



# 中國機械設備工程股份有限公司

## China Machinery Engineering Corporation\*

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

(於中華人民共和國註冊成立的股份有限公司)

Stock Code 股份代號: 1829

Interim Report **2018** 中期報告



\* For identification purposes only  
\* 僅供識別

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# Chairman's Statement

## 董事長致辭

Dear Shareholders,

In the first half of 2018, global economy had stayed on an upward trajectory as a whole since last year, and international trade and bulk commodity prices kept rising. However, the overall market is facing new challenges brought by significant changes in the external environment. Eurozone economy slowed down and emerging markets saw intensified fluctuations in economy. As a result, major economies diverged with each other in economic growth trend, and marginal growth momentum of world economy weakened. In the first half of 2018, China's gross domestic product (GDP) amounted to RMB41,896.1 billion, up by 6.8% on a year-on-year basis and slightly down by 0.1% as compared with the same period of last year, showing a rising trend amid stability.

In the first half of 2018, "the Belt and Road" policy continued to provide positive factors and growth momentum for China and its surrounding regions. As a PRC engineering contracting company first going out, CMEC has been proactively expanding its overseas business and has established years of profound market foundation along "the Belt and Road" route and completed quality constructions marking friendship and cooperation with many countries and regions, building up a sound brand image and reputation.

尊敬的各位股東：

2018年上半年，全球經濟延續了去年的整體增長走勢，國際貿易和大宗商品價格均繼續走高。然而，外部環境變化明顯，整體市場正面臨新挑戰。歐元區經濟增速放緩和新興市場經濟動盪加劇，以致主要經濟體增長態勢有所分化，世界經濟增長動能出現邊際性減弱。上半年中國國內生產總值為人民幣41,896.1億元，同比增長6.8%，較去年同期小幅回落0.1%，走勢穩中向好。

2018年上半年，「一帶一路」的政策繼續為中國和周邊地區帶來利好因素和增長動力。作為率先「走出去」的中國工程承包企業，CMEC積極開拓海外市場業務，與「一帶一路」沿線國家級相關區域建立了多年深厚的市場基礎，很多國家和地區留下了標誌著友誼合作的優質工程，塑造了良好的品牌形象與聲譽。



### BUSINESS REVIEW

The warming world economy, continuous release of the policy dividend of the initiative and other positive factors, robust demand from markets along the route and strong business development momentum also provided more market opportunities for CMEC's expansion into overseas markets. Meanwhile, international environment still brought relevant risks and challenges to the industrial development, which was significantly affected by the complicated world economic and political landscapes, adjustment of international energy structure and increasingly intensified competition, etc. The Company captured the opportunity, confronted the challenges and worked together with its employees to secure its steady development as a whole. The Company recorded a revenue of RMB12,048.3 million, gross profit of RMB1,939.7 million and operating profit of RMB906.9 million in the first half of 2018.

International Engineering Contracting Business is one of CMEC's traditional core businesses. As the world's leading international engineering contractor and service provider, the Group has a primary focus on EPC projects and particular expertise in the power sector. During the Period, the Group's revenue generated from the International Engineering Contracting Business was approximately RMB7,426.0 million, which accounted for 61.6% of the Group's total revenue, representing an increase of 10.0% as compared with the Corresponding Period in 2017, while the gross profit of the power sector accounted for about 80.1% of the total gross profit of the International Engineering Contracting Business, with the gross profit rate maintained at about 22.6%, holding a leading position in the industry.

### 業務回顧

世界經濟逐漸回暖，倡議等不斷釋放紅利，沿線市場需求旺盛，業務發展勢頭強勁，也為CMEC拓展海外業務提供了更多的市場機遇。同時，國際局勢仍給行業發展帶來相關的風險和挑戰，受到世界經濟政治形勢複雜、國際能源結構調整、競爭不斷加劇等因素的重大影響。公司抓住機遇，迎接挑戰，在共同努力下總體運營保持穩健發展。公司在2018年上半年實現收入人民幣12,048.3百萬元；毛利人民幣1,939.7百萬元；經營溢利人民幣906.9百萬元。

國際工程承包業務為CMEC傳統核心業務之一，作為國際領先的工程承包與服務商，集團主要專注負責EPC項目，且重點發展在電力能源行業，本期間內，集團國際工程承包業務收入約為人民幣7,426.0百萬元，佔集團總收入的61.6%，較2017年同期增加10.0%，而電力能源行業的毛利則佔國際工程承包業務總毛利約80.1%，毛利率保持在約22.6%，處於行業領先水平。

# Chairman's Statement

## 董事長致辭

In the first half of 2018, the Company continued to proactively expand our overseas business. On April 6, the Company entered into an EPC contract regarding the Nikopol photovoltaic power station project in Ukraine, in which it was responsible for project design, equipment purchase, construction, installation, debugging and staff training. On May 26, the Company signed with Siddiqsons Energy Limited in Pakistan a contract regarding the Siddiqsons 1x330MW pithead coal fired power station project at Thar Block II in Sindh Province of Pakistan. On June 9, the Company signed with Sosian Menengai Geothermal Power Ltd (SMGP) a general EPC contract regarding the Menengai 35MW geothermal project in Kenya, which is the first geothermal power station project signed by the Company and is a milestone in development of the geothermal project market.

In the first half of 2018, the Company implemented projects without major safety incidents. During the implementation of the projects, attention was paid to fulfilling social responsibilities, and the brand reputation and popularity of the brand continued to increase. CMEC promoted implementation of projects with good quality in time and in an orderly way. It was widely acclaimed and maintained excellent performance. Mr. Ruto, Kenya's deputy president, made an inspection on the site of Kenya RWC421 highway upgrading and maintenance project; Abbasi, Pakistan's prime minister, attended the ceremony for grid-connected power generation of the first generating unit in NJ hydropower project. Deputy Director Kong Quan and committee members Yang Yanyi and Shi Ke from the delegation of the Foreign Affairs Committee of CPPCC, went to the Company's offices in Pakistan and Bangladesh for survey and research; LEKIE Province of Cameroon expressed acknowledgements to and the Commercial Office of Chinese Embassy in Cameroon spoke highly of the closure of cofferdam of the water intake pumping station for the Sanaga drinking water treatment plant and auxiliary projects in Yaounde, Cameroon.

2018年上半年，公司繼續積極開拓海外市場。4月6日，公司簽署了烏克蘭尼克波爾光伏電站項目的EPC合同，負責項目設計、設備採購、施工、安裝、調試及人員培訓等工作；5月26日，公司與巴基斯坦Siddiqsons Energy Limited共同簽署巴基斯坦信德省塔爾煤田II區塊史迪克森1x330MW坑口燃煤電站項目；6月9日，公司與Sosian Menengai Geothermal Power Ltd (SMGP)共同簽署了肯尼亞Menengai 35MW地熱項目EPC總承包合同，該項目是公司簽約的首個地熱電站項目，將有助於打開地熱新能源項目市場，具有里程碑意義。

2018年上半年，公司執行的項目全年無重大安全事故，項目執行過程中注重履行社會責任，品牌美譽度和知名度持續提升。CMEC按時、保質、有序推進地執行項目，廣受各方關注並獲得高度讚譽，從而保持良好執行情況。肯尼亞副總統魯托先生視察的肯尼亞RWC421公路升級及維護項目現場；巴基斯坦總理阿巴西出席NJ水電項目首台機組並網發電典禮；全國政協外事委員會代表團孔泉副主任、楊燕怡委員、石柯委員等一行相繼赴公司於巴基斯坦、孟加拉代表處考察調研；喀麥隆雅溫得市薩納加飲用水處理廠及配套工程項目的取水泵站圍堰合龍獲喀麥隆LEKIE省致謝並獲中國駐喀麥隆大使館經商處給予高度讚賞。

## Chairman's Statement 董事長致辭

CMEC saw continued improvement in its trade business and further optimized structure. In the first half of 2018, the Company obtained the share certificates of three industrial joint ventures, which are China Machinery Precision Manufacturing (Jiangsu) Co., Ltd., CMIPC Huajin Casting Co., Ltd. and China Machinery Metal Jiangsu Co., Ltd.; the Company's patent for invention of brake disc body was selected for the 2017 Major Railway Scientific and Technological Innovation Achievements Bank of the State Railway Administration; CMIPC also made breakthroughs in hydraulic shovel walking system and sales in the Australian mining market.

In the first half of 2018, CMEC's Services Business maintained a stable development momentum. Its design consulting business and general contracting business covered 24 and 13 provinces and cities nationwide, respectively; its contract amounts by industry distribution were relatively balanced, which helped to enhance its overall risk resistance capacity. The Company maintained its unique advantages in industrial engineering, civil construction, municipal environmental protection engineering and electrical engineering. In the first half of 2018, the Company submitted 20 applications for intellectual property rights and had 27 patents authorized, representing improving hi-tech innovation capacity of the Company brought by its efforts to promote commercialization of research outputs and construction of enterprise technological center.

The Company continued to grasp market development opportunities and steadily promoted market development while following relevant policies and infrastructure construction guidelines, so that the Company achieved steady development in engineering investigation, design, testing, contracting and international engineering sectors, and recorded growth in relevant new contract amount and business scale. In respect of innovation and development, CMEC achieved fruitful results in the first half of the year, e.g. it completed application for 2 national projects, had 20 ongoing projects, had 1 project winning Yan'an Science and Technology Award, and 2 research platforms passing the acceptance test.

CMEC貿易業務情況持續向好，並進一步優化結構。2018年上半年，公司取得了中設精工製造江蘇有限公司、山西中設華晉鑄造有限公司和國機金屬江蘇有限公司三個實業化合營公司股權證書；其制動盤盤體發明專利成功入選國家鐵路局2017年度鐵路重大科技創新成果庫；中設裝備在液壓鏟行走系統和澳洲礦山市場的銷售方面也取得突破。

2018年上半年，CMEC服務業務呈穩定發展勢態。其中，設計諮詢業務和總承包業務分別覆蓋全國24和13個省市；以行業分佈計的合同額相對均衡，有助於增強整體抗風險能力。公司在工業工程、民用建築、市政環保工程和電力工程各方面，均保持其獨特優勢。公司於上半年共申請知識產權20項，獲授權專利27項，可見公司在推進成果轉換和企業技術中心建設下，科技創新能力不斷提高的成果。

公司繼續把握市場發展機遇，並緊隨相關政策和設施建設，穩步推進市場開拓力度，使公司在工程勘察、設計、檢測、承包和國際工程版塊中均有穩健發展，當中的新簽合同額和業務規模錄得增長。而在創新發展方面，CMEC於上半年取得豐碩成果，包括完成國家級課題申報2項、在研項目20項、1項成果獲延安市科學技術特等獎、以及2個順利通過驗收的科研平台。

# Chairman's Statement

## 董事長致辭

### FUTURE PROSPECTS

Given that efforts in the prevention of financial risks and structural deleveraging will be intensified to promote economic transformation and upgrading, it is expected that the Chinese economy will continue to be under pressure in the second half of 2018. However, the consumption upgrading, trade structure optimization and overcapacity-cut will help strengthen the stability and resistance of the Chinese economy in the face of international trade market tensions, global credit risks, and other challenges.

This year marks the 40th anniversary of the establishment of CMEC. The Company will continue to reinforce its efforts to develop the three major businesses. In the International Engineering Contracting Business, the Company will strengthen management, implementation and quality control in line with national strategies, and develop innovative business models; in the Trading Business, the Company will pre-judge the market situation, strictly control inventory, asset-liability ratio and risk control; on the front of the Services Business, the Company will strengthen its support for business technology and innovation capabilities while strengthening internal coordination and improving management.

Finally, on behalf of the Board, I would like to take this opportunity to express my sincere gratitude to our shareholders for their long-term concern and support for CMEC, and our senior management team and all our staff for their dedicated work and unremitting efforts!

#### ZHANG Chun

*Chairman*

Beijing, China  
August 29, 2018

### 未來展望

隨著防範金融風險和結構性去槓桿的力度將繼續加大以促使經濟轉型升級，預料中國經濟於2018年下半年或因而持續受壓。然而，在消費持續升級、貿易結構優化、去產能見成效的發展下，有助增強中國經濟在面對國際貿易市場關係緊張和全球信貸風險等挑戰的穩定性和抗壓性。

今年是CMEC成立的四十周年，公司將繼續加大三大業務範疇發展的力度。在國際工程承包業務方面，公司將配合國家戰略，加強管理、執行和風控質量，創新業務模式；在貿易業務方面，公司將做好預判市場形勢，嚴格控制庫存、資產負債率和風控等；在服務業務方面，公司將在強化內部協同、完善管理的同時，加強對業務技術和創新能力的支撐。

最後，本人藉此機會謹代表董事會向長期以來關心和支持中國機械工程的廣大股東、熱忱工作的高級管理團隊及不懈努力的全體員工致以最誠摯的謝意！

#### 張淳

*董事長*

中國北京  
2018年8月29日



The Company was established in 1978 and was the first state-owned industrial and trading enterprise in the PRC. The Company is a subsidiary controlled by SINOMACH. The Company was listed on the Main Board of the Stock Exchange on December 21, 2012. As at June 30, 2018, the Company had a total of 908,270,000 H Shares and 3,217,430,000 non-tradable Domestic Shares issued. The Company has a primary focus on EPC projects and particular expertise in the power sector, capable of providing one-stop customized and integrated engineering contracting solutions and services. The Company also conducts the Trading Business, Services Business and the Investment and Financing Business.

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

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

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

本公司成立於1978年，是中國第一家大型工貿企業，是國機控股的附屬公司。本公司於2012年12月21日在聯交所主板上市。截至2018年6月30日，本公司已發行合共908,270,000股H股及3,217,430,000股尚未流通的內資股。本公司主要專注於EPC項目，特別專長於電力能源行業，能夠提供一站式訂製及綜合工程承包方案及服務。本公司亦從事貿易業務、服務業務以及投融资業務。

**企業發展遠景：**全球領先的國際工程承包商和服務商，正轉型為創新領先、價值創造、全球一流的綜合型企業。

**競爭優勢：**品牌聲譽、運營模式、業務網絡、專業團隊、商務運作、融資策劃。

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



# Company Profile

## 公司簡介

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

**Services Business:** The Company is engaged in a certain extent on the Services Business, mainly including design consulting services, logistics services, tendering agency services, export-import agency services and other services.

**Investment and Financing Business:** The Company is engaged in overseas and domestic concession investments in engineering contracting projects and associated financing business. The Company finances construction for engineering contracting projects through investments in projects; merges and acquires upstream and downstream enterprises through investments with a controlling or minority stake, to optimize the industrial chain of the engineering contracting sectors and improves our commercial competitiveness and profitability through trade industrialization investments.

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

**服務業務：**本公司從事一定程度的服務業務，主要包括：設計諮詢服務、物流服務、招標代理服務、進出口代理服務及其他服務等。

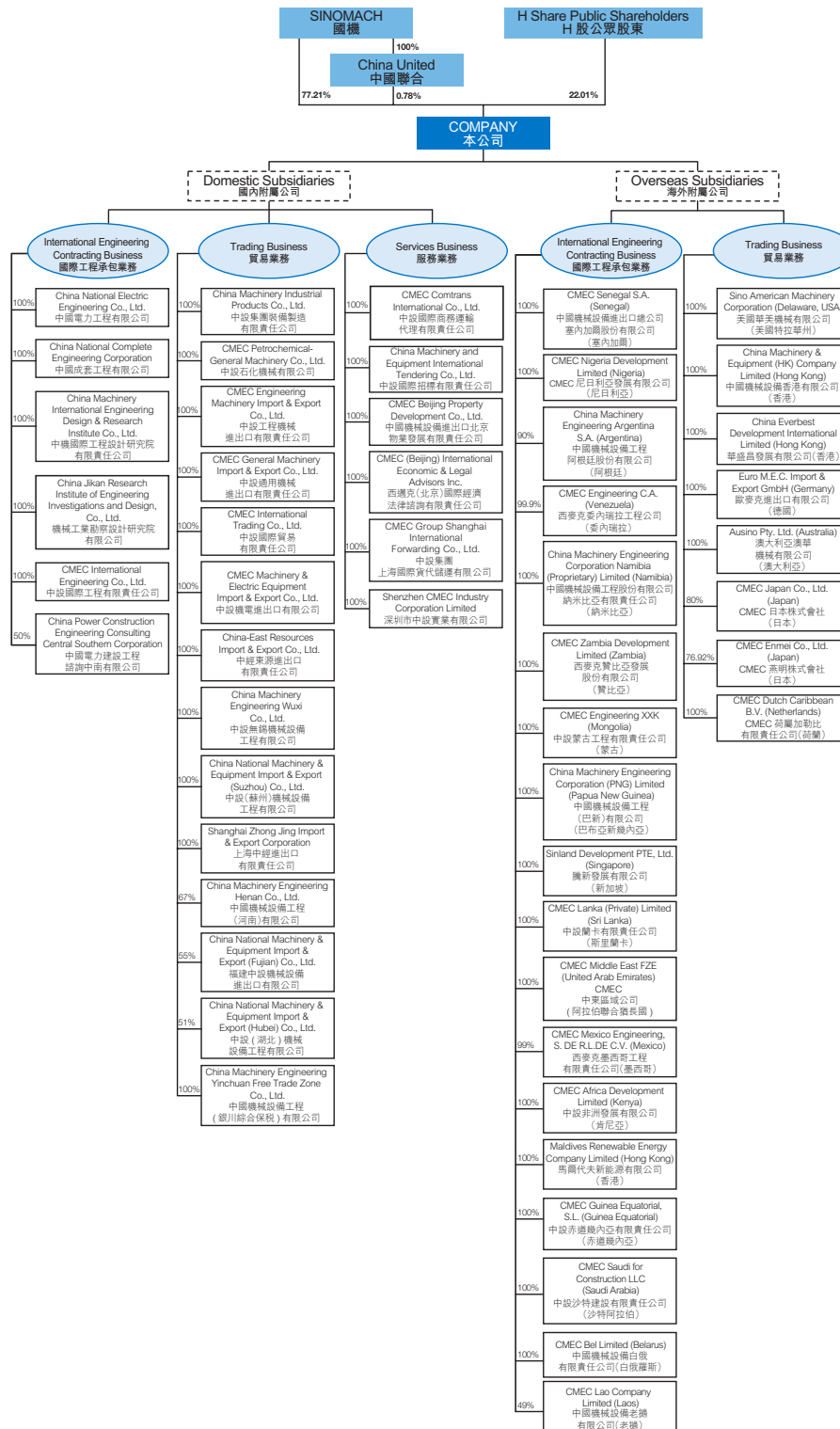
**投融資業務：**本公司從事境內外工程承包項目特許投資業務及相關融資業務。本公司通過項目投資，帶資進行工程承包項目建設；通過參股、控股等方式對上下游企業進行投資併購，完善工程承包產業鏈環節；通過貿易實業化投資，提高業務競爭力和盈利能力。

# Company Profile

## 公司簡介

**Corporate Structure:** As at June 30, 2018, the Company's corporate structure was as follows:

**企業架構：**截至2018年6月30日，本公司企業架構如下：



# Unaudited Interim Results

## 未經審計中期業績

The Board hereby announces the unaudited operating results of the Group for the Period, together with the operating results for the Corresponding Period in 2017 for comparison. For the Period, the consolidated revenue of the Group amounted to RMB12,048.3 million, representing an increase of 8.1% over the Corresponding Period in 2017; profit from operations amounted to RMB906.9 million, representing a decrease of approximately 5.1% over the Corresponding Period in 2017; profit attributable to the owners of the parent amounted to RMB892.4 million, representing an increase of 37.6% over the Corresponding Period in 2017; net cash flows from operating activities amounted to approximately RMB44.5 million while net cash flows used in operating activities was RMB395.7 million in the Corresponding Period in 2017.

董事會謹此宣佈本集團於本期間的未經審計經營業績，連同2017年同期的經營業績，以作比較。於本期間，本集團合併收入為人民幣12,048.3百萬元，較2017年同期增加8.1%；經營溢利為人民幣906.9百萬元，較2017年同期下降約5.1%；歸屬於母公司擁有人溢利為人民幣892.4百萬元，較2017年同期增加37.6%；經營活動所得的現金淨額約為人民幣44.5百萬元，而2017年同期的經營活動所用的現金淨額則為人民幣395.7百萬元。



# Key Operating and Financial Data

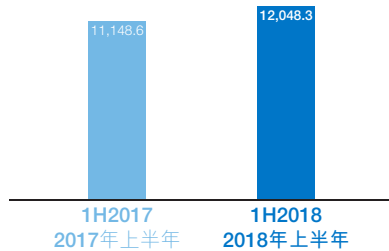
## 重要經營及財務數據

### 1. Revenue

收入

Unit: RMB million

單位：人民幣百萬元

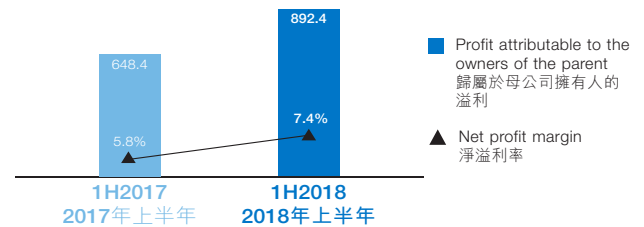


### 2. Profit Attributable to the Owners of the Parent and Net Profit Margin

歸屬於母公司擁有人的溢利及淨溢利率

Unit: RMB million

單位：人民幣百萬元

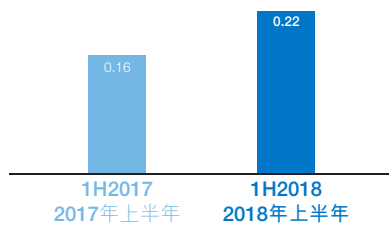


### 3. Basic Earnings per Share

每股基本盈利

Unit: RMB

單位：人民幣

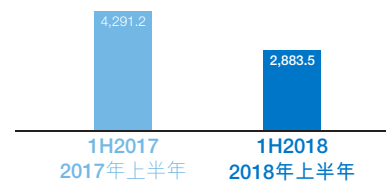


### 4. Value of Newly Signed Contracts for the International Engineering Contracting Business

國際工程承包業務的新簽約合同金額

Unit: US\$ million

單位：百萬美元

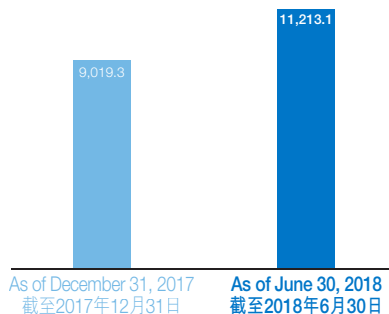


### 5. Backlog for the International Engineering Contracting Business

國際工程承包業務未完成合同量

Unit: US\$ million

單位：百萬美元



# Financial Highlights

## 財務摘要

### For the six months ended June 30

截至6月30日止六個月

2018

2017

2018年

2017年

RMB'000

RMB'000

人民幣千元

人民幣千元

(Restated)

(重述)

Revenue	收入	12,048,280	11,148,559
Gross profit	毛利	1,939,744	1,793,724
Other revenue and other income, net	其他收入及其他收入淨額	77,715	170,270
Operating expenses	經營開支	(1,110,594)	(1,007,928)
Profit from operations	經營溢利	906,865	956,066
Profit before tax	除稅前溢利	1,190,380	877,650
Income tax	所得稅	(297,290)	(229,276)
Profit for the period	本期間內溢利	893,090	648,374
Total other comprehensive income	其他綜合收益總額	(52,260)	(15,291)
Total comprehensive income for the period	本期間內綜合收益總額	840,830	633,083
Profit attributable to:	溢利歸屬於：		
– Shareholders of the Company	– 本公司股東	892,357	648,422
– Non-controlling interests	– 非控股權益	733	(48)
Total comprehensive income attributable to:	綜合收益總額歸屬於：		
– Shareholders of the Company	– 本公司股東	840,096	633,030
– Non-controlling interests	– 非控股權益	734	53
Basic and diluted earnings per share (expressed in RMB per share)	每股基本及攤薄盈利 (以每股人民幣元計值)	0.22	0.16
Total non-current assets	非流動資產總額	10,085,450	9,794,017
Total current assets	流動資產總額	48,068,442	46,556,442
Total assets	資產總額	58,153,892	56,350,459
Total non-current liabilities	非流動負債總額	984,345	1,245,291
Total current liabilities	流動負債總額	41,826,566	37,724,419
Total liabilities	負債總額	42,810,911	38,969,710
Equity attributable to Shareholders of the Company	本公司股東應佔權益	15,259,271	17,300,486
Non-controlling interests	非控股權益	83,710	80,263
Total equity	權益總額	15,342,981	17,380,749
Total equity and liabilities	權益及負債總額	58,153,892	56,350,459

#### Note:

The financial information of the Group for the six months ended June 30, 2017 and 2018 are set forth on pages 86 to 166, and is presented on the basis set out in note 2.1 to the unaudited interim financial report.

\* The Company's comparative unaudited interim condensed consolidated financial statements for the six months ended June 30, 2017 were restated to include the financial statements of CNEEC retrospectively under merger accounting basis. For the details, please refer to note 2.1 of the Notes to the Unaudited Interim Condensed Consolidated Financial Statement.

#### 附註：

本集團截至2017年及2018年6月30日止六個月的財務資料載列於第86至166頁，及按未經審計中期財務報告附註2.1所載基準而呈列。

\* 本公司截至2017年6月30日止六個月的可比未經審計中期簡明合併財務報表經重述，以按照上述權益結合會計基準追溯計入中電工的財務報表。詳情請參閱未經審計中期簡明合併財務報表附註2.1。

# Management Discussion and Analysis

## 管理層討論及分析

### I. INDUSTRY OVERVIEW

In the first half of 2018, the world economy continued the overall growth trend since 2017. International trade kept rising and commodity prices had increased. However, the slowdown in the economic growth of the Eurozone and the aggravated economic turmoil in the emerging markets resulted in the differentiation of major economies to some extent, and the marginal reduction in the growth momentum of the world economy. China's economy continues to grow steadily, and its economic structure continues to be optimized and upgraded, but it should be noted that there might be change in the current steady economic operation and some new problems and challenges may appear. When the external environment changes obviously, it will become more difficult to maintain the sustained and steady economic growth. In the first half, the GDP was RMB41,896.1 billion. According to the comparable price, it grew by 6.8%, a slight drop of 0.1% over the same period of the previous year but still at a stable growth.

#### (I) Engineering Contracting Industry

From January to June 2018, foreign engineering contracting industry of China reached a business turnover of US\$72.76 billion, with a year-on-year increase of 8.1%; the newly signed contracts amounted to US\$106.74 billion, a decrease of 13.8% over the same period last year. Among them, US\$38.95 billion was completed in the countries along "the Belt and Road", accounting for 53.5% of the total amount of the same period, and the newly signed contracts amounted to US\$47.79 billion, accounting for 44.8% of the total. There were 356 projects with a newly signed contract value of more than US\$50 million, totalling US\$90.55 billion and accounting for 84.8% of the total amount of newly signed contracts. Foreign engineering contracting driven export of goods amounted to US\$8.99 billion, an increase of 23.1% over the same period of last year.

### I. 行業概覽

2018年上半年，世界經濟延續了2017年以來的整體增長態勢，國際貿易繼續走高，大宗商品價格有所上升，但由於歐元區經濟增速放緩和新興市場經濟動蕩加劇，造成主要經濟體增長態勢有所分化，世界經濟增長動能出現邊際性減弱。我國經濟繼續穩定增長，經濟結構繼續優化升級，但也要看到，當前經濟運行穩中有變，面臨一些新問題新挑戰，外部環境發生明顯變化，經濟持續平穩增長難度加大。上半年，國內生產總值為418,961億元，按可比價格計算，同比增長6.8%，比上年同期小幅回落0.1%，繼續保持了穩定增長。

#### (一) 工程承包行業

2018年1至6月，我國對外承包工程完成營業額727.6億美元，同比增長8.1%；新簽合同額1,067.4億美元，同比下降13.8%。其中，在「一帶一路」沿線國家完成營業額389.5億美元，佔同期總額的53.5%；新簽合同額477.9億美元，佔同期總額的44.8%。新簽合同額在5,000萬美元以上的項目356個，合計905.5億美元，佔新簽合同總額的84.8%。對外承包工程帶動貨物出口89.9億美元，同比增長23.1%。



# Management Discussion and Analysis

## 管理層討論及分析

The international engineering contracting industry is still confronted with both opportunities and challenges. On the one hand, the market is still broad and there are favorable factors such as the benefits brought by the policy of “the Belt and Road”, on the other hand, it is greatly influenced by the complicated world economic and political situation, the adjustment of the international energy structure, and the increasing competition.

1. The international engineering market is vast, especially the market demand along “the Belt and Road” is great, and the business development shows a good momentum. From the regional perspective, taking Asian and African markets as examples. The Asian market is facing rare opportunities, the infrastructure investment is growing fast and far beyond the other regional markets. However, with the increase of debt scale in some countries and the limited financial space of the government, the development space of the traditional cooperation mode is limited, the integration of construction and operation and PPP/BOT mode are favored by the Asian countries. The business is being challenged by increasingly fierce competition in domestic and international businesses, increasing business risks and increasing pressure on business transformation. Africa is the traditional market for China’s foreign engineering contracting business. As African countries are continuing to improve infrastructure, the demand for rigid development and construction is huge. For a long time, the Chinese government has strongly supported infrastructure construction in Africa, initiated the capacity cooperation and “high-speed rail network/expressway network/regional air network and industrialization” cooperation between China and Africa, and established the Sino-Africa Development Fund and the Sino-Africa Capacity Cooperation Fund. However, in recent years, the price of international commodities is low, the financial income of some African countries is declining, and the construction funds are not available. The African market is facing many difficulties and development challenges. In 2017, Chinese enterprises completed the turnover of US\$51.2 billion in the African market, down 2% from the same period, and the newly signed contracts amounted to US\$76.5 billion, accounting for 29% of the sum of the industry, the lowest since 2011.

國際工程承包行業仍然是機遇和挑戰並存。一方面市場仍然廣闊，「一帶一路」倡議等不斷釋放紅利，另一方面受到世界經濟政治形勢複雜、國際能源結構調整、競爭不斷加劇等因素的重大影響。

1. 國際工程市場廣闊，尤其是「一帶一路」沿線市場需求旺盛，業務發展勢頭強勁。分區域來看，以亞洲、非洲市場為例。亞洲市場面臨難得機遇，基礎設施投資增長較快，遠超其他地區市場，但隨着亞洲一些國家債務規模上升以及政府財政空間有限的影響，傳統合作模式的發展空間受限，建營一體化、PPP/BOT模式得到亞洲各國青睞，企業開展業務也面臨着國內國際競爭日趨激烈，業務風險增加，業務轉型壓力加大等方面的挑戰。非洲地區是我國對外承包工程業務的傳統市場，非洲國家持續改善基礎設施，剛性發展和建設需求巨大。中國政府長期以來大力支持非洲的基礎設施建設，提出中非產能合作、非洲「三網一化」合作安排，並設立了中非發展基金和中非產能合作基金等，但近年來受國際大宗商品價格低迷、部分非洲國家財政收入下降、建設資金匱乏等不利影響，非洲市場的業務面臨不少困難，發展面臨挑戰。2017年中國企業在非洲市場完成營業額512億美元，同比下降2%，新簽合同額有765億美元，佔行業總額的29%，為2011年以來的最低佔比。

# Management Discussion and Analysis

## 管理層討論及分析

From the industry, taking electric power engineering as an example, with the development of economy and society in Asia, Africa, Latin America and other developing countries, in order to make up the gap of power supply and adjust the energy structure, the development of power infrastructure will be vigorously developed. The demand for the development of clean energy in developed countries in Europe and America is enormous. The scale of the international power engineering construction is gradually expanding, and the trend of integrated development of investment, construction and operation becomes visible. In 2017, Chinese enterprises realized the newly signed contract amount of US\$48 billion in the field of electric power engineering. The clean energy presented a better prospect. The construction business of wind power and solar power plants has made great breakthroughs. The degree of participation in the field of power transmission and transformation became higher, and the exploration of the integrated project of investment, construction and operation in the field of electric power engineering took the lead. At the same time, it should be noted that the amount of newly signed contracts for the construction of thermal power stations and hydropower stations dropped slightly, and higher requirements for cooperation were also raised by the countries in which the business is located.

2. The development of policy, finance and technology will provide new energy for international projects. The relevant countries and regions have introduced the “new policy” to strengthen international cooperation, stimulate growth potential and promote the development of transnational infrastructure business both in scope and depth, such as the “16+1 cooperation” plan of the Central and Eastern European countries, the Russian concept of the “Polar Silk Road”, and the Baltic Railway Project Agreement signed between the Baltic states.

From the financial environment, since 2017, the international multilateral financial institutions, central banks and commercial banks have actively widened the financing path of infrastructure construction, making important contributions to the improvement of the financial environment of the transnational infrastructure business. For example, the Asian Infrastructure Investment Bank provides financing support for infrastructure interconnection through sovereign secured financing, non-sovereign secured financing and other competitive products; the central banks of Switzerland and Russia have signed bilateral exchange agreements with the central bank of China to reduce exchange rate risks and guarantee the investment of transnational infrastructure projects.

從行業來看，以電力工程為例，亞洲、非洲、拉美等發展中國家隨着經濟社會發展，為彌補電力供應缺口、調整能源結構而大力發展電力基礎設施建設，歐美等發達國家清潔能源發展需求巨大，國際電力工程建設也正呈現出項目規模逐漸擴大、投建營一體化發展的趨勢。2017年，中國企業在電力工程領域實現新簽合同額480億美元，清潔能源呈現較好發展前景，風力發電和太陽能電站建設業務取得較大突破，輸變電領域業務參與度越來越高，且電力工程領域的投建營一體化項目的探索也走在各領域的前列。與此同時，也應看到火電站和水電站建設業務新簽合同額出現了小幅下降，業務所在國對於合作也提出了更高的要求。

2. 政策、金融、技術方面的發展為國際工程提供新動能。相關國家和地區先後通過「新政策」以加強國際合作、激發增長潛力，推動跨國基建業務向縱深發展，如中東歐國家的「16+1合作」規劃，俄羅斯的「冰上絲綢之路」概念，波海三國簽署的《波海鐵路項目協議》等。

金融環境方面，2017年以來，國際多邊金融機構、各國央行及商業銀行，積極拓寬基礎設施建設融資路徑，為改善跨國基建業務發展金融環境做出了重要貢獻。如亞洲基礎設施投資銀行通過主權擔保融資、非主權擔保融資等有競爭力的產品，為基礎設施互聯互通提供融資支持；瑞士、俄羅斯等國央行同中國央行簽署雙邊本幣互換協議，以降低匯率風險，保障了跨國基礎設施項目的資金安全。

# Management Discussion and Analysis

## 管理層討論及分析

From the technology environment, in order to better meet the transnational infrastructure needs of “the Belt and Road”, a number of international leading technologies are being used through the transnational infrastructure projects for the development of the countries along “the Belt and Road”. The application of engineering construction technologies represented by ultra high-voltage direct current (UHVDC) transmission technology and high-speed rail integration technology, lays the foundation for the smooth completion of related transnational infrastructure projects.

3. The amount of newly signed contracts for transnational infrastructure is increasing. Taking the countries along “the Belt and Road” for example, the newly signed contracts for transnational infrastructure projects in the countries along “the Belt and Road” amounted to US\$430.7 billion in 2017, up 6.1%, maintaining a rapid growth trend, especially in India, Pakistan, Bangladesh and other South Asian countries which are likely to become the hot market for the development of transnational infrastructure business of countries along “the Belt and Road”.
4. Project investment and financing, integration of construction and operation and cross-border cooperation have become the new trend, which puts forward higher requirements for the comprehensive capabilities of enterprises. More and more foreign governments and owners hope engineering enterprises have the following capabilities: effective integration and utilization of policy, commercial and development funds, and transformation from the builder to the developer; provision of the integrated service solution for the whole industry chain of the project, including the planning, design, consultation and operation, maintenance and management; and transformation from single project construction into comprehensive economic development, thus to stimulate local industrial upgrading and economic development. All these put forward higher requirements to the development of enterprises, and the transformation and upgrading of enterprises themselves are imminent.

技術環境方面，為更好地滿足「一帶一路」跨國基建需求，一批具有國際領先水平的技術正以跨國基建項目為依托，服務於「一帶一路」沿線國家的發展。其中，以特高壓直流輸電技術、高鐵集成技術為代表的工程建築類技術的應用，為相關跨國基建項目的順利建成打下基礎。

3. 跨國基建新簽合同額不斷上漲。以「一帶一路」沿線國家為例，2017年「一帶一路」沿線國家跨國基建項目新簽合同額4,307億美元，同比增長6.1%，維持了高速增長的態勢，尤其是印度、巴基斯坦、孟加拉等南亞國家，或將成為引領「一帶一路」沿線國家跨國基建業務發展的熱點市場。
4. 項目投融資、建營一體化和跨界合作成為新風向，對企業的綜合能力提出更高要求。越來越多的外國政府和業主希望工程企業具備如下能力：有效整合利用政策性、商業性和開發性資金，由承建者向開發商轉變；提供項目全產業鏈的綜合服務方案，包括規劃、設計、諮詢和後端的運營、維護和管理等；由單一項目建設轉向綜合經濟開發，從而拉動當地產業升級和經濟發展。這些都對企業發展提出了更高要求，企業自身的轉型升級迫在眉睫。



# Management Discussion and Analysis

## 管理層討論及分析

5. The unpredictable international situation brings about many risks and challenges to the development of the industry. At present, the international market environment is undergoing profound changes; enterprises are facing political, security, economic and other risks abroad. In some African and Latin American resource-based countries, in the case of the continued low international oil price, the government financial pressure is increasing, and the capital of all kinds of infrastructure projects is scarce; some countries have entered the peak period of repayment, and the finance has reached the debt ceiling. Trade protectionism and the trend of “deglobalization” have cast a shadow over the slow recovery of the world economy. The technical barriers in markets of European and American developed countries, the boycott of the upstream and downstream enterprises, labor union forces and other obstacles still exist. The competition among foreign industrial peers is intensifying. European enterprises compete in low price in Africa, Korean enterprises dominate the Middle East market, and American enterprises still have strong influence on Latin America.

### (II) Trading Industry

According to the customs statistics, in the first half of 2018, the import and export volume of China reached RMB14.12 trillion, with a year-on-year increase of 7.9%; of which the export volume was RMB7.51 trillion, with a year-on-year increase of 4.9%; the import volume was RMB6.61 trillion, with a year-on-year increase of 11.5%; and the trade surplus was RMB901.32 billion, narrowed by 26.7% year on year. (In US dollar, in the first half of 2018, the import and export volume of China reached US\$2.21 trillion, with a year-on-year increase of 16.0%; of which the export volume was US\$1.17 trillion, with a year-on-year increase of 12.8%; the import volume was US\$1.03 trillion, with a year-on-year increase of 19.9%; and the trade surplus was US\$139.65 billion, narrowed by 21.6% year on year.)

5. 波詭雲譎的國際局勢給行業發展帶來諸多風險和挑戰。目前國際市場環境正在發生深刻變化，企業在海外面臨的政治、安全、經濟等各類風險加速集聚。部分非洲、拉美等資源型國家在國際油價持續低迷的情況下，政府財政壓力加大，各類基建項目建設資金匱乏；個別國家進入還款高峰期，財政已達債務上限。貿易保護主義和「逆全球化」思潮給世界經濟緩慢復蘇蒙上陰影。歐美發達國家市場的技術壁壘、上下游企業聯合抵制、工會勢力等阻礙限制仍然存在。外國同業者的競爭加劇，歐洲企業在非洲低價競爭，韓國企業在中東市場佔據主導地位，美國企業對拉美仍然具有較強的影響力。

### (二) 貿易行業

根據海關統計，上半年我國進出口總額人民幣14.12萬億元，同比（下同）增長7.9%；其中出口人民幣7.51萬億元，增長4.9%；進口人民幣6.61萬億元，增長11.5%；順差人民幣901.32億元，收窄26.7%。（以美元計，上半年我國進出口總額2.21萬億美元，增長16.0%，其中出口1.17萬億美元，增長12.8%；進口1.03萬億美元，增長19.9%；順差139.65億美元，收窄21.6%。）

# Management Discussion and Analysis

## 管理層討論及分析

Since 2018, the world economy has maintained a momentum of recovery, and the overall growth of international market demand has continued, but increased trade protectionism threatens the growth of global trade. The endogenous impetus of China's foreign trade development has been increasing, but there is a change in China's current steady economic operation and more adverse factors of external environment. In this complex situation, China's foreign trade has achieved a rapid growth, the import and export scale has set a new high, the structure is continuously optimized, the power conversion is accelerated, the quality and efficiency are further improved, and momentum of seeking better with steady pace is further consolidated, laying a solid foundation for the development of foreign trade toward higher quality. In the first half of the year, foreign trade mainly showed the following characteristics:

1. In terms of product structure, the export of electromechanical products amounted to RMB4.4 trillion, up 7.0%, accounting for 58.6%, of which exports of automobile, mobile phones and computers increased by 14.9%, 10.7% and 6.0% respectively. The export of seven traditional labor-intensive industries such as textile and clothing was RMB1.41 trillion, down 4.1%. Imports of electromechanical products reached RMB2.92 trillion, an increase of 11.4%, of which imports of metal processing machines, integrated circuits and computers increased by 28.0%, 22.7% and 17.7% respectively.
2. In terms of the operating entities, the exports of private enterprises was RMB3.57 trillion, increased by 7.6%, accounting for 47.5%, and 1.2% higher than the same period last year, keeping the position of the first major business entity of export. The export of foreign-funded enterprises was RMB3.12 trillion, an increase of 1.6%, accounting for 41.5%. The export of state-owned enterprises was RMB821.2 billion, an increase of 7.1%, accounting for 10.9%.

