## **Auditors' Report**

For the year ended 31 December 2003 (Prepared in accordance with PRC GAAP and regulations)

## 德勤华永会计师事务所有限公司

Deloitte Touche Tohmatsu Certified Public Accountants Ltd. 30/F. Bund Center 222 Yan' an Road East Shanghai 200002, PRC

中国上海市延安东路222号 外滩中心30楼 邮政编码:200002

**Deloitte Touche** Tohmatsu

## To the Shareholders of Jiangxi Copper Company Limited

We have audited the accompanying balance sheets of the Company and the Group as of 31 December 2003 and the related statements of income and cash flows of the Company and the Group for the year then ended. The preparation of these financial statements is the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We planned and performed our audit in accordance with China's Independent Auditing Standards to obtain reasonable assurance as to 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 policies used and significant accounting 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 financial statements on pages 53 to 94 present fairly, in all material respects, the financial position of the Company and the Group as of 31 December 2003 and the results of their operations and cash flows for the year then ended in accordance with the requirements of the Accounting Standards for Business Enterprises and the Accounting System for Business Enterprises promulgated by the State.

Deloitte Touche Tohmatsu Certified Public Accountants Ltd. Chinese Certified Public Accountant

Hu Fan **Zhang Ying** 

Shanghai China 11 March 2004

The auditors' report and the accompanying financial statements are English translations of the Chinese auditors' report and statutory financial statements prepared under accounting principles and practices generally accepted in the People's Republic of China. These financial statements are not intended to present the financial position and results of operations and cash flows in accordance with accounting principles and practices generally accepted in other countries and jurisdictions. In case the English version does not conform to the Chinese version, the Chinese version prevails.

# **Balance Sheet**

At 31 December 2003 (Prepared in accordance with PRC GAAP and regulations)

|   |         | 31 Dec                       | 31 December 2003          |                                | mber 2002                    |
|---|---------|------------------------------|---------------------------|--------------------------------|------------------------------|
| ASSETS  | Notes   | Group                        | Group Company             |                                | Company                      |
|   |         | RMB                          | RMB                       | RMB                            | RMB                          |
|   |         |                              |                           |                                |                              |
| CURRENT ASSETS:   |         |                              |                           |                                |                              |
| Bank balances and cash  | 6       | 306,137,680                  | 255,397,221               | 257,499,326                    | 253,619,886                  |
| Short-term investments  | 7       | 7,231,909                    | 7,231,909                 | 699,348                        | 699,348                      |
| Notes receivable  | 8       | 59,859,735                   | 43,828,142                | 37,066,148                     | 35,566,148                   |
| Accounts receivable Other receivables                         | 9<br>10 | 253,546,813                  | 131,781,543               | 151,567,467                    | 149,834,045                  |
| Prepayments   | 10      | 143,732,509<br>113,783,992   | 144,153,906<br>88,378,085 | 103,177,451<br>80,435,551      | 55,041,834<br>80,435,551     |
| Inventories   | 12      | 2,307,655,455                |                           | 1,510,877,972                  | 1,510,773,077                |
| inventories   | 12      | 2,307,033,433                | 2,210,540,735             | 1,510,077,572                  | 1,510,775,077                |
| TOTAL CURRENT ASSETS  |         | 3,191,948,093                | 2,887,311,599             | 2,141,323,263                  | 2,085,969,889                |
| LONG TERM INVESTMENTS.  |         |                              |                           |                                |                              |
| Long-term equity investments                                  | 13      | 19,195,489                   | 183,756,283               | 5,610,000                      | 96,665,617                   |
|   |         |                              |                           |                                |                              |
| FIXED ASSETS:   |         |                              |                           |                                |                              |
| Fixed assets - cost   | 14      |                              | 11,495,350,079            |                                | 10,439,794,763               |
| Less: Accumulated depreciation                                | 14      | 5,285,189,462                | 5,223,836,845             | 4,882,454,625                  | 4,882,363,167                |
| Fixed assets - net  |         | 6,361,210,185                | 6.271.513.234             | 5,557,431,596                  | 5,557,431,596                |
| Less: Impairment  | 14      | 15,033,458                   | 15,033,458                | 11,707,124                     | 11,707,124                   |
| Fixed assets - net book value                                 | 14      | 6 246 176 727                | 6 256 470 776             | E E 4 E 7 2 4 4 7 2            | E E 4 E 7 2 4 4 7 2          |
| Fixed assets - Het book value Fixed assets under construction | 15      | 6,346,176,727<br>508,792,981 |                           | 5,545,724,472<br>1,024,348,962 | 5,545,724,472<br>990,312,844 |
| Tixed assets under construction                               | 13      | 306,732,361                  | 340,413,373               | 1,024,346,902                  | 330,312,044                  |
| TOTAL FIXED ASSETS  |         | 6,854,969,708                | 6,602,895,755             | 6,570,073,434                  | 6,536,037,316                |
| INTANGIBLE ASSETS AND   |         |                              |                           |                                |                              |
| OTHER ASSETS:   |         |                              |                           |                                |                              |
| Intangible assets   | 16      | 102,133,787                  | 102,133,787               | 106,131,229                    | 106,131,229                  |
| Long-term deferred expenses                                   | 17      | 1,007,623                    |                           |                                |                              |
| TOTAL INTANGIBLE ASSETS                                       |         |                              |                           |                                |                              |
| AND OTHER ASSETS  |         | 103,141,410                  | 102,133,787               | 106,131,229                    | 106,131,229                  |
|   |         | 40.400.000.00                | 0.000.000                 | 0.000.407.05                   | 0.004.004.00                 |
| TOTAL ASSETS  |         | 10,169,254,700               | 9,776,097,424             | 8,823,137,926                  | 8,824,804,051                |

# **Balance Sheet**

At 31 December 2003 (Prepared in accordance with PRC GAAP and regulations)

| LIABILITIES AND<br>SHAREHOLDERS' EQUITY  | Notes    | 31 December 2003<br>Group Company |               | 31 Dece<br>Group | mber 2002<br>Company |
|--|----------|-----------------------------------|---------------|------------------|----------------------|
|  |          | RMB                               | RMB           | RMB              | RMB                  |
| CURRENT LIABILITIES:                     |          |                                   |               |                  |                      |
| Short-term loans                         | 18       | 1,007,051,310                     | 857,051,310   | 608,200,550      | 608,200,550          |
| Notes payable                            | 19       | 182,860,000                       | 182,860,000   | 187,900,000      | 187,900,000          |
| Accounts payable                         | 20       | 284,043,400                       | 226,572,115   | 182,552,049      | 182,552,049          |
| Advances from customers                  | 21       | 37,276,323                        | 27,541,163    | 30,718,790       | 30,718,790           |
| Salaries and wages payable               |          | 844,626                           | _             | _                | _                    |
| Employee benefits payable                |          | 1,222,862                         | 385,081       | 484,001          | 464,348              |
| Taxes payable                            | 22       | (7,318,540)                       | (2,733,194)   | 22,703,637       | 22,625,181           |
| Other fees payable                       | 23       | 18,816,490                        | 18,734,220    | 15,072,927       | 15,067,122           |
| Other payables                           | 24       | 346,157,971                       | 315,909,965   | 200,631,927      | 263,105,711          |
| Accrued expenses                         | 25       | 2,100,000                         | 2,000,000     | 4,035,514        | 4,035,514            |
| Long-term liabilities due within         |          |                                   |               |                  |                      |
| one year                                 | 26       | 334,870,000                       | 334,870,000   | 377,680,000      | 377,680,000          |
| TOTAL CURRENT LIABILITIES                |          | 2,207,924,442                     | 1,963,190,660 | 1,629,979,395    | 1,692,349,265        |
|  |          |                                   |               |                  |                      |
| LONG-TERM LIABILITIES:                   |          |                                   |               |                  |                      |
| Long-term loans                          | 27       | 2,520,110,000                     |               | 2,263,110,000    | 2,263,110,000        |
| Long-term payables                       | 28       | 41,171,000                        | 41,171,000    | 43,041,000       | 43,041,000           |
| Specific accounts payable                | 29       | _                                 | _             | 84,000,000       | 84,000,000           |
| TOTAL LONG-TERM LIABILITIES              |          | 2,561,281,000                     | 2,561,281,000 | 2,390,151,000    | 2,390,151,000        |
| TOTAL LIABILITIES                        |          | 4,769,205,442                     | 4,524,471,660 | 4,020,130,395    | 4,082,500,265        |
| MINORITY INTERESTS                       |          | 148,423,494                       | _             | 60,703,745       | _                    |
| CHAREHOLDERS FOLIETY                     |          |                                   |               |                  |                      |
| SHAREHOLDERS' EQUITY:                    | 20       | 2 664 020 200                     | 2 664 020 200 | 2 664 020 200    | 2 664 020 200        |
| Paid-in capital                          | 30       | 2,664,038,200                     |               | 2,664,038,200    | 2,664,038,200        |
| Capital reserves                         | 31<br>32 | 1,376,747,042                     |               | 1,292,747,042    | 1,292,747,042        |
| Surplus reserves                         | 32       | 547,668,636                       | 547,491,603   | 370,811,322      | 370,656,510          |
| Including: Statutory public welfare fund | 32       | 117,836,691                       | 117,777,680   | 67,304,972       | 67,253,368           |
| Cash dividend proposed after             |          |                                   |               |                  |                      |
| the balance sheet date                   | 33       | 319,684,584                       | 319,684,584   | 79,921,146       | 79,921,146           |
| Unappropriated profits                   | 34       | 343,487,302                       | 343,664,335   | 334,786,076      | 334,940,888          |
| TOTAL SHAREHOLDERS' EQUITY               |          | 5,251,625,764                     | 5,251,625,764 | 4,742,303,786    | 4,742,303,786        |
| TOTAL LIABILITIES AND                    | <u> </u> |                                   |               |                  |                      |
| SHAREHOLDERS' EQUITY                     |          | 10,169,254,700                    | 9,776,097,424 | 8,823,137,926    | 8,824,804,051        |

The accompanying notes are part of the financial statements.

# **Statement of Income and Profits Appropriation**

|   | Year ended 31 D | ecember 2002                                 |  |  |  |
|---|-----------------|--|--|--|--|
|   | Notes           | Group  | Company                                      | Group  | Company                                      |
|   |                 | RMB  | RMB  | RMB  | RMB  |
| Revenue<br>Less: Cost of Sales<br>Sales tax   | 35<br>36<br>37  | 5,420,890,784<br>4,308,647,662<br>35,790,537 | 5,407,713,912<br>4,304,698,189<br>35,369,509 | 3,327,072,895<br>2,677,730,786<br>34,434,877 | 3,324,666,874<br>2,676,571,749<br>34,434,877 |
| Gross profit Add: Other operating (loss) profit Less: Operating expenses General and administrative | 38              | 1,076,452,585<br>(39,345,750)<br>61,977,067  | 1,067,646,214<br>(39,390,976)<br>61,540,284  | 614,907,232<br>26,021,720<br>40,487,805      | 613,660,248<br>26,021,720<br>39,900,232      |
| expenses<br>Financial costs   | 39              | 239,681,348<br>164,288,389                   | 236,989,810<br>163,876,782                   | 235,145,204<br>154,801,548                   | 234,763,161<br>154,805,397                   |
| Profit from operation   |                 | 571,160,031                                  | 565,848,362                                  | 210,494,395                                  | 210,213,178                                  |
| Add: Investment (loss) income<br>Non-operating income<br>Less: Non-operating expenses               | 40<br>41        | (1,749,807)<br>754,279<br>32,516,295         | 535,313<br>751,279<br>32,505,553             | 2,836,083<br>5,362,718<br>45,356,587         | 2,956,694<br>5,343,908<br>45,356,587         |
| Profit before tax<br>Less: Income tax<br>Minority interests   | 42              | 537,648,208<br>29,100,853<br>3,304,231       | 534,629,401<br>29,386,277<br>—               | 173,336,609<br>3,751,926<br>80,407           | 173,157,193<br>3,652,917<br>—                |
| Net profit for the year   |                 | 505,243,124                                  | 505,243,124                                  | 169,504,276                                  | 169,504,276                                  |
| Add: Unappropriated profits at the beginning of the year  |                 | 334,786,076                                  | 334,940,888                                  | 313,022,748                                  | 313,159,469                                  |
| Profits available for appropriation<br>Less: Appropriations to statutory                            |                 | 840,029,200                                  | 840,184,012                                  | 482,527,024                                  | 482,663,745                                  |
| surplus reserve   | 34(1)           | 50,539,126                                   | 50,524,312                                   | 16,962,489                                   | 16,950,428                                   |
| Appropriations to statutory public welfare fund   | 34(2)           | 50,531,719                                   | 50,524,312                                   | 16,956,458                                   | 16,950,428                                   |
| Profits available for appropriation<br>to shareholders<br>Less: Appropriations to discretionary     |                 | 738,958,355                                  | 739,135,388                                  | 448,608,077                                  | 448,762,889                                  |
| surplus reserve   | 34(3)           | 75,786,469                                   | 75,786,469                                   | 33,900,855                                   | 33,900,855                                   |
| Cash dividends proposed after the balance sheet date  | 34(4)           | 319,684,584                                  | 319,684,584                                  | 79,921,146                                   | 79,921,146                                   |
| Unappropriated profits at the end of the year   |                 | 343,487,302                                  | 343,664,335                                  | 334,786,076                                  | 334,940,888                                  |

# **Statement of Income and Profits Appropriation**

For the year ended 31 December 2003 (Prepared in accordance with PRC GAAP and regulations)

### **SUPPLEMENTAL INFORMATION:**

| ITEN     | MS  | Group and Company     | Group and Company         |
|----------|---|-----------------------|---------------------------|
|          |   | 2003                  | 2002                      |
| 1.<br>2. | Gain (loss) on disposal of fixed assets<br>Others | 700,119<br>17,428,677 | (21,934,253)<br>3,729,310 |

The accompanying notes are part of the financial statements.

# **Cash Flow Statement**

|    |  | Notes | Year ended 31 I<br>Group                     | December 2003<br>Company                      | Year ended 31 De<br>Group                       | ecember 2002<br>Company                        |
|----|--|-------|--|---|---|--|
|    |  |       | RMB  | RMB   | RMB   | RMB  |
| ı. | Cash Flows from Operating Activities:  |       |  |   |   |  |
|    | Cash received from sales of goods and rendering of services Other cash received relating to  |       | 6,413,357,467                                | 6,468,162,425                                 | 5,096,390,411                                   | 5,093,496,841                                  |
|    | operating activities   |       | 111,891,473                                  | 58,377,359                                    | 12,710,982                                      | 12,688,322                                     |
|    | Sub-total of cash inflows  |       | 6,525,248,940                                | 6,526,539,784                                 | 5,109,101,393                                   | 5,106,185,163                                  |
|    | Cash paid for goods and services Cash paid to and on behalf of employees Tax payments  |       | 5,258,864,727<br>295,203,985<br>381,182,831  | 5,135,716,802<br>281,722,916<br>355,749,517   | 3,300,150,132<br>292,588,064<br>381,258,150     | 3,296,436,568<br>292,586,721<br>380,977,467    |
|    | Cash paid relating to other operating activities   | 44    | 244,752,682                                  | 384,312,611                                   | 361,969,828                                     | 250,569,309                                    |
|    | Sub-total of cash outflows   |       | 6,180,004,225                                | 6,157,501,846                                 | 4,335,966,174                                   | 4,220,570,065                                  |
|    | Net Cash Flows from Operating<br>Activities  |       | 345,244,715                                  | 369,037,938                                   | 773,135,219                                     | 885,615,098                                    |
| 2. | Cash Flows from Investing Activities:<br>Cash received from disposal of investments<br>Cash received from return on investments<br>Net cash receipts from disposal of                                | 5     | 57,757,953<br>—                              | 57,757,953<br>102,519                         | 26,440,495<br>2,870,046                         | 26,440,495<br>2,975,634                        |
|    | fixed assets, intangible assets and other long-term assets   |       | 3,341,105                                    | 3,341,105                                     | 10,667,206                                      | 10,667,206                                     |
|    | Sub-total of cash inflows  |       | 61,099,058                                   | 61,201,577                                    | 39,977,747                                      | 40,083,335                                     |
|    | Cash paid to acquire fixed assets, intangible assets and other long-term assets Cash paid to acquire investments Cash paid for acquisition of Wushan Mine Cash paid for acquisition of Kangxi Coppel |       | 596,980,891<br>65,948,388<br>—<br>24,062,423 | 467,285,176<br>110,948,386<br>—<br>40,000,000 | 1,021,173,395<br>25,938,753<br>191,066,987<br>— | 987,134,776<br>115,938,753<br>191,066,987<br>— |
|    | Sub-total of cash outflows   |       | 686,991,702                                  | 618,233,562                                   | 1,238,179,135                                   | 1,294,140,516                                  |
|    | Net Cash Flows from Investing<br>Activities  |       | (625,892,644)                                | (557,031.985)                                 | (1,198,201,388)                                 | (1,254,057,181)                                |

# **Cash Flow Statement**

|    |  | Year ended 31 December 2003<br>Group Company |               | Year ended 31 De<br>Group | cember 2002<br>Company |
|----|--|--|---------------|---------------------------|------------------------|
|    |  | RMB  | RMB           | RMB                       | RMB                    |
| 3. | Cash Flows from Financing Activities: Cash received from investors Including: Cash received from | 30,000,000                                   | _             | 60,000,000                |                        |
|    | minority investors   | 30,000,000                                   | _             | 60,000,000                | _                      |
|    | Cash received from borrowings  | 2,654,788,986                                | 2,544,788,987 | 1,900,956,096             | 1,900,956,096          |
|    | Cash receipts relating to other financing activities   | _  | _             | 10,937,654                | 10,937,654             |
|    | Sub-total of cash inflows  | 2,684,788,986                                | 2,544,788,987 | 1,971,893,750             | 1,911,893,750          |
|    | Repayments of borrowings<br>Dividends paid, profit distributed                                   | 2,081,748,226                                | 2,081,748,227 | 1,652,423,789             | 1,652,423,789          |
|    | or interests paid  | 271,884,477                                  | 271,399,378   | 316,094,631               | 316,024,240            |
|    | Including: dividends paid to minority<br>shareholders in subsidiaries                            | 68,346                                       | _             | 70,391                    | _                      |
|    | Cash payment relating to other financing activities  | 1,870,000                                    | 1,870,000     | 1,870,000                 | 1,870,000              |
|    | Sub-total of cash outflows   | 2,355,502,703                                | 2,355,017,605 | 1,970,388,420             | 1,970,318,029          |
|    | Net Cash Flows from Financing<br>Activities  | 329,286,283                                  | 189,771,382   | 1,505,330                 | (58,424,279)           |
| 4. | Effect Of Foreign Exchange Rate<br>Changes on Cash and<br>Cash Equivalents                       | _  | _             | _                         |                        |
| 5. | Net (Decrease) Increase in Cash and<br>Cash Equivalents  | 48,638,354                                   | 1,777,335     | (423,560,839)             | (426,866,362)          |

# **Cash Flow Statement**

For the year ended 31 December 2003 (Prepared in accordance with PRC GAAP and regulations)

|     |   | Year ended 31 D | ecember 2003  | Year ended 31 Dec | ember 2002    |
|-----|---|-----------------|---------------|-------------------|---------------|
|     |   | Group           | Company       | Group             | Company       |
|     |   | RMB             | RMB           | RMB               | RMB           |
|     |   | KIVID           | KIVID         | MIVID             | KIVID         |
| SUI | PPLEMENTAL INFORMATION  |                 |               |                   |               |
|     |   |                 |               |                   |               |
| 1.  | Reconciliation of Net Profit to Cash Flows from Operating Activities: |                 |               |                   |               |
|     | <b>3</b>  |                 |               |                   |               |
|     | Net profit  | 505,243,124     | 505,243,124   | 169,504,276       | 169,504,276   |
|     | Add:  |                 |               |                   |               |
|     | Minority interests  | 3,304,231       | 44.056.603    | 80,407            | 42.074.244    |
|     | Impairment losses on assets   | 18,640,731      | 14,056,682    | 12,971,344        | 12,971,344    |
|     | Depreciation of fixed assets  | 414,856,003     | 412,342,164   | 396,242,371       | 396,230,930   |
|     | Amortization of intangible assets                                     | 3,997,442       | 3,997,442     | 3,995,231         | 3,995,231     |
|     | Amortization of long-term   |                 |               | 4 274 405         | 4 274 405     |
|     | deferred expenses   | _               | _             | 1,371,495         | 1,371,495     |
|     | Decrease in prepaid expenses  | (4.000.04)      | (2.222.24)    | 8,000,000         | 8,000,000     |
|     | (Decrease) increase in accrued expenses                               | (1,935,514)     | (2,035,514)   | 1,535,514         | 1,535,514     |
|     | Gains (losses) on disposal of   |                 |               |                   |               |
|     | fixed assets, intangible assets and                                   | (700 440)       | (700.440)     | 24.024.252        | 24.024.252    |
|     | other long-term assets  | (700,119)       | (700,119)     | 21,934,253        | 21,934,253    |
|     | Financial expenses  | 162,305,114     | 161,888,361   | 156,821,430       | 156,821,430   |
|     | Losses (gains) arising from investments                               | 1,755,307       | (529,813)     | (2,870,046)       | (2,990,657)   |
|     | (Increase) decrease in inventories                                    | (776,222,542)   | (703,490,912) | 84,859,121        | 84,909,166    |
|     | Increase in receivables   | (402 507 422)   | (00 500 636)  | (16.011.630)      | 22 272 224    |
|     | under operating activities  | (183,587,433)   | (88,569,626)  | (16,911,629)      | 33,272,231    |
|     | Decrease (increase) in payables under operating activities            | 197,588,371     | 66,836,149    | (64,398,548)      | (1 0/0 115)   |
| _   | operating activities  | 137,300,371     | 00,030,149    | (04,390,340)      | (1,940,115)   |
|     | Not each flows from an existing activities                            | 245 244 745     | 260 027 020   | 772 125 210       | 005 615 000   |
| _   | Net cash flows from operating activities                              | 345,244,715     | 369,037,938   | 773,135,219       | 885,615,098   |
|     |   |                 |               |                   |               |
| 2.  |   |                 |               |                   |               |
|     | Involve Cash Receipt and Payments                                     |                 |               |                   |               |
|     | Specific accounts payable transferred to                              |                 |               |                   |               |
|     | capital reserves  | 84,000,000      | 84,000,000    | _                 |               |
|     |   |                 |               |                   |               |
| 3.  | Net Increase in Cash and  |                 |               |                   |               |
|     | Cash Equivalents  |                 |               |                   |               |
|     | Cash and cash equivalents at the end                                  |                 |               |                   |               |
|     | of the year   | 306,137,680     | 255,397,221   | 257,499,326       | 253,619,886   |
|     | Less: cash and cash equivalents at the                                |                 |               |                   |               |
|     | beginning of the year   | 257,499,326     | 253,619,886   | 681,060,165       | 680,486,248   |
|     |   |                 |               |                   |               |
|     | Net (increase) decease in cash and                                    |                 |               |                   |               |
|     | cash equivalents  | 48,638,354      | 1,777,335     | (423,560,839)     | (426,866,362) |
|     |   |                 |               |                   |               |

The accompanying notes are part of the financial statements.

For the year ended 31 December 2003 (Prepared in accordance with PRC GAAP and regulations)

#### 1. **GENERAL**

Jiangxi Copper Company Limited (the "Company") was established in the People's Republic of China (the "PRC") as a joint stock limited company on 24 January 1997 by Jiangxi Copper Corporation ("JCC"), International Copper Industry (China) Investment Limited, Shenzhen Baoheng (Group) Company Limited, Jiangxi Xinxin Company Limited and Hubei Sanxin Gold & Copper Company Limited. The Company's H Shares were listed on the Stock Exchange of Hong Kong Limited ("SEHK") and London Stock Exchange ("LSE") in June 1997. The Company has allotted 230,000,000 ordinary A shares of RMB 1.00 each at the price of RMB 2.27 per share on 21 December 2001 and were listed on Shanghai Stock Exchange ("SSE") on 11 January 2002. The Company's share capital increased to RMB 2,664,038,200 after the issue of A shares.

