

## Shanghai Highly (Group) Co., Ltd. Abstract of the 2011 **Abstract of the 2011 Annual Report**

The Board of Directors of Shanghai Highly (Group) Co., Ltd. (hereinafter referred to as "the Company") hereby presents to all shareholders the consolidated financial data of the Company and its subsidiaries for the reporting year ended 31 Dec. 2011. These financial data have been prepared in accordance with the Chinese Accounting Standards for Business Enterprises, and have been addited by Erns & Young Hux Ming Certified Public Accounts

		Unit: (RMB) Yuan
Items	2011	2010
Operating revenue	8,177,773,903.32	6,401,973,855.18
Total profit	296,585,286.00	255,240,172.64
Net profit attributable to shareholders of the Company	174,233,998.08	143,882,027.07
Total assets	7,116,404,114.84	6,589,033,960.03
Equity attributable to shareholders of the Company	1,786,936,220.41	1,624,084,945.48
Basic EPS (Yuan/share)	0.29	0.24

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Business Review

2011 marked the first year for the Company to carry out its "12th Five—year Development Plan", as well as a year with a complex economic situation both at home and abroad. With the government policy of boosting domestic demand and subsidies for energy—saving products, as well as the European debt crisis in the second half of the year, the A/C and A/C compressor industries grew fast at the beginning and slowed down afterwards in the year. For the reporting period, the Company produced 1.5.254 million units of A/C compressors, up 10.41% over last year, and sold 17.5530 million units of A/C compressors, representing a year—on—year growth of 18.56%. According to statistics from China Household Electrical Appliances Association, the number of A C compressors sold by the Company in 2011 represented a domestic market share of 15.32% for the year, which enabled the Company to keep a leading position in the A/C compressor industry in terms of technology and market share. Meanwhile, the Company properly adjusted prices of its products according to the supply and demand changes as well as its production capacity, making the growth margins of the operating revenue and profit both higher than the sales growth for the year. For 2011, the Company achieved operating revenue of RMB 8,177.77 million, up 27.77% as compared to last year; net profit attributable to shareholders of the Company reaching RMB 174.23 million, up 21.10% from a year earlier; and net profit after deducting non-recurring gains and losses reaching RMB 167.21 million, representing a 36.10% growth over last year. In face of a complex and changeable international situation and a transforming domestic economy in the reporting period, the Company, closely keeping to the working policy of "seizing opportunities, sticking to innovation and boosting remarkable development again", carried out a series of effective operation and management activities. All business objectives set for the year were accomplished decently. (1) A technological innovation platform was built to formulate a cross structure that was market-oriented and technology—driven. In 2011, a R&D center was built sors sold by the Company in 2011 represented a domestic market share of 15.32% for

were accomplished decently. (1) A technological innovation platform was built to formulate a cross structure that was market-oriented and technology-driven. In 2011, a R&D center was built in Guangdong to extend the R&D front to customers and develop more customized products with a clearer aim. (2) The Company accelerated the 4th-phase construction of the Nanchang Highly project, one of the key projects, so as to form a combined annual production capacity of 18-million-unit A/C compressors, improve management over production and investment, and give play to the scale effect. (3) With "Great quality shows great human dignity, and good products show good moral quality" as the quality guidance, the Company improved its basic management and product quality, provided customers with greater satisfaction and realized sustained and healthy development.

Main Investments Made

(1) The greater of Shearder illituals Elevated Application Countries Countri

(1) The project of Shanghai Hitachi Electrical Appliances Co., Ltd. (Shanghai Hitachi) making investment to develop electromotive A/C compressors and their supporting systems for new – energy automobiles was reviewed and approved at the 11th Session of the 5th Board of Directors. The total input for the project, all financed by Shanghai Hitachi itself, stood at RMB 150 million, of which RMB 120 million, area for their laboratory and RMB 120 million. of which RMB 120 million was for technical innovations and RMB 30 million was for R&D According to the project plan, Shanghai Hitachi was to develop electromotive A/C compressors for new -energy automobiles, promote its cooperation with automobile makers, realize industrial production of such A/C compressors and form an annual production capacity of 50,000 units of electromotive scroll compressors for automobiles. By the end of Dec. 2011, the old plant astruction was completed, some equipments were moved into the plant and the project project of Shanghai Hitachi making investment to expand the annual producti

(2) The project of Shanghai Hitachi making investment to expand the annual production capacity of small—sized energy—saving fluorine—free frequency—conversion compressors by 2 million units was reviewed and approved at the 13th Session of the 5th Board of Directors and the First Special Shareholders' General Meeting for 2010. The total input for the project would be US \$ 37 million (approximately RMB 250 million). 50% of the total input would be registered capital, which would be paid by shareholders of Shanghai Hitachi iact would over the rest. It was planned to add an annual production capacity of 2 million units of small—sized progressions of fluoring fluorine—free frequency—conversion compressors fluoris Adding new conjuments or the rest. It was planned to add an annual production capacity of 2 million units of small—sized energy—saving fluorine—free frequency—conversion compressors through adding new equipments or altering old ones. Upon completion of the project, the annual production capacity of the Shanghai plant of Shanghai Hitachi would increase from 10 million units to 12 million units. By the end of Dec. 2011, the plant reconstruction and plant management digitalization were completed. Production equipments were moved into the plant. Acceptance checks and trial production were proceeding. The objective to produce another 2 million units of small—sized energy—saving fluorine—free frequency—conversion compressors per year could basically be achieved.

(3) The project of Shanghai Hitachi making investment to carry out the 4th—phase construction of Nanchang Highly was reviewed and approved at the 13th Session of the 5th Board of Directors and the First Special Shareholders' General Meeting for 2010. The total input for the project was RMB 480 million. 50% of the total input would be registered capital that Shanghai Hitachi would pay in cash, and Nanchang Highly would cover the rest. Through adding new equipments, the project atimed to form a complete annual production capacity of 2 million units of L—series

the project aimed to form a complete annual production capacity of 2 million units of L-super-efficient compressors. Upon completion of the project, Nanchang Highly would sufficient production areas and capacity to produce 6 million units of A/C compressors. By the end of Dec. 2011, the production process arrangement and the relevant equipment arrangement were completed. All the equipments arrived at the plant, with installation and debugging finished As such, an annual production capacity of 2 million units of L-series super-efficient compressors

took shape.

