香港交易及結算所有限公司及香港聯合交易所有限公司對本公告的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示，概不對因本公告全部或任何部份內容而產生或因倚賴該等內容而引致的任何損失承擔任何責任。

Zoomlion Heavy Industry Science and Technology Co., Ltd.*

中聯重科股份有限公司

（於中華人民共和國註冊成立的股份有限公司）

（股份代號：1157）

海外監管公告

本海外監管公告乃根據《香港聯合交易所有限公司證券上市規則》（「**上市規則**」）第13.09(2)條而刊發。

謹此提述中聯重科股份有限公司（「**本公司**」）於二零一二年三月十六日及二零一二年三月二十八日就發債而刊發的公告（「**發債公告**」）。除另有界定外，本公告所用詞彙與發債公告所界定者具有相同涵義。

請參閱隨附有關發債的發售備忘錄（「**發售備忘錄**」）。發售備忘錄已於二零一二年四月十日在新加坡證券交易所有限公司網站刊載。

在香港交易及結算所有限公司披露易網站刊載發售備忘錄純粹以便向香港的投資者發放同等信息，以及遵守《上市規則》第13.09(2)條的規定，此外別無其他目的。

發售備忘錄不構成向任何司法權區的公眾提呈出售任何證券的招股章程、通告、通函、宣傳冊或廣告，亦非邀請公眾提出認購或購買任何證券的要約，亦非旨在邀請公眾提出要約以認購或購買任何證券。

發售備忘錄不得被視為對認購或購買本公司任何證券的勸誘，而本公司亦無意進行有關勸誘。投資者不應依據發售備忘錄所載的資料作出投資決定。

承董事會命
中聯重科股份有限公司
董事長
詹純新

中國長沙
2012年4月10日

於本公告刊發日期，本公司執行董事為詹純新博士及劉權先生；非執行董事為邱中偉先生；以及獨立非執行董事為劉長琨先生、錢世政博士、王志樂先生及連維增先生。

* *僅供識別*

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ZOOMLION

中聯重科股份有限公司

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Global Coordinator

Joint Lead Managers and Joint Bookrunners

l (A) l 2 , 2012.

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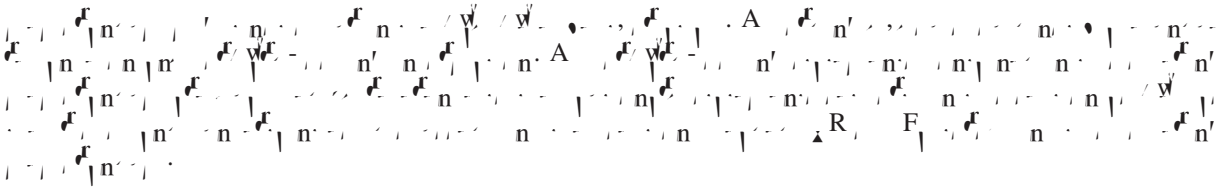

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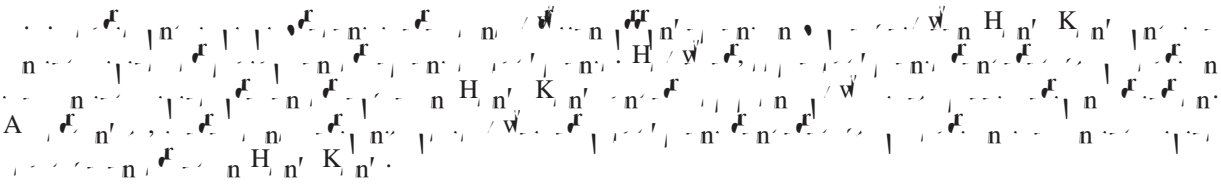

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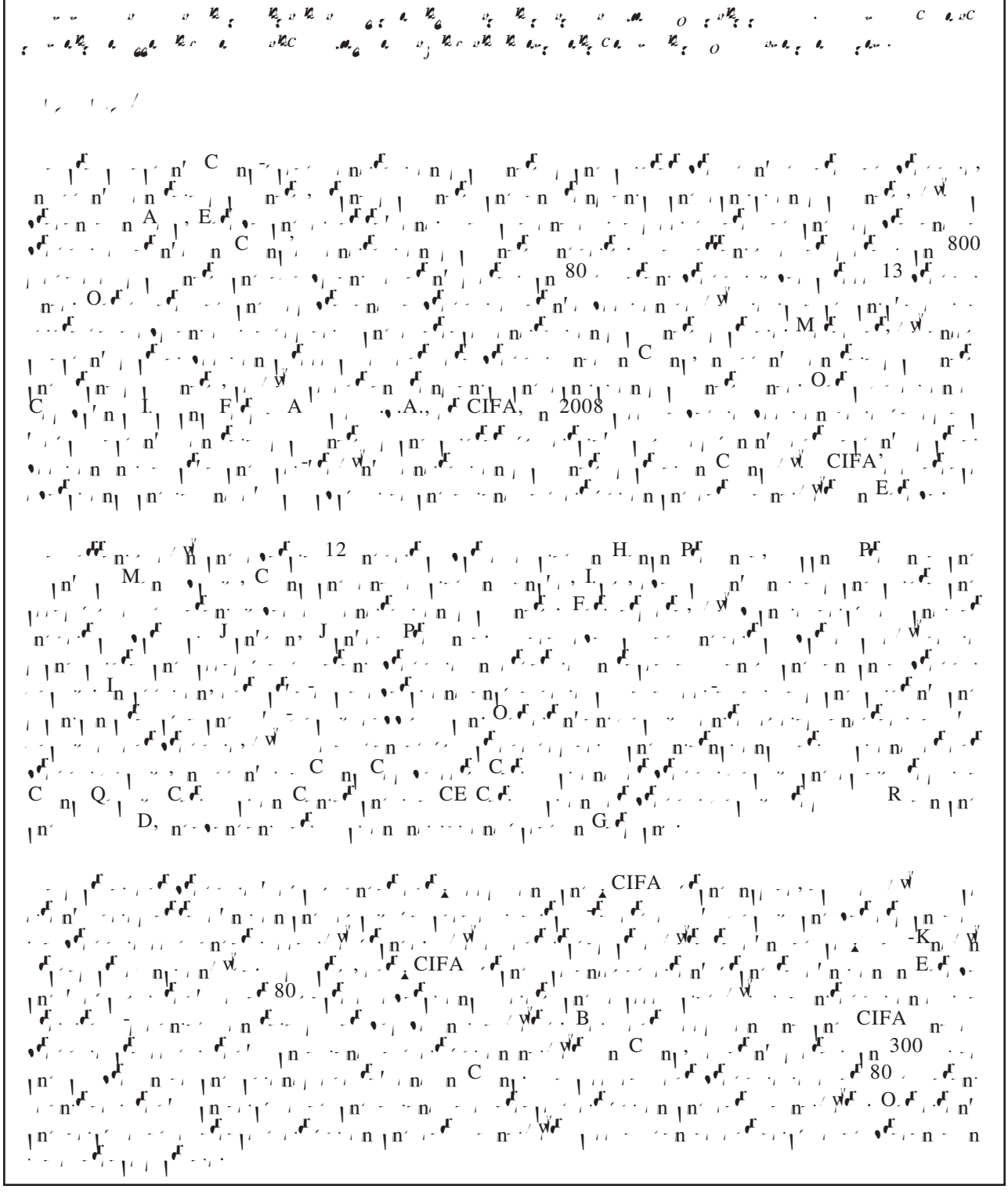

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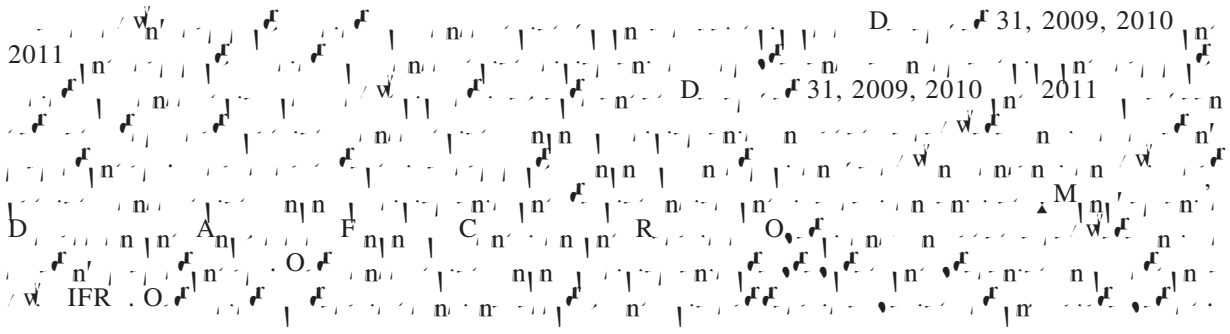

Summary Historical Consolidated Statement of Comprehensive Income Data

	200	2010	2011	
				$
		(l	)	
n	20,762	32,193	46,323	7,360
C	(15,422)	(22,424)	(31,316)	(4,976)
G	5,340	9,769	15,007	2,384
O	(2,322)	(4,056)	(5,419)	(860)
P	3,123	5,767	9,602	1,526
P	2,828	5,416	9,602	1,526
P	2,419	4,588	8,173	1,298
P				
E C	2,447	4,666	8,066	1,281
N	(28)	(78)	107	17

Summary Historical Consolidated Balance Sheet Data

	A l 31,			
	200	2010	2011	
				$
		(l	)	
A				
N n- n	13,861	19,372	23,701	3,766
C r n	20,014	43,670	47,842	7,601
A A	**33, 5**	**3,042**	**1,543**	**11,3**
C r n A	19,468	26,067	26,652	4,235
N n- n	6,855	9,540	9,296	1,477
	26,323	35,607	35,948	5,712
	7,552	27,435	35,595	5,655
A A A	**33, 5**	**3,042**	**1,543**	**11,3**

Summary Historical Consolidated Cash Flow Data

	l 31,			
	200	2010	2011	
				$
		(l	)	
N (n) /	(1,366)	451	1,880	299
N n n n	(1,360)	(1,833)	(1,287)	(204)
N / (n) n n	3,250	16,755	(3,275)	(521)
N / ( ) n n	524	15,373	(2,682)	(426)
E n n n	2	(54)	(74)	(12)
C n n nn n	2,913	3,439	18,758	2,980
C n n n n	3,439	18,758	16,002	2,542

Other Financial Data

	l 31,			
	200	2010	2011	
				$
	(l	,	)	
G n[1] (%)	25.7%	30.3%	32.4%	32.4%
O n[2] (%)	15.0%	17.9%	20.7%	20.7%
N n[3] (%)	11.7%	14.3%	17.6%	17.6%
EBI DA[4][11]	3,452	6,182	10,058	1,598
EBI DA n[5][11] (%)	16.6%	19.2%	21.7%	21.7%
I n n n w n	372	403	513	82
n[6]	14,174	15,797	13,138	2,087
N / ( )[7][11]	10,735	(2,961)	(2,864)	(455)
I n [8][11] ( )	9.3	15.3	19.6	19.6
L [9][11] ( )	4.1	2.6	1.3	1.3
N / ( ) EBI DA [10][11] ( )	3.1	(0.5)	(0.3)	(0.3)

(1) G n n

(2) O n n

(3) N

(4) EBI DA

(5) EBI DA EBI DA

(6)

(7) N

(8) I EBI DA

(9) L EBI DA.

(10) N /( ) EBI DA /( ) EBI DA.

(11) -GAAP O -GAAP O -GAAP IFR IFR -GAAP IFR O -GAAP

EBI DA:

	l 31,			
	200	2010	2011	
		(l	)	$
P	3,123	5,767	9,602	1,526
D	329	415	456	72
EBI DA	3,452	6,182	10,058	1,598

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	A l 31,			
	200	2010	2011	
		(l	)	$
	8,553	8,107	6,049	961
L	5,621	7,690	7,089	1,126
	14,174	15,797	13,138	2,087
C	(3,439)	(18,758)	(16,002)	(2,542)
N /( )	10,735	(2,961)	(2,864)	(455)

	31,			
	200	2010	2011	
				$
	(l	,		)
EBI DA	3,452	6,182	10,058	1,598
	372	403	513	82
	9.3	15.3	19.6	19.6

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	$400,000,000 6.875% N 2017
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A D 31, 2011, I RMB10,793 ($1,715) N RMB2,345 ($373).
A D 31, 2011, I RMB2,546 ($404) RMB2,345 ($373) .

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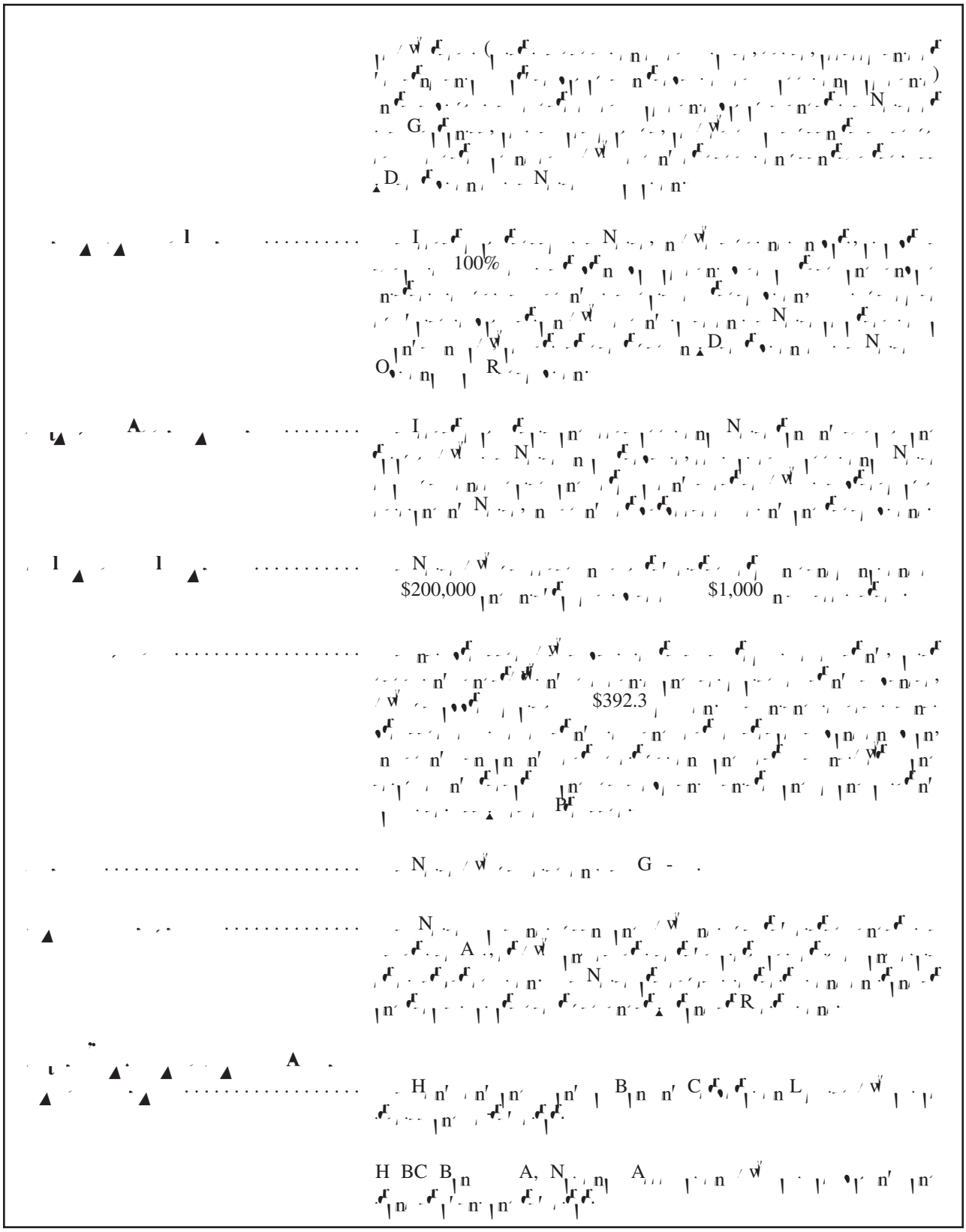

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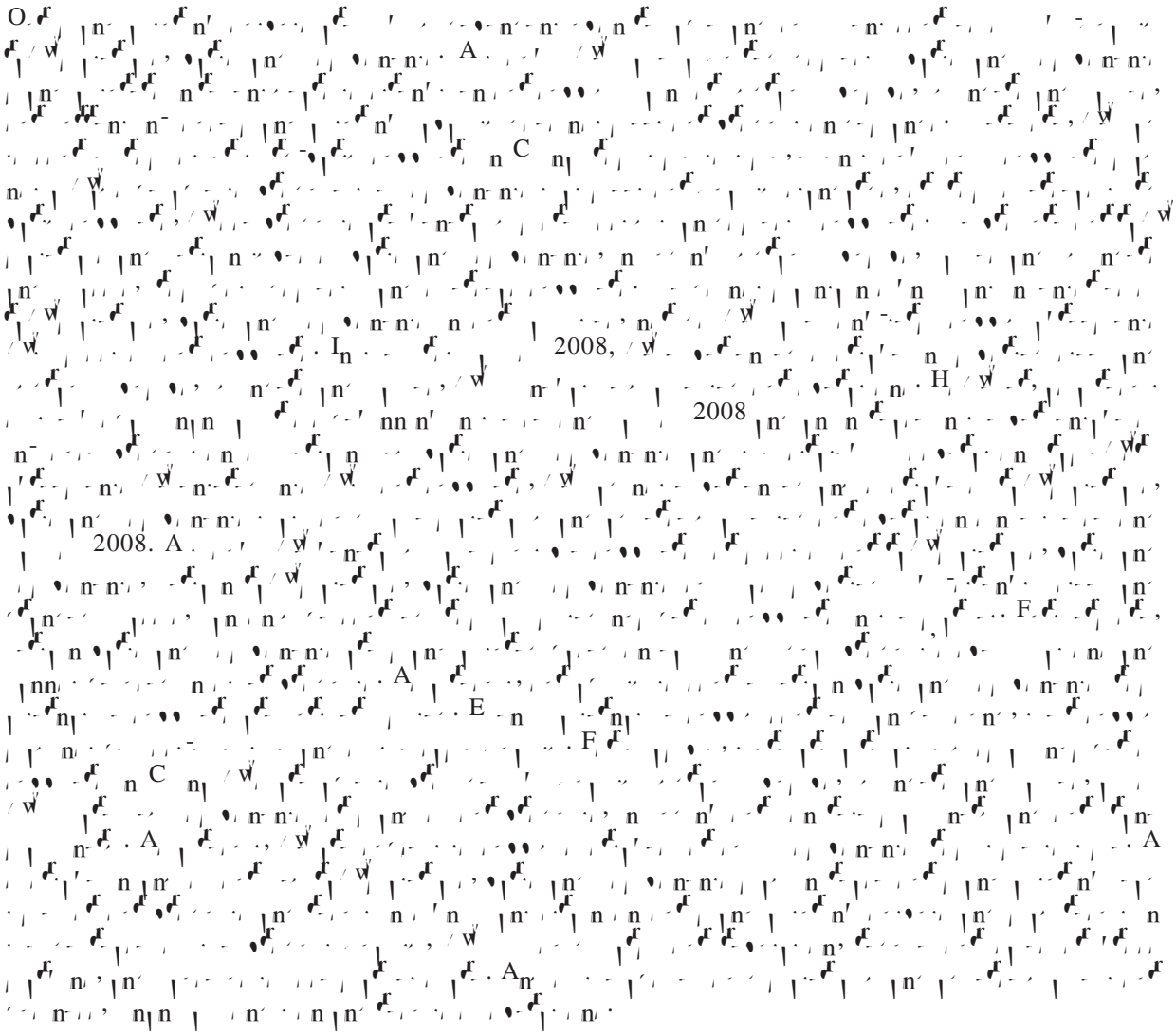
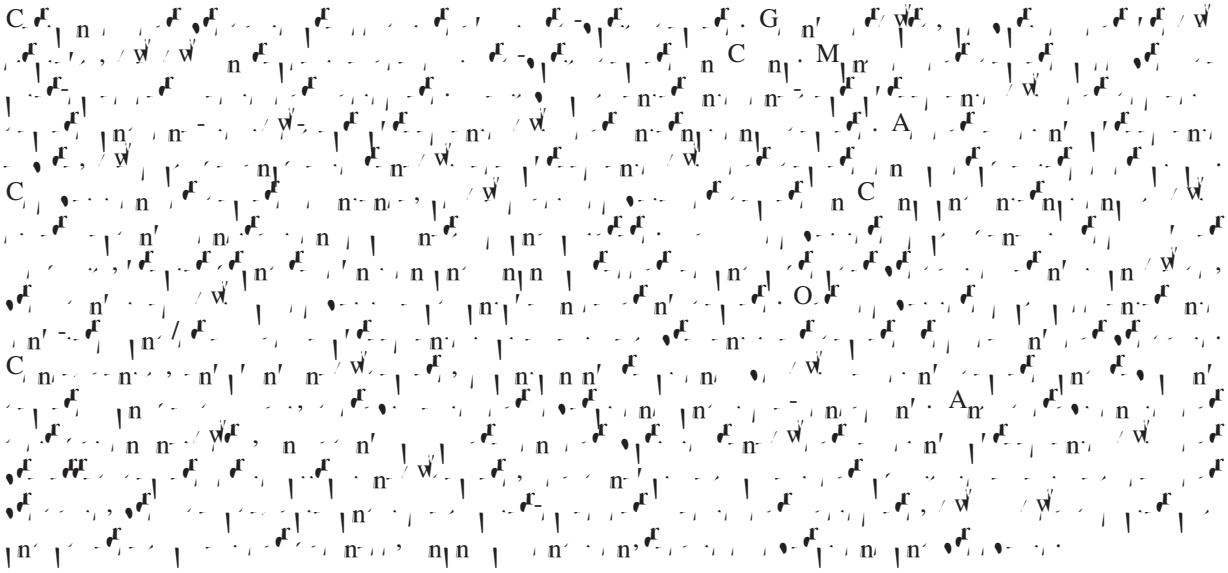
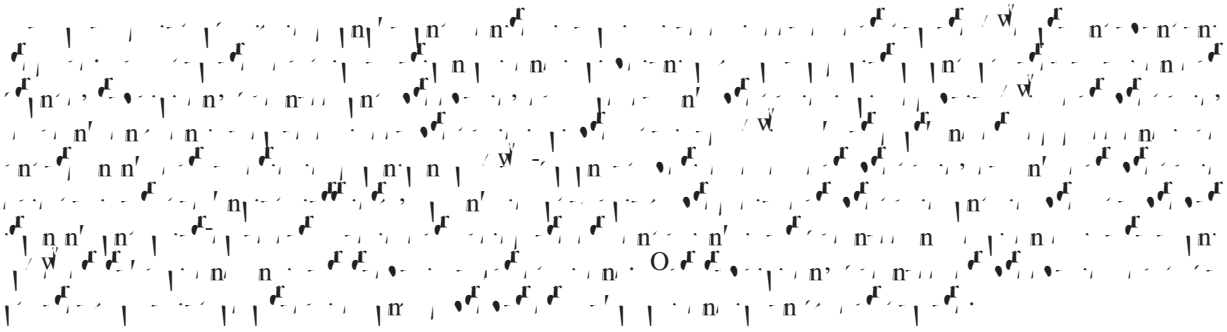
We may be unable to effectively manage the supply and the quality of our raw materials, parts and components.

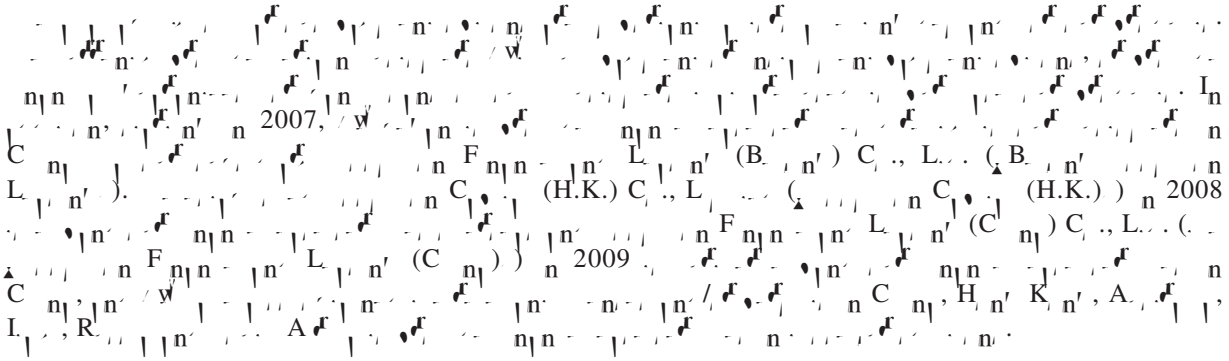


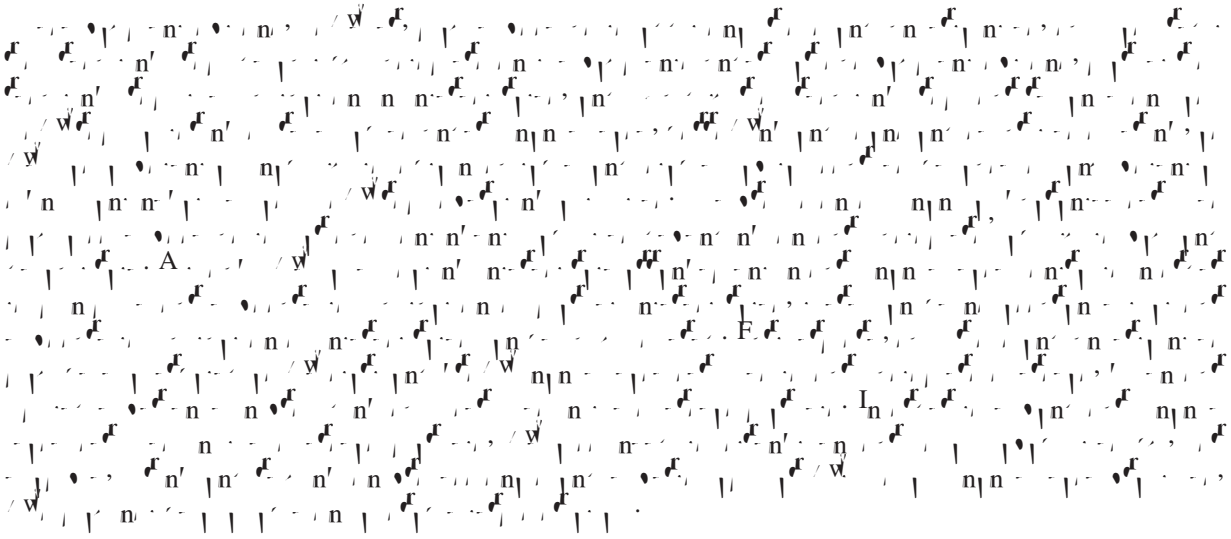
Certain of our products are sold through third-party dealers and the failure to maintain relationships with our existing dealers, attract additional dealers or effectively manage our dealers may materially and adversely affect our business.

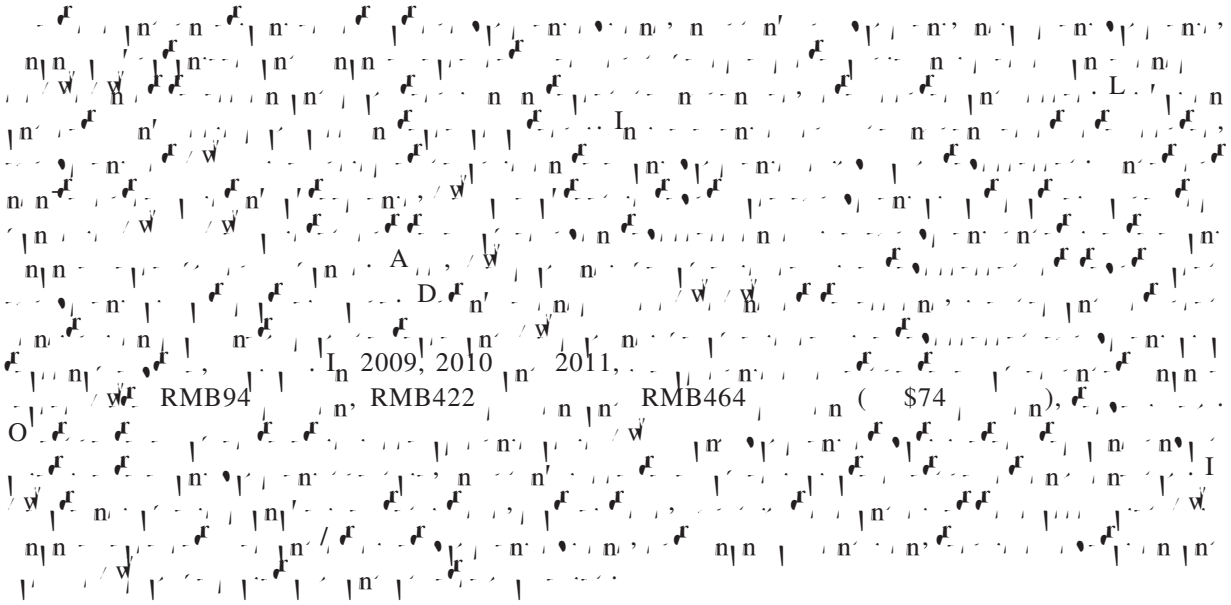


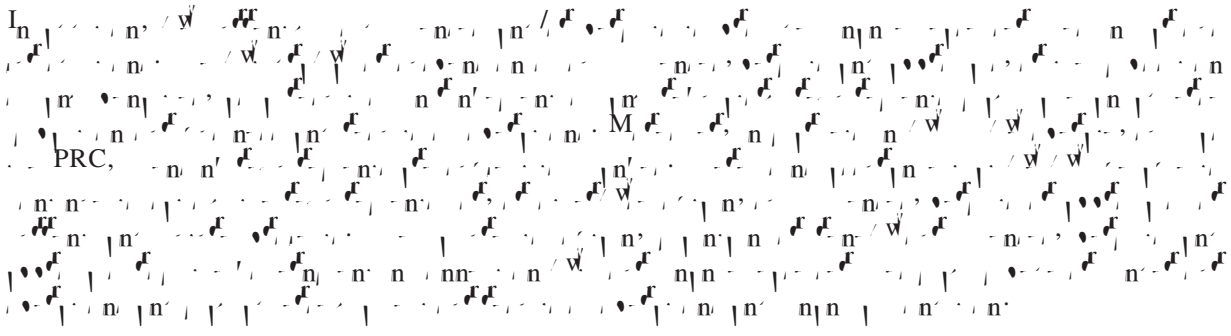


We provide our customers with various payment options, including full payments, installment payments, financial guarantees and finance lease services, which expose us to additional risks and uncertainties.









We recorded negative operating cash flow in 2009 and there can be no assurance that we will record positive operating cash flow in the future.

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Certain of our products are manufactured and assembled by third-party contractors, and a failure to successfully manage our relationships with our third-party contractors could adversely affect our ability to market and sell our products.

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We face risks associated with the expansion of our scale of operations globally, and if we are unable to effectively manage these risks, they could impair our ability to expand our business abroad.

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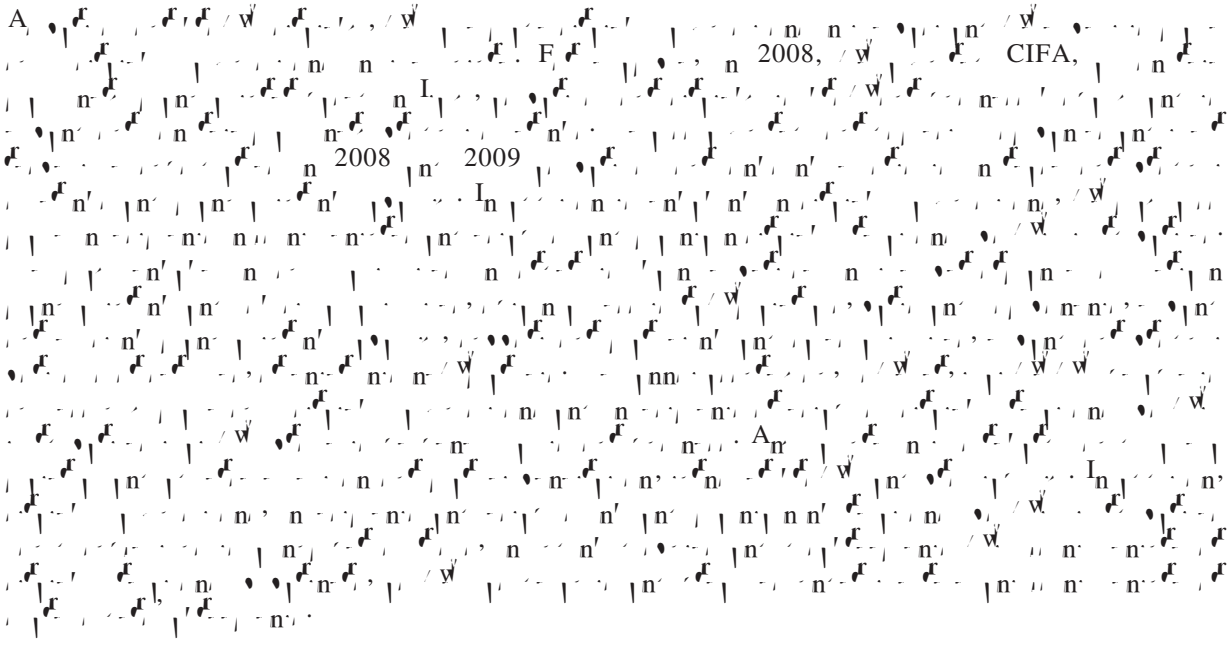
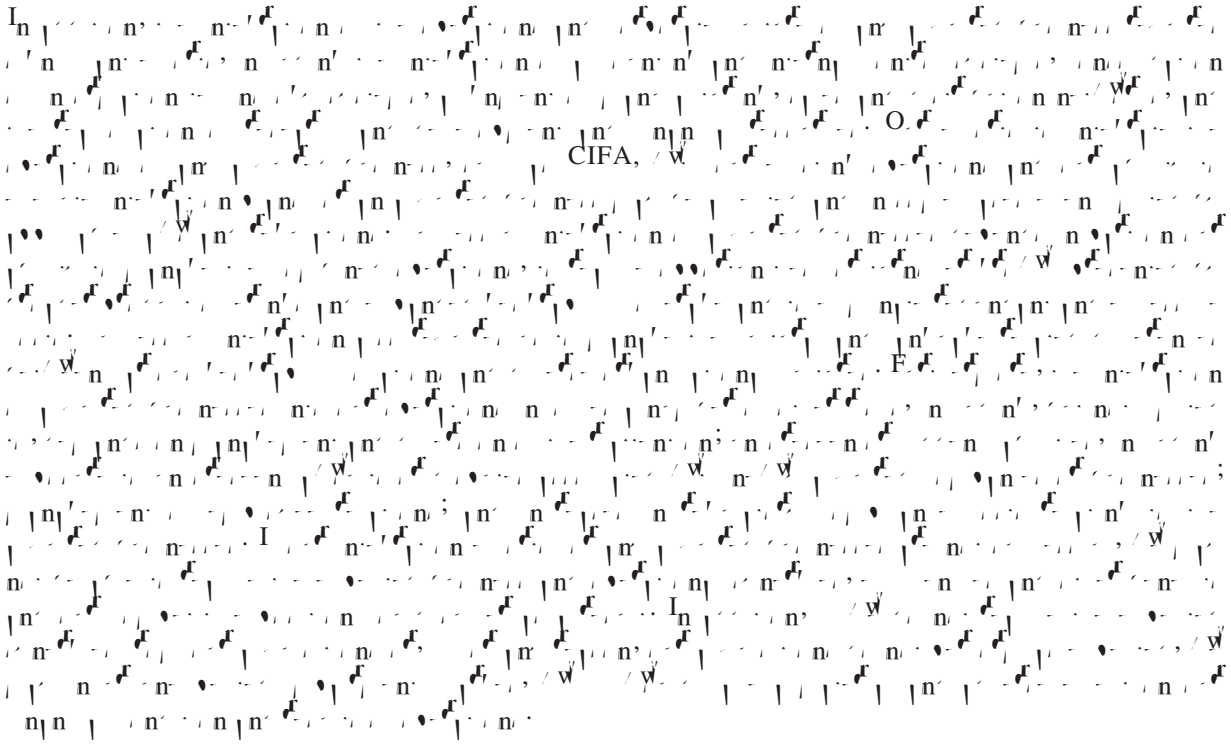
Our future growth depends in part on our ability to successfully identify and make strategic acquisitions, integrate them into our existing business operations and to establish and maintain strategic relationships. The failure to do so could have a material and adverse effect on our current and future business operations.





Our success depends in part on our ability to enhance our manufacturing capabilities, which is subject to risks and uncertainties.

