SINOPEC SHANGHAI PETROCHEMICAL CO LTD
Form 20-F
April 27, 2015
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 20-F

¨ **REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934**

OR

x **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2014

OR

¨ **TRANSITION REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

OR

¨ **SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of event requiring this shell company report

For the transition period from to

Commission file number 1-12158

(Exact name of Registrant as specified in its charter)

Sinopec Shanghai Petrochemical Company Limited

(Translation of Registrant s name into English)

The People s Republic of China

(Jurisdiction of incorporation or organization)

No. 48 Jinyi Road, Jinshan District, Shanghai, PRC 200540

(Address of principal executive offices)

Mr. Tang Weizhong

No. 48 Jinyi Road, Jinshan District, Shanghai, 200540

The People s Republic of China

Tel: +86 (21) 57943143

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(Name, Telephone, Email and/or Facsimile number and Address of Company Contact Person)

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Securities registered or to be registered pursuant to Section 12(b) of the Act.

Title of each class	Name of each exchange on which registered
American Depositary Shares, each representing 100 H Shares, par value RMB1.00 per Share	**New York Stock Exchange**
H Shares, par value RMB1.00 per Share	**The Stock Exchange of Hong Kong Limited**

Securities registered or to be registered pursuant to Section 12(g) of the Act.

None

(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act.

None

(Title of Class)

Indicate the number of outstanding shares of each of the issuer s classes of capital or common stock as of the close of the period covered by the annual report.

3,495,000,000 H Shares, par value RMB1.00 per Share

7,305,000,000 domestic shares, par value RMB1.00 per Share

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes x No ¨

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or (15) (d) of the Securities Exchange Act of 1934. Yes ¨ No x

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No ¨

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232,405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ¨ No x

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated Filer x Accelerated Filer ¨ Non-Accelerated Filer ¨

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP ¨	International Financial Reporting Standards as issued by the International Accounting Standards Board x	Other ¨

If Other has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow. Item 17 ¨ Item 18 ¨

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ¨ No x

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This annual report includes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements, other than statements of historical facts, included in this annual report that address activities, events or developments which we expect or anticipate will or may occur in the future are hereby identified as forward-looking statements for the purpose of the safe harbor provided by Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. The words such as believe , intend , expect , anticipate , project , estimate , predict , plan and similar expressions are also intended to identify forward-looking stateme forward-looking statements address, among others, such issues as:

- amount and nature of future development;
- future prices of and demand for our products;
- future earnings and cash flow;
- capital expansion programs;
- future plans and capital expenditures;
- expansion and other development trends of the petrochemical industry;
- expected production or processing capacities, including expected Rated Capacities and primary distillation capacities, of units or facilities not yet in operation;
- expansion and growth of our business and operations; and
- our prospective operational and financial information.

These statements are based on assumptions and analyses made by us in light of our experience and our perception of historical trends, current conditions and expected future developments, as well as other factors we believe are appropriate in particular circumstances. However, whether actual results and developments will meet our expectations and predictions depends on a number of risks and uncertainties which could cause actual results to differ materially from our expectations, including the risks set forth in Item 3. Key Information Risk Factors and the following:

- fluctuations in crude oil and natural gas prices;
- fluctuations in prices of our products;
- failures or delays in achieving production from development projects;

potential acquisitions and other business opportunities;

continued availability of capital and financing;

general economic, market and business conditions, including volatility in interest rates, changes in foreign exchange rates and volatility in commodity markets; and

other risks and factors beyond our control.

Consequently, all of the forward-looking statements made in this annual report are qualified by these cautionary statements and readers are cautioned not to place undue reliance on these forward-looking statements. These forward-looking statements should be considered in light of the various important factors set forth above and elsewhere in this annual report. In addition, we cannot assure you that the actual results or developments anticipated by us will be realized or, even if substantially realized, that they will have the expected effect on us or our business or operations.

EXCHANGE RATES

Unless otherwise specified, references in this annual report to U.S. Dollars or U.S.$ are to United States Dollars, references to HK dollars or HK$ are to Hong Kong dollars and references to Renminbi or RMB are to Renminbi yuan, the legal tender currency of the PRC.

We publish our financial statements in Renminbi. Unless otherwise indicated, all translations from Renminbi to U.S. Dollars have been made at a rate of RMB6.2046 to U.S. $1.00, the noon buying rate on December 31, 2014 as set forth in the H.10 statistical release of the U.S. Federal Reserve Board. We do not represent that Renminbi or U.S. dollar amounts could be converted into U.S. Dollars or Renminbi, as the case may be, at any particular rate.

CERTAIN TERMS AND CONVENTIONS

References to we or us or Company are references to Sinopec Shanghai Petrochemical Company Limited and our subsidiaries, unless the context requires otherwise. Before our formation, these references relate to the petrochemical businesses carried on by the Complex.

References to Sinopec Corp. are references to China Petroleum & Chemical Corporation, the controlling shareholder of the Company.

References to the Sinopec Group are references to China Petrochemical Corporation, the controlling company of Sinopec Corp.

References to the Complex are references to Shanghai Petrochemical Complex, our predecessor founded in 1972.

References to China or the PRC are references to The People s Republic of China which, for the purpose of this annual report and for geographical reference only, excludes Hong Kong, Macau and Taiwan.

References to ADSs are references to our American Depositary Shares, which are listed and traded on the New York Stock Exchange. Each ADS represents 100 H Shares.

References to our domestic shares are references to 7,305,000,000 domestic shares of the Company, par value RMB1.00 per share, which are ordinary shares held by Chinese investors.

References to our H Shares are references to our overseas-listed foreign ordinary shares, par value RMB1.00 per share, which are listed and traded on the Stock Exchange of Hong Kong Limited (HKSE) under the number 338 .

Rated Capacity is the output capacity of a given production plant or, where appropriate, the throughput capacity, calculated by estimating the number of days in a year that the production plant is expected to operate, including downtime for regular maintenance, and multiplying that number by an amount equal to the plant optimal daily output or throughput, as the case may be.

All references to tons are to metric tons.

Unless otherwise noted, references to sales volume are to sales to entities other than us or our divisions and subsidiaries.

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PART I

ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISORS.

Not applicable.

ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE.

Not applicable.

ITEM 3. KEY INFORMATION.

A. Selected Financial Data.

Our selected consolidated statements of operations data (except for ADS data) and cash flows data for each of the years ended December 31, 2012, 2013 and 2014 and our selected consolidated balance sheets data as of December 31, 2013 and 2014 are derived from our consolidated financial statements included in Item 17. Financial Statements. Our selected consolidated statements of operations data and cash flows data for the years ended December 31, 2010 and 2011 and our consolidated balance sheets data as of December 31, 2010, 2011 and 2012 are derived from our consolidated financial statements not included in this annual report. Our selected consolidated financial data should be read in conjunction with our consolidated financial statements, and the notes thereto, and Item 5. Operating and Financial Review and Prospects. Our consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS), as issued by the International Accounting Standards Board.

Selected Consolidated Financial Data

(in thousands, except per share and per ADS data)

	Years Ended December 31				
	2010 (RMB)	**2011 (RMB)**	**2012 (RMB)**	**2013 (RMB)**	**2014 (RMB)**
CONSOLIDATED STATEMENTS OF OPERATIONS DATA					
Net sales:					
Synthetic fibers	3,906,636	4,150,231	3,313,318	3,220,466	2,891,460
Resins and plastics	14,900,012	16,418,559	14,706,350	14,268,401	12,489,421
Intermediate petrochemicals	17,206,440	19,023,204	17,993,493	18,430,821	12,391,065
Petroleum products	28,733,890	37,350,244	38,301,388	57,419,833	49,259,457
Trading of petrochemical products	6,565,793	11,616,999	12,020,651	11,157,633	14,790,956
Others	783,111	950,416	882,074	1,006,024	902,605
(Loss)/profit from operations	2,963,594	1,059,824	(1,772,446)	2,192,266	(587,900)
(Loss)/earnings before income tax	3,529,878	1,296,706	(2,016,473)	2,444,653	(889,944)
Net (loss)/income attributable to owners of the Company	2,769,023	956,106	(1,528,397)	2,055,328	(692,222)
Net income attributable to non-controlling interests	25,358	30,416	23,255	10,174	16,462
Basic (loss)/earnings per share(a)	0.26	0.09	(0.14)	0.19	(0.064)
Basic (loss)/earnings per ADS(a)	25.64	8.85	(14.15)	19.03	(6.41)

(a) After the implementation of share capital increase from the capital reserve under the domestic share reform in December 2013, total shares increased from 7,200,000,000 shares to 10,800,000,000 shares. See Item 4. Information on the Company A. History and Development of the Company Domestic Share Reform. The calculation of earnings per share is retrospectively restated based on the weighted average number of shares outstanding of 10,800,000,000 in each of 2010, 2011, 2012 and 2013, respectively as if these shares were in issue since January 1, 2010. Earnings per ADS are calculated on the basis that one ADS is equivalent to 100 H Shares.

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	Years Ended December 31				
	2010 (RMB)	2011 (RMB)	2012 (RMB)	2013 (RMB)	2014 (RMB)
CONSOLIDATED STATEMENTS OF CASH FLOWS DATA					
Net cash (used in)/generated from operating activities	3,973,719	2,219,994	(2,066,385)	5,098,538	3,662,408
Capital expenditure	(1,356,845)	(3,481,235)	(4,259,859)	(1,323,137)	(1,089,268)
Net proceeds/(repayment) related to corporate bonds		(1,000,000)			
Proceeds from borrowings	39,355,780	35,106,127	53,365,372	55,037,612	51,385,298
Repayments of borrowings	(42,631,344)	(32,791,261)	(46,779,614)	(59,155,947)	(53,444,473)

	As of December 31				
	2010 (RMB)	2011 (RMB)	2012 (RMB)	2013 (RMB)	2014 (RMB)
CONSOLIDATED BALANCE SHEETS DATA					
Current assets	8,531,841	9,665,814	12,891,424	14,486,028	9,510,415
Property, plant and equipment	13,570,559	12,501,980	17,468,748	16,669,479	15,541,575
Total assets	28,697,535	30,718,865	36,462,546	36,636,810	30,905,632
Short term borrowings (a)	4,395,438	5,512,074	11,023,877	7,094,026	4,078,195
Current liabilities	10,573,225	12,271,832	18,927,257	18,017,454	12,484,849
Long term borrowings (excluding current portion)	175,000	160,050	1,231,340	627,800	1,632,680
Total equity attributable to owners of the Company	17,689,457	17,925,563	16,037,166	17,732,494	16,500,272

(a) Including corporate bonds and current portion of long term borrowings.

Dividends

The following table sets forth certain information concerning the dividends of the Company since January 1, 1994:

Dividend Period	Dividend per Share
January 1, 1994-June 30, 1994	RMB0.04 (U.S.$0.0064)
July 1, 1994-December 31, 1994	RMB0.085 (U.S.$0.0137)
January 1, 1995-June 30, 1995	RMB0.04 (U.S.$0.0064)
July 1, 1995-December 31, 1995	RMB0.09 (U.S.$0.0145)
January 1, 1996-June 30, 1996	RMB0.04 (U.S.$0.0064)
July 1, 1996-December 31, 1996	RMB0.08 (U.S.$0.0129)
January 1, 1997-December 31, 1997	RMB0.06 (U.S.$0.0097)
January 1, 1998-December 31, 1998	RMB0.03 (U.S.$0.0048)
January 1, 1999-December 31, 1999	RMB0.05 (U.S.$0.0081)
January 1, 2000-December 31, 2000	RMB0.06 (U.S.$0.0097)
January 1, 2001-December 31, 2001	No dividend
January 1, 2002-December 31, 2002	RMB0.05 (U.S.$0.0081)
January 1, 2003-December 31, 2003	RMB0.08 (U.S.$0.0129)
January 1, 2004-December 31, 2004	RMB0.20 (U.S.$0.0322)
January 1, 2005-December 31, 2005	RMB0.10 (U.S.$0.0161)
January 1, 2006-December 31, 2006	RMB0.04 (U.S.$0.0064)
January 1, 2007-December 31, 2007	RMB0.09 (U.S.$0.0145)
January 1, 2008-December 31, 2008	No dividend
January 1, 2009-December 31, 2009	RMB0.03 (U.S.$0.0048)
January 1, 2010-December 31, 2010	RMB0.10 (U.S.$0.0161)
January 1, 2011-December 31, 2011	RMB0.05 (U.S.$0.0081)
January 1, 2012-December 31, 2012	No dividend

January 1, 2013-December 31, 2013	RMB0.05 (U.S.$0.0081)
January 1, 2014-December 31, 2014	No dividend

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See also Item 8. Financial Information A. Consolidated Statements and Other Financial Information Dividend Policy.

Exchange Rates

The Chinese government controls its foreign currency reserves in part through direct regulation of the conversion of Renminbi into foreign exchange and through restrictions on foreign trade. See Item 10. Additional Information D. Exchange Controls.

The following table sets forth information concerning exchange rates between Renminbi and U.S. Dollars for the periods indicated:

	Noon Buying Rates (RMB/U.S.$)			
Period	**Period End**	**Average(1)**	**High**	**Low**
2010	6.6000	6.7696	6.8330	6.6000
2011	6.2939	6.4630	6.6364	6.2939
2012	6.2301	6.3093	6.3879	6.2221
2013	6.0537	6.1478	6.2438	6.0537
2014	6.2046	6.1620	6.2591	6.0402
October 2014	6.1124	6.1251	6.1385	6.1107
November 2014	6.1429	6.1249	6.1429	6.1117
December 2014	6.2046	6.1886	6.2256	6.1490
January 2015	6.2495	6.2181	6.2535	6.1870
February 2015	6.2695	6.2518	6.2695	6.2399
March 2015	6.2145	6.2422	6.2741	6.1955
April 2015 (through April 17)	6.1976	6.2010	6.2152	6.1930

Source: The sources of the exchange rates are the H.10 statistical release of the Federal Reserve Board.

Note: (1) Determined by averaging the rates on the last business day of each month during the respective period.

B. Capitalization and Indebtedness.

Not applicable.

C. Reasons for the Offer and Use of Proceeds.

Not applicable.

D. Risk Factors.

An investment in our ADSs involves significant risks. The risks and uncertainties described below are not the only ones we face. You should consider carefully all of the information in this annual report, including the risks and uncertainties described below and our consolidated financial statements and related notes, before making an investment in our ADSs. Any of the following risks could have a material adverse effect on our business, financial condition and results of operations. In any such case, the market price of our ADSs could decline, and you may lose all or part of your investment.

Our operations may be adversely affected by the cyclical nature of the petroleum and petrochemical market and by the volatility of prices of crude oil and petrochemical products.

Most of our revenues are attributable to the sale of refined oil and petrochemical products, which have historically been cyclical and sensitive to the availability and price of raw materials and general economic conditions. Markets for many of our products are sensitive to changes in industry capacity and output levels, changes in regional and global economic conditions, the price and availability of substitute products and changes in consumer demand, which from time to time have had a significant impact on our product prices in the regional and global markets. Due to the decrease in tariff charges, the removal of other restrictions on importation and the Chinese government s gradual relaxation of its control of the allocation of products and pricing, many of our products have become increasingly vulnerable to the cyclical nature of regional and global petroleum and petrochemical markets, which may adversely affect our operations.

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We consume large amounts of crude oil to manufacture our products of which more than 90% is typically imported. In 2014, crude oil costs accounted for RMB59.56 billion, or 64.11% of our annual cost of sales. As a result, changes in crude oil prices can affect our profitability. In recent years, due to various reasons, the price of crude oil has fluctuated significantly. We cannot rule out the possibility of the occurrence of certain global emergencies which might disrupt our crude oil supply. We expect that the volatility and uncertainty of the prices of crude oil and petrochemical products will continue, and that increasing crude oil prices and declines in prices of petrochemical products may adversely affect our business and results of operations and financial condition.

Some of our major products are subject to government price controls, and we are not able to pass on all cost increases from rising crude oil prices through higher product prices.

We consume large amounts of crude oil to manufacture our products of which more than 90% is typically imported. We attempt to mitigate the effect of increased costs due to rising crude oil prices. However, our ability to pass on these increased costs to our customers is dependent on market conditions and government regulations. Given that the increase of the sales prices of our products may lag behind the increase of crude oil costs, we may fail to completely cover the increased costs by increasing our sales prices, particularly where government regulations restrict the prices of certain of our fuel products. In particular, gasoline, diesel and jet fuel, and liquefied petroleum gas are subject to government price controls at present. In 2012, 2013 and 2014, approximately 40.09%, 49.11% and 48.02% of our net sales were from such products subject to price controls. Although the current price-setting mechanism for refined petroleum products in China allows the Chinese government to adjust price in the PRC market when the average international crude oil price fluctuates beyond certain levels within a certain time period (see Item 4. Information on the Company B. Business Overview Product Pricing), the Chinese government still retains discretion as to whether or when to adjust the prices of the refined oil products. The Chinese government generally exercises certain price control over refined oil products once international crude oil prices experience a sustained rise or become significantly volatile. For instance, some of our fuel products are required to be sold to designated distributors (such as the subsidiaries of Sinopec Corp.). Because we cannot freely sell our fuel products to take advantage of opportunities for higher prices, we may not be able to fully cover increases in crude oil prices by increasing the sale prices of our products, which has had and will possibly continue to have a material adverse effect on our financial condition, results of operations and cash flows.

Our development and operation plans have significant capital expenditure and financing requirements, which are subject to a number of risks and uncertainties.

The petrochemical business is a capital intensive business. Our ability to maintain and increase our revenues, net income and cash flows depends upon continued capital spending. Our current business strategy contemplates capital expenditure for 2015 of approximately RMB1.6 billion (U.S.$258 million), which will be provided through financing activities and use of our own capital. Our actual capital expenditures may vary significantly from these planned amounts, subject to our ability to generate sufficient cash flows from operations, investments and other factors that may be beyond our control. In addition, there can be no assurance as to whether, or at what cost, our capital projects will be completed or the success of these projects if completed.

As of March 31, 2015, we had an aggregate outstanding indebtedness of approximately RMB6,977.2 million (U.S.$ 1,124.5 million). Most of our borrowings are with state-controlled banks in China and structured as short term debt obligations with payment due in one year or less. These banks have generally been willing to provide new short term loans while we pay off existing loans. Sinopec Corp., our controlling shareholder, did not provide any guarantee or credit support for our debt for the year ended December 31, 2014 and for the three-month period ended March 31, 2015.

Our ability to obtain external financing in the future and our ability to make timely repayments of our debt obligations are subject to a variety of uncertainties, including: our future results of operations, financial condition and cash flows; the condition of the economy in China and the condition of markets for our products; the cost of financing and the condition of financial markets; the issuance of relevant government approvals and other project risks associated with the development of infrastructure in China; and the continuing willingness of banks to provide new loans as we pay down existing debt.

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While we anticipate that we will rely less on borrowings to finance capital expenditures and operations as the global economic outlook continues to improve, our business, results of operations and financial condition could be adversely affected if we fail to obtain sufficient funding for our operations or development plans.

We could face increasing competition.

Our principal market, Eastern China, which is comprised of Shanghai, Shandong, Jiangsu, Anhui, Zhejiang, Jiangxi and Fujian, has enjoyed stronger economic growth and a higher demand for petrochemical products than other regions of China. As a result, we believe that our competitors will try to expand their sales and build up their distribution networks in our principal market. We believe this will have an adverse impact on the production and sale of our major products. Moreover, Chinese private enterprises have gradually overcome technological and funding barriers to extend their business from the downstream processing sector to the upstream petrochemical field. These enterprises have advantages in many areas such as flexibility in operation costs, preferential policy treatments and regional presence, and may use these advantages to compete with us in our target market.

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We are controlled by Sinopec Corp., whose interests may not be aligned with yours.

As of March 31, 2015, Sinopec Corp. owned 50.56% of our shares. Accordingly, it has voting and management control over us, and its interests may be different from the interests of our other shareholders. Subject to our Articles of Association and applicable laws and regulations, Sinopec Corp. will be in a position to cause us to declare dividends, determine the outcome of corporate actions requiring shareholder approval or effect corporate transactions without the approval of the holders of the H shares and ADSs. Any such increase in our dividend payout would reduce funds available for reinvestment in our business and any such actions or transactions could adversely affect us or our minority shareholders. Sinopec Corp. may also experience changes in its own business strategy and policies. Although we are not currently aware of any specific changes, they could, in turn, lead Sinopec Corp. to change its policies or practices toward us in ways that we cannot predict, with corresponding unpredictable consequences for our business. Additionally, Sinopec Corp. may leverage its controlling shareholder position to influence our decisions with regard to the manufacturing and operation, allocation of financial resources and appointment and removal of senior management members, which could adversely affect us or our minority shareholders.

We have also engaged from time to time and will continue to engage in a variety of transactions with Sinopec Corp., Sinopec Group, the controlling company of Sinopec Corp., and their various subsidiaries or affiliates which provide a number of services to us, including the supply of raw materials, product distribution and sales agency, project design and installment service, petrochemical industry related insurance and financial services. We also sell oil and petrochemical products to Sinopec Corp. and its affiliates. Our transactions with these companies are governed by a Mutual Product Supply and Sales Services Framework Agreement with Sinopec Corp. and a Comprehensive Services Framework Agreement with Sinopec Group, the terms of which were negotiated on an arm s length basis. See Item 7. Major Shareholders and Related Party Transactions B. Related Party Transactions. Our business and results of operations could be adversely affected if Sinopec Corp. or Sinopec Group refuses to engage in such transactions or if it seeks to amend the contracts between the parties in a way adverse to us. In addition, Sinopec Corp. has interests in businesses which compete or are likely to compete, either directly or indirectly, with our businesses. Because Sinopec Corp. is our controlling shareholder and its interests may conflict with our own interests, Sinopec Corp. may take actions that favor itself over our interests.

Our business operations may be adversely affected by present or future environmental regulations.

We are subject to extensive environmental protection laws and regulations in China. These laws and regulations permit:

- the imposition of fees and penalties for the discharge of waste substances;
- the levy of payments and fines for damages for environmental offenses; and
- the government to close or suspend any facility which fails to comply with orders and require it to correct or stop operations causing environmental damage.

Our production operations produce substantial amounts of waste materials (*i.e.*, waste water, waste gas and waste residue). In addition, our production and operations require permits that are subject to renewal, modification and revocation. In February 2014, the Environmental Protection Bureau of Jinshan District imposed a fine of RMB80,000 on us because we commenced the operation of the environmental protection facility that supports the continuous polyester testing plant of the Polyester Fiber Research Institute under our Polyester Fiber Department without complying with the required inspection and acceptance procedures for the facility after we completed the upgrading of some of its equipment in 2006. See Item 4. Information of the Company B. Business Overview Environmental Protection. At present, we believe that our operations substantially comply with all applicable Chinese environmental laws and regulations as they have been previously interpreted and enforced. The Chinese government (including the local governments), however, has moved, and may move further, toward the adoption of more regulations and more stringent environmental standards. Chinese national or local authorities may also apply more rigorous enforcement of such regulations which would require us to incur additional expenditures on environmental matters.

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Our operations are exposed to risks relating to operating hazards and production safety and we have limited insurance coverage for resulting losses.

Our operations involve the handling and storage of explosives and other hazardous articles. In addition, our operations involve the use of heavy machinery, which involves inherent risks that cannot be entirely eliminated through our preventive efforts. As a result, we may encounter fires, explosions and other unexpected incidents during our operations, which may cause personal injuries or death, property damage, environmental damage, interruption of operations and reputational damages to us. Each of such incidents could have a material adverse impact on our financial condition and results of operations.

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We maintain a package of insurance coverage plan through Sinopec Group on our property, facilities and inventory. In addition, we maintain insurance policies for such assets as the engineering construction projects and products in transit with third-party commercial insurance companies. We do not carry any third party liability insurance to cover claims in respect of personal injury, property or environmental damage arising from accidents on our property or relating to our operations other than on our transportation vehicles. Our insurance coverage may not be sufficient to cover all the financial losses caused by operating hazards. Resulting losses required to be compensated or otherwise paid for by us due to such operating hazards that are not fully insured against may have a material adverse effect on our financial condition and results of operations.

Our business may be limited or adversely affected by government regulations.

The Chinese central and local governments continue to exercise a certain degree of control over the petrochemical industry in China by, among other things:

- mandating distribution channels for our fuel products;
- setting the allocations and pricing of certain resources, products and services;
- assessing taxes and fees payable;
- setting import and export quotas and procedures; and
- setting safety, environmental and quality standards.

As a result, we may face significant constraints on our flexibility and ability to expand our business operations or to maximize our profitability. In the past, we have benefited from favorable regulatory policies that have, for example, reduced the competition we face from illegal imports of petroleum products. Existing policies that favor our industry may change in the future and our business could be adversely affected by any such changes.

Our development plans may require regulatory approval.

We are currently engaged in a number of construction and expansion projects. Most of our projects are subject to governmental review and approval. The timing and cost of completion of these projects will depend on numerous factors, including approvals from relevant government authorities and general economic conditions in China.

While in general we attempt to obtain governmental approval as far in advance as practicable, we are unable to predict the timing and outcome of these governmental reviews and approvals. If any of our important projects required for our future growth are not approved, or not approved on a timely basis, our results of operations and financial condition could be adversely affected.

We face increasing foreign competition in our lines of business.

China joined the WTO on December 11, 2001 and had committed to eliminate some tariff and non-tariff barriers to foreign competition in the domestic petrochemical industry that benefited us in the past. In particular, China:

- has reduced tariffs on imported petrochemicals products that compete with ours;

increased levels of permitted foreign investment in the domestic petrochemicals industry, allowing foreign investors to own 100% of a domestic petrochemicals company from December 11, 2004;

has gradually relaxed restrictions on the import of crude oil by non-state-owned companies;

has granted foreign-owned companies the right to import petrochemical products; and

has permitted foreign-owned companies to distribute and market fuel products in both retail and wholesale markets in China.

As a result of these measures, we face increasing competition from foreign companies and imports. In 2015, we expect the world economy to recover slowly and the growth in the petrochemical industry to remain sluggish. In addition, competition for our products has increased, as many overseas companies have switched their focus to sales in China. Furthermore, tariff reductions could reduce our profit margins or otherwise negatively impact our revenue from certain products, including a small number of significant products. The Chinese government may also reduce the tariffs imposed on production equipment that we may import in the future.

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Political and economic policies in China could affect our business in unpredictable ways.

The economy of China differs from the economies of most countries belonging to the Organization for Economic Co-operation and Development in a number of respects, including:

- structure;
- level of government involvement;
- level of development;
- level of capital reinvestment;
- control of foreign exchange; and
- allocation of resources.

Before its adoption of reform and open-door policies beginning in 1978, China was primarily a planned economy. Since that time, the Chinese government has been reforming the Chinese economic system, and has also begun reforming its government structure. These reforms have resulted in significant economic growth and social progress. Although the Chinese government still owns a significant portion of the productive assets in China, economic reform policies since the late 1980s have emphasized greater autonomy for state-owned or controlled enterprises, the development of private enterprises and the utilization of market mechanisms. We expect that the Chinese government will continue these reforms, further reduce government intervention and rely more heavily on market mechanisms to allocate resources. Although we believe these reforms will have a positive effect on our overall long term development, we cannot predict whether changes to China s political, economic and social conditions, laws, regulations and policies will have any adverse effect on our current or future business or results of operations.

If the Chinese government changes current regulations that allow us to make payments in foreign currencies, we may be unable to obtain the foreign currency necessary for our business.

The Renminbi currently is not a freely convertible currency. We receive most of our revenue in Renminbi. A portion of our Renminbi revenue must be converted into other currencies to meet our foreign currency obligations. We have substantial requirements for foreign currencies, including:

- debt service costs on foreign currency-denominated debt;
- purchases of imported equipment;
- payment of any cash dividends declared in respect of the H shares and the ADSs; and
- import of crude oil and other materials.

Under existing foreign exchange regulations in China, we may undertake current account foreign exchange transactions, including the payment of dividends, without prior approval from the State Administration of Foreign Exchange (SAFE) by producing commercial documents evidencing the foreign exchange transactions, provided that they are processed through Chinese banks licensed to engage in foreign exchange transactions. The Chinese government has stated publicly that it intends to eventually make the Renminbi freely convertible. However, uncertainty exists as to whether the Chinese government may restrict access to foreign currency for current account transactions if foreign currency becomes scarce in China.

Foreign exchange transactions under the capital account (international revenues and expenditures that increase or decrease debt or equity, including principal payments in respect of foreign currency-denominated obligations) continue to be subject to limitations and require the prior approval of the SAFE. These limitations could affect our ability to obtain foreign exchange through debt financing, or to make capital expenditures in foreign currency.

If the Chinese government restricts our ability to make payments in foreign currency, we may be unable to obtain the foreign currency necessary for our business. In that case, our business may be materially adversely affected, and we may default on our obligations.

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The change of currency policy and the fluctuation of Renminbi might adversely affect our business and operating results.

The exchange rate between the Renminbi and the U.S. Dollar or other foreign currencies might fluctuate and be affected by the change in Chinese political and economic conditions. In July 2005, the Chinese government changed its policy of pegging the Renminbi to the U.S. Dollar. Under the new policy, the Renminbi is permitted to fluctuate within a narrow and managed band against a basket of certain foreign currencies. Since the adoption of this new policy, the value of the Renminbi has fluctuated daily within a narrow band against the U.S. Dollar. Nevertheless, the Chinese government continues to receive significant international pressures to further liberalize its currency policy which could result in China adjusting its currency policy further.

A small portion of our cash and cash equivalents is denominated in foreign currencies (including the U.S. Dollar). The appreciation in the value of Renminbi against foreign currencies (including the U.S. Dollar) may cause a decrease in the Renminbi value of our cash and cash equivalents that are denominated in foreign currencies. In addition, the appreciation of Renminbi may harm the exports of our downstream manufacturers, thus adversely affecting the market demand for our products.

As most of our revenue is denominated in Renminbi, and most of our purchase of crude oil and some equipment and repayments of certain borrowings are made in foreign currencies, any depreciation of the Renminbi would increase our cost and adversely affect our capacity of making profits. In addition, any depreciation of the Renminbi could adversely affect the value of the dividends of our H shares and ADSs, which we declare in Renminbi and pay in foreign currencies.

Interpretation and enforcement of Chinese laws and regulations is uncertain.

The Chinese legal system is based on statutory law. Under this system, prior court decisions may be cited as persuasive authority, but do not have the binding effect of precedents. Since 1979, the Chinese government has been developing a comprehensive system of commercial laws and considerable progress has been made in the promulgation of laws and regulations dealing with economic matters, such as corporate organization and governance, foreign investment, commerce, taxation and trade. Because these laws, regulations and legal requirements are relatively new or otherwise undeveloped and not all accessible to the public and because prior court decisions have little precedential value, the interpretation and enforcement of these laws, regulations and legal requirements involve greater uncertainty than in other jurisdictions.

You may not enjoy shareholders protections that you would be entitled to in other jurisdictions.

As most of our business is conducted in China, our operations are governed principally by the laws of China. Despite the continuing improvement of the PRC Company Law and Securities Law, Chinese legal provisions for the protection of shareholders rights and access to information are different from those applicable to companies formed in the United States, Hong Kong, the United Kingdom and other developed countries or regions. You may not enjoy shareholders protections under Chinese law that you would be entitled to in other jurisdictions.

Our Articles of Association require you to submit your disputes with us and other persons defined by our Articles of Association regarding the Company s affairs to arbitration. You will have no legal right to a court proceeding with respect to such disputes.

Our Articles of Association require holders of our H shares or ADSs having a claim against, or a dispute with, us, our directors, supervisors, executive officers or a holder of our domestic shares relating to any rights or obligations conferred or imposed by our Articles of Association, the Chinese Company Law or other relevant Chinese laws or regulations relating to our affairs, to submit such claim or dispute to arbitration with the China International Economic and Trade Arbitration Commission or to the Hong Kong International Arbitration Center. Our Articles of Association further provide that any arbitration decisions with respect to such disputes or claims shall be final and binding on all parties. As a result, you will have no legal right to a court proceeding with respect to such disputes.

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Our auditor, like other independent registered public accounting firms operating in China, is not permitted to be subject to inspection by Public Company Accounting Oversight Board and, as such, investors may be deprived of the benefits of such inspection.

Our independent registered public accounting firm that issues the audit reports included in our annual reports filed with the SEC, as an auditor of companies that are traded publicly in the United States and a firm registered with the Public Company Accounting Oversight Board (United States), or PCAOB, is required by the laws of the United States to undergo regular inspections by PCAOB to assess its compliance with the applicable professional standards. Because our auditor is located in China, a jurisdiction where PCAOB is currently unable to conduct inspections without the approval of the PRC authorities, our auditor, like other independent registered public accounting firms operating in China, is currently not inspected by PCAOB.

Inspections of other firms that PCAOB has conducted outside of China have identified deficiencies in those firms audit procedures and quality control procedures, which may be addressed as part of the inspection process to improve future audit quality. The inability of PCAOB to conduct inspections of independent registered public accounting firms operating in China makes it more difficult to regularly evaluate the effectiveness of our auditor s audit procedures or quality control procedures. As a result, investors may be deprived of the benefits of PCAOB.

Proceedings instituted recently by the SEC against the Big Four PRC-based accounting firms, including our independent registered public accounting firm, could result in our financial statements being determined to not be in compliance with the requirements of the Exchange Act.

In December 2012, the SEC brought administrative proceedings against the Big Four accounting firms, including our independent registered public accounting firm, in China, alleging that they had refused to produce audit work papers and other documents related to certain other China-based companies under investigation by the SEC for potential accounting fraud. On January 22, 2014, an initial administrative law decision, or Initial Decision, was issued, censuring these accounting firms and suspending four of the five firms from practicing before the SEC for a period of six months. The accounting firms filed a petition for review of the Initial Decision to the SEC. On February 6, 2015, the Big Four China-based accounting firms each agreed to a censure and to pay a fine to the SEC to settle the dispute and avoid suspension of their ability to practice before the SEC and audit U.S.-listed companies. The settlement required the firms to follow detailed procedures and to seek to provide the SEC with access to Chinese firms audit documents via the China Securities Regulatory Commission, or the CSRC. If future document productions fail to meet specified criteria, the SEC retains authority to impose a variety of additional remedial measures on the firms depending on the nature of the failure. While we cannot predict if the SEC will further review the four China-based accounting firms compliance with specified criteria or if the results of such a review would result in the SEC imposing penalties such as suspensions or restarting the administrative proceedings, if the accounting firms are subject to additional remedial measures, our ability to file our financial statements in compliance with SEC requirements could be impacted. A determination that we have not timely filed financial statements in compliance with SEC requirements could ultimately lead to the delisting of our ADSs from the New York Stock Exchange or the termination of the registration of our H shares under the Securities Exchange Act of 1934, or both, which would substantially reduce or effectively terminate the trading of our ADSs in the United States.

We may be or become a passive foreign investment company, which could result in adverse U.S. federal income tax consequences to U.S. investors.

Generally, if, for any taxable year, at least 75% of our gross income is passive income, or at least 50% of the value of our assets is attributable to assets that produce passive income or are held for the production of passive income, we would be characterized as a passive foreign investment company (PFIC) for U.S. federal income tax purposes. We do not expect to be a PFIC for our current taxable year. However, since PFIC status depends on the composition of our income and the composition and value of our assets from time to time, there can be no assurance that we will not be considered a PFIC for any taxable year. If we are characterized as a PFIC, U.S. investors may suffer adverse tax consequences, including increased U.S. tax liabilities and reporting requirements. For further discussion of the adverse U.S. federal income tax consequences of our possible classification as a PFIC, see Item 10. Additional Information E. Taxation U.S. Taxation.

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We have in the past sourced a small portion of crude oil from Iran that may be targeted by economic sanctions under relevant U.S. laws, and if such activities are determined by the U.S. governmental authorities as sanctionable activities, we could be sanctioned or otherwise penalized.

The United States has adopted a number of measures since 1996 that provide for the possible imposition of sanctions against non-U.S. companies engaged in certain activities in and with Iran in the energy and other sectors, including Executive Orders 13622 (effective July 31, 2012), 13628 (effective October 9, 2012), and 13645 (effective July 1, 2013), the Iran Threat Reduction and Syria Human Rights Act of 2012 (ITRSHRA) enacted August 10, 2012 and the Iran Freedom and Counter-Proliferation Act (IFCA) enacted January 2, 2013. The sanctionable activities include certain investments, the provision of goods, services, technology, or support that could contribute to the development of petroleum and petrochemical resources or the production of refined petroleum products in Iran, the exportation of refined petroleum products to Iran, the transportation of crude oil from Iran, or the engagement in a significant transaction for the purchase or acquisition of petroleum or petroleum products from Iran, and the engagement in transactions with certain Iranian specially designated nationals and blocked persons (SDNs) as identified and published by U.S. Department of the Treasury s Office of Foreign Assets Control, or OFAC, the agency primarily responsible for administering U.S. sanctions and embargoes.

We have sourced a small portion of our crude oil from Iran in the past through Sinopec Corp., our current controlling shareholder, and independent third parties, and we may continue to purchase crude oil from Iran. In addition, Sinopec Corp. and Sinopec Group, the controlling shareholder of Sinopec Corp., have engaged in operations in or purchasing crude oil sourced from Iran and may continue to do so in the future. We have no control over the activities of Sinopec Group or Sinopec Corp. in connection with any activities that they may conduct in Iran.

If our purchases of crude oil from Iran and transactions related thereto are determined to be sanctionable activities by the U.S. President and/or the relevant U.S. governmental authorities, we may be subject to five or more of the twelve sanctions options available under the Iran Sanctions Act of 1996 (as amended) (ISA) and the ITRSHRA, which include restrictions on bank financing, outright blocking of the Company s property within U.S. jurisdiction, under the control of U.S. persons anywhere in the world, and prohibition of U.S. persons from investing or purchasing a significant amount of equity or debt instruments of the Company. Similar sanctions may also be imposed under the Executive Orders cited above, the IFCA, and other U.S. laws. In addition, many states in the United States have adopted legislation requiring state pension funds to divest themselves of securities in any company with active business operations in Iran. We cannot assure that we or any of our affiliates will not be sanctioned by the U.S. President and/or the relevant U.S. governmental authorities in light of the activities by us or our affiliates in Iran. The imposition of any such sanctions on us or our affiliates will have a negative impact on our business, reputation or stock price. In addition, purchase of crude oil by Sinopec Corp. subsidiaries that supply us with raw materials may from time to time be sourced from National Iranian Oil Company. This entity has been identified by the U.S. government as an SDN and sanctioned under various laws, including for assisting the government of Iran to avoid sanction and for engaging in activities related to nuclear proliferation. Under Executive Order 13645, the U.S. President can sanction non-U.S. companies that engage in transactions with SDNs such as the National Iranian Oil Company. To the extent we indirectly (or directly) purchase raw materials from this entity, we risk potential U.S. government sanctions. Even absent any U.S. government sanctions, we risk adverse publicity in the world markets, which may impair our reputation and business.

Sinopec Group, the controlling shareholder of Sinopec Corp. which is our current controlling shareholder, or its affiliates current or future activities in certain countries are the subject of economic sanctions under relevant U.S. laws and could result in negative media and investor attention to us and possible imposition of sanctions on Sinopec Group, which could materially and adversely affect our shareholders.

Sinopec Group undertakes, from time to time and without our involvement, overseas investments and operations in the oil and gas industry, including the exploration and production of oil and gas, refining and Liquefied Natural Gas, or LNG, projects. Sinopec Group s overseas asset portfolio includes oil and gas development projects in Iran, Sudan and Syria, countries subject to U.S. sanctions and embargoes. We cannot predict the interpretation or implementation of government policy at the U.S. federal, state or local levels with respect to any current or future activities by Sinopec Group or its affiliates in countries or with individuals or entities that are the subject of U.S. sanctions. Similarly, we cannot predict whether U.S. sanctions will be further tightened, or the impact that such actions may have on Sinopec Group. It is possible that the United States could subject Sinopec Group to sanctions due to these activities. Certain U.S. state and local governments and colleges have restrictions on the investment of public funds or endowment funds, respectively, in companies that are members of corporate groups with activities in certain countries that are the subject of U.S. sanctions. These investors may not wish to invest, and may divest their investment, in us because of our relationship with Sinopec Group and its investments and activities in those U.S. government sanctioned countries. It is possible that, as a result of activities by Sinopec Group or its affiliates in countries that are the subject of U.S. sanctions, we may be subject to negative media or investor attention, which may distract management, consume internal resources and affect investors perception of our company.

Further, the ISA authorizes the imposition of sanctions on companies that engage in certain activities in and with Iran, especially in Iran s energy sector. It is possible that Sinopec Group or its affiliates engage in activities that are targeted for sanction purposes by the ISA or other U.S. laws. If the U.S. President determines that Sinopec Group or one of its affiliates in fact engaged in the targeted activities, he would be required under the ISA to impose on Sinopec Group or its affiliates at least five sanctions from among twelve sanctions options available under the ISA, which range from restrictions on U.S. exports or bank financing to outright blocking of Sinopec Group or its affiliate s property within the U.S. or in the possession or control of U.S. persons anywhere in the world. In addition, the IFCA requires the U.S. President to block the property of persons and entities within U.S. jurisdiction or control of U.S. persons if he determines that, among other things, such persons or entities are engaged in certain transactions involving the energy, shipping or shipbuilding sectors of Iran or with certain SDNs. It also requires the U.S. President to impose five or more sanctions under the ISA on a person that he determines has knowingly, on or after July 1, 2013, sold, supplied or transferred to or from Iran precious metals or certain other materials (including graphite, aluminum, steel, coal and certain software) if used for specified purposes. If the U.S. President determines that Sinopec Group, or an entity it owns or controls, had engaged in any such activities and if the most extreme sanction under the ISA or other U.S. sanctions laws, blocking, were applied to Sinopec Group s property, including controlled subsidiaries, Sinopec Group could be prohibited from engaging in business activities in the United States or with U.S. individuals or entities, and U.S. transactions in our securities and distributions to U.S. individuals and entities with respect to our securities could also be prohibited.

In addition, pursuant to the IFCA, Executive Order 13645 and other U.S. laws, the U.S. government can sanction financial institutions anywhere in the world that engage in certain Iran related transactions. Such sanctions include prohibiting the financial institution from opening, or imposing strict conditions on maintaining, a correspondent or payable through account in the United States. The potential for financial institutions to be sanctioned for Iran related activities may impact our ability to engage in financial transactions related to our Iran transactions.

ITEM 4. INFORMATION ON THE COMPANY.

A. History and Development of the Company

General Information

We were established in the People s Republic of China as a joint stock limited company under the Chinese Company Law on June 29, 1993 as Shanghai Petrochemical Company Limited. On October 12, 2000, we changed our name to Sinopec Shanghai Petrochemical Company Limited. Our registered office is at No. 48 Jinyi Road, Jinshan District, Shanghai, China 200540. Our telephone number there is (86-21) 5794-1941.

Our Predecessor

Our predecessor, Shanghai Petrochemical Complex (the Complex), was founded in 1972 as one of the first large scale Chinese petrochemical enterprises using advanced imported technology and equipment. Prior to June 29, 1993, the Complex was wholly-owned by Sinopec Group, at the time a ministerial level enterprise (before its restructuring in 1998, Sinopec). The Complex s location was chosen because of accessibility by water and land transportation to Shanghai, a major industrial city of China, and the availability of reclaimable land. The Complex was initially under the administration of the Ministry of Textile Industry and in 1983 was placed under the administration of Sinopec.

Construction Projects

The Complex and we, as its successor, have completed six major stages of construction. The first stage of construction (1972-1976) included reclamation of land and the installation of 18 production units. The second stage of construction (1980-1986) increased the Complex s capacity for processing crude oil and doubled its capacity for synthetic fiber production. The third stage of construction (1987-1992) primarily consisted of the installation of a 300,000 ton Rated Capacity ethylene unit, an additional crude oil refining unit and other units for the production of petrochemical products. The third stage of construction completed our transition from a synthetic fiber producer to a highly integrated producer of a wide variety of petrochemical products. The fourth stage of construction (2000-2002) mainly included the 700,000 ton Ethylene Expansion Project and Coal-Fired Power Plant Expansion Project. The fifth stage of construction (2003-2009) was mainly designed to optimize our structure and realize sustainable development, and mainly included 3,300,000t/a diesel hydrogenation unit, 1,200,000t/a delayed coking unit and other projects implemented for removing bottlenecks in refinery, the building of new 600,000t/a PX hydrocarbon complex unit, 150,000t/a C5 segregation unit, 380,000t/a ethane unit, *etc.*

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The Company commenced the sixth stage of construction in 2010 (the Phase 6 Project) and completed the project in December 2012. The key component of the Phase 6 Project was the refinery revamping and expansion project. The Phase 6 Project also included the technology development and fine chemicals projects. The purpose of the Phase 6 Project was to improve the Company s overall industrial structure, core competitiveness and the capability of maintaining sustainable developments. The Phase 6 Project was focused on the objective to achieve intensive utilization of natural resources and the build-up of a complete set of facilities, in accordance with the fundamental industrial model of integrating oil refining and petrochemical production. Through this project, the Company further enhanced its oil refining process and strengthened and expanded the Company s core businesses while continuing to explore the development of fine chemicals and products with high value added. See Item 4. Information on the Company D. Property, Plant and Equipment Capital Expansion Program.

Over the past four decades, the Company has built up an infrastructure system to support its production needs. The Company has its own facilities to supply water, electricity, steam and other utilities and to treat waste water, as well as ocean and inland waterway wharfs and railroad and road transportation facilities.

Our Initial Public Offering and Listing

We were established as a subsidiary of Sinopec on June 29, 1993. In preparation for our initial public offering of ordinary shares, all assets and liabilities of the Complex were transferred either to us or to Sinopec Shanghai Jinshan Industrial Company (JI), a separate subsidiary of Sinopec. The Complex s non-core businesses and assets, such as housing, stores, schools, transportation and medical services, were transferred to JI. The Complex s core business and assets were transferred to us. The Complex then ceased to exist as a legal entity. In 1998, Sinopec was restructured into a limited liability company under the name of China Petrochemical Corporation (Sinopec Group). On February 25, 2000, Sinopec Group transferred its interest in us to its subsidiary, Sinopec Corp. In 1997, JI was restructured and its subsidiaries were either transferred to Sinopec or Shanghai Jinshan District. Sinopec Group now provides community services to us that were formerly provided by JI.

Our H Shares were listed on the HKSE on July 26, 1993. Our ADSs, each representing 100 H Shares, are listed on the New York Stock Exchange (NYSE). Our domestic shares are listed on the Shanghai Stock Exchange. We were the first Chinese joint stock limited company to have securities concurrently traded in Hong Kong, the United States and China. On November 8, 1993, our domestic shares were included in the Shanghai Stock Exchange Stock Index.

Domestic Share Reform

Pursuant to regulations issued by the CSRC, we were required to obtain shareholder approval for and implement certain share reform. As a result of such share reform, all non-publicly tradable domestic shares of the Company would be converted into publicly tradable domestic shares and may be sold publicly on the Shanghai Stock Exchange subject to any applicable lock-up period.

In connection with the share reform, the Distribution Proposal regarding 2013 Interim Distribution of Cash Dividend and the Conversion of Capital Fund and Surplus Reserve into Shares of the Company (Proposal) was approved at the Company s 2013 First Extraordinary General Meeting, 2013 First A Shareholders Class Meeting and 2013 First H Shareholders Class Meeting held on October 22, 2013. According to the Proposal, based on the Company s total share capital of 7,200,000,000 shares as of June 30, 2013, RMB2,421 million of the capital surplus of the Company from its share premium account was used to fund the issue of 3.36 new bonus shares with respect to every 10 issued and outstanding shares, the surplus reserve was used to fund the issue of 1.64 new bonus shares with respect to every 10 issued and outstanding shares, and an interim cash dividend of RMB0.50 (tax included) for every 10 issued and outstanding shares was distributed to all shareholders.

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In addition, Sinopec Corp. undertakes under the Proposal that it shall not, within 12 months from the date on which Sinopec Corp. becomes entitled to trade, deal in or transfer its non-publicly tradable shares of the Company in the market (meaning the first trading day after the implementation of the Proposal), trade such shares in the market. Also, after the expiration of the aforesaid 12-month term, the amount of existing non-publicly tradable shares to be disposed of by Sinopec Corp. through trading on the stock exchange shall not represent more than 5% of the total number of our shares held by Sinopec Corp. within the next 12 months, and not more than 10% within the next 24 months.

Immediately upon completion of the conversion of capital surplus and surplus reserve into new shares of the Company, the total number of domestic shares of the Company reached, as of December 4, 2013, 7,305,000,000, and the total amount of H Shares of the Company reached 3,495,000,000. Therefore, the Company s total share capital consists of 10,800,000,000 shares. Sinopec Corp., being the controlling shareholder of the Company, holds 5,460,000,000 domestic shares, representing 50.56% of the total share capital of the Company.

The share certificates of new H Shares issued in connection with the share reform were dispatched and the cash dividend was paid to the holders of H Shares on December 4, 2013. The dealings in the new H Shares commenced on December 5, 2013.

Description of Principal Capital Expenditures and Divestitures

In the fourth quarter of 2001, we established Secco, together with BP Chemicals East China Investments Limited (BP) and Sinopec Corp. We own 20%, while BP and Sinopec Corp. own 50% and 30% of the equity interest of Secco, respectively. Secco was established to build and operate a 900,000 ton Rated Capacity ethylene petrochemical manufacturing facility in order to manufacture and market ethylene, polyethylene, styrene, polystyrene, propylene, acrylonitrile, polypropylene, butadiene, aromatics and by-products; provide related after-sales services and technical advice with respect to such petrochemical products and by-products; and engage in polymers application development. Secco completed construction in 2005. Secco s registered capital is U.S.$901,440,964 of which we were obligated to contribute an amount in Renminbi equivalent to U.S.$180,287,952 prior to the end of 2005. As of December 31, 2005, we had contributed such amount in full.

In 2009, Secco completed the reconstruction and capacity expansion of ethylene cracking and downstream derivatives facilities. The capacity of ethylene cracking facility has been expanded to 1,090,000 tons per year.

To fund Secco s new acrylonitrile plant project with a capacity of 260,000 tons/year, its new ethylene plant with a new supercharger, its new butadiene plant with a capacity of 90,000 tons/year, and its utility facilities upgrading project, in 2013 the shareholders of Secco agreed to increase the registered capital of Secco by U.S.$150,085,618 according to their respective shares in the equity interests in Secco, of which the Company was obligated to contribute an amount of U.S.$30,017,124 in installments. We have paid U.S.$9,817,718 and U.S.$1,884,050 on December 10, 2013 and March 5, 2014, respectively.

For a description of capital expansion projects related to our facilities, see Item 4. Information on the Company D. Property, Plant and Equipment Capital Expansion Program.

B. Business Overview

We are one of the largest petrochemical companies in China based on 2014 net sales and ethylene production. Our highly integrated petrochemical complex processes crude oil into a broad range of products in four major product areas:

- synthetic fibers,
- resins and plastics,
- intermediate petrochemicals, and
- petroleum products.

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Based on 2014 sales volumes, we are a leading Chinese producer of synthetic fibers and resins and plastic products. We believe that we are also a leading competitor in sales of petroleum products and intermediate petrochemicals in our regional markets.