The Company mainly engages in smelting, protracting and refining of non-ferrous metal mine, precious metal mine, non-metal mine, non ferrous metal and by-products; after-sale service for self-produced products and relevant consulting service.

### SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING 2. **ESTIMATES**

## Accounting System and Accounting Standards Adopted

The Company has adopted the "Accounting Standards for Business Enterprises", the "Accounting System for Business Enterprises" and the supplementary regulations thereto.

## Basis of Accounting and Principle of Measurement

The Company has adopted the accrual basis of accounting and uses the historical cost convention as the principle of measurement.

## **Accounting Year**

The Company has adopted the calendar year as its accounting year, i.e. from 1 January to 31 December.

## **Recording Currency**

The recording currency of the Company is the Renminbi ("RMB").

## Foreign Currency Translation

Transactions denominated in foreign currencies (currencies other than the recording currency) are translated into Renminbi at the applicable rate of exchange ("market exchange rate") prevailing at the beginning of the month in which the transaction occurs. Monetary assets and liabilities denominated in foreign currencies are translated into Renminbi at the market exchange rate prevailing at the balance sheet date. Exchange gains or losses incurred on specific borrowing for the acquisition or construction of a fixed asset are capitalized as part of the cost of fixed asset; exchange gains or losses arising on the pre-operating period are recorded as long-term deferred expenses, other exchange gains or losses are dealt with as finance costs.

For the year ended 31 December 2003 (Prepared in accordance with PRC GAAP and regulations)

### SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING 2. **ESTIMATES** (Continued)

### **Basis of Consolidation**

#### Scope of consolidation (1)

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries made up to 31 December each year. A subsidiary is an enterprise in which the Company, directly or indirectly, holds more than half of the equity, or whose operating activities are controlled by the Company through other mechanisms.

#### (2) Accounting for consolidation

The accounting policies used by subsidiaries conform to those used by the Company.

The operating results and cash flows of subsidiaries acquired during the year are included in the consolidated income statement and consolidated cash flow statement respectively from the effective dates of acquisition, as appropriate.

All significant intercompany transactions and balances between group companies are eliminated on consolidation

## Cash Equivalents

Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk on change in value.

## Accounting for Bad Debts

#### (1) Criteria for recognition of bad debts

Bad debts are recognized in the following circumstances:

The irrecoverable amount of a bankrupt debtor after pursuing the statutory procedures;

The irrecoverable amount of a debtor who has deceased and has insufficient estate to repay;

The amount owed by a debtor who is unable to repay the obligations after the debts fall due, and the amount is irrecoverable or unlikely to be recovered as demonstrated by sufficient evidence.

#### (2) Accounting treatment for bad debt losses

Bad debt is accounted for using the allowance method and provided according to the recoverability of receivables at the year-end. The appropriate percentages of provision for bad debts relating to significant receivable accounts are reasonably determined based on relevant information such as past experience, actual financial position and cash flows of the debtors, as well as other relevant information. General provision for the remaining receivables is estimated, based on aging analysis, as follows:

| Age of Receivables | Percentage of bad debt provision |
|--------------------|----------------------------------|
| Within 1 year      | _                                |
| 1-2 years          | 20%                              |
| 2-3 years          | 50%                              |
| Over 3 years       | 100%                             |

For the year ended 31 December 2003 (Prepared in accordance with PRC GAAP and regulations)

### SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING 2. **ESTIMATES** (Continued)

### **Inventories**

Inventories are initially recorded at cost. The cost of inventories comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. Inventories mainly include raw materials, work in progress and finished goods.

Inventories are accounted for using the actual costing method. In determining the cost of inventories transferred out or issued for use, the actual costs are determined by the weighted average method

When more than one finished product is abstracted from the mineral resource ("joint-product, major product and byproduct"), their production costs are apportioned between resulting finished products by reference to their sales price at the point where those products become physically separated.

Low-value consumables are written-off in full when issued for use.

### Provision for Decline in Value of Inventories

Inventories are measured at the lower of cost and net realizable value at the end of a period. Where the net realizable value is lower than the cost, the difference is recognized as a provision for decline in value. Provision for decline in value of inventories is made by comparing cost with net realizable value on an individual item basis.

Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs to completion and the estimated expenses and the related taxes necessary to make the sale.

### Short-term Investments

A short-term investment is initially recorded at its cost of acquisition. The initial cost of an investment is the total price paid on acquisition, including incidental expenses such as tax payments and handling charges. However, cash dividends declared but unpaid or bonds interests due but unpaid that are included in the acquisition cost are accounted for separately as receivable items.

Cash dividends or interest on short-term investments, other than those recorded as receivable items as noted in the preceding paragraph, are offset against the carrying amount of investments upon receipt.

Short-term investments are carried at the lower of cost and market value at the end of each period. Where the market value is lower than cost, the difference is recognized as a provision for decline in value of short-term investments, which is calculated and determined on the basis of individual classes of investments.

On disposal of a short-term investment, the difference between the carrying amount of the investment and the sales proceeds actually received is recognized as an investment gain or loss in the current period.

### Recoverable Amount

Recoverable amount is the higher of an asset's net selling price, and the present value of estimated future cash flows expected to arise from the continuing use of the asset and from its disposal at the end of its useful life.

For the year ended 31 December 2003 (Prepared in accordance with PRC GAAP and regulations)

### SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING 2. **ESTIMATES** (Continued)

## Long-term Investments

#### (1)Accounting treatment for long-term equity investments

A long-term investment is initially recorded at its cost on acquisition.

The cost method is used to account for a long-term equity investment when the Company does not have control, joint control or significant influence over the investee enterprise. The equity method is used when the Company can control, jointly control or has significant influence over the investee enterprise.

When the cost method is adopted, the amount of investment income recognized is limited to the amount distributed out of accumulated net profits of the investee enterprise that has arisen after the investment was made. The amount of profits or cash dividends declared by the investee enterprise in excess of the above threshold is treated as return of investment cost, and the carrying amount of the investment is reduced accordingly.

When the equity method is adopted, the investment income for the current period is recognized according to the attributable share of the net profit or loss of the investee enterprises. The attributable share of net losses incurred by the investee enterprise is recognized to the extent that the carrying amount of the investment is reduced to zero. If the investee enterprise realizes net profits in subsequent periods, the carrying amount of the investment is resumed by the excess of the Company's attributable share of profits over the share of unrecognized losses.

When a long-term equity investment is accounted for using the equity method, the difference between the initial investment cost of the Company and its share of owners' equity of the investee enterprise is accounted for as "equity investment difference". An excess of the initial investment cost over the Company's share of owners' equity of the investee enterprise is debited to "long-term equity investment - equity investment difference" and amortised on a straight-line basis and charged to the income statement accordingly. The amortization period is the investing period if it is stipulated in the investment contract. Otherwise, it is amortized over a period of not more than 10 years. A shortfall of the initial investment cost below the Company's share of owners' equity of the investee enterprise arising before the issuance of Caikuai [2003] 10, is credited to "long-term equity investment - equity investment difference", and amortized on a straight-line basis and charged to the income statement accordingly. The amortization period is the investing period if it is stipulated in the investment contract. Otherwise, it is amortized over a period of not less than 10 years. The shortfall of the initial investment cost below the Company's share of owners' equity of the investee enterprise arising after the issuance of Caikuai [2003] 10 is credited to "capital surplus - provision for equity investment".

#### (2) Accounting treatment for long-term debt investments

A long-term debt investment is initially recorded at its investment cost which is the actual total price paid less any interest receivable due but unpaid. The difference between the actual cost of a long-term bond investment (as reduced by any bond interest due but unpaid and accrued bond interest and any related taxes included therein) and the par value of the bond is treated as investment premium or discount. The premium or discount is amortized using the straight-line method over the period between the acquisition date and the maturity date, and charged to the income statement in the period when the relevant bond interest is recognized as income.

Interest income on long-term debt investments is calculated periodically. Interest income on long-term bond investments is calculated according to the par value and the coupon rate and recognized as income after adjusting for the amortization of the premium or discount.

For the year ended 31 December 2003 (Prepared in accordance with PRC GAAP and regulations)

### SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING 2. **ESTIMATES** (Continued)

## Long-term Investments (Continued)

#### (3)Impairment of long-term investments

At the end of each period, the Company determines whether an impairment loss should be recognized for a long-term investment by considering the indications that such a loss may have occurred. Where the recoverable amount of any long-term investment is lower than its carrying amount, an impairment loss on the long-term investment is recognized for the difference.

## Fixed Assets and Depreciation

Fixed assets are tangible assets that, (a) are held for use in the production or supply of goods or services, for rental to others, or for administrative purposes; (b) have a useful life of more than one year; and (c) have a relatively high unit price.

The cost of used fixed assets acquired from shareholders, when the Company was established and acquired from Wushan Mine, are stated at replacement net value and depreciated over remaining useful lives which are both provided by an independent valuer. The remaining useful life of used fixed assets should not exceed its original useful life.

Fixed assets acquired by the Company are stated at actual cost. Depreciation is provided to write off the cost of each category of fixed assets over their estimated useful lives from the month after they reach work condition for their intended use, using the straight-line method. The estimated residual value, useful life and annual depreciation rate of each category of fixed assets are as follows:

| Categories of fixed assets | Residual value | Useful life | Annual depreciation rate |
|----------------------------|----------------|-------------|--------------------------|
| Buildings                  | 10%            | 12-40       | 2.25-7.50%               |
| Equipment and machinery    | 10%            | 10-25       | 3.60-9.00%               |
| Vehicles                   | 10%            | 10-12       | 7.50-9.00%               |

## Impairment of Fixed Assets

At the end of each period, the Company determines whether an impairment loss should be recognized for a fixed asset by considering the indications that such a loss may have occurred. Where the recoverable amount of any fixed asset is lower than its carrying amount, an impairment loss on fixed asset is recognized for the difference.

### Fixed Assets under Construction

Fixed assets under construction are recorded at the actual cost incurred for the construction.

Cost includes all expenditures incurred for construction projects, capitalized borrowing costs incurred on a specific borrowing for the construction of fixed assets before it has reached the working condition for its intended use, and other related expenses. A fixed asset under construction is transferred to fixed assets when it has reached the working condition for its intended use. No depreciation is provided for fixed assets under construction.

Where the work on a fixed asset under construction has been suspended for a long period of time and is not expected to re-commence within three years; or it is technically and physically obsolete and its economic benefits to the Company is uncertain; or there is other evidence indicating a decline in value of the fixed asset under construction, an impairment loss is recognized for the shortfall of the recoverable amount of the fixed asset under construction below its carrying amount.

For the year ended 31 December 2003 (Prepared in accordance with PRC GAAP and regulations)

### SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING 2. **ESTIMATES** (Continued)

## Intangible Assets

Intangible assets are recorded at the actual cost of acquisition. For a purchased intangible asset, the actual cost is the actual purchase price.

Land use rights purchased or acquired by payment of land transfer fees before the adoption of the "Accounting System for Business Enterprises", are accounted for as intangible assets and are amortized over the periods as stated below. Those purchased or acquired after the adoption of the "Accounting System for Business Enterprises", are accounted for as intangible assets before construction work for own-use purpose or development commences and are amortized over the periods as stated below. Upon using the land to construct fixed assets for own use, the carrying amount of the land use right is transferred to the cost of fixed assets under construction.

The cost of an intangible asset is amortized evenly over its expected useful life from the month in which it is obtained.

## Impairment Loss on Intangible Assets

At the end of each period, the Company determines whether an impairment loss should be recognized for an intangible asset by considering the indications that such a loss may have occurred. Where the recoverable amount of any intangible asset is lower than its carrying amount, an impairment loss on the intangible asset is recognized for the difference.

## Long-term Deferred Expenses

Unless related to the acquisition or construction of fixed assets, all expenditure incurred during the pre-operating period is recognized as an expense in the month in which the enterprise commences operation.

## **Borrowing Costs**

Borrowing costs comprise interest incurred on borrowings, amortization of discounts or premiums, ancillary costs incurred in connection with the arrangement of borrowings, and exchange differences arising from foreign currency borrowings. Borrowing costs incurred on a specific borrowing for the acquisition or construction of a fixed asset, are capitalized as the cost of the fixed asset to the extent that they are incurred before the fixed asset has reached the working condition for its intended use and limited to the amount calculated by applying the capitalization rate to the weighted average amount of accumulated expenditure for the fixed asset. Other borrowing costs are recognized as expenses and included as finance costs in the period in which they are incurred.

### Government Grant

Special government grant relating to assets should be recognized as liabilities when it is received. The portion of government grant, which is used to construct long-term assets, can be transferred to capital surplus at actual cost when relevant project is completed.

For the year ended 31 December 2003 (Prepared in accordance with PRC GAAP and regulations)

### SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING 2. **ESTIMATES** (Continued)

## Revenue Recognition

Revenue from Sales of goods:

Revenue is recognized when the Company has transferred to the buyer the significant risks and rewards of ownership of the goods, it retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold, the economic benefits associated with the transaction will flow to the Company, and the relevant amount of revenue and costs can be measured reliably.

Revenue from Rendering of Services:

When the provision of services is started and completed within the same accounting year, revenue is recognized at the time of completion of the services. When the provision of services is started and completed in different accounting years and the outcome of a transaction involving the rendering of services can be estimated reliably, revenue is recognized at the balance sheet date by the use of the percentage of completion method. Revenue is otherwise recognized at the balance sheet date only to the extent of the costs incurred that are recoverable and service costs are recognized as expenses in the period in which they are incurred. If the service costs incurred are not expected to be recovered, revenue is not recognized.

Interest Income:

Interest income is measured based on the length of time for which the Company's cash is used by others and the applicable interest rate.

## Leasing

The Company as lessee under operating leases:

Lease payments under operating leases are recognized as an expense in the income statement on a straight-line basis over the lease term.

The Company as lessor under operating leases:

Lease income from operating leases is recognized as income using the straight-line method over the lease term.

### Forward contract transaction

Gains and losses arising from forward sales contracts are included in sales revenue when the forward sales are delivered. Gains or losses arising from forward sales contracts settled before the maturity date are credited or charged to other operating revenue or other operating expense of the income statement respectively.

Gains and losses arising from forward buy contracts for imported materials purchase cost for the Group's production are included as part of purchase cost when the forward purchase is delivered. Gains or losses arising from forward buy contracts settled before the maturity date are credited or charged to other operating revenue or other operating expense of the income statement respectively.

### Income tax

Income tax is provided under the tax payable method. Income tax provision is calculated based on the accounting profit for the year as adjusted in accordance with the relevant tax laws.

For the year ended 31 December 2003 (Prepared in accordance with PRC GAAP and regulations)

#### **CHANGES IN ACCOUNTING POLICIES** 3.

The Company changed the following accounting policies this year:

According to the MOF Caikuai [2003] 10, major overhaul costs are written off directly in the current period where they will not result in expected future economic benefits, in excess of those originally assessed, flowing to the Company; whereas such costs were accrued in advance and deferred in prior years. This change in accounting policy is adopted prospectively. The remaining balance of major overhaul costs arising from the accrual and deferred method is still accounted for under the prior year's accounting policy until it diminishes.

According to the MOF's notice re issuance of the CAS-Events Occurring after the Balance Sheet Date (Caikuai [2003]12), a profit distribution to investors proposed in a profit distribution plan declared by the board of directors between the balance sheet date and the date on which the financial statements are authorized for issuance, is presented as a separate component of equity on the balance sheet, whereas such profit distribution was regarded as an adjusting event and recognized as dividends payable on the balance sheet date in prior years. This change in accounting policy is adopted retrospectively.

> Shareholders' equity Cash dividend proposed after the balance sheet date

|   | balance sneet date |
|---|--------------------|
|   | RMB                |
| At 1 January 2002                                   |                    |
| Before retrospective adjustments                    | _                  |
| Cash dividend proposed after the balance sheet date | 133,201,910        |
|   |                    |
| At 1 January 2002                                   |                    |
| After retrospective adjustments                     | 133,201,910        |
| At 31 December 2002                                 |                    |
| Before retrospective adjustments                    |                    |
| Cash dividend proposed after the balance sheet date | 79,921,146         |
| A4 24 Describer 2002                                |                    |
| At 31 December 2002                                 | 70.004.446         |
| After retrospectively adjustments                   | 79,921,146         |
|   |                    |

Above changes in accounting policies have no effect on current year's profit and loss.

#### 4. **TAXATION**

## Value added tax

Output value added tax ("VAT") is calculated at 17% on revenue from principal operations except gold (free of VAT) and sulphuric concentrate (13% on revenue), and paid after deducting input VAT on purchases.

For the year ended 31 December 2003 (Prepared in accordance with PRC GAAP and regulations)

#### 4. **TAXATION** (Continued)

### Income tax

#### Company income tax 1.

Pursuant to circular of Guo Shui Fa [1999] No.172 issued by the State Tax Bureau, the Company can enjoy 15% income tax rate for three years starting from year 2002. This year is the second year of tax relief period with effective tax rate of 15%.

Pursuant to a notice issued jointly by the Ministry of Finance and the State Tax Bureau regarding income tax exemption for foreign investment enterprises which purchase domestic machinery and equipment (Cai Shui Zi [2000] No.49), the Company is entitled to a tax benefit ("Tax Benefit"), which is calculated as 40% of the current year's addition of PRC produced plant and equipment for production use. The Tax Benefit is, however, limited to the amount of increase in enterprise income tax for the current year in which the plant and equipment are acquired as compared with the tax amount of the proceeding year. The portion of the Tax Benefit that is not utilized in the current year can be carried forward for future application for a period of not more than five years.

#### 2. **Subsidiary Income Tax**

Sichuan Kangxi Copper Limited Company ("Sichuan Kangxi"). Pursuant to a notice issued jointly by the Ministry of Finance, the State Tax Bureau and customs regarding income tax preference for the China West Development, the local tax bureau of Sichuan Province approved the income tax rate of Sichuan Kangxi is 15%

The income tax rate for the Company's subsidiary, Xiaoshan Tongda Chemcial Limited ("Xiaoshan Tongda") is

### Business tax

Business tax is calculated and paid at 5% of operating income.

### Resource tax

Resource tax is calculated and paid according to the quantity of extracted copper ore. The resource tax rate is respectively levied at RMB 1.05 per ton in Wushan Copper Mine, RMB 0.98 per ton in Yongping Copper Mine and RMB 0.91 per ton in Dexing Copper Mine respectively.

For the year ended 31 December 2003 (Prepared in accordance with PRC GAAP and regulations)

#### SCOPE OF CONSOLIDATION AND SUBSIDIARIES **5.**

| Name of subsidiary   | Place of<br>registration       | <b>Registered</b><br><b>Capital</b><br>RMB | Equity directly<br>held by the<br>company<br>% | Principal<br>Business   | Type of enterprise | Consolidated<br>or not |
|--|--------------------------------|--|--|---|--------------------|------------------------|
| Xiaoshan Tongda<br>Chemical Limited<br>("Xiaoshan Tongda")       | Hangzhou, Zhejiang<br>Province | 1,000,000                                  | 60   | Sales of sulphuric acid   | Company Limited    | d Yes                  |
| Jiangxi Copper Products<br>Company Limited<br>("JCPC")           | Guixi, Jiangxi<br>Province     | 225,000,000                                | 60   | Produce and protracting of copper industrial materials                      | Company Limited    | d Yes                  |
| Sichuan Kangxi<br>Copper Company<br>Limited<br>("Kangxi Copper") | Xichuang, Sichuan              | 100,000,000                                | 40   | Sales of copper materials,<br>precious metal material<br>and sulphuric acid | ' '                | d Yes                  |

The above subsidiaries have been included in the scope of consolidation.

On March 25, 2002, the Company invested jointly with JCC RMB 150,000,000 to establish Jiangxi Copper Products Company Limited ("JCPC") in which the Company contributed the amount of RMB 90,000,000, representing 60% of registered capital. JCPC mainly engages in producing of copper wire and protracting of copper industrial material.

In November 2003, JCC transferred its 40% interest (RMB 60,000,000) in JCPC to a wholly-owned subsidiary, Jiangxi Copper Group Products Company Limited ("JXPC") and the Company entered into a joint venture capital increase agreement ("JV Capital Increase Agreement") with JCC and JXPC, pursuant to which the Company, JCC and JXPC agreed to increase the registered capital of JCPC from RMB 150,000,000 to RMB 225,000,000 by an additional registered capital in the amount of RMB 75,000,000. The Company invested a sum of RMB 45,000,000 in cash during the year as a result of the change of shareholder and capital increase in JCPC, the Company contributed the amount of RMB 135,000,000 representing 60% of registered capital. Up to 31 December 2003, JCPC was still in construction period.

In September 2003, the Company bought 40% interest (RMB 40,000,000) in Sichuan Kangxi Copper Company Limited ("Kangxi Copper") from third parties.

Sichuan Kangxi Copper Limited is a new subsidiary acquired and included in the scope of consolidation this year. Its operating result and cash flow from the effective date of acquisition have been included in the consolidated income statement and cash flows statement, respectively. Refer to note 43 for the financial position of Kangtong at the effective date of acquisition, and its operating results for the period from the date of acquisition to 31 December 2003

This interest of Kangtong which the Company is less than 50%, but the Company made an agreement with another investor that the Company has the power to govern the financial and operating policies of Kongtong. Thus, Kangtong is included in the scope of consolidation.

For the year ended 31 December 2003 (Prepared in accordance with PRC GAAP and regulations)

#### BANK BALANCES AND CASH **6.**

|              | Group<br>31 December 2003 |                  |                   | 31                  | Group<br>December 20 | 02                |
|--------------|---------------------------|------------------|-------------------|---------------------|----------------------|-------------------|
|              | Foreign<br>currency       | Exchange<br>Rate | RMB<br>Equivalent | Foreign<br>currency | Exchange<br>Rate     | RMB<br>Equivalent |
| Cash on hand |                           |                  |                   |                     |                      |                   |
| RMB          | _                         | _                | 56,910            | _                   | _                    | 26,842            |
| USD          | 5,788                     | 8.2767           | 47,907            | 21,792              | 8.2773               | 180,379           |
| Cash in bank |                           |                  |                   |                     |                      |                   |
| RMB          | _                         | _                | 278,437,138       | _                   | _                    | 248,826,669       |
| USD          | 436,796                   | 8.2767           | 3,615,227         | 53,285              | 8.2773               | 441,059           |
| HKD          | 22,457,855                | 1.0678           | 23,980,498        | 7,517,685           | 1.0674               | 8,024,377         |
|              |                           |                  | 306,137,680       |                     |                      | 257,499,326       |

## 7. SHORT-TERM INVESTMENTS

|                                      | Group<br>31 December 2003 |  |                            | Group<br>31 December 2002 |  |                            |  |
|--------------------------------------|---------------------------|--|----------------------------|---------------------------|--|----------------------------|--|
|                                      | Cost<br><i>RMB</i>        | Provision<br>for<br>impairment<br><i>RMB</i> | Net<br>value<br><i>RMB</i> | Cost<br><i>RMB</i>        | Provision<br>for<br>impairment<br><i>RMB</i> | Net<br>value<br><i>RMB</i> |  |
| Stock investments<br>Bond investment | 6,439,694<br>1,000,000    | 207,785<br>—                                 | 6,231,909<br>1,000,000     | 912,633<br>—              | 213,285<br>—                                 | 699,348<br>—               |  |
|                                      | 7,439,694                 | 207,785                                      | 7,231,909                  | 912,633                   | 213,285                                      | 699,348                    |  |

Including in the current investment are marketable shares amounting RMB 6,439,694 whose market value on 31 December 2003 were RMB 6,231,909.

