



**昆明机床**  
KUNMING MACHINE TOOL

**沈機集團昆明機床股份有限公司**

**SHENJI GROUP KUNMING MACHINE TOOL COMPANY LIMITED**

(A sino-foreign joint stock limited company established in the People's Republic of China with limited liability)  
(Stock Code: 0300)

**Create Classic of  
High Precision Machine Made in China**

---

Interim Report 2013



## 目 錄 CONTENTS

一、 釋義 DEFINITION .....	3
二、 公司簡介 COMPANY PROFILE .....	4
三、 會計數據和財務指標摘要 SUMMARY OF ACCOUNTING DATA AND FINANCIAL INDICATORS .....	6
四、 董事會報告 DIRECTORS' REPORT .....	8
五、 重要事項 SIGNIFICANT EVENTS .....	20
六、 股份變動及股東情況 CHANGES IN SHARE CAPITAL AND SHAREHOLDERS .....	23
七、 董事、監事、高級管理人員情況 DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT OFFICERS .....	26
八、 財務報告 FINANCIAL STATEMENTS .....	27
九、 備查文件目錄 DOCUMENTS AVAILABLE FOR INSPECTION .....	148

## 重要提示

- 本公司董事會、監事會及董事、監事、高級管理人員保證半年度報告內容的真實、準確、完整，不存在虛假記載、誤導性陳述或重大遺漏，並承擔個別和連帶的法律責任。
- 公司董事出席董事會會議情況。

未出席董事職務 Positions of directors who did not attend the board meeting	未出席董事姓名 Name of directors who did not attend the board meeting	未出席董事的原因說明 Reasons for not attending the board meeting	被委託人姓名 Appointee
獨立董事 Independent director	楊雄勝 Yang Xiongsheng	因工作原因 Office duty	陳富生 Chen Fusheng
獨立董事 Independent director	肖建明 Xiao Jianming	因工作原因 Office duty	陳富生 Chen Fusheng
董事 Director	關欣 Guan Xin	因工作原因 Office duty	王興 Wang Xing

- 公司半年度財務報告未經審計，但已經本公司董事會審計委員會審閱。

- 公司負責人王興、主管會計工作負責人李順珍及會計機構負責人(會計主管人員)李紅寧聲明：保證本半年度報告中財務報告的真實、準確、完整。

- 經董事會審議的報告期利潤分配預案或公積金轉增股本預案：無

- 公司2013年度經營目標為：營業收入10億元；淨利潤500萬元。該指標為公司管理層既定目標，不構成公司對投資者的實質承諾，請投資者注意投資風險。

- 是否存在被控股股東及其關聯方非經營性佔用資金情況？  
否

- 是否存在違反規定決策程序對外提供擔保的情況？  
否

- 本中期報告分別以中、英兩種語言編製，兩種文體若出現解釋上的歧義時，以中文本為準。

## IMPORTANT NOTICE

- The board of directors (the "Board"), supervisory committee, and the directors, supervisors and senior management officers of the Company confirmed that there are no false representations, misleading statements or material omissions in this interim report and accept joint and several responsibilities for the truthfulness, accuracy and completeness of the contents of the report.

- Directors' attendance of the Board meeting

- The financial statements of the interim report of the Company were unaudited, but were reviewed by the Audit Committee of the Board of the Company.

- Wang Xing, Chairman, Li Shunzhen, the person in charge of accounting affairs, and Li Hongning, head of accounting department (Accounting Supervisor), have declared that they assured for the truthfulness and completeness of the financial statements in the Interim Report.

- Proposal on profit distribution or capitalization of capital reserve to increase share capital for the reporting period approved by the Board: Nil

- Operating target of the Company of 2013: operating income: 1 billion, net profit: 5 million. The aforementioned indicators are just the target set by the management of the Company which do not constitute real commitments to investors. Investors are advised to pay attention to the investment risks.

- Any appropriation of non-operating fund by the controlling shareholder and its related parties?  
No

- Any external guarantee provided not in compliance with the required decision-making procedures?  
No

- This interim report is prepared in both Chinese and English, in the event that different interpretation occurs, the Chinese version shall prevail.

## 一、釋義

## I. DEFINITION

在本報告書中，除非文義另有所指，下列詞語具有如下含義：

In this report, unless the context otherwise requires, the following expressions have the following meanings:

### 常用詞語釋義

#### Definition

本公司、公司、母公司 "The Company", "Company", "Parent"	指	沈機集團昆明機床股份有限公司 Shenji Group Kunming Machine Tool Company Limited
行業 "Industry"	指	中國機床行業 the machine tool industry in the PRC
臥鏜 "Horizontal machine"	指	臥式鏜銑床 horizontal boring and milling machine tool
落地鏜 "Floor-type machine"	指	落地式鏜銑床 floor-type boring and milling machine tool
加工中心 "Machining center"	指	臥式加工中心 horizontal products machining center
龍門銑 "Gantry machine"	指	龍門鏜銑床 gantry boring and milling machine tool
《公司法》 "Company Law"	指	《中華人民共和國公司法》 the Company Law of the People's Republic of China
《證券法》 "Securities Law"	指	《中華人民共和國證券法》 the Securities Law of the People's Republic of China
《會計法》 "Accounting Law"	指	《中華人民共和國會計法》 the Accounting Law of the People's Republic of China
元、千元、萬元 "RMB", "RMB'000" and "RMB0'000"	指	人民幣元、人民幣千元、人民幣萬元 RMB, RMB thousand and RMB ten thousand

## 二、公司簡介

### 一、公司信息

公司的中文名稱  
沈機集團昆明機床股份有限公司

公司的中文名稱簡稱  
昆明機床

公司的外文名稱  
SHENJI GROUP KUNMING MACHINE  
TOOL COMPANY LIMITED

公司的外文名稱縮寫  
kmtcl

公司的法定代表人  
王興

### 二、聯繫人和聯繫方式

#### 董事會秘書

姓名  
羅濤

聯繫地址  
雲南省昆明市茨壩路23號

電話  
86-871-66166612

傳真  
86-871-66166288

電子信箱  
luotao@kmtcl.com.cn

#### 證券事務代表

姓名  
王碧輝

聯繫地址  
雲南省昆明市茨壩路23號

電話  
86-871-66166623

傳真  
86-871-66166288

電子信箱  
wangbh@kmtcl.com.cn

## II. COMPANY PROFILE

### I. COMPANY INFORMATION

Name of the Company (Chinese)  
沈機集團昆明機床股份有限公司

Abbreviated Name of the Company (Chinese)  
昆明機床

Name of the Company (English)  
SHENJI GROUP KUNMING MACHINE TOOL COMPANY LIMITED

Abbreviated Name of the Company (English) kmtcl  
kmtcl

Legal Representative  
Wang Xing

### II. CONTACT PERSON AND CONTACT INFORMATION

#### Secretary to the Board

Name  
Luo Tao

Correspondence address  
23 Ciba Road, Kunming City, Yunnan Province

Telephone number  
86-871-66166612

Facsimile number  
86-871-66166288

E-mail  
luotao@kmtcl.com.cn

#### Securities Affairs Representative

Name  
Wang Bihui

Correspondence address  
23 Ciba Road, Kunming City, Yunnan Province

Telephone number  
86-871-66166623

Facsimile number  
86-871-66166288

E-mail  
wangbh@kmtcl.com.cn

### 三、基本情況變更簡介

公司註冊地址  
中華人民共和國雲南省昆明市茨壩路23號

公司註冊地址的郵政編碼  
650203

公司辦公地址  
雲南省昆明市茨壩路23號

公司辦公地址的郵政編碼  
650203

公司網址  
www.kmtcl.com.cn

電子信箱  
dsh@kmtcl.com.cn

### 四、信息披露及備置地點變更情況簡介

公司選定的信息披露報紙名稱  
《中國證券報》、《上海證券報》、  
《證券時報》

登載半年度報告的中國證監會  
指定網站的網址  
www.sse.com.cn  
www.hkex.com.hk  
kmtcl.com.cn

公司半年度報告備置地點  
雲南省昆明市茨壩路23號公司  
董事會辦公室

### 五、公司股票簡況

#### 公司股票簡況

股票種類  
A股

股票上市交易所  
上海證券交易所

股票簡稱  
昆明機床

股票代碼  
600806

### III. BASIC INFORMATION

Registered address  
23 Ciba Road, Kunming City, Yunnan Province, the PRC

Post code of registered address  
650203

Business address  
23 Ciba Road, Kunming City, Yunnan Province

Post code of business address  
650203

Website  
www.kmtcl.com.cn

E-mail  
dsh@kmtcl.com.cn

### IV. PLACE OF INFORMATION DISCLOSURE AND DOCUMENT INSPECTION

Designated newspapers for publishing  
China Securities Daily, Shanghai Securities News and  
Securities Times

Designated internet websites by CSRC for  
publishing interim report  
www.sse.com.cn  
www.hkex.com.hk  
kmtcl.com.cn

Interim report available at  
Office Building, 23 Ciba Road, Kunming City,  
Yunnan Province

### V. SHARE LISTING

#### Particulars of the Company's Shares

Class of Shares  
A Shares

Stock Exchange  
Shanghai Stock Exchange

Short Name  
Kunming Machine

Stock Code  
600806

股票種類 H股	Class of Shares H Shares
股票上市交易所 香港聯合交易所有限公司	Stock Exchange The Stock Exchange of Hong Kong Limited
股票簡稱 昆明機床	Short Name Kunming Machine
股票代碼 0300	Stock Code 0300

## 六、公司報告期內的註冊變更情況

公司報告期內註冊情況未變更。

## 三、會計數據和財務指標摘要

### 一、公司主要會計數據和財務指標

#### (一) 主要會計數據

## VI. CHANGES IN REGISTRATION OF THE COMPANY DURING THE REPORTING PERIOD

There was no change in registration of the Company during the reporting period.

## III. SUMMARY OF ACCOUNTING DATA AND FINANCIAL INDICATORS

### I. PRINCIPAL ACCOUNTING DATA AND FINANCIAL INDICATORS

#### (1) PRINCIPAL ACCOUNTING DATA

		單位：元 幣種：人民幣 Unit: RMB		
		本報告期 (1-6月) For the six months ended 30 June 2013	上年同期 For the six months ended 30 June 2012	本報告期比上年 同期增減(%) Change (%)
<b>主要會計數據</b>	<b>Principal accounting data</b>			
營業收入	Operating income	353,217,038.61	631,677,302.95	-44.08
歸屬於上市公司股東的淨 (虧損)/利潤	Net (losses)/profit attributable to equity shareholders of the Company	-43,609,779.31	3,592,495.24	-1,313.91
歸屬於上市公司股東的扣除非 經常性損益的淨虧損	Net losses (excluding extraordinary gains and losses) attributable to equity shareholders of the Company	-43,814,921.90	-8,219,751.60	433.04
經營活動產生的現金流量淨額	Net cash flow from operating activities	-40,319,227.20	-3,244,626.50	1,142.65
		本報告期末 As at 30 June 2013	上年度末 As at 31 December 2012	本報告期末比上年 度末增減(%) Change (%)
歸屬於上市公司股東的淨資產	Net assets attributable to equity shareholders of the Company	1,274,686,776.52	1,318,296,555.83	-3.31
總資產	Total assets	2,693,593,581.87	2,548,752,225.10	5.68

## (二) 主要財務指標

## (2) PRINCIPAL FINANCIAL INDICATORS

主要財務指標	Principal financial indicator	本報告期 (1-6月) For the six months ended 30 June 2013	上年同期 For the six months ended 30 June 2012	本報告期比上年 同期增減(%) Change (%)
基本每股(虧損)/收益(元/股)	Basic (losses)/earnings per share (RMB/share)	-0.0821	0.0068	-1,307.58
稀釋每股(虧損)/收益(元/股)	Diluted (losses)/earnings per share (RMB/share)	-0.0821	0.0068	-1,307.58
扣除非經常性損益後的基本 每股虧損(元/股)	Basic losses per share excluding extraordinary gains and losses (RMB/share)	-0.0825	-0.0155	432.27
加權平均淨資產收益率(%)	Return on net assets (weighted average) (%)	-3.36	0.26	-3.62
扣除非經常性損益後的加權 平均淨資產收益率(%)	Return on net assets based on net profit excluding extraordinary gains and losses (weighted average) (%)	-3.38	-0.59	-2.79

## 二、非經常性損益項目和金額

## II. EXTRAORDINARY GAINS AND LOSSES AND AMOUNTS

單位：元 幣種：人民幣

Unit: RMB

金額

Amount

非經常性損益項目	Extraordinary gains and losses	Amount
非流動資產處置損益	Disposal of non-current assets	-49,534.58
計入當期損益的政府補助，但與 公司正常經營業務密切相關， 符合國家政策規定、按照一定 標準定額或定量持續享受的 政府補助除外	Government grants recognized through profit and loss (excluding those having close relationship with the Group's operation and enjoyed in fixed amount or quantity according to uniform national standard)	405,000.00
除上述各項之外的其他營業外 收入和支出	Other non-operating income and expenses besides items above	-88,131.78
少數股東權益影響額	Effect of minority interests (after tax)	-22,091.00
所得稅影響額	Effect of income tax	-40,100.05
合計	Total	205,142.59



## 四、董事會報告

### 一、董事會關於公司報告期內經營情況的討論與分析

2013年上半年，國內機床工具行業經營形勢延續2012年整體趨勢，國產低端產品需求明顯減少，中端產品單價持續下降，高端數控產品進口仍呈上升趨勢，產品結構與市場需求矛盾更加突出，同質化競爭更加激烈。

儘管公司2012年度至2013年中期業績出現了大幅下滑，但從細分行業和公司自身狀況來講，昆明機床是具有比較優勢的。其他一些行業企業都因為體量過大，產能過剩明顯，企業自身存貨積壓，再由於前期擴張較快，應收賬款過大，因而存在的壞賬風險也較大。機床行業雖然屬於機械裝備行業，市場整體情況也不理想，但由於機床行業下游涉及範圍廣，與製造有關的行業聯繫緊密。如此廣泛的下游市場決定了機床市場並不會受某一個或幾個行業的影響而出現重大危機。最近國務院提出推進新型城鎮化建設，對鐵路等軌道交通的十二五規劃，以及通信電子、網絡媒體消費等的行業發展規劃，都孕育著新的增長機會，其中必然會帶動機床工具行業的發展與升級。

根據市場形勢及公司戰略發展的要求，公司董事會調整了年度經營目標，公司經營管理團隊以創新求發展，在營銷、生產、研發等領域創新經營管理模式，圍繞「搶合同，保訂單，抓回款」開展各方面工作。

## IV. DIRECTORS' REPORT

### I. THE BOARD'S DISCUSSION AND ANALYSIS ON THE OPERATION OF THE COMPANY DURING THE REPORTING PERIOD

In the first half of 2013, the domestic operating environment of the machine tool industry was in line with the overall trend in 2012, with substantial decrease in domestic demand for low-end products as well as declining per unit price of medium-end products, while the import of high-end CNC products maintained the upward momentum. As a result, disequilibrium between product structure and market demand worsened and competition among similar products intensified.

Despite the significant deterioration in operating results from the year 2012 to the first half of 2013, the Company, however, remained competitive in specific industry segments and in terms of its own condition. Most enterprises in the industry experienced excessive overcapacity due to their unchecked scale and piling-up inventory; besides, the rampant expansion at the earlier stage led to enormous receivable amount which increased the enterprises' exposure to bad debts. The overall market condition bodes ill for the machine tool industry which forms part of the machinery and equipment industry. However, a wide spectrum of downstream sectors under the machine tool industry bonding closely with manufacturing related industries has created a broad downstream market that protects the machine tool market from major crises caused by one or more particular industries. The recent proposal by the State Council to advance a new type of urbanization, the Twelfth Five-Year Plan for rail transportation including railways, and the development planning in industries concerning telecommunications, electronics, network media and consumption have spawned new growth engines which are certain to bolster the development and upgrade of the machine tool industry.

In light of the market condition and the Company's strategic development, the Board of the Company adjusted the annual operation target. Seeking development through innovation, the operation management team of the Company explored novel operational and management approaches in respect of marketing, production and R&D. And the team is making efforts in various aspects under the operating guideline focusing on "seizing contracts and orders and ensuring collection of accounts receivable".

## 1、 營銷工作：

為鞏固和加大市場開拓力度，公司加強了營銷隊伍建設及營銷區域平台的搭建工作，將銷售、服務、培訓、渠道管理功能重點集成在山東、河南、浙江、南方公司四大營銷平台中，實現市場管理工作的前移，同時也充分利用區位優勢，不斷擴大海外市場，預計至2013年底將建立30家專營店，50家一級代理商；建立VIP客戶回饋機制，建立相應服務流程和標準，指定專門客戶經理為客戶提供真正的專屬服務；技術解決方案、技術人員面向一線，增強區域團隊力量，實現銷售全程強大的技術服務與支持；通過營銷渠道強化國產機床一流品牌，提高各系列產品更高的市場佔有率。

## 2、 生產工作：

在ERP系統的基礎上，通過全面預算管理，對公司生產進行精益化管理，通過ERP系統實現產品台套生產計劃分解，系統下達產品投裝計劃、零件配套計劃、坯件備料計劃和外購件採購申請等工作，通過ERP系統成本核算模塊逐級遞歸核算坯件、零件、產品成本，從而實現物流、信息流和資金流的集成管控，強化精益生產，提高零件配套的及時性、合格率。通過推行精益生產，降低外購件庫存規模，減少公司資金佔用。

## 1. Marketing:

To consolidate and strengthen the efforts in market expansion, the Company enhanced the capability of the marketing team and stepped up the establishment of regional sales platforms, particularly integrating sales, services, training and channel management into the four major marketing platforms of companies in Shandong, Henan, Zhejiang and South China, which pushed the market management to the sales frontline. Meanwhile, the Company continued to expand overseas markets by fully leveraging on the regional advantages. It is expected that 30 franchise shops will be set up and 50 premier agents will be licensed by the end of 2013. The Company will also devise a VIP customer feedback mechanism with relevant service procedures and standards formulated, so that individual customers will enjoy truly customized services provided by designated account managers. With sales-oriented technical solutions and technicians in place, the Company will enhance the capability of regional workforce, so as to render supreme technical services and support throughout the sales process. And the Company will also embolden the first-class brand of domestically manufactured machine tools through marketing channels in a bid to boost the market share of each series of products.

## 2. Production:

Based on the ERP system, the Company will refine the management of production through overall budget management. Breaking down the production plan of each type of products, the ERP system is able to execute plans of manufacturing and assembly, select appropriate components and parts, manage blanks and preparations and apply for external procurement. The cost calculation module embedded in the ERP system is capable of level-by-level recursive cost calculation of blanks, components and parts as well as finished products, thus, realizing integrated management and control of the flow of products, information and capital, which will enhance production with more compatible components and parts provided in a timely and up to standard manner. The deepening of the refined production process lowered the inventory scale of external procurement, and utilized less capital of the Company as a result.

### 3、 研發工作：

XK28系列產品實現突破，龍門鏜銑床跨入國內外先進行列；THM46100精密臥加、THB110、KHC63-5A將盡快導入市場。研發人員經過分析競爭對手產品特點，結合用戶需求，總結幾大系列產品的獨特賣點，成立用戶工藝研究團隊，在市場競爭的壓力下提出訂製化服務，改進產品綜合性能，滿足用戶個性化需求，為營銷工作提供滿意可靠的技術支持與服務，通過技術研發水平的不斷提升，實現公司向「工業服務商」的轉型。

### 3. R&D:

With breakthroughs realized in the XK28 series, the gantry boring and milling machine tools are now renowned as advanced machine tools both at home and abroad. The THM46100 high precision horizontal products machining center, the THB110 and KHC63-5A series will be put into market as soon as possible. By analysing the features of rival products and users' needs, the R&D team listed out the unique selling points of several major product series. Overcoming the pressure from market competition, a research team on user-specific technologies has been established to provide customized services and optimize the overall performance of products, so as to satisfy individual requirements of users. The team will also provide satisfactory and reliable technical supports and services to complement the marketing team. With growing technical research strength, the Company realized the transformation towards an "industrial service provider".

## (一) 主營業務分析

### 1、 財務報表相關科目變動分析表

## (1) ANALYSIS OF PRINCIPAL ACTIVITIES

### 1. Table of analysis of changes in relevant items of financial statements

單位：元 幣種：人民幣

Unit: RMB

本期末金額較上期

期末變動比例(%)

項目名稱	Item	本期期末數 Closing balance at 30 June 2013	上期期末數 Closing balance at 31 December 2012	Change (%)
貨幣資金	Cash at bank and on hand	118,714,862.61	98,887,040.73	20.05%
應收票據	Bills receivable	91,495,287.49	74,194,825.88	23.32%
應收賬款	Accounts receivable	287,730,391.71	296,885,249.95	-3.08%
存貨	Inventories	1,072,384,215.21	1,011,927,770.40	5.97%
在建工程	Construction in progress	247,997,950.35	182,359,702.75	35.99%
短期借款	Short-term borrowings	200,000,000.00	105,000,000.00	90.48%
應付票據	Bills payable	12,873,820.96	28,693,005.00	-55.13%
應付賬款	Accounts payable	525,892,042.04	506,762,578.19	3.77%

A 貨幣資金增加是本期增加流動資金貸款以及重大專項的項目資金增加所致；

A The increase in cash at bank and on hand was due to the increase in working capital, borrowings and major projects capital;

B 應收票據增加是因為本期銷售結算收到較多銀行承兌匯票；

B The increase in bills receivable was due to receiving more bank acceptance notes for sales;

C 應收賬款略有減少，因本期收回了部分欠款；

C The slight decrease in accounts receivable was due to the collection of some arrears;

D 公司加大對高附加值產品投入從而使得生產週期延長，存貨增加；

D The increase in inventories was due to the Company increasing investment in high value-added products, as a result, the production cycle extended and the inventories increased;

E 在建工程增加是因為公司本期繼續推進重裝及鑄造基地的建設以及購進希斯項目樣機；

E The increase in construction in progress was due to the Company continuing to promote the construction of heavy and casting base and purchasing the prototype machine from Schiess;

F 短期借款增加是本期增加流動資金貸款以保證生產正常投入；

F The increase in short-term borrowings was due to increasing working capital to ensure normal production inputs;

G 應付票據減少是本期減少銀行承兌匯票的結算方式；

G The decrease in bills payable was due to reducing the settlement of bank acceptances;

H 應付賬款略有增加是本期延長購進材料付款期所致。

H The slight increase in accounts payable was due to extending the payment period of purchasing materials.

## 2、利潤表及現金流量表相關科目變動分析表

## 2. Table of analysis of changes in relevant items of income statement and cash flow statement

單位：元  
Unit: RMB  
變動比例(%)  
Change (%)

科目	Items	本期數 As at 30 June 2013	上年同期數 As at 30 June 2012	變動比例(%) Change (%)
營業收入	Operating income	353,217,038.61	631,677,302.95	-44.08
營業成本	Operating costs	292,319,064.12	478,647,251.40	-38.93
銷售費用	Selling and distribution expenses	26,949,849.92	53,281,426.80	-49.42
管理費用	General and administrative expenses	63,785,516.47	80,700,493.14	-20.96
財務費用	Financial expenses	2,302,930.33	4,101,623.86	-43.85
經營活動產生的現金流量淨額	Net cash flow from operating activities	-40,319,227.20	-3,244,626.50	1142.65
投資活動產生的現金流量淨額	Net cash flow from investing activities	-25,537,770.81	-58,117,345.29	-56.06
籌資活動產生的現金流量淨額	Net cash flow from financing activities	90,348,220.00	13,505,824.22	568.96
研發支出	R&D expenditure	10,617,150.34	17,599,120.40	-39.67

A 市場持續低迷導致營業收入減少，營業成本、銷售費用、營業費用也隨之減少；

A The market continuing gloom led to the operating income decreased and, therefore, the operating costs, selling and distribution expenses and general and administrative expenses decreased;

B 財務費用減少是因為本報告期有資本化利息；

B The decrease in financial expenses was due to interest capitalization during the reporting period;

C 經營活動產生的現金流量淨額減少是因為產品訂單不足，回款減少；

C The decrease in net cash flow from operating activities was due to insufficient orders and therefore the cash collection decreased;

D 投資活動產生的現金流量淨支出減少是因為公司支付的工程款減少；

D The decrease in net cash flow from investing activities was due to the payment of projects decreased;

E 籌資活動產生的現金流量淨額增加是本期增加流動資金貸款所致；

E The increase in net cash flow from financing activities was due to working capital loans increased;

F 研發支出減少是因為本年同期的研發項目減少且本期內發生的研發支出中，承擔前期的國家重大專項項目，本期處於技術調試階段。

F The decrease in R&D expenditure was due to the number of R&D projects decreased and the the R&D expenditure incurred during the period were used in the early national major projects and the projects were in the technical debugging phase during this period.

### 3、 報告期資產、利潤變動分析表

### 3. Table of analysis of changes in assets and profits

單位：元  
Unit: RMB

項目	Items	As at		增減額	增減幅度%
		As at 30 June 2013	As at 30 June 2012		
總資產	Total assets	2,693,593,581.87	2,548,752,225.10	144,841,356.77	5.68
營業虧損	Operating losses	-50,855,460.55	-9,499,034.00	-41,356,426.55	435.38
歸屬於母公司所有者的淨(虧損)/利潤	Net (losses)/profit attributable to equity shareholders of the Company	-43,609,779.31	3,592,495.24	-47,202,274.55	-1,313.91

分析：

總資產增加的主要原因是本期在建工程增加65,638千元，公司加大對高附加值產品投入從而生產週期延長，存貨增加；營業利潤減少是因為市場持續低迷，產品銷售收入減少，且部分產品售價調低導致利潤減少，出現虧損；本期營業利潤減少直接導致了歸屬於母公司所有者的淨利潤減少。

Analysis:

The increase in total assets was due to the increase of RMB65,638,000 in the construction in progress. The Company increased investment in high value-added products, as a result, the production cycle extended and the inventories increased. The decrease in operating profit was due to the market continuing gloom led to operating revenue decreased, and the decreased price of some products also led to the profit decreased and incurred loss. The operating profit decreased directly led to the net profit attributing to equity shareholders of the Company decreased.

### 4、 其它

### 4. Others

#### (1) 訂單分析

2013年上半年生效合同訂單總量為：4.07億元。受市場因素及競爭因素的影響，訂單量較去年相比有所下降，同時訂單佔比也較去年有所下滑。

#### (1) Analysis of orders

The total contract amount of orders signed in the first half of 2013 amounted to RMB407 million. Affected by the market and the competition, the orders amount decrease compared to the same period of last year, while the orders proportion for over a year also declined.

#### (2) 經營計劃進展說明

結合2013年上半年公司行業和市場運行情況，公司調整了2013年度經營目標及相關預算為：營業收入10億元；淨利潤500萬元。

#### (2) Explanation of the operating plan

Combined with the operation of the Company in the first half of 2013 and the information of the industry and the market, the Company adjusted the operation target of 2013: operating income: 1 billion, and the net profit: 5 million.

2013年以來，公司採取了積極措施，包括開拓數控產品的新市場和尋求國際市場的新突破，積極開展去庫存化工作，圍繞有效訂單安排生產經營活動，控制流量型產品庫存上限，加大清理應收帳款、嚴格控制成本、費用等，年內將能取得成效，也保證了後期能健康穩定的發展。

In 2013, the Company has taken positive measures which will be able to have results in the year to ensure the healthy and stable development later, including: developing new markets for CNC products and seeking new breakthroughs in the international market, actively working on destocking, surrounding effective orders to arrange production activities, controlling the inventories limit of flow-type products and cleaning up accounts receivable, and strictly controlling costs and expenses etc.

## (二) 行業、產品或地區經營情況分析

### 1、主營業務分行業、產品情況

#### 主營業務分行業情況

分行業	Business segments
-----	-------------------

機床	Machine tools
節能型離心壓縮機業務	Turbo machines

#### 主營業務分產品情況

分產品	Business segments
-----	-------------------

臥式銑鏜床	Horizontal boring and milling machine tools
落地式銑鏜床	Floor-type boring and milling machine tools
刨台式銑鏜床	Table-type boring and milling machine tools
臥式加工中心	Horizontal products machining centre
龍門銑鏜床	Gantry boring and milling machine tools
其他	Others

#### 備註：

- 2013年上半年前5名客戶銷售合計73,265千元，佔銷售總額(機床部分)的26.37%；
- 2013年上半年前5名供應商採購總額為33,754千元，佔採購總額的25.24%。

## (2) ANALYSIS OF SEGMENT, PRODUCT AND REGIONAL OPERATION

### 1. Analysis of principal activities by segment and products

單位：元 幣種：人民幣

Unit: RMB

#### Analysis of principal activities by segments

營業收入	營業成本	毛利率(%)	營業收入比 上年增減(%)	營業成本比 上年增減(%)	毛利率比 上年增減(%)
Operating income	Operating costs	Gross profit margin (%)	Change in operating income (%)	Change in operating costs (%)	Change in gross profit margin (%)
277,856,434.48	232,827,799.10	16.21	-47.98	-41.35	-9.46
75,360,604.13	59,491,265.02	21.06	-22.77	-27.13	4.72

#### Analysis of principal activities by products

營業收入	營業成本	毛利率(%)	營業收入比 上年增減(%)	營業成本比 上年增減(%)	毛利率比 上年增減(%)
Operating income	Operating costs	Gross profit margin (%)	Change in operating income (%)	Change in operating costs (%)	Change in gross profit margin (%)
89,719,096.52	83,319,918.10	7.13	-48.82	-39.32	-14.54
94,580,518.79	72,438,249.62	23.41	-45.69	-39.33	-8.03
23,042,938.47	18,326,857.90	20.47	-75.47	-73.84	-4.95
29,574,648.63	21,996,625.11	25.62	-	-	-
24,376,068.38	20,706,474.45	15.05	-69.45	-65.71	-9.28
16,563,163.69	16,039,673.92	3.16	51.58	62.42	-6.47

#### Notes:

- In the first half of 2013, total sales of top five customers amounted to RMB73,265,000, accounting for 26.37% of total sales of the Company (machine tools segment).
- In the first half of 2013, total purchases of top five suppliers amounted to RMB33,754,000, accounting for 25.24% of the purchase amount for the first half of the year.

## 2、主營業務成本的變動情況

## 2. Analysis of changes of operating costs of principal activities

單位：千元  
Unit: RMB'000

項目	Items	本期 For the six months ended 30 June 2013	構成比例% Proportion (%)	上年同期 For the six months ended 30 June 2012	構成比例% Proportion (%)	增減幅度% Change (%)
原材料	Raw materials	172,326.68	58.95	247,053.48	51.61	-30.25
直接工人	Direct labour costs	21,791.98	7.46	44,133.06	9.22	-50.62
計提各項福利費	Benefit expenses	18,300.59	6.26	23,733.41	4.96	-22.89
製造費用	Manufacturing costs	64,628.03	22.11	83,603.45	17.47	-22.70
外協加工費	External processing expenses	15,271.78	5.22	80,123.85	16.74	-80.94
合計	Total	292,319.06	100	478,647.25	100	-38.93

分析：

本報告期營業成本較上年同期減少186,328千元，減幅為38.93%，減少的主要原因是受宏觀經濟影響，公司本期銷售收入減少，成本也隨之減少所致。

Analysis:

During the reporting period, the operating costs decreased by RMB186,328,000 or 38.93% over that in the same period last year, mainly affected by the macro-economy. During the reporting period, sales decreased and therefore, costs decreased accordingly.

### (三) 核心競爭力分析

公司核心競爭力是公司長期利潤的源泉，是公司未來發展的根本保障。為確保公司的可持續性發展，培育和充實核心競爭力是公司長期堅持的重點工作之一。

### (3) ANALYSIS OF CORE COMPETITIVENESS

Core competitiveness is the source of the long-term profit of the Company and is the fundamental guarantee of the future development of the Company. To ensure the Company's continuing development, cultivating and enriching the core competitiveness is one of the long standing priorities of the Company.

## 1、根據基礎條件，公司目前已具備的核心競爭力

1.1 產品技術優勢：臥式銑鏜床系列與數控落地鏜銑床系列產品，是公司主營主打產品與核心產品。臥式銑鏜床系列結構複雜，製造難度大，是公司的傳統優勢產品。數控落地鏜銑床系列產品是公司研發成功的重型機床產品，在國內首先採用國產簡易數控系統對機床的運動坐標進行控制，研發成功後迅速成為商品，通過多年不斷地進行改進、完善，提高產品的技術水平和科技含量，並在五軸聯動方面取得突破性進展，使產品的整體水平在國內處於領先水平，同時在機床的規格、品種上不斷進行擴大，成為公司最具競爭力的主導產品之一。坐標鏜床系列產品是目前國內唯一能夠設計製造的產品系列，面向高端客戶群體，標誌著公司在機床行業的特殊地位與影響力。

1.2 技術平台優勢：公司擁有國家級企業技術中心，體現了公司在國家精密機床領域的比較優勢和重要地位，對進一步加強公司技術創新，提高產品研發水平和產品市場競爭力，實現可持續發展將起到重要的推動作用。公司申報國家「高檔數控機床與基礎製造裝備」科技重大專項「THM- $\mu$ 系列精密臥式加工中心」及「精密立臥式加工中心技術創新平台」，均獲得批准；申報國家高技術研究發展計劃(863計劃)項目「精密數控坐標鏜床設計製造關鍵技術」獲得批准；申報雲南省重點新產品開發計劃「XK2850數控龍門鏜銑床研究開發」獲得批准。

## 1. According to the basic conditions, the Company already has the following core competitiveness

1.1 Technical advantages of products: horizontal boring and milling machine tool and CNC floor-type boring and milling machine tool series products are the main flagship and core products of the Company. Horizontal boring and milling machine tools, being complicated in structure and difficult to manufacture, represent the Company's traditional strengths. CNC floor-type boring and milling machine tool series products are heavy machine tools successfully developed by the Company, which are the first in China to apply home-made simple numerical control system to control the coordinates of motion of machine tools. The technology was commercialized soon after its successful R&D. Through years of continuous improvement to enhance the technical level and technology content of the products, especially the breakthrough in simultaneous motion of five axes, the overall level of this series ranked top in China. Meanwhile, the continuous diversification of specifications and varieties of this series made it one of the most competitive leading products of the Company. The Company is the only manufacturer in the PRC that has the capability to design and manufacture the jig boring machine tools, targeting at the high-end customers, which represented the Company's special status and influence in the machine tool industry.

1.2 Strength in technology platform: the Company has a national level enterprise technology center, representing the Company's competitive strength and important position in the precision machine tools area in China, which will play an important role in further enhancement of the Company's technological innovation, improvement of R&D capability and market competitiveness of products, and achieving sustainable development. The Company's applications for listing the "THM- $\mu$  series precision horizontal products machining center" and "technology innovation platform for precision horizontal and vertical products machining center" as major national special science and technology projects on technology of "high-end CNC machine tool and fundamental manufacturing machinery", the "key technology in designing and manufacturing precision CNC jig boring machine tools" as a project under the National High-tech Research and Development Program (863 Program), and the "research and development of XK2850 CNC gantry boring and milling machine tools" as a project under the development program of key and new products of Yunnan Province were all approved.



1.3 精密製造優勢：近年來公司傳承了精密製造的優良傳統，研發製造了多個精密產品。公司承擔了國家「高檔數控機床與基礎裝備」科技重大專項「THM系列46100/65160)精密臥式加工中心」2009專項和「TGK46100高精度數控臥式坐標鏜床」2010專項。例如：THM46100高精度臥式加工中心，是一種大扭矩、高精、高速、高自動化、擁有完全自主知識產權的最新研發產品。該產品各項精度許多達到世界先進水平，有的接近世界先進水平；能夠在重載、大扭矩的情況下高速加工，達到高精度；採用產學研結合方式進行的結構優化、熱變形、抑震等共性技術研究所取得的最新研究成果，為機床的高性能指標、高可靠性提供了強力技術支撐。

1.3 Strength in precision manufacturing: the Company carried forward its tradition of precision manufacturing in recent years, researched and developed multiple precision products. The Company undertook 2009 special project of "THM series 46100/65160 precision horizontal products machining center" and 2010 special project of "TGK46100 high precision CNC horizontal jig boring machine tools" among the major national special science and technology projects on technology of "high-end CNC machine tool and fundamental manufacturing machinery". For example, the THM46100 high precision horizontal products machining center is a latest researched and developed product with high torque, high precision and high speed, which is highly automatic and enjoys fully independent intellectual property rights. Most of the precision parameters of this product have reached the advanced world levels, while some were close to those. The product is capable to process high precision products at high speed in the case of heavy load and high torque. The latest research results of the generic technology such as structure optimization, heat distortion, vibration control etc. obtained through the collaboration among enterprises, colleges and research institutes provide powerful technology support to the outstanding performance indicators and high reliability of the machine tools.

## 2、根據發展需要，公司未來將打造的核心競爭力

2.1 戰略管理優勢：通過組織變革、業務模式改進、技術研發、人才戰略、流程再造、產業佈局和激勵體系的完善，優化公司資源配置；通過產品技術優勢、公司管理優勢、人才發展優勢、資本運作優勢全面提升公司創新發展能力、執行能力、市場開發能力、產品獲利能力、綜合競爭能力，從而實現公司國際化合作有突破、重大技術研發有突破、市場開發有突破，最終實現公司未來戰略發展規劃目標。

## 2. Core competitiveness to be established for future development

2.1 Advantages in Strategy Management: The Company aims to improve its resource allocation through improvements in organisational transformation, business models, technology development, human resources strategy, process reengineering, industrial layout and incentive system. Capitalising on its strengths in product technology, corporate management, talent development and capital operation, the Company will boost its competencies in innovation-oriented development, execution, market development, product profitability and comprehensive competitiveness, thus achieving breakthroughs in international cooperation, significant technology R&D and market development and ultimately fulfilling the targets in its future strategic development plan.

2.2 技術創新優勢：在當前經濟結構調整的大背景下，不斷保持和提升公司的技術創新能力是公司持續發展的優勢。本公司通過不斷學習吸收行業先進技術、集成國內外先進技術，搭建了一套以機床研究所轄的「國家級技術中心」為核心，逐步建立產學研和產銷研緊密結合的研究開發體系；不斷完善以研發、設計、生產和銷售四位一體的技術實踐流程；最終實現產品質量穩定、生產流程精益、產品市場佔有穩中有升的經營目標。再配套制度化的激勵制度，保證有效、長期地激發技術人才的創新熱情，使公司可以長期保持行業技術創新優勢。

2.3 人力資源管理優勢：人力資源是公司最重要的戰略性資源，它決定著公司未來的、長遠的、持續的發展趨勢和績效。公司通過人力資源管理實踐，從人力資源規劃、招聘錄用、績效評價體系設計、薪酬體系設計、員工職業生涯發展規劃等方面開展工作。人力資源管理優勢圍繞組織目標和公司戰略發揮作用，以組織目標和公司戰略為基礎，結合公司實際制定人力資源管理系統；不斷根據環境變化和戰略調整預測人力資源需求並加以實施；融合組織結構、戰略目標、人力資源，達到三者的有機統一，最終實現公司核心競爭力的提升。

2.2 Advantages in Technological Innovations: The Company's sustainability advantage lies in its consolidated and improving technological innovation capability in the current context of economic restructuring. By learning from and integrating the advanced technologies in the industry at home and abroad, the Company has established a R&D system centering on the National Technology Center under the Machine Tools Research Institute to integrate the strengths in production and sales, academic and research fields. The technology practice processes incorporating R&D, design, production and sales will be continuously improved, in order to meet the business objectives including stable product quality, lean manufacturing processes and steadily improving market share of products. Furthermore, leveraging on its well-established incentive system, the Company expects to inspire the innovation enthusiasm of technical personnel effectively on an ongoing basis, aiming to maintain its advantages in industrial technological innovations in the long run.

2.3 Advantages in Human Resources Management: Human resources are the most important strategic resources which dictate our future, long-term and sustainable growth trend and performance. In human resources management practices, the Company will take efforts in human resources planning, recruitment, design of performance assessment and remuneration systems, and career development planning for employees. To draw upon its advantages in human resources management, the Company will focus on organisational goals and corporate strategy to develop the human resources management system with reference to its actual conditions. Human resources needs will be estimated according to the changes in business environment and strategies for better execution. The trinity of organisational structure, strategic goals and human resources is expected to effectively fuel the Company's upgrades in core competitiveness.

2.4 信息管理優勢：信息管理手段的不斷完善，是公司快速響應市場的保障措施之一。公司非常重視信息管理工作，以提升ERP管理效能為契機，搭建以公司的產品生產數據為基礎，以財務管理為核心，多部門協調共享的綜合信息化管理平台，逐步實現從訂單信息、產品開發、工藝設計、生產製造、成本核算、物流管理、售後服務等環節的全過程中綜合信息管理。以信息化為手段改變公司傳統的設計、製造、營銷、結算管理模式，為公司提供產品創新全過程的信息集成和業務協同的統一平台，增強公司面向市場的快速反應能力，縮短產品研製週期，在降低研製成本的同時進一步對產品質量進行了嚴格的管控，最終全面提升公司的運營管控能力。

2.4 Advantages in Information Management: The improving information management tools are one of our fundamentals for fast responses to market. Attaching great importance to information management, the Company took the opportunity of improving ERP management efficiency to establish a cross-department integrated information management platform based on production data and centering on financial management. It is designed to gradually achieve the whole-process integrated information management throughout order information, product development, process design, manufacturing, cost accounting, logistics management, after-sales services and other areas. Leveraging on information technology tools, the Company will transform the traditional design, manufacturing, marketing and billing management models, building up a common platform integrating whole-process information for product innovations and business collaboration. It will allow the Company to improve its responsiveness to market changes, shorten product development cycle and reduce development costs while exercising stricter control on product quality, thus ultimately boosting the Company's business management capabilities.

#### (四) 投資狀況分析

##### 1、非金融類公司委託理財及衍生品投資的情況

###### (1) 委託理財情況

本報告期公司無委託理財事項。

###### (2) 委託貸款情況

本報告期公司無委託貸款事項。

##### 2、募集資金使用情況

報告期內，公司無募集資金或前期募集資金使用到本期的情況。

#### (4) INVESTING ACTIVITIES

##### 1. Entrusted Investment of Non-financial Entities and Investment in Derivatives

###### (1) Entrusted investment

There was no entrusted investment of the Company during the year.

###### (2) Entrusted loan

There was no entrusted loan of the Company during the year.

##### 2. Use of Proceeds from Raised Fund

During the reporting period, there were no proceeds from new raised funds, nor any proceeds from previous raised funds being utilized for the period.

### 3、主要子公司、參股公司分析

### 3. Information of major subsidiaries and invested companies

公司名稱 Name	業務性質 Nature of business	主要產品或服務 Major products or services	註冊資本(千元) Registered capital (thousand)	資產規模 Assets scale	業務收入 Business income	淨利潤 Net profit
西安交大賽爾機泵成套設備有限公司 Xi'an Ser Turbo Machinery Manufacturing Co., Ltd. ("Xi'an Ser")	製造業 Manufacturing	節能壓縮機轉子及整機 Energy-saving compressor rotor and complete machine	50,000	416,855,140.73	75,360,604.13	516,765.73
西安瑞特快速製造工程研究有限公司 Xi'an Ruite Laser Prototyping Manufacturing & Engineering Research Co., Ltd. ("Xi'an Ruite")	製造業 Manufacturing	快速成型製造系統等 Laser prototyping machine	60,000	129,931,756.48	14,861,307.91	-3,281,726.17
昆明道斯機床有限公司 Kunming TOS Machine Tool Manufacturing Co., Ltd. ("Kunming TOS")	製造業 Manufacturing	開發、設計、生產和銷售自產機床系列產品及配件 Development, design, production and sales of self-produced machine tool series products and accessories	5,000(歐元) 5,000 (Euro)	138,416,306.23	30,503,244.44	-844,042.27
昆明昆機通用設備有限公司 Kunming Kunji General Machine Co., Ltd.	製造業 Manufacturing	機床及配件的開發、設計和銷售 Development, design and sales of machine tool products and accessories	3,000	25,139,109.60	-	-22,006.46

#### 4、非募集資金項目情況

報告期內，公司無非募集資金投資項目。

#### 4. Use of Proceeds from Non-raised Fund

During the reporting period, there was no investment from non-raised funds.

#### 二、利潤分配或資本公積金轉增預案

#### II. PROPOSAL ON PROFIT DISTRIBUTION OR CAPITALIZATION OF CAPITAL RESERVE TO INCREASE SHARE CAPITAL

##### (一) 報告期實施的利潤分配方案的執行或調整情況

##### (1) IMPLEMENTATION OR ADJUSTMENT OF PROFIT DISTRIBUTION PROPOSAL FOR THE REPORTING PERIOD

無

Nil

#### 三、其他披露事項

#### III. OTHER DISCLOSURE ITEMS

##### (一) 董事會、監事會對會計師事務所「非標準審計報告」的說明

##### (1) EXPLANATION OF THE BOARD ON THE "NON-STANDARD AUDIT REPORT" ISSUED BY THE AUDITOR

✓ 不適用

✓ Not applicable

## 五、重要事項

### 一、優先認股權

本公司章程無優先認股權條款，故本公司於報告期內無安排任何優先認股權計劃。

### 二、認股證及其他

本公司及其他任何附屬公司概無發行任何認股權證，亦無發行任何轉換券、期權或其他類似權利之證券，亦無任何人士行使任何前述之權利。

### 三、購回、出售及贖回本公司之證券

本報告期本公司及附屬公司概無購回、出售或贖回任何本公司的證券。

### 四、銀行貸款、透支及其他借款

於2013年6月30日，本公司之銀行貸款、透支及其他借款情況載於財務會計報告報表附註。

### 五、重大訴訟、仲裁和媒體普遍質疑的事項

本報告期公司無重大訴訟、仲裁和媒體質疑事項。

### 六、破產重整相關事項

無

### 七、資產交易、企業合併事項

✓ 不適用

### 八、公司股權激勵情況及其影響

✓ 不適用

### 九、重大關聯交易

✓ 不適用

## V. SIGNIFICANT EVENTS

### I. PRE-EMPTIVE RIGHTS

Since there is no provision for pre-emptive rights under the Company's Articles of Association, the Company did not have any arrangement for the pre-emptive rights scheme during the reporting period.

