                                | 1,980,755                                   | 14,236,366                                                            | 11,626,821                                  | 9,533,986                              | 971,482                   | -                              | 38,349,410               |
| Intersegment sales                                         | <u>133,838</u>                              | <u>1,788,415</u>                                                      | <u>424,703</u>                              | <u>229,396</u>                         | <u>271,940</u>            | <u>(2,848,292)</u>             | <u>-</u>                 |
| <b>Total</b>                                               | <u><u>2,114,593</u></u>                     | <u><u>16,024,781</u></u>                                              | <u><u>12,051,524</u></u>                    | <u><u>9,763,382</u></u>                | <u><u>1,243,422</u></u>   | <u><u>(2,848,292)</u></u>      | <u><u>38,349,410</u></u> |
| <b>Operating profit/(loss)</b>                             | <u><u>(54,468)</u></u>                      | <u><u>1,040,746</u></u>                                               | <u><u>797,509</u></u>                       | <u><u>953,751</u></u>                  | <u><u>(15,431)</u></u>    | <u><u>(190,802)</u></u>        | <u><u>2,531,305</u></u>  |
| Finance costs                                              |                                             |                                                                       |                                             |                                        |                           |                                | (115,339)                |
| Share of profits and losses of jointly-controlled entities | -                                           | -                                                                     | -                                           | 3,545                                  | -                         | -                              | 3,545                    |
| Share of profits and losses of associates                  | -                                           | 114,021                                                               | 210,398                                     | 8,855                                  | (6,030)                   | -                              | <u>327,244</u>           |
| Profit before tax                                          |                                             |                                                                       |                                             |                                        |                           |                                | 2,746,755                |
| Income tax expense                                         |                                             |                                                                       |                                             |                                        |                           |                                | <u>(607,352)</u>         |
| Profit for the period                                      |                                             |                                                                       |                                             |                                        |                           |                                | <u><u>2,139,403</u></u>  |

# SHANGHAI ELECTRIC GROUP COMPANY LIMITED

## NOTES TO UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS 30 JUNE 2013

### 2. SEGMENT INFORMATION (continued)

#### Business segments

The following tables present revenue and profit/(loss) of the Group's business segments for the six months ended 30 June 2012:

| <b>Six months ended<br/>30 June 2012<br/>(Unaudited/Restated)</b> | <b>New energy<br/>equipment<br/>RMB'000</b> | <b>High efficiency<br/>and clean energy<br/>equipment<br/>RMB'000</b> | <b>Industrial<br/>equipment<br/>RMB'000</b> | <b>Modern<br/>services<br/>RMB'000</b> | <b>Others<br/>RMB'000</b> | <b>Elimination<br/>RMB'000</b> | <b>Total<br/>RMB'000</b> |
|-------------------------------------------------------------------|---------------------------------------------|-----------------------------------------------------------------------|---------------------------------------------|----------------------------------------|---------------------------|--------------------------------|--------------------------|
| <b>Segment revenue:</b>                                           |                                             |                                                                       |                                             |                                        |                           |                                |                          |
| Sales to external customers                                       | 3,012,337                                   | 14,833,480                                                            | 11,097,764                                  | 8,989,002                              | 518,108                   | -                              | 38,450,691               |
| Intersegment sales                                                | <u>216,182</u>                              | <u>3,972,514</u>                                                      | <u>372,388</u>                              | <u>290,257</u>                         | <u>117,956</u>            | <u>(4,969,297)</u>             | <u>-</u>                 |
| <b>Total</b>                                                      | <u><u>3,228,519</u></u>                     | <u><u>18,805,994</u></u>                                              | <u><u>11,470,152</u></u>                    | <u><u>9,279,259</u></u>                | <u><u>636,064</u></u>     | <u><u>(4,969,297)</u></u>      | <u><u>38,450,691</u></u> |
| <b>Operating profit/(loss)</b>                                    | <u><u>53,649</u></u>                        | <u><u>1,675,932</u></u>                                               | <u><u>891,277</u></u>                       | <u><u>474,897</u></u>                  | <u><u>(8,246)</u></u>     | <u><u>(130,596)</u></u>        | <u><u>2,956,913</u></u>  |
| Finance costs                                                     |                                             |                                                                       |                                             |                                        |                           |                                | (85,585)                 |
| Share of profits and losses of jointly-controlled entities        | -                                           | -                                                                     | 504                                         | 2,731                                  | -                         | -                              | 3,235                    |
| Share of profits and losses of associates                         | -                                           | 146,288                                                               | 155,605                                     | 408                                    | 2,787                     | -                              | <u>305,088</u>           |
| Profit before tax                                                 |                                             |                                                                       |                                             |                                        |                           |                                | 3,179,651                |
| Income tax expense                                                |                                             |                                                                       |                                             |                                        |                           |                                | <u>(528,671)</u>         |
| Profit for the period                                             |                                             |                                                                       |                                             |                                        |                           |                                | <u><u>2,650,980</u></u>  |