The market value is calculated based on closing price of stock exchange on 31 December 2003.

#### **NOTES RECEIVABLE** 8.

|                                 | Group<br>31 December 2003<br><i>RMB</i> | Group<br>31 December 2002<br><i>RMB</i> |
|---------------------------------|---|---|
| Bank-accepted notes - unpledged | 59,859,735                              | 37,066,148                              |

For the year ended 31 December 2003 (Prepared in accordance with PRC GAAP and regulations)

#### 9. **ACCOUNTS RECEIVABLE**

The aging analysis of accounts receivable is as follows:

|   |  | Grou<br>31 Decemb          | •                                       |   |   | Grou<br>31 Decemb          |  |  |
|---|--|----------------------------|---|---|---|----------------------------|--|--|
|   | Amount<br><i>RMB</i>                                 | (%)                        | Bad debt<br>Provision<br><i>RMB</i>     | Net<br>book value<br><i>RMB</i>                     | Amount<br><i>RMB</i>                                  | (%)                        | Bad debt<br>Provision<br><i>RMB</i>      | Net<br>book value<br><i>RMB</i>                      |
| Within 1 year<br>1 to 2 years<br>2 to 3 years<br>Over 3 years | 226,306,393<br>5,859,987<br>10,100,279<br>93,766,815 | 67.4<br>1.7<br>3.0<br>27.9 | —<br>513,398<br>5,050,139<br>76,923,124 | 226,306,393<br>5,346,589<br>5,050,140<br>16,843,691 | 115,226,422<br>19,321,295<br>11,904,013<br>81,612,267 | 50.5<br>8.5<br>5.2<br>35.8 | <br>5,775,948<br>5,952,006<br>64,768,576 | 115,226,422<br>13,545,347<br>5,952,007<br>16,843,691 |
|   | 336,033,474  | 100.0                      | 82,486,661                              | 253,546,813   | 228,063,997   | 100.0                      | 76,496,530                               | 151,567,467  |
|   |  | Grou<br>31 Decemb          |   |   |   | Grou<br>31 Decemb          | 1  |  |
|   | Amount <i>RMB</i>                                    | (%)                        | Bad debt<br>Provision<br><i>RMB</i>     | Net<br>book value<br><i>RMB</i>                     | Amount<br><i>RMB</i>                                  | (%)                        | Bad debt<br>Provision<br><i>RMB</i>      | Net<br>book value<br><i>RMB</i>                      |
| Within 1 year<br>1 to 2 years<br>2 to 3 years<br>Over 3 years | 104,954,029<br>5,825,251<br>10,095,364<br>89,344,935 | 49.9<br>2.8<br>4.8<br>42.5 | —<br>889,110<br>5,047,682<br>72,501,244 | 104,954,029<br>4,936,141<br>5,047,682<br>16,843,691 | 113,536,274<br>19,321,295<br>11,817,464<br>81,655,542 | 50.2<br>8.5<br>5.2<br>36.1 | <br>5,775,948<br>5,908,731<br>64,811,851 | 113,536,274<br>13,545,347<br>5,908,733<br>16,843,691 |
|   | 210,219,579  | 100.0                      | 78,438,036                              | 131,781,543   | 226,330,575   | 100.0                      | 76,496,530                               | 149,834,045  |

A lawsuit about collection of RMB 16,843,691 from a debtor which is due more than three years, has been sentenced by the court in favor of the Company. The sentence is in process of execution and the court grants liens on legal person shares of a listed company held by a debtor. As such, no bad debt provision was made.

Five largest debtors are as follows:

Total amount of five largest debtors

| <i>RMB</i> 97,831,154                        |  | 29.1%                   |
|--|--|-------------------------|
| The Group's balance due from shareholder who | holds more than 5% shares of the Company | is as follow:           |
| Shareholder                                  | 31 December 2003<br><i>RMB</i>           | 31 December 2002<br>RMB |
| JCC  | 9,534                                    | 805,647                 |

Percentage in total accounts receivable

For the year ended 31 December 2003 (Prepared in accordance with PRC GAAP and regulations)

## 10. OTHER RECEIVABLES

|   |   | Grou<br>31 Decemb          | •                                       |                                     |   | Gro<br>31 Deceml            | 1                                       |                                      |
|---|---|----------------------------|---|-------------------------------------|---|-----------------------------|---|--------------------------------------|
|   | Amount<br><i>RMB</i>                                | (%)                        | Bad debt<br>Provision<br><i>RMB</i>     | Net<br>book value<br><i>RMB</i>     | Amount<br><i>RMB</i>                                | (%)                         | Bad debt<br>Provision<br><i>RMB</i>     | Net<br>book value<br><i>RMB</i>      |
| Within 1 year<br>1 to 2 years<br>2 to 3 years<br>Over 3 years | 142,049,800<br>6,755,213<br>2,350,855<br>19,520,192 | 83.2<br>4.0<br>1.4<br>11.4 |   | 142,049,800<br>507,281<br>1,175,428 | 98,423,608<br>3,127,743<br>11,004,410<br>17,665,795 | 75.6<br>2.4<br>8.4<br>13.6  | —<br>815,549<br>8,562,761<br>17,665,795 | 98,423,608<br>2,312,194<br>2,441,649 |
|   | 170,676,060   | 100.0                      | 26,943,551                              | 143,732,509                         | 130,221,556   | 100.0                       | 27,044,105                              | 103,177,451                          |
|   |   | Grou<br>31 Decemb          |   |                                     |   | Gro<br>31 Deceml            |   |                                      |
|   | Amount<br><i>RMB</i>                                | (%)                        | Bad debt<br>Provision<br><i>RMB</i>     | Net<br>book value<br><i>RMB</i>     | Amount <i>RMB</i>                                   | (%)                         | Bad debt<br>Provision<br><i>RMB</i>     | Net<br>book value<br><i>RMB</i>      |
| Within 1 year<br>1 to 2 years<br>2 to 3 years<br>Over 3 years | 142,773,271<br>6,754,213<br>1,748,309<br>19,286,240 | 83.7<br>4.0<br>1.0<br>11.3 | —<br>6,247,732<br>874,155<br>19,286,240 | 142,773,271<br>506,481<br>874,154   | 50,287,991<br>3,127,743<br>11,004,410<br>17,665,795 | 61.3<br>3.8<br>13.4<br>21.5 | —<br>815,549<br>8,562,761<br>17,665,795 | 50,287,991<br>2,312,194<br>2,441,649 |
|   | 170,562,033   | 100.0                      | 26,408,127                              | 144,153,906                         | 82,085,939  | 100.0                       | 27,044,105                              | 55,041,834                           |
| Five largest o  | balance of forward<br>debtors are as fo             | llows:                     | ·                                       | is RMB 109,4                        |   |                             | 002: RMB 24                             |                                      |

| Total amount of five largest debtors | Percentage in total other receivables |  |  |
|--------------------------------------|---------------------------------------|--|--|
|                                      |                                       |  |  |
| RMB122,105,159                       | 71.5%                                 |  |  |

The Group's balance due from shareholder who holds more than 5% shares of the Company is as follow:

| Shareholder | 31 December 2003<br><i>RMB</i> | 31 December 2002<br>RMB |
|-------------|--------------------------------|-------------------------|
| JCC         | 191,598                        | 48,194,520              |

For the year ended 31 December 2003 (Prepared in accordance with PRC GAAP and regulations)

## 11. PREPAYMENTS

The aging analysis of prepayment is as follows:

|   | Group<br>31 December 2     | 003              | Group<br>31 December 2              | 2002                |
|---|----------------------------|------------------|-------------------------------------|---------------------|
|   | RMB                        | %                | RMB                                 | %                   |
| Within 1 year<br>1 to 2 years<br>2 to 3 years | 113,717,952<br>66,040<br>— | 99.9<br>0.1<br>— | 49,442,211<br>30,191,588<br>801,752 | 61.5<br>37.5<br>1.0 |
|   | 113,783,992                | 100.0            | 80,435,551                          | 100.0               |

The Group's prepayments to shareholder who holds more than 5% shares of the Company is as follow:

| Shareholder | 31 December 2003<br><i>RMB</i> | 31 December 2002<br><i>RMB</i> |
|-------------|--------------------------------|--------------------------------|
| JCC         | 1,142,988                      | 475,542                        |

## 12. INVENTORIES

|  | 31 December 2003                            |   |   | 31   | December 2002                       |  |
|--|---|---|---|--|-------------------------------------|--|
|  | Cost<br><i>RMB</i>                          | Provision for<br>impairment<br><i>RMB</i> | Net value<br><i>RMB</i>                     | Cost<br><i>RMB</i>                         | Provision for impairment <i>RMB</i> | Net value<br><i>RMB</i>                    |
| Raw material<br>Work in progress<br>Finished goods | 426,615,255<br>1,734,450,701<br>148,208,166 | 1,618,667<br>—<br>—                       | 424,996,588<br>1,734,450,701<br>148,208,166 | 406,424,381<br>1,014,519,360<br>93,829,702 | 1,618,667<br>—<br>2,276,804         | 404,805,714<br>1,014,519,360<br>91,552,898 |
|  | 2,309,274,122                               | 1,618,667                                 | 2,307,655,455                               | 1,514,773,443                              | 3,895,471                           | 1,510,877,972                              |

Included in the inventories as at 31 December 2003 are loan pledged finished goods amounting RMB 16,704,973.

## 13. LONG-TERM EQUITY INVESTMENTS

## Group:

| Items                            | 31 December 2003     |                                    |                         | 31 December 2002     |   |                         |  |
|----------------------------------|----------------------|------------------------------------|-------------------------|----------------------|---|-------------------------|--|
|                                  | Amount<br><i>RMB</i> | Provision for<br>impairment<br>RMB | Net value<br><i>RMB</i> | Amount<br><i>RMB</i> | Provision for<br>impairment<br><i>RMB</i> | Net value<br><i>RMB</i> |  |
| Stock investment<br>Other equity | 5,610,000            | _                                  | 5,610,000               | 5,610,000            | _   | 5,610,000               |  |
| investment<br>Equity investment  | 10,000,000           | _                                  | 10,000,000              | _                    | _   | _                       |  |
| difference                       | 3,585,489            |                                    | 3,585,489               | _                    | _   |                         |  |
| Total                            | 19,195,489           |                                    | 19,195,489              | 5,610,000            |   | 5,610,000               |  |
|                                  |                      |                                    |                         |                      |   |                         |  |

For the year ended 31 December 2003 (Prepared in accordance with PRC GAAP and regulations)

## 13. LONG-TERM EQUITY INVESTMENTS (Continued)

(1) Detail of long-term stock investment is as follows:

| Name of Investee                          | Number<br>of shares | Share in the registered capital of the investee RMB | Initial cost<br>of investment<br>RMB | Impairment<br>loss<br>RMB | Net book<br>value<br>RMB |
|---|---------------------|---|--------------------------------------|---------------------------|--------------------------|
| Kebang Telecom (Group)<br>Company Limited | 2,000,000           | 0.4%  | 5,610,000                            | _                         | 5,610,000                |

Above stock held by the Company is unlisted.

(2) Detail of other equity investment is as follows:

| Name of Investee                    | Number of shares | Share in the<br>registered capital<br>of the investee | Initial cost of investment | Impairment loss | Net book<br>value |
|-------------------------------------|------------------|---|----------------------------|-----------------|-------------------|
|                                     |                  | RMB   | RMB                        | RMB             | RMB               |
| Liangshan Mining Company<br>Limited | 10,000,000       | 6.67%   | 10,000,000                 | _               | 10,000,000        |

Above stock held by the Company's subsidiary, Kangxi Copper, is promoters shares.

(3) Detail of equity investment difference is as follows:

| Name of investee | Initial cost<br>of investment<br>RMB | Amortization<br>period of equity<br>investment<br>difference | Addition<br>during the year<br>RMB | Amortization<br>during the year<br>RMB | Book value at<br>31 December 2003<br>RMB | Cause           |
|------------------|--------------------------------------|--|------------------------------------|--|--|-----------------|
| Kangxi Copper    | 3,677,424                            | 10 years   | 3,677,424                          | (91,935)                               | 3,585,489 Eq                             | uity purchasing |

## Company:

|   | 31 December 2003     |                                    |                            |                      | 31 December 2002                          |                            |
|---|----------------------|------------------------------------|----------------------------|----------------------|---|----------------------------|
|   | Amount<br><i>RMB</i> | Provision for<br>impairment<br>RMB | Net<br>value<br><i>RMB</i> | Amount<br><i>RMB</i> | Provision for<br>impairment<br><i>RMB</i> | Net<br>value<br><i>RMB</i> |
| Stock investment (Note)<br>Investments in | 5,610,000            | _                                  | 5,610,000                  | 5,610,000            | _   | 5,610,000                  |
| Subsidiaries<br>Equity investment         | 174,560,794          | _                                  | 174,560,794                | 91,055,617           | _   | 91,055,617                 |
| difference (Note)                         | 3,585,489            | _                                  | 3,585,489                  | _                    | _   | _                          |
| Total                                     | 183,756,283          | _                                  | 183,756,283                | 96,665,617           |   | 96,665,617                 |

Note: The figure of Company level is in accordance with that of group level.

For the year ended 31 December 2003 (Prepared in accordance with PRC GAAP and regulations)

## 13. LONG-TERM EQUITY INVESTMENTS (Continued)

## (1) Detail of investments in subsidiaries are as follows:

| Name of Investee                        | ee Cost                           |  |  | Adjust                            | Adjustment of investment gain or loss            |  |                            | Book value                        |  |
|---|-----------------------------------|--|--|-----------------------------------|--|--|----------------------------|-----------------------------------|--|
|   | 31 December<br>2002<br><i>RMB</i> | Addition<br>during<br>the year<br><i>RMB</i> | 31 December<br>2003<br><i>RMB</i>      | 31 December<br>2002<br><i>RMB</i> | Gain or<br>loss during<br>the year<br><i>RMB</i> | Dividends<br>received<br>during 3<br>the year<br>RMB | 31 December<br>2003<br>RMB | 31 December<br>2002<br><i>RMB</i> | 31 December<br>2003<br><i>RMB</i>      |
| JCPC<br>Xiaoshan Tonda<br>Kangxi Copper | 90,000,000<br>1,082,289<br>—      | 45,000,000<br>—<br>36,322,576                | 135,000,000<br>1,082,289<br>36,322,576 | (26,672)<br>—                     | —<br>148,139<br>2,136,981                        | <br>(102,519)<br>                                    | —<br>18,948<br>2,136,981   | 90,000,000<br>1,055,617<br>—      | 135,000,000<br>1,101,237<br>38,459,557 |
|   | 91,082,289                        | 81,322,576                                   | 172,404,865                            | (26,672)                          | 2,285,120  | (102,519)  | 2,155,929                  | 91,055,617                        | 174,560,794                            |

## 14. FIXED ASSETS AND ACCUMULATED DEPRECIATION

|  | Group   |  |   |   |  |  |
|--|---|--|---|---|--|--|
|  | <b>Buildings</b><br><i>RMB</i>                        | Equipment<br>and machinery<br>RMB                          | <b>Vehicles</b><br><i>RMB</i>                         | <b>Total</b><br><i>RMB</i>                                  |  |  |
| Cost   |   |  |   |   |  |  |
| 1 January 2003<br>Acquired on acquisition of Kangxi Copper<br>Additions during the year<br>Transfer from fixed assets under construction | 3,758,939,310<br>57,820,637<br>929,162<br>204,431,802 | 5,688,062,327<br>88,112,194<br>6,909,644<br>927,186,232    | 992,884,584<br>4,678,070<br>210,377<br>4,462,372      | 10,439,886,221<br>150,610,901<br>8,049,183<br>1,136,080,406 |  |  |
| Reclassification<br>Disposals  | 7,107,032<br>(4,147,467)                              | (8,080,692)<br>(75,728,685)                                | 973,660<br>(8,350,912)                                | (88,227,064)  |  |  |
| 31 December 2003   | 4,025,080,476   | 6,626,461,020  | 994,858,151   | 11,646,399,647  |  |  |
| Accumulated depreciation 1 January 2003 Acquired on acquisition of Kangxi Copper Charge for the year Eliminated on disposal              | 936,485,012<br>15,075,465<br>152,162,481<br>(535,687) | 3,331,836,605<br>41,485,328<br>216,783,258<br>(64,579,290) | 614,133,008<br>2,186,526<br>45,910,264<br>(5,753,508) | 4,882,454,625<br>58,747,319<br>414,856,003<br>(70,868,485)  |  |  |
| 31 December 2003   | 1,103,187,271   | 3,525,525,901  | 656,476,290   | 5,285,189,462   |  |  |
| <b>Impairment loss</b><br>1 January 2003<br>Additions<br>Reversals   | 601,311<br>217,413<br>(601,311)                       | 10,134,677<br>8,729,621<br>(10,134,677)                    | 971,136<br>6,086,424<br>(971,136)                     | 11,707,124<br>15,033,458<br>(11,707,124)                    |  |  |
| 31 December 2003   | 217,413   | 8,729,621  | 6,086,424   | 15,033,458  |  |  |
| <b>Net value</b><br>At 1 January 2003  | 2,821,852,987   | 2,346,091,045  | 377,780,440   | 5,545,724,472   |  |  |
| At 31 December 2003  | 2,921,675,792   | 3,092,205,498  | 332,295,437   | 6,346,176,727   |  |  |
| Including:<br>Fixed assets pledged as<br>collateral at   |   |  |   |   |  |  |
| 31 December 2003 - net   | _   | 22,453,950   | _   | 22,453,950  |  |  |

For the year ended 31 December 2003 (Prepared in accordance with PRC GAAP and regulations)

## 15. FIXED ASSETS UNDER CONSTRUCTION

| Construction name                     | <b>Budget</b><br><i>RMB</i> | At 1 January<br>2003<br>RMB | Additions<br>RMB | Group<br>Transfer to<br>fixed assets<br>RMB | At 31 December<br>2003<br>RMB | % of<br>completion<br>RMB | Sources<br>of funds       |
|---------------------------------------|-----------------------------|-----------------------------|------------------|---|-------------------------------|---------------------------|---------------------------|
| Guixi Smelter                         |                             |                             |                  |   |                               |                           |                           |
| Phase III                             | 1,065,000,000               | 774,870,761                 | 236,870,585      | 952,525,500                                 | 59,215,846                    | 95%                       | Proceeds and loan         |
| Project of 150,000                    |                             |                             |                  |   |                               |                           |                           |
| Ton copper wire                       |                             |                             |                  |   |                               |                           |                           |
| per year                              | 161,509,700                 | 34,036,118                  | 128,340,884      | _   | 162,377,002                   | 99%                       | Loan and self-funding     |
| Fujiawu Mine                          |                             |                             |                  |   |                               |                           |                           |
| Development                           | 849,450,000                 | 119,031,828                 | 24,789,219       | _   | 143,821,047                   | 17%                       | Proceeds and self-funding |
| Others                                | _                           | 96,410,255                  | 230,523,737      | 183,554,906                                 | 143,379,086                   | _                         | Loan and self-funding     |
|                                       |                             |                             |                  |   |                               |                           |                           |
| Total                                 |                             | 1,024,348,962               | 620,524,425      | 1,136,080,406                               | 508,792,981                   |                           |                           |
|                                       |                             |                             |                  |   |                               |                           |                           |
| Including: Capitalized borrowing cost |                             | 12,300,000                  | 29,589,871       | 33,834,896                                  | 8,054,975                     |                           |                           |

The rate for calculating interest capitalized amount in this year is 5.7%.

## 16. INTANGIBLE ASSETS

|                                       |                                 | Group                             |                            |
|---------------------------------------|---------------------------------|-----------------------------------|----------------------------|
|                                       | <b>Trademarks</b><br><i>RMB</i> | <b>Mining right</b><br><i>RMB</i> | <b>Total</b><br><i>RMB</i> |
| Cost:                                 |                                 |                                   |                            |
| 1 January 2003                        | 51,683,900                      | 76,452,560                        | 128,136,460                |
| Accumulated amortization:             |                                 |                                   |                            |
| 1 January 2003<br>Charge for the year | 10,320,000<br>1,720,000         | 11,685,231<br>2,277,442           | 22,005,231<br>3,997,442    |
| Charge for the year                   | 1,720,000                       | 2,277,442                         | 3,997,442                  |
| 31 December 2003                      | 12,040,000                      | 13,962,673                        | 26,002,673                 |
| Carrying amount: 1 January 2003       | 41,363,900                      | 64,767,329                        | 106,131,229                |
| 31 December 2003                      | 39,643,900                      | 62,489,887                        | 102,133,787                |
| Acquired method                       | Transfer                        | Transfer                          |                            |
| Remaining of period                   | 23 years                        | 23-48 years                       |                            |
|                                       |                                 |                                   |                            |

For the year ended 31 December 2003 (Prepared in accordance with PRC GAAP and regulations)

## 17. LONG-TERM DEFERRED EXPENSES

|                               |                                     | Group                          |                         |
|-------------------------------|-------------------------------------|--------------------------------|-------------------------|
| Category                      | <b>1 January 2003</b><br><i>RMB</i> | <b>Additions</b><br><i>RMB</i> | 31 December 2003<br>RMB |
| Pre-operating expenses — JCPC | _                                   | 1,007,623                      | 1,007,623               |

## 18. SHORT-TERM LOANS

| Category                       | Group<br>31 December<br>2003<br><i>RMB</i> | Group<br>31 December<br>2002<br><i>RMB</i> |
|--------------------------------|--|--|
| Secured loans<br>— RMB         | 40,000,000                                 | _  |
| Credit loans<br>— RMB<br>— USD | 693,660,350<br>273,390,960                 | 579,230,000<br>28,970,550                  |
|                                | 1,007,051,310                              | 608,200,550                                |

Annual interest rate ranges from 2.07% to 5.84 %. For the categories and amount of the assets pledged for the secured loans, refer to Note 12 and 14.

## 19. NOTES PAYABLE

|   | Group<br>31 December<br>2003<br><i>RMB</i> | Group<br>31 December<br>2002<br><i>RMB</i> |
|---|--|--|
| Bank-accepted notes payable within one year | 182,860,000                                | 187,900,000                                |

## 20. ACCOUNTS PAYABLE

The Group's balance due to shareholder who holds more than 5% shares of the Company is as follow:

| Shareholder | 31 December<br>2003<br><i>RMB</i> | 31 December<br>2002<br><i>RMB</i> |
|-------------|-----------------------------------|-----------------------------------|
| JCC         | 131,931                           | 4,049,846                         |

For the year ended 31 December 2003 (Prepared in accordance with PRC GAAP and regulations)

## 21. ADVANCES FROM CUSTOMERS

The Group's balance of advances from shareholders who hold more than 5% shares of the Company is as follow:

| Shareholder | 31 December<br>2003<br><i>RMB</i> | 31 December<br>2002<br><i>RMB</i> |
|-------------|-----------------------------------|-----------------------------------|
| JCC         | _                                 | 22,984                            |

## 22. TAXES PAYABLE

|   | Group<br>31 December<br>2003<br><i>RMB</i>                   | Group<br>31 December<br>2002<br><i>RMB</i>                  |
|---|--|---|
| Income tax Value added tax Business tax Resource tax Others | 7,691,889<br>(18,889,782)<br>3,230<br>1,237,493<br>2,638,630 | (753,681)<br>18,854,581<br>15,020<br>2,468,910<br>2,118,807 |
|   | (7,318,540)  | 22,703,637  |

## 23. OTHER FEES PAYABLE

|  | Group<br>31 December<br>2003<br><i>RMB</i> | Group<br>31 December<br>2002<br><i>RMB</i> |
|--|--|--|
| Compensation fee for mineral resources<br>Others | 18,734,219<br>82,271                       | 15,067,122<br>5,805                        |
|  | 18,816,490                                 | 15,072,927                                 |

Compensation fee for mineral resources is collected in accordance with Order No.150 issued by the State Council and Order No.35 issued by government of Jiangxi Province.