### II. WARRANTS AND OTHERS

Neither the Company nor any of its subsidiaries issued any warrants, convertible securities, options or other securities with similar rights, nor did any person exercise any rights as stated above.

### III. PURCHASE, SALE AND REDEMPTION OF SECURITIES OF THE COMPANY

Neither the Company nor its subsidiaries purchased, sold or redeemed any securities issued by the Company during reporting period.

### IV. BANK LOANS, OVERDRAFT AND OTHER BORROWINGS

Details of bank loans, overdrafts and other borrowings as at 30 June 2013 are set out in the notes to the financial statements.

### V. MAJOR LITIGATION, ARBITRATION AND MATTERS COMMONLY QUESTIONED BY MEDIA

The Company was not involved in any major litigation and arbitration and did not have matters commonly questioned by media during the reporting period.

### VI. BANKRUPTCY AND RESTRUCTURING RELATED MATTERS

None

### VII. ASSETS TRANSACTIONS AND MERGER OF COMPANIES

✓ Not applicable

### VIII. EQUITY INCENTIVES OF THE COMPANY AND ITS EFFECT

✓ Not applicable

### IX. MAJOR CONNECTED TRANSACTIONS

✓ Not applicable

## 十、重大合同及其履行情况

### (一) 托管、承包、租賃事項

✓ 不適用

### (二) 擔保情況

✓ 不適用

### (三) 其他重大合同或交易

無

## 十一、承諾事項履行情況

### (一) 上市公司、持股5%以上的股東、控股股東及實際控制人在報告期內或持續到報告期內的承諾事項

## X. MATERIAL CONTRACTS AND THEIR PERFORMANCE

### (1) ESCROW AGENCY, CONTRACTING AND LEASE MATTERS

✓ Not applicable

### (2) GUARANTEE

✓ Not applicable

### (3) OTHER MATERIAL CONTRACTS OR TRANSACTIONS

None

## XI. PERFORMANCE OF COMMITMENTS

### (1) COMMITMENTS OF THE COMPANY, SHAREHOLDERS HOLDING OVER 5% SHARES OF THE COMPANY, CONTROLLING SHAREHOLDER AND BENEFICIAL CONTROLLER MADE OR SUBSISTING DURING THE REPORTING PERIOD

承諾背景	承諾類型	承諾方	承諾內容	承諾時間及期限	是否有履行期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃
Background of commitment	Type of commitment	Commitment making party	Content of commitment	Date of commitment and duration	Is there a fulfillment time limit	Whether duly and timely fulfilled	Specify reasons for failure in fulfillment in time	Specify further steps in case of failure in fulfillment in time
與股改相關的承諾	其他	瀋陽機床(集團)有限責任公司	在技術上、業務上和資源上全面支持上市公司發展，並將在股權轉讓和股權分置改革完成後兩年之內，結合自身特定優勢，按照有利於上市公司快速發展的原則和方式整合有關資源和市場，將昆明機床作為技術升級、業務拓展和產業發展的重要平台，全力支持和促進上市公司持續健康發展。目前瀋陽機床(集團)有限責任公司已為上市公司提供生產管理人員，促進了生產管理能力的提高，並在市場開拓方面為上市公司出口提供便利。		否	是		
Commitment in relation to share reform	Other	Shenyang Machine Tool (Group) Co., Ltd.	It would provide full support to the business development of the Company in terms of technology, business and resources and would consolidate the relevant resources and markets by leveraging on its own unique strengths based on the principles and models favorable to accelerating the growth of the Company within two years after the completion of the share transfer and share reform with a view to developing Kunming Machine Tool as an important platform for technological upgrade, business expansion and sector growth to provide comprehensive support and facilitate the sustainable and healthy development of the Company. Currently, Shenyang Machine Tool (Group) Co., Ltd. has introduced production management officers to the Company in order to facilitate the enhancement of the production management capabilities and provide convenience for the exports of the Company in terms of market expansion.		No	Yes		

## 十二、聘任、解聘會計師事務所情況

現聘任  
畢馬威華振會計師事務所(特殊普通合夥)

該所為一家財政部及證監會認可可擔任在香港上市的內地註冊成立公司的核數師的內地會計師事務所。因此，本公司董事會同意續聘畢馬威華振會計師事務所(特殊普通合夥)為公司2013年度財務審計師和內控審計師，上述會計師事務所續聘事項已經本公司2012年年度股東大會審議通過。

## 十三、上市公司及其董事、監事、高級管理人員、持有5%以上股份的股東、實際控制人、收購人處罰及整改情況

本報告期公司及其董事、監事、高級管理人員、持有5%以上股份的股東、實際控制人、收購人均未受中國證監會的稽查、行政處罰、通報批評及證券交易所的公開譴責。

## 十四、公司治理情況

公司遵守香港聯合交易所有限公司證券上市規則附錄十四《企業管治常規守則》(《守則》)的守則條文，力爭在實踐中提升公司的管治水平。

本公司以香港聯合交易所證券上市規則附錄十所載的《上市發行人董事進行證券交易的標準守則》作為董事證券交易守則；董事會經向所有董事、監事查詢後確認本公司董事、監事於報告期內遵守了該《標準守則》及其行為守則所規定的有關董事之證券交易標準。

## XII. APPOINTMENT AND REMOVAL OF AUDITORS

Currently engaged  
KPMG Huazhen (Special General Partnership)

KPMG Huazhen (Special General Partnership) is a Mainland audit firm approved by the Ministry of Finance and the CSRC who is eligible to act as auditor for Mainland incorporated companies listed in Hong Kong. Therefore, the board of directors of the Company considered to re-appoint KPMG Huazhen (Special General Partnership) as the Company's auditor and internal control auditor for the year 2013. The issue regarding re-appointing auditor has been approved at the annual general meeting of 2012.

## XIII. PENALTIES ON THE COMPANY, ITS DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT OFFICERS, SHAREHOLDERS HOLDING OVER 5% SHARES OF THE COMPANY, BENEFICIAL CONTROLLER AND ACQUIRER, AND RECTIFICATION ISSUES

During the reporting period, the Company, its Directors, Supervisors, senior management officers, shareholders and beneficial controller of the Company were not subject to any audit, administrative punishments, disciplinary sanctions by the CSRC and public censure by the stock exchange.

## XIV. CORPORATE GOVERNANCE

The Company has complied with the Code on Corporate Governance Practices ("Code") as set out in Appendix 14 to the Listing Rules issued by the Stock Exchange of Hong Kong Limited with a view to enhancing the corporate governance standard of the Company.

The Company has complied with the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules issued by the Stock Exchange of Hong Kong Limited as the code for securities transactions by the directors. Having made all enquiries, all Directors and Supervisors of the Company confirm that all Directors and Supervisors of the Company are in compliance with the Model Code and its own code on the standards for securities transactions by directors.

公司嚴格按照《公司法》、《證券法》以及中國證監會、上海證券交易所的有關規定，建立現代企業制度，不斷完善治理結構，規範公司運作。公司的各項制度基本符合中國證監會和國家經貿委發佈的《上市公司治理準則》的要求。今後公司將在日常運營當中不斷予以完善和加強內控制度，力求治理水平的不斷提高。

## 十五、其他重大事項說明

公司本期計劃發行人民幣3億元，期限5年的第一期中期票據，已經主承銷商報至中國銀行間市場交易商協會待批。

## 六、股份變動及股東情況

### 一、股本變動情況

#### (一) 股份變動情況表

報告期內，公司股份總數及股本結構未發生變化。

#### (二) 限售股份變動情況

報告期內，本公司無限售股份。

The Company has established the modern enterprise system, continued to improve the corporate governance and regulate the operation of the Company pursuant to Company Law of the PRC, Securities Law of the PRC and other relevant regulations issued by the CSRC and Shanghai Stock Exchange. The systems of the Company are substantially in compliance with the requirements under the Standard of Corporate Governance for PRC Listed Companies jointly issued by CSRC and National Development and Reform Commission. In the future, the Company will continue to improve and strengthen the internal control system in the normal course of operation with a view to enhancing the standard of corporate governance.

## XV. OTHER SIGNIFICANT EVENTS

The Company is planning to issue the first phase five-year medium-term notes of RMB300 million. The application has been reported to the National Association of Financial Market Institutional Investors by lead underwriter for approval.

## VI. CHANGES IN SHARE CAPITAL AND SHAREHOLDERS

### I. CHANGES IN SHARE CAPITAL

#### (1) TABLE OF CHANGES IN SHARE CAPITAL OF THE COMPANY

During the reporting period, there is no change in total number of shares and share structure.

#### (2) CHANGES IN SELLING RESTRICTED SHARES

During the reporting period, the Company did not have any selling restricted shares.



## 二、股東情況

### (一) 股東數量和持股情況

## II. SHAREHOLDERS

### (1) NUMBER OF SHAREHOLDERS AND SHARES HELD BY THEM

單位：股  
Unit: Share

報告期末股東總數50707,其中：A股50580戶H股127戶  
Total number of shareholders as at the end of the reporting period: 50,707  
(including 50,580 holders of A shares and 127 holders of H shares)

#### 前十名股東持股情況

#### Shares held by the top ten shareholders

股東名稱	股東性質	持股比例(%)	持股總數	報告期內增減	持有有限售條件 股份數量	質押或凍結的 股份數量
Name of shareholders	Nature of shareholders	Proportion (%)	Total number of shares held	Increase/decrease	Number of selling restricted shares held	Number of shares pledged or frozen
HKSCC Nominees Limited	未知	25.19	133,787,367		無	未知
HKSCC Nominees Limited	unknown				Nil	unknown
瀋陽機床(集團)有限責任公司	國有法人	25.09	133,222,774		無	無
Shenyang Machine Tool (Group) Co., Ltd.	State-owned legal person				Nil	Nil
雲南省工業投資控股集團有限責任公司	國有法人	11.07	58,772,913		無	無
Yunnan Industrial Investment Holding Group Co. Ltd.	State-owned legal person				Nil	Nil
Chan Kwok Tai Eddie	未知	0.53	2,800,000		無	未知
Chan Kwok Tai Eddie	unknown				Nil	unknown
Cai Qingshan	未知	0.20	1,083,806		無	未知
Cai Qingshan	unknown				Nil	unknown
昆明精華公司	未知	0.14	750,000		無	未知
Kunming Jinghua Co.	unknown				Nil	unknown
Lin Jianming	未知	0.13	702,306		無	未知
Lin Jianming	unknown				Nil	unknown
黃江	未知	0.13	696,994		無	未知
Huang Jiang	unknown				Nil	unknown
曾毅	未知	0.11	610,000		無	未知
Zeng Yi	unknown				Nil	unknown
臧德蘭	未知	0.10	530,000		無	未知
Zang Delan	unknown				Nil	unknown

#### 前十名無限售條件股東持股情況

#### Selling unrestricted shares held by the top ten shareholders

股東名稱	持有無限售條件股份的數量	股份種類及數量
Name of shareholders	Number of selling unrestricted shares	Type and number of shares
HKSCC Nominees Limited	133,787,367	境外上市外資股
HKSCC Nominees Limited		Overseas listed foreign shares
瀋陽機床(集團)有限責任公司	133,222,774	人民幣普通股
Shenyang Machine Tool (Group) Co., Ltd.		RMB ordinary shares
雲南省工業投資控股集團有限責任公司	58,772,913	人民幣普通股
Yunnan Industrial Investment Holding Group Co. Ltd.		RMB ordinary shares
Chan Kwok Tai Eddie	2,800,000	境外上市外資股
Chan Kwok Tai Eddie		Overseas listed foreign shares
Cai Qingshan	1,083,806	境外上市外資股
Cai Qingshan		Overseas listed foreign shares
昆明精華公司	750,000	人民幣普通股
Kunming Jinghua Co.		RMB ordinary shares
Lin Jianming	702,306	境外上市外資股
Lin Jianming		Overseas listed foreign shares
黃江	696,994	人民幣普通股
Huang Jiang		RMB ordinary shares
曾毅	610,000	人民幣普通股
Zeng Yi		RMB ordinary shares
臧德蘭	530,000	人民幣普通股
Zang Delan		RMB ordinary shares

## 上述股東關聯關係或一致行動的說明

公司未知股東之間是否存在關聯關係或屬於《上市公司股東持有股變動信息披露管理辦法》規定的一致行動人。

除上述披露之主要股東外，於2013年6月30日，根據中國《股票發行與交易管理暫行條例》第60條及《公開發行證券的公司信息披露內容與格式準則第2號(2005年修訂)》規定，其他股東之持股量並未達到需要報告之數量而根據香港證券《公開權益條例》第16(1)條規定，本公司並無獲悉其他人士擁有本公司已發行股本10%或以上權益。

前10名股東中，持有公司股份達5%以上(含5%)股份的股東有3戶，即HKSCC Nominees Limited(以下稱：中央結算(代理人)有限公司)，所持股份類別為境外上市外資股，瀋陽機床(集團)有限責任公司所持股份類別為國有法人股，雲南省工業投資控股集團有限責任公司，所持股份類別為國有法人股。上述股東所持股份未發生變動、質押、凍結或托管的情況

### 備註：

- 1) 香港中央結算(代理人)有限公司所持股份系代理客戶持股。本公司未接獲有本公司H股股東數量超過本公司總股本10%的情況。超過H股總股本5%的H股股東情況：無。
- 2) 除上文所披露者外，董事並無獲告知有任何人士(並非董事或主要行政人員)於本公司股份或相關股份擁有權益或持有淡倉而需遵照香港《證券及期貨條例》第XV部第2及3分部之規定向本公司作出披露，或根據香港《證券及期貨條例》第336條規定，須列入所指定之登記冊之權益或淡倉。

## Explanation of the connected relationship or acting in concert relationship among the above shareholders

The Company was not notified of any connected relationship or acting in concert relationship regulated by "Information Disclosure Management Procedure to Changes of Shareholding of Listed Company" among the above shareholders.

Other than the substantial shareholders disclosed above, as at 30 June, 2013, there were no other shareholders whose shareholdings exceeded the amount required to be disclosed under Article 60 of "Administration of the Issuing and Trading of Shares Provisional Regulations" of the PRC and Issue no.2 of "The Content and Format of Disclosure of Information of the Listed Companies" (amended in 2005); and under Section 16(1) of the Securities and Futures Ordinance under the Hong Kong Exchanges and Clearing Limited, the Company was not notified of any interests representing 10% or more of the issued share capital of the Company.

Among top ten shareholders, there are three shareholders holding 5% or more of the Company's shares. They are HKSCC Nominees Limited(hereinafter referred to as "HKSCC Nominees Limited"), which holds the overseas listed foreign shares; Shenyang Machine Tool (Group) Co., Ltd., which holds the state-owned legal person shares; and Yunnan Industrial Investment Holding Group Co., Ltd., which holds state-owned legal person shares. All of the shares held by these shareholders are not pledged, frozen, mortgaged, nor designated.

### Notes:

- 1). HKSCC (Nominees) Limited holds shares on behalf of clients. The Company did not receive any notification that any H shareholder held more than 10% in total share capital of the Company. H shareholder held more than 5% in total share capital: nil.
- 2). Save as disclosed above, the Directors were not notified by any person (who is not a Director or a chief executive officer) who owns the interest or short position in the shares or underlying shares of the Company and shall be disclosed to the Company in compliance with the requirements contained in Divisions 2 and 3 of Part XV of Securities and Future Ordinance ("SFO"), or the interest or short position that shall be included in the prescribed register in accordance with section 336 of SFO.

- 3) 於二零一三年六月三十日，各董事及監事概無在本公司或任何相聯法團(定義見《證券及期貨條例》第XV部)的股份、相關股份及／或債券(視情況而定)中擁有任何根據《證券及期貨條例》第XV部第7及8分部而知會本公司及香港交易所的權益或淡倉(包括根據《證券及期貨條例》該些章節的規定被視為或當作這些董事或監事擁有的權益或淡倉)、或根據《證券及期貨條例》第352條規定而記錄於本公司保存的登記冊的權益或淡倉、或根據《標準守則》而知會本公司及香港交易所的權益或淡倉。

本事項依據上海證券交易所－《關於督促上市公司股東認真執行減持解除限售存量股份的規定的通知》的規定公告。

- 3). As at 30 June 2013, none of the Directors and the Supervisors had any interests or short positions in the shares, underlying shares and/or debentures (as the case may be) of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which have been notified to the Company and the Hong Kong Stock Exchange pursuant to Division 7 and 8 of Part XV of the SFO, including interests or short positions which the Directors or the Supervisors are taken or deemed to have under such provisions of the SFO, or which are required to be and are recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code.

This issue was announced in accordance with the regulation – Notice of Supervising the Shareholders of Listed Companies Implementing the Rules on Lessening Terminated Selling Restricted Shareholding issued by Shanghai Stock Exchange.

### 三、控股股東或實際控制人變更情況

本報告期內公司控股股東或實際控制人沒有發生變更。

### III. SHAREHOLDERS AND BENEFICIAL CONTROLLERS

There was no change in the controlling shareholders and beneficial controller during the reporting period.

## 七、董事、監事、高級管理人員情況

## VII. DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT OFFICERS

### 一、持股變動情況

### I. MOVEMENT IN SHAREHOLDING AND EMOLUMENTS

#### (一) 現任及報告期內離任董事、監事和高級管理人員持股變動情況

#### (1) MOVEMENT IN SHAREHOLDING OF EXISTING AND RESIGNED DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT OFFICERS DURING THE REPORTING PERIOD

報告期內公司董事、監事、高級管理人員持股未發生變化。

During the reporting period, there was no change of shareholding held by directors, supervisors and senior management officers.

### 二、公司董事、監事、高級管理人員變動情況

### II. CHANGE OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT OFFICERS DURING THE REPORTING PERIOD

姓名 Name	擔任的職務 Position	變動情形 Change	變動原因 Reasons for Change
劉明輝 Liu Minghui	獨立董事 Independent Non-Executive Director ("INED")	離任 Resignation	任期屆滿 Tenure of appointment expired
楊雄勝 Yang Xiongsheng	獨立董事 INED	聘任 Appointment	
李冬茹 Li Dongru	獨立董事 INED	離任 Resignation	任期屆滿 Tenure of appointment expired
于成廷 Yu Chengting	獨立董事 INED	聘任 Appointment	
張曉毅 Zhang Xiaoyi	總經理 General Manager	離任 Resignation	工作調整 Job transfer
常寶強 Chang Baoqiang	總經理 General Manager	聘任 Appointment	工作調整 Job transfer

## 八、財務報告

### 合併資產負債表(未經審計)

2013年6月30日

## VIII. FINANCIAL STATEMENTS

### CONSOLIDATED BALANCE SHEET – Unaudited

As at 30 June 2013

金額單位：人民幣元

Unit: RMB

項目	Items	附註 Note	2013年6月30日 As at 30 June 2013	2012年12月31日 As at 31 December 2012
<b>流動資產：</b>	<b>CURRENT ASSETS:</b>			
貨幣資金	Cash at bank and on hand	(五)、(V) 1	118,714,862.61	98,887,040.73
應收票據	Bills receivable	(五)、(V) 2	91,495,287.49	74,194,825.88
應收賬款	Accounts receivable	(五)、(V) 3	287,730,391.71	296,885,249.95
預付款項	Prepayments	(五)、(V) 5	37,786,083.20	38,170,658.92
其他應收款	Other receivables	(五)、(V) 4	22,848,736.50	13,678,852.21
存貨	Inventories	(五)、(V) 6	1,072,384,215.21	1,011,927,770.40
其他流動資產	Other current assets	(五)、(V) 7	1,495,385.23	1,495,385.23
<b>流動資產合計</b>	<b>TOTAL CURRENT ASSETS</b>		<b>1,632,454,961.95</b>	<b>1,535,239,783.32</b>
<b>非流動資產：</b>	<b>NON-CURRENT ASSETS:</b>			
長期股權投資	Long-term equity investments	(五)、(V) 8	57,258,456.02	59,124,901.68
固定資產	Fixed assets	(五)、(V) 9	522,017,877.18	539,598,993.33
在建工程	Construction in progress	(五)、(V) 10	247,997,950.35	182,359,702.75
無形資產	Intangible assets	(五)、(V) 11	67,615,915.15	69,000,264.01
商譽	Goodwill	(五)、(V) 12	7,296,277.00	7,296,277.00
長期待攤費用	Long-term deferred expenses	(五)、(V) 13	1,744,427.07	1,926,385.55
遞延所得稅資產	Deferred tax assets	(五)、(V) 14	70,729,093.35	62,869,275.31
其他非流動資產	Other non-current assets	(五)、(V) 15	86,478,623.80	91,336,642.15
<b>非流動資產合計</b>	<b>TOTAL NON-CURRENT ASSETS</b>		<b>1,061,138,619.92</b>	<b>1,013,512,441.78</b>
<b>資產總計</b>	<b>TOTAL ASSETS</b>		<b>2,693,593,581.87</b>	<b>2,548,752,225.10</b>
<b>流動負債：</b>	<b>CURRENT LIABILITIES:</b>			
短期借款	Short-term loans	(五)、(V) 18	200,000,000.00	105,000,000.00
應付票據	Bills payable	(五)、(V) 19	12,873,820.96	28,693,005.00
應付賬款	Accounts payable	(五)、(V) 20	525,892,042.04	506,762,578.19
預收款項	Advances from customers	(五)、(V) 21	386,283,316.21	339,341,062.27
應付職工薪酬	Employee benefits payable	(五)、(V) 22	31,674,930.61	25,500,401.68
應交稅費	Taxes payable	(五)、(V) 23	9,789,114.05	12,322,840.16
應付股利	Dividends payable	(五)、(V) 24	135,898.49	135,898.49
其他應付款	Other payables	(五)、(V) 25	101,073,946.42	73,419,209.14
一年內到期的非流動負債	Non-current liabilities due within one year	(五)、(V) 27	418,509.00	418,509.00
<b>流動負債合計</b>	<b>TOTAL CURRENT LIABILITIES</b>		<b>1,268,141,577.78</b>	<b>1,091,593,503.93</b>

合併資產負債表(未經審計)(續)

2013年6月30日

CONSOLIDATED BALANCE SHEET – Unaudited (Continued)

As at 30 June 2013

金額單位：人民幣元  
Unit: RMB

項目	Items	附註 Note	2013年6月30日 As at 30 June 2013	2012年12月31日 As at 31 December 2012
<b>非流動負債：</b>	<b>NON-CURRENT LIABILITIES:</b>			
長期應付款	Long-term payables	(五)、(V) 28	1,599,068.40	1,705,672.90
專項應付款	Special payables	(五)、(V) 29	15,167,565.87	15,167,565.87
預計負債	Provisions	(五)、(V) 26	5,640,920.94	9,921,145.94
其他非流動負債	Other non-current liabilities	(五)、(V) 30	82,779,591.49	66,773,920.91
<b>非流動負債合計</b>	<b>TOTAL NON-CURRENT LIABILITIES</b>		<b>105,187,146.70</b>	<b>93,568,305.62</b>
<b>負債合計</b>	<b>TOTAL LIABILITIES</b>		<b>1,373,328,724.48</b>	<b>1,185,161,809.55</b>
<b>股東權益：</b>	<b>Shareholders' equity:</b>			
股本	Share capital	(五)、(V) 31	531,081,103.00	531,081,103.00
資本公積	Capital reserve	(五)、(V) 32	27,303,321.72	27,303,321.72
盈餘公積	Surplus reserve	(五)、(V) 33	116,508,002.60	116,508,002.60
未分配利潤	Retained earnings	(五)、(V) 34	599,794,349.20	643,404,128.51
歸屬於母公司股東權益合計	Total equity attributable to shareholders of the Company		1,274,686,776.52	1,318,296,555.83
少數股東權益	Minority interests		45,578,080.87	45,293,859.72
<b>股東權益合計</b>	<b>TOTAL SHAREHOLDERS' EQUITY</b>		<b>1,320,264,857.39</b>	<b>1,363,590,415.55</b>
<b>負債和股東權益總計</b>	<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>		<b>2,693,593,581.87</b>	<b>2,548,752,225.10</b>

此財務報表已於2013年8月29日獲董事會批准。

The financial statement was approved by the Board of Directors of the Company on 29 August 2013.

法定代表人：王興  
主管會計工作負責人：李順珍

Legal representative of the Company: Wang Xing  
The person in charge of accounting affairs: Li Shunzhen

會計機構負責人：李紅寧  
(公司蓋章)

The head of the accounting department: Li Hongning  
(Seal of the Company)

資產負債表(未經審計)

2013年6月30日

BALANCE SHEET – Unaudited

As at 30 June 2013

金額單位：人民幣元

Unit: RMB

項目	Items	附註 Note	2013年6月30日 As at 30 June 2013	2012年12月31日 As at 31 December 2012
<b>流動資產：</b>	<b>CURRENT ASSETS:</b>			
貨幣資金	Cash at bank and on hand		78,019,783.77	71,927,250.50
應收票據	Bills receivable		67,602,137.49	51,132,033.52
應收賬款	Accounts receivable	(+)、(X) 1	205,727,106.36	212,997,106.53
預付款項	Prepayments		35,738,118.58	11,023,576.86
應收股利	Dividend receivable		11,000,000.00	11,000,000.00
其他應收款	Other receivables	(+)、(X) 2	24,415,139.64	18,962,601.80
存貨	Inventories		870,697,576.07	843,844,975.13
其他流動資產	Other current assets		1,495,385.23	1,495,385.23
<b>流動資產合計</b>	<b>TOTAL CURRENT ASSETS</b>		<b>1,294,695,247.14</b>	<b>1,222,382,929.57</b>
<b>非流動資產：</b>	<b>NON-CURRENT ASSETS:</b>			
長期股權投資	Long-term equity investments		80,806,721.87	82,673,167.53
固定資產	Fixed assets	(+)、(X) 3	481,838,279.95	496,634,816.84
在建工程	Construction in progress		247,695,903.35	182,094,281.75
無形資產	Intangible assets		55,904,588.89	57,147,408.97
長期待攤費用	Long-term deferred expenses		1,599,987.07	1,727,777.55
遞延所得稅資產	Deferred tax assets		61,298,896.28	53,272,355.95
其他非流動資產	Other non-current assets		86,478,623.80	91,336,642.15
<b>非流動資產合計</b>	<b>TOTAL NON-CURRENT ASSETS</b>		<b>1,015,623,001.21</b>	<b>964,886,450.74</b>
<b>資產總計</b>	<b>TOTAL ASSETS</b>		<b>2,310,318,248.35</b>	<b>2,187,269,380.31</b>
<b>流動負債：</b>	<b>CURRENT LIABILITIES:</b>			
短期借款	Short-term loans		185,000,000.00	90,000,000.00
應付賬款	Bills payable		386,527,323.47	394,827,490.92
預收款項	Accounts payable		243,348,658.78	205,275,982.82
應付職工薪酬	Employee benefits payable		29,472,837.78	23,937,684.85
應交稅費	Taxes payable		9,294,656.34	11,755,291.00
其他應付款	Other payables		98,604,101.64	71,088,145.09
一年內到期的非流動負債	Non-current liabilities due within one year		418,509.00	418,509.00
<b>流動負債合計</b>	<b>TOTAL CURRENT LIABILITIES</b>		<b>952,666,087.01</b>	<b>797,303,103.68</b>

資產負債表(未經審計)(續)

2013年6月30日

BALANCE SHEET – Unaudited (Continued)

As at 30 June 2013

金額單位：人民幣元  
Unit: RMB

項目	Items	附註 Note	2013年6月30日 As at 30 June 2013	2012年12月31日 As at 31 December 2012
<b>非流動負債：</b>	<b>NON-CURRENT LIABILITIES:</b>			
長期應付款	Long-term payables		1,599,068.40	1,705,672.90
專項應付款	Special payables		15,167,565.87	15,167,565.87
預計負債	Provisions		5,640,920.94	9,921,145.94
其他非流動負債	Other non-current liabilities		82,779,591.49	66,773,920.91
<b>非流動負債合計</b>	<b>TOTAL NON-CURRENT LIABILITIES</b>		<b>105,187,146.70</b>	<b>93,568,305.62</b>
<b>負債合計</b>	<b>TOTAL LIABILITIES</b>		<b>1,057,853,233.71</b>	<b>890,871,409.30</b>
<b>股東權益：</b>	<b>Shareholders' equity:</b>			
股本	Share capital		531,081,103.00	531,081,103.00
資本公積	Capital reserve		27,303,321.72	27,303,321.72
盈餘公積	Surplus reserve		116,508,002.60	116,508,002.60
未分配利潤	Retained earnings		577,572,587.32	621,505,543.69
<b>股東權益合計</b>	<b>TOTAL SHAREHOLDERS' EQUITY</b>		<b>1,252,465,014.64</b>	<b>1,296,397,971.01</b>
<b>負債和股東權益總計</b>	<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>		<b>2,310,318,248.35</b>	<b>2,187,269,380.31</b>

此財務報表已於2013年8月29日獲董事會批准。

The financial statement was approved by the Board of Directors of the Company on 29 August 2013.

法定代表人：王興  
主管會計工作負責人：李順珍

Legal representative of the Company: Wang Xing  
The person in charge of accounting affairs: Li Shunzhen

會計機構負責人：李紅寧  
(公司蓋章)

The head of the accounting department: Li Hongning  
(Seal of the Company)

合併利潤表(未經審計)

截至2013年6月30日止6個月期間

CONSOLIDATED INCOME STATEMENT – Unaudited

For the six months ended 30 June 2013

金額單位：人民幣元  
Unit: RMB

截至6月30日止6個月期間

For the six months ended 30 June

2013年 2012年  
2013 2012

項目	Items	附註 Note	2013年 2013	2012年 2012
一、營業收入	1. Operating income	(五)·(V) 35	353,217,038.61	631,677,302.95
二、減：營業成本	2. Less: Operating costs	(五)·(V) 35	292,319,064.12	478,647,251.40
營業稅金及附加	Business taxes and surcharges	(五)·(V) 36	1,428,796.32	2,357,382.72
銷售費用	Selling and distribution expenses		26,949,849.92	53,281,426.80
管理費用	General and administrative expenses		63,785,516.47	80,700,493.14
財務費用	Financial expenses		2,302,930.33	4,101,623.86
資產減值損失	Impairment losses	(五)·(V) 38	16,098,584.76	24,647,148.14
加：投資收益(損失以「-」號填列)	Add: Investment income ("-" for loss)	(五)·(V) 37	-1,187,757.24	2,558,989.11
其中：對聯營企業和合營企業的投資收益	Including: Income from investment in associates and jointly controlled entities		-1,187,757.24	617,934.94
三、營業利潤(虧損以「-」號填列)	3. Operating profit ("-" for loss)		-50,855,460.55	-9,499,034.00
加：營業外收入	Add: non-operating income	(五)·(V) 39	599,979.06	13,964,629.08
減：營業外支出	Less: non-operating expenses	(五)·(V) 40	332,645.42	277,374.85
其中：非流動資產處置損失	Including: losses from disposal of non-current assets		115,863.64	-
四、利潤總額(虧損總額以「-」號填列)	4. Profit before income tax ("-" for total loss)		-50,588,126.91	4,188,220.23
減：所得稅費用(收益以「-」號填列)	Less: income tax expenses ("-" for tax credit)	(五)·(V) 41	-7,262,568.75	732,407.54
五、淨利潤(淨虧損以「-」號填列)	5. Net profit ("-" for net loss)		-43,325,558.16	3,455,812.69
歸屬於母公司股東的淨利潤(淨虧損以「-」號填列)	Net profit attributable to shareholders of the Company ("-" for net loss)		-43,609,779.31	3,592,495.24
少數股東損益	Minority interests		284,221.15	-136,682.55
六、每股收益：	6. Earnings per share:			
(一)基本每股收益(每股虧損以「-」號填列)	(1) Basic earnings ("-" for loss)	(五)·(V) 42	-0.0821	0.0068
(二)稀釋每股收益(每股虧損以「-」號填列)	(2) Diluted earnings ("-" for loss)	(五)·(V) 42	-0.0821	0.0068
七、其他綜合收益	7. Other comprehensive income		-	-
八、綜合收益總額(綜合虧損總額以「-」號填列)	8. Total comprehensive income ("-" for comprehensive loss)		-43,325,558.16	3,455,812.69
歸屬於母公司股東的綜合收益總額(綜合虧損總額以「-」號填列)	Total comprehensive income attributable to shareholders of the Company ("-" for comprehensive loss)		-43,609,779.31	3,592,495.24
歸屬於少數股東的綜合收益總額(綜合虧損總額以「-」號填列)	Total comprehensive income attributable to minority shareholders ("-" for comprehensive loss)		284,221.15	-136,682.55

此財務報表已於2013年8月29日獲董事會批准。

The financial statement was approved by the Board of Directors of the Company on 29 August 2013.

法定代表人：王興  
主管會計工作負責人：李順珍  
會計機構負責人：李紅寧  
(公司蓋章)

Legal representative of the Company: Wang Xing  
The person in charge of accounting affairs: Li Shunzhen  
The head of the accounting department: Li Hongning  
(Seal of the Company)



利潤表(未經審計)

截至2013年6月30日止6個月期間

INCOME STATEMENT – Unaudited

For the six months ended 30 June 2013

金額單位：人民幣元

Unit: RMB

截至6月30日止6個月期間

For the six months ended 30 June

項目	Items	附註 Note	2013年 2013	2012年 2012
一、營業收入	1. Operating income	(+)、(X) 4	277,856,434.48	533,080,596.01
減：營業成本	Less: Operating costs	(+)、(X) 4	232,827,799.10	396,054,285.03
營業稅金及附加	Business taxes and surcharges		1,214,561.44	2,032,102.00
銷售費用	Selling and distribution expenses		23,694,887.08	50,022,570.31
管理費用	General and administrative expenses		53,184,611.45	69,069,595.54
財務費用	Financial expenses		1,348,670.99	3,144,787.50
資產減值損失	Impairment losses		16,098,584.76	23,517,148.14
加：投資收益(損失以「-」號填列)	Add: Investment income ("-" for loss)	(+)、(X) 5	-1,187,757.24	617,934.94
其中：對聯營企業和合營企業的投資收益	Including: Income from investment in associates and jointly controlled entities		-1,187,757.24	617,934.94
二、營業利潤(虧損以「-」號填列)	2. Operating profit ("-" for loss)		-51,700,437.58	-10,141,957.57
加：營業外收入	Add: non-operating income		552,665.38	13,583,091.41
減：營業外支出	Less: non-operating expenses		332,585.50	17,500.00
其中：非流動資產處置損失	Including: losses from disposal of non-current assets		115,863.64	-
三、利潤總額(虧損總額以「-」號填列)	3. Profit before income tax ("-" for total loss)		-51,480,357.70	3,423,633.84
減：所得稅費用(收益以「-」號填列)	Less: income tax expenses ("-" for tax credit)		-7,547,401.33	-3,605,358.08
四、淨利潤(淨虧損以「-」號填列)	4. Net profit ("-" for total loss)		-43,932,956.37	7,028,991.92
五、其他綜合收益	5. Other comprehensive income		-	-
六、綜合收益總額(綜合虧損總額以「-」號填列)	6. Total comprehensive income ("-" for comprehensive loss)		-43,932,956.37	7,028,991.92

此財務報表已於2013年8月29日獲董事會批准。

The financial statement was approved by the Board of Directors of the Company on 29 August 2013.

法定代表人：王興

主管會計工作負責人：李順珍

會計機構負責人：李紅寧

(公司蓋章)

Legal representative of the Company: Wang Xing

The person in charge of accounting affairs: Li Shunzhen

The head of the accounting department: Li Hongning

(Seal of the Company)

合併現金流量表(未經審計)

截至2013年6月30日止6個月期間

CONSOLIDATED CASH FLOW STATEMENT – Unaudited

For the six months ended 30 June 2013

金額單位：人民幣元  
Unit: RMB

截至6月30日止6個月期間

For the six months ended 30 June

項目	Items	附註 Note	2013年 2013	2012年 2012
<b>一、經營活動產生的現金流量：</b>	<b>1. Cash flows from operating activities:</b>			
銷售商品、提供勞務收到的現金	Cash received from sale of goods and rendering of services		354,738,265.29	624,424,901.39
收到其他與經營活動有關的現金	Other cash received relating to operating activities	(五)·(V) 44(1)	17,434,448.64	19,003,140.52
經營活動現金流入小計	Sub-total of cash inflows from operating activities		372,172,713.93	643,428,041.91
購買商品、接受勞務支付的現金	Cash paid for goods and services		234,922,612.46	423,642,078.59
支付給職工以及為職工支付的現金	Cash paid to and for employees		123,769,757.68	164,870,188.66
支付各項稅費	Cash paid for all types of taxes		37,165,599.94	34,245,894.63
支付其他與經營活動有關的現金	Other cash paid relating to operating activities	(五)·(V) 44(2)	16,633,971.05	23,914,506.53
經營活動現金流出小計	Sub-total of cash outflows from operating activities		412,491,941.13	646,672,668.41
經營活動產生的現金流量淨額	Net cash flows from operating activities	(五)·(V) 45(1)	-40,319,227.20	-3,244,626.50
<b>二、投資活動產生的現金流量：</b>	<b>2. Cash flows from investing activities:</b>			
取得投資收益收到的現金	Cash received from return on investments		678,688.42	5,000,000.00
處置固定資產、無形資產和其他長期資產收回的現金淨額	Net cash received from disposal of fixed assets, intangible assets and other long-term assets		-	39,930.77
處置子公司收到的現金淨額	Net cash received from disposal of a subsidiary		-	943,758.31
收到保證金存款	Cash received from security deposits		21,593,501.50	4,000,000.00
投資活動現金流入小計	Sub-total of cash inflows from investing activities		22,272,189.92	9,983,689.08
購建固定資產、無形資產和其他長期資產支付的現金	Cash paid for acquisition of fixed assets, intangible assets and other long-term assets		30,749,013.29	61,300,594.15
喪失了原子公司的控制權導致的現金減少	Decrease in cash from loss of control of a subsidiary		-	5,970,608.35
支付保證金存款	Cash paid for security deposits		17,060,947.44	829,831.87
投資活動現金流出小計	Sub-total of cash outflows from investing activities		47,809,960.73	68,101,034.37
投資活動產生的現金流量淨額	Net cash flows from investing activities		-25,537,770.81	-58,117,345.29

合併現金流量表(未經審計)(續)

CONSOLIDATED CASH FLOW STATEMENT – Unaudited  
(Continued)

截至2013年6月30日止6個月期間

For the six months ended 30 June 2013

金額單位：人民幣元

Unit: RMB

截至6月30日止6個月期間

For the six months ended 30 June

項目	Items	附註 Note	2013年 2013	2012年 2012
三、籌資活動產生的現金流量：	<b>3. Cash flows from financing activities:</b>			
取得借款收到的現金	Cash received from borrowings		125,000,000.00	45,000,000.00
籌資活動現金流入小計	Sub-total of cash inflows from financing activities		125,000,000.00	45,000,000.00
償還債務支付的現金	Cash repayments of borrowings		30,000,000.00	20,000,000.00
分配股利、利潤或償付利息 支付的現金	Cash paid for distribution of dividends, profit or repayment of interest		4,651,780.00	11,494,175.78
籌資活動現金流出小計	Sub-total of cash outflows from financing activities		34,651,780.00	31,494,175.78
籌資活動產生的現流量淨額	Net cash flows from financing activities		90,348,220.00	13,505,824.22
四、匯率變動對現金及現金等價物的影響	<b>4. Effect of foreign exchange rate changes on cash and cash equivalents</b>		<b>-130,846.05</b>	<b>-40,835.53</b>
五、現金及現金等價物淨增加額 (淨減少以「-」號填列)	<b>5. Net increase in cash and cash equivalents ("-"for net decrease)</b>	(五)·(V) 45(1)	<b>24,360,375.94</b>	<b>-47,896,983.10</b>
加： 期初現金及現金等價物餘額	Add: Cash and cash equivalents at the beginning of the period		89,677,792.83	175,808,019.62
六、期末現金及現金等價物餘額	<b>6. Cash and cash equivalents at the end of the period</b>	(五)·(V) 45(2)	<b>114,038,168.77</b>	<b>127,911,036.52</b>

此財務報表已於2013年8月29日獲董事會批准。

The financial statement was approved by the Board of Directors of the Company on 29 August 2013.

法定代表人： 王 興  
主管會計工作負責人： 李順珍

Legal representative of the Company: Wang Xing  
The person in charge of  
accounting affairs: Li Shunzhen

會計機構負責人： 李紅寧  
(公司蓋章)

The head of the accounting department: Li Hongning  
(Seal of the Company)

## 現金流量表(未經審計)

截至2013年6月30日止6個月期間

## CASH FLOW STATEMENT – Unaudited

For the six months ended 30 June 2013

金額單位：人民幣元  
Unit: RMB

截至6月30日止6個月期間

For the six months ended 30 June

項目	Items	附註 Note	2013年 2013	2012年 2012
<b>一、經營活動產生的現金流量：</b>	<b>1. Cash flows from operating activities:</b>			
銷售商品、提供勞務收到的現金	Cash received from sale of goods and rendering of services		267,243,981.70	523,493,121.18
收到其他與經營活動有關的現金	Other cash received relating to operating activities		16,698,320.88	18,111,450.82
經營活動現金流入小計	Sub-total of cash inflows from operating activities		283,942,302.58	541,604,572.00
購買商品、接受勞務支付的現金	Cash paid for goods and services		190,851,747.65	344,613,577.94
支付給職工以及為職工支付的現金	Cash paid to and for employees		108,317,454.01	150,183,591.48
支付的各项稅費	Cash paid for all types of taxes		33,280,351.70	25,924,658.59
支付其他與經營活動有關的現金	Other cash paid relating to operating activities		6,551,370.95	18,091,847.41
經營活動現金流出小計	Sub-total of cash outflows from operating activities		339,000,924.31	538,813,675.42
經營活動產生的現金流量淨額	Net cash flows from operating activities	(+) · (X) 6	-55,058,621.73	2,790,896.58
<b>二、投資活動產生的現金流量：</b>	<b>2. Cash flows from investing activities:</b>			
處置子公司收到的現金淨額	Net cash received from disposal of a subsidiary		-	1,000,000.00
取得投資收益收到的現金	Cash received from return on investments		678,688.42	6,989,605.81
收到保證金存款	Cash received from security deposits		-	4,000,000.00
投資活動現金流入小計	Sub-total of cash inflows from investing activities		678,688.42	11,989,605.81
購建固定資產、無形資產和其他長期資產支付的現金	Cash paid for acquisition of fixed assets, intangible assets and other long-term assets		30,290,907.37	60,652,227.81
投資活動現金流出小計	Sub-total of cash outflows from investing activities		30,290,907.37	60,652,227.81
投資活動產生的現金流量淨額	Net cash flows from investing activities		-29,612,218.95	-48,662,622.00

## 現金流量表(未經審計)(續)

截至2013年6月30日止6個月期間

## CASH FLOW STATEMENT – Unaudited (Continued)

For the six months ended 30 June 2013

金額單位：人民幣元

Unit: RMB

截至6月30日止6個月期間

For the six months ended 30 June

項目	Items	附註 Note	2013年 2013	2012年 2012
三、籌資活動產生的現金流量：	<b>3. Cash flows from financing activities:</b>			
取得借款收到的現金	Cash received from borrowings		125,000,000.00	30,000,000.00
籌資活動現金流入小計	Sub-total of cash inflows from financing activities		125,000,000.00	30,000,000.00
償還債務支付的現金	Cash repayments of borrowings		30,000,000.00	-
分配股利、利潤或償付利息 支付的現金	Cash paid for distribution of dividends, profit or repayment of interest		4,105,780.00	10,806,292.70
籌資活動現金流出小計	Sub-total of cash outflows from financing activities		34,105,780.00	10,806,292.70
籌資活動產生的現金流量淨額	Net cash flows from financing activities		90,894,220.00	19,193,707.30
四、匯率變動對現金及現金等價物的影響	<b>4. Effect of foreign exchange rate changes on cash and cash equivalents</b>		<b>-130,846.05</b>	<b>-40,835.53</b>
五、現金及現金等價物淨增加額 (淨減少以「-」號填列)	<b>5. Net increase in cash and cash equivalents ("-" for net decrease)</b>	(+) · (X) 6	<b>6,092,533.27</b>	<b>-26,718,853.65</b>
加：期初現金及現金等價物餘額	Add: Cash and cash equivalents at the beginning of the period		71,927,250.50	143,087,572.52
六、期末現金及現金等價物餘額	<b>6. Cash and cash equivalents at the end of the period</b>		<b>78,019,783.77</b>	<b>116,368,718.87</b>

此財務報表已於2013年8月29日獲董事會批准。

The financial statement was approved by the Board of Directors of the Company on 29 August 2013.