2018年以來，世界經濟保持了復蘇勢頭，國際市場需求總體繼續增長，但貿易保護主義加劇威脅全球貿易增長。中國外貿發展的內生動力不斷增強，但中國當前經濟運行穩中有變，面臨的外部環境不利因素增多，我國外貿在這種複雜形勢下，仍然實現了較快增長，進出口規模創歷史新高，結構持續優化，動力轉換加快，質量和效益進一步提高，穩中向好勢頭進一步鞏固，為外貿高質量發展奠定了堅實的基礎。上半年的外貿運行主要呈現以下特點：

1. 從商品結構看，機電產品出口人民幣4.4萬億元，增長7.0%，佔比58.6%，其中汽車、手機、計算機等分別增長14.9%、10.7%和6.0%。紡織服裝等7大類傳統勞動密集型行業出口額人民幣1.41萬億元，下降4.1%。機電產品進口人民幣2.92萬億元，增長11.4%；其中金屬加工機床、集成電路、計算機進口額分別增長28.0%、22.7%、17.7%。
2. 從經營主體看，民營企業出口人民幣3.57萬億元，增長7.6%，佔比47.5%，較去年同期提高1.2%，繼續保持出口第一大經營主體地位。外資企業出口人民幣3.12萬億元，增長1.6%，佔比41.5%。國有企業出口人民幣8,212億元，增長7.1%，佔比10.9%。

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- In terms of trade mode, import-export value of general trade reached RMB8.33 trillion, an increase of 12.2%, accounting for 59.0% of China's total foreign trade value, up 2.3% over the same period last year. The import-export value of processing trade was RMB3.73 trillion, an increase of 0.5%, accounting for 26.4%. The import-export of border petty trade amounted to RMB124.69 billion, an increase of 5.8%, accounting for 0.9%.
  - From the international market, China's export to each of the United States, the EU and Hong Kong has increased 5.7%, 4.0% and 5.8%, respectively. The import and export with emerging markets of the countries along "the Belt and Road" countries and BRICS have increased rapidly, of which the increase of import and export with each of Vietnam, Indonesia, Russia and Brazil was 19.8%, 18.8%, 16.0% and 15.4% respectively.
  - From the domestic regional layout, increase of import and export in the central and western regions grew by 15.3%, 7.4% higher than the overall growth rate, and the proportion increased by 1% to 15.6%. Among them, the import-export value of central region was RMB1.11 trillion, an increase of 13.0%; the import-export value of the western region was RMB1.09 trillion, an increase of 17.8%. The import-export value of eastern region was RMB11.92 trillion, an increase of 6.6%, accounting for 84.4%.
- 從貿易方式看，一般貿易進出口人民幣8.33萬億元，增長12.2%，佔全國外貿總值的59.0%，較去年同期提高2.3%。加工貿易進出口人民幣3.73萬億元，增長0.5%，佔比26.4%。邊境小額貿易進出口人民幣1,246.9億元，增長5.8%，佔比0.9%。
  - 從國際市場看，我國對美國、歐盟、香港等傳統市場出口分別增長5.7%、4.0%和5.8%；對部分「一帶一路」沿線國家和金磚國家等新興市場進出口保持快速增長，其中對越南、印度尼西亞、俄羅斯、巴西進出口增幅分別達到19.8%、18.8%、16.0%和15.4%。
  - 從區域布局看，中西部地區進出口增長15.3%，高於整體增速7.4%，佔比提高1%至15.6%。其中，中部地區進出口人民幣1.11萬億元，增長13.0%；西部地區進出口人民幣1.09萬億元，增長17.8%。東部地區進出口人民幣11.92萬億元，增長6.6%，佔比84.4%。



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## 管理層討論及分析

### (III) Design Consulting Industry

The rapid growth of the survey and design industry in the past, or the simple and universal growth has ended, the industry market competition has begun to have new patterns and characteristics, industry and enterprises are facing new opportunities and challenges.

1. The EPC mode promotes the industry transformation and development. In recent years, the country has continuously promoted the EPC mode, and guided the prefabricated building to adopt the EPC mode in principle, so as to overcome the problem of the separation of design, procurement and construction under the traditional mode, and to strengthen the control of the quality and cost of the project. Under the EPC mode, more and more survey and design companies have expanded the business to construction and completion acceptance, including construction bidding, construction management, supervision and inspection, to deeply participate in the whole life cycle of the project, speeding up their business extension to the whole industry chain and then expanding the business scale.
2. Mergers and acquisitions accelerate the integration of the industry. According to the data of "China's Top 60 Engineering Design Enterprises" by ENR/Construction Times, a minority of them comes from the survey design industry with low share of the leading markets and increasingly less design companies. The competition in the industry is fierce. In recent years, more and more design companies have stepped on the road of merger and reorganization in order to realize the transformation to the whole life cycle service of the project. The leading enterprises in the industry also expand business boundary and scale and extend and integrate the industrial chain through merger and reorganization, in seek of new growth points.

### (三) 設計諮詢行業

勘察設計行業在過去的快速增長，或者說簡單式的、普遍式的增長已經結束，行業市場競爭開始呈現出新的規律和特徵，行業、企業面臨新的機遇和挑戰。

1. 總承包模式促進行業轉型發展。近年來，國家不斷出台政策推廣總承包模式，並引導装配式建築原則上使用總承包模式，以克服傳統模式下設計—採購—施工相分離的問題，加強對項目質量和成本的控制。在工程總承包(EPC)模式下，越來越多的勘察設計公司業務拓展至建設施工和竣工驗收後兩個階段，包括施工招投標、施工管理、監理和檢測等業務，深入參與項目全生命周期過程，加速設計企業業務向全產業鏈延伸，進而擴大業務規模。
2. 兼併收購加速行業整合。根據ENR／建築時報評選的「中國工程設計企業60強」相關數據，勘察設計行業集中度較低，龍頭市場佔有率不高且行業內設計企業數量呈增長趨勢，行業競爭十分激烈。近年來，越來越多的設計公司為了實現向項目全生命周期服務轉型，紛紛走上了併購重組之路，行業內龍頭企業也通過兼併收購，迅速拓展業務邊界、擴大業務規模，延伸和整合產業鏈，尋求新的增長點。

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3. Qualification management will meet the reform. At present, China's design companies are mostly reformed, and they are divided into the state-owned type and private type. The qualification is the guarantee for the growth of performance. From a package of measures by the Ministry of Housing and Urban-Rural Development in recent years, it can be seen that a new round of enterprise qualification management reform is beginning. The support and encouragement may be given through the establishment of comprehensive qualifications, for domestic enterprises to expand their business scope, weaken the qualification barriers between industries, develop into large and comprehensive design companies, and embark on the road of marketization.
3. 資質管理或將迎來改革。當前，我國設計公司多為改制而來，形成國企和民企兩大陣營，而資質則是築起業績增長的護城河，隨着住建部近年來的一系列舉措，表明新一輪企業資質管理改革的大幕正徐徐拉開，或將通過設立綜合資質，支持和鼓勵行業內企業橫向擴展業務範圍、弱化行業間資質壁壘，做大做強成為大型、綜合性的設計公司，走上市場化道路。
4. International business has grown rapidly. The overseas engineering design business of domestic enterprises has developed rapidly owing to “the Belt and Road” initiative and the related policies. The total revenue of overseas engineering design projects of Chinese enterprises listed on 2017 ENR was US\$3.67 billion in 2016, and increased significantly over previous year, showing a significant increase in overseas income. In the future, the process of domestic and foreign market integration will be further accelerated. More survey design enterprises will accelerate the international layout and vigorously develop overseas engineering design business.
4. 國際業務增長迅速。受益於「一帶一路」倡議及相關政策，國內企業的海外工程設計業務得到快速發展，2017年在ENR上榜的中國企業在2016年的海外工程設計總收入為36.7億美元，較上年增幅明顯，海外收入增幅明顯。未來，國內國外市場一體化進程將進一步加速，更多的勘察設計企業將加速國際化布局，大力發展海外工程設計業務。

# Management Discussion and Analysis

## 管理層討論及分析

### II. BUSINESS OVERVIEW

In the first half of the year, faced with the complex and changeable external situation, the Company withstood pressure and united every strength to keep the overall stable operation. In the Period, the revenue from the International Engineering Contracting Business accounting for about 61.6% of the total revenue, with the gross profit accounting for about 72.5% of the total gross profit, laying a sound foundation for fulfilling the annual business goal.

#### (I) International Engineering Contracting Business

The Group is an international leading engineering contracting and services supplier, with a primary focus on EPC projects and particular expertise in the power sector. International Engineering Contracting Business is one of the traditional core businesses of the Group, accounting for about 61.6% of the total income of the Group in the Period. The income from the power sector accounts for about 67.1% of the total income of the International Engineering Contracting Business, while the gross profit of the power sector accounts for about 80.1% of the total gross profit of the International Engineering Contracting Business, with the gross profit rate maintained at about 22.6%, holding a leading position in the industry.

### II. 業務概覽

上半年，面對複雜多變的外部形勢，公司頂住壓力、團結一心，保證了總體運營的穩定。本期間，國際工程承包業務佔總收入約61.6%，毛利佔毛利總額約72.5%，為實現全年業務目標打下了一定基礎。

#### (一) 國際工程承包業務

本集團是國際領先的工程承包與服務商，主要專注於EPC項目，特別專長於電力能源行業。國際工程承包業務為本集團傳統核心業務之一，約佔於本期間的本集團總收入的61.6%。其中，電力能源行業收入佔本集團國際工程承包業務總收入約67.1%，而電力能源行業的毛利則佔國際工程承包業務總毛利約80.1%，毛利率保持在約22.6%，處於行業領先水平。

# Management Discussion and Analysis

## 管理層討論及分析

The following table sets forth the details of the International Engineering Contracting Business for the Period, together with comparative figures for the Corresponding Period in 2017:

下表載列本期間國際工程承包業務詳情，以及2017年同期的比較數字：

				Six months ended June 30, 2018 截至 2018年 6月30日止 六個月 RMB million 人民幣百萬元	% of Total	Six months ended June 30, 2017 截至 2017年 6月30日止 六個月 RMB million 人民幣百萬元	Increase/ (decrease)
					佔總額%		增加/ (減少)
Revenue	收入	Power	電力能源	4,983.0	67.1	5,132.6	(149.6)
		Transportation and telecommunications	交通運輸及 電子通訊	612.5	8.2	672.7	(60.2)
		Non-Core Sectors	非核心行業	1,830.5	24.7	948.4	882.1
<b>Total</b>		<b>合計</b>	<b>7,426.0</b>	<b>100.0</b>	<b>6,753.7</b>	<b>672.3</b>	
Gross profit	毛利	Power	電力能源	1,126.3	80.1	1,053.2	73.1
		Transportation and telecommunications	交通運輸 及電子通訊	125.4	8.9	134.4	(9.0)
		Non-Core Sectors	非核心行業	154.5	11.0	101.3	53.2
<b>Total</b>		<b>合計</b>	<b>1,406.2</b>	<b>100.0</b>	<b>1,288.9</b>	<b>117.3</b>	



# Management Discussion and Analysis

## 管理層討論及分析

				Six months ended June 30, 2018	% of Total	Six months ended June 30, 2017	Increase/ (decrease)
				截至2018年6月30日止六個月	佔總額%	截至2017年6月30日止六個月	增加/ (減少)
				US\$ million		US\$ million	
				百萬美元		百萬美元	
Value of newly signed contracts	新簽約合同金額	Power	電力能源	1,054.3	36.6	738.6	315.7
		Transportation and telecommunications	交通運輸及電子通訊	570.8	19.8	2,956.6	(2,385.8)
		Non-Core Sectors	非核心行業	1,258.4	43.6	596.0	662.4
		<b>Total</b>	<b>合計</b>	<b>2,883.5</b>	<b>100.0</b>	<b>4,291.2</b>	<b>(1,407.7)</b>
				As at June 30, 2018	% of Total	As at December 31, 2017	Increase/ (decrease)
				於2018年6月30日	佔總額%	於2017年12月31日	增加/ (減少)
				US\$ million		US\$ million	
				百萬美元		百萬美元	
Backlog	未完成合同量	Power	電力能源	7,635.6	68.1	5,492.4	2,143.2
		Transportation and telecommunications	交通運輸及電子通訊	623.7	5.6	733.3	(109.6)
		Non-Core Sectors	非核心行業	2,953.8	26.3	2,793.6	160.2
		<b>Total</b>	<b>合計</b>	<b>11,213.1</b>	<b>100.0</b>	<b>9,019.3</b>	<b>2,193.8</b>

# Management Discussion and Analysis

## 管理層討論及分析

As at June 30, 2018, the Group had undertaken engineering contracting projects in more than 50 countries over the world, primarily in Asia, Africa, Europe and South America. The following map indicates the locations of our engineering contracting projects from January 1, 2009 to June 30, 2018:

截至2018年6月30日，本集團的工程承包項目遍及全球超過50個國家，主要在亞洲、非洲、歐洲及南美洲。以下地圖顯示於2009年1月1日至2018年6月30日我們工程承包項目的位置：



Note: The map is provided only for illustrative purposes and not drawn to scale. It is not intended to accurately show the exact location of our engineering contracting projects.

註：此地圖僅供說明用途，並非按比例編繪。地圖的目的並非準確顯示我們的工程承包項目的精確位置。

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## 管理層討論及分析

The following table sets forth a breakdown of the revenue from the Group's international engineering contracting projects by geographic locations for the Period, together with the comparative figures for the Corresponding Period in 2017:

下表載列本集團於本期間與2017年同期按地區劃分的國際工程承包項目收入明細：

		<b>Six months ended June 30,</b> 截至6月30日止六個月			
		<b>2018</b> 2018年		2017 2017年	
		<i>RMB million</i> 人民幣百萬元	<i>% of Total</i> 佔總額%	<i>RMB million</i> 人民幣百萬元	<i>% of Total</i> 佔總額%
Asia	亞洲	<b>3,339.8</b>	<b>45.0</b>	3,033.6	44.9
Africa	非洲	<b>3,395.2</b>	<b>45.7</b>	2,340.7	34.7
Europe	歐洲	<b>118.9</b>	<b>1.6</b>	236.5	3.5
South America	南美洲	<b>572.1</b>	<b>7.7</b>	997.5	14.8
North America	北美洲	-	-	145.3	2.1
<b>Total</b>	<b>合計</b>	<b>7,426.0</b>	<b>100.0</b>	6,753.6	100.0

### 1. Sound project execution

In the first half of the year, the Company's projects were undertaken as scheduled with high quality and orderly, all in good progress. A large number of projects were closely concerned and highly praised by the parties.

On February 8, the president of the Republic of Angola, João Manuel Gonçalves Lourenço, and Angolan Minister of Construction and Civil Engineering inspected our project of Angola social security house and related infrastructure projects, and gave a good appraisal. The project is Angola's livelihood project and has been widely concerned since its commencement.

### 1. 項目執行情況良好

上半年，公司項目均按時、保質、有序推進，執行情況整體良好，一大批項目廣受各方關注並獲得高度讚譽。

2月8日，安哥拉共和國總統若昂·洛倫索與安哥拉建設和公共工程部部長等人視察了公司承建的安哥拉社會保障房及相關基建建設項目，並給予了良好的評價。該項目為安哥拉的民生項目，自開工以來，受到了安方各界的廣泛關注。

# Management Discussion and Analysis

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On February 23, Deputy President of Kenya William Ruto and his delegation inspected the site of the RWC421 highway upgrading and maintenance project in Kenya and inaugurated the project. This project was the first project undertaken by the Company in Kenya. Mr. Ruto inspected the completed first milestone of the project, highly recognized our building capacity, and thanked and praised our contribution to the development of infrastructure in Kenya.

On March 26, our first overseas new energy investment project, Hulhumalé 1.5MW solar photovoltaic power plant in Maldives, IPP project reached COD, and was formally put into commercial operation.

On April 13, the Prime Minister of Pakistan, Shahid Khaqan Abbasi, attended the ceremony of grid connection for power generation of the first hydraulic Turbine of the NJ hydropower project. The project was extremely difficult, but our project group achieved hard-won results by pulling through difficulties and technical problems over ten years, and created two world records – “the hydraulic hoist of double lifting points with the world’s largest lifting capacity” and “the world’s largest bonnet gate” at present. The Prime Minister Abbasi highly praised the project. He said that the construction difficulty of the NJ hydropower project was unprecedented. Through the sincere cooperation between the owner, the contractor and engineers and overcoming difficulties, the first unit of the project was put into operation, creating an engineering wonder.

2月23日，肯尼亞副總統魯托一行視察了我司承建的肯尼亞RWC421公路升級及維護項目現場並為項目揭幕。該項目是本公司在肯尼亞執行的首個項目。魯托先生視察了已完成的項目第一段里程碑，高度認可是我司的建設能力，感謝並讚美了我司為肯尼亞基礎設施發展做出的貢獻。

3月26日，公司的首個新能源海外投資項目－馬爾代夫乎魯馬累1.5MW太陽能光伏電站IPP項目達到COD，正式進入商業運行。

4月13日，巴基斯坦總理阿巴西出席NJ水電項目首台機組並網發電典禮，該項目難度極大，項目組十年磨一劍，克服重重困難和技術難關，取得來之不易的成果，創造了兩項世界紀錄－目前「世界最大起重容量的雙吊點液壓啟閉機」和「世界最大的閘帽門」。阿巴西總理高度讚揚了該項目，他表示NJ水電項目施工難度前所未有，業主、承包商、工程師精誠合作，攻堅克難，最終實現了項目首台機組發電目標，創造了一項工程奇蹟。



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## 管理層討論及分析

Since May 22, a delegation of the Foreign Affairs Committee of the National Committee of the Chinese People's Political Consultative Conference (vice chairman Kong Quan, committee member Yang Yanyi and Shi Ke) paid an investigation visit to our Pakistan and Bangladesh offices and inspected the implementation of CMEC's project in Pakistan, Sri Lanka, Bangladesh and other countries along "the Belt and Road".

On May 18, the cofferdam of water pumping station of Sanaga Drinking Water Treatment Plant and Auxiliary Engineering Project in Yaounde, Cameroon was closed, marking the staged achievements of the project. On May 25, the award ceremony was ceremoniously held in LEKIE province, Cameroon, where SINOMACH was granted the Honorary Citizen Award to appreciate the outstanding contribution made by the SINOMACH through the sanaga drinking water treatment plant and auxiliary engineering project to the regional development. Wei Shengzi, the counselor of the Chinese Embassy in Cameroon, also highly commended the event. The project was a water treatment project signed by SINOMACH and undertaken by the Company. Most of works were located in LEKIE province.

5月22日起，全國政協外事委員會代表團孔泉副主任、楊燕怡委員、石柯委員等一行相繼赴公司於巴基斯坦、孟加拉代表處考察調研，了解CMEC在巴基斯坦、斯里蘭卡、孟加拉國等「一帶一路」沿線國家的項目執行情況。

5月18日，喀麥隆雅溫得市薩納加飲用水處理廠及配套工程項目的取水泵站圍堰合龍，標志着項目取得了階段性成果。隨後，5月25日，喀麥隆LEKIE省隆重舉行頒獎儀式，授予SINOMACH榮譽市民獎，感謝SINOMACH雅溫得薩納加飲用水處理廠及其配套工程項目為地區發展所做出的傑出貢獻，中國駐喀麥隆大使館經商處參贊魏勝梓對本次活動也給予了高度讚賞。該項目是由SINOMACH簽約、公司執行的水處理工程項目，項目大部分工程位於LEKIE省。

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## 管理層討論及分析

### 2. Fruitful market development

On April 6, the Company signed the EPC Contract for the Nick Boer PV Power Station Project in Ukraine, for undertaking the design, equipment procurement, construction, installation, commissioning and personnel training of the project. The construction period of the project expects to be nine months.

On May 26, the Company and Siddiqsons Energy Limited signed the Siddiqsons 1x330MW mine mouth coal power plant project in Thar Block II, in Sindh, Pakistan. The project includes the construction of a 330MW supercritical circulating fluidized bed boiler coal-fired power plant, a complete set of auxiliary equipment, ancillary coal yard and other facilities.

On June 9, the Company and Sosian Menengai Geothermal Power Ltd (SMGP) signed the EPC Contract on Menengai 35MW Geothermal Project in Kenya. It was the first geothermal power station project signed by the Company, which will help open the market of geothermal new energy project and is of milestone significance.

### 2. 市場開拓積極有為

4月6日，公司簽署了烏克蘭尼克波爾光伏電站項目的EPC合同，負責項目設計、設備採購、施工、安裝、調試及人員培訓等工作，項目開始建設後工期預計為9個月。

5月26日，公司與巴基斯坦Siddiqsons Energy Limited共同簽署巴基斯坦信德省塔爾煤田II區塊史迪克森1x330MW坑口燃煤電站項目，包括建設一座330MW循環流化床鍋爐超臨界燃煤機組、完整的輔機設備及配套的煤場等設施。

6月9日，公司與Sosian Menengai Geothermal Power Ltd (SMGP)共同簽署了肯尼亞Menengai 35MW地熱項目EPC總承包合同，該項目是公司簽約的首個地熱電站項目，將有助於打開地熱新能源項目市場，具有里程碑意義。

# Management Discussion and Analysis

## 管理層討論及分析

### (II) Trading Business

In the first half of this year, the Company's Trading Business kept stable performance, continuing to develop toward the direction of high quality and sustainability. The business structure was further optimized and we also made some breakthrough in the development of overseas market, consolidated the awareness of risk prevention and control, and made great breakthroughs and substantial progress in business collaboration.

The following table sets forth the details of the Trading Business as of the Period, together with the comparative figures for the Corresponding Period in 2017:

### (二) 貿易業務

上半年，公司貿易業務情況持續向好，繼續向質量效益型方向發展，業務結構進一步優化，海外市場開發取得一定的突破，風險防控意識持續鞏固，業務協同取得較大突破和實質性進展。

下表載列截止本期間貿易業務詳情連同2017年同期的比較數字：

				Six months ended June 30, 2018 截至2018年 6月30日止 六個月 RMB million 人民幣百萬元	% of total 佔總額%	Six months ended June 30, 2017 截至2017年 6月30日止 六個月 RMB million 人民幣百萬元	Increase/ decrease 增加/減少
<b>Revenue</b>	收入	International trade	國際貿易	<b>3,158.3</b>	<b>87.1</b>	2,836.4	11.3%
		Domestic trade	國內貿易	<b>469.7</b>	<b>12.9</b>	845.6	(44.5%)
		<b>Total</b>	<b>合計</b>	<b>3,628.0</b>	<b>100.0</b>	3,682.0	(1.5%)
<b>Gross Profit</b>	毛利	International trade	國際貿易	<b>195.2</b>	<b>84.3</b>	213.2	(8.4%)
		Domestic trade	國內貿易	<b>36.3</b>	<b>15.7</b>	31.8	14.2%
		<b>Total</b>	<b>合計</b>	<b>231.5</b>	<b>100.0</b>	245.0	(5.5%)

# Management Discussion and Analysis

## 管理層討論及分析

Under the complex and changeable external situation, CMIPC's total operating revenue and total profit have increased considerably. At the beginning of this year, the Company obtained the equity certificate of the three industrial joint ventures: China Machinery Precision Manufacturing (Jiangsu) Co., Ltd., CMIPC Huajin Casting Co., Ltd. and China Machinery Metal Jiangsu Co., Ltd. At present, the three joint ventures have been profitable and operated stably. The high-end casting and forging business has also achieved healthy and steady growth with the support of the three joint ventures. In terms of the express railway brake disk business, the invention patent of the brake disk has been successfully included into 2017 major scientific and technological innovation results library of the National Railway Administration. This is the new achievement made by CMIPC through development driven by scientific and technological innovation, market expansion with high-end casting and forging products, and continuing improvement of technological business. Over years of technical and market accumulation, CMEC has also made breakthroughs in the sales of hydraulic shovel traveling system and Australian mining market.

China-East Resources Import & Export Co., Ltd. has developed steadily. The implementation and development of the Laos market are sound. The construction of Thailand regional center is steadily advancing. The current focus is mainly on the housing construction and rubber factory projects. The construction of the Canadian housing project is smooth, and through actively negotiation, the memorandum of understandings of several projects has been signed in North America.

中設裝備板塊在外部形勢複雜多變的情況下，營業收入及利潤總額均有較大漲幅。今年年初，取得了中設精工製造江蘇有限公司、山西中設華晉鑄造有限公司和國機金屬江蘇有限公司三個實業化合營公司股權證書。目前，三個合資廠均已實現盈利，運營穩定，高端鑄鍛件業務也在三個合資廠的支撐下健康穩步增長。高鐵剎車盤業務方面，制動盤盤體發明專利成功入選國家鐵路局2017年度鐵路重大科技創新成果庫，這是中設裝備堅持以科技創新驅動發展，以高端鑄鍛件產品為引領擴展市場，不斷提升具有科技含量業務而取得的新成績。此外，經過多年的技術與市場積累，中設裝備公司在液壓鏟行走系統和澳洲礦山市場的銷售方面也取得突破。

中經東源進出口有限責任公司穩定發展。在老撾市場的執行情況和開發情況均良好；泰國區域中心建設穩步推進，當前主要聚焦醫養結合房屋建設項目和橡膠廠項目；加拿大房建項目目前施工順利，並在北美積極洽談並簽訂了若干項目的諒解備忘錄。



# Management Discussion and Analysis

## 管理層討論及分析

In the first half of the year, the domestic new energy business of the Eastern China Business Division was affected by the changes of relevant policies and encountered with great difficulties. It has been constantly developing the international market for the CMEC New Energy brand, and accelerating its regionalization and localization. China National Machinery & Equipment Import & Export (Suzhou) Co., Ltd. has set up the overseas platform management and operation division, and expanded the business of “Internet plus overseas operation platform” mainly in European and American markets. That is to take the cross-border e-commerce as the entry point, combine the e-commerce business with the local offline promotion business, build a supply chain service system in the model of stocking in overseas warehouses, move forward the front end of the existing international trade, go into the local markets in European and American countries, develop the local trading and grab the local market share.

The business of other companies proceeds orderly. For instance, the first phase project of Yinchuan CMEC Silk Road International Cooperation Park has been opened for business; China Machinery & Equipment (HK) Company Limited has obtained electricity business contractor qualification in Hong Kong; and the roof PV project commencement ceremony of Curaçao School was inaugurated.

華東事業部的國內新能源業務在上半年受到相關政策變化的影響，遇到較大困難；海外方面，以「中設新能源」為品牌，不斷開拓國際市場，並探索推進區域化、屬地化等。中設（蘇州）機械設備工程有限公司建立海外平台管理運營部，拓展以歐美市場為核心的「互聯網+海外運營平台」業務。即以跨境電商為切入點，將電商業務與本地地推業務結合，搭建以海外倉備貨為模式的供應鏈服務系統，把現有的國際貿易的前端前移，深入到歐美本土，開展本地貿易，搶佔本地市場。

其他公司的業務也在有序推進中，如銀川CMEC絲路國際合作園一期啟動項目順利開園，中國機械設備香港有限公司取得香港地區電業承辦商資質，庫拉索學校屋頂光伏項目舉行開工儀式等。

# Management Discussion and Analysis

## 管理層討論及分析

### (III) Services Business

In the first half of the year, the tendering business showed a steady development trend. The design consulting business has developed steadily, the production and operation have continued to grow, the innovation and development have been steadily advanced, the restructuring and acquisition have been progressed, and the transformation into technological engineering company has been quickened.

The following table sets forth the details of the Services Business as of the Period, together with the comparative figures for the Corresponding Period in 2017:

### (三) 服務業務

上半年，公司服務業務中的招標業務呈平穩發展態勢。設計諮詢業務發展穩定，生產經營持續增長，創新發展穩步推進，重組併購又獲進展，向科技型工程公司轉型步伐加快。

下表載列截止本期間服務業務詳情連同2017年同期的比較數字：

				Six months ended June 30, 2018 截至2018年 6月30日止 六個月 RMB million 人民幣百萬元	% of total 佔總額%	Six months ended June 30, 2017 截至2017年 6月30日止 六個月 RMB million 人民幣百萬元	Increase/ decrease 增加/減少
<b>Revenue</b>	收入	Logistics services	物流服務	171.4	17.3	76.9	122.9%
		Design services	設計服務	381.2	38.3	294.4	29.5%
		Tendering agency services	招標代理服務	13.8	1.4	11.3	22.1%
		Export-import agency services	進出口代理服務	12.0	1.2	4.3	179.1%
		Others	其他	415.9	41.8	326.0	27.6%
		Total	合計	994.3	100.0	712.9	39.5%
<b>Gross Profit</b>	毛利	<b>Total</b>	合計	302.0	100.0	259.8	16.2%

# Management Discussion and Analysis

## 管理層討論及分析

In the first half of the year, CMIE operated well. From the market distribution, more efforts have been paid to the development of EPC contracting business. The design consulting business has been spread throughout 24 provinces and cities, and the EPC contracting business has been expanded to 13 provinces and cities. From the industry distribution, the contract amount of municipal and environmental protection engineering, electric power, civil construction, industrial projects and other industries was relatively balanced, and the overall anti-risk capability was significantly enhanced. In the industrial engineering sector, the Company still maintained the traditional advantages, promoted diversified business and actively developed the EPC contracting business. In the civil building sector, the Company made great efforts to build the characteristic high-quality buildings and improved the capacity of the whole industry chain service. In the municipal and environmental protection engineering sector, the municipal engineering design ability was increased, the municipal business chain was improved, and the characteristic technological advantage was consolidated. In the electric power sector, the Company maintained the differentiation and characteristic management, and actively developed the gas turbine, diesel power station, power plant thermal transformation projects both at home and abroad. In addition, efforts have been made to push forward the transformation of achievements and the construction of technological center of the Company and to constantly improve the ability of scientific and technological innovation. The Company applied for a total of 20 intellectual property rights in the first half of the year and obtained 27 authorized patents.

中機國際上半年經營情況良好。從市場分布來看，不斷加大對總承包業務的開拓，目前設計諮詢業務遍布全國24個省市，總承包業務拓展至13個省市。從行業分布來看，保持市政環保、電力、民建、工業項目等各個行業的合同額相對均衡，整體抗風險能力顯著增強。在工業工程方面，仍然保持傳統優勢，促進業務多元化，積極發展總承包業務；在民用建築方面，着力打造特色精品建築，完善全產業鏈服務能力；在市政環保工程方面，不斷提升市政設計能力，完善市政業務鏈，並鞏固特色技術優勢；在電力工程方面，保持差異化、特色化經營，開拓國內外燃機、柴油機電站、電廠熱力改造等項目。另外，下功夫推進成果轉換和企業技術中心的建設，不斷提高科技創新能力，上半年共申請知識產權20項，獲得授權專利27項。

# Management Discussion and Analysis

## 管理層討論及分析

Jikan Research Institute operated well in the first half of the year. Development was steadily advancing. The technical advantage and brand influence were utilized for the expansion of the engineering survey business, and the priority of work of the surveying and mapping engineering business was adjusted, leading to great increase in the amount of the newly signed contracts. As headed by the building planning and design, the engineering design business was further developed by seizing the opportunity that the EPC contracting was vigorously promoted by the national government, and closely following the governmental construction of innovation science and technology parks and industry parks. The engineering testing business tag along with the steady growth by relying on the technology incubation results and equipment ability. In the environmental engineering business, the special contracting projects were actively explored, and the related assessment and repair business in the field of environmental protection was developed and the prospect is promising. The engineering contracting business and the international engineering business were developed steadily and the amount of newly signed contracts has increased. In terms of scientific and technological innovation, two national research projects were declared, 20 research projects were in progress, two research projects were concluded, appraisal of two scientific and technological achievements was completed, and one achievement won the Yan'an Science and Technology Special Prize. In addition, two scientific research platforms were accepted.

機勘院上半年經營情況同樣良好。市場開拓穩步推進，工程勘察板塊利用技術優勢和品牌影響力，測繪工程板塊調整工作重心，令新簽合同額大幅增長；工程設計板塊以建築規劃設計為龍頭，緊抓國家大力推廣總承包的機遇，緊密跟蹤政府創新科技園和工業園區的建設；工程檢測板塊依托技術孵化成果和設備能力，保持穩定增長；環保工程板塊積極探索專項工程承包業務，並積極開拓環保領域相關評估、修復業務等，發展前景可期；工程承包板塊和國際工程板塊穩步發展，新簽合同額和業務規模均有增長。在創新發展方面，上半年完成國家級課題申報2項，在研項目20項，結題項目兩項，完成2項科技成果鑑定，還有1項成果獲得延安市科學技術特等獎，此外，有2個科研平台順利通過驗收。



# Management Discussion and Analysis

## 管理層討論及分析

### Acquisition of 100% equity interest in CNEEC

On November 24, 2017, the Company and SINOMACH entered into an acquisition agreement, pursuant to which the Company has agreed to acquire, and SINOMACH has also agreed to dispose of, the entire equity interest in CNEEC for an aggregate consideration of RMB1,980,031,000 (equivalent to approximately HK\$2,349,766,807), subject to the terms and conditions of the acquisition agreement (the “Acquisition”). The Acquisition is a key and timely step for SINOMACH Group to honor its non-competition undertakings, which would enable the Company to better utilize such business integration to strengthen the competitiveness of its core business. The Acquisition enabled the Company to rapidly expand its assets and scale of business by external merger and acquisition, and to further enhance the Company’s capabilities in design, supervision, operation and maintenance of engineering projects, and further improve the Company’s service capabilities in a complete project cycle. The Acquisition also reinforced the market position of the Company’s engineering contracting business in traditional areas by consolidating relationships with partners, and developed business in a larger scale and with stepped up efforts to enter new markets and areas. It also helped to expand the Company’s talent pool for the International Engineering Contracting Business, and improve its talent team structure. On January 12, 2018, the first extraordinary general meeting of the Company has approved the Acquisition and the completion of the Acquisition took place on April 4, 2018. Details for the transaction are set out in the Company’s announcements published on the websites of the Stock Exchange and the Company dated November 24, 2017, January 12, 2018, and April 9, 2018, respectively.

### 收購中電工100%股權

於2017年11月24日，本公司與國機訂立收購協議，根據該協議（「收購事項」）及在其條款及條件的規限下，本公司已同意以人民幣1,980,031,000元的總對價（相當於約2,349,766,807港元）收購中電工的全部股權，而國機亦已同意出售其全部股權。該收購事項是國機集團恪守其避免同業競爭承諾的一項重要且及時的舉措，且能使本公司更好地利用有關業務整合以提升其核心業務的競爭力。該收購事項令公司通過外部併購從而快速擴大本公司的資產及業務規模，進一步提升公司其於設計、監督、運營及維護工程項目方面的能力，進而提升本公司於整個項目週期中的服務能力。該收購事項亦將通過鞏固合作夥伴關係鞏固公司在傳統領域工程承包業務中的市場地位，通過進入新的市場和領域以更大規模及更有力的方式發展業務。這亦有助於擴大本公司的國際工程承包業務人才庫，並改善人才隊伍結構。於2018年1月12日本公司的第一次臨時股東大會通過該收購事項，該收購事項並於2018年4月4日完成。有關交易的詳情載於本公司在聯交所及本公司網站分別刊發的2017年11月24日、2018年1月12日及2018年4月9日的公告。

# Management Discussion and Analysis

## 管理層討論及分析

### III. HUMAN RESOURCES

As at June 30, 2018, the Group had approximately 4,829 (December 31, 2017: 3,787) employees. Employees' remuneration comprises basic salary and performance salary. The performance salary is determined according to the assessment of the performance of all staff. The Company does not adopt any pre- or post-IPO share award scheme or share option scheme.

The Company provides systematic and effective training for the employees. The Company also provides sustainable and specific educational training for the senior management, middle management as well as technical and operational staff with a view to improving the quality and ability of the staff at different levels.

### IV. FINANCIAL POSITION AND OPERATING RESULTS

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

#### 1. Overview

For the Period, both of the Group's revenue and gross profit increased to a certain extent, and the gross profit margin of core businesses was still maintained at a relatively high level.

#### 2. Revenue

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

For the Period, the Group's revenue amounted to approximately RMB12,048.3 million, representing an increase of 8.1% as compared with the Group's revenue of RMB11,148.6 million for the Corresponding Period in 2017.

### III. 人力資源

截至2018年6月30日，本集團僱用員工約4,829人（2017年12月31日：3,787人）。員工薪酬包括基本薪金及績效薪金。績效薪金乃根據全體員工的表現評估釐定。本公司概無採納任何首次公開發售前或後股份獎勵計劃或購股權計劃。

本公司為員工提供有系統及有效的培訓。本公司亦為高級管理層、中級管理層以及技術及營運人員提供可持續及特別教育培訓，旨在提升不同級別員工的質素及能力。

### IV. 財務狀況及經營業績

以下討論應與本集團的未經審計中期財務報表，連同本業績公告所載的隨附附註及當中其他章節一併閱讀。

#### 1. 概覽

於本期間，本集團收入、毛利均有一定幅度增長，核心業務毛利率仍保持較高水平。

#### 2. 收入

本集團的收入來自國際工程承包業務、貿易業務及服務業務。

於本期間，本集團的收入約為人民幣12,048.3百萬元，較本集團於2017年同期的收入人民幣11,148.6百萬元增加8.1%。

# Management Discussion and Analysis

## 管理層討論及分析

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

下表載列於所示期間本集團三個業務分部各自的收入金額及佔本集團總收入的百分比：

		Six months ended June 30, 截至6月30日止六個月			
		2018 2018年		2017 2017年	
		RMB million 人民幣百萬元	% of Total 總額的%	RMB million 人民幣百萬元	% of Total 總額的%
<b>International Engineering Contracting Business</b>	<b>國際工程承包業務</b>				
Power	電力能源	4,983.0	41.3	5,132.6	46.0
Transportation and telecommunications	交通運輸及電子通訊	612.5	5.1	672.7	6.1
Non-Core Sectors	非核心行業	1,830.5	15.2	948.4	8.5
<b>Trading Business</b>	<b>貿易業務</b>				
International trade	國際貿易	3,158.3	26.2	2,836.4	25.4
Domestic trade	國內貿易	469.7	3.9	845.6	7.6
<b>Services Business</b>	<b>服務業務</b>	994.3	8.3	712.9	6.4
<b>Total</b>	<b>總計</b>	<b>12,048.3</b>	<b>100</b>	<b>11,148.6</b>	<b>100</b>

# Management Discussion and Analysis

## 管理層討論及分析

### 1) International Engineering Contracting Business

For the Period, the Group's revenue generated from the International Engineering Contracting Business amounted to RMB7,426.0 million, which accounted for 61.6% of the Group's total revenue for the Period, representing an increase of 10.0% as compared with approximately RMB6,753.7 million for the Corresponding Period in 2017, primarily due to the increase in revenue from Non-Core Sectors.

For the Period, revenue from the power sector amounted to RMB4,983.0 million, representing a decrease of 2.9% as compared with RMB5,132.6 million for the Corresponding Period in 2017, primarily due to the greater progress of the power station projects in Africa and Asia over the Corresponding Period of last year.

For the Period, revenue from the transportation and telecommunications sector amounted to RMB612.5 million, representing a decrease of 8.9% as compared with RMB672.7 million for the Corresponding Period in 2017, primarily due to a slightly faster progress of railway reconstruction project in the South American than that of the first half of this year.

For the Period, revenue from the Non-Core Sectors amounted to RMB1,830.5 million, representing an increase of 93.0% as compared with RMB948.4 million for the Corresponding Period in 2017, primarily due to the greater progress achieved by the water plant and water supply projects in Africa in the first half of 2018, which generated higher revenue as compared with that for the first half of 2017.

### 1) 國際工程承包業務

於本期間，本集團的國際工程承包業務收入為人民幣7,426.0百萬元，佔於本期間本集團總收入61.6%及較2017年同期約人民幣6,753.7百萬元增加10.0%，主要由於非核心行業收入有所增加。

於本期間，電力能源行業收入為人民幣4,983.0百萬元，比2017年同期人民幣5,132.6百萬元減少2.9%，主要由於位於非洲、亞洲的電站項目上年同期有較大進展。

於本期間，交通運輸及電子通訊行業收入為人民幣612.5百萬元，比2017年同期人民幣672.7百萬元減少8.9%，主要由於南美洲鐵路改造項目進度略低於去年同期。

於本期間，非核心行業收入為人民幣1,830.5百萬元，比2017年同期人民幣948.4百萬元增加93.0%，主要由於非洲的水廠及供水項目於2018年上半年取得較大進展，相比2017年上半年取得收入較多。



# Management Discussion and Analysis

## 管理層討論及分析

### 2) Trading Business

For the Period, the Group's revenue generated from the Trading Business reached RMB3,628.0 million, which accounted for 30.1% of the Group's total revenue for the Period, basically the same as compared with RMB3,682.0 million for the Corresponding Period in 2017, among which revenue from international trade increased as compared with that for the Corresponding Period of last year, while revenue from domestic trade declined.

For the Period, revenue from the international trade amounted to RMB3,158.3 million, represents an increase of 11.3% as compared with RMB2,836.4 million for the Corresponding Period in 2017, mainly because of a certain growth in food export business and chemical products business.

For the Period, revenue from domestic trade amounted to RMB469.7 million, representing a decrease of 44.5% as compared with RMB845.6 million for the Corresponding Period in 2017, mainly due to the decrease in the trading volume of industrial aluminum business.

### 3) Services Business

For the Period, the Group's revenue generated from the Services Business amounted to RMB994.3 million, which accounted for 8.3% of the Group's total revenue for the Period, representing an increase of 39.5% as compared with RMB712.9 million for the Corresponding Period in 2017, mainly due to the increase in revenue from transportation and design sectors as compared with the Corresponding Period in 2017.

## 3. Cost of sales

For the Period, the Group's cost of sales increased by 8.1% to RMB10,108.5 million from RMB9,354.8 million for the Corresponding Period in 2017.

### 2) 貿易業務

於本期間，本集團的貿易業務收入為人民幣3,628.0百萬元，佔本集團於本期間總收入30.1%及較2017年同期人民幣3,682.0百萬元基本持平，其中國際貿易收入較上年同期增長，國內貿易收入有所下降。

於本期間，國際貿易收入為人民幣3,158.3百萬元，比2017年同期人民幣2,836.4百萬元增加11.3%，主要由於糧食出口業務及化工產品業務有一定增長。

於本期間，國內貿易收入為人民幣469.7百萬元，比2017年同期人民幣845.6百萬元減少44.5%，主要由於工業鋁型材業務量的減少。

### 3) 服務業務

於本期間，本集團的服務業務收入為人民幣994.3百萬元，佔本集團於本期間總收入8.3%及較2017年同期人民幣712.9百萬元增加39.5%，主要由於運輸業務、設計業務較2017年同期有所增加。

## 3. 銷售成本

於本期間，本集團的銷售成本為人民幣10,108.5百萬元，而2017年同期則為人民幣9,354.8百萬元，增幅為8.1%。

# Management Discussion and Analysis

## 管理層討論及分析

### 4. Gross Profit and Gross Profit Margin

#### 1) Gross Profit

During the Period, the Group's gross profit amounted to RMB1,939.7 million, representing an increase of 8.1% as compared with RMB1,793.7 million for the Corresponding Period in 2017.