(4) The project of Nanchang Highly building a staff canteen and finished product warehouse was reviewed and approved at the 2nd Session of the 6th Board of Directors. The total input for the project was RMB 43 million, all of which would be covered by Nanchang Highly itself. Taking up a new area of 7,181 square meters and a building area of 14,634 square meters, the planned building, a concrete structure with two floors, would be 16 meters high. The first floor would be used as a warehouse for finished products and the second floor as a kitchen, canteen and meeting—house. It would cater for about 3,000 employees, the most important factor for the annual production capacity of 6 million units of A/C compressors. The first floor might be rebuilt as a canteen according to the development of Nanchang Highly. As such, the building was able to cater for about 6,000 employees, which meant an annual production capacity of 12 million units of A/C compressors. The project abso included an energy—saving heat recycling alternation units of A/C compressors. The project abso included an energy—saving heat recycling alternation to cater for about 6,000 employees, which meant an annual production capacity of 12 million units of A/C compressors. The project also included an energy—saving heat recycling alternation plan on 4 units of 60-cubic—meter A/C compressors, so as to satisfy the hot water need of 65 cubic meters/hour of the new canteen. By the end of Dec. 2011, the civil structure was basically completed. And the external walls for the two floors were being built. The project was proceeding. (5) It was reviewed and approved at the 16th Session of the 5th Board of Directors to incorporate Anhui Highly Precision Foundry Co., Ltd. (Anhui Highly Foundry) for executing the First Phase of the Project for Founding and Machining Refrigerating Compressor Parts. The total input for the project was RMB 277.50 million. The registered capital of Anhui Highly Foundry was RMB 125 million, all paid in cash by shareholders. The Company contributed RMB 50 million, accounting for 40% of the registered capital of Anhui Highly Foundry, and the rest was to be covered by Anhui Highly Foundry itself. Buying 178—mu land in the Anhui Hanshan Economic Development Zone to build founding workshops, and the rest workshops, heat treating workshops, and Development Zone to build founding workshops, machining workshops, heat treating workshops, a power plant for general use, residential buildings for employees and other kinds of buildings covering an area over 37,800 square meters, as well as buying new production equipments, Anhu: Highly Foundry was to form a production capacity of 46,000-50,000 tons of foundry goods per ar, a production capacity of 6 million pieces of worked parts per year, as well as the rresponding piston heat treatment capacity. By the end of Dec. 2011, the Company had corresponding piston heat treatment capacity. By the end of Dec. 2011, the Company had injected its portion of contribution. The perpendicular workshop equipment base was basically finished and the ground work started. The horizontal workshop equipment base, the 35kv depressurization station and roads and walls of the plant was being built.

Website of the Company: http://www.highly.cc
E-mail address of the Company: heartfelt@highly.cc
Newspapers chosen by the Company for information disclosure: Shanghai Securities News and Hong Kong Ta Kung Pao
Internet website designated by the CSRC for the disclosure of periodical reports of the Company: http://www.sse.com.cn

Chairman of the Board: Shen Jianfang

Chairman of the Board: Shen Jianfang

Shanghai Highly (Group) Co., Ltd. 10 April 2012

Stock Abbr.: Highly Gufen (A-share) , Highly B Gu (B-share) Stock Code: 600619 (A-share) , 900910 (B-share)

Announcement No.: L2012-005

Shanghai Highly (Group) Co., Ltd. Announcement on Resolutions Made at the Seventh Session of the Sixth Board of Directors

Shanghai Highly (Group) Co., Ltd. (hereinafter referred to as "the Company") and all its directors hereby ensure that the information carried in this announcement is factual, accurate and

directors hereby ensure that the information carried in this announcement is factual, accurate and complete, and they are jointly and severally liable for any false information, misleading statement or material omission of this announcement. The English translation is for reference only. The 7th Session of the 6th Board of Directors of the Company was convened at the Conference Room of the Company on 6 Apr. 2012. Nine directors were supposed to be present at the session and actually eight of them were present. Independent Director Mr. Zhu Rong' en was unable to be present at the session for he was then abroad for a business trip. He entrusted Independent Director Ms. Wang Yu to attend the session and vote on behalf of him. The session was chaired by Mr. Shen Jianfang. All supervisors sat in on the session. The session was held in a procedure in compliance with applicable laws, regulations and the Company's A Articles of Association. The following proposals were reviewed and approved unanimously by directors at the session.

1. The Work Report of the Board of Directors for 2011 was reviewed and approved.

Voting resulty 9 yese-votes; O abstention; O no-votes. oting result: 9 ves-votes; 0 abstention; 0 no-votes

2. The Work Report of GM for 2011 was reviewed and approved. ng result: 9 yes-votes; 0 abstention; 0 no-votes

3. The Proposal on Making Asset Impairment Provisions for 2011 was reviewed and approved In 2011, provisions for asset impairment (falling price) of RMB 5,572,179.62 wer In 2011, provisions for asset impairment (falling price) of RMB 5,572,179.62 were withdrawn, including the provision for falling prices of inventories amounting to RMB 5,184,056.97. In financial assets, bad—debt provisions for accounts receivable totaling RMB 388,122.65 were withdrawn. Depreciation for investment real estate was withdrawn in the light of the stipulated depreciation life; intangible assets were amortized based on useful life; and deferred income tax assets could generate enough taxable income in the future to deduct its profit. There existed no impairment signs in long—term equity investment, construction in progress and fixed assets. Consequently, the Company did not make impairment provisions for them for the year. Voting result: 9 yes—votes; 0 abstention; 0 no—votes.

4. The Financial Final Accounts for 2011 and the 2012 Annual Budget was reviewed and annumed.

5. The Preplan on Profit Distribution for 2011 was reviewed and approved.

5. The Preplan on Profit Distribution for 2011 was reviewed and approved. According to the financial statements for 2011 prepared by the Company under the Accounting Standards for Business Enterprises and audited by Ernst & Young Hua Ming Certified Public Accountants Co., Ltd., the net profit attributable to shareholders of the Company for 2011 was RMB 174,233,988.08. The net profit of the Company of RMB 94,561,085.14, plus the retained profit of the Company carried over from last year of RMB 23,188,321.48, was RMB 177,749,406.62, profit available for distribution at the end of the reporting year. After withdrawing RMB 9,456,108.51 as statutory surplus reserve for the Company according to its Articles of Association, the final profit distributable to shareholders of the Company at the year-end was RMB 108,293,298.11.

