



中國機械設備工程股份有限公司

China Machinery Engineering Corporation*

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

(於中華人民共和國註冊成立的股份有限公司)

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* For identification purposes only
* 僅供識別

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Chairman's Statement

董事長致辭



SUN Bai *Chairman*
孫柏 董事長

Dear Shareholders,

The global economy maintained moderate growth in 2014. Despite weak momentum, economic activities generally increased in 2014 compared with 2013. Under the impact of the global economic environment, the China's economy was in a transitional stage from rapid to slowing growth. In the global infrastructure building industry, investments in projects around the world were mainly focused on developing countries, and the amount still increased steadily. As for the infrastructure building industry in China, the proposal of "One Belt and One Road" and supportive policies on overseas economic expansion by the central bank in the PRC have provided unprecedented opportunities to the industry in the China.

The Group strongly developed throughout 2014 and delivered satisfactory operating results. The revenue of the Group amounted to RMB23,008 million, representing an increase of 7.4% over the corresponding period of the previous year; gross profit amounted to RMB3,750 million, representing an increase of 0.2% over the corresponding period of the previous year; profit attributable

尊敬的各位股東：

2014年，世界經濟保持著溫和增長的態勢，雖然增長動力不足，但相對於2013年而言，2014年全球經濟活動整體加強。中國經濟在世界經濟大勢的影響之下，正處於從高速發展到增速放緩的轉換階段。就全球基礎設施建設行業而言，全球基礎設施建設工程投資金額仍然主要來自於發展中國家，而投資金額則仍保持著穩步增長的勢態。著眼於中國基礎設施建設行業，隨著「一帶一路」策略的提出，以及中國央行出台的刺激經濟走出去的扶持政策，中國基礎設施建設行業迎來了歷史性的機遇。

回顧2014年，本集團發展趨勢強勁，整體經營業績成果喜人。本集團收入為人民幣23,008百萬元，較去年同期收入增加7.4%；毛利為3,750百萬元，較去年同期增加0.2%；股東應占溢利為人民幣2,097百萬元，同比增長7.0%；為感謝廣大股

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to shareholders amounted to RMB2,097 million, representing a year-on-year increase of 7.0%. As an acknowledgement to the enduring support from the Shareholders, the Board recommended a final dividend of RMB0.2033 per share (pre-tax) for 2014, representing a total amount of RMB838,754,810 (pre-tax). On top of its steady financing activities in 2014, the Group leveraged the favorable national strategic planning of "One Belt and One Road" to the highest extent, aggressively expanded to emerging markets whilst maintaining its fine brand. In terms of business organization, the Group progressively proceeded with its investment and financing activities whilst consolidating its existing business organization.

BUSINESS REVIEW

In 2014, the Group maintained its leadership in the industry of international engineering contracting. The Group continued to focus on contracting and services for EPC projects, among which coordinated development was maintained on the sectors of power, transportation and telecommunications. The power sector was the largest contributor to the results of the Group and continued to be the Core Sector of the International Engineering Contracting Business. The Group delivered satisfactory progress in the performance of its projects whilst exploring new markets and pursuing further development.

As at the end of 2014, the engineering contracting projects of the Group were undertaken in nearly 50 countries and regions over the world, with a primary focus in Asia and Africa. In addition, the Group successfully completed several projects in South America and Europe whilst some are ongoing in the regions. In 2014, the Group accomplished satisfactory project performance with more than 70 ongoing projects. The advanced technology and outstanding construction standards of the Company has enabled its steady execution of projects. Our completed projects were widely recognized by the project owners. In particular, the problems encountered in connecting the technical standards in the projects of Lukoml 400MW combined cycle power plant and Brest 400MW combined cycle power plant projects in Belarus were overcome by our project teams. As a result, the construction periods of the projects were met and the Company was highly recognized by the owners. In addition, IZDEMIR1×350MW supercritical power plant in

東一直以來的支持，董事會建議派付2014年末期股息，以每股人民幣0.2033元（稅前），共派息人民幣838,754,810元（稅前）。在2014年穩健的財務業務表現基礎上，本集團順應「一帶一路」國家戰略規劃，將國策利好發揮至最大，保持優質品牌的同時積極拓展新興市場。就業務機構而言，本集團在鞏固原有業務機構的同時積極推進各項投融資業務，並取得了良好進展。

業務回顧

2014年，本集團仍舊保持著國際工程承包業務行業領先地位。本集團繼續專注於EPC項目的承包與服務，其中，電力能源、交通運輸和電子通訊等行業保持著協調發展，電力能源行業板塊繼續作為工程板塊的核心行業，對業績貢獻最大。本集團項目履約情況良好，同時繼續進行新市場的開拓，深度開發亦有進展。

本集團截至2014年年底，工程承包項目遍及全球近50個國家和地區，主要分佈在亞洲及非洲，南美洲和歐洲也有諸多成功的完工和在建項目。2014年，本集團項目履約情況良好，公司在建項目超過70個，公司精準的技術能力和卓越的施工水準使得項目總體執行狀況平穩。完工項目獲得項目業主廣泛好評，其中，白俄羅斯Lukoml 400兆瓦聯合循環燃機電站及Brest 400兆瓦聯合循環燃機電站項目在技術標準銜接過程中遇到諸多問題，而公司項目團隊努力攻堅克難，保證了建設工期，獲得業主高度讚賞。此外土耳其IZDEMIR1×350兆瓦超臨界電站和斯里蘭卡普特拉姆二期電站等項目也都在2014年順利完工。本集團順應國家「一帶一路」戰略佈局，進一步

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Turkey and Phase II of Puttalam coal power plant project in Sri Lanka were successfully completed in 2014. The Group further proceeded its project development and explored new markets in leveraging the national strategic planning of "One Belt and One Road". In the second half of 2014, the Group successfully signed the Thar coal-electric integration project in Pakistan in a bold attempt to drive EPC projects with investments and respond to the new competition environment in the international market. The project was included and ranked the first among the "China-Pakistan Economic Corridor" projects. From July to September 2014, Chinese President Xi Jinping attended the ceremonies of the international projects undertaken by CMEC for a consecutive three times, and Premier Li Keqiang witnessed the signing ceremony of the loan agreement for phase II of the Kostolac-B power plant in Serbia in December, marked the high recognition of the PRC government on the years of effort of CMEC in its overcoming of difficulties and aggressive exploration in the area of international engineering contracting business. CMEC captured opportunities in entering into the railway projects in Argentina, executing phase II of the residential project in Maldives and phase II of the Kostolac-B power plant in Serbia.

In capitalizing the global sales network established in over 150 countries and regions and the active innovation and adjustment in operation model for the full year of 2014, the Group initially solved the problems of single business model and weak product control of the Trading Business and achieved remarkable progress in new market, new model and new sector of construction. In 2014, the Company successfully explored and established the Thailand markets by contributing to a Thailand telecommunication project when the Company expanded in fertilizer raw materials supplying business in Thailand. The Group explored the new markets and at the same time, further advanced regionalization and localization of development and enhanced the efforts in establishing overseas entities. With the successful registration of Singapore regional center and the actively preparation of the establishment of Dubai regional center, the Company will be able to consolidate the local business and push forward its development.

推進項目開發及新市場開拓，於2014年下半年成功簽約巴基斯坦塔爾煤電一體化項目，大膽嘗試以投資帶動EPC項目，積極應對國際市場競爭新形勢需求，該項目被獲准納入「中巴經濟走廊」項目且排名第一。2014年7至9月，中國國家主席習近平連續三次出席CMEC承建的國際工程項目典禮；12月，李克強總理見證了CMEC塞爾維亞KOSTOLAC-B電站二期項目貸款協議簽字儀式，這些標誌著中國政府對CMEC多年來在國際工程承包業務領域筭路藍縷、開拓進取的高度認可。CMEC緊抓機遇，積極促成阿根廷鐵路項目成交，有效推進了馬爾地夫住房二期、塞爾維亞KOSTOLAC-B電站二期等項目進程。

本集團憑藉全球超過150個國家及地區所建立的行銷網路及2014年全年對經營模式的積極創新和調整，貿易業務初步解決過往經營模式單一、產品控制力薄弱等問題，在新市場、新模式及新領域建設方面取得突破進展。2014年公司通過拓展泰國化肥原料供貨業務促成泰國電信項目，成功開拓並建立泰國市場。本集團在開拓新市場的同時，進一步推進區域化、屬地化發展，加大設立海外機構力度，隨著新加坡區域中心的成功註冊及迪拜區域中心的積極籌建，公司在當地的業務將得到鞏固及推進其發展。

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In 2014, the Other Businesses continued its steady development and harmonious progress, among which logistics services and exhibition services continued to maintain industrial advantages. In addition, under the guidance of “integration of investment and financing development” during the year, the Company explored diversified financing through multi-channels, actively established investment and financing platform and dedicated to achieve breakthrough in investment and financing business in both domestic and overseas markets with more than 30 investment projects followed up for the year 2014. Among them, the Turkish OEDAS and OEPSAS grid acquisition and Pakistan Thar coal-fired power project have been listed as the Company's key projects to be promoted.

OUTLOOK

In 2015, the mid-to-high growth rate of the China economy will remain unchanged with the positive outlook for the long-term macro fundamentals also remain unchanged. Asia infrastructure investment banks with China taking the lead are in the process of active preparation. At present, western countries including United Kingdom, France, Germany, Italy will become the founding members. The operation is expected to be commenced at the end of 2015. Meanwhile, the supporting policies for going aboard implemented by the central banks to stimulate the economy will also enhance the drives of the China enterprises going aboard.

Today, with the train of new economy coming towards us at a high speed and facing the new normal China economy and the new pattern of reform, in 2015, the Company will further adjust its business portfolio and enhance the efforts and degrees in related diversification. A rational business layout for both growth and profitability will be formed with the focus in establishing the three large segments of the International Engineering Contracting Business, trading and services business and investment and financing business. Unique competitive advantages in the market will be established in the future.

2014年，其他業務繼續穩步發展協調推進。其中物流服務和展覽服務繼續保持行業優勢。此外，公司今年在「投融資一體化」發展方向指引下，多管道探索多元化融資，積極搭建投融資平台，努力實現投融資業務在國內外市場的突破，2014年跟蹤投資項目三十餘個。其中，土耳其OEDAS及OEPSAS電網收購項目、巴基斯坦塔爾煤電項目等已被列為公司重點推進項目。

未來展望

2015年中國經濟中高速增長的基調仍不變，而長期向好的宏觀基本面始終未變。由中國主導的亞洲基礎設施投資銀行正在積極的籌備。目前包括英國、法國、德國、義大利等主要西方國家都將成為創始成員國，預計將在2015年底前投入運作。同時，央行出台刺激經濟的走出去扶持政策，亦為中國企業走出去增加動力。

在新經濟的列車向我們高速駛來的今天，面對中國經濟新常態和改革新格局，2015年，公司將進一步調整業務組合，加大相關多元化的力度與深度，形成兼顧成長性和盈利性的合理業務格局，著力構建國際工程承包業務、貿易與服務業務和投融資業務三大板塊，形成未來在市場上的獨特競爭優勢。

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The Company carried out extensive analysis on external environment changes and its own business structure, and executed astute assessments on future market trends according to the actual market environment, the Company actively responded to the “Lighting Africa” program launched by the World Bank and developed Africa’s electricity market together with co-operative partners such as U.S. General Electric International, Inc. In addition, China government has already launched relevant policies to support the development of the China’s overseas projects. The Company actively pushed forward the major development of various investments and financing business which was the crucial step for implementation of development strategies and enabled the Company to further enhance its core competitiveness in the market and to pursue diversified development along the industry value chain at the same time. The Company envisaged a developmental vision to pave its way to becoming the world's leading international engineering contractor and service provider, by achieving business breakthrough and by dedicating itself to establishing a synergistic developmental layout among the three sectors, namely International Engineering Contracting Business, trading and services business and investment and financing business.

In the future, the Company shall focus on establishing a diversified business layout with the International Engineering Contracting Business as the core focus, trading and services business as the major focus and investment and financing business as the new strategy, and boost the Company’s integrated strength by fully utilizing the synergistic advantage derived from each sector. The Company will continue to strengthen procedural control over the engineering contracting projects and enhance the ability to provide one-stop services. It will also pay high attention to after-sales services including the operation and maintenance of engineering contracting projects and further excavate the potential value of such after-sales services in order to gradually form a management and service mode featured by the characteristics of CMEC. In respect of trading and service business, the Company will further improve its internal management mechanism to promote management efficiency, thus laying the foundation for further transformation and upgrade of such businesses and providing support for it. In respect of investment and financing business, the Company will consistently invest in the industries and markets with which it is familiar mainly by way of equity investment. The Company will also continue to

深入分析外部環境變化及自身業務架構，並根據市場實際情況及對未來走勢的敏銳判斷，公司積極回應世界銀行「照亮非洲」計劃，與美國通用電氣國際公司等合作夥伴攜手開發非洲電力市場。此外，中國政府已出台相關政策以支持中國海外項目的發展。公司積極推進各項投融資業務等重大發展，都是實現發展戰略的關鍵步驟，使本公司進一步加強立足於市場的核心競爭力，同時可在產業價值鏈中進行多元化發展。著力從業務突破促轉型，構建國際工程承包業務、貿易與服務業務和投融資業務三大業務板塊協同發展格局，致力打造全球領先國際工程承包與服務商的發展願景。

未來，公司將著力構建國際工程承包業務為核心重點、貿易與服務業務為主要核心、投融資業務為戰略新興的多元業務格局，通過發揮各業務協同優勢，進一步提升公司綜合實力。工程承包將繼續加強項目的程序控制，提升一站式服務能力，保持高度重視工程承包項目的運行維護等售後服務，深入挖掘售後服務的價值潛力，逐步形成具有CMEC特點的管理與服務；貿易與服務業務方面，公司將進一步完善內部管理制度，提高管理效率，為該業務的進一步轉型升級奠定基礎，提供支撐；投融資業務方面，公司將以投資參股的方式為主，堅持在熟悉行業、熟悉市場進行投資，繼續完善配套體系建設，出台規範的投資體系制度，建立「投資帶動EPC」政

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improve the supporting system, by introducing a standardized investment system, to establish a fast track for the projects selected under the principle of “investment driven EPC”. The Company will build diversified financing channels through the construction of diversified domestic and overseas financing platforms, to seek various financing modes and to actively facilitate the development of investment and financing business.

Looking into the future, as the world's economy starts to recuperate, the demand for global infrastructure construction also increases rapidly. The China economy development enters into new normal stage. The Company will follow the major strategic layout of the China's “One Belt and One Road” and closely combine with its strategy of “investment driven EPC” and enhance the efforts in related market development. The Company will enhance the management of overseas entities and talents training, establish comprehensive budget system, enhance finance and audit management, optimize the management system of social responsibility. At the same time, the Company will continue to stride towards a leading multinational company in the world by adhering to strategic guiding principle, consolidating foundation, rebuilding its brand and driving transformation. The Company will progressively explore various commercial opportunities from both domestic and overseas markets, thus bringing exceedingly good results to mass of the Shareholders in return. Finally, on behalf of the Board, I would like to take this opportunity to express our sincere gratitude to the Shareholders and people from various sectors for their concern and support, and to all of the Company's staff who joined us in our endeavors!

SUN Bai
Chairman

Beijing, China
April 22, 2015

策所屬項目的快速通道，通過構築多元化境內外融資平台，建立多元化融資管道，謀劃多種融資模式，積極完善投融資業務發展。

展望未來，世界經濟開始復蘇，全球基礎設施建設需求方興未艾，中國經濟發展進入新常態。公司將順應國家的「一帶一路」重大戰略佈局，緊密結合公司的「投資拉動EPC」戰略，加大對相關市場的開發力度。加強海外機構管理與人才培養，建立全面預算體系，加強財務與審計管理，完善社會責任管理體系。與此同時，公司堅持戰略引領，夯實基礎、重塑品牌、開拓轉型，向全球一流的跨國公司持續邁進，逐步拓展海內外各種商業機會，以更優異的業績表現回饋廣大股東。最後，我謹代表董事會向一直以來關心和支援中國機械工程的廣大股東、社會各界人士及與我們一同奮鬥的公司全體同仁表示衷心的感謝！

孫柏
董事長

中國北京
2015年4月22日

Company Profile

公司簡介

The Company was established in 1978 and was the first state-owned industrial and trading enterprise in the PRC. The Company is a subsidiary controlled by SINOMACH. The Company was listed on the Main Board of the Stock Exchange on December 21, 2012. As at December 31, 2014, the Company had a total of 908,270,000 H Shares and 3,217,430,000 non-tradable Domestic Shares issued. The Company has a primary focus on EPC projects and particular expertise in the power sector, capable of providing one-stop customized and integrated engineering contracting solutions and services. The Company also conducts the Trading Business and Other Businesses.

Prospects for Enterprise Development: Becoming the world's leading international engineering contractor and service provider and transforming itself into a first class conglomerate in the world through cutting-edge innovation and value creation.

Competitive Strengths: Brand reputation, operational model, business network, professional team, business operation, financial planning.

International Engineering Contracting Business: With over 30 years of experience in the International Engineering Contracting Business, the Company is able to provide project owners with one-stop customized and integrated turnkey solutions and services to manage and implement engineering contracting projects, especially in developing countries, and also undertake engineering contracting projects in more than 48 countries, primarily in Asia, Africa, Europe and South America. Power, transportation and telecommunications sectors are the Company's Core Sectors. The Company is also engaged in the non-Core Sectors, such as water supply and treatment projects, building and construction projects, manufacturing and processing plant projects and mining and resources exploitation projects.

Trading Business: The Company conducts the Trading Business through its sales and marketing network which covers over 150 countries and regions. The sales and marketing network is established through years of international engineering contracting and trading experiences and business transactions involving export and import of products and services to and from these countries and regions.

Other Businesses: To a lesser extent, the Company is involved in the Other Businesses that provide logistics services, exhibition services, tendering agency services and other services (including design services and export-import agency services).

本公司成立於1978年，是中國第一家大型工貿企業，是國機控股的附屬公司。本公司於2012年12月21日在聯交所主板上市。於2014年12月31日，本公司已發行合共908,270,000股H股及3,217,430,000股尚未流通的內資股。本公司主要專注於EPC項目，特別專長於電力能源行業，能夠提供一站式訂制及綜合工程承包方案及服務。本公司亦從事貿易業務及其他業務。

企業發展遠景：全球領先的國際工程承包商和服務商，體現在創新領先、價值創造、全球一流、綜合型企業。

競爭優勢：品牌聲譽、運營模式、業務網絡、專業團隊、商務運作、融資策劃。

國際工程承包業務：本公司在國際工程承包業務方面擁有逾30年經驗，能夠為項目業主提供管理及實施工程承包項目的一站式訂製及綜合交鑰匙方案及服務，尤其是於發展中國家，並已在超過48個國家承接工程承包項目，主要於亞洲、非洲、歐洲及南美洲。電力能源、交通運輸及電子通訊行業是本公司的核心行業。本公司亦從事非核心行業，如供水及水處理項目、房屋及建築項目、製造和加工工廠項目以及採礦和資源開採項目。

貿易業務：本公司通過覆蓋已超過150個國家及地區的銷售及營銷網絡進行貿易業務。銷售及市場營銷網絡是通過涉及向此等國家及地區出口和自此等國家及地區進口產品及服務的多年國際工程承包及貿易經驗及業務交易而建立。

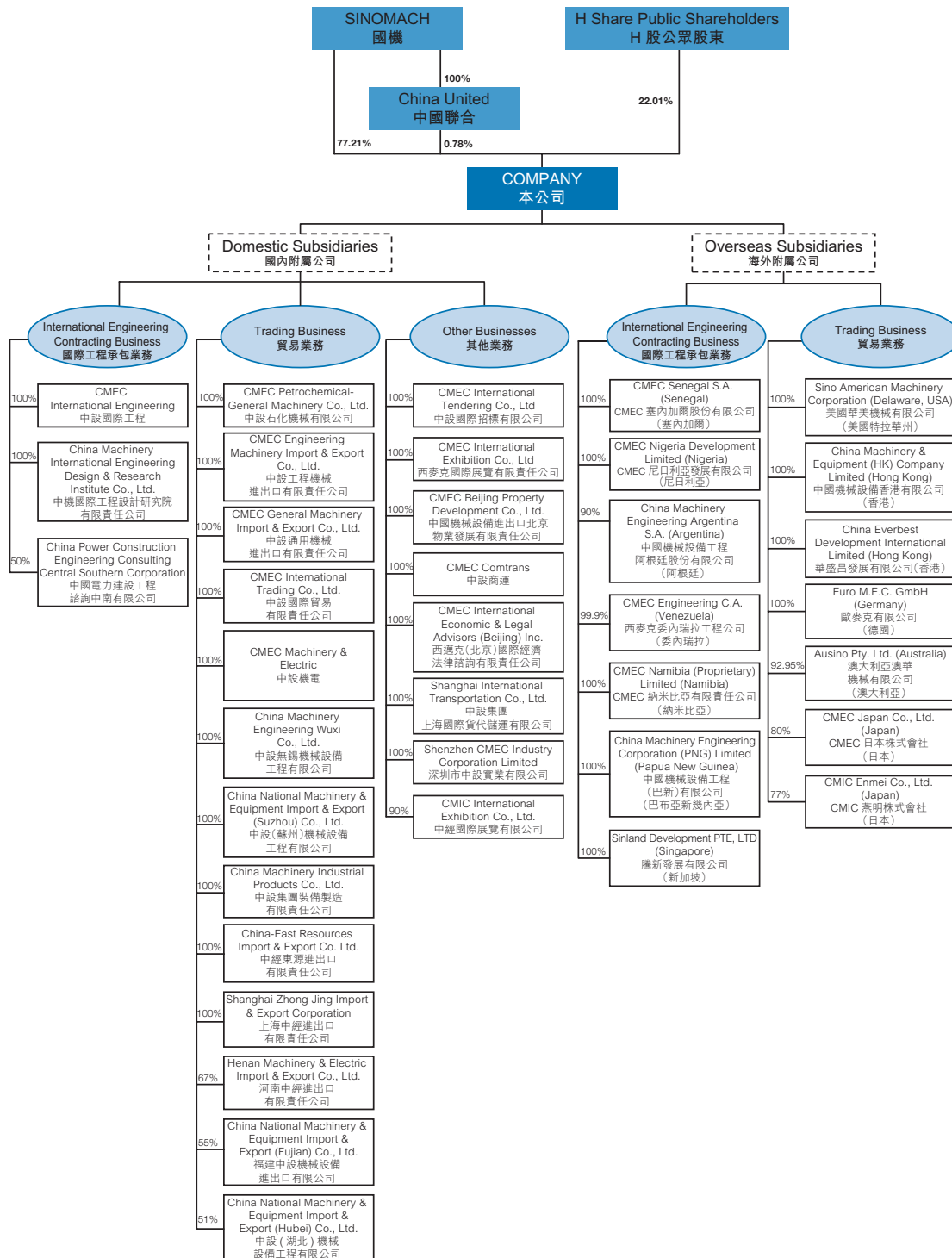
其他業務：本公司從事較小程度的其他業務，提供物流服務、展覽服務、招標代理服務及其他服務（包括設計服務及進出口代理服務）。

Company Profile

公司簡介

Corporate Structure: As at December 31, 2014, the Company's corporate structure was as follows:

企業架構：於2014年12月31日，本公司企業架構如下：



Key Operating and Financial Data

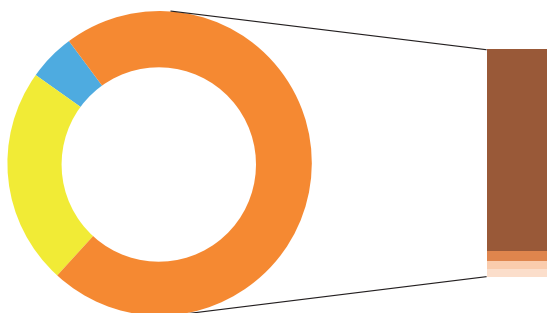
重要經營及財務數據

Revenue Structure in 2014

2014年收入結構

Unit: RMB million

單位：人民幣百萬元



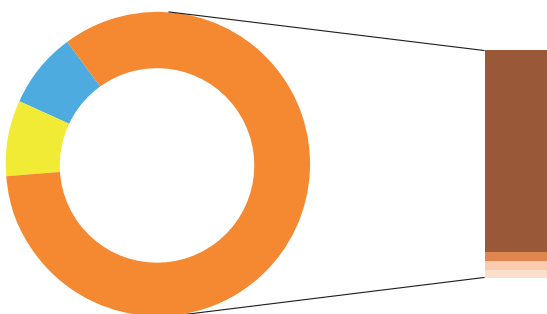
	收入 Revenue	收入佔比 Revenue Breakdown
工程板塊IEC	15,461	67%
-電力能源Power	11,278	49%
-交通運輸Transportation	1,859	8%
-電子通訊Telecommunications	409	2%
-非核心行業Non-Core Sectors	1,915	8%
貿易板塊Trading	6,443	28%
其他業務Other Businesses	1,104	5%
總計Total	23,008	100%

Gross Profit Structure in 2014

2014年毛利結構

Unit: RMB million

單位：人民幣百萬元



	毛利 Gross Profit	毛利佔比 Gross Profit Breakdown
工程板塊IEC	3,094	83%
-電力能源Power	2,641	71%
-交通運輸Transportation	238	6%
-電子通訊Telecommunications	40	1%
-非核心行業Non-Core Sectors	175	5%
貿易板塊Trading	302	8%
其他業務Other Businesses	354	9%
總計Total	3,750	100%

Key Operating and Financial Data

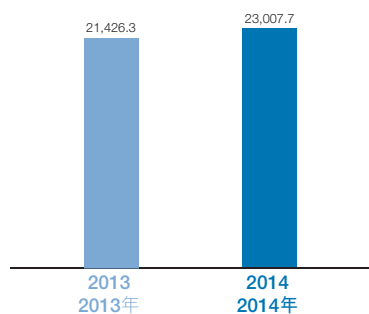
重要經營及財務數據

1. Revenue

收入

Unit: RMB million

單位：人民幣百萬元

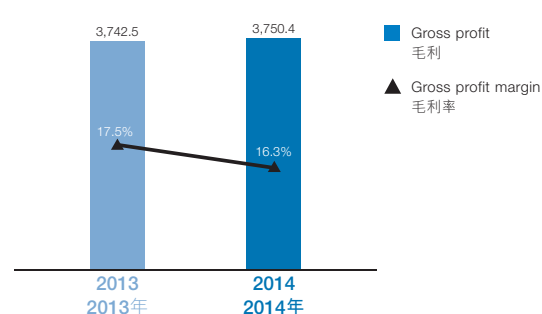


2. Gross Profit and Gross Profit Margins

毛利及毛利率

Unit: RMB million

單位：人民幣百萬元

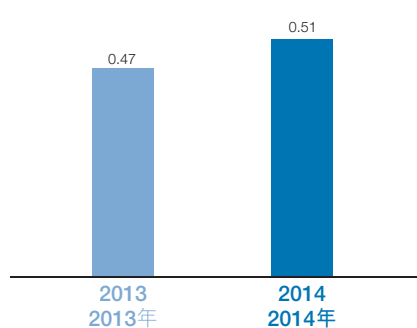


3. Basic Earnings per Share

每股基本盈利

Unit: RMB

單位：人民幣

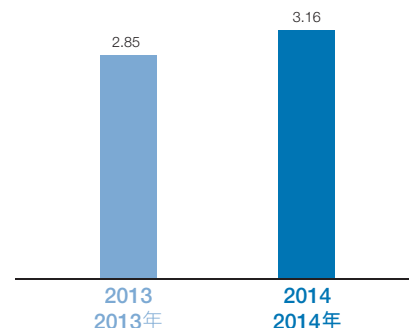


4. Net Asset Per Share

每股淨資產

Unit: RMB

單位：人民幣

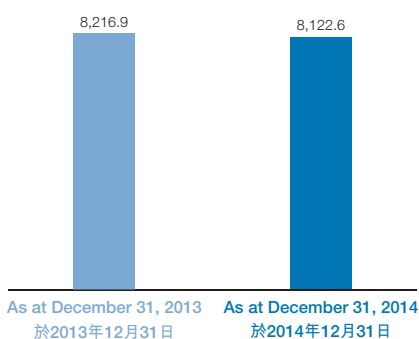


5. Backlog for the International Engineering Contracting Business

國際工程承包業務未完成合同量

Unit: US\$ million

單位：百萬美元

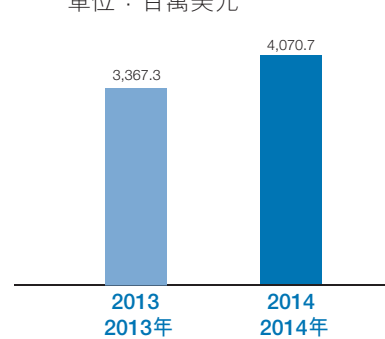


6. Newly Effective Contract Value for the International Engineering Contracting Business

國際工程承包業務的新生效合同金額

Unit: US\$ million

單位：百萬美元



Key Operating and Financial Data

重要經營及財務數據

7. Signed Contracts Pending to be Effective for the International Engineering Contracting Business

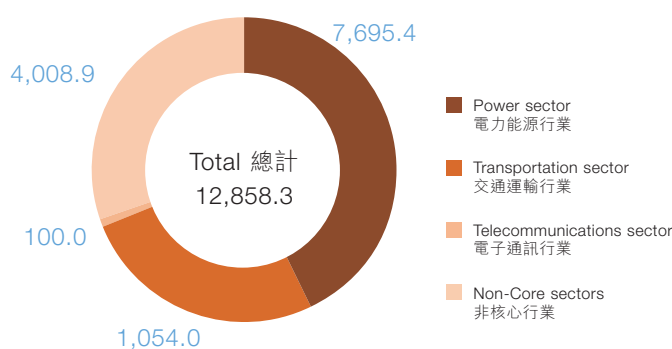
國際工程承包業務的已簽約待生效合同

As at December 31, 2014

於2014年12月31日

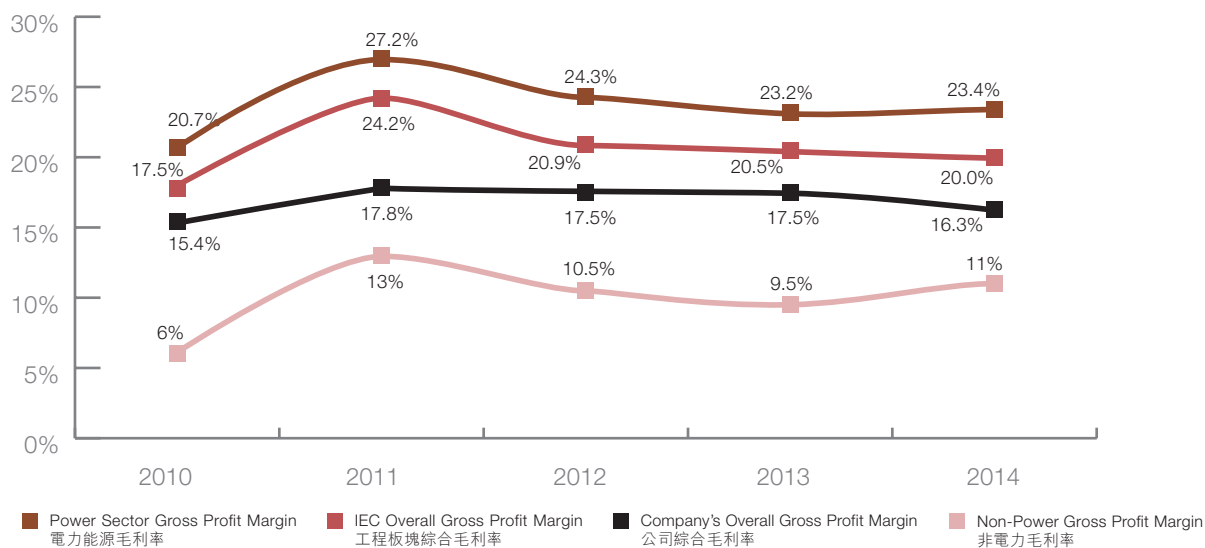
Unit: US\$ million

單位：百萬美元



8. Gross Profit Margin for the International Engineering Contracting Business (“IEC”)

工程板塊毛利率



Financial Highlights

財務摘要

		Year ended December 31, 截至12月31日止年度				
		2014	2013	2012	2011	2010
		2014年	2013年	2012年	2011年	2010年
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Revenue	收入	23,007,745	21,426,272	21,296,063	20,517,769	19,077,015
Gross profit	毛利	3,750,380	3,742,458	3,731,510	3,659,031	2,942,373
Other revenue and other income/ (expenses), net	其他收入及其他收入/ (開支)淨額	(78,515)	365,826	22,115	6,637	9,166
Operating expenses	經營開支	(1,600,863)	(1,780,132)	(1,690,383)	(1,521,026)	(1,416,200)
Profit from operations	經營溢利	2,071,002	2,328,152	2,063,242	2,144,642	1,535,339
Profit before taxation	除稅前溢利	2,738,144	2,664,105	2,615,878	1,987,369	1,561,417
Income tax	所得稅	(641,909)	(703,864)	(687,716)	(515,026)	(429,248)
Profit for the year	年內溢利	2,096,235	1,960,241	1,928,162	1,472,343	1,132,169
Total other comprehensive income	年內其他綜合收益	(16,250)	14,745	(3,720)	1,235	3,042
Total comprehensive income for the year	年內綜合收益總額	2,079,985	1,974,986	1,924,442	1,473,578	1,135,211
Profit attribute to:	溢利歸屬於:					
– Shareholders of the Company	– 本公司股東	2,096,918	1,959,257	1,927,689	1,474,893	1,136,475
– Non-controlling interests	– 非控股權益	(683)	984	473	(2,550)	(4,306)
Total comprehensive income attributable to:	綜合收益總額歸屬於:					
– Shareholders of the Company	– 本公司股東	2,079,740	1,974,823	1,925,325	1,475,096	1,137,945
– Non-controlling interests	– 非控股權益	245	163	(883)	(1,518)	(2,734)
Basic and diluted earnings per share (expressed in RMB per share)	每股基本及攤薄盈利 (人民幣元)	0.51	0.47	0.58	0.45	0.34
Total non-current assets	非流動資產總額	5,775,931	6,049,264	6,833,778	7,277,172	6,768,437
Total current assets	流動資產總額	31,447,411	25,903,900	27,936,051	19,331,069	18,619,812
Total assets	資產總額	37,223,342	31,953,164	34,769,829	26,608,241	25,388,249
Total non-current liabilities	非流動負債總額	690,055	407,162	581,888	737,109	1,976,772
Total current liabilities	流動負債總額	23,479,699	19,789,941	24,270,518	20,497,237	19,446,465
Total liabilities	負債總額	24,169,754	20,197,103	24,852,406	21,234,346	21,423,237
Equity attributable to shareholders of the Company	本公司股東應佔權益	13,035,482	11,739,625	9,920,341	5,379,736	3,969,407
Non-controlling interests	非控股權益	18,106	16,436	(2,918)	(5,841)	(4,395)
Total equity	權益總額	13,053,588	11,756,061	9,917,423	5,373,895	3,965,012
Total equity and liabilities	權益及負債總額	37,223,342	31,953,164	34,769,829	26,608,241	25,388,249

Management Discussion and Analysis

管理層討論與分析

I. INDUSTRY OVERVIEW

A. “One Belt and One Road” Strategy of China

The “Silk Road Economic Belt” and “21st Century Maritime Silk Road,” or “One Belt and One Road” (一帶一路) for short, were concepts put forward by the Chinese government in 2013, which received extensive and intense attention from the international community. The strategic concepts were highly appreciated by the international community as rich in significance and depth, showing the innovation of China's global strategy. It could promote the economic development of countries, regional economic cooperation as well as the development of Chinese engineering contractors who engage in international engineering contracting businesses.

After the announcement of the “One Belt and One Road” initiative, China has provided a lot of support to drive the development, including the Silk Road Fund and Asia Infrastructure Investment Bank. In particular, the country will put about US\$40 billion into the Silk Road Fund, which would be used to provide investment and financing for infrastructure and resources, and to boost industrial and financial cooperation to forge better links between countries along the “new Silk Road”.

In fact, many of the countries covered by the “One Belt and One Road” proposal have traditionally had close trade and investment relations with China. The Chinese government wishes to deepen cooperation with them, especially in terms of building infrastructure and other development projects. Chinese companies that own or are involved in international infrastructure development projects, including engineering contractors, are set to benefit from the greater financing support in funding their business operations abroad.

I. 行業概覽

A. 中國「一帶一路」戰略

2013年中國政府提出了「絲綢之路經濟帶」及「21世紀海上絲綢之路」(簡稱為「一帶一路」)，受到國際社會廣泛及密切的關注。國際社會高度評價此戰略理念，認為其在重要性和深度兩方面均具有豐富涵義，顯示中國全球戰略的創新。「一帶一路」將會推動相關國家的經濟發展、區域經濟合作以及從事國際工程承包業務的中國工程承包商的發展。

於宣佈「一帶一路」計劃後，中國已提供諸多支持促進發展，包括成立絲路基金及亞洲基礎設施投資銀行。尤其是，國家將向絲路基金投入約400億美元，用於為基礎設施及資源提供投資及融資，促進行業及金融合作，以打造「新絲綢之路」沿線各國間的穩固紐帶。

實際上，「一帶一路」構想涵蓋的諸多國家歷來與中國有緊密的貿易及投資關係。中國政府希望深化與該等國家的合作，尤其是在基礎設施建設及其他發展項目方面。擁有或參與國際基礎設施發展項目的中國公司(包括工程承包商)將自更有力度的融資支持獲益，為其海外業務經營籌資。

Management Discussion and Analysis

管理層討論與分析

In 2013, China's trade with the 65 countries along the Silk Road economic belt as well as the 21st Century Maritime Silk Road exceeded US\$1 trillion, accounting for a quarter of China's total external trade. In 2013, the total value of contracts for construction projects in these 65 countries secured by Chinese contractors amounted to about US\$70.9 billion, accounting for 40% of the total contract value of all overseas contracting projects undertaken by Chinese engineering contractors.

Under the ambitious "One Belt and One Road" strategy, a large number of overseas infrastructure projects are expected to be commenced in the upcoming years. In addition, the Chinese government has pledged the stronger financing support to Chinese companies owning or taking part in overseas projects. It is estimated that the total credit amount set aside for Chinese engineering contractors engaged in overseas infrastructure projects will reach about US\$50 billion in 2015, and grow to about US\$55 billion and US\$60 billion in 2016 and 2017, respectively, according to the Ipsos Report.

B. International Engineering Contracting Industry

Global infrastructure engineering investment value increased at a CAGR of an estimated 5.5% from 2009 to 2014. Given that infrastructure engineering projects were mostly funded by governments, infrastructure engineering investment value was not greatly impacted by the economic recession in 2011 resulted from the European sovereign debt crisis, and still maintained a positive growth of approximately 5.3%, from approximately US\$3,770 billion in 2010 to approximately US\$3,971 billion in 2011. The global infrastructure engineering investment value was mainly driven by developing countries from 2009 to 2014, at an estimated US\$4,722 billion in 2014.

於2013年，中國與絲綢之路經濟帶及21世紀海上絲綢之路沿線的65個國家之間的貿易額超逾1萬億美元，佔中國對外貿易總額的四分之一。於2013年，中國承包商於該等65個國家獲得的工程項目合約總值達致約709億美元，佔中國工程承包商所承擔所有海外工程項目合約總值的40%。

在「一帶一路」之雄壯戰略之下，預期大量海外基礎設施項目將於未來數年內啟動。另外，中國政府已向擁有或參與海外項目的中國公司作出穩固融資支持的承諾。根據益普索報告，預計於2015年，為參與海外基礎設施項目的中國工程承包商撥出的信貸總額將達到約500億美元，且將於2016年及2017年分別增至約550億美元及600億美元。

B. 國際工程承包行業

於2009年至2014年，全球基礎設施建設工程投資金額按複合年增長率約5.5%增加。由於基礎設施建設工程項目大多由政府出資，故由歐洲主權債務危機於2011年所引發的經濟衰退對基礎設施建設工程投資金額產生的影響不大，投資金額仍然維持約5.3%正增長，由2010年約37,700億美元增加至2011年約39,710億美元。自2009年至2014年，全球基礎設施建設工程投資金額主要來自發展中國家，於2014年約為47,220億美元。

Management Discussion and Analysis

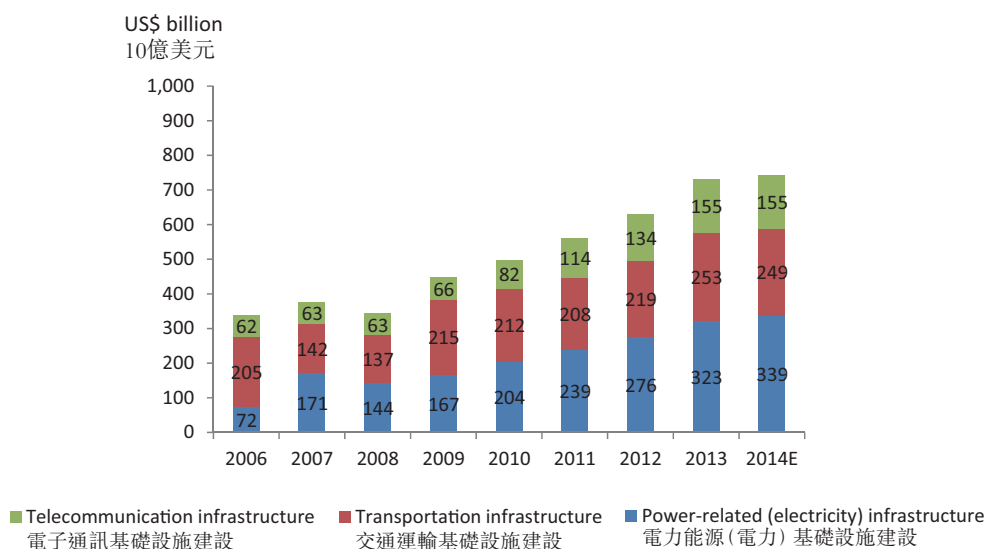
管理層討論與分析

Total new contract value of infrastructure engineering projects in the global market was an estimated US\$1,024.2 billion in 2014; whilst the total new contract value of infrastructure engineering projects in developing countries reached an estimated US\$926.1 billion in 2014, accounting for an estimated 90.4% of the total new contract value of infrastructure engineering projects in global market. The new contract value of power-related, transportation and telecommunications sectors in developing countries together contributed an estimated 80.2% to the total new contract value of infrastructure engineering projects in developing countries in 2014, of which power-related, transportation and telecommunications sector each accounted for an estimated 36.6%, 26.9% and 16.8%, respectively, of the said value.

於2014年，全球市場的基礎設施建設工程項目新合同總金額約為10,242億美元，其中發展中國家於2014年的基礎設施建設工程項目新合同總金額達至約9,261億美元，佔全球市場的基礎設施建設工程項目新合同總金額約90.4%。於2014年，發展中國家的電力能源、交通運輸及電子通訊分部的新合同金額合共佔發展中國家的基礎設施建設工程項目新合同總金額約80.2%，其中電力能源、交通運輸及電子通訊分部分別佔上述金額約36.6%、26.9%及16.8%。

New Contract Value of Infrastructure Engineering Projects by Infrastructure Types in Developing Countries from 2006 to 2014

2006年至2014年按基礎設施建設類別呈列的發展中國家基礎設施建設工程項目的新合同金額



Sources: China International Contractors Association; ENR; Ipsos Report

資料來源：中國對外承包工程商會；工程新聞記錄；益普索報告

Management Discussion and Analysis

管理層討論與分析

According to Ipsos Report, the new contract value of power-related infrastructure engineering projects grew the fastest among the three types (power-related (electricity), transportation, telecommunications) of projects at CAGR of an estimated 21.4% from 2006 to 2014, reaching an estimated to reach about US\$339 billion in 2014; stable growth was witnessed for transportation infrastructure engineering projects in developing countries at CAGR of an estimated 2.5% from 2006 to 2014 to US\$249 billion in 2014.

The top 10 Chinese contractors contributed approximately 47.4%, or approximately US\$13,419 million, to the total revenue generated from international projects in the power sector in the global market in 2014. Amongst these top 10 Chinese contractors, CMEC ranked 2nd with about 7.7% share, according to the Ipsos Report.

C. Trading Industry

China's international trade value grew dramatically from 2001 to 2014. Import value of China grew at a CAGR of approximately 17.4% while export value grew at a CAGR of approximately 18.2% from 2001 to 2014. With China's accession to the World Trade Organization in December 2001, the country has committed itself to further reforms. Continue to implement these commitments will further deepen the extent of China's internationalization.

根據益普索報告，自2006年至2014年，電力能源基礎設施建設工程項目的新合同金額在電力能源（電力）、交通運輸及電子通訊三個類別中增長最快，複合年增長率約為21.4%，於2014年預計達到約3,390億美元；而發展中國家的交通運輸基礎設施建設工程項目的增速較為穩定，於2006年至2014年的複合年增長率約為2.5%，於2014年達到2,490億美元。

於2014年，中國十大承包商佔全球市場電力領域國際項目所產生的收益總額的約47.4%或約134.19億美元。根據益普索報告，在這十大承包商中，CMEC排名第二，佔有約7.7%的份額。

C. 貿易行業

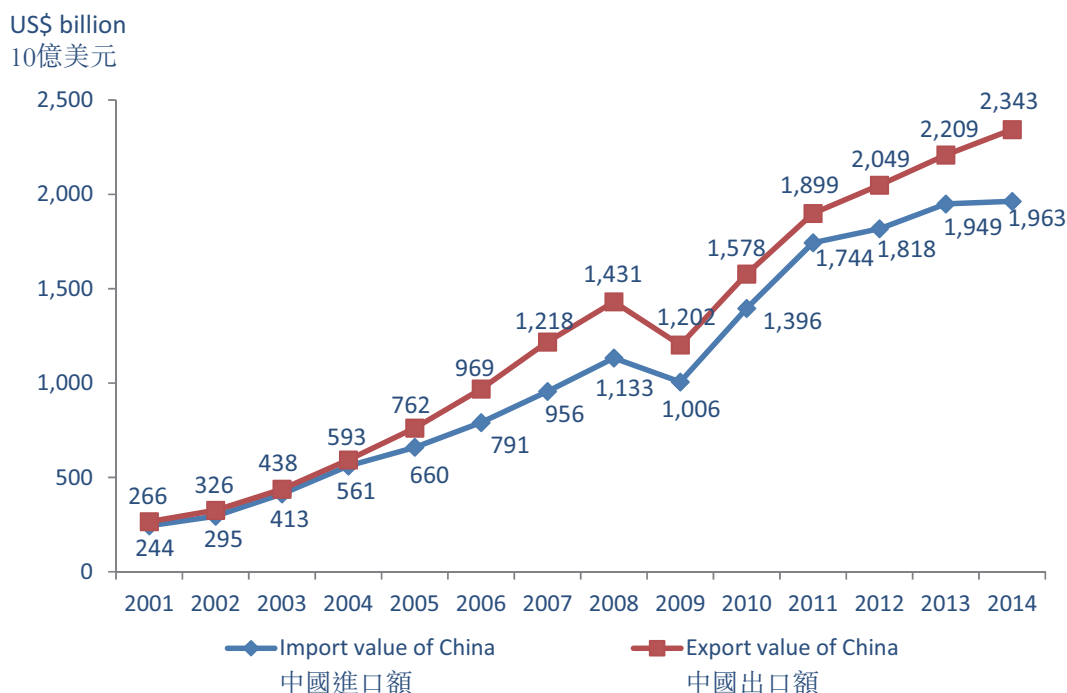
中國的國際貿易金額於2001年至2014年間大幅增長。由2001年至2014年，中國的進口額按複合年增長率約17.4%增加，而出口額則按複合年增長率約18.2%上升。隨著中國於2001年12月加入世界貿易組織，國家已承諾將深化改革。持續貫徹這些承諾將進一步加深中國的國際化程度。

Management Discussion and Analysis

管理層討論與分析

Import and Export Value of China from 2001 to 2014

2001年至2014年中國進出口額



Sources: China Customs; Ipsos Report

資料來源：中國海關；益普索報告

Trends and Developments of China Trade

中國貿易的趨勢及發展

1. The PRC government has sought to improve the foreign trade value across different regions in China

1. 中國政府已致力改善中國不同地區的外貿額

- As stated in China's "Twelfth Five-Year Plan", the PRC government aims to have more balanced foreign trade from 2011 to 2015, with an annual growth rate of about 10.0% and a total of US\$4,800 billion by 2015. The goals are consistent with China's plan to promote trade liberalization and balance international and domestic trade accounts.

- 根據國家「十二五規劃」，中國政府以擁有更平衡的外貿發展為目標，自2011年至2015年外貿額的年度增長率達至約10.0%及外貿總額於2015前達至約48,000億美元。該目標與中國促進貿易自由化及平衡國內外貿易賬目的計劃一致。

Management Discussion and Analysis

管理層討論與分析

- Given the PRC government's plan to promote trade liberalization, goals to improve foreign trade across different Chinese regions have been set. For example, the PRC government aims to increase the annual growth rate of Central and Western China's share of foreign trade value to approximately 5.0% from 2011 to 2015, which accounts for approximately 15.0% of the total trade value in China by 2015.
2. *China's focus on enhancing the development of trading electromechanical products is expected to support the country's foreign trade.*
- According to the "Twelfth Five-Year Plan", the PRC government aims to maintain the annual growth rate of import and export of electromechanical products to about 10% from 2011 to 2015, to approximately US\$2,500 billion by 2015. China's foreign trade development will focus on electromechanical products, which is expected to account for approximately 52.1% of the total foreign trade value in China by 2015.
3. *The PRC government has taken effort to promote foreign trade by reducing interest rates.*
- According to Premier Li Keqiang's speech at the National People's Congress in March 2015, the PRC government aims to increase its imports and exports by about 6%, a target that is lower than the one set in the previous year of about 7.5%. To make the goal more achievable by increasing exports and supporting local businesses, the People's Bank of China cut benchmark interest rates and interest rates for businesses for the second time in less than five months at the beginning of March 2015.
- 鑒於中國計劃促進貿易自由化，國家已制定改善中國不同地區間的外貿格局。舉例而言，中國政府制定中國中西部地區於2011年至2015年外貿份額以按年度增長率約5.0%上升為目標，致力於2015年前佔中國貿易總額約15.0%。
2. *中國大力發展機電產品貿易有望提振國家外貿形勢*
- 根據「十二五規劃」，中國政府的目標是使2011年至2015年機電產品的進出口年度增長率維持在約10%，於2015年前增加至約25,000億美元。機電產品將成為中國外貿發展的重點，預期於2015年前佔中國外貿總額約52.1%。
3. *中國政府已通過減息致力促進外貿*
- 根據李克強總理2015年3月在全國人民代表大會上的講話，中國政府的目標是使進出口增長約6%，該目標低於去年制定的約7.5%。為增加出口及扶持地方經濟而達致該目標，中國人民銀行於2015年3月初在不足五個月的時間裡第二次下調基準利率及商業利率。

Management Discussion and Analysis

管理層討論與分析

II. BUSINESS OVERVIEW

A. International Engineering Contracting Business

The Company is a leading international engineering contracting and service provider with a primary focus on EPC projects and particular expertise in the power sector. Our International Engineering Contracting Business is one of the traditional core businesses of the Company, representing approximately 67.2% of the Company's total revenue in 2014.

The following table sets forth the details of the International Engineering Contracting Business for the year ended December 31, 2014 and the comparative figures for the year ended December 31, 2013:

II. 業務概覽

A. 國際工程承包業務

我們是中國領先的國際工程承包與服務商，主要專注於EPC項目，特別專長於電力能源行業。我們的國際工程承包業務為本公司傳統核心業務之一，約佔2014本公司總收入的67.2%。

下表載列截至2014年12月31日止年度國際工程承包業務詳情，以及截至2013年12月31日止年度的比較數字：

Unit: RMB million
單位：人民幣百萬元

		2014	% of Total	2013	Year-on-year
		2014年	總額的%	2013年	按年增長
Revenue 收入	Power 電力能源	11,277.7	72.9%	12,265.6	-8.1%
	Transportation 交通運輸	1,859.2	12.0%	829.9	124.0%
	Telecommunications 電子通訊	408.5	2.6%	800.4	-49.0%
	Non-Core Sectors 非核心行業	1,915.4	12.5%	1,489.7	28.6%
	Total 總計	15,460.8	100%	15,385.6	0.5%
Gross profit 毛利	Power 電力能源	2,641.3	85.3%	2,850.2	-7.3%
	Transportation 交通運輸	238.4	7.7%	93.9	153.9%
	Telecommunications 電子通訊	40.0	1.3%	87.3	-54.2%
	Non-Core Sectors 非核心行業	175.0	5.7%	116.0	50.9%
	Total 總計	3,094.7	100%	3,147.4	-1.7%

Management Discussion and Analysis

管理層討論與分析

As at December 31, 2014, our engineering contracting projects were undertaken in more than 48 countries and regions over the world, with a primary focus in Asia and Africa. There were a number of successful completed projects and ongoing projects in South America and Europe. The following map indicates the locations of our engineering contracting projects from 2009 to 2014.

截至2014年12月31日，我們的工程承包項目遍及全球48餘個國家和地區，主要分佈在亞洲及非洲，南美洲和歐洲也有諸多成功的完工和在建項目。以下地圖顯示工程承包項目於2009年至2014年的位置。



Management Discussion and Analysis

管理層討論與分析

The following table sets forth a breakdown of the revenue from the Group's International Engineering Contracting Business by geographic locations for the year ended December 31, 2014:

下表載列截至2014年12月31日止年度按地理位置劃分的本集團國際工程承包業務收入明細：

		2014	% of
		2014年	Total
		RMB million	總額的%
		人民幣百萬元	
Asia	亞洲	6,685.6	43.3%
Africa	非洲	3,963.4	25.6%
Europe	歐洲	1,472.6	9.5%
South America	南美洲	3,029.5	19.6%
North America	北美洲	309.7	2.0%
Total	總計	15,460.8	100%

In 2014, the International Engineering Contracting Business kept growing, making it prominent as the core business. The Company adopted the targeted and systematic management measures which are aimed at the shortcomings emerging in the International Engineering Contracting Business, to stabilize growth, adjust structure and promote transformation, which have achieved positive results. The Company has achieved satisfactory progress in contract performance and project development, while continuing to develop new markets and further developing the existing markets.

2014年，國際工程承包業務保持增長，核心地位突出。公司針對國際工程承包業務中存在的問題，採取了有針對性、系統性的管理措施，穩定增長、調整結構、促進轉型，並取得了積極效果。在項目履約及開發方面均取得較好的進展，同時繼續開拓新市場，深度開發已有市場。

Management Discussion and Analysis

管理層討論與分析

1. Satisfactory Project Performance and Promoted Brand Identity

The Company had more than 70 ongoing projects which were implemented smoothly in 2014. The projects of which the Company have received the hand-over certificates mainly include Phase IV of Luanda urban electricity reconstruction project in Angola, Lukoml 400MW combined cycle power plant and Brest 400MW combined cycle power plant projects in Belarus, IZDEMIR1 × 350MW supercritical power plant in Turkey, Phase II of Puttalam coal power plant project in Sri Lanka and etc., among which Thaukyegat (2) hydropower project in Myanmar has successfully obtained the final acceptance certificate issued by the project owners; Lukoml and Brest power plant projects in Belarus have completed the project hand-over in advance, which established a good reputation and brand identity for the Company in Eastern Europe.

1. 項目履約情況良好，品牌形象提升

2014年，公司在建項目超過70個，總體執行狀況平穩。公司取得移交證書的項目主要包括：安哥拉羅安達城市電網改造四期項目、白俄羅斯Lukoml 400兆瓦聯合循環燃機電站及Brest 400兆瓦聯合循環燃機電站項目，土耳其IZDEMIR1×350兆瓦超臨界電站、斯里蘭卡普特拉姆電站二期項目等。其中，緬甸道耶卡(2)水電站項目已順利取得項目業主頒發的最終驗收證書；白俄羅斯Lukoml及Brest電站項目提前完成項目移交，為公司在東歐市場樹立了良好的口碑與品牌形象。



Management Discussion and Analysis

管理層討論與分析

2. Further Promotion of Project Development and Continuing to Explore New Markets

In 2014, newly signed contract value of the International Engineering Contracting Business was approximately US\$3.8 billion, mainly distributed in Africa and Asia, and still dominated by power sector. The newly effective contract value was approximately US\$4.1 billion, mainly distributed in South America, and of which the higher proportion was contributed by transportation sector.

In response to China's "One Belt and One Road" principal strategy, and in close connection with its investment strategy, the Company has increased efforts to develop relevant markets. In September 2014, the Company has successfully contributed to the signing and immediate effectiveness of Thar coal-electric integration project in Pakistan. This project is the Company's bold attempt responding to the competition situation in the international market, innovating marketing exploring model and driving EPC projects with investments. Meanwhile, based on CMEC's brand effect in Pakistan electricity market, Thar coal-electric integration project could stand out from lots of "China-Pakistan Economic Corridor" projects, and was allowed to be included into the "China-Pakistan Economic Corridor" projects and ranked No.1.

The Company actively responded to the "Lighting Africa" program launched by the World Bank to develop Africa's electricity market together with U.S. General Electric International, Inc. ("GE") and other partners. Among them, the contract of SOYO combined cycle power plant project in Angola to be developed by the Company and GE has been successfully signed. The two parties treated it as an opportunity to play their respective advantages, and are expected to make all-round cooperation in a number of African countries such as Nigeria, Ghana and Mozambique.

2. 項目開發進一步推進，持續開拓新市場

2014年，國際工程承包業務新簽約合同金額約38億美元，主要分佈在非洲、亞洲，並仍以電力能源行業為主。新生效合同金額約41億美元，主要分佈在南美洲，交通運輸行業佔比較高。

公司順應國家的「一帶一路」重大戰略佈局，緊密結合公司的投資拉動戰略，加大對相關市場的開發力度。2014年9月，公司成功促成了巴基斯坦塔爾煤電一體化項目的簽約並及時生效。該項目是公司應對國際市場競爭新形勢需求，創新市場開拓模式，以投資帶動EPC項目的大膽嘗試。同時，基於公司在巴基斯坦電力市場的品牌效應，塔爾煤電一體化項目能夠從眾多「中巴經濟走廊」項目中脫穎而出，被獲准納入「中巴經濟走廊」項目且排名第一。

公司積極響應世界銀行「照亮非洲」計劃，與美國通用電氣國際公司（「通用電氣」）等合作夥伴攜手開發非洲電力市場。其中，公司與通用電氣合作的安哥拉索約聯合循環電廠項目合同已順利簽約，雙方以此為契機，發揮各自優勢，有望在尼日利亞、加納、莫桑比克等多個非洲國家展開全方位合作。

Management Discussion and Analysis

管理層討論與分析

The following table sets forth the details of the International Engineering Contracting Business for the year ended December 31, 2014 and the comparative figures for the year ended December 31, 2013:

下表載列截至2014年12月31日止年度國際工程承包業務詳情，以及截至2013年12月31日止年度的比較數字：

Unit: US\$ million
單位：百萬美元

				2014 2014年	% of Total 總額的%	2013 2013年	Year- on-year Growth 按年增長
Newly effective contract value	新生效合同金額	Power	電力能源	806.7	19.8%	1,444.8	-44.2%
		Transportation	交通運輸	2,470.6	60.7%	721.1	>100%
		Telecommunications	電子通訊	120.0	3.0%	366.0	-67.2%
		Non-Core Sectors	非核心行業	673.4	16.5%	835.4	-19.4%
	Total	Total	總計	4,070.7	100%	3,367.3	20.9%

Unit: US\$ million
單位：百萬美元

				As at December 31, 2014 於2014年 12月31日	% of Total 總額的 %	As at December 31, 2013 於2013年 12月31日	Increase/ (decrease) 增長/ (減少)
Backlog	未完成合同量	Power	電力能源	4,091.1	50.4%	5,869.1	-30.3%
		Transportation	交通運輸	2,619.6	32.3%	875.5	>100%
		Telecommunications	電子通訊	392.2	4.8%	340.6	15.1%
		Non-Core Sectors	非核心行業	1,019.7	12.5%	1,131.7	-9.9%
	Total	Total	總計	8,122.6	100.0%	8,216.9	-1.1%
Signed contracts pending to be effective	已簽約待生效合同	Power	電力能源	7,695.4	59.8%	5,798.9	32.7%
		Transportation	交通運輸	1,054.0	8.2%	3,519.0	-70.0%
		Telecommunications	電子通訊	100.0	0.8%	100.0	-%
		Non-Core Sectors	非核心行業	4,008.9	31.2%	4,058.0	-1.2%
	Total	Total	總計	12,858.3	100%	13,475.9	-4.6%

Management Discussion and Analysis

管理層討論與分析

3. Strengthening Department Management and System Construction

The Company further improved two-level management system, and gradually established a project dynamic regulatory system. Research in respect of core market development and planning, current operation status and existing problems has been completed. Technical management capacity was strengthened. Meaningful attempts were engaged in improving the industrial chain and specialization of project management. Meanwhile, in order to ensure the integrity and effectiveness of project management, the Company has completed the construction plan of the life cycle system for the engineering contracting project, revised and issued more than ten rules and regulations relating to project management.

4. Further Intensifying Regionalized and Localized Developing Strategies

The Company further intensified regionalized strategy and increased efforts to establish overseas entities. Among them, Singapore regional center aiming at regional operation has been successfully registered, while Dubai regional center is actively preparing for establishment. The establishment of these regional centers effectively promoted the local business development of the Company. With the launch of the Company's regionalizing policy, each relevant department implemented active research of the regional markets, and made considerable achievements in deeply operating the regional markets. Last year, approximately 80% or more of the new projects signed by the Company came from the regional markets.

3. 加強部門管理及制度建設

公司兩級管理體系進一步完善，逐步形成項目工作動態監管體系；完成對核心市場深度開發規劃、經營現狀和現有問題的調研；強化技術管理能力；在完善產業鏈和項目管理專業化方面開展有益嘗試。同時，為確保公司對項目管理的完整性和有效性，公司完成了工程承包項目全生命週期制度建設規劃，修訂及發佈項目管理相關規章制度10餘個。

4. 進一步推進區域化、屬地化發展戰略

公司進一步推進區域化戰略，加大設立海外機構力度。其中，以區域化經營為目標的新加坡區域中心已成功註冊，迪拜區域中心正在積極籌建，這些區域中心的設立都有力地推進了公司在當地業務的發展。隨著公司區域化政策的推出，各有關部門積極研究區域市場，在深耕區域市場方面取得一系列成績，去年公司新簽約項目中約80%以上來自於區域市場。

Management Discussion and Analysis

管理層討論與分析

5. Strengthening Cooperation with Local Enterprises, Achieving a Breakthrough in Industry Investment

Allying with Wuxi Guolian Environmental Energy Group Co., Ltd., the Company jointly invested and set up CMEC Guolian Wuxi New Energy Development Co., Ltd., for investment, development, construction and operation of domestic distributed photovoltaic power plant projects. This is not only a mechanism innovation that the Company implemented in cooperation with local enterprises, but also marks the Company's industrial investment has got material progress.

B. Trading Business

Leveraging our broad sales and marketing networks established in more than 150 countries and regions around the globe, we also engaged in overseas and domestic trading business. Our Trading Business bridged the demands of domestic and overseas purchasers and suppliers who wished to source or sell a wide range of products outside or in the PRC. We primarily exported and, to a lesser extent imported and domestically traded, complete sets of plants and equipment and various machinery, electrical, and instrumental products including mining equipment, ship components, automobile parts, medical instrument, household appliances, office equipment, electrical hardware and construction materials, for customers in the PRC and overseas. We conducted our Trading Business through our Company as well as subsidiaries in the PRC and other countries and regions (including Germany, the United States, Australia, Japan and Hong Kong) and overseas representative offices.

5. 加強與地方合作，實業化投資取得突破

公司聯合無錫國聯環保能源集團有限公司，共同出資設立中設國聯無錫新能源發展有限公司，對國內分佈式光伏電站項目進行投資、開發、建設及運營。這不但是公司落實與地方企業合作的機制創新之舉，同時也標誌著公司實業化投資有了實質進展。

B. 貿易業務

憑藉我們在全球超過150個國家及地區所建立廣泛的銷售及市場營銷網絡，我們亦從事國際及國內貿易業務。我們的貿易業務為希望在中國國內外採購或銷售各類產品的本地及海外買方和供貨商的需求搭建橋梁。我們主要為中國及海外客戶出口以及較小程度的進口和在國內市場交易成套設備及各種機械、電氣和儀器產品，包括採礦設備、船舶部件、汽車零件、醫療儀器、家用電器、辦公室設備、電氣硬件及施工材料等。我們通過本公司及位於中國及其他國家及地區（包括德國、美國、澳大利亞、日本及香港）的附屬公司及海外代表處經營我們的貿易業務。

Management Discussion and Analysis

管理層討論與分析

The Company strived in 2014 to change the status quo of the Trading Business featured with single model, weak product control as well as unbalanced domestic and international markets, and actively developed towards product R&D and quality control, providing solutions and innovating operation model. Through a whole year's efforts, the Company has initially curbed the declining trend existing in the Trading Business, and has made some breakthroughs in the construction of new markets, new models and new areas.

The following table sets forth the details of the Trading Business for the year ended December 31, 2014, together with the comparative figures for the year ended December 31, 2013:

2014年，公司著力改變貿易業務經營模式單一、產品控制力薄弱、國內外兩個市場不平衡等現狀，積極向產品研發和質量控制、提供解決方案、創新經營模式方向發展。公司通過一年的努力，已經初步遏止現有貿易業務下滑局面，並在新市場、新模式、新領域建設方面取得了一定突破。

下表載列截至2014年12月31日止年度貿易業務詳情連同截至2013年12月31日止年度的比較數字：

Unit: RMB million
單位：人民幣百萬元

				2014	% of	2013	Year-
				2014年	Total	2013年	on-year
					總額的%		Growth
							按年增長
Revenue	收入	International trade	國際貿易	4,488.2	69.7%	3,997.0	12.3%
		Domestic trade	國內貿易	1,954.7	30.3%	910.8	114.6%
		Total	總計	6,442.9	100%	4,907.8	31.3%
Gross profit	毛利	International trade	國際貿易	257.7	85.3%	247.9	4.0%
		Domestic trade	國內貿易	44.4	14.7%	32.7	35.6%
		Total	總計	302.1	100%	280.6	7.7%

Management Discussion and Analysis

管理層討論與分析

1. Exploring Core Markets and Building Core Brand

The Company actively explored new core markets in 2014. The team of the International Engineering Contracting Business expanded in fertilizer raw materials supplying business in Thailand, and contributed to a telecommunication project amounting to US\$120 million into effect, so as to successfully cultivated core markets in Thailand. Meanwhile, the Company was actively trying to invest in the construction of a rubber factory in Thailand to explore entity-led trade. The team of the Trading Business actively developed high-end forgings business. It has overcome difficulties of production technology, developed and successfully trial-produced high-tech “high-speed rail brakes”, which are currently used for pilot run on the CRH (China railway highspeed). The Company also committed to the development of new energy products and projects, focused on the development of distributed PV power plant project, PV modules and energy-efficient lighting products, so as to actively build “CMEC New Energy” brand. The successful grid connection and power generation from its first distributed PV power plant in Wuxi, marked the Company’s big step into the new energy (solar power plant) field.

1. 開拓核心市場，建立核心品牌

2014年，公司積極開拓新的核心市場。國際工程承包業務團隊拓展泰國化肥原料供貨業務，並促成泰國1.2億美元電信項目的生效，成功培育了泰國核心市場。同時，公司積極嘗試在泰國投資興建橡膠廠，探索貿易實體化。貿易業務團隊積極向高端鑄鍛件業務方向發展，攻克生產技術難關，自行研發並成功試制出高技術含量的「高鐵剎車盤」產品，目前正在國內城際動車組上進行試運行。公司還致力於新能源產品及項目的開發，以發展分佈式光伏電站項目、光伏組件產品及節能照明產品為核心，積極打造「中設新能源」品牌，其首個無錫分佈式光伏電站的成功並網發電，標誌著公司向新能源（光伏電站）領域的發展邁出了一大步。



Management Discussion and Analysis

管理層討論與分析

2. Completion of Institutional Reorganization and Highlighting the Advantage of Regional Integration

Currently, the Company has fully completed the reorganization of China Machinery Industrial Products Co., Ltd. (“**CMEC Machinery**”) and eastern China business department of the Company (“**Eastern China Business Department**”), and initially set up three sub-sectors of the Trade Business, namely CMEC Machinery, Eastern China Business Division and China-East Resources Import & Export Co., Ltd., all of which showed a positive development trend and relied on their respective core products and businesses. At the same time, the Company has formulated a preliminary plan to actively create Guangdong-Hong Kong investment and financing center.

C. Other Businesses

Other than the International Engineering Contracting Business and the Trading Business, we also engaged in the Other Businesses, ranging from logistics service to exhibition service, tendering agency services and other services (including export-import agency and design services) and undertook strategic investment.

2. 機構重組完成，突出區域集成優勢

目前，公司已全面完成中設集團裝備製造有限責任公司（「中設裝備」）和公司華東事業部（「華東事業部」）的重組工作，初步打造了中設裝備、華東事業部及中經東源進出口有限責任公司三大貿易業務子板塊，依託各自的核心產品與業務，均呈現良性發展態勢。同時，公司制定初步方案，積極打造粵港投融資中心。

C. 其他業務

除了國際工程承包業務及貿易業務外，我們亦經營其他業務，包括提供物流服務、展覽服務、招標代理服務及其他服務（包括進出口代理服務及設計服務），並從事戰略性投資。



Management Discussion and Analysis

管理層討論與分析

In 2014, the Company's other business such as logistics services and exhibition services continued to play the role as industry leaders. In response to the changes in domestic and international operating environment, CMEC Comtrans began to change from relying on original single domestic platform into relying on both home and abroad platforms to carry out project logistics business. CMEC Expo has actively expanded the service chain, and implemented large customer strategy plus customized services to enhance the quality of the exhibition business. Meanwhile, relying on the advantages of its exhibition platform and synergistic effect with the Company's primary business, CMEC Expo successfully hosted the second session of the CMEC brand exhibition, a press conference for CMEC first social responsibility report and other activities in order to actively spread the brand identity of CMEC.

The following table sets forth the details of the Company's Other Businesses for the year ended December 31, 2014, together with the comparative figures for the year ended December 31, 2013:

2014年，公司其他業務中的物流服務、展覽服務繼續保持行業領先地位。中設商運根據國內外經營環境的變化，開始將原來單一的依託國內平台開展工程物流業務，改變為依託國內外兩個平台開展工程物流業務。西麥克展覽積極拓展服務鏈條，實施大客戶戰略加定制服務，提升了展覽業務的水平。同時，西麥克展覽利用自身商展平台優勢，積極發揮與公司主營業務的協同作用，成功承辦第二屆CMEC品牌展、CMEC首份社會責任報告發佈會等活動，積極傳播CMEC的品牌形象。

下表載列截至2014年12月31日止年度公司其他業務詳情連同截至2013年12月31日止年度的比較數字：

Unit: RMB million
單位：人民幣百萬元

				2014	% of	2013	Year-
				2014年	Total	2013年	on-year
					總額的%		Growth
							按年增長
Revenue	收入	Logistics services	物流服務	392.5	35.6%	399.4	-1.7%
		Exhibition services	展覽服務	190.8	17.3%	198.2	-3.7%
		Tendering agency services	招標代理服務	15.3	1.4%	12.3	24.4%
		Export-import agency services	進出口代理服務	30.1	2.7%	69.7	-56.7%
		Design services	設計服務	358.7	32.5%	401.2	-10.6%
		Other	其他	116.6	10.6%	52.1	123.8%
		Total	總計	1,104.0	100%	1,132.9	-2.6%
Gross profit	毛利	Total	總計	353.6	100%	314.5	12.4%

Management Discussion and Analysis

管理層討論與分析

D. Significant Events and Business Achievements

1. Successfully Dealt with Overseas Security Incidents

In June 2014, the political instability in Iraq directly threatened the safety of the project on the construction of Salah Al-din 2 × 630MW Power Plant of the Company. Knowing this, the Company attached great importance and immediately initiated the emergency mechanism by setting up a Salah Al-din emergency leadership team and dispatching the divisional general manager to our Baghdad office as the team leader. Under the close communications, mediation and overall command of the Embassy of the PRC in Iraq, the Iraqi government and army forces created the conditions and took various active and reliable protective measures. By the careful arrangement and elaborate organization of the leadership and frontline command group of the Company, as of the evening of June 27, 2014 (Iraq local time), all personnel on site of the project had been transferred to safe area. At present, the civil engineering construction of the project has been suspended. The Company will continue to pay close attention to the progress of the Iraqi situation to determine the future arrangements of the project. For more information, please refer to the announcements published by the Company on June 19 and June 30, 2014 at the website of the Stock Exchange and the Company, respectively.

D. 重大事件和業務成果

1. 成功應對境外突發安全事件

2014年6月，伊拉克政局動蕩，直接威脅到本公司總承包建設的薩拉哈丁2×630兆瓦電站工程項目現場的安全。事件發生後，本公司高度重視，並立即啟動應急機制，成立了薩拉哈丁緊急領導小組，並派遣事業部總經理趕赴巴格達代表處指揮。在中國駐伊拉克大使館的密集溝通、斡旋及統籌指揮下，伊拉克政府和軍方創造條件並採取了積極可靠的保護措施。公司領導及前線指揮小組周密安排、精心組織，截止到2014年6月27日晚（伊拉克當地時間），該項目現場的全體人員已全部轉移至安全區域。目前項目現場土建施工暫停，本公司將繼續密切關注伊拉克局勢進展情況以判斷該項目往後的安排。有關詳情，請參閱本公司分別於2014年6月19日及2014年6月30日在聯交所網站及本公司網站刊登的公告。

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管理層討論與分析

In August 2014, the project site for the Company's Silopi 2 × 135MW asphaltite fired by CFB boiler power plant project in Turkey (the "**Project**"), in which the Company acted as the main contractor, was suffered attacking by militants. As a result, there were three Chinese workers missed. The Project is located in Sirnak province at southeastern Turkish. After the incident occurred, the Company paid high attention to it, immediately launched an emergency mechanism, set up a leading team of emergency and dispatched heads of the business division for directing on site. Relying on the rescue operation conducted by the Company and the relevant parties through various channels, three missing workers were found safely on October 10, 2014 (local time in Turkey). For more information, please refer to the announcements published by the Company on August 26 and October 14, 2014 at the website of the Stock Exchange and the Company.

Successful resolution of the above incidents demonstrated the Company's full range of security prevention and control system as well as excellent emergency processing capability. Moreover, such successful experience was accumulated for Chinese foreign engineering contracting enterprises to cope with overseas security incidents.

2014年8月，本公司總承包建設的土耳其Silopi 2×135兆瓦燃煤發電廠項目（「**該項目**」）現場遭遇武裝人員襲擊，並有三名中國工人失蹤。該項目位於土耳其東南部舍爾納克省。該事件發生後，本公司高度重視，立即啟動應急機制，成立應急領導小組並派遣事業部領導赴現場指揮。經本公司和相關方通過各種渠道全力開展營救工作，三名失蹤工人已於2014年10月10日（土耳其當地時間）安全尋獲。有關詳情，請參閱本公司分別於2014年8月26日及10月14日在聯交所及本公司網站刊登的公告。

上述事件的成功解決，體現了公司全方位的安全防控體系和出色的應急處理能力，同時，為中國對外工程承包企業應對境外安全事件積累了成功的經驗。

Management Discussion and Analysis

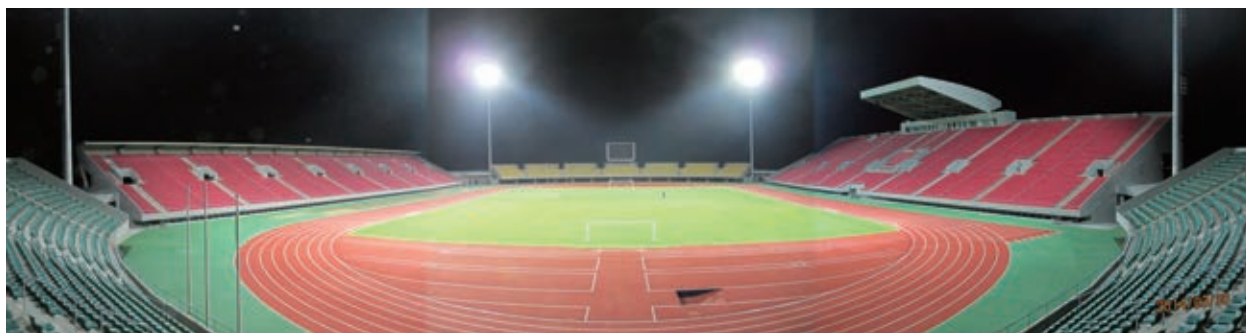
管理層討論與分析

2. Argentina Belgrano Cargo Railway Rehabilitation Having Become Effective

In December 2014, the Argentina Belgrano cargo railway rehabilitation project, which was undertaken by the Company as a general contractor, has become effective and its construction work has commenced. The contract for this project was entered into between the Company and the Argentinean government in July 2010. The Company is responsible for the renovation of about 1,500km-long railroads of the Belgrano cargo railway and equipment supply. The total contract value amounts to approximately US\$2.4705 billion. On July 18, 2014 (Argentina local time), under the witness of the Chinese President Mr. Xi Jinping and the President of Argentina, Madam Cristina Kirchner, a supplemental loan agreement for this project was jointly signed by a syndicate comprising the China Development Bank and the Industrial and Commercial Bank of China, and Argentina's Ministry of Economy and Public Finance, and the project-launching ceremony was held. For details, please refer to the announcements of the Company published on the respective websites of the Stock Exchange and the Company on July 21, and December 12, 2014.

2. 阿根廷貝爾格拉諾貨運鐵路改造項目生效

2014年12月，本公司總承包建設的阿根廷貝爾格拉諾貨運鐵路改造項目生效並開始建設。該項目合同於2010年7月由本公司和阿根廷政府簽署。本公司負責貝爾格拉諾貨運鐵路線長約1,500公里線路的修復和設備供貨。合同總金額約為24.705億美元。於2014年7月18日（阿根廷當地時間），在中國國家主席習近平先生和阿根廷總統克莉絲蒂娜女士的見證下，該項目的貸款協定補充文本由國家開發銀行和中國工商銀行組成的銀團與阿根廷經濟和公共財政部共同簽署，並舉行了項目啟動儀式。有關詳情，請參閱本公司於2014年7月21日及12月12日分別在聯交所及本公司網站刊登的公告。



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管理層討論與分析

3. Acquisition of 75% Equity Interest in Osmangazi Elektrik Dağıtım A.Ş. (“OEDAS”) and Osmangazi Elektrik Perakende Satış A.Ş. (“OEPSAS”)

On February 3, 2015, the Company entered into a share purchase agreement with Dedeli Yatırım İnşaat Taahhüt Elektrik Dağıtım Sanayi Ve Ticaret A.Ş., a joint stock company incorporated in Turkey, the individual sellers and the guarantor, pursuant to which the Company, together with GUOXIN International Investment Corporation Limited (國新國際投資有限公司), will, indirectly through a Hong Kong joint venture company (including its subsidiaries) to be established, acquire 75% equity interest in each of the OEDAS and the OEPSAS (the “**Acquisition**”) for an aggregate purchase price of US\$384,603,597. The Acquisition presents an attractive opportunity for the Company to invest in a sector expected to generate stable cash flows supported by strong electricity demand growth in a fast growing economy. In addition, the power sector is one of the Company’s core industries and the Acquisition would allow the Company to further strengthen its capabilities in this sector while pursuing diversified development along the industry value chain. For details, please refer to the announcement of the Company published on the respective websites of the Stock Exchange and the Company on February 3, 2015.

3. 收購Osmangazi Elektrik Dağıtım A.Ş. (「OEDAS」) 及Osmangazi Elektrik Perakende Satış A.Ş. (「OEPSAS」)75%股權

於2015年2月3日，本公司與一家在土耳其註冊成立的公司Dedeli Yatırım İnşaat Taahhüt Elektrik Dağıtım Sanayi Ve Ticaret A.Ş.、個人賣方及擔保人訂立一份股份購買協議。據此，本公司連同國新國際投資有限公司將成立並透過一家香港合營公司（包括其附屬公司）間接收購OEDAS和OEPSAS各自75%的股權（「收購事項」），總購買價為384,603,597美元。該收購事項將為本公司提供具有吸引力的投資商機，在快速發展經濟體內強勁電力需求增長的支撐下，預期有關行業將產生穩定的現金流量。另外，電力能源行業為本公司所從事核心產業之一，該收購事項將使本公司進一步加強其於該行業的實力，同時可在該產業價值鏈中進行多元化發展。有關詳情，請參閱本公司於2015年2月3日分別在聯交所及本公司網站刊登的公告。

Management Discussion and Analysis

管理層討論與分析

E. Investment and Financing Business Made a Breakthrough in Exploration

Under the guidance of “integration of investment and financing development”, the Company actively promoted its investment and financing business and made satisfactory progress in 2014.

1. Reallocating Resources and Actively Building Investment and Financing Platform

In order to ensure the implement of the Company's investment and financing business, the Company has neatened and established the rules and regulations for investment business to lay the foundation for the operation of all types of investment business. Meanwhile, the Company has formulated and issued guidance for carrying out export seller's credit business, promoted diversification in corporate finance, and constantly improved the management mechanism of capital budgeting.

2. Investment Business Made Great Breakthrough in Domestic and Overseas Markets

The successful registration and operation of CMEC Guolian Wuxi New Energy Development Co., Ltd. marked the Company's great breakthrough in the field of domestic new energy investment business. Meanwhile, in connection with specific project information, the Company actively followed up more than 30 projects in various types of foreign investment and acquisition business, which was dominated by the power sector. Among them, the Turkish OEDAS and OEPSAS grid acquisition and Pakistan Thar coal-fired power project have been listed as the Company's key projects to be promoted.

E. 投融資業務在探索中取得突破性進展

2014年，公司在「投融資一體化」發展方向指引下，積極推進各項投融資業務，取得了良好進展。

1. 統籌資源，積極搭建投融資平台

為保證公司投融資業務的開展，公司梳理制定公司投資類業務規章制度，為開展各類投資業務打下基礎。同時，公司制定出台公司開展出口賣方信貸業務指導意見，推進公司融資模式多元化，不斷完善資金預算管理機制等。

2. 投資業務在國內外市場實現重要突破

中設國聯無錫新能源發展有限公司的成功註冊與運營，實現了公司在國內新能源領域投資業務上的重大突破。同時，公司結合具體項目信息，以電力能源行業為主，積極跟進國外各類投資併購類業務，累計跟踪投資項目三十余個。其中，土耳其OEDAS及OEPSAS電網收購項目、巴基斯坦塔爾煤電項目等已被列為公司重點推進項目。

Management Discussion and Analysis

管理層討論與分析

3. Multi-channel Exploration of Diversified Financing

The Company strengthened research on the new model of financing, expanded new financing channels, and restarted the usage of export seller's credit, and expanded new mode of financing such as overseas financing, special risk financing, project financing, lease financing, and debt and insurance policy financing on the basis of stable development of traditional financing mode such as export buyer's credit, "two preferential facilities (兩優貸款)" and mutual loans, and actively explored different financing models other than bank financing.

F. Enhancing Corporate Governance and Improving Management Efficiency

1. Professional Compliance Management and Characteristic Maintenance of Investor Relations

In 2014, the Company continued to advance professional compliance management at system and process levels, forming a good three-in-one interaction relationship among Shareholders' level, governance level and operating level. A systemic structure featured by CMEC characteristics has been gradually developed in respect of the maintenance of investor relations. In last December, the Company won "China Securities Golden Bauhinia Award (中國證券金紫荊獎)", which was assessed and selected by Hong Kong Ta Kung Pao together with domestic and overseas associations of securities industry, regulators, financial experts and financial media, which was highly recognized at home and abroad.