Gross profit of the Group for the Period consists of the following:

### 4. 毛利及毛利率

#### 1) 毛利

於本期間，本集團的毛利為人民幣1,939.7百萬元，較2017年同期人民幣1,793.7百萬元增加8.1%。

於本期間，本集團毛利構成情況如下：

		Six months ended June 30, 截至6月30日止六個月			
		2018 2018年		2017 2017年	
		RMB million 人民幣百萬元	% of Total 總額的%	RMB million 人民幣百萬元	% of Total 總額的%
<b>International Engineering Contracting Business</b>	<b>國際工程承包業務</b>				
Power	電力能源	1,126.3	58.1	1,053.2	58.7
Transportation and telecommunications	交通運輸及電子通訊	125.4	6.4	134.4	7.5
Non-Core Sectors	非核心行業	154.5	8.0	101.3	5.6
		<b>1,406.2</b>	<b>72.5</b>	1,288.9	71.8
<b>Trading Business</b>	<b>貿易業務</b>				
International trade	國際貿易	195.2	10.0	213.2	11.9
Domestic trade	國內貿易	36.3	1.9	31.8	1.8
		<b>231.5</b>	<b>11.9</b>	245.0	13.7
<b>Services Business</b>	<b>服務業務</b>	<b>302.0</b>	<b>15.6</b>	259.8	14.5
<b>Total</b>	<b>總計</b>	<b>1,939.7</b>	<b>100</b>	1,793.7	100

# Management Discussion and Analysis

## 管理層討論及分析

### i) *International Engineering Contracting Business*

For the Period, the Group's gross profit from the International Engineering Contracting Business amounted to RMB1,406.2 million, which accounted for 72.5% of the Group's total gross profit for the Period, representing an increase of 9.1% as compared with RMB1,288.9 million for the Corresponding Period in 2017, primarily due to the increase in gross profit in the power and Non-Core Sectors.

For the Period, the Group's gross profit from the power sector amounted to RMB1,126.3 million, representing an increase of 6.9% as compared with RMB1,053.2 million for the Corresponding Period in 2017, mainly due to the greater progress of power transformation station project in Africa in the first half of the year.

For the Period, the Group's gross profit from the transportation and telecommunications sector amounted to RMB125.4 million, representing a decrease of 6.7% as compared with RMB134.4 million for the Corresponding Period in 2017, mainly due to a slight slower progress of the railway reconstruction project in South America in the first half of the year as compared with that for the Corresponding Period last year.

For the Period, the Group's gross profit from the Non-Core Sectors amounted to RMB154.5 million, representing an increase of 52.5% as compared with RMB101.3 million for the Corresponding Period in 2017, primarily due to the significant progress achieved by the water plant projects in Africa in the first half of 2018.

### i) 國際工程承包業務

於本期間，本集團國際工程承包業務的毛利為人民幣1,406.2百萬元，佔本集團本期間總毛利72.5%，較2017年同期人民幣1,288.9百萬元增加9.1%，主要由於電力能源和非核心行業的毛利增加。

於本期間，電力能源行業毛利為人民幣1,126.3百萬元，比2017年同期人民幣1,053.2百萬元增加6.9%，主要由於非洲的連接線項目上半年取得較大進展。

於本期間，交通運輸及電子通訊行業毛利為人民幣125.4百萬元，比2017年同期人民幣134.4百萬元減少6.7%，主要由於南美洲鐵路改造項目今年上半年進度略低於去年同期。

於本期間，非核心行業毛利為人民幣154.5百萬元，比2017年同期人民幣101.3百萬元增加52.5%，主要由於非洲的水廠項目於2018年上半年取得較大進展。

# Management Discussion and Analysis

## 管理層討論及分析

### ii) *Trading Business*

For the Period, the Group's gross profit from the Trading Business amounted to RMB231.5 million, which accounted for 11.9% of the Group's total gross profit for the Period, representing a decrease of 5.5% as compared with RMB245.0 million for the Corresponding Period in 2017, primarily due to the more gross profit from passenger cars in Africa confirmed over the Corresponding Period of last year.

### iii) *Services Business*

For the Period, the Group's gross profit from the Service Business amounted to RMB302.0 million, which accounted for 15.6% of the Group's total gross profit for the Period, representing an increase of 16.2% as compared with RMB259.8 million for the Corresponding Period in 2017, primarily due to the increase in revenue from design and leasing as compared to the Corresponding Period of last year.

### ii) 貿易業務

於本期間，本集團貿易業務的毛利為人民幣231.5百萬元，佔本集團本期間總毛利11.9%及較2017年同期人民幣245.0百萬元減少5.5%，主要由於上年同期非洲的小客車項目確認毛利較多。

### iii) 服務業務

於本期間，本集團服務業務的毛利為人民幣302.0百萬元，佔本集團本期間總毛利15.6%及較2017年同期人民幣259.8百萬元增加16.2%，主要由設計收入及租金收入較2017年同期有所增加。



# Management Discussion and Analysis

## 管理層討論及分析

### 2) Gross Profit Margin

During the Period, the Group's gross profit margin was approximately 16.1%, same with that for the Corresponding Period of last year.

Gross profit margins of the Group for the Period consist of the following:

### 2) 毛利率

於本期間，本集團的毛利率約16.1%，與上年同期持平。

於本期間，本集團毛利率構成情況如下：

#### Six months ended June 30, 截至6月30日止六個月

		2018 2018年 %	2017 2017年 %
<b>International Engineering Contracting Business</b>	<b>國際工程承包業務</b>	<b>18.9</b>	19.1
Power	電力能源	<b>22.6</b>	20.5
Transportation and telecommunications	交通運輸及電子通訊	<b>20.5</b>	20.0
Non-Core Sectors	非核心行業	<b>8.4</b>	10.7
<b>Trading Business</b>	<b>貿易業務</b>	<b>6.4</b>	6.7
International trade	國際貿易	<b>6.2</b>	7.5
Domestic trade	國內貿易	<b>7.7</b>	3.8
<b>Services Business</b>	<b>服務業務</b>	<b>30.4</b>	36.4
<b>Total</b>	<b>總計</b>	<b>16.1</b>	16.1

# Management Discussion and Analysis

## 管理層討論及分析

### *i) International Engineering Contracting Business*

For the Period, the Group's gross profit margin for the International Engineering Contracting Business was 18.9%, as compared with 19.1% for the Corresponding Period in 2017, representing a slight decrease as compared to the Corresponding Period in 2017.

For the Period, the gross profit margin of the power sector was 22.6%, as compared with 20.5% for the Corresponding Period in 2017, representing a slight increase as compared to the Corresponding Period in 2017.

For the Period, the gross profit margin of the transportation and telecommunications sector was 20.5%, as compared with 20.0% for the Corresponding Period in 2017, basically the same as compared to the Corresponding Period of last year.

For the Period, the gross profit margin of the Non-Core Sectors was 8.4%, representing a decrease of 2.3% as compared with 10.7% for the Corresponding Period in 2017, mainly due to the higher gross profit margin of municipal infrastructure projects in Africa for the Corresponding Period of last year.

### *ii) Trading Business*

For the Period, the gross profit margin of the Group's Trading Business decreased by 0.3% to 6.4%, compared with approximately 6.7% for the Corresponding Period in 2017, basically the same as that for the Corresponding Period of last year.

### *i) 國際工程承包業務*

於本期間，本集團國際工程承包業務的毛利率為18.9%，而2017年同期為19.1%，與2017年同期相比略有降低。

於本期間，電力能源行業毛利率為22.6%，而2017年同期則為20.5%，較2017年略有增長。

於本期間，交通運輸及電子通訊行業毛利率為20.5%，而2017年同期則為20.0%。與上年同期基本持平。

於本期間，非核心行業毛利率為8.4%，與2017年同期的10.7%比下降了2.3%，主要由上年同期非洲的市政基礎建設項目毛利率較高。

### *ii) 貿易業務*

於本期間，本集團貿易業務毛利率為6.4%，而2017年同期則約為6.7%，下降了0.3%，與上年同期基本持平。

# Management Discussion and Analysis

## 管理層討論及分析

### iii) Services Business

For the Period, the Group's gross profit margin for the Services Business decreased by 6.0% to 30.4%, as compared with approximately 36.4% for the Corresponding Period in 2017, primarily due to the higher gross profit margins for consulting services implemented in the Corresponding Period of last year.

### 5. Other Revenue

The Group's other revenue decreased by 33.6% to RMB65.4 million for the Period as compared with RMB98.5 million for the Corresponding Period in 2017, mainly attributable to the decrease in investment income from the reduction in scale of financial management.

### 6. Other Income, Net

The Group's other income net amounted to RMB12.3 million for the Period as compared with RMB71.8 million for the Corresponding Period in 2017. The decrease was mainly attributable to the investment income acquired from disposal of subsidiaries' equity during the Corresponding Period of last year.

### 7. Selling and Distribution Expenses

The Group's selling and distribution expenses increased by 6.1% to RMB486.1 million for the Period as compared with RMB458.3 million for the Corresponding Period in 2017, primarily due to the increase in labor cost.

### 8. Administrative Expenses

The Group's administrative expenses increased by 13.0% to RMB490.9 million for the Period as compared with RMB434.6 million for the Corresponding Period in 2017, primarily due to the increases in consulting service fees and research and development expenses.

### iii) 服務業務

於本期間，本集團服務業務的毛利率為30.4%，而2017年同期則約為36.4%，下降了6.0%，主要由於上年同期執行的諮詢服務業務毛利率較高。

### 5. 其他收入

於本期間，本集團的其他收入為人民幣65.4百萬元，較2017年同期人民幣98.5百萬元減少33.6%。主要由於財資管理規模降低導致投資收益減少。

### 6. 其他收入淨額

於本期間，本集團的其他收入淨額為人民幣12.3百萬元，而2017年同期則為人民幣71.8百萬元。有關減少主要由於上年同期因處置附屬公司股權而取得投資收益。

### 7. 銷售及分銷開支

於本期間，本集團的銷售及分銷開支為人民幣486.1百萬元，較2017年同期人民幣458.3百萬元增加6.1%，主要由於人工成本增加。

### 8. 行政開支

於本期間，本集團的行政開支為人民幣490.9百萬元，較2017年同期約人民幣434.6百萬元增加13.0%，主要是諮詢服務費及研發費用支出增加。

# Management Discussion and Analysis

## 管理層討論及分析

### 9. Other Operating Expenses

The Group's other operating expense was RMB133.6 million for the Period as compared with RMB115.1 million for the Corresponding Period in 2017. The increase was mainly due to the increase in provisions for impairment of trade receivables of the Company for the Period.

### 10. Profit from Operations

The Group's profit from operations decreased by 5.1% to RMB906.9 million for the Period as compared with RMB956.1 million for the Corresponding Period in 2017. This decrease was mainly attributable to the combined effect of the investment income from the disposal of subsidiaries during the Corresponding Period of last year and the increases in sales and distribution expenses and administrative expenses for the Period.

### 11. Finance Income/Finance Expenses

The Group's finance income increased by 10.8% to RMB233.8 million for the Period as compared with RMB211.0 million for the Corresponding Period in 2017. The Group's finance expenses decreased by 88.4% to RMB38.3 million for the Period as compared with approximately RMB330.4 million for the Corresponding Period in 2017. This change was mainly attributable to the increase in exchange gain caused by exchange rate fluctuations. As a result, the Group's net finance income increased to RMB195.5 million for the Period as compared with the net finance income of RMB(119.4) million for the Corresponding Period in 2017.

### 12. Income Tax

The Group's income tax increased by 29.7% to RMB297.3 million for the Period as compared with RMB229.3 million for the Corresponding Period in 2017, mainly due to the increase in profit before tax.

### 9. 其他經營開支

於本期間，本集團的其他經營開支為人民幣133.6百萬元，2017年同期為人民幣115.1百萬元。有關增加主要由於公司本期應收賬款減值撥備增加。

### 10. 經營溢利

於本期間，本集團的經營溢利為人民幣906.9百萬元，較2017年同期人民幣956.1百萬元減少5.1%。該減少主要由於上年同期處置子公司產生投資收益及本期間銷售及分銷開支及行政開支增加的共同影響。

### 11. 財務收入／財務開支

於本期間，本集團的財務收入為人民幣233.8百萬元，較2017年同期人民幣211.0百萬元增加10.8%。於期內，本集團的財務開支為人民幣38.3百萬元，較2017年同期約人民幣330.4百萬元減少88.4%。有關變動主要由於匯率波動導致的匯兌收益的增加。因此，於本期間內，本集團的財務收入淨額為人民幣195.5百萬元，2017年同期的財務收入淨額為人民幣(119.4)百萬元。

### 12. 所得稅

於本期間，本集團的所得稅為人民幣297.3百萬元，較2017年同期人民幣229.3百萬元增加29.7%，主要是除稅前溢利增加導致。



# Management Discussion and Analysis

## 管理層討論及分析

### 13. Profit for the Period

As a result of the foregoing, the Group's net profit increased by 37.7% to RMB893.1 million for the Period as compared with RMB648.4 million for the Corresponding Period in 2017, and its net profit margin increased by 1.6% to 7.4% for the Period as compared with 5.8% for the Corresponding Period in 2017, which was mainly due to the increase in exchange income as compared with that for the Corresponding Period of last year caused by exchange rate fluctuations.

### 14. Profit Attributable to the Owners of the Parent

The profit attributable to the owners of the parent increased by 37.6% to RMB892.4 million for the Period as compared with RMB648.4 million for the Corresponding Period in 2017.

### 15. Profit Attributable to the Holders of Non-Controlling Interests

The profit attributable to the holders of non-controlling interests of the Group amounted to RMB0.7 million for the Period as compared with a net loss of RMB0.05 million for the Corresponding Period in 2017.

### 16. Liquidity and Capital Resources

As at June 30, 2018, the Group's cash and cash equivalents increased marginally by 2.5% to RMB22,009.3 million as compared with RMB21,479.3 million as at December 31, 2017.

### 13. 本期間溢利

由於上文所述，本集團於本期間的淨溢利為人民幣893.1百萬元，較2017年同期人民幣648.4百萬元增加37.7%，而本期間的淨溢利率為7.4%，較2017年同期5.8%增加1.6%。主要是由於匯率變動導致的匯兌收益較上年同期增加。

### 14. 歸屬於母公司擁有人溢利

於本期間，歸屬於母公司擁有人溢利為人民幣892.4百萬元，較2017年同期人民幣648.4百萬元增加37.6%。

### 15. 歸屬於非控股權益持有人溢利

於本期間，歸屬於本集團非控股權益持有人溢利為人民幣0.7百萬元，而2017年同期虧損淨額人民幣0.05百萬元。

### 16. 流動資金及資本資源

截至2018年6月30日，本集團的現金及現金等價物為人民幣22,009.3百萬元，較2017年12月31日人民幣21,479.3百萬元增加2.5%。

# Management Discussion and Analysis

## 管理層討論及分析

As at June 30, 2018, the Group's borrowings increased by approximately 30.4% to RMB1,195.3 million as compared with RMB916.4 million as at December 31, 2017. RMB1,147.7 million (including RMB30.6 million of long-term borrowings due within one year) was short-term borrowings and the remaining amount of RMB47.6 million was long-term borrowings.

### 17. Major investment

No investment in associates and joint ventures was increased during the Period.

### 18. Subsequent Events

There are no subsequent events occurred after June 30, 2018, which may have a significant effect on the assets and liabilities on future operations of the Group.

## V. LIQUIDITY

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

We have historically met our working capital and other liquidity requirements principally from cash generated from operations and financed the remainder primarily through bank borrowings and proceeds from the listing of the H Shares on the Stock Exchange on December 21, 2012 (the "Listing").

截至2018年6月30日，本集團的借貸為人民幣1,195.3百萬元，較2017年12月31日人民幣916.4百萬元增加約30.4%。人民幣1,147.7百萬元（包括人民幣30.6百萬元於一年內到期的長期借貸）為短期借貸，而其餘人民幣47.6百萬元為長期借貸。

### 17. 主要投資

本期間未增加對聯營公司和合營公司的投資。

### 18. 期後事項

於2018年6月30日後並無發生任何對本集團未來營運的資產及負債有重大影響的期後事項。

## V. 流動資金

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

一直以來，我們主要靠經營所產生的現金來滿足營運資金及其他流動資金需求，而剩餘金額主要通過銀行借貸和H股於2012年12月21日在聯交所上市（「上市」）所得款項籌措。

# Management Discussion and Analysis

## 管理層討論及分析

### 1. Cash flows

The following table sets forth a summary of our cash flows for the Period, with the comparative figures for the Corresponding Period in 2017:

		<b>Six months ended June 30,</b> 截至6月30日止六個月	
		<b>2018</b>	2017
		<b>2018年</b>	2017年
		<b>(RMB million)</b>	(RMB million)
		(人民幣百萬元)	(人民幣百萬元)
Net cash flows from/(used in) operating activities	經營活動所得／(所用)的現金流量淨額	<b>44.5</b>	(395.7)
Net cash flows from/(used in) investing activities	投資活動所得／(所用)的現金流量淨額	<b>102.0</b>	(444.7)
Net cash flows from/(used in) financing activities	融資活動所得／(所用)的現金流量淨額	<b>254.1</b>	(54.5)
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物增加／(減少)淨額	<b>400.6</b>	(894.9)
Cash and cash equivalents at the beginning of the Period	本期間初的現金及現金等價物	<b>21,479.3</b>	22,127.4
Effect of foreign exchange rate changes, (net)	匯率變動的淨影響	<b>129.4</b>	(227.5)
Cash and cash equivalents at the end of the Period	本期間末的現金及現金等價物	<b>22,009.3</b>	21,005.0

As at June 30, 2018, the Group's cash and cash equivalents increased by 2.5% to RMB22,009.3 million as compared with RMB21,479.3 million as at December 31, 2017. The cash and cash equivalents are mainly denominated in RMB.

### 1. 現金流量

下表載列我們於本期間的現金流量概況，連同2017年同期的比較數字：

		<b>Six months ended June 30,</b> 截至6月30日止六個月	
		<b>2018</b>	2017
		<b>2018年</b>	2017年
		<b>(RMB million)</b>	(RMB million)
		(人民幣百萬元)	(人民幣百萬元)
Net cash flows from/(used in) operating activities	經營活動所得／(所用)的現金流量淨額	<b>44.5</b>	(395.7)
Net cash flows from/(used in) investing activities	投資活動所得／(所用)的現金流量淨額	<b>102.0</b>	(444.7)
Net cash flows from/(used in) financing activities	融資活動所得／(所用)的現金流量淨額	<b>254.1</b>	(54.5)
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物增加／(減少)淨額	<b>400.6</b>	(894.9)
Cash and cash equivalents at the beginning of the Period	本期間初的現金及現金等價物	<b>21,479.3</b>	22,127.4
Effect of foreign exchange rate changes, (net)	匯率變動的淨影響	<b>129.4</b>	(227.5)
Cash and cash equivalents at the end of the Period	本期間末的現金及現金等價物	<b>22,009.3</b>	21,005.0

截至2018年6月30日，本集團的現金及現金等價物約為人民幣22,009.3百萬元，而截至2017年12月31日則為人民幣21,479.3百萬元，增幅為2.5%。現金及現金等價物主要以人民幣計值。

# Management Discussion and Analysis

## 管理層討論及分析

### 2. Cash flows from operating activities

For the Period, we had net cash flows from operating activities of RMB44.5 million. Net cash from operating activities was a result of operating profit before changes in working capital in the amount of RMB1,190.4 million, a cash outflow of RMB791.8 million due to changes in working capital and income tax paid in the amount of RMB204.2 million. The change in working capital mainly included the increase of RMB2,674.0 million in contractual liabilities, the increase of RMB2,618.8 million in contractual assets, the increase of RMB650.1 million in trade and other receivables, and the decrease of RMB83.7 million in trade and other payables.

### 3. Cash flows from investing activity

For the Period, our net cash flows from investing activities were RMB102.0 million. The net cash inflow of our investment activities was from the decrease of RMB2,116.1 million in bank deposits with maturity of over three months, the outflow of RMB1,980.0 million from the acquisition of subsidiaries, and an expenditure of RMB22.1 million on intangible assets and prepaid land lease payments.

### 4. Cash flows from financing activities

For the Period, our net cash flows from financing activities were RMB254.1 million. Our main cash outflow from financing activities primarily consisted of repayment of borrowings in the amount of RMB399.9 million. Cash inflow primarily consisted of borrowings raised in the amount of RMB678.9 million.

### 2. 來自經營活動的現金流量

於本期間，我們經營活動所得的現金流量淨額為人民幣44.5百萬元。經營活動所得的現金淨額乃來自營運資金變動前的經營溢利人民幣1,190.4百萬元、因營運資金變動致使現金流出人民幣791.8百萬元及已付所得稅人民幣204.2百萬元。營運資金變動主要包括合同負債增加人民幣2,674.0百萬元，合同資產增加人民幣2,618.8百萬元及貿易及其他應收款增加人民幣650.1百萬元，貿易及其他應付款項減少人民幣83.7百萬元。

### 3. 來自投資活動的現金流量

於本期間，我們投資活動所得的現金流量淨額為人民幣102.0百萬元，我們投資活動的現金淨流入乃來自三個月以上銀行存款的減少人民幣2,116.1百萬元、收購子公司的款項流出人民幣1,980.0百萬元及無形資產和預付土地租賃款的支出人民幣22.1百萬元。

### 4. 來自融資活動的現金流量

於本期間，我們融資活動所得的現金流量淨額為人民幣254.1百萬元。我們融資活動的現金流出主要為償還借款人民幣399.9百萬元。現金流入主要包括取得借款人民幣678.9百萬元。



# Management Discussion and Analysis

## 管理層討論及分析

### 5. Capital Expenditures and Capital Commitments

Our capital expenditures consisted primarily of the purchase of property, plant and equipment, investment properties, lease prepayments and intangible assets. The Group's capital expenditures increased by 58.0% to RMB171.4 million for the Period as compared with RMB108.5 million for the Corresponding Period in 2017, mainly due to the increase of input in the construction of the Group's infrastructure projects of fixed assets as compared with that for the Corresponding Period in 2017.

Our capital commitments mainly include the value of contracts signed but not yet completed of engineering work under construction and investment business. On June 30, 2018, the capital commitments of the Group was RMB1,190.0 million, representing a decrease of 14.4% as compared with RMB1,390.9 million on December 31, 2017. It was mainly attributable to the decrease in the value of contracts signed but not yet paid for infrastructure projects of fixed assets.

### 6. Working capital

#### (a) Trade and other receivables

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

### 5. 資本開支和資本承擔

我們的資本開支主要包括購買物業、廠房及設備、投資物業、預付租賃款項及無形資產。於本期間，本集團的資本開支為人民幣171.4百萬元，較2017年同期的人民幣108.5百萬元增加58.0%，主要由於本集團固定資產基建項目投入較2017年同期有所增加。

我們的資本承擔主要包括在建工程以及投資業務項下已簽訂合同但尚未執行完的合同款項。2018年6月30日，本集團的資本承擔為人民幣1,190.0百萬元，較2017年12月31日的人民幣1,390.9百萬元減少14.4%，主要由於本集團固定資產基建項目已簽訂合同但未支付的合同款減少所致。

### 6. 營運資金

#### (a) 貿易及其他應收款項

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

# Management Discussion and Analysis

## 管理層討論及分析

The following table sets forth the turnover days of the average trade receivables and the turnover days of the average trade payables of the Company for the Period, together with the comparative figures for the Corresponding Period in 2017:

下表載列本期間內本公司平均貿易應收款項及平均貿易應付款項的週轉天數，連同2017年同期的比較數字：

		<b>Six months ended June 30, 2018 截至2018年 6月30日 止六個月 days 天數</b>	Six months ended June 30, 2017 截至2017年 6月30日 止六個月 days 天數
Turnover days of the average trade receivables (Note 1)	平均貿易 應收款項的 週轉天數 (附註1)	<b>96.0</b>	105.0
Turnover days of the average trade payables (Note 2)	平均貿易應付款項的 週轉天數 (附註2)	<b>289.0</b>	298.0

Note 1: The average trade receivables are the sum of opening balance and the closing balance of trade receivables and bills receivables (net of allowance of doubtful debts) divided by two. The turnover days of the average trade receivables are the average trade receivables divided by total revenue and multiplied by 180.

附註1：平均貿易應收款項乃將貿易應收款項及應收票據（扣除呆賬準備）期初結餘與期末結餘的總和再除二得出。平均貿易應收款項的週轉天數乃將平均貿易應收款項除以總收入再乘以180得出。

Note 2: The average trade payables are the sum of opening balance and the closing balance of trade payables and bills payables divided by two. The turnover days of the average trade payables are the average trade payables divided by cost of sales and multiplied by 180.

附註2：平均貿易應付款項乃將貿易應付款項及應付票據期初結餘與期末結餘的總和再除二得出。平均貿易應付款項的週轉天數乃將平均貿易應付款項除以銷售成本再乘以180得出。

# Management Discussion and Analysis

## 管理層討論及分析

The following table sets forth the aging analysis of trade and bill receivables (net of allowance of doubtful debts) based on the invoice date as at June 30, 2018 and December 31, 2017:

下表載列截至2018年6月30日及2017年12月31日貿易應收款項及應收票據(扣除呆賬撥備)按發票日期的賬齡分析:

		<b>As at June 30, 2018 於2018年 6月30日 (RMB million) (人民幣百萬元)</b>	As at December 31, 2017 於2017年 12月31日 (RMB million) (人民幣百萬元)
Within 3 months	3個月以內	<b>2,738.3</b>	3,618.3
3 months to 6 months	3個月至6個月	<b>284.8</b>	160.9
6 months to 1 year	6個月至1年	<b>1,705.0</b>	1,397.4
Over 1 year	1年以上	<b>1,610.8</b>	1,322.8
		<b>6,338.9</b>	6,499.4

The Group's credit policies with its customers for the Period remained the same as that for the Corresponding Period in 2017. We continuously enhanced our management of trade and bills receivables to reduce our exposure to doubtful debts. In addition, we made allowance for doubtful debts after fully considering the nature of trade and bills receivables and their collectability. As of June 30, 2018, allowance for doubtful debts for our trade and bill receivables amounted to RMB1,424.6 million, accounting for 18.4% of our trade and bill receivables, compared with RMB1,251.3 million, accounting for 16.1% of our trade and bill receivables as of December 31, 2017.

於本期間，本集團與其客戶的信貸政策與2017年同期相同。我們不斷加強貿易應收款項及應收票據的管理，以求減低所承擔的呆賬風險。此外，充分考慮貿易應收款項及應收票據的性質及其可收回金額後，我們就呆賬計提撥備。截至2018年6月30日，我們就貿易應收款項及應收票據所作的呆賬撥備為人民幣1,424.6百萬元，佔我們貿易應收款項及應收票據的18.4%。而截至2017年12月31日則為人民幣1,251.3百萬元，佔我們貿易應收款項及應收票據的16.1%。

# Management Discussion and Analysis

## 管理層討論及分析

### (b) Trade and other payables

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

The following table sets forth the aging analysis of our trade and bills payables based on the invoice date as of June 30, 2018 and December 31, 2017:

		<b>As at June 30, 2018 於2018年 6月30日 (RMB million) (人民幣百萬元)</b>	As at December 31, 2017 於2017年 12月31日 (RMB million) (人民幣百萬元)
Within 3 months	3個月以內	<b>3,953.7</b>	4,434.3
3 months to 6 months	3個月至6個月	<b>1,452.6</b>	1,124.6
6 months to 1 year	6個月至1年	<b>2,412.9</b>	2,822.0
Over 1 year	1年以上	<b>8,608.4</b>	7,843.0
		<b>16,427.6</b>	16,223.9

The Group's credit policies with its suppliers for the Period remained the same as that for 2017.

### (b) 貿易及其他應付款項

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

下表載列截至2018年6月30日及2017年12月31日我們貿易應付款項及應付票據按發票日期的賬齡分析：

於本期間，本集團與其供應商的信貸政策與2017年相同。



# Management Discussion and Analysis

## 管理層討論及分析

### VI. INDEBTEDNESS

#### 1. Borrowings

Our consolidated borrowings as of June 30, 2018 and December 31, 2017 for the purpose of calculating the indebtedness of our Company were as follows:

		<b>As at June 30, 2018 於2018年 6月30日 (RMB million) (人民幣百萬元)</b>	As at December 31, 2017 於2017年 12月31日 (RMB million) (人民幣百萬元)
Current:	流動：		
Short-term borrowings	短期借貸		
Bank loans	銀行貸款		
unsecured	無抵押	<b>1,082.1</b>	505.3
secured	有抵押	<b>35.0</b>	195.2
<b>Subtotal</b>	<b>小計</b>	<b>1,117.1</b>	700.5
Add: current portion of long-term borrowings	加：長期借貸的流動部分	<b>30.6</b>	54.3
<b>Subtotal</b>	<b>小計</b>	<b>1,147.7</b>	754.8
Non-current:	非流動：		
Long-term borrowings	長期借貸		
Bank loans	銀行貸款		
unsecured	無抵押	<b>33.5</b>	172.9
secured	有抵押	<b>44.7</b>	43.0
<b>Subtotal</b>	<b>小計</b>	<b>78.2</b>	215.9
Less: current portion of long-term borrowings	減：長期借貸的流動部分	<b>30.6</b>	54.3
<b>Subtotal</b>	<b>小計</b>	<b>47.6</b>	161.6
<b>Total</b>	<b>總計</b>	<b>1,195.3</b>	916.4

### VI. 債務

#### 1. 借貸

截至2018年6月30日及2017年12月31日，我們用以計算本公司債務的合併借貸如下：

# Management Discussion and Analysis

## 管理層討論及分析

Our short-term borrowings primarily include credit borrowings, mortgage borrowings and pledge borrowings from commercial banks and other financial institutions. As at June 30, 2018, our short-term borrowings (including the current portion of long-term borrowings) amounted to RMB1,147.7 million, accounting for 96.0% of our total borrowings.

Our long-term borrowings primarily included credit, mortgage and pledge borrowings from commercial banks and other financial institutions. These included bank borrowings related to projects financed by export seller's credit, with the total balance of such borrowings (excluding the current portion of long-term borrowings) amounting to approximately RMB47.6 million as at June 30, 2018. As at June 30, 2018, our long-term borrowings (including their current portion) amounted to RMB78.2 million, accounting for 6.5% of our total borrowings. The increase in our interest-bearing borrowings to RMB1,195.3 million as at June 30, 2018 was primarily due to the increase in short-term borrowings during the Period.

All borrowings were denominated in RMB, US\$ and JPY and were subject to interest rates ranging from 1.55% to 5.70% per annum.

As at June 30, 2018, certain borrowings of RMB79,740,000 (December 31, 2017: RMB77,940,000) were secured by the Group's property, plant and equipment. As at June 30, 2018, there was no borrowings (December 31, 2017: RMB1,731,000) secured by the Group's bills receivables. As at June 30, 2018, certain borrowings of RMB120,922,000 (December 31, 2017: RMB158,418,000) were guaranteed by the Company.

短期借貸主要包括來自商業銀行及其他金融機構的信用借貸、抵押借貸及質押借貸。截至2018年6月30日，我們的短期借貸（包括長期借貸的流動部分）為人民幣1,147.7百萬元，佔我們的借貸總額96.0%。

長期借貸主要包括來自商業銀行及其他金融機構的信用、抵押及質押借貸。該等借貸包括與由出口賣方信貸融資的項目有關的銀行借貸，截至2018年6月30日，該等借貸（不包括長期借貸的流動部分）的結餘總額約為人民幣47.6百萬元。截至2018年6月30日，包括其流動部分的長期借貸為人民幣78.2百萬元，佔我們借貸總額的6.5%。我們的計息借貸截至2018年6月30日增加至人民幣1,195.3百萬元，主要由於本期的短期借貸增加。

所有借貸均以人民幣、美元及日元計值並以每年利率1.55%至5.70%計息。

於2018年6月30日，若干借貸人民幣79,740,000元（2017年12月31日：人民幣77,940,000元）由本集團的物業、廠房及設備作為抵押。於2018年6月30日，並無借貸（2017年12月31日：人民幣1,731,000元）由本集團的應收票據作為質押。於2018年6月30日，若干借貸人民幣120,922,000元（2017年12月31日：人民幣158,418,000元）由本公司作擔保。

# Management Discussion and Analysis

## 管理層討論及分析

There had been no material defaults in repayment of our bank borrowings and breaches of the finance covenants during the Period. The maturity profile of our interest-bearing borrowings as at June 30, 2018 and December 31, 2017 was as follows:

		<b>As at June 30, 2018 於2018年 6月30日 (RMB million) (人民幣百萬元)</b>	As at December 31, 2017 於2017年 12月31日 (RMB million) (人民幣百萬元)
Within 1 year or on demand	1年以內或實時還款	<b>1,147.7</b>	754.9
After 1 year but within 2 years	1年至2年	<b>9.7</b>	30.9
After 2 years but within 5 years	2年至5年	<b>27.6</b>	122.0
After 5 years	5年以上	<b>10.3</b>	8.6
<b>Total</b>	<b>總計</b>	<b>1,195.3</b>	916.4

The Group monitors its capital on the basis of gearing ratio. Gearing ratio is derived by dividing total borrowings by total assets and multiplied by 100%. As of June 30, 2018, the Group's gearing ratio was 2.06%, 0.43% higher than 1.63% as of December 31, 2017, mainly due to the new borrowings.

## 2. Contingent liabilities

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

於本期間，我們在償還銀行借貸方面概無重大違約情況，亦無嚴重違反融資契約的情況。截至2018年6月30日及2017年12月31日，我們的計息借貸到期日如下：

	<b>As at June 30, 2018 於2018年 6月30日 (RMB million) (人民幣百萬元)</b>	As at December 31, 2017 於2017年 12月31日 (RMB million) (人民幣百萬元)
Within 1 year or on demand	<b>1,147.7</b>	754.9
After 1 year but within 2 years	<b>9.7</b>	30.9
After 2 years but within 5 years	<b>27.6</b>	122.0
After 5 years	<b>10.3</b>	8.6
<b>Total</b>	<b>1,195.3</b>	916.4

本集團以槓桿比率基準管理資本。槓桿比率乃將借貸總額除以資產總額再乘以100%得出。截至2018年6月30日，本集團的槓桿比率為2.06%，較截至2017年12月31日的1.63%上升0.43%，主要由於新增借貸。

## 2. 或有負債

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

# Management Discussion and Analysis

## 管理層討論及分析

### VII. RISK FACTORS AND RISK MANAGEMENT

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

#### 1. Currency Risk

The Group is exposed to currency risk primarily through sales and purchases and our International Engineering Contracting Business overseas and overseas financing which give rise to receivables, payables and cash balances that are denominated in foreign currencies other than the functional currency of our operations, RMB, to which these transactions relate. The currencies giving rise to this risk are primarily US dollars and Euros. The Group entered into foreign currency forward contracts to lock in the value in RMB for some of our future cash receipts, primarily in respect of the proceeds of our international engineering contracting projects to reduce our currency risk and to obtain certainty of forecasted income generated from the deferred payments to be received from the project owners under such projects. As a matter of policy and in compliance with the PRC laws and regulations, we are not allowed to widely engage in hedging activities. Hence, our foreign currency hedging activities were limited to these foreign currency forward contracts. Our foreign currency forward contracts corresponded to our business volume, i.e. the amounts and terms of such contracts corresponded to the amounts of the foreign currency expected to be received from our business. Our foreign exchange transactions are aimed at determining foreign exchange rates or interest rates and will not participate in pure speculative arbitrage activities. The Group maintains and follows the internal policies and controls for managing our Group's use of derivative financial instruments.

### VII. 風險因素及風險管理

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

#### 1. 貨幣風險

本集團面臨貨幣風險，主要是通過在海外的銷售和採購及我們的國際工程承包業務以及海外融資產生之以外幣（我們與此等交易相關的業務的功能貨幣人民幣除外）計價的應收款項、應付款項及現金結餘。產生該風險的貨幣主要有美元及歐元。本集團主要就國際工程承包項目的收款訂立遠期外匯合約，以鎖定我們部分未來現金收入的人民幣價值，務求降低貨幣風險及確保根據該等項目將自項目業主收取的延遲付款所產生的預測收入。按照政策及中國法律和法規，我們不得廣泛從事對沖活動。因此，我們的外幣對沖活動限於此等遠期外匯合約。我們的遠期外匯合約與我們的業務量相匹配，即該等合同的金額及條款與業務上預計將收取的外匯款項相匹配。我們外匯交易均以鎖定匯率或者利率為目標，不會參與純粹的投機套利活動。本集團維持及遵守有關規範本集團使用衍生金融工具的內部政策及控制。



# Management Discussion and Analysis

## 管理層討論及分析

### 2. Interest Rate Risk

Interest rate risk arises primarily from borrowings and bank deposits. Borrowings bearing interests at variable rates and at fixed rates expose us to cash flow interest rate risk and fair value interest rate risk, respectively. The Company regularly reviews and monitors the mix of our fixed and variable rate borrowings, only either through managing the contractual terms of interest-bearing financial assets and liabilities or through the use of interest rate swaps in order to manage our interest rate risks. Like our currency risk hedging activities, our use of interest rate swaps is also subject to our internal control policy of derivative financial instruments.

### 3. Credit Risk

Our credit risk is primarily attributable to trade and other receivables. The Company has a management measure in place and our exposure to these credit risks is monitored on an ongoing basis. With respect to the Group's International Engineering Contracting Business, credit terms granted are negotiated individually on a case-by-case basis and are set forth in the relevant engineering contracting contracts. The Company conducts monthly reviews of credit risks and end-of-credit-term period reviews as an internal control measure to determine if the Group needs to make any necessary provisions for credits that we have extended to customers. As to credit risk for trade and other receivables, we strictly comply with regulatory requirements and do not engage in financing trade. We first evaluate our customer's credit status and repayment capability through establishing an appropriate business evaluation system. Meanwhile, as part of our risk control mechanism on trade and other receivables, we implemented the policy to buy export credit insurance. For the Trading Business, the Company and the trading subsidiaries are required to buy unified export credit insurance from Sinasure; for the International Engineering Contracting Business financed by export seller's credit, the Group typically buys export credit insurance from Sinasure for its projects to meet its financing needs as well as to control credit risk for trade and other receivables.

### 2. 利率風險

利率風險主要來自於借貸及銀行存款。按浮動利率及固定利率計息的借貸分別使我們面臨現金流量利率風險及公允價值利率風險。本公司僅通過管理計息金融資產及負債的合同條款或通過對利率掉期的使用定期檢討及監察固定利率借貸與浮動利率借貸的比例，以管理利率風險。與我們的貨幣風險對沖活動相類似，我們使用利率掉期亦須遵守衍生金融工具的內部控制政策。

### 3. 信用風險

信用風險主要來自於貿易及其他應收款項。本公司已制定合適的管控手段並持續監控面臨的該等信用風險。在本集團的國際工程承包業務方面，我們給予的信貸期視乎個別情況通過協商釐定，並載列於有關工程承包合同。作為內部監控措施，本公司每個月審查信用風險，亦會於信貸期末作出審查，決定本集團是否須就給予客戶的信貸作出任何必要的撥備。就涉及貿易及其他應收款項的信用風險，我們嚴格遵從監管規定，不從事融資性貿易。我們通過建立合適的業務評估系統，首先評估客戶的信用狀況及付款能力。與此同時，作為貿易及其他應收款項的風險控制機制的一部分，我們實行購買出口信用保險政策。就貿易業務而言，本公司及其貿易附屬公司須向中國信保購買統一出口信用保險；就由出口賣方信貸融資的國際工程承包業務而言，本集團一般會為其項目向中國信保購買出口信用保險，以應付財務需要以及控制貿易及其他應收款項的信用風險。

# Management Discussion and Analysis

## 管理層討論及分析

### 4. Liquidity Risk

Liquidity risk is the risk that the Group has net current liabilities at the balance sheet date. The Group is exposed to liquidity risk if it is unable to raise sufficient funds to meet its financial obligations when they fall due. To manage liquidity risk, the Company prepares both annual and quarterly financial budgets which include budgeting for capital and utilization of credit facilities to plan and consolidate various financial resources to meet the needs of its business, operations and development. Furthermore, the Group monitors and maintains a level of cash and cash equivalents the management considered adequate to finance its operations and mitigate the effects of fluctuations in cash flow.

### 5. Competition Risk

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

### 4. 流動資金風險

流動資金風險指本集團於結算日擁有流動負債淨額的風險。倘本集團未能籌集足夠資金以應付到期的財務負債，則其將承受流動資金風險。為管理流動資金風險，本公司編製年度和季度財務預算，包括對資本和信用額度動用的預算，以計劃和鞏固各種財務資源滿足其業務、營運及發展的需要。此外，本集團監察及維持管理層認為足以為其營運提供資金及減少現金流量波動影響的現金及現金等價物水平。

### 5. 競爭風險

本集團就其國際工程承包業務與國內外的承包商競爭。競爭主要由價格、設計、所提供服務的多樣性、服務質量、融資方案、業務模式及環境標準所造成。如同行業中其他中國承包商，本集團面對來自發達國家（如美國、日本及多個歐洲國家）且具備領先技術的工程承包商的競爭，後者在（其中包括）全球分支網絡、資訊搜集、管理及施工能力、適應性及品牌認知度等各個方面擁有較大的競爭優勢。本公司將繼續藉助在價格方面的競爭優勢，尤其在發展中國家的項目，並受益於具競爭性的勞動力成本和設備價格。本公司亦將繼續把握中國政府與外國政府（尤其是該等發展中國家政府）之間的合作，與國內外承包商競爭。

# Management Discussion and Analysis

## 管理層討論及分析

The Group competes with both Chinese and foreign companies in our international trading business. Competition with Chinese companies engaged in the international trading business focuses on price, range of products, and range of suppliers and customers, whereas competition with foreign companies focuses on the price and quality of products manufactured by Chinese and foreign suppliers. While competition in the international trading market is intense, given this market is considerably vast, the Company will continue to compete with the Chinese and foreign companies by capitalizing on its financing capabilities and value-adding services. With more than 40 years of operating history in the international trading business, the Directors believe the Group has an edge over the PRC competitors within the industry in terms of our extensive sales and marketing networks, long-established experiences in the international trading market, well-trained business talents, strong capabilities in providing financing solutions and good reputation.