法定代表人：王興  
 主管會計工作負責人：李順珍

Legal representative of the Company: Wang Xing  
 The person in charge of  
 accounting affairs: Li Shunzhen

會計機構負責人：李紅寧  
 (公司蓋章)

The head of the accounting department: Li Hongning  
 (Seal of the Company)

合併股東權益變動表(未經審計)

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY  
– Unaudited

截至2013年6月30日止6個月期間

For the six months ended 30 June 2013

金額單位：人民幣元  
Unit: RMB

項目	Items	附註	截至2013年6月30日止6個月期間 For the six months ended 30 June 2013						截至2012年6月30日止6個月期間 For the six months ended 30 June 2012					
			歸屬於母公司股東權益 Attributable to the shareholders of the Company						歸屬於母公司股東權益 Attributable to the shareholders of the Company					
			股本	資本公積	盈餘公積	未分配利潤	少數股東權益	股東權益合計	股本	資本公積	盈餘公積	未分配利潤	少數股東權益	股東權益合計
Share capital	Capital reserve	Surplus reserve	Retained earnings	Minority interests	Total shareholders' equity	Share capital	Capital reserve	Surplus reserve	Retained earnings	Minority interests	Total shareholders' equity			
一、期初餘額	1. Opening balance of the current period		531,081,103.00	27,303,321.72	116,508,002.60	643,404,128.51	45,283,859.72	1,363,590,415.55	531,081,103.00	27,303,321.72	116,508,002.60	727,245,922.10	54,546,448.70	1,456,684,798.12
二、本期增減變動金額 (減少以“-”號填列)	2. Changes during the period ("—" for decrease)													
(一)淨利潤	(1) Net profit		-	-	-	-43,609,779.31	284,221.15	-43,325,558.16	-	-	-	3,592,495.24	-136,682.55	3,455,812.69
(二)其他綜合收益	(2) Other comprehensive income		-	-	-	-	-	-	-	-	-	-	-	-
上述(一)和(二)小計	Sub-total of (1) and (2)		-	-	-	-43,609,779.31	284,221.15	-43,325,558.16	-	-	-	3,592,495.24	-136,682.55	3,455,812.69
(三)利潤分配	(3) Appropriation of profits (五)·(四)34													
1. 提取盈餘公積	1. Appropriation of surplus reserve		-	-	-	-	-	-	-	-	-	-	-	-
2. 對股東的分配	2. Distribution to shareholders		-	-	-	-	-	-	-	-	-	-10,621,622.06	-	-10,621,622.06
(四)其他	(4) Others													
1. 喪失原子公司的 控制權對少數股東 權益的影響	1. Changes in minority interests from loss of control of a subsidiary		-	-	-	-	-	-	-	-	-	-	-176,665.51	-176,665.51
三、期末餘額	3. Balance at the end of the period		531,081,103.00	27,303,321.72	116,508,002.60	599,794,349.20	45,578,080.87	1,320,264,857.39	531,081,103.00	27,303,321.72	116,508,002.60	720,216,795.28	54,233,100.64	1,449,342,323.24

此財務報表已於2013年8月29日獲董事會批准。

The financial statement was approved by the Board of Directors of the Company on 29 August 2013.

法定代表人：王興  
 主管會計工作負責人：李順珍  
 會計機構負責人：李紅寧  
 (公司蓋章)

Legal representative of the Company: Wang Xing  
 The person in charge of accounting affairs: Li Shunzhen  
 The head of the accounting department: Li Hongning  
 (Seal of the Company)

股東權益變動表(未經審計)  
截至2013年6月30日止6個月期間

STATEMENT OF CHANGES IN EQUITY – Unaudited  
For the six months ended 30 June 2013

金額單位：人民幣元  
Unit: RMB

項目	Items	附註	截至2013年6月30日止6個月期間					截至2012年6月30日止6個月期間				
			For the six month ended 30 June 2013					For the six month ended 30 June 2012				
			股本	資本公積	盈餘公積	未分配利潤	股東權益合計	股本	資本公積	盈餘公積	未分配利潤	股東權益合計
Share capital	Capital reserve	Surplus reserve	Retained earnings	shareholders' equity	Share capital	Capital reserve	Surplus reserve	Retained earnings	shareholders' equity			
一、期初餘額	1. Opening balance of the current period		531,081,103.00	27,303,321.72	116,508,002.60	621,505,543.69	1,296,397,971.01	531,081,103.00	27,303,321.72	116,508,002.60	694,712,499.07	1,369,604,926.39
二、本期增減變動金額(減少以“-”號填列)	2. Changes during the period ("-" for decrease)											
(一)淨利潤	(1) Net profit		-	-	-	-43,932,956.37	-43,932,956.37	-	-	-	7,028,991.92	7,028,991.92
(二)其他綜合收益	(2) Other comprehensive income		-	-	-	-	-	-	-	-	-	-
上述(一)和(二)小計	Sub-total of (1) and (2)		-	-	-	-43,932,956.37	-43,932,956.37	-	-	-	7,028,991.92	7,028,991.92
(三)利潤分配	(3) Appropriation of profits											
1. 提取盈餘公積	1. Appropriation of surplus reserve		-	-	-	-	-	-	-	-	-	-
2. 對股東的分配	2. Distribution to shareholders		-	-	-	-	-	-	-	-	-10,621,622.06	-10,621,622.06
三、期末餘額	3. Balance at the end of the period		531,081,103.00	27,303,321.72	116,508,002.60	577,572,587.32	1,252,465,014.64	531,081,103.00	27,303,321.72	116,508,002.60	691,119,868.93	1,366,012,296.25

此財務報表已於2013年8月29日獲董事會批准。

The financial statement was approved by the Board of Directors of the Company on 29 August 2013.

法定代表人：王興  
主管會計工作負責人：李順珍  
會計機構負責人：李紅寧  
(公司蓋章)

Legal representative of the Company: Wang Xing  
The person in charge of accounting affairs: Li Shunzhen  
The head of the accounting department: Li Hongning  
(Seal of the Company)

財務報表附註(除特別註明外，金額單位為人民幣元)

(一)、公司基本情況

沈機集團昆明機床股份有限公司(以下簡稱「本公司」)是於1993年10月19日在中華人民共和國(「中國」)成立的股份有限公司。本公司的註冊地址為中國雲南省昆明市茨壩路23號。

本公司是由昆明機床廠經中國國家經濟體制改革委員會體改生[1993]173號批准，重組改制設立的股份有限公司。設立時公司名稱為「昆明機床股份有限公司」(以下簡稱「昆機」)。昆明機床廠以其於1993年6月30日的資產負債投入本公司。上述資產負債經上海會計師事務所進行了資產評估，評估的淨資產為人民幣17,925.87萬元。此項評估經中國國家國有資產管理局國資評[1993] 420號審核批准。根據中國國家國有資產管理局國資企函發[1993]114號，上述淨資產中包含的國有土地使用權的評估值應調減人民幣3,421.71萬元，同時調整後的淨資產(評估價值人民幣14,504.16萬元)按82.74%的比例折為120,007,400股，每股面值人民幣1.00元，昆明機床廠原投資方雲南省人民政府以及昆明精華公司分別持有102,397,700股以及17,609,700股。

經國務院證券委員會證委發[1993]50號批准，昆機於1993年12月在香港聯合交易所有限公司發行並上市6,500萬股H股，每股面值人民幣1.00元；並於1994年1月在上海證券交易所發行並上市6,000萬股A股，每股面值人民幣1.00元。

NOTES TO THE FINANCIAL STATEMENTS (All amounts expressed in RMB unless otherwise specified)

(I). CORPORATE INFORMATION

Shenji Group Kunming Machine Tool Company Limited (the "Company") was established in the People's Republic of China ("the PRC") with limited liability on 19 October 1993. The place of registration of the Company is 23 Ciba Road, Kunming City, Yunnan Province, the PRC.

The Company is a stock company limited by restructuring from Kunming Machine Tool Plant approved by [1993] no. 173 Ti Gai Sheng issued by the State Economic Reform Commission. The name at establishment was Kunming Machine Tool Company Limited ("Kunji"). Kunming Machine Tool Plant used its assets and liabilities at 30 June 1993 to invest in the Company. The above assets and liabilities were assessed by Shanghai Accounting Firm. The assessed net assets were RMB179,258,700. The assessment was approved by [1993] no. 420 Guo Zi Ping issued by the National State-owned assets Administration Commission. According to [1993] no. 114 Guo Zi Qi Han Fa issued by the National State-owned assets Administration Commission, the assessed state-owned land use rights included in the above net assets should be reduced by RMB34,217,100, meanwhile, 82.74% of the adjusted net assets (assessment value was RMB145,041,600) was discounted to 120,007,400 shares with par value RMB1.00 per share. The original investors of Kunming Machine Tool Plant, Yunnan Provincial People's Government and Kunming Jinghua Company Ltd., held 102,397,700 and 17,609,700 shares respectively.

Approved by [1993] no. 50 Zheng Wei Fa issued by the Security Commission of the State Council, Kunji issued and listed 65,000,000 H shares with par value RMB1.00 per share in the Stock Exchange of Hong Kong Limited in December 1993. Then, it issued and listed 60,000,000 A shares with par value RMB1.00 per share in Shanghai Stock Exchange in January 1994.



於2000年12月25日，西安交通大學產業(集團)總公司(以下簡稱「交大產業」)與雲南省人民政府簽訂《交大昆機科技股份有限公司股權轉讓協議》，交大產業受讓雲南省人民政府所持有的昆機股份71,052,146股。該股權轉讓已經中國財政部(以下簡稱「財政部」)《關於交大昆機科技股份有限公司國家股轉讓有關問題的批覆》(財企[2001]283號文)批准。於2001年6月5日，股權過戶手續完成，交大產業成為昆機的第一大股東。

於2002年3月29日，經中國工商管理總局和中國對外貿易與經濟合作部批准，昆機在雲南省工商行政管理局辦理完畢公司更名的工商登記手續，從即日起，本公司正式使用新名稱「交大昆機科技股份有限公司」(以下簡稱「交大昆機」)。

於2005年9月15日，交大產業與瀋陽機床(集團)有限責任公司(「沈機集團」)簽訂《股權轉讓協議》，沈機集團協議收購交大產業持有的交大昆機股份71,052,146股。該股權轉讓經國務院國有資產監督管理委員會《關於交大昆機科技股份有限公司國有股轉讓有關問題的復函》(國資產權[2006]628號)批准，並經中國證券監督管理委員會(以下簡稱「證監會」)《關於瀋陽機床(集團)有限責任公司收購交大昆機科技股份有限公司信息披露的意見》(證監公司字[2006]255號)審核通過。於2006年12月1日，股權過戶手續完成，沈機集團成為交大昆機的第一大股東。

On 25 December 2000, Xi'an Jiaotong University Industrial (Group) Incorporation ("Jiaotong Group") entered into Shares Transfer Agreement of Jiaoda Kunji High-Tech Company Limited with the People's Government of Yunnan Province ("Yunnan Government") whereby Yunnan Government would transfer 71,052,146 state-owned shares of the Company to Jiaotong Group. The transaction was approved by [2001] no. 283 Cai Qi – the Approval of State-owned Shares Transfer of Jiaoda Kunji High-tech Company Limited issued by the Ministry of Finance of the PRC. Upon completion of share transfer procedure on 5 June 2001, Jiaotong Group became the largest shareholder of the Company.

With effective from 29 March 2002, the Company used the name "Jiaoda Kunji High Tech Company Limited" ("Jiaoda Kunji") jointly approved by the State Administration for Industry and Commerce of the PRC and the Ministry of Foreign Trade and Economic Cooperation of the PRC after completing the business registration for change of company name in Yunnan Commercial and Industrial Administration Bureau.

On 15 September 2005, Jiaotong Group and Shenyang Machine Tool (Group) Co., Ltd. ("Shenji Group") entered into a Share Transfer Agreement. Shenji Group agreed to purchase 71,052,146 shares of Jiaoda Kunji held by Jiaotong Group. The share transfer was approved pursuant to the "Written Reply Regarding the Transfer of State-owned Shares of Jiaoda Kunji High-tech Co., Ltd." (Guo Zi Chan Quan [2006] No. 628) issued by State-owned Assets Supervision and Administration Committee of the State Council and the Opinion on Information Disclosure of the Acquisition of Jiaoda Kunji High-tech Co., Ltd. by Shenyang Machine Tool (Group) Co., Ltd. (Zheng Jian Gong Si [2006] No. 255) by China Securities Regulation Committee. On 1 December 2006, the register of equity transfer was completed and Shenji Group became the largest shareholder of the Company.

於2006年4月4日，經雲南省人民政府《雲南省人民政府關於交大昆機科技股份有限公司股權劃轉有關問題的批覆》及雲南省國有資產監督管理委員會《雲南省國資委關於授權雲南省國有資產經營有限責任公司對交大昆機科技股份有限公司行使股東權利的復函》批准，雲南省人民政府將持有的交大昆機股份31,345,554股無償劃轉給雲南省國有資產經營有限責任公司(以下簡稱「雲南省國資公司」)，劃轉基準日為2005年12月31日。該股權劃轉經國務院國有資產監督管理委員會《關於交大昆機科技股份有限公司部分國有股劃轉有關問題的批覆》(國資產權[2006]1412號)批准。於2007年1月19日，股權過戶手續完成。

於2007年1月25日，中國商務部《關於同意交大昆機科技股份有限公司股權轉讓及增資的批覆》(商資批[2007]133號)批准了交大昆機股權分置改革方案。交大昆機以資本公積金向2007年2月26日登記在冊的全體股東每10股轉增1.5606股，總計轉增股本38,235,855股，其中A股總計轉增股本28,091,955股，H股總計轉增股本10,143,900股。於2007年3月5日，公司非流通股股東以所持交大昆機股份共計18,728,355股向流通股A股股東執行每10股支付股票對價2.7股，新A股上市日為2007年3月7日。其中，沈機集團支付11,088,398股，雲南省國資公司支付4,891,787股，昆明精華公司支付2,748,170股。在上述對價安排執行完畢後，公司非流通股股東持有的非流通股股份即獲得上市流通權。

On 4 April 2006, pursuant to the "Written Reply of the People's Government of Yunnan Province Regarding the Transfer of Title of Jiaoda Kunji High-Tech Co., Ltd." issued by the People's Government of Yunnan Province and the "Written Reply of Yunnan State-owned Assets Supervision and Administration Committee regarding the Grant of Authorization to Yunnan State-owned Assets Operation Co., Ltd. to Exercise the Shareholders' Right of Jiaoda Kunji High-tech Co., Ltd." issued by Yunnan State-owned Assets Supervision and Administration Committee, 31,345,554 state-owned shares held by the People's Government of Yunnan were transferred to Yunnan State-owned Assets Operation Co., Ltd. ("Yunnan State-owned Assets Operation Co., Ltd.") at nil consideration on 31 December 2005. The share transfer was approved by the State-owned Assets Supervision and Administration Committee of the State Council pursuant to the "Written Reply regarding the Transfer of Part of the State-owned Shares of Jiaoda Kunji High-Tech Co., Ltd." (Guo Zi Chan Quan [2006] No. 1412). The transfer was completed on 19 January 2007.

On 25 January 2007, the "Written Reply regarding the Transfer of Shares and Increase in Share of Jiaoda Kunji High-Tech Co., Ltd." (Shang Zi Pi [2007] No. 133) was issued by the Ministry of Commerce of the PRC to approve the share reform proposal of the Company, pursuant to which a total of 38,235,855 shares (as to 28,091,955 A Shares and 10,143,900 H Shares respectively) were transferred from the capital reserve to all the shareholders whose names appeared on the Company's register of members on 26 February 2007 on the basis of 1.5606 shares for every 10 shares held. On 5 March 2007, the holders of non-circulating shares of the Company made the payment with a total of 18,728,355 shares held as consideration to the holders of circulating A Shares on the basis of 2.7 shares for every 10 shares held. The new A Shares were listed on 7 March 2007. Of 18,728,355 shares, Shenji Group, Yunnan State-owned Assets Operation Co., Ltd. and Jinghua Company contributed as to 11,088,398 shares, 4,891,787 shares and 2,748,170 shares respectively. After implementation of the consideration arrangement, non-circulating shares held by the holders of non-circulating shares of the Company became tradable and listed.

於2007年3月23日，經交大昆機股東大會決議，交大昆機公司名稱更改為沈機集團昆明機床股份有限公司。

於2007年6月29日，經本公司股東大會決議，以本公司原總股本283,243,255股為基數，每10股轉增5股，共計轉增141,621,628股，轉增後總股本為424,864,883股。註冊資本亦變更為人民幣424,864,883元。該決議已經中國商務部《關於同意交大昆機科技股份有限公司更名及增加股本的批覆》(商務部商資批[2007]1390號)批准。

於2009年10月22日，經國務院國有資產監督管理委員會《關於雲南鹽化股份有限公司等6家上市公司股份持有人變更有關問題的批覆》(國資產權[2009]1182號)批准，雲南省國資公司將持有的本公司47,018,331股行政劃轉為雲南省工業投資控股集團有限責任公司(「雲南省工業投資」)持有，由其履行國有資產出資人職責。

於2010年6月23日，經本公司股東大會決議，以本公司原總股本424,864,883股為基數，每10股轉增2.5股，共計轉增106,216,220股，轉增後總股本為531,081,103股。註冊資本亦變更為人民幣531,081,103元。該決議已經雲南省商務廳《雲南省商務廳關於同意沈機集團昆明機床股份有限公司資本公積金轉增股本的批覆》(雲商資[2010]130號)的批准。

本公司及其子公司(以下簡稱「本集團」)主要從事機床系列產品及配件以及節能型離心壓縮機系列產品及配件的開發、設計、生產和銷售。

On 23 March 2007, approved by the shareholders' meeting of Jiaoda Kunji, Jiaoda Kunji High-Tech Company changed its name to Shenji Group Kunming Machine Tool Company Limited.

Approved by the annual general meeting of the Company held on 29 June 2007, based on total share capital of 283,243,255 shares of the Company, increased shares on the basis of 5 shares for every 10 shares held to all the shareholders by capitalization of capital reserve, totally increased 141,621,628 shares. After share increase, total issued shares of the Company was 424,864,883 shares, and total registered capital of the Company was RMB424,864,883. The resolution was approved by the "Written Reply Regarding the Change of Name and Increase in Share Capital of Jiaoda Kunji High-Tech Co., Ltd." (Shang Zi Pi [2007] No. 1390) issued by the Ministry of Commerce of the PRC.

Pursuant to the "Written Reply on the Change in Shareholders of the Six Listed Companies including Yunnan Salt & Chemical Industry Co., Ltd." (Guo Zi Chan Quan [2009] No. 1182) issued by the State-owned Assets Supervision and Administration Commission of the State Council on 22 October 2009, 47,018,331 shares of the Company held by Yunnan State Owned Assets Operation Co. Ltd. were transferred to Yunnan Industrial Investment Holding Group Co., Ltd. ("Yunnan Industrial Investment") to perform the obligations as the contributor of state-owned assets.

Approved by the shareholders' meetings held on 23 June 2010, based on total share capital of 424,864,883 shares of the Company, increased shares on the basis of 2.5 shares for every 10 shares held to all the shareholders by capitalization of capital reserve, totally increased 106,216,220 shares. After share increase, total issued shares of the Company would be 531,081,103 shares, and total registered capital of the Company would be RMB531,081,103. The resolution was approved by the "Written Reply from the Department of Commerce of Yunnan Province Concerning its Consent to the Increase in Share Capital by Capitalization of the Capital Reserve by Shenji Group Kunming Machine Tool Company Limited" (Yun Shang Zi [2010] No. 130).

The Company and its subsidiaries (collectively the "Group") mainly engage in development, design, production and sales of machine tool series products and accessories, and turbo machine and sintering fans series products and accessories.

## (二)、公司主要會計政策和會計估計

### 1、財務報表的編製基礎

本公司以持續經營為基礎編製財務報表。

### 2、遵循企業會計準則的聲明

本財務報表符合中華人民共和國財政部(以下簡稱「財政部」)於2006年2月15日頒布的《企業會計準則—基本準則》和38項具體會計準則、其後頒布的企業會計準則應用指南、企業會計準則解釋以及其他相關規定(以下合稱「企業會計準則」)的要求，真實、完整地反映了本公司2013年6月30日的合併財務狀況和財務狀況、截至2013年6月30日止6個月期間的合併經營成果和經營成果及合併現金流量和現金流量。

此外，本公司的財務報表同時符合中國證券監督管理委員會(以下簡稱「證監會」)2010年修訂的《公開發行證券的公司信息披露編報規則第15號—財務報告的一般規定》有關財務報表及其附註的披露要求。

### 3、會計期間

會計年度自公歷1月1日起至12月31日止。

### 4、記賬本位幣

本公司的記賬本位幣為人民幣，編製財務報表採用的貨幣為人民幣。本公司及子公司選定記賬本位幣的依據是主要業務收支的計價和結算幣種。

## (II). SIGNIFICANT ACCOUNTING POLICIES OF THE COMPANY AND ACCOUNTING ESTIMATES

### 1. Basis of preparation of financial statements

The financial statements of the Company have been prepared on a going concern basis.

### 2. Statement of compliance with the corporate accounting standards

The financial statements have been prepared in accordance with the requirements of "Accounting Standards for Business Enterprises – Basic Standard" and 38 Specific Standards issued by the Ministry of Finance on 15 February 2006, and application guidelines, explanations to corporate accounting standards and other relevant regulations issued subsequently (collectively referred to as "corporate accounting standards"). These financial statements provide a true and complete presentation of the consolidated financial position and financial position as at 30 June 2013, the consolidated results of operations and results of operations and the consolidated cash flows and cash flows of the Company for the six months ended 30 June 2013.

These financial statements also comply with the disclosure requirements of "Regulation on the Preparation of Information Disclosures of Companies Issuing Public Shares, No. 15: General Requirements for Financial Reports" as revised by the CSRC in 2010 in relation to the disclosure requirements of the financial statements and their accompanying notes.

### 3. Accounting period

The accounting period commences on 1 January and ends on 31 December each year.

### 4. Functional currency

The functional currency of the Company is Renminbi ("RMB"). The Company presents the financial statements in RMB. The functional currency is determined by the Company and its subsidiaries on the basis of the currency in which major income and costs are denominated and settled.

## 5、同一控制下和非同一控制下企業合併的會計處理方法

### (1) 同一控制下的企業合併

參與合併的企業在合併前後均受同一方或相同的多方最終控制且該控制並非暫時性的，為同一控制下的企業合併。合併方在企業合併中取得的資產和負債，按照合併日在被合併方的賬面價值計量。取得的淨資產賬面價值與支付的合併對價賬面價值(或發行股份面值總額)的差額，調整資本公積中的股本溢價(或資本溢價)；資本公積中的股本溢價(或資本溢價)不足沖減的，調整留存收益。為進行企業合併發生的直接相關費用，於發生時計入當期損益。合併日為合併方實際取得對被合併方控制權的日期。

### (2) 非同一控制下的企業合併

參與合併的各方在合併前後不受同一方或相同的多方最終控制的，為非同一控制下的企業合併。本集團作為購買方，為取得被購買方控制權而付出的資產(包括購買日之前所持有的被購買方的股權)、發生或承擔的負債以及發行的權益性證券在購買日的公允價值之和，減去合併中取得的被購買方可辨認淨資產於購買日公允價值份額的差額，如為正數則確認為商譽(參見附註二、17)；如為負數則計入當期損益。本集團將作為合併對價發行的權益性證券或債務性證券的交易費用，計入權益性證券或債務性證券的初始確認金額。本集團為進行企業合併發生的其他各項直接費用計入當期損益。付出資產的公允價值與其賬面價值的差額，計入當期損益。本集團在購買日按公允價值確認所取得的被購買方符合確認條件的各項可辨認資產、負債及或有負債。購買日是指購買方實際取得對被購買方控制權的日期。

## 5. Accounting treatment for business combination under common control and not under common control

### (1) Business combination under common control

A business combination under common control is a business combination in which all of the combining entities are ultimately controlled by the same party or parties both before and after the combination, and that control is not transitory. Assets and liabilities that are obtained by the acquirer in a business combination shall be measured at their carrying amounts at the combination date as recorded by the party being acquired. The difference between the carrying amount of the net assets obtained and the carrying amount of the consideration paid for the combination (or the aggregate face value of shares issued as consideration) shall be adjusted to share premium under capital reserve (or capital premium). If the share premium under capital reserve (or capital premium) is not sufficient to absorb the difference, any excess shall be adjusted against retained earnings. Expenses that are directly attributable to business combination are expense in the profit and loss at the period incurred. The combination date is the date on which the acquiring party effectively obtains control of the party being acquired.

### (2) Business combinations not under common control

A business combination not under common control is a business combination in which all of the combining entities are not ultimately controlled by the same party or parties both before and after the combination. The sum of the assets paid (including the equity interest of acquiree held before the date of acquisition) and liabilities incurred or committed and the equity securities issued by the Group who as an acquirer for obtaining the controlling interests of the acquiree measured at fair value on the date of acquisition minus the fair value of the acquiree's identifiable net assets in the combination, if the difference is positive, it should be recognized as goodwill (please refer to note II. 17), or if the difference is negative, it shall be included in the profit or loss for the period. The transaction expenses of issuing equity securities or liability securities as consideration for combination are included as the initial measurement amount of equity securities or liability securities. The direct expenses incurred in business combination shall be included in the profit or loss for the period. The difference between the fair value of assets paid and its book value should be included in the profit or loss for the period. The Group shall recognize acquiree's identifiable assets, liabilities and contingent liabilities acquired in the business combination at their fair values on the acquisition date that meet the criteria for recognition. Acquisition date is the date on which the acquirer effectively obtains control of the acquiree.

## 6、 合併財務報表的編制方法

合併財務報表的合併範圍以控制為基礎予以確定，包括本公司及本公司控制的子公司。控制是指有權決定一個公司的財務和經營政策，並能據以從該公司的經營活動中獲取利益。子公司的財務狀況、經營成果和現金流量由控制開始日起至控制結束日止包含於合併財務報表中。

對於通過同一控制下企業合併取得的子公司，在編製合併當期財務報表時，視同被合併子公司在本公司最終控制方對其開始實施控制時納入本公司合併範圍，並對合併財務報表的期初數以及前期比較報表進行相應調整。本公司在編製合併財務報表時，自本公司最終控制方對被合併子公司開始實施控制時起將被合併子公司的各項資產、負債以其賬面價值併入本公司合併資產負債表，被合併子公司的經營成果納入本公司合併利潤表。

對於通過非同一控制下企業合併取得的子公司，在編製合併當期財務報表時，以購買日確定的被購買子公司各項可辨認資產、負債的公允價值為基礎自購買日起將被購買子公司納入本公司合併範圍。

通過多次交易分步實現非同一控制企業合併時，對於購買日之前持有的被購買方的股權，本集團會按照該股權在購買日的公允價值進行重新計量，公允價值與其賬面價值的差額計入當期投資收益。購買日之前持有的被購買方的股權涉及其他綜合收益的，與其相關的其他綜合收益轉為購買日所屬當期投資收益。

## 6. Preparation of consolidated financial statements

The consolidated financial statements are based on control for the scope of consolidation, and comprise the Company and its subsidiaries. Control is the power to govern the financial and operating policies of an entity so as to obtain benefits from its operating activities. The financial position, financial performance and cash flow of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

Where a subsidiary was acquired during the reporting period, through a business combination involving entities under common control, the financial statements of the subsidiary are included in the consolidated financial statements as if the combination had occurred at the date that common control was established. Therefore, the opening balances and the comparative figures of the consolidated financial statements are restated. In the preparation of the consolidated financial statements, the subsidiary's assets, liabilities and results of operations are included in the consolidated balance sheet and the consolidated income statement, respectively, based on their carrying amounts, from the date that common control was established.

Where a subsidiary was acquired during the reporting period, through a business combination involving entities not under common control, the acquired subsidiaries are included in the consolidated financial statements from the acquisition date, and based on the fair value of those identifiable assets and liabilities at the acquisition date.

For a business combination not involving enterprises under common control and achieved in stages, the Group remeasured its previously-held equity interest in the acquiree to its fair value at the acquisition date. The difference between the fair value and the carrying amount is recognized as investment income for the current period; the amount recognized in other comprehensive income relating to the previously-held equity interest in the acquiree is reclassified as investment income for the current period.

本公司因購買少數股權新取得的長期股權投資成本與按照新增持股比例計算應享有子公司的可辨認淨資產份額之間的差額，以及在不喪失控制權的情況下因部分處置對子公司的股權投資而取得的處置價款與處置長期股權投資相對應享有子公司淨資產的差額，均調整並資產負債表中的資本公積(股本溢價)，資本公積(股本溢價)不足沖減的，調整留存收益。

因處置部分股權投資或其他原因喪失了對原有子公司控制權時，本集團終止確認與該子公司相關的資產、負債、少數股東權益以及權益中的其他相關項目。對於處置後的剩餘股權投資，本集團按照其在喪失控制權日的公允價值進行重新計量，由此產生的任何收益或損失，計入喪失控制權當期的投資收益。

子公司少數股東應佔的權益、損益和綜合收益分別在合併資產負債表的股東權益中和合併利潤表的淨利潤及綜合收益總額項目後單獨列示。

如果子公司少數股東分擔的當期虧損超過了少數股東在該子公司期初所有者權益中所享有的份額的，其餘額仍沖減少數股東權益。

當子公司所採用的會計期間或會計政策與本公司不一致時，合併時已按照本公司的會計期間或會計政策對子公司財務報表進行必要的調整。合併時所有集團內部交易及餘額，包括未實現內部交易損益均已抵銷。集團內部交易發生的未實現損失，有證據表明該損失是相關資產減值損失的，則全額確認該損失。

## 7、現金及現金等價物的確定標準

現金和現金等價物包括庫存現金、可以隨時用於支付的存款以及持有期限短、流動性強、易於轉換為已知金額現金、價值變動風險很小的投資。

Where the Company acquires a minority interest from a subsidiary's minority shareholders or disposes of a portion of an interest in a subsidiary without a change in control, the difference between the investment cost of newly acquired long-term equity investment and the Company's share of its subsidiary's identifiable net assets and the difference between the consideration received for disposal of long-term equity investment and the Company's share of subsidiary's identifiable net assets are adjusted to the capital reserve (share premium) in the consolidated balance sheet. If the credit balance of capital reserve (share premium) is insufficient, any excess is adjusted to retained earnings.

When the Group loses control of a subsidiary due to the disposal of a portion of an equity investment, the Group ceases to recognize the assets, liabilities, minority interests and other related items of the interests related to the subsidiary. The remaining equity investment is remeasured at its fair value at the date when control is lost. Any profit or loss incurred is recognized as investment income for the current period when control is lost.

Minority interest is presented separately in the consolidated balance sheet within shareholders' equity. Net profit or loss and comprehensive income attributable to minority shareholders are presented separately in the consolidated income statement below the net profit and total comprehensive income line items.

When the amount of loss for the current period attributable to the minority shareholders of a subsidiary exceeds the minority shareholders' portion of the opening balance of shareholders' equity of the subsidiary, the excess is allocated against the minority interests.

When the accounting period or accounting policies of a subsidiary are different from those of the Company, the Company makes necessary adjustments to the financial statements of the subsidiary based on the Company's own accounting period or accounting policies. Intra-group balances and transactions, and any unrealized profit or loss arising from intra-group transactions, are eliminated in preparing the consolidated financial statements. Unrealized losses resulting from intra-group transactions are eliminated in the same way as unrealized gains but only to the extent that there is evidence of impairment.

## 7. Determination of cash and cash equivalents

Cash and cash equivalents comprise cash on hand, demand deposits, and short-term, highly liquid investments, which are readily convertible into known amounts of cash and are subject to an insignificant risk of change in value.

## 8、外幣業務

本集團收到投資者以外幣投入資本時按當日即期匯率折合為人民幣，其他外幣交易在初始確認時按交易發生日的即期匯率折合為人民幣。

即期匯率是中國人民銀行公佈的人民幣外匯牌價或根據公佈的外匯牌價套算的匯率。

於資產負債表日，外幣貨幣性項目採用該日的即期匯率折算。除與購建符合資本化條件資產有關的專門借款本金和利息的匯兌差額(參見附註二、15)外，其他匯兌差額計入當期損益。以歷史成本計量的外幣非貨幣性項目，不改變其記賬本位幣金額。以公允價值計量的外幣非貨幣性項目，採用公允價值確定日的即期匯率折算，由此產生的匯兌差額計入當期損益。

## 9、金融工具

本集團的金融工具包括貨幣資金、應收款項、應付款項、借款及股本等。

### (1) 金融資產及金融負債的確認和計量

金融資產和金融負債在本集團成為相關金融工具合同條款的一方時，於資產負債表內確認。

本集團在初始確認時按取得資產或承擔負債的目的，把金融資產和金融負債分為不同類別：貸款及應收款項和其他金融負債。

在初始確認時，金融資產及金融負債均以公允價值計量，相關交易費用計入初始確認金額。初始確認後，金融資產和金融負債的後續計量如下：

## 8. Foreign currency transactions

When the Group receives capital in foreign currencies from investors, the capital is translated to Renminbi at the spot exchange rate at the date of the receipt. Other foreign currency transactions are, on initial recognition, translated to Renminbi at the spot exchange rates on the dates of the transactions.

A spot exchange rate is an exchange rate quoted by the People's Bank of China or a cross rate determined based on quoted exchange rates.

Monetary items denominated in foreign currencies are translated to Renminbi at the spot exchange rate at the balance sheet date. The resulting exchange differences are recognized in profit or loss, except those arising from the principals and interests on foreign currency borrowings specifically for the purpose of acquisition, construction of qualifying assets for capitalization (see Note II. 15). Non-monetary items denominated in foreign currencies that are measured at historical cost are translated using the foreign exchange rate resulting from transactions. Non-monetary items denominated in foreign currencies that are measured at fair value are translated using the foreign exchange rate at the date the fair value is determined; the resulting exchange differences are recognized in profit or loss.

## 9. Financial instruments

Financial instruments of the Group comprise cash at bank and on hand, receivables, payables, loans, and share capital, etc.

### (1) Recognition and measurement of financial assets and financial liabilities

A financial asset or financial liability is recognized in the balance sheet when the Group becomes a party to the contractual provisions of a financial instrument.

The Group classifies financial assets and liabilities into different categories at initial recognition, based on the purpose of acquiring assets or assuming liabilities: loans and receivables and other financial liabilities.

Financial assets and financial liabilities are measured initially at fair value and any attributable transaction costs are included in their initial costs. Subsequent to initial recognition financial assets and liabilities are measured as follows:



- |   |  |
|---|--|
| <p>— 應收款項</p> <p>應收款項是指在活躍市場中沒有報價、回收金額固定或可確定的非衍生金融資產。</p> <p>初始確認後，應收款項以實際利率法按攤餘成本計量。</p>         | <p>— Receivables</p> <p>Receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market.</p> <p>Subsequent to initial recognition, receivables are stated at amortized cost using the effective interest method.</p>   |
| <p>— 其他金融負債</p> <p>其他金融負債是指除以公允價值計量且其變動計入當期損益的金融負債以外的金融負債。</p> <p>初始確認後，其他金融負債採用實際利率法按攤餘成本計量。</p> | <p>— Other financial liabilities</p> <p>Financial liabilities other than the financial liabilities at fair value through profit or loss are classified as other financial liabilities.</p> <p>Subsequent to initial recognition, other financial liabilities are stated at amortized cost using the effective interest method.</p> |

(2) 金融資產及金融負債的列報

金融資產和金融負債在資產負債表內分別列示，沒有相互抵銷。但是，同時滿足下列條件的，以相互抵銷後的淨額在資產負債表內列示：

- 本集團具有抵銷已確認金額的法定權利，且該種法定權利現在是可執行的；
- 本集團計劃以淨額結算，或同時變現該金融資產和清償該金融負債。

(3) 公允價值的確定

本集團對存在活躍市場的金融資產或金融負債，用活躍市場中的報價確定其公允價值。

對金融工具不存在活躍市場的，採用估值技術確定其公允價值。所採用的估值方法包括參考熟悉情況並自願交易的各方最近進行的市場交易的成交價、參照實質上相同的其他金融工具的當前市場報價、現金流量折現法等。本集團定期評估估值方法，並測試其有效性。

(2) *Presentation of financial assets and financial liabilities*

Financial assets and financial liabilities are presented separately in the balance sheet and shall not be offset. However, a financial asset and a financial liability shall be offset and the net amount presented in the balance sheet when both of the following conditions are satisfied:

- the Group has a legal right to offset the recognized amounts and the legal right is currently enforceable;
- the Group intends either to settle on a net basis, or to realize the financial asset and settle the financial liability simultaneously.

(3) *Determination of fair values*

If there is an active market for a financial asset or financial liability, the quoted price in the active market is used to establish the fair value.

If no active market exists for a financial instrument, a valuation technique is used to establish the fair value. Valuation techniques include using recent arm's length market transactions between knowledgeable, willing parties; reference to the current fair value of another instrument that is substantially the same and discounted cash flow analysis. The Group calibrates the valuation technique and tests it for validity periodically.

(4) 金融資產和金融負債的終止確認

當收取某項金融資產的現金流量的合同權利終止或將所有權上幾乎所有的風險和報酬轉移時，本集團終止確認該金融資產。

金融資產整體轉移滿足終止確認條件的，本集團將下列兩項金額的差額計入當期損益：

- 所轉移金融資產的賬面價值；
- 因轉移而收到的對價，與原直接計入股東權益的公允價值變動累計額之和。

金融負債的現時義務全部或部分已經解除的，本集團終止確認該金融負債或其一部分。

(5) 金融資產的減值

本集團在資產負債表日對金融資產的賬面價值進行檢查，有客觀證據表明該金融資產發生減值的，計提減值準備。

金融資產發生減值的客觀證據，包括但不限於：

- (a) 發行方或債務人發生嚴重財務困難；
- (b) 債務人違反了合同條款，如償付利息或本金發生違約或逾期等；
- (c) 債務人很可能倒閉或進行其他財務重組；
- (d) 因發行方發生重大財務困難，該金融資產無法在活躍市場繼續交易；
- (e) 權益工具發行方經營所處的技術、市場、經濟或法律環境等發生重大不利變化，使權益工具投資人可能無法收回投資成本；

(4) Derecognition of financial assets and financial liabilities

A financial asset is derecognized if the Group's contractual rights to the cash flows from the financial asset expire or if the Group transfers substantially all the risks and rewards of ownership of the financial asset to another party.

Where a transfer of a financial asset in its entirety meets the criteria of the derecognition, the difference between the two amounts below is recognized in profit or loss:

- carrying amount of the financial asset transferred;
- the sum of the consideration received from the transfer and any cumulative gains or loss that has been recognized directly in equity.

The Group derecognizes a financial liability (or part of it) only when the underlying present obligation (or part of it) is discharged.

(5) Impairment of financial assets

The carrying amounts of financial assets are reviewed at each balance sheet date to determine whether there is objective evidence of impairment. If any such evidence exists, impairment loss is provided.

Objective evidence that a financial asset is impaired includes, but is not limited to the following:

- (a) significant financial difficulty of the issuer or borrower;
- (b) a breach of contract by the borrower, such as a default or delinquency in interest or principal payments;
- (c) strong probability that the borrower will enter bankruptcy or go through another type of financial reorganisation;
- (d) the disappearance of an active market for the financial asset due to serious financial difficulties on the part of the issuer;
- (e) significant adverse changes in the technological, market, economic or legal environment in which the issuer operates, indicating that the cost of the investment in the equity instrument may not be recovered by the investor;

(f) 權益工具投資的公允價值發生嚴重或非暫時性下跌等。

有關應收款項減值的方法，參見附註二、10。

(6) 權益工具

權益工具是指能證明擁有本公司在扣除所有負債後的資產中的剩餘權益的合同。

本公司發行權益工具收到的對價扣除交易費用後，計入股東權益。

(f) a significant or prolonged decline in the fair value of an equity instrument investment to below cost.

For the measurement of impairment of receivables, refer to Note II. 10.

(6) *Equity instruments*

An equity instrument is a contract that proves the residual interest of the assets after deducting all liabilities in the Company.

The consideration received from the issuance of equity instruments net of transaction costs is recognized in shareholders' equity.

## 10、應收款項的壞賬準備

應收款項同時運用個別方式和組合方式評估減值損失。

運用個別方式評估時，當應收款項的預計未來現金流量(不包括尚未發生的未來信用損失)按原實際利率折現的現值低於其賬面價值時，本集團將該應收款項的賬面價值減記至該現值，減記的金額確認為資產減值損失，計入當期損益。

當運用組合方式評估應收款項的減值損失時，減值損失金額是根據具有類似信用風險特徵的應收款項(包括以個別方式評估未發生減值的應收款項)的以往損失經驗，並根據反映當前經濟狀況的可觀察數據進行調整確定的。

在應收款項確認減值損失後，如有客觀證據表明該金融資產價值已恢復，且客觀上與確認該損失後發生的事項有關，本集團將原確認的減值損失予以轉回，計入當期損益。該轉回後的賬面價值不超過假定不計提減值準備情況下該金融資產在轉回日的攤餘成本。

## 10. Impairment of receivables

Receivables are assessed for impairment both on an individual basis and on a collective group basis.

Where impairment is assessed on an individual basis, an impairment loss in respect of a receivable is calculated as the excess of its carrying amount over the present value of the estimated future cash flows (exclusive of future credit losses that have not been incurred) discounted at the original effective interest rate. The Group discounts the carrying amount of the receivables to its present value and the discounted amount is recognized as impairment loss of asset, all impairment losses are recognized in profit or loss.

The assessment is made collectively where receivables share similar credit risk characteristics (including those having not been individually assessed as impaired), based on their historical loss experiences, and adjusted by the observable figures reflecting present economic conditions.

If, after an impairment loss has been recognized on receivables, there is objective evidence of a recovery in value of the financial asset which can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed through profit or loss. A reversal of an impairment loss will not result in the asset's carrying amount exceeding that which would have been determined had no impairment loss been recognized in prior years.

(a) 單項金額重大並單項計提壞賬準備的應收款項：

單項金額重大的判斷依據或金額標準

- ① 貿易類應收款項類別(應收賬款)：標準為單筆人民幣700萬元；
- ② 資金往來類應收款項類別(其他應收款)：標準為單筆人民幣350萬元；
- ③ 個人往來類應收款項(其他應收款)：標準為單筆人民幣10萬元。

單項金額重大並單項計提壞賬準備的計提方法

單項金額重大的應收款項同時採用個別方式和組合方式計提壞賬準備。首先對其單獨進行減值測試，如果預計未來現金流量(不包括尚未發生的未來信用損失)按原實際利率折現的現值低於其賬面價值時，本集團對該部分差額確認減值損失，計提應收款項壞賬準備。經單獨測試未發生減值的，再與其他應收款項一併按信用風險特徵組合方式計提壞賬準備(詳見下述(b))。

(a) Significant single accounts receivable which being made single bad debt provision:

Judgment basis or criteria for receivables that are individually significant

- ① type of trade receivable (trade receivables): criteria: RMB7,000,000 for single accounts receivable;
- ② type of other receivable (other receivables): criteria: RMB3,500,000 for single accounts receivable;
- ③ type of personal accounts receivable (other receivables): criteria: RMB100,000 for single accounts receivable.

Method of provision for bad and doubtful debts for receivables that are individually significant and assessed individually

The bad debt provision made for individually significant accounts receivable adopted both on individual basis and on collective combination basis. First by individual impairment test, if the present value of estimated future cash flows (exclusive of future credit losses that have not been incurred) discounted at the original effective interest rate is less than its carrying value, the difference should be recognized as impairment loss and should make provision. If the impairment not being incurred after the individual test, the accounts receivable should combine with other receivables to provide bad debt provision by credit risk characteristic combination (see (b) below).

(b) 按組合計提壞賬準備的應收款項：

對於上述(a)中單項測試未發生減值的應收款項，本集團也會將其包括在具有類似信用風險特徵的應收款項組合中再進行減值測試。

確定組合的依據	按公司性質將應收款項分為2個組合
組合1	應收第三方款項
組合2	應收關聯方款項

按組合計提壞賬準備的計提方法

組合1	賬齡分析法
組合2	個別評估

組合1中，按賬齡分析法計提壞賬準備：

賬齡	應收款項 計提比例(%)	其他應收款 計提比例(%)
1年以內(含1年)	5%	5%
1-2年(含2年)	30%	50%
2-3年(含3年)	60%	100%
3年以上	95%	100%

組合2，期末對關聯公司的應收款項單獨進項減值測試，如有客觀證據表明其發生了減值的，根據其未來現金流量現值低於其賬面價值的差額，確認資產減值損失，計提壞賬準備。如無客觀證據表明其發生減值的，則不計提壞賬準備。

(b) Bad debt provision for accounts receivable by combination:

For accounts receivable not impaired after individual test which stated in (a) above, the Group will include it in the accounts receivable combination with credit risk characters to do the test again.