# SHANGHAI ELECTRIC GROUP COMPANY LIMITED

## NOTES TO UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS 30 JUNE 2013

### 2. SEGMENT INFORMATION (continued)

#### Geographical segments

The following table presents revenue information on the Group's geographical segments for the six months ended 30 June 2013 and 30 June 2012:

|                             | Six months ended 30 June 2013<br>(Unaudited) |                      |                   | Six months ended 30 June 2012<br>(Unaudited/Restated) |                      |                   |
|-----------------------------|----------------------------------------------|----------------------|-------------------|-------------------------------------------------------|----------------------|-------------------|
|                             | Mainland<br>China<br>RMB'000                 | Elsewhere<br>RMB'000 | Total<br>RMB'000  | Mainland<br>China<br>RMB'000                          | Elsewhere<br>RMB'000 | Total<br>RMB'000  |
| Segment revenue             |                                              |                      |                   |                                                       |                      |                   |
| Sales to external customers | <u>31,869,075</u>                            | <u>6,480,335</u>     | <u>38,349,410</u> | <u>29,486,886</u>                                     | <u>8,963,805</u>     | <u>38,450,691</u> |

### 3. REVENUE, OTHER INCOME AND GAINS

Revenue includes turnover and other revenue that arise from the ordinary course of business of the Group. The Group's turnover, which arises from the principal activities of the Group, represents the net invoiced value of goods sold, after allowances for returns and trade discounts; an appropriate proportion of contract revenue of construction contracts and the value of services rendered, net of sale taxes and surcharges.

An analysis of revenue, other income and gains is as follows:

|                        | For the six months ended 30 June |                                              |
|------------------------|----------------------------------|----------------------------------------------|
|                        | 2013<br>(Unaudited)<br>RMB'000   | 2012<br>(Unaudited)<br>RMB'000<br>(Restated) |
| <u>Revenue</u>         |                                  |                                              |
| <u>Turnover</u>        |                                  |                                              |
| Sales of goods         | 28,530,753                       | 29,033,458                                   |
| Construction contracts | 7,202,986                        | 6,875,064                                    |
| Rendering of services  | <u>1,832,365</u>                 | <u>1,605,118</u>                             |
|                        | <u>37,566,104</u>                | <u>37,513,640</u>                            |

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# SHANGHAI ELECTRIC GROUP COMPANY LIMITED

