



CHINA ORIENTAL GROUP COMPANY LIMITED
中國東方集團控股有限公司*

(Incorporated in Bermuda with limited liability)

(在百慕達註冊成立的有限公司)

(Stock Code: 581)

(股份代號: 581)

中 期 報 告
2012
INTERIM REPORT

* For identification purposes only
僅供識別

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Financial Highlights

財務摘要

FINANCIAL SUMMARY

財務總結

		Six months ended 30 June Unaudited Consolidated 截至六月三十日止六個月 未經審核合併		
		2010 二零一零年 (RMB million) (人民幣百萬元)	2011 二零一一年 (RMB million) (人民幣百萬元)	2012 二零一二年 (RMB million) (人民幣百萬元)
Revenue	收入			
- Selling of self-manufactured steel products	- 銷售自行生產的鋼鐵產品	15,350	19,652	16,790
- Trading of steel products	- 鋼鐵產品貿易	-	-	1,833
- Sales of real estates	- 銷售房地產	-	-	176
		15,350	19,652	18,799
Gross profit	毛利			
- Selling of self-manufactured steel products	- 銷售自行生產的鋼鐵產品	1,396	1,988	812
- Trading of steel products	- 鋼鐵產品貿易	-	-	29
- Sales of real estates	- 銷售房地產	-	-	44
		1,396	1,988	885
EBITDA ¹	扣除所得稅、財務淨成本、 折舊及攤銷前溢利 ¹	1,699	2,288	1,058
Profit before income tax	除所得稅前溢利	1,158	1,752	431
Profit for the period	期內溢利	872	1,295	268
Profit for the period attributable to owners of the Company	期內本公司權益持有者 應佔溢利	798	1,155	249
Basic earnings per share (RMB)	每股基本收益(人民幣元)	0.27	0.39	0.09
			As at	
		31 December 2010 二零一零年 十二月三十一日 Audited 經審核 (RMB million) (人民幣百萬元)	31 December 2011 二零一一年 十二月三十一日 Audited 經審核 (RMB million) (人民幣百萬元)	30 June 2012 二零一二年 六月三十日 Unaudited 未經審核 (RMB million) (人民幣百萬元)
Net assets	淨資產值	8,520	9,511	9,665
Total assets	總資產	20,742	22,930	24,793
Net assets value per share (excluding non-controlling interests) (RMB)	每股淨資產值(豁除非控制 性權益)(人民幣元)	2.75	3.03	3.12

¹ China Oriental Group Company Limited (the "Company") defines EBITDA as profit for the period before finance costs-net, amortisation of intangible assets, amortisation of leasehold land and land use rights, income tax expense, depreciation, share-based payments and non-recurring items. Non-recurring items for the six months ended 30 June 2012 included Renminbi ("RMB") 108.4 million as reversal of written down of inventories to net realisable value made in previous year.

¹ 中國東方集團控股有限公司(「本公司」)對EBITDA的定義為扣除財務淨成本、無形資產攤銷、租賃土地及土地使用權攤銷、所得稅費用、折舊、購股權支出及非經常發生的項目前之本期間的溢利。截至二零一二年六月三十日止六個月期間內的非經常發生的項目包括了人民幣1.08億元的沖回之前年度所計提的將存貨價值減值至可變現淨值所產生的撥備。

AVERAGE SELLING PRICE AND GROSS PROFIT PER TONNE OF SELF-MANUFACTURED STEEL PRODUCTS

自行生產的鋼鐵產品每噸平均銷售單價及毛利

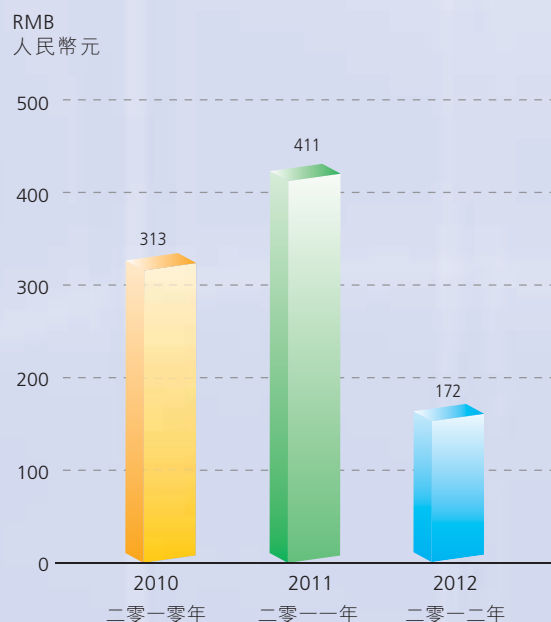
		Six months ended 30 June Unaudited Consolidated 截至六月三十日止六個月 未經審核合併		
		2010 二零一零年 (RMB) (人民幣元)	2011 二零一一年 (RMB) (人民幣元)	2012 二零一二年 (RMB) (人民幣元)
Average selling price per tonne	每噸平均銷售單價	3,434	4,063	3,561
Gross profit per tonne	每噸毛利			
H-section steel products	H型鋼產品	417	518	259
Strips and strip products	帶鋼及帶鋼類產品	301	360	133
Cold rolled sheets and galvanised sheets	冷軋板及鍍鋅板	228	189	25
Billets	鋼坯	197	340	99
Rebar	螺紋鋼	N/A 不適用	410	221
Total	合計	313	411	172

Average Selling Price per Tonne
每噸平均銷售單價



Six months ended 30 June
截至六月三十日止六個月

Average Gross Profit per Tonne
每噸平均毛利



Six months ended 30 June
截至六月三十日止六個月

Financial Highlights

財務摘要

SALES VOLUME OF SELF-MANUFACTURED STEEL PRODUCTS AND CLASSIFIED BY PRODUCTS

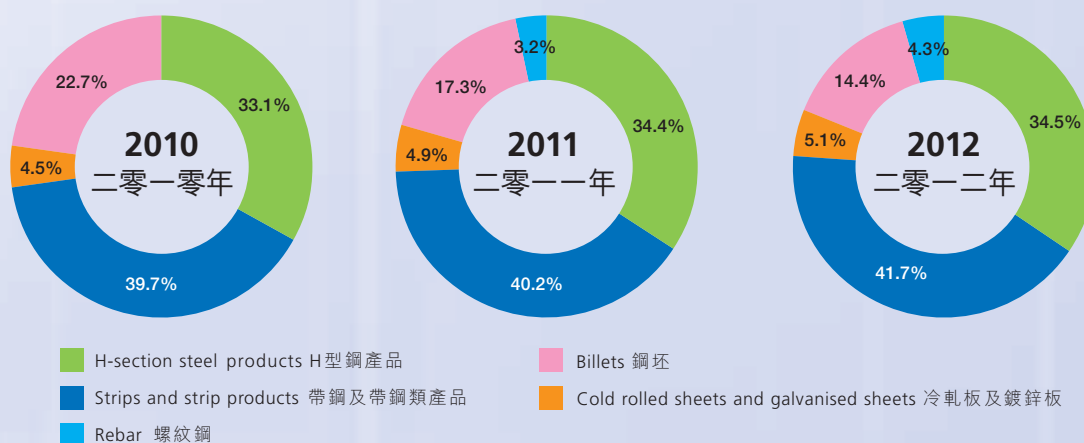
按產品種類劃分之自行生產的鋼鐵產品的銷售量

		Six months ended 30 June Unaudited Consolidated 截至六月三十日止六個月 未經審核合併		
		2010 二零一零年 (‘000 tonnes) (千噸)	2011 二零一一年 (‘000 tonnes) (千噸)	2012 二零一二年 (‘000 tonnes) (千噸)
H-section steel products	H型鋼產品	1,481	1,663	1,623
Strips and strip products	帶鋼及帶鋼類產品	1,772	1,944	1,965
Cold rolled sheets and galvanised sheets	冷軋板及鍍鋅板	202	238	242
Billets	鋼坯	1,015	836	680
Rebar	螺紋鋼	N/A 不適用	156	204
Total	合計	4,470	4,837	4,714

Sales Volume of Self-manufactured Steel Products

自行生產的鋼鐵產品的銷售量

Six months ended 30 June
截至六月三十日止六個月



Sales analysis from trading of steel products

The Company and its subsidiaries (the “Group”) started to engage in trading of steel products which is not manufactured by the Group. The board of directors of the Company (the “Board”) considers it will provide more information to the shareholders of the Company (the “Shareholders”) by disclosing separately the performance of the trading business.

During the six months ended 30 June 2012, the sales volume arising from trading of steel products amounted to approximately 0.54 million tonnes. The revenue and gross profit attributable to trading of steel products were RMB 1,833 million and RMB 29 million respectively.

鋼鐵產品貿易的銷售分析

本公司及其附屬公司(「本集團»)已展開非由本集團生產的鋼鐵產品之貿易業務，本公司董事局(「董事局»)認為應以獨立型式向本公司的股東(「股東»)披露貿易業務表現以提供更多訊息。

二零一二年六月三十日止六個月期間內，鋼鐵產品貿易所產生的銷售量約為54萬噸。鋼鐵產品貿易帶來之銷售額和毛利分別為約人民幣18.33億元和人民幣0.29億元。

BOARD OF DIRECTORS

Executive Directors

Mr. Han Jingyuan
(Chairman and Chief Executive Officer)

Mr. Zhu Jun
(Executive Deputy General Manager and Chief Operating Officer)

Mr. Shen Xiaoling
(Deputy General Manager and Chief Financial Officer)

Mr. Zhu Hao

Mr. Muktesh Mukherjee (Deputy General Manager)
(resigned on 11 May 2012)

Mr. Han Li

Non-Executive Directors

Mr. Ondra Otradovec

Mr. Vijay Kumar Bhatnagar

Mr. Liu Lei

Independent Non-Executive Directors

Mr. Yu Tung Ho

Mr. Wong Man Chung, Francis

Mr. Wang Tianyi

COMPOSITION OF BOARD COMMITTEE

NOMINATION COMMITTEE

(established on 23 March 2012)

Mr. Han Jingyuan (Chairman)

Mr. Yu Tung Ho

Mr. Wong Man Chung, Francis

Mr. Wang Tianyi

AUDIT COMMITTEE

Mr. Wong Man Chung, Francis (Chairman)

Mr. Yu Tung Ho

Mr. Wang Tianyi

REMUNERATION COMMITTEE

Mr. Wong Man Chung, Francis (Chairman)

Mr. Yu Tung Ho

Mr. Wang Tianyi

Mr. Han Jingyuan

AUTHORISED REPRESENTATIVE

Mr. Zhu Hao

Mr. Lee Hang Tat

COMPANY SECRETARY

Mr. Lee Hang Tat

董事局

執行董事

韓敬遠先生
(董事局主席兼首席執行官)

朱軍先生
(常務副總經理兼首席運營官)

沈曉玲先生
(副總經理兼首席財務官)

朱浩先生

Muktesh Mukherjee 先生 (副總經理)
(於二零一二年五月十一日辭任)

韓力先生

非執行董事

Ondra Otradovec 先生

Vijay Kumar Bhatnagar 先生

劉磊先生

獨立非執行董事

余統浩先生

黃文宗先生

王天義先生

董事委員會

提名委員會

(於二零一二年三月二十三日成立)

韓敬遠先生 (主席)

余統浩先生

黃文宗先生

王天義先生

審核委員會

黃文宗先生 (主席)

余統浩先生

王天義先生

薪酬委員會

黃文宗先生 (主席)

余統浩先生

王天義先生

韓敬遠先生

授權代表

朱浩先生

李行達先生

公司秘書

李行達先生

Corporate Information

公司資料

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Suites 901-2 & 10, 9th Floor, Great Eagle Centre
23 Harbour Road
Wanchai, Hong Kong

BERMUDA PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Butterfield Fulcrum Group (Bermuda) Limited

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited

AUDITOR

PricewaterhouseCoopers

COMPANY'S WEBSITE

www.chinaorientalgroup.com

LIST OF BANKERS (IN ALPHABETICAL ORDERS)

Agricultural Bank of China
Bank of China
Bank of Communications
Bank of Dalian
China Bohai Bank
China Citic Bank
China Construction Bank
China Merchants Bank
China Minsheng Bank
Citic Bank International Limited
DBS
Industrial and Commercial Bank of China (Asia) Limited
Nanyang Commercial Bank
Natixis
Rabobank
Raiffeisen Bank International AG
Shanghai Pudong Development Bank
Shenzhen Development Bank
Tangshan City Commercial Bank
The Hongkong and Shanghai Banking Corporation Limited

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

香港主要營業地點

香港灣仔
港灣道23號
鷹君中心9樓901-2及10室

百慕達主要股份過戶登記處

Butterfield Fulcrum Group (Bermuda)
Limited

股份過戶登記處香港分處

卓佳證券登記有限公司

核數師

羅兵咸永道會計師事務所

公司網址

www.chinaorientalgroup.com

往來銀行 (按英文次序排列)

中國農業銀行
中國銀行
交通銀行
大連銀行
渤海銀行
中信銀行
中國建設銀行
中國招商銀行
中國民生銀行
中信銀行國際
星展銀行
中國工商銀行(亞洲)
南洋商業銀行
法國外貿銀行
荷蘭合作銀行
奧地利奧和國際銀行
上海浦東發展銀行
深圳發展銀行
唐山市商業銀行
香港上海滙豐銀行有限公司

Management Discussion and Analysis 管理層討論與分析



Chairman and Chief
Executive Officer
of the Company
- Mr. Han Jingyuan
本公司董事局主席
兼首席執行官
— 韓敬遠先生

The Group will strive to implement a prudent strategy in managing its business in the second half of this year. The Group will ensure its cash flow and balance sheet are maintained at a healthy level.