Articles of Association, the final profit distributable to shareholders of the Company at the year-end was RMB 108,293,298.11.

The Preplan on Profit Distribution for 2011: Based on the total shares of 602,744,115 shares as at the end of 2011, a cash bonus of RMB 1.00 (tax included) was to be distributed for every 10 shares held by shareholders. The cash bonus to be distributed totaled RMB 60,274,411.50 (tax included), and the retained profit of RMB 48,018,886.61 was to be carried forward to the next

Voting result: 9 yes-votes; 0 abstention; 0 no-votes

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6. The 2011 Annual Report and the Abstract of the 2011 Annual Report were reviewed and approved, which were agreed to be disclosed simultaneously on Shanghai Securities News and Hong Kong Ta Kung Pao on 10 Apr. 2012.

Voting result: 9 yes=votes; 0 abstention; 0 no=votes.
7. The Self-Evaluation Report on Internal Control of the Company for 2011 (see the website of Shanghai Stock Exchange Inter/lwww.sse.com.cn for more details).

Voting result: 9 yes-votes; 0 abstention; 0 no-votes. B. The 2011 Annual Social Responsibility Report (see the website of Shanghai Stock Exchange

8. The 2011 Annual Social Responsibility Report (see the website of Shanghai Stock Exchange http://www.sse.com.cn for more details) was reviewed and approved. Voting result: 9 yes-votes; 0 abstention; 0 no-votes.

9. The Proposal on Related-Party Transactions for 2012 was reviewed and approved. For more details, please refer to the announcement on related-party transactions (No. L2012-007). According to applicable laws, regulations and the Company's Articles of Association, related directors Xu Chao and Sun Wei stepped aside from the voting on this proposal. Voting result; 7 yes-votes; 0 abstention; 0 no-votes; 2 voters stepped aside.

10. The Proposal on External Guarantees Provided by the Company for 2012 was reviewed and approved. For more details, please refer to the announcement on external guarantees (No. L2012-008).

Voting result: 9 yes-votes; 0 abstention; 0 no-votes.

11. The Proposal on Signing Agreements (Contracts) Concerning Loans and Credits with Banks in 2012 was reviewed and approved.

In order to get funds needed for operation, the Board of Directors agreed to sign an agree:

In order to get funds needed for operation, the Board of Directors agreed to sign an agreement with China Merchants Bank Co., Ld. to acquire a comprehensive credit line not exceeding RMB 80 million, sign a contract with the Bank of Shanghai to acquire a comprehensive credit line not exceeding RMB 150 million and US\$ 2 million, sign a contract with the head office of the Export—import Bank of China to acquire a credit line not exceeding RMB 200 million, and sign a contract with Shanghai Rural Commercial Bank to acquire a financing not exceeding RMB 200

minion individuals.)
Voting result: 9 yes-votes; 0 abstention; 0 no-votes.

12. The Proposal on Making Investment to Incorporate Shanghai Highly Realnen Environme Technology Co., Ltd. to Accelerate Development of Heat Pump-related Business was review.

and approved.

The Board of Directors agreed to make investment to incorporate Shanghai Highly Realnen

Environmental Technology Co., Ltd. (the final official name subject to the one to be registered with the administration authority for industry and commerce; hereinafter referred to as "Highly Realnen"). The initial investment for Highly Realnen was RMB 30 million. Therefore, the registered capital of Highly Realnen was RMB 30 million, which would be all contributed by the Company in cash. Highly Realnen would be mainly engaged in design, production, sale and lease of heat pump products; installation, consultancy and other related services; and contractual

on near pump products; instanation, constituting and other related services; and contractual energy management.

(1) Overview of the investment

The heat pump industry is an industry newly rising among less and less global energy and a tremendous task of energy saving and emission reduction. After two years of developing, the heat pump division of the Company has finished team organization, product development, brand creation and marketing. Currently, main heat pump products have come into mass production and sale and quite a few sample projects have been carried out. As such, Highly Realnen has the strength to compete in the heat pump market. According to the Company's s 12th five—year development plan, and in order to explore the heat pump market as soon as possible, the Company is to make investment to incorporate Highly Realnen for accelerating the heat pump—related husiness.

(2) Basic information about the investee The initial investment for Highly Realnen is RMB 30 million. Therefore, the registered capital of Highly Realnen is RMB 30 million, which will be all contributed by the Company in Remninbi in cash. To be specific, a contribution of RMB 20 million will be made in 2012 and the rest, i.e. RMB 10 million, will be contributed in 2013. In order to ensure the performance of heat pump products, Highly Realnen will set up a Highly Realnen carter about 2.000 segarate metars by reliabilities the old algor to No. 2555 Champang.

RMB 10 million, will be contributed in 2013. In order to ensure the performance of heat pump products, Highly Realnen will set up a Highly Realnen center about 2,000 square meters by rebuilding the old plant on No. 2555 Changyang Road. With trial manufacture, testing and R&D of heat pump products as the core, the center will include a heat pump performance lah, a heat pump reliability lab, a heat pump heating simulation testing room and other advanced labs.

The Board of Directors believes that the incorporation of Highly Realnen is a move to seize opportunities in the energy reform and accelerate development of the heat pump business, as well as an innovation of the development mode of the Company, which will greatly improve the Company's ability of technology integration and is in line with the development objectives as stated in its 12th five—vear development plan.

Company's ability of technology Integration of the Company's ability of technology Integration (No. 2 with Hitachi Automotive Systems, Ltd. was reviewed and approved. For details, please refer to the external investment amonucement (No. 12012-009).

Voting result: 9 yes-votes; 0 abstention; 0 no-votes.
Reports or proposals mentioned in the above item 1, item 4, item 5, item 9, and item 10 will be submitted to the 2011 Annual Shareholders' General Meeting for deliberation.

Board of Directors
Shanghai Highly (Group) Co., Ltd.
10 April 2012

Stock Abbr.: Highly Gufen (A-share) , Highly B Gu (B-share)

Shanghai Highly (Group) Co., Ltd.

