### Notes to Financial Statements

(Prepared under PRC accounting standards) 31 December 2003

#### CORPORATE AFFILIATION

Maanshan Iron & Steel Company Limited (the "Company") was incorporated in Maanshan City, Anhui Province, the People's Republic of China (the "PRC") on 1 September 1993 as a joint stock company as part of the reorganisation of a state-owned enterprise known as Maanshan Iron and Steel Company (the "Original Magang"). On the same date, the Company took over as from the effective date of the reorganisation on 1 June 1993, the principal iron and steel business undertakings (with the exception of the mine sites and other operations unrelated to iron and steel production) and two subsidiaries of Original Magang, together with the related operating assets and liabilities. The consideration for the net assets acquired of RMB4,826,547,000 was satisfied by the issue of 4,034,560,000 State A shares of RMB1.00 each, credited as fully paid, to Original Magang. At the same time, Original Magang changed its name to Maanshan Magang Holding Company. In 1998, it further changed its name to Magang (Group) Holding Company Limited ("Holding").

The Company and its subsidiaries (the "Group") are principally engaged in the manufacture and sale of iron and steel products.

#### II. PRINCIPAL ACCOUNTING POLICIES, ACCOUNTING ESTIMATES AND CONSOLIDATION OF FINANCIAL **STATEMENTS**

The principal accounting policies, estimates and the preparation of consolidated financial statements, based upon which the financial statements are prepared, were selected in accordance with Accounting Standards for Business Enterprises and "Accounting System for Business Enterprises" and other related standards, regulations and rules as issued by the Ministry of Finance of the PRC.

#### 1. Accounting system

The Group has implemented Accounting Standards for Business Enterprises and "Accounting System for Business Enterprises".

#### 2. Financial year

The financial year of the Group is from 1 January to 31 December of each calendar year.

#### Reporting currency

Except for overseas subsidiaries which use their respective local currencies for recording purposes, Renminbi is used as the Group's reporting currency.

#### Basis of accounting

The Group's accounts have been prepared on an accrual basis. Assets are valued at actual cost when they are acquired. Subsequently, following regular inspection, the Group provides impairment provisions in accordance with "Accounting System for Business Enterprises".

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#### PRINCIPAL ACCOUNTING POLICIES, ACCOUNTING ESTIMATES AND CONSOLIDATION OF FINANCIAL 11. **STATEMENTS** (continued)

#### 5. Foreign currency transaction

Foreign currency transactions are translated into the reporting currency at the exchange rates quoted by the People's Bank of China prevailing on the transaction dates. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are translated to Renminbi at the applicable rates of exchange ruling at the balance sheet date as quoted by the People's Bank of China. The consequential exchange gains or losses are dealt with in the current period's income statement. Foreign currency translation differences relating to funds borrowed to finance the acquisition or construction of fixed assets are accounted for according to the requirements relating to the capitalisation of borrowing costs.

#### Cash equivalents

Cash equivalents represent short term highly liquid investments which are readily convertible into known amounts of cash, subject to an insignificant risk of changes in value and which were within three months of maturity when acquired.

#### 7. Short term investments

The Group's short term investments refer to those investments that can be realised at any time and that are intended to be held for less than one year. They include stocks, bonds and funds. Short term investments are recorded at the initial price paid on acquisition less cash dividends that are declared but not received, and interest on bonds due but not received.

Cash dividends and interest on short term investments declared by investee company during the holding period are net off against the book value of the investment when received, except for those recorded as receivables when acquired. Upon disposal of short term investments, the difference between the book value of the short term investments and the proceeds on disposal are recorded as a gain or loss on disposal of investments for the current period. The cost of the investments is determined using the weighted average method.

Short term investments, using the individual comparison method, are stated at the lower of cost and market value at the end of the period. Provision for decline in value of short term investments is made for any reduction of cost to market value, and charged to the income statement in the period in which they arise.

#### 8. **Bad debts provision**

Recognition criteria for bad debts:

the irrecoverable amount of a bankrupt or deceased debtor who has insufficient assets or estate to repay the debt;

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### PRINCIPAL ACCOUNTING POLICIES, ACCOUNTING ESTIMATES AND CONSOLIDATION OF FINANCIAL **STATEMENTS** (continued)

#### 8. Bad debts provision (continued)

the irrecoverable amount, supported by evident characteristics, of a debtor who is unable to comply with the repayment obligation after the debt fell due.

Bad debts provision is made using the provision method and is offset against the corresponding trade and other receivables when those bad debts are approved.

The Group adopted the provision method under which specific and general provisions were made to account for bad debt losses on trade and other receivables. A specific provision refers to an amount that is provided based on management's assessment of the recoverability of an individual receivable. A general provision is set up on the remaining balances of trade and other receivables based on the ageing analysis. Full provision is made for those trade and other receivables that have been specifically identified as irrecoverable, while general provision is made for the remaining balance after taking into account the ageing analysis. The general provision was determined in accordance with the financial and cash flow status of the debtor, using the percentages below:

Bad debts provision percentage

|                 | (Net of post balance sheet |                   |  |  |  |
|-----------------|----------------------------|-------------------|--|--|--|
|                 | date set                   | tlement)          |  |  |  |
| Ageing          | Trade receivables          | Other receivables |  |  |  |
| 1 to 6 months   | _                          | _                 |  |  |  |
| 7 to 12 months  | 10%                        | _                 |  |  |  |
| 13 to 24 months | 25%                        | 40%               |  |  |  |
| 25 to 36 months | 50%                        | 60%               |  |  |  |
| over 36 months  | 100%                       | 100%              |  |  |  |

#### 9. Inventories

Inventories, which include raw materials, work in progress, finished goods and spare parts, are stated at the cost of purchase. Cost of work in progress and finished goods comprise direct materials, direct labour and an appropriate proportion of production overheads. Cost of spare parts are charged to the income statement when issued for production as production cost for the period and hence included in the cost of finished goods sold. Inventories, other than spare parts, are determined on weighted average basis. Inventories are accounted for using perpetual inventory system.

Provision is made for those inventories which cannot be recovered due to them being damaged, wholly or partly obsolete, or having their selling prices lower than cost. Provision is determined as the excess of carrying value of the inventories over its net realisable value on an individual basis. Net realisable value is the estimated selling prices in the ordinary course of business less any estimated costs of completion and estimated selling expenses.

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#### 11. PRINCIPAL ACCOUNTING POLICIES, ACCOUNTING ESTIMATES AND CONSOLIDATION OF FINANCIAL **STATEMENTS** (continued)

#### 10. Long term investments

Long term investments include long term equity investments and long term debt investments.

Long term equity investments are recorded at initial cost on acquisition. The equity method is then applied when the Company holds 20% or more of the voting capital, or less than 20% but with significant influence, while cost method is then applied for all other equity investments when the Company holds less than 20% of the voting capital, or has 20% or above but without significant influence.

When the equity method is adopted, the difference between the initial cost of the investment and the investor's share of the owner's equity in the investee company is regarded as an equity investment difference. The amount of initial cost of the investment in excess of the investor's share of the owner's equity in the investee company is amortised according to the investment period specified in the contract. If the investment period is not specified in the contract, the difference is amortised over a period of not less than 10 years (including 10 years). The amount of initial cost of the investment fall short of the investor's share of the owner's equity in the investee company is credited to the capital reserve.

Long term debt investments are recorded at the initial cost on acquisition. Interest income is computed based on the par value and par interest rate over the period. The premium and discount on long term debt investments is amortised over the period in which the investment is held and the relevant bond interest is recognised.

If the recoverable amount of any investment is lower than the carrying amount of that investment as a result of a continuing decline in market value or changes in operating conditions of the investee company, the difference between the recoverable amount and the carrying amount of the investment should be recognised as an impairment of a long term investment and an investment loss in the current period.

#### 11. Fixed assets

Fixed assets represent tangible assets held for the purposes of production of products, provision of services, leasing or operational use. They are of relatively high value and have useful lives exceeding 1 year.

Fixed assets are recorded at cost of acquisition. Interest and exchange differences arising from specific borrowings that are incurred in bringing the fixed asset to its working condition are capitalised. If the future economic benefits brought about by the incurrence of subsequent overhaul and technical improvement costs are greater than those originally estimated, then such costs will be capitalised as fixed assets. In the prior years, furnace relining costs were amortised, using the straight line method, over the period between relinings. Under the PRC accounting standards issued in 2002, repair and maintenance costs incurred on fixed assets should be charged to the income statement as and when incurred. Hence, from 1 January 2002 onwards, the Company no longer accrued for the provision for furnace relining costs on a straight-line basis. As prescribed by the standard, a prior year adjustment has not been made for the balance of provision for furnace relining costs as at 31 December 2001 as the balance will be net off against future furnace relining costs to be actually incurred. Expenditure on repair and maintenance of fixed assets are charged to the income statement as and when incurred. A gain or loss on obsolescence, inventory losses, disposal or damage to fixed assets is accounted for as non-operating income or expenses in the current period.

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### PRINCIPAL ACCOUNTING POLICIES, ACCOUNTING ESTIMATES AND CONSOLIDATION OF FINANCIAL **STATEMENTS** (continued)

#### 11. Fixed assets (continued)

Depreciation is provided on fixed assets using the straight-line method. The depreciation rates are determined based on the cost, the estimated useful lives and estimated residual value (3% of original cost) of each category of fixed assets as follows:

| Category                              | Estimated useful life | Annual depreciation rate |
|---------------------------------------|-----------------------|--------------------------|
| Buildings and structures              | 15 to 40 years        | 2.4% – 6.65%             |
| Plant, machinery and equipment        | 6 to 16 years         | 6% – 15.29%              |
| Transportation vehicles and equipment | 7 to 10 years         | 9.45% – 14.29%           |

Fixed assets are depreciated on a monthly basis from the month following that in which the assets are used in operation. For fixed assets that are no longer used in operation, depreciation ceases from the month following that in which the assets cease to be used.

The Group reviews its fixed assets periodically. If the recoverable amount of the fixed asset is lower than the carrying amount of the fixed asset as a result of a continuing decline in market value, technical obsolescence, damages in fixed asset or when it is persistently idle, the difference between the recoverable amount and the carrying amount of the fixed asset is recognised as an impairment provision and charged to the current period's income statement. Recoverable amount refers to the higher of the net selling price and the value in use of the fixed asset. Value in use refers to the present value of estimated future cash flows expected to arise from the continuing use of the fixed asset and from its disposal at the end of its useful life. Impairment provision is made on an individual basis.

When the value of a fixed asset for which an impairment loss has been recognised previously recovers, the recovery is recognised to the extent of the amount of the impairment loss previously recognised.

No depreciation is charged to fixed asset that has already been fully provided for impairment in value.

#### 12. Construction materials

Construction materials include preparation materials for construction projects, equipment that needs to be installed and prepayment for large-scale equipment. Construction materials are recorded at actual cost.

#### 13. Construction in progress

Construction in progress represents the costs incurred in the construction and installation of fixed assets in bringing construction from its preparation stage to its working condition. Cost comprises direct materials, direct labour, equipment cost, installation and management fee, as well as interest charges and exchange differences on the related borrowed funds during the periods of construction and installation. Interest charges and exchange differences arising from funds borrowed for construction in progress are capitalised when the construction in progress are not substantially ready for their intended use and charged as financial expenses when they are subsequently ready. Construction in progress is transferred to fixed assets when the asset is substantially ready for its intended use.

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#### PRINCIPAL ACCOUNTING POLICIES, ACCOUNTING ESTIMATES AND CONSOLIDATION OF FINANCIAL 11. **STATEMENTS** (continued)

#### 13. Construction in progress (continued)

The Group reviews its construction in progress periodically. Provision for impairment should be made for construction in progress if one of the following conditions exists:

- the projects are suspended for a long time and will not resume construction within three years;
- the projects are of functional and technological obsolescence and the economic benefits arising from such projects are extremely uncertain, and hence causing their recoverable amounts to be lower than their carrying values.

The difference between the recoverable amount and the carrying value of these construction in progress is recognised as an impairment provision and charged to the current period's income statement. Provision for impairment of construction in progress is calculated on an individual basis.

#### 14. Borrowing costs

Borrowing costs include interest, amortisation of discounts or premiums, ancillary expenses and exchange differences arising from foreign currency borrowings. The costs of borrowings especially for the acquisition or construction of a fixed asset are capitalised when:

- (i) expenditures for the assets are incurred; and
- borrowing costs are incurred; and
- (iii) the acquisition and construction activities that are necessary to bring the assets to their expected usable conditions have commenced.

The capitalisation of borrowing costs is suspended during the period in which the acquisition or construction of a fixed asset is abnormally interrupted, and the interruption period is more than 3 months. Borrowing costs during the period are then treated as an expense of the current period until the acquisition or construction is resumed.

The capitalisation of borrowing costs ceases when the fixed asset being acquired or constructed is substantially ready for its intended use and borrowing costs incurred thereafter are recorded as financial expenses in the period in which they are incurred.

The capitalised borrowing costs for each accounting period are computed based on the accumulated weighted average expenditure incurred for the acquisition or construction of fixed assets up to the end of the period, using the related weighted average interest rate, subject to the actual borrowing costs and amortisation of discounts and premiums thereof. Exchange difference and significant specific ancillary borrowing expenses of foreign specific borrowing will be capitalised at its actual cost.

Expenses incurred in other borrowings should be recognised as financial expenses in the period in which they are incurred.

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### PRINCIPAL ACCOUNTING POLICIES, ACCOUNTING ESTIMATES AND CONSOLIDATION OF FINANCIAL **STATEMENTS** (continued)

#### 15. Intangible assets

The Group's intangible assets represent land use rights and are stated at cost less accumulated amortisation. Amortisation is calculated on a straight-line basis to write off the cost over the lease term of 50 years.

The Group reviews the carrying amount of its intangible assets periodically. Any excess of the carrying amount of the asset over the recoverable amount is recognised as an impairment provision and is charged to the income statement in the current period.

#### 16. Housing subsidies

Prior to 1 January 2003, pursuant to an implemented staff housing subsidies scheme, one-off lump sum housing subsidies for current and retired employees are charged to retained profits upon payment. Starting from 1 January 2003, as the staff housing subsidies scheme has been revised, staff housing subsidies paid in year 2003 and staff housing subsidies that will be paid to current and retired employees in future years are charged to administrative expenses in the year 2003. Please refer to Note V point 45(ii) for details.

#### 17. Pension benefits

Contributions to a government-organised pension scheme are charged to the income statement as incurred.

Pension benefits payable to early retired employees prior to such employees joining the governmentorganised pension scheme upon normal retirement were assumed by the Company commencing from 1 January 2000. Such benefits payable are related to past services of such employees, and have been charged to the income statement on an one-off basis.

#### 18. Specific payables

Government subsidies for specific construction projects are recognised as specific payables on actual receipt of the subsidies. Upon completion of the subsidised construction projects, the costs incurred are recognised as fixed assets and the utilised portion of specific payables thereof are transferred to the capital reserve.

#### 19. Revenue recognition

Revenue from the sale of goods is recognised when the significant risks and rewards in relation to ownership of the goods have been transferred to the buyer, the Group retains neither continuing management nor effective control over the goods sold; and when it is probable that the economic benefits associated with the transaction will flow to the Group; and the relevant amounts of revenue and costs can be measured reliably.