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Our net sales by business lines as a percentage of total net sales in each of 2012, 2013 and 2014 are summarized as follows:

Net Sales of RMB87,217.3 million in 2012

Synthetic fibers	3.80%
Resins and plastics	16.86%
Intermediate petrochemicals	20.63%
Petroleum products	43.92%
Trading of petrochemical products	13.78%
Others	1.01%
Total	100.00%

Net Sales of RMB105,503.2 million in 2013

Synthetic fibers	3.05%
Resins and plastics	13.52%
Intermediate petrochemicals	17.47%
Petroleum products	54.42%
Trading of petrochemical products	10.58%
Others	0.96%
Total	100.00%

Net Sales of RMB92,725.0 million in 2014

Synthetic fibers	3.12%
Resins and plastics	13.47%
Intermediate petrochemicals	13.36%
Petroleum products	53.13%
Trading of petrochemical products	15.95%
Others	0.97%
Total	100.00%

We derive a substantial portion of our revenues from customers in Eastern China (principally Shanghai and its six neighboring provinces), an area that has experienced economic growth above the national average in recent years. We believe that we are well- positioned to take advantage of opportunities which may arise through the growth of economy of China generally and in this area in particular. Shown by geographic region and exports, our net sales by business lines as a percentage of total net sales for each of 2012, 2013 and 2014 are as follows:

2012 Net Sales by Region (%)

	Eastern China	Other parts of China	Exports
Synthetic fibers	84.61	14.83	0.56
Resins and plastics	86.50	13.50	0
Intermediate petrochemicals	89.32	9.31	1.37

Petroleum products	97.94	2.06	0
Trading of petrochemical products	92.54	0.58	6.88
Total net sales	94.18	4.68	1.14

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2013 Net Sales by Region (%)

	Eastern China	Other parts of China	Exports
Synthetic fibers	86.01	13.92	0.07
Resins and plastics	86.25	13.75	0.00
Intermediate petrochemicals	95.74	2.48	1.78
Petroleum products	98.69	1.31	0.00
Trading of petrochemical products	91.65	7.61	0.74
Total net sales	94.61	4.34	1.05

2014 Net Sales by Region (%)

	Eastern China	Other parts of China	Exports
Synthetic fibers	87.10	12.90	0.00
Resins and plastics	87.83	12.17	0.00
Intermediate petrochemicals	94.60	2.10	3.30
Petroleum products	99.47	0.53	0.00
Trading of petrochemical products	96.77	0.30	2.93
Total net sales	96.21	2.50	1.29

Business Strategy

In 2015, we expect that our business and operating conditions will remain challenging. We will continue our efforts to ensure the high safety and environmental protection standards in our production. We will also endeavor to maintain stable production while focusing on enhancing our product structure and improving the quality of our products in 2015. We will further strengthen our internal management and endeavor to maximize economic benefits in order to maintain our sustainable growth.

To achieve our business objectives in 2015, we will work diligently to fulfill the following tasks:

(a) Further implement Quality, Health, Safety and Environment (QHSE) management

We will implement QHSE management in a comprehensive manner, prioritize the direct safety supervision in operating procedures and further enhance the management and assessment system in relation to safety and environmental protection. Meanwhile, we are committed to green and low carbon operations, energy saving and emission reduction, as well as clean production. Hence, we will tighten control over discharge of waste water, waste solid and waste gas from end sources, and seek to maintain a 100% proper treatment ratio. In addition, we will strictly supervise and evaluate the performance of our contractors to raise their awareness of QHSE management. We will continue to reinforce the quality standard of Making Every Drop Count and promote stronger oversight in every production procedure, thereby putting in place our stringent controls on outgoing products.

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(b) Enhance management of production and operations

We will further improve the management of our production system and implement our reporting system in relation to major production incidents, with an aim to minimize unexpected production disruptions. We will also strengthen the management of our production process technology and improve our supervision of production progress in meeting technical requirements and economic targets. In addition, we will also strengthen our operations management and fully leverage the strengths of our platform used for processing malfunction and repair requests of our production facilities. Through our major efforts in QHSE-based detection and prevention of potential hazards in our production facilities, we are expected to be able to effectively improve our management of facilities.

(c) Optimize production process to reduce operation cost and expenditure

We will continue to adopt the use of cost-to-performance ratio as our primary selection criteria for crude oil purchases while focusing on the selection of ideal sources of crude oil and maintaining cost control. As part of our efforts on optimizing the structure of refined oil products, we will continue to enhance the proportion and output of high-grade refined oil products. With a view to promoting the structural adjustment of our petrochemical products, we will adhere to the implementation of a dynamic optimization model whereby we will focus on optimizing the structure of main products, strengthening our tracking of the margin contribution of our chemical plants and adjusting the load of our plants in a timely manner. We will also step up our efforts in minimizing expenditure to further reduce expenses. In addition, we will continue to adhere to our strategy of optimizing our inventory levels. We will ensure the safety and stability of production and business operations while minimizing exposure to operating risks. To reduce transportation costs, we will continue to improve and delineate our sales areas in a prudent manner.

(d) Foster scientific research and development and develop high-tech statistic data information system

Capitalizing on the development opportunities brought about by the production facilities located in the north coast of Hangzhou Bay, we will further adjust and optimize our refinery/petrochemical integration plan. We will proactively facilitate the integration of our refinery with the petrochemical plant while commencing selected high-tech research projects in respect of the production of our petrochemical products which we have relatively strong competitive advantages. We will also focus our efforts on the implementation of key scientific research projects such as the carbon fiber and needle coke project designed to extract particularly valuable needle coke from residual oil during the crude oil refining process, while exploring an external sales model for our technical services so as to tap on a new source of profit. We will proactively foster our industrial and informatization integration, expand the application of Advanced Process Control (APC) system as well as facilitate the development of our comprehensive statistic data information system.

(e) Strive to enhance internal management

We will further optimize our corporate management systems and processes. We will enhance our on-site management of production areas and operations. We will continue to strengthen our management structure and to eliminate redundant staff. We will improve our management of performance appraisal, and establish and strengthen our performance evaluation management system.

Principal Products

We produce four principal types of products with different specifications, including synthetic fibers, resins and plastics, intermediate petrochemicals and petroleum products. We use many of the important petroleum products and intermediate petrochemicals we produce in producing our own downstream products.

In 2014, the volume of our production declined, with a total volume of products amounting to 13,570,600 tons, representing a decrease of 13.03% over the previous year. The decrease was primarily attributable to the following two reasons: (1) we undertook an overhaul of our production plants which resulted in a significant downtime of our production; and (2) we reduced the crude oil processing volume in response to the downturn of the petrochemical products market.

The Company processed 14,170,200 tons of crude oil (including 1,274,800 tons of crude oil processed on a sub-contract basis), representing a decrease of 9.56%.

Total production output of refined oil, including gasoline, diesel and jet fuel was 8,424,300 tons, representing a decrease of 7.15%, among which the Company produced 2,870,500 tons of gasoline, nearly at par with the previous year; 4,065,300 tons of diesel, representing a decrease of 17.56%; and 1,488,500 tons of jet fuel, representing an increase of 17.21%.

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The Company produced 804,400 tons of ethylene, 510,200 tons of propylene and 105,600 tons of butadiene, representing a decrease of 15.62%, 16.61% and 18.46%, respectively.

The Company produced 347,500 tons of benzene and 680,600 tons of paraxylene, representing a decrease of 18.16% and 27.53%, respectively.

The Company also produced 1,042,300 tons of synthetic resins and copolymers (excluding polyesters and polyvinyl alcohol), representing a decrease of 7.75%; 705,900 tons of raw materials for synthetic fibers, representing a decrease of 19.52%; 417,000 tons of synthetic fiber polymers, representing a decrease of 20.34%; and 232,400 tons of synthetic fibers, representing a decrease of 8.07%.

The following table shows our 2014 net sales by major products as a percentage of total net sales together with the typical uses of these products.

Product	% of net sales	Typical Use
SYNTHETIC FIBERS		
Polyester staple fiber	0.47%	Textiles and apparel
Acrylic staple fiber	2.47%	Woven into fabrics or blended with other material fabrics to make fabric or acrylic top
Others	0.18%	
Sub-total	3.12%	
RESINS AND PLASTICS		
Polyester chips	2.23%	Polyester fibers, films and containers
PE pellets	5.87%	Films, ground sheeting, wire and cable compound and other injection molding products such as housewares and toys
PP pellets	4.78%	Extruded films or sheets, injection molded products such as housewares, toys and household electric appliance and automobile parts
PVA	0.20%	PVA fibers, building coating materials and textile starch
Others	0.39%	
Sub-total	13.47%	
INTERMEDIATE PETROCHEMICALS		
Ethylene	0.17%	Feedstock for polyethylene, EG, polyvinyl chloride (PVC) and other intermediate petrochemicals which can be further processed into resins, plastics and synthetic fiber.
Ethylene oxide	2.50%	Intermediate products for the chemical and pharmaceutical industry, including dyes, detergents and auxiliary agents
Benzene	2.48%	Intermediate petrochemical products, styrene, plastics, explosives, dyes, detergents, epoxies and nylon
Paraxylene	3.88%	Intermediate petrochemicals and polyester
Butadiene	0.85%	Synthetic rubber and plastics
Ethylene glycol	0.82%	Fine chemicals
Others	2.66%	
Sub-total	13.36%	
PETROLEUM PRODUCTS		
Gasoline	19.44%	Transportation fuels
Diesel	22.02%	Transportation fuels and agricultural fuels
Jet Fuel	3.87%	Transportation fuels
Others	7.80%	
Sub-total	53.13%	
Trading of petrochemical products	15.95%	
Others	0.97%	
Total	100.00%	

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Production Processes

The key sectors in our vertically integrated production plants are the ethylene units which produce ethylene and propylene, and our aromatics plants which principally produce paraxylene (PX) and benzene. Ethylene is the major raw material in the production of polyethylene (PE) and monoethylene glycol (MEG) which, together with pure terephthalic acid (PTA), is used to manufacture polyester. Propylene is the major raw material in the production of acrylonitrile and polypropylene (PP). These products are produced through the processing of a series of petrochemical units from crude oil. Our production processes are shown in the flow chart below.

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Our refinery units refine crude oil into five basic components: (1) naphtha, (2) kerosene, (3) atmospheric gas oil (AGO), (4) Vacuum Gas Oil (VGO), and (5) residual oil. Part of the Naphtha and part of the AGO is fed to the ethylene units primarily to produce ethylene and propylene. Part of the Naphtha is fed to the reforming prehydrogenation units to produce refined Naphtha which will be used for the production of Aromatics. The other part of the AGO is processed into diesel oil, and kerosene is fed to the jet fuel sweetening unit to produce jet fuel. Part of the VGO is further processed in a hydrocracking unit producing mainly light and heavy naphtha, liquefied petroleum gas (LPG), diesel oil, various aromatic hydrocarbon products and jet fuel. The other part of the VGO and residual oil can be further processed into gasoline, diesel oil, LPG, propylene and other products.

Intermediate Petrochemicals

Ethylene Ethylene is either directly processed into PE resins or processed into other intermediate petrochemicals. The most important of these is MEG. MEG is a key ingredient in polyester. It is produced by oxidizing ethylene in the ethylene oxide (EO)/ethylene glycol (EG) unit. Ethylene is also used to produce vinyl acetate which is processed into polyvinyl alcohol (PVA).

Propylene Propylene is either processed directly into PP resins or is further processed into other intermediate petrochemicals such as acrylonitrile, acetonitrile, hydroxyl acetonitrile and sodium cyanide. Acrylonitrile is used in producing acrylics.

Vacuum gas oil VGO is passed through the hydrocracker, and the resulting heavy naphtha is fed into the aromatics plants to produce PX and benzene. PX is processed into PTA, one of the principal raw materials in producing polyester.

Resins and Plastics and Synthetic Fibers

We process our intermediate petrochemical products into five kinds of synthetic fiber raw materials: (1) polyester, (2) acrylonitrile, (3) PP, (4) PE and (5) PVA. Each of these five products has its own production line or lines. We further process polyester and acrylonitrile into various types of synthetic fibers.

Polyester MEG and PTA are fed into a polymerization unit which produces polyester chips and polyester melt. Both chips and melt are used as raw materials in the production of polyester staple and filaments. Some chips are also sold to third parties.

Polyester staple fiber is a multi-strand fiber cut into short lengths which can be spun into fabric on its own or blended with cotton, wool or flax to produce textiles. Polyester filaments are a class of more highly processed polyester materials which have been drawn and oriented to produce a long thread-like fiber.

Acrylonitrile We produce polyacrylonitrile by feeding acrylonitrile into a polymerization unit. By passing the polyacrylonitrile through the fiber unit, acrylic fiber and acrylic staple fiber are produced, including cotton and wool type staple fibers. Wool acrylic staple fiber can be processed into acrylic wool strips.

Polypropylene We produce PP resins by feeding propylene into a polymerization unit. Our fiber grade PP resin is the main ingredient for PP fiber production.

Polyethylene We have three sets of units producing PE, two of which produce low-density polyethylene (LDPE) using the kettle type process, and the other unit produces all density PE products using the Borstar bimodal process.

Polyvinyl acetate PVA granules are produced from vinyl acetate (VAC), derived from ethylene.

Raw Materials

In 2014, we continued to strengthen our advantages in refining and chemical integration and leverage the strong adaptability of our refining plants to process more high-sulfur crude oil; we used a Process Industry Modeling System (PIMS) to determine the cost performance of crude oil to further improve the cost control of crude oil purchases; and the total volume of the main types of oil with high cost performance purchased in the whole year of 2014 accounted for 96.6% of the total purchase of crude oil, reducing the overall cost of crude oil we purchased.

To enhance the overall profitability, we optimized our ethylene cracking stocks, adjusted and improved our natural gas and fuel gas structure, optimized our hydrogen system, reduced the emission and increased the efficiency of flare gas, increased the outputs of gasoline and aviation kerosene, and optimized naphtha, residual oil and wax oil processing lines. By reducing the output of paraxylene, we increased our supply of high-octane gasoline blending components to produce more gasoline. By substituting aviation kerosene hydrogenation for diesel hydrogenation and upgrading the quality of 3.3 million tons of diesel through hydrogenation, we further optimized the structure of our finished oil products, achieving a diesel to gasoline ratio of 1.42:1 for 2014. We strengthened our tracking of the margin contribution of our units, and continuously carried out daily profitability measurement for each product so as to promptly detect changes in profitability, quickly adjust the load and running schedule of our production units and afford priority to the production of products with high profitability and market demand.

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Crude Oil

Crude oil is our primary raw material and the most significant raw material we purchase from outside sources. In 2014, crude oil accounted for approximately 64.11% of our total cost of sales. Accordingly, the supply and price of crude oil are key factors in determining our profitability.

Supply and Transportation   All crude oil required by us, whether from domestic or foreign sources, is purchased through the channels of Sinopec Corp. as an agent. During 2014, we did not experience any significant problems in obtaining sufficient crude oil to meet our production needs.

Sinopec Group is responsible for preparing an annual plan on demand and supply for crude oil and petroleum products that forms the basis of the Chinese government s annual balancing plan which effectively dictates our planned volume of crude oil processing in each year. Likewise, under the balancing plan , some of our petroleum products are designated for sale to the subsidiaries of Sinopec Group or other designated customers at market prices and we must consult Sinopec Group to sell elsewhere.

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We have received confirmation from Sinopec Corp. that it will purchase on our behalf 15.3 million tons of imported crude oil in 2015. Sinopec Corp. has further confirmed that, subject to China s national crude oil policy and our actual production needs, it will continue to purchase on our behalf sufficient quantities and appropriate kinds of crude oil, including domestic offshore and imported crude oil, to satisfy our anticipated annual needs. We anticipate that we will fully utilize our supply of crude oil in 2015. We believe that the mix of crude oil feedstock currently available is satisfactory for our 2015 production capacity and targets. Additionally, as part of China s commitment at its accession into WTO, certain non-state-owned enterprises have been granted an increasing amount of quota to import crude oil. Although we do not expect to obtain crude oil through this channel in the foreseeable future due to the current crude oil supply system, this may provide us with an alternative source of crude oil supply.

Crude Oil Mix Our refining equipment is designed to process certain grades of crude oil. Therefore, the origin and quality of the crude oil available can be important to our business. We believe that as we have been significantly increasing usage of imported crude oil, we will continue to be able to obtain from the market such imported crude oil that is compatible with our refining equipment. The overall mix of foreign versus domestic crude oil we process in 2015 will depend on a variety of factors, including the amount of future supply of domestic offshore crude oil and the availability, price, quality, processing profitability and compatibility with our refining capabilities of imported crude oil. Provided there are no significant modifications to the existing channels of crude oil supply, we believe that sufficient supplies of crude oil will be available on the domestic or international markets for our 2015 production capacity and goals.

In 2014, our crude oil was sourced as follows:

Domestic offshore crude oil	0.61%
Imported crude oil	99.39%
Total:	100.00%

As a result of a consistent decrease in the supply of domestic crude oil, we expect that we will continue to rely principally on foreign sources for our crude oil supply. However, we believe that we will be able to maintain our processing efficiency through technological adjustments of our equipment and quality control and that increased use of imported oil will not materially adversely impact our business and results of operations.

Foreign and domestic offshore crude oil is supplied by tanker and pipeline to our oil terminal wharf and oil storage tank. See Item 4.D. Property, Plants and Equipment -Wharfs.

In the past, we have not experienced disruption in our crude oil supply. We have on-site crude oil storage tanks at Chenshan wharf capable of storing approximately 300,000 cubic meters of crude oil, primarily to provide crude oil to our No. 2 atmosphere vacuum distillation facility. This crude oil storage can provide us with approximately a 2-week supply of crude oil. The crude oil for our No. 3 atmosphere vacuum distillation facility is mainly supplied from the Ningbo-Shanghai-Nanjing oil pipeline. Due to our ability to obtain crude oil from multiple sources, we are able to meet our normal requirements for crude oil.

Pricing The price of domestic offshore crude oil is controlled by China National Offshore Oil Corporation (CNOOC) and Sinopec Group based on government pricing policies and by reference to the price of the crude oil of the same quality in the international market, while imported crude oil is generally sold to us at prevailing international market prices. The average cost of imported crude oil and domestic offshore crude oil in 2014 was RMB4,593.96 (U.S.$740.41) per ton and RMB4,745.62 (U.S.$764.86) per ton, respectively. In 2014, we processed 14,090,000 tons of imported crude oil and 77,951 tons of domestic offshore crude oil (including 1,270,000 tons of crude oil processed on a sub-contract basis).

Until March 2001 the Chinese government implemented a unified pricing system for crude oil. Each month, the National Development and Reform Commission (NDRC) would establish an indicative price for each grade of domestic onshore crude oil based on comparable international market prices, inclusive of any duties that would have been imposed had the oil been imported. The actual price for domestic onshore oil would be such indicative price plus a surcharge. This surcharge was determined by China National Petroleum Corporation (CNPC) and Sinopec Group to reflect any transportation and other miscellaneous costs that would have been incurred in having the oil delivered to various refineries. Beginning March 2001, the NDRC ceased publishing an indicative price. Instead, the indicative price for domestic onshore oil is calculated and determined directly by CNPC and Sinopec Group based on the principles and methods formerly applied by the NDRC.

On March 26, 2013, the NDRC announced adjustments to the existing refined oil pricing mechanism, which include, among other things, (i) shortening of price reference period from 22 working days to10 working days; (ii) lifting the 4% downward and upward fluctuation cap on benchmark crude oil prices; and (iii) adjusting the composition of domestic benchmark crude oil types in response to changes of types of imported crude oil and crude oil trading in the overseas market. In the cases of changes such as significant increase in domestic prices or significant fluctuations of crude oil price, the NDRC may issue additional procedural guidelines, such as implementing ad hoc suspension or delay of price adjustment upon the approval by the State Council.

We purchase crude oil through Sinopec Corp. and its affiliates from the sources selected and in the quantities confirmed by the Company at market prices. On this basis, we believe that changes in crude oil prices should not have a material effect on our competitiveness with other domestic producers. Nevertheless, any increase in the price of crude oil could have an adverse impact on our profitability to the extent that we are unable to pass cost increases on to our customers.

In 2014, as the global economic growth remained slow, the demand for petroleum decreased. The shale gas revolution in the U.S. significantly increased petroleum supply. The international crude oil price fluctuated drastically due to the U.S. dollar s entry into a bullish period after the end of the U.S. s quantitative easing policy in the fourth quarter of 2014, the OPEC member states maintenance of their crude oil outputs to retain their market shares, and geopolitical and some other factors. In 2014, the average West Texas Intermediate (WTI) crude oil price on the U.S. mercantile exchanges was US$93.14/barrel, representing a decrease of 4.9% from US$97.94/barrel in 2013. In 2014, the average price of Brent crude oil on the London Intercontinental Exchange was US$99.45/barrel, representing a decrease of 8.92% from U.S.$108.64/barrel in 2013; and in 2014, the average price of crude oil in Dubai was US$96.66/barrel, representing a decrease of 8.34% from U.S.$105.45/barrel in 2013.

For the year ended December 31, 2014 we processed a total of 14,170,200 tons of crude oil (including 1,274,800 tons of crude oil processed on a sub-contract basis), representing a decrease of 1,497,600 tons, or 9.56%, over the previous year. Of the crude oil we processed in 2014, domestic offshore oil accounted for 77,951 tons and imported crude oil accounted for 14,090,000 tons. After the launching of the refinery revamping and expansion project as part of Phase 6 Project in 2012, we enhanced the adaptability of the crude oil and significantly improved the ability to process the relatively low-cost high-sulfur crude oil in 2014. The average unit cost of crude oil processed (by us) in 2014 was RMB4,618.68/ton (RMB4,819.11 /ton in 2013), representing a decrease of 4.16% over the previous year. Our total cost of crude oil processed reached RMB59.56 billion in 2014, representing a decrease of 16.81% compared to RMB71.593 billion for the previous year, which represented 64.11% of the total cost of sales.

Coal

Most of the coal used for electricity generation is purchased through a unified system of procurement by Sinopec Corp., and the rest is purchased directly by us from mines. Coal is transported by rail from the mines to Qinhuangdao port and shipped by barge to Jinshanwei where it is delivered to the plant via a wharf and conveyer system. Our cost of coal is primarily dependent on coal price and transportation charges. Although coal may be purchased from alternative sources, railroad transportation must be obtained by allocation from the Chinese government on a monthly basis.

We expect that our total requirement for coal to generate electricity in 2015 will be approximately 2.15 million tons. In 2014, we consumed approximately 2.16 million tons of coal, an increase from 2013 of 0.05 million tons.

Other Raw Materials

We produce most of the raw materials used as feedstock for our operations. If any of these raw materials, other than ethylene, becomes unavailable from internal production, we believe that there are sufficient alternative sources at reasonable prices and the unavailability of raw materials from internal sources will not have a significant effect on our operations and profitability.

We purchase some ancillary raw materials from outside sources. These raw materials include natural gas, MX, methanol, ammonia, sodium hydroxide, sulfur, acetone, acrylonitrile, PTA, propylene and a variety of catalytic agents. In 2014, the total cost of these materials accounted for approximately 13.18% of our total cost of sales. We do not expect any difficulties in obtaining a supply of any of these ancillary raw materials in amounts sufficient to meet our needs in the foreseeable future.

Sales and Marketing

Distribution

The distribution of our fuel products is subject to government regulations. We are required to sell certain refined products to the subsidiaries of Sinopec Group or customers designated by Sinopec Group. Since the second half of 2005, Sinopec Group has executed reforms to its system of selling petrochemical products and implemented what it refers to as a Five Consolidations strategy featuring consolidated marketing strategy, consolidated promotion, consolidated logistics optimization, consolidated sales and consolidated branding . As a result, the sales of our major petrochemical products are now conducted in a consolidated manner by sales agents designated by Sinopec Group. However, we have the autonomy to decide on the distribution method of our other products in accordance with market conditions. The products we sold in 2014 that were subject to planned distribution by Sinopec Group, sales by agents and sales based on our own discretion accounted for 59.80%, 37.60% and 2.60%, respectively, of the total products we sold.

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We generally sell our products to larger trading companies and industrial users with whom we have long-standing relationships, including Sinopec Group or customers designated by Sinopec Group. We believe that the transition to sales of major petrochemical products by agents designated by Sinopec Group will increase our distribution efficiency, reduce horizontal competition and enhance our overall bargaining power, by allowing us to benefit from Sinopec Group s extensive and highly specialized sales network. It will also allow us to focus more of our resources on reducing production costs and enhancing our technical support.

We use long term contracts to sell most of our products. We did not experience significant write-offs or defaults on our accounts receivable or other trading accounts in 2014. In general we managed to maintain a stable correlation between production and sales in 2014.

Product breakdown

Synthetic Fibers In 2014, 7.32% of our synthetic fiber products were purchased by provincial and municipal government trading companies that act as intermediaries between us and end-users. No single customer accounted for more than 15.38% of our sales of synthetic fibers in 2014.

Resins and Plastics In 2014, approximately 8.68% of our resins and plastics sales were to provincial and municipal government trading companies and approximately 59.09% were sold to industrial users. No single customer accounted for more than 2.93% of our sales of resins and plastics in 2014.

Intermediate Petrochemicals We sell a variety of intermediate petrochemical products, among which the sale volume of petroleum benzene and paraxylene was relatively high in 2014. Secco is the principal outside consumer of our petroleum benzene. In 2014, we sold 144,600 tons of petroleum benzene to Secco, representing 41.61% of our total 2014 production of such product.

Jiaxing Petrochemical Company Limited and Oriental Petrochemical (Shanghai) Corporation (Oriental) are the principal outside consumers of our paraxylene. In 2014, we sold 320,000 tons and 137,100 tons of paraxylene, representing 47% and 20% of our total 2014 production of such product, to Jiaxing Petrochemical Company Limited and Oriental respectively, at prices mutually agreed upon by the relevant parties.

Petroleum Products In 2014, our primary gasoline and diesel customer was Sinopec Huadong Sales Company Limited.

Trading of Petrochemical Products In 2014, our primary trading customer for petrochemical products was Sinopec Chemical Commercial Holding Company Limited.

Product Pricing

Most of our products are permitted to be sold at market prices. However, four types of petroleum products (gasoline, diesel and jet fuel, and liquefied petroleum gas) that we sell are subject to varying degrees of government pricing control and are, accordingly, sold at prices set by the Chinese government, which may sometimes be below our costs. In 2012, 2013 and 2014, approximately 40.09%, 49.11% and 48.02% of our net sales were from products subject to price controls. Price controls may apply to these products in various ways. Such price controls are sometimes applied exclusively to our products, exclusively to our competitors products or sometimes applied to neither our products nor our competitors products. The Chinese government has adopted changes to the pricing mechanism for domestic refined oil to be indirectly aligned with international crude oil prices in a controlled manner through use of certain formula(s).

For products that are not subject to price controls, we set our prices with reference to prices in the major Chinese chemical commodities markets in Shanghai and other parts of China. We also monitor pricing developments in major international commodities markets, particularly in Southeast Asia. In most cases, we revise product prices each month, or more frequently during periods of price volatility. Due to our economies of scale, brand recognition and high quality of products, we believe that we can continue to price our products competitively.

Competition

We compete principally in the Chinese domestic market where 96.52% of our products in volume were sold in 2014. In addition, the limitation in transportation infrastructure in China and the difficulties involved in transporting petrochemical products force companies to compete primarily on a regional basis. In 2014, 96.21% of our net sales were made to customers in Eastern China.

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Our Competitive Advantages

We believe our primary competitive advantages are quality of product, pricing, brand recognition, geographic location and vertical integration. We have received many prizes and awards from both central and local government authorities for high product quality. Furthermore, our location on the outskirts of the densely populated and highly industrialized Shanghai area places us in close proximity to many of our customers. This location also gives us convenient access to ocean transport and inland waterways, which results in a competitive advantage in terms of transportation cost and reliability and punctuality of product delivery.

We believe that our vertical integration in business model represents a significant competitive advantage over non-integrated competitors in China, both in terms of reliability in delivery and price. For most downstream products, our vertical integration results in significant savings on transportation and storage costs which would be incurred by less vertically integrated facilities.

The Domestic Competitive Environment

Prior to 1993, because distribution and pricing of our products were determined in accordance with the State Plan, we did not operate in a competitive environment. With the liberalization of control over pricing and product allocation by the Chinese government, competition in the domestic market has been gradually increasing. At the same time, Chinese private enterprises have gradually overcome technological and funding barriers to extend their business from the downstream processing sector to the upstream petrochemical field. These enterprises have advantages in many areas such as flexibility in operation costs, preferential policy treatment and regional presence, and may use these advantages to compete with us in markets for our products.

Foreign Competition and the World Trade Organization

China joined the WTO on December 11, 2001. As part of its membership commitments, China agreed to eliminate certain tariff and non-tariff barriers to foreign competition in the domestic petrochemical industry that benefited us in the past. In accordance with its WTO commitments, China:

- has reduced tariffs on imported petrochemicals products that compete with ours;
- increased levels of permitted foreign investment in the domestic petrochemicals industry, allowing foreign investors to own 100% of a domestic petrochemicals company from December 11, 2004;
- has gradually relaxed restrictions on the import of crude oil by non-state owned companies;
- has granted foreign-owned companies the right to import petrochemical products; and
- has permitted foreign-owned companies to distribute and market fuel products in both retail and wholesale markets in China.

As a result of these measures, we are facing increasing competition from foreign companies and imports. On the other hand, we think that China s WTO entry and increasing foreign investments in China have contributed and will continue to contribute to the growth of investment and business in China, resulting in an increase in sales opportunities for us.

Our Competitive Position

In the following discussion, internal consumption of resins and intermediate petrochemicals produced by integrated manufacturers in the production of downstream products are treated as sales.

Synthetic Fibers

In 2014, we had an approximate 0.64% share of total domestic polyester and acrylic consumption while imports had an approximate 1.17% share.

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The following table summarizes the competitive position of our principal synthetic fibers according to domestic sales in 2014.

Product	Our share of domestic consumption (%)	Our competitive ranking	Location of principal domestic competitor	Principal domestic competitor s share of consumption (%)	Imports share of consumption (%)
Acrylic	22.87%	1	Jilin Province	21%	19.43%

Sources: Statistics provided to us by Sinopec Group and the China National Council of Textiles.

Resins and Plastics

In 2014, we had an approximate 3.80% share of total domestic resins and plastics consumption while imports had an approximate 27.92% share. The following table summarizes the competitive position of our principal resins and plastics products according to domestic sales in 2014.

Product	Our share of domestic consumption (%)	Our competitive ranking	Location of principal domestic competitor	Principal Domestic competitor s Share of consumption (%)	Imports share of consumption (%)
Polyester chips	2.83%	14	Jiangsu Province	8.5%	1.21%
PE	5.27%	14	Guangdong Province	7.3%	47.85%
PP	3.56%	12	Guangdong Province	6.9%	21.06%

Intermediate Petrochemicals

In 2014, we were one of the largest sellers of intermediate petrochemicals in China, holding an approximate 3.49% share of total domestic consumption, while imports had an approximate 22.90% share of domestic consumption. Ethylene glycol, paraxylene, benzene and butadiene are our major intermediate petrochemical products. In 2014, we were a major producer of ethylene glycol, paraxylene and benzene in China. The following table summarizes the competitive position of our principal intermediate petrochemicals according to domestic sales in 2014.

Product	Our share of domestic consumption (%)	Our competitive ranking	Location of principal domestic competitor	Principal Domestic competitor s Share of consumption (%)	Imports share of consumption (%)
Ethylene glycol	6.85%	2	Zhejiang Province	7%	70.04%
Paraxylene	7.20%	4	Jiangsu Province	4.3%	51.62%
Benzene	4.72%	1	Zhejiang Province	4.6%	7.62%
Butadiene	4.02%	12	Zhejiang Province	4.7%	7.20%

Petroleum Products

In 2014, we had an approximate 2.66% share of total domestic petroleum products market while imports had an approximate 3.52% share. Although we have one of the largest refining capabilities in China, we use most of our refining capacity to produce feedstock for our own downstream processing of petrochemical products.

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The domestic markets for each of our major petroleum products are geographically concentrated because these markets tend to be highly localized with individual producers controlling a large share of the markets in their locality. In 2014, we sold approximately 99.47% of our petroleum products in Eastern China.

Investments

We established Secco, a Sino-foreign equity joint venture, in late 2001 with BP and Sinopec Corp., primarily to build and operate a 900,000 ton Rated Capacity ethylene petrochemical manufacturing facility. Secco completed construction and commenced its manufacturing operations in 2005. In 2009, Secco had expanded the capacity of certain facilities to 1,090,000 tons of ethylene per annum. We own 20% of the equity interest of Secco. Secco plans to invest in a new acrylonitrile plant project with a capacity of 260,000 tons/year, a new ethylene plant with a new supercharger, a new butadiene plant with a capacity of 90,000 tons/year, and a utility facilities upgrading project. To fund Secco s new projects, in 2013, the shareholders of Secco agreed to increase the registered capital of Secco by U.S.$150,085,618 according to their respective shares in the equity interests in Secco, of which the Company was obligated to contribute an amount of U.S.$30,017,124 in installments. We have paid U.S.$9,817,718 and U.S.$1,884,050 on December 10, 2013 and March 5, 2014, respectively.

In 2014, Secco achieved a sales revenue of RMB26.132 billion (U.S.$4.212 billion), representing a decrease of 11.02% from its sales revenue of RMB29.370 billion (U.S.$4.852 billion) in 2013. The decrease of sales revenue was primarily attributable to the downturn of petrochemical products market and an overhaul of Secco s production plants in 2014 which is regularly carried out every four years. Secco produced 1,081,000 tons of ethylene in 2014, representing a decrease of 86,000 tons over the previous year, down by 7.4%. Secco suffered a net loss of RMB340.27 million (U.S.$54,841.6 million) in 2014, as compared to a net profit of RMB200.63 million (U.S.$33.142 million) in 2013. The net loss was incurred primarily because the domestic petrochemicals market continued to be sluggish, and Secco s production facilities were not in operation for an extended period of time due to the scheduled overhaul in 2014.

Environmental Protection

We are subject to national and local environmental protection regulations, which currently impose a graduated schedule of fees for the discharge of waste substances, require the payment of fines for pollution and provide for the forced closure of any facility that fails to comply with orders requiring it to cease or cure certain environmentally damaging practices. We have established environmental protection systems which consist of pollution control facilities to treat certain of our waste materials and to safeguard against accidents. Because of the nature of our business, however, we store a significant amount of waste substances in the plants and discharge them into the environment after making such waste substances meet the discharge standards. During 2014, we were assessed a total of RMB33.52 million (U.S.$5.40 million) in fees for discharges of waste substances.

We completed the upgrading of some equipment of the environmental protection facility that supports the continuous polyester testing plant of the Polyester Fiber Research Institute under our Polyester Fiber Department in the second half of 2006, and then commenced the operation of the facility without complying with the required inspection and acceptance procedures for the facility. As a result, we were in breach of the relevant environment regulations of the PRC, and the Environmental Protection Bureau of Jinshan District imposed a fine of RMB80,000 upon us for such breach on February 18, 2014.

We believe our environmental protection facilities and systems are adequate for the existing national and local environmental protection regulations. In 2014, the Company continued to carry out various energy-saving and emissions reduction measures in accordance with the relevant domestic energy conservation and emissions reduction requirements, and achieved all energy-saving and emissions reduction goals set by the Chinese government during the year.

In 2014, the Company s overall energy consumption per RMB10,000 of product value was 0.851 tons of standard coal, representing an increase of 2.28% compared to 2013. In 2014, the proper disposal ratio of waste water, waste solids and waste gas reached 100%, with a year-on-year decrease of 67.36% in the solid residues disposed of by contractors, a year-on-year decrease of 26.07% in chemical oxygen demand (COD), a year-on-year decrease of 23.51% in the emissions of nitrogen oxides, a year-on-year decrease of 25.11% in the emissions of sulphur dioxide, and a year-on-year decrease of 80% in the emissions of flare gas. The average heat efficiency of the heating furnaces reached 92.42% in 2014, an increase of 0.18% over the previous year. In 2014, the Company was actively engaged in carbon inventory and carbon emission trading and met the 2013 carbon emission trading quotas, which signals that our carbon emission trading business has been in normal operation.

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Insurance

We currently participate in a package of insurance coverage plan through Sinopec Group as its controlled subsidiary, which, as of December 31, 2014, was approximately RMB38.9 billion (U.S.$6.27 billion) on our property and facilities and approximately RMB3 billion (U.S.$0.48 billion) on our inventory. In addition, we maintain insurance policies for such assets as the engineering construction projects and products in transit with third-party s commercial insurance company. The Sinopec Group insurance coverage is compulsory and applies to all enterprises controlled by Sinopec Group, pursuant to guidelines of Sinopec Group which may not be legally enforceable against Sinopec Group. Thus, there are uncertainties under Chinese law as to what percentage insurance claims we may demand against Sinopec Group.

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We do not carry any third party liability insurance to cover claims in respect of personal injury, property or environmental damage arising from accidents on our property or relating to our operations other than on our transportation vehicles. We have not had a third party liability claim filed against us during the last five years. Since business interruption insurance is not customary in China, we do not carry such insurance.

Government Regulations

Following the development of several major oil fields and a growth in demand for petroleum and petrochemical products in China in the early 1970s, the Chinese government organized petroleum refining and petrochemical production and processing plants into large complexes that would permit integrated production of petroleum products, intermediate petrochemicals, resins and plastics, and synthetic fibers.

Although the Chinese government is liberalizing its control over the petroleum and petrochemical industries in China, significant government regulations that limit the business strategies available to us remain. Central government agencies and their local or provincial level counterparts do not own or directly control our production plants. However, they exercise significant control over the petrochemical industry in areas such as pricing, production quotas, quality standards, allocation of raw materials and finished products, allocation of foreign exchange and Renminbi loans for capital construction projects. The Chinese government s intentions with respect to the development objectives and policies for the petrochemical industry are stated as part of the Five Year Plans for National Economic and Social Development formulated every five years. These plans at both the national and Shanghai municipality level have identified the petrochemical industry as a development industry .

Historically, we were supervised by Sinopec, a ministry-level enterprise under the direct supervision of the State Council, China s highest administrative body. As a result of a governmental restructuring in 1998, we became subject to the administration of the State Bureau of Petroleum and Chemical Industry. After its functions were terminated in March 2001, we became subject to the administration of the State Economic and Trade Commission. The State Economic and Trade Commission was dissolved in March 2003 and its function in directing the reform and management of state-owned enterprises was assumed by the State-owned Assets Supervision and Administration Commission, its function in industry planning and policy making was assumed by the NDRC, and its functions in administering domestic trade, coordinating and implementing import and export plans of critical industrial products and raw materials were assumed by the Ministry of Commerce. Since then, we have been subject to the industrial oversight of these three governmental agencies at the national level.

As part of this restructuring, Sinopec was also restructured in July 1998. The succeeding entity, Sinopec Group, was authorized to conduct petrochemical business and to control the exploration of crude oil and natural gas and crude oil refining, mainly in the southern and eastern regions of China. China Petroleum and Natural Gas Corporation, another major state-owned petrochemical company, was also restructured, renamed China National Petroleum Corporation and authorized to conduct the same type of business, mainly in the northern and western regions of China. On December 31, 1999, Sinopec Group completed a reorganization pursuant to which certain of its core oil and gas and chemical operations and businesses and related assets and liabilities were transferred to its subsidiary, Sinopec Corp., currently our controlling shareholder.

Business Operations Relating to Iran and other U.S. Sanctioned Countries

In 2014, we sourced a small amount of crude oil from Iran through a wholly-owned subsidiary of Sinopec Corp., our controlling shareholder, and such amount represented 5.33% of our total purchase volume of crude oil. Details of the purchase volume and purchase expenses are provided below:

	Volume (thousand tons)	% of total	Amount (RMB billion)	% of total
Iran	717.56	5.33	3.36	5.43
Others	12738.82	94.67	58.53	94.57
Total	13456.38	100.00	61.89	100.00

In addition, based on feedback to our inquiries to Sinopec Group, the controlling shareholder of Sinopec Corp., Sinopec Group, directly or indirectly, engaged in a small amount of business activities in Iran such as providing engineering support and designs. Sales revenue from these business activities accounted for 0.018% % of Sinopec Group s total unaudited sales revenue in 2014. No profits were generated from these business activities in 2014.

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We have no performance obligations under any contract to continue to purchase crude oil sourced from Iran in 2014.

C. Organizational Structure.

Our Subsidiaries

Our significant subsidiaries are listed below. All of the subsidiaries named below are incorporated in China.

Subsidiary Name	Our ownership interest (%)	Our voting power (%)
Shanghai Petrochemical Investment Development Company Limited	100.00	100.00
China Jinshan Associated Trading Corporation	67.33	67.33
Shanghai Jinchang Engineering Plastics Company Limited	74.25	71.43
Shanghai Golden Phillips Petrochemical Company Limited	60.00	60.00
Zhejiang Jin Yong Acrylic Fiber Company Limited	75.00	75.00
Shanghai Jinshan Trading Corporation*	67.33	67.33
Shanghai Golden Conti Petrochemical Company Limited	100.00	100.00

* Shanghai Jinshan Trading Corporation was established by one of our subsidiaries, China Jinshan Associated Trading Corporation, on July 7, 2014. It is mainly engaged in the import and export of petrochemical products and machineries.

Sinopec Corp.

We are a member of a group (defined as a parent and all its subsidiaries) for purposes of the disclosure rules of the Securities and Exchange Commission. The parent company of this group is Sinopec Corp., our controlling shareholder. Sinopec Corp. is operated by separate management and from time to time uses its interest as a shareholder to direct our policies and management. We have extracted the following information regarding Sinopec Corp. from its public filings:

Overview

Sinopec Corp. is an integrated petroleum and petrochemical company with upstream, midstream and downstream operations. Based on trading volume in 2014, Sinopec Corp. is one of the largest publicly listed companies in China and one of the largest petroleum and petrochemical companies in both China and Asia. Sinopec Corp. is one of the largest refiners, distributors and marketers of gasoline, diesel, jet fuel and most other major refined products in China and Asia with principal markets in the eastern and southern regions of China. Sinopec Corp. is also a producer and distributor of petrochemicals in China and additionally explores, develops and produces crude oil and natural gas principally to supply its refining and chemical operations.

Subsidiaries

Details of Sinopec Corp. s principal subsidiaries are given in the table below. Except for Sinopec Kantons Holdings Limited and Sinopec (Hong Kong) Limited, which are incorporated in Bermuda and Hong Kong respectively, all of the below principal subsidiaries are incorporated in China.

Name of Company	Particulars of issued capital (millions)	Type of legal entity	Percentage of equity Percentage of equity held by Sinopec Corp. and its subsidiary (%)	Principal activities
	RMB1,400		100.00	Trading of petrochemical products

China Petrochemical International Company Limited		Limited company		
Sinopec Chemical Commercial Holding Company Limited	RMB1,000	Limited company	100.00	Trading of petrochemical products
Sinopec Sales Company Limited	RMB20,000	Limited company	100.00	Sale of refined oil
Sinopec Yangzi Petrochemical Company Limited	RMB13,203	Limited company	100.00	Manufacturing of intermediate petrochemical products and petroleum products
Fujian Petrochemical Company Limited	RMB5,745	Limited company	50.00	Manufacturing of plastics, intermediate petrochemical products and petroleum products

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Name of Company	Particulars of issued capital (millions)	Type of legal entity	Percentage of equity held by Sinopec Corp. and its subsidiary (%)	Principal activities
Sinopec Shanghai Petrochemical Company Limited	RMB10,800	Limited company	50.56	Manufacturing of synthetic fibers, synthetic resin, intermediate petrochemical products and petroleum products
Sinopec Kantons Holdings Limited	HK$248	Limited company	60.34	Trading of crude oil and petroleum products
Sinopec Yizheng Chemical Fiber Company Limited	RMB4,000	Limited company	100	Production and sale of polyester chips and polyester fibers
Sinopec International Petroleum Exploration and Production Company Limited	RMB8,000	Limited company	100.00	Investment in exploration, production sales, etc. of petroleum and nature gas
Sinopec Shell (Jiangsu) Petroleum Marketing Company Limited	RMB830	Limited company	60.00	Sale of refined oil
BP Sinopec (Zhejiang) Petroleum Company Limited	RMB800	Limited company	60.00	Sale of refined oil
Sinopec Qingdao Refining and Chemical Company Limited	RMB5,000	Limited company	85.00	Manufacturing of intermediate petrochemical products and petroleum products
China International United Petroleum & Chemical Co., Ltd.	RMB3,000	Limited company	100.00	Trading of crude oil and petrochemical products
Sinopec Hainan Refining & Chemical Company Limited	RMB3,986	Limited company	75.00	Manufacturing of intermediate petrochemical products and petroleum products
Sinopec (Hong Kong) Limited	HK$13,227	Limited company	100.00	Trading of petrochemical products
Sinopec Senmei (Fujian) Petroleum Ltd.	RMB1,840	Limited Company	55.00	Sale of refined oil
Sinopec Fuel Oil Sales Company Limited	RMB2,200	Limited Company	100.00	Sale of refined oil
Sinopec Great Wall Energy and Chemical Co., Ltd. (Great Wall Energy and Chemical)	RMB18,863	Limited company	100.00	Investment and management of coal chemical, production and sales of coal chemical products
Sinopec Beihai Refinery Co., Ltd	RMB5,294	Limited company	98.98	Import and processing of crude oil, production, storage and sales of petroleum and petrochemical products

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Name of Company	Particulars of issued capital (millions)	Type of legal entity	Percentage of equity Percentage of equity held by Sinopec Corp. and its subsidiary (%)	Principal activities
Sinopec-SK(Wuhan) Petrochemical Company Ltd.(Sinopec-SK Wuhan)	RMB6,270	Limited company	65	Production, sales, research and development of ethylene and downstream derivative products.
Sinopec Qingdao Petrochemical Co., Ltd.	RMB1,595	Limited company	100	Manufacturing of intermediate petrochemical products and petroleum products
Sinopec Great Wall Energy and Chemical (Ningxia) Co., Ltd. (Ningxia Energy and Chemical)	RMB5,130	Limited company	95	Production and sales of electricity, cement, development and sales of coals
Sinopec Zhanjiang Dongxing Petrochemical Co., Ltd.	RMB4,397	Limited company	75	Manufacturing of intermediate petrochemical products and petroleum products

D. Property, Plant and Equipment.

Real Property

Our corporate headquarters and production facilities, occupying an area of approximately 7.03 square kilometers, are located in Jinshanwei, approximately 75 kilometers from downtown Shanghai. The total gross floor area of all our production and other facilities is approximately 2 million square meters. We own all of the buildings and facilities located at the site. We have the right to use the land upon which our buildings and facilities are located for a term of 50 years beginning in 1993 without the payment of any rent or usage fees other than land use taxes. We also have the right to transfer our land use rights to third parties without any payment to the Chinese government, so long as the use of the land remains the same as when the land use right was granted to us and the terms of the land use right we received will be applicable to any transferees.

Plants and Facilities

The following tables set forth the Rated Capacities of our principal production units. The actual production capacity of a production unit can exceed the Rated Capacity and may be further increased without increasing the Rated Capacity through technical improvements or expansion of such unit. The utilization rate of a production unit is based upon the Rated Capacity rather than actual production capacity and may vary with technical enhancements, changes in production management and scheduling of maintenance.

The following table sets forth the Rated Capacities and weighted average utilization rates of our principal production units for petroleum products and intermediate petrochemicals in 2014:

Production Unit (number of units)	Rated Capacity (tons)	Utilization Rate (%)
Crude oil distillation units (2)	14,000,000	96.52
Hydrocracker (2)	3,000,000	85.37
*Ethylene units (2)	700,000	107.21
Aromatics unit	835,000	94.36
PTA unit	400,000	79.57
EO/EG unit (2)	525,000	88.60
Acrylonitrile unit	130,000	104.01
**Cracking and catalyzing (2)	4,500,000	100.70
Delayed Coking (2)	2,200,000	93.39
Diesel oil hydrogenation unit (3)	5,050,000	84.46
C5 segregation unit (2)	205,000	113.07

* The first ethylene unit ceased operating on November 25, 2013.

** For cracking and catalyzing units, the utilization rate of 100.7% only applies to one unit. The second unit ceased operating on October 15, 2012.

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Our two crude oil distillation units were designed and built in China. In 2014, the actual quantity of crude oil we processed was approximately 14.17 million tons. Our hydrocracker uses technology from United Oil Products Corporation of the United States. Our second ethylene unit uses technology from ABB Lummus Global Inc. of the United States. The aromatics unit uses technology from Universal Oil Products Corporation of the United States. The PTA unit uses technology from Mitsui Petrochemical Corporation of Japan. The EO/EG unit was constructed using technology from Scientific Design Corporation of the United States.

The following table sets forth the Rated Capacities and weighted average utilization rates of our principal production units for resins and plastics and synthetic fibers in 2014:

Production Unit (number of units)	Rated Capacity (tons)	Utilization Rate (%)
*Polyester units (3)	550,000	95.89
Polyester staple units (2)	158,000	95.41
Polyester filament units	21,000	89.92
Acrylic staple fiber units (4)	141,000	119.80
PE units (3)	408,000	96.91
PP units (3)	400,000	101.92
**Vinyl acetate unit (2)	86,100	106.52

* The No.3 polyester unit (with a Rated Capacity of 0.1 million tons) ceased operating on September 1, 2013.

** The first Vinyl acetate unit permanently ceased operating on May 31, 2011.

Our polyester units use technology from Kanebo Corporation of Japan and E.I. Dupont DeNemours & Co. Inc. (Dupont) of the United States. The polyester staple units use technology from Teijin of Japan and Jima of Germany as well as Chinese technology. The polyester filament units use technology from Murata Manufacturing Company Limited and Teijin Corporation of Japan, Barmag AG of Germany and Dupont. We produce polyethylene in three units; two LDPE units which use technology from Mitsubishi Petrochemical Corporation of Japan and BASF LDPE of Germany; and one HDPE unit uses the Borstar bimodal polyethylene technology from Northern European Chemical Engineering Company.

The acrylic fiber units were built domestically, based on a design of equipment which had been imported into China in the 1960s and that we substantially improved. In 1996, we acquired two additional acrylic fiber units which use technology from the Kawasaki Corporation of Japan. We produce PP in three identical units using technology from Himont Corporation of Italy. The PVA unit uses technology acquired from Kuraray Corporation of Japan.

Power Facilities

Our electricity requirements are currently supplied by our own 425 megawatt coal-fired power plant and petroleum coke power plant. These power plants are designed to provide sufficient power supply needed by our facilities. We are connected to the Eastern China electricity grid, which provides a back-up source of power in case of a shortfall in our self-generated power supply.

Other Facilities

We also have facilities to produce industrial water, steam, hydrogen, oxygen and nitrogen which we use in our production facilities.

Maintenance

We engage in production stoppages for facility maintenance and repairs and implement our routine monthly maintenance and repair plans according to the needs of our production facilities, our requirements for product quality, and our commitment to security and environmental protection. The technicians in our facility management department have responsibility for the daily management of maintenance and repair work. We also outsource facility maintenance and repair projects to qualified contractors.

In 2014, we continued to place emphasis on QHSE by implementing a QHSE responsibility system at each level to strengthen the safety supervision at our operations and construction sites and to improve the QHSE-related performance appraisal. These efforts have resulted in continued improvement in our safety and environmental protection practices. We did not encounter serious accidents involving production safety, environmental pollution or occupational poisoning in 2014. We achieved our goal of creating a safe and environmentally-friendly work environment. Among the 102 major indicators that measure technical and economic capacity, 55 exceeded those of the previous year while 31 reached advanced levels in our industry.

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Transportation-Related Fixtures

Crude oil, our principal raw material, is transported by pipeline and oil tanker to a crude oil terminal wharf and storage tanks. Our products leave the factory by water, rail, road and pipeline. In 2014, approximately 42.73% of our products by sales volume were collected by customers from our premises, and we delivered the balance. Our major ethylene customer is supplied via a pipeline. Some of the products collected by customers were also transported using our facilities.

Wharfs

We own one chemical wharf at Jinshan with five berths of 2,000, 5,000, 8,000, 10,000 and 25,000 tons. We also own a connecting pipeline capable of loading up to approximately 1.4 million tons of chemical products annually onto ocean-going barges and ships. In 2014, products representing 12.09% of total sales volume were shipped from the wharf. We also have a facility to load ships and barges which use the region s inland waterways. In 2014, products representing 4.68% of total sales volume were shipped from these facilities. We believe that we have a competitive advantage because a greater proportion of our products are shipped by water as opposed to rail and truck, which is subject to capacity constraints on China s rail and highway networks. Additionally, we own facilities for receiving crude oil and coal at docks that we own and transporting such materials by pipeline or conveyor to our production facilities.