## NOTES TO UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS 30 JUNE 2013

### 3. REVENUE, OTHER INCOME AND GAINS (continued)

An analysis of revenue, other income and gains is as follows (continued):

|                                                                     | For the six months ended 30 June |                   |
|---------------------------------------------------------------------|----------------------------------|-------------------|
|                                                                     | 2013                             | 2012              |
|                                                                     | (Unaudited)                      | (Unaudited)       |
|                                                                     | RMB'000                          | RMB'000           |
|                                                                     |                                  | (Restated)        |
| <i>Other revenue</i>                                                |                                  |                   |
| Sales of raw materials, spare parts and semi-finished goods         | 294,617                          | 365,145           |
| Finance lease income                                                | 129,790                          | 129,548           |
| Operating lease income                                              | 40,054                           | 59,044            |
| Shanghai Electric Group Finance Company ("Finance Company"):        |                                  |                   |
| Interest income from banks and other financial institutions         | 145,488                          | 164,284           |
| Interest income on loans receivable and discounted bills receivable | 38,553                           | 60,737            |
| Others                                                              | 134,804                          | 158,293           |
|                                                                     | <u>783,306</u>                   | <u>937,051</u>    |
|                                                                     | <u>38,349,410</u>                | <u>38,450,691</u> |
| <u>Other income</u>                                                 |                                  |                   |
| Interest income on bank balances and time deposits                  | <u>149,707</u>                   | <u>116,797</u>    |
| Dividend income from equity investments and investment funds        | 7,920                            | 2,728             |
| Subsidy income                                                      | 372,760                          | 138,650           |
| Others                                                              | <u>80,513</u>                    | <u>36,672</u>     |
|                                                                     | <u>610,900</u>                   | <u>294,847</u>    |

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# SHANGHAI ELECTRIC GROUP COMPANY LIMITED

## NOTES TO UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS 30 JUNE 2013

### 3. REVENUE, OTHER INCOME AND GAINS (continued)

An analysis of revenue, other income and gains is as follows (continued):

|                                                                             | For the six months ended 30 June |                |
|-----------------------------------------------------------------------------|----------------------------------|----------------|
|                                                                             | 2013                             | 2012           |
|                                                                             | (Unaudited)                      | (Unaudited)    |
|                                                                             | RMB'000                          | RMB'000        |
|                                                                             |                                  | (Restated)     |
| <u>Gains</u>                                                                |                                  |                |
| Gain on disposal of items of property,<br>plant and equipment               | 8,897                            | 7,753          |
| (Losses)/Gain on disposal of subsidiaries                                   | (158,993)                        | 156,024        |
| Investments at fair value through profit or loss:                           |                                  |                |
| Unrealised fair value (losses)/gains, net                                   | (3,318)                          | 941            |
| Realised fair value (losses)/gains, net                                     | (4,694)                          | 4,425          |
| Derivative financial instruments-<br>transactions not qualifying as hedges: |                                  |                |
| Unrealised fair value gains, net                                            | 1,368                            | 1,800          |
| Realised gain on available-for-sale investments<br>(transfer from equity)   | 154,760                          | 22,288         |
| Gain on Debt restructuring                                                  | 9,875                            | -              |
| Exchange losses, net                                                        | (42,656)                         | (16,548)       |
| Others                                                                      | 4,247                            | 58,985         |
|                                                                             | <u>(30,514)</u>                  | <u>235,668</u> |
|                                                                             | <u>580,386</u>                   | <u>530,515</u> |