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#### PRINCIPAL ACCOUNTING POLICIES, ACCOUNTING ESTIMATES AND CONSOLIDATION OF FINANCIAL 11. **STATEMENTS** (continued)

#### 19. Revenue recognition (continued)

Revenue from the sale of goods is determined according to the invoiced value of goods sold, and excludes value added tax ("VAT"). Sales returns and allowances are recorded as a reduction of revenue in the period in which the returns and allowances occur. Cash discounts are recognised as expenses in the period in which they are incurred.

Interest income is recognised using the matching principle and after taking into account the principal outstanding and the effective interest rate applicable.

#### 20. Income tax

The Company uses tax payable method to account for income tax. Current period's profit before tax is adjusted according to relevant tax laws to arrive at the taxable profit, which is used to calculate income tax expenses.

#### 21. Related parties

Parties are considered to be related if, in making financial and operating decisions one party has the ability, directly or indirectly, to control or jointly control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence. Related parties may be individuals or corporate entities.

#### 22. Preparation of consolidated financial statements

The Group's consolidated financial statements are prepared according to the rules of directive No. 1995(11) issued by the Ministry of Finance. The consolidated financial statements include companies in which the Group has over 50% of the equity voting rights, or companies in which the Group has less than 50% of the equity voting rights, but is able to control its financial and operating policies. All significant intercompany transactions and balances within the Group are eliminated in consolidation.

#### 23. Change in accounting policy

Pursuant to the rules of "Accounting Standard for Business Enterprises - Events Occurring After the Balance Sheet Date" as revised by the Ministry of Finance in year 2003, 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 authorised for issuance, is presented as a separate component of shareholders' funds on the balance sheet, whereas such profit distribution was regarded as an adjusting event and recognised as dividend payable on the balance sheet date in prior years. This change in accounting policy has been retrospectively applied. Prior year adjustment resulted from the adoption of the revised Accounting Standard for Business Enterprises is detailed in Note V point 42.

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### PRINCIPAL ACCOUNTING POLICIES, ACCOUNTING ESTIMATES AND CONSOLIDATION OF FINANCIAL **STATEMENTS** (continued)

#### 24. Change in accounting estimate

In recent years, the iron and steel industry has undergone a quickened pace in both its technological improvement and the replacement of its plant and machinery and, hence, according to the actual usage of its fixed assets, the Company has raised its average annual depreciation rate for metallurgical equipment, industrial furnaces, transportation equipment and automated meters; and its buildings and structures by 2% and 0.4% respectively. The Company's revised average annual depreciation rate has thus increased from the original rate of 5.6% to 6.5%.

> Before revision After revision

Depreciation charge for the year

RMB913,422,534 RMB1,043,600,468

The Company adopts the change in accounting estimate prospectively. The change in accounting estimate resulted in a decrease of profit before tax by RMB130,177,934 in the current year.

#### III. TAX

The principal kinds of taxes and the related rates are as follows:

#### 1. VAT

The VAT rate of the Group's principal products is 17%. The output VAT is offset against the input VAT paid on purchases. The Group has to pay VAT on the net balance.

#### **Business tax**

Payable based on 5% of the service income.

#### City construction and maintenance tax

Payable based on 7% of the net VAT and business tax to be paid.

#### 4. **Education surcharge**

Payable based on 3% of the net VAT and business tax to be paid.

#### Flood prevention fund

Payable based on 0.06% of last year's sales or operating income.

#### Real estate tax

Payable based on certain percentage of the cost of real estate with legal title in accordance with relevant regulations.

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#### III. TAX (continued)

#### 7. Income tax

The corporate income tax of the Company and its subsidiaries is calculated at 15% to 33%, on their estimated assessable profits for the year based on existing legislation, interpretations and practice in respect thereof. Ma Steel (Wuhu) Processing and Distribution Co., Ltd. ("Ma Steel (Wuhu)") (a subsidiary of the Company) is a production foreign investment enterprise registered in Wuhu Economic and Technological Development Zone. Its corporate income tax has been provided at the rate of 15%. As Ma Steel (Wuhu) commenced its operations in the second half of year 2003, after obtaining authorisation from respective tax bureau, it is exempted from corporate income tax starting from year 2004 for two years, followed by a 50% reduction of corporate income tax for the succeeding three years. Profits tax of the Hong Kong subsidiary has been provided at the rate of 17.5% on the estimated assessable profits which were earned in or derived from Hong Kong during the year. No provision for income tax for other overseas subsidiary has been made as there were no assessable profits during the year.

#### **SUBSIDIARIES AND ASSOCIATES**

| Name of investee   | Place of incorporation and | Principal   | Registered    | Paid-up       | Investment cost of the | equity        | ntage of<br>held by<br>ompany |
|--|----------------------------|---|---------------|---------------|------------------------|---------------|-------------------------------|
| company  | registration               | activities  | capital       | capital       | <b>Company</b><br>RMB  | directly<br>% | indirectly<br>%               |
| Subsidiaries   |                            |   |               |               |                        |               |                               |
| Ma Steel International Trade and Economic Corporation ("Ma Steel International Trade Corp.")                     | Anhui, PRC                 | Import of machinery and and raw materials and export of steel products  | RMB50,000,000 | RMB50,000,000 | 50,000,000             | 100           | -                             |
| Design & Research<br>Institute of Maanshan<br>Iron & Steel Company<br>Limited ("Design &<br>Research Institute") | Anhui, PRC                 | Planning and design of<br>metallurgical, construction<br>and environmental<br>protection projects                               | RMB12,720,000 | RMB12,720,000 | 7,500,000              | 58.96         | 7.86                          |
| MG Control Technique<br>Company Limited<br>("MG Control<br>Technique")   | Anhui, PRC                 | Planning and design of<br>automation system;<br>purchase, installation and<br>repairs of computers and<br>communication systems | RMB8,000,000  | RMB8,000,000  | 7,500,000              | 93.75         | 4.18                          |

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### IV. SUBSIDIARIES AND ASSOCIATES (continued)

| Name of investee company  | Place of<br>incorporation<br>and<br>registration | Principal activities  | Registered<br>capital | Paid-up<br>capital | Investment<br>cost of the<br>Company<br>RMB | equity | ntage of<br>held by<br>ompany<br>indirectly<br>% |
|---|--|---|-----------------------|--------------------|---|--------|--|
| Subsidiaries (continued)  |  |   |                       |                    |   |        |  |
| Anhui Masteel K. Wah<br>New Building<br>Materials Co., Ltd.<br>("Anhui Masteel K. Wah<br>(Note 2) | Anhui, PRC                                       | Production, sale and<br>transportation of slag<br>products and provision<br>of related consultation<br>services   | U\$\$4,290,000        | US\$4,290,000      | 24,854,930                                  | 70     | -  |
| Ma Steel (Wuhu) Processing and Distribution Co., Ltd. (Notes 1, 2)                                | Anhui, PRC                                       | Processing and sale of<br>metallic products;<br>processing of motor<br>vehicle spare parts and<br>sale of construction<br>materials and chemical<br>products (except dangerous<br>products) | U\$\$850,000          | U\$\$850,000       | 8,225,885                                   | 70     | 30   |
| Ma Steel (Guangzhou) Processing and Distribution Co., Ltd. ("Ma Steel (Guangzhou) (Notes 1, 2)    | Guangdong, PRC                                   | Production, processing<br>and sale of steel plates,<br>steel wires and steel<br>section; provision of<br>storage, transportation<br>and after-sales services                                | RMB120,000,000        | RMB97,883,480      | 80,000,000                                  | 66.67  | -  |
| Maanshan Iron & Steel<br>(HK) Limited<br>("Ma Steel (HK)")  | Hong Kong, PRC                                   | Trading of steel and iron ores,<br>and provision of steel<br>trading agency services<br>and transportation services   | HK\$4,800,000         | HK\$4,800,000      | 4,101,688                                   | 80     | 20   |
| MG Trading and<br>Development GmbH<br>("MG Trading")  | Germany  | Trading of equipment,<br>iron and steel products<br>and provision of<br>technology services   | EUR153,388            | EUR153,388         | 1,573,766                                   | 100    | -  |

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#### **SUBSIDIARIES AND ASSOCIATES (continued)**

| Name of investee                        | Place of incorporation and | Principal  | Registered     | Paid-up        | Investment cost of the | equity   | ntage of<br>held by<br>ompany |
|---|----------------------------|--|----------------|----------------|------------------------|----------|-------------------------------|
| company                                 | registration               | activities   | capital        | capital        | Company                | directly | indirectly                    |
|   |                            |  |                |                | RMB                    | %        | %                             |
| Associates                              |                            |  |                |                |                        |          |                               |
| 濟源市金馬焦化有限<br>公司("濟源市金馬焦<br>化") (Note 1) | Henan, PRC                 | Production and sale of coke, tar, benzene and coal gas | RMB200,000,000 | RMB200,000,000 | 80,000,000             | 40       | -                             |
| 滕州盛隆煤焦化                                 | Shandong, PRC              | Production and sale of                                 | RMB208,800,000 | RMB208,800,000 | 66,776,000             | 32       | -                             |
| 有限公司("滕州盛<br>隆煤焦化 <i>"</i> ) (Note 1)   |                            | coke, tar, coal gas and coke chemical products;        |                |                |                        |          |                               |
|   |                            | provision of logistics services                        |                |                |                        |          |                               |
| 馬鞍山市五環報廢汽車<br>回收拆解有限責任                  | Anhui, PRC                 | Recycing and dismantling of scrap motor vehicle and    | RMB500,000     | RMB500,000     | 200,000                | 40       | -                             |
| 公司("五環汽車回收")                            |                            | trading of steel products                              |                |                |                        |          |                               |
|   |                            |  |                |                | 330,732,269            |          |                               |

Note 1: Newly incorporated during the year

Note 2: In the current year, two subsidiaries of the Company, Ningbo Chang Yi Company Limited ("Ningbo Chang Yi") and Shanghai Zhong Ma Company Limited ("Shanghai Zhong Ma"), have completed their liquidation processes and hence are not included in the consolidated financial statements of the Group. Anhui Masteel K. Wah, which was newly incorporated in 2002, and Ma Steel (Wuhu) and Ma Steel (Guangzhou), which were newly incorporated in the current year, have been included in the consolidated financial statements of the Group in the current year.

The names of certain PRC subsidiaries in English are direct translations of their registered names in Chinese.

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#### **MAJOR NOTES TO FINANCIAL STATEMENTS**

#### Cash and balances with financial institutions

|                         | 31 December 2003      |          |               | 31 December 2002 |          |               |  |
|-------------------------|-----------------------|----------|---------------|------------------|----------|---------------|--|
|                         | Original              | Exchange |               | Original         | Exchange |               |  |
|                         | currency              | rate     | RMB           | currency         | rate     | RMB           |  |
| Cash on hand            | RMB95,725             | 1.0000   | 95,725        | RMB107,988       | 1.0000   | 107,988       |  |
| Balances with financial | RMB1,890,641,474      | 1.0000   | 1,890,641,474 | RMB740,934,364   | 1.0000   | 740,934,364   |  |
| institutions (Note 2)   | HK\$56,384,060        | 1.0657   | 60,088,492    | HK\$81,054,627   | 1.0611   | 85,974,085    |  |
|                         | US\$23,795,575        | 8.2767   | 196,954,255   | US\$3,012,401    | 8.2773   | 24,934,344    |  |
|                         | EUR2,200,460          | 10.3383  | 22,749,008    | EUR903,070       | 8.6360   | 7,798,911     |  |
|                         | JPY5,086,217          | 0.077263 | 393,165       | -                | -        | -             |  |
| Other balances with     | RMB150,531            | 1.0000   | 150,531       | RMB73,247,569    | 1.0000   | 73,247,569    |  |
| financial institutions  | US\$20,657,897 (Note) | 8.2767   | 171,016,375   | US\$14,515,274   | 8.2773   | 120,146,535   |  |
|                         | EUR5,173,345          | 10.3383  | 53,483,593    | EUR1,020,176     | 8.6360   | 8,217,892     |  |
|                         | JPY294,624,233        | 0.077263 | 22,721,279    | JPY184,582,131   | 0.069035 | 12,742,628    |  |
| Total                   |                       |          | 2,418,293,897 |                  |          | 1,074,104,316 |  |

Note: Fixed deposits amounting to US\$1,039,000 (equivalent to RMB8,636,646) have been pledged to the Hongkong and Shanghai Banking Corporation Limited and fixed deposit of US\$145,725 (equivalent to RMB1,206,125) has been pledged to the Bank of China, Maanshan Branch as securities for the provision of banking facilities to Ma Steel (HK) and Ma Steel International Trade Corp. respectively. The deposits were not readily available for payment.

The Group's cash and balances with financial institutions increased by 125% was mainly attributable to the increase in sales and bank borrowings.

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#### MAJOR NOTES TO FINANCIAL STATEMENTS (continued)

#### Balances with financial institutions 2.

The balances with financial institutions included the following overdue Hong Kong dollar fixed deposit principal amounts with five non-bank financial institutions, aggregating approximately RMB169 million (31 December 2002: RMB202 million).

|  | 31 December | 31 December |
|--|-------------|-------------|
|  | 2003        | 2002        |
|  | RMB'000     | RMB'000     |
| Guangdong International Trust & Investment               |             |             |
| Corporation ("GITIC")                                    | 24,730      | 26,327      |
| China Venturetech Investment Corporation                 |             |             |
| ("China Venturetech")                                    | 9,954       | 9,954       |
| CITIC Ningbo Inc. ("Ningbo CITIC")                       | 45,112      | 45,112      |
| SEG International Trust & Investment Corporation ("SEG") | 46,545      | 46,545      |
| Shenzhen Leasing Co. Ltd. ("SLCL")                       | 42,530      | 74,242      |
|  | 168,871     | 202,180     |
| Provision for overdue deposits                           | (126,341)   | (175,000)   |
|  | 42,530      | 27,180      |

Based on legal advice, the directors are satisfied that the Company's deposits with the above five non-bank financial institutions are valid fixed deposits.

GITIC, China Venturetech and Ningbo CITIC are now in liquidation and the Company has registered its debts with their respective liquidators. On 28 February 2003, the People's High Court of the Guangdong Province declared an end to the bankruptcy proceeding in relation to GITIC bankruptcy case but the liquidation process will remain in progress. During the year, the Company has received repayment from GITIC amounted to approximately RMB1,597,000, but no repayment was received from China Venturetech and Ningbo CITIC. The directors are unable to estimate, as at the date on which these financial statements were approved, the amount of the outstanding deposit principal, the Company will be able to recover from these three companies.

The Company initiated legal proceedings against SEG in December 1998 and has obtained court judgements against SEG on 19 March 1999 for the principal amounts of those fixed deposits and interest thereon. However, SEG is currently in the process of business suspension and rectification under the supervision of the People's Bank of China. The recovery of the relevant deposit and interest can only be proceeded when the business suspension and rectification has been completed.

(Prepared under PRC accounting standards) 31 December 2003

#### MAJOR NOTES TO FINANCIAL STATEMENTS (continued)

#### Balances with financial institutions (continued)

On 16 March 2000, the Company reached an agreement with SLCL for the repayment of an amount of RMB84.8 million (HK\$80 million) over five years, in settlement of the deposit and accrued interest. In 2000, an amount of RMB10.6 million (HK\$10 million) was repaid by SLCL in accordance with the agreement. The remaining RMB74.2 million (HK\$70 million) was agreed to be repaid by instalments of RMB24.4 million (HK\$23 million) on both 31 December 2003 and 31 December 2004, and RMB25.4 million (HK\$24 million) on 30 June 2005, with interest being charged only from 1 January 2003. As no repayment was received from SLCL during 2003, subsequent to the year end, the Company signed a new agreement with SLCL on 30 March 2004. The Company agreed SLCL to repay HK\$40 million in respect of the outstanding overdue fixed deposit and waived the remaining balances. During the period from 31 March 2004 to 9 April 2004, repayment of approximately RMB42.5 million (HK\$40 million) was received from SLCL.