本集團在下半年會致力執行審慎的經營策略，確保現金流及資產負債表維持在健康水平。

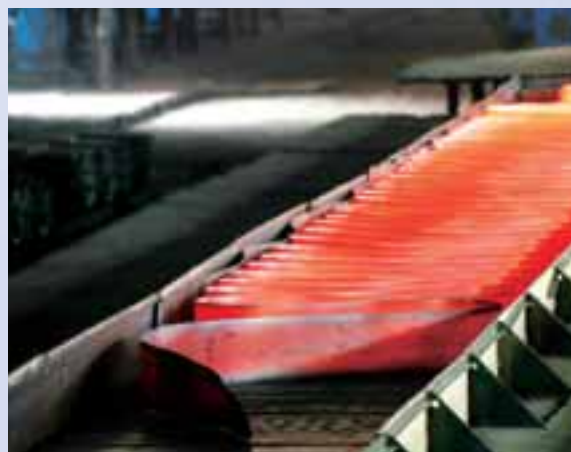
During the first half of 2012, the domestic steel industry faced challenges in several aspects. Firstly, the problem of over-capacity for the whole industry has not yet been solved. Secondly, the global economy, including the People's Republic of China (the "PRC"), after experiencing a slight rebound had resumed the down trend since the end of third quarter of 2011. Consequently, most of the customers of our products domiciled in the PRC had hesitated to place new orders and their view to future prospect had become conservative if not pessimistic, which placed the iron and steel manufacturers under severe pressure in pricing the steel products. On the contrary, the supply of iron ore, one of the major raw materials in steel production, was dominated by a handful of suppliers and the price was being controlled and maintained at a rather high level. Accordingly, the gross profit margin of steel products was squeezed and the Group, being one of the participants in this industry, is unavoidably affected by these adverse factors.

Despite the aforesaid market pressure, through cost savings measures, technology innovation and prompt adjustment to product portfolio, the Group achieved an average gross profit margin from selling of self-manufactured steel products of 4.8% for the first half of 2012 which is better than 3.2% for the second half of 2011 though it dropped significantly from 10.1% for the first half of 2011. Nevertheless, the Group will keep on improving production efficiency so as to maintain the current gross profit margin or even to earn a higher gross profit margin.

於二零一二年上半年，國內鋼鐵行業面對幾項大挑戰。首先，整個行業產能過剩的問題依然沒有解決，再者加上全球經濟包括中華人民共和國（「中國」），由二零一一年第三季度末開始，面對由復甦轉為放緩，導致本集團產品在中國境內的主要客戶減慢落訂單及對前景的看法就算未轉為悲觀，也變得審慎，這些原因令到鋼鐵製造商在產品定價方面面對更大壓力。相反，鋼鐵產品的其中一種主要原材料，鐵礦石的供應方面，因為由少數供應商控制及仍處於較高價格水平，形成鋼鐵製造商的毛利率受壓，而本集團作為行業參與者也不能避免受上述情況所影響。

儘管面對上述市場壓力，本集團透過壓縮成本、技術改造及適時調節產品組合的措施，令到二零一二年上半年銷售自行生產的鋼鐵產品之平均毛利率，雖然由二零一一年上半年的10.1%明顯下降至二零一二年上半年的4.8%，但已較二零一一年下半年的3.2%為好。雖然如此，本集團也會持續改善生產效益以維持現有的毛利率，甚至賺取更高的毛利率。

Management Discussion and Analysis 管理層討論與分析



Technology innovation is one of the major measures implemented by the Group to reduce cost. During the first half of 2012, Hebei Jinxi Iron and Steel Group Company Limited (“Jinxi Limited”) and Hebei Jinxi Iron and Steel Group Zhengda Iron and Steel Company Limited (“Zhengda Iron and Steel”) completed several projects which helped reducing the cost and improved the environment.

For the sales of products, the Group remained as the leader of H-section steel products in the PRC. For the six months ended 30 June 2012, the Group sold 1.62 million tonnes H-section steel in total. H-section steel is mainly used in construction project, including infrastructure, railway and real estate.

技術改造是本集團其中一項壓縮成本的重要措施，於二零一二年上半年度內，河北津西鋼鐵集團股份有限公司（「津西鋼鐵」）及河北津西鋼鐵集團正達鋼鐵有限公司（「正達鋼鐵」）完成若干項目以減省成本及改善環境。

產品銷售方面，本集團繼續領導中國的H型鋼市場，截至二零一二年六月三十日止六個月，本集團共售出162萬噸H型鋼。H型鋼產品主要用於建築項目，包括基建、鐵路及房地產。

Management Discussion and Analysis 管理層討論與分析

As at 30 June 2012, the property development project namely Donghu Bay which is located in Tangshan City, Hebei Province, the PRC recorded sales revenue of approximately RMB 176 million and operating profit amounted to approximately RMB 34.6 million. As at 30 June 2012, 496 units or 73.6% of the first phase of Donghu Bay was sold out of 674 units in total.

After taking into account the rate of return on the investment made in steel industry and the cost of fund, the management of the Group considers that cautious involvement in financing industry will support the return to the Shareholders. The Group carried out financing industry through its wholly-owned subsidiary, Oriental Evertrust Finance Leasing Co., Ltd. ("Oriental Evertrust"). As at 30 June 2012, Oriental Evertrust provided an entrustment loan of RMB 300 million due on July 2014 to an unrelated steel manufacturer at an interest rate of 12% per annum.

After the implementation of tightening monetary policy by the central government in the PRC, small and medium size enterprises and individuals have been restricted to apply for bank financing. Therefore, in June 2012, the Group established a wholly-owned subsidiary, Tianjin Oriental Huitong Microcredit Company Limited ("Oriental Huitong"), with a registered capital of RMB 100 million. The Group hopes to carry out lending business, including the provision of short-term corporate term loan, note discounting and personal lending through Oriental Huitong. The tenor of each single loan is within one year and the maximum amount of loan which Oriental Huitong can lend is 1.5 times of its registered capital or RMB 150 million.

In 2011, the Group acquired Hebei Jinxi Iron and Steel Group Dafang Heavy Industry Science and Technology Company Limited ("Jinxi Dafang"), which engaged in the manufacturing of construction and metallurgy equipments. The management of the Group believes that Jinxi Dafang is able to provide reasonable return to Shareholders.

In order to promote the Chinese culture, improve the corporate image and perform its corporate social responsibility, the Group established a wholly-owned subsidiary, Beijing Jinxi Longxiang Culture Development Company Limited ("Jinxi Longxiang") with a registered capital of RMB 10 million in May 2012. The Group through Jinxi Longxiang published "Meng Xue Shi San Jing"*(蒙學十三經).

本集團於中國河北省唐山市的「東湖灣」房地產項目於二零一二年六月三十日實現銷售收入約人民幣1.76億元，營運利潤約人民幣3,460萬元。截至二零一二年六月三十日，「東湖灣」一期合共674個住宅單位，當中496個單位或73.6%已銷售。

本集團管理層考慮到投資在鋼鐵行業的回報率及資金成本後，認為審慎地發展融資業務可在股東回報率方面提供支持並透過本集團全資擁有的附屬公司，東方信遠融資租賃有限公司（「東方信遠」）參與其中，截至二零一二年六月三十日，東方信遠向一間非關聯的鋼鐵企業，提供一筆人民幣3.0億元的委託貸款，年利率12%，該貸款於二零一四年七月到期。

中國中央政府引入從緊的貨幣政策後，限制了中小型企業及個人向銀行申請融資的渠道，因此於二零一二年六月，本集團成立全資擁有的附屬公司，天津東方匯通小額貸款有限公司（「東方匯通」）。東方匯通註冊資本為人民幣1.0億元，本集團希望透過東方匯通從事企業短期流動資金貸款、票據貼現及個人貸款。小額貸款單筆發放期控制在一年以內，總貸款上限是註冊資本的1.5倍，即人民幣1.5億元。

本集團於二零一一年收購的河北津西鋼鐵集團大方重工科技有限公司（「津西大方」）從事各種冶金及建材設備製造，本集團管理層相信其可持續為股東提供合理回報。

本集團為了弘揚中國文化，藉此提升企業形象及履行企業應有的社會責任，於二零一二年五月成立全資擁有的附屬公司，北京津西龍翔文化發展有限公司（「津西龍翔」），註冊資本為人民幣1,000萬元，透過津西龍翔出版《蒙學十三經》。

Management Discussion and Analysis 管理層討論與分析

For the six months ended 30 June 2012, the revenues generated from selling of self-manufactured steel products amounted to RMB 16,790 million, representing a decrease of 14.6% as compared with that of the corresponding period in prior year. During the period under review, the operating profit and profit for the period attributable to owners of the Company has decreased by 63.0% and 78.4%, respectively, as compared with last year.

Since the Group introduced the world's largest steel corporation ArcelorMittal as its strategic shareholder in 2008, collaboration between the Group and ArcelorMittal has grown considerably. ArcelorMittal appointed experienced executives to the Board of the Group to participate in decision making for the Group's business development. Technicians and management staff from ArcelorMittal was sent to our production sites on a regular basis to inspect their operations and provide professional advice. Close collaboration is maintained for improving product quality.

截至二零一二年六月三十日止六個月，本集團錄得由自行生產的鋼鐵產品銷售之收入金額為人民幣167.9億元，較去年同期減少14.6%。於回顧期內，經營溢利及期內本公司權益持有者應佔溢利分別較去年同期減少63.0%及78.4%。

本集團自二零零八年引入全球最大的鋼鐵企業安賽樂米塔爾為策略股東後，雙方的緊密合作不斷深化。安賽樂米塔爾除委派資深行政人員加入本集團董事局，參與本集團業務發展決策外，並定期派遣技術及管理人員到我們的生產基地視察營運狀況和提供專業意見，在產品品質提升方面作緊密交流。

Business and Financial Review

業務和財務概覽

BUSINESS REVIEW

Sales analysis from selling of self-manufactured steel products

In the first half of 2012, the Group's total sales volume was 4.71 million tonnes (2011 corresponding period: 4.84 million tonnes), representing a decrease of approximately 2.7%.