Rail

We own a railroad loading depot with an annual capacity of 500,000 tons. The depot provides access via a spur line to the national Chinese railway system. In 2014, products representing 1.40% of total sales volume were transported from the factory by rail. Our ability to transport products by rail is limited because of China s overburdened railway system, the allocation of use of which remains strictly controlled by the Chinese government.

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Capital Expansion Program

In 2014, we continued our refining capacity expansion by completing the construction of our No.3 Diesel Hydrogenation Unit Reconstruction and Diesel Quality Upgrading Project. In addition, we have planned or started a number of other principal capital expansion projects. Our principal capital expansion projects for the near term are summarized in the table and further described below. In aggregate, we expect that total investment in the projects described below will be approximately RMB1.6 billion in 2015. This amount will be funded by our own capital and by bank loans.

Name of Project	Rated Capacity (tons/year)	Start Date	Expected Completion Date	Status
Expansion of New and Existing Downstream Petrochemical Products				
The Carbon Fiber Project with a Capacity of 1,500 Tons/Year	1,500	2010	Phase I completed in 2012	Phase I completed
Manufacturing Facilities of EVA with a Capacity of 100,000 Tons/Year	100,000	2016	2017	Upfront Work
Upgrading Environmental Protection Facilities Projects				
Desulfurization Reconstruction of No. 1, No.5 and No. 7 Furnaces of the Department of Thermoelectricity	N/A	2014	2015	Basic Design submitted
Upgrading of the New Sewage Discharge Standard	N/A	2014	2015	Basic Design submitted

N/A not applicable.

In 2012, 2013 and 2014, we invested RMB3.811 billion, RMB1.317 billion and RMB1.089 billion, respectively, in capital expansion projects.

Refining Capacity Expansion

With a view to complying with the national requirement to improve the quality of refined oil, we launched the No. 3 Diesel Hydrogenation Unit Reconstruction and Diesel Quality Upgrading Project. In July 2013, the feasibility study report for this project was approved by Sinopec Corp. We commenced the procurement process for a diesel hydrofining reactor in 2013. We started to construct the project in connection with the replacement and maintenance of the catalyst of our No.3 diesel hydrogenation unit in February 2014, and the facilities commenced production in July 2014 after completion of the construction.

Expansion of New and Existing Downstream Petrochemical Products

As a large-scale integrated petrochemical enterprise, our Company produces a wide range of intermediate and downstream petrochemical products. In order to adapt to the changes in the world s energy market and the development trends in the oil and chemical products market in China, our Company will further integrate the existing refining, olefin and aromatic processing chains, and further develop our chemical business.

To take advantage of our specialty in producing acrylics fiber and to improve our industrial structure and upgrade certain products, we plan to construct a carbon fiber project with a capacity of 1,500 tons/year. Sinopec Corp. approved the basic design for this project in December 2010; pile foundation construction was commenced in December 2010; civil engineering was commenced in February 2011 and one series of facilities under phase I were launched for trial operation in 2012. The Company will decide on the timing of the construction of the additional phases of the project based on market conditions.

We plan to construct a new 100,000t/a EVA production unit with imported technology. The revised feasibility study report for this project was submitted to Sinopec Corp. for approval in September 2011. The construction of this project is scheduled to be commenced in 2016 and completed in 2017.

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Upgrading Environmental Protection Facilities Projects

In order to further upgrade our environmental protection facilities, our Company plans to increase our capital expenditure on a series of projects to upgrade our environmental protection facilities projects, which mainly include the Thermoelectric Department s Desulphurization Reconstruction of No.1, No.5 and No.7 Furnaces, and the upgrading of the New Sewage Discharge Standard for our relevant facilities. The forgoing two projects are expected to be completed in 2015.

ITEM 4A. UNRESOLVED STAFF COMMENTS.

None.

ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS.

General

You should read the following discussion and analysis in conjunction with our audited financial statements and our selected financial data, in each case, together with the accompanying notes included elsewhere in this annual report. Our audited financial statements have been prepared in accordance with IFRS, as issued by the International Accounting Standards Board.

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Critical Accounting Policies

The following discussion and analysis of our financial condition and results of operations are based on our consolidated financial statements. The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during 2014. Our financial condition and results of operations are sensitive to accounting methods, assumptions and estimates that underlie the preparation of our financial statements. We based our assumptions and estimates on historical experience and on various other assumptions that we believe to be reasonable and which form the basis for making judgments about matters that are not readily apparent from other sources. On an on-going basis, our management evaluates its estimates. Actual results may differ from those estimates as facts, circumstances and conditions change.

Our principal accounting policies are set forth in Note 2 to our consolidated financial statements. The selection of critical accounting policies, the judgments and other uncertainties affecting application of those policies and the sensitivity of reported results to changes in conditions and assumptions are factors to be considered when reviewing our financial statements. We believe the following critical accounting policies involve the most significant judgments and estimates used in the preparation of our financial statements.

Impairments for long-lived assets

Assets that have an indefinite useful life must be tested annually for impairment. Long term assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset s carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset s fair value less costs to sell and value in use. In determining the value in use, expected cash flows generated by the asset or the cash-generating unit are discounted to their present value. We use all readily available information in determining an amount that is a reasonable approximation of recoverable amount, including estimates based on reasonable and supportable assumptions and projections of sale volume, selling price and amount of operating costs. During the years ended December 31, 2012, 2013 and 2014, we recognized impairment charges on property, plant and equipment and other long-term assets of RMB nil, RMB nil and RMB10.2 million, respectively.

Depreciation

Property, plant and equipment are depreciated on a straight-line basis over the estimated useful lives of the assets, after taking into account the estimated residual value. We review the estimated useful lives of the assets annually in order to determine the amount of depreciation expense to be recorded during any reporting period. The useful lives are based on our historical experience with similar assets, taking into account anticipated technological changes. The depreciation expense for future periods is adjusted if there are significant changes from previous estimates. There were no significant changes in these estimates during the years ended December 31, 2012, 2013 and 2014.

Impairment for bad and doubtful debts

We estimate impairment losses for bad and doubtful debts resulting from the inability of the customers to make the required payments. We base the estimates on the aging of the accounts receivable balance, customer credit-worthiness and historical write-off experience. If the financial condition of the customers were to deteriorate, actual impairment losses would be higher than estimated. Impairment provisions for bad and doubtful debts were a provision of RMB0.2 million, RMB0.01 million and RMB nil, during the years ended December 31, 2012, 2013 and 2014, respectively.

Inventory management

At the beginning of every year, the management team determines the appropriate levels of inventories to maintain on the basis of annual production and operating plans, financial budgets and market conditions. Every six months, the management team conducts an inventory status analysis in conjunction with its supply, production, marketing, financial and other departments and develops a plan for keeping inventories at an appropriate level.

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Management assesses the realizability of our inventories based on the estimates of the net realizable value of the inventories at the end of each reporting period. Net realizable value represents the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale. We base the estimates on all available information, including the current market prices of the finished goods and raw materials and historical operating costs. Any excess of the cost over the net realizable value of each item of inventories is recognized as a provision for diminution in the value of inventories. If the actual selling prices were to be lower or the costs of completion were to be higher than the estimates, the actual allowance for diminution in value of inventories could be higher than estimated. In addition, management periodically reviews inventory aging information to assess if any obsolete inventories are required to be written down at the period end. Based on our assessments, we recorded write-down of inventories of RMB204 million, RMB40 million and RMB214 million respectively for the years ended December 31, 2012, 2013 and 2014. Barring unforeseeable changes that may occur to the current economic environment in either China or worldwide, our management does not anticipate encountering major difficulties with our attempt to realize by the end of 2015 the bulk of our inventories as of December 31, 2014 after deducting for diminution in values.

Income tax

In June 2007, the State Administrative of Taxation issued a tax circular (Circular No.664) to the local tax authorities requesting the relevant local tax authorities to rectify the applicable enterprise income tax (EIT) for nine listed companies, which included us. After the notice was issued, we were required by the relevant tax authority to settle the EIT for 2007 at a rate of 33 percent. To date, we have not been requested by the tax authorities to pay additional EIT in respect of any years prior to 2007. There is no further development of this matter during the year ended December 31, 2014. No provision has been made in the financial statements at December 31, 2014 for this uncertainty because we believe it is not probable that the Company will be required to pay additional EIT for tax years prior to 2007.

Recognition of deferred tax assets

There are many transactions and events for which the ultimate tax determination is uncertain during the ordinary course of business. Significant judgment is required from the Group in determining the provision for income taxes in each of these jurisdictions. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

Deferred tax assets are recognized in respect of temporary deductible differences and the carry forward of unused tax losses. We recognize deferred tax assets only to the extent that it is probable that future taxable profit will be available against the assets which can be realized or utilized. At the end of each reporting period, we assess whether previously unrecognized deferred tax assets should be recognized. The Company recognizes a previously unrecognized deferred tax asset to the extent that it is probable that future taxable profit will allow the deferred tax asset to be utilized. In addition, we assess the carrying amount of deferred tax assets that are recognized at the end of each reporting period. The Company reduces the carrying amount of a deferred tax asset to the extent that it is no longer probable that sufficient taxable profit will be available for the deferred tax asset to be utilized.

In making the assessment of whether it is probable the Company will realize or utilize the deferred tax assets, we primarily rely on the generation of future taxable income to support the recognition of deferred tax assets. In order to fully utilize the deferred tax assets recognized at December 31, 2014, the Company would need to generate future taxable income of at least RMB3,660 million, of which RMB2,371 million is required to be generated by 2017 prior to the expiration of the unused tax losses incurred in 2012; and RMB833 million is further required to be generated by 2019, prior to the expiration of the unused tax losses incurred in 2014.

We believe that it is probable that the Company will generate sufficient taxable income before the unused tax losses expire. Favorable factors include the enlargement of crude oil refinery capacity of the Company and the new pricing mechanism in the PRC for setting gasoline and diesel prices to more closely track crude oil costs. Uncertainties which could affect the estimated taxable income include various factors such as the volatility of international crude oil prices and the cyclical nature of the petroleum and petrochemical industry. Upon changes in facts and circumstances, management may conclude that deferred tax assets may not be realizable in future periods, resulting in a future reduction in the carrying amount of a deferred tax asset.

Government Policies

The impact of government economic, fiscal, and monetary policies can materially affect our financial condition, results of operations, and cash flows (see Item 3. Key Information - D. Risk Factors).

In particular, we consume large amounts of crude oil to manufacture our products of which more than 90% is typically imported. We attempt to mitigate the effect of increased costs due to rising crude oil prices. However, our ability to pass on these increased costs to our customers is dependent on government regulations, among other factors. Given that the increase of the sales prices of our products can lag behind the increase of crude oil costs, we sometimes fail to completely cover the increased costs by increasing our sales prices, particularly where government regulations restrict the prices of certain of our fuel products such as gasoline, diesel and jet fuel, and liquefied petroleum gas. In 2012, 2013 and 2014, approximately 40.09%, 49.11% and 48.02% of our net sales were from such products subject to price controls. Although the current price-setting mechanism for refined petroleum products in China allows the Chinese government to adjust price in the PRC market when the average international crude oil price fluctuates beyond certain levels within a certain time period (see Item 4. Information on the Company B. Business Overview Product Pricing), the Chinese government still retains discretion as to whether or when to adjust the prices of the refined oil products. The Chinese government generally exercises certain price control over refined oil products once international crude oil prices experience a sustained rise or become significantly volatile. Moreover, the Chinese government controls the distribution of many fuel products in China. For instance, some of our fuel products are required to be sold to designated distributors (such as the subsidiaries of Sinopec Corp.). Because we cannot freely sell our fuel products to take advantage of opportunities for higher prices, we may not be able to fully cover increases in crude oil prices by increases in the sale prices of our products, which has had and will continue to have a material adverse effect on our financial condition, results of operations and cash flows.

In addition, the exchange rates between the Renminbi and the U.S. Dollar or other foreign currencies are affected by Chinese government policies. In particular, the value of the Renminbi is only permitted to fluctuate within a narrow and managed band against a basket of certain foreign currencies. The Chinese government continues to receive significant international pressure to liberalize its currency policy. Most of our revenue is denominated in Renminbi, and most of our purchase of crude oil and some equipment and repayment of certain borrowings are made in foreign currencies. Historically, the trend for appreciation of the Renminbi was helpful to us since our imported crude oil purchases constitute such a large portion of our total costs. However, the recent depreciation of the Renminbi increased our costs and affected our capacity of making profits. In addition, any depreciation of the Renminbi could adversely affect the value of the dividends of our H shares and ADSs, which we pay in foreign currencies. Further appreciation in the value of Renminbi against foreign currencies (including the U.S. Dollar) may cause a decrease in the value of our cash and cash equivalents that are denominated in foreign currencies.

Summary

The following table sets forth our sales volumes and net sales for the years indicated:

	For the year ended December 31,								
	2012			2013			2014		
	Sales Volume (000 tons)	Net Sales (Millions of RMB)	% of Total Net Sales	Sales Volume (000 tons)	Net Sales (Millions of RMB)	% of Total Net Sales	Sales Volume (000 tons)	Net Sales (Millions of RMB)	% of Total Net Sales
Synthetic fibers	253.3	3,313.3	3.8	250.8	3,220.5	3.1	228.7	2,891.5	3.1
Resins and plastics	1,582.8	14,706.3	16.9	1,506.7	14,268.4	13.5	1,321.4	12,489.4	13.5
Intermediate petrochemicals	2,209.2	17,993.5	20.6	2,545.0	18,430.8	17.5	1,968.9	12,391.0	13.4
Petroleum products	6,921.0	38,301.4	43.9	10,391.5	57,419.8	54.4	9,305.3	49,259.5	53.1
Trading of petrochemical products		12,020.7	13.8		11,157.6	10.6		14,791.0	15.9
Others		882.1	1.0		1,006.1	0.9		902.6	1.0
Total	10,966.3	87,217.3	100.0	14,694.0	105,503.2	100.0	12,824.3	92,725.0	100.0

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The following table sets forth a summary statement of the Company s consolidated statements of operations for the years indicated:

	For the year ended December 31,					
	2012		2013		2014	
	Millions of RMB	% of Net sales	Millions of RMB	% of Net sales	Millions of RMB	% of Net sales
Synthetic fibers						
Net sales	3,313.3	3.8	3,220.5	3.1	2,891.5	3.1
Operating expenses	(3,718.6)	(4.3)	(3,823.4)	(3.6)	(3,473.4)	(3.7)
Segment (loss)/profit	(405.3)	(0.5)	(602.9)	(0.5)	(581.9)	(0.6)
Resins and plastics						
Net sales	14,706.3	16.9	14,268.4	13.5	12,489.4	13.5
Operating expenses	(15,997.7)	(18.4)	(15,034.7)	(14.3)	(12,820.9)	(13.8)
Segment (loss)/profit	(1,291.4)	(1.5)	(766.3)	(0.8)	(331.5)	(0.3)
Intermediate petrochemicals						
Net sales	17,993.5	20.6	18,430.8	17.5	12,391.0	13.4
Operating expenses	(17,160.8)	(19.6)	(17,366.8)	(16.5)	(12,259.2)	(13.2)
Segment profit	832.7	1.0	1,064.0	1.0	131.8	0.2
Petroleum products						
Net sales	38,301.4	43.9	57,419.8	54.4	49,259.5	53.1
Operating expenses	(39,294.4)	(45.0)	(55,242.6)	(52.3)	(49,288.8)	(53.2)
Segment loss/(profit)	(993.0)	(1.1)	2,177.2	2.1	(29.3)	(0.1)
Trading of petrochemical products						
Net sales	12,020.7	13.8	11,157.6	10.6	14,791.0	15.9
Operating expenses	(11,974.3)	(13.7)	(11,052.1)	(10.5)	(14,724.9)	(15.9)
Segment profit	46.4	0.1	105.5	0.1	66.1	0.0
Others						
Net sales	882.1	1.0	1,006.1	0.9	902.6	1.0
Operating expenses	(843.9)	(1.0)	(791.3)	(0.7)	(745.7)	(0.8)
Segment profit	38.2	0.0	214.8	0.2	156.9	0.2
Total						
Net sales	87,217.3	100.0	105,503.2	100	92,725.0	100.0
Operating expenses	(88,989.7)	(102.0)	(103,310.9)	(97.9)	(93,312.9)	(100.6)
(Loss)/profit from operations	(1,772.4)	(2.0)	2,192.3	2.1	(587.9)	(0.6)
Net financing income/(costs)	(283.3)	(0.3)	121.7	0.1	(359.7)	(0.4)
Investment income	6.4	0.0				
Share of profit of associates and jointly controlled entities	32.8	0.0	130.7	0.1	57.7	0.1
(Loss)/ Earnings before income tax	(2,016.5)	(2.3)	2,444.7	2.3	(889.9)	(1.0)
Income tax	511.4	0.6	(379.2)	(0.3)	214.1	0.2
Net (loss)/income	(1,505.1)	(1.7)	2,065.5	2.0	(675.8)	(0.7)
Attributable to:						
Equity shareholders of the Company	(1,528.4)	(1.8)	2,055.3	1.9	(692.2)	(0.7)
Non-controlling interests	23.3	0.1	10.2	0.1	16.4	0.0
Net (loss)/income	(1,505.1)	(1.7)	2,065.5	2.0	(675.8)	(0.7)

Net sales represent sales revenue of the respective segments after sales taxes and surcharges. Operating expenses represent cost of sales, selling and administrative expenses and other operating expenses /income, as allocated to respective segments.

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A. Results of Operations

In general, the recovery of the world economy was slower than expected in 2014. The U.S. economy delivered a strong performance in 2014, while the economies of the Euro zone and Japan were sluggish and the growth of emerging economies, including China continued to slow down. The Chinese government adopted a series of macroeconomic control and reform measures and was able to maintain stable economic growth, with an annual GDP growth rate of 7.4%. Primarily due to the slowing growth of the Chinese economy, weak market demand, excessive production capacity and low market prices, the petroleum and petrochemical industry remained in a weak position and the earnings of industry players fell in 2014.

In 2014, given the complex market conditions, with a focus on our profit and returns, we enhanced our effort to improve our environmental protection facilities and to continuously reduce our costs and increase our production efficiency.

In 2014, our turnover amounted to RMB102.126 billion, decreasing by 11.57% compared with 2013. The decrease was primarily due to the decrease in sales volume of our petroleum products mainly as a result of weak customer demand for our products in downstream market and excessive production capacity of petroleum products in the industry. The total volume of our products was 13,570,600 tons in 2014, representing a decrease of 13.03% over the previous year. Our production/sale ratio was 100.06%, and the trade receivables recovery rate was 100%. Our total amount of export was RMB1.317 billion, increasing by 18.44% compared with 2013.

Year ended December 31, 2014 compared with year ended December 31, 2013

Net sales

Primarily due to the sluggish economic growth both in China and overseas countries, the overall production of the petrochemical industry decreased in 2014. The excessive expansion in production capacity of bulk petrochemical products and the weak demand in domestic and international markets led to intensive market competition and a decrease in the market prices of petrochemical products. Domestic oil consumption continued to grow while the supply of refined oil products could easily met such demand in 2014. In 2014, our net sales amounted to RMB92,725 million, representing a decrease of 12.11% from RMB105,503.2 million in 2013. The decrease in our net sales was primarily due to weak customer demand for our products and lower petroleum product prices as a result of excessive production capacity of petroleum products in the industry. We also reduced our crude oil processing volume in 2014 in response to the downturn of the petrochemical products markets, which led to a decrease in the sales volume of our petroleum products. For the year ended December 31, 2014, the weighted average prices (excluding tax) of our synthetic fibers, resins and plastics, intermediate petrochemical products, and petroleum products decreased by 1.54%, 0.19%, 13.10% and 4.20% over the previous year, respectively.

(i) Synthetic fibers

In 2014, the net sales for synthetic fibers amounted to RMB2,891.5 million, representing a decrease of 10.22% as compared to RMB3,220.5 million in the previous year. The decrease was primarily due to weak downstream market demand for synthetic fibers. Sales volume of synthetic fibers decreased by 8.81% compared to that of the previous year, while the weighted average sales price decreased by 1.54%. While the weighted average sales price of acrylic fiber, the principal synthetic fiber product of our Company, increased by 0.84%, the weighted average sales price of polyester fiber decreased by 11.68% compared to that of the previous year. The decrease in the weighted average price of polyester fiber was primarily due to the excessive capacity of polyster fiber production in China, resulting in lower market prices of polyester fiber products. The sales of acrylic fiber and polyester fiber accounted for 79.15% and 14.95% of the total sales of synthetic fibers, respectively.

The net sales of synthetic fiber products accounted for 3.1% of the total net sales in 2014, which percentage was the same as the previous year.

(ii) Resins and plastics

The net sales of resins and plastics amounted to RMB12,489.4 million in 2014, representing a decrease of 12.47% as compared to RMB14,268.4 million in 2013. The decrease in net sales is mainly attributable to a decrease in sales volume of polyester products. The sales volume of resins and plastics decreased by 12.30%, and the weighted average sales price fell by 0.19%. Sales volume of resins and plastics decreased as we reduced the production of polyester chips mainly as a result of the increased market competition and the relatively lower profit margin of these products. Among resins and plastics products, the weighted average sales price of polyethylene for 2014 increased by 2.65%; the weighted average sales price of polypropylene for 2014 increased by 1.53%; and the weighted average sales price of polyester pellet for 2014 decreased by 13.82%. The decrease in the weighted average price of polyester pellet was primarily due to increased market competition and weak customer demand for our products. Sales of polyethylene, polypropylene and polyester pellet accounted for 43.58%, 35.52% and 16.56% of the total sales of resins and plastics, respectively.

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The net sales of resins and plastics accounted for 13.5% of total net sales in 2014, which percentage was the same as the previous year.

(iii) Intermediate petrochemicals

The net sales of intermediate petrochemical products amounted to RMB12,391.0 million in 2014, representing a decrease of 32.77% as compared to RMB18,430.8 million in 2013 as a result of decreases in sales volume and weighted average sales prices of our intermediate petrochemical products . The sales volume of intermediate petrochemical products decreased by 22.64% in 2014 primarily as a result of the weak sales of aromatics (including benzene and paraxylene) and olefins, as downstream demand for these products remained weak and our 1# ethylene plant shut down. The weighted average sales price of intermediate petrochemicals decreased by 13.10% in 2014 as compared to the previous year mainly due to a decrease in the average price of the Company s key intermediate petrochemicals, including paraxylene, butadiene , ethylene oxide, benzene and glycol primarily as a result of weak domestic market demand.

Among the intermediate petrochemicals, weighted average sales prices of paraxylene, butadiene, ethylene oxide, benzene and glycol decreased by 18.83%, 14.29%, 2.92%, 9.07% and 11.32% respectively. The decreases in weighted average sales prices of paraxylene, butadiene, ethylene oxide, benzene and glycol were primarily due to the weak market demand. Sales of paraxylene, butadiene, ethylene oxide, benzene and glycol accounted for 29.07%, 6.33%, 18.74%, 18.56% and 6.11% of the total sales of intermediate petrochemicals, respectively.

The net sales of intermediate petrochemicals accounted for 13.4% of the total net sales in 2014, representing a decrease of 4.1% compared to the previous year.

(iv) Petroleum products

The net sales of petroleum products amounted to RMB49,259.5 million in 2014, representing a decrease of 14.21% as compared to RMB57,419.8 million in 2013, with the weighted average sales price decreasing by 4.20% and the sales volume of petroleum products decreasing by 10.45%. The weighted average sales price of petroleum products decreased in 2014 as compared to the previous year primarily due to the excessive production capacity of petroleum products and the sale volume decreased in 2014 as compared to the previous year primarily because we reduced our crude oil processing volume in 2014 in response to the downturn of the petrochemical products markets.

The net sales of petroleum products accounted for 53.1% of the total net sales in 2014, representing a decrease of 1.3% compared to the previous year.

(v) Trading of petrochemical products

The net sales of the trading of petroleum products amounted to RMB14,791.0 million in 2014, representing an increase of 32.56% as compared to RMB11,157.6 million in 2013. This increase was mainly attributable to our increased sales of the trading of petroleum products as we established our subsidiary, Shanghai Jinshan Trading Corporation, in 2014, and expanded our trading business.

The net sales of trading of petrochemical products accounted for 15.9% of the total net sales in 2014, representing an increase of 5.3% as compared to the previous year.

(vi) Others

The net sales of others amounted to RMB902.6 million in 2014, representing a decrease of 10.29% as compared to RMB1,006.1 million in the previous year. This decrease in net sales was mainly because the financial performance of our asset rental business was not as good as expected.

The net sales of others accounted for 1.0% of the Company s total net sales in 2014, representing an increase of 0.1% as compared to the previous year.

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Operating expenses

Our operating expenses are comprised of cost of sales, selling and administrative expenses, other operating expenses and other operating income.

Our operating expenses slightly decreased from RMB103,310.9 million in 2013 to RMB93,312.9 million in 2014. Our operating expenses of synthetic fibers, resins and plastics, intermediate petrochemicals, petroleum products and others were RMB3,473.4 million, RMB12,820.9 million, RMB12,259.2 million, RMB49,288.8 million and RMB745.7 million, representing decreases of 9.15%, 14.72%, 29.41%, 10.78% and 5.76% as compared to the previous year, respectively. Such decreases were primarily due to the slight decreases in the Company s sales volume of these products mainly as a result of weak market demand and excessive production capacity. The operating expenses for trading of petrochemicals amounted to RMB14,724.9 million, representing an increase of 33.23% as compared to the previous year. This increase was primarily due to an increase in the Company s trading volume of the petrochemicals in 2014 as a result of the expansion of our trading business.

Cost of sales

Our cost of sales amounted to RMB92,910.1 million in 2014, decreasing by 9.99% from RMB103,225.9 million in 2013. The decrease in cost of sales was primarily due to the decrease in our crude oil processing volume in response to the downturn of the petrochemical products markets. Cost of sales accounted for 100.20% of net sales for 2014, as compared to 97.84% in the previous year. Our cost of sales exceeded the net sales in 2014 primarily because the price of crude oil in the international market decreased in 2014, especially in the fourth quarter, resulting in a decrease in the prices of the Company s oil products and petrochemical products, while the price of domestic oil we purchased was not timely adjusted based on the price of crude oil in the international market due to the price control over crude oil by the Chinese government, which led to the high production cost of our oil products and petrochemical products.

Selling and administrative expenses

Our selling and administrative expenses amounted to RMB564.2 million in 2014, representing a decrease of 18.35% as compared to RMB691.0 million in the previous year, mainly due to a decrease of RMB92.5 million in the cost of loading and unloading transports and RMB39.2 million in the cost of agency commission as a result of the decrease in our sales volume of petroleum products in 2014.

Other operating income

Our other operating income amounted to RMB261.6 million in 2014, representing a decrease of 61.15% as compared to RMB673.4 million in the previous year. The decrease in other operating income was mainly because we generated a net income of RMB465 million from the asset transfer involving the Chenshan oil depot and foreign exchange gain of RMB67.3 million on foreign currency denominated debts and liabilities of our subsidiary China Jinshan Associated Trading Corporation in 2013, while, as an offsetting factor, the refunds of local government education surcharge and government grant we received in 2014 increased by RMB123.2 million as compared to the previous year partly due to the compensation we received in relation to the disposal of 1# ethylene plant.

Other operating expenses

Our other operating expenses were RMB100.2 million in 2014, representing an increase of 48.66% as compared to RMB67.4 million in the previous year. This increase was mainly due to the exchange loss of RMB22.2 million as a result of the depreciation of the RMB against the U.S. dollar, and the loss on fixed assets disposal of RMB47.3 million.

Loss/profits from operations

Our loss from operations amounted to RMB587.9 million in 2014, representing a decrease of RMB2,780.2 million as compared to our profit from operation of RMB2,192.3 million in the previous year. In 2014, demand for petrochemicals in China remained weak. Profit margin for our petrochemical product segment declined and our petrochemical business recorded losses in 2014. In the second half of 2014, especially in the fourth quarter, the price of crude oil in the international market decreased further, resulting in a decrease in the prices of the Company s oil products and petrochemical products, while the price of domestic oil we purchased was not timely adjusted based on the price of crude oil in the international market due to the price control over crude oil by the Chinese government, which led to the high production cost of our oil products and petrochemical products.

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(i) Synthetic fibers

Loss from operations of synthetic fibers amounted to RMB581.9 million in 2014, representing a decrease of RMB21.0 million in loss as compared to loss of RMB602.9 million in the previous year. The decrease in loss was primarily due to a 9.15% decrease in operating expenses of synthetic fibers to RMB3,473.4 million in 2014 from RMB3,823.4 million in the previous year while the net sales of synthetic fibers decreased by 10.22% to RMB2,891.5 million in 2014 from RMB3,220.5 million in the previous year. The decreases in operating expenses and net sales were primarily attributable to the decline in the sales volumes of synthetic fibers mainly as a result of the weak downstream market demand for our synthetic fibers.

(ii) Resins and plastics

Loss from operations of resins and plastics amounted to RMB331.5 million in 2014, representing a decrease of 56.74% in loss as compared to loss of RMB766.3 million in the previous year. The decrease in loss was primarily due to a 14.72% decrease in operating expenses of resins and plastics to RMB12,820.9 million in 2014 from RMB15,034.7 million in the previous year while the net sales of resins and plastics decreased by 12.47% to RMB12,489.4 million in 2014 from RMB14,268.4 million in the previous year. The decreases in operating expenses and net sales were primarily attributable to the decrease in sales volume of polyester products, as we reduced the production of polyester chips mainly as a result of increased market competition and relatively lower profit margin of these products.

(iii) Intermediate petrochemicals

Profit from operations of intermediate petrochemicals amounted to RMB131.8 million in 2014, representing a decrease of 87.61% as compared to profit of RMB1,064.0 million in the previous year. The decrease in profit was primarily due to a 32.77% decrease in net sales of intermediate petrochemicals to RMB12,391.0 million in 2014 from RMB18,430.8 million in the previous year while operating expenses of intermediate petrochemicals decreased by 29.41% to RMB12,259.2 million in 2014 from RMB17,366.8 million in the previous year. The decreases in net sales and operating expenses were primarily attributable to the decrease in sales volume and weighted average sales prices of our intermediate petrochemical products as a result of the weak sales of aromatics (including benzene and paraxylene) and olefins, as downstream demand for these products remained weak and our 1# ethylene plant shut down.

(iv) Petroleum products

Loss from operations of petroleum products amounted to RMB29.3 million in 2014, representing a decrease of 101.35% as compared to profit of RMB2,177.2 million in the previous year. The loss was mainly attributable to the decrease of 14.21% in net sales of petroleum products to RMB49,259.5 million in 2014 from RMB57,419.8 million in the previous year while the operating expenses of petroleum products decreased by 10.78% to RMB49,288.8 million in 2014 from RMB55,242.6 million in the previous year. The decreases in net sales and operating expenses were attributable to the excessive production capacity of petroleum products and the decrease in sales volume of our petroleum products as we reduced our crude oil processing volume in 2014 in response to the downturn of the petrochemical products markets.

(v) Trading of petrochemical products

Profit from operations of trading of petrochemical products amounted to RMB66.1 million in 2014, representing a decrease of 37.35% as compared to RMB105.5 million in the previous year. The decrease in profit was primarily due to a 33.23% increase in operating expenses to RMB14,724.9 million in 2014 from RMB11,052.1 million in the previous year while net sales from trading of petrochemical products increased by 32.56% to RMB14,791.0 million in 2014 from RMB11,157.6 million in 2013. The increases in net sales and operating expenses were mainly attributable to an increase in trading volume of petrochemical products as we established our subsidiary, Shanghai Jinshan Trading Corporation, in 2014, and expanded our trading business. The profitability of trading of petrochemical products decreased in 2014 was primarily attributable to the lower profit margin of our petrochemical products as a result of intense market competition.

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(vi) Others

Profit from operations of others amounted to RMB156.9 million in 2014, representing a decrease of 26.96% as compared to RMB214.8 million in the previous year. The decrease in profit was mainly attributable to a decrease of 10.29% in net sales of other products to RMB902.6 million in 2014 from RMB1,006.1 million in 2013, primarily because the financial performance of our asset rental business was not as good as expected.

Net financing income/costs

Our net financing costs were RMB359.7 million in 2014, compared with a net financing income of RMB121.7 million in 2013. The change was mainly due to RMB49.8 million of net foreign exchange loss in 2014 caused by the depreciation of RMB against U.S, Dollars as compared to RMB407.9 million of net foreign exchange gains caused by the appreciation of RMB against U.S. Dollars in 2013.

Share of profit of associates and jointly controlled entities

In 2014, the Company s share of profit of associates and jointly controlled entities amounted to RMB57.7 million (2013: share of profit of RMB130.7 million), representing a decrease of 55.85%, which was attributable to a significant decrease in our share of profit in Secco (2014: share of loss of RMB68.0 million; 2013: share of profit of RMB40.0 million).

Earnings/loss before income tax

Our loss before taxation was RMB889.9 million in 2014, representing a significant decrease of RMB3,334.6 million as compared to the profit before taxation of RMB2,444.7 million in 2013.

Income tax

Our income tax benefit amounted to RMB214.2 million in 2014, while the income tax expense was RMB379.2 million in 2013. The change was primarily attributable to the deferred tax assets recognized as the Company recorded losses in 2014.

In accordance with the PRC Enterprise Income Tax Law (amended) which took effect from 1 January 2008, the income tax rate of the Company in 2014 was 25% (2013:25%). However, the effective rate for income tax was 24.07% in 2014, compared to 15.51% in 2013. The relatively low effective income tax rate in 2013 was mainly due to the utilization of our previously unrecognized tax losses.

Net income/loss

Our net loss was RMB675.8 million in 2014, representing a decrease of RMB2,741.3 million from the net profit of RMB2,065.5 million in 2013.

Year ended December 31, 2013 compared with year ended December 31, 2012

Net sales

Against the backdrop of the slackened economic growth at home and abroad in 2013, the overall operation of the petrochemical industry tended to decline. The excessively expanded production capacity of bulk petrochemical products and the declined rate of growth in the demand in domestic and international markets led to more intense market competition and a substantial fall in the market prices of petrochemical products. Domestic oil consumption continued to grow while the supply of refined oil products could easily satisfy the consumption demand. In 2013, our net sales amounted to RMB105,503.2 million, representing an increase of 20.97% from RMB87,217.3 million in 2012. The increase in our net sales was primarily due to an increase in the sales volume of our petroleum products as our crude oil processing capacity and the production volume of petroleum products increased significantly as a result of the completion and launching of our refinery revamping and expansion project. For the year ended December 31, 2013, the weighted average prices (excluding tax) of our synthetic fibers, intermediate petrochemical products and petroleum products decreased by 1.83%, 11.08%, and 0.15%, respectively, over the previous year, while the weighted average price (excluding tax) of resins and plastics increased by 1.92%.

(i) Synthetic fibers

In 2013, the net sales of synthetic fibres amounted to RMB3,220.5 million, representing a decrease of 2.80% compared to RMB3,313.3 million in the previous year. The decrease was primarily due to an overall decrease in the average sales price of our synthetic fibres which was mainly attributable to the slackened market demand for synthetic fibres and the severe competition in the synthetic fibres market. The weighted average sales price of synthetic fibres decreased by 1.83% as compared to the previous year. In particular, the weighted average sales prices of acrylic fiber and polyester fiber, the principal products of synthetic fibres, decreased by 1.15% and 7.15% over the previous year, respectively. The significant decline in the weighted average price of polyester fiber was primarily due to the excessive production capacity of polyester fiber in China, resulting in substantial downward pricing pressure on polyester fiber. The sales of acrylic fiber and polyester fiber accounted for 76.17% and 17.23% of the total sales of synthetic fibres, respectively.

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Net sales of synthetic fiber products accounted for 3.1% of total net sales in 2013, representing a decrease of 0.7 percentage points as compared to the previous year.

(ii) Resins and plastics

The net sales of resins and plastics amounted to RMB14,268.4 million in 2013, representing a decrease of 2.98% as compared to RMB14,706.3 million in 2012, with the sales volume decreasing by 4.81% as compared to the previous year while the weighted average sales prices of resins and plastics increased by 1.92% in 2013. Sales volume of resins and plastics decreased as we reduced the production of polyester chips due to the relatively poor margin of the products. The increase in weighted average sales prices was primarily attributable to a rise in plastics products as the market supply of the products was tightened. Among resins and plastics products, the weighted average sales price of polyethylene for 2013 increased by 4.71%; the weighted average sales price of polypropylene for 2013 increased by 0.38%; the weighted average sales price of polyester pellet for 2013 decreased by 4.75%. The sales of polyethylene, polypropylene and polyester pellet accounted for 41.67%, 32.14% and 22.00% of the total sales of resins and plastics, respectively.

The net sales of resins and plastics accounted for 13.5% of total net sales in 2013, representing a decrease of 3.4 percentage points as compared to the previous year.

(iii) Intermediate petrochemicals

The net sales of intermediate petrochemical products amounted to RMB18,430.8 million in 2013, representing an increase of 2.43% as compared to RMB17,993.5 million in 2012, with the sales volume increasing by 15.20% as compared to the previous year while the weighted average sales price of intermediate petrochemical products decreased by 11.08% in 2013. The increase in sales volume of intermediate petrochemical products was primarily due to the substantial increase in the production volume of aromatic hydrocarbon products, as we completed and launched our refinery revamping and expansion project. The decrease of the weighted average sales prices of intermediate petrochemicals was mainly attributable to the sluggish domestic chemical market, and the relatively large decrease of the average price of the Company s key intermediate petrochemicals.

Among the intermediate petrochemical products, weighted average sales prices of paraxylene, butadiene and ethylene oxide decreased by 3.35%, 45.55% and 8.64%, respectively, while the weighted average sales price of benzene and glycol increased by 7.72% and 0.29%. The decrease in weighted average price of paraxylene, butadiene and ethylene oxide was primarily due to the slackened market demand. In particular, the market demand for butadiene declined significantly as many downstream rubber manufacturers reduced or ceased their productions due to market conditions. Weighted average price of benzene increased in 2013 as compared with 2012, primarily because of the increase in the production by the downstream manufacturers, resulting a tightened supply of and high demand for benzene. The sales of paraxylene, butadiene, glycol, ethylene oxide and benzene accounted for 35.47%, 6.05%, 8.81%, 9.54% and 18.09% of the total sales of intermediate petrochemical products, respectively.

The net sales of intermediate petrochemical accounted for 17.5% of total net sales in 2013, representing a decrease of 3.1 percentage points as compared to the previous year.

(iv) Petroleum products

The net sales of petroleum products amounted to RMB57,419.8 million in 2013, representing an increase of 49.92% as compared to RMB38,301.4 million in the previous year, with the sales volume increasing by 50.14% as compared to the previous year while the weighted average sales price decreased by 0.15% in 2013. Sales volume of our petroleum products increased as our crude oil processing capacity and the production volume of petroleum products increased significantly as a result of the completion and launching of our refinery revamping and expansion project.

The net sales of petroleum products accounted for 54.4% of total net sales in 2013, representing an increase of 10.5 percentage points as compared to the previous year.

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(v) Trading of petrochemical products

The net sales of the trading of petroleum products amounted to RMB11,157.6 million in 2013, representing a decrease of 7.18% as compared to RMB12,020.7 million in the previous year. Such decrease in the net sales was mainly attributable to a slight decrease in the trading volume of petrochemical products as compared to the previous year.

The net sales of trading of petrochemical products accounted for 10.6% of total net sales in 2013, representing a decrease of 3.2 percentage points as compared to the previous year.

(vi) Others

The net sales of others amounted to RMB1,006.1 million in 2013, representing an increase of 14.06% as compared to RMB882.1 million in the previous year. Such increase in the net sales was mainly attributable to an increase of revenues of our business of crude oil processed on a sub-contract basis and the lease of assets.

The net sales of others accounted for 0.9% of the Company s total net sales in 2013, representing a decrease of 0.1% as compared to the previous year.

Operating expenses

Our operating expenses was RMB103,310.9 million in 2013, representing an increase of 16.09% as compared with RMB88,989.7 million in 2012. Our operating expenses of synthetic fibres, intermediate petrochemicals and petroleum products were RMB3,823.4 million, RMB17,366.8 million and RMB55,242.6 million, representing an increase of 2.82%, 1.20% and 40.59% as compared to the previous year, respectively, primarily due to the increase in the sales volume and the launch of the Phase 6 Project.

Our operating expenses of resins and plastics, others, and the trading of petrochemical products in 2013 amounted to RMB15,034.7 million, RMB11,052.1 million and RMB791.3 million, representing a decrease of 6.02%, 7.70% and 6.23% respectively, as compared to the previous year. This is primarily due to a slight decrease in the sales volume of the relevant products as compared to the previous year.

Cost of sales

Our cost of sales amounted to RMB103,225.9 million in 2013, increasing by 16.48% from RMB88,617.8 million in 2012. The increase was primarily due to the substantial increase in the volume of crude oil we processed as we completed and lunched our refinery revamping and expansion project. Cost of sales accounted for 97.84% of the net sales for 2013.

Selling and administrative expenses

Our selling and administrative expenses amounted to RMB691 million in 2013, representing an increase of 6.32% as compared to RMB649.9 million in the previous year, mainly due to an increase in the uploading and unloading and transportation fees we incurred in connection with our selling activities and administrative operations.

Other operating income

Our other operating income amounted to RMB673.4 million in 2013, representing an increase of 101.74% compared to RMB333.8 million in the previous year, mainly due to a net income of RMB465 million from the asset transfer involving the Chenshan oil depot and our subsidiary China Jinshan Associated Trading Corporation s foreign exchange gains of RMB67.3 million recognized on its foreign currency- denominated debts and other liabilities as RMB generally appreciated in 2013.

Other operating expenses

Our other operating expenses were RMB67.4 million in 2013, basically at par with RMB55.8 million in 2012.

Profit/loss from operations

Our profit from operations amounted to RMB2,192.3 million in 2013, representing an increase in profit of RMB3,964.7 million as compared to the loss from operations of RMB1,772.4 million in the previous year. Below are the major reasons for the profit.

As a result of the completion and commencement of operation of the refinery revamping and expansion project as part of the Phase 6 Project, we improved our ability to process sour crude oil and our production capacity for refined oil. Through this project, we have optimized our product structure creating potential for raw material optimization, significantly improved the quality of the raw materials of ethylene and aromatics, and achieved a substantial reduction in production costs. In 2013, the processing cost of crude oil amounted to RMB4,819.11 per ton, representing a year-on-year decrease of 7.76% as compared to RMB5,224.38 per ton for the previous year.

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We improved the structure of our refined oil, leading to a substantial increase in profits for our petroleum products. The ratio of diesel sales to gasoline sales was reduced to 1.67:1 in 2013 from 3.69:1 in the previous year, resulting in increased income due to the substantial growth in gasoline sales. As a result of the optimization of our product structure, less petroleum coke and more bitumen were produced, which was demonstrated by a year-on-year decrease of 1.83 in terms of the ratio of petroleum coke to bitumen. Consequently, our profit increased as the price of bitumen is significantly higher than petroleum coke.

(i) Synthetic fibers

Loss from operations of synthetic fibers amounted to RMB602.9 million in 2013, representing a 48.75% increase in loss as compared to loss of RMB405.3 million in the previous year. The increase in loss was primarily due to a 2.80% decrease in net sales to RMB3,220.5 million in 2013 from RMB3,313.3 million in the previous year primarily as a result of the drop in synthetic fibers sales price, and a 2.82% increase in operating expenses of synthetic fibers to RMB3,823.4 million in 2013 from RMB3,718.6 million in the previous year primarily as a result of the increased repair and maintenance costs incurred in relation to synthetic fibers production facilities and equipment.

(ii) Resins and plastics

Loss from operations of resins and plastics amounted to RMB766.3 million in 2013, representing a 40.66% decrease in loss as compared to loss of RMB1,291.4 million in the previous year. The decrease in loss was primarily due to a 6.02% decrease in operating expenses of resins and plastics to RMB15,034.7 million in 2013 from RMB15,997.7 million in the previous year while the net sales of resins and plastics decreased by 2.98% to RMB14,268.4 million in 2013 from RMB14,706.3 million in the previous year. The decreases in operating expenses and net sales were primarily attributable to the decline in the sales volumes of resins and plastics. Operating expenses of resins and plastics decreased more in percentage terms than sales volumes due to a reduction in production costs as we completed and launched the Phase 6 Project.

(iii) Intermediate petrochemicals

Profit from operations of intermediate petrochemicals amounted to RMB1,064 million in 2013, representing a 27.78% increase in profit as compared to profit of RMB832.7 million in the previous year. The increase in profit was primarily due to a 2.43% increase in net sales of intermediate petrochemicals to RMB18,430.8 million in 2013 from RMB17,993.5 million in the previous year while operating expenses of intermediate petrochemicals increased by 1.20% to RMB17,366.8 million in 2013 from RMB17,160.8 million in the previous year. The increases in net sales and operating expenses were primarily attributable to the increase in sales volume. Operating expenses of intermediate petrochemicals increased less in percentage terms than net sales primarily due to a reduction in production costs as we completed and launched the Phase 6 Project.

(iv) Petroleum products

Profit from petroleum products amounted to RMB2,177.2 million in 2013, as compared to loss of RMB993.0 million in the previous year. The profit was primarily due to a 49.92% increase in net sales of petroleum products to RMB57,419.8 million in 2013 from RMB38,301.4 million in the previous year while the operating expenses of petroleum products increased by 40.59% to RMB55,242.6 million in 2013 from RMB39,294.4 million in the previous year. The increases in net sales and operating expenses were attributable to the increase in sales volume. Operating expenses of petroleum products increased less in percentage terms than net sales primarily due to a reduction in production costs as we completed and launched the Phase 6 Project.

(v) Trading of petrochemical products

Profit from the trading of petrochemical products amounted to RMB105.5 million in 2013, representing a 127.37% increase in profit as compared to profit of RMB46.4 million in the previous year. The increase in profit was primarily due to a 7.70% decrease in operating expenses to RMB11,052.1 million in 2013 from RMB11,974.3 million in the previous year while net sales from trading of petrochemical products decreased by 7.18% to RMB11,157.6 million in 2013 from RMB12,020.7 million in the previous year. The decreases in net sales and operating expenses were mainly attributable to a decrease in trading volume of petrochemical products.

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(vi) Others

Profit from operations of others amounted to RMB214.8 million in 2013, representing a 462.30% increase in profit as compared to profit of RMB38.2 million in the previous year. The increase in profit was primarily due to a 14.06% increase in net sales of others to RMB1,006.1 million in 2013 from RMB882.1 million in the previous year primarily attributable to an increase of revenues of our business of crude oil processed on a sub-contract basis and the lease of assets.

Net financing income/costs

Our net financing income were RMB121.7 million in 2013, while there was a net financing cost of RMB283.3 million in 2012. The change was mainly due to an increase of RMB405 million in net foreign exchange income during the reporting period as compared to the previous year, resulting from the exchange rate depreciation of the U.S.$ against Renminbi.

Share of profit of associates and jointly controlled entities

In 2013, the Company s share of profit of associates and jointly controlled entities amounted to RMB130.7 million (2012: share of profit of RMB32.8 million), representing an increase of 298.48%, which was attributable to a significant increase in our share of profit in Secco (2013: share of profit of RMB40.0 million; 2012: share of loss of RMB75.3 million).

Earnings/loss before income tax

Our profit before income tax were RMB2,444.7 million in 2013, representing a significant increase of RMB4,461.2 million compared to the loss of RMB2,016.5 million in the previous year.

Income tax

Our income tax expense was RMB379.2 million in 2013, while the Company s income tax benefit was RMB511.4 million in the previous year. The change was due to the fact that the Company earned a profit in 2013 and realized part of the deferred income tax assets recognized by the Company in 2008.

In accordance with the PRC Enterprise Income Tax Law (as amended) which took effect from 1 January 2008, the income tax rate of the Company in 2013 was 25% (2012: 25%).

Net income/loss

Our net profit was RMB2,065.5 million in 2013, representing an increase of RMB3,570.6 million from the net loss of RMB1,505.1 million in the previous year.

B. Liquidity and Capital Resources.

We strive to always have sufficient liquidity to meet our liabilities when due, preparing for both normal and stressed conditions, without incurring unacceptable losses or risking damage to our reputation.

Our primary sources of funding have been cash provided by our operating activities and short term and long term borrowings. Our primary uses of cash have been for cost of sales, other operating expenses and capital expenditures. We prepare monthly cash flow budgets to ensure that we will always have sufficient liquidity to meet our financial obligations as they become due. We arrange and negotiate financing with financial institutions and maintain a certain level of standby credit facilities to reduce liquidity risk. We believe that our current cash on hand, expected cash flows from operations and available standby credit facilities from financial institutions will be sufficient to meet our working capital requirements and repay our short term borrowings and obligations when they become due. In addition, we will continue to optimize our fund raising strategy from short and long term perspectives to take advantage of low interest rates by issuing corporate bonds or debts with low financing costs.

The following table sets forth a condensed summary of our consolidated statement of cash flows for the years ended December 31, 2012, 2013 and 2014.

Cash flow data	**Year Ended December 31,**		
	2012	**2013**	**2014**
	(Millions of RMB)		
Net cash generated from operating activities	(2,066.4)	5,098.5	3,662.4
Net cash used in investing activities	(4,062.1)	(629.2)	(910.1)
Net cash used in financing activities	6,198.1	(4,496.9)	(2,606.5)
Net increase/(decrease) in cash and cash equivalents	69.6	(27.6)	145.8

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Net cash generated from/used in operating activities

The net cash generated from operating activities amounted to RMB3,662.4 million in 2014, representing a decrease in cash inflows of RMB1,436.1 million as compared to the net cash inflows of RMB5,098.5 million in 2013, due to the following reasons: (i) we recorded loss during the reporting period, with net cash outflows from loss before taxation (net of depreciation and impairment losses on property, plant and equipment) amounting to RMB1,049.8 million in 2014, representing a decrease of RMB3,504.7 million in cash inflows as compared to the net cash inflows of RMB4,554.5 million in the previous year; and (ii) our decreased inventory balance led to an increase in operating cash inflow of RMB3,108.5 million in 2014 (as compared to a decrease in operating cash inflow of RMB101.2 million in the previous year due to increased inventory balance at the end of 2013).

The net cash generated from operating activities amounted to RMB5,098.5 million in 2013, representing an increase in cash inflows of RMB7,164.9 million as compared to the net cash outflows of RMB2,066.4 million in 2012, due to the following reasons: (i) the increase in our profit from operations during the reporting period, with net cash inflows from profit before taxation (net of depreciation and impairment losses on property, plant and equipment) amounting to RMB4,554.5 million in 2013, which represented an increase of RMB4,887.9 million of cash inflows as compared to net cash outflows of RMB333.4 million in the previous year; and (ii) our increased inventory balance led to a decrease in operating cash inflow of RMB101.2 million in 2013 (as compared to a decrease in operating cash inflow of RMB3,366.0 million in the previous year due to increased inventory balance at the end of 2012).

Net cash used in investing activities

Our net cash used in investing activities increased from RMB629.2 million in 2013 to RMB910.1 million in 2014. This was primarily because we received proceeds of RMB599.2 million from disposal of property, plant and equipment and other long-term assets in 2013 mainly as a result of an assets disposal of our Chenshan oil depot while our proceeds from such type of disposals in 2014 decreased to RMB24.5 million.

Our net cash used in investing activities decreased from RMB4,062.1 million in 2012 to RMB629.2 million in 2013. This was primarily due to (i) a decrease in capital expenditure of RMB2,936.7 million, and (ii) an increase in proceeds received from long-term assets disposal of RMB574.7 million.

Net cash used in financing activities

Our net cash used in financing activities was RMB2,606.5 million in 2014, while our net cash used in financing activities was RMB4,496.9 million in 2013. The decrease was primarily due to the decrease in repayments of borrowings to third parties of RMB8,256.6 million, the effect of which was partially offset by the decrease in proceeds from borrowings from third parties of RMB7,347.5 million from 2013 to 2014 as we reduced crude oil processing volume in 2014 due to weak customer demand for our petroleum products.