3. 多渠道探索多元化融資

公司加大力度研究融資新模式、拓展融資新渠道，在穩固發展出口買方信貸、「兩優貸款」以及互惠貸款等傳統融資模式的基礎上，重啟出口賣方信貸，拓展海外融資以及特險融資、項目融資、融資租賃、債權保單融資等新型融資模式，同時積極探尋其他銀行融資以外的融資模式。

F. 加強公司管理，提升管理效能

1. 合規管理專業化，投資者關係維護特色化

2014年，公司從制度和流程兩個層面持續推進合規管理專業化，形成股權層、治理層、經營層三位一體的良性互動關係。公司對投資者關係維護逐步形成了具有CMEC特色的體系架構。去年12月，公司榮獲「中國證券金紫荊獎」。該獎項由香港大公報聯合海內外證券行業協會、監管部門、金融專家及財經媒體共同評選，在海內外享有較高榮譽。

Management Discussion and Analysis

管理層討論與分析

2. Promoting Refining Management and Institution Building to Provide Protection for Business Development

In order to meet the needs of business development under new situation, the Company further strengthened refining management, fully neatened current rules and regulations, and edited and released “Rules and Regulations Compilation (2014) (規章制度文件匯編 (2014))”. By the end of last December, the amendment and improvement to a total of 163 rules and regulations have been completed by the Company, and 24 new rules and regulations have been formulated and promulgated. In response to the new risks under new situation, the Company has developed a series of compliance management systems, which laid the foundation for prevention and punishment of violation and fraud, as well as establishment and safeguarding the lawful and compliant operation.

G. Deepening Corporate Social Responsibility and Improving Brand Building

In September 2014, the Company successfully held a press conference for its first social responsibility report, which had a great impact at home and abroad, and in the community, and further deepened the corporate responsibility identity of CMEC. The report was awarded “2014 Outstanding Award for the First Corporate Social Responsibility Report (2014年優秀企業社會責任報告首發獎)” by WTO Guide. In respect of brand building, the Company developed a brand strategy planning, and actively participated in the brand valuation organized by the General Administration of Quality Supervision, Inspection and Quarantine of the PRC, ranking among top ten in the relevant industry.

2. 推進精細化管理和制度建設，為業務發展提供保障

為適應新形勢下業務發展的需要，公司進一步加大精細化管理力度，對現行規章制度進行了全面梳理，編製發佈了《規章制度文件匯編(2014)》。截至去年12月底，公司共完成對163個規章制度的修訂完善工作，新制定發佈24項規章制度。針對新形勢下的新風險，公司制定了一系列合規管理制度，為防範並懲治違規、舞弊行為，建立並維護公司依法、合規經營奠定了基礎。

G. 深化企業社會責任，完善品牌建設

2014年9月，公司成功召開了首份社會責任報告發佈會，該發佈會在國內外、社會各界產生較大影響，進一步深化了CMEC企業責任形象。該報告獲WTO經濟導刊「2014年優秀企業社會責任報告首發獎」。在品牌建設方面，公司擬定了品牌戰略規劃，積極參與由國家質量監督檢驗檢疫總局組織的企業品牌價值評估，並在相關行業排名中進入前十。

Management Discussion and Analysis

管理層討論與分析

III. FINANCIAL POSITION AND OPERATING RESULTS

The following discussion should be read in conjunction with the financial statements of the Group together with the accompanying notes included in this results announcement and other sections therein.

1. Overview

The Group's profitability improved in 2014. Profit for the year increased by 6.9% to RMB2,096.2 million in 2014 compared to RMB1,960.2 million in 2013. Profit attributable to the Shareholders amounted to RMB2,096.9 million in 2014.

2. Revenue

The Group generated its revenue from the International Engineering Contracting Business, Trading Business and Other Businesses.

III. 財務狀況及經營業績

在閱讀下述討論時，請一併參閱包含在本業績公告及其他章節中本集團的財務報表及附註。

1. 概覽

本集團的盈利於2014年有所改善。2014年年內溢利為人民幣2,096.2百萬元，較2013年的人民幣1,960.2百萬元增長6.9%。2014年歸屬於股東溢利為人民幣2,096.9百萬元。

2. 收入

本集團的收入來自國際工程承包業務、貿易業務及其他業務。



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The following table sets out, for the periods indicated, the amount and percentage of our total revenue by each of our three business segments:

下表載列於所示期間三個業務分部各自的金額及佔總收入的百分比：

		Year ended December 31, 截至12月31日止年度			
		2014 2014年		2013 2013年	
		(RMB million) (人民幣 百萬元)	(%) (%)	(RMB million) (人民幣 百萬元)	(%) (%)
International Engineering Contracting Business	國際工程承包業務				
Power	電力能源	11,277.7	49.0%	12,265.6	57.2%
Transportation	交通運輸	1,859.2	8.1%	829.9	3.9%
Telecommunications	電子通訊	408.5	1.8%	800.4	3.7%
Non-Core Sectors	非核心行業	1,915.4	8.3%	1,489.7	7.0%
Trading Business	貿易業務				
International trade	國際貿易	4,488.2	19.5%	3,997.0	18.6%
Domestic trade	國內貿易	1,954.7	8.5%	910.8	4.3%
Other Businesses	其他業務	1,104.0	4.8%	1,132.9	5.3%
Total	總計	23,007.7	100%	21,426.3	100%



Management Discussion and Analysis

管理層討論與分析

1) International Engineering Contracting Business

The Group's revenue generated from the International Engineering Contracting Business increased by 0.5% to RMB15,460.8 million in 2014 compared to RMB15,385.6 million in 2013, keeping stable compared with the previous year.

The revenue generated from the power sector decreased by 8.1% to RMB11,277.7 million in 2014 as compared to RMB12,265.6 million in 2013, primarily due to the significant progress of the power station projects in Europe in 2013 with higher revenue as compared with 2014.

The revenue generated from the transportation sector increased by 124% to RMB1,859.2 million in 2014 as compared to RMB829.9 million in 2013, primarily due to the commencement of the construction of the railway projects in South America in the second half of 2014.

The revenue generated from the telecommunications sector decreased by 49.0% to RMB408.5 million in 2014, as compared to RMB800.4 million in 2013, primarily due to the significant progress of the telecommunications projects in Asia in 2013 with higher revenue as compared with 2014.

The revenue generated from the non-Core Sectors increased by 28.6% to RMB1,915.4 million in 2014 as compared to RMB1,489.7 million in 2013, primarily due to the significant progress of the construction of apartment projects in North America and the medical and educational projects in Africa.

1) 國際工程承包業務

2014年，本集團的國際工程承包業務收入為人民幣15,460.8百萬元，而2013年則為人民幣15,385.6百萬元，增幅為0.5%，與上年相比保持穩定。

2014年電力能源行業收入為人民幣11,277.7百萬元，比2013年人民幣12,265.6百萬元下降8.1%，主要由於歐洲的電站項目於2013年取得較大進展，與2014年相比取得收入較多。

2014年交通運輸行業收入為人民幣1,859.2百萬元，比2013年人民幣829.9百萬元增加124%，主要由於南美洲的鐵路項目於2014年下半年開始建設。

2014年電子通訊行業收入為人民幣408.5百萬元，而2013年為人民幣800.4百萬元，減少49.0%，主要是位於亞洲的電子通訊項目於2013年進度較高，與2014年相比取得收入較多。

2014年非核心行業收入為人民幣1,915.4百萬元，比2013年人民幣1,489.7百萬元增加28.6%，主要是由於北美洲的公寓建設項目、非洲的醫療和教育項目取得較大進展。

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2) Trading Business

The Group's revenue generated from the Trading Business increased by 31.3% to RMB6,442.9 million in 2014 compared to RMB4,907.8 million in 2013, primarily due to the increase in the revenue from both international trade and domestic trade.

The revenue generated from international trade increased by 12.3% to RMB4,488.2 million in 2014 as compared to RMB3,997.0 million in 2013, primarily due to the increase in the trading volume exported to the United States and Asia.

The revenue generated from domestic trade increased by 114.6% to RMB1,954.7 million in 2014 as compared to RMB910.8 million in 2013, primarily due to the increase in sales of metal products.

3) Other Businesses

The Group's revenue generated from the Other Businesses decreased by 2.6% to RMB1,104.0 million in 2014 compared to RMB1,132.9 million in 2013, primarily due to the combined effect of the decrease in revenue generated from export and import agency business and design services of the Group and the increase in revenue from other services.

3. Cost of sales

The Group's cost of sales increased by 8.9% to RMB19,257.4 million in 2014 compared to RMB17,683.8 million in 2013, primarily due to the increase in trading volume, as well as the increase in both revenue and costs from trading business.

2) 貿易業務

2014年，本集團的貿易業務收入為人民幣6,442.9百萬元，而2013年則為人民幣4,907.8百萬元，增幅為31.3%，主要由於國際貿易收入和國內貿易收入均有所增長。

2014年，國際貿易收入為人民幣4,488.2百萬元，比2013年人民幣3,997.0百萬元增加12.3%，主要原因是出口美國以及亞洲的貿易業務量增加。

2014年，國內貿易收入為人民幣1,954.7百萬元，比2013年人民幣910.8百萬元增加114.6%，主要由於金屬制品銷售額增加。

3) 其他業務

2014年，本集團的其他業務收入為人民幣1,104.0百萬元，而2013年則為人民幣1,132.9百萬元，降幅為2.6%，主要由於本集團的進出口代理業務以及設計服務收入減少和其他服務收入增加的綜合影響。

3. 銷售成本

2014年，本集團的銷售成本為人民幣19,257.4百萬元，而2013年則為人民幣17,683.8百萬元，增幅為8.9%，主要是由於貿易業務量增加，貿易業務收入成本同時均有所增加。

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4. Gross Profit and Gross Profit Margin

(i) Gross profit of the Group in 2014 consists of the following:

4. 毛利及毛利率

(i) 2014年本集團毛利構成情況如下：

		Year ended December 31, 截至12月31日止年度			
		2014 2014年		2013 2013年	
		(RMB million) (人民幣 百萬元)	(%)	(RMB million) (人民幣 百萬元)	(%)
International Engineering Contracting Business	國際工程承包業務				
Power	電力能源	2,641.3	70.4%	2,850.2	76.2%
Transportation	交通運輸	238.4	6.3%	93.9	2.5%
Telecommunications	電子通訊	40.0	1.1%	87.3	2.3%
Non-Core Sectors	非核心行業	175.0	4.7%	116.0	3.1%
Trading Business	貿易業務				
International trade	國際貿易	257.7	6.9%	247.9	6.6%
Domestic trade	國內貿易	44.4	1.2%	32.7	0.9%
Other Businesses	其他業務	353.6	9.4%	314.5	8.4%
Total	總計	3,750.4	100%	3,742.5	100%

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(ii) Gross profit margins of the Group in 2014 are set out in the following table:

(ii) 2014年本集團毛利率載於下表：

		Year ended December 31, 截至12月31日止年度	
		2014 2014年 (%)	2013 2013年 (%)
International Engineering Contracting Business	國際工程承包業務	20.0%	20.5%
Power	電力能源	23.4%	23.2%
Transportation	交通運輸	12.8%	11.3%
Telecommunications	電子通訊	9.8%	10.9%
Non-Core Sectors	非核心行業	9.1%	7.8%
Trading Business	貿易業務	4.7%	5.7%
International trade	國際貿易	5.7%	6.2%
Domestic trade	國內貿易	2.3%	3.6%
Other Businesses	其他業務	32.0%	27.8%
Total	總計	16.3%	17.5%

The Group's gross profit increased by 0.2% to RMB3,750.4 million in 2014 compared to RMB3,742.5 million in 2013. This increase is mainly attributable to the increase in gross profit from the transportation sector.

2014年，本集團的毛利為人民幣3,750.4百萬元，而2013年則為人民幣3,742.5百萬元，增幅為0.2%。此增幅主要由於交通運輸行業的毛利增加。

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1) International Engineering Contracting Business

(a) Gross Profit

The gross profit generated from the International Engineering Contracting Business decreased by 1.7% to RMB3,094.7 million in 2014 as compared to RMB3,147.4 million in 2013, primarily due to the decrease in gross profit from the power sector.

The gross profit generated from the power sector decreased by 7.3% to RMB2,641.3 million in 2014 as compared to RMB2,850.2 million in 2013, primarily due to the significant progress of the power station projects in Europe in 2013 with higher revenue as compared with 2014.

The gross profit generated from the transportation sector increased by 153.9% to RMB238.4 million in 2014 as compared to RMB93.9 million in 2013, primarily due to the commencement of the construction of the railway projects in South America in the second half of 2014.

The gross profit generated from the telecommunications sector decreased by 54.2% to RMB40.0 million in 2014 as compared to RMB87.3 million in 2013, primarily due to the significant progress of the telecommunications projects in Asia in 2013.

1) 國際工程承包業務

(a) 毛利

2014年，國際工程承包業務毛利為人民幣3,094.7百萬元，而2013年則為人民幣3,147.4百萬元，減少1.7%，主要是由於電力能源行業毛利減少。

2014年，電力能源行業毛利為人民幣2,641.3百萬元，而2013年為人民幣2,850.2百萬元，減少7.3%，主要因為位於歐洲的電站項目於2013年取得較大進展，與2014年相比取得收入較多。

2014年，交通運輸行業毛利為人民幣238.4百萬元，而2013年為人民幣93.9百萬元，增加153.9%，主要因為南美洲的鐵路項目於2014年下半年開始建設。

2014年，電子通訊行業毛利為人民幣40.0百萬元，而2013年為人民幣87.3百萬元，降低54.2%，主要由於我們位於亞洲的電子通訊項目2013年進度較高。

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The gross profit generated from the non-Core Sectors increased by 50.9% to RMB175.0 million in 2014 as compared to RMB116.0 million in 2013, primarily due to the significant progress of the construction of apartment projects in North America and the medical and educational projects in Africa.

(b) Gross Profit Margin

The gross profit margin generated from the International Engineering Contracting Business slightly decreased to 20.0% in 2014 as compared to 20.5% in 2013, primarily due to the decrease in gross profit from the power sector.

The gross profit margin generated from the power sector was 23.4% in 2014 as compared to 23.2% in 2013, remaining largely stable.

The gross profit margin generated from the transportation sector increased to 12.8% in 2014 as compared to 11.3% in 2013, primarily due to the higher gross profit margin of the road projects in Africa, which commenced construction in 2014, as compared to that in 2013.

The gross profit margin generated from the telecommunications sector slightly decreased to 9.8% in 2014 as compared to 10.9% in 2013, primarily due to the completion of the construction of a telecommunications project in Africa in 2013 which had a relatively higher gross profit margin.

2014年，非核心行業毛利為人民幣175.0百萬元，比2013年的人民幣116.0百萬元增加50.9%，主要由於北美洲的公寓建設項目、非洲的醫療和教育項目取得較大進展。

(b) 毛利率

2014年，國際工程承包業務毛利率小幅下降至20.0%，而2013年則為20.5%，主要由於電力能源行業的毛利下降。

2014年，電力能源行業毛利率為23.4%，2013年則為23.2%，維持基本穩定。

2014年，交通運輸行業毛利率增至12.8%，而2013年則為11.3%，主要由於2014年開始建設的位於非洲的公路項目毛利率相對高於2013年水平。

2014年，電子通訊行業毛利率小幅降至9.8%，而2013年則為10.9%，主要由於位於某非洲毛利率相對較高的通訊項目於2013年完工。

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The gross profit margin generated from the non-Core Sectors increased to 9.1% in 2014 as compared to 7.8% in 2013, primarily due to the significant progress of the education facilities in Africa with relatively higher gross profit margin, as well as the urban water supply and sewage treatment projects in 2014.

2014年，非核心行業毛利率增至9.1%，而2013年則為7.8%，主要由於相對較高毛利率的非洲教育設施項目、城市供水及污水處理項目於2014年有較大進展。

2) Trading Business

2) 貿易業務

(a) Gross Profit

(a) 毛利

The gross profit generated from the Trading Business increased by 7.7% to RMB302.1 million in 2014 as compared to RMB280.6 million in 2013, primarily due to the increase in gross profit from both international trade and domestic trade.

2014年，貿易業務毛利為人民幣302.1百萬元，比2013年的人民幣280.6百萬元增加7.7%，主要由於國際貿易和國內貿易的毛利均有所增長。

The gross profit generated from international trade increased by 4.0% to RMB257.7 million in 2014 as compared to RMB247.9 million in 2013, primarily due to the increase in trading volume in Asia.

2014年，國際貿易業務毛利為人民幣257.7百萬元，比2013年的人民幣247.9百萬元增加4.0%，主要由於位於亞洲的貿易業務量增長。

The gross profit generated from domestic trade increased by 35.8% to RMB44.4 million in 2014 as compared to RMB32.7 million in 2013, primarily due to the increase in metal products trading volume.

2014年，國內貿易業務毛利為人民幣44.4百萬元，比2013年的人民幣32.7百萬元增加35.8%，主要是由於金屬制品貿易業務量增長。

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(b) Gross Profit Margin

The gross profit margin generated from the Trading Business decreased to 4.7% in 2014 as compared to 5.7% in 2013, primarily due to the lower gross profit margin of both international trade and domestic trade.

The gross profit margin generated from international trade decreased to 5.7% in 2014 as compared to 6.2% in 2013, primarily due to the lower gross profit margin of international trade as a result of weak demand for international trade.

The gross profit margin generated from domestic trade decreased to 2.3% in 2014 as compared to 3.6% in 2013, primarily due to the decrease in gross profit margin from domestic trade as a result of fierce competition in China.

3) Other Businesses

(a) Gross Profit

The gross profit generated from the Other Businesses increased by 12.4% to RMB353.6 million in 2014 as compared to RMB314.5 million in 2013, primarily due to the increase in revenue from advisory services as compared to that in 2013.

(b) Gross Profit Margin

The gross profit margin generated from the Other Businesses increased to 32.0% in 2014 as compared to 27.8% in 2013, primarily due to the increase in advisory service business with relatively higher gross profit margin.

(b) 毛利率

2014年，貿易業務毛利率降至4.7%，而2013年則為5.7%，主要由於國際貿易和國內貿易的毛利率均有所降低。

2014年，國際貿易業務毛利率降至5.7%，而2013年則為6.2%，主要由於國際貿易需求不旺盛導致國際貿易的毛利率下降。

2014年，國內貿易業務毛利率降至2.3%，而2013年則為3.6%，主要是由於國內競爭激烈導致國內貿易的毛利率下降。

3) 其他業務

(a) 毛利

2014年，其他業務毛利為人民幣353.6百萬元，比2013年的人民幣314.5百萬元增加12.4%，主要由於諮詢服務收入較上年同期有所增加。

(b) 毛利率

2014年，其他業務毛利率上升至32.0%，而2013年則為27.8%，主要由於具有相對較高毛利率的諮詢服務業務有所增加。

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5. Other revenue

The Group's other revenue increased by 19.4% to RMB14.8 million in 2014 as compared to RMB12.4 million in 2013. This category of revenue remained relatively stable.

6. Other income and expenses, net

The Group's other income and expenses, net decreased by 126.4% to RMB(93.4) million in 2014 as compared to income of RMB353.5 million in 2013. This decrease is mainly attributable to the increase in net losses from changes in fair value of foreign currency forward contracts.

7. Selling and marketing expenses

The Group's selling and marketing expenses decreased by 3.6% to RMB1,115.9 million in 2014 as compared to RMB1,157.7 million in 2013, primarily due to the slight decrease in transportation costs, operating and other expenses.

8. Administrative expenses

The Group's administrative expenses decreased by 4.2% to RMB533.6 million in 2014 compared to RMB557.0 million in 2013. Travel expenses, office and other expenditures were slightly decreased.

9. Other operating expenses

The Group's other operating expenses decreased by 174.0% to RMB(48.5) million in 2014 as compared to RMB65.5 million in 2013. This decrease is mainly attributable to the decrease in impairment losses on receivables as compared to that in 2013.

5. 其他收入

2014年，本集團的其他收入為人民幣14.8百萬元，而2013年則為人民幣12.4百萬元，增幅為19.4%。該類收入保持相對穩定。

6. 其他收支淨額

2014年，本集團的其他收支淨額為人民幣(93.4)百萬元，而2013年則為收入人民幣353.5百萬元，降幅為126.4%。此降幅主要由於遠期外匯合同公允值變動的淨損失增加。

7. 銷售及市場營銷開支

2014年，本集團的銷售及市場營銷開支為人民幣1,115.9百萬元，而2013年則為人民幣1,157.7百萬元，降幅為3.6%。主要由於運輸費用、業務經費等略有下降。

8. 行政開支

2014年，本集團的行政開支為人民幣533.6百萬元，而2013年則為人民幣557.0百萬元，降幅為4.2%。差旅費用、辦公費用等略有下降。

9. 其他經營開支

2014年，本集團的其他經營開支為人民幣(48.5)百萬元，而2013年則為人民幣65.5百萬元，降幅為174.0%。此降幅主要由於應收款項減值虧損較2013年減少。

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10. Profit from operations

The Group's profit from operations decreased by 11.0% to RMB2,071.0 million in 2014 as compared to RMB2,328.1 million in 2013, primarily due to the increase in net losses from changes in fair value of the foreign currency forward exchange contracts.

11. Finance income/finance expenses

The Group's finance income decreased by 2.7% to RMB717.7 million in 2014 as compared to RMB737.9 million in 2013, primarily due to the decrease in interest income.

The Group's finance expenses decreased by 87.4% to RMB50.6 million in 2014 as compared to RMB401.7 million in 2013, primarily due to the decrease in foreign exchange losses.

As a result, the Group's net finance income increased by 98.4%, amounting to RMB667.1 million in 2014 as compared to the net finance income of RMB336.2 million in 2013.

12. Income tax

The Group's income tax decreased by 8.8% to RMB641.9 million in 2014 as compared to RMB703.9 million in 2013. This decrease is mainly due to tax effects of the utilization in the year of unused taxation losses and deductible temporary differences not recognized in the previous year.

10. 經營溢利

2014年，本集團的經營溢利為人民幣2,071.0百萬元，而2013年則為人民幣2,328.1百萬元，降幅為11.0%。主要由於遠期外匯合同公允值變動的淨損失增加。

11. 財務收入／財務開支

2014年，本集團的財務收入為人民幣717.7百萬元，而2013年則為人民幣737.9百萬元，降幅為2.7%。主要由於利息收入的減少。

2014年，本集團的財務開支為人民幣50.6百萬元，而2013年則為人民幣401.7百萬元，降幅為87.4%。主要由於外匯損失的減少。

因此，2014年，本集團的財務收入淨額為人民幣667.1百萬元，而2013年為財務淨收入人民幣336.2百萬元，增幅為98.4%。

12. 所得稅

2014年，本集團的所得稅為人民幣641.9百萬元，而2013年則為人民幣703.9百萬元，降幅為8.8%。此降幅主要由於本年度使用以前年度未使用稅項虧損及未確認可抵押暫時差額的稅務影響。

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13. Profit for the year

As a result of the foregoing, the Group's net profit for the year increased by 6.9% to RMB2,096.2 million in 2014 as compared to RMB1,960.2 million in 2013 and its net profit margin was 9.11% in 2014 as compared to 9.15% in 2013.

14. Profit attributable to the Shareholders

The profit attributable to the Shareholders increased by 7.0% to RMB2,096.9 million in 2014 compared to RMB1,959.3 million in 2013.

15. Profit attributable to the holders of non-controlling interests

The profit attributable to the holders of non-controlling interests of the Group decreased by 170% to RMB(0.7) million in 2014 as compared to profit of RMB1.0 million in 2013.

16. Major investment

The Group made no major investment during the year of 2014.

17. Major acquisition and disposals

The Group made no major acquisition during the year of 2014.

18. Significant Events

Please see the paragraphs headed "II. BUSINESS OVERVIEW – D. Significant Events and Business Achievements" on pages 32 to 35 of this annual report.

13. 年內溢利

由於上文所述，2014年，本集團的年內淨溢利為人民幣2,096.2百萬元，而2013年則為人民幣1,960.2百萬元，增幅為6.9%，其於2014年的淨溢利率為9.11%，而2013年則為9.15%。

14. 歸屬於股東溢利

2014年，歸屬於股東溢利為人民幣2,096.9百萬元，而2013年則為人民幣1,959.3百萬元，增幅為7.0%。

15. 歸屬於非控股權益持有人溢利

2014年，歸屬於本集團非控股權益持有人溢利為人民幣(0.7)百萬元，而2013年則為溢利人民幣1.0百萬元，降幅為170%。

16. 重大投資

2014年度內，本集團並無重大投資事宜。

17. 重大收購及出售

2014年度內，本集團並無重大收購事宜。

18. 重大事項

請參閱本年報第32至35頁「II. 業務概覽 – D. 重大事件和業務成果」一段。

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IV. LIQUIDITY

Our principal sources of funds have been cash generated from operations and various short-term and long-term bank borrowings and lines of credit, as well as equity contributions from Shareholders. Our liquidity requirements derive primarily from our working capital needs, purchases of fixed assets and the servicing of our indebtedness.

We have historically met our working capital and other liquidity requirements principally from cash generated from operations, while financing the remainder primarily through bank borrowings and proceeds from the Listing.

1. Cash Flows

The following table sets forth a summary of our cash flows for the year ended December 31, 2014, with the comparing figures for the year ended December 31, 2013:

Net cash generated from/(used in) operating activities	經營活動產生/(所用)的現金淨額
Net cash (used in)/generated from investing activities	投資活動(所用)/產生的現金淨額
Net cash used in financing activities	融資活動所用的現金淨額
Net increase in cash and cash equivalents	現金及現金等價物增加淨額
Cash and cash equivalents at the beginning of the year	年初的現金及現金等價物
Effect of foreign exchange rate changes	匯率變動的影響
Cash and cash equivalents at the end of the year	年末的現金及現金等價物

IV. 流動資金

我們的資金主要來自經營所產生的現金、各種短期及長期銀行借貸及信用額度以及股東注資。我們的流動資金需求主要來自營運資金的需要、購買固定資產及償還我們的債務。

一直以來，我們主要靠經營活動所得現金來滿足營運資金及其他流動資金需求，而剩餘金額主要通過銀行借貸和上市籌措。

1. 現金流量

下表載列截至2014年12月31日止年度我們的現金流量概況，以及截至2013年12月31日止年度的比較數字：

For the year ended December 31,
截至12月31日止年度

2014	2013
2014年	2013年
<i>RMB million</i>	<i>RMB million</i>
人民幣百萬元	人民幣百萬元

4,110.8	(499.9)
(290.5)	3,228.9
(536.8)	(131.9)
3,283.5	2,597.1
14,550.2	12,089.4
(41.2)	(136.3)
17,792.5	14,550.2

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As at December 31, 2014, the Group's cash and cash equivalents amounted to RMB17,792.5 million, compared to RMB14,550.2 million as at December 31, 2013, representing an increase of 22.28%. The main source of the Group's operating capital is the increase in receipts in advance for engineering projects.

2. Cash Flows from Operating Activities

For the year ended December 31, 2014, we had net cash generated from operating activities of RMB4,110.8 million. Net cash inflow generated from operating activities was mainly attributable to changes in working capital, which resulted in a cash inflow of RMB2,386.6 million in 2014. The changes in working capital mainly included (i) an increase in receipts in advance of RMB2,148.5 million, (ii) an increase in trade and other payables of RMB1,520.9 million, (iii) an increase in trade and other receivables of RMB1,371.7 million, and (iv) a decrease in receivables for construction contracts of RMB135.2 million. In 2014, cash generated from profit from operations amounted to RMB2,421.8 million, cash inflow from changes in working capital was RMB2,386.6 million and income tax paid was RMB697.6 million, which resulted in net cash inflow generated from operating activities of RMB4,110.8 million.

3. Cash Flows from Investing Activities

For the year ended December 31, 2014, our net cash used in investing activities was RMB(290.5) million. Our cash outflow from investing activities mainly consisted of (i) payments for acquisition of property, plant and equipment of RMB295.6 million, (ii) an increase in cash investment in time deposits of RMB548.0 million. Such amount was partially offset by interest income received of RMB520.0 million.

於2014年12月31日，本集團持有現金及現金等價物為人民幣17,792.5百萬元，而於2013年12月31日則為人民幣14,550.2百萬元，增幅為22.28%。本集團的業務資金來源主要為工程項目預收款的增加。

2. 來自經營活動的現金流量

截至2014年12月31日止年度，我們經營活動產生的現金淨額為人民幣4,110.8百萬元。經營活動產生的現金淨流入主要原因是營運資金的變動影響，2014年營運資金變動致使現金流入人民幣2,386.6百萬元。營運資金變動主要包括(i)預收款項增加人民幣2,148.5百萬元、(ii)貿易及其他應付款項增加人民幣1,520.9百萬元、(iii)貿易及其他應收款項增加人民幣1,371.7百萬元及(iv)建造合同應收款項減少人民幣135.2百萬元。2014年經營溢利產生的現金為人民幣2,421.8百萬元，營運資金變動現金流入人民幣2,386.6百萬元，支付所得稅人民幣697.6百萬元，因此經營活動產生的現金淨流入為人民幣4,110.8百萬元。

3. 來自投資活動的現金流量

截至2014年12月31日止年度，我們投資活動所用的現金淨額為人民幣(290.5)百萬元。我們投資活動的現金流出主要包括(i)支付收購物業、廠房及設備的款項人民幣295.6百萬元，(ii)投資於定期存款的現金增加人民幣548.0百萬元。部份該等金額已由已收取利息收入人民幣520.0百萬元所抵銷。

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4. Cash Flows from Financing Activities

For the year ended December 31, 2014, our net cash used in financing activities was RMB(536.8)million. Our cash inflow from financing activities primarily consisted of proceeds from borrowings of RMB653.4 million. Such amount was partially offset by (i) repayment of borrowings from banks of RMB401.9 million and (ii) dividends paid to Shareholders of RMB783.9 million.

5. Capital Expenditures and Capital Commitments

Our capital expenditures consisted primarily of the purchase of buildings, certain equipments, investment properties, lease prepayments and intangible assets. In 2014, the Group's capital expenditure was RMB251.6 million, representing an increase of 262.5% as compared to RMB69.4 million in 2013, mainly due to satisfactory progress made in the construction of infrastructure projects of fixed assets.

Our capital commitments mainly include the value of contracts signed but not yet completed and the value of contracts not yet signed but the budget of which have been authorized. In 2014, the capital commitments of the Group was RMB1,987.6 million, representing an increase of approximately 15.4% as compared with RMB1,721.9 million in 2013. It was mainly attributed to certain adjustment to the budget of the Group's infrastructure projects of fixed assets in China.

4. 來自融資活動的現金流量

截至2014年12月31日止年度，我們融資活動所用的現金淨額為人民幣(536.8)百萬元。我們融資活動的現金流入主要包括借貸所得款項人民幣653.4百萬元。部份該等金額已由(i)償還銀行借貸人民幣401.9百萬元及(ii)派付人民幣783.9百萬元股息予股東所抵銷。

5. 資本開支和資本承擔

我們的資本開支主要包括購買樓宇、特定設備、投資物業、預付租賃款項及無形資產。2014年，本集團的資本開支為人民幣251.6百萬元，而2013年則為人民幣69.4百萬元，增幅為262.5%，主要由於固定資產基建項目實施取得一定進展。

我們的資本承擔主要包括在建工程項下已簽訂合同但尚未執行完的合同款項以及預算已批准但尚未簽訂合同的款項。2014年，本集團的資本承擔為人民幣1,987.6百萬元，較2013年的人民幣1,721.9百萬元增加約15.4%，主要由於本集團位於中國的固定資產基建項目預算有一定調整。

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6. Working Capital

(a) Trade and other receivables

Our trade and other receivables primarily consist of trade and bill receivables, advances to suppliers, other receivables related to agency services and amount due from or advances to fellow subsidiaries.

The following table sets forth the turnover days of the average trade receivables for Trading Business and the turnover days of the average trade payables of the Company for the year ended December 31, 2014 and 2013.

The turnover days of the average trade receivables for Trading Business (Note 1)	貿易業務平均貿易應收款項的週轉天數 (附註1)	56	89
The turnover days of the average trade payables (Note 2)	平均貿易應付款項的週轉天數 (附註2)	216	207

Note 1: The average trade receivables for the Trading Business are the sum of opening balance and the closing balance of trade receivables for the Trading Business divided by two. The turnover days of the average trade receivables for the Trading Business are the average trade receivables for the Trading Business divided by revenue of the Trading Business and multiplied by 360.

Note 2: The average trade payables are the sum of opening balance and the closing balance of trade payables divided by two. The turnover days of the average trade payables are the average trade payables divided by cost of sales and multiplied by 360.

6. 營運資金

(a) 貿易及其他應收款項

我們的貿易及其他應收款項主要包括貿易應收款項及應收票據、向供貨商預付款、代理服務相關的其他應收款項及應收或墊付同系附屬公司款項。

下表載列於截至2014年及2013年12月31日止年度本公司貿易業務平均貿易應收款項及平均貿易應付款項的週轉天數。

For the year ended December 31, 截至12月31日止年度

2014	2013
2014年	2013年
days	days
天數	天數

附註1：貿易業務平均貿易應收款項乃將貿易業務貿易應收款項年初結餘與年末結餘的總和再除二得出。貿易業務平均貿易應收款項的週轉天數乃將貿易業務平均貿易應收款項除以貿易業務收入再乘以360得出。

附註2：平均貿易應付款項乃將貿易應付款項年初結餘與年末結餘的總和再除二得出。平均貿易應付款項的週轉天數乃將平均貿易應付款項除以銷售成本再乘以360得出。

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The following table sets forth the aging analysis of trade and bills receivables (net of allowance of doubtful debts) based on the invoice date as at December 31, 2014 and 2013.

下表載列於2014年及2013年12月31日貿易應收款項及應收票據(扣除呆賬撥備)按發票日期的賬齡分析。

		As at December 31,	
		於12月31日	
		2014	2013
		2014年	2013年
		(RMB million)	(RMB million)
		(人民幣百萬元)	(人民幣百萬元)
Within 3 months	3個月以內	1,938.3	1,306.5
3 months to 6 months	3個月至6個月	511.7	218.5
6 months to 1 year	6個月至1年	554.8	301.8
Over 1 year	1年以上	873.7	532.4
		3,878.5	2,359.2

The Group's credit policies with its customers for the year ended December 31, 2014 remained consistent as that for the year ended December 31, 2013. We continually enhanced our management of trade and bills receivables to reduce the exposure to doubtful debts. In addition, we made allowance for doubtful debts after fully considering the nature of trade and bills receivables and their collectability. As at December 31, 2014, allowance provided for doubtful debts for our trade and bills receivables amounted to RMB543.3 million, accounting for 12.3% of our trade and bills receivables, as compared to RMB461.3 million, accounting for 16.4% of our trade and bills receivables as at December 31, 2013. The increase in allowance for doubtful debt from 2013 to 2014 was primarily due to the provision we made in connection with certain trade and bills receivables from our International Engineering Contracting Business and Trading Business as a result of evidences of significant financial difficulties of debtors that came into our attention.

截至2014年12月31日止年度，本集團與其客戶的信貸政策與截至2013年12月31日止年度相同。我們不斷加強貿易應收款項及應收票據的管理，以求減低所承擔的呆賬風險。此外，充分考慮貿易應收款項及應收票據的性質及其可收回金額後，我們就呆賬計提撥備。於2014年12月31日，我們就貿易應收款項及應收票據所作的呆賬撥備為人民幣543.3百萬元，佔我們貿易應收款項及應收票據的12.3%，而於2013年12月31日則為人民幣461.3百萬元，佔我們貿易應收款項及應收票據的16.4%。2013年至2014年呆賬撥備增加主要由於我們因得悉有證據顯示債務人出現嚴重財困而就國際工程承包業務及貿易業務的若干貿易應收款項及應收票據計提撥備。

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(b) Trade and other payables

Our trade and other payables primarily consist of trade and bills payables, other payables related to agency services, accrued salaries, wages and benefits and amounts due to fellow subsidiaries.

The following table sets forth the aging analysis of our trade and bills payables based on the invoice date as at December 31, 2014 and 2013:

		As at December 31, 於12月31日	
		2014	2013
		2014年	2013年
		(RMB million)	(RMB million)
		(人民幣百萬元)	(人民幣百萬元)
Within 3 months	3個月以內	3,886.2	4,707.0
3 months to 6 months	3個月至6個月	1,323.6	761.4
6 months to 1 year	6個月至1年	3,168.0	534.1
Over 1 year	1年以上	4,011.9	4,770.4
		12,389.7	10,772.9

The Group's credit policies with its suppliers for the year ended December 31, 2014 remained the same as that for the year ended December 31, 2013.

(b) 貿易及其他應付款項

我們的貿易及其他應付款項主要包括貿易應付款項及應付票據、代理服務相關的其 他應付款項、應計薪金、工資及福利及欠同系附屬公司款項。

下表載列於2014年及2013年12月31日我們貿易應付款項及應付票據按發票日期的賬齡分析：

截至2014年12月31日止年度，本集團與其供應商的信貸政策與截至2013年12月31日止年度相同。

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V. INDEBTEDNESS

1. Borrowings

Our consolidated borrowings as at December 31, 2013 and 2014 for the purpose of calculating the indebtedness of our Group were as follows:

V. 債務

1. 借貸

於2013年及2014年12月31日，我們用以計算本集團債務的合併借貸如下：

		As at December 31, 於12月31日	
		2014	2013
		2014年	2013年
		<i>RMB million</i>	<i>RMB million</i>
		人民幣百萬元	人民幣百萬元
Current:	流動：		
Short-term borrowings	短期借貸		
Bank loans	銀行貸款		
unsecured	無擔保	4.3	16.9
secured	有擔保	129.2	145.7
Subtotal	小計	133.5	162.6
Add: current portion of long-term borrowings	加：長期借貸的 流動部份	72.2	71.7
Subtotal	小計	205.7	234.3
Non-current:	非流動：		
Long-term borrowings	長期借貸		
Bank loans	銀行貸款		
unsecured	無擔保	106.0	2.7
secured	有擔保	326.0	148.6
Subtotal	小計	432.0	151.3
Less: current portion of long-term borrowings	減：長期借貸的 流動部份	72.2	71.7
Subtotal	小計	359.8	79.6
Total	總計	565.5	313.9

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Our short-term borrowings primarily include credit borrowings, mortgage borrowings and guarantee borrowings from commercial banks and other financial institutions. As at December 31, 2014, our short-term borrowings (including the current portion of long-term borrowings) amounted to RMB205.7 million, accounting for 36.4% of our total borrowings.

Our long-term borrowings primarily included pledge borrowings from commercial banks and other financial institutions. These included bank borrowings related to projects financed by export seller's credit, with the total balance of such borrowings (including the current portion) amounting to approximately RMB432.0 million as at December 31, 2014. As at December 31, 2014, our long-term borrowings (excluding the current portion) amounted to RMB359.8 million, accounting for 63.6% of our total borrowings. The increase in our interest-bearing borrowings to RMB565.5 million as at December 31, 2014 was primarily due to the increase in bank borrowings as a result of undertaking the projects financed by export seller's credit by China Everbest Development International Limited, a subsidiary of the Company.

As at December 31, 2014, certain of the Group's borrowings were secured by certain of the Group's buildings with an aggregate net book value of RMB4,332,728.20 and bank deposits of RMB222,078,442.86.

As at December 31, 2013, certain of the Group's borrowings were secured by certain of the Group's buildings with an aggregate net book value of RMB4,697,617.05 and bank deposits of RMB154,029,930.46.

All borrowings were denominated in RMB and were subject to interest rates ranged from 1.25% to 6.72% per annum.

短期借貸主要包括來自商業銀行及其他金融機構的信用借貸、抵押借貸及擔保借貸。於2014年12月31日，我們的短期借貸（包括長期借貸的流動部份）為人民幣205.7百萬元，佔我們的借貸總額36.4%。

長期借貸主要包括來自商業銀行及其他金融機構的抵押借貸。該等借貸包括與由出口賣方信貸融資的項目有關的銀行借貸，於2014年12月31日，該等借貸（包括流動部份）的結餘總額約為人民幣432.0百萬元。於2014年12月31日，不包括流動部份的長期借貸為人民幣359.8百萬元，佔我們借貸總額的63.6%。我們的計息借貸於2014年12月31日增加至人民幣565.5百萬元，主要由於子公司華盛昌發展有限公司承接出口賣方信貸融資的項目新增銀行借款所致。

截至2014年12月31日，本集團的若干借貸以總賬面淨值為人民幣4,332,728.20元的本集團若干樓宇及人民幣222,078,442.86元的銀行存款作抵押。

截至2013年12月31日，本集團的若干借貸以總賬面淨值為人民幣4,697,617.05元的本集團若干樓宇及人民幣154,029,930.46元的銀行存款作抵押。

所有借貸均以人民幣計值並以每年利率1.25%至6.72%計息。

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There had been no material defaults in payment of our bank borrowings and breaches of the finance covenants during the year ended December 31, 2014.

於截至2014年12月31日止年度我們在償還銀行借貸方面概無重大違約情況，亦無嚴重違反融資契約的情況。

The maturity profile of our interest-bearing borrowings as at December 31, 2014 and 2013 is as follows:

於2014年及2013年12月31日，我們的計息借貸到期日如下：

		As at December 31,	
		於12月31日	
		2014	2013
		2014年	2013年
		(RMB million)	(RMB million)
		(人民幣百萬元)	(人民幣百萬元)
Within 1 year or on demand	1年以內或實時還款	205.7	234.3
After 1 year but within 2 years	1年至2年	256.2	73.7
After 2 years but within 5 years	2年至5年	100.0	4.0
After 5 years	5年以上	3.6	1.9
Total	總計	565.5	313.9

2. Gearing Ratio

The Group monitors capital on the basis of the gearing ratio. Gearing ratio is derived by dividing total borrowings by total assets multiplied by 100%. In 2014, the Group's gearing ratio (total borrowings divided by total assets) was 1.5%, representing an increase of 50% as compared to 1% as recorded in 2013, mainly due to the increase in long-term borrowings.

2. 槓桿比率

本集團以槓桿比率基準管理資本。槓桿比率乃將借貸總額除以資產總額再乘以100%得出。2014年，本集團的槓桿比率（借貸總額除以總資產）為1.5%，與2013年的1%相比增長50%，主要是由於長期借款的增加。

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3. Contingent Liabilities

We were involved in a number of legal proceedings and claims against either our Company or a subsidiary of our Company in the ordinary course of business. While the outcomes of such contingencies, lawsuits or other proceedings cannot be determined at present, the Directors believe that any resulting liabilities will not have a material adverse impact on the financial position, liquidity, or operating results of the Group.

VI. RISK FACTORS AND RISK MANAGEMENT

We are exposed to various types of risks, including currency risk, interest rate risk, credit risk, liquidity risk, competition risk and investment risk, etc., in the normal course of our business. Our management monitors our exposure to these risks to ensure appropriate measures are in place and are implemented in a timely and effective manner.

1. Currency Risk

We are exposed to currency risk primarily through sales and purchases and our International Engineering Contracting Business overseas and overseas financing which give rise to receivables, payables and cash balances that are denominated in foreign currencies other than the functional currency of our operations, RMB, to which these transactions relate. The currencies giving rise to this risk are primarily US dollars and Euros. We entered into foreign currency forward contracts to lock in the value in RMB of some of our future cash receipts, primarily in respect of the proceeds of our international engineering contracting projects in order to reduce our currency risk and to obtain certainty of forecasted income generated from the deferred payments to be received from the project owners under such projects. As a matter of policy and in compliance with the PRC laws and regulations, we are not allowed to widely engage in hedging activities. Hence, our foreign currency hedging activities were

3. 或有負債

我們於日常業務中涉及多宗針對本公司或本公司附屬公司的法律訴訟及申訴。雖然目前未能確定該等或有事件、訴訟或其他法律程序的結果，董事相信任何由此引致的負債不會對本集團的財務狀況、流動資金或經營業績產生重大不利影響。

VI. 風險因素及風險管理

我們於日常業務過程中面對多類風險，包括貨幣風險、利率風險、信用風險、流動資金風險、競爭風險及投資風險等。我們的管理層監督我們面臨的該等風險以確保適當的措施到位且及時有效地執行。

1. 貨幣風險

我們面臨貨幣風險，主要是通過在海外的銷售和採購及我們的國際工程承包業務以及海外融資產生之以外幣（我們與此等交易相關的業務的功能貨幣人民幣除外）計價的應收款項、應付款項及現金結餘。產生該風險的貨幣主要有美元及歐元。我們主要就國際工程承包項目的收款訂立遠期外匯合同，以鎖定我們部份未來現金收入的人民幣價值，務求降低貨幣風險及確保根據該等項目將自項目業主收取的延遲付款所產生的預測收入。按照政策及中國法律和法規，我們不得廣泛從事對沖活動。因此，我們的外幣對沖活動限於此等遠期外匯合同。我們的遠期外匯合同與我們的業務量相匹配，即該等合同

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limited to these foreign currency forward contracts. Our foreign currency forward contracts corresponded to our business volume, i.e. the amounts and the terms of such contracts corresponded to the amounts of the foreign currency expected to be received. Under these contracts, we agree to buy RMB from and sell foreign currencies to the counter-party in a given quantity at a pre-determined exchange rate at a maturity date in the future. As at December 31, 2014, we had 105 foreign currency forward contracts outstanding (2013: 288). We entered into more foreign currency forward contracts in smaller amounts in 2013 to better accommodate our business needs and to better manage our cash flow in light of the forecasted high volatility of exchange rates. We recognize the foreign currency forward contracts initially at fair value. At the end of each reporting period, the fair value is re-measured and the difference is recognized immediately as profit or loss. The net fair values of our foreign currency forward contracts were recognized as derivative financial instruments recorded in “trade and other receivables” and “trade and other payables”. As at December 31, 2014, the net fair value liabilities of our foreign currency forward contracts were RMB27.7 million, representing gross fair value assets and liabilities of such contracts of nil and RMB27.7 million, respectively, which represent our exposure under the foreign currency forward contracts estimated as at December 31, 2014. We maintain and follow our internal policies and controls for managing our Group’s use of derivative financial instruments.

2. Interest Rate Risk

Our interest rate risk arises primarily from borrowings and bank deposits. Borrowings bearing interests at variable rates and at fixed rates expose us to cash flow interest rate risk and fair value interest rate risk, respectively. We regularly review and monitor the mix of our fixed and variable rate borrowings, only either through managing the contractual terms of interest-bearing financial assets and liabilities or through the use

的金額及條款與將收取的外匯款項相匹配。根據此等合同，我們同意於未來到期日按預先釐定的匯率向對手方購買特定數量的人民幣及出售特定數量的外幣。於2014年12月31日，我們有105份遠期外匯合同尚未結算（2013年：288份）。於2013年，鑑於更高的匯率波幅預測，我們簽署了更多額度較小的遠期外匯合同以更好地適應業務需求及更好地管理我們的現金流。遠期外匯合同初始按公允值確認。於各報告期末，公允值重新計量，而差額即時確認為損益。我們遠期外匯合同的公允淨值確認為衍生金融工具，計入「貿易及其他應收款項」及「貿易及其他應付款項」。於2014年12月31日，我們的遠期外匯合同公允值負債淨額為人民幣27.7百萬元，代表該等合同的總公允值資產及負債分別為零元及人民幣27.7百萬元，代表我們估計的於2014年12月31日所面臨的遠期外匯合同風險。我們維持及遵守我們有關規範本集團使用衍生金融工具的內部政策及控制。

2. 利率風險

利率風險主要來自於借貸及銀行存款。按浮動利率及固定利率計息的借貸分別使我們面臨現金流量利率風險及公允值利率風險。我們僅通過管理計息金融資產及負債的合同條款或通過對利率掉期的使用定期檢討及監察固定利率借貸與浮動利率借貸的比例，以管理利率風險。與我們的貨幣

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of interest rate swaps in order to manage our interest rate risks. Like our currency risk hedging activities, our use of interest rate swaps is also subject to our internal control policy of derivative financial instruments. We utilized one interest rate swap arrangement to hedge interest rate risk against a US\$50.0 million LIBOR-based variable rate bank loan which will expire in January 2016. Under the interest rate swap arrangement, which became effective on March 20, 2009 and expires on January 31, 2016, we pay interest at a fixed interest rate of 6.28% per annum to the swapping bank on the principal amount of US\$50.0 million, who in exchange pays us interest at a LIBOR-based interest rate on the same principal amount, which are used to satisfy our LIBOR-based interest rate payments under the original bank loan. The LIBOR-based interest rate under the interest rate swap arrangement is determined by the 6-month LIBOR rate plus 2.0% per annum. As at December 31, 2014, the remaining balance of the loan is US\$20.5 million. We recognize the interest rate swap initially at fair value. At the end of each reporting period, the fair value is re-measured and the difference is recognized immediately as profit or loss. The net fair values of our interest rate swap contract were recognized as derivative financial instruments recorded in "trade and other payables". As at December 31, 2014, the net and gross fair value liabilities of our interest rate swap contract were RMB1.8 million, which represent our exposure under the interest rate swap estimated as at December 31, 2014.

3. Credit Risk

Our credit risk is primarily attributable to trade and other receivables. We have a credit policy in place and our exposure to these credit risks is monitored on an ongoing basis. Credit terms extended to our customers are determined on a case-by-case basis, depending

風險對沖活動相類似，我們使用利率掉期亦須遵守衍生金融工具的內部控制政策。我們已動用一項利率掉期安排以就一筆50.0百萬美元的以倫敦銀行同業拆息為基準計算的浮動利率銀行貸款對沖利率風險，該筆銀行貸款將於2016年1月屆滿。根據於2009年3月20日生效及於2016年1月31日到期的利率掉期安排，我們就本金額50.0百萬美元按6.28%的固定年利率向掉期銀行償付利息，作為交換，該銀行就同一本金額向我們作出以倫敦銀行同業拆息為基準計算的利息付款，用於償付我們於原銀行貸款項下的以倫敦銀行同業拆息為基準計算的利息付款。利率掉期安排下以倫敦銀行同業拆息為基準計算的利率乃按6個月倫敦銀行同業拆息利率加每年2.0%計算。於2014年12月31日，貸款的未償還餘額為20.5百萬美元。利率掉期初始按公允值確認。於各報告期末，公允值重新計量，而差額即時確認為損益。我們利率掉期合同的公允淨值確認為衍生金融工具，計入「貿易及其他應付款項」。於2014年12月31日，我們利率掉期合同的公允值負債淨額及總額為人民幣1.8百萬元，代表我們估計的於2014年12月31日所面臨的利率掉期風險。

3. 信用風險

信用風險主要來自於貿易及其他應收款項。我們已制定信貸政策並持續監控面臨的該等信用風險。我們給予客戶的信貸期乃根據管理層作出的信用評估，視乎

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on credit assessment carried out by our management. Our credit terms granted to customers of our Trading Business are normally about three to six months. With respect to our International Engineering Contracting Business, credit terms granted are negotiated individually on a case-by-case basis and are set forth in the relevant engineering contracting contracts. We conduct monthly reviews of our credit risk as an internal control measure, and we also conduct end-of-term period reviews to determine if we need to make any necessary provisions for credit that we have extended. As to credit risk for trade and other receivables, we first evaluate the customer's credit status and its ability to guarantee the payment through establishing an appropriate business evaluation system. Meanwhile, in order to establish our risk control mechanism on trade and other receivables, we implemented the policy to buy export credit insurance. For the Trading Business, we and our trading subsidiaries are required to buy unified export credit insurance from Sinasure; for the International Engineering Contracting Business financed by export seller's credit, we typically buy export credit insurance from Sinasure for our projects in order to meet financing needs as well as to control credit risk for trade and other receivables. Our concentration of credit risk stems from trade and other receivables due from certain individual customers. As at December 31, 2014, 7.5% of the total trade and other receivables was due from our largest customer (2013: 9.3%), and 25.5% of the total trade and other receivables was due from the five largest customers (2013: 26.0%).

4. Liquidity Risk

Liquidity risk is the risk that we have net current liabilities at the balance sheet date. We are exposed to liquidity risk if we are unable to raise sufficient funds to meet our financial obligations when they fall due. To manage liquidity risk, we prepare both annual and quarterly financial budgets which include budgeting

個別情況而定。我們給予貿易業務客戶的信貸期一般約為三至六個月。在國際工程承包業務方面，我們給予的信貸期視乎個別情況通過協商釐定，並載列於有關工程承包合同。每個月審查信用風險已成為我們的內部監控措施，我們亦會於信貸期末作出審查，決定是否就給予客戶的信貸作出任何必要的撥備。就涉及貿易及其他應收款項的信用風險，我們通過建立合適的業務評估系統，首先評估客戶的信用狀況，以及其擔保還款的能力。與此同時，為了建立貿易及其他應收款項的風險控制機制，我們實行購買出口信用保險政策。就貿易業務而言，我們及我們貿易子公司須向中國信保購買統一出口信用保險；就由出口賣方信貸融資的國際工程承包業務而言，我們一般會為我們的項目向中國信保購買出口信用保險，以應付財務需要以及控制貿易及其他應收款項的信用風險。我們貿易及其他應收款項的信用風險集中在若干個別客戶。於2014年12月31日，貿易及其他應收款項總額中有7.5%來自我們的最大客戶（2013年：9.3%），而貿易及其他應收款項總額中有25.5%來自五大客戶（2013年：26.0%）。

4. 流動資金風險

流動資金風險指我們於結算日擁有流動負債淨額的風險。倘我們未能籌集足夠資金以應付到期的財務負債，則我們將承受流動資金風險。為管理流動資金風險，我們編製年度和季度財務預算，包括對資本和信用額度動用的預

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for capital and utilization of credit facilities to plan and consolidate various financial resources in meeting the needs of our business, operations and development. Furthermore, we monitor and maintain a level of cash and cash equivalents considered adequate by our management to finance our operations and mitigate the effects of fluctuations in cash flow. As at December 31, 2013 and 2014, our net current assets amounted to RMB6,113.9 million and RMB7,967.7 million, respectively.

5. Competition Risk

We compete with both domestic and foreign contractors for our International Engineering Contracting Business. Competition generally stems from price, design, variety of the services provided, service quality, financial solutions, business models and environmental standards. Similar to other Chinese contractors in the industry, we face competition from engineering contractors with advanced technology from the developed countries such as the U.S., Japan and various European countries as the latter have relatively large competitive advantages in global branch networks, information collection, management and construction capabilities, adaptability and brand name recognition, among other areas. We will continue to leverage our competitive advantage in pricing, especially for projects in the developing countries, benefiting from lower labor cost and equipment price. We will also continue to leverage the cooperation between the PRC government and foreign governments (especially those of the developing countries) to compete with both domestic and foreign contractors.

We compete with both Chinese and foreign companies for our international trading business. Competition with Chinese companies engaged in the international trading business focuses on price, range of products, suppliers and purchasers, whereas competition with foreign companies focuses on the price and quality of products

算，以計劃和鞏固各種財務資源滿足我們的業務、營運及發展的需要。此外，我們監察及維持管理層認為足以為我們的營運提供資金及減少現金流量波動影響的現金及現金等價物水平。於2013年及2014年12月31日，我們的流動資產淨額分別為人民幣6,113.9百萬元及人民幣7,967.7百萬元。

5. 競爭風險

我們就我們的國際工程承包業務與國內外的承包商競爭。競爭主要由價格、設計、所提供服務的多樣性、服務質量、融資方案、業務模式及環境標準所造成。如同行業中其他中國承包商，我們面對來自發達國家（如美國、日本及多個歐洲國家）且具備領先技術的工程承包商的競爭，後者在全球分支網絡、信息搜集、管理及施工能力、適應性及品牌認知度等各個方面擁有較大的競爭優勢。我們將繼續借助在價格方面的競爭優勢，尤其在發展中國家的項目，並受益於較低的勞動力成本和設備價格。我們亦將繼續把握中國政府與外國政府（尤其是發展中國家政府）之間的合作，與國內外承包商競爭。

我們與中外公司就國際貿易業務進行競爭。與從事國際貿易業務的中國公司競爭源於對價格、產品範圍、供應商及買方的競爭，而與國外公司的競爭則來自中外供應商生產產品的價格及質量的

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manufactured by Chinese and foreign suppliers. While competition in the international trading market is intense, given this market is considerably vast, we will continue to compete with the Chinese and foreign companies by capitalizing on our financing capabilities and value-adding services. With more than 30 years of operating history in the international trading business, we believe we have an edge over our PRC competitors within the industry in terms of our extensive sales and marketing networks, long established experiences in the international trading market, well-trained commercial capabilities, strong capabilities in providing financing solutions and good reputation.

6. Investment Risk

Investment risks mainly represent any discrepancy between actual return from investment and anticipated return caused by factors which are out of our control or contingent factors which cannot be ascertained when making an investment decision. In addition, it also associates with relevant advance payments for certain projects, decrease of investment in infrastructure by non-governmental investment institutions resulting from changes in policies, and significant outlay of working capital over extended period of time. Governmental approvals from and regulatory compliance with various governmental departments may also increase uncertainties when implementing investment projects. We have set up an investment review committee and engaged independent third parties such as financial advisor, taxation advisor and lawyer during the investment process to carry out comprehensive due diligence, analysis and deliberation with a view to improving the level of decision-making in investment and managing investment risks.

競爭力。儘管國際貿易市場競爭激烈，然而由於該市場非常巨大，我們將利用自身的融資能力及增值服務以繼續與中外公司競爭。憑藉在國際貿易業務30多年的經營歷史，我們所擁有的廣泛銷售及市場營銷網絡、在國際貿易市場長期建立的經驗、訓練有素的商業能力、提供融資方案的強大能力及良好的聲譽，令我們相信我們比我們的中國同行競爭者更具優勢。

6. 投資風險

投資風險主要指由於我們控制範圍以外的因素或隨機因素的影響，投資的實際回報及預期回報之間的差異。此外亦與墊付若干項目的有關款項、政策變動造成非政府投資機構對基礎設施建設的投資減少及在較長期間內動用大量營運資金等有關。自不同政府部門取得政府批准及遵守監管規例亦可能增加執行投資項目時的不確定因素。我們已成立投資審查委員會，並在投資過程中聘請財務顧問、稅務顧問、律師等第三方機構進行充分的盡職調查，分析論證，以提高投資決策水平，管控投資風險。

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7. Overseas Management Risk

Currently, most of the projects of our International Engineering Contracting Business are conducted overseas, especially in developing countries or less-developed regions including some countries and regions in constant social or political turbulence. Our International Engineering Contracting Business is therefore subject to constantly changing economic, regulatory, social and political conditions in the overseas jurisdictions in which we conduct business or operate our projects.

To the extent that our overseas business or operations is affected by unexpected and adverse foreign economic, regulatory, social and political conditions, we may experience project disruptions, losses of assets and personnel, and other indirect losses. In some of the high-risk locations where we have employees, business or operations, we may incur additional costs in safeguarding our personnel and assets. We typically seek to manage potential losses through contractual arrangement which protects us against liabilities due to force majeure and provides for indemnities from project owners, subcontractors and suppliers, as well as purchase of construction, installation and engineering all-risks insurance and third-party liability insurance.

8. Project Risk

Project risk relates to risk associated with the projects for our International Engineering Contracting Business. While we consider power, transportation and telecommunications sectors to be our Core Sectors, demand for our International Engineering Contracting Business which is principally international in nature depends on the general level of activity and growth in the industries in which we operate and serve. The actual portfolio of our engineering contracting projects differs year from year due to many factors not within our

7. 海外管理風險

目前，我們大部份的國際工程承包業務於海外進行，尤其是在發展中國家或發展較落後的國家，當中包括一些社會或政治持續動盪的國家及地區。因此，我們的國際工程承包業務在我們進行業務或經營項目的海外司法權區內受到其不斷改變的經濟、監管、社會及政治情況所影響。

倘我們的海外業務或營運受到意料之外及不利的外國經濟、監管、社會及政治情況所影響，我們可能經歷項目受阻、資產及人員損失及其他間接虧損。在一些我們擁有僱員、業務或營運的高風險地區內，我們或會產生額外成本以保障我們的人員及資產。我們普遍尋求透過合約安排，以規避我們因不可抗力事件而承擔的責任及規定項目業主、分包商及供應商作出彌償保證，並藉著投購建築、安裝及工程一切險以及第三方責任保險，以控制潛在虧損。

8. 項目風險

項目風險與我們的國際工程承包業務項目所涉及的風險有關。儘管我們視電力能源、交通運輸及電子通訊行業為我們的核心行業，但對我們的國際工程承包業務的需求（主要為國際性）則取決於我們經營所在及提供服務的行業的一般活動及增長水平。基於我們所能控制範圍以外的因素，包括但不限於普遍經濟狀

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control, including but not limited to, general economic conditions, government investment plans, demographic trends, political stability, consumer confidence and requirements for industries or markets access. Any fluctuations in these macroscopic factors will have an impact on the demand for our International Engineering Contracting Business. They may lead to an increase or a decrease of investment in and number of new projects available to us, the type of projects that we can undertake and delays in or cancellations of our ongoing projects. While we take into consideration projected costs and target profit margin during the pricing process of our engineering contracting projects, profitability of our International Engineering Contracting Business may still be affected and our revenue may experience fluctuation.

9. Safety and Quality Risk

Due to the nature of construction work involved in our International Engineering Contracting Business, our projects may involve certain inherently dangerous activities, including operations on aerial platform, underground construction, use of heavy machinery and working with flammable and explosive materials. Despite that we ensure compliance with the requisite safety requirements and standards, we are subject to the inherent risks of geological catastrophes, fire, toxic gas, equipment failure and explosion and so on. Besides, our employees are subject to the personal risks caused by unstable security environment. Any personal injury or loss of life our employees may suffer, damage to or destruction of properties and equipment and other losses caused by force majeure in the situations mentioned above would result in the delay in our engineering contracting projects, extended occupation of the time and efforts of our management, suspension of our operations or even imposition of legal liabilities. We endeavor to lower our exposure to the abovementioned potential risks associated with our International Engineering Contracting Business by taking

況、政府投資計劃、人口趨勢、政治穩定性、消費者信心及行業要求或市場准入，我們的工程承包項目的實際組合每年不同。該等宏觀因素的任何波動將對我們的國際工程承包業務之需求造成影響，可能導致我們可參與的新項目投資金額及數目以及我們可進行的項目類型增加或減少及令我們進行中的項目有所延誤或被取消。儘管我們於工程承包項目之定價過程中已考慮到預計成本及目標利潤率，我們的國際工程承包業務之盈利能力仍可能受到影響，而我們的收益可能出現波動。

9. 安全及品質風險

由於我們的國際工程承包業務所參與的建築工程性質，我們的項目可能涉及若干本質上危險的活動，包括於架空平台工作、地下建設、使用重型機械及於工作時使用易燃及爆炸性物料。儘管我們確保遵守必要的安全要求及標準，我們仍面臨地質災難、火災、毒氣、設備故障及爆炸等固有風險。此外，我們的僱員還面對因不穩定安全環境所產生的人身風險。僱員可能遭受的人身傷害及身亡、財產及設備受損或受到破壞及其他由上述情況的不可抗力事件造成的損失，可能導致我們的工程承包項目延誤、工作時間延長及管理工作加重、營運暫停或甚至須承擔法律責任。我們透過採取多項措施，包括與項目業主就不可抗力事件而導致項目受阻訂立合約安排，尋求項

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measures including making contractual arrangements with the project owners in the event of disruption to the projects due to force majeure, seeking indemnities from the project owners, subcontractors and suppliers, purchasing construction, installation and engineering all-risks insurance, third-party liability insurance and personal accident insurance, strengthening our internal control system on ensuring a safe and high quality working environment for our projects, as well as maintaining close communications with the project owners and local governmental authorities.

10. Post-project Transfer Risk

Our international engineering contracting projects are contractually completed after the warranty period expires and the project owner issues a final acceptance certificate. During the course of use and operation by the project owner, operational or quality issues may arise due to natural factors such as hurricanes and tsunamis or improper operation or maintenance by the project owner's operational staff. According to the contracts, we are then no longer liable for any warranty obligations or other liabilities. However, since some projects are associated with national interests and people's livelihood or bear significant influences in the local areas, any flaws or defects in quality that occur after the project transfer may adversely compromise our reputation, as well as having a negative impact on customers' overall evaluation on us. Some of the project owners may require us to bear costs for continuous maintenances or the change of relevant parts, causing us losses not foreseeable under the contracts. Since corporate reputation is the cornerstone for our expansion of markets, we will step up the training for the project owner's operational staff and endeavor to enter into operational maintenance guiding

目業主、分包商及供應商作出彌償保證，投購建築、安裝及工程一切險、第三方責任保險以及人身意外傷害保險，強化我們的內部監控系統以確保項目具備安全及優質的工作環境，以及與項目業主及地方政府機關維持緊密聯繫，務求降低我們所面臨上述與我們的國際工程承包業務有關的潛在風險。

10. 工程移交後風險

我們的國際工程承包項目在質保期結束並由項目業主簽發最終接收證書之後即已在合同意義上全部完成。在項目業主實際使用或運行過程中工程可能會因為颶風、海嘯等自然因素或者項目業主運營人員操作、維護不當等原因產生運行或品質問題，此時根據合同我們不再承擔任何質保義務或其他責任。但是，由於某些工程關乎國計民生或在當地有較大影響，項目移交後產生的任何品質瑕疵或缺陷，將會給我們的聲譽帶來不利影響，導致客戶對我們的整體評價降低。部份項目業主可能會要求我們繼續投入成本進行維修或更換相應設備，由此將給我們帶來合同預期之外的損失。企業聲譽是我們開拓市場的基石，我們將加大對項目業主運營人員的培訓力度，盡力與項目業主簽訂工程移交後的運行維護指導合同，提高項目業主運

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contracts with the project owners, so as to enhance the operational and maintenance capability of the project owners' operational staff and avoid or reduce the quality issues caused by improper manual handling as far as possible. At the same time, we emphasize on the cultivation of core markets and the sustainable development of our business while attaching importance to collecting opinions and comments from customers, actively communicating with customers, as well as being committed to maintaining good social benefits and corporate interests.

11. Corruption Risk

Currently, the PRC government is strengthening its anti-corruption efforts and governments of various countries for which we have undertaken works are also enhancing their regulatory efforts in anti-commercial bribery. Personal non-compliance or embezzlement of any employee will bring material adverse effects to the reputation of our Company. Being an international engineering contractor and service provider, we cannot avoid carrying out necessary normal and work-related communications with the PRC government, governments of countries where our works are conducted, Chinese financial institutions and project owners. During this process, we may be exposed to the risks associated with personal non-compliance of employees or even corruption risks. We will continuously strengthen our internal control and further improve the establishment of anti-corruption regime of the Company as well as strengthening accountabilities. We will, at the same time, actively embark on staff's compliance trainings, so as to enhance the compliance awareness of staff and increase their compliance consciousness.

營人員的運行維護水準，儘量避免或減少因人為操作不當原因導致的品質問題發生。同時，我們注重業務開發的核心市場培養和可持續發展，注重收集客戶的意見和建議，與客戶積極溝通，努力維護良好的社會效益和企業利益。

11. 舞弊風險

當前，中國政府反腐敗力度日趨加強，我們承攬工程的各國政府亦日益強化反商業賄賂的監管力度，任何僱員的個人違規或舞弊行為，將會給公司聲譽帶來重大不利影響。我們作為國際工程承包與服務商，與中國政府、工程所在國政府、中國金融機構、項目業主等不可避免地進行必要的正常溝通或工作聯繫，在此過程中，我們可能面臨僱員個人違規，甚至舞弊風險。我們將持續加強內部控制，進一步完善公司反舞弊制度建設，強化責任追究，同時積極開展員工合規培訓，提高彼等合規意識，增強彼等遵規守法的自覺性。

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VII. PROSPECTS

In 2015, the Company's primary guiding principle for operation is to continue to stride towards a leading multinational company in the world by adhering to strategic guiding principle, consolidating foundation, rebuilding its brand and driving transformation.

A. Business Development Strategy

Since 2014, the Company has made restructuring and adjustment to its three existing business sectors, namely the International Engineering Contracting Business, Trading Business and Other Businesses, and explored a new business sector for investment and financing business. In 2015, the Company will further improve the new three business sectors, namely the International Engineering Contracting Business, trading and services business and investment and financing business.

1. Consolidating the foundation of the International Engineering Contracting Business, rebuilding the brand of the Company, and further advancing regionalization and localization of development

The Company will strengthen procedural control over the engineering contracting projects and enhance the ability to provide one-stop services. It will also pay high attention to after-sales services including the operation and maintenance of engineering contracting projects and further excavate the potential value of such after-sales services in order to gradually form a management and service mode featured by the characteristics of CMEC. The Company will continue to improve the supporting system for the management of the full lifecycle of a project, ensuring complete and effective project management by the Company and the business divisions.

VII. 前景

2015年，公司經營工作的主要指導思想是：堅持戰略引領，夯實基礎、重塑品牌、開拓轉型，向全球一流的跨國公司持續邁進。

A. 業務發展戰略

從2014年開始，公司就對現有的三大業務板塊，即國際工程承包業務，貿易業務和其他業務，進行重組和調整，並開創投融資這一新的業務板塊。2015年，公司將進一步完善新的三大板塊，即國際工程承包業務，貿易與服務業務和投融資業務。

1. 堅實國際工程承包業務基礎，重塑品牌，深入推進區域化及屬地化發展

公司將加強對工程承包項目的過程控制，提升一站式服務能力。公司還高度重視工程承包項目的運行維護等售後服務，深入挖掘售後服務的價值潛力，逐步形成具有CMEC特點的管理與服務。公司將持續完善項目全生命週期管理的配套制度，確保公司和事業部對項目管控的完整性和有效性。

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The Company will conduct market and project selection by taking full advantage of the development strategies in China, such as “One Belt and One Road”. The Company will further explore market policies for the identified regional markets and core markets to develop appropriate projects depending on local conditions. In addition, the Company will take further measures to promote the localization of the business divisions, and to enhance the ability of project management. Meanwhile, the Company will, by leveraging on the overall advantage, optimize the allocation of its resources, taking due consideration to the regional reorganization among the business divisions.

2. Accelerating the transformation of trading and services business

The Company will further improve its internal management mechanism to promote management efficiency, thus laying the foundation for further transformation and upgrade of trading and services business and providing support for it. The Company will also integrate the businesses, cultures and resources from various subsidiaries in a fast and effective manner to ensure its trading subsidiaries are able to display integration and industrial advantages and improve their performance significantly after the reorganization. In addition, the Company will continue to explore core businesses, core products and core markets for trading and services sector and further clarify the development direction of trading business, in order to promote business transformation and upgrade. It will also introduce the overall planning policy in respect of industrial investment to ensure an orderly progress of industrialization. Subject to the ensurance of risk controllable, the Company will develop large-sized trading business appropriately.

公司將充分利用國家「一帶一路」等發展戰略，甄選市場和項目。對已明確的區域市場、核心市場，公司將深入研究市場政策，因地制宜開發項目。此外，公司還將進一步採取措施，加大力度推動事業部屬地化建設，增強事業部工程管理能力。同時，公司將發揮整體優勢，優化配置公司資源，適當考慮事業部間的區域部重組。

2. 加快貿易與服務業務轉型

公司將進一步完善內部管理制度，提高管理效率，為貿易與服務業務的進一步轉型升級奠定基礎，提供支撐。公司還將快速而有效地融合不同子公司的業務、文化和資源，確保重組後的貿易子公司能夠發揮集成化、產業化優勢，業績能有明顯提升。公司將繼續打造貿易與服務板塊的核心業務、核心產品、核心市場，並進一步明確貿易業務發展方向，推進業務轉型升級。公司還將出台投資實業化的整體規劃政策，確保實業化進程有序推進。在確保風險可控的前提下，公司將適度開發大宗貿易業務。

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3. Accelerating the development of investment and financing business

The Company will continue to explore the inbound and outbound investment business with adherence to the principle of “investment driven EPC” and focus on the projects located in the countries and regions as stated in the strategic plan of “One Belt and One Road”. The Company will consistently invest in the industries and markets with which it is familiar mainly by way of equity investment, and focus on the power sector to penetrate from the field of power generation into relevant fields of power sector gradually, strengthening the management of infrastructure investment. The Company will also continue to improve the supporting system, by introducing a standardized investment system, to establish a fast track for the projects selected under the principle of “investment driven EPC”.

The Company will build diversified financing channels through the construction of diversified domestic and foreign financing platforms, to seek various financing modes and to actively facilitate the signing and coming into effective of various financing projects of the Company. The Company will continue to strengthen the business cooperation with policy-based financial institutions in China such as Export-Import Bank of China and Sinosure, to consolidate its fundamental financing channels. In addition, the Company will strengthen the cooperation with commercial financial institutions in China, including the state-owned commercial banks, the joint-stock banks and the branches of the foreign banks in China, to broaden domestic financing channels. Furthermore, the Company will continue to expand the cooperation scope with foreign financial institutions, to strengthen its international financing capacity and

3. 加快投融資業務發展

公司將圍繞「投資帶動EPC」這一宗旨，繼續開展境內外投資業務，重點關注「一帶一路」戰略佈局中的國家和地區的項目。公司將以投資參股的方式為主，堅持在熟悉行業、熟悉市場進行投資，將投資重點放在電力能源行業，逐步從發電領域向相關電力環節滲透，要加強投資基礎管理工作。公司還將繼續完善配套體系建設，出台規範的投資體系制度，建立「投資帶動EPC」政策所屬項目的快速通道。

公司將通過構築多元化境內外融資平台，建立多元化融資渠道，謀劃多種融資模式，積極促進公司各類融資項目的簽約和生效。公司將繼續穩固與中國進出口銀行以及中國信保等國內政策性金融機構的業務合作，鞏固基礎融資渠道。同時，公司將增強與國有商業銀行、股份制銀行以及外資銀行在境內分支機構等國內商業性金融機構的合作力度，拓寬國內融資渠道。公司還將繼續拓展與境外融資機構的合作範圍，加強境外融資能力儲備，依託業務拓寬境外融資渠道。公司將靈活配置政策性融資渠道和商業性融資渠

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to broaden its overseas financing channels by relying on its business operations. The Company will develop the optimal portfolio of multiple financing channels by flexibly allocating policy and commercial financing channels as well as domestic and overseas financing channels.

B. Corporate Management Strategy

In 2015, the Company will promote the change of management using innovative ideas to form a more advanced and efficient management mode.

1. Classifying functional departments of the Company in a scientific manner and enhancing the management of overseas entities

The Company will make a scientific classification of its functional departments, form a core department to effectively support and manage the business, and explore an efficient and rational organic structure of the core departments. The Company will re-organize the layout of overseas entities in a full range to further improve resources allocation and, based on its development strategy, carry out the upgrade and integration in respect of its existing overseas entities according to business demands. In addition, the Company will introduce a series of rules and regulations to manage the assets, funds, legal affairs and tax of its overseas entities effectively.

道，境內融資渠道和境外融資渠道，制定多融資渠道的最優組合方案。

B. 公司管理戰略

2015年，公司要創新思路推動管理變革，形成更為先進、高效的管理模式。

1. 科學分類公司職能部門，加強對海外機構的管理力度

公司將對職能部門進行科學分類，形成能夠有效支撐並管理業務的核心部門，並探索核心部門高效合理的內部機構設置。公司將全面整合海外機構佈局，進一步優化資源配置，以公司發展戰略為依據，對於已有的海外機構，根據業務發展需求，進行升級整合。公司還將頒佈一系列規章制度，對海外機構的資產、資金、法律及稅收形成有效管理。

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The Company will enhance the synergies of overseas entities to further improve its ability to operate internationally. The establishment of overseas entities is necessary for the overall development of CMEC. The Company intends to develop the overseas entities as overseas interconnected platforms for the International Engineering Contracting Business, trading and services business and investment and financing business, by taking advantage of their supporting role, in order to lay a foundation for all businesses to seek for local development opportunities and to further enhance the level of international operation, and thus for the transformation to a multinational company.

2. Establishing a fair and effective incentive and restraint system, and enhancing the talents training

The Company will further improve its performance management system and establish a performance and compensation management system for the senior management which is suitable for the new situation. The Company will also promote the performance management for all of its employees to enhance the ability and personnel quality of its employees and enable the Company and its employees to grow together. In addition, it will develop a more rational, open and scientific employing system by constantly consolidating the fruits of talents introduction and enhancing the exchanges between the cadre and the talents.

公司將強化海外機構的協同效應，進一步提升國際化經營能力。海外機構的建立是CMEC整體發展的需要，公司要將其打造成國際工程承包業務、貿易與服務業務、投融資業務在海外互聯互通的大平台，發揮其支撐作用，為各項業務在當地尋求發展機遇，進一步提升國際化經營水平，向跨國公司轉型打下基礎。

2. 建立公平有效的激勵約束機制，加強人才培養

公司要進一步完善績效管理體系，建立適合新形勢的高級管理人員績效和薪酬管理辦法。公司還將推廣全員績效管理，促進員工能力素質提升，實現企業與員工共同成長。公司將制定更合理、公開、科學的用人制度，不斷鞏固人才引進成果，加強幹部人才交流。

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3. Establishing a comprehensive budget management system

The Company will deepen its comprehensive management of budget, to improve the accuracy of budget, optimize resources allocation, and strengthen budget management on the investment business to accelerate a breakthrough in the investment and financing business.

4. Enhancing financial and audit management

The Company will enhance the management of financial information and improve the finance informationization continuously, and continue to amend and improve the relevant rules and regulations. The Company will introduce the implementation rules in addition to the existing audit management measures, inclining the audit management to the difficulties of operational management, key projects, engineering projects which are in difficulties and major business activities of the Company, so as to effectively improve the efficiency and quality of audit management.

3. 建立全面預算管理體系

公司將深化全面預算管理，提高預算準確性，優化資源配置，加強投資業務預算管理，促進投融資業務突破。

4. 加強財務和審計管理

公司將加強財務信息管理，持續提升財務信息化，繼續修訂完善相關規章制度。公司將在已有的審計管理辦法下出台實施細則，使審計向經營管理難點、重點項目、出現問題的工程項目及公司重大經營活動傾斜，切實提高審計工作效率和質量。

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5. Enhancing the capability of compliance management

The Company will continue to further promote the construction of the systems in relation to corporate legal risk prevention, legal advisors and legal affairs, to further enhance its capabilities of compliance management and corporate governance according to the law and provide more solid legal support and protection for CMEC to carry out further reform and development and to become stronger and better. The Company will effectively play a regulatory role in managing legal risks, by enhancing the compliance review and the measures of risk prevention and control, to ensure the compliance with laws, regulations and due procedures.

6. Enhancing social responsibility management and brand building

The Company will further enhance its sense of responsibility, and develop a unique competitiveness in the field of social responsibility. The Company will further improve the social responsibility management system and carry out social responsibility work throughout the daily management practice. In addition, it will also strengthen the publicity of social responsibility to increase its corporate awareness by, among other opportunities, publishing annual social responsibility reports, carrying out welfare activities and holding conferences and exchanges which will help to create a good external environment beneficial to the development of the Company. The Company will further formulate CMEC brand development plan, standardize brand model and diversify the ways of disseminates.

5. 提升合規管理能力

公司要繼續深化企業法律風險防範機制、法律顧問制度和法律工作體系建設，進一步提升合規管理能力和依法治企能力，努力為CMEC的進一步改革發展、做強做優提供更加堅實的法律支撐和保障。公司將切實發揮法律風險監管職責，加強合規審查及風險防控舉措，確保合法合規程序。

6. 加強社會責任管理和品牌建設

公司要進一步增強責任意識，培育社會責任領域的獨特競爭力。公司將進一步完善社會責任管理體系，將社會責任工作貫穿到日常經營管理實踐中。公司還將加強社會責任宣傳，通過年度社會責任報告的發佈、開展公益活動、會議交流等機會，擴大企業影響，營造有利於公司發展的良好外部環境。公司將進一步制定CMEC品牌發展規劃，規範品牌模式，豐富傳播方式。

Major Events for the Year

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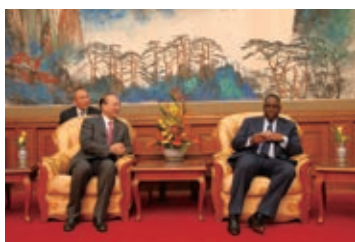
January 一月



The grand ribbon cutting ceremony for the prototype of the low-temperature waste heat power generation system based on ORC (the first of its kind in China) as a result of the joint research and development of Henan Machinery & Electric Import & Export Co., Ltd. and 712 Research Institute, China Shipbuilding Industry Corporation (the “CSIC”) was held on January 10. ZHANG CHUN, President of CMEC, and ZHOU Zongzi, Party Secretary of 712 Research Institute, CSIC, jointly cut the ribbon for the power generation prototype.

1月10日，由河南中經進出口有限責任公司與中國船舶重工集團公司（「中船重工」）712研究所共同研發的國內首台基於有機朗肯循環(ORC)的低溫餘熱回收發電系統樣機的剪彩儀式隆重舉行，張淳總裁和中船重工712研究所周宗子黨委書記共同為樣機發電剪彩。

February 二月



On February 21, Chairman SUN Bai paid a visit to the President of the Republic of Senegal.

2月21日，孫柏董事長拜會塞內加爾共和國總統。



On February 26, Chairman SUN Bai paid a visit to the Prime Minister of the Republic of Montenegro.

2月26日，孫柏董事長拜會黑山共和國總理。

Major Events for the Year

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March 三月



On March 3, President ZHANG Chun on behalf of CMEC signed the strategic cooperation agreement with Shangqiu Municipal Government in Henan Province.

3月3日，張淳總裁代表CMEC與河南省商丘市政府簽署了戰略合作協議。



March 4, CMEC and Wuxi Kipor Power Co., Ltd. signed the official strategic cooperation agreement on the complementation of the products of both parties to provide further support for CMEC to develop all-weather non-stop new energy power generation projects with the technology and the product.

3月4日上午，CMEC與無錫開普動力有限公司正式簽署戰略合作協議。雙方產品形成互補，為CMEC進一步開發全天候不間斷新能源發電項目提供技術和產品的支持。



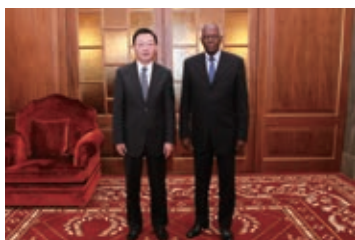
President ZHANG Chun and President Andre of Peter World Company in Russia signed the memorandum of understanding for cooperation on behalf of both parties for the Project of Russian St. Petersburg Warehouse Storage Logistics Center on March 20.

3月20日，張淳總裁和俄羅斯彼得世界公司總裁安德烈代表雙方簽署俄羅斯聖彼得堡市倉儲物流中心項目合作諒解備忘錄。

Major Events for the Year

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April 四月



On April 8, President ZHANG Chun paid a visit to the president of the Republic of Angola.

4月8日，張淳總裁拜會安哥拉共和國總統。



From April 28 to April 29, the 6th General Meeting of Members' Representatives of China Chamber of Commerce for Import and Export of Machinery and Electronic Products was convened in Beijing. President ZHANG Chun was elected to be the new Vice Chairman of the Chamber (Machinery and Electronic Products) and CMEC was once again elected the Vice Chairman Unit of the Chamber (Machinery and Electronic Products) for a term of five years.

4月28日－29日，中國機電產品進出口商會第六次會員代表大會在北京召開。張淳總裁當選新一屆機電商會副會長，CMEC再次當選機電商會副會長單位，任期5年。

May 五月



On May 15, President ZHANG Chun on behalf of CMEC signed the cooperation agreement between both parties with President Wan Guan Qing of Wuxi Guolian Development (Group) Co., Ltd. (the “**Wuxi Guolian**”).