The Group's sales volume breakdown during the period was as follows:

業務回顧

銷售自行生產的鋼鐵產品之分析

二零一二年上半年本集團總銷售量為471萬噸(二零一一年同期:484萬噸),下降約2.7%。

本集團於期內銷售量如下:

		Six months ended 30 June 截至六月三十日止六個月				
		2012 二零一二年		2011 二零一一年		
		Sales volume 銷售量 (^{'000 tonnes}) (千噸)		Sales volume 銷售量 (^{'000 tonnes}) (千噸)		Changes in Sales volume 銷售量變化
H-Section steel products	H型鋼產品	1,623	34.5%	1,663	34.4%	(2.4%)
Strips and strip products	帶鋼及帶鋼類產品	1,965	41.7%	1,944	40.2%	1.1%
Cold rolled sheets and galvanised sheets	冷軋板及鍍鋅板	242	5.1%	238	4.9%	1.7%
Billets	鋼坯	680	14.4%	836	17.3%	(18.7%)
Rebar	螺紋鋼	204	4.3%	156	3.2%	30.8%
Total	合計	4,714	100.0%	4,837	100.0%	(2.7%)

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業務和財務概覽

Revenue

Revenue of the Group in the first half of 2012 was RMB 16,790 million (2011 corresponding period: RMB 19,652 million), representing a decrease of approximately 14.6%

The Group's revenue breakdown and average selling price by product (excluding value added tax) during the periods were as follows:

銷售額

二零一二年上半年本集團總銷售額為人民幣167.90億元(二零一一年同期：人民幣196.52億元)，下跌約14.6%。

本集團於期內銷售額及平均產品銷售單價(不含增值稅)如下：

		Six months ended 30 June				Changes in	
		2012		2011		變化	
		二零一二年		二零一一年			
		Average		Average		Average	
		Revenue	selling price	Revenue	Selling price	Revenue	selling price
		銷售額	平均銷售單價	銷售額	平均銷售單價	銷售額	平均銷售單價
		(RMB million)	(RMB/tonne)	(RMB million)	(RMB/tonne)	銷售額	平均銷售單價
		(人民幣百萬元)	(人民幣元/噸)	(人民幣百萬元)	(人民幣元/噸)		
H-section steel products	H型鋼產品	6,018	3,708	7,008	4,215	(14.1%)	(12.0%)
Strips and strip products	帶鋼及帶鋼類產品	6,712	3,416	7,673	3,947	(12.5%)	(13.5%)
Cold rolled sheets and galvanised sheets	冷軋板及鍍鋅板	1,086	4,488	1,151	4,836	(5.6%)	(7.2%)
Billets	鋼坯	2,212	3,250	3,079	3,683	(28.2%)	(11.8%)
Rebar	螺紋鋼	715	3,506	664	4,245	7.7%	(17.4%)
Others	其他	47	-	77	-	(39.0%)	N/A 不適用
Total	合計	16,790	3,561	19,652	4,063	(14.6%)	(12.4%)

The decrease in revenue was primarily due to a decrease in the sales volume of the Group's products and a decrease in its average selling price by 12.4% to RMB 3,561 per tonne for the six months ended 30 June 2012 from RMB 4,063 per tonne for the corresponding period in 2011. Decrease in sales volume and average selling price of the Group's products were mainly driven by decline in demand during the first half of 2012, as a result of slow-down in the global economies and over-capacity problems still exist in the steel making industry in the PRC.

銷售額下跌主要由於本集團產品的銷售量下跌及截至二零一二年六月三十日止六個月平均銷售單價較二零一一年同期的每噸人民幣4,063元下跌12.4%至每噸人民幣3,561元。本集團產品的銷售量及平均銷售單價下跌主要是由於二零一二年上半年全球經濟放緩導致市場需求減少，與中國的鋼鐵生產行業仍處於產量過盛的情況。

Business and Financial Review 業務和財務概覽

Cost of Sales and Gross Profit

The consolidated gross profit of the Group in the first half of 2012 was RMB 812 million (2011 corresponding period: RMB 1,988 million), representing a decrease of 59.2%. Gross profit margin was 4.8% (2011 corresponding period: 10.1%).

Average cost per tonne and gross profit per tonne during the period were as follows:

銷售成本及毛利

二零一二年上半年本集團的綜合毛利為人民幣8.12億元(二零一一年同期：人民幣19.88億元)，下跌59.2%。毛利率為4.8%(二零一一年同期：10.1%)。

於期內每噸平均成本及毛利如下：

		Six months ended 30 June 截至六月三十日止六個月					
		2012 二零一二年			2011 二零一一年		
		Average cost per tonne 每噸平均 成本 (RMB) (人民幣元)	Gross profit per tonne 每噸毛利 (RMB) (人民幣元)	Gross profit margin 毛利率	Average cost per tonne 每噸平均 成本 (RMB) (人民幣元)	Gross profit per tonne 每噸毛利 (RMB) (人民幣元)	Gross profit margin 毛利率
H-section steel products	H型鋼產品	3,450	259	7.0%	3,696	518	12.3%
Strips and strip products	帶鋼及帶鋼類產品	3,282	133	3.9%	3,587	360	9.1%
Cold rolled sheets and galvanised sheets	冷軋板及鍍鋅板	4,462	25	0.6%	4,647	189	3.9%
Billets	鋼坯	3,151	99	3.1%	3,343	340	9.2%
Rebar	螺紋鋼	3,284	221	6.3%	3,846	410	9.6%
Total	合計	3,389	172	4.8%	3,652	411	10.1%

Gross profit per tonne of the Group's products decreased to RMB 172 for the six months ended 30 June 2012 from RMB 411 for the corresponding period in 2011, reflecting a decrease of 58.2%. Gross profit margin decreased to 4.8% for the six months ended 30 June 2012 from 10.1% for the corresponding period in 2011. The decrease in gross profit margin was due to average selling prices drop by 12.4% being partially offset by average cost drop by 7.2%.

Sales analysis from trading of steel products

The Group started to engage in trading of steel products which is not manufactured by the Group. The Board considers it will provide more information to the Shareholders by disclosing separately the performance of the trading business.

截至二零一二年六月三十日止六個月本集團產品每噸毛利由二零一一年同期人民幣411元下跌至人民幣172元，下跌58.2%。截至二零一二年六月三十日止六個月毛利率由二零一一年同期10.1%下跌至4.8%。毛利率下跌是因為平均銷售單價下跌12.4%及被平均成本下跌7.2%部份抵銷。

鋼鐵產品貿易的銷售分析

本集團已展開非由本集團生產的鋼鐵產品之貿易業務，董事局認為應以獨立型式向股東披露貿易業務表現以提供更多訊息。

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During the six months ended 30 June 2012, the sales volume arising from trading of steel products amounted to approximately 0.54 million tonnes. The revenue and gross profit attributable to trading of steel products were RMB 1,833 million and RMB 29 million respectively.

ACCREDITATION FOR THE COMPANY AND ITS MANAGEMENT

The Group's trademark, "Jinxi", was accredited the first batch of "2012 China Renowned Brand" by the State Administration for Industry and Commerce Trademark Bureau.

Mr. Han Jingyuan, the Chairman of the Board of the Company, had been named "2011 Outstanding Entrepreneur of Hebei Province".

HUMAN RESOURCES AND REMUNERATION POLICIES

As at 30 June 2012, the Group had a workforce of approximately 14,000 and temporary staff of approximately 3,000. The staff cost included basic salaries and benefits. Staff benefits included discretionary bonus, medical insurance plans, pension scheme, unemployment insurance plan, maternity insurance plan and the fair value of the share options, etc. According to the Group's remuneration policy, employees' package is based on productivity and/or sales performance, and is consistent with the Group's quality control and cost control targets.

FINANCIAL REVIEW

Liquidity and Financial Resources

In order to sustain a stable financial status, the Group closely monitors its liquidity and financial resources.

As at 30 June 2012, the Group had unutilised banking facilities of approximately RMB 9.3 billion (31 December 2011: RMB 4.6 billion).

As at 30 June 2012, the current ratio of the Group, representing current assets divided by current liabilities, was 1.5 (31 December 2011: 1.7) and the gearing ratio, representing total liabilities divided by total assets, was 61.0% (31 December 2011: 58.5%).

二零一二年六月三十日止六個月期間內，鋼鐵產品貿易所產生的銷售量約為54萬噸。鋼鐵產品貿易帶來之銷售額和毛利分別為約人民幣18.33億元和人民幣0.29億元。

公司及管理層取得的榮譽

本集團的「津西」文字商標被國家工商管理行政管理局商標局認定為首批「二零一二年中國馳名商標」。

本公司董事局主席韓敬遠先生榮膺「二零一一年度河北省優秀民營企業家」的榮譽稱號。

人力資源及薪酬政策

於二零一二年六月三十日，本集團僱用員工約14,000人及臨時工人約3,000人。職工成本包括基本薪金及福利，僱員福利包括酌情發放的花紅、醫療保險計劃、養老金計劃、失業保險計劃、生育保險計劃及購股權的公允價值等。根據本集團的薪酬政策，僱員的整套福利與僱員的生產力及／或銷售業績掛鉤，與本集團質量控制及成本控制目標的一致。

財務回顧

資金流動性及財務資源

本集團密切監察流動資金及財務資源，以保持穩健的財政狀況。

於二零一二年六月三十日，本集團的可用銀行授信額度為約人民幣93億元（二零一一年十二月三十一日：人民幣46億元）。

於二零一二年六月三十日，本集團的流動比率（流動資產除以流動負債）為1.5倍（二零一一年十二月三十一日：1.7倍）及資產負債比率（總負債除以總資產）為61.0%（二零一一年十二月三十一日：58.5%）。

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As at 30 June 2012, the cash and cash equivalents of the Group amounted to RMB 1,101 million (31 December 2011: RMB 965 million).

After considering its cash and cash equivalents as well as the banking facilities currently available to the Group, it is believed that the Group has sufficient capital to fund its future operations and for general business expansion and development.

Capital structures

As at 30 June 2012, most of the borrowings of the Group bore fixed interest rates and the Group's exposure to changes in market interest rates were limited. The Group did not use any derivatives to hedge its exposure to interest rate risk for the six months ended 30 June 2012 and the year ended 31 December 2011.

Moreover, most of the borrowings of the Group as at 30 June 2012 were non-current with maturity over three years.

The Group monitors its capital on the basis of the debt-to-capital ratio. This ratio is calculated as total debt divided by total capital. Total debt includes current and non-current borrowings, finance lease obligations and borrowings from related parties. The Group regards its non-current borrowings, non-current portion of its finance lease obligations and borrowings from related parties and its equity attributable to owners of the parent as its total capital. As at 30 June 2012, the debt-to-capital ratio of the Group was 59.0% (31 December 2011: 55.8%).

The consolidated interest expenses and capitalised interest for the first half of 2012 amounted to RMB 303.40 million (2011 corresponding period: RMB 276.31 million). The interest coverage (divide earnings before interests and taxes by total interest expenses) was 2.4 times (2011 corresponding period: 7.3 times).

於二零一二年六月三十日，本集團的現金及現金等價物為人民幣11.01億元（二零一一年十二月三十一日：人民幣9.65億元）。

考慮目前本集團所持有之現金及現金等價物及可用銀行授信額度後，本集團相信擁有充足的資金應付未來之業務運作及一般業務擴充和發展之資金需要。

資本結構

於二零一二年六月三十日，本集團的大部份借款為固定利率且本集團對市場利率變化的風險為有限的。本集團於二零一二年六月三十日止六個月及二零一一年十二月三十一日止年度並無使用衍生工具對沖其利率風險。

此外，於二零一二年六月三十日，本集團大部份的借款的還款期為非即期且超過三年。

本集團根據債項與資本比率監察資本狀況。債項與資本比率為債項總額除以總資本，而債項總額包括流動及非流動借款、融資租賃負債及關聯公司借款。本集團將其非流動借款、融資租賃負債及關聯公司借款的非流動部份及歸屬於本公司權益持有者的權益視為本集團的總資本。於二零一二年六月三十日，本集團的債項與資本比率為59.0%（二零一一年十二月三十一日：55.8%）。

二零一二年上半年綜合利息支出及資本化利息支出共人民幣3.0340億元（二零一一年同期：人民幣2.7631億元）。利息盈利倍數（扣除利息支出前之稅前溢利除以利息支出）為2.4倍（二零一一年同期：7.3倍）。

Business and Financial Review

業務和財務概覽

Capital commitments

As at 30 June 2012, the Group had capital commitments of RMB 628 million (31 December 2011: RMB 505 million). It is estimated the capital commitments will be financed by the Group's internal resources, senior notes and unutilized banking facilities.