### 6. Investment Risk

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

本集團與中外公司就國際貿易業務進行競爭。與從事國際貿易業務的中國公司競爭集中於價格、產品範圍及供應商及客戶的範圍的競爭，而與國外公司的競爭則集中於中外供應商生產產品的價格及質量的競爭。儘管國際貿易市場競爭激烈，然而由於該市場非常巨大，本公司將利用自身的融資能力及增值服務繼續與中外公司競爭。憑借在國際貿易業務40多年的經營歷史，董事相信，本集團所擁有的廣泛銷售及市場營銷網絡、在國際貿易市場長期累積的經驗、訓練有素的商業人才、提供融資方案的強大能力及良好的聲譽，令本集團比中國同行競爭者更具優勢。

### 6. 投資風險

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

# Management Discussion and Analysis

## 管理層討論及分析

### 7. Overseas Management Risk

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

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

### 7. 海外管理風險

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

倘本集團的海外業務或營運受到意料之外及不利的外國經濟、監管、社會及政治情況影響，本集團可能經歷項目受阻、資產及人員損失及其他間接虧損。在一些本集團擁有僱員、業務或營運的高風險地區內，本集團或會產生額外成本以保障我們的人員及資產。本公司一般尋求透過合同安排規避我們因不可抗力事件而承擔的責任及規定項目業主、分包商及供應商作出彌償保證，並借著投購建築、安裝及工程一切險以及第三方責任保險，以控制潛在虧損。



# Management Discussion and Analysis

## 管理層討論及分析

### 8. Project Risk

Project risk relates to risk associated with the projects for our International Engineering Contracting Business. While the Directors consider power, transportation and telecommunications sectors to be our Core Sectors, demand for the International Engineering Contracting Business which is principally international in nature depends on the general level of activity and growth in the industries in which the Group operates and serves. The actual portfolio of the engineering contracting projects differs year from year due to many factors not within our control, including but not limited to, general economic conditions, government investment plans, demographic trends, political stability, consumer confidence and requirements for industries or markets access. Any fluctuations in these macroscopic factors will have an impact on the demand for the International Engineering Contracting Business. They may lead to an increase or a decrease of investment in and number of new projects available to the Group, the type of projects that the Group can undertake and delays in or cancellations of the ongoing projects. While we take into consideration projected costs and target profit margin during the pricing process of our engineering contracting projects, profitability of the International Engineering Contracting Business may still be affected and our revenue may experience fluctuations.

In addition, project owners and other contractual counterparties of our International Engineering Contracting Business may not be able to fulfil their contractual obligations owed to the Group or the conditions precedent to the contracts for the projects, which could negatively impact the Group's revenue, working capital, cash flows and results of operations.

### 8. 項目風險

項目風險與我們的國際工程承包業務項目所涉及的風險有關。儘管董事視電力能源、交通運輸及電子通訊行業為我們的核心行業，但對我們的國際工程承包業務的需求（主要為國際性）則取決於本集團經營所在及提供服務的行業的整體活動及增長水平。基於非我們所能控制的多個因素，包括但不限於普遍經濟狀況、政府投資計劃、人口趨勢、政治穩定性、消費者信心及行業要求或市場准入，我們的工程承包項目的實際組合每年不同。該等宏觀因素的任何波動將對我們的國際工程承包業務之需求造成影響，可能導致本集團可參與的新項目投資金額及數目以及本集團可進行的項目類型增加或減少及令我們進行中的項目有所延誤或被取消。儘管我們於工程承包項目之定價過程中已考慮到預計成本及目標利潤率，我們的國際工程承包業務之盈利能力仍可能受到影響，而我們的收益可能出現波動。

此外，我們的國際工程承包業務的業主及其他合同對手方可能無法履行其對本集團項目合同的合同責任或先決條件，這可能對本集團的收入、營運資金、現金流量及營運業績構成負面影響。

# Management Discussion and Analysis

## 管理層討論及分析

### 9. Safety and Quality Risk

Due to the nature of construction work involved in our International Engineering Contracting Business, the Group's projects may involve certain inherently dangerous activities, including operations on aerial platform, underground construction, use of heavy machinery and working with flammable and explosive materials. Despite the fact that the Company ensures compliance with the requisite safety requirements and standards, it is subject to inherent risks of geological catastrophes, fire, toxic gas, equipment failure and explosion and so on. Besides, the employees are subject to personal risks caused by the environment with unstable security. Any personal injury or loss of life the employees may suffer, damage to or destruction of properties and equipment and other losses caused by force majeure in the situations mentioned above would result in a delay in the engineering contracting projects, extended construction time and efforts of our management, suspension of our operations or even imposition of legal liabilities. The Company endeavors to lower its exposure to the abovementioned potential risks associated with our International Engineering Contracting Business by taking measures including making contractual arrangements with the project owners in the event of disruption to the projects due to force majeure, seeking indemnities from the project owners, subcontractors and suppliers, purchasing construction, installation and engineering all-risks insurance, third-party liability insurance and personal accident insurance, strengthening our internal control system to ensure a safe and high quality working environment for our projects, as well as maintaining close communications with the project owners and local governmental authorities.

### 9. 安全及品質風險

由於我們的國際工程承包業務所參與的建築工程的性質，本集團的項目可能涉及若干本質上危險的活動，包括於架空平臺工作、地下建設、使用重型機械及於工作時使用易燃及爆炸性物料。儘管本公司確保遵守必要的安全要求及標準，我們仍面臨地質災難、火災、毒氣、設備故障及爆炸等固有風險。此外，我們的僱員還面對因不穩定安全環境而產生的人身風險。僱員可能遭受的人身傷害及身亡、財產及設備受損或受到破壞及其他由上述情況的不可抗力事件造成的損失，可能導致我們的工程承包項目延誤、工程時間延長及管理 workload 加重、營運暫停，甚至須承擔法律責任。本公司透過採取多項措施，包括與項目業主就不可抗力事件而導致項目受阻訂立合約安排，尋求項目業主、分包商及供應商作出彌償保證，以及投購建築、安裝及工程一切險、第三方責任保險以及人身意外傷害保險，強化我們的內部監控系統以確保項目具備安全及優質的工作環境，以及與項目業主及地方政府機關維持緊密聯繫，務求降低我們所面臨上述與我們的國際工程承包業務有關的潛在風險。

# Management Discussion and Analysis

## 管理層討論及分析

### 10. Post-project Transfer Risk

Our international engineering contracting projects are contractually completed after the warranty period expires and the project owner issues a final acceptance certificate. During the course of actual use and operation by the project owner, operational or quality issues may arise due to natural factors such as hurricanes and tsunamis or improper operation or maintenance by the project owner's operational staff. According to the contracts, the Group is then no longer liable for any warranty obligations or other liabilities. However, since some projects are associated with national interests and people's livelihood or bear significant influences in the local areas, any flaws or defects in quality that occur after project completion may adversely compromise our reputation, as well as negatively impact customers' overall evaluation on us. Some of the project owners may require us to bear costs for continuous maintenance or replacement of relevant components, causing us losses not foreseeable under the contracts. Since corporate reputation is the cornerstone for our expansion of markets, the Company will keep on stepping up the training for the project owner's operational staffs and endeavor to enter into operational maintenance support contracts with the project owners, so as to enhance the operational and maintenance capabilities of the project owners' operational staffs and avoid or reduce quality issues caused by improper human errors as many as possible. At the same time, the Company emphasizes on the cultivation of core markets and the sustainable development of the business while attaching importance to collecting opinions and comments from the customers, actively communicating with clients, as well as being committed to maintaining good social benefits and corporate interests.

### 10. 工程移交後風險

我們的國際工程承包項目在質保期結束並由項目業主簽發最終接收證書之後即已在合同意義上全部完成。在項目業主實際使用及運行過程中，工程可能會因為颶風、海嘯等自然因素或者項目業主運營人員操作或維護不當的原因產生運行或品質問題，此時根據合同本集團不再承擔任何質保義務或其他責任。但是，由於某些工程關乎國計民生或在當地有較大影響，項目完工後產生的任何品質瑕疵或缺陷，可能會給我們的聲譽帶來不利影響，導致客戶對我們的整體評價降低。部分項目業主可能會要求我們繼續投入成本進行維修或更換相應組件，由此將給我們帶來合同預期之外的損失。企業聲譽是我們開拓市場的基石，本公司將繼續加大對項目業主運營人員的培訓力度，盡力與項目業主簽訂運行維護支持合同，提高項目業主運營人員的運行維護水準，盡量避免或減少因人為操作不當原因導致的品質問題發生。同時，本公司注重業務開發的核心市場培養和可持續發展，注重收集客戶的意見和建議，與客戶積極溝通，努力維護良好的社會效益和企業利益。

# Management Discussion and Analysis

## 管理層討論及分析

### 11. Corruption Risk

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

### 12. Sanctions Risk

We are a company incorporated in the PRC and we comply with all applicable PRC laws and regulations, undertake the international commitments and international obligations made by China and the relevant resolutions passed by the United Nations Security Council. However, as a result of our international activities, we are also subject to the laws and regulations of the various countries and regions in which we do business. In order to prevent and control the risk of sanctions, we established an export control internal compliance program (ICP) within the Company. The Company's ICP adopts the principle of comprehensive control (CATCH-ALL), and the scope and content of the ICP control will be adjusted in time in accordance with the changes in the international export control situation and the possible impact on the business of the Company. In particular, if any of our transactions is conducted in or through the United States, or otherwise involves US persons, US dollar clearing in the

### 11. 舞弊風險

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

### 12. 制裁風險

我們為在中國註冊成立的公司，須遵守所有適用的中國法律法規，承擔中國的國際承諾和國際義務、聯合國安理會的有關決議。然而，由於從事國際業務，我們亦須遵守我們開展業務所在不同國家及地區的法律法規。為了防控制裁風險，我們在公司內部建立了出口管制內控合規機制 (ICP)。公司ICP採取的是全面控制原則 (CATCH-ALL)，並且ICP的管控範圍和內容將結合國際出口管制形勢變化和可能給公司業務帶來的影響而及時調整。尤其是，倘我們的任何交易在美國或通過美國開展，或以其他方式涉及美籍人士、於美國的美元結算或美國原產貨品，則美國制裁法



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United States or US-origin goods, US sanctions regulations may be applicable to some or all of such transactions. In recent years the U.S. sanctions landscape has evolved substantially, especially those targeted at Iran. January 16, 2016 marked the “Implementation Day”, which marked the full execution of sanctions relief promised to Iran as part of the Joint Comprehensive Plan of Action (JCPOA) as negotiated by Iran, the P5+1 (United States, Russia, China, France, United Kingdom, Germany) and the EU and endorsed by the UN (“Iran Nuclear Deal”). In exchange for curtailing certain nuclear-related activities, Iran was granted relief from certain U.S., EU, and UN sanctions. As to Cuba, following a resumption of formal diplomatic ties between the two countries and the removal of Cuba from the U.S. government’s State Sponsors of Terrorism list, a series of amendments to OFAC’s Cuban Assets Control Regulations and Section 746.4 of Export Administration Regulations administered by the Bureau of Industry and Security of United States Department of Commerce have substantially expanded the range of transactions in which U.S. persons are allowed to engage with Cuba. Hence the Sanctions Undertakings no longer cover Iran and Cuba as disclosed in the announcements of the Company dated March 23, 2016 and December 19, 2016, respectively. However, the United States announced on May 8, 2018 that it will withdraw from the Iran Nuclear Deal and restore sanctions against Iran. So the Company decided to terminate all business ties in Iran thereafter from a prudent perspective and the Company has no existing or implemented project in Iran.

Following the regulatory changes in the United States, the Company decided to cautiously approach the Cuba market. The Company plans to undertake construction projects and carry out trading and service businesses in Cuba through a subsidiary to be established or any other physical presences in Cuba. Further, every potential project carried out in Cuba must be (1) reviewed by the Company’s internal export compliance office, (2) reviewed by outside legal counsel, and (3) approved by the general manager of the Company.

規可能適用於部分或全部該等交易。近年來，美國制裁格局大幅演變，尤其是針對伊朗的制裁。2016年1月16日為「執行日」，標誌著向伊朗承諾的制裁解除（為伊朗、P5+1（美國、俄羅斯、中國、法國、英國、德國）及歐盟談判並經聯合國認可的聯合全面行動計劃(JCPOA)的一部分)得到全面執行（「伊朗核協議」）。作為伊朗減少若干核相關活動的交換，伊朗免於美國、歐盟及聯合國的若干制裁。就古巴而言，繼兩國恢復正式外交關係及美國政府將古巴從國家恐怖主義支持者名單中移除後，對外國資產管制局的古巴資產管制條例及美國商務部工業與安全局所實施的出口管理條例第746.4條作出的一系列修訂大幅擴展了美籍人士可在古巴進行的交易範圍。因此，制裁承諾不再涉及及本公司分別於2016年3月23日及2016年12月19日公告中披露的伊朗及古巴。然而，美國於2018年5月8日宣佈將退出伊朗核協議並恢復對伊朗的製裁。因此，本公司審慎決定終止在伊朗的所有業務關係，且本公司在伊朗並無現有或已實施項目。

隨著美國監管的變化，本公司決定謹慎地進入古巴市場。本公司計劃通過在古巴將予設立的附屬公司或任何其他實體機構於古巴承接建設項目及開展貿易及服務業務。此外，在古巴開展的每個潛在項目均須：(1)經本公司內部的出口管制辦公室審核；(2)經外部的法律顧問審核；及(3)獲本公司總經理批准。

## Management Discussion and Analysis 管理層討論及分析

Although there is some uncertainty with regard to the Trump Administration's policy vis-à-vis various U.S. sanctions regimes, we have been in compliance with the undertakings made at the time of the Listing as regards to economic sanctions. We also believe that our internal control policies targeted at sanctions compliance, and in particular our internal compliance program on export control, are sound and sufficient to assist us in navigating the evolving international sanctions landscape. Despite the far-reaching and complex nature of U.S. sanctions programs, our limited activities in the United States and rigorous internal control policies will minimize our exposure and liability to any potential sanctions violations. Of course, it is not possible to foresee which countries or organizations the U.S. government may place under sanctions in the future. However, previous U.S. administrations have provided either a "wind-down" period, or issued a general or specific license, in order to allow affected firms to terminate operations and withdraw from countries placed under new sanctions. Though the termination or forfeiture of any business operations or revenue in relation to any newly sanctioned counterparties, industries, projects or countries, may cause an adverse impact on our operations, financial condition, or ability to carry on business in the jurisdictions concerned, we strive to reduce such hazards through proactive political and economic risk assessment, along with timely legal advice from experienced external counsel. Furthermore, as a result of the foregoing, the Company's exposure in Cuba is so limited that any adverse impact from changes to Cuba sanction by the United States will be minimal.

雖然特朗普政府對有關美國制裁體制的政策存在不確定性，但我們一直遵守上市時就經濟制裁所作的承諾。我們亦認為，我們針對制裁合規的內部控制政策，尤其是針對出口控制的內部合規方案屬健全，足以在國際制裁格局演變的進程中為我們導航。儘管美國制裁計劃十分深遠複雜，但我們在美國進行的業務有限，且內部控制政策嚴格，將最大限度降低違反潛在制裁的風險及責任。當然，我們不可能預見未來美國政府會對哪些國家或組織實施制裁。然而，往屆美國政府會給予緩和期，或是頒發一般或特別許可證，以使受影響的公司終止在新受制裁的國家內經營或撤離該等國家。儘管終止與任何新受制裁交易方、行業、項目或國家相關的業務活動，或沒收相關收入可能對我們在所涉及司法管轄區的經營、財務狀況或從事業務的能力造成不利影響，但我們爭取透過積極的政治經濟分析評估且及時向經驗豐富的外部顧問尋求法律意見來減少該等危害。此外，由於如上所述本公司在古巴開展活動面臨的風險有限，故美國變更對古巴的制裁對我們產生的不利影響極小。

# Management Discussion and Analysis

## 管理層討論及分析

### VIII. PROSPECTS FOR THE SECOND HALF OF THE YEAR

#### (I) Engineering Contracting Business

1. Make every effort to facilitate the contract signing and coming into effect, improve the quality of contracted projects and matching degree with the national strategy.
2. Strengthen the meticulous management of projects, pay close attention to project implementation, and bear in mind the Must-Not-Do of redline for the safety in production. Continuously enhance project management capabilities, improve project implementation quality and raise safety awareness.
3. Continue to innovate on business modes in face of increasingly fierce competition.
4. Seize the diplomatic opportunities such as the China-Africa Forum and the South Pacific Island Nations Summit.
5. Actively prevent and control the quality and export control risks and so on.

#### (II) Trading Business

1. Timely follow up the current situation of Sino-US trade friction, carefully check the business in hand, make good estimates, and make clear the working plans of the next step.
2. Take multiple measures to improve efficiency, especially in dealing with inventory problems.

### VIII. 下半年展望

#### (一) 工程承包業務

1. 全力抓簽約促生效，提升簽約項目質量以及與國家戰略的匹配度。
2. 加強項目精細化管理，狠抓項目執行，牢記安全生產紅線。不斷提升項目管理能力，提高項目執行質量、安全生產意識。
3. 在競爭日趨激烈的情況下，要不斷創新業務模式。
4. 緊抓中非論壇、南太島國峰會等外交機遇。
5. 積極防控質量以及出口管制等各類風險。

#### (二) 貿易業務

1. 及時跟進當前中美貿易摩擦形勢，認真盤點在手業務，做好預判，梳理下一步工作思路。
2. 多措並舉提高效益，特別要注意處理庫存等問題。

# Management Discussion and Analysis

## 管理層討論及分析

3. Reduce the overall asset liability ratio, and strictly investigate the advance-funding business.
  4. Strictly control risks and implement strict control to every session, strengthen reporting and communication, and prevent losses in a timely manner in case of major risks.
  5. Pay close attention to the first China International Import Expo and seize possible opportunities.
3. 降低整體的資產負債率，嚴查墊資業務。
  4. 嚴控風險，對各個環節嚴格控制，加強匯報溝通，遇有重大風險須及時止損。
  5. 關注首屆中國國際進口博覽會，捕捉相關機遇。

### (III) Services Business

1. Vigorously support technological innovation, and continuously strengthen technological support and innovative capability support for the Company's business.
2. Continuously strengthen internal collaborative work and further consolidate collaborative results.
3. Strive to promote mergers and acquisitions and reorganization and facilitate the extension of the industrial chain.
4. Well organize and implement the selection and evaluation of incubation projects and achievements transformation projects in the design consulting business.
5. Continue to improve management and take measures to prevent and control risks in every aspect.

### (三) 服務業務

1. 大力支持科技創新，不斷加強對公司業務的技術支撐和創新能力支撐。
2. 不斷強化內部協同，進一步鞏固協同成果。
3. 努力推進併購重組，促進產業鏈條的延伸。
4. 認真做好設計諮詢板塊的孵化項目以及成果轉化項目的遴選和評審工作。
5. 繼續完善管理，注意多方面的風險防控。



# Corporate Governance and Other Information

## 企業管治及其他資料

### 1. SHARE CAPITAL

As of June 30, 2018, the total share capital of the Company was RMB4,125,700,000, divided into 4,125,700,000 Shares with nominal value of RMB1.00 each.

### 2. INTERIM DIVIDENDS

The Directors do not recommend payment of interim dividends for the Period.

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

As of June 30, 2018, none of the Directors, Supervisors or members of the senior management of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which would have to be notified to the Company and the Stock Exchange pursuant to divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were required, pursuant to section 352 of the SFO, to be recorded in the register referred to therein, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

### 1. 股本

截至2018年6月30日，本公司的總股本為人民幣4,125,700,000元，分為4,125,700,000股每股面值人民幣1.00元的股份。

### 2. 中期股息

董事不建議派付本期間的中期股息。

### 3. 董事、監事及高級管理人員於股份、相關股份及債券的權益、淡倉及購股權

截至2018年6月30日，概無本公司董事、監事或高級管理人員於本公司或其相關法團（定義見證券及期貨條例第XV部）的股份、相關股份或債券中擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益或淡倉（包括彼等根據證券及期貨條例的該等條文被當作或被視為擁有的權益或淡倉），或按證券及期貨條例第352條記載於本公司於該條所指的登記冊內的權益或淡倉，或根據《標準守則》須知會本公司及聯交所的權益或淡倉。



# Corporate Governance and Other Information

## 企業管治及其他資料

### 4. SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As of June 30, 2018, so far as it was known by or otherwise notified to any Directors or the chief executive of the Company, the particulars of the corporations or persons (other than a Director, Supervisor or chief executive of the Company) which had 5% or more interests and short positions in the Shares and the underlying Shares as recorded in the register kept under section 336 of the SFO were as follows:

#### Long positions and Short positions in the Shares

Name of Shareholders	Class of Shares	Capacity/ Nature of Interest	Number of Issued Shares/ Underlying Shares Held	Total	Approximate	Approximate
					Percentage of Shareholding in the Relevant Class of Shares (Note 1)	Percentage of Shareholding in the Total Shares (Note 1)
股東名稱	股份類別	身份／權益性質	所持已發行股份／ 相關股份數目	總數	佔有關股份類別 股權概約百分比 (附註1)	佔股份總數股 權概約百分比 (附註1)
SINOMACH	Domestic Shares	Interests of beneficial owner/ Personal interests	3,185,260,000 (Note 2) (Long position)	3,217,430,000	100%	77.99%
國機	內資股	實益擁有人權益／個人權益	3,185,260,000 (附註2) (好倉)			
		Interests of controlled Corporation/Corporate interests 受控法團權益／法團權益	32,170,000 (Note 2) (Long position) 32,170,000 (附註2) (好倉)			
SSF	H Shares	Interests of beneficial owner/ Personal interests	81,352,000 (Long position)	81,352,000	8.96%	1.97%
社保基金理事會	H股	實益擁有人權益／個人權益	81,352,000 (好倉)			

### 4. 主要股東及其他人士於股份及相關股份的權益及淡倉

截至2018年6月30日，據任何董事或本公司最高行政人員所知或以其他方式獲知會，根據證券及期貨條例第336條存置的登記冊中所記錄擁有股份或相關股份5%或以上權益及淡倉的法團或人士（董事、監事或本公司最高行政人員除外）詳情如下：

#### 股份的好倉及淡倉

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Name of Shareholders	Class of Shares	Capacity/ Nature of Interest	Number of Issued Shares/ Underlying Shares Held	Total	Approximate Percentage of Shareholding in the Relevant Class of Shares (Note 1) 佔有關股份類別 股權概約百分比 (附註1)	Approximate Percentage of Shareholding in the Total Shares (Note 1) 佔股份總數股 權概約百分比 (附註1)
股東名稱	股份類別	身份／權益性質	所持已發行股份／ 相關股份數目	總數		
Value Partners Group Limited	H Shares	Interests of controlled corporation/ Corporate interests	63,847,000 (Note 3) (Long position)	63,847,000	7.02%	1.55%
惠理集團有限公司	H股	受控法團權益／法團權益	63,847,000 (附註3) (好倉)			
Value Partners High-Dividend Stocks Fund	H Shares	Beneficial owner/ Personal interests	47,390,000 (Long position)	47,390,000	5.21%	1.15%
惠理高息股票基金	H股	實益擁有人／個人權益	47,390,000 (好倉)			
Citigroup Inc.	H Shares	508,460 shares as Interests of controlled corporations and 46,323,818 shares as approved lending agent/ Corporate and other interests	46,832,278 (Note 4) (Long position)	46,832,278	5.15%	1.14%
花旗集團	H股	508,460股股份為受控法團權益及46,323,818股股份為核准借出代理人／法團及其他權益	46,832,278 (附註4) (好倉)			
		Interests of controlled corporation/ Corporate interests	700,088 (Note 5) (Short position)	700,088	0.07%	0.02%
		受控法團權益／法團權益	700,088 (附註5) (淡倉)			

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Name of Shareholders	Class of Shares	Capacity/ Nature of Interest	Number of Issued Shares/ Underlying Shares Held	Total	Approximate Percentage of Shareholding in the Relevant Class of Shares (Note 1)	Approximate Percentage of Shareholding in the Total Shares (Note 1)
股東名稱	股份類別	身份／權益性質	所持已發行股份／ 相關股份數目	總數	佔有關股份類別 股權概約百分比 (附註1)	佔股份總數股 權概約百分比 (附註1)
		Approved lending agent/ Other interest 核准借出代理人／其他權益	46,323,818 (Lending pool) 46,323,818 (可借出股份)	46,323,818	5.10%	1.12%
Grantham, Mayo, Van Otterloo & Co. LLC	H Shares H股	Investment manager/ Other interest 投資經理／其他權益	45,578,300 (Long position) 45,578,300 (好倉)	45,578,300	5.01%	1.10%
GIC Private Limited 新加坡政府投資公司	H Shares H股	Investment manager/ Other interest 投資經理／其他權益	45,454,000 (Long position) 45,454,000 (好倉)	45,454,000	5.00%	1.10%

**Notes:**

- (1) This percentage is calculated on the basis of the number of underlying Shares/total Shares that had been issued by the Company as of June 30, 2018.
- (2) SINOMACH was beneficially interested in 3,185,260,000 Domestic Shares, representing approximately 77.21% of our total share capital. China United was beneficially interested in 32,170,000 Domestic Shares, representing approximately 0.78% of our total share capital. Since China United is a wholly-owned subsidiary of SINOMACH, SINOMACH is, therefore, deemed to be interested in the Domestic Shares held by China United.

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

**附註：**

- (1) 該百分比乃以本公司截至2018年6月30日已發行的相關股份數目／股份總數計算。
- (2) 國機於3,185,260,000股內資股中實益擁有權益，佔我們總股本約77.21%。中國聯合於32,170,000股內資股中實益擁有權益，佔我們總股本約0.78%。由於中國聯合為國機的全資附屬公司，因此，國機被視為於中國聯合所持內資股中擁有權益。

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

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## 企業管治及其他資料

- (3) The 63,847,000 Shares as referred to in note 3 above.

Value Partners Group Limited has 100% interest over Value Partners Hong Kong Limited. Value Partners Hong Kong Limited has 100% interest over Value Partners Limited.

- (4) The 46,832,278 Shares as referred to in note 4 above.

Among these 46,832,278 Shares, 51,200 Shares were held by Citicorp Trust South Dakota, an indirect wholly-owned subsidiary of Citigroup Inc., 45,888 Shares were held by Citigroup Global Markets Hong Kong Limited, an indirect wholly-owned subsidiary of Citigroup Inc., 93,060 Shares were held by Citigroup Global Markets Inc., an indirect wholly-owned subsidiary of Citigroup Inc., 318,312 Shares were held by Citigroup Global Markets Limited, an indirect non-wholly-owned subsidiary of Citigroup Inc. and 46,323,818 Shares in lending pool were held by Citibank, N.A., an indirect wholly-owned subsidiary of Citigroup Inc.. Accordingly, Citigroup Inc. is deemed to be interested in 46,832,278 Shares.

- (5) The 700,088 Shares as referred to in note 5 above.

Among these 700,088 Shares, 45,888 Shares were held by Citigroup Global Markets Hong Kong Limited, an indirect wholly-owned subsidiary of Citigroup Inc. and 654,200 Shares were held by Citigroup Global Markets Limited, an indirect non-wholly-owned subsidiary of Citigroup Inc.. Accordingly, Citigroup Inc. is deemed to be interested in 700,088 Shares.

Save as disclosed above, and as at June 30, 2018, the Directors were not aware of any persons (who were not Directors, Supervisors or the chief executive of the Company) who had an interest or short position in the Shares or underlying Shares which would fall to be disclosed under divisions 2 and 3 of Part XV of the SFO, or which would be required, pursuant to section 336 of the SFO, to be entered in the register referred to therein.

- (3) 上文附註3所述的63,847,000股股份。

惠理集團有限公司擁有惠理基金管理香港有限公司全部權益，惠理基金管理香港有限公司擁有惠理基金管理公司全部權益。

- (4) 上文附註4所述的46,832,278股股份。

於該等46,832,278股股份中，51,200股股份、45,888股股份、93,060股股份、318,312股股份及46,323,818股可借出股份分別由花旗集團的間接全資附屬公司Citicorp Trust South Dakota、間接全資附屬公司Citigroup Global Markets Hong Kong Limited、間接全資附屬公司Citigroup Global Markets Inc.、間接非全資附屬公司花旗環球金融有限公司及間接全資附屬公司Citibank, N.A.持有。因此，花旗集團被視為於46,832,278股股份中擁有權益。

- (5) 上文附註5所述的700,088股股份。

於該等700,088股股份中，45,888股股份及654,200股股份分別由花旗集團的間接全資附屬公司Citigroup Global Markets Hong Kong Limited及間接非全資附屬公司花旗環球金融有限公司持有。因此，花旗集團被視為於700,088股股份中擁有權益。

除上文披露者外，及截至2018年6月30日，董事並不知悉任何人士（並非董事、監事或本公司最高行政人員）於股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部規定須予披露的權益或淡倉，或須根據證券及期貨條例第336條登記於該條所述的登記冊的權益或淡倉。

# Corporate Governance and Other Information

## 企業管治及其他資料

### 5. PURCHASE, SALE OR REDEMPTION OF THE LISTED SECURITIES

During the Period, the Company did not redeem any of its H Shares listed on the Stock Exchange nor did the Company or any of its subsidiaries purchase or sell any of such Shares.

### 6. BOARD COMPOSITION

As at the date of this report, the Board comprises: Mr. ZHANG Chun, Mr. HAN Xiaojun and Mr. ZHOU Yamin as executive Directors; Mr. YU Benli and Mr. ZHANG Fusheng as non-executive Directors; and Mr. LIU Li, Ms. LIU Hongyu, Mr. FANG Yongzhong and Mr. WU Tak Lung as INEDs.

### 7. COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

The Group is committed to maintaining high standards of corporate governance to safeguard the interests of the Shareholders and enhance corporate value and accountability. The Company has adopted the CG Code as its own code of corporate governance. The Company has complied with the code provisions as set out in the CG Code during the Period and up to the date of this report except for code provision A.4.2 and F.1.2 of the CG Code.

### 5. 購買、出售或贖回上市證券

本期間內，本公司並無贖回其於聯交所上市之任何H股，而本公司或其任何附屬公司亦無購買或出售任何該等股份。

### 6. 董事會組成

截至本報告日期，董事會成員包括：張淳先生、韓曉軍先生及周亞民先生為執行董事；余本禮先生及張福生先生為非執行董事；以及劉力先生、劉紅宇女士、方永忠先生及吳德龍先生為獨立非執行董事。

### 7. 遵守《企業管治守則》

本集團致力維持高水平的企業管治，以保障股東權益以及提升企業價值及問責性。本公司已採納《企業管治守則》作為其企業管治守則。本公司於本期間及截至本報告日期一直遵守《企業管治守則》所載的守則條文，除《企業管治守則》的守則條文A.4.2及F.1.2條外。



# Corporate Governance and Other Information

## 企業管治及其他資料

Pursuant to the code provision A.4.2 of the CG Code that every director should be subject to retirement by rotation at least once every three years, the second session of the Board which was elected on February 20, 2014 shall retire the office by rotation on February 20, 2017. As it concerns the entire Board, various factors were considered to ensure the senior management of the Company appropriately continues, therefore, the second session of the Board continued to perform their duties until the election of the third session of the Board which was elected at the 2018 second extraordinary general meeting of the Company held on March 5, 2018. Since then, the Company has rectified its compliance with the code provision A.4.2 of the CG Code.

Pursuant to the code provision F.1.2 of the CG Code that the appointment of the company secretary should be dealt with by the physical board meeting rather than a written resolution. The appointment of the current joint company secretaries of the Company (the “**Joint Company Secretaries**”) was dealt with by a written resolution in February 2018. The Board considers that, prior to the execution of the written resolution to appoint the current Joint Company Secretaries, all Directors were individually consulted on the matter without any dissenting opinion and there was no need to approve the matter by a physical board meeting instead of a written resolution.

The Company will continue to review and enhance its corporate governance practices on explanation in the case of non-compliance as necessary to ensure compliance with the CG Code.

按照《企業管治守則》之守則條文A.4.2條規定，每位董事應至少每三年輪席退任一次，故2014年2月20日選出的第二屆董事會須於2017年2月20日輪席退任。由於事關整個董事會，須考慮眾多因素以確保本公司高級管理人員順利延續，故此第二屆董事會繼續履行其職務直至2018年3月5日舉行的本公司2018年第二次臨時股東大會上選舉產生第三屆董事會為止。自此，本公司已修正遵守《企業管治守則》之守則條文A.4.2條規定。

按照《企業管治守則》之守則條文F.1.2條規定，委任公司秘書應透過召開實質董事會會議而非以書面決議案方式處理。委任本公司現任聯席公司秘書（「**聯席公司秘書**」）乃於2018年2月透過書面決議案處理。董事會認為，於執行委任現任聯席公司秘書的書面決議案之前，已就該事宜向全體董事進行獨立諮詢且並無任何異議，故並無必要以召開實質董事會會議取代書面決議案的方式批准該事宜。

本公司將繼續檢討及提升其有關不合規事件之解釋（如需要）的企業管治常規，以確保遵守《企業管治守則》。

# Corporate Governance and Other Information

## 企業管治及其他資料

### 8. COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS AND SUPERVISORS

The Company adopted the Model Code as its own code of conduct regarding securities transactions by Directors and Supervisors on terms no less exacting than the required standard set out in the Model Code. Upon specific enquiry of all the Directors and Supervisors, all the Directors and Supervisors confirmed that they had complied with the Model Code during the Period.

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

### 9. INDEPENDENT NON-EXECUTIVE DIRECTORS

Pursuant to the relevant requirements of the Listing Rules, the Company has appointed sufficient number of INEDs with appropriate professional qualifications, or appropriate accounting or related financial management expertise. The Company has appointed a total of four INEDs: Mr. LIU Li, Ms. LIU Hongyu, Mr. FANG Yongzhong and Mr. WU Tak Lung, respectively.

### 8. 遵守董事及監事進行證券交易的《標準守則》

本公司已採納《標準守則》，作為董事及監事進行證券交易的行為守則，其條款不遜於《標準守則》所載的規定準則。對全體董事及監事作出特定查詢後，全體董事及監事均確認，於本期間內，彼等均一直遵守《標準守則》。

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

### 9. 獨立非執行董事

本公司已根據《上市規則》的有關規定委任足夠數目並具備適當的專業資格或具備適當的會計或相關財務管理專長的獨立非執行董事。本公司共委任四名獨立非執行董事：分別為劉力先生、劉紅宇女士、方永忠先生及吳德龍先生。

# Corporate Governance and Other Information

## 企業管治及其他資料

### 10. CHANGE TO INFORMATION OF DIRECTORS AND SUPERVISORS

For the Period, there were no changes to the Directors' and Supervisors' information as required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

### 11. CHANGE TO INFORMATION IN RESPECT OF COMPANY SECRETARY

On February 12, 2018, Ms. WANG Weiling (“**Ms. WANG**”) was appointed by the Board to succeed Mr. ZHOU Yamin act as one of the Joint Company Secretaries. In order to uphold good corporate governance and ensure compliance with the Listing Rules and applicable Hong Kong laws, the Company has appointed Mr. KWOK Siu Man, as its Joint Company Secretary to assist Ms. WANG to discharge her duties as company secretary of the Company. Details for the above change are set out in the Company's announcement published on the respective websites of the Stock Exchange and the Company on February 12, 2018.

### 12. REVIEW BY THE AUDIT COMMITTEE

The Audit Committee consists of three members (two INEDs and one non-executive Director), namely Mr. LIU Li (committee chairman), Ms. LIU Hongyu and Mr. ZHANG Fusheng. It has jointly reviewed with the management on the accounting standards, and discussed internal control and financial reporting matters (including the review of the interim results) of the Group. The Group's interim results for the Period and this report have been reviewed by the Audit Committee. The Audit Committee considered that the interim results are in compliance with the applicable accounting standards, laws and regulations, and the Company has made appropriate disclosures thereof.

### 10. 董事及監事資料變更

截至本期間，董事及監事根據《上市規則》第13.51B(1)條須予披露的資料並無變動。

### 11. 公司秘書資料變更

於2018年2月12日，王瑋玲女士（「**王女士**」）獲董事會委任接替周亞民先生擔任一名聯席公司秘書。為維持良好的企業管治以及確保遵守《上市規則》及適用的香港法律，本公司已委任郭兆文先生為其聯席公司秘書，協助王女士履行其作為本公司公司秘書的職責。有關上述變動的詳情載於本公司於2018年2月12日分別刊登於聯交所及本公司的網站的公告。

### 12. 審計委員會的審閱

審計委員會由三名成員（兩名獨立非執行董事及一名非執行董事）組成，即劉力先生（委員會主席）、劉紅宇女士及張福生先生。審計委員會已與管理層共同審閱會計準則，並討論了本集團的內部控制及財務報告事宜（包括審閱中期業績）。本集團於本期間的中期業績及本報告已獲審計委員會審閱。審計委員會認為，中期業績已遵從適用會計準則及法律法規，而本公司亦已作出適當披露。

### 13. COMPLIANCE WITH SANCTIONS UNDERTAKINGS

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

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

### 13. 恪守制裁承諾

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

1. 所得款項賬戶 – 本公司已就截至本報告日期於香港上市的所得款項開立及維持單獨的指定銀行賬戶（「**所得款項賬戶**」）。所得款項賬戶獨立於本公司的其他一般銀行賬戶，並指定作唯一用途，即存入及調配上市所得款項。鑒於上述賬戶是獨立及指定賬戶，所得款項賬戶會記錄在該等銀行賬戶內進行的所有交易及活動，並可追蹤所得款項賬戶的資金流進出情況。



# Corporate Governance and Other Information

## 企業管治及其他資料

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

In recent years the US sanctions landscape has evolved substantially, especially those targeted at Iran. January 16, 2016 marked the “Implementation Day”, which marked the full execution of sanctions relief promised to Iran as part of the Joint Comprehensive Plan of Action (JCPOA) as negotiated by Iran, the P5+1 (United States, Russia, China, France, United Kingdom, Germany) and the EU and endorsed by the UN. In exchange for curtailing certain nuclear-related activities, Iran was granted relief from certain U.S., EU, and UN sanctions.

近年來，美國制裁格局發生了巨大變化，尤其是針對伊朗的制裁變動。2016年1月16日被定為「執行日」，標誌著經伊朗、P5+1（美國、俄羅斯、中國、法國、英國、德國）及歐盟談判及聯合國批准，全面解除對伊朗的制裁成為《聯合全面行動計劃》的一部分。作為伊朗減少若干核相關活動的交換，美國、歐盟及聯合國解除對伊朗的若干制裁。

## Corporate Governance and Other Information 企業管治及其他資料

For further details, please refer to the Company's announcement published on the respective websites of the Stock Exchange and the Company on March 23, 2016. However, the United States announced on May 8, 2018 that it will withdraw from the Iran Nuclear Deal and restore sanctions against Iran. So the Company decided to terminate all business ties in Iran thereafter from a prudent perspective and the Company has no existing or implemented project in Iran.

In addition, given the new development in the sanctions landscape on Cuba, Holland & Knight LLP has advised the Company that, despite the remaining U.S. embargo on Cuba, the Company (and its shareholders and investors) would face very limited risks in engaging in Cuba activities if done from outside of U.S., and similarly limited risks if done under U.S. authorization from or through a U.S. subsidiary of the Company. With Cuba having been removed from the U.S. Department of State's State Sponsors of Terrorism ("SST") list, the reputational risks and heightened due diligence (especially for non-U.S. financial institutions) associated with transactions involving countries placed on SST list has been reduced significantly, even though the U.S. embargo remains in place. For further details, please refer to the Company's announcement published on the respective websites of the Stock Exchange and the Company on December 19, 2016.

詳情請參閱本公司分別載於聯交所及本公司網站的2016年3月23日刊發的公告。然而，美國於2018年5月8日宣佈將退出伊朗核協議並恢復對伊朗的製裁。因此，本公司審慎決定終止在伊朗的所有業務關係，且本公司在伊朗並無現有或已實施項目。

此外，考慮到古巴制裁格局的新發展，Holland & Knight LLP告知本公司：儘管美國對古巴繼續禁運，但倘在美國境外參與古巴活動，本公司（及其股東與投資者）面臨的風險非常有限，倘根據本公司的美國授權或透過本公司的一家美國附屬公司參與古巴活動，亦會面臨類似的風險。美國國務院已將古巴從國家恐怖主義支持者（「恐怖主義支持者」）名單中刪除，儘管美國禁運仍然持續，但與涉及名列恐怖主義支持者名單的國家進行交易的信譽風險及高度盡職調查（尤其是非美金融機構）已顯著降低。詳情請參閱本公司分別載於聯交所及本公司網站的2016年12月19日刊發的公告。

# Report on Review of Interim Condensed Consolidated Financial Statements

## 中期簡明合併財務報表的審閱報告



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### Independent review report

To the shareholders of China Machinery Engineering Corporation

### 獨立審閱報告

致中國機械設備工程股份有限公司股東

## INTRODUCTION

We have reviewed the interim financial information set out on pages 86 to 166, which comprises the condensed consolidated statement of financial position of China Machinery Engineering Corporation (the “Company”) and its subsidiaries (collectively the “Group”) as at June 30, 2018 and the related condensed consolidated statement of profit or loss, the condensed consolidated statement of comprehensive income, the condensed consolidated statement of changes in equity and the condensed consolidated statement of cash flows for the six-month period then ended and explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and International Accounting Standard 34 “Interim Financial Reporting” (“IAS 34”) issued by the International Accounting Standards Board. The directors of the Company are responsible for the preparation and presentation of this interim financial information in accordance with IAS 34. Our responsibility is to express a conclusion on this interim financial information based on our review. Our report is made solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

## 引言

我們已審閱第86至166頁所載的中期財務資料，包括中國機械設備工程股份有限公司（「貴公司」）及其附屬公司（統稱「貴集團」）於2018年6月30日的簡明合併財務狀況表，以及截至該日止六個月期間的相關簡明合併損益表、簡明合併綜合收益表、簡明合併權益變動表及簡明合併現金流量表及解釋附註。根據香港聯合交易所有限公司證券上市規則規定，中期財務資料報告須按照其相關條文以及國際會計準則理事會頒佈的國際會計準則第34號「中期財務報告」（「國際會計準則第34號」）編製。貴公司董事負責按照國際會計準則第34號編製及呈報本中期財務資料。我們的責任為根據我們的審閱工作對本中期財務資料發表結論。根據我們受聘的協定條款，我們的報告僅向閣下作為一個全體匯報，而不作任何其他用途。我們不會就本報告之內容向任何其他人士承擔或負上任何責任。

# Report on Review of Interim Condensed Consolidated Financial Statements

## 中期簡明合併財務報表的審閱報告

### SCOPE OF REVIEW

We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410 “Review of Interim Financial Information Performed by the Independent Auditor of the Entity” issued by the Hong Kong Institute of Certified Public Accountants. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

### CONCLUSION

Based on our review, nothing has come to our attention that causes us to believe that the accompanying interim condensed consolidated financial statements are not prepared, in all material respects, in accordance with IAS 34.