Basis for determining groups	Divide the accounts receivable into two groups based on companies' nature
Group 1	Receivables from third parties
Group 2	Receivables from related parties

Methods for providing bad debt provision by different groups

Group 1	Ageing analysis
Group 2	Individual assessment

In group 1, provision for bad debts made by ageing analysis:

Ageing	Percentage of provision for accounts receivable (%)	Percentage of provision for other receivables (%)
Within 1 year (including 1 year)	5%	5%
1-2 years (including 2 years)	30%	50%
2-3 years (including 3 years)	60%	100%
Over 3 years	95%	100%

In group 2, individual impairment test will be conducted to accounts receivable of related parties at the end of the year. Should objective evidence shows that it incurred impairment, according to the difference between the present value of future estimated cash flow and the book value, assets impairment should be recognized. Should no objective evidence show that it has impairment, no bad debt provision should be made.

## 11、存貨

### (1) 存貨的分類和成本

存貨包括原材料、在產品、半成品、產成品以及週轉材料。週轉材料指能夠多次使用、但不符合固定資產定義的低值易耗品、包裝物和其他材料。

存貨按成本進行初始計量。存貨成本包括採購成本、加工成本和使存貨達到目前場所和狀態所發生的其他支出。除原材料採購成本外，在產品及產成品還包括直接人工和按照適當比例分配的生產製造費用。

### (2) 發出存貨的計價方法

發出存貨的實際成本採用加權平均法計量。

低值易耗品及包裝物等週轉材料採用分次攤銷法進行攤銷，計入相關資產的成本或者當期損益。

### (3) 存貨可變現淨值的確定依據及存貨跌價準備的計提方法

資產負債表日，存貨按照成本與可變現淨值孰低計量。

可變現淨值，是指在日常活動中，存貨的估計售價減去至完工時估計將要發生的成本、估計的銷售費用以及相關稅費後的金額。為生產而持有的原材料，其可變現淨值根據其生產的產成品的可變現淨值為基礎確定。為執行銷售合同或者勞務合同而持有的存貨，其可變現淨值以合同價格為基礎計算。當持有存貨的數量多於相關合同訂購數量的，超出部分的存貨的可變現淨值以一般銷售價格為基礎計算。

按單個存貨項目計算的成本高於其可變現淨值的差額，計提存貨跌價準備，計入當期損益。

### (4) 存貨的盤存制度

本集團存貨盤存制度為永續盤存制。

## 11. Inventories

### (1) Classification and Cost

Inventories include raw material, work in process, semi-finished goods, finished goods and reusable materials. Reusable materials include low-value consumables, packaging materials and other materials, which can be used repeatedly but do not meet the definition of fixed assets.

Inventories are initially measured at cost. Cost of inventories comprises all costs of purchase, costs of conversion and other expenses that to help deliver the inventories to the current location and situation. In addition to the purchasing cost of raw materials, work in progress and finished goods include direct labour costs and an appropriate allocation of production overheads.

### (2) Determination of cost of inventories

The actual cost of inventories is calculated using the weighted average method.

Consumables including low-value consumables and packaging materials are amortized in instalments when they are used. The amounts of the amortization are included in the cost of the related assets or profit or loss.

### (3) The underlying factors in the determination of net realizable value of inventories and the basis of provision for diminution in value of inventories

Inventories are measured at the lower of cost and net realizable value at the balance sheet date.

Net realizable value is the estimated selling price in the normal course of business less the estimated costs to completion and the estimated expenses and the related taxes necessary to make the sale. The net realizable value of materials held for use in the production of inventories is measured based on the net realizable value of the finished goods in which they will be incorporated. The net realizable value of the quantity of inventory held to satisfy sales or service contracts is based on the contract price. If the quantities of inventories specified in sales contracts are less than the quantities held by the Group, the net realizable value of the excess portion of inventories shall be based on general selling prices.

Any excess of the cost over the net realizable value of each item of inventories is recognized as a provision for diminution in the value of inventories and charged to profit or loss.

### (4) Inventory system

The Group maintains a perpetual inventory system.

## 12、長期股權投資

### (1) 投資成本確定

#### (a) 通過企業合併形成的長期股權投資

- 對於同一控制下的企業合併形成的對子公司的長期股權投資，本公司按照合併日取得的被合併方所有者權益賬面價值的份額作為長期股權投資的初始投資成本。長期股權投資初始投資成本與支付對價賬面價值之間的差額，調整資本公積中的股本溢價；資本公積中的股本溢價不足沖減時，調整留存收益。
- 對於非同一控制下企業合併形成的對子公司的長期股權投資，本公司按照購買日取得對被購買方的控制權而付出的資產、發生或承擔的負債以及發行的權益性證券的公允價值，作為該投資的初始投資成本。屬於通過多次交易分步實現的非同一控制下企業合併形成的對子公司的長期股權投資，其初始投資成本為本公司購買日之前所持被購買方的股權投資的賬面價值與購買日新增投資成本之和。

## 12. Long-term equity investments

### (1) Initial investment cost

#### (a) Long-term equity investments acquired through a business combination

- The initial investment cost of a long-term equity investment obtained through a business combination involving entities under common control is the Company's share of the subsidiary's equity at the combination date. The difference between the initial investment cost and the carrying amounts of the consideration given is adjusted to share premium in capital reserve. If the balance of the share premium is insufficient, any excess is adjusted to retained earnings.
- For long-term equity investments obtained through business combinations involving enterprises not under common control, the initial investment cost represents the aggregate of the fair values of assets transferred, liabilities assumed, and equity securities issued by the Company, in exchange for control of the acquiree. For a long-term equity investment obtained through a business combination not involving enterprises under common control and achieved in stages, the initial cost comprises the carrying value of previously-held equity investment in the acquiree immediately before the acquisition date, and the additional investment cost at the acquisition date.

(b) 其他方式取得的長期股權投資

- 對於通過企業合併以外的其他方式取得的長期股權投資，在初始確認時，對於以支付現金取得的長期股權投資，本集團按照實際支付的購買價款作為初始投資成本；對於投資者投入的長期股權投資，本集團按照投資合同或協議約定的價值作為初始投資成本。

(2) 後續計量及損益確認方法

(a) 對子公司的投資

在本公司個別財務報表中，本公司採用成本法對子公司的長期股權投資進行後續計量，對被投資單位宣告分派的現金股利或利潤由本公司享有的部分確認為投資收益，不劃分是否屬於投資前和投資後被投資單位實現的淨利潤，但取得投資時實際支付的價款或對價中包含的已宣告但尚未發放的現金股利或利潤除外。

對於子公司的投資按照成本減去減值準備後在資產負債表內列示。

在本集團合併財務報表中，對子公司的長期股權投資按附註二、6進行處理。

(b) Long-term equity investments acquired other than through a business combination

- An investment in a subsidiary acquired other than through a business combination is initially recognized at actual payment cost if the Group acquires the investment by cash, or at the value stipulated in the investment contract or agreement if an investment is contributed by shareholders.

(2) Subsequent measurement and recognition of profit and loss

(a) Investments in subsidiaries

In the Company's financial statements, long-term equity investments in subsidiaries are measured subsequently by using the cost method. Cash dividends or profit distributions declared by subsidiaries and attributed to the Company shall be recognized as investment income (not identifying whether it is the net profit realized by investee before or after investment), except those that have been declared but unpaid at the time of acquisition and therefore included in the price paid or consideration.

Investments in subsidiaries are stated at cost less provision for impairment in the balance sheet.

In the Group's consolidated financial statements, long-term equity investments in subsidiaries are accounted for in accordance with the principles described in Note II. 6.



(b) 對合營企業和聯營企業的投資

合營企業指本集團與其他投資方根據合約安排對其實施共同控制(附註二、12(3))的企業。

聯營企業指本集團能夠對其施加重大影響(附註二、12(3))的企業。

後續計量時，對合營企業和聯營企業的長期股權投資採用權益法核算，除非投資符合持有待售的條件(參見附註二、26)。

本集團在採用權益法核算時的具體會計處理包括：

- 對於長期股權投資的初始投資成本大於投資時應享有被投資單位可辨認淨資產公允價值份額的，以前者作為長期股權投資的成本；對於長期股權投資的初始投資成本小於投資時應享有被投資單位可辨認淨資產公允價值份額的，以後者作為長期股權投資的成本，長期股權投資的成本與初始投資成本的差額計入當期損益。
- 取得對合營企業和聯營企業投資後，本集團按照應享有或應分擔的被投資單位實現的淨損益的份額，扣除本集團首次執行企業會計準則之前已經持有的對聯營企業及合營企業的投資按原會計準則及制度確認的股權投資借方差額按原攤銷期直線攤銷的金額後，確認投資損益並調整長期股權投資的賬面價值；按照被投資單位宣告分派的利潤或現金股利計算應分得的部分，相應減少長期股權投資的賬面價值。

(b) Investment in jointly controlled enterprises and associates

A jointly controlled enterprise is an enterprise which operates under joint control (see Note II. 12(3)) in accordance with a contractual agreement between the Group and other parities.

An associate is an enterprise over which the Group has significant influence (see Note II. 12(3)).

An investment in a jointly controlled enterprise or an associate is accounted for using the equity method when subsequent measurement is made, unless the investment meets the requirements as held-for-sale (see Note II. 26).

The Group makes the following accounting treatments when using the equity method:

- Where the initial investment cost of a long-term equity investment exceeds the Group's interest in the fair value of the investee's identifiable net assets at the date of acquisition, the investment is initially recognized at the initial investment cost. Where the initial investment cost is less than the Group's interest in the fair value of the investee's identifiable net assets, the investment is initially recognized at the investor's share of the fair value of the investee's identifiable net assets, and the difference is charged to profit or loss.
- After the acquisition of the investment, the Group recognizes its share of the investee's net profit or loss, and the difference is charged to profit or loss are not quoted in an active market recognized by the Group before the first-time adoption of CAS, as investment income or losses, and adjusts the carrying amount of investment accordingly. The debit balance of the equity investment difference is amortized using the straight-line method over the period which is determined in accordance with previous accounting standards. Once the investee declares any cash dividends or profits distributions, the carrying amount of the investment is reduced by that attributable to the Group.

在計算應享有或應分擔的被投資單位實現的淨損益的份額時，本集團以取得投資時被投資單位可辨認淨資產公允價值為基礎，按照本集團的會計政策或會計期間進行必要調整後確認。本集團與聯營企業及合營企業之間內部交易產生的未實現損益按照持股比例計算歸屬於本集團的部分，在權益法核算時予以抵銷。內部交易產生的未實現損失，有證據表明該損失是相關資產減值損失的，則全額確認該損失。

- 本集團對合營企業或聯營企業發生的淨虧損，除本集團負有承擔額外損失義務外，以長期股權投資的賬面價值以及其他實質上構成對合營企業或聯營企業淨投資的長期權益減記至零為限。合營企業或聯營企業以後實現淨利潤的，本集團在收益分享額彌補未確認的虧損分擔額後，恢復確認收益分享額。
- 對合營企業或聯營企業除淨損益以外所有者權益的其他變動，本集團調整長期股權投資的賬面價值並計入股東權益。

The Group recognizes its share of the investee's net profits or losses after making appropriate adjustments to align the accounting policies or accounting periods with those of the Group based on the fair values of the investee's identifiable net assets at the date of acquisition. Unrealized profits and losses resulting from transactions between the Group and its associates or jointly controlled enterprises are eliminated to the extent of the Group's interest in the associates or jointly controlled enterprises. Unrealized losses resulting from transactions between the Group and its associates or jointly controlled enterprises are eliminated in the same way as unrealized gains but only to the extent that there is no evidence of impairment.

- The Group discontinues recognizing its share of net losses of the investee after the carrying amount of the long-term equity investment and any long-term interest that in substance forms part of the Group's net investment in the associate or the jointly controlled enterprises is reduced to zero, except to the extent that the Group has an obligation to assume additional losses. Where net profits are subsequently made by the associate or jointly controlled enterprises, the Group resumes recognizing its share of those profits only after its share of the profits equals the share of losses not recognized.
- For other changes of shareholders' equity other than net profits or losses of jointly controlled enterprises or associates, the Group adjusts the carrying amount of the long-term equity investment and recognizes it in shareholder's equity.

(c) 其他長期股權投資

其他長期股權投資，指本集團對被投資企業沒有控制、共同控制、重大影響，且在活躍市場中沒有報價、公允價值不能可靠計量的長期股權投資。

本集團採用成本法對其他長期股權投資進行後續計量。對被投資單位宣告分派的現金股利或利潤由本集團享有的部分確認為投資收益，不劃分是否屬於投資前和投資後被投資單位實現的淨利潤，但取得投資時實際支付的價款或對價中包含的已宣告但尚未發放的現金股利或利潤除外。

(3) 確定對被投資單位具有共同控制、重大影響的依據

共同控制指按照合同約定對被投資單位經濟活動所共有的控制，僅在與經濟活動相關的重要財務和經營決策需要分享控制權的投資方一致同意時存在。本集團在判斷對被投資單位是否存在共同控制時，通常考慮下述事項：

- 是否任何一個投資方均不能單獨控制被投資單位的生產經營活動；
- 涉及被投資單位基本經營活動的決策是否需要各投資方一致同意；
- 如果各投資方通過合同或協議的形式任命其中的一個投資方對被投資單位的日常活動進行管理，則其是否必須在各投資方已經一致同意的財務和經營政策範圍內行使管理權。

(c) Other long-term equity investments

Other long-term equity investments refer to investments where the Group does not have control, joint control or significant influence over the investees, and the investments are not quoted in an active market and their fair value cannot be reliably measured.

Other long-term equity investments are accounted for subsequently using the cost method. Cash dividends or profit distributions declared by subsidiaries and attributed to the Group shall be recognized as investment income (regardless of whether it is the net profit realized by investee before or after investment), except those that have been declared but unpaid at the time of acquisition and therefore included in the price paid or consideration.

(3) *Basis for determining the existence of joint control or significant influence over an investee*

Joint control is the contractual agreed sharing of control over an investee's economic activity, and exists only when the strategic financial and operating decisions relating to the activity require the unanimous consent of the parties sharing the control. The following evidences shall be considered when determining whether the Group can exercise joint control over an investee:

- no single investor is in a position to control the operating activities unilaterally;
- operating decisions relating to the investee's economic activity require the unanimous consent of the parties sharing the control;
- if the parties sharing the control appoint one investor as the operator or manager of the jointly controlled enterprises through the contractual arrangement, the operator must act within the financial and operating policies that have been agreed by the investors in accordance with the contractual arrangement.

重大影響指對被投資單位的財務和經營政策有參與決策的權力，但並不能夠控制或者與其他方一起共同控制這些政策的制定。本集團在判斷對被投資單位是否存在重大影響時，通常考慮以下一種或多種情形：

- 是否在被投資單位的董事會或類似權力機構中派有代表；
- 是否參與被投資單位的政策制定過程；
- 是否與被投資單位之間發生重要交易；
- 是否向被投資單位派出管理人員；
- 是否向被投資單位提供關鍵技術資料等。

(4) 減值測試方法及減值準備計提方法

對子公司、合營公司和聯營公司投資的減值測試方法及減值準備計提方法參見附註二、19。

對於其他長期股權投資，在資產負債表日，本集團對其他長期股權投資的賬面價值進行檢查，有客觀證據表明該股權投資發生減值的，採用個別方式進行評估，該股權投資的賬面價值高於按照類似金融資產當時市場收益率對未來現金流量折現確定的現值的，兩者之間的差額，確認為減值損失，計入當期損益。該減值損失不能轉回。

其他長期股權投資按照成本減去減值準備後在資產負債表內列示。

Significant influence is the power to participate in the financial and operating policy decisions of an investee but is not control or joint control over those policies. The following one or more evidences shall be considered when determining whether the Group can exercise significant influence over an investee:

- representation on the board of directors or equivalent governing body of the investee;
- participation in policy-making processes;
- material transactions between the investor and the investee;
- interchange of managerial personnel;
- provision of essential technical information.

(4) *Method of impairment testing and provision for impairment*

For the method of impairment testing and provision for impairment for subsidiaries, jointly controlled enterprises and associates, refer to Note II. 19.

For other long-term equity investments, the carrying amount is required to be tested for Impairment at the balance sheet date. If there is objective evidence that the investments may be impaired, the impairment shall be assessed on an individual basis. The impairment loss is measured as the amount by which the carrying amount of the investment exceeds the present value of estimated future cash flows discounted at the current market rate on return for a similar financial asset. Such impairment loss is not reversed.

Other long-term equity investments are stated at cost less impairment losses in the balance sheet.

## 13、固定資產

### (1) 固定資產確認條件

固定資產指本集團為生產商品、提供勞務或經營管理而持有的，使用壽命超過一個會計年度的有形資產。

外購固定資產的初始成本包括購買價款、相關稅費以及使該資產達到預定可使用狀態前所發生的可歸屬於該項資產的支出。自行建造固定資產按附註二、14確定初始成本。

對於構成固定資產的各組成部分，如果各自具有不同使用壽命或者以不同方式為本集團提供經濟利益，適用不同折舊率或折舊方法的，本集團分別將各組成部分確認為單項固定資產。

對於固定資產的後續支出，包括與更換固定資產某組成部分相關的支出，在符合固定資產確認條件時計入固定資產成本，同時將被替換部分的賬面價值扣除；與固定資產日常維護相關的支出在發生時計入當期損益。

固定資產以成本減累計折舊及減值準備後在資產負債表內列示。

### (2) 固定資產的折舊方法

本集團將固定資產的成本扣除預計淨殘值和累計減值後在其使用壽命內按年限平均法計提折舊，除非固定資產符合持有待售的條件(參見附註二、26)。

各類固定資產的使用壽命、殘值率和年折舊率分別為：

類別	折舊年限 (年)	殘值率 (%)	年折舊率 (%)
房屋及建築物	40年	5%	2.38%
機器設備	5 - 20年	5%	4.75% - 19%
運輸設備	5 - 14年	5%	6.78% - 19%
電子設備	5 - 14年	5%	6.78% - 19%

本集團至少在每年年度終了對固定資產的使用壽命、預計淨殘值和折舊方法進行覆核。

## 13. Fixed assets

### (1) Recognition criteria for fixed assets

Fixed assets represent the tangible assets held by the Group for use in the production of goods, rendering of services or for operation and administrative purposes with useful lives over one accounting year.

The initial cost of a purchased fixed asset comprises the purchase price, related taxes, and any directly attributable expenditure for bringing the asset to working condition for its intended use. The initial cost of self-constructed assets is measured in accordance with the policy set out in Note II. 14.

Where parts of an item of fixed asset have different useful lives or provide benefits to the Group in different patterns thus necessitating use of different depreciation rates or methods, each part is recognized as a separate fixed asset.

The subsequent costs including the cost of replacing part of an item of fixed assets are recognized in the carrying amount of the item if the recognition criteria are satisfied, and the carrying amount of the replaced part is derecognized. The costs of the day-to-day servicing of fixed assets are recognized in profit or loss as incurred.

Fixed assets are stated in the balance sheet at cost less accumulated depreciation and impairment losses.

### (2) Depreciation method for fixed assets

Fixed assets are depreciated using the straight-line method over their estimated useful lives on the basis of cost less estimated net residual value and accumulated impairment loss, except for those which meet the requirement as held-for-sale (refer to Note II. 26).

The depreciation period, residual value rate and annual depreciation rate of each type of fixed assets are as follows:

Type	Useful life (year)	Residual value rate (%)	Annual depreciation rate (%)
Buildings and structures	40 years	5%	2.38%
Machinery equipment	5 - 20 years	5%	4.75% - 19%
Transportation equipment	5 - 14 years	5%	6.78% - 19%
Electronic equipment	5 - 14 years	5%	6.78% - 19%

Useful lives, estimated residual values and depreciation methods are reviewed at least each year-end.

(3) 減值測試方法及減值準備計提方法參見附註二、19。

(4) 融資租入固定資產的認定依據、計價方法

融資租入固定資產的認定依據和計價方法參見附註二、25(2)所述的會計政策。

(5) 固定資產處置

固定資產滿足下述條件之一時，本集團會予以終止確認。

- 固定資產處於處置狀態；
- 該固定資產預期通過使用或處置不能產生經濟利益。

報廢或處置固定資產項目所產生的損益為處置所得款項淨額與項目賬面金額之間的差額，並於報廢或處置日在損益中確認。

(3) For the method of impairment testing and provision for impairment, refer to Note II.19.

(4) Recognition and measurement of fixed assets acquired under finance leases

For the recognition and measurement of fixed assets acquired under finance leases, refer to the accounting policy set out in Note II. 25 (2).

(5) Disposal of fixed assets

The carrying amount of a fixed asset shall be derecognized:

- on disposal; or
- when no future economic benefits are expected to be generated from its use or disposal.

Gains or losses arising from the retirement or disposal of an item of fixed asset are determined as the difference between the net disposal proceeds and the carrying amount of the item, and are recognized in profit or loss on the date of retirement or disposal.

#### 14、在建工程

自行建造的固定資產的成本包括工程用物資、直接人工、符合資本化條件的借款費用(參見附註二、15)和使該項資產達到預定可使用狀態前所發生的必要支出。

自行建造的固定資產於達到預定可使用狀態時轉入固定資產，此前列於在建工程，且不計提折舊。

在建工程以成本減減值準備(參見附註二、19)在資產負債表內列示。

#### 15、借款費用

本集團發生的可直接歸屬於符合資本化條件的資產的購建的借款費用，予以資本化並計入相關資產的成本。

除上述借款費用外，其他借款費用均於發生當期確認為財務費用。

#### 14. Construction in progress

The cost of self-constructed fixed assets includes the cost of materials, direct labour, borrowing costs that meet the criteria for capitalization (see Note II.15), and any other costs directly attributable to bringing the asset to working condition for its intended use.

A self-constructed fixed asset is included in construction in progress before it is transferred to fixed assets when it is ready for its intended use. No depreciation is provided against construction in progress.

Construction in progress is stated in the balance sheet at cost less provision for impairment (see Note II.19).

#### 15. Borrowing costs

Borrowing costs incurred directly attributable to the acquisition, construction of a qualifying asset are capitalized as part of the cost of the asset.

Except for the above, other borrowing costs are recognized as financial expenses in the income statement when incurred.

在資本化期間內，本集團按照下列方法確定每一會計期間的利息資本化金額(包括折價或溢價的攤銷)：

- 對於為購建符合資本化條件的資產而借入的專門借款，本集團以專門借款按實際利率計算的當期利息費用，減去將尚未動用的借款資金存入銀行取得的利息收入或進行暫時性投資取得的投資收益後的金額確定專門借款應予資本化的利息金額。
- 對於為購建符合資本化條件的資產而佔用的一般借款，本集團根據累計資產支出超過專門借款部分的資產支出的加權平均數乘以所佔用一般借款的資本化率，計算確定一般借款應予資本化的利息金額。資本化率是根據一般借款加權平均的實際利率計算確定。

本集團確定借款的實際利率時，是將借款在預期存續期間或適用的更短期間內的未來現金流量，折現為該借款初始確認時確定的金額所使用的利率。

在資本化期間內，外幣專門借款本金及其利息的匯兌差額，予以資本化，計入符合資本化條件的資產的成本。而除外幣專門借款之外的其他外幣借款本金及其利息所產生的匯兌差額作為財務費用，計入當期損益。

資本化期間是指本集團從借款費用開始資本化時點到停止資本化時點的期間，借款費用暫停資本化的期間不包括在內。當資本支出和借款費用已經發生及為使資產達到預定可使用狀態所必要的購建活動已經開始時，借款費用開始資本化。當購建符合資本化條件的資產達到預定可使用狀態時，借款費用停止資本化。對於符合資本化條件的資產在購建過程中發生非正常中斷、且中斷時間連續超過3個月的，本集團暫停借款費用的資本化。

During the capitalization period, the amount of interest (including amortization of any discount or premium on borrowing) to be capitalized in each accounting period is determined as follows:

- Where funds are borrowed specifically for the acquisition, construction of a qualifying asset, the amount of interest to be capitalized is the interest expense calculated using effective interest rates during the period less any interest income earned from depositing the borrowed funds or any investment income on the temporary investment of those funds before being used on the asset.
- Where funds are borrowed generally and used for the acquisition, construction of a qualifying asset, the amount of interest to be capitalized on such borrowings is determined by applying a capitalization rate to the weighted average of the excess amounts of cumulative expenditures on the asset over the above amounts of specific borrowings. The capitalization rate is the weighted average of the interest rates applicable to the general-purpose borrowings.

The effective interest rate is determined as the rate that exactly discounts estimated future cash flow through the expected life of the borrowing or, when appropriate, a shorter period to the initially recognized amount of the borrowings.

During the capitalization period, exchange differences related to the principal and interest on a specific-purpose borrowing denominated in foreign currency are capitalized as part of the cost of the qualifying asset. The exchange differences related to the principal and interest on foreign currency borrowings other than a specific-purpose borrowing are recognized as a financial expense in profit and loss in the period they are incurred.

The capitalization period is the period from the date of commencement of capitalization of borrowing costs to the date of cessation of capitalization, excluding any period over which capitalization is suspended. Capitalization of borrowing costs commences when expenditure for the asset is being incurred, borrowing costs are being incurred and activities of acquisition that are necessary to prepare the asset for its intended use are in progress, and ceases when the assets become ready for their intended use. Capitalization of borrowing costs is suspended when the acquisition, construction activities are interrupted abnormally and the interruption lasts for over three months.

## 16、無形資產

無形資產以成本減累計攤銷及減值準備(附註二、19)後在資產負債表內列示。本集團將無形資產的成本扣除預計淨殘值和累計減值準備後按直線法在預計使用壽命期內攤銷，除非該無形資產符合持有待售的條件(參見附註二、26)。

各項無形資產的攤銷年限分別為：

項目	攤銷期限
土地使用權	50年
各種軟件	3 - 10年
其他	5 - 10年

本集團內部研究開發項目的支出分為研究階段支出和開發階段支出。研究階段的支出，於發生時計入當期損益。開發階段的支出，如果開發形成的某項產品或工序等在技術和商業上可行，而且本集團有充足的資源和意向完成開發工作，並且開發階段支出能夠可靠計量，則開發階段的支出便會予以資本化。資本化開發支出按成本減減值準備(參見附註二、19)在資產負債表內列示。其它開發費用則在其產生的期間內確認為費用。

## 17、商譽

因非同一控制下企業合併形成的商譽，其初始成本是合併成本大於合併中取得的被購買方可辨認淨資產公允價值份額的差額。

本集團對商譽不攤銷，以成本減累計減值準備(參見附註二、19)計入資產負債表內。商譽在其相關資產組或資產組組合處置時予以轉出，計入當期損益。

## 16. Intangible assets

Intangible assets are stated in the balance sheet at cost less accumulated amortization and impairment losses (see Note II.19). Intangible asset's cost less estimated net residual value and accumulated impairment losses is amortized on the straight-line method over its estimated useful life, except that the intangible asset match the conditions of held for sale (refer to Note II.26).

The respective amortization periods for such intangible assets are as follows:

Items	Amortization period
Land use rights	50 years
Various software	3 - 10 years
Others	5 - 10 years

Expenditures on an internal research and development project are classified into expenditures on the research phase and expenditures on the development phase. Expenditures on research phase are recognized in profit or loss when incurred. Expenditures on development phase are capitalized if development costs can be measured reliably, the product or process is technically and commercially feasible, and the Group intends to and has sufficient resources to complete development. Capitalized development costs are stated at cost less impairment losses in the balance sheet (see Note II.19). Other development expenditures are recognized as expenses in the period in which they are incurred.

## 17. Goodwill

The initial cost of Goodwill caused by business combination not under common control is the excess of combination cost and the fair value of obtained identifiable net assets obtained from the acquiree.

Goodwill is not amortized. Goodwill is stated at cost less accumulated impairment losses in the balance sheet (see Note II.19). Goodwill is transferred when its related assets or assets group is disposed, and recognized in profit or loss for the period.



## 18、長期待攤費用

長期待攤費用在受益期限內分期平均攤銷。各項費用的攤銷期限分別為：

項目	攤銷期限
裝修	5年

## 19、除存貨、金融資產及其它長期股權投資外的其他資產減值

本集團在資產負債表日根據內部及外部信息以確定下列資產是否存在減值的跡象，包括：

- 固定資產
- 在建工程
- 融資租賃租入資產
- 無形資產
- 對子公司、合營企業或聯營企業的長期股權投資
- 商譽
- 長期待攤費用
- 其他非流動資產等

本集團對存在減值跡象的資產進行減值測試，估計資產的可收回金額。此外，無論是否存在減值跡象，本集團於每年年度終了對商譽估計其可收回金額。本集團依據相關資產組或者資產組組合能夠從企業合併的協同效應中的受益情況分攤商譽賬面價值，並在此基礎上進行商譽減值測試。

可收回金額是指資產(或資產組、資產組組合，下同)的公允價值減去處置費用後的淨額與資產預計未來現金流量的現值兩者之間較高者。

## 18. Long-term deferred expenses

Long-term deferred expenses are amortized in equal installments over the period that it enjoys benefits. Amortization periods for expenditures are:

Item	Amortization period
Decoration	5 years

## 19. Impairment of assets other than inventories, financial assets and other long-term equity investments

The carrying amounts of the following assets are reviewed at each balance sheet date based on the internal and external sources of information to determine whether there is any indication of impairment:

- Fixed assets
- Construction in progress
- Assets acquired under finance lease
- Intangible assets
- Long-term equity investments in subsidiaries, jointly controlled enterprises and associates
- Goodwill
- Long-term deferred expenses
- Other non-current assets etc.

If any indication exists that an asset may be impaired, the recoverable amount of the asset is estimated. In addition, whether impairment evidence exists, the Group assesses the recoverable amount of goodwill at the end of each year. The Group amortizes the book value of goodwill based on benefit from the synergies of the business combination on its related asset or combination of assets, and on this basis conducts impairment test for goodwill annually.

The recoverable amount of an asset, asset group or set of asset groups is the higher of its fair value less costs to sell and its present value of expected future cash flows.

資產組是可以認定的最小資產組合，其產生的現金流入基本上獨立於其他資產或者資產組。資產組由創造現金流入相關的資產組成。在認定資產組時，主要考慮該資產組能否獨立產生現金流入，同時考慮管理層對生產經營活動的管理方式以及對資產使用或者處置的決策方式等。

資產的公允價值減去處置費用後的淨額，是根據公平交易中銷售協議價格減去可直接歸屬於該資產處置費用的金額確定。資產預計未來現金流量的現值，按照資產在持續使用過程中和最終處置時所產生的預計未來現金流量，選擇恰當的稅前折現率對其進行折現後的金額加以確定。

可收回金額的估計結果表明，資產的可收回金額低於其賬面價值的，資產的賬面價值會減記至可收回金額，減記的金額確認為資產減值損失，計入當期損益，同時計提相應的資產減值準備。與資產組或者資產組組合相關的減值損失，先抵減分攤至該資產組或者資產組組合中商譽的賬面價值，再根據資產組或者資產組組合中除商譽之外的其他各項資產的賬面價值所佔比重，按比例抵減其他各項資產的賬面價值，但抵減後的各資產的賬面價值不得低於該資產的公允價值減去處置費用後的淨額（如可確定的）、該資產預計未來現金流量的現值（如可確定的）和零三者之中最高者。

資產減值損失一經確認，在以後會計期間不會轉回。

## 20、預計負債

如果與或有事項相關的義務是本集團承擔的現時義務，且該義務的履行很可能會導致經濟利益流出本集團，以及有關金額能夠可靠地計量，則本集團會確認預計負債。對於貨幣時間價值影響重大的，預計負債以預計未來現金流量折現後的金額確定。

An asset group is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or asset groups. An asset group is composed of assets directly relating to cash-generation. Identification of an asset group is based on whether major cash inflows generated by the asset group are largely independent of the cash inflows from other assets or asset groups. In identifying an asset group, the Group also considers how management monitors the Group's operations and how management makes decisions about using or disposing of the Group's assets.

An asset's fair value less costs to sell is the amount determined by the price of a sale agreement in an arm's length transaction, less the costs that are directly attributable to the disposal of the asset. The present value of expected future cash flows of an asset is determined by discounting the future cash flows, estimated to be derived from continuing use of the asset and from its ultimate disposal, to their present value using a pre-tax discount rate.

If the result of the recoverable amount estimation indicates the recoverable amount of an asset is less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. That reduction is recognized as an impairment loss and charged to profit or loss for the current period. A provision for impairment loss of the asset is recognized accordingly. For impairment losses related to an asset group or a set of asset groups, first reduce the carrying amount of any goodwill allocated to the asset group or set of asset groups, and then reduce the carrying amount of the other assets in the asset group or set of asset groups on a pro rata basis. However, the carrying amount of an impaired asset will not be reduced below the highest of its individual fair value less costs to sell (if determinable), the present value of expected future cash flows (if determinable) and zero.

Once an impairment loss is recognized, it is not reversed in a subsequent period.

## 20. Provisions

A provision is recognized for an obligation related to a contingency if the Group has a present obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Where the effect of time value of money is material, provisions are determined by discounting the expected future cash flows.

## 21、收入

收入是本集團在日常活動中形成的、會導致股東權益增加且與股東投入資本無關的經濟利益的總流入。收入在其金額及相關成本能夠可靠計量、相關的經濟利益很可能流入本集團並且同時滿足以下不同類型收入的其他確認條件時，予以確認。

### (1) 銷售商品收入

當同時滿足上述收入的一般確認條件以及下述條件時，本集團確認銷售商品收入：

- 本集團將商品所有權上的主要風險和報酬已轉移給購貨方；
- 本集團既沒有保留通常與所有權相聯繫的繼續管理權，也沒有對已售出的商品實施有效控制。

本集團按已收或應收的合同或協議價款的公允價值確定銷售商品收入金額。

### (2) 提供勞務收入

本集團按已收或應收的合同或協議價款的公允價值確定提供勞務收入金額。

在資產負債表日，勞務交易的結果能夠可靠估計的，根據完工百分比法確認提供勞務收入，提供勞務交易的完工進度根據已經發生的成本佔估計總成本的比例確定。

勞務交易的結果不能可靠估計的，如果已經發生的勞務成本預計能夠得到補償的，則按照已經發生的勞務成本金額確認提供勞務收入，並按相同金額結轉勞務成本；如果已經發生的勞務成本預計不能夠得到補償的，則將已經發生的勞務成本計入當期損益，不確認提供勞務收入。

## 21. Revenue

Revenue is the gross inflow of economic benefit arising in the course of the Group's ordinary activities when the inflows result in increase in shareholder's equity, other than increase relating to contributions from shareholders. Revenue is recognized in profit or loss when it is probable that the economic benefits will flow to the Group, the revenue and costs can be measured reliably and the following respective conditions are met.

### (1) Sale of goods

Revenue from sale of goods is recognized when all of the general conditions stated above and the following conditions are satisfied:

- The significant risks and rewards of ownership of goods have been transferred to the buyers;
- The Group retains neither continuing managerial involvements to the degree usually associated with ownership nor effective control over the goods sold.

Revenue from the sale of goods is measured at the fair value of the considerations received or receivable under the sales contract or agreement.

### (2) Rendering of services

Revenue from rendering of services is measured at the fair value of the considerations received or receivable under the contract or agreement.

At the balance sheet date, where the outcome of a transaction involving the rendering of services can be estimated reliably, revenue from the rendering of services is recognized in the income statement by reference to the stage of completion of the transaction based on the progress of work performed or the ratio of cost happened to the proportion of total estimated cost.

Where the outcome of rendering of services cannot be estimated reliably, if the costs incurred are expected to be recoverable, revenues are recognized to the extent that the costs incurred that are expected to be recoverable, and an equivalent amount is charged to profit or loss as service cost; if the costs incurred are not expected to be recoverable, the costs incurred are recognized in profit or loss and no service revenue is recognized.

(3) 利息收入

利息收入是按借出貨幣資金的時間和實際利率計算確定的。

(4) 無形資產使用費收入

無形資產使用費收入按照有關合同或協議約定的收費時間和方法計算確定。

(3) *Interest income*

Interest income is recognized on a time proportion basis with reference to the principle and the applicable effective interest rate.

(4) *Royalty income of intangible assets*

Royalty income of intangible assets is calculated based on the agreed charging time and method in the relevant contract or agreement.

## 22、職工薪酬

職工薪酬是本集團為獲得職工提供的服務而給予的各種形式報酬以及其他相關支出。除因辭退福利外，本集團在職工提供服務的會計期間，將應付的職工薪酬確認為負債，並相應增加資產成本或當期費用。

(a) 社會保險福利及住房公積金

按照中國有關法規，本集團職工參加了由政府機構設立管理的社會保障體系，按國家規定的基準和比例，為職工繳納基本養老保險、基本醫療保險、失業保險、工傷保險和生育保險等社會保險費用及住房公積金。上述繳納的社會保險費用及住房公積金按照權責發生制原則計入資產成本或當期損益。本集團在按照國家規定的標準定期繳付上述款項後，不再有其他的支付義務。

(b) 辭退福利

本集團在職工勞動合同到期之前解除與職工的勞動關係，或者為鼓勵職工自願接受裁減而提出給予補償的建議，在同時滿足下列條件時，確認因解除與職工的勞動關係給予補償而產生的預計負債，同時計入當期損益：

- 本集團已經制定正式的解除勞動關係計劃或提出自願裁減建議，並即將實施；
- 本集團不能單方面撤回解除勞動關係計劃或裁減建議。

## 22. Employee benefits

Employee benefits are all forms of considerations given and other relevant expenditures incurred in exchange for services rendered by employees. Except for termination benefits, employee benefits are recognized as a liability in the period in which the associated services are rendered by employees, with a corresponding increase in cost of relevant assets or expenses in the current period.

(a) *Social insurance benefit and housing fund*

Pursuant to relevant regulations of PRC, the Group has joined a social insurance system established and managed by the government organization. At the applicable rates based on the amounts stipulated by national government, the Group has joined housing fund and made contributions to the basic pension insurance, basic medical insurance, unemployment insurance, injury insurance and maternity insurance. The contributions to social insurance and housing fund mentioned above are recognized as cost of assets or charged to profit or loss on an accrual basis. The Group will have no further payment obligations after periodic contributions mentioned above pursuant to national regulations.

(b) *Termination benefits*

When the Group terminates the employment relationship with employees before the employment contracts have expired, or provides compensation as an offer to encourage employees to accept voluntary redundancy, a provision for the termination benefits provided, is recognized in profit or loss when both of the following conditions have been satisfied:

- The Group has a formal plan for the termination of employment or has made an offer to employees for voluntary redundancy, which will be implemented shortly.
- The Group is not allowed to withdraw from termination plan or redundancy offer unilaterally.

### (c) 內退員工福利

內退員工福利當且只當本集團已明確承諾給主動提前退休的員工提供福利且不能單方面撤回這一承諾時確認。若有關款項超過一年支付且金額影響重大的，該項目以折現後的金額計量。

### (c) *Early retirement benefits*

The early retirement is recognized only when the Group has clear commitment to provide benefits to the staff who initially retire early and the commitment cannot be withdrawn unilaterally. If the related payment is over one year and the amount is significant, the amounts should be measured at discounted value.

## 23、政府補助

政府補助是本集團從政府無償取得的貨幣性資產或非貨幣性資產，但不包括政府以投資者身份向本集團投入的資本。政府撥入的投資補助等專項撥款中，國家相關文件規定作為資本公積處理的，也屬於資本性投入的性質，不屬於政府補助。

政府補助在能夠滿足政府補助所附條件，並能夠收到時，予以確認。

政府補助為貨幣性資產的，按照收到或應收的金額計量。政府補助為非貨幣性資產的，按照公允價值計量。

與資產相關的政府補助，本集團將其確認為遞延收益，並在相關資產使用壽命內平均分配，計入當期損益。與收益相關的政府補助，如果用於補償本集團以後期間的相關費用或損失的，本集團將其確認為遞延收益，並在確認相關費用的期間，計入當期損益；如果用於補償本集團已發生的相關費用或損失的，則直接計入當期損益。

## 24、所得稅

除因企業合併和直接計入所有者權益(包括其他綜合收益)的交易或者事項產生的所得稅外，本集團將當期所得稅和遞延所得稅計入當期損益。

當期所得稅是按本年度應稅所得額，根據稅法規定的稅率計算的預期應交所得稅，加上以往年度應付所得稅的調整。

## 23. Government grants

Government grants are transfers of monetary assets or non-monetary assets from the government to the Group at no consideration except for the capital contribution from the government as an investor in the Group. Special funds such as investment grants allocated by the government, if clearly defined in official documents as part of "capital reserve" are dealt with as capital contributions, and not regarded as government grants.

A government grant is recognized when there is reasonable assurance that the grant will be received and that the Group will comply with the conditions attaching to the grant.

If a government grant is in the form of a transfer of a monetary asset, it is measured at the amount that is received or receivable. If a government grant is in the form of a transfer of a non-monetary asset, it is measured at its fair value.

A government grant related to an asset is recognized initially as deferred income and amortized to profit or loss on a straight-line basis over the useful life of the asset. A grant that compensates the Group for expenses or losses to be incurred in the subsequent periods is recognized initially as deferred income and recognized in profit or loss in the same periods in which the expenses are recognized. A grant that compensates the Group for expenses or losses incurred is recognized in profit or loss immediately.

## 24. Income tax

Current and deferred tax is recognised in profit or loss except to the extent that they relate to business combinations or items recognised directly in equity (including other comprehensive income).

Current tax is the expected income tax payable calculated at the applicable tax rate on taxable income for the year, plus any adjustment to income tax payable in respect of previous years.

資產負債表日，如果本集團擁有以淨額結算的法定權利並且意圖以淨額結算或取得資產、清償負債同時進行時，那麼當期所得稅資產及當期所得稅負債以抵銷後的淨額列示。

遞延所得稅資產與遞延所得稅負債分別根據可抵扣暫時性差異和應納稅暫時性差異確定。暫時性差異是指資產或負債的賬面價值與其計稅基礎之間的差額，包括能夠結轉以後年度的可抵扣虧損和稅款抵減。遞延所得稅資產的確認以很可能取得用來抵扣可抵扣暫時性差異的應納稅所得額為限。

如果不屬於企業合併交易且交易發生時既不影響會計利潤也不影響應納稅所得額(或可抵扣虧損)，則該項交易中產生的暫時性差異不會產生遞延所得稅。商譽的初始確認導致的暫時性差異也不產生相關的遞延所得稅。

資產負債表日，本集團根據遞延所得稅資產和負債的預期收回或結算方式，依據已頒布的稅法規定，按照預期收回該資產或清償該負債期間的適用稅率計量該遞延所得稅資產和負債的賬面金額。

資產負債表日，本集團對遞延所得稅資產的賬面價值進行覆核。如果未來期間很可能無法獲得足夠的應納稅所得額用以抵扣遞延所得稅資產的利益，則減記遞延所得稅資產的賬面價值。在很可能獲得足夠的應納稅所得額時，減記的金額予以轉回。

資產負債表日，遞延所得稅資產及遞延所得稅負債在同時滿足以下條件時以抵銷後的淨額列示：

- 納稅主體擁有以淨額結算當期所得稅資產及當期所得稅負債的法定權利；
- 遞延所得稅資產及遞延所得稅負債是與同一稅收徵管部門對同一納稅主體徵收的所得稅相關或者是對不同的納稅主體相關，但在未來每一具有重要性的遞延所得稅資產及負債轉回的期間內，涉及的納稅主體意圖以淨額結算當期所得稅資產和負債或是同時取得資產、清償負債。

At the balance sheet date, current tax assets and liabilities are offset if the Group has a legally enforceable right to set them off and also intends either to settle on a net basis or to realize the assets and settle the liabilities simultaneously.

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities and their tax bases, which include the deductible losses and tax credits carried forward to subsequent years. Deferred tax assets are recognized to the extent that it is probable that future taxable profits will be available against which deductible temporary differences can be utilized.

Deferred tax is not recognized for the temporary differences arising from the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting profit nor taxable profit (or deductible loss). Deferred tax is not recognised for taxable temporary differences arising from the initial recognition of goodwill.

At the balance sheet date, the carrying amount of deferred tax assets and liabilities are measured based on the expected manner of recovery or settlement of the carrying amount of the assets and liabilities, using tax rates that are expected to be applied in the period when the asset is recovered or the liability is settled in accordance with tax laws.

The carrying amount of a deferred tax asset is reviewed at each balance sheet date. The carrying amount of a deferred tax asset is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the benefit of the deferred tax asset to be utilized. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

At the balance sheet date, deferred tax assets and liabilities are offset if all the following conditions are met:

- the taxable entity has the legal rights to settle the income tax assets and income tax liabilities for the current period by net amount;
- they relate to income taxes levied by the same tax authority on either the taxable entity has a legally enforceable right or set off current income tax assets against current income tax liabilities, and different taxable entities which either intend to settle the current income tax liabilities and assets on a net basis, or to realize the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

## 25、經營租賃、融資租賃

租賃分為融資租賃和經營租賃。融資租賃是指無論所有權最終是否轉移但實質上轉移了與資產所有權有關的全部風險和報酬的租賃。經營租賃是指除融資租賃以外的其他租賃。

### (1) 經營租賃租入資產

經營租賃租入資產的租金費用在租賃期內按直線法確認為相關資產成本或費用。或有租金在實際發生時計入當期損益。

### (2) 融資租賃租入資產

於租賃期開始日，本集團融資租入資產按租賃開始日租賃資產公允價值與最低租賃付款額現值兩者中較低者作為租入資產的入賬價值，將最低租賃付款額作為長期應付款的入賬價值，其差額確認為未確認融資費用。本集團將因融資租賃發生的初始直接費用計入租入資產價值。融資租賃租入資產按附註二、13(2)所述的折舊政策計提折舊，按附註二、19所述的會計政策計提減值準備。

對能夠合理確定租賃期屆滿時取得租入資產所有權的，租入資產在使用壽命內計提折舊。否則，租賃資產在租賃期與租賃資產使用壽命兩者中較短的期間內計提折舊。

本集團對未確認融資費用採用實際利率法在租賃期內各個期間進行分攤，並按照借款費用的原則處理(參見附註二、15)。

資產負債表日，本集團將與融資租賃相關的長期應付款減去未確認融資費用的差額，分別以長期負債和一年內到期的長期負債列示。

## 25. Operating and finance leases

A lease is classified as either a finance lease or an operating lease. A finance lease is a lease that transfers substantially all the risks and rewards incidental to ownership of a leased asset to the lessee, irrespective of whether the legal title to the asset is eventually transferred or not. An operating lease is a lease other than a finance lease.