Guarantees and contingent liabilities

As at 30 June 2012, the Group's contingent liabilities amounting to RMB 30 million (31 December 2011: RMB 30 million), which was the provision of guarantee for bank borrowings in favour of a third party.

Pledge of assets

As at 30 June 2012, none of the Group's property, plant and equipment (31 December 2011: approximately RMB 41 million), inventories amounting to approximately RMB 124 million (31 December 2011: approximately RMB 61 million), notes receivable amounting to approximately RMB 449 million (31 December 2011: approximately RMB 161 million) and restricted bank balances amounting to approximately RMB 1,034 million (31 December 2011: approximately RMB 891 million) had been pledged as security for the Group's bank facilities.

Exchange risks

Foreign exchange risk is the risk to the Group's financial conditions and results of operations arising from movements of foreign exchange rates. The Group mainly operates in the Mainland China with most of the transactions denominated and settled in RMB. The Group's foreign exchange risk primarily arises from the procurement of iron ores and the relevant products from overseas suppliers and the Group's senior notes, which is denominated and settled in the United States of America dollars ("US\$"). Foreign exchange rates fluctuate in reaction to the macro-economic performance of different countries and fund flows between countries arising from trade or capital commitments. The Group has not used any derivatives to hedge its exposure to foreign exchange risk in the first half of 2012 and the corresponding period in 2011.

資本性承擔

於二零一二年六月三十日，本集團的資本性承擔為人民幣6.28億元(二零一一年十二月三十一日：人民幣5.05億元)。預計將由本集團自有資金、發債資金所融資及可用銀行授信額度作為融資。

擔保及或然負債

於二零一二年六月三十日，本集團的或然負債為人民幣3,000萬元(二零一一年十二月三十一日：人民幣3,000萬元)，為替第三方作銀行借貸擔保。

資產抵押

於二零一二年六月三十日，本集團沒有抵押物業、廠房及設備(二零一一年十二月三十一日：約人民幣0.41億元)，約人民幣1.24億元(二零一一年十二月三十一日：約人民幣0.61億元)的存貨，約人民幣4.49億元(二零一一年十二月三十一日：約人民幣1.61億元)的應收票據及約人民幣10.34億元(二零一一年十二月三十一日：約人民幣8.91億元)的受限制銀行結餘，作為本集團獲授銀行融資的抵押品。

匯率風險

外匯風險指匯率變動對本集團財務狀況及營運業績構成之風險。本集團主要在中國境內經營，大多數交易以人民幣計值及結算。本集團之外匯風險主要由於向海外供應商購入鐵礦石和相關產品及本集團的優先票據均以美元計值及結算。匯率波動受不同國家宏觀經濟表現以及貿易或資本動向帶來國家之間資金流動所影響。本集團於二零一二年上半年及二零一一年同期並無用任何衍生工具對沖外匯風險。

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Dividend

The Board did not recommend the payment of any interim dividend for the six months ended 30 June 2012 (2011 corresponding period: HK\$292.97 million (approximately RMB 241.35 million)).

Post balance sheet events

There have been no events to cause material impact on the Group from the balance sheet date to the date of this report that should be disclosed.

FUTURE PROSPECTS

In the second half of 2012, the global economy, especially Europe, continues to be full of uncertainties. The PRC economy may have some recovery because the central government tends to implement an economic policy which is aimed to have a stable growth in its economy, which will in return support the iron and steel market to a certain extent.

One of the major raw materials of steel products is iron ore. It is expected that in the absence of an obvious growth of the PRC economy, the price is not likely to rise significantly and are expected to remain stable. There may be certain room for price drop which may help to stabilize the cost of steel products.

The Group will strive to implement a prudent strategy in managing its business in the second half of this year. The Group will ensure its cash flow and balance sheet are maintained at a healthy level. The Group had unutilised banking facilities of RMB 9.3 billion and bank acceptance notes of approximately RMB 5.0 billion.

Conclusively, the steel making industry will be full of challenges in the second half of 2012. The top management of the Company will closely monitor the economic environment and adjust its operating strategy on a timely manner.

股息

董事局不建議派發截至二零一二年六月三十日止六個月的任何中期股息(二零一一年同期：2.9297億港元(約人民幣2.4135億元))。

結算日後事項

自結算日後至本報告日止期間，並無發生重大影響本集團的事情需要披露。

未來展望

展望二零一二年下半年，全球經濟，特別是歐洲的經濟前景持續不明朗，中國經濟在中央政府傾向執行「穩定增長」的經濟政策下，經濟有望在下半年有一定程度的復甦及為鋼鐵市場提供一定程度的支持。

鋼鐵產品的其中一種主要原材料為鐵礦石。預計在國內經濟未有明顯增長下，價格大幅上升機會不大，預期下半年維持在穩定水平，當中或有少許幅度跌價的空間，這對穩定鋼鐵產品的成本有一定幫助。

本集團在下半年會致力執行審慎的經營策略，確保現金流及資產負債表維持在健康水平，本集團現有的可用銀行授信額度超過人民幣93億元及約人民幣50億元的銀行承兌匯票。

總括來說，鋼鐵製造業於二零一二年下半年將充滿挑戰。本公司的高級管理人員會密切注視經濟環境並會及時地調整經營策略。

Other Information 其他資料

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SECURITIES

As at 30 June 2012, the interests and short positions of the directors (the "Directors"), chief executives and their associates of the Company in the shares of the Company (the "Shares"), underlying Shares or debentures of the Company or any of its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) which (i) were required to be notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") and adopted by the Company were as follows:

(i) Interest in the Shares and underlying Shares of the Company:

	Interests in Shares 股份權益		Interests in underlying Shares pursuant to share options 根據購股權在 相關股份的權益	Percentage of the Company's issued share capital 佔本公司已發行 股本的百分比	Long/ Short position 好/淡倉
	Corporate Interest 公司權益	Personal Interest 個人權益			
Mr. Han Jingyuan (Notes 1) 韓敬遠先生(備註1)	1,317,502,849	-	-	45.0%	Long(好)
	-	2,800,000	28,500,000	1.07%	Long(好)
Mr. Zhu Jun 朱軍先生	-	2,400,000	7,800,000	0.35%	Long(好)
Mr. Shen Xiaoling 沈曉玲先生	-	2,400,000	7,800,000	0.35%	Long(好)
Mr. Zhu Hao 朱浩先生	-	-	7,800,000	0.27%	Long(好)
Mr. Han Li 韓力先生	-	-	5,400,000	0.18%	Long(好)

董事於證券的權益及淡倉

於二零一二年六月三十日，本公司的董事（「董事」）、主要行政人員及其聯繫人於本公司或其相聯法團（定義見證券及期貨條例「證券及期貨條例」第XV部）的本公司之股份（「股份」）、相關股份或債券中擁有(i)根據證券及期貨條例第7及第8分部須知會本公司及香港聯合交易所有限公司（「聯交所」）（包括根據證券及期貨條例彼等被當作或視為擁有之權益或淡倉）；或(ii)根據證券及期貨條例第352條須列入該條所指登記冊內；或(iii)根據本公司已採納的聯交所證券上市規則（「上市規則」）附錄十所載的（上市公司董事進行證券交易的標準守則）（「標準守則」）知會本公司及聯交所的權益及淡倉載列如下：

(i) 於本公司股份和相關股份的權益：

Other Information 其他資料

	Interests in Shares 股份權益		Interests in underlying Shares pursuant to share options 根據購股權在 相關股份的權益	Percentage of the Company's issued share capital 佔本公司已發行 股本的百分比	Long/ Short position 好/淡倉
	Corporate Interest 公司權益	Personal Interest 個人權益			
Mr. Ondra Otradovec Ondra Otradovec 先生	-	-	6,000,000	0.21%	Long(好)
Mr. Vijay Kumar Bhatnagar Vijay Kumar Bhatnagar 先生	-	-	2,000,000	0.07%	Long(好)
Mr. Liu Lei 劉磊先生	-	2,400,000	7,200,000	0.33%	Long(好)
Mr. Yu Tung Ho 余統浩先生	-	-	6,000,000	0.21%	Long(好)
Mr. Wong Man Chung, Francis 黃文宗先生	-	-	6,600,000	0.23%	Long(好)
Mr. Wang Tianyi 王天義先生	-	-	2,000,000	0.07%	Long(好)

Notes:

- (1) At 30 June 2012, Mr. Han Jingyuan beneficially owned 63.15% of the issued share capital of Wellbeing Holdings Limited ("Wellbeing Holdings") and held 16.09% of the issued share capital of Wellbeing Holdings on trust for the benefit of certain employees of the subsidiary of the Company. Wellbeing Holdings beneficially owned 1,255,849,124 Shares, representing approximately 42.86% of the issued share capital of the Company. Mr. Han Jingyuan also beneficially owned 100% of the issued share capital of Chingford Holdings Limited ("Chingford Holdings") which beneficially owned 61,653,725 Shares, representing approximately 2.10% of the issued share capital of the Company.

At 30 June 2012, Mr. Han Jingyuan beneficially owned 2,800,000 Shares, representing approximately 0.1% of the issued share capital of the Company.

備註:

- (1) 於二零一二年六月三十日，韓敬遠先生實益擁有 Wellbeing Holdings Limited (「Wellbeing Holdings」) 已發行股本 63.15% 的權益，並以信託方式就本公司附屬公司若干僱員的利益持有 Wellbeing Holdings 已發行股份的 16.09% 權益。Wellbeing Holdings 實益擁有 1,255,849,124 股股份，約佔本公司已發行股份的 42.86% 權益。韓敬遠先生亦實益擁有 Chingford Holdings Limited (「Chingford Holdings」) 的全部已發行股本，而 Chingford Holdings 實益擁有 61,653,725 股股份，約佔本公司已發行股份的 2.10% 權益。

於二零一二年六月三十日，韓敬遠先生私人實益擁有 2,800,000 股股份，約佔本公司已發行股份的 0.1% 權益。

Other Information 其他資料

(ii) Interest in the debentures of the Company

	Corporate Interest 企業權益	Personal Interest 個人權益	Amount of debenture 債券金額
Mr. Han Jingyuan ^(Note 2)	US\$13,000,000 ^(Note 1)	US\$1,250,000 ^(Note 1)	US\$14,250,000 ^(Note 1)
韓敬遠先生 ^(備註2)	13,000,000 美元 ^(備註1)	1,250,000 美元 ^(備註1)	14,250,000 美元 ^(備註1)

Notes:

- (1) US\$550 million 8% senior notes due 2015 of the Company was issued at 11 August 2010 ("2015 Senior Notes").
- (2) At 30 June 2012, Mr. Han Jingyuan beneficially owned 100% of the issued share capital of Eastland International Trading Limited, which beneficially owned US\$4,500,000 of 2015 Senior Notes.

Mr. Han Jingyuan beneficially owned 63.15% of the issued share capital of Wellbeing Holdings and held 16.09% of the issued share capital of Wellbeing Holdings on trust for the benefit of certain employees of the subsidiary of the Company. Wellbeing Holdings beneficially owned US\$8,500,000 of 2015 Senior Notes.

Save as disclosed above and in the section of "Equity-settled Share Option Scheme" below, at 30 June 2012, none of the Directors, chief executives and their associates had any interest and short positions in the Shares, underlying Shares and senior notes of the Company or any of its associated corporations (within the meaning of SFO) as recorded in the register required to be kept under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

(ii) 於本公司債券的權益

備註：

- (1) 本公司於二零一零年八月十一日發行二零一五年到期的5.5億美元8%優先票據(「2015優先票據」)。
- (2) 於二零一二年六月三十日，韓敬遠先生實益擁有東嶺國際貿易有限公司已發行股本100%的權益而持有本公司450萬美元的2015優先票據。

韓敬遠先生實益擁有Wellbeing Holdings Limited已發行股本63.15%的權益，並以信託方式就本公司附屬公司若干僱員的利益持有Wellbeing Holdings已發行股份的16.09%權益。Wellbeing Holdings實益擁有本公司850萬美元的2015優先票據。

除上文所披露者和下述的「以股權結算的購股權計劃」部份外，於二零一二年六月三十日，概無本公司的董事、主要行政人員及其聯繫人於本公司或其任何相聯法團(定義見證券及期貨條例)的股份、相關股份及本公司的優先票據中擁有需根據證券及期貨條例第352條所存置的股東名冊所記錄，或根據標準守則須知會本公司及聯交所的任何權益及淡倉。

EQUITY-SETTLED SHARE OPTION SCHEME

Share options were granted to eligible participants under a share option scheme approved and adopted by the Shareholders at the annual general meeting held on 17 May 2006 (“2006 Share Option Scheme”) and a share option scheme approved and adopted by the Shareholders at the special general meeting held on 20 December 2010 (“2010 Share Option Scheme”) (together with the 2006 Share Option Scheme, collectively referred to as (“Share Option Schemes”)) for the purpose of providing incentives and rewards to eligible participants who are regarded as valuable human resources of the Group or who have contributed to the growth and success of the Group with their performance and other factors (e.g. their years of service with the Company and/or work experience and/or knowledge in the industry etc.) to contribute further to the Company.

