

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

30 June 2001

1. Accounting policies

The unaudited condensed consolidated interim financial statements have been prepared in accordance with Hong Kong Statement of Standard Accounting Practice ("SSAP") No. 25 "Interim Financial Reporting", except that the comparative amounts for the first condensed consolidated cash flow statement have not been presented as the Company has taken advantage of the transitional provision set out in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The accounting policies and basis of preparation used in the preparation of the interim financial statements are the same as those used in the annual audited financial statements for the year ended 31 December 2000, except that the Group has changed certain of its accounting policies following the adoption of the following new or revised SSAPs issued by the Hong Kong Society of Accountants which are effective for accounting periods commencing on or after 1 January 2001:

SSAP 9 (revised): Events after the Balance Sheet Date

SSAP 14 (revised): Leases

SSAP 28: Provisions, Contingent Liabilities and Contingent Assets

SSAP 29: Intangible Assets
SSAP 30: Business Combinations
SSAP 31: Impairment of Assets

SSAP 32: Consolidated Financial Statements and Accounting

for Investments in Subsidiaries

The Group has complied with SSAP 14 (revised) "Leases" for the first time in this interim reporting period. As a result, total future minimum operating lease commitments are disclosed instead of annual operating lease commitments under non-cancellable operating leases. Figures for the year ended 31 December 2000 are extracted from the Group's audited financial statements for that year.

Other than the prior period adjustment and the lease disclosures, as explained above, the implementation of the above SSAPs did not have a material impact on the Group.

Comparative amounts in respect of the condensed consolidated balance sheet for the year ended 31 December 2000 are extracted from the Group's audited financial statements for that year and adjusted in respect of the prior period adjustments as further explained in note 2 below.



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2. Prior period adjustment

Goodwill represents the excess of the cost of an acquisition over the fair values of the Group's share of the underlying net assets of the acquired subsidiary, associate or jointly controlled entity at the date of acquisition. In the previous years, goodwill was eliminated against reserves in the year in which it arose. Following the introduction of SSAP 30, goodwill arising on acquisitions on or after 1 January 2001 is capitalised as an intangible asset in the balance sheet and is amortised to the profit and loss account over its estimated useful economic life.

In accordance with the transitional provisions of SSAP 30, goodwill arising from earlier acquisitions before 1 January 2001 will continue to be held in reserves and no reinstatement has been made. However, any impairment arising on goodwill previously eliminated against reserves is recognised in the profit and loss account for the year to which the impairment is related. Accordingly, an adjustment has been made for the impairment of goodwill arising prior to the adoption of SSAP 30 against capital reserve and retained profits. The adjustment, which represents a change in accounting policy, has been applied retrospectively in accordance with SSAP 2 "Net Profit or Loss for the Period, Fundamental Errors and Changes in Accounting Policies". As a result, goodwill in the amount of HK\$1,034,123,000 which was impaired in prior periods and which had been eliminated to the extent of HK\$1,032,644,000 and HK\$1,479,000 against capital reserve and retained profits, respectively, has been recognised directly to the extent of HK\$962,143,000 and HK\$71,980,000 in prior periods' accumulated losses as brought forward from 1 January 2000 and in the profit and loss account for the six months ended 31 December 2000, respectively.

In restating the financial statements for 2000, on the basis of the new accounting policy, the cumulative effect on prior periods was to increase the capital reserve and accumulated losses at 1 January 2000 by HK\$960,664,000. The net loss attributable to shareholders for the six months ended 31 December 2000 and the capital reserve at 31 December 2000 was increased by HK\$71,980,000 and HK\$1,032,644,000, respectively.



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3. Segmented information

An analysis of the Group's turnover and operating results by principal activity and geographical area of operations for the six months ended 30 June 2001 is as follows:

For the six months ended 30 June			
2001		2	000
	Operating		Operating
Tumover	profit/(loss)	Turnover	profit/(loss)
(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
HK\$'000	HK\$'000	HK\$'000	HK\$'000
754,749	(36,861)	746,908	(39,975)
86,366	856	92,315	(9,929)
176,457	8,678	142,557	(405)
11,468	5,623	10,953	(451)
1,050	(5,343)	1,123	463
1,030,090	(27,047)	993,856	(50,297)
207,861	(2,461)	172,390	(118)
763,682	(32,929)	720,604	(47,583)
41,104	5,429	52,729	170
15,564	(760)	34,763	(1,861)
68	(3)	13,343	(165)
1,811	3,703	-	(633)
	(26)	27	(107)
1,030,090	(27,047)	993,856	(50,297)
	207,861 763,682 41,104 68 1,811	2001 Operating Tumover profit/(loss) (Unaudited) HK\$'000 754,749 (36,861) 86,366 856 176,457 8,678 11,468 5,623 1,050 (5,343) 1,030,090 (27,047) 207,861 (2,461) 763,682 (32,929) 41,104 5,429 15,564 (760) 68 (3) 1,811 3,703 – (26)	2001 2 Operating profit/(loss) Turnover (Unaudited) (Unaudited) (Unaudited) (Unaudited) HK\$'000 HK\$'000 HK\$'000 754,749 (36,861) 746,908 86,366 856 92,315 176,457 8,678 142,557 11,468 5,623 10,953 1,050 (5,343) 1,123 1,030,090 (27,047) 993,856 207,861 (2,461) 172,390 763,682 (32,929) 720,604 41,104 5,429 52,729 15,564 (760) 34,763 68 (3) 13,343 1,811 3,703 - - (26) 27

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4. Loss from operating activities

The Group's loss from operating activities was arrived at after charging/(crediting):

	For t	For the six months	
	•	ended 30 June	
	2001	2000	
	(Unaudited)	(Unaudited)	
	HK\$'000	HK\$'000	
Cost of inventories sold and services provided	927,139	944,686	
Staff costs	71,527	60,539	
Depreciation	53,045	55,130	
Amortisation	382	382	
Bad debt expenses, net	11,700	529	
Loss on disposal of land and buildings	66	_	
Decrease/(increase) in fair values			
of short term investments, net	(3,250)	131	
Gain on disposal of an investment property	-	(1,000)	
Gain on disposal of short term listed investments	(1,077)	(357)	
Dividend income from listed investments	(28)	(25)	
Interest income	(4,057)	(6,518)	

5. Finance costs

	For	the six months
		ended 30 June
	2001	2000
	(Unaudited)	(Unaudited)
	HK\$'000	HK\$'000
Interest expenses on:		
Bank loans, bank overdrafts and other		
loans wholly repayable within five years	19,639	14,175
Convertible bonds	11,634	11,712
Finance leases	213	214
Unpaid capital contribution to a jointly		
controlled entity	-	785
Total interest expenses	31,486	26,886
Accretion of premium on convertible bonds	4,762	4,889
Accretion of premium on convertible bonds	4,702	4,003
	36,248	31,775



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6. Tax

		the six months ended 30 June
	2001	2000
	(Unaudited)	(Unaudited)
	HK\$'000	HK\$'000
Provisions for tax in respect of assessable profits for the period:		
Hong Kong	439	322
Deferred tax	(118)	_
Prior period's overprovision	(207)	(89)
	114	233
Share of tax of associates	337	2,517
Share of tax of a jointly controlled entity	695	1,474
Tax charge for the period	1,146	4,224

Hong Kong profits tax has been provided at the rate of 16% (2000: 16%) on the estimated assessable profits arising in or derived from Hong Kong during the period. Taxes on profits assessable elsewhere have been calculated at the tax rates prevailing in the countries in which the Group operates based on existing legislation, interpretations and practices in respect thereof.

7. Loss per share

The calculation of basic loss per share for the six months ended 30 June 2001 is based on the net loss attributable to shareholders of HK\$39,906,000 (2000: HK\$54,529,000) and the weighted average number of 1,902,022,421 (2000: 1,895,854,888) ordinary shares in issue during the period.

The diluted loss per share for the six months ended 30 June 2001 and 30 June 2000 is not shown as there was no dilutive effect on the basic loss per share. The 8% convertible bonds had an anti-dilutive effect on the basic loss per share during the periods. The Company had no share option outstanding as at 30 June 2001. The outstanding share options of the Company as at 30 June 2000 would not result in the issue of ordinary shares for less than the fair value as their exercise price was above the average market price of the Company's shares during the period ended 30 June 2000.

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8. Pledge of assets

Certain of the Group's land and buildings and investment properties with an aggregate net book value of *HK\$277,392,000* (2000: HK\$277,721,000), together with a cash deposit of HK\$3,000,000 (2000: HK\$3,000,000) and certain shares in a listed subsidiary with a market value of HK\$43,693,000 (2000: HK\$29,129,000) as at 30 June 2001, were pledged to banks in Hong Kong as securities for banking facilities of approximately HK\$164,796,000 (2000: HK\$164,796,000) granted to the Group. As at 30 June 2001, such facilities were utilised to the extent of HK\$124,919,000 (2000: HK\$123,587,000).