Based on the above factors, except for SLCL, the directors maintain the provision made for the remaining four overdue fixed deposits of RMB126 million, which is brought forward from 2002, and to continue to account for any interest income arising from these deposits on a receipt basis.

#### Short term investments

|  | 31 December |               |            | ember 2002    |  |
|--|-------------|---------------|------------|---------------|--|
|  |             | Provision for |            | Provision for |  |
|  | Investment  | decline in    | Investment | decline in    |  |
| Item                                   | cost        | value         | cost       | value         |  |
|  | RMB         | RMB           | RMB        | RMB           |  |
| Equity investment Note                 | 13,568,593  |               | 13,568,593 | 2,263,731     |  |
| Note:                                  |             |               | Closing    | Market        |  |
| Name of investee                       | Number of   | Investment    | market     | price at      |  |
| company                                | shares held | cost          | unit price | year end      |  |
|  |             | RMB           | RMB        | RMB           |  |
| China Petroleum & Chemical Corporation | 1,800,000   | 7,596,000     | 4.95       | 8,910,000     |  |
| Baoshan Iron & Steel Company Limited   | 1,428,850   | 5,972,593     | 7.07       | 10,101,970    |  |
| Total                                  |             | 13,568,593    |            | 19,011,970    |  |

The year end market prices of the shares were the closing market prices as at 31 December 2003 as disclosed in China Securities Journal.

According to the Group's opinion, there is no material restriction on realisation of investments as at the balance sheet date.

The movement of provision for decline in value of short term investments for the year 2003 is disclosed in the supplementary information of the financial statements.

(Prepared under PRC accounting standards) 31 December 2003

#### **MAJOR NOTES TO FINANCIAL STATEMENTS (continued)**

#### Bills receivable

|                                | 31 December<br>2003<br>RMB | 31 December<br>2002<br>RMB |
|--------------------------------|----------------------------|----------------------------|
| Bank bills<br>Commercial bills | 2,121,201,173              | 665,937,577<br>96,330      |
|                                | 2,121,201,173              | 666,033,907                |

The Group's bills receivable increased by 218% was mainly attributable to the increase in sales and the increase in the use of bills by customers in settling payment.

As at 31 December 2003, the Group's discounted bills amounted to RMB403.43 million, all being bank bills.

The balance of bills receivable does not contain any amount due from a shareholder who holds 5% or above of the Company's equity interest.

#### Trade receivables 5.

Trade receivables ageing analysis:

| Trade receivables  | ageing analys | 13.       |               |       |                  |          |               |       |
|--------------------|---------------|-----------|---------------|-------|------------------|----------|---------------|-------|
|                    |               |           |               |       | Group            |          |               |       |
|                    | ;             | 31 Decemb | per 2003      |       |                  | 31 Decem | ber 2002      |       |
|                    |               |           | Provision for |       |                  |          | Provision for |       |
|                    | Balance       | Ratio     | bad debts     | Ratio | Balance          | Ratio    | bad debts     | Ratio |
|                    | RMB           | %         | RMB           | %     | RMB              | %        | RMB           | %     |
| Within one year    | 198,643,026   | 74        | (389,656)     | _     | 143,591,853      | 51       | (1,296,286)   | 1     |
| One to two years   | 6,302,458     | 2         | (1,575,615)   | 25    | 41,107,940       | 14       | (11,475,524)  | 28    |
| Two to three years | 17,384,264    | 7         | (8,692,132)   | 50    | 16,513,217       | 6        | (12,011,159)  | 73    |
| Over three years   | 46,572,261    | 17        | (46,552,261)  | 100   | 82,811,641       | 29       | (82,375,128)  | 100   |
| Total              | 268,902,009   | 100       | (57,209,664)  |       | 284,024,651      | 100      | (107,158,097) |       |
|                    |               |           |               | (     | Company          |          |               |       |
|                    | ;             | 31 Decemb | per 2003      |       | 31 December 2002 |          |               |       |
|                    |               |           | Provision for |       |                  |          | Provision for |       |
|                    | Balance       | Ratio     | bad debts     | Ratio | Balance          | Ratio    | bad debts     | Ratio |
|                    | RMB           | %         | RMB           | %     | RMB              | %        | RMB           | %     |
| Within one year    | 155,755,999   | 69        | (389,656)     | _     | 154,136,294      | 53       | (1,296,286)   | 1     |
| One to two years   | 6,302,458     | 3         | (1,575,615)   | 25    | 39,800,275       | 14       | (10,703,494)  | 27    |
| Two to three years | 17,384,264    | 8         | (8,692,132)   | 50    | 12,634,501       | 4        | (7,225,837)   | 57    |
| Over three years   | 46,572,261    | 20        | (46,552,261)  | 100   | 82,368,993       | 29       | (81,932,480)  | 100   |
| Total              | 226,014,982   | 100       | (57,209,664)  |       | 288,940,063      | 100      | (101,158,097) |       |

(Prepared under PRC accounting standards) 31 December 2003

#### MAJOR NOTES TO FINANCIAL STATEMENTS (continued)

#### Trade receivables (continued)

An analysis of the amount of bad debts provision written off in the current year:

|  |            | Group       |
|--|------------|-------------|
| Reason   | 2003       | 2002        |
|  | RMB        | RMB         |
| Bankrupt or liquidated debtors  Debtors with age greater than 3 years and demonstrated by sufficient evidence that | 5,637,029  | 98,499,976  |
| they were irrecoverable  | 53,881,404 | 283,759,475 |
| Total  | 59,518,433 | 382,259,451 |
|  | C          | ompany      |
| Reason   | 2003       | 2002        |
|  | RMB        | RMB         |
| Bankrupt or liquidated debtors   | 5,637,029  | 93,617,039  |
| Debtors with age greater than 3 years and  |            |             |
| demonstrated by sufficient evidence that   |            |             |
| they were irrecoverable  | 47,881,404 | 277,342,412 |
| Total  | 53,518,433 | 370,959,451 |

As at 31 December 2003, the five largest trade receivables of the Group and the Company amounted to RMB130,291,358 and RMB130,078,975, respectively, which accounted for 48% and 58% of the gross trade receivables of the Group and the Company respectively.

Except for those as stated in Note VI point 6, the balance of trade receivables does not contain any amount due from a shareholder who holds 5% or above of the Company's equity interest.

Included in the Company's trade receivables is an amount due from subsidiaries of approximately RMB39.62 million (31 December 2002: RMB37.48 million) which principally arose from normal trading activities.

The movement of bad debts provision for trade receivables for the year 2003 is disclosed in the supplementary information of the financial statements.

(Prepared under PRC accounting standards) 31 December 2003

#### MAJOR NOTES TO FINANCIAL STATEMENTS (continued)

#### Other receivables 6.

One to two years

Two to three years

Over three years

Total

Other receivables ageing analysis:

|                    |             |          |               |       | Group            |          |               |       |
|--------------------|-------------|----------|---------------|-------|------------------|----------|---------------|-------|
|                    | 3           | 31 Decem | nber 2003     |       |                  | 31 Decei | mber 2002     |       |
|                    |             |          | Provision for |       |                  |          | Provision for |       |
|                    | Balance     | Ratio    | bad debts     | Ratio | Balance          | Ratio    | bad debts     | Ratio |
|                    | RMB         | %        | RMB           | %     | RMB              | %        | RMB           | %     |
| Within one year    | 129,363,151 | 68       | (2,984,780)   | 2     | 86,495,352       | 60       | (4,665,829)   | 5     |
| One to two years   | 10,190,637  | 5        | (4,104,425)   | 40    | 9,638,048        | 6        | (7,083,444)   | 73    |
| Two to three years | 6,743,435   | 4        | (6,450,804)   | 96    | 1,106,311        | 1        | (750,147)     | 68    |
| Over three years   | 44,996,156  | 23       | (44,996,156)  | 100   | 47,717,328       | 33       | (47,717,328)  | 100   |
| Total              | 191,293,379 | 100      | (58,536,165)  |       | 144,957,039      | 100      | (60,216,748)  |       |
|                    |             |          |               |       | Company          |          |               |       |
|                    | 3           | 31 Decem | nber 2003     |       | 31 December 2002 |          |               |       |
|                    |             |          | Provision for |       |                  |          | Provision for |       |
|                    | Balance     | Ratio    | bad debts     | Ratio | Balance          | Ratio    | bad debts     | Ratio |
|                    | RMB         | %        | RMB           | %     | RMB              | %        | RMB           | %     |
| Within one year    | 37,564,065  | 38       | (2,984,780)   | 8     | 40,809,330       | 41       | (4,665,829)   | 11    |

The increase in the Group's net other receivables by 57% was mainly attributable to the increase in unsettled amounts of other transactions.

(4,104,425)

(6,450,804)

(44,996,156)

(58,536,165)

40

96

100

9,638,048

1,106,311

47,717,328

99,271,017

10

1

48

100

(7,083,444)

(47,717,328)

(60,216,748)

(750,147)

73

68

100

As at 31 December 2003, the five largest other receivables of the Group and the Company amounted to RMB12,628,469, which accounted for 7% and 13% of the gross other receivables of the Group and the Company respectively.

The balance of other receivables does not contain any amount due from a shareholder who holds 5% or above of the Company's equity interest.

The movement of bad debts provision for other receivables for the year 2003 is disclosed in the supplementary information of the financial statements.

10

7

45

100

10,190,637

6,743,435

44,996,156

99,494,293

(Prepared under PRC accounting standards) 31 December 2003

#### MAJOR NOTES TO FINANCIAL STATEMENTS (continued)

#### 7. **Prepayments**

The Group's prepayments increased by 80% was mainly attributable to the increase in prepayments for materials and spare parts.

The ageing of prepayments is within one year.

Except for those as stated in Note VI point 6, the balance of prepayments does not contain any amount due from a shareholder who holds 5% or above of the Company's equity interest.

#### Inventories

|                  | 31 Decer      | nber 2003    | 31 Decer      | 31 December 2002 |  |  |
|------------------|---------------|--------------|---------------|------------------|--|--|
|                  | Balance       | Provision    | Balance       | Provision        |  |  |
|                  | RMB           | RMB          | RMB           | RMB              |  |  |
| Raw materials    | 1,123,971,210 | _            | 687,066,210   | _                |  |  |
| Work in progress | 416,073,624   | (3,000,000)  | 329,557,802   | (3,000,000)      |  |  |
| Finished goods   | 355,175,883   | (9,656,900)  | 199,716,241   | (9,656,900)      |  |  |
| Spare parts      | 559,672,891   | (64,736,350) | 571,256,789   | (133,851,755)    |  |  |
| Total            | 2,454,893,608 | (77,393,250) | 1,787,597,042 | (146,508,655)    |  |  |

The Group's inventories, net of provision, increased by 45% was mainly due to the increase in closing stock of raw materials and finished goods.

The movement of provision for inventories for the year 2003 is disclosed in the supplementary information of the financial statements.

#### 9. Long term investments

|                                |            | (           | Group       |             |
|--------------------------------|------------|-------------|-------------|-------------|
|                                | At         | Increase    | Decrease    | At          |
|                                | 1 January  | during      | during      | 31 December |
| Item                           | 2003       | the year    | the year    | 2003        |
|                                | RMB        | RMB         | RMB         | RMB         |
| Long term equity investments   |            |             |             |             |
| Investments in associates (ii) | -          | 146,976,000 | -           | 146,976,000 |
| Other equity investments (iii) | 6,517,035  | 10,000,000  | (100,000)   | 16,417,035  |
|                                | 6,517,035  | 156,976,000 | (100,000)   | 163,393,035 |
| Long term debt investment      |            |             |             |             |
| Other debt investment (iv)     | 21,558,870 |             | (5,320,000) | 16,238,870  |
| Total                          | 28,075,905 | 156,976,000 | (5,420,000) | 179,631,905 |

(Prepared under PRC accounting standards) 31 December 2003

#### **MAJOR NOTES TO FINANCIAL STATEMENTS (continued)**

#### Long term investments (continued)

|                                 |             | Co          | mpany        |             |
|---------------------------------|-------------|-------------|--------------|-------------|
|                                 | At          | Increase    | Decrease     | At          |
|                                 | 1 January   | during      | during       | 31 December |
| Item                            | 2003        | the year    | the year     | 2003        |
|                                 | RMB         | RMB         | RMB          | RMB         |
| Long term equity investments    |             |             |              |             |
| Investments in subsidiaries (i) | 89,447,590  | 132,990,607 | (15,351,562) | 207,086,635 |
| Investments in associates (ii)  | _           | 146,976,000 | _            | 146,976,000 |
| Other equity investments (iii)  | 6,517,035   | 10,000,000  | (100,000)    | 16,417,035  |
|                                 | 95,964,625  | 289,966,607 | (15,451,562) | 370,479,670 |
| Long term debt investment       |             |             |              |             |
| Other debt investment (iv)      | 21,558,870  | _           | (5,320,000)  | 16,238,870  |
| Total                           | 117,523,495 | 289,966,607 | (20,771,562) | 386,718,540 |

The increase in the Group's long term investments by 540% was mainly attributable to the increase in investments in associates.

The increase in the Company's long term investments by 229% was mainly attributable to the increase in investments in subsidiaries and associates.