#### **Ernst & Young**

*Certified Public Accountants*

Hong Kong  
August 29, 2018

### 審閱範圍

我們根據香港會計師公會頒佈的香港審閱工作準則第2410號「獨立核數師對實體中期財務資料的審閱」進行審閱。中期財務資料審閱工作包括主要向負責財務及會計事宜的人員詢問，並應用分析和其他審閱程序。審閱之範圍遠小於根據香港核數準則進行之審計，故無法確保我們會注意到所有可能通過審計識別的重要事項。因此，我們不會發表審計意見。

### 結論

根據我們的審閱工作，我們並無注意到任何事宜使我們相信隨附的中期簡明合併財務報表在所有重大方面未有按照國際會計準則第34號編製。

#### **安永會計師事務所**

*執業會計師*

香港  
2018年8月29日



# Interim Condensed Consolidated Statement of Profit or Loss – Unaudited

## 中期簡明合併損益表 – 未經審計

For the six months ended June 30, 2018 • 截至2018年6月30日止六個月

		For the six months ended June 30, 截至6月30日止六個月	
		2018 2018年 (Unaudited) (未經審計) RMB'000 人民幣千元	2017 2017年 (Unaudited) (未經審計) RMB'000 人民幣千元 (Restated) (重述)
	Notes 附註		
<b>Revenue from contracts with customers</b>	客戶合同收入		
Cost of sales	銷售成本	3 <b>12,048,280</b> <b>(10,108,536)</b>	11,148,559 (9,354,835)
<b>Gross profit</b>	毛利	<b>1,939,744</b>	1,793,724
Other revenue	其他收入	5 <b>65,407</b>	98,454
Other income, net	其他收入淨額	5 <b>12,308</b>	71,816
Selling and distribution expenses	銷售及分銷開支	<b>(486,128)</b>	(458,276)
Administrative expenses	行政開支	<b>(490,913)</b>	(434,572)
Other operating expenses	其他經營開支	<b>(133,553)</b>	(115,080)
<b>PROFIT FROM OPERATIONS</b>	經營溢利	<b>906,865</b>	956,066
Finance income	財務收入	6 <b>233,824</b>	211,027
Finance expenses	財務開支	6 <b>(38,298)</b>	(330,378)
Net finance income/(expenses)	財務收入/(開支)淨額	6 <b>195,526</b>	(119,351)
Share of profits and losses of:	應佔以下溢利及虧損：		
Associates	聯營公司	<b>66,667</b>	32,156
Joint ventures	合營公司	<b>21,322</b>	8,779
<b>PROFIT BEFORE TAX</b>	除稅前溢利	<b>1,190,380</b>	877,650
Income tax	所得稅	8 <b>(297,290)</b>	(229,276)
<b>PROFIT FOR THE PERIOD</b>	本期間溢利	<b>893,090</b>	648,374
Attributable to:	歸屬於：		
Owners of the parent	母公司擁有人	10 <b>892,357</b>	648,422
Non-controlling interests	非控股權益	<b>733</b>	(48)
		<b>893,090</b>	648,374
<b>EARNINGS PER SHARE</b>	每股盈利		
<b>ATTRIBUTABLE TO ORDINARY</b>	母公司普通權益持有人應佔		
<b>EQUITY HOLDERS OF THE PARENT</b>			
<b>Basic and diluted (RMB)</b>	基本及攤薄 (人民幣)	<b>22 cents</b> (分)	16 cents (分)

# Interim Condensed Consolidated Statement of Comprehensive Income – Unaudited

## 中期簡明合併綜合收益表 – 未經審計

For the six months ended June 30, 2018 • 截至2018年6月30日止六個月

		For the six months ended June 30, 截至6月30日止六個月	
		2018 2018年 (Unaudited) (未經審計) RMB'000 人民幣千元	2017 2017年 (Unaudited) (未經審計) RMB'000 人民幣千元 (Restated) (重述)
<b>PROFIT FOR THE PERIOD</b>	本期間溢利	<b>893,090</b>	648,374
<b>OTHER COMPREHENSIVE INCOME</b>	其他綜合收益		
Other comprehensive income not to be reclassified into profit or loss in subsequent periods	未於後續期間重新分類至損益的其他綜合收益		
Remeasurement of defined benefit obligations	重新計量設定受益義務	<b>3,685</b>	12,165
Changes in fair value of financial assets at fair value through other comprehensive income (FVOCI)	以公允價值計量且其變動計入其他綜合收益的金融資產公允價值變動	<b>9,008</b>	–
Share of other comprehensive income of associates	應佔聯營公司其他綜合收益	<b>(20,705)</b>	–
Other comprehensive income to be reclassified into profit or loss in subsequent periods	於後續期間重新分類至損益的其他綜合收益		
Share of other comprehensive income of associates	應佔聯營公司其他綜合收益	–	1,120
Changes in fair value of an available-for-sale investment	可供出售投資公允價值變動	–	(364)
Exchange differences on translation of financial statements of overseas subsidiaries	換算海外附屬公司的財務報表產生的匯兌差額	<b>(44,248)</b>	(28,212)
<b>Total comprehensive income for the period</b>	本期間綜合收益總額	<b>840,830</b>	633,083
<b>Attributable to:</b>	歸屬於：		
Owners of the parent	母公司擁有人	<b>840,096</b>	633,030
Non-controlling interests	非控股權益	<b>734</b>	53
		<b>840,830</b>	633,083

# Interim Condensed Consolidated Statement of Financial Position – Unaudited

## 中期簡明合併財務狀況表 – 未經審計

June 30, 2018 • 2018年6月30日

			As at <b>June 30,</b> <b>2018</b> 於2018年 6月30日 <b>(Unaudited)</b> <b>(未經審計)</b> <b>RMB'000</b> 人民幣千元	As at December 31, 2017 於2017年 12月31日 (Audited) (經審計) RMB'000 人民幣千元 (Restated) (重述)
		Notes 附註		
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	11	<b>2,091,530</b>	1,995,823
Investment properties	投資物業		<b>623,262</b>	631,662
Prepaid land lease payments	預付土地租賃款項	12	<b>1,797,483</b>	1,808,241
Intangible assets	無形資產		<b>465,873</b>	465,879
Investments in associates	對聯營公司的投資		<b>1,048,127</b>	1,050,268
Investments in joint ventures	對合營公司的投資		<b>367,745</b>	346,423
Trade and other receivables	貿易及其他應收款項	15	<b>988,682</b>	847,059
Amounts due from contract customers	應收合同客戶款項	14	<b>–</b>	1,923,798
Contract assets	合同資產	14	<b>1,867,119</b>	–
Deferred tax assets	遞延稅項資產		<b>397,377</b>	348,186
Other non-current assets	其他非流動資產	19	<b>–</b>	376,678
Non-current financial assets	非流動金融資產	19	<b>438,252</b>	–
<b>Total non-current assets</b>	<b>非流動資產總額</b>		<b>10,085,450</b>	9,794,017
<b>CURRENT ASSETS</b>	<b>流動資產</b>			
Inventories	存貨	13	<b>772,869</b>	670,468
Trade and other receivables	貿易及其他應收款項	15	<b>11,235,095</b>	10,884,327
Amounts due from contract customers	應收合同客戶款項	14	<b>–</b>	5,374,496
Contract assets	合同資產	14	<b>8,026,283</b>	–
Other current financial assets	其他流動金融資產		<b>15,000</b>	–
Restricted deposits	受限制存款		<b>1,341,720</b>	1,363,525
Time deposits with original maturity over three months	原始到期日超過三個月的 定期存款		<b>4,668,220</b>	6,784,311
Cash and cash equivalents	現金及現金等價物	16	<b>22,009,255</b>	21,479,315
<b>Total current assets</b>	<b>流動資產總額</b>		<b>48,068,442</b>	46,556,442
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>			
Borrowings	借貸	18	<b>1,147,703</b>	754,847
Receipts in advance	預收款項		<b>–</b>	15,796,358
Contract liabilities	合同負債		<b>18,470,321</b>	–
Trade and other payables	貿易及其他應付款項	17	<b>21,929,372</b>	21,017,404
Defined benefit obligations	設定受益義務		<b>22,998</b>	33,775
Other current financial liabilities	其他流動金融負債		<b>21,367</b>	–
Tax payable	應繳稅項		<b>234,805</b>	122,035

Continued/...  
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# Interim Condensed Consolidated Statement of Financial Position – Unaudited

## 中期簡明合併財務狀況表 – 未經審計

June 30, 2018 • 2018年6月30日

			As at <b>June 30,</b> <b>2018</b> 於2018年 6月30日 <b>(Unaudited)</b> (未經審計) <b>RMB'000</b> 人民幣千元	As at December 31, 2017 於2017年 12月31日 (Audited) (經審計) <b>RMB'000</b> 人民幣千元 (Restated) (重述)
<b>Total current liabilities</b>	流動負債總額		<b>41,826,566</b>	37,724,419
<b>NET CURRENT ASSETS</b>	流動資產淨額		<b>6,241,876</b>	8,832,023
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	資產總額減流動負債		<b>16,327,326</b>	18,626,040
<b>NON-CURRENT LIABILITIES</b>	非流動負債			
Borrowings	借貸	18	<b>47,638</b>	161,522
Trade and other payables	貿易及其他應付款項	17	<b>379,027</b>	541,326
Defined benefit obligations	設定受益義務		<b>451,801</b>	451,801
Deferred tax liabilities	遞延稅項負債		<b>105,879</b>	90,642
<b>Total non-current liabilities</b>	非流動負債總額		<b>984,345</b>	1,245,291
<b>Net assets</b>	淨資產		<b>15,342,981</b>	17,380,749
<b>EQUITY</b>	權益			
Issued capital	已發行股本	20	<b>4,125,700</b>	4,125,700
Reserves	儲備	21	<b>11,133,571</b>	13,174,786
<b>Total equity attributable to owners of the parent</b>	母公司擁有人應佔權益總額		<b>15,259,271</b>	17,300,486
<b>Non-controlling interests</b>	非控股權益		<b>83,710</b>	80,263
<b>Total equity</b>	權益總額		<b>15,342,981</b>	17,380,749

Director **Zhang Chun**  
董事 張淳

Director **Zhou Yamin**  
董事 周亞民



# Interim Condensed Consolidated Statement of Changes in Equity – Unaudited

## 中期簡明合併權益變動表 – 未經審計

For the six months ended June 30, 2018 • 截至2018年6月30日止六個月

		Attributable to owners of the parent 母公司擁有人應佔									
		Issued capital	Capital reserve	Available-for-sale investment revaluation reserve	Fair value reserve of financial assets at FVOCI	Statutory surplus reserve	Exchange fluctuation reserve	Retained profits	Sub-total	Non-controlling interests	Total equity
		已發行股本	資本儲備	可供出售投資重估儲備	以公允價值計量且其變動計入其他綜合收益的金融資產的公允價值儲備	法定盈餘公積金	匯兌波動儲備	保留溢利	小計	非控股權益	權益總額
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At January 1, 2018	於2018年1月1日	4,125,700	3,479,823	(7,295)	-	1,198,687	16,925	8,486,646	17,300,486	80,263	17,380,749
Impact of adopting IFRS 9 (Note 2.2)	採納國際財務報告準則第9號的影響(附註2.2)	-	-	7,295	26,697	-	-	(85,790)	(51,798)	-	(51,798)
Restated opening balance under IFRS 9	根據國際財務報告準則第9號重述的期初餘額	4,125,700	3,479,823	-	26,697	1,198,687	16,925	8,400,856	17,248,688	80,263	17,328,951
Profit for the period	本期間溢利	-	-	-	-	-	-	892,357	892,357	733	893,090
Other comprehensive income for the period	本期間其他綜合收益	-	-	-	-	-	-	-	-	-	-
Exchange differences on translation of foreign operations	境外業務外幣折算差額	-	-	-	-	-	(44,249)	-	(44,249)	1	(44,248)
Remeasurement losses on defined benefit obligations, net of tax	設定受益義務重估計量虧損，扣稅後	-	-	-	-	-	-	3,685	3,685	-	3,685
Changes in fair value of financial assets at FVOCI, net of tax	以公允價值計量且其變動計入其他綜合收益的金融資產公允價值變動，扣稅後	-	-	-	9,008	-	-	-	9,008	-	9,008
Share of other comprehensive income of associates	應佔聯營公司其他綜合收益	-	-	-	(20,705)	-	-	-	(20,705)	-	(20,705)
Total comprehensive income for the period	本期間綜合收益總額	-	-	-	(11,697)	-	(44,249)	896,042	840,096	734	840,830
Business combination under common control	同一控制下的業務合併	-	(1,980,031)	-	-	-	-	-	(1,980,031)	-	(1,980,031)
Capital contribution from a non-controlling shareholder	非控股股東的資本投入	-	-	-	-	-	-	-	-	3,264	3,264
Dividends paid to shareholders of the Company	付予本公司股東的股息	-	-	-	-	-	-	(849,482)	(849,482)	-	(849,482)
Profit appropriation to reserves	轉撥至儲備的溢利	-	285,900	-	-	-	-	(285,900)	-	-	-
Dividends paid to non-controlling shareholders of subsidiaries	付予附屬公司非控股股東的股息	-	-	-	-	-	-	-	-	(551)	(551)
At June 30, 2018	於2018年6月30日	4,125,700	1,785,692*	-	15,000*	1,198,687*	(27,324)*	8,161,516*	15,259,271	83,710	15,342,981

# Interim Condensed Consolidated Statement of Changes in Equity – Unaudited

## 中期簡明合併權益變動表 – 未經審計

For the six months ended June 30, 2018 • 截至2018年6月30日止六個月

		Attributable to owners of the parent 母公司擁有人應佔								
		Issued capital	Capital reserve	Available-for-sale investment revaluation reserve	Statutory surplus reserve	Exchange fluctuation reserve	Retained profits	Sub-total	Non-controlling interests	Total equity
		已發行股本	資本儲備	可供出售投資重估儲備	法定盈餘公積金	匯兌波動儲備	保留溢利	小計	非控股權益	權益總額
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At January 1, 2017	於2017年1月1日	4,125,700	2,838,229	2,705	1,070,754	81,265	7,209,862	15,328,515	47,038	15,375,553
Business combination under common control	同一控制下的業務合併	-	722,643	12,084	-	172	479,053	1,213,952	8,991	1,222,943
At January 1, 2017 (Restated)	於2017年1月1日 (重述)	4,125,700	3,560,872	14,789	1,070,754	81,437	7,688,915	16,542,467	56,029	16,598,496
Profit for the period	本期間溢利	-	-	-	-	-	648,422	648,422	(48)	648,374
Other comprehensive income for the period	本期間其他綜合收益	-	-	-	-	-	-	-	-	-
Exchange differences on translation of foreign operations	境外業務外幣折算差額	-	-	-	-	(28,313)	-	(28,313)	101	(28,212)
Remeasurement losses on defined benefit obligations, net of tax	設定受益義務重估計量虧損，扣稅後	-	-	-	-	-	12,165	12,165	-	12,165
Changes in fair value of an available-for-sale investment, net of tax	可供出售投資公允價值變動，扣稅後	-	-	(364)	-	-	-	(364)	-	(364)
Share of other comprehensive income of associates	應佔聯營公司其他綜合收益	-	-	1,120	-	-	-	1,120	-	1,120
Total comprehensive income for the period	本期間綜合收益總額	-	-	756	-	(28,313)	660,587	633,030	53	633,083
Capital contribution from a non-controlling shareholder	非控股股東的資本投入	-	-	-	-	-	-	-	24,500	24,500
Dividends paid to shareholders of the Company	付予本公司股東的股息	-	-	-	-	-	(842,468)	(842,468)	-	(842,468)
At June 30, 2017 (Restated)	於2017年6月30日 (重述)	4,125,700	3,560,872*	15,545*	1,070,754*	53,124*	7,507,034*	16,333,029	80,582	16,413,611

\* These reserve accounts comprised the consolidated reserves of RMB11,133,571,000 (June 30, 2017: RMB12,207,329,000) in the consolidated statement of financial position as at June 30, 2018.

\* 該等儲備款項包括列入2018年6月30日合併財務狀況表中的合併儲備人民幣11,133,571,000元(2017年6月30日: 人民幣12,207,329,000元)。

# Interim Condensed Consolidated Statement of Cash Flow – Unaudited

## 中期簡明合併現金流量表 – 未經審計

For the six months ended June 30, 2018 • 截至2018年6月30日止六個月

		Six months ended June 30, 截至6月30日止六個月	
		2018 2018年 (Unaudited) (未經審計) RMB'000 人民幣千元	2017 2017年 (Unaudited) (未經審計) RMB'000 人民幣千元 (Restated) (重述)
		Notes 附註	
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>	<b>來自經營活動的現金流量</b>		
Profit before tax:	除稅前溢利：		1,190,380
Adjustments for:	調整項目：		877,650
Finance costs	財務成本	6(a)	26,541
Foreign exchange differences, net	匯兌差額淨額		14,239
Share of profits and losses of associates	應佔聯營公司溢利及虧損		(134,438)
Share of profits and losses of joint ventures	應佔合營公司溢利及虧損		(66,667)
Interest income	利息收入	6(a)	(21,322)
Gain on disposal of a subsidiary	處置附屬公司所得收益	23	(8,779)
Investment income on financial assets	金融資產投資收益	5	(131,399)
Net losses on disposal of items of property, plant and equipment	處置物業、廠房及設備項目的損失淨額	5	(163,052)
Net losses/(gains) on foreign currency forward exchange contracts and interest rate swaps	遠期外匯合約及利率掉期損失／(收益)淨額	5	(55,934)
Depreciation	折舊	6(b)	2,471
Amortisation	攤銷	6(b)	8,661
Impairment losses	減值虧損	6(b)	57,950
			52,683
			35,733
			125,493
			115,073
			<b>1,040,443</b>
			997,121
Increase in inventories	存貨增加		(102,401)
Decrease in amounts due from contract customers	應收合同客戶款項減少		(415,636)
Increase in contract assets	合同資產增加		-
Increase in trade and other receivables	貿易及其他應收款項增加		141,727
Increase in receipts in advance	預收款項增加		-
Increase in contract liabilities	合同負債增加		2,618,782
Decrease in trade and other payables	貿易及其他應付款項減少		-
Decrease in defined benefit obligations	設定受益義務減少		(650,056)
			(1,959,349)
			-
			1,743,196
			-
			2,673,963
			-
			(83,721)
			(279,556)
			(10,777)
			(20,967)

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# Interim Condensed Consolidated Statement of Cash Flow – Unaudited

## 中期簡明合併現金流量表 – 未經審計

For the six months ended June 30, 2018 • 截至2018年6月30日止六個月

		Six months ended June 30, 截至6月30日止六個月	
		2018 (Unaudited) (未經審計) RMB'000 人民幣千元	2017 (Unaudited) (未經審計) RMB'000 人民幣千元 (Restated) (重述)
		Notes 附註	
Cash generated from operations	經營活動產生的現金		248,669
Income tax paid	已付所得稅		(204,210)
Net cash flows from/(used in) operating activities		經營活動所得／(所用)的現金流量淨額	44,459 (395,685)
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		<b>來自投資活動的現金流量</b>	
Interest received	已收利息		62,673 133,946
Investment income on financial assets	金融資產投資收益		55,934 90,312
Disposal of a subsidiary	處置附屬公司	23	– (73,316)
Purchases of items of property, plant and equipment	購買物業、廠房及設備項目		(149,320) (103,895)
Purchases of non-current financial assets	購買非流動金融資產		(4,241) –
Purchases of preference shares	購買優先股		– (24,640)
Proceeds from disposal of items of property, plant and equipment	處置物業、廠房及設備的所得款項		1,904 –
Proceeds from/(payments for) settlement of forward exchange contracts and interest rate swaps	結算遠期外匯合約及利率掉期的所得款項／(所作付款)		1,280 (35,965)
Additions of prepaid land lease payments	添置預付土地租賃款項		(11,769) (4,131)
Additions of other intangible assets	添置其他無形資產		(10,351) (1,348)
Additions of other long-term assets	添置其他長期資產		(2,010) (4,229)
Acquisition of a subsidiary under common control	收購受同一控制的附屬公司	22	(1,980,031) –
Investments in associates	對聯營公司的投資		– (19,481)
Placing of restricted deposits	存放受限制存款		(65,001) (927,068)
Proceeds from redemption of restricted deposits	贖回受限制存款的所得款項		86,806 209,111
Placing of non-pledged time deposits with original maturity of over three months when acquired	存放自購買時原始到期日超過三個月的無抵押定期存款		(4,664,340) (12,683,766)
Proceeds from redemption of non-pledged time deposits with original maturity of over three months when acquired	贖回自購買時原始到期日超過三個月的無抵押定期存款所得款項		6,780,431 12,999,737
Net cash flows from/(used in) investing activities		投資活動所得／(所用)的現金流量淨額	101,965 (444,733)

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# Interim Condensed Consolidated Statement of Cash Flow – Unaudited

## 中期簡明合併現金流量表 – 未經審計

For the six months ended June 30, 2018 • 截至2018年6月30日止六個月

		<b>Six months ended June 30, 截至6月30日止六個月</b>	
		<b>2018 2018年 (Unaudited) (未經審計) RMB'000 人民幣千元</b>	<b>2017 2017年 (Unaudited) (未經審計) RMB'000 人民幣千元 (Restated) (重述)</b>
		Notes 附註	
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		<b>來自融資活動的現金流量</b>	
Proceeds from borrowings	借貸所得款項	<b>678,921</b>	331,504
Repayment of borrowings	償還借貸	<b>(399,949)</b>	(392,054)
Capital contribution from non-controlling shareholders	非控股股東資本投入	<b>3,264</b>	24,500
Dividends paid to non-controlling shareholders	已付非控股股東的股息	<b>(552)</b>	(3,603)
Interest paid	已付利息	<b>(27,522)</b>	(14,868)
Net cash flows from/(used in) financing activities	融資活動所得/(所用)的現金流量淨額	<b>254,162</b>	(54,521)
<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b>		<b>現金及現金等價物增加/(減少)淨額</b>	
Cash and cash equivalents at beginning of period	於期初的現金及現金等價物	<b>400,586</b>	(894,939)
Effect of foreign exchange rate changes, net	匯率變動的影響淨額	<b>21,479,315</b>	22,127,397
		<b>129,354</b>	(227,507)
<b>CASH AND CASH EQUIVALENTS AT END OF PERIOD</b>	於期末的現金及現金等價物	<b>22,009,255</b>	21,004,951
<b>ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS</b>		<b>現金及現金等價物餘額分析</b>	
Cash and bank balances	現金及銀行結餘	<b>28,019,195</b>	30,812,462
Restricted deposits balances	受限制存款結餘	<b>(1,341,720)</b>	(1,407,705)
Time deposits with original maturity of over three months	原始到期日超過三個月的定期存款	<b>(4,668,220)</b>	(8,399,806)
Cash and cash equivalents as stated in the statement of cash flows	現金流量表所列現金及現金等價物	<b>22,009,255</b>	21,004,951

# Notes to the Unaudited Interim Condensed Consolidated Financial Statements

## 未經審計中期簡明合併財務報表附註

### 1. CORPORATE INFORMATION

China Machinery Engineering Corporation (the “Company”) is a joint stock company with limited liability established in the People’s Republic of China (the “PRC”). The registered office of the Company is located at No. 178 Guanganmenwai Street, Beijing, PRC.

The Company and its subsidiaries (the “Group”) are mainly engaged in international construction contracting business and trading business.

On December 21, 2012, the Company became listed on the Main Board of The Stock Exchange of Hong Kong Limited (“HKSE”). The Company issued 718,000,000 H shares at HK\$5.40 per share by initial public offering (“IPO”) to investors in Hong Kong and overseas. Pursuant to the IPO, a total of 71,800,000 domestic state-owned shares of RMB1.00 each owned by China National Machinery Industry Corporation (“SINOMACH”) and China United Engineering Corporation (“China United”) in aggregate were converted into H shares on a one-for-one basis and transferred to the National Council for Social Security Fund of the PRC (“SSF”).

On January 2, 2013, an over-allotment option granted by the Company was fully exercised, and the Company issued and allotted an aggregate of 107,700,000 H shares at HK\$5.40 per share. Accordingly, a total of 10,770,000 domestic state-owned shares of RMB1.00 each owned by SINOMACH and China United were converted into H shares on a one-for-one basis and transferred to the SSF. As at June 30, 2018, a total of 908,270,000 H shares were listed on the HKSE.

In the opinion of the directors of the Company (the “Directors”), the holding company and the ultimate holding company of the Company was SINOMACH, which was established in the People’s Republic of China.

### 1. 公司資料

中國機械設備工程股份有限公司（「本公司」）為在中華人民共和國（「中國」）成立的股份有限公司。本公司的註冊辦事處位於中國北京市廣安門外大街178號。

本公司及其附屬公司（「本集團」）主要從事國際工程承包業務及貿易業務。

於2012年12月21日，本公司於香港聯合交易所有限公司（「香港聯交所」）主機板上市。本公司透過首次公開發售（「首次公開發售」），按每股股份5.40港元的價格向香港及海外投資者發行718,000,000股H股。基於首次公開發售，中國機械工業集團有限公司（「國機」）及中國聯合工程公司（「中國聯合」）共同擁有的合共71,800,000股每股面值人民幣1.00元的國有內資股已按一換一的基準轉為H股，並轉予中國全國社會保障基金理事會（「社保基金理事會」）。

於2013年1月2日，本公司授予的超額配股權獲悉數行使，本公司已按每股5.40港元發行及配發合共107,700,000股H股。因此，國機及中國聯合擁有的合共10,770,000股每股面值人民幣1.00元的國有內資股已按一換一的基準轉為H股，並轉予社保基金理事會。於2018年6月30日，合共908,270,000股H股於香港聯交所上市。

根據本公司董事（「董事」）的意見，本公司的控股公司及最終控股公司是於中國成立的國機。

# Notes to the Unaudited Interim Condensed Consolidated Financial Statements

## 未經審計中期簡明合併財務報表附註

### 2.1 BASIS OF PREPARATION

The unaudited interim condensed consolidated financial statements for the six months ended June 30, 2018 have been prepared in accordance with International Accounting Standard (“IAS”) 34 Interim Financial Reporting and the disclosure requirements of the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange.

The unaudited interim condensed consolidated financial statements do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group’s annual financial statements as at December 31, 2017. The interim condensed consolidated financial statements are presented in Renminbi (“RMB”) and all values are rounded to the nearest thousand, except when otherwise indicated.

#### Merger accounting for business combinations under common control

The Company acquired the 100% equity interest in China National Electric Engineering Co., Ltd. (“CNEEC”) in April 2018. The Company and CNEEC were under the common control of SINOMACH both before and after the acquisitions and such controls were not transitory. Thus, the acquisition was considered to be business combination under common control and merger accounting basis was adopted. Accordingly, the Company’s unaudited interim condensed consolidated financial statements for the six months ended June 30, 2018 and June 30, 2017 included the financial statements of the combining entity or businesses from the earliest date presented or since the date when the combining entity or businesses first came under common control, where this was a shorter period, regardless of the date of the common control combination. The net assets of the combining entity or businesses were combined using the existing book values from the controlling parties’ perspective. No amount was recognised in consideration for goodwill or excess of the acquirers’ interest in the net fair value of the acquirees’ identifiable assets, liabilities and contingent liabilities over cost at the time of the common control combination.

### 2.1 編製基準

截至2018年6月30日止六個月的未經審計中期簡明合併財務報表已按國際會計準則（「國際會計準則」）第34號「中期財務報告」及香港聯交所證券上市規則的披露規定編製。

未經審計中期簡明合併財務報表並不包括年度財務報表所要求的所有資料及披露資訊，並應連同本集團截至2017年12月31日止的年度財務報表一併閱讀。中期簡明合併財務報表以人民幣（「人民幣」）呈列，除另有指明外，所有金額均湊整至最接近千位。

#### 同一控制下的業務合併的權益結合會計處理

本公司於2018年4月收購中國電力工程有限公司（「中電工」）的100%股權。收購前後，本公司與中電工均受國機的同—控制，且控制權並非暫時。因此，該收購被視為同一控制下的業務合併，且權益結合會計基準已獲採納。相應而言，本公司截至2018年6月30日及2017年6月30日止六個月的未經審計中期簡明合併財務報表包括財務報表最早列報日或者合併實體或業務開始受同一控制之日起計的期間（以較短期間為準）各合併實體或業務的業績，而不論同一控制合併的日期。被合併實體或業務的淨資產以控制方而言所存在的賬面值合併。於同一控制合併中並無就商譽或收購方應佔被收購方可識別資產、負債及或有負債的公允淨值超過於收購成本的金額予以確認。

# Notes to the Unaudited Interim Condensed Consolidated Financial Statements

## 未經審計中期簡明合併財務報表附註

### 2.1 BASIS OF PREPARATION (CONTINUED)

#### Merger accounting for business combinations under common control (continued)

The Company's comparative unaudited interim condensed consolidated financial statements for the six months ended June 30, 2017 were restated to include the financial statements of CNEEC retrospectively under merger accounting basis as mentioned above.

Transaction costs, including professional fees, registration fees, costs of furnishing information to shareholders, costs or losses incurred in combining operations of the previously separate businesses etc., incurred in relation to the common control combination that were accounted for by using merger accounting were recognised as expenses in the period in which they were incurred.

### 2.2 IMPACT OF NEW AND AMENDED INTERNATIONAL FINANCIAL REPORTING STANDARDS

The accounting policies adopted in the preparation of the unaudited interim condensed consolidated financial statements are consistent with those used in the preparation of the Group's annual financial statements for the year ended December 31, 2017, except for the adoption of the new and revised International Financial Reporting Standards ("IFRSs") as of January 1, 2018. The Group has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective.

The Group applies, for the first time, IFRS 15 Revenue from Contracts with Customers and IFRS 9 Financial Instruments. As required by IAS 34, the nature and effect of these changes are disclosed below.

### 2.1 編製基準 (續)

#### 同一控制下的業務合併的權益結合會計處理 (續)

本公司截至2017年6月30日止六個月的可比未經審計中期簡明合併財務報表經重述，以按照上述權益結合會計基準追溯計入中電工的財務報表。

交易成本，包括專業服務費、註冊費、向股東提供資料產生的費用、合併先前單個業務產生的成本或損失，以及其他與採用權益結合會計法計算的同一控制下合併有關的成本，於產生期間確認為當期支出。

### 2.2 新訂及經修訂國際財務報告準則的影響

編製未經審計中期簡明合併財務報表所採納的會計政策與編製本集團截至2017年12月31日止年度的年度財務報表所用者一致，惟於截至2018年1月1日所採納的新訂及經修訂國際財務報告準則（「國際財務報告準則」）除外。本集團尚未提前採納任何其他已頒佈但尚未生效的準則、詮釋或修訂。

本集團首次應用國際財務報告準則第15號「客戶合同收入」及國際財務報告準則第9號「金融工具」。鑒於國際會計準則第34號規定，該等變動的性質及影響披露如下。



# Notes to the Unaudited Interim Condensed Consolidated Financial Statements

## 未經審計中期簡明合併財務報表附註

### 2.2 IMPACT OF NEW AND AMENDED INTERNATIONAL FINANCIAL REPORTING STANDARDS (CONTINUED)

#### IFRS 15 Revenue from Contracts with Customers

IFRS 15 supersedes IAS 11 Construction Contracts, IAS 18 Revenue and related Interpretations and it applies to all revenue arising from contracts with customers, unless those contracts are in the scope of other standards. The new standard establishes a five-step model to account for revenue arising from contracts with customers. Under IFRS 15, revenue is recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer.

The standard requires entities to exercise judgement, taking into consideration all of the relevant facts and circumstances when applying each step of the model to contracts with their customers. The standard also specifies the accounting for the incremental costs of obtaining a contract and the costs directly related to fulfilling a contract.

The Group adopted IFRS 15 using the modified retrospective method of adoption. And there is no material effect of adopting IFRS 15 on the Group's financial statements. After applying IFRS 15, the Group reclassified amounts due from contract customers to contract assets and receipts in advance to contract liabilities.

The Group's principal activities consist of the international engineering contracting business, trading business and services business. The impacts arising from the adoption of IFRS 15 on the Group are summarised as follows:

### 2.2 新訂及經修訂國際財務報告準則的影響 (續)

#### 國際財務報告準則第15號「客戶合同收入」

國際財務報告準則第15號取代國際會計準則第11號「建造合同」、國際會計準則第18號「收益」及相關詮釋，且其應用於客戶合同產生之所有收入，除非該等合同屬於其他準則範圍。新準則確立一個五步模式，以來自客戶合同之收入入賬。根據國際財務報告準則第15號，收入按能反映實體預期就向客戶轉讓貨物或服務而有權在交換中獲取之代價金額進行確認。

該準則要求實體作出判斷，並計及於將該模式之各步驟應用於其客戶合同時之所有相關事實及情況。該準則亦訂明將獲得合同的額外成本及與履行合同直接相關的成本入賬。

本集團採用修改後之追溯調整法採納國際財務報告準則第15號，而採納國際財務報告準則第15號對本集團的財務報表無重大影響。採納國際財務報告準則第15號後，本集團將應收合同客戶款項重新分類為合同資產及將預收款項重新分類為合同負債。

本集團的主要業務包括國際工程承包業務、貿易業務和服務業務。採納國際財務報告準則第15號對本集團的影響概述如下：

# Notes to the Unaudited Interim Condensed Consolidated Financial Statements

## 未經審計中期簡明合併財務報表附註

### 2.2 IMPACT OF NEW AND AMENDED INTERNATIONAL FINANCIAL REPORTING STANDARDS (CONTINUED)

#### IFRS 15 Revenue from Contracts with Customers (continued)

##### (a) International engineering contracting business

The Group is an international engineering contractor and service provider, focusing on the engineering, procurement and construction (“EPC”) projects, particularly in the power and energy industry. The international engineering contracting business is one of the Group’s traditional core businesses. Revenues from construction-type contracts are accounted for by applying the percentage-of-completion (POC) method. The Group determined that there was no material impact on the Group’s financial statements when IFRS 15 was adopted in accounting for the Group’s revenue from the international engineering contracts not yet completed as at December 31, 2017. This is because the current accounting treatments of such contracts are largely consistent with the requirements of IFRS 15.

##### (b) Trading business

The Group engages in the business of importing and/or exporting various machinery, electrical and instrumental products for domestic and overseas customers. The Group determined that there was no material impact on the Group’s financial statements when IFRS 15 was adopted in accounting for the Group’s revenue from the trading contracts not yet completed as at December 31, 2017. This is because the current accounting treatments of such contracts are largely consistent with the requirements of IFRS 15.

### 2.2 新訂及經修訂國際財務報告準則的影響 (續)

#### 國際財務報告準則15號「客戶合同收入」(續)

##### (a) 國際工程承包業務

本集團為國際工程承包商及服務供應商，專注於工程、採購及施工（「EPC」）項目，特別是在電力及能源行業。國際工程承包業務是本集團傳統核心業務之一。來自建造類合同的收入按完工百分比法入賬。本集團已釐定，將本集團來自於2017年12月31日尚未完成國際工程合同的收入入賬時採納國際財務報告準則第15號不會對本集團財務報表產生重大影響。這是因為該等合同目前的會計處理方法與國際財務報告準則第15號的規定基本一致。

##### (b) 貿易業務

本集團從事為國內外客戶進口及／或出口各種機械、電力及工具產品業務。本集團已釐定，將本集團來自於2017年12月31日尚未完成貿易合同的收入入賬時採納國際財務報告準則第15號不會對本集團財務報表產生重大影響。這是因為該等合同目前的會計處理方法與國際財務報告準則第15號的規定基本一致。

# Notes to the Unaudited Interim Condensed Consolidated Financial Statements

## 未經審計中期簡明合併財務報表附註

### 2.2 IMPACT OF NEW AND AMENDED INTERNATIONAL FINANCIAL REPORTING STANDARDS (CONTINUED)

#### IFRS 15 Revenue from Contracts with Customers (continued)

##### (c) Services business

The Group also engages in providing export-import agency services, design consulting services, tendering agency services and logistics services. The Group has determined that there was no material impact on the Group's financial statements when IFRS 15 was adopted in accounting for the Group's revenue from the services contracts not yet completed as at December 31, 2017. This is because the current accounting treatments of such contracts are largely consistent with the requirements of IFRS 15.

##### (d) Presentation and disclosure requirements

As required for the condensed interim financial statements, the Group disaggregated revenue recognised from contracts with customers into categories that depict how the nature, amount, timing and uncertainty of revenue and cash flows are affected by economic factors. The Group also disclosed information about the relationship between the disclosure of disaggregated revenue and revenue information disclosed for each reportable segment. Refer to Note 3 for the disclosure on disaggregated revenue.

### 2.2 新訂及經修訂國際財務報告準則的影響 (續)

#### 國際財務報告準則15號「客戶合同收入」(續)

##### (c) 服務業務

本集團亦從事提供進出口代理服務、設計諮詢服務、招標代理服務及物流服務。本集團已釐定，將本集團來自於2017年12月31日尚未完成服務合同的收入入賬時採納國際財務報告準則第15號不會對本集團財務報表產生重大影響。這是因為該等合同目前的會計處理方法與國際財務報告準則第15號的規定基本一致。

##### (d) 呈列及披露規定

簡明中期財務報表規定，本集團將與客戶訂立的合同中所確認的收入分為多種類別，該等類別描述有關收入及現金流量的性質、金額、時間及不確定性如何受經濟因素影響。本集團亦披露分類收入披露與各可呈報分部披露的收入資料之間關係的有關資料。有關分類收入的披露，請參閱附註3。

# Notes to the Unaudited Interim Condensed Consolidated Financial Statements

## 未經審計中期簡明合併財務報表附註

### 2.2 IMPACT OF NEW AND AMENDED INTERNATIONAL FINANCIAL REPORTING STANDARDS (CONTINUED)

#### IFRS 9 Financial Instruments

IFRS 9 Financial Instruments replaces IAS 39 Financial Instruments: Recognition and Measurement for annual periods beginning on or after January 1, 2018, bringing together all three aspects of the accounting for financial instruments: classification and measurement; impairment; and hedge accounting.

The application of IFRS 9 on January 1, 2018 had no impact on the Group's classification and measurement of hedge accounting given that the Group did not have any hedging transaction before January 1, 2018.

The Group has applied IFRS 9 retrospectively, with the initial application date of January 1, 2018 but did not restate the comparative information for the period beginning January 1, 2017. Therefore, the comparative information for each of the primary financial statements would follow the classification and measurement requirements of IAS 39. The adjustment to the opening balance of retained earnings as at January 1, 2018 is recognised in the statement of changes in equity for the six months ended June 30, 2018.

### 2.2 新訂及經修訂國際財務報告準則的影響 (續)

#### 國際財務報告準則第9號「金融工具」

國際財務報告準則第9號金融工具將取代國際會計準則第39號金融工具：確認和計量，適用於2018年1月1日或以後開始的年度期間，其中引入了適用於金融工具會計所有的三方面：分類和計量、減值及對沖會計處理。

鑒於本集團在2018年1月1日之前並無任何對沖交易，自2018年1月1日起應用國際財務報告準則第9號對本集團對沖會計處理的分類與計量並無任何影響。

本集團已追溯應用國際財務報告準則第9號，首次應用日期為2018年1月1日。本集團並無重述自2017年1月1日起期間的比較資料。因此，各份主要財務報表中的比較資料將遵循國際會計準則第39號的分類與計量要求。於2018年1月1日的保留溢利期初結餘調整將於截至2018年6月30日止六個月期間的權益變動表中予以確認。



# Notes to the Unaudited Interim Condensed Consolidated Financial Statements

## 未經審計中期簡明合併財務報表附註

### 2.2 IMPACT OF NEW AND AMENDED INTERNATIONAL FINANCIAL REPORTING STANDARDS (CONTINUED)

#### IFRS 9 Financial Instruments (continued)

A reconciliation between the carrying amounts under IAS 39 to the balances reported under IFRS 9 as of January 1, 2018 was as follows:

	Measurement category 計量類別		Carrying amount 賬面值		Difference 差額
	IAS 39 國際會計 準則第39號	IFRS 9 國際財務報告 準則第9號	IAS 39 國際會計準則 第39號 (Unaudited) (未經審計) RMB'000 人民幣千元	IFRS 9 國際財務報告 準則第9號 (Unaudited) (未經審計) RMB'000 人民幣千元	
<b>Financial assets</b> 金融資產					
Listed equity investments 上市股權投資	Available-for-sale financial assets at FVOCI 以公允價值計量且其變動計入其他綜合收益的可供出售金融資產	Financial assets at FVOCI 以公允價值計量且其變動計入其他綜合收益的金融資產	10,021	10,021	-
Unlisted equity investments 非上市股權投資	Available-for-sale financial assets at cost 以成本計量之可供出售金融資產	Financial assets at FVOCI 以公允價值計量且其變動計入其他綜合收益的金融資產	366,657	411,980	45,323
Trade and other receivables 貿易及其他應收款項	Loans and receivables 貸款及應收款項	Financial assets at amortised cost 以攤餘成本計量的金融資產	11,731,386	11,649,047	(82,339)
Restricted deposits 受限制存款	Loans and receivables 貸款及應收款項	Financial assets at amortised cost 以攤餘成本計量的金融資產	1,363,525	1,363,525	-
Time deposits with original maturity over three months 原始到期日超過三個月的定期存款	Loans and receivables 貸款及應收款項	Financial assets at amortised cost 以攤餘成本計量的金融資產	6,784,311	6,784,311	-

### 2.2 新訂及經修訂國際財務報告準則的影響 (續)

#### 國際財務報告準則第9號「金融工具」(續)

截至2018年1月1日根據國際會計準則第39號列賬之賬面值與根據國際財務報告準則第9號呈報的結餘之間的對賬如下：

# Notes to the Unaudited Interim Condensed Consolidated Financial Statements

## 未經審計中期簡明合併財務報表附註

### 2.2 IMPACT OF NEW AND AMENDED INTERNATIONAL FINANCIAL REPORTING STANDARDS (CONTINUED)

### 2.2 新訂及經修訂國際財務報告準則的影響 (續)

#### IFRS 9 Financial Instruments (continued)

#### 國際財務報告準則第9號「金融工具」(續)

	Measurement category 計量類別		Carrying amount 賬面值		Difference 差額
	IAS 39 國際會計 準則第39號	IFRS 9 國際財務報告 準則第9號	IAS 39 國際會計準則 第39號 (Unaudited) (未經審計) RMB'000 人民幣千元	IFRS 9 國際財務報告 準則第9號 (Unaudited) (未經審計) RMB'000 人民幣千元	
Cash and cash equivalents 現金及現金等價物	Loans and receivables 貸款及應收款項	Financial assets at amortised cost 以攤餘成本計量的金融 資產	21,479,315	21,479,315	-
Net difference 淨差額					(37,016)
<b>Non-financial assets</b> 非金融資產					
Contract assets 合同資產			7,298,294	7,266,246	(32,048)
Deferred tax assets 遞延稅項資產			348,186	376,783	28,597
Net difference 淨差額					(3,451)
Total net difference 淨差額總額					(40,467)

# Notes to the Unaudited Interim Condensed Consolidated Financial Statements

## 未經審計中期簡明合併財務報表附註

### 2.2 IMPACT OF NEW AND AMENDED INTERNATIONAL FINANCIAL REPORTING STANDARDS (CONTINUED)

### 2.2 新訂及經修訂國際財務報告準則的影響 (續)

#### IFRS 9 Financial Instruments (continued)

#### 國際財務報告準則第9號「金融工具」(續)

	Measurement category 計量類別		Carrying amount 賬面值		Difference 差額 (Unaudited) (未經審計) RMB'000 人民幣千元
	IAS 39 國際會計 準則第39號	IFRS 9 國際財務報告 準則第9號	IAS 39 國際會計準則 第39號 (Unaudited) (未經審計) RMB'000 人民幣千元	IFRS 9 國際財務報告 準則第9號 (Unaudited) (未經審計) RMB'000 人民幣千元	
<b>Financial liabilities</b> 金融負債					
Trade and other payables (other than derivative financial instruments) 貿易及其他應付款項(衍生金融 工具除外)	Financial liabilities at amortised cost 以攤餘成本計量的金融 負債	Financial liabilities at amortised cost 以攤餘成本計量的金融 負債	21,547,304	21,547,304	-
Derivative financial instruments 衍生金融工具	Financial liabilities at fair value 按公允價值計量的金融 負債	Financial liabilities at fair value 按公允價值計量的金融 負債	11,426	11,426	-
Interest-bearing bank and other borrowings 付息銀行貸款及其他借款	Financial liabilities at amortised cost 以攤餘成本計量的金融 負債	Financial liabilities at amortised cost 以攤餘成本計量的金融 負債	916,369	916,369	-
Net difference 淨差額					-
<b>Non-financial liabilities</b> 非金融負債					
Deferred tax liabilities 遞延稅項負債			90,642	101,973	11,331
Net difference 淨差額					11,331
Total net difference 淨差額總額					11,331

# Notes to the Unaudited Interim Condensed Consolidated Financial Statements

## 未經審計中期簡明合併財務報表附註

### 2.2 IMPACT OF NEW AND AMENDED INTERNATIONAL FINANCIAL REPORTING STANDARDS (CONTINUED)

#### IFRS 9 Financial Instruments (continued)

##### (a) Classification and measurement

Except for cash, cash equivalents and certain trade receivables, under IFRS 9, the Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs.