### (1) Operating lease charges

Rental payments under operating leases are recognized as costs or expenses on a straight-line basis over the lease term. Contingent rentals are charged to profit or loss when actually occur.

### (2) Assets acquired under finance leases

When the Group acquires an asset under a finance lease, the asset is measured at an amount equal to the lower of its fair values and the present value of the minimum lease payments, each determined at the inception of the lease. The minimum lease payments are recorded as long-term payables. The difference between the value of the leased assets and the minimum lease payments is recognized as unrecognized finance charges. Initial direct costs that are attributable to a finance lease incurred by the Group are added to the amounts recognized for the leased asset. Depreciation and impairment losses are accounted for in accordance with the accounting policies described in Notes II.13 (2) and II.19, respectively.

If there is a reasonable certainty that the Group will obtain ownership of a leased asset at the end of the lease term, the leased asset is depreciated over its estimated useful life. Otherwise, the leased asset is depreciated over the shorter of the lease term and its estimated useful life.

Unrecognized finance charge under finance lease is amortized using an effective Interest method over the lease term. The amortization is accounted for in accordance with policies of borrowing costs (see Note II.15).

At the balance sheet date, long-term payables arising from finance leases, net of the unrecognized finance charges, are presented into long-term liabilities and long-term liabilities due within one year.

## 26、持有待售資產

本集團將已經作出處置決議、已經與受讓方簽訂了不可撤銷的轉讓協議、並且該項轉讓將在一年內完成的固定資產、無形資產、長期股權投資等非流動資產(不包括金融資產及遞延所得稅資產)，劃分為持有待售。本集團按賬面價值與預計可變現淨值孰低者計量持有待售的非流動資產，賬面價值高於預計可變現淨值之間的差額確認為資產減值損失。於資產負債表日，持有待售的非流動資產按其資產類別分別列於各資產項目中。

## 27、股利分配

資產負債表日後，經審議批准的利潤分配方案中擬分配的股利或利潤，不確認為資產負債表日的負債，在附註中單獨披露。

## 28、關聯方

一方控制、共同控制另一方或對另一方施加重大影響，以及兩方或兩方以上同受一方控制、共同控制的，構成關聯方。關聯方可為個人或企業。僅僅同受國家控制而不存在其他關聯方關係的企業，不構成本集團的關聯方。本集團及本公司的關聯方包括但不限於：

- (a) 本公司的母公司；
- (b) 本公司的子公司；
- (c) 與本公司受同一母公司控制的其他企業；
- (d) 對本集團實施共同控制或重大影響的投資方；
- (e) 與本集團同受一方控制、共同控制的企業或個人；
- (f) 本集團的合營企業，包括合營企業的子公司；
- (g) 本集團的聯營企業，包括聯營企業的子公司；
- (h) 本集團的主要投資者個人及與其關係密切的家庭成員；
- (i) 本集團的關鍵管理人員及與其關係密切的家庭成員；

## 26. Assets held for sale

The Group has resolved and signed a non-cancellable agreement on the transfer of the assets classified as held for sale with the transferee, and the transfer is expected to be completed within one year. Such non-current assets included fixed assets, intangible assets, investment property subsequently measured using the cost model, long-term equity investment (excluding financial assets and deferred tax assets). Non-current assets held for sale are stated at the lower of carrying amount and net realisable value. Any excess of the carrying amount over the net realisable value is recognised as impairment loss. At the balance sheet date, non-current assets held for sale are presented into each asset item by category.

## 27. Profit distributions to shareholders

Dividends or distributions of profits proposed in the profit appropriation plan which will be considered and approved after the balance sheet date, are not recognized as a liability at the balance sheet date but disclosed in the notes separately.

## 28. Related parties

If a party has the power to control, jointly control or exercise significant influence over another party, or where two or more parties are subject to common control, joint control or significant influence from another party, they are considered to be related parties. Related parties may be individuals or enterprises. Enterprises which is under common control only from the State and that have no other related party relationships are not regarded as related parties of the Group. Related parties of the Group and Company include, but are not limited to:

- (a) the Company's parent;
- (b) the Company's subsidiaries;
- (c) enterprises that are controlled by the Company's parent;
- (d) investors that have joint control or exercise significant influence over the Group;
- (e) enterprises or individuals under control or joint control with the Group;
- (f) jointly controlled enterprises of the Group, including subsidiaries of jointly controlled enterprises;
- (g) associates of the Group, including subsidiaries of associates;
- (h) principal individual investors and close family members of the Group;
- (i) key management personnel of the Group and close family members of such individuals;



- |   |   |
|---|---|
| (j) 本公司母公司的關鍵管理人員；                              | (j) key management personnel of the Company's parent;   |
| (k) 與本公司母公司關鍵管理人員關係密切的家庭成員；及                    | (k) close family members of key management personnel of the Company's parent; and   |
| (l) 本集團的主要投資者個人、關鍵管理人員或與其關係密切的家庭成員控制、共同控制的其他企業。 | (l) other enterprises that are controlled or jointly controlled by principal individual investors, key management personnel of the Group, and close family members of such individuals. |

除上述按照企業會計準則的有關要求被確定為本集團或本公司的關聯方外，根據證監會頒布的《上市公司信息披露管理辦法》的要求，以下企業或個人(包括但不限於)也屬於本集團或本公司的關聯方：

Besides the related parties stated above, determined in accordance with the requirements of CAS, the following enterprises and individuals are considered as (but not restricted to) relate parties of the Group or Company based on the requirements of Administrative Procedures on the Information Disclosures of Listed Companies issued by the CSRC:

- |  |  |
|--|--|
| (m) 持有本公司5%以上股份的企業或者一致行動人；                                     | (m) enterprises or persons that act in concert that hold 5% or more of the Company's shares;   |
| (n) 直接或者間接持有本公司5%以上股份的個人及與其關係密切的家庭成員，上市公司監事及與其關係密切的家庭成員；       | (n) individuals and close family members of such individuals who directly or indirectly hold 5% or more of the Company's shares, supervisors for listed companies and their close family members;  |
| (o) 在過去12個月內或者根據相關協議安排在未來12月內，存在上述(a)、(c)和(m)情形之一的企業；          | (o) enterprises that satisfy any of the aforesaid conditions in (a), (c) and (m) during the past 12 months or will satisfy them within the next 12 months pursuant to a relevant agreement;  |
| (p) 在過去12個月內或者根據相關協議安排在未來12月內，存在(i)、(j)和(n)情形之一的個人；及           | (p) individuals who satisfy any of the aforesaid conditions in (i), (j) and (n) during the past 12 months or will satisfy them within the next 12 months pursuant to a relevant agreement; and   |
| (q) 由(i)、(j)、(n)和(p)直接或者間接控制的、或者擔任董事、高級管理人員的，除本公司及其控股子公司以外的企業。 | (q) enterprises, other than the Company and subsidiaries controlled by the Company, which are controlled directly or indirectly by an individual defined in (i), (j), (n) or (p), or in which such an individual assumes the position of a director or senior executive. |

## 29、分部報告

本集團以內部組織結構、管理要求、內部報告制度為依據確定經營分部，以經營分部為基礎確定報告分部。經營分部，是指集團內同時滿足下列條件的組成部分：

- 該組成部分能夠在日常活動中產生收入、發生費用；
- 本集團管理層能夠定期評價該組成部分的經營成果，以決定向其配置資源、評價其業績；

## 29. Segment reporting

The Group determines the operating segments on the basis of internal structure, management requirements and internal reporting system, and determines reporting segments based on the operating segments. An operating segment is a component of the Group that meets the following criteria:

- that may earn revenue and incur expenses in daily business activities;
- whose operating results are regularly reviewed by the Group's management to allocate its resources and assess its performance;

- 本集團能夠取得該組成部分的財務狀況、經營成果和現金流量等有關會計信息。

如果兩個或多個經營分部存在相似經濟特徵且同時在以下方面具有相同或相似性的，可以合併為一個經營分部：

- 各單項產品或勞務的性質；
- 生產過程的性質；
- 產品或勞務的客戶類型；
- 銷售產品或提供勞務的方式；
- 生產產品及提供勞務受法律、行政法規的影響。

本集團在編製分部報告時，分部間交易收入按實際交易價格為基礎計量。編製分部報告所採用的會計政策與編製本集團財務報表所採用的會計政策一致。

### 30、主要會計估計及判斷

編製財務報表時，本集團管理層需要運用估計和假設，這些估計和假設會對會計政策的應用及資產、負債、收入及費用的金額產生影響。實際情況可能與這些估計不同。本集團管理層對估計涉及的關鍵假設和不確定因素的判斷進行持續評估，會計估計變更的影響在變更當期和未來期間予以確認。

除附註五、12和22和載有關於商譽減值和辭退福利的假設和風險因素的數據外，其它主要估計金額的不確定因素如下：

- for which discrete financial information on financial positions, financial performance and cash flow is available to the Group.

Two or more operating segments can be aggregated into one operating segment if the segments have similar economic characteristics and the segments are similar in each of the following respects:

- the nature of each product and service;
- the nature of production process;
- the type or class of customers for their products and services;
- the methods used to distribute their products or provide their services;
- the influence brought by law, administrative regulations on production of products and provision of services.

Inter-segment revenues are measured on the basis of actual transaction price for such transactions for segment reporting, and segment accounting policies are consistent with those used for the preparation of financial statements of the Group.

### 30. Significant accounting estimates and judgments

The preparation of financial statements requires management to make estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Key assumptions and judgments on uncertainties related to estimates are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised and in any future periods affected.

Aparting from the information of risk factors and fair value assumption of the impairment of goodwill, termination benefits and financial instruments contained in Notes V. 12, 22, other key sources of estimation uncertainty are as follows:

(a) 應收款項減值

如附註二、10所述，本集團在資產負債表日審閱按攤餘成本計量的應收款項，以評估是否出現減值情況，並在出現減值情況時評估減值損失的具體金額。減值的客觀證據包括顯示個別或組合應收款項預計未來現金流量出現大幅下降的可觀察數據、顯示個別或組合應收款項中債務人的財務狀況出現重大負面變動的可觀察數據等事項。如果有證據表明該應收款項價值已恢復，且客觀上與確認該損失後發生的事項有關，則將原確認的減值損失予以轉回。

(b) 存貨跌價準備

如附註二、11所述，本集團定期估計存貨的可變現淨值，並對存貨成本高於可變現淨值的差額確認存貨跌價損失。本集團在估計存貨的可變現淨值時，考慮持有存貨的目的，並以可得到的資料作為估計的基礎，其中包括存貨的市場價格及本集團過往的營運成本。存貨的實際售價、完工成本及銷售費用和稅金可能隨市場銷售狀況、生產技術工藝或存貨的實際用途等的改變而發生變化，因此存貨跌價準備的金額可能會隨上述原因而發生變化。對存貨跌價準備的調整將影響估計變更當期的損益。

(c) 除存貨、金融資產及其他長期股權投資外的其他資產減值

如附註二、19所述，本集團在資產負債表日對除存貨、金融資產及其他長期股權投資外的其他資產進行減值評估，以確定資產可收回金額是否下跌至低於其賬面價值。如果情況顯示長期資產的賬面價值可能無法全部收回，有關資產便會視為已減值，並相應確認減值損失。

(a) *Impairment of receivables*

As described in Note II.10, receivables that are measured at amortization cost are reviewed at each balance sheet date to determine whether there is objective evidence of impairment. If any such evidence exists, impairment loss is provided. Objective evidence of impairment includes observable data that comes to the attention of the Group about loss events such as a significant decline in the estimated future cash flow of an individual debtor or the portfolio of debtors, and significant changes in the financial condition that have an adverse effect on the debtor. If there is an indication that the receivables has recovered to its value and is related to the events occurred after the recognition of the loss, the impairment loss recognized in prior years is reversed.

(b) *Provision for diminution of inventory cost*

As stated in Note II. 11, the Group estimates the net realisable value of inventories periodically and recognize the excess of inventory cost over its net realizable value as diminution of inventory cost. When making estimation of the realizable value of inventories, the Group considers the purpose of holding the inventory based on available information including its market price and previous operation costs of the Group. The actual selling price, production costs and sales expenses and taxes may vary with sales status, production technologies or the actual usage of the inventories and the provision for diminution of inventory cost may change accordingly. The adjustments to the provision for diminution of inventory cost will have effects upon the profit and loss for the period of change in estimation.

(c) *Impairment of other assets excluding inventories, financial assets and other long-term equity investments*

As described in Note II.19, other assets excluding inventories, financial assets and other long-term equity investments are reviewed at each balance sheet date to determine whether the carrying amount exceeds the recoverable amount of the assets. If there are indications that the carrying amount of the long-term asset cannot be recovered, the asset is impaired and impairment loss is provided.

可收回金額是資產(或資產組)的公允價值減去處置費用後的淨額與資產(或資產組)預計未來現金流量的現值兩者之間的較高者。由於本集團不能可靠獲得資產(或資產組)的公開市價,因此不能可靠準確估計資產的公允價值。在預計未來現金流量現值時,需要對該資產(或資產組)生產產品的產量、售價、相關經營成本以及計算現值時使用的折現率等作出重大判斷。本集團在估計可收回金額時會採用所有能夠獲得的相關資料,包括根據合理和可支持的假設所作出有關產量、售價和相關經營成本的預測。

(d) 固定資產、無形資產等資產的折舊和攤銷

如附註二、13和16所述,本集團對固定資產和無形資產等資產在考慮其殘值後,在使用壽命內計提折舊和攤銷。本集團定期審閱相關資產的使用壽命,以決定將計入每個報告期的折舊和攤銷費用數額。資產使用壽命是本集團根據對同類資產的以往經驗並結合預期的技術改變而確定。如果以前的估計發生重大變化,則會在未來期間對折舊和攤銷費用進行調整。

(e) 產品質量保證

如附註五、26所述,本集團會根據近期的產品維修經驗,就出售機床系列產品時向消費者提供的售後質量維修承諾估計預計負債。由於近期的維修經驗可能無法反映將來有關已售產品的維修情況,本集團管理層需要運用較多判斷來估計這項準備。這項準備的任何增加或減少,均可能影響未來期間的損益。

The recoverable amount of an asset (asset group) is the greater of its fair value net of selling price and its present value of expected future cash flows. Since the market price of the asset (the asset group) cannot be obtained reliably, the fair value of the asset cannot be estimated reliably. In assessing the present value of expected future cash flows, significant judgments are exercised over the asset's production volume, selling price, related operating expenses and discounting rate to calculate the present value. All relevant materials which can be obtained are used for estimation of the recoverable amount, including the estimation of the production volume, selling price and related operating expenses based on reasonable and supportable assumption.

(d) Depreciation and amortization of fixed assets and intangible assets

As described in Notes II.13 and 16, fixed assets and intangible assets are depreciated and amortized using the straight-line method over their useful lives after taking into account residual value. The estimated useful lives are regularly reviewed to determine the depreciation and amortization costs charged in each reporting period. The useful lives are determined based on historical experience of similar assets and estimated technical changes. If there is an indication that there has been a change in the factors used to determine the depreciation or amortization, the amount of depreciation or amortization is revised.

(e) Product quality warranty

As described in Note V. 26, according to recent maintenance experience, the Group has made provisions for providing after-sales quality maintenance to its customers on the sales of machine tool products. Since the recent maintenance experience might not reflect the maintenance information for sold products in the future, the management needs to apply more judgments to estimate the provisions. The increase or decrease of the provisions will affect the profit or loss in the future year.

(三)、稅項

1、主要稅種及稅率

稅種 Types	計稅依據 Tax basis	稅率 Tax rate
增值稅 Value added tax	按稅法規定計算的銷售貨物和應稅勞務收入為基礎計算銷項稅額，在扣除當期允許抵扣的進項稅額後，差額部分為應交增值稅 In accordance with Tax Law, tax on sales of goods or taxable service income for the period after deducting the current allowed deduction of tax, the balance should be the taxable VAT in accordance with the policies	17%
營業稅 Business tax	按應稅營業收入計徵 In accordance with taxable operating income	3%–5%
城市維護建設稅 City construction tax	按實際繳納營業稅及應交增值稅計徵 In accordance with actual business tax paid and VAT payable	1%–7%
教育費附加 Education fee surcharges	按實際繳納營業稅及應交增值稅計徵 In accordance with actual business tax paid and VAT payable	3%
地方教育附加 Local education surcharges	按實際繳納營業稅及應交增值稅計徵 In accordance with actual business tax paid and VAT payable	2%
企業所得稅 Enterprise income tax	按應納稅所得額計徵 In accordance with income tax payable	註 Note

註：本公司、本公司的子公司西安賽爾機泵成套設備有限公司(「西安賽爾」)及本公司的子公司長沙賽爾透平機械有限公司(「長沙賽爾」)本期適用的所得稅稅率為15%(2012：15%)。本公司其他子公司適用的所得稅稅率為25%(2012：25%)。

Note: The applicable rate of income tax of the Company and the Company's subsidiaries Xi'an Ser Turbo Machinery Manufacturing Co., Ltd (Xi'an Ser) and Changsha Ser Turbine Machinery Co., Ltd. (formerly known as "Changsha Ser Turbo Equipment Co., Ltd.") (Changsha Ser) is 15% (2012: 15%) and the applicable rate of income tax of other subsidiaries is 25% (2012: 25%).

(III). TAXATION

1. Major types of tax and tax rates

## 2、 稅收優惠及批文

於2011年7月27日，財政部、海關總署和國家稅務總局聯合發佈《關於深入實施西部大開發戰略有關稅收政策問題的通知》(財稅[2011]58號)，規定自2011年1月1日起至2020年12月31日，設在西部地區的鼓勵類產業企業減按15%的稅率徵收企業所得稅。根據國家稅務總局2012年4月6日的發佈2012年第12號公告，《關於深入實施西部大開發戰略有關企業所得稅問題的公告》以及雲南省發展和改革委員會於2012年5月21日頒發的《關於沈機集團昆明機床股份有限公司相關業務屬於國家鼓勵類產業的確認書》(雲發改辦西部[2012]312號)，本公司研發、生產和銷售數控機床及高性能功能部件符合國家發展改革委第9號令《產業結構調整指導目錄(2011年版)》的相關條件，滿足財稅[2011]58號文對鼓勵類產業的要求，可以享受優惠的企業所得稅稅率。

管理層預計2013年全年屬於鼓勵類產業的業務收入能超過企業收入總額70%，因而截至2013年6月30日止6個月期間使用15%的企業所得稅稅率(2012年6月30日止6個月期間：15%)。

享受稅收優惠的各子公司資料列示如下：

公司名稱	優惠稅率	優惠原因
西安賽爾	15%	高新技術企業
長沙賽爾	15%	高新技術企業

截至2013年6月30日止6個月期間，本公司子公司適用的稅率和稅率優惠政策較上年同期沒有發生變化。

## 2. Preferential tax policies and approvals

As at 27 July 2011, Ministry of Finance, China Custom and State Administration of Taxation jointly issued the Notice Issues on Tax Policies for the Implementation of the Strategy Further Exploration and Development of the Western Region (Cai Shui [2011] No. 58), according to which, from 1 January 2011 to 31 December 2020, the enterprises of encouraged industries established in the western regions are subject to an income tax rate of 15%. In accordance with the Announcement No.12 of 2012 issued by the State Administration of Taxation on 6 April 2012, namely the Announcement Regarding the Implementation of Corporate Income Tax Policies for the Development of the Western China, and the Letter of Confirmation Recognising the Relevant Businesses of Shenji Group Kunming Machine Tool Company Limited as State Encouraged Industry (Yun Fagaiban Xibu [2012] No.312) issued by Development and Reform Commission of Yunnan Province on 21 May 2012, as our research and development, production and sales of digital machine tool and high-performance components meet the relevant criteria as stipulated in Order No.9 of NDRC (namely Guiding Catalogue for Industrial Structure Adjustments (Version 2011)) and the requirements regarding the encouraged industries as set out in Cai Shui [2011] No.58 Notice, the Company is entitled to a preferential income tax rate.

Management estimated that the Company would derive 70% or more of its total revenue from the encouraged type business in 2013 and thus applied for a preferential income tax rate of 15% for the six month period ended 30 June 2013 (for the six month ended 30 June 2012: 15%).

The subsidiaries that are entitled to preferential tax treatments are as follows:

Name of enterprises	Preferential rate	Reason
Xi'an Ser	15%	Hi-tech enterprise
Changsha Ser	15%	Hi-tech enterprise

There is no change in the applicable tax rates and preferential tax treatments for the Company's subsidiaries during the six month period ended 30 June 2013 as compared with the same period of last year.

(四)、企業合併及合併財務報表

1、重要子公司情況

(1) 通過設立或投資等方式取得的子公司

子公司全稱	子公司類型	註冊地	業務性質及 經營範圍	組織機構 代碼	註冊資本	期末實際 出資額	持股比例 (%)	表決權比例 (%)	是否 合併報表	期末少數 股東權益 (人民幣元)	本期少數股東 權益中用於 沖減少數股東 損益的金額 (人民幣元)
Full name	Type of subsidiaries	Place of registration	Business nature and scope of business	Organization code	Registered capital	Actual capital contribution at the end of the period	Proportion of shareholding (%)	Proportion of voting rights (%)	Consolidated statements	Minority interests at the end of the period (RMB)	Reversal of minority loss interest from minority interests (RMB)
昆明昆機通用設備 有限公司 (「通用設備」)(註1)	有限責任公司 Company with limited liabilities	中國 China	機床系列產品及 配件的開發、設計、 生產和銷售	665546112	人民幣 3,000,000 RMB	人民幣 3,000,000 RMB	100%	100%	是 Yes	-	-
Kunming Kunji General Machine Co., Ltd. ("General Machine") (note 1)			Development, design, production and sales of machine tool series products and accessories		3,000,000	3,000,000					
長沙賽爾	有限責任公司 Company with limited liabilities	中國 China	壓縮機系列產品及 配件的開發、設計、 生產和銷售	75801180-3	人民幣 10,000,000 RMB	人民幣 10,000,000 RMB	100%	100%	是 Yes	-	-
Changsha Ser			Development, design, production and sales of compressor products and accessories		10,000,000	10,000,000					

註1：於2010年10月19日，本公司決議解散通用設備，並根據有關法律及規章要求成立清算小組進行清算工作。於2011年11月8日召開的第七屆董事會第二次會議上，本公司決議將其機床功能事業部載入通用設備，利用通用設備繼續開展相關業務，因此已停止進行相關清算工作。

Note 1: On 19 October 2010, the Company resolved to dissolve General Machine and carried out liquidation in accordance with the requirements under relevant laws and regulations. However, as approved at the 2nd meeting of the seven session of the Board of the Company held on 8 November 2011, the Company decided to transfer its machine tool functions business unit to General Machine, using General Machine to continue to develop related business. Therefore, the liquidation has been ceased.

(IV). BUSINESS COMBINATION AND CONSOLIDATED FINANCIAL STATEMENTS

1. Background of major subsidiaries

(1) Subsidiaries acquired through establishment or investment

(2) 非同一控制下企業合併取得的子公司

(2) Subsidiaries acquired from business combination not under common control

子公司名稱	子公司類型	企業類型	註冊地	業務性質及 經營範圍	組織機構 代碼	註冊資本	期末實際 出資額	持股比例 (%)	表決權比例 (%)	是否 合併報表	本期少數股東 權益中用於 沖減少數股東 權益的金額	Reversal of minority interests loss from minority interests
											期末少數 股東權益 (人民幣元)	Minority interests at the end of the period (RMB)
Full name	Type of subsidiaries	Type of enterprises	Place of registration	Business nature and scope of business	Organization code	Registered capital	Actual capital contribution at the end of the period	Proportion of shareholding (%)	Proportion of voting rights (%)	Consolidated statements	Minority interests at the end of the period (RMB)	Minority interests loss from minority interests (RMB)
西安賽爾(註1)	非控股子公司	有限責任公司	中國	壓縮機系列產品及	22063182-4	人民幣	人民幣	45%	60%	是	45,578,080.87	-
Xi'an Ser (note 1)	Non-controlling subsidiary	Company with limited liabilities	China	配件的開發、設計、 生產和銷售 Development, design, production and sales of compressor products and accessories		50,000,000 RMB	50,000,000 RMB			Yes		

註1：本集團對西安賽爾的表決權比例是根據本集團在西安賽爾的董事會所佔的表決權比例確定。本集團能夠對西安賽爾的財務和經營決策實施控制，因此將西安賽爾納入合併範圍。

Note 1: The percentage of voting rights of the Group in Xi'an Ser is determined by the percentage of voting rights of the Group in the board of directors of Xi'an Ser. Xi'an Ser was consolidated due to the fact that the Group has gained control over its financial and operational decision making.



(五) 合併財務報表項目註釋

1、貨幣資金

(V). NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. Cash at bank and on hand

金額單位：人民幣元

Unit: RMB

項目	Item	2013年6月30日			2012年12月31日		
		外幣金額	折算率	人民幣金額	外幣金額	折算率	人民幣金額
		Original	Exchange rate	RMB/RMB	Original	Exchange rate	RMB/RMB
		currency	Exchange rate	equivalents	currency	Exchange rate	equivalents
現金：	Cash on hand:	-	-	585,534.19	-	-	314,067.72
人民幣	RMB	-	-	556,502.98	-	-	284,355.04
港幣	HKD	5,132.64	0.7966	4,088.66	5,132.76	0.8108	4,161.80
美元	USD	2,186.15	6.1787	13,507.57	2,186.15	6.2855	13,741.05
歐元	EUR	1,419.86	8.0536	11,434.98	1,419.86	8.3176	11,809.83
銀行存款：	Cash at bank:	-	-	113,452,634.58	-	-	89,363,725.11
人民幣	RMB	-	-	104,296,643.18	-	-	74,477,458.47
港幣	HKD	9,083,072.09	0.7966	7,235,131.69	8,908,052.06	0.8108	7,222,810.21
美元	USD	309,719.23	6.1787	1,913,662.21	1,208,691.32	6.2855	7,597,229.29
歐元	EUR	893.70	8.0536	7,197.50	7,962.29	8.3176	66,227.14
其它貨幣資金：	Other monetary funds:	-	-	4,676,693.84	-	-	9,209,247.90
人民幣	RMB	-	-	4,676,693.84	-	-	9,209,247.90
合計	Total	-	-	118,714,862.61	-	-	98,887,040.73

於2013年6月30日，人民幣4,676,693.84元（2012年12月31日：人民幣9,209,247.90元）的其它貨幣資金用作本集團保函保證金和銀行承兌匯票質押。

As at 30 June 2013, other monetary funds of RMB4,676,693.84 (31 December 2012: RMB9,209,247.90) were pledged for the Group's bank guarantees and bank acceptance notes.

2、應收票據

(1) 應收票據分類

2. Bills receivable

(1) Classification of bills receivable

金額單位：人民幣元

Unit: RMB

種類	Type	2013年6月30日	2012年12月31日
		30 June 2013	31 December 2012
銀行承兌匯票	Bank acceptance notes	91,495,287.49	74,194,825.88

上述應收票據均為一年內到期。

The above bills receivable are due within one year.

上述餘額中無對持有本公司5%（含5%）以上表決權股份的股東的應收票據。

None of the above bills receivable was due from shareholders holding over 5% (or 5%) shares of the Company entitling voting rights.

### 3、應收賬款

(1) 應收賬款按客戶類別分析如下：

		金額單位：人民幣元 Unit: RMB	
類別	Type of customers	2013年6月30日 30 June 2013	2012年12月31日 31 December 2012
第三方	Third party	528,325,349.35	524,468,635.11
關聯方	Related party	6,395,648.77	4,181,928.75
小計	Subtotal	534,720,998.12	528,650,563.86
減：壞賬準備	Less: provision for bad and doubtful debts	246,990,606.41	231,765,313.91
合計	Total	287,730,391.71	296,885,249.95

(2) 應收賬款按賬齡分析如下：

		金額單位：人民幣元 Unit: RMB	
賬齡	Ageing	2013年6月30日 30 June 2013	2012年12月31日 31 December 2012
1年以內(含1年)	Within one year (including one year)	161,906,355.57	174,337,635.14
1年至2年(含2年)	1-2 years (including two years)	119,514,467.75	115,276,294.74
2年至3年(含3年)	2-3 years (including three years)	93,286,957.24	95,221,246.10
3年以上	Over three years	160,013,217.56	143,815,387.88
小計	Subtotal	534,720,998.12	528,650,563.86
減：壞賬準備	Less: provision for bad and doubtful debts	246,990,606.41	231,765,313.91
合計	Total	287,730,391.71	296,885,249.95

賬齡自應收賬款確認日起開始計算。

The ageing of accounts receivable is calculated starting from the date of recognition.

### 3. Accounts receivable

(1) Analysis of accounts receivable by the type of customers:

(2) Ageing analysis of accounts receivable:

## (3) 應收賬款按種類披露

## (3) Analysis of accounts receivable by category

金額單位：人民幣元

Unit: RMB

種類	Type	註 Note	2013年6月30日 30 June 2013				2012年12月31日 31 December 2012			
			賬面餘額		壞賬準備		賬面餘額		壞賬準備	
			金額	比例(%)	金額	比例(%)	金額	比例(%)	金額	比例(%)
單項金額重大並單項 計提壞賬準備的 應收賬款	Individually significant and assessed individually for impairment	(4)	41,753,757.01	7.81	12,425,627.10	29.76	41,753,757.01	7.90	12,425,627.10	29.76
按組合計提壞賬 準備的應收賬款*	Collectively assessed for impairment*									
組合1	Group 1	(5)	486,571,592.34	91.00	234,564,979.31	48.21	482,714,878.10	91.31	219,339,686.81	45.44
組合2	Group 2	(10)	6,395,648.77	1.19	-	-	4,181,928.75	0.79	-	-
組合小計	Sub-total		492,967,241.11	92.19	234,564,979.31	47.58	486,896,806.85	92.10	219,339,686.81	45.05
合計	Total		534,720,998.12	100.00	246,990,606.41		528,650,563.86	100.00	231,765,313.91	

註\*：此類包括單項測試未發生減值的應收賬款

Note\*：This category included accounts receivable having been individually assessed but not impaired

除了以記賬本位幣計價部分外，應收賬款包括以下其他貨幣金額：

Except for those denominated by functional currency, accounts receivable included the following amounts denominated by other currencies:

幣種	Currency	2013年6月30日 30 June 2013		2012年12月31日 31 December 2012	
		外幣金額 The amount of foreign currency	折算率 Exchange rate	外幣金額 The amount of foreign currency	折算率 Exchange rate
美元	USD	577,002.10	6.1787	248,069.10	6.2855

本集團並無就上述已計提壞賬準備的應收賬款持有任何抵押品。

The Group did not receive any collateral for the above accounts receivable with provision for bad and doubtful debts.

## (4) 期末單項金額重大並單項計提壞賬準備的應收賬款：

## (4) Individually significant accounts receivable with individual bad debt provision as at the end of the year:

應收賬款內容	Type	賬面餘額 Carrying amount	壞賬準備 Provision for bad and doubtful debts	計提比例 Proportion	理由 Reasons for making provision
應收貨款	Accounts receivable	41,753,757.01	12,425,627.10	29.76	運用個別方式評估，發生減值 Impairment occurred under individual assessment method

(5) 組合中，按賬齡分析法計提壞賬準備的應收賬款：

(5) Provisions for accounts receivable in groups using ageing analysis method:

金額單位：人民幣元  
Unit: RMB

賬齡	Ageing	2013年6月30日 30 June 2013			2012年12月31日 31 December 2012		
		賬面餘額 Carrying amount 金額	比例(%) Proportion (%)	壞賬準備 Provision for bad and doubtful debts	賬面餘額 Carrying amount 金額	比例(%) Proportion (%)	壞賬準備 Provision for bad and doubtful debts
1年以內	Within one year	155,510,706.80	31.96	7,378,340.75	170,155,706.39	35.25	8,422,640.03
1至2年	1-2 years	96,286,710.74	19.79	28,886,013.23	92,048,537.73	19.07	27,475,061.33
2至3年	2-3 years	74,760,957.24	15.36	46,264,574.35	76,695,246.10	15.89	47,425,147.66
3年以上	Over 3 years	160,013,217.56	32.89	152,036,050.98	143,815,387.88	29.79	136,016,837.79
合計	Total	<u>486,571,592.34</u>	<u>100.00</u>	<u>234,564,979.31</u>	<u>482,714,878.10</u>	<u>100.00</u>	<u>219,339,686.81</u>

(6) 本期間本集團無發生重大的應收賬款壞賬準備轉回或收回。

(6) During the reporting period, no significant bad debt provision for the accounts receivable was reversed or collected.

(7) 本期間本集團無發生重大的應收賬款的核銷。

(7) During the reporting period, there was no significant writing-off for the accounts receivable.

(8) 應收賬款金額前五名單位情況

(8) Amounts of top five accounts receivable

金額單位：人民幣元  
Unit: RMB

單位名稱	與本公司關係	金額	賬齡	佔應收賬款總額的比例(%) Percentage of total accounts receivable (%)
Debtor	Relationship with the Company	Amount	Ageing	
第一名	第三方	23,227,757.01	一年以上	4.34
1st	Third party		Over 1 year	
第二名	第三方	18,526,000.00	一年以上	3.46
2nd	Third party		Over 1 year	
第三名	第三方	16,380,000.00	一年以內	3.06
3rd	Third party		Within 1 year	
第四名	第三方	13,976,000.00	一年以上	2.61
4th	Third party		Over 1 year	
第五名	第三方	12,205,175.14	一年以內	2.28
5th	Third party		Within 1 year	
合計	Total	<u>84,314,932.15</u>		<u>15.75</u>

由於第三方客戶的名稱涉及本集團的商業機密，本集團未披露其具體名稱。

As names of the third party customers are confidential commercial information of the Group, we did not disclose specific names of such customers.

(9) 上述餘額中無持有本公司5% (含5%) 以上表決權股份的股東的應收款項。

(9) None of the above accounts receivable was due from shareholders holding over 5% (or 5%) shares of the Company entitling voting rights.

(10) 應收關聯方款項

(10) Accounts receivable due from related parties

金額單位：人民幣元

Unit: RMB

佔應收賬款

總額的比例(%)

Percentage of

total accounts

receivable (%)

單位名稱	附註	與本公司關係	金額	佔應收賬款總額的比例(%)
Debtor	Note	Relationship with the Company	Amount	Percentage of total accounts receivable (%)
昆明道斯機床有限公司(「昆明道斯」) Kunming TOS Machine Tool Company Limited ("Kunming TOS")	(六)、6 (VI). 6	合營企業 Jointly controlled enterprise	6,395,648.77	1.19

於2013年6月30日，本集團對應收關聯方款項進行個別評估，認為無需計提壞賬準備。

As at 30 June 2013, the Group conducted individual assessment on accounts receivables due from related parties and considered that there was no need to make provisions for bad and doubtful debts.

(11) 信用政策

(11) Credit policy

本集團的應收賬款主要為質保金。根據與客戶簽訂的銷售合同，質保金一般於產品安裝後一年到期。除了質保金外，各項賬款均應於協商的信用期結束時支付。本集團根據客戶以往的付款記錄和交易表現決定授予的信用期，一般為一至三個月。

The account receivables of the Group were mainly in the form of deposit for warranty, which generally would due after one year of installation of the products according to the sales contracts entered into with customers. Except for deposit for warranty, all payments are payable by the end of the negotiated credit term. The Group would grant credit term of one to three months in general to customers according to their payment records and transaction performance.

#### 4、其他應收款

#### 4. Other receivables

(1) 其他應收款按客戶類別分析如下：

(1) Analysis of other receivables by the type of customers:

金額單位：人民幣元

Unit: RMB

類別	Type of customers	2013年6月30日 30 June 2013	2012年12月31日 31 December 2012
第三方	Third party	26,647,052.22	18,107,078.55
關聯方	Related party	1,873,650.90	370,448.02
小計	Sub-total	28,520,703.12	18,477,526.57
減：壞賬準備	Less: provision for bad and doubtful debts	5,671,966.62	4,798,674.36
合計	Total	22,848,736.50	13,678,852.21

(2) 其他應收款按賬齡分析如下：

(2) Ageing analysis of other receivables:

金額單位：人民幣元  
Unit: RMB

賬齡	Ageing	2013年6月30日 30 June 2013	2012年12月31日 31 December 2012
1年以內(含1年)	Within one year (including one year)	20,825,880.96	13,367,793.27
1年至2年(含2年)	1-2 years (including two years)	3,512,923.71	2,107,195.48
2年至3年(含3年)	2-3 years (including three years)	1,259,207.65	1,160,952.70
3年以上	Over three years	2,922,690.80	1,841,585.12
小計	Sub-total	28,520,703.12	18,477,526.57
減：壞賬準備	Less: provision for bad and doubtful debts	5,671,966.62	4,798,674.36
合計	Total	22,848,736.50	13,678,852.21

賬齡自其他應收款確認日起開始計算。

The ageing of other receivables is calculated starting from the date of recognition.

(3) 其他應收款按種類分析如下：

(3) Analysis of other receivables by category:

金額單位：人民幣元  
Unit: RMB

種類	Type	註 Note	2013年6月30日 30 June 2013				2012年12月31日 31 December 2012			
			賬面餘額		壞賬準備		賬面餘額		壞賬準備	
			金額	比例(%)	金額	比例(%)	金額	比例(%)	金額	比例(%)
			Amount	Proportion (%)	Amount	Proportion (%)	Amount	Proportion (%)	Amount	Proportion (%)
單項金額重大並單項計提壞賬準備的其他應收款	Individually significant and assessed individually for impairment	(4)	-	-	-	-	-	-	-	-
按組合計提壞賬準備的其他應收款*	Collectively assessed for impairment*									
組合1	Group 1	(5)	26,647,052.22	93.43	5,671,966.62	21.29	18,107,078.55	98.00	4,798,674.36	26.50
組合2	Group 2	(10)	1,873,650.90	6.57	-	-	370,448.02	2.00	-	-
組合小計	Sub-total		28,520,703.12	100.00	5,671,966.62	19.89	18,477,526.57	100.00	4,798,674.36	25.97
合計	Total		28,520,703.12	100.00	5,671,966.62		18,477,526.57	100.00	4,798,674.36	

註\*：此類包括單項測試未發生減值的其他應收款。

Note\*: This category included other receivables having been individually assessed but not impaired.

本集團並無就上述已計提壞賬準備的其他應收款持有任何抵押品。

The Group did not received any collateral for the above other receivables with provision for bad and doubtful debts.

(4) 期末無單項金額重大並單項計提壞賬準備的其他應收款。

(4) No other receivables was individually significant and assessed individually for bad and doubtful debts at the end of the period.

(5) 組合中，按賬齡分析法計提壞賬準備的其他應收款：

(5) Other receivables in groups with provision for bad and doubtful debts using ageing analysis method:

金額單位：人民幣元  
Unit: RMB

		2013年6月30日 30 June 2013			2012年12月31日 31 December 2012		
		賬面餘額 Carrying amount		壞賬準備 Provision for bad and doubtful debts	賬面餘額 Carrying amount		壞賬準備 Provision for bad and doubtful debts
賬齡 Ageing	金額 Amount	比例(%) Proportion (%)	金額 Amount		比例(%) Proportion (%)		
1年以內 Within one year	18,952,230.06	71.12	637,046.61	12,997,345.25	71.78	687,852.53	
1至2年 1-2 years	3,512,923.71	13.18	1,353,021.56	2,107,195.48	11.64	1,132,434.01	
2至3年 2-3 years	1,259,207.65	4.73	1,059,207.65	1,160,952.70	6.41	1,136,802.70	
3年以上 Over 3 years	2,922,690.80	10.97	2,622,690.80	1,841,585.12	10.17	1,841,585.12	
合計 Total	26,647,052.22	100.00	5,671,966.62	18,107,078.55	100.00	4,798,674.36	

(6) 本期間本集團無發生重大的其他應收款壞賬準備轉回或收回。

(6) During the reporting period, no significant bad debt provision for other receivables was reversed or collected.

(7) 本期間本集團無發生重大的其他應收款的核銷。

(7) During the reporting period, there was no significant writing-off for other receivables.

## (8) 其他應收款金額前五名單位情況

## (8) Amounts of top five other receivables

金額單位：人民幣元

Unit: RMB

佔其他應收款  
總額的比例(%)Percentage of  
total other  
receivables (%)

單位名稱 Debtor	與本公司關係 Relationship with the Company	金額 Amount	賬齡 Ageing	佔其他應收款 總額的比例(%) Percentage of total other receivables (%)
昆明道斯 Kunming TOS	合營企業 Jointly controlled enterprise	1,873,650.90	1年以內 Within one year	6.57
昆明耀成科技有限公司 Kunming Yaocheng Hi-tech Co., Ltd.	第三方 Third party	1,507,922.00	1年以內 Within one year	5.29
長沙經濟技術開發區 投資擔保有限公司 Changsha Economic and Technological Development Zone Investment Guarantee Co., Ltd	第三方 Third party	1,300,000.00	1年以內 Within one year	4.56
大連金重(旅順)重工有限公司 Dalian Jinzhong (Port Arthur) Heavy Industry Co., Ltd.	第三方 Third party	910,000.00	1年以內 Within one year	3.19
中國機床工具工業協會 China machine tool & tool builders' association	第三方 Third party	900,000.00	1年以內 Within one year	3.16
合計	Total	<u>6,491,572.90</u>		<u>22.77</u>

(9) 上述餘額中無持有本公司5%(含5%)  
以上表決權股份的股東的其他應收  
款項。(9) None of the above other receivables was due from  
shareholders holding over 5% (or 5%) shares of the  
Company entitling voting rights.

(10) 其他應收關聯方款項情況

(10) Other receivables due from related parties

金額單位：人民幣元

Unit: RMB

佔其他應收款  
總額的比例(%)Percentage of  
total other  
receivables (%)

單位名稱 Debtor	附註 Note	與本公司關係 Relationship with the Company	金額 Amount	佔其他應收款 總額的比例(%) Percentage of total other receivables (%)
昆明道斯 Kunming TOS	(六)、6 (VI). 6	合營企業 Jointly controlled enterprise	1,873,650.90	6.57



## 5、預付款項

### (1) 預付款項分類列示如下

金額單位：人民幣元  
Unit: RMB

項目	Item	2013年6月30日 30 June 2013	2012年12月31日 31 December 2012
預付材料款	Prepayment for materials	32,365,791.10	33,630,628.97
其他	Others	5,420,292.10	4,540,029.95
合計	Total	<u>37,786,083.20</u>	<u>38,170,658.92</u>

### (2) 預付款項按賬齡列示

金額單位：人民幣元  
Unit: RMB

賬齡	Ageing	2013年6月30日 30 June 2013		2012年12月31日 31 December 2012	
		金額 Amount	比例(%) Proportion (%)	金額 Amount	比例(%) Proportion (%)
1年以內(含1年)	Within one year (including one year)	34,545,259.14	91.42	35,678,651.27	93.47
1至2年(含2年)	1-2 years (including 2 years)	1,180,207.81	3.12	328,263.90	0.86
2至3年(含3年)	2-3 years (including 3 years)	274,066.92	0.73	937,417.42	2.46
3年以上	Over 3 years	1,786,549.33	4.73	1,226,326.33	3.21
合計	Total	<u>37,786,083.20</u>	<u>100.00</u>	<u>38,170,658.92</u>	<u>100.00</u>

賬齡自預付款項確認日起開始計算。

The ageing of prepayments is calculated starting from the date of recognition.

除了以記賬本位幣計價部分外，預付賬款包括以下其他貨幣金額：

Except for those denominated by functional currency, accounts receivable included the following amounts denominated by other currencies:

幣種	Currency	2013年6月30日 30 June 2013		2012年12月31日 31 December 2012		人民幣金額 The amount of RMB
		外幣金額 The amount of foreign currency	折算率 Exchange rate	外幣金額 The amount of foreign currency	折算率 Exchange rate	
美元	USD	129,929.14	6.1787	153,002.14	6.2855	961,694.95
歐元	EUR	41,404.79	8.0536	77,921.23	8.3176	648,117.63
日元	JPY	3,550,000.00	0.0626	3,950,000.00	0.0730	288,350.00

## (3) 預付款項金額前五名單位情況

## (3) Amounts of top five prepayments

金額單位：人民幣元  
Unit: RMB

單位名稱 Name	與本公司關係 Relationship with the Company	金額 Amount	佔預付款項 總額的比例 (%) Percentage of total prepayments (%)	預付時間 Prepayment time	未結算原因 Reasons for non- settlement
杭州中能氣輪動力有限公司 Hangzhou Chinen Steam Turbine Power Co., Ltd.	第三方 Third party	9,366,587.50	24.79	1年以內 Within 1 year	材料預付款尚未到貨 Prepayment for materials undue
北京大力浩然工業控制有限公司 Beijing Big Power Industrial Control Co., Ltd.	第三方 Third party	1,952,390.00	5.17	1年以上 Over 1 year	材料預付款尚未到貨 Prepayment for materials undue
青島捷能汽輪機集團股份 有限公司 Qingdao Jieneng Steam Turbine Group Co., Ltd.	第三方 Third party	1,870,000.00	4.95	1年以內 Within 1 year	材料預付款尚未到貨 Prepayment for materials undue
昆明煙機設備有限公司 Kunming Tobacco Equipment Co., Ltd.	第三方 Third party	1,310,000.00	3.47	1年以內 Within 1 year	材料預付款尚未到貨 Prepayment for materials undue
石家莊市長宏閥門有限公司 Shijiazhuang Changhong Valve Co., Ltd.	第三方 Third party	1,164,600.00	3.08	1年以內 Within 1 year	材料預付款尚未到貨 Prepayment for materials undue
合計 Total		15,663,577.50	41.39		

(4) 上述餘額中無預付持有本公司5% (含5%) 以上表決權股份的股東的款項。

(4) None of the above prepayments was made to shareholders holding over 5% (or 5%) shares of the Company entitling voting rights.