Our net cash used in financing activities was RMB4,496.9 million in 2013, while our net cash generated from financing activities was RMB6,198.1 million in 2012. This was primarily due to the increase in cash outflow of RMB12,376.3 million in repayments of borrowings, partially offset by an increase in cash inflow of RMB1,672.2 million in proceeds from borrowings.

Borrowings and banking facilities

Due to the Company s net profit position and the reduced capital expenditure, the Company managed to maintain the balance of cash and cash equivalents at a prudent level with a decrease in the amount of borrowings in 2014. Our total borrowings at the end of 2014 amounted to RMB5,710.9 million, representing a decrease of RMB2,011.0 million as compared to the end of the previous year, of which short term debts decreased by RMB3,015.8 million, while long term borrowings increased by RMB1,004.9 million . We have generally been able to arrange short term loans with several PRC financial institutions as and when needed. The debt obligations as of December 31, 2013 and 2014 were as follows.

Debt instruments	Year Ended December 31, 2013	2014
	(Millions of RMB)	
Short term bank loans (1)	7,024.0	3,008.2
Short term loans from a related party (2)	70.0	1,070.0
Long term bank loans (1)	627.8	1,632.7
	7,721.8	5,710.9

(1) As of December 31, 2014, no borrowings were secured by the way of property, plant and equipment. We obtained a credit rating of AA- for financing loans, assessed by Centrus Business Credit Consulting Co., Ltd., a credit rating agency authorized by the People s Bank of China. As of December 31, 2014, the current liabilities exceeded current assets by RMB2,974.4 million. The liquidity of the Company is primarily dependent on the ability to maintain adequate cash inflow from operations, the renewal of its short-term bank loans and on its ability to obtain adequate external financing to support its working capital and meet its debt obligation when they become due. As of December 31, 2014, we had standby credit facilities of RMB28,696.1 million, within which the maturity dates of unused facility amounting to RMB7,495.4 million will be after 31 December 2015. We assessed that all the facilities could be renewed upon their expiration dates. We have carried out a detailed review of the cash flow forecast for the 12 months ending December 31, 2015. Based on such forecast, we believe that we will be able to renew these facilities when they expire based on our well-established relationships with various lenders and adequate sources of liquidity exist to fund our working capital and capital expenditure requirements.

(2) We borrowed short term loans from a subsidiary of Sinopec Group, Sinopec Finance Company Limited, on terms no less favorable to us than terms available from the other commercial banks in China. We have entered into the Comprehensive Services Framework Agreement with Sinopec Group so as to obtain financial services from Sinopec Finance Company Limited for the three years ending December 31, 2014, 2015 and 2016.

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Our ability to renew our short term borrowings and obtain additional external financing in the future and the cost of such financing are subject to a variety of uncertainties, including:

- the cost of financing and the condition of financial markets;
- our future operating performance, financial condition and cash flows; and
- potential changes in monetary policy of the Chinese government with respect to bank interest rates and lending practices.

If we fail to rollover, extend or refinance our short term borrowings as necessary in a timely manner, we may be unable to meet our obligations in connection with debt servicing, trade and bills payable and/or other liabilities when they become due. See also Item 3. Key Information D. Risk Factors - Our development and operation plans have significant capital expenditure and financing requirements, which are subject to a number of risks and uncertainties.

In light of our good credit standing and various financing channels, we believe that we will not experience any difficulty in obtaining sufficient financing for our operations.

We managed to maintain our asset-liability ratio at a safe level by enhancing controls over both liabilities (including borrowings) and financing risks. We generally do not experience any seasonality in borrowings. However, due to the nature of the capital expenditures plan, long term bank loans can be arranged in advance of expenditures while short term borrowings are used to meet operational needs. The terms of our existing borrowings do not restrict our ability to pay dividends on our shares.

Liability-to-asset ratio

As at December 31, 2014, our liability-to-asset ratio was 45.73% (2013: 50.89%). The ratio is calculated using this formula: total liabilities/total assets.

Capital expenditure

In 2014, our capital expenditure amounted to RMB1,089 million, representing a decrease of 17.31% as compared to RMB1,317 million in capital expenditure in 2013. Major projects include the following:

Project	**Total project investment RMB million**	**Project status as at December 31, 2014**
No. 3 Diesel Hydrogenation Unit Reconstruction and Diesel Quality Upgrading Project	75.0	Completed
Dust Abatement and Denitrification Reconstruction of No. 1 and No. 2 Furnaces of the Department of Thermoelectricity	108.0	Completed
Phase 2 Project for In-depth Treatment and Recycling of Sewage	117.0	Completed
Manufacturing Facilities of EVA with a Capacity of 100,000 Tons/Year	1,132.0	Upfront work
Total	1,432.0	

Our capital expenditure for 2015 is estimated at approximately RMB1.6 billion.

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C. Research and Development, Patents and Licenses, etc.

We have a number of technology development units, including the Petrochemical Research Institute, the Plastics Research Institute, the Polyester Fiber Research Institute, the Acrylic Fiber Research Institute and the Environmental Protection Research Institute. These units are charged with various research and development tasks with respect to new technology, new products, new production processes and equipment and environmental protection. Our research and development expenditures in 2012, 2013 and 2014 were RMB72.2 million, RMB67.3 million and RMB43.6 million, respectively.

We are not, in any material aspect, dependent on any patents, licenses, industrial, commercial or financial contracts, or new production processes.

D. Trend Information

In 2015, the global economy is expected to be largely uncertain and recover slowly from the financial crisis. Although the rebound of the U.S. economy may improve the world s economy, the U.S. s exit of its quantitative easing monetary policy may have an impact on the economies of emerging markets. Given the high level of debts of developed countries and the slowing growth rates in major economies, emerging markets are expected to enhance their efforts to adjust the structures of their economies for further development.

There exists uncertainty in China s economic development. China s economy is expected to continue to grow steadily; however, a variety of factors, such as difficulties in significantly increasing domestic and foreign demand, will constrain such growth.

Supply in the international crude oil market is expected to be sufficient, while market demand for crude oil may be suppressed by the pessimistic outlook for the world s economic growth. The price of crude oil is generally expected to fluctuate in 2015. Given the strong supply of crude oil, the price of crude oil may remain unchanged or even decrease.

Against this backdrop of economic and market conditions, the domestic petroleum and petrochemical markets are expected to face a tougher external business environment with market competition intensifying due to the slowing growth rate in market demand, excessive production capacity of refineries in China and abundant supply of imported petrochemical products. Stricter regulations in relation to environmental protection and resources conservation will also result in greater challenges to manufacturers.

E. Off-balance Sheet Arrangements

As of December 31, 2014, we had no contingent liabilities in respect of guarantees issued to banks in favor of our associated companies and other unlisted investments (December 31, 2013: nil). Other than our capital commitments and contingencies disclosed in Note 29 in our consolidated financial statements included in Item 17. Financial Statements, we do not have any other off-balance sheet arrangements.

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F. Contractual Obligations and Commercial Commitments

The following table sets forth our obligations to make future payments under contracts effective as of December 31, 2014.

	As of December 31, 2014/Payment Due by Period				
	Total (RMB 000)	**Within 1 year or on demand (RMB 000)**	**More than 1 year but within 2 years (RMB 000)**	**More than 2 years but within 5 years (RMB 000)**	**More than 5 years (RMB 000)**
Contractual obligations					
Short term borrowings	4,078,195	4,078,195			
Long term borrowings	1,632,680		1,632,680		
Total contractual obligations	5,710,875	4,078,195	1,632,680		
Estimated future interest payments					
Fixed rate	58,184	45,296	12,888		
Variable rate	52,592	49,330	3,262		
Total estimated future interest payments	110,776	94,626	16,150		
Investment commitments					
Capital contribution to Secco (Note 26(i))	111,263				
Other commercial commitments					
Capital commitments (Note 29)	1,411,374				

Note: Capital commitments refer to commitments for purchase of property, plant and equipment.

G. Other Information

Employees

Our staff costs for 2014 were RMB2,627.4 million.

As at December 31, 2014, we had 13,313 employees in total, among whom there were 7,801 production staff, 4,071 sales representatives, financial personnel and other personnel and 1,441 administrative staff. 45.30% of our employees had tertiary qualifications or above. The company has 15,891 retired employees who are under retirement insurance plans, details of which are provided under Item 6. D. Employees. During 2014, we terminated employment with 814 persons (including the retired and voluntary leave), accounting for 5.76% of 14,217 employees we had as of January 1, 2014.

Purchase, Sale and Investment

Except as disclosed in this report, during the year ended December 31, 2014, we engaged in no material purchase or sale of our subsidiaries or associated companies or any other material investments.

Pledge of Assets

As of December 31, 2014, we have not pledged any of our property or equipment.

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ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES.

A. Directors and Senior Management.

The following table sets forth certain information concerning our directors, executive officers and members of our supervisory committee (Supervisory Committee). The current term for our directors, executive officers and members of our Supervisory Committee is three years, which term will end in June 2017.

Name	Age	Position
Directors		
Wang Zhiqing	52	Chairman of the Board of Directors and President
Wu Haijun	52	Vice Chairman of the Board of Directors
Gao Jinping	48	Vice Chairman of the Board of Directors and Vice President
Ye Guohua	46	Director and Chief Financial Officer
Jin Qiang	49	Director and Vice President
Guo Xiaojun	45	Director and Vice President
Li Honggen (1)	58	Director and Vice President
Zhang Jianping (1)	52	Director and Vice President
Lei Dianwu	52	External Director
Mo Zhenglin	50	External Director
Xiang Hanyin (1)	60	External Director
Shen Liqiang	58	Independent Director
Jin Mingda	64	Independent Director and Director of the Remuneration and Appraisal Committee
Cai Tingji	60	Independent Director and Director of the Audit Committee
Zhang Yimin	60	Independent Director
Other Executive Officers		
Zhang Zhiliang (2)	61	Vice President
Shi Wei (2)	55	Vice President
Tang Weizhong	48	Secretary of the Company
Zhang Jingming (1)	57	Secretary of the Company and General Legal Counsel
Supervisory Committee		
Zhang Jianbo (3)	52	Chairman of Supervisory Committee
Zuo Qiang	52	Supervisor
Li Xiaoxia	45	Supervisor
Zhai Yalin	50	External Supervisor
Wang Liqun	57	External Supervisor
Zheng Yunrui (4)	49	Independent Supervisor
Zhou Yunnong (5)	72	Independent Supervisor

(1) Pursuant to the resolutions passed at the 2013 Annual General Meeting on June 18, 2014, the appointments of Mr. Li Honggen and Mr. Zhang Jianping as directors and vice presidents of our Company, Mr. Xiang Hanyin as an external director of our Company, and Mr. Zhang Jingming as the secretary and general legal counsel of our Company, were terminated with immediate effect.

(2) Pursuant to the resolution of the board meeting on April 8, 2014, the appointments of Mr. Zhang Zhiliang and Mr. Shi Wei as Vice Presidents of our Company were terminated with immediate effect.

(3) Mr. Zhang Jianbo resigned from his position of Supervisor and Chairman of Supervisory committee on April 23, 2015.

(4) Mr. Zheng Yunrui was nominated by the Company s Supervisory Committee as an independent supervisor at its meeting on November 5, 2014. The nomination was reviewed and approved by the Company s 2014 first extraordinary general meeting and 2014 first A shareholders class meeting on December 23, 2014.

(5) Mr. Zhou Yunnong resigned from his position of independent supervisor on July 10, 2014.

Directors

Wang Zhiqing, 52, is the Chairman, President and Deputy Secretary of the Communist Party Committee of the Company. Mr. Wang began his career in 1983 and has held various positions including Deputy Leader of preparatory team for the chemical fiber plant of Luoyang Petrochemical Complex, Deputy Chief Engineer of Luoyang Petrochemical Complex cum Officer-in-Charge of the preparatory team for the chemical fiber plant, and the Deputy Chief Engineer cum Director of the chemical fiber plant. From June 1999 to December 2001, Mr. Wang was the Chief Engineer of Luoyang Petrochemical Complex. From February 2000 to December 2001, Mr. Wang was the Vice President cum Chief Engineer of Sinopec Corp. Luoyang Branch. From December 2001 to October 2006, Mr. Wang was the Manager of Sinopec Corp. Luoyang Branch. From July 2005 to May 2007, Mr. Wang was the Leader of the preparatory team for a Sinopec refinery project in Guangxi. From October 2006 to December 2008, Mr. Wang was the Manager of Sinopec Corp. Jiujiang Branch. From December 2008 to July 2010, Mr. Wang was the Manager of Sinopec Corp. Jiujiang Branch. Mr. Wang was appointed the President and Deputy Secretary of the Communist Party Committee of the Company in July 2010. Mr. Wang was appointed the Director of the Company in December 2010 and served as the Vice Chairman of the Company from December 2010 to June 2013. In February 2011, Mr. Wang was appointed the Director and Chairman of the board of Secco. In June 2013, Mr. Wang was appointed the Chairman of the board of the Company. Mr. Wang graduated from the East China Petroleum Institute majoring in refinery engineering and obtained a Bachelor of Engineering in 1983. He graduated from China University of Petroleum (East China) majoring in chemical engineering and technology and obtained a Doctorate in Engineering in 2006. In 2001 Mr. Wang also obtained an MBA from Open University of Hong Kong. In 2013, he obtained an MBA from China Europe International Business School. He is a professor-level senior engineer by professional title.

Wu Haijun, 52, is the Vice Chairman of the Company, Director and Vice President of Secco. Mr. Wu joined the Complex in 1984 and has held various positions including the Deputy Director and Director of the Company s No.2 Chemical Plant as well as the Manager of the Chemical Division. He was the Vice President of the Company from May 1999 to March 2006 and the Director of the Company from June 2004 to June 2006. He was the Manager and Secretary of the Communist Party Committee of Sinopec Corp. Chemical Sales Branch from December 2005 to March 2008. From December 2005 to April 2010, he was the Director of the Chemical Business Department of Sinopec Corp. In April 2010, he was appointed as the Director of Secco. From April 2010 to February 2011, he served as the President of Secco. In June 2010, he was appointed the Director and Vice Chairman of the Company. In February 2011, Mr. Wu was appointed the Vice President of Secco. Mr. Wu graduated from the East China Institute of Chemical Technology in 1984, majoring in chemical engineering, and obtained a Bachelor of Engineering. In 1997, he obtained an MBA from the China Europe International Business School. He is a senior engineer by professional title.

Gao Jinping, 48, is the Vice Chairman of the Company, Secretary of the Communist Party Committee and Vice President of the Company. Mr. Gao joined the Company in 1990 and has held various positions including the Deputy Secretary of the Communist Youth League Committee of the Company, Deputy Secretary of the Communist Party Committee of the Experimental Plant, Deputy Secretary of the Chemical Division of the Company and Director of the Propaganda Division of the Communist Party Committee of the Company. From May 2003 to March 2013 Mr. Gao served as the Deputy Secretary of the Communist Party Committee of the Company. From May 2003 to November 2013 Mr. Gao served as the Chairman of the Labor Union of the Company. From June 2004 to June 2006 Mr. Gao served as the Director of the Company. From April 2006 to March 2013 Mr. Gao served as the Secretary of the Communist Party Discipline Supervisory Committee of the Company. From June 2006 to April 2013 Mr. Gao served as the Supervisor and Chairman of the Supervisory Committee of the Company. In March 2013 Mr. Gao was appointed the Secretary of the Communist Party Committee of the Company. In April 2013 Mr. Gao was concurrently appointed the Vice President of the Company. In June 2013 Mr. Gao was appointed the Director of the Company. Mr. Gao graduated from the Food Processing Faculty of Shanghai Aquatic Products University majoring in cooling and cold storage technology and obtained a Bachelor of Engineering in 1990. In 2001, he completed his post-graduate studies in business administration focusing on the aspects of industrial economics at Shanghai Academy of Social Sciences. He is a senior specialist technician by professional title.

Ye Guohua, 46, is the Executive Director and Chief Financial Officer of the Company. Mr. Ye joined Shanghai Gaoqiao Petrochemical Company in 1991 and has held various positions including the Deputy Chief and Chief of the Cost Accounting Section of the Finance Office, Director of the Finance Office of the Refinery Plant of Shanghai Gaoqiao Petrochemical Company and Deputy Chief Accountant and Director of the Finance Department of Sinopec Corp. Shanghai Gaoqiao Branch. In October 2009, Mr. Ye was appointed the Chief Financial Officer of the Company. In June 2011, he was appointed the Director of the Company. Mr. Ye graduated with a major in accounting from the Shanghai University of Finance and Economics in 1991. He is a senior accountant by professional title.

Jin Qiang, 49, is the Director and Vice President of the Company. Mr. Jin joined Zhenhai General Petrochemical Works in 1986 and has held various positions including the Deputy Director of the Utilities Department, Deputy Director and Director of the Machinery and Power Division of Sinopec Zhenhai Refining & Chemical Co., Ltd, and Director of the Machinery and Power Division of Sinopec Corp. Zhenghai Refining & Chemical Branch. From March 2007 to October 2011, Mr. Jin served as the Deputy Chief Engineer of Sinopec Corp. Zhenghai Refining & Chemical Branch. Mr. Jin was appointed the Vice President of the Company in October 2011. In June 2014, Mr. Jin was appointed as a Director of the Company. Mr. Jin graduated in 1986 from East China Institute of Chemical Technology majoring in chemical machinery, and graduated in 2007 from the Graduate School of Central Party School majoring in economic management. He is a senior engineer by profession title.

Guo Xiaojun, 45, is the Director and Vice President of the Company. Mr. Guo joined the Complex in 1991 and has held various positions including the Director of the Polyolefin Integrated Plant in the Plastics Division as well as Deputy Chief Engineer, Assistant to the Manager, Deputy Manager, and Manager cum Deputy Secretary of the Communist Party Committee of the Plastics Division. He served as the Deputy Chief Engineer and Director of the Production Department of the Company from March 2011 to April 2013. In April 2013, he was appointed the Vice President of the Company. In June 2014, Mr. Guo was appointed as a Director of the Company. He graduated from the East China University of Science and Technology majoring in basic organic chemical engineering in 1991 and obtained a Bachelor of Engineering. Mrs. Guo obtained a Master of Engineering majoring in chemical engineering from the East China University of Science and Technology in 2008. He is a professor-level senior engineer by professional title.

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External Directors

Lei Dianwu, 52, is the Vice President of Sinopec Corp., Assistant to President and Chief Economist of Sinopec Group. Mr. Lei has been serving as an External Director of the Company since June 2005. Mr. Lei has held various positions including the Deputy Director of Planning Division of Yangzi Petrochemical Company, Director of the Preparation Office of the Joint Venture of Yangzi Petrochemical Company, Vice President and Manager of the Production Division of Yangzi BASF Stylene Company Limited. He acted as the Deputy Manager and Deputy Director of the Joint Venture Office at Yangzi Petrochemical Company, Director of Planning and Development Department of China Dong Lian Petrochemical Limited Liabilities Company**,** Vice President of Yangzi Petrochemical Limited Liabilities Company and Deputy Director of Development and Planning Division of Sinopec Corp. From March 2001 to August 2013, he served as the Director of Development and Planning Division of Sinopec Corp. He has been serving as the Assistant to President of Sinopec Group since March 2009 and serving as the Vice President of Sinopec Corp since May 2009. In August 2013, Mr. Lei was appointed the Chief Economist of Sinopec Group. Mr. Lei has rich experience in enterprise planning and investment development management. In 1984, Mr. Lei graduated from the East China Petroleum Institute majoring in basic organic chemicals and obtained a Bachelor of Engineering. He is a senior engineer by professional title.

Mo Zhenglin, 50, is Chief Accountant of the Chemical Division of Sinopec Corp. and Director of Shanghai Secco. Mr. Mo began his career in August 1986 and has held various positions, including Deputy Director of the Finance Department and Head of the Accounting Department, as well as Chief Accountant and Director of the Finance Department of the Refinery Division of Beijing Yanshan Petrochemical Corporation (now known as Sinopec Beijing Yanshan Company); and Deputy Chief Accountant of Sinopec Beijing Yanshan Company and Chief Accountant of the Refinery Division. He served as Director of Beijing Yanshan Petrochemical Company Limited and Chief Accountant of Sinopec Beijing Yanshan Company from April 2002 to August 2008. Mr. Mo has been Chief Accountant of the Chemical Division of Sinopec Corp. since August 2008, and Director of Shanghai Secco Petrochemical Company since November 2008. In June 2014, he was appointed the Director of the Company. Mr. Mo obtained a bachelor s degree in Management from Zhongnan University of Economics in 1986, majoring in Finance and Accounting. He is a senior accountant by professional title.

Independent Directors

Shen Liqiang, 58, is the President and Secretary of the Communist Party Committee of the Shanghai Branch of the Industrial and Commercial Bank of China (ICBC). Mr. Shen has been serving as an Independent Director of the Company since June 2011. Mr. Shen has been working in the financial industry since December 1976 and has held various positions including the Deputy Director and Director of the Hangzhou Business Department of the ICBC; Deputy Director of the Accounting and Cashier Department, Deputy Director and Director of the Savings Department, Director of the Personnel Department and Assistant to the President cum Director of Personnel Department of the Zhejiang Branch of the ICBC; Vice President of the Zhejiang Branch of the ICBC; Vice President of the Zhejiang Branch of the ICBC cum General Manager and Secretary of the Communist Party Committee of the Banking Department of the Zhejiang Branch of the ICBC. He was the Vice President and Deputy Secretary of the Communist Party Committee of the Zhejiang Branch of the ICBC from October 2005 to March 2007, and was the President and Secretary of the Communist Party Committee of the Hebei Branch of the ICBC from March 2007 to June 2009. He has been the President and Secretary of the Communist Party Committee of the Shanghai Branch of the ICBC since June 2009. Mr. Shen has been working on banking business management for a long period and has both in-depth expertise on finance theory and extensive experience in finance practice. Mr. Shen holds a Master of Economics and is a senior accountant by professional title.

Jin Mingda, 64, is the President of Shanghai Chemical Industry Association. Mr. Jin has been serving as an Independent Director of the Company since June 2011. Mr. Jin began his career in October 1968 and has held various positions including the Deputy Secretary of the Communist Party Committee, Deputy Director, Secretary of the Communist Party Committee and Director of Shanghai Power Station Auxiliary Equipment Works Co., Ltd; President cum Deputy Secretary of the Communist Party Committee of Shanghai Boiler Works Co., Ltd; Vice President of Shanghai Electric (Group) Corporation; Vice President of Shanghai Electric Group Co., Ltd.; and President and Secretary of the Communist Party Committee of Shanghai Mechanical & Electrical Industry Co., Ltd. He served as the Director, President and Deputy Secretary of the Communist Party Committee of Shanghai Huayi (Group) Company from November 2005 to October 2007, and Chairman and Secretary of the Communist Party Committee of Shanghai Huayi (Group) Company from October 2007 until August 2013. He was an Independent Director of Shanghai Electric Power Co., Ltd in November 2009. He has been serving as the President of Shanghai Chemical Industry Association since January 2013. Mr. Jin has extensive experience in business decision-making and management of conglomerates. He has a master degree and is a senior economist by professional title.

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Cai Tingji, 60, is a senior Fellow of the Hong Kong Institute of Certified Public Accountants, a member of the Committee of the Chinese People s Political Consultative Conference of Jing an District, Shanghai, and Honorary Vice-Chairman of the Federation of Returned Overseas Chinese of Jing an District, Shanghai. Mr. Cai has been serving as an Independent Director of the Company since June 2011. Mr. Cai graduated from the Faulty of Accounting of Hong Kong Polytechnic University in 1978. He joined KPMG in the same year and has held various positions, including the Deputy Manager and Manager of the Audit Department of KPMG Hong Kong Office, Managing Partner of KPMG Shanghai Office, Senior Partner of KPMG Huazhen Shanghai Office as well as Senior Partner of KPMG Huazhen in Eastern and Western China. Mr. Cai retired from KPMG Huazhen in April 2010. Mr. Cai was responsible for IPO projects for a number of large Chinese domestic enterprises in China, Hong Kong or overseas, as well as for various projects for listed companies. He possesses a wealth of professional knowledge and experience.

Zhang Yimin, 60, is a Professor of Economics and Finance, and Director of the Faculty of Accounting and Finance at China Europe International Business School. Mr. Zhang has been serving as an Independent Director of the Company since October 2013. Mr. Zhang obtained a doctorate degree majoring in finance and political studies at the Business School of the University of British Columbia in Canada, and has held various positions including a Post-doctoral Fellow at the Business School of University of British Columbia, an Assistant Professor at University of New Brunswick, and an Associate Professor at City University of Hong Kong. He has been working as a Professor of Economics and Finance at the China Europe International Business School since September 2004. Mr. Zhang s major study areas are business operations, financing and industrial economic studies, and has accumulated abundant expertise and experience in these areas.

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Supervisory Committee

The Company has a Supervisory Committee whose primary duty is to supervise senior management of the Company that includes the Board of Directors, managers and senior officers. The function of the Supervisory Committee is to ensure that senior management of the Company act in the interests of the Company, its shareholders and employees and in compliance with PRC law. The Supervisory Committee reports to the shareholders in the general meeting. The Articles of Association provide the Supervisory Committee with the right to investigate the business and the financial affairs of the Company and to convene shareholder s meetings from time to time. The Supervisory Committee currently comprises of seven members, three of whom are employee representatives and four of whom are external supervisors, including two independent supervisors.

Zhang Jianbo, 52, is the Chairman of the Supervisory Committee, Deputy Secretary of the Communist Party Committee, Secretary of the Communist Party Discipline Supervisory Committee and Chairman of the Labor Union of the Company. Mr. Zhang began to work in 1985 and has held various positions including the Deputy Head of the Division of Management for Enterprise s Leaders under the Department of Education for Personnel of Sinopec Group, Deputy Head of the Division of Evaluation and Appointment Management under the Human Resources Department of Sinopec Corp., Head of the Division of Organization and Supervision under the Human Resources Department of Sinopec Group and Sinopec Corp., respectively. In August 2013, Mr. Zhang was appointed the Deputy Secretary of the Communist Party Committee, Secretary of the Communist Party Discipline Supervisory Committee of the Company. In November 2013, Mr. Zhang was appointed the Chairman of the Supervisory Committee and Chairman of the Labor Union of the Company. Mr. Zhang graduated in 1985 from Jianghan Petroleum Institute majoring in oil recovery engineering and received a Bachelor of Engineering from the same institute. He is a senior specialist technician by professional title.

Zuo Qiang, 52, is the Supervisor, Vice Secretary of the Discipline Supervisory Committee, Director of the Supervisory Office and Director of the Office of the Supervisory Committee of the Company. Mr. Zuo joined the Complex in 1981 and has held various positions, including the archivist of the Command Division for the Construction of No. 1 Chemical Plant Phase II, Head of the Archives Office of the ethylene plant, Secretary of the Youth League Committee of the ethylene plant, Secretary of the Youth League Committee of the Refining and Chemical Division of the Complex, Secretary of the Youth League Committee of the Refining and Chemical Division, General Secretary of the Communist Party Committee of Ethylene Plant No. 1 of the Refining and Chemical Division of the Company, Deputy Director of the Supervisory Office, and Secretary of the Discipline Supervisory Committee of the Company. He was appointed the Director of the Supervisory Office of the Company in April 2011. He was appointed the Supervisor of the Company and the Director of the Office of the Supervisory Committee in June 2011. In October 2011, he was appointed the Deputy Secretary of the Discipline Supervisory Committee. Mr. Zuo graduated from the Correspondence College of the Communist Party Committee School of the Central Committee in 1993 with a major in Party & Administrative management. He is a senior specialist technician by professional title.

Li Xiaoxia, 45, is the Supervisor and the Vice Chairman of the Labor Union of the Company. Ms. Li joined the Complex in 1991 and has held various positions, including the Controller of the operation zone of the marine terminal of the Company, Assistant to the Workshop Director, Deputy Workshop Director and Deputy Section Chief of Storage and Transportation Area No. 2 of the Refining and Chemical Division, Deputy Secretary of the Youth League Committee of the Company , General Secretary of the Communist Party of the Labor Union for Staff Exchange and Relocation Centre, and Secretary of the Communist Party Committee and Deputy Manager of the Refining Division of the Company. She was appointed the Supervisor of the Company in June 2011 and Vice Chairman of the Labor Union of the Company in December 2011. Ms. Li graduated from the Liaoning University of Petroleum and Chemical Technology in 1991 majoring in petroleum and natural gas transportation. She is a senior specialist technician by professional title.

External Supervisors

Zhai Yalin, 50, is the Deputy Director of the Auditing Bureau of Sinopec Group and Deputy Director of the Auditing Division of Sinopec Corp. and has been serving as an External Supervisor of the Company since June 2008. Mr. Zhai began his career in 1986 and has held various positions including the Deputy Director of the Office and Director of the Auditing Department of Qianguo Refinery, Deputy Director of the General Office of Sinopec Huaxia Auditing Company, Deputy Director of the General Administrative Office of the Auditing Bureau of Sinopec Group, Director of the General Administrative Office of the Auditing Bureau of Sinopec Group, and Director of the General Administrative Office of the Auditing Bureau of Sinopec Group (Auditing Department of Sinopec Corp.). Since December 2001, Mr. Zhai has been concurrently serving as the Deputy Director of the Auditing Bureau of Sinopec Group and Deputy Director of Auditing Department of Sinopec Corp. Mr. Zhai graduated from the Jilin Siping Normal College in 1986. He is a senior economist by professional title.

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Wang Liqun, 57, is the Deputy Chief of the Supervisory Bureau of Sinopec Group and Deputy Director of the Supervisory Department of Sinopec Corp. He has been serving as an External Supervisor of our Company since June 2011. Mr. Wang started his career in 1976 and has held various positions, including the Deputy Director of the Manager s Office of Beijing Yanshan Petrochemical Corporation, Director of the Personnel Department, and Deputy Head and Head of the Department for Cadres of Beijing Yanshan Petrochemical Co., Ltd. He served as a member of the Standing Committee of the Communist Party Committee and Chairman of the Labor Union of Beijing Yanshan Petrochemical Co., Ltd. from August 2008 to April 2010. He has been serving as the Deputy Chief of the Supervisory Bureau of Sinopec Group and Deputy Director of the Supervisory Department of Sinopec Corp. since April 2010. Mr. Wang graduated from the Beijing Federation of Labor Unions University for Workers and Staff in 1984 with a major in environmental protection (Diploma), and graduated from the Beijing University of Technology in 1997 with a major in business management (Bachelor). He is a senior economist by professional title.

Independent Supervisors

Zheng Yunrui, 48, is currently a professor of the Civil and Commercial Law Department of East China University of Political Science and Law School of Law. Mr. Zheng graduated from Shangrao Normal College in Jiangxi Province in July 1986, with an English major and obtained LL.M. and Ph.D. from Peking University Law School in July 1993 and July 1998, respectively. Mr. Zheng subsequently worked in Shangrao Education Bureau in Jiangxi Province, Hainan Airport Company Limited, China Township Enterprises Investment & Development Co., Ltd and Legislative Affairs Office of Shanghai Municipal People s Government. Since August 2001, he has been served as a teacher for the East China University of Political Science and Law. From July 2002 to December 2002, he was a visiting scholar of the National University of Singapore School of Law. Mr. Zheng has engaged in the teaching and research work in such areas as the Civil Law Subjects, Property Law, Contract Law, Insurance Law, Social Insurance Law and Government Procurement Act and advises on legal issues in relation to the operation and management of the company. He has accomplished great academic achievements and an evaluation expert in terms of the procurement of Shanghai Municipal Government and an arbitrator of the Shenzhen Arbitration Commission.

Senior Management

Tang Weizhong, 48, is the Secretary of the Board of Directors, Director of the Board Secretariat of the Company and the Director of the Foreign Affairs Division of the Company. Mr. Tang joined Shanghai Petrochemical Complex in 1989. He has held various positions, including the Supervisor of the Board Secretariat of the Company and the Assistant Director of the Board Secretariat of the Company. He was the Deputy Director of the Board Secretariat of the Company from August 2003 to June 2011. He was the Securities Affairs Representative of the Company from June 2002 to June 2014. He has been the Director of the Board Secretariat of the Company since June 2011, the Director of the Foreign Affairs Division of the Company since January 2014, and the Secretary of the Board of Directors since June 2014. Mr. Tang graduated from Beijing Institute of Chemical Fiber Engineering with a major in organic chemistry in 1989, and obtained a master s degree in business administration with a major in marketing from Zhejiang University in 1996. He holds the professional qualification of senior economist.

B. Compensation.

The aggregate amount of cash compensation we paid to our directors, supervisors and executive officers during the year ended December 31, 2014 was approximately RMB8.025 million. In addition, directors and supervisors who are also officers or employees receive certain other benefits-in-kind, such as subsidized or free health care services, housing and transportation, which large Chinese enterprises customarily provide to their employees. No benefits are payable to members of the board or the Supervisory Committee or the executive officers upon termination of their relationship with us.

The following tables set forth the compensation on an individual basis for our directors, supervisors and executive officers who received compensation from us in 2014.

Name	Position with the Company	Salaries and other benefits RMB 000 (RMB 000) (before tax)	Retirement scheme contributions[1] RMB 000 (RMB 000) (before tax)	Discretionary bonus RMB 000 (RMB 000) (before tax)	Total Remuneration in 2014 (RMB 000) (before tax)
Wang Zhiqing	Chairman of the Board of Directors and President	195	17	619	831
Wu Haijun	Vice Chairman of the Board of Directors				
Gao Jinping	Director and Vice President	195	17	599	811
Ye Guohua	Director and Chief Financial Officer	171	17	543	731
Jin Qiang	Director and Vice President	171	16	557	744
Guo Xiaojun	Director and Vice President	171	17	427	615
Lei Dianwu	External Director				
Mo Zhenglin	External Director				
Shen Liqiang	Independent Director				
Jin Mingda	Independent Director and Director of the Remuneration and Appraisal Committee	150			150
Cai Tingji	Independent Director and Director of the Audit Committee	150			150
Zhang Yimin	Independent Director	150			150
Zhang Jianbo	Chairman of Supervisory Committee	174	12	301	487
Zuo Qiang	Supervisor	111	13	274	398
Li Xiaoxia	Supervisor	115	14	244	373
Zhai Yalin	External Supervisor				
Wang Liqun	External Supervisor				
Zheng Yunrui	Independent Supervisor				
Zhou Yunnong	Former Independent Supervisor				
Li Honggen	Former Director and Vice President	85	8	470	563
Zhang Jianping	Former Director and Vice President	85	8	470	563
Xiang Hanyin	Former External Director				
Shi Wei	Former Vice President	67	5	438	510

(1) Retirement scheme contributions refer to the relevant payments we made in relation to the defined contribution government pension scheme in compliance with Shanghai regulations as well as the enterprise annuity plan set up by the Company. All of our employees are required to participate in the defined contribution government pension scheme whereas our employees who have been with the Company for one year or more may opt to participate in the enterprise annuity plan. See Item 6. Directors, Senior Management and Employees - D Employees for more information on the defined contribution government pension scheme and the Company s annuity plan.

Name	Position with the Company	Remuneration in 2014 (RMB 000) (before tax)
Zhang Zhiliang	Former Vice President	505
Tang Weizhong	Company Secretary	423
Zhang Jingming		287

	Former Company Secretary and General Legal Counsel

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C. Board Practices.

Board of Directors

Our board of directors consists of twelve members. Our directors are elected at meetings of our shareholders, and, unless they resign at an earlier date, are deceased or removed, will serve three-year terms. The directors shall be eligible for reelection upon expiry of their terms of office; however, the combined tenure of an independent director may not exceed a total of six years. The term of our current board of directors will expire in June 2017. None of our directors have entered into any service contracts with us or any of our subsidiaries providing for benefits upon termination of appointment or employment (with the exception of compensation required by Chinese labor law).

Independent Board Committee

We formed an Independent Board Committee on October 24, 2013, which consists of four independent non-executive directors. The current members are Shen Liqiang, Jin Mingda, Cai Tingji and Zhang Yimin. The Independent Board Committee advised our shareholders other than Sinopec Corp. and its associates in respect of the terms of the continuing connected transactions under the renewed Mutual Product Supply and Sale Services Framework Agreement with Sinopec Group and Sinopec Corp. and the renewed Comprehensive Services Framework Agreement with Sinopec Group and the proposed caps on annual transaction values thereof for the three years ending December 31, 2016.

Supervisory Committee

The Supervisory Committee is responsible for ensuring that our directors and senior officers act in the interests of our company or those of our shareholders or employees and that they do not abuse their positions and powers. The Supervisory Committee has no power to overturn the decisions or actions of our directors or officers and may only recommend that they correct any acts that are harmful to our interests or the interests of our shareholders or employees. The Supervisory Committee is currently composed of seven members appointed for a three year term. The term of the current members will expire in June 2017. Supervisory Committee members have the right to attend meetings of our board of directors, inspect our financial affairs and perform other supervisory functions.

Audit Committee

Pursuant to Paragraph 14 of the Code of Best Practices set out in Appendix 14 of the Rules Governing the Listing of Securities on The HKSE, we formed an audit committee on June 15, 1999 which consists of three directors. The current members are Cai Tingji, Shen Liqiang and Jin Mingda. The principal duty of the audit committee is to review and supervise our financial reporting process and internal controls. The members of the audit committee will hold office for the same term as their directorships which will expire in June 2017.

Remuneration Committee

We formed a remuneration committee on December 25, 2001 which consists of three directors. The current members are Shen Liqiang, Jing Mingda and Ye Guohua according to the Resolutions of the Fifteenth Meeting of the Seventh Session of the Board of Directors. The key responsibility of the Remuneration Committee is to formulate and review the remuneration policy and plan for the directors and executive officers, formulate the standards for evaluation of the directors and executive officers and conduct such evaluations.

Summary Corporate Governance Differences

There are significant differences between our corporate governance practices and those of U.S. issuers listed on the NYSE. Pursuant to Section 303A.11 of the NYSE listing Manual, we have disclosed certain of these differences on our website at http://www.spc-ir.com.hk/eng/company.asp.

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D. Employees.

As of December 31, 2014, we had 13,313 employees.

The following table shows the approximate number of employees we had at the end of our last three years by the principal business function they performed:

	December 31,		
	2012	2013	2014
Management	1,617	1,471	1,441
Engineers, technicians and factory personnel	8,689	8,224	7,801
Accounting, marketing and others	4,701	4,432	4,071
Total	15,007	14,127	13,313

Approximately 45.30% of our work force are graduates with a tertiary degree or higher. In addition, we offer our employees opportunities for education and training based upon our development plans and requirements and the individual performance of each employee.

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A system of labor contracts has been adopted in our Company. The contract system imposes discipline, provides incentives to adopt better work habits and gives us greater management control over our work force. We believe that by linking remuneration to productivity, the contract system has also improved employee morale. As of December 31, 2014, almost all of the work force was employed pursuant to labor contracts which specify the employee s position, responsibilities, remuneration and grounds for termination. The contracts generally have short terms of one to five years and may be renewed with the agreement of both parties. The remaining personnel are employed for an indefinite term.

We have a labor union that protects employees rights, aims to assist in the fulfillment of our economic objectives, encourages employee participation in management decisions and assists in mediating disputes between us and union members. We have not been subject to any strikes or other labor disturbances which have interfered with our operations, and we believe that our relations with our employees are good.

Total remuneration of our employees includes salary and bonuses. Employees also receive certain benefits in terms of housing, education and health services that we subsidize, and other miscellaneous subsidies. In 2014, we incurred RMB 2,627.4 million in employment costs.

In compliance with Shanghai regulations, we and our employees participate in a defined contribution government pension scheme under which all employees upon retirement are entitled to receive pensions. In order to safeguard and properly enhance the living level of retired employees and improve the medium and long term incentive system, the company established an enterprise annuity plan. According to the plan, to the extent that the employees volunteer for the related payments and have been with the Company for one year or more, such employees are entitled to participate in the enterprise annuity plan. We will make payments to match the payments made by the employees after giving considerations to our profitability, the employee s work responsibilities, contributions, and treatments post retirement based on the principle of universal benefits. We have 1312 retired employees under the above retirement insurance plans.

In addition to the pension benefits, pursuant to the relevant laws and regulations of the PRC, we and our employees participate in defined social security contributions for employees, such as a housing fund, basic medical insurance, supplementary medical insurance, unemployment insurance, injury insurance and maternity insurance.

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E. Share Ownership.

The following table shows the ownership interests of our Directors, Supervisors and senior officers in our shares as of March 31, 2015. All shares indicated are domestic shares and are directly owned by the relevant persons. In each case, they represent less than 1% of the outstanding domestic shares. As compared to the previous year, the shareholding percentages remained the same in 2014. Except as disclosed below, none of the Directors, Supervisors or senior officers or their affiliates had any other beneficial interest in our issued share capital as of March 31, 2015.

Name	Position	Shares held at March 31, 2015
Wang Zhiqing[(1)]	Chairman and President	0
Wu Haijun	Vice Chairman	0
Gao Jinping[(1)]	Vice Chairman and Vice President	0
Ye Guohua[(1)]	Director and Chief Financial Officer	0
Jin Qiang[(1)]	Director and Vice President	0
Guo Xiaojun[(1)]	Director and Vice President	0
Lei Dianwu	External Director	0
Mo Zhenglin	External Director	0
Shen Liqiang	Independent Director	0
Jin Mingda	Independent Director and Director of the Remuneration and Appraisal Committee	0
Cai Tingji	Independent Director and Director of the Audit Committee	0
Zhang Yimin	Independent Director	0
Zhang Jianbo	Chairman of the Supervisory Committee	0
Zuo Qiang	Supervisor	0
Li Xiaoxia	Supervisor	0
Zhai Yalin	External Supervisor	0
Wang Liqun	External Supervisor	0
Zheng Yunrui	Independent Supervisor	0
Zhou Yunnong	Independent Supervisor	0
Tang Weizhong[(1)]	Company Secretary	0
Li Honggen	Former Director and Vice President	0
Zhang Jianping	Former Director and Vice President	0
Xiang Hanyin	Former External Director	0
Zhang Zhiliang	Former Vice President	0
Shi Wei	Former Vice President	0
Zhang Jingming	Former Company Secretary and General Legal Counsel	0

(1) On January 6, 2015, our board of directors approved the proposal of the initial grant of the share option incentive scheme. A total of 2,540,000 share options were granted to Mr. Wang Zhiqing, Mr. Gao Jinping, Mr. Ye Guohua, Mr. Guo Xiaojun, Mr. Jin Qiang and Mr. Tang Weizhong. The vesting date of the options is January 6, 2017. See Item 6. Directors, Senior Management and Employees — E. Share Ownership

Share Option Incentive Scheme for more information.

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Share Option Incentive Scheme

We adopted a share option incentive scheme on December 23, 2014, pursuant to which our directors, senior management members and key business personnel may be granted options to purchase our A shares. Under the share option incentive scheme, the total number of underlying shares to be granted shall neither exceed 10% of the total share capital of the Company nor exceed 10% of the total A-share capital of the Company. Unless approved by the shareholders as a special resolution at a general meeting of the Company, the aggregate number of A shares to be acquired by each grantee through the share option scheme and other effective share option schemes of the Company (if any) at any time shall not exceed 1% of the total A-share capital of the Company. The exercisable period for the share options shall be three years, commencing from the expiry of the two-year period after the grant date, and the vesting period for each grant under the scheme shall be no less than two years. The exercise price of a share under initial grant will be determined by our board of directors in its discretion, which shall not be lower than the highest of: (1) the closing price of the A shares of the Company on the trading day immediately before the date of announcement on the summary of the draft scheme, which was RMB3.29 per share; (2) the average closing price of the A shares of the Company for the 30 trading days immediately before the date of announcement on the summary of the draft scheme, which was RMB3.27 per share; and (3) RMB4.20 per share. The exercise price for further grant shall be the higher of: (1) the closing price of the A shares of the Company on the trading day immediately before the date of announcement on the summary of the draft proposal for each grant; and (2) the average closing price of the A shares of the Company for the 30 trading days immediately before the date of announcement on the summary of the draft proposal for each grant. The expiration date of this scheme is December 22, 2024.

On January 6, 2015, our board of directors approved the proposal of the initial grant of the share option incentive scheme. A total of 38,760,000 share options granted to 214 participants, among which 2,540,000 were granted to six of our directors and senior management. The total number of underlying stock accounted for 0.359% of the Company s total share capital when granted. The following table summarizes the outstanding options that the Company granted to our directors, executive officers and other employees:

Name	A Shares Underlying Outstanding Options	Exercise Price (RMB/Share)	Grant Date	Vesting Date	Expiration Date
Wang Zhiqing	500,000	4.20	January 6, 2015	January 6, 2017	January 5, 2020
Gao Jinping	500,000	4.20	January 6, 2015	January 6, 2017	January 5, 2020
Ye Guohua	430,000	4.20	January 6, 2015	January 6, 2017	January 5, 2020
Jin Qiang	430,000	4.20	January 6, 2015	January 6, 2017	January 5, 2020
Guo Xiaojun	430,000	4.20	January 6, 2015	January 6, 2017	January 5, 2020
Tang Weizhong	250,000	4.20	January 6, 2015	January 6, 2017	January 5, 2020
Other employees	36,220,000	4.20	January 6, 2015	January 6, 2017	January 5, 2020

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ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS.

A. Major Shareholders.

Sinopec Corp. owns 50.56% of our share capital and is able to exercise all the rights of a controlling shareholder, including the election of directors and voting on amendments to our Articles of Association.

The table below sets forth information regarding ownership of our capital stock as of March 31, 2015 by (i) all persons who we know own more than five percent of our capital stock and (ii) our officers and directors as a group. We are not aware that any such shareholders have voting rights different from those of our other shareholders.

Title of Class	Identity of Person or Group	Number of Shares Held	Percent of Total Share Capital
Domestic Shares	Sinopec Corp.	5,460,000,000	50.56%
H Shares	HKSCC nominees Ltd.	3,444,575,320	31.91%
Domestic Shares	Directors and Officers[(1)]	0	0%

(1) On January 6, 2015, our board of directors approved the proposal of the initial grant of the share option incentive scheme. A total of 2,540,000 share options were granted to Mr. Wang Zhiqing, Mr. Gao Jinping, Mr. Ye Guohua, Mr. Guo Xiaojun, Mr. Jin Qiang and Mr. Tang Weizhong. The vesting date of the options is January 6, 2017. See Item 6. Directors, Senior Management and Employees E. Share Ownership Share Option Incentive Scheme for more information.

As of March 31, 2015, a total of 3,495,000,000 H Shares were outstanding. A total of 7,305,000,000 domestic shares were outstanding on March 31, 2015.

As of March 31, 2015, a total of 1,941,548 ADSs were registered in the name of The Bank of New York Mellon, the depositary under our ADS deposit agreement. The Bank of New York Mellon has advised us that, as of March 31, 2015, 1,941,548 ADSs, representing the equivalent of 194,154,800 H Shares, were held of record by 85 other registered shareholders domiciles in and outside of the United States. We have no further information as to our shares held, or beneficially owned, by U.S. persons.

To the best of our knowledge, except as disclosed above, we are not directly or indirectly controlled by another corporation, any foreign government, or any other natural or legal person, severally or jointly.

We are not aware of any arrangement that may at a subsequent date result in a change of control of our company.

B. Related Party Transactions.

Intercompany service agreements and business-related dealings

During 2014, pursuant to the Mutual Product Supply and Sales Service Framework Agreement entered into by the Company and Sinopec Corp., we purchased raw materials from, and sold petroleum products and petrochemicals as well as leased properties to, Sinopec Corp. and its associates, and Sinopec Corp. and its associates acted as sales agents for our petrochemical products. Under the Comprehensive Services Framework Agreement entered into by the Company and Sinopec Group, we accepted construction and installation, engineering design, insurance agency and financial services relating to the petrochemical industry provided by Sinopec Group and its associates. The relevant connected transactions were conducted in accordance with the terms of the Mutual Product Supply and Sales Services Framework Agreement and the Comprehensive Services Framework Agreement. The current Mutual Product Supply and Sales Service Framework Agreement and Comprehensive Services Framework Agreement were renewed with Sinopec Corp. and Sinopec Group respectively upon approval and authorization at our 2013 Extraordinary General Meeting held on December 11, 2013. At the 2013 Extraordinary General Meeting, our shareholders also approved certain caps on the annual transaction values of certain ongoing continuing connected transactions for the years ending December 31, 2014, December 31, 2015 and December 31, 2016. The transaction amounts of the relevant connected transactions in 2014 did not exceed such caps.

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The purchases by us of crude oil and related materials from, and sales of petroleum products by us to, Sinopec Corp. and its associates were conducted in accordance with the State s relevant policy and applicable State tariffs or State guidance prices. As long as the State does not lift its control over purchases of crude oil, sales of petroleum products and pricing thereof, such connected transactions will continue to occur. We sell petrochemicals to Sinopec Corp. and its associates and Sinopec Corp. and its associates act as agents for the sales of petrochemicals in order to reduce our inventories, expand their trading, distribution and sales networks and improve our bargaining power with our customers. We lease part of the properties to Sinopec Corp. and its associates in consideration of their good financial background and credit standing. We accept construction and installation, engineering design, insurance agency and financial services relating to the petrochemical industry from Sinopec Group and its associates in order to secure steady and reliable services at reasonable prices.

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The prices of the continuing connected (*i.e.*, related-party) transactions conducted between the Company and Sinopec Group, Sinopec Corp. and its associates are determined by the parties involved after consultation pursuant to (1) the fixed price of the state; or (2) the guiding price of the state; or (3) market prices, and the conclusion of agreements for the connected transactions are in compliance with the needs of the Company s production and operation. Therefore the above continuing connected transactions do not cause a material impact on the Company s independence.

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The table below sets forth certain relevant information regarding our continuing connected transactions with Sinopec Corp. and Sinopec Group under the Mutual Product Supply and Sales Services Framework Agreement and the Comprehensive Services Framework Agreement in 2014.

Unit: RMB 000

Type of major transactions	Connected parties	Annual cap for 2014	Transaction Amount during The reporting Period	Percentage Of the total Amount of the same type of transaction (%)
Mutual Product Supply and Sales Services Framework Agreement				
Purchases of raw materials	Sinopec Corp. and its associates	85,254,000	39,270,634	57.48
Sales of petroleum products	Sinopec Corp. and its associates	65,479,000	54,017,562	52.88
Sales of petrochemical products	Sinopec Corp. and its associates	24,394,000	8,547,859	8.37
Property leasing	Sinopec Corp. and its associates	112,000	28,871	53.60
Agency sales of petrochemical	Sinopec Corp. and its associates	283,000	113,162	100.00
Comprehensive Services Framework Agreement				
Construction, installation and engineering design services	Sinopec Group and its associates	668,000	144,248	17.33
Petrochemical industry insurance services	Sinopec Group and its associates	180,000	117,896	49.78
Financial services	Sinopec Group and its associates	300,000	60,996	19.59

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Other related party transactions

We entered into the Property Right Transaction Agreement with Sinopec Sales Company Limited (Sales Company), a wholly owned subsidiary of Sinopec Corp. on December 5, 2013 in Shanghai, pursuant to which we agreed to dispose of certain assets located in Chenshan Oil Depot Area and the corresponding liabilities to Sales Company at a consideration of RMB594,147,498.73 (U.S.$ 95,759,194.59). The Sales Company has paid the total consideration in a single payment to us on December 11, 2013. As of December 31, 2012, the net book value of the object of this transaction was RMB152,616,900 (U.S.$ 24,597,379.36). The amount of profit before tax we booked on the transaction was RMB464,941,000 (U.S.$ 74,934,887.02).The board of directors of the Company (excluding directors connected to this transaction) approved this transaction on December 5, 2013 at the eighteenth meeting of the seventh session of the board of directors. All proceeds from this transaction were used for general working capital purposes of the Company in 2014. The relevant assets were transferred by way of an asset package, which resulted in a reduction in tax expenditures.