(Prepared under PRC accounting standards) 31 December 2003

### **MAJOR NOTES TO FINANCIAL STATEMENTS (continued)**

### Long term investments (continued)

Investments in subsidiaries (i)

|                              |            |                      |            |            |             | Co          | mpany       |            |               |                 |             |             |
|------------------------------|------------|----------------------|------------|------------|-------------|-------------|-------------|------------|---------------|-----------------|-------------|-------------|
|                              | F          | Percentage of equity |            |            | Investn     | nent cost   |             |            | Adjustment fo | or gain or loss |             |             |
|                              |            | held                 | Initial    |            | Increase    | Decrease    |             |            | Increase      | Decrease /      | Accumulated |             |
| Name of                      | Investment | by the               | investment | Opening    | during      | during      | Closing     | Opening    | during        | during          | increase/   | Closing     |
| investee company             | period     | Company              | cost       | balance    | the year    | the year    | balance     | balance    | the year      | the year        | (decrease)  | balance     |
|                              |            | %                    | RMB        | RMB        | RMB         | RMB         | RMB         | RMB        | RMB           | RMB             | RMB         | RMB         |
| Ma Steel International Trade |            |                      |            |            |             |             |             |            |               |                 |             |             |
| Corp.                        | N/A        | 100                  | 50,000,000 | 50,000,000 | -           | -           | 50,000,000  | -          | 5,932,853     | -               | 5,932,853   | 55,932,853  |
| Design & Research Institute  | N/A        | 58.96                | 7,500,000  | 7,500,000  | -           | -           | 7,500,000   | 2,082,380  | 3,746,568     | (1,257,653)     | 4,571,295   | 12,071,295  |
| MG Control Technique         | 4 years    | 93.75                | 6,649,632  | 6,649,632  | 850,368     | -           | 7,500,000   | 58,011     | 302,775       | -               | 360,786     | 7,860,786   |
| Shanghai Zhong Ma            | -          | -                    | -          | 900,000    | -           | (900,000)   | -           | 5,671,805  | 3,059,478     | (8,731,283)     | -           | -           |
| Ningbo Chang Yi              | -          | -                    | -          | 200,000    | -           | (200,000)   | -           | 4,462,626  | -             | (4,462,626)     | -           | -           |
| Anhui Masteel K. Wah         | 30 years   | 70                   | 24,854,930 | -          | 24,854,930  | -           | 24,854,930  | -          | -             | -               | -           | 24,854,930  |
| Ma Steel (Wuhu)              | 30 years   | 70                   | 8,225,885  | -          | 8,225,885   | -           | 8,225,885   | -          | 4,640,688     | -               | 4,640,688   | 12,866,573  |
| Ma Steel (Guangzhou)         | 50 years   | 66.67                | 80,000,000 | -          | 80,000,000  | -           | 80,000,000  | -          | -             | -               | -           | 80,000,000  |
| Ma Steel (HK)                | N/A        | 80                   | 4,101,688  | 4,101,688  | -           | -           | 4,101,688   | 6,239,402  | 1,339,412     | -               | 7,578,814   | 11,680,502  |
| MG Trading                   | N/A        | 100                  | 1,573,766  | 1,573,766  |             |             | 1,573,766   | 208,280    | 37,650        |                 | 245,930     | 1,819,696   |
|                              |            |                      |            | 70,925,086 | 113,931,183 | (1,100,000) | 183,756,269 | 18,722,504 | 19,059,424    | (14,451,562)    | 23,330,366  | 207,086,635 |
| Less: Impairment provision   |            |                      |            | (200,000)  |             | 200,000     |             |            |               |                 |             |             |
| Total                        |            |                      |            | 70,725,086 | 113,931,183 | (900,000)   | 183,756,269 |            |               |                 |             | 207,086,635 |

#### (ii) Investments in associates

| Group and | Company |
|-----------|---------|
|-----------|---------|

|                  |            | equity         |                    |         | Investm            | ent cost           |             |         | Adjustment fo      | r gain or loss |                       |             |
|------------------|------------|----------------|--------------------|---------|--------------------|--------------------|-------------|---------|--------------------|----------------|-----------------------|-------------|
| Name of          |            | held<br>by the | Initial investment | Opening | Increase<br>during | Decrease<br>during | Closing     | Opening | Increase<br>during | Decrease A     | Accumulated increase/ | Closing     |
| investee company | period Cor | mpany          | cost               | balance | the year           | the year           | balance     | balance | the year           | the year       | (decrease)            | balance     |
|                  |            | %              | RMB                | RMB     | RMB                | RMB                | RMB         | RMB     | RMB                | RMB            | RMB                   | RMB         |
| 濟源市金馬焦化          | 50 years   | 40             | 80,000,000         | -       | 80,000,000         | -                  | 80,000,000  | -       | -                  | -              | -                     | 80,000,000  |
| 滕州盛隆煤焦化          | 50 years   | 32             | 66,776,000         | -       | 66,776,000         | -                  | 66,776,000  | -       | -                  | -              | -                     | 66,776,000  |
| 五環汽車回收           | N/A        | 40             | 200,000            | -       | 200,000            | -                  | 200,000     | -       | -                  | -              | -                     | 200,000     |
| Total            |            |                |                    | _       | 146,976,000        | _                  | 146,976,000 | _       | _                  | _              | _                     | 146,976,000 |

(Prepared under PRC accounting standards) 31 December 2003

### **MAJOR NOTES TO FINANCIAL STATEMENTS (continued)**

### Long term investments (continued)

### (iii) Other equity investments

Equity investments accounted for using the cost method:

| Name of investee company | Nature of investments | Number of shares held | Percentage of<br>equity held by<br>the Company<br>% | Investment<br>cost<br>RMB |
|--------------------------|-----------------------|-----------------------|---|---------------------------|
| Shanghai Chlor-Alkali    |                       |                       |   |                           |
| Chemical Company         | Legal                 |                       |   |                           |
| Limited                  | person shares         | 164,578               | 0.014   | 807,926                   |
| Tangshan Iron and Steel  | Legal                 |                       |   |                           |
| Company Limited          | person shares         | 1,003,200             | 0.074   | 4,559,109                 |
| 河南龍宇能源股份                 | Legal                 |                       |   |                           |
| 有限公司                     | person shares         | 6,500,138             | 1.58  | 10,000,000                |
| Others                   |                       |                       |   | 1,050,000                 |
| Total                    |                       |                       |   | 16,417,035                |
|                          |                       |                       |   |                           |

### (iv) Other debt investment

| Debtor | Principal<br>amount | Annual<br>interest<br>rate | Maturity<br>date | Interest for the year | Accumulated<br>interest<br>received/<br>receivable | Carrying<br>value |
|--------|---------------------|----------------------------|------------------|-----------------------|--|-------------------|
| Debtoi |                     |                            | date             | •                     |  |                   |
|        | RMB                 | %                          |                  | RMB                   | RMB  | RMB               |
| 安徽省電力  |                     |                            |                  |                       |  |                   |
| 開發總公司  | 16,238,870          | Nil                        | 2004-2009        |                       |  | 16,238,870        |

The movement of provision for long term investments for the year 2003 is disclosed in the supplementary information of the financial statements.

(Prepared under PRC accounting standards) 31 December 2003

#### **MAJOR NOTES TO FINANCIAL STATEMENTS (continued)**

#### 10. Fixed assets

|   | Buildings<br>and structures<br>RMB | Plant,<br>machinery and<br>equipment<br>RMB | Transportation<br>vehicles and<br>equipment<br>RMB | <b>Total</b><br>RMB          |
|---|------------------------------------|---|--|------------------------------|
| Cost  |                                    |   |  |                              |
| At 1 January 2003 Additions Transferred from construction | 6,489,570,226<br>2,848,027         | 7,771,582,486<br>10,059,964                 | 494,053,931<br>788,800                             | 14,755,206,643<br>13,696,791 |
| in progress (Note 12) Reclassifications                   | 1,498,730,078<br>139,863,749       | 3,884,087,135<br>(145,112,748)              | 53,979,288<br>5,248,999                            | 5,436,796,501<br>–           |
| Disposal  | (56,566,357)                       | (296,686,669)                               | (48,710,097)                                       | (401,963,123)                |
| At 31 December 2003                                       | 8,074,445,723                      | 11,223,930,168                              | 505,360,921  | 19,803,736,812               |
| Accumulated depreciation                                  |                                    |   |  |                              |
| At 1 January 2003   | 1,685,712,670                      | 3,118,439,583                               | 305,057,066  | 5,109,209,319                |
| Provided during the year                                  | 310,335,177                        | 700,101,240                                 | 36,013,751   | 1,046,450,168                |
| Reclassifications   | 27,309,010                         | (27,393,255)                                | 84,245   | _                            |
| Disposal  | (26,694,964)                       | (237,538,890)                               | (42,432,317)                                       | (306,666,171)                |
| At 31 December 2003                                       | 1,996,661,893                      | 3,553,608,678                               | 298,722,745  | 5,848,993,316                |
| Net book value  |                                    |   |  |                              |
| At 31 December 2003                                       |                                    |   |  |                              |
| Net book value  | 6,077,783,830                      | 7,670,321,490                               | 206,638,176  | 13,954,743,496               |
| Less: Impairment provision                                | (37,590,200)                       | (162,976,100)                               |  | (200,566,300)                |
| Net book value, net                                       |                                    |   |  |                              |
| of impairment provision                                   | 6,040,193,630                      | 7,507,345,390                               | 206,638,176  | 13,754,177,196               |
| At 31 December 2002                                       |                                    |   |  |                              |
| Net book value  | 4,803,857,556                      | 4,653,142,903                               | 188,996,865  | 9,645,997,324                |
| Less: Impairment provision                                | (73,486,600)                       | (222,880,500)                               |  | (296,367,100)                |
| Net book value, net                                       |                                    |   |  |                              |
| of impairment provision                                   | 4,730,370,956                      | 4,430,262,403                               | 188,996,865  | 9,349,630,224                |
|   |                                    |   |  |                              |

The Group's fixed assets net of impairment provision increased by 47% was mainly attributable to the increase in the transfer from construction in progress.

The movement of provision for impairment of fixed assets for the year 2003 is disclosed in the supplementary information of the financial statements.

(Prepared under PRC accounting standards) 31 December 2003

### **MAJOR NOTES TO FINANCIAL STATEMENTS (continued)**

#### 11. Construction materials

| 31 December | 31 December |
|-------------|-------------|
| 2003        | 2002        |
| RMB         | RMB         |
| 313,428,274 | 838,980,700 |
|             | 2003<br>RMB |

The decrease in the Group's construction materials by 63% was mainly attributable to the increase in the amount of equipment put into use in construction projects.

#### 12. Construction in progress

Construction in progress represents the following major projects which remained uncompleted as at 31 December 2003:

|    |   |           | At          | Additions     | Transferred to  | At            |                                      |               |
|----|---|-----------|-------------|---------------|-----------------|---------------|--------------------------------------|---------------|
|    |   | Budgeted  | 1 January   | during        | fixed assets    | 31 December   |                                      | Percentage of |
| Na | me of project   | cost      | 2003        | the year      | (Note 10)       | 2003          | Source of fund                       | completion    |
|    |   | RMB'000   | RMB         | RMB           | RMB             | RMB           |                                      | %             |
| 1. | Thin Plate Project                                    | 5,200,000 | 649,266,073 | 3,710,110,225 | (2,679,210,000) | 1,680,166,298 | Internally generated funds           | 84            |
|    | Including borrowing costs capitalised:                |           | 27,790,666  | 250,855,652   | (99,819,409)    | 178,826,909   | and loans from financial institution |               |
| 2  | Modification of Train Wheel                           |           |             |               |                 |               |                                      |               |
| 2. | Rolling System  | 320,000   | 153,398,640 | 102,556,670   | -               | 255,955,310   | Internally generated funds           | 80            |
|    | Including borrowing costs capitalised:                |           | 304,050     | 11,680,000    | _               | 11,984,050    | and loans from                       |               |
|    | including borrowing costs capitalised.                |           | 304,030     | 11,000,000    |                 |               | financial institution                |               |
| 3. | 40000m³ Oxygenerator                                  | 340,000   | 2,221,094   | 227,239,545   | -               | 229,460,639   | Internally                           | 67            |
|    |   |           |             |               |                 |               | generated funds                      |               |
| 4. | Auxiliary Facilities                                  | 623,000   | 146,475,734 | 266,839,847   | (237,180,000)   | 176,135,581   | Internally generated funds           | 68            |
| 5. | 20000m³ Oxygenerator of<br>Gas and Steam Supply Plant | 129,984   | 809,082     | 99,939,611    | -               | 100,748,693   | Internally generated funds           | 78            |

(Prepared under PRC accounting standards) 31 December 2003

### MAJOR NOTES TO FINANCIAL STATEMENTS (continued)

### 12. Construction in progress (continued)

| Name of project   | Budgeted<br>cost<br>RMB'000 | At<br>1 January<br>2003<br>RMB | Additions<br>during<br>the year<br>RMB | Transferred to<br>fixed assets<br>(Note 10)<br>RMB | At<br>31 December<br>2003<br>RMB | Source of fund                                  | Percentage of completion |
|---|-----------------------------|--------------------------------|--|--|----------------------------------|---|--------------------------|
| 6. No.3 Generator Group of Thermal Power Plant            | 120,000                     | 8,810,808                      | 67,161,620                             | -  | 75,972,428                       | Internally<br>generated funds<br>and loans from | 63                       |
| Including borrowing costs capitalised:                    |                             | -                              | 2,179,835                              | -  | 2,179,835                        | financial institution                           |                          |
| 7. Coke Dry Quenching Project                             | 168,000                     | 20,856,085                     | 45,895,193                             | -  | 66,751,278                       | Internally generated funds                      | 40                       |
| Including borrowing costs capitalised:                    |                             | -                              | 4,377,760                              | -  | 4,377,760                        | and loans from financial institution            |                          |
|   |                             |                                |  |  |                                  | IIIIdiicidi IIISututioii                        |                          |
| The Recovery Engineering     of Coke Making Plant         | 170,000                     | 1,820,000                      | 61,416,447                             | -  | 63,236,447                       | Internally<br>generated funds                   | 37                       |
| 9. 850m³ Blast Furnace                                    | 225,000                     | -                              | 50,976,889                             | -  | 50,976,889                       | Internally generated funds                      | 23                       |
| 10. Coil Coating Lines Project                            | 285,000                     | 799,500                        | 40,877,933                             | -  | 41,677,433                       | Internally<br>generated funds<br>and loans from | 15                       |
|   |                             |                                |  |  |                                  | financial institution                           |                          |
| 11. No. 4 Converter of<br>No. 3 Steel Making Plant        | 212,130                     | -                              | 29,296,596                             | -  | 29,296,596                       | Internally generated funds                      | 14                       |
| 12. RH Furnace of<br>No. 1 Steel Making Plant             | 130,000                     | 20,000                         | 20,489,271                             | -  | 20,509,271                       | Internally generated funds                      | 16                       |
| 13. Revamping of High Speed Wire and Rolling Mill Project | 177,400                     | 110,188,007                    | 68,417,256                             | (172,389,957)                                      | 6,215,306                        | Internally generated funds                      | 100                      |
| 14. 2500m³ Blast Furnace                                  | 795,000                     | 160,449,840                    | 634,550,160                            | (795,000,000)                                      | -                                | Internally generated funds                      | 100                      |

(Prepared under PRC accounting standards) 31 December 2003

#### **MAJOR NOTES TO FINANCIAL STATEMENTS (continued)**

#### 12. Construction in progress (continued)

| Name of project                                   | Budgeted<br>cost<br>RMB'000 | At<br>1 January<br>2003<br>RMB | Additions<br>during<br>the year<br>RMB | Transferred to<br>fixed assets<br>(Note 10)<br>RMB | At<br>31 December<br>2003<br>RMB | Source of fund                       | Percentage of completion |
|---|-----------------------------|--------------------------------|--|--|----------------------------------|--------------------------------------|--------------------------|
| 15. 300m <sup>2</sup> Sintering Machine           | 298,000                     | 91,567,668                     | 203,452,332                            | (295,020,000)                                      | -                                | Internally generated funds           | 99                       |
| 16. No.3 Converter of<br>No. 1 Steel Making Plant | 250,000                     | 50,509,635                     | 179,490,365                            | (230,000,000)                                      | -                                | Internally generated funds           | 92                       |
| 17. Other projects                                |                             | 497,073,885                    | 717,965,212                            | (1,027,996,544)                                    | 187,042,553                      | Internally generated funds           |                          |
| Including borrowing costs capitalised:            |                             | 3,652,904                      | 406,718                                | (4,059,622)  |                                  | and loans from financial institution |                          |
|   |                             | 1,894,266,051                  | 6,526,675,172                          | (5,436,796,501)                                    | 2,984,144,722                    |                                      |                          |
| Less: Impairment provision                        |                             | (74,000,000)                   |  |  | (74,000,000)                     |                                      |                          |
|   |                             | 1,820,266,051                  | 6,526,675,172                          | (5,436,796,501)                                    | 2,910,144,722                    |                                      |                          |

The increase in the Group's construction in progress by 60% was attributable to the increase in the amount invested in construction projects.