## 6、存貨

### (1) 存貨分類

金額單位：人民幣元  
Unit: RMB

項目	Inventories by category	2013年6月30日 30 June 2013			2012年12月31日 31 December 2012		
		賬面餘額 Book value	跌價準備 Provision for diminution in value of inventories	賬面價值 Carrying amount	賬面餘額 Book value	跌價準備 Provision for diminution in value of inventories	賬面價值 Carrying amount
原材料	Raw materials	99,997,991.16	3,065,619.64	96,932,371.52	98,920,608.00	3,065,619.64	95,854,988.36
週轉材料	Consumables	4,409,396.38	82,781.00	4,326,615.38	4,481,378.28	82,781.00	4,398,597.28
在產品	Work in progress	682,719,549.84	13,237,418.87	669,482,130.97	543,240,944.02	13,237,418.87	530,003,525.15
庫存商品	Finished goods	299,700,737.38	7,287,560.78	292,413,176.60	377,437,360.82	7,287,560.78	370,149,800.04
委託加工物資	Commissioned processing materials	9,229,920.74	-	9,229,920.74	11,520,859.57	-	11,520,859.57
合計	Total	<u>1,096,057,595.50</u>	<u>23,673,380.29</u>	<u>1,072,384,215.21</u>	<u>1,035,601,150.69</u>	<u>23,673,380.29</u>	<u>1,011,927,770.40</u>

本集團期末沒有用於擔保的存貨  
(2012年：無)。

As at the end of the period, no inventory was pledged  
(2012: nil) by the Group.

### (2) 存貨本期變動情況分析如下

### (2) Analysis of the movements of inventories for the reporting period

金額單位：人民幣元  
Unit: RMB

項目	Inventories by category	期初餘額	本期增加額	本期減少額	期末餘額
		Opening balance	Increase during the period	Decrease during the period	Closing balance
原材料	Raw materials	98,920,608.00	233,345,551.07	232,268,167.91	99,997,991.16
週轉材料	Consumables	4,481,378.28	3,979,174.90	4,051,156.80	4,409,396.38
在產品	Work in progress	543,240,944.02	330,482,380.61	191,003,774.79	682,719,549.84
庫存商品	Finished goods	377,437,360.82	191,003,774.76	268,740,398.20	299,700,737.38
委託加工物資	Commissioned processing of materials	11,520,859.57	10,869,263.76	13,160,202.59	9,229,920.74
小計	Sub-total	1,035,601,150.69	769,680,145.10	709,223,700.29	1,096,057,595.50
減：存貨跌價準備	Less: Provision for diminution in value of inventories	23,673,380.29	-	-	23,673,380.29
合計	Total	<u>1,011,927,770.40</u>	<u>769,680,145.10</u>	<u>709,223,700.29</u>	<u>1,072,384,215.21</u>

## (3) 存貨跌價準備

## (3) Provision for diminution in value of inventories

金額單位：人民幣元

Unit: RMB

存貨種類	Inventories by category	期初餘額 Opening balance	本期計提 Provision made for the period	本期減少額 Decrease during the period	期末餘額 Closing balance
原材料	Raw materials	3,065,619.64	-	-	3,065,619.64
週轉材料	Consumables	82,781.00	-	-	82,781.00
在產品	Work in progress	13,237,418.87	-	-	13,237,418.87
庫存商品	Finished goods	7,287,560.78	-	-	7,287,560.78
合計	Total	23,673,380.29	-	-	23,673,380.29

## 7、其他流動資產

## 7. Other Current assets

金額單位：人民幣元

Unit: RMB

項目	Item	2013年6月30日 30 June 2013	2012年12月31日 31 December 2012
預繳所得稅	Prepaid income taxes	1,495,385.23	1,495,385.23

## 8、長期股權投資

## 8. Long-term equity investments

(1) 長期股權投資分類如下：

(1) Long-term equity investments by category:

金額單位：人民幣元

Unit: RMB

項目	Item	2013年6月30日 30 June 2013	2012年12月31日 31 December 2012
對合營企業的投資	Investments in jointly controlled enterprises	42,530,661.47	43,631,371.02
對聯營企業的投資	Investments in associates	13,582,794.55	14,348,530.66
其他長期股權投資	Other long-term equity investments	3,145,000.00	3,145,000.00
小計	Sub-total	59,258,456.02	61,124,901.68
減：減值準備	Less: provision for impairment	2,000,000.00	2,000,000.00
合計	Total	57,258,456.02	59,124,901.68

(2) 長期股權投資本期變動情況分析如下：

(2) Movements of long-term equity investments during the period:

金額單位：人民幣元  
Unit: RMB

被投資單位	Invested company	Investment cost	Opening balance	Increase/Decrease	Closing balance	在被投資單位	在被投資	在被投資單位	減值準備	本期計提減值準備	本期現金紅利
						持股比例	單位表決權	與表決權比例不一致的說明			
						Shareholding in the invested company (%) (A)	of voting rights in the invested company (%) (B)	Explanation for discrepancy between (A) and (B)	Impairment provision	made during the period	Cash dividend for the period
權益法—合營公司	Under equity method: jointly controlled enterprise										
昆明道斯	Kunming TOS	24,739,533.99	43,631,371.02	-1,100,709.55	42,530,661.47	50.00	50.00	-	-	-	678,688.42
權益法—聯營公司	Under equity method: associate										
西安瑞特快速製造工程研究有限公司 (「西安瑞特」)	Xi'an Ruite Laser Prototyping Manufacturing & Engineering Research Co., Ltd. ("Xi'an Ruite")	14,000,000.00	14,348,530.66	-765,736.11	13,582,794.55	23.34	23.34	-	-	-	-
成本法—其他長期股權投資	Under cost method: other long-term equity investment										
雲南澄江銅材廠(註)	Yunnan Cheng Jiang Copper Products Plant (note)	2,000,000.00	2,000,000.00	-	2,000,000.00	40.00	40.00	-	2,000,000.00	-	-
杭州賽爾	Hangzhou Ser	1,145,000.00	1,145,000.00	-	1,145,000.00	11.45	11.45	-	-	-	-
小計	Sub-total	3,145,000.00	3,145,000.00	-	3,145,000.00				2,000,000.00	-	-
合計	Total	41,884,533.99	61,124,901.68	-1,866,445.66	59,258,456.02				2,000,000.00	-	678,688.42

註：雲南澄江銅材廠已喪失持續經營能力，本集團已於1999年對該項投資全額計提了長期股權投資減值準備。根據本公司於2009年召開的第六屆董事會第七次會議的決議，本公司開始對該項投資進行清理。截至財務報表報出日，雲南澄江銅材廠清理工作尚未完成。

Note: Full provision for impairment loss on long-term investment of Yunnan Cheng Jiang Copper Products Plant was made in 1999 because the plant has lost the ability of sustainable operation. In 2009, as approved at the 7th meeting of the six session of the Board of the Company, the Company began to dispose of such investment. As at the date of the financial statement, the process of disposal is still in progress.

(3) 重要合營企業和聯營企業信息：

(3) Information of major jointly controlled enterprises and associates:

金額單位：人民幣元  
Unit: RMB

被投資單位名稱	Invested company	期末 資產總額 Total assets at the end of the period	期末 負債總額 Total liabilities at the end of the period	期末淨 資產總額 Total net assets at the end of the period	本期營業 收入總額 Total operating income for the period	本期 淨虧損 Total
一、合營企業	1. Jointly controlled enterprise					
昆明道斯	Kunming TOS	138,416,306.23	53,377,029.34	85,039,276.89	30,503,244.44	-844,042.27
二、聯營企業	2. Associate					
西安瑞特	Xi'an Ruite	129,931,756.48	71,736,407.48	58,195,349.00	14,861,307.91	-3,281,726.17

**9、固定資產****9. Fixed assets**

(1) 固定資產情況

(1) Details of fixed assets

金額單位：人民幣元  
Unit: RMB

項目	Item	房屋及建築物 Building and structures	機器設備 Machinery and equipment	運輸設備 Transportation equipment	電子設備 Electronic equipment	合計 Total
原值	Cost					
期初餘額	Opening balance	339,939,706.20	532,035,259.75	31,993,968.09	14,244,949.74	918,213,883.78
本期增加	Addition during the period	-	1,939,941.28	1,181,436.48	475,844.47	3,597,222.23
在建工程轉入	Transfer from construction in progress	-	1,665,262.39	-	-	1,665,262.39
本期減少	Disposal during the period	-	-2,554,060.58	-317,158.00	-3,998.00	-2,875,216.58
期末餘額	Closing balance	339,939,706.20	533,086,402.84	32,858,246.57	14,716,796.21	920,601,151.82
累計折舊	Accumulated depreciation					
期初餘額	Opening balance	88,757,974.27	259,567,103.15	17,376,758.19	10,010,280.80	375,712,116.41
本期計提	Charge for the period	5,048,025.47	15,522,210.72	1,384,455.90	710,224.12	22,664,916.21
本期減少	Written off during the period	-	-2,388,222.26	-304,471.68	-3,838.08	-2,696,532.02
期末餘額	Closing balance	93,805,999.74	272,701,091.61	18,456,742.41	10,716,666.84	395,680,500.60
減值準備	Impairment provision					
期初餘額	Opening balance	-	2,861,408.11	-	41,365.93	2,902,774.04
期末餘額	Closing balance	-	2,861,408.11	-	41,365.93	2,902,774.04
賬面價值	Carrying amounts					
期末	At the end of the period	246,133,706.46	257,523,903.12	14,401,504.16	3,958,763.44	522,017,877.18
期初	At the beginning of the period	251,181,731.93	269,606,748.49	14,617,209.90	4,193,303.01	539,598,993.33

本集團本期計提折舊人民幣22,664,916.21元。

During the period, the depreciation of the Group's fixed assets amounted to RMB22,664,916.21.

本集團本期由在建工程轉入固定資產的金額為人民幣1,665,262.39元。

The Group transferred construction-in-progress to fixed assets at cost during the period amounting to RMB1,665,262.39.

於2013年6月30日，本集團固定資產中淨值為人民幣11,840,486.20元(2012年12月31日：人民幣12,310,969.12元)的房屋及建築物用作銀行短期借款的抵押品。

As at 30 June 2013, fixed assets (buildings and structures) of the Group with net book value of RMB11,840,486.20 (31 December 2012: RMB12,310,969.12) were pledged to banks for short-term loans.

(2) 暫時閒置的固定資產情況

(2) Temporarily idle fixed assets

金額單位：人民幣元  
Unit: RMB

項目	Item	賬面原值 Cost	累計折舊 Accumulated depreciation	減值準備 Impairment provision	賬面淨值 Carrying amount	備註 Remark
機器設備	Machinery and equipment	2,577,701.07	2,179,236.93	-	398,464.14	暫時封存 Temporarily sealed and stored

(3) 通過融資租賃租入的固定資產情況

(3) Fixed assets acquired under finance leases

金額單位：人民幣元  
Unit: RMB

項目	Item	賬面原值 Cost	累計折舊 Accumulated depreciation	賬面淨值 Carrying amount
於2013年6月30日	As at 30 June 2013			
房屋及建築物	Buildings and structures	2,592,597.82	2,488,893.91	103,703.91
於2012年12月31日	As at 31 December 2012			
房屋及建築物	Buildings and structures	2,592,597.82	2,488,893.91	103,703.91

於2013年6月30日和2012年12月31日，本集團通過融資租賃租入的固定資產已全部計提完折舊。

At 30 June 2013 and 31 December 2012, fixed assets acquired under finance leases were fully depreciated.

(4) 未辦妥產權證書的固定資產情況

(4) Fixed assets with pending certificates of ownership

截至本財務報表之批准日，本集團正在為部分房屋及建築物申領產權證書，辦結產權證書的時間取決於相關政府部門的審批程序。於2013年6月30日，該等物業在本集團的賬面價值為人民幣47,949,566.26元(2012年12月31日：人民幣48,683,361.32元)。

As at the date of approval of this statement, the Group is applying for property certificates for some buildings and structures. The time of obtaining property certificates is depending upon the consideration and approval procedures of the relevant government authorities. At 30 June 2013, the carrying amount of the above mentioned fixed assets was RMB47,949,566.26 (31 December 2012: RMB48,683,361.32).

本公司董事認為本集團沒有取得有關產權證書不會影響該部分房屋及建築物的使用及運作。

Directors of the Company are of the opinion that pending the grant of property certificates will not affect the usage and operation of the buildings and structures.

## 10、在建工程

### (1) 在建工程情况

項目	Item	2013年6月30日 30 June 2013			2012年12月31日 31 December 2012		
		賬面餘額 Book value	減值準備 Impairment provision	賬面淨值 Carrying amount	賬面餘額 Book value	減值準備 Impairment provision	賬面淨值 Carrying amount
重裝鑄造基地	Heavy casting base	187,055,874.69	-	187,055,874.69	173,621,841.69	-	173,621,841.69
德國希斯VMG6機床	VMG6 machine tool made by Schiess, Germany	36,889,554.23	-	36,889,554.23	-	-	-
其他項目	Other items	26,109,452.80	2,056,931.37	24,052,521.43	10,794,792.43	2,056,931.37	8,737,861.06
合計	Total	<u>250,054,881.72</u>	<u>2,056,931.37</u>	<u>247,997,950.35</u>	<u>184,416,634.12</u>	<u>2,056,931.37</u>	<u>182,359,702.75</u>

金額單位：人民幣元  
Unit: RMB

### (2) 重大在建工程項目本期變動情況

### (2) Movements of major construction projects in progress during the period

項目名稱	Item	預算數 Budget	期初餘額 Opening balance	本期轉入 本期增加 Additions during the period	固定資產 Transfer to fixed assets during the period	其他減少 Other decreases	期末餘額 Closing balance	工程投入 佔預算 比例(%) Investment percentage to total budget (%)	工程進度 Project progress	利息資本化 累計金額 Accumulated amount of interest capitalization	其中： 本期利息 資本化金額 Of which, amount of interest capitalized during the period		本年利息 資本化率 Interest Capitalization rate of the year	資金來源 Source of the fund
											3,866,465.96	6.38%		
重裝鑄造基地	Heavy casting base	729,560,000.00	173,621,841.69	13,434,033.00	-	-	187,055,874.69	25.64	40%	10,481,821.27	3,866,465.96	6.38%	自籌資金以及中央預算內投資 Self-financing and budgetary investment of central government	
德國希斯VMG6機床 (附註六、5(1)註3)	VMG6 machine tool made by Schiess, Germany (note VI 5 (1), note 3)	36,889,554.23	-	36,889,554.23	-	-	36,889,554.23	100.00	0%	-	-	-	自籌資金 Self-financing	
其他項目	Other items		8,737,861.06	16,979,922.76	1,665,262.39	-	24,052,521.43			-	-	-		
合計	Total		<u>182,359,702.75</u>	<u>67,303,509.99</u>	<u>1,665,262.39</u>	<u>-</u>	<u>247,997,950.35</u>			<u>10,481,821.27</u>	<u>3,866,465.96</u>	<u>6.38%</u>		

金額單位：人民幣元  
Unit: RMB



## (3) 重大在建工程的工程進度情況

## (3) Progress of major construction project during the year

金額單位：人民幣元  
Unit: RMB

項目	Project	工程進度 Work in progress	備註 Remark
重裝鑄造基地	Heavy casting base	40%	基地主體結構在建 Major structure for the base under construction

## 11、無形資產

## 11. Intangible assets

金額單位：人民幣元  
Unit: RMB

項目	Item	土地使用權 Land use rights	各種軟件 Various software	其他 Others	合計 Total
原值	Cost				
期初餘額及期末餘額	Opening balance and closing balance	61,890,483.46	19,654,327.42	3,746,281.92	85,291,092.80
累計攤銷	Accumulated amortization				
期初餘額	Opening balance	4,557,002.49	11,062,087.63	671,738.67	16,290,828.79
本期計提	Charge for the period	659,267.25	665,468.31	59,613.30	1,384,348.86
期末餘額	Closing balance	5,216,269.74	11,727,555.94	731,351.97	17,675,177.65
賬面價值	Carrying amounts				
期末	At the end of the period	56,674,213.72	7,926,771.48	3,014,929.95	67,615,915.15
期初	At the beginning of the period	57,333,480.97	8,592,239.79	3,074,543.25	69,000,264.01

本集團無形資產本期攤銷額為人民幣1,384,348.86元。

Amortization for intangible assets of the Group for the period was RMB1,384,348.86.

於2013年6月30日，本集團將賬面價值為人民幣6,555,818.38元(2012年12月31日：人民幣6,635,282.83元)的土地使用權用作銀行短期借款的抵押品。

As at 30 June 2013, land use rights with the carrying amounts of RMB6,555,818.38 was pledged to banks for short-term loans (31 December 2012: RMB6,635,282.83).

## 12、商譽

## 12. Goodwill

金額單位：人民幣元

Unit: RMB

被投資單位名稱	Invested company	期初餘額	本期增加	本期減少	期末餘額	期末減值準備
		Opening balance	Increase during the period	Decrease during the period	Closing balance	Impairment provision at the end of the period
西安賽爾	Xi'an Ser	7,296,277.00	-	-	7,296,277.00	-

本集團於2001年收購西安賽爾時，合併成本超過按比例獲得的西安賽爾可辨認資產、負債公允價值的差額，確認為與西安賽爾相關的商譽。

When the Group acquired Xi'an Ser in 2001, the cost of merger was higher than the fair value of the identifiable assets and liabilities of Xi'an Ser corresponding to the interests acquired, and the difference was recognized as goodwill related to Xi'an Ser.

西安賽爾的可收回金額以預計未來現金流量現值的方法確定。本集團根據管理層批准的最近未來5年財務預算和10%稅前折現率預計該資產組的未來現金流量現值。超過5年財務預算之後年份的現金流量均保持穩定。對可收回金額的預計結果並沒有導致確認減值損失。但預計該資產組未來現金流量現值所依據的關鍵假設可能會發生改變，管理層認為如果關鍵假設發生負面變動，則可能會導致本公司的賬面價值超過其可收回金額。

The recoverable amount of Xi'an Ser is determined based on the present value of the estimated future cash flows. The Group prepared cash flow forecasts for this asset based on the recent 5 years financial budgets approved by the management and a 10% discount rate before tax. The cash flows after the 5 years forecast would remain stable. The forecast result imposed no impairment loss to the recoverable amounts. However, the key assumptions on which the discount estimated cash flows were based may vary. The management considered that if negative change occurred to the key assumptions, the book value of the Company may exceed its recoverable amount.

對西安賽爾預計未來現金流量現值的計算採用了節能型離心壓縮機業務分部的毛利率及營業收入增長率作為關鍵假設。管理層根據預算期間之前的歷史情況確定這些假設。

The key assumptions for the calculation of the present value of estimated future cash flows for Xi'an Ser were the gross profit margin and the growth rate of operating income of the turbo machine segment. The management determined these key assumptions based on the historical information prior to the estimated period.

### 13、長期待攤費用

### 13. Long-term deferred expenses

金額單位：人民幣元

Unit: RMB

項目	Item	期初餘額 Opening balance	本期增加額 Increase during the period	本期攤銷額 Amortization during the period	期末餘額 Closing balance
裝修	Decoration	1,926,385.55	256,437.80	438,396.28	1,744,427.07

### 14、遞延所得稅資產

### 14. Deferred tax assets

(1) 互抵後的遞延所得稅資產及負債的組成項目

(1) Reconciliation of composition of deferred tax assets and liabilities

金額單位：人民幣元

Unit: RMB

項目	Item	2013年6月30日 30 June 2013		2012年12月31日 31 December 2012	
		可抵扣 暫時性差異 Deductible temporary difference	遞延 所得稅資產 Deferred tax assets	可抵扣 暫時性差異 Deductible temporary difference	遞延 所得稅資產 Deferred tax assets
<b>遞延所得稅資產：</b>	<b>Deferred tax assets:</b>				
壞賬準備	Provision for bad and doubtful debts	252,662,573.03	37,899,385.96	236,563,988.27	35,484,598.24
存貨跌價準備	Provision for diminution in value of inventories	23,673,380.29	3,551,007.04	23,673,380.29	3,551,007.05
固定資產減值準備	Provision for impairment of fixed assets	2,902,774.04	435,416.10	2,902,774.04	435,416.10
在建工程減值準備	Provision for impairment of construction in progress	2,056,931.37	308,539.71	2,056,931.37	308,539.71
長期股權投資減值準備	Provision for impairment of long-term equity investments	2,000,000.00	300,000.00	2,000,000.00	300,000.00
預計負債	Provisions	5,640,920.94	846,138.14	9,921,145.94	1,488,171.89
固定資產折舊	Depreciation of fixed assets	5,365,577.75	804,836.66	5,365,577.75	804,836.66
預提費用	Accrued expenses	13,475,442.95	2,021,316.44	15,653,693.25	2,348,053.99
未實現內部利潤	Unrealized internal profits	4,291,464.15	643,719.62	5,402,946.04	810,441.91
內部退養人員 辭退福利折現款	Discounted value of retirement benefits for internal staff under early retirement	6,407,305.84	961,095.88	9,148,819.78	1,372,322.97
政府補助	Government grants	81,239,838.58	12,185,975.83	65,131,518.00	9,769,727.70
逾期兩年 未支付應付款	Payables overdue for two years	1,276,914.33	191,537.15	1,276,914.33	191,537.15
彌補虧損	Deductible tax losses	70,534,165.44	10,580,124.82	40,030,812.98	6,004,621.94
合計	Total	471,527,288.71	70,729,093.35	419,128,502.04	62,869,275.31

## (2) 未確認遞延所得稅資產明細

## (2) Breakdown of unrecognized deferred tax assets

金額單位：人民幣元  
Unit: RMB

項目	Item	2013年6月30日 30 June 2013	2012年12月31日 31 December 2012
子公司可抵扣虧損	Deductible tax losses of subsidiaries	11,802,710.75	9,918,640.83

## (3) 未確認遞延所得稅資產的可抵扣虧損的到期情況

## (3) Expiration of deductible tax losses for unrecognized deferred tax assets

金額單位：人民幣元  
Unit: RMB

年份	Year	2013年6月30日 30 June 2013	2012年12月31日 31 December 2012
2015年	2015	8,013,861.90	8,013,861.90
2016年	2016	836,746.12	836,746.12
2017年	2017	1,068,032.81	1,068,032.81
2018年	2018	1,884,069.92	—
合計	Total	11,802,710.75	9,918,640.83

## 15、其他非流動資產

## 15. Other non-current assets

金額單位：人民幣元  
Unit: RMB

種類	Item	2013年6月30日 30 June 2013	2012年12月31日 31 December 2012
預付工程款	Project prepayments	6,359,675.00	6,359,675.00
預付土地使用權款(註)	Prepayments for land use rights (Note)	33,410,785.60	33,410,785.60
預付合同技術許可費 (附註六、5註3)	Prepayments for contracted technology licensing fee (Note (VI). 5 note 3)	39,656,925.20	28,821,962.40
預付設備採購款 (附註六、5註3)	Prepayment for purchase of equipment (Note (VI). 5 note 3)	—	18,844,219.15
預付外觀設計費	Prepayment for design fee	7,051,238.00	3,900,000.00
合計	Total	86,478,623.80	91,336,642.15

註：於2013年6月30日及2012年12月31日，預付土地使用權款為本集團預付給雲南省嵩明縣人民政府以獲取楊林工業開發區一塊土地使用權的款項。於2013年6月30日，該土地的使用權證仍在辦理中。

Note: As at 30 June 2013 and 31 December 2012, the prepayments for land use right was paid to the People's Government of Songming City of Yunnan Province for a piece of land in Yanglin Industrial Development Zone. At 30 June 2013, the land use right certificate for the land is still being applied.

## 16、資產減值準備明細

## 16. Breakdown of provision for impairment of assets

金額單位：人民幣元

Unit: RMB

項目	Item	附註 Note	期初餘額 Opening balance	本期增加 Increase during the period		本期減少 Decrease during the period		期末餘額 Closing balance
				計提 Charge for the period	其他 Other	轉回 Reversal	轉銷 Write-off	
應收賬款	Accounts receivable	(五)·(V). 3	231,765,313.91	15,225,292.50	-	-	-	246,990,606.41
其他應收款	Other receivables	(五)·(V). 4	4,798,674.36	873,292.26	-	-	-	5,671,966.62
存貨	Inventories	(五)·(V). 6	23,673,380.29	-	-	-	-	23,673,380.29
長期股權投資	Long-term equity investments	(五)·(V). 8	2,000,000.00	-	-	-	-	2,000,000.00
固定資產	Fixed assets	(五)·(V). 9	2,902,774.04	-	-	-	-	2,902,774.04
在建工程	Construction in progress	(五)·(V). 10	2,056,931.37	-	-	-	-	2,056,931.37
合計	Total		267,197,073.97	16,098,584.76	-	-	-	283,295,658.73

有關各類資產本期確認減值損失的原因，參見有關各資產項目的附註。

Please refer to notes to the relevant assets for reasons of impairment loss recognized for different assets during the period.

## 17、所有權受到限制的資產

## 17. Restricted assets

於2013年6月30日，所有權受到限制的資產情況如下：

As at 30 June 2013, the assets with restrictions placed on their ownership as follows:

金額單位：人民幣元

Unit: RMB

項目	Item	附註 Note	期初餘額 Opening balance	本期增加 Increase during the period	本期減少 Decrease during the period	期末餘額 Closing balance
用於擔保的資產	Assets pledged as collateral					
— 貨幣資金	— Cash at bank and on hand	(五)·(V). 1	9,209,247.90	17,060,947.44	21,593,501.50	4,676,693.84
— 固定資產	— Fixed assets	(五)·(V). 9	12,310,969.12	-	470,482.92	11,840,486.20
— 無形資產	— Intangible assets	(五)·(V). 11	6,635,282.83	-	79,464.45	6,555,818.38
合計	Total		28,155,499.85	17,060,947.44	22,143,448.87	23,072,998.42

於本財務報表期間，所有權受到限制的保證金存款為存入銀行作為該等銀行為本集團出具保函和銀行承兌匯票的保證金。

During the financial reporting period, restricted ownership security deposits are deposited with the bank as security for the letters of guarantee and bank acceptance notes issued by the bank for the Group.

所有權受到限制的固定資產以及無形資產用作若干銀行短期借款的抵押品，該限制將於相關銀行短期借款償還後解除。

Restricted ownership fixed assets and intangible assets were pledged for short-term loans. After repayment of the short-term loans, the term of restriction will be released.

## 18、短期借款

(1) 短期借款分類：

		金額單位：人民幣元 Unit: RMB	
項目	Item	2013年6月30日 30 June 2013	2012年12月31日 31 December 2012
抵押借款	Secured loans	15,000,000.00	15,000,000.00
信用借款	Guarantee loans	185,000,000.00	90,000,000.00
合計	Total	200,000,000.00	105,000,000.00

(2) 於2013年6月30日，本集團不存在已到期未償還的短期借款。

## 18. Short-term loans

(1) Types of short-term loans:

(2) As at 30 June 2013, the Group had no short-term loans due but outstanding.

## 19、應付票據

上述金額均為一年內到期的應付票據。

## 20、應付賬款

(1) 應付賬款分類列示如下：

		金額單位：人民幣元 Unit: RMB	
種類	Item	2013年6月30日 30 June 2013	2012年12月31日 31 December 2012
銀行承兌匯票	Bank acceptance bills	12,873,820.96	28,693,005.00

  

項目	Item	2013年6月30日 30 June 2013	2012年12月31日 31 December 2012
應付關聯公司	Accounts payable to related company	24,542,324.93	34,449,887.87
應付供應商	Accounts payable to suppliers	501,349,717.11	472,312,690.32
合計	Total	525,892,042.04	506,762,578.19

(2) 上述餘額中無對持有本公司5%（含5%）以上表決權股份的股東的應付賬款。

## 19. Bills payable

The above amount of bills payable will be due within one year.

## 20. Accounts payable

(1) Types of accounts payable are as follows:

(2) There were no accounts payable to shareholders holding over 5% (or 5%) shares of the Company entitling voting rights.

(3) 應付賬款按賬齡列示如下：

(3) Ageing analysis of accounts payable:

金額單位：人民幣元

Unit: RMB

		2013年6月30日 30 June 2013		2012年12月31日 31 December 2012	
賬齡	Aging	賬面餘額金額 Book value Amount	比例(%) Proportion (%)	賬面餘額金額 Book value Amount	比例(%) Proportion (%)
1年以內(含1年)	Within one year (including one year)	387,821,779.13	73.75	452,775,354.00	89.35
1至2年(含2年)	1-2 years (including 2 years)	118,172,322.28	22.47	38,002,306.15	7.50
2至3年(含3年)	2-3 years (including 3 years)	15,685,184.28	2.98	12,272,909.56	2.42
3年以上	Over 3 years	4,212,756.35	0.80	3,712,008.48	0.73
合計	Total	525,892,042.04	100.00	506,762,578.19	100.00

賬齡自應付賬款確認日起開始計算。

The ageing of accounts payable is calculated starting from the date of recognition.

除了以記賬本位幣計價部分外，應付賬款包括以下其他貨幣金額：

Except for those denominated by functional currency, accounts receivable included the following amounts denominated by other currencies:

		2013年6月30日 30 June 2013			2012年12月31日 31 December 2012		
幣種	Currency	外幣金額 The amount of foreign currency	折算率 Exchange rate	人民幣金額 The amount of RMB	外幣金額 The amount of foreign currency	折算率 Exchange rate	人民幣金額 The amount of RMB
美元	USD	71,773.41	6.1787	443,466.37	156,849.27	6.2855	985,876.09
歐元	EUR	332,563.01	8.0536	2,678,329.46	966,786.00	8.3176	8,041,339.23
日元	JPY	3,500,000.00	0.0626	219,124.50	3,500,000.00	0.0730	255,500.00

本集團賬齡超過一年的大額應付賬款主要為尚未支付的配套設備採購款和材料採購款。

The significant accounts payable aged over one year of the Group mainly represented the outstanding purchase amounts of ancillary equipment and raw materials.

## 21、預收款項

預收款項均為本公司向客戶預收的貨款。

(1) 預收款項按賬齡列示如下：

		2013年6月30日 30 June 2013		2012年12月31日 31 December 2012	
賬齡	Aging	賬面餘額金額 Book value Amount	比例(%) Proportion (%)	賬面餘額金額 Book value Amount	比例(%) Proportion (%)
1年以內(含1年)	Within one year (including one year)	246,733,099.76	63.87	199,856,646.59	58.90
1至2年(含2年)	1-2 years (including 2 years)	89,504,108.58	23.17	111,355,965.17	32.82
2至3年(含3年)	2-3 years (including 3 years)	30,574,581.89	7.92	16,609,370.58	4.89
3年以上	Over 3 years	19,471,525.98	5.04	11,519,079.93	3.39
合計	Total	<u>386,283,316.21</u>	<u>100.00</u>	<u>339,341,062.27</u>	<u>100.00</u>

本集團賬齡超過一年的大額預收款項主要為尚未結算的預收貨款。

除了以記賬本位幣計價部分外，預收賬款包括以下其他貨幣金額：

幣種	Currency	2013年6月30日 30 June 2013		2012年12月31日 31 December 2012		人民幣金額 The amount of RMB
		外幣金額 The amount of foreign currency	折算率 Exchange rate	外幣金額 The amount of foreign currency	折算率 Exchange rate	
美元	USD	992,115.30	6.1787	1,858,298.30	6.2855	11,680,333.97

(2) 上述餘額中無對持有本公司5% (含5%) 以上表決權股份的股東的預收款項。

## 21. Advances from customers

All advances from customers are payment for goods received in advance from the customers of the Company.

(1) Advances from customers by ageing of accounts are as follows:

金額單位：人民幣元  
Unit: RMB

2013年6月30日  
30 June 2013

2012年12月31日  
31 December 2012

賬齡	Aging	賬面餘額金額 Book value Amount	比例(%) Proportion (%)	賬面餘額金額 Book value Amount	比例(%) Proportion (%)
1年以內(含1年)	Within one year (including one year)	246,733,099.76	63.87	199,856,646.59	58.90
1至2年(含2年)	1-2 years (including 2 years)	89,504,108.58	23.17	111,355,965.17	32.82
2至3年(含3年)	2-3 years (including 3 years)	30,574,581.89	7.92	16,609,370.58	4.89
3年以上	Over 3 years	19,471,525.98	5.04	11,519,079.93	3.39
合計	Total	<u>386,283,316.21</u>	<u>100.00</u>	<u>339,341,062.27</u>	<u>100.00</u>

The significant advances from customers aged over one year of the Group mainly represented the receipt in advance that are not yet settled.

Except for those denominated by functional currency, accounts receivable included the following amounts by other currencies:

(2) There were no advances from shareholders holding over 5% (or 5%) shares of the Company entitling voting rights.



## 22、應付職工薪酬

## 22. Employee benefits payable

金額單位：人民幣元  
Unit: RMB

項目	Item	期初餘額 Opening balance	本期增加 Accrued during the period	本期減少 Paid during the period	期末餘額 Closing balance
一、工資、獎金、津貼 和補貼(註1)	1. Salary, bonus, subsidy and grants (note 1)	8,204,110.11	102,419,090.59	93,744,449.89	16,878,750.81
二、職工福利費	2. Staff welfare	-	2,157,814.01	1,619,376.77	538,437.24
三、社會保險費	3. Social insurance	-	15,138,484.18	15,138,484.18	-
其中：1、醫療保險費	Including: (i) Medical insurance	-	4,914,340.95	4,914,340.95	-
2、基本養老保險費	(ii) Basic retirement insurance	-	7,616,318.85	7,616,318.85	-
3、失業保險費	(iii) Unemployment insurance	-	1,575,412.16	1,575,412.16	-
4、工傷保險費	(iv) Work injury insurance	-	401,213.91	401,213.91	-
5、生育保險費	(v) Maternity insurance	-	631,198.32	631,198.32	-
四、住房公積金	4. Housing fund	1,846,656.72	7,877,249.25	6,483,485.45	3,240,420.52
五、辭退福利 (含內退費用)(註2)	5. Termination benefits (including early retirement fee) (note 2)	9,148,819.78	236,136.69	2,977,650.63	6,407,305.84
六、工會經費和職工教育經費	6. Union expenses and employees education expenses	6,300,815.07	2,115,511.89	3,806,310.76	4,610,016.20
合計	Total	25,500,401.68	129,944,286.61	123,769,757.68	31,674,930.61

註1：除預提的年終獎金外，應付工資、獎金、津貼和補貼，已於2013年7月全額發放和繳納。於2013年6月30日，本集團無屬於拖欠性的應付職工薪酬。

Note 1: Except for accrued year-end bonuses, the Group paid the accrued salary, bonus, subsidy and grants in July 2013. As at 30 June 2013, the Group did not have any accrued salary in arrears.

註2：於2013年6月30日，上述「辭退福利」中沒有包含因解除勞動關係給予的補償

Note 2: As at 30 June 2013, the above termination benefits did not include the compensation for termination of labour service contract.

本集團有部分員工未到法定退休年齡而提前退休，按照本集團實施的職工內部退休計劃的規定，本集團將相關員工停止提供服務日至法定退休日期間、擬支付的內退人員工資和繳納的社會保險費等職工薪酬，以折現後的金額確認為預計負債，計入當期管理費用（「內退費用」）。本集團選用的折現率為與本集團內退費用支付期限相同的國債利率。

Some employees of the Group retired from employment prior to their statutory retirement age. According to the requirements of the early retirement plan of the Group, from the date of ceasing service provision up to their respective statutory retirement dates, such employee salary as proposed salary and social insurance for early retirement employees were recognised at their discounted present value as provisions and were included in current administrative expenses ("early retirement expenses"). The discount rate selected by the Group represented the interest rate of national bonds having the same credit term with early retirement plan of the Group.

### 23、應交稅費

### 23. Taxes payable

金額單位：人民幣元  
Unit: RMB

項目	Item	2013年6月30日 30 June 2013	2012年12月31日 31 December 2012
增值稅	Value added tax	7,175,864.61	8,657,696.02
營業稅	Business tax	-85,782.80	29,904.30
企業所得稅	Corporate income tax	194,784.65	337,754.29
其他	Others	2,504,247.59	3,297,485.55
合計	Total	9,789,114.05	12,322,840.16

### 24、應付股利

### 24. Dividends payable

金額單位：人民幣元  
Unit: RMB

項目	Item	2013年6月30日 30 June 2013	2012年12月31日 31 December 2012	超過1年 未支付原因 Reasons for unpaid over one year
已宣告但尚未發放的現金股利	Cash dividends declared but outstanding	135,898.49	135,898.49	已宣告但尚未發放 Has been declared but outstanding

### 25、其他應付款

### 25. Other payables

(1) 其他應付款情況如下：

(1) Other payables are as follows:

金額單位：人民幣元  
Unit: RMB

項目	Item	2013年6月30日 30 June 2013	2012年12月31日 31 December 2012
應付工程款	Payable for projects	51,211,611.87	37,848,515.07
工程保證金	Secured deposits for projects	2,330,800.00	3,020,058.50
租金	Leasing expenses	3,544,193.65	5,563,318.96
審計費	Auditor's fee	500,000.00	2,160,000.00
佣金及業務推廣費	Commissions and business promotion fees	8,863,815.00	8,863,815.00
其他	Others	34,623,525.90	15,963,501.61
合計	Total	101,073,946.42	73,419,209.14

(2) 上述餘額中無對持有本公司5% (含5%) 以上表決權股份的股東的其他應付款。

(2) There were no other payables due to shareholders holding over 5% (or 5%) shares of the Company entitling voting rights.

(3) 其他應付款按賬齡列示如下：

(3) Other payables by ageing of accounts are as follows:

金額單位：人民幣元  
Unit: RMB

		2013年6月30日 30 June 2013		2012年12月31日 31 December 2012	
賬齡	Aging	賬面餘額金額 Book value Amount	比例(%) Proportion (%)	賬面餘額金額 Book value Amount	比例(%) Proportion (%)
1年以內(含1年)	Within one year (including one year)	81,658,300.19	80.79	53,811,347.81	73.29
1至2年(含2年)	1-2 years (including 2 years)	14,099,243.68	13.95	14,958,695.50	20.37
2至3年(含3年)	2-3 years (including 3 years)	1,131,136.72	1.12	1,163,850.00	1.59
3年以上	Over 3 years	4,185,265.83	4.14	3,485,315.83	4.75
合計	Total	101,073,946.42	100.00	73,419,209.14	100.00

於2013年6月30日，本集團賬齡超過一年的大額其他應付款主要為工程保證金及未付的銷售佣金。

As at 30 June 2013, the significant other payables aged over one year of the Group mainly represented secured deposits for projects and outstanding sales commissions.

(4) 於2013年6月30日，本集團較大的其他應付款主要為應付建築商的工程款及機械採購款。

(4) As at 30 June 2013, the significant other payables of the Group mainly represented construction projects payment to the contractors and payment for equipment purchasing.

## 26、預計負債

## 26. Provisions

金額單位：人民幣元  
Unit: RMB

項目	Item	2013年6月30日 30 June 2013	2012年12月31日 31 December 2012
產品質量保證	Product quality warranty	5,640,920.94	9,921,145.94

本集團一般會向購買機床產品的消費者提供售後質量維修承諾，對機床產品售出後一年內出現非意外事件造成的故障和質量問題，本集團免費負責保修。上述產品質量保證是按本集團預計為本期間及以前期間售出的產品需要承擔的產品質量保證費用計提的。

Generally, the Group provides after-sale quality service guarantee to its customers who buy machine tool products from the Group. If the products have malfunction caused by non-accident or quality problems within one year after sale, the Group will provide free maintenance. The above product quality warranty was made based on the Group's forecasted product quality warranty expenditures needed to be undertaken for products sold during the period and prior periods.

## 27、一年內到期的非流動負債

一年內到期的非流動負債分項目情況如下：

## 27. Non-current liabilities due within one year

Information of non-current liabilities due within one year is as follows:

		金額單位：人民幣元 Unit: RMB		
項目	Item	附註 Note	2013年6月30日 30 June 2013	2012年12月31日 31 December 2012
應付融資租賃款	Obligation under finance lease	(五)、28 (V) 28	213,209.00	213,209.00
售後租回	Sales and lease back	(五)、30 (V) 30	205,300.00	205,300.00
合計	Total		418,509.00	418,509.00

## 28、長期應付款

## 28. Long-term payables

		金額單位：人民幣元 Unit: RMB	
項目	Item	2013年6月30日 30 June 2013	2012年12月31日 31 December 2012
應付融資租賃款	Obligation under finance lease	1,812,277.40	1,918,881.90
減：一年內到期的應付 融資租賃款	Less: obligation under finance lease due within one year	213,209.00	213,209.00
合計	Total	1,599,068.40	1,705,672.90

應付融資租賃款反映的是本集團於2001年售後租回部分車間及廠房形成的最低租賃付款額的現值。該租賃構成融資租賃，租賃期為20年。

Obligation under finance lease reflected the present value of minimum lease payments caused by the Group's lease of some workshops and factory buildings after sale in 2001. The lease constituted finance lease and the term of lease was 20 years.

於2013年6月30日，本集團未確認融資費用餘額為人民幣1,096,159.18元(2012年12月31日：人民幣1,160,639.12元)。

As at 30 June 2013, the balance of unrecognised finance expenses of the Group was RMB1,096,159.18 (31 December 2012: RMB1,160,639.12).

上述餘額中無對持有本公司5% (含5%)以上表決權股份的股東的長期應付款。

There were no long-term payables due to shareholders holding over 5% (or 5%) shares of the Company entitling voting rights.

本集團於2013年6月30日以後需支付的最低融資租賃付款額如下：

The minimum finance lease payment of the Group payable after 30 June 2013 is as follows:

		金額單位：人民幣元 Unit: RMB	
		2013年6月30日 30 June 2013	2012年12月31日 31 December 2012
<b>最低租賃付款</b>	<b>Minimum lease payments</b>		
1年以內(含1年)	Within one year (including one year)	342,168.88	342,168.88
1年以上2年以內(含2年)	1-2 years (including 2 years)	342,168.88	342,168.88
2年以上3年以內(含3年)	2-3 years (including 3 years)	342,168.88	342,168.88
3年以上	Over 3 years	1,881,929.94	2,053,014.38
小計	Sub-total	2,908,436.58	3,079,521.02
減：未確認融資費用	Less: unrecognised finance charges	1,096,159.18	1,160,639.12
合計	Total	<u>1,812,277.40</u>	<u>1,918,881.90</u>

上述一年內到期的應付融資租賃款扣減未確認融資費用後的淨額已在附註五、27中披露。

The above amount of finance lease payment due within one year after deducting unrecognised finance charges was disclosed in note V. 27.

## 29、專項應付款

## 29. Special payables

		金額單位：人民幣元 Unit: RMB			
項目	Item	期初餘額 Opening balance	本期增加 Increase during the period	本期減少 Decrease during the period	期末餘額 Closing balance
機床關鍵零部件進口 關稅和進口環節 增值稅退稅款(註1)	Tax refund for import tariff and import VAT for key parts of machine tools (note 1)	15,167,565.87	-	-	15,167,565.87

註1 根據《財政部國家發展改革委海關總署國家稅務總局關於落實國務院加快振興裝備製造業的若干意見有關進口稅收政策的通知》(財關稅[2007]11號)，該退稅款作為國家投資處理，應在規定期限內轉作國家資本金。如果企業未能按期將退稅款轉作國家資本金，應將所退稅款及時退還國庫。根據2010年8月16日召開的第六屆董事會第十九次會議決議，本公司會在收到上述退稅款兩年內通過向其國有大股東沈機集團和雲南省工業投資定向發行股票，完成將該退稅款轉作國家資本金的程序。在此之前，本公司按照會計準則，將收到的退稅款計入專項應付款。

Note 1: Pursuant to the stipulations of the "Notice from the Ministry of Finance, National Development Reform Commission, China Customs, State Administration of Taxation on Import Duties Policy Related to Several Opinions on the Acceleration of Revitalising the Equipment Manufacturing Industry" (Cai Guan Shui [2007] No. 11), the tax refund will be treated as state investment, and should convert into state capital within the specified time. If an enterprise cannot convert the tax refund into state capital within the specified time, it should return the refund to state treasury on time. According to the resolution passed at the 19th meeting of the sixth session of the Board of the Company held on 16 August 2010, the Company would directly issue shares to its state-owned substantial shareholders Shenji Group and Yunnan Industrial Investment within two years after receiving the tax refund and complete the procedure of converting tax refund into state capital. Before that time, the Company will treat it as special payables according to accounting standards.