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Equity joint venture

Late in 2001, we established Secco, a Sino-foreign equity joint venture, together with BP and Sinopec Corp. We own a 20% interest in Secco, while BP and Sinopec Corp. own 50% and 30% interests in Secco, respectively. Secco was established to build and operate a 900,000 ton Rated Capacity ethylene petrochemical manufacturing facility to manufacture and market ethylene, polyethylene, styrene, polystyrene, propylene, acrylonitrile, polypropylene, butadiene, aromatics and by-products; provide related after-sales services and technical advice with respect to such petrochemical products and by products; and engage in polymers application development. Secco completed construction in 2005. Secco s total initial registered capital was U.S.$901,440,964, of which we provided the Renminbi equivalent of U.S.$180,287,952.

To fund Secco s new acrylonitrile plant project with a capacity of 260,000 tons/year, its new ethylene plant with a new supercharger, its new butadiene plant with a capacity of 90,000 tons/year, and its utility facilities upgrading project, in 2013, the shareholders of Secco agreed to increase the registered capital of Secco by U.S.$150,085,618 according to their respective shares in the equity interests in Secco, of which the Company was obligated to contribute an amount of U.S.$30,017,124 in installments. We have paid U.S.$9,817,718 and U.S.$1,884,050 on December 10, 2013 and March 5, 2014, respectively.

HKSE connected transactions rules

We are required by HKSE listing rules to obtain advance shareholder approval for certain transactions with related parties such as Sinopec Group, Sinopec Corp., or its associates. We comply with such HKSE listing rules by obtaining advance shareholder approval at least every three years for the renewal of our framework agreements (*e.g.*, the Mutual Product Supply and Sales Services Framework Agreement and the Comprehensive Services Framework Agreement) with Sinopec Corp. and Sinopec Group for setting maximum aggregated annual values spent on the supply of products and services under these agreements. The independent non-executive directors will need to confirm each year, upon reviewing our continuing connected transaction, that these transactions are conducted in the ordinary and usual course of our business, on normal commercial terms and in accordance with the terms of these agreements.

C. Interests of Experts and Counsel.

Not applicable.

ITEM 8. FINANCIAL INFORMATION.

A. Consolidated Statements and Other Financial Information.

Please see Item 17. Financial Statements for our audited consolidated financial statements filed as part of this annual report.

Export Sales

In 2014, export sales accounted for RMB1.317 billion (U.S.$212.4 million) or 1.29% of our total net sales.

Litigation

Neither we nor any of our subsidiaries is a party to, nor is any of our or their property the subject of any legal or arbitration proceedings which may have significant effects on our financial position or profitability. We are not aware of any litigation or arbitration proceedings in which any of our directors, any member of our senior management or any of our affiliates is an adverse party or has a material adverse interest.

Dividend Policy

Our board of directors may propose dividend distributions subject to the approval of the shareholders. The Articles of Association also provide that, the aggregate profits distributed in cash in the recent three years shall not be less than 30% of the average annual distributable profits within such three-year period. Shareholders receive dividends in proportion to their shareholdings.

The Articles of Association require that cash dividends and other distributions in respect of H shares be declared in Renminbi and paid by us in Hong Kong dollars while cash dividends and other distributions in respect of our domestic shares be paid in Renminbi. If we record no profit for the year, we may not distribute dividends in such year.

We expect to continue to pay dividends, although there can be no assurance as to the particular amounts that might be paid from year to year. Payment of future dividends will depend upon our revenue, financial condition, future earnings and other factors. See Item 5. Operating and Financial Review and Prospects and Item 3. Key Information A. Selected Financial Data Dividends.

B. Significant Changes.

No significant change has occurred since the date of the financial statements included in this annual report.

ITEM 9. THE OFFER AND LISTING.

A. Offer and Listing Details

Set forth below is certain market information relating to our H Shares, ADSs and domestic shares for the periods indicated.

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	The Stock Exchange of Hong Kong		The New York Stock Exchange		The Shanghai Stock Exchange	
	High	Low	High	Low	High	Low
2010	4.11	2.58	52.27	33.13	11.11	7.16
2011	4.98	2.45	63.05	32.24	10.89	5.80
2012	3.20	1.88	41.43	24.64	6.76	4.68
2013	2.500	1.440	48.24	26.98	5.470	2.670
2014	2.850	1.860	35.30	22.73	4.690	2.810
2012						
First Quarter	3.20	2.59	41.43	34.62	6.72	5.72
Second Quarter	2.83	2.13	36.54	27.39	6.76	5.73
Third Quarter	2.43	1.88	30.17	24.64	6.38	5.07
Fourth Quarter	2.77	1.97	36.31	25.29	5.55	4.68
2013						
First Quarter	2.500	1.700	48.24	33.18	4.490	3.360
Second Quarter	2.290	1.440	43.99	28.69	5.470	3.670
Third Quarter	2.060	1.570	39.27	30.62	5.460	2.730
Fourth Quarter	2.440	1.910	45.00	26.98	3.730	2.670
2014						
First Quarter	2.500	1.980	31.500	25.67	4.280	2.810
Second Quarter	2.140	1.860	29.99	22.73	3.680	2.880
Third Quarter	2.850	2.150	35.08	27.67	4.190	3.070
Fourth Quarter	2.800	2.680	35.30	28.40	4.690	3.370
Most Recent Six Months						
October 2014	2.800	2.270	35.30	29.50	3.870	3.370
November 2014	2.760	2.290	34.50	29.65	4.020	3.520
December 2014	2.540	2.220	32.40	28.40	4.690	3.860
January 2015	2.450	2.170	30.75	28.21	4.760	3.860
February 2015	2.700	2.200	34.12	28.58	4.760	4.000
March 2015	3.020	2.400	38.00	31.50	5.860	4.610

In connection with the domestic share reform, the trading of domestic shares of the Company on the Shanghai Stock Exchange was suspended twice from May 31, 2013 to June 20, 2013 and from June 28, 2013 to August 19, 2013. For more information regarding the domestic share reform, see Item 4. Information on the Company A. History and Development of the Company Domestic Share Reform.

B. Plan of Distribution

Not applicable.

C. Markets

The principal trading market for our H Shares is the HKSE. The ADSs, each representing 100 H Shares, have been issued by The Bank of New York Mellon as a depositary under a Deposit Agreement with us and are listed on the NYSE under the symbol SHI. We have also listed our domestic shares on the Shanghai Stock Exchange. Prior to our initial public offering on July 26, 1993 and subsequent listings on the HKSE and NYSE, there was no market for our H Shares or the ADSs. Public trading in our domestic shares commenced on November 8, 1993.

D. Selling Shareholders

Not applicable.

E. Dilution

Not applicable.

F. Expenses of the Issuer

Not applicable.

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ITEM 10. ADDITIONAL INFORMATION.

A. Share Capital

Not applicable.

B. Memorandum and Articles of Association.

The following is a summary based upon provisions of our Articles of Association as currently in effect, the Company Law of the People s Republic of China (1993) (as amended) and other selected laws and regulations applicable to us. You should refer to the text of the Articles of Association and to the texts of applicable laws and regulations for further information.

We are a joint stock limited company established in accordance with the Company Law and certain other laws and regulations of the PRC. We are registered with the Shanghai Administration of Industry and Commerce with business license number 310000000021453. Our Articles of Association provide, at article 11, that our purpose is:

- to build and operate a diversified industrial company which will be one of the world s leading petrochemical companies;
- to promote the development of the petrochemical industry in China through the production of a broad variety of outstanding products; and
- to practice advanced, scientific management and apply flexible business principles, and to develop overseas markets for our products so that we and our shareholders receive reasonable economic benefits.

Our scope of business is limited to matters approved by Chinese authorities. Article 12 provides that our primary business scope includes:

Refining crude oil, petroleum products, petrochemical products, synthetic fibers and monomers, plastic products, raw materials for knitting and textile products, preparation of catalysts and recover waste catalysts, power, heat, water and gas supply, water treatment, railway cargo loading and unloading, inland water transport, wharf operation, warehousing, design, research and development, technology development, transfer, consultancy and other services, property management, lease of self-owned premises, internal staff training, design and fabrication of various advertisements, and release of advertisements on self-owned media (administrative license should be obtained when required). We may adjust these subject to approval by governmental authorities.

The following discussion primarily concerns our shares and the rights of our shareholders. Holders of our ADSs will not be treated as our shareholders and will be required to surrender their ADSs for cancellation and withdrawal from the depositary facility in which the H shares are held in order to exercise shareholder rights in respect of H shares.

Domestic shares and overseas-listed foreign invested H shares are both ordinary shares in our share capital. Domestic shares are shares we issue to domestic Chinese investors for subscription in Renminbi, while H shares are shares we issue for subscription in other currencies to investors from Hong Kong, Macau, Taiwan and outside of China.

Sources of Shareholders Rights

China s legal system is based on written statutes and is a system in which decided legal cases have little precedent value. China s legal system is similar to civil law systems in this regard. In 1979, China began the process of developing its legal system by undertaking to promulgate a comprehensive system of laws. In December 1993, the Standing Committee of the 8th National People s Congress adopted the Chinese Company Law. Although the Chinese Company Law is expected to serve as the core of a body of regulatory measures, which will impose a uniform standard of corporate behavior on companies and their directors and shareholders, only a limited portion of this body of regulatory measures has so far been promulgated.

Currently, the primary sources of shareholder rights are the Articles of Association, the Chinese Company Law and the HKSE listing rules, which, among other things, impose standards of conduct, fairness and disclosure on us, our directors and our controlling shareholder. To facilitate the offering and listing of shares of Chinese companies overseas, and to regulate the behavior of companies whose shares are listed overseas, the former State Council Securities Committee and the former State Commission for Restructuring the Economic System issued the Mandatory Provisions for articles of association of Companies Listing Overseas on August 27, 1994. These provisions have been incorporated into our Articles of Association and any amendment to those provisions will only become effective after approval by the companies approval department authorized by the State.

In addition, upon the listing of and for so long as the H shares are listed on the HKSE, we will be subject to those relevant ordinances, rules and regulations applicable to companies listed on the HKSE, the Securities and Futures Ordinance and the Codes on Takeovers and Mergers and Share Repurchases.

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Unless otherwise specified, all rights, obligations and protections discussed below derive from our Articles of Association and/or the Chinese Company Law.

Enforceability of Shareholders Rights

There has not been any public disclosure in relation to the enforcement by holders of H shares of their rights under the charter documents of joint stock limited companies or the Chinese Company Law or in the application or interpretation of the Chinese or Hong Kong regulatory provisions applicable to Chinese joint stock limited companies.

In most states of the United States, shareholders may sue a corporation derivatively . A derivative suit involves the commencement by a shareholder of a corporate cause of action against persons who have allegedly wronged the corporation, where the corporation itself has failed to enforce the claims directly. This would include suits against corporate officers, directors, or the controlling shareholder. This type of action is brought based upon a primary right of the corporation, but is asserted by a shareholder on behalf of the corporation. In accordance with the Company Law of the People s Republic of China, if a company incurs losses due to the violation of any provision of laws, administrative regulations or the company s articles of association by any of its directors, supervisors and officers during his/her discharge of duties entrusted by the company, or due to any other person s infringement of the company s legal rights or interests, the shareholders of the company may take legal action before a court under the Company Law of the People s Republic of China.

Our Articles of Association provide that all differences or claims

- between a holder of H shares and us;

- between a holder of H shares and any of our directors, supervisors, manager or other senior officers; or

- between a holder of H shares and a holder of domestic shares,

involving any right or obligation provided in the Articles of Association, the Chinese Company Law or any other relevant law or administrative regulation which concerns our affairs must, with certain exceptions, be referred to arbitration at either the China International Economic and Trade Arbitration Commission in China or the Hong Kong International Arbitration Center. Our Articles of Association also provide that the arbitration will be final and conclusive. On June 21, 1999, an arrangement was made between Hong Kong and China for the summary mutual enforcement of each other s arbitration awards in a manner consistent with the United Nations Convention on the Recognition and Enforcement of Foreign Arbitral Awards and practices that occurred before the handover of Hong Kong to China. This arrangement was approved by the Supreme Court of China and the Hong Kong Legislative Council, and became effective on February 1, 2000.

All of our directors and officers reside outside the United States (principally in China) and substantially all of our assets and of those persons are located outside the United States. Therefore, you may not be able to effect service of process within the United States against any of those persons. In addition, China does not have treaties providing for the reciprocal recognition and enforcement of judgments of courts within the United States or most other countries that are members of the Organization for Economic Cooperation and Development. This means that administrative actions brought by regulatory authorities such as the Securities and Exchange Commission, and other actions which result in foreign court judgments could only be enforced in China if the judgments or rulings do not violate the basic principles of the law of China or the sovereignty, security and social public interest of the society of China, as determined by a People s Court of China which has jurisdiction for recognition and enforcement of judgments. We have been advised by our Chinese counsel, Haiwen & Partners, that there is doubt as to the enforceability in China of any actions to enforce judgments of United States courts arising out of or based on the ownership of our H shares or ADSs, including judgments arising out of or based on the civil liability provisions of United States federal or state securities laws.

Restrictions on Transferability and the Share Register

All fully paid up H shares will be freely transferable in accordance with the Articles of Association unless otherwise prescribed by law and/or administrative regulations. Under current laws and regulations, H shares may be traded only among investors who are not Chinese persons, and may not be sold to Chinese investors. Consequences under Chinese law of a purported transfer of H shares to Chinese investors are unclear.

As provided in our Articles of Association, we may refuse to register a transfer of H shares without providing any reason unless:

all relevant transfer fees and stamp duties are paid;

the instrument of transfer is accompanied by the share certificates to which it relates and any other evidence reasonably required by our board to prove the transferor s right to make the transfer;

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- there are no more than four joint holders as transferees; and
- the H shares are free from any lien of ours.

Additionally, no transfers of shares may be registered within the 30 days prior to a shareholders general meeting or within five days before we decide on the distribution of dividends.

We are required to keep a register of our shareholders which shall be comprised of various parts, including one part which is to be maintained in Hong Kong in relation to H shares listed on the HKSE. Shareholders have the right to inspect the share register. For a reasonable fee, shareholders may copy any part of the share register, obtain background information regarding our directors, supervisors, manager and other senior officers, minutes of shareholder general meetings and reports regarding our share capital and any share repurchases in the prior year.

Dividends

Upon approval by ordinary resolution at a shareholders meeting, our Board of Directors may propose dividend distribution at any time. The Articles of Association permits dividends issued in the form of cash or shares. Special resolution of the shareholders general meeting is required for dividends issued in the form of shares.

Dividends may only be distributed, however, after allowance has been made for:

- recovery of losses, if any;
- allocations to the statutory common reserve fund; and
- allocations to a discretionary common reserve fund.

The Articles of Association require us to appoint on behalf of the holders of H shares a receiving agent which is registered as a trust corporation under the Trustee Ordinance of Hong Kong to receive dividends we declare in respect of the H shares on behalf of the H shareholders. The Articles of Association require that cash dividends and other distributions in respect of H shares be declared in Renminbi and paid by us in Hong Kong dollars while cash dividends and other distributions of the domestic shares shall be paid in Renminbi.

If we record no profit for the year, we may not normally distribute dividends for the year.

Dividend payments may be subject to Chinese withholding tax. See Item 10. Additional Information E. Taxation.

Voting Rights and Shareholders Meetings

Our board of directors must convene a shareholders annual general meeting once every year within six months from the end of the preceding financial year. Our board must convene an extraordinary general meeting within two months of the occurrence of any one of the following events:

- where the number of directors is less than five as required by the Chinese Company Law or two-thirds of the number specified in our Articles of Association;
- where our unrecovered losses reach one-third of the total amount of our share capital;

where shareholder(s) holding 10% or more of our issued and outstanding voting shares request(s) in writing; or

whenever our board deems necessary or our Supervisory Committee so requests.

Meetings of a special class of shareholders must be called in specified situations when the rights of the holders of that class of shares may be varied or abrogated, as discussed below. The Board of Directors, the Supervisory Committee, and shareholders individually or collectively holding 3% or more of our total voting shares are entitled to make written proposals to a shareholders meeting. Shareholders individually or collectively holding more than 3% of our total shares may submit written interim proposals to the convener of a shareholders meeting ten days before the meeting.

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All shareholders meetings must be convened by our board by notice given to shareholders by personal service, mail or announcement in the newspaper not less than 45 days before the meeting. Based on the written replies we receive 20 days before a shareholders meeting, we will calculate the number of voting shares represented by shareholders who have indicated that they intend to attend the meeting. We can convene the shareholders general meeting if the number of voting shares represented by those shareholders is more than one-half of our total voting shares. Otherwise, we shall, within five days, inform the shareholders again of the motions to be considered and the date and venue of the meeting by way of public announcement. After the announcement is made, the shareholders meeting may be convened. Our accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, a shareholder will not invalidate the proceedings at that shareholders meeting. However, an extraordinary shareholders meeting cannot conduct any business not contained in the notice of meeting.

Shareholders at meetings have the power, among other things, to decide on our operational policies and investment plans, to approve or reject our proposed annual budget, approve our profit distribution plans, an increase or decrease in share capital, the issuance of debentures, our merger or liquidation and any amendment to our Articles of Association. Shareholders also have the right to review any proposals by a shareholder owning 3% or more of our shares.

In general, holders of H shares and domestic shares vote together as a single class at all meetings and on all matters. However, the rights of a class of shareholders may not be varied or abrogated, unless approved by both a special resolution of all shareholders at a general shareholders meeting and by a special resolution of shareholders of that class of shares at a separate meeting. Our Articles of Association specify, without limitation, that the following amendments would be deemed to be a variation or abrogation of the rights of a class of shareholders:

- increasing or decreasing the number of shares of a class or of a class having voting or distribution rights or privileges equal or superior to that class;
- removing or reducing rights to receive dividends in a particular currency;
- creating shares with voting or distribution rights superior to shares of that class;
- restricting or adding restrictions to the transfer of ownership of shares of that class;
- allotting and issuing rights to subscribe for, or to convert into, shares of that class or another class;
- increasing the rights or privileges of any other class; or
- modifying the provision of our Articles of Association that specifies which amendments would be deemed a variation or abrogation of the rights of a class of shareholder.

For votes on any of these matters, or any other matter that would vary or abrogate the rights of the domestic shares or H shares, the holders of domestic shares and H shares are deemed to be separate classes and vote separately. However, Interested Shareholders are not entitled to vote at class meetings. The meaning of Interested Shareholder depends on the proposal to be voted on at the class meeting:

- If the proposal is for us to repurchase our shares either from all shareholders proportionately or by purchasing share on a stock exchange, an Interested Shareholder is our controlling shareholder;

- If the proposal is for us to repurchase our shares from a shareholder by a private contract, an Interested Shareholder is the shareholder whose shares would be repurchased;

- If the proposal is for our restructuring, an Interested Shareholder is any shareholder that has an interest in the restructuring different from the other shareholders of the class or who bears a burden under the proposed restructuring that is less than proportionate to his shareholdings of the class.

Our Articles of Association specifically provide that an issue of up to 20% of domestic and H shares would not be a variation or abrogation of the rights of domestic shareholders or H shareholders, therefore, separate approval of the domestic shareholders or H Shareholders would not be required.

Each share is entitled to one vote on all matters submitted to a vote of our shareholders at all shareholders meetings, except for meetings of a special class of shareholders where only holders of shares of the affected class are entitled to vote on the basis of one vote per share of the affected class.

Shareholders are entitled to attend and vote at meetings either in person or by proxy. Proxy authorization forms must be in writing and deposited at our company s principal offices, or at such other place specified in the notice of shareholders meeting not less than 24 hours before the time that such meeting will be held or the time appointed for passing upon the relevant resolutions. If a proxy authorization form is signed by a third party on behalf of the relevant shareholder, then such proxy authorization form must be accompanied by the signature authorization letter or other such document authorizing such third party to sign on behalf of the shareholder.

Except for those actions discussed below, which require supermajority votes, or special resolutions, resolutions of the shareholders are passed by a simple majority of the voting shares held by shareholders who are present in person or by proxy. Special resolutions must be passed by more than two-thirds of the voting rights represented by shareholders who are present in person or by proxy.

The following decisions must be adopted by special resolution:

- an increase or reduction of our share capital or the issue of shares of any class, warrants and other similar securities;
- the issue of our debentures;
- our division, merger, dissolution and liquidation;
- amendments to our Articles of Association;
- significant acquisition or disposal of material assets or provision of guarantees conducted within the period of one year with a value exceeding 30% of our latest audited total assets;
- share incentive schemes; and
- any other matters considered by the shareholders in a general meeting and which they have resolved by way of an ordinary resolution to be material and should be adopted by special resolution.

All other actions taken by the shareholders, including the appointment and removal of our directors and independent auditors and the declaration of normal dividend payments, will be decided by an ordinary resolution of the shareholders.

Our listing agreement with the HKSE provides that we may not permit amendments to certain sections of our Articles of Association that are subject to the Mandatory Provisions. These sections include provisions relating to (i) varying the rights of existing classes of shares, (ii) voting rights, (iii) our ability to purchase our own shares, (iv) rights of minority shareholders and (v) procedures on liquidation. In addition, certain amendments to the Articles of Association require the approval and assent of Chinese authorities.

Board of Directors

Our Articles of Association authorize up to 12 directors. Directors are elected by shareholders at a general meeting for a three year term from among candidates nominated by the board of directors or by shareholders holding 3% or more of our shares (independent directors may be nominated by shareholders each holding 1% or more of our shares). Because our directors do not serve staggered terms, the entire board of directors will stand for election, and could be replaced, every three years. Our directors are not required to hold any shares in us, and there is no age limit requirement for the retirement or non- retirement of our directors.

In addition to obligations imposed by laws, administrative regulations or the listing rules of the stock exchanges on which our shares are listed, the Articles of Association place on each of our directors, supervisors, manager and any other senior officers a duty to each shareholder, in the exercise of our functions and powers entrusted to them:

- not to cause us to exceed the scope of business stipulated in our business license;

- to act honestly in what he considers our best interests;
- not to expropriate our assets in any way, including (without limitation) usurpation of opportunities which may benefit us; and
- not to expropriate the individual rights of shareholders, including (without limitation) rights to distributions and voting rights, except according to a restructuring which has been submitted to the shareholders for their approval in accordance with the Articles of Association.

Our Articles of Association further place on each of our directors, supervisors, manager and other senior officers:

- a duty, in the exercise of their powers and discharge of their duties, to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances;
- a fiduciary obligation, in the discharge of his duties, not to place himself or herself in a position where his or her interests may conflict with his or her duty to us; and
- a duty not to cause a person or an organization related or connected to him or her in specified relationships to do what they are prohibited from doing.

We pay all expenses that our directors incur for their services as directors. Directors also receive compensation for their services under service contracts that are negotiated by the board of directors and approved by the shareholders.

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Subject to the stipulations of relevant laws and regulations, the shareholders in a general meeting may by ordinary resolution remove any director before the expiration of his term of office. Except for the restrictions placed on the controlling shareholder, discussed below, our shareholders in general meeting have the power to relieve a director or supervisor from liability for specific breaches of duty.

Cumulative voting is required for a meeting of shareholders held for the election of two or more of our directors or supervisors as long as more than 30% of our outstanding shares are held by a single shareholder. Cumulative voting allows shareholders to cast a number of votes for a candidate equal to the number of shares held multiplied by the number of directors being elected at the shareholders meeting. If a shareholder attempts to cast more votes than he is entitled to under this system, all of the shareholder s votes will be invalid and will be deemed an abstention.

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More than one third of our directors of board must be independent from our shareholders and not hold any office with us (each, Independent Director). At least one Independent Director must be an accounting professional and all Independent Directors must possess a basic knowledge of the operations of a listed company and be familiar with relevant laws and rules and have at least five years working experience in law, economics or other area required for the fulfillment of responsibilities as an Independent Director. Independent Directors may not serve for terms exceeding six years. In addition, there are specific persons who are disqualified from acting as Independent Director. These include:

- immediate family members of persons who work for us or our associated entities;
- persons or their immediate family who hold one percent or more of our shares or are among our ten largest shareholders;
- any persons that satisfied the foregoing conditions within the past one year;
- persons providing financial, legal, consultation or other services to us or our associated entities;
- persons who already serve as Independent Director for five other listed companies; and
- anyone identified by the CSRC as unsuitable for serving as an Independent Director.

If the resignation of an Independent Director would cause our Board of Directors to have less than one third Independent Directors, the resignation will only become effective after a new Independent Director has been appointed.

Our Board will be required to meet at least four times each year. Directors who miss two consecutive Board meetings without appointing an alternate director to attend on their behalf will be proposed for removal at the next shareholders meeting, provided that Independent Directors may miss three consecutive meetings in person before being proposed for removal.

Directors may not vote on any matter in which he has a material interest, nor will he be counted for purposes of forming a quorum on such a matter.

Board resolutions are passed by a simple majority of the Directors except for the following matters which require the consent of more than two thirds of the Directors:

- proposals for our financial policies;
- the increase or reduction of our registered capital;
- the issue of securities of any kind and their listing;
- any repurchase of our shares;
- significant acquisitions or disposals;

- our merger, division or dissolution; and
- any amendment to our Articles of Association.

Our Board of Directors or Supervisory Committee may nominate candidates for our Board of Directors and Supervisory Committee. In addition, shareholders holding one percent or more of our shares have the right to nominate candidates for Independent Director or Independent Supervisor and shareholders holding three percent or more of our shares have the right to nominate other candidates for Director or Supervisor. For candidates for Director, the nominator and candidates will be responsible for providing truthful and complete information about the candidate for disclosure. Candidates for Independent Director must publicly declare that there does not exist any relationship between himself and us that may influence his independent, objective judgment. The CSRC may veto any candidate for Independent Director.

Any material connected transactions are subject to prior approval by our Independent Directors. Connected transactions are those defined by the HKSE and by Chinese rules and regulations, but would generally include transactions with any of the following:

- any company that, directly or indirectly, controls us or is under common control with us;
- any shareholders owning 5% or more of our shares;
- our directors, supervisors and other senior management;
- any of our key technical personnel or key technology suppliers; and
- any close relative or associate of any of the above.

Our independent directors can also propose to the Board of Directors the appointment or removal of our auditors, the convening of a Board meeting, independently appoint external auditors, solicit votes from shareholders and report circumstances directly to shareholders, Chinese securities regulatory authorities or other government departments. Two or more may request that the Board convene an extraordinary meeting of shareholders.

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Our Independent Directors will have to express their opinion on specified matters to the Board or to the shareholders at a shareholders meeting, either by a single unanimous statement or individually. These matters are:

- the nomination, removal and remuneration of directors or senior management;
- any major loans or financial transactions with our shareholders or related enterprises and whether we have taken adequate steps to ensure repayment;
- matters that the Independent Director believes may harm the rights and interests of minority shareholders; and
- any other matter that they are required to opine on by applicable law or rules.

These opinions must be expressed as either, agree, qualified agreement, opposition or unable to form an opinion. All but agreement must also be accompanied by a supporting explanation. If public disclosure of the matter is required, we must also disclose the opinions of our Independent Directors.

Any Independent Director may engage independent institutions to provide independent opinions as the basis of their decision. We must arrange the engagement and bear any costs.

Supervisory Committee

The Supervisory Committee is responsible for supervising our directors and senior officers and preventing them from abusing their positions and powers or infringing upon the rights and interests of our company or those of our shareholders and employees. The Supervisory Committee has no power over the decisions or actions of our directors or officers except for requesting the directors or officers to correct any acts that are harmful to our interests. The Supervisory Committee is composed of seven members appointed for a three year term. It has the right to:

- attend the meetings of our board of directors;
- inspect our financial affairs;
- supervise and evaluate the conduct of our directors, general manager and other senior officers in order to determine whether they violate any laws, regulations or the Articles of Association in performing their duties;
- require our directors, general manager or other senior officers to correct any act harmful to our interests and those of our shareholders and employees;
- verify financial reports, accounting reports, business reports, profit distribution plans and other financial information proposed to be tabled at the shareholders general meeting, and entrust registered accountants and practicing accountants to re-review such documents upon its discovery of any problems;
- require the board of directors to convene an extraordinary general meeting of shareholders;

- represent us in negotiations with directors or in initiating legal proceedings against a director on our company s behalf;

- conduct investigation into any identified irregularities in our operations, and where necessary, to engage accountants, legal advisers or other professionals to assist in the investigation; and

- any other matters authorized by the Articles of Association.

One third of our Supervisory Committee members must be employee representatives appointed by our employees. The remaining members are appointed by the shareholders in a general meeting, provided that our directors, general manager and senior officers are not eligible to serve as supervisors. The Supervisory Committee must meet at least four times a year. Decisions of the Supervisory Committee can be passed by the consents of over two thirds of all the supervisors. We will pay all reasonable expenses incurred by the Supervisory Committee in appointing professional advisors, such as lawyers, accountants or auditors.

Liquidation Rights

In the event of our liquidation, payment of borrowings out of our remaining assets will be made in the order of priority prescribed by applicable laws and regulations. After payment of borrowings, we will distribute the remaining property to shareholders according to the class and proportion of their shareholdings. For this purpose, the H shares will rank equally with the domestic shares.

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Obligation of Shareholders

Shareholders are not obligated to make any further contributions to our share capital other than as agreed by the subscriber of the relevant shares on subscription. This provision means that holders of ADSs will also not be obligated to make further contributions to our share capital.

Duration

We are organized as a stock limited company of indefinite duration.

Increase in Share Capital

The Articles of Association require that approval by a resolution of the shareholders be obtained prior to issuing new shares. New issues of shares must also be approved by the relevant Chinese authorities.

Reduction of Share Capital and Purchase by Us of Our Shares

We may reduce our registered share capital only upon obtaining the approval of the shareholders and, when applicable, relevant Chinese authorities. Repurchases may be made either by way of a general offer to all shareholders in proportion to their shareholdings, by purchasing our shares on a stock exchange or by an off-market contract with shareholders.

Restrictions on Large or Controlling Shareholders

Our Articles of Association provide that, in addition to any obligation imposed by laws and administrative regulations or required by the listing rules of the stock exchanges on which our shares are listed, a controlling shareholder cannot exercise voting rights in a manner prejudicial to the interests of the shareholders generally or of some part of the shareholders:

- to relieve a director or supervisor from his or her duty to act honestly in our best interest;
- to approve the expropriation by a director or supervisor (for his or her own benefit or for the benefit of another person) of our assets in any way, including, without limitation, opportunities which may benefit us; or
- to approve the expropriation by a director or supervisor (for his or her own benefit or for the benefit of another person) of the individual rights of other shareholders, including, without limitation, rights to distributions and voting rights (but not according to a restructuring of our company which has been submitted for approval by the shareholders in a general meeting in accordance with our Articles of Association).

A controlling shareholder, however, will not be precluded by our Articles of Association or any laws and administrative regulations or the listing rules of the stock exchanges on which our shares are listed from voting on these matters.

A controlling shareholder is defined by our Articles of Association as any person who, acting alone or together with others:

- has the power to elect more than one-half of the board of directors;
- has the power to exercise, or to control the exercise of, 30% or more of our voting rights;
- holds 30% or more of our issued and outstanding shares; or

has *de facto* control of us in any other way.

Minutes, Accounts and Annual Report

Our shareholders may inspect copies of the minutes of the shareholders general meetings during our business hours free of charge. Shareholders are also entitled to receive copies of these minutes within seven days of receipt of the reasonable charges we may require.

Our fiscal year is the calendar year ending December 31. Each fiscal year, we must mail our financial report to shareholders not less than 21 days before the date of the shareholders annual general meeting. These and any interim financial statements must be prepared in accordance with Chinese accounting standards and, for so long as H shares are listed on the HKSE, must also be prepared in accordance with or reconciled to either Hong Kong accounting standards or international accounting standards. The financial statements must be approved by an ordinary resolution of the shareholders at the annual general meeting.

Independent auditors are appointed each year by the shareholders at the annual meeting.

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C. Material Contracts.

We have not entered into any material contracts other than in the ordinary course of business and other than those described in Item 4. Information on the Company or elsewhere in this annual report on Form 20-F.

D. Exchange Controls.

Our Articles of Association require that cash dividends on our H Shares be declared in Renminbi and paid in HK dollars. The Articles of Association further stipulate that such dividends must be converted to HK dollars at a rate equal to the average of the closing exchange rates for HK dollars as announced by the Chinese Foreign Exchange Trading Center for the calendar week preceding the date on which the dividends are declared.

The Renminbi currently is not a freely convertible currency. The SAFE, under supervision of the People s Bank of China (PBOC) controls the conversion of Renminbi into foreign currency. Chinese governmental policies were introduced in 1996 to reduce restrictions on the convertibility of Renminbi into foreign currency for current account items. In recent years, the Chinese government has gradually simplified and improved the foreign exchange administration policies in relation to capital items, such as the cancellation of foreign exchange registration and approval for domestic and overseas foreign direct investment. However, foreign exchange control over the capital items is not completely abolished. The limitations on foreign exchange could affect our ability to obtain foreign exchange through borrowings or equity financing, or to obtain foreign exchange for capital expenditures.

On July 21, 2005, the Chinese government changed its policy of pegging the Renminbi to the U.S. dollar. Under the new policy, the Renminbi is permitted to fluctuate within a narrow and managed band against a basket of certain foreign currencies. Since the adoption of this new policy, the value of the Renminbi has fluctuated daily within a narrow band, but overall has appreciated against the U.S. dollar. Nevertheless, the Chinese government continues to receive significant international pressure to further liberalize its currency policy which could result in a further and more significant appreciation in the value of the Renminbi against the U.S. dollar. The value of the Renminbi depreciated by 0.36% against the U.S. dollar in the year 2014.

While the impact of the foregoing developments is not entirely clear, it appears that the trend in the Chinese government s foreign exchange policy is toward easier convertibility of the Renminbi.

The holders of the ADSs will receive the HK dollar dividend payments in U.S. Dollars at conversion rates related to market rates and subject to fees as set forth in our Deposit Agreement with The Bank of New York Mellon, as Depositary. The HK dollar is currently linked to and trades within a narrow band against the U.S. dollar at a rate that does not deviate significantly from HK$7.80 = U.S.$1.00. The Hong Kong government has stated its intention to maintain such link, although there can be no guarantee that such link will be maintained.

E. Taxation

PRC Taxation

The following is a summary of those taxes, including withholding provisions, to which United States security holders are subject under existing Chinese laws and regulations. The summary is subject to changes in Chinese law, including changes that could have retroactive effect. The summary does not take into account or discuss the tax laws of any country other than China, nor does it take into account the individual circumstances of a security holder. This summary does not purport to be a complete technical analysis or an examination of all potential tax effects under such laws and regulations.

Tax on Dividends

For an Individual Investor

According to the Individual Income Tax Law of the People s Republic of China, as amended on December 29, 2007 (the Individual Income Tax Law) dividends paid by Chinese companies to individual investors are subject to Chinese withholding tax at a flat rate of 20%. As for a foreign individual investor that neither has a domicile nor resides in China, or that has no domicile and has resided in China for no more than one year, the dividends received by such an investor in China are generally subject to a withholding tax at a flat rate of 20% under the individual income tax law, subject to exemption or reduction by an applicable income tax treaty. According to the State Administration of Taxation s tax treatments with regard to the dividends of H shares paid by onshore non-foreign invested enterprises listed on HKEx, we will withhold and pay the individual income tax at the tax rate of 10% for individual shareholders who are residents of Hong Kong, Macau, or countries which have entered into tax treaties with mainland China, which provide for a 10% dividends tax rate, and we will temporarily withhold and pay the individual income tax at the tax rate of 10% for individual shareholders who are residents of countries which have entered into tax treaties with mainland China, which provide for a less than 10% dividends tax rate. Shareholders of H Shares may directly or through our Company apply to the in-charge tax authority for the preferential treatments provided by the relevant tax treaties. Upon the approval by the in-charge tax authority, the excessive amount being paid will be refunded. For individual shareholders who are residents of countries which have entered into tax treaties with mainland China providing for a more than 10% but less than 20% dividends tax rate, we will withhold and pay the individual income tax at the specific tax rate required therein. We will withhold and pay the individual income tax at the dividends tax rate of 20% for individual shareholders who are residents of countries which have not entered into any forms of tax treaties with mainland China or in circumstances other than above described.

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For a Corporation

According to the Enterprise Income Tax Law of the People s Republic of China (Enterprise Income Tax Law) and its implementation rules, effective January 1, 2008, dividends by Chinese resident enterprises to non-resident enterprises are ordinarily subject to a Chinese withholding tax levied at a flat rate of 10%. For purposes of the Enterprise Income Tax Law, a Chinese resident enterprise is an enterprise which is either (i) set up in China in accordance with PRC laws or (ii) set up in accordance with the laws of a foreign country (region) but whose actual administrative headquarters is in China. For purposes of the Enterprise Income Tax Law, a non-resident enterprise is an enterprise which is set up in accordance with the laws of a foreign country (region) and whose actual administrative headquarters is located outside China but which has either (i) set up a legal presence in China or (ii) has income originating from China despite not having formally set up a legal presence in China. The State Administration of Taxation issued a *Circular on Issues Relating to the Withholding of Enterprise Income Tax for Dividends Distributed by Resident Enterprises in China to Non-resident Enterprises Holding H-shares of the Enterprises* (Guo Shui Han [2008] No. 897)(Circular No. 897) on November 6, 2008, which further clarifies that Chinese resident enterprises should, in distributing dividends for 2008 or any year hereafter to non-resident enterprises holding H-shares of the Chinese resident enterprise, withhold enterprise income tax for such dividends at a tax rate of 10%. After receiving dividends, non-resident enterprises holding H-shares of any Chinese resident enterprise can, on their own or through an agent, file an application to the relevant taxation authorities for such dividends to be covered by any applicable tax treaty (or other arrangement). The relevant taxation authorities should, upon reviewing and verifying the application and supporting materials to be correct, refund the difference between the tax levied and the tax payable calculated at a tax rate specified by the applicable tax treaty (or other arrangement).

Capital Gains Tax

For an Individual Investor

So far as we are aware, in practice, capital gains derived by a foreign individual investor from the sale of overseas-listed shares are temporarily exempted from individual income tax.

For a Corporation

According to the Enterprise Income Tax Law and its implementation rules, a non-resident enterprise is subject to a 10% withholding tax for capital gains derived from the disposal of overseas-listed shares unless such payment is exempted or deducted pursuant to applicable double taxation treaties or otherwise. According to the Circular issued by the State Administration of Taxation on Issues regarding Income Tax Payable by Foreign Invested Enterprises, Foreign Enterprises and Individuals for Capital Gains Derived from the Disposal of Shares (Equity Interests) and Dividends (Guoshuifa [1993] No. 45), capital gains derived by a non-resident enterprise from the disposal of overseas-listed shares are temporarily exempted from withholding tax in China. However, this circular has been revoked in 2011. Therefore, technically, PRC withholding tax should be applied to non-resident enterprises on capital gains derived from the disposal of overseas-listed shares unless it is tax exempted under the applicable double tax treaty. So far as we are aware, practically, there is no consistent enforcement of the collection of such withholding tax in China at current stage. However, we are aware of cases where the PRC tax authorities try to levy PRC withholding tax when they became aware of the disposal of the overseas-listed shares that the profits from the disposal of shares are derived from China.

Tax Treaties

China has an income tax treaty with the United States that currently limits the rate of Chinese withholding tax to 10% for dividends paid to individuals and corporations that qualify for treaty benefits. However, this treaty does not offer reduced tax rates for capital gains.

However, if certain conditions under the double tax treaty are satisfied (*e.g.*, the shareholding in H-shares is less than 25% and the H-share company is not land rich), the capital gains may be exempted from the 10% PRC withholding tax.

Stamp Tax

While no express exemption exists for the imposition of Chinese stamp tax on transfers of Overseas Shares pursuant to the Provisional Regulations of the People s Republic of China Concerning Stamp Tax effective on July 1, 1989, we are not aware of any circumstance under which Chinese stamp tax has actually been imposed on the transfer of Overseas Shares.

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Estate or Gift Tax

China does not currently impose any estate or gift tax.

U.S. Taxation

The following is a summary of the material U.S. federal income tax consequences of the ownership and disposition of H Shares or ADSs to U.S. Holders (as defined below). The following discussion is not exhaustive of all possible tax considerations. This summary is based upon the Internal Revenue Code of 1986, as amended (the Code), regulations promulgated under the Code by the U.S. Treasury Department (including proposed and temporary regulations), rulings, current administrative interpretations and official pronouncements of the Internal Revenue Service (IRS), and judicial decisions, all as currently available and all of which are subject to differing interpretations or to change, possibly with retroactive effect. Such change could materially and adversely affect the tax consequences described below. No assurance can be given that the IRS will not assert, or that a court will not sustain, a position contrary to any of the tax consequences described below.

This discussion does not address state, local, or foreign tax consequences, or the net investment income tax consequences, of the ownership and disposition of H Shares or ADSs. (See PRC Taxation above).

This summary is for general information only and does not address all aspects of U.S. federal income taxation that may be important to a particular holder in light of its investment or tax circumstances or to holders subject to special tax rules, such as: banks; financial institutions; insurance companies; dealers in stocks, securities, or currencies; entities treated as partnerships for U.S. federal income taxes or partners therein; traders in securities that elect to use a mark-to-market method of accounting for their securities holdings; tax-exempt organizations; real estate investment trusts; regulated investment companies; qualified retirement plans, individual retirement accounts, and other tax-deferred accounts; expatriates of the United States; persons subject to the alternative minimum tax; persons holding H Shares or ADSs as part of a straddle, hedge, conversion transaction, or other integrated transaction; persons who acquired H Shares or ADSs pursuant to the exercise of any employee stock option or otherwise as compensation for services; persons actually or constructively holding 10% or more of our voting stock; and U.S. Holders (as defined below) whose functional currency is other than the U.S. dollar.

This discussion is not a comprehensive description of all of the U.S. federal tax consequences that may be relevant with respect to the ownership and disposition of H Shares or ADSs. We urge you to consult your own tax advisor regarding your particular circumstances and the U.S. federal income and estate tax consequences to you of owning and disposing of H Shares or ADSs, as well as any tax consequences arising under the laws of any state, local, or foreign or other tax jurisdiction and the possible effects of changes in U.S. federal or other tax laws.

This summary is directed solely to U.S. Holders (defined below) who hold their H Shares or ADSs as capital assets within the meaning of Section 1221 of the Code, which generally means as property held for investment. For purposes of this discussion, the term U.S. Holder means a beneficial owner of H Shares or ADSs that is any of the following:

- a citizen or resident of the United States or someone treated as a U.S. citizen or resident for U.S. federal income tax purposes;

- a corporation (or other entity taxable as a corporation for U.S. federal income tax purposes) created or organized in or under the laws of the United States, any state thereof, or the District of Columbia; or

- a trust or estate, the income of which is subject to U.S. federal income taxation regardless of its source.

ADSs

As it relates to the ADSs, this discussion is based in part upon the representations of the depositary and the assumption that each obligation in the deposit agreement and any related agreement will be performed in accordance with its terms.

Generally, a holder of ADSs will be treated as the owner of the underlying H Shares represented by those ADSs for U.S. federal income tax purposes. Accordingly, no gain or loss will be recognized if the holder exchanges ADSs for the underlying H Shares represented by those ADSs. The holder s adjusted tax basis in the H Shares will be the same as the adjusted tax basis of the ADSs surrendered in exchange therefor, and the holding period for the H Shares will include the holding period for the surrendered ADSs.

TAXATION OF U.S. HOLDERS

The discussion in Distributions on H Shares or ADSs and Dispositions of H Shares or ADSs below assumes that we will not be treated as a PFIC for U.S. federal income tax purposes. For a discussion of the rules that apply if we are treated as a PFIC, see the discussion in Passive Foreign Investment Company below.

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Distributions on H Shares or ADSs

General. Subject to the discussion in Passive Foreign Investment Company below, if you actually or constructively receive a distribution on H Shares or ADSs, you must include the distribution in gross income as a taxable dividend on the date of your (or in the case of ADSs, the depositary s) receipt of the distribution, but only to the extent of our current or accumulated earnings and profits, as calculated under U.S. federal income tax principles. Such amount must be included without reduction for any foreign taxes withheld. Dividends paid by us will not be eligible for the dividends received deduction allowed to corporations with respect to dividends received from certain domestic corporations. Dividends paid by us may or may not be eligible for preferential rates applicable to qualified dividend income, as described below.

To the extent a distribution exceeds our current and accumulated earnings and profits, it will be treated first as a non-taxable return of capital to the extent of your adjusted tax basis in the H Shares or ADSs, and thereafter as capital gain. Preferential tax rates for long term capital gain may be applicable to non-corporate U.S. Holders.

We do not intend to calculate our earnings and profits under U.S. federal income tax principles. Therefore, you should expect that a distribution generally will be reported as a dividend even if that distribution would otherwise be treated as a non-taxable return of capital or as capital gain under the rules described above.

Qualified Dividend Income. With respect to non-corporate U.S. Holders (*i.e*., individuals, trusts, and estates), dividends that are treated as qualified dividend income (QDI) are taxable at a maximum tax rate of 20%. Among other requirements, dividends generally will be treated as QDI if either (i) our H Shares or ADSs are readily tradable on an established securities market in the United States, or (ii) we are eligible for the benefits of a comprehensive income tax treaty with the United States which includes an information exchange program and which is determined to be satisfactory by the U.S. Treasury. It is expected that our ADSs will be readily tradable as a result of being listed on the NYSE.

In addition, for dividends to be treated as QDI, we must not be a PFIC (as discussed below) for either the taxable year in which the dividend was paid or the preceding taxable year. We do not believe that we were a PFIC for the preceding taxable year or will be a PFIC for the current taxable year. However, please see the discussion under Passive Foreign Investment Company below. Additionally, in order to qualify for QDI treatment, you generally must have held the H Shares or ADSs for more than 60 days during the 121-day period beginning 60 days prior to the ex-dividend date. However, your holding period will be reduced for any period during which the risk of loss is diminished.

Moreover, a dividend will not be treated as QDI to the extent you are under an obligation (whether pursuant to a short sale or otherwise) to make related payments with respect to positions in substantially similar or related property. Since the QDI rules are complex, you should consult your own tax advisor regarding the availability of the preferential tax rates for dividends paid on H Shares or ADSs.

Foreign Currency Distributions. A dividend paid in foreign currency (*e.g.*, Hong Kong dollars or Chinese Renminbi) must be included in your income as a U.S. dollar amount based on the exchange rate in effect on the date such dividend is received, regardless of whether the payment is in fact converted to U.S. Dollars. If the dividend is converted to U.S. Dollars on the date of receipt, you generally will not recognize a foreign currency gain or loss. However, if you convert the foreign currency to U.S. Dollars on a later date, you must include in income any gain or loss resulting from any exchange rate fluctuations. The gain or loss will be equal to the difference between (i) the U.S. dollar value of the amount you included in income when the dividend was received and (ii) the amount that you receive on the conversion of the foreign currency to U.S. Dollars. Such gain or loss generally will be ordinary income or loss and U.S. source for U.S. foreign tax credit purposes.

Foreign Tax Credits. Subject to certain conditions and limitations, any foreign taxes paid on or withheld from distributions from us and not refundable to you may be credited against your U.S. federal income tax liability or, alternatively, may be deducted from your taxable income. This election is made on a year-by-year basis and applies to all foreign taxes paid by you or withheld from you that year.

Distributions will constitute foreign source income for foreign tax credit limitation purposes. The foreign tax credit limitation is calculated separately with respect to specific classes of income. For this purpose, distributions characterized as dividends distributed by us generally will constitute passive category income or, in the case of certain U.S. Holders, general category income. Special limitations may apply if a dividend is treated as QDI (as defined above).

Since the rules governing foreign tax credits are complex, you should consult your own tax advisor regarding the availability of foreign tax credits in your particular circumstances.

Dispositions of H Shares or ADSs

Subject to the discussion in Passive Foreign Investment Company below, you generally will recognize taxable gain or loss realized on the sale or other taxable disposition of H Shares or ADSs equal to the difference between the U.S. dollar value of (i) the amount realized on the disposition (*i.e.*, the amount of cash plus the fair market value of any property received), and (ii) your adjusted tax basis in the H Shares or ADSs. Such gain or loss will be a capital gain or loss. Capital gain from the sale or other taxable disposition of H Shares or ADSs held by certain non-corporate U.S. Holders will be taxed at preferential rates if such H Shares or ADSs have been held for more than one year and certain other requirements are met. The deductibility of capital losses is subject to limitations. The gain or loss generally will be gain or loss from sources within the United States for U.S. foreign tax credit limitation purposes.

You should consult your own tax advisor regarding the U.S. federal income tax consequences if you receive currency other than U.S. Dollars upon the disposition of H Shares or ADSs.

Passive Foreign Investment Company

We generally will be a PFIC under Section 1297 of the Code if, for a taxable year, either (a) 75% or more of our gross income for such taxable year is passive income (the income test) or (b) 50% or more of the average percentage, generally determined by fair market value, of our assets during such taxable year either produce passive income or are held for the production of passive income (the asset test). Passive income includes, for example, dividends, interest, certain rents and royalties, certain gains from the sale of stock and securities, and certain gains from commodities transactions.

Certain look through rules apply for purposes of the income and asset tests described above. If we own, directly or indirectly, 25% or more of the total value of the outstanding shares of another corporation, we generally will be treated as if we (a) held directly a proportionate share of the other corporation s assets, and (b) received directly a proportionate share of the other corporation s income. In addition, passive income does not include any interest, dividends, rents, or royalties that are received or accrued by us from a related person (as defined in Section 954(d)(3) of the Code), to the extent such items are properly allocable to income of such related person that is not passive income.

Under the income and asset tests, whether or not we are a PFIC will be determined annually based upon the composition of our income and the composition and valuation of our assets, all of which are subject to change. In determining that we are not a PFIC, we are relying on a current valuation of our assets including goodwill, not reflected in our financial statements, and our projection of our income for the current year. We determine the value of our assets in large part by reference to the market value of our ordinary shares at the end of each quarter. We believe this valuation approach is reasonable. However, if the IRS successfully challenged our valuation of our assets, or if the market price of our ordinary shares were to fluctuate, it could result in our classification as a PFIC.

We do not believe that we are currently a PFIC. However, because the PFIC determination is highly fact intensive and made at the end of each taxable year, there can be no assurance that we will not be a PFIC for the current or any future taxable year or that the IRS will not challenge our determination concerning our PFIC status.

If we are a PFIC for any taxable year during which a U.S. Holder holds H Shares or ADSs, we generally will continue to be treated as a PFIC with respect to such holder for all succeeding years during which such holder holds H Shares or ADSs, regardless of whether we continue to meet the income or asset test. If we are classified as a PFIC, U.S. Holders could be subject to additional taxes and a special interest charge in respect of gain recognized on the sale or other disposition of such holder s H Shares or ADSs and upon the receipt of excess distributions (as defined in the Code). In addition, no distribution that U.S. Holders receive from us would qualify for taxation at the preferential rate discussed in Distributions on H Shares or ADSs above, if we were a PFIC for the taxable year of such distribution or for the preceding taxable year. Moreover, U.S. Holders may be required to file annual tax returns (including on Form 8621) containing such information as the U.S. Treasury requires.

Information reporting regarding specified foreign financial assets

Certain U.S. Holders who are individuals (and under proposed regulations, certain entities) may be required to report information relating to an interest in our H Shares or ADSs, subject to certain exceptions (including an exception for shares held in accounts maintained by U.S. financial institutions). U.S. Holders are urged to consult their tax advisors regarding their information reporting obligations, if any, with respect to their ownership and disposition of our H Shares or ADSs. In the event a U.S. Holder does not file such required reports, the statute of limitations on the assessment and collection of U.S. federal income taxes of such U.S. holder for the related tax year will not close before such report is filed.

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If you are a U.S. Holder, you are urged to consult with your own tax advisor regarding the application of the specified foreign financial assets information reporting requirements and related statute of limitations tolling provisions with respect to our H Shares and ADSs.

Information Reporting and Backup Withholding

Generally, information reporting requirements will apply to distributions on H Shares or ADSs or proceeds from the disposition of H Shares or ADSs paid within the United States (and, in certain cases, outside the United States) to a U.S. Holder unless such U.S. Holder is an exempt recipient, such as a corporation. Furthermore, backup withholding (currently at 28%) may apply to such amounts unless such U.S. Holder (i) is an exempt recipient that, if required, establishes its right to an exemption, or (ii) provides its taxpayer identification number, certifies that it is not currently subject to backup withholding, and complies with other applicable requirements.