# SHANGHAI ELECTRIC GROUP COMPANY LIMITED

## NOTES TO UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS 30 JUNE 2013

### 4. PROFIT BEFORE TAX

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

|                                                                   | For the six months ended 30 June |                |
|-------------------------------------------------------------------|----------------------------------|----------------|
|                                                                   | 2013                             | 2012           |
|                                                                   | (Unaudited)                      | (Unaudited)    |
|                                                                   | RMB'000                          | RMB'000        |
|                                                                   |                                  | (Restated)     |
| Cost of inventories sold                                          | 23,323,313                       | 23,800,312     |
| Cost of construction contracts                                    | 6,215,161                        | 5,634,069      |
| Cost of services provided                                         | 1,661,819                        | 1,334,088      |
| Finance Company:                                                  |                                  |                |
| Interest expense due to banks and other financial institutions    | 8,500                            | 8,575          |
| Interest expense on customer deposits                             | 9,285                            | 14,128         |
| Interest expense on bonds                                         | -                                | 24,000         |
|                                                                   | <u>17,785</u>                    | <u>46,703</u>  |
| Depreciation of property, plant and equipment                     | 629,218                          | 592,696        |
| Depreciation of investment properties                             | 2,620                            | 2,852          |
| Recognition of prepaid land lease payments*                       | 17,781                           | 16,022         |
| Amortisation of patents and licences*                             | 12,577                           | 11,098         |
| Amortisation of concession intangible assets*                     | 8,765                            | 10,137         |
| Amortisation of other intangible assets*                          | 9,377                            | 7,201          |
| Research and development costs:*                                  |                                  |                |
| Amortisation of technology know-how                               | 26,860                           | 11,337         |
| Current period expenditure                                        | <u>823,338</u>                   | <u>760,685</u> |
|                                                                   | 850,198                          | 772,022        |
| Minimum lease payments under operating leases:                    |                                  |                |
| Land and buildings                                                | 97,701                           | 93,406         |
| Plant, machinery and motor vehicles                               | 44,443                           | 49,426         |
| Staff costs                                                       | 3,258,680                        | 3,042,554      |
| Write-down of inventories to net realisable value                 | 89,096                           | 109,026        |
| Impairment on trade receivables and other receivables*            | 211,964                          | 600,997        |
| Addition of impairment of loans receivable*                       | 46,840                           | 1,108          |
| Impairment of lease receivables*                                  | 4,697                            | 19,711         |
| (Reversal)/addition of impairment of discounted bills receivable* | (6,574)                          | 7,889          |

continued/...

# SHANGHAI ELECTRIC GROUP COMPANY LIMITED

## NOTES TO UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS 30 JUNE 2013

### 4. PROFIT BEFORE TAX (continued)

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

|                             | For the six months ended 30 June |                |
|-----------------------------|----------------------------------|----------------|
|                             | 2013                             | 2012           |
|                             | (Unaudited)                      | (Unaudited)    |
|                             | RMB'000                          | RMB'000        |
|                             |                                  | (Restated)     |
| Product warranty provision: |                                  |                |
| Additional provision        | 302,237                          | 98,597         |
| Onerous contract provision: |                                  |                |
| Additional provision        | <u>426,295</u>                   | <u>227,820</u> |

\* These items are included in "Other expenses" on the face of the unaudited interim condensed consolidated income statement.

### 5. INCOME TAX

With the PRC Corporate Income Tax Law (the "Corporate Income Tax Law") effective on 1 January 2008, the Company and all of its subsidiaries that operate in Mainland China are subject to the statutory corporate income tax rate of 25% for the period of the six months ended 30 June 2013 (for the six months ended 30 June 2012: 25%) under the income tax rules and regulations of the PRC, except that:

- certain subsidiaries are subject to a corporate income tax rate of 15% as they have been assessed as "High-New Technology Enterprises" under the Corporate Income Tax Law for the successive three years from 2011.

Tax on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries/jurisdictions in which the Group operates, based on existing legislation, interpretations and practices in respect thereof.

continued/...

# SHANGHAI ELECTRIC GROUP COMPANY LIMITED

## NOTES TO UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS 30 JUNE 2013

### 5. INCOME TAX (continued)

|                                    | For the six months ended 30 June |                  |
|------------------------------------|----------------------------------|------------------|
|                                    | 2013                             | 2012             |
|                                    | (Unaudited)                      | (Unaudited)      |
|                                    | RMB'000                          | RMB'000          |
|                                    |                                  | (Restated)       |
| Group:                             |                                  |                  |
| Current – Mainland China           |                                  |                  |
| Charge for the period              | 668,383                          | 657,698          |
| Under/Overprovision in prior years | 2,315                            | (25,097)         |
| Current – Elsewhere                |                                  |                  |
| Charge for the period              | 1,528                            | 4,868            |
| Underprovision in prior years      | -                                | 643              |
| Deferred                           | <u>(64,874)</u>                  | <u>(109,441)</u> |
| Total tax charge for the period    | <u>607,352</u>                   | <u>528,671</u>   |

### 6. DIVIDEND

The Board of Directors did not recommend interim dividend during the period.