## Announcement on Resolutions Made at the Sixth Session of the Sixth Supervisory Committee The Supervisory Committee of Shanghai Highly (Group) Co., Ltd. (hereinafter referred to as "the Company") and all supervisors hereby ensure that this announcement contains no false information, misleading statements or material omissions and are jointly and severally liable for the factuality, accuracy and completeness of this announcement. The English translation is for

1. The 2011 Annual Report and the Abstract of the 2011 Annual Report were reviewed and

1. The 2011 Annual Report and the Abstract of the 2011 Annual Report were reviewed and approved. And the Supervisory Committee was of the opinion that: The 2011 Annual Report and the Abstract of the 2011 Annual Report thoroughly and factually presented the financial conditions and operating results of the Company for 2011. All the information disclosed was factual, accurate and complete, without any false information, misleading statement or material omission. The Supervisory Committee was jointly and severally liable for the factuality, accuracy and completeness of the said reports. The 2011 Annual Report was prepared and reviewed in a procedure in compliance with applicable laws, regulations, the Company's Articles of Association and Internal Management Rules. Contents and forms of the said two reports were in line with relevant regulations of the CSRC and the Shanghai Stock Exchange. Information provided in the reports thoroughly and factually presented the Company's operating status, financial conditions and other information.

factually presented the Company's operating status, financial conditions and other information. And the Supervisory Committee had not found any breach of confidence committed by any person involved in the preparation and review of the reports before it issued the opinion above. 2. The Work Report of the Supervisory Committee for 2011 was reviewed and approved.

e Proposal on Asset Impairment Provisions for 2011, the Proposal on Financial Final ints for 2011 and the 2012 Annual Budget, and the Pre-plan on Profit Distribution for 2011

Accounts for 2011 and the 2012 Annual Budget, and the Pre-plan on Profit Distribution for 2011 were reviewed and approved.

4. The Proposal on External Guarantee for 2012 was reviewed and approved. The Proposal on Related -Party Transactions for 2012 was reviewed and approved. The Supervisory Committee believed that: the related-party transactions of the Company were normal operations, with the relevant decision-making procedure in compliance with applicable laws, regulations and the Company's relevant rules.

6. The Proposal on Making Investment to Incorporate Shanghai Highly Realnen Environmental Technology Co., Ltd. to Accelerate Development of Heat Pump-related Business and the Proposal on Jointly Establishing Automobile Starting Engine Plant No. 2 with Hitachi Automotive Systems, Ltd. were reviewed and approved. The Supervisory Committee was of the opinion that the

Ltd. were reviewed and approved. The Supervisory Committee was of the opinion that the approval procedures of the said projects were in compliance with the Company's Articles of Association and relevant internal control rules. Supervisory Committee Shanghai Highly (Group) Co., Ltd. 6 April 2012

Shanghai Highly (Group) Co., Ltd.

Stock Abbr.: Highly Gufen (A-share) , Highly B Gu (B-share) Stock Code: 600619 (A-share) , 900910 (B-share)

ncement on Related-party Transactions for 2012 The Board of Directors of Shanghai Highly (Group) Co., Ltd. (hereinafter referred to as "the Company") and all its directors hereby ensure that this announcement contains no false

Company") and all its directors hereby ensure that this announcement contains no false information, misleading statement or material omission, and shall be jointly and severally liable for the factuality, accuracy and completeness of the information carried in this announcement. The English translation is for reference only.

1. Overview of the related-party transaction The Company convened the 7th Session of the 6th Board of Directors on 6 Apr. 2012, at which the Proposal of the Related-party Transactions for 2012 was reviewed and approved unanimously. And the basic information of the related-party transactions between the Company (with its controlled subsidiaries) and related parties in 2012 is as follows:

1. Routine related-party transactions

(1) The Company and its subsidiaries will sell the special refrigeration equipments supporting the A/C compressors and aero generators to the subsidiaries of Shanghai Electric (Group) Corp.

(i) Inc. Compute Many and a series and a special religions of the Subsidiaries of Shanghai Electric (Group) Corp.
—Shanghai Electric Group (Hong Kong) Co., Ltd. and Shanghai Electric Windpower Equipment Co., Ltd., etc., and sell the parts for the production of automobile starting engines to its associated company—Hitachi Highly Automotive Products (Shanghai) Co., Ltd., as well as

its associated company—Hitachi Highly Automotive Products (Shanghai) Co., Ltd., as well as sell the AIC compressors to a related corporation—Hitachi Appliances, Inc. in Japan.

(2) The Company and its subsidiaries will acquire the fasteners and refrigerator compressors as well as other accessories and products from the subsidiaries of Shanghai Electric (Group) Corp.—Shanghai Biao Wu High Tensile Fasteners Co., Ltd. and Qingdao Highly Electrical Appliances Co., Ltd., etc., and acquire the automobile starting engines from Hitachi Highly Automotive Products (Shanghai) Co., Ltd..

Particulars about the related—party transactions and the estimated amount:

Unit: RMB Ten Thousand

Type of transaction	Actual amount in 2011	Estimated amount in 2012	Related party
Selling the A/C compressors, casting and machinery processing parts as well as refrigeration equipments, etc.		10,000	The subsidiaries of Shanghai Electric (Group) Corp.
Selling the parts for the production of au- tomobile starting engine	2,369	2,300	Hitachi Highly Automotive Products (Shanghai) Co., Ltd.
Selling the A/C compressors	9,773	11,000	Hitachi Appliances, Inc.
Acquiring the refrigerator compressors and relevant accessories, etc.	9,616	2,400	The subsidiaries of Shanghai Electric (Group) Corp.
Acquiring the automobile starting engines	11,761	10,000	Hitachi Highly Automotive Prod- ucts (Shanghai) Co., Ltd.
Total	37,795	35,700	
0.01 1 1			

2. Other related-party transactions (1) Financing and guarantees: The Company and its subsidiaries will apply for working capital loans, issuing bank acceptance bills and other financing business to Shanghai Electric Group Finance Company Ltd. for the needs of operation; and the Company will provide equal amoun guarantee for the financing business of its subsidiaries. For instance, Shanghai Electric (Group) Corp. provides guarantee for the subsidiary of the Company, and the Company will provide:

corresponding counter-guarantee.