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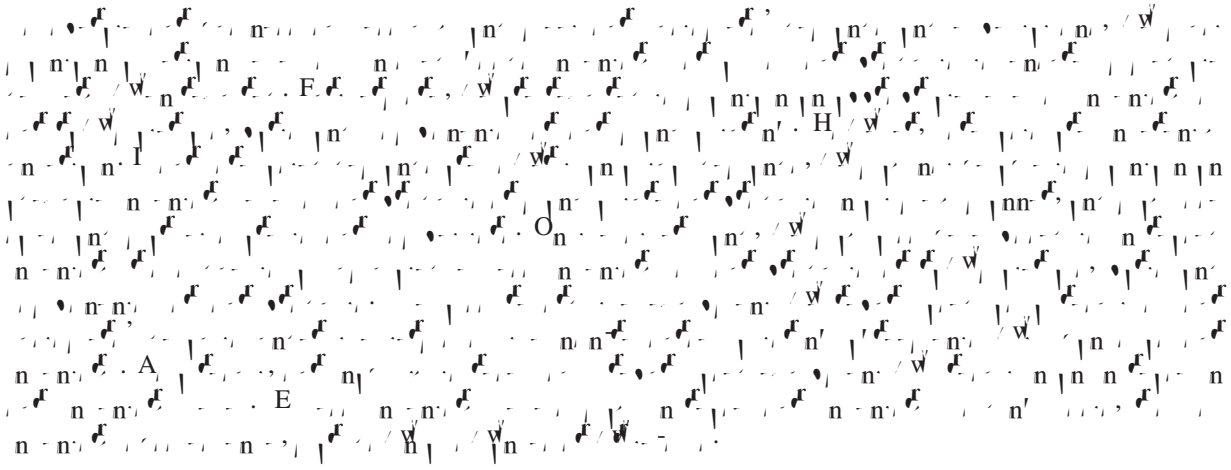
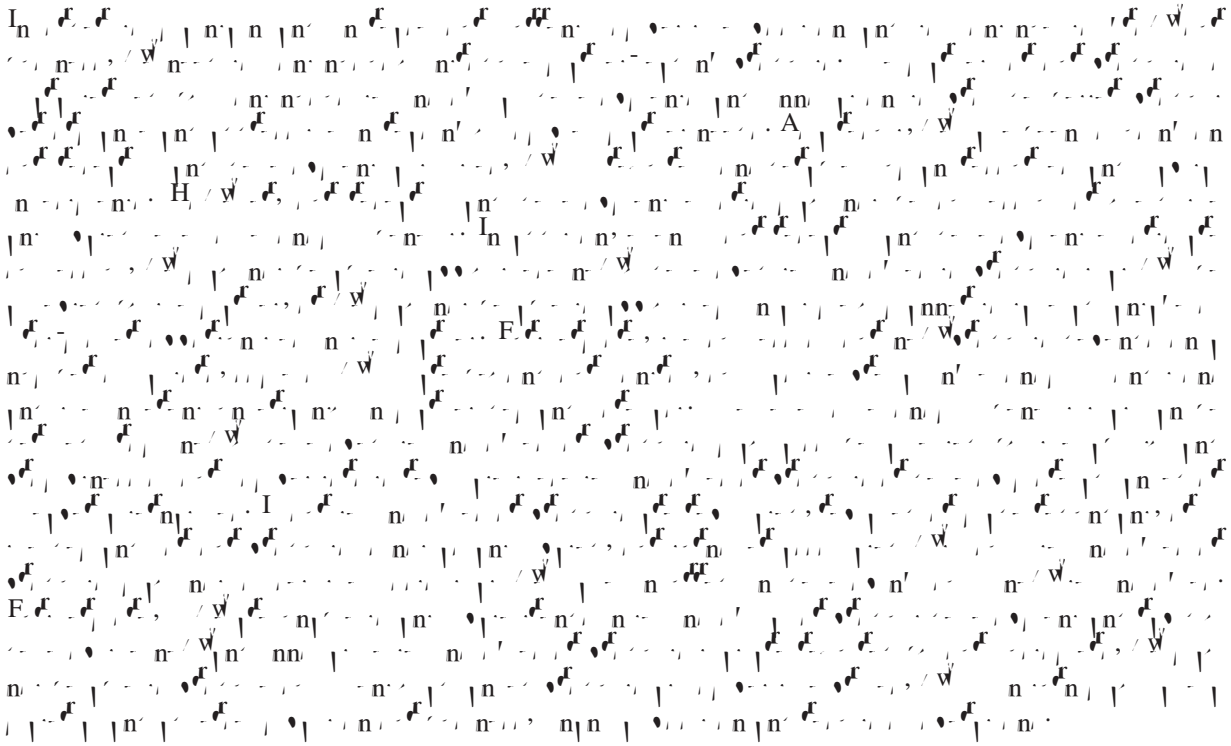
Failure to maintain inventory levels in line with the approximate level of demand for our products could cause us to lose sales or face excess inventory risks and holding costs, either of which could have a material adverse effect on our business, financial condition and results of operations.

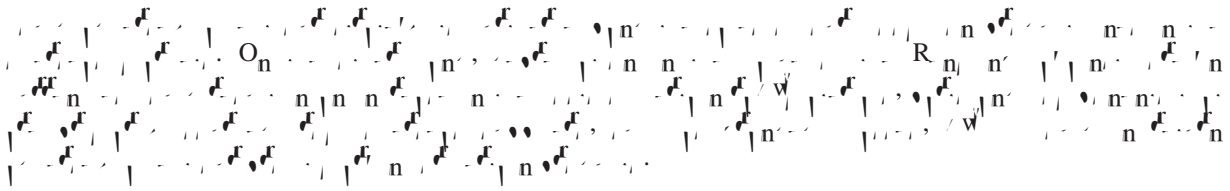


Our research and development efforts may not yield the benefits that we expect and we may not be able to introduce market-leading products and maintain the competitiveness of our product offerings.

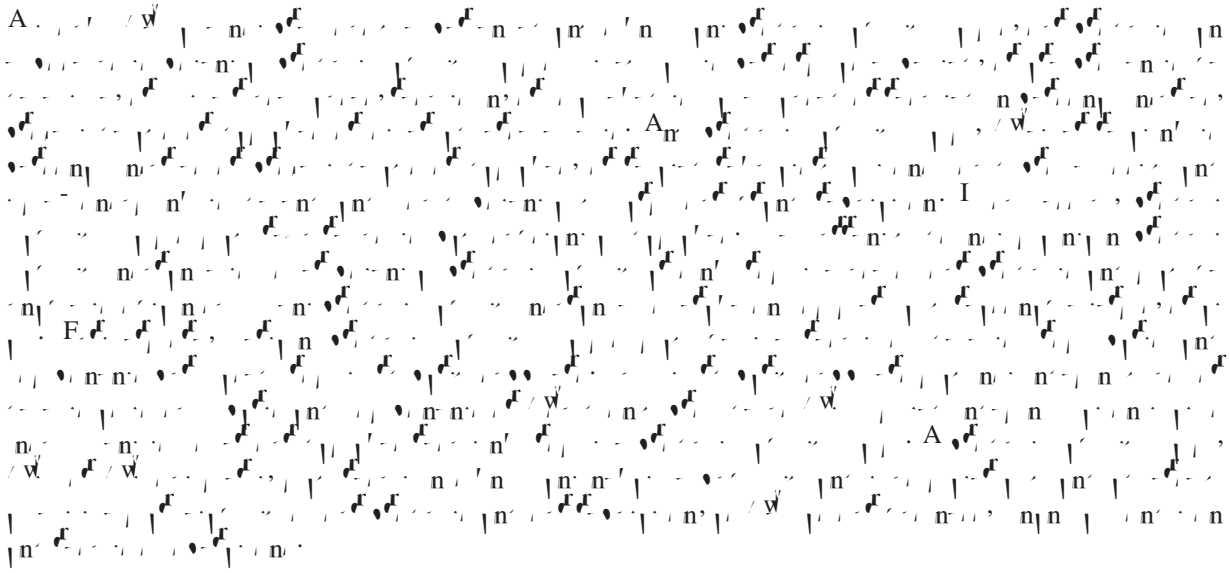


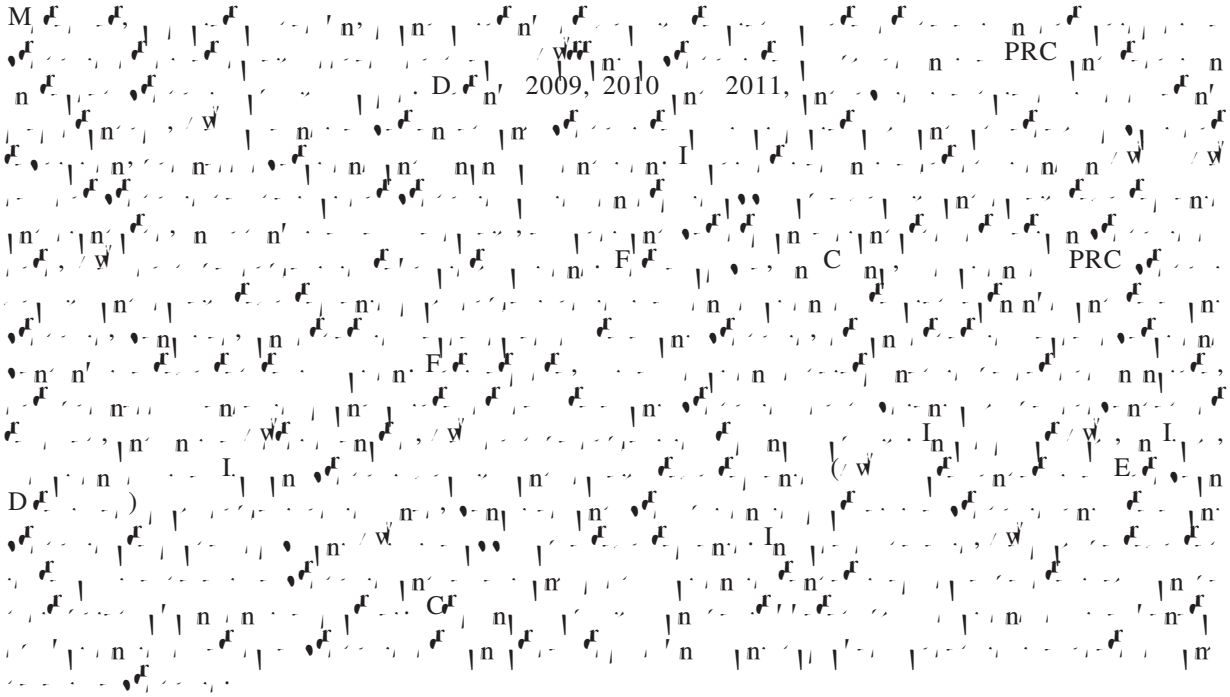
We may not be able to protect our patents and non-patented intellectual property rights, or we may be subject to claims for the infringement of intellectual property rights of others.

Fluctuations in foreign currency exchange rates could adversely affect our business.



We are subject to product liability exposure which could harm our reputation and materially and adversely affect our business, financial condition and results of operations.





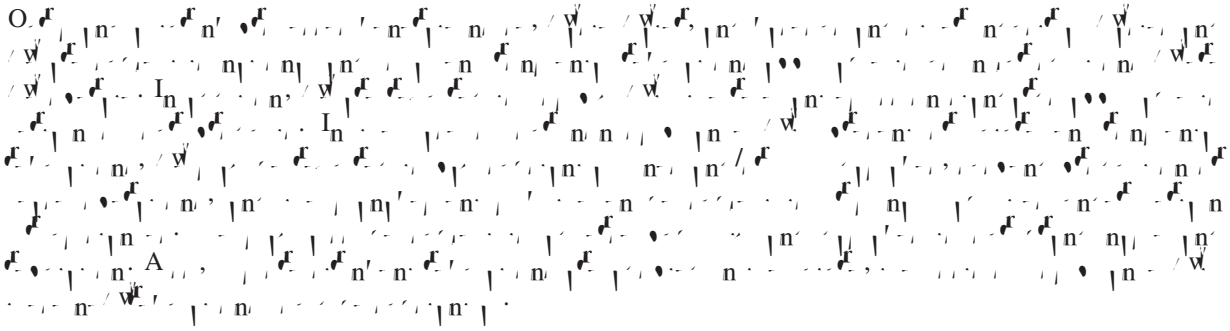
If we experience a significant number of warranty claims, our costs might increase substantially, and our reputation and brand name could suffer.

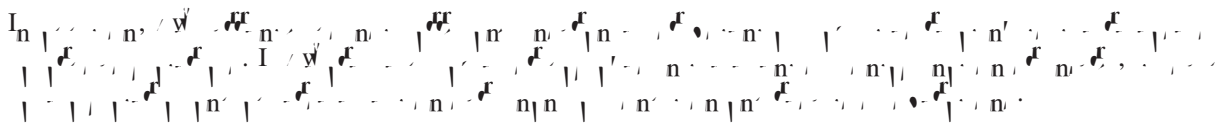
Our business depends substantially on our senior management's continuing services and our ability to maintain a skilled labor force, and our business may be severely disrupted if we were to lose the services of our management or other key personnel.

Restrictive covenants in our credit agreements could limit our financial and operating flexibility and subject us to other risks.

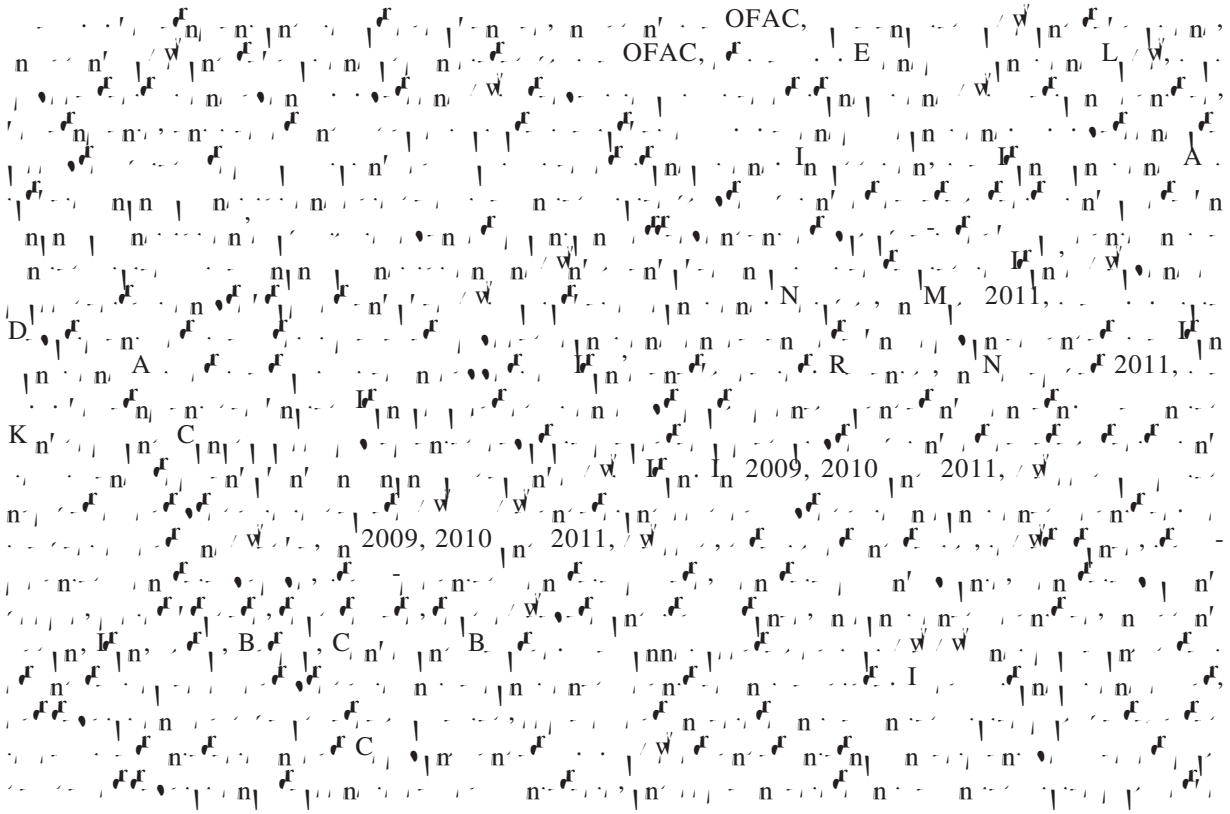
We require a number of permits, licenses, registrations and certificates in order to carry on our business and the failure to obtain or maintain these permits, licenses, registrations and certificates could materially harm our business and prospects.

Noncompliance with environmental regulations both in China and overseas markets may result in significant monetary damages, fines or even criminal liabilities as well as negative publicity and damages to our brand name and reputation.





We may continue to engage in certain sales of products to third-party dealers for end use by countries, governments, entities, or persons targeted by economic sanctions of the United States government, which may adversely affect our reputation and prevent U.S. persons from purchasing our Shares, thereby potentially reducing our share price.



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We enjoy certain government grants and incentives and the expiration of, or changes to, these incentives may materially and adversely affect our business, financial position and results of operations.

15% 2011, 15% 2009.

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We may incur additional costs, experience manufacturing disruptions or fail to satisfy our contractual requirements if we were forced to relocate as a result of any disputes over the title or ownership rights of the properties we own or lease.

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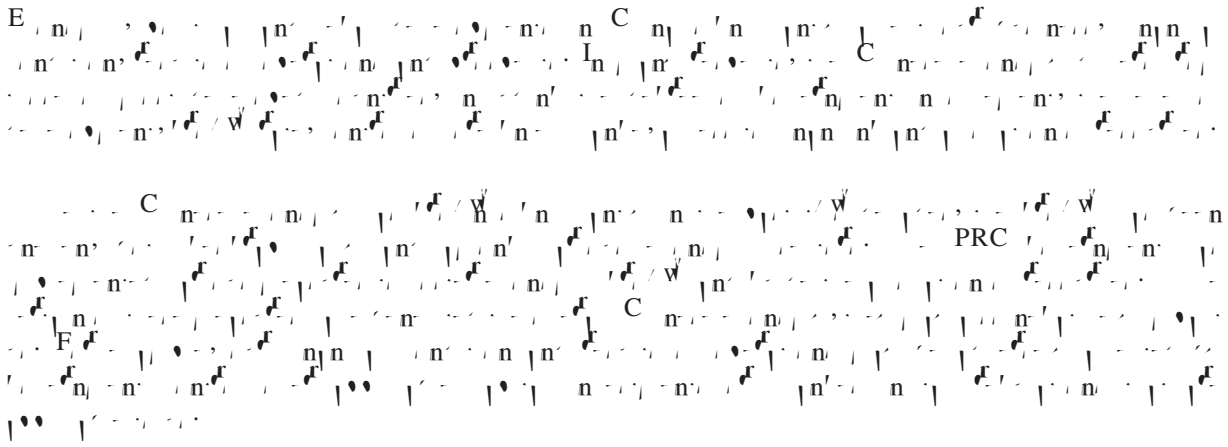
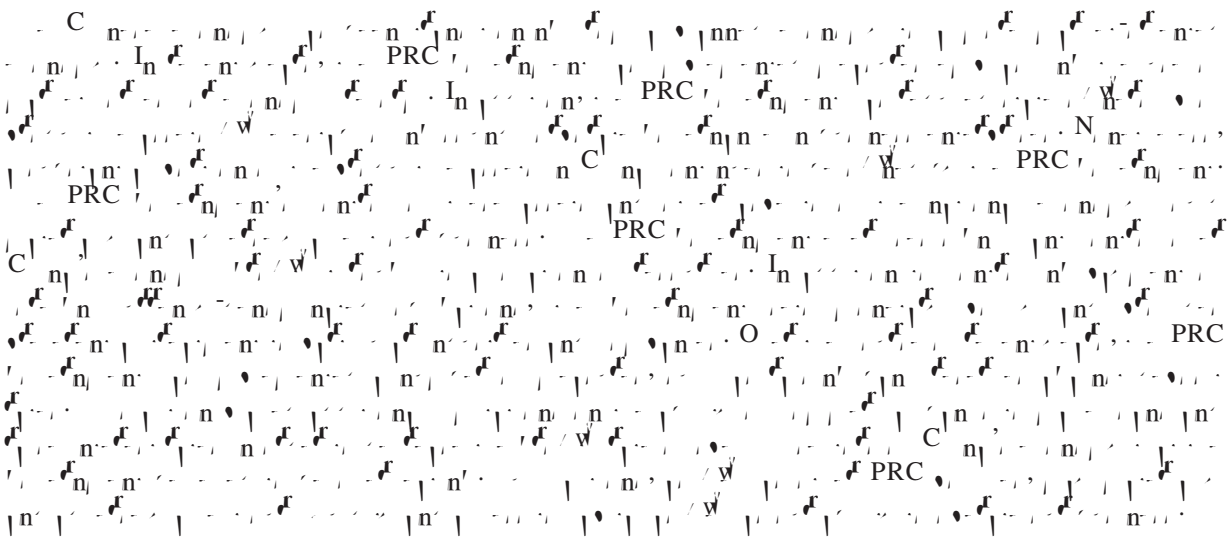
The industry in which we operate is highly dependent on the level and scale of construction activities which are subject to risks, fluctuations and uncertainties beyond our control.

I 2009, 2010 2011,

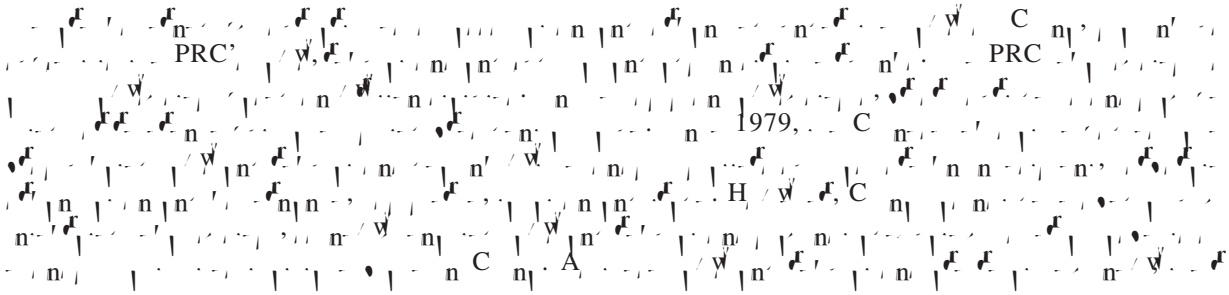
We are subject to risks associated with volatility in the prices of raw materials, parts and components.

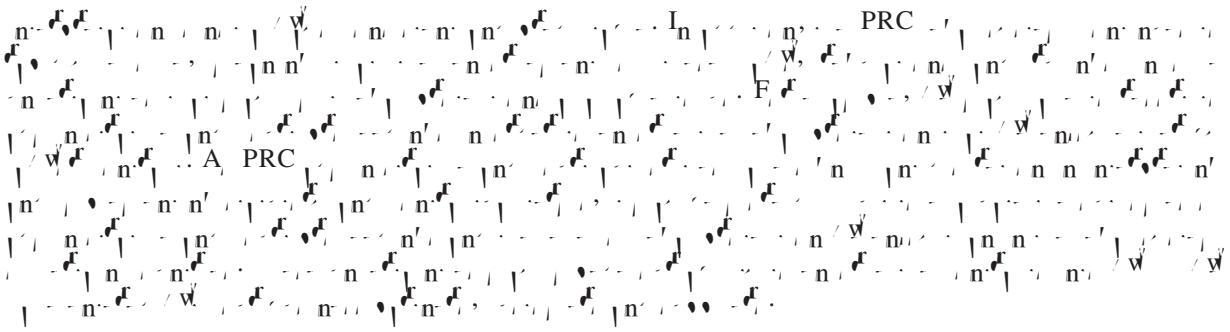
Adverse changes in political and economic policies of the PRC government could have a material and adverse effect on the overall economic growth of China, which could in turn reduce the demand for our products, thus materially and adversely affecting our business and prospects.

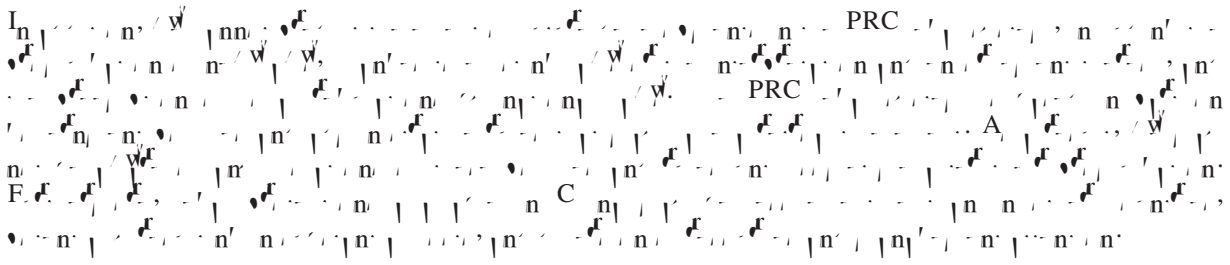




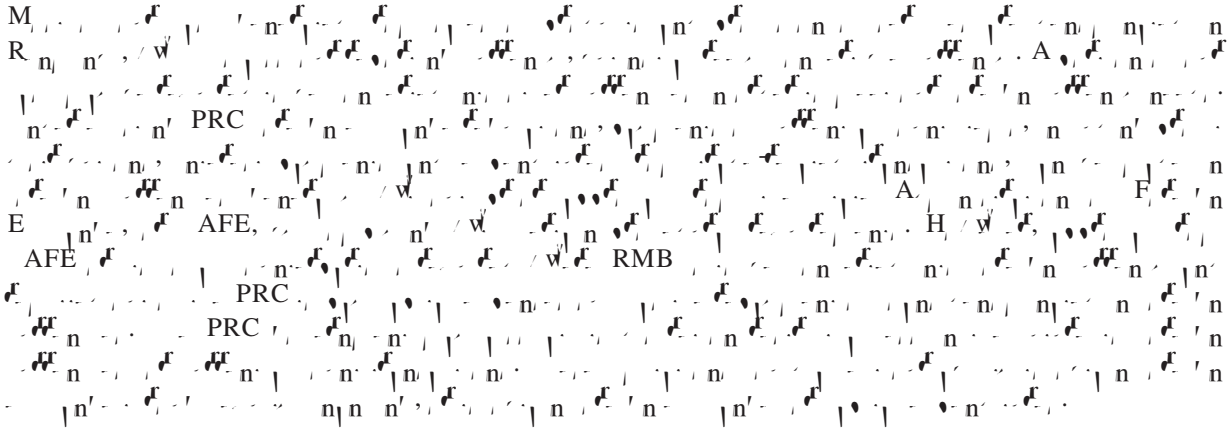
Uncertainties with respect to the PRC legal system could have a material and adverse effect on us.

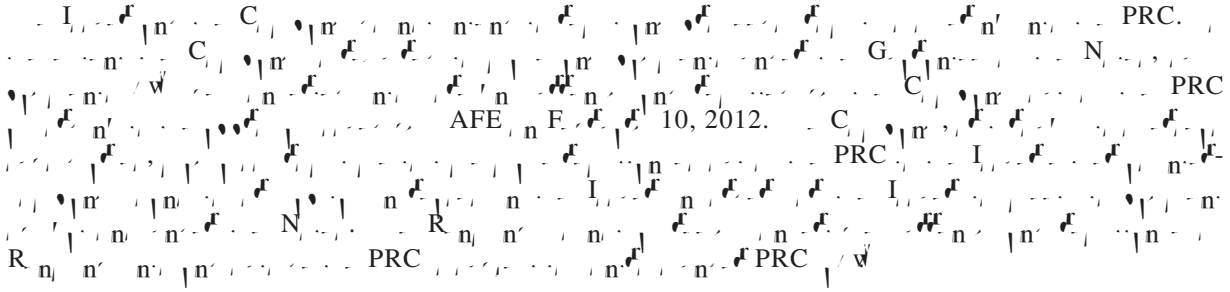


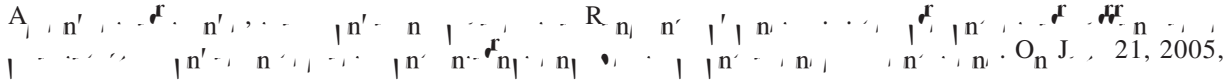


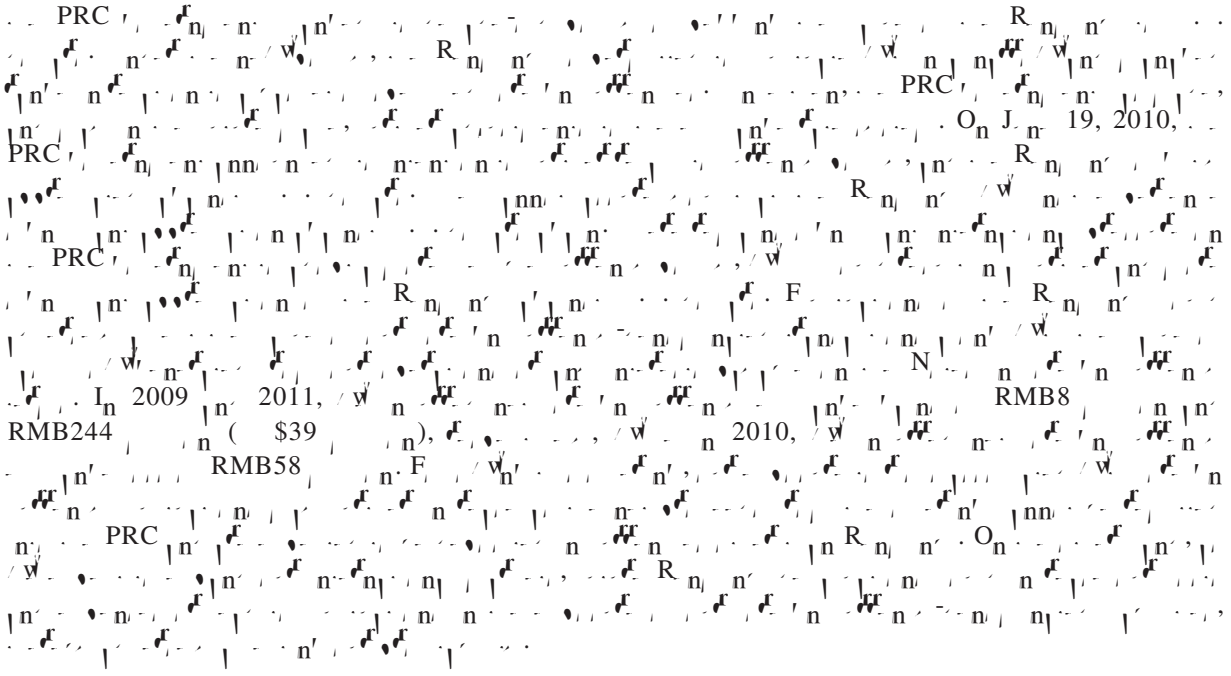


Government control of currency conversion and the fluctuation in foreign exchange rates may adversely affect the value of your investments.

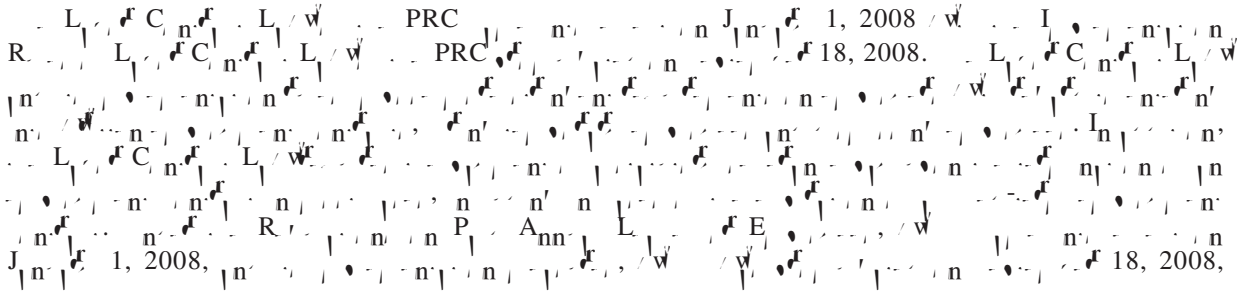




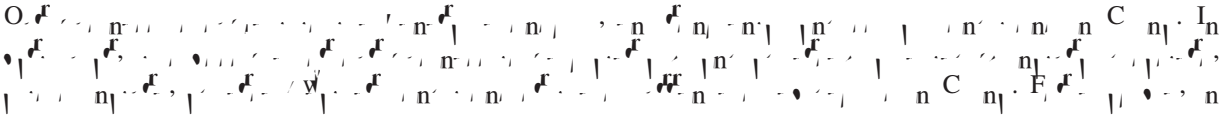




The enforcement of the Labor Contract Law and a potential resulting increase in labor costs in the PRC may adversely affect our business and our profitability.



We face risks related to natural disasters, acts of nature, adverse weather conditions and occurrences of epidemics in China and other place around the world, which could have a material adverse effect on our business and operations results.



[illegible]). [illegible] [illegible] [illegible]

AFE F n N n AFE C 30 n n n

The Indenture does not restrict the amount of additional debt that we may incur.

We may be unable to repurchase the Notes upon a change of control.

You may not be able to determine when a change of control has occurred giving rise to your right to having your Notes repurchased by us following a sale of "substantially all" of our assets.

The terms of the Indenture and the Notes provide only limited protection against significant corporate events that could adversely impact your investment in the Notes.

I n n N n n n n N n n n I n w n , n n n N .

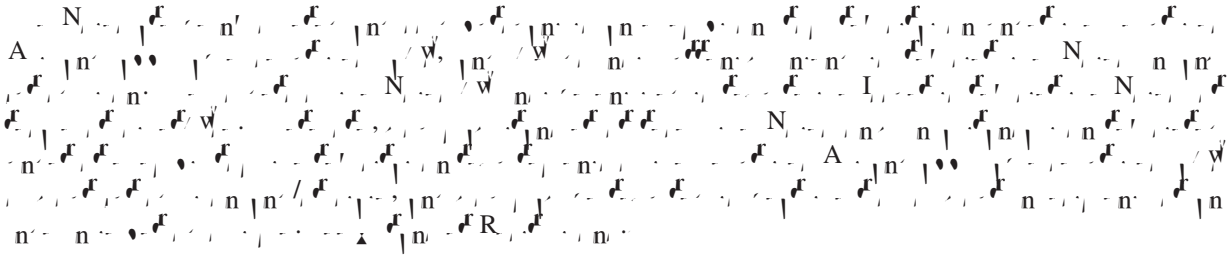
C n C n n n D N R n C n C n n n (n) n N , n n I w w n n n n n w n n n n n w n n n n n w n n n n n C n C n , w w n N .

I n n n N :

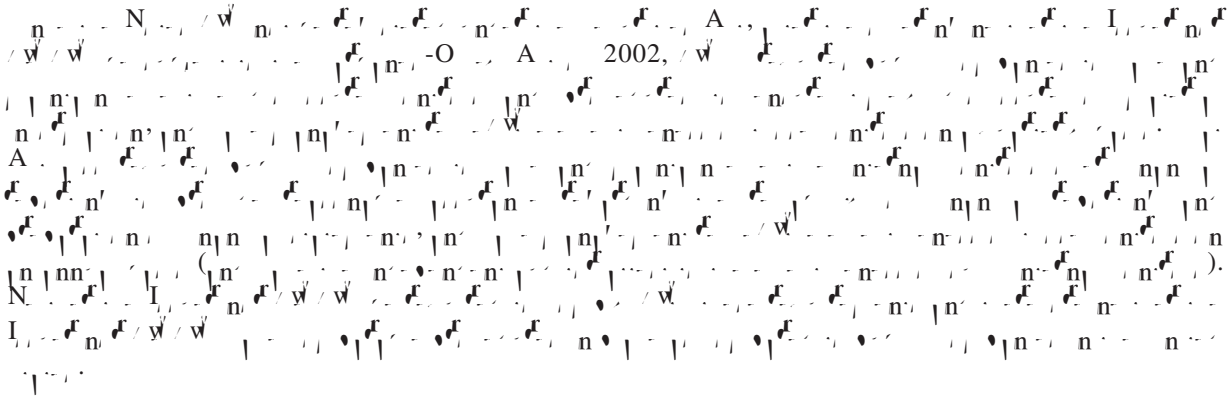
- n n n w , n , n , n w ;
- n n n n n N ;
- n , n n n n n w n n n n n N ;
- n n n ;
- n n n n ;
- n n n n n n n N ; n
- D ; n
- n , n n n n .

A n , w n n N , w I n n N n n n , w , n n n w n n n N .