A U.S. Holder may generally avoid backup withholding by furnishing a properly completed IRS Form W-9.

Backup withholding is not an additional tax. Rather, amounts withheld under the backup withholding rules may be credited against your U.S. federal income tax liability. Furthermore, you may obtain a refund of any excess amounts withheld by filing an appropriate claim for refund with the IRS and furnishing any required information in a timely manner.

F. Dividends and Paying Agents.

Not applicable.

G. Statement by Experts.

Not applicable.

H. Documents on Display.

We are subject to the periodic reporting and other informational requirements of the Securities Exchange Act of 1934, as amended, or the Exchange Act. Under the Exchange Act, we are required to file reports and other information with the Securities and Exchange Commission. Specifically, we are required to file annually a Form 20-F no later than four months after the close of each fiscal year, which is December 31 of each year. Copies of reports and other information, when so filed, may be inspected without charge and may be obtained at prescribed rates at the public reference facilities maintained by the Securities and Exchange Commission at 100 F Street, N.E., Washington, D.C. 20549. You can request copies of these documents upon payment of a duplicating fee, by writing to the SEC. Please call the SEC at 1-800-SEC-0330 for further information on the operation of the public reference rooms. The SEC also maintains a Web site at www.sec.gov that contains reports, proxy and information statements, and other information regarding registrants that make electronic filings with the SEC using its EDGAR system. As a foreign private issuer, we are exempt from the rules under the Exchange Act prescribing the furnishing and content of quarterly reports and proxy statements, and officers, directors and principal shareholders are exempt from the reporting and short- swing profit recovery provisions contained in Section 16 of the Exchange Act.

ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

Interest Rate Risk

We are subject to risk resulting from fluctuations in interest rates. Our borrowings are fixed and variable rate bank and other borrowings, with original maturities ranging from 1 to 5 years. Accordingly, fluctuations in interest rates can lead to significant fluctuations in the fair value of such debt instruments. We had no program of interest rate hedging activities and did not engage in any such activities in 2013 or 2014.

The following table provides information, by maturity date, regarding our interest rate sensitive financial instruments, which consist of fixed and variable rate short term and long term debt obligations, as of December 31, 2014 and 2013.

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	As of December 31, 2014						
	2015	2016	2017	2018	2019	Total Recorded Amount	Fair Value
	(RMB equivalent in thousands, except interest rates)						
Fixed rate bank and other loans							
In U.S. Dollars							
Average interest rate							
In RMB	99,000	1,000,000				1,099,000	1,099,000
Average interest rate(1)	4.68%	4.20%				4.24%	
Variable rate bank and other loans							
In U.S. Dollars	1,617,578	611,900				2,229,478	2,229,478
Average interest rate(1)	1.84%	1.83%				1.84%	
In Euro	424,979					424,979	424,979
Average interest rate(1)	1.16%					1.16%	
In RMB	1,936,638	20,780				1,957,418	1,957,418
Average interest rate(1)	5.59%	6.40%				5.60%	

(1) The average interest rates for variable rate bank and other loans are calculated based on the year end indices.

	As of December 31, 2013						
	2014	2015	2016	2017	2018	Total Recorded Amount	Fair Value
	(RMB equivalent in thousands, except interest rates)						
Fixed rate bank and other loans							
In U.S. Dollars							
Average interest rate							
In RMB	603,000					603,000	603,000
Average interest rate(1)	4.52%					4.52%	
Variable rate bank and other loans							
In U.S. Dollars	4,937,026					4,937,026	4,937,026
Average interest rate(1)	1.78%					1.78%	
In RMB	1,554,000		327,800	300,000		2,181,800	2,183,240
Average interest rate(1)	4.83%		5.81%	5.76%		5.11%	

(1) The average interest rates for variable rate bank and other loans are calculated based on the year end indices.

Exchange Rate Risk

We are also exposed to foreign currency exchange rate risk as a result of our foreign currency denominated short term borrowing and, to a limited extent, cash and cash equivalents denominated in foreign currencies. The following table provides information, by maturity date, regarding our foreign currency exchange rate sensitive financial instruments, which consist of cash and cash equivalents, short term debt obligations as of December 31, 2014 and 2013.

	As of December 31, 2014							
	2015	2016	2017	2018	2019	Thereafter	Total Recorded Amount	Fair Value
	(RMB equivalent in thousands, except interest rates)							
On-balance sheet financial instruments								
Cash and cash equivalents:								
In Hong Kong Dollars	990						990	990
In U.S. Dollars	32,418						32,418	32,418

In Euro							
In Japanese Yen							
In Swiss Frank							
Debt:							
Fixed rate bank and other loans in U.S. Dollars							
Average interest rate [(1)]							
Variable rate bank and other loans in U.S. Dollars	1,617,578	611,900				2,229,478	2,229,478
Average interest rate [(1)]	1.84%	1.83%				1.84%	
Variable rate bank and other loans in EURO	424,979					424,979	424,979
Average interest rate [(1)]	2.17%					2.17%	

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	As of December 31, 2013							
	2014	2015	2016	2017	2018	Thereafter	Total Recorded Amount	Fair Value
	(RMB equivalent in thousands, except interest rates)							
On-balance sheet financial instruments								
Cash and cash equivalents:								
In Hong Kong Dollars	750						750	750
In U.S. Dollars	3,318						3,318	3,318
In Euro								
In Japanese Yen								
In Swiss Frank								
Debt:								
Fixed rate bank and other loans in U.S. Dollars								
Average interest rate (1)								
Variable rate bank and other loans in U.S. Dollars	4,937,026						4,937,026	4,937,026
Average interest rate (1)	1.78%						1.78%	

(1) The average interest rates for variable rate bank and other loans are calculated based on the year end indices.

ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES.

In connection with our ADS program, a holder of our ADSs may have to pay, either directly or indirectly, certain fees and charges, as described in Item 12.D.3. In addition, we receive fees and other direct and indirect payments from The Bank of New York Mellon that are related to our ADS as described in Item 12.D.4.

12D.3 Fees and Charges that a holder of our ADSs May Have to Pay

The Bank of New York Mellon collects its fees for delivery and surrender of ADSs directly from investors depositing shares or surrendering ADSs for the purpose of withdrawal or from intermediaries acting for them. The Bank of New York Mellon also collects fees for making distributions to investors by deducting those fees from the amounts distributed or by selling a portion of distributable property to pay the fees. The Bank of New York Mellon may collect its annual fee for depositary services by deductions from cash distributions.

Persons depositing or withdrawing shares must pay:	For:
$5.00 (or less) per 100 ADSs (or portion of 100 ADSs)	Issuance and withdrawal of ADSs, including issuances resulting from a distribution of shares or rights or other property
A fee equivalent to the fee that would be payable if securities distributed to you had been shares and the shares had been deposited for issuance of ADSs	Distribution of securities distributed to holders of deposited securities which are distributed by The Bank of New York Mellon to ADS registered holders
A fee of $.05 (or less) per ADS (or portion thereof)	Any cash distribution made pursuant to the Deposit Agreement
Registration or transfer fees	Transfer and registration of shares on our share register to or from the name of the depositary or its agent when you deposit or withdraw shares
Expenses of The Bank of New York Mellon	Cable, telex and facsimile transmissions (when expressly provided in the Deposit Agreement); Converting foreign currency to U.S. Dollars As necessary

Taxes and other governmental charges The Bank of New York Mellon or the custodian have to pay on any ADS or share underlying an ADS, for example, stock transfer taxes, stamp duty or withholding taxes	
Any charges incurred by The Bank of New York Mellon or its agents for servicing the deposited securities	As necessary

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12D.4 Fees and Other Payments Made by the Bank of New York Mellon

From January 1, 2014 through March 31, 2015, a total of U.S.$3,208.07 was paid by the Bank of New York Mellon on our behalf for our ADSs program (primarily consisting of expenses related to our Annual General Meeting). The standard out-of-pocket maintenance costs for our ADSs program were U.S.$165,712.45, which have been waived by the Bank of New York Mellon.

PART II

ITEM 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES.

None.

ITEM 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS.

On May 11, 2011, we entered into an Amended and Restated Deposit Agreement with The Bank of New York Mellon, as Depositary (the Restated Deposit Agreement), and updated the form of American Depositary Receipt (the ADR) evidencing the ADSs issued under the terms of the Restated Deposit Agreement. The Restated Deposit Agreement restates our original Deposit Agreement with The Bank of New York (the predecessor of The Bank of New York Mellon), dated as of July 23, 1993 (as amended, the 1993 Deposit Agreement), in its entirety.

We and The Bank of New York Mellon entered into the Restated Deposit Agreement to modify the ADSs voting process and to bring our arrangements with The Bank of New York Mellon in line with the current customary market practice regarding depositary arrangements.

By the Restated Deposit Agreement, subject to the Depositary s obligation to notify the owner of ADSs of any meeting of holders of our shares or other deposited securities, and subject further to certain exceptions as provided therein, to the extent that no instructions are received by the Depositary from an owner of ADSs on or before the date established by the Depositary, the Depositary may deem instructions by the owner of the ADS have been given to give a discretionary proxy to a person designated by us to exercise voting rights in the meeting of holders of our shares or other deposited securities.

In addition, the Restated Deposit Agreement amends the 1993 Deposit Agreement, among other things, to (i) provide the American Depositary Shares may be uncertificated securities or certificated securities evidenced by ADRs, and (ii) change the fees and charges of the Depositary, see Item 12D.3 Fees and Charges that a holder of our ADSs May Have to Pay.

The foregoing descriptions of the Restated Deposit Agreement and the ADR do not purport to be complete and are qualified in their entirety by reference to the complete Restated Deposit Agreement and ADR which are incorporated herein by reference to Exhibit 2 and the forms filed on Form F-6 (File number 033-65616) on May 4, 2011.

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ITEM 15. CONTROLS AND PROCEDURES.

A. Evaluation of disclosure controls and procedures.

The term disclosure controls and procedures is defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act. These rules refer to the controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files under the Exchange Act is recorded, processed, summarized and reported within required time periods. This includes controls and procedures designed to ensure that information required to be disclosed is accumulated and communicated to our management, including our principal executive officer or officers and principal financial officer or officers, to allow timely decisions regarding required disclosure.

We maintain a written policy adopted by our board of directors that governs the collection, coordination and disclosure of information to our shareholders, the public and to governmental and other regulatory bodies. All such disclosures are coordinated by the Secretary to our Board of Directors and subject to execution by either the Chairman of our Board of Directors or, for disclosures by our Supervisory Committee, the Chairman of the Supervisory Committee. Under the policy, all material issues must be disclosed and our disclosures must be true, accurate, complete and timely without any false or misleading statements. Each of our departments and subsidiaries has their own supplemental policies which may be both written and unwritten.

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) of the Securities Exchange Act of 1934) as of the end of the fiscal year covered by this annual report. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of the fiscal year covered by this annual report, our disclosure controls and procedures were effective to ensure that information required to be disclosed in the reports we file under the Exchange Act is accumulated and communicated to the management to allow timely decisions to be made regarding required disclosures, and is recorded, processed, summarized and reported as and when required.

B. Management s Report on Internal Control over Financial Reporting.

Our management is accountable for establishing and maintaining effective internal control over financial reporting (as defined in Rules 13a-15(f) of the Securities Exchange Act of 1934). The Company s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

Because of its inherent limitations, internal control over financial reporting cannot provide absolute assurance of achieving financial reporting objectives and may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become ineffective because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Our management assessed the effectiveness of our internal control over financial reporting based upon the criteria established in *Internal Control-Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) as of December 31, 2014. Based on that evaluation, our management has concluded that our internal control over financial reporting was effective as of December 31, 2014 based on these criteria.

PwC, an independent registered public accounting firm, has audited the consolidated financial statements included in this annual report on Form 20-F and, as part of the audit, has issued a report, included herein, on the effectiveness of our internal control over financial reporting.

C. Report of Independent Registered Public Accounting Firm.

Our independent auditors have issued an audit report on the effectiveness of our internal control over financial reporting. This report appears on page F-2.

D. Changes in internal control over financial reporting.

For the year ended December 31, 2014, there have been no significant changes to our internal controls over financial reporting that have materially affected, or are reasonably likely to materially affect our internal control over financial reporting.

ITEM 16A. AUDIT COMMITTEE FINANCIAL EXPERT.

We currently have an audit committee financial expert, Cai Tingji, serving on our audit committee and he is an independent director as defined in 17 CFR 240.10A-3.

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ITEM 16B. CODE OF ETHICS.

We have not adopted a code of ethics as defined by the applicable U.S. securities regulations that applies to our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions since it is not a customary practice for a PRC company to adopt such code of ethics.

ITEM 16C. PRINCIPAL ACCOUNTANT FEES AND SERVICES.

The following table summarizes the fees charged by PwC, our principal accountant, for certain services rendered to us during 2013 and 2014.

	For the year ended December 31, (in thousands of RMB)	
	2013	2014
Audit fees (1)	7,800	7,800
Audit-related fees (2)		
Tax fees (3)		
All other fees (4)		
Total	7,800	7,800

(1) Audit fees means the aggregate fees billed in each of the fiscal years listed for professional services rendered by our principal auditors for the audit of our annual financial statements.

(2) Audit-related fees means the aggregate fees billed in each of the fiscal years listed for assurance and related services rendered by our principal auditors for the audit of our financial information.

(3) Tax fees means the aggregate fees billed in each of the fiscal years listed for professional services rendered by our principal auditors for tax compliance, tax advice and tax planning.

(4) All other fees means the aggregate fees billed in each of the fiscal years listed for products and services provided by the our principal accountant, other than the services reported under audit fees, audit-related fees and tax fees.

Audit Committee Pre-approval Policies and Procedures

Our audit committee has adopted procedures which set forth the manner in which the committee will review and approve all audit and non-audit services to be provided by PwC. The pre-approval procedures are as follows:

Any audit or non-audit service to be provided to us by the independent accountant must be (i) pre-approved by the audit committee; or (ii) pre-approved by one or several committee members designated by the committee and rectified by the audit committee.

ITEM 16D. EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES.

We have not been granted an exemption from the applicable listing standards for the audit committee of our board of directors.

ITEM 16E. PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS.

None.

ITEM 16F. CHANGE IN REGISTRANT S CERTIFYING ACCOUNTANT.

As previously reported in our annual report on Form 20-F filed with the SEC on April 30, 2013, on March 27, 2013, our board of directors approved the proposed change of our independent registered public accounting firm, KPMG, after the completion of the audit of our consolidated financial statements for the year ended December 31, 2012 and the effectiveness of our internal control over financial reporting as of December 31, 2012, based on recommendation from our audit committee. Such change in our principal accountants was due to the relevant regulations issued by the Ministry of Finance and the State-owned Assets Supervision and Administration Commission of the PRC. According to the relevant regulations, there are certain limits to the number of years for which an auditor may continuously undertake financial auditing work in respect of a state-owned enterprise and its subsidiaries. As a result, we were required not to re-appoint KPMG as our principal accountant for the year of 2013.

The audit reports of KPMG on our consolidated financial statements as of and for the fiscal years ended December 31, 2011 and 2012 contain no adverse opinion or disclaimer of opinion, and were not qualified or modified as to uncertainty, audit scope, or accounting principles.

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During the two fiscal years ended December 31, 2011 and 2012 and through April 30, 2013, there were no disagreements with KPMG on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements if not resolved to the satisfaction of KPMG, would have caused them to make reference to the subject matter of the disagreement in connection with their report, nor were there any reportable events (as defined in Item 16F(a)(1)(v) of Form 20-F).We provided a copy of the foregoing disclosure to KPMG and requested that KPMG furnish a letter addressed to the SEC stating whether or not KPMG agreed with such disclosure. A copy of the letter from KPMG addressed to the SEC, dated April 30, 2013, was filed as Exhibit 15.1 to our annual report on Form 20-F filed with the SEC on April 30, 2013.

In addition, as previously reported in our annual report on Form 20-F filed with the SEC on April 30, 2013, with the approvals of our board and the audit committee, we resolved to appoint PricewaterhouseCoopers and PricewaterhouseCoopers Zhong Tian CPAs Limited Company (the name has been changed to PricewaterhouseCoopers Zhong Tian LLP), or PwC, as our principal independent registered public accounting firm for the year of 2013. PwC s appointment was further approved by our shareholders at our 2012 annual general meeting.

During the two fiscal years ended December 31, 2011 and 2012 and through April 30, 2013, neither we nor anyone on our behalf consulted PwC regarding either (i) the application of accounting principles to a specified transaction, either completed or proposed; or the type of audit opinion that might be rendered on the registrant s financial statements, or (ii) any matter that was either the subject of a disagreement (as defined in Item 16F(a)(1)(iv) of Form 20-F and related instructions to Item 16-F of Form 20-F) with PwC or a reportable event (as described in Item 16F(a)(1)(v) of Form 20-F). Also, during the two fiscal years ended December 31, 2011 and 2012 and through April 30, 2013, we did not obtain any written report or oral advice that PwC concluded was an important factor considered by us in reaching a decision as to the accounting, auditing or financial reporting issue.

ITEM 16G. CORPORATE GOVERNANCE.

Set forth below is a summary of the significant differences between the corporate governance rules of the NYSE and those of the People s Republic of China for listed companies:

	NYSE Corporate Governance Rules	The Company s Corporate Governance Practices
		(which conform with the corporate governance rules for companies organized and listed in the People s Republic of China)
Director Independence	A listed company must have a majority of independent directors on its board of directors. The board of directors needs to affirmatively determine that the director has no material relationship with the listed company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the company). In addition, a director must meet certain standards to be deemed independent.	It is required in China that no less than 1/3rd of the board members of any listed company must be independent directors, and the listed company must set forth specific requirements for the qualification and election of independent directors in compliance with PRC laws. For example, an independent director shall not hold any other position in the listed company other than being a director and shall not be influenced by the main shareholders or the controlling persons of the listed company, or by any other entities or persons with whom the listed company has a significant relationship.

The Company has complied with the relevant Chinese corporate governance rules and has implemented internal rules governing the independence and responsibilities of independent directors. The Company determines the independence of independent directors every year.

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	The non-management directors of each listed company must meet at regularly scheduled executive sessions without management.	No similar requirements.
Nominating/Corporate Governance Committee	Listed companies must have a nominating/corporate governance committee composed entirely of independent directors.	The board of directors can establish a nominating committee if the shareholders pass resolutions to establish such a committee. A majority of the directors on the committee shall be independent directors, who shall act as the convener. The board of directors, which formulates relevant written guidelines with respect to the nomination of directors, has established a nominating committee with a majority of the members being independent directors.
	The nominating/corporate governance committee must have a written charter that addresses: (i) the committee s purpose and responsibilities - which, at minimum, must be to: identify individuals qualified to become board members, consistent with criteria approved by the board, and to select, or to recommend that the board select, the director nominees for the next annual meeting of shareholders; develop and recommend to the board a set of corporate governance guidelines applicable to the corporation; and oversee the evaluation of the board and management; and (ii) an annual performance evaluation of the committee.	Relevant responsibilities of the nominating committee are similar to those stipulated by the NYSE rules, but the main responsibilities do not include the research and recommendation of corporate governance guidelines, the supervision of the evaluation of the board of directors and management, or the annual evaluation of the committee.
Compensation Committee	Listed companies must have a compensation committee composed entirely of independent directors.	The board of directors can establish a compensation and assessment committee if the shareholders pass resolutions to establish such a committee. A majority of the directors on the committee shall be independent directors, who shall act as the convener.

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	The purposes and responsibilities of the compensation committee stated in its charter must include: (1) reviewing and approving the corporate goals and objectives associated the with the CEO s compensation, evaluate the performance of the CEO in fulfilling these goals and objectives, and, either as a committee or together with the other independent directors (as directed by the board), determine and approve the CEO s compensation level based on such evaluation; (2) making recommendations to the board with respect to non-CEO executive officer compensation, and incentive-compensation and equity-based plans that are subject to board approval; and (3) producing a committee report on executive compensation as required by the SEC to be included in the annual proxy statement or annual report filed with the SEC. The charter must also include the requirement for an annual performance evaluation of the compensation committee.	The responsibilities of the compensation and assessment committee include: (1) reviewing the standards for the evaluation of directors and management, evaluate directors and management and report the results of such evaluation to the board of directors; and (2) reviewing compensation policies and benefit plans for directors and executive officers. Unlike the NYSE rules, the PRC rules do not require the committee to produce a report on the executive compensation or make an annual performance evaluation of the committee. In addition, the compensation committee evaluates and reviews the compensation of directors as well as executive officers. The board of directors of the Company has established a compensation evaluation committee with a majority of the members being independent directors who act as the convener, and the committee has established a written charter complying with the domestic corporate governance rules.
Audit Committee	Listed companies must have an audit committee that satisfies the requirements of Rule 10A-3 of the Securities Exchange Act of 1934, as amended (the Exchange Act). It must have a minimum of three members, and all audit committee members must satisfy the requirements for independence set forth in Section 303A.02 of the NYSE Corporate Governance Rules and, in the absence of an applicable exemption, Rule 10A-3b(1) of the Exchange Act. The written charter of the audit committee must specify that the purpose of the audit committee is to assist the board oversight of the integrity of financial statements, the company s compliance with legal and regulatory requirements, the qualifications and independence of the independent auditors, the performance of the listed company s internal audit function and independent auditors. The written charter must also require the audit committee to prepare an audit committee report as required by the SEC to be included in the listed company s annual proxy statement	The board of directors of a listed company can, through the resolution of the shareholders meeting, establish an audit committee composed entirely of directors, of which the independent directors are the majority and act as the convener, and, at minimum, one independent director is an accounting professional. The purpose, authority and responsibilities of the audit committee are similar to those stipulated by the NYSE rules, but according to customary practices in China, the Company is not required to make an annual performance evaluation of the audit committee, and the audit committee is not required to prepare an audit report to be included in the Company s annual proxy statement. The board of directors of the Company has established an audit committee that satisfies Rule 10A-3 under the Securities Exchange Act of 1934, as amended and relevant domestic requirements. The audit committee has a written charter.

as well as an annual performance evaluation
of the audit committee.

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	The written charter must also address the duties and responsibilities of the audit committee as required under Section 303A.07 of the NYSE Corporate Governance Rules. Each listed company must maintain an internal audit function to provide management and the audit committee with ongoing assessments of the listed company s risk management processes and system of internal controls.	China has a similar regulatory provision, and the Company has an internal audit department.
Equity Compensation	Shareholders must be given the opportunity to vote on all equity compensation plans and material revisions thereto, except for employment inducement awards, certain grants, plans and amendments in the context of mergers and acquisitions, and certain specific types of plans as described under Section 303A.08 of the NYSE Corporate Governance Rules.	The relevant regulations of China require the board of directors propose plans on the amount and types of director compensation for the shareholders meeting to approve. The compensation plan of executive officers shall be approved by the board and announced at the shareholders meeting and disclosed to the public upon the approval of the board of directors.
Corporate Governance Guidelines	Listed companies must adopt and disclose corporate governance guidelines involving director qualification standards, director responsibilities, director compensation, director access to management and, as necessary and appropriate, independent advisors, director orientation and continuing education and management succession. The board should conduct a self-evaluation at least annually to determine whether it and its committees are functioning effectively.	The China Securities Regulatory Commission (the CSRC) has issued the Corporate Governance Rules, prescribing detailed guidelines on directors of the listed companies, including director selection, the structure of the board of directors and director performance evaluation. The Company has complied with the above mentioned rules.
	A listed company must make its corporate governance guidelines available on or through its website.	
Code of Ethics for Directors, Officers and Employees	Listed companies must adopt and disclose a code of business conduct and ethics for directors, officers and employees, and promptly disclose any waivers of the code for directors or executive officers. Each listed company may determine its own policies, but all listed companies should address the most important topics, including, among others, conflicts of interest, corporate opportunities, confidentiality, fair dealing, protection and proper use of listed company assets, compliance with laws, rules and regulations (including insider trading laws), and encouraging the reporting of any illegal or unethical behavior.	There is no such requirement for a code for ethics in China. As the directors and officers of the Company have all signed a Director Service Agreement, however, they are bound by their fiduciary duties to the Company. In addition, the directors and officers must perform their legal duties in accordance with the Company Law of the PRC, relevant requirements of CSRC and Mandatory Provisions to the Charter of Companies Listed Overseas.
	Each listed company CEO must certify to the NYSE each year that he or she is not aware of any violation by the company of NYSE corporate governance listing standards and he	No similar requirements.

or she must promptly notify the NYSE in writing of any non-compliance with any applicable provisions of Section 303A.

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ITEM 16H. MINE SAFETY DISCLOSURE.

Not applicable.

PART III

ITEM 17. FINANCIAL STATEMENTS.

See pages F-1 to F-72.

ITEM 18. FINANCIAL STATEMENTS.

We have elected to provide the financial statements and related information specified in Item 17 in lieu of the information called for by this Item 18.

ITEM 19. EXHIBITS.

No.	Exhibit
1.1	Translation of the amended and restated Articles of Association of Sinopec Shanghai Petrochemical Company Limited as approved in the Second Extraordinary General Meeting of Sinopec Shanghai Petrochemical Company Limited for 2013 on December 11, 2013 (incorporated by reference to Exhibit 1.1 of our annual report on Form 20-F (File No. 001-12158) filed with the Commission on April 30, 2014).
2.	Amended and Restated Deposit Agreement between Sinopec Shanghai Petrochemical Company Limited and The Bank of New York Mellon dated May 11, 2011 (incorporated by reference to Exhibit 2 of our annual report on Form 20-F (File No. 001-12158) filed with the Commission on April 30, 2012).
4.1	Translation of the renewed Product Supply and Sales Services Framework Agreement between Sinopec Shanghai Petrochemical Company Limited and China Petroleum & Chemical Corporation as approved in the Second Extraordinary General Meeting of Sinopec Shanghai Petrochemical Company Limited for 2013 on December 11, 2013 (incorporated by reference to Exhibit 4.1 of our annual report on Form 20-F (File No.001-12158) filed with the Commission on April 30, 2014).
4.2	Translation of the renewed Comprehensive Services Framework Agreement between Sinopec Shanghai Petrochemical Company Limited and China Petrochemical Corporation as approved in the Second Extraordinary General Meeting of Sinopec Shanghai Petrochemical Company Limited for 2013 on December 11, 2013 (incorporated by reference to Exhibit 4.2 of our annual report on Form 20-F (File No.001-12158) filed with the Commission on April 30, 2014).
4.3	Translation of the Property Right Transaction Agreement with Sinopec Sales Company Limited as approved in the eighteenth meeting of the seventh session of the board of directors of Sinopec Shanghai Petrochemical Company Limited on December 5, 2013 (incorporated by reference to Exhibit 4.3 of our annual report on Form 20-F (File No.001-12158) filed with the Commission on April 30, 2014).
4.4	English summary of principal terms of the Share Option Scheme as adopted at the second meeting of the eighth session of the board of directors of Sinopec Shanghai Petrochemical Company Limited on August 15, 2014 (incorporated by reference to Appendix I of our Form 6-K (File No.001-12158) filed with the Commission on November 6, 2014).
8	A list of subsidiaries of Sinopec Shanghai Petrochemical Company Limited.
12.1	Certification of President Required by Rule 13a-14(a).
12.2	Certification of Chief Financial Officer Required by Rule 13a-14(a).
13.1	Certification of President Required by Rule 13a-14(b) and Section 1350 of Chapter 63 of Title 18 of the United States Code.
13.2	Certification of Chief Financial Officer Required by Rule 13a-14(b) and Section 1350 of Chapter 63 of Title 18 of the United States Code.

15.1 Letter from KPMG regarding Item 16F of this annual report (incorporated by reference to Exhibit 15.1 of our annual report on Form 20-F (File No. 001-12158) filed with the Commission on April 30, 2013).

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SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on Form 20-F on its behalf.

SINOPEC SHANGHAI PETROCHEMICAL

COMPANY LIMITED

Date: April 27, 2015

/s/ WANG ZHIQING
Wang Zhiqing, President

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Sinopec Shanghai Petrochemical Company Limited

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Shareholders of

Sinopec Shanghai Petrochemical Company Limited:

We have audited the accompanying consolidated statements of income, comprehensive income, changes in equity and cash flows of Sinopec Shanghai Petrochemical Company Limited (the Company) and its subsidiaries for the year ended December 31, 2012. These consolidated financial statements are the responsibility of the Company s management. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the results of operations and cash flows of Sinopec Shanghai Petrochemical Company Limited and its subsidiaries for the year ended December 31, 2012, in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board.

/s/ KPMG

Hong Kong, China

March 27, 2013, except note 12,

which is as of April 28, 2014

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Shareholders of

Sinopec Shanghai Petrochemical Company Limited:

In our opinion, the accompanying consolidated balance sheets and the related consolidated statements of income, comprehensive income, changes in equity and cash flows present fairly, in all material respects, the financial position of Sinopec Shanghai Petrochemical Company Limited (the Company) and its subsidiaries (collectively referred to as the Group) at December 31, 2014 and December 31, 2013, and the results of their operations and their cash flows for each of the two years in the period ended December 31, 2014 in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2014, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company s management is responsible for these financial statements, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Management s Report on Internal Control over Financial Reporting appearing under Item 15. Our responsibility is to express opinions on these financial statements and on the Company s internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company s internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ PricewaterhouseCoopers Zhong Tian LLP

Shanghai, the People s Republic of China

April 24, 2015

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Sinopec Shanghai Petrochemical Company Limited

Consolidated Income Statement

For the year ended 31 December 2014

		Year ended 31 December		
	Note	2012 RMB 000	2013 RMB 000	2014 RMB 000
Revenue	5	93,008,338	115,490,326	102,126,247
Sales taxes and surcharges		(5,791,064)	(9,987,148)	(9,401,283)
Net Sales		87,217,274	105,503,178	92,724,964
Cost of sales	9	(88,617,789)	(103,225,914)	(92,910,062)
Gross (loss)/profit		(1,400,515)	2,277,264	(185,098)
Selling and administrative expenses	9	(649,906)	(691,020)	(564,161)
Other operating income	6	333,754	673,384	261,585
Other operating expenses	7	(55,779)	(67,362)	(100,226)
Operating (loss)/profit		(1,772,446)	2,192,266	(587,900)
Finance income	8	86,545	498,416	64,673
Finance expenses	8	(369,802)	(376,696)	(424,371)
Finance (expenses)/income net		(283,257)	121,720	(359,698)
Investment income		6,446		
Share of profit of investments accounted for using the equity method	18	32,784	130,667	57,654
(Loss)/profit before income tax		(2,016,473)	2,444,653	(889,944)
Income tax benefit/(expense)	11	511,331	(379,151)	214,184
(Loss)/profit for the year		(1,505,142)	2,065,502	(675,760)
(Loss)/profit attributable to:				
-Owners of the company		(1,528,397)	2,055,328	(692,222)
-Non-controlling interests		23,255	10,174	16,462
		(1,505,142)	2,065,502	(675,760)

(Loss)/earnings per share attributable to owners of the Company for the year (expressed in RMB per share)							
Basic (loss)/earnings per share	12	RMB	(0.142)	RMB	0.190	RMB	(0.064)
Diluted (loss)/earnings per share	12	RMB	(0.142)	RMB	0.190	RMB	(0.064)

The notes on pages F-11 to F-72 are an integral part of these consolidated financial statements.

Wang Zhiqing	**Ye Guohua**
Chairman and General Manager	Director and Chief Financial Officer

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Sinopec Shanghai Petrochemical Company Limited

Consolidated Statement of Comprehensive Income

For the year ended 31 December 2014

		Year ended 31 December		
		2012	2013	2014
	Note	RMB 000	RMB 000	RMB 000
(Loss)/profit for the year		(1,505,142)	2,065,502	(675,760)
Other comprehensive income for the year-net of tax				
Total comprehensive (loss)/income for the year		(1,505,142)	2,065,502	(675,760)
Attributable to:				
Owners of the Company		(1,528,397)	2,055,328	(692,222)
Non-controlling interests		23,255	10,174	16,462
Total comprehensive (loss)/income for the year		(1,505,142)	2,065,502	(675,760)

The notes on pages F-11 to F-72 are an integral part of these consolidated financial statements.

Wang Zhiqing	**Ye Guohua**
Chairman and General Manager	Director and Chief Financial Officer

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Sinopec Shanghai Petrochemical Company Limited

Consolidated Balance Sheet

As At 31 December 2014

		As at 31 December	
		2013	**2014**
	Note	**RMB 000**	**RMB 000**
Assets			
Non-current assets			
Lease prepayment and other assets	13	916,995	1,043,591
Property, plant and equipment	14	16,669,479	15,541,575
Investment properties	15	429,292	415,842
Construction in progress	16	456,823	542,878
Investments accounted for using the equity method	18	2,993,594	2,936,262
Deferred income tax assets	11	684,599	915,069
		22,150,782	21,395,217
Current assets			
Inventories	19	9,039,239	5,930,703
Trade receivables	20	147,807	630,883
Bills receivable	20	2,688,897	1,365,677
Other receivables and prepayments	20	345,696	268,869
Amounts due from related parties	20,27(c)	2,131,133	1,035,085
Cash and cash equivalents	21	133,256	279,198
		14,486,028	9,510,415
Total assets		36,636,810	30,905,632
Equity and liabilities			
Equity attributable to owners of the Company			
Share capital	22	10,800,000	10,800,000
Reserves	23	6,932,494	5,700,272
		17,732,494	16,500,272
Non-controlling interests		259,062	271,395
Total equity		17,991,556	16,771,667

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Sinopec Shanghai Petrochemical Company Limited

Consolidated Balance Sheet (Continued)

As At 31 December 2014

		As at 31 December	
		2013	2014
	Note	RMB 000	RMB 000
Liabilities			
Non-current liabilities			
Borrowings	24	627,800	1,632,680
Deferred income	25		16,436
		627,800	1,649,116
Current liabilities			
Borrowings	24	7,094,026	4,078,195
Trade payables and advance from customers	26	2,739,953	3,511,518
Bills payable	26	8,680	11,714
Other payables	26	1,507,463	1,831,263
Amounts due to related parties	26,27(c)	6,663,559	3,042,197
Income tax payable		3,773	9,962
		18,017,454	12,484,849
Total liabilities		18,645,254	14,133,965
Total equity and liabilities		36,636,810	30,905,632
Net current liabilities		(3,531,426)	(2,974,434)
Total assets less current liabilities		18,619,356	18,420,783

The notes on pages F-11 to F-72 are an integral part of these consolidated financial statements.

The consolidated financial statements on pages F-4 to F-10 were approved by the Board of Directors on 24 April 2015 and were signed on its behalf.

Wang Zhiqing **Ye Guohua**

Chairman and General Manager	Director and Chief Financial Officer

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Sinopec Shanghai Petrochemical Company Limited

Consolidated Statement of Changes in Equity

For the year ended 31 December 2014

		Attributable to owners of the Company						
	Note	Share capital RMB 000	Share premium RMB 000	Other reserves RMB 000	Retained earnings RMB 000	Total RMB 000	Non-controlling interests RMB 000	Total equity RMB 000
Balance at 1 January 2012		7,200,000	2,420,841	5,177,727	3,126,995	17,925,563	270,101	18,195,664
Total comprehensive income/(loss) for the year					(1,528,397)	(1,528,397)	23,255	(1,505,142)
Dividends approved in respect of the previous year	28				(360,000)	(360,000)		(360,000)
Dividends paid by subsidiaries to non-controlling interests							(26,573)	(26,573)
Utilisation of safety production fund				(13,598)	13,598			
Balance at 31 December 2012		7,200,000	2,420,841	5,164,129	1,252,196	16,037,166	266,783	16,303,949

		Attributable to owners of the Company						
	Note	Share capital RMB 000	Share premium RMB 000	Other reserves RMB 000	Retained earnings RMB 000	Total RMB 000	Non-controlling interests RMB 000	Total equity RMB 000
Balance at 1 January 2013		7,200,000	2,420,841	5,164,129	1,252,196	16,037,166	266,783	16,303,949
Total					2,055,328	2,055,328	10,174	2,065,502

comprehensive income for the year								
Dividends proposed and approved	28				(360,000)	(360,000)		(360,000)
Dividends paid by subsidiaries to non-controlling interests							(17,895)	(17,895)
Appropriation to statutory reserve				201,220	(201,220)			
Share premium converted into share capital	1	2,420,841	(2,420,841)					
Surplus reserves converted into share capital	1	1,179,159		(1,179,159)				
Utilisation of safety production fund	23			(2,347)	2,347			
Balance at 31 December 2013		10,800,000		4,183,843	2,748,651	17,732,494	259,062	17,991,556

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Sinopec Shanghai Petrochemical Company Limited

Consolidated Statement of Changes in Equity (Continued)

For the year ended 31 December 2014

		Attributable to owners of the Company						
	Note	Share capital RMB 000	Share premium RMB 000	Other reserves RMB 000	Retained earnings RMB 000	Total RMB 000	Non-controlling interests RMB 000	Total equity RMB 000
Balance at 1 January 2014		10,800,000		4,183,843	2,748,651	17,732,494	259,062	17,991,556
Total comprehensive (loss)/income for the year					(692,222)	(692,222)	16,462	(675,760)
Dividends proposed and approved	28				(540,000)	(540,000)		(540,000)
Dividends paid by subsidiaries to non-controlling interests							(4,129)	(4,129)
Utilisation of safety production fund	23			(4,567)	4,567			
Balance at 31 December 2014		10,800,000		4,179,276	1,520,996	16,500,272	271,395	16,771,667

The notes on pages F-11 to F-72 are an integral part of these consolidated financial statements.

Wang Zhiqing	**Ye Guohua**
Chairman and General Manager	Director and Chief Financial Officer

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Sinopec Shanghai Petrochemical Company Limited

Consolidated statement of Cash Flows

For the year ended 31 December 2014

		Year ended 31 December		
		2012	2013	2014
	Note	RMB 000	RMB 000	RMB 000
Cash flows from operating activities				
Cash generated from operations	29	(1,568,561)	5,489,426	4,050,016
Interest paid to related parties		(29,716)	(20,762)	(58,619)
Interest paid to third parties		(425,148)	(361,368)	(318,892)
Income tax paid		(42,960)	(8,758)	(10,097)
Net cash generated from/(used in) operating activities		(2,066,385)	5,098,538	3,662,408
Cash flows from investing activities				
Cash received from entrusted lending		46,000	70,000	78,000
Dividends received from joint ventures and associates		66,936	64,226	98,824
Proceeds from disposal of property, plant and equipment and other long-term assets		24,504	599,181	24,462
Proceeds from disposal of a subsidiary		3,743		
Proceeds from disposal of associates				14,822
Interest received from related parties		555	943	1,057
Interest received from third parties		85,990	89,541	63,540
Purchases of property, plant and equipment from related parties		(434,658)	(265,607)	(169,763)
Purchases of property, plant and equipment and other long-term assets from third parties		(3,825,201)	(1,057,530)	(919,505)
Investment in an associate			(60,000)	(11,541)
Cash payment of entrusted lending		(30,000)	(70,000)	(90,000)
Net cash used in investing activities		(4,062,131)	(629,246)	(910,104)
Cash flows from financing activities				
Proceeds from borrowings from related parties		3,361,740	3,374,845	7,070,000
Proceeds from borrowings from third parties		50,003,632	51,662,767	44,315,298
Repayments of borrowings to related parties		(3,801,740)	(3,524,845)	(6,070,000)
Repayments of borrowings to third parties		(42,977,874)	(55,631,102)	(47,374,473)
Dividends paid to the Company s shareholders		(361,051)	(360,630)	(543,157)
Dividends paid by subsidiaries to non-controlling interests		(26,573)	(17,895)	(4,129)
Net cash (used in)/generated from financing activities		6,198,134	(4,496,860)	(2,606,461)

Net increase/(decrease) in cash and cash equivalents		69,618	(27,568)	145,843
Cash and cash equivalents at beginning of the year	21	91,346	160,962	133,256
Exchange gain/(loss) on cash and cash equivalents		(2)	(138)	99
Cash and cash equivalents at end of the year	21	160,962	133,256	279,198

The notes on pages F-11 to F-72 are an integral part of these consolidated financial statements.

Wang Zhiqing	**Ye Guohua**
Chairman and General Manager	Director and Chief Financial Officer

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Sinopec Shanghai Petrochemical Company Limited

Notes to the Consolidated Financial Statement

For the year ended 31 December 2014

1 General information

Sinopec Shanghai Petrochemical Company Limited (the Company), formerly Shanghai Petrochemical Company Limited, was established in the People s Republic of China (the PRC) on 29 June 1993 as a joint stock limited company to hold the assets and liabilities of the production divisions and certain other units of Shanghai Petrochemical Complex (SPC), a state-owned enterprise. The Company was under the direct supervision of China Petrochemical Corporation (Sinopec Group) at that time.

Sinopec Group completed its reorganisation on 25 February 2000. After the reorganisation, China Petroleum & Chemical Corporation (Sinopec Corp.) was established. As part of the reorganisation, Sinopec Group transferred its 4,000,000,000 of the Company s state-owned legal shares, which represented 55.56 percent of the issued share capital of the Company, to Sinopec Corp.

The Company changed its name to Sinopec Shanghai Petrochemical Company Limited on 12 October 2000, and Sinopec Corp. was the largest shareholder of the Company.

Pursuant to the Approval on matters relating to the Share Segregation Reform of Sinopec Shanghai Petrochemical Company Limited issued by the State-owned Assets Supervision and Administration Commission of the State Council (State Owned Property [2013] No.443), a General Meeting of A share shareholders was held on 8 July 2013 and passed the resolution of Share Segregation Reform of Sinopec Shanghai Petrochemical Company Limited (Amendment) (the Share Segregation Reform Resolution) which was published by the Company on Shanghai Stock Exchange (SSE) website on 20 June 2013.

According to the Share Segregation Reform Resolution, the controlling shareholder of the Company, Sinopec Corp., offered shareholders of circulating A shares 5 shares for every 10 circulating A shares they held on 16 August 2013, aggregating 360,000,000 A shares, for the purpose of obtaining the listing rights of its non-circulating shares in the A Shares market. From 20 August 2013 (the circulation date), all the Company s non-circulating A shares have been granted circulating rights on Shanghai Stock Exchange (SSE). As part of the restricted conditions, Sinopec Corp. committed that all the 3,640,000,000 A shares held were not allowed to be traded on SSE or transferred within 12 months from the circulation date (the restriction period). After the restriction period, Sinopec Corp. can only sell no more than 5 and 10 percent of its total shares within 12 and 24 months, respectively. The former 150,000,000 non-circulating A shares held by social legal persons were also prohibited to be traded on SSE or transferred within 12 months from the circulation date. Meanwhile, Sinopec Corp. also committed in the Share Segregation Reform Resolution that a scheme of converting surplus to share capital (no less than 4 shares for every 10 shares) will be proposed on the board of directors and shareholders meetings within 6 months after the circulation date.

The 15th meeting of the 7th term of Board of Directors was held on 28 August 2013 and the Company proposed and passed a resolution regarding interim cash dividend for the first half of 2013 and the conversion of share premium and surplus reserve to share capital. The resolution included a distribution of 5 shares and a cash dividend distribution of RMB 0.5 (tax included) for every 10 shares based on the 7,200,000 thousands ordinary shares as at 30 June 2013. Among the 5 shares distributed, 3.36 shares were converted from share premium of RMB 2,420,841 thousands and

1.64 shares were converted from surplus reserves of RMB 1,179,159 thousands. The resolution were approved by the extraordinary general meeting of shareholders, A share class shareholders meeting and H class shareholders meeting on 22 Oct 2013, respectively.

The Company and its subsidiaries (the Group) are principally engaged in processing crude oil into synthetic fibres, resins and plastics, intermediate petrochemicals and petroleum products.

These consolidated financial statements are presented in thousands of Renminbi Yuan (RMB), unless otherwise stated. These financial statements have been approved for issue by the Board of Directors on 20 March 2015.

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Sinopec Shanghai Petrochemical Company Limited

Notes to the Consolidated Financial Statement (Continued)

For the year ended 31 December 2014

2 Summary of significant accounting policies

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 Basis of preparation

The consolidated financial statements of the Group have been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by International Accounting Standards Board (IASB). The consolidated financial statements have been prepared under the historical cost convention.

The consolidated financial statements are prepared in accordance with the applicable requirements of the predecessor Companies Ordinance (Cap. 32) for this financial year and the comparative period.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Group s accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 4.

2.1.1 Changes in accounting policy and disclosures

(a) New standards, amendments and interpretations adopted by the Group

The following standards have been adopted by the Group for the first time for the financial year beginning on 1 January 2014. None of them have a material impact on the Group.

Amendment to IAS 32, Financial instruments: Presentation , on offsetting financial assets and financial liabilities;

Amendment to IAS 36, Impairment of assets , on recoverable amount disclosures for non-financial assets;

IFRIC 21, Levies , on obligation to pay a levy if that liability is within the scope of IAS 37 Provisions .

(b) New standards, amendments and interpretations not yet adopted

A number of new standards and amendments to standards and interpretations are effective for annual periods beginning after 1 January 2014, and have not been applied in preparing these consolidated financial statements. Those applicable to the Group are listed below and none of these is expected to have a significant effect on the consolidated financial statements of the Group.

IFRS 9, Financial instruments , on classification, measurement and recognition of financial assets and financial liabilities. The standard is effective for accounting periods beginning on or after 1 January 2018.

IFRS 15, Revenue from contracts with customers , on revenue recognition when a customer obtains control of a good or service and thus has the ability to direct the use and obtain the benefits from the good or service. The standard is effective for annual periods beginning on or after 1 January 2017.

(c) New Hong Kong Companies Ordinance (Cap.622)

In addition, the requirements of Part 9 Accounts and Audit of the new Hong Kong Companies Ordinance (Cap. 622) come into operation as from the Company s first financial year commencing on or after 3 March 2014 in accordance with section 358 of that Ordinance. Therefore, it has not been applied in preparing the Group s consolidated financial statements for the year ended 31 December 2014. The Group is in the process of making an assessment of expected impact of the changes in the Companies Ordinance on the consolidated financial statements in the period of initial application of Part 9 of the new Hong Kong Companies Ordinance (Cap. 622). So far it has concluded that the impact is unlikely to be significant and only the presentation and the disclosure of information in the consolidated financial statements will be affected.

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Sinopec Shanghai Petrochemical Company Limited

Notes to the Consolidated Financial Statement (Continued)

For the year ended 31 December 2014

2 Summary of significant accounting policies (continued)

2.2 Subsidiaries

2.2.1 Consolidation

A subsidiary is an entity (including a structured entity) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

(a) Business combinations

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date.

The Group recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis. Non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of the entity s net assets in the event of liquidation are measured at either fair value or the present ownership interests proportionate share in the recognised amounts of the acquiree s identifiable net assets. All other components of non-controlling interests are measured at their acquisition date fair value, unless another measurement basis is required by IFRS.

Acquisition-related costs are expensed as incurred.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer s previously held equity interest in the acquiree is re-measured to fair value at the acquisition date; any gains or losses arising from such re-measurement are recognized in profit or loss.

Any contingent consideration to be transferred by the Group is recognized at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognized in accordance with IAS 39 either in profit or loss or as a change to other comprehensive income. Contingent consideration that is classified as equity is not remeasured, and its subsequent settlement is accounted for within equity.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired, is recorded as goodwill. If the total consideration transferred, non-controlling interest recognized and previously held interest remeasured is less than the fair value of the identifiable net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognized directly in the income statement.

Intra-Group transactions, balances and unrealized gains on transactions between group companies are eliminated. Unrealized losses are also eliminated. When necessary, amounts reported by subsidiaries have been adjusted to conform with the Group s accounting policies.

(b) Changes in ownership interests in subsidiaries without change of control

Transactions with non-controlling interests that do not result in loss of control are accounted for as equity transactions that is, as transactions with the owners in their capacity as owners. The difference between fair value of any consideration paid and the relevant share acquired of the carrying amount of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

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Sinopec Shanghai Petrochemical Company Limited

Notes to the Consolidated Financial Statement (Continued)

For the year ended 31 December 2014

2 Summary of significant accounting policies (continued)

2.2 Subsidiaries (continued)

2.2.1 Consolidation (continued)

(c) Disposal of subsidiaries

When the Group ceases to have control on an entity, any retained interest in the entity is re-measured to its fair value at the date when control is lost, with the change in carrying amount recognized in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognized in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognized in other comprehensive income are reclassified to profit or loss.

2.2.2 Separate financial statements

Investments in subsidiaries are accounted for at cost less impairment. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

Impairment testing of the investments in subsidiaries is required upon receiving a dividend from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee s net assets including goodwill.

2.3 Associates

An associate is an entity over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting. Under the equity method, the investment is initially recognized at cost, and the carrying amount is increased or decreased to recognize the investor s share of the profit or loss and other comprehensive income of the investee after the date of acquisition. The Group s investments in associates include goodwill identified on acquisition. Upon the acquisition of the ownership interest in an associate, any difference between the cost of the associate and the group s share of the net fair value of the associate s identifiable assets and liabilities is accounted for as goodwill.

If the ownership interest in an associate is reduced but significant influence is retained, only a proportionate share of the amounts previously recognized in other comprehensive income is reclassified to profit or loss where appropriate.

The Group s share of post-acquisition profit or loss is recognized in the income statement, and its share of post-acquisition movements in other comprehensive income is recognized in other comprehensive income with a corresponding adjustment to the carrying amount of the investment. When the Group s share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognize further losses, unless it has incurred legal or constructive obligations or made payments on behalf of the associate.

The Group determines at each reporting date whether there is any objective evidence that the investment in the associate is impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value and recognizes the amount adjacent to share of profit of investments accounted for using equity method in the income statement.

Sinopec Shanghai Petrochemical Company Limited

Notes to the Consolidated Financial Statement (Continued)

For the year ended 31 December 2014

2 Summary of significant accounting policies (continued)

2.3 Associates (continued)

Profits and losses resulting from upstream and downstream transactions between the Group and its associates are recognized in the Group s financial statements only to the extent of unrelated investor s interests in the associates. Unrealized losses are eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associates have been changed where necessary to ensure consistency with the policies adopted by the Group.

2.4 Joint arrangements

Investments in joint arrangements are classified as either joint operations or joint ventures depending on the contractual rights and obligations each investor. The Group has assessed the nature of its joint arrangements and determined them to be joint ventures. Joint ventures are accounted for using the equity method.

Under the equity method of accounting, interests in joint ventures are initially recognized at cost and adjusted thereafter to recognize the Group s share of the post-acquisition profits or losses and movements in other comprehensive income. The Group s investments in joint ventures include goodwill identified on acquisition. Upon the acquisition of the ownership interest in a joint venture, any difference between the cost of the joint venture and the Group s share of the net fair value of the joint venture s identifiable assets and liabilities is accounted for as goodwill. When the Group s share of losses in a joint venture equals or exceeds its interests in the joint ventures (which includes any long-term interests that, in substance, form part of the Group s net investment in the joint ventures), the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the joint ventures.

Unrealized gains on transactions between the Group and its joint ventures are eliminated to the extent of the Group s interest in the joint ventures. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of the joint ventures have been changed where necessary to ensure consistency with the policies adopted by the Group.

Sinopec Shanghai Petrochemical Company Limited

Notes to the Consolidated Financial Statement (Continued)

For the year ended 31 December 2014

2 Summary of significant accounting policies (continued)

2.5 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the steering committee that makes strategic decisions.

2.6 Foreign currency translation

(a) Functional and presentation currency

Items included in the financial statements of each of the Group s entities are measured using the currency of the primary economic environment in which the entity operates (the functional currency). The consolidated financial statements are presented in RMB, which is the company s functional and the Group s presentation currency.

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the income statement, except when deferred in other comprehensive income as qualifying cash flow hedges and qualifying net investment hedges.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the income statement within finance income or expenses . All other foreign exchange gains and losses are presented in the income statement within other operating income/(expenses) .