### 30、其他非流動負債

### 30. Other non-current liabilities

金額單位：人民幣元  
Unit: RMB

項目	Item	2013年6月30日 30 June 2013	2012年12月31日 31 December 2012
遞延收益	Deferred income		
— 售後租回(註1)	— sales and lease back (note 1)	1,539,752.91	1,642,402.91
— 政府補助(註2)	— government grants (note 2)	81,239,838.58	65,131,518.00
合計	Total	82,779,591.49	66,773,920.91

註1 遞延收益—售後租回是本集團於2001年出售部分房屋建築物和土地使用權後，回租構成經營租賃。所以出售房產和土地使用權的收入與原賬面價值的差異形成遞延收益在20年租賃期內按直線法攤銷確認。於2013年6月30日及2012年12月31日，本集團將預計一年內轉入利潤表的遞延收益，作為一年內到期的非流動負債(見附註五、27)列示。

Note 1: Deferred income-sales and lease back were caused by the Group's lease of some buildings and structures and land use rights after sale in 2001 and the lease constituted operating lease. Therefore, the difference between the income of selling premises and land use rights and the original book value formed deferred income and would be amortised by straight-line method within 20 years of leasing period. At 30 June 2013 and 31 December 2012, the Group treated the deferred income which was forecasted to be transferred to income statement within one year as non-current liabilities due within one year (see Note (V). 27).

註2 2013年6月30日，政府補助主要包括如下補助資金：

Note 2: As at 30 June 2013, the government grants mainly included:

- 1) 精密立臥式加工中心技術創新平台和TGK46100系列高新技術鏜銑床兩個研發項目的國家專項補助基金分別為人民幣1,953.4萬元及人民幣783.5萬元；
- 2) 本公司重裝鑄造基地(附註五、10)的土建施工及設備安裝採購的補助資金人民幣2,974.3萬元。

- 1) specific state grants of RMB19.534 million and RMB7.835 million for developing technology innovation platform for precision horizontal and vertical products machining center and TGK46100 series high-tech boring and milling machine tools respectively;
- 2) government grants of RMB29.743 million for land formation, civil construction and equipment purchasing and installation for the heavy casting base (see Note (V). 10).

### 31、股本

### 31. Share capital

金額單位：人民幣元  
Unit: RMB

		期初及期末餘額 Opening and closing balance
人民幣普通股國內上市A股	Ordinary domestic A Shares	390,186,228.20
境外上市的外資股 香港上市H股	Overseas foreign H Shares listed in Hong Kong	140,894,874.80
合計	Total	531,081,103.00

### 32、資本公積

### 32. Capital reserve

金額單位：人民幣元  
Unit: RMB

項目	Item	期初及期末餘額 Opening and closing balance
股本溢價	Share premium	19,206,777.12
其他資本公積－其他	Other capital reserves – others	8,096,544.60
合計	Total	27,303,321.72

### 33、盈餘公積

### 33. Surplus reserve

金額單位：人民幣元  
Unit: RMB

項目	Item	期初及期末餘額 Opening and closing balance
法定盈餘公積	Statutory surplus reserve	116,508,002.60

### 34、未分配利潤

### 34. Retained earnings

金額單位：人民幣元  
Unit: RMB

項目	Item	註 Note	金額 Amount
期初未分配利潤	Retained earnings at the beginning of the period		643,404,128.51
加：本期歸屬於母公司股東的淨虧損	Add: net losses attributable to shareholders of the Company for the period		-43,609,779.31
期末未分配利潤	Retained earnings at the end of the period	(2)	599,794,349.20

#### (1) 分配普通股股利

董事會決議不派發截至2013年6月30日止6個月期間的中期股息(截至2012年6月30日止6個月：無)。

2013年5月15日召開的股東大會決議不派發歸屬於2012年度的股利。2012年5月15日召開的股東大會決議派發歸屬於2011年度每股人民幣0.02元總金額為人民幣10,621,622.06元的股利。

#### (2) 期末未分配利潤的說明

子公司本期提取的歸屬於母公司的盈餘公積為人民幣0元(截至2012年6月30日止6個月：無)。

截至2013年6月30日，本集團歸屬於母公司的未分配利潤中包含了本公司的子公司提取的盈餘公積人民幣6,907,902.55元(2012年12月31日：人民幣6,907,902.55元)。

#### (1) Distribution of dividends on ordinary shares

The Directors of the Company did not recommend the payment of an interim dividend for the six months ended 30 June 2013 (six months ended 30 June 2012: Nil).

The Annual General Meeting held on 15 May 2013 approved not to distribute a final dividend in respect of the year ended 31 December 2012. The Annual General Meeting held on 15 May 2012 approved the payment of a final dividend of RMB 0.02 per share amounting to RMB10,621,622.06 in respect of the year 2011.

#### (2) Retained earnings at the end of the period

RMB0 of surplus reserve attributed to the Company was made by subsidiaries during the period (six months ended 30 June 2012: nil).

As at 30 June 2013, the Group's retained earnings attributed to the Company included RMB6,907,902.55 of surplus reserve drawn by subsidiaries of the Company (31 December 2012: RMB6,907,902.55).

### 35、營業收入、營業成本

#### (1) 營業收入、營業成本

		金額單位：人民幣元 Unit: RMB	
		截至6月30日止6個月期間 For the six months ended 30 June	
項目	Item	2013年 2013	2012年 2012
主營業務收入	Operating income from principal activities	352,302,726.52	629,624,131.99
其中：銷售商品收入	Including: income from sales of goods	338,267,136.57	609,246,115.33
提供勞務收入	income from services	14,035,589.95	20,378,016.66
其他業務收入	Other operating income	914,312.09	2,053,170.96
營業收入合計	Total of operating income	<u>353,217,038.61</u>	<u>631,677,302.95</u>
營業成本	Operating costs	<u>292,319,064.12</u>	<u>478,647,251.40</u>

#### (2) 營業收入(分業務)

		金額單位：人民幣元 Unit: RMB			
		截至6月30日止6個月期間 For the six months ended 30 June			
業務名稱	Industry	2013年 2013 營業收入 Operating income	2013年 2013 營業成本 Operating costs	2012年 2012 營業收入 Operating income	2012年 2012 營業成本 Operating costs
機床業務	Machine tools	277,856,434.48	232,827,799.10	534,101,907.97	397,009,155.98
節能型離心 壓縮機業務	Turbo machines	<u>75,360,604.13</u>	<u>59,491,265.02</u>	<u>97,575,394.98</u>	<u>81,638,095.42</u>
合計	Total	<u>353,217,038.61</u>	<u>292,319,064.12</u>	<u>631,677,302.95</u>	<u>478,647,251.40</u>

#### (3) 有關本集團按不同地區列示的外部客戶收入的信息參見附註九、2(2)。

### 35. Operating income and operating costs

#### (1) Operating income and operating costs

		金額單位：人民幣元 Unit: RMB	
		截至6月30日止6個月期間 For the six months ended 30 June	
項目	Item	2013年 2013	2012年 2012
主營業務收入	Operating income from principal activities	352,302,726.52	629,624,131.99
其中：銷售商品收入	Including: income from sales of goods	338,267,136.57	609,246,115.33
提供勞務收入	income from services	14,035,589.95	20,378,016.66
其他業務收入	Other operating income	914,312.09	2,053,170.96
營業收入合計	Total of operating income	<u>353,217,038.61</u>	<u>631,677,302.95</u>
營業成本	Operating costs	<u>292,319,064.12</u>	<u>478,647,251.40</u>

#### (2) Principal activities (by industry)

		金額單位：人民幣元 Unit: RMB			
		截至6月30日止6個月期間 For the six months ended 30 June			
業務名稱	Industry	2013年 2013 營業收入 Operating income	2013年 2013 營業成本 Operating costs	2012年 2012 營業收入 Operating income	2012年 2012 營業成本 Operating costs
機床業務	Machine tools	277,856,434.48	232,827,799.10	534,101,907.97	397,009,155.98
節能型離心 壓縮機業務	Turbo machines	<u>75,360,604.13</u>	<u>59,491,265.02</u>	<u>97,575,394.98</u>	<u>81,638,095.42</u>
合計	Total	<u>353,217,038.61</u>	<u>292,319,064.12</u>	<u>631,677,302.95</u>	<u>478,647,251.40</u>

#### (3) Please refer to note (IX). 2 (2) for information regarding income from external customers as set out by different areas by the Group.



(4) 本期間前五名客戶的營業收入情況

(4) Operating income from top five customers in the period

金額單位：人民幣元  
Unit: RMB

客戶名稱	Name of customers	營業收入 Operating income	佔營業收入總額的比例(%) Proportion to total operating income (%)
第一名	1st	29,487,179.40	8.35
第二名	2nd	15,641,025.64	4.43
第三名	3rd	10,427,350.43	2.95
第四名	4th	10,017,094.02	2.84
第五名	5th	7,692,307.69	2.18
合計	Total	73,264,957.18	20.75

由於客戶的名稱涉及本集團的商業機密，本集團未披露截至2013年6月30日止6個月期間前五名客戶的具體名稱。

As names of customers involve the commercial confidential information of the Group, we did not disclose the specific names of the top five customers in the period for the six months ended 30 June 2013.

### 36、營業稅金及附加

### 36. Business taxes and surcharges

金額單位：人民幣元  
Unit: RMB

項目	Item	截至6月30日止6個月期間 For the six months ended 30 June		計繳標準 Taxation basis and rates
		2013年 2013	2012年 2012	
營業稅	Business tax	–	7,048.24	營業收入的3% – 5% 3% – 5% of operating income
城市維護建設稅	Urban maintenance and construction tax	828,965.37	1,365,567.97	繳納增值稅及營業稅的1% – 7% 1% – 7% of paid VAT and business tax
教育費附加	Education surcharges	341,846.50	590,859.91	繳納增值稅及營業稅的3% 3% of paid VAT and business tax
地方教育附加	Local education surcharges	257,984.45	393,906.60	繳納增值稅及營業稅的2% 2% of paid VAT and business tax
合計	Total	1,428,796.32	2,357,382.72	

### 37、投資收益

### 37. Investment income

金額單位：人民幣元  
Unit: RMB

截至6月30日止6個月期間

For the six months ended 30 June

項目	Item	附註 Note	2013年 2013	2012年 2012
權益法核算的長期股權投資收益	Income from long-term equity investments accounted for using the equity method	(五)、8 (V).8	-1,187,757.24	617,934.94
處置長期股權投資產生的投資收益	Income from disposal of long-term equity investments		-	1,408,054.17
其他	Others		-	533,000.00
合計	Total		<u>-1,187,757.24</u>	<u>2,558,989.11</u>

(1) 按權益法核算的長期股權投資收益情況如下：

(1) Information on income from long-term equity investments accounted for using the equity method is as follows:

金額單位：人民幣元  
Unit: RMB

截至6月30日止6個月期間

For the six months ended 30 June

被投資單位	Invested companies	2013年 2013	2012年 2012
昆明道斯	Kunming TOS	-422,021.13	1,065,821.94
西安瑞特	Xi'an Ruite	-765,736.11	-447,887.00
合計	Total	<u>-1,187,757.24</u>	<u>617,934.94</u>

### 38、資產減值損失

### 38. Asset impairment losses

金額單位：人民幣元  
Unit: RMB

截至6月30日止6個月期間

For the six months ended 30 June

項目	Item	2013年 2013	2012年 2012
應收賬款	Accounts receivable	15,225,292.50	23,207,093.40
其他應收款	Other receivables	873,292.26	1,440,054.74
合計	Total	<u>16,098,584.76</u>	<u>24,647,148.14</u>

### 39、營業外收入

(1) 營業外收入分項目情況如下：

項目	Item	附註 Note	截至6月30日止6個月期間 For the six months ended 30 June		金額單位：人民幣元 Unit: RMB 計入當期非 經常性損益的金額 Amount included in extraordinary gains or losses for the period
			2013年 2013	2012年 2012	
非流動資產 處置利得	Gain on disposal of non-current assets		66,329.06	–	66,329.06
政府補助	Government grants	(2)	405,000.00	13,142,000.00	405,000.00
其他	Others		128,650.00	822,629.08	128,650.00
合計	Total		599,979.06	13,964,629.08	599,979.06

(2) 政府補助明細

項目	Item	截至6月30日止6個月期間 For the six months ended 30 June		說明 Explanation
		2013年 2013	2012年 2012	
THM系列精密臥式 加工中心	THM series precision horizontal products machining center	–	8,142,000.00	註(Note)
大型精密數控 銑鏜機 (TKS6916)	Large Precision CNC boring and milling machines (TKS6916)	–	2,600,000.00	
其他	Others	405,000.00	2,400,000.00	
合計	Total	405,000.00	13,142,000.00	

註：根據《關於2009年度立項課題的批覆》(工信部裝函[2009]619號)以及本公司與其他合作單位的協議，本公司作為課題責任單位，與其他合作單位聯合申報的研發項目(THM系列精密臥式加工中心)可以獲得政府補助人民幣814萬元。本公司於2010年12月以及2011年7月收到了相關的政府補助，並將其確認為遞延收益。截至2012年6月30日止6個月內，該研發項目通過相關政府部門的驗收，因而本公司將收到的補助從遞延收益轉入營業外收入。

### 39. Non-operating income

(1) Non-operating income by item is as follows:

			截至6月30日止6個月期間 For the six months ended 30 June		金額單位：人民幣元 Unit: RMB 計入當期非 經常性損益的金額 Amount included in extraordinary gains or losses for the period
			2013年 2013	2012年 2012	
	Gain on disposal of non-current assets		66,329.06	–	66,329.06
	Government grants	(2)	405,000.00	13,142,000.00	405,000.00
	Others		128,650.00	822,629.08	128,650.00
	Total		599,979.06	13,964,629.08	599,979.06

(2) Breakdown of government grants

	Item	截至6月30日止6個月期間 For the six months ended 30 June		說明 Explanation
		2013年 2013	2012年 2012	
	THM series precision horizontal products machining center	–	8,142,000.00	註(Note)
	Large Precision CNC boring and milling machines (TKS6916)	–	2,600,000.00	
	Others	405,000.00	2,400,000.00	
	Total	405,000.00	13,142,000.00	

Note: Pursuant to the Written Reply Regarding Research Subjects for 2009 (Gongxinbu Zhuang Han (2009) No.619) and the agreements entered into by the Company and other cooperation units, the research project (THM series precision horizontal products machining center) jointly submitted by the Company (as the subject responsible unit) and other cooperation units is expected to receive government grants in an amount of RMB8.14 million. The Company received the government grants in December 2010 and July 2011, which were recognized as deferred gain. In period six months ended 30 June 2012, the research project has received the approval from the relevant government authorities. Therefore, the grants received were transferred from deferred gain to non-operating income by the Company in the same period.

#### 40、營業外支出

#### 40. Non-operating expenses

金額單位：人民幣元

Unit: RMB

計入當期非經常性損益的金額

Amount included in extraordinary gains or losses for the period

項目	Item	截至6月30日止6個月期間		For the six months ended 30 June
		2013年	2012年	
		2013	2012	
固定資產處置損失	Losses on disposal of fixed assets	115,863.64	–	115,863.64
其他	Others	216,781.78	277,374.85	216,781.78
合計	Total	332,645.42	277,374.85	332,645.42

#### 41、所得稅費用

#### 41. Income tax expenses

金額單位：人民幣元

Unit: RMB

截至6月30日止6個月期間

For the six months ended 30 June

項目	Item	註 Note	2013年	2012年
			2013	2012
按稅法及相關規定計算的當期所得稅（中國所得稅）	Current tax expenses for the period based on tax law and related regulations (China income tax)		118,110.29	2,219,735.27
以前年度少計所得稅	Under provision for income tax in respect of preceding years		479,139.00	1,681,073.04
遞延所得稅的變動	Changes in deferred tax assets	(1)	-7,859,818.04	-3,168,400.77
合計	Total		-7,262,568.75	732,407.54

由於本集團於截至2013年6月30日和2012年6月30日止6個月內並無賺取香港利得稅的應課稅溢利，因此並未就香港利得稅計提撥備。

During the 6 months ended 30 June 2013 and 30 June 2012, the Group did not have assessable profits subject to Hong Kong Profits Tax. Therefore, no provision has been made for Hong Kong Profits Tax.

(1) 遞延所得稅調整分析如下：

(1) The analysis of changes in deferred tax is set out below:

金額單位：人民幣元

Unit: RMB

截至6月30日止6個月期間

For the six months ended 30 June

項目	Item	2013年 2013	2012年 2012
暫時性差異的產生和轉回	Origination and reversal of the temporary differences	-14,187,267.70	-5,066,160.98
稅率差異對遞延稅項的影響	Effects of different tax rates on deferred tax	5,486,500.10	2,112,267.23
未確認的可抵扣虧損	Unrecognised deductible losses	471,017.48	486,902.46
利用以前年度未確認的遞延所得稅資產	Using unrecognised deferred tax assets in prior years	-	-701,409.48
沖回以前年度已確認的遞延所得稅資產	Reversal of deferred tax assets recognised in prior years	369,932.08	-
合計	Total	<u>-7,859,818.04</u>	<u>-3,168,400.77</u>

(2) 所得稅費用與會計利潤的關係如下：

(2) The relationship between income tax expenses and accounting profit:

金額單位：人民幣元

Unit: RMB

截至6月30日止6個月期間

For the six months ended 30 June

項目	Item	2013年 2013	2012年 2012
稅前利潤 (虧損以「-」號填列)	Profit before tax ("-" for loss)	-50,588,126.91	4,188,220.23
按有關稅務地區適用稅率的名義稅項	Expected income tax under tax rate applicable to relevant region	-12,647,031.73	1,047,055.06
加：不可抵稅支出不需納稅收入	Add: Non-deductible expenses non-taxable income	603,037.35	102,005.82
未確認的可抵扣虧損	Unrecognised deductible losses	-	-154,483.73
利用以前年度未確認的遞延所得稅資產	Using unrecognised deferred tax assets in prior years	471,017.48	486,902.46
沖回以前年度已確認的遞延所得稅資產	Reversal of deferred tax assets recognised in prior years	-	-701,409.48
稅率差異對遞延稅項的影響	Effects of different tax rates on deferred tax	369,932.08	-
加計扣除項目的影響	Effects of items eligible for additional deduction	5,486,500.10	2,112,267.23
所得稅稅收優惠的影響	Effects on preferential income tax	-1,420,970.57	-2,361,179.29
以前年度少計所得稅	Under provision of Income tax in respect of preceding years	-604,192.46	-1,479,823.57
本期所得稅費用 (收益以「-」號填列)	Income tax expenses for the period ("-" for income tax credit)	<u>479,139.00</u>	<u>1,681,073.04</u>
		<u>-7,262,568.75</u>	<u>732,407.54</u>

## 42、基本每股收益和稀釋每股收益的計算過程

### (1) 基本每股收益

基本每股收益以歸屬於本公司普通股股東的合併淨利潤除以本公司發行在外普通股的加權平均數計算：

		金額單位：人民幣元 Unit: RMB	
項目	Item	2013年6月30日 30 June 2013	2012年12月31日 31 December 2012
歸屬於本公司普通股股東的合併淨利潤（虧損以「-」號填列）（人民幣元）	Consolidated net profit attributable to ordinary shareholders of the Company （“-” for loss）（RMB）	-43,609,779.31	3,592,495.24
本公司發行在外普通股的加權平均數（股）	Weighted average number of the outstanding ordinary shares of the Company（share）	531,081,103.00	531,081,103.00
基本每股收益（虧損以「-」號填列）（元/股）	Basic earnings per share （“-” for loss） （RMB/share）	<u>-0.0821</u>	<u>0.0068</u>

截至2013年和2012年6月30日止6個月期間，本公司發行在外的普通股的股數沒有發生任何變化。上述期間本公司發行在外普通股的加權平均數等於2012年1月1日的普通股股數。

### (2) 稀釋每股收益

截至2013年和2012年6月30日止6個月期間，本公司不存在稀釋性的潛在普通股，稀釋每股收益與基本每股收益相同。

## 42. Calculation of basic earnings per share and diluted earnings per share

### (1) Basic earnings per share

The basic earnings per share was calculated by dividing the consolidated net profit attributable to ordinary shareholders of the Company by the weighted average number of the outstanding ordinary shares of the Company:

		金額單位：人民幣元 Unit: RMB	
		2013年6月30日 30 June 2013	2012年12月31日 31 December 2012
歸屬於本公司普通股股東的合併淨利潤（虧損以「-」號填列）（人民幣元）	Consolidated net profit attributable to ordinary shareholders of the Company （“-” for loss）（RMB）	-43,609,779.31	3,592,495.24
本公司發行在外普通股的加權平均數（股）	Weighted average number of the outstanding ordinary shares of the Company（share）	531,081,103.00	531,081,103.00
基本每股收益（虧損以「-」號填列）（元/股）	Basic earnings per share （“-” for loss） （RMB/share）	<u>-0.0821</u>	<u>0.0068</u>

For the period six months ended 30 June 2013 and 30 June 2012, there were no changes in the number of outstanding ordinary shares of the Company. The weighted average number of ordinary shares outstanding for such period was the same as the number of ordinary shares as at 1 January 2012.

### (2) Diluted earnings per share

For the period six months ended 30 June 2013 and 30 June 2012, the diluted earnings per share was the same as the basic earnings per share, because the Company did not have any potentially dilutive ordinary shares.

#### 43、利潤表補充資料

對利潤表中的費用按性質分類：

#### 43. Income statement supplementary information

Classifying expense in the income statement by its nature:

金額單位：人民幣元

Unit: RMB

截至6月30日止6個月期間

For the six months ended 30 June

項目	Item	2013年 2013	2012年 2012
發生的職工薪酬費用	Staff cost incurred	129,944,286.61	151,499,612.58
計提的折舊	Depreciation expenses	22,664,916.21	21,972,886.15
無形資產攤銷	Amortization of intangible assets	1,384,348.86	1,021,699.39
審計費	Auditor's fee	71,698.11	40,000.00

#### 44、現金流量表項目註釋

(1) 本期間收到的其他與經營活動有關的現金

#### 44. Notes to cash flow statement

(1) Cash received relating to other operating activities during the period

金額單位：人民幣元

Unit: RMB

金額

Amount

項目	Item	Amount
政府補助產品研發的款項	Government grants for R&D of products	16,410,670.58
其他	Others	1,023,778.06
合計	Total	17,434,448.64

(2) 本期間支付的其他與經營活動有關的現金

(2) Cash paid relating to other operating activities during the period

金額單位：人民幣元

Unit: RMB

金額

Amount

項目	Item	Amount
產品質量保證費	Product quality warranty expenses	5,733,786.71
其他	Others	10,900,184.34
合計	Total	16,633,971.05

#### 45、現金流量表相關情況

##### (1) 現金流量表補充資料

#### 45. Related information of cash flow statement

##### (1) Supplementary information on cash flow statement

金額單位：人民幣元

Unit: RMB

截至6月30日止6個月期間

For the six months ended 30 June

補充資料	Supplementary information	2013年 2013	2012年 2012
<b>1. 將淨利潤調節為經營活動現金流量：</b>	<b>1. Reconciliation of net profit to cash flows from operating activities:</b>		
淨利潤(虧損以「-」號填列)	Net profit ("-" for loss)	-43,325,558.16	3,455,812.69
加：資產減值準備	Add: Provision for impairment of assets	16,098,584.76	24,647,148.14
固定資產折舊	Depreciation of fixed assets	22,664,916.21	21,972,886.15
無形資產攤銷	Amortization of intangible assets	1,384,348.86	1,021,699.39
長期待攤費用攤銷	Amortization of long-term deferred expenses	438,396.28	191,156.49
遞延收益攤銷	Amortization of deferred income	-102,650.00	-102,650.10
處置固定資產的損失 (收益以「-」號填列)	Loss on disposal of fixed assets ("-" for profit)	49,534.58	-
財務費用收益以「-」號填列)	Finance expense ("-" for profit)	1,336,063.44	3,589,547.70
投資損失收益以「-」號填列)	Investment loss ("-" for profit)	1,187,757.24	-2,558,989.11
遞延所得稅資產減少 (增加以「-」號填列)	Decrease in deferred tax assets ("-" for increase)	-7,859,818.04	-3,102,600.08
存貨的減少增加以「-」號填列)	Decrease in inventories ("-" for increase)	-60,456,444.81	-71,452,906.12
經營性應收項目的減少 (增加以「-」號填列)	Decrease in operating receivable ("-" for increase)	-128,127,947.63	-7,577,064.32
經營性應付項目的增加 (減少以「-」號填列)	Increase in operating payable ("-" for decrease)	156,393,590.07	26,671,332.67
經營活動產生的現金流量淨額	Net cash flows from operating activities	<u>-40,319,227.20</u>	<u>-3,244,626.50</u>
<b>2. 現金及現金等價物淨變動情況：</b>	<b>2. Net change in cash and cash equivalents:</b>		
現金的期末餘額	Cash balance at the end of the period	114,038,168.77	127,911,036.52
減：現金的期初餘額	Less: cash balance at the beginning of the period	<u>89,677,792.83</u>	<u>175,808,019.62</u>
現金及現金等價物淨增加額 (減少以「-」號填列)	Net increase in cash and cash equivalents ("-" for decrease)	<u>24,360,375.94</u>	<u>-47,896,983.10</u>

##### (2) 現金和現金等價物的構成

##### (2) Composition of cash and cash equivalents

金額單位：人民幣元

Unit: RMB

項目	Item	2013年6月30日 30 June 2013	2012年12月31日 31 December 2012
現金	Cash		
其中：庫存現金	Including: cash on hand	585,534.19	314,067.72
可隨時用於支付的 銀行存款	Bank deposits available on demand	<u>113,452,634.58</u>	<u>89,363,725.11</u>
期末現金餘額	Cash balance at the end of the period	<u>114,038,168.77</u>	<u>89,677,792.83</u>

註：以上披露的現金和現金等價物不含使用受限制的貨幣資金及期限短的投資的金額。

Note: Cash disclosed above does not include the amounts of monetary funds with restricted usage and short-term investments.



## (六)、關聯方及關聯交易

### 1、本公司的第一大股東情況

第一大股東名稱	企業類型	註冊地	法人代表	業務性質	註冊資本	第一大股東對本公司的持股比例(%)	第一大股東對本公司的表決權比例(%)	本公司最終控制方	組織機構代碼
Name of the largest shareholder	Type	Place of registration	Legal representative	Business nature	Registered capital	Percentage of shareholding (%)	Percentage of voting rights(%)	Ultimate controlling shareholder of the Company	Organization code
沈機集團 Shenji Group	有限責任公司 Limited liability company	中國 China	關錫友 Guan Xiyou	機床生產銷售 Production and sales of machine tools	1,556,480,000	25.09%	25.09%	瀋陽市國有資產監督管理委員會 Shenyang State-owned Assets Supervision and Administration Commission	243381258

金額單位：人民幣元  
Unit: RMB

### 2、本公司的子公司情況

有關本公司子公司的信息參見附註四。

### 3、本公司的合營和聯營企業情況

## (VI). RELATED PARTIES AND TRANSACTIONS

### 1. Information on the largest shareholder of the Company

### 2. Subsidiaries of the Company

Please see Note (IV) for information of subsidiaries of the Company.

### 3. Jointly controlled enterprises and associated companies of the Company

被投資單位名稱	企業類型	註冊地	法人代表	業務性質	註冊資本	本公司的持股比例(%)	本公司在被投資單位的表決權比例(%)	組織機構代碼
Name of investee	Type	Place of registration	Legal representative	Business nature	Registered capital	Percentage of shareholding (%)	Percentage of voting rights(%)	Organization code
一、合營企業								
昆明道斯	有限公司	中國	Ing. JanRYDL	機床產品生產銷售	歐元500萬元	50	50	77266099-X
1. Jointly controlled enterprise								
Kunming TOS	Limited liability company	China		Production and sales of machine tools	EUR5,000,000			
二、聯營企業								
西安瑞特	有限公司	中國	田惠生	快速成型機生產銷售	人民幣6000萬元	23.34	23.34	79166780-4
2. Associated company								
Xi'an Ruite	Limited liability company	China	Tian Huisheng	Production and sales of laser prototyping machine	RMB60,000,000			

#### 4、其他關聯方情況

#### 4. Information on other related parties

其他關聯方名稱 Name of other related parties	關聯關係 Related relationship	組織機構代碼 Organization code
雲南雲機集團進出口有限公司 (「雲機進出口」) Yunnan Yun Ji Group Import and Export Co., Ltd. ("Yun Ji I & E Co.")	本公司第一大股東之子公司 Subsidiary of the largest shareholder of the Company	709781545
雲南CY集團公司 Yunnan CY Group Co., Ltd.	本公司第一大股東之子公司 Subsidiary of the largest shareholder of the Company	919190831
昆明昆機集團公司 (「昆機集團公司」) Kunming Kunji Group Co., Ltd. ("Kunji Group Co.")	本公司第二大股東之子公司 Subsidiary of the second largest shareholder of the Company	216547232
雲南國資物業管理有限公司 (「雲南國資物業」) Yunnan State-owned Assets Property Management Co., Ltd. ("Yunnan State- owned Assets Property")	本公司第二大股東之子公司 Subsidiary of the second largest shareholder of the Company	291887852
雲南CY集團金輝塗裝廠 (「金輝塗裝廠」) Yunnan CY (Group) Company Jinhui Spraying Factory ("Jinhui Spraying Factory")	本公司第一大股東之子公司 Subsidiary of the largest shareholder of the Company	99211416-5
雲南CY集團公司機電產品 貿易中心(「貿易中心」) Yunnan CY Group Co., Ltd., Products Trading Centre ("Trading Centre")	本公司第一大股東之子公司 Subsidiary of the largest shareholder of the Company	292147185
瀋陽機床股份有限公司 Shenyang Machine Tool Company Limited	本公司第一大股東之子公司 Subsidiary of the largest shareholder of the Company	24340683-0
德國希斯有限責任公司 (「德國希斯」) Shiess GmbH, Germany ("Shiess")	本公司第一大股東之子公司 Subsidiary of the largest shareholder of the Company	不適用 Not applicable

## 5、關聯交易情況

### (1) 關聯交易情況匯總表

#### 本集團

關聯方	關聯交易內容	關聯交易定價 方式及決策程序 Pricing method and decision making procedures of connected transaction	截至6月30日止6個月期間 For the six months ended 30 June			
			2013年 2013	佔同類交易 金額的比例(%)	2012年 2012	佔同類交易 金額的比例(%)
Related party	Nature of connected transaction		Amount	Percentage of same type of transactions (%)	Amount	Percentage of same type of transactions (%)
昆明道斯(註1) Kunming TOS (note 1)	銷售商品 Sales of goods	按一般正常商業條款 Based on normal commercial terms	1,892,068.40	0.56	-	-
雲機進出口 Yunji I & E Co.	銷售商品 Sales of goods	按一般正常商業條款 Based on normal commercial terms	-	-	256.41	0.00
雲南CY集團公司 Yunnan CY Group Co., Ltd.	銷售商品 Sales of goods	按一般正常商業條款 Based on normal commercial terms	7,798.28	0.00	-	-
雲南CY集團公司 Yunnan CY Group Co., Ltd.	接受勞務 Provision of services	按一般正常商業條款 Based on normal commercial terms	-	-	64,485.48	1.78
昆機集團公司 Kunji Group Co.	接受勞務 Provision of services	按相關協議條款 Based on relevant terms of agreement	-	-	112,158.00	3.09
德國希斯(註3) Schiess (note 3)	接受勞務 Provision of services	按相關協議條款 Based on relevant terms of agreement	2,462,037.00	7.77	-	-
昆明道斯(註1) Kunming TOS (note 1)	購進貨物 Purchase of goods	按一般正常商業條款 Based on normal commercial terms	13,803,418.80	3.07	42,390,209.23	12.25
昆機集團公司 (六·5(2),註2) Kunji Group Co. (VI 5(2) note 2)	關聯租賃 Leasing	按相關協議條款 Based on relevant terms of agreement	2,625,000.00	73.66	2,625,000.00	72.33
金輝塗裝廠(註2) Jinhui Spraying Factory (note 2)	購進貨物 Purchase of goods	按一般正常商業條款 Based on normal commercial terms	440,821.16	0.10	2,071,874.16	0.60
雲南國資物業 (六·5(2),註1) Yunnan State-owned Assets Property (VI 5(2), note 1)	關聯租賃 Leasing	按相關協議條款 Based on relevant terms of agreement	607,435.50	41.69	9,000.00	0.25

金額單位：人民幣元

Unit: RMB

## 5. Related party transactions

### (1) Summary of related party transactions

#### The Group

金額單位：人民幣元  
Unit: RMB

截至6月30日止6個月期間

For the six months ended 30 June

關聯方	關聯交易內容	關聯交易定價 方式及決策程序 Pricing method and decision making procedures of connected transaction	2013年	佔同類交易 金額的比例(%)	2012年	佔同類交易 金額的比例(%)
			2013		2012	
Related party	Nature of connected transaction		Amount	Percentage of same type of transactions (%)	Amount	Percentage of same type of transactions (%)
德國希斯(註3) Schiess (note 3)	購買設備 Purchase of equipment	按相關協議條款 Based on relevant terms of agreement	18,045,335.08	77.42	18,844,219.15	38.30
瀋陽機床股份 有限公司 Shenyang Machine Tool Company Ltd.	購買設備 Purchase of equipment	按相關協議條款 Based on relevant terms of agreement	-	-	663,172.91	1.35
昆明道斯 Kunming TOS	關聯代墊 Other expenses on behalf of related party	按相關協議條款 Based on relevant terms of agreement	2,239,385.71	100.00	-	-
德國希斯(註3) Schiess (note 3)	支付合同 技術許可費 Payment of contracted technology license fees	按相關協議條款 Based on relevant terms of agreement	10,834,962.80	100.00	-	-
<b>本公司</b>			<b>The Company</b>			
昆明道斯(註1) Kunming TOS (note 1)	銷售商品 Sales of goods	按一般正常商業條款 Based on normal commercial terms	1,892,068.40	0.72	-	-
雲機進出口 Yunji I & E Co.	銷售商品 Sales of goods	按一般正常商業條款 Based on normal commercial terms	-	-	256.41	0.00
雲南CY集團公司 Yunnan CY Group Co., Ltd.	銷售商品 Sales of goods	按一般正常商業條款 Based on normal commercial terms	7,798.28	0.00	-	-
雲南CY集團公司 Yunnan CY Group Co., Ltd.	接受勞務 Provision of services	按一般正常商業條款 Based on normal commercial terms	-	-	64,485.48	1.95
昆機集團公司 Kunji Group Co.	接受勞務 Provision of services	按相關協議條款 Based on relevant terms of agreement	-	-	112,158.00	3.39
德國希斯(註3) Schiess (note 3)	接受勞務 Provision of services	按相關協議條款 Based on relevant terms of agreement	2,462,037.00	8.35	-	-
昆明道斯(註1) Kunming TOS (note 1)	購進貨物 Purchase of goods	按一般正常商業條款 Based on normal commercial terms	13,803,418.80	4.18	42,390,209.23	15.42

金額單位：人民幣元  
Unit: RMB

截至6月30日止6個月期間  
For the six months ended 30 June

關聯方	關聯交易內容	關聯交易定價 方式及決策程序 Pricing method and decision making procedures of connected transaction	2013年	佔同類交易	2012年	佔同類交易
			金額	金額的比例(%)	金額	金額的比例(%)
Related party	Nature of connected transaction		Amount	Percentage of same type of transactions (%)	Amount	Percentage of same type of transactions (%)
昆機集團公司 (六·5(2),註2)	關聯租賃	按相關協議條款	2,625,000.00	78.55	2,625,000.00	79.29
Kunji Group Co. (VI 5(2) note 2)	Leasing	Based on relevant terms of agreement				
金輝塗裝廠(註2)	購進貨物	按一般正常商業條款	440,821.16	0.13	2,071,874.16	0.75
Jinhui Spraying Factory (note 2)	Purchase of goods	Based on normal commercial terms				
通用設備	購進貨物	按一般正常商業條款	22,000,000.00	6.66	-	-
General Machine	Purchase of goods	Based on normal commercial terms				
雲南國資物業 (六·5(2),註1)	關聯租賃	按相關協議條款	607,435.50	49.18	9,000.00	0.27
Yunnan State-owned Assets Property (VI 5(2), note 1)	Leasing	Based on relevant terms of agreement				
德國希斯(註3)	購買設備	按相關協議條款	18,045,335.08	85.29	18,844,219.15	38.80
Schiess (note 3)	Purchase of equipment	Based on relevant terms of agreement				
瀋陽機床股份 有限公司	購買設備	按相關協議條款	-	-	663,172.91	1.37
Shenyang Machine Tool Company Ltd.	Purchase of equipment	Based on relevant terms of agreement				
昆明道斯	關聯代墊	按相關協議條款	2,239,385.71	100.00	-	-
Kunming TOS	Other expenses on behalf of related party	Based on relevant terms of agreement				
德國希斯(註3)	支付合同 技術許可費	按相關協議條款	10,834,962.80	100.00	-	-
Schiess (note 3)	Payment of contracted technology license fees	Based on relevant terms of agreement				
西安賽爾	提供勞務	按相關協議條款	36,545.07	0.26	-	-
Xi'an Ser	Provision of services	Based on relevant terms of agreement				

註1：本公司於2013年與昆明道斯簽署2013年度採購貨物、接受勞務、銷售貨物、提供勞務等日常持續經營框架協議。協議期限自2013年4月25日起至2013年12月31日止。

Note 1: The ordinary business framework agreement was entered between the Company and Kunming TOS regarding the purchase of goods, receipt of services, sales of goods and provision of services etc. in 2013 with effective from 25 April 2013 to 31 December 2013.

註2: 本公司於2011年與金輝塗裝廠簽署採購機床產品包裝材料框架協議。協議期限自2011年9月21日起至2013年12月31日止。

註3: 經2011年7月18日召開的2011年第一次臨時股東大會審議通過, 本公司與德國希斯簽訂專有技術和專利許可合同, 從德國希斯引進2000mm橫樑雙柱龍門機床(「合同產品」)的設計、製造和安裝的專有技術, 並獲得獨家不可轉讓的在中國使用這些技術的生產權和在亞洲銷售合同產品的權利。

根據這一專有技術和專利許可合同, 合同費用包括:

- 一次性的許可費用: 6,600,000歐元;
- 員工技術培訓費用: 700,000歐元; 及
- 對首批兩台型號為VMG6和VM8原型機床提供技術服務的費用: 200,000歐元;

於2013年6月30日, 本公司根據合同條款, 已累計預付德國希斯合同規定技術許可費的70%, 即4,620,000歐元(等值人民幣為39,656,925.20元), 並已收到第一台原型機床的部分技術文檔(包括設計圖紙、工藝方案和目錄等)。於2012年12月31日, 本公司累計支付的許可費為3,300,000歐元(等值人民幣28,821,962.40元)。上述預付的金額作為其他非流動資產(見附註(五)、15)在資產負債表列示。

於2011年11月 和2013年6月, 本公司向德國希斯分別支付員工技術培訓費400,000歐元(等值人民幣為3,483,152.00元)和300,000歐元(等值人民幣為2,462,037.00元)。

於2011年12月, 本公司與德國希斯簽訂合同, 向其購買VMG6原型機床的裝配部件, 金額為4,481,309.00歐元。於2012年4月, 本公司根據合同條款, 分別向德國希斯支付VMG6原型機床款2,261,256.83歐元(等值人民幣為18,844,219.15元)。於2012年12月31日, 這一預付的金額作為其他非流動資產(見附註(五)、15)在資產負債表列示。

於2013年6月, 德國希斯已安排運送VMG6原型機床到本公司, 根據合同約定, 該機床相關的主要風險已轉移至本公司, 因而於2013年6月30日, 本公司將VMG6原型機床款項4,481,309.00歐元(等值人民幣為36,889,554.23元)作為在建工程(見附註(五)、10)在資產負債表列示。

Note 2: The framework agreement was entered between the Company and Jinhui Spraying Factory regarding the purchase of machine tool's packing material in 2011 with effective from 21 September 2011 to 31 December 2013.

Note 3: As reviewed and approved by the first extraordinary general meeting of 2011 of the Company held on 18 July 2011, the Company and Schiess entered into the Proprietary Technology and Patent Licensing Contract to introduce the proprietary technology for the design, manufacture and installation of double column 2000mm-crossrail machine ("contract products"), and obtain the exclusive and non-transferable license for the production in PRC and sale in Asia of these contract products.

According to the Proprietary Technology and Patent Licensing Contract, contractual expenses include:

- License Fee in one lump-sum: EUR6,600,000;
- Technical training fees: EUR700,000; and
- Technical service fees for the first two prototype machines of machine models VMG6 and VM8: EUR200,000;

As at 30 June 2013, under the terms of the contract, the Company has paid 70% of the contract technology license fee to Schiess, in total which amounted to EUR4,620,000 (equivalent to RMB39,656,925.20), and received the technical documents (including design drawing, process and content) of the first prototype machine. As at 31 December 2012, the accumulated payment of the contract technology license fee was EUR3,300,000 (equivalent to RMB28,821,962.40). The aforementioned prepayments were included in the balance sheet as other non-current assets (refer to note (V). 15).

The Company paid technical training fees of EUR400,000 (equivalent to RMB3,483,152.00) and EUR300,000 (equivalent to RMB2,462,037.00) to Schiess respectively in November 2011 and June 2013.

In December 2011, the Company and Schiess entered into a contract to purchase assembly components of VMG6 prototype machine from Schiess with an amount of EUR4,481,309.00. In April 2012, under the terms of the contract, the Company prepaid EUR2,261,256.83 (equivalent to RMB18,844,219.15) to Schiess for VMG6 prototype machine. As at 31 December 2012, such amount of prepayment contract technology license fee was included in the balance sheet as other non-current assets (refer to Note (V). 15).

In June 2013, Schiess has arranged to transport VMG6 Prototype machine to the Company. According to the agreement, the main risks related to the machine have been transferred to the Company. Thus, at 30 June 2013, the total amount of VMG6 of EUR4,481,309.00 (equivalent to RMB36,889,554.23) was included in the balance sheet as construction in progress (refer to note (V). 10)

## (2) 關聯租賃：

本集團及本公司承租情況表

## (2) Leases:

Leasing information of the Group and the Company

金額單位：人民幣元

Unit: RMB

出租方名稱	承租方名稱	租賃資產種類	租賃起始日	租賃終止日	租賃費定價依據	本年的租金
Name of leaser	Name of lease	Type of lease assets	Inception date of lease	Maturity date of lease	Basis of determining lease fee	Lease fee recognised in the year
雲南國資物業	本公司	土地及房屋	2011年 1月1日	2013年 12月31日	按相關協議 條款(註1)	1,196,871.00
Yunnan State-owned Assets Property	The Company	Land and premises	1 Jan. 2011	31 Dec. 2013	Based on relevant terms of agreement (note 1)	
昆機集團公司	本公司	土地及房屋	2001年 11月12日	2021年 11月11日	按相關協議 條款(註2)	5,250,000.00
Kunji Group Co.	The Company	Land and premises	12 Nov. 2001	11 Nov. 2021	Based on relevant terms of agreement (note 2)	

註1 此交易乃支付給雲南國資物業租賃房屋及場地的費用。

本公司於2011年7月28日與雲南國資物業簽訂房屋及場地租賃協議。第一年租金為人民幣989,150元，第二年租金為人民幣1,088,065元，第三年租金為人民幣1,196,871元。協議期限自2011年1月1日起至2013年12月31日止。

註2 此交易乃支付給昆機集團公司的廠房及土地使用權的租賃費用。昆機集團公司經雲南省人民政府授權，承繼雲南省人民政府2001年11月12日與本公司簽署的《房屋租賃合同》和《土地使用權租賃合同》中的權利和義務。

本公司於2011年2月1日與昆機集團公司簽訂租金調整協議，調整土地租金為人民幣4,457,340元，調整廠房租金為人民幣792,660元。以上調整後租金的執行期限為自2010年11月12日起至2013年11月11日止。

Note 1: The transactions were about rental fees for land and premises paid to Yunnan State-owned Assets Property.

The rental agreement for land and premises was entered between the Company and Yunnan State-owned Assets Property on 28 July 2011. The rental for the first, second and third year amounted to RMB989,150, RMB1,088,065 and RMB1,196,871, respectively. The agreement was effective from 1 January 2011 to 31 December 2013.

Note 2: The transactions were about rental fees for premises and land use rights paid to Kunji Group Co.. Kunji Group Co. who was authorized by the People's Government of Yunnan Province to succeed the rights and obligations of the "The Premise Rental Agreement" and "The Land Use Rights Rental Agreement" signed between the People's Government of Yunnan Province and the Company on 12 November 2001.

On 1 February 2011, the Company entered into an agreement for rental adjustment with Kunji Group Co.. The annual rent of land use rights was adjusted to RMB4,457,340, and the annual rent of premises was adjusted to RMB792,660. The adjusted annual rent was effective from 12 November 2010 to 11 November 2013.