(2) The discounting of bank acceptance bills and instant settlement and sale of foreign exchanges: The subsidiaries of the Company will discount the received bank acceptance bills with Shanghai Electric Group Finance Company Ltd. if they have the discounting needs, and conduct ettlement and sale of foreign exchanges

Particulars about the related-party transactions and the estimated amounts

Estimated amount in 2012 hanghai Electri The discounting of bank acceptance bill 172,942 491,500 Group Company Ltd. USD 10.000 2,000 Shanghai Electr (Group) Corp. Suarantee amount 2.000 RMB 176,942

In accordance with the Stock Listing Rules and the Articles of Association as we stipulations, the aforesaid related—party transactions will be submitted to the 7th of the Board of Directors of the Company and then the Shareholders' General Meet and anyways.

and approval.

II. Information about related—parties
1. Shanghai Electric (Group) Corp.
Type of enterprise: a company with limited liability
Registered address: No. 110 Sichuan Middle Road, Shanghai

Business scope: General contract of power station projects, provision of integrated equipments or partial delivery, labor service contract, industrial investment, manufacturing and sales of mechanical and electrical products as well as equipments for relevant industries, providing relevant technical consultancy and training for domestic and export projects, operation and management of state—owned assets with the authorization of Municipal SASAC, and domestic

Relationship with the Company: the first principal shareholder of the Company 2. Shanghai Electric Group Finance Company Ltd.

ighai Electric Group Finance Company Ltd. f enterprise: a company with limited liability red address: 8F, CATIC Tower, No. 212 Jiangning Road, Shanghai, PRC

Legal representative: Yu Yingui Registered capital: RMB 1,500,000,000

Registered capital: RMB 1,500,000,000
Business scope: financial and financing consulting services, credit verification and relevant consulting and agency services for its member units; assisting member units in collecting and paying transaction accounts; insurance agency services as approved; providing guarantees for member units; handling entrustment loans and investments among member units, handling in the acceptance and discounting for member units; handling account transfer and settlement among member units; loans and financing lease for member units; loans and financing lease for member units; borrowings and lendings with banks and other financial institutions; issuing finance corporation bonds as approved; underwriting corporate bonds of member units equity investments in financial institutions; valuely securities. corporate bonds of member units; equity investments in financial institutions; valuable investments; and house-buying credit and financing lease for products of member units.

Relationship with the Company: under the same controller 3. Shanghai Electric Windpower Equipment Co., Ltd.

of enterprise: a company with limited liability tered address: 8F, Tower B, No. 555 Dongchuan Road, Minxing District, Shanghai, PRC presentative: Zheng Jianhua red capital: RMB 943,000,000

Registered capital: RMB 943,000,000
Business scope: designing, developing, manufacturing and selling of wind—driven generators at fittings; installation, debugging, maintenance and repair of wind—driven generators; technologic development, transfer, consulting and service for power projects or any other project in relation the wind—driven electricity generating technology; investment consulting services (excluding agency service); investment management; and import and export of goods and technologies. Relationship with the Company: under the same controller 4. Shanghai Electric Group (Hong Kong) Co., Ltd.

Type of enterprise: a company with limited liability Registered address: Room 3502, Tower Two, Lippo Centre, 89 Queensway, Hong Kong Legal representative: Xu Jianguo

Business scope: General contract of engineering projects, provision of integrated equipments or partial delivery; industrial investment; labor service contract; technical consultancy, service and training; export and import of mechanical and electrical products (except for the products under

special stipulation)
Relationship with the Company: under the same controller
S. Shanghai Biao Wu High Tensile Fasteners Co., Ltd.
Type of enterprise: a company with limited liability (Domestic joint company)
Registered address: No. 188 Yangana Road, Baoan District
Legal representative: Huang Wennong
Registered capital: RMB 83,100,000

Registered capital: RMB 83,100,000 Business scope: production of various high tensile fasteners; manufacturing and processing of hardware parts; packaging of goods; warehousing service (except for dangerous goods) (where an administrative permit is required, it shall be obtained before relevant operation) Relationship with the Company: under the same controller 6. Qingdao Highly Electric Co., Ltd. Type of enterprise: a company with limited liability Registered address: Haier International Industrial Park, Qingdao Economic and Technical Development Zone

Registered capital: RMD 420,920,900 Business scope: normal business: manufacturing and sales of compressors, motors and relevant products; business relevant to the development of the above said products; export and import of oods and technologies (the business, which is banned by relevant laws or administrative rules and regulations, shall not be operated; while the business, which is limited by relevant laws or istrative rules and regulations, shall be operated after gaining the business certificate Relationship with the Company: under the same controlle

7. Hitachi Appliances, Inc.
Type of enterprise: a company with limited liability
Registered address: 1-16-1 Kaigan, Minatoku, Tokyo
Legal representative: Haruki Yamamoto
Registered capital: JPY 20 billion
Business scope: development, manufacturing and sales of comprehensive air conditioning and
beare analyzing.

home appliances
Relationship with the Company: a corporation holding over 10% shares of the Company's

Relationship with the Company: a corporation holding over 10% shares of the Company's important subsidiary

III. Pricing principles for those related–party transactions

Prices for the products and services between the Company and above related parties are determined according to the comparable fair market prices. Loan interest rates will not exceed such rates declared by commercial banks during the occurrence of those transactions. The bill discounting rate and the rate for the settlement and sale of foreign exchanges will not exceed market levels during the occurrence of transactions.

IV. Purposes of those transactions and their influence on the Company

The above related–party transactions are the Company's continuous and regular related–party transactions with the related parties. These related–party transactions will help the Company carry out production and operation activities in a normal manner and obtain enough products and funds at rational costs to ensure normal production.

at rational costs to ensure normal production.

The said transactions are in line with the fair principle and relevant negotiation principles, with no harm done to the Company and its shareholders, as well as with no negative influence on the Company's current and future financial situation and operating results. They account for a small proportion in the Company's transactions of the same kind and are completely independent. And whether these related–party transactions will continue depends on needs of the Company in its production and operation.

V. Opinion of independent directors

The independent directors of the Company have conducted the pre–audit and approved the above related transactions, then hereby issue the independent opinion as follows:

1. The above transactions are all the needs for the Company's routine operations. Pricing and settlement involved are based on market prices. All these transactions are conducted in compliance with the fair principle and relevant negotiation principles, with no harm done to involved parties and shareholders not involved in those transactions.