Certain of the Group's plant and machinery with a net book value of HK\$471,975,000 (2000: HK\$515,543,000) were pledged to a bank in Mainland China for banking facilities of HK\$94,171,000 (2000: HK\$94,277,000) granted to the Group. As at 30 June 2001, such facilities were utilised to the extent of HK\$63,094,000 (2000: HK\$69,765,000).

9. Accounts and bills receivables

	30 June	31 December
	2001	2000
	(Unaudited)	(Audited)
	HK\$'000	HK\$'000
Manufacture and sale of steel products (note a)	289,403	262,866
Others (note b)	79,870	91,517
Gross amounts due from contract customers	13,849	17,491
	383,122	371,874



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9. Accounts and bills receivables (continued)

Notes:

(a) The aged analysis of accounts and bills receivables from the manufacture and sale of steel products, principally in Mainland China, was as follows:

	30 June	31 December
	2001	2000
	(Unaudited)	(Audited)
	HK\$'000	HK\$'000
Within one year	161,725	114,474
1–2 years	28,330	53,213
Over 2 years	99,348	95,179
	289,403	262,866

Trading terms with customers are largely on credit, except for new customers, where payment in advance is normally required. Invoices are normally payable within 30 days of issuance, except for certain well established customers, where the terms are extended to 60 days. The management seeks to maintain control over its outstanding receivables and exercises credit control to minimise credit risk. Overdue balances are also regularly reviewed and followed up by the management in accordance with the general business practice applicable to the operating environment in Mainland China.



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9. Accounts and bills receivables (continued)

(b) The aged analysis of accounts and bills receivables from other activities was as follows:

	30 June 2001	31 December 2000
	(Unaudited)	(Audited)
	HK\$'000	HK\$'000
Within 90 days	47,789	60,350
91–180 days	2,403	1,532
181–365 days	13,590	4,516
1–2 years	1,779	17,909
Over 2 years	14,309	7,210
	79,870	91,517

For the steel trading business, payment terms with customers are largely by letters of credit, normally at sight. For the shipping business, payment terms with customers are governed by the charter party, which mainly range from 10 to 30 days. For other businesses, trading terms with customers are similar to those set out in (a) above. The management seeks to maintain control over its outstanding receivables and exercises credit control to minimise credit risk. Overdue balances are also regularly reviewed and followed up by the management.

10. Accounts and bills payables

	30 June	31 December
	2001	2000
	(Unaudited)	(Audited)
	HK\$'000	HK\$'000
Manufacture and sale of steel products (note a)	76,095	82,850
Others (note b)	35,087	24,886
Gross amounts due to contract customers	7,746	4,486
	118,928	112,222



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10. Accounts and bills payables (continued)

Notes:

(a) The aged analysis of accounts and bills payables from the manufacture and sale of steel products, principally in Mainland China, was as follows:

	30 June	31 December
	2001	2000
	(Unaudited)	(Audited)
	HK\$'000	HK\$'000
Within one year	26,600	38,856
1–2 years	29,197	28,743
Over 2 years	20,298	15,251
	76,095	82,850

(b) The aged analysis of accounts and bills payables from other activities was as follows:

	30 June	31 December
	2001	2000
	(Unaudited)	(Audited)
	HK\$'000	HK\$'000
Mishin 00 days	26.222	22.422
Within 90 days	26,333	22,133
91–180 days	48	67
181–365 days	6,522	93
1–2 years	1,288	1,063
Over 2 years	896	1,530
	35,087	24,886

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11. Share capital

	30 June 2001 (Unaudited) <i>HK\$</i> *000	31 December 2000 (Audited) HK\$'000
Authorised: 5,000,000,000 ordinary shares of HK\$0.20 each	1,000,000	1,000,000
Issued and fully paid: 2,098,861,454 (2000: 1,895,856,454) ordinary shares of HK\$0.20 each	419,772	379,171

A summary of the movements in the ordinary share capital of the Company during the period is as follows:

	Number of ordinary shares	Issued and fully paid HK\$'000
As at 1 January 2001 Issue of new shares at a cash subscription price of	1,895,856,454	379,171
HK\$0.46 per share	200,000,000	40,000
Conversion of convertible bonds into ordinary shares at a conversion price of HK\$0.38 per share	3,005,000	601
As at 30 June 2001	2,098,861,454	419,772