5月15日，張淳總裁代表CMEC與無錫國聯發展（集團）有限公司（「無錫國聯」）總裁萬冠清簽署雙方合作協議。

Major Events for the Year 本年度企業大事記



On May 16, the grand official operation ceremony for CMEC's first distributed power generation project was held at Wuxi Victor Group Co., Ltd. Weike 3.3 MW distributed photovoltaic power generation project was the starting point for CMEC to carry on with the construction of new energy. It not only had the good demonstration effect of providing the complete solution for the power generation of clean energy from design and construction to operation but also obtained good outcome and pleasing results.

5月16日，CMEC第一個分布式發電項目在無錫威克集團有限公司隆重舉行正式運營儀式。威克3.3兆瓦分布式光伏發電項目作為CMEC踐行新能源建設工作的起點，不僅為清潔能源發電從設計、建設至運營全套解決方案的提供做出了良好的示範效應，同時也取得了良好的效果和可喜的業績。



On May 26, President ZHANG Chun and his personnel paid a visit to the president of Turkey.

5月26日，張淳總裁一行拜會土耳其總統。



On May 27, Chairman SUN Bai attended the strategic cooperation symposium for the material projects in Wuxi and Beijing, and signed an investment agreement on the project of distributed photovoltaic power generation investment platform with the representatives of Wuxi New District Management Committee and Wuxi Guolian. The execution of the investment agreement indicated that CMEC entered into new development phase in new energy industry with Wuxi, both of which strive to achieve win-win cooperation in deeper level.

5月27日，孫柏董事長參加無錫和北京重大項目項目戰略合作懇談會，並與無錫市新區管理委員會和無錫國聯的代表簽署了分布式光伏發電投資平台項目投資協議，此次投資協議的簽署代表CMEC與無錫市在新能源領域合作進入了新的發展階段，雙方力爭實現更深層次的合作共贏。

Major Events for the Year

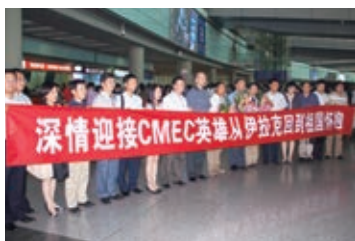
本年度企業大事記

June 六月



On June 7, President ZHANG Chun and Mr. Shamsuddin A. Shaikh, President of Sindh Engro Coal Mining Company Limited signed the acceptance letter for the project of 3.8 Mt/a open cast lignite mine in Thar Block II and 2X330 MW Thar Block II power project. The total contract amount has exceeded US\$1 billion. This project as the major project implemented in 2014 was included in the list for the first batch of harvest projects in respect of “China-Pakistan Economic Corridor”.

6月7日，張淳總裁與信德安格魯煤炭公司總裁Shamsuddin A. Shaikh先生簽署了巴基斯坦信德省塔爾煤田II區塊年產380萬噸露天褐煤礦及2×330MW坑口電廠建設項目中標函，合同總金額將超過10億美元。本項目作為中巴兩國政府2014年推動的重點項目列入到「中巴經濟走廊」首批收獲項目清單中。



As at the evening of June 27, 2014 (local time in Iraq), on the spot of CMEC's Salahuddin power station project in Iraq, 1,258 staff members were all transferred to the safe area. As at the afternoon of June 30, 2014 (local time in Iraq), all 1,258 staff members left Baghdad safe and sound.

截止到2014年6月27日晚（伊拉克當地時間），CMEC伊拉克薩拉哈丁電站項目現場的1,258名人員全部轉移至安全區域。截止到6月30日下午（伊拉克當地時間），1,258名人員已經全部安全離開巴格達。

Major Events for the Year

本年度企業大事記

July 七月



On July 15, the new construction works (Phase II) under Jili water plant project in Congo (Brazzaville), of which CMEC was the contractor, smoothly passed the owner's final acceptance test to perfectly fulfill the goal of "Delivering Potable Water to the Residents in Brazzaville".

7月15日，由CMEC承建的剛果（布）吉利水廠項目項下二期新建工程順利通過業主最終驗收，圓滿實現了「給布拉柴居民送去潔淨飲用水」的願景目標。



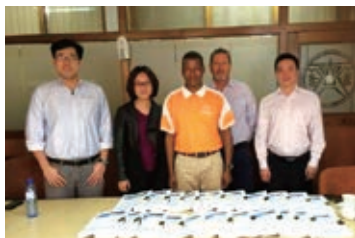
On July 18, Chinese President Xi Jinping and Argentine President Cristina Fernandez de Kirchner jointly witnessed the signing ceremony of the supplementary loan agreement for the Belgrano cargo railway reform project in Argentina, of which CMEC was the general contractor, as well as the opening ceremony of the video project.

7月18日，中國國家主席習近平與阿根廷總統克里斯蒂娜共同見證了CMEC總承包的阿根廷貝爾格拉諾貨運鐵路改造項目的補充貸款協議簽字儀式和視頻項目啟動儀式。

Major Events for the Year

本年度企業大事記

August 八月



On August 4, in Maputo, Capital of Mozambique, CMEC signed the project of caia (chimuara) – Namialo – Nacala a Velha power transmission work (400KV power distribution project). The contract value was approximately US\$606 million. The period for the works of the project was approximately 36 months upon commencement of construction.

8月4日，在莫桑比克首都馬普托，CMEC與莫桑比克電力公司簽署了莫桑比克（卡亞）西姆阿拉－那米亞洛－納卡拉400KV輸電項目。合同金額約6.06億美元，項目開始建設後工期約為36個月。

In August, National Copyright Administration issued the registration certificates for six copyrights of computer software, namely, the software of the ingate equalized water intake distribution system, the automatic calculation software for liquid metal de-oxygen and gas removal, the auxiliary design system software of thermal treatment technique, the software for calculating the air entrapment quantity of the gating system, the software of reasonable casting time calculation system, and the software for calculating the flow rate of the ingate liquid steel to China Machinery Industrial Products Co., Ltd., a subsidiary of CMEC. The above six software copyrights were initially obtained by China Machinery Industrial Products Co., Ltd. by means of its independent research and development.

8月份，國家版權局向CMEC子公司中設集團裝備製造有限公司頒發了六項計算機軟件著作權登記證書，分別為《內澆道均衡進水分配系統軟件》、《金屬液脫氧除氣自動計算系統軟件》、《熱處理工藝輔助設計系統軟件》、《澆鑄系統卷氣量計算軟件》、《合理澆注時間計算系統軟件》、《內澆口鋼水流動速度計算軟件》，上述六項軟件著作權均為中設集團裝備製造有限公司自主研發、原始取得。



On August 22, CMEC and the Ministry of Energy and Water Conservation of the Republic of Angola signed a contract for the construction and installation project of Soyo combined cycle power plant in Angola. The scope of the project included the general contract for constructing a 750MW combined cycle power plant. The contract value was approximately US\$985 million. The period for the works of the project was approximately 36 months upon commencement of construction.

8月22日，CMEC與安哥拉共和國能源水利部簽署一份就安哥拉索約聯合循環電廠建設與安裝項目合同。項目範圍包括總承包建設一座750MW的聯合循環電廠，合同金額約為9.85億美元，項目開始建設後工期約為36個月。

Major Events for the Year

本年度企業大事記

September 九月



On September 9, CMEC signed the memorandum of understanding for the Astana 2 × 160MW Thermal power station in Kazakhstan.

9月9日，CMEC簽署哈薩克斯坦阿斯塔納2x160MW熱電站項目諒解備忘錄。



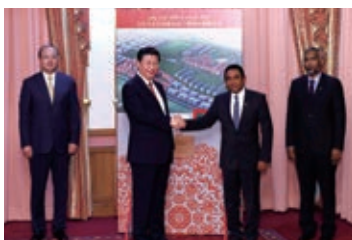
On September 10, President Zhang Chun and Sindh Engro Coal Mining Company Limited jointly signed the EPC contract for the project of 3.8Mt/a open cast lignite mine in Thar Block II and 2X330MW Thar Block II power project with a total amount of US\$1.3 billion.

9月10日，張淳總裁與巴基斯坦安格魯煤礦公司共同簽署了巴基斯坦塔爾煤田II區塊年產380萬噸露天煤礦項目和2x330MW坑口電站項目EPC合同，金額總計為13億美元。



On September 10, the president of the Republic of Mali witnessed the signing of a framework agreement for the project of the construction of 24000 houses in Mali.

9月10日，馬里共和國總統見證馬里24000套住房建設項目框架協議簽約。

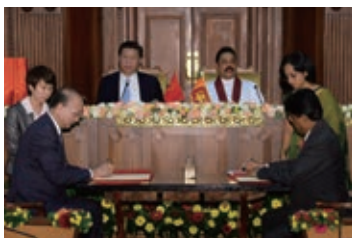


On September 15, Chinese President Xi Jinping and President Yameen of Maldives attended the unveiling ceremony of Maldives housing project (phase II) which CMEC constructed as the contractor.

9月15日，習近平主席和馬爾代夫總統亞明出席CMEC承建的馬代住房（二期）揭牌儀式。

Major Events for the Year

本年度企業大事記



On September 16, Chinese President Xi Jinping and President Mahinda Rajapaksa of Sri Lanka attended the complete opening ceremony of Puttalam coal fired power station which CMEC constructed as the contractor. The two presidents jointly pressed the button for the opening ceremony and witnessed the signing ceremony of the memorandum of understanding for the inspection and repair, supply of spare parts, operation and maintenance of Puttalam coal fired power station.

9月16日，習近平主席和斯里蘭卡總統馬欣達·拉賈帕克薩出席CMEC承建的斯里蘭卡普特拉姆燃煤電站全面啟動儀式，共同按下了啟動按鈕，並見證了普特拉姆燃煤電站檢修、備件供應、運營和維護合作諒解備忘錄簽字儀式。



On September 25, CMEC's press conference to announce its first social responsibility report was convened in Beijing.

9月25日，CMEC首份社會責任報告發佈會在京召開。

October 十月



On October 16, the innovative product – the solar energy home system of “SOLAR POWER BANK” series of CMEC Guolian Wuxi New Energy Development Co., Ltd. (the “**CMEC New Energy**”) was granted the Canton Fair Export Product Design Gold Award (廣交會出口產品設計金獎).

10月16日，中設國聯無錫新能源發展有限公司（「中設新能源」）創新產品「SOLAR POWER BANK」系列太陽能家用系統榮獲廣交會出口產品設計金獎。

Major Events for the Year 本年度企業大事記



On October 19, the 6th International Charity Bazaar of “Great Love without Borders” was held in Chaoyang Park in Beijing. Chairman SUN Bai led the staff of the Company to take part in this activity. As the major sponsor of this activity, CMEC was awarded the Certificate of Commendation for recognition by the Ministry of Foreign Affairs.

10月19日，第六屆「大愛無國界」國際義賣活動在北京朝陽公園舉行。孫柏董事長率領公司員工參加了此次活動，CMEC作為此次活動的主要贊助單位，受到外交部表彰並頒發榮譽證書。



On October 22, President ZHANG Chun had a meeting with GE's Global Vice President Mark Hutchinson.

10月22日，張淳總裁會見GE全球副總裁Mark Hutchinson。



On October 28, CMEC New Energy, a joint venture of new energy jointly set up by CMEC and Wuxi Guolian Environmental Protection Energy Group Co., Ltd. which is a wholly-owned subsidiary of Wuxi Guolian, convened its first Board meeting to substantiate the matters for the joint venture of both parties. On the same day, CMEC New Energy was officially opened in Sensing Network Innovation Park (傳感網創新園), Wuxi New District.

10月28日，CMEC與無錫國聯的全資附屬公司無錫國聯環保能源集團有限公司（無錫國聯）聯合成立的新能源合營公司——中設新能源召開了第一次董事會會議，落實雙方合營事宜。是日，中設新能源正式落戶無錫新區傳感網創新園。

Major Events for the Year

本年度企業大事記

November 十一月



On November 8, witnessed by Chinese Premier Mr. Li Keqiang from the State Council and Pakistan Prime Minister, Mr. Sharif, President Zhang Chun and Punjab Energy Department Chief Secretary, Mr. Mohammad Jehanzeb Khan, signed a development and promotion agreement for the Muzaffargarh project, which indicated that CMEC's Muzaffargarh project entered the China-Pakistan cooperation "expressway". It would vigorously promote the implementation of the project. Furthermore, China Development Bank and Sindh Engro Coal Mining Company Limited also signed a financing framework agreement for the project of 3.8 Mt/a open cast lignite mine in Thar Block II and 2X330MW Thar Block II power project at the meeting. The project was the material substantiation of CMEC's strategy of "Investment – Driven EPC".

11月8日，在國務院總理李克強和巴基斯坦總理謝里夫先生的見證下，張淳總裁與巴基斯坦旁遮普省電力常務秘書穆罕默德·賈汗思博·汗簽署了木扎發戈項目《開發促進協議》，此舉標誌着CMEC木扎發戈項目進入中巴合作「快車道」，將有力促進該項目的實施。此外，國家開發銀行和巴基斯坦信德安格魯煤礦公司的《巴基斯坦塔爾煤田II區塊年產380萬噸露天煤礦項目和2X330MW坑口電站項目融資框架協議》也在會上一同簽署，該項目是CMEC「投資拉動EPC」戰略的重要落實。



On November 12, at the 32nd "ASEAN Federation Of Engineering Contractors" held in Yangon, the project of Thaukyegat (2) hydropower plant in Myanmar constructed by CMEC was granted the "ASEAN Excellence Award for Engineering Achievement", which is the first overseas project of CMEC have been granted such award.

11月12日，在仰光第32屆「東盟會議工程聯合會」上，CMEC承建的緬甸道耶卡(2)水電站項目榮獲了東盟優秀工程成就獎，這是CMEC境外項目首次榮獲該獎項。

Major Events for the Year 本年度企業大事記



On November 14, Chairman SUN Bai paid a visit to Ukraine's Prime Minister Arseniy Petrovych Yatsenyuk.

11月14日，孫柏董事長拜會烏克蘭總理亞採紐克。

The 8000kW power generator test station works of Shanghai Electric Machinery Co., Ltd., a subsidiary of Shanghai Electric Group Co., Ltd., under EPC general contracting by China Machinery International Engineering Design & Research Institute Co., Ltd. smoothly passed the acceptance test on November 20, which indicated the successful trial of China's current biggest electric motor testing system of the highest technical standard, which was officially delivered for use.

由CMEC附屬公司中機設計研究院EPC總承包的上海電氣集團股份有限公司下屬上海電機廠有限公司8000kW級電機試驗站工程於11月20日順利通過驗收，標誌着目前國內規模最大、技術水平最高的電動機試驗系統調試成功，正式交付使用。

December 十二月

The ground-breaking ceremony of the biggest Gampaha, Attanagalla and Minuwangoda Integrated Water Supply Scheme (阿塔納水廠) in Sri Lanka constructed by CMEC was held on December 5.

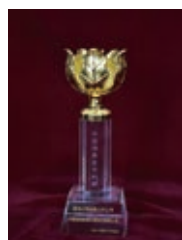
由CMEC承建的斯里蘭卡最大單體供水項目－阿塔納水廠建設項目12月5日舉行了動工儀式。



On December 3, CMEC 2013 Social Responsibility Report was elected for the "Golden Bee 2014 Excellent Enterprise Social Responsibility Report - First-issue Report Award" ("金蜜蜂2014優秀企業社會責任報告－首發報告獎").

12月3日，《CMEC2013年社會責任報告》被評為「金蜜蜂2014優秀企業社會責任報告－首發報告獎」。

Major Events for the Year 本年度企業大事記



On December 4, the 4th China Listed Company Overseas Summit Forum cum China Securities Golden Bauhinia Award Presentation Ceremony was held at Banquet Hall of InterContinental Hong Kong. By virtue of its excellent performance in 2014, CMEC was granted the “Best Corporate Governance Award for Listed Company (最佳公司治理上市公司獎)”.

12月4日，第四屆中國上市公司海外高峰論壇暨中國證券金紫荊獎頒獎典禮於香港洲際酒店宴會廳舉行。CMEC憑借2014年優異表現，榮獲最佳公司治理上市公司獎。



At the 5th Board Meeting of the 6th Anniversary China International Contractors Association cum 2014 Industry Annual Meeting convened during December 11 and 12, CMEC was granted the “2014 Enterprise Award for Enterprise of AAA Credit Rating (2014年企業信用等級評價AAA級企業獎)”.

12月11日－12日召開的中國對外承包工程商會第六屆五次理事會暨2014行業年會上，CMEC獲2014年度企業信用等級評價AAA級企業獎。



On December 9, President of Maldives attended the foundation stone laying ceremony for Maldives housing project (phase II) constructed by CMEC.

12月9日，馬爾代夫總統出席CMEC承建的馬爾代夫住房項目（二期）奠基儀式。

Major Events for the Year 本年度企業大事記



All the prepayment for the Belgrano cargo railway reform project in Argentina, of which CMEC was the general contractor, was received on September 19, 2014 and China Export & Credit Insurance Corporation issued the insurance policy on December 12. This project has been commenced upon the satisfaction of the conditions precedent. The total value of the project contract (the “**Contract**”) was approximately US\$2.4705 billion. As required by the Contract, the period of works for the project was approximately 48 months.

CMEC總承包建設的阿根廷貝爾格拉諾貨運鐵路改造項目於2014年9月19日收到全部預付款，並於2014年12月12日獲得中國出口信用保險公司出具的保單。此項目已於滿足先決條件後開始建設。此項目合同（「**合同**」）總價值約為24.705億美元。按照合同規定，項目工期約為48個月。

On December 22, CMEC signed with WINWIN Net Corporation Company Limited of Thailand a contract for equipment supply and installation in respect of the Thailand broadband network construction project. The contract value was approximately US\$120 million. Upon the completion of the project construction, it would provide the services for 0.6 million users with the broadband cable intake and 2.50 million users with the wireless broadband intake.

12月22日，CMEC與泰國多贏通信就泰國寬帶網路建設項目簽署了設備供貨及安裝合同。合同價值約1.2億美元，項目建成後能提供60萬戶有線寬帶接入及250萬戶無線寬帶接入服務，項目建設工期約12個月。



On December 24, the Egypt Embassy in China organized the China-Egypt Commerce and Trade Cooperation Conference. Witnessed by Egyptian President Sisi, Chairman SUN Bai and Mohamed Shaker, Minister of Electricity and Energy, signed a memorandum of understanding for an electricity and energy project.

12月24日，埃及駐華使館主辦中埃商貿合作會議，在埃及總統塞西的見證下，孫柏董事長與電力部長默罕默德·沙克爾簽署了電力能源項目的諒解備忘錄。



On December 28, CMEC, by virtue of its 2011-2013 excellent performance, obtained 5A rating of faith excellence for the tendering agencies.

12月28日，CMEC憑借2011-2013年的優異表現，榮獲招標代理機構誠信創優5A等級。

Major Events for the Year

本年度企業大事記



The celebration ceremony for the completion of the CACUACO VILA60/15KV transformer station construction project in Angola was held on December 29.

12月29日，CMEC承建的安哥拉CACUACO VILA60/15KV變電站建設項目舉行完工慶典儀式。



On December 29, upon the boiler ignition of the power station project constructed by CMEC in Serbia, the grid-connected power generation was successful right away.

12月29日CMEC承建的塞爾維亞電站項目鍋爐點火、一次並網發電成功。



On December 30, HE Thein Sein, President of Myanmar, attended the ribbon-cutting ceremony to celebrate the opening of the project of Thaukyegat (2) hydropower plant in Myanmar constructed by CMEC.

12月30日，緬甸總統吳登盛出席由CMEC承建的緬甸道耶卡(2)水電站項目的開幕剪彩慶典儀式。



On December 30, the Amgalan heating station in Mongolia constructed by CMEC was acclaimed during the “last show time” at the annual commendation meeting held by the Ministry of Energy of Mongolia and granted the “Mongolian 2014 Most Excellent Energy Infrastructure Project”.

12月30日，在蒙古國能源部年度表彰會上，CMEC總承包的蒙古阿木古郎供熱站3X116MW項目作為壓軸項目，榮獲得「蒙古國2014年度最優能源基礎設施項目獎」。

Report of Directors

董事會報告

The Board is pleased to present its report together with the audited consolidated financial statements of the Group prepared in accordance with IFRS for the year ended December 31, 2014.

GLOBAL OFFERING

The Company was incorporated as a part of the reorganization undergone by the Group in preparations for the Listing by converting its predecessor into a joint stock company with limited liability under the Companies Law in the PRC on January 18, 2011. The Company's H Shares were listed on the Stock Exchange on the Listing Date.

PRINCIPAL ACTIVITIES

The Company is a leading international engineering contracting and services provider with a primary focus on EPC projects and particular expertise in the power sector, capable of providing one-stop customized and integrated engineering contracting solutions and services. The Company also conducts the Trading Business and Other Businesses.

Details of the Company's subsidiaries are set out in note 18 to the audited consolidated financial statements.

RESULTS

The audited results of the Group for the year ended December 31, 2014 are set out in consolidated statement of profit or loss and the consolidated statement of comprehensive income of this annual report. The financial position of the Group and the Company as at December 31, 2014 are set out in the consolidated statement of financial position and the statement of financial position of this annual report, respectively. The cash flows of the Group for the year ended December 31, 2014 is set out in the consolidated statement of cash flow of this annual report.

A discussion and analysis of the Group's performance during the year and the key factors affecting its results and financial position are set out in the section "Management Discussion and Analysis" of this annual report.

董事會欣然提呈根據國際財務報告準則編製的本集團截至2014年12月31日止年度的報告，連同經審計合併財務報表。

全球發售

2011年1月18日，為籌備上市，作為本集團重組的一部分，根據中國法律，本公司通過其前身改制成為一家股份有限公司，以成立本公司。本公司的H股於上市日期在聯交所上市。

主要業務

本公司為領先的國際工程承包及服務商，主要專注於EPC項目，特別專長於電力能源行業，能夠提供一站式訂制及綜合工程承包方案及服務。本公司亦從事貿易業務及其他業務。

本公司附屬公司的詳情載於經審計合併財務報表附註18。

業績

本集團截至2014年12月31日止年度的經審計業績載於本年報合併損益表及合併綜合收益表。本集團及本公司於2014年12月31日的財務狀況分別載於本年報合併財務狀況表及財務狀況表。本集團截至2014年12月31日止年度的現金流量情況載於本年報合併現金流量表。

本集團年內表現的討論與分析以及影響其業績及財務狀況的主要因素載於本年報「管理層討論及分析」一節。

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FINAL DIVIDENDS

The Board recommended the distribution of a final dividend of RMB0.2033 per Share (pre-tax) for 4,125,700,000 Shares for the year ended December 31, 2014, representing a total amount of RMB838,754,810 (pre-tax).

According to the Articles of Association, dividends will be denominated and declared in Renminbi. Dividends on Domestic Shares will be paid in Renminbi and dividends on H Shares will be paid in Hong Kong dollars.

The proposed final dividend is subject to Shareholders' approval at the upcoming annual general meeting of the Company (the "AGM"). The Company will issue a separate announcement regarding the date of the upcoming AGM, the record date for the payment of H Share dividends and the dates of closure of register of members of the Company.

In accordance with tax law and relevant requirements under taxation regulatory institutions of the PRC, the Company is required to withhold 10% enterprise income tax when it distributes the final dividend for the year ended December 31, 2014 to all non-resident enterprise shareholders (including HKSCC Nominees Limited, other nominees, trustees or other entities and organizations, who will be deemed as non-resident enterprise shareholders) whose names appear on the H share register of members of the Company on the dividend record date*.

Pursuant to the PRC Individual Income Tax Law (《中華人民共和國個人所得稅法》), the Implementation Regulations of the Individual Income Tax Law (《中華人民共和國個人所得稅法實施條例》), the Tentative Measures on Withholding and Payment of Individual Income Tax (《個人所得稅代扣代繳暫行辦法》) and other relevant laws and regulations and based on the Company's consultation with the relevant PRC tax authorities, the Company is required to withhold and pay 20% individual income tax for the Company's individual H shareholders whose names appear on the register of members of H shares of the Company (the "Individual H Shareholders"). Pursuant to the Notice on Matters concerning the Levy and Administration of Individual Income Tax

* The Company will make an announcement on the period of closure of register of members of H Shares (for dividend entitlement) and the dividend record date in the circular and the notice of AGM in due course.

末期股息

董事會建議派付截至2014年12月31日止年度的末期股息，就4,125,700,000股每股人民幣0.2033元(稅前)，合共人民幣838,754,810元(稅前)。

根據章程規定，股息將以人民幣計價和宣佈。內資股的股息將以人民幣支付，而H股的股息則以港元支付。

擬派發的末期股息須經股東於本公司應屆股東週年大會(「股東週年大會」)上批准。本公司將就應屆股東週年大會日期、支付H股股息的記錄日期及本公司暫停辦理股份過戶登記日期刊發獨立公告。

根據稅法及中國稅務監管機構的有關要求，本公司向於股息記錄日期*名列公司H股股東名冊上的所有非居民企業股東(包括香港中央結算(代理人)有限公司、其他代理人、受託人或其他團體及組織，將被視為非居民企業股東)派發截至2014年12月31日止年度之末期股息時，須預扣10%的企業所得稅。

根據《中華人民共和國個人所得稅法》、《中華人民共和國個人所得稅法實施條例》和《個人所得稅代扣代繳暫行辦法》等相關法律法規及基於本公司與中國有關稅務當局的諮詢，本公司須為名列本公司H股股東名冊之本公司H股個人股東(「H股個人股東」)代扣代繳20%的個人所得稅。根據國家稅務總局《關於國稅發[1993]045號文件廢止後有關個人所得稅徵管問題的通知》及

* 本公司將適時公佈暫停辦理H股股份(就股息權利而言)過戶登記期間及股息記錄日期於股東週年大會通函及通告內。

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after the Repeal of Guo Shui Fa [1993] No.045 (《關於國稅發[1993]045號文件廢止後有關個人所得稅徵管問題的通知》) issued by the State Administration of Tax of the PRC and the letter titled “Tax arrangements on dividends paid to Hong Kong residents by Mainland companies” issued by the Stock Exchange, the overseas resident individual shareholders of the shares issued by domestic non-foreign invested enterprises in Hong Kong are entitled to the relevant preferential tax treatment pursuant to the provisions in the tax arrangements between the countries where they reside and China and the tax arrangements between China mainland and Hong Kong (Macau). The Company will identify the country of domicile of the Individual H Shareholders according to their registered address on the H share register of members of the Company on the dividend record date* (the “**Registered Address**”). The Company assumes no responsibility and disclaims all liabilities whatsoever in relation to the tax status or tax treatment of the Individual H Shareholders and for any claims arising from or in connection with any delay in or inaccurate determination of the tax status or tax treatment of the Individual H Shareholders or any disputes over the withholding mechanism or arrangements. Details of arrangements are as follows:

- For Individual H Shareholders who are Hong Kong or Macau residents or those whose country of domicile is a country which has entered into a tax treaty with the PRC stipulating a dividend tax rate of 10%, the Company will withhold and pay individual income tax at the rate of 10% on behalf of the Individual H Shareholders.
- For Individual H Shareholders whose country of domicile is a country which has entered into a tax treaty with the PRC stipulating a dividend tax rate of less than 10%, the Company will withhold and pay individual income tax at the rate of 10% on behalf of the Individual H Shareholders. If relevant Individual H Shareholders would like to apply for a refund of the additional amount of tax withheld and paid, the Company can assist the relevant shareholder to handle the application for the underlying preferential tax benefits pursuant to the tax treaties, provided that the relevant shareholder shall submit to the Company the information required under the “Notice of the State Administration

* The Company will make an announcement on the period of closure of register of members of H Shares (for dividend entitlement) and the dividend record date in the circular and the notice of AGM in due course.

聯交所題為「有關香港居民就內地企業派發股息的稅務安排」的函件，持有境內非外商投資企業在香港發行的股份的境外居民個人股東，可根據其居民身份所屬國家與中國簽署的稅收協定及內地和香港（澳門）間稅收安排的規定，享受相關稅收優惠。公司須根據股息記錄日期*名列公司H股股東名冊的H股個人股東的登記地址（「**登記地址**」）確定其居民身份。對於H股個人股東的納稅身份或稅務待遇及因H股個人股東的納稅身份或稅務待遇未能及時確定或不準確確定而引致或相關的任何申索或對於代扣機制或安排的任何爭議，本公司概不負責，亦不承擔任何責任。安排詳情如下：

- H股個人股東為香港、澳門居民或其住所所在國與中國簽訂股息稅率為10%的稅收協定的，本公司將按10%的稅率代扣代繳個人所得稅。
- H股個人股東住所所在國為與中國簽訂股息稅率低於10%的稅收協定的，本公司將按10%的稅率代扣代繳股息的個人所得稅。如相關H股個人股東欲申請退還多扣繳稅款，本公司可根據稅收協定代為辦理享受有關稅收協定待遇的申請，但股東須於暫停辦理股份過戶登記的開始日期*或之前向本

* 本公司將適時公佈暫停辦理H股股份（就股息權利而言）過戶登記期間及股息記錄日期於股東週年大會通函及通告內。

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of Taxation in relation to the Administrative Measures on Preferential Treatment Entitled by Non-residents under Tax Treaties (Tentative)” (Guo Shui Fa [2009] No.124) (《國家稅務總局關於印發〈非居民享受稅收協定待遇管理辦法(試行)〉的通知》(國稅發[2009]124號)) (the “**Tax Treaties Notice**”) on or before the commencement date of the closure of register of members.* Upon examination and approval by competent tax authorities, the Company will assist in refunding the additional amount of tax withheld and paid.

- For Individual H Shareholders whose country of domicile is a country which has entered into a tax treaty with the PRC stipulating a dividend tax rate of more than 10% but less than 20%, the Company will finally withhold and pay individual income tax at the actual tax rate stipulated in the relevant tax treaty.
- For Individual H Shareholders whose country of domicile is a country which has entered into a tax treaty with the PRC stipulating a dividend tax rate of 20%, or a country which has not entered into any tax treaties with the PRC, or under any other circumstances, the Company will finally withhold and pay individual income tax at the rate of 20% on behalf of the Individual H Shareholders.

If the domicile of an Individual H Shareholder is not the same as the Registered Address or if the Individual H Shareholder would like to apply for a refund of the additional amount of tax finally withheld and paid, the Individual H Shareholder shall notify and provide relevant supporting documents to the Company on or before the commencement date of the closure of register of members.* Upon examination of the supporting documents by the relevant tax authorities, the Company will follow the guidance given by the tax authorities to implement relevant tax withholding provisions and arrangements. Individual H Shareholders may either personally or appoint a representative to attend to the procedures in accordance with the requirements under the Tax Treaties Notices if they do not provide the relevant supporting documents to the Company within the time period stated above.

* The Company will make an announcement on the period of closure of register of members of H Shares (for dividend entitlement) and the dividend record date in the circular and the notice of AGM in due course.

公司呈交《國家稅務總局關於印發〈非居民享受稅收協定待遇管理辦法(試行)〉的通知》(國稅發[2009]124號)(「**稅收協定通知**」)規定的資料，經主管稅務機關審核批准後，本公司將協助對多扣繳稅款予以退還。

- H股個人股東住所所在國為與中國簽訂股息稅率高於10%但低於20%的稅收協定的，本公司將最終按相關稅收協定實際稅率代扣代繳個人所得稅。
- H股個人股東住所所在國為與中國簽訂股息稅率20%的稅收協定的、與中國並沒有簽訂任何稅收協定的或在任何其他情況下，本公司將最終按20%稅率代扣代繳個人所得稅。

如H股個人股東的住所與登記地址不符或希望申請退還最終多扣繳的稅款，H股個人股東須於暫停辦理股份過戶登記的開始日期*或之前通知本公司並提供相關證明文件，證明文件經相關稅務機關審核後，本公司會遵守稅務機關的指引執行與代扣代繳相關的規定和安排。如H股個人股東在上述期限前未能向本公司提供相關證明文件，可按稅收協定通知的有關規定自行或委託代理人辦理有關手續。

* 本公司將適時公佈暫停辦理H股股份(就股息權利而言)過戶登記期間及股息記錄日期於股東週年大會通函及通告內。

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Shareholders are recommended to consult their tax advisers regarding the PRC, Hong Kong and other tax implications arising from or in connection with their holding and disposal of the H Shares of the Company.

AGM AND CLOSURE OF REGISTER

The circular and the notice of the forthcoming AGM will be published and dispatched to the Shareholders in accordance with the requirements of the Listing Rules and the Articles of Association. The Company will make an announcement on the period of closure of register of members of H Shares in the circular and the notice of the AGM in due course.

FINANCIAL SUMMARY

A summary of the Group's results, assets and liabilities for the last five financial years are set out in the section "Financial Highlights" of this annual report. This summary does not form part of the audited consolidated financial statements.

MAJOR CUSTOMERS AND SUPPLIERS

For the year ended December 31, 2014, the Group's five largest suppliers accounted for 14.17% (2013: 11.0%) of the Group's total purchases. The Group's largest supplier accounted for 4.89% (2013: 3.2%) of the Group's total purchases.

For the year ended December 31, 2014, the Group's sales to its five largest customers accounted for 34.31% (2013: 30.0%) of the Group's total sales. The Group's sales to its largest customer accounted for 14.93% (2013: 9.7%) of the Group's total sales.

None of the Directors of the Company or any of their close associates or any Shareholders (which, to the best knowledge of the Directors, owns more than 5% of the Company's issued share capital) had any interest in the Group's five largest customers and suppliers.

建議股東應向彼等的稅務顧問諮詢有關擁有及處置本公司H股所涉及或相關的中國、香港及其他稅務影響的意見。

股東週年大會及暫停辦理股份過戶登記

應屆股東周年大會的通函及通告將根據上市規則規定及公司章程適時公佈並寄予股東。本公司將適時公佈暫停辦理H股股份過戶登記期間於股東週年大會通函及通告內。

財務概要

本集團於過往五個財政年度的業績、資產及負債之概要載於本年報「財務摘要」一節。本概要並不構成經審計合併財務報表的一部分。

主要客戶及供應商

截至2014年12月31日止年度，本集團的五大供應商佔本集團採購總額的14.17% (2013年：11.0%)。本集團的最大供應商佔本集團採購總額的4.89% (2013年：3.2%)。

截至2014年12月31日止年度，本集團向其五大客戶作出的銷售額佔本集團銷售總額34.31% (2013年：30.0%)。本集團向其最大客戶作出的銷售額佔本集團銷售總額14.93% (2013年：9.7%)。

本公司董事或彼等任何緊密聯繫人或任何股東（就董事所深知，擁有本公司已發行股本5%以上）概無與本集團五大客戶及供應商擁有任何權益。

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PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Company and the Group during the year ended December 31, 2014 are set out in note 14 to the audited consolidated financial statements.

SHARE CAPITAL

Details of movements in the share capital of the Company during the year are set out in note 29 to the audited consolidated financial statements.

RESERVES

Details of movements in the reserves of the Company during the year are set out in note 30 to the audited consolidated financial statements, and details of movements in the reserves of the Group during the year are set out in the consolidated statement of changes in equity.

DISTRIBUTABLE RESERVES

As at December 31, 2014, the Company's reserves available for distribution, calculated in accordance with the provisions of Companies Law, amounted to approximately RMB4,383.74 million (as at December 31, 2013: 3,468.8 million).

BANK LOAN AND OTHER BORROWINGS

Particulars of bank loans and other borrowings of the Company and the Group as at December 31, 2014 are set out in note 25 to the audited consolidated financial statements.

BOARD

The Directors during the year ended December 31, 2014 and up to the date of this report were:

物業、廠房及設備

本公司及本集團於截至2014年12月31日止年度的物業、廠房及設備的變動詳情載於經審計合併財務報表附註14。

股本

本公司於年內的股本變動詳情載於經審計合併財務報表附註29。

儲備

本公司於年內的儲備變動詳情載於經審計合併財務報表附註30，而本集團於年內的儲備變動詳情載於合併權益變動表內。

可分派儲備

於2014年12月31日，根據公司法條文計算本公司可供分派的儲備約為人民幣4,383.74百萬元（於2013年12月31日：人民幣3,468.8百萬元）。

銀行貸款及借貸

本公司及本集團於2014年12月31日的銀行貸款及其他借貸之詳情載於經審計合併財務報表附註25。

董事會

於截至2014年12月31日止年度內及直至本報告日期，董事包括：

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Executive Directors:

Mr. SUN Bai (*Chairman*) (appointed on April 19, 2013 and re-appointed on February 20, 2014)
Ms. LI Taifang (*Vice Chairperson*) (appointed on July 29, 2011 and appointment ceased effective on February 20, 2014)
Mr. ZHANG Chun (*President*) (appointed on March 16, 2012 and re-appointed on February 20, 2014)

Non-executive Directors:

Mr. PAN Chongyi (appointed on January 13, 2011 and appointment ceased effective on February 20, 2014)
Mr. WANG Zhian (appointed on January 13, 2011 and re-appointed on February 20, 2014)
Mr. YU Benli (appointed on February 20, 2014)
Mr. ZHANG Fusheng (appointed on February 20, 2014)

INEDs:

Mr. LIU Li (appointed on January 13, 2011 and re-appointed on February 20, 2014)
Ms. LIU Hongyu (appointed on January 13, 2011 and re-appointed on February 20, 2014)
Mr. FANG Yongzhong (appointed on July 29, 2011 and re-appointed on February 20, 2014)
Mr. CHAN Kin Ho Philip (appointed on December 30, 2011 and appointment ceased effective on February 20, 2014)
Mr. WU Tak Lung (appointed on February 20, 2014)

BOARD OF DIRECTORS AND SENIOR MANAGEMENT

Biographical details of the current Directors and senior management of the Group are set out in the section “Directors, Supervisors, Senior Management and Employees” of this annual report.

執行董事：

孫柏先生 (*董事長*) (於2013年4月19日獲委任及於2014年2月20日獲重新委任)
李太芳女士 (*副董事長*) (於2011年7月29日獲委任及委任於2014年2月20日終止)
張淳先生 (*總裁*) (於2012年3月16日獲委任及於2014年2月20日獲重新委任)

非執行董事：

潘崇義先生 (於2011年1月13日獲委任及委任於2014年2月20日終止)
王治安先生 (於2011年1月13日獲委任及於2014年2月20日獲重新委任)
余本禮先生 (於2014年2月20日獲委任)
張福生先生 (於2014年2月20日獲委任)

獨立非執行董事：

劉力先生 (於2011年1月13日獲委任及於2014年2月20日獲重新委任)
劉紅宇女士 (於2011年1月13日獲委任及於2014年2月20日獲重新委任)
方永忠先生 (於2011年7月29日獲委任及於2014年2月20日獲重新委任)
陳建豪先生 (於2011年12月30日獲委任及委任於2014年2月20日終止)
吳德龍先生 (於2014年2月20日獲委任)

董事會及高級管理層

本集團現任董事及高級管理層的履歷詳情載於本年報「董事、監事、高級管理人員及僱員」一節。

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CONFIRMATION OF INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules from each of the INEDs and the Company considers such Directors to be independent for the year ended December 31, 2014.

SERVICE CONTACT AND LETTER OF APPOINTMENTS OF DIRECTORS AND SUPERVISORS

As approved at the extraordinary general meeting on February 20, 2014, Ms. LI Taifang, Mr. PAN Chongyi and Mr. CHAN Kin Ho Philip have ceased to be Directors due to expiration of their service term. Their term of office ended upon the conclusion of the extraordinary general meeting. Meanwhile, as approved at the same extraordinary general meeting, (i) Mr. SUN Bai and Mr. ZHANG Chun have been re-appointed as executive Directors of the second session of the Board, (ii) Mr. WANG Zhian has been re-appointed and Mr. YU Benli and Mr. ZHANG Fusheng have been appointed as non-executive Directors of the second session of the Board, (iii) Mr. LIU Li, Ms. LIU Hongyu and Mr. FANG Yongzhong have been re-appointed and Mr. WU Tak Lung has been appointed as INEDs of the second session of the Board, whose term of service commenced on February 20, 2014 until the expiration of the term of second session of the Board, and (iv) Mr. QUAN Huaqiang and Mr. QIAN Xiangdong have been re-appointed as shareholder representative Supervisors for the second session of the Supervisory Board. Mr. BAI Ming has been re-appointed as the staff representative Supervisor for the second session of the Supervisory Board on January 24, 2014 and he together with Mr. QUAN Huaqiang and Mr. QIAN Xiangdong formed the second session of the Supervisory Board. Their term of service commenced on February 20, 2014 until the expiration of the term of second session of the Supervisory Board. Details for the above changes of Directors and Supervisors may refer to the Company's annual report for the year of 2013 published on April 28, 2013.

獨立非執行董事的獨立性確認書

本公司已接獲各獨立非執行董事根據上市規則第3.13條的規定作出其符合獨立性之年度確認書，且本公司認為該等董事於截至2014年12月31日止年度內皆為獨立人士。

董事及監事的服務合約及委任函

經2014年2月20日舉行的臨時股東大會批准，李太芳女士、潘崇義先生及陳建豪先生已因彼等的任期屆滿而不再出任董事。彼等的任期於臨時股東大會結束時終止。同時，於同一臨時股東大會上亦批准，(i)孫柏先生及張淳先生已獲重新委任為第二屆董事會執行董事；(ii)王治安先生已獲重新委任，及余本禮先生及張福生先生已獲委任為第二屆董事會非執行董事；(iii)劉力先生、劉紅宇女士及方永忠先生已獲重新委任，及吳德龍先生已獲委任為第二屆董事會獨立非執行董事，彼等的任期自2014年2月20日起直至第二屆董事會屆滿為止；及(iv)全華強先生及錢向東先生已獲重新委任為第二屆監事會股東代表監事。白明先生已於2014年1月24日獲重新委任為第二屆監事會職工代表監事，彼與全華強先生及錢向東先生組成第二屆監事會。彼等的任期自2014年2月20日起直至第二屆監事會屆滿為止。有關上文董事及監事變更的詳情可參閱本公司於2013年4月28日刊登的2013年年度報告。

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After their appointment, all members of the second session of the Board have entered into service contracts and/or appointment letters with the Company for a term of 3 years, commencing from February 20, 2014 and ending on February 19, 2017 or on the date when the third session of the Board is elected by the shareholders. The Company shall have power to enter into service contracts and/or appointment letters with the members of the second session of the Supervisory Board.

For the year ended December 31, 2014, none of the Directors or Supervisors had entered or proposed to enter into a service contract with any member of the Group which will not expire or is not determinable by the Company within one year without payment of compensation (other than statutory compensation).

DIRECTORS' AND SUPERVISORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

No Director or Supervisor had a material interest, either directly or indirectly, in any contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party during the year ended December 31, 2014.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year ended December 31, 2014.

EMOLUMENT POLICY

A remuneration committee was set up for reviewing the Group's emolument policy and structure for all remuneration of the directors and senior management of the Group, having regard to the Group's operating results, individual performance of the Directors and senior management and comparable market practices.

The Company does not adopt any pre- or post-IPO share award scheme and share option scheme as incentive to eligible employees.

彼等獲委任後，第二屆董事會的全體成員已與本公司訂立服務合約及／或委任函，任期為三年，自2014年2月20日起，至2017年2月19日或股東選出第三屆董事會之日止。本公司有權與第二屆監事會成員訂立服務合約及／或委任函。

截至2014年12月31日止年度，概無董事及監事已與本集團任何成員公司訂立或擬訂立於一年後屆滿或僱主不得於一年內於毋須作出賠償（法定賠償除外）下將其終止的任何服務合約。

董事及監事於重大合約之權益

截至2014年12月31日止年度，各董事及監事概無於本公司或其任何附屬公司所訂立對本集團業務而言屬重大的任何合約中直接或間接擁有重大權益。

管理合約

截至2014年12月31日止年度，概無就有關本公司整體業務或其任何主要部分的管理及行政訂立或訂有任何合約。

薪酬政策

設立薪酬委員會旨在根據本集團的經營業績、董事與高級管理層的個人表現及可資比較的市場慣例，檢討本集團的薪酬政策以及所有董事及高級管理層的薪酬架構。

本公司概無採納任何首次公開發售前或後股份獎勵計劃及購股權計劃，作為對合資格僱員的獎勵。

Report of Directors

董事會報告

REMUNERATION OF DIRECTORS AND FIVE INDIVIDUALS WITH HIGHEST EMOLUMENTS

Details of the emoluments of the directors and five highest paid individuals are set out in notes 8 and 9 to the audited consolidated financial statements.

CHANGES TO INFORMATION IN RESPECT OF DIRECTORS DURING THE YEAR

On October 20, 2014, Mr. SUN Bai, an executive Director and Chairman, has ceased to be a member of the remuneration committee of the Company.

Mr. ZHANG Chun, an executive Director and president of the Company, has been appointed as the chairman of China National Electric Engineering Co., Ltd. (中國電力工程有限公司), in March 2014.

On October 20, 2014, Mr. WANG Zhian, a non-executive Director, has been appointed as a member of remuneration committee of the Company.

Mr. YU Benli, a non-executive Director, has resigned as the chairman of China Machine Tool Sales and Technology Services Co., Ltd. (中國機床銷售與技術服務有限公司), a subsidiary of SINOMACH, in February 2014.

Mr. LIU Li, the INED, has resigned as an independent director of Bohai Ferry Co. Ltd. (渤海輪渡股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 603167), in March 2014. On October 27, 2014, Mr. LIU has been appointed as independent non-executive director of Bank of Communications Co., Ltd. (交通銀行股份有限公司) (stock code: 3328).

On March 4, 2014, Mr. WU Tak Lung, the INED, has been appointed as an independent non-executive director of Sinomax Group Limited (盛諾集團有限公司), a company listed on the Main Board of the Stock Exchange (stock code: 1418). On July 22, 2014, Mr. WU has resigned as an independent non-executive director of Valuetronics Holdings Limited, a company listed on the Singapore Exchange.

董事薪酬及五位最高薪酬人士

有關董事及五位最高薪酬人士的薪酬詳情載於經審計合併財務報表附註8及9。

本年度內董事資料變動

於2014年10月20日，執行董事兼董事長孫柏先生不再為本公司薪酬委員會成員。

於2014年3月，本公司執行董事兼總裁張淳先生獲委任為中國電力工程有限公司之董事長。

於2014年10月20日，非執行董事王治安先生獲任為本公司薪酬委員會成員。

於2014年2月，非執行董事余本禮先生辭任中國機床銷售與技術服務有限公司（國機的附屬公司）之董事長。

於2014年3月，獨立非執行董事劉力先生辭任渤海輪渡股份有限公司（一家於上海證券交易所上市之公司（股份代號：603167））獨立董事一職。於2014年10月27日，劉先生獲任為交通銀行股份有限公司（股份代號：3328）之獨立非執行董事。

於2014年3月4日，獨立非執行董事吳德龍先生獲委任為聯交所主板上市公司盛諾集團有限公司（股份代號：1418）之獨立非執行董事。於2014年7月22日，吳先生辭任鴻通電子控股有限公司（一家於新加坡交易所上市之公司）獨立非執行董事。

Report of Directors

董事會報告

Save as disclosed above, as at the date of this annual report, there were no other changes to the Director's, Supervisor's or senior management's information as required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

INTERESTS, SHORT POSITIONS AND SHARE OPTION SCHEME OF THE DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT IN THE SHARES, UNDERLYING SHARES AND DEBENTURES

As at December 31, 2014, none of the Directors, Supervisors or senior management of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were required, pursuant to Section 352 of the SFO, to be recorded in the register referred to therein, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

DIRECTORS' AND SUPERVISORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

No time during the year ended December 31, 2014 were rights to acquire benefits by means of the acquisition of Shares in or debentures of the Company granted to any Director, Supervisor or their respective spouse or children under 18 years of age, or were any such rights exercised by them; or was the Company and any of its subsidiaries a party to any arrangement to enable the Directors, the Supervisors, or their respective spouse or children under 18 years of age, to acquire such rights in any other body corporate.

除上文所披露者外，截至本年報日期，董事、監事或高級管理層的資料概無任何其他變動而須根據上市規則第13.51B(1)條予以披露。

董事、監事及高級管理層於股份、相關股份及債券的權益、淡倉及購股權

於2014年12月31日，概無本公司董事、監事或高級管理層於本公司或其相關法團（定義見證券及期貨條例第XV部）的股份、相關股份或債券中擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所的權益或淡倉（包括彼等根據證券及期貨條例的該等條文被當做或被視為擁有的權益或淡倉），或按證券及期貨條例第352條記載於本公司於該條所指的登記冊內的權益或淡倉，或根據標準守則須知會本公司及聯交所的權益或淡倉。

董事及監事購買股份或債券的權利

截至2014年12月31日止期間，概無授予任何董事、監事或彼等各自的配偶或未滿18歲的子女通過購入本公司股份或債券的方式而獲益的權利，或由彼等行使任何該等權利；亦無由本公司或其任何附屬公司作出安排以令董事、監事，或彼等各自的配偶或未滿18歲的子女於任何其他法人團體獲得該等權利。

Report of Directors

董事會報告

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at December 31, 2014, so far as it was known by or otherwise notified to any Directors or the chief executive of the Company, the particulars of the corporations or persons (other than a Director, Supervisors or the chief executive of the Company) which had 5% or more interests and short positions in the Shares and the underlying Shares as recorded in the register kept under section 336 of the SFO were as follows:

Long positions in the Shares

主要股東及其他人士於股份、相關股份及債券的權益及淡倉

於2014年12月31日，據任何董事或本公司最高行政人員所知或以其他方式獲知會，根據證券及期貨條例第336條存置的登記冊所記錄擁有股份及相關股份5%或以上權益及淡倉的法團或人士（董事、監事或本公司最高行政人員除外）詳情如下：

股份的好倉

Name of Shareholders	Class of Shares	Capacity/Nature of interest	Number of Issued Shares/Underlying Shares Held	Approximate Percentage of Shareholding in the Relevant Class of Share	Approximate Percentage of Shareholding in the Total Share
股東名稱	股份類別	身份／權益性質	所持已發行股份／相關股份的數目 (Share) (股)	佔有關股份類別股權概約百分比 (附註1) (%)	佔股份總額股權概約百分比 (附註1) (%)
SINOMACH	Domestic Shares	Interests of beneficial owner and controlled corporation	3,217,430,000 (Note 2) (Long position)	100%	77.99%
國機	內資股	實益擁有人權益及受控法團權益	(附註2)(好倉)		
NSSF	H Shares	Interests of beneficial owner	81,352,000 (Long position)	8.96%	1.97%
社保基金理事會	H股	實益擁有人權益	(好倉)		
BNP Paribas Jersey Nominee Company Limited	H Shares	Nominee for another person	65,130,000 (Note 3) (Long position)	7.17%	1.58%
BNP Paribas Jersey Nominee Company Limited	H股	另一名人士之代名人	(附註3)(好倉)		

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董事會報告

Name of Shareholders	Class of Shares	Capacity/Nature of interest	Number of Issued Shares/Underlying Shares Held 所持已發行股份／相關股份的數目 (Share) (股)	Approximate Percentage of Shareholding in the Relevant Class of Share (Note 1) 佔有關股份類別股權概約百分比 (附註1) (%)	Approximate Percentage of Shareholding in the Total Share (Note 1) 佔股份總額股權概約百分比 (附註1) (%)
股東名稱	股份類別	身份／權益性質			
BNP Paribas Jerse Trust Corporation Limited	H Shares	Trustee	65,130,000 (Note 3) (Long position) (附註3)(好倉)	7.17%	1.58%
BNP Paribas Jerse Trust Corporation Limited	H股	受託人			
Cheah Capital Management Limited	H Shares	Interests of controlled corporation	65,130,000 (Note 3) (Long position) (附註3)(好倉)	7.17%	1.58%
切亞資本管理有限公司	H股	受控法團權益			
Cheah Company Limited	H Shares	Interests of controlled corporation	65,130,000 (Note 3) (Long position) (附註3)(好倉)	7.17%	1.58%
切亞有限公司	H股	受控法團權益			
Value Partners Group Limited	H Shares	Interests of controlled corporation	65,130,000 (Note 3) (Long position) (附註3)(好倉)	7.17%	1.58%
惠理集團有限公司	H股	受控法團權益			
Cheah Cheng Hye	H Shares	Person who set up a discretionary trust	65,130,000 (Note 3) (Long position) (附註3)(好倉)	7.17%	1.58%
謝清海	H股	全權信託創立人			
To Hau Yin	H Shares	Interests of spouse	65,130,000 (Note 3) (Long position) (附註3)(好倉)	7.17%	1.58%
杜巧賢	H股	配偶權益			

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Name of Shareholders	Class of Shares	Capacity/Nature of interest	Number of Issued Shares/Underlying Shares Held	Approximate	Approximate
				Percentage of Shareholding in the Relevant Class of Share	Percentage of Shareholding in the Total Share
股東名稱	股份類別	身份／權益性質	所持已發行股份／相關股份的數目 (Share) (股)	(Note 1) 佔有關股份類別 股權概約百分比 (附註1) (%)	(Note 1) 佔股份總額 股權概約百分比 (附註1) (%)
CSR (Hong Kong) Company Limited	H Shares	Interests of beneficial owner	63,000,000 (Note 4) (Long position)	6.94%	1.53%
中國南車(香港)有限公司	H股	實益擁有人權益	(附註4)(好倉)		
China South Locomotive & Rolling Stock Corporation Limited	H Shares	Interests of controlled corporation	63,000,000 (Note 4) (Long position)	6.94%	1.53%
中國南車股份有限公司	H股	受控法團權益	(附註4)(好倉)		
CSR Group	H Shares	Interests of controlled corporation	63,000,000 (Note 4) (Long position)	6.94%	1.53%
中國南車集團公司	H股	受控法團權益	(附註4)(好倉)		

Notes:

附註：

- (1) This percentage is calculated on the basis of the number of underlying Shares/total Shares that had been issued by the Company as of December 31, 2014.
- (2) SINOMACH was beneficially interested in 3,185,260,000 Domestic Shares, representing approximately 77.21% of our total share capital. China United was beneficially interested in 32,170,000 Domestic Shares, representing approximately 0.78% of our total share capital. Since China United is a wholly-owned subsidiary of SINOMACH, SINOMACH is, therefore, deemed to be interested in the Domestic Shares held by China United.

- (1) 該百分比乃以本公司於2014年12月31日已發行的相關股份數目／股份總數計算。
- (2) 國機於3,185,260,000股內資股中實益擁有權益，佔我們總股本約77.21%。中國聯合於32,170,000股內資股中擁有實益權益，佔我們總股本約0.78%。由於中國聯合為國機的全資附屬公司，因此，其被視為於中國聯合所持內資股中擁有權益。

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The following shares referred to in notes above represent the same block of shares in which all the relevant parties are deemed under the SFO to be interested.

- (3) The 65,130,000 Shares as referred to in note 3 above.

BNP Paribas Jersey Trust Corporation Limited, as trustee of The C H Cheah Family Trust, has 100% interest over BNP Paribas Jersey Nominee Company Limited. BNP Paribas Jersey Nominee Company Limited has 100% interest over Cheah Company Limited which in turn has 100% interest over Cheah Capital Management Limited. Cheah Capital Management Limited has 27.21% interest over Value Partners Group Limited which in turn has 100% interest over Value Partners Hong Kong Limited. Value Partners Hong Kong Limited has 100% interest over Value Partners Limited.

The C H Cheah Family Trust was set up by Mr. Cheah Cheng Hye. Madam To Hau Yin is the spouse of Mr. Cheah Cheng Hye and accordingly is deemed to be interested in the 65,130,000 Shares.

- (4) The 63,000,000 shares as referred to in note 4 above.

CSR Group has 55% interest over China South Locomotive & Rolling Stock Corporation Limited which in turn has 100% interest over CSR (Hong Kong) Company Limited.

Save as disclosed above, and as at December 31, 2014, the Directors were not aware of any persons (who were not Directors, Supervisors or chief executive of the Company) who had an interest or short position in the Shares or underlying Shares of the Company which would fall to be disclosed under Divisions 2 and 3 of Part XV of the SFO, or which would be required, pursuant to Section 336 of the SFO, to be entered in the register referred to therein.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

During the year ended December 31, 2014, the Company did not redeem any of its H Shares listed on the Stock Exchange nor did the Company or any of its subsidiaries purchase or sell any of such shares.

上文附註所述的以下股份指根據證券期貨條例視為擁有權益的所有相關各方的同一批股份。

- (3) 上文附註3所述的65,130,000股股份。

BNP Paribas Jersey Trust Corporation Limited (作為C H Cheah Family Trust的受托人) 擁有BNP Paribas Jersey Nominee Company Limited全部權益。BNP Paribas Jersey Nominee Company Limited擁有切亞有限公司全部權益，而切亞有限公司擁有切亞資本管理有限公司全部權益。切亞資本管理有限公司擁有惠理集團有限公司27.21%權益，而惠理集團有限公司擁有惠理基金管理香港有限公司全部權益。惠理基金管理香港有限公司擁有惠理基金管理公司全部權益。

The C H Cheah Family Trust由謝清海先生成立。杜巧賢女士為謝清海先生的配偶，故此被視為擁有65,130,000股股份權益。

- (4) 上文附註4所述的63,000,000股股份。

中國南車集團公司擁有中國南車股份有限公司55%權益，而中國南車股份有限公司擁有中國南車(香港)有限公司全部權益。

除上文披露者外，於2014年12月31日，董事並不知悉，任何人士(並非董事、監事或本公司主要行政人員)於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部規定須予披露的權益或淡倉，或須根據證券及期貨條例第336條登記於該條所述的股東名冊的權益或淡倉。

購買、出售或贖回上市證券

於截至2014年12月31日止年度，本公司並無贖回其於聯交所上市的任何H股，而本公司或其任何附屬公司亦無購買或出售任何該等股份。

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董事會報告

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Articles of Association or the Companies Law, which would oblige the Company to offer new Shares on a pro rata basis to existing Shareholders.

NON-COMPETITION UNDERTAKING

SINOMACH entered into a non-competition agreement dated July 12, 2011 as supplemented by a supplemental agreement dated December 10, 2012 (together as “**Non-Competition Agreement**”) with the Company. Pursuant to the agreement, SINOMACH provided certain non-competition undertakings to the Company and granted the option to acquire certain retained business which overlaps with the Company's International Engineering Contracting Business in the Core Sectors (the “**Relevant Sectors**”) and right of first refusal for any new business opportunities in relation to the Relevant Sectors. Pursuant to the Non-competition Agreement, the INEDs are responsible for reviewing the implementation of the undertakings under the agreement on an annual basis. During the year, the INEDs have reviewed the implementation of the Non-Competition Agreement and confirmed that SINOMACH has been in full compliance with the agreement and there was no breach by SINOMACH.

SINOMACH has confirmed in writing to the Company of its compliance with the Non-competition Agreement for disclosure in this annual report during the year ended December 31, 2014.

DIRECTORS' AND SUPERVISORS' INTEREST IN COMPETING BUSINESS

As at December 31, 2014, none of the Directors, the Supervisors or their respective close associates had engaged in or had any interest in any business which competes or may compete with the businesses of the Group.

優先認股權

章程或公司法概無規定本公司須向現有股東按比例提呈發售新股的優先認股權條文。

避免同業競爭承諾

國機與本公司於2011年7月12日簽訂避免同業競爭協議，並經日期為2012年12月10日的補充協議所補充（統稱「**避免同業競爭承諾**」）。根據協議，國機向本公司作出若干避免同業競爭承諾，並授予收購本公司於核心行業（「**相關行業**」）國際工程承包業務部分保留業務的選擇權及就相關行業所產生的新商機之優先選擇權。根據避免同業競爭協議，獨立非執行董事每年負責檢討協議項下承諾的執行情況。年內，獨立非執行董事已對避免同業競爭協議作了檢討，並確認國機完全遵守有關協議，且概無作出任何違反行為。

截至2014年12月31日止年度，國機已以書面形式向本公司確認，其已遵循避免同業競爭承諾於本年報中予以披露。

董事及監事於競爭性業務中的權益

於2014年12月31日，概無董事、監事或彼等各自的緊密聯繫人從事或於任何與本集團業務形成競爭或可能形成競爭的業務中擁有權益。

CONNECTED TRANSACTION

I. Connected Transaction

The Company has on December 27, 2013 entered in the capital injection agreement (the “**Capital Injection Agreement**”) with SINOMACH, a controlling shareholder of the Company and China National Electric Apparatus Research Institute Co., Ltd. (the “**Apparatus Institute**”), a wholly-owned subsidiary of SINOMACH, pursuant to which the Company injected a total of RMB105,400,722 into Apparatus Institute by way of capital increase in cash. The parties have entered into a rescission agreement on June 18, 2014 to rescind the Agreement in its entirety. Pursuant to the rescission agreement, the Apparatus Institute had refunded RMB105,400,722 (representing the capital increase paid pursuant to the Capital Injection Agreement) to the Company. Details for the transaction and the rescission may refer to the Company’s announcements made on December 27, 2013 and June 18, 2014, respectively.

II. Non-Exempt Continuing Connected Transaction

The connected transactions of the Company are also related party transactions, which are disclosed in note 34 to the audited consolidated financial statements in accordance with International Accounting Standard 24 “Related Party Disclosure”.

In terms of the non-exempt continuing connected transactions of category 1 to category 4 as stated below, the Company obtained approval from the Stock Exchange in respect of the annual caps of such continuing connected transactions when the Company’s H Shares were listed, and was granted a waiver from strict compliance with the announcement and independent Shareholders’ approval requirements.

關連交易

I. 關連交易

本公司已於2013年12月27日與本公司控股股東國機及國機的全資附屬公司中國電器科學研究院有限公司（「中國電器院」）訂立一份注資協議（「注資協議」），據此，本公司以現金增資形式向中國電器院注入合共人民幣105,400,722元。各方於2014年6月18日訂立解除協議，以全面解除該協議。根據解除協議，中國電器院已向本公司退款人民幣105,400,722元（根據注資協議，該筆款項為已付增資）。有關交易及解除詳情，可參閱本公司日期分別為2013年12月27日及2014年6月18日的公告。

II. 不獲豁免的持續關連交易

亦屬關聯方交易的本公司關連交易已根據國際會計準則第24號「關聯方披露」於經審計合併財務報表附註34披露。

就下表所述第1至第4類不獲豁免持續關連交易而言，本公司已於H股上市時獲聯交所對該類持續關連交易年度上限的批准，並獲豁免嚴格遵守有關公告及獨立股東批准規定。

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The table below set out the annual caps and the actual transaction amount of such connected transactions for 2014:

下表載列該等關連交易於2014年的年度上限及實際交易金額：

	Connected Transactions	Connected Person	Annual cap for 2014	Actual Transaction Amount for 2014
	關連交易	關連人士	2014年的年度上限	2014年的實際交易金額
1	Provision of engineering services and products by our Group to SINOMACH Group 本集團向國機集團提供工程服務及產品	N/A 不適用	RMB573.0 million (note(i)) 人民幣 573.0百萬元 (附註(i))	RMB NIL 人民幣 零元
2	Receipt of engineering services and products from SINOMACH Group by our Group 本集團接受國機集團的工程服務及產品	China Machinery Industry Construction Group INC. 中國機械工業建設集團有限公司 China National General Machinery Engineering Corporation 中國通用機械工程有限公司 China JK Institute of Engineering Investigation and Design Institute 機械工業勘察設計研究院 Harbin Power System Engineering and Research Institute Co., Ltd. 哈爾濱電力設備成套設計研究所有限公司 China Construction Machinery Co., Ltd. 中工工程機械成套有限公司 China Machine-Build International Corporation 中國機械對外經濟技術合作總公司	RMB1,500.0 million (note(i)) 人民幣 1,500.0百萬元 (附註(i))	RMB1,236.54 million 人民幣 1,236.54百萬元

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Connected Transactions	Connected Person	Annual cap for 2014	Actual Transaction Amount for 2014
關連交易	關連人士	2014年的 年度上限	2014年的 實際交易金額
	SINOMACH Chinaperfect (HK) Co., Ltd. 國機浦發(香港)有限公司		
	Shenyang Academy of Instrumentation Science Co., Ltd. 瀋陽儀表科學研究院有限公司		
	Shenyang Academy of Instrumentation Science 瀋陽儀表科學研究院		
	China Machinery TIDI Geotechnical Engineering Co., Ltd. 中機三勘岩土工程有限公司		
	China Ocean Aviation Group Limited 中國海洋航空集團有限公司		
	Beijing Sciencetech International Project Management Co., Ltd. 北京興電國際工程管理有限公司		
	Erzhong Group (Deyang) Heavy Equipment Wanlu Transport Ltd. 中國第二重型機械集團德陽萬路運業 有限公司		
	IPPR Engineering International Co., Ltd. 京興國際工程管理有限公司		
	Shanghai Hualong Import & Export Corporation 上海華隆進出口公司		
	Dingsheng Tiangong Construction Machinery Trading Co., Ltd. 鼎盛天工工程機械銷售有限公司		

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		Annual cap for 2014 2014年的 年度上限	Actual Transaction Amount for 2014 2014年的 實際交易金額
Connected Transactions	Connected Person		
關連交易	關連人士		
	COAG International Shipping Co., Ltd. 中海航集團國際航運公司		
	China National Automation Control System Corp. 中國自動化控制系統總公司		
	CMCU Engineering Co., Ltd 中機中聯工程有限公司		
	Guangzhou Kinte Industrial Co., Ltd. 廣州擎天實業有限公司		
	Zhengzhou Zhongxing Project Supervision Co., Ltd. 鄭州中興工程監理有限公司		
	China Ocean Engineering Construction General Bureau 中海工程建設總局		
	China SANAN Construction Corporation 中國三安建設有限公司		
3	Trading procurement by our Group from SINOMACH Group 本集團向國機集團進行貿易採購	N/A 不適用	RMB21.0 million (note(i)) 人民幣 21.0百萬元 (附註(i))
			RMB NIL 人民幣 零元

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			Actual Transaction Amount for 2014	
Connected Transactions	Connected Person	Annual cap for 2014	Actual Amount for 2014	
關連交易	關連人士	2014年的 年度上限	2014年的 實際交易金額	
4	Provision of integrated services by our Group to SINOMACH Group 本集團向國機集團提供綜合服務	SINOMACH 國機 SUMEC Group Corporation 江蘇蘇美達集團有限公司 China Ocean Aviation Group Incorporation 中國海洋航空集團公司 YTO (LUOYANG) DIESEL ENGINE CO., LTD. 一拖(洛陽)柴油機有限公司 China – Africa Machinery Corp. 中非重工投資有限公司 Shanghai Lanbin Petrochemical Equipment Co., Ltd. 上海藍濱石化設備有限責任公司 YTO (LUOYANG) TRANSPORTATION MACHINERY CO., LTD. 一拖(洛陽)搬運機械有限公司 China Machine-Building International Corporation 中國機械對外經濟技術合作總公司 China Yangtze Grinding Machine Import & Export Corporation 中國長江磨床進出口有限公司 YTO (LUOYANG) AXLE CO., LTD. 一拖(洛陽)車橋有限公司 CHANGCHUN RESEARCH INSITITUTE FOR MECHANICAL SCIENCE CO., LTD. 長春機械科學院有限公司 CHINA FOMA (GROUP) CO., LTD. 中國福馬機械集團有限公司 Beijing SNL Trading Co., Ltd. 北京海洲貿易有限責任公司	RMB53.0 million (note(i)) 人民幣 53.0百萬元 (附註(i))	RMB19.92 million 人民幣 19.92百萬元

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Connected Transactions	Connected Person	Annual cap for 2014 2014年的 年度上限	Actual Transaction Amount for 2014 2014年的 實際交易金額
關連交易	關連人士		
	Wuxi Drilling Tools Factory 無錫鑽探工具廠有限公司		
	YTO International, Ltd. 一拖國際經濟貿易有限公司		
	LUOYANG BEARING RESEARCH INSTITUTE 洛陽軸承研究所有限公司		
	Chinese Academy of Agricultural Mechanization Sciences 中國農業機械化科學研究院		
	CHINA AUTO CAIEC LTD. 中國汽車工業進出口有限公司		
	China National Automotive Industry International Cooperation 中國汽車工業國際合作有限公司		
	Sinomach Exhibition Co., Ltd 國機環球(北京)展覽有限公司		
	SUMEC Machinery & Electric Co., Ltd 江蘇蘇美達機電有限公司		
	CHINA NATIONAL ELECTRIC ENGINEERING LTD 中國電力工程有限公司		
	SUMEC Textile & Light Industry Co., Ltd 江蘇蘇美達輕紡國際貿易有限公司		
	SUMEC Hardware & Tools Co., Ltd 江蘇蘇美達五金工具有限公司		
	China Machinery Industry Construction Group INC. 中國機械工業建設集團有限公司		
	China Sinogy Electric Engineering Co., Ltd. 中機國能電力有限公司		
	Gongdong CMIC Import & Export Co., Ltd 廣東艾希機械對外合作有限公司		

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Connected Transactions	Connected Person	Annual cap for 2014 2014年的 年度上限	Actual Transaction Amount for 2014 2014年的 實際交易金額
關連交易	關連人士		
	China Machine-Building International Hebei Co., Ltd. 河北中機合作有限公司		
	Xiamen Hualong Import & Export Corporation 廈門華隆進出口公司		
	Jiangsu LINHAI Group 江蘇林海動力機械集團公司		
	SUMEC International Technology Co., Ltd 江蘇蘇美達國際技術貿易有限公司		
	JIANGSU WALLONG – HSIN IMPORT & EXPORT CORPORATION LTD. 江蘇華隆與進出口公司		
	FIRST TRACTOR COMPANY LIMITED 第一拖拉機股份有限公司		
	CMIC HEILONGJIANG IMPORT & EXPORT CO., LTD. 黑龍江中經進出口有限公司		
	China Abrasives Import & Export Corporation 中國磨料磨具進出口公司		
	Guangzhou Kinte Industrial Co., Ltd 廣州擎天實業有限公司		
5	Financing services to our Group from SINOMACH Group 國機集團向本集團提供金融服務		
	Sinomach Finance Co., Ltd. 國機財務有限責任公司		
	(1) deposit services 存款服務	RMB750.0 million (note(ii)) 人民幣750.0 百萬元 (附註(ii))	RMB740 million (note(iii)) 人民幣740 百萬元 (附註(iii))

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Connected Transactions	Connected Person	Annual cap	Actual Transaction
		for 2014	Amount
關連交易	關連人士	2014年的 年度上限	2014年的 實際交易金額
(2) entrusted deposit services 委託存款服務		RMB750.0 million (note(iv)) 人民幣750.0 百萬元 (附註(iv))	RMB NIL 人民幣零元

Notes:

- (i) The annual cap is disclosed in the Prospectus of the Company dated December 11, 2012.
- (ii) The cap is disclosed in the announcement of the Company published on June 20, 2013 and represents the cap of the highest daily deposit balance.
- (iii) The actual transaction amount represents the highest daily deposit balance.
- (iv) The annual cap is disclosed in the announcement of the Company published on June 20, 2013.

1. Provision of engineering services and products by our Group to SINOMACH Group

The Company entered into a framework agreement on provision of engineering services and products with SINOMACH on July 12, 2011 as supplemented by the supplemental agreement dated December 10, 2012 (the “**Provision of Engineering Services and Products Agreement**”). Pursuant to the agreement, the Group provides engineering services and products, including but not limited to, undertaking turnkey project and provision of general contracting services in the power and energy sector and procurement services and products to SINOMACH Group for the engineering contracting projects undertaken by SINOMACH Group, in particular those engineering contracting projects

附註：

- (i) 年度上限已於本公司日期為2012年12月11日的招股章程內披露。
- (ii) 上限已於本公司於2013年6月20日刊登的公告內披露且代表每日最高存款結餘的上限。
- (iii) 實際交易金額代表每日最高存款結餘。
- (iv) 年度上限已於本公司2013年6月20日刊登的公告內披露。

1. 本集團向國機集團提供工程服務及產品

本公司於2011年7月12日與國機訂立提供工程服務和產品框架協議（經日期為2012年12月10日的補充協議所補充）（「**提供工程服務和產品框架協議**」）。根據該協議，本集團已就國機集團所承接的工程承包項目，尤其是國機集團分包予本集團的工程承包項目，向國機集團提供工程服務及產品，包括（但不限於）承接交鑰匙項目、提供電力能源行業

subcontracted to our Group by SINOMACH Group. As the Provision of Engineering Services and Products Agreement was expired on December 31, 2014, a renewed provision of engineering services and products agreement (the **“Renewed Provision of Engineering Services and Products Agreement”**) was entered into on November 14, 2014 by and between the Company and SINOMACH, details of which were disclosed in the Company's announcement and circular published on November 14 and 17, 2014, respectively. The Renewed Provision of Engineering Services and Products Agreement and the proposed annual caps for the years ending December 31, 2015, 2016 and 2017 for the continuing connected transactions contemplated thereunder have been approved by the 2014 third extraordinary general meeting of the Company held on December 31, 2014 (the **“2014 Third EGM”**).

The Provision of Engineering Services and Products Agreement is able to allow us to participate in certain large-scale engineering contracting projects undertaken by SINOMACH Group in situations where the relevant engineering contracting projects have been undertaken by SINOMACH Group and it has been impracticable to transfer such engineering contracting projects to the Group.

Please refer to relevant disclosure below for principal terms and conditions of the Provision of Engineering Services and Products Agreement.

SINOMACH is the controlling shareholder of the Company and is, together with its subsidiaries, a connected person of the Company under the Listing Rules.

During the reporting period, the annual cap of this continuing connected transaction for 2014 was RMB573.0 million and the actual transaction amount was RMBnil.

的總承包服務以及採購服務及產品。提供工程服務和產品框架協議已於2014年12月31日到期，重訂提供工程服務和產品框架協議（「**重訂提供工程服務和產品框架協議**」）已由本公司與國機集團於2014年11月14日訂立，有關詳情於本公司分別於2014年11月14日及17日刊登的公告及通函內披露。重訂提供工程服務和產品框架協議及其項下擬進行的持續關連交易於截至2015年、2016年及2017年12月31日止年度之建議年度上限已獲本公司於2014年12月31日舉行的2014年第三屆臨時股東大會（「**2014年第三屆臨時股東大會**」）批准。

提供工程服務和產品框架協議讓我們可以參與由國機集團承接的若干大型工程承包項目，該等項目一直由國機集團承接且難以轉交本集團。

有關提供工程服務和產品框架協議的主要條款及條件，請參見下文相關披露。

國機為本公司的控股股東，因此，根據上市規則其連同其附屬公司為本公司的關連人士。

於報告期內，本持續關連交易於2014年的年度上限為人民幣573.0百萬元，而實際交易金額則為人民幣零元。

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2. Receipt of engineering services and products from SINOMACH Group by our Group

The Company entered into a framework agreement on receipt of engineering services and products with SINOMACH Group on July 12, 2011 as supplemented by the supplemental agreement dated December 10, 2012 (the **“Receipt of Engineering Services and Products Agreement”**). Pursuant to the agreement, our Group receives engineering services and products from SINOMACH Group, including but not limited to, design, installation, construction, building, subcontracting and procurement services and products relating to its engineering contracting projects. As the Receipt of Engineering Services and Products Agreement was expired on December 31, 2014, a renewed receipt of engineering services and products agreement (the **“Renewed Receipt of Engineering Services and Products Agreement”**) was entered into on November 14, 2014 by and between the Company and SINOMACH, details of which were disclosed in the Company’s announcement and circular published on November 14 and 17, 2014, respectively. The Renewed Receipt of Engineering Services and Products Agreement and the proposed annual caps for the years ending December 31, 2015, 2016 and 2017 for the continuing connected transactions contemplated thereunder have been approved by the 2014 Third EGM.

The Receipt of Engineering Services and Products Agreement is able to allow the Group to subcontract part of our construction works in line with the common practice of participants in the international engineering contracting market. In view of the fact that SINOMACH Group is a well-established participant with good reputation within the international engineering contracting market which possesses strong capacity and experience in the manufacturing, design, research and development of various engineering products, the Group has preference in sourcing relevant engineering services and products from SINOMACH Group to gain benefits from such technical strengths of them.

2. 本集團接受國機集團提供的工程服務及產品

本公司於2011年7月12日與國機集團訂立接受工程服務和產品框架協議(經日期為2012年12月10日的補充協議所補充)(「**接受工程服務和產品框架協議**」)。根據該協議，本集團已接受國機集團提供的工程服務及產品，包括(但不限於)與其工程承包項目有關的設計、安裝、施工、建設、分包及採購服務及產品。接受工程服務和產品框架協議已於2014年12月31日到期，重訂接受工程服務和產品框架協議(「**重訂接受工程服務和產品框架協議**」)已由本公司與國機集團於2014年11月14日訂立，有關詳情於本公司分別於2014年11月14日及17日刊登的公告及通函內披露。重訂接受工程服務和產品框架協議及其項下擬進行的持續關連交易於截至2015年、2016年及2017年12月31日止年度之建議年度上限已獲2014年第三屆臨時股東大會批准。

接受工程服務和產品框架協議使本集團可分包部分建築工程，此乃與國際工程承包市場參與者的慣常做法相符。鑒於國機集團在國際工程承包市場營運成熟且聲名顯赫，不僅擁有突出的能力，而且在各類工程產品的製造、設計、研發方面亦累積豐富經驗，本集團優先向國機集團採購相關工程服務及產品，以其技術優勢獲益。

Please refer to relevant disclosure below for principal terms and conditions of the Receipt of Engineering Services and Products Agreement.

SINOMACH is the controlling shareholder of the Company and is, together with its subsidiaries, a connected person of the Company under the Listing Rules.

During the reporting period, the annual cap of this continuing connected transaction for 2014 was RMB1,500.0 million and the actual transaction amount was RMB1,236.54 million.

3. Trading procurement by our Group from SINOMACH Group

The Company entered into a framework agreement on the provision of trading products by SINOMACH Group to our Group on July 12, 2011 as supplemented by the supplemental agreement dated December 10, 2012 (the “**Trading Procurement Agreement**”). Pursuant to the agreement, our Group sources various trading products from SINOMACH Group to support our Trading Business, which consist of, but not limited to, agriculture machinery and equipment, agriculture transportation vehicles, logging equipment and mining equipment. As the Trading Procurement Agreement was expired on December 31, 2014, a renewed trading procurement agreement (the “**Renewed Trading Procurement Agreement**”) was entered into on November 14, 2014 by and between the Company and SINOMACH, details of which were disclosed in the Company’s announcement and circular published on November 14 and 17, 2014, respectively. The Renewed Trading Procurement Agreement and the proposed annual caps for the years ending December 31, 2015, 2016 and 2017 for the continuing connected transactions contemplated thereunder have been approved by the 2014 Third EGM.

有關接受工程服務和產品框架協議的主要條款及條件，請參見下文相關披露。

國機為本公司的控股股東，因此，根據上市規則其連同其附屬公司為本公司的關連人士。

於報告期內，本持續關連交易於2014年的年度上限為人民幣1,500.0百萬元，而實際交易金額則為人民幣1,236.54百萬元。

3. 本集團向國機集團進行貿易採購

本公司於2011年7月12日訂立由國機集團向本集團提供貿易產品的框架協議（經日期為2012年12月10日的補充協議所補充）（「**貿易採購框架協議**」）。根據該協議，本集團已自國機集團採購各種貿易產品，包括（但不限於）農業機械設備、農業運輸車輛、測井設備及採礦設備，以支持我們的貿易業務。貿易採購框架協議已於2014年12月31日到期，重訂貿易採購框架協議（「**重訂貿易採購框架協議**」）已由本公司與國機集團於2014年11月14日訂立，有關詳情於本公司分別於2014年11月14日及17日刊登的公告及通函內披露。重訂貿易採購框架協議及其項下擬進行的持續關連交易於截至2015年、2016年及2017年12月31日止年度之建議年度上限已獲2014年第三屆臨時股東大會批准。

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In the view of the strong manufacturing capacity of SINOMACH Group, the Trading Procurement Agreement is able to facilitate the Trading Business.

Please refer to relevant disclosure below for principal terms and conditions of the Trading Procurement Agreement.

SINOMACH is the controlling shareholder of the Company and is, together with its subsidiaries, a connected person of the Company under the Listing Rules.

During the reporting period, the annual cap of this continuing connected transaction for 2014 was RMB21.0 million and the actual transaction amount was RMBnil.

4. Provision of integrated services by our Group to SINOMACH Group

The Company entered into a framework agreement on the provision of integrated services by our Group to SINOMACH Group on July 12, 2011 as supplemented by the supplemental agreement dated December 10, 2012 (the “**Integrated Services Agreement**”). Pursuant to the agreement, our Group provides integrated services such as exhibition and conference services, storage and logistics services, tendering agency services, import and export agency services and real estate leasing and management services to SINOMACH Group in respect of the business undertaken by SINOMACH Group. As the Integrated Services Agreement was expired on December 31, 2014, a renewed integrated services agreement (the “**Renewed Integrated Services Agreement**”) was entered into on November 14, 2014 by and between the Company and SINOMACH, details of which were disclosed in the Company’s announcement and circular published on November 14 and 17, 2014, respectively. The Renewed Integrated Services Agreement and the proposed annual caps for the years ending December 31, 2015, 2016 and 2017 for the continuing connected transactions contemplated thereunder have been approved by the 2014 Third EGM.

鑒於國機集團的產能強大，貿易採購框架協議可促進貿易業務。

有關貿易採購框架協議的主要條款及條件，請參見下文相關披露。

國機為本公司的控股股東，因此，根據上市規則其連同其附屬公司為本公司的關連人士。

於報告期內，本持續關連交易於2014年的年度上限為人民幣21.0百萬元，而實際交易金額則為人民幣零元。

4. 本集團向國機集團提供綜合服務

本公司於2011年7月12日訂立由本集團向國機集團提供綜合服務的框架協議（經日期為2012年12月10日的補充協議所補充）（「**綜合服務框架協議**」）。根據此協議，本集團已就國機集團所承接的業務向國機集團提供綜合服務（如展覽及會議服務、倉存及物流服務、招標代理服務、進出口代理服務及房地產租賃及管理服務）。綜合服務框架協議已於2014年12月31日到期，重訂綜合服務框架協議（「**重訂綜合服務框架協議**」）已由本公司與國機集團於2014年11月14日訂立，有關詳情於本公司分別於2014年11月14日及17日刊登的公告及通函內披露。重訂綜合服務框架協議及其項下擬進行的持續關連交易於截至2015年、2016年及2017年12月31日止年度之建議年度上限已獲2014年第三屆臨時股東大會批准。

SINOMACH Group has engaged the Group to provide them with certain integrated services which the Group is qualified in providing. The Integrated Services Agreement is able to increase the revenue and profits of the Group.

Please refer to relevant disclosure below for principal terms and conditions of the Integrated Services Agreement.

SINOMACH is the controlling shareholder of the Company and is, together with its subsidiaries, a connected person of the Company under the Listing Rules.

During the reporting period, the annual cap of this continuing connected transaction for 2014 was RMB53.0 million and the actual transaction amount was RMB19.92 million.

Principal terms of the agreement

Each of the Provision of Engineering Services and Products Agreement, Receipt of Engineering Services and Products Agreement, Trading Procurement Agreement and Integrated Services Agreement is a framework agreement that comprises the general terms and conditions upon which the Group and SINOMACH Group shall carry out the particular type of transactions contemplated thereunder. Members of SINOMACH Group and members of the Group may from time to time enter into detailed agreements in respect of the specific services and/or products to be provided or received by the Group, provided that the terms of such detailed agreements shall not be inconsistent with the terms of the respective framework agreement. The actual services and/or products to be provided or received by our Group shall be subject to such detailed agreements entered into between the relevant member of SINOMACH Group and the relevant member of the Group from time to time.