The financing interest rate, bill discounting rate and rate for the instant settlement and sale of foreign exchanges between the Company (with its subsidiaries) and Shanghai Electric Group

Finance Company Ltd. are determined according to the market principle, which will not incur more financial costs for the Company and its subsidiaries and thus keep the financing cost at a controllable level. Therefore, these transactions will not do harm to the Company and other shareholders, especially interests of minority and non-related shareholders. the Shareholders'

areholders' General Meeting for review. The approval procedure is in line with ments of the Stock Listing Rules of the Shanghai Stock Exchange and the Company's The Stock Labornic requirements of the Stock Labornic Articles of Association.

VI. Documents available for reference

1. The resolutions of the 7th Session of the 6th Board of Directors

2. Independent opinion of the independent directors on the related-party transactions for 2012

Board of Directors

Shanghai Highly (Group) Co., Ltd.

10 April 2012

Stock Abbr.: Highly Gufen (A-share) , Highly B Gu (B-share) Stock Code: 600619 (A-share) , 900910 (B-share)

Shanghai Highly (Group) Co., Ltd **Announcement on External Guarantees** 

Announcement on External Guarantees
Shanghai Highly (Group) Co., Ltd. (hereinafter referred to as "the Company") and all
directors hereby ensure that this announcement contains no false information, misleading
statements or material omissions and are jointly and severally liable for the factuality, accuracy
and completeness of this announcement. The English translation is for reference only.
Abstract of important contents:

• Full name of warrantees and guarantee amount

1. Shanghai Highly Foundry Co., Ltd. (hereinafter refer to as "Highly Foundry")
Guarantee amount was RMB 100 million for this time. The Company offered guarantee for Highly
Foundry with accumulative amount of RMB 100 million.

2. Shanghai Highly Special Refrigeration Equipment Co., Ltd. (hereinafter refer to as "Highly
SRE")

tee amount was RMB 52 million for this time. The Company offered guarantee for Highly

3. Shanghai Highly Group Trading Co., Ltd. (hereinafter refer to as "Highly Trading") Guarantee amount was RMB 30 million for this time. The Company offered guarantee for Highly

Trading with accumulative amount of RMB 30 million rading with accumulative amount of RMB 30 million.

Anhui Highly Precision Foundry Co., Ltd. (hereinafter refer to as "Anhui Highly")

uarantee amount was RMB 100 million for this time. The Company offered guarantee for Anhui Highly with accumulative amount of RMB 100 million
 Warrantees issued commitment letters for counter guarantee.
 As of 31 Dec. 2011, balance of guarantee of the Company was RMB 273.4 million.
 As of 31 Dec. 2011, no outward guarantee offered by the Company was overdue.

I. Overview of guarantees
Shanghai Highly (Group) Co., Ltd. (hereinafter refer to as "Shanghai Highly" or "the
Company") convened the Seventh Session of the Sixth Board of Directors on 6 April 2012, at
which the Proposal on the Company Offering Outward Guarantee for 2012 was reviewed and
approved unanimously. The Board approved a total external guarantee amount of RMB 495.5
million according to the scope caliber of consolidated statements of Shanghai Highly for 2012
(including 75% of guarantee amount provided for Nanchang Highly by Shanghai Hitachi). To be
specific, total guarantee amount offered by the Company is RMB 282 million, of which guarantee
amount for Highly Foundry, Highly SRLe, Highly Trading, and Anhui Highly respectively is RMB
100 million (of which RMB 20 million is counter guarantee for Shanghai Electric (Group)
Corp.), RMB 52 million, RMB 30 million and RMB 100 million. Shanghai Hitachi offers
guarantee for its subsidiary company Nanchang Highly with amount of RMB 290 million (which guarantee for its subsidiary company Nanchang Highly with amount of RMB 290 million (which should be RMB 217.5 million according to the scope caliber of consolidated statements) .

In line with Stock Listing Rules, Articles of Association and other relevant regulations, the above mentioned external guarantee matters shall be submitted for review and approval of Shareholders' General Meeting after being reviewed and approved by the Board of Directors of

(I) Shanghai Highly Foundry Co., Ltd.

vy, этоповый гидину со., 140. Relationship with the Company: holding subsidiary of the Company, who held 80% of its shares. Registered capital: RMB 40.7 million Legal representative: Feng Jiawei Registered address: No. 7225, Jinlang Road, Zhujing Town, Jinshan District, Shanghai City

essing, heat treating and machinery processing (referred usiness scope: casting, hardware proce rmitted business operated by license) permitted business operated by license) . As of 31 Dec. 2011, total assets was RMB 332.99 million, liabilities was RMB 254.44 million,

As of 31 Dec. 2011, total assets was RMB 332.99 million, liabilities was RMB 254.44 million, net assets was 78.55 million and net profit in 2011 was RMB 10.15 million.

(II) Shanghai Hailite Special Refrigeration Equipment Co., Ltd.
Relationship with the Company; holding subsidiary of the Company, who held 70% of its shares.
Registered capital: RMB 20 million
Legal representative: Guo Zhuping
Registered address: No. 200, Hengbang Road
Business scope: manufacture, sales and repair & maintenance of refrigeration equipment, temperature conditioner and relevant products (referred permitted business operated by license)

license) .
As of 31 Dec. 2011, total assets was RMB 102.35 million, liabilities was RMB 78.2 million, net assets was RMB 23.41 million and net profit in 2011 was RMB 3.45 million.
(III) Shanghai Highly Group Trading Co., Ltd

Relationship with the Company; holding subsidiary of the Company, who held 80% of its shares. Registered capital: RMB 5 million

Legal representative: Li Li Registered address: Room 302, Building 12, No. 1051, Yuqiao Road, Pudong new area Registered address: Room 302, Building 12, No. 1051, Yuqiao Road, Pudong new area Business scope: engage in import & export of various merchandise and technology (except merchandise or technology belongs to the national qualified company or prohibit to import & export by the state), sales of refrigeration equipment & accessories, hardware and electrical house appliance, mechanical & electrical equipment and accessories, auto accessories and spare parts, hardware accessories and plastic products and consulting service of relevant business (referred permitted business operated by license).