Compensation fee = sales of mineral products x compensation rate x extracting coefficient rate.

Extracting coefficient rate = approved extracting rate/actual extracting rate

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| <b>24.</b> C | T( | HIER | PAY | ABL | ES |
|--------------|----|------|-----|-----|----|
|--------------|----|------|-----|-----|----|

In Group's balance of other payables, the balance due to shareholder who holds more than 5% of the Company is as follow:

| Shareholder | 31 December<br>2003<br><i>RMB</i> | 31 December<br>2002<br><i>RMB</i> |
|-------------|-----------------------------------|-----------------------------------|
| JCC         | 81,398,369                        | 44,727,040                        |

## 25. ACCRUED EXPENSES

|                                     | Group<br>31 December<br>2003<br><i>RMB</i> | Group<br>31 December<br>2002<br><i>RMB</i> | Reason for<br>not settled           |
|-------------------------------------|--|--|-------------------------------------|
| Freight<br>Professional service fee | <br>2,100,000                              | 2,035,514<br>2,000,000                     | Not paid as invoice<br>not received |
|                                     | 2,100,000                                  | 4,035,514                                  |                                     |

## 26. LONG-TERM LIABILITIES DUE WITHIN ONE YEAR

|   | Group<br>31 December<br>2003<br><i>RMB</i> | Group<br>31 December<br>2002<br><i>RMB</i> |
|---|--|--|
| Long-term loans due within one year (Note 27)<br>Long-term payables due within one year (Note 28) | 333,000,000<br>1,870,000                   | 375,810,000<br>1,870,000                   |
|   | 334,870,000                                | 377,680,000                                |

## 27. LONG-TERM LOANS

|                                  | Group<br>31 December<br>2003<br><i>RMB</i> | Group<br>31 December<br>2002<br><i>RMB</i> |
|----------------------------------|--|--|
| Credit loans                     | 2,698,400,000                              | 2,214,210,000                              |
| Guaranteed loans                 | 154,710,000                                | 424,710,000                                |
| Total                            | 2,853,110,000                              | 2,638,920,000                              |
| Less: Amount due within one year | 333,000,000                                | 375,810,000                                |
| Amount due after one year        | 2,520,110,000                              | 2,263,110,000                              |

For the year ended 31 December 2003 (Prepared in accordance with PRC GAAP and regulations)

## 27. LONG-TERM LOANS (Continued)

| Bank name                     | 31 December 2003<br>RMB | Period                | Annual Rat | e Term        |
|-------------------------------|-------------------------|-----------------------|------------|---------------|
| ICBC, Yingtan Branch          | 20,000,000              | 1999.05.26-2004.02.25 | 5.58%      | Credit Loa    |
| Jangtong Office               | 78,400,000              | 2000.07.28-2005.07.27 | 5.58%      | Credit Loa    |
|                               | 30,000,000              | 2002.01.04-2004.01.03 | 5.94%      | Credit Loa    |
|                               | 55,000,000              | 2001.12.25-2004.12.24 | 5.49%      | Credit Loa    |
|                               | 30,000,000              | 2002.09.26-2005.09.25 | 5.49%      | Credit Loa    |
|                               | 50,000,000              | 2002.10.29-2005.10.28 | 5.49%      | Credit Loa    |
|                               | 40,000,000              | 2002.12.10-2005.12.09 | 5.49%      | Credit Loa    |
|                               | 40,000,000              | 2002.12.12-2005.12.11 | 5.49%      | Credit Loa    |
|                               | 60,000,000              | 2002.12.18-2005.12.17 | 5.49%      | Credit Lo     |
|                               | 60,000,000              | 2003.08.06-2006.08.05 | 4.94%      | Credit Loa    |
|                               | 80,000,000              | 2003.12.09-2006.12.08 | 4.94%      | Credit Loa    |
|                               | 15,000,000              | 2001.11.19-2006.09.29 | 5.58%      | Credit Loa    |
|                               | 40,000,000              | 2002.08.16-2007.09.29 | 5.58%      | Credit Lo     |
|                               | 95,000,000              | 2002.11.18-2007.11.17 | 5.58%      | Credit Loa    |
|                               | 30,000,000              | 2003.01.09-2008.01.08 | 5.58%      | Credit Loa    |
|                               | 30,000,000              | 2003.02.13-2008.02.12 | 5.58%      | Credit Lo     |
|                               | 20,000,000              | 2003.03.11-2008.03.10 | 5.58%      | Credit Lo     |
|                               | 10,000,000              | 2003.04.10-2008.04.09 | 5.58%      | Credit Lo     |
|                               | 15,000,000              | 2003.06.27-2008.06.26 | 5.58%      | Credit Lo     |
|                               | 15,000,000              | 2003.08.11-2008.08.10 | 5.58%      | Credit Lo     |
|                               | 30,000,000              | 2003.10.09-2008.10.08 | 5.58%      | Credit Lo     |
| Bank of China, Yingtan Branch | 28,000,000              | 1999.11.30-2004.11.30 | 5.58%      | Guaranteed Lo |
|                               | 17,000,000              | 2000.02.13-2005.02.13 |            | Guaranteed Lo |
|                               | 18,000,000              | 2001.12.27-2004.12.27 | 5.49%      | Credit Lo     |
|                               | 20,000,000              | 2002.09.27-2005.09.26 | 5.05%      | Credit Lo     |
|                               | 30,000,000              | 2002.12.28-2005.12.17 | 5.05%      | Credit Lo     |
|                               | 20,000,000              | 2003.03.25-2006.03.24 | 5.05%      | Credit Lo     |
|                               | 30,000,000              | 2003.12.24-2006.12.24 | 4.94%      | Credit Lo     |
| China Construction Bank,      | 109,710,000             | 1997.02.18-2008.12.30 | 5.76%      | Guaranteed Lo |
| Tongjidi Branch               | 82,000,000              | 1998.03.24-2004.12.31 | 5.76%      | Credit Lo     |
|                               | 210,000,000             | 1999.02.25-2009.11.30 | 5.76%      | Credit Lo     |
|                               | 217,000,000             | 1999.09.15-2009.09.14 | 5.76%      | Credit Lo     |
|                               | 50,000,000              | 2000.06.22-2006.06.21 | 5.76%      | Credit Lo     |
|                               | 50,000,000              | 2001.08.28-2004.08.27 | 5.49%      | Credit Lo     |
|                               | 40,000,000              | 2002.05.20-2005.05.19 | 5.49%      | Credit Lo     |
|                               | 73,000,000              | 2003.03.28-2006.03.27 | 4.94%      | Credit Lo     |
|                               | 20,000,000              | 2003.12.16-2006.12.15 | 4.94%      | Credit Lo     |
|                               | 50,000,000              | 2001.12.11-2007.04.28 | 6.21%      | Credit Lo     |
|                               | 45,000,000              | 2002.07.08-2007.04.28 | 5.58%      | Credit Lo     |
|                               | 60,000,000              | 2002.09.18-2008.03.17 | 5.76%      | Credit Lo     |
|                               | 60,000,000              | 2002.12.05-2008.06.04 | 5.76%      | Credit Lo     |
|                               | 20,000,000              | 2003.01.16-2008.07.15 | 5.76%      | Credit Lo     |
|                               | 20,000,000              | 2003.02.19-2008.08.18 | 5.76%      | Credit Lo     |
|                               | 30,000,000              | 2003.06.10-2008.06.10 | 5.58%      | Credit Lo     |
|                               | 40,000,000              | 2003.07.07-2008.07.06 | 5.58%      | Credit Lo     |
|                               | 15,000,000              | 2003.09.10-2008.09.09 | 5.58%      | Credit Lo     |
|                               | 30,000,000              | 2003.11.05-2008.11.04 | 5.58%      | Credit Lo     |
|                               | 30,000,000              | 2003.12.03-2008.12.02 | 5.58%      | Credit Lo     |

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## 27. LONG-TERM LOANS (Continued)

| Bank name                  | <b>31 December 2003</b> <i>RMB</i> | Period                | Annual Rate | Terms       |
|----------------------------|------------------------------------|-----------------------|-------------|-------------|
| Agriculture Bank, Guixi    | 170.000.000                        | 2002.09.27-2005.09.26 | 5.04%       | Credit Loan |
| Tongcheng Branch           | 30.000,000                         | 2002.09.27-2005.09.20 | 5.04%       | Credit Loan |
| longcheng Branch           | 65,000,000                         | 2003.02.11-2006.02.10 | 5.04%       | Credit Loan |
|                            | 30.000,000                         | 2003.02.11-2006.02.10 | 5.04%       | Credit Loan |
|                            | 40.000.000                         | 2003.12.15-2006.12.15 | 4.94%       | Credit Loan |
|                            | 100,000,000                        | 2003.12.13-2006.12.13 | 4.94%       | Credit Loan |
| China Merchans Bank,       | 50,000,000                         | 2001.12.14-2004.06.13 | 5.49%       | Credit Loan |
| Nanchang Branch            | 50,000,000                         | 2003.12.29-2006.12.29 | 4.94%       | Credit Loan |
| Minsheng Bank              | 50,000,000                         | 2003.04.21-2006.04.21 | 4.94%       | Credit Loan |
| Guixi Country Credit Union | 10,000,000                         | 2003.07.23-2006.07.22 | 4.94%       | Credit Loan |
| Total                      | 2,853,110,000                      |                       |             |             |

The guaranteed loans were all guaranteed by JCC. Please refer to Note 45 (5) (c) for details.

## 28. LONG-TERM PAYABLES

| Items   | Group<br>31 December<br>2003<br><i>RMB</i> | Group<br>31 December<br>2002<br><i>RMB</i> |
|---|--|--|
| Long-term payables<br>Less: Long-term payable due within 1 year | 43,041,000<br>1,870,000                    | 44,911,000<br>1,870,000                    |
| Long-term payables due after 1 year                             | 41,171,000                                 | 43,041,000                                 |

The amount represents the balance due to JCC as the consideration for the transfer of the mining rights. The amount is repayable in 30 annual installments of RMB 1,870,000 each year and subject to payment of interest at a rate equal to the state-lending rate for a one-year fixed term loan up to a maximum of 15% on annual installment starting from 1 January 1998.

## 29. SPECIFIC ACCOUNTS PAYABLE

|                  | Group<br>31 December<br>2003<br><i>RMB</i> | Group<br>31 December<br>2002<br><i>RMB</i> |
|------------------|--|--|
| Government grant | _  | 84,000,000                                 |

Detail please refer to Note 31.

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## 30. PAID-IN CAPITAL

The change of share capital of the Company from 1 January to 31 December 2003 is as follows:

|  | Group                                    |                      |                              |
|--|--|----------------------|------------------------------|
|  | Addition or<br>1 January 2003<br>(share) | Reduction<br>(share) | 31 December 2003<br>(share)  |
| <ol> <li>Non-trading shares         <ul> <li>Promoters shares</li> <li>Domestic state-owned legal person shares</li> <li>Domestic other legal person shares</li> </ul> </li> </ol> | 1,275,556,200<br>2,000,000               | _<br>_               | 1,275,556,200<br>2,000,000   |
| (2) Issued but not traded shares — A shares  | _  | _                    |                              |
| Total non-trading shares   | 1,277,556,200                            | _                    | 1,277,556,200                |
| <ul><li>2. Trading shares</li><li>— H shares</li><li>— A shares</li></ul>  | 1,156,482,000<br>230,000,000             | _<br>_               | 1,156,482,000<br>230,000,000 |
| Total trading shares   | 1,386,482,000                            | _                    | 1,386,482,000                |
| 3. Total share capital   | 2,664,038,200                            | _                    | 2,664,038,200                |

The face value of the above shares is RMB 1.00.

The change of share capital of the Company from 1 January to 31 December 2002 is as follows:

|   |                            | Group                   |                              |
|---|----------------------------|-------------------------|------------------------------|
|   | 1 January 2002<br>(share)  | lssue shares<br>(share) | 31 December 2002<br>(share)  |
| Non-trading shares     (1) Promoters shares     — Domestic state-owned legal person shares     — Domestic other legal person shares | 1,275,556,200<br>2,000,000 |                         | 1,275,556,200<br>2,000,000   |
| (2) Issued but not traded shares — A shares   | 230,000,000                | (230,000,000)           | _                            |
| Total non-trading shares  | 1,507,556,200              | (230,000,000)           | 1,277,556,200                |
| <ul><li>2. Trading shares</li><li>— H shares</li><li>— A shares</li></ul>   | 1,156,482,000<br>—         |                         | 1,156,482,000<br>230,000,000 |
| Total trading shares  | 1,156,482,000              | 230,000,000             | 1,386,482,000                |
| 3. Total share capital  | 2,664,038,200              | _                       | 2,664,038,200                |
|   |                            |                         |                              |

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## 31. CAPITAL RESERVES

The change of capital reserves from 1 January to 31 December 2003 is as follows:

|   | Group                               |                                |                                    |
|---|-------------------------------------|--------------------------------|------------------------------------|
|   | <b>1 January 2003</b><br><i>RMB</i> | <b>Additions</b><br><i>RMB</i> | <b>31 December 2003</b> <i>RMB</i> |
| Share premium Revaluation reserve Specific accounts payables transferred in | 1,292,633,979<br>113,063            | _                              | 1,292,633,979<br>113,063           |
| Specific accounts payables transferred in                                   | _                                   | 84,000,000                     | 84,000,000                         |
|   | 1,292,747,042                       | 84,000,000                     | 1,376,747,042                      |

No fluctuation in capital reserve is noted in 2002. The addition in capital reserves in this year is proceeds from government subsidy transfer from specific account payable when Guixi phase III project is almost completed.

## 32. SURPLUS RESERVES

The change of surplus reserves of the Company from 1 January to 31 December 2003 is as follows:

|  | Group   |   |   |                            |
|--|---|---|---|----------------------------|
|  | Statutory<br>surplus<br>reserve<br><i>RMB</i> | Discretionary<br>surplus<br>reserve<br><i>RMB</i> | Statutory<br>public<br>welfare fund<br><i>RMB</i> | Total<br><i>RMB</i>        |
| At 1 January 2003<br>Current year's appropriations | 99,211,493<br>50,539,126                      | 204,294,857<br>75,786,469                         | 67,304,972<br>50,531,719                          | 370,811,322<br>176,857,314 |
| At 31 December 2003                                | 149,750,619                                   | 280,081,326                                       | 117,836,691                                       | 547,668,636                |

The change of surplus reserves of the Company from 1 January to 31 December 2002 is as follows:

|  | Group   |   |   |                           |
|--|---|---|---|---------------------------|
|  | Statutory<br>surplus<br>reserve<br><i>RMB</i> | Discretionary<br>surplus<br>reserve<br><i>RMB</i> | Statutory<br>public<br>welfare fund<br><i>RMB</i> | Total<br><i>RMB</i>       |
| At 1 January 2002<br>Current year's appropriations<br>Utilization of statutory | 82,249,004<br>16,962,489                      | 158,414,185<br>33,900,855                         | 62,328,331<br>16,956,458                          | 302,991,520<br>67,819,802 |
| public welfare fund  | _   | 11,979,817  | (11,979,817)                                      |                           |
| At 31 December 2002  | 99,211,493                                    | 204,294,857                                       | 67,304,972  | 370,811,322               |

Statutory surplus reserve can be used to make up future losses, to expand operations or to increase share capital by means of conversion. Statutory public welfare fund can be utilized for staff welfare.

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## 33. CASH DIVIDEND PROPOSED AFTER THE BALANCE SHEET DATE

|   | Year ended<br>31 December<br>2003<br><i>RMB</i> | Year ended<br>31 December<br>2002<br><i>RMB</i> |
|---|---|---|
| At 1 January (Re-stated, refer to Note 3) Less: Transfer to dividend payable Add: Cash dividend for the current year proposed after the | 79,921,146<br>79,921,146                        | 133,201,910<br>133,201,910                      |
| balance sheet date  | 319,684,584                                     | 79,921,146                                      |
| At 31 December  | 319,684,584                                     | 79,921,146                                      |

Cash dividend distribution for year 2002 was approved by annual general meeting in June 2003 and was all paid to the shareholders in year 2003.

The board of directors proposed to issue cash dividend of RMB 0.12 per share (RMB 0.03 in 2002) to all the shareholders, which is subject to be approved by next annual general meeting.

## **UNAPPROPRIATED PROFITS**

## (1) Appropriation of statutory surplus reserve

Pursuant to the Provision 177 of Company Law and the Company's Article of Association, 10% of net profit (10% in 2002) is appropriated as statutory surplus reserve.

Further appropriation need not to be made when the balance of statutory surplus reserve reaches an amount equal to 50% of the Company's registered capital.

## (2) Appropriation to statutory public welfare fund

Pursuant to the Provision 177 of Company Law and the Company's Article of Association, the board of directors proposed to appropriate 10% of the current year's net profit (10% in 2002) as statutory public welfare fund, which is subject to be approved by next annual general meeting.

## (3) Appropriation to discretionary surplus reserve

The board of directors proposed to appropriate 15% of the current year's net profit (20% in 2002) as discretionary surplus reserve, which is subject to be approved by next annual general meeting.

#### Proposed dividend (4)

Detail please refer to Note 33.

|   | Group         | Grou              |
|---|---------------|-------------------|
|   | Year ended    | Year ende         |
|   | 31 December   | 31 Decemb         |
| Revenue by products                       | 2003          | 200               |
|   | RMB           | RN                |
| Cathode copper                            | 3,509,714,710 | 1,827,731,30      |
| Gold                                      | 946,619,809   | 662,577,23        |
| Other (Silver, Sulphuric acid, etc.)      | 626,162,354   | 584,414,32        |
| Tolling services                          | 338,393,911   | 252,350,03        |
|   | 5,420,890,784 | 3,327,072,89      |
|   | Group         | Grou              |
|   | Year ended    | Year ende         |
|   | 31 December   | 31 Decemb         |
| Geographical Segments                     | 2003          | 200               |
|   | RMB           | RN                |
| PRC                                       | 4,852,103,592 | 3,096,038,73      |
| India                                     | 25,019,365    | 90,944,92         |
| Hong Kong                                 | 162,599,750   | 43,409,58         |
| Taiwan                                    | 291,094,587   | 33,456,37         |
| Australia                                 | _             | 26,934,27         |
| South Korea                               | 69,524,852    | 20,688,16         |
| Others                                    | 20,548,638    | 15,600,84         |
|   | 5,420,890,784 | 3,327,072,89      |
| Total sales of the five largest customers | Percen        | tage in total sal |
| RMB1,732,492,000                          |               | 32.0              |
| COST OF SALES                             |               |                   |
|   | Group         | Grou              |
|   | Year ended    | Year ende         |
|   | 31 December   | 31 Decemb         |
|   | 2003          | 200               |
|   | RMB           | RN                |
| Cost of domestic sales                    | 3,812,471,637 | 2,501,484,92      |
| Cost of export sales                      | 496,176,025   | 176,245,86        |
|   | 4,308,647,662 | 2,677,730,78      |
|   |               |                   |

| <b>37.</b> | SALES TAXES   |  |  |
|------------|---|--|--|
|            |   | Group<br>Year ended<br>31 December<br>2003<br><i>RMB</i> | Group<br>Year ended<br>31 December<br>2002<br><i>RMB</i> |
|            | Resource tax<br>City construction tax and education fee           | 35,369,509<br>421,028                                    | 34,434,877<br>—  |
|            |   | 35,790,537   | 34,434,877   |
| 38.        | OTHER OPERATING (LOSS) PROFIT                                     |  |  |
|            |   | Group<br>Year ended<br>31 December<br>2003<br><i>RMB</i> | Group<br>Year ended<br>31 December<br>2002<br><i>RMB</i> |
|            | Sales of auxiliary materials and spare parts - Revenue - Expenses | 73,194,101<br>(70,154,128)                               | 68,537,219<br>(69,304,222)                               |
|            |   | 3,039,973  | (767,003)  |
|            | Sales of water and electricity<br>- Revenue<br>- Expenses         | 52,257,640<br>(45,486,689)                               | 35,511,285<br>(33,495,109)                               |
|            |   | 6,770,951  | 2,016,176  |
|            | (Loss) gain on settlement of forward contract<br>Others           | (61,513,550)<br>12,356,876                               | 17,482,100<br>7,290,447                                  |
|            |   | (39,345,750)   | 26,021,720   |

| FINANCIAL COSTS   |  |   |
|---|--|---|
|   | Group<br>Year ended<br>31 December<br>2003<br><i>RMB</i> | Gro<br>Year end<br>31 Decem<br>20<br><i>R</i> |
| Interest expenses<br>Less: interest income<br>Exchange (gain) loss<br>Others  | 162,305,114<br>1,860,086<br>(507,653)<br>4,351,014       | 156,821,4<br>5,327,7<br>333,5<br>2,974,5      |
|   | 164,288,389  | 154,801,5                                     |
| INVESTMENT (LOSS) INCOME  |  |   |
| Group   | Year ended<br>31 December<br>2003<br><i>RMB</i>          | Year end<br>31 Decem<br>20<br><i>R</i>        |
| Short-term investment income:<br>- Gain on debt investment<br>- (Loss) gain on share investment                       | <br>(1,657,872)  | 1,906,7<br>929,3                              |
| Long-term investment income - Amortization of long-term equity investment difference                                  | (91,935)   |   |
|   | (1,749,807)  | 2,836,0                                       |
| Company   | Year ended<br>31 December<br>2003<br><i>RMB</i>          | Year end<br>31 Decem<br>20<br><i>R</i>        |
| Short-term investment income: - Gain on debt investment - (Loss) gain on share investment Long-term investment income | <br>(1,657,872)  | 1,906,7<br>929,3                              |
| - Share of investee's profit  | 2,285,120<br>(91,935)                                    | 120,6   |
| recognized under equity method - Amortization of long-term equity investment difference                               | (- 1,,   |   |

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## 41. NON-OPERATING EXPENSES

|  | Year ended<br>31 December<br>2003<br><i>RMB</i> | Year ended<br>31 December<br>2002<br><i>RMB</i>    |
|--|---|--|
| Education expenditures<br>Loss on disposal of fixed assets<br>Provision for impairment on fixed assets<br>Others | 16,336,529<br>—<br>15,033,458<br>1,146,308      | 14,632,472<br>21,934,253<br>3,347,208<br>5,442,654 |
|  | 32,516,295                                      | 45,356,587   |

## **42. INCOME TAX**

|  | Group<br>31 December<br>2003<br><i>RMB</i> | Group<br>31 December<br>2002<br><i>RMB</i> |
|--|--|--|
| Income tax for the year (Note 1) Income tax deductible (Note 2) Income tax of subsidiaries | 81,898,370<br>(52,512,093)<br>(285,424)    | 29,364,460<br>(25,711,543)<br>99,009       |
|  | 29,100,853                                 | 3,751,926                                  |

Note 1: The income tax of RMB 81,898,370 which is calculated based on taxable income.

Note 2: Pursuant to a notice issued jointly by the Ministry of Finance and the State Tax Bureau (Cai Shui Zi [2000] No.49) and written approval from the state tax bureau of Jiangxi Province, the unutilized tax benefit in respect to the purchase of domestic machinery and equipment for the year 2002 is RMB 47,633,700 and tax benefit for 2003 is RMB 54,603,932. By the 31 December 2003, the unutilized tax benefit for the year 2002 and 2003 is RMB 8,689,471 and RMB 41,036,068 respectively. Since the Company's annual income tax inspection has not been completed, the amount of tax benefit will be adjusted according to the income tax inspection report from tax bureau.