國機集團已聘請本集團向彼等提供本集團合資格提供的若干綜合服務。綜合服務框架協議可增加本集團的收入及溢利。

有關綜合服務框架協議的主要條款及條件，請參見下文相關披露。

國機為本公司的控股股東，因此，根據上市規則其連同其附屬公司為本公司的關連人士。

於報告期內，本持續關連交易於2014年的年度上限為人民幣53.0百萬元，而實際交易金額則為人民幣19.92百萬元。

協議的主要條款

提供工程服務和產品框架協議、接受工程服務和產品框架協議、貿易採購框架協議及綜合服務框架協議均為框架協議，本集團及國機集團須按其中所載一般條款及條件進行擬根據該等協議進行的特定種類交易。國機集團成員公司及本集團成員公司可不時就將由本集團提供或收取的特定服務及／或產品訂立詳細協議，但該等詳細協議的條款不得抵觸相應框架協議的條款。本集團實際提供或收取的服務及／或產品視乎國機集團相關成員公司及本集團相關成員公司不時訂立的詳細協議而定。

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Each of the Provision of Engineering Services and Products Agreement, Receipt of Engineering Services and Products Agreement, Trading Procurement Agreement and Integrated Services Agreement is of a term commencing from the Listing Date and ending on December 31, 2014 and may be renewed on terms to be agreed upon by SINOMACH and the Company. Each of such framework agreements (i) may be terminated by a non-defaulting party by serving a written default notice to the defaulting party stipulating the relevant breach and the defaulting party having failed to remedy such breach within a reasonable period after its receipt of the default notice; and (ii) shall be terminated automatically if the performance of the transactions contemplated thereunder will be in breach of the requirements under the Listing Rules or the necessary approvals required under the Listing Rules or relevant waivers from the Stock Exchange cannot be obtained.

Pursuant to each of the Provision of Engineering Services and Products Agreement, Receipt of Engineering Services and Products Agreement, Trading Procurement Agreement and Integrated Services Agreement, the price payable for the subject services and/or products thereunder shall be determined in accordance with the prevailing market price of the relevant services and/or products, unless there is a guidance price range determined by the relevant governmental authorities. The prevailing market price shall be the price asked for by independent third parties for the relevant services and/or products under normal commercial terms at the relevant time in their place of supply or a place in close proximity to such place of supply, or the price asked for by independent third parties for supplying the relevant services and/or products under normal commercial terms at the relevant time. Where there are no available prevailing market prices or where it is impracticable to obtain such market prices, the Company and SINOMACH shall mutually agree on a price determined based on reasonable costs of the provision of the relevant service and/or product, and a reasonable profit margin.

提供工程服務和產品框架協議、接受工程服務和產品框架協議、貿易採購框架協議及綜合服務框架協議的年期，均由上市日期起至2014年12月31日止，並可按國機與本公司商定的條款續期。每一份該等框架協議可在下列情況下終止：(i)非違約方向違約方發出說明有關違反行為的書面違約通知，而違約方於收到違約通知後一段合理期間內仍無法彌補有關違反行為；及(ii)若履行據此擬進行的交易將違反上市規則規定或不能取得上市規則規定的必要批准或聯交所授予的相關豁免，則自動終止。

根據提供工程服務和產品框架協議、接受工程服務和產品框架協議、貿易採購框架協議及綜合服務框架協議，除非相關政府機構已釐定指引價格範圍，收取服務及／或產品一方應付的價格將按相關服務及／或產品的現行市價釐定。現行市價應為獨立第三方按一般商業條款在其供應地點或非常靠近該供應地點的地點，於相關時間就有關服務及／或產品所支付的價格，或獨立第三方按一般商業條款於相關時間就提供有關服務及／或產品所收取的價格。倘其時並無可用的現行市價或難以取得有關市價，則本公司與國機將以提供相關服務及／或產品的合理成本及合理溢利率為基準，釐定雙方同意的價格。

5. Financing services to our Group from SINOMACH Group

The Company entered into a framework agreement on receipt of financial services with Sinomach Finance Co., Ltd. (the “**Finance Company**”), a subsidiary of SINOMACH Group, on June 20, 2013 (the “**Financial Services Agreement**”). Pursuant to the agreement, our Group sources various financial services from the Finance Company, including but not limited to deposit, general loan, entrusted loan and general financial services. Under the Financial Services Agreement, the fees charged by the Finance Company for its services to be provided to the Group are comparable to those charged by the PRC commercial banks or other financial institutions in the PRC for similar services. The Finance Services Agreement is for a fixed term of three years, commencing from June 20, 2013. A new financial service agreement dated November 14, 2014 (the “**New Financial Services Agreement**”) entered into by and between the Company and the Finance Company to replace the Financial Services Agreement which will be automatically terminated once the New Financial Services Agreement becomes effective. The New Financial Services Agreement has become effective upon approved by the 2014 Third EGM, thus the Financial Services Agreement has been automatically terminated. The proposed annual caps for the years ending December 31, 2015, 2016 and 2017 for the continuing connected transactions contemplated under the New Financial Services Agreement have been approved by the 2014 Third EGM.

Details for the New Financial Services Agreement may refer to the Company’s announcement and circular published on November 14 and 17, 2014, respectively.

5. 國機集團向本集團提供之金融服務

本公司於2013年6月20日與國機財務有限責任公司（「**財務公司**」），國機集團的一家附屬公司，訂立接受金融服務框架協議（「**金融服務合作協議**」）。根據該協議，本集團已接受財務公司提供的金融服務，包括（但不限於）存款、一般貸款、委託貸款及一般金融服務。根據金融服務合作協議，財務公司就其向本集團提供的服務收取的費用，與國內商業銀行或其他金融機構於中國就類似服務收取的費用相若。金融服務合作協議的年期固定為三年，由2013年6月20日起開始。一旦本公司與財務公司於2014年11月14日訂立取代金融服務合作協議的新金融服務合作協議（「**新金融服務合作協議**」）生效，則金融服務合作協議將自動終止。新金融服務合作協議經本公司於2014年第三屆臨時股東大會批准生效，金融服務合作協議已自動終止。新金融服務合作協議項下擬進行的持續關連交易於截至2015年、2016年及2017年12月31日止年度之建議年度上限已獲2014年第三屆臨時股東大會批准。

有關新金融服務合作協議的詳情，可參閱本公司日期分別為2014年11月14日及17日的公告及通函。

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Financial services and major terms

Pursuant to the Financial Services Agreement, the Finance Company agrees to provide to the Group the following financial services:

Type 1 – Deposit Services

The Finance Company will provide deposit taking services for current deposits, call deposits, 7-day deposits and time deposits (3-month, 6-month and 1-year). The Finance Company offers interest rates for the Group's deposits according to the rates to be published by People's Bank of China (the "PBOC") and no lower than those offered by commercial banks in the PRC for provision of similar services to the Group.

Type 2 – General Loan Services

The Finance Company will provide various types of loans to the Group (including working capital loans, fixed assets loans, finance leases and purchaser's credit business). The Finance Company may also provide integrated credit facilities to the Group according to the needs of the Group, which include letters of guarantee, letters of credit, bill acceptance and discounting. In connection with the provision of the general loan services, the Finance Company will charge interests according to the rates published by the PBOC and shall not charge interest rates higher than those set by commercial banks in the PRC for similar loans or credit facilities, and that no security over assets will be required from the Group.

金融服務及主要條款

根據金融服務合作協議，財務公司同意向本集團提供下列金融服務：

第一類 – 存款服務

財務公司將提供活期存款、協定存款、7天通知存款、定期存款（期限分別為：3個月、6個月、1年）等各種類型接受存款服務。財務公司按中國人民銀行（「中國人民銀行」）公佈的利率及不低於中國商業銀行就提供予本集團的類似服務提供的利率計付本集團的存款利息。

第二類 – 一般貸款服務

財務公司將向本集團提供各類貸款（包括流動資金貸款、固定資產貸款、融資租賃及買方信貸業務）。財務公司可根據本集團需要向本集團提供包括保函、信用證、票據承兌及貼現等的綜合授信額度。就所提供的一般貸款服務，財務公司按中國人民銀行公佈的利率及不高於中國商業銀行就提供類似貸款或信貸服務提供的利率計付貸款利息，以及無需本集團提供任何資產抵押擔保。

Type 3 – Entrusted Loan Services

It is a standalone transaction not relating to any other types of services under the Financial Services Agreement. Under this type of service, the Group will provide entrusted deposits (the “**Entrusted Deposits**”) to the Finance Company, and the Finance Company will then lend the full amount of the Entrusted Deposits to the relevant members of the Group designated by the Group on the same day (the “**Entrusted Loan Services**”). The Finance Company commits that no security over assets will be required from the Group. In relation to the provision of Entrusted Loan Services to the Group, the Finance Company shall not charge fees which are higher than those set by commercial banks in the PRC for similar services.

Type 4 – General Financial Services

The general financial services to be provided by the Finance Company to the Group include collection, payment and settlement services, handling issuance of letters of guarantee and letters of credit, handling of bill acceptance and discounting, financial and financing consultation, arrangement of credit certification and related consultation and agency services, underwriting of corporate bonds and other businesses which the Finance Company are approved by China Banking Regulatory Commission to carry out. The Finance Company will charge service fees for the provision of the aforesaid services. Such service fees shall not be higher than those charged by commercial banks in the PRC for similar services.

The Finance Company is a subsidiary of SINOMACH which is the controlling shareholder of the Company and is a connected person of the Company under the Listing Rules.

第三類 – 委託貸款服務

此乃獨立交易，與金融服務合作協議項下的任何其他類型的服務無關。根據此類別服務，本集團將向財務公司提供委託存款（「**委託存款**」）及財務公司繼而將於同日將委託存款全數轉借於本集團指定的本集團相關成員公司（「**委託貸款服務**」）。財務公司承諾無需本集團提供任何資產抵押擔保。財務公司向本集團提供委託貸款服務，收取費用的標準不高於中國商業銀行所收取同類服務費用的標準。

第四類 – 一般金融服務

財務公司將向本集團提供的一般金融服務包括：收付款及結算、開具保函及信用證、辦理票據承兌及貼現、辦理財務和融資顧問、辦理信用鑒證及相關的諮詢及代理業務、承銷企業債券以及經中國銀行業監督管理委員會批准的可從事的其他業務。財務公司將就上述服務收取相應服務費。有關服務費不高於中國商業銀行所收取同類服務費用的標準。

財務公司為本公司的控股股東國機的一家附屬公司，因此，根據上市規則其為本公司的關連人士。

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During the reporting period, the cap for the maximum daily deposit balance (including any interest accrued thereon) with the Finance Company was RMB750.0 million and the actual amount was RMB740 million. The annual cap for the Entrusted Deposits with the Finance Company was RMB750.0 million (including any interest accrued thereon) and the actual amount was nil.

於報告期內，在財務公司的每日最高存款結餘（包括其任何應計利息）上限為人民幣750.0百萬元，而實際金額為人民幣740百萬元。在財務公司的委託存款的年度上限為人民幣750.0百萬元（包括其任何應計利息），而實際金額為零。

The INEDs have reviewed each of the above mentioned continuing connected transactions and confirmed that the transactions have been conducted:

獨立非執行董事已審閱上述各項持續關連交易，並確認該等交易：

- (1) in the ordinary and usual course of business of the Company;
- (2) on normal commercial terms or, if there are no sufficient comparable transactions to determine whether they are on normal commercial terms, from the perspective of the Company, on terms no less favorable than the terms available to or from independent third parties; and
- (3) in accordance with relevant agreements governing the relevant transactions on terms that are fair and reasonable and in the interests of the Shareholders as a whole.

- (1) 在本公司日常業務中進行；
- (2) 按照一般商業條款進行，若可供比較的交易不足以判斷該等交易的條款是否為一般商業條款時，則對本公司而言，該等交易的條款不遜於獨立第三方可取得或獲提供的條款；及
- (3) 乃根據有關交易的協議條款進行，而交易條款屬公平合理，並符合股東的整體利益。

Pursuant to Rule 14A.56 of the Listing Rules, the Board engaged the auditor of the Company to conduct a limited assurance engagement on the above continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 “Assurance Engagements Other Than Audits or Reviews of Historical Financial Information” and with reference to Practice Note 740 “Auditor’s Letter on Continuing Connected Transactions under Listing Rules” issued by the Hong Kong Institute of Certified Public Accountants. The auditor has reported their conclusion to the Board stating that:

根據上市規則第14A.56條，董事會已委聘本公司核數師按照香港會計師公會所頒佈的香港核證委聘準則第3000號「歷史財務資料審計或審閱以外之核證委聘」及參考實務說明第740號「關於香港上市規則所述持續關連交易的核數師函件」就上述持續關連交易履行有限核證委聘。核數師已將彼等的結果向董事會匯報，當中指出：

- a. nothing has come to the auditor’s attention that causes the auditor to believe that the non-exempt continuing connected transactions have not been approved by the Board;
- b. for transactions involving the provision of goods or services by the Group, nothing has come to the auditors’ attention that causes the auditor to believe that the transactions were not, in all material respects, in accordance with the pricing policies of the Company;

- a. 核數師並無注意到任何事項令彼等相信該等不獲豁免的持續關連交易未獲董事會批准；
- b. 就本集團提供貨品或服務所涉及的交易而言，核數師並無注意到任何事項令彼等相信該等交易在所有重大方面未有按照本公司的定價政策進行；

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- c. nothing has come to the auditor's attention that causes the auditor to believe that the transactions were not entered into, in all material respects, in accordance with the relevant agreements governing such transactions; and
- d. with respect to the aggregate amount of each of the non-exempt continuing connected transactions set out above, nothing has come to the auditor's attention that causes the auditor to believe that the non-exempt continuing connected transactions have exceeded the maximum aggregate annual value disclosed above.

The auditor has issued their unqualified letter containing their findings and conclusions in respect of the abovementioned transactions in accordance with Rule 14A.56 of the Listing Rules. The Company has provided a copy of the said letter to the Stock Exchange.

In respect of the above-mentioned non-exempt connected transactions, the Directors also confirmed that the Company was in compliance with the disclosure requirements under Chapter 14A of the Listing Rules.

POST BALANCE SHEET EVENTS

The material post balance sheet events are disclosed in note 37 to the audited consolidated financial statements.

AUDIT COMMITTEE

The audit committee had reviewed together with the management and external auditor the accounting principles and policies adopted by the Group and the audited consolidated financial statements for the year ended December 31, 2014.

- c. 核數師並無注意到任何事項令彼等相信該等交易在所有重大方面未有按照規管該等交易的相關協議所進行；及
- d. 就各項不獲豁免的持續關連交易之總金額而言，核數師並無注意到任何事項令彼等相信該等不獲豁免的持續關連交易之金額超出上文所披露的年度上限總額。

核數師已根據上市規則第14A.56條發出載有彼等對上述交易的調查結果與結論的無保留意見函件。本公司已向聯交所提供上述函件的副本。

就上述不獲豁免的關連交易而言，董事亦確認本公司已遵循上市規則第14A章的披露規定。

結算日後事項

重大結算日後事項於經審計合併財務報表附註37內予以披露。

審計委員會

審計委員會已與管理層及外聘核數師審閱本集團採納的會計準則及政策以及截至2014年12月31日止年度經審計合併財務報表。

Report of Directors

董事會報告

CODE OF CONDUCT REGARDING EMPLOYEES' SECURITIES TRANSACTIONS

The Company also adopted its own code of conduct regarding employees' securities transactions on terms no less exacting than the standard set out in the Model Code for the compliance by its relevant employees who are likely to be in possession of unpublished price-sensitive information of the Company in respect of their dealings in the Company's securities.

CORPORATE GOVERNANCE

The Group is committed to maintaining high standards of corporate governance to safeguard the interests of the Shareholders and to enhance corporate value and accountability. The Company has adopted the CG Code as its own code of corporate governance. The Company has complied with the code provisions as set out in the CG Code during the year ended December 31, 2014 and up to the date of this report. The Company will continue to review and enhance its corporate governance practices to ensure compliance with the CG Code.

SUFFICIENCY OF PUBLIC FLOAT

The Stock Exchange granted to the Company a waiver from strict compliance with Rule 8.08(1) of the Listing Rules (the "Public Float Waiver"). Pursuant to the Public Float Waiver, the Company's prescribed minimum percentage of Shares which must be in public hands must not be less than 22.01% of the total issued share capital of the Company. Based on information publicly available to the Company and to the knowledge of the Directors, at least 22.01% of the Company's total issued share capital, the prescribed minimum percentage of public float approved by the waiver and permitted under the Listing Rules, are held by the public at all times as of the date of this report.

僱員進行證券交易的行為守則

本公司亦已採納其僱員證券交易的行為守則，該套守則不遜於《標準守則》所訂標準，由可能擁有本公司未公佈股價敏感資料的相關僱員在買賣本公司證券時遵守。

企業管治

本集團致力於維持企業管治的高標準以確保股東利益及提高公司價值及問責性。本公司已採用《企業管治守則》作為其企業管治守則。本公司於截至2014年12月31日止年度至本報告日期一直遵守《企業管治守則》所載的守則條文。本公司將繼續檢討及提升其企業管治常規，以確保遵守《企業管治守則》。

充足的公眾持股量

聯交所向本公司授予豁免（「公眾持股量規定豁免」），批准本公司毋須嚴格遵守上市規則第8.08(1)條的規定。根據公眾持股量規定豁免，公眾於本公司持有的指定最低股份百分比不得少於本公司已發行總股本的22.01%。根據本公司可公開的資料及就董事所知，截至本報告日期，本公司已發行總股本中至少22.01%（該豁免規定且根據上市規則所批准的指定最低公眾持股量百分比）一直由公眾所持有。

AUDITORS

At the 2014 second extraordinary general meeting of the Company held on October 20, 2014, Ernst & Young (安永會計師事務所) was appointed as the Company's external international auditor in place of KPMG (畢馬威會計師事務所) and Ernst & Young Hua Ming LLP (Special General Partnership) (安永華明會計師事務所(特殊普通合夥)) was appointed as the Company's domestic auditor. The 2014 consolidated financial statements of the Company prepared in accordance with IFRS have been audited by Ernst & Young.

A resolution for the reappointment of Ernst & Young as auditors of the Company will be proposed at the forthcoming annual general meeting.

USE OF PROCEEDS

As disclosed in the announcement dated August 4, 2014 of the Company, the actual net proceeds from the Global Offering (the "IPO Proceeds") amounted to approximately HK\$4,358.9 million (based on the final offer price of HK\$5.4, and after deducting the underwriting fees and related expenses and the exercise of the over-allotment option).

It was disclosed in the section headed "Future Plans and Use of Proceeds" in the Prospectus and further disclosed pursuant to the announcement dated June 20, 2013 of the Company relating to the adjustment in use of proceeds that the Company intended to use the IPO Proceeds for the following purposes:

- approximately 90% of the IPO Proceeds will be applied towards financing the Group's international engineering contracting projects; and
- approximately 10% of the IPO Proceeds will be used for working capital and other general corporate purposes (collectively, the "Proposed Uses").

核數師

於本公司在2014年10月20日舉行的2014年第二次臨時股東大會上，安永會計師事務所獲委任為本公司外聘國際核數師取代畢馬威會計師事務所，而安永華明會計師事務所（特殊普通合夥）獲委任為本公司境內核數師。安永會計師事務所已審計本公司按國際財務報告準則編製的2014年合併財務報表。

本公司將於即將召開之股東大會提呈一項決議案續聘安永為本公司之核數師。

所得款項用途

如本公司日期為2014年8月4日的公告所披露，全球發售的實際所得款項淨額（「首次公開發售所得款項」）約為4,358.9百萬港元（按最終發售價5.4港元計算及經扣除包銷費用及相關費用以及於行使超額配股權後）。

如招股章程「未來計劃及所得款項用途」一節所披露及本公司日期為2013年6月20日有關調整所得款項用途的公告所進一步披露，本公司計劃將首次公開發售所得款項用作以下用途：

- 首次公開發售所得款項約90%將用於撥付本集團的國際工程承包項目；及
- 首次公開發售所得款項約10%將用作營運資金及其他一般企業用途（統稱「擬定用途」）。

Report of Directors

董事會報告

The following table sets forth the amount of IPO Proceeds already applied to the Proposed Uses as of December 31, 2014:

下表載列於2014年12月31日已用作擬定用途的首次公開發售所得款項金額：

		(Unit: HK\$) (單位：港元)		
		The amount of IPO Proceeds already applied to the Proposed Uses as of December 31, 2014 於2014年12月31日 已用作擬定用途 的首次公開發售 所得款項金額	% of IPO Proceeds already applied to the Proposed Uses as of December 31, 2014 於2014年12月31日 已用作擬定用途 的首次公開發售 所得款項的百分比	% of IPO Proceeds dedicated to be applied to each of the Proposed Uses 專門用於各 擬定用途的 首次公開發售 所得款項的百分比
To finance the international engineering contracting projects	撥付國際工程承包項目			
a. 16 projects in the Core Sectors	a. 16個為核心行業項目			
i. 14 projects in the power sector	i. 14個為電力行業項目	2,535,466,038.84	58%	58%
ii. 1 project in the transportation sector	ii. 1個為交通運輸行業項目	-	-	18%
iii. 1 project in the telecommunications sector	iii. 1個為電子通訊行業項目	130,765,825.53	3%	3%
b. 1 project in the non-Core Sector	b. 1個為非核心行業項目	373,608,115.47	9%	11%
To use as working capital and other general corporate purposes	用作營運資金及其他一般企業用途	436,503,515.43	10%	10%
Total	總計	3,476,343,495.27	80%	100%

COMPLIANCE WITH SANCTIONS UNDERTAKINGS

As disclosed in the Prospectus, the Company and the Directors have covenanted to the Stock Exchange that they will not, directly or indirectly, (1) use any of the proceeds from the Global Offering, or make such proceeds available to any individual or entity, to fund any activities in or business of or with (i) any individual or entity or (ii) in any country or territory, that at the time of such funding, is the target of any sanctions administered by OFAC, or (2) engage in any activity that is sanctionable under the ISA (as amended by the Comprehensive Iran Sanctions, Accountability, and Divestment Act of 2010) or the Executive Order 13590 (the “**Executive Order**”) for so long as the ISA and Executive Order remain in effect (the “**Sanctions Undertakings**”). The Directors confirmed that both the Company and the Directors were in compliance with the Sanctions Undertakings as at the date of this report. In particular, the Company has taken the following measures to ensure compliance with the Sanctions Undertakings:

1. Proceeds Account – The Company has opened and maintained separate designated banks account for the proceeds from the Listing in Hong Kong as at the date of this report (the “**Proceeds Accounts**”). The Proceeds Account is segregated from other normal bank accounts of our Company and designated for the sole use of deposit and deployment of the proceeds from Listing. With such segregation and designation, the Proceeds Account records all transactions and activities within these bank accounts and trace the flow of funds in and out of the Proceeds Account.

恪守制裁承諾

誠如招股章程所披露，本公司及董事已向聯交所承諾，彼等將不會直接或間接(1)動用任何全球發售所得款項，或向任何個人或實體提供該等所得款項，以向在(i)任何個人或實體或(ii)任何國家或領土（彼等於下述撥資之時，為外國資產管制局所實施的任何制裁的目標）開展的任何活動或彼等本身或與彼等進行的任何業務提供資金；或(2)於伊朗制裁法（經2010年全面伊朗制裁法修訂）或執行令13590號（「**執行令**」）保持有效期間內參與受伊朗制裁法或執行令所制裁的任何活動（「**制裁承諾**」）。董事作出確認，截至本報告日期，本公司及董事均恪守制裁承諾。尤其是，本公司已採取下列措施，以確保遵守制裁承諾：

1. 所得款項賬目 – 我們已就截至本報告日期於香港上市的所得款項開立及維持單獨的指定銀行賬戶（「**所得款項賬目**」）。所得款項賬目與本公司其他一般銀行賬戶分離開來，並指定作唯一用途，即存入及調配上市所得款項。鑑於上述賬戶分離及賬戶指定，所得款項賬目會記錄在該等銀行賬戶內進行的所有交易及活動，並可追蹤所得款項賬目的資金流進出情況。

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董事會報告

- Accounting measures – The Company has ensured that separate books and records are in place to monitor the activities, including deposits and disbursements, of the Proceeds Accounts.
- Internal control policies – We have formulated a dedicated set of internal control policies particularly in respect of the Proceeds Account to regulate various aspects of operating the Proceeds Account, such as the designated use, record keeping (e.g. the underlying documents for projects or transactions towards which the proceeds will be applied), regular review, responsible personnel to be appointed, accountability and reporting line and other necessary operational procedures.
- Internal compliance program on export control (the “ICP”) – With the Company’s existing ICP platform, the export control office has continued to be responsible for project screening, evaluation and approval from an export control perspective to ensure the nature and location of the activities or business, as well as the identity of the counterparties and products involved, etc., would not violate the Sanctions Undertakings.
- 會計措施 – 本公司已確保擁有分立的賬簿及記錄，以監察所得款項賬目的存入及支出等活動。
- 內部控制政策 – 我們已制定一套專用的內部控制政策，尤其是在所得款項賬目上，以規範操作所得款項賬目的多個方面，如指定用途、記錄保存（如將動用所得款項的項目或交易的相關文件）、定期審閱、將予委任的負責人員、問責及匯報程序以及其他必要營運程序。
- 有關出口管制的內控合規機制（「內控合規機制」） – 憑借本公司現有的內控合規機制平台，出口管制辦公室已繼續負責從出口管制層面進行項目篩選、評估及批准，確保所涉及的活動或業務的性質及地點以及交易对手的身份及產品等將不違反制裁承諾。

By Order of the Board
SUN Bai
Chairman

承董事會命
孫柏
董事長

Beijing, PRC, April 22, 2015

中國北京，2015年4月22日

Corporate Governance Report

企業管治報告

CORPORATE GOVERNANCE REPORT

The Board is pleased to present this corporate governance report in the annual report of the Company for year ended December 31, 2014 (the “Year”). In addition, certain information regarding the Directors and the board committees has been updated as at the date of this annual report.

CORPORATE GOVERNANCE PRACTICES

The Group is committed to maintaining high standards of corporate governance to safeguard the interests of Shareholders and to enhance corporate value and accountability. The CG Code has been adopted as the Company's own code of corporate governance. The Company had applied the principles and complied with all applicable code provisions as set out in the CG Code during the Year. The Company will continue to review and enhance its corporate governance practices to ensure compliance with the CG Code.

Chairman and President

Under the code provision A.2.1 of the CG Code, the roles of chairman and chief executive officer should be separate and performed by different individuals. Under the current organization structure of the Company, Mr. SUN Bai is the Chairman of the Board and Mr. ZHANG Chun is the President. The balance of power and authority is ensured by the operation of the senior management and the Board, which comprise experienced and high caliber individuals. Pursuant to the Articles of Association, the primary duties and responsibilities of the chairman of the Board include:

- a) presiding over the shareholders' general meetings and convening and presiding over meetings of the Board, examining the implementation of the resolutions of the Board;
- b) organizing the formulation of regulations on the operation of the Board, and coordinating the operation of the Board;

企業管治報告

董事會欣然呈列本公司截至2014年12月31日止年度（「本年度」）之年報所載之企業管治報告。此外，於本年報日期，若干有關董事及董事委員會的資料經已更新。

企業管治常規

本集團致力維持高水平的企業管治，以保障股東權益以及提升企業價值及問責性。本公司以企業管治守則作為公司本身的企業管治守則。本公司於本年度內已應用及遵守企業管治守則所載的所有適用守則條文。本公司將繼續檢討並提升其企業管治常規，以確保符合企業管治守則。

董事長及總裁

根據企業管治守則之守則條文A.2.1，董事長及行政總裁之角色應有所區分，應由不同人士擔任。於本公司目前的組織架構下，孫柏先生為董事長及張淳先生為總裁。由經驗豐富的人才組成的高級管理層及董事會可確保權力與職權平衡。根據章程，董事長的主要職務及職責包括：

- a) 主持股東大會以及召開並主持董事會會議、檢討董事會決議案的實施；
- b) 組織制定有關董事會運作的規例及協調董事會運作；

Corporate Governance Report

企業管治報告

- c) receiving regular or non-regular performance reports on the Company's senior management; and
- d) giving opinions guiding the execution of board resolutions and signing the Company's share certificates, debentures and other important documents.

The major responsibilities of the president of the Company include:

- a) leading the production, operation and management of the Company, and reporting his works to the Board;
- b) organizing the implementation of the resolutions of the Board, the Company's annual business plans and investment plans;
- c) preparing the Company's annual budgets and final accounts, and providing recommendations to the Board;
- d) formulating the plans for merger, division or reorganization of the wholly-owned subsidiaries and controlled subsidiaries of the Company;
- e) preparing plans for the establishment of the Company's basic management system and the internal management structure, preparing plans for the establishment of domestic and overseas branches of the Company, formulating specific rules and regulations of the Company;
- f) appointing or removing the management personnel, except for those that shall be appointed or removed by the Board;
- g) formulating the remunerations, benefits and incentive programs, as well as the appointment and removal of the Company's employees;

- c) 接收本公司高級管理層的定期或非定期表現報告；及

- d) 提供意見以指引董事會決議案的執行以及簽署公司股票、債權證與其他重要文件。

本公司總裁的主要職責包括：

- a) 領導本公司的生產、營運及管理並向董事會匯報；
- b) 組織董事會決議案、本公司年度業務計劃及投資計劃的實施；
- c) 編製本公司年度預算及全年賬目並向董事會提供建議；
- d) 制定合併、分拆或重組本公司全資附屬公司及受控附屬公司的計劃；
- e) 編製建立本公司基本管理系統及內部管理架構的計劃、編製建立本公司國內及海外分公司的計劃、制定本公司特殊規則及規例；
- f) 委任或辭退管理人員（須由董事會委任或罷免的人士除外）；
- g) 制定薪酬、福利及獎勵計劃、委任及辭退本公司僱員；

Corporate Governance Report

企業管治報告

- h) proposing to convene an extraordinary board meeting when emergency arises; and
- i) determining on investment, financing, contracts and transactions of the Company within the scope of authorization of the Board.

The chairman of the Company held a meeting with the non-executive Directors (including the INEDs) without the presence of the executive Directors during the Year.

SECURITIES TRANSACTIONS BY DIRECTORS AND SUPERVISORS

The Company adopted the Model Code as its own code of conduct regarding Directors' securities transactions. Upon specific enquiry of all the Directors and Supervisors of the Company, all the Directors and Supervisors confirmed that they had complied with the Model Code during the year ended December 31, 2014.

The Company also adopted its own code of conduct regarding employees' securities transactions on terms no less exacting than the standard set out in the Model Code for the compliance by its relevant employees who are likely to be in possession of unpublished price-sensitive information or inside information of the Company in respect of their dealings in the Company's securities.

- h) 於出現緊急事件時建議召開特別董事會會議；及
- i) 釐定屬董事會授權範疇的本公司投資、融資、合約及交易。

於年內，本公司董事長與非執行董事（包括獨立非執行董事）在執行董事回避的情況下舉行一次會議。

董事及監事的證券交易

本公司已採納《標準守則》，作為其董事進行證券交易的行為守則。對全體董事及監事的專門查詢後，各董事及監事均確認，彼等於截至2014年12月31日止年度一直遵守《標準守則》。

本公司已採納一套其條款不遜於標準守則所訂標準的僱員證券交易的自身行為守則，以供可能掌握本公司的未公開價格敏感資料或內幕消息的僱員遵照規定買賣本公司證券。

Corporate Governance Report

企業管治報告

BOARD OF DIRECTORS

The Board is primarily responsible for overseeing and supervising the management of the business affairs and the overall performance of the Group. The Board sets the Group's values and standards and ensures that the requisite financial and human resources support are in place for the Group to achieve its objectives. The functions performed by the Board include but not limited to formulating the Group's business plans and strategies, reviewing the Company's financial results and performance and approving its interim and annual results; approving appointment, removal or re-appointment of the Board members upon the recommendation of the Nomination Committee of the Board; approving the remuneration package of directors and senior management of the Company upon the recommendation of the Remuneration Committee established by the Board, deciding all significant financial (including major capital expenditure) and operational issues, developing, monitoring and reviewing the Group's corporate governance, and all other functions reserved to the Board under the Company's Articles and Association. The Board may from time to time delegate certain functions to senior management of the Group if and when considered appropriate. The senior management is mainly responsible for the execution of the business plans, strategies and policies adopted by the Board and assigned to it from time to time.

All Directors shall ensure that they carry out their duties in good faith, in compliance with applicable laws and regulations, and in the interests of the Company and its Shareholders at all times.

董事會

董事會主要負責監察及監管本集團的業務事宜管理及整體表現。董事會確立本集團的價值及標準，並確保本集團擁有必需的財務及人力資源支持以達至其目標。董事會履行的職能包括但不限於制定本集團業務計劃及策略、審閱本公司財務業績及表現以及批准其中期及年度業績；於獲得董事會的提名委員會推薦建議後批准委任、罷免或重新委任董事會成員；於獲得董事會成立的薪酬委員會推薦建議後批准本公司董事及高級管理層的薪酬組合、決定所有重大財務（包括主要資本開支）及經營問題，制定、監察及檢討本集團的企業管治；以及根據本公司的組織章程細則由董事會保留的所有其他職能。董事會可於有需要時不時向本集團高級管理層轉授若干職能。高級管理層主要負責執行董事會採納及向其不時轉授的業務計劃、戰略及政策。

全體董事須確保彼等本著真誠並遵守適用法律及法規，以及於任何時間按本公司及其股東之利益履行職責。

Corporate Governance Report

企業管治報告

Currently, the Board comprises the following nine Directors:

Executive Directors

SUN Bai (*Chairman*)
ZHANG Chun (*President*)

Non-Executive Directors

WANG Zhian
YU Benli
ZHANG Fusheng

INEDs

LIU Li
LIU Hongyu
FANG Yongzhong
WU Tak Lung

The biographical details of each of the Directors are set out in the section headed “Directors, Supervisors, Senior Management and Employees” of this annual report.

Save as disclosed in this annual report, there was no financial, business, family or other material relationship among the Directors.

The two Executive Directors are responsible for the leadership and control of the Company and overseeing the Group’s businesses, strategic decisions and performances and are collectively responsible for promoting the success of the Company by directing and supervising its affairs.

The four INEDs are responsible for ensuring a high standard of financial and other mandatory reporting of the Board as well as providing a balance in the Board in order to effectively exercise independent judgment on the corporate actions of the Company so as to protect shareholders’ interest and overall interest of the Group.

董事會目前由以下九名董事組成：

執行董事

孫柏 (*董事長*)
張淳 (*總裁*)

非執行董事

王治安
余本禮
張福生

獨立非執行董事

劉力
劉紅宇
方永忠
吳德龍

各董事的個人履歷載於本年報「董事、監事、高級管理人員及僱員」一節。

除於本年報披露者外，各董事之間概無任何財務、業務、親屬或其他重要關係。

兩名執行董事負責領導及控制本公司並監管本集團的業務、策略決策及表現，並集體負責透過指導及監管本公司之事務推動其成功發展。

四名獨立非執行董事負責確保董事會作出高水平的財務及其他法定報告，並平衡董事會，以就本公司的公司行動有效行使獨立判斷，從而保護股東利益及本集團的整體利益。

Corporate Governance Report

企業管治報告

Throughout the Year, the Company had at all times met the requirement of the Listing Rules that the number of INEDs must represent at-least one-third of the Board members and at least one of the INEDs had appropriate professional qualifications of accounting or related financial management expertise. The Company has four INEDs currently representing four-ninths of the Board and therefore the Company has complied with the Listing Rules.

All Directors, including the INEDs, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning. The INEDs were invited to serve on the Audit Committee, the Remuneration Committee, the Nomination Committee, the Strategy and Development Committee and the Operation and Risk Management Committee.

As regards the CG Code provision requiring directors to disclose the number and nature of offices held in public companies or organizations and other significant commitments as well as their identity and the time involved to the issuer, the Directors agreed to disclose their commitments to the Company in a timely manner.

The Company has arranged appropriate insurance coverage on the liabilities of the Directors and officers in respect of any legal actions taken against the Directors and senior management arising out of corporate activities. The insurance coverage is reviewed on an annual basis.

Confirmation of Independence

Each of the INEDs has made an annual confirmation of independence by reference to Rule 3.13 of the Listing Rules and the Board is satisfied that all INEDs were independent and met the independent guidelines set out in Rule 3.13 of the Listing Rules, up to the date of this annual report.

於整個年度，本公司於任何時候符合上市規則的規定，規定獨立非執行董事的人數須佔董事會成員至少三分之一，且至少一名獨立非執行董事擁有適當的專業資格或會計或相關財務管理專業。本公司現時擁有四位獨立非執行董事，佔董事會的九分之四及因此本公司已遵守上市規則。

全體董事（包括獨立非執行董事）給董事會帶來廣泛珍貴之業務經驗、知識及專業技能，從而促使董事有效且高效地發揮其職能。獨立非執行董事獲邀加入本公司審計委員會、薪酬委員會、提名委員會、戰略與發展委員會以及經營與風險管理委員會。

就有關要求董事向發行人披露彼等於公眾公司或組織機構任職的次數及性質，以及其他重大承擔，連同彼等之身份及投入時間之企業管治守則條文而言，董事同意及時向本公司披露彼等之承擔。

本公司已為董事及高級管理層投購合適的責任保險，保障彼等因履行職務而可能要承擔的訴訟責任。該保險範圍乃按年檢討。

獨立性確認書

各名獨立非執行董事已根據上市規則第3.13條作出年度獨立性確認書。董事會信納全體獨立非執行董事均為獨立，並於截至本年報期間符合上市規則第3.13條所載的獨立性指引。

Corporate Governance Report

企業管治報告

Directors' Induction and Continuous Professional Development

Each newly appointed Director has received formal, comprehensive and tailored induction on the first occasion of his/her appointment to ensure appropriate understanding of the business and operations of the Company and full awareness of Director's responsibilities and obligations under the Listing Rules and relevant statutory requirements.

The Company has from time to time provided briefings to all Directors to develop and refresh the Directors' duties and responsibilities. Continuing briefing and professional development for Directors will be arranged whenever necessary. The Directors are provided with monthly updates on the Company's performance, position and prospects to enable the Board as a whole and each Director to discharge his or her duties. All Directors are also encouraged to attend relevant training courses at the Company's expense. They have been required to provide the Company with their training records.

During the Year, all Directors had participated in continuous professional development ("CPD") to develop and refresh their knowledge and skills by reading materials and/or attending briefings by legal counsels or seminars organised by professional bodies on corporate governance or updates on laws, rules and regulations relating to the roles, functions and duties of a director.

董事之入職及持續專業發展

每位新委任董事均將於首次接受委任時獲得正式、全面及專門的入職簡介，以確保該董事對本公司的業務及營運均有適當的理解，並充分知悉彼於上市規則及相關法定規定下的責任及義務。

本公司不時向全體董事提供簡介會，以提高及重溫董事的職能及責任。如有需要，本公司將會為董事安排持續的簡介會及專業發展。董事亦可每月獲取有關本公司表現、狀況及前景的最新消息，致使整個董事會及各董事得以履行彼等的職責。全體董事亦獲鼓勵出席相關培訓課程，費用由本公司承擔。彼等須向本公司提供其培訓記錄。

於本年度內，所有董事均參與持續專業發展（「持續專業發展」），透過閱讀有關企業管治或有關董事角色、職能及責任的法律、規則及法規最新資料的材料及／或出席法律顧問的簡介會或專業團體舉辦的講座，以提高及重溫彼等的知識及技能。

Corporate Governance Report

企業管治報告

Individual record of each Director who received training for the Year is summarised as follows:

本年度接受培訓的各董事的個人記錄概述如下：

Directors 董事		Type of CPD 持續專業發展的種類 (Notes) (附註)
Executive Directors		
Mr. SUN Bai	執行董事 孫柏先生	A and B A及B
Ms. LI Taifang (appointment ceased effective on February 20, 2014)	李太芳女士 (委任於2014年2月20日終止)	A
Mr. ZHANG Chun	張淳先生	A and B A及B
Non-executive Directors		
Mr. PAN Chongyi (appointment ceased effective on February 20, 2014)	非執行董事 潘崇義先生 (委任於2014年2月20日終止)	A
Mr. WANG Zhian	王治安先生	A and B A及B
Mr. YU Benli (appointed on February 20, 2014)	余本禮先生 (於2014年2月20日獲委任)	A and B A及B
Mr. ZHANG Fusheng (appointed on February 20, 2014)	張福生先生 (於2014年2月20日獲委任)	A and B A及B
INEDs		
Mr. LIU Li	獨立非執行董事 劉力先生	A and B A及B
Ms. LIU Hongyu	劉紅宇女士	A and B A及B
Mr. FANG Yongzhong	方永忠先生	A and B A及B
Mr. CHAN Kin Ho Philip (appointment ceased effective on February 20, 2014)	陳建豪先生 (委任於2014年2月20日終止)	A
Mr. WU Tak Lung (appointed on February 20, 2014)	吳德龍先生 (於2014年2月20日獲委任)	A and B A及B

Notes:

- A: attending seminars/forums/workshops/conferences relevant to the business or directors' duties
- B: studying regulatory updates on laws, rules and regulations relating to directors' roles and functions

附註：

- A: 出席有關業務或董事職責的研討會／論壇／工作坊／會議
- B: 學習有關董事角色及職能的法律、規則及法規的監管事項更新資料

All Directors had provided the Company with their training records for the Year.

全體董事已向本公司提供其本年度培訓記錄。

Corporate Governance Report

企業管治報告

Meetings of Board and Board Committees and Directors' Attendance Records

The Company adopts the practice of holding board meetings regularly, at least four times a year. Notices of not less than fourteen days are given for all regular board meetings to provide all Directors with an opportunity to attend and include matters in the agenda for a regular meeting. For other Board and committee meetings, reasonable notice is generally given. The agenda and accompanying board papers are dispatched to the Directors or committee members at least fourteen days before the regular meetings and at least five days before the extraordinary meetings to ensure that they have sufficient time to review the papers and be adequately prepared for the meetings. When the Directors or committee members are unable to attend a meeting, he or she may appoint in writing another Director to attend the meeting on his or her behalf. The power of attorney shall specify the scope of authorization. The proxy shall exercise the rights of the Director within the scope of the authorization. A Director failing to attend the board meeting in person or by proxy shall be deemed as having waived his or her voting rights at such meeting.

The Joint Company Secretaries or his/her delegate are responsible for keeping all minutes of the Board meetings and the Board committees. Draft minutes are normally circulated to Directors for comments within a reasonable time after each meeting and the final version is open for Directors' inspection. According to the Listing Rules, any directors and their close associates with a material interest in the transactions to be discussed at the Board meetings will abstain from voting on resolutions approving such transactions and will not be counted in the quorum at meetings.

Any Director wishing to do so in the furtherance of his or her duties may take independent professional advice at the Company's expense. Directors get familiar with the Group's principal activities through initial induction, ongoing participation at the Board and committee meetings, and meeting with key members of management. The Directors are encouraged to update their skills and knowledge.

董事會及董事會委員會的會議及董事的出席記錄

本公司採納定期舉行董事會會議之慣例，最少一年舉行四次。全體董事將獲發不少於十四天之通知以召開定期董事會會議，令全體董事均獲機會出席定期會議並討論議程事項。就其他董事會及委員會會議而言，一般將獲發合理通知。會議議程及隨附之董事會文件最少於定期會議舉行前十四天及臨時會議舉行前五天寄發予董事或委員會成員，以確保彼等有足夠時間審閱文件及為會議作充足準備。倘董事或委員會成員未能出席會議，彼可以書面形式委任另一名董事代其出席會議。授權書須訂明授權範圍。代表可行使授權範圍內的董事權力。未能親身或委派代表出席董事會會議的董事視作已放棄其於有關會議上的投票權。

聯席公司秘書或其委任代表負責保存董事會會議及董事會委員會的所有會議記錄。會議記錄草案一般會於每次會議之後的合理時間內向董事傳閱以供其發表意見，最終版本可供董事查閱。根據上市規則，任何於董事會會議上將予討論的交易中擁有重大利益的董事及彼等的緊密聯繫人，均須就批准有關交易的決議案放棄投票，且不得計入會議的法定人數。

董事可為履行職責而尋求獨立專業意見，費用由本公司承擔。董事可透過初始入職、持續參與董事會及委員會會議，及與管理層主要成員會面，藉以熟悉本集團的主要業務。董事獲鼓勵更新其技能及知識。

Corporate Governance Report

企業管治報告

In 2014 and as of March 29, 2015, the Company held 18 Board meetings (including written resolutions), three extraordinary general meetings, one annual general meeting and four class meetings (collectively, the “Shareholders’ Meetings”). Details of attendance of the Directors are as follows:

於2014年及截至2015年3月29日，公司已舉行18次董事會會議（包括書面決議）、三次股東特別大會、一次股東週年大會及四次類別股東大會（合稱「股東大會」）。董事出席參加該等會議記錄詳情載列如下：

Directors 董事		Board meetings 董事會會議	Shareholders’ Meetings 股東大會
Executive Directors 執行董事			
Mr. SUN Bai	孫柏先生	18/18	8/8
Ms. LI Taifang (appointment ceased effective on February 20, 2014)	李太芳女士（委任於2014年2月20日終止）	2/2	0/1
Mr. ZHANG Chun	張淳先生	18/18	8/8
Non-Executive Directors 非執行董事			
Mr. PAN Chongyi (appointment ceased effective on February 20, 2014)	潘崇義先生（委任於2014年2月20日終止）	2/2	0/1
Mr. WANG Zhian	王治安先生	18/18	8/8
Mr. YU Benli (appointed on February 20, 2014)	余本禮先生（於2014年2月20日獲委任）	16/16	5/5
Mr. ZHANG Fusheng (appointed on February 20, 2014)	張福生先生（於2014年2月20日獲委任）	16/16	5/5
INEDs 獨立非執行董事			
Mr. LIU Li	劉力先生	18/18	8/8
Ms. LIU Hongyu	劉紅宇女士	18/18	5/8
Mr. FANG Yongzhong	方永忠先生	18/18	8/8
Mr. CHAN Kin Ho Philip (appointment ceased effective on February 20, 2014)	陳建豪先生（委任於2014年2月20日終止）	2/2	1/1
Mr. WU Tak Lung (appointed on February 20, 2014)	吳德龍先生（於2014年2月20日獲委任）	16/16	4/5

Corporate Governance Report

企業管治報告

BOARD DIVERSITY POLICY

The Board has adopted a board diversity policy and discussed all measurable objectives set for implementing the policy.

The Company recognises and embraces the benefits of diversity of Board members. It endeavours to ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company's business. All Board appointments will continue to be made on a merit basis with due regard for the benefits of diversity of the Board members. Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, experience (professional or otherwise), skills and knowledge. The ultimate decision will be made upon the merits and contribution that the selected candidates will bring to the Board.

BOARD COMMITTEES

The Board has established, with written terms of reference, five Board committees, namely the audit committee (the “**Audit Committee**”), the remuneration committee (the “**Remuneration Committee**”), the nomination Committee (the “**Nomination Committee**”), the strategy and development committee (the “**Strategy and Development Committee**”) and the operation and risk management committee (the “**Operation and Risk Management Committee**”) (together, the “**Board Committees**”), to oversee particular aspects of the Company's affairs. The Board Committees are provided with sufficient resources to discharge their duties.

The written terms of reference for each Audit Committee, Remuneration Committee and Nomination Committee are in line with the Listing Rules and they are posted on the respective websites of the Stock Exchange and the Company.

董事會成員多元化政策

董事會採納董事會成員多元化政策，並就政策實施討論所有重要目標。

本公司認同及樂於獲取董事會成員多元化所帶來的裨益。其致力確保董事會是一個擁有適合本公司業務所需而在技能、經驗及意見多元化方面取得平衡的董事會。所有董事會成員的委任將繼續以甄選優秀人才為基準，並充分顧及董事會成員多元化的裨益。甄選候選人將按多方面作考慮，包括但不限於性別、年齡、文化及教育背景、經驗（專業或其他方面）、技能及知識。最終決定將會按照獲甄選候選人將會為董事會帶來的益處及貢獻而作出。

董事會委員會

董事會已成立擁有書面職權範圍的五個董事會委員會，即審計委員會（「**審計委員會**」）、薪酬委員會（「**薪酬委員會**」）、提名委員會（「**提名委員會**」）、戰略與發展委員會（「**戰略與發展委員會**」）以及經營與風險管理委員會（「**經營與風險管理委員會**」）（統稱「**董事會委員會**」），以監察本公司特定範疇的事務。董事會委員會獲得充足資源履行職能。

審計委員會、薪酬委員會及提名委員會的書面職權範圍均符合上市規則，並刊載於聯交所及本公司網站。

Corporate Governance Report

企業管治報告

Audit Committee

The Board established the Audit Committee with written terms of reference in compliance with the CG Code. The Audit Committee comprises two INEDs and one non-executive Director, namely Mr. LIU Li, Ms. LIU Hongyu and Mr. WANG Zhian, the majority of them are INEDs. Mr. LIU Li is the chairman of the Audit Committee.

The primary duties of the Audit Committee include, among others:

- a) To review the financial statements and reports and consider any significant or unusual items raised by the internal audit division or external auditor before submission to the Board;
- b) To review the relationship with the external auditor by reference to the work performed by the auditor, their fees and terms of engagement, and make recommendations to the Board on the appointment, re-appointment and removal of external auditor; and
- c) To review the adequacy and effectiveness of the Company's financial reporting system, internal control system and risk management system and associated procedures, including the adequacy of the resources, staff qualifications and experience, training programs and budget of the Company's accounting and financial reporting function.

In 2014 and as of March 29, 2015, the Audit Committee held six meetings to review and supervise the financial reporting process and internal control review. It had in conjunction with KPMG, the original external auditor of the Company, reviewed the Group's audited results for the year ended December 31, 2013 and unaudited interim results for 2014 and recommended the same to the Board for their consideration and approval. It had also in conjunction with Ernst & Young, the existing external auditor of the Company, reviewed the Group's audited results for the year ended December 31, 2014 and recommended the same to the Board for their consideration and approval. The Audit Committee was of the opinion that the preparation of such results complied with the applicable accounting standards and requirements and that adequate disclosures have been made. The Audit Committee made recommendation to the Board on the change of external auditor of the Company for 2014 and the engagement of Ernst & Young and Ernst & Young Hua Ming LLP (Special General Partnership) as the international auditor and domestic auditor of the Company. The Audit Committee also carried out and discharged its other duties as set out in the CG Code.

審計委員會

董事會根據企業管治守則成立審計委員會，並以書面制定其職權範圍。審計委員會由兩名獨立非執行董事及一名非執行董事組成，分別為劉力先生、劉紅宇女士及王治安先生，大部分成員為獨立非執行董事。劉力先生為審計委員會主席。

審計委員會的主要職責包括（其中包括）：

- a) 於呈交董事會前審閱財務報表及報告，並考慮內部審計機構或外聘核數師提出之任何重大或不尋常項目；
- b) 透過參考核數師進行的工作、其費用及委聘條款檢討與外聘核數師的關係，並就委任、重新委任及罷免外聘核數師向董事會提出建議；及
- c) 檢討本公司的財務申報系統、內部監控系統以及風險管理系統及相關程序的充足度與成效，包括資源充足度、員工資格及經驗、培訓課程及本公司的會計及財務申報職能預算。

於2014年及截至2015年3月29日，審計委員會曾召開六次會議，審閱及監察財務申報程序及內部監控。其與本公司原外聘核數師畢馬威會計師事務所審閱本集團截至2013年12月31日止年度的經審核業績及2014年末經審核中期業績連同，並就此向董事會作出推薦建議，以供董事會考慮及批准。其亦與本公司現任外聘核數師安永會計師事務所審閱本集團截至2014年12月31日止年度的經審核業績連同，並就此向董事會作出推薦建議，以供董事會考慮及批准。審計委員會認為，編製該等業績符合適用會計準則及規定，且已作出足夠的披露。審計委員會對本公司更換2014年度外聘核數師事宜及聘任安永會計師事務所及安永華明會計師事務所（特殊普通合伙）為本公司國際及國內核數師事宜向董事會提供建議。審計委員會亦履行其於企業管治守則所載的其他職責。

Corporate Governance Report

企業管治報告

Details of attendance of the Audit Committee meetings are as follows:

審計委員會會議的出席詳情如下：

Directors 董事	Attendance 出席次數
Mr. LIU Li (<i>Chairman</i>) 劉力先生 (主席)	6/6
Ms. LIU Hongyu 劉紅宇女士	6/6
Mr. WANG Zhian 王治安先生	6/6

Remuneration Committee

The Board established the Remuneration Committee with written terms of reference in compliance with the CG Code. The Remuneration Committee comprises two INEDs and one non-executive Director, namely Mr. FANG Yongzhong, Mr. WANG Zhian and Mr. LIU Li, the majority of them are INEDs. Mr. FANG Yongzhong is the chairman of the Remuneration Committee.

The primary duties of the Remuneration Committee include, among others:

- a) To make recommendations to the Board on the Company's policy and structure for remuneration of the Directors and senior management and on the establishment of a formal and transparent procedure for developing the remuneration policy;
- b) To review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives; and
- c) To determine, with delegated responsibility, the remuneration packages of individual executive Directors and senior management, or to make recommendations to the Board on the remuneration packages of individual executive Directors and senior management.

薪酬委員會

董事會根據企業管治守則成立薪酬委員會，並以書面制定其職權範圍。薪酬委員會由兩名獨立非執行董事及一名非執行董事組成，分別為方永忠先生、王治安先生及劉力先生，大部分成員為獨立非執行董事。方永忠先生為薪酬委員會主席。

薪酬委員會之主要職責包括（其中包括）：

- a) 就本公司董事及高級管理人員的薪酬政策及構架，及就設立正規而具透明度的程序制定薪酬政策，向董事會提出建議；
- b) 因應董事會所訂企業的方針及目標而檢討及批准管理層的薪酬建議；及
- c) 以授權職責釐定個別執行董事及高級管理人員的薪酬待遇，或就個別執行董事及高級管理人員的薪酬待遇向董事會提出建議。

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In 2014 and as of March 29, 2015, the Remuneration Committee made the following recommendations to the Board with respect to the existing remuneration policies: to evaluate the performance of each Director and approve the execution of terms of the service contracts or letter of appointments of the Directors of the second session of the Board, and to make recommendation to the Board with respect to the remuneration packages of individual Director and senior management member.

During the Year, the Remuneration Committee held three meetings to review and make recommendation on the remuneration packages of the executive Directors, chairman of the Board and senior management and the director's fee of the INEDs.

Details of attendance of the Remuneration Committee meetings are as follows:

於2014年及截至2015年3月29日，薪酬委員會就現行的薪酬政策向董事會提出如下建議：評估各董事的表現及批准執行第二屆董事會董事的服務合約或委任函條款，及就個別董事及高級管理人員的薪酬待遇向董事會提出建議。

於本年度，薪酬委員會舉行三次會議，以審閱並建議執行董事、董事長及高級管理人員的薪酬待遇以及獨立非執行董事的董事袍金。

薪酬委員會會議的出席詳情如下：

Directors 董事	Attendance 出席次數
Mr. FANG Yongzhong (<i>Chairman</i>) 方永忠先生 (<i>主席</i>)	3/3
Mr. SUN Bai (ceased on October 20, 2014) (<i>note</i>) 孫柏先生 (於2014年10月20日退任) (<i>附註</i>)	2/2
Mr. WANG Zhian 王治安先生 (appointed on October 20, 2014) (<i>note</i>) (於2014年10月20日獲委任) (<i>附註</i>)	1/1
Mr. LIU Li 劉力先生	3/3

Note: Details for the change of members of the Remuneration Committee may refer to the Company's announcement published on October 20, 2014.

附註： 有關薪酬委員會成員變動之詳情，可參閱本公司於2014年10月20日發佈之公告。

Corporate Governance Report

企業管治報告

Remuneration Policy of Directors

Each Director has entered into service contract or letter of appointment with the Company. Each executive Director is entitled to an annual fixed fee (tax included) pursuant to the service contract entered into with the Company. The fee includes, among others, salaries, benefits, duty subsidies and pension contribution as determined in accordance with the laws and regulations of the PRC and the policy guidance issued by the senior regulatory authorities as well as the duties, performance and working experience of the executive Director. Meanwhile, the executive Director is also entitled to management bonus as determined by the Board or the Remuneration Committee with reference to the overall operating results and performance of the Company. The decision to grant such management bonus was made by the general meeting or the Board under the authorization of the general meeting. Each non-executive Director and each INED is entitled to fixed subsidy, which is determined with reference to the prevailing market price, pursuant to the service contract or letter of appointment entered into with the Company. Reasonable fees incurred by the Directors during their services in the Company shall be borne by the Company.

Nomination Committee

The Board established the Nomination Committee with written terms of reference in compliance with the CG Code. The Nomination Committee comprises two INEDs and one Executive Director, namely Ms. LIU Hongyu, Mr. SUN Bai and Mr. FANG Yongzhong, the majority of them are INEDs. Mr. SUN Bai is the chairman of the Nomination Committee.

The primary duties of the Nomination Committee include, among others:

- a) To review the structure, size and composition of the Board on a regular basis according to the operating activities, asset size and equity structure of the Company and make recommendations regarding any proposed changes;

董事薪酬政策

各董事已與本公司訂立服務合約或委任函。各執行董事根據其與本公司訂立的服務合約於每年獲得固定的袍金（含稅）。該袍金包括本公司按不時修訂的中國法律法規和上級監管機構發佈的政策指引、根據其職務、表現及工作經驗厘定的工資、福利、崗位津貼及退休金供款等。同時，其亦可獲得董事會或薪酬委員會參考本公司的整體經營業績及其表現後厘定的管理花紅。該管理花紅的發放事宜由股東大會或有股東大會授權董事會決定。各非執行董事和各獨立非執行董事根據其與本公司訂立的服務合約或委任函於每年獲得固定的津貼，該津貼是參考現行市場價格厘定。董事在其為本公司提供服務期間發生的合理費用由本公司承擔。

提名委員會

董事會根據企業管治守則成立提名委員會，並以書面制定其職權範圍。提名委員會由兩名獨立非執行董事及一名執行董事組成，分別為劉紅宇女士、孫柏先生及方永忠先生，大部分成員為獨立非執行董事。孫柏先生為提名委員會主席。

提名委員會之主要職責包括（其中包括）：

- a) 根據本公司之業務活動、資產規模及股權架構定期檢討董事會之架構、規模及組成，並就任何建議變動提出建議；

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- | | |
|---|---|
| b) To make recommendations to the Board on appointment or re-appointment of and succession planning for Directors; | b) 就董事委任或重新委任及繼任計劃向董事會提出建議； |
| c) To identify candidates who are qualified/suitable to join the Board and to select or make recommendations to the Board on the selection of candidates nominated for directorships; | c) 物色合資格／適合加入董事會的人選，並作出選擇或就選擇獲提名擔任董事人選向董事會提出建議； |
| d) To assess the candidates for the senior management of the Company and its wholly-owned and controlled subsidiaries, and provide appraisal opinions to the Board; and | d) 評估本公司及其全資及受控附屬公司之高級管理層人選，並向董事會提供評估意見；及 |
| e) To assess the independence of the INEDs. | e) 評估獨立非執行董事之獨立性。 |

During the Year, the nomination and recommendation policies and procedures of the Directors of the Company implemented by the Nomination Committee rule that candidates of Directors (excluding INEDs) shall be nominated and recommended by the Controlling Shareholder, while candidates of INEDs shall be selected by the Nomination Committee. Such candidates of Directors (including INEDs) shall at least comply with the relevant requirements of Chapter 6 of the Company Law, Chapter 3 and 13 of the Listing Rules and Chapter 14 of the Articles of Association. Candidates of INEDs shall also comply with the requirement on independence of Chapter 3 of the Listing Rules. The Board is responsible for providing information on the candidates to the shareholders and the appointment of Directors shall be determined by the general meeting.

In 2014 and as of March 29, 2015, the Nomination Committee held one meeting to make recommendation on senior management members of the Company and candidates for Directors of the second session of the Board.

本年度，由提名委員會執行的有關本公司董事的提名及推薦政策及程序為：董事（除了獨立非執行董事）候選人由控股股東提名推薦，獨立非執行董事由提名委員會甄選適當的候選人。該等董事候選人（包括獨立非執行董事）至少須符合公司法第六章、上市規則第三章和第十三章、章程第十四章的相關規定；如屬獨立非執行董事候選人還須符合上市規則第三章有關獨立性的要求。董事會負責將候選人情況提呈股東，董事的任免由股東大會決定。

於2014年及截至2015年3月29日，提名委員會舉行一次會議，以推薦公司高級管理人員及第二屆董事候選人。

Corporate Governance Report

企業管治報告

Details of attendance of the Nomination Committee meetings are as follows:

提名委員會會議的出席詳情如下：

Directors 董事	Attendance 出席次數
Mr. SUN Bai (<i>Chairman</i>) 孫柏先生 (主席)	1/1
Ms. LIU Hongyu 劉紅宇女士	1/1
Mr. FANG Yongzhong 方永忠先生	1/1

Strategy and Development Committee

The Strategy and Development Committee comprises two Executive Directors, one Non-Executive Director and one INED, namely Mr. SUN Bai, Mr. ZHANG Chun, Mr. YU Benli and Mr. LIU LI. Mr. SUN Bai is the chairman of Strategy and Development Committee.

The primary duties of the Strategy and Development Committee include, among others:

- a) To conduct research in respect of, and formulating the strategy and business development of our Company, including the medium to long term plans, and supervising the implementation of our Company's strategic planning;
- b) To present assessment reports on the implementation of our Company's strategic planning, management and business development; and
- c) To research and analyze major issues encountered by our Company in the course of its development.

In 2014 and as of March 29, 2015, no Strategy and Development Committee meeting was held.

戰略與發展委員會

戰略與發展委員會由兩名執行董事、一名非執行董事及一名獨立非執行董事，分別為孫柏先生、張淳先生、余本禮先生及劉力先生組成。孫柏先生為戰略與發展委員會主席。

戰略與發展委員會之主要職責包括（其中包括）：

- a) 就本公司的戰略及業務發展（包括中長期計劃）進行研究及制定戰略，並監督本公司戰略規劃之實施；
- b) 就本公司戰略規劃、管理及業務發展之實施呈列評估報告；及
- c) 研究及分析本公司於發展過程中遇上的重大事項。

於2014年及截至2015年3月29日，戰略與發展委員會並無舉行會議。

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Operation and Risk Management Committee

The Operation and Risk Management Committee comprises one Executive Director, two Non-Executive Directors and one INED, namely Mr. ZHANG Chun, Mr. WANG Zhian, Mr. ZHANG Fusheng and Mr. FANG Yongzhong. Mr. ZHANG Chun is the chairman of Operation and Risk Management Committee.

The primary duties of the Operation and Risk Management Committee include, among others:

- a) To review and evaluate the progress of major investments, operations, and major business;
- b) To review and evaluate the decision making standards and mechanisms as regards major operational decisions, major risks, major events, and major business processes; and
- c) To establish sound and comprehensive risk management and internal control procedures in respect of the risk management and internal control system with a view to ensuring the effective and efficient operation of such system.

In 2014 and as of March 29, 2015, the Operation and Risk Management Committee held one meeting to discuss and consider the "Overall Risk Management Report for 2014 (2014全面風險管理報告)" of the Company.

經營與風險管理委員會

經營與風險管理委員會由一名執行董事、兩名非執行董事及一名獨立非執行董事組成，分別為張淳先生、王治安先生、張福生先生及方永忠先生。張淳先生為經營與風險管理委員會主席。

經營與風險管理委員會之主要職責包括（其中包括）：

- a) 審閱及評估重大投資、營運及主要業務過程；
- b) 檢討及評估有關重大營運決策、主要風險、重大事項及主要業務程序之決策準則及機制；及
- c) 就風險管理及內部監控系統建立有效及全面風險管理及內部監控程序，以確保系統得以有效運作。

於2014年及截至2015年3月29日，經營與風險管理委員會舉行一次會議，以討論及審議本公司2014年全面風險管理報告。

Corporate Governance Report

企業管治報告

Details of attendance of the Operation and Risk Management Committee meetings are as follows:

經營與風險管理委員會會議的出席詳情如下：

Directors 董事		Attendance 出席次數
Ms. LI Taifang (appointment ceased effective on February 20, 2014)	李太芳女士 (委任於2014年2月20日終止)	N/A 不適用
Mr. PAN Chongyi (appointment ceased effective on February 20, 2014)	潘崇義先生 (委任於2014年2月20日終止)	N/A 不適用
Mr. ZHANG Chun (<i>Chairman</i>)	張淳先生 (主席)	1/1
Mr. WANG Zhian	王治安先生	1/1
Mr. ZHANG Fusheng (appointed on February 20, 2014)	張福生先生 (於2014年2月20日獲委任)	1/1
Mr. FANG Yongzhong	方永忠先生	1/1

Note: N/A means not applicable as the relevant Director had ceased to be a Director at the relevant time.

附註： 不適用表示相關董事於相關時間不再擔任董事一職，故並不適用。

Delegation by the Board

The Board reserves for its decision all major matters of the Company, including approval and monitoring of all policy matters, overall strategies and budgets, internal control and risk management systems, material transactions (in particular those that may involve conflict of interests), financial information and other significant financial and operational matters. Directors could have recourse to seek independent professional advice in performing their duties at the Company's expense and are encouraged to access and to consult with the Company's senior management independently.

The daily management, administration and operation of the Group are delegated to the senior management. The delegated functions and responsibilities are periodically reviewed by the Board. Approval has to be obtained from the Board prior to significant transactions entered into by the management as defined under the relevant Working Rules for the President (總經理工作規則).

董事會授權

董事會保留於本公司所有主要事項之決策權，包括：批准及監察所有政策事宜、整體策略及預算、內部監控及風險管理系統、重大交易（特別是可能涉及利益衝突之交易）、財務資料以及其他重大財務及營運事宜。董事擁有資源尋求獨立專業意見以履行其於本公司開支之職責，並鼓勵個別接觸本公司高級管理人員並與其商議。

本集團之日常管理、行政及營運已授權高級管理人員處理。授權功能及責任由董事會定期檢討。根據相關總經理工作規則所界定，管理層訂立重大交易前須取董事會之批准。

Corporate Governance Report

企業管治報告

Corporate Governance Functions of the Board

The Board recognizes that corporate governance should be the collective responsibility of the Directors which include:

- a. To develop, review and implement the Company's policy and practices on corporate governance;
- b. To review and monitor the training and continuous professional development of Directors and senior management;
- c. To review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- d. To develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors;
- e. To review the Company's compliance with the CG Code and disclosure in the Corporate Governance Report; and
- f. To develop, review and monitor the implementation of the Shareholders' communication policy to ensure its effectiveness, and make recommendation to the Board where appropriate to enhance Shareholders' relationship with the Company.

董事會之企業管治職能

董事會認為企業管治乃董事之共同責任，當中包括：

- a. 制定、檢討及實行本公司之企業管治政策及常規；
- b. 檢討及監察董事與高級管理人員的培訓及持續專業發展；
- c. 檢討及監察本公司遵守法例及監管規定之政策及常規；
- d. 制定、檢討及監察適用於僱員及董事之行為守則及合規手冊（如有）；
- e. 檢討本公司遵守企業管治守則及企業管治報告之披露的合規情況；及
- f. 制定、檢討及監察股東通訊政策的實施以確保其成效，並於適當情況下向董事會提供建議，以加強股東與本公司的關係。

Corporate Governance Report

企業管治報告

Appointment and Re-election of Directors

Each of the Executive Directors and Non-Executive Directors has entered into a service contract with the Company on February 20, 2014 for a term commencing from the date of the general meeting in which the respective executive Directors or non-executive Directors were appointed, until the end of the term of the second session of the Board and may be terminated in accordance with the respective terms of the service agreements.

Each of the INEDs has signed a letter of appointment with the Company on February 20, 2014 for a term commencing from the date of the general meeting in which the respective INEDs were appointed until the end of the term of the second session of the Board.

None of the Directors has a service agreement which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

In accordance with the Articles of Association, all Directors shall be elected or replaced at the Shareholders' general meetings with a term of office of three years. Upon expiry of the term of office, a director shall be eligible to offer himself for re-election and reappointment. Any person appointed by the Board to fill a casual vacancy or as an addition to the Board shall hold office until the Company's next AGM and that person shall then be eligible for re-election and reappointment.

The procedures and process of appointment, re-election and removal of Directors are set out in the Articles of Association. The Nomination Committee is responsible for reviewing the Board composition, monitoring the appointment, re-election and succession planning of Directors.

委任及重選董事

各執行董事及非執行董事均於2014年2月20日與本公司訂立服務合約，任期為自股東大會選舉其為執行董事或非執行董事之日起，至第二屆董事會任期結束之日止，並可根據服務協議各自的條款予以終止。

各獨立非執行董事均於2014年2月20日與本公司簽立委任函，任期為自股東大會選舉其為獨立非執行董事之日起，至第二屆董事會任期結束之日止。

概無董事已訂立本集團不得於一年內於毋須作出賠償（法定賠償除外）下將其終止的任何服務協議。

根據章程，全體董事須於股東大會上膺選或更換，任期為三年。於任期屆滿後，董事合資格膺選連任及重新委任。由董事會委任以填補董事會空缺或作為新增董事的任何人士，其任期至本公司下屆股東週年大會為止，而該名人士其後合資格膺選連任及重新委任。

委任、重選及罷免董事之程序及過程載於章程細則。提名委員會負責審閱董事會組成、監察董事之委任、重選及繼任計劃。

Corporate Governance Report

企業管治報告

Remuneration of Directors and Senior Management

Particulars of the Directors' remuneration for the Year are set out in note 8 to the consolidated financial statements.

There were seven employees being classified as senior management during the Year. Pursuant to code provision of B.1.5 of the CG Code, the annual remuneration of the members of the senior management (other than the Directors) for the Year by band is set out below:

Remuneration bands (RMB) 薪酬等級 (人民幣)		Number of individuals 人數
1,000,000 to 1,200,000	1,000,000至1,200,000	-
1,200,000 to 1,400,000	1,200,000至1,400,000	-
1,400,000 to 1,600,000	1,400,000至1,600,000	-
1,600,000 to 1,800,000	1,600,000至1,800,000	7
1,800,000 to 2,000,000	1,800,000至2,000,000	-

DIRECTORS' RESPONSIBILITIES FOR FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for the preparation of the consolidated financial statements for the Year, which give a true and fair view of the state of affairs of the Company and the Group's results and cash flows for the year then ended and are properly prepared on a going concern basis in accordance with the applicable statutory requirements and accounting standards.

Pursuant to code provision C.1.1 of the CG Code, the management provides such explanation and information to the Board enables the Board to make an informed assessment of the financial and other information put before the Board for approval. The Company also provides all members of the Board with monthly updates on the Company's performance, positions and prospects.

董事及高級管理層之薪酬

本年度的董事薪酬詳情載於合併財務報表附註8。

於本年度，共有7名僱員被分類為高級管理層。根據企業管治守則第B.1.5條守則條文，高級管理層成員（董事除外）的年度薪酬等級載列如下：

董事於財務報表的責任

董事知悉彼等的責任為編製本年度的合併財務報表。合併財務報表真實公平地反映本公司財務狀況及本集團於截至該日止年度的業績及現金流量，並根據適用法律規定及會計準則按持續經營基準妥善編製。

根據企業管治守則第C.1.1條守則條文，管理層向董事會提供該等說明及資料，使董事會可就有待其批准之財務及其他資料作出非正式評估。本公司亦會每月向董事會成員提供有關本公司業績、財務狀況及前景的更新資料。

Corporate Governance Report

企業管治報告

The Directors were not aware of any material uncertainties which may affect the Company's business or cast significant doubt upon the Company's ability to continue as a going concern.

Ernst & Young has also stated its reporting responsibility in the independent auditor's report of the consolidated financial statements for the Year.

INTERNAL CONTROL

The Board executes the decision-making right on operation. It endeavors to establish and improve the internal control policies and plans and supervise the implementation of the internal control system to safeguard shareholder investments and Company assets, thus being responsible for the establishment and supervision of the internal control system of the Company. It is the responsibility of the Board to establish, improve, review and effectively implement the internal control system.

In terms of management structure, the Company has optimized the organizational structure and implemented a flat management. The relevant functional departments are sufficiently staffed, respectively taking charge of financial operations and monitoring, risk management, internal audit and anti-corruption. In addition, the Company arranges reasonable budgets to provide regular trainings for the staff of the Company and its subsidiaries performing functions such as finance, risk management and internal audit so as to ensure that they are fully qualified and experienced.

All departments are under direct leadership of the President of the Company, who is thereby enable to report instantly to the Board on the operations of each department and problems received. Accordingly, any significant matter (if subject to disclosure to the market) identified by the staff could be reported to the management in a timely, accurate and effective manner. The management of the Company assessed such significant matter in accordance with internal management requirements and procedures in a timely manner and made corresponding decisions. The decisions of the management of the Company could be implemented accurately and timely under supervision.

董事並不知悉可能影響本公司業務或對本公司持續經營基準的能力造成重大疑問的任何重大不確定因素。

安永會計師事務所已於本年度的合併財務報表的獨立核數師報告內作出其申報責任聲明。

內部監控

董事會執行營運決策權，並致力建立及改善內部監控政策與計劃，以及監管內部監控系統的實施，以保障股東投資與公司資產，故董事會負責建立及監察本公司之內部監控系統。董事會之職責為建立、改善、檢討並有效實行內部監控系統。

管理架構上，公司優化了組織結構設置，實行了扁平化管理。相關職能部門配備了充足的人員，負責財務運作和監控、風險管理、內部審計、反舞弊等具體工作。此外，公司安排合理預算，定期為公司及附屬公司財務、風險管理、內部審計等職能員工提供培訓，確保其擁有足夠的素質和經驗。

公司總裁與各部門直接對接，並能將各部門運作情況及反映的問題及時向董事會匯報。員工發現的重大情況（如需在市場披露）能夠被及時、準確、有效地傳遞到公司管理層。公司管理層根據相應的內部管理規定和程序及時評估這些重大情況，並做出相應決策。公司管理層的決策能夠被正確、及時地貫徹和監督執行。

Corporate Governance Report

企業管治報告

In order to meet the needs of business development under new situation, the Company further strengthened and refined its management and released the edited “Rules and Regulations Compilation (2014) (規章制度文件匯編(2014))”, having reviewed the current rules and regulations. By the end of last December, the amendment and improvement to a total of 163 rules and regulations have been completed, and 24 new rules and regulations have been formulated and promulgated.

In 2014, the Company have formulated certain policies in relation to the encouragement of business development, including the “Measures for Managing the Market Development Fund (Trial Implementation) (市場開發基金管理辦法(試行))”, “Interim Measures for Managing Technology and Research Fund (科技研發基金暫行管理辦法)” and “Measures for Managing Reimbursement of Business Development Expenses (業務開發費用返還管理辦法)”. In response to the new risks under new situation, the Company has developed a series of compliance management systems, including the “Measures on Accountability for Violation and Fraud of CMEC’s Employees (CMEC員工違規與舞弊責任追究辦法)” and “Measures for Commission of CMEC (CMEC佣金管理辦法)” which laid the foundation for prevention and punishment of violation and fraud, as well as establishment and safeguarding the lawful and compliant operation.

In response to financial risk prevention, the Company will continue to hold the reporting procedures for material financial issues, develop reporting procedures for material financial issues of business divisions and propose financial management systems of overseas branches. In addition, the Company provides actively relevant financial supports upon financial management based on business development and implementation.

為適應新形势下業務發展的需要，2014年公司進一步加大精細化管理力度，對現行規章制度進行了全面梳理，編制發佈了《規章制度文件匯編(2014)》。截至去年12月底，共完成對163個規章制度的修訂完善工作，新制定發佈24項規章制度。

2014年，公司出台了多項鼓勵業務發展的政策，包括《市場開發基金管理辦法(試行)》、《科技研發基金暫行管理辦法》及《業務開發費用返還管理辦法》。針對新形势下的新風險，公司制定了《CMEC員工違規與舞弊責任追究辦法》、《CMEC佣金管理辦法》等合規管理制度，為防範並懲治違規、舞弊行為，建立並維護公司依法、合規經營秩序奠定了基礎。

針對財務風險防控方面，公司堅持重大財務事項報告制度，同時開展事業部重大財務事項報告制度；擬定了境外分支機構財務管理制度等。此外，公司財務管理圍繞業務開發和執行，積極提供了相關財務支持。

Corporate Governance Report

企業管治報告

During the Year, the Board assessed the internal control systems of the Company and its subsidiaries such as financial control, operation control, compliance control and risk management systems and was not aware of any material problems or any material mistakes. The Board believes that the current monitoring system of the Company is effective and that the qualifications and experience of the staff performing accounting and financial reporting functions and the training programs of the Company as well as the experiences and resources for setting the budget of the Company are adequate.

The Group's internal control system will be reviewed and assessed on an on-going basis by the Audit Committee which will report the same to the Board, and will be further reviewed and assessed at least once each year by the Board.

INTERNAL AUDIT

The audit department of the Company will conduct independent review and assessment on the appropriateness, rationality and effectiveness of the governance, risk management and internal control system. The audit department is under the supervision and guidance of the Audit Committee, and will provide analysis and recommendation for the Board and the senior management. It is responsible for all material control, including financial, operational, compliance and risk management. In 2014, the audit department did not discover any circumstances involving fault, non-compliance or violation against laws, regulations and rules or severe insufficient control.

INDEPENDENT AUDITOR'S REMUNERATION

For the year ended December 31, 2014, the remunerations paid or payable to the external auditors in respect of audit services and non-auditing services amounted to RMB3.13 million and RMB3 million, respectively. The amount for 2014 non-audit services mainly comprised the services fee on review of interim financial statements. The Audit Committee was satisfied that the non-audit services in 2014 did not affect the independence of the auditor.

董事會在本年度內對本公司及其附屬公司的財務監控、運作監控、合規監控及風險管理等內控系統進行審查，未發現公司內部控制存在任何重大問題，或出現任何重大失誤。董事會認為本公司目前的監控體系是有效的，並認為本公司在會計及財務匯報、員工的資歷和經驗、員工培訓及有關預算方面的經驗和資源是足夠的。

審計委員會將持續檢討及評估本集團之內部監控系統，並向董事會匯報結果，而董事會則每年最少對本集團之內部監控系統進行一次進一步檢討及評估。

內部審計

公司審計部對集團治理、風險管理及內部控制系統的恰當性、合理性和有效性進行獨立審查和評價，接受審計委員會的監督和指導，並為董事會和高級管理層系統地提供分析及建議。其工作涵蓋所有重大的監控，包括財務、運營、合規及風險管理。2014年內，審計部並無發現任何涉嫌欺詐、違規、或觸犯法例、規則及規例或嚴重監控不足的情況。

獨立核數師薪酬

截至2014年12月31日止年度，付予或應付予外部核數師有關審計服務及非審計服務的薪酬分別為人民幣3.13百萬元及人民幣3百萬元。2014年非審計服務的費用主要包括審閱中期財務報表的服務費用。審計委員會對2014年度非審計服務並沒有影響到核數師的獨立性感到滿意。

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JOINT COMPANY SECRETARIES

Mr. ZHOU Yamin (“**Mr. Zhou**”) was appointed by the Board to succeed Mr. CHEN Minjian act as one of the joint company secretaries of the Company, the secretary of the Board and an authorised representative of the Company on June 26, 2014. He is responsible for advising the Board on corporate governance matters and ensuring that the Board policies and procedures, and the applicable laws, rules and regulations are followed. Details for the above change may refer to the Company’s announcement published on June 26, 2014.

In order to uphold good corporate governance and ensure compliance with the Listing Rules and applicable Hong Kong laws, the Company also engages Ms. TSANG Fung Chu (“**Ms. Tsang**”), as its joint company secretary to assist Mr. Zhou to discharge his duties as company secretary of the Company. For the purpose of Code F.1.1 of the CG Code, Ms. Tsang keeps close contact with Mr. Zhou, being the person with sufficient seniority at the Company.

For the Year under review, Mr. Zhou and Ms. Tsang have undertaken 15 hours of relevant professional training respectively in compliance with Rule 3.29 of the Listing Rules.

SHAREHOLDERS’ RIGHTS

To safeguard Shareholders’ interests and rights, when the Company convenes an AGM, Shareholders holding 3% or more of the total voting shares of the Company shall be entitled to propose new resolutions to the Company in writing which should be submitted to the convener 10 days prior to the convening of the general meeting. The convener of the general meeting shall issue a supplemental notice of general meeting to other Shareholders within 2 days of the receipt of such proposal and incorporate such newly proposed matters falling within the scope of duties of the general meeting into the agenda of such meeting. The new agenda shall be tabled to the general meeting for consideration.

聯席公司秘書

於2014年6月26日，周亞民先生（「周先生」）已經由董事會委任，接替陳民建先生擔任本公司聯席公司秘書、董事會秘書及本公司授權代表。彼負責就企業管治事宜向董事會提供意見，並確保已遵從董事會政策與程序，以及適用法例、規則及規例。有關上述變動詳情，可參閱本公司於2014年6月26日刊登的公告。

為維持良好企業管治並確保遵守上市規則與適用香港法例，本公司亦委聘曾鳳珠女士（「曾女士」）為其聯席公司秘書，以協助周先生履行其作為本公司公司秘書之職務。就企業管治守則之守則F.1.1而言，曾女士與周先生緊密聯繫，周先生屬本公司之高層人士。

於回顧年度，為遵守上市規則第3.29條，周先生及曾女士已參與15個小時之相關專業培訓。

股東權利

為保障股東權益及權利，倘本公司召開股東週年大會，持有本公司具表決權股份總數3%或以上的股東有權以書面形式向本公司提出新決議案，書面建議須於召開股東大會前10天呈交召集人。股東大會召集人須於接獲有關建議2天內向其他股東發出股東大會補充通知，將符合股東大會職責範圍的相關新建議事項加入大會議程。新議程將於股東大會上提出以供考慮。

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Shareholders can submit their written recommendations through the following facsimile, e-mail or postal address:

Facsimile: 86 10 6332 1086

E-mail: ir@mail.cmec.com

Postal address: No. 178 Guang'anmenwai Street, Beijing, PRC
(Postal Code: 100055)

Pursuant to article 57 of the Articles of Association, general meetings shall be convened where Shareholders who individually or jointly hold 10% or more of the Company's Shares make a request to convene an extraordinary general meeting in writing. The matter for consideration proposed by the party requesting the holding of the extraordinary general meeting shall be included in the agenda of such meeting.

As regards proposing a person for election as a director, the procedures are set out in the Articles of Association which is available on the respective websites of the Stock Exchange and the Company.

All resolutions put forward at shareholder meetings will be voted on by poll pursuant to the Listing Rules and poll results will be posted on the respective websites of the Stock Exchange and the Company in a timely manner after each shareholder meeting.

Enquiries to the Board

Shareholders who intend to put forward their enquiries about the Company to the Board could send their enquiries to Room 804, 8/F, Tower 1, South Sea Centre, 75 Mody Road, Tsimshatsui East, Kowloon, Hong Kong, and provide sufficient contact information for the timely and proper handling and record keeping of the relevant enquiries.

股東可通過以下傳真、電郵、郵寄的地址向公司提供其書面建議：

傳真：86 10 6332 1086

電郵：ir@mail.cmec.com

郵寄地址：中國北京廣安門外大街178號
(郵編：100055)

根據章程第57條，倘個別或共同持有本公司股份10%或以上的股東作出書面要求召開臨時股東大會，則須召開股東大會。要求舉行臨時股東大會的人士所提呈以供考慮的事項須加入有關股東大會的議程。

至於建議一名人士膺選董事方面，有關程序載於章程內，而章程則可於聯交所及本公司的網站查閱。

於股東大會提呈之所有決議案將根據上市規則以按股數投票方式表決，而表決結果將於各股東大會後適時刊載於聯交所及本公司的網站。

向董事會查詢

有意就本公司事宜向董事會作出查詢的股東可將查詢送交香港九龍尖沙咀東麼地道75號南洋中心第1座8樓804室，並提供足夠的聯絡資料以便有關查詢及時獲得公司恰當的處理和記錄。

Corporate Governance Report

企業管治報告

COMMUNICATION WITH SHAREHOLDERS AND INVESTOR RELATIONS

In 2012, the Company successfully completed its Listing in Hong Kong. Through roadshow presentations around the globe, its investor relations website, investor enquiry hotline, investor mailbox and other communication channels, the Company maintains close liaisons with investors worldwide in a timely and efficient manner. Moreover, through investment forums, corporate visits, teleconferences and various other channels, the Company maintains proactive and frank exchanges with investors and analyses. The Company has attached great importance to listening and accepting reasonable suggestions and opinions from Shareholders and investors. It strives to continuously enhance its operating results, present a true picture of the Company's financial and operational status to Shareholders and investors, actively facilitate the internal communications in respect of the feedback from the capital market, and continuously perfect and enrich the system aiming to canvass information in relation to investor relations. The management over investor relations involves an all-faceted interactive communication process.