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12. Reserves

					Enterprise expansion		
Share	Capital		Exchange		fund and		
premium	redemption	Revaluation	fluctuation	Capital	statutory Accumulated		
account	reserve	reserve	reserve	reserve	reserve fund	losses	Total
(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
821,489	1,019	4,014	41,546	448,421	126,994	(1,027,065)	416,418
_			_	1,032,644		(1,032,644)	_
821,489	1,019	4,014	41,546	1,481,065	126,994	(2,059,709)	416,418
52,541	-	_	-	-	-	-	52,541
(2,483)	-	-	-	-	-	-	(2,483)
-	-	-	-	587	-	-	587
-	-	-	318	-	-	-	318
-	-	-	(640)	-	-	-	(640)
						(39,906)	(39,906)
871,547	1,019	4,014	41,224	1,481,652	126,994	(2,099,615)	426,835
	premium account (Unaudited) HK\$'000 821,489 821,489 821,489 62,541 (2,483)	premium redemption account reserve (Unaudited) (Unaudited) HK\$'000 821,489	premium account (Unaudited) reserve (Unaudited) Revaluation reserve (Unaudited) HK\$'000 HK\$'000 HK\$'000 821,489 1,019 4,014 - - - 821,489 1,019 4,014 52,541 - - (2,483) - - - - - - - - - - - - - - - - - - - - - - -	premium account account (Unaudited) reserve reserve reserve (Unaudited) reserve (Unaudited) (Unaudited)	premium account reserve (Unaudited) reserve (Share Capital Fund and redemption Revaluation fluctuation Capital statutory reserve re	Share premium premium account (Unaudited) Capital reserve reserve reserve reserve (Unaudited) Exchange fundation fundation fundation Exchange fundation fundation Experimental fundation fundation Capital statutory Accumulated statutory Accumulated statutory Accumulated (Unaudited) (Unaudited) (Unaudited) (Unaudited) (Unaudited) (Unaudited) (Unaudited) (Unaudited) (Unaudited) (Unaudited) (Unaudited)

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13. Contingent liabilities

13.	Cont	ingent liabilities		
			30 June	31 December
			2001	2000
			(Unaudited)	(Audited)
			HK\$'000	HK\$'000
	Guar	antees in respect of performance bonds	3,348	2,357
14.	Com	mitments	20.1	24.5
			30 June	31 December
			2001	2000
			(Unaudited)	(Audited)
			Total	Annual
			commitments	commitments
			HK\$'000	HK\$'000
	(a)	Commitments under non-cancellable operating leases:		
		Land and buildings expiring:		
		Within one year	7,274	4,505
		In the second to fifth years, inclusive	21,536	-
		After five years	36,945	3,801
			65,755	8,306
		Plant and machinery:		
		Within one year	3,238	_
		In the second to fifth years, inclusive	12,951	_
		After five years	9,174	-
			25.262	
			25,363	
		Time charter hires expiring:		
		Within one year	127,769	-
		In the second to fifth years, inclusive	539,907	_
		After five years	941,927	126,037
			1,609,603	126,037



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14. Commitments (continued)

		30 June 2001 (Unaudited) <i>HK\$'000</i>	31 December 2000 (Audited) <i>HK\$'000</i>
(b)	Foreign exchange forward contracts	7,641	
(c)	Capital commitments		
	Authorised, but not contracted for Contracted, but not provided for	56,574 1,152	57,357 1,653
(d)	The Group's share of capital commitments of a jointly controlled entity is as follows:		
	Authorised, but not contracted for Contracted, but not provided for	2,489 31,996	14,098 54,903

For the six months

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

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15. Related party transactions

During the period, the Group entered into certain transactions with Shougang Holding (Hong Kong) Limited ("Shougang HK"), and with Shougang HK's holding company, subsidiaries and fellow subsidiaries ("related companies"). In addition, the Group also entered into certain transactions with its associates and jointly controlled entities.