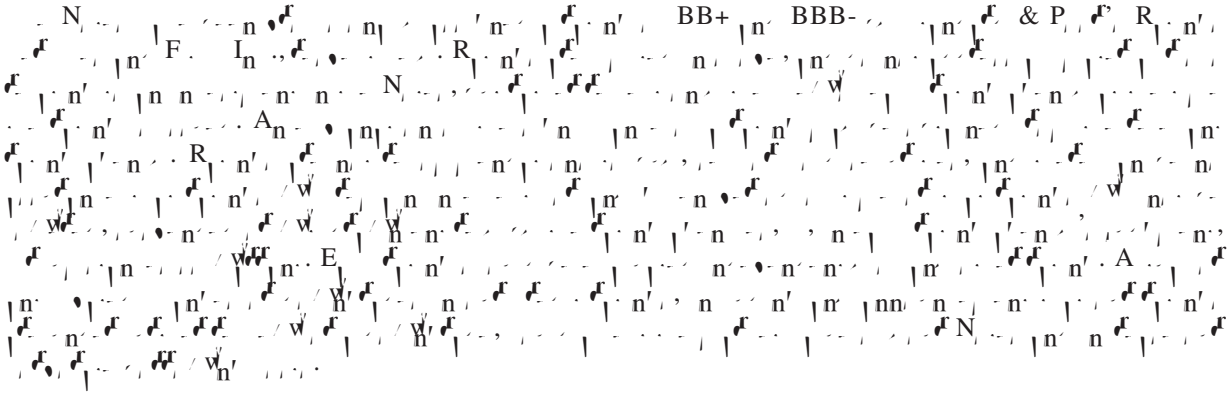
Holders of the Notes will not be entitled to registration rights, and we do not currently intend to register the Notes under applicable securities laws. There are restrictions on your ability to transfer or resell the Notes.



We will not be subject to the Sarbanes-Oxley Act of 2002.



The ratings of the Notes may be lowered, suspended or withdrawn; changes in such credit ratings may adversely affect the value of the Notes.



The insolvency laws of the PRC and Hong Kong may differ from those of another jurisdiction with which the holders of the Notes are familiar.

B C PRC I H K, C I PRC H K N.

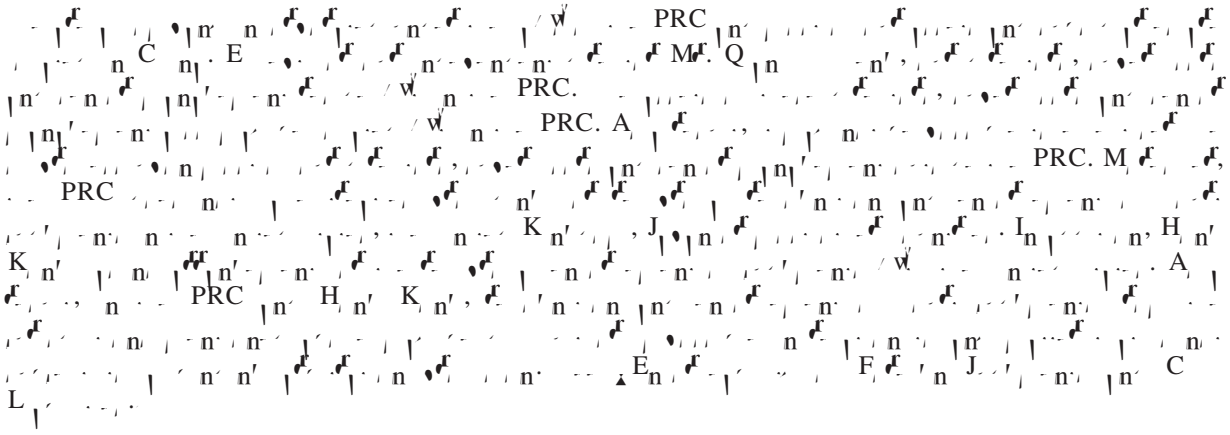
The Issuer may be deemed as a PRC tax resident enterprise by the PRC tax authorities and certain withholding taxes may be applicable.

I H K P EI L PRC, EI L J 1, 2008, (H K, M) PRC PRC EI L 25% C I PRC, I PRC, I EI L 25% PRC.

A PRC, I PRC EI L O, N ( ) PRC N H, I PRC EI L.

P EI L PRC PRC 10% PRC, PRC, A I PRC PRC, I N-PRC N, N-PRC N PRC 10% PRC PRC.

You may experience difficulties in effecting service of legal process and enforcing judgments against us, our directors, supervisors or senior management.



D 31, 2011

D 31, 2011,

E D 31, 2011.

	A 1 31, 2011			
	A		A	
		$(1)		$(1)
		(1	)	
B	6,049	961	6,049	961
B	5,996	953	5,996	953
	1,093	173	1,093	173
N (2)			2,518	400
	7,089	1,126	9,607	1,526
	13,138	2,087	15,656	2,487
	7,706	1,224	7,706	1,224
R	27,701	4,401	27,701	4,401
N	188	30	188	30
	35,595	5,655	35,595	5,655
(3)	42,684	6,781	45,202	7,181

N :

(1) A RMB6.2939 $1.00.

(2) N $400.0

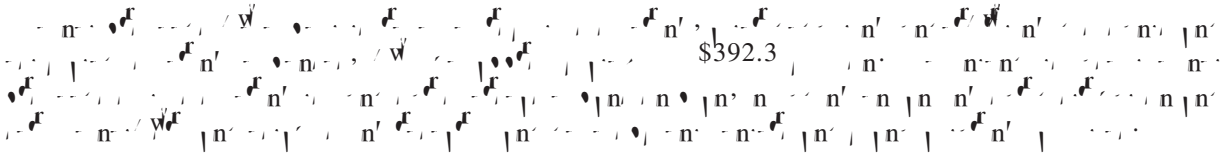
(3)

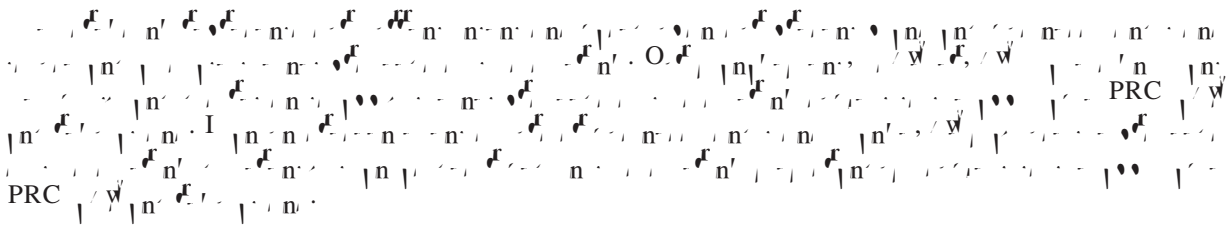
I ▲

I C O (C . 32) H K (CR N . 1663041). I w H K 7, 2011. I 406-409, 4/F, P P , 1 Q R E , H K . I w

A

I n n n n n I n I n n n n n





In 1999 100
RMB1.00 C C
M R In C., L., R In w
C M In C., L., R In
C H - In D
In C., L., C
R In C w 74.75%
23.76% C w
0.37% C

In 2000, C R C, C RC, w
50
RMB1.00 , RMB12.74 . w E
O 12, 2000 000157 . A C
RMB150
33.33% C E
R In C w
49.83% 15.83% C
0.25% C

In J 2004, C C
J n In C., L., J n In A n, J n In
15.83% C

In M 2006, J n In G E G
L , PRC w R H In L ,
n C I n w H C II, L.P., n
C I n , C
J n In G E G L A n, G E G L
15.83% C

In M 2006,
54,080,000
3.2 10
J 2006, w 44.00% C w
R In G E G L

49.83% 15.83% 41.86% 13.30%, E

In J 2007, R I R I

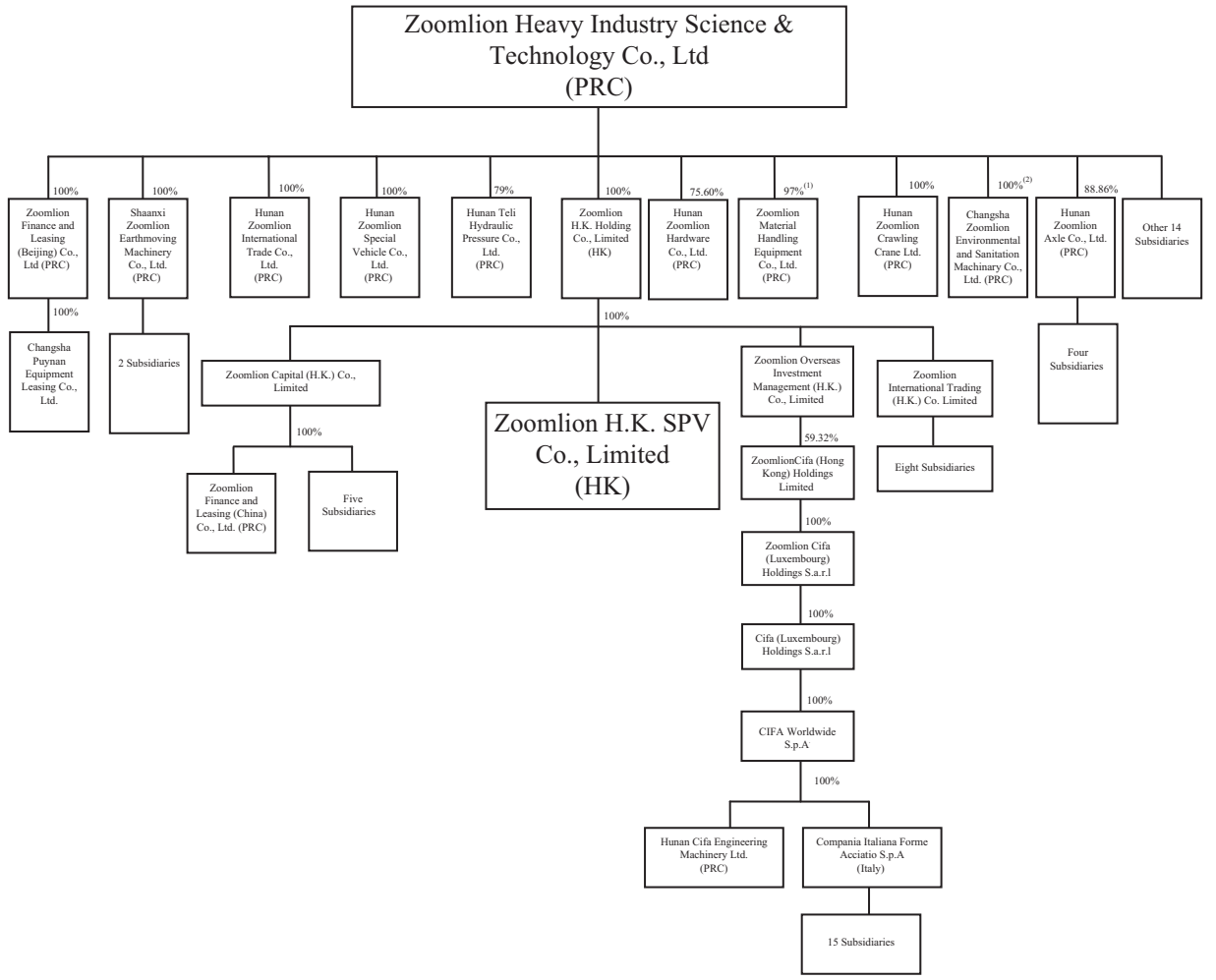
F R I R I R I In J 2007, PRC R I D 31, 2008, R I

On J 20, 2008, M GR .A., F . ., I .A., I BA. E.DO. ., I D ., I N ., P D I , R E M F , H C F III. L.P., M C P , G H H I L. C , A 100% CIFA, I 59.3% CIFA. In 2008, C , H C F III. L.P., M C P G H H I L., G G In ., C (H K) H L CIFA C (H K) H L J 2009. CIFA CIFA E

In J 2010, 297,954,705 A E F 12, 2010 12

In D 2010, C RC, 869,582,800 H RMB1.00 HK$14.98 . O H H K E D 23, 2010 1157 . In J 2011, 130,437,400 H HK$14.98 H K

In J 2011, H In C ., L . In O 2011,



(1) As of December 31, 2011, the Company held 82% of equity interest in Zoomlion Material Handling Equipment Co., Ltd. On February 20, 2012, the Company has completed the registration with the local administration of industry and commerce and increase the holding to 97%.

(2) On March 15, 2012, we passed a board resolution approving the disposal of 80% equity interest in the ESM Company by way of a public tender on Hunan Province Equity Exchange. Upon completion of such disposal, the ESM Company will cease to be a subsidiary of the Group and we will retain 20% equity interest in the ESM Company. For details, please see "Summary – Recent Developments".

Selected Historical Consolidated Statement of Comprehensive Income Data

	Year ended December 31,						
	200		2010		2011		
	¥	%	¥	%	¥	$	%
	(in millions, except percentages and per share data)						
	20,762	100.0	32,193	100.0	46,323	7,360	100.0
C	(15,422)	(74.3)	(22,424)	(69.7)	(31,316)	(4,976)	(67.6)
	5,340	**25.**	**,**	**30.3**	**15,00**	**2,3 4**	**32.4**
O	105	0.5	54	0.2	14	2	
	(1,250)	(6.0)	(2,146)	(6.7)	(3,160)	(501)	(6.8)
G	(878)	(4.2)	(1,645)	(5.1)	(1,861)	(296)	(4.0)
R	(194)	(0.9)	(265)	(0.8)	(398)	(63)	(0.9)
	3,123	**15.1**	**5,**	**1 .**	**, 02**	**1,52**	**20.**
(L)/							
	(6)				12	2	
N	(295)	(1.4)	(365)	(1.1)	(36)	(6)	
	6		14		24	4	
	2, 2	**13.**	**5,41**	**1 .**	**, 02**	**1,52**	**20.**
I	(409)	(2.0)	(828)	(2.6)	(1,429)	(228)	(3.1)
	2,41	**11.**	**4,5**	**14.2**	**,1 3**	**1,2**	**1 .**
( )							
C	3		(2)		(1)		
O			11				
E PRC	44	0.2	(74)	(0.2)	(2)		
	4	**0.2**	**(5)**	**(0.2)**	**(3)**		
	2,4	**11.**	**4,523**	**14.0**	**,1 0**	**1,2**	**1 .**
E C	2,447	11.8	4,666	14.5	8,066	1,281	17.4
N	(28)	(0.1)	(78)	(0.3)	107	17	0.2
E C	2,497	12.0	4,580	14.2	8,050	1,279	17.4
N	(31)	(0.1)	(57)	(0.2)	120	19	0.2

Selected Historical Consolidated Balance Sheet Data

	A , 1 , 31,			
	200	2010	2011	
	_ '	_ '	_ '	$
		(1	)	
A .				
P	3,683	4,135	4,886	776
L	907	1,119	1,390	221
I	1,432	1,256	1,216	193
G	2,082	1,907	1,793	285
I	71	86	103	16
O	15	50	43	7
	229	585	912	145
R	5,060	9,775	12,780	2,031
P	234	185	261	41
D	148	274	317	51
	13, 1	**1 ,3 2**	**23, 01**	**3,**
	6,272	8,678	9,656	1,535
	6,265	8,260	13,614	2,163
R	3,283	6,397	7,089	1,126
P	755	1,577	1,481	235
C	3,439	18,758	16,002	2,542
	20,014	**43, 0**	**4 , 42**	**, 01**
	33, 5	**3,042**	**1,543**	**11,3**
	8,553	8,107	6,049	961
	10,632	17,203	19,314	3,069
I	283	757	1,289	205
	1 ,4	**2 ,0**	**2 , 52**	**4,235**
	54	**1 , 03**	**21,1 0**	**3,3**
	14,40	**3 , 5**	**44, 1**	**,132**
L	5,621	7,690	7,089	1,126
	684	1,379	1,789	285
I	550	471	418	66
	, 55	**,540**	**,2**	**1,4**
	2 ,323	**35, 0**	**35, 4**	**5, 12**
	,552	**2 ,435**	**35,5 5**	**5, 55**
	1,673	5,797	7,706	1,224
R	5,755	21,579	27,701	4,401
	,42	**2 ,3**	**35,40**	**5, 25**
	124	**5**	**1**	**30**
	,552	**2 ,435**	**35,5 5**	**5, 55**

Selected Historical Consolidated Cash Flow Data

	Year Ended December 31,			
	2009	2010	2011	
				$
		(In millions)		
Net cash (used in) provided by operating activities	(1,366)	451	1,880	299
Net cash used in investing activities	(1,360)	(1,833)	(1,287)	(204)
Net cash provided by (used in) financing activities	3,250	16,755	(3,275)	(521)
Net increase (decrease) in cash and cash equivalents	524	15,373	(2,682)	(426)
Effect of exchange rate changes on cash and cash equivalents	2	(54)	(74)	(12)
Cash and cash equivalents at beginning of year	2,913	3,439	18,758	2,980
Cash and cash equivalents at end of year	3,439	18,758	16,002	2,542

Other Financial Data

	Year Ended December 31,			
	2009	2010	2011	
				$
	(In millions, except percentages)			
Gross margin[1] (%)	25.7%	30.3%	32.4%	32.4%
Operating margin[2] (%)	15.0%	17.9%	20.7%	20.7%
Net income[3] (%)	11.7%	14.3%	17.6%	17.6%
EBITDA[4][11]	3,452	6,182	10,058	1,598
EBITDA margin[5][11] (%)	16.6%	19.2%	21.7%	21.7%
Investments in property and equipment[6]	372	403	513	82
Net cash provided by (used in) working capital[7][11]	14,174	15,797	13,138	2,087
Net cash provided by (used in) investing activities[8][11]	10,735	(2,961)	(2,864)	(455)
Inventory turnover[9][11]	9.3	15.3	19.6	19.6
Liquidity[10][11]	4.1	2.6	1.3	1.3
Net cash provided by (used in) operating activities, EBITDA margin[11]	3.1	(0.5)	(0.3)	(0.3)

(1) Gross margin represents gross profit as a percentage of net revenue.

(2) Operating margin represents income from operations as a percentage of net revenue.

(3) Net income margin represents net income as a percentage of net revenue.

(4) EBITDA represents net income before interest income, interest expense, income taxes, depreciation and amortization.

(5) EBITDA margin represents EBITDA as a percentage of net revenue.

(6) Investments in property and equipment represents capital expenditures.

(7) Net cash provided by (used in) working capital represents the change in cash flows resulting from changes in operating assets and liabilities.

(8) Investments in property and equipment, net cash provided by (used in) working capital and EBITDA margin are used to calculate net cash provided by (used in) investing activities.

(9) Liquidity represents the ratio of current assets to current liabilities.

(10) Net cash provided by (used in) operating activities, EBITDA margin represents net cash provided by (used in) operating activities as a percentage of EBITDA.

(11) [illegible] non-GAAP [illegible] We [illegible] non-GAAP [illegible] Our [illegible] non-GAAP [illegible] non-GAAP [illegible] IFRS [illegible] non-GAAP [illegible]

GAAP IFR Non-GAAP

EBITDA:

	Year Ended December 31,			
	2009	2010	2011	
				$
		(In millions)		
Profit for the year	3,123	5,767	9,602	1,526
Depreciation and amortization	329	415	456	72
EBITDA	3,452	6,182	10,058	1,598

Net cash flows from/(used in) operating activities:

	As of December 31,			
	2009	2010	2011	
				$
		(In millions)		
Net cash flows from operating activities	8,553	8,107	6,049	961
Net cash flows used in investing activities	5,621	7,690	7,089	1,126
	14,174	15,797	13,138	2,087
Net cash flows from financing activities	(3,439)	(18,758)	(16,002)	(2,542)
Net cash flows from/(used in)	10,735	(2,961)	(2,864)	(455)

Net cash flows from operating activities:

	Year Ended December 31,			
	2009	2010	2011	
				$
	(In millions, except percentages)			
EBITDA	3,452	6,182	10,058	1,598
Net cash flows from operating activities	372	403	513	82
Interest coverage ratio (times)	9.3	15.3	19.6	19.6

A A A

A A A

Product Mix and Our Ability to Offer New Products

[illegible]

[illegible] 74.5%, 78.2% [illegible] 79.5% [illegible] 2009, 2010 [illegible] 2011, [illegible]

Our Ability to Manage and Expand our Scale of Operations Globally

[illegible]

Our Ability to Control Our Production Costs

In 2009, 2010 and 2011, we recorded RMB14,281 million, RMB20,740 million and RMB29,463 million ($4,681 million), respectively, in cost of sales, representing 68.8%, 64.5% and 63.6% of our total revenues for the same periods.

Our Ability to Effectively Manage Our Finance Lease Services

[illegible] 2009, 2010 [illegible] 2011. D[illegible] RMB7,463 [illegible], RMB9,720 [illegible] RMB15,586 [illegible] ($2,476 [illegible]), [illegible] 36.6%, 31.2% [illegible] 34.8% [illegible].

A[illegible] A[illegible], [illegible] 2009. I[illegible] 2009, 2010 [illegible] 2011, [illegible] RMB6,096 [illegible], RMB7,829 [illegible] RMB3,837 [illegible] ($610 [illegible]), [illegible] 2008, [illegible] A[illegible] D[illegible] 31, 2009, 2010 [illegible] 2011, [illegible] RMB4,515 [illegible], RMB3,949 [illegible] RMB560 [illegible] ($89 [illegible]), [illegible]. B[illegible] 2010, [illegible]. I[illegible] 2010 [illegible] 2011, [illegible] RMB714 [illegible] RMB12,258 [illegible] ($1,948 [illegible]), [illegible]. A[illegible] 2010 [illegible] 2011. H[illegible], [illegible].

[illegible] A[illegible] A[illegible]

Turnover

[illegible]:

- C[illegible];
- C[illegible];
- E[illegible];

	31,		
	200	2010	2011
C	6,465	13,011	18,260
G	9,893	14,726	25,405
E	2,903	5,183	7,684
R	451	673	840
E	556	1,348	1,886

O C A D 31, 2011, 830 , 838 483 119 , 283 464 300 ,54( ) 2 ,5300 2011, 41990.4(421)-499( )-5420(8(

	200		2010		2011		
		%		%		$	%
			(				
C	18,147	87.4	30,350	94.3	43,755	6,952	94.5
O	2,615	12.6	1,843	5.7	2,568	408	5.5
	20,762	100.0	32,193	100.0	46,323	7,360	100.0

F 2009 2010, 29.5% 12.6% 5.7% ( ) P G R I ( ) C F 2010 2011, 39.3% 5.5%

O D 31, 2009, 2010 2011, 10.0%

Cost of Sales and Services

O :

- w w , , w , n n n , n n , n n ,

- [illegible]

- [illegible]

[illegible]:

	[illegible] 31,						
	200		2010		2011		
	[illegible]	%	[illegible]	%	[illegible]	$	%
		([illegible]	[illegible]		[illegible]		
R [illegible]	14,281	68.8	20,740	64.5	29,463	4,681	63.7
[illegible]	533	2.6	842	2.6	1,047	166	2.3
D [illegible]	150	0.7	239	0.7	253	40	0.5
C [illegible]	165	0.8	354	1.1	207	33	0.4
O [illegible]	293	1.4	249	0.8	346	56	0.7
[illegible]	**15,422**	**4.3**	**22,424**	**.**	**31,31**	**4,**	**.**

C [illegible]
A [illegible] 2009, 2010 [illegible] 2011.

[illegible]:

	[illegible] 31,						
	200		2010		2011		
	[illegible]	%	[illegible]	%	[illegible]	$	%
		([illegible]	[illegible]		[illegible]		
C [illegible]	5,115	71.5	9,575	68.0	13,668	2,172	64.4
G [illegible]	6,335	76.3	7,995	72.2	11,595	1,842	74.2
E [illegible]	824	67.0	1,282	68.4	2,061	327	69.2
R [illegible]	527	67.0	765	61.4	1,072	170	61.7
E [illegible]	373	83.8	607	78.6	834	133	79.6
M [illegible]	787	90.1	390	92.4	453	72	89.9
F [illegible]	165	41.6	354	33.9	207	33	13.1
[illegible]	**14,12**	**3.**	**20,**	**.**	**2 , 0**	**4, 4**	**.**
A [illegible]	1,296	82.3	1,456	87.0	1,426	227	86.8
[illegible]	**15,422**	**4.3**	**22,424**	**.**	**31,31**	**4,**	**.**

O [illegible] 74.3% [illegible] 2009 [illegible] 69.7% [illegible] 2010 [illegible] 67.6% [illegible] 2011.

. F 2009, 2009, 2010 2011. I 2011, 68.0% 64.4%, . M 72.2% 2010 74.2% 2011,

Gross Profit

:

	l 31,						
	200		2010		2011		
		%		%		$	%
		(l	,			)	
C	2,042	28.5	4,510	32.0	7,544	1,199	35.6
G	1,963	23.7	3,082	27.8	4,023	639	25.8
E	406	33.0	592	31.6	917	146	30.8
R	260	33.0	481	38.6	665	105	38.3
E	72	16.2	165	21.4	214	34	20.4
M	86	9.9	32	7.6	51	8	10.1
F	232	58.4	689	66.1	1,376	219	86.9
	5,0 1	**2 .4**	**,551**	**31.3**	**14, 0**	**2,350**	**33.1**
O	279	17.7	218	13.0	217	34	13.2
	5,340	**25.**	**,**	**30.3**	**15,00**	**2,3 4**	**32.4**

O 25.7% 2009 30.3% 2010 32.4% 2011.

Other Revenues and Net Income

O G PRC

In 2009, 2010 and 2011, we [illegible] RMB74 million, RMB70 million and RMB87 million ($14 million) [illegible].

Operating Expenses

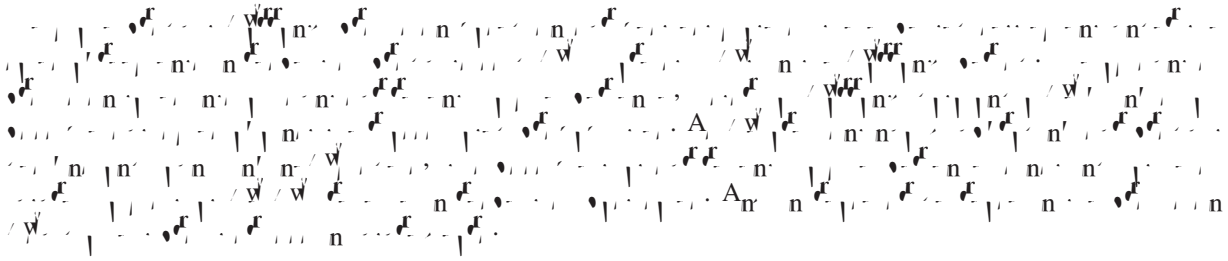
[illegible]

[illegible]

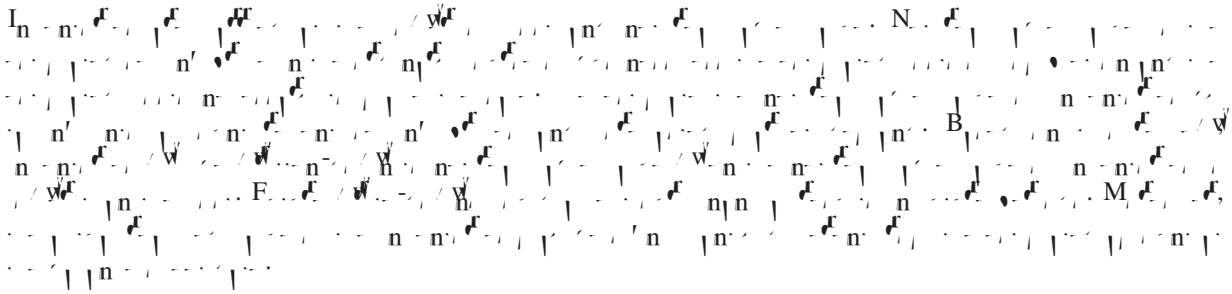
[illegible]

n n n

Warranty provision

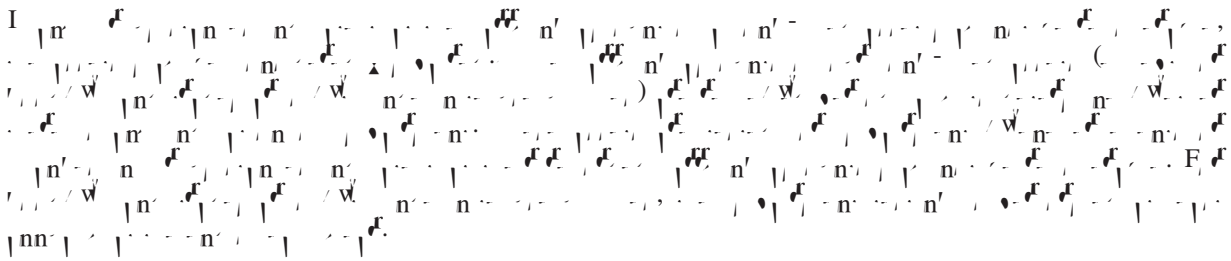


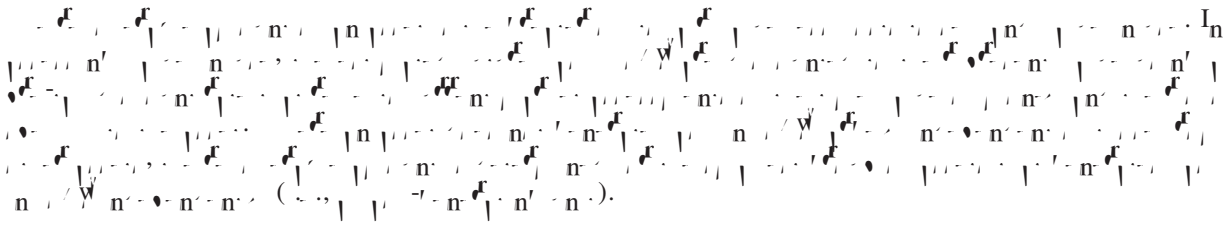
Write-down of inventories

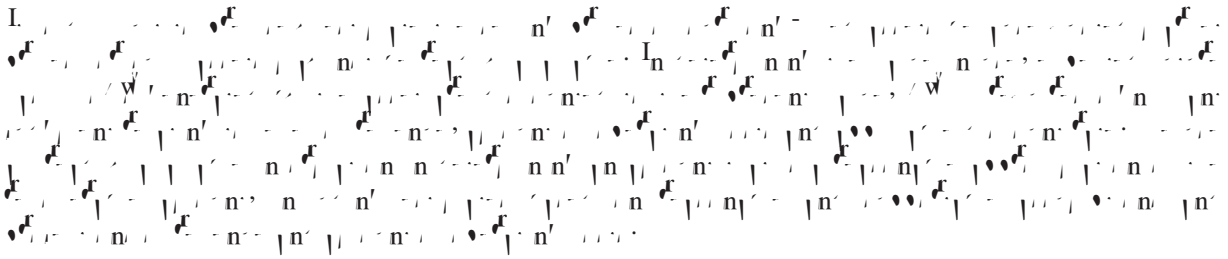


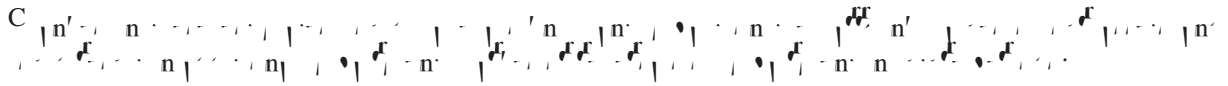
Impairment of long-lived assets

-
-
-
-

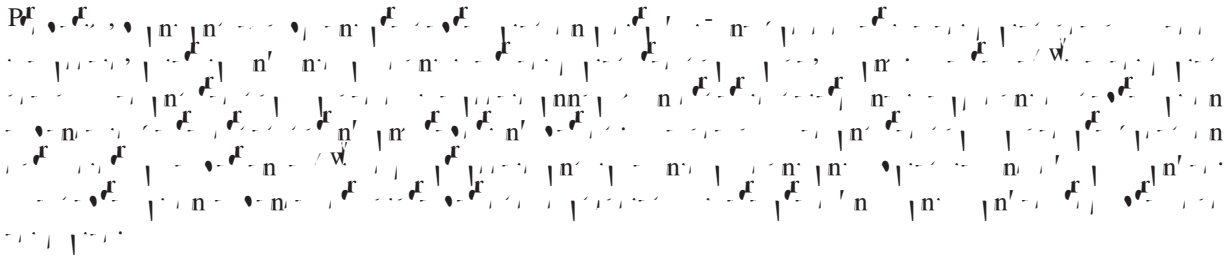


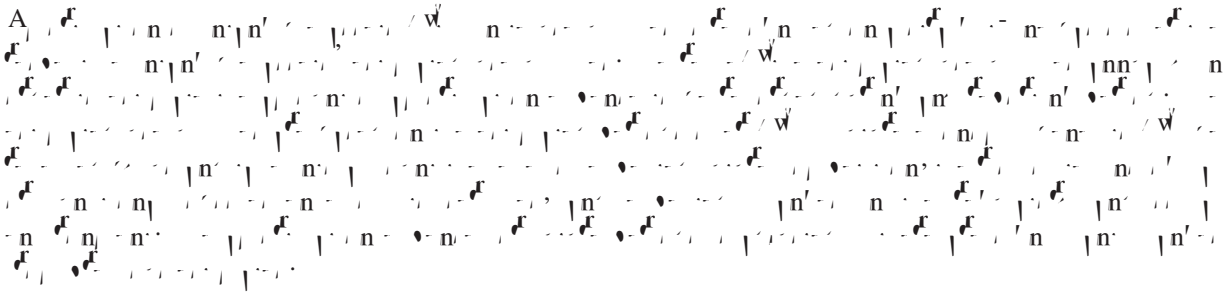






Depreciation and amortization





	Year ended December 31,						
	2009		2010		2011		
	RMB	%	RMB	%	RMB	$	%
			(In thousands, except for percentages)				
Revenues	20,762	100.0	32,193	100.0	46,323	7,360	100.0
Cost of revenues	(15,422)	(74.3)	(22,424)	(69.7)	(31,316)	(4,976)	(67.6)
Gross profit	**5,340**	**25.7**	**9,769**	**30.3**	**15,007**	**2,384**	**32.4**
Other operating income	105	0.5	54	0.1	14	2	
Sales and marketing expenses	(1,250)	(6.0)	(2,146)	(6.6)	(3,160)	(501)	(6.8)
General and administrative expenses	(878)	(4.2)	(1,645)	(5.1)	(1,861)	(296)	(4.0)
Research and development expenses	(194)	(0.9)	(265)	(0.8)	(398)	(63)	(0.9)
Income from operations	**3,123**	**15.1**	**5,767**	**17.9**	**9,602**	**1,526**	**20.7**
(Loss)/gain from changes in fair value of derivative liabilities	(6)				12	2	
Net interest expense	(295)	(1.4)	(365)	(1.1)	(36)	(6)	
Share of income of equity investees	6		14		24	4	
Income before income tax expense	**2,828**	**13.7**	**5,416**	**16.8**	**9,602**	**1,526**	**20.7**
Income tax expense	(409)	(2.0)	(828)	(2.5)	(1,429)	(228)	(3.1)
Net income	**2,419**	**11.7**	**4,588**	**14.3**	**8,173**	**1,298**	**17.6**

Year ended December 31, 2011 compared to year ended December 31, 2010

Revenues. Our revenues increased by 43.9% from RMB32,193 in the year ended December 31, 2010 to RMB46,323 (US$7,360) in the year ended December 31, 2011. The increase was primarily attributable to increases in revenues from our Chinese language websites, which increased by 50.6%, from RMB14,085 in 2010 to RMB21,212 (US$3,370) in 2011. We also experienced increases in revenues from our English language websites in 2011. Revenues from our English language websites increased by 41.0% from RMB11,077 in 2010 to RMB15,618 (US$2,481) in 2011. In addition, we experienced increases in revenues from our mobile websites and applications.

Cost of revenues. Our cost of revenues increased by 39.7% from RMB22,424 in the year ended December 31, 2010 to RMB31,316 (US$4,976) in the year ended December 31, 2011. The increase was primarily attributable to increases in bandwidth costs, which increased by

. A , , 53.6% RMB9,769 D 31, 2010 RMB15,007 ($2,384) D 31, 2011, , 30.3% D 31, 2010 32.4% D 31, 2011 . I , , 45.8% 2011, 35.6% 32.0% 2010, , , .

. O RMB54 D 31, 2010 RMB14 ($2) D 31, 2011.

. O , 47.3% RMB2,146 D 31, 2010 RMB3,160 ($501) D 31, 2011. , 6.6% D 31, 2010 6.8% D 31, 2011.

. O , 13.1% RMB1,645 D 31, 2010 RMB1,861 ($296) D 31, 2011, , . G 5.1% D 31, 2010 4.0% D 31, 2011.

. O , 50.2% RMB265 D 31, 2010 RMB398 ($63) D 31, 2011. , .

. A , , 66.5% RMB5,767 D 31, 2010 RMB9,602 ($1,526) D 31, 2011. O 17.9% D 31, 2010 20.7% D 31, 2011.

. N RMB365 D 31, 2010 RMB36 ($6) D 31, 2011 .

A H R

. O 72.6% RMB828 D 31, 2010 RMB1,429 ($228) D 31, 2011 O 15.3% D 31, 2010 14.9% D 31, 2011.

. A 78.1% RMB4,588 D 31, 2010 RMB8,173 ($1,298) D 31, 2011. O 14.3% D 31, 2010 17.6% D 31, 2011.

Year ended December 31, 2010 compared to year ended December 31, 2009

. O 55.1% RMB20,762 D 31, 2009 RMB32,193 D 31, 2010, 2010. 96.8%, RMB7,157 2009 RMB14,085 2010, 33.5% RMB8,298 2009 RMB11,077 2010.