The Company considers that effective communication with Shareholders is essential for enhancing investor relations and understanding of the Group's business, performance and strategies. The Company also recognizes the importance of timely and non-selective disclosure of information, which will enable shareholders and investors to make the informed investment decisions. In 2015, the Company will gradually develop a systematic structure of investor relations featured by its own characteristics. The Company aims at actively participating in all kinds of summits in capital market and strengthen communication with investors, as well as strive to achieve timely and transparent information disclosures.

與股東之溝通及投資者關係

於2012年，本公司成功完成在香港上市。本公司透過於世界各地進行的路演、其投資者關係網站、投資者查詢熱線、投資者信箱及其他溝通渠道，本公司及時並有效維持與全球各地投資者的緊密聯繫。此外，本公司透過投資論壇、公司訪問、電話會議及各類其他渠道，積極及真誠與投資者及分析師交流。本公司十分重視聆聽並接受股東及投資者的合理建議和意見，致力持續改善其營運業績、向股東及投資者呈列本公司的真實財務與營運狀況、積極促進有關來自資本市場的反饋意見，以及持續優化及加強系統，旨在宣揚有關投資者關係的資料。投資者關係管理涉及全面互動溝通程序。

本公司認為與股東之有效溝通，對改善投資者關係及了解本集團業務、表現及戰略甚為重要。本公司亦確認適時及非選擇性披露資料之重要性，將有助股東及投資者作出知情投資決定。2015年，公司將逐步形成具有自身特色的投資者關係體系架構。公司旨在積極參加資本市場各類峰會活動，加強與投資者的溝通互動，努力做到信息披露的及時、透明。

Corporate Governance Report

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The AGM provides opportunity for shareholders to communicate directly with the Directors. The chairman of the Board, the president of the Company, the chairman of each of the Board Committees and the external auditor of the Company, Ernst & Young, will attend the AGM to answer Shareholders' questions.

To promote effective communication, the Company adopts a shareholders' communication policy which aims at establishing a two-way relationship and communication between the Company and its Shareholders and maintains a website at www.cmec.com, where up-to-date information on the Company's business operations and developments, financial information, corporate governance practices and other information are available for public access. The Company also maintained frequent contacts with Shareholders and investors through various channels such as meetings, telephone and emails. For example, we will convene telephone meetings to answer enquiries from Shareholders and investors, as well as arrange one-on-one conversation with investors. In addition, we arranged on-site visits to the Group's projects and non-deal roadshows for investors and research analysts.

The Company has adopted a shareholders' communication policy with the objective of ensuring that the Shareholders, both individual and institutional (collectively, the "Shareholder(s)") of the Company and, in appropriate circumstances, the investment community at large, are provided with ready, equal and timely access to balanced and understandable information about the Company (including its financial performance, strategic goals and plans, material developments and governance), for the purpose of enabling the Shareholders to exercise their rights in an informed manner, and to allow them and the investment community to engage actively with the Company.

Information about the Company will be communicated to the Shareholders and the investment community mainly through the Company's financial reports (interim and annual reports), annual general meetings and other general meetings that may be convened, as well as by making available all the disclosures submitted to the Stock Exchange and its corporate communications on the respective websites of the Stock Exchange and the Company.

股東週年大會為股東提供直接與董事溝通的機會。董事會董事長、本公司總裁、各董事委員會主席及本公司外聘核數師安永會計師事務所將出席股東週年大會，以回應股東提問。

為推動有效溝通，本公司採納股東通訊政策，旨在建立本公司與其股東的雙向關係及溝通，並設有網站www.cmec.com，以供公眾人士查閱有關本公司業務營運及發展、財務資料、企業管治常規及其他資料的最新消息。本公司亦透過會議、電話及電郵等各種渠道與股東及投資者保持緊密聯繫，例如，召開電話會議回覆股東及投資者的提問及安排一對一的投資者訪談等，並為投資者及研究分析師安排集團項目的實地考察及安排非交易路演。

本公司已採納股東溝通政策，目標是確保本公司股東，包括個人及機構（以下統稱「股東」），及在適當情況下包括一般投資人士，均可適時取得方便、相同、平衡及容易理解的本公司資料（包括其財務表現、戰略目標及計劃、重大發展及管治），一方面使股東可在知情情況下行使權力，另一方面也讓股東及投資人士與本公司加強溝通。

本公司向股東及投資人士傳達本公司資料的主要渠道為：本公司的財務報告（中期及年度報告）、股東週年大會及其他可能召開的股東大會，並將所有呈交予聯交所的披露資料及公司通訊登載在聯交所及本公司網站。

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INFORMATION DISCLOSURE

The Company discloses information in compliance with the Listing Rules, and publishes periodic reports and announcements to the public in accordance with the relevant laws and regulations. The primary focus of the Company is to ensure information disclosure is timely, fair, accurate, truthful and complete, thereby enabling Shareholders, investors as well as the public to make rational and informed decisions regarding the Company.

CHANGE IN CONSTITUTIONAL DOCUMENTS

At the annual general meeting held on June 26, 2014, the amendments to the Articles of Association with a few housekeeping amendments were made were approved by the Shareholders. There is no material change in the amendments to the Articles of Association. An updated version of the Articles and Association is available on the respective websites of the Stock Exchange and the Company.

2014 ANNUAL GENERAL MEETING

All Shareholders are encouraged to attend the forthcoming AGM and exercise their right to vote. Further details of business to be conducted at the general meeting will be set out in the circular and notice to the Shareholders to be sent and posted on the respective websites of the Stock Exchange and the Company in due course.

資料披露

本公司根據上市規則披露資料，並根據相關法例及規例向公眾人士公佈定期報告及公告。本公司重點確保及時、公平、準確、真誠及完整地披露資料，致使股東、投資者及公眾人士得以作出有關本公司的理性及知情決定。

章程文件變動

於2014年6月26日舉行的股東週年大會，作出一些整理性修訂的修訂章程已獲股東批准。修訂章程中無重大改變。章程的更新版本可於聯交所及本公司網頁內閱覽。

2014年股東週年大會

本公司鼓勵全體股東出席應屆股東週年大會並行使其表決權。有關將於股東大會進行之事宜進一步詳情載於稍後寄發予股東之通函及通告內，該等通函及通告亦將適時於聯交所及本公司網站內刊發。

Report of the Supervisory Board

監事會報告

The Supervisory Board is pleased to present this report of the Supervisory Board in the annual report of the Company for the year ended December 31, 2014 (the “Year”).

In 2014, all members of the Supervisory Board have earnestly performed their supervisory functions to safeguard the rights and interests of the Group and the Shareholders in accordance with the Companies Law, the Articles of Associations, the Rules of Procedures of the Supervisory Board and the relevant provisions in the Listing Rules. Members of the Supervisory Board carried out examination of the Company’s financial accounts and supervision of the Directors, the president and other senior management officers for their compliance with the laws, administrative regulations and the Articles of Association in executing their respective duties.

I. RE-APPOINTMENTS OF THE SUPERVISORS

According to the Articles of Association, the term of office for the first session of the Supervisory Board has expired on January 12, 2014.

Pursuant to the relevant provisions of the Company Law and the Articles of Association, all Supervisors for the first session of the Supervisory Board continued to perform their duties as Supervisors in accordance with applicable laws and regulations until the re-appointments of the Supervisors for the second session of the Supervisory Board becoming effective.

In accordance with the relevant requirements of the Articles of Association and the Company Law, the second session of the Supervisory Board shall consist of three Supervisors, including two Shareholder representative Supervisors and one staff representative Supervisor. And according to the Articles of Association, the appointments of the two Shareholder representative Supervisors are subject to the approval by the Shareholders at a general meeting, and the staff representative Supervisor shall be appointed by the employees of the Company in the employees’ general meetings. The term of office of Supervisors shall be three years.

監事會欣然呈列載於本公司於截至2014年12月31日止年度（「該年度」）的年報的監事會報告。

2014年，全體成員依照公司法、公司章程、監事會議事規則及上市規則的有關規定，認真履行監督職責，維護本集團及股東的權益。監事會成員對本公司財務賬目進行檢查並對董事、總裁及其他高級管理人員行使其各自職責時對法律、行政法規及公司章程的遵守情況進行監督。

I. 重選監事

根據公司章程規定，第一屆監事會的任期已於2014年1月12日屆滿。

根據公司法及公司章程的相關條款，第一屆監事會全體監事根據適用法律及法規繼續履行彼等作為監事的職責，直至第二屆監事會監事的任命開始生效。

根據公司章程及公司法的相關規定，第二屆監事會應包括三名監事，包括兩名股東代表監事及一名職工代表監事。根據公司章程規定，委任兩名股東代表監事須獲股東於股東大會上批准，而職工代表監事將由本公司職工於職工代表大會委任。監事的任期將為三年。

Report of the Supervisory Board

監事會報告

As announced by the Company on January 24, 2014, Mr. BAI Ming has been re-appointed as the staff representative Supervisor for the second session of the Supervisory Board at the employees' general meeting. And at the extraordinary general meeting held on February 20, 2014, Mr. QUAN Huaqiang and Mr. QIAN Xiangdong have been re-appointed as the Shareholder representative Supervisors for the second session of the Supervisory Board.

Mr. QUAN Huaqiang, Mr. QIAN Xiangdong and Mr. BAI Ming have formed the second session of the Supervisory Board. Their term of service commenced on February 20, 2014 until the expiration of the term of second session of the Supervisory Board.

II. MEETINGS OF THE SUPERVISORY BOARD

During the Year and up to the date of this annual report, five meetings of the Supervisory Board were held.

On January 6, 2014, the Company held the fifth meeting of the first session of the Supervisory Board to consider the resolution in relation to the recommendation of candidates for shareholder representative Supervisors for the second session of the Supervisory Board at the general meeting.

On February 20, 2014, the Company held the first meeting of the second session of the Supervisory Board to re-elect Mr. QUAN Huaqiang as the chairman for the second session of the Supervisory Board for the same term of the second session of the Supervisory Board.

On March 24, 2014, the Company held the second meeting of the second session of the Supervisory Board to consider the 2013 audited financial report of the Company and the report of the Supervisory Board for 2013 and to receive the report on the 2013 results announcement of the Company.

如本公司於2014年1月24日宣佈，白明先生已於職工代表大會上獲重選為第二屆監事會的職工代表監事。於2014年2月20日舉行的臨時股東大會上，全華強先生及錢向東先生已獲續聘為第二屆監事會股東代表監事。

全華強先生、錢向東先生及白明先生已組成第二屆監事會。彼等的任期自2014年2月20日起直至第二屆監事會屆滿為止。

II. 監事會會議情況

於該年度內至本報告日期，監事會舉行了5次會議。

於2014年1月6日，本公司舉行第一屆監事會第五次會議，以審議關於向股東大會推薦本公司第二屆監事會股東監事候選人的議案。

於2014年2月20日，本公司舉行第二屆監事會第一次會議，以重選全華強先生為第二屆監事會主席，任期與第二屆監事會相同。

於2014年3月24日，本公司舉行第二屆監事會第二次會議，以審議本公司2013年經審計財務報告及2013年監事會報告、聽取關於本公司2013年業績公告的匯報。

Report of the Supervisory Board

監事會報告

On August 28, 2014, the Company held the third meeting of the second session of the Supervisory Board to consider the 2014 unaudited interim financial report of the Company and the 2014 interim results announcement of the Company.

On March 29, 2015, the Company held the fourth meeting of the second session of the Supervisory Board to consider the 2014 audited financial report of the Company, the 2014 results announcement of the Company and the 2014 report of the Supervisory Board.

III. INDEPENDENT OPINION ISSUED BY THE SUPERVISORY BOARD ON RELEVANT MATTERS

1. Management of the Company

The management of the Company faithfully fulfilled their duties and responsibilities as stipulated in the laws, regulations and the Articles of Association, and earnestly implemented the resolutions approved by the Board. Till now, the Supervisory Board did not discover that the Board and senior management had abused their rights and functions or any of their actions that were prejudicial to the interests of the Company, Shareholders and staff of the Company, or in any way violated the laws, regulations and the Articles of Association.

2. Operation of the Company

During the Year, the Company strictly complied with the laws and regulations, operated in accordance with the Listing Rules. The Company managed to achieve satisfying results in areas of operation, cost control, project origination, implementation and management, internal management, work safety and market expansion, resulting in a strong and excellent company which laid a solid foundation for the smooth and faster development. The Company further strengthened the systems of internal controls, and enhanced, in particular, the system of business processes and responsibility assignment of all functional departments of the Company, making further progress in corporate governance.

於2014年8月28日，本公司舉行第二屆監事會第三次會議，以審議本公司2014年未經審計中期財務報告及2014年中期業績公告。

於2015年3月29日，本公司舉行第二屆監事會第四次會議，以審議本公司2014年經審計財務報告及2014年業績公告和審議本公司2014年監事會報告。

III. 監事會就有關事項發表的獨立意見

1. 本公司管理情況

本公司管理層忠實履行了法律、法規及公司章程規定的職責，認真執行了董事會通過的各項決議。至今監事會未發現董事會及高級管理人員濫用職權，或損害本公司利益及侵犯股東及本公司員工權益的任何行為，亦未違反法律、法規及公司章程。

2. 本公司營運情況

於該年度內，本公司能夠嚴格執行法律、法規，按上市規則運作。本公司營運、成本控制、項目建設、實施及管理、內部管理、工作安全及市場開拓等方面均取得了令人滿意的成績，為公司做優做強，實現更好更快發展奠定了堅實基礎。本公司進一步加強了內部控制的各項制度，特別是完善了本公司各職能部門的業務流程體系和責任分配，企業管治水平進一步提高。

Report of the Supervisory Board

監事會報告

3. Implementation of the resolutions of General Meetings

During the Year and up to the date of this annual report, the member of the Supervisory Board attended eight General Meetings and sit in on nine meetings of the Board, exercising supervision in respect of the lawfulness and compliance of the procedures of the matters considered by the Board meetings.

The Supervisory Board made no objection to the reports and motions tabled at the general meetings and considered that the Board earnestly implemented the resolutions approved by the general meetings.

4. Financial matters of the Company

Members of the Supervisory Board monitored and examined the financial management system and the financial condition and reviewed relevant financial information of the Company. Upon examination, the Supervisory Board concluded that the Company had strictly complied with the relevant financial laws, regulations and financial policies, and that the financial system has an integrated structure; the financial management system was sound and implemented effectively; the accounting treatment was in line with the consistency principles; and the Company's financial reports gave an objective and fair view of the financial position and operating results of the Company.

The Supervisory Board reviewed the unqualified audit opinions issued by Ernst & Young (安永會計師事務所) and Ernst & Young Hua Ming LLP (Special General Partnership) (安永華明會計師事務所(特殊普通合夥)) in respect of the audited consolidated financial statements of the Company for the year ended December 31, 2014 prepared in accordance with IFRS and Accounting Standards for Business Enterprises of the PRC respectively, and raised no objection to such reports.

3. 股東大會決議案執行情況

於該年度內至本報告日期，監事會成員出席了8次股東大會，列席參加了9次董事會會議，對董事會會議審議之事項的程序合法性和合規性實施監督。

監事會對於股東大會上提呈的各項報告和議案並無異議，並認為董事會認真執行了經股東大會批准的各项決議案。

4. 本公司財務事項

監事會成員對本公司的財務管理制度和財務狀況進行了監督檢查，審閱了本公司相關財務資料。通過審查，監事會認為本公司嚴格遵守了相關金融法律、法規及財務政策，財務系統組織結構完整，財務管理制度健全且獲有效執行；會計處理方法遵循了一貫性原則；本公司財務報告客觀、公允地反映了本公司的財務狀況及營運業績。

監事會審閱了安永會計師事務所及安永華明會計師事務所(特殊普通合夥)分別就根據國際財務報告準則及中國企業會計準則編製的截至2014年12月31日止年度的經審計合併財務報表出具的無保留意見的審計報告，對該報告無異議。

Report of the Supervisory Board

監事會報告

5. Connected Transactions

The Supervisory Board reviewed the connected transactions between the Group and SINOMACH and its subsidiaries (including Sinomach Finance Co., Ltd.) and its respective connected persons during the reporting period, and was of the opinion that all the connected transactions complied with the relevant requirements of the Stock Exchange, and that the pricing of the connected transactions was reasonable, open and fair and there was not any matter prejudicial to the interests of the Company or Shareholders.

In 2015, the Supervisory Board will continue to carry out its fiduciary duties to implement effective supervision on the Company, its Directors and senior management in accordance with the relevant provisions of the Companies Law, the Articles of Association, the Terms of Reference for the Supervisory Board and the Listing Rules; and pay close attention to the operation and management status of the Company as well as any significant development of the Company, so as to facilitate the profit growth of the Company and to dutifully protect the interests of all Shareholders and the Company. In addition, the Supervisory Board will further consolidate resources for supervision so as to enhance our management, helping and ensuring the realization of the Company's targets for all works in 2015.

By Order of the Supervisory Board
QUAN Huaqiang
Chairman of the Supervisory Board

Beijing, the PRC, March 29, 2015

5. 關連交易

監事會對報告期間內本集團及國機及其附屬公司(包括國機財務有限責任公司)不時與其關連人士進行的關連交易進行了審查,認為全部關連交易均符合聯交所的有關規定,關連交易的定價亦屬合理、公開及公允,並無發現任何損害本公司或股東利益的事項。

2015年,監事會將依據公司法、公司章程、監事會議事規則及上市規則的有關規定,繼續謹遵誠信原則,對本公司、其董事及高級管理層實施有效監督,且密切關注本公司的營運及管理情況,並關注本公司的任何重大發展,藉以促進本公司的盈利增長,並忠實維護全體股東及本公司的利益。另外,監事會將進一步整合監督資源,促進管理提升,助力和保障公司2015年度各項工作目標的順利實現。

承監事會命
全華強
監事會主席

中國北京, 2015年3月29日

Directors, Supervisors, Senior Management and Employees

董事、監事、高級管理人員及僱員

I. EXECUTIVE DIRECTORS

Mr. SUN Bai (孫柏)

Mr. SUN, aged 57, was appointed as the chairman and an executive Director of the Company on April 19, 2013, and the party secretary of the Communist Party of China committee ("CPC Committee") (黨委書記) on February 18, 2013. He has more than 30 years of management experience. From November 1980 to January 1994, he worked in Changchun Testing Machine Institution (長春試驗機研究所). Mr. SUN joined Zhonggong Electrical and Mechanical Development Corporation (中工機電發展總公司) in January 1994 and then served as its general manager from May 1994 to June 1999. He worked as the general manager of China North Industrial Equipment Corporation (中國北方工業裝備總公司), which changed its name to China North Industrial Equipment Co. Ltd. (中國北方工業裝備有限公司), from June 1999 to August 2005. He joined China National Complete Engineering Corporation (中國成套工程有限公司) ("CNCEC"), which is an enterprise established in the PRC and wholly-owned by China National Machinery Industry Corporation (中國機械工業集團有限公司) ("SINOMACH"), as its general manager in August 2005 and also served as its chairman of the board from December 2011. On March 14, 2013, Mr. SUN has resigned as the general manager of CNCEC. Mr. SUN obtained a master degree of economics from Jilin University (吉林大學) in 1993. He is a senior economist.

Mr. ZHANG Chun (張淳)

Mr. ZHANG, aged 46, is currently an executive Director and the president of the Company, and was appointed on March 16, 2012. He has more than 20 years of management experience. In July 1991, he joined China National Electric Equipment Corporation (中國電工設備總公司), the predecessor of China National Electric Engineering Co., Ltd. (中國電力工程有限公司) ("CNEEC"), as a sales representative and worked in that company until August 1993. Mr. ZHANG then joined our Company, and held various positions from

I. 執行董事

孫柏先生

孫先生，現年57歲，於2013年4月19日獲委任為本公司董事長兼執行董事，並於2013年2月18日獲委任為本公司中國共產黨委員會書記（「黨委書記」）。彼擁有超過30年管理經驗。1980年11月至1994年1月，孫先生於長春試驗機研究所任職。孫先生於1994年1月加入中工機電發展總公司，其後於1994年5月至1999年6月擔任該公司的總經理。1999年6月至2005年8月，彼擔任中國北方工業裝備總公司總經理，該公司其後更名為中國北方工業裝備有限公司。彼於2005年8月加入中國成套工程有限公司（「中成套」，一家於中國成立的企業，由中國機械工業集團有限公司（「國機」）全資擁有）擔任總經理，並自2011年12月起擔任其董事會董事長。於2013年3月14日，孫先生辭任中成套總經理。孫先生於1993年取得吉林大學經濟學碩士學位。彼為高級經濟師。

張淳先生

張先生，現年46歲，現任本公司執行董事兼總裁，於2012年3月16日獲委任。彼擁有超過20年管理經驗。於1991年7月，彼加入中國電工設備總公司（中國電力工程有限公司的前身）（「中電工」）擔任業務員，並一直於該公司任職至1993年8月。張先生隨後加入本公司，並於1993年8月至2002年5月間，在本公司先後擔任多個職

Directors, Supervisors, Senior Management and Employees

董事、監事、高級管理人員及僱員

August 1993 to May 2002, including sales representative, project manager, representative and chief representative of the Representative Office of our Company in Bangladesh. After returning to China, Mr. ZHANG joined China National Machinery & Equipment Corporation Group (中國機械裝備(集團)公司), the predecessor of SINOMACH, in May 2002 as the director of the department of operational management. Mr. ZHANG later became the director of the department of engineering and served at that position until August 2011. Mr. ZHANG was the vice president of our Company from August 2011 until March 2012. Currently, Mr. ZHANG is also the chairman of CNEEC. In 1991, Mr. ZHANG graduated from Tsinghua University (清華大學) with a bachelor's degree in thermal engineering. Mr. ZHANG is a senior engineer.

II. NON-EXECUTIVE DIRECTORS

Mr. WANG Zhian (王治安)

Mr. WANG, aged 64, is currently a non-executive Director of the Company, and was appointed on January 13, 2011. He has over 30 years of experience in the electricity and mechanical engineering industries. From January 1977 to June 1999, Mr. WANG served at China Machinery Industry Third Installation Engineering Corporation (中國機械工業第三安裝工程公司), which was a subsidiary of China Machinery Industry Installation Corporation (中國機械工業安裝總公司) and held various positions at the same company, including technician, engineer, manager of the engineering department, vice manager and manager.

From June 1999 to June 2001, Mr. WANG was promoted to vice general manager and then general manager of China Machinery Industry Installation Corporation. Subsequently, in June 2001, China Machinery Industry Installation Corporation changed its name to China CMIIC Engineering & Construction Corporation (中國機械工業建設總公司), a subsidiary of SINOMACH, and Mr. WANG served as the general manager of that company until September 2010. Mr. WANG has been a director of China Perfect Machinery Industry Corp., Ltd. (中國浦發機械工業股份有限公司), a subsidiary of SINOMACH, since September 2010 and was

務，包括業務員、項目經理以及駐孟加拉代表處的代表和首席代表。張先生返回中國後，於2002年5月加入中國機械裝備(集團)公司(國機的前身)擔任經營管理部部長，其後擔任工程事業部部長，並擔任該職位直至2011年8月。2011年8月，張先生獲委任為本公司副總裁並擔任該職位直至2012年3月。目前，張先生亦為中電工的董事長。1991年，張先生畢業於清華大學熱能工程專業，並取得學士學位。張先生為高級工程師。

II. 非執行董事

王治安先生

王先生，現年64歲，現任本公司非執行董事，於2011年1月13日獲委任。彼擁有超過30年的電力及機械工程經驗。自1977年1月到1999年6月，王先生任職於中國機械工業第三安裝工程公司(中國機械工業安裝總公司的附屬公司)，並曾先後於該公司擔任過技術員、工程師、工程處主任、副經理及經理等職務。

於1999年6月至2001年6月間，王先生晉升為中國機械工業安裝總公司副總經理和總經理。其後，於2001年6月，中國機械工業安裝總公司更名為中國機械工業建設總公司(國機的附屬公司)，王先生擔任該公司總經理直至2010年9月。王先生自2010年9月起一直擔任中國浦發機械工業股份有限公司(國機的附屬公司)董事，並於2010年12月至2011年11月期間擔任中國電力工程股份有限公司(國機的

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a director of China Power Engineering Co., Ltd. (中電力工程股份有限公司), a subsidiary of SINOMACH, from December 2010 to November 2011. In 1976, Mr. WANG completed his studies in electric machinery and apparatus and graduated from Xi'an Jiaotong University (西安交通大學). Mr. WANG is a professorial engineer.

Mr. YU Benli (余本禮)

Mr. YU, aged 61, is currently a non-executive Director of the Company, and was appointed on February 20, 2014. He has more than 30 years of experience in machinery industry. From June 1977 to December 1979, Mr. YU served at The People's Bank of China, Nanjing Branch. From December 1979 to October 1983, he served at Jiangsu Machinery Equipment Import & Export Corporation (江蘇機械設備進出口公司), a subsidiary of the Company. From October 1983 to January 1988, Mr. YU served at Sino American Machinery Corporation (美國華美機械有限公司), a subsidiary of the Company and was stationed in the United States. From January 1988 to April 2013, he served at SUMEC Group Corporation (江蘇蘇美達集團公司), a subsidiary of SINOMACH and the predecessors of which are Jiangsu Machinery Equipment Import & Export Corporation (江蘇機械設備進出口公司) and China Jiangsu Machinery Equipment Import & Export Corporation (中設江蘇機械設備進出口集團公司). He held a number of positions including assistant to general manager, deputy general manager, general manager and chairman. Currently, Mr. YU is also the chairman of China Perfect Machinery Industry Corp., Ltd. (中國浦發機械工業股份有限公司), a subsidiary of SINOMACH, chairman of China Machine Tool Sales and Technology Services Co., Ltd. (中國機床銷售與技術服務有限公司), a subsidiary of SINOMACH and director of China National Automotive Industry International Corporation (中國汽車工業國際合作有限公司) ("CNAICO"), a subsidiary of SINOMACH. Mr. YU has resigned as the chairman of China Machine Tool Sales and Technology Services Co., Ltd. (中國機床銷售與技術服務有限公司), a subsidiary of SINOMACH, in February 2014. Mr. YU graduated from Nanjing Jinling Vocational University (南京市金陵職業大學) with a degree in business operation. He is a senior international business specialist.

附屬公司) 董事。1976年，王先生畢業於西安交通大學電機電器專業。王先生為教授級高級工程師。

余本禮先生

余先生，現年61歲，現任本公司非執行董事，於2014年2月20日獲委任。彼於機械行業擁有超過30年經驗。自1977年6月至1979年12月，余先生任職於中國人民銀行南京分行。自1979年12月至1983年10月，彼任職於江蘇機械設備進出口公司(本公司的附屬公司)。於1983年10月至1988年1月，余先生任職於美國華美機械有限公司(本公司的附屬公司)，並留駐於美國。於1988年1月至2013年4月，彼任職於江蘇蘇美達集團公司(國機的附屬公司)，其前身為江蘇機械設備進出口公司及中設江蘇機械設備進出口集團公司。彼曾先後擔任多個職位，包括總經理助理、副總經理、總經理及董事長。目前，余先生為中國浦發機械工業股份有限公司(國機的附屬公司)的董事長、中國機床銷售與技術服務有限公司(國機的附屬公司)的董事長及中國汽車工業國際合作有限公司(「中汽國際」，國機的附屬公司)董事。於2014年2月，余先生辭任中國機床銷售與技術服務有限公司(國機的附屬公司)之董事長。余先生畢業於南京市金陵職業大學商務經營專業，為高級國際商務師。

Directors, Supervisors, Senior Management and Employees

董事、監事、高級管理人員及僱員

Mr. ZHANG Fusheng (張福生)

Mr. ZHANG, aged 62, is currently a non-executive Director of the Company, and was appointed on February 20, 2014. He has more than 30 years of experience in equipment manufacturing industry. He began his career with Zhejiang Automotive Industrial Corporation (浙江省汽車工業公司) in July 1980 and was promoted to assistant manager in August 1986. In April 1988, Mr. ZHANG was appointed as deputy county magistrate of Zhejiang Province Yongjia County People's Government (浙江省永嘉縣人民政府). From May 1990 to August 1998, he held the positions of deputy general manager and general manager of China Automotive Industrial Import & Export Zhejiang Branch (中國汽車工業進出口浙江公司), a subsidiary of SINOMACH. From August 1998 to February 2012, he was the general manager of China Automotive Import & Export Corporation (中國汽車進出口總公司), a subsidiary of SINOMACH. Since February 2012, Mr. ZHANG has been the chairman of CNAICO, a subsidiary of SINOMACH. Mr. ZHANG has been a director of CNEEC, a subsidiary of SINOMACH since November 2, 2011 and a director of China National Complete Engineering Corporation, a subsidiary of SINOMACH since December 29, 2011. In 2000, Mr. ZHANG graduated from Wuhan University of Technology (武漢理工大學) with a degree in business administration. Mr. ZHANG is a professional senior engineer.

III. INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. LIU Li (劉力)

Mr. LIU, aged 59, is currently an independent non-executive Director of the Company, and was appointed on January 13, 2011. He was a teacher at the department of physics, the Beijing Institute of Iron and Steel (北京鋼鐵學院) from September 1984 to January 1986. From January 1986 to date, Mr. LIU has been holding various teaching positions at the Guanghua School of Management (光華管理學院), and its predecessor, the department of economics of the

張福生先生

張先生，現年62歲，現任本公司非執行董事，並於2014年2月20日獲委任。張先生擁有超過30年的裝備製造行業經驗。張先生於1980年7月就職於浙江省汽車工業公司，並於1986年8月晉升為副經理。1988年4月，張先生被任命為浙江省永嘉縣人民政府副縣長。1990年5月至1998年8月，張先生曾就職於中國汽車工業進出口浙江公司（國機的附屬公司），歷任副總經理及總經理。1998年8月至2012年2月，張先生曾擔任中國汽車進出口總公司（國機的附屬公司）總經理。2012年2月至今張先生擔任中汽國際（國機的附屬公司）董事長。張先生自2011年11月2日起一直擔任中電工（國機的附屬公司）董事，並於2011年12月29日起擔任中國成套工程有限公司（國機的附屬公司）董事。2000年，張先生畢業於武漢理工大學工商管理專業。張先生為專業高級工程師。

III. 獨立非執行董事

劉力先生

劉先生，現年59歲，現任本公司獨立非執行董事，於2011年1月13日獲委任。1984年9月至1986年1月，劉先生曾任北京鋼鐵學院物理系教師。自1986年1月至今，劉先生在北京大學光華管理學院以及其前身經濟學院經濟管理系任教，歷任講師、副教授、教授、博士生導師以及北京大學光華

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school of economics and management (經濟學院經濟管理系), Peking University, including lecturer, associate professor, professor, supervisor for doctoral students, the director of the finance department and a director of the MBA program at the Guanghua School of Management, Peking University. Mr. LIU is also a deputy director of the Research Center of Finance & Securities at Peking University.

Currently, Mr. LIU is an independent non-executive director of Metallurgical Corporation of China Ltd. (中國冶金科工股份有限公司), a company listed on the Main Board of the Stock Exchange (stock code: 1618), and the Shanghai Stock Exchange (stock code: 601618); and an independent director of Bohai Ferry Co. Ltd. (渤海輪渡股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 603167) and an independent director of Langfang Development Co., Ltd. (廊坊發展股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600149), and Beijing Oil HBP Group (華油惠博普科技股份有限公司), a company listed on Shenzhen Stock Exchange (stock code: 002554). Mr. LIU has resigned as an independent director of Bohai Ferry Co. Ltd. (渤海輪渡股份有限公司) in March 2014. On October 27, 2014, Mr. LIU has been appointed as independent non-executive director of Bank of Communications Co., Ltd. (交通銀行股份有限公司), a company listed on the Main Board of the Stock Exchange (stock code: 3328).

In 1982, Mr. LIU graduated from Peking University with a bachelor's degree in physics, and in 1984 with a master's degree in physics respectively. Mr. LIU is also a member of the Chinese Institute of Certified Public Accountants (non-practising).

管理學院金融系主任及MBA項目主任。劉先生亦為北京大學金融與證券研究中心副主任。

目前，劉先生亦擔任在聯交所主板及上海證券交易所上市的中國冶金科工股份有限公司(股份代號：1618；上海證券交易所股票代碼：601618)的獨立非執行董事、在上海證券交易所上市的渤海輪渡股份有限公司(股票代碼：603167)、在上海證券交易所上市的廊坊發展股份有限公司(股票代碼：600149)及在深圳證券交易所上市的華油惠博普科技股份有限公司(股票代碼：002554)的獨立董事。於2014年3月，劉先生辭任渤海輪渡股份有限公司獨立董事。於2014年10月27日，劉先生獲委任為在聯交所主板上市的交通銀行股份有限公司(股份代號：3328)的獨立非執行董事。

於1982年及1984年，劉先生畢業自北京大學，分別獲得物理學學士及碩士學位。劉先生亦為中國註冊會計師協會會員(非執業)。

Directors, Supervisors, Senior Management and Employees

董事、監事、高級管理人員及僱員

Ms. LIU Hongyu (劉紅宇)

Ms. LIU, aged 51, is currently an independent non-executive Director of the Company and was appointed on January 13, 2011. From July 1985 to May 1988, she served as an officer at the financial management office of the People's Bank of China Sichuan branch (四川省人民銀行). From May 1988 to April 1993, Ms. LIU served as a legal consultant for the Agricultural Bank of China (Beijing Branch) and from April 1993 to April 2004, she was the managing partner at Beijing Tongda Law Offices (北京同達律師事務所). In 2004, as a result of the merger between Beijing Tongda Law Offices and Jincheng Law Firm (金誠律師事務所), Ms. LIU became a senior partner, attorney at law of the merged firm, Beijing Jincheng & Tongda Law Firm (北京金誠同達律師事務所). From April 2005 to June 2011, Ms. LIU served as an independent director for Founder Technology Group Corporation (方正科技集團股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600601). From June 2009 to June 2012, Ms. LIU served as an independent director for Chongqing Three Gorges Water Conservancy and Electric Power Co., Ltd. (重慶三峽水利電力(集團)股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600116). Currently, Ms. LIU is an independent director of Chongqing International Enterprise Investment Co., Ltd. (重慶國際實業投資股份有限公司), now renamed as CRED-Chongshi Real Estate Corporation Limited (中房重實地產股份有限公司) and a company listed on Shenzhen Stock Exchange (stock code: 000736) and Lanpec Technologies Limited, a company listed on Shanghai Stock Exchange (stock code: 601798), and an external supervisor of the Bank of Beijing Co., Ltd., a company listed on the Shanghai Stock Exchange (stock code: 601169). On June 10, 2013, Ms. LIU has been appointed as independent non-executive director of Gome Electrical Appliances Holding Limited (國美電器控股有限公司), a company listed on the Main Board of the Stock Exchange (stock code: 00493).

劉紅宇女士

劉女士，現年51歲，現任本公司獨立非執行董事，於2011年1月13日獲委任。在1985年7月至1988年5月間，彼曾擔任四川省人民銀行金融管理處幹部。在1988年5月至1993年4月間，劉女士曾擔任中國農業銀行(北京分行)法律顧問，並在1993年4月至2004年4月間任北京同達律師事務所執行合夥人。2004年，在北京同達律師事務所與金誠律師事務所合併以後，劉女士在合併後的律師事務所北京金誠同達律師事務所擔任高級合夥人兼律師。在2005年4月至2011年6月間，劉女士曾擔任在上海證券交易所上市的方正科技集團股份有限公司(股票代碼：600601)的獨立董事。在2009年6月至2012年6月間，劉女士曾擔任在上海證券交易所上市的重慶三峽水利電力(集團)股份有限公司(股票代碼：600116)的獨立董事。現時，劉女士亦擔任在深圳證券交易所上市的重慶國際實業投資股份有限公司(現更名為中房重實地產股份有限公司)(股票代碼：000736)及在上海證券交易所上市的甘肅藍科石化高新裝備股份有限公司(股票代碼：601798)的獨立董事以及在上海證券交易所上市的北京銀行股份有限公司(股票代碼：601169)的外部監事。於2013年6月10日，劉女士獲委任為聯交所主板上市的公司國美電器控股有限公司(股份代號：00493)的獨立非執行董事。

Directors, Supervisors, Senior Management and Employees 董事、監事、高級管理人員及僱員

In 1985, Ms. LIU graduated from Southwest University of Politics and Law (西南政法大學) with a bachelor's degree in law, as well as from the Graduate School of the Chinese Academy of Social Sciences (中國社會科學院研究生院) in economic law in 1998. Ms. LIU also obtained an EMBA degree from the Guanghua School of Management, Peking University in 2003.

Mr. FANG Yongzhong (方永忠)

Mr. FANG, aged 63, is currently an independent non-executive Director of our Company, and was appointed on July 29, 2011. In September 1971, he joined the construction machinery factory of the Shenyang Railway Bureau (瀋陽鐵路局施工機械廠). Mr. FANG then joined the engineering department of the Shenyang Railway Bureau (瀋陽鐵路局瀋陽工程處) and held a number of positions within the bureau including technician, assistant engineer, engineer, vice section chief, section chief, vice departmental director and departmental director between February 1977 and August 1994.

Mr. FANG was appointed as a vice director of the Shenyang sub-bureau of the Shenyang Railway Bureau in August 1994 and between August 1994 and December 1999, he was also general manager of Shenyang Engineering Corporation of the Shenyang Railway Bureau. From December 1999 to December 2003, Mr. FANG served at Shenyang Railway Engineering Construction Group Co., Ltd. (瀋陽鐵路工程建設集團有限公司) as the chairman of the board and general manager. From December 2003 to March 2008, Mr. FANG held various positions at China Railway No.9 Group Co., Ltd. (中鐵九局集團有限公司) including director, vice general manager and vice chairman of the board of directors. From March 2008 to December 2012, Mr. FANG was also an external director of China Railway Science & Industry Group (中鐵科工集團有限公司) ("CRSIG"), China Railway No. 5 Engineering Group Co., Ltd. (中鐵五局(集團)有限公司) ("China Railway No.5 Bureau"), China Overseas Engineering Group Co., Ltd. (中國海外工程有限責任公司) ("COVEC") and China Railway & Airport Construction Group Corporation (中國中鐵航空港建設集團有限公司) ("CACCC") and is a

1985年，劉女士畢業於西南政法大學的法律專業，獲學士學位。1998年，劉女士從中國社會科學院研究生院的經濟法專業畢業。2003年，劉女士獲得北京大學光華管理學院的高級管理人員工商管理碩士學位。

方永忠先生

方先生，現年63歲，現任本公司獨立非執行董事，於2011年7月29日獲委任。彼於1971年9月加入瀋陽鐵路局施工機械廠。方先生其後於1977年2月至1994年8月間先後在瀋陽鐵路局瀋陽工程處擔任技術員、助理工程師、工程師、副段長、段長、副處長和處長等不同職務。

方先生於1994年8月獲任為瀋陽鐵路局瀋陽分局副局長，並於1994年8月至1999年12月間於瀋陽鐵路局瀋陽工程總公司擔任總經理。在1999年12月至2003年12月間，方先生加入瀋陽鐵路工程建設集團有限公司擔任董事長兼總經理。在2003年12月至2008年3月間，方先生於中鐵九局集團有限公司擔任不同職務，包括董事、副總經理及副董事長等。在2008年3月至2012年12月，方先生亦是中鐵科工集團有限公司（「中鐵科工集團」）、中鐵五局（集團）有限公司（「中鐵五局」）、中國海外工程有限責任公司（「中國海外工程公司」）及中國中鐵航空港建設集團有限公司（「中國中鐵航空港建設公司」）的外部董事，及中鐵建工集團有限公司（「中鐵建工集團」）的監事及監事會主席。這五家公司為在聯交所主板及上海證券交易所上市

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supervisor and the chairman of the supervisory board of China Railway Construction and Engineering Group (中鐵建工集團有限公司) (“CRCEG”). These five companies are subsidiaries of China Railway Group Limited (中國中鐵股份有限公司), a company listed on the Main Board of the Stock Exchange (stock code: 00390) and the Shanghai Stock Exchange (stock code: 601390).

As an external director, Mr. FANG participates in board meetings of CRSIG, China Railway No.5 Bureau, COVEC and CACCC, representing the interests of the respective shareholder, China Railway Group Limited. However, Mr. FANG is not involved in the day to day management of CRSIG, China Railway No.5 Bureau, COVEC and CACCC. As a supervisor and the chairman of the supervisory board of CRCEG, Mr. Fang participates in meetings of the supervisory board and the board of directors of CRCEG, representing the interests of the shareholder, China Railway Group Limited. However, Mr. FANG is not involved in the day to day management of CRCEG.

Mr. FANG completed his studies in railway engineering (工程系鐵道工程專業) and graduated from the Shanghai Railway Institute (上海鐵道學院) in 1977, and also obtained an EMBA in decision-making management from International East-West University (美國國際東西方大學決策管理學) in December 1995. Mr FANG is a senior engineer and a registered national first class architect.

Mr. WU Tak Lung (吳德龍)

Mr. WU, aged 49, is currently an independent non-executive Director of the Company, and was appointed on February 20, 2014. He is a member of Hong Kong Institute of Certified Public Accountants, a fellow member of Hong Kong Securities Institute and the Association of Chartered Certified Accountants, a fellow member of the Taxation Institute of Hong Kong and the Hong Kong Institute of Chartered Secretaries. Mr. WU was awarded the bachelor degree of Accounting by the Hong Kong Baptist University and the master degree of business administration (MBA) jointly by the University of Manchester and the University of Wales.

的中國中鐵股份有限公司(聯交所股份代號: 00390; 上海證券交易所股票代碼: 601390)的附屬公司。

作為外部董事, 方先生分別代表股東中國中鐵股份有限公司的權益, 參與中鐵科工集團、中鐵五局、中國海外工程公司及中國中鐵航空港建設公司的董事會會議。然而, 方先生不參與中鐵科工集團、中鐵五局、中國海外工程公司及中國中鐵航空港建設公司的日常管理。作為中鐵建工集團的監事及監事會主席, 方先生代表股東中國中鐵股份有限公司的權益, 參與中鐵建工集團的監事會及董事會會議。然而, 方先生不參與中鐵建工集團的日常管理。

1977年, 方先生畢業於上海鐵道學院工程系鐵道工程專業, 並於1995年12月從美國國際東西方大學決策管理學系畢業, 取得高級管理人員工商管理碩士學位。方先生為高級工程師和國家一級註冊建造師。

吳德龍先生

吳先生, 49歲, 現任本公司獨立非執行董事, 於2014年2月20日獲委任。彼為香港會計師公會會員、香港證券專業學會、英國特許公認會計師公會資深會員、香港稅務學會及香港特許秘書公會資深會員。吳先生獲香港浸會大學頒授會計學學士學位, 並獲曼徹斯特大學及威爾斯大學聯合頒發工商管理碩士(MBA)學位。

Directors, Supervisors, Senior Management and Employees

董事、監事、高級管理人員及僱員

Mr. WU had worked in an international accounting firm, Deloitte Touche Tohmatsu, for five years, and was then employed by several listed and private companies in Hong Kong as head of corporate finance and executive director. Mr. WU currently served as an independent non-executive director of Apu Group Holding Company, a company listed on the Main Board of the Stock Exchange (stock code: 0477), Beijing Media Corporation Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1000), First Tractor Company Limited, a company listed on both the Main Board of the Stock Exchange (stock code: 00038), and the Shanghai Stock Exchange (stock code: 601038). Moreover, he was an independent non-executive director of China Water Industry Group Limited (stock code: 1129) in three years, which is a Company listed on the Stock Exchange.

On March 4, 2014, Mr. WU has been appointed as an independent non-executive director of Sinomax Group Limited (盛諾集團有限公司), a company listed on the Main Board of the Stock Exchange (stock code: 1418). On July 22, 2014, Mr. WU has resigned as an independent non-executive director of Valuetronics Holdings Limited, a company listed on the Singapore Exchange.

Mr. Wu is currently a member of Jiangsu People's Political Consultative Committee, member of the Council and the Court of Hong Kong Baptist University, the honorary chairman of the North Kwai Chung Scout and the vice president of Hongkong-Guangdong Youth Exchange Promotion Association.

IV. SUPERVISORS

Mr. QUAN Huaqiang (全華強)

Mr. QUAN, aged 44, is currently a Supervisor of the Company, and was appointed on January 13, 2011. He worked in the finance department of Beijing Yanshan Petrochemical Corporation (北京燕山石油化工公司) from August 1991 to July 1994. From July 1994 to October 1997, Mr. QUAN was initially employed as an accountant and then

吳先生曾於一家國際核數師行德勤•關黃陳方會計師行工作五年，其後於香港多間上市及私人公司服務，擔任企業融資主管及執行董事。吳先生現為奧普集團控股有限公司（聯交所主板上市的公司，股份代號：0477）、北青傳媒股份有限公司（聯交所主板上市的公司，股份代號：1000）、第一拖拉機股份有限公司（同時為聯交所主板（股份代號：00038）及上海證券交易所（股票代碼：601038）上市的公司）的獨立非執行董事。此外，彼曾於三年內在聯交所上市公司中國水業集團有限公司（股份代號：1129）擔任獨立非執行董事。

於2014年3月4日，吳先生獲委任為聯交所主板上市公司盛諾集團有限公司（股份代號：1418）之獨立非執行董事。於2014年7月22日，吳先生辭任鴻通電子控股有限公司（一家於新加坡交易所上市之公司）獨立非執行董事。

吳先生現為江蘇省政協委員、香港浸會大學校董暨諮議會委員、北葵涌童軍名譽會長以及粵港青年交流促進會副主席。

IV. 監事

全華強先生

全先生，現年44歲，現為本公司監事，於2011年1月13日獲委任。彼曾在1991年8月至1994年7月間在北京燕山石油化工公司財務處工作。在1994年7月至1997年10月間，全先生最初被聘為中機通用進出口公司財

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in May 1995, he became manager of the finance department of Universal Import and Export Company (中機通用進出口公司財務部) until October 1997. Mr. QUAN was appointed by China National Machinery Import & Export Corporation ("CMC") (中國機械進出口集團) as finance manager for the CMC Ukraine Office in October 1997 and worked there until January 1999, and then was appointed as manager of the finance department of CMC General Electrical Parts Import and Export Company (中機機電配件進出口公司) by CMC until May 2001. In May 2001, Mr. QUAN was appointed by China General Technology Group (中國通用技術集團) as general manager of the finance department of China International Advertising Corporation (中國國際廣告公司財務部) and subsequently was appointed as manager of the funds management department of the general finance department of China General Technology Group in May 2004.

From March 2005 to December 2006, Mr. QUAN served at Sinomach Finance Co., Ltd. (國機財務有限責任公司) as a vice general manager. From September 2010 to August 2011, Mr. QUAN was the chairman of the Supervisory Board of China Automobile Trading Co., Ltd. (中國進口汽車貿易有限公司). Mr. QUAN has been serving as the head of the internal audit inspection department of SINOMACH from December 2006 to present. Mr. QUAN has also been serving as the chairman of the Supervisory Board of the Company since November 2008. Currently, Mr. QUAN is a member of the Supervisory Board of Sinomach Automobile Co., Ltd. (國機汽車股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600335).

In 1991, Mr. QUAN graduated from the Jiangxi Institute of Finance and Economics (江西財經學院) with a bachelor's degree in accounting. Mr. QUAN is a senior accountant.

Mr. QIAN Xiangdong (錢向東)

Mr. QIAN, aged 46, a senior accountant, is a supervisor of the Company, and was appointed on January 13, 2011. He joined the Education Department of the Ministry of Machinery Industry in June 1997. From September 1998

財務部會計，其後於1995年5月晉升為經理直至1997年10月。在1997年10月，全先生受中國機械進出口集團（「中國機械進出口集團」）委派到中國機械進出口集團烏克蘭辦事處擔任財務經理直至1999年1月，並於其後獲中國機械進出口集團委派到中機機電配件進出口公司擔任財務部經理直至2001年5月。2001年5月，全先生獲中國通用技術集團委派擔任中國國際廣告公司財務部總經理，其後於2004年5月擔任中國通用技術集團財務總部資金管理部經理。

在2005年3月至2006年12月間，全先生在國機財務有限責任公司擔任副總經理。在2010年9月至2011年8月間，全先生在中國進口汽車貿易有限公司擔任監事會主席。全先生自2006年12月至今擔任國機審計稽查部部長。全先生從2008年11月以來擔任本公司監事會主席。目前，全先生亦擔任在上海證券交易所上市的國機汽車股份有限公司（股票代碼：600335）的監事。

全先生在1991年畢業於江西財經學院，並取得會計學學士學位。全先生為高級會計師。

錢向東先生

錢先生，現年46歲，高級會計師，為本公司監事，於2011年1月13日獲委任。彼於1997年6月加入機械工業部教育司。1998年9月至2006年8月

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to August 2006, Mr. QIAN held various positions, including officer, vice manager, vice chief accountant and vice general manager at China National Harvester Machinery Corporation (中國收穫機械總公司), a subsidiary of SINOMACH. From September 2006 to September 2008, Mr. QIAN served as a financial controller of the Tianjin Design & Research Institute of Electric Drive (天津電氣傳動設計研究所), a subsidiary of SINOMACH. Since 2008, Mr. QIAN has been serving as a vice general manager and chief financial officer of China United.

Mr. BAI Ming (白明)

Mr. BAI, aged 47, is currently a supervisor of the Company and was appointed on January 7, 2011. In March 1992, Mr. BAI joined the Company and was employed as an accountant at the finance department of the Company until December 1999. From December 1999 to September 2005, he was employed as an accountant at CMEC International Engineering Co., Ltd., a subsidiary of the Company. Mr. BAI was a vice general manager of the project auditing division of the Company from September 2005 to May 2007. He was the director of the project auditing division of the audit department of the Company from May 2007 to September 2009 and has been a vice general manager of the audit department of the Company since September 2009. Mr. BAI graduated from the Beijing Institute of Machinery Industry (北京機械工業學院) in 1991, majoring in industrial accounting and is a tax accountant, an international accountant and a certified enterprise risk manager.

V. SENIOR MANAGEMENT

Mr. JIN Chunsheng (靳春生)

Mr. JIN, aged 58, is a vice president of our Company and is in charge of International Engineering Contracting Business. Mr. JIN has over 30 years of experience in the machinery and equipment industry and has held various positions within our Company. Mr. JIN joined our Company in February 1982, and he worked as a sales representative from February 1982 to August 1986. During such period,

間，錢先生曾先後擔任中國收穫機械總公司（國機的附屬公司）財務審計部的幹部、副經理、副總會計師及副總經理等職務。自2006年9月至2008年9月期間，錢先生擔任天津電氣傳動設計研究所（國機的附屬公司）財務總監。2008年至今，錢先生一直擔任中國聯合副總經理兼財務總監。

白明先生

白先生，現年47歲，現為本公司監事，於2011年1月7日獲委任。在1992年3月，白先生加入本公司，直至1999年12月前受聘為本公司財務部會計。自1999年12月至2005年9月間，白先生受聘為中設國際工程有限公司（本公司的附屬公司）會計。自2005年9月至2007年5月間，白先生曾擔任本公司的項目審計部副總經理。自2007年5月至2009年9月間，彼為本公司審計部項目審計處處長，並自2009年9月至今一直擔任本公司審計部副總經理。於1991年，白先生畢業於北京機械工業學院工業會計專業。白先生為稅務會計師、國際會計師及認可企業風險管理師。

V. 高級管理層

靳春生先生

靳先生，現年58歲，現任本公司副總裁，主管國際工程承包業務。靳先生擁有超過30年的機械設備行業經驗，並曾在本公司內擔任多個職務。靳先生於1982年2月加入本公司。靳先生於1982年2月至1986年8月間擔任業務員的工作，並在此期間曾在天津外國語學院進

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Mr. JIN also studied English for almost one year at the Tianjin Institute of Foreign Languages (天津外國語學院). From August 1986 to August 1989, Mr. JIN was assigned by our Company to work as a project manager of American Machinery. After returning to China in August 1989, Mr. JIN was appointed as director of the department responsible for the export of complete sets of equipment until June 1999, and was subsequently promoted to a vice general manager of CMEC International Engineering until November 2001. Mr. JIN was a vice general manager of China Machinery-building International Corporation (中國機械對外經濟技術合作總公司) from November 2001 to December 2004 and was appointed as a vice president of our Company in December 2004. Currently, Mr. JIN is the president of CNEEC. In 1982, Mr. JIN obtained his bachelor's degree in hydraulic machinery from Gansu University of Technology (甘肅工業大學). Mr. JIN is a professorial engineer.

Mr. ZHANG Jianguo (張建國)

Mr. ZHANG, aged 54, is a vice president of our Company and is in charge of our Company's trade and other business. Prior to joining our Company, Mr. ZHANG was a lecturer at Peking University (北京大學) from July 1987 to May 1991. In May 1991, Mr. ZHANG joined our Company and he was appointed as a vice general manager of the department of human resources and education of our Company in June 1993. Mr. ZHANG was subsequently promoted as a vice director of the general office of our Company and held that position from December 1993 to January 1998. In 1998, Mr. ZHANG was appointed as a vice general manager of CMEC Tendering, and was promoted to the general manager thereof in July 2001 and held that position until June 2007. In March 2005, Mr. ZHANG was also appointed as an assistant president of our Company. Mr. ZHANG has been a vice president of our Company since May 2006. Mr. ZHANG is a senior economist and graduated from Peking University with a master's degree in history in 1987.

修英語約一年。1986年8月至1989年8月間，靳先生獲本公司委任擔任美國華美機械項目經理。1989年8月回國後，靳先生獲委任為本公司成套設備出口處處長直至1999年6月，並於其後晉升為中設國際工程的副總經理直至2001年11月。2001年11月至2004年12月間，靳先生曾擔任中國機械對外經濟技術合作總公司副總經理，並於2004年12月獲委任為本公司副總裁。目前，靳先生亦為中電工總裁。1982年，靳先生畢業於甘肅工業大學水力機械專業，並獲得學士學位。靳先生為教授級工程師。

張建國先生

張先生，現年54歲，現任本公司副總裁，主管本公司貿易及其他業務。在加入本公司之前，在1987年7月至1991年5月間，張先生曾任北京大學講師，張先生於1991年5月加入本公司，並於1993年6月獲委任為本公司人教部副總經理。其後張先生於1993年12月至1998年1月期間擔任本公司辦公室副主任。張先生於1998年被任命為中設招標副總經理，於2001年7月晉升為該公司的總經理，並擔任這一職務直至2007年6月。2005年3月，張先生亦被任命為本公司助理總裁。張先生自2006年5月起出任本公司副總裁。張先生為高級經濟師。張先生在1987年畢業於北京大學，取得歷史學碩士學位。

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Mr. ZHOU Yamin (周亞民)

Mr. ZHOU, aged 51, is the chief financial officer, secretary to the Board and joint company secretary of our Company. He has more than 30 years of management experience. Mr. ZHOU took various positions in China Machinery Industry Installation Company (中國機械工業安裝總公司) from October 1983 to June 2001, including bookkeeper of the finance department, accountant, vice departmental director of the finance department and manager of the finance department. From June 2001 to February 2002, Mr. ZHOU served as deputy chief accountant and manager of the department of financial assets for China CMIIC Engineering & Construction Corporation. From February 2002 to December 2004, Mr. ZHOU was appointed as the chief accountant of China CMIIC Engineering & Construction Corporation and from December 2004 to July 2011, he served as vice general manager and chief financial officer for China CMIIC Engineering & Construction Corporation. In July 2011, Mr. ZHOU joined our Company and was appointed as the chief financial officer of the Company. He has been serving as the secretary to the Board and joint company secretary of our Company since June 26, 2014. Mr. ZHOU graduated from Beijing Technology and Business University and the Open University of China (北京工商大學和中央廣播電視大學) with a bachelor's degree in management in July 2004, majoring in accounting. Mr. ZHOU is a senior accountant, a member of the Chinese Institute of Certified Public Accountants (non-practising), an international certified practicing accountant and a senior international finance manager.

Mr. WANG Tianyi (王天翼)

Mr. WANG, aged 54, is currently vice president of our Company (appointed in January 2014) and secretary of the discipline inspection committee (appointed in December 2013). He is responsible for the general management of the Company. Mr. WANG has over 30 years of experience in corporate and financial management. Mr. WANG joined our Company in January 2014. Before joining our Company, during the period from October 1980 to August 1988, Mr. WANG served at the business division of the finance

周亞民先生

周先生，現年51歲，現任本公司財務總監兼董事會秘書兼聯席公司秘書。彼擁有超過30年管理經驗。周先生曾於1983年10月至2001年6月期間在中國機械工業安裝總公司先後擔任財務處會計、會計師、財務處副處長和財務部經理，其後於2001年6月至2002年2月於中國機械工業建設總公司擔任副總會計師兼資產財務部經理。周先生於2002年2月至2004年12月獲委任為中國機械工業建設總公司的總會計師。周先生在2004年12月至2011年7月間擔任中國機械工業建設總公司副總經理兼財務總監。2011年7月，周先生加入本公司擔任本公司財務總監，並自2014年6月26日起兼任董事會秘書及聯席公司秘書。於2004年7月，周先生從北京工商大學和中央廣播電視大學會計學專業畢業，取得管理學學士學位。周先生為高級會計師、中國註冊會計師協會會員（非執業）、國際註冊執業會計師和國際高級財務管理師。

王天翼先生

王先生，現年54歲，現任本公司副總裁（於2014年1月獲委任），並擔任紀委書記（於2013年12月獲委任）。彼負責本公司的綜合管理。王先生於企業和財務管理方面擁有超過30年經驗。王先生於2014年1月加入本公司。在加入本公司前，王先生於1980年10月至1988年8月期間，先後任職於第一機械工業部財務司事業處、國

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department under the Ministry of First Machinery Industry and the auditing division directly under the auditing bureau of the National Machinery Industry Committee. From August 1988 to April 1993, Mr. WANG served as the deputy director of the office of the auditing bureau of National Audit Office in the Ministry of Mechanical and Electronic Industry and the chief of the general division of such auditing bureau. From April 1993 to May 1998, Mr. WANG served as the chief of the auditing division directly under the auditing bureau of National Audit Office in MMI. Thereafter, Mr. WANG served as the deputy general manager of the auditing department, the deputy general manager of the financial department and the chief of the first financial division, the general manager of the financial department and the director of asset financial department in China National Machinery and Equipment (Group) Company during the period from May 1998 to October 2003. During the period from October 2003 to December 2010, Mr. WANG served as deputy general manager, financial controller and secretary of the discipline inspection committee of China National Electric Equipment Corporation. During the period from December 2010 to January 2014, Mr. WANG served as deputy general manager, financial controller and secretary of the discipline inspection committee of China National Electric Engineering Co., Ltd.. Mr. WANG graduated from the Correspondence Teaching College of Renmin University of China majoring in industrial accounting in 1987. Mr. WANG is a senior accountant.

Ms. WANG Hong (王紅)

Ms. WANG, aged 52, is currently vice president of our Company (appointed in January 2014). She is responsible for international engineering contracting business. Ms. WANG has over 30 years of experience in power engineering contracting field. Ms. WANG joined our Company in June 2006. Before joining our Company, during the period from January 1984 to January 1987, Ms. WANG served as project manager of machinery research institute of Ministry of Machinery. From January 1987 to January 1991, Ms. WANG served as project manager of China Automatic Control System Corporation (中國自動化控制系統總公司). From January 1991 to January 2006, Ms. WANG served as project

家機械工業委員會審計局直屬單位審計處。王先生於1988年8月至1993年4月曆任審計署駐機械電子工業部審計局辦公室副主任、綜合處處長。於1993年4月至1998年5月，王先生擔任審計署駐機械工業部審計局直屬單位審計處處長。其後，王先生於1998年5月至2003年10月任職於中國機械裝備(集團)公司，曆任審計部副總經理、財務部副總經理兼財務一處處長、財務部總經理、資產財務部部長。於2003年10月至2010年12月期間，王先生先後擔任中國電工設備總公司的副總經理、財務總監、紀委書記。於2010年12月至2014年1月期間，王先生擔任中國電力工程有限公司的副總經理、財務總監、紀委書記。王先生於1987年從中國人民大學函授學院畢業，主修工業會計。王先生為高級會計師。

王紅女士

王女士，現年52歲，現任本公司副總裁(於2014年1月獲委任)。彼負責國際工程承包業務。王女士於電力工程承包領域擁有超過30年經驗。王女士於2006年6月加入本公司。在加入本公司前，王女士於1984年1月至1987年1月間，擔任機械部機械研究所項目經理。自1987年1月至1991年1月間，擔任中國自動化控制系統總公司的項目經理。王女士於1991年1月至2006年1月任職於中國機械對外經濟技術合作總公司，曆任項目經理、第

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manager, an assistant to general manager and deputy general manager of the second engineering department, general manager of the fourth engineering department and deputy general manager of China Machinery-Building International Corporation. From June 2006 to May 2010, Ms. WANG served as deputy general manager and general manager of the third business department of the Company, as well as general manager of the third engineering business department of the Company, and was promoted to an assistant to the president of the Company in October 2011. Ms. WANG has also served as general manager of CMEC International Engineering Co., Ltd. since January 2012. Ms. WANG graduated from the Jilin University of Technology majoring in computer in 1984. Ms. WANG is an engineering and technical expert entitled to the special allowance of the State Council.

Mr. LI Jingkai (李京凱)

Mr. LI, aged 45, is currently vice president of our Company (appointed in January 2014). He is responsible for international engineering contracting business. Mr. LI joined our Company in August 1991. Mr. LI has over 20 years of experience in power engineering contracting field. From August 1991 to April 2001, Mr. LI has been holding various positions at our storage and transportation department, engineering department, the office of power station project in Pakistan, including salesman, commercial representative, on-site general representative and chief representative of the Representative Office. During the period from April 2001 to May 2010, Mr. LI served as deputy general manager of the first engineering department, deputy general manager and general manager of the second international engineering department under the first engineering department and deputy general manager of the first engineering business department of our Company, and was promoted and worked as general manager of the first engineering business department in August 2007. Mr. LI has served as an assistant to the president and general manager of the first engineering business department of our Company since May 2010. Mr. LI graduated from Beijing Institute of Technology majoring in automatic control in 1991. Mr. LI is a senior engineer.

二工程部總經理助理、第二工程部副總經理、第四工程部總經理及該公司的副總經理。王女士於2006年6月至2010年5月先後擔任本公司第三事業部副總經理、總經理及第三工程成套事業部總經理，並於2011年10月晉升為本公司助理總裁。王女士自2012年1月起兼任中設國際工程有限責任公司的總經理。王女士於1984年從吉林工業大學畢業，主修計算機專業。王女士為享受國務院特殊津貼的工程技術專家。

李京凱先生

李先生，現年45歲，現任本公司副總裁（於2014年1月獲委任）。彼負責國際工程承包業務。李先生於1991年8月加入本公司，於電力工程承包領域擁有超過20年經驗。於1991年8月至2001年4月，彼先後任職於於本公司儲運部、成套部、巴基斯坦電站項目辦事處，歷任業務員、商務代表、現場總代表及代表處首席代表。李先生自2001年4月至2010年5月期間先後擔任本公司成套一部副總經理、成套一部國際工程二部的副總經理及總經理、第一工程成套事業部的副總經理，並於2007年8月晉升為第一工程成套事業部的總經理。李先生自2010年5月起擔任本公司助理總裁兼第一工程成套事業部的總經理。李先生於1991年從北京理工大學畢業，主修自動化控制。李先生為高級工程師。

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董事、監事、高級管理人員及僱員

Ms. Ai Wei (艾威)

Ms. Ai, aged 45, is currently vice president of our Company (appointed in November 2014). She is responsible for our Company's import and export trading businesses. Ms. Ai has over 20 years of experience in the management of trading businesses. Ms. Ai joined our Company in July 1991. During the period from January 1992 to January 1998, Ms. Ai served at CMEC Machine Tool Co., Ltd. (中設機床工具有限責任公司). From January 1998 to August 2005, Ms. Ai served as manager of the third division of CMEC International Trading Co., Ltd., and she was promoted and worked as deputy general manager from September 2005 to May 2007. Thereafter, Ms. Ai was appointed as general manager of CMEC General Machinery Import & Export Co., Ltd. and served at that position until October 2013. Ms. Ai was promoted and worked as an assistant to the president of our Company in May 2010 and was appointed as deputy general manager of China Perfect Machinery Industry Corp., Ltd. (中國浦發機械工業股份有限公司) from October 2013 to November 2014. Ms. Ai graduated from Peking University majoring in economics and management in 1991. Ms. Ai is a senior international business specialist.

艾威女士

艾女士，現年45歲，現任本公司副總裁（於2014年11月獲委任）。彼負責本公司的進出口貿易業務。艾女士擁有超過20年的貿易業務管理經驗。艾女士於1991年7月加入本公司，於1992年1月至1998年1月間任職於中設機床工具有限責任公司。於1998年1月至2005年8月間，艾女士擔任中設國際貿易有限責任公司三分部經理，並於2005年9月晉升為副總經理直至2007年5月，其後於2007年5月被任命為中設通用機械進出口有限責任公司的總經理，並擔任這一職務直至2013年10月。彼於2010年5月晉升為本公司助理總裁並於2013年10月起獲委任為中國浦發機械工業股份有限公司的副總經理直至2014年11月。艾女士於1991年在北京大學畢業，主修經濟管理。艾女士為高級國際商務師。

VI. EMPLOYEES

As at December 31, 2014, the Group had 2,892 employees in total. The following table sets forth the number of employees according to different job functions:

VI. 僱員

於2014年12月31日，本集團共有2,892名僱員。下表載列按不同職能劃分的僱員數目：

		Number of employees 僱員數目
Business Staff	業務人員	2,564
International Engineering Contracting Business	國際工程承包業務	1,869
Trading Business	貿易業務	525
Other Businesses	其他業務	170
Management, finance and administration	管理、財務和行政	292
Others	其他	36
Total	總計	2,892

Directors, Supervisors, Senior Management and Employees

董事、監事、高級管理人員及僱員

The following tables set forth the Group's staff structure by geographical location, academic qualification, designation and age, respectively:

下表分別載列按地理位置、學歷、職稱及年齡劃分的本集團員工架構：

Analysis of the Group's staff by geographical location

按地理位置劃分的本集團員工分析

No. 編號	Geographical location 地理位置		Number of staff 員工數目	Percentage 百分比
1	China	中國	2,554	88.3%
2	Asia (excluding China and Turkey)	亞洲 (不包括中國及土耳其)	98	3.4%
3	Africa	非洲	134	4.6%
4	Europe (including Turkey)	歐洲 (包括土耳其)	43	1.5%
5	North America	北美洲	3	0.1%
6	South America	南美洲	58	2.0%
7	Oceania	大洋洲	2	0.1%
Total		合計	2,892	100%

Analysis of the Group's staff by academic qualification

按學歷劃分的本集團員工分析

No. 編號	Academic qualification 學歷		Number of staff 員工數目	Percentage 百分比
1	Postgraduate or above	研究生或以上	728	25.2%
2	Undergraduate	學士學位	1,658	57.3%
3	College diploma or below	專科或以下	506	17.5%
Total		合計	2,892	100%

Analysis of the Group's staff by designation

按職稱劃分的本集團員工分析

No. 編號	Designation 職稱		Number of staff 員工數目	Percentage 百分比
1	Senior Grade	高級	543	18.8%
2	Intermediate Grade	中級	718	24.8%
3	Junior Grade and below	初級及以下	1,631	56.4%
Total		合計	2,892	100%

Directors, Supervisors, Senior Management and Employees

董事、監事、高級管理人員及僱員

Analysis of the Group's staff by age

按年齡劃分的本集團員工分析

No. 編號	Age 年齡		Number of staff 員工數目	Percentage 百分比
1	56 years old and above	56歲及以上	77	2.7%
2	46-55 years old	46至55歲	541	18.7%
3	36-45 years old	36至45歲	462	15.9%
4	35 years old and below	35歲及以下	1,812	62.7%
Total		合計	2,892	100%

1. Staff Incentives

In 2014, the Company further improved performance management system, formulated overall reform plan for optimization of business department's positions, performance and salary, and completed the preliminary draft of the "Measures for Performance and Remuneration of Senior Management of the Company and Principles of Subsidiaries (公司高管、子公司負責人績效和薪酬管理辦法)", which would be further perfected upon the determination of related national policies; improved three-level training system of the Company and completed the standardization of the overseas on-site practice of university students; further standardized revenue management of each business division; initially developed the "Assessment Measures for Comprehensive Budget Management (全面預算管理考核辦法)", "Measures for Overseas Human Resources (海外人力資源管理辦法)" and "Assessment Measures for Investment Business (投資業務考核辦法)", etc.

The Company will establish diversified career development channels in the future, especially focus on building development channels for core business staff. Meanwhile, the Company will establish the retirement schemes, and therefore ensure both the development channels and retirement schemes are in place, in order for employees to share development opportunities and reform results. The Company develops a more rational, open and scientific employment system by constantly consolidating the fruits of talents introduction and enhancing the exchanges between the cadre and the talents.

1. 僱員激勵

2014年，公司進一步完善了績效管理體系，形成事業部崗位、績效與薪酬優化項目整體改革方案，並完成《公司高管、子公司負責人績效和薪酬管理辦法》初稿，將在國家相關政策明確後進一步修改完善；完善了公司內部三級培訓體系，完成大學生海外現場實習規範；進一步規範了各事業部的收入管理；初步擬定了《全面預算管理考核辦法》、《海外人力資源管理辦法》和《投資業務考核辦法》等。

未來公司要建立多元化職業發展通道，尤其要著力打通核心業務人員的上升通道，同時建立人員退出機制，形成晉升有通道，退出有機制的局面，讓員工共享發展機遇、改革成果。制定更合理、公開、科學的用人制度，不斷鞏固人才引進成果，加強幹部人才交流。

Directors, Supervisors, Senior Management and Employees

董事、監事、高級管理人員及僱員

2. Staff Remuneration

For the year ended December 31, 2014, the Group incurred staff costs of approximately RMB1,329.3 million. Staff's remuneration comprises of basic salary and performance salary. The performance salary is determined according to the assessment of performance of the whole staff.

3. Staff Training

We provide systematic and effective training for our employees. We provide sustainable and specific education training for our senior management, middle management as well as technical and operational staff with a view to improving the quality and ability of our staff at different levels.

To regulate the management of staff training, the Company has formulated comprehensive measures for administering employees' education and training, which effectively promote the establishment of the Company's education training system. The Company focuses on the training needs of the senior management, middle management, technical and operational staff as well as the development needs of the Company when formulating and implementing education training programmes. The Company aims to implement a diversified training system for the staff so as to encourage the staff to participate in training.

The Company will strengthen to train young cadre in the future and establish different levels of cadre, which lays the foundation for the sustainable development of the Company. The Company will also improve three-level talents training system among overseas, domestic institutions and the Company to ensure the comprehensive coverage of senior management of the Company, mid-level staff and every ordinary staff in the training system.

4. Guarantee of Staff Rights

The Group strictly complies with the relevant PRC laws and regulations and makes contributions to various pension contribution plans, medical insurance plans, unemployment insurance plans, maternity insurance plans and personal injury insurance plans.

2. 僱員薪酬

截至2014年12月31日止年度，本集團產生員工成本約人民幣1,329.3百萬元。僱員薪酬由基本工資和績效工資兩部分組成。績效工資依據本集團全員業績考核結果確定。

3. 僱員培訓

我們為僱員提供系統性及實效性培訓，分別對高管人員、中層管理人員以及各專業技術及業務人員進行高持續性及強針對性的教育培訓，以不斷提高各層次僱員的素質及能力。

為對僱員培訓實行規範化管理，本公司已制定完善的員工教育和培訓管理辦法，卓有成效地推進公司教育培訓體系建設。在教育培訓計劃和實施過程中，尤其關注高層管理人員、中層管理人員、各專業技術及業務人員的培訓需求，並根據本公司不斷發展的要求，實現配套的員工多樣化培訓體系，以鼓勵更多僱員參與培訓。

未來公司將加強對年輕幹部的培養，形成人才梯隊，為公司可持續發展打下基礎。公司還將進一步完善公司海外、國內院校及公司內部的三級人才培訓體系，確保培訓體制能夠全面覆蓋到公司高管、中層及每一位普通員工。

4. 員工權利保障

本集團嚴格遵守相關中國法律法規，對各種養老保險計劃、醫療保險計劃、失業保險計劃、生育保險計劃及人身傷害保險計劃作出供款。

Independent Auditors' Report

獨立核數師報告

To the shareholders of China Machinery Engineering Corporation (Established in the People's Republic of China with limited liability)

We have audited the consolidated financial statements of China Machinery Engineering Corporation (the "Company") and its subsidiaries (together, the "Group") set out on pages 189 to 334, which comprise the consolidated and company statements of financial position as at December 31, 2014, and the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with International Financial Reporting Standards ("IFRSs") issued by the International Accounting Standards Board (the "IASB") and the disclosure requirements of Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. Our report is made solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

致中國機械設備工程股份有限公司股東 (於中華人民共和國成立的有限公司)

本核數師(以下簡稱「我們」)已審核載列於第189頁至第334頁中國機械設備工程股份有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的合併財務報表,包括於2014年12月31日的合併及公司財務狀況表、截至該日止年度的合併損益表、合併綜合收益表、合併權益變動表和合併現金流量表,以及主要會計政策概要及其他附註解釋資料。

董事就合併財務報表須承擔的責任

貴公司董事須負責根據國際會計準則理事會(「國際會計準則理事會」)頒佈的國際財務報告準則(「國際財務報告準則」)及香港公司條例的披露規定編製合併財務報表,以令合併財務報表作出真實而公平的反映,及落實其認為編製合併財務報表所必要的內部控制,以使合併財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

核數師的責任

我們的責任是根據我們的審核對該等合併財務報表發表意見。本報告僅向整體股東報告,除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負責或承擔任何責任。

我們已根據香港會計師公會頒佈的香港核數準則進行審核。該等準則要求我們遵守道德規範,並規劃及執行審核,以合理確定合併財務報表是否不存在任何重大錯誤陳述。

Independent Auditors' Report

獨立核數師報告

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the entity's preparation of consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at December 31, 2014, and of the Group's profit and cash flows for the year then ended in accordance with IFRSs and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

Ernst & Young

Certified Public Accountants
Hong Kong

March 29, 2015

審核涉及執程序以獲取有關合併財務報表所載金額及披露資料的審核憑證。所選定的程序取決於核數師的判斷，包括評估由於欺詐或錯誤而導致合併財務報表存在重大錯誤陳述的風險。在評估該等風險時，核數師考慮與該公司編製合併財務報表以作出真實而公平的反映相關的內部控制，以設計適當的審核程序，但目的並非對該公司內部控制的有效性發表意見。審核亦包括評估董事所採用會計政策的合適性及作出會計估計的合理性，以及評價合併財務報表的整體列報方式。

我們相信，我們所獲得的審核憑證能充足和適當地為我們的審核意見提供基礎。

意見

我們認為，該等合併財務報表已根據國際財務報告準則真實而公平地反映 貴公司及 貴集團於2014年12月31日的財務狀況及 貴集團截至該日止年度的利潤及現金流量，並已按照香港公司條例的披露規定妥為編製。

安永會計師事務所

執業會計師
香港

2015年3月29日

Consolidated Statement of Profit or Loss

合併損益表

Year ended December 31, 2014 • 截至2014年12月31日止年度

		Notes	2014 2014年 RMB'000 人民幣千元	2013 2013年 RMB'000 人民幣千元
		附註		
REVENUE	收入	5	23,007,745	21,426,272
Cost of sales	銷售成本		(19,257,365)	(17,683,814)
Gross profit	毛利		3,750,380	3,742,458
Other revenue	其他收入	5	14,845	12,350
Other income/(expenses), net	其他收入／（開支）淨額	5	(93,360)	353,476
Selling and distribution expenses	銷售及分銷開支		(1,115,853)	(1,157,660)
Administrative expenses	行政開支		(533,551)	(556,996)
Other operating income/(expenses)	其他經營收入／（開支）		48,541	(65,476)
PROFIT FROM OPERATIONS	經營溢利	6	2,071,002	2,328,152
Finance income	財務收入	6	717,685	737,865
Finance expenses	財務開支	6	(50,610)	(401,713)
Net finance income	財務收入淨額	6	667,075	336,152
Share of profits less losses of:	應佔以下溢利減虧損：			
An associate	聯營公司		-	(199)
A joint venture	合營公司		67	-
PROFIT BEFORE TAXATION	除稅前溢利		2,738,144	2,664,105
Income tax	所得稅	10	(641,909)	(703,864)
PROFIT FOR THE YEAR	年內溢利		2,096,235	1,960,241
Attributable to:	歸屬於：			
Owners of the parent	母公司擁有人	11	2,096,918	1,959,257
Non-controlling interests	非控股權益		(683)	984
			2,096,235	1,960,241
EARNINGS PER SHARE	每股盈利			
ATTRIBUTABLE TO ORDINARY	母公司普通權益持有人			
EQUITY HOLDERS OF THE PARENT	應佔每股盈利			
Basic and diluted (RMB)	基本及攤薄（人民幣元）	13	51分	47分

Consolidated Statement of Comprehensive Income

合併綜合收益表

Year ended December 31, 2014 • 截至2014年12月31日止年度

		2014 2014年 RMB'000 人民幣千元	2013 2013年 RMB'000 人民幣千元
PROFIT FOR THE YEAR	年內溢利	2,096,235	1,960,241
OTHER COMPREHENSIVE INCOME	其他綜合收益		
Other comprehensive income not to be reclassified into profit or loss in subsequent period	未於後續期間重新分類至損益的其他綜合收益		
Remeasurement of defined benefit obligations	重新計量設定收益義務	(11,420)	21,710
Other comprehensive income to be reclassified into profit or loss in subsequent period	於後續期間重新分類至損益的其他綜合收益		
Changes in fair value of an available-for-sale investment	可供出售投資公允價值變動	(105)	-
Exchange differences on translation of financial statements of overseas subsidiaries	換算海外附屬公司的財務報表產生的匯兌差額	(4,725)	(6,965)
Total comprehensive income for the year	年內綜合收益總額	2,079,985	1,974,986
Attributable to:	歸屬於：		
Owners of the parent	母公司擁有人	2,079,740	1,974,823
Non-controlling interests	非控股權益	245	163
		2,079,985	1,974,986

Details of the dividend payable and proposed for the year are disclosed in note 12 to the financial statements.

有關本年度應付股息及擬派股息之詳情於財務報表附註12內披露。

Consolidated Statement of Financial Position

合併財務狀況表

December 31, 2014 • 2014年12月31日

			2014 2014年 RMB'000 人民幣千元	2013 2013年 RMB'000 人民幣千元
	Notes 附註			
NON-CURRENT ASSETS		非流動資產		
Property, plant and equipment	14	物業、廠房及設備	701,689	485,012
Investment properties	15	投資物業	10,337	14,163
Prepaid land lease payments	16	預付土地租賃款項	1,745,088	1,788,109
Intangible assets	17	無形資產	8,746	7,919
Investment in an associate		於聯營公司的投資	-	215
Investment in a joint venture	19	於合營企業的投資	50,067	-
Trade and other receivables	22	貿易及其他應收款項	70,375	53,382
Amounts due from contract customers	21	應收合同客戶款項	2,698,467	3,201,943
Deferred tax assets	26	遞延稅項資產	244,384	154,577
Other non-current assets	28	其他非流動資產	246,778	343,944
Total non-current assets		非流動資產總額	5,775,931	6,049,264
CURRENT ASSETS		流動資產		
Inventories	20	存貨	259,979	212,735
Trade and other receivables	22	貿易及其他應收款項	6,179,073	4,894,653
Amounts due from contracts customers	21	應收合同客戶款項	2,745,274	2,372,575
Restricted deposits	23	受限制存款	300,235	251,435
Time deposits with original maturity over three months	23	原始到期日超過三個月的定期存款	4,170,349	3,622,336
Cash and cash equivalents	23	現金及現金等價物	17,792,501	14,550,166
Total current assets		流動資產總額	31,447,411	25,903,900
CURRENT LIABILITIES		流動負債		
Borrowings	25	借貸	205,742	234,307
Receipts in advance		預收款項	9,170,168	7,021,664
Trade and other payables	24	貿易及其他應付款項	13,764,067	12,227,087
Defined benefit obligations	27	設定收益義務	29,960	30,870
Tax payable		應繳稅項	309,762	276,013
Total current liabilities		流動負債總額	23,479,699	19,789,941
NET CURRENT ASSETS		流動資產淨額	7,967,712	6,113,959
TOTAL ASSETS LESS CURRENT LIABILITIES		資產總額減流動負債	13,743,643	12,163,223

Continued/...