2.7 Property, plant and equipment

Property, plant and equipment is stated at historical cost less depreciation and impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset s carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognized. All other repairs and maintenance are charged to the income statement during the financial period in which they are incurred.

Depreciation on property, plant and equipment is calculated using the straight-line method to allocate their cost to their residual values over their estimated useful lives, as follows:

Buildings	12-40 years
Plant and machinery	12-20 years
Vehicles and other equipment	4-20 years

The assets residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset s carrying amount is written down immediately to its recoverable amount if the asset s carrying amount is greater than its estimated recoverable amount (Note 2.11).

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognized within Other operating income/(expenses) in the income statement.

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Sinopec Shanghai Petrochemical Company Limited

Notes to the Consolidated Financial Statement (Continued)

For the year ended 31 December 2014

2 Summary of significant accounting policies (continued)

2.8 Construction in progress

Construction in progress represents buildings, various plant and equipment under construction and pending installation, and is stated at cost less government grants that compensate the Company for the cost of construction, and impairment losses. Cost comprises direct costs of construction as well as interest charges, and foreign exchange differences on related borrowed funds to the extent that they are regarded as an adjustment to interest charges, during the period of construction. Construction in progress is transferred to property, plant and equipment when the asset is substantially ready for its intended use. No depreciation is provided in respect of construction in progress.

2.9 Investment properties

Investment properties are properties which are owned or held under a leasehold interest either to earn rental income and/or for capital appreciation.

Investment properties are stated in the balance sheet at cost less accumulated depreciation and impairment losses (Note 2.11). Depreciation is provided over their estimated useful lives on a straight-line basis, after taking into account their estimated residual values. Estimated useful life of the investment property is 30-40 years.

2.10 Lease prepayments and other assets

Lease prepayments and other assets mainly represent prepayments for land use rights and catalysts used in production. The assets are carried at cost less accumulated amortisation and impairment losses. Lease prepayments and other assets are amortised on a straight-line basis over the respective periods of the rights and the estimated useful lives of the catalysts.

2.11 Impairment of non-financial assets

Intangible assets that have an indefinite useful life or intangible assets not ready to use are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset s carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset s fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

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Sinopec Shanghai Petrochemical Company Limited

Notes to the Consolidated Financial Statement (Continued)

For the year ended 31 December 2014

2 Summary of significant accounting policies (continued)

2.12 Financial assets

2.12.1 Classification

The Group classifies its financial assets in the following categories: financial assets at fair value through profit or loss, loans and receivables and available for sale. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

(a) Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are financial assets held for trading. A financial asset is classified in this category if acquired principally for the purpose of selling in the short term. Derivatives are also categorised as held for trading unless they are designated as hedges. Assets in this category are classified as current assets if expected to be settled within 12 months; otherwise, they are classified as non-current.

(b) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for the amounts that are settled or expected to be settled more than 12 months after the end of the reporting period. These are classified as non-current assets. The Group s loans and receivables comprise trade receivables, bills receivable and other receivables and cash and cash equivalents in the balance sheet (Note 2.16 and 2.17).

(c) Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated in this category or not classified in any of the other categories. They are included in non-current assets unless the investment matures or management intends to dispose of it within 12 months of the end of the reporting period.

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Sinopec Shanghai Petrochemical Company Limited

Notes to the Consolidated Financial Statement (Continued)

For the year ended 31 December 2014

2 Summary of significant accounting policies (continued)

2.12.2 Recognition and measurement

Regular purchases and sales of financial assets are recognized on the trade-date the date on which the Group commits to purchase or sell the asset. Investments are initially recognized at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets carried at fair value through profit or loss are initially recognized at fair value, and transaction costs are expensed in the income statement. Financial assets are derecognized when the rights to receive cash flows from the investments have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership. Available-for-sale financial assets and financial assets at fair value through profit or loss are subsequently carried at fair value. Loans and receivables are subsequently carried at amortised cost using the effective interest method.

Gains or losses arising from changes in the fair value of the financial assets at fair value through profit or loss category are presented in the income statement within Other operating income or expenses in the period in which they arise. Dividend income from financial assets at fair value through profit or loss is recognised in the income statement as part of other income when the Group s right to receive payments is established.

Changes in the fair value of monetary and non-monetary securities classified as available for sale are recognised in other comprehensive income.

When securities classified as available for sale are sold or impaired, the accumulated fair value adjustments recognized in equity are included in the income statement as gains and losses from investment securities .

Interest on available-for-sale securities calculated using the effective interest method is recognized in the income statement as part of other income. Dividends on available-for-sale equity instruments are recognized in the income statement as part of other income when the Group s right to receive payments is established.

2.13 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the company or the counterparty.

Sinopec Shanghai Petrochemical Company Limited

Notes to the Consolidated Financial Statement (Continued)

For the year ended 31 December 2014

2 Summary of significant accounting policies (continued)

2.14 Impairment of financial assets

(a) Assets carried at amortised cost

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a loss event) and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

Evidence of impairment may include indications that the receivables or a group of receivables is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation, and where observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

For loans and receivables category, the amount of the loss is measured as the difference between the asset s carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset s original effective interest rate. The carrying amount of the asset is reduced and the amount of the loss is recognized in the consolidated income statement. If a loan or held- to-maturity investment has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract. As a practical expedient, the Group may measure impairment on the basis of an instrument s fair value using an observable market price.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized (such as an improvement in the debtor s credit rating), the reversal of the previously recognized impairment loss is recognized in the consolidated income statement.

(b) Financial assets classified as available for sale

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired.

For debt securities, if any such evidence exists the cumulative loss measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognised in profit or loss is removed from equity and recognised in profit or loss. If, in a subsequent period, the fair value of a debt instrument classified as available for sale increases and the increase can be objectively related to an event occurring after the impairment loss was recognised in profit or loss, the impairment loss is reversed through the consolidated income statement.

For equity investments, a significant or prolonged decline in the fair value of the security below its cost is also evidence that the assets are impaired. If any such evidence exists the cumulative loss measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognised in profit or loss is removed from equity and recognised in profit or loss. Impairment losses recognised in the consolidated income statement on equity instruments are not reversed through the consolidated income statement.

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Sinopec Shanghai Petrochemical Company Limited

Notes to the Consolidated Financial Statement (Continued)

For the year ended 31 December 2014

2 Summary of significant accounting policies (continued)

2.15 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the weighted average cost method. The cost of finished goods and work in progress comprises raw materials, direct labour, other direct costs and related production overheads (based on normal operating capacity). It excludes borrowing costs. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

2.16 Trade receivables, bills receivable and other receivables

Trade receivables and bills receivable are amounts due from customers for merchandise sold or services performed in the ordinary course of business. If collection of trade receivables, bills receivable and other receivables is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade receivables, bills receivable and other receivables are recognized initially at fair value and subsequently measured at amortised cost using the effective interest method, less allowance for impairment.

2.17 Cash and cash equivalents

In the consolidated statement of cash flows, cash and cash equivalents includes cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts. In the Group s balance sheet, bank overdrafts are shown within borrowings in current liabilities.

2.18 Share capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

2.19 Safety production fund

Under China s law and regulation, the Group is required to accrue safety production fund to a certain percentage of the sales of dangerous goods. The fund is earmarked for improving the safety of production. The fund is accrued from retained earnings to other reserves and converted back to retained earnings when used.

2.20 Trade payables and other payables

Trade payables and other payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade payables and other payables are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade payables and other payables are recognized initially at fair value and subsequently measured at amortised cost using the effective interest method.

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Sinopec Shanghai Petrochemical Company Limited

Notes to the Consolidated Financial Statement (Continued)

For the year ended 31 December 2014

2 Summary of significant accounting policies (continued)

2.21 Borrowings

Borrowings are recognized initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognized in the income statement over the period of the borrowings using the effective interest method.

Fees paid on the establishment of loan facilities are recognized as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the end of the reporting period.

2.22 Borrowing costs

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognized in profit or loss in the period in which they are incurred.

2.23 Current and deferred income tax

The tax expense for the period comprises current and deferred tax. Tax is recognized in the income statement, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case the tax is also recognized in other comprehensive income or directly in equity, respectively.

(a) Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the Company s subsidiaries and joint ventures and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

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Sinopec Shanghai Petrochemical Company Limited

Notes to the Consolidated Financial Statement (Continued)

For the year ended 31 December 2014

2 Summary of significant accounting policies (continued)

2.23 Current and deferred income tax (continued)

(b) Deferred income tax

Inside basis differences

Deferred income tax is recognized, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognized if they arise from the initial recognition of goodwill, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred income tax assets are recognized only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilized.

Outside basis differences

Deferred income tax liabilities are provided on taxable temporary differences arising from investments in subsidiaries, associates and joint arrangements, except for deferred income tax liability where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future. Generally the Group is unable to control the reversal of the temporary difference for associates. Only when there is an agreement in place that gives the Group the ability to control the reversal of the temporary difference not recognized.

Deferred income tax assets are recognized on deductible temporary differences arising from investments in subsidiaries, associates and joint arrangements only to the extent that it is probable the temporary difference will reverse in the future and there is sufficient taxable profit available against which the temporary difference in the foreseeable future, deferred tax liability in relation to taxable temporary differences arising from the associate s undistributed profits is not recognised.

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Sinopec Shanghai Petrochemical Company Limited

Notes to the Consolidated Financial Statement (Continued)

For the year ended 31 December 2014

2 Summary of significant accounting policies (continued)

2.23 Current and deferred income tax (continued)

(c) Offsetting

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

2.24 Employee benefits

(a) Pension obligations

The PRC employees of the Group are covered by various PRC government-sponsored defined-contribution pension plans under which the employees are entitled to a monthly pension based on certain formulas. The relevant government agencies are responsible for the pension liability to these employees when they retire. The Group contributes on a monthly basis to these pension plans for the employees which are determined at a certain percentage of their salaries. Under these plans, the Group has no obligation for post-retirement benefits beyond the contribution made. Contributions to these plans are expensed as incurred and contributions paid to the defined contribution pension plans for a staff are not available to reduce the Group s future obligations to such defined-contribution pension plans even if the staff leaves the Group.

(b) Termination benefits

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. The Group recognizes termination benefits at the earlier of the following dates: When Group demonstrably commits itself to terminate employment or to provide benefits as a result of voluntary redundancy by having a detailed formal plan which is without realistic possibility of withdrawal. Benefits falling due more than 12 months after the end of the reporting period are discounted to their present value.

2.25 Provisions

Provisions for environmental restoration, restructuring costs and legal claims are recognised when: the group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Restructuring provisions comprise lease termination penalties and employee termination payments. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognized even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognized as interest expense.

Sinopec Shanghai Petrochemical Company Limited

Notes to the Consolidated Financial Statement (Continued)

For the year ended 31 December 2014

2 Summary of significant accounting policies (continued)

2.26 Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable, and represents amounts receivable for goods supplied, stated net of discounts, returns and value added taxes. The Group recognizes revenue when the amount of revenue can be reliably measured; when it is probable that future economic benefits will flow to the entity; and when specific criteria have been met for each of the Group s activities, as described below. The Group bases its estimates of return on historical results, taking into consideration the type of customers, the type of transactions and the specifics of each arrangement.

(a) Sales of petroleum and chemical products

Revenues associated with the sale of petroleum and chemical products are recognized in the income statement when the significant risks and rewards of ownership have been transferred to the buyer. Revenue excludes value added tax and is after deduction of any trade discounts and returns. No revenue is recognized if there are significant uncertainties regarding recovery of the consideration due to the possible return of goods, or when the amount of revenue and the costs incurred or to be incurred in respect of the transaction cannot be measured reliably.

(b) Pipeline transportation services

Revenues associated with pipeline transportation services are recognized by reference to the stage of completion (that is, when the services are rendered) of the transaction at the end of the reporting period and when the outcome of the transaction can be estimated reliably. The outcome of the transaction can be estimated reliably when the amount of revenue, the costs incurred and the stage of completion can be measured reliably and it is probable that the economic benefits associated with the transaction will flow to the Group.

(c) Rental income

Rental income from investment property is recognized in the income statement on a straight-line basis over the term of the lease.

2.27 Interest income

Interest income is recognized using the effective interest method. When a loan and receivable is impaired, the Group reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at the original effective interest rate of the instrument, and continues unwinding the discount as interest income. Interest income on impaired loans and receivables is recognized using the original effective interest rate.

2.28 Dividend income

Dividend income is recognized when the right to receive payment is established.

2.29 Government grants

Government grants are recognized in the balance sheet initially when there is reasonable assurance that they will be received and that the Group will comply with the conditions attaching to them. Grants that compensate the Group for expenses incurred are recognized as revenue in the income statement on a systematic basis in the same periods in which the expenses are incurred. Grants that compensate the Group for the cost of an asset are deducted from the carrying amount of the asset and consequently are effectively recognized in the income statement over the useful life of the asset by way of reduced depreciation expense.

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Sinopec Shanghai Petrochemical Company Limited

Notes to the Consolidated Financial Statement (Continued)

For the year ended 31 December 2014

2 Summary of significant accounting policies (continued)

2.30 Leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the income statement on a straight-line basis over the period of the lease.

2.31 Dividend distribution

Dividend distribution to the Company s shareholders is recognized as a liability in the Company s financial statements in the period in which the dividends are approved by the Company s shareholders or directors, where appropriate.

2.32 Research and development costs

Research and development costs comprise all costs that are directly attributable to research and development activities or that can be allocated on a reasonable basis to such activities. Because of the nature of the Group s research and development activities, no development costs satisfy the criteria for the recognition of such costs as an asset. Both research and development costs are therefore recognised as expenses in the period in which they are incurred.

2.33 Related parties

(i) A person, or a close member of that person s family, is related to the Group if that person:

(1) has control or joint control over the Group;

(2) has significant influence over the Group; or

(3) is a member of the key management personnel of the Group or the Group s parent.

(ii) An entity is related to the Group if any of the following conditions applies:

(1) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).

(2) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).

(3) Both entities are joint ventures of the same third party.

(4) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.

(5) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.

(6) The entity is controlled or jointly controlled by a person identified in (i).

(7) A person identified in (i)(1) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

3 Financial risk management

3.1 Financial risk factors

The Group s activities exposed it to a variety of financial risks: market risk (including currency risk, fair value interest rate risk and cash flow interest rate risk), credit risk and liquidity risk. The Group s overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group s financial performance.

Sinopec Shanghai Petrochemical Company Limited

Notes to the Consolidated Financial Statement (Continued)

For the year ended 31 December 2014

3 Financial risk management (continued)

3.1 Financial risk factors (continued)

(a) Market risk

(i) Foreign exchange risk

The Group s major operational activities are carried out in Mainland China and a majority of the transactions are denominated in RMB. Nevertheless the Group is exposed to foreign exchange risk arising from the recognised assets and liabilities (mainly borrowings and trade payables), and future transactions denominated in foreign currencies, primarily with respect to USD and EUR. The Group s finance department at its headquarter is responsible for monitoring the amount of assets and liabilities, and transactions denominated in foreign currencies to minimise the foreign exchange risk.

As at 31 December 2014, if the foreign currencies had weakened/strengthened by 5% against RMB with all other variables held constant, the Group s net loss for the year would have been 107,395 thousands decreased/increased (2013: RMB 213,925 thousands increased/decreased in net profit) as a result of foreign exchange gains/losses which is mainly resulted from the translation of USD and EUR denominated short-term loans and trade payables.

(ii) Cash flow and fair value interest rate risk

The Group s interest rate risk arises from short-term and long-term interest bearing borrowings. Borrowings obtained at variable rates expose the Group to cash flow interest rate risk. Borrowings obtained at fixed rates expose the Group to fair value interest rate risk. The Group determines the relative proportions of its fixed rate and floating rate contracts depending on the prevailing market conditions. As at 31 December 2014, the Group s short-term and long-term interest bearing borrowings denominated with floating rates amounted to RMB 4,640,875 thousands (31 December 2013: RMB 7,721,826 thousands), which represented 81% of total borrowing balance.

The Group s finance department at its headquarter continuously monitors the interest rate position of the Group. Increases in interest rates will increase the cost of new borrowing and the interest expenses with respect to the Group s outstanding floating rate borrowings, and therefore could have a material adverse effect on the Group s financial position. The Group makes adjustments timely with reference to the latest market conditions and may enter into interest rate swap agreements to mitigate its exposure to interest rate risk. During 2014 and 2013, the Group did not enter into any interest rate swap agreements.

As at 31 December 2014, if interest rates on the floating rate borrowings had risen/fallen by 50 basis points while all other variables had been held constant, the Group s net loss would have increased/decreased by approximately RMB 17,403 thousands (31 December 2013: RMB 28,957 thousands decreased/increased in net profit).

(b) Credit risk

Credit risk is managed on the grouping basis. It mainly arises from cash at bank, trade receivables, other receivables, bills receivable, etc.

The Group expects that there is no significant credit risk associated with cash at bank since they are deposited at state-owned banks and other medium or large size listed banks. Management does not expect that there will be any significant losses from non-performance by these counterparties.

In addition, the Group has policies to limit the credit exposure on accounts receivable, other receivables and bills receivable. The Group assesses the credit quality of and sets credit limits on its customers by taking into account their financial position, the availability of guarantee from third parties, their credit history and other factors such as current market conditions. The credit history of the customers is regularly monitored by the Group. In respect of customers with a poor credit history, the Group will use written payment reminders, or shorten or cancel credit periods, to ensure the overall credit risk of the Group is limited to a controllable extent.

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Sinopec Shanghai Petrochemical Company Limited

Notes to the Consolidated Financial Statement (Continued)

For the year ended 31 December 2014

3 Financial risk management (continued)

3.1 Financial risk factors (continued)

(c) Liquidity risk

Cash flow forecasting is performed in the operating entities of the Group in and aggregated by Group finance. Group finance monitors rolling forecasts of the Group s liquidity requirements to ensure it has sufficient cash to meet operational needs while maintaining sufficient headroom on its undrawn committed borrowing facilities from major financial institution so that the Company does not breach borrowing limits or covenants on any of its borrowing facilities to meet the short-term and long-term liquidity requirements.

As at 31 December 2014, the Group s current liabilities exceeded its current assets by RMB 2,974,434 thousands. The liquidity of the Group is primarily dependent on its ability to maintain adequate cash inflow from operations, the renewal of its short-term bank loans and on its ability to obtain adequate external financing to support its working capital and meet its debt obligation when they become due. As at 31 December 2014, the Group had standby credit facilities with several PRC financial institutions which provided the Group to borrow up to RMB 28,696,100 thousands, within which the maturity dates of unused facility amounted to RMB 7,495,370 thousands will be after 31 December 2015 as disclosed in Note 24. Management assessed that all the facilities could be renewed upon the expiration dates. In addition, the Group had facilities up to RMB 138,210 thousands to issue letters of credit by pledging accounts receivables of RMB 76,111 thousands and bills receivables of RMB 80,669 thousands as disclosed in Note 20, of which RMB 10,983 thousands was unutilised.

Management has carried out a detailed review of the cash flow forecast of the Group for the twelve months ending 31 December 2015. Based on such forecast, management believes that adequate sources of liquidity exist to fund the Group s working capital and capital expenditure requirements, and meet its short-term debt obligations as they become due. In preparing the cash flow forecast, management has considered historical cash requirements of the Group as well as other key factors, including the availability of the above-mentioned banking facilities which may impact the operations of the Group during the next twelve-month period. Management is of the opinion that the assumptions used in the cash flow forecast are reasonable.

Surplus cash held by the operating entities over and above balance required for working capital management are transferred to the Group treasury. As at 31 December 2014, the Group held cash and cash equivalents of RMB 279,198 thousands (2013: RMB 133,256 thousands) (Note 21) and trade receivables of RMB 630,883 thousands (2013: RMB 147,807 thousands) (Note 20) that are expected to readily generate cash inflows for managing liquidity risk.

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Sinopec Shanghai Petrochemical Company Limited

Notes to the Consolidated Financial Statement (Continued)

For the year ended 31 December 2014

3 Financial risk management (continued)

3.1 Financial risk factors (continued)

(c) Liquidity risk (continued)

The table below analyses the Group s and the Company s non-derivative financial liabilities into relevant maturity groupings based on the remaining period at the balance sheet date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

	Less than 1 year RMB 000	Between 1 and 2 years RMB 000	Between 2 and 5 years RMB 000	Over 5 years RMB 000	Total RMB 000
At 31 December 2013					
Borrowings	7,175,621	36,339	664,746		7,876,706
Bills payable	8,680				8,680
Trade payables	2,238,409				2,238,409
Other payables	629,136				629,136
Amounts due to related parties	6,657,143				6,657,143
	16,708,989	36,339	664,746		17,410,074

	Less than 1 year RMB 000	Between 1 and 2 years RMB 000	Between 2 and 5 years RMB 000	Over 5 years RMB 000	Total RMB 000
At 31 December 2014					
Borrowings	4,172,821	1,648,830			5,821,651
Bills payable	11,714				11,714
Trade payables	2,920,459				2,920,459
Other Payables	519,887				519,887

Amounts due to related parties	3,020,683			3,020,683
	10,645,564	1,648,830		12,294,394

(d) Commodity price risk

The Group principally engages in processing crude oil into synthetic fibres, resins and plastics, intermediate petrochemicals and petroleum products. The selling price of petroleum products is periodically adjusted by government departments based on the market price adjustment mechanisms, and in connection with crude oil prices. The selling prices of synthetic fibres, resins and plastics and intermediate petrochemicals are at the market prices. The Group didn t have any derivative financial instrument such as commodity futures and swaps, therefore the fluctuation of crude oil price could have significant impact on the Group.

3.2 Capital management

The Group s objectives when managing capital are to safeguard the Group s ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Consistent with others in the industry, the Group monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings (including current and non-current borrowings as shown in the consolidated balance sheet) less cash and cash equivalents. Total capital is calculated as equity as shown in the consolidated balance sheet plus net debt.

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Sinopec Shanghai Petrochemical Company Limited

Notes to the Consolidated Financial Statement (Continued)

For the year ended 31 December 2014

3 Financial risk management (continued)

3.2 Capital management (continued)

The gearing ratios at 31 December 2014 and 31 December 2013 were as follows:

	As at 31 December	
	2013	2014
	RMB 000	RMB 000
Total borrowings (Note 24)	7,721,826	5,710,875
Less: cash and cash equivalents (Note 21)	(133,256)	(279,198)
Net debt	7,588,570	5,431,677
Total Equity	17,991,556	16,771,667
Total Capital	25,580,126	22,203,344
Gearing ratio	29.67%	24.46%

The decrease in the gearing ratio during 2014 resulted primarily from early repayment for some bank loans before its maturity.

3.3 Fair value estimation

The Company analyses the financial instruments carried at fair value, as at 31 December 2014 by level of the inputs to valuation techniques used to measure fair value. Such inputs are categorised into three levels have been defined based on the fair value hierarchy as follows:

Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).

Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2).

Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

Financial assets and financial liabilities not measured at fair value mainly represent cash and cash equivalents, bills receivable, trade receivables and other receivables (except for the prepayments), trade and other payables (except for the advance from customers, staff salaries and welfare payables and other taxes payables) and borrowings. As at 31 December 2014, the carrying amounts of these financial assets and liabilities not measured at fair value are a reasonable approximation of their fair value.

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Sinopec Shanghai Petrochemical Company Limited

Notes to the Consolidated Financial Statement (Continued)

For the year ended 31 December 2014

3 Financial risk management (continued)

3.4 Offsetting financial assets and financial liabilities

(a) Financial assets

The following financial assets are subject to offsetting arrangements:

	As at 31 December	
	2013	2014
	RMB 000	RMB 000
Gross amounts of recognised amounts due from related parties	2,131,133	1,082,558
Gross amounts of recognised amounts due to related parties set off in the balance sheet		(47,473)
Net amounts of amounts due from related parties presented in the balance sheet	2,131,133	1,035,085

(b) Financial liabilities

The following financial liabilities are subject to offsetting arrangements:

	As at 31 December	
	2013	2014
	RMB 000	RMB 000
Gross amounts of recognised amounts due to related parties	6,663,559	3,089,670
Gross amounts of recognised amounts due from related parties set off in the balance sheet		(47,473)
Net amounts of amounts due to related parties presented in the balance sheet	6,663,559	3,042,197

According to the offsetting arrangement entered into in October 2014 between the Company and its related party, Shanghai Secco Petrochemical Company Limited, the relevant financial assets and liabilities of each operating agreement between the Group and Shanghai Secco Petrochemical Company Limited, are settled on a net basis each month.

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Sinopec Shanghai Petrochemical Company Limited

Notes to the Consolidated Financial Statement (Continued)

For the year ended 31 December 2014

4 Critical accounting estimates and judgments

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

4.1 Critical accounting estimates and assumptions

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

(a) Impairments for long-lived assets

Assets, that have an indefinite useful life, must be tested annually for impairment. Long term assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset s carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset s fair value less costs to sell and value in use. In determining the value in use, expected cash flows generated by the asset or the cash-generating unit are discounted to their present value. Management uses all readily available information in determining an amount that is a reasonable approximation of recoverable amount, including estimates based on reasonable and supportable assumptions and projections of sale volume, selling price and amount of operating costs.

(b) Depreciation

Property, plant and equipment, are depreciated on a straight-line basis over the estimated useful lives of the assets, after taking into account the estimated residual value. Management reviews the estimated useful lives of the assets annually in order to determine the amount of depreciation expense to be recorded during any reporting period. The useful lives are based on the Group s historical experience with similar assets, taking into account anticipated technological changes. The depreciation expense for future periods is adjusted if there are significant changes from previous estimates.

(c) Impairment for bad and doubtful debts

Management estimates impairment losses for bad and doubtful debts resulting from the inability of the customers to make the required payments. Management bases the estimates on the ageing of the accounts receivable balance, customer credit-worthiness and historical write-off experience. If the financial condition of the customers were to deteriorate, actual impairment losses would be higher than the estimate.

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Sinopec Shanghai Petrochemical Company Limited

Notes to the Consolidated Financial Statement (Continued)

For the year ended 31 December 2014

4 Critical accounting estimates and judgments (continued)

4.1 Critical accounting estimates and assumptions (continued)

(d) Allowance for diminution in value of inventories
If the costs of inventories exceed their net realisable values, an allowance for diminution in value of inventories is recognized. Net realisable value represents the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale. Management bases the estimates on all available information, including the current market prices of the finished goods and raw materials, and historical operating costs. If the actual selling prices were to be lower or the costs of completion were to be higher than estimated, the actual allowance for diminution in value of inventories could be higher than the estimate.

(e) Recognition of deferred tax assets
There are many transactions and events for which the ultimate tax determination is uncertain during the ordinary course of business. Significant judgment is required from the Group in determining the provision for income taxes in each of these jurisdictions. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

Deferred tax assets are recognised in respect of temporary deductible differences and the carryforward of unused tax losses. Management recognises deferred tax assets only to the extent that it is probable that future taxable profit will be available against the assets which can be realised or utilised. At the end of each reporting period, management assesses whether previously unrecognised deferred tax assets should be recognized. The Group recognises a previously unrecognised deferred tax asset to the extent that it is probable that future taxable profit will allow the deferred tax asset to be utilised. In addition, management assesses the carrying amount of deferred tax assets that are recognised at the end of each reporting period. The Group reduces the carrying amount of a deferred tax asset to the extent that it is no longer probable that sufficient taxable profit will be available for the deferred tax asset to be utilised.

In making the assessment of whether it is probable the Group will realize or utilise the deferred tax assets, management primarily relies on the generation of future taxable income to support the recognition of deferred tax assets. In order to fully utilize the deferred tax assets recognized at 31 December 2014, the Group would need to generate future taxable income of at least RMB 3,660 million, of which at least RMB 2,371 million is required to be generated by the Company by 2017, prior to the expiration of the unused tax losses generated in 2012. In addition, further taxable income of RMB 833 million is required to be generated by the Company by 2019, prior to the expiration of the unused tax losses generated in 2014. Based on estimated forecast and historical experience, management believes that it is probable that the Group will generate sufficient taxable income before the unused tax losses expire.

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Sinopec Shanghai Petrochemical Company Limited

Notes to the Consolidated Financial Statement (Continued)

For the year ended 31 December 2014

5 Segment information

The Group manages its business by divisions, which are organized by business lines. In view of the fact that the Company and its subsidiaries operate mainly in the PRC, no geographical segment information is presented.

In a manner consistent with the way in which information is reported internally to the Group s chief operating decision maker for the purposes of resource allocation and performance assessment, the Group has identified the following five reportable segments. No operating segments have been aggregated to form the following reportable segments.

Segment results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items mainly comprise interest in associates or joint ventures, deferred tax assets, cash and cash equivalents, investment property and related revenues (such as share of profit of associates and joint ventures, interest income and investment income), interest-bearing loans, borrowings and interest expense, and corporate assets and expenses.

The Group principally operates in five operating segments: synthetic fibres, resins and plastics, intermediate petrochemicals, petroleum products and trading of petrochemical products. Synthetic fibres, resins and plastics, intermediate petrochemicals, petroleum products are produced through intermediate steps from the principal raw material of crude oil. The specific products of each segment are as follows:

(i) The synthetic fibres segment produces primarily polyester and acrylic fibres, which are mainly used in the textile and apparel industries.

(ii) The resins and plastics segment produces primarily polyester chips, polyethylene resins and films, polypropylene resins and PVA granules. The polyester chips are used to produce polyester fibres, coating and containers. Polyethylene resins and plastics are used to produce insulated cable, mulching films and moulded products such as housewares and toys. Polypropylene resins are used for films, sheets and moulded products such as housewares, toys, consumer electronics and automobile parts.

(iii) The intermediate petrochemicals segment primarily produces p-xylene, benzene and ethylene oxide. The intermediate petrochemicals produced by the Group are both served as raw materials in the production of other petrochemicals, resins, plastics and synthetic fibres, and sold to external customers.

(iv) The Group s petroleum products segment is equipped with crude oil distillation facilities used to produce vacuum and atmospheric gas oils used as feedstock of the Group s downstream processing facilities. Residual oil and low octane gasoline fuels are co-products of the crude oil distillation process. Part of the residual oil is further processed into qualified refined gasoline and diesel oil. In addition, the Group produces a variety of fuels for transportation, industry and household heating usage, such as diesel oil, jet fuel, heavy oil and liquefied petroleum gas.

(v) The Group s trading of petrochemical products segment is primarily engaged in importing and exporting of petrochemical products. The products are sourced from international and domestic suppliers.

(vi) Other operating segments represent the operating segments which do not meet the quantitative threshold for determining reportable segments. These include rentals, providing services and a variety of other commercial activities, which are not allocated to the above five operating segments.

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Sinopec Shanghai Petrochemical Company Limited

Notes to the Consolidated Financial Statement (Continued)

For the year ended 31 December 2014

5 Segment information (continued)

	2012			2013			2014		
	Total segment revenue RMB 000	Inter-segment revenue RMB 000	Revenue from external customers Note(a) RMB 000	Total segment revenue RMB 000	Inter-segment revenue RMB 000	Revenue from external customers Note(a) RMB 000	Total segment revenue RMB 000	Inter-segment revenue RMB 000	Rev fr ext cust No RM
fibers	3,344,283	93	3,344,190	3,264,518		3,264,518	2,935,540		2,
d	14,936,916	108,618	14,828,298	14,685,256	244,977	14,440,279	12,895,531	241,131	12,
ate micals)	37,247,332	19,085,952	18,161,380	38,120,472	19,437,514	18,682,958	27,988,970	15,408,977	12,
n	49,373,252	5,618,459	43,754,793	73,054,807	6,133,970	66,920,837	63,510,346	5,266,442	58,
of mical	15,449,179	3,423,818	12,025,361	14,504,014	3,344,902	11,159,112	17,612,914	2,820,482	14,
	1,613,180	718,864	894,316	2,291,338	1,268,716	1,022,622	1,974,929	1,054,951	[illegible]
	121,964,142	28,955,804	93,008,338	145,920,405	30,430,079	115,490,326	126,918,230	24,791,983	102,

	2012 RMB 000	2013 RMB 000	2014 RMB 000
(Loss)/profit from operations			
Synthetic fibres	(405,349)	(602,907)	(581,923)
Resins and plastics	(1,291,393)	(766,311)	(331,540)
Intermediate petrochemicals	832,675	1,064,035	131,830
Petroleum products	(993,026)	2,177,264	(29,289)
Trading of petrochemical products	46,448	105,518	66,106
Others	38,199	214,667	156,916
(Loss)/profit from operations	(1,772,446)	2,192,266	(587,900)

Net finance (costs)/income	(283,257)	121,720	(359,698)
Investment income	6,446		
Share of profit of investments accounted for using the equity method	32,784	130,667	57,654
(Loss)/profit before taxation	(2,016,473)	2,444,653	(889,944)

Note (a): Sales to Sinopec Corp., its subsidiaries and joint ventures as follows:

	2012 RMB 000	**2013 RMB 000**	**2014 RMB 000**
Intermediate petrochemicals	4,355,455	2,450,016	2,102,740
Petroleum products	37,618,198	61,901,684	54,017,562
Trading of petrochemical products	6,999,471	6,079,977	4,518,127
Others	620,145	238,332	196,581
	49,593,269	**70,670,009**	**60,835,010**

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Sinopec Shanghai Petrochemical Company Limited

Notes to the Consolidated Financial Statement (Continued)

For the year ended 31 December 2014

5 Segment information (continued)

Note (b): Intermediate petrochemicals sales to other segments are as follows:

	2012 RMB 000	2013 RMB 000	2014 RMB 000
Synthetic fibres	3,483,378	3,889,173	2,715,204
Resins and plastics	15,302,334	15,115,242	12,205,061
Petroleum products	300,240	433,099	488,712
	19,085,952	**19,437,514**	**15,408,977**

Other profit and loss disclosures

	2012		2013		2014	
	Depreciation and amortisation RMB 000	Impairment loss and inventory write-down RMB 000	Depreciation and amortisation RMB 000	Impairment loss and inventory write-down RMB 000	Depreciation and amortisation RMB 000	Impairment loss and inventory write-down RMB 000
Synthetic fibres	(143,742)	(35,118)	(183,918)	(26,469)	(185,209)	(28,942)
Resins and plastics	(161,764)	(24,585)	(304,972)	(744)	(233,014)	(114)
Intermediate petrochemicals	(583,280)	(13,877)	(765,785)	(5,629)	(621,545)	(25,018)
Petroleum products	(614,812)	(129,976)	(1,068,951)		(1,009,980)	(138,624)
Trading of petrochemical products	(330)		(234)		(227)	(3,630)
Others	(184,173)	(371)	(214,832)	(6,996)	(223,500)	(27,711)
	(1,688,101)	**(203,927)**	**(2,538,692)**	**(39,838)**	**(2,273,475)**	**(224,039)**

As at 31 December

	2013 Total assets RMB 000	2014 Total assets RMB 000
Allocated assets		
Synthetic fibres	1,942,127	1,762,111
Resins and plastics	2,160,187	1,714,407
Intermediate petrochemicals	6,603,970	5,339,892
Petroleum products	18,333,268	13,856,761
Trading of petrochemical products	743,409	1,312,503
Others	2,315,330	2,156,341
Allocated assets	**32,098,291**	**26,142,015**
Unallocated assets		
Investments accounted for using the equity method	2,993,594	2,936,262
Deferred tax assets	684,599	915,069
Investment property	429,292	415,842
Others	431,034	496,444
Unallocated assets	**4,538,519**	**4,763,617**
Total assets	**36,636,810**	**30,905,632**

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Sinopec Shanghai Petrochemical Company Limited

Notes to the Consolidated Financial Statement (Continued)

For the year ended 31 December 2014

5 Segment information (continued)

	As at 31 December	
	2013	2014
	Total liabilities	Total liabilities
	RMB 000	RMB 000
Allocated liabilities		
Synthetic fibres	320,028	340,837
Resins and plastics	1,390,865	947,649
Intermediate petrochemicals	1,773,356	1,028,939
Petroleum products	6,363,608	4,812,737
Trading of petrochemical products	972,403	1,172,575
Others	103,168	120,353
Allocated liabilities	**10,923,428**	**8,423,090**
Unallocated liabilities		
Borrowings current part	7,094,026	4,078,195
Borrowings non-current part	627,800	1,632,680
Unallocated liabilities	**7,721,826**	**5,710,875**
Total liabilities	**18,645,254**	**14,133,965**

	2012	2013	2014
	RMB 000	RMB 000	RMB 000
Additions to non-current assets			
Synthetic fibres	101,260	120,570	39,408
Resins and plastics	46,509	60,464	58,955
Intermediate petrochemicals	918,826	570,214	668,075
Petroleum products	2,571,457	728,782	573,834
Trading of petrochemical products	650		
Others	621,157	104,568	172,011

	4,259,859	1,584,598	1,512,283

6 Other operating income

	2012 RMB 000	2013 RMB 000	2014 RMB 000
Government grants	211,044	49,658	172,829
Rental income from investment property	46,413	40,241	48,555
Gain on disposal of property, plant and equipment	3,905	468,107	13,297
Gain on foreign exchange		67,304	
Income from pipeline transportation services	17,502	9,262	8,059
Gain on disposal of associates			6,491
Others	54,890	38,812	12,354
	333,754	673,384	261,585

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Sinopec Shanghai Petrochemical Company Limited

Notes to the Consolidated Financial Statement (Continued)

For the year ended 31 December 2014

7 Other operating expenses

	2012 RMB 000	2013 RMB 000	2014 RMB 000
Loss on disposal of property, plant and equipment	(24,670)	(27,392)	(47,263)
Loss on foreign exchange			(22,168)
Others	(31,109)	(39,970)	(30,795)
	(55,779)	(67,362)	(100,226)

8 Finance income and costs

	2012 RMB 000	2013 RMB 000	2014 RMB 000
Interest income	86,545	90,484	64,673
Net foreign exchange gain		407,932	
Finance income	86,545	498,416	64,673
Interest on bank and other borrowings	(466,409)	(376,696)	(375,808)
Less: amounts capitalized on qualifying assets	110,306		1,208
Net interest expense	(356,103)	(376,696)	(374,600)
Net foreign exchange loss	(13,699)		(49,771)
Finance expenses	(369,802)	(376,696)	(424,371)
Finance (expenses)/income-net	(283,257)	121,720	(359,698)

9 Expense by nature

	2012 RMB 000	2013 RMB 000	2014 RMB 000
Cost of raw material and trading products	82,042,690	95,718,567	86,087,588
Staff cost	2,545,356	2,652,768	2,627,357
Depreciation and amortisation (Note 13, 14)	1,859,296	2,538,692	2,273,475
Repairs and maintenance expenses	984,486	1,126,828	1,088,314
Transportation costs	383,981	451,891	354,735
Impairment loss (Note 16, 20)	371	(327)	10,439
Inventory write-down (Note 19)	203,556	40,165	213,600
Agency commission	160,903	152,331	113,162
Auditors remuneration - audit services	8,850	7,800	7,800
Change of goods in process and finished goods	156,365	124,799	(546,246)
Other expenses	921,841	1,103,420	1,243,999
Total cost of sales, selling and administrative expenses	89,267,695	103,916,934	93,474,223

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Notes to the Consolidated Financial Statement (Continued)

For the year ended 31 December 2014

10 Directors and supervisors emoluments

(i) Directors and supervisors emoluments:

	2013			
	Salaries and other benefits RMB 000	Retirement scheme contributions RMB 000	Discretionary bonus RMB 000	Total RMB 000
Executive Directors				
Wang Zhiqing	193	16	464	673
Gao Jingping (Resigned as supervisor in April 2013, newly appointed as Vice President in June 2013)	187	16	415	618
Li Honggen	169	16	405	590
Zhang Jianping	169	16	397	582
Ye Guohua	169	16	399	584
Shi Wei (As director before April 2013, continue to serve as vice president)	199	16	508	723
Rong Guangdao (Resigned as Director in April 2013)	64	5	348	417
Independent non-executive directors				
Jin Mingda	150			150
Cai Tingji	150			150
Wang Yongshou	75			75
Zhang Yiming (Appointed in October 2013)	38			38
Supervisors				
Li Xiaoxia	114	14	257	385
Zuo Qiang	110	13	234	357
Zhang Jianbo (Appointed in November 2013)	32	2	37	71
	1,819	130	3,464	5,413

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Notes to the Consolidated Financial Statement (Continued)

For the year ended 31 December 2014

10 Directors and supervisors emoluments (continued)

(i) Directors and supervisors emoluments (continued):

	2014			
	Salaries and other benefits RMB 000	Retirement scheme contributions RMB 000	Discretionary bonus RMB 000	Total RMB 000
Executive Directors				
Wang Zhiqing	195	17	619	831
Gao Jingping	195	17	599	811
Ye Guohua	171	17	543	731
Jin Qiang (As vice president before June 2014, newly appointed as director in June 2014)	171	16	557	744
Guo Xiaojun (As vice president before June 2014, newly appointed as director in June 2014)	171	17	427	615
Li Honggen (Resigned as director and vice president in June 2014)	85	8	470	563
Zhang Jianping (Resigned as director and vice president in June 2014)	85	8	470	563
Independent non-executive directors				
Jin Mingda	150			150
Cai Tingji	150			150
Zhang Yiming	150			150
Supervisors				
Zhang Jianbo	174	12	301	487
Zuo Qiang	111	13	274	398
Li Xiaoxia	115	14	244	373
	1,923	139	4,504	6,566

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Sinopec Shanghai Petrochemical Company Limited

Notes to the Consolidated Financial Statement (Continued)

For the year ended 31 December 2014

10 Directors and supervisors emoluments (continued)

(ii) Individuals with the highest emoluments

Of the 5 individuals with the highest emoluments in 2014, 5 (2013: 4) are directors and supervisors whose emoluments are disclosed in Note 10(i). The emolument in respect of the other one individual in 2013 is as follows:

	2013 RMB 000	2014 RMB 000
Salaries and other benefits	181	
Retirement scheme contributions	16	
Discretionary bonus	429	
	626	

The emolument of the individual with the highest emoluments is within the band Nil to RMB1,000 thousands for the year ended 31 December 2013.

11 Income tax

	2012 RMB 000	2013 RMB 000	2014 RMB 000
-Current income tax	21,973	11,177	16,286
-Deferred taxation	(533,304)	367,974	(230,470)
	(511,331)	379,151	(214,184)

A reconciliation of the expected income tax calculated at the applicable tax rate and total (loss)/profit with the actual income tax is as follows:

	2012 RMB 000	2013 RMB 000	2014 RMB 000

(Loss)/profit before taxation	(2,016,473)	2,444,653	(889,944)
Expected PRC income tax at the statutory tax rate of 25%	(504,118)	611,163	(222,486)
Tax effect of share of profit of investments accounted for using the equity method	(10,800)	(30,167)	(11,913)
Tax effect of other non-taxable income	(17,921)	(23,451)	(18,106)
Tax effect of non-deductible loss, expenses and costs	2,611	5,197	5,408
Difference for final settlement of enterprise income taxes in respect of previous year	2,477	3,138	11
Profit on disposal of associates and joint ventures			3,496
Utilisation of previously unrecognized tax losses	(679)	(202,721)	(536)
Temporary difference for which no deferred income tax asset was recognized	46	59	12,261
Tax losses for which no deferred income tax asset was recognized	17,053	15,933	17,681
Actual income tax	(511,331)	379,151	(214,184)

The Group did not carry out business overseas and therefore does not incur overseas income taxes.

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Sinopec Shanghai Petrochemical Company Limited

Notes to the Consolidated Financial Statement (Continued)

For the year ended 31 December 2014

11 Income tax (continued)

(i) Deferred tax assets and deferred tax liabilities are attributable to items detailed in the tables below:

	Assets		Liabilities		Net balance	
	2013	2014	2013	2014	2013	2014
	RMB 000	RMB 000	RMB 000	RMB 000	RMB 000	RMB 000
To be recovered within 12 months						
Impairment for bad and doubtful debts, provision for inventories and payroll payables	22,734	52,063			22,734	52,063
Deferred income		4,109				4,109
Provision for impairment losses in fixed assets, construction in progress and difference in depreciation		15,808				15,808
Tax losses carried forward		378,000				378,000
Capitalisation of borrowing costs			(2,889)	(2,889)	(2,889)	(2,889)
To be recovered over 12 months						
Provision for inventories		7,517				7,517
Provision for impairment losses in fixed assets, construction in progress and difference in depreciation	74,272	37,910			74,272	37,910
Capitalisation of borrowing costs			(11,590)	(8,701)	(11,590)	(8,701)
Tax losses carried forward	595,504	425,559			595,504	425,559
Others	6,568	5,693			6,568	5,693
Deferred tax assets/(liabilities)	699,078	926,659	(14,479)	(11,590)	684,599	915,069

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Notes to the Consolidated Financial Statement (Continued)

For the year ended 31 December 2014

11 Income tax (continued)

(ii) Movements in deferred tax assets and liabilities are as follows:

	Balance at 1 January 2013 RMB 000	Recognized in income statement RMB 000	Balance at 31 December 2013 RMB 000
Impairment for bad and doubtful debts, provision for inventories and payroll payables	27,407	(4,673)	22,734
Provision for impairment losses in fixed assets and difference in depreciation	95,796	(21,524)	74,272
Capitalisation of borrowing costs	(17,431)	2,952	(14,479)
Tax losses carried forward	939,359	(343,855)	595,504
Others	7,442	(874)	6,568
Deferred tax assets	1,052,573	(367,974)	684,599

	Balance at 1 January 2014 RMB 000	Recognized in income statement RMB 000	Balance at 31 December 2014 RMB 000
Impairment for bad and doubtful debts, provision for inventories and payroll payables	22,734	36,846	59,580
Deferred income		4,109	4,109
Provision for impairment losses in fixed assets, construction in progress and difference in depreciation	74,272	(20,554)	53,718
Capitalisation of borrowing costs	(14,479)	2,889	(11,590)
Tax losses carried forward	595,504	208,055	803,559
Others	6,568	(875)	5,693
Deferred tax assets	684,599	230,470	915,069

The Group recognizes deferred tax assets only to the extent that it is probable that future taxable income will be available against which the assets can be utilized. Based on the level of historical taxable income and projections for future taxable income over the periods which the deferred tax assets will be utilized, management believes that it is probable the Group will realize the benefits of these temporary differences.

(iii) Deferred tax assets not recognized

As at 31 December 2014, a subsidiary of the Company did not recognise the deferred tax assets in respect of the impairment losses on property, plant and equipment amounting to RMB 432,579 thousands and provision for inventories amounting to RMB 46,190 thousands (2013: RMB 432,579 thousands and provision for inventories amounting to RMB 46,190 thousands, respectively) while another subsidiary did not recognise the deferred tax assets in respect of provision for inventories amounted RMB 48,750 thousands (2013: Nil). The total unused tax losses carried forward for PRC income tax purpose of the Group amounted to RMB 353,952 thousands (2013: RMB 402,138 thousands) because it was not probable that the related tax benefit would be realized, of which RMB 71,759 thousands, RMB 79,526 thousands, RMB 68,211 thousands, RMB 63,733 thousands and RMB 70,723 thousands will expire in 2015, 2016, 2017, 2018 and 2019, respectively.

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Sinopec Shanghai Petrochemical Company Limited

Notes to the Consolidated Financial Statement (Continued)

For the year ended 31 December 2014

12 (Loss)/earnings per share

(a) Basic

Basic earnings per share is calculated by dividing the profit attributable to owners of the Company by the weighted average number of ordinary shares in issue during the year excluding ordinary shares purchased by the Company and held as treasury shares.

	2012 RMB 000 (Restated)	**2013 RMB 000**	**2014 RMB 000**
Net (loss)/profit attributable to owners of the Company	(1,528,397)	2,055,328	(692,222)
Weighted average number of ordinary shares in issue(thousands)(Note 1)	10,800,000	10,800,000	10,800,000
Basic (loss)/earnings per share(RMB per share)	RMB (0.142)	RMB 0.190	RMB (0.064)

Note 1: The resolution included a distribution of 5 shares for every 10 shares based on the 7,200,000 thousands ordinary shares as at 30 June 2013. Among the 5 shares distributed, 3.36 shares were converted from share premium of RMB 2,420,841 thousands and 1.64 shares were converted from surplus reserves of RMB 1,179,159 thousands (Note 23). As at 31 December 2014 and 31 December 2013, the Company s total share capital was 10.8 billion shares. In determining the weighted average number of ordinary shares in issue during the year ended 31 December 2012, the 3,600,000 thousands shares issued by way of capitalisation of reserves have been regarded as if these shares were in issue since 1 January 2012. Earnings per share for 2012 were restated accordingly.

(b) Diluted

There were no dilutive potential ordinary shares, therefore diluted earnings per share is the same as basic earnings per share.

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Notes to the Consolidated Financial Statement (Continued)

For the year ended 31 December 2014

13 Lease prepayment and other assets

	Land use rights RMB 000	Other Intangible assets RMB 000	Long-term prepaid expense RMB 000	Total RMB 000
At 1 January 2013				
Cost	744,867	81,054	633,548	1,459,469
Accumulated amortisation	(285,357)	(42,989)		(328,346)
Net book amount	459,510	38,065	633,548	1,131,123
Year ended 31 December 2013				
Opening net book amount	459,510	38,065	633,548	1,131,123
Additions		31	318,671	318,702
Disposals (Note a)	(20,808)			(20,808)
Charge for the year	(15,347)	(2,919)	(423,805)	(442,071)
Reclassified to other receivables and prepayments			(69,951)	(69,951)
Closing net book amount	423,355	35,177	458,463	916,995
At 31 December 2013				
Cost	708,752	81,085	458,463	1,248,300
Accumulated amortisation	(285,397)	(45,908)		(331,305)
Net book amount	423,355	35,177	458,463	916,995
Year ended 31 December 2014				
Opening net book amount	423,355	35,177	458,463	916,995
Additions	220		558,978	559,198
Charge for the year	(14,690)	(2,922)	(329,532)	(347,144)
Reclassified to other receivables and prepayments			(85,458)	(85,458)
Closing net book amount	408,885	32,255	602,451	1,043,591

At 31 December 2014				
Cost	708,972	81,085	602,451	1,392,508
Accumulated amortisation	(300,087)	(48,830)		(348,917)
Net book amount	408,885	32,255	602,451	1,043,591

Note a: Pursuant to the resolution of the 18th meeting of the 7th term of Board of Directors on 5 December 2013, the Company entered into an agreement with China Petrochemical Sales Co., Ltd. (the Sales Company) which included a sell of part of the Company s assets located in Chen Shan depot. The carrying value of the asset transferred was RMB 112,260 thousands, mainly including buildings, machinery and equipment with carrying value of approximately RMB 91,534 thousands (cost: RMB 407,941 thousands, accumulated depreciation: 316,407 thousands), three land use of rights with carrying value of approximately RMB 20,726 thousands (cost: RMB 35,974 thousands, accumulated amortization: RMB15,248 thousands).

According to the valuation report (31 March 2013 as the date of valuation) (Zhong Lian Ping Bao Zi [2013] No. 579) issued by China United Assets Appraisal Group Ltd., the transaction price was determined at RMB 594,147 thousands. The net income of above transaction after tax was RMB 464,941 thousands.

Long-term prepaid expenses are mainly catalyst. As at 31 December 2014, the current portion of catalyst amounted to RMB 85,458 thousands (2013: RMB 69,951 thousands, 2012: RMB 46,143 thousands) was reclassified to other receivables and prepayments, while the net book value of non-current portion was RMB 586,171 thousands (31 December 2013: RMB 440,433 thousands).

In 2014, the amortisation of RMB 347,144 thousands (2013: RMB 442,071 thousands, 2012: RMB 189,518 thousands) has been charged in cost of sales.