## 6、關聯方應收應付款項

### 本集團

應收關聯方款項

項目名稱 Name	關聯方 Related parties	2013年6月30日 30 June 2013		2012年12月31日 31 December 2012	
		賬面餘額 Carrying amount	壞賬準備 Provision for bad and doubtful debts	賬面餘額 Carrying amount	壞賬準備 Provision for bad and doubtful debts
應收票據 Bills receivable	貿易中心 Trading Center	-	-	160,000.00	-
應收賬款 Accounts receivable	昆明道斯 Kunming TOS	6,395,648.77	-	4,181,928.75	-
其他應收款 Other receivables	昆明道斯 Kunming TOS	1,873,650.90	-	370,448.02	-
預付款項 Prepayments	雲南國資物業 Yunnan State-owned Assets Property	-	-	9,000.00	-
其他非流動資產 Other non-current assets	德國希斯 Schiess	39,656,925.20	-	47,666,181.55	-

金額單位：人民幣元  
Unit: RMB

### 本集團

應付關聯方款項

## 6. Receivables and payables from/to related parties

### The Group

Receivables from related parties

### The Group

Payables to related parties

項目名稱 Name	關聯方 Related parties	2013年6月30日	2012年12月31日
		30 June 2013	31 December 2012
應付賬款 Accounts payable	昆明道斯 Kunming TOS	23,506,917.45	33,230,241.15
應付賬款 Accounts payable	金輝塗裝廠 Jinhui Spraying Factory	909,766.45	1,094,005.69
預收款項 Advances from customers	貿易中心 Trading Center	5,000.00	5,000.00
其他應付款 Other payables	昆機集團公司 Kunji Group Co.	2,625,000.00	5,250,000.00
應付賬款 Accounts payable	瀋陽機床股份有限公司 Shenyang Machine Tool Company Ltd.	125,641.03	125,641.03
其他應付款 Other payables	雲南國資物業 Yunnan State-owned Assets Property	598,435.50	-

金額單位：人民幣元  
Unit: RMB



本公司

應收關聯方款項

The Company

Receivables from related parties

金額單位：人民幣元  
Unit: RMB

項目名稱 Name	關聯方 Related parties	2013年6月30日 30 June 2013		2012年12月31日 31 December 2012	
		賬面餘額 Carrying amount	壞賬準備 Provision for bad and doubtful debts	賬面餘額 Carrying amount	壞賬準備 Provision for bad and doubtful debts
應收票據 Bills receivable	貿易中心 Trading Center	-	-	160,000.00	-
應收賬款 Accounts receivables	昆明道斯 Kunming TOS	6,395,648.77	-	4,181,928.75	-
應收賬款 Accounts receivables	長沙賽爾 Changsha Ser	244,000.00	-	244,000.00	-
其他應收款 Other receivables	昆明道斯 Kunming TOS	1,873,650.90	-	370,448.02	-
其他應收款 Other receivables	西安賽爾 Xi'an Ser	7,257,291.38	-	7,220,746.31	-
預付款項 Prepayments	通用設備 General Machine	22,000,000.00	-	-	-
預付款項 Prepayments	雲南國資物業 Yunnan State-owned Assets Property	-	-	9,000.00	-
其他非流動資產 Other non-current assets	德國希斯 Schiess	39,656,925.20	-	47,666,181.55	-
應收股利 Dividends receivables	西安賽爾 Xi'an Ser	11,000,000.00	-	11,000,000.00	-

本公司

應付關聯方款項

The Company

Payables to related parties

金額單位：人民幣元  
Unit: RMB

項目名稱 Name	關聯方 Related parties	2013年6月30日 30 June 2013	2012年12月31日 31 December 2012
應付賬款 Accounts payable	昆明道斯 Kunming TOS	23,506,917.45	33,230,241.15
應付賬款 Accounts payable	金輝塗裝廠 Jinhui Spraying Factory	909,766.45	1,094,005.69
預收款項 Advances from customers	貿易中心 Trading Center	5,000.00	5,000.00
預收款項 Advances from customers	長沙賽爾 Changsha Ser	9,120.67	9,120.67
應付賬款 Accounts payable	瀋陽機床股份有限公司 Shenyang Machine Tool Company Ltd.	125,641.03	125,641.03
其他應付款 Other payables	昆機集團公司 Kunji Group Co.	2,625,000.00	5,250,000.00
其他應付款 Other payables	雲南國資物業 Yunnan State-owned Assets Property	598,435.50	-

## (七)、或有事項

### 未決訴訟仲裁形成的或有負債及其財務影響

本公司與鹽城市信得石油機械廠(以下簡稱「信得機械」)於2002年6月簽署了銷售四台機床總金額約為人民幣1,190萬元的合同。相關四台機床已於2003年10月前運至信得機械。2009年6月,信得機械將本公司告至法庭,認為該機床未符合標準,要求退還貨物,同時要求本公司退回已付貨款人民幣1,070萬元,並支付相關罰款人民幣30萬元和補償人民幣370萬元。本公司否認了該指控並反訴信得機械,指明其在使用機床超過6年後才要求退貨的指控不合理,並要求該公司清償剩餘貨款人民幣130萬元。

2012年5月18日,鹽城市中級人民法院作出一審判決,裁定本公司需要返還已付貨款人民幣237.5萬元以及承擔案件受理費約人民幣2.6萬元。本公司不服該判決,並於2012年7月20日向江蘇省高級人民法院提起上訴,該訴訟進入二審階段。

至本財務報表報出日,以上訴訟仍在二審過程中。經諮詢法律意見,管理層認為以上訴訟的結果不是很可能導致重大的經濟利益流出本集團,因此並未對該訴訟在財務報表裡確認預計負債。

## (VII). CONTINGENCIES

### Contingent liabilities arising from outstanding litigations and arbitration and related financial effect

The Company signed a sales contract with Yancheng Xinde Oil Machine Company ("Xinde Machine") in June 2002 for sales of four machine tools with an aggregate amount of approximately RMB11.9 million. The four related machine tools have been delivered to Xinde Machine before October 2003. In June 2009, Xinde Machine filed a lawsuit against the Company alleging that the goods delivered by the Company were unqualified and sought for return of goods, refund of advances paid of RMB10.7 million and payment of penalty and compensation of RMB0.3 million and RMB3.7 million respectively. The Company has denied the claim and filed a counter claim against Xinde Machine alleging that it was unreasonable for Xinde Machine to claim for return of goods after use of the Company's products for more than 6 years and requesting Xinde Machine to repay the unpaid amount of RMB1.3 million for the goods.

The Intermediate People's Court of Yancheng City made a ruling in relation to the aforesaid litigation on 18 May 2012. It was ruled that the Company should refund the advances paid of RMB2.375 million and bear the costs of the action in the amount of approximately RMB26,000. The Company refused to accept the ruling and appealed to the Higher People's Court of Jiangsu Province on 20 July 2012. The case has entered the second-instance stage.

Up to the date of the financial statements, the above case is still under the second-instance stage. In consultation with legal counsels, the management considered it may not be quite probable that a significant outflow of economic benefits would arise from the outcome of the above case. Therefore, no provision has been made in respect of the above pending case in the financial statements.

(八)、承諾事項

(VIII).COMMITMENTS

1、重大承諾事項

1. Significant commitments

(1) 資本承擔

(1) Capital commitments

金額單位：人民幣元

Unit: RMB

項目	Item	2013年6月30日 30 June 2013	2012年12月31日 31 December 2012
已簽訂尚未履行或尚未完全履行的在建工程合同	Construction contract signed but not implemented or not fully implemented	168,180,729.73	167,161,428.53
已授權但未簽訂尚未履行或尚未完全履行的在建工程合同	Construction contract authorized but not signed or not implemented or not fully implemented	270,638,170.29	273,919,396.41
已簽訂正在或準備履行的專有技術和專利許可合同	Proprietary technology and patent licensing contract signed and implementing or proposed to implement	51,269,359.46	70,113,578.61
合計	Total	<u>490,088,259.48</u>	<u>511,194,403.55</u>

(2) 經營租賃承擔

(2) Operating Lease commitments

根據不可撤銷的有關房屋經營租賃協議，本集團於期末以後應支付的最低租賃付款額如下：

According to the irrevocable lease agreement of premises, the minimum lease payments after the date of the reporting period that the Group should pay are as follows:

金額單位：人民幣元

Unit: RMB

項目	Item	2013年6月30日 30 June 2013	2012年12月31日 31 December 2012
1年以內(含1年)	Within 1 year (including 1 year)	7,135,848.33	7,878,041.00
1年以上2年以內(含2年)	1-2 years (including 2 years)	5,509,800.00	5,941,200.00
2年以上3年以內(含3年)	2-3 years (including 3 years)	5,315,250.00	5,250,000.00
3年以上	Over 3 years	28,000,000.00	30,625,000.00
合計	Total	<u>45,960,898.33</u>	<u>49,694,241.00</u>

## (九)、其他重要事項

### 1、租賃

有關本集團與融資租賃相關的應付款項的信息，參見附註(五)、28。

### 2、分部報告

本集團根據內部組織結構、管理要求及內部報告制度確定了機床業務和節能型離心壓縮機業務兩個報告分部。每個報告分部為單獨的業務分部，提供不同的產品和勞務，由於每個分部需要不同的技術及市場策略而需要進行單獨的管理。本集團管理層將會定期審閱不同分部的財務信息以決定向其配置資源、評價業績。

#### (1) 報告分部的利潤或虧損、資產及負債的信息

為了評價各個分部的業績及向其配置資源，本集團管理層會定期審閱歸屬於各分部資產、負債、收入、費用及經營成果，這些信息的編製基礎如下：

分部資產包括歸屬於各分部的所有的有形資產、無形資產及應收款項、預付款項及存貨等流動資產，但不包括集團內部交易未實現損益產生的遞延所得稅資產、長期股權投資及其它未分配的總部資產。分部負債包括歸屬於各分部的應付款、預收款項、銀行借款及預計負債等。

分部經營成果是指各個分部產生的收入(包括對外交易收入及分部間的交易收入)，扣除各個分部發生的費用、歸屬於各分部的資產發生的折舊和攤銷及減值損失、直接歸屬於某一分部的銀行存款及銀行借款所產生的利息淨支出後的淨額。分部之間收入的轉移定價按照與其它對外交易相似的條款計算。本集團並沒有將投資收益及董事薪酬分配給各分部。

## (IX). OTHER SIGNIFICANT EVENTS

### 1. Leases

Please refer to note (V).28 for information of amounts payable of the Group in respect of finance lease.

### 2. Segment Reporting

According to the internal organization structure, the requirements of management and internal reporting system, the Group defined its business into two reportable segments – boring machine and turbo machines. Each reportable segment is a separate business unit and provides different goods and services. As each segment needs different technology and marketing strategy, it needs separate management. The management of the Group will review the financial information of different segment regularly for the purpose of resources allocation and assessment of segment performance.

#### (1) Information of gain or loss, assets and liabilities for the reporting segments

In order to assess the performance of each segment and to allocate resources, the management of the Group will review assets, liabilities, income, expenses, and operating results which attribute to each segment. The preparation basis of these information is as follows:

Segment assets include current assets of all tangible assets, intangible assets, accounts receivable, prepayments, and inventories attributable to each segment, but not including deferred tax assets caused by the unrealized gains and losses of the Group's internal transactions, long-term equity investment and other undistributed assets of headquarters. Segment liabilities include accounts payable, advance from customers, bank loans and expected liabilities attributable to each segment.

Segment operating results is about the income generated by each segment (including income from transactions with outside parties and income from transactions between segments), deducting expenses caused by each segment, depreciation, amortization and impairment losses attributable to assets of each segment, and the net interest expense arising from between bank deposit and bank loans attributable to each segment. The pricing of transactions between segments is similar to that of transactions with outside parties. The Group did not allocate investment income and directors' remuneration to each segment.

下述披露的本集團各個報告分部的信息是本集團管理層在計量報告分部利潤(虧損)、資產和負債時運用了下列數據，或者未運用下列數據但定期提供給本集團管理層的：

The information of each reportable segment of the Group disclosed below is the data for the management of the Group to calculate the profit (loss), assets and liabilities of each segment or data not being used but provided to management regularly:

2013年6月30日

30 June 2013

金額單位：人民幣元  
Unit: RMB

項目	Item	機床業務分部 Business segment of boring machines	節能型離心 壓縮機業務分部 Business segment of turbo machines	分部間抵銷 Elimination between segments	未分配項目 Undistributed items	合計 Total
對外交易收入	Revenue from external customers	277,856,434.48	75,360,604.13	-	-	353,217,038.61
分部間交易收入	Inter-segment revenue	-	-	-	-	-
對聯營和合營企業的投資虧損	Investment loss from jointly controlled enterprises and associated companies	-	-	-	-1,187,757.24	-1,187,757.24
當期資產減值損失	Impairment loss of assets for the period	16,098,584.76	-	-	-	16,098,584.76
折舊和攤銷費用	Depreciation and amortization expenses	20,515,485.89	3,533,779.18	-	-	24,049,265.07
銀行存款利息收入	Interest income from bank deposits	118,318.43	77,257.87	-	-	195,576.30
利息支出	Interest expense	299,218.04	885,053.78	-	-	1,184,271.82
利潤總額(虧損總額以「-」列示)	Total profit ("-" for total loss)	-53,971,902.64	781,720.81	-	2,602,054.92	-50,588,126.91
所得稅費用 (所得稅收益以「-」號填列)	Income tax expenses ("-" for income tax income)	-7,694,246.12	264,955.08	-	166,722.29	-7,262,568.75
淨利潤(淨虧損以「-」列示)	Net profits ("-" for net loss)	-46,277,656.52	516,765.73	-	2,435,332.63	-43,325,558.16
資產總額	Total assets	2,259,346,677.52	416,855,140.76	-40,510,412.05	57,902,175.64	2,693,593,581.87
負債總額	Total liabilities	1,079,853,233.71	333,985,902.82	-40,510,412.05	-	1,373,328,724.48
<b>其他重要的非現金項目：</b>	<b>Other significant non-cash items:</b>					
- 折舊費和攤銷費以外的 其他非現金費用	- other non-cash expenses other than depreciation and amortization	17,552,146.47	-	-	-	17,552,146.47
- 長期股權投資	- long-term equity investment	-	-	-	57,258,456.02	57,258,456.02
- 長期股權投資以外的 其他非流動資產增加額	- other increment of non-current assets other than long-term equity investment	66,546,265.32	488,000.94	-	-	67,034,266.26

2012年6月30日

30 June 2012

金額單位：人民幣元  
Unit: RMB

項目	Item	機床業務分部 Business segment of boring machines	節能型離心 壓縮機業務分部 Business segment of turbo machines	分部間抵銷 Elimination between segments	未分配項目 Undistributed items	合計 Total
對外交易收入	Revenue from external customers	534,101,907.97	97,575,394.98	-	-	631,677,302.95
分部間交易收入	Inter-segment revenue	-	-	-	-	-
對聯營和合營企業的投資收益	Investment loss from jointly controlled enterprises and associated companies	-	-	-	617,934.94	617,934.94
當期資產減值損失	Impairment loss of assets for the period	24,647,148.14	-	-	-	24,647,148.14
折舊和攤銷費用	Depreciation and amortization expenses	19,369,080.57	3,625,504.97	-	-	22,994,585.54
銀行存款利息收入	Interest income from bank deposits	329,444.82	67,055.90	-	-	396,500.72
利息支出	Interest expense	3,512,150.42	752,183.08	-	-	4,264,333.50
利潤總額(虧損總額以「-」列示)	Total profit ("-" for total loss)	8,113,756.51	715,887.43	-	-4,641,423.71	4,188,220.23
所得稅費用 (所得稅收益以「-」號填列)	Income tax expenses ("-" for income tax income)	271,272.97	441,257.10	-	19,877.47	732,407.54
淨利潤(淨虧損以「-」列示)	Net profits ("-" for net loss)	4,521,468.96	274,630.33	-	-1,340,286.60	3,455,812.69
資產總額	Total assets	2,144,706,296.83	420,653,888.23	-17,853,446.82	59,542,425.06	2,607,049,163.30
負債總額	Total liabilities	853,512,036.16	322,048,250.72	-17,853,446.82	-	1,157,706,840.06
其他重要的非現金項目：	Other significant non-cash items:					
- 折舊費和攤銷費以外的 其他非現金費用	- other non-cash expenses other than depreciation and amortization	30,478,256.73	-	-	-	30,478,256.73
- 長期股權投資	- long-term equity investment	-	-	-	58,687,515.89	58,687,515.89
- 長期股權投資以外的 其他非流動資產增加額	- other increment of non-current assets other than long-term equity investment	48,700,686.82	500,140.71	-	-	49,200,827.53

## (2) 地區信息

下表列示了本集團按不同地區列示的有關外部客戶收入的信息，其中客戶所在的地區是根據貨物運輸地或服務提供地確定的：

## (2) Geographic Information

The following table sets out information about the geographical location of the Group's revenue from external customers. The geographical location of customers is based on the location at which the goods delivered or the services were provided.

金額單位：人民幣元  
Unit: RMB

截至6月30日止6個月期間

For the six months ended 30 June

項目	Item	2013年 2013	2012年 2012
中國大陸	China	342,799,423.77	613,916,717.28
國際	International	10,417,614.84	17,760,585.67
合計	Total	353,217,038.61	631,677,302.95

(十)、母公司財務報表主要項目註釋

(X). NOTES TO PRINCIPLE ITEMS OF THE PARENT COMPANY'S FINANCIAL STATEMENTS

1、應收賬款

1. Accounts receivable

(1) 應收賬款按客戶類別分析如下：

(1) Analysis of the accounts receivable in accordance with the type of customers:

金額單位：人民幣元  
Unit: RMB

類別	Type of customers	2013年6月30日 30 June 2013	2012年12月31日 31 December 2012
第三方	Third parties	399,860,107.88	394,118,535.57
關聯方	Related parties	6,639,648.77	4,425,928.75
小計	Sub-total	406,499,756.65	398,544,464.32
減：壞賬準備	Less: provision for bad and doubtful debts	200,772,650.29	185,547,357.79
合計	Total	205,727,106.36	212,997,106.53

(2) 應收賬款按賬齡分析如下：

(2) Ageing analysis of the accounts receivable:

金額單位：人民幣元  
Unit: RMB

賬齡	Ageing	2013年6月30日 30 June 2013	2012年12月31日 31 December 2012
1年以內(含1年)	Within 1 year (including 1 year)	124,055,163.46	135,923,002.67
1年至2年(含2年)	1-2 years (including 2 years)	79,537,063.45	73,253,832.15
2年至3年(含3年)	2-3 years (including 3 years)	64,967,977.28	68,656,121.72
3年以上	Over 3 years	137,939,552.46	120,711,507.78
小計	Sub-total	406,499,756.65	398,544,464.32
減：壞賬準備	Less: provision for bad and doubtful debts	200,772,650.29	185,547,357.79
合計	Total	205,727,106.36	212,997,106.53

賬齡自應收賬款確認日起開始計算。

The ageing is calculated from the date accounts receivable is recognized.

## (3) 應收賬款按種類披露

## (3) Analysis of the accounts receivable by category

金額單位：人民幣元  
Unit: RMB

種類	Type	註 Note	2013年6月30日 30 June 2013				2012年12月31日 31 December 2012			
			賬面餘額		壞賬準備		賬面餘額		壞賬準備	
			金額	比例(%)	金額	比例(%)	金額	比例(%)	金額	比例(%)
單項金額重大並 單項計提壞賬 準備的應收賬款	Individually significant and assessed individually for impairment	(4)	-	-	-	-	-	-	-	-
按組合計提壞賬 準備的應收賬款*	Collectively assessed for impairment*									
組合1	Group 1	(5)	399,860,107.88	98.37	200,772,650.29	50.21	394,118,535.57	98.89	185,547,357.79	47.08
組合2	Group 2	(10)	6,639,648.77	1.63	-	-	4,425,928.75	1.11	-	-
組合小計	Sub-total of groups		406,499,756.65	100.00	200,772,650.29	49.39	398,544,464.32	100.00	185,547,357.79	46.56
合計	Total		406,499,756.65	100.00	200,772,650.29		398,544,464.32	100.00	185,547,357.79	

註\*：此類包括單項測試未發生減值的應收賬款

Note\*: This category included accounts receivable having been individually assessed but not impaired

除了以記賬本位幣計價部分外，應收賬款包括以下其他貨幣金額：

Except for those denominated by functional currency, accounts receivable included the following amounts by other currencies:

幣種	外幣金額	2013年6月30日 30 June 2013		2012年12月31日 31 December 2012		
		折算率	人民幣金額	折算率	人民幣金額	
Currency	The amount of foreign currency	Exchange rate	The amount of RMB	The amount of foreign currency	Exchange rate	The amount of RMB
美元 USD	577,002.10	6.1787	3,565,122.86	248,069.10	6.2855	1,559,238.32

本集團並無就上述已計提壞賬準備的應收賬款持有任何抵押品。

The Company did not have any collateral for the above accounts receivable with provision for bad and doubtful debt.



(4) 期末無單項金額重大並單項計提壞賬準備的應收賬款。

(4) As at the end of the period, there was no individually significant accounts receivable assessed individually for bad and doubtful debts.

(5) 組合中，按賬齡分析法計提壞賬準備的應收賬款：

(5) Accounts receivables provided for bad debt using ageing analysis method:

金額單位：人民幣元  
Unit: RMB

		2013年6月30日 30 June 2013			2012年12月31日 31 December 2012		
		賬面餘額 Book balance		壞賬準備 Provision for bad and doubtful debts	賬面餘額 Book balance		壞賬準備 Provision for bad and doubtful debts
		金額	比例(%)		金額	比例(%)	
賬齡	Ageing	Amount	Proportion (%)		Amount	Proportion (%)	
1年以內	Within one year	117,659,514.69	29.43	5,688,475.73	131,741,073.92	33.43	6,501,908.41
1至2年	1-2 years	79,537,063.45	19.89	23,861,119.04	73,253,832.15	18.59	21,976,149.65
2至3年	2-3 years	64,967,977.28	16.25	40,388,786.37	68,656,121.72	17.42	42,601,673.03
3年以上	Over 3 years	137,695,552.46	34.43	130,834,269.15	120,467,507.78	30.56	114,467,626.70
合計	Total	399,860,107.88	100.00	200,772,650.29	394,118,535.57	100.00	185,547,357.79

(6) 本期間本公司無發生重大的應收賬款壞賬準備轉回或收回。

(6) There was no significant provision for bad and doubtful debts reversed or collected for the accounts receivable for the period.

(7) 本期間本公司無發生重大的應收賬款的核銷。

(7) There was no significant writing-off for the accounts receivable for the period.

(8) 應收賬款金額前五名單位情況

(8) Amounts of top five accounts receivable

金額單位：人民幣元

Unit: RMB

佔應收賬款

總額的比例(%)

Percentage to

total accounts

receivable (%)

單位名稱	與本公司關係	金額	賬齡	佔應收賬款總額的比例(%)
Ranking	Relationship with the Company	Amount	Ageing	Percentage to total accounts receivable (%)
第一名 1st	第三方 Third party	13,976,000.00	1年以上 Over one year	3.44
第二名 2nd	第三方 Third party	12,205,175.14	1年以內 Within one year	3.00
第三名 3rd	第三方 Third party	10,668,000.00	1年以上 Over one year	2.62
第四名 4th	第三方 Third party	10,386,199.29	1年以內 Within one year	2.56
第五名 5th	第三方 Third party	8,177,400.00	1年以上 Over one year	2.01
合計	Total	<u>55,412,774.43</u>		13.63

由於第三方客戶的名稱涉及本集團的商業機密，本公司未披露其具體名稱。

As names of third party customers involve the business secret of the Company, we did not disclose the specific names of the customers.

(9) 上述餘額中無應收持有本公司5% (含5%) 以上表決權股份的股東的款項。

(9) In the above balances, there were no accounts receivable due from shareholders holding over 5% (or 5%) shares of the Company entitling voting rights.

(10) 應收關聯方款項

(10) Accounts receivable from related parties

金額單位：人民幣元

Unit: RMB

佔應收賬款

總額的比例(%)

Percentage to

total accounts

receivable (%)

單位名稱	附註	與本公司關係	金額	佔應收賬款總額的比例(%)
Name of the related party	Note	Relationship with the Company	Amount	Percentage to total accounts receivable (%)
昆明道斯 Kunming TOS	(六)、6 (VI). 6	合營企業 Jointly controlled enterprise	6,395,648.77	1.57
長沙賽爾 Changsha Ser	(六)、6 (VI). 6	子公司 Subsidiary	244,000.00	0.06
合計	Total		<u>6,639,648.77</u>	<u>1.63</u>

## 2、其他應收款

(1) 其他應收款按客戶類別分析如下：

		金額單位：人民幣元 Unit: RMB	
類別	Type	2013年6月30日 30 June 2013	2012年12月31日 31 December 2012
第三方	Third parties	20,406,264.83	15,620,182.68
關聯方	Related parties	9,130,942.28	7,591,194.33
小計	Sub-total	29,537,207.11	23,211,377.01
減：壞賬準備	Less: provision for bad and doubtful debts	5,122,067.47	4,248,775.21
合計	Total	24,415,139.64	18,962,601.80

(2) 其他應收款按賬齡分析如下：

		金額單位：人民幣元 Unit: RMB	
賬齡	Ageing	2013年6月30日 30 June 2013	2012年12月31日 31 December 2012
1年以內(含1年)	Within 1 year (including 1 year)	15,128,441.36	12,054,246.27
1年至2年(含2年)	1-2 years (including 2 years)	4,159,346.23	4,246,989.15
2年至3年(含3年)	2-3 years (including 3 years)	3,379,624.95	3,268,260.68
3年以上	Over 3 years	6,869,794.57	3,641,880.91
小計	Sub-total	29,537,207.11	23,211,377.01
減：壞賬準備	Less: provision for bad and doubtful debts	5,122,067.47	4,248,775.21
合計	Total	24,415,139.64	18,962,601.80

賬齡自其他應收款確認日起開始計算。

The ageing is calculated from the date other receivables are recognized.

(3) 其他應收款按種類分析如下：

(3) Analysis of other receivables by category:

金額單位：人民幣元

Unit: RMB

種類	Type	註 Note	2013年6月30日 30 June 2013				2012年12月31日 31 December 2012			
			賬面餘額		壞賬準備		賬面餘額		壞賬準備	
			金額	比例(%)	金額	比例(%)	金額	比例(%)	金額	比例(%)
單項金額重大並 單項計提壞賬 準備的其他應收款	Individually significant and assessed individually for impairment	(4)	-	-	-	-	-	-	-	-
按組合計提壞賬 準備的其他應收款*	Collectively assessed for impairment*									
組合1	Group 1	(5)	20,406,264.83	69.09	5,122,067.47	25.10	15,620,182.68	67.30	4,248,775.21	27.20
組合2	Group 2	(10)	9,130,942.28	30.91	-	-	7,591,194.33	32.70	-	-
組合小計	Sub-total of groups		29,537,207.11	100.00	5,122,067.47	17.34	23,211,377.01	100.00	4,248,775.21	18.30
合計	Total		29,537,207.11	100.00	5,122,067.47		23,211,377.01	100.00	4,248,775.21	

註\*：此類包括單項測試未發生減值的其他應收款

Note\*: This category included other receivables having been individually assessed but not impaired.

本集團並無就上述已計提壞賬準備的其他應收款持有任何抵押品。

The Company did not have any collateral for the above other receivables with provision for bad and doubtful debt.

(4) 期末無單項金額重大並單項計提壞賬準備的其他應收款。

(4) As at the end of the period, there was no individually significant other receivables assessed individually for bad and doubtful debts.

(5) 組合中，按賬齡分析法計提壞賬準備的其他應收款：

(5) Other receivables provided for bad debt using ageing analysis method:

金額單位：人民幣元  
Unit: RMB

		2013年6月30日 30 June 2013			2012年12月31日 31 December 2012		
		賬面餘額 Carrying amount		壞賬準備 Provision for bad and doubtful debts	賬面餘額 Carrying amount		壞賬準備 Provision for bad and doubtful debts
賬齡 Ageing	Ageing	金額 Amount	比例(%) Proportion (%)		金額 Amount	比例(%) Proportion (%)	
1年以內	Within one year	13,218,245.39	64.78	589,036.65	11,027,548.68	70.60	620,840.87
1至2年	1-2 years	3,503,096.66	17.17	1,348,108.04	2,087,071.85	13.36	1,122,372.19
2至3年	2-3 years	1,219,707.65	5.98	1,019,707.65	1,121,452.70	7.18	1,121,452.70
3年以上	Over 3 years	2,465,215.13	12.07	2,165,215.13	1,384,109.45	8.86	1,384,109.45
合計	Total	<u>20,406,264.83</u>	<u>100.00</u>	<u>5,122,067.47</u>	<u>15,620,182.68</u>	<u>100.00</u>	<u>4,248,775.21</u>

(6) 本期間本集團無發生重大的其他應收款壞賬準備轉回或收回。

(6) There was no significant provision for bad and doubtful debt to be reversed or collected for the other receivables for the period.

(7) 本期間本公司無發生重大的其他應收款的核銷。

(7) There was no write-off for the other receivables for the period.

## (8) 其他應收款金額前五名單位情況

## (8) Amounts of top five other receivables

金額單位：人民幣元  
Unit: RMB

單位名稱	與本公司關係	金額	賬齡	佔其他應收款總額的比例(%)
Name	Relationship with the Company	Amount	Ageing	Percentage to total other receivables (%)
西安賽爾 Xi'an Ser	子公司 Subsidiary	7,257,291.38	一年以上 Over one year	24.57
昆明道斯 Kunming TOS	合營企業 Jointly controlled enterprise	1,873,650.90	一年以內 Within one year	6.34
昆明耀成科技 有限公司 Kunming Yaocheng Hi-tech Co., Ltd.	第三方 Third party	1,507,922.00	一年以內 Within one year	5.11
大連金重(旅順) 重工有限公司 Dalian Jinzhong (Port Arthur) Heavy Industry Co., Ltd.	第三方 Third party	910,000.00	一年以內 Within one year	3.08
中國機床工具 工業協會 China machine tool and tool builders' association	第三方 Third party	900,000.00	一年以內 Within one year	3.05
合計	Total	<u>12,448,864.28</u>		42.15

(9) 上述餘額中無應收持有本公司5% (含5%) 以上表決權股份的股東的款項。

(9) In the above balances, there were no other receivables due from shareholders holding over 5% (or 5%) shares of the Company entitling voting rights.

## (10) 其他應收關聯方款項

## (10) Other receivables from related parties

金額單位：人民幣元  
Unit: RMB

單位名稱	附註	與本公司關係	金額	佔其他應收款總額的比例(%)
Name	Note	Relationship with the Company	Amount	Percentage to total other receivables (%)
西安賽爾 Xi'an Ser	(六)、6 (VI). 6	子公司 Subsidiary	7,257,291.38	24.57
昆明道斯 Kunming TOS	(六)、6 (VI). 6	合營企業 Jointly controlled enterprise	1,873,650.90	6.34
合計	Total		<u>9,130,942.28</u>	30.91

### 3、長期股權投資

(1) 長期股權投資分類如下：

		金額單位：人民幣元 Unit: RMB	
項目	Item	2013年6月30日 30 June 2013	2012年12月31日 31 December 2012
對子公司的投資	Investment in subsidiaries	24,693,265.85	24,693,265.85
對合營企業的投資	Investment in jointly controlled enterprises	42,530,661.47	43,631,371.02
對聯營企業的投資	Investment in associated companies	13,582,794.55	14,348,530.66
其他長期股權投資	Other long-term equity investments	2,000,000.00	2,000,000.00
小計	Sub-total	82,806,721.87	84,673,167.53
減：減值準備	Less: impairment provision	2,000,000.00	2,000,000.00
合計	Total	80,806,721.87	82,673,167.53

(2) 長期股權投資本期變動情況分析如下：

### 3. Long-term equity investments

(1) Long-term equity investments by type:

(2) Analysis of changes of long-term equity investment for the year:

		金額單位：人民幣元 Unit: RMB									
被投資單位	Invested company	投資成本 Investment cost	期初餘額 Opening balance	增減變動 Increase/decrease	期末餘額 Closing balance	在被投資單位 持股比例(%) Percentage of shareholding in the invested company (%) (A)	在被投資單位 表決權比例(%) Percentage of voting rights in the invested company (%) (B)	在被投資單位 持股比例與 表決權比例 不一致的說明 Explanation for difference between (A) and (B)	減值準備 Impairment provision	本期計提 減值準備 Impairment provision for the period	本期 現金紅利 Cash dividend for the period
<b>權益法—合營公司</b> Under equity method: jointly controlled enterprises											
昆明道斯	Kunming TOS	24,739,533.99	43,631,371.02	-1,100,709.55	42,530,661.47	50.00	50.00	-	-	-	678,688.42
<b>權益法—聯營公司</b> Under equity method: associated company											
西安瑞特	Xi'an Ruite	14,000,000.00	14,348,530.66	-765,736.11	13,582,794.55	23.34	23.34	-	-	-	-
<b>成本法—子公司</b> Under cost method: subsidiary											
西安賽爾	Xi'an Ser	21,693,265.85	21,693,265.85	-	21,693,265.85	45.00	60.00	註	-	-	-
通用設備	General Machine	3,000,000.00	3,000,000.00	-	3,000,000.00	100.00	100.00	-	-	-	-
小計	Sub-total	24,693,265.85	24,693,265.85	-	24,693,265.85				-	-	-
<b>成本法—其他長期股權投資</b> Under cost method: other long-term equity investment											
雲南澄江銅材廠	Yunnan Cheng Jiang Copper Products Plant	2,000,000.00	2,000,000.00	-	2,000,000.00	40.00	40.00		2,000,000.00	-	-
合計	Total	65,432,799.84	84,673,167.53	-1,866,445.66	82,806,721.87				2,000,000.00	-	678,688.42

註：本公司對西安賽爾的表決權比例是根據本公司在西安賽爾的董事會所佔的表決權比例確定。本公司能夠對西安賽爾的財務和經營決策實施控制，因此本公司將西安賽爾視作本公司之子公司，並採用成本法核算。

Note: The percentage of voting rights of Company in Xi'an Ser is determined by the percentage to total voting rights in the board of directors of Xi'an Ser. The Company can have control to Xi'an Ser's finance and operating decisions. Therefore, the Company treated Xi'an Ser as a subsidiary and adopts cost method for accounting.

(3) 重要合營企業和聯營企業信息：

重要合營企業和聯營企業信息詳細參見附註(五)、8(3)。

(3) Information of major jointly controlled enterprises and associated companies:

Please refer to note (V).8(3) for information of major jointly controlled enterprise and associated companies.

#### 4、營業收入、營業成本

(1) 營業收入、營業成本

#### 4. Operating income and operating costs

(1) Operating income and operating costs

金額單位：人民幣元

Unit: RMB

截至6月30日止6個月期間

For the six months ended 30 June

項目	Item	2013年 2013	2012年 2012
主營業務收入	Operating income	276,942,122.39	531,027,425.05
其中：銷售商品收入	Including: Income from sales of products	262,906,532.44	527,174,013.39
提供勞務收入	Income from rendering services	14,035,589.95	3,853,411.66
其他業務收入	Other operating income	914,312.09	2,053,170.96
營業收入合計	Total operating income	<u>277,856,434.48</u>	<u>533,080,596.01</u>
營業成本	Operating costs	<u>232,827,799.10</u>	<u>396,054,285.03</u>

(2) 營業收入(分業務)

(2) Operating income (by business line)

金額單位：人民幣元

Unit: RMB

截至6月30日止6個月期間

For the six months ended 30 June

業務名稱	Business	2013年 2013		2012年 2012	
		營業收入 Operating income	營業成本 Operating costs	營業收入 Operating income	營業成本 Operating costs
機床產品銷售及服務	Sales and service of boring machines	<u>277,856,434.48</u>	<u>232,827,799.10</u>	<u>533,080,596.01</u>	<u>396,054,285.03</u>



## (3) 本期前五名客戶的營業收入情況

## (3) Operating income from the top five customers in the period

金額單位：人民幣元

Unit: RMB

佔營業收入

總額的比例(%)

Percentage to

total operating

income (%)

單位名稱	Ranking	營業收入 Operating income	佔營業收入 總額的比例(%) Percentage to total operating income (%)
第一名	1st	15,641,025.64	5.63
第二名	2nd	10,017,094.02	3.61
第三名	3rd	7,521,367.52	2.71
第四名	4th	6,605,128.21	2.38
第五名	5th	6,581,196.58	2.37
合計	Total	46,365,811.97	16.70

由於客戶的名稱涉及本集團的商業機密，本公司未披露截至2013年6月30日止6個月期間前五名客戶的具體名稱。

The Company has not disclosed the specific names of the top 5 customers for the period six months ended 30 June 2013, which involved commercial secret of the Group.

## 5、投資收益

## 5. Investment income

金額單位：人民幣元

Unit: RMB

截至6月30日止6個月期間

For the six months ended 30 June

項目	Item	附註 Note	2013年 2013	2012年 2012
權益法核算的長期股權投資收益	Income from long-term equity investment under equity method	十、(X). 3	-1,187,757.24	617,934.94

(1) 按權益法核算的長期股權投資收益情況如下：

(1) The amount of long-term equity investment income under equity method:

截至6月30日止6個月期間

For the six months ended 30 June

被投資單位	Invested company	2013年 2013	2012年 2012
昆明道斯	Kunming TOS	-422,021.13	1,065,821.94
西安瑞特	Xi'an Ruite	-765,736.11	-447,887.00
合計	Total	-1,187,757.24	617,934.94

## 6、現金流量表相關情況

### (1) 現金流量表補充資料

## 6. Related information of cash flow statement

### (1) Supplementary information of the cash flow statement

金額單位：人民幣元

Unit: RMB

截至6月30日止6個月期間

For the six months ended 30 June

補充資料	Supplemental information	2013年 2013	2012年 2012
<b>1. 將淨利潤調節為經營活動現金流量：</b>	<b>1. Reconciliation of net profit to cash flows from operating activities:</b>		
淨利潤(虧損以「-」號填列)	Net profit ("-" for net loss)	-43,932,956.37	7,028,991.92
加：資產減值準備	Add: Provision for impairment of assets	16,098,584.76	23,517,148.14
固定資產折舊	Depreciation of fixed assets	19,405,182.25	18,620,743.12
無形資產攤銷	Amortization of intangible assets	1,242,820.08	880,170.61
長期待攤費用攤銷	Amortization of long-term deferred expenses	384,228.28	146,016.49
遞延收益攤銷	Amortization of deferred income	-102,650.00	-102,650.10
處置固定資產的損失 (收益以「-」號填列)	Loss on disposal of fixed assets ("-" for gain)	49,534.58	-
財務費用(收益以「-」號填列)	Financial expenses ("-" for incomes)	344,405.16	2,838,665.44
投資損失(收益以「-」號填列)	Investment loss ("-" for incomes)	1,187,757.24	-617,934.94
遞延所得稅資產減少 (增加以「-」號填列)	Decrease in deferred tax assets ("-" for increase)	-8,026,540.33	-3,292,613.83
存貨的減少 (增加以「-」號填列)	Decrease in inventories ("-" for increase)	-26,852,600.94	-56,415,206.90
經營性應收項目的減少 (增加以「-」號填列)	Decrease in operating receivable ("-" for increase)	-132,631,612.20	-103,615,327.31
經營性應付項目的增加 (減少以「-」號填列)	Increase in operating payable ("-" for decrease)	117,775,225.76	113,802,893.94
經營活動產生的現金流量淨額	Net cash flows from operating activities	<u>-55,058,621.73</u>	<u>2,790,896.58</u>
<b>2. 現金及現金等價物淨變動情況：</b>	<b>2. Net movements in cash and cash equivalents:</b>		
現金的期末餘額	Closing balance of cash	78,019,783.77	116,368,718.87
減：現金的期初餘額	Less: Opening balance of cash	<u>71,927,250.50</u>	<u>143,087,572.52</u>
現金及現金等價物淨增加額 (減少以「-」號填列)	Net increase of cash and cash equivalents (("-" for decrease)	<u>6,092,533.27</u>	<u>-26,718,853.65</u>

## (2) 現金和現金等價物的構成

## (2) Composition of cash and cash equivalents

金額單位：人民幣元

Unit: RMB

項目	Item	2013年6月30日 30 June 2013	2012年12月31日 31 December 2012
一、現金	1. Cash		
其中：庫存現金	Including: cash on hand	565,613.49	295,446.95
可隨時用	bank deposits		
於支付的	available on		
銀行存款	demand	77,454,170.28	71,631,803.55
期末現金餘額	Closing balance of cash	78,019,783.77	71,927,250.50

註：以上披露的現金和現金等價物不含使用受限制的貨幣資金及期限短的投資的金額。

Note: the above disclosed cash and cash equivalents do not include the amounts of monetary funds with restricted usage and short-term investments.

## (十一)、淨流動資產

## (XI). NET CURRENT ASSETS

金額單位：人民幣元

Unit: RMB

項目	Item	2013年6月30日	2012年12月31日	2013年6月30日	2012年12月31日
		本集團	本集團	本公司	本公司
		30 June	31 December	30 June	31 December
		2013	2012	2013	2012
		The Group	The Group	The Company	The Company
流動資產	Current assets	1,632,454,961.95	1,535,239,783.32	1,294,695,247.14	1,222,382,929.57
減：流動負債	Less: current liabilities	1,268,141,577.78	1,091,593,503.93	952,666,087.01	797,303,103.68
淨流動資產	Net current assets	<u>364,313,384.17</u>	<u>443,646,279.39</u>	<u>342,029,160.13</u>	<u>425,079,825.89</u>

## (十二)、總資產減流動負債

## (XII). TOTAL ASSETS LESS CURRENT LIABILITIES

金額單位：人民幣元

Unit: RMB

項目	Item	2013年6月30日	2012年12月31日	2013年6月30日	2012年12月31日
		本集團	本集團	本公司	本公司
		30 June	31 December	30 June	31 December
		2013	2012	2013	2012
		The Group	The Group	The Company	The Company
資產總計	Total assets	2,693,593,581.87	2,548,752,225.10	2,310,318,248.35	2,187,269,380.31
減：流動負債	Less: current liabilities	1,268,141,577.78	1,091,593,503.93	952,666,087.01	797,303,103.68
總資產減流動負債	Total assets less current liabilities	<u>1,425,452,004.09</u>	<u>1,457,158,721.17</u>	<u>1,357,652,161.34</u>	<u>1,389,966,276.63</u>

補充資料

1、非經常性損益明細表

SUPPLEMENTAL INFORMATION

1. EXTRAORDINARY GAINS AND LOSSES

金額單位：人民幣元

Unit: RMB

截至2013年

6月30日止6個月期間

For the six

months ended

30 June 2013

項目	Item	
非流動資產處置損益	Disposal of non-current assets	-49,534.58
計入當期損益的政府補助(與企業業務密切相關，按照國家統一標準定額或定量享受的政府補助除外)	Government grants recognized through profit and loss (excluding those having close relationship with the Group's operation and enjoyed in fixed amount or quantity according to uniform national standard)	405,000.00
除上述各項之外的其他營業外收入和支出	Other non-operating income and expenses besides items above	-88,131.78
所得稅影響額	Effect of income tax	-40,100.05
少數股東權益影響額(稅後)	Effect of minority interests (after tax)	-22,091.00
合計	Total	205,142.59

2、淨資產收益率及每股收益

本集團按照證監會頒布的《公開發行證券公司信息披露編報規則第9號—淨資產收益率和每股收益的計算及披露》(2010年修訂)以及會計準則相關規定計算的淨資產收益率和每股收益如下：

2. RETURN ON NET ASSETS AND EARNINGS PER SHARE

The return on net assets and earnings per share prepared in accordance with No.9 of Rules for the Compilation and Submission of Information Disclosure by Public Offering Companies issued by China Securities Regulatory Commission (2010 revised) and regulations of relevant accounting standards are as follows:

報告期利潤	Earnings during the reporting period	加權平均 淨資產收益率(%) Weighted average of return on net assets (%)	每股收益	
			基本每股收益 Basic earnings per share	稀釋每股收益 Diluted earnings per share
歸屬於公司普通股股東的淨利潤	Net earnings attributable to the ordinary shareholders of the Company	-3.36%	-0.0821	-0.0821
扣除非經常性損益後歸屬於公司普通股股東的淨利潤	Net earnings attributable to the ordinary shareholders of the Company excluding extraordinary gains and losses	-3.38%	-0.0825	-0.0825

## 九、備查文件目錄

- (一) 載有公司法定代表人、公司財務負責人簽名並蓋章的財務報表
- (二) 報告期內在中國證監會指定報紙上公開披露過的所有公司文件的正本及公告的原稿
- (三) 2013年半年度報告
- (四) 董事、高級管理人員對2013年半年度報告的書面確認意見
- (五) 監事會對董事會編製的《2013年半年度報告》的書面審核意見

董事長：王興  
沈機集團昆明機床股份有限公司  
2013年8月29日

## IX. DOCUMENTS AVAILABLE FOR INSPECTION

- (1) Financial statements signed and stamped by legal representative and financial officer of the Company
- (2) Original copy of all documents and the drafts of announcements as disclosed in newspapers as specified by the CSRC during the reporting period
- (3) 2013 Interim Report
- (4) Written confirmation for the 2013 Interim Report by directors and senior management officers
- (5) Written approval by supervisory committee for 2013 Interim Report prepared by the Board

**Shenji Group Kunming Machine Tool Company Limited**  
Wang Xing *Chairman*  
29 August 2013