Consolidated Statement of Financial Position

合併財務狀況表

December 31, 2014 • 2014年12月31日

			2014 2014年 RMB'000 人民幣千元	2013 2013年 RMB'000 人民幣千元
		Notes 附註		
TOTAL ASSETS LESS CURRENT LIABILITIES	資產總額減流動負債		13,743,643	12,163,223
NON-CURRENT LIABILITIES	非流動負債			
Borrowings	借貸	25	359,789	79,637
Trade and other payables	貿易及其他應付款項	24	2,178	1,705
Defined benefit obligations	設定收益義務	27	327,650	325,820
Deferred tax liabilities	遞延稅項負債		438	-
Total non-current liabilities	非流動負債總額		690,055	407,162
Net assets	淨資產		13,053,588	11,756,061
EQUITY	權益			
Issued capital	已發行股本	29	4,125,700	4,125,700
Reserves	儲備	30	8,909,782	7,613,925
Total equity attributable to owners of the parent	母公司擁有人應佔權益總額		13,035,482	11,739,625
Non-controlling interests	非控股權益		18,106	16,436
Total equity	權益總額		13,053,588	11,756,061

Director Sun Bai
董事 孫柏

Director Zhang Chun
董事 張淳

Consolidated Statement of Changes in Equity

合併權益變動表

Year ended December 31, 2014 • 截至2014年12月31日止年度

		Attributable to owners of the parent								
		母公司擁有人應佔								
		Issued capital	Capital reserve	Statutory surplus reserve	Exchange fluctuation reserve	Retained profits	Sub-total	Non-controlling interests	Total equity	
		已發行股本	資本儲備	法定盈餘公積金	匯兌波動儲備	保留溢利	小計	非控股權益	權益總額	
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
		(note 29)	(note 30)							
		(附註29)	(附註30)							
At January 1, 2014	於2014年1月1日	4,125,700	3,307,149	510,168	11,273	3,785,335	11,739,625	16,436	11,756,061	
Profit for the year	年內溢利	-	-	-	-	2,096,918	2,096,918	(683)	2,096,235	
Other comprehensive income for the year	年內其他綜合收益									
Exchange differences on translation of foreign operations	外幣報表折算差額	-	-	-	(5,653)	-	(5,653)	928	(4,725)	
Re-measurement gains on defined benefit plans, net of tax	設定受益計劃評估利得，扣稅後	-	-	-	-	(11,420)	(11,420)	-	(11,420)	
Changes in fair value of an available-for-sale investment	可供出售投資公允值變動	-	(105)	-	-	-	(105)	-	(105)	
Total comprehensive income for the year	年內綜合收益總額	-	(105)	-	(5,653)	2,085,498	2,079,740	245	2,079,985	
Capital contribution from a non-controlling shareholder	一名非控股股東的資本投入	-	-	-	-	-	-	1,750	1,750	
Dividends paid to shareholders of the Company	付予本公司股東的股息	-	-	-	-	(783,883)	(783,883)	-	(783,883)	
Profit appropriation to reserves	轉撥至儲備的溢利	-	-	191,194	-	(191,194)	-	-	-	
Dividends paid to non-controlling shareholders of subsidiaries	付予附屬公司非控股股東的股息	-	-	-	-	-	-	(325)	(325)	
At December 31, 2014	於2014年12月31日	4,125,700	3,307,044	701,362	5,620	4,895,756	13,035,482	18,106	13,053,588	

Consolidated Statement of Changes in Equity

合併權益變動表

Year ended December 31, 2014 • 截至2014年12月31日止年度

		Attributable to owners of the parent								
		母公司擁有人應佔								
		Issued capital	Capital reserve	Statutory surplus reserve	Exchange fluctuation reserve	Retained profits	Sub-total	Non-controlling interests	Total equity	
		已發行股本	資本儲備	法定盈餘公積金	匯兌波動儲備	保留溢利	小計	非控股權益	權益總額	
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
		Note	(note 29)	(note 30)						
		附註	(附註29)	(附註30)						
At January 1, 2013	於2013年1月1日		4,018,000	2,895,423	316,090	17,417	2,673,411	9,920,341	(2,918)	9,917,423
Profit for the year	年內溢利		-	-	-	-	1,959,257	1,959,257	984	1,960,241
Other comprehensive income for the year	年內其他綜合收益									
Exchange differences on translation of foreign operations	換算海外業務之匯兌差異		-	-	-	(6,144)	-	(6,144)	(821)	(6,965)
Re-measurement gains on defined benefit plans, net of tax	設定收益計劃的重新計量收益，扣除稅項		-	-	-	-	21,710	21,710	-	21,710
Total comprehensive income for the year	年內綜合收益總額		-	-	-	(6,144)	1,980,967	1,974,823	163	1,974,986
Dividends paid to shareholders of the Company	付予本公司股東的股息		-	-	-	-	(674,965)	(674,965)	-	(674,965)
Issue of shares	發行股份	28	107,700	411,726	-	-	-	519,426	-	519,426
Profit appropriation to reserves	轉撥至儲備的溢利		-	-	194,078	-	(194,078)	-	-	-
Disposal of an interest in a subsidiary with loss in control	處置一家附屬公司的權益，並失去控制權		-	-	-	-	-	-	19,375	19,375
Dividends paid to non-controlling shareholders of subsidiaries	付予附屬公司非控股股東的股息		-	-	-	-	-	-	(184)	(184)
At December 31, 2013	於2013年12月31日		4,125,700	3,307,149	510,168	11,273	3,785,335	11,739,625	16,436	11,756,061

Consolidated Statement of Cash Flows

合併現金流量表

Year ended December 31, 2014 • 截至2014年12月31日止年度

		2014	2013
	Notes	2014年	2013年
	附註	RMB'000	RMB'000
		人民幣千元	人民幣千元
CASH FLOWS FROM OPERATING ACTIVITIES	來自經營活動的現金流量		
Profit before tax:	除稅前溢利：	2,738,144	2,664,105
Adjustments for:	調整項目：		
Finance costs	財務成本	5,955	7,279
Foreign exchange differences, net	匯兌差額淨額	17,382	130,542
Share of profits and losses of an associate	應佔聯營公司溢利及虧損	-	199
Share of profits and losses of a joint venture	應佔合營公司溢利及虧損	(67)	-
Interest income	利息收入	(520,024)	(471,731)
Loss on disposal of items of property, plant and equipment	處置物業、廠房及設備項目的損失	5,282	2,016
Gain on disposal of a subsidiary	處置一家附屬公司的收益	-	(175,649)
Dividend income	股息收入	(10,031)	(9,907)
Net loss/(gains) on foreign currency forward exchange contracts and interest rate swaps	遠期外匯合同及利率掉期收益/(損失)淨額	152,118	(178,056)
Net gains on disposal of an unquoted equity security	出售非流通股本證券的收益淨額	-	(2,165)
Depreciation	折舊	36,758	38,865
Amortisation	攤銷	45,363	42,169
(Reversal of impairment)/impairment losses	(減值撥回)/減值虧損	(49,091)	64,874
Provision for foreseeable losses on amounts due from contract customers	合同客戶預計虧損撥備	-	53,971
		2,421,789	2,166,512
(Increase)/decrease in inventories	存貨(增加)/減少	(47,244)	12,996
Decrease in amounts due from contract customers	應收合同客戶款項減少	135,210	1,671,800
(Increase)/decrease in trade and other receivables	貿易及其他應收款項(增加)/減少	(1,371,697)	855,877
Increase/(decrease) in receipts in advance	預收款項增加/(減少)	2,148,504	(5,688,746)
Increase in trade and other payables	貿易及其他應付款項增加	1,520,938	1,403,586
Increase/(decrease) in defined benefit obligations	設定收益義務增加/減少	920	(18,800)
Cash generated from operations	經營活動現金流入	4,808,420	403,225
Income tax paid	已付所得稅	(697,576)	(903,149)
Net cash flows from/(used in) operating activities	經營活動產生/(用於)的現金流量淨額	4,110,844	(499,924)

Consolidated Statement of Cash Flows

合併現金流量表

Year ended December 31, 2014 • 截至2014年12月31日止年度

		2014	2013
		2014年	2013年
	Notes	RMB'000	RMB'000
	附註	人民幣千元	人民幣千元
CASH FLOWS FROM INVESTING ACTIVITIES	來自投資活動的現金流量		
Interest received	已收利息	520,024	482,514
Dividends received	已收股息	10,031	9,907
Purchases of items of property, plant and equipment	購買物業、廠房及設備項目	(295,568)	(91,480)
Purchases of available-for-sale investments	購買可供出售投資	(188)	-
Proceeds from disposal of items of property, plant and equipment	處置物業、廠房及設備項目的所得款項	8,196	1,723
Proceeds from disposal of an unquoted equity security	處置非流通股本證券的所得款項	105,400	17,479
Proceeds from settlement of forward exchange contracts and interest rate swaps	結算遠期外匯合同及利率掉期的所得款項	13,682	23,912
Additions of prepaid land lease payments	添置預付土地租金	-	(152,763)
Additions of other intangible assets	添置其他無形資產	(5,233)	(2,586)
Acquisition of an unquoted equity security	收購非流通股本證券	-	(105,400)
Investments in a joint venture	對聯營公司實體的投資	(50,000)	-
Placing of restricted deposits	存放受限制存款	(299,640)	(305,007)
Proceeds from redemption of restricted deposits	贖回受限制存款所得款項	250,840	500,923
Placing of non-pledged time deposits with original maturity of over three months when acquired	收購時存放原始到期日超過三個月的無抵押定期存款	(51,852,206)	(55,671,698)
Proceeds from redemption of non-pledged time deposits with original maturity of over three months when acquired	收購時贖回原始到期日超過三個月的無抵押定期存款所得款項	51,304,193	58,521,441
Net cash flows from/(used in) investing activities	投資活動產生/(所用)的現金流量淨額	(290,469)	3,228,965
CASH FLOWS FROM FINANCING ACTIVITIES	來自融資活動的現金流量		
Proceeds from issue of shares	發行股份所得款項	-	519,426
Proceeds from borrowings	借貸所得款項	653,425	211,471
Repayment of borrowings	償還借貸	(401,860)	(180,248)
Capital contribution from a non-controlling shareholder	一名非控股股東的資本投入	1,750	-
Dividends paid	已付股息	(783,883)	(674,965)
Dividends paid to non-controlling shareholders	已付非控股股東的股息	(276)	(158)
Interest paid	已付利息	(5,955)	(7,437)

Consolidated Statement of Cash Flows

合併現金流量表

Year ended December 31, 2014 • 截至2014年12月31日止年度

		2014 2014年 RMB'000 人民幣千元	2013 2013年 RMB'000 人民幣千元
	Notes 附註		
Net cash flows used in financing activities	融資活動所用的現金流量淨額	(536,799)	(131,911)
NET INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等價物增加淨額	3,283,576	2,597,130
Cash and cash equivalents at beginning of year	年初的現金及現金等價物	14,550,166	12,089,395
Effect of foreign exchange rate changes, net	匯率變動的影響淨額	(41,241)	(136,359)
CASH AND CASH EQUIVALENTS AT END OF YEAR	年末的現金及現金等價物	17,792,501	14,550,166
	23		
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS	現金及現金等價物餘額分析		
Cash and bank balances	現金及銀行結餘	22,263,085	18,423,937
Pledged bank balances	有抵押銀行結餘	(300,235)	(251,435)
Time deposits with original maturity of over three months	原始到期日超過三個月的定期存款	(4,170,349)	(3,622,336)
Cash and cash equivalents as stated in the statement of cash flows	現金流量表所列現金及現金等價物	17,792,501	14,550,166
	23		

Statement of Financial Position

財務狀況表

December 31 2014 • 2014年12月31日

			2014	2013
			2014年	2013年
		Notes	RMB'000	RMB'000
		附註	人民幣千元	人民幣千元
NON-CURRENT ASSETS				
非流動資產				
Property, plant and equipment	物業、廠房及設備	14	364,846	286,751
Investment properties	投資物業	15	14,244	15,224
Prepaid land lease payments	預付租賃款項	16	1,418,901	1,453,115
Intangible assets	無形資產	17	4,877	4,863
Investment in subsidiaries	於附屬公司的投資	18	1,978,252	1,959,665
Investment in an associate	於聯營公司的投資		-	215
Investment in a joint venture	於合營企業的投資	19	50,067	-
Trade and other receivables	貿易及其他應收款項	22	-	50,186
Amounts due from contract customers	應收合同客戶款項	21	2,671,413	3,136,275
Deferred tax assets	遞延稅項資產	26	166,701	97,847
Other non-current assets	其他非流動資產	28	237,203	342,407
Total non-current assets	非流動資產總額		6,906,504	7,346,548
CURRENT ASSETS				
流動資產				
Inventories	存貨	20	4,009	5,361
Trade and other receivables	貿易及其他應收款項	22	6,788,859	3,766,502
Amounts due from contract customers	應收合同客戶款項	21	2,415,020	2,059,414
Restricted deposits	受限制存款	23	160,728	244,153
Time deposits with original maturity over three months	原始到期日超過三個月的定期存款	23	3,804,775	3,491,951
Cash and cash equivalents	現金及現金等價物	23	14,026,206	12,907,621
Total current assets	流動資產總額		27,199,597	22,475,002
CURRENT LIABILITIES				
流動負債				
Borrowings	借貸	25	72,204	69,810
Receipts in advance	預收款項		8,064,925	6,435,093
Trade and other payables	貿易及其他應付款項	24	12,378,050	10,780,400
Defined benefit obligations	設定收益義務	27	23,170	23,950
Tax payable	應繳稅項		251,361	226,735
Total current liabilities	流動負債總額		20,789,710	17,535,988

Statement of Financial Position

財務狀況表

December 31 2014 • 2014年12月31日

			2014	2013
			2014年	2013年
		Notes	RMB'000	RMB'000
		附註	人民幣千元	人民幣千元
NET CURRENT ASSETS	流動資產淨額		6,409,887	4,939,014
TOTAL ASSETS LESS CURRENT LIABILITIES	資產總額減流動負債		13,316,391	12,285,562
NON-CURRENT LIABILITIES	非流動負債			
Borrowings	借貸	25	918	72,858
Trade and other payables	貿易及其他應付款項	24	-	1,705
Defined benefit obligations	設定收益義務	27	241,570	243,200
Total non-current liabilities	非流動負債總額		242,488	317,763
Net assets	淨資產		13,073,903	11,967,799
EQUITY	權益			
Issued capital	已發行股本	29	4,125,700	4,125,700
Reserves	儲備	30	8,948,203	7,842,099
Total equity	權益總額		13,073,903	11,967,799

Director **Sun Bai**
董事 孫柏

Director **Zhang Chun**
董事 張淳

Notes to the Financial Statements

財務報表附註

December 31, 2014 • 2014年12月31日

1. CORPORATE INFORMATION

China Machinery Engineering Corporation (the “Company”) is a joint stock company with limited liability incorporated in the People’s Republic of China (the “PRC”). The registered office of the Company is located at No. 178 Guang’anmenwai Street, Beijing, PRC.

The Company was established on January 18, 2011 as part of the reorganisation (the “Reorganisation”) of China National Machinery & Equipment Import & Export Corporation (the “Predecessor”), a state-owned enterprise. The Company and its subsidiaries (collectively the “Group”) are mainly engaged in international construction business and trading business.

Prior to the Reorganisation and establishment of the Company, the core business of the Group was controlled and operated by the Predecessor. The Predecessor was wholly owned by China National Machinery Industry Corporation (“SINOMACH”, 中國機械工業集團有限公司). Pursuant to the Reorganisation, the Predecessor transferred its core business together with related assets and liabilities to the Company. Upon establishment, the Company had a total of 3,300 million issued ordinary shares, with a par value of RMB1.00 each. The Company issued to SINOMACH 3,267 million shares, or 99% of the total issued shares, in exchange for the above transfer of business and assets and liabilities from the Predecessor. The Company also issued 33 million shares, or 1% of the total issued shares, to China United Engineering Corporation (“China United”, 中國聯合工程), a wholly-owned subsidiary of SINOMACH for a cash consolidation of RMB46,930,900.

On December 21, 2012, the Company became listed on the Main Board of The Stock Exchange of Hong Kong Limited (“HKSE”). The Company issued 718,000,000 H shares at HKD5.40 each by initial public offering (“IPO”) to investors in Hong Kong and overseas. Based on the IPO, a total of 71,800,000 domestic state-owned shares of RMB1.00 each owned by SINOMACH and China United in aggregate were converted into H shares on a one-for-one basis and transferred to the National Council for Social Security Fund of the PRC (“NSSF”).

1. 公司資料

中國機械設備工程股份有限公司（「本公司」）為在中華人民共和國（「中國」）註冊成立的股份有限公司。本公司的註冊辦事處位於中國北京市廣安門外大街178號。

作為國有企業中國機械設備進出口總公司（「前身」）重組（「重組」）的一部分，本公司於2011年1月18日成立。本公司及其附屬公司（統稱為「本集團」）主要從事國際工程業務及貿易業務。

在重組及成立本公司以前，本集團的核心業務由前身控制及經營。前身由中國機械工業集團有限公司（「國機」）全資擁有。根據重組，前身將其核心業務連同相關資產及負債轉讓予本公司。成立後，本公司擁有合共3,300百萬股每股面值人民幣1.00元的已發行普通股。本公司向國機發行3,267百萬股股份，或已發行股份總數的99%，以交換前身轉讓的上述業務及資產及負債。本公司亦向國機的全資附屬公司中國聯合工程公司（「中國聯合」）發行33百萬股股份，或已發行股份總數的1%，現金對價為人民幣46,930,900元。

於2012年12月21日，本公司於香港聯合交易所有限公司（「香港聯交所」）主板上市。本公司透過首次公開發售（「首次公開發售」），按每股5.40港元的價格向香港及海外投資者發行718,000,000股H股。基於首次公開發售，國機及中國聯合共同擁有的合共71,800,000股每股面值人民幣1.00元的國有內資股已按一換一的基準轉為H股，並轉讓予中國全國社會保障基金理事會（「社保基金理事會」）。

Notes to the Financial Statements

財務報表附註

December 31, 2014 • 2014年12月31日

1. CORPORATE INFORMATION (CONTINUED)

On January 2, 2013, the over-allotment option granted by the Company was fully exercised, thereby, the Company issued and allotted an aggregate of 107,700,000 H shares at HKD5.40 each. Accordingly, a total of 10,770,000 domestic state-owned shares of RMB1.00 each owned by SINOMACH and China United were converted into H shares on a one-for-one basis and transferred to the NSSF. As at December 31, 2014, a total of 908,270,000 H shares were listed on HKSE.

In the opinion of the directors, the holding company and the ultimate holding company of the Company, which was established in the People's Republic of China.

2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRSs"), which comprise all standards and interpretations approved by the International Accounting Standards Board (the "IASB"). These financial statements also comply with the applicable disclosure requirements of the Hong Kong Companies Ordinance relating to the preparation of financial statements, which for this financial year and the comparative period continue to be those of the predecessor Companies Ordinance (Cap. 32), in accordance with transitional and saving arrangements for part 9 of the Hong Kong Companies Ordinance (Cap. 622), "Accounts and Audit", which are set out in Sections 76 to 87 of Schedule 11 to that Ordinance. The financial statements have been prepared under the historical cost convention, except for derivative financial instruments and available-for-sale investments which have been measured at fair value. These financial statements are presented in Renminbi ("RMB") and all values are rounded to the nearest thousand except when otherwise indicated.

1. 公司資料 (續)

於2013年1月2日，本公司授出的超額配股權已獲悉數行使。因此，本公司已按每股5.40港元發行及配發合共107,700,000股H股。因此，國機及中國聯合擁有的10,770,000股每股面值人民幣1.00元的國有內資股已按一換一的基礎轉為H股，並轉讓予社保基金理事會。於2014年12月31日，合共908,270,000股H股在香港聯交所上市。

根據董事的意見，本公司的控股及最終控股股東乃於中華人民共和國成立。

2.1 編制基準

該等財務報表乃根據國際財務報告準則（「國際財務報告準則」）編製。國際財務報告準則包括經國際會計準則理事會（「國際會計準則理事會」）批准的全部準則及詮釋。該等財務報表亦符合香港公司條例有關編製財務報表的適用要求（按載列於香港公司條例（第622章）附表11第76至87條條文內有關第9部「賬目及審計」的過渡性及保留安排的規定，就本財政年度及比較期間而言，該等財務報表繼續根據前公司條例（第32章）的規定作出披露）。該等財務報表乃按歷史成本慣例編製，惟按公允值計量的衍生金融工具及可供出售投資除外。該等財務報表乃以人民幣（「人民幣」）呈列，而除另有指明外，所有數值均調整至最接近的千位數。

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2.1 BASIS OF PREPARATION (CONTINUED)

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the “Group”) for the year ended December 31, 2014. The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described in the accounting policy for subsidiaries below. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises (i) the assets (including goodwill) and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received, (ii) the fair value of any investment retained and (iii) any resulting surplus or deficit in profit or loss. The Group’s share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

2.1 編制基準 (續)

綜合基準

合併財務報表包括本公司及其附屬公司(統稱「本集團」)截至2014年12月31日止年度的財務報表。附屬公司的財務報表乃按與本公司相同的報告期及一致的會計政策編製。附屬公司的業績自本集團取得控制權當日起綜合入賬，並繼續綜合直至失去有關控制權當日為止。

損益及其他綜合收益各組成部分均歸屬於本集團母公司的擁有人及非控股權益，即使此舉引致非控股權益出現負數結餘。與本集團成員公司之間的交易有關的所有集團內部資產及負債、權益、收入、開支及現金流量於綜合入賬時悉數對銷。

倘有任何事實及情況表明下文附屬公司會計政策所述的三項控制權條件的其中一項或多項有變，本集團會重新評估是否控制被投資方。附屬公司的所有權權益在沒有失去控制權的情況下發生變動，則按權益交易入賬。

倘本集團失去對一家附屬公司的控制權，則其撤銷確認(i)該附屬公司的資產(包括商譽)及負債；(ii)任何非控股權益的賬面值及(iii)於權益內記錄的累計換算差額；並確認(i)所收代價的公允值；(ii)所保留任何投資的公允值及(iii)損益中任何因此產生的盈餘或虧拙。依據本集團直接處置相關資產及負債的相同基準，先前於其他綜合收益內確認的本集團應佔部分重新分類至損益或保留溢利(倘適當)。

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2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The Group has adopted the following revised IFRSs and new interpretation for the first time for the current year's financial statements.

IFRS 10, IFRS 12 and
IAS 27 Amendments

Investment Entities

本集團已於本年度的財務報表中首次採納以下經修訂國際財務報告準則及新詮釋。

國際財務報告準則第10號、*「投資實體」*
國際財務報告準則
第12號及國際會計準則
第27號（修訂本）

IAS 32 Amendments

*Offsetting Financial Assets and
Financial Liabilities*

國際會計準則第32號
（修訂本） *「抵銷金融資產及
金融負債」*

IAS 36 Amendments

*Recoverable Amount Disclosures for
Non-Financial Assets*

國際會計準則第36號
（修訂本） *「非金融資產的
可收回金額披露」*

IAS 39 Amendments

*Novation of
Derivatives and Continuation of
Hedge Accounting*

國際會計準則第39號
（修訂本） *「衍生工具的更替及
對沖會計的延續」*

IFRIC 21

Levies

國際財務報告詮釋委員會
詮釋第21號 *「徵費」*

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2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (CONTINUED)

IFRS 2 Amendment included in *Definition of Vesting Condition*¹
Annual Improvements
2010-2012 Cycle

IFRS 3 Amendment included in *Accounting for*
Annual Improvements *Contingent Consideration in a*
2010-2012 Cycle *Business Combination*¹

IFRS 13 Amendment included in *Short-term*
Annual Improvements *Receivables and Payables*
2010-2012 Cycle

IFRS 1 Amendment included in *Meaning of*
Annual Improvements *Effective IFRSs*
2011-2013 Cycle

¹ Effective from July 1, 2014

The adoption of the revised IFRSs and new interpretation have had no significant financial effect on these financial statements.

2.2 會計政策變更及披露 (續)

國際財務報告準則 *[歸屬條件的界定]*¹
第2號 (修訂本) ·
納入2010年至2012年
週期的年度改進

國際財務報告準則 *[業務合併中或有*
第3號 (修訂本) · *對價的會計處理]*¹
納入2010年至2012年
週期的年度改進

國際財務報告準則 *[短期應收款項及*
第13號 (修訂本) · *應付款項]*
納入2010年至2012年
週期的年度改進

國際財務報告準則 *[國際財務報告準則*
第1號 (修訂本) · *生效的涵義]*
納入2011年至2013年
週期的年度改進

¹ 於2014年7月1日起生效

採納經修訂國際財務報告準則及新詮釋並無對該等財務報表產生重大財務影響。

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2.3 NEW AND REVISED IFRSs AND NEW DISCLOSURE REQUIREMENTS UNDER THE HONG KONG COMPANIES ORDINANCE NOT YET ADOPTED

The Group has not applied the following new and revised IFRSs, that have been issued but are not yet effective, in these financial statements.

IAS1 Amendments	<i>Disclosure Initiative</i> ²
IFRS 9	<i>Financial Instruments</i> ⁴
IFRS 10 and IAS 28 Amendments	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> ²
IFRS 10, IFRS 12 and IAS 28 Amendments	<i>Investment Entities: Applying the Consolidation Exception</i> ²
IFRS 11 Amendments	<i>Accounting for Acquisitions of Interest in Joint Operations</i> ²
IFRS 14	<i>Regulatory Deferral Accounts</i> ⁵
IFRS 15	<i>Revenue from Contracts with Customers</i> ³
IAS 16 and IAS 38 Amendments	<i>Clarification of Acceptable Methods of Depreciation and Amortisation</i> ²
IAS 16 and IAS 41 Amendments	<i>Agriculture: Bearer Plants</i> ²
IAS 19 Amendments	<i>Defined Benefit Plans: Employee Contributions</i> ¹
IAS 27 Amendments	<i>Equity Method in Separate Financial Statements</i> ²
Annual Improvements 2010-2012 Cycle	Amendments to a number of IFRSs ¹
Annual Improvements 2011-2013 Cycle	Amendments to a number of IFRSs ¹
Annual Improvements 2012-2014 Cycle	Amendments to a number of IFRSs ²

2.3 尚未採納的新訂及經修訂國際財務報告準則及香港公司條例的新披露規定

本集團並未於該等財務報表內應用以下已頒佈但尚未生效的新訂及經修訂國際財務報告準則。

國際會計準則第1號(修訂本)	「披露計劃」 ²
國際財務報告準則第9號	「金融工具」 ⁴
國際財務報告準則第10號及國際會計準則第28號(修訂本)	「投資者與其聯營公司或合營企業之間的資產出售或注資」 ²
國際財務報告準則第10號、國際財務報告準則第12號及國際會計準則第28號(修訂本)	「投資實體：應用綜合入賬的例外情況」 ²
國際財務報告準則第11號(修訂本)	「合營安排：收購合營業務權益之會計法」 ²
國際財務報告準則第14號	「監管遞延賬目」 ⁵
國際財務報告準則第15號	「客戶合約收入」 ³
國際會計準則第16號及國際會計準則第38號(修訂本)	「折舊及攤銷可接納方法之澄清」 ²
國際會計準則第16號及國際會計準則第41號(修訂本)	「農業：生產性植物」 ²
國際會計準則第19號(修訂本)	「設定收益計劃：僱員供款」 ¹
國際會計準則第27號(修訂本)	「獨立財務報表之權益法」 ²
2010年至2012年週期之年度改進	多項國際財務報告準則之修訂本 ¹
2011年至2013年週期之年度改進	多項國際財務報告準則之修訂本 ¹
2012年至2014年進一步改進	多項國際財務報告準則之修訂本 ²

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2.3 NEW AND REVISED IFRSs AND NEW DISCLOSURE REQUIREMENTS UNDER THE HONG KONG COMPANIES ORDINANCE NOT YET ADOPTED (CONTINUED)

- 1 Effective for annual periods beginning on or after July 1, 2014
- 2 Effective for annual periods beginning on or after January 1, 2016
- 3 Effective for annual periods beginning on or after January 1, 2017
- 4 Effective for annual periods beginning on or after January 1, 2018
- 5 Effective for an entity that first adopts IFRSs for its annual financial statements beginning on or after January 1, 2016 and therefore is not applicable to the Group.

In addition, the Hong Kong Companies Ordinance (Cap. 622) will affect the presentation and disclosure of certain information in the consolidated financial statements for the year ending December 31, 2015. The Group is in the process of making an assessment of the impact of these changes.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Subsidiaries

A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

2.3 尚未採納的新訂及經修訂國際財務報告準則及香港公司條例的新披露規定(續)

- 1 於2014年7月1日或之後開始的年度期間生效
- 2 於2016年1月1日或之後開始的年度期間生效
- 3 於2017年1月1日或之後開始的年度期間生效
- 4 於2018年1月1日或之後開始的年度期間生效
- 5 對首次於2016年1月1日或之後開始的年度財務報表採納國際財務報告準則的實體生效，故並不適用於本集團。

此外，香港公司條例(第622章)將影響截至2015年12月31日止年度的合併財務報表中若干資料之呈列及披露。本集團正在評估該等變動的影響。

2.4 主要會計政策概要

附屬公司

附屬公司為本公司直接或間接控制的實體(包括結構性實體)。當本集團對涉及投資對象的浮動回報承擔風險或享有權利以及能透過對投資對象的權力(即賦予本集團現有能力以主導投資對象相關活動的既存權利)影響該等回報時，即取得控制權。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Subsidiaries (Continued)

When the Company has, directly or indirectly, less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group's voting rights and potential voting rights.

The results of subsidiaries are included in the Company's statement of profit or loss to the extent of dividends received and receivable. The Company's investments in subsidiaries that are not classified as held for sale in accordance with IFRS 5 *Non-current Assets Held for Sale and Discontinued Operations* are stated at cost less any impairment losses.

Investments in associates and joint ventures

An associate is an entity in which the Group has a long term interest of generally not less than 20% of the equity voting rights and over which it is in a position to exercise significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

2.4 主要會計政策概要 (續)

附屬公司 (續)

倘本公司直接或間接擁有少於投資對象大多數投票或類似權利，則本集團於評估其是否對投資對象擁有權力時會考慮一切相關事實及情況，包括：

- (a) 與投資對象其他投票持有人的合約安排；
- (b) 其他合約安排所產生的權利；及
- (c) 本集團的投票權及潛在投票權。

附屬公司業績按已收及應收股息為限計入本公司的損益表內。本公司於附屬公司的投資（並非根據持有國際財務報告準則第5號待售非流動資產及已終止經營業務分類為持有待售者）按成本減任何減值虧損列賬。

於聯營公司及合營企業的投資

聯營公司為本集團擁有一般不少於20%股份投票權的長期權益且本集團可對其行使重大影響力的實體。重大影響力指有權參與投資對象的財務及營運政策決定，但並非控制或共同控制該等政策。

合營企業指一種合營安排，對安排擁有共同控制權的訂約方據此對合營企業的淨資產擁有權利。共同控制指按照合約協定對一項安排所共有的控制，共同控制僅在有關活動要求享有控制權的訂約方作出一致同意的決定時存在。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investments in associates and joint ventures (Continued)

The Group's investments in associates and joint ventures are stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses.

Adjustments are made to bring into line any dissimilar accounting policies that may exist.

The Group's share of the post-acquisition results and other comprehensive income of associates and joint ventures is included in the consolidated statement of profit or loss and consolidated other comprehensive income, respectively. In addition, when there has been a change recognised directly in the equity of the associate or joint venture, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and its associates or joint ventures are eliminated to the extent of the Group's investments in the associates or joint ventures, except where unrealised losses provide evidence of an impairment of the asset transferred. Goodwill arising from the acquisition of associates or joint ventures is included as part of the Group's investments in associates or joint ventures.

If an investment in an associate becomes an investment in a joint venture or vice versa, the retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method. In all other cases, upon loss of significant influence over the associate or joint control over the joint venture, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate or joint venture upon loss of significant influence or joint control and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

2.4 主要會計政策概要 (續)

於聯營公司及合營企業的投資 (續)

本集團於聯營公司及合營企業的投資乃採用權益會計法，按本集團應佔的淨資產減任何減值虧損在合併財務狀況表列賬。

倘若會計政策存在任何不一致，將會作出相應調整。

本集團所佔聯營公司及合營企業的收購後業績及其他綜合收益分別計入合併損益表及合併其他綜合收益表。此外，倘於聯營公司或合營企業的權益直接確認出現變動，則本集團會於合併權益變動表確認其應佔任何變動（倘適用）。因本集團與其聯營公司或合資企業之間的交易而產生的未變現收益及虧損將以本集團於聯營公司或合營企業的投資為限予以對銷，惟倘未變現虧損為所轉讓資產減值的憑證則除外。收購聯營公司或合營企業所產生的商譽計入本集團於聯營公司或合營企業投資的一部份。

倘於聯營公司的投資變為於合營企業的投資（反之亦然），則不會重新計量保留權益，該投資將繼續根據權益法入賬。在所有其他情況下，倘失去對聯營公司的重大影響力或對合營企業的共同控制權，本集團會按其公允值計量及確認任何剩餘投資。聯營公司或合營企業於失去重大影響力或共同控制權時的賬面值與剩餘投資及出售所得款項的公允值之間的任何差額於損益內確認。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investments in associates and joint ventures (Continued)

The results of associates and joint ventures are included in the Company's statement of profit or loss to the extent of dividends received and receivable. The Company's investments in associates and joint ventures are treated as non-current assets and are stated at cost less any impairment losses.

When an investment in an associate or a joint venture is classified as held for sale, it is accounted for in accordance with IFRS 5 *Non-current Assets Held for Sale and Discontinued Operations*.

Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts of the acquiree.

2.4 主要會計政策概要 (續)

於聯營公司及合營企業的投資 (續)

聯營公司及合營企業的業績按已收及應收股息為限計入本公司的損益表內。本公司於聯營公司及合營企業的投資視為非流動資產，並按成本減任何減值虧損列賬。

當於聯營公司或合營企業的投資分類為持作出售時，該投資根據國際財務報告準則第5號「持作出售非流動資產及已終止經營業務」入賬。

業務合併及商譽

業務合併乃採用收購法列賬。轉讓對價乃以收購日期的公允值計量，該公允值為本集團轉讓的資產於收購日期的公允值、本集團向被收購方前擁有人承擔的負債及本集團為換取被收購方控制權而發行的股本權益的總和。於各業務合併中，本集團選擇是否按公允值或於被收購方可識別淨資產的應佔比例，計量於被收購方的非控股權益，即賦予其持有人在清盤時按比例分佔淨資產的現有所有權權益。非控股權益的所有其他組成部分均按公允值計量。收購相關成本於產生時列為開支。

當本集團收購一項業務時，會根據合同條款、於收購日期的經濟環境及相關條件，評估須承擔的金融資產及負債，以作出適合的分類及標示，其中包括分離被收購方主合同中的嵌入式衍生工具。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Business combinations and goodwill (Continued)

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of IAS 39 is measured at fair value with changes in fair value either recognised in profit or loss or as a change to other comprehensive income. If the contingent consideration is not within the scope of IAS 39, it is measured in accordance with the appropriate IFRS. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable net assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at December 31. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

2.4 主要會計政策概要 (續)

業務合併及商譽 (續)

如業務合併分階段進行，先前持有的股本權益按其於收購日期的公允值重新計量，所產生的任何損益在損益中確認。

收購方將轉讓的任何或有對價按收購日期的公允值確認。屬金融工具並分類為資產或負債且屬於國際會計準則第39號範圍內的或有對價按公允值計量，其公允值變動於損益內或作為其他全面收益的變動確認。倘或有對價不屬於國際會計準則第39號範圍內，則根據適當的國際財務報告準則計量。分類為權益的或有對價不重新計量，其後續結算在權益中入賬。

商譽初步按成本計量，即已轉讓對價、非控股權益的確認金額及本集團先前持有的被收購方股本權益的任何公允值總額，與所收購可識別淨資產及所承擔負債之間的差額。如對價與其他項目的總額低於所收購淨資產的公允值，該差額於重新評估後將於損益內確認為議價購買收益。

於初始確認後，商譽按成本減任何累計減值虧損計量。商譽須每年作減值測試，若有事件發生或情況改變顯示賬面值有可能減值時，則會更頻密地進行測試。本集團於12月31日進行商譽的年度減值測試。為進行減值測試，因業務合併而購入的商譽自收購日期起被分配至預期可從合併產生的協同效益中獲益的本集團各現金產生單位或現金產生單位組別，而無論本集團其他資產或負債是否已分配至該等單位或單位組別。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Business combinations and goodwill (Continued)

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Where goodwill has been allocated to a cash-generating unit (or group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the cash-generating unit retained.

Fair value measurement

The Group measures its investment properties, derivative financial instruments and equity investments at fair value at the end of each reporting period. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

2.4 主要會計政策概要 (續)

業務合併及商譽 (續)

減值乃通過評估與商譽有關的現金產生單位 (或現金產生單位組別) 的可收回金額釐定。當現金產生單位 (或現金產生單位組別) 的可收回金額低於賬面金額時，減值虧損便予以確認。已就商譽確認的減值虧損不得於隨後期間撥回。

如商譽分配至現金產生單位 (或現金產生單位組別) 而該單位的部分業務已出售，則在釐定出售損益時，與所出售業務相關的商譽會計入該業務的賬面金額。在該等情況下出售的商譽乃根據所出售業務的相對價值及現金產生單位的保留份額進行計量。

公允值計量

於各報告期末，本集團按公允值計量其投資物業、衍生金融工具及股權投資。公允值為市場參與者之間於計量日期進行的有序交易中，出售資產所收取或轉讓負債所支付之價格。公允值計量假設出售資產或轉讓負債的交易於該資產或負債的主要市場，或在無主要市場的情況下，則於對該資產或負債最有利的市場進行。主要或最有利市場須為本集團能參與的市場。假設市場參與者基於最佳經濟利益行事，資產或負債的公允值使用市場參與者為資產或負債定價所用假設計量。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Fair value measurement (Continued)

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 – based on quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly
- Level 3 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

2.4 主要會計政策概要 (續)

公允值計量 (續)

非金融資產之公允值計量會計及市場參與者將資產用於最高價值及最佳用途或售予會將資產用於最高價值及最佳用途之另一名市場參與者而產生經濟利益的能力。

本集團針對不同情況使用不同估值方法，確保有足夠數據計量公允值，並盡量利用相關可觀察輸入數據及盡量減少使用不可觀察輸入數據。

公允值於財務報表計量或披露之所有資產及負債，均基於對公允值計量整體而言屬重要之最低層輸入數據按下述公允值層級分類：

- 第一層 – 按同等資產或負債於活躍市場之報價（未經調整）計算
- 第二層 – 按估值方法計算（計量公允值的重要最低層輸入數據可直接或間接觀察）
- 第三層 – 按估值方法計算（計量公允值的重要最低層輸入數據不可觀察）

對於按經常性基準於財務報表確認之資產及負債，本集團於各報告期末重新評估分類（基於對公允值計量整體而言屬重大之最低層輸入數據），以確定有否在不同層級之間轉移。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, construction contract assets, financial assets and investment properties), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to the statement of profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to the statement of profit or loss in the period in which it arises, unless the asset is carried at a revalued amount, in which case the reversal of the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

2.4 主要會計政策概要 (續)

非金融資產減值

當資產(存貨、建造合同資產、金融資產及投資物業除外)存在減值跡象或須對資產進行年度減值測試時，會估計資產的可收回金額。資產的可收回金額是指資產或現金產生單位的使用價值與其公允值減出售成本兩者之中的較高者，並以個別資產釐定，除非該資產並不產生很大程度上獨立於其他資產或資產組別的現金流入，在此情況下可收回金額按資產所屬現金產生單位釐定。

僅當資產的賬面值超過其可收回金額時方可確認減值虧損。評估使用價值時，估計未來現金流量乃以反映當前市場評定的貨幣時間價值以及資產特有風險的稅前折現率折現至其現值。減值虧損乃於其在與該已減值資產的功能一致的該等開支類別中產生期間自損益表中扣除。

在每個報告期末均會評估是否有跡象表明之前確認的減值虧損可能不復存在或有所減少。若存在該跡象，則會估計可收回金額。僅當用於釐定資產的可收回金額的估計有所改變時，先前就該資產確認的減值虧損(商譽除外)才可轉回，但轉回後的數額不能高於假設以往年度沒有確認減值虧損而原應釐定的賬面值(扣除任何折舊／攤銷)。該減值虧損的轉回於產生期間計入損益表，除非資產以重估金額入賬，於此情況下，則減值虧損撥回將根據該重估資產的相關會計政策入賬。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Related parties

A party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person's family and that person
- (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

- (b) the party is an entity where any of the following conditions applies:
- (i) the entity and the Group are members of the same group;
 - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
 - (iii) the entity and the Group are joint ventures of the same third party;
 - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;

2.4 主要會計政策概要 (續)

關聯方

倘任何人士符合以下條件，則視為與本集團有關聯：

- (a) 倘該方屬以下人士或該人士的家庭近親成員，且該人士：
- (i) 控制或共同控制本集團；
 - (ii) 對本集團有重大影響力；或
 - (iii) 為本集團或本集團母公司的主要管理層成員；

或

- (b) 倘該方為符合下列任何條件的實體：
- (i) 該實體與本集團屬同一集團的成員公司；
 - (ii) 實體為另一實體的聯營公司或合營公司（或為另一實體的母公司、附屬公司或同系附屬公司）；
 - (iii) 該實體與本集團均為同一第三方的合營公司；
 - (iv) 實體為第三方實體的合營公司，而另一實體為該第三方實體的聯營公司；

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Related parties (Continued)

(b) (Continued)

- (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group; and the sponsoring employers of the post-employment benefit plan;
- (vi) the entity is controlled or jointly controlled by a person identified in (a); and
- (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

Property, plant and equipment and depreciation

Property, plant and equipment, other than construction in progress, are stated at cost (or valuation) less accumulated depreciation and any impairment losses. When an item of property, plant and equipment is classified as held for sale or when it is part of a disposal group classified as held for sale, it is not depreciated and is accounted for in accordance with IFRS 5. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

2.4 主要會計政策概要 (續)

關聯方 (續)

(b) (續)

- (v) 實體為本集團或與本集團有關聯的實體就僱員利益設立的離職福利計劃；及退休福利計劃之資助僱主；
- (vi) 實體受(a)所識別人士控制或共同控制；及
- (vii) 於(a)(i)所識別人士對實體有重大影響力或屬該實體（或該實體的母公司）主要管理層成員。

物業、廠房及設備以及折舊

除在建工程外，物業、廠房及設備按成本（或評估）減累計折舊及任何累計減值虧損列賬。當一項物業、廠房及設備重新分類為持有待售或當其組成分部為持有待售的處置組合的一部分時，其毋須折舊並根據香港財務報告準則第5號入賬。物業、廠房及設備項目成本包括其購入價及使資產達致其擬定用途的運作狀況及地點的任何直接應佔成本。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Property, plant and equipment and depreciation (Continued)

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the statement of profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Buildings	3.8% to 5.72%
Office and other equipment	19.0% to 19.5%
Motor vehicles	11.88%

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in the statement of profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

2.4 主要會計政策概要 (續)

物業、廠房及設備以及折舊 (續)

物業、廠房及設備項目投產後產生的維修及保養等開支，一般於產生期間計入損益表。於符合確認標準的情況下，大型檢測開支計入資產賬面值，作為重置成本。倘物業、廠房及設備之重要部分須定期更換，則本集團確認該等部分為具特定使用年期之個別資產並相應計提折舊。

折舊乃以直線法在估計使用年期內將各物業、廠房及設備項目的成本撇銷至其剩餘價值。就此而言使用的主要年率如下：

樓宇	3.8%至5.72%
辦公室及其他設備	19.0%至19.5%
汽車	11.88%

倘物業、廠房及設備項目的各部分有不同的可使用年期，該項目的成本將在各部分之間作合理分配，而每部分將個別計提折舊。剩餘價值、使用年期及折舊方法至少於各財政年度結算日檢討，並於適當時調整。

初始確認的物業、廠房及設備項目（包括任何重要部分）於出售或預期使用或出售不會再產生未來經濟利益時終止確認。於資產終止確認年度在損益表確認的任何出售或報廢收益或虧損，乃有關資產出售所得款項淨額與賬面值之差額。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Property, plant and equipment and depreciation (Continued)

Construction in progress represents a building under construction, which is stated at cost less any impairment losses, and is not depreciated. Cost comprises the direct costs of construction and capitalised borrowing costs on related borrowed funds during the period of construction. Construction in progress is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

Investment properties

Investment properties are interests in land and buildings (including the leasehold interest under an operating lease for a property which would otherwise meet the definition of an investment property) held to earn rental income and/or for capital appreciation, rather than for use in the production or supply of goods or services or for administrative purposes; or for sale in the ordinary course of business. Such properties are measured at cost including transaction costs both at initial recognition and subsequent to initial recognition.

Any gains or losses on the retirement or disposal of an investment property are recognised in the statement of profit or loss in the year of the retirement or disposal.

Intangible assets (other than goodwill)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

2.4 主要會計政策概要 (續)

物業、廠房及設備以及折舊 (續)

在建工程指正在建設的樓宇，按成本減任何減值虧損入賬且不計提折舊。成本包括建設期間建設的直接成本及相關借入資金的資本化借貸成本。在建工程於落成可用時按適當類別重新分類至物業、廠房及設備。

投資物業

投資物業乃於土地及樓宇持有之收益（包括根據某一物業之經營租賃以其他方式符合投資物業定義之租賃收益），用以賺取租金收入及／或資本升值，而非用於產品或服務之生產或供應或行政用途；或於日常業務營運中銷售。該等物業乃按成本計量，包括初始及初始確認後的交易成本。

報廢或出售投資物業所產生的任何收益或虧損於報廢或出售年度在損益表內確認。

無形資產 (商譽除外)

單獨取得的無形資產於初始確認時按成本計量。通過業務合併取得的無形資產的成本為收購日期的公允值。無形資產的可使用年期評定為有限期或無限期。有限期的無形資產隨後按可使用經濟年期攤銷，於有跡象顯示無形資產可能出現減值時評估減值。有限可使用年期的無形資產的攤銷期及攤銷方法至少於各財政年度結算日檢討一次。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Intangible assets (other than goodwill) (Continued)

Intangible assets with indefinite useful lives are tested for impairment annually either individually or at the cash-generating unit level. Such intangible assets are not amortised. The useful life of an intangible asset with an indefinite life is reviewed annually to determine whether the indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is accounted for on a prospective basis.

Software

Purchased software is stated at cost less any impairment losses and is amortised on the straight-line basis over the estimated useful life of 2 to 5 years.

Research and development costs

All research costs are charged to the statement of profit or loss as incurred.

Expenditure incurred on projects to develop new products is capitalised and deferred only when the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the project and the ability to measure reliably the expenditure during the development. Product development expenditure which does not meet these criteria is expensed when incurred.

2.4 主要會計政策概要 (續)

無形資產 (商譽除外) (續)

無固定年期的無形資產將每年個別地或者於現金產生單位層面進行減值測試。該等無形資產不進行攤銷。無固定年期的無形資產須每年評估其可使用年期，以確定無固定年期的評估是否依然可行。否則，可使用年期的評估從無固定年期變更為有固定年期，將採用未來適用法進行會計處理。

軟件

已購買的軟件乃按成本減任何減值虧損列賬，按其估計可用年期（兩至五年）以直線法攤銷。

研究及開發費用

所有研究費用均於產生時自損益表扣除。

新產品開發計劃產生的開支僅於本集團證明在技術上能夠完成無形資產供使用或出售、有意完成及有能力使用或出售該資產、該資產將帶來日後經濟利益、具有完成計劃所需的資源且能夠可靠地計量開發期間支出時，方會撥充資本並以遞延方式入賬。未能符合此等條件的產品開發開支概於發生時列作開支。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Leases

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Group is the lessor, assets leased by the Group under operating leases are included in non-current assets, and rentals receivable under the operating leases are credited to the statement of profit or loss on the straight-line basis over the lease terms. Where the Group is the lessee, rentals payable under operating leases net of any incentives received from the lessor are charged to the statement of profit or loss on the straight-line basis over the lease terms.

Prepaid land lease payments under operating leases are initially stated at cost and subsequently recognised on the straight-line basis over the lease terms.

Investments and other financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as financial assets at fair value through profit or loss, loans and receivables and available-for-sale financial investments, as appropriate. When financial assets are recognised initially, they are measured at fair value plus transaction costs that are attributable to the acquisition of the financial assets, except in the case of financial assets recorded at fair value through profit or loss.

2.4 主要會計政策概要 (續)

租賃

由出租人保留資產所有權的絕大部份報酬與風險的租賃均以經營租賃入賬。如本集團為出租人，本集團將按照租賃年期以直線法，分別將根據經營租賃租賃的資產計入非流動資產及將根據經營租賃的應收租金計入損益表內記賬。如本集團為承租人，則本集團根據經營租賃應付的租金（扣除自出租人收取的任何優惠金額）將以直線法於租期內自損益表扣除。

根據經營租賃支付的預付土地租金在初期以成本列賬，其後於租期以直線法進行確認。

投資及其他金融資產

初始確認及計量

金融資產於初始確認時會被分類為按公允值計入損益的金融資產、貸款及應收款項及可供出售金融資產，如適用。金融資產於初始確認時，乃按公允值加收購金融資產所產生的交易成本（惟按公允值計入損益的金融資產則除外）列賬。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investments and other financial assets (Continued)

Initial recognition and measurement (Continued)

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading and financial assets designated upon initial recognition as at fair value through profit or loss. Financial assets are classified as held for trading if they are acquired for the purpose of sale in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments as defined by IAS 39.

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with positive net changes in fair value presented as other income and gains and negative net changes in fair value presented as finance costs in the statement of profit or loss. These net fair value changes do not include any dividends or interest earned on these financial assets, which are recognised in accordance with the policies set out for "Revenue recognition" below.

2.4 主要會計政策概要 (續)

投資及其他金融資產 (續)

初始確認及計量 (續)

循正常渠道購買及銷售金融資產於交易日(即本集團承諾購買或銷售資產當日)確認,循正常渠道購買或銷售指規定資產於特定期間內(一般由規例或市場慣例確立)付運的金融資產買賣。

隨後計量

金融資產的後續計量乃按分類進行,該等金融資產分類如下:

按公允值計入損益的金融資產

按公允值計入損益的金融資產包括持作買賣之金融資產及於初始確認時指定為按公允值計入損益的金融資產。金融資產如以短期賣出為目的而購買,則分類為持作買賣資產。除非衍生工具(包括已作獨立確認的隱含衍生工具)按國際會計準則第39號定義被指定為實際對沖工具,否則亦會分類為持作買賣金融資產。

按公允值計入損益的金融資產於財務狀況表中按公允值列賬,而公允值正變動淨額則於損益表中呈列為其他收入及收益及公允值負變動淨額則呈列為財務費用。該等公允值變動淨額不包括該等金融資產根據下文「收入確認」所載政策確認賺取之任何股息或利息。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investments and other financial assets (Continued)

Financial assets at fair value through profit or loss (Continued)

Financial assets designated upon initial recognition as at fair value through profit or loss are designated at the date of initial recognition and only if the criteria in IAS 39 are satisfied.

Derivatives embedded in host contracts are accounted for as separate derivatives and recorded at fair value if their economic characteristics and risks are not closely related to those of the host contracts and the host contracts are not held for trading or designated as at fair value through profit or loss. These embedded derivatives are measured at fair value with changes in fair value recognised in the statement of profit or loss. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss category.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial measurement, such assets are subsequently measured at amortised cost using the effective interest rate method less any allowance for impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and includes fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in other income and gains in the statement of profit or loss.

2.4 主要會計政策概要 (續)

投資及其他金融資產 (續)

按公允值計入損益的金融資產 (續)

於初始確認時指定為按公允值計入損益的金融資產，於初始確認日期且僅當符合國際會計準則第39號之標準時方會作此指定。

嵌入主合約之衍生工具入賬列作獨立衍生工具，倘其經濟特徵及風險與主合約的經濟特徵及風險並無密切聯繫且主合約並非持作買賣或指定按公允值計入損益，則按公允值計量。該等嵌入式衍生工具按公允值計量，公允值的變動於損益表中確認。僅在合約條款變動大幅改變現金流量或在金融資產按公允值重新分類至損益類別時方會按要求重新評估。

貸款及應收款項

貸款及應收款項乃是有固定或可確定付款金額但並無在一個活躍市場上報價的非衍生金融資產。經初步計量後，該等資產其後以實際利率法根據已攤銷的成本（扣減任何減值撥備）計量。攤銷成本乃計入任何收購時的折讓或溢價，以及屬於實際利率不可分割部分的費用或成本。實際利率攤銷包括在損益表內的其他收入及收益中。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investments and other financial assets (Continued)

Available-for-sale financial investments

Available-for-sale financial investments are non-derivative financial assets in listed and unlisted equity investments and debt securities. Equity investments classified as available for sale are those which are neither classified as held for trading nor designated as at fair value through profit or loss. Debt securities in this category are those which are intended to be held for an indefinite period of time and which may be sold in response to needs for liquidity or in response to changes in market conditions.

After initial recognition, available-for-sale financial investments are subsequently measured at fair value, with unrealised gains or losses recognised as other comprehensive income in the available-for-sale investment revaluation reserve until the investment is derecognised, at which time the cumulative gain or loss is recognised in the statement of profit or loss in other income, or until the investment is determined to be impaired, when the cumulative gain or loss is reclassified from the available-for-sale investment revaluation reserve to the statement of profit or loss in other gains or losses. Interest and dividends earned whilst holding the available-for-sale financial investments are reported as interest income and dividend income, respectively and are recognised in the statement of profit or loss as other income in accordance with the policies set out for “Revenue recognition” below.

When the fair value of unlisted equity investments cannot be reliably measured because (a) the variability in the range of reasonable fair value estimates is significant for that investment or (b) the probabilities of the various estimates within the range cannot be reasonably assessed and used in estimating fair value, such investments are stated at cost less any impairment losses.

2.4 主要會計政策概要 (續)

投資及其他金融資產 (續)

可供出售金融投資

可供出售金融投資乃上市及非上市股權投資及債務證券之非衍生金融資產。分類為可供出售之股權投資指未分類為持作買賣或指定為按公允值計入損益之投資。該類別中之債務證券指有意無限期持有之證券，且該等證券可能會因應流動資金需求或應對市況變動而出售。

於初始確認後，可供出售金融投資其後以公允值計量，而未變現收益或虧損則於可供出售投資重估儲備中確認為其他綜合收益，直至投資被終止確認（屆時，累計收益或虧損於損益表確認為其他收入）或被釐定出現減值為止，此時，累計收益或虧損由可供出售投資重估儲備重新分類至損益表其他收益或虧損內。於持有可供出售金融投資時所賺取之利息及股息分別列作利息收入及股息收入，並根據下文「收入確認」所載政策於損益表確認為其他收入。

當非上市股權投資之公允值由於(a)合理公允值估計範圍之變動相對該投資而言實屬重大，或(b)上述範圍內之各種估價之概率未能合理評估且須用以估算公允值，而未能可靠計算時，則該等投資將按成本扣除任何減值虧損列賬。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investments and other financial assets (Continued)

Available-for-sale financial investments (Continued)

The Group evaluates whether the ability and intention to sell its available-for-sale financial assets in the near term are still appropriate. When, in rare circumstances, the Group is unable to trade these financial assets due to inactive markets, the Group may elect to reclassify these financial assets if management has the ability and intention to hold the assets for the foreseeable future or until maturity.

For a financial asset reclassified from the available-for-sale category, the fair value carrying amount at the date of reclassification becomes its new amortised cost and any previous gain or loss on that asset that has been recognised in equity is amortised to profit or loss over the remaining life of the investment using the effective interest rate. Any difference between the new amortised cost and the maturity amount is also amortised over the remaining life of the asset using the effective interest rate. If the asset is subsequently determined to be impaired, then the amount recorded in equity is reclassified to the statement of profit or loss.

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or

2.4 主要會計政策概要 (續)

投資及其他金融資產 (續)

可供出售金融投資 (續)

本集團評估於短期內出售其可供出售金融資產之能力及意圖是否仍然合適。倘於罕見情況下，因市場交投淡靜，本集團因而無法買賣有關金融資產，則倘管理層有能力並有意於可見將來持有該等金融資產或持有至到期日，本集團可選擇將該等資產重新分類。

就從可供出售類別重新分類之金融資產而言，於重新分類日期的公允值賬面值成為其新的已攤銷成本及該項資產過往已於權益確認之收益或虧損於損益中以實際利率按投資餘下可使用年期攤銷。新的已攤銷成本與到期金額之任何差額同樣以實際利率按該資產餘下可使用年期攤銷。倘該項資產其後釐定為出現減值，於權益中所載之相關金額則須重新分類至損益表。

取消確認金融資產

金融資產（或如適用，一項金融資產的一部份或一組同類金融資產的一部份）在下列情況將首先取消確認（即從本集團的合併財務狀況表中刪除）：

- 收取該項資產所得現金流量的權利經已屆滿；或

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Derecognition of financial assets (Continued)

- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a “pass-through” arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

2.4 主要會計政策概要 (續)

取消確認金融資產 (續)

- 本集團已轉讓其收取該項資產所得現金流量的權利，或須根據「轉付」安排，在未有嚴重延緩第三者的情況下，已就有關權利全數承擔支付已收到現金流量的責任；及(a)本集團已轉讓該項資產的絕大部份風險及回報；或(b)本集團並無轉讓或保留該項資產絕大部份風險及回報，但已轉讓該項資產的控制權。

倘本集團轉讓其收取該項資產所得現金流量的權利或已訂立轉付安排，會評估其有否保留該項資產擁有權的風險及回報，以及其程度。當本集團並無轉讓或保留該項資產的絕大部份風險及回報及並無轉讓該項資產的控制權，本集團會在本集團持續參與該項資產的前提下繼續確認入賬。於該情況下，本集團亦確認相關負債。已轉讓資產及相關負債乃按反映本集團保留的權利及義務的基準計量。

本集團以擔保形式持續涉及轉讓資產，該已轉讓資產乃以該項資產之原賬面值及本集團可能需要支付之最高代價兩者之較低者計量。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Impairment of financial assets

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired. An impairment exists if one or more events that occurred after the initial recognition of the asset have an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated. Evidence of impairment may include indications that a debtor or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation and observable data indicating that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

Financial assets carried at amortised cost

For financial assets carried at amortised cost, the Group first assesses whether impairment exists individually for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Group determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be, recognised are not included in a collective assessment of impairment.

2.4 主要會計政策概要 (續)

金融資產減值

本集團於各個報告期末評估是否存在客觀跡象顯示一項或一組金融資產出現減值。僅於初始確認資產後發生一項或多項事件對該項或該組金融資產的估計未來現金流量所造成的影響乃能夠可靠地估計，則該項或該組金融資產存在減值。減值跡象可包括一名或一群債務人正面臨重大經濟困難、違約或未能償還利息或本金、彼等有可能破產或進行其他財務重組，以及有可觀察得到的數據顯示估計未來現金流量出現可計量的減少，例如欠款數目變動或出現與違約相關的經濟狀況。

按攤銷成本列賬的金融資產

就按攤銷成本列賬的金融資產而言，本集團首先會按個別基準就個別屬重大的金融資產或按組合基準就個別不屬重大的金融資產，個別評估是否存在減值。倘本集團認定按個別基準經評估的金融資產（無論具重要性與否）並無客觀跡象顯示存有減值，則該項資產會歸入一組具有相似信貸風險特性的金融資產內，並共同評估該組金融資產是否存在減值。經個別評估減值的資產，其減值虧損會予確認或繼續確認入賬，而不會納入綜合減值評估之內。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Impairment of financial assets (Continued)

Financial assets carried at amortised cost (Continued)

The amount of any impairment loss identified is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not yet been incurred). The present value of the estimated future cash flows is discounted at the financial asset's original effective interest rate (i.e., the effective interest rate computed at initial recognition).

The carrying amount of the asset is reduced through the use of an allowance account and the loss is recognised in the statement of profit or loss. Interest income continues to be accrued on the reduced carrying amount and is accrued using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. Loans and receivables together with any associated allowance are written off when there is no realistic prospect of future recovery and all collateral has been realised or has been transferred to the Group.

If, in a subsequent period, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognised, the previously recognised impairment loss is increased or reduced by adjusting the allowance account. If a write-off is later recovered, the recovery is credited to other expenses in the statement of profit or loss.

2.4 主要會計政策概要 (續)

金融資產減值 (續)

按攤銷成本列賬的金融資產 (續)

任何經確定的減值虧損金額按該資產賬面值與估計未來現金流量（不包括尚未產生的未來信貸虧損）現值的差額計量。估計未來現金流量的現值以金融資產的初始實際利率（如初次確認時計算的實際利率）折現。

該資產的賬面值會通過使用撥備而減少，而虧損於損益表確認。利息收入於減少後賬面值中持續產生，且採用計量減值虧損時用以折現未來現金流量的利率累計。倘日後收回不可實現，則撇清貸款及應收款項連同任何相關撥備及所有抵押品已變現或已轉讓予本集團。

倘在其後期間估計減值虧損金額由於確認減值之後發生的事項增加或減少，則透過調整撥備賬增加或減少先前確認的減值虧損。倘於其後收回撇清，該項收回將計入損益表內的其他費用。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Impairment of financial assets (Continued)

Assets carried at cost

If there is objective evidence that an impairment loss has been incurred on an unquoted equity instrument that is not carried at fair value because its fair value cannot be reliably measured, or on a derivative asset that is linked to and must be settled by delivery of such an unquoted equity instrument, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset. Impairment losses on these assets are not reversed.

Available-for-sale financial investments

For available-for-sale financial investments, the Group assesses at the end of each reporting period whether there is objective evidence that an investment or a group of investments is impaired.

If an available-for-sale asset is impaired, an amount comprising the difference between its cost (net of any principal payment and amortisation) and its current fair value, less any impairment loss previously recognised in the statement of profit or loss, is removed from other comprehensive income and recognised in the statement of profit or loss.

2.4 主要會計政策概要 (續)

金融資產減值 (續)

按成本列賬的資產

倘有客觀跡象表明一項無報價股本工具已發生減值虧損，而該項工具由於公允價值無法可靠計量而並無按公允價值列賬，或一項衍生資產已發生減值虧損，而該衍生資產與該等無報價權益工具相聯繫或以該等無報價權益工具進行交割，則應以資產之賬面值和估計現金流量之現值（以當前市場一相似財務資產之回報率為折現率折現）的差額作為損失之金額。該等資產之減值虧損不予轉回。

可供出售之金融投資

就可供出售之金融投資而言，本集團將於各報告期末評估一項投資或一組投資有否出現客觀減值憑證。

倘可供出售之資產減值，包括其成本（扣除任何本金付款及攤銷）與現時公允價值之差額在扣除先前於損益表確認之任何減值虧損後之金額，從其他綜合收入中剔除並於損益表內確認。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Impairment of financial assets (Continued)

Available-for-sale financial investments (Continued)

In the case of equity investments classified as available for sale, objective evidence would include a significant or prolonged decline in the fair value of an investment below its cost. "Significant" is evaluated against the original cost of the investment and "prolonged" against the period in which the fair value has been below its original cost. Where there is evidence of impairment, the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that investment previously recognised in the statement of profit or loss – is removed from other comprehensive income and recognised in the statement of profit or loss. Impairment losses on equity instruments classified as available for sale are not reversed through the statement of profit or loss. Increases in their fair value after impairment are recognised directly in other comprehensive income.

The determination of what is "significant" or "prolonged" requires judgement. In making this judgement, the Group evaluates, among other factors, the duration or extent to which the fair value of an investment is less than its cost.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, or loans and borrowings.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, bills payable, derivative financial instruments and interest-bearing bank and other borrowings.

2.4 主要會計政策概要 (續)

金融資產減值 (續)

可供出售之金融投資 (續)

倘股權投資被分類為可供出售，則客觀憑證將包括該項投資之公允值大幅或長期跌至低於其成本值。「大幅」乃相對於投資之原有成本而評估，而「長期」則相對於出現公允值低於其原有成本之時期而評估。倘出現減值憑證，則累計虧損（按收購成本與現時公允值之差額減該項投資先前在損益表內確認之任何減值虧損計量）從其他綜合收益中剔除，並於損益表確認。分類為可供出售之股本工具之減值虧損不會自損益表撥回，其公允值之增加經扣除減值後直接於其他綜合收益中確認。

確定「大幅」或「長期」需要作出判斷。在作出判斷時，本集團會評估（其中包括）投資的公允值低於其成本的持續時間或程度等因素。

金融負債

初始確認及計量

於初始確認的金融負債會被分類為按公允值計入損益的金融負債或貸款及借貸。

所有金融負債初始按公允值確認，如屬貸款或借貸，則扣除直接應佔交易成本。

本集團的金融負債包括貿易及其他應付款項、應付票據、衍生金融工具以及計息銀行及其他借貸。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial liabilities (Continued)

Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are acquired for the purpose of repurchasing in the near term. This category includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by IAS 39. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognised in the statement of profit or loss. The net fair value gain or loss recognised in the statement of profit or loss does not include any interest charged on these financial liabilities.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the date of initial recognition and only if the criteria in IAS 39 are satisfied.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the statement of profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

2.4 主要會計政策概要 (續)

金融負債 (續)

隨後計量

金融負債的隨後計量按如下分類進行：

按公允值計入損益的金融負債

按公允值計入損益的金融負債包括持作買賣的金融負債及於初始確認時指定為按公允值計入損益的金融負債。

如果獲取該金融負債的目的是為了在近期再次購買，則分類為可供出售金融負債。此項目包括本集團所擁有的衍生金融工具，但並不是國際會計準則第39號所定義的對沖工具。單獨嵌入衍生工具也分類為持作買賣金融負債，除非他們被設計成為有效的對沖工具。持作買賣金融負債的收益或虧損於損益表中確認。於損益表確認的公允值變動淨損益不包括任何金融負債的相關利息。

只有符合國際會計準則第39號的規定時，方可在初始確認時指定為按公允值計入損益的金融負債。

貸款及借貸

經初始確認後，計息貸款及借貸隨後以實際利率法按攤銷成本計量，除非貼現影響為微不足道，在該情況下則按成本列賬。當負債終止確認及按實際利率法進行攤銷程序時，其收益及虧損在損益表內確認。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial liabilities (Continued)

Loans and borrowings (Continued)

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in the statement of profit or loss.

Financial guarantee contracts

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. A financial guarantee contract is recognised initially as a liability at its fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequent to initial recognition, the Group measures the financial guarantee contract at the higher of: (i) the amount of the best estimate of the expenditure required to settle the present obligation at the end of the reporting period; and (ii) the amount initially recognised less, when appropriate, cumulative amortisation.

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in the statement of profit or loss.

2.4 主要會計政策概要 (續)

金融負債 (續)

貸款及借貸 (續)

攤銷成本於計及收購事項任何折讓或溢價及屬實際利率不可或缺一部分的費用或成本後計算。實際利率攤銷計入損益表的財務費用內。

財務擔保合約

本公司發出的財務擔保合約乃因特定債務人無法按債務工具的條款支付到期款項，而須向合約持有人支付款項以彌補其因此招致的損失之合約。財務擔保合約初始乃按公允值並就與發出擔保直接相關的交易成本進行調整後，確認為負債。於初始確認後，本公司按以下兩者中之較高者計量財務擔保合約：(i)於報告期末繳付現有負債所需開支之最佳估計金額；及(ii)初始確認之金額減(倘適用)累計攤銷。

終止確認金融負債

於負債項下的責任被解除或取消或屆滿時，金融負債將被終止確認。

如現有金融負債由同一放債人以條款大相逕庭的負債所取代，或現有負債條款作出重大修訂，此類置換或修訂將被視為終止確認本來的負債及確認新負債，有關賬面值的差額於損益表中確認。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

Derivative financial instruments

Initial recognition and subsequent measurement

The Group uses derivative financial instruments, such as forward currency contracts and interest rate swaps, to hedge its foreign currency risk and interest rate risk, respectively. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative.

Any gains or losses arising from changes in fair value of derivatives are taken directly to the statement of profit or loss.

Current versus non-current classification

Derivative instruments that are not designated as effective hedging instruments are classified as current or non-current or separated into current and non-current portions based on an assessment of the facts and circumstances (i.e., the underlying contracted cash flows).

- Where the Group expects to hold a derivative as an economic hedge (and does not apply hedge accounting) for a period beyond 12 months after the end of the reporting period, the derivative is classified as non-current (or separated into current and non-current portions) consistently with the classification of the underlying item.

2.4 主要會計政策概要 (續)

抵銷金融工具

於具現有法定權利抵銷確認金額及有意以淨額結算，或同時變賣資產及償還負債，金融資產及金融負債互相抵銷並於財務狀況表內呈報淨額。

衍生金融工具

初始確認及隨後計量

本集團利用遠期貨幣合約及利率掉期交易等衍生金融工具管理其與外幣及利率波動有關之風險。該等衍生金融工具初始按訂立衍生合約當日之公允值確認，其後則按公允值重新計量。倘衍生工具之公允值為正數，則以資產列賬，而倘公允值為負數則以負債列賬。

衍生工具公允值發生變動所產生之收益或虧損乃直接計入損益表。

流動與非流動分類對比

並非指定為有效對沖工具之衍生工具根據對事實及情況之評估（即相關合約現金流量）分類為流動及非流動，或分開為流動或非流動部分。

- 當本集團預期持有衍生工具作為經濟對沖（而並無應用對沖會計處理方法）至超過報告期末後12個月期間，該衍生工具乃與相關項目之分類一致分類為非流動（或分開為流動及非流動部分）。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Derivative financial instruments (Continued)

Current versus non-current classification (Continued)

- Embedded derivatives that are not closely related to the host contract are classified consistently with the cash flows of the host contract.
- Derivative instruments that are designated as, and are effective hedging instruments, are classified consistently with the classification of the underlying hedged item. The derivative instruments are separated into current portions and non-current portions only if a reliable allocation can be made.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the specific identification of cost basis and, in the case of work in progress and finished goods, comprises direct materials, direct labour and an appropriate proportion of overheads. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, and assets similar in nature to cash, which are not restricted as to use.

2.4 主要會計政策概要 (續)

衍生金融工具 (續)

流動與非流動分類對比 (續)

- 與主合約並非密切聯繫之附帶在內衍生工具乃與主合約之現金流量一致分類。
- 指定為及為有效對沖工具之衍生工具乃與相關對沖項目之分類一致分類。衍生工具僅於可作出可靠分配時分開為流動部分及非流動部分。

存貨

存貨按成本及可變現淨值(以較低者為準)列賬。成本按具體成本確認基準釐定,在製品及製成品的成本包括直接材料、直接勞工及按適當比例計算的間接費用。可變現淨值按預計售價減完成及出售所產生的任何估計成本計算。

現金及現金等價物

就合併現金流量表而言,現金及現金等價物包括手頭現金及活期存款,以及短期且流動性極高的投資,該等投資可隨時兌換為已知數額的現金且價值轉變風險並不重大,並於購入後三個月內到期,減須於通知時償還並構成本集團現金管理一部分的銀行透支。

就財務狀況表而言,現金及現金等價物包括用途不受限制的手頭現金及銀行存款(包括定期存款及性質與現金類似的資產)。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in the statement of profit or loss.

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

2.4 主要會計政策概要 (續)

撥備

倘因過往事件導致現有債務(法定或推定)及日後可能需要有資源流出以償還債務,則確認撥備,惟必須能可靠估計有關債務金額。

倘折現的影響重大,則確認的撥備金額為預期需用作償還債務的未來支出於報告期末的現值。因時間流逝而產生的折現現值增額,列作財務費用計入損益表。

所得稅

所得稅包括即期及遞延稅項。有關損益外確認項目的所得稅於損益外確認,不論是否於其他綜合收益或直接於權益內確認。

本期與以往期間的即期稅項資產和負債根據於報告期末已頒佈或已大致頒佈的稅率(及稅法),並考慮本集團業務所在國家的現有詮釋及慣例,按預期自稅務當局收回或付予稅務當局的金額計算。

遞延稅項以負債法就於報告期末資產及負債的稅項基準及其用作財務申報的賬面值之間的所有暫時性差額作出撥備。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Income tax (Continued)

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries, associates and joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries, associates and joint ventures, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

2.4 主要會計政策概要 (續)

所得稅 (續)

除以下情況外，遞延稅項負債就所有應課稅暫時差額予以確認：

- 當遞延稅項負債來自初始確認商譽或並非業務合併的交易的資產或負債，而於交易時並不影響會計溢利或應課稅溢利或虧損；及
- 就與於附屬公司、聯營公司及合營公司的投資有關的應課稅暫時差額而言，除非撥回暫時差額的時間可以控制及暫時差額可能不會在可見將來撥回。

就所有可扣稅暫時差額、承前未用稅項抵免和未用稅項虧損確認遞延稅項資產，惟以日後有可能出現應課稅溢利可利用該等可扣稅暫時差額、承前未用稅項抵免和未用稅項虧損予以抵銷為限，除非：

- 於初始確認非業務合併的交易所的資產或負債產生與可扣稅暫時差額有關的遞延稅項資產，而有關遞延稅項資產於進行交易時對會計溢利或應課稅溢利或虧損均無影響；及
- 對涉及附屬公司、聯營公司及合營公司投資的可扣稅暫時差額而言，僅在暫時差額有可能在可見將來撥回，以及日後可用該等暫時差額抵銷可能出現的應課稅溢利時，方會確認遞延稅項資產。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Income tax (Continued)

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, which it is intended to compensate, are expensed.

Where the grant relates to an asset, the fair value is credited to a deferred income account and is released to the statement of profit or loss over the expected useful life of the relevant asset by equal annual instalments or deducted from the carrying amount of the asset and released to the statement of profit or loss by way of a reduced depreciation charge.

2.4 主要會計政策概要 (續)

所得稅 (續)

遞延稅項資產的賬面值會於各報告期末檢討，倘不再可能有足夠應課稅溢利可用於抵免全部或部份遞延稅項資產，則會予以扣減。未確認的遞延稅項資產會於各報告期末重估和於可能有足夠應課稅溢利可收回全部或部份遞延稅項資產時確認。

遞延稅項資產和負債乃根據於報告期末前已實施或大致實施的稅率（和稅法），按預期於資產獲變現或負債償還期間適用的稅率計算。

倘存在以即期稅項資產抵銷即期稅項負債的合法權利，而遞延稅項乃涉及同一課稅實體和同一稅務機關，則遞延稅項資產和遞延稅項負債可互相抵銷。

政府資助

政府資助在能合理地確保可收取有關資助並符合一切附帶條件的情況下，按其公允值予以確認。如資助與開支項目有關，則將有系統地按照擬補償的成本期間予以確認為收入，若為有意補償，則確認為開支。倘資助與資產有關，則公允值乃計入遞延收入賬，並於相關資產的估計可使用年期逐年按等額分期撥回損益表。

若補貼與資產相關，則將其公允值貸記至遞延收入賬目，並在相關資產的預期使用年限內每年按等額計入損益表，或扣除自資產的賬面值，透過減少折舊開支的方式計入損益表。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Revenue recognition

Revenue is recognised when it is probable that the economic benefits will flow to the Group and when the revenue can be measured reliably, on the following bases:

- (a) from the sale of goods, when the significant risks and rewards of ownership have been transferred to the buyer, provided that the Group maintains neither managerial involvement to the degree usually associated with ownership, nor effective control over the goods sold;
- (b) from construction contracts, on the percentage of completion basis, as further explained in the accounting policy for “Construction contracts” below;
- (c) from the rendering of services, on the percentage of completion basis, as further explained in the accounting policy for “Contracts for services” below;
- (d) rental income, on a time proportion basis over the lease terms;
- (e) interest income, on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset; and
- (f) dividend income, when the shareholders’ right to receive payment has been established.

2.4 主要會計政策概要 (續)

收入確認

收入乃於本集團可能獲得經濟利益而該收入能可靠地計算時，按下列基準予以確認：

- (a) 就貨品銷售而言，倘所有權的重大風險及回報已轉移至買方，且本集團並無保留一般視為與所有權相關的管理權或已售貨品的有效控制權時確認；
- (b) 就建造合同而言，按完成百分比基準確認，詳情載於下文「建造合同」會計政策；
- (c) 就提供服務而言，按完成百分比基準確認，詳情載於下文「服務合同」會計政策；
- (d) 租金收入按租賃期內時間比例確認；
- (e) 利息收入乃根據適用的實際利率按時間基準累計，而實際利率乃按金融工具的預計年期或更短年期（如適用）估計日後現金收入準確貼現至金融資產的賬面淨值之利率；及
- (f) 倘股東收取款項的權利獲成立，則為股息收入。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Construction contracts

Contract revenue comprises the agreed contract amount and appropriate amounts from variation orders, claims and incentive payments. Contract costs incurred comprise direct materials, the costs of subcontracting, direct labour and an appropriate proportion of variable and fixed construction overheads.

Revenue from fixed price construction contracts is recognised on the percentage of completion method, measured by reference to the proportion of costs incurred to date to the estimated total cost of the relevant contract.

Revenue from cost plus construction contracts is recognised on the percentage of completion method, by reference to the recoverable costs incurred during the period plus the related fee earned, measured by the proportion of costs incurred to date to the estimated total cost of the relevant contract.

Provision is made for foreseeable losses as soon as they are anticipated by management. Where contract costs incurred to date plus recognised profits less recognised losses exceed progress billings, the surplus is treated as an amount due from contract customers. Where progress billings exceed contract costs incurred to date plus recognised profits less recognised losses, the surplus is treated as an amount due to contract customers.

Contracts for services

Contract revenue on the rendering of services comprises the agreed contract amount. Costs of rendering services comprise labour and other costs of personnel directly engaged in providing the services and attributable overheads.

2.4 主要會計政策概要 (續)

建造合同

合同收入包括商定的合同金額以及來自工程變更、索賠和激勵收入。合同成本包括直接材料、轉包成本、直接工資和按比例分攤的可變動和固定建造費用。

來自固定價格建造合同的收入採用完成百分比法確認，乃參考迄今為止已產生的成本相當於相關合同的合同成本總額的百分比計量。

來自成本加建造合同的收入採用完成百分比法確認，乃參考於該期間產生的可收回成本加相關費用確認，乃參考迄今為止所產生的成本相當於該合同成本總額的比例計算。

一旦管理層預計將發生損失，則應計提準備。如果累計合同已發生成本加已確認的利潤減已確認的損失超過工程進度款，則超出部分作為應收合同客戶款項。如果工程進度款超過累計已發生合同成本加已確認的利潤減已確認的損失，則超出部分作為應付合同客戶款項。

服務合同

提供服務產生的合同收入包括商定的合同金額。提供服務產生的成本包括勞工及其他直接從事提供服務之員工成本及應佔費用。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Contracts for services (Continued)

Revenue from the rendering of services is recognised based on the percentage of completion of the transaction, provided that the revenue, the costs incurred and the estimated costs to completion can be measured reliably. The percentage of completion is established by reference to the costs incurred to date as compared to the total costs to be incurred under the transaction. Where the outcome of a contract cannot be measured reliably, revenue is recognised only to the extent that the expenses incurred are eligible to be recovered.

Provision is made for foreseeable losses as soon as they are anticipated by management.

Where contract costs incurred to date plus recognised profits less recognised losses exceed progress billings, the surplus is treated as an amount due from contract customers. Where progress billings exceed contract costs incurred to date plus recognised profits less recognised losses, the surplus is treated as an amount due to contract customers.

Employee benefits

Pension scheme

The Group contributes on a monthly basis to various defined contribution retirement schemes organised by the relevant municipal and provincial governments in the PRC. The municipal and provincial governments undertake to assume the retirement benefits payable to all existing and future retired employees under these plans and the Group has no further obligations for post-retirement benefits beyond the contributions made. The contributions to the schemes are recognised as and when incurred.

The Group implements a pension annuity plan, pursuant to which the Group pays contributions to the plan regularly and the Group has no further obligation thereto once the required contributions have been made. The contributions are recognised as employee benefit expenses when incurred.

2.4 主要會計政策概要 (續)

服務合同 (續)

提供服務產生的收入乃根據該交易完成百分比確認，惟此等收入及產生的成本以及達致完成的估計成本須可靠地計量。完成百分比乃參考迄今為止所產生的成本相當於該交易成本總額的比例計算。倘合約結果無法可靠計量，則收入根據能夠收回的實際合同成本予以確認。

一旦管理層預計將發生損失，則應計提準備。

如果累計合同已發生成本加已確認的利潤減已確認的損失超過工程進度款，則超出部分作為應收合同客戶款項。如果工程進度款超過累計已發生合同成本加已確認的利潤減已確認的損失，則超出部分作為應付合同客戶款項。

僱員福利

養老金福利

本集團按月向中國有關市級及省級政府組織的多項設定供款退休計劃供款。市級及省級政府承諾向參加上述計劃的所有現有及日後退休僱員支付退休福利，而除供款外，本集團毋須再支付任何退休後福利。上述計劃供款於產生時確認。

本集團實行一項退休年金計劃，據此，本集團定期向該計劃供款，而除作出規定供款外，本集團並無其他供款責任。有關供款於產生時確認為僱員福利。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Employee benefits (Continued)

Pension scheme (Continued)

In addition, the Group also pays supplemental pension subsidies to employees retired before January 1, 2010. Such supplemental pension subsidies mainly comprised monthly cash payment to the retirees for life as determined by the Group upon their respective retirement and subject to cost of living adjustments. The supplemental pension subsidies scheme is an unfunded scheme. As detailed in note 27 below, these defined benefit obligations recognised were assessed using the projected unit credit actuarial valuation method; the cost of providing such subsidies is charged to the statement of profit or loss so as to spread the service cost over the average lives of such former employees, in accordance with the actuarial reports which contained full valuations of the plans for each of the relevant accounting periods.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of government securities which have maturity approximating to the terms of the related pension liability.

Re-measurements arising from experience adjustments and changes in actuarial assumptions are recognised immediately in the consolidated statements of financial position with a corresponding debit or credit to other comprehensive income in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods.

Net interest calculated by applying the discount rate to the net defined liability or asset. The Group recognises the following changes in the net defined obligation under finance expenses in the consolidated statement of profit or loss by function:

- service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements.
- net interest expense or income.

2.4 主要會計政策概要 (續)

僱員福利 (續)

養老金福利 (續)

此外，本集團亦向於2010年1月1日前退休的僱員支付補充退休津貼。有關補充退休津貼主要包括一旦僱員退休，由本集團釐定按月向退休人員現金支付的生活費（受生活成本調整所規限）。補充退休津貼計劃為一項未經撥款計劃。按下文附註27所述，該等已確認的設定收益義務根據預計單位進賬精算估值法評估，而根據載有各有關會計期間所有計劃金額的精算報告，提供該等津貼的成本於利潤表內扣除，以便在有關前僱員的平均服務年期內分攤服務成本。

設定收益義務的現值乃採用政府證券利率折現估計未來現金流出額而釐定，而該等證券的到期日與有關養老金責任年期相若。

來自經驗調整的重新計量及精算假設的變動均於合併財務狀況表中即時確認，於其產生期間於其他綜合收益扣除或計入。重新計量並不會於其後期間重新分類至損益。

利息淨額乃採用貼現率將設定負債或資產淨額進行貼現計算。本集團在合併損益表財務開支項下按功能確認以下設定義務淨額的變動：

- 服務成本，包括當期服務成本、過往服務成本、縮減及不定期結算的收益及虧損。
- 利息開支或收入淨額。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs capitalised. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Dividends

Final dividends proposed by the directors are classified as a separate allocation of retained profits within the equity section of the statement of financial position, until they have been approved by the shareholders in a general meeting. When these dividends have been approved by the shareholders and declared, they are recognised as a liability.

Interim dividends are simultaneously proposed and declared, because the Company's memorandum and articles of association grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

2.4 主要會計政策概要 (續)

借貸成本

購買、建造或生產合資格資產(即需要一段頗長時間始能投入其擬定用途或出售的資產)而直接產生的借貸成本,均資本化為該等資產成本的一部分。當該等資產大致上可作擬定用途或出售時,則終止將該等借貸成本資本化。特定借貸於撥作合資格資產的支出前用作短暫投資所賺取的投資收入,從資本化的借貸成本中扣除。所有其他借貸成本均於其產生期間列為開支。借貸成本包括實體因借貸而產生的利息及其他成本。

股息

董事擬派的末期股息於財務狀況表的權益項下列作保留溢利的獨立分配項目,直至股東於股東大會上批准派付該等股息為止。倘該等股息獲股東批准派付並予以宣派,則確認為負債。

由於本公司組織章程大綱及章程授予董事宣派中期股息的權力,因此中期股息的建議及宣派可同時進行。故此,中期股息於建議及宣派時即時確認為負債。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Foreign currencies

These financial statements are presented in RMB, which is the Company's functional and presentation currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in the statement of profit or loss.

Differences arising on settlement or translation of monetary items are recognised in profit or loss with the exception of monetary items that are designated as part of the hedge of the Group's net investment of a foreign operation. These are recognised in other comprehensive income until the net investment is disposed of, at which time the cumulative amount is reclassified to profit or loss. Tax charges and credits attributable to exchange differences on those monetary items are also recorded in other comprehensive income.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

2.4 主要會計政策概要 (續)

外幣

該等財務報表以本公司的功能及呈列貨幣人民幣列示。本集團旗下各實體自行釐定其功能貨幣，各實體的財務報表項目均以其功能貨幣計量。本集團旗下實體入賬的外幣交易初步按交易日彼等各自功能貨幣的匯率列賬。以外幣列值的貨幣資產及負債按於報告期末的功能貨幣匯率進行換算。結算或換算貨幣項目產生的差額於損益表內確認。

因結算或換算貨幣項目產生的差額於損益確認，惟指定作為對沖本集團海外業務投資淨額一部分的貨幣項目除外。該等貨幣項目於其他綜合收益確認，直至投資淨額出售為止，此時累計金額乃重新分類至損益。因該等貨幣項目的匯兌差額而產生的稅項支出及抵免亦於其他綜合收益列賬。

按歷史成本列賬並以外幣計量的非貨幣項目，採用初始交易日期的匯率換算。按公允值列賬並以外幣計量的非貨幣項目，採用計量公允值日期的匯率換算。換算按公允值列賬的非貨幣項目產生的收益或虧損按與確認項目公允值變動的收益或虧損一致的方式處理（即公允值收益或虧損於其他綜合收益或損益內確認的項目的換算差額亦分別於其他綜合收益或損益內確認）。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Foreign currencies (Continued)

The functional currencies of certain overseas subsidiaries are currencies other than RMB. As at the end of the reporting period, the assets and liabilities of these entities are translated into the presentation currency of the Company at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss are translated into RMB at the weighted average exchange rates for the year.