The capitalisation rates of interest are 1.32% – 5.76% per annum.

The movement of provision for impairment of construction in progress for the year 2003 is disclosed in the supplementary information of the financial statements.

(Prepared under PRC accounting standards) 31 December 2003

#### MAJOR NOTES TO FINANCIAL STATEMENTS (continued)

#### 13. Intangible assets

|                 |               |               | At          | Additions  | Amortisation | At          | Remaining      |
|-----------------|---------------|---------------|-------------|------------|--------------|-------------|----------------|
|                 | Original      | Accumulated   | 1 January   | during     | during       | 31 December | years of       |
|                 | amount        | amortisation  | 2003        | the year   | the year     | 2003        | amortisation   |
|                 | RMB           | RMB           | RMB         | RMB        | RMB          | RMB         |                |
|                 |               |               |             |            |              |             |                |
| Land use rights | 1,028,251,518 | (168,422,522) | 859,828,996 | 24,737,133 | (20,756,836) | 863,809,293 | 39 to 50 years |

Addition in land use rights was acquired through purchase.

#### 14. Short term loans

|                 | Annual             | Maturity | 31 December   | 31 December |
|-----------------|--------------------|----------|---------------|-------------|
| Туре            | interest rate      | date     | 2003          | 2002        |
|                 | %                  |          | RMB           | RMB         |
|                 |                    |          |               |             |
|                 | 2.34 – 4.536,      | 2/2004 – |               |             |
| Unsecured loans | LIBOR (6 months)+1 | 12/2004  | 1,919,932,705 | 918,977,295 |

The Group's short term loans increased by 109% was mainly attributable to the increase in working capital loans borrowed for the purchase of materials.

#### 15. Trade payables

The increase in the Group's trade payables by 121% was mainly attributable to the increase in construction payables and accounts payable for equipment.

Certain of the Group's trade payables are aged over three years as a result of delay in settlement of construction fee.

Except for those as stated in Note VI point 6, the balance of trade payables does not contain any amount due to a shareholder who holds 5% or above of the Company's equity interest.

#### 16. Deposits received

The increase in the Group's deposits received by 100% was mainly attributable to the increase in sales deposits received.

The ageing of deposits received is within one year.

Except for those as stated in Note VI point 6, the balance of deposits received does not contain any amount due to a shareholder who holds 5% or above of the Company's equity interest.

(Prepared under PRC accounting standards) 31 December 2003

#### **MAJOR NOTES TO FINANCIAL STATEMENTS (continued)**

#### 17. Wages payable

The Group's wages payable decreased by 98% as the bonus payable for the year 2002 has been fully settled during the year.

The closing balance included RMB500,175 which was performance related wages brought forward from prior years.

### 18. Tax payable

|                                       | 31 December<br>2003<br>RMB | 31 December<br>2002<br>RMB |
|---------------------------------------|----------------------------|----------------------------|
| Income tax                            | 79,963,326                 | 40,518,550                 |
| VAT                                   | 218,194,492                | 43,003,405                 |
| Business tax                          | 2,073,991                  | 1,296,520                  |
| City construction and maintenance tax | 20,910,419                 | 3,194,440                  |
| Other taxes                           | 14,672,624                 | 7,215,042                  |
| Total                                 | 335,814,852                | 95,227,957                 |

The increase in the Group's tax payable by 253% was mainly attributable to the increase in VAT payable and income tax payable.

The basis of calculations and the applicable tax rates are disclosed in Note III to the financial statements.

#### 19. Other taxes payable

|                       | 31 December | 31 December |
|-----------------------|-------------|-------------|
|                       | 2003        | 2002        |
|                       | RMB         | RMB         |
| Education surcharge   | 9,247,323   | 1,631,156   |
| Flood prevention fund | 23,078,326  | 19,239,814  |
| Other taxes           |             | 1,742       |
| Total                 | 32,325,649  | 20,872,712  |

The Group's other taxes payable increased by 55% was mainly attributable to the increase in education surcharge and flood prevention fund.

The basis of calculations and the applicable tax rates are disclosed in Note III to the financial statements.

(Prepared under PRC accounting standards) 31 December 2003

#### **MAJOR NOTES TO FINANCIAL STATEMENTS (continued)**

#### 20. Other payables

|                                | 31 December<br>2003<br>RMB | 31 December<br>2002<br>RMB |
|--------------------------------|----------------------------|----------------------------|
| Labour costs                   | 56,668,409                 | 38,184,062                 |
| Construction fee               | 157,157,341                | 112,174,244                |
| Maintenance and inspection fee | 45,645,760                 | 29,229,943                 |
| Staff housing subsidies        | 175,097,533                | _                          |
| Others                         | 38,518,622                 | 39,632,184                 |
| Total                          | 473,087,665                | 219,220,433                |

The Group's other payables increased by 116% mainly because of the recognition of unpaid staff housing subsidies.

Certain of the Group's other payables are aged over three years as a result of delay in settlement of construction fee.

The balance of other payables does not contain any amount due to a shareholder who holds 5% or above of the Company's equity interest.

#### 21. Accrued charges

|  | 31 December | 31 December |
|--|-------------|-------------|
|  | 2003        | 2002        |
|  | RMB         | RMB         |
|  | (7.704.404  | F2 424 0/4  |
| Loan interest  | 67,701,604  | 53,434,064  |
| Freight charges  | -           | 24,269,000  |
| Retirement benefits payable to early retired employees | 20,006,150  | 37,310,039  |
| Maintenance fee  | 13,282,290  | 19,294,159  |
| Others   | 27,782,689  | 58,039,709  |
| Total  | 128,772,733 | 192,346,971 |

The Group's accrued charges decreased by 33% was mainly attributable to the settlement of fees.

(Prepared under PRC accounting standards) 31 December 2003

### **MAJOR NOTES TO FINANCIAL STATEMENTS (continued)**

### 22. Long term loans due within a year

|  | 31 December 2003 |            |            | 3        | 31 December 2002 |             |                     |                             |                                |  |
|--|------------------|------------|------------|----------|------------------|-------------|---------------------|-----------------------------|--------------------------------|--|
|  |                  | Original   |            |          | Original         |             |                     | Annual                      | Conditions                     |  |
|  | Currency         | currency   |            | Currency | currency         |             | Maturity            | interest                    | of                             |  |
| Lender   | type             | amount     | RMB        | type     | amount           | RMB         | date                | rate<br>%                   | borrowings                     |  |
| The Industrial and Commercial<br>Bank of China – Maanshan Branch | -                | -          | -          | RMB      | 20,000,000       | 20,000,000  | N/A                 | N/A                         | N/A                            |  |
| The Industrial and Commercial Bank of China – Huashan Branch     | RMB              | 4,810,000  | 4,810,000  | RMB      | 10,280,000       | 10,280,000  | 3/2004 –<br>8/2004  | 2.88                        | Unsecured                      |  |
| China Construction Bank –  | -                | -          | -          | RMB      | 105,000,000      | 105,000,000 | N/A                 | N/A                         | N/A                            |  |
| Metallurgical Branch   |                  |            |            |          |                  |             |                     |                             |                                |  |
|  | RMB              | 13,200,000 | 13,200,000 | RMB      | 13,200,000       | 13,200,000  | 12/2004             | 2.4                         | Unsecured                      |  |
| China Construction Bank –<br>Anhui Branch                        | USD              | 7,972,657  | 65,987,290 | USD      | 7,972,657        | 65,992,075  | 4/2004 –<br>10/2004 | LIBOR<br>(6 months)<br>+0.5 | Guaranteed<br>by Holding       |  |
| Bank of China – Hefei Branch                                     | EUR              | 123,947    | 1,281,399  | EUR      | 123,947          | 1,072,375   | 3/2004 –<br>9/2004  | 0.25                        | Guaranteed<br>by 中國冶金<br>進出口公司 |  |
|  |                  | -          |            |          | -                |             |                     |                             | ~#557                          |  |
| Total  |                  |            | 85,278,689 |          |                  | 215,544,450 |                     |                             |                                |  |

The Group's long term loans due within a year decreased by 60% was mainly attributable to the repayment of loans.

(Prepared under PRC accounting standards) 31 December 2003

### **MAJOR NOTES TO FINANCIAL STATEMENTS (continued)**

### 23. Long term loans

|  | 31 December 2003 |               | 31 December 2002 |          |             |             |                     |   |                          |
|--|------------------|---------------|------------------|----------|-------------|-------------|---------------------|---|--------------------------|
|  |                  | Original      |                  |          | Original    |             |                     | Annual  | Conditions               |
|  | Currency         | currency      |                  | Currency | currency    |             | Maturity            | interest  | of                       |
| Lender   | type             | amount        | RMB              | type     | amount      | RMB         | date                | rate<br>%   | borrowings               |
| The Industrial and Commercial<br>Bank of China – Maanshan Branch | RMB              | 707,000,000   | 707,000,000      | -        | -           | -           | 5/2006 –<br>12/2006 | 5.49  | Guaranteed<br>by Holding |
|  | JPY              | 2,400,000,000 | 185,431,200      | -        | -           | -           | 3/2006 –<br>5/2006  | LIBOR<br>(6 months)<br>+1.25  | Guaranteed<br>by Holding |
|  | EUR              | 64,000,000    | 661,651,200      | -        | -           | -           | 1/2006 –<br>5/2006  | LIBOR<br>(6 months)<br>+1.25  | Guaranteed<br>by Holding |
| China Construction Bank –<br>Metallurgical Branch                | RMB              | 808,000,000   | 808,000,000      | RMB      | 521,000,000 | 521,000,000 | 11/2006 –<br>1/2010 | 5.76  | Guaranteed<br>by Holding |
| China Construction Bank –<br>Anhui Branch                        | USD              | 19,931,643    | 164,968,231      | USD      | 27,904,300  | 230,972,264 | 4/2005 –<br>4/2007  | LIBOR<br>(6 months)<br>+0.5   | Guaranteed<br>by Holding |
| Bank of China –<br>Maanshan Branch                               | RMB              | 150,000,000   | 150,000,000      | -        | -           | -           | 5/2006 –<br>10/2006 | 5.49  | Guaranteed<br>by Holding |
|  | EUR              | 115,000,000   | 1,188,904,500    | -        | -           | -           | 1/2006 –<br>10/2008 | LIBOR (3 months), LIBOR (6 months) +1.25, LIBOR (6 months) +1.5, Bank of China 3-year foreign currency loan floating rate | Guaranteed<br>by Holding |
|  |                  |               |                  |          |             |             |                     | (3 months)  |                          |

(Prepared under PRC accounting standards) 31 December 2003

#### **MAJOR NOTES TO FINANCIAL STATEMENTS (continued)**

#### 23. Long term loans (continued)

|   | 3        | 1 December 200 | 03            | 31       | December 200 | 2           |                     |           |                                |
|---|----------|----------------|---------------|----------|--------------|-------------|---------------------|-----------|--------------------------------|
|   |          | Original       |               |          | Original     |             |                     | Annual    | Conditions                     |
|   | Currency | currency       |               | Currency | currency     |             | Maturity            | interest  | of                             |
| Lender  | type     | amount         | RMB           | type     | amount       | RMB         | date                | rate<br>% | borrowings                     |
| Bank of China – Hefei Branch                    | EUR      | 1,859,201      | 19,220,982    | EUR      | 1,983,142    | 17,158,000  | 3/2005 –<br>9/2019  | 0.25      | Guaranteed<br>by 中國冶金<br>進出口公司 |
| Agricultural Bank of China –<br>Maanshan Branch | RMB      | 84,000,000     | 84,000,000    | -        | -            | _           | 2/2006 –<br>11/2006 | 5.49      | Guaranteed<br>by Holding       |
| Total   |          | <u>.</u>       | 3,969,176,113 |          |              | 769,130,264 |                     |           |                                |

The Group's long term loans increased by 416% was mainly attributable to the increase in construction loans borrowed for repayment of construction fee.

#### 24. Specific payables

|   | 31 December | 31 December |
|---|-------------|-------------|
|   | 2003        | 2002        |
|   | RMB         | RMB         |
| Government subsidies for specific construction projects | 276,980,000 | 525,840,000 |
| Government subsidies for specific construction projects | 270,980,000 | 525,640,000 |

The Group's government subsidies of specific construction projects decreased by 47% was mainly attributable to the completion of certain projects and the transfer of the respective subsidies to the capital reserve.

#### 25. Other long term liabilities

|  | 31 December | 31 December |
|--|-------------|-------------|
|  | 2003        | 2002        |
|  | RMB         | RMB         |
|  |             |             |
| Accrued charges for furnace relining                   | 74,499,299  | 96,323,132  |
| Retirement benefits payable to early retired employees | 52,203,371  | 61,724,138  |
|  |             |             |
| Total  | 126,702,670 | 158,047,270 |

(Prepared under PRC accounting standards) 31 December 2003

#### **MAJOR NOTES TO FINANCIAL STATEMENTS (continued)**

#### 26. Minority interests

Minority interests arose because of the share of interests in certain subsidiaries by minority shareholders.

#### 27. Share capital

The Company had registered, issued and fully paid share capital amounting to RMB6,455,300,000, with each share having a face value of RMB1. The types and structure of share capital are as follows:

|  | Group and Company |               |
|--|-------------------|---------------|
|  | 31 December       | 31 December   |
|  | 2003              | 2002          |
|  | RMB               | RMB           |
| A. Unlisted shares                         |                   |               |
| 1. Shares held by promoter:                |                   |               |
| (1) State-owned shares                     | 4,034,560,000     | 4,034,560,000 |
| (2) Shares owned by domestic legal persons | -                 | _             |
| (3) Shares owned by foreign legal persons  | _                 | _             |
| (4) Others                                 | _                 | _             |
| 2. Legal person A shares                   | 87,810,000        | 87,810,000    |
| 3. Shares held by employees                | -                 | -             |
| 4. Preferred shares and others             |                   |               |
| Total unlisted shares                      | 4,122,370,000     | 4,122,370,000 |
| B. Listed shares                           |                   |               |
| 1. A shares                                | 600,000,000       | 600,000,000   |
| 2. B shares                                | -                 | _             |
| 3. H shares                                | 1,732,930,000     | 1,732,930,000 |
| 4. Others                                  |                   |               |
| Total listed shares                        | 2,332,930,000     | 2,332,930,000 |
| C. Total share capital                     | 6,455,300,000     | 6,455,300,000 |

There was no change in share capital during the year.

(Prepared under PRC accounting standards) 31 December 2003

#### **MAJOR NOTES TO FINANCIAL STATEMENTS (continued)**

#### 28. Capital reserve

|                                  | Group and Company |             |          |               |
|----------------------------------|-------------------|-------------|----------|---------------|
|                                  | At                | Increase    | Decrease | At            |
|                                  | 1 January         | during      | during   | 31 December   |
|                                  | 2003              | the year    | the year | 2003          |
|                                  | RMB               | RMB         | RMB      | RMB           |
| Share premium                    | 4,864,975,395     | _           | _        | 4,864,975,395 |
| Specific payables transferred in |                   | 304,889,700 |          | 304,889,700   |
|                                  | 4,864,975,395     | 304,889,700 | _        | 5,169,865,095 |

The increase in the capital reserve of the Group and the Company during the year represented the transferin of government subsidies from specific payables upon the completion of certain subsidised construction projects.