As of 31 Dec. 2011, total assets was RMB 82.62 million, liabilities was RMB 75.16 million, net assets was RMB 82.62 million, liabilities was RMB 74.6 million and net profit in 2011 was RMB 1.65 million.

(IV) Anhui Highly Precision Foundry Co, Ltd. Relationship with the Company; holding subsidiary of the Company, who held 40% of its shares. Registered capital: RMB 125 million

Legal representative: Feng Jiawei
Registered address: Hanshan Economic Development Zone, Anhui Province
Business scope: R&D, casting, finish machining, sales of compressor, automobile (except
automobile starting engine) and accessory of high-speed railway (referred permitted business or qualification operated by license or certification)

As of 31 Dec. 2011, total assets was RMB 130.23 million, liabilities was RMB 5.26 million, net profit was 124.98 million, net profit in 2011 was RMB -0.02 million. (V) Nanchang Highly Electrical Appliances Co., Ltd. Relationship with the Company: holding subsidiary of the Company and wholly-owned company of Shanghai Hitachi Electrical Appliance Co., Ltd. who held 100% of its shares.

ered capital: RMB 815 million egistered address: No. 88, Meilin Blvd., Nanchang City, Jiangxi Province usiness scope: development and manufacture of refrigeration air—conditioner compressor and elevant products, and sales of self-produced goods ((referred permitted business soperated with

Retevalit products, and saies of sea—products goods (technical products). As of 31 Dec. 2011, total assets was RMB 2,081.11 million, liabilities was RMB 1,190.69 million, net profit was 890.42 million, net profit in 2011 was 69.64 million.

III. Main contents of the guarantee contract

The Company offered guarantee for the above mentioned subsidiaries, guarantee amount: for Highly Foundry, Highly SRE, Highly Trading, and Anhui Highly respectively is RMB 100 million (of which RMB 20 million is counter guarantee for Shanghai Electric (Group) Corp.), RMB 52 million, RMB 30 million and RMB 100 million. Shanghai Hitachi offer guarantee for its subsidiary company Nanchang Highly with amount of RMB 290 million (which should be RMB 217.5 million according to scope caliber of consolidated statement). Total outward guarantee amount of the Company is of RMB 499.5 million according to the above scope caliber of consolidated statements. Guarantee term is from the day when approved by the Annual Shareholders' General Meeting 2011 to the day holding the annual shareholders' general meeting of the next year. eting of the next year. term of other shareholders of Highly Foundry, Highly Trading, Highly SRE, and Anhui Highly

in term of other shareholders of Highly Foundry, Highly Trading, Highly SRE, and Anhui Highly could not provide guarantee due to various reasons, the Company reached an accord with relevant shareholders of the above four companies. According to the accord, shareholders of the four companies will offer holding share equity as 1. Counter guarantee for guarantee that surplus proportion of holding shares of the Company offered by the Company for financing of the four companies; or as 2. Financial support for financing of the four companies.

IV Opinion of the Board of Directors

In 2012, The Company January of the Company of the Com IV Opinion of the Board of Directors
In 2012, The Company planned to offer guarantee for subsidiary companies, and Shanghai
Hitachi offered guarantee for its wholly—owned subsidiary companies. All the Company need
various financings such as application for loan of liquid capital from bank, drawing up bank's
acceptance bill, letter of credit and so on due to normal production and operation.

According to former operation and operation budget in this year of each guaranteed company

they all keep durative in production and operation was able to repay mature debt. Thereof, in favor of the above companies obtaining of various financing such as working capital loan etc., then ensures a normal undertaking of production and operation activities of the four companies

the Company provided guarantee for the above subsidiaries guarantee amount and overdue guarantee amoun As of 31 Dec. 2011, balance of guarantee of the Company was RMB 273.4 million. No external

**Board of Directors** Shanghai Highly (Group) Co., Ltd 10 April 2012

Stock Abbr.: Highly Gufen (A-share), Highly B Gu (B-share) Stock Code: 600619 (A-share), 900910 (B-share)

Shanghai Highly (Group) Co., Ltd. **Announcement on External Investment** 

The Board of Directors of Shanghai Highly (Group) Co., Ltd. (hereinafter referred to as "the Company") and all directors hereby ensure that this announcement contains no false information, misleading statements or material omissions and are jointly and severally liable for the factuality, accuracy and completeness of this announcement. The English translation is for I. Overview of the external investment

Converse of the external investment Considering the soaring domestic sales volume of automobile starting engines, and in order to increase the product competitiveness and work with the associate Hitachi Highly Automotive Products (Shanghai) Ltd. ("Hitachi Highly" for short) to reduce the overall operating cost, the Company, upon consultation with Hitachi Automotive Systems, Ltd. ("Hitachi AMS" for short), intends to jointly incorporate "Hitachi Highly Automotive Systems Ltd. (the final official name subject to the one registered with the administrative authority for industry and commerce; hereiandter referred to as "the New Company") with Hitachi AMS, so as to meet dramatically increasing domestic demand. The total investment for the New Company is RMB 30 million. And the registered capital is RMB 30 million, too, accounting for 100% of the total investment. The Company will contribute RMB 10 million, accounting for 66.7%. The New Company will be mainly engaged in production and sale of automobile starting engines (including planetary gear and ISS). Company will be mainly engaged in production and sale of automobile starting engines (including planetary gear and ISS).