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## 43. ACQUISITION OF SUBSIDIARY

In September 2003, the company acquired 40% of Kangxi Copper's share of equity with RMB 40,000,000. Details refer to Note 5.

The financial position of the subsidiary at the effective date of acquisition is as follows:

|   | Group<br>30 September<br>2003<br>RMB                   |
|---|--|
| Current assets Long-term investments Fixed assets Current liabilities   | 55,194,290<br>10,000,000<br>91,863,582<br>(66,251,432) |
| Net assets<br>Minority interests  | 90,806,440<br>(54,483,864)                             |
| The Company's share of net assets (40%) Equity investment difference  | 36,322,576<br>3,677,424                                |
| Total   | 40,000,000   |
| Consideration:<br>Cash  | 40,000,000   |
| Net cash outflow from acquisition of subsidiary:<br>Cash consideration<br>Cash and bank balances of the acquired subsidiary | 40,000,000<br>(15,937,577)                             |
|   | 24,062,423   |

The operating results of the subsidiary for the period from the effective date of acquisition to 31 December 2003 are as follows:

> From the effective date of acquistion to 31 December 2003 *RMB*

| Revenue Profit from operations Profit before tax Income tax Net profit | 68,246,884<br>7,775,027<br>4,932,778<br>(409,675)<br>5,342,453 |
|--|--|
|--|--|

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## 44. CASH PAID RELATING TO OTHER OPERATING ACTIVITIES

|  | Group<br>Year ended<br>31 December<br>2003<br><i>RMB</i> | Group<br>Year ended<br>31 December<br>2002<br><i>RMB</i> |
|--|--|--|
| Amount paid in respect to operating expenses |  |  |
| and general and administrative expenses      | 190,408,200  | 227,797,872  |
| Non-operating expenses paid                  | 17,482,837   | 19,827,861   |
| Amount paid to JCC                           | _  | 47,851,885   |
| Other expenses paid                          | 36,861,645   | 66,492,210   |
|  | 244.752.682  | 361.969.828  |
|  | 244,752,062  | 301,309,626  |

## 45. SIGNIFICANT RELATED PARTY TRANSACTIONS

(1) Related parties who can exercise control over the Company

| Name | Registered address      | Principal operations  | Relationship with the Company | Nature<br>of ownership | Legal<br>representative |
|------|-------------------------|---|-------------------------------|------------------------|-------------------------|
| JCC  | Guixi, Jiangxi Province | Colored metal<br>non-metal mining,<br>smelting, refining and<br>protracting colored metal | Holding Company               | State-owned            | He Changming            |

(2) Status and changes of paid-in capital owned by related parties who can exercise control over the Company

| Name | 2003 and 31 December 2003  RMB |
|------|--------------------------------|
| JCC  | 3,896,060,000                  |

(3) For the related parties where a control relationship exist, the proportion of equity interest held by the related party and changes therein are as follows:

|     | 1 January 2003 and 31 De | 1 January 2003 and 31 December 2003 |  |
|-----|--------------------------|-------------------------------------|--|
| JCC | <i>RMB</i> 1,275,556,200 | 47.9%                               |  |
|     | NIVID 1,275,550,200      | 47.9%                               |  |

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## 45. SIGNIFICANT RELATED PARTY TRANSACTIONS (Continued)

(4) Nature of relationship with related parties where a control relationship does not exist:

| Name  | Relationship with the Company |
|---|-------------------------------|
| Jiangxi Xinxin Company Ltd. ("Jiangxi Xinxin")<br>Hebei Sanxin Gold & Copper Company Ltd. | Promoter shareholder          |
| ("Hubei Sanxin")  | Promoter shareholder          |

- (5) Significant transactions between the Company above related parties in the current year:
  - Significant transaction entered with the Company and (i) JCC and its affiliates, (ii) Jiangxi Xinin and Hubei Sanxin in current year:

| 3  | Year ended<br>1 December<br>2003<br><i>RMB'000</i> | Year ended<br>31 December<br>2002<br><i>RMB'000</i> |
|--|--|---|
| Transactions with JCC and its affiliates:                                    |  |   |
| Tolling fee and sales fee charged by the Group (note (a))                    | 263,692  | 206,783   |
| Sale of copper cathode and sulphuric acid by the Group (note(a))             | 415,304  | 150,384   |
| Re-sales of auxiliary industrial products by the Group (note(a))             | 72,131   | 59,688  |
| Sale of waste, filter residue and black cement copper by the Group (note(a)) | 5,311  | 12,230  |
| Purchase of copper concentrates by the Group (note(a))                       | 110,191  | 87,487  |
| Purchase of scrap copper by the Group (note(a))                              | 497,215  | 55,175  |
| Purchase of auxiliary industrial Products by the Group (note(a))             | 224,411  | 144,772   |
| License fee on railway transportation charged to the Group (note(b))         | 7,200  | 7,174   |
| Railway transportation service provided to the Group (note(a))               | 11,976   | 10,709  |
| Rental for land use rights charged to the Group (note(c))                    | 15,000   | 15,000  |
| Rentals for office premises (note(c))  | 3,626  | 3,325   |
| Rentals for housing for the employees and use of                             |  |   |
| common facilities charged to the Group (note(b))                             | 14,761   | 9,870   |
| Repair and maintenance service provided to the Group (note(a))               | 104,267  | 96,158  |
| Construction service provided to the Group (note(a))                         | 101,787  | 67,788  |
| Vehicle transportation service provided to the Group (note(a))               | 62,365   | 49,848  |
| Proceeds on disposal of property, plant and equipment                        |  |   |
| received by the Group (at carrying amount)                                   | 839  | 2,766   |

For the year ended 31 December 2003 (Prepared in accordance with PRC GAAP and regulations)

## 45. SIGNIFICANT RELATED PARTY TRANSACTIONS (Continued)

- Significant transactions between the Company above related parties in the current year (Continued):
  - Significant transaction entered with the Company and (i) JCC and its affiliates, (ii) Jiangxi Xinin and Hubei Sanxin in current year (Continued):

|   | Year ended<br>1 December<br>2003<br><i>RMB'000</i>  | Year ended<br>31 December<br>2002<br><i>RMB'000</i>                  |
|---|---|--|
| Supply of water and transmission of electricity (note(b))<br>Electricity supply provided to the Group (note b)  | 44,623<br>1,506   | 31,653<br>—  |
| Industrial water supplied (note(b)) Brokerage agency service provided (note(a)) Environmental greenery services provided (note(b)) Office premises provided (note (c)) Processing fee received by the Company re Blister Copper (Note c) Sales of raw copper sulphuric (note a) Sales of copper rod and wire and processing of copper cathode into copper rod and wire (note a) Purchase of gold and silver bearing materials by the Group (note a) Purchase of copper cathode (note a) Agency fee for development and sale of gases paid by the Group (note c) Sale of gases by the Group (note c) Management fee paid (note c) Net book value of property, plant and equipment exchange with JCC (note c) | 19,671<br>3,048<br>7,034<br>56<br>1,036<br>14,050<br>120,278<br>27,985<br>127,751<br>2,434<br>1,557<br>2,290<br>3,010 | 18,545<br>2,198<br>6,208<br>56<br>—<br>—<br>—<br>—<br>—<br>—<br>—    |
| Social welfare and support services provided (note(b))  - Welfare and medical services  - Primary and secondary education service  - Technical education service  - Internal telecommunications services  - Use of representative offices  Transactions with other two promoter shareholders Sales of copper cathode to Jiangxi Xinxin (note(a)) Sale of low oxygen copper rods and wires to Jiangxi Xinxin (note a) Tolling fee received from Hubei Sanxin (note(a))   | 47,478<br>12,411<br>3,926<br>1,352<br>2,808<br>235,353<br>1,801<br>12,605   | 43,339<br>10,418<br>4,801<br>1,221<br>2,649<br>155,104<br>—<br>7,003 |
| Purchase of copper concentrates from Hubei Sanxin (note(a)) Interest income from Hubei Sanxin (note (a))  | 30,864<br>905   | 18,077<br>1,420  |

#### Notes:

- (a) The pricing of the transactions was determined with reference to comparable market prices.
- (b) The pricing of the transactions was determined with reference to actual costs.
- (c) The pricing of the transactions was determined with reference to the terms of lease agreements.

For the year ended 31 December 2003 (Prepared in accordance with PRC GAAP and regulations)

## 45. SIGNIFICANT RELATED PARTY TRANSACTIONS (Continued)

## Significant transactions between the Company above related parties in the current year (Continued):

#### Amount due from or to related parties (B)

| Account  | Name of related parties   | 31 December<br>2003<br><i>RMB</i>  | 31 December<br>2002<br><i>RMB</i>  |
|--|---|--|--|
| Notes receivable<br>Accounts receivable<br>Other receivables<br>Prepayments  | JCC and its affiliates<br>JCC and its affiliates<br>JCC and its affiliates<br>Hubei Sanxin<br>JCC and its affiliates                      | 13,134,458<br>873,627<br>10,000,000<br>14,916,504                          | 177,867<br>6,156,019<br>59,714,625<br>30,000,000<br>13,670,255               |
|  |   | 38,924,589   | 109,718,766  |
| Notes payable Accounts payable Advance from customers Other payables Long-term payables within one year Long-term payables | JCC and its affiliates | 50,000<br>12,546,799<br>8,239,561<br>92,074,677<br>1,870,000<br>41,171,000 | 31,230,000<br>26,109,140<br>140,894<br>66,926,899<br>1,870,000<br>43,041,000 |
|  |   | 155,952,037  | 169,317,933  |

#### (C) Guarantee

Up to 31 December 2003, the Company has bank loan of RMB 154,710,000 guaranteed by JCC (2002: RMB 424,710,000).

#### (D) Others

In accordance with an agreement signed between the Company and JCC, JCC manages a defined contribution pension scheme on behalf of the Company. The Company makes contribution to the scheme through JCC. The total cost charged to the income statement is approximately RMB 53,293,000 (2002: RMB 56,474,000).

For the year ended 31 December 2003 (Prepared in accordance with PRC GAAP and regulations)

## **46. COMMITMENTS**

## (1) Capital commitments

|   | 2003<br><i>RMB</i> | 2002<br><i>RMB</i> |
|---|--------------------|--------------------|
| Capital expenditure contracted for but not provided in the financial statements: - Commitment for acquisition of assets | 216,129            | 574,277            |

## (2) Lease commitments

At the balance sheet date, the Company had outstanding commitments under non-cancelable operating leases with a term of more than one year which fall due as follows:

|   | 2003<br><i>RMB</i>                    | 2002<br><i>RMB</i>                    |
|---|---------------------------------------|---------------------------------------|
| The minimum lease payments under non-cancelable operating leases: Within one year In the second year In the third year Over three years | 15,806<br>15,806<br>15,806<br>336,276 | 15,806<br>15,806<br>15,806<br>352,082 |
| Total   | 383,694                               | 399,500                               |

The amount represents the balance due to JCC and Land & Resources Bureau of Jiangxi Province as the consideration for the rental of land use rights. The amount includes rental of land use right of Wushan Mine repayable in 50 annual installments of RMB 806,136 each starting from year 2002 to year 2052. The other portion is repayable in 30 annual installments of RMB 15,000,000 each starting from year 1997 to year 2027.

#### (3) Other commitments

At the balance sheet date, the Company had commitment for sales of copper cathode, details of which are as follows:

|   | 31 December<br>2003                  | 31 December<br>2002              |
|---|--------------------------------------|----------------------------------|
| Quantities (in tonnes)<br>Average price per tonne (RMB) | 30,240<br>20,394                     | 13,020<br>15,598                 |
| Delivery period   | From February 2004<br>to August 2004 | From January 2003<br>to May 2003 |

# **Supplement Information**

For the year ended 31 December 2003 (Prepared in accordance with PRC GAAP and regulations)

## Difference between International Financial Reporting Standards ("IFRS") and PRC GAAP

These financial statements are prepared according to PRC GAAP, which are different from these prepared according

At balance sheet date, net profit and net assets were RMB 505,243,000 and RMB 5,251,626,000 respectively according to PRC GAAP. These figures can be reconciled to that under IFRS as follows:

|  | Net profit<br>For the year ended<br>31 December<br>2003<br><i>RMB'000</i> | Net assets at<br>31 December<br>2003<br>RMB'000 |
|--|---|---|
| Per PRC GAAP Adjustment according to IFRS: - Specific accounts payable transferred to capital reserves which cannot be a compared to capital reserves. | 505,243   | 5,251,626                                       |
| booked under IFRS  | <u> </u>  | (84,000)  |
| Per IFRS   | 505,243   | 5,167,626                                       |

## Weighted average and fully diluted return on net assets and earning per share

|  | 2003                                  |                                 |      |      |  |  |
|--|---------------------------------------|---------------------------------|------|------|--|--|
| Reporting profit                         | Return on net as<br>Fully diluted Wei | share (RMB)<br>Weighted average |      |      |  |  |
|  |                                       |                                 |      |      |  |  |
| Profit from principal operations         | 20.50                                 | 21.66                           | 0.40 | 0.40 |  |  |
| Operating profits                        | 10.88                                 | 11.49                           | 0.21 | 0.21 |  |  |
| Net profit                               | 9.62                                  | 10.17                           | 0.19 | 0.19 |  |  |
| Net profit excluding non-recurring items | 9.97                                  | 10.54                           | 0.20 | 0.20 |  |  |

# **Supplement Information**

For the year ended 31 December 2003 (Prepared in accordance with PRC GAAP and regulations)

#### **Impairment loss on assets at 31 December 2003** 3.

| Ite | ms  | At 1 Januar | y 2003      | Additio    | ns         | Write-ba   | ick        | At 31 Decem | ber 2003    |
|-----|---|-------------|-------------|------------|------------|------------|------------|-------------|-------------|
|     |   | Group       | Company     | Group      | Company    | Group      | Company    | Group       | Company     |
| 1   | Bad debt provision                        | 103,540,635 | 103,540,635 | 5,990,131  | 1,941,506  | 100,554    | 635,978    | 109,430,212 | 104,846,163 |
| 1.  | Including: Accounts receivable            | 76,496,530  | 76,496,530  | 5,990,131  | 1,941,506  | 100,554    | 033,370    | 82,486,661  | 78,438,036  |
|     | Other receivables                         | 27,044,105  | 27,044,105  | 3,330,131  | 1,341,300  | 100,554    | 635,978    | 26,943,551  | 26,408,127  |
| -   | Other receivables                         | 27,044,103  | 27,044,103  |            |            | 100,334    | 033,376    | 20,343,331  | 20,400,127  |
| 2.  | Impairment loss on short-term investments |             |             |            |            |            |            |             |             |
|     | Including: Stock investment               | 213,285     | 213,285     | 207,785    | 207,785    | 213,285    | 213,285    | 207,785     | 207,785     |
|     |   | 213,285     | 213,285     | 207,785    | 207,785    | 213,285    | 213,285    | 207,785     | 207,785     |
| 3.  | Impairment on loss inventory              | 3,895,471   | 3,895,471   |            |            | 2,276,804  | 2,276,804  | 1,618,667   | 1,618,667   |
| ٥.  | Including: Finished goods                 |             |             | _          | _          |            |            | 1,010,007   | 1,010,007   |
|     | 3   | 2,276,804   | 2,276,804   | _          | _          | 2,276,804  | 2,276,804  | 1 610 667   | 1 (10 (67   |
| -   | Raw material                              | 1,618,667   | 1,618,667   |            |            |            |            | 1,618,667   | 1,618,667   |
| 4.  | Impairment on loss fixed assets           | 11,707,124  | 11,707,124  | 15,033,458 | 15,033,458 | 11,707,124 | 11,707,124 | 15,033,458  | 15,033,458  |
|     | Including: Buildings                      | 601,311     | 601,311     | 217,413    | 217,413    | 601,311    | 601,311    | 217,413     | 217,413     |
|     | Equipment and machinery                   | 10,134,677  | 10,134,677  | 8,729,621  | 8,729,621  | 10,134,677 | 10,134,677 | 8,729,621   | 8,729,621   |
|     | Vehicles                                  | 971,136     | 971,136     | 6,086,434  | 6,086,434  | 971,136    | 971,136    | 6,086,424   | 6,086,424   |
| _   |   |             |             |            |            |            |            |             |             |

The explanations to the items in financial statements whose fluctuation range is over 30% (including 30%) and cover the total assets of balance sheet date over 5% (including 5%) or cover the total profit in this year over 10% (including 10%) areas follows:

#### Items in balance sheet:

## (1) Inventory

The closing balance increased 53% compared with the opening balance which was mainly due to the increase of finished goods and working in progress at year end because of updated productivity.

### Fixed assets under construction

The closing balance decreased by 51% compared with the opening balance, which was mainly due to the completion of the project of Guixi Smelter Phase III.

#### (3) Short-term loans

The closing balance increased 66% compared the opening balance which was mainly due to the expansion of production scope.

# **Supplement Information**

For the year ended 31 December 2003 (Prepared in accordance with PRC GAAP and regulations)

- 4. The explanations to the items in financial statements whose fluctuation range is over 30% (including 30%) and cover the total assets of balance sheet date over 5% (including 5%) or cover the total profit in this year over 10% (including 10%) areas follows (Continued):
  - (4) Surplus reserve

The closing balance increased 47% compared with the opening balance, which was mainly due to the increase of net profit this year.

## Items in statement of income and profits appropriation:

Sales and cost of sales (1)

> The amount of current year increased a lot compared with that of prior year, which was mainly due to the great increase of sales volume and unit price of copper in the market.

(2) Operating expenses

The amount of current year increased a lot compared with that of prior year, which was mainly due to the rise sales this year.

# **Auditors' Report**

(Prepared in Accordance with IFRS)

# 德勤·關黃陳方會計師行

Certified Public Accountants 26/F, Wing On Centre 111 Connaught Road Central Hong Kong

香港中環干諾道中111號 永安中心26樓

# **Deloitte Touche Tohmatsu**

## To the shareholders of Jiangxi Copper Company Limited

(A Sino-foreign joint venture joint stock limited company established in the People's Republic of China)

We have audited the financial statements on pages 99 to 134 which have been prepared in accordance with International Financial Reporting Standards.

## Respective responsibilities of directors and auditors

The Company's directors are responsible for the preparation of financial statements which give a true and fair view. In preparing financial statements which give a true and fair view it is fundamental that appropriate accounting policies are selected and applied consistently.

It is our responsibility to form an independent opinion, based on our audit, on those financial statements and to report our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

## **Basis of opinion**

We conducted our audit in accordance with Statements of Auditing Standards issued by the Hong Kong Society of Accountants. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgments made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the circumstances of the Company and the Group, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance as to whether the financial statements are free from material misstatement. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements. We believe that our audit provides a reasonable basis for our opinion.

## **Opinion**

In our opinion the financial statements give a true and fair view of the state of affairs of the Group as at 31 December 2003 and of the profit and cash flows of the Group for the year then ended and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

#### **Deloitte Touche Tohmatsu**

Certified Public Accountants

Hong Kong, 11 March 2004

# **Consolidated Income Statement**

For the year ended 31 December 2003 (Prepared in accordance with IFRS)

|   | NOTES  | 2003<br>RMB′000   | 2002<br>RMB'000  |
|---|--------|---|--|
| Turnover<br>Cost of sales and services  | 3<br>4 | 5,420,891<br>(4,342,161)                                  | 3,327,073<br>(2,710,844)                               |
| Gross profit Other operating income Distribution costs Administrative expenses Other operating expenses | 5      | 1,078,730<br>33,799<br>(61,977)<br>(246,002)<br>(104,489) | 616,229<br>41,111<br>(40,488)<br>(236,856)<br>(49,843) |
| Profit from operations<br>Finance costs   | 7<br>8 | 700,061<br>(162,413)                                      | 330,153<br>(156,816)                                   |
| Profit before tax<br>Taxation   | 10     | 537,648<br>(29,101)                                       | 173,337<br>(3,752)                                     |
| Profit after tax<br>Minority interests  |        | 508,547<br>(3,304)  | 169,585<br>(81)  |
| Net profit for the year   |        | 505,243   | 169,504  |
| Appropriations:<br>Transfer to reserves   | 11     | (176,857)   | (67,819)   |
| Profit for the year, retained   |        | 328,386   | 101,685  |
| Dividends   | 12     | 319,685   | 79,921   |
| Basic earnings per share  | 13     | RMB0.190  | RMB0.064   |

# **Consolidated Balance Sheet**

At 31 December 2003 (Prepared in accordance with IFRS)

|  | NOTES    | 2003<br><i>RMB'000</i> | 2002<br>RMB′000 |
|--|----------|------------------------|-----------------|
| Non-current assets                           |          |                        |                 |
| Property, plant and equipment                | 14       | 6,756,431              | 6,570,074       |
| Goodwill<br>Other assets                     | 15<br>16 | 3,586<br>102,134       | —<br>106,131    |
| Other investments                            | 18       | 15,610                 | 5,610           |
|  |          | 6,877,761              | 6,681,815       |
| Current assets                               |          |                        |                 |
| Inventories                                  | 19       | 2,307,655              | 1,510,878       |
| Trade and other receivables                  | 20       | 598,868                | 373,076         |
| Taxation recoverable  Marketable securities  | 21       |                        | 797<br>699      |
| Bank balances and cash                       | Ζ1       | 306,138                | 257,499         |
|  |          | 3,219,893              | 2,142,949       |
| Current liabilities                          |          |                        |                 |
| Trade and other payables                     | 23       | 872,581                | 647,551         |
| Taxation payable                             |          | 7,692                  | 43              |
| Government subsidy received                  | 24       | 4 240 054              | 84,000          |
| Bank borrowings - amount due within one year | 26       | 1,340,051              | 984,011         |
|  |          | 2,220,324              | 1,715,605       |
| Net current assets                           |          | 999,569                | 427,344         |
|  |          | 7,877,330              | 7,109,159       |
| Capital and reserves                         |          |                        |                 |
| Share capital                                | 27       | 2,664,038              | 2,664,038       |
| Reserves                                     |          | 2,503,588              | 2,078,266       |
|  |          | 5,167,626              | 4,742,304       |
| Minority interests                           |          | 148,423                | 60,704          |
| Non-current liabilities                      |          |                        |                 |
| Bank borrowings - amount due after one year  | 26       | 2,520,110              | 2,263,110       |
| Other payable - amount due after one year    | 29       | 41,171                 | 43,041          |
|  |          | 2,561,281              | 2,306,151       |
|  |          | 7,877,330              | 7,109,159       |

The financial statements on pages 99 to 134 were approved and authorised for issue by the Board of Directors on 11 March 2004 and are signed on its behalf by:

> **He Changming** DIRECTOR

**Du Xinmin** DIRECTOR

# **Consolidated Statement of Changes in Equity**

For the year ended 31 December 2003 (Prepared in accordance with IFRS)

|   | Share<br>capital<br>RMB'000   | Share<br>premium<br>RMB'000   | Capital<br>reserve<br>RMB'000 | Other<br>reserve<br>RMB'000  | Statutory<br>surplus<br>reserve<br>RMB'000 | Statutory<br>public<br>welfare fund<br>RMB'000 |                                       | Accumulated<br>profits<br>RMB'000           | <b>Total</b><br><i>RMB'000</i>         |
|---|-------------------------------|-------------------------------|-------------------------------|------------------------------|--|--|---------------------------------------|---|--|
| At 1 January 2002<br>Net profit for the year<br>Dividends paid - 2001 final<br>Appropriations to reserves<br>Reclassification | 2,664,038<br>—<br>—<br>—<br>— | 1,281,696<br>—<br>—<br>—<br>— | 70,546<br>—<br>—<br>—<br>—    | (92,506)<br>—<br>—<br>—<br>— | 82,248<br>—<br>—<br>16,962<br>—            | 62,328<br>—<br>—<br>16,956<br>(11,980)         | 158,415<br>—<br>—<br>33,901<br>11,980 | 479,237<br>169,504<br>(133,202)<br>(67,819) | 4,706,002<br>169,504<br>(133,202)<br>— |
| At 1 January 2003<br>Net profit for the year<br>Dividends paid - 2002 final<br>Appropriations to reserves                     | 2,664,038<br>—<br>—<br>—      | 1,281,696<br>—<br>—<br>—      | 70,546<br>—<br>—<br>—         | (92,506)<br>—<br>—<br>—      | 99,210<br>—<br>—<br>50,539                 | 67,304<br>—<br>—<br>50,532                     | 204,296<br>—<br>—<br>75,786           | 447,720<br>505,243<br>(79,921)<br>(176,857) | 4,742,304<br>505,243<br>(79,921)<br>—  |
| At 31 December 2003   | 2,664,038                     | 1,281,696                     | 70,546                        | (92,506)                     | 149,749                                    | 117,836  | 280,082                               | 696,185                                     | 5,167,626                              |