Under IFRS 9, debt financial instruments are subsequently measured at fair value through profit or loss (FVPL), amortised cost, or fair value through other comprehensive income (FVOCI). The classification is based on two criteria: the Group's business model for managing the assets; and whether the instruments' contractual cash flows represent "solely payments of principal and interest" on the principal amount outstanding (the "SPPI criterion").

The new classification and measurement of the Group's debt financial assets are as follows:

- Debt instruments at amortised cost for financial assets that are held within a business model with the objective to hold the financial assets in order to collect contractual cash flows that meet the SPPI criterion. This category includes the Group's trade and other receivables.

### 2.2 新訂及經修訂國際財務報告準則的影響 (續)

#### 國際財務報告準則第9號「金融工具」(續)

##### (a) 分類與計量

根據國際財務報告準則第9號，除現金、現金等價物及若干貿易應收款項外，本集團初步按公允價值計量金融資產，對於並非以公允價值計量且其變動計入損益的金融資產，則按公允價值加交易成本計量。

根據國際財務報告準則第9號，債務金融工具隨後以公允價值計量且其變動計入損益，以攤餘成本計量，或以公允價值計量且其變動計入其他綜合收益。分類乃基於兩個標準作出：本集團管理資產的業務模式；及工具的合同現金流量是否「僅為支付本金及尚未償還本金的利息」(「SPPI標準」)。

本集團的債務金融資產之新分類與計量如下：

- 對於在一種業務模式中以持有該金融資產獲取符合SPPI標準的合同現金流量為目的而持有的債務金融工具，本集團將其劃分為以攤餘成本計量的債務工具。該分類包括本集團的貿易及其他應收款項。



# Notes to the Unaudited Interim Condensed Consolidated Financial Statements

## 未經審計中期簡明合併財務報表附註

### 2.2 IMPACT OF NEW AND AMENDED INTERNATIONAL FINANCIAL REPORTING STANDARDS (CONTINUED)

#### IFRS 9 Financial Instruments (continued)

##### (a) Classification and measurement (continued)

Other financial assets are classified and subsequently measured as follows:

- Equity instruments at FVOCI, with no recycling of gains or losses to profit or loss on derecognition. This category only includes equity instruments, which the Group intends to hold for the foreseeable future and which the Group has irrevocably elected to so classify upon initial recognition or transition. The Group classified its unquoted equity instruments as equity instruments at FVOCI. Equity instruments at FVOCI are not subject to an impairment assessment under IFRS 9. Under IAS 39, the Group's unquoted equity instruments were classified as available-for-sale (AFS) financial assets.

The assessment of the Group's business models was made as of the date of initial application, January 1, 2018, and then applied retrospectively to those financial assets that were not derecognised before January 1, 2018. The assessment of whether contractual cash flows on debt instruments were solely comprised of principal and interest was made based on the facts and circumstances as at the initial recognition of the assets.

### 2.2 新訂及經修訂國際財務報告準則的影響 (續)

#### 國際財務報告準則第9號「金融工具」(續)

##### (a) 分類與計量 (續)

其他金融資產的分類及後續計量標準如下：

- 以公允價值計量且其變動計入其他綜合收益的權益工具，於終止確認時不會將收益或虧損回撥至損益。該分類僅包括本集團計劃在可預見未來持有的權益工具且於初始確認或過渡時本集團已不可撤銷的選擇將其如此分類。本集團將非上市權益工具劃分為以公允價值計量且其變動計入其他綜合收益的權益工具。這類權益工具根據國際財務報告準則第9號的要求無需進行減值評估。根據國際會計準則第39號，本集團將非上市權益工具劃分為可供出售金融資產。

本集團的業務模式評估乃於初步應用日期（即2018年1月1日）進行，並追溯應用至2018年1月1日前未終止確認的金融資產。對債務工具的合同現金流量是否僅包含本金及利息的評估，乃根據該資產初始確認時的事實和情況作出判斷。

# Notes to the Unaudited Interim Condensed Consolidated Financial Statements

## 未經審計中期簡明合併財務報表附註

### 2.2 IMPACT OF NEW AND AMENDED INTERNATIONAL FINANCIAL REPORTING STANDARDS (CONTINUED)

#### IFRS 9 Financial Instruments (continued)

##### (a) Classification and measurement (continued)

The accounting for the Group's financial liabilities remains largely the same as it was under IAS 39. Similar to the requirements of IAS 39, IFRS 9 requires contingent consideration liabilities to be treated as financial instruments measured at fair value, with the changes in fair value recognised in the statement of profit or loss.

Under IFRS 9, embedded derivatives are no longer separated from a host financial asset. Instead, financial assets are classified based on their contractual terms and the Group's business model.

The accounting for derivatives embedded in financial liabilities and in non-financial host contracts has not changed from that required by IAS 39.

##### (b) Impairment

The adoption of IFRS 9 has fundamentally changed the Group's accounting for impairment losses for financial assets by replacing IAS 39's incurred loss approach with a forward-looking expected credit loss (ECL) approach.

IFRS 9 requires the Group to record an allowance for ECLs for all loans and other debt financial assets not held at FVPL.

### 2.2 新訂及經修訂國際財務報告準則的影響 (續)

#### 國際財務報告準則第9號「金融工具」(續)

##### (a) 分類與計量 (續)

本集團對金融負債的會計處理與應用國際會計準則第39號時基本類似。與國際會計準則第39號要求類似，國際財務報告準則第9號要求將或然代價負債視為按公允價值計量的金融工具，且其公允價值的變動於損益表確認。

根據國際財務報告準則第9號，嵌入式衍生工具將不再與主體金融資產分開列示。反之，金融資產根據其合同條款及本集團業務模式分類。

嵌入金融負債及非金融主體合同的衍生工具的會計處理與國際會計準則第39號所規定者保持不變。

##### (b) 減值

國際財務報告準則第9號的應用根本性地改變了本集團對金融資產的減值損失會計處理，由國際會計準則第39號應用下的已發生損失法轉換為前瞻性的預期信用損失法。

國際財務報告準則第9號要求，本集團對所有貸款以及並非以公允價值計量且其變動計入當期損益的其他債務金融資產的預期信用損失計提撥備。

# Notes to the Unaudited Interim Condensed Consolidated Financial Statements

## 未經審計中期簡明合併財務報表附註

### 2.2 IMPACT OF NEW AND AMENDED INTERNATIONAL FINANCIAL REPORTING STANDARDS (CONTINUED)

#### IFRS 9 Financial Instruments (continued)

##### (b) Impairment (Continued)

ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive. The shortfall is then discounted at an approximation to the asset's original effective interest rate.

For trade and other receivables and contract assets, the Group has applied the standard's simplified approach and has calculated ECLs based on lifetime expected credit losses. The Group has established a provision matrix that is based on the Group's historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

The Group considers a financial asset in default when contractual payment are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group.

The adoption of the ECL requirements of IFRS 9 resulted in increases in impairment allowances of the Group's debt financial assets. The increase in allowance resulted in adjustment to retained earnings.

### 2.2 新訂及經修訂國際財務報告準則的影響 (續)

#### 國際財務報告準則第9號「金融工具」(續)

##### (b) 減值 (續)

預期信用損失法是基於合同規定的到期合同現金流量與本集團預期收到的所有現金流量之間的差額。本集團其後按接近該資產原本的實際利率的利率將該差額折現。

對於貿易及其他應收款項及合同資產，本集團採用準則中的簡化方法計算未來存續期內的預期信用損失。本集團以歷史信用損失經驗為基礎建立了撥備矩陣，並按照債務人及經濟環境的特定前瞻性預期做出調整。

本集團認為，倘合同付款已逾期90日，則相關金融資產違約。然而，在若干情況下，倘內部或外部資料反映，在沒有計及本集團所持任何信貸提升措施前，本集團不大可能悉數收到未償還合同款項，則本集團亦可認為金融資產違約。

採納國際財務報告準則第9號預期信用損失規定，導致本集團的債務金融資產的減值撥備增加。撥備增加繼而造成對保留溢利的調整。

# Notes to the Unaudited Interim Condensed Consolidated Financial Statements

## 未經審計中期簡明合併財務報表附註

### 2.2 IMPACT OF NEW AND AMENDED INTERNATIONAL FINANCIAL REPORTING STANDARDS (CONTINUED)

#### IFRS 9 Financial Instruments (continued)

##### (c) Other adjustments

In addition to the adjustments described above, upon adoption of IFRS 9, other items of the primary financial statements such as deferred taxes, income tax expense, retained earnings and fair value reserve of financial assets at FVOCI were adjusted as necessary.

The impact of transition to IFRS 9 on retained earnings is as follows:

### 2.2 新訂及經修訂國際財務報告準則的影響 (續)

#### 國際財務報告準則第9號「金融工具」(續)

##### (c) 其他調整

除上述調整外，於採納國際財務報告準則第9號時，主要財務報表的其他項目（如遞延稅項、所得稅開支、保留溢利及以公允價值計量且其變動計入其他綜合收益的金融資產的公允價值儲備）亦將按需要作出調整。

過渡至國際財務報告準則第9號對保留溢利的影響如下：

		<b>(Unaudited)</b>
		(未經審計)
		<b>RMB'000</b>
		人民幣千元
Retained earnings	保留溢利	
Closing balance under IAS 39 (December 31, 2017)	按國際會計準則第39號之期末 結餘 (2017年12月31日)	<b>8,486,646</b>
Impairment losses of trade and other receivables	貿易及其他應收款項的 減值虧損	<b>(82,339)</b>
Impairment losses of contract assets	合同資產的減值虧損	<b>(32,048)</b>
Deferred tax in relation to the above	與上述各項相關的遞延稅項	<b>28,597</b>
Opening balance under IFRS 9 (January 1, 2018)	按國際財務報告準則第9號之 期初結餘 (2018年1月1日)	<b>8,400,856</b>



# Notes to the Unaudited Interim Condensed Consolidated Financial Statements

## 未經審計中期簡明合併財務報表附註

### 2.2 IMPACT OF NEW AND AMENDED INTERNATIONAL FINANCIAL REPORTING STANDARDS (CONTINUED)

#### IFRS 9 Financial Instruments (continued)

##### (c) Other adjustments (continued)

The impact of transition to IFRS 9 on fair value reserve of financial assets at FVOCI is as follows:

### 2.2 新訂及經修訂國際財務報告準則的影響 (續)

#### 國際財務報告準則第9號「金融工具」(續)

##### (c) 其他調整 (續)

過渡至國際財務報告準則第9號對以公允價值計量且其變動計入其他綜合收益的金融資產的公允價值儲備的影響如下：

		(Unaudited) (未經審計) <b>RMB'000</b> 人民幣千元
Fair value reserve of financial assets at FVOCI	以公允價值計量具其變動計入其他綜合收益的金融資產的公允價值儲備	
Closing balance under IAS 39 (December 31, 2017)	按國際會計準則第39號之期末結餘 (2017年12月31日)	-
Reclassification of available-for-sale investment revaluation reserve	可供出售投資重估儲備的重新分類	<b>(7,295)</b>
Unlisted equity investments and investment products from available-for-sale investments at cost to FVOCI	非上市股權投資及投資產品從以成本計量變更為以公允價值計量且其變動計入其他綜合收益計量的可供出售投資	<b>45,323</b>
Deferred tax liability in relation to the above	與上述各項相關的遞延稅項負債	<b>(11,331)</b>
Opening balance under IFRS 9 (January 1, 2018)	按國際財務報告準則第9號之期初結餘 (2018年1月1日)	<b>26,697</b>

# Notes to the Unaudited Interim Condensed Consolidated Financial Statements

## 未經審計中期簡明合併財務報表附註

### 2.2 IMPACT OF NEW AND AMENDED INTERNATIONAL FINANCIAL REPORTING STANDARDS (CONTINUED)

#### IFRS 9 Financial Instruments (continued)

##### (c) Other adjustments (continued)

Several other amendments and interpretations apply for the first time in 2018, but do not have an impact on the interim condensed consolidated financial statements of the Group.

The nature and the impact of each amendment or interpretation are described below:

#### **IFRIC Interpretation 22 Foreign Currency Transactions and Advance Considerations**

The Interpretation clarifies that, in determining the spot exchange rate to use on initial recognition of the related asset, expense or income (or part of it) on the derecognition of a non-monetary asset or non-monetary liability relating to advance consideration, the date of the transaction is the date on which an entity initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, then the entity must determine a date of the transactions for each payment or receipt of advance consideration. This Interpretation does not have any impact on the Group's consolidated financial statements.

### 2.2 新訂及經修訂國際財務報告準則的影響 (續)

#### 國際財務報告準則第9號「金融工具」(續)

##### (c) 其他調整 (續)

部分其他修訂及詮釋於2018年首次應用，但對本集團的中期簡明合併財務報表並無影響。

修訂及詮釋的性質及影響於下文闡述：

#### **國際財務報告詮釋委員會－詮釋第22號外幣交易及預付代價**

該詮釋澄清，在終止確認與預付代價有關的非貨幣性資產或非貨幣性負債時，為釐定初始確認相關資產、費用或收益（或其中一部分）時所採用的即期匯率，交易日期為實體初步確認預付代價產生的非貨幣性資產或非貨幣性負債的日期。若支付或收取多筆預付款項，則實體必須對支付或收取的每一筆預付代價確定交易日。該詮釋不會對本集團的合併財務報表產生任何影響。

# Notes to the Unaudited Interim Condensed Consolidated Financial Statements

## 未經審計中期簡明合併財務報表附註

### 2.2 IMPACT OF NEW AND AMENDED INTERNATIONAL FINANCIAL REPORTING STANDARDS (CONTINUED)

#### Amendments to IAS 40 Transfers of Investment Property

The amendments clarify when an entity should transfer property, including property under construction or development into, or out of investment property. The amendments state that a change in use occurs when the property meets, or ceases to meet, the definition of investment property and there is evidence of the change in use. A mere change in management's intentions for the use of a property does not provide evidence of a change in use. These amendments do not have any impact on the Group's consolidated financial statements.

#### Amendments to IFRS 2 Classification and Measurement of Share-based Payment Transactions

The IASB issued amendments to IFRS 2 Share-based Payment that address three main areas: the effects of vesting conditions on the measurement of a cash-settled share-based payment transaction; the classification of a share-based payment transaction with net settlement features for withholding tax obligations; and accounting where a modification to the terms and conditions of a share-based payment transaction changes its classification from cash settled to equity settled. On adoption, entities are required to apply the amendments without restating prior periods, but retrospective application is permitted if elected for all three amendments and other criteria are met. The Group's accounting policy for cash-settled share based payments is consistent with the approach clarified in the amendments. In addition, the Group has no share-based payment transaction with net settlement features for withholding tax obligations and had not made any modifications to the terms and conditions of its share-based payment transaction. Therefore, these amendments do not have any impact on the Group's consolidated financial statements.

### 2.2 新訂及經修訂國際財務報告準則的影響 (續)

#### 國際會計準則第40號的修訂本投資物業轉讓

修訂本釐清實體將物業轉入或轉出投資物業的時間，其中包括在建或發展中物業。修訂本訂明當物業符合或不再符合投資物業的定義時，以及有證據顯示用途變動時，則發生用途變動。如管理層僅有意改變物業用途，並不構成用途變動的證據。該等修訂本不會對本集團的合併財務報表產生任何影響。

#### 國際財務報告準則第2號的修訂本股份付款交易的分類及計量

國際會計準則理事會頒佈之國際財務報告準則第2號(股份付款交易)的修訂本闡述三大範疇：歸屬條件對計量以現金結算股份付款交易的影響；對具有以淨額結算預扣稅義務特徵的股份付款交易的分類；以及對股份付款交易的條款及條件作出令其分類由現金結算變為權益結算的修訂時的會計處理方法。在採納有關規定時，實體須在不重述以往期間的情況下應用該等修訂，惟倘實體選擇採納全部三項修訂並符合其他條件時，則可以追溯應用。本集團就以現金結算股份付款的會計政策與修訂本中澄清的方法一致。此外，本集團並無具有以淨額結算預扣稅義務特徵的股份付款交易，且未對其股份付款交易的條款與條件作任何修改。該等修訂本不會對本集團的合併財務報表產生任何影響。

# Notes to the Unaudited Interim Condensed Consolidated Financial Statements

## 未經審計中期簡明合併財務報表附註

### 2.2 IMPACT OF NEW AND AMENDED INTERNATIONAL FINANCIAL REPORTING STANDARDS (CONTINUED)

#### Amendments to IFRS 4 Applying IFRS 9 Financial Instruments with IFRS 4 Insurance Contracts

The amendments address concerns arising from implementing the new financial instruments standard, IFRS 9, before implementing IFRS 17 Insurance Contracts, which replaces IFRS 4. The amendments introduce two options for entities issuing insurance contracts: a temporary exemption from applying IFRS 9 and an overlay approach. These amendments are not relevant to the Group.

#### Amendments to IAS 28 Investments in Associates and Joint Ventures – Clarification that measuring investees at fair value through profit or loss is an investment-by-investment choice

The amendments clarify that an entity that is a venture capital organisation, or other qualifying entity, may elect, at initial recognition on an investment-by-investment basis, to measure its investments in associates and joint ventures at fair value through profit or loss. If an entity, that is not itself an investment entity, has an interest in an associate or joint venture that is an investment entity, the entity may, when applying the equity method, elect to retain the fair value measurement applied by that investment entity associate or joint venture to the investment entity associate's or joint venture's interests in subsidiaries. This election is made separately for each investment entity associate or joint venture, at the later of the date on which: (a) the investment entity associate or joint venture is initially recognised; (b) the associate or joint venture becomes an investment entity; and (c) the investment entity associate or joint venture first becomes a parent. These amendments do not have any impact on the Group's consolidated financial statements.

### 2.2 新訂及經修訂國際財務報告準則的影響 (續)

#### 國際財務報告準則第4號的修訂本應用國際財務報告準則第9號金融工具及國際財務報告準則第4號保險合同

在實施取代國際財務報告準則第4號的國際財務報告準則第17號保險合同之前，該等修訂本處理實施金融工具新準則國際財務報告準則第9號引發的疑慮。該等修訂本為實體發行保險合同引進兩種選擇：暫時豁免應用國際財務報告準則第9號及覆蓋法。該等修訂本與本集團並無關聯。

#### 國際會計準則第28號的修訂本對聯營公司及合營公司的投資 – 澄清按公允價值計入損益計量被投資方為逐項投資選擇

該等修訂澄清，屬風險投資機構的實體或其他符合資格的實體可選擇按逐項投資基準初始確認，以按公允價值計入損益計量其對聯營公司及合營公司的投資。倘實體本身並非為投資實體於作為投資實體的聯營公司或合營公司擁有權益，該實體可於應用權益法時，選擇保留投資實體聯營公司或合營公司於附屬公司權益所應用的公允價值計量。該選擇於(a)初步確認投資實體的聯營公司或合營公司之日；(b)聯營公司或合營公司成為投資實體時；及(c)投資實體的聯營公司或合營公司首次成為母公司時（以較遲者為準），就各投資實體的聯營公司或合營公司獨立作出。該等修訂本不會對本集團的合併財務報表產生任何影響。



# Notes to the Unaudited Interim Condensed Consolidated Financial Statements

## 未經審計中期簡明合併財務報表附註

### 2.2 IMPACT OF NEW AND AMENDED INTERNATIONAL FINANCIAL REPORTING STANDARDS (CONTINUED)

#### Amendments to IFRS 1 First-time Adoption of International Financial Reporting Standards – Deletion of short-term exemptions for first-time adopters

Short-term exemptions in paragraphs E3-E7 of IFRS 1 were deleted because they have now served their intended purpose. These amendments do not have any impact on the Group's consolidated financial statements.

### 2.3 ISSUED BUT NOT YET EFFECTIVE INTERNATIONAL FINANCIAL REPORTING STANDARDS

The Group has not applied the following new and revised IFRSs that have been issued but are not yet effective, in its financial statements.

IFRS 16	<i>Leases</i> <sup>1</sup>
IFRIC Interpretation 23	<i>Uncertainty over Income Tax Treatments</i> <sup>1</sup>
Amendments to IFRS 9	<i>Prepayment Features with Negative Compensation</i> <sup>1</sup>
Amendments to IAS 28	<i>Long-term Interests in Associates and Joint Ventures</i> <sup>1</sup>
Amendments to IAS 19	<i>Plan Amendment, Curtailment or Settlement</i> <sup>1</sup>
IFRS 17	<i>Insurance Contracts</i> <sup>2</sup>
Amendments to IFRS 10 and IAS 28	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> <sup>3</sup>
<i>Annual Improvements 2015-2017 Cycle</i>	Amendments to IFRS 3, IFRS 11, IAS 12 and IAS 23 <sup>1</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2019

<sup>2</sup> Effective for annual periods beginning on or after 1 January 2021

<sup>3</sup> No mandatory effective date yet determined but available for adoption

The Group is in the process of making an assessment of the impact of these new and revised IFRSs upon initial application.

### 2.2 新訂及經修訂國際財務報告準則的影響 (續)

#### 國際財務報告準則第1號的修訂本首次採納國際財務報告準則 – 刪除首次採納者的短期豁免

國際財務報告準則第1號E3-E7段所述的短期豁免因已達到其預期目的而予以刪除。該等修訂本不會對本集團的合併財務報表產生任何影響。

### 2.3 已頒佈但尚未生效之國際財務報告準則

本集團於其財務報表內並無應用以下已頒佈但尚未生效之新訂及經修訂國際財務報告準則。

國際財務報告準則第16號	<i>租賃</i> <sup>1</sup>
國際財務報告詮釋委員會第23號詮釋	<i>所得稅處理之不確定性</i> <sup>1</sup>
國際財務報告準則第9號的修訂本	<i>具有負補償之提前還款特性</i> <sup>1</sup>
國際會計準則第28號的修訂本	<i>於聯營公司及合營公司的長期權益</i> <sup>1</sup>
國際會計準則第19號的修訂本	<i>計劃修正、削減或結算</i> <sup>1</sup>
國際財務報告準則第17號	<i>保險合同</i> <sup>2</sup>
國際財務報告準則第10號及國際會計準則第28號的修訂本	<i>投資者與其聯營公司或合營公司之間的資產出售或投入</i> <sup>3</sup>
<i>2015年至2017年週期的年度改進</i>	國際財務報告準則第3號、國際財務報告準則第11號、國際會計準則第12號及國際會計準則第23號的修訂本 <sup>1</sup>

<sup>1</sup> 於2019年1月1日或之後開始之年度期間生效

<sup>2</sup> 於2021年1月1日或之後開始之年度期間生效

<sup>3</sup> 尚未釐定強制性生效日期惟可供採納

本集團正評估該等新訂及經修訂國際財務報告準則於首次應用時之影響。

# Notes to the Unaudited Interim Condensed Consolidated Financial Statements

## 未經審計中期簡明合併財務報表附註

### 3. REVENUE FROM CONTRACTS WITH CUSTOMERS

Revenue represents the net invoiced value of goods sold, after allowances for returns and trade discounts; an appropriate proportion of contract revenue of construction contracts and the value of services rendered during the period.

Set out below disaggregation of the Group's revenue from contracts with customers:

### 3. 客戶合同收入

收入是指期內扣除退貨備抵及貿易折扣的已售貨品發票淨值、建造合同應佔合同收入以及所提供服務價值。

本集團的客戶合同收入分析如下：

		For the six months ended 30 June 2018			
		截至2018年6月30日止六個月			
Segments	分部	Construction contracts 建造合同	Trading business 貿易業務	Services business 服務業務	Total 合計
Type of goods or service	商品或服務類型				
Construction contracts	建造合同	7,426,066	-	-	7,426,066
Trading business	貿易業務	-	3,627,958	-	3,627,958
Services business	服務業務	-	-	994,256	994,256
<b>Total revenue from contracts with customers</b>	<b>客戶合同收入總額</b>	<b>7,426,066</b>	<b>3,627,958</b>	<b>994,256</b>	<b>12,048,280</b>
<b>Geographic markets</b>	<b>地域市場</b>				
Asia	亞洲	3,339,949	2,801,004	947,055	7,088,008
Africa	非洲	3,395,209	88,060	37,056	3,520,325
Europe	歐洲	118,852	225,962	6,988	351,802
South America	南美洲	572,052	22,770	2,628	597,450
North America	北美洲	-	474,487	-	474,487
Oceania	大洋洲	4	15,675	529	16,208
<b>Total revenue from contracts with customers</b>	<b>客戶合同收入總額</b>	<b>7,426,066</b>	<b>3,627,958</b>	<b>994,256</b>	<b>12,048,280</b>
Timing of revenue recognition	收入確認時間				
Construction transferred over time	逐步轉撥建造收入	7,426,066	-	-	7,426,066
Trading transferred at a point of time	一次轉撥貿易收入	-	3,627,958	-	3,627,958
Service transferred over time	逐步轉撥服務收入	-	-	994,256	994,256
<b>Total revenue from contracts with customers</b>	<b>客戶合同收入總額</b>	<b>7,426,066</b>	<b>3,627,958</b>	<b>994,256</b>	<b>12,048,280</b>

# Notes to the Unaudited Interim Condensed Consolidated Financial Statements

## 未經審計中期簡明合併財務報表附註

### 3. REVENUE FROM CONTRACTS WITH CUSTOMERS (CONTINUED)      3. 客戶合同收入 (續)

		For the six months ended 30 June 2017 (Restated)			
		截至2017年6月30日止六個月(重述)			
Segments	分部	Construction contracts 建造合同	Trading business 貿易業務	Services business 服務業務	Total 合計
Type of goods or service	商品或服務類型				
Construction contracts	建造合同	6,753,617	-	-	6,753,617
Trading business	貿易業務	-	3,682,025	-	3,682,025
Services business	服務業務	-	-	712,917	712,917
<b>Total revenue from contracts with customers</b>	<b>客戶合同收入總額</b>	<b>6,753,617</b>	<b>3,682,025</b>	<b>712,917</b>	<b>11,148,559</b>
<b>Geographic markets</b>	<b>地域市場</b>				
Asia	亞洲	3,033,627	2,682,213	602,031	6,317,871
Africa	非洲	2,340,738	530,432	98,859	2,970,029
Europe	歐洲	236,456	164,590	5,667	406,713
South America	南美洲	997,494	1,141	5,601	1,004,236
North America	北美洲	145,302	298,854	217	444,373
Oceania	大洋洲	-	4,795	542	5,337
<b>Total revenue from contracts with customers</b>	<b>客戶合同收入總額</b>	<b>6,753,617</b>	<b>3,682,025</b>	<b>712,917</b>	<b>11,148,559</b>

# Notes to the Unaudited Interim Condensed Consolidated Financial Statements

## 未經審計中期簡明合併財務報表附註

### 3. REVENUE FROM CONTRACTS WITH CUSTOMERS (CONTINUED)

The Group recognised impairment losses on receivables and contract assets arising from contracts with customers, included under other operating expenses in the statement of profit or loss, amounting to RMB125,493,000 and RMB115,073,000 for the six months ended June 30, 2018 and 2017, respectively.

Set out below is the reconciliation of the revenue from contracts with customers to the amounts disclosed in the segment information:

### 3. 客戶合同收入 (續)

截至2018年及2017年6月30日止六個月，本集團於損益表其他經營開支下確認客戶合同產生的應收款項及合同資產的減值虧損分別為人民幣125,493,000元及人民幣115,073,000元。

客戶合同收入與分部資料所披露金額對賬如下：

		For the six months ended 30 June							
		截至6月30日止六個月							
		2018			2017 (Restated)				
		2018年			2017年(重述)				
		Construction contracts	Trading business	Services business	Total	Construction contracts	Trading business	Services business	Total
		建造合同	貿易業務	服務業務	合計	建造合同	貿易業務	服務業務	合計
Revenue	收入								
External customers	外部客戶	7,426,066	3,627,958	994,256	12,048,280	6,753,617	3,682,025	712,917	11,148,559
Inter-segment	分部之間	240,429	61,963	134,957	437,349	70,213	58,833	262,478	391,524
		7,666,495	3,689,921	1,129,213	12,485,629	6,823,830	3,740,858	975,395	11,540,083
Adjustments and eliminations	調整及抵銷	(240,429)	(61,963)	(134,957)	(437,349)	(70,213)	(58,833)	(262,478)	(391,524)
Total revenue from contracts with customers	客戶合同收入總額	7,426,066	3,627,958	994,256	12,048,280	6,753,617	3,682,025	712,917	11,148,559



# Notes to the Unaudited Interim Condensed Consolidated Financial Statements

## 未經審計中期簡明合併財務報表附註

### 4. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their products and services and has three reportable operating segments as follows:

- (a) Construction contracts: this segment mainly undertakes EPC contracting business of overseas infrastructure-related construction projects (including hydropower, thermal power or other engineering projects) in various countries.
- (b) Trading business: this segment mainly engages in the business of importing and/or exporting various machinery, electrical and instrumental products for domestic and overseas customers.
- (c) Services business: this segment mainly engages in providing export-import agency services, design services, tendering agency services and logistics services.

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/loss, which is a measure of adjusted profit/loss before tax. The adjusted profit/loss before tax is measured consistently with the Group's profit before tax except that share of profits and losses of associates and joint ventures, interest income from bank deposits, finance costs related to defined benefit plans, investment income on financial assets, gain on disposal of a subsidiary, fair value gains/losses from the Group's financial instruments as well as head office and corporate income/expenses are excluded from such measurement.

### 4. 經營分部資料

就管理目的而言，本集團已按產品及服務劃分業務單位，三個可報告之經營分部如下：

- (a) 建造合同：本分部主要在各國從事海外基礎設施相關的施工項目（包括水電、火電或其他工程項目）的EPC承包業務。
- (b) 貿易業務：本分部主要從事為國內外客戶進口及／或出口各種機械、電力及工具產品業務。
- (c) 服務業務：本分部主要從事提供進出口代理服務、設計服務、招標代理服務及物流服務。

管理層單獨監察本集團經營分部的業績，以就資源分配及表現評估作出決策。分部表現乃根據可報告之分部溢利／虧損評估，此乃經調整除稅前溢利／虧損之計量指標。計量經調整除稅前溢利／虧損的方式與計量本集團除稅前溢利的方式一致，惟應佔聯營公司及合營公司之溢利及虧損、銀行存款之利息收入、與設定受益計劃有關之財務成本、金融資產投資收益、處置附屬公司收益、本集團金融工具之公允價值收益／虧損以及總部及企業收入／開支均不計入該計量內。

# Notes to the Unaudited Interim Condensed Consolidated Financial Statements

## 未經審計中期簡明合併財務報表附註

### 4. OPERATING SEGMENT INFORMATION (CONTINUED)

Segment assets exclude investments in associates and joint ventures, prepaid land lease payments, intangible assets, deferred tax assets, time deposits, cash and cash equivalents, equity investments at fair value through profit or loss, derivative financial instruments and other unallocated head office and corporate assets as these assets are managed on a group basis.

Segment liabilities exclude defined benefit obligations, tax payable, deferred tax liabilities and other unallocated head office and corporate liabilities as these liabilities are managed on a group basis.

Intersegment sales and transfers are transacted with reference to the selling prices used for sales made to third parties at the then prevailing market prices.

### 4. 經營分部資料 (續)

分部資產不包括於聯營公司及合營公司之投資、預付土地租賃款項、無形資產、遞延稅項資產、定期存款、現金及現金等價物、按公允價值計入損益的股本投資、衍生金融工具及其他未分配總部及企業資產，此乃由於該等資產以集團形式管理。

分部負債不包括設定受益義務、應付稅項、遞延稅項負債及其他未分配總部及企業負債，此乃由於該等負債以集團形式管理。

各分部間的銷售及轉撥乃參考向第三方銷售所採用之售價，按當時市價進行交易。

# Notes to the Unaudited Interim Condensed Consolidated Financial Statements

## 未經審計中期簡明合併財務報表附註

### 4. OPERATING SEGMENT INFORMATION (CONTINUED)

### 4. 經營分部資料 (續)

#### (a) Segment revenue, results, assets and liabilities

#### (a) 分部收入、業績、資產及負債

Six months ended June 30, 2018	截至2018年6月30日止 六個月	Construction contracts 建造合同 (Unaudited) (未經審計) RMB'000 人民幣千元	Trading business 貿易業務 (Unaudited) (未經審計) RMB'000 人民幣千元	Services business 服務業務 (Unaudited) (未經審計) RMB'000 人民幣千元	Total 合計 (Unaudited) (未經審計) RMB'000 人民幣千元
<b>Segment revenue:</b>	分部收入：				
Sales to external customers	銷售予外部客戶	7,426,066	3,627,958	994,256	12,048,280
Intersegment sales	分部間銷售	240,429	61,963	134,957	437,349
<b>Reportable segment revenue</b>	<b>可報告分部收入</b>	<b>7,666,495</b>	<b>3,689,921</b>	<b>1,129,213</b>	<b>12,485,629</b>
<b>Reportable segment profit</b>	<b>可報告分部溢利</b>	<b>621,709</b>	<b>95,946</b>	<b>156,454</b>	<b>874,109</b>
Finance income on receivables from customers	應收客戶款項的 財務收入	6,685	32,571	4	39,260
Finance costs	財務成本	684	19,462	6,395	26,541
Depreciation and amortisation	折舊及攤銷	-	-	8,400	8,400
Provision/(reversal of provision) of impairment losses	減值虧損撥備/ (撥備撥回)				
- Trade and other receivables	- 貿易及其他應收款項	122,212	(504)	12,159	133,867
- Contract assets	- 合同資產	(8,374)	-	-	(8,374)
<b>As at June 30, 2018</b>	<b>於2018年6月30日</b>	<b>Construction contracts 建造合同 (Unaudited) (未經審計) RMB'000 人民幣千元</b>	<b>Trading business 貿易業務 (Unaudited) (未經審計) RMB'000 人民幣千元</b>	<b>Services business 服務業務 (Unaudited) (未經審計) RMB'000 人民幣千元</b>	<b>Total 合計 (Unaudited) (未經審計) RMB'000 人民幣千元</b>
<b>Reportable segment assets</b>	<b>可報告分部資產</b>	<b>19,528,357</b>	<b>6,097,837</b>	<b>1,937,320</b>	<b>27,563,514</b>
<b>Reportable segment liabilities</b>	<b>可報告分部負債</b>	<b>34,714,202</b>	<b>7,832,622</b>	<b>4,218,896</b>	<b>46,765,720</b>

# Notes to the Unaudited Interim Condensed Consolidated Financial Statements

## 未經審計中期簡明合併財務報表附註

### 4. OPERATING SEGMENT INFORMATION (CONTINUED)

### 4. 經營分部資料 (續)

#### (a) Segment revenue, results, assets and liabilities (continued)

#### (a) 分部收入、業績、資產及負債 (續)

Six months ended June 30, 2017 (Restated)	截至2017年6月30日止 六個月 (重述)	Construction contracts 建造合同 (Unaudited) (未經審計) RMB'000 人民幣千元	Trading business 貿易業務 (Unaudited) (未經審計) RMB'000 人民幣千元	Services business 服務業務 (Unaudited) (未經審計) RMB'000 人民幣千元	Total 合計 (Unaudited) (未經審計) RMB'000 人民幣千元
<b>Segment revenue:</b>	<b>分部收入：</b>				
Sales to external customers	銷售予外部客戶	6,753,617	3,682,025	712,917	11,148,559
Intersegment sales	分部間銷售	70,213	58,833	262,478	391,524
<b>Reportable segment revenue</b>	<b>可報告分部收入</b>	<b>6,823,830</b>	<b>3,740,858</b>	<b>975,395</b>	<b>11,540,083</b>
<b>Reportable segment profit</b>	<b>可報告分部溢利</b>	<b>621,727</b>	<b>83,165</b>	<b>133,587</b>	<b>838,479</b>
Finance income on receivables from customers	應收客戶款項的 財務收入	26,408	21,495	72	47,975
Finance costs	財務成本	2,617	6,675	4,947	14,239
Depreciation and amortisation	折舊及攤銷	-	-	2,084	2,084
Provision/(reversal of provision) of impairment losses	減值虧損撥備/ (撥備撥回)				
- Trade and other receivables	- 貿易及其他應收款項	56,348	(2,236)	15,394	69,506
- Amounts due from contract customers	- 應收合同客戶款項	45,567	-	-	45,567
As at December 31, 2017 (Restated)	於2017年12月31日 (重述)	Construction contracts 建造合同 (Audited) (經審計) RMB'000 人民幣千元	Trading business 貿易業務 (Audited) (經審計) RMB'000 人民幣千元	Services business 服務業務 (Audited) (經審計) RMB'000 人民幣千元	Total 合計 (Audited) (經審計) RMB'000 人民幣千元
<b>Reportable segment assets</b>	<b>可報告分部資產</b>	<b>17,769,042</b>	<b>5,645,391</b>	<b>2,021,677</b>	<b>25,436,110</b>
<b>Reportable segment liabilities</b>	<b>可報告分部負債</b>	<b>31,104,234</b>	<b>7,895,755</b>	<b>4,749,276</b>	<b>43,749,265</b>

The Group's capital expenditures was RMB171,440,000 and RMB108,541,000 for the six months ended June 30, 2018 and 2017 respectively, which are not being allocated to segments as such expenditures are managed on a group basis.