The Share Option Schemes do not specify any minimum holding period and/or performance targets as a condition for the exercise of an option but subject to the rules of the share options scheme, the Board is empowered with the authority to determine granting of an option on a case by case basis taking into account of the relevant factors as the Board in its sole discretion considers appropriate.

The maximum number of Shares issuable under the Share Option Schemes to each eligible participant within any 12-month period is limited to 1% of the Shares in issue at any time. Any further grant of share options in excess of this limit is subject to Shareholders’ approval in a general meeting.

Subject to earlier termination by the Company in general meeting or by the Board, the Share Option Schemes shall be valid and effective for a period of ten years from their respective dates of adoption.

以股權結算的購股權計劃

根據在二零零六年五月十七日舉行的股東周年大會上由股東批准及採納的購股權計劃(「2006購股權計劃」)及在二零一零年十二月二十日舉行的股東特別大會上由股東批准及採納的購股權計劃(「2010購股權計劃」)(連同2006購股權計劃統稱為「購股權計劃」)已向合資格參與者授予購股權，目的旨在激勵及獎勵合資格參與者彼等被視為本集團的寶貴人力資源或以彼等之表現及其他因素對本集團的發展和成功作出貢獻(例如彼等在本公司的服務年期及/或行內的工作經驗及/或知識)，並對本公司作出更多貢獻。

購股權計劃並沒有特定須持有的最短期間及/或行使購股權須達致的表現目標，惟根據購股權計劃的條款，授予董事局有權利釐定每個個別情況的授出購股權條款作出其認為適當的有關因素。

根據購股權計劃下向每名合資格參與者授予的最高可發行的股份數目在該授出日期止十二個月期間內上限為本公司當時發行股份的1%，任何超出限制的進一步授予購股權需於股東大會上由股東批准。

在不抵觸本公司於股東大會上或透過董事局提早終止下，購股權計劃將自其採納日期起計為期十年有效及生效。

Other Information 其他資料

The subscription price shall be such price determined by the Directors at its absolute discretion and shall be no less than the highest of: (a) the closing price of Shares as stated in the daily quotations sheet of the Stock Exchange on the date of grant; (b) the average closing price of the share of the Company as stated in the daily quotations sheet of the Stock Exchange for the five business days immediately preceding the date of grant; and (c) the nominal value of a share of the Company on the date of grant.

The consideration payable on acceptance of all of the options under the Share Option Schemes is HK\$1.00.

The total number of Shares available for issue under the Share Option Schemes upon exercising of all outstanding share options granted and yet to be exercised is 312,016,000 Shares, representing approximately 10.65% of the issued share capital of the Company as at the date of this report.

On 30 March 2012, share options to subscribe for 75,370,000 Shares were granted to the grantees at an exercise price of HK\$2.03 per Share under the 2010 Share Option Scheme which represents the highest of (i) the closing price of HK\$2.01 per Share as stated in the daily quotations sheet issued by the Stock Exchange on the date of grant of the share options, i.e. 30 March 2012 (the "Date of Grant"); (ii) the average closing price of HK\$2.03 per Share as stated in the daily quotations sheets issued by the Stock Exchange for the five business days immediately preceding the Date of Grant; and (iii) the nominal value of Share, which is HK\$0.10. The share options are exercisable by the grantees in the following manners: (1) up to 60% of the share options granted to each grantee on or after 30 March 2012; (2) up to 80% of the share options granted to each grantee on or after 30 March 2013; (3) all the remaining share options granted to each grantee on or after 30 March 2014, and in each case, not later than 19 December 2020.

行使價乃由本公司董事局全權酌情釐定，並不會低於以下三者中最高者：(a) 股份於授予日期在聯交所每日報價表所報的收市價；(b) 本公司股份於緊接授予日期前五個營業日在聯交所每日報價表所報的平均收市價；及(c) 本公司股份於授予日期的面值。

接納購股權須支付的款項為港幣 1.00 元。

根據購股權計劃，已批出及尚未行使的購股權有 312,016,000 股，代表截至本報告日期時已發行股本的約 10.65%。

於二零一二年三月三十日，根據 2010 購股權計劃，按行使價每股 2.03 港元向承授人授予可認購 75,370,000 股的購股權，行使價乃為 (i) 股份於購股權授出日期 (即二零一二年三月三十日) (「授出日期」) 在聯交所的每日報價表所報的收市價每股 2.01 港元；(ii) 股份於緊接建議授出日期前五個營業日在聯交所的每日報價表所報的平均收市價每股 2.03 港元；及 (iii) 股份的面值 0.10 港元，三者中的最高值。該等購股權可由承授人按下列方式行使：(1) 授予各承授人的購股權最多達 60% 可於二零一二年三月三十日或之後行使；(2) 授予各承授人的購股權最多達 80% 可於二零一三年三月三十日或之後行使；(3) 授予各承授人的所有餘下購股權可於二零一四年三月三十日或之後行使，惟於各情況下不得遲於二零二零年十二月十九日。

On 30 March 2012, share options to subscribe for 9,800,000 Shares were conditionally granted to Mr. Han Jingyuan subject to the approval by the independent Shareholders at the special general meeting at an exercise price of HK\$2.03 per Share under the 2010 Share Option Scheme which represents the highest of (i) the closing price of HK\$2.01 per Share as stated in the daily quotations sheet issued by the Stock Exchange on the date of grant of the share options, i.e. 30 March 2012 (the "Date of Grant"); (ii) the average closing price of HK\$2.03 per Share as stated in the daily quotations sheets issued by the Stock Exchange for the five business days immediately preceding the Date of Grant; and (iii) the nominal value of Share, which is HK\$0.10. The share options are exercisable by Mr. Han Jingyuan in the following manners: (1) up to 60% of the share options granted to Mr. Han Jingyuan on or after the date of the approval of the grant of options by the independent Shareholders at the special general meeting held on 30 May 2012 (the "Date of Approval"); (2) up to 80% of the share options granted to Mr. Han Jingyuan on or after one year from the Date of Approval; (3) all the remaining share options granted to Mr. Han Jingyuan on or after two years from the Date of Approval, and in each case, not later than 19 December 2020.

Pursuant to the 2006 Share Option Scheme, the Company can issue options so that the total number of shares that may be issued upon exercise of all options to be granted under the 2006 Share Option Scheme are 290,500,000 Shares, representing 9.9% of the issued share capital of the Company as at 30 June 2012. Eligible participants of the 2006 Share Option Scheme includes all Directors (whether Executive or Non-executive and whether independent or not) and any employees (whether full-time or part-time) of any company in the Group or any entity in which any member of the Group holds an equity interest (whether on an employment or contractual or honorary basis or otherwise and whether paid or unpaid). Details of the share options outstanding under 2006 Share Option Scheme were as follows:

於二零一二年三月三十日，根據2010購股權計劃，按行使價每股2.03港元向韓敬遠先生有條件授予可認購9,800,000股的購股權，須待獨立股東於股東特別大會上批准後，方可作實，行使價乃為(i)股份於購股權授出日期(即二零一二年三月三十日) (「授出日期」)在聯交所的每日報價表所報的收市價每股2.01港元；(ii)股份於緊接建議授出日期前五個營業日在聯交所的每日報價表所報的平均收市價每股2.03港元；及(iii)股份的面值0.10港元，三者中的最高值。該等購股權可由韓敬遠按下列方式行使：(1) 授予韓敬遠先生的購股權最多達60%可於獨立股東於二零一二年五月三十日舉行的股東特別大會上批准授出購股權日期(「批准日期」)或之後行使；(2) 授予韓敬遠先生的購股權最多達80%可於自批准日期起一年或之後行使；(3) 授予韓敬遠先生的所有餘下購股權可於自批准日期起兩年或之後行使，惟於各情況下不得遲於二零二零年十二月十九日。

根據2006購股權計劃，本公司可授出購股權，以使根據2006購股權計劃授出的所有購股權獲行使時可發行的股份總數為290,500,000股股份，佔本公司於二零一二年六月三十日的已發行股本9.9%。2006購股權計劃的合資格參與者包括本公司全體董事(無論執行董事或非執行董事及無論是否獨立)及本集團任何成員公司或本集團任何成員公司持有股本權益的任何實體的任何僱員(無論全職或兼職)(不論其基於聘用、合約或榮譽或其他性質及是否受薪)。2006購股權計劃下尚未行使的購股權詳情如下：

Other Information 其他資料

	Date of grant	Exercisable period	Exercise price	Closing price per Share immediately before the date of grant	No. of options outstanding at 1 January 2012	No. of options granted during the six months ended 30 June 2012	No. of options exercised/ cancelled/ lapsed during the six months ended 30 June 2012	No. of options outstanding at 30 June 2012	Approximate shareholding percentage of the underlying Shares for the options in the share capital of the Company
	授予日	可行使期間	行使價 HK\$ 港元	緊接購股權授予日前的每股收市價 HK\$ 港元	於二零一二年一月一日未行使的購股權數目	於二零一二年六月三十日止六個月內授予的購股權數目	於二零一二年六月三十日止六個月內已行使/ 註銷/ 失效的購股權數目	於二零一二年六月三十日未行使的購股權數目	購股權相關股份佔本公司股本的股權概約百分比
Mr. Han Jingyuan 韓敬遠先生	2009/2/24	2009/2/24 to 至 2019/2/23	1.39	1.24	2,900,000	-	-	2,900,000	0.10%
	2010/11/26	2010/12/20 to 至 2016/5/16	3.00	3.00	6,000,000	-	-	6,000,000	0.21%
Mr. Zhu Jun 朱軍先生	2009/2/24	2009/2/24 to 至 2019/2/23	1.39	1.24	2,600,000	-	-	2,600,000	0.09%
Mr. Shen Xiaoling 沈曉玲先生	2009/2/24	2009/2/24 to 至 2019/2/23	1.39	1.24	2,600,000	-	-	2,600,000	0.09%
Mr. Zhu Hao 朱浩先生	2009/2/24	2009/2/24 to 至 2019/2/23	1.39	1.24	2,600,000	-	-	2,600,000	0.09%
Mr. Han Li 韓力先生	2009/12/29	2010/3/29 to 至 2019/12/28	2.84	2.77	1,600,000	-	-	1,600,000	0.06%

Other Information 其他資料

Date of grant	Exercisable period	Exercise price	Closing price per Share immediately before the date of grant	No. of options outstanding at 1 January 2012	No. of options granted during the six months ended 30 June 2012	No. of options exercised/ cancelled/ lapsed during the six months ended 30 June 2012	No. of options outstanding at 30 June 2012	Approximate shareholding percentage of the underlying Shares for the options in the share capital of the Company
								購股權相關股份佔本公司股本的股權概約百分比
授予日	可行使期間	行使價 HK\$ 港元	緊接購股權授予日前的每股收市價 HK\$ 港元	於二零一二年一月一日未行使的購股權數目	於截至二零一二年六月三十日止六個月內授予的購股權數目	於截至二零一二年六月三十日止六個月內已行使/註銷/失效的購股權數目	於二零一二年六月三十日未行使的購股權數目	
Mr. Ondra Otradovec Ondra Otradovec先生	2009/5/11 to 2019/5/10	1.50	1.49	2,000,000	-	-	2,000,000	0.07%
Mr. Liu Lei 劉磊先生	2009/2/24 to 2019/2/23	1.39	1.24	2,600,000	-	-	2,600,000	0.09%
Mr. Yu Tung Ho 余統浩先生	2009/2/24 to 2019/2/23	1.39	1.24	2,000,000	-	-	2,000,000	0.07%
Mr. Wong Man Chung, Francis 黃文宗先生	2009/2/24 to 2019/2/23	1.39	1.24	2,000,000	-	-	2,000,000	0.07%
Employees 僱員	2009/2/24 to 2019/2/23	1.39	1.24	1,200,000	-	-	1,200,000	0.04%
Employees 僱員	2009/12/29 to 2019/12/28	2.84	2.77	140,050,000	-	-	140,050,000	4.78%