C . O 45.4% RMB15,422 D 31, 2009 RMB22,424 D 31, 2010, . O 45.2% D 31, 2010, . C 74.3% 2009 69.7% 2010. I 2010, 71.5% 68.0%, 76.3% 72.2%, ( ) ( )

. A 82.9% RMB5,340 D 31, 2009 RMB9,769 D 31, 2010, 25.7% D 31, 2009 30.3% D 31, 2010

. O 102.4% RMB409
D 31, 2009 RMB828 D 31, 2010,
. O 14.5%
D 31, 2009 15.3% D 31, 2010.

. A 89.7%
RMB2,419 D 31, 2009 RMB4,588
D 31, 2010. O 11.7% D 31, 2009
14.3% D 31, 2010.

A A A

D 2009, 2010 2011,
A PRC
H . A D 31, 2011, RMB16,002 ($2,542)
R . O

:

	1 31,			
	200	2010	2011	
				$
		(1	)	
N ( ) /	(1,366)	451	1,880	299
N	(1,360)	(1,833)	(1,287)	(204)
N / ( )	3,250	16,755	(3,275)	(521)
N / ( )	524	15,373	(2,682)	(426)
E	2	(54)	(74)	(12)
C	2,913	3,439	18,758	2,980
C	3,439	18,758	16,002	2,542

Operating Activities

N 2011 RMB1,880 ($299),
RMB9,602 ($1,526),
RMB695 ($110)
RMB456 ($72), : ( )
RMB5,670 ($901); ( ) RMB965
($153); ( ) RMB3,697
($587); ( ) RMB975 ($155)
RMB2,689 ($427).

2010 2011

In 2008, 2009 2010 In 2009 2010, RMB3,501 RMB4,377 2011. B 2010, A In 2010 2011, RMB714 RMB12,258 ($1,948)

G In C R O R F L I ( ), F

Investing Activities

N 2011 RMB1,287 ($204), RMB1,210 ($192) RMB260 ($41), RMB214 ($34). P 2011.

N 2010 RMB1,833 , RMB910

RMB773 RMB236 P 2010.

N 2009 RMB1,360 RMB829 RMB535 RMB70 RMB79 P 2009.

Financing Activities

A A A

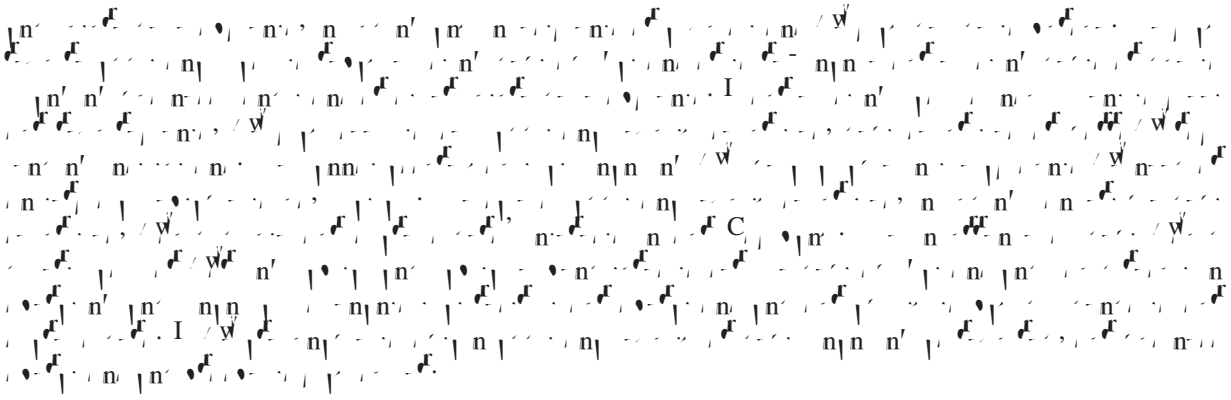
:

	A l 31,			
	200	2010	2011	
				$
		(l	)	
A				
In	6,272	8,678	9,656	1,535
	6,265	8,260	13,614	2,163
R	3,283	6,397	7,089	1,126
P	755	1,577	1,481	235
C	3,439	18,758	16,002	2,542
	20,014	**43, 0**	**4 , 42**	**, 01**
	10,632	17,203	19,314	3,069
L	8,553	8,107	6,049	961
In	283	757	1,289	205
	1 ,4	**2 ,0**	**2 , 52**	**4,235**
	54	**1 , 03**	**21,1 0**	**3,3**

O n RMB17,603 D 31, 2010 RMB21,190 n ($3,366 n) D 31, 2011, O

O n RMB546 D 31, 2009 RMB17,603 n 2010, E n CIFA w A n H

O n w n 12 n w n n O



A D 31, 2011, RMB6,049 ($961).

:

	A l 31,			
	200	2010	2011	
				$
		(l)		
	2,530	23	309	49
	3,726	4,211	4,490	713
C	2,297	3,873	1,250	199
▲	**,553**	**,10**	**,04**	**1**
	4,515	5,534	2,036	323
	2,313	4,938	5,210	828
	1,090	1,091	1,093	174
L : C	(2,297)	(3,873)	(1,250)	(199)
▲	**5, 21**	**, 0**	**,0**	**1,12**

A D 31, 2011, RMB1,197 ($190) RMB RMB230 ($37) RMB964 ($153), D O M I In 2009, 2010, 2011

In 2009, 2010 2011, RMB29.3 , RMB65.1 RMB116.1 ($18.4). A D 31, 2011, RMB68,030 28

RMB11,266

Inventory Analysis

:

	As of December 31,			
	2009	2010	2011	
	RMB	RMB	RMB	$
		(In millions)		
Raw materials	3,055	3,706	4,762	757
Work in progress	1,620	2,122	1,691	269
Finished goods	1,597	2,850	3,203	509
Total	**6,272**	**8,678**	**9,656**	**1,535**

38.4% RMB6,272 D 31, 2009 RMB8,678 D 31, 2010 11.3% RMB9,656 ($1,535) D 31, 2011.

A D 31, 2009 2010 2011, 31.3%, 19.9% 20.2%

:

	As of December 31,		
	2009	2010	2011
Inventory turnover days (Note)	135	122	107

Note: 365

O n n 135 n D 31, 2009 122
n D 31, 2010 n 107 n
D 31, 2011,

I n n w N
n n n n n n n B n w
n n w w n n w n n n
w n . H w , n n n n n
n n , w w n
.

Trade Receivables Analysis

w n :

	A l 31,			
	200	2010	2011	
		(l	)	$
	5,401	7,504	12,096	1,922
L : w n	(340)	(557)	(533)	(85)
	5,0 1	**, 4**	**11,5 3**	**1, 3**
A n	(229)	(585)	(912)	(145)
A n w n n	4,832	6,362	10,651	1,692

O n F n D 31, 2009 n
2010 n 2011, n n n n n n F n
n 47.0%, 49.4% n 49.1%

A n n , w n w w
n n C n n n n
n , n , w w n n
5% 10% n n n n , w n
C w n n n n w n n
w w n n n n n
36 n A D 31, 2009 n 2010 n 2011,
n RMB229 n, RMB585 n n RMB912 n ($145 n),
.

O n 37.3% RMB5,061 n D 31, 2009 . RMB6,947 n D 31, 2010 n 66.4% . RMB11,563 n ($1,837 n) D 31, 2011, n n n .

n w n :

	l 31,		
	200	2010	2011
n (N)	82	73	77

: w c c , c c 365 c . A w c c c w c o c c c c c w c c c c c c c c c .

O n 82 n D 31, 2009 . 73 n D 31, 2010 n n n n n n n n n . O n 77 n n D 31, 2011, w n n n n n n n n n

[illegible] G[illegible] A[illegible] P[illegible] E[illegible]

D[illegible] D[illegible] 31, 2011 [illegible]:

	A[illegible] 1[illegible] 31,			
	200[illegible]	2010	2011	2011
	[illegible]	[illegible]	[illegible]	$
		(1	)	
B[illegible] J[illegible] 1	(255)	(340)	(557)	(88)
I[illegible]	(87)	(258)	3	
[illegible]	2	41	21	3
▲▲ ▲ 1 31	**(340)**	**(55)**	**(533)**	**(5)**

[illegible] 2009 [illegible] 2010 [illegible]. In 2010, [illegible]. In 2011, [illegible].

Receivables under Finance Lease Analysis

[illegible]:

	A[illegible] 1[illegible] 31,			
	200[illegible]	2010	2011	2011
	[illegible]	[illegible]	[illegible]	$
		(1	)	
G[illegible]	9,190	17,841	22,135	3,517
[illegible]	(847)	(1,669)	(2,126)	(338)
	8,343	16,172	20,009	3,179
L[illegible]:			(140)	(22)
L[illegible]:	(5,060)	(9,775)	(12,780)	(2,031)
A[illegible]	3,283	6,397	7,089	1,126

O A D 31, 2011, w 8.0%. w :

	A 1 31,			
	200	2010	2011	2011
	-	-	-	$
n 1	3,761	7,338	8,163	1,297
O 1 n 2	2,917	6,168	6,971	1,108
O 2 n 3	1,961	3,331	4,496	714
O 3	551	1,004	2,505	398
▲	**,1 0**	**1 , 41**	**22,135**	**3,51**

n 2009, 2010 n 2011,
2009, 2010 n 2011, n n n

Trade Payables Analysis

	A	l	31,	
	200	2010	2011	2011
				$
		(l	)	
	4,369	6,841	7,136	1,134
B	3,843	5,441	4,967	789
	,212	**12,2 2**	**12,103**	**1, 23**

30 120 2009, 2010 2011.

56.6% RMB4,369 31, 2009 RMB6,841 31, 2010, 4.3% RMB7,136 ($1,134) 31, 2011.

41.6% RMB3,843 31, 2009 RMB5,441 31, 2010, 8.7% RMB4,967 ($789) 31, 2011. 2009 2010

	l	31,	
200	2010	2011	
(N)	153	167	142

365 2009, 2010 2011.

153 31, 2009 167 31, 2010, 142 31, 2011

	A l 31,			
	200	2010	2011	2011
				$
		(l)		
D w n 1 n n	1,901	4,640	4,974	790
D 1 n w n 3 n	2,105	3,567	3,938	626
D 3 n w n 6 n	2,238	3,067	2,496	397
D n 6 n	1,968	1,008	695	110
	,212	**12,2 2**	**12,103**	**1, 23**

O n n n , w I n w n n n

	A	l	31,	
200	2010	2011	2011	
		(l	)	$
A	29	27	99	16
A		12	13	2

Credit Risk

I 1 3 10% 30%

[illegible]

[illegible]

[illegible] As of December 31, 2009, 2010 and 2011, 1.9%, 1.6% and 1.9% [illegible] 7.3%, 2.0% and 5.7% [illegible]

Liquidity Risk

[illegible]

[illegible]

	As of December 31, 2009					
	As reported	Pro forma adjustments	Pro forma	Less than 1 year	1 to 3 years	3 to 5 years	More than 5 years
Long-term debt, including current portion	14,174	15,158	9,015	3,458	1,491	1,194
Operating lease obligations	10,632	10,632	10,632			
Other long-term liabilities reflected on the registrant's balance sheet under GAAP	684	684		159	525	
	25,490	26,474	19,647	3,617	2,016	1,194
Financial guarantees of Medtronic, Inc.		3,369	3,369			

	As of December 31, 2010					
	As reported	Pro forma adjustments	Pro forma	Less than 1 year	1 to 3 years	3 to 5 years	More than 5 years
Long-term debt, including current portion	15,797	16,878	8,650	2,520	4,590	1,118
Operating lease obligations	17,203	17,203	17,203			
Other long-term liabilities reflected on the registrant's balance sheet under GAAP	1,379	1,379		387	992	
	34,379	35,460	25,853	2,907	5,582	1,118
Financial guarantees of Medtronic, Inc.		7,284	7,284			

	As of December 31, 2011					
	As reported	Pro forma adjustments	Pro forma	Less than 1 year	1 to 3 years	3 to 5 years	More than 5 years
Long-term debt, including current portion	13,138	13,989	6,487	5,226	2,276	
Operating lease obligations	19,314	19,314	19,314			
Other long-term liabilities reflected on the registrant's balance sheet under GAAP	1,789	1,829		710	1,119	
	34,241	35,132	25,801	5,936	3,395	
Financial guarantees of Medtronic, Inc.		10,726	10,726			

Interest Rate Risk

O C :

	As of December 31,						
	2009		2010		2011		
	%		%		%		
			(in thousands, except percentages)				
L	3.8	(4,280)	3.3	(1,234)	4.8	(1,090)	(173)
L	5.7	(3,320)	6.7	(1,091)	6.1	(1,314)	(209)
		(7,600)		(2,325)		(2,404)	(382)
P	0.4	989	0.4	1,762	0.5	1,742	277
B	0.4	3,439	0.3	18,756	1.0	16,000	2,542
R	8.0	8,343	7.8	16,172	8.0	19,869	3,157
	3.5	(4,273)	3.4	(6,873)	4.2	(4,959)	(788)
L	4.8	(2,301)	3.6	(6,599)	3.9	(5,776)	(918)
		6,197		23,218		26,876	4,270
		(1,403)		20,893		24,472	3,888

A D 31, 2009, 2010 2011, 100 2009 RMB44 n, / 2010 RMB195 n, / RMB215 n ($34 n).

Currency Risk

E H K D 2009, 2010 2011, J

[illegible] 5% RMB [illegible] 5% [illegible] A [illegible] RMB [illegible] F 5% RMB [illegible]

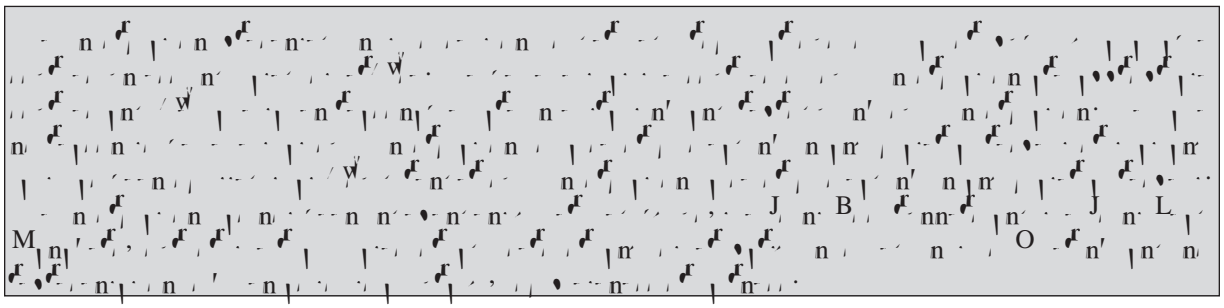
	1 31,						
	200		2010		2011		
	%		%		%		$
			(1 ,)				
D	5%	(58)	5%	(88)	5%	(254)	40
	(5%)	58	(5%)	88	(5%)	254	(40)
E	5%	(10)	5%	(29)	5%	(11)	(2)
	(5%)	10	(5%)	29	(5%)	11	2
J n	5%	(28)	5%	(61)	5%	(7)	(1)
	(5%)	28	(5%)	61	(5%)	7	1
HK D			5%	225	5%	(1)	0
			(5%)	(225)	(5%)	1	0

Inflation Risk

In 2009 n 2010, C P I n C 0.7% n 3.3% , w n 2011 C P I n 5.4%, n PRC N B w

A

D 31, 2011.



A A

C

A I C ,
61.3% 2009.
50 A I C ,
50
CAGR, 9% 2004 2009. H ,
2008, 2009.
N ,

A CCMA, J E C 2010 :

			($)
1	C I		27,767
2	K L	J	19,870
3	H C M C., L.	J	8,768
4	OL O CE		8,082
5	L G	G	6,298
6			5,243
7	CMG	C	5,187
8		C	5,012
9	AN G	C	4,993
10	ERE C		4,418

CC A

(1) A

F , C

A' A

Overview of China's Economy

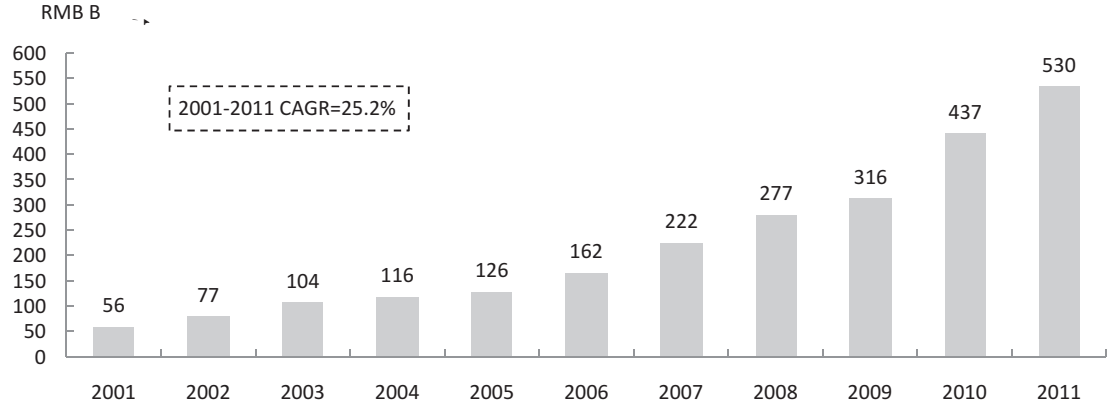
C A I M F, IMF, C GDP CAGR 10.7% 2001 2010. D , C GDP B , R , I C , BRIC , GDP BRIC , :

	2001	2002	2003	2004	2005	200	200	200	200	2010	2001-2010 A
C	8.3%	9.1%	10.0%	10.1%	11.3%	12.7%	14.2%	9.6%	9.2%	10.3%	10.7%
I	3.9	4.6	6.9	7.6	9.0	9.5	10.0	6.2	6.8	10.1	7.8%
R	5.1	4.7	7.3	7.2	6.4	8.2	8.5	5.2	(7.8)	4.0	4.7%
B	1.3	2.7	1.1	5.7	3.2	4.0	6.1	5.2	(0.6)	7.5	3.8%
	1.1	1.8	2.5	3.5	3.1	2.7	1.9	(0.3)	(3.5)	3.0	1.6%
F	1.8	0.9	0.9	2.3	1.9	2.7	2.2	(0.2)	(2.6)	1.4	1.0%
J	0.2	0.3	1.4	2.7	1.9	2.0	2.4	(1.2)	(6.3)	4.0	0.8%
G	1.6	0.0	(0.4)	0.7	0.8	3.9	3.4	0.8	(5.1)	3.6	0.8%
	2.3%	**2. %**	**3. %**	**4. %**	**4. %**	**5.3%**	**5.4%**	**2. %**	**-0. %**	**5.1%**	**3. %**

:

C n n n GDP w n
I n GDP, C n w n n n
w n 2010. I n 2010, C n GDP $5,878.3 n J n GDP $5,458.9
n A n IMF, C n w n w ,
n n

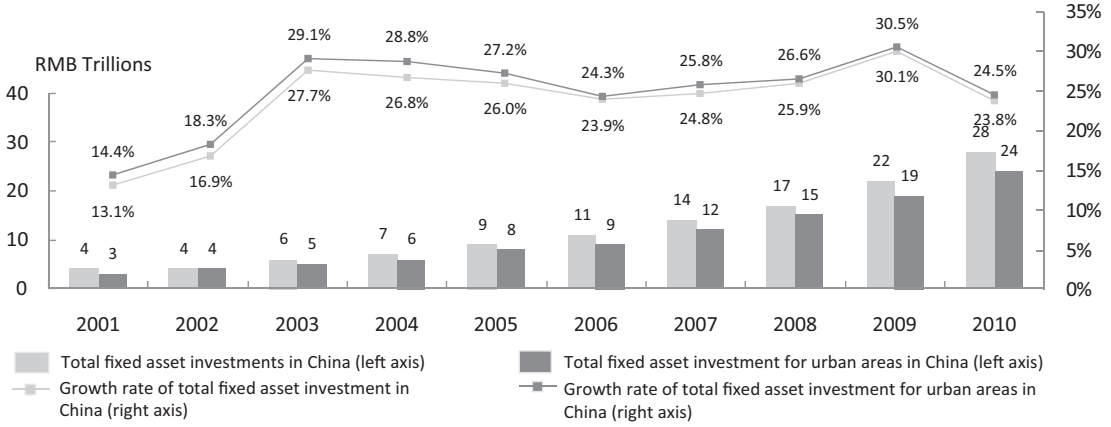
D w n n n n , C n n n n n n
n n w n n C n
n w . A n CCMA, n n n n n
C n n n n RMB56 n n 2001
RMB530 n n 2011, n n CAGR 25.2%. w n w w
n n n n n C n n :



: CC A

Fixed Asset Investments and Urbanization Contribute to the Growth of the Construction Machinery Industry in China

F n n C , n w . A n' N . n B C n , n n C n n RMB3.7 n 2001 . RMB27.8 n 2010, n n' CAGR 25.1%, w n C n n RMB3.0 n 2001 RMB24.1 n 2010, n n' CAGR 26.1%. C n w n n n w , n n n' n n n C n w n' w n n n n n n n n n n n n C n n :



: B C

M n w , n n C n n' n' n , w n n n w n n n n C n . A n' N n , n C n 35.8% n 2000 . 47.0% n 2010. H w , n C n , n w n n n , w n n C n , n n w n n n n C n n n n n C n .

Increasing Demand for Export of Construction Machinery Made in China

E n n C n n n C n n n n n n n n n n n n

A [illegible] C [illegible] 2009. H [illegible], [illegible] 2009 2011.

[illegible] C [illegible] E [illegible] E [illegible], R [illegible] L [illegible] A [illegible], A [illegible], I [illegible], M [illegible] E [illegible] A M [illegible], I [illegible], M [illegible] E [illegible] A [illegible] C [illegible].

Favorable Government Policies

[illegible] 2006, [illegible] C [illegible], [illegible] PRC [illegible] C [illegible] 2008 O [illegible] B [illegible], 2010 E [illegible], 2010 A [illegible] G [illegible] G [illegible], G [illegible] P [illegible].

PRC [illegible]. F [illegible].

I [illegible], PRC [illegible] E [illegible] M [illegible] I [illegible] 2009. P [illegible] A [illegible] P [illegible] P [illegible] PRC [illegible]. F [illegible].

In 2004, PRC [illegible] 124 C[illegible] 300 [illegible]

C[illegible] In [illegible] A[illegible] [illegible] In [illegible] [illegible] In [illegible] C[illegible]

Concrete Machinery Sector

C[illegible]

M[illegible] E[illegible], N[illegible] A[illegible] O[illegible] BRIC[illegible] A[illegible] G[illegible], P[illegible] H[illegible] G[illegible] H[illegible] G[illegible]

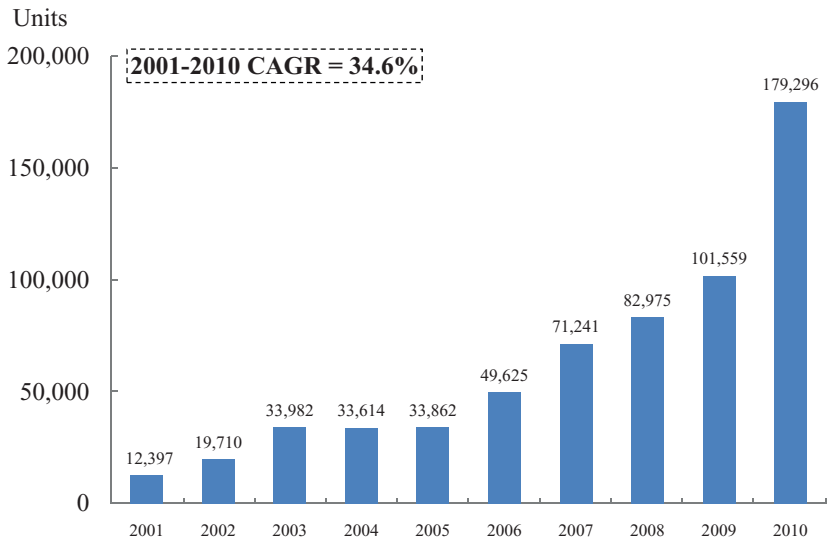
C[illegible] A[illegible] L[illegible] M[illegible] A[illegible] I[illegible] C[illegible], L[illegible], L[illegible] 90% C[illegible] C[illegible] C[illegible] C[illegible]

n n n

A n' C n C n M n I n B n B n' H n' I n C n' C n L , w n n , CAGR 18.1% 2001 2010.

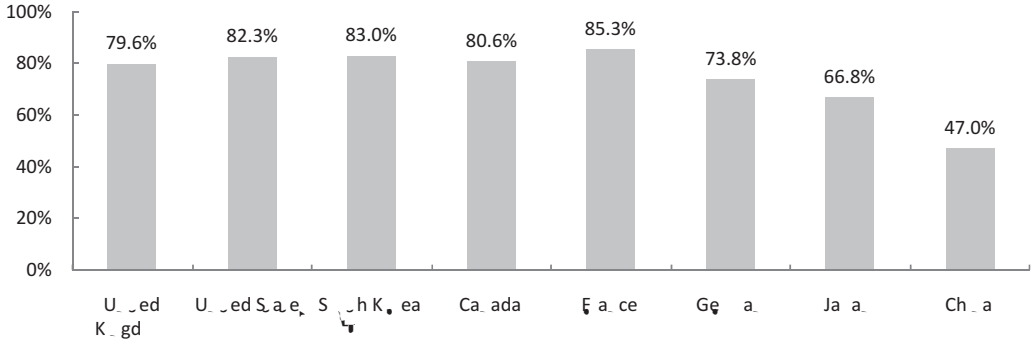
w n C n C n M n I n B . H w , w n n 2008 n n n w n n n w n n n , w n n n

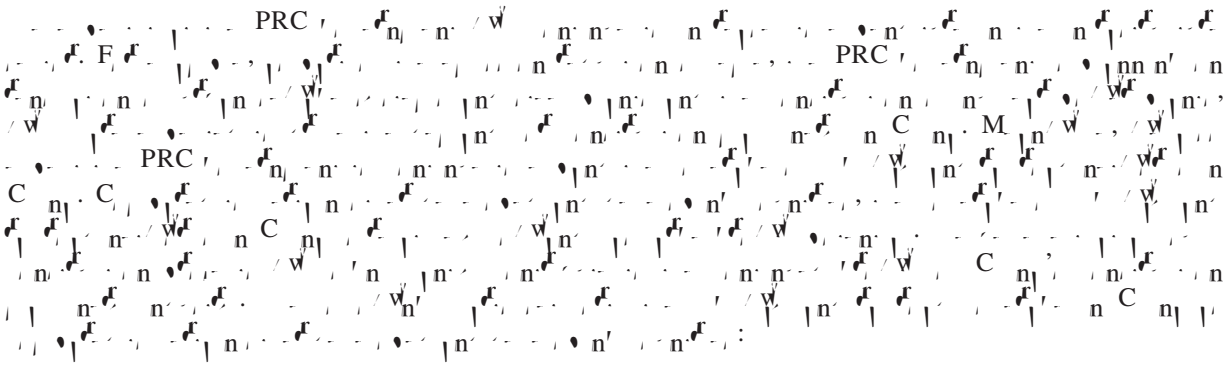
O n w n . A n CCMA, 2001 2010, n C n n CAGR 34.6%. w n n C n n :



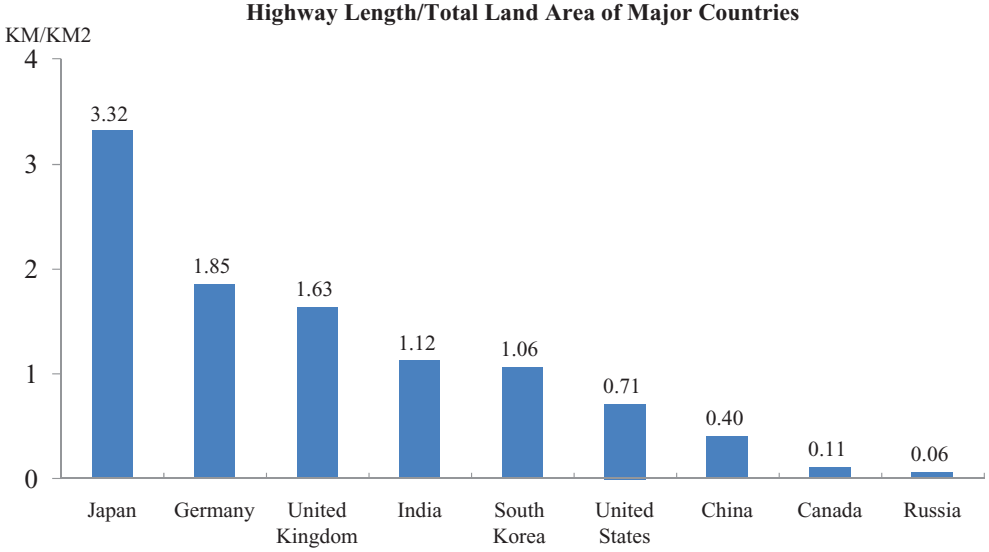
: CC A

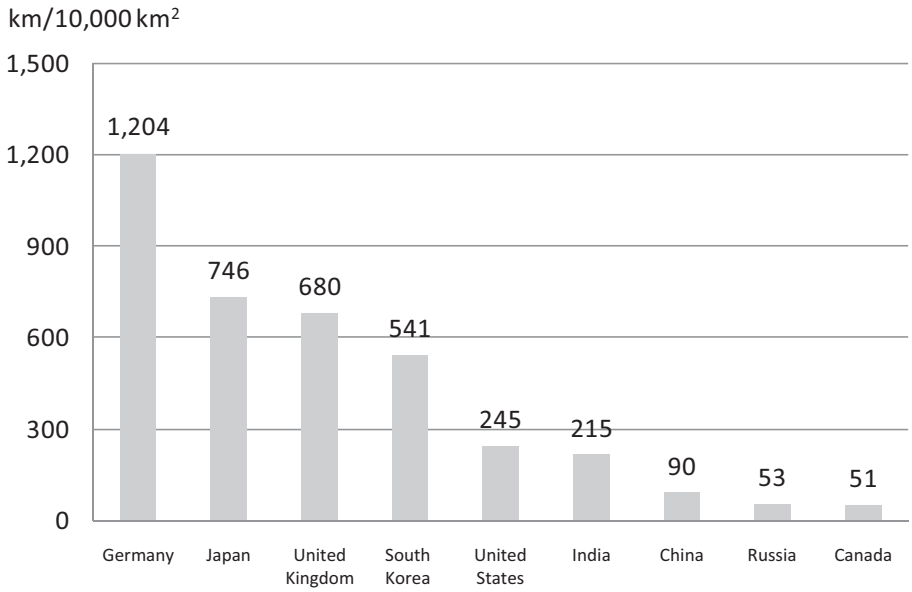
C n , w C n , n n n w n n n


100%
80%
60%
40%
20%
0%
79.6%
82.3%
83.0%
80.6%
85.3%
73.8%
66.8%
47.0%
United Kingdom
United States
South Korea
Canada
France
Germany
Japan
China



Highway Length/Total Land Area of Major Countries





2011. 2010. 2009.

PRC 20

C

C

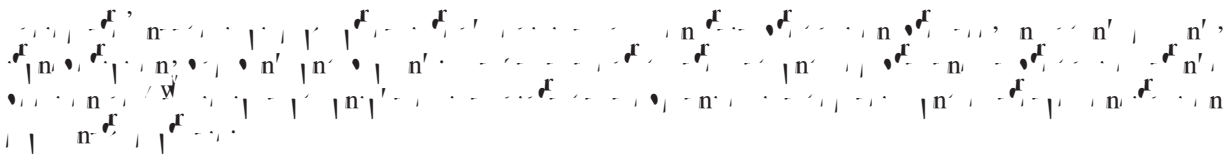
C

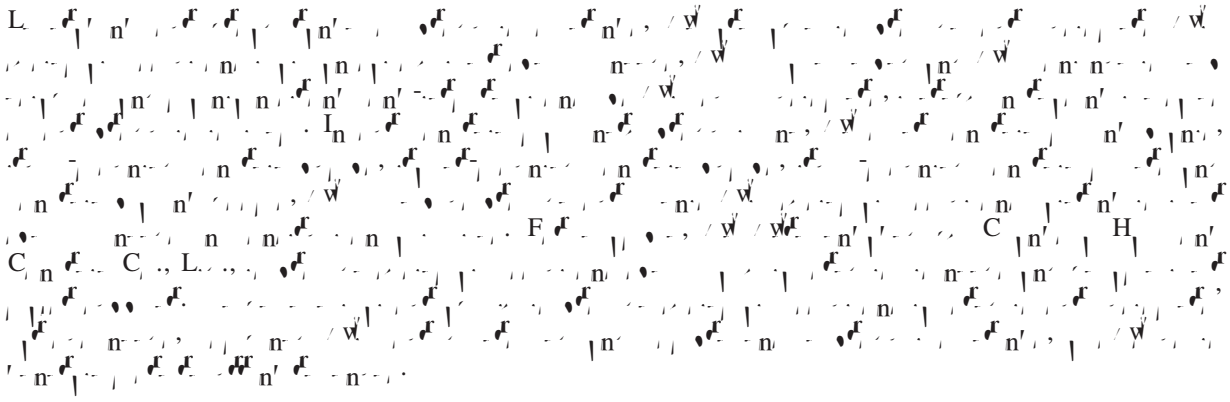
C

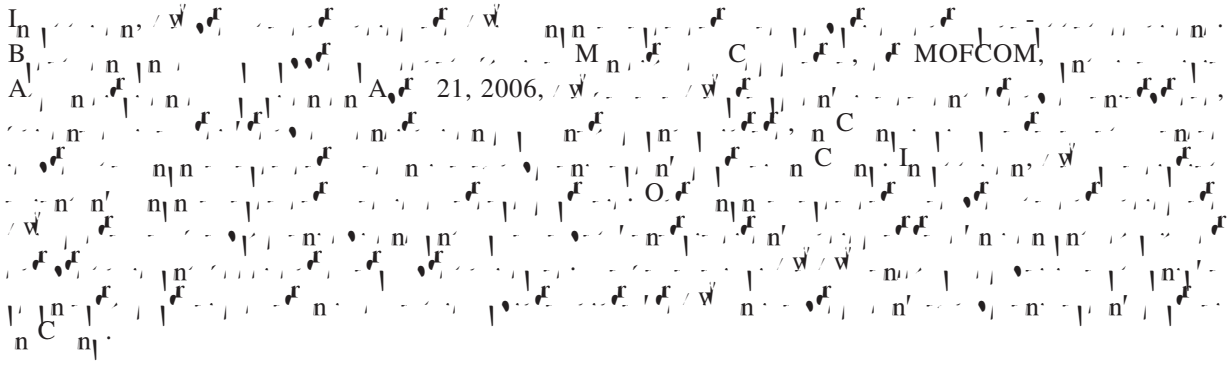
I

C

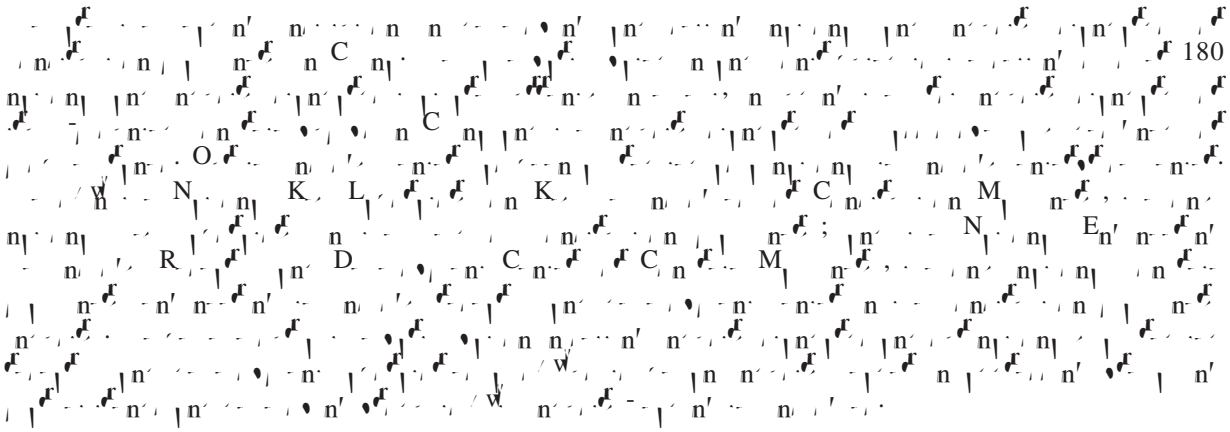
C

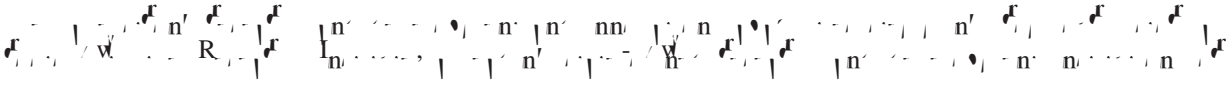


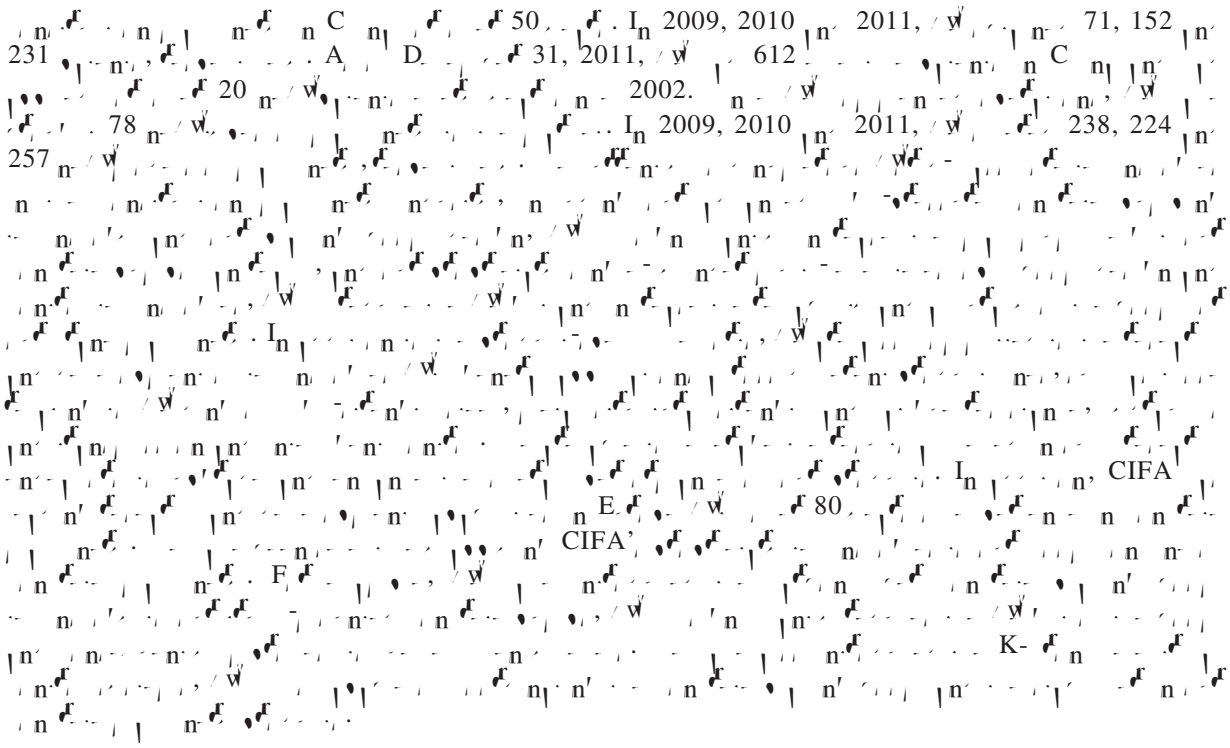


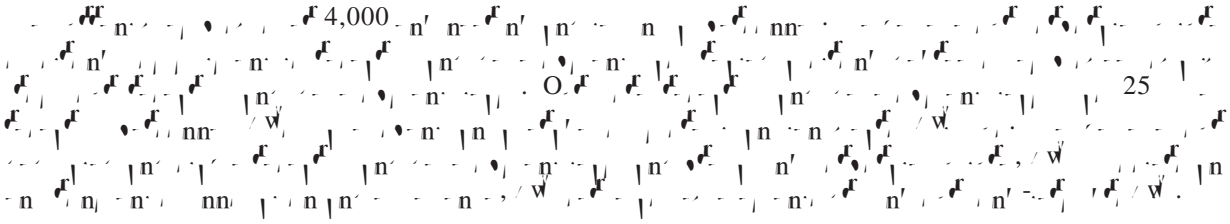


Leading Developer and Setter of Industry Standards in China with Innovation Capabilities