On 6 Apr. 2012, the Company convened the 7th Session of the 6th Board of Directors, at which the Proposal on Jointly Establishing Automobile Starting Engine Plant No. 2 with Hitachi Automotive Systems, Ltd. was reviewed and approved unanimously. Due to the fact that the Company and Hitachi AMS are not related parties, the said investment does not form a related-

company name: Hitachi Automotive Systems, Ltd.
Date of incorporation: 1 Jul. 2009
Address: 2520 Takaba, Hitachinaka-Shi, Ibaraki-Ken, Japan
Legal representative: Kunihiko Ohnuma
Registered canini- IDV 100 100 Registered capital: JPY 15 billion

Business scope: Development, manufacture, sales and services of automotive components, transportation related components, industrial machines and systems, etc III. Basic information about the investee

III. Basic information about the investee

The total investment for the New Company is RMB 30 million, And the registered capital is RMB 30 million, too. The Company will contribute RMB 10 million, accounting for 33.3% of the total investment, while Hitachi AMS will contribute RMB 20 million, accounting for 66.7%.

investment, while Hitachi AMS will contribute RMB 20 million, accounting for 66.7%. According to the feasibility report, a plant covering 5,200 square meters next to Qingpu Export Processing Area in Shanghai will be rented for the production and sale of automobile starting engines (including planetary gear and ISS). Assembly equipments and a starting engine assembly line will also be installed and built to finally formulate an annual production capacity of 1.5 million units of starting engines, which will be completed and put into operation in July 2012. Automobile starting engines have been developing towards light weight and idle stop solenoid (ISS) globally. ISS starting engines can save 10% energy when they are switched off in braking and switched on in giving gas. Currently, quite a few enterprises in China are proactively exploring the application of such engines or in the process of road testing, which will gradually boost demand for ISS engines.

To conclude, automobile starting engines have great prospects. Besides, considering the related project implementation and production & operation experience of the Company's associate— Hitachi Highly, it is totally feasible to joint incorporate a second plant with Hitachi AMS. IV. Main contents of the joint venture contract in contents of the joint venture contract signed between the Company and Hitachi AMS are as

10. The New Company will be incorporated in Shanghai, China according to laws of the People's Republic of China, with the incorporate date being the date when the business license is issued.
2. Registered address: Plant No. 3 (rented), No. 7975 Beiqing Road, Qingpu District, Shanghai, China huna. Business scope: design and production of automobile starting engines, its components and other utomobile components; sale of self-produced products.

Capital injection: to be completed within 30 days since the business license is issued.

Technology cooperation: A technology cooperation contract, different from the joint venture outract, will be signed with Hitachi AMS so that Hitachi AMS will provide technology forms the product of the provided technology forms the product of the provided technology forms the provided technology form

information and assist in design.

6. Trademark: A trademark licensing contract shall be signed with Hitachi AMS before the New Company uses the trademark of "Hitachi". Period for the joint venture: 20 years
 Validity of the joint venture contract: It takes effect when it is signed by both parties and

pproved by relevant administrative authorities of the Chinese governm . Influence of the external investment on the Company

V. Influence of the external investment on the Company
1. Source of the Company's contribution to the New Company: the Company's own funds
2. Influence of the external investment on operating results of the Company
The New Company to be jointly incorporated by the Company and Hitachi AMS is positioned to
aim at the domestic automobile market and satisfy rising needs due to expanded automobile
production. By producing ISS products, the product competitive ness will be increased. And
through setting up a new company outside the export processing area to work with Hitachi Highly,
the overall operating cost will be reduced and the Company's earnings will be improved.
Therefore, the move to incorporate the New Company and bring in products with high added
value will effectively improve the overall business performance of the Company.

Board of Directors

股票簡稱:\*ST盛潤A、\*ST盛潤B 公告編號:2012-【021】 股票代碼:000030、200030

## 廣東盛潤集團股份有限公司 關於換股吸收合併事項獲得中國證監會受理的公告

本公司及董事會全體成員保證公告內容真實、準確和完 , 沒有任何虛假記載、誤導性陳述或者重大遺漏 日前、公司收到《中國證監會行政許可申請受理通知書》 (120510號),中國證監會對本公司提交的《廣東盛潤集團股份有限公司吸收合併申請》行政許可申請材料進行了審查,認 爲該申請材料齊全,符合法定形式,決定對該行政許可申請予

公司將根據中國證監會對該事項的審批進展情況,及時履

廣東盛潤集團股份有限公司董事會 2012年4月10日

股票簡稱:深赤灣 A/深赤灣 B

公告編號:2012-010 深圳赤灣港航股份有限公司

關於2012年3月業務量數據的公告 本公司及董事、監事和高級管理人員保證自愿性信息披露的內容 、準確、完整,沒有虛假記載、誤導性陳述或重大遺漏。 具實、率確、完整,沒有虛假記載、幾等性馋述或重大遺滿。 2012年3月,本公司完成貨物吞吐量533.8萬噸,比去年同期增長 18.4%;集裝箱吞吐量完成44.1萬 TEU,比去年同期增長4.5%,其中 赤灣港區完成集裝箱吞吐量31.8萬 TEU,比去年同期增加3.9%;散雜 貨吞吐量完成103.9萬噸,比去年同期增長52.8%。 2012年報至3月末,本公司累計完成貨物吞吐量1488.9萬噸,比 去年同期增長1.6%;集裝箱吞吐量累計完成127.9萬 TEU,比去年同 期減少5.6%,其中赤灣港區累計完成集裝箱吞吐量91.5萬 TEU,比去 任日期減少3.2%,數據稅長不計學與3.5%,在 面前,比上去 同期報

年同期減少3.3%;散雜貨吞吐量累計完成259.4萬噸,比去年同期增 截至2012年3月末,共有46條國際集裝箱班輪航線掛靠

深圳赤灣港航股份有限公司

本社由資深前警務人員創辦於1982年 採用最新高科技之債器進行辦理案件 自置旺角2381 2388 香港分社2815 2626

分 通 大 兒 職 探 註 附 唇 醛 坠 黄 温 附 帽 架 娇排週動傷聽密 (28年經驗 信息保證) 狂角團效而789號建峰保險大量1109至(太子地轄E)



第 香港私家侦探社 @ Hong Kong Investigations Bureau **期** 辦於1976年至今已35年 全港歷史悠久 信心保証 劇辭至現今每類案件仍能自主理 因而令每項案件定能99%完成 民商工職幣見分類大攝失擇正註 利素傷員朝女別姦隆部戰測後間 旋闖關行家活療證外展開倫整保 据查查院童勤娇摄宾题查题情格 自 實 旺 角 總 社 : .龍旺角彌敦道747號金都中心5字標B至 電話: 2381 8008 (大子地站MC1EG) 自 重 北 角 分 社 : 香港英星道 121號七海商業中心 1楼 101室 電話: 2578 3600 (旅台は水成板大量))

傳真:--電話:--電話:--39 二二二號八八八柯 六○一次度 六五七2 =0= 字樓廣告部 部

惠刊廣告

## 特廉分類廣告專欄 廣告熱線: 2831 0500

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