# **Consolidated Cash Flow Statement**

For the year ended 31 December 2003 (Prepared in accordance with IFRS)

|   | NOTES | 2003<br>RMB'000   | 2002<br><i>RMB'000</i>  |
|---|-------|---|---|
|   |       | KIVID UUU   | KIVIB UUU   |
| Operating activities Profit before tax  |       | 537,648   | 173,337   |
| Adjustments for: Interest income Interest expense Depreciation of property, plant and equipment   |       | (3,682)<br>162,413<br>414,856   | (5,335)<br>156,816<br>404,243   |
| Allowance for bad and doubtful debts Amortisation of goodwill Amortisation of other assets  |       | 1,036<br>92<br>3,997  | 19,335<br>—<br>3,996  |
| Loss on disposal of property, plant and equipment<br>Loss (gain) on disposal of marketable securities<br>Unrealised (gain) loss on marketable securities  |       | 14,809<br>1,663<br>(6)  | 25,411<br>(2,870)<br>213  |
| Operating cash flows before movements in working ca<br>(Increase) decrease in inventories<br>Increase in trade and other receivables<br>Increase (decrease) in trade and other payables   | pital | 1,132,826<br>(778,499)<br>(205,849)<br>198,779                                      | 775,146<br>77,433<br>(15,037)<br>(71,859)   |
| Cash generated by operations<br>Income tax (paid) refunded  |       | 347,257<br>(20,655)   | 765,683<br>153  |
| Net cash from operating activities  |       | 326,602   | 765,836   |
| Investing activities Interest received Proceeds on disposal of property, plant and equipment Decrease in pledged bank deposits  |       | 3,682<br>2,865<br>—   | 5,335<br>10,533<br>2,268  |
| Purchase of property, plant and equipment Purchase of marketable securities Proceeds on disposal of marketable securities Acquisition of a subsidiary   | 30    | (581,434)<br>(65,948)<br>57,758<br>(24,064)   | (1,021,170)<br>(25,939)<br>29,132   |
| Acquisition of a subsidiary Acquisition of Wushan Copper Mine   | 31    | (24,004)  | (191,067)   |
| Net cash used in investing activities   |       | (607,141)   | (1,190,908)   |
| Financing activities Interest paid Dividend paid by the Company Dividend paid by a subsidiary to minority shareholder Interest on proceeds from issue of A Shares received Capital contribution by minority shareholder of a subsidiary New borrowings raised Repayment of bank borrowings Repayment of other payable | diary | (192,003)<br>(79,921)<br>(68)<br>—<br>30,000<br>2,654,788<br>(2,081,748)<br>(1,870) | (182,817)<br>(133,202)<br>(71)<br>10,938<br>60,000<br>1,900,956<br>(1,652,423)<br>(1,870) |
| Net cash from financing activities  |       | 329,178   | 1,511   |
| Net increase (decrease) in cash and cash equivalents<br>Cash and cash equivalents at beginning of the year  |       | 48,639<br>257,499   | (423,561)<br>681,060  |
| Cash and cash equivalents at end of the year  — Bank balances and cash  |       | 306,138   | 257,499   |

For the year ended 31 December 2003 (Prepared in accordance with IFRS)

#### 1. **GENERAL**

The Company is a Sino-foreign joint venture joint stock limited company established in the People's Republic of China (the "PRC") on 24 January 1997. Its ultimate holding company is Jiangxi Copper Corporation (formerly Jiangxi Copper Company) ("JCC").

The Company's H Shares were listed on The Stock Exchange of Hong Kong Limited and London Stock Exchange Limited. The Company's A Shares were listed on the Shanghai Stock Exchange.

The Company is an integrated producer of copper in the PRC. Its operations consist of copper mining, milling, smelting and refining to produce copper cathode and other related products, including pyrite concentrates, sulphuric acid and electrolytic gold and silver. It also provides smelting and refining services pursuant to tolling arrangements for customers. The Company's subsidiaries are engaged in refining copper concentrate to blister copper, manufacturing and processing of copper rods and wires, and trading of sulphuric acid.

#### 2. SIGNIFICANT ACCOUNTING POLICIES

The financial statements have been prepared under the historical cost convention and in accordance with International Financial Reporting Standards ("IFRS").

The principal accounting policies adopted are as follows:

#### Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries made up to 31 December each year.

On acquisition, the assets and liabilities of the relevant subsidiaries are measured at their fair values at the date of acquisition. Any excess (deficiency) of the cost of acquisition over (below) the fair values of the identifiable net assets acquired is recognised as goodwill (negative goodwill). The interest of minority shareholders is stated at the minority's proportion of the fair values of the assets and liabilities recognised.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated income statement from the effective date of acquisition or up to the effective date of disposal, as appropriate.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used in line with those used by the Group.

All significant intercompany transactions and balances between group enterprises are eliminated on consolidation.

#### Investments in subsidiaries

A subsidiary is an enterprise controlled by the Company. Control is achieved where the Company has the power to govern the financial and operating policies of an investee enterprise so as to obtain benefits from its activities.

Investments in subsidiaries are included in the Company's balance sheet at cost less any recognised impairment loss. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable.

For the year ended 31 December 2003 (Prepared in accordance with IFRS)

#### **SIGNIFICANT ACCOUNTING POLICIES** (Continued) 2.

## Goodwill and negative goodwill

Goodwill arising on consolidation represents the excess of the cost of acquisition over the Group's interest in the fair value of the identifiable assets and liabilities of a subsidiary at the date of acquisition. Goodwill is recognised as an asset and amortised on a straight-line basis over its estimated useful life.

Goodwill arising on the acquisition of subsidiaries is presented separately in the balance sheet.

Negative goodwill represents the excess of the Group's interest in the fair value of the identifiable assets and liabilities of a subsidiary acquired over the cost of acquisition. Negative goodwill is released to income based on the analysis of the circumstances from which the balance resulted. To the extent that the negative goodwill is attributable to losses or expenses anticipated at the date of acquisition, it is released to income in the period in which those losses or expenses arise. The remaining negative goodwill is recognised as income on a straight-line basis over the remaining average useful life of the identifiable acquired depreciable assets. To the extent that such negative goodwill exceeds the aggregate fair value of the acquired identifiable non-monetary assets, it is recognised as income immediately.

Negative goodwill arising on the acquisition of subsidiaries is presented separately in the balance sheet as a deduction from assets.

On disposal of a subsidiary, the attributable amount of unamortised goodwill or negative goodwill is included in the determination of the gain or loss on disposal.

## Revenue recognition

Sales of goods are recognised when goods are delivered and title has been passed.

Service income is recognised when services are provided.

Interest income is accrued on a time basis by reference to the principal outstanding and at the interest rate applicable.

Dividend income from investments is recognised when the shareholders' rights to receive payment have been established.

For the year ended 31 December 2003 (Prepared in accordance with IFRS)

#### SIGNIFICANT ACCOUNTING POLICIES (Continued) 2.

## Property, plant and equipment

Construction in progress represents assets in the course of construction for production, rental or administrative purposes, or for purposes not yet determined. They are carried at cost, less any recognised impairment loss where the recoverable amount of the asset is estimated to be lower than its carrying value. Cost includes all construction expenditure and other direct costs, including borrowing costs, attributable to such projects. Costs on completed construction works are transferred to other appropriate category of property, plant and equipment.

No depreciation is provided in respect of construction in progress until it is completed and is ready for its intended use.

Property, plant and equipment other than construction in progress are stated at cost less accumulated depreciation and any recognised impairment loss.

Depreciation is charged to write off the cost of property, plant and equipment other than construction in progress over their estimated useful lives, after taking into account their estimated residual value, using the straight-line method, on the following basis:

Leasehold land Over the term of the lease

**Buildings** 12 to 40 years Plant, machinery and equipment 10 to 25 years Motor vehicles 10 to 12 years

Used assets acquired as part of the reorganisation prior to the listing of the Company's H Shares in 1997 (the "Reorganisation") are depreciated over their estimated remaining useful lives as determined by the directors by reference to estimations made by an independent valuer. The estimated remaining useful lives of the used assets are limited up to the original useful lives of relevant assets.

The gain or loss arising from the disposal or retirement of an asset is determined as the difference between the sale proceeds and the carrying amount of the asset and is recognised in the income statement.

#### Trademark

Trademark is stated at cost less accumulated amortisation and any recognised impairment loss. The cost incurred in the acquisition of trademark is capitalised and amortised on a straight-line basis over the term of the related mining rights of 30 years.

### Mining rights

Mining rights are stated at cost less accumulated amortisation and any recognised impairment loss. The cost of mining rights is amortised on a straight-line basis over their estimated useful lives of 13 to 50 years.

For the year ended 31 December 2003 (Prepared in accordance with IFRS)

#### **SIGNIFICANT ACCOUNTING POLICIES** (Continued) 2.

#### **Inventories**

Inventories of concentrates, work in progress and metal are physically measured or estimated and valued at the lower of cost and net realisable value. Cost, which comprises all costs of purchase and, where applicable, costs of conversion and other costs that have been incurred in bringing the inventories to their present location and condition, is calculated using the weighted average method. 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.

To the extent to which more than one finished product is obtained from the mineral resource ("joint products"), all joint production costs are apportioned between the resulting finished products by reference to their estimated net realisable values at the point where those joint products become physically separated.

All secondary products obtained during the course of production ("by-products") are stated at the lower of the processing costs of the by-products subsequent to the split-off point and net realisable value.

Inventories of auxiliary materials, consumable supplies and spare parts expected to be used in production are stated at weighted average cost less allowance for obsolescence.

## **Impairment**

At each balance sheet date, the Group reviews the carrying amount of its tangible and intangible assets to determine whether there is any

indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cashgenerating unit to which the asset belongs.

Recoverable amount is the greater of net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. Impairment losses are recognised as expense immediately.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cashgenerating unit) in prior years. A reversal of an impairment loss is recognised as income immediately.

For the year ended 31 December 2003 (Prepared in accordance with IFRS)

#### **SIGNIFICANT ACCOUNTING POLICIES** (Continued) 2.

#### Financial instruments

Financial assets and financial liabilities are recognised on the Group's balance sheet when the Group has become a party to the contractual provisions of the instrument.

#### Trade receivables

Trade receivables are stated at their nominal value as reduced by appropriate allowances for estimated irrecoverable amounts

#### Investments in securities

Marketable securities are recognised on a trade-date basis and are initially measured at cost, including transaction costs. They are held for trading purpose and are measured at market value at the subsequent balance sheet date. Increases or decreases in the carrying amount of marketable securities are recognised as income or expense of the

Other investments represent unquoted investments, the fair value of which cannot be reliably determined, and are stated at cost and subject to a test for impairment loss.

#### Bank borrowings

Interest-bearing bank loans and overdrafts are recorded at the proceeds received, net of direct issue costs. Finance charges, including premiums payable on settlement or redemption, are accounted for on an accrual basis and are added to the carrying amount of the instrument to the extent that they are not settled in the period in which they

#### Trade payables

Trade payables are stated at their nominal value.

#### **Equity instruments**

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

#### Forward contracts

Gains and losses arising from forward sales contracts which hedge sales revenue from future production, are deferred and included in sales revenue when the hedged production is delivered. Gains or losses arising from forward sales contracts settled before the maturity date are credited or charged to other operating income or other operating expense of the income statement respectively.

Gains and losses arising from forward buy contracts which hedge imported materials purchase cost for the Group's production are deferred and included as part of purchase cost when the hedged purchase is delivered. Gains or losses arising from forward buy contracts settled before the maturity date are credited or charged to other operating income or other operating expense of the income statement respectively.

#### **Provisions**

Provisions are recognised when the Group has a present obligation as a result of a past event which it is probable will result in an outflow of economic benefits that can be reasonably estimated.

For the year ended 31 December 2003 (Prepared in accordance with IFRS)

#### **SIGNIFICANT ACCOUNTING POLICIES** (Continued) 2.

## Government subsidy

Government subsidy related to assets is deducted from the carrying amount of the relevant asset and recognised as income over the life of a depreciable asset by way of a reduced depreciation charge.

Government subsidy related to income is recognised as income over the periods necessary to match them with the related costs which they are intended to compensate.

#### **Taxation**

Income tax expense represents the sum of the tax currently payable and deferred tax.

The charge for current tax is based on the results for the year as adjusted for items which are non-assessable or disallowed. It is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is accounted for using the balance sheet liability method in respect of temporary differences arising from differences between the carrying amount of assets and liabilities in the financial statements and the corresponding tax basis used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill (or negative goodwill) or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction which affects neither the tax profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at each balance sheet and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled. Deferred tax is charged or credited to the income statement, except when it relates to items credited or charged directly to equity, in which case the deferred tax is also dealt with in equity.

### Research and development expenditure

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from development expenditure is recognised only if all of the following conditions are met:

- an asset is created that can be identified;
- it is probable that the asset created will generate future economic benefits; and
- the development cost of the asset can be measured reliably.

Where no internally-generated intangible asset can be recognised, development expenditure is recognised as an expense in the period in which it is incurred. Internally-generated intangible assets are amortised on a straight-line basis over their useful lives.

For the year ended 31 December 2003 (Prepared in accordance with IFRS)

#### 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Restoration, rehabilitation and environmental expenditure

Where conditions of title, or other rights to use properties including rights to mine require that restoration, rehabilitation or environmental protection activities be carried out during the course of the use of the properties, costs of such activities are recognised as expenses at the time the costs are incurred. Where, due to current or previous activities, an obligation exists to carry out restoration, rehabilitation or environmental protection works in the future, an estimate of the cost of such rehabilitation is recognised as a provision.

## Exploration and development expenditure

Expenditure during the initial exploration stage is written off as incurred. When it can be reasonably ascertained that a mining property is capable of commercial production, development expenditure incurred is capitalised and written off over the life of the mining property. If any project is abandoned during the development stage, the total expenditure thereon will be written off.

#### Retirement benefits schemes

The Group participates in retirement plans administered by the provincial government pursuant to which the Group pays a fixed percentage of the salaries and wages of its qualifying staff and employees as a contribution to the plan mainly through JCC. The contribution payable in respect of the year to the retirement plans is charged to the income statement.

### Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, that is assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of 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 expensed in the period in which they are incurred.

### Operating leases

Rentals payable under operating leases are charged to the income statement on a straight-line basis over the term of the relevant lease.

#### Foreign currency translation

The Group maintains its books and records in Renminbi.

Foreign currency transactions are translated into Renminbi at the applicable rates of exchange quoted by The People's Bank of China ruling at the dates of transactions. Monetary assets and liabilities denominated in foreign currencies are re-translated into Renminbi at the applicable rates of exchange quoted by The People's Bank of China ruling on the balance sheet date. Gains and losses arising on exchange are dealt with in the income statement.

For the year ended 31 December 2003 (Prepared in accordance with IFRS)

#### TURNOVER AND SEGMENT INFORMATION 3.

Turnover represents net amount received and receivable for goods sold and services rendered during the year. An analysis of the Group's turnover, by business segments, is as follows:

|   | 2003<br>RMB'000      | 2002<br><i>RMB'000</i> |
|---|----------------------|------------------------|
| Business segments Sales of goods Tolling services | 5,082,497<br>338,394 | 3,074,723<br>252,350   |
|   | 5,420,891            | 3,327,073              |

The Group's turnover and net profit for the year are almost entirely derived from the production and sale of copper cathode and other related products. The directors consider that these activities constitute one business segment since the products are related and are subject to common risks and returns.

Over 90% of the Group's turnover are derived from the PRC. All of the production facilities of the Group are located

#### COST OF SALES AND SERVICES 4.

The cost of sales and services includes amount of approximately RMB2,277,000 (2002: RMB7,426,000) relating to a reversal of allowance made to write down sulphur concentrate inventories to estimated net realisable value.

#### **5.** OTHER OPERATING INCOME

An analysis of the Group's other operating income is as follows:

|   | 2003<br>RMB'000 | 2002<br><i>RMB'000</i> |
|---|-----------------|------------------------|
| Net income on sales of auxiliary and other materials                | 19,849          | 4,025                  |
| Interest income from banks  | 1,977           | 3,099                  |
| Other interest income   | 1,705           | 2,236                  |
| Gain on settlement of forward contracts before their maturity dates | _               | 17,482                 |
| Others  | 10,268          | 14,269                 |
|   | 33,799          | 41,111                 |

For the year ended 31 December 2003 (Prepared in accordance with IFRS)

2003

2002

#### **OTHER OPERATING EXPENSES 6.**

An analysis of the Group's other operating expenses is as follows:

|   | 2003<br>RMB'000                      | 2002<br><i>RMB'000</i>         |
|---|--------------------------------------|--------------------------------|
| Loss on settlement of forward contracts before their maturity dates<br>General education<br>Loss on disposal of property, plant and equipment<br>Others | 61,514<br>16,337<br>14,809<br>11,829 | —<br>14,632<br>25,411<br>9,800 |
|   | 104,489                              | 49,843                         |

#### 7. PROFIT FROM OPERATIONS

|  | 2003<br>RMB'000 | 2002<br>RMB'000 |
|--|-----------------|-----------------|
| Profit from operations has been arrived at after charging:               |                 |                 |
| Allowance for bad and doubtful debts                                     | 1,036           | 19,335          |
| Amortisation of goodwill (note a)  | 92              | _               |
| Amortisation of mining rights and trademark (note a)                     | 3,997           | 3,996           |
| Auditors' remuneration   | 2,918           | 2,300           |
| Depreciation of property, plant and equipment (note b)                   | 414,856         | 404,243         |
| Licence fee on railway transportation                                    | 7,200           | 7,174           |
| Minimum lease payments under operating leases in respect of:             |                 |                 |
| — land use rights  | 15,806          | 15,806          |
| — machinery and vehicles   | 3,120           | 3,487           |
| — office premises  | 3,608           | 3,928           |
| — staff guarters and use of common facilities (note c)                   | 22,320          | 20,654          |
| Research and development expenses  | 5,237           | 5,238           |
| Restoration, rehabilitation and environmental expenses                   | 47,319          | 34,671          |
| Staff costs, including directors' and supervisors' remuneration (note d) | 378,535         | 341,859         |

#### Notes:

- (a) The amount was included in administrative expenses.
- Depreciation of approximately RMB409,435,000 (2002: RMB401,106,000) and approximately RMB5,421,000 (2002: (b) RMB3,137,000) were included in cost of sales and services and administrative expense respectively.
- (c) The amount was also included in staff costs disclosed above.
- (d) There were approximately 13,400 employees as at 31 December 2003 (2002: 13,200 employees).

For the year ended 31 December 2003 (Prepared in accordance with IFRS)

#### 8. FINANCE COSTS

|   | 2003<br><i>RMB'000</i> | 2002<br>RMB'000     |
|---|------------------------|---------------------|
| Interest on borrowings wholly repayable within five years Interest on borrowings not wholly repayable within five years | 176,048<br>15,955      | 153,568<br>29,249   |
| Total borrowing costs<br>Less: Amount included in the cost of qualifying assets   | 192,003<br>(29,590)    | 182,817<br>(26,001) |
|   | 162,413                | 156,816             |

The capitalisation rate for general borrowings during the year was 5.7% (2002: 5.5%).

#### **DIRECTORS' AND SUPERVISORS' REMUNERATION** 9.

|   | 2003<br><i>RMB'000</i> | 2002<br>RMB'000 |
|---|------------------------|-----------------|
| Directors                                 |                        |                 |
| Fees:                                     |                        |                 |
| Executive                                 | _                      | _               |
| Independent non-executive                 | 80                     | 80              |
| macpendent non executive                  |                        |                 |
|   | 80                     | 80              |
| Other emoluments (executive directors):   |                        |                 |
| Salaries and other benefits               | 1,581                  | 1,054           |
| Performance related bonus                 | 38                     | 220             |
| Retirement benefits scheme contributions  | 443                    | 243             |
| retirement benefits serieme contributions | 113                    | 2-13            |
|   | 2,062                  | 1,517           |
|   | _,                     | .,              |
|   | 2,142                  | 1,597           |
| Supervisors                               |                        |                 |
| Fees                                      | _                      |                 |
| Other emoluments:                         |                        |                 |
| Salaries and other benefits               | 759                    | 487             |
| Performance related bonus                 | 70                     | <del></del>     |
| Retirement benefits scheme contributions  | 212                    | 122             |
| Neuronicite Scheme Contributions          | 212                    | 122             |
|   | 1,041                  | 609             |
|   |                        |                 |
|   | 1,041                  | 609             |

The five highest paid individuals of the Group were all executive directors. Emoluments of each of the directors and supervisors are less than RMB1,000,000 for the years ended 31 December 2003 and 2002.

For the year ended 31 December 2003 (Prepared in accordance with IFRS)

### 10. TAXATION

|                     | 2003<br>RMB'000 | 2002<br>RMB'000 |
|---------------------|-----------------|-----------------|
| Domestic income tax | 29,101          | 3,752           |

Pursuant to the Provisional Regulation of the PRC on enterprise income tax promulgated by the State Council on 26 November 1993, with effect from 1 January 1994, all PRC domestic enterprises are subject to a unified income tax rate of 33% on their taxable profits.

Pursuant to a notice dated 16 April 2001 issued by the Jiangxi Provincial Tax Bureau, the Company, being located in the mid-western part of the PRC, is subject to a reduced income tax rate of 15% for a period of three years from year 2002 to year 2004.

Pursuant to a notice dated 14 January 2000 issued jointly by the Ministry of Finance and the State Tax Bureau, which was also subsequently confirmed by the Company with the Jiangxi Provincial Tax Bureau, the Company, being a Sinoforeign joint venture joint stock limited company, is entitled to a tax benefit ("Tax Benefit"), which is calculated as 40% of the current year's additions of PRC produced plant and equipment for production use. The Tax Benefit is, however, limited to the amount of increase in enterprise income tax for the current year in which the plant and equipment are acquired as compared with the tax amount of the preceding year. The portion of the Tax Benefit that is not utilised can be carried forward for future application for a period of not more than five years from the year in which the plant and equipment are acquired. The Tax Benefit not utilised as at 31 December 2003 amounted to approximately RMB49.7 million (2002: nil).