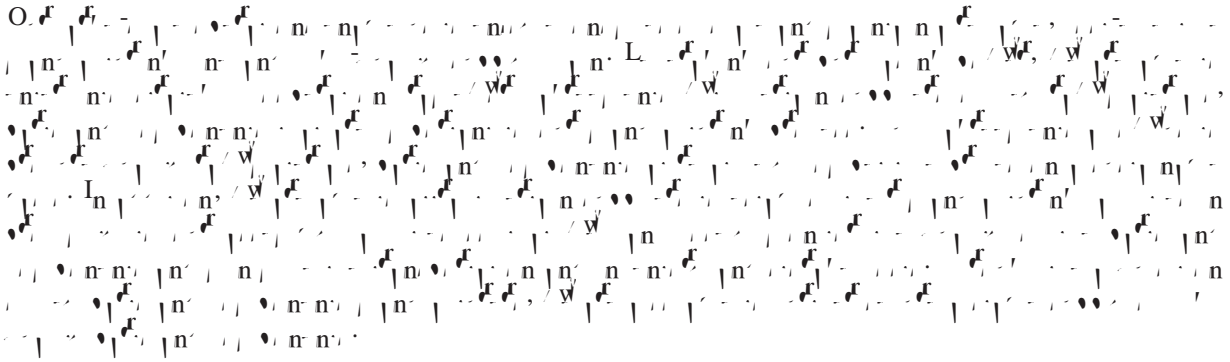


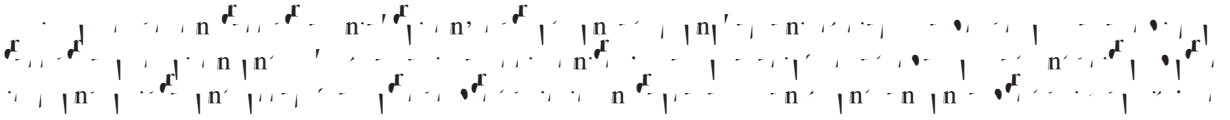


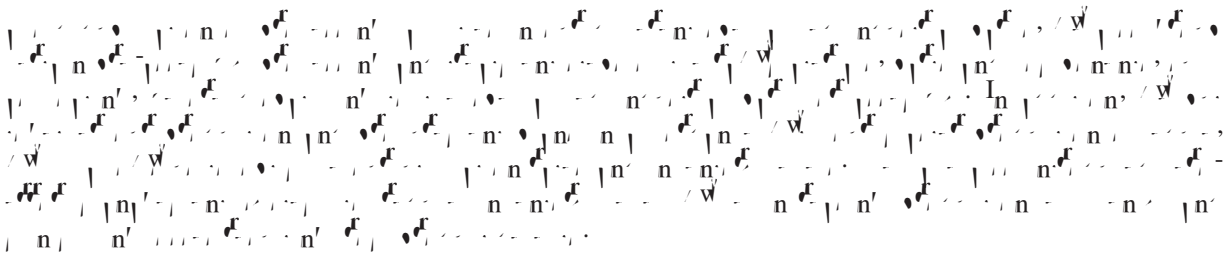


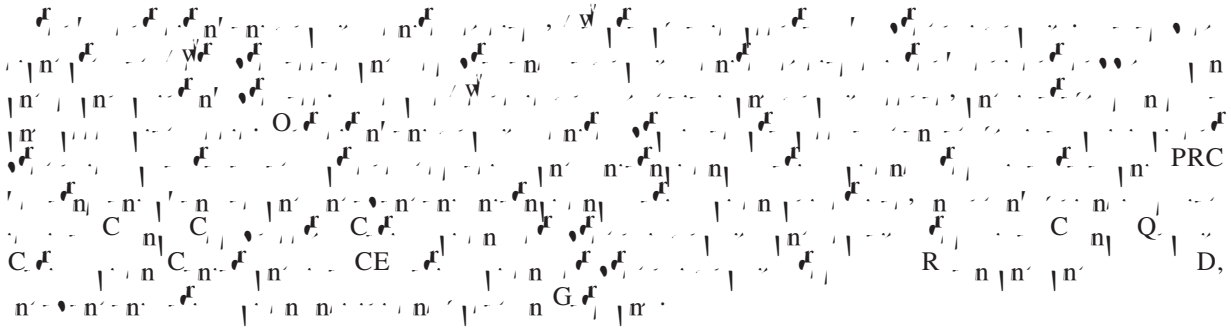


Highly Competitive Cost Structure and Product Quality Control System

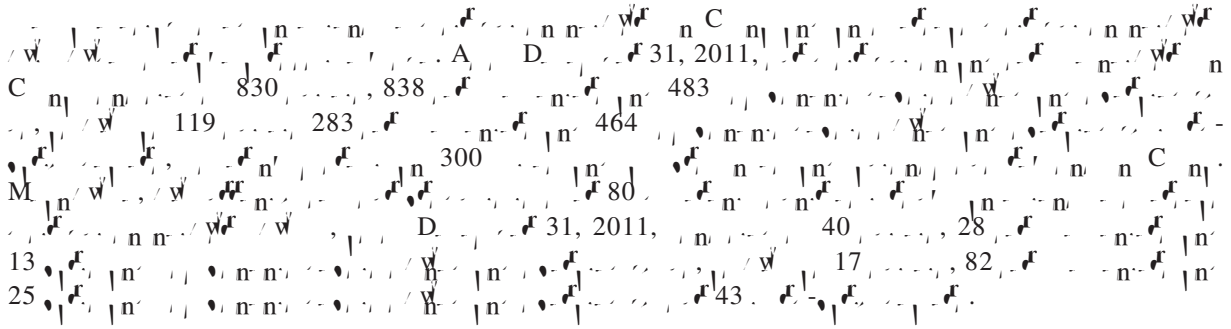


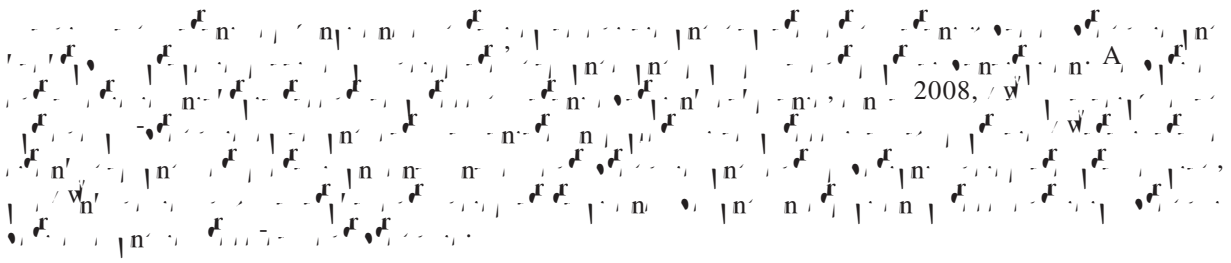


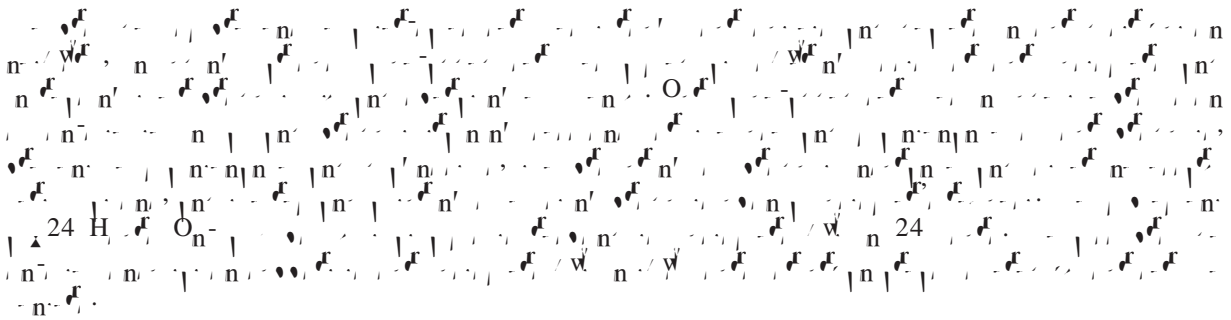




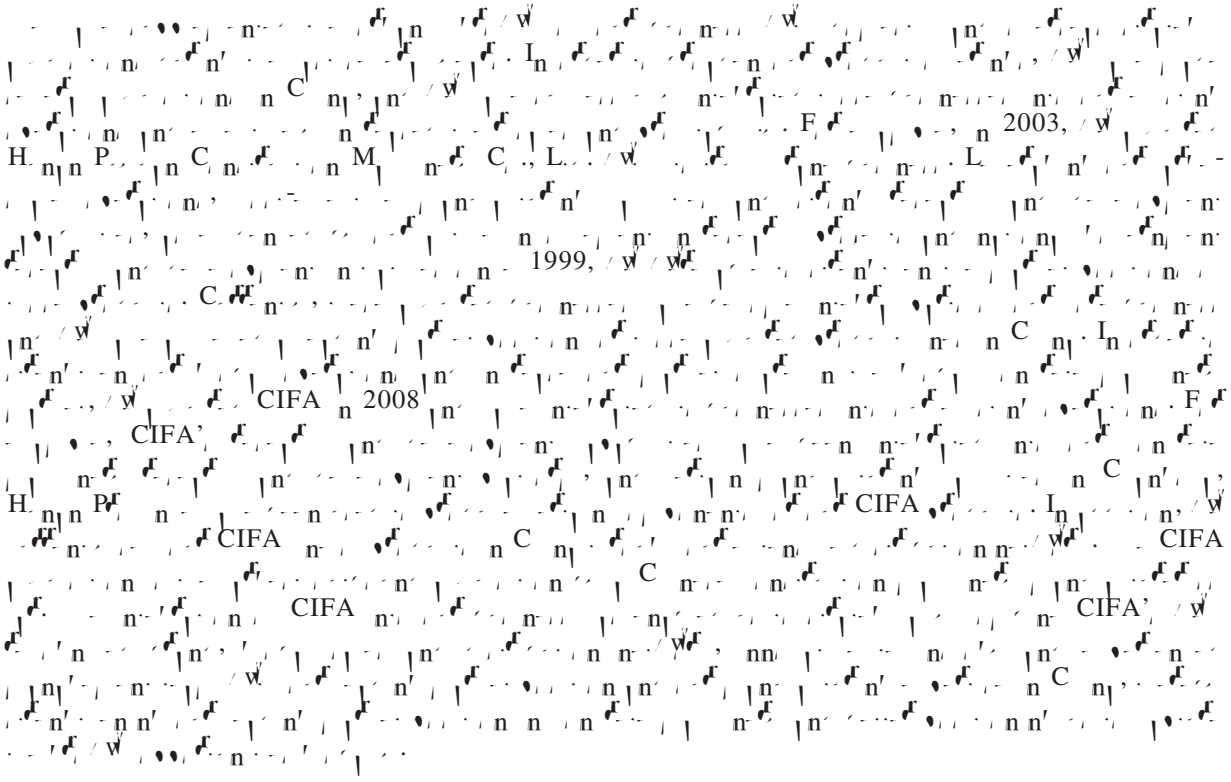
Extensive and Effective Distribution and Service Network Providing Value-added Services

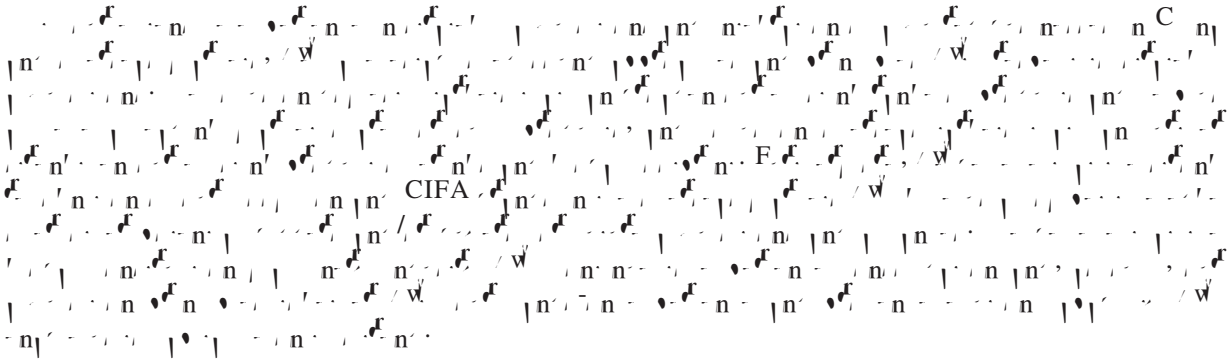






Proven Ability to Acquire and Integrate Strategic Targets to Augment Our Growth



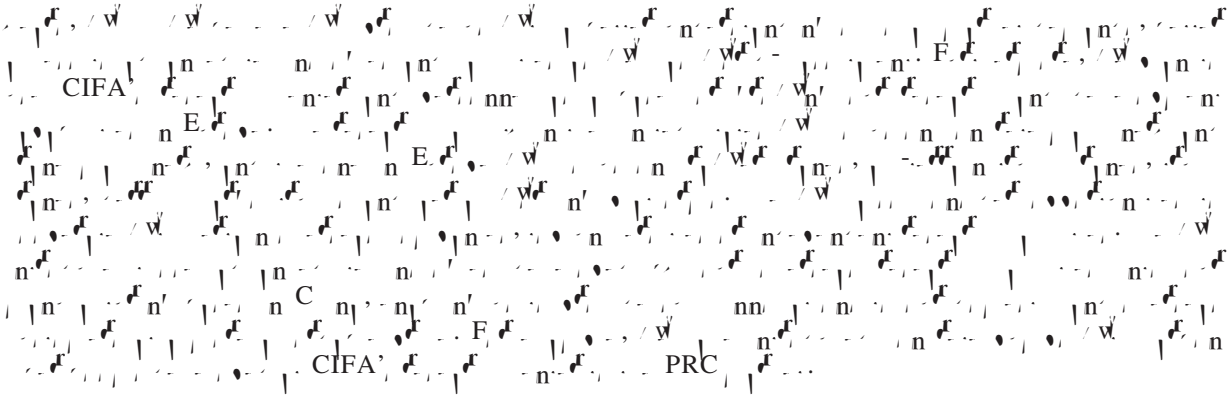


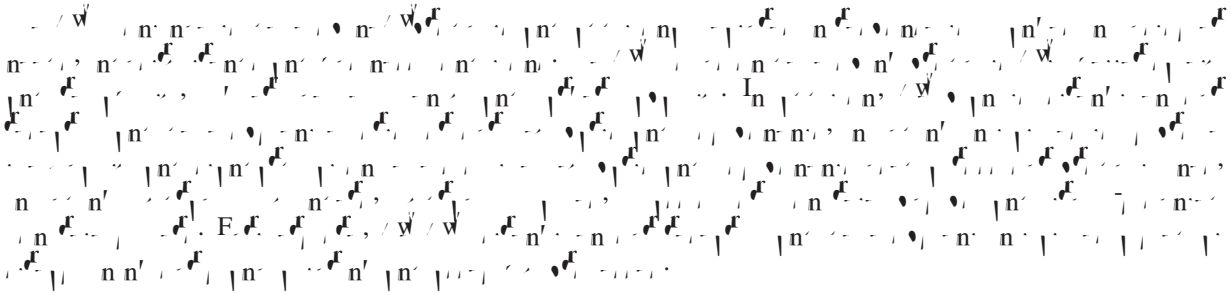
Experienced Management Team with Proven Track Record and Strong Corporate Governance

B G A w , n C n C n B n A n n F n , n n n n C n . I n 2005, 2006 n 2009, B D G n R n A w , n w n n n D n B , C n n n n

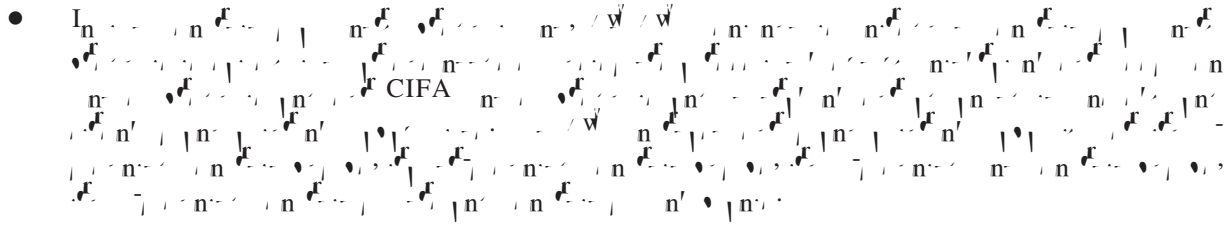
Strategically Expand Our Global Presence in Diverse Overseas Markets

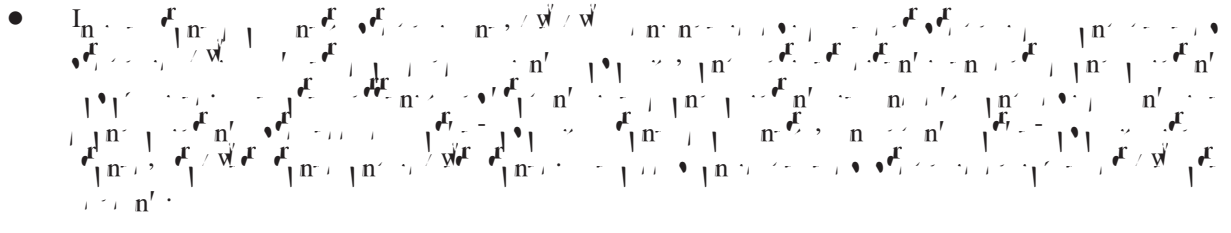
Enhance Our Global Research and Development Platform and Efforts

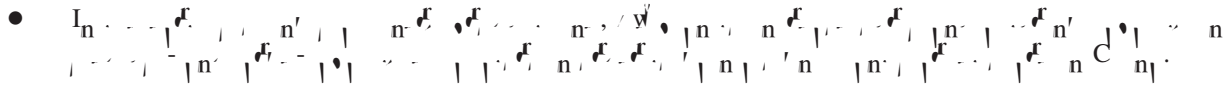




Continue to Broaden Our Product Offerings and Strengthen Our Manufacturing Capabilities

- 

- 

- 

-

Prudently Manage the Expansion of Our Finance Lease Services

78

800

80

13

200

74.5%, 78.2%

79.5%

2009, 2010 n 2011,

	200		2010		2011		
		%		%		$	%
		(l	,			)	
C n	7,157	34.5	14,085	43.8	21,212	3,370	45.8
G	8,298	40.0	11,077	34.4	15,618	2,481	33.7
E	1,230	5.9	1,874	5.8	2,978	473	6.4
R	787	3.8	1,246	3.9	1,737	276	3.7
E	445	2.1	772	2.4	1,048	167	2.3
M	873	4.2	422	1.3	504	80	1.1
O	1,575	7.6	1,674	5.2	1,643	261	3.5
	20,3 5	**.1**	**31,150**	**.**	**44, 40**	**,10**	**.5**

CIFA, 2008.

CIFA

- 31 15 CIFA
- 22 80
- 60 200
- 7 12 MP

CIFA

- 14 CIFA
- 7 48 MP
- 16 45
- 200

CIFA

-
- C
- 51
- M 45 300
-
- 23
- C 6 15

- O
- F
- C
  40 100
- M
  10 22 MP

- D
-
- M
  40
  80
- M
  6
  12.5 MP

[illegible]

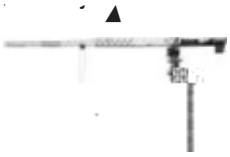
[illegible]

[illegible]

- [illegible]
- 47 [illegible]
- M [illegible] 12 [illegible] 220 [illegible]
- M [illegible] 35.8 [illegible] 95.8 [illegible]
- M [illegible] 465.5 [illegible] 7,350 KN- [illegible]

K [illegible]:

- C [illegible]
- [illegible]
- M [illegible] 180 [illegible] 500 [illegible]
- M [illegible] 88.5 [illegible] 150 [illegible]
- M [illegible] 6,480 [illegible] 17,000 KN- [illegible]



- C
- 18 50 3,200
- A
- I
- 34
- M 50 80
- M 804 5,316 KN-
- A
- C C
- R 1000 2000
- R 36 100

E

- 30

- 1.2 3.6

- H 0.7 9.5

- 18

- 2.5 3.5

- 14 24

- C

C E G R C

- C

- 60
250
- 45
- E
-

R C D M

K D

-
- H 2.8 4.5 .

-
- 701.5 946 N- .

- F 16 .
- 21 .

-
- F

- F
- 12
- M 2.8 98
-
-
- F
- M 80

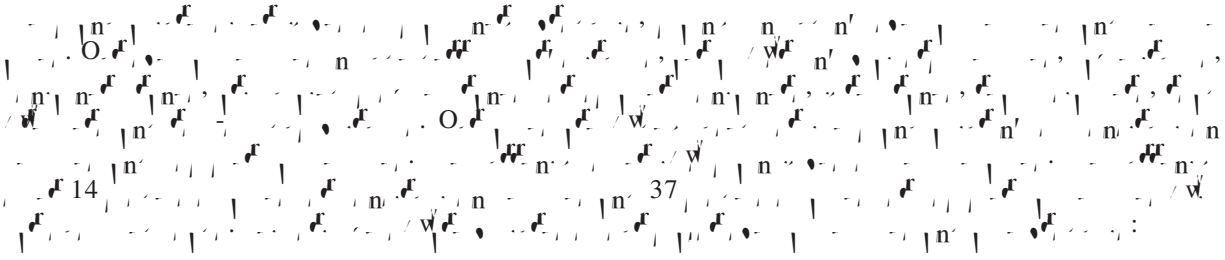
Earth Working Machinery

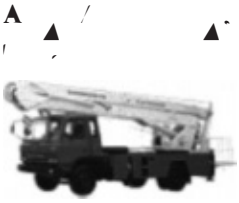
E
O 10
:

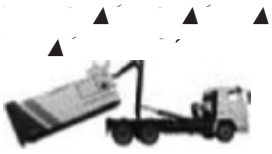
-
- E 71.4 3,448 N-

- 3.2
6.5

Material Handling Machinery and Systems







Item 2. Properties

Manufacturing Facilities and Production Capacity

As of December 31, 2012, we had 12 manufacturing facilities, including 2 joint ventures. In addition, we have announced the closure of 1 manufacturing facility in 2012. In aggregate, our manufacturing facilities had an annual production capacity of approximately 1,730,000 square meters as of December 31, 2012. The following table provides information regarding our manufacturing facilities:

Location	Ownership	Year Established	Annual Capacity (m²)	Primary Use
Guangdong Province, China	Guangdong Hongtu Photomask Co., Ltd.	August 2008	220,804	Semiconductor photomasks
Langfang, Hebei Province, China	Compugraphics Photomask (Langfang) Co., Ltd.	August 2005	363,061	Compugraphics photomasks, flat panel display photomasks
Hefei, Anhui Province, China	Hefei Xinhui Photomask Co., Ltd.	June 2002[1]	126,673	Embedded attenuated PSM photomasks
Qinhuangdao, Hebei Province, China	Compugraphics Photomask (Qinhuangdao) Co., Ltd.	July 1997[2]	175,488	Mainstream photomasks
Miaoli, Taiwan	Dai Nippon Photomask (Miaoli) Co., Ltd.	November 2007	38,840	Reticle manufacturing
Hsinchu, Taiwan	Dai Nippon Photomask (Hsinchu) Co., Ltd.	December 2007	52,213	Compugraphics photomasks
Chungli, Taiwan	Compugraphics Photomask (Chungli) Co., Ltd.	1992	42,790	Embedded attenuated PSM photomasks[3]
Hsinchu, Taiwan	Hsinchu, Taiwan	May 2010	60,049	Reticle manufacturing
Hwaseong, Korea	Hwaseong, Korea	December 2011[4]	160,000	Compugraphics photomasks
Kyoto, Japan	Kyoto, Japan	December 2010[5]	102,941	Embedded attenuated PSM photomasks
Chiba, Japan	Chiba, Japan	January 2004[6]	120,000	Advanced photomasks
Dresden, Germany	Compugraphics Photomask (Dresden) GmbH	March, 2008[7]	22,262	Reticle manufacturing
CIFA Industrial Park	Miaoli, Taiwan	March 2006[8]	290,000	Compugraphics photomasks

(1) Acquired in connection with the acquisition of Compugraphics Photomask (Langfang) Co., Ltd. in January 2008.

(2) Acquired in connection with the acquisition of Compugraphics Photomask (Qinhuangdao) Co., Ltd. in November 2003.

(3) On March 15, 2012, we entered into an agreement to sell 80% of our equity interest in Compugraphics Photomask (Chungli) Co., Ltd. to Hsinchu Precision Electronic Equipment Fund, which is managed by Hsinchu Venture Capital Co., Ltd. Pursuant to the agreement, we will continue to operate the facility for a period of time after the sale. See Note 19, Subsequent Events, to our consolidated financial statements included in this Annual Report on Form 10-K.

(4) Acquired in connection with the acquisition of Compugraphics Photomask (Hwaseong) Co., Ltd. in December 2011.

(5) Purchased in connection with the acquisition of Compugraphics Photomask (Kyoto) Co., Ltd. in December 2010.

(6) Acquired in connection with the acquisition of Compugraphics Photomask (Chiba) Co., Ltd. in January 2004.

(7) Acquired in connection with the acquisition of Compugraphics Photomask (Dresden) GmbH in March 2008.

(8) Acquired in connection with the acquisition of CIFA, which was completed in March 2006.

	December 31,								
	2009			2010			2011		
				(		)			
	2,580	1,812	70%	3,900	3,608	93%	4,888	4,598	94%
	950	947	100%	1,200	1,576	131%	1,500	1,670	111%
	5,760	3,220	56%	8,760	5,911	67%	15,260	7,791	51%
	450	395	88%	1,200	984	82%	1,500	1,375	92%
	6,000	7,804[2]	130%	6,000	10,034	167%	12,120	7,852	65%
	600	182	30%	600	364	61%	900	507	56%
	1,800	1,678	93%	3,500	5,175	148%	13,000	13,795	106%
[3]	1,800	1,433	80%	2,500	2,375	95%	3,600	3,066	85%
	1,000	836	84%	1,500	1,118	75%	2,400	1,809	75%
	1,000	946	95%	1,500	1,673	112%	4,000	3,671	92%
	400	279	70%	480	407	85%	560	468	84%
	385	142	37%	400	265	66%	420	312	74%
	1,000	602	60%	2,700	1,355	50%	2,700	1,897	70%
	800	325	41%	800	567	71%	1,200	760	63%
	60,000	68,871	115%	62,000	61,000	98%	220,000	221,586	101%
	7,000	6,370	91%	150,000	131,020	87%	180,000	133,204	74%

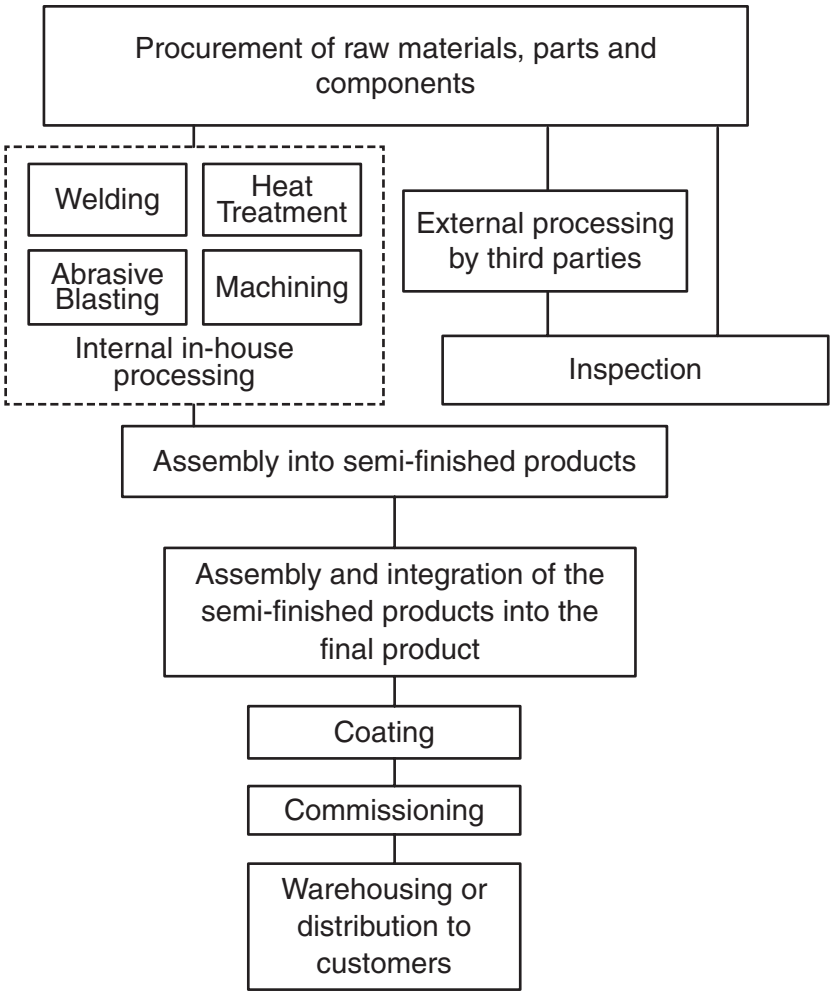
(1)