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

The calculation of basic earnings per share amount is based on the profit for the period attributable to ordinary equity holders of the parent of RMB1,410,077,000 (the six months ended 30 June 2012: RMB1,866,827,000) and the weighted average number of 12,823,626,660 ordinary shares in issue during the Period (for the period of six months ended 30 June 2012: 12,823,626,660 ordinary shares).

# SHANGHAI ELECTRIC GROUP COMPANY LIMITED

## NOTES TO UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS 30 JUNE 2013

### 8. TRADE RECEIVABLES

An ageing analysis of trade receivables, based on the due date, and net of provision for bad and doubtful debts, is as follows:

|                                   | 30 June<br>2013<br>(Unaudited)<br>RMB'000 | 31 December<br>2012<br>(Audited)<br>RMB'000 |
|-----------------------------------|-------------------------------------------|---------------------------------------------|
| Undue                             | 16,223,792                                | 12,889,096                                  |
| Within 3 months                   | 4,332,826                                 | 2,426,041                                   |
| Over 3 months but within 6 months | 1,786,190                                 | 1,806,303                                   |
| Over 6 months but within 1 year   | 1,565,510                                 | 1,950,840                                   |
| Over 1 year but within 2 years    | 1,388,034                                 | 1,256,106                                   |
| Over 2 years but within 3 years   | 498,581                                   | 234,455                                     |
| Over 3 years                      | 105,919                                   | 42,856                                      |
|                                   | <u>25,900,852</u>                         | <u>20,605,697</u>                           |

For sales of large-scale products, deposits and progress payments are required from customers. Retention money is calculated mainly at 5% to 10% of total sales value, with retention periods of one to two years.

For the sale of other products, the Group's trading terms with customers are mainly on credit except for new customers, where payment in advance or cash on delivery is normally required. The credit period is generally three months and may extend to six months for key customers.

### 9. TRADE PAYABLES

An ageing analysis of trade payables, based on the invoice date, is as follows:

|                                   | 30 June<br>2013<br>(Unaudited)<br>RMB'000 | 31 December<br>2012<br>(Audited)<br>RMB'000 |
|-----------------------------------|-------------------------------------------|---------------------------------------------|
| Within 3 months                   | 12,428,327                                | 12,752,683                                  |
| Over 3 months but within 6 months | 3,313,941                                 | 3,937,657                                   |
| Over 6 months but within 1 year   | 4,507,220                                 | 2,974,824                                   |
| Over 1 year but within 2 years    | 3,446,535                                 | 2,498,839                                   |
| Over 2 years but within 3 years   | 1,905,646                                 | 1,465,551                                   |
| Over 3 years                      | 474,193                                   | 401,695                                     |
|                                   | <u>26,075,862</u>                         | <u>24,031,249</u>                           |

**SHANGHAI ELECTRIC GROUP COMPANY LIMITED**

**NOTES TO UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
30 JUNE 2013**

10. COMPARATIVE AMOUNTS

Due to the business combinations under common control in the second half of 2012, the comparative amounts of the financial statements have been restated.

## **REVIEW OF OPERATIONS**

In the first half of 2013, the global economic growth showed an unbalanced regional development. Meanwhile, domestic economic climate was not optimistic with many industries experiencing severe overcapacity and inadequate domestic market demand, resulting in a new characteristic of “slower growth but more rapid structural adjustment” in economic growth. Facing such extremely complicated international and domestic economic situations, Shanghai Electric strictly adhered to its principle of “transform amid difficulties and develop in transformation.”