		For	tne six months
			ended 30 June
		2001	2000
		(Unaudited)	(Unaudited)
	Notes	HK\$'000	HK\$'000
Sales to related companies	(a)	31,382	45,074
Purchases from related companies	(b)	443,031	443,518
Lease rentals paid to related companies	(c)	1,870	2,012
Management fees paid to a related company	(d)	600	540
Purchases of spare parts from related companies	(e)	7,846	2,599
Corporate guarantees received from			
a related company	(f)	296,450	171,439
Management fees received from associates	(g)	660	660
Rental income received from an associate	(h)	510	583
Bond interest expense paid to related companies	(i)	5,737	5,753
Interest expense charged by related companies	(j)	5,082	2,957
Freight income received from related companies	(k)	116,972	76,146
Service fees received from related companies	(1)	410	695
Interest expense charged by a jointly			
controlled entity		-	785
Waiver of interest expense charged by			
a related company		-	4,280
Commission expense paid to a related company		_	508
Purchase commission received from			
a related company			549



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15. Related party transactions (continued)

Notes:

- (a) Beijing Shougang Pohseng Strip Steel Co., Ltd ("Pohseng"), Beijing Shougang Gitane Alloy Materials Co., Ltd ("Gitane") and Qinhuangdao Shougang Plate Mill Co., Ltd ("QHD"), all being non wholly-owned subsidiaries of the Company, sold strip steel products, steel wire products, steel plates and scrap materials to certain related companies in Mainland China in the normal course of business and at a consideration decided between parties with reference to the prevailing market price.
- (b) Pohseng, Gitane and QHD purchased raw materials of HK\$404,211,000 (2000: HK\$385,827,000) from related companies in the ordinary course of business and at a consideration decided between parties with reference to the prevailing market price.
 - The Group purchased steel products of HK\$38,820,000 (2000: HK\$57,691,000) from a related company in the ordinary course of business and according to terms and conditions similar to those offered by other suppliers, except that a longer credit period is normally granted.
- (c) The Group entered into various rental agreements with certain subsidiaries of Shougang HK for renting office and residential apartments as staff quarters. The rentals were determined with reference to prevailing market rates.
- (d) A management fee of HK\$120,000 (2000: HK\$180,000) was paid to Shougang HK for the provision of management services and the appointment of senior staff to the four steel manufacturing joint ventures in Mainland China at rates decided between parties. In addition, a management fee of HK\$480,000 (2000: HK\$360,000) was paid to Shougang HK for the provision of consultancy services to Shougang Concord Grand (Group) Limited, a subsidiary of the Company, in accordance with the agreement between the parties.
- (e) The Group purchased spare parts from related companies in the normal course of business for a consideration decided between parties.
- (f) Shougang Corporation has provided guarantees for bank loans granted to Pohseng and QHD (2000: Pohseng, Gitane and QHD).

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15. Related party transactions (continued)

- (g) The Group provided management services in relation to the business and strategic development services to its associates at rates decided between parties.
- (h) The Group has rental agreements with a subsidiary of Shougang Concord Technology Holdings Limited ("SC Technology"), an associate of the Group, for renting an investment property to the SC Technology Group. The rental was determined with reference to market rates.
- The interest expense paid to certain subsidiaries of Shougang HK was in relation to the 8% convertible bonds issued in November 1998.
- (j) Interest expense of HK\$3,151,000 (2000: HK\$2,957,000) charged by a subsidiary of Shougang HK arose from the loans with an aggregate amount of US\$19,002,000 borrowed by the Company. The outstanding balance as at 30 June 2001 was US\$8,267,000 (2000: US\$8,587,000). The loans bear interest at 8.42% to 8.5% per annum.
 - Interest expense of HK\$1,931,000 charged by Shougang Corporation arose from two loans with an aggregate amount of RMB85,000,000 borrowed by QHD. The aggregate outstanding balance of the loans as at 30 June 2001 was RMB57,870,000. The loans bear interest at 7.05% per annum.
- (k) The Group arranged for shipments of iron ore from Peru and Australia to Mainland China for related companies at freight rates determined with reference to market rate decided between parties.
- QHD charged related companies service fees in respect of processing services provided to these related companies in the normal course of business and at rates decided between parties.

16. Post balance sheet event

In July 2001, convertible bonds with an aggregate principal amount of HK\$74,687,100 were converted into ordinary shares of the Company at a conversion price of HK\$0.38 per share, resulting in the issue of 196,545,000 ordinary shares of HK\$0.2 each in the Company, credited as fully paid. The said principal amount of the convertible bonds converted, the accrued interest and the accrued premium on redemption thereon were extinguished and released.

17. Approval of the interim financial statements

These interim financial statements were approved by the board of directors on 20 September 2001.