(2) F

16

(3) O M 15, 2012, 80% E M C
H P E E F R D

Manufacturing Process



E Q C

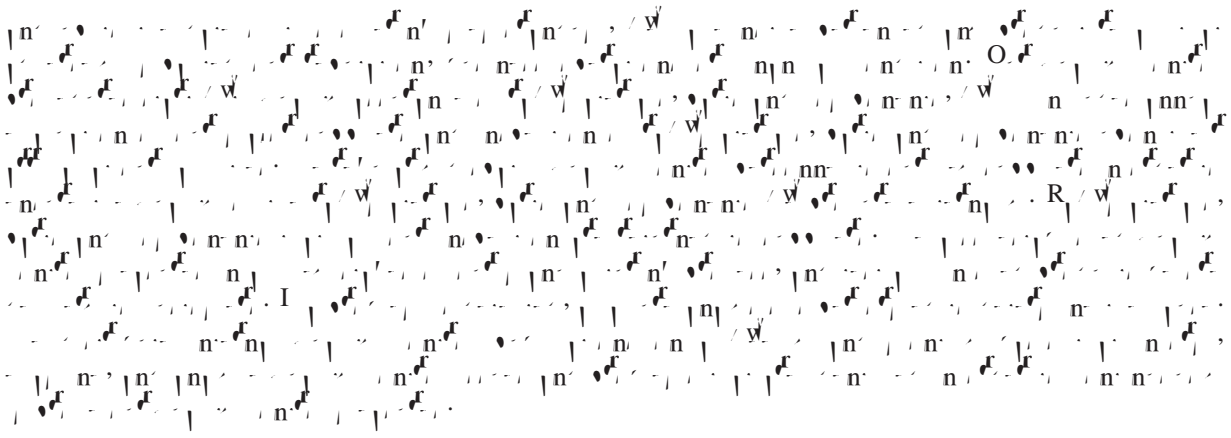
In O

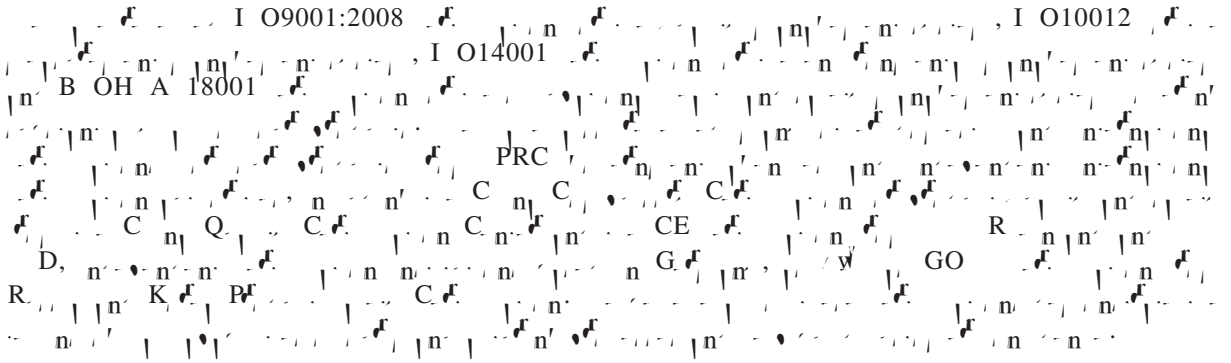
Manufacturing System

MP A MP MP A MP I MP

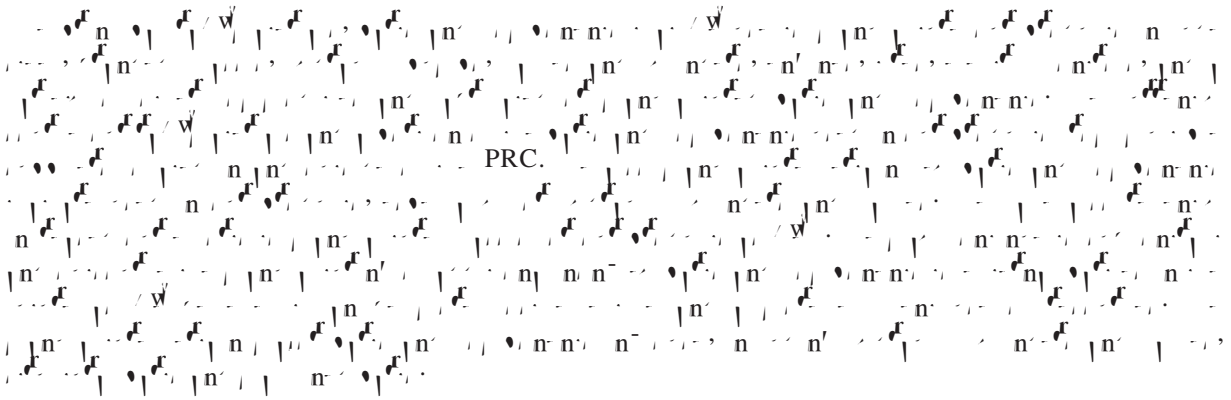
A

O D 2009, 2010 2011

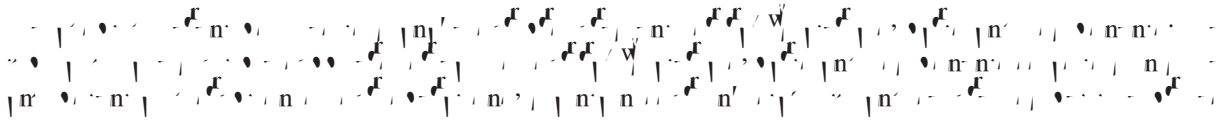


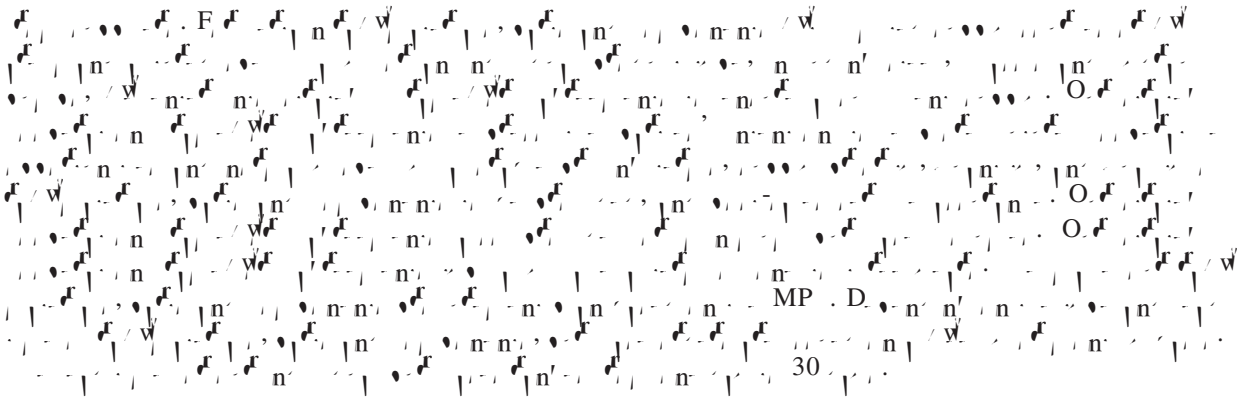


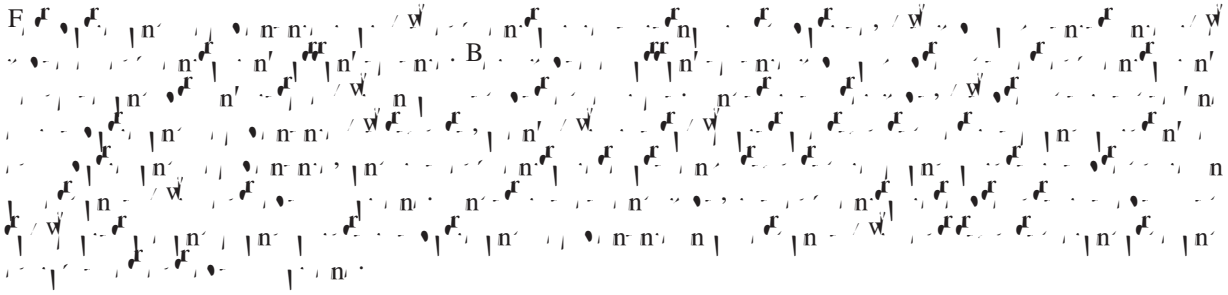
Raw Materials, Parts and Components

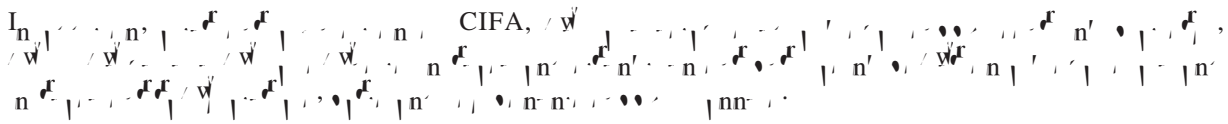


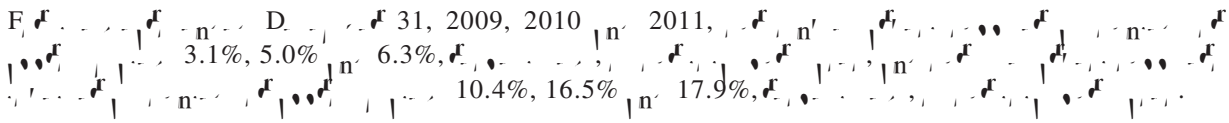
Procurement Control

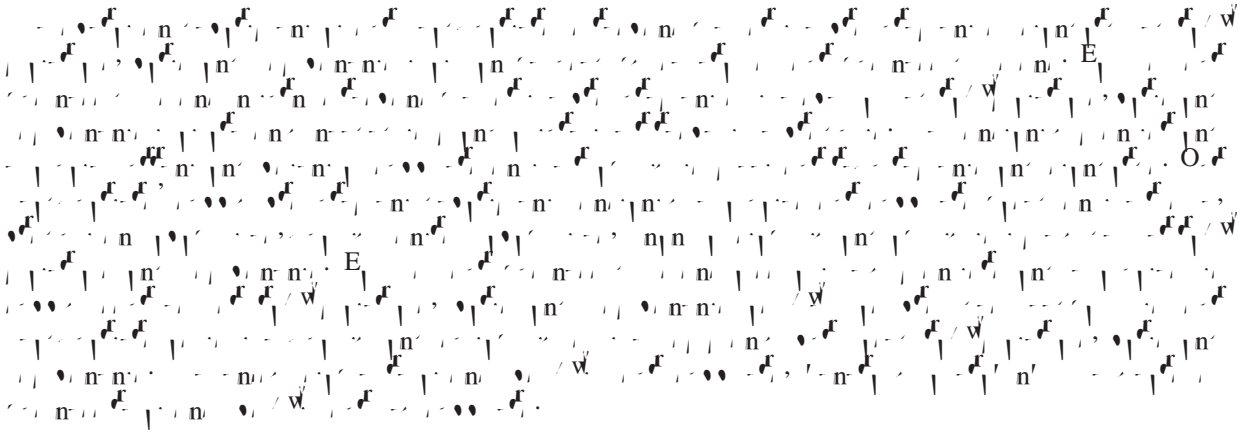




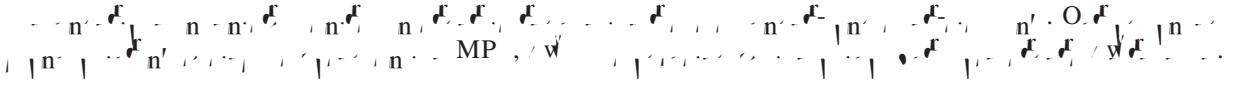


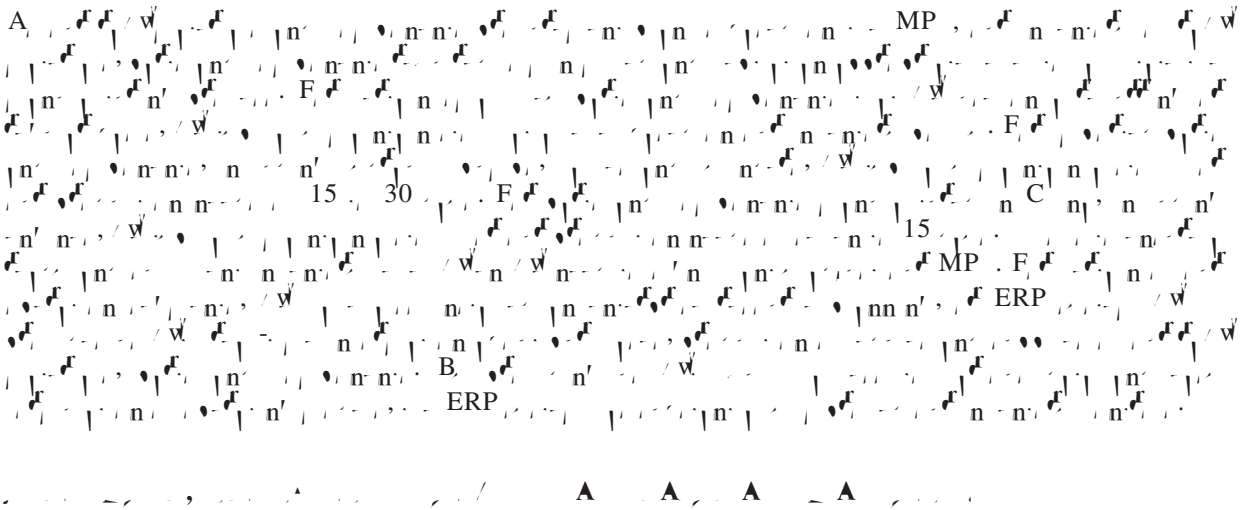




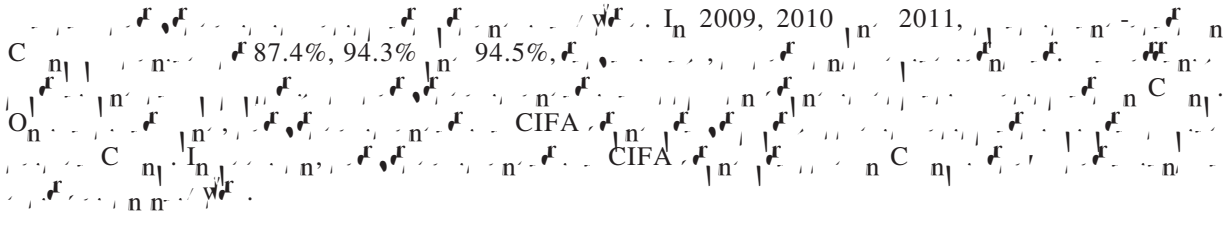


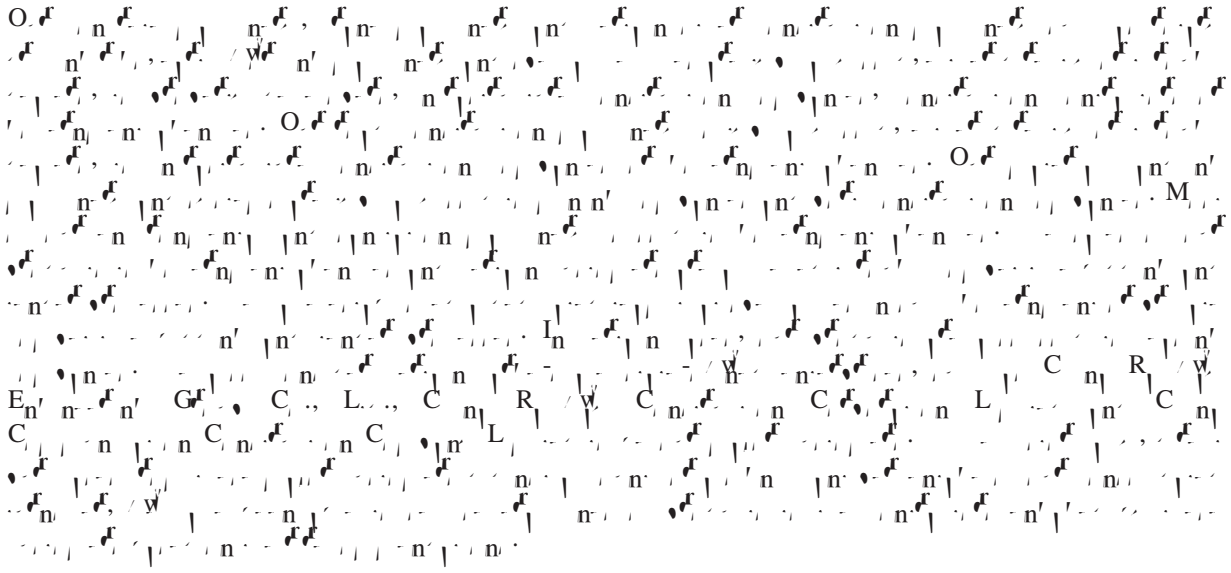
Inventory Management

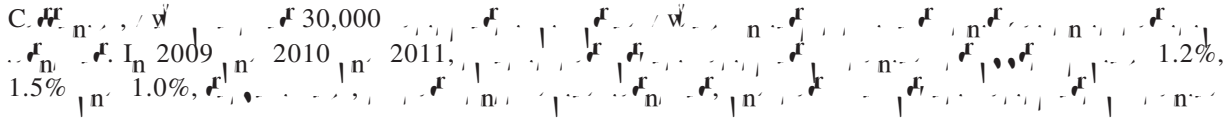




Customers







4.6%, 5.0% 3.6%,

Sales and Distribution

C A D 31, 2011,
830 , 838 483
119 283 464
300
C A D 31, 2011, 6,200
C I 80
D 31, 2011,
40 , 28 13
17 , 82 25
43 . O
2009, 2010 2011

F
F H ,
C
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C
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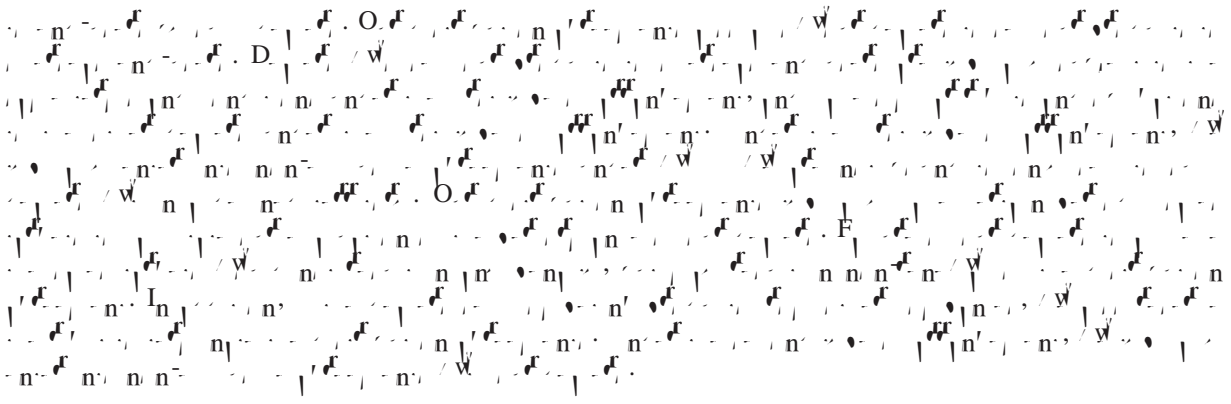
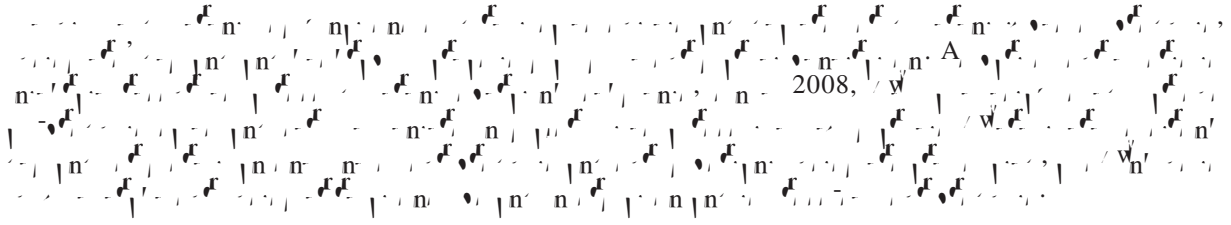
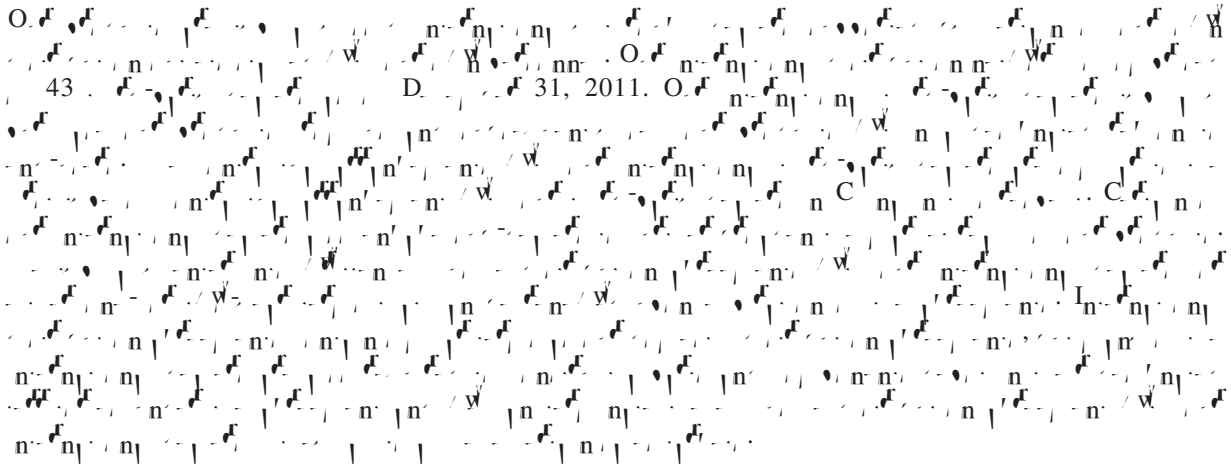
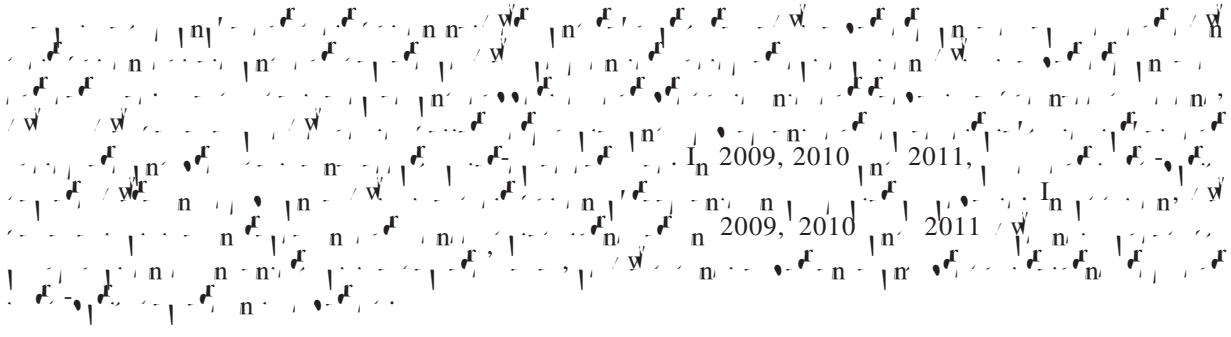
2009, 2010 2011,

F C

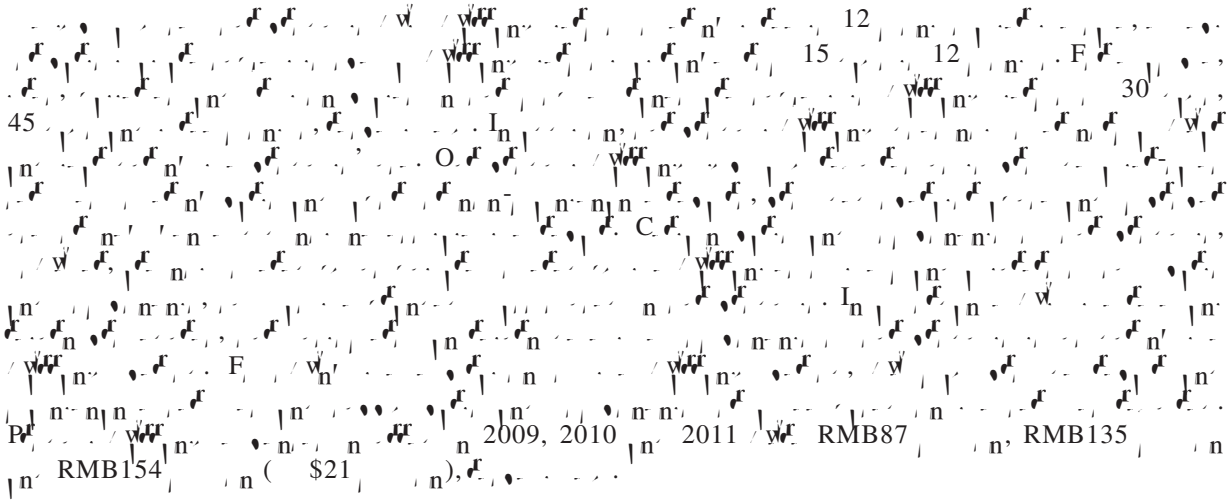








Customer Services



Pricing Strategy

Payment Options

In M 2007, C B L F L (C) F 2009 C (H.K.) M 2008 O PRC , B L F L (C), MOFCOM PRC MOFCOM. In H K , A , I , R A . In PRC.

	Year ended December 31,					
	2009		2010		2011	
	RMB	%	RMB	%	RMB	%
		(in millions, except percentages)				
Franchised and company-operated restaurants	6,896	33.9	10,312	33.1	13,145	29.4
Independent third-party delivery platforms	2,666	13.1	5,090	16.3	8,839	19.8
Delivery services provided by our own delivery riders	3,340	16.4	6,028	19.4	7,170	16.0
Others[1]	7,463	36.6	9,720	31.2	15,586	34.8
Total	**20,365**	**100.0**	**31,150**	**100.0**	**44,740**	**100.0**

Note:

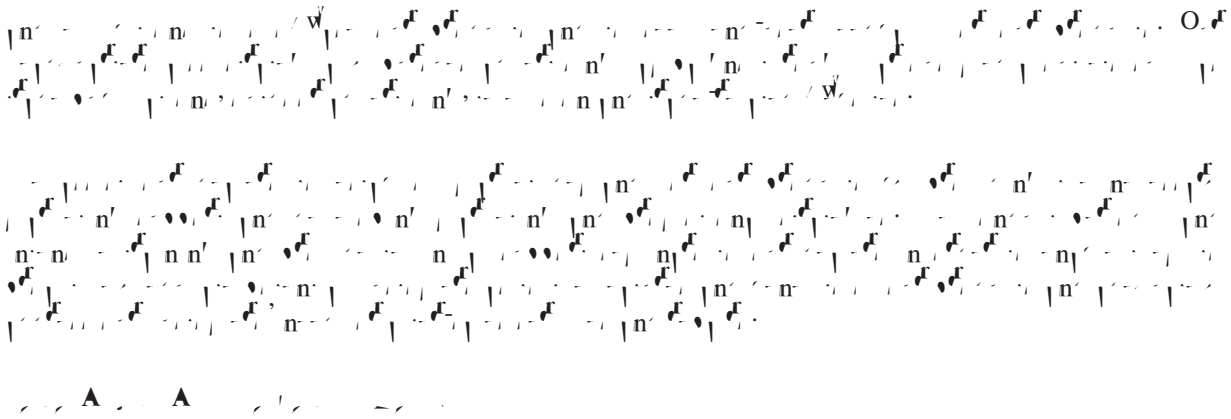
(1) Others primarily consist of revenues from our food ingredients business, sales of packaging materials, franchise fees and royalties. For the years ended December 31, 2009, 2010 and 2011, revenues from our food ingredients business amounted to RMB397 million, RMB1,043 million and RMB1,583 million (US$252 million), respectively.

- Franchised and company-operated restaurants. Revenues from franchised and company-operated restaurants primarily consist of revenues from sales of food and beverages to customers at our restaurants. Revenues from franchised and company-operated restaurants accounted for 33.9%, 33.1% and 29.4% of our total revenues in 2009, 2010 and 2011, respectively.

- Independent third-party delivery platforms. Revenues from independent third-party delivery platforms primarily consist of revenues from sales of food and beverages to customers who place orders through independent third-party delivery platforms. Revenues from independent third-party delivery platforms accounted for 13.1%, 16.3% and 19.8% of our total revenues in 2009, 2010 and 2011, respectively. We started to cooperate with independent third-party delivery platforms in 2008 and the number of our restaurants that provided delivery services through independent third-party delivery platforms increased from 24 as of December 31, 2008 to 36 as of December 31, 2009.

- Delivery services provided by our own delivery riders. Revenues from delivery services provided by our own delivery riders primarily consist of revenues from sales of food and beverages to customers who place orders through our own delivery riders. Revenues from delivery services provided by our own delivery riders accounted for 16.4%, 19.4% and 16.0% of our total revenues in 2009, 2010 and 2011, respectively. We started to provide delivery services through our own delivery riders in 2008 and the number of our restaurants that provided delivery services through our own delivery riders increased from 20 as of December 31, 2008 to 30 as of December 31, 2009.

- Others. Others primarily consist of revenues from our food ingredients business, sales of packaging materials, franchise fees and royalties.



Research and Development Platform

Technology and Industry Standards Development

O n n w C 190 2004 n I n 2010, w 14 n F , w C n n CMG, n C n M n C ., L ., n D n n C n M n C ., L ., n H n P ( )-299

O n CIFA . CIFA’ :

- ;
- ;
- ;

CIFA’ :

- ;
- K- ;
- ;
- ;
- ;

A

A D 31, 2011, 612 C ,

A D 31, 2011, w 28,833 w:

I		
	6,676	23.1
Pr n	14,017	48.6
	3,388	11.8
M n n n	4,045	14.0
F n n	707	2.5
	28,833	100.0

In 2009, 2010 n 2011, w n w RMB1,383 n, RMB2,249 n n RMB3,076 n ($489 n),

n n nn n w n n, n n n w n n n w n n n

PRC

F P I A PRC ,

PRC I 2009, 2010 2011. I O 14001 ,

. D 2009, 2010 2011,

PRC . O

CIFA I I

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I

R

D 2009, 2010 2011,

PRC I

A

O

CIFA

C . I 2009, 2010 2011,

C . A PRC , F P ,
PRC.

A A A

On D 29, 2008, E A M C ( ) L , M , C P E A , 65% C N H - I D B H C ., L ., B , B , M RMB20.15 65% M M D 30, 2008 C A B , B H , M E A RMB10.0 60 RMB6.0 45 C 45 RMB6.0 H , M M C J 24, 2009 M RMB21,070,598.44 M . On J 15, 2010, A D 31, 2011, H M RMB10 RMB20.15 .

O .

A

O PRC A M PRC PRC O

A A

P G D F I C G C F I I (G C), NDRC MOFCOM D 24, 2011 J 30, 2012.

G C :

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- 30 ;
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- ;
- ;
- 25 MP ;
- ;

- [illegible];
- [illegible];
- [illegible].

In [illegible] C [illegible] P [illegible] I [illegible] F [illegible] I [illegible] C [illegible] C [illegible] NDRC [illegible] MOFCOM, [illegible] H [illegible] P [illegible].

[illegible] G [illegible] C [illegible]:

- [illegible] 400 [illegible] ([illegible]);
- [illegible] 320 [illegible], 30 [illegible], 6 [illegible], 220 [illegible].

O [illegible].

[illegible]

Special Equipments

M [illegible] PRC [illegible] B [illegible] R [illegible] E [illegible] R [illegible] Q [illegible] C [illegible] E [illegible] R [illegible] C [illegible].

Other Industrial Products

[illegible]

Automobiles

A A A

PRC

PRC P L

20 10

Automotive Certification and Inspection

I R C C A GAQ ,

C C C E

GAQ . I

GAQ .

Product Quality

PRC P Q L

I

( ). P

On O 1, 2004, P A R D A

GAQ , NDRC, MOFCOM G A C

Installment and Maintenance

Export

A A A A

n PRC w, n n :

- R n n ;
- P n n ;
- n n ;
- I n n w n n ; and
- O n n w C n B n R C n.

A A A

M n n PRC n n n w n , w n PRC E n n P n L w PRC L w n P n C n P n, PRC L w n P n C n A P n, PRC L w n P n C n P n F E n n N , n PRC L w n P n C n

C 142, w n R n n w n R n n. C 142 R n n n n w n n n n n n n PRC, n n w. AFE n n w n R n n n n n n n n n n n R n n n w AFE, n n n n n n A n n C 142 n n n n n, n n n n.

On 25, 1996, PBOC F n M w On 1, 1996. A n n, n n n n n n n n n n n

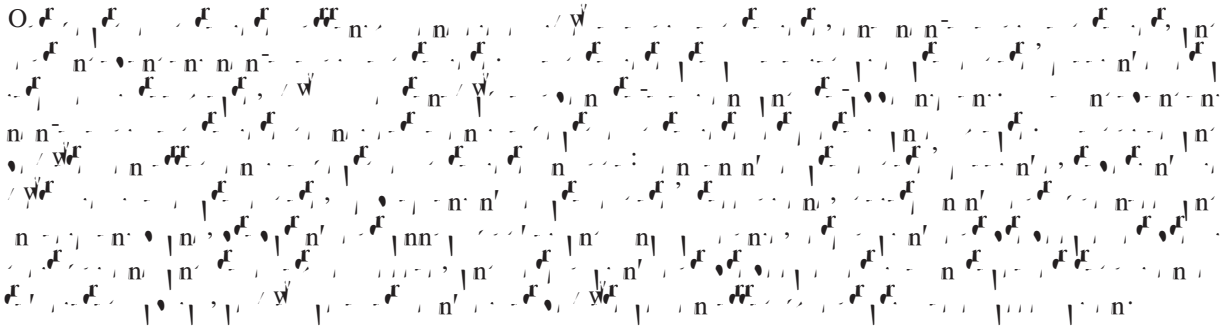
A A A

A n' R n O I n n MOFCOM n M 16, 2009 n' n' n n M 1, 2009 (. MOFCOM O I n n R), PRC n' n' n n' n n n w n n PRC w D 100 n n n MOFCOM. MOFCOM O I n n R n n n

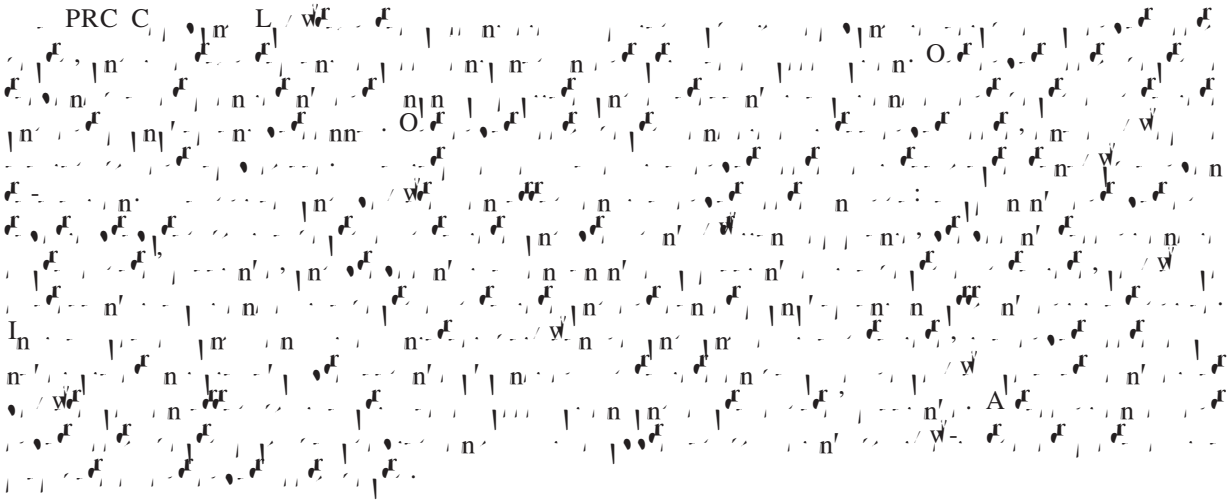
A A

A

Board of Directors



Supervisory Board



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I	A		A I
D. n C n n	56	C n, C E O n E D	A . 8, 1999
M. L Q n	48	E D	A . 8, 1999
M. Q n / w	43	N n- D	J 13, 2006
M. L C n n	68	I n- D	J 13, 2006
D. Q n n	59	I n- D	N 16, 2007
M. n	63	I n- D	M 21, 2009
M. L n n	65	I n- D	M 21, 2009

Mr. C	39	C	J 22, 2010
Mr. L A	50	E	J 22, 2010
Mr. L C	54		J 13, 2006

Mr. C B H F I A L Mr. C PRC 1996. Mr. C N L C PRC 1995, I L P B PRC 2001 E R N F 2002 E MBA C E I B B PRC 2010.

A C H C Mr. L D R I R I R I J 1996 D 2008. Mr. L C J 2006. Mr. L C C PRC A M 1989. Mr. L 1.7% C H 8.0% C

C Mr. L 2004 2008. Mr. L J 2006 J 2010. Mr. L H A C (H A) C C PRC A M J 1982, A C A (C) C PRC J 2000. Mr. L 1.3% C H 8.0% C

: ( ) J 1, 2008 H K ; ( ) C ; ( )

n R 13.51(2)( ) 13.51(2)( ) L R ; ( ) C ; ( ) R 13.51(2) L R

W n :

Dr. n C n	56	C n E O	A . 31, 1999	A . 8, 1999
Dr. n J n	52	n P n	A . 31, 1999	A . 1, 2007
Mr. n n	55	n P n	9, 2004	A . 1, 2007
Mr. H J n n	48	n P n	A 17, 2001	A . 1, 2007
M . D	53	n P n	A . 31, 1999	N 13, 2007
Mr. F n M n	54	n P n	A . 31, 1999	1, 2008
Mr. n C n n	56	n P n	27, 2004	1, 2008
Mr. n	54	n P n	A . 31, 1999	J 23, 2010
Mr. n n n	47	P n	A . 31, 1999	A . 20, 2006
Dr. n n	39	P n	9, 2004	A . 20, 2006
Mr. G n	49	P n	9, 2004	A . 20, 2006
Dr. n C n n	49	P n	J 1, 2005	A . 20, 2006
Mr. L J n	48	P n	A . 31, 1999	1, 2008
M . H n n	48	P n n P n C F n n A	O 30, 2009	J 5, 2010
Mr. H n n	41	P n	J 15, 2008	J 23, 2010
Mr. n J n	38	P n	F 5, 2007	J 23, 2010
Mr. C n	48	P n	A . 31, 1999	J 23, 2010
Mr. C n P n	40	P n	23, 2002	J 23, 2010
Mr. n n	45	C I n O	A . 25, 2008	J 23, 2010
Mr. n K	40	C	D 23, 1999	D 1, 2010

E D

C H n n D n C n 1999. H w n C n A . 2006, n n C n A . 2007. D n n PRC n 1991, n E n n N w n P n n C , PRC n 2005.

N E M R C B , PRC 1994 E B A C E I B B , PRC O 2003.

C C , M. C M. C 2000 2006, 2006 D 2008, J 2010 M 2010. M. C C C E C (C C) C , PRC C M 1984.

C C , M. C M. C N 2007, C J 2010. M. C H F E (H) C C , PRC I J 1994.

P , M. A IC I C , L. D 2000 O 2007. M. 2008 J 2010. M. A E C (A) E C , PRC J 1988 M E C H C , PRC J 1999.

M. M. J 2003 A 2008, 2008 J 2010. M. I M C , PRC J 1993, C (C) M E C , PRC D 1998.

Remunerations of Directors, Supervisors and Senior Management

O , I

O n n n

A A

I N O G N

A PRC- AFE. O F 10, 2012, C AFE I PRC $1,465.53 N 10 AFE AFE F N AFE C 30. AFE G

C AFE .:

. G C PRC AFE H B AFE;

. G N ( ) N $1,465.53

P AFE F N , I N PRC ( ) PRC I PRC.

F M AFE F N G H B AFE (15 G N). G F M G I N PRC. R F R R N G G N E F J C L P G H B AFE G

[illegible]

[illegible] As of December 31, 2011, [illegible] RMB13,138 [illegible] ($2,087 [illegible]), [illegible] RMB6,049 [illegible] ($961 [illegible]) [illegible] RMB7,089 [illegible] ($1,126 [illegible]), [illegible] RMB, [illegible] EUR, [illegible] RMB [illegible] PRC [illegible].

[illegible]

As of December 31, 2011, [illegible] RMB309 [illegible] ($49 [illegible]).

RMB Denominated Bank Loans

[illegible] RMB [illegible] RMB304 [illegible] ($48 [illegible]). [illegible] RMB339 [illegible] ($54 [illegible]).

[illegible]

As of December 31, 2011, [illegible] RMB4,490 [illegible] ($713 [illegible]).

US Dollars Denominated Bank Loans

[illegible] RMB3,986 [illegible] ($633 [illegible]). RMB1,197 [illegible] ($190 [illegible]) [illegible] LIBOR [illegible] 2% [illegible] 4.7% [illegible] [illegible]

[illegible]

[illegible]

As of December 31, 2011, [illegible] RMB2,036 [illegible] ($323 [illegible]).

RMB Denominated Bank Loans

[illegible] RMB [illegible] RMB560 [illegible] ($89 [illegible]). [illegible] RMB586 [illegible] ($93 [illegible]). [illegible] December 31, 2011.