### **New Energy Equipment**

During the reporting period, we continued to develop steadily the nuclear power nuclear island equipment business. Our nuclear power nuclear island equipment products included all major product models of nuclear power nuclear island equipment such as gen I nuclear power, gen II nuclear power, gen II improved nuclear power, gen III nuclear power AP1000, EPR and CAP1400, and gen IV nuclear power high temperature gas cooled reactor. Our 1,000MW nuclear power nuclear island major equipment had applied to all China’s large scale nuclear power plant projects which had commenced their construction. During the reporting period, China’s wind power industry, upon the adjustment, would enter a stable development period. Through perfecting our techniques, we continuously strengthened our cooperation with Siemens, intensified our research and development of offshore wind turbines, so as to strive for an advantage in offshore wind turbines market in the future; we actively expanded the market, explored cooperation opportunities with wind field bases and innovated upon the new development model of our wind power equipment business.

### **High Efficiency and Clean Energy Equipment**

During the reporting period, we owned a stable thermal power equipment market share with new orders amounted to RMB12.7 billion, representing a significant increase as compared with the same period last year; we continuously dedicated to the development of 1000MW ultra-supercritical high efficiency and clean thermal power equipment. We hold a leading position in the 1000MW ultra-supercritical thermal power projects, which reflected the world’s highest standard. We were gradually changing from passive manner in product development in satisfying the market need to proactive and innovative manner in research and development to induce products trend to increase market demand. The manufacturing of the first 1000MW double reheat thermal power demonstrating project in mainland China secured by the Company had started. We accelerated the domestication of gas turbine. The advanced techniques introduced and mastered had enabled us to manufacture advanced gas turbines and combined cycle units to reach a production capacity of one gas turbine per month, which was able to respond to and satisfy the rapid growth of the domestic gas turbine market. During the reporting period, on the foundation of full array of power transmission and distribution equipment industrial chain and led by the technology, we capitalized on the advantages of the shareholders of both Shanghai Electric and Shanghai Municipal Electric Power Company, a subsidiary of State Grid, to expand the market proactively, and promoted our power transmission and distribution equipment development toward a trend characterized by high voltage technology, smart grid technology and power electronics technology.

**REVIEW OF OPERATIONS (continued)**

**Industrial Equipment**

During the reporting period, our elevator business stuck to a technological strategy of introduction and self-development in respect of technology being conducted simultaneously, a market strategy highlighting the high-end and high-speed products but with a consideration given to affordable houses, and a management strategy with a focus on quality and safety, with an effort to the transformation in a mode from production operation to operation service and from market expansion to quality and efficiency, so as to further strengthen our leading position in the industry. We have successively obtained orders such as 35 elevator products of Wuhan Center, the tallest building in Wuhan, PRC and 137 elevator products of Shizimen Central Business District, the tallest building in Zhuhai, PRC. During the reporting period, we have been proceeding in full swing to develop extra-large, extra-heavy and special electrical motors, as well as affiliated electrical motors for new energy, and extend the associated businesses, so as to establish the business of frequency converter and full array of control devices to provide the users with integrated services and overall solutions. We won the tender for frequency converter of plunger pump test bench and control system project in Shandong Kerui Holding Group Co., Ltd., and made a breakthrough in the solution business of full array of high voltage frequency converter system.

**Modern Services**

After years of diligent operation, our power plant EPC has tapped into overseas markets in countries and regions such as India, Indonesia, Vietnam, Iraq, Thailand, UAE and Africa, keeping pace with our equipment business in terms of business scale, for which we will achieve steady development according to our own strengths and the market situation in the future. During the reporting period, again we have achieved great success in our overseas market for transmission and distribution engineering by undertaking a power transmission and distribution project from a power company in Sri Lanka. During the reporting period, leveraging on financing lease, we succeeded in expanding markets for power plant EPC, and the financial service business of the Group would continue to support and facilitate the development of its core businesses.