Other Information 其他資料

	Date of grant	Exercisable period	Exercise price	Closing price per Share immediately before the date of grant	No. of options outstanding at 1 January 2012	No. of options granted during the six months ended 30 June 2012	No. of options exercised/ cancelled/ lapsed during the six months ended 30 June 2012	No. of options outstanding at 30 June 2012	Approximate shareholding percentage of the underlying Shares for the options in the share capital of the Company
	授予日	可行使期間	行使價 HK\$ 港元	每股收市價 HK\$ 港元	緊接購股權 授予日前的 未行使的 購股權數目	於二零一二年 一月一日 至 二零一二年 六月三十日止 六個月內授予 的購股權數目	於截至 二零一二年 六月三十日止 六個月內 已行使/ 註銷/失效的 購股權數目	於二零一二年 六月三十日 未行使的 購股權數目	購股權相關 股份佔本公司 股本的股權 概約百分比
Other Participants 其他參與者	2009/2/24	2009/2/24 to 2019/2/23	1.39	1.24	2,000,000	-	-	2,000,000	0.07%
	2009/5/11	2009/5/11 to 2019/5/10	1.50	1.49	4,100,000	-	700,000 (Note 1) (註一)	3,400,000	0.12%
Total 合計					174,250,000	-	700,000	173,550,000	5.92%

Note 1: 700,000 options were exercised during the six months ended 30 June 2012.

註一：於截至二零一二年六月三十日止六個月內，700,000 股購股權已行使。

* Mr. Wang Tianyi was appointed as an Independent Non-Executive Director on 7 February 2012 and was not granted any options under the 2006 Share Option Scheme as at 30 June 2012.

* 王天義先生於二零一二年二月七日獲委任為獨立非執行董事。截至二零一二年六月三十日止，其沒有根據二零零六年購股權計劃獲授與任何購股權。

** Mr. Vijay Kumar Bhatnagar is a Non-executive Director. No options was granted to him under the 2006 Share Option Scheme as at 30 June 2012.

** Vijay Kumar Bhatnagar 先生為非執行董事。截至二零一二年六月三十日止，其沒有根據二零零六年購股權計劃獲授與任何購股權。

Other Information 其他資料

Pursuant to the 2010 Share Option Scheme, the Company can issue options so that the total number of Shares that may be issued upon exercise of all options to be granted under the 2010 Share Option Scheme are 146,486,250 Shares, representing 5% of the issued share capital of the Company as at 30 June 2012. Eligible participants of the 2010 Share Option Scheme includes all Directors (whether Executive or Non-executive and whether independent or not) and any employees (whether full-time or part-time) of any company in the Group or any entity in which any member of the Group holds an equity interest (whether on an employment or contractual or honorary basis or otherwise and whether paid or unpaid) and any person considered by the Directors to have contributions to any company in the Group or any entity in which any member of the Group holds an equity interest. Details of the share options outstanding under 2010 Share Option Scheme were as follows:

根據2010購股權計劃，本公司可授出購股權，以使根據2010購股權計劃授出的所有購股權獲行使時可發行的股份總數為146,486,250股股份，佔本公司於二零一二年六月三十日的已發行股本5%。2010購股權計劃的合資格參與者包括本公司全體董事（無論執行董事或非執行董事及無論是否獨立）、本集團任何成員公司或本集團任何成員公司持有股本權益的任何實體的任何僱員（無論全職或兼職）（不論其基於聘用、合約或榮譽或其他性質及是否受薪）及董事認為對本集團任何成員公司或本集團任何成員公司持有股本權益的任何實體作出貢獻的任何人士。2010購股權計劃下尚未行使的購股權詳情如下：

Date of grant	Exercisable period	Exercise price	Closing price per Share immediately before the date of grant	No. of options outstanding at 1 January 2012	No. of options granted during the six months ended 30 June 2012	No. of options exercised/cancelled/lapsed during the six months ended 30 June 2012	No. of options outstanding at 30 June 2012	Approximate shareholding percentage of the underlying
								Shares for the options in the share capital of the Company
授予日	可行使期間	行使價 HK\$ 港元	緊接購股權授予日前的每股收市價 HK\$ 港元	於二零一二年一月一日未行使的購股權數目	於二零一二年六月三十日止六個月內授予的購股權數目	於二零一二年六月三十日止六個月內已行使/註銷/失效的購股權數目	於二零一二年六月三十日未行使的購股權數目	購股權相關股份佔本公司股本的股權概約百分比
Mr. Han Jingyuan 韓敬遠先生	2011/03/28 to 2021/03/27	3.08	3.08	9,800,000	-	-	9,800,000	0.34%
	2012/03/30 to 2020/12/19	2.03	2.01	-	9,800,000	-	9,800,000	0.34%

Other Information 其他資料

	Date of grant	Exercisable period	Exercise price	Closing price per Share immediately before the date of grant	No. of options outstanding at 1 January 2012	No. of options granted during the six months ended 30 June 2012	No. of options exercised/ cancelled/ lapsed during the six months ended 30 June 2012	No. of options outstanding at 30 June 2012	Approximate shareholding percentage of the underlying Shares for the options in the share capital of the Company
	授予日	可行使期間	行使價 HK\$ 港元	緊接購股權 授予日前的 每股收市價 HK\$ 港元	於二零一二年 一月一日 未行使的 購股權數目	於截至 二零一二年 六月三十日止 六個月內 已行使/ 註銷/失效的 購股權數目	於二零一二年 六月三十日 未行使的 購股權數目	購股權相關 股份佔本公司 股本的股權 概約百分比	
Mr. Zhu Jun 朱軍先生	2010/12/24	2010/12/24 to 至 2020/12/19	3.182	3.17	2,600,000	-	-	2,600,000	0.09%
	2012/03/30	2012/03/30 to 至 2020/12/19	2.03	2.01	-	2,600,000	-	2,600,000	0.09%
Mr. Shen Xiaoling 沈曉玲先生	2010/12/24	2010/12/24 to 至 2020/12/19	3.182	3.17	2,600,000	-	-	2,600,000	0.09%
	2012/03/30	2012/03/30 to 至 2020/12/19	2.03	2.01	-	2,600,000	-	2,600,000	0.09%
Mr. Zhu Hao 朱浩先生	2010/12/24	2010/12/24 to 至 2020/12/19	3.182	3.17	2,600,000	-	-	2,600,000	0.09%
	2012/03/30	2012/03/30 to 至 2020/12/19	2.03	2.01	-	2,600,000	-	2,600,000	0.09%

Other Information 其他資料

Date of grant	Exercisable period	Exercise price	Closing price	No. of options outstanding at 1 January 2012	No. of options granted during the six months ended 30 June 2012	No. of options exercised/cancelled/lapsed during the six months ended 30 June 2012	No. of options outstanding at 30 June 2012	Approximate shareholding percentage of the underlying Shares for the options in the share capital of the Company
			per Share immediately before the date of grant					at 30 June 2012
授予日	可行使期間	行使價 HK\$ 港元	緊接購股權 授予日前的 每股收市價 HK\$ 港元	於二零一二年 一月一日 未行使的 購股權數目	於截至 二零一二年 六月三十日止 六個月內 授予的 購股權數目	於截至 二零一二年 六月三十日止 六個月內 已行使/ 註銷/失效的 購股權數目	於二零一二年 六月三十日 未行使的 購股權數目	購股權相關 股份佔本公司 股本的股權 概約百分比
Mr. Han Li 韓力先生	2010/12/24 to 2020/12/19	3.182	3.17	1,200,000	-	-	1,200,000	0.04%
	2012/03/30 to 2020/12/19	2.03	2.01	-	2,600,000	-	2,600,000	0.09%
Mr. Ondra Otradovec Ondra Otradovec先生	2010/12/24 to 2020/12/19	3.182	3.17	2,000,000	-	-	2,000,000	0.07%
	2012/03/30 to 2020/12/19	2.03	2.01	-	2,000,000	-	2,000,000	0.07%
Mr. Vijay Kumar Bhatnagar Vijay Kumar Bhatnagar先生	2012/03/30 to 2020/12/19	2.03	2.01	-	2,000,000	-	2,000,000	0.07%
Mr. Liu Lei 劉磊先生	2010/12/24 to 2020/12/19	3.182	3.17	2,600,000	-	-	2,600,000	0.09%

Other Information 其他資料

	Date of grant	Exercisable period	Exercise price	Closing price per Share immediately before the date of grant	No. of options outstanding at 1 January 2012	No. of options granted during the six months ended 30 June 2012	No. of options exercised/ cancelled/ lapsed during the six months ended 30 June 2012	No. of options outstanding at 30 June 2012	Approximate shareholding percentage of the underlying Shares for the options in the share capital of the Company
	授予日	可行使期間	行使價 HK\$ 港元	緊接購股權 授予日前的 每股收市價 HK\$ 港元	於二零一二年 一月一日 未行使的 購股權數目	於截至 二零一二年 六月三十日止 六個月內 已行使/ 註銷/失效的 購股權數目	於二零一二年 六月三十日 未行使的 購股權數目	購股權相關 股份佔本公司 股本的股權 概約百分比	
Mr. Liu Lei 劉磊先生	2012/03/30	2012/03/30 to 2020/12/19	2.03	2.01	-	2,000,000	-	2,000,000	0.07%
Mr. Yu Tung Ho 余統浩先生	2010/12/24	2010/12/24 to 2020/12/19	3.182	3.17	2,000,000	-	-	2,000,000	0.07%
	2012/03/30	2012/03/30 to 2020/12/19	2.03	2.01	-	2,000,000	-	2,000,000	0.07%
Mr. Wong Man Chung, Francis 黃文宗先生	2010/12/24	2010/12/24 to 2020/12/19	3.182	3.17	2,300,000	-	-	2,300,000	0.08%
	2012/03/30	2012/03/30 to 2020/12/19	2.03	2.01	-	2,300,000	-	2,300,000	0.08%
Mr. Wang Tianyi 王天義先生	2012/03/30	2012/03/30 to 2020/12/19	2.03	2.01	-	2,000,000	-	2,000,000	0.07%

Other Information 其他資料

Date of grant	Exercisable period	Exercise price	Closing price	No. of options outstanding at 1 January 2012	No. of options granted during the six months ended 30 June 2012	No. of options exercised/cancelled/lapsed during the six months ended 30 June 2012	No. of options outstanding at 30 June 2012	Approximate shareholding percentage of the underlying Shares for the options in the share capital of the Company
			per Share immediately before the date of grant					緊接購股權授予日前的每股收市價
授予日	可行使期間	行使價 HK\$ 港元	每股收市價 HK\$ 港元	於二零一二年一月一日未行使的購股權數目	於截至二零一二年六月三十日止六個月內授予的購股權數目	於截至二零一二年六月三十日止六個月內已行使/註銷/失效的購股權數目	於二零一二年六月三十日未行使的購股權數目	
Employees 僱員	2010/12/24 to 2020/12/19	3.182	3.17	22,200,000	-	-	22,200,000	0.76%
Employee 僱員	2011/01/14 to 2021/01/13	3.20	3.15	800,000	-	-	800,000	0.03%
Employees 僱員	2012/03/30 to 2020/12/19	2.03	2.01	-	49,470,000	-	49,470,000	1.69%
Other Participants 其他參與者	2010/12/24 to 2020/12/19	3.182	3.17	5,200,000	-	1,564,000 (Note 2) (註二)	3,636,000	0.12%
	2012/03/30 to 2020/12/19	2.03	2.01	-	3,200,000	1,040,000 (Note 2) (註二)	2,160,000	0.07%
Total 合計				<u>55,900,000</u>	<u>85,170,000</u>	<u>2,604,000</u>	<u>138,466,000</u>	<u>4.73%</u>

Note 2: 2,604,000 options were lapsed during the six months ended 30 June 2012.