Euros Denominated Bank Loans

[illegible] EURIBOR [illegible] RMB1,476 [illegible] ($235 [illegible]). RMB1,468 [illegible] ($233 [illegible]) [illegible] 100% [illegible] LIBOR [illegible] EURIBOR [illegible] 2.2% [illegible] January 2013.

[illegible]

As of December 31, 2011, [illegible] RMB5,210 [illegible] ($828 [illegible]).

RMB Denominated Bank Loans

[illegible] RMB [illegible] RMB460 [illegible] ($73 [illegible]). [illegible] RMB [illegible] 21 [illegible] December 31, 2011. RMB230 [illegible] ($37 [illegible]) [illegible] B[illegible]

Euro Denominated Bank Loans

US Dollar Denominated Bank Loans

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H.K. P C., L (I), H In C., L. (
G) n H n B n C n L , (
). C N , G n (w In w
n n n N , G In n n n
n n n n n n N , G n
In n n n

▲

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nn n n A 5 n O 5
, n n n O 5, 2012, n n w n N (
N) (w n B n D) n
n M 21 n 20, In w n n
360- n n w 30- n n n n N .

Listing and Trading of the Notes

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n O L . N w n G n n
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I n n N n G - , n G - , n
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I w n n n n n n w N n
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nn n n n n n n n n , n n
n n n n

Payments on the Notes; Paying Agent and Registrar

I w n , n n n N n
I n B M n n, C N w , I
n n N H
n N . P n n N
n n n n n w n

[illegible]

[illegible]

[illegible]

[illegible]

Optional Redemption

[illegible]

Optional Tax Redemption

[illegible]

(1) [illegible]

(2) [illegible]

(a) [illegible] EC Directive 2003/48/EC [illegible] ECOFIN Council [illegible] November 26-27, 2000 [illegible];

(b) [illegible] Non-Resident [illegible];

(c) [illegible] (a), (b), [illegible] and [illegible];

(2) However, [illegible] Republic of Ireland [illegible] Austria [illegible] Switzerland [illegible].

Any [illegible] Non-Resident [illegible].

In [illegible] Guernsey) [illegible] Guernsey) [illegible] Republic of Ireland [illegible] Guernsey) [illegible] Republic of Ireland [illegible] 60 [illegible].

A. 30 [illegible] Guernsey) [illegible] Austria [illegible] Guernsey) [illegible] Austria [illegible] Paying Agent [illegible].

In [illegible] Republic of Ireland [illegible] Non-Resident [illegible].

[illegible]

Limitation on Liens

[illegible]

Consolidation, Merger and Sale of Assets

[illegible]

A E w , n , w , I G n ( ) n I n , n N n

A w n n A n , n n n

( ) ( )

F , I G w , n I G 13 15( ) E A , R 12 3-2( ) , I G , w , n H w N , ( ) H w N ( ) N H w , n , R 144A( )(4) A .

▲ I

N I , G G , w , n , w , n H N I N . N , w H w .

▲

N , (E D):

(1) 30 ;

(2) N ;

(3) I G C C C C , M A ;

(4) I G 60 H 25% N , I ;

(5) I , G G (I , G G), w I : ( )

(6) [illegible]

(7) [illegible]

(8) [illegible]

[illegible]

(7) [illegible]

[illegible]:

(1) [illegible];

(2) [illegible];

(3) [illegible];

(4) [illegible];

(5) [illegible];

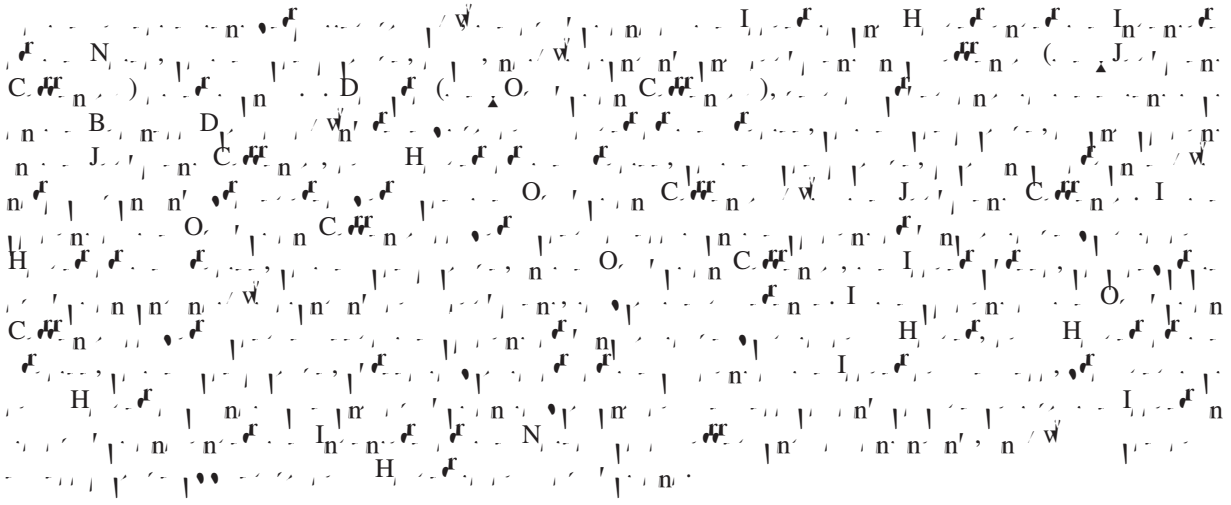
(6) [illegible];

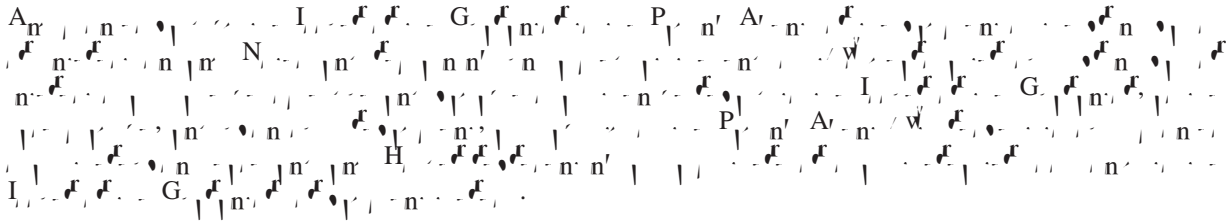
(7) [illegible];

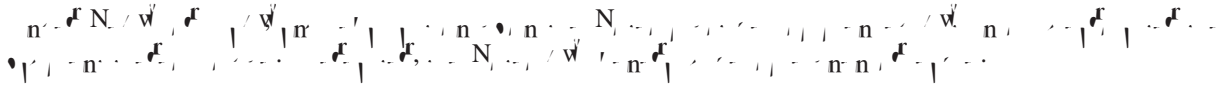
(8) [illegible]

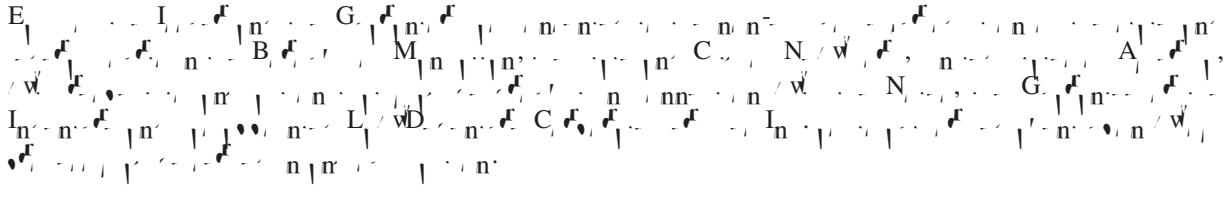
-5[illegible]2([illegible]2([illegible])-576.5-579.[illegible])-625549[illegible](8 549[illegible].2([illegible])5-579.2([illegible])0.8([illegible])-5[illegible]2([illegible])-57

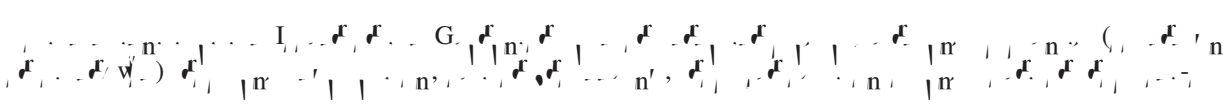
(4-3.1 [illegible]0.051.[illegible]2([illegible]01.3([illegible])-300.[illegible]-301.3([illegible])-300..4-3.1 D..2([illegible]99.3([illegible])-300.3([illegible][illegible]01.3([illegible]-3











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A P N (1) 1.0%

N (2) (A)

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C C :

(1) , , , ( ), G , P (P H);

(2) [illegible] (a) [illegible] 13(a) [illegible] 14(a) [illegible] Exchange Act) [illegible] (b) [illegible] Rule 13a-3 [illegible] Exchange Act), [illegible] Guaranty [illegible] Payment Obligations;

(3) [illegible] Original Issue Discount Debt Securities, [illegible] Original Issue Discount Debt Securities [illegible] Original Issue Discount Debt Securities [illegible] Debt Securities;

(4) [illegible] Guaranty.

Conditions Precedent. [illegible] Notwithstanding [illegible] Section 2.1 [illegible] Closing [illegible] Section 2.2 [illegible] Section 2.3 [illegible] Section 2.4 [illegible] Section 2.5 [illegible] Section 2.6 [illegible] Section 2.7 [illegible] Section 2.8 [illegible] Section 2.9 [illegible] Section 2.10 [illegible] Section 2.11 [illegible] Section 2.12 [illegible] Section 2.13 [illegible] Section 2.14 [illegible] Section 2.15 [illegible] Section 2.16 [illegible] Section 2.17 [illegible] Section 2.18 [illegible] Section 2.19 [illegible] Section 2.20 [illegible] Section 2.21 [illegible] Section 2.22 [illegible] Section

P n m w n , n , n , n n , n , n n , n n , n , n , n n , n n , n , n n , n n n , n n n

A

N B N I P :

:

- N A ;
- N , A .

A EC

(R 144 A .) :

- (R 144A A .) N R 144A;
- (R A .) N R .

I P I P N N N

[illegible] A., [illegible] Rule 144A [illegible] A.

[illegible] Rule 144A [illegible] A. (the "Rule [illegible]"), [illegible] Rule 144A [illegible] Rule 144A [illegible] Rule 144A

HI NO E AND HE G ARAN EE IN RE PEC HEREOF (OR I PREDECE OR) A ORIGINALL I ED IN A RAN AC ION E EMP FROM REGI RA ION NDER HE NI ED A E EC RI IE AC OF 1933, A AMENDED (HE EC RI IE AC), AND HI NO E AND HE G ARAN EE IN RE PEC HEREOF MA NO BE OFFERED, OLD OR O HER I E RAN FERRED IN HE AB ENCE OF CH REGI RA ION OR AN APPLICABLE E EMP ION HEREFROM. EACH P RCHA ER OF HI NO E I HEREB NO IFIED HA HE ELLER OF HI NO E MA BE REL ING ON HE E EMP ION FROM HE PRO I ION OF EC ION 5 OF HE EC RI IE AC PRO IDED B R LE 144A HERE NDER.

HE HOLDER OF HI NO E AGREE FOR HE BENEFI OF HE I ER HA (A) HI NO E MA BE OFFERED, RE OLD, PLEDGED OR O HER I E RAN FERRED, ONL (I) O HE I ER, HE G ARAN OR OR AN OF HEIR RE PEC I E AFFILIA E , (II) NDER A REGI RA ION A EMEN HA HA BEEN DECLARED EFFEC I E NDER HE EC RI IE AC ; (III) FOR O LONG A HE NO E ARE ELIGIBLE FOR RE ALE NDER R LE 144A, O A PER ON HE ELLER REA ONABL BELIE E I A Q ALIFIED IN I IONAL B ER HA I P RCHA ING FOR I O N ACCO N OR FOR HE ACCO N OF ANO HER Q ALIFIED IN I IONAL B ER AND O HOM NO ICE I GI EN HA HE RAN FER I BEING MADE IN RELIANCE ON R LE 144A; (I) HRO GH OFFER AND ALE HA OCC R O IDE HE NI ED A E I HIN HE MEANING OF REG LA ION NDER HE EC RI IE AC ; OR ( ) NDER AN O HER A AILABLE E EMP ION FROM HE REGI RA ION REQ IREMEN OF HE EC RI IE AC , AND (B) HE HOLDER ILL, AND EACH B EQ EN HOLDER I REQ IRED O, NO IF AN P RCHA ER OF HI NO E FROM I OF HE RE ALE RE RIC ION REFERRED O IN (A) ABO E.

N w n n R n , n w N w n n n w n . (R n L n):

HI NO E AND HE G ARAN EE IN RE PEC HEREOF (OR I PREDECE OR) ERE I ED IN A RAN AC ION E EMP FROM REGI RA ION NDER HE . . EC RI IE AC OF 1933, A AMENDED (HE EC RI IE AC), AND MA NO BE RAN FERRED IN HE NI ED A E E CEP P R AN O AN A AILABLE E EMP ION FROM HE REGI RA ION REQ IREMEN OF HE EC RI IE AC AND ALL APPLICABLE A E EC RI IE LA . ERM ED ABO E HA E HE MEANING GI EN O HEM IN REG LA ION NDER HE EC RI IE AC .

R N n N n R N L n n R n L n n I n n n R N n w R 904 n A .

n w , I n P n w n n w n n n w n n n

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N B R D 30, 2011, w w RMB6.2939 $1.00.
RMB
RMB,
R F R R D B n C n
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N

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n R n F R B n N w
n D 31, 2008 n (2) n n n
n H.10 F R B n n
n J n 1, 2009:

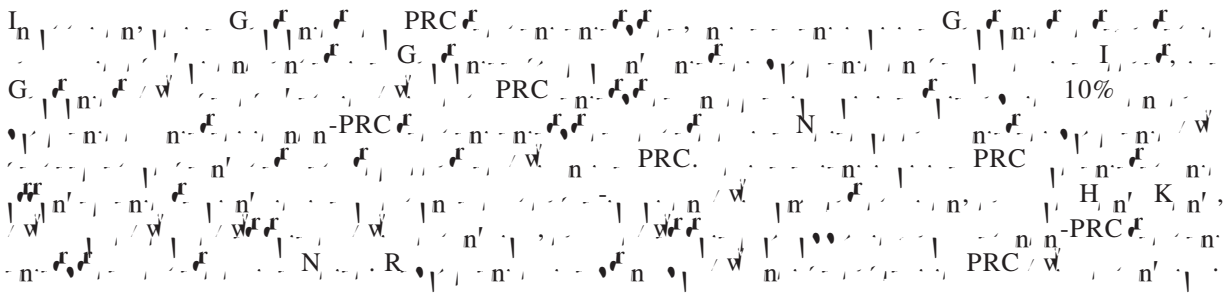
		A (1)		
		(	$1.00)	
2005	8.0702	8.1826	8.0702	8.2765
2006	7.8041	7.9579	7.8041	8.0702
2007	7.2946	7.5806	7.2946	7.8127
2008	6.8225	6.9193	6.7800	7.2946
2009	6.8259	6.8295	6.8176	6.8470
2010	6.6000	6.7603	6.6000	6.8330
2011				
O	6.3547	6.3710	6.3543	6.3825
N	6.3765	6.3564	6.3400	6.3839
D	6.2939	6.3482	6.2939	6.3733
2012				
J n	6.3080	6.3120	6.2940	6.3330
F	6.2935	6.3000	6.2935	6.3120
M (M 23)	6.3021	6.3154	6.2982	6.3315

(1) A n
M n

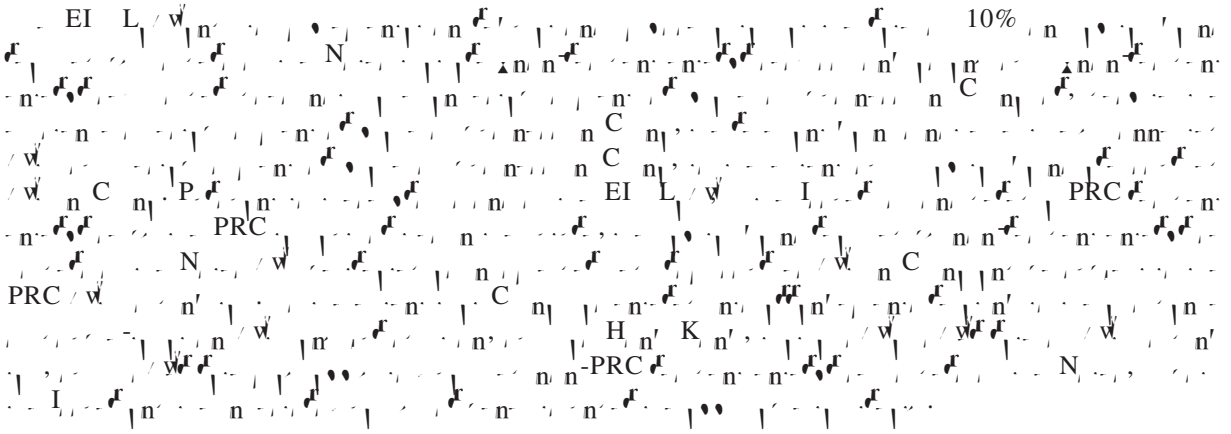
Taxation on Interest

P EI L w n (n H n K n , M w) w PRC PRC EI L w n 25% n C n I n PRC I w n PRC, I PRC EI L w n 25% n w n PRC. A n I, PRC PRC EI L w O n , N w n w n , n PRC n N H w , n I w n PRC n EI L w n .

EI L w n 10% n C n, C n, w C n, w PRC P n EI L w n I n PRC PRC N w n C n PRC w n C n H n K n , w w n , w n-PRC N .



Taxation on Capital Gains



Stamp Duty

[illegible]

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Stamp duty

[illegible]

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[illegible]

[illegible]

Sale, Exchange and Retirement of Notes

Backup Withholding and Information Reporting

A

M 28, 2012

	A
BOCI A L	$133,334,000
G (E) L	$133,333,000
G (A) L.L.C.	$133,333,000
	$400,000,000

C

C

(B) [illegible] 21 [illegible] 21(1) [illegible]

Singapore

[illegible] 289 [illegible] 274 [illegible] 275(1) [illegible] 275(1A) [illegible] 275 [illegible]

[illegible] 275 [illegible]:

(a) [illegible] 4A [illegible]

(b) [illegible] 239(1) [illegible] 275 [illegible]:

(1) [illegible] 274 [illegible] 275(2) [illegible] 276(3)(a)(B) [illegible] 276(4)(a)(B) [illegible];

(2) [illegible];

(3) [illegible]

(4) [illegible] 276(7) [illegible].

Hong Kong

In P (1) n w n n H n' K n', n N ( ) n n F O n (C . 571) H n' K n' n m O n ; ( ) n w n n n n' C n O n (C . 32) H n' K n' w n n w n O n ; n (2) n n n n w n n n N , w n H n' K n' w , w n w n n H n' K n' (w H n' K n') n w N w n n n H n' K n' n n F O n (C . 571) n m n.

Japan

In P , w n n N n n w n n E n' L w J n, n E n' L w n n , n n w n , n n N n J n, m n J n (w n n m n n n J n, n n' m n n n n n w J n), n n' n , n J n, n n m n J n n n n n n w , n E n' L w n m w n n J n.

European Economic Area

In M E n E n A w P D , R n M , In P n n' n w n n n' n w P D n n R n M , R n I n n D , n w n n N n R n M , w n n n' R n I n n D , n N n R n M :

( ) n (n G m , w w n) nn n' n n n N w n n R n M , w n n R n M n n n R n M , n n n w P D n n' n n' n w 12 n n;

(c)

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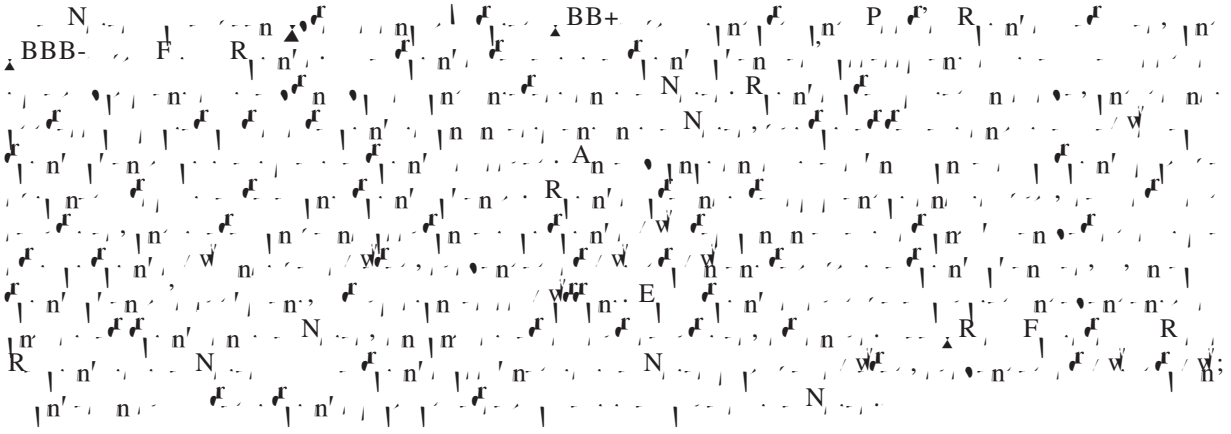

A A

C n nn w n H n K n w n F
n N w L w w n n & B n J n
L M n n J n B nn n F n N w L w
n, A , M & F LLP. C n nn n w n
PRC w w n F n P n n J n L M n n J n
B nn J n H L wO .

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O n n n n n D 31, 2009, 2010 n 2011
n n n n KPMG, C P A n n ,
H n K n , n n n n , n n w , n n .

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KPMG

[illegible]

([illegible] [illegible] [illegible] [

KPMG
C[illegible] P[illegible] A[illegible]
8/F, P[illegible] B[illegible]
10 C[illegible] R[illegible]
H[illegible] K[illegible], C[illegible]

M[illegible] 15, 2012

l l l
l 31, 200 , 2010 2011
(o B)

	Note	200	2010	2011
		l	l	l
	3	20,762	32,193	46,323
C		(15,422)	(22,424)	(31,316)
		5,340	9,769	15,007
O	4	105	54	14
		(1,250)	(2,146)	(3,160)
G		(878)	(1,645)	(1,861)
R		(194)	(265)	(398)
		3,123	5,767	9,602
(L)/		(6)		12
N	5( )	(295)	(365)	(36)
		6	14	24
	5	2,828	5,416	9,602
I		(409)	(828)	(1,429)
		2,419	4,588	8,173
		l l ( )		
C		3	(2)	(1)
O			11	
E PRC		44	(74)	(2)
		47	(65)	(3)
		2,466	4,523	8,170
E C		2,447	4,666	8,066
N		(28)	(78)	107
		2,419	4,588	8,173
E C		2,497	4,580	8,050
N		(31)	(57)	120
		2,466	4,523	8,170
( ) ( )		0.45	0.74	1.05

F-11 F-78

A l 31, 200 , 2010 2011

(o B)

	Note	200	2010	2011
		l	l	l
P		3,683	4,135	4,886
L		907	1,119	1,390
I	**10**	1,432	1,256	1,216
G	**11**	2,082	1,907	1,793
L	**12**	71	86	103
O		15	50	43
	14	229	585	912
R	**15**	5,060	9,775	12,780
P	**1**	234	185	261
D	**20( )**	148	274	317
		13,861	19,372	23,701
I	**13**	6,272	8,678	9,656
	14	6,265	8,260	13,614
R	**15**	3,283	6,397	7,089
P	**1**	755	1,577	1,481
C	**1**	3,439	18,758	16,002
		20,014	43,670	47,842
		33,875	63,042	71,543
L	**1 ( )**	8,553	8,107	6,049
	1	10,632	17,203	19,314
I	**20( )**	283	757	1,289
		19,468	26,067	26,652
		546	17,603	21,190
		14,407	36,975	44,891

F-11 F-78

A l 31, 200 , 2010 2011 ( )

(o B)

	Note	200	2010	2011
		l	l	l
L	**1 ( )**	5,621	7,690	7,089
O	**22**	684	1,379	1,789
D	**20( )**	550	471	418
		6,855	9,540	9,296
A		7,552	27,435	35,595
	23( )	1,673	5,797	7,706
R	**23( )**	5,755	21,579	27,701
l		7,428	27,376	35,407
		124	59	188
A		7,552	27,435	35,595

A M 15, 2012.

C n C n n
C C

H n n

F-11 F-78

A l 31, 200 , 2010 2011

(o B)

	Note	200	2010	2011
		l	l	l
P		2,397	2,819	3,586
L		448	615	861
I	**10**	59	58	135
I	**30**	1,882	3,364	8,570
I	**12**	52	60	57
O		11	47	40
	14	215	525	887
P	**1**	147	145	261
D	**20( )**	62	96	107
		5,273	7,729	14,504
I	**13**	4,209	6,920	7,694
	14	8,242	16,824	28,839
P	**1**	631	1,470	1,406
C	**1**	2,292	16,638	8,095
		15,374	41,852	46,034
		20,647	49,581	60,538
L	**1 ( )**	1,644	3,867	4,095
	1	9,792	15,393	16,388
I	**20( )**	270	712	1,177
		11,706	19,972	21,660
		3,668	21,880	24,374
		8,941	29,609	38,878

F-11 F-78

A l 31, 200 , 2010 2011 ( )

(o B)

	Note	200	2010	2011
		l	l	l
L	1 ( )	1,575	2,346	4,152
O			99	112
D	20( )	5		
		1,580	2,445	4,264
A		7,361	27,164	34,614
A A A				
	23( )	1,673	5,797	7,706
R	23( )	5,688	21,367	26,908
A		7,361	27,164	34,614

A M 15, 2012.

C C

H

F-11 F-78

l 31,200 , 2010 2011

(o c B)

	(25( ))	(23( )( ))	(23( )( ))	(23( )( ))	(23( )( ))				
1, 200	**1,521**	**12**	**52**	**(1)**	**(2)**	**3,02**	**5,0 1**	**140**	**5,211**
A n (N 23( )( ))			240			(240)			
C n (N 23( )( ))						(152)	(152)		(152)
B n (N 23( )( ))	152					(152)			
A n n n n		10					10	(25)	(15)
A n								11	11
C n n n n		2					2	29	31
n n				47	3	2,447	2,497	(31)	2,466
l 31, 200	**1, 3**	**24**		**2**	**1**	**4, 32**	**,42**	**124**	**,552**
A n (N 23( )( ))			443			(443)			
I A n N O n (N 23( ))	298	5,181					5,479		5,479
C n (N 23( )( ))						(827)	(827)		(827)
B n (N 23( )( ))	2,957					(2,957)			
A n n n n		(2)					(2)	2	
D n n n n								(10)	(10)
I H n G O n (N 23( ))	869	9,849					10,718		10,718
n n		11		(95)	(2)	4,666	4,580	(57)	4,523
l 31, 2010	**5,**	**15,0 3**	**1,212**	**( )**	**(1)**	**5,3 1**	**2 ,3**	**5**	**2 ,435**
A n (N 23( )( ))			751			(751)			
O n H n G O n (N 23( ))	131	1,376					1,507		1,507
C n (N 23( )( ))						(1,541)	(1,541)		(1,541)
B n (N 23( )( ))	1,778	(1,778)							
A n								34	34
C n n n n								2	2
A n n n n		15					15	(15)	
D n n n n								(12)	(12)
n n				(15)	(1)	8,066	8,050	120	8,170
l 31, 2011	**, 0**	**14,**	**1, 3**	**(1)**	**(2)**	**11,145**	**35,40**	**1**	**35,5 5**

n n F-11 F-78 n

31, 200 , 2010 2011

l

l 31, 200 , 2010 2011 ( )

(o c B)

	Note	200	2010	2011
		l	l	l
( )/ l		**(1,3)**	**451**	**1, 0**
P		(829)	(910)	(1,210)
L		(3)	(236)	(260)
P		(70)	(27)	(112)
D			6	
P		(15)	(44)	(7)
P		7		
P		79	55	37
P	11( )	(28)		
C	11( )			31
I		34	96	214
(I)/		(535)	(773)	20
		(1,3 0)	**(1, 33)**	**(1,2)**
P		11,581	10,840	9,454
R		(7,712)	(8,906)	(11,847)
I		(498)	(743)	(695)
D		(152)	(711)	(1,657)
D				(12)
C		31		2
P				(27)
N A N O			5,479	
N H G O			10,796	
N H G O				1,507
l /( )		**3,250**	**1 , 55**	**(3,2 5)**
/( )		524	15,373	(2,682)
		2,913	3,439	18,758
		2	(54)	(74)
	1	**3,43**	**1 , 5**	**1 ,002**

F-11 F-78

1 31, 200 , 2010 2011

1

(a) Principal activities of reporting entity

(b) Organization

F-11

In D 2008, R I w n 41.9% n
C m R I w n R I , n n
25.0% n H n w A n n A n
C n P G n H n P n (H n A AC), n 16.9% n
n n R I .

In F 2010, C m N n O n 297,954,705 A n n
n n . In A 2010, C m n n
n . F w n C m w n
RMB4,928 n n 4,927,636,762 A , n w H n A AC 21.4%
n .

On D 23, 2010, C m G O n 869,582,800 n w H
w RMB1 n
E n H n K n L (EHK). In nn n, H n A AC H n
D n G , C m w , n 86,958,280 A
N n C n F PRC (N F), w w n
n H n n G O n ,
C m w n RMB5,797 n, n 4,840,678,482 A
n 956,541,080 H . A G O n , H n A AC 16.77% n n
C m .

On J n 5, 2011, n w G O n n n
. A , 130,437,400 H w RMB1 w n
C m . In nn n, H n A AC n H n D n G
n 13,043,740 A N F, w w n n H n n n
n n n wH n n n A n H ,
C m w n RMB5,928 n, n
4,827,634,742 A n 1,100,022,220 H .

On J n 3, 2011, C m n . F w n
C m , w n RMB7,706 n,
n 6,275,925,164 A n 1,430,028,886 H , n w H n A AC
16.19% n .

(c) Basis of preparation

( )

n n n I n F n n
R n (IFR) I n n A n n B (IA B).
IFR n I n n F n R n n , I n n n A n n
n (IA) n n n A n n n n n
G n n 2.

IA B
2011. O , w IFR G ’ :

- IA 24 (2009), R
- I IFR (2010)
- IFRIC 19, E

w IFR

A N 31, IA B w IFR
D 31, 2011. G IFR

( ) *B*

(N 2( ))

( ) C

E R

J IFR 13.9 D0

(a) Business combinations

B [illegible] C [illegible] I [illegible] G [illegible]

G [illegible]:

- [illegible];
- [illegible];
- [illegible];
- [illegible] ([illegible]) [illegible]

[illegible]

G [illegible]

A [illegible] I [illegible] O [illegible]

[illegible] ([illegible]) [illegible] ([illegible]) [illegible]

(b) Subsidiaries and non-controlling interests

G [illegible] C [illegible] G [illegible] I [illegible]

G / w G / w n' n n n

n n n

- [illegible]

  [illegible]

- [illegible] (N 2( ))), [illegible] N 2( )( ). [illegible] N 2( )( ).

- [illegible]

- [illegible] G [illegible]

  [illegible]

- [illegible] (n [illegible])

  [illegible]

- R

In [illegible] A [illegible]

A [illegible] R [illegible]

(j) Inventories

In [illegible]

C [illegible]

N [illegible]

[illegible]

(k) Employee benefits

[illegible] F [illegible] G [illegible] N 21.

G [illegible]

(l) Income tax

C n C C G w n :

- n C G n ;
- n :
  - ;
  - w , n n n n n , n n n n n

( ) [illegible]

[illegible]

[illegible]

(n) Revenue recognition

[illegible]

( ) [illegible]

[illegible]

( ) [illegible]

[illegible]

( ) [illegible]

[illegible]

(o) Translation of foreign currencies

G R n (RMB).
C , PRC RMB
C E E (E R). C ,
H K A R (HK AR) D
(D)
D.

F M E

N N

C , PRC RMB
B RMB

O n PRC,

(p) Finance income and finance costs

F n ( ), I n D n G , w F n n n G , (N 2(n)( )). I n n n

( )

( )

( ) A

( )

( )

( )

( )

( )

( )

C

(t) Segment reporting

O

I

3

	200	2010	2011
	7,157	14,085	21,212
	8,298	11,077	15,618
	1,230	1,874	2,978
	787	1,246	1,737
	445	772	1,048
	873	422	504
	1,575	1,674	1,643
	397	1,043	1,583
	20,762	32,193	46,323

4

	200	2010	2011
	74	70	87
	(10)	(37)	(6)
	41	21	(67)
	105	54	14

5

P [illegible]:

(a) Net finance costs:

	200	2010	2011
	l	l	l
F [illegible]:			
I [illegible]	(34)	(96)	(214)
G [illegible]			(19)
	(34)	(96)	(233)
F [illegible]:			
I [illegible] (N [illegible])	372	403	513
L [illegible]: I [illegible]*	(35)		
N [illegible]	337	403	513
N [illegible]	(8)	58	(244)
	329	461	269
	295	365	36
*I [illegible]	1.0%, 7.2%		

[illegible] B122 [illegible], B337 [illegible] B182 [illegible] 31, 2009, 2010 [illegible] 2011, [illegible].

(b) Staff costs:

	200	2010	2011
	l	l	l
C [illegible]	1,279	2,127	2,898
C [illegible] (N [illegible] 21)	104	122	178
	1,383	2,249	3,076

(c) Other items:

	200	2010	2011
C	15,307	22,070	31,109
D (N 9)	245	327	369
A	21	24	27
A (N 10)	63	64	60
O	58	74	128
A	6	12	11
P (N 19( ))	87	135	154
I :			
(N 14( ))	87	258	(3)
(N 15( ))			140
	(9)	24	81
(N 9)	5	5	8

I

I

	200	2010	2011
P	459	988	1,504
P	9	5	2
(20( ))			
O	(41)	(165)	(77)
E /	(18)		
	409	828	1,429

R

	200	2010	2011
P	2,828	5,416	9,602
N			
	705	1,354	2,401
	52	33	36
	(5)	(20)	(35)
	(251)	(472)	(862)
A	(73)	(67)	(111)
E	(18)		
PRC	(1)		
A	409	828	1,429

N :

( ) PRC 25% 2009, 2010 2011.

C , CIFA 27.5% 31.4% 2009, 2010 2011.

C HK AR H K P 16.5% 2009, 2010 2011. N H K 2009, 2010 2011, H K P H K P

( ) A 15%. In 2008, C 15% 2008 2010. C 15% 2011 2013. In 2009, C 25% 2008 15% 2009 2011.