The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the statement of profit or loss.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on acquisition are treated as assets and liabilities of the foreign operation and translated at the closing rate.

For the purpose of the consolidated statement of cash flows, the cash flows of overseas subsidiaries are translated into RMB at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiaries which arise throughout the year are translated into RMB at the weighted average exchange rates for the year.

2.4 主要會計政策概要 (續)

外幣 (續)

若干海外附屬公司的功能貨幣為人民幣以外的貨幣。於報告期末，該等實體的資產及負債按報告期末的匯率換算為本公司的呈列貨幣，其損益表則按年內的加權平均匯率換算為人民幣。

因此而產生的匯兌差額於其他綜合收益內確認，並累計為匯兌波動儲備。於出售海外業務時，與該項特定海外業務有關的其他綜合收益部分於損益表內確認。

收購海外業務產生的任何商譽及對因收購而產生的資產及負債的賬面值作出的任何公允值調整作海外業務的資產及負債處理，並按收市匯率換算。

就合併現金流量表而言，海外附屬公司的現金流量按現金流量日期的匯率換算為人民幣。海外附屬公司於年內經常產生的現金流量則按該年度的加權平均匯率換算為人民幣。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

Percentage of completion of construction work

The Group recognises revenue according to the percentage of completion of individual contracts for construction work, which requires estimation to be made by management. The stage of completion is estimated by reference to the actual costs incurred over the total budgeted costs, and the corresponding contract revenue is also estimated by management. Due to the nature of the activity is completed usually full into different accounting periods. Hence, the Group reviews and revises the estimates of both contract revenue and contract costs in the budget prepared for each contract as the contract progresses. Where the actual contract revenue is less than estimated or actual contract costs are more than estimated, a foreseeable loss may arise.

3. 重大會計判斷及估計概要

本集團財務報表的編製需要管理層作出判斷、估計及假設，而該等判斷、估計及假設會影響收入、開支、資產及負債的呈報金額及其隨附披露以及或有負債的披露。有關該等假設及估計的不明朗因素可能導致須就日後受影響的資產或負債的賬面金額作出重大調整。

判斷

於應用本集團會計政策的過程中，除作出涉及估計的判斷外，管理層已作出對財務報表內已確認金額構成最大影響的以下判斷：

建設工程完工百分比

本集團根據個別建設工程合約的完工百分比確認收入，而完工百分比需要管理層作出估計。完工階段乃參考已產生的實際成本佔總預算成本的比例估計得出，而相應合約收入亦由管理層作出估計。由於所承接活動的性質使然，活動開始日期及活動完成日期通常處於不同的會計期間。因此，隨著合約的進行，本集團會審閱及修訂就各合約訂立的預算所估計的合約收入及合約成本。倘實際合約收入低於預期或實際合約成本高於預期，則或會產生可預見虧損。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (CONTINUED)

Judgements (Continued)

Classification between investment properties and owner-occupied properties

The Group determines whether a property qualifies as an investment property, and has developed criteria in making that judgement. Investment property is a property held to earn rentals or for capital appreciation or both. Therefore, the Group considers whether a property generates cash flows largely independently of the other assets held by the Group. Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes. If these portions could be sold separately or leased out separately under a finance lease, the Group accounts for the portions separately. If the portions could not be sold separately, the property is an investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes. Judgement is made on an individual property basis to determine whether ancillary services are so significant that a property does not qualify as an investment property.

Estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

3. 重大會計判斷及估計概要 (續)

判斷 (續)

投資物業及自用物業的劃分

本集團判斷物業是否符合投資物業的條件，並已制定出此類判斷的標準。投資物業指為賺取租金或資本升值或同時為這兩個目的而持有的物業。因此，本集團考慮一項物業產生的現金流量是否大部分獨立於本集團持有的其他資產。有些物業的一部分是為賺取租金或資本升值而持有，而另一部分是為用於生產或供應貨品或服務或行政用途而持有。如果該等部分可以分開出售（或按融資租賃分開出租），則本集團會分開對相關部分進行會計處理。如果該等部分不能分開出售，則只有在為用於生產或供應貨品或服務或行政用途而持有的部分並不重大的情況下，該物業方為投資物業。本集團會對各項物業進行獨立判斷，以確定配套服務是否足以導致物業不符合投資物業的定義。

估計的不確定性

很有可能導致須對下個財政年度資產及負債的賬面金額作出重大調整的未來主要假設及於報告期末的估計不明朗因素的其他主要來源論述如下。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (CONTINUED)

Estimation uncertainty (Continued)

Deferred income tax

Deferred tax assets relating to certain temporary differences and tax losses are recognised as management considers it is probable that future taxable profit will be available against which the temporary differences or tax losses can be utilised. The realisation of the deferred tax assets mainly depends on whether sufficient future profits or taxable temporary differences will be available in the future. In cases where the actual future profits generated are less than expected, a material reversal of deferred tax assets may arise which will be recognised in profit or loss in the period in which such a reversal takes place.

The carrying amount of deferred tax assets as at December 31, 2014 was RMB244,384,000 (December 31, 2013: RMB154,577,000). More details are given in note 26.

Impairment of trade and bills receivables

The Group maintains an allowance for the estimated loss arising from the inability of its customers to make the required payments. The Group makes its estimates based on the ageing of its trade and bill receivable balances, customers' creditworthiness, and historical write-off experience. If the financial condition of its customers will deteriorate such that the actual impairment loss might be higher than expected, the Group would be required to revise the basis for making the allowance and its future results would be affected.

The carrying amount of trade and bills receivables as at December 31, 2014 was RMB3,878,484,000 (December 31, 2013: RMB2,359,180,000). More details are given in note 22.

3. 重大會計判斷及估計概要 (續)

估計的不確定性 (續)

遞延所得稅

與若干暫時性差額及稅項虧損有關的遞延稅項資產於管理層認為日後有可能出現應課稅溢利可用作抵銷該等暫時性差額或稅項虧損時確認。遞延稅項資產的實現主要取決於未來是否有足夠的溢利或應課稅暫時性差額在將來可供動用。如實際產生的未來溢利少於預期值，則可能發生遞延稅項資產的重大撥回，並在該撥回發生期間的損益內確認。

於2014年12月31日，遞延稅項資產的賬面值為人民幣244,384,000元（2013年12月31日：人民幣154,577,000元）。更多詳情載於附註26。

貿易應收款項及應收票據減值

本集團就客戶無力支付要求款項產生的估計虧損作出撥備。本集團根據貿易應收款項及應收票據結餘的賬齡、客戶的信譽及過往撇銷情況進行估計。倘客戶的財務狀況惡化，實際減值虧損將高於估計，且本集團須修正撥備基準，且未來業績將受到影響。

於2014年12月31日，貿易應收款項及應收票據的賬面值為人民幣3,878,484,000（2013年12月31日：人民幣2,359,180,000元）。更多詳情載於附註22。

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4. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their products and services and has three reportable operating segments as follows:

- (a) Construction contracts: this segment mainly undertakes engineering, procurement and construction (“EPC”) contracting business of overseas infrastructure-related construction projects (including hydropower, thermal power or other engineering projects) in various countries.
- (b) Trading business: this segment mainly engages in the business of importing and/or exporting various machinery, electrical and instrumental products for domestic and overseas customers.
- (c) Other businesses: this segment mainly engages in providing export-import agency services, exhibition services, design services, tendering agency services and logistics services.

Management monitors the results of the Group’s operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/loss, which is a measure of adjusted profit/loss before tax. The adjusted profit/loss before tax is measured consistently with the Group’s profit before tax except that shares of profits less losses of an associate and a joint venture, interest income from bank deposits, finance costs related to defined benefit plan, dividend income, fair value gains/losses from the Group’s financial instruments as well as head office and corporate income/expenses are excluded from such measurement.

Segment assets exclude investments in an associate and a joint venture, prepaid land lease payments, intangible assets, deferred tax assets, time deposits, cash and cash equivalents, equity investments at fair value through profit or loss, derivative financial instruments and other unallocated head office and corporate assets as these assets are managed on a group basis.

4. 經營分部資料

就管理目的而言，本集團已按產品及服務劃分業務單位，三個可報告之經營分部如下：

- (a) 建造合同：本分部主要在各國從事海外基礎設施相關的施工項目（包括水電、火電或其他工程項目）的設計、採購及施工（「EPC」）承包業務。
- (b) 貿易業務：本分部主要從事為國內外客戶進口及／或出口各種機械、電力及工具產品。
- (c) 其他業務：本分部主要從事提供進出口代理服務、展覽服務、設計服務、招標代理服務及物流服務。

管理層單獨監察本集團經營分部的業績，以就資源分配及表現評估作出決策。分部表現乃根據可報告之分部溢利／虧損評估，此乃經調整除稅前溢利／虧損之計量指標。經調整除稅前溢利／虧損乃貫徹以本集團除稅前溢利計量，惟應佔聯營公司及合營企業之溢利減虧損、銀行存款之利息收入、與設定利益計劃有關之財務成本、股息收入、本集團金融工具之公允值收益／虧損以及總部及企業收入／開支不計入該計量內。

分部資產不包括於聯營公司及合營企業之投資、預付土地租賃款項、無形資產、遞延稅項資產、定期存款、現金及現金等價物、按公允值計入損益賬的股本投資、衍生金融工具及其他未分配總部及企業資產，此乃由於該等資產以集團形式管理。

Notes to the Financial Statements

財務報表附註

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4. OPERATING SEGMENT INFORMATION (CONTINUED)

Segment liabilities exclude defined benefit obligations, tax payable, deferred tax liabilities and other unallocated head office and corporate liabilities as these liabilities are managed on a group basis.

Intersegment sales and transfers are transacted with reference to the selling prices used for sales made to third parties at the then prevailing market prices.

4. 經營分部資料 (續)

分部負債不包括設定收益義務、應付稅項、遞延稅項負債及其他未分配總部及企業負債，此乃由於該等負債以集團形式管理。

各分部間的銷售及轉撥乃參考向第三方銷售所採用之售價，按當時市價進行交易。

(a) Segment revenue, results, assets and liabilities

(a) 分部業績、資產及負債

Year ended December 31, 2014	截至2014年 12月31日止年度	Construction contracts 建造合同 RMB'000 人民幣千元	Trading business 貿易業務 RMB'000 人民幣千元	Other businesses 其他業務 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
Segment revenue:	分部收入：				
Sales to external customers	銷售予外部客戶	15,460,842	6,442,938	1,103,965	23,007,745
Intersegment sales	分部間收入	-	92,509	469,901	562,410
Reportable segment revenue	可報告分部收入	15,460,842	6,535,447	1,573,866	23,570,155
Reportable segment profit	可報告分部溢利	2,135,902	101,333	143,620	2,380,855
Finance income	財務收入	192,348	5,313	-	197,661
Finance expenses	財務開支	2,384	2,216	1,355	5,955
Depreciation and amortization	折舊及攤銷	-	-	-	-
Provision/(reversal of provision) of impairment losses	減值虧損撥備/ (撥備撥回)				
- Trade and other receivables	- 貿易及其他應收款項	(118,594)	58,886	14,550	(45,158)
- Amounts due from contract customers	- 應收合同客戶款項	(4,433)	-	-	(4,433)
Reportable segment assets	可報告分部資產	12,139,043	2,407,238	955,169	15,501,450
- Capital expenditure	- 資本開支	-	-	-	-
Reportable segment liabilities	可報告分部負債	20,607,119	2,675,310	3,763,442	27,045,871

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4. OPERATING SEGMENT INFORMATION (CONTINUED)

4. 經營分部資料 (續)

(a) Segment revenue, results, assets and liabilities (Continued)

(a) 分部業績、資產及負債 (續)

Year ended December 31, 2013	截至2013年12月 31日止年度	Construction contracts 建造合同 RMB'000 人民幣千元	Trading business 貿易業務 RMB'000 人民幣千元	Other businesses 其他業務 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
Segment revenue:	分部收入：				
Sales to external customers	銷售予外部客戶	15,385,648	4,907,806	1,132,818	21,426,272
Intersegment sales	分部間收入	–	265,705	426,583	692,288
Reportable segment revenue	可報告分部收入	15,385,648	5,173,511	1,559,401	22,118,560
Reportable segment profit	可報告分部溢利	2,116,699	2,791	121,112	2,240,602
Finance income	財務收入	266,134	–	–	266,134
Finance expenses	財務開支	4,109	3,170	–	7,279
Depreciation and amortisation	折舊及攤銷	–	–	1,158	1,158
Provision/(reversal provision) of impairment losses	減值虧損撥備/ (撥備撥回)				
– Trade and other receivables	– 貿易及其他應收款項	43,640	4,591	11,167	59,398
– Amounts due from contract customers	– 應收合同客戶款項	5,476	–	–	5,476
– Foreseeable losses on construction contracts	– 建造合同預計虧損	53,971	–	–	53,971
Reportable segment assets	可報告分部資產	8,309,516	1,997,682	799,250	11,106,448
– Capital expenditure	– 資本開支	–	–	–	–
Reportable segment liabilities	可報告分部負債	16,502,262	2,335,193	804,247	19,641,702

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4. OPERATING SEGMENT INFORMATION (CONTINUED)

4. 經營分部資料 (續)

(b) Reconciliation of reportable segment revenue, profit/loss, assets and liabilities

(b) 可報告分部收入、溢利／虧損、資產及負債的對賬

		2014 2014年 RMB'000 人民幣千元	2013 2013年 RMB'000 人民幣千元
Revenue:	收入：		
Reportable segment revenue	可報告分部收入	23,570,155	22,118,560
Elimination of inter-segment revenue	分部間收入抵銷	(562,410)	(692,288)
		23,007,745	21,426,272
Profit:	溢利：		
Reportable segment profit	可報告分部溢利	2,380,855	2,240,602
Share of profits less losses of an associate	應佔聯營公司溢利減虧損	-	(199)
Share of profits less losses of a joint venture	應佔合營企業溢利減虧損	67	-
Dividend income	股息收入	10,031	9,907
Other income/(expenses), net	其他收入／（開支）淨額	(2,174)	172,441
Other operating income/(expenses)	其他經營收入／（開支）	550	(602)
Interest income from bank deposits	來自銀行存款的利息收入	520,024	471,731
Interest cost recognised in respect of defined benefit retirement plans	就設定收益退休計劃確認的利息成本	(14,590)	(13,540)
Foreign exchange gains/(losses), net	匯兌收益／（虧損）淨額	(74,498)	(136,359)
Depreciation and amortisation	折舊及攤銷	(82,121)	(79,876)
Profit before tax	除稅前溢利	2,738,144	2,664,105

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4. OPERATING SEGMENT INFORMATION (CONTINUED)

(b) Reconciliation of reportable segment revenue, profit/loss, assets and liabilities (Continued)

4. 經營分部資料 (續)

(b) 可報告分部收入、溢利／虧損、資產及負債的對賬 (續)

		2014 2014年 RMB'000 人民幣千元	2013 2013年 RMB'000 人民幣千元
Assets:	資產		
Reportable segment assets	可報告分部資產	15,501,450	11,106,448
Elimination of inter-segment receivables	分部間應收款項抵銷	(3,565,795)	(635,266)
		11,935,655	10,471,182
Restricted deposits	受限制存款	300,235	251,435
Time deposits with original maturity over three months	原始到期日超過三個月的定期存款	4,170,349	3,622,336
Cash and cash equivalents	現金及現金等價物	17,792,501	14,550,166
Property, plant and equipment	物業、廠房及設備	701,689	485,012
Prepaid land lease payments	預付土地租賃款項	1,745,088	1,776,129
Intangible assets	無形資產	8,746	7,919
Interest in a joint venture	於合營企業的權益	50,067	-
Interest in an associate	於聯營公司的權益	-	215
Deferred tax assets	遞延稅項資產	244,384	154,577
Other non-current assets	其他非流動資產	246,778	343,944
Other unallocated assets	其他未分配資產	27,850	290,249
		37,223,342	31,953,164
Liabilities:	負債		
Reportable segment liabilities	可報告分部負債	27,045,871	19,641,702
Elimination of inter-segment payables	分部間應付款項抵銷	(3,565,795)	(635,266)
		23,480,076	19,006,436
Defined benefit obligations	設定收益義務	357,610	356,690
Tax payable	應付稅項	309,762	276,013
Deferred tax liabilities	遞延稅項負債	438	-
Other unallocated liabilities	其他未分配負債	21,868	557,964
		24,169,754	20,197,103

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4. OPERATING SEGMENT INFORMATION (CONTINUED)

4. 經營分部資料 (續)

(c) Geographical information

(c) 地理區域資料

Revenue from external customers	來自外部客戶的收入	2014	2013
		2014年	2013年
		<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元
Mainland China	中國大陸	4,355,685	2,555,267
The Republic of Iraq	伊拉克共和國	3,827,660	2,486,528
Venezuela	委內瑞拉	2,397,419	2,414,504
Equatorial Guinea	赤道幾內亞	1,009,526	1,089,825
Sri Lanka	斯里蘭卡	947,410	994,791
Angola	安哥拉	915,501	920,578
The Republic of Congo	剛果共和國	825,612	883,468
United States	美國	782,114	388,120
Argentina	阿根廷	670,152	182
Belarus	白俄羅斯	660,196	1,581,366
Others	其他	6,616,470	8,111,643
		23,007,745	21,426,272

The revenue information above is based on the locations of the customers.

以上收入資料乃按客戶地域劃分。

Specified non-current assets	特定非流動資產	2014	2013
		2014年	2013年
		<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元
Mainland China	中國大陸	2,457,553	2,275,754
Others	其他	8,307	19,449
		2,465,860	2,295,203

The non-current asset information above is based on the locations of the assets and excludes financial instruments and deferred tax assets.

以上非流動資產資料乃按資產所在地域劃分，不包括金融工具及遞延稅項資產。

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4. OPERATING SEGMENT INFORMATION (CONTINUED)

(d) Information about major customers

Revenues generated from two customers derived from the construction contracts segment which individually amounted to more than 10% of the Group's revenue for the year ended December 31, 2014 were RMB3,437,057,000 and RMB2,361,634,000, respectively (2013: Nil).

5. REVENUE, OTHER INCOME AND GAINS

Revenue, which is also the Group's turnover, represents the net invoiced value of goods sold, after allowances for returns and trade discounts; an appropriate proportion of contract revenue of construction contracts; the value of services rendered; and gross rental income received and receivable from investment properties during the year.

4. 經營分部資料 (續)

(d) 有關主要客戶的資料

截至2014年12月31日止年度，來自建造合同的兩名客戶所產生的收入分別為人民幣3,437,057,000元 和2,361,634,000元 (2013年：無)，各自佔本集團收入的10%以上。

5. 收入、其他收入及收益

收入亦即本集團的營業額，指年內扣除退貨及貿易折扣的已售貨品發票淨值、建造合同應佔合同收入、所提供服務價值以及已收及應收投資物業的租金收入總額。

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5. REVENUE, OTHER INCOME AND GAINS (CONTINUED)

An analysis of revenue, other revenue and other income/ (expenses), net is as follows:

5. 收入、其他收入及收益 (續)

本集團的收入、其他收入及其他收入/(開支)淨額分析如下：

		2014 2014年 RMB'000 人民幣千元	2013 2013年 RMB'000 人民幣千元
	Note 附註		
Revenue	收入		
Construction contracts	建造合同	15,460,842	15,385,648
Trading business	貿易業務	6,442,938	4,907,806
Others	其他	(1) 1,103,965	1,132,818
		23,007,745	21,426,272
Other revenue	其他收入		
Dividend income from unquoted equity securities	非流通股本證券股息收入	10,031	9,907
Government grants	政府補貼	4,814	2,443
		14,845	12,350
Other income/(expenses), net	其他收入/(開支)淨額		
Net losses on disposal of items of property, plant and equipment	處置物業、廠房及設備項目的虧損淨額	(5,282)	(2,016)
Net gain on disposal of an unquoted equity security	處置非流通股權的收益淨額	-	2,165
Net gain on disposal of an interest in a subsidiary with loss in control	處置一家附屬公司的權益的收益淨額，並失去控制權	-	175,649
Net gains/(losses) on foreign currency forward exchange contracts and interest rate swaps	遠期外匯合同及利率掉期的收益/(虧損)淨額	(152,118)	178,056
Others	其他	64,040	(378)
		(93,360)	353,476

Note:

(1) Other revenue mainly represents revenue from the provision of export-import agency services, tendering agency services, exhibition services, design services and logistics services.

附註：

(1) 其他收入主要指提供進出口代理服務、招標代理服務、展覽服務、設計服務及物流服務的收入。

Notes to the Financial Statements

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6. PROFIT BEFORE TAX

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

(a) Finance income and finance expenses

		2014	2013
		2014年	2013年
Notes	RMB'000	RMB'000	RMB'000
附註	人民幣千元	人民幣千元	人民幣千元
Finance income on receivables from customers	應收客戶款項的財務收入	197,661	266,134
Interest income	利息收入	520,024	471,731
Finance income	財務收入	717,685	737,865
Interest cost recognised in respect of defined benefit obligations	就設定收益義務確認的利息成本	14,590	13,540
Interest expenses on borrowings wholly repayable within five years	須於五年內悉數償還的借貸的利息開支	5,655	7,073
Interest expenses on other borrowings	其他借貸的利息開支	300	206
Foreign exchange losses, net	外匯虧損淨額	17,382	368,383
Bank charges and others	銀行費用及其他	12,683	12,511
Finance expenses	財務開支	50,610	401,713
Net finance income recognised in profit or loss	於損益確認的財務收入淨額	667,075	336,152

6. 除稅前溢利

本集團之除稅前溢利已扣除／(計入)：

(a) 財務收入及財務開支

Notes to the Financial Statements

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6. PROFIT BEFORE TAX (CONTINUED)

(b) Staff costs

		Notes	2014 2014年 RMB'000 人民幣千元	2013 2013年 RMB'000 人民幣千元
Salaries, wages and other benefits	薪金、工資及其他福利		1,230,078	1,087,404
Contributions to defined contribution retirement plans	界定供款退休計劃的供款		94,262	92,443
Expenses recognised in respect of defined benefit retirement plans	就界定福利退休計劃確認的開支	27	4,950	430
			1,329,290	1,180,277

(c) Other items

		Notes	2014 2014年 RMB'000 人民幣千元	2013 2013年 RMB'000 人民幣千元
Amortisation	攤銷			
– Prepaid land lease payments	– 預付租賃款項	16	41,858	39,843
– Intangible assets	– 無形資產	17	3,505	2,326
			45,363	42,169
Depreciation	折舊			
– Property, plant and equipment	– 物業、廠房及設備	14	34,829	37,983
– Investment properties	– 投資物業	15	1,929	882
			36,758	38,865
Impairment losses/(reversal of impairment) on	減值虧損/(減值撥回)			
– Trade and other receivables	– 貿易及其他應收款項	22	(45,158)	59,398
– Other non-current assets	– 其他非流動資產		500	–
– Amounts due from contract customers	– 合同客戶應收款項	21	(4,433)	5,476
			(49,091)	64,874

6. 除稅前溢利 (續)

(b) 員工成本

	Notes	2014 2014年 RMB'000 人民幣千元	2013 2013年 RMB'000 人民幣千元
Salaries, wages and other benefits		1,230,078	1,087,404
Contributions to defined contribution retirement plans		94,262	92,443
Expenses recognised in respect of defined benefit retirement plans	27	4,950	430
		1,329,290	1,180,277

(c) 其他項目

	Notes	2014 2014年 RMB'000 人民幣千元	2013 2013年 RMB'000 人民幣千元
Amortisation			
– Prepaid land lease payments	16	41,858	39,843
– Intangible assets	17	3,505	2,326
		45,363	42,169
Depreciation			
– Property, plant and equipment	14	34,829	37,983
– Investment properties	15	1,929	882
		36,758	38,865
Impairment losses/(reversal of impairment) on			
– Trade and other receivables	22	(45,158)	59,398
– Other non-current assets		500	–
– Amounts due from contract customers	21	(4,433)	5,476
		(49,091)	64,874

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6. PROFIT BEFORE TAX (CONTINUED)

(c) Other items (Continued)

6. 除稅前溢利 (續)

(c) 其他項目 (續)

		2014 2014年 RMB'000 人民幣千元	2013 2013年 RMB'000 人民幣千元
	Notes 附註		
Operating lease charges	經營租賃費用		
– Lease of properties	– 租賃物業	25,509	25,067
– Lease of other assets	– 租賃其他資產	1,562	1,635
		27,071	26,702
Auditors' remuneration	審計師薪酬		
– Audit services	– 審計服務	3,132	5,902
– Tax services	– 稅務服務	–	16
– Other services	– 其他服務	3,000	3,000
		6,132	8,918
Provision for foreseeable losses on construction contracts	建造合同預計虧損撥備	–	53,971
Rental income from investment properties	來自投資物業的租賃收入		
– Gross rental	– 毛租金	18,297	20,284
– Direct outgoings	– 直接支出	(2,218)	(3,519)
– Net rental	– 淨租金	16,079	16,765
Cost of inventories	存貨成本	6,140,847	4,451,323

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7. INTEREST EXPENSES ON BORROWINGS

An analysis of interest expenses on borrowings is as follows:

Group

		2014	2013
		2014年	2013年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Interest on bank loans and overdrafts wholly repayable within five years	須於五年內悉數償還的 銀行貸款及透支利息	5,655	7,073
Interest on other loans	其他貸款利息	300	206
		5,955	7,279

7. 借貸的利息開支

借貸的利息開支分析如下：

本集團

	2014	2013
	2014年	2013年
	RMB'000	RMB'000
	人民幣千元	人民幣千元
Interest on bank loans and overdrafts wholly repayable within five years	5,655	7,073
Interest on other loans	300	206
	5,955	7,279

8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION

Group

		2014	2013
		2014年	2013年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Fees	費用	1,113	1,052
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	2,070	2,004
Performance related bonuses	與表現掛鉤的花紅	2,481	2,898
Pension scheme contributions	退休金計劃供款	126	138
		5,790	6,092

8. 董事及行政總裁薪酬

本集團

	2014	2013
	2014年	2013年
	RMB'000	RMB'000
	人民幣千元	人民幣千元
Fees	1,113	1,052
Salaries, allowances and benefits in kind	2,070	2,004
Performance related bonuses	2,481	2,898
Pension scheme contributions	126	138
	5,790	6,092

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8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (CONTINUED)

8. 董事及行政總裁薪酬 (續)

(a) Executive directors, non-executive directors and the chief executive

(a) 執行董事、非執行董事及行政總裁

		Salaries, allowances and benefits in kind	Performance related bonuses	Pension scheme contributions	Total remuneration	
	Fees	薪金、津貼及 實物利益	與表現掛鈎的 花紅	退休金計劃 供款	薪酬合計	
	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	
2014	2014年					
Executive directors:	執行董事：					
Mr. Sun Bai	孫柏先生	-	501	1,145	40	1,686
Mr. Zhang Chun (note (1))	張淳先生 (附註(1))	-	501	1,145	40	1,686
Ms. Li Taifang (note (2))	李太芳女士 (附註(2))	-	109	191	6	306
		-	1,111	2,481	86	3,678
Non-executive directors:	非執行董事：					
Mr. Wang Zhian	王治安先生	75	38	-	-	113
Mr. Zhang Fusheng (note (3))	張福生先生 (附註(3))	70	29	-	-	99
Mr. Yu Benli (note (4))	余本禮先生 (附註(4))	70	28	-	-	98
Mr. Pan Chongyi (note (5))	潘崇義先生 (附註(5))	8	4	-	-	12
		223	99	-	-	322
Independent non-executive directors:	獨立非執行董事：					
Mr. Liu Li	劉力先生	220	-	-	-	220
Ms. Liu Hongyu	劉紅宇女士	220	-	-	-	220
Mr. Fang Yongzhong	方永忠先生	220	-	-	-	220
Mr. Wu Delong (note (6))	吳德龍先生 (附註(6))	193	-	-	-	193
Mr. Chan Kin Ho (note (7))	陳建豪先生 (附註(7))	37	-	-	-	37
		890	-	-	-	890
Supervisors:	監事：					
Mr. Quan Huaqiang	全華強先生	-	-	-	-	-
Mr. Qian Xiangdong	錢向東先生	-	-	-	-	-
Mr. Bai Ming	白明先生	-	860	-	40	900
		-	860	-	40	900
		1,113	2,070	2,481	126	5,790

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8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (CONTINUED)

(a) Executive directors, non-executive directors and the chief executive (Continued)

Notes:

- (1) Mr. Zhang Chun is the chief executive of the Company.
- (2) Ms. Li Taifang's appointment as the vice chairman of the Company was ceased effective on February 20, 2014.
- (3) Mr. Zhang Fusheng was appointed as non-executive director of the Company on February 20, 2014.
- (4) Mr. Yu Benli was appointed as non-executive director of the Company on February 20, 2014.
- (5) Mr. Pan Chongyi's appointment as non-executive director of the Company was ceased effective on February 20, 2014.
- (6) Mr. Wu Delong was appointed as independent non-executive director of the Company on February 20, 2014.
- (7) Mr. Chan Kin Ho's appointment as independent non-executive director of the Company was ceased effective on February 20, 2014.

8. 董事及行政總裁薪酬 (續)

(a) 執行董事、非執行董事及行政總裁 (續)

附註：

- (1) 張淳先生為本公司行政總裁。
- (2) 李太芳女士作為本公司副主席的委任於2014年2月20日終止。
- (3) 張福生先生於2014年2月20日獲委任為本公司非執行董事。
- (4) 余本禮先生於2014年2月20日獲委任為本公司非執行董事。
- (5) 潘崇義先生作為本公司非執行董事的委任於2014年2月20日終止。
- (6) 吳德龍先生於2014年2月20日獲委任為本公司獨立非執行董事。
- (7) 陳建豪先生作為本公司獨立非執行董事的委任於2014年2月20日終止。

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8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (CONTINUED)

(a) Executive directors, non-executive directors and the chief executive (Continued)

		Fees	Salaries, allowances and benefits in kind	Performance related bonuses	Pension scheme contributions	Total remuneration
		費用	薪金、津貼及實物利益	與表現掛鈎的花紅	退休金計劃供款	薪酬合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
2013	2013年					
Executive directors:	執行董事：					
Mr. Sun Bai (note (1))	孫柏先生 (附註(1))	-	209	426	16	651
Mr. Yang Wansheng (note (1))	楊萬勝先生 (附註(1))	-	209	426	14	649
Ms. Li Taifang	李太芳女士	-	501	1,023	36	1,560
Mr. Zhang Chun	張淳先生	-	501	1,023	36	1,560
		-	1,420	2,898	102	4,420
Non-executive directors:	非執行董事：					
Mr. Pan Chongyi	潘崇義先生	50	32	-	-	82
Mr. Wang Zhian	王治安先生	50	32	-	-	82
		100	64	-	-	164
Independent non-executive directors:	獨立非執行董事：					
Mr. Liu Li	劉力先生	238	-	-	-	238
Ms. Liu Hongyu	劉紅宇女士	238	-	-	-	238
Mr. Fang Yongzhong	方永忠先生	238	-	-	-	238
Mr. Chan Kin Ho	陳建豪先生	238	-	-	-	238
		952	-	-	-	952
Supervisors:	監事：					
Mr. Quan Huaqiang	全華強先生	-	-	-	-	-
Mr. Qian Xiangdong	錢向東先生	-	-	-	-	-
Mr. Bai Ming	白明先生	-	520	-	36	556
		-	520	-	36	556
		1,052	2,004	2,898	138	6,092

Note (1): Mr. Yang Wansheng was retired from his position as the chairman and executive director of the Company on April 19, 2013. Mr. Sun Bai was appointed as the chairman and executive director of the Company on April 19, 2013.

附註(1)：楊萬勝先生於2013年4月19日退任本公司主席兼執行董事。孫柏先生於2013年4月19日獲委任為本公司主席兼執行董事。

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during the year.

年內，概無董事或行政總裁放棄或同意放棄任何薪酬的安排。

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9. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included one director (Mr. Sun Bai) and the chief executive (Mr. Zhang Chun) (2013: one director (Mr. Sun Bai) and the chief executive (Mr. Zhang Chun)), details of whose remuneration are set out in note 8 above. Details of the remuneration for the year of the remaining three (2013: three) highest paid employees who are neither a director nor chief executive of the Company are as follows:

Group

		2014	2013
		2014年	2013年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	1,278	1,278
Performance related bonuses	與表現掛鉤的花紅	2,920	2,608
Pension scheme contributions	退休金計劃供款	120	108
		4,318	3,994

The number of non-director and non-chief executive highest paid employees whose remuneration fell within the following band is as follows:

		Number of employees	
		僱員人數	
		2014	2013
		2014年	2013年
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至 2,000,000港元	3	3

9. 五位最高薪酬僱員

年內，五位最高薪酬僱員包括一名董事（孫柏先生）及行政總裁（張淳先生）（2013年：一名董事（孫柏先生）及行政總裁（張淳先生）），彼等的薪酬詳情載於上述附註8。年內既非董事亦非行政總裁的餘下三名（2013年：三名）最高薪酬僱員的薪酬詳情如下：

本集團

		2014	2013
		2014年	2013年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	1,278	1,278
Performance related bonuses	與表現掛鉤的花紅	2,920	2,608
Pension scheme contributions	退休金計劃供款	120	108
		4,318	3,994

薪酬在以下範圍的非董事及非行政總裁最高薪酬僱員人數如下：

		Number of employees	
		僱員人數	
		2014	2013
		2014年	2013年
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至 2,000,000港元	3	3

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10. INCOME TAX

Pursuant to the relevant laws and regulations in the PRC, the statutory enterprise income tax rate of 25% is applied to the Group for the years ended December 31, 2014 and 2013, except for one subsidiary of the Group which was entitled to the preferential tax rate of 15% (2013: 15%) because it is recognised as high and new technology enterprise by the local governments in the PRC.

Hong Kong profits tax has been provided at the rate of 16.5% (2013: 16.5%) on the estimated assessable profits arising in Hong Kong during the year. Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries (or jurisdictions) in which the Group operates.

10. 所得稅

根據中國相關法律及法規，本集團於截至2014年及2013年12月31日止年度適用的法定企業所得稅稅率為25%，惟本集團的一家附屬公司因被中國當地政府認為為高新技術企業而有權享有15%（2013年：15%）的優惠稅率。

香港利得稅乃就年內在香港產生的估計應課稅溢利按16.5%（2013年：16.5%）的稅率提撥。於其他地區的應課稅利潤乃按本集團營運所在的國家（或司法權區）的適用稅率計算稅項。

		2014	2013
		2014年	2013年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Current income tax – Mainland China	即期所得稅 – 中國大陸	720,870	702,121
Current income tax – Hong Kong	即期所得稅 – 香港	927	232
Current income tax – Others	即期所得稅 – 其他	9,919	25,551
Deferred income tax	遞延所得稅	(89,807)	(24,040)
		<hr/>	<hr/>
Total tax charge for the year	年度稅項支出總額	641,909	703,864

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10. INCOME TAX (CONTINUED)

A reconciliation of the tax expense applicable to profit before tax at the statutory rates for the countries (or jurisdictions) in which the Company and the majority of its subsidiaries are domiciled to the tax expense at the effective tax rates are as follows:

		2014 2014年 RMB'000 人民幣千元	2013 2013年 RMB'000 人民幣千元
Profit before tax	除稅前溢利	2,738,144	2,664,105
Tax at the statutory tax rate	按法定稅率計算的稅項	684,536	665,929
Lower tax rate(s) for specific provinces or enacted by local authority	特定省份或地方當局制定的較低稅率	(1,047)	(23)
Income not subject to tax	毋需課稅收入	(17)	(2,351)
Expenses not deductible for tax	不可扣稅開支	6,735	24,979
Tax losses utilised from previous periods	使用過往期間的稅項虧損	(8,179)	-
Deductible temporary differences not recognised	未確認可抵扣暫時差額	-	14,375
Utilisation of deductible temporary differences from previous period	動用過往期間可抵扣暫時差額	(33,869)	-
Others	其他	(6,250)	955
Tax charge at the Group's effective rate	按本集團實際稅率計算的稅項支出	641,909	703,864

The share of tax attributable to associates and joint ventures amounting to nil (2013: (RMB50,000)) and RMB17,000 (2013: nil), respectively, is included in "share of profits and losses of joint ventures and associates" in the consolidated statement of profit or loss.

按本公司及其大多數附屬公司所註冊國家(或司法權區)的法定稅率計算之除稅前溢利適用之稅項開支與按實際稅率計算之稅項開支的對賬如下:

應佔聯營公司及合營企業稅項分別為無(2013年: 人民幣50,000元)及人民幣17,000元(2013年: 無), 已計入合併損益表「應佔合營企業及聯營公司溢利及虧損」內。

11. PROFIT ATTRIBUTABLE TO OWNERS OF THE PARENT

The consolidated profit attributable to owners of the parent for the year ended December 31, 2014 includes a profit of RMB1,894,996,000 (2013: RMB1,940,781,000) which has been dealt with in the financial statements of the Company (note 30(b)).

11. 歸屬於母公司股東的溢利

截至2014年12月31日止年度歸屬於母公司股東的合併溢利包括已於本公司財務報表入賬的溢利人民幣1,894,996,000元(2013年: 人民幣1,940,781,000元)(附註30(b))。

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12. DIVIDENDS

Proposed final dividend of RMB0.2033 (2013: RMB0.19) per ordinary share	擬派末期股息每股普通股 人民幣0.2033元(2013年： 人民幣0.19元)
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The proposed final dividend for the year is subject to the approval of the Company's shareholders at the forthcoming annual general meeting.

13. 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 year attributable to ordinary equity holders of the parent, and the weighted average number of 4,125,700,000 (2013: 4,125,405,000) ordinary shares. The calculation of basic earnings per share is based on:

Earnings	盈利
Profit attributable to ordinary equity holders of the parent, used in the basic earnings per share calculation	計算每股基本盈利所用的歸屬於母公司普通權益持有人的溢利

Shares	股份
Weighted average number of ordinary shares in issue during the year used in the basic earnings per share calculation	計算每股基本盈利所用的年內已發行普通股的加權平均數

12. 股息

2014	2013
2014年	2013年
RMB'000	RMB'000
人民幣千元	人民幣千元

838,755	783,883
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擬派的本年度末期股息須獲本公司股東於應屆股東週年大會上批准。

13. 歸屬於母公司普通權益持有人的每股盈利

每股基本盈利乃按年內歸屬於母公司普通權益持有人的溢利及普通股的加權平均數4,125,700,000股(2013年：4,125,405,000股)計算。每股基本盈利的計算如下：

2014	2013
2014年	2013年
RMB'000	RMB'000
人民幣千元	人民幣千元

2,096,918	1,959,257
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Number of shares 股份數目

2014	2013
2014年	2013年
Thousands	Thousands
shares	shares
千股	千股

4,125,700	4,125,405
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14. PROPERTY, PLANT AND EQUIPMENT

14. 物業、廠房及設備

Group

本集團

		Buildings	Motor vehicles	Office and other equipment 辦公及其他設備	Construction In progress 在建工程	Total
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Cost:	成本：					
At January 1, 2013	於2013年1月1日	467,359	106,821	60,511	60,099	694,790
Additions	添置	-	10,213	11,494	66,340	88,047
Disposals	處置	(6,955)	(4,710)	(6,445)	-	(18,110)
Exchange adjustments	匯兌調整	(2,987)	(3,403)	(351)	-	(6,741)
At December 31, 2013	於2013年12月31日	457,417	108,921	65,209	126,439	757,986
At January 1, 2014	於2014年1月1日	457,417	108,921	65,209	126,439	757,986
Additions	添置	87,810	6,195	9,254	163,853	267,112
Disposals	處置	(26,099)	(6,836)	(8,930)	-	(41,865)
At December 31, 2014	於2014年12月31日	519,128	108,280	65,533	290,292	983,233
Accumulated depreciation:	累計折舊：					
At January 1, 2013	於2013年1月1日	(167,928)	(49,453)	(33,204)	-	(250,585)
Charge for the year	年內支出	(18,226)	(11,893)	(7,864)	-	(37,983)
Written back on disposals	處置後撥回	4,690	4,252	6,057	-	14,999
Exchange adjustments	匯兌調整	(217)	719	93	-	595
At December 31, 2013	於2013年12月31日	(181,681)	(56,375)	(34,918)	-	(272,974)
At January 1, 2014	於2014年1月1日	(181,681)	(56,375)	(34,918)	-	(272,974)
Charge for the year	年內支出	(17,323)	(9,506)	(8,000)	-	(34,829)
Written back on disposals	處置後撥回	14,414	3,786	8,059	-	26,259
At December 31, 2014	於2014年12月31日	(184,590)	(62,095)	(34,859)	-	(281,544)
Net book value:	賬面淨值：					
At December 31, 2013	於2013年12月31日	275,736	52,546	30,291	126,439	485,012
At December 31, 2014	於2014年12月31日	334,538	46,185	30,674	290,292	701,689

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14. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

14. 物業、廠房及設備 (續)

Company

本公司

		Buildings 樓宇 RMB'000 人民幣千元	Motor vehicles 汽車 RMB'000 人民幣千元	Office and other equipment 辦公及 其他設備 RMB'000 人民幣千元	Construction In progress 在建工程 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Cost:	成本：					
At January 1, 2013	於2013年1月1日	338,260	46,213	27,543	31,012	443,028
Additions	添置	-	2,951	4,003	6,995	13,949
Disposals	處置	-	(913)	(2,634)	-	(3,547)
At December 31, 2013	於2013年12月31日	338,260	48,251	28,912	38,007	453,430
At January 1, 2014	於2014年1月1日	338,260	48,251	28,912	38,007	453,430
Additions	添置	52,574	1,852	5,233	40,895	100,554
Disposals	處置	-	(2,563)	(4,518)	-	(7,081)
At December 31, 2014	於2014年12月31日	390,834	47,540	29,627	78,902	546,903
Accumulated depreciation:	累計折舊：					
At January 1, 2013	於2013年1月1日	(113,872)	(22,961)	(11,515)	-	(148,348)
Charge for the year	年內支出	(14,224)	(3,943)	(3,535)	-	(21,702)
Written back on disposals	處置後撥回	-	867	2,504	-	3,371
At December 31, 2013	於2013年12月31日	(128,096)	(26,037)	(12,546)	-	(166,679)
At January 1, 2014	於2014年1月1日	(128,096)	(26,037)	(12,546)	-	(166,679)
Charge for the year	年內支出	(14,501)	(3,717)	(3,825)	-	(22,043)
Written back on disposals	處置後撥回	-	2,435	4,230	-	6,665
At December 31, 2014	於2014年12月31日	(142,597)	(27,319)	(12,141)	-	(182,057)
Net book value:	賬面淨值：					
At December 31, 2013	於2013年12月31日	210,164	22,214	16,366	38,007	286,751
At December 31, 2014	於2014年12月31日	248,237	20,221	17,486	78,902	364,846

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14. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

14. 物業、廠房及設備 (續)

		The Group 本集團		The Company 本公司	
		2014	2013	2014	2013
		2014年	2013年	2014年	2013年
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Outside Hong Kong	香港以外				
- Long term leases	- 長期租賃	39,873	41,519	38,828	40,145
- Medium-term leases	- 中期租賃	228,340	194,973	152,940	142,195
- Freehold	- 永久業權	66,325	39,244	56,469	27,824
		334,538	275,736	248,237	210,164

As at December 31, 2014, certain of the Group's borrowings were secured by certain of the Group's buildings with an aggregate net book value of RMB4,333,000 (2013: RMB4,698,000).

於2014年12月31日，本集團若干借貸由本集團賬面總淨值為人民幣4,333,000元（2013年：人民幣4,698,000元）的若干樓宇作抵押。

As at December 31, 2014, the Group was in the process of applying for the ownership certificates for certain buildings. The aggregate carrying value of such properties of the Group was RMB22,952,000 (2013: RMB45,973,000). The directors are of the opinion that the Group is entitled to lawfully occupy or use these buildings.

於2014年12月31日，本集團正在為若干樓宇申請所有權證書。本集團的該等物業的賬面總值為人民幣22,952,000元（2013年：人民幣45,973,000元）。董事認為，本集團有權合法佔用或使用此等樓宇。

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15. INVESTMENT PROPERTIES

15. 投資物業

		The Group 本集團		The Company 本公司	
		2014 2014年 RMB'000 人民幣千元	2013 2013年 RMB'000 人民幣千元	2014 2014年 RMB'000 人民幣千元	2013 2013年 RMB'000 人民幣千元
Cost:	成本：				
At the beginning of the year	於年初	26,623	27,538	21,244	21,244
Disposals	處置	(3,265)	(865)	-	-
Exchange adjustments	匯兌調整	-	(50)	-	-
At the end of the year	於年末	23,358	26,623	21,244	21,244
Accumulated depreciation:	累計折舊：				
At the beginning of the year	於年初	(12,460)	(11,827)	(6,020)	(5,041)
Charge for the year	年內支出	(1,929)	(882)	(980)	(979)
Written back on disposals	處置後撥回	1,368	237	-	-
Exchange adjustments	匯兌調整	-	12	-	-
At the end of the year	於年末	(13,021)	(12,460)	(7,000)	(6,020)
Net book value:	賬面淨值：	10,337	14,163	14,244	15,224

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15. INVESTMENT PROPERTIES (CONTINUED)

The analysis of net book value of investment properties is as follows:

15. 投資物業 (續)

投資物業的賬面淨值分析如下：

		The Group		The Company	
		本集團		本公司	
		2014	2013	2014	2013
		2014年	2013年	2014年	2013年
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
In Hong Kong	於香港				
- Medium-term leases	- 中期租賃	1,197	1,213	-	-
Outside Hong Kong	香港以外				
- Medium-term leases	- 中期租賃	9,140	12,950	14,244	15,224
		10,337	14,163	14,244	15,224

According to the property valuation reports issued on March 17, 2015 by Savills Corporate Appraisal and Advisory Limited, a firm of independent qualified valuer in Hong Kong, using term and reversion method, the fair value as at December 31, 2014 of the Group's and the Company's investment properties, including land use rights, which are classified in "Prepaid land lease payments" (note 16), were RMB136,154,000 (2013: RMB134,650,000, based on property valuation report issued by Jones Lang LaSalle Corporate Appraisal and Advisory Limited, using term and reversion method) and RMB101,000,000 (2013: RMB79,526,000, based on property valuation report issued by Jones Lang LaSalle Corporate Appraisal and Advisory Limited, using term and reversion method), respectively.

The Group leases out investment properties under operating leases. The leases typically run for an initial period of 1 to 5 years, with an option to renew the lease after expiry date at which time all terms are renegotiated. None of the leases includes contingent rentals.

根據第一太平戴維斯估值及專業顧問有限公司(香港的獨立合資格估值師事務所)採用年期及復歸法於2015年3月17日發出的物業估值報告,於2014年12月31日,本集團及本公司的投資物業(包括被分類為「預付土地租賃款項」(附註16)的土地使用權)的公允值分別為人民幣136,154,000元(2013年:人民幣134,650,000元,根據仲量聯行企業評估及諮詢有限公司採用年期及復歸法發出的物業估值報告)及人民幣101,000,000元(2013年:人民幣79,526,000元,根據仲量聯行企業評估及諮詢有限公司採用年期及復歸法發出的物業估值報告)。

本集團以經營租賃方式出租投資物業。租賃初始一般為期1至5年,到期日後可在重新磋商所有條款的情況下重續。租賃概不附帶或有租金。

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15. INVESTMENT PROPERTIES (CONTINUED)

Fair value hierarchy

The following table sets forth the fair value of the investment properties of the Group as at December 31, 2014 in accordance with the hierarchy of fair value measurement:

Recurring fair value measurement for: 經常性公允值計量：		Fair value as at December 31, 2014 Significant unobservable inputs (Level 3) 於2014年 12月31日的公允值 重大不可觀察 輸入數據(第3級) RMB'000 人民幣千元	Fair value as at December 31, 2013 Significant unobservable inputs (Level 3) 於2013年 12月31日的公允值 重大不可觀察 輸入數據(第3級) RMB'000 人民幣千元
Commercial properties	商業物業	136,154	134,650

All of the Group's investment properties are commercial properties.

Below is a summary of the valuation techniques used and the key inputs to the valuation of investment properties:

Valuation techniques
估值方法
Term and Reversion
年期及復歸

Under income approach, term and reversion approach in particular, the rental income derived from the existing tenancies with due allowance for the reversionary potential of the property is capitalised at the capitalisation rate. The estimated total net leased income is capitalised over the remaining term of land use rights of the property at an appropriate market yield expected by investors for the type of properties.

15. 投資物業(續)

公允值層級

下表列示根據公允值層級計量的本集團於2014年12月31日的投資物業公允值：

Recurring fair value measurement for: 經常性公允值計量：		Fair value as at December 31, 2014 Significant unobservable inputs (Level 3) 於2014年 12月31日的公允值 重大不可觀察 輸入數據(第3級) RMB'000 人民幣千元	Fair value as at December 31, 2013 Significant unobservable inputs (Level 3) 於2013年 12月31日的公允值 重大不可觀察 輸入數據(第3級) RMB'000 人民幣千元
Commercial properties	商業物業	136,154	134,650

本集團的所有投資物業均為商業物業。

投資物業所用估值方法及主要估值輸入數據概述如下：

Significant unobservable inputs
重大不可觀察輸入數據
Unit rental (RMB/sq.m./day)
出租單價(人民幣元/平米/天)
Term yield
年期回報率
Reversionary yield
復歸回報率

根據收益法，尤其是年期及復歸法，現有租約內的租金收入連同該物業復歸潛力的適當補償按資本化率予以資本化。估計租金淨收益總額按投資者對不同類型物業預期的適當市場回報率於物業餘下的土地使用權年內予以資本化。

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16. PREPAID LAND LEASE PAYMENTS

16. 預付土地租賃款項

		The Group		The Company	
		本集團		本公司	
		2014	2013	2014	2013
		2014年	2013年	2014年	2013年
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Cost:	成本：				
At the beginning of the year	於年初	1,895,005	1,894,201	1,545,392	1,545,392
Addition	添置	-	804	-	-
Disposals	處置	(1,675)	-	-	-
At the end of the year	於年末	1,893,330	1,895,005	1,545,392	1,545,392
Accumulated amortisation:	累計攤銷：				
At the beginning of the year	於年初	(106,896)	(67,053)	(92,277)	(58,085)
Charge for the year	年內支出	(41,858)	(39,843)	(34,214)	(34,192)
Written back on disposals	處置後撥回	512	-	-	-
At the end of the year	於年末	(148,242)	(106,896)	(126,491)	(92,277)
Net book value:	賬面淨值：	1,745,088	1,788,109	1,418,901	1,453,115

The leasehold land is situated in Mainland China and is held under a long term lease.

租賃土地位於中國大陸，並根據長期租約持有。

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17. OTHER INTANGIBLE ASSETS

17. 其他無形資產

		The Group 本集團		The Company 本公司	
		2014 2014年 RMB'000 人民幣千元	2013 2013年 RMB'000 人民幣千元	2014 2014年 RMB'000 人民幣千元	2013 2013年 RMB'000 人民幣千元
Cost:	成本：				
At the beginning of the year	於年初	11,531	11,248	7,109	6,948
Additions	添置	4,332	2,586	2,778	2,464
Disposals	處置	-	(2,303)	-	(2,303)
At the end of the year	於年末	15,863	11,531	9,887	7,109
Accumulated amortisation:	累計折舊：				
At the beginning of the year	於年初	(3,612)	(3,589)	(2,246)	(2,508)
Charge for the year	年內支出	(3,505)	(2,326)	(2,764)	(2,041)
Disposals	處置	-	2,303	-	2,303
At the end of the year	於年末	(7,117)	(3,612)	(5,010)	(2,246)
Net book value:	賬面淨值：	8,746	7,919	4,877	4,863

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18. INVESTMENTS IN SUBSIDIARIES

18. 對附屬公司的投資

		2014	2013
		2014年	2013年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Unlisted shares, at cost	非上市股份，按成本	1,983,293	1,964,706
Impairment	減值	(5,041)	(5,041)
		1,978,252	1,959,665

Particulars of the principal subsidiaries are as follows:

主要附屬公司的詳細資料如下：

Name	Place and date of incorporation/ registration	Nominal value of issued ordinary/ registered share capital	Percentage of equity attributable to the Company		Principal activities	Nature of PRC Incorporated company
			Direct	Indirect		
名稱	註冊成立／註冊地點及日期	已發行普通股／註冊股本面值	本公司應佔權益百分比	直接	間接	中國註冊成立公司性質
1 CMEC International Engineering Co., Ltd. 中設國際工程有限責任公司	The PRC September 9, 1997 中國 1997年9月9日	RMB50,000,000 人民幣 50,000,000元	100%	-	Construction contracting and trading 施工承包及貿易	Limited liability company 有限責任公司
2 China Everbest Development International Limited 華盛昌發展有限公司	Hong Kong SAR August 12, 1988 香港特別行政區 1988年8月12日	HKD22,136,400 22,136,400港元	100%	-	Trading and security investment 貿易及證券投資	-
3 China Machinery & Equipment (HK) Company Limited 中國機械設備香港有限公司	Hong Kong SAR September 20, 1983 香港特別行政區 1983年9月20日	HKD25,115,970 25,115,970港元	100%	-	Trading 貿易	-

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18. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

18. 對附屬公司的投資 (續)

Name 名稱	Place and date of incorporation/ registration 註冊成立/ 註冊地點及日期	Nominal value of issued ordinary/ registered share capital 已發行普通股/ 註冊股本面值	Percentage of equity attributable to the Company 本公司應佔 權益百分比		Principal activities 主要業務	Nature of PRC incorporated company 中國註冊成立公司性質
			Direct 直接	Indirect 間接		
4 CMEC Engineering Machinery Import & Export Co., Ltd. 中設工程機械進出口有限責任公司	The PRC January 9, 1995 中國 1995年1月9日	RMB20,000,000 人民幣 20,000,000元	100%	-	Trading 貿易	Limited liability company 有限責任公司
5 CMEC Comtrans International Co., Ltd. 中設國際商務運輸代理 有限責任公司	The PRC March 5, 1997 中國 1997年3月5日	RMB20,000,000 人民幣 20,000,000元	100%	-	Transportation agency 運輸代理	Limited liability company 有限責任公司
6 Ausino Pty. Ltd. 澳大利亞澳華機械有限公司	Australia September 13, 1984 澳大利亞 1984年9月13日	AUD3,974,486 3,974,486澳元	92.95%	-	Wholesale and retail of machinery equipment 機械設備批發及零售	-
7 Shanghai International Transportation Co., Ltd. 中設集團上海國際貨代儲運 有限公司	The PRC January 30, 1996 中國 1996年1月30日	RMB10,820,000 人民幣 10,820,000元	100%	-	Transportation agency 運輸代理	Limited liability company 有限責任公司
8 Shenzhen CMEC Industry Corporation Limited 深圳市中設實業有限公司	The PRC March 18, 1992 中國 1992年3月18日	RMB9,200,000 人民幣 9,200,000元	100%	-	Storage and property service 儲存及物業服務	Limited liability company 有限責任公司

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18. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

18. 對附屬公司的投資 (續)

Name 名稱	Place and date of incorporation/ registration 註冊成立/ 註冊地點及日期	Nominal value of issued ordinary/ registered share capital 已發行普通股/ 註冊股本面值	Percentage of equity attributable to the Company 本公司應佔 權益百分比		Principal activities 主要業務	Nature of PRC incorporated company 中國註冊成立公司性質
			Direct 直接	Indirect 間接		
9 CMEC International Trading Co., Ltd. 中設國際貿易有限責任公司	The PRC January 16, 1995 中國 1995年1月16日	RMB8,000,000 人民幣 8,000,000元	100%	-	Trading 貿易	Limited liability company 有限責任公司
10 CMEC Machinery & Electric Equipment Import & Export 中設機電進出口有限公司	The PRC January 16, 1995 中國 1995年1月16日	RMB20,000,000 人民幣 20,000,000元	100%	-	Trading 貿易	Limited liability company 有限責任公司
11 CMEC International Exhibition Co., Ltd. 西麥克國際展覽有限責任公司	The PRC January 9, 1995 中國 1995年1月9日	RMB10,000,000 人民幣 10,000,000元	100%	-	Exhibition services 展覽服務	Limited liability company 有限責任公司
12 CMEC Beijing Property Development Co., Ltd. 中國機械設備進出口 北京物業發展有限責任公司	The PRC January 15, 1985 中國 1985年1月15日	RMB5,000,000 人民幣 5,000,000元	100%	-	Property management and rental 物業管理及租賃	Limited liability company 有限責任公司
13 CMEC General Machinery Import & Export Co., Ltd. 中設通用機械進出口 有限責任公司	The PRC January 9, 1995 中國 1995年1月9日	RMB6,000,000 人民幣 6,000,000元	100%	-	Trading 貿易	Limited liability company 有限責任公司

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18. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

18. 對附屬公司的投資 (續)

Name 名稱	Place and date of incorporation/ registration 註冊成立/ 註冊地點及日期	Nominal value of issued ordinary/ registered share capital 已發行普通股/ 註冊股本面值	Percentage of equity attributable to the Company 本公司應佔 權益百分比		Principal activities 主要業務	Nature of PRC incorporated company 中國註冊成立公司性質
			Direct 直接	Indirect 間接		
14 China Machinery and Equipment International Tendering Co., Ltd. 中設國際招標有限責任公司	The PRC April 29, 1996 中國 1996年4月29日	RMB5,000,000 人民幣 5,000,000元	100%	-	Tendering for construction contracts 建造合同招標	Limited liability company 有限責任公司
15 China Machinery Industrial Products Co., Ltd. 中設集團工貿發展 有限責任公司	The PRC February 6, 2002 中國 2002年2月6日	RMB75,000,000 人民幣 75,000,000元	100%	-	Trading 貿易	Limited liability company 有限責任公司
16 CMEC Petrochemical-General Machinery Co., Ltd. 中設石化機械有限公司	The PRC January 16, 1995 中國 1995年1月16日	RMB5,000,000 人民幣 5,000,000元	100%	-	Trading 貿易	Limited liability company 有限責任公司
17 China Machinery International Engineering Design & Research Institute Co., Ltd. 中機國際工程設計研究院 有限責任公司	The PRC October 5, 1993 中國 1993年10月5日	RMB116,220,000 人民幣 116,220,000元	100%	-	Engineering design, contracting and supervision 工程設計、承包及監理	Limited liability company 有限責任公司
18 China-East Resources Import & Export Co., Ltd. 中經東源進出口有限責任公司	The PRC July 22, 1993 中國 1993年7月22日	RMB20,000,000 人民幣 20,000,000元	100%	-	Construction contracting and trading 施工承包及貿易	Limited liability company 有限責任公司

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18. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

18. 對附屬公司的投資 (續)

Name 名稱	Place and date of incorporation/ registration 註冊成立/ 註冊地點及日期	Nominal value of issued ordinary/ registered share capital 已發行普通股/ 註冊股本面值	Percentage of equity attributable to the Company 本公司應佔 權益百分比		Principal activities 主要業務	Nature of PRC incorporated company 中國註冊成立公司性質
			Direct 直接	Indirect 間接		
19 China National Machinery & Equipment Import & Export (Suzhou) Co., Ltd. 中設(蘇州)機械設備進出口 有限責任公司	The PRC February 20, 1987 中國 1987年2月20日	RMB19,562,000 人民幣 19,562,000元	100%	-	Trading 貿易	Limited liability company 有限責任公司
20 Shanghai Zhong Jing Import & Export Corporation 上海中經進出口有限責任公司	The PRC December 21, 1995 中國 1995年12月21日	RMB3,500,000 人民幣 3,500,000元	100%	-	Trading 貿易	Limited liability company 有限責任公司
21 China National Machinery & Equipment Import & Export (Wuxi) Co., Ltd. 中設(無錫)機械設備進出口 有限責任公司	The PRC April 9, 1987 中國 1987年4月9日	RMB11,500,000 人民幣 11,500,000元	100%	-	Trading 貿易	Limited liability company 有限責任公司
22 Sino American Machinery Corporation 美國華美機械有限公司	United States of America ("USA") August 22, 1983 美利堅合眾國(「美國」) 1983年8月22日	USD1,918,476 1,918,476美元	100%	-	Trading 貿易	-
23 Euro M.E.C. Import & Export GmbH 歐麥克進出口有限公司	Germany March 9, 1990 德國 1990年3月9日	DEM100,000 100,000德國馬克	100%	-	Trading 貿易	-

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18. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

18. 對附屬公司的投資 (續)

Name 名稱	Place and date of incorporation/ registration 註冊成立/ 註冊地點及日期	Nominal value of issued ordinary/ registered share capital 已發行普通股/ 註冊股本面值	Percentage of equity attributable to the Company 本公司應佔 權益百分比		Principal activities 主要業務	Nature of PRC incorporated company 中國註冊成立公司性質
			Direct 直接	Indirect 間接		
24 CMEC Japan Co., Ltd. CMEC日本株式會社	Japan April 2, 1986 日本 1986年4月2日	JPY50,000,000 50,000,000日圓	80%	-	Trading 貿易	-
25 Henan Machinery & Electric Import & Export Co., Ltd. 河南中經進出口有限責任公司	The PRC April 17, 1997 中國 1997年4月17日	RMB4,180,000 人民幣 4,180,000元	67%	-	Trading 貿易	Limited liability company 有限責任公司
26 CMIC International Exhibition Co., Ltd. 中經國際展覽有限公司	The PRC May 17, 1995 中國 1995年5月17日	RMB1,000,000 人民幣 1,000,000元	90%	-	Exhibition services 展覽服務	Limited liability company 有限責任公司
27 CMIC Enmei Co., Ltd. CMIC燕明株式會社	Japan May 13, 1994 日本 1994年5月13日	JPY26,000,000 26,000,000日圓	77%	-	Trading 貿易	Limited liability company 有限責任公司
28 CMEC International Economic & The PRC Legal Advisors (Beijing) Inc. 西邁克(北京)國際經濟 法律諮詢有限責任公司	The PRC September 24, 1993 中國 1993年9月24日	RMB500,000 人民幣 500,000元	100%	-	Legal consultancy 法律諮詢	Limited liability company 有限責任公司

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18. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

18. 對附屬公司的投資 (續)

Name 名稱	Place and date of incorporation/ registration 註冊成立/ 註冊地點及日期	Nominal value of issued ordinary/ registered share capital 已發行普通股/ 註冊股本面值	Percentage of equity attributable to the Company 本公司應佔 權益百分比		Principal activities 主要業務	Nature of PRC incorporated company 中國註冊成立公司性質
			Direct 直接	Indirect 間接		
29 China National Machinery & Equipment Import & Export (Fujian) Co., Ltd. 福建中設機械設備進出口有限公司	The PRC February 21, 2001 中國 2001年2月21日	RMB5,460,000 人民幣5,460,000元	55%	-	Trading 貿易	Limited liability company 有限責任公司
30 China National Machinery & Equipment Import & Export (Hubei) Co., Ltd. 中設集團湖北機械設備進 出口有限公司	The PRC November 30, 2007 中國 2007年11月30日	RMB5,000,000 人民幣5,000,000元	51%	-	Trading 貿易	Limited liability company 有限責任公司
31 CMEC Senegal S.A. 中國機械設備進出口總公司 塞內加爾股份有限公司	Senegal April 20, 2009 塞內加爾 2009年4月20日	XOF10,000,000 10,000,000西非法郎	100%	-	Construction contracting 施工承包	-
32 CMEC Engineering, C.A. 西麥克委內瑞拉工程公司	Venezuela March 11, 2011 委內瑞拉 2011年3月11日	VEF200,000 200,000強勢玻利瓦爾	99.90%	0.10%	Construction contracting 施工承包	-
33 CMEC Nigeria Development Limited 中國機械設備進出口總公司 尼日利亞發展有限公司	Nigeria March 25, 2011 尼日利亞 2011年3月25日	NGN20,000,000 20,000,000奈拉	100%	-	Construction contracting 施工承包	-

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18. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

18. 對附屬公司的投資 (續)

Name 名稱	Place and date of incorporation/ registration 註冊成立/ 註冊地點及日期	Nominal value of issued ordinary/ registered share capital 已發行普通股/ 註冊股本面值	Percentage of equity attributable to the Company 本公司應佔權益百分比		Principal activities 主要業務	Nature of PRC incorporated company 中國註冊成立公司性質
			Direct 直接	Indirect 間接		
34 China Machinery Engineering Argentina S.A. 中國機械設備工程阿根廷股份 有限公司	Argentina July 30, 2012 阿根廷 2012年7月30日	ARS429,000 429,000比索	90%	10%	Construction contracting 施工承包	-
35 China Power Construction Engineering Consulting Central Southern Corporation 中國電力建設工程諮詢中南 有限公司	The PRC January 11, 1993 中國 1993年1月11日	RMB5,000,000 人民幣 5,000,000元	50%	-	Engineering design 工程設計	Limited liability company 有限責任公司
36 China Machinery Engineering Corporation Namibia (Proprietary) Limited 中國機械設備工程股份有限公司 納米比亞有限責任公司	Namibia June 11, 2013 納米比亞 2013年6月11日	NAD20,000 20,000 納米比亞元	100%	-	Construction contracting 施工承包	-
37 China Machinery Engineering Corporation (PNG) Limited 中國機械設備工程股份有限公司 巴布亞新幾內亞有限責任公司	Papua New Guinea January 22, 2014 巴布亞新幾內亞 2014年1月22日	USD50,000 50,000美元	100%	-	Construction contracting 施工承包	-
38 Sinland Development PTE Ltd. 騰新發展有限公司	Singapore July 22, 2014 新加坡 2014年7月22日	USD1,000,000 1,000,000美元	100%	-	Construction contracting 施工承包	-

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

上表載述本公司的附屬公司。董事認為，該等公司主要影響本年度業績或構成本集團大部份資產淨值。董事認為，若詳述其他附屬公司將導致詳情過於冗長。

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19. INVESTMENTS IN A JOINT VENTURE

19. 對合營企業的投資

		Group		Company	
		本集團		本公司	
		2014	2013	2014	2013
		2014年	2013年	2014年	2013年
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Share of net assets	應佔資產淨值	50,067	–	50,067	–
Provision for impairment	減值撥備	–	–	–	–
		50,067	–	50,067	–

Particulars of the joint venture are as follows

主要合營企業的詳細資料如下：

Name	Particulars of issued shares held	Place and date of registration	Percentage of ownership interest, voting power and profit sharing	Principal activity
名稱	所持有已發行股份詳情	註冊地點及日期	所有權權益、投票權及溢利分配百分比	主要業務
China National Guo Lian Development New Energy (Wuxi) Co., Ltd	Registered capital of RMB200,000,000 and paid up capital of RMB100,000,000	The PRC November 4, 2014	50%	Engineering design
中設國聯無錫新能源發展有限公司	註冊資本為人民幣200,000,000元及實繳資本為人民幣100,000,000元	中國 2014年11月4日	50%	工程設計

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19. INVESTMENTS IN A JOINT VENTURE (CONTINUED)

The following table illustrates the summarised financial information of the joint venture:

19. 對合營企業的投資 (續)

下表列示合營企業的財務資料概要：

		2014 2014年 RMB'000 人民幣千元
Current assets	流動資產	54,890
Non-current assets	非流動資產	82,074
Current liabilities	流動負債	(35,480)
Non-current liabilities	非流動負債	(1,349)
Net assets	資產淨額	<u>100,135</u>
Proportion of the Group's ownership	本集團擁有權比例	50%
Group's share of net assets of the joint venture	本集團應佔合營企業的資產淨額	<u>50,067</u>
Revenue	收入	239
Expenses	開支	(59)
Profit before tax	除稅前溢利	180
Tax	稅項	(46)
Profit after tax	除稅後溢利	134
Other comprehensive income	其他綜合收益	-
Total comprehensive income	綜合收益總額	<u>134</u>
Proportion of the Group's ownership	本集團擁有權比例	50%
Group's share of profit of the joint venture	本集團應佔合營企業的溢利	<u>67</u>
Share of total comprehensive income	應佔綜合收益總額	<u>67</u>

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20. INVENTORIES

20. 存貨

		Group		Company	
		本集團		本公司	
		2014	2013	2014	2013
		2014年	2013年	2014年	2013年
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Goods in transit	在途商品	21	4,265	-	3,714
Entrusted processing materials	委託加工物資	145,682	15,745	-	1,647
Finished goods	製成品	108,208	178,796	4,009	-
Others	其他	6,068	13,929	-	-
		259,979	212,735	4,009	5,361

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21. AMOUNTS DUE FROM CONTRACT CUSTOMERS

21. 應收合同客戶款項

		Group 本集團		Company 本公司	
		2014	2013	2014	2013
		2014年	2013年	2014年	2013年
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Gross amounts due from contract customers	應收合同客戶款項總額				
– Current portion	– 流動部分	2,745,274	2,372,575	2,415,020	2,059,414
– Non-current portion	– 非流動部分	2,698,467	3,201,943	2,671,413	3,136,275
		5,443,741	5,574,518	5,086,433	5,195,689
Contract costs incurred plus recognised profits less recognised losses to date	迄今已產生合同成本加已確認溢利減已確認虧損	67,045,389	61,086,026	62,187,067	57,234,187
Less: Progress billings	減：進度款項	61,601,648	55,511,508	57,100,634	52,038,498
		5,443,741	5,574,518	5,086,433	5,195,689

The movements in provision for impairment of amounts due from customers are as follows:

應收客戶款項的減值撥備變動如下：

		Group 本集團		Company 本公司	
		2014	2013	2014	2013
		2014年	2013年	2014年	2013年
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
At January 1	於1月1日	236,690	177,243	259,524	200,077
Impairment losses recognised	已確認的減值虧損	103,174	59,447	76,213	59,447
Transfer out to trade and other receivables	轉出至貿易及其他應收款項	(149,486)	–	(149,486)	–
Impairment losses reversed	已撥回的減值虧損	(107,607)	–	(107,607)	–
		82,771	236,690	78,644	259,524

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21. AMOUNTS DUE FROM CONTRACT CUSTOMERS (CONTINUED)

The amounts due from related parties of the Company included in the amounts due from contract customers are analysed as follows, which are unsecured, interest-free and have no fixed terms of repayment:

21. 應收合同客戶款項 (續)

應收本公司關聯方款項(計入應收合同客戶款項)分析如下,該等款項為無擔保、免息並無固定還款期:

		Group 本集團		Company 本公司	
		2014	2013	2014	2013
		2014年	2013年	2014年	2013年
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Subsidiaries	附屬公司	-	-	-	22,834

22. TRADE AND OTHER RECEIVABLES

22. 貿易及其他應收款項

		Group 本集團		Company 本公司	
		2014	2013	2014	2013
		2014年	2013年	2014年	2013年
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Bills receivable	應收票據	43,576	33,471	-	-
Trade receivables	貿易應收款項	4,378,251	2,787,009	2,585,228	1,601,661
Less: Allowance for doubtful debts	減: 呆賬撥備	(b) (543,343)	(461,300)	(273,287)	(214,478)
Trade and bills receivables	貿易應收款項及應收票據	(a) 3,878,484	2,359,180	2,311,941	1,387,183
Advances to suppliers	供應商預付款	1,011,211	1,234,748	479,067	692,462
Other receivables	其他應收款項	1,175,610	1,112,450	3,940,191	1,269,398
Derivative financial instruments	衍生金融工具	-	142,332	-	118,165
Others	其他	246,266	156,655	59,857	352,631
Less: Allowance for doubtful debts	減: 呆賬撥備	(b) (62,123)	(57,330)	(2,197)	(3,151)
		1,359,753	1,354,107	3,997,851	1,737,043
Portion classified as non-current assets	分類為非流動資產的部分	(70,375)	(53,382)	-	(50,186)
Current portion	流動部分	(e)(f) 6,179,073	4,894,653	6,788,859	3,766,502

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22. TRADE AND OTHER RECEIVABLES (CONTINUED)

(a) Ageing analysis

An ageing analysis of the trade and bills receivables as at the end of the reporting period, based on the invoice date and net of provisions, is as follows:

		Group 本集團		Company 本公司	
		2014	2013	2014	2013
		2014年	2013年	2014年	2013年
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Within 3 months	3個月以內	1,938,313	1,306,468	940,002	839,830
3 months to 6 months	3個月至6個月	511,708	218,537	145,788	80,262
6 months to 1 year	6個月至1年	554,783	301,757	526,875	149,204
Over 1 year	1年以上	873,680	532,418	699,276	317,887
		3,878,484	2,359,180	2,311,941	1,387,183

There are no unified standard credit terms granted to customers of construction business and trading business. The credit terms granted to customers of construction business are negotiated individually on a case-by-case basis and set forth in the relevant contracts. The credit terms granted to customers of trading business are normally about three to six months. The bills receivable are generally due within 180 days from the date of issuance. The Group's credit policy is set out in note 36(a).

22. 貿易及其他應收款項 (續)

(a) 賬齡分析

根據發票日期，於報告期末的貿易應收款項及應收票據經扣除撥備的賬齡分析如下：

施工承包業務及貿易業務的客戶並無獲授統一標準信貸期。授予施工承包業務客戶的信貸期乃按個別情況逐次獨立協定，並載列於有關合同內。授予貿易業務客戶的信貸期一般約為三至六個月。應收票據一般於發行日期起計180日內到期。本集團的信貸政策載於附註36(a)。

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22. TRADE AND OTHER RECEIVABLES (CONTINUED)

(b) Impairment of trade and other receivables

The movements in provision for impairment of trade receivables and other receivables are as follows:

		Group		Company	
		本集團		本公司	
		2014	2013	2014	2013
		2014年	2013年	2014年	2013年
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
At January 1	於1月1日	518,630	466,104	217,629	219,489
Impairment losses recognised	已確認的減值虧損	150,411	59,398	98,555	43,641
Transfer in from amounts due from contract customers	轉撥自應收合同客戶款項	149,486	–	149,486	–
Impairment losses reversed	已撥回的減值虧損	(195,570)	–	(190,186)	–
Amount written off as uncollectible	撇銷不可收回的金額	(17,491)	(6,872)	–	(45,501)
		605,466	518,630	275,484	217,629

22. 貿易及其他應收款項 (續)

(b) 貿易及其他應收款項減值

貿易應收款項及其他應收款項減值撥備的變動如下：

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22. TRADE AND OTHER RECEIVABLES (CONTINUED)

(b) Impairment of trade and other receivables (Continued)

As at December 31, 2014, the Group's trade and bills receivable of RMB1,572,775,000 (2013: RMB844,877,000) and the Company's trade and bills receivables of RMB1,324,642,000 (2013: RMB534,429,000) were individually determined to be impaired. The individually impaired receivables related to debtors that were in financial difficulties, and management assessed that only a portion of the receivables is expected to be recovered. Consequently, as at December 31, 2014, specific allowances for doubtful debts of RMB449,947,000 (2013: RMB461,300,000) and RMB273,287,000 (2013: RMB214,478,000) were recognised by the Group and the Company, respectively.

As at December 31, 2014, the Group's other receivables of RMB82,108,000 (2013: RMB85,292,000) and the Company's other receivables of RMB2,197,000 (2013: RMB3,452,000) were individually determined to be impaired. The individually impaired receivables related to debtors that were in financial difficulties and management assessed that only a portion of the receivables is expected to be recovered. Consequently, as at December 31, 2014, specific allowances for doubtful debts of RMB57,630,000 (2013: RMB57,330,000) and RMB2,197,000 (2013: RMB3,151,000) were recognised by the Group and the Company, respectively.

22. 貿易及其他應收款項 (續)

(b) 貿易及其他應收款項減值 (續)

於2014年12月31日，本集團的貿易應收款項及應收票據人民幣1,572,775,000元（2013年：人民幣844,877,000元）及本公司的貿易應收款項及應收票據人民幣1,324,642,000元（2013年：人民幣534,429,000元）被個別釐定為減值。個別減值的應收款項與當時正處於財務困難或面對訴訟程序的債務人有關，管理層因此評估，預期僅有一部分的應收款項可以收回。因此，本集團及本公司於2014年12月31日確認特定呆賬撥備分別為人民幣449,947,000元（2013年：人民幣461,300,000元）及人民幣273,287,000元（2013年：人民幣214,478,000元）。

於2014年12月31日，本集團的其他應收款項人民幣82,108,000元（2013年：人民幣85,292,000元）及本公司的其他應收款項人民幣2,197,000元（2013年：人民幣3,452,000元）被個別釐定為減值。個別減值的應收款項與當時正處於財務困難的債務人有關，管理層因此評估，預期僅有一部分的應收款項可以收回。因此，本集團及本公司於2014年12月31日確認特定呆賬撥備分別為人民幣57,630,000元（2013年：人民幣57,330,000元）及人民幣2,197,000元（2013年：人民幣3,151,000元）。

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22. TRADE AND OTHER RECEIVABLES (CONTINUED)

(c) Trade and bills receivables that are not impaired

The ageing analysis of the trade and bills receivables that are not individually nor collectively considered to be impaired is as follows:

		Group 本集團		Company 本公司	
		2014 2014年 RMB'000 人民幣千元	2013 2013年 RMB'000 人民幣千元	2014 2014年 RMB'000 人民幣千元	2013 2013年 RMB'000 人民幣千元
Neither past due nor impaired	既未逾期亦未減值	1,369,427	1,681,820	1,260,851	884,445
Less than 3 months past due	逾期3個月以內	-	135,350	-	104,689
3 months to 6 months past due	逾期3個月至6個月	-	46,517	-	37,151
More than 6 months past due	逾期6個月以上	-	26,491	-	4,210
More than 1 year past due	逾期1年以上	28,494	85,425	-	36,737
		1,397,921	1,975,603	1,260,851	1,067,232

Receivables that were neither past due nor impaired relate to a large number of diversified customers for whom there was no recent history of default.

Receivables that were past due but not impaired relate to a number of independent customers that have a good track record with the Group. Based on past experience, the management believes that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable.

22. 貿易及其他應收款項 (續)

(c) 未減值的貿易應收款項及應收票據

既未單獨亦未共同視為減值的貿易應收款項及應收票據的賬齡分析如下：

既未逾期亦未減值的應收款項與近期並無拖欠記錄的多名各行業客戶有關。

逾期但並未減值的應收款項與多名獨立客戶有關，彼等與本集團具有良好的往績記錄。根據過往經驗，由於信貸質量並無重大變化且該等結餘仍被視為可悉數收回，故管理層相信毋須就該等結餘作減值撥備。

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22. TRADE AND OTHER RECEIVABLES (CONTINUED)

(d) The amounts due from related parties of the Group included in the trade and other receivables are analysed as follows:

		Group 本集團		Company 本公司	
		2014 2014年 RMB'000 人民幣千元	2013 2013年 RMB'000 人民幣千元	2014 2014年 RMB'000 人民幣千元	2013 2013年 RMB'000 人民幣千元
SINOMACH	國機	-	10,159	-	-
Fellow subsidiaries	同系附屬公司	19,638	22,029	-	-
Subsidiaries	附屬公司	-	-	3,139,919	897,262

These balances are unsecured, non-interest-bearing and repayable on similar credit terms to those offered to the major customers of the Group.

(e) As at December 31, 2014 and December 31, 2013, none of the Group's borrowings were secured by the Group's trade receivables.

22. 貿易及其他應收款項 (續)

(d) 應收本集團關聯方款項 (計入貿易及其他應收款項) 分析如下:

該等結餘為無擔保、不計息並按相近於本集團主要客戶獲提供的信貸期償還。

(e) 於2014年12月31日及2013年12月31日，本集團概無借貸由本集團的貿易應收款項作為抵押。

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23. CASH AND CASH EQUIVALENTS AND PLEDGED DEPOSITS

23. 現金及現金等價物及有抵押存款

		Group 本集團		Company 本公司	
		2014	2013	2014	2013
		2014年	2013年	2014年	2013年
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Cash and bank balances	現金及現金等價物	22,263,085	18,423,937	17,991,709	16,643,725
Less: Pledged deposits	減：有抵押存款：	300,235	251,435	160,728	244,153
Less: Non-pledged time deposits with original maturity of over three months when acquired	減：收購時原到期日為三個月以上的無抵押定期存款	4,170,349	3,622,336	3,804,775	3,491,951
Cash and cash equivalents in the statements of financial position and in the consolidated statement of cash flows	於財務狀況表及合併現金流量表的現金及現金等價物	17,792,501	14,550,166	14,026,206	12,907,621
Cash and bank balances and time deposits denominated in:	以下列貨幣列值的現金及銀行結餘以及定期存款：				
- RMB	- 人民幣	15,296,349	14,288,576	13,657,447	12,786,268
- USD	- 美元	3,440,435	1,214,061	3,113,377	1,082,174
- ARS	- 比索	2,257,275	-	-	-
- HKD	- 港元	745,412	2,162,823	727,229	2,090,973
- XAF	- 中非法郎	258,006	377,972	258,006	377,972
- EUR	- 歐元	151,556	202,632	139,960	180,279
- Other currencies	- 其他貨幣	114,052	177,873	95,690	126,059
		22,263,085	18,423,937	17,991,709	16,643,725

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23. CASH AND CASH EQUIVALENTS AND PLEDGED DEPOSITS (CONTINUED)

The RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term time deposits are made for varying periods of between one day and three months depending on the immediate cash requirements of the Group, and earn interest at the respective short term time deposit rates. The bank balances and pledged deposits are deposited with creditworthy banks with no recent history of default.

23. 現金及現金等價物及有抵押存款 (續)

人民幣不可自由兌換成其他貨幣。然而，根據中國大陸《外匯管理條例》及《結匯、售匯及付匯管理規定》，本集團可透過獲授權經營外匯業務的銀行將人民幣兌換成其他貨幣。

銀行現金按每日銀行存款利率的浮動利率計息。短期定期存款的存款期介乎一日至三個月，視乎本集團的即時現金需求而定，並按相關短期定期存款利率計息。銀行結餘及有抵押存款存放於近期無拖欠記錄且信譽良好的銀行。

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24. TRADE AND OTHER PAYABLES

24. 貿易及其他應付款項

		Group		Company	
		本集團		本公司	
		2014	2013	2014	2013
		2014年	2013年	2014年	2013年
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Bills payable	應付票據	43,338	60,494	-	-
Trade payables	貿易應付款項	12,346,341	10,712,413	11,220,892	9,620,192
		12,389,679	10,772,907	11,220,892	9,620,192
Accrued salaries, wages and benefits	應計薪金、工資及福利	691,513	655,507	603,916	583,861
Other taxes payable	其他應繳稅項	125,244	90,161	106,713	63,816
Other payables	其他應付款項	530,061	703,908	417,045	507,957
Derivative financial instruments	衍生金融工具	29,748	6,279	29,484	6,279
Other financial instruments	其他金融工具	-	30	-	-
		13,766,245	12,228,792	12,378,050	10,782,105
Less: Portion classified as current liabilities	減：分類為流動負債的部分	13,764,067	12,227,087	12,378,050	10,780,400
Non-current portion	非流動部分	2,178	1,705	-	1,705

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24. TRADE AND OTHER PAYABLES (CONTINUED)

An ageing analysis of the bills payable and trade payables as at the end of the reporting period, based on the invoice date, is as follows:

		Group 本集團		Company 本公司	
		2014 2014年 RMB'000 人民幣千元	2013 2013年 RMB'000 人民幣千元	2014 2014年 RMB'000 人民幣千元	2013 2013年 RMB'000 人民幣千元
Within 3 months	3個月以內	3,886,171	4,707,016	3,509,660	4,292,096
3 months to 6 months	3個月至6個月	1,323,633	761,383	1,068,282	606,596
6 months to 1 year	6個月至1年	3,168,021	534,083	2,798,920	255,111
Over 1 year	1年以上	4,011,854	4,770,425	3,844,030	4,466,389
		12,389,679	10,772,907	11,220,892	9,620,192

The trade payables are non-interest-bearing and are usually paid within the agreed period, usually due within 180 days. The bills payable are generally due within 180 days from the date of issuance.