The taxation charge can be reconciled to the profit before tax per the consolidated income statement as follows:

|  | 2003<br><i>RMB'000</i> | 2002<br><i>RMB'000</i> |
|--|------------------------|------------------------|
| Profit before tax  | 537,648                | 173,337                |
| Tax at the domestic rates of 33% for the Group   | 176,551                | 57,241                 |
| Reduction of income tax in respect of reduced income tax rate of 15% for the Company   | (96,656)               | (31,168)               |
| Tax effect of income that is not taxable in determining current yeartaxable profit   | (455)                  | (18)                   |
| Tax effect of expenses that are not deductible in determining current year taxable profit  Tax effect of the allowance for doubtful debts that are | 1,820                  | 1,101                  |
| not deductible in determining current year taxable profit  Tax effect of the reversal of allowance to write down inventories to                    | 196                    | 2,900                  |
| net realisable values that are not recognised as deferred tax asset  Tax effect of the write-down of property, plant and equipment                 | (342)                  | (1,114)                |
| that are not recognised as deferred tax asset<br>Reduction of income tax in respect of the Tax Benefit   | 499<br>(52,512)        | 522<br>(25,712)        |
| Taxation   | 29,101                 | 3,752                  |

At 31 December 2003, the deductibility of the allowance for doubtful debts for taxation purpose has not been agreed with the local tax bureau. In the opinion of the directors, it is not reasonably certain that the whole or part of the amount of accumulated allowance for doubtful debts of approximately RMB109 million (2002: RMB104 million) could be deducted in determining taxable profits in the future. Accordingly, the potential deferred tax asset of approximately RMB16 million (2002: RMB16 million) has not been recognised in the financial statements.

For the year ended 31 December 2003 (Prepared in accordance with IFRS)

### 11. TRANSFER TO RESERVES

|  | 2003<br><i>RMB'000</i>     | 2002<br>RMB'000            |
|--|----------------------------|----------------------------|
| The amount represents transfer to: Statutory surplus reserve Statutory public welfare fund Discretionary surplus reserve | 50,539<br>50,532<br>75,786 | 16,962<br>16,956<br>33,901 |
|  | 176,857                    | 67,819                     |

The amounts transferred to statutory surplus reserve and statutory public welfare fund for the year by the Company are each based on 10% (2002: 10%) of the Company's net profit for the year, prepared in accordance with the PRC accounting standards. The amount transferred to discretionary surplus reserve for the year by the Company is based on 15% (2002: 20%) of the Company's net profit for the year, prepared in accordance with the PRC accounting

The amounts transferred to statutory surplus reserve and statutory public welfare fund for the year by Xiaoshan Tongda (see note 17) are based on 10% (2002: 10%) and 5% (2002: 20%) respectively of the subsidiary's net profit for the year, prepared in accordance with the PRC accounting standards.

Pursuant to regulations in the PRC relating to the mining industry, the Company is required to transfer an amount to the capital reserve account, and such amount is entitled as additional deduction from operating income for PRC tax and accounting purposes. The amount is calculated as the shortfall of the amount of depreciation on property, plant and equipment in respect of mines and the amount calculated is based on the volume of copper ores extracted each year and at the applicable rate per tonne of copper ores. The utilisation of the amount in the capital reserve account will be subject to the rules in the PRC Companies Law and is not available for distribution to shareholders. With the approval from the Ministry of Finance, the Company has been exempted from making this appropriation to the capital reserve account.

### 12. DIVIDENDS

|  | 2003<br><i>RMB'000</i> | 2002<br>RMB′000 |
|--|------------------------|-----------------|
| Proposed final dividend of RMB0.12 (2002: RMB0.03) per share | 319,685                | 79,921          |

On 4 July 2003, a dividend of RMB0.03 per share (tax inclusive for A Shares) on 2,664,038,200 shares, in aggregate approximately RMB79,921,000, was paid to the shareholders as the final dividend for year 2002.

The directors propose to distribute a final dividend of RMB0.12 per share (tax inclusive for A Shares) for the year ended 31 December 2003. Total estimated dividend to be paid is approximately RMB319,685,000 (based on the existing issued 2,664,038,200 shares).

Dividends for the existing issued 1,156,482,000 H Shares will be paid on or before 7 June 2004, to the shareholders on the register of shareholders of H Shares of the Company on 27 April 2004.

Further announcement regarding register of shareholders of A Shares and the payment date for dividends will be made after the relevant application by the Company has been accepted by the China Securities Clearing and Registration Company, Shanghai Branch.

This dividend is subject to approval by the shareholders at the annual general meeting to be convened on 20 May 2004.

For the year ended 31 December 2003 (Prepared in accordance with IFRS)

## 13. BASIC EARNINGS PER SHARE

The calculation of basic earnings per share for the year is based on the net profit for the year of RMB505,243,000 (2002: RMB169,504,000) and on 2,664,038,200 shares (2002: 2,664,038,200 shares) outstanding during the year.

No diluted earnings per share have been presented as these were no dilutive potential ordinary shares in issue in either 2003 and 2002.

## 14. PROPERTY, PLANT AND EQUIPMENT

|  | Land<br>and<br>buildings<br>RMB'000        | Plant,<br>machinery<br>and<br>equipment<br>RMB'000 | Motor<br>vehicles<br>RMB'000          | Construction<br>in progress<br>RMB'000               | <b>Total</b><br><i>RMB'000</i>              |
|--|--|--|---------------------------------------|--|---|
| THE GROUP  |  |  |                                       |  |   |
| COST   |  |  |                                       |  |   |
| At 1 January 2003 Additions Acquisition of a subsidiary Effect of government subsidy Reclassifications | 3,757,856<br>929<br>42,746<br>—<br>211,539 | 5,654,297<br>6,910<br>46,626<br>—<br>838,527       | 989,802<br>210<br>2,491<br>—<br>2,014 | 1,024,349<br>605,985<br>—<br>(84,000)<br>(1,052,080) | 11,426,304<br>614,034<br>91,863<br>(84,000) |
| Disposals  | (3,477)                                    | (71,738)   | (15,406)                              |  | (90,621)                                    |
| At 31 December 2003  | 4,009,593                                  | 6,474,622  | 979,111                               | 494,254  | 11,957,580                                  |
| DEPRECIATION AND IMPAIRMENT At 1 January 2003 Provided for the year Eliminated on disposals            | 936,003<br>152,162<br>(249)                | 3,308,206<br>219,259<br>(61,048)                   | 612,021<br>43,435<br>(8,640)          | _<br>_<br>_  | 4,856,230<br>414,856<br>(69,937)            |
| At 31 December 2003  | 1,087,916                                  | 3,466,417  | 646,816                               | _  | 5,201,149                                   |
| CARRYING AMOUNT At 31 December 2003  | 2,921,677                                  | 3,008,205  | 332,295                               | 494,254  | 6,756,431                                   |
| At 31 December 2002  | 2,821,853                                  | 2,346,091  | 377,781                               | 1,024,349  | 6,570,074                                   |

For the year ended 31 December 2003 (Prepared in accordance with IFRS)

| PROPERTY, PLANT A   | ND EQUI                             |  | (Continued                   | d)                                     |                           |
|---|-------------------------------------|--|------------------------------|--|---------------------------|
|   | Land<br>and<br>buildings<br>RMB'000 | Plant,<br>machinery<br>and<br>equipment<br>RMB'000 | Motor<br>vehicles<br>RMB'000 | Construction<br>in progress<br>RMB'000 | <b>To</b><br>RMB'0        |
| THE COMPANY   |                                     |  |                              |  |                           |
| COST At 1 January 2003 Additions  | 3,757,856<br>871                    | 5,654,204<br>6,819                                 | 989,802<br>12                | 990,313<br>483,886                     | 11,392,1<br>491,5         |
| Effect of government subsidy<br>Reclassifications<br>Transfer to a subsidiary   | 211,539<br>—                        | 838,527<br>—                                       | 2,014                        | (84,000)<br>(1,052,080)<br>(7,250)     | (84,0                     |
| Disposals   | (3,477)                             | (71,738)   | (15,406)                     |  | (90,6                     |
| At 31 December 2003   | 3,966,789                           | 6,427,812  | 976,422                      | 330,869                                | 11,701,8                  |
| DEPRECIATION AND IMPAIRMENT At 1 January 2003 Provided for the year Eliminated on disposals   | 936,003<br>151,568<br>(249)         | 3,308,113<br>217,357<br>(61,048)                   | 612,021<br>43,418<br>(8,640) | _<br>_<br>_                            | 4,856,1<br>412,3<br>(69,9 |
| At 31 December 2003   | 1,087,322                           | 3,464,422  | 646,799                      | _                                      | 5,198,5                   |
| CARRYING AMOUNT At 31 December 2003   | 2,879,467                           | 2,963,390  | 329,623                      | 330,869                                | 6,503,3                   |
| At 31 December 2002   | 2,821,853                           | 2,346,091  | 377,781                      | 990,313                                | 6,536,0                   |
|   |                                     | THE GR   | OUP                          | THE CO                                 | MPANY                     |
|   | F                                   | 2003<br>RMB'000                                    | 2002<br><i>RMB'000</i>       | 2003<br>RMB'000                        | 20<br>RMB'0               |
| The land and buildings are situated on State-owned land in the PRC with rights to use the land obtained by:  — the Group (note a)  — JCC (note b)  — other (note c) | 2,                                  | 42,210<br>,660,586<br>218,881                      | —<br>2,639,868<br>181,985    | <br>2,660,586<br>218,881               | 2,639,8<br>181,9          |
|   | 2,                                  | ,921,677   | 2,821,853                    | 2,879,467                              | 2,821,8                   |

#### Notes:

- (a) The lease terms of the land use rights ranged from 36 to 43 years as at 31 December 2003.
- Pursuant to a lease agreement dated 30 April 1997, the Company leases from JCC the rights to use the land for a fixed term of 30 years, subject to the right of the Company to renew for a further term of 5 years, at an annual rental of approximately RMB15,000,000.
- Pursuant to a lease agreement, the Company leases the rights to use the land for a term of 50 years commencing from 1 January 2002, at an annual rental of approximately RMB806,000.

For the year ended 31 December 2003 (Prepared in accordance with IFRS)

## 15. GOODWILL

|  | THE GROUP |
|--|-----------|
|  | RMB'000   |
| COST   |           |
| Arising on acquisition of a subsidiary and balance at 31 December 2003 | 3,678     |
| AMORTISATION   |           |
| Provided for the year and balance at 31 December 2003                  | 92        |
| CARRYING AMOUNT  |           |
| At 31 December 2003  | 3,586     |

Goodwill is amortised over its estimated useful life. The foreseeable life of the goodwill arising on acquisition of a subsidiary is 10 years.

### 16. OTHER ASSETS

|  | <b>Mining rights</b><br><i>RMB'000</i> | <b>Trademark</b><br><i>RMB'000</i> | <b>Total</b><br><i>RMB'000</i> |
|--|--|------------------------------------|--------------------------------|
| THE GROUP AND THE COMPANY                            |  |                                    |                                |
| COST   |  |                                    |                                |
| At 1 January 2003 and at 31 December 2003            | 76,453                                 | 51,684                             | 128,137                        |
| AMORTISATION At 1 January 2003 Provided for the year | 11,686<br>2,277                        | 10,320<br>1,720                    | 22,006<br>3,997                |
| At 31 December 2003                                  | 13,963                                 | 12,040                             | 26,003                         |
| CARRYING AMOUNT At 31 December 2003                  | 62,490                                 | 39,644                             | 102,134                        |
| At 31 December 2002                                  | 64,767                                 | 41,364                             | 106,131                        |

The Company acquired the mining rights in respect of the Dexing Mine and the Yongping Mine from JCC in 1997. According to the mining right certificates, the Company has the right to mine in the Dexing Mine and the Yongping Mine for a period of 30 and 13 years respectively.

In 2002, the Company acquired the mining right (excluding mining rights to resources beneath the minus-400-metre level) of the Wushan Copper Mine from JCC. According to the mining right certificate, the Company has the right to mine in the Wushan Copper Mine for a period of 50 years.

The Company acquired the "Guiye" copper trademark from JCC as part of the Reorganisation.

For the year ended 31 December 2003 (Prepared in accordance with IFRS)

## 17. INVESTMENTS IN SUBSIDIARIES

|                               | THE CO                 | OMPANY                 |
|-------------------------------|------------------------|------------------------|
|                               | 2003<br><i>RMB'000</i> | 2002<br><i>RMB'000</i> |
| Unlisted investments, at cost | 175,600                | 90,600                 |

Details of the Company's subsidiaries at 31 December 2003 are as follows:

| Name of subsidiary                                     | Paid up/<br>registered<br>capital | Place of<br>establishment<br>and operation | Proportion of ownership interest | Principal activities  |
|--|-----------------------------------|--|----------------------------------|---|
| 蕭山銅達化工有限公司<br>("Xiaoshan Tongda")                      | RMB1,000,000                      | PRC*                                       | 60%                              | Trading of sulphuric acid   |
| Jiangxi Copper Products<br>Company Limited<br>("JCPC") | RMB225,000,000                    | PRC*                                       | 60%                              | Manufacturing and processing<br>of copper rods and wires<br>under trial run |
| 四川康西銅業有<br>限責任公司<br>("Kangtong")                       | RMB100,000,000                    | PRC*                                       | 40%**                            | Refining copper concentrate to produce blister copper                       |

Established as limited liability company in the PRC.

## 18. OTHER INVESTMENTS

### THE GROUP AND THE COMPANY

The amount represents unquoted equity investments, the fair value of which cannot be reliably determined. They are stated at cost and subject to a test for impairment loss.

The Company has the power to govern the financial and operating policies of Kangtong.

For the year ended 31 December 2003 (Prepared in accordance with IFRS)

| INVENTORIES                                 | THE (     | GROUP          | THE CO    | MPANY          |
|---|-----------|----------------|-----------|----------------|
|   | 2003      | 2002           | 2003      | 2002           |
|   | RMB'000   | <i>RMB'000</i> | RMB'000   | <i>RMB'000</i> |
| Auxiliary materials and consumable supplies | 88,112    | 67,227         | 68,751    | 67,227         |
| Spare parts                                 | 336,885   | 337,579        | 336,885   | 337,579        |
| Work in progress                            | 1,734,451 | 1,014,519      | 1,734,451 | 1,014,519      |
| Finished goods                              | 148,207   | 91,553         | 76,454    | 91,448         |

The balance of inventories of the Group and the Company at 31 December 2003 includes spare parts of approximately RMB12,908,000 (2002: RMB5,045,000) and finished goods of nil (2002: RMB27,455,000) which are carried at net realisable value.

## 20. TRADE AND OTHER RECEIVABLES

|  | THE GROUP          |                    | THE GROUP          |                    | THE CO | MPANY |
|--|--------------------|--------------------|--------------------|--------------------|--------|-------|
|  | 2003               | 2002               | 2003               | 2002               |        |       |
|  | RMB'000            | RMB'000            | RMB'000            | <i>RMB'000</i>     |        |       |
| Trade receivables - third parties<br>Other receivables - third parties<br>Amounts due from JCC                     | 283,689<br>286,483 | 164,458<br>130,348 | 157,186<br>254,828 | 161,946<br>129,630 |        |       |
| and its affiliates - trade (note a) Amounts due from JCC - non-trade (note b) Amount due from minority shareholder | 28,596             | 30,130             | 17,785             | 30,130             |        |       |
|  | —                  | 48,063             | —                  | —                  |        |       |
| of a subsidiary (note a) Amounts due from subsidiaries (note a)  | 100                | 77                 |                    | —                  |        |       |
|  | —                  | —                  | 26,017             | 4,574              |        |       |
|  | 598,868            | 373,076            | 455,816            | 326,280            |        |       |

The aging analysis of trade receivables and amounts due from JCC and its affiliates are as follows:

|   | THE GROUP                      |                                   | THE CO                         | MPANY                             |
|---|--------------------------------|-----------------------------------|--------------------------------|-----------------------------------|
|   | 2003<br>RMB'000                | 2002<br>RMB'000                   | 2003<br>RMB'000                | 2002<br><i>RMB'000</i>            |
| Trade receivables   |                                |                                   |                                |                                   |
| Within one year<br>Between one to two years<br>Between two to three years<br>Over three years | 273,862<br>4,777<br>5,050<br>— | 147,009<br>13,134<br>4,161<br>154 | 147,389<br>4,749<br>5,048<br>— | 144,540<br>13,134<br>4,118<br>154 |
|   | 283,689                        | 164,458                           | 157,186                        | 161,946                           |

For the year ended 31 December 2003 (Prepared in accordance with IFRS)

## **20.** TRADE AND OTHER RECEIVABLES (Continued)

|   | THE GROUP        |                      | THE COI          | MPANY                  |
|---|------------------|----------------------|------------------|------------------------|
|   | 2003<br>RMB'000  | 2002<br>RMB'000      | 2003<br>RMB'000  | 2002<br><i>RMB'000</i> |
| Amounts due from JCC and its affiliates - trade                 |                  |                      |                  |                        |
| Within one year<br>Between one to two years<br>Over three years | 28,596<br>—<br>— | 29,446<br>204<br>480 | 17,785<br>—<br>— | 29,446<br>204<br>480   |
|   | 28,596           | 30,130               | 17,785           | 30,130                 |

Sales of copper cathode, electrolytic gold and silver are settled on delivery. The average credit period taken on sales of other products is one year, while longer credit period will be given for major customers. Down payments or cash on delivery are normally required for new customers.

The directors consider that the carrying amount of trade and other receivables approximates their fair value.

#### Notes:

- (a) The amounts are unsecured, non-interest bearing and repayable on demand.
- (b) The amount was unsecured and non-interest bearing. It has been repaid in full during the year. Maximum amount outstanding during the year amounted to RMB48,063,000 (2002: RMB50,000,000).

### 21. MARKETABLE SECURITIES

|                           |                 | GROUP<br>COMPANY       |
|---------------------------|-----------------|------------------------|
|                           | 2003<br>RMB'000 | 2002<br><i>RMB'000</i> |
| Fair value at 31 December | 7,232           | 699                    |

The investments in marketable securities represent investments in listed equity securities in the PRC which present the Group with opportunity for return through dividend income and trading gains. The fair values of these securities are based on quoted market prices.

For the year ended 31 December 2003 (Prepared in accordance with IFRS)

## 22. OTHER FINANCIAL ASSETS

#### Bank balances and cash

The amount comprises cash and short-term deposits held by the Group treasury function. The carrying amount of these assets approximates their fair value.

#### Credit risk

The Group's credit risk is primarily attributable to its trade and other receivables. The amounts presented in the balance sheet are net of allowances for doubtful receivables, estimated by the Group's management based on past experience and their assessment of the current economic environment.

The credit risk on liquid funds is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

The Group has no significant concentration of credit risk, with exposure spread over a large number of counterparties and customers.

## 23. TRADE AND OTHER PAYABLES

|   | THE GROUP          |                    | THE GROUP TH           |                    | THE CO | MPANY |
|---|--------------------|--------------------|------------------------|--------------------|--------|-------|
|   | 2003<br>RMB'000    | 2002<br>RMB'000    | <b>2003</b><br>RMB'000 | 2002<br>RMB'000    |        |       |
| Trade payables - third parties<br>Other payables - third parties          | 545,370<br>203.818 | 313,581<br>207.693 | 489,764<br>196,244     | 313,581<br>207.584 |        |       |
| Amounts due to JCC and its affiliates - trade (note)                      | 120,828            | 124,407            | 111,400                | 124,407            |        |       |
| Amount due to JCC - other (note 29) Amount due to minority shareholder of | 1,870              | 1,870              | 1,870                  | 1,870              |        |       |
| a subsidiary (note)   | 695                | _                  | _                      | _                  |        |       |
| Amount due to a subsidiary (note)   |                    |                    |                        | 67,096             |        |       |
|   | 872,581            | 647,551            | 799,278                | 714,538            |        |       |

The aging analysis of trade payables and amounts due to JCC and its affiliates (excluding the other payable as set out in note 29) are as follows:

|   | THE GROUP      |         | THE COI     | MPANY          |
|---|----------------|---------|-------------|----------------|
|   | 2003           | 2002    | <b>2003</b> | 2002           |
|   | <i>RMB'000</i> | RMB'000 | RMB'000     | <i>RMB'000</i> |
| Trade payables Within one year Between one to two years Between two to three years Over three years | 532,888        | 297,837 | 478,311     | 297,837        |
|   | 3,462          | 5,949   | 3,454       | 5,949          |
|   | 4,019          | 7,141   | 3,569       | 7,141          |
|   | 5,001          | 2,654   | 4,430       | 2,654          |
|   | 545,370        | 313,581 | 489,764     | 313,581        |

For the year ended 31 December 2003 (Prepared in accordance with IFRS)

## 23. TRADE AND OTHER PAYABLES (Continued)

|  | THE GROUP                  |                            | THE COI                    | MPANY                      |
|--|----------------------------|----------------------------|----------------------------|----------------------------|
|  | 2003<br><i>RMB'000</i>     | 2002<br>RMB'000            | 2003<br>RMB'000            | 2002<br><i>RMB'000</i>     |
| Amounts due to JCC and its affiliates - trade  |                            |                            |                            |                            |
| Within one year Between one to two years Between two to three years Over three years | 120,691<br>12<br>13<br>112 | 124,122<br>143<br>56<br>86 | 111,263<br>12<br>13<br>112 | 124,122<br>143<br>56<br>86 |
|  | 120,828                    | 124,407                    | 111,400                    | 124,407                    |

Note: The amounts are unsecured, non-interest bearing and repayable on demand.

### 24. GOVERNMENT SUBSIDY RECEIVED

|   | THE GROUP AND THE COMPANY |                 |  |
|---|---------------------------|-----------------|--|
|   | 2003<br>RMB'000           | 2002<br>RMB'000 |  |
| Balance at 1 January<br>Utilisation to reduce the carrying amount of the relevant project | 84,000<br>(84,000)        | 84,000<br>—     |  |
| Balance at 31 December  |                           | 84,000          |  |

The amount represents the government subsidy received for financing the expansion project of Guixi Smelter Phase III. The project was completed in December 2003 and the government subsidiary is applied to reduce the carrying amount of the project.

## 25. OTHER FINANCIAL LIABILITIES

## Trade and other payables

The balance principally comprises amounts outstanding for trade purchases, construction costs and ongoing costs. The average credit period taken for trade purchases is 60 to 90 days.

The directors consider that the carrying amount of trade payables approximates their fair value.

For the year ended 31 December 2003 (Prepared in accordance with IFRS)

## 26. BANK BORROWINGS

|  | THE C  | GROUP                                      | THE CO                                       | MPANY                                      |
|--|--|--|--|--|
|  | 2003<br><i>RMB'000</i>                       | 2002<br><i>RMB'000</i>                     | 2003<br>RMB'000                              | 2002<br><i>RMB'000</i>                     |
| Medium and long term bank loans<br>Short term bank loans                           | 2,853,110<br>1,007,051                       | 2,638,920<br>608,201                       | 2,853,110<br>857,051                         | 2,638,920<br>608,201                       |
|  | 3,860,161                                    | 3,247,121                                  | 3,710,161                                    | 3,247,121                                  |
| Less: Amount due within one year included under current liabilities                | (1,340,051)                                  | (984,011)                                  | (1,190,051)                                  | (984,011)                                  |
| Amount due after one year  | 2,520,110                                    | 2,263,110                                  | 2,520,110                                    | 2,263,110                                  |
| Analysed as:   |  |  |  |  |
| — secured<br>— unsecured   | 40,000<br>3,820,161                          | —<br>3,247,131                             | <br>3,710,161                                | —<br>3,247,121                             |
|  | 3,860,161                                    | 3,247,131                                  | 3,710,161                                    | 3,247,121                                  |
| Bank borrowings are repayable as follows:  |  |  |  |  |
| Within one year Between one to two years Between two to five years Over five years | 1,340,051<br>605,400<br>1,637,710<br>277,000 | 984,011<br>686,000<br>1,020,400<br>556,710 | 1,190,051<br>605,400<br>1,637,710<br>277,000 | 984,011<br>686,000<br>1,020,400<br>556,710 |
| Over live years  | 3,860,161                                    | 3,247,121                                  | 3,710,161                                    | 3,247,121                                  |

The bank borrowings carry interest at rates ranging from 2.1% to 6.0% (2002: 3.0% to 6.2%) per annum. Majority of the bank borrowings are in Renminbi.

At 31 December 2003, bank borrowings amounting to approximately RMB154,710,000 (2002: RMB424,710,000) were supported by guarantees from JCC.