15%

( ) 50%

F 2009 2010,

M 2009, J 2010 J 2011 (N 23( ))

D 31, 2009, 2010 2011
C RMB2,447
RMB4,666 RMB 8,066
5,438 , 6,341 7,700
D 31, 2009, 2010 2011,

D 31, 2009, 2010 2011.

l

G I G G N

( ) C :

( ) C :

( ) E :

( ) R :

( ) E :

( ) M :

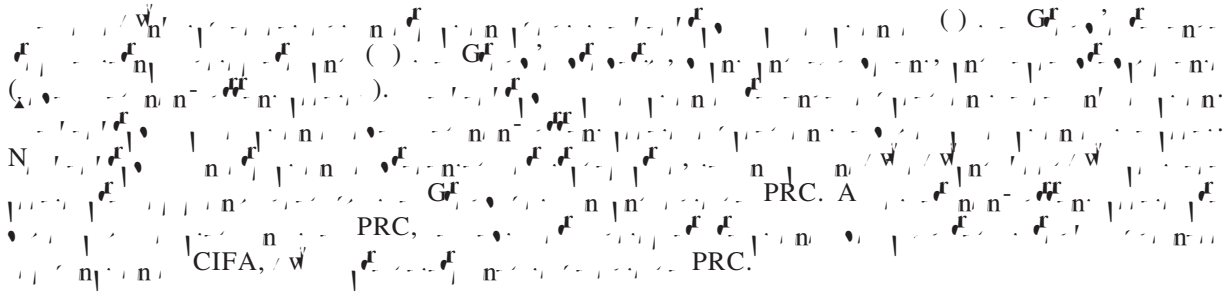
In [illegible] G[illegible] G[illegible]
[illegible] D[illegible] 31, 2009, 2010 [illegible] 2011 [illegible]

	200	2010	2011
	[illegible]	[illegible]	[illegible]
R[illegible]:			
C[illegible]	7,157	14,085	21,212
G[illegible]	8,298	11,077	15,618
E[illegible]	1,230	1,874	2,978
R[illegible]	787	1,246	1,737
E[illegible]	445	772	1,048
M[illegible]	873	422	504
F[illegible]	397	1,043	1,583
[illegible]	19,187	30,519	44,680
R[illegible]	1,575	1,674	1,643
[illegible]	20,762	32,193	46,323
R[illegible]:			
C[illegible]	2,042	4,510	7,544
G[illegible]	1,963	3,082	4,023
E[illegible]	406	592	917
R[illegible]	260	481	665
E[illegible]	72	165	214
M[illegible]	86	32	51
F[illegible]	232	689	1,376
[illegible]	5,061	9,551	14,790
P[illegible]	279	218	217
[illegible]	5,340	9,769	15,007

(b) Reconciliation of segment profit

	200	2010	2011
	[illegible]	[illegible]	[illegible]
[illegible]	5,340	9,769	15,007
O[illegible]	105	54	14
[illegible]	(1,250)	(2,146)	(3,160)
G[illegible]	(878)	(1,645)	(1,861)
R[illegible]	(194)	(265)	(398)
(L[illegible])	(6)		12
N[illegible]	(295)	(365)	(36)
[illegible]	6	14	24
C[illegible]	2,828	5,416	9,602

(c) Geographic information



	200	2010	2011
R			
M PRC	18,993	30,663	44,085
O PRC	1,769	1,530	2,238
	20,762	32,193	46,323

	200	2010	2011
M PRC	4,287	5,014	6,088
O PRC, I	303	240	188
	4,590	5,254	6,276

The Group

B	1,258	1,027	333	822	3,440
A	45	95	128	706	974
	555	421	12	(988)	
A	16	15	1		32
D	(42)	(39)	(54)		(135)
E	2	7	1		10
B D 31, 2009	1,834	1,526	421	540	4,321
B J 1, 2010	1,834	1,526	421	540	4,321
A	96	134	88	585	903
	419	198	23	(640)	
D	(10)	(55)	(86)	(8)	(159)
R		(38)	38		
E	(7)	(23)	(6)		(36)
B D 31, 2010	2,332	1,742	478	477	5,029
B J 1, 2011	2,332	1,742	478	477	5,029
A		1	1	4	6
A	59	220	170	721	1,170
	300	96	22	(418)	
D	(21)	(63)	(31)		(115)
R		(18)	18		
E	(5)	(13)	(5)		(23)
B D 31, 2011	2,665	1,965	653	784	6,067
B J 1, 2009	(140)	(212)	(82)		(434)
D	(70)	(124)	(51)		(245)
I			(5)		(5)
	10	24	13		47
E		(1)			(1)
B D 31, 2009	(200)	(313)	(125)		(638)
B J 1, 2010	(200)	(313)	(125)		(638)
D	(84)	(175)	(68)		(327)
I	(3)	(1)	(1)		(5)
	3	28	36		67
R		4	(4)		
E	2	5	2		9
B D 31, 2010	(282)	(452)	(160)		(894)
B J 1, 2011	(282)	(452)	(160)		(894)
D	(104)	(193)	(72)		(369)
I	(1)	(1)	(6)		(8)
	15	44	20		79
R		7	(7)		
E	3	5	3		11
B D 31, 2011	(369)	(590)	(222)		(1,181)
B D 31, 2009	1,634	1,213	296	540	3,683
B D 31, 2010	2,050	1,290	318	477	4,135
B D 31, 2011	2,296	1,375	431	784	4,886

The Company

B J 1, 2009	726	493	228	810	2,257
A	39	60	113	458	670
	404	352	4	(760)	
D	(25)	(19)	(26)		(70)
B D 31, 2009	1,144	886	319	508	2,857
B J 1, 2010	1,144	886	319	508	2,857
A	69	79	63	493	704
	412	161	18	(591)	
D	(4)	(24)	(76)	(7)	(111)
		(30)	(8)	(2)	(40)
R		(37)	37		
B D 31, 2010	1,621	1,035	353	401	3,410
B J 1, 2011	1,621	1,035	353	401	3,410
A	46	138	141	654	979
	276	88	18	(382)	
		29	3		32
D	(4)	(3)	(15)		(22)
		(1)		(2)	(3)
R	1	(9)	8		
B D 31, 2011	1,940	1,277	508	671	4,396
B J 1, 2009	(123)	(165)	(69)		(357)
D	(30)	(55)	(37)		(122)
I			(5)		(5)
	3	13	8		24
B D 31, 2009	(150)	(207)	(103)		(460)
B J 1, 2010	(150)	(207)	(103)		(460)
D	(47)	(86)	(47)		(180)
	1	12	28		41
		5	3		8
R		4	(4)		
B D 31, 2010	(196)	(272)	(123)		(591)
B J 1, 2011	(196)	(272)	(123)		(591)
D	(61)	(105)	(49)		(215)
		(6)	(2)		(8)
		1	3		4
R	(1)	2	(1)		
B D 31, 2011	(258)	(380)	(172)		(810)
B D 31, 2009	994	679	216	508	2,397
B D 31, 2010	1,425	763	230	401	2,819
B D 31, 2011	1,682	897	336	671	3,586

10

B J 1, 2009	882	94	40	408	19	1,443
A			57		13	70
D			(1)			(1)
E	24	3	1	12	1	41
B D 31, 2009	906	97	97	420	33	1,553
B J 1, 2010	906	97	97	420	33	1,553
A			14		13	27
E	(87)	(10)	(3)	(43)	(4)	(147)
B D 31, 2010	819	87	108	377	42	1,433
B J 1, 2011	819	87	108	377	42	1,433
A		32	69		11	112
D			(7)			(7)
E	(57)	(6)	(3)	(27)	(4)	(97)
B D 31, 2011	762	113	167	350	49	1,441
B J 1, 2009	(37)	(2)	(8)	(8)	(2)	(57)
A		(7)	(14)	(34)	(8)	(63)
E				(1)		(1)
B D 31, 2009	(37)	(9)	(22)	(43)	(10)	(121)
B J 1, 2010	(37)	(9)	(22)	(43)	(10)	(121)
A		(7)	(14)	(32)	(11)	(64)
E		1	1	5	1	8
B D 31, 2010	(37)	(15)	(35)	(70)	(20)	(177)
B J 1, 2011	(37)	(15)	(35)	(70)	(20)	(177)
A		(6)	(12)	(31)	(11)	(60)
E		1	2	7	2	12
B D 31, 2011	(37)	(20)	(45)	(94)	(29)	(225)
B D 31, 2009	869	88	75	377	23	1,432
B D 31, 2010	782	72	73	307	22	1,256
B D 31, 2011	725	93	122	256	20	1,216

The Company

B . J 1, 2009	36	2	21	59
A	—	—	45	45
B . D 31, 2009	36	2	66	104
B . J 1, 2010	36	2	66	104
A	—	—	7	7
B . D 31, 2010	36	2	73	111
B . J 1, 2011	36	2	73	111
A		32	58	90
D	—	—	(5)	(5)
B . D 31, 2011	36	34	126	196
B . J 1, 2009	(36)	(1)	(5)	(42)
A	—	—	(3)	(3)
B . D 31, 2009	(36)	(1)	(8)	(45)
B . J 1, 2010	(36)	(1)	(8)	(45)
A	—	—	(8)	(8)
B . D 31, 2010	(36)	(1)	(16)	(53)
B . J 1, 2011	(36)	(1)	(16)	(53)
A	—	—	(8)	(8)
B . D 31, 2011	(36)	(1)	(24)	(61)
B . D 31, 2009	—	1	58	59
B . D 31, 2010	—	1	57	58
B . D 31, 2011	—	33	102	135

11

	200	2010	2011
B . J 1	2,029	2,082	1,907
E	53	(175)	(114)
B . D 31	2,082	1,907	1,793

		200	2010	2011
C I F A (CIFA)	2008	1,868	1,693	1,579
H E M C., L. (M C., L.)	J 2008	135	135	135
H A C., L.	J 2008	12	12	12
M H E C., L. (M C., L.)	J 2008	67	67	67
		2,082	1,907	1,793

(a) Business combination in 2009

In J 2009, C 75% C H P C., L. (C H P C., L.), PRC, RMB30 C

(b) Business combination in 2011

In A 2011, C C F C M C., L. (F C) 49% 65% RMB37 F C

C M G

P	6
L	38
I	50
	72
C	31
	1
L	(40)
	(62)
I	(1)
	(103)
N	(34)
	0
C (2010)	(37)
F	(23)
	(0)
C	31
	( )

(c) Goodwill impairment test

13.0% 20.9%. C 3%,

200	2010	2011	200	2010	2011

14

	200	2010	2011	200	2010	2011
	5,401	7,504	12,096	3,826	6,195	10,272
L : n (N ( ))	(340)	(557)	(533)	(249)	(418)	(353)
	5,061	6,947	11,563	3,577	5,777	9,919
L : m	(229)	(585)	(912)	(215)	(525)	(887)
	4,832	6,362	10,651	3,362	5,252	9,032
B (N ( ))	491	627	1,138	171	368	677
	5,323	6,989	11,789	3,533	5,620	9,709
A (N 28( ))	29	27	99	25	15	99
A				4,405	10,561	18,163
P w	394	388	508	128	298	263
P n	113	178	310	24	74	193
A	81	179	247	55	48	162
O	325	499	661	72	208	250
	6,265	8,260	13,614	8,242	16,824	28,839

A (n n' n),
w n n w n n

G w n w
n n n 36 (n n n).
I n n n w n n n

(a) Ageing analysis of trade receivables

A

	200	2010	2011	200	2010	2011
1	2,133	2,642	4,547	1,252	1,796	3,932
1 3	382	921	2,362	259	911	2,102
3 1	1,427	2,403	3,401	1,074	2,277	2,855
1 2	931	772	932	834	600	802
2 3	161	174	249	143	167	179
3 5	27	35	72	15	26	49
	5,061	6,947	11,563	3,577	5,777	9,919

A G 1 3 5%-10%

(b) Impairment of trade receivables

I G (N 2( )).

	200	2010	2011	200	2010	2011
B J 1	(255)	(340)	(557)	(182)	(249)	(418)
I	(87)	(258)	3	(68)	(189)	61
	2	41	21	1	20	4
B D 31	(340)	(557)	(533)	(249)	(418)	(353)

( ) B
G
1 6 n H G n n

15

	200	2010	2011
G n n	9,190	17,841	22,135
n n n n	(847)	(1,669)	(2,126)
	8,343	16,172	20,009
L : n (N ( ))			(140)
	8,343	16,172	19,869
L : n n	(5,060)	(9,775)	(12,780)
R n n w n	3,283	6,397	7,089

G n n n
G n n n n

(a) ageing analysis of receivables under finance lease

[illegible]:

	200	2010	2011
	[illegible]	[illegible]	[illegible]
[illegible]			
[illegible]	3,283	6,397	7,139
[illegible]	2,665	5,655	6,300
[illegible]	1,865	3,154	4,178
[illegible]	530	966	2,392
	8,343	16,172	20,009
[illegible]			
[illegible]	478	941	1,024
[illegible]	252	513	671
[illegible]	96	177	318
[illegible]	21	38	113
	847	1,669	2,126
[illegible]			
[illegible]	3,761	7,338	8,163
[illegible]	2,917	6,168	6,971
[illegible]	1,961	3,331	4,496
[illegible]	551	1,004	2,505
	9,190	17,841	22,135

(b) Overdue analysis

[illegible]:

	200	2010	2011
	[illegible]	[illegible]	[illegible]
[illegible]	9,096	17,419	21,671
[illegible]	20	54	39
[illegible]	57	122	74
[illegible]	17	219	219
[illegible]		27	132
[illegible]	94	422	464
[illegible]	9,190	17,841	22,135

[illegible]

(c) Impairment of receivables under finance lease

I [illegible] (N 2( )).

[illegible]:

	200	2010	2011
B J 1			
I	—	—	140
B D 31	—	—	140

( ) G [illegible] N 25( ). P [illegible] G [illegible] N 2( )( ).

1 [illegible]

[illegible] G [illegible] G [illegible] (N 27( )) [illegible] 3 6 [illegible]

1 [illegible]

C [illegible]						
RMB	2,965	12,601	15,351	2,270	11,114	7,995
HKD		5,362	29		5,352	
D	344	511	345	7	135	80
E R	112	237	202	1	10	6
O	18	47	75	14	27	14
	3,439	18,758	16,002	2,292	16,638	8,095

1

(a) Short-term loans and borrowings:

		200	2010	2011	200	2010	2011
RMB	( )	55	20	304			
E R	( )	2,475	3	5			
RMB		1,012	31	265	470		240
JP		568	777	50	133	753	50
E R		144	330	132		293	127
D	( )	2,002	3,013	3,986	1,041	2,433	3,385
HKD			60	57			
C		2,297	3,873	1,250		388	293
		8,553	8,107	6,049	1,644	3,867	4,095

N :

( ) RMB D 31, 2009, 2010 2011 RMB85 , RMB28 RMB339 .

( ) A D 31, 2009, E R RMB2,475 100% C I C I J 2010.

( ) A D 31, 2009, 2010 2011, D N , RMB1,192, RMB1,197 LIBOR 2% 4.7% G A D 31, 2010 2011, G

(b) Long-term loans and borrowings:

		200	2010	2011	200	2010	2011
RMB	( )	4,515	3,949	560			
E R	( )		1,585	1,476			
RMB	( )	486	849	460	485	848	460
E R	( )	12	883	819			
D	( )	1,815	3,206	3,931		795	2,892
	( )	1,090	1,091	1,093	1,090	1,091	1,093
		7,918	11,563	8,339	1,575	2,734	4,445
L : C		(2,297)	(3,873)	(1,250)		(388)	(293)
		5,621	7,690	7,089	1,575	2,346	4,152

N :

( ) RMB D 31, 2009, 2010 2011 w RMB4,671 , RMB4,125 RMB586 1 3 .

( ) A D 31, 2010 2011, E R RMB1,583 RMB1,468 w 100% C , I E RIBOR 2.2% J 2013.

( ) RMB D 31, 2009, 2010 2011 9 21 A D 31, 2009, 2010 2011, N , RMB 230 RMB230 G A D 31, 2010 2011, G w

( ) A D 31, 2009, 2010 2011, E R N , RMB877 RMB814 E RIBOR 2.0% J 2013.

A D 31, 2009, 2010 2011, E R RMB12 , RMB6 RMB5 w 2014.

( ) A D 31, 2009, 2010 2011, D RMB1,351 , RMB1,319 RMB964 LIBOR 0.9% 4.5% 9 33 G A D 31, 2009, 2010 2011, G w

A D 31, 2009, 2010 2011, D RMB464 , RMB1,887 RMB2,746 LIBOR 1.2% 5% 2 35

D n n D RMB221 D 31, 2011 n 3.9% 4.2% nn n 17 n

( ) I n A 2008, C n w n RMB1,100 n n n 6.5% nn n n A 2016. n n w n n nn n n n n n n

( ) E n N 18( )( ), 18( )( ), 18( )( ) n 18( )( ) , n n G , n n w n n n n n n n n

1

	200	2010	2011	200	2010	2011
	4,369	6,841	7,136	2,108	5,989	6,429
B	3,843	5,441	4,967	3,499	5,307	4,771
(N ( ))	8,212	12,282	12,103	5,607	11,296	11,200
A (N 28( ))		12	13			
A				2,659	1,046	626
R n	446	1,021	1,166	331	676	733
P n n	386	375	403	358	339	372
A	402	642	940	224	446	646
A	265	722	1,224	163	602	1,096
(N 22)	270	608	864	217	194	172
P w n (N ( ))	87	113	131	36	58	68
	63	325	546	20	286	423
D n		116			116	
P n (N ( ))		53	687			74
O	501	934	1,237	177	334	978
	10,632	17,203	19,314	9,792	15,393	16,388

N :

(a) Ageing analysis of trade creditors and bills payable as at the respective balance sheet dates is as follows:

	200	2010	2011	200	2010	2011
D w n 1 n n n	1,901	4,640	4,974	1,788	4,598	4,933
D 1 n w n 3 n	2,105	3,567	3,938	1,761	3,509	3,666
D 3 n w n 6 n	2,238	3,067	2,496	1,968	2,701	2,091
D 6 n n 12 n	1,968	1,008	695	90	488	510
	8,212	12,282	12,103	5,607	11,296	11,200

( )

B n J n 1, 2009	127	44
P n	87	85
n n	(127)	(93)
B n D 31, 2009	87	36
B n J n 1, 2010	87	36
P n	135	115
n n	(109)	(93)
B n D 31, 2010	113	58
B n J n 1, 2011	113	58
P n	154	128
n n	(136)	(118)
B n D 31, 2011	131	68

A n w n n w n n G , G w n n 3 12 n P n w w n w n G , n n w n n n n n w n n

( ) A n n w n , n n (N 14 n 15) w n n n 1 5 n n O n n n

20 l

(a) Income tax payable in the balance sheets represents:

	200	**2010**	**2011**	**200**	**2010**	**2011**
P n PRC n	281	756	1,286	270	712	1,177
P n n n	2	1	3			
	283	757	1,289	270	712	1,177

(b) Deferred tax assets and liabilities recognized:

[illegible] w:

The Group

[illegible] *31, 2009*

	[illegible] 1, 200	[illegible]	[illegible]	[illegible]	[illegible] 31, 200
[illegible]					
R [illegible]	36	10		3	49
I[illegible]	29	(1)			28
A [illegible]	44	(3)		5	46
[illegible]		17			17
O [illegible]	15	(7)			8
[illegible]	124	16		8	148
[illegible]					
P [illegible]	(37)	26		(1)	(12)
I[illegible]	(465)	17		(12)	(460)
L [illegible]	(52)	4	(1)		(49)
O [illegible]	(18)	(4)		(7)	(29)
[illegible]	(572)	43	(1)	(20)	(550)

[illegible] *31, 2010*

	[illegible] 1, 2010	[illegible]	[illegible]	[illegible] 31, 2010
[illegible]				
R [illegible]	49	34	(1)	82
I[illegible]	28	14	(2)	40
A [illegible]	46	8	(2)	52
[illegible]	17	55	(5)	67
O [illegible]	8	25		33
[illegible]	148	136	(10)	274
[illegible]				
P [illegible]	(12)	2	1	(9)
I[illegible]	(460)	21	46	(393)
L [illegible]	(49)	1		(48)
O [illegible]	(29)	5	3	(21)
[illegible]	(550)	29	50	(471)

[illegible] December 31, 2011

	[illegible] 1, 2011	[illegible]	[illegible]	[illegible] 31, 2011
[illegible]				
R[illegible]	82	28	(1)	109
I[illegible]	40	(4)	(1)	35
A[illegible]	52	8	(2)	58
[illegible]	67	11	(5)	73
O[illegible]	33	11	(2)	42
[illegible]	274	54	(11)	317
[illegible]				
P[illegible]	(9)			(9)
I[illegible]	(393)	15	29	(349)
L[illegible]	(48)	2		(46)
O[illegible]	(21)	6	1	(14)
[illegible]	(471)	23	30	(418)

The Company

[illegible] December 31, 2009

	[illegible] 1, 200	[illegible]	[illegible] 31, 200
[illegible]			
R[illegible]	28	10	38
I[illegible]	2	(2)	
A[illegible]	13	10	23
O[illegible]	2	(1)	1
[illegible]	45	17	62
[illegible]			
P[illegible]	(1)	1	
O[illegible]		(5)	(5)
[illegible]	(1)	(4)	(5)

[illegible] December 31, 2010

	[illegible] 1, 2010	[illegible]	[illegible] 31, 2010
[illegible]			
R[illegible]	38	26	64
A[illegible]	23	6	29
O[illegible]	1	2	3
[illegible]	62	34	96
[illegible]			
O[illegible]	(5)	5	

[illegible] December 31, 2011

	[illegible] 1, 2011	[illegible]	[illegible] 31, 2011
[illegible]			
R[illegible]	64	(7)	57
A[illegible]	29	12	41
O[illegible]	3	6	9
[illegible]	96	11	107
[illegible]			
O[illegible]			

21, [illegible]

A[illegible] PRC, [illegible] C[illegible] PRC [illegible] G[illegible], PRC [illegible] 18% [illegible] 22% [illegible], [illegible] A[illegible] CIFA [illegible] I[illegible] 7.5% [illegible] C[illegible] (N[illegible] 5([illegible]). G[illegible]

22

O [illegible] G [illegible] (N 27( )), [illegible] (N 19( )). G [illegible]

23

(a) Share capital

	200	2010	2011
2011: 6,275,925,164 A RMB1.00 ; 1,430,028,886 H RMB1.00 (2009: 1,673,100,000 A RMB1.00 ; 2010: 4,840,678,482 A RMB1.00 956,541,080 H RMB1.00)	1,673	5,797	7,706
A J 1	1,521	1,673	5,797
O H G O			131
I A N O		298	

(b) Reserves

[illegible]

	200	**2010**	**2011**
[illegible]			
Balance, January 1	9	9	15,050
New Ventures (Note 23( ))		5,181	
Growth (Note 23( ))		9,849	
Other Strategic Growth (Note 23( ))			1,376
Balance (Note 23( )( ))			(1,778)
Other [illegible]		11	
Balance, December 31	9	15,050	14,648
[illegible]			
Balance, January 1	528	768	1,211
Addition (Note 23( )( ))	240	443	751
Balance, December 31	768	1,211	1,962
[illegible]			
Balance, January 1	(2)	1	(1)
Other [illegible]	3	(2)	(1)
Balance, December 31	1	(1)	(2)
[illegible]			
Balance, January 1	3,060	4,910	5,107
Addition (Note 23( )( ))	(240)	(443)	(751)
Consolidation (Note 23( )( ))	(152)	(827)	(1,541)
Balance (Note 23( )( ))	(152)	(2,957)	
Production	2,394	4,424	7,485
Balance, December 31	4,910	5,107	10,300
[illegible]			
Balance, January 1	3,595	5,688	21,367
Balance, December 31	5,688	21,367	26,908

( ) Consolidated [illegible]

[illegible] PRC [illegible]

( ) [illegible]

n PRC n , C n PRC 10%
n n n w PRC n n n n n 50% n n
D 31, 2009, 2010 2011, C n RMB240 n, RMB443 n n
RMB751 n, n 10% n n n
n w PRC n n n n .

n n n n n

RMB234 2010, 2011.

Annual Meeting on June 3, 2011, RMB0.26 5,928 RMB1,541 December 31, 2010 2011.

( ) B

Annual Meeting on May 21, 2009, 0.1 A 152 RMB152 Board Directors.

Extraordinary General Meeting on June 22, 2010, 1.5 A 27, 2010. 2,957 RMB2,957 Board Directors.

Annual Meeting on June 3, 2011, 0.3 June 15, 2011. 1,778 RMB1,778 Board Directors.

24

[illegible]

[illegible]

[illegible]

n N 2( )( ), w M n n n

(b) Liquidity risk

L G w n n n

The Company

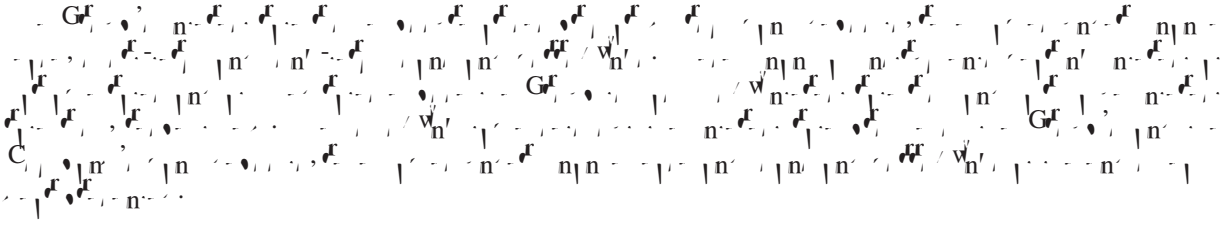
	As of December 31, 2009					
Long-term debt, including current portion	3,219	3,725	1,749	566	216	1,194
Short-term borrowings	9,792	9,792	9,792			
	13,011	13,517	11,541	566	216	1,194
Fair value measurements		3,369	3,369			

	As of December 31, 2010					
Long-term debt, including current portion	6,213	6,767	4,051	474	1,124	1,118
Short-term borrowings	15,393	15,393	15,393			
Other financial instruments	99	99		99		
	21,705	22,259	19,444	573	1,124	1,118
Fair value measurements		7,284	7,284			

	As of December 31, 2011					
Long-term debt, including current portion	8,247	8,925	4,403	3,261	1,261	
Short-term borrowings	16,388	16,388	16,388			
Other financial instruments	112	112		8	104	
	24,747	25,425	20,791	3,269	1,365	
Fair value measurements		10,726	10,726			

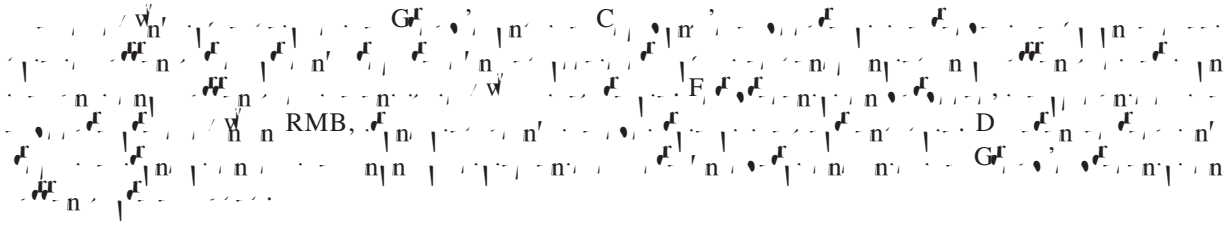
Management Guarantees

(c) Interest rate risk



	200		2010		2011	
	%		%		%	
	3.8%	(4,280)	3.3%	(1,234)	4.8%	(1,090)
	5.7%	(3,320)	6.7%	(1,091)	6.1%	(1,314)
		(7,600)		(2,325)		(2,404)
	0.4%	989	0.4%	1,762	0.5%	1,742
	0.4%	3,439	0.3%	18,756	1.0%	16,000
	8.0%	8,343	7.8%	16,172	8.0%	19,869
	3.5%	(4,273)	3.4%	(6,873)	4.2%	(4,959)
	4.8%	(2,301)	3.6%	(6,599)	3.9%	(5,776)
		6,197		23,218		26,876
		(1,403)		20,893		24,472

	200		2010		2011	
	%		%		%	
	2.2%	(470)	3.2%	(1,159)	4.3%	(764)
	6.7%	(1,090)	6.7%	(1,091)	6.1%	(1,314)
		(1,560)		(2,250)		(2,078)
	0.4%	778	0.4%	1,615	0.5%	1,667
	0.4%	2,292	0.3%	16,637	1.3%	8,094
	1.4%	(1,174)	2.9%	(2,708)	4.4%	(3,331)
	4.2%	(485)	3.5%	(1,255)	4.9%	(2,839)
		1,411		14,289		3,591
		(149)		12,039		1,513



The Group

	200			2010				2011			
	298	4		397	9			304	211	126	
C											
	99	19	23	243	56	30	5,362	115	52	37	29
	(360)	(151)	(120)	(268)	(429)	(700)	(3)	(113)	(399)	(272)	(1)
L	(1,404)	(118)	(568)	(2,433)	(318)	(777)	(60)	(6,289)	(127)	(50)	(56)
N											
	(1,367)	(246)	(665)	(2,061)	(682)	(1,447)	5,299	(5,983)	(263)	(159)	(28)

The Company

	200			2010				2011			
	263	2		374	9			234	168	79	
C											
	7	1	14	135	10	27	5,352	79	6	14	
	(9)	(1)		(246)	(367)	(592)		(94)	(382)	(238)	
L	(1,041)		(133)	(2,433)	(293)	(753)		(6,277)	(127)	(50)	
N											
	(780)	2	(119)	(2,170)	(641)	(1,318)	5,352	(6,058)	(335)	(195)	

	200		2010		2011	
	/		/		/	
D	5%	(58)	5%	(88)	5%	(254)
	-5%	58	-5%	88	-5%	254
E R	5%	(10)	5%	(29)	5%	(11)
	-5%	10	-5%	29	-5%	11
n	5%	(28)	5%	(61)	5%	(7)
	-5%	28	-5%	61	-5%	7
HKD			5%	225	5%	(1)
			-5%	(225)	-5%	1

(e) Fair values

( )

D 31, 2009, 2010 2011.

PRC RMB9 , RMB5 RMB4 D 31, 2009, 2010 2011,

( )

[illegible]

[illegible]

[illegible] 5.3% [illegible] 6.8% [illegible] 2009, 5.4% [illegible] 6.2% [illegible] 2010 [illegible] 6.1% [illegible] 7.1% [illegible] 2011. [illegible] PRC [illegible] 31, 2009, 2010 [illegible] 2011:

The Group

	200	2010	2011
[illegible]			

2

(a) Capital commitments

At December 31, 2009, 2010 and 2011, the Group and the Company had the following capital commitments:

	The Group			The Company		
	2009	2010	2011	2009	2010	2011
	RMB	RMB	RMB	RMB	RMB	RMB
Authorized but not contracted for						
Property, plant and equipment	115	164	434	102	132	279
Investments	8		100			100
Intangible assets		10	51		10	51
Others			31			31
	123	174	616	102	142	461

2

(a) Financial guarantee issued

C G G G A D 31, 2009, 2010 2011, G w RMB3,369 , RMB5,950 RMB9,092 2 4 G , w F D 31, 2009, 2010 2011, G RMB117 , RMB102 RMB190

O 2010, G G G A G A D 31, 2010 2011, G RMB1,334 RMB1,634 , 2 4 . F D 31, 2010 2011, G

(b) Contingent liability in respect of legal claims

In M 2010, I C M ., 59.32% w C 2003 2007 E R10.7 In J 2011, C M N

G M , w G

(a) Transactions with related parties

	200	2010	2011
	(4)	(4)	(157)
L	(3)		
P	10	39	148

C

(b) Outstanding balances with related parties

A / G

(c) Key management personnel emoluments

K G G:

	200	2010	2011
	19,830	24,363	26,225
R	274	375	375
	20,104	24,738	26,600

N 5( ).

(d) Contributions to retirement plans

20,10 0 .0407

M [illegible] O [illegible] A [illegible]

[illegible] N 2 [illegible] N 11 [illegible]

M [illegible] R [illegible]

O [illegible]:

(a) Impairment of trade receivables and receivables under finance lease

M [illegible] M [illegible] I [illegible]

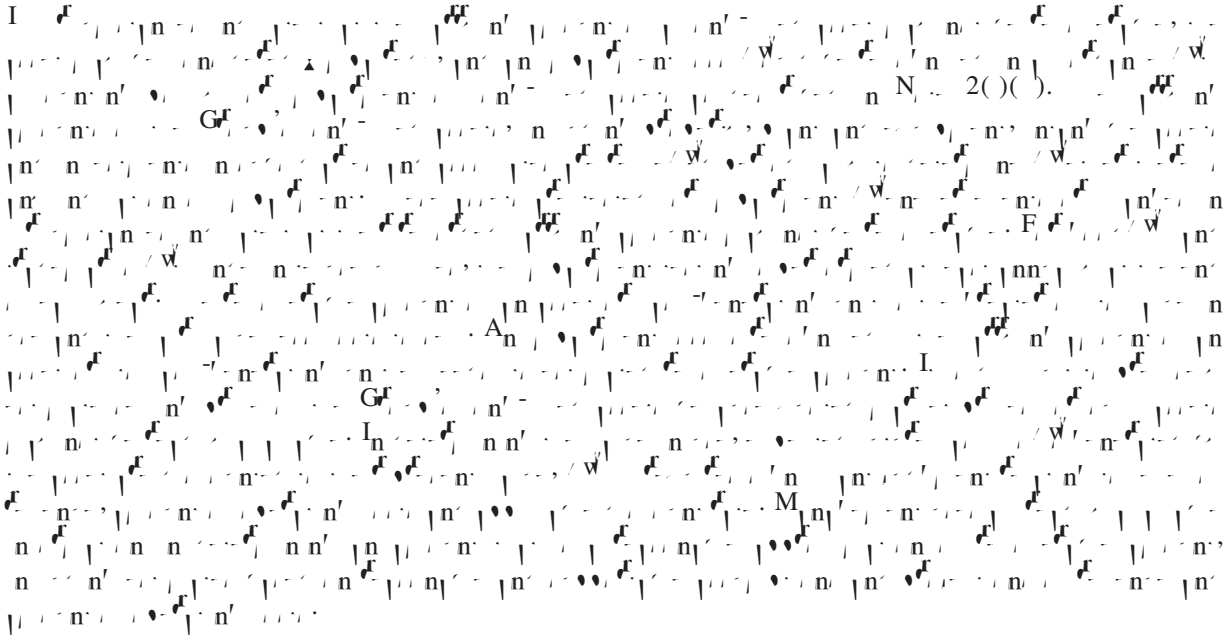
(b) Warranty provision

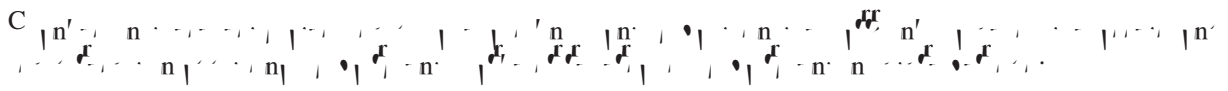
A [illegible] N 19( ), [illegible] G [illegible] A [illegible] G [illegible] A [illegible]

(c) Write-down of inventories

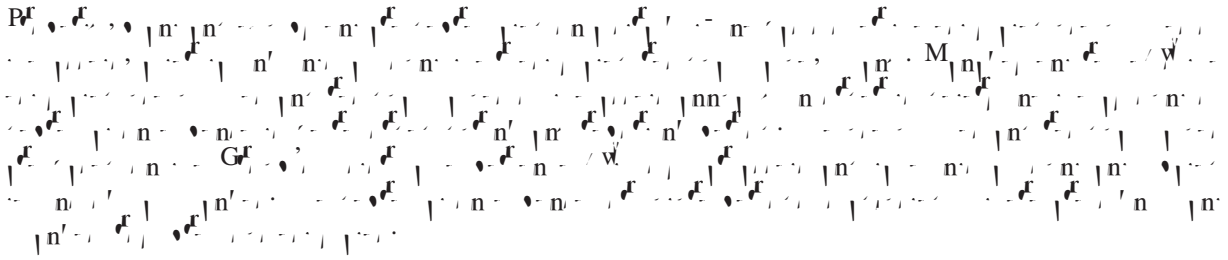
A [illegible] N 2( ), [illegible] G [illegible] H [illegible]

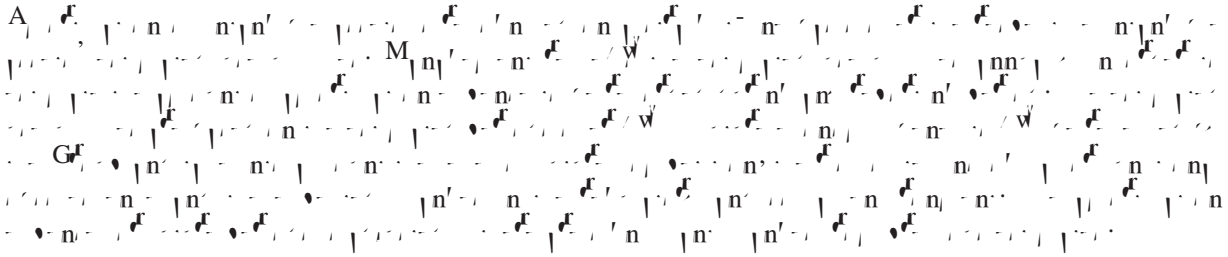
(d) Impairment of long-lived assets





(e) Depreciation and amortization





30

	200	2010	2011
	1,882	3,364	8,570

D 31, 2011

C I F A .A. (CIFA)	E R 15	59.32%		59.32%	M
E M C ., L. .	RMB 474	100%	100%		M
H A C ., L. .	RMB 289	88.86%	88.86%		M
M H E C ., L. .	RMB 100	82%	82%		M
F (B) C ., L. .	RMB 1,502	100%	100%		L C
H I C ., L. .	RMB 5	100%	100%		
H H C ., L. .	RMB 166	79%	79%		M
C ., L. .	RMB 69	100%	100%		M
F (C) C ., L. .	D 280	100%		100%	L
G L. .	RMB 72	100%	100%		M
H C ., L. .	RMB 100	75.6%	75.6%		M
P F M C ., L. .	RMB 50	100%	100%		M
F C M C ., L. .	RMB 45	65%	65%		M

A PRC, CIFA w I. A

31 l l l , 31, 2011

IA B w n' n n, n w n n n

C

C G

32 **AA**

(a) Reconciliation of total equity of the Group

	200	2010	2011
PRC GAAP	7,592	27,475	35,635
A	(40)	(40)	(40)
IFR	7,552	27,435	35,595

( ) G PRC GAAP IFR .

33

( ) P M 15, 2012, D 31, 2011 RMB0.25 RMB1,927 A G M

( ) I F 2012, C C E M C., L. (E M C) RMB2,100 E M C C RMB1,943 O M 15, 2012, C 80% E M C H P A E E E M C G C 20% E M C

406-409, 4. F
P P
1 Q n R E
H n K n

N . 361 n n R , C n
H n n P n , C n

452 F A n
N w , N w 10018
n A

L 30
H BC M n B n
1 Q n R C n
H n K n

as to United States and Hong Kong Law

as to PRC law

35. F
ICBC y
3 G n R , C n
H n K n

21. F
C n y
1 J n n w A n
B n , C n

as to United States Law

as to PRC law

42/F E n y
L n
15 Q n R C n
H n K n

20. F
C n R B n
8 J n n A n
B n , C n

8. F
P n B n
10 C R , C n
H n K n

ZOOMLION