### 29. Surplus reserves

|                               | Group       |             |            |                     |
|-------------------------------|-------------|-------------|------------|---------------------|
|                               | At          | Increase    | Decrease   | At                  |
|                               | 1 January   | during      | during     | 31 December         |
|                               | 2003        | the year    | the year   | 2003                |
|                               | RMB         | RMB         | RMB        | RMB                 |
|                               | 054 (44 547 | 000 054 507 | (50 ( (30) | 500 400 00 <i>4</i> |
| Statutory surplus reserve     | 251,641,547 | 282,054,527 | (586,678)  |                     |
| Statutory public welfare fund | 251,112,646 | 282,054,527 | (327,882)  | 532,839,291         |
| Reserve fund                  | _           | 697,848     | _          | 697,848             |
| Enterprise expansion fund     |             | 348,924     |            | 348,924             |
| Total                         | 502,754,193 | 565,155,826 | (914,560)  | 1,066,995,459       |
|                               | Company     |             |            |                     |
|                               | At          | Increase    | Decrease   | At                  |
|                               | 1 January   | during      | during     | 31 December         |
|                               | 2003        | the year    | the year   | 2003                |
|                               | RMB         | RMB         | RMB        | RMB                 |
| Statutory surplus reserve     | 250,375,144 | 280,277,529 | -          | 530,652,673         |
| Statutory public welfare fund | 250,375,144 | 280,277,529 |            | 530,652,673         |
| Total                         | 500,750,288 | 560,555,058 |            | 1,061,305,346       |

(Prepared under PRC accounting standards) 31 December 2003

#### MAJOR NOTES TO FINANCIAL STATEMENTS (continued)

#### 29. Surplus reserves (continued)

In accordance with the Company Law of the PRC and the Company's articles of association, the Company is required to allocate 10% of its profit after tax, as determined in accordance with PRC accounting standards and regulations applicable to the Company, to the statutory surplus reserve (the "SSR") until such reserve reaches 50% of the registered capital of the Company. Part of the SSR may be capitalised as the Company's share capital, provided that the remaining balance after the capitalisation is not less than 25% of the registered capital of the Company.

In accordance with the Company Law of the PRC, the Company is required to transfer 5% to 10% of its profit after tax to its statutory public welfare fund (the "PWF"). PWF must be used for capital expenditure on staff welfare facilities and these facilities remain the property of the Company.

When the PWF is used, the lower of the cost of assets and the balance of the PWF should be transferred to the SSR. This reserve is not distributable unless the Company is dissolved. When the related assets are sold, the amount which was originally transferred from the PWF to the SSR should be transferred back.

Subsequent to the balance sheet date, the directors determined that the Company should transfer RMB280,277,529 (2002: RMB40,189,989) to each of the SSR and the PWF. This represents 10% of the Company's profit after tax of RMB2,802,775,290 (2002: RMB401,899,898) determined in accordance with PRC accounting standards and regulations. However, the transfer to the PWF is subject to shareholders' approval at the forthcoming annual general meeting.

During the year, the subsidiaries' aggregate appropriations to each of the SSR, PWF, reserve fund and enterprise expansion fund, as dealt with in the Group's financial statements, were RMB1,776,998 (2002: RMB1,045,781), RMB1,776,998 (2002: RMB618,491), RMB697,848 (2002: Nil) and RMB348,924 (2002: Nil), respectively.

The Group's and the Company's surplus reserves increased by 112% was mainly attributable to the increase in the current year's net profit.

(Prepared under PRC accounting standards) 31 December 2003

#### MAJOR NOTES TO FINANCIAL STATEMENTS (continued)

#### 30. Retained profits

|  | Note | <b>Group</b><br>RMB |
|--|------|---------------------|
| Retained profits at beginning of year              |      | 39,803,181          |
| Add: Group's net profit for the year               |      | 2,792,971,074       |
| Other transfers                                    |      | 914,560             |
| Less: Transfer to SSR                              |      | (282,054,527)       |
| Transfer to PWF                                    |      | (282,054,527)       |
| Transfer to reserve fund                           |      | (697,848)           |
| Transfer to enterprise expansion fund              |      | (348,924)           |
| Transfer to employee bonus and welfare fund        |      | (348,924)           |
| Proposed ordinary share dividend for the year 2003 | 42   | (1,355,613,000)     |
| Retained profits at end of year                    |      | 912,571,065         |

In accordance with the PRC relevant regulations, the retained profits of the Company for the purpose of profit distribution are deemed to be the lower of the amount determined in accordance with PRC accounting standards and regulations, and the amount determined in accordance with generally accepted accounting principles in Hong Kong.

As at 31 December 2003, the Company had retained profits of approximately RMB929.80 million (31 December 2002: approximately RMB43.19 million), as determined in accordance with the lower of the amount determined under PRC accounting standards and regulations and the amount determined under generally accepted accounting principles in Hong Kong, available for distribution by way of cash or kind.

As at 31 December 2003, in accordance with the Company Law of the PRC, an amount of approximately RMB5.17 billion (31 December 2002: approximately RMB4.86 billion) standing to the credit of the Company's capital reserve account, as determined under PRC accounting standards and regulations, was available for distribution by way of future capitalisation issue. At the same date, the Company did not have any capitalisation issue.

Other transfers in the current year mainly arose from the realisation of surplus reserves on liquidation of certain subsidiaries.

(Prepared under PRC accounting standards) 31 December 2003

#### MAJOR NOTES TO FINANCIAL STATEMENTS (continued)

#### 31. Principal operating income, cost of sales and profit from principal operating activities

|                        |                |                | (             | Group          |               |               |
|------------------------|----------------|----------------|---------------|----------------|---------------|---------------|
|                        |                | 2003           |               |                | 2002          |               |
|                        |                |                | Profit from   |                |               | Profit from   |
|                        | Operating      |                | operating     | Operating      |               | operating     |
| Category               | income         | Cost of sales  | activities    | income         | Cost of sales | activities    |
|                        | RMB            | RMB            | RMB           | RMB            | RMB           | RMB           |
| Sale of steel products | 14,599,399,597 | 10,905,245,904 | 3,694,153,693 | 10,260,190,340 | 8,686,743,090 | 1,573,447,250 |
| Sale of pig iron       | 30,594,546     | 21,810,170     | 8,784,376     | 22,740,587     | 18,151,754    | 4,588,833     |
| Sale of steel billets  | 255,497,932    | 187,488,550    | 68,009,382    | 34,361,798     | 35,004,230    | (642,432)     |
| Others                 | 854,856,333    | 579,621,929    | 275,234,404   | 656,624,436    | 484,461,885   | 172,162,551   |
| Total                  | 15,740,348,408 | 11,694,166,553 | 4,046,181,855 | 10,973,917,161 | 9,224,360,959 | 1,749,556,202 |
|                        |                |                | Co            | ompany         |               |               |
|                        |                | 2003           |               |                | 2002          |               |
|                        |                |                | Profit from   |                |               | Profit from   |
|                        | Operating      |                | operating     | Operating      |               | operating     |
| Category               | income         | Cost of sales  | activities    | income         | Cost of sales | activities    |
|                        | RMB            | RMB            | RMB           | RMB            | RMB           | RMB           |
| Sale of steel products | 14,599,399,597 | 10,905,245,904 | 3,694,153,693 | 10,269,168,330 | 8,699,926,741 | 1,569,241,589 |
| Sale of pig iron       | 30,594,546     | 21,810,170     | 8,784,376     | 22,740,587     | 18,151,754    | 4,588,833     |
| Sale of steel billets  | 255,497,932    | 187,488,550    | 68,009,382    | 34,361,798     | 35,004,230    | (642,432)     |
| Others                 | 761,743,516    | 509,641,502    | 252,102,014   | 641,676,648    | 486,266,568   | 155,410,080   |
| Total                  | 15,647,235,591 | 11,624,186,126 | 4,023,049,465 | 10,967,947,363 | 9,239,349,293 | 1,728,598,070 |

Sales to the five largest customers of the Group and the Company for the year amounted to RMB3,487,508,041, which accounted for 22% of the Group's and the Company's total sales amounts respectively.

The Group has only one business segment, which is the manufacture and sale of iron and steel products, and therefore, no business segment information is presented. No geographical segment information is presented as the Group's operations were substantially carried out in the PRC during the year.

The Group's and Company's principal operating income increased by 43% mainly because of the increase in the selling price and sales volume of steel products. The Group's and Company's gross profit margin increased principally because the increase in selling price of steel products was higher than the increase in cost of raw materials.

(Prepared under PRC accounting standards) 31 December 2003

#### **MAJOR NOTES TO FINANCIAL STATEMENTS (continued)**

#### 32. Taxes and surcharges

|                                       | 2003<br>RMB | 2002<br>RMB |
|---------------------------------------|-------------|-------------|
| City construction and maintenance tax | 89,926,453  | 59,992,138  |
| Education surcharge                   | 38,539,909  | 25,710,917  |
| Other taxes                           | 1,611,820   | 493,346     |
| Total                                 | 130,078,182 | 86,196,401  |

The Group's tax and surcharges increased by 51% was mainly attributable to the increase in sales which led to the increase in VAT.

The calculation bases of the Group's taxes and surcharges and the related tax rates are disclosed in Note III to the financial statements.

### 33. Other operating profit

The Group's other operating profit increased by 369% was mainly attributable to the increase in the trading of goods not produced by the Company.

#### 34. Administrative expenses

The Group's administrative expenses increased by 34% was mainly attributable to the recognition of unpaid staff housing subsidies.

#### 35. Financial expenses

|                       | 2003         | 2002         |
|-----------------------|--------------|--------------|
|                       | RMB          | RMB          |
| Interest expenses     | 105,027,304  | 101,902,205  |
| Less: Interest income | (15,528,014) | (19,150,188) |
| Exchange loss         | 75,443,392   | 9,328,860    |
| Less: Exchange gain   | (22,651,077) | (11,956,737) |
| Others                | 5,717,335    | 5,155,748    |
| Total                 | 148,008,940  | 85,279,888   |

The increase in the Group's financial expenses by 74% was mainly attributable to the increase in exchange loss in the year 2003.

(Prepared under PRC accounting standards) 31 December 2003

#### **MAJOR NOTES TO FINANCIAL STATEMENTS (continued)**

#### 36. Investment income/(loss)

|                                    |              | Group     | Company     |            |  |
|------------------------------------|--------------|-----------|-------------|------------|--|
|                                    | 2003         | 2002      | 2003        | 2002       |  |
|                                    | RMB          | RMB       | RMB         | RMB        |  |
| Loss on disposal of equity         |              |           |             |            |  |
| investments                        | (10,629,765) | _         | (9,629,765) | _          |  |
| Investment income from             |              |           |             |            |  |
| equity investments                 | -            | 6,836,100 | 19,859,733  | 25,558,604 |  |
| Reversal of provision/             |              |           |             |            |  |
| (provision) for decline            |              |           |             |            |  |
| in value of short term investments | 2,263,731    | (491,941) | 2,263,731   | (491,941)  |  |
| Provision for impairment           |              |           |             |            |  |
| of long term investments           |              |           |             | (200,000)  |  |
|                                    | (8,366,034)  | 6,344,159 | 12,493,699  | 24,866,663 |  |

The Group incurred investment loss as a result of decrease in equity investment income and increase in loss on disposal of equity investments. The Company's investment income decreased by 50% was mainly attributable to the decrease in investment income calculated under equity method and the increase in loss on disposal of equity investments.

As at the balance sheet date, no significant restriction was imposed upon the transfer of the Group's investment income.

#### 37. Subsidies income

|                                   | 2003<br>RMB | 2002<br>RMB |
|-----------------------------------|-------------|-------------|
| Subsidies income for steel export | 1,413,783   | 1,431,000   |

#### 38. Non-operating income

The increase in the Group's non-operating income by 384% was mainly attributable to the increase in amount exempted for the repayment of loans on environmental protection projects and gain on disposal of fixed assets.

(Prepared under PRC accounting standards) 31 December 2003

#### MAJOR NOTES TO FINANCIAL STATEMENTS (continued)

#### 39. Non-operating expenses

|   | 2003         | 2002        |
|---|--------------|-------------|
|   | RMB          | RMB         |
| Provision/(reversal) for impairment of fixed assets | (63,554,141) | 236,247,100 |
| Staff children education expenses                   | 25,660,897   | 25,552,453  |
| Loss on disposal of fixed assets                    | 55,959,281   | 222,086,787 |
| Subsidies to retired employees                      | 5,998,800    | _           |
| Penalties and charitable donations                  | 7,486,350    | 5,337,831   |
| Others  | 652,256      | 37,290      |
| Total   | 32,203,443   | 489,261,461 |

The decrease in the Group's non-operating expenses by 93% was mainly attributable to the decrease in the provision for impairment of fixed assets and the loss on disposal of fixed assets.

#### 40. Income tax

The Group's income tax increased by 103% was mainly attributable to the increase in profits.

#### 41. Staff housing subsidies charged to retained profits

Prior to 1 January 2003, pursuant to an implemented staff housing subsidies scheme, one-off lump sum housing subsidies for current and retired employees are charged to retained profits upon payment. Starting from 1 January 2003, as the staff housing subsidies scheme has been revised, staff housing subsidies paid in year 2003 and staff housing subsidies that will be paid to current and retired employees in future years are charged to administrative expenses in the year 2003. Please refer to point 45(ii) for details.

#### 42. Proposed ordinary share dividend

|   | Group and C   | ompany      |
|---|---------------|-------------|
|   | 2003          | 2002        |
|   | RMB           | RMB         |
| Proposed final dividend – RMB21 cents   |               |             |
| (2002: RMB3.5 cents) per ordinary share | 1,355,613,000 | 225,935,500 |

Proposed ordinary share dividend is determined based on the profit appropriation plan for the year ended 2003 as approved by the board of directors after the balance sheet date. Dividend proposed for legal person shares, A shares and H shares amounted to RMB865,697,700, RMB126,000,000 and RMB363,915,300 respectively. The proposed dividend is subject to approval by the shareholders at the annual general meeting.

(Prepared under PRC accounting standards) 31 December 2003

#### MAJOR NOTES TO FINANCIAL STATEMENTS (continued)

#### 42. Proposed ordinary share dividend (continued)

The Group adopted the revised "Accounting Standard for Business Enterprises – Events Occurring After the Balance Sheet Date" in the current year. To comply with this revised standard, proposed final dividend for the year ended 31 December 2002 amounted to RMB225,935,500, which was recognised as dividend payable in prior year, was retrospectively reclassified to proposed ordinary share dividend under shareholders' funds. The result of this has been to reduce both the Group's and the Company's current liabilities and increase the shareholders' funds previously reported as at 31 December 2002, by RMB225,935,500.