截至2018年及2017年6月30日止六個月，本集團資本開支分別為人民幣171,440,000元及人民幣108,541,000元，並未被攤分予各分部，乃由於有關開支按集團為基礎管理。



# Notes to the Unaudited Interim Condensed Consolidated Financial Statements

## 未經審計中期簡明合併財務報表附註

### 4. OPERATING SEGMENT INFORMATION (CONTINUED)

### 4. 經營分部資料 (續)

#### (b) Reconciliation of reportable segment revenue, profit/loss, assets and liabilities

#### (b) 可報告分部收入、溢利／虧損、資產及負債的對賬

		For the six months ended June 30, 截至6月30日止六個月	
		2018 2018年 (Unaudited) (未經審計) RMB'000 人民幣千元	2017 2017年 (Unaudited) (未經審計) RMB'000 人民幣千元 (Restated) (重述)
		Note 附註	
<b>Revenue:</b>	<b>收入：</b>		
Reportable segment revenue	可報告分部收入	<b>12,485,629</b>	11,540,083
Elimination of intersegment revenue	分部間收入抵銷	<b>(437,349)</b>	(391,524)
		<b>12,048,280</b>	11,148,559
<b>Profit:</b>	<b>溢利：</b>		
Reportable segment profit	可報告分部溢利	<b>874,109</b>	838,479
Share of profits and losses of associates	應佔聯營公司溢利及虧損	<b>66,667</b>	32,156
Share of profits and losses of joint ventures	應佔合營公司溢利及虧損	<b>21,322</b>	8,779
Investment income on financial assets	金融資產投資收益	<b>55,934</b>	90,312
Gain on disposal of a subsidiary	處置附屬公司收益	23	58,861
Other income, net	其他收入淨額	<b>7,002</b>	7,522
Other operating income/ (expenses)	其他經營收入／(開支)	-	(7)
Interest income from bank deposits	來自銀行存款的利息收入	<b>131,399</b>	163,052
Interest cost recognised in respect of defined benefit retirement plans	就設定受益退休計劃確認的利息成本	<b>(7,150)</b>	(7,665)
Unallocated foreign exchange gains/(losses), net	未分配匯兌收益／(虧損)淨額	<b>129,354</b>	(227,507)
Depreciation and amortisation	折舊及攤銷	<b>(88,257)</b>	(86,332)
Profit before tax	除稅前溢利	<b>1,190,380</b>	877,650

# Notes to the Unaudited Interim Condensed Consolidated Financial Statements

## 未經審計中期簡明合併財務報表附註

### 4. OPERATING SEGMENT INFORMATION (CONTINUED)

#### (b) Reconciliation of reportable segment revenue, profit/loss, assets and liabilities (continued)

### 4. 經營分部資料 (續)

#### (b) 可報告分部收入、溢利／虧損、資產及負債的對賬 (續)

		As at <b>June 30, 2018</b> 於2018年 6月30日 <b>(Unaudited)</b> (未經審計) <b>RMB'000</b> 人民幣千元	As at December 31, 2017 於2017年 12月31日 (Audited) (經審計) <b>RMB'000</b> 人民幣千元 (Restated) (重述)
<b>Assets:</b>	<b>資產：</b>		
Reportable segment assets	可報告分部資產	<b>27,563,514</b>	25,436,110
Elimination of intersegment receivables	分部間應收款項抵銷	<b>(5,363,746)</b>	(5,809,697)
		<b>22,199,768</b>	19,626,413
Restricted deposits	受限制存款	<b>1,341,720</b>	1,363,525
Time deposits with original maturity over three months	原始到期日超過三個月的 定期存款	<b>4,668,220</b>	6,784,311
Cash and cash equivalents	現金及現金等價物	<b>22,009,255</b>	21,479,315
Property, plant and equipment	物業、廠房及設備	<b>2,091,530</b>	1,995,823
Prepaid land lease payments	預付土地租賃款項	<b>1,797,483</b>	1,808,241
Intangible assets	無形資產	<b>465,873</b>	465,879
Long-term assets	長期資產	<b>52,032</b>	55,846
Investments in joint ventures	對合營公司的投資	<b>367,745</b>	346,423
Investments in associates	對聯營公司的投資	<b>1,048,127</b>	1,050,268
Deferred tax assets	遞延稅項資產	<b>397,377</b>	348,186
Other non-current assets	其他非流動資產	-	376,678
Non-current financial assets	非流動金融資產	<b>438,252</b>	-
Other unallocated assets	其他未分配資產	<b>1,276,510</b>	649,551
		<b>58,153,892</b>	56,350,459
<b>Liabilities:</b>	<b>負債：</b>		
Reportable segment liabilities	可報告分部負債	<b>46,765,720</b>	43,749,265
Elimination of intersegment payables	分部間應付款項抵銷	<b>(4,770,292)</b>	(5,749,261)
		<b>41,995,428</b>	38,000,004
Defined benefit obligations	設定受益義務	<b>474,799</b>	485,576
Tax payable	應繳稅項	<b>234,805</b>	122,035
Deferred tax liabilities	遞延稅項負債	<b>105,879</b>	90,642
Other unallocated liabilities	其他未分配負債	-	271,453
		<b>42,810,911</b>	38,969,710

# Notes to the Unaudited Interim Condensed Consolidated Financial Statements

## 未經審計中期簡明合併財務報表附註

### 4. OPERATING SEGMENT INFORMATION (CONTINUED)

### 4. 經營分部資料 (續)

#### (c) Geographical information

#### (c) 地理區域資料

#### Revenue from external customers

#### 來自外部客戶的收入

		For the six months ended	
		June 30,	
		截至6月30日止六個月	
		2018	2017
		2018年	2017年
		(Unaudited)	(Unaudited)
		(未經審計)	(未經審計)
		RMB'000	RMB'000
		人民幣千元	人民幣千元
			(Restated)
			(重述)
Mainland China	中國大陸	<b>3,639,777</b>	3,509,188
Pakistan	巴基斯坦	<b>2,005,155</b>	1,372,825
The Republic of Angola	安哥拉共和國	<b>1,880,116</b>	1,868,000
Côte d'Ivoire	科特迪瓦	<b>458,050</b>	658,951
Cameroon	喀麥隆	<b>590,118</b>	165,656
Argentina	阿根廷	<b>506,015</b>	563,622
Lao People's Democratic Republic	老撾人民民主共和國	<b>426,096</b>	429,755
Singapore	新加坡	<b>348,310</b>	34,713
United States	美國	<b>321,616</b>	336,494
Thailand	泰國	<b>206,605</b>	349,372
Others	其他	<b>1,666,422</b>	1,859,983
		<b>12,048,280</b>	11,148,559

# Notes to the Unaudited Interim Condensed Consolidated Financial Statements

## 未經審計中期簡明合併財務報表附註

### 4. OPERATING SEGMENT INFORMATION (CONTINUED)

#### (c) Geographical information (continued)

The revenue information above is based on the locations of the customers.

#### Non-current assets

Mainland China	中國大陸
Others	其他

	<b>5,057,495</b>	5,032,651
	<b>120,087</b>	448,013
	<b>5,177,582</b>	5,480,664

The non-current asset information above is based on the locations of the assets and excludes investments in joint ventures and associates, financial instruments and deferred tax assets.

#### (d) Information about major customers

The Group did not derive more than 10% of its total revenue from any single customer for the six months ended June 30, 2018 and June 30, 2017 respectively.

### 4. 經營分部資料 (續)

#### (c) 地理區域資料 (續)

以上收入資料乃按客戶地域劃分。

#### 非流動資產

<b>As at June 30, 2018 於2018年 6月30日 (Unaudited) (未經審計) RMB'000 人民幣千元</b>	As at December 31, 2017 於2017年 12月31日 (Audited) (經審計) RMB'000 人民幣千元 (Restated) (重述)
	5,032,651
	448,013
	5,480,664

以上非流動資產資料乃按資產所在地域劃分，不包括對合營公司及聯營公司的投資、金融工具及遞延稅項資產。

#### (d) 有關主要客戶的資料

截至2018年6月30日及2017年6月30日止六個月，本集團並無自任何單一客戶產生總收入10%以上。



# Notes to the Unaudited Interim Condensed Consolidated Financial Statements

## 未經審計中期簡明合併財務報表附註

### 5. OTHER REVENUE AND OTHER INCOME, NET

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

### 5. 其他收入及其他收入淨額

其他收入及其他收入淨額分析如下：

		For the six months ended June 30, 截至6月30日止六個月	
		2018 2018年 (Unaudited) (未經審計) RMB'000 人民幣千元	2017 2017年 (Unaudited) (未經審計) RMB'000 人民幣千元 (Restated) (重述)
Other revenue	其他收入		
Investment income on financial assets	金融資產投資收益	55,934	90,312
Government grants	政府補貼	9,473	8,142
		<b>65,407</b>	98,454
Other income, net	其他收入淨額		
Net losses on disposal of items of property, plant and equipment	處置物業、廠房及設備項目的虧損淨額	(2,471)	(613)
Gain on disposal of a subsidiary	處置附屬公司收益	23	58,861
Net gains/(losses) on foreign currency forward exchange contracts and interest rate swaps	遠期外匯合約及利率掉期收益／(虧損)淨額	(8,661)	27,453
Others	其他	23,440	(13,885)
		<b>12,308</b>	71,816

# Notes to the Unaudited Interim Condensed Consolidated Financial Statements

## 未經審計中期簡明合併財務報表附註

### 6. PROFIT BEFORE TAX

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

#### (a) Finance income and finance expenses

### 6. 除稅前溢利

本集團之除稅前溢利乃扣除／(計入) 以下各項後得出：

#### (a) 財務收入及財務開支

		For the six months ended June 30, 截至6月30日止六個月	
		2018 2018年	2017 2017年
Note 附註	(Unaudited) (未經審計)	(Unaudited) (未經審計)	(Unaudited) (未經審計)
		RMB'000 人民幣千元	RMB'000 人民幣千元
			(Restated) (重述)
Finance income on receivables from customers	應收客戶款項的 財務收入	39,260	47,975
Foreign exchange gains	匯兌收益	63,165	-
Interest income	利息收入	131,399	163,052
<b>Finance income</b>	<b>財務收入</b>	<b>233,824</b>	211,027
Interest cost recognised in respect of defined benefit obligations	就設定受益義務確認的 利息成本	<b>(7,150)</b>	(7,665)
Interest expenses on borrowings	借貸利息開支	7 <b>(26,541)</b>	(14,239)
Foreign exchange losses	匯兌虧損	-	(299,461)
Bank charges and others	銀行費用及其他	<b>(4,607)</b>	(9,013)
<b>Finance expenses</b>	<b>財務開支</b>	<b>(38,298)</b>	(330,378)
Net finance income/(expenses) recognised in profit or loss	於損益確認的財務收入／ (開支)淨額	<b>195,526</b>	(119,351)

# Notes to the Unaudited Interim Condensed Consolidated Financial Statements

## 未經審計中期簡明合併財務報表附註

### 6. PROFIT BEFORE TAX (CONTINUED)

#### (b) Other items

### 6. 除稅前溢利 (續)

#### (b) 其他項目

		For the six months ended June 30, 截至6月30日止六個月	
		2018 2018年 (Unaudited) (未經審計) RMB'000 人民幣千元	2017 2017年 (Unaudited) (未經審計) RMB'000 人民幣千元 (Restated) (重述)
Amortisation	攤銷		
– Prepaid land lease payments	– 預付土地租賃款項	22,527	18,614
– Intangible assets	– 無形資產	10,357	13,482
– Long-term assets	– 長期資產	5,823	3,637
		<b>38,707</b>	35,733
Depreciation	折舊		
– Property, plant and equipment	– 物業、廠房及設備	49,550	50,599
– Investment properties	– 投資物業	8,400	2,084
		<b>57,950</b>	52,683
Impairment losses/(reversal of impairment) on	減值虧損/(減值撥回)		
– Trade and other receivables	– 貿易及其他應收款項	133,867	69,506
– Amounts due from contract customers	– 應收合同客戶款項	–	45,567
– Contract assets	– 合同資產	(8,374)	–
		<b>125,493</b>	115,073
Operating lease charges	經營租賃費用		
– Lease of properties	– 租賃物業	19,313	17,986
		<b>19,313</b>	17,986
Cost of construction contracts	建造合同成本	6,019,808	5,464,701
Cost of goods sold	商品銷售成本	3,396,438	3,436,912
Cost of services provided	所提供服務的成本	692,290	453,222
		<b>10,108,536</b>	9,354,835

# Notes to the Unaudited Interim Condensed Consolidated Financial Statements

## 未經審計中期簡明合併財務報表附註

### 7. INTEREST EXPENSES ON BORROWINGS

An analysis of interest expenses on borrowings is as follows:

### 7. 借貸利息開支

借貸利息開支分析如下：

		For the six months ended June 30, 截至6月30日止六個月	
		2018 2018年 (Unaudited) (未經審計) RMB'000 人民幣千元	2017 2017年 (Unaudited) (未經審計) RMB'000 人民幣千元 (Restated) (重述)
Interest expenses on borrowings	借貸利息開支	26,541	14,239

# Notes to the Unaudited Interim Condensed Consolidated Financial Statements

## 未經審計中期簡明合併財務報表附註

### 8. INCOME TAX

Pursuant to the relevant laws and regulations in the PRC, the statutory enterprise income tax rate of 25% was applied to the Group for the six months ended June 30, 2018 and 2017, except for certain subsidiaries of the Group which were entitled to the preferential tax rate of 15% (2017: 15%) because they were recognised as high and new technology enterprises by the local governments in the PRC.

Hong Kong profits tax has been provided at the rate of 16.5% (2017: 16.5%) on the estimated assessable profits arising in Hong Kong during the period. Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries (or jurisdictions) in which the Group operates.

### 8. 所得稅

根據中國相關法律及法規，本集團於截至2018年及2017年6月30日止六個月應用的法定企業所得稅稅率為25%，惟本集團的某些附屬公司因被中國地方政府認為為高新技術企業而有權享有15%（2017年：15%）的優惠稅率除外。

香港利得稅乃就期內在香港產生的估計應課稅溢利按16.5%（2017年：16.5%）的稅率提撥。於其他地區的應課稅利潤乃按本集團營運所在的國家（或司法權區）的適用稅率計算稅項。

#### For the six months ended June 30,

截至6月30日止六個月

2018	2017
2018年	2017年
(Unaudited)	(Unaudited)
(未經審計)	(未經審計)
RMB'000	RMB'000
人民幣千元	人民幣千元
	(Restated)
	(重述)

Current income tax – Mainland China	即期所得稅 – 中國大陸	<b>313,065</b>	206,892
Current income tax – Hong Kong	即期所得稅 – 香港	<b>1,895</b>	–
Current income tax – Others	即期所得稅 – 其他	<b>2,174</b>	2,813
Deferred income tax	遞延所得稅	<b>(19,844)</b>	19,571
Total tax charge for the period	本期間稅項支出總額	<b>297,290</b>	229,276



# Notes to the Unaudited Interim Condensed Consolidated Financial Statements

## 未經審計中期簡明合併財務報表附註

### 8. INCOME TAX (CONTINUED)

A reconciliation of the tax expense applicable to profit before tax at the statutory rates for the countries (or jurisdictions) in which the Company and the majority of its subsidiaries are domiciled to the tax expense at the effective tax rates are as follows:

### 8. 所得稅 (續)

按本公司及其大多數附屬公司所註冊國家(或司法權區)的法定稅率計算之除稅前溢利適用之稅項開支與按實際稅率計算之稅項開支的對賬如下:

		<b>For the six months ended</b>	
		<b>June 30,</b>	
		<b>截至6月30日止六個月</b>	
		<b>2018</b>	2017
		<b>2018年</b>	2017年
		<b>(Unaudited)</b>	(Unaudited)
		(未經審計)	(未經審計)
		<b>RMB'000</b>	RMB'000
		人民幣千元	人民幣千元
			(Restated)
			(重述)
Profit before tax	除稅前溢利	<b>1,190,380</b>	877,650
Tax at the statutory tax rate	按法定稅率計算的稅項	<b>297,595</b>	219,413
Lower tax rate(s) for specific provinces or enacted by local authority	特定省份或地方當局 制定的較低稅率	<b>(5,895)</b>	(5,690)
Income not subject to tax	毋需課稅收益	<b>(10,145)</b>	(7,021)
Share of profits of joint ventures and associates not subject to tax	應佔合營公司及聯營公司 毋需課稅溢利	<b>(21,997)</b>	(10,234)
Adjustments in respect of current tax of previous periods	就過往期間即期稅項 作出的調整	<b>6,357</b>	(3,166)
Expenses not deductible for tax	不可扣稅開支	<b>16,905</b>	30,573
Tax losses not recognised/ (Tax losses utilised from previous periods)	未確認的可抵扣稅項虧損/ (使用過往期間的稅項 虧損)	<b>(37)</b>	2,483
Others	其他	<b>14,507</b>	2,918
Tax charge at the Group's effective rate	按本集團實際稅率計算的 稅項支出	<b>297,290</b>	229,276

# Notes to the Unaudited Interim Condensed Consolidated Financial Statements

## 未經審計中期簡明合併財務報表附註

### 9. DIVIDENDS

#### (a) Dividends payable to shareholders of the Company attributable to the interim period

The Directors do not recommend the payment of any interim dividend for the six months ended June 30, 2018 (six months ended June 30, 2017: nil).

#### (b) Dividends payable to shareholders of the Company attributable to the previous financial year, approved during the interim period

On June 25, 2018 upon the approval at the annual general meeting, the Company declared final dividend and a special dividend in respect of the financial year ended December 31, 2017 of RMB0.1659 per share (2016: RMB0.2042 per share) and RMB0.04 per share (2016: nil), respectively with total amount of approximately RMB684,453,630 (2016: RMB842,467,940) and RMB165,028,000 (2016: nil), respectively.

### 9. 股息

#### (a) 中期期間應付予本公司股東股息

董事不建議派付截至2018年6月30日止六個月的任何中期股息（截至2017年6月30日止六個月：無）。

#### (b) 於中期期間內批准之過往財政年度應付予本公司股東股息

於2018年6月25日，經股東週年大會批准後，本公司就截至2017年12月31日止財政年度宣派末期股息及特別股息，分別為每股人民幣0.1659元（2016年：每股人民幣0.2042元）及每股人民幣0.04元（2016年：無），總金額分別約為人民幣684,453,630元（2016年：人民幣842,467,940元）及人民幣165,028,000元（2016年：無）。

# Notes to the Unaudited Interim Condensed Consolidated Financial Statements

## 未經審計中期簡明合併財務報表附註

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

The calculation of the basic earnings per share amount is based on the profit for the six months ended June 30, 2018 attributable to ordinary equity holders of the parent and the weighted average number of 4,125,700,000 (six months ended June 30, 2017: 4,125,700,000) ordinary shares in issue during the period.

The calculation of basic earnings per share is based on:

### 10. 歸屬於母公司普通權益持有人的每股盈利

每股基本盈利乃按截至2018年6月30日止六個月歸屬於母公司普通權益持有人的溢利及期內已發行普通股的加權平均數4,125,700,000股（截至2017年6月30日止六個月：4,125,700,000股）計算。

每股基本盈利的計算乃基於：

For the six months ended	
June 30,	
截至6月30日止六個月	
2018	2017
2018年	2017年
(Unaudited)	(Unaudited)
(未經審計)	(未經審計)
RMB'000	RMB'000
人民幣千元	人民幣千元
	(Restated)
	(重述)

Earnings	盈利		
Profit attributable to ordinary equity holders of the parent used in the basic earnings per share calculation	計算每股基本盈利所用的歸屬於母公司普通權益持有人的溢利	892,357	648,422

# Notes to the Unaudited Interim Condensed Consolidated Financial Statements

## 未經審計中期簡明合併財務報表附註

### 10. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT (CONTINUED)

### 10. 歸屬於母公司普通權益持有人的每股盈利(續)

		Number of shares 股份數目	
		For the six months ended June 30, 截至6月30日止六個月	
		2018	2017
		2018年	2017年
		<i>Thousands</i> <i>shares</i> 千股	<i>Thousands</i> <i>shares</i> 千股 (Restated) (重述)
<b>Shares</b>	<b>股份</b>		
Weighted average number of ordinary shares in issue during the period used in the basic earnings per share calculation	計算每股基本盈利所用的期內已發行普通股的加權平均數	<b>4,125,700</b>	4,125,700

The Group had no potentially dilutive ordinary shares in issue during the six months ended June 30, 2018 and 2017.

本集團於截至2018年及2017年6月30日止六個月並無已發行具潛在攤薄性的普通股。

### 11. PROPERTY, PLANT AND EQUIPMENT

### 11. 物業、廠房及設備

During the six months ended June 30, 2018, the Group acquired property, plant and equipment at a cost of approximately RMB149,320,000 (six months ended June 30, 2017: RMB103,895,000). No material items of property, plant and equipment were disposed of during the six months ended June 30, 2018 and 2017.

截至2018年6月30日止六個月，本集團收購物業、廠房及設備的成本約為人民幣149,320,000元(截至2017年6月30日止六個月：人民幣103,895,000元)。截至2018年及2017年6月30日止六個月，本集團並無處置任何重大物業、廠房及設備項目。

### 12. PREPAID LAND LEASE PAYMENTS

### 12. 預付土地租賃款項

Prepaid land lease payments mainly represent land use right premiums paid by the Group for land located in Mainland China.

預付土地租賃款項主要指本集團就位於中國大陸的土地所支付的土地使用權出讓金。

# Notes to the Unaudited Interim Condensed Consolidated Financial Statements

## 未經審計中期簡明合併財務報表附註

### 13. INVENTORIES

### 13. 存貨

		<b>As at June 30, 2018</b>	As at December 31, 2017
		於2018年 6月30日 <b>(Unaudited)</b>	於2017年 12月31日 (Audited)
		<b>RMB'000</b>	RMB'000
		人民幣千元	人民幣千元 (Restated) (重述)
Goods in transit	在途商品	<b>83,138</b>	95,201
Entrusted processing materials	委託加工物資	<b>118,493</b>	141,560
Finished goods	製成品	<b>564,719</b>	424,241
Completed properties held for sale	持作銷售的已完工物業	<b>11,987</b>	14,934
		<b>778,337</b>	675,936
Provision for impairment	減值撥備	<b>(5,468)</b>	(5,468)
		<b>772,869</b>	670,468



# Notes to the Unaudited Interim Condensed Consolidated Financial Statements

## 未經審計中期簡明合併財務報表附註

### 14. CONTRACT ASSETS

#### (a) Contract assets

Gross contract assets  
 – Current portion  
 – Non-current portion

合同資產總額  
 – 流動部分  
 – 非流動部分

<b>As at June 30, 2018</b>	As at December 31, 2017
於2018年 6月30日	於2017年 12月31日
<b>(Unaudited)</b>	(Audited)
(未經審計)	(經審計)
<b>RMB'000</b>	RMB'000
人民幣千元	人民幣千元 (Restated) (重述)

<b>8,026,283</b>	–
<b>1,867,119</b>	–
<b>9,893,402</b>	–

Contract costs incurred plus recognised  
 profits less recognised losses to date  
 Less: Progress billings

迄今已產生合同成本加已  
 確認溢利減已確認虧損  
 減：進度款項

<b>154,793,371</b>	–
<b>144,899,969</b>	–
<b>9,893,402</b>	–

# Notes to the Unaudited Interim Condensed Consolidated Financial Statements

## 未經審計中期簡明合併財務報表附註

### 14. CONTRACT ASSETS (CONTINUED)

#### (b) Amounts due from contract customers

		<b>As at June 30, 2018</b>	As at December 31, 2017
		於2018年 6月30日	於2017年 12月31日
		<b>(Unaudited)</b>	(Audited)
		<b>RMB'000</b>	RMB'000
		人民幣千元	人民幣千元 (Restated) (重述)
Gross amounts due from contract customers	應收合同客戶 款項總額		
– Current portion	– 流動部分	–	5,374,496
– Non-current portion	– 非流動部分	–	1,923,798
		–	7,298,294
Contract costs incurred plus recognised profits less recognised losses to date	迄今已產生合同成本加已 確認溢利減已確認虧損	–	147,053,373
Less: Progress billings	減：進度款項	–	139,755,079
		–	7,298,294

### 14. 合同資產 (續)

#### (b) 應收合同客戶款項

# Notes to the Unaudited Interim Condensed Consolidated Financial Statements

## 未經審計中期簡明合併財務報表附註

### 15. TRADE AND OTHER RECEIVABLES

### 15. 貿易及其他應收款項

			<b>As at</b>	As at
			<b>June 30,</b>	December 31,
			<b>2018</b>	2017
			於 <b>2018年</b>	於2017年
			<b>6月30日</b>	12月31日
		Notes	<b>(Unaudited)</b>	(Audited)
		附註	(未經審計)	(經審計)
			<b>RMB'000</b>	RMB'000
			人民幣千元	人民幣千元
				(Restated)
				(重述)
Bills receivable	應收票據		<b>66,003</b>	127,799
Trade receivables	貿易應收款項		<b>7,697,502</b>	7,622,852
Less: Allowance for doubtful debts	減：呆賬撥備	(b)	<b>(1,424,616)</b>	(1,251,305)
Trade and bills receivables	貿易應收款項及應收票據	(a)	<b>6,338,889</b>	6,499,346
Advances to suppliers	向供應商預付款項		<b>2,971,299</b>	2,394,573
Other receivables	其他應收款項		<b>3,033,093</b>	2,914,076
Less: Allowance for doubtful debts	減：呆賬撥備	(b)	<b>(119,504)</b>	(76,609)
			<b>2,913,589</b>	2,837,467
Total	合計		<b>12,223,777</b>	11,731,386
Portion classified as non-current assets	分類為非流動資產的部分		<b>(988,682)</b>	(847,059)
Current portion	流動部分		<b>11,235,095</b>	10,884,327

# Notes to the Unaudited Interim Condensed Consolidated Financial Statements

## 未經審計中期簡明合併財務報表附註

### 15. TRADE AND OTHER RECEIVABLES (CONTINUED)

#### (a) Ageing analysis

An ageing analysis of the trade and bills receivables as at the end of the reporting period, based on the invoice date and net of provisions, is as follows:

Within 3 months	3個月以內
3 months to 6 months	3個月至6個月
6 months to 1 year	6個月至1年
Over 1 year	1年以上

There are no unified standard credit terms granted to customers of the international engineering contracting business and trading business. The credit terms granted to customers of the international engineering contracting business are negotiated individually on a case-by-case basis and set forth in the relevant contracts. The credit terms granted to customers of the trading business are normally about three to six months. The bills receivable are generally due within 180 days from the date of issuance.

### 15. 貿易及其他應收款項 (續)

#### (a) 賬齡分析

根據發票日期，於報告期末的貿易應收款項及應收票據經扣除撥備的賬齡分析如下：

	As at June 30, 2018 於2018年 6月30日 (Unaudited) (未經審計) RMB'000 人民幣千元	As at December 31, 2017 於2017年 12月31日 (Audited) (經審計) RMB'000 人民幣千元 (Restated) (重述)
	<b>2,738,371</b>	3,618,251
	<b>284,755</b>	160,899
	<b>1,704,956</b>	1,397,411
	<b>1,610,807</b>	1,322,785
	<b>6,338,889</b>	6,499,346

國際工程承包業務及貿易業務的客戶並無獲授統一標準信貸期。授予國際工程承包業務客戶的信貸期乃按個別情況逐次獨立協定，並載列於有關合同內。授予貿易業務客戶的信貸期一般約為三至六個月。應收票據一般於發行日期起計180日內到期。

# Notes to the Unaudited Interim Condensed Consolidated Financial Statements

## 未經審計中期簡明合併財務報表附註

### 15. TRADE AND OTHER RECEIVABLES (CONTINUED)

#### (b) Impairment of trade and other receivables

The movements in provision for impairment of trade receivables and other receivables are as follows:

### 15. 貿易及其他應收款項 (續)

#### (b) 貿易及其他應收款項減值

貿易應收款項及其他應收款項減值撥備的變動如下：

		As at June 30, 2018 於2018年 6月30日 (Unaudited) (未經審計) RMB'000 人民幣千元	As at December 31, 2017 於2017年 12月31日 (Audited) (經審計) RMB'000 人民幣千元 (Restated) (重述)
At January 1	於1月1日	1,327,914	924,993
Impact of adopting IFRS 9	採納國際財務報告準則 第9號的影響	82,339	-
Restated opening balance under IFRS 9	根據國際財務報告準則 第9號重述期初餘額	1,410,253	924,993
Impairment losses recognised	已確認的減值虧損	179,967	429,932
Impairment losses reversed	已撥回的減值虧損	(46,100)	(22,360)
Impairment losses arising from disposal of a subsidiary	處置一間附屬公司產生的 減值虧損	-	(381)
Amount written off as uncollectible	撇銷不可收回的金額	-	(4,270)
		<b>1,544,120</b>	<b>1,327,914</b>



# Notes to the Unaudited Interim Condensed Consolidated Financial Statements

## 未經審計中期簡明合併財務報表附註

### 15. TRADE AND OTHER RECEIVABLES (CONTINUED)

#### (c) Trade and bills receivables that are not impaired

The ageing analysis of the trade and bills receivables that are not individually nor collectively considered to be impaired is as follows:

		<b>As at June 30, 2018 於2018年 6月30日 (Unaudited) (未經審計) RMB'000 人民幣千元</b>	As at December 31, 2017 於2017年 12月31日 (Audited) (經審計) RMB'000 人民幣千元 (Restated) (重述)
Neither past due nor impaired	既未逾期亦未減值	<b>1,627,923</b>	2,053,017
Less than 3 months past due	逾期3個月以內	<b>255,693</b>	98,643
3 months to 6 months past due	逾期3個月至6個月	<b>144,649</b>	51,653
6 months to 1 year past due	逾期6個月至1年	<b>92,067</b>	154,958
More than 1 year past due	逾期1年以上	<b>93,397</b>	60,549
		<b>2,213,729</b>	2,418,820

Receivables that were neither past due nor impaired relate to a large number of diversified customers for whom there was no recent history of default.

Receivables that were past due but not impaired relate to a number of independent customers that have a good track record with the Group. Based on past experience, management believes that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable.

### 15. 貿易及其他應收款項 (續)

#### (c) 未減值的貿易應收款項及應收票據

既未單獨亦未集體視為減值的貿易應收款項及應收票據的賬齡分析如下：

		<b>As at June 30, 2018 於2018年 6月30日 (Unaudited) (未經審計) RMB'000 人民幣千元</b>	As at December 31, 2017 於2017年 12月31日 (Audited) (經審計) RMB'000 人民幣千元 (Restated) (重述)
Neither past due nor impaired	既未逾期亦未減值	<b>1,627,923</b>	2,053,017
Less than 3 months past due	逾期3個月以內	<b>255,693</b>	98,643
3 months to 6 months past due	逾期3個月至6個月	<b>144,649</b>	51,653
6 months to 1 year past due	逾期6個月至1年	<b>92,067</b>	154,958
More than 1 year past due	逾期1年以上	<b>93,397</b>	60,549
		<b>2,213,729</b>	2,418,820

既未逾期亦未減值的應收款項與近期並無拖欠記錄的多名分散的客戶有關。

逾期但並未減值的應收款項與多名獨立客戶有關，彼等與本集團具有良好的往績記錄。根據過往經驗，由於信貸質量並無重大變化且該等結餘仍被視為可悉數收回，故管理層相信毋須就該等結餘作出減值撥備。

# Notes to the Unaudited Interim Condensed Consolidated Financial Statements

## 未經審計中期簡明合併財務報表附註

### 15. TRADE AND OTHER RECEIVABLES (CONTINUED)

- (d) The amounts due from the related parties of the Group included in the trade and other receivables are analysed as follows:

SINOMACH	國機	1,080,820	584,544
Fellow subsidiaries	同系附屬公司	30,854	39,331

These balances are unsecured, non-interest-bearing and repayable on credit terms similar to those offered to the major customers of the Group.

- (e) As at June 30, 2018, there was no borrowings (December 31, 2017: RMB1,731,000) secured by the Group's bills receivables.

### 15. 貿易及其他應收款項 (續)

- (d) 應收本集團關聯方款項 (計入貿易及其他應收款項) 分析如下:

As at June 30, 2018 於2018年 6月30日 (Unaudited) (未經審計) RMB'000 人民幣千元	As at December 31, 2017 於2017年 12月31日 (Audited) (經審計) RMB'000 人民幣千元 (Restated) (重述)
1,080,820	584,544
30,854	39,331

該等結餘為無擔保、不計息並按相近於本集團主要客戶獲提供的信貸期償還。

- (e) 於2018年6月30日，並無借貸 (2017年12月31日：人民幣1,731,000元) 由本集團的應收票據作為質押。

# Notes to the Unaudited Interim Condensed Consolidated Financial Statements

## 未經審計中期簡明合併財務報表附註

### 16. CASH AND CASH EQUIVALENTS AND PLEDGED DEPOSITS

### 16. 現金及現金等價物及受限制存款

		<b>As at June 30, 2018</b>	As at December 31, 2017
		於2018年 6月30日 <b>(Unaudited)</b> (未經審計) <b>RMB'000</b> 人民幣千元	於2017年 12月31日 (Audited) (經審計) <b>RMB'000</b> 人民幣千元 (Restated) (重述)
Cash and bank balances	現金及銀行結餘	<b>28,019,195</b>	29,627,151
Less: Pledged deposits	減：受限制存款	<b>(1,341,720)</b>	(1,363,525)
Cash and cash equivalents in the consolidated statement of financial position	於合併財務狀況表的 現金及現金等價物	<b>26,677,475</b>	28,263,626
Less: Non-pledged time deposits with original maturity of over three months when acquired	減：購買時原始到期日 為三個月以上的 無抵押定期存款	<b>(4,668,220)</b>	(6,784,311)
Cash and cash equivalents in the statement of financial position and in the consolidated statement of cash flows	於財務狀況表及合併 現金流量表的現金及 現金等價物	<b>22,009,255</b>	21,479,315

The RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term time deposits are made for varying periods of between one day and three months depending on the immediate cash requirements of the Group, and earn interest at the respective short term time deposit rates. The bank balances and pledged deposits are deposited with creditworthy banks with no recent history of default.

人民幣不可自由兌換成其他貨幣。然而，根據中國大陸《外匯管理條例》及《結匯、售匯及付匯管理規定》，本集團可透過獲授權經營外匯業務的銀行將人民幣兌換成其他貨幣。

銀行現金按每日銀行存款利率的浮動利率計息。短期定期存款的存款期介乎一日至三個月，視乎本集團的即時現金需求而定，並按相關短期定期存款利率計息。銀行結餘及受限制存款存放於近期無拖欠記錄且信譽良好的銀行。

# Notes to the Unaudited Interim Condensed Consolidated Financial Statements

## 未經審計中期簡明合併財務報表附註

### 17. TRADE AND OTHER PAYABLES

### 17. 貿易及其他應付款項

		<b>As at June 30, 2018</b>	As at December 31, 2017
		於2018年 6月30日 <b>(Unaudited)</b> (未經審計) <b>RMB'000</b> 人民幣千元	於2017年 12月31日 (Audited) (經審計) <i>RMB'000</i> 人民幣千元 (Restated) (重述)
Bills payable	應付票據	<b>18,014</b>	173,595
Trade payables	貿易應付款項	<b>16,409,589</b>	16,050,304
		<b>16,427,603</b>	16,223,899
Accrued salaries, wages and benefits	應計薪金、工資及福利	<b>830,536</b>	923,679
Other taxes payable	其他應繳稅項	<b>31,503</b>	185,888
Other payables	其他應付款項	<b>2,939,196</b>	2,929,724
Derivative financial instruments	衍生金融工具	-	11,426
Dividends payable	應付股息	<b>850,694</b>	1,213
Interest payable	應付利息	<b>135</b>	1,116
Others	其他	<b>1,228,732</b>	1,281,785
		<b>22,308,399</b>	21,558,730
Less: Portion classified as current liabilities	減：分類為流動負債的部分	<b>(21,929,372)</b>	(21,017,404)
Non-current portion	非流動部分	<b>379,027</b>	541,326

# Notes to the Unaudited Interim Condensed Consolidated Financial Statements

## 未經審計中期簡明合併財務報表附註

### 17. TRADE AND OTHER PAYABLES (CONTINUED)

An ageing analysis of the bills payable and trade payables as at the end of the reporting period, based on the invoice date, is as follows:

		<b>As at June 30, 2018</b>	As at December 31, 2017
		於2018年 6月30日 (Unaudited)	於2017年 12月31日 (Audited)
		<b>RMB'000</b>	RMB'000
		人民幣千元	人民幣千元 (Restated) (重述)
Within 3 months	3個月以內	<b>3,953,688</b>	4,434,347
3 months to 6 months	3個月至6個月	<b>1,452,582</b>	1,124,594
6 months to 1 year	6個月至1年	<b>2,412,904</b>	2,821,977
Over 1 year	1年以上	<b>8,608,429</b>	7,842,981
		<b>16,427,603</b>	16,223,899

The amounts due to the related parties of the Group, which are unsecured, interest-free and have no fixed terms of repayment, included in the trade payables are analysed as follows:

		<b>As at June 30, 2018</b>	As at December 31, 2017
		於2018年 6月30日 (Unaudited)	於2017年 12月31日 (Audited)
		<b>RMB'000</b>	RMB'000
		人民幣千元	人民幣千元 (Restated) (重述)
SINOMACH	國機	-	2,193
Fellow subsidiaries	同系附屬公司	<b>758,235</b>	860,415
Associates	聯營公司	<b>22,895</b>	25,921

### 17. 貿易及其他應付款項 (續)

根據發票日期，於報告期末的應付票據及貿易應付款項的賬齡分析如下：

應付本集團關聯方款項（計入貿易應付款項）分析如下，該等款項為無擔保、免息並無固定還款期：



# Notes to the Unaudited Interim Condensed Consolidated Financial Statements

## 未經審計中期簡明合併財務報表附註

### 18. BORROWINGS

### 18. 借貸

		As at June 30, 2018 於2018年6月30日			As at December 31, 2017 (Restated) 於2017年12月31日(重述)		
		Effective interest rate 實際利率 (%)	Maturity 到期日	(Unaudited) (未經審計) RMB'000 人民幣千元	Effective interest rate 實際利率 (%)	Maturity 到期日	(Audited) (經審計) RMB'000 人民幣千元
<b>Current</b>	<b>流動</b>						
Short term bank loans:	短期銀行貸款：						
- Unsecured	- 無抵押	3.14-5.70	2018-2019	1,082,096	2.54-5.70	2018	505,348
- Secured	- 有抵押	4.79-5.44	2018-2019	35,000	3.27-5.44	2018	195,150
Current portion of long term bank loans:	長期銀行貸款的流動部分：						
- Unsecured	- 無抵押	1.55-4.99	2018-2019	30,607	1.25-4.99	2018	54,349
				<b>1,147,703</b>			<b>754,847</b>
<b>Non-current</b>	<b>非流動</b>						
Long term bank loans:	長期銀行貸款：						
- Unsecured	- 無抵押	1.55-1.98	2020-2022	2,898	1.25-4.99	2019-2022	118,582
- Secured	- 有抵押	5.13	2019-2025	44,740	5.13	2019-2025	42,940
				<b>47,638</b>			<b>161,522</b>
				<b>1,195,341</b>			<b>916,369</b>

# Notes to the Unaudited Interim Condensed Consolidated Financial Statements

## 未經審計中期簡明合併財務報表附註

### 18. BORROWINGS (CONTINUED)

#### Bank loans repayable

		<b>As at June 30, 2018</b>	As at December 31, 2017
		於2018年 6月30日	於2017年 12月31日
		<b>(Unaudited)</b>	(Audited)
		<b>(未經審計)</b>	(經審計)
		<b>RMB'000</b>	RMB'000
		人民幣千元	人民幣千元
			(Restated)
			(重述)
Analysed into:	分析為：		
Within one year	一年以內	<b>1,147,703</b>	754,847
In the second year	第二年	<b>9,728</b>	30,949
In the third to fifth years, inclusive	第三年至第五年（包括首尾兩年）	<b>27,570</b>	122,033
Over five years	五年以上	<b>10,340</b>	8,540
		<b>1,195,341</b>	916,369

#### Notes:

- (a) As at June 30, 2018, certain borrowings of RMB79,740,000 (December 31, 2017: RMB77,940,000) were secured by the Group's property, plant and equipment.
- (b) As at June 30, 2018, there was no borrowings (December 31, 2017: RMB1,731,000) secured by the Group's bills receivables.
- (c) As at June 30, 2018, certain borrowings of RMB120,922,000 (December 31, 2017: RMB158,418,000) were guaranteed by the Company.

#### 附註：

- (a) 於2018年6月30日，若干借貸人民幣79,740,000元（2017年12月31日：人民幣77,940,000元）由本集團的物業、廠房及設備作為抵押。
- (b) 於2018年6月30日，並無借貸（2017年12月31日：人民幣1,731,000元）由本集團的應收票據作為質押。
- (c) 於2018年6月30日，若干借貸人民幣120,922,000元（2017年12月31日：人民幣158,418,000元）由本公司作擔保。

# Notes to the Unaudited Interim Condensed Consolidated Financial Statements

## 未經審計中期簡明合併財務報表附註

### 19. NON-CURRENT FINANCIAL ASSETS

### 19. 非流動金融資產

		<b>As at June 30, 2018</b>	As at December 31, 2017
		於2018年 6月30日 <b>(Unaudited)</b> (未經審計) <b>RMB'000</b> 人民幣千元	於2017年 12月31日 (Audited) (經審計) <b>RMB'000</b> 人民幣千元 (Restated) (重述)
Non-current financial assets	非流動金融資產		
Financial assets at FVOCI	以公允價值計量且其變動計入 其他綜合收益的金融資產		
Listed equity investments	上市股權投資		
Hong Kong	香港	<b>73,395</b>	—
Shanghai	上海	<b>6,059</b>	—
		<b>79,454</b>	—
Unlisted equity investments	非上市股權投資	<b>358,798</b>	—
		<b>438,252</b>	—

# Notes to the Unaudited Interim Condensed Consolidated Financial Statements

## 未經審計中期簡明合併財務報表附註

### 19. NON-CURRENT FINANCIAL ASSETS (CONTINUED)

### 19. 非流動金融資產 (續)

		<b>As at June 30, 2018</b>	As at December 31, 2017
		於2018年 6月30日	於2017年 12月31日
		<b>(Unaudited)</b>	(Audited)
		(未經審計)	(經審計)
		<b>RMB'000</b>	RMB'000
		人民幣千元	人民幣千元 (Restated) (重述)
Available-for-sale investments	可供出售投資		
Listed equity investments, at fair value:	上市股權投資，按公允價值：		
Hong Kong	香港	-	2,955
Shanghai	上海	-	7,066
		-	10,021
Unlisted equity investments, at cost	非上市股權投資，按成本	-	366,657
		-	376,678

# Notes to the Unaudited Interim Condensed Consolidated Financial Statements

## 未經審計中期簡明合併財務報表附註

### 20. ISSUED CAPITAL

### 20. 已發行股本

		<b>As at June 30, 2018</b>	As at December 31, 2017
		於2018年 6月30日 <b>(Unaudited)</b> (未經審計) <b>RMB'000</b> 人民幣千元	於2017年 12月31日 (Audited) (經審計) <i>RMB'000</i> 人民幣千元 (Restated) (重述)
Ordinary shares, issued and fully paid	已發行及繳足的普通股		
Domestic shares of RMB1.00 each	每股人民幣1.00元的內資股	<b>3,217,430</b>	3,217,430
H shares of RMB1.00 each	每股人民幣1.00元的H股	<b>908,270</b>	908,270
		<b>4,125,700</b>	4,125,700

There was no movement of issued capital during the six months ended June 30, 2018 and the year ended December 31, 2017.

於截至2018年6月30日止六個月及截至2017年12月31日止年度，已發行股本概無任何變動。

### 21. RESERVES

The amounts of the Group's reserves and the movements therein for the current and prior periods are presented in the consolidated statement of changes in equity on pages 90 and 91 of the financial statements.

### 21. 儲備

本集團於本期間及過往期間的儲備金額及其變動於財務報表的第90及91頁的合併權益變動表內呈列。



# Notes to the Unaudited Interim Condensed Consolidated Financial Statements

## 未經審計中期簡明合併財務報表附註

### 22. BUSINESS COMBINATION UNDER COMMON CONTROL

As set out in note 27(e), on April 4, 2018, the Group acquired the 100% equity interest in China National Electric Engineering Co.,Ltd.(CNEEC) at a total cash consideration of RMB1,980,031,000. The Company and CNEEC were under the common control of SINOMACH both before and after the acquisition, and such control was not transitory. Thus, the acquisition was considered to be business combination under common control. The acquisition date was April 4, 2018, which was determined by the date of equity transfer. Accordingly, the consolidated statement of profit or loss and the consolidated statement of comprehensive income included the results of each of the combining entities or businesses from the earliest date presented or since the date when the combining entities or businesses first came under common control, where this is a shorter period, regardless of the date of the common control combination. The net assets of the combining entities or businesses were combined using the existing book values from the controlling parties' perspective. No amount was recognised in consideration for goodwill or excess of the acquirers' interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities over cost at the time of the common control combination, to the extent of the continuation of the controlling party's interest.