The directors estimate that the carrying amount of bank borrowings approximates their fair value.

For the year ended 31 December 2003 (Prepared in accordance with IFRS)

## 27. SHARE CAPITAL

Registered, issued and fully paid 2003 & 2002 RMB'000

Share of RMB1 each Balance comprises:

1,277,556,200 Domestic Shares

1,277,556 1,156,482

— 1,156,482,000 H Shares - 230,000,000 A Shares

230,000

2,664,038

Except for the currency in which dividends are paid and the restrictions as to whether the shareholders can be the PRC investors or foreign investors, Domestic Shares, H Shares and A Shares rank pari passu in all respects with each other.

#### 28. RESERVES

|   | Share<br>premium<br>RMB'000   | Capital<br>reserve<br>RMB'000 | Other<br>reserve<br>RMB'000  | Statutory<br>surplus<br>reserve<br>RMB'000 | Statutory<br>public<br>welfare fund<br>RMB'000 | reserve | Accumulated<br>profits<br>RMB'000           | <b>Total</b><br><i>RMB'000</i>         |
|---|-------------------------------|-------------------------------|------------------------------|--|--|---------|---|--|
| THE COMPANY   |                               |                               |                              |  |  |         |   |  |
| At 1 January 2002<br>Net profit for the year<br>Dividends paid - 2001 final<br>Appropriations to reserves<br>Reclassification | 1,281,696<br>—<br>—<br>—<br>— | 70,546<br>—<br>—<br>—<br>—    | (92,506)<br>—<br>—<br>—<br>— | 82,224<br>—-<br>—<br>16,950<br>—           | 62,316<br>—<br>—<br>16,950<br>(11,980          | 33,901  | 478,931<br>169,489<br>(133,202)<br>(67,801) | 2,041,523<br>169,489<br>(133,202)<br>— |
| At 1 January 2003<br>Net profit for the year<br>Dividends paid - 2002 final<br>Appropriations to reserves                     | 1,281,696<br>—<br>—<br>—      | 70,546<br>—<br>—<br>—         | (92,506)<br>—<br>—<br>—      | 99,174<br>—<br>—<br>50,524                 | 67,286<br>—<br>—<br>50,524                     | _       | 447,417<br>503,152<br>(79,921)<br>(176,834) | 2,077,810<br>503,152<br>(79,921)<br>—  |
| At 31 December 2003   | 1,281,696                     | 70,546                        | (92,506)                     | 149,698                                    | 117,810  | 279,983 | 693,814                                     | 2,501,041                              |

Capital reserve represents the excess of the value of the net assets immediately before the establishment of the Company injected into the Company by JCC as part of the Reorganisation which was determined by the PRC valuer and was approved by the State Assets Administration Bureau over the nominal value of the 1,277,556,200 Shares issued upon establishment of the Company of RMB1,277,556,200.

Other reserve represents the difference in value of certain assets and liabilities included in the net assets injected into the Company pursuant to the Reorganisation calculated in accordance with IFRS and the valuation of assets and liabilities performed by the PRC valuer in accordance with relevant PRC standards and regulations, which valuation was confirmed by the State Assets Administration Bureau.

For the year ended 31 December 2003 (Prepared in accordance with IFRS)

## 28. RESERVES (Continued)

Statutory surplus reserve represents the appropriation of 10% of profit after taxation calculated in accordance with PRC accounting standards and regulations and the Articles of Association of the Company and its subsidiaries. The appropriation may cease to apply if the balance of the statutory surplus reserve has reached 50% of the Company's and its subsidiaries' registered capital. In addition, the Company's Articles of Association also allows the Company to transfer certain amount of profit after taxation and after appropriations to the statutory surplus reserve and statutory public welfare fund, subject to shareholders' approval, to discretionary surplus reserve. According to the Company's Articles of Association, statutory surplus reserve and discretionary surplus reserve can be used to make up prior year losses, to expand production operation or to increase share capital. The Company may capitalise the statutory surplus reserve and discretionary surplus reserve by way of bonus issues provided that the amount of the statutory surplus reserve remaining after such appropriation shall not be less than 25% of the registered capital of the Company.

Statutory public welfare fund represents the appropriation of profit after taxation according to the requirements of the Company's and its subsidiaries' Articles of Association and the Companies Law in the PRC. According to the requirements, the Company and its subsidiaries each transfers 5% to 10% of profit after taxation calculated in accordance with PRC accounting standards and regulations which in aggregate amounted to approximately RMB50,532,000 for the year (2002: RMB16,956,000) to the statutory public welfare fund. The fund can only be utilised for capital expenditure on employees' collective welfare facilities and cannot be used in staff welfare expenses. Such employee welfare facilities are owned by the Company and its subsidiaries. The statutory public welfare fund is not distributable to shareholders other than in liquidation. In year 2002, approximately RMB11,980,000 (2003: nil) had been utilised by the Company for capital expenditure on employees' collective welfare facilities and the amount had been reclassified to discretionary surplus reserve.

Statutory surplus reserve, statutory public welfare fund and discretionary surplus reserve are part of shareholders'

Pursuant to the Company's Articles of Association, the amount available for the purpose of profit distribution will be deemed to be the lesser of (a) the net after-tax profit determined in accordance with PRC accounting standards and regulations and (b) the net after-tax profit determined in accordance with IFRS. However, the Articles of Association permit the Company to distribute dividends only after making up past losses and making allocations to the statutory reserve funds. The Company's reserve available for distribution as at 31 December 2003 was RMB343,664,335 (2002: RMB334,940,888) which represents accumulated profits as at 31 December 2003 determined in accordance with PRC accounting standards.

For the year ended 31 December 2003 (Prepared in accordance with IFRS)

## 29. OTHER PAYABLE

|  | THE GROUP       |                        |
|--|-----------------|------------------------|
|  | AND THE COMPANY |                        |
|  | 2003<br>RMB'000 | 2002<br><i>RMB'000</i> |
| Portion bearing interest at 5.3% (2002: 5.3%) per annum, due within one year included as amount due to JCC - |                 |                        |
| other under current liabilities (note 23)<br>Non-interest bearing portion, due after one year                | 1,870<br>41,171 | 1,870<br>43,041        |
|  | 43,041          | 44,911                 |
| The amount is repayable as follows:  |                 |                        |
| Within one year<br>Between one to two years  | 1,870<br>1,870  | 1,870<br>1,870         |
| Between two to five years<br>After five years  | 5,610<br>33,691 | 5,610<br>35,561        |
|  | 43,041          | 44,911                 |

The amount represents the balance due to JCC as the consideration for the transfer of the mining rights in respect of the Dexing Mine and the Yongping Mine from JCC to the Company. The amount is repayable in 30 annual instalments of RMB1,870,000 each and subject to payment of interest at a rate equal to the State lending rate for a one-year fixed term loan up to a maximum of 15% on each annual instalment starting from 1 January 1998. The interest paid during the year amounted to approximately RMB99,000 (2002: RMB99,000).

The directors estimate that the fair value of the other payable at 31 December 2003 was approximately RMB25,545,000 (2002: RMB26,142,000).

For the year ended 31 December 2003 (Prepared in accordance with IFRS)

## 30. ACQUISITION OF A SUBSIDIARY

On 1 October 2003, the Group acquired 40% equity interest of Kangtong for cash consideration of RMB40,000,000. This transaction has been accounted for by the purchase method of accounting.

|  | 2003<br><i>RMB'0</i> 00 |
|--|-------------------------|
| Net assets acquired:                     |                         |
| Property, plant and equipment            | 91,863                  |
| Other investments                        | 10,000                  |
| Inventories                              | 18,278                  |
| Trade and other receivables              | 20,979                  |
| Bank balances and cash                   | 15,936                  |
| Trade and other payables                 | (26,251)                |
| Bank borrowings                          | (40,000)                |
| Minority interests                       | (54,483)                |
| Goodwill                                 | 36,322<br>3,678         |
|  | 40,000                  |
| Satisfied by cash                        | 40,000                  |
|  |                         |
| Net cash outflow arising on acquisition: |                         |
| Cash consideration                       | 40,000                  |
| Bank balances and cash acquired          | (15,936)                |
|  | 24,064                  |

Kangtong contributed approximately RMB68.2 million of revenue and an insignificant amount of profit before tax for the period between the date of acquisition and the balance sheet date.

For the year ended 31 December 2003 (Prepared in accordance with IFRS)

## 31. ACQUISITION OF WUSHAN COPPER MINE

On 1 January 2002, the Company acquired the operating assets and related liabilities of the Wushan Copper Mine and the mining right (excluding mining rights to resources beneath the minus-400-metre level) thereof from JCC for a consideration of approximately RMB193,807,000.

|  | 2003<br><i>RMB'000</i> |
|--|------------------------|
| Net assets acquired:                     |                        |
| Property, plant and equipment            | 238,020                |
| Mining rights                            | 20,262                 |
| Inventories                              | 12,028                 |
| Trade and other receivables              | 3,635                  |
| Bank balances and cash                   | 2,740                  |
| Trade and other payables                 | (82,878)               |
|  | 193,807                |
| Satisfied by cash                        | 193,807                |
| Net cash outflow arising on acquisition: |                        |
| Cash consideration                       | (193,807)              |
| Bank balances and cash acquired          | 2,740                  |
|  |                        |
|  | (191,067)              |

For the year ended 31 December 2003 (Prepared in accordance with IFRS)

## 32. RELATED PARTY TRANSACTIONS

During the year, the Group had the following significant transactions with (i) JCC and its affiliates and (ii) 江西鑫新實 業股份有限公司 ("Jiangxi Xinxin") and 湖北三鑫金銅股份有限公司 ("Hubei Sanxin"), both of which are promoters of the Company:

|           |   | 2003<br>RMB'000 | 2002<br>RMB′000 |
|-----------|---|-----------------|-----------------|
| (i) Trans | sactions with JCC and its affiliates:                                   |                 |                 |
|           | of copper cathode and sulphuric acid by the Group (note a)              | 415,304         | 150,384         |
|           | of raw copper sulphate by the Group (note c)                            | 14,050          | _               |
|           | g fee and sales fee charged by the Group (note c)                       | 263,692         | 206,783         |
|           | essing fee of blister (scrap) copper charged by the Group (note c)      | 1,036           | _               |
|           | of waste, filter residue and black cement copper by the Group (note a)  | 5,311           | 12,230          |
|           | of auxiliary industrial products by the Group (note a)                  | 72,131          | 59,688          |
|           | of low oxygen copper rods and wires and processing of copper cathode    |                 |                 |
|           | o low oxygen copper rods and wires by the Group (note c)                | 120,278         | _               |
|           | nase of copper concentrates by the Group (note a)                       | 110,191         | 87,487          |
|           | nase of scrap copper by the Group (note b)                              | 497,215         | 55,175          |
|           | nase of auxiliary industrial products by the Group (note a)             | 224,411         | 144,772         |
|           | nase of gold and silver-bearing materials by the Group (note c)         | 27,985          | _               |
|           | nase of copper cathode by the Group (note c)                            | 127,751         | _               |
|           | erage agency services provided to the Group (note a)                    | 3,048           | 2,198           |
|           | struction services provided to the Group (note a)                       | 101,787         | 67,788          |
|           | onmental greenery services provided to the Group (note b)               | 7,034           | 6,208           |
|           | strial water supplied to the Group (note b)                             | 19,671          | 18,545          |
|           | ce fee on railway transportation charged to the Group (note b)          | 7,200           | 7,174           |
|           | yay transportation services provided to the Group (note a)              | 11,976          | 10,709          |
|           | als for office premises received by the Group (note c)                  | 56              | 56              |
|           | als for housing for the employees and use of common facilities          |                 |                 |
|           | arged to the Group (note b)   | 14,761          | 9,870           |
|           | al for land use rights charged to the Group (note c)                    | 15,000          | 15,000          |
|           | als for office premises charged to the Group (note c)                   | 3,626           | 3,325           |
|           | ir and maintenance services provided to the Group (note a)              | 104,267         | 96,158          |
|           | ement benefits contributions paid by the Group (note b)                 | 53,293          | 56,474          |
|           | of gases by the Group (note a)  | 1,557           | _               |
|           | ncy fee for development and sale of gases paid by the Group (note c)    | 2,434           | _               |
|           | I welfare and support services provided to the Group (note b)           |                 |                 |
|           | welfare and medical services  | 47,478          | 43,339          |
|           | primary and secondary education services                                | 12,411          | 10,418          |
| _         | technical education services  | 3,926           | 4,801           |
|           | internal telecommunications services                                    | 1,352           | 1,221           |
|           | use of representative offices   | 2,808           | 2,649           |
| Supp      | ly of water and transmission of electricity by the Group (note b)       | 44,623          | 31,653          |
|           | ricity supply provided to the Group (note b)                            | 1,506           | _               |
|           | cle transportation services provided to the Group (note a)              | 62,365          | 49,848          |
|           | ration management services expenses borne by the Group (note c)         | 2,290           | _               |
|           | eeds on disposal of property, plant and equipment received by the       |                 |                 |
|           | oup (at carrying amount)  | 839             | 2,766           |
| Net l     | book value of property, plant and equipment exchanged with JCC (note c) | 3,010           | _               |

For the year ended 31 December 2003 (Prepared in accordance with IFRS)

## **32. RELATED PARTY TRANSACTIONS** (Continued)

The Company entered into a processing agreement with JCC dated 3 September 2001 whereby the Company was appointed on an exclusive basis to process copper concentrates, blister copper and scrap copper imported by JCC into copper cathode and to arrange for the sales and distribution of such copper cathode in the PRC. The directors of the Company are of a view that the entering into of the processing agreement may indirectly result in JCC being engaged in a business likely to be in competition with those of the Company and may result in JCC breaching the terms and conditions of the letter of undertaking dated 22 May 1997 by JCC (the "Undertaking") and the asset injection agreement dated 26 May 1997 entered into between JCC and the Company (the "Injection Agreement"). However, the directors of the Company are of a view that the processing agreement has already built in a mechanism to minimise its competing effect and that the processing agreement is in the best interest of the Company and its independent shareholders. Accordingly, the Company did not enforce against JCC for any breach of the terms and conditions of the Undertaking and the Injection Agreement arising out of the processing agreement or to take any other action against JCC. The ordinary resolution for such authorisation was passed at the extraordinary general meeting of the Company held on 23 October 2001.

On 30 November 2000, the Company entered into an agreement with JCC to acquire operating assets and related liabilities of the Wushan Copper Mine and the mining right (excluding mining rights to resources beneath the minus-400-metre level) thereof from JCC. Details of the acquisitions and the connected transactions are set out in the circular of the Company dated 20 December 2000 and approved by the shareholders at an extraordinary general meeting held on 19 January 2001. The acquisition was completed on 1 January 2002 for an aggregate consideration of approximately RMB193,807,000 (as adjusted), in cash.

On 11 March 2002, the Company entered into a joint venture agreement ("JV Agreement") with JCC to establish a Sino-foreign equity joint venture, JCPC, to engage in the manufacturing and processing of copper rods and wires. The Company and JCC invested a sum of RMB90,000,000 and RMB60,000,000 respectively in cash during 2002 as capital contribution to JCPC according to the JV Agreement.

During the year, JCPC was informed by JCC that JCC was transferring its 40% interest in JCPC to a wholly-owned subsidiary, 江西銅業集團銅材有限公司 ("JXPC"). Such transfer would become effective upon the relevant registration procedures with the relevant governmental authorities being completed.

On 28 November 2003, the Company entered into a joint venture capital increase agreement ("JV Capital Increase Agreement") with JCC and JXPC, pursuant to which the Company, JCC and JXPC agreed to increase the registered capital of JCPC from RMB150,000,000 to RMB225,000,000 by an additional registered capital in the amount of RMB75,000,000. The Company and JCC/JXPC invested a sum of RMB45,000,000 and RMB30,000,000 respectively in cash during the year, which is in accordance with the respective shareholdings held by the Company and JCC in JCPC, as additional capital contribution to JCPC according to the JV Capital Increase Agreement.

On 28 November 2003, as a result of the change of shareholder and capital increase in JCPC, the Company and JXPC entered into a supplemental agreement to amend the JV Agreement to reflect, inter alia, the change in the shareholder and the registered capital of JCPC. JCPC is now owned as to 60% by the Company and 40% by JXPC.

Details of the above are set out in the circular of the Company dated 22 December 2003 and approved by the shareholders at the extraordinary general meeting of the Company held on 15 January 2004.

For the year ended 31 December 2003 (Prepared in accordance with IFRS)

## **32. RELATED PARTY TRANSACTIONS** (Continued)

(ii) Transactions with the promoters of the Company:

|  | 2003<br><i>RMB'000</i> | 2002<br><i>RMB'000</i> |
|--|------------------------|------------------------|
| Sales of copper cathode to Jiangxi Xinxin (note a) Sale of low oxygen copper rods and wires to | 235,353                | 155,104                |
| Jiangxi Xinxin by the Group (note a)   | 1,801                  | _                      |
| Tolling fee received from Hubei Sanxin (note a)  | 12,605                 | 7,003                  |
| Purchase of copper concentrates from Hubei Sanxin (note a)                                     | 30,864                 | 18,077                 |

In addition, the Group had made prepayment to Hubei Sanxin as at 31 December 2003 in respect of the purchase of copper concentrates amounting to RMB10,000,000 (2002: RMB30,000,000). Interest charged by the Group during the year in respect of the prepayment amounted to approximately RMB905,000 (2002: RMB1,420,000). Interest was determined with reference to the terms of the relevant agreement (including amendments thereto).

#### Notes:

- (a) The pricing of the transactions was determined with reference to comparable market prices.
- (b) The pricing of the transactions was determined with reference to actual costs.
- (c) The pricing of the transactions was determined with reference to the terms of the relevant agreements.

## 33. PLEDGE OF ASSETS

#### THE GROUP

At 31 December 2003, property, plant and equipment and inventories of approximately RMB22,360,000 and RMB16,705,000 respectively were pledged to secure certain of the Group's bank borrowings. There was no such arrangement at 31 December 2002.

For the year ended 31 December 2003 (Prepared in accordance with IFRS)

## 34. OPERATING LEASE COMMITMENTS

At the balance sheet date, the Group and the Company had outstanding commitments under non-cancellable operating leases, which fall due as follows:

|  | THE                         | THE GROUP                   |  |
|--|-----------------------------|-----------------------------|--|
|  | AND TH                      | AND THE COMPANY             |  |
|  | 2003<br>RMB'000             | 2002<br>RMB'000             |  |
| Within one year<br>In the second to fifth year inclusive<br>After five years | 15,806<br>63,225<br>304,664 | 15,806<br>63,225<br>320,470 |  |
|  | 383,695                     | 399,501                     |  |

The above amounts mainly represent commitments under the non-cancellable operating leases in respect of land use rights as described in note 14.

## 35. CAPITAL COMMITMENTS

At the balance sheet date, the Group and the Company had the following capital commitments:

|  | THE GROUP                    |                               | THE CO                       | MPANY                         |
|--|------------------------------|-------------------------------|------------------------------|-------------------------------|
|  | 2003<br>RMB'000              | 2002<br><i>RMB'000</i>        | 2003<br>RMB'000              | 2002<br><i>RMB'000</i>        |
| Commitments for the acquisition of property, plant and equipment:  — contracted for but not provided | 242.422                      | 574077                        |                              | 400 425                       |
| in the financial statements — authorised but not contracted for                                      | 216,129<br>877,040           | 574,277<br>932,088            | 216,129<br>877,040           | 480,425<br>896,496            |
|  | 1,093,169                    | 1,506,365                     | 1,093,169                    | 1,376,921                     |
| An analysis of the capital commitments is as follows:  |                              |                               |                              |                               |
| Expansion projects<br>Exploration projects<br>Other general projects                                 | 1,060,702<br>24,428<br>8,039 | 1,461,130<br>25,028<br>20,207 | 1,060,702<br>24,428<br>8,039 | 1,331,686<br>25,028<br>20,207 |
|  | 1,093,169                    | 1,506,365                     | 1,093,169                    | 1,376,921                     |

For the year ended 31 December 2003 (Prepared in accordance with IFRS)

### **36. OTHER COMMITMENT**

At the balance sheet date, the Group and the Company had commitment for sales of copper cathode, details of which are as follows:

|                               |                                      | THE GROUP                        |  |
|-------------------------------|--------------------------------------|----------------------------------|--|
|                               | 1A_                                  | ND THE COMPANY                   |  |
|                               | 200                                  | <b>3</b> 2002                    |  |
| Quantities (in tonnes)        | 30,24                                | <b>0</b> 13,020                  |  |
| Average price per tonne (RMB) | 20,39                                | <b>4</b> 15,598                  |  |
| Delivery period               | From February 2004<br>to August 2004 | From January 2003<br>to May 2003 |  |

### 37. RETIREMENT BENEFITS SCHEMES

The Group contributes mainly to defined contribution pension schemes, which are administered by the provincial government, in respect of employees of the Group. According to such schemes, the Group shall pay an amount, calculated at a percentage of the total salaries and wages of the employees, to retirement reserve mainly through

The total cost charged to the income statement of approximately RMB54,723,000 (2002: RMB56,859,000) represents contribution payable to the schemes by the Group at rates specified in the rules of the schemes.

## 38. DIFFERENCES BETWEEN IFRS AND PRC ACCOUNTING STANDARDS AND REGULATIONS AS APPLICABLE TO THE **GROUP**

The consolidated balance sheet of the Group prepared under IFRS and that prepared under PRC accounting standards and regulations have the following major difference:

|  | 2003<br><i>RMB'000</i> | 2002<br><i>RMB'000</i> |
|--|------------------------|------------------------|
| Net assets as per financial statements prepared under IFRS Different accounting treatment in respect of government subsidy | 5,167,626<br>84,000    | 4,742,304<br>—         |
| Net assets as per financial statements prepared under PRC accounting standards and regulations                             | 5,251,626              | 4,742,304              |

There is no difference in net profit for the year of the Group prepared under IFRS and that prepared under PRC accounting standards and regulations.

There are also differences in other items in the financial statements due to differences in classification between IFRS and PRC accounting standards and regulations.

For the year ended 31 December 2003 (Prepared in accordance with IFRS)

|  | Notes          | 2003<br><i>RMB'000</i>  | 2<br>RMB                                  |
|--|----------------|---|---|
| Non-current assets   |                |   |   |
| Property, plant and equipment  | 14             | 6,503,349   | 6,536                                     |
| Other assets   | 16             | 102,134   | 106                                       |
| Investments in subsidiaries  | 17             | 175,600   | 90  |
| Other investments  | 18             | 5,610   | 5,  |
|  |                | 6,786,693   | 6,738                                     |
| Current assets   |                |   |   |
| Inventories  | 19             | 2,216,541   | 1,510                                     |
| Trade and other receivables  | 20             | 455,816   | 326                                       |
| Taxation recoverable   | 24             | _   |   |
| Marketable securities<br>Bank balances and cash  | 21             | 7,232<br>255,397  | 253                                       |
|  |                | 2,934,986   | 2,092                                     |
| Current liabilities Trade and other payables Taxation payable Government subsidy received Bank borrowings - amount due within one year  Net current assets  Capital and reserves | 23<br>24<br>26 | 799,278<br>5,990<br>—<br>1,190,051<br>1,995,319<br>939,667<br>7,726,360 | 714<br>84<br>984<br>1,782<br>309<br>7,047 |
| Share capital  | 27             | 2,664,038   | 2,664                                     |
| Reserves   | 28             | 2,501,041   | 2,077                                     |
|  |                | 5,165,079   | 4,741                                     |
| Non-current liabilities  | 25             | 2 522 442   | 2 2 6 7                                   |
| Bank borrowings - amount due after one year<br>Other payable - amount due after one year   | 26<br>29       | 2,520,110<br>41,171   | 2,263<br>43                               |
|  |                | 2,561,281   | 2,306                                     |