**MANAGEMENT DISCUSSION AND ANALYSIS**

**Review of Operating Results**

During the reporting period, turnover of the Group amounted to RMB38,349 million, basically stayed flat compared with that of the corresponding period last year, and its profit attributable to owners of the parent amounted to RMB1,410 million, representing a decrease of 24.5% over the corresponding period last year.

**New Energy Equipment**

During the reporting period, the new energy equipment recorded sales revenue of RMB2,115 million, representing a decrease of 34.5% over the corresponding period of last year. Both gross profit margin and operating profit margin of this segment had different levels of decrease, which were mainly due to the drop of revenue during the reporting period caused by adjustments and intensified competition in the wind power equipment industry and a weak market demand for the forging components, resulting in a decline in profit.

**MANGEMENT DISCUSSION AND ANALYSIS(continued)**

**High Efficiency and Clean Energy Equipment**

During the reporting period, the high efficiency and clean energy equipment recorded sales revenue of RMB16,025 million, which was 14.8% lower than that of the corresponding period of last year. Gross profit margin of this segment was 19.1% which was close to that of the corresponding period of last year while the operating profit margin of this segment was 6.5%, representing a decrease of 2.4 percentage points over the corresponding period of last year. The decrease was primarily attributable to a decrease in operating profit resulted from the lower sales of thermal power equipment and heavy machinery equipment due to the impacts of macroeconomic environment during the reporting period.

**Industrial Equipment**

During the reporting period, the industrial equipment achieved sales revenue of RMB12,052 million, representing an increase of 5.1% over the corresponding period of last year. Gross profit margin of this segment was 19.7%, representing a year-on-year increase of 0.5 percentage point, mainly due to more orders because of the increase in the market demand of elevator business. During the reporting period, the revenue of our elevator business increased by 23.5% year-on-year while the operating profit increased by 35.0% year-on-year, our profitability kept staying ahead in the industry. The operating profit margin of this segment was 6.6%, representing a decrease of 1.2 percentage points over the corresponding period of last year, mainly due to the business consolidation of subsidiaries within this segment during the reporting period.

**Modern Services**

During the reporting period, the modern services recorded sales revenue of RMB9,763 million, representing a growth of 5.2% over the corresponding period of last year, which was primarily boosted by the rise in revenue from our power plant engineering projects and the power plant services during the reporting period. Gross profit margin of this segment was 10.4%, which was close to that of the corresponding period of last year. The operating profit margin of this segment was 9.8%, representing an increase of 4.7 percentage points over the corresponding period of last year, mainly due to the increase in the profit as a result of reversal of provision for doubtful debts for prior years because of successful recovery of trade debts from certain power plant engineering projects in this segment.

**Outlook**

2013 is a critical year for us to “transform amid difficulties and develop in transformation”. We need to be in a push to transform by tackling difficulties ahead, and spare no efforts to register a stable growth, speed up research and development on science and technology, enhance core competitiveness, actively explore market, increase its market share, focus on the quality of economic operation and continue with organic growth, promote the development of emerging businesses and nurture new growth drivers, in an attempt to achieve sustainable development for Shanghai Electric.

**SHANGHAI ELECTRIC GROUP COMPANY LIMITED**  
**30 JUNE 2013**

**MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS**

The Company has adopted the provisions as set out in Appendix 10 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “Listing Rules”) as its model code for securities transactions by directors (the “Directors”), supervisors (the “Supervisors”) and relevant employees of the Company. Further to the Company’s enquiry, all Directors and Supervisors confirmed that they had complied with the Model Code and the relevant provisions as set out in Appendix 10 of the Listing Rules during the period from 1 January 2013 to 30 June 2013. No violation of the Model Code by relevant employees has been found by the Company.