### 22. 同一控制下的業務合併

如附註27(e)所載，本集團於2018年4月4日以人民幣1,980,031,000元的總現金代價收購中國電力工程有限公司（「中電工」）的100%股權。收購前後，本公司與中電工均受國機的另一控制，且控制權並非暫時。因此，該收購被視為同一控制下的業務合併。收購日期為2018年4月4日，乃根據股權轉讓日期釐定。因此，合併損益表及合併綜合收益表包括財務報表最早列報日或者合併實體或業務開始受同一控制之日起計的期間（以較短期間為準）各合併實體或業務的業績，而不論同一控制合併的日期。被合併實體或業務的淨資產以控制方而言所存在的賬面值合併。在控制方之權益持續之情況下，於同一控制合併中並無就商譽或收購方應佔被收購方可識別資產、負債及或有負債的公允淨值超過於收購成本的金額予以確認。

# Notes to the Unaudited Interim Condensed Consolidated Financial Statements

## 未經審計中期簡明合併財務報表附註

### 22. BUSINESS COMBINATION UNDER COMMON CONTROL (CONTINUED)

The carrying amounts of the consolidated assets and liabilities of in CNEEC and its subsidiaries as at the acquisition date and the comparative financial figures were as follows:

### 22. 同一控制下的業務合併 (續)

中電工及其附屬公司於收購日期的合併資產及負債的賬面值以及比較財務數據如下：

		Upon acquisition date 於 收購日期 RMB'000 人民幣千元	As at December 31, 2017 於2017年 12月31日 RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	375,043	378,471
Investment properties	投資物業	48,624	49,388
Prepaid land lease payments	預付土地租賃款項	14,452	14,556
Intangible assets	無形資產	443,463	448,369
Investment in an associate	對聯營公司的投資	21,972	22,448
Other non-current assets	其他非流動資產	-	96,764
Non-current financial assets	非流動金融資產	158,729	-
Deferred tax assets	遞延稅項資產	31,751	27,829
Inventories	存貨	23,168	17,677
Current trade and other receivables	流動貿易及其他應收款項	907,105	837,017
Amounts due from contracts customers	應收合同客戶款項	-	1,810,635
Contract assets	合同資產	2,022,129	-
Other current financial assets	其他流動金融資產	150,000	-
Restricted deposits	受限制存款	177,865	184,574
Time deposits with original maturity over three months	原始到期日超過三個月的定期存款	1,315,884	1,751,828
Cash and cash equivalents	現金及現金等價物	2,639,799	3,012,988
Receipts in advance	預收款項	-	(2,916,322)
Contract liability	合同負債	(3,190,384)	-
Current trade and other payables	流動貿易及其他應付款項	(4,127,551)	(4,521,857)
Current defined benefit obligations	流動設定受益義務	(8,190)	(8,190)
Tax payable	應繳稅項	(19,296)	(24,391)
Non-current trade and other payables	非流動貿易及其他應付款項	(8,470)	(74,618)
Non-current defined benefit obligations	非流動設定受益義務	(87,610)	(90,380)
Deferred tax liabilities	遞延稅項負債	(61,126)	(46,466)
Non-controlling interests	非控股權益	(6,972)	(7,367)
Total identifiable net assets at carrying amounts, net of non-controlling interests	按賬面值呈列的可識別淨資產總額，扣減非控股權益	820,385	962,953
Surplus of consideration over net asset carrying value	代價較資產賬面淨值的盈餘	1,159,646	
Satisfied by cash	以現金支付	1,980,031	

# Notes to the Unaudited Interim Condensed Consolidated Financial Statements

## 未經審計中期簡明合併財務報表附註

### 23. DISPOSAL OF A SUBSIDIARY

In December 2016, the Company entered into a conditional equity subscription agreement to dispose of its entire equity interest in CMEC International Exhibition Co., Ltd. (“CMEC Expo”) to China National Machinery Industry International Co., Ltd. (“SINOMACHINT”) as consideration for the Company’s subscription of an approximately 19.29% equity interest in SINOMACHINT. Upon completion of all conditions of the equity subscription agreement, the Company shall own approximately 19.29% of the total equity interest in SINOMACHINT, and CMEC Expo shall no longer be a subsidiary of the Company. In January 2017, all conditions of the equity subscription agreement were completed.

The carrying amount of the assets and liabilities of CMEC Expo as at the disposal date were as follows:

### 23. 處置附屬公司

於2016年12月，本公司訂立有條件權益認購協議，向中國機械國際合作股份有限公司（「SINOMACHINT」）出售所持西麥克國際展覽有限責任公司（「西麥克展覽」）的全部權益，作為本公司於SINOMACHINT認購約19.29%權益的代價。完成權益認購協議的所有條件後，本公司將擁有SINOMACHINT權益總額約19.29%，而西麥克展覽將不再是本公司的附屬公司。於2017年1月，權益認購協議的所有條件已告完成。

西麥克展覽於出售日期的資產及負債賬面值如下：

		January 2017
		2017年1月
		<i>RMB'000</i>
		人民幣千元
	<i>Note</i>	
	<i>附註</i>	
Net assets disposed of:	出售以下各項的淨資產：	
Property, plant and equipment	物業、廠房及設備	954
Current trade and other receivables	流動貿易及其他應收款項	52,517
Cash and cash equivalents	現金及現金等價物	73,316
Receipts in advance	預收款項	(33,782)
Current trade and other payables	流動貿易及其他應付款項	(15,570)
Tax payable	應繳稅項	(2,567)
		<b>74,868</b>
Gain on disposal of a subsidiary	處置附屬公司所得收益	5
		<b>58,861</b>
Consideration	代價	<b>133,729</b>

# Notes to the Unaudited Interim Condensed Consolidated Financial Statements

## 未經審計中期簡明合併財務報表附註

### 23. DISPOSAL OF A SUBSIDIARY (CONTINUED)

### 23. 處置附屬公司 (續)

		<b>RMB'000</b> 人民幣千元
Satisfied by:	支付方式：	
Equity interest of approximately 19.29% in SINOMACHINT	於SINOMACHINT的約19.29% 的權益	<b>133,729</b>

An analysis of the net outflow of cash and cash equivalents in respect of the disposal of a subsidiary as dealt with in the 2017 comparative interim financial statements is as follows:

與列入2017年比較中期財務報表的出售一家附屬公司有關的現金及現金等價物流出淨額的分析載列如下：

		<b>RMB'000</b> 人民幣千元
Cash consideration	現金代價	-
Cash and bank balances disposed of	已出售現金及銀行結餘	<b>(73,316)</b>
Net outflow of cash and cash equivalents in respect of the disposal of a subsidiary	處置附屬公司相關的 現金及現金等價物流出淨額	<b>(73,316)</b>

# Notes to the Unaudited Interim Condensed Consolidated Financial Statements

## 未經審計中期簡明合併財務報表附註

### 24. OPERATING LEASE ARRANGEMENTS

#### (a) As lessor

The Group leases its investment properties under operating lease arrangements, with leases negotiated for terms ranging from 1 to 5 years. The terms of the leases generally also require the tenants to pay security deposits and provide for periodic rent adjustments according to the then prevailing market conditions.

At June 30, 2018, the Group had total future minimum lease receivables under non-cancellable operating leases with its tenants falling due as follows:

### 24. 經營租賃安排

#### (a) 作為出租人

本集團根據經營租賃安排租賃其投資物業，議定期限介乎一至五年。租賃條款一般亦要求租戶支付保證金及規定可根據當時市況定期調整租金。

於2018年6月30日，本集團根據與租戶訂立的不可撤銷經營租賃到期應收的未來最低租金總額如下：

		<b>As at June 30, 2018 於2018年 6月30日 (Unaudited) (未經審計) RMB'000 人民幣千元</b>	As at December 31, 2017 於2017年 12月31日 (Audited) (經審計) RMB'000 人民幣千元 (Restated) (重述)
Within one year	一年以內	<b>67,491</b>	77,324
In the second to fifth years, inclusive	第二年至第五年 (包括首尾兩年)	<b>196,549</b>	161,583
Over five years	五年以上	<b>12,618</b>	21,842
		<b>276,658</b>	260,749



# Notes to the Unaudited Interim Condensed Consolidated Financial Statements

## 未經審計中期簡明合併財務報表附註

### 24. OPERATING LEASE ARRANGEMENTS (CONTINUED)

#### (b) As lessee

The Group leases certain of its office properties and office equipment under operating lease arrangements. Leases for properties and office equipment are negotiated for terms ranging from 1 to 3 years.

At June 30, 2018, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

### 24. 經營租賃安排 (續)

#### (b) 作為承租人

本集團根據經營租賃安排承租若干辦公室物業及辦公設備。該等物業及辦公設備的議定期限介乎一至三年。

於2018年6月30日，本集團根據不可撤銷經營租賃到期應付的未來最低租金總額如下：

		<b>As at June 30, 2018 於2018年 6月30日 (Unaudited) (未經審計) RMB'000 人民幣千元</b>	As at December 31, 2017 於2017年 12月31日 (Audited) (經審計) RMB'000 人民幣千元 (Restated) (重述)
Within one year	一年以內	<b>13,440</b>	12,681
In the second to fifth years, inclusive	第二年至第五年 (包括首尾兩年)	<b>1,893</b>	9,624
		<b>15,333</b>	22,305

# Notes to the Unaudited Interim Condensed Consolidated Financial Statements

## 未經審計中期簡明合併財務報表附註

### 25. COMMITMENTS

In addition to the operating lease commitments detailed in note 24(b) above, the Group had the following capital commitments at the end of the reporting period:

		<b>As at June 30, 2018</b>	As at December 31, 2017
		於2018年 6月30日	於2017年 12月31日
		<b>(Unaudited)</b>	(Audited)
		<b>(未經審計)</b>	(經審計)
		<b>RMB'000</b>	RMB'000
		人民幣千元	人民幣千元
			(Restated)
			(重述)
Contracted, but not provided for:	已訂約但未撥備：		
Land and buildings	土地及樓宇	<b>889,303</b>	1,090,100
Capital contributions	資本投入	<b>300,719</b>	300,764
		<b>1,190,022</b>	1,390,864

### 26. CONTINGENT LIABILITIES

The Company and certain subsidiaries of the Group are defendants in certain lawsuits as well as the named parties in other proceedings arising in the normal course of business. While the outcomes of such contingencies, lawsuits or other proceedings cannot be determined at present, the directors of the Company believe that any resulting liabilities will not have a material adverse impact on the financial position, liquidity, or operating results of the Group.

### 25. 承擔

除上文附註24(b)詳述的經營租賃承擔外，本集團於報告期末擁有以下資本承擔：

### 26. 或有負債

在正常業務過程中，本公司及本集團的若干附屬公司為某些訴訟中的被告及在其他法律程序的被點名方。雖然目前未能確定該等或有事件、訴訟或其他法律程序的結果，本公司董事相信任何由此引致的負債不會對本集團的財務狀況、流動資金或經營業績產生重大不利影響。

# Notes to the Unaudited Interim Condensed Consolidated Financial Statements

## 未經審計中期簡明合併財務報表附註

### 27. RELATED PARTY TRANSACTIONS

- (a) In addition to the transactions detailed elsewhere in these financial statements, the Group had the following transactions with related parties during the period:
- (b) In the opinion of the Directors, the transactions below were conducted in the ordinary course of business of the Group and in accordance with the terms agreed between the Group and its related parties:

### 27. 關聯方交易

- (a) 除該等財務報表其他部分詳述的交易外，本集團於期內與關聯方曾進行以下交易：
- (b) 董事認為，下列交易乃於本集團一般業務過程中根據本集團與其關聯方議定的條款進行：

For the six months ended  
June 30,  
截至6月30日止六個月

2018 2018年 (Unaudited) (未經審計) RMB'000 人民幣千元	2017 2017年 (Unaudited) (未經審計) RMB'000 人民幣千元 (Restated) (重述)
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Purchase of engineering services and products from	接受來自於下列各方的工程服務及產品		
– Fellow subsidiaries	– 同系附屬公司	27,549	43,004
– Associates	– 聯營公司	–	14,411
Sale of engineering services and products to	向下列各方提供工程服務及產品		
– SINOMACH	– 國機	592,254	234,450
– Associates	– 聯營公司	843,019	653,715
Sale of integrated services to	向下列各方提供綜合服務		
– Fellow subsidiaries	– 同系附屬公司	93,296	11,423
Net deposits withdrawn from	於下列各方提取存款淨額		
– A fellow subsidiary	– 一家同系附屬公司	(1,071,807)	(1,567,463)
Interest income earned from	向下列各方收取的利息收入		
– A fellow subsidiary	– 一家同系附屬公司	27,108	46,125

# Notes to the Unaudited Interim Condensed Consolidated Financial Statements

## 未經審計中期簡明合併財務報表附註

### 27. RELATED PARTY TRANSACTIONS (CONTINUED)

### 27. 關聯方交易 (續)

#### (c) Outstanding balances with related parties:

#### (c) 與關聯方的結欠餘額：

		<b>As at June 30, 2018 於2018年 6月30日 (Unaudited) (未經審計) RMB'000 人民幣千元</b>	As at December 31, 2017 於2017年 12月31日 (Audited) (經審計) RMB'000 人民幣千元 (Restated) (重述)
Cash deposits placed with	於下列各方的現金存款		
– A fellow subsidiary	– 一家同系附屬公司	<b>3,382,084</b>	4,453,891
Trade and other receivables from	應收下列各方的貿易及 其他應收款項		
– SINOMACH	– 國機	<b>1,080,820</b>	584,544
– Fellow subsidiaries	– 同系附屬公司	<b>30,854</b>	39,331
Receipts in advance from	自下列各方收取的預收款項		
– SINOMACH	– 國機	<b>885,358</b>	368,285
– Fellow subsidiaries	– 同系附屬公司	<b>1,761</b>	6,826
– Associates	– 聯營公司	<b>402,722</b>	487,256
Trade and other payables to	欠付下列各方的貿易及 其他應付款項		
– SINOMACH	– 國機	–	2,193
– Fellow subsidiaries	– 同系附屬公司	<b>758,235</b>	860,415
– Associates	– 聯營公司	<b>22,895</b>	25,921
Prepayments to	預付下列各方的款項		
– Fellow subsidiaries	– 同系附屬公司	<b>64,360</b>	95,330
– Associates	– 聯營公司	–	7,890

#### Note:

Except for the balances of cash deposits placed with a fellow subsidiary which accrue interest at relevant market rates, the balances due from related parties are unsecured, interest-free and have no fixed terms of repayment.

#### 附註：

除於一家同系附屬公司的現金存款結餘按相關市場利率計息外，應收關聯方的結餘為無擔保、免息且並無固定還款期。

# Notes to the Unaudited Interim Condensed Consolidated Financial Statements

## 未經審計中期簡明合併財務報表附註

### 27. RELATED PARTY TRANSACTIONS (CONTINUED)

#### (d) Commitments with related parties:

As at June 30, 2018, the Group entered into several sale and purchase agreements with related parties. The commitments and backlogs are as follows:

		<b>As at June 30, 2018</b>	As at December 31, 2017
		於2018年 6月30日 (Unaudited) (未經審計) <b>RMB'000</b> 人民幣千元	於2017年 12月31日 (Audited) (經審計) <b>RMB'000</b> 人民幣千元 (Restated) (重述)
Purchase of engineering services and products from	向下列各方購買 工程服務及產品		
– Fellow subsidiaries	– 同系附屬公司	<b>4,338,102</b>	4,732,751
Sale of engineering services and products to	向下列各方提供工程服務及 產品		
– SINOMACH	– 國機	<b>3,474,849</b>	4,498,398
– Associates	– 聯營公司	<b>1,083,435</b>	1,971,416

(e) As disclosed in note 22, on April 4, 2018, the Group acquired the 100% interest in China National Electric Engineering Co.,Ltd. from SINOMACH at a cash consideration of RMB1,980,031,000.

### 27. 關聯方交易 (續)

#### (d) 關聯方承諾：

於2018年6月30日，本集團與關聯方訂立若干買賣協議。有關承諾及未完成合同量如下：

(e) 誠如附註22所披露，於2018年4月4日本集團向國機收購中國電力工程有限公司的100%權益，現金代價為人民幣1,980,031,000元。



# Notes to the Unaudited Interim Condensed Consolidated Financial Statements

## 未經審計中期簡明合併財務報表附註

### 27. RELATED PARTY TRANSACTIONS (CONTINUED)

### 27. 關聯方交易 (續)

(f) Compensation of key management personnel of the Group:

(f) 本集團主要管理人員的薪酬：

		For the six months ended June 30, 截至6月30日止六個月	
		2018 2018年 (Unaudited) (未經審計) <b>RMB'000</b> 人民幣千元	2017 2017年 (Unaudited) (未經審計) <i>RMB'000</i> 人民幣千元 (Restated) (重述)
Short term employee benefits	短期僱員福利	<b>16,669</b>	12,690
Post-employment benefits	離職後福利	<b>316</b>	291
Total compensation paid to key management personnel	向主要管理人員支付的薪酬總額	<b>16,985</b>	12,981

# Notes to the Unaudited Interim Condensed Consolidated Financial Statements

## 未經審計中期簡明合併財務報表附註

### 28. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

		Financial assets at FVOCI 以公允價值計量 且其變動計入 其他綜合收益 的金融資產 RMB'000 人民幣千元	Loans and receivables 貸款及 應收款項 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
<b>June 30, 2018</b> <b>2018年6月30日</b>				
Non-current financial assets	非流動金融資產	438,252	-	438,252
Financial assets included in trade and other receivables	計入貿易及其他應收款項的金融資產	-	8,263,796	8,263,796
Other current financial assets	其他流動金融資產	-	15,000	15,000
Restricted deposits	受限制存款	-	1,341,720	1,341,720
Time deposits with original maturity over three months	原始到期日超過三個月的定期存款	-	4,668,220	4,668,220
Cash and cash equivalents	現金及現金等價物	-	22,009,255	22,009,255
		438,252	36,297,991	36,736,243

### 28. 按類別劃分的金融工具

各類金融工具於報告期末的賬面值如下：

		Financial liabilities at fair value through profit or loss – held for trading 以公允價值計量 且其變動計入 損益的金融負債 – 持作買賣 RMB'000 人民幣千元	Financial liabilities at amortised cost 以攤餘成本 計量的 金融負債 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
<b>June 30, 2018</b> <b>2018年6月30日</b>				
Financial liabilities included in trade and other payables	計入貿易及其他應付款項的金融負債	-	20,596,655	20,596,655
Derivative financial instruments, included in other current financial liabilities	計入其他流動金融負債的衍生金融工具	21,367	-	21,367
Interest-bearing bank and other borrowings	付息銀行貸款及其他借款	-	1,195,341	1,195,341
		21,367	21,791,996	21,813,363

# Notes to the Unaudited Interim Condensed Consolidated Financial Statements

## 未經審計中期簡明合併財務報表附註

### 28. FINANCIAL INSTRUMENTS BY CATEGORY (CONTINUED)

### 28. 按類別劃分的金融工具 (續)

		Available-for- sale financial assets 可供出售金融資產	Loans and receivables 貸款及應收款項	Total 合計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
December 31, 2017 (Restated) 2017年12月31日 (重述)				
Other non-current assets	其他非流動資產	376,678	-	376,678
Financial assets included in trade and other receivables	計入貿易及其他應收款項的 金融資產	-	8,489,754	8,489,754
Restricted deposits	受限制存款	-	1,363,525	1,363,525
Time deposits with original maturity over three months	原始到期日超過三個月的 定期存款	-	6,784,311	6,784,311
Cash and cash equivalents	現金及現金等價物	-	21,479,315	21,479,315
		376,678	38,116,905	38,493,583
		Financial liabilities at fair value through profit or loss – held for trading 以公允價值計量 且其變動計入損益 的金融負債 – 持作買賣	Financial liabilities at amortised cost 以攤餘成本計量的 金融負債	Total 合計
December 31, 2017 (Restated) 2017年12月31日 (重述)		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Financial liabilities included in trade and other payables	計入貿易及其他應付款項的 金融負債	-	20,419,597	20,419,597
Derivative financial instruments, included in trade and other payables	計入貿易及其他應付款項的 衍生金融工具	11,426	-	11,426
Interest-bearing bank and other borrowings	付息銀行貸款及其他借款	-	916,369	916,369
		11,426	21,335,966	21,347,392

# Notes to the Unaudited Interim Condensed Consolidated Financial Statements

## 未經審計中期簡明合併財務報表附註

### 29. FINANCIAL RISK MANAGEMENT AND FAIR VALUES

#### (a) Financial instruments carried at fair value

The following table presents the carrying values of financial instruments measured at fair value at the end of the reporting period across the applicable levels of the fair value hierarchy defined in IFRS 7 Financial Instruments: Disclosures with the fair value of each financial instrument categorised in its entirety based on the lowest level of input that is significant to that fair value measurement.

The Group's financial instruments carried at fair value as at June 30, 2018 and December 31, 2017 are measured under level 1 or level 2.

### 29. 財務風險管理及公允價值

#### (a) 以公允價值列賬的金融工具

下表呈列以公允價值計量的金融工具於報告期末在國際財務報告準則第7號「金融工具：披露」所界定的公允價值層級的兩個層級的賬面值，各金融工具的公允價值整體依據對該公允價值計量而言屬重要的最低層級輸入參數歸類。

本集團於2018年6月30日及2017年12月31日按公允價值列賬的金融工具均按第1級或第2級計量。

		Fair value measurement using 採用以下數據的公允價值計量		
		Quoted prices in active markets (Level 1) 於活躍市場的 報價 (第1級) RMB'000 人民幣千元	Significant observable inputs (Level 2) 重大可觀察輸入值 (第2級) RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
<b>As at June 30, 2018</b> 於2018年6月30日				
<b>Assets</b>		<b>資產</b>		
Financial assets at FVOCI	以公允價值計量且其變動計入 其他綜合收益的金融資產	8,914	429,338	438,252
Other current financial assets	其他流動金融資產	-	15,000	15,000
<b>Liabilities</b>		<b>負債</b>		
Derivative financial instruments included in other current financial liabilities	計入其他流動金融負債的 衍生金融工具			
- Foreign currency forward exchange contracts	- 遠期外匯合約	-	21,367	21,367

# Notes to the Unaudited Interim Condensed Consolidated Financial Statements

## 未經審計中期簡明合併財務報表附註

### 29. FINANCIAL RISK MANAGEMENT AND FAIR VALUES (CONTINUED)

#### (a) Financial instruments carried at fair value (continued)

		Fair value measurement using 採用以下數據的公允價值計量		
		Quoted prices in active markets (Level 1) 於活躍市場的 報價(第1級) RMB'000 人民幣千元	Significant observable inputs (Level 2) 重大可觀察 輸入值(第2級) RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
<b>Assets</b>		<b>資產</b>		
Available-for-sale investments included in other non-current assets	計入其他非流動資產的 可供出售投資	10,021	-	10,021
<b>Liabilities</b>		<b>負債</b>		
Derivative financial instruments included in trade and other payables - Foreign currency forward exchange contracts	計入貿易及其他應付款項的 衍生金融工具 - 遠期外匯合約	-	11,426	11,426

#### (b) Fair values of financial instruments carried at other than fair value

The carrying amounts of the Group's financial instruments which were stated at cost or amortised cost were not materially different from their fair values as at December 31, 2017 and as at June 30, 2018.

### 29. 財務風險管理及公允價值(續)

#### (a) 以公允價值列賬的金融工具(續)

		Fair value measurement using 採用以下數據的公允價值計量		
		Quoted prices in active markets (Level 1) 於活躍市場的 報價(第1級) RMB'000 人民幣千元	Significant observable inputs (Level 2) 重大可觀察 輸入值(第2級) RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
<b>Assets</b>		<b>資產</b>		
Available-for-sale investments included in other non-current assets	計入其他非流動資產的 可供出售投資	10,021	-	10,021
<b>Liabilities</b>		<b>負債</b>		
Derivative financial instruments included in trade and other payables - Foreign currency forward exchange contracts	計入貿易及其他應付款項的 衍生金融工具 - 遠期外匯合約	-	11,426	11,426

#### (b) 非按公允價值列賬的金融工具的公允價值

於2017年12月31日及2018年6月30日，本集團按成本或攤銷成本列賬的金融工具的賬面值與其公允價值並無重大差異。



# Notes to the Unaudited Interim Condensed Consolidated Financial Statements

## 未經審計中期簡明合併財務報表附註

### 29. FINANCIAL RISK MANAGEMENT AND FAIR VALUES (CONTINUED)

#### (c) Estimation of fair values

##### (1) Receivables and borrowings

The fair value was estimated as the present value of the future cash flows discounted at the market interest rate at the end of the reporting period.

##### (2) Derivatives

Foreign currency forward exchange contracts are measured by discounting the difference between the contractual forward price and the current market forward price. The fair value of interest rate swaps is obtained using discounted cash flow models. The Group enters into derivative financial instruments with various counterparties, principally financial institutions with strong credit ratings. Derivative financial instruments, including forward currency contracts and interest rate swaps, are measured using valuation techniques similar to forward pricing and swap models, using present value calculations. The models incorporate various market observable inputs including the credit quality of counterparties, foreign exchange spot and forward rates and interest rate curves. The carrying amounts of forward currency contracts and interest rate swaps are the same as their fair values.

### 30. SUBSEQUENT EVENT

There was no material event subsequent to June 30, 2018.

### 31. APPROVAL OF INTERIM CONDENSED FINANCIAL STATEMENTS

These interim condensed financial statements of the Company were approved and authorised for issue by the board of directors on August 29, 2018.

### 29. 財務風險管理及公允價值 (續)

#### (c) 公允價值的估計

##### (1) 應收款項及借貸

公允價值估計為未來現金流量按報告期末的市場利率折現的現值。

##### (2) 衍生工具

遠期外匯合約按折現合同遠期價格與現時市場遠期價格之差額計量。利率掉期的公允價值使用折現現金流量模式釐定。本集團與不同對手進行衍生金融工具交易，主要為信用評級優異的金融機構。衍生金融工具（包括遠期貨幣合約及利率掉期合約）採用類似遠期定價及掉期模式的估值技術，按現值計量。該等模型採用多項市場觀察輸入數據，如交易對手信貸質量、外匯即期、遠期利率和利率曲線。遠期貨幣合約和利率掉期合約的賬面值與其公允價值相同。

### 30. 期後事項

本集團於2018年6月30日後並無任何重大期後事項。

### 31. 批准中期簡明財務報表

本公司的中期簡明財務報表已於2018年8月29日獲董事會批准及授權刊發。

# Definitions and Glossary of Technical Terms

## 定義及技術術語表

“Audit Committee” 「審計委員會」	the audit committee of the Board 董事會審計委員會
“BOT”  「BOT」	Build-Operate-Transfer, a business model in which the proprietor grants the rights to a contracted enterprise by concession agreement to undertake the financing, design, construction, operation and maintenance of a project (mainly infrastructure projects), which the enterprise can charge users a fee during the concession period to cover its costs of investment, operations and maintenance as well as reasonable returns, and, upon expiration of the concession period, the relevant facilities will be transferred back to the proprietor 建設－經營－轉讓，即業主通過特許經營協議授權簽約企業承擔項目（主要為基建項目）融資、設計、施工、營運及維護的一種商業模式，該企業可於特許經營期內向使用者收費從而彌補其投資、營運及維護成本以及收取合理的回報，而於特許經營期屆滿後，相關設施將交還業主
“Board” 「董事會」	the board of Directors of the Company 本公司董事會
“CG Code” 「企業管治守則」	the Corporate Governance Code set out in Appendix 14 to the Listing Rules 《上市規則》附錄十四所載之企業管治守則
“China United”  「中國聯合」	China United Engineering Corporation* (中國聯合工程有限公司), an enterprise established in the PRC on January 21, 1984 and a wholly-owned subsidiary of SINOMACH, our connected person and our Promoter 中國聯合工程有限公司，一家於1984年1月21日在中國成立的企業，國機的全資附屬公司。中國聯合為我們的關連人士暨發起人
“CMEC New Energy”  「中設新能源」	China National Guo Lian Development New Energy (Wuxi) Co., Ltd.* (中設國聯無錫新能源發展有限公司), a joint venture company owned as to 50% and 50% by the Company and Wuxi Guolian Environmental Energy Group Co., Ltd.* (無錫國聯環保能源集團有限公司) 中設國聯無錫新能源發展有限公司，為本公司與無錫國聯環保能源集團有限公司分別持有50%股權的合營公司

# Definitions and Glossary of Technical Terms

## 定義及技術術語表

“CMIPC”  「中設裝備」	China Machinery Industrial Products Co., Ltd.* (中設集團裝備製造有限責任公司), a company established in the PRC on February 6, 2002 and a wholly-owned subsidiary of the Company  中設集團裝備製造有限責任公司，一家於2002年2月6日在中國成立的公司，並為本公司全資擁有的附屬公司
“CNEEC”  「中電工」	China National Electric Engineering Co., Ltd.* (中國電力工程有限公司), a limited liability company established in the PRC in October 1979 (including all CNEEC subsidiaries, except where the context otherwise requires), which is wholly-owned by SINOMACH  中國電力工程有限公司，一家於1979年10月在中國成立的有限責任公司（包括中電工所有附屬公司，除非文義另有所指），由國機全資擁有
“Company”, “our Company”, or “CMEC”  「公司」、「本公司」或「中國機械工程」	China Machinery Engineering Corporation* (中國機械設備工程股份有限公司), a joint stock company with limited liability established in the PRC on January 18, 2011, and except where the context indicates otherwise, includes (i) our predecessors and (ii) with respect to the period before our Company became the holding company of its present subsidiaries, the business operated by it and its present subsidiaries or (as the case may be) its predecessors  中國機械設備工程股份有限公司，一家於2011年1月18日在中國註冊成立的股份有限公司；除非文義另有所指，否則包括：(i)我們的前身及(ii)就本公司成為其現時附屬公司的控股公司前的期間而言，本公司及其現時附屬公司或（視情況而定）其前身經營的業務
“Core Sectors”  「核心行業」	the core sectors of our International Engineering Contracting Business which are the power sector, transportation and telecommunications sector  我們國際工程承包業務的核心行業為電力能源行業、交通運輸及電子通訊行業
“Corresponding Period in 2017” 「2017年同期」	the six months ended June 30, 2017 截至2017年6月30日止六個月
“Director(s)” 「董事」	the director(s) of our Company 本公司董事

# Definitions and Glossary of Technical Terms

## 定義及技術術語表

“Domestic Shares” 「內資股」	ordinary shares in our capital, with a nominal value of RMB1.00 each, which are subscribed for and paid up in Renminbi 我們股本中的普通股，每股面值為人民幣1.00元，乃以人民幣認購及繳足
“EPC” or “design, procurement and construction” 「EPC」或「設計、採購及施工」	a common form of contracting arrangement whereby the contractor is commissioned by the project owner to carry out such project work as design, procurement, construction and trial operations, or any combination of the above, either through the contractor’s own labor or by subcontracting part or all of the project work, and be responsible for the quality, safety, timely delivery and cost of the project 承包安排的常見形式，即承包商受項目業主的委託進行設計、採購、施工及試工等項目工作，或任何上述的組合（無論是通過承包商本身的人員或分包部分或所有項目工作），並對項目的質量、安全、工期及成本負責
“EU” 「歐盟」	European Union 歐洲聯盟
“Group”, “our Group”, “we” or “us” 「集團」、「本集團」或「我們」	the Company and, except where the context otherwise requires, all its subsidiaries 本公司及除文義另有所指外，包括其所有附屬公司
“H Share(s)” 「H股」	overseas listed foreign shares in our ordinary share capital with a nominal value of RMB1.00 each, subscribed for and traded in HK\$ and which are listed on the Main Board in the Stock Exchange 我們普通股本中的境外上市外資股，每股面值人民幣1.00元，以港元認購及買賣並於聯交所主板上市
“Hong Kong dollars” or “HK\$” 「港元」	Hong Kong dollars, the lawful currency of the Hong Kong Special Administration Region of the PRC 港元，中國香港特別行政區法定貨幣
“INED(s)” 「獨立非執行董事」	the independent non-executive Director(s) of our Company 本公司獨立非執行董事
“International Engineering Contracting Business” 「國際工程承包業務」	the international engineering contracting business conducted by our Group with a primary focus on EPC projects 由本集團開展，並以EPC項目為重點的國際工程承包業務

# Definitions and Glossary of Technical Terms

## 定義及技術術語表

“IPP” 「IPP」	independent Power producer 獨立發電廠
“JiKan Research Institute” 「機勘院」	China JiKan Research Institute of Engineering Investigations and Design Co., Ltd.* (機械工業勘察設計研究院有限公司), a company established in the PRC and a wholly-owned subsidiary of the Company 機械工業勘察設計研究院有限公司，一家於中國註冊成立的公司並為本公司全資附屬公司
“KW” 「千瓦」	unit of energy, kilowatt. 1 KW = 1,000 watts 能源單位千瓦。1千瓦=1,000瓦特
“Listing Rules” 「《上市規則》」	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time 《聯交所證券上市規則》（經不時修訂、補充或以其他方式修改）
“Model Code” 「《標準守則》」	the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 to the Listing Rules 《上市規則》附錄十所載之《上市發行人董事進行證券交易的標準守則》
“MW” 「兆瓦」	unit of energy, megawatt. 1MW=1,000kW. The installed capacity of power plants is generally expressed in MW 能源單位兆瓦。1兆瓦=1,000千瓦。發電廠裝機容量通常以兆瓦表示
“Non-Core Sectors” 「非核心行業」	any sectors that do not fall within the Core Sectors of our International Engineering Contracting Business 任何並非屬於我們國際工程承包業務核心行業的行業
“OFAC” 「外國資產管制局」	the Office of Foreign Assets Control of the US Department of the Treasury 美國財政部屬下外國資產管制局
“Period” 「本期間」	the six months ended June 30, 2018 截至2018年6月30日止六個月
“PRC” or “China” 「中國」	The People’s Republic of China excluding, for the purpose of this announcement, Hong Kong Special Administration Region of the PRC, the Macau Special Administration Region of the PRC and Taiwan 中華人民共和國，就本公告而言，不包括中國香港特別行政區、中國澳門特別行政區及台灣



# Definitions and Glossary of Technical Terms

## 定義及技術術語表

“PPP” 「PPP」	Public-Private Partnership, a business model in which public infrastructure projects are financed, built and operated by way of partnership between the public sector and the private sector 公共與私人機構合作，即公共與私人機構合作為公共基建項目進行融資、建設及營運的一種商業模式
“RMB” or “Renminbi” 「人民幣」	Renminbi yuan, the lawful currency of the PRC 人民幣，中國法定貨幣
“Services Business” 「服務業務」	the design consulting services, logistics services, tendering agency services, export-import agency services and other services conducted by the Group 本集團開展的設計諮詢服務、物流服務、招標代理服務、進出口代理服務及其他服務
“SFO” 「證券及期貨條例」	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time 香港法例第571章證券及期貨條例（經不時修訂、補充或以其他方式修改）
“Share(s)” 「股份」	share(s) in the share capital of our Company, with a nominal value of RMB1.00 each, including our Domestic Shares and H Shares 本公司股本中每股面值人民幣1.00元的股份，包括內資股及H股
“Shareholder(s)” 「股東」	holder(s) of our Share(s) 我們股份的持有人
“SINOMACH” 「國機」	China National Machinery Industry Corporation* (中國機械工業集團有限公司), a state-owned enterprise established in the PRC on May 21, 1988, our controlling shareholder 我們的控股股東中國機械工業集團有限公司，一家於1988年5月21日在中國成立的國有企業
“Sinosure” 「中國信保」	China Export & Credit Insurance Corporation (中國出口信用保險公司), a policy-oriented insurance company specializing in export credit insurance in the PRC and an independent third party 中國出口信用保險公司，一家在中國專營出口信用保險的政策性保險公司和獨立第三方
“SSF” 「社保基金理事會」	National Council for Social Security Fund of the PRC (中華人民共和國全國社會保障基金理事會) 中華人民共和國全國社會保障基金理事會

# Definitions and Glossary of Technical Terms

## 定義及技術術語表

“Stock Exchange” 「聯交所」	The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司
“Supervisor(s)” 「監事」	one (or all) of our Company’s supervisors 本公司的一名（或全體）監事
“the Belt and Road” 「一帶一路」	the Silk Road Economic Belt and the 21st-Century Maritime Silk Road 絲綢之路經濟帶和21世紀海上絲綢之路
“Trading Business” 「貿易業務」	the international and domestic trading business conducted by our Group 本集團進行的國際和國內貿易業務
“UN” 「聯合國」	the United Nations 聯合國
“United States” or “U.S.” or “US” 「美國」	the United States of America, its territories, its possessions and all areas subject to its jurisdiction 美利堅合眾國，包括其領土、屬地及受其司法管轄的所有地區
“US dollars” or “US\$” or “USD” 「美元」	United States dollars, the lawful currency of the United States 美元，美國的法定貨幣
“%” 「%」	per cent 百分比

\* Denotes English translation of the name of a Chinese company or entity or vice versa and is provided for identification purposes only.

\* 指中國公司或實體名稱的英文譯名或相反情況，僅供識別。

### LEGAL NAME OF THE COMPANY

中國機械設備工程股份有限公司

### ENGLISH NAME OF THE COMPANY

China Machinery Engineering Corporation\*

### BOARD OF DIRECTORS

#### Executive Directors

Mr. ZHANG Chun (*Chairman*)  
Mr. HAN Xiaojun (*Vice chairman*)  
Mr. ZHOU Yamin (*President*)

#### Non-executive Directors

Mr. YU Benli  
Mr. ZHANG Fusheng

#### Independent Non-executive Directors

Mr. LIU Li  
Ms. LIU Hongyu  
Mr. FANG Yongzhong  
Mr. WU Tak Lung

### SUPERVISORS

Mr. QUAN Huaqiang (*Chairman*)  
(*Shareholder representative supervisor*)  
Mr. QIAN Xiangdong (*Shareholder representative supervisor*)  
Ms. LIU Ting (*Staff representative supervisor*)

### JOINT COMPANY SECRETARIES

Ms. WANG Weiling  
Mr. KWOK Siu Man

\* For Identification Purposes Only

### 公司的法定名稱

中國機械設備工程股份有限公司

### 公司的英文名稱

China Machinery Engineering Corporation\*

### 董事會

#### 執行董事

張淳先生 (*董事長*)  
韓曉軍先生 (*副董事長*)  
周亞民先生 (*總裁*)

#### 非執行董事

余本禮先生  
張福生先生

#### 獨立非執行董事

劉力先生  
劉紅宇女士  
方永忠先生  
吳德龍先生

### 監事

全華強先生 (*主席*)  
(*股東代表監事*)  
錢向東先生 (*股東代表監事*)  
劉婷女士 (*職工代表監事*)

### 聯席公司秘書

王瑋玲女士  
郭兆文先生

\* 僅供識別

# Corporate Information

## 公司資料

### AUTHORIZED REPRESENTATIVES

Mr. ZHANG Chun  
Ms. WANG Weiling

### 授權代表

張淳先生  
王瑋玲女士

### AUDIT COMMITTEE

Mr. LIU Li (*Chairman*)  
Mr. ZHANG Fusheng  
Ms. LIU Hongyu

### 審計委員會

劉力先生 (*主席*)  
張福生先生  
劉紅宇女士

### NOMINATION COMMITTEE

Mr. ZHANG Chun (*Chairman*)  
Ms. LIU Hongyu  
Mr. FANG Yongzhong

### 提名委員會

張淳先生 (*主席*)  
劉紅宇女士  
方永忠先生

### REMUNERATION COMMITTEE

Mr. FANG Yongzhong (*Chairman*)  
Mr. ZHANG Fusheng  
Mr. LIU Li

### 薪酬委員會

方永忠先生 (*主席*)  
張福生先生  
劉力先生

### STRATEGY AND DEVELOPMENT COMMITTEE

Mr. ZHANG Chun (*Chairman*)  
Mr. HAN Xiaojun  
Mr. YU Benli  
Mr. LIU Li

### 戰略與發展委員會

張淳先生 (*主席*)  
韓曉軍先生  
余本禮先生  
劉力先生

### OPERATION AND RISK MANAGEMENT COMMITTEE

Mr. YU Benli (*Chairman*)  
Mr. ZHOU Yamin  
Mr. FANG Yongzhong  
Mr. WU Tak Lung

### 經營與風險管理委員會

余本禮先生 (*主席*)  
周亞民先生  
方永忠先生  
吳德龍先生

### INDEPENDENT AUDITORS

#### *International Auditors*

Ernst & Young

#### *PRC Auditors*

Ernst & Young Hua Ming, LLP

### PRINCIPAL BANKS

China Development Bank  
The Export-Import Bank of China  
Industrial and Commercial Bank of China Limited  
Bank of China Limited  
CITIC Bank  
China Merchants Bank (Beijing Branch)  
Bank of Communications (Beijing Dongdan Sub-branch)

### REGISTERED OFFICE AND HEAD OFFICE IN THE PRC

No.178 Guang'anmenwai Street  
Beijing, PRC

### PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 804, 8/F, Tower 1  
South Sea Centre  
75 Mody Road  
Tsimshatsui East  
Kowloon, Hong Kong

### HONG KONG H SHARE REGISTRAR AND TRANSFER OFFICE

Computershare Hong Kong Investor Services Limited  
Shops 1712-1716, 17th Floor  
Hopewell Centre  
183 Queen's Road East  
Wanchai, Hong Kong

### 獨立審計師

#### *國際審計師*

安永會計師事務所

#### *中國審計師*

安永華明會計師事務所（特殊普通合夥）

### 主要往來銀行

國家開發銀行  
中國進出口銀行  
中國工商銀行股份有限公司  
中國銀行股份有限公司  
中信銀行  
招商銀行（北京分行）  
交通銀行（北京東單支行）

### 中國註冊辦事處及公司本部

中國北京市  
廣安門外大街178號

### 香港主要營業地點

香港九龍  
尖沙咀東  
麼地道75號南洋中心  
第1座8樓804室

### 香港H股過戶登記處

香港中央證券登記有限公司  
香港灣仔  
皇后大道東183號  
合和中心  
17樓1712-1716室



# Corporate Information

## 公司資料

### LEGAL ADVISORS

*As to Hong Kong Laws*  
Shearman & Sterling

*As to PRC Laws*  
Tian Yuan Law Firm

### STOCK CODE

01829

### INVESTOR INQUIRIES

Investor Hotline: 86 10 6331 2262  
Fax No: 86 10 6332 1086

### COMPANY'S WEBSITE

[www.cmec.com](http://www.cmec.com)

### 法律顧問

*關於香港法律*  
美國謝爾曼•思特靈律師事務所

*關於中國法律*  
天元律師事務所

### 股份代號

01829

### 投資者諮詢

投資者熱線：86 10 6331 2262  
傳真號碼：86 10 6332 1086

### 公司網站

[www.cmec.com](http://www.cmec.com)



中國機械設備工程股份有限公司  
China Machinery Engineering Corporation\*

\* For identification purposes only

\* 僅供識別