註二：於截至二零一二年六月三十日止六個月內，2,604,000股購股權已失效。

Other Information 其他資料

EQUITY-SETTLED OPTION SCHEME

The value of the options granted during the six months ended 30 June 2012 is RMB52.64 million, based on the Black-Scholes valuation model. The Black-Scholes model is developed to estimate the fair value of European share options. The fair values calculated are inherently subjective and uncertain due to the assumptions made and the limitations of the model used. The value of an option varies with different variables of certain subjective assumptions. Any change in variables so adopted may materially affect the estimation of the fair value of an option.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed above, at no time during the six months ended 30 June 2012 were rights to acquire benefits by means of the acquisition of Shares or debentures of the Company or any other body corporate granted to any Director or their respective spouses or children under 18 years of age, or were any such rights exercised by them; or were the Company or any of its holding companies, fellow subsidiaries and subsidiaries a party to any arrangement to enable the Company's Directors, their respective spouses or children under 18 years of age to acquire such rights in any other body corporate.

CONTRACTS OF SIGNIFICANCE

Saved as disclosed above and the transactions as disclosed in Note 29 to the condensed consolidated interim financial information, no controlling Shareholder or any of its subsidiaries have any contract of significance with the Company or its subsidiaries during the six months ended 30 June 2012.

SUBSTANTIAL SHAREHOLDERS

At 30 June 2012, the interests or short positions of every person, other than a Director or chief executive of the Company, in the Shares and underlying Shares as recorded in the register required to be kept by the Company under Section 336 of the SFO are as follows:

以股權結算的購股權計劃

根據柏力克－舒爾斯估值模型計算，於截至二零一二年六月三十日止六個月內授出的購股權價值為人民幣5,264萬元。柏力克－舒爾斯估值模型旨在估算歐式購股權的公允價值。基於所作假設及所用模型的限制，所計算的公允價值帶有主觀及不確定因素。購股權價值因應若干主觀假設的不同變數而變動，所採用變數的任何變動可能對購股權公允價值估算產生重大影響。

董事認購股份或債券的權利

除上文所披露者外，於截至二零一二年六月三十日止六個月內任何時間，概無任何董事或彼等各自的配偶或未滿十八歲子女獲授可透過購買本公司或任何其他法人團體股份或債券而獲益的權利，或行使任何該等權利；而本公司或其任何控股公司、同系附屬公司及附屬公司概無訂立任何安排，致使本公司董事、彼等各自的配偶或未滿十八歲子女可自任何其他法人團體購入該等權利。

重大合約

除上文所披露外及於簡明合併中期財務資料附註29所披露的交易外，控股股東或其任何附屬公司於截至二零一二年六月三十日止六個月內並無與本公司或其附屬公司訂立任何重大合約。

主要股東

於二零一二年六月三十日，根據本公司按照證券及期貨條例第336條所存置的股東名冊所記錄，每名人士（本公司董事或主要行政人員除外）於股份及相關股份擁有的權益或淡倉如下：

Other Information 其他資料

Name	Number of Shares held	Percentage of the Company's issued share capital 佔本公司已發行 股本百分比	Long/short position 好/淡倉
名稱	所持股份數目		
Wellbeing Holdings	1,255,849,124	42.86%	Long (好)
ArcelorMittal Holdings AG (formerly known as Mittal Steel Holdings AG) (前稱為 Mittal Steel Holdings AG) ("AM Holdings AG") (Note 1) (備註 1)	867,711,151 509,780,740	29.61% 17.40%	Long (好) Long (好)
ING Bank N.V. (Note 2) (備註 2)	289,990,800 289,990,800	9.90% 9.90%	Long (好) Short (淡)
Deutsche Bank Aktiengesellschaft (Note 3) (備註 3)	220,934,306 219,801,940	7.54% 7.50%	Long (好) Short (淡)
Credit Suisse Group AG	202,580,000 117,160,000	6.91% 4.00%	Long (好) Short (淡)

Notes:

- (1) At 30 June 2012, Mr. Lakshmi Niwas Mittal and Mrs. Usha Mittal directly own 40.84% and indirectly own 40.84% of the issued share capital of ArcelorMittal which indirectly holds the entire equity interest in AM Holdings AG, which beneficially owns 867,711,151 Shares, representing approximately 29.62% of the issued share capital of the Company.

On 30 April 2008, AM Holdings AG entered into a put option agreement with ING Bank N.V. and Deutsche Bank Aktiengesellschaft, pursuant to which AM Holdings AG granted an option to ING Bank N.V. and Deutsche Bank Aktiengesellschaft over an aggregate of 509,780,740 Shares, representing 17.40% of the issued share capital of the Company.

備註：

- (1) 於二零一二年六月三十日，Lakshmi Niwas Mittal 先生和 Usha Mittal 太太直接擁有 ArcelorMittal 已發行股份 40.84% 和間接擁有 ArcelorMittal 已發行股份 40.84% 而 ArcelorMittal 間接擁有 AM Holdings AG 全部股本權益，AM Holdings AG 實益擁有 867,711,151 股股份，約佔本公司已發行股份的 29.62% 權益。

於二零零八年四月三十日，AM Holdings AG 分別與 ING Bank N.V. 和 Deutsche Bank Aktiengesellschaft 簽訂了一份認沽期權協議，據此 AM Holdings AG 分別授予 ING Bank N.V. 和 Deutsche Bank Aktiengesellschaft 一個認沽期權，合共 509,780,740 股股份，約佔本公司已發行股份的 17.40% 權益。

Other Information 其他資料

On 25 March 2011, AM Holdings AG entered into the extended put option agreements with each of ING Bank N.V. and Deutsche Bank Aktiengesellschaft by extending the aforesaid put option agreements for a further term of 36 months from 30 April 2011.

- (2) On 30 April 2008, AM Holdings AG and ING Bank N.V. entered into a put option agreement, pursuant to which AM Holdings AG granted an option to ING Bank N.V. to sell 289,990,800 Shares. As at 30 June 2012, ING Bank N.V. owned 289,990,800 Shares, representing 9.90% of the issued shares capital of the Company.

On 25 March 2011, AM Holdings AG entered into the extended put option agreement with ING Bank N.V. by extending the aforesaid put option agreement for a further term of 36 months from 30 April 2011.

- (3) On 30 April 2008, AM Holdings AG and Deutsche Bank Aktiengesellschaft entered into a put option agreement in which AM Holdings AG granted an option to Deutsche Bank Aktiengesellschaft to sell 219,789,940 Shares. As at 30 June 2012, Deutsche Bank Aktiengesellschaft owned 220,934,306 Shares, representing 7.54% of the issued shares capital of the Company.

On 25 March 2011, AM Holdings AG entered into the extended put option agreement with Deutsche Bank Aktiengesellschaft by extending the aforesaid put option agreement for a further term of 36 months from 30 April 2011.

於二零一一年三月二十五日，AM Holdings AG分別與ING Bank N.V.和Deutsche Bank Aktiengesellschaft簽訂了一份延長認沽期權協議，將上述認沽期權協議的年期由二零一一年四月三十日進一步延長三十六個月。

- (2) 於二零零八年四月三十日，AM Holdings AG與ING Bank N.V.簽訂了一份認沽期權協議，據此AM Holdings AG授予ING Bank N.V.一個認沽期權可出售289,990,800股股份。於二零一二年六月三十日，ING Bank N.V.持有289,990,800股股份，約佔本公司已發行股份的9.90%權益。

於二零一一年三月二十五日，AM Holdings AG與ING Bank N.V.簽訂了一份延長認沽期權協議，將上述認沽期權協議的年期由二零一一年四月三十日進一步延長三十六個月。

- (3) 於二零零八年四月三十日，AM Holdings AG與Deutsche Bank Aktiengesellschaft簽訂了一份認沽期權協議，據此AM Holdings AG授予Deutsche Bank Aktiengesellschaft一個認沽期權可出售219,789,940股股份。於二零一二年六月三十日，Deutsche Bank AG持有220,934,306股股份，約佔本公司已發行股份的7.54%權益。

於二零一一年三月二十五日，AM Holdings AG與Deutsche Bank Aktiengesellschaft簽訂了一份延長認沽期權協議，將上述之認沽期權協議的年期由二零一一年四月三十日進一步延長三十六個月。

Saved as disclosed above and in Directors' Interests and Short Positions in Securities sections, at 30 June 2012, no person, other than a Director or chief executive of the Company, had interests or short positions in the Shares and underlying Shares as recorded in the register required to be kept by the Company under Section 336 of the SFO.

PURCHASE, SALES OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

Neither the Company, nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the six months ended 30 June 2012.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS OF LISTED ISSUERS

The Company has adopted a code of conduct regarding securities transactions by the Directors on terms no less exacting than the required standard set out in the Model Code.

The Company has made specific enquiry of all Directors and all Directors have confirmed with the Company that they have complied with the required standard set out in the Model Code and its code of conduct regarding securities transactions by the Directors during the six months ended 30 June 2012.

AUDIT COMMITTEE AND INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has established an audit committee (the "Audit Committee") comprised all three Independent Non-executive Directors, namely Mr. Yu Tung Ho, Mr. Wong Man Chung, Francis and Mr. Wang Tianyi with written term of reference in compliance with the requirement of Listing Rules, the Former Code and the Revised Code (as defined below), and at least one of the Independent Non-executive Directors possesses appropriate professional qualifications, accounting and related financial management expertise as required under the Listing Rules.

除上文所披露者外與及董事於證券的權益和淡倉部份外，於二零一二年六月三十日，根據本公司按照證券及期貨條例第336條所存置的股東名冊，概無人士（本公司董事或主要行政人員除外）於股份及相關股份擁有權益或淡倉。

購買、贖回或出售本公司上市證券

於截至二零一二年六月三十日止六個月內，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

上市公司董事進行證券交易的標準守則

本公司已採納有關董事進行證券交易的操守準則，該操守準則的條款不低於標準守則所載的規定的標準。

本公司已向全體董事作出個別查詢，而全體董事已向本公司確認，彼等於截至二零一二年六月三十日止六個月內已遵守標準守則及本公司有關董事進行證券交易的操守準則。

審核委員會和獨立非執行董事

本公司設有審核委員會（「審核委員會」），由全部三位獨立非執行董事，即余統浩先生、黃文宗先生和王天義先生組成，其書面職責範疇是符合上市規則、前守則及修訂守則（定義見如下）的要求，且至少一位獨立非執行董事具備上市規則所規定的適當專業資格、會計及相關財務管理專業知識。

Other Information 其他資料

The Audit Committee has reviewed and discussed the unaudited condensed consolidated interim financial information for the six months ended 30 June 2012 with the management of the Company and PricewaterhouseCoopers, the auditor of the Company, has conducted its review on the unaudited condensed consolidated interim financial information in accordance with Hong Kong Standard on Review Engagements 2410 issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”).

COMPLIANCE WITH THE CODE ON CORPORATE GOVERNANCE CODE

The Stock Exchange has enhanced the Code on Corporate Governance Practices (the “Former Code”) set out in Appendix 14 of the Listing Rules, where the revised code, namely Corporate Governance Code (the “Revised Code”), has become effective on 1 April 2012.

The Company has complied with the code provisions of the Former Code and the Revised Code throughout the respective periods from (i) 1 January 2012 to 31 March 2012; and (ii) 1 April 2012 to 30 June 2012, except for the deviations as mentioned below.

Under Code Provision A.2.1 of the Corporate Governance Code, the roles of chairman and chief executive should be separate and should not be performed by the same individual. Currently, Mr. Han Jingyuan serves as the Chairman of the Board and the Chief Executive Officer of the Group. The Board believes that there is no immediate need to segregate the roles of Chairman and the Chief Executive Officer of the Company because the role of chief executive officer/general manager of the Company’s major operating subsidiaries are performed by other persons.