**CORPORATE GOVERNANCE**

For the first half of 2013, the Board is of the view that the Company had complied with the code provisions of the Corporate Governance Code (the “Code”) as set out in Appendix 14 of the Listing Rules except for deviation from code provision A.2.1 of the Code concerning the requirements to separate the roles of the chairman and chief executive officer.

Pursuant to code provision A.2.1 of the Code, roles of the chairman and chief executive officer should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive officer should be clearly established and set out in writing. For the first half of 2013, the duties of the Chairman of the Board and the Chief Executive Officer have been carried out by Mr. Xu Jianguo. However, Mr. Huang Dinan, an Executive Director and the President, is fully responsible for the day-to-day operations of the Company and execution of instructions from the Board. The Company is of the opinion that segregation of duties and responsibilities between the Board and the senior management has been well maintained and there exists no problem of over-centralization of management power.

**STRATEGY COMMITTEE**

The strategy committee comprises Mr. Xu Jianguo, Mr. Huang Dinan, Ms. Xu Ziyang, Mr. Zhu Sendi and Dr. Lui Sun Wing. During the reporting period, the strategy committee has discussed and reviewed the Company’s future development plans with the management team.

On 31 July, 2013, Ms. Xu Ziyang resigned as a member of the strategy committee and Mr. Zheng Jianhua was appointed by the Board to take her place, effective from the date when he becomes an appointed executive director of the Company.

**NOMINATION COMMITTEE**

The nomination committee comprises Mr. Zhu Sendi, Mr. Huang Dinan and Dr. Cheung Wai Bun. The nomination committee is primarily responsible for studying the criteria, procedures and methods for selecting candidates for directors and making recommendations to the Board on the selection and appointment of directors of the Company.

**AUDIT COMMITTEE**

Our audit committee, comprising Dr. Cheung Wai Bun, Mr. Zhu Sendi, Dr. Lui Sun Wing and Ms. Yao Minfang, has reviewed the accounting policies adopted by the Company and credit limits of the Company’s connected transactions with the management and the Company’s external

auditors, and discussed on matters concerning internal controls and financial reporting of the Group, including review and approval of the unaudited interim condensed consolidated financial statements for the six months ended 30 June 2013.

#### **REMUNERATION COMMITTEE**

The remuneration committee, which comprises Dr. Lui Sun Wing, Mr. Huang Dinan and Mr. Zhu Sendi, is mainly responsible for providing recommendations to the Board in respect of the remuneration policy and structure of the Directors, Supervisors and operating team of the Company, and determining applicable and transparent procedures.

#### **DIVIDEND**

The Board of Directors did not recommend interim dividend during the period.

#### **PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S SECURITIES**

During the reporting period, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's securities.

#### **DISCLOSURE OF INFORMATION ON STOCK EXCHANGE'S WEBSITE**

The results announcement will be published on the Company's website (<http://www.shanghai-electric.com>) and the Stock Exchange's website (<http://hkexnews.hk>). The 2013 Interim Report will be despatched to the shareholders of the Company and will be made available on the websites of the Company and the Stock Exchange in due course.

#### **BOARD OF DIRECTORS AND SUPERVISORS**

As at the date of this announcement, the executive directors of the Company are Mr. Xu Jianguo, Mr. Huang Dinan and Mr. Yu Yingui; the non-executive directors of the Company are Mr. Zhu Kelin and Ms. Yao Minfang; and the independent non-executive directors of the Company are Mr. Zhu Sendi, Dr. Cheung Wai Bun and Dr. Lui Sun Wing.

During the reporting period, the Supervisors of the Company are Mr. Dong Jianhua, Mr. Xie Tonglun, Mr. Li Bin, Mr. Zhou Changsheng and Mr. Zheng Weijian.

By order of the Board  
**Shanghai Electric Group Company Limited**  
**Xu Jianguo**  
Chairman

Shanghai, the PRC  
30 August 2013

*# For identification purpose only*