#### 43. Cash paid relating to other operating activities

|     |   | 2003        | 2002        |
|-----|---|-------------|-------------|
|     |   | RMB         | RMB         |
|     | Deal estate too   | 24 020 427  | 27 574 240  |
|     | Real estate tax   | 26,829,627  | 27,574,348  |
|     | Environmental improvement fee                           | 26,367,906  | 26,380,726  |
|     | Welfare and support services                            | 78,435,031  | 78,615,013  |
|     | Export related costs                                    | 5,937,889   | 10,543,079  |
|     | Transportation cost                                     | 11,958,049  | 14,628,948  |
|     | Unloading cost  | 15,214,810  | 11,550,914  |
|     | Packing fee   | 13,733,322  | 13,467,740  |
|     | Staff children education expenses                       | 25,660,897  | 25,552,453  |
|     | Warehouse fee   | 2,844,410   | 2,856,601   |
|     | Flood prevention fund                                   | 6,750,772   | 5,726,402   |
|     | Stamp duty  | 6,313,148   | 5,141,921   |
|     | Rental fee  | 5,506,284   | 5,545,306   |
|     | Repair and maintenance expenses                         | 9,445,866   | 6,853,366   |
|     | Others  | 127,904,020 | 77,418,994  |
|     | Total   | 362,902,031 | 311,855,811 |
| 44. | Cash received relating to other financing activities    |             |             |
|     |   | 2003        | 2002        |
|     |   | RMB         | RMB         |
|     |   |             |             |
|     | Government subsidies for specific construction projects | 55,980,000  | 40,000,000  |
|     |   |             |             |

(Prepared under PRC accounting standards) 31 December 2003

#### **MAJOR NOTES TO FINANCIAL STATEMENTS (continued)**

#### 45. Differences in financial statements prepared under PRC and Hong Kong accounting standards

Ernst & Young is responsible for the audit of financial statements prepared under Hong Kong accounting standards.

Effects on net profit and the shareholders' funds arising from the material differences between the consolidated financial statements prepared under PRC and Hong Kong accounting standards are summarised as follows:

| Net profit                                       | Notes | 2003<br>RMB'000 | 2002<br>RMB'000<br>(Restated) |
|--|-------|-----------------|-------------------------------|
| Net profit from ordinary activities attributable |       |                 |                               |
| to shareholders under Hong Kong                  |       |                 |                               |
| accounting standards                             |       | 2,659,198       | 339,729                       |
| Add back:  |       |                 |                               |
| Amortisation of deferred staff costs             | (i)   | 70,400          | 17,600                        |
| Staff housing subsidies to current employees     | (ii)  | 34,716          | 34,887                        |
| Provision for furnace relining costs utilised    | (iii) | 21,824          | 24,021                        |
| Deferred tax expense/(income)                    | (iv)  | 10,091          | (31,796)                      |
| Employee bonus and welfare fund                  | (v)   | 348             | -                             |
| Deduct:  |       |                 |                               |
| Transfer of deferred income                      | (vi)  | (3,606)         |                               |
| Net profit from ordinary activities attributable |       |                 |                               |
| to shareholders under PRC                        |       |                 |                               |
| accounting standards                             |       | 2,792,971       | 384,441                       |

(Prepared under PRC accounting standards) 31 December 2003

#### MAJOR NOTES TO FINANCIAL STATEMENTS (continued)

### 45. Differences in financial statements prepared under PRC and Hong Kong accounting standards (continued)

| Shareholders' funds                  | Notes | 31 December<br>2003<br>RMB'000 | 31 December<br>2002<br>RMB'000 |
|--------------------------------------|-------|--------------------------------|--------------------------------|
|                                      | Notes | KIVID 000                      | (Restated)                     |
| Shareholders' funds under Hong Kong  |       |                                |                                |
| accounting standards                 |       | 14,788,020                     | 12,354,758                     |
| Add back:                            |       |                                |                                |
| Amortisation of deferred staff costs | (i)   | 70,400                         | 17,600                         |
| Staff housing subsidies charged to   |       |                                |                                |
| the income statement:                |       |                                |                                |
| Current employees                    | (ii)  | 139,377                        | 104,661                        |
| Retired employees                    | (ii)  | 38,843                         | 38,843                         |
| Deferred income                      | (vi)  | 304,890                        | _                              |
| Deduct:                              |       |                                |                                |
| Unamortised deferred staff costs     |       |                                |                                |
| charged to opening retained profits  | (i)   | (70,400)                       | (88,000)                       |
| Staff housing subsidies charged      |       |                                |                                |
| to retained profits                  | (ii)  | (178,220)                      | (178,220)                      |
| Provision for furnace relining costs | (iii) | (74,499)                       | (96,323)                       |
| Deferred tax assets                  | (iv)  | (54,459)                       | (64,550)                       |
| Amortisation of deferred income      | (vi)  | (3,606)                        |                                |
| Shareholders' funds under PRC        |       |                                |                                |
| accounting standards                 |       | 14,960,346                     | 12,088,769                     |

#### Deferred staff costs (i)

From 1994 to 1997, the Company paid approximately RMB190 million for the purchase of certain staff quarters for its employees. Those staff quarters were fully delivered for use during 1997. From January 1997, the Company commenced the sale of staff quarters to its employees in accordance with the Maanshan Municipal Regulation (the "Regulation") governing the sale of public housing. The Regulation sets out the rules and conditions governing the sale and purchase of staff quarters in Maanshan, including the quantum of price discount given to the Company's employees. Most of the staff quarters have been sold at preferential prices and a loss of approximately RMB163.8 million was incurred.

(Prepared under PRC accounting standards) 31 December 2003

#### MAJOR NOTES TO FINANCIAL STATEMENTS (continued)

### 45. Differences in financial statements prepared under PRC and Hong Kong accounting standards (continued)

#### (i) Deferred staff costs (continued)

As at 31 December 2000 or before, under Hong Kong and PRC accounting standards and regulations, the relevant loss was recorded as deferred staff costs and amortised over the estimated remaining average service life of the relevant employees, which was estimated to be of 10 years at that time, commencing from the dates of the sale of staff quarters. As at 31 December 2000, the accumulated amortisation thereof was approximately RMB58.2 million and the deferred staff costs net of amortisation were approximately RMB105.6 million.

Under PRC accounting standards and regulations, starting from 1 January 2001, the Company implemented the rules of directive No. 2001(5) issued by the Ministry of Finance in January 2001 to fully charge the unamortised deferred staff costs of approximately RMB105.6 million as brought forward from 31 December 2000, to the opening retained profits account.

Under Hong Kong accounting standards, the current year treatment should follow the aforesaid accounting policies and the required amortisation over the estimated remaining average service life of the relevant employees. However, as at 31 December 2003, the deferred staff costs are impaired and unamortised deferred staff costs of approximately RMB70.4 million are fully charged to the current year's income statement.

#### (ii) Staff housing subsidies

Pursuant to an implemented staff housing subsidies scheme, the Company is required to pay one-off lump sum cash subsidies to both current and retired employees who are eligible under the scheme. In prior years, each eligible employee entitled to the subsidies was required to continue to provide service to the Company for a stipulated period, or to the date on which they reach their respective normal retirement ages, whichever is the earlier. The directors estimated the aggregate subsidies payable to all eligible current and retired employees to be approximately RMB349 million and RMB38.8 million, respectively. The subsidies payable to current and retired employees will be on a batch basis upon application from eligible employees during the coming years.

(Prepared under PRC accounting standards) 31 December 2003

#### MAJOR NOTES TO FINANCIAL STATEMENTS (continued)

### 45. Differences in financial statements prepared under PRC and Hong Kong accounting standards (continued)

#### (ii) Staff housing subsidies (continued)

In prior years, under Hong Kong accounting standards, the Company recognised the present value of the housing subsidies which were already earned at the balance sheet date, after deducting the amounts already paid, as a liability. The subsidies are earned by the employees over the vesting period. As at 31 December 2002, the cumulative present value of the housing subsidies earned by present employees amounted to approximately RMB105 million. The aggregate subsidies of approximately RMB38.8 million payable to all eligible retired employees during the future years have already been fully charged to the income statement during the year ended 31 December 2000, since such subsidies are related to past services of eligible retired employees.

Whereas in the prior year, under PRC accounting standards and regulations, the subsidies paid to eligible current and retired employees during the year were charged directly to the retained profits account. As at 31 December 2002, the cumulative subsidies paid to eligible current and retired employees amounted to approximately RMB178.2 million.

In the current year, the Company amended its salary and welfare policy, and sped up the implementation of the scheme. With the approval of the Maanshan Municipal Government, the Company revised the scheme. The Company abolished the pre-requisition that all present employees entitled to the subsidies should serve the Company for a stipulated period, or to the date on which they reach their respective normal retirement ages, whichever is the earlier. With the approval of the Maanshan Ministry of Finance Bureau, the Company charged the remaining unpaid housing subsidies amounting to approximately RMB209 million to the income statement under PRC accounting standards in the current year. Under Hong Kong accounting standards, the subsidies, which were going to be earned by the present employees over the remaining vesting period, i.e., seven years (counting from 31 December 2002), become immediately payable. Thus, the Company has charged the remaining unaccrued housing subsidies, amounting to approximately RMB244 million, to the income statement in the current year in accordance with Hong Kong accounting standards.

(Prepared under PRC accounting standards) 31 December 2003

#### MAJOR NOTES TO FINANCIAL STATEMENTS (continued)

### 45. Differences in financial statements prepared under PRC and Hong Kong accounting standards (continued)

#### (iii) Furnace relining costs

Under PRC accounting standard "Accounting Standard for Business Enterprises - Fixed Assets" issued on 1 January 2002, repair and maintenance costs incurred on fixed assets should be charged to the income statement as and when incurred. Hence, from 1 January 2002 onwards, the Company no longer accrued for the provision for furnace relining costs. The balance of provision for furnace relining costs, amounting to approximately RMB120.34 million as at 31 December 2001, will be utilised when furnace relining costs are actually incurred. During the year, provision for furnace relining costs of approximately RMB21.8 million was utilised, and the remaining provision as at 31 December 2003 amounted to approximately RMB74.5 million (31 December 2002: approximately RMB96.3 million).

Under Hong Kong Statement of Standard Accounting Practice ("SSAP") 28, furnace relining costs are recognised as and when incurred starting from 1 January 2001. The balance of provision for furnace relining costs of approximately RMB124 million as at 31 December 2000 was derecognised retrospectively by a prior year adjustment. Relining costs incurred during the year amounting to approximately RMB21.8 million (2002: approximately RMB28.4 million) have been charged to the income statement.

#### (iv) Deferred tax

Under the newly implemented Hong Kong SSAP 12 (Revised), deferred tax is provided, using the liability method, on all temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. Accordingly, deferred tax assets recognised as at 31 December 2003 amounted to approximately RMB54.5 million (31 December 2002: RMB64.6 million recognised retrospectively). The movement in the deferred tax assets resulted in a deferred tax expense of approximately RMB10.1 million in the current year (2002: deferred tax income approximately RMB31.8 million).

Under PRC accounting standards and regulations, the Company adopted the tax payable method in which the current year's tax payable represents the current year's income tax expense and does not recognise the effect of timing difference on income tax. Thus, no deferred tax is recognised as at 31 December 2002 and 31 December 2003.

(Prepared under PRC accounting standards) 31 December 2003

#### MAJOR NOTES TO FINANCIAL STATEMENTS (continued)

### 45. Differences in financial statements prepared under PRC and Hong Kong accounting standards (continued)

#### (v) Employee bonus and welfare fund

Pursuant to the articles of association and the resolution of the board of directors of a subsidiary of the Company, the subsidiary has to make appropriations to the employee bonus and welfare fund. During the year, the subsidiary made an appropriation of approximately RMB348,000 to the employee bonus and welfare fund.

Under PRC accounting standards and regulations, it is an appropriation of profit and is deducted from net profit for the year.

Under Hong Kong accounting standards, the appropriation to the employee bonus and welfare fund is accounted for as a staff cost and is charged to the current year's income statement.

#### (vi) Deferred income

Government grants for specific construction projects are accounted for as deferred income under Hong Kong accounting standards. Whereas under PRC accounting standards, such grants are accounted for as specific payables.

Under Hong Kong SSAP 35, upon completion of the subsidised construction projects, deferred income is released to the income statement over the expected useful life of the relevant assets by equal annual instalments. During the year, certain subsidised construction projects, with government grants of approximately RMB305 million received in prior years, were completed and deferred income of approximately RMB3.6 million (2002: Nil) was released to the current year's income statement.

Under PRC accounting standards and regulations, upon completion of the subsidised construction projects, the costs incurred are recognised as fixed assets and the utilised portion of specific payables thereof is transferred to the capital reserve. As at 31 December 2003, utilised portion of specific payables transferred to the capital reserve amounted to approximately RMB305 million (31 December 2002: Nil).

(Prepared under PRC accounting standards) 31 December 2003

#### **RELATED PARTIES AND RELATED PARTY TRANSACTIONS**

#### Related party involving control relationship

| N | ame    | Registered address               | Principal activities  | Relationship<br>with the<br>Company | Nature             | Legal<br>representative |
|---|--------|----------------------------------|---|-------------------------------------|--------------------|-------------------------|
| Н | olding | Maanshan City,<br>Anhui Province | Mining & sorting of mineral products; construction engineering design; construction; property development; integrated technology service; domestic trading; food & beverages; production services; mechanical & electrical equipment manufacturing and metal products manufacturing | Ultimate<br>holding<br>company      | Limited<br>company | Gu Jianguo              |

As at 31 December 2003, Holding owned 63.24% of the Company's total share capital. Thus all subsidiaries and associates of Holding become the Company's related parties.

#### 2. Registered capital of related party involving control relationship and related changes

|         | At 1 January | Increase        | Decrease        | At 31 December |
|---------|--------------|-----------------|-----------------|----------------|
| Name    | 2003         | during the year | during the year | 2003           |
|         | RMB'000      | RMB'000         | RMB'000         | RMB'000        |
| Holding | 6,298,290    |                 |                 | 6,298,290      |

#### 3. Stock or equity interest held by related party who could control the Company and the changes

|         | At        |       | Increase |       | Decrease |       | At         |       |
|---------|-----------|-------|----------|-------|----------|-------|------------|-------|
|         | 1 January |       | during   |       | during   | 3     | 1 December |       |
| Name    | 2003      | Ratio | the year | Ratio | the year | Ratio | 2003       | Ratio |
|         | RMB'000   | %     | RMB'000  | %     | RMB'000  | %     | RMB'000    | %     |
| Holding | 4,082,330 | 63.24 |          |       |          |       | 4,082,330  | 63.24 |

(Prepared under PRC accounting standards) 31 December 2003

#### RELATED PARTIES AND RELATED PARTY TRANSACTIONS (continued)

#### Related parties without control relationship

Information on related parties who carried out related party transactions with the Company but do not involve any control relationship:

#### Name

馬鋼集團建設有限責任公司 馬鋼集團建築路橋有限責任公司 馬鋼集團南山礦業有限責任公司 馬鋼集團姑山礦業有限責任公司 馬鋼(集團)控股有限公司桃沖礦業公司 馬鋼集團設計研究院有限責任公司 馬鋼(集團)控股有限公司測繪大隊 馬鋼集團康泰置地發展有限公司 馬鋼集團康泰建安實業有限公司 馬鋼集團力生有限責任公司 馬鋼集團實業發展有限責任公司 馬鋼集團實業發展有限責任公司潤滑油分公司 馬鋼易凡工貿有限公司 馬鋼集團鋼渣綜合利用有限責任公司 馬鋼實業生興爐料加工有限責任公司 馬鋼體育用品有限責任公司 馬鞍山市聯營乙炔廠 馬鞍山凱馬螺絲製造公司 馬鞍山黑馬鋼筋焊網有限公司 馬鋼(集團)控股有限公司有綫電視中心 馬鋼(集團)控股有限公司馬鋼日報社 馬鋼(集團)控股有限公司職大冶金機械廠 馬鋼(集團)控股有限公司黨校 馬鋼和菱包裝材料有限公司

馬鋼嘉華商品混泥土有限公司

#### Relationship with the Company

Subsidiary/associate of Holding Subsidiary/associate of Holding

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#### VI. RELATED PARTIES AND RELATED PARTY TRANSACTIONS (continued)

The following is a summary of the significant transactions carried out in the normal course of business between the Group and its related parties during the year:

|  | Note  | 2003<br>RMB  | 2002<br>RMB  |
|--|-------|--------------|--------------|
| Transactions with Holding and subsidiaries of Holding                          | 9     |              |              |
| Purchases of iron ore and limestone Fees received for the supply of utilities, |       | 844,579,190  | 816,320,280  |
| services and other consumable goods<br>Fees paid for welfare, support services |       | (41,750,881) | (30,365,162) |
| and other services   |       | 337,686,950  | 223,802,461  |
| Agency fee   |       | 5,327,428    | _            |
| Purchases of fixed assets and construction services                            |       | 227,530,662  | 176,811,962  |
| Sale of steel products   |       | (14,122,621) | (44,636,966) |
| Including sale of steel products to subsidiaries of Hol                        | ding: |              |              |
| 馬鋼易凡工貿有限公司   |       | (1,923,151)  | _            |
| 馬鋼集團建設有限責任公司   |       | (7,656,722)  | _            |
| 馬鋼和菱包裝材料有限公司   |       | (919,168)    | _            |
| 馬鋼合力金屬製品有限公司   | (i)   | -            | (1,892,432)  |
| 馬鞍山黑馬鋼筋焊綱有限公司  |       | -            | (36,300,050) |
| 馬鋼(集團)控股有限公司桃沖礦業公司   |       | (3,586,011)  | (2,179,018)  |
| 馬鋼集團姑山礦業有限責任公司   |       | (2,520)      | (4,221,227)  |
| 馬鋼集團力生有限責任公司   |       | (35,049)     | _            |
|  |       | (14,122,621) | (44,592,727) |

Note (i): The company ceased to be the Company's related party after 31 December 2002.