The amounts due to related parties of the Group included in trade payables are analysed as follows, which are unsecured, interest-free and have no fixed terms of repayment:

		Group 本集團		Company 本公司	
		2014 2014年 RMB'000 人民幣千元	2013 2013年 RMB'000 人民幣千元	2014 2014年 RMB'000 人民幣千元	2013 2013年 RMB'000 人民幣千元
Fellow subsidiaries	同系附屬公司	1,086,503	553,658	1,084,616	553,638
Subsidiaries	附屬公司	-	-	175,734	160,309

24. 貿易及其他應付款項 (續)

根據發票日期，於報告期末的應付票據及貿易應付款項的賬齡分析如下：

貿易應付款項為免息，通常於協定期間內支付且通常於180日內到期。應付票據通常於發行日期起計180日內到期。

應付本集團關聯方款項(計入貿易應付款項)分析如下，該等款項為無擔保、免息並無固定還款期：

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25. BORROWINGS

25. 借貸

Group		2014			2013		
		Effective interest rate(%)	Maturity	RMB'000	Effective interest rate(%)	Maturity	RMB'000
		實際利率(%)	到期日	人民幣千元	實際利率(%)	到期日	人民幣千元
Current	流動						
Short term bank loans:	短期銀行貸款：						
- Unsecured	- 無擔保	3.15-6.33	2015	4,325	5.39-6.72	2014	16,933
			2015年			2014年	
- Secured	- 有擔保	5.6	2015	129,213	3.26-6.60	2014	145,650
			2015年			2014年	
Current portion of long term bank loans:	長期銀行貸款的流動部份：						
- Secured	- 有擔保	2.33	2015	72,204	1.80-2.41	2014	71,724
			2015年			2014年	
				<u>205,742</u>			<u>234,307</u>
Non-current	非流動						
Long term bank loans:	長期銀行貸款：						
- Unsecured	- 無擔保	1.25-6.15	2016-2022	106,031	1.25	2015-2022	2,733
			2016年至2022年			2015年至2022年	
- Secured	- 有擔保	2.33-2.35	2016	253,758	1.80-2.41	2016	76,904
			2016年			2016年	
				<u>359,789</u>			<u>79,637</u>
				<u>565,531</u>			<u>313,944</u>

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25. BORROWINGS (CONTINUED)

25. 借貸 (續)

		2014 2014年			2013 2013年		
		Effective interest rate(%) 實際利率(%)	Maturity 到期日	RMB'000 人民幣千元	Effective interest rate(%) 實際利率(%)	Maturity 到期日	RMB'000 人民幣千元
Company	本公司						
Current	流動						
Current portion of long term bank loans:	長期銀行貸款的流動部份：						
- Secured	- 有擔保	2.33	2015 2015年	72,204	2.41	2014 2014年	69,810
				<u>72,204</u>			<u>69,810</u>
Non-current	非流動						
Long term bank loans:	長期銀行貸款：						
- Secured	- 有擔保	2.33	2016 2016年	918	2.41	2016 2016年	72,858
				<u>918</u>			<u>72,858</u>
				<u>73,122</u>			<u>142,668</u>

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25. BORROWINGS (CONTINUED)

25. 借貸(續)

Bank loans repayable

應償還銀行貸款

	Group		Company	
	本集團		本公司	
	2014	2013	2014	2013
	2014年	2013年	2014年	2013年
	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Analysed into:	分析為：			
Within one year	205,742	234,307	72,204	69,810
In the second year	256,204	73,728	918	71,943
In the third to fifth years, inclusive	100,000	3,959	-	915
Above five years	3,585	1,950	-	-
	565,531	313,944	73,122	142,668

Note:

附註：

- (a) As at December 31, 2014, certain borrowings of RMB25,000,000 (December 31, 2013: RMB14,500,000) were secured by the Group's property, plant and equipment (note 14).
- (a) 於2014年12月31日，若干借貸人民幣25,000,000元（2013年12月31日：人民幣14,500,000元）由本集團的物業、廠房及設備作為抵押（附註14）。
- (b) As at December 31, 2014, certain borrowings of RMB252,839,482.22 (December 31, 2013: Nil) were guaranteed by the Company and China Export & Credit Insurance Corporation.
- (b) 於2014年12月31日，若干借貸人民幣252,839,482.22元（2013年12月31日：無）由本公司及中國出口信用保險公司作擔保。
- (c) As at December 31, 2014, certain borrowings of RMB173,122,050 (December 31, 2013: RMB148,628,000) were secured by the Group's restricted deposits.
- (c) 於2014年12月31日，若干借貸人民幣173,122,050元（2013年12月31日：人民幣148,628,000元）由本集團受限制存款作為抵押。
- (d) As at December 31, 2014, certain borrowings of RMB4,213,125.52 (December 31, 2013: RMB131,150,000) were secured by outward documentary bill.
- (d) 於2014年12月31日，若干借貸人民幣4,213,125.52元（2013年12月31日：人民幣131,150,000元）由出口押匯作為抵押。

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26. DEFERRED TAX ASSETS

26. 遞延稅項資產

Group		Provision for impairment of assets	Construction contracts	Provisions and accruals 撥備及 應計費用	Changes in fair value	Surplus on revaluation of non-current assets 非流動資產 重估盈餘	Others	Total
本集團		資產減值撥備 RMB'000 人民幣千元	建造合同 RMB'000 人民幣千元	RMB'000 人民幣千元	公允值變動 RMB'000 人民幣千元	RMB'000 人民幣千元	其他 RMB'000 人民幣千元	合計 RMB'000 人民幣千元
At January 1, 2014	於2014年1月1日	157,291	41,135	136,714	(34,013)	(147,172)	622	154,577
Deferred tax credited/ (charged) to profit or loss	於損益中計入/(扣除)的 遞延稅項	5,756	35,157	9,129	41,450	(1,214)	(471)	89,807
At December 31, 2014	於2014年12月31日	163,047	76,292	145,843	7,437	(148,386)	151	244,384
At January 1, 2013	於2013年1月1日	150,037	105	124,281	4,523	(148,963)	554	130,537
Deferred tax credited/ (charged) to profit or loss	於損益中計入/(扣除)的 遞延稅項	7,254	41,030	12,433	(38,536)	1,791	68	24,040
At December 31, 2013	於2013年12月31日	157,291	41,135	136,714	(34,013)	(147,172)	622	154,577

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26. DEFERRED TAX ASSETS (CONTINUED)

26. 遞延稅項資產 (續)

Company		Provision for impairment of assets	Construction contracts	Provisions and accruals 撥備及 應計費用	Changes in fair value	Surplus on revaluation of non-current assets 非流動資產 重估盈餘	Others	Total
本公司		資產減值撥備 RMB'000 人民幣千元	建造合同 RMB'000 人民幣千元	RMB'000 人民幣千元	公允值變動 RMB'000 人民幣千元	RMB'000 人民幣千元	其他 RMB'000 人民幣千元	合計 RMB'000 人民幣千元
At January 1, 2014	於2014年1月1日	97,431	41,135	134,424	(27,971)	(147,172)	-	97,847
Deferred tax credited/ (charged) to profit or loss	於損益中計入/(扣除)的 遞延稅項	(8,899)	35,157	8,468	35,342	(1,214)	-	68,854
At December 31, 2014	於2014年12月31日	88,532	76,292	142,892	7,371	(148,386)	-	166,701
At January 1, 2013	於2013年1月1日	96,527	105	115,671	4,523	(148,963)	-	67,863
Deferred tax credited/ (charged) to profit or loss	於損益中計入/(扣除)的 遞延稅項	904	41,030	18,753	(32,494)	1,791	-	29,984
At December 31, 2013	於2013年12月31日	97,431	41,135	134,424	(27,971)	(147,172)	-	97,847

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26. DEFERRED TAX ASSETS (CONTINUED)

Deferred tax assets have not been recognised in respect of the following items:

26. 遞延稅項資產 (續)

尚未就下列項目確認遞延稅項資產：

		Group 本集團		Company 本公司	
		2014	2013	2014	2013
		2014年	2013年	2014年	2013年
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Tax losses	稅項虧損	70,019	102,735	-	-
Deductible temporary differences of construction contracts	建造合同的可抵扣暫時差額	-	135,476	-	-
Other deductible temporary differences	其他可抵扣暫時差額	36,049	53,869	-	-
		106,068	292,080	-	-

There are no income tax consequences attaching to the payment of dividends by the company to its shareholders.

本公司向其股東派發股息並無對所得稅產生重大影響。

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27. DEFINED BENEFIT OBLIGATIONS

The Group's obligations in respect of defined benefit retirement plans at the end of the reporting period were computed by an independent actuary, Towers Watson, whose actuaries are members of the Society of Actuaries of the United States of America, using the projected unit credit method.

- (a) The provisions for defined benefit obligations recognised in the statements of financial position are shown as follows:

27. 設定收益義務

本集團於報告期末就該等設定收益退休計劃須承擔的責任由獨立精算師韜睿惠悅（該公司精算師為美國精算協會成員）採用預計單位貸記法計算。

- (a) 於財務狀況表內確認的設定收益義務撥備列示如下：

		Group 本集團		Company 本公司	
		2014	2013	2014	2013
		2014年	2013年	2014年	2013年
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Retirement and other supplemental benefit obligations	退休及其他補充收益義務	357,610	356,690	264,740	267,150
Less: Portion classified as current liabilities	減：分類為流動 負債的部分	29,960	30,870	23,170	23,950
Non-current portion	非流動部分	327,650	325,820	241,570	243,200

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27. DEFINED BENEFIT OBLIGATIONS (CONTINUED)

(b) The movements in present value of defined benefit obligations are as follows:

		Group 本集團		Company 本公司	
		2014	2013	2014	2013
		2014年	2013年	2014年	2013年
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
At the beginning of year	於年初	356,690	397,200	267,150	301,560
Interest costs on benefit obligations	收益義務的利息成本	14,590	13,540	10,860	10,070
Past service costs	以往服務成本	4,950	430	4,570	-
Benefits paid during the year	年內的已付福利	(30,040)	(32,770)	(22,850)	(24,890)
Re-measurement losses/(gains) recognised in other comprehensive income	於其他綜合收益內 確認的重新計量 虧損/(收益)	11,420	(21,710)	5,010	(19,590)
At the end of the year	於年末	357,610	356,690	264,740	267,150

(c) The net expenses recognised in profit or loss in respect of the provisions for defined benefit obligations of the Group and the Company are as follows:

		Group 本集團		Company 本公司	
		2014	2013	2014	2013
		2014年	2013年	2014年	2013年
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Interest cost on benefit obligations recognised in finance expense	於財務開支內確認的 收益義務的利息成本	14,590	13,540	10,860	10,070
Past service cost recognised in administrative expenses	於行政開支內確認的 以往服務成本	4,950	430	4,570	-
		19,540	13,970	15,430	10,070

(b) 設定收益義務現值變動如下：

(c) 本集團及本公司於損益內就設定收益義務撥備而確認的開支淨額如下：

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27. DEFINED BENEFIT OBLIGATIONS (CONTINUED)

(d) The principal actuarial assumptions used in valuing the provisions for defined benefit obligations as at the end of 2014 and 2013 are as follows:

		2014	2013
		2014年	2013年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Discount rates	折現率	3.75%	4.50%
Cost of living adjustment for civil retirees & retirees	離退休人員生活成本調整	3.00%	3.00%
Cost of living adjustment for beneficiaries	遺屬生活成本調整	0.00%	0.00%
Medical cost increase rate	醫療成本增長率	8.00%	8.00%
Cost of living adjustment and allowance for early retirees	提前退休人員生活成本調整及撥備	4.50%	4.50%
Cost of social insurance contribution and housing fund contribution adjustment for early retirees	提前退休人員社會保險繳費及住房公積金成本調整	10.00%	10.00%

(e) A one percentage point change in the assumed rate of increase in cost of living adjustment for civil retirees and retirees would have the following effects:

		Increase/ (decrease) in rate	2014	2013
		增長率	2014年	2013年
		上升/(下降)	RMB'000	RMB'000
			人民幣千元	人民幣千元
Increase in effect on the defined benefit obligations	對設定收益義務的影響增加	1%	23,640	23,670
Decrease in effect on the defined benefit obligations	對設定收益義務的影響減少	(1%)	(20,750)	(20,810)

A one percentage point change in other assumptions would not have significant impact on net defined benefit obligation.

27. 設定收益義務 (續)

(d) 估算於2014年及2013年末的設定收益義務撥備所使用的主要精算假設如下：

(e) 假設離退休人員生活成本調整增長率變動一個百分點的影響如下：

其餘假設內變動一個百分點將不會對設定收益義務淨額造成重大影響。

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27. DEFINED BENEFIT OBLIGATIONS (CONTINUED)

(f) Expected contributions to be made in the future years out of the defined benefit obligations are as follows:

		2014	2013
		2014年	2013年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Within the next 12 months	未來12個月內	30,000	30,980
Between 1 and 2 years	1至2年	27,690	28,720
Between 2 and 5 years	2至5年	81,300	84,920
Between 5 and 10 years	5至10年	117,340	124,610
Over 10 years	10年以上	259,420	289,170
Total expected payments	預期付款總額	515,750	558,400

The average duration of the defined benefit obligation at the end of the reporting period is 10.5 years (2013: 11.0 years).

(f) 未來年度內於設定收益義務範圍外所作出的預期繳費如下：

於報告期末設定收益義務的平均久期為10.5年(2013年：11.0年)。

28. OTHER NON-CURRENT ASSETS

28. 其他非流動資產

		The Group		The Company	
		本集團	2013	本公司	2013
		2014	2013年	2014	2013年
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Available-for-sale investments	可供出售投資				
Listed equity investments, at fair value	上市股權投資，按公允值				
Hong Kong	香港	2,190	1,674	-	-
Shanghai	上海	6,251	6,061	-	-
		8,441	7,735	-	-
Unlisted equity investments, at cost	非上市股權投資，按成本	238,337	230,809	237,203	237,007
Prepaid investment payment	投資預付款項	-	105,400	-	105,400
		246,778	343,944	237,203	342,407

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29. ISSUED CAPITAL

29. 已發行股本

		2014 2014年	2013 2013年
Ordinary share, issued and fully paid	已發行及繳足的普通股		
Domestic shares of RMB1.00 each	每股人民幣1.00元的內資股	3,217,430	3,217,430
H shares of RMB1.00 each	每股人民幣1.00元的H股	908,270	908,270
		4,125,700	4,125,700

A summary of the transactions during the year in the Company's issued share capital is as follows:

本公司已發行股本的年內交易概述如下：

Issued capital 已發行股本	Note 附註	2014 2014年 RMB'000 人民幣千元	2013 2013年 RMB'000 人民幣千元
At January 1	於1月1日	4,125,700	4,018,000
Issuance of shares by an over-allotment option	超額配股權發行股份 (1)	-	107,700
At December 31	於12月31日	4,125,700	4,125,700

Note (1): On December 21, 2012, the Company was listed on HKSE. On January 2, 2013, the over-allotment option granted by the Company was being fully exercised and by which the Company issued and allotted an aggregate of 107,700,000 H shares at HK\$5.40 each for a cash consideration of HK\$581,580,000 (equivalent to RMB519,426,000).

附註(1)：於2012年12月21日，本公司於香港聯交所上市。於2013年1月2日，本公司授出的超額配股權已獲悉數行使，據此，本公司以每股5.40港元發行及配發合共107,700,000股H股，現金代價為581,580,000港元（相當於人民幣519,426,000元）。

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30. RESERVES

(a) Group

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity on pages 193 to 194 of the financial statements.

Capital reserve includes:

- the contributions or distributions to shareholders;
- share premium as the difference between the total amount of the par value of shares issued and the amount of the net proceeds received from the IPO;
- the revaluation surplus resulting from state-owned enterprises restructuring; and
- the revaluation reserve resulting from available-for-sale financial assets.

30. 儲備

(a) 本集團

本集團於本年度及過往年度的儲備金額及其變動於財務報表第193至194頁的合併權益變動表內呈列。

資本儲備包括：

- 資本投入或對股東的分派；
- 股份溢價，即已發行股份面值總額與首次公開發售所得款項淨額之間的差額；
- 國有企業重組產生的重估盈餘；及
- 可供出售金融資產產生的重估儲備。

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30. RESERVES (CONTINUED)

(b) Company

30. 儲備 (續)

(b) 本公司

		Attributable to owners of the parent 母公司擁有人應佔				
		Share capital	Capital reserve	Statutory surplus reserve	Retained profits	Total equity
		股本	資本儲備	法定 盈餘儲備	保留溢利	權益總額
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At January 1, 2014	於2014年1月1日	4,125,700	3,863,103	510,168	3,468,828	11,967,799
Profit for the year	年內溢利	-	-	-	1,894,996	1,894,996
Other comprehensive income for the year	年內其他綜合收益	-	-	-	(5,009)	(5,009)
Total comprehensive income for the year	年內綜合收益總額	-	-	-	1,889,987	1,889,987
Dividends paid to shareholders of the Company	付予本公司股東的股息	-	-	-	(783,883)	(783,883)
Profit appropriation to reserves	轉撥至儲備的溢利	-	-	191,194	(191,194)	-
At December 31, 2014	於2014年12月31日	4,125,700	3,863,103	701,362	4,383,738	13,073,903
At January 1, 2013	於2013年1月1日	4,018,000	3,451,377	316,090	2,377,500	10,162,967
Profit for the year	年內溢利	-	-	-	1,940,781	1,940,781
Other comprehensive income for the year	年內其他綜合收益	-	-	-	19,590	19,590
Total comprehensive income for the year	年內綜合收益總額	-	-	-	1,960,371	1,960,371
Dividends paid to shareholders of the Company	付予本公司股東的股息	-	-	-	(674,965)	(674,965)
Issue of shares	發行股份	107,700	411,726	-	-	519,426
Profit appropriation to reserves	轉撥至儲備的溢利	-	-	194,078	(194,078)	-
At December 31, 2013	於2013年12月31日	4,125,700	3,863,103	510,168	3,468,828	11,967,799

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31. CONTINGENT LIABILITIES

Legal contingencies

The Company and certain subsidiaries of the Group are defendants in certain lawsuits as well as the named parties in other proceedings arising in the normal course of business. While the outcomes of such contingencies, lawsuits or other proceedings cannot be determined at present, the directors of the Company believe that any resulting liabilities will not have a material adverse impact on the financial position, liquidity, or operating results of the Group.

32. OPERATING LEASE ARRANGEMENTS

(a) As lessor

The Group leases its investment properties (note 15 to the financial statements) under operating lease arrangements, with leases negotiated for terms ranging from 1 to 5 years. The terms of the leases generally also require the tenants to pay security deposits and provide for periodic rent adjustments according to the then prevailing market conditions.

At December 31, 2014, the Group and the Company had total future minimum lease receivables under non-cancellable operating leases with its tenants falling due as follows:

31. 或有負債

法律或有事件

在正常業務過程中，本公司及本集團的若干附屬公司為某些訴訟中的被告及在其他法律程序的被點名方。雖然目前未能確定該等或有事件、訴訟或其他法律程序的結果，本公司董事相信任何由此引致的負債不會對本集團的財務狀況、流動資金或經營業績產生重大不利影響。

32. 經營租賃安排

(a) 作為出租人

本集團根據經營租賃安排租賃其投資物業（財務報表附註15），議定期限介乎1至5年。租賃條款一般亦要求租戶支付保證金及規定可根據當時市況定期調整租金。

於2014年12月31日，本集團根據與租戶訂立的不可撤銷經營租賃到期應收的未來最低租金總額如下：

		Group		Company	
		2014	2013	2014	2013
		2014年	2013年	2014年	2013年
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Within one year	一年以內	11,872	9,988	2,550	5,093
In the second to fifth years, inclusive	第二年至第五年 (包括首尾兩年)	8,661	12,129	-	7,343
		20,533	22,117	2,550	12,436

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32. OPERATING LEASE ARRANGEMENTS (CONTINUED)

(b) As lessee

The Group leases certain of its office properties and office equipment under operating lease arrangements. Leases for properties are negotiated for terms ranging from 1 to 5 years.

At December 31, 2014, the Group and the Company had total future minimum lease payments under non-cancellable operating leases falling due as follows:

32. 經營租賃安排 (續)

(b) 作為承租人

本集團根據經營租賃安排承租若干辦公室物業及辦公設備。該等物業的議定租期介乎一至五年。

於2014年12月31日，本集團及本公司根據不可撤銷經營租賃到期應付的未來最低租金總額如下：

		Group 本集團		Company 本公司	
		2014	2013	2014	2013
		2014年	2013年	2014年	2013年
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Within one year	一年以內	14,886	12,493	14,585	6,653
In the second to fifth years, inclusive	第二年至第五年 (包括首尾兩年)	16,442	6,415	15,901	711
		31,328	18,908	30,486	7,364

Notes to the Financial Statements

財務報表附註

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33. COMMITMENTS

In addition to the operating lease commitments detailed in note 32(b) above, the Group and the Company had the following capital commitments at the end of the reporting period:

33. 承擔

除上文附註32(b)詳述的經營租賃承擔外，本集團及本公司於報告期末擁有以下資本承擔：

		Group 本集團		Company 本公司	
		2014	2013	2014	2013
		2014年	2013年	2014年	2013年
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Contracted, but not provided for:	已訂約但未撥備：				
Land and buildings	土地及樓宇	800,001	310,055	395,648	53,735
Authorised, but not contracted for:	已授權但未訂約：				
Land and buildings	土地及樓宇	1,187,588	1,411,810	531,096	908,259
		1,987,589	1,721,865	926,744	961,994

Notes to the Financial Statements

財務報表附註

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34. RELATED PARTY TRANSACTIONS

- (a) In addition to the transactions detailed elsewhere in these financial statements, the Group had the following transactions with related parties during the year:
- (b) In the opinion of the clients the transactions below were conducted in the ordinary course of business of the Group and are in accordance with the terms agreed between the Group and its related parties.:

34. 關聯方交易

- (a) 除該等財務報表其他部分詳述的交易外，本集團於年內與關連方曾進行以下交易：
- (b) 客戶認為，下列交易乃於本集團一般業務過程中根據本集團與其關聯方議定的條款進行：

		2014	2013
		2014年	2013年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Receipt of engineering services and products from	接受來自於下列各方的工程服務及產品		
– Fellow subsidiaries	– 同系附屬公司	1,236,541	749,998
Receipt of integrated services from	接受來自於下列各方的綜合服務		
– Fellow subsidiaries	– 同系附屬公司	591	622
Provision of integrated services to	向下列各方提供綜合服務		
– Fellow subsidiaries	– 同系附屬公司	19,333	15,274
– SINOMACH	– 國機	585	7,713
Net deposit placed with	於下列各方的存款淨額		
– A fellow subsidiary	– 一家同系附屬公司	725,243	501,160
Interest income received from	向下列各方收取的利息收入		
– A fellow subsidiary	– 一家同系附屬公司	18,793	8,525
Lease expenses paid to	支付予下列各方的租賃費用		
– A fellow subsidiary	– 一家同系附屬公司	-	318
Working capital received from	來自下列各方的營運資金		
– A fellow subsidiary	– 一家同系附屬公司	-	26,268

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財務報表附註

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34. RELATED PARTY TRANSACTIONS (CONTINUED)

34. 關聯方交易 (續)

(c) Outstanding balances with related parties:

(c) 關聯方的結欠餘額

		2014	2013
		2014年	2013年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Cash deposits placed with	於下列各方的現金存款		
- A fellow subsidiary	- 一家同系附屬公司	725,243	501,160
Trade and other receivables due from	應收下列各方的貿易及 其他應收款項		
- SINOMACH	- 國機	-	10,159
- Fellow subsidiaries	- 同系附屬公司	19,638	22,029
Receipts in advance from	自下列各方收取的預收款項		
- SINOMACH	- 國機	-	47,541
- Fellow subsidiaries	- 同系附屬公司	286	-
Trade and other payables due to	欠付下列各方的貿易及 其他應付款項		
- SINOMACH	- 國機	2,000	1,800
- Fellow subsidiaries	- 同系附屬公司	1,086,503	553,658
Payables in advance to	欠付下列各方的預付款項		
- Fellow subsidiaries	- 同系附屬公司	7,226	-

Note:

Except for the balances of cash deposits placed with a fellow subsidiary which accrue interest at relevant market rates, the balances due from related parties are unsecured, interest-free and have no fixed terms of repayment.

附註：

除於一家同系附屬公司的現金存款結餘按相關市場利率計息外，應收關聯方的結餘為無擔保，免息且無固定還款期。

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34. RELATED PARTY TRANSACTIONS (CONTINUED)

(d) Compensation of key management personnel of the Group:

		2014	2013
		2014年	2013年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Short term employee benefits	短期僱員福利	15,458	13,384
Post-employment benefits	離職後福利	446	353
Total compensation paid to key management personnel	向主要管理人員支付的薪酬總額	15,904	13,737

Further details of directors' and the chief executive's emoluments are included in note 8 to the financial statements.

(e) Commitments with related parties

As at December 31, 2014, there was no significant commitment with related parties.

34. 關聯方交易 (續)

(d) 本集團主要管理人員的薪酬：

	2014	2013
	2014年	2013年
	RMB'000	RMB'000
	人民幣千元	人民幣千元
短期僱員福利	15,458	13,384
離職後福利	446	353
向主要管理人員支付的薪酬總額	15,904	13,737

董事及主要行政人員薪酬的進一步詳情載於財務報表附註8。

(e) 關聯方承諾

於2014年12月31日，概無重大關聯方承諾。

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財務報表附註

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35. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

The Group

		Available- for-sale financial assets 可供出售 金融資產 RMB'000 人民幣千元	Loans and receivables 貸款及應收款項 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
December 31, 2014 2014年12月31日				
Other non-current assets	其他非流動資產	246,778	-	246,778
Amounts due from contract customers	應收合同客戶款項	-	5,443,741	5,443,741
Financial assets included in trade and other receivables	計入貿易及其他應收款項的金融資產	-	5,167,862	5,167,862
Restricted deposits	受限制存款	-	300,235	300,235
Time deposits with original maturity over three months	原始到期日超過三個月的定期存款	-	4,170,349	4,170,349
Cash and cash equivalents	現金及現金等價物	-	17,792,501	17,792,501
		246,778	32,874,688	33,121,466
		Financial liabilities at fair value through profit or loss – held for trading 按公允值並透過損益計量的金融負債 – 持作買賣 RMB'000 人民幣千元	Financial liabilities at amortised cost 按攤銷成本列賬的金融負債 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Financial liabilities included in trade and other payables	計入貿易及其他應付款項的金融負債	-	12,919,740	12,919,740
Derivative financial instruments	衍生金融工具	29,748	-	29,748
Interest-bearing bank and other borrowings	計息銀行及其他借貸	-	565,531	565,531
		29,748	13,485,271	13,515,019

35. 按類別劃分的金融工具

各類金融工具於報告期末的賬面值如下：

本集團

		Available- for-sale financial assets 可供出售 金融資產 RMB'000 人民幣千元	Loans and receivables 貸款及應收款項 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
December 31, 2014 2014年12月31日				
Other non-current assets	其他非流動資產	246,778	-	246,778
Amounts due from contract customers	應收合同客戶款項	-	5,443,741	5,443,741
Financial assets included in trade and other receivables	計入貿易及其他應收款項的金融資產	-	5,167,862	5,167,862
Restricted deposits	受限制存款	-	300,235	300,235
Time deposits with original maturity over three months	原始到期日超過三個月的定期存款	-	4,170,349	4,170,349
Cash and cash equivalents	現金及現金等價物	-	17,792,501	17,792,501
		246,778	32,874,688	33,121,466
		Financial liabilities at fair value through profit or loss – held for trading 按公允值並透過損益計量的金融負債 – 持作買賣 RMB'000 人民幣千元	Financial liabilities at amortised cost 按攤銷成本列賬的金融負債 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Financial liabilities included in trade and other payables	計入貿易及其他應付款項的金融負債	-	12,919,740	12,919,740
Derivative financial instruments	衍生金融工具	29,748	-	29,748
Interest-bearing bank and other borrowings	計息銀行及其他借貸	-	565,531	565,531
		29,748	13,485,271	13,515,019

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35. FINANCIAL INSTRUMENTS BY CATEGORY (CONTINUED)

35. 按類別劃分的金融工具 (續)

The Group (Continued)

本集團 (續)

		Financial assets at fair value through profit or loss-held for trading 按公允值並透過 損益計量的 金融資產 – 持作買賣	Available-for- sale financial assets 可供出售 金融資產	Loans and receivables 貸款及應收款項	Total 總計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
December 31, 2013 2013年12月31日					
Other non-current assets	其他非流動資產	-	238,544	105,400	343,944
Amounts due from contract customers	應收合同客戶款項	-	-	5,574,518	5,574,518
Financial assets included in trade and other receivables	計入貿易及其他應收款項 的金融資產	142,332	-	3,517,573	3,659,905
Restricted deposits	受限制存款	-	-	251,435	251,435
Time deposits with original maturity over three months	原始到期日超過三個月的 定期存款	-	-	3,622,336	3,622,336
Cash and cash equivalents	現金及現金等價物	-	-	14,550,166	14,550,166
		142,332	238,544	27,621,428	28,002,304
		Financial liabilities at fair value through profit or loss – held for trading 按公允值並透過 損益計量的 金融負債 – 持作買賣	Financial liabilities at amortised cost 按攤銷成本 列賬的金融負債	Total 總計	
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	
Financial liabilities included in trade and other payables	計入貿易及其他應付款項 的金融負債	-	11,476,845	11,476,845	
Derivative financial instruments	衍生金融工具	6,279	-	6,279	
Interest-bearing bank and other borrowings	計息銀行及其他借貸	-	313,944	313,944	
		6,279	11,790,789	11,797,068	

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35. FINANCIAL INSTRUMENTS BY CATEGORY (CONTINUED)

35. 按類別劃分的金融工具 (續)

The Company

本公司

		Available-for-sale financial assets 可供出售金融資產 RMB'000 人民幣千元	Loans and receivables 貸款及應收款項 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
December 31, 2014 2014年12月31日				
Other non-current assets Amounts due from contract customers Financial assets included in trade and other receivables Restricted deposits Time deposits with original maturity over three months Cash and cash equivalents	其他非流動資產 應收合同客戶款項 計入貿易及其他應收款項的金融資產 受限制存款 原始到期日超過三個月的定期存款 現金及現金等價物	237,203 - - - - -	- 5,086,433 6,309,792 160,728 3,804,775 14,026,206	237,203 5,086,433 6,309,792 160,728 3,804,775 14,026,206
		237,203	29,387,934	29,625,137
		Financial liabilities at fair value through profit or loss – held for trading 按公允值並透過損益計量的金融負債 – 持作買賣 RMB'000 人民幣千元	Financial liabilities at amortised cost 按攤銷成本列賬的金融負債 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Financial liabilities included in trade and other payables Derivative financial instruments Interest-bearing bank and other borrowings	計入貿易及其他應付款項的金融負債 衍生金融工具 計息銀行及其他借貸	- 29,484 -	11,637,937 - 73,122	11,637,937 29,484 73,122
		29,484	11,711,059	11,740,543

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36. FINANCIAL RISK MANAGEMENT AND FAIR VALUES

Exposure to credit, liquidity, interest rate and currency risks arises in the normal course of the Group's business.

The Group's exposure to these risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

(a) Credit risk

The Group's credit risk is primarily attributable to trade and other receivables and amounts due from contract customers. Management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis.

The Group primarily evaluates customers' credit status and their ability to guarantee payment through its establishment of an appropriate business evaluation system. The Group generally requires customers to settle progress billings in accordance with contracted terms and other debts in accordance with agreements. Credit terms may be granted to customers, depending on credit assessment carried out by management on an individual basis. Also, in order to properly manage the credit risk on trade and other receivables, the Group issued policies on the purchase of export credit insurance. To protect against credit risk in its trading business, the Group usually buy unified export credit insurance from China Export & Credit Insurance Corporation ("SINOSURE") if needed.

The Group's significant concentration of credit risk stems from its significant trade and other receivables due from individual customers.

As at December 31, 2014, 7% of the total trade and other receivables were due from the Group's largest customer (2013: 9%) and 25% of the total trade and other receivables were due from the five largest customers (2013: 26%).

Further quantitative disclosures in respect of the Group's exposure to credit risk arising from trade and other receivables are set out in note 22 to the financial statements.

36. 財務風險管理及公允值

本集團的日常業務過程中面臨信用風險、流動資金風險、利率風險及貨幣風險。

本集團面臨的該等風險以及本集團用以管理該等風險的財務風險管理政策及慣常做法如下。

(a) 信用風險

本集團的信用風險主要歸屬於貿易及其他應收款項以及應收合同客戶款項。管理層已制定信貸政策並持續監控面臨的該等信用風險。

本集團主要通過建立一個適當的業務評價制度以評估客戶的信用狀況及其保證支付的能力。本集團一般要求客戶按照合同條款清償進度款項及根據協議清償其他債務。根據管理層對各個案進行的信用評估，可能向客戶授予信貸期。此外，為適當管理貿易及其他應收款項的信用風險，本集團制定了購買出口信用保險的政策。為防範貿易業務中的信用風險，本集團一般向中國出口信用保險公司（「中國信保」）購買統一的出口信用保險（倘需要）。

本集團的信用風險明顯集中於個別客戶的重大貿易及其他應收款項。

於2014年12月31日，貿易及其他應收款項總額中有7%（2013年：9%）應向本集團最大客戶收取，而貿易及其他應收款項總額中有25%（2013年：26%）應向五大客戶收取。

有關本集團面臨的貿易及其他應收款項的信用風險的進一步定量披露載於財務報表附註22。

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財務報表附註

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36. FINANCIAL RISK MANAGEMENT AND FAIR VALUES (CONTINUED)

(b) Liquidity risk

The funding needs of the Company and its subsidiary entities are raised and allocated by the Group. Fund raising from external sources by subsidiary entities is subject to approval by the Company. The Company and its subsidiary entities manage cash flows according to their own business approval processes. The Group's policy is to regularly monitor current and expected liquidity requirements and its compliance with loan covenants, to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirement in the short and longer terms.

The following table details the remaining contractual maturities at the end of the reporting period of the Group's and the Company's financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the end of the reporting period) and the earliest date the Group and the Company can be required to pay:

36. 財務風險管理及公允值 (續)

(b) 流動資金風險

本公司及其附屬實體的資金需求由本集團籌集及分配。附屬實體向外部來源籌集資金應得到本公司的批准。本公司及其附屬實體通過其自身的業務審批流程管理現金流量。本集團的政策是定期監察目前及預期的流動資金要求及其借貸契約的合規情況，確保其維持足夠的現金儲備及取得主要金融機構的充足的資金承諾額度，以滿足其短期及較長期的流動資金要求。

下表詳述於報告期末本集團及本公司的金融負債的剩餘合同期限，其依據的是合同未折現現金流量（含使用合同利率或依據報告期末的通行利率（如為浮動）計算的利息支付）以及本集團及本公司必須付款的最早日期：

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36. FINANCIAL RISK MANAGEMENT AND FAIR VALUES (CONTINUED)

(b) Liquidity risk (Continued)

The Group

		Contractual undiscounted cash outflow 合同未折現現金流出				
		Within 1 year or on demand 1年以內或 按要求還款 RMB'000 人民幣千元	1 to 2 years 1到2年 RMB'000 人民幣千元	2 to 5 years 2到5年 RMB'000 人民幣千元	Over 5 years 5年以上 RMB'000 人民幣千元	Total 總額 RMB'000 人民幣千元
December 31, 2014	2014年12月31日					
Borrowings	借貸	219,366	264,863	102,866	3,762	590,857
Trade and bills payables	貿易應付款項及應付票據	12,389,679	-	-	-	12,389,679
Other payables	其他應付款項	530,061	-	-	-	530,061
		13,139,106	264,863	102,866	3,762	13,510,597
Interest rate swaps (net settled)	利率掉期(淨額結算)	1,948	165	-	-	2,113
Other derivative financial instruments	其他衍生金融工具	264	-	-	-	264
Derivatives settled gross:	總額計算衍生工具:					
Foreign currency forward exchange contracts:	遠期外匯合同:					
- Outflow	- 流出	1,305,136	513,719	660,284	-	2,479,138
- Inflow	- 流入	(1,332,961)	(535,180)	(681,326)	-	(2,549,467)

36. 財務風險管理及公允值(續)

(b) 流動資金風險(續)

本集團

Contractual undiscounted cash outflow 合同未折現現金流出

Within 1 year or on demand 1年以內或 按要求還款 RMB'000 人民幣千元	1 to 2 years 1到2年 RMB'000 人民幣千元	2 to 5 years 2到5年 RMB'000 人民幣千元	Over 5 years 5年以上 RMB'000 人民幣千元	Total 總額 RMB'000 人民幣千元
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December 31, 2014	2014年12月31日					
Borrowings	借貸	219,366	264,863	102,866	3,762	590,857
Trade and bills payables	貿易應付款項及應付票據	12,389,679	-	-	-	12,389,679
Other payables	其他應付款項	530,061	-	-	-	530,061
		13,139,106	264,863	102,866	3,762	13,510,597
Interest rate swaps (net settled)	利率掉期(淨額結算)	1,948	165	-	-	2,113
Other derivative financial instruments	其他衍生金融工具	264	-	-	-	264
Derivatives settled gross:	總額計算衍生工具:					
Foreign currency forward exchange contracts:	遠期外匯合同:					
- Outflow	- 流出	1,305,136	513,719	660,284	-	2,479,138
- Inflow	- 流入	(1,332,961)	(535,180)	(681,326)	-	(2,549,467)

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36. FINANCIAL RISK MANAGEMENT AND FAIR VALUES (CONTINUED)

(b) Liquidity risk (Continued)

The Group (Continued)

		Contractual undiscounted cash outflow 合同未折現現金流出					
		Within					
		1 year or	1 to 2	2 to 5	Over 5		Total
		on demand	years	years	years		
		1年以內或					
		按要求還款	1到2年	2到5年	5年以上		總額
		RMB'000	RMB'000	RMB'000	RMB'000		RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元		人民幣千元
December 31, 2013	2013年12月31日						
Borrowings	借貸	241,463	73,828	4,141	2,020		321,452
Trade and bills payables	貿易應付款項及應付票據	10,772,907	-	-	-		10,772,907
Other payables	其他應付款項	703,908	-	-	-		703,908
Other financial instruments	其他金融工具	30	-	-	-		30
		<u>11,718,308</u>	<u>73,828</u>	<u>4,141</u>	<u>2,020</u>		<u>11,798,297</u>
Interest rate swaps (net settled)	利率掉期(淨額結算)	4,580	1,706	11	-		6,297
Derivatives settled gross:	總額計算衍生工具:						
Foreign currency forward exchange contracts:	遠期外匯合同:						
- Outflow	- 流出	5,582,799	1,364,971	1,559,991	-		8,507,761
- Inflow	- 流入	(5,655,226)	(1,395,100)	(1,610,720)	-		(8,661,046)

36. 財務風險管理及公允值(續)

(b) 流動資金風險(續)

本集團(續)

		Contractual undiscounted cash outflow 合同未折現現金流出					
		Within					
		1 year or	1 to 2	2 to 5	Over 5		Total
		on demand	years	years	years		
		1年以內或					
		按要求還款	1到2年	2到5年	5年以上		總額
		RMB'000	RMB'000	RMB'000	RMB'000		RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元		人民幣千元
December 31, 2013	2013年12月31日						
Borrowings	借貸	241,463	73,828	4,141	2,020		321,452
Trade and bills payables	貿易應付款項及應付票據	10,772,907	-	-	-		10,772,907
Other payables	其他應付款項	703,908	-	-	-		703,908
Other financial instruments	其他金融工具	30	-	-	-		30
		<u>11,718,308</u>	<u>73,828</u>	<u>4,141</u>	<u>2,020</u>		<u>11,798,297</u>
Interest rate swaps (net settled)	利率掉期(淨額結算)	4,580	1,706	11	-		6,297
Derivatives settled gross:	總額計算衍生工具:						
Foreign currency forward exchange contracts:	遠期外匯合同:						
- Outflow	- 流出	5,582,799	1,364,971	1,559,991	-		8,507,761
- Inflow	- 流入	(5,655,226)	(1,395,100)	(1,610,720)	-		(8,661,046)

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36. FINANCIAL RISK MANAGEMENT AND FAIR VALUES (CONTINUED)

(b) Liquidity risk (Continued)

The Company

		Contractual undiscounted cash outflow				
		合同未折現現金流出				
		Within				
		1 year or	1 to 2	2 to 5	Over 5	Total
		on demand	years	years	years	
		1年以內或				
		按要求還款	1到2年	2到5年	5年以上	總額
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
December 31, 2014	2014年12月31日					
Borrowings	借貸	73,067	919	-	-	73,986
Trade and bills payables	貿易應付款項及應付票據	11,220,892	-	-	-	11,220,892
Other payables	其他應付款項	417,045	-	-	-	417,045
		11,711,004	919	-	-	11,711,923
Interest rate swaps (net settled)	利率掉期(淨額結算)	1,948	165	-	-	2,113
Derivatives settled gross:	總額計算衍生工具:					
Foreign currency forward exchange contracts:	遠期外匯合同:					
- Outflow	- 流出	1,305,136	513,719	660,284	-	2,479,138
- Inflow	- 流入	(1,332,961)	(535,180)	(681,326)	-	(2,549,467)

36. 財務風險管理及公允值(續)

(b) 流動資金風險(續)

本公司

Contractual undiscounted cash outflow

合同未折現現金流出

Within					
1 year or	1 to 2	2 to 5	Over 5	Total	
on demand	years	years	years		
1年以內或					
按要求還款	1到2年	2到5年	5年以上	總額	
RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元

December 31, 2014	2014年12月31日					
Borrowings	借貸	73,067	919	-	-	73,986
Trade and bills payables	貿易應付款項及應付票據	11,220,892	-	-	-	11,220,892
Other payables	其他應付款項	417,045	-	-	-	417,045
		11,711,004	919	-	-	11,711,923
Interest rate swaps (net settled)	利率掉期(淨額結算)	1,948	165	-	-	2,113
Derivatives settled gross:	總額計算衍生工具:					
Foreign currency forward exchange contracts:	遠期外匯合同:					
- Outflow	- 流出	1,305,136	513,719	660,284	-	2,479,138
- Inflow	- 流入	(1,332,961)	(535,180)	(681,326)	-	(2,549,467)

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36. FINANCIAL RISK MANAGEMENT AND FAIR VALUES (CONTINUED)

(b) Liquidity risk (Continued)

The Company (Continued)

		Contractual undiscounted cash outflow 合同未折現現金流出				
		Within 1 year or on demand 1年以內或 按要求還款 RMB'000 人民幣千元	1 to 2 years 1到2年 RMB'000 人民幣千元	2 to 5 years 2到5年 RMB'000 人民幣千元	Over 5 years 5年以上 RMB'000 人民幣千元	Total 總額 RMB'000 人民幣千元
December 31, 2013	2013年12月31日					
Borrowings	借貸	72,127	72,546	916	-	145,589
Trade and bills payables	貿易應付款項及應付票據	9,620,192	-	-	-	9,620,192
Other payables	其他應付款項	507,957	-	-	-	507,957
		<u>10,200,276</u>	<u>72,546</u>	<u>916</u>	<u>-</u>	<u>10,273,738</u>
Interest rate swaps (net settled)	利率掉期(淨額結算)	4,580	1,706	11	-	6,297
Derivatives settled gross:	總額計算衍生工具:					
Foreign currency forward exchange contracts:	遠期外匯合同:					
- Outflow	- 流出	5,379,463	1,071,607	1,035,632	-	7,486,702
- Inflow	- 流入	(5,448,989)	(1,095,190)	(1,069,071)	-	(7,613,250)

36. 財務風險管理及公允值(續)

(b) 流動資金風險(續)

本公司(續)

		Contractual undiscounted cash outflow 合同未折現現金流出				
		Within 1 year or on demand 1年以內或 按要求還款 RMB'000 人民幣千元	1 to 2 years 1到2年 RMB'000 人民幣千元	2 to 5 years 2到5年 RMB'000 人民幣千元	Over 5 years 5年以上 RMB'000 人民幣千元	Total 總額 RMB'000 人民幣千元
December 31, 2013	2013年12月31日					
Borrowings	借貸	72,127	72,546	916	-	145,589
Trade and bills payables	貿易應付款項及應付票據	9,620,192	-	-	-	9,620,192
Other payables	其他應付款項	507,957	-	-	-	507,957
		<u>10,200,276</u>	<u>72,546</u>	<u>916</u>	<u>-</u>	<u>10,273,738</u>
Interest rate swaps (net settled)	利率掉期(淨額結算)	4,580	1,706	11	-	6,297
Derivatives settled gross:	總額計算衍生工具:					
Foreign currency forward exchange contracts:	遠期外匯合同:					
- Outflow	- 流出	5,379,463	1,071,607	1,035,632	-	7,486,702
- Inflow	- 流入	(5,448,989)	(1,095,190)	(1,069,071)	-	(7,613,250)

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36. FINANCIAL RISK MANAGEMENT AND FAIR VALUES (CONTINUED)

(c) Interest rate risk

The Group's interest rate risk arises primarily from amounts due from contract customers, bank deposits and interest bearing borrowings. Deposits and borrowings issued at variable rates and at fixed rates expose the Group to cash flow interest rate risk and fair value interest rate risk respectively. The Group regularly reviews and monitors the mix of fixed and variable rate borrowings either through the contractual terms of the interest-bearing financial assets and liabilities or through the use of interest rate swaps in order to manage its interest rate risks.

(i) Interest rate profile

The Group regularly review and monitor the mix of the Group's fixed and variable rate borrowings, only either through managing the contractual terms of interest-bearing financial assets and liabilities or through the use of interest rate swaps in order to manage the group's interest rate risks.

The following table details the interest rate profile of the Group's and the Company's net instruments (interest-bearing financial assets less interest-bearing financial liabilities) at the end of the reporting period, after taking into account the effect of interest rate swaps:

	The Group 本集團		The Company 本公司	
	2014 2014年 RMB'000 人民幣千元	2013 2013年 RMB'000 人民幣千元	2014 2014年 RMB'000 人民幣千元	2013 2013年 RMB'000 人民幣千元
Net fixed rate instruments:	淨固定利率工具：			
Amounts due from contract customers	應收合同客戶款項			
Bank deposits	銀行存款			
Less: Borrowings	減：借貸			
	2,698,467	3,201,943	2,671,413	3,136,275
	13,390,507	13,756,307	12,626,672	13,259,911
	460,196	309,394	-	142,668
	15,628,778	16,648,856	15,298,085	16,253,518
Net variable rate instruments:	淨浮動利率工具：			
Bank deposits	銀行存款			
Less: Borrowings	減：借貸			
	8,702,836	4,665,970	5,364,930	3,383,731
	105,335	4,550	73,122	-
	8,597,501	4,661,420	5,291,808	3,383,731

36. 財務風險管理及公允值 (續)

(c) 利率風險

本集團的利率風險主要來自於應收合同客戶款項、銀行存款及計息借貸。按浮動利率及固定利率發放的存款及借貸分別使本集團面臨現金流量利率風險及公允值利率風險。本集團通過計息金融資產及負債的合同條款或通過利率掉期的使用定期審查及監察固定利率及浮動利率的借貸比例，以管理其利率風險。

(i) 利率概況

本集團僅通過管理計息金融資產及負債的合同條款或通過對利率掉期的使用定期檢討及監察固定利率借貸與浮動利率借貸的比例，以管理利率風險。

下表詳述計及利率掉期的影響，本集團及本公司於報告期末的淨工具（計息金融資產減計息金融負債）利率概況：

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36. FINANCIAL RISK MANAGEMENT AND FAIR VALUES (CONTINUED)

(c) Interest rate risk (Continued)

(ii) Sensitivity analysis

At December 31, 2014, it is estimated that a general increase/decrease of 100 basis points in interest rates of net variable rate instruments, with all other variables held constant, would have increased/decreased the Group's profit after tax and retained profits by approximately RMB64,481,000 (2013: RMB35,303,000).

The sensitivity analysis above has been determined assuming that the change in interest rates had occurred at the end of the reporting period and had been applied to the exposure to cash flow interest rate risk for non-derivative financial instruments in existence at the end of the reporting period.

The estimated 100 basis points increase or decrease represents management's assessment of a reasonably possible change in interest rates over the period until the end of the next annual reporting period. The sensitivity analysis is performed on the same basis for 2013.

(d) Currency risk

(i) Forecast transactions

The Group uses foreign currency forward exchange contracts to hedge some of its currency risk in respect of committed future sales transactions. At December 31, 2014, the Group didn't have foreign currency forward exchange contracts hedging against forecast transactions (2013: with a net fair value of RMB57,846,000), recognised as derivative financial instruments recorded in "trade and other receivables".

36. 財務風險管理及公允值 (續)

(c) 利率風險 (續)

(ii) 敏感性分析

於2014年12月31日，淨浮動利率工具的利率總體上浮／下浮100個基點而所有其他變量保持不變，估計將導致本集團的除稅後溢利及保留溢利分別增加／減少約人民幣64,481,000元（2013年：人民幣35,303,000元）。

上述敏感性分析假設利率變動於報告期末發生並適用於報告期末存在的非衍生金融工具面臨的現金流量利率風險。

估計100個基點的上浮或下浮代表管理層對直至下一個年度報告期末期間內的合理可能利率變動的評估。敏感性分析按2013年的相同基礎進行。

(d) 貨幣風險

(i) 預測交易

本集團利用遠期外匯合同對沖其於已承諾未來銷售交易的部分貨幣風險。於2014年12月31日，本集團並無為對沖預測交易的遠期外匯合同（2013年：淨公允值為人民幣57,846,000元），確認為記錄於「貿易及其他應收款項」中的衍生金融工具。

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36. FINANCIAL RISK MANAGEMENT AND FAIR VALUES (CONTINUED)

(d) Currency risk (Continued)

(ii) Recognised assets and liabilities

Changes in the fair value of foreign currency forward exchange contracts on monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss (see note 6). The net fair value of foreign currency forward exchange contracts used by the Group on monetary assets and liabilities denominated in foreign currencies at December 31, 2014 was RMB(27,942,000), recognised as derivative financial instruments recorded in “trade and other payables” (2013: RMB84,486,000 recorded in “trade and other receivables”).

In respect of other monetary assets and liabilities denominated in foreign currencies, the Group ensures that the net exposure is kept to an acceptable level by buying or selling foreign currencies at spot rates where necessary to address short-term imbalances.

(iii) Sensitivity analysis

The following table indicates the instantaneous change in the Group's and the Company's profit after tax and retained profits that would arise if foreign exchange rates to which the Group has significant exposure at the end of the reporting period had changed at those dates, assuming all other risk variables remained constant.

36. 財務風險管理及公允值 (續)

(d) 貨幣風險 (續)

(ii) 已確認資產及負債

有關以外幣計價的貨幣資產及負債的遠期外匯合同的公允價值變動於損益中確認(見附註6)。本集團於2014年12月31日就以外幣計價的貨幣資產及負債使用的遠期外匯合同的淨公允值為人民幣(27,942,000)元(2013年：人民幣84,486,000元記錄於「貿易及其他應收款項」)，確認為記錄於「貿易及其他應付款項」中的衍生金融工具。

就其他以外幣計價的貨幣資產及負債而言，本集團確保通過於必要時以即期匯率買入或賣出外匯以解決短期不平衡，令淨風險保持在一個可接受的水平。

(iii) 敏感性分析

下表顯示倘若本集團於報告期間結算日有重大敞口的外匯匯率於該等日期出現變動，假設所有其他風險變量保持不變，本集團及本公司的稅後溢利及保留溢利可能產生的實時變更。

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36. FINANCIAL RISK MANAGEMENT AND FAIR VALUES (CONTINUED)

(d) Currency risk (Continued)

(iii) Sensitivity analysis (Continued)

36. 財務風險管理及公允值 (續)

(d) 貨幣風險 (續)

(iii) 敏感性分析 (續)

		The Group 本集團			
		2014 2014年		2013 2013年	
		Increase/ (decrease) in in foreign exchange rate	Increase/ (decrease) in profit after tax and retained profits	Increase/ (decrease) in foreign exchange rate	Increase/ (decrease) in profit after tax and retained profits
		外匯匯率 增加/(減少)	稅後溢利及 保留溢利 增加/(減少)	外匯匯率 增加/(減少)	稅後溢利及 保留溢利 增加/(減少)
		%	RMB'000	%	RMB'000
		%	人民幣千元	%	人民幣千元
2014	2014年				
USD	美元	5	319,786	5	(86,552)
USD	美元	(5)	(319,786)	(5)	86,552
EUR	歐元	10	38,041	10	24,380
EUR	歐元	(10)	(38,041)	(10)	(24,380)
HKD	港元	5	37,107	5	78,615
HKD	港元	(5)	(37,107)	(5)	(78,615)
Others	其他	5	15,875	5	19,493
Others	其他	(5)	(15,875)	(5)	(19,493)

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36. FINANCIAL RISK MANAGEMENT AND FAIR VALUES (CONTINUED)

(d) Currency risk (Continued)

(iii) Sensitivity analysis (Continued)

Results of the analysis presented in the above table represent an aggregate of the instantaneous effects on each of the Group entities' profit after tax and retained profits measured in the respective functional currencies, translated into RMB at the exchange rates ruling at the end of each reporting period for presentation purpose.

The sensitivity analysis assumes that the change in foreign exchange rates had been applied to re-measure those financial instruments held by the Group which expose the Group to foreign currency risk at the end of the reporting period, including intercompany payables and receivables within the Group which are denominated in currencies other than the functional currencies of the lenders or the borrowers. The analysis excludes differences that would result from the translation of the financial statements of foreign operations into the Group's presentation currency. The analysis is performed on the same basis for 2013.

36. 財務風險管理及公允值 (續)

(d) 貨幣風險 (續)

(iii) 敏感性分析 (續)

上表呈列的分析結果代表對本集團各實體的稅後溢利及保留溢利(按各自的功能貨幣計量, 並就列報而言按各報告期末的匯率換算成人民幣)的總計實時影響。

敏感性分析假設外匯匯率變動已被應用於重新計量本集團持有的令本集團於報告期末面臨外匯風險的金融工具, 包括本集團內公司間的以貸方或借方的功能貨幣以外的貨幣計價的應付款項及應收款項。分析不包括境外業務的財務報表換算為本集團的呈列貨幣產生的差異。分析按2013年的相同基礎進行。

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36. FINANCIAL RISK MANAGEMENT AND FAIR VALUES (CONTINUED)

(e) Fair values

(i) Financial instruments carried at fair value

The following table presents the carrying value of financial instruments measured at fair value at the end of the reporting period across the three levels of the fair value hierarchy defined in IFRS 7, *Financial Instruments: Disclosures*, with the fair value of each financial instrument categorised in its entirety based on the lowest level of input that is significant to that fair value measurement. The levels are defined as follows:

The Group's financial instruments carried at fair value as at December 31, 2014 and 2013 are measured under level 1 or level 2.

36. 財務風險管理及公允值 (續)

(e) 公允值

(i) 以公允值列賬的金融工具

下表呈列以公允值計量的金融工具於報告期末在國際財務報告準則第7號「金融工具：披露」所界定的公允值層級的三個層級的賬面值，各金融工具的公允值完全依據對該公允值計量而言屬重要的最低層級輸入參數歸類。層級定義如下：

本集團於2014年及2013年12月31日按公允值列賬的金融工具均按第2級計量。

	2014			2013		
	2014年			2013年		
	Fair value measurement using			Fair value measurement using		
	採用以下數據的公允值計量			採用以下數據的公允值計量		
	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Total	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Total
	於活躍市場的 報價 (第1級)	重大可觀察 輸入值 (第2級)	總計	於活躍市場的 報價 (第1級)	重大可觀察 輸入值 (第2級)	總計
The Group	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
本集團	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Assets	資產					
Available-for-sale investments	8,441	-	8,441	7,735	-	7,735
Derivative financial instruments	衍生金融工具					
- Foreign currency forward exchange contracts	-	-	-	-	142,332	142,332
- 遠期外匯合同						
Liabilities	負債					
Derivative financial instruments	衍生金融工具					
- Foreign currency forward exchange contracts	-	27,678	27,678	-	-	-
- 遠期外匯合同						
- Interest rate swaps	-	1,806	1,806	-	6,279	6,279
- 利率掉期						
- Other derivative financial instruments	-	264	264	-	-	-
- 其他衍生金融 工具						

Notes to the Financial Statements

財務報表附註

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36. FINANCIAL RISK MANAGEMENT AND FAIR VALUES (CONTINUED)

(e) Fair values (Continued)

(i) Financial instruments carried at fair value (Continued)

	2014 2014年			2013 2013年		
	Fair value measurement using 採用以下數據的公允值計量			Fair value measurement using 採用以下數據的公允值計量		
	Quoted prices in active markets (Level 1) 於活躍市場的 報價 (第1級)	Significant observable inputs (Level 2) 重大可觀察 輸入值 (第2級)	Total 總計	Quoted prices in active markets (Level 1) 於活躍市場的 報價 (第1級)	Significant observable inputs (Level 2) 重大可觀察 輸入值 (第2級)	Total 總計
The Company 本公司	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Assets	資產					
Derivative financial instruments	衍生金融工具					
- Foreign currency forward exchange contracts	-	-	-	-	118,165	118,165
Liabilities	負債					
Derivative financial instruments	衍生金融工具					
- Foreign currency forward exchange contracts	-	27,678	27,678	-	-	-
- Interest rate swaps	-	1,806	1,806	-	6,279	6,279

36. 財務風險管理及公允值 (續)

(e) 公允值 (續)

(i) 以公允值列賬的金融工具 (續)

Notes to the Financial Statements

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36. FINANCIAL RISK MANAGEMENT AND FAIR VALUES (CONTINUED)

(e) Fair values (Continued)

(ii) Fair values of financial instruments carried at other than fair value

The carrying amounts of the Group's financial instruments which were stated at cost or amortized cost are not materially different from their fair values as at December 31, 2013 and 2014 except the following:

	The Group 本集團				The Company 本公司			
	2014 2014年		2013 2013年		2014 2014年		2013 2013年	
	Book value 賬面值	Fair value* 公允值*	Book value 賬面值	Fair value* 公允值*	Book value 賬面值	Fair value* 公允值*	Book value 賬面值	Fair value* 公允值*
	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Amounts due from contract customers 應收合同客戶款項	5,443,741	5,046,659	5,574,518	5,381,350	5,086,433	4,689,351	5,195,689	5,001,265
Long-term borrowings 長期借貸	(431,993)	(411,146)	(151,361)	(146,943)	(73,122)	(70,184)	(142,668)	(138,250)

* The fair value of long-term borrowings as at December 31, 2014 and 2013 are measured under level 2.

* The fair value of amounts due from contract customers as at December 31, 2014 and 2013 are measured under level 3.

36. 財務風險管理及公允值 (續)

(e) 公允值 (續)

(ii) 非按公允值列賬的金融工具的公允值

於2013年及2014年12月31日，本集團按成本或攤銷成本列賬的金融工具的賬面值與其公允值並無重大差異，以下除外：

* 於2014年及2013年12月31日的長期借貸公允值按第2級計量。

* 於2014年及2013年12月31日的應收合同客戶款項公允值按第3級計量。

Notes to the Financial Statements

財務報表附註

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36. FINANCIAL RISK MANAGEMENT AND FAIR VALUES (CONTINUED)

(e) Fair values (Continued)

(iii) Estimation of fair values

(1) Receivables and borrowings

The fair value is estimated as the present value of the future cash flows discounted at the market interest rate at the end of the reporting period.

(2) Derivatives

The Group enters into derivative financial instruments with various counterparties, principally financial institutions with AAA credit ratings. Derivative financial instruments, including forward currency contracts and interest rate swaps, are measured using valuation techniques similar to forward pricing and swap models, using present value calculations. The models incorporate various market observable inputs including the credit quality of counterparties, foreign exchange spot and forward rates and interest rate curves. The carrying amounts of forward currency contracts and interest rate swaps are the same as their fair values.

36. 財務風險管理及公允值 (續)

(e) 公允值 (續)

(iii) 公允值的估計

(1) 應收款項及借貸

公允值估計為未來現金流量按報告期末的市場利率折現的現值。

(2) 衍生工具

本集團與不同對手進行衍生金融工具交易，主要為AAA級信用評級的金融機構。衍生金融工具（包括遠期貨幣合同及利率掉期合同）採用類似遠期定價及掉期的估值技術，按現值計量。計量模型採用多項可在市場可觀察輸入數據，如交易對手資質、外匯即期、遠期合同利率和利率曲線。遠期貨幣合同和利率掉期合同的賬面值與其公允值相同。

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36. FINANCIAL RISK MANAGEMENT AND FAIR VALUES (CONTINUED)

(f) Capital management

The Group monitors capital on the basis of the gearing ratio. Gearing ratio is derived by dividing total borrowings by total assets multiplied by 100%. In 2014, the Group's gearing ratio (total borrowings RMB565,531,000 divided by total assets RMB37,223,342,000) was 1.5%, representing an increase of 50% as compared to 1% (total borrowings RMB313,944,000 divided by total assets RMB31,953,164,000) as recorded in 2013, mainly due to the increase in long-term borrowings.

37. SUBSEQUENT EVENT

(1) Dividends distribution

On March 29, 2015, the board of directors of the Company resolved that RMB0.2033 per share is to be distributed to the shareholders for 2014, subject to approval of the shareholders at the forthcoming annual general meeting. The final dividend proposed after the end of the reporting period has not been recognised as a liability at the end of the reporting period.

36. 財務風險管理及公允值 (續)

(f) 資本管理

本集團以槓桿比率基準管理資本。槓桿比率乃將借貸總額除以資產總額再乘以100%得出。2014年，本集團的槓桿比率(借貸總額人民幣565,531,000元除以總資產人民幣37,223,342,000元)為1.5%，與2013年的1% (借貸總額人民幣313,944,000元除以總資產人民幣31,953,164,000元) 相比增長50%，主要是由於長期借款的增加。

37. 期後事項

(1) 股息分派

於2015年3月29日，本公司董事會決議就2014年度按每股人民幣0.2033元向股東作出分派，惟須待股東於應屆股東週年大會上批准。於報告期末後建議派發的末期股息尚未在報告期末確認為負債。

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37. SUBSEQUENT EVENT (CONTINUED)

(2) Acquisition of 75% equity interest in Osmangazi Elektrik Dağıtım A.Ş. (“OEDAS”) and Osmangazi Elektrik Perakende Satış A.Ş. (“OEPSAS”)

On February 3, 2015, the Company entered into a share purchase agreement with Dedeli Yatırım İnşaat Taahhüt Elektrik Dağıtım Sanayi Ve Ticaret A.Ş., a joint stock company incorporated in Turkey, the individual sellers and the guarantor, pursuant to which the Company, together with GUOXIN International Investment Corporation Limited (國新國際投資有限公司), will, indirectly through a Hong Kong joint venture company (including its subsidiaries) to be established, acquire 75% equity interest in each of the OEDAS and the OEPSAS (the “Acquisition”) for an aggregate purchase price of US\$384,603,597. The Acquisition presents an attractive opportunity for the Company to invest in a sector expected to generate stable cash flows supported by strong electricity demand growth in a fast growing economy. In addition, the power sector is one of the Company’s core industries and the Acquisition would allow the Company to further strengthen its capabilities in this sector while pursuing diversified development along the industry value chain. For details, please refer to the announcement of the Company published on the respective websites of the Stock Exchange and the Company on February 3, 2015. By March 29, 2015, the acquisition has not been closed. As at the date of approval of these financial statements, the above acquisition has not been completed.

38. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on March 29, 2015.

37. 期後事項 (續)

(2) 收購Osmangazi Elektrik Dağıtım A.Ş. (「OEDAS」) 及Osmangazi Elektrik Perakende Satış A.Ş. (「OEPSAS」) 75%股權

於2015年2月3日，本公司與一家在土耳其註冊成立的公司Dedeli Yatırım İnşaat Taahhüt Elektrik Dağıtım Sanayi Ve Ticaret A.Ş.、個人賣方及擔保人訂立一份股份購買協議。據此，本公司連同國新國際投資有限公司將成立並透過一家香港合營公司（包括其附屬公司）間接收購OEDAS和OEPSAS各自75%的股權（「收購事項」），總購買價為384,603,597美元。該收購事項將為本公司提供具有吸引力的投資商機，在快速發展經濟體內強勁電力需求增長的支撐下，預期有關行業將產生穩定的現金流量。另外，電力能源行業為本公司所從事核心產業之一，該收購事項將使本公司進一步加強其於該行業的實力，同時可在該產業價值鏈中進行多元化發展。有關詳情，請參閱本公司於2015年2月3日分別在聯交所及本公司網站刊登的公告。於2015年3月29日之前，該收購事項並未完成。於該等財務報表獲批准日期，上述收購事項尚未完成。

38. 批准財務報表

財務報表已於2015年3月29日獲董事會批准及授權刊發。

Glossary of Terms

詞匯表

“AGM”	the annual general meeting of the Company	「股東週年大會」	指 本公司股東週年大會
“Articles of Association”	the articles of association of the Company, adopted on February 14, 2011 and as amended from time to time	「章程」	指 本公司於2011年2月14日採納的章程（經不時修訂）
“Board”	the board of Directors of the Company	「董事會」	指 本公司董事會
“CG Code”	the Corporate Governance Code set out in Appendix 14 to the Listing Rules	「企業管治守則」	指 上市規則附錄14所載之企業管治守則
“China United”	China United Engineering Corporation* (中國聯合工程公司), an enterprise established in the PRC on January 21, 1984 and a wholly-owned subsidiary of SINOMACH, our connected person and our Promoter who holds 1.00% equity interest in our Company as at the date of December 11, 2012	「中國聯合」	指 中國聯合工程公司，一家於1984年1月21日在中國成立的企業，國機的全資附屬公司。中國聯合為我們的關連人士暨發起人，於2012年12月11日持有本公司1.00%股權
“CMEC Comtrans”	CMEC Comtrans International Co., Ltd.* (中設國際商務運輸代理有限責任公司), a wholly-owned subsidiary of our Company established in the PRC on March 5, 1997 with limited liability	「中設商運」	指 中設國際商務運輸代理有限責任公司，一家於1997年3月5日在中國成立的有限責任公司，並為本公司的全資附屬公司
“CMEC Expo”	CMEC International Exhibition Co., Ltd.* (西麥克國際展覽有限責任公司), a wholly-owned subsidiary of our Company established in the PRC on January 9, 1995 with limited liability	「西麥克展覽」	指 西麥克國際展覽有限責任公司，一家於1995年1月9日在中國成立的有限責任公司，並為本公司的全資附屬公司
“CMEC International Engineering”	CMEC International Engineering Co., Ltd.* (中設國際工程有限責任公司), a wholly-owned subsidiary of our Company established in the PRC on September 9, 1997 with limited liability	「中設國際工程」	指 中設國際工程有限責任公司，一家於1997年9月9日在中國成立的有限責任公司，並為本公司的全資附屬公司

Glossary of Terms

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“CMEC Machinery & Electric”	CMEC Machinery & Electric Equipment Import & Export Co., Ltd.* (中設機電進出口有限公司), a wholly-owned subsidiary of our Company established in the PRC on January 16, 1995 with limited liability	「中設機電」指 中設機電進出口有限公司，一家於1995年1月16日在中國成立的有限責任公司，並為本公司的全資附屬公司
“CMEC Tendering”	China Machinery and Equipment International Tendering Co., Ltd.* (中設國際招標有限責任公司), a wholly-owned subsidiary of our Company established in the PRC on April 29, 1996 with limited liability	「中設招標」指 中設國際招標有限責任公司，一家於1996年4月29日在中國成立的有限責任公司，並為本公司的全資附屬公司
“Company”, “Our Company” or “CMEC”	China Machinery Engineering Corporation* (中國機械設備工程股份有限公司), a joint stock company with limited liability incorporated in the PRC on January 18, 2011, and except where the context indicates otherwise, includes (i) our predecessors and (ii) with respect to the period before our Company became the holding company of its present subsidiaries, the business operated by it and its present subsidiaries or (as the case may be) their predecessors	「公司」、 「本公司」 或「中國 機械工程」指 中國機械設備工程股份有限公司，一家於2011年1月18日在中國註冊成立的股份有限公司；除非文義另有所指，否則包括：(i)我們的前身及(ii)就本公司成為其現時附屬公司的控股公司前的期間而言，其及其現時附屬公司或(視情況而定)其前身經營的業務
“Companies Law”	Company Law in the PRC (中華人民共和國公司法), adopted by the Standing Committee of the National People’s Congress on October 27, 2005 and which became effective on January 1, 2006, as amended, supplemented or otherwise modified from time to time	「公司法」指 全國人民代表大會常務委員會於2005年10月27日採納並於2006年1月1日生效的中華人民共和國公司法(經不時修訂、增補或以其他方式修改)
“Controlling Shareholder”	has the meaning ascribed thereto under the Listing Rules	「控股股東」指 具有上市規則所賦予的涵義
“Core Sectors”	the core sectors of our International Engineering Contracting Business which are the power sector, transportation sector and telecommunications sector	「核心行業」指 我們的國際工程承包業務的核心行業，為電力能源行業、交通運輸行業及電子通訊行業

Glossary of Terms

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“developing countries”	according to the World Bank, developing countries can refer to the countries with low- and middle-income economies, which are those with a gross national income per capita of less than US\$12,275	「發展中國家」	指 根據世界銀行的資料，發展中國家可指經濟體收入處於低及中水平的國家，其人均國民總收入少於12,275美元
“Director(s)”	the director(s) of the Company	「董事」	指 本公司董事
“Domestic Shares”	ordinary shares in our capital, with a nominal value of RMB1.00 each, which are subscribed for and paid up in Renminbi	「內資股」	指 我們股本中的普通股，每股面值為人民幣1.00元，乃以人民幣認購及繳足
“ENR”	Engineering News-Record magazine, a publication that provides news, analyses, commentary and data about the global construction industry and an independent third party	「ENR」	指 Engineering News-Record 雜誌，一本提供有關全球建造業消息、分析、評論及數據的刊物，為一名獨立第三方
“EPC” or “engineering, procurement and construction” or “turnkey”	a common form of contracting arrangement whereby the contractor is commissioned by the project owner to carry out such project work as design, procurement, construction and trial operations, or any combination of the above, either through the contractor’s own labor or by subcontracting part or all of the project work, and be responsible for the quality, safety, timely delivery and cost of the project	「EPC」或「設計、採購及施工」或「交鑰匙」	指 承包安排的常見形式，即承包商受項目業主的委託進行設計、採購、施工及試工等項目工作，或任何上述的組合（無論是通過承包商本身的人員或分包部分或所有項目工作），並對項目的質量、安全、工期及成本負責
“Global Offering”	The offering by the Company of 825,700,000 H Shares for subscription by the public in Hong Kong and placing with professional and institutional investors outside the United States in December 2012	「全球發售」	指 本公司於2012年12月提呈發售825,700,000股H股，供香港公眾認購，並配售予美國境外的專業及機構投資者
“Group”, “Our Group”, “we” or “us”	the Company and, except where the context otherwise requires, all its subsidiaries	「集團」、 「本集團」 或「我們」	指 本公司及除文義另有所指外，包括其所有附屬公司

Glossary of Terms

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“H Share(s)”	overseas listed foreign shares in our ordinary share capital with a nominal value of RMB1.00 each, which are listed on the Stock Exchange and subscribed for and traded in HK\$	「H股」	指 我們普通股本中的境外上市外資股，每股面值人民幣1.00元，以港元認購及買賣，並於聯交所上市
“HK\$”	Hong Kong dollars, the lawful currency of the Hong Kong Special Administration Region	「港元」	指 港元，香港特別行政區法定貨幣
“IFRS”	International Financial Reporting Standards	「國際財務報告準則」	指 國際財務報告準則
“independent third party(ies)”	person(s) or company(ies) which is (are) independent of the directors, supervisors, controlling shareholder, substantial shareholder and the chief executive (such terms as defined in the Listing Rules) of the Company or any of its subsidiaries or an associate of any of them	「獨立第三方」	指 獨立於本公司及其附屬公司的任何董事、監事、控股股東、主要股東及行政總裁（定義見上市規則）或其任何各自的聯繫人的個人或公司
“INED(s)”	the independent non-executive Director(s) of our Company	「獨立非執行董事」	指 本公司獨立非執行董事
“International Engineering Contracting Business”	the international engineering contracting business conducted by our Group with a primary focus on EPC projects	「國際工程承包業務」	指 由本集團開展，並以EPC項目為重點的國際工程承包業務
“Ipsos”	Ipsos Hong Kong Limited, an independent third party, is part of Ipsos SA and it conducts research on market profiles, market size, share and segmentation analyses, distribution and value analyses, competitor tracking and corporate intelligence; it is responsible for conducting a research on the industry information included in this annual report and providing the relevant data	「益普索」	指 益普索香港有限公司*，一名獨立第三方，為Ipsos SA的一部分，其開展市場概況、市場規模、份額及細分分析、分銷及價值分析、競爭對手追蹤及企業情報的研究；其對本年報內的行業數據展開調查並提供相關數據

Glossary of Terms

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"Ipsos Report"	a report prepared by Ipsos Hong Kong Limited, an independent third party, on the global infrastructure engineering industry and international trading industry in general, and the infrastructure engineering industry and international trading industry in the developing countries in particular, which was commissioned by us and issued on March 20, 2014	「益普索報告」	指 由我們委託獨立第三方益普索香港有限公司*於2014年3月20日刊發有關全球基建工程行業與國際貿易行業的整體情況(特別是有關發展中國家的基建工程行業與國際貿易行業)的報告
"ISA"	the United States Iran Sanctions Act, as amended (P.L. 104-172, August 5, 1996) (formerly the Iran and Libya Sanctions Act of 1996)	「伊朗制裁法」	指 美國的伊朗制裁法，經修訂(P.L. 104-172，1996年8月5日)(前稱1996年伊朗及利比亞制裁法)
"kV"	unit of electric potential, kilovolt. 1kV = 1,000 volts	「千伏」	指 電壓單位千伏。1千伏=1,000伏特
"kW"	unit of energy, kilowatt. 1 kW = 1,000 watts	「千瓦」	指 能源單位千瓦。1千瓦=1,000瓦特
"Listing"	listing of our H Shares on the Stock Exchange	「上市」	指 我們的H股在聯交所上市
"Listing Date"	December 21, 2012	「上市日期」	指 2012年12月21日
"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time	「上市規則」	指 香港聯合交易所有限公司證券上市規則(經不時修訂)
"Model Code"	the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 to the Listing Rules	「標準守則」	指 上市規則附錄十所載之上市發行人董事進行證券交易的標準守則
"MW"	unit of energy, megawatt. 1 MW = 1,000 kW. The installed capacity of power plants is generally expressed in MW	「兆瓦」	指 能源單位兆瓦。1兆瓦=1,000千瓦。發電廠裝機容量通常以兆瓦表示
"non-Core Sectors"	any sectors that do not fall within the Core Sectors of our International Engineering Contracting Business	「非核心行業」	指 任何並非屬於我們國際工程承包業務核心行業的行業

Glossary of Terms

詞匯表

“NSSF”	National Council for Social Security Fund of the PRC (中華人民共和國全國社會保障基金理事會)	「社保基金理事會」	指 中華人民共和國全國社會保障基金理事會
“OFAC”	the Office of Foreign Assets Control of the US Department of the Treasury	「外國資產管制局」	指 美國財政部屬下外國資產管制局
“Other Businesses”	the other businesses conducted by our Group, other than the International Engineering Contracting Business and the Trading Business, which include, among others, logistic services, exhibition services, tendering agency services, export-import agency services, design services and other services	「其他業務」	指 本集團開展的其他業務（國際工程承包業務及貿易業務除外），其中包括物流服務、展覽服務、招標代理服務、進出口代理服務、設計服務及其他服務
“PRC”	The People’s Republic of China	「中國」	指 中華人民共和國
“Prospectus”	the prospectus of the Company dated December 11, 2012	「招股章程」	指 本公司日期為2012年12月11日的招股章程
“RMB” or “Renminbi”	Renminbi yuan, the lawful currency of the PRC	「人民幣」	指 人民幣，中國法定貨幣
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time	「證券及期貨條例」	指 香港法例第571章證券及期貨條例（經不時修訂、補充或以其他方式修改）
“Share(s)”	share(s) in the share capital of our Company, with a nominal value of RMB1.00 each, including our Domestic Shares and H Shares	「股份」	指 本公司股本中每股面值人民幣1.00元的股份，包括內資股及H股
“Shareholder(s)”	holder(s) of our Share(s)	「股東」	指 我們股份的持有人
“SINOMACH”	China National Machinery Industry Corporation* (中國機械工業集團有限公司), a state-owned enterprise established in the PRC on May 21, 1988, our controlling shareholder	「國機」	指 我們的控股股東中國機械工業集團有限公司，一家於1988年5月21日在中國成立的國有企業

Glossary of Terms

詞匯表

“SINOMACH Group”	SINOMACH and its subsidiaries, which excludes our Group	「國機集團」	指 國機及其附屬公司，不包括本集團
“Sinasure”	China Export & Credit Insurance Corporation (中國出口信用保險公司), a policy-oriented insurance company specializing in export credit insurance in the PRC and an independent third party	「中國信保」	指 中國出口信用保險公司，一家在中國專營出口信用保險的政策性保險公司和獨立第三方
“Supervisor(s)”	one (or all) of our Company’s supervisors	「監事」	指 本公司的一名(或全體)監事
“Supervisory Board”	the supervisory board of our Company	「監事會」	指 本公司監事會
“Stock Exchange”	The Stock Exchange of Hong Kong Limited	「聯交所」	指 香港聯合交易所有限公司
“Trading Business”	the international and domestic trading business conducted by our Group	「貿易業務」	指 本集團進行的國際和國內貿易業務
“United States” or “U.S.”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction	「美國」	指 美利堅合眾國、其領土、其屬地及受其司法管轄的所有地區
“US dollars” or “US\$”	United States dollars, the lawful currency of the United States	「美元」	指 美元，美國的法定貨幣
“%”	per cent. or percentage	「%」	指 百分比
* Denotes English translation of the name of a Chinese company or entity or vice versa and is provided for identification purposes only.		* 指中國公司或實體名稱的英文譯名或相反情況，僅供識別。	

Corporate Information

公司資料

LEGAL NAME OF THE COMPANY

中國機械設備工程股份有限公司

ENGLISH NAME OF THE COMPANY

China Machinery Engineering Corporation*

BOARD OF DIRECTORS

Executive Directors

Mr. SUN Bai (*Chairman*)
Mr. ZHANG Chun (*President*)

Non-executive Directors

Mr. WANG Zhian
Mr. YU Benli
Mr. ZHANG Fusheng

Independent Non-executive Directors

Mr. LIU Li
Ms. LIU Hongyu
Mr. FANG Yongzhong
Mr. WU Tak Lung

SUPERVISORS

Mr. QUAN Huaqiang (*Chairman*)
(*Shareholder representative supervisor*)
Mr. QIAN Xiangdong (*Shareholder representative supervisor*)
Mr. BAI Ming (*Staff representative supervisor*)

JOINT COMPANY SECRETARIES

Mr. ZHOU Yamin
Ms. TSANG Fung Chu

AUTHORIZED REPRESENTATIVES

Mr. ZHANG Chun
Mr. ZHOU Yamin

* For Identification Purposes Only

本公司法定名稱

中國機械設備工程股份有限公司

本公司英文名稱

China Machinery Engineering Corporation*

董事會

執行董事

孫柏先生 (*董事長*)
張淳先生 (*總裁*)

非執行董事

王治安先生
余本禮先生
張福生先生

獨立非執行董事

劉力先生
劉紅宇女士
方永忠先生
吳德龍先生

監事

全華強先生 (*監事長*)
(*股東代表監事*)
錢向東先生 (*股東代表監事*)
白明先生 (*僱員代表監事*)

聯席公司秘書

周亞民先生
曾鳳珠女士

授權代表

張淳先生
周亞民先生

* 僅供識別

AUDIT COMMITTEE

Mr. LIU Li (*Chairman*)
Mr. WANG Zhian
Ms. LIU Hongyu

NOMINATION COMMITTEE

Mr. SUN Bai (*Chairman*)
Ms. LIU Hongyu
Mr. FANG Yongzhong

REMUNERATION COMMITTEE

Mr. FANG Yongzhong (*Chairman*)
Mr. WANG Zhian
Mr. LIU Li

STRATEGY AND DEVELOPMENT COMMITTEE

Mr. SUN Bai (*Chairman*)
Mr. ZHANG Chun
Mr. YU Benli
Mr. LIU Li

OPERATION AND RISK MANAGEMENT COMMITTEE

Mr. ZHANG Chun (*Chairman*)
Mr. WANG Zhian
Mr. ZHANG Fusheng
Mr. FANG Yongzhong

AUDITORS

International Auditors
Ernst & Young

PRC Auditors
Ernst & Young Hua Ming LLP (Special General Partnership)

PRINCIPAL BANKS

Bank of China Limited
The Export – Import Bank of China
CITIC Bank
China Merchants Bank (Beijing Branch)
Bank of Communication (Beijing Dongdan Sub-branch)

審計委員會

劉力先生 (主席)
王治安先生
劉紅宇女士

提名委員會

孫柏先生 (主席)
劉紅宇女士
方永忠先生

薪酬委員會

方永忠先生 (主席)
王治安先生
劉力先生

戰略與發展委員會

孫柏先生 (主席)
張淳先生
余本禮先生
劉力先生

經營與風險管理委員會

張淳先生 (主席)
王治安先生
張福生先生
方永忠先生

核數師

國際核數師
安永會計師事務所

中國核數師
安永華明會計師事務所 (特殊普通合伙)

主要往來銀行

中國銀行股份有限公司
中國進出口銀行
中信銀行
招商銀行 (北京分行)
交通銀行 (北京東單支行)

Corporate Information

公司資料

REGISTERED OFFICE AND HEAD OFFICE IN THE PRC

No. 178 Guang'anmenwai Street
Beijing, PRC

中國註冊辦事處及本部

中國北京市
廣安門外大街178號

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 804, 8/F, Tower 1
South Sea Centre
75 Mody Road
Tsimshatsui East
Kowloon, Hong Kong

香港主要營業地點

香港九龍
尖沙咀東
麼地道75號
南洋中心
第1座8樓804室

HONG KONG H SHARE REGISTRAR AND TRANSFER OFFICE

Computershare Hong Kong Investor Services Limited
Shops 1712-1716, 17th Floor
Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong

香港H股股份過戶登記處

香港中央證券登記有限公司
香港灣仔
皇后大道東183號
合和中心
17樓1712-1716室

LEGAL ADVISORS

As to Hong Kong Laws
Shearman & Sterling

As to PRC Laws
Tian Yuan Law Firm

法律顧問

關於香港法律
美國謝爾曼•思特靈律師事務所

關於中國法律
天元律師事務所

STOCK CODE

01829

股份代號

01829

INVESTOR INQUIRIES

Investor Hotline: 86 10 6331 2262
Fax No: 86 10 6332 1086

投資者諮詢

投資者熱線：86 10 6331 2262
傳真：86 10 6332 1086

COMPANY'S WEBSITE

www.cmec.com

公司網站

www.cmec.com



中國機械設備工程股份有限公司
China Machinery Engineering Corporation*

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* 僅供識別