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Notes to the Consolidated Financial Statement (Continued)

For the year ended 31 December 2014

14 Property, plant and equipment

	Buildings RMB 000	Plant and machinery RMB 000	Vehicles and other equipment RMB 000	Total RMB 000
At 1 January 2013				
Cost	3,776,866	39,302,840	1,914,699	44,994,405
Accumulated depreciation	(2,039,675)	(23,023,446)	(1,476,680)	(26,539,801)
Impairment loss	(279,099)	(652,589)	(54,168)	(985,856)
Net book amount	1,458,092	15,626,805	383,851	17,468,748
Year ended 31 December 2013				
Opening net book amount	1,458,092	15,626,805	383,851	17,468,748
Additions		67,223	19,502	86,725
Disposals	(31,837)	(69,083)	(19,789)	(120,709)
Reclassification	(2,919)	(16,169)	19,088	
Transferred from construction in progress (Note 16)	98,604	1,193,177	42,955	1,334,736
Transferred to Investment properties (Note 15)	(3,400)			(3,400)
Charge for the year	(98,781)	(1,934,474)	(63,366)	(2,096,621)
Closing net book amount	1,419,759	14,867,479	382,241	16,669,479
At 31 December 2013				
Cost	3,727,436	40,086,904	1,936,874	45,751,214
Accumulated depreciation	(2,028,578)	(24,571,769)	(1,500,465)	(28,100,812)
Impairment loss	(279,099)	(647,656)	(54,168)	(980,923)
Net book amount	1,419,759	14,867,479	382,241	16,669,479
Year ended 31 December 2014				
Opening net book amount	1,419,759	14,867,479	382,241	16,669,479
Additions	700	103,500	16,349	120,549
Disposals	(12,300)	(44,380)	(1,748)	(58,428)
Reclassification	19,268	(28,027)	8,759	

Transferred from construction in progress (Note 16)	36,240	668,152	31,914	736,306
Charge for the year	(94,586)	(1,764,643)	(67,102)	(1,926,331)
Closing net book amount	1,369,081	13,802,081	370,413	15,541,575
At 31 December 2014				
Cost	3,757,546	40,353,304	1,931,721	46,042,571
Accumulated depreciation	(2,109,366)	(25,957,875)	(1,507,236)	(29,574,477)
Impairment loss	(279,099)	(593,348)	(54,072)	(926,519)
Net book amount	1,369,081	13,802,081	370,413	15,541,575

In 2014, the amount of depreciation expense charged to cost of sales and selling and administrative expense were RMB 1,926,256 thousands and RMB 75 thousands, respectively (2013: RMB 2,096,487 thousands and RMB 143 thousands, 2012: RMB 1,669,377 thousands and RMB 401 thousands, respectively).

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Notes to the Consolidated Financial Statement (Continued)

For the year ended 31 December 2014

15 Investment property

	RMB 000
At 1 January 2013	
Cost	546,204
Accumulated depreciation	(107,067)
Net book amount	439,137
Year ended 31 December 2013	
Opening net book amount	439,137
Transfer from property, plant and equipment (Note 14)	3,400
Charge for the year	(13,245)
Closing net book amount	429,292
At 1 January 2014	
Cost	552,534
Accumulated depreciation	(123,242)
Net book amount	429,292
Year ended 31 December 2014	
Opening net book amount	429,292
Charge for the year	(13,450)
Closing net book amount	415,842
At 31 December 2014	
Cost	552,534
Accumulated depreciation	(136,692)
Net book amount	415,842

Investment property represents certain floors of an office building leased to other entities including related parties.

The fair value of the investment property of the Group and the Company as at 31 December 2014 were estimated by the directors to be approximately RMB 1,198,556 thousands and RMB 1,150,367 thousands by reference to market values of similar properties in the relevant region (31 December 2013: the Group: RMB 1,003,105 thousands; the Company: RMB 956,919 thousands). This fair value estimation was at level 2 of fair value hierarchy by using market observable inputs. The investment property has not been valued by an external independent appraiser.

Rental income of RMB 48,555 thousands was received by the Group during the year ended 31 December 2014 (2013: RMB 40,241 thousands; 2012: RMB 46,413 thousands).

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Notes to the Consolidated Financial Statement (Continued)

For the year ended 31 December 2014

16 Construction in progress

	2013 RMB 000	2014 RMB 000
At 1 January	612,388	456,823
Additions	1,179,171	832,536
Transferred to property plant and Equipment (Note 14)	(1,334,736)	(736,306)
Impairment loss (Note a)		(10,175)
At 31 December	456,823	542,878

Note a: During the year, the Group ceased the construction of a 50,000 tons per year ethanolamine project and fully provided impairment for this project at its carrying amounts of RMB 10,175 thousands.

During the year, the Group has capitalised borrowing costs amounting to RMB 1,208 thousands on qualifying assets. Borrowing costs were capitalised at the weighted average rate of its general borrowings of 3.89%.

17 Investments in subsidiaries

The Company

	As at 31 December 2013 RMB 000	 2014 RMB 000
Unlisted shares, at cost (i)	1,537,901	1,673,120
Less: impairment loss	(227,500)	(227,500)
	1,310,401	1,445,620

These amounts represent the investments made by the Company in its consolidated subsidiaries. As at 31 December 2014, the following list contains the particulars of the subsidiaries, all of which are limited companies established and operated in the PRC, which principally affected the results and assets of the Group.

Company	Registered capital 000	Percentage of equity directly held by the Company %	Percentage of equity held by the Group %	Percentage of equity held by non-controlling interests %	Principal activities
Shanghai Petrochemical Investment Development Company Limited (i)	RMB 1,000,000	100.00	100.00		Investment management
China Jinshan Associated Trading Corporation	RMB 25,000	67.33	67.33	32.67	Import and export of petrochemical products and equipment
Shanghai Jinchang Engineering Plastics Company Limited	USD 9,154		74.25	25.75	Production of Polypropylene compound products
Shanghai Golden Phillips Petrochemical Company Limited	USD 50,000		60.00	40.00	Production of polyethylene products
Zhejiang Jin Yong Acrylic Fibre Company Limited	RMB 250,000	75.00	75.00	25.00	Production of acrylic fibre products
Shanghai Golden Conti Petrochemical Company Limited	RMB 545,776		100.00		Production of petrochemical products
Shanghai Jinshan Trading Corporation	RMB 20,000		67.33	32.67	Import and export of petrochemical products

Sinopec Shanghai Petrochemical Company Limited

Notes to the Consolidated Financial Statement (Continued)

For the year ended 31 December 2014

17 Investments in subsidiaries (continued)

(i) During the year, the Company made capital contribution of RMB 135,219 thousands to Shanghai Petrochemical Investment Development Company Limited.

None of the subsidiaries have issued any debt securities.

Loans from subsidiaries

As at 31 December 2014, Shanghai Petrochemical Investment Development Company Limited, Golden Phillips Petrochemical Company Limited and Shanghai Golden Conti Petrochemical Company Limited, subsidiaries of the Company, provided entrusted loans to the Company by Shanghai Jinshan Branch of Industrial and Commercial Bank of China. The amount is RMB 300,000 thousands (31 December 2013: Nil), RMB 123,000 thousands (31 December 2013: RMB 105,000 thousands) and RMB 70,000 thousands (31 December 2013: Nil), respectively. The annual interest rate ranges from 3.00% to 4.50% (31 December 2013: 2.25% to 3.25%).

All of the Group s non-controlling interests in subsidiaries are not significant.

18 Investments accounted for using the equity method

The amounts recognised in the balance sheet are as follows:

	2013 RMB 000	2014 RMB 000
Associates		
-Unlisted shares, at cost		
-Share of net assets	2,727,570	2,720,134
Joint ventures		
-Unlisted shares, at cost		
-Share of net assets	266,024	216,128
	2,993,594	2,936,262

The amounts recognised in the share of profit of investments accounted for using the equity method are as follows:

	2013 RMB 000	2014 RMB 000
Associates	114,122	53,429
Joint ventures	16,545	4,225
	130,667	57,654

Investment in associates

Group	**2013 RMB 000**	**2014 RMB 000**
At 1 January	2,616,474	2,727,570
Capital contribution	60,000	11,541
Share of profit	114,122	53,429
Cash dividends distribution	(63,026)	(64,075)
Disposals		(8,331)
At 31 December	2,727,570	2,720,134

Sinopec Shanghai Petrochemical Company Limited

Notes to the Consolidated Financial Statement (Continued)

For the year ended 31 December 2014

18 Investments accounted for using the equity method (continued)

Investment in associates (continued)

Set out below are the major associates of the Group as at 31 December 2014, which, in the opinion of the directors, are material to the Group. The associates as listed below have share capital consisting solely of ordinary shares, which are held directly by the Group; the country of incorporation or registration is also their principal place of business.

Nature of investment in material associates as at 31 December 2014 and 2013

Name of entity	Place of business/country of incorporation	% of ownership interest	Nature of the relationship	Measurement method
Shanghai Secco Petrochemical Company Limited Shanghai Secco	PRC	20	Manufacturing and distribution of chemical products	Equity
Shanghai Chemical Industry Park Development Company Limited Chemical Industry	PRC	38.26	Planning, development and operation of the Chemical Industry Park in Shanghai, PRC	Equity
Shanghai Jinsen Hydrocarbon Resins Company Limited Jinsen	PRC	40	Production of resins products	Equity
Shanghai Azbil Automation Company Limited Azbil	PRC	40	Service and maintenance of building automation systems and products	Equity

Shanghai Secco, Chemical Industry, Jinsen and Azbil are private companies and there are no quoted market prices available for their shares.

There are no contingent liabilities relating to the Group s interest in the associates.

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Sinopec Shanghai Petrochemical Company Limited

Notes to the Consolidated Financial Statement (Continued)

For the year ended 31 December 2014

18 Investments accounted for using the equity method (continued)

Investment in associates (continued)

Summarised financial information for major associates

Set out below are the summarised financial information for the above companies which are accounted for using the equity method.

Summarised balance sheet for material associates

As at 31 December 2013	Shanghai Secco RMB 000	Chemical Industry RMB 000	Jinsen RMB 000	Azbil RMB 000
Current				
-Current Assets	4,600,981	3,093,527	123,548	175,236
-Current Liabilities	(2,700,388)	(1,182,769)	(14,057)	(57,374)
Non-current				
-Non-current Assets	9,295,519	2,600,953	96,344	3,793
-Non-current liabilities	(3,425,837)	(1,101,536)		
Net Assets	7,770,275	3,410,175	205,835	121,655

As at 31 December 2014	Shanghai Secco RMB 000	Chemical Industry RMB 000	Jinsen RMB 000	Azbil RMB 000
Current				
-Current Assets	4,367,559	2,465,826	124,136	173,827
-Current Liabilities	(2,545,646)	(639,628)	(12,050)	(56,557)
Non-current				
-Non-current Assets	9,472,760	2,818,709	94,060	4,538
-Non-current liabilities	(3,806,143)	(1,043,192)		
Net Assets	7,488,530	3,601,715	206,146	121,808

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Notes to the Consolidated Financial Statement (Continued)

For the year ended 31 December 2014

18 Investments accounted for using the equity method (continued)

Investment in associates (continued)

Summarised statement of comprehensive income for material associates

2012	Shanghai Secco RMB 000	Chemical Industry RMB 000	Jinsen RMB 000	Azbil RMB 000
Revenue	27,157,954	6,057	273,874	275,879
Post-tax profit/(loss) from continuing operations	(349,032)	169,232	13,985	36,145
Other comprehensive income				
Total comprehensive income/(loss)	(349,032)	169,232	13,985	36,145
Dividends declared by associate		39,000	13,777	30,000

2013	Shanghai Secco RMB 000	Chemical Industry RMB 000	Jinsen RMB 000	Azbil RMB 000
Revenue	29,369,585	5,960	307,067	257,762
Post-tax profit from continuing operations	199,820	123,832	10,868	30,047
Other comprehensive income				
Total comprehensive income	199,820	123,832	10,868	30,047
Dividends declared by associate		40,000	12,586	90,000

2014	Shanghai Secco RMB 000	Chemical Industry RMB 000	Jinsen RMB 000	Azbil RMB 000
Revenue	26,131,711	566	266,556	276,665
Post-tax (loss)/profit from continuing operations	(339,450)	221,540	12,426	30,153

Other comprehensive income				
Total comprehensive (loss)/income	(339,450)	221,540	12,426	30,153
Dividends declared by associate		30,000	12,115	30,000

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Notes to the Consolidated Financial Statement (Continued)

For the year ended 31 December 2014

18 Investments accounted for using the equity method (continued)

Investment in associates (continued)

The information above reflects the amounts presented in the financial statements of the associates (and not the Group s share of those amounts) adjusted for differences in accounting policies between the group and the associates.

Reconciliation of summarised financial information

Reconciliation of the summarised financial information presented to the carrying amount of its interest in material associates

Summarised financial information for material associates

2013	Shanghai Secco RMB 000	Chemical Industry RMB 000	Jinsen RMB 000	Azbil RMB 000
Opening net assets 1 January	7,270,455	3,326,343	207,553	181,608
Profit for the year	199,820	123,832	10,868	30,047
Other comprehensive income				
Capital increment	300,000			
Declared dividends		(40,000)	(12,586)	(90,000)
Closing net assets	7,770,275	3,410,175	205,835	121,655
% of ownership interest	20.00%	38.26%	40.00%	40.00%
Interest in associates	1,554,055	1,304,733	82,334	48,662
Unentitled portion		(325,052)		
Carrying value	1,554,055	979,681	82,334	48,662

2014	Shanghai Secco	Chemical Industry	Jinsen RMB 000	Azbil RMB 000

	RMB 000	RMB 000		
Opening net assets 1 January	7,770,275	3,410,175	205,835	121,655
(Loss)/profit for the year	(339,450)	221,540	12,426	30,153
Other comprehensive income				
Capital increment	57,705			
Declared dividends		(30,000)	(12,115)	(30,000)
Closing net assets	7,488,530	3,601,715	206,146	121,808
% of ownership interest	20.00%	38.26%	40.00%	40.00%
Interest in associates	1,497,706	1,378,016	82,458	48,723
Unentitled portion (Note a)		(334,752)		
Carrying value	1,497,706	1,043,264	82,458	48,723

Note a: Unentitled portion represented some piece of lands injected by Government in Chemical Industry as capital reserve and the earnings from this land cannot be shared by other shareholders.

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Sinopec Shanghai Petrochemical Company Limited

Notes to the Consolidated Financial Statement (Continued)

For the year ended 31 December 2014

18 Investments accounted for using the equity method (continued)

Summarised financial information for individually immaterial associates

	2013 RMB 000	2014 RMB 000
Carrying value of investments at 31 December	62,838	47,983
Aggregate amount of its share of those individually immaterial associates:		
Profit for the year	10,413	29,226
Other comprehensive income		
Total comprehensive income	10,413	29,226

Investment in joint ventures

	2013 RMB 000	2014 RMB 000
At 1 January	250,679	266,024
Share of profit	16,545	4,225
Cash dividends distribution	(1,200)	(54,121)
At 31 December	266,024	216,128

The joint venture listed below has share capital consisting solely of ordinary shares, which is held directly by the Group.

Name of entity	Place of business/country	% of ownership	Nature of the relationship	Measurement method

	of incorporation	interest		
BOC-SPC Gases Company Limited BOC	PRC	50	Production and sales of industrial gases	Equity
Shanghai Jinpu Plastic Packing Materials Company Limited Jinpu	PRC	50	Production of polypropylene film	Equity
Shanghai Petrochemical Yangu Gas Development Company Limited Yangu Gas	PRC	50	Production and sales of industrial gases	Equity

BOC, Jinpu and Yangu Gas are private companies and there are no quoted market prices available for their shares.

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Sinopec Shanghai Petrochemical Company Limited

Notes to the Consolidated Financial Statement (Continued)

For the year ended 31 December 2014

18 Investments accounted for using the equity method (continued)

Investment in joint venture (continued)

Summarised financial information for joint ventures

Set out below are the summarised financial information for joint ventures which are accounted for using the equity method.

Summarised balance sheet

As at 31 December 2013	BOC RMB 000	Jinpu RMB 000	Yangu Gas RMB 000	Total RMB 000
Current				
Cash and cash equivalents	16,832	11,845	9,027	37,704
Other current assets (excluding cash)	54,834	69,088	21,015	144,937
Total current assets	71,666	80,933	30,042	182,641
Financial liabilities	(113,803)	(49,514)	(16,769)	(180,086)
Other current liabilities	(12,674)	(2,025)	(2,687)	(17,386)
Total current liabilities	(126,477)	(51,539)	(19,456)	(197,472)
Non-current				
Total non-current assets	403,439	101,535	103,451	608,425
Total non-current liabilities			(9,000)	(9,000)
Net assets	348,628	130,929	105,037	584,594

As at 31 December 2014	BOC RMB 000	Jinpu RMB 000	Yangu Gas RMB 000	Total RMB 000
Current				

Cash and cash equivalents	12,636	2,976	11,540	27,152
Other current assets (excluding cash)	54,920	41,542	16,287	112,749
Total current assets	67,556	44,518	27,827	139,901
Financial liabilities	(102,993)	(24,770)	(5,575)	(133,338)
Other current liabilities	(52,902)	(7,536)	(2,799)	(63,237)
Total current liabilities	(155,895)	(32,306)	(8,374)	(196,575)
Non-current				
Total non-current Assets	357,525	91,964	90,381	539,870
Total non-current liabilities			(5,400)	(5,400)
Net assets	269,186	104,176	104,434	477,796

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Sinopec Shanghai Petrochemical Company Limited

Notes to the Consolidated Financial Statement (Continued)

For the year ended 31 December 2014

18 Investments accounted for using the equity method (continued)

Investment in joint venture (continued)

2012	BOC RMB 000	Jinpu RMB 000	Yangu Gas RMB 000	Total RMB 000
Revenue	399,221	268,901	74,187	742,309
Depreciation and amortisation	45,340	9,719	6,482	61,541
Interest income	351	297	98	746
Interest expense	(11,385)	(576)	(1,510)	(13,471)
Profit/(loss) from continuing operations	52,555	(24,972)	5,201	32,784
Income tax expense	(11,652)		(505)	(12,157)
Post-tax profit/(loss) from continuing operations	40,903	(24,972)	4,696	20,627
Other comprehensive income				
Total comprehensive income/(loss)	40,903	(24,972)	4,696	20,627
Dividends declared by joint venture	49,000		2,698	51,698

2013	BOC RMB 000	Jinpu RMB 000	Yangu Gas RMB 000	Total RMB 000
Revenue	388,968	253,971	72,675	715,614
Depreciation and amortisation	44,345	9,205	12,603	66,153
Interest income	247	302	99	648
Interest expense	(7,568)	(1,714)	(1,742)	(11,024)
Profit/(loss) from continuing operations	46,920	(18,147)	3,391	32,164
Income tax expense	(11,723)		226	(11,497)
Post-tax profit/(loss) from continuing operations	35,197	(18,147)	3,617	20,667
Other comprehensive income				
Total comprehensive income/(loss)	35,197	(18,147)	3,617	20,667
Dividends declared by joint venture			2,400	2,400

2014

	BOC RMB 000	**Jinpu RMB 000**	**Yangu Gas RMB 000**	**Total RMB 000**
Revenue	388,391	226,221	75,342	689,954
Depreciation and amortisation	44,870	9,783	14,193	68,846
Interest income	383	77	167	627
Interest expense	(5,533)	(2,329)	(965)	(8,827)
Profit/(loss) from continuing operations	41,345	(26,753)	1,397	15,989
Income tax expense	(14,545)			(14,545)
Post-tax profit/(loss) from continuing operations	26,800	(26,753)	1,397	1,444
Other comprehensive income				
Total comprehensive income/(loss)	26,800	(26,753)	1,397	1,444
Dividends declared by joint venture	106,242		2,000	108,242

The information above reflects the amounts presented in the financial statements of the joint ventures (and not the Group s share of those amounts) adjusted for differences in accounting policies between the Group and the joint ventures.

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Sinopec Shanghai Petrochemical Company Limited

Notes to the Consolidated Financial Statement (Continued)

For the year ended 31 December 2014

18 Investments accounted for using the equity method (continued)

Investment in joint venture (continued)

Reconciliation of summarised financial information

2013	BOC RMB 000	Jinpu RMB 000	Yangu Gas RMB 000	Total RMB 000
Opening net assets 1 January	305,346	151,728	103,820	560,894
Profit/(loss) for the year	43,282	(20,799)	3,617	26,100
Other comprehensive income				
Declared dividends			(2,400)	(2,400)
Closing net assets	348,628	130,929	105,037	584,594
% of ownership interest	50.00%	50.00%	50.00%	
Interest in joint ventures	174,314	65,465	52,519	292,298
Unrealized downstream transactions	(26,274)			(26,274)
Carrying value	148,040	65,465	52,519	266,024

2014	BOC RMB 000	Jinpu RMB 000	Yangu Gas RMB 000	Total RMB 000
Opening net assets 1 January	348,628	130,929	105,037	584,594
Profit/(loss) for the year	26,800	(26,753)	1,397	1,444
Other comprehensive income				
Declared dividends	(106,242)		(2,000)	(108,242)
Closing net assets	269,186	104,176	104,434	477,796
% of ownership interest	50.00%	50.00%	50.00%	
Interest in joint ventures	134,593	52,088	52,217	238,898
Unrealized downstream transactions	(22,770)			(22,770)
Carrying value	111,823	52,088	52,217	216,128

19 Inventories

	As at 31 December	
	2013	2014
	RMB 000	RMB 000
Raw materials	5,729,543	3,335,273
Work in progress	1,782,341	1,453,910
Finished goods	1,161,926	822,641
Spare parts and consumables	365,429	318,879
	9,039,239	5,930,703

The cost of inventories recognized in Cost of Sales amounted to RMB 71,425,192 thousands for the year ended 31 December 2014 (2013: RMB 84,148,090 thousands; 2012: RMB 72,057,443 thousands) which included an inventory provision of RMB 213,600 thousands (2013: RMB 40,165 thousands; 2012: RMB 203,556 thousands).

As at 31 December 2014, provision for impairment of inventories was RMB 294,771 thousands (31 December 2013: RMB 101,101 thousands).

Sinopec Shanghai Petrochemical Company Limited

Notes to the Consolidated Financial Statement (Continued)

For the year ended 31 December 2014

20 Trade and other receivables

	As at 31 December	
	2013	2014
	RMB 000	RMB 000
Trade receivables	147,855	630,931
Less: allowance for doubtful debts	(48)	(48)
	147,807	630,883
Bills receivable	2,688,897	1,365,677
Amounts due from related parties	2,131,133	1,035,085
	4,967,837	3,031,645
Other receivables and prepayments	345,696	268,869
	5,313,533	3,300,514

In 2014, the associates and joint ventures of the Group declared dividends with a total amount of RMB 97,597 thousands (2013: RMB 64,618 thousands; 2012: 65,651 thousands) to the Group. As at 31 December 2014, RMB 19,372 thousands among the aforementioned dividends were not yet received and therefore were recorded in other receivables and prepayments (31 December 2013: Nil).

As at 31 December 2014, entrusted lendings of RMB 82,000 thousands included in other receivables and prepayments was made by the Group at interest rates ranged from 3.00% to 3.25% per annum, which will be due in 2015 (31 December 2013: RMB 70,000 thousands at an interest rate of 3.25% per annum).

As of 31 December 2014, the Group didn t have any trade receivable which was past due but not impaired (31 December 2013: Nil).

Amounts due from related parties mainly represent trade-related balances.

The aging analysis of trade receivables, bills receivable and amounts due from related parties (net of allowance for doubtful debts) is as follows:

	As at 31 December	
	2013	**2014**
	RMB 000	**RMB 000**
Within one year	4,967,817	3,031,617
Above one year	20	28
	4,967,837	3,031,645

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Sinopec Shanghai Petrochemical Company Limited

Notes to the Consolidated Financial Statement (Continued)

For the year ended 31 December 2014

20 Trade and other receivables (continued)

The carrying amounts of the Group s trade and other receivables are denominated in the following currencies:

	As at 31 December	
	2013	2014
	RMB 000	RMB 000
RMB	5,263,885	2,773,508
USD	49,648	527,006
	5,313,533	3,300,514

Movements on the group s allowance for impairment of trade and other receivables are as follows:

	2012	2013	2014
	RMB 000	RMB 000	RMB 000
At 1 January	7,441	3,667	992
Provision for receivables impairment	869	383	305
Receivables written off during the year as uncollectible	(4,145)	(2,348)	
Unused amounts reversed	(498)	(710)	(41)
At 31 December	3,667	992	1,256

Bills receivable represent short-term bank acceptance receivables that entitle the Group to receive the full face amount of the receivables from the banks at maturity, which generally range from one to six months from the date of issuance. Historically, the Group had experienced no credit losses on bills receivable.

As at 31 December 2014, the Group has pledged account receivables of RMB 76,111 thousands (31 December 2013: Nil) and bills receivable of RMB 80,669 thousands (31 December 2013: Nil) for issuing letters of credit.

Accounts receivable derecognized due to the transfer of financial assets during the year amounted to RMB 352,753 thousands (2013: RMB 686,774 thousands, 2012: RMB 391,768 thousands), the relating amount recorded in finance expenses was RMB 2,372 thousands (2013: RMB 4,087 thousands, 2012: RMB 1,952 thousands).

Sales to third parties are generally on a cash basis. Subject to negotiation, credit is generally only available for major customers with well-established trading records.

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Sinopec Shanghai Petrochemical Company Limited

Notes to the Consolidated Financial Statement (Continued)

For the year ended 31 December 2014

21 Cash and cash equivalents

	As at 31 December 2013 RMB 000	**2014 RMB 000**
Cash deposits with a related party	7,109	5,179
Cash at bank and in hand	126,147	274,019
	133,256	279,198

22 Share capital

	Non-circulating shares RMB 000	Circulating Shares with restriction RMB 000	RMB ordinary A shares listed in PRC RMB 000	Foreign investment H shared listed overseas RMB 000	Total RMB 000
As at 1 January 2013	4,150,000		720,000	2,330,000	7,200,000
Distribution to circulating A share shareholders (Note 1)	(360,000)		360,000		
Conversion of share premium and surplus reserve to share capital	1,895,000		540,000	1,165,000	3,600,000
Other	(5,685,000)	5,685,000			
As at 31 December 2013		5,685,000	1,620,000	3,495,000	10,800,000
As at 1 January 2014		5,685,000	1,620,000	3,495,000	10,800,000
Distribution to circulating A share shareholders (Note 1)					
Conversion of share premium and surplus reserve to share capital					
Transition to unrestricted shares		(765,000)	765,000		
As at 31 December 2014		4,920,000	2,385,000	3,495,000	10,800,000

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Sinopec Shanghai Petrochemical Company Limited

Notes to the Consolidated Financial Statement (Continued)

For the year ended 31 December 2014

23 Reserves

	Share premium RMB 000	Legal surplus RMB 000	Capital surplus RMB 000	Surplus reserve RMB 000	Safety production fund RMB 000	Retained earnings RMB 000	Total RMB 000
Balance at 1 January 2013	2,420,841	3,871,256	4,180	1,280,514	8,179	1,252,196	8,837,166
Net profit attributable to shareholders of the Company						2,055,328	2,055,328
Dividends proposed and approved						(360,000)	(360,000)
Appropriation to statutory reserve		201,220				(201,220)	
Conversion of share premium and surplus reserve to share capital (Note 1)	(2,420,841)			(1,179,159)			(3,600,000)
Utilisation of safety production fund					(2,347)	2,347	
Balance at 31 December 2013		4,072,476	4,180	101,355	5,832	2,748,651	6,932,494
Net loss attributable to shareholders of the Company						(692,222)	(692,222)
Dividends proposed and approved						(540,000)	(540,000)
Utilisation of safety production fund					(4,567)	4,567	
Balance at 31 December 2014		4,072,476	4,180	101,355	1,265	1,520,996	5,700,272

24 Borrowings

	2013 RMB 000	2014 RMB 000
Long term bank loans (Note a)		
-Between two and five years	627,800	
-Between one and two years		1,632,680
	627,800	1,632,680
Loans due within one year		
-Current portion of long term bank loans (Note a)	609,690	
-Short term bank loans	6,414,336	3,008,195
-Short term loans from related parties	70,000	1,070,000
	7,094,026	4,078,195
	7,721,826	5,710,875

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Notes to the Consolidated Financial Statement (Continued)

For the year ended 31 December 2014

24 Borrowings (continued)

Note (a): The long term borrowings of the Group are as follows:

	Interest rate at 31 December 2014	Type of interest rate	As at 31 December 2013 RMB 000	2014 RMB 000
Repayment terms and last payment date				
Arranged by the Company:				
Due in 2014	1.44%	Floating	609,690	
Due in 2016	4.20%	Fixed		1,000,000
Due in 2016	1.83%-5.76%	Floating	300,000	611,900
Due in 2017-2018	5.76%	Floating	300,000	
Arranged by subsidiaries:				
Due in 2016	6.40%	Floating	27,800	20,780
Total long term loans			1,237,490	1,632,680
Less: Amounts due within one year			609,690	
Amounts due after one year			627,800	1,632,680

The weighted average interest rates for the Group and the Company s short term borrowings were 3.98% and 3.80%, respectively at 31 December 2014 (31 December 2013: the Group and the Company 2.87% and 2.84%, respectively).

At 31 December 2014, no borrowings were secured by property, plant and equipment (31 December 2013: nil).

As at 31 December 2014, the Group had standby credit facilities with several PRC financial institutions which provided the Group to borrow up to RMB 28,696,100 thousands, within which the maturity dates of unused facility amounted to RMB 7,495,370 thousands will be after 31 December 2015.

Included in borrowings are the following amounts denominated in currencies other than the functional currency of the entity to which they relate:

	As at 31 December	
	2013	**2014**
USD (in thousands)	USD 809,760	USD 364,353
EUR (in thousands)		EUR 57,001

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Sinopec Shanghai Petrochemical Company Limited

Notes to the Consolidated Financial Statement (Continued)

For the year ended 31 December 2014

25 Deferred income

	RMB 000
At 1 January 2014	
Government grants received during the year to compensate the cost caused by disposal of 1# ethylene equipment	35,000
Recognised in other operating income	(18,564)
At 31 December 2014	16,436

26 Trade and other payables

	As at 31 December	
	2013	2014
	RMB 000	RMB 000
Trade payables	2,238,409	2,920,459
Advance from customers	501,544	591,059
Bills payable	8,680	11,714
Amounts due to related parties	6,663,559	3,042,197
Subtotal	9,412,192	6,565,429
Staff salaries and welfares payable	41,418	44,464
Taxes payable (exclude income tax payable)	836,909	1,266,912
Interest payable	10,740	7,717
Dividends payable	20,918	19,406
Construction payable	342,754	223,061
Other liabilities	254,724	269,703
Subtotal of other payables	1,507,463	1,831,263
	10,919,655	8,396,692

As at 31 December 2014 and at 31 December 2013, all trade and other payables of the Group were non-interest bearing, and their fair value, except for the advance from customers which are not financial liabilities approximated their carrying amounts due to their short maturities.

The ageing analysis of the trade payables (including amounts due to related parties of trading in nature) was as follows:

	As at 31 December	
	2013	2014
	RMB 000	RMB 000
Within one year	9,357,833	6,514,151
Between one and two years	19,869	10,978
Over two years	34,490	40,300
	9,412,192	6,565,429

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Sinopec Shanghai Petrochemical Company Limited

Notes to the Consolidated Financial Statement (Continued)

For the year ended 31 December 2014

27 Related party transactions

The following is a list of the Group s major related parties:

Names of related parties	Relationship with the Company
China Petrochemical Corporation(Sinopec Group)	Ultimate parent company
BOC-SPC Gases Company Limited	Joint venture of the Group
Shanghai Jinpu Plastic Packing Materials Company Limited	Joint venture of the Group
Shanghai Petrochemical Yangu Gas Development Company Limited	Joint venture of the Group
Shanghai Secco Petrochemical Company Limited	Associates of the Group
Shanghai Chemical Industry Park Development Company Limited	Associates of the Group
Shanghai Jinsen Hydrocarbon Resins Company Limited	Associates of the Group
Shanghai Azbil Automation Company Limited	Associates of the Group
Shanghai Nam Kwong Petro-Chemical Company Limited	Associates of the Group
Shanghai Jinhuan Petroleum Naphthalene Development Company Limited	Associates of the Group
Shanghai Chemical Industry Park Logistics Company Limited	Associates of the Group
Sinopec Chemical Commercial Holding Company Limited	Subsidiary of the immediate parent company
Sinopec Huadong Sales Company Limited	Subsidiary of the immediate parent company
Sinopec Huanan Sales Company Limited	Subsidiary of the immediate parent company
Sinopec Huabei Sales Company Limited	Subsidiary of the immediate parent company
Sinopec Yizheng Chemical Fibre Company Limited	Subsidiary of the immediate parent company
China International United Petroleum and Chemical Company Limited	Subsidiary of the immediate parent company
China Petrochemical International Company Limited	Subsidiary of the immediate parent company
Sinopec Refinery Product Sales Company Limited	Subsidiary of the immediate parent company
Sinopec Yangzi Petrochemical Company Limited	Subsidiary of the immediate parent company
China Petrochemical International Beijing Company Limited	Subsidiary of the immediate parent company
China Petrochemical International Ningbo Company Limited	Subsidiary of the immediate parent company
China Petrochemical International Tianjin Company Limited	Subsidiary of the immediate parent company
Sinopec Huadong Supplies and Equipment Company Limited	Subsidiary of the immediate parent company

Petro-CyberWorks Information Technology Company Limited	Subsidiary of the immediate parent company
Sinopec Qingdao Refining and Chemical Company Limited	Subsidiary of the immediate parent company
Sinopec Fuel Oil Sales Corporation Limited	Subsidiary of the immediate parent company
BASF-YPC Company Limited	Joint venture of the immediate parent company
Zhejiang Baling Hengyi Caprolactam Limited Company	Joint venture of the immediate parent company
Sinopec Petroleum Storage and Reserve Limited	Subsidiary of the ultimate parent company
Sinopec Assets Management Corporation	Subsidiary of the ultimate parent company
Shanghai Petrochemical Machine Manufacturing Company Limited	Subsidiary of the ultimate parent company
Sinopec International Petroleum Exploration and Production Limited	Subsidiary of the ultimate parent company

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Sinopec Shanghai Petrochemical Company Limited

Notes to the Consolidated Financial Statement (Continued)

For the year ended 31 December 2014

27 Related party transactions (continued)

Names of related parties	Relationship with the Company
Sinopec Shanghai Engineering Company Limited	Subsidiary of the ultimate parent company
The Fourth Construction Company of Sinopec	Subsidiary of the ultimate parent company
The Fifth Construction Company of Sinopec	Subsidiary of the ultimate parent company
The Tenth Construction Company of Sinopec	Subsidiary of the ultimate parent company
Sinopec Engineering Incorporation	Subsidiary of the ultimate parent company
Sinopec Ningbo Engineering Company Limited	Subsidiary of the ultimate parent company
Sinopec Tending Company Limited	Subsidiary of the ultimate parent company
Sinopec Finance Company Limited(Sinopec Finance)	Subsidiary of the ultimate parent company

The following is a summary of significant balances and transactions between the Group and its related parties except for the dividends receivable as disclosed in the forgoing Note 20 and assets sale in Chen Shan depot as disclosed in the forgoing Note 13.

(a) Most of the transactions undertaken by the Group during the year ended 31 December 2014 have been affected on such terms as determined by Sinopec Corp. and relevant PRC authorities.

Sinopec Corp. negotiates and agrees the terms of crude oil supply with suppliers on a group basis, which is then allocated among its subsidiaries, including the Group, on a discretionary basis. Sinopec Corp. also owns a widespread petroleum products sales network and possesses a fairly high market share in domestic petroleum products market, which is subject to extensive regulation by the PRC government.

The Group has entered into a mutual product supply and sales services framework agreement with Sinopec Corp. Pursuant to the agreement, Sinopec Corp. provides the Group with crude oil, other petrochemical raw materials and agent services. On the other hand, the Group provides Sinopec Corp. with petroleum products, petrochemical products and property leasing services.

The pricing policy for these services and products provided under the agreement is as follows:

If there are applicable State (central and local government) tariffs, the pricing shall follow the State tariffs;

If there are no State tariffs, but there are applicable State s guidance prices, the pricing shall follow the State s guidance prices; or

If there are no State tariffs or State s guidance prices, the pricing shall be determined in accordance with the prevailing market prices (including any bidding prices).

Transactions between the Group and Sinopec Corp., its subsidiaries and joint ventures were as follows:

	2012 RMB 000	2013 RMB 000	2014 RMB 000
Sales of petroleum products	37,618,198	61,901,684	54,017,562
Sales other than petroleum products	11,975,071	8,768,325	6,817,448
Purchases of crude oil	41,173,864	52,898,298	30,931,551
Purchases other than crude oil	8,261,218	5,847,600	5,228,636
Sales commissions	160,903	152,331	113,162
Rental income	23,976	25,602	28,871

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Sinopec Shanghai Petrochemical Company Limited

Notes to the Consolidated Financial Statement (Continued)

For the year ended 31 December 2014

27 Related party transactions (continued)

(b) Other transactions between the Group and Sinopec Group Company and its subsidiaries, associates and joint venture of the Group were as follows:

	2012 RMB 000	2013 RMB 000	2014 RMB 000
Sales of goods and service fee income			
- Sinopec Group and its subsidiaries	430,089	347,176	298,190
- Associates and joint ventures of the Group	2,548,068	2,711,864	2,455,829
	2,978,157	3,059,040	2,754,019
Purchase			
- Sinopec Group and its subsidiaries	24,445	12,280	1,251,143
- Associates and joint ventures of the Group	3,519,612	3,923,220	3,772,603
	3,544,057	3,935,500	5,023,746
Insurance premiums expenses			
- Sinopec Group and its subsidiaries	115,918	146,176	117,896
Interest income			
- Sinopec Finance	555	943	1,057
Loans borrowed			
- Sinopec Finance	3,361,740	3,374,845	7,070,000
Loans repayment			
- Sinopec Finance	3,801,740	3,524,845	6,070,000
Interest expense			
- Sinopec Finance	29,716	20,762	59,939

Construction and installation cost			
- Sinopec Group and its subsidiaries	436,082	287,988	144,248

The directors of the Company are of the opinion that the transactions with Sinopec Corp., its subsidiaries and joint ventures, Sinopec Group and its subsidiaries, associates and joint ventures of the Group as disclosed in Note 27(a) and 27(b) were conducted in the ordinary course of business, on normal commercial terms and in accordance with the agreements governing such transactions.

Sinopec Shanghai Petrochemical Company Limited

Notes to the Consolidated Financial Statement (Continued)

For the year ended 31 December 2014

27 Related party transactions (continued)

(c) The relevant amounts due from/to Sinopec Corp., its subsidiaries and joint venture, Sinopec Group and its subsidiaries, associates and joint ventures of the Group, arising from purchases, sales and other transactions as disclosed in Note 27(a) and 27(b), are summarised as follows:

	As at 31 December	
	2013	2014
	RMB 000	RMB 000
Amounts due from related parties		
- Sinopec Corp., its subsidiaries and joint ventures	1,912,600	1,002,841
- Sinopec Group and its subsidiaries	2,074	3,617
- Associates and joint ventures of the Group	216,459	28,627
	2,131,133	1,035,085
Amounts due to related parties		
- Sinopec Corp., its subsidiaries and joint ventures	6,242,839	2,859,927
- Sinopec Group and its subsidiaries	28,687	9,142
- Associates and joint ventures of the Group	392,033	173,128
	6,663,559	3,042,197
Cash deposits, maturing within 3 months		
- Sinopec Finance (i)	7,109	5,179
Short-term loans		
- Sinopec Finance (ii)	70,000	1,070,000

(i) At 31 December 2014 and 31 December 2013, cash deposits at Sinopec Finance were charged at an interest rate of 0.35% per annum.

(ii)

At 31 December 2014, short-term loans from Sinopec Finance were made by the Company at a weighted average interest rate of 5.06% per annum (31 December 2013: 5.40%), which will be due in 2015.

(d) Key management personnel compensation and post-employment benefit plans

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly, including directors and supervisors of the Group. The key personnel compensations are as follows:

	Year ended 31 December		
	2012	**2013**	**2014**
	RMB 000	**RMB 000**	**RMB 000**
Short-term employee benefits	7,428	6,603	7,668
Post-employment benefits	170	181	170
	7,598	6,784	7,838

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Sinopec Shanghai Petrochemical Company Limited

Notes to the Consolidated Financial Statement (Continued)

For the year ended 31 December 2014

27 Related party transactions (continued)

(e) Contributions to defined contribution retirement plans

The Group participates in defined contribution retirement plans organized by municipal governments for its staff. The contributions to defined contribution retirement plans are as follows:

	Year ended 31 December		
	2012	2013	2014
	RMB 000	RMB 000	RMB 000
Municipal retirement scheme costs	264,160	277,253	277,167
Supplementary retirement scheme costs	68,763	69,735	72,998

At 31 December 2014 and 31 December 2013, there was no material outstanding contribution to the above defined contribution retirement plans.

(f) Transactions with other state-owned entities in the PRC

The Group is a state-controlled enterprise and operates in an economic regime currently dominated by entities directly or indirectly controlled by the PRC government (collectively referred to as state-controlled entities) through its government authorities, agencies, affiliations and other organisations.

Apart from transactions with related parties, the Group has transactions with other state-controlled entities which include, but are not limited to, the following:

- sales and purchases of goods and ancillary materials;
- rendering and receiving services;
- lease of assets, purchase of property, plant and equipment;

placing deposits and obtaining finance; and

use of public utilities

These transactions are conducted in the ordinary course of the Group s business on terms comparable to those with other entities that are not state controlled. The Group has established its procurement policies, pricing strategy and approval process for purchases and sales of products and services which do not depend on whether the counterparties are state-controlled entities or not.

Having considered the transactions potentially affected by related party relationships, the entity s pricing strategy, procurement policies and approval processes, and the information that would be necessary for an understanding of the potential effect of the related party relationship on the financial statements, the directors are of the opinion that the following transactions require disclosure of the related amounts.

Sinopec Shanghai Petrochemical Company Limited

Notes to the Consolidated Financial Statement (Continued)

For the year ended 31 December 2014

27 Related party transactions (continued)

(f) Transactions with other state-owned entities in the PRC (continued)

(i) Transactions with other state-controlled energy and chemical companies

The Group s major domestic suppliers of crude oil are China National Offshore Oil Corporation and its subsidiaries, Sinochem International Group and its subsidiaries, China Arts Huahai Import & Export Corp. Ltd., Heilongjiang United Oil & Chemicals Co., Ltd and Zhuhai Zhenrong Company which are state-controlled entities.

The aggregate amount of crude oil purchased by the Group from the above state-controlled energy and chemical companies are as follows:

	Year ended 31 December		
	2012	**2013**	**2014**
	RMB 000	**RMB 000**	**RMB 000**
Purchases of crude oil	13,243,442	15,134,075	22,763,687

No prepayments for purchases of crude oil made to the above state-controlled energy and chemical companies as at 31 December 2014 (31 December 2013: Nil).

(ii) Transactions with state-controlled banks

The Group deposits its cash with several state-controlled banks in the PRC. The Group also obtains short-term and long-term loans from these banks in the ordinary course of business. The interest rates of the bank deposits and loans are regulated by the People s Bank of China. The Group s interest income from and interest expense to these state-controlled banks in the PRC are as follows:

	Year ended 31 December		
	2012	**2013**	**2014**
	RMB 000	**RMB 000**	**RMB 000**
Interest income	17,192	15,443	12,955
Interest expense	436,693	355,935	303,836

The amounts of cash deposited at and loans from state-controlled banks in the PRC are summarised as follows:

	As at 31 December	
	2013	2014
	RMB 000	RMB 000
Cash and cash equivalents at state-controlled banks in PRC	126,147	274,011
Short-term loans	6,414,336	3,008,195
Long-term loans	627,800	1,020,780
Current portion of non-current liabilities	609,690	
Total loans from state-controlled banks in the PRC	7,651,826	4,028,975

Sinopec Shanghai Petrochemical Company Limited

Notes to the Consolidated Financial Statement (Continued)

For the year ended 31 December 2014

27 Related party transactions (continued)

(g) Commitments with related parties

	As at 31 December	
	2013	**2014**
	RMB 000	**RMB 000**
Construction and installation cost:		
- Sinopec Group and its subsidiaries	48,661	65,319

(h) Investment commitments with related parties

	As at 31 December	
	2013	**2014**
	RMB 000	**RMB 000**
Capital contribution to Shanghai Secco	122,804	111,263

Pursuant to the resolution of the 18th meeting of the 7th term of Board of Directors on 5 December 2013, it was approved to make capital contribution of USD 30,017 thousands (RMB 182,804 thousands equivalent) to Shanghai Secco, an associate of the Group. The capital to Shanghai Secco will be contributed in RMB by instalments. The capital contribution is mainly to meet the funding needs of the implementation of the 260,000 tons of AN-2 project (AN-2 project), and 90,000 tons of BEU-2 project (BEU-2 project).

As at 10 December 2013, the Company contributed the first instalment of RMB 60,000 thousands for AN-2 project. As at 5 March 2014, the Company contributed the first instalment of RMB 11,541 thousands for BEU-2 project.

Except for the above disclosed in Note 27(g) and 27(h), the Group and the Company had no other material commitments with related parties as at 31 December 2014, which are contracted, but not included in the financial statements.

28 Dividend

(a) Annual Dividend

	2012 RMB 000	2013 RMB 000	2014 RMB 000
Annual dividend proposed after year end (2013: 0.05 per ordinary share)		540,000	

The Board of Directors did not propose any dividend after 31 December 2014.

An annual dividend of RMB 0.05 per share, amounting to a total dividend of RMB 540,000 thousands, was proposed by the Board of Directors on 27 March 2014.

Sinopec Shanghai Petrochemical Company Limited

Notes to the Consolidated Financial Statement (Continued)

For the year ended 31 December 2014

28 Dividend (continued)

(b) Dividends approved within the year

	2012 RMB 000	2013 RMB 000	2014 RMB 000
Dividends approved within the year: RMB 0.05 (2013: RMB 0.05; 2012: RMB 0.05) per ordinary share	360,000	360,000	540,000

In accordance with Hong Kong Companies Ordinance, dividends paid and proposed in 2012, 2013 and 2014 have been disclosed in the consolidated income statement.

29 Consolidated Cash Flow Statement

Reconciliation of (losses)/profit before taxation to cash used in operation:

	Year ended 31 December		
	2012 RMB 000	2013 RMB 000	2014 RMB 000
(Losses)/ profit	(2,016,473)	2,444,653	(889,944)
Adjustment items:			
Interest income	(86,545)	(90,484)	(64,673)
Share of profit of investments accounted for using the equity method	(32,784)	(130,667)	(57,654)
Gain on disposal of investments in subsidiaries	(6,446)		
Gain on disposal of associates			(6,491)
Interest expense	356,103	376,696	374,600
Foreign exchange loss/(gain)	(16,887)	(417,610)	49,771
Depreciation of property, plant and equipment	1,669,778	2,096,621	1,926,331
Depreciation of investment property	13,250	13,245	13,450
Amortisation of lease prepayments and other assets	189,518	442,071	347,144
Impairment loss on construction in progress			10,175
	20,765	(440,715)	33,966

Loss/(gain) on disposal of property, plant and equipment-net			
Profit on operation before change of working capital	90,279	4,293,810	1,736,675
Decrease/(increase) in inventories	(3,366,017)	(101,162)	3,108,536
Decrease/(increase) in operation receivables	821,053	(691,575)	474,898
Increase/(decrease) in operation payables	131,269	(185,636)	1,255,221
(Decrease)/increase in balances to related parties-net	754,855	2,173,989	(2,525,314)
Cash generated from operating activities	(1,568,561)	5,489,426	4,050,016

Sinopec Shanghai Petrochemical Company Limited

Notes to the Consolidated Financial Statement (Continued)

For the year ended 31 December 2014

30 Capital commitments

	As at 31 December	
	2013	**2014**
	RMB 000	**RMB 000**
Property, plant and equipment		
Contracted but not provided for	182,350	126,941
Authorised but not contracted for	784,400	1,284,433
	966,750	1,411,374

31 Contingent liabilities

In June 2007, the State Administrative of Taxation issued a tax circular (Circular No.664) to the local tax authorities requesting the relevant local tax authorities to rectify the applicable enterprise income tax (EIT) for nine listed companies, which included the Company. After the notice was issued, the Company was required by the relevant tax authority to settle the EIT for 2007 at a rate of 33 percent. To date, the Company has not been requested by the tax authorities to pay additional EIT in respect of any years prior to 2007. There is no further development of this matter during the year ended 31 December 2014. As at 31 December 2014, no provision has been made in the financial report for this uncertainty because management believes it is not probable that the Group will be required to pay additional EIT for tax years prior to 2007 (31 December 2013: nil).

32 Subsequent event

Pursuant to the resolution of the fifth meeting of the eighth session of the Board of Directors of the Company on 6 January 2015, the proposal regarding the adjustment of the list of participants and the number of share options under the initial grant of the share option incentive scheme and the proposal regarding the initial grant under the share option incentive scheme were approved.

According to the Company s share option incentive scheme, the grant date of share options was 6 January 2015, and there were a total of 38,760 thousand share options granted to 214 participants. Each share option has a right to purchase an ordinary A share listed in PRC on vesting date at an exercise price of RMB 4.20 under vesting conditions. The total number of underlying stock accounted for 0.359% of the Company s total share capital when granted.

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Exhibit Index

No.	Exhibit
1.1	Translation of the amended and restated Articles of Association of Sinopec Shanghai Petrochemical Company Limited as approved in the Second Extraordinary General Meeting of Sinopec Shanghai Petrochemical Company Limited for 2013 on December 11, 2013 (incorporated by reference to Exhibit 1.1 of our annual report on Form 20-F (File No. 001- 12158) filed with the Commission on April 30, 2014).
2.	Amended and Restated Deposit Agreement between Sinopec Shanghai Petrochemical Company Limited and The Bank of New York Mellon dated May 11, 2011 (incorporated by reference to Exhibit 2 of our annual report on Form 20-F (File No. 001-12158) filed with the Commission on April 30, 2012).
4.1	Translation of the renewed Product Supply and Sales Services Framework Agreement between Sinopec Shanghai Petrochemical Company Limited and China Petroleum & Chemical Corporation as approved in the Second Extraordinary General Meeting of Sinopec Shanghai Petrochemical Company Limited for 2013 on December 11, 2013 (incorporated by reference to Exhibit 4.1 of our annual report on Form 20-F (File No. 001-12158) filed with the Commission on April 30, 2014).
4.2	Translation of the renewed Comprehensive Services Framework Agreement between Sinopec Shanghai Petrochemical Company Limited and China Petrochemical Corporation as approved in the Second Extraordinary General Meeting of Sinopec Shanghai Petrochemical Company Limited for 2013 on December 11, 2013 (incorporated by reference to Exhibit 4.2 of our annual report on Form 20-F (File No. 001-12158) filed with the Commission on April 30, 2014).
4.3	Translation of the Property Right Transaction Agreement with Sinopec Sales Company Limited as approved in the eighteenth meeting of the seventh session of the board of directors of Sinopec Shanghai Petrochemical Company Limited on December 5, 2013 (incorporated by reference to Exhibit 4.3 of our annual report on Form 20-F (File No. 001-12158) filed with the Commission on April 30, 2014).
4.4	English summary of principal terms of the Share Option Scheme as adopted at the second meeting of the eighth session of the board of directors of Sinopec Shanghai Petrochemical Company Limited on August 15, 2014 (incorporated by reference to Appendix I of our Form 6-K (File No. 1-12158) filed with the Commission on November 6, 2014).
8	A list of subsidiaries of Sinopec Shanghai Petrochemical Company Limited.
12.1	Certification of President Required by Rule 13a-14(a).
12.2	Certification of Chief Financial Officer Required by Rule 13a-14(a).
13.1	Certification of President Required by Rule 13a-14(b) and Section 1350 of Chapter 63 of Title 18 of the United States Code.
13.2	Certification of Chief Financial Officer Required by Rule 13a-14(b) and Section 1350 of Chapter 63 of Title 18 of the United States Code.
15.1	Letter from KPMG regarding Item 16F of this annual report (incorporated by reference to Exhibit 15.1 of our annual report on Form 20-F (File No. 001-12158) filed with the Commission on April 30, 2013).