The terms for the purchases of iron ore and limestone from Holding were in accordance with an agreement dated 14 October 1993 and a supplementary agreement dated 2 April 2003 between the Company and Holding.

The terms for the cross-provision of welfare, support services and other services between the Company and Holding were based on a service agreement dated 14 October 1993 and a supplementary agreement dated 2 April 2003 between the Company and Holding.

The other related party transactions were conducted on terms determined between the Group and Holding.

Details on balances with Holding, and the subsidiaries and associates of Holding are set out in Note VI point 6 of the financial statements.

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### VI. RELATED PARTIES AND RELATED PARTY TRANSACTIONS (continued)

### Receivable from/payable to related parties

|                    | 31 December<br>2003<br>RMB | 31 December<br>2002<br>RMB | Details  |
|--------------------|----------------------------|----------------------------|--|
| Trade receivables: |                            |                            |  |
| 馬鋼集團建設有限責任公司       | 1,610,675                  | 2,102,555                  | Trade and electricity fee                        |
| 馬鋼嘉華商品混泥土有限公司      | 83,816                     | 87,264                     | Electricity fee                                  |
| 馬鋼集團建築路橋有限責任公司     | 377,708                    | 996,532                    | Trade and electricity fee                        |
| 馬鋼集團南山礦業有限責任公司     | 290,194                    | 258,153                    | Trade and  |
|                    |                            |                            | electricity fee                                  |
| 馬鋼集團姑山礦業有限責任公司     | 50,556                     | 50,556                     | Trade  |
| 馬鋼(集團)控股有限公司桃沖礦業公司 | 983                        | 983                        | Trade  |
| 馬鋼集團設計研究院有限責任公司    | 11,820                     | 11,820                     | Electricity fee                                  |
| 馬鞍山黑鋼筋焊網有限公司       | 41,311                     | 195,316                    | Electricity fee                                  |
| 馬鋼實業生興爐料加工有限責任公司   | 5,473                      | 11,630                     | Electricity fee                                  |
| 馬鋼運動用品有限責任公司       | 28,833                     | 9,527                      | Electricity fee                                  |
| 馬鞍山凱馬螺絲製造公司        | 4,606                      | 2,327                      | Electricity fee                                  |
| 馬鋼集團力生有限責任公司       | 71,618                     | 36,396                     | Trade and electricity fee                        |
| Total              | 2,577,593                  | 3,763,059                  |  |
| Prepayments:       |                            |                            |  |
| Holding            | 66,690,920                 | 76,712,633                 | Iron ore costs,<br>supporting<br>service fee and |
|                    |                            |                            | retirement fund                                  |
| 馬鋼集團建設有限責任公司       | 3,679,733                  | 2,768,041                  | Trade and construction fee                       |
| 馬鋼集團康泰建安實業有限公司     | 32,000                     | _                          | Construction fee                                 |
| 馬鋼易凡工貿有限公司         | 488,254                    | 1,593,521                  | Trade  |
| 馬鞍山市聯營乙炔廠          | 1,864,281                  | 2,244,849                  | Trade  |
| Total              | 72,755,188                 | 83,319,044                 |  |

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#### VI. RELATED PARTIES AND RELATED PARTY TRANSACTIONS (continued)

#### Receivable from/payable to related parties (continued)

|                          | 31 December<br>2003<br>RMB | 31 December<br>2002<br>RMB | Details                           |
|--------------------------|----------------------------|----------------------------|-----------------------------------|
| Trade payables:          |                            |                            |                                   |
| Holding                  | -                          | 58,759                     | Trade                             |
| 馬鋼集團建設有限責任公司             | 28,372,982                 | 12,850,913                 | Construction and maintenance fees |
| 馬鋼嘉華商品混泥土有限公司            | 507,387                    | 542,512                    | Trade                             |
| 馬鋼集團建築路橋有限責任公司           | 15,035,652                 | 5,339,212                  | Construction and maintenance fees |
| 馬鋼集團南山礦業有限責任公司           | _                          | 575,604                    | Trade                             |
| 馬鋼(集團)控股有限公司桃沖礦業公司       | 429,430                    | 4,758,497                  | Trade                             |
| 馬鋼(集團)控股有限公司黨校           | 65                         | 1,800                      | Material costs                    |
| 馬鋼集團設計研究院有限責任公司          | 150,000                    | _                          | Trade                             |
| 馬鋼集團冶金科技開發服務有限公司         |                            | 68,000                     | Trade                             |
| 馬鋼(集團) 控股有限公司測繪大隊        | 74,276                     | _                          | Construction fee                  |
| 馬鋼集團康泰置地發展有限公司           | 60,000                     | _                          | Maintenance fee                   |
| 馬鋼集團康泰建安實業有限公司           | 298,245                    | _                          | Construction fee                  |
| 馬鋼集團實業發展有限責任公司           | 464,236                    | 88,377                     | Trade                             |
| 馬鋼集團實業發展有限責任公司<br>潤滑油分公司 | 1,921,879                  | 44,512                     | Trade                             |
| 馬鞍山黑馬鋼筋焊網有限公司            | 357,568                    | 187,215                    | Trade and construction fee        |
| 馬鋼集團鋼渣綜合利用有限責任公司         | 1,112,826                  | 1,829,188                  | Trade                             |
| 馬鋼運動用品有限責任公司             | 122,170                    | 339,579                    | Electricity and service fee       |
| 馬鞍山市聯營乙炔廠                | 437,569                    | 1,780,490                  | Processing fee                    |
| 馬鋼(集團) 控股有限公司馬鋼日報社       | 10,000                     | 32,250                     | Advertising fee                   |
| 馬鋼(集團) 控股有限公司職大冶金機械廠     | 499,586                    | 46,257                     | Trade                             |
| 馬鋼集團力生有限責任公司             | 4,793,702                  | 2,157,518                  | Construction fee                  |
| Total                    | 54,647,573                 | 30,700,683                 |                                   |

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#### VI. RELATED PARTIES AND RELATED PARTY TRANSACTIONS (continued)

#### Receivable from/payable to related parties (continued)

| Deposits received: | 31 December<br>2003<br>RMB | 31 December<br>2002<br>RMB | Details         |
|--------------------|----------------------------|----------------------------|-----------------|
| 馬鋼集團建設有限責任公司       | 465,607                    | 2,000,942                  | Trade           |
| 馬鋼集團南山礦業有限責任公司     | 424                        | 143                        | Trade           |
| 馬鋼集團姑山礦業有限責任公司     | 47,286,295                 | 35,790,093                 | Trade           |
| 馬鋼(集團)控股有限公司桃沖礦業公司 | 1,192,110                  | 687,743                    | Trade           |
| 馬鋼集團康泰置地發展有限公司     | 60,260                     | 60,260                     | Electricity fee |
| 馬鋼集團實業發展有限責任公司     | 799                        | -                          | Trade           |
| 馬鞍山黑馬鋼筋焊網有限公司      | 2,718,170                  | 260,288                    | Trade           |
| 馬鋼易凡工貿有限公司         | 441,167                    | 54                         | Trade           |
| 馬鋼集團力生有限責任公司       | 8,584                      | 9,788                      | Trade           |
| 馬鋼和菱包裝材料有限公司       | 42,839                     |                            | Trade           |
| Total              | 52,216,255                 | 38,809,311                 |                 |

The balances with related parties are interest-free, unsecured and have no fixed terms of repayment.

#### VII. CONTINGENT LIABILITIES

As at 31 December 2003, the Company had given guarantees amounted to approximately RMB2.42 billion (31 December 2002: approximately RMB1.91 billion), in order for certain of its subsidiaries to obtain banking facilities.

Save as aforesaid, the Group and the Company had no significant contingent liabilities as at the balance sheet date.

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#### **VIII. CAPITAL COMMITMENTS**

The commitments for capital expenditure as at the balance sheet date were as follows:

| Group ar  | Group and Company |  |
|---|-------------------|--|
| 31 December   | 31 December       |  |
| 2003  | 2002              |  |
| RMB'000   | RMB'000           |  |
| Contracted, but not provided for:                       |                   |  |
| Thin Plate Project 193,275                              | 2,118,456         |  |
| H-Beam Production Line 166,970                          | _                 |  |
| Coil Coating Lines Project 62,768                       | _                 |  |
| 850m³ Blast Furnace 62,584                              | _                 |  |
| Auxiliary Facilities 57,086                             | 28,470            |  |
| Continuous Rod Production Line of                       |                   |  |
| No.2 Steel Making Plant 54,839                          | -                 |  |
| No.4 Converter of No.3 Steel Making Plant 49,163        | _                 |  |
| The Recovery Engineering of Coke Making Plant 48,970    | 3,646             |  |
| 40000m³ Oxygenerator 40,473                             | 186,451           |  |
| Modification of Train Wheel Rolling System 40,384       | 69,854            |  |
| RH Furnace of No.1 Steel Making Plant 31,304            | -                 |  |
| 2.2 million t/a Technology Revamping of                 |                   |  |
| No.1 Iron Making Plant 23,805                           | _                 |  |
| Coke Dry Quenching Project 18,195                       | 14,567            |  |
| No. 3 Generator Group of Thermal Power Plant 18,186     | 7,794             |  |
| Small Profiled Ingot Continuous Casting Machine 11,000  | -                 |  |
| 2500m³ Blast Furnace –                                  | 205,046           |  |
| 300m <sup>2</sup> Sintering Machine                     | 72,141            |  |
| Revamping of High Speed Wire and Rolling Mill Project – | 42,061            |  |
| No. 3 Converter of No. 1 Steel Making Plant –           | 36,031            |  |
| Wire Rod Mill of No. 2 Steel Making Plant –             | 30,453            |  |
| No. 2 Coke Furnace –                                    | 18,279            |  |
| Reformation of Dock and Stock Storage Ground –          | 17,765            |  |
| Other projects 38,812                                   | 18,300            |  |
| 917,814   | 2,869,314         |  |

Note: The capital commitments contracted, but not provided for, included capital commitments denominated in foreign currencies of approximately EUR23 million (equivalent to approximately RMB237 million), approximately US\$0.22 million (equivalent to approximately RMB1.80 million) and approximately JPY1.08 billion (equivalent to approximately RMB83.51 million).

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#### VIII. CAPITAL COMMITMENTS (continued)

|   | Group and Company |             |
|---|-------------------|-------------|
|   | 31 December       | 31 December |
|   | 2003              | 2002        |
|   | RMB'000           | RMB'000     |
| Authorised, but not contracted for:                   |                   |             |
|   |                   |             |
| H-Beam Production Line                                | 732,560           | _           |
| Thin Plate Project                                    | 276,699           | 1,865,274   |
| 2.2 million t/a Technology Revamping of               |                   |             |
| No.1 Iron Making Plant                                | 254,990           | _           |
| Auxiliary Facilities                                  | 233,400           | 223,369     |
| Small Profiled Ingot Continuous Casting Machine       | 212,500           | -           |
| Coil Coating Lines Project                            | 165,113           | _           |
| Continuous Rod Production Line of                     |                   |             |
| No.2 Steel Making Plant                               | 145,536           | _           |
| No.4 Converter of No.3 Steel Making Plant             | 132,494           | _           |
| 850m³ Blast Furnace                                   | 102,929           | _           |
| Coke Dry Quenching Project                            | 90,098            | 145,590     |
| RH Furnace of No.1 Steel Making Plant                 | 82,635            | _           |
| The Recovery Engineering of Coke Making Plant         | 64,960            | 164,791     |
| 40000m³ Oxygenerator                                  | 62,945            | 108,271     |
| No. 3 Generator Group of Thermal Power Plant          | 25,834            | 100,020     |
| Modification of Train Wheel Rolling System            | 4,228             | 88,031      |
| 2500m³ Blast Furnace                                  | -,                | 415,929     |
| 300m² Sintering Machine                               | _                 | 134,602     |
| No. 2 Coke Furnace                                    | _                 | 85,748      |
| Ma Steel Health Recovery Centre                       | _                 | 58,202      |
| No. 3 Converter of No. 1 Steel Making Plant           | _                 | 46,388      |
|   | _                 |             |
| Reformation of Dock and Stock Storage Ground          | _                 | 42,063      |
| Wire Rod Mill of No. 2 Steel Making Plant             | _                 | 36,869      |
| 70t VD Oven of No. 3 Steel Making Plant               | -                 | 17,265      |
| Revamping of High Speed Wire and Rolling Mill Project | -                 | 12,007      |
| Other projects  | 45,837            | 84,470      |
|   | 2,632,758         | 3,628,889   |
| Total capital commitments                             | 3,550,572         | 6,498,203   |

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#### IX. NON-RECURRING GAINS OR LOSSES

|  | 2003<br>RMB  |
|--|--------------|
| Loss on disposal of long term equity investments                     | (10,629,765) |
| Loss on disposal of fixed assets, net                                | (47,260,768) |
| Subsidies income   | 1,413,783    |
| Reversal of provision for decline in value of short term investments | 2,263,731    |
| Other non-operating income and expense items                         | (28,966,418) |
| Reversal of impairment provisions made in prior years                | 63,554,141   |
| Income tax effect  | 11,374,920   |
| Total  | (8,250,376)  |

The calculation of non-recurring gains or losses is in accordance with Zheng Jian Kuaiji Zi No. (2004) 4 "Notice on issuance of 'Questions and answers on information disclosure standards of listed securities companies' No. 1 (revised 2004)" issued by China Securities Regulatory Commission.

#### **COMPARATIVE AMOUNTS**

Certain comparative amounts have been reclassified to conform with the current year's presentation.

#### XI. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved by the board of directors on 13 April 2004.