The Board will consider the segregation of the roles of the Chairman and the Chief Executive Officer of the Company in light of the future development of the operating activities or businesses of the Group.

審核委員會已與本公司管理層審閱及討論截至二零一二年六月三十日止六個月的未經審核簡明合併中期財務資料。本公司核數師，羅兵咸永道會計師事務所已按照香港會計師公會頒佈之香港審閱準則第2410號對未經審核簡明合併中期財務資料進行了審閱。

遵守企業管治守則

聯交所已提升載列於上市規則附錄十四之《企業管治常規守則》（「前守則」），而修訂守則—《企業管治守則》（「修訂守則」）已於二零一二年四月一日起生效。

除下文所述之偏離外，本公司已分別於 (i) 二零一二年一月一日至二零一二年三月三十一日；及 (ii) 二零一二年四月一日至二零一二年六月三十日期間遵守前守則及修訂守則之守則條文。

根據企業管治守則的守則條文第A.2.1條，主席與首席執行官的角色應有區分，並不應由一人同時兼任。目前，韓敬遠先生擔任董事局主席和本集團首席執行官。董事局相信無需立即區分本公司的董事局主席及首席執行官職務，因本公司主要及實際營運的附屬公司的首席執行官／總經理職務已由其他人士擔任。

董事局將會考慮分離本公司的董事局主席及首席執行官的職務以應付本集團未來的經營活動與業務發展。

Under Code Provision A.6.7 of the Corporate Governance Code, independent non-executive directors and other non-executive directors should also attend general meetings of the Company. At the Company's annual general meeting and special general meeting held on 24 May 2012 and 30 May 2012 respectively, besides Mr. Wong Man Chung, Francis, an Independent Non-executive Director who has attended the above mentioned two general meetings, the other two Independent Non-executive Directors and three Non-executive Directors were not in a position to attend the meeting due to their respective commitment.

LIST OF DIRECTORS

At the date of this report, the Executive Directors of the Board are Mr. Han Jingyuan, Mr. Zhu Jun, Mr. Shen Xiaoling, Mr. Zhu Hao and Mr. Han Li. The Non-executive Directors are Mr. Ondra Otradovec, Mr. Vijay Kumar Bhatnagar and Mr. Liu Lei. The Independent Non-executive Directors are Mr. Yu Tung Ho, Mr. Wong Man Chung, Francis and Mr. Wang Tianyi.

APPRECIATION

The Group's higher-than-average results in the first half of 2012 were attributable to support from its staff and Shareholders. The Board would like to take this opportunity to extend its deepest gratitude to its staff and Shareholders.

On Behalf of the Board

CHINA ORIENTAL GROUP COMPANY LIMITED

Han Jingyuan

Chairman and Chief Executive Officer

23 August 2012

根據企業管治守則的守則條文第A.6.7條，獨立非執行董事和其他非執行董事應該出席本公司的股東大會。本公司分別於二零一二年五月二十四日及二零一二年五月三十日舉行的股東週年大會及股東特別大會上，除了獨立非執行董事黃文宗先生均有出席上述提及的兩次股東會議外，其他兩名獨立非執行董事和三名非執行董事因各自另有要事而未能出席。

董事名單

於本報告日，董事局的執行董事為韓敬遠先生、朱軍先生、沈曉玲先生、朱浩先生及韓力先生，非執行董事為Ondra Otradovec先生、Vijay Kumar Bhatnagar先生及劉磊先生，獨立非執行董事為余統浩先生、黃文宗先生和王天義先生。

感謝

有賴本集團員工和廣大股東對本集團的支持，本集團於二零一二年上半年取得了較平均為好的表現，藉此機會董事局衷心感謝本集團全體員工以及股東。

代表董事局

中國東方集團控股有限公司

韓敬遠

董事局主席兼首席執行官

二零一二年八月二十三日

Report on Review of Interim Financial Information

中期財務資料的審閱報告

TO THE BOARD OF DIRECTORS OF CHINA ORIENTAL GROUP COMPANY LIMITED

(incorporated in Bermuda with limited liability)

INTRODUCTION

We have reviewed the interim financial information set out on pages 40 to 88, which comprises the interim condensed consolidated balance sheet of China Oriental Group Company Limited (the “Company”) and its subsidiaries (together, the “Group”) as at 30 June 2012 and the related interim condensed consolidated statements of comprehensive income, changes in equity and cash flows for the six-month period then ended, and a summary of significant accounting policies and other explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants. The directors of the Company are responsible for the preparation and presentation of this interim financial information in accordance with Hong Kong Accounting Standard 34 “Interim Financial Reporting”. Our responsibility is to express a conclusion on this interim financial information based on our review and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

致中國東方集團控股有限公司董事局

(於百慕達註冊成立之有限公司)

引言

本核數師(以下簡稱「我們」)已審閱列載於第40至88頁的中期財務資料，此中期財務資料包括中國東方集團控股有限公司(「貴公司」)及其附屬公司(合稱「貴集團」)於二零一二年六月三十日的中期簡明合併資產負債表與截至該日止六個月期間的相關中期簡明合併綜合收益表、簡明合併權益變動表和簡明合併現金流量表，以及主要會計政策概要和其他附註解釋。《香港聯合交易所有限公司證券上市規則》規定，就中期財務資料編製的報告必須符合以上規則的有關條文以及香港會計師公會頒佈的香港會計準則第34號「中期財務報告」。貴公司董事須負責根據香港會計準則第34號「中期財務報告」編製及列報該等中期財務資料。我們的責任是根據我們的審閱對該等中期財務資料作出結論，並按照委聘之條款僅向整體董事局報告，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

Report on Review of Interim Financial Information (continued)

中期財務資料的審閱報告(續)

SCOPE OF REVIEW

We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Hong Kong Institute of Certified Public Accountants. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

CONCLUSION

Based on our review, nothing has come to our attention that causes us to believe that the interim financial information is not prepared, in all material respects, in accordance with Hong Kong Accounting Standard 34 "Interim Financial Reporting".

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, 23 August 2012

審閱範圍

我們已根據香港會計師公會頒佈的香港審閱準則第2410號「由實體的獨立核數師執行中期財務資料審閱」進行審閱。審閱中期財務資料包括主要向負責財務和會計事務的人員作出查詢，及應用分析性和其他審閱程序。審閱的範圍遠較根據香港審計準則進行審核的範圍為小，故不能令我們可保證我們將知悉在審核中可能被發現的所有重大事項。因此，我們不會發表審核意見。

結論

按照我們的審閱，我們並無發現任何事項，令我們相信中期財務資料在各重大方面未有根據香港會計準則第34號「中期財務報告」編製。

羅兵咸永道會計師事務所
執業會計師

香港，二零一二年八月二十三日

Interim Condensed Consolidated Balance Sheet

中期簡明合併資產負債表

(All amounts in RMB thousands unless otherwise stated) (除另有指明外，所有金額均以人民幣千元為單位)

			Unaudited 未經審核	Audited 經審核
			30 June 2012	31 December 2011
		Note 附註	二零一二年 六月三十日	二零一一年 十二月三十一日
ASSETS	資產			
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	8	8,658,120	8,395,398
Leasehold land and land use rights	租賃土地及土地使用權	8	135,426	137,128
Investment properties	投資物業	8	15,581	15,984
Intangible assets	無形資產	8	8,546	8,530
Investment in an associate	聯營公司投資		5,399	12,697
Available-for-sale financial assets	可供出售金融資產	9	167,322	167,976
Prepayments, deposits and other receivables	預付款項、按金及其他應收賬款	14	1,015,768	539,647
Loan receivable	應收貸款	10	300,000	300,000
Deferred income tax assets	遞延所得稅資產		100,006	192,694
Total non-current assets	非流動資產合計		10,406,168	9,770,054
Current assets	流動資產			
Properties under development and held for sale	發展中及可供出售的物業	11	365,910	368,857
Inventories	存貨	12	3,784,130	4,615,903
Trade receivables	應收貿易賬款	13	313,566	396,181
Other current assets	其他流動資產		15,069	10,378
Prepayments, deposits and other receivables	預付款項、按金及其他應收賬款	14	2,674,222	1,995,653
Loan receivable	應收貸款	10	5,000	20,000
Amounts due from related parties	應收關聯方款項	29(c)	106,795	65,831
Notes receivable – bank acceptance notes	應收票據 – 銀行承兌匯票	15	4,986,785	3,830,658
Restricted bank balances	受限制銀行結餘		1,034,305	891,396
Cash and cash equivalents	現金及現金等價物		1,100,993	965,082
Total current assets	流動資產合計		14,386,775	13,159,939
Total assets	總資產		24,792,943	22,929,993
EQUITY	權益			
Equity attributable to owners of the Company	歸屬於本公司權益 持有者的權益			
Ordinary shares	普通股	16	311,772	311,715
Share premium	股份溢價	16	2,191,087	2,190,291
Other reserves	其他儲備	17	1,410,678	1,370,287
Retained earnings	留存收益		5,240,531	4,991,327
			9,154,068	8,863,620
Non-controlling interests	非控制性權益		511,266	647,730
Total equity	權益合計		9,665,334	9,511,350

Interim Condensed Consolidated Balance Sheet (continued) 中期簡明合併資產負債表(續)

(All amounts in RMB thousands unless otherwise stated) (除另有指明外，所有金額均以人民幣千元為單位)

		Unaudited 未經審核	Audited 經審核
		30 June 2012	31 December 2011
	Note 附註	二零一二年 六月三十日	二零一一年 十二月三十一日
LIABILITIES	負債		
Non-current liabilities	非流動負債		
Borrowings	借款	20 5,577,156	5,360,962
Other long-term payables	其他長期應付款	21 26,129	133,517
Deferred revenue	遞延收入	45,784	38,020
Amounts due to related parties	應付關聯方款項	29(c) 51,859	17,304
Total non-current liabilities	非流動負債合計	5,700,928	5,549,803
Current liabilities	流動負債		
Trade payables	應付貿易賬款	18 3,133,047	2,106,100
Accruals, advances and other payables	預提費用、預收款項 及其他應付賬款	19 3,094,445	3,092,553
Amounts due to related parties	應付關聯方款項	29(c) 108,243	101,147
Current income tax liabilities	當期所得稅負債	48,446	193,072
Other long-term payables – current portion	其他長期應付款 – 流動部份	21 230,882	223,546
Borrowings	借款	20 2,811,618	2,152,422
Total current liabilities	流動負債合計	9,426,681	7,868,840
Total liabilities	總負債	15,127,609	13,418,643
Total equity and liabilities	權益及負債合計	24,792,943	22,929,993
Net current assets	流動資產淨額	4,960,094	5,291,099
Total assets less current liabilities	總資產減流動負債	15,366,262	15,061,153

The notes on page 46 to 88 form an integral part of this condensed consolidated interim financial information.

第46至88頁的附註為本簡明合併中期財務資料的整體部份。

Interim Condensed Consolidated Statement of Comprehensive Income 中期簡明合併綜合收益表

(All amounts in RMB thousands unless otherwise stated) (除另有指明外，所有金額均以人民幣千元為單位)

		Unaudited 未經審核	
		Six months ended 30 June	
		2012	2011
		截至六月三十日止六個月	
		二零一二年	二零一一年
	Note 附註		
Revenue	7	18,798,728	19,651,580
Cost of sales		(17,913,731)	(17,663,919)
Gross profit		884,997	1,987,661
Other income		20,252	31,535
Distribution costs		(50,505)	(46,108)
Administrative expenses		(222,656)	(197,607)
Other expenses		(25,041)	(18,240)
Other gains - net		62,923	52,697
Operating profit	22	669,970	1,809,938
Finance income		73,651	55,219
Finance costs		(305,052)	(115,089)
Share of result of an associate		(7,298)	2,347
Profit before income tax		431,271	1,752,415
Income tax expense	23	(163,633)	(456,991)
Profit for the period		267,638	1,295,424
Other comprehensive income:			
Fair value (losses)/gains on available-for-sale financial assets		(654)	28,766
Total comprehensive income for the period		266,984	1,324,190
Profit for the period attributable to:			
– owners of the Company		249,204	1,154,530
– non-controlling interests		18,434	140,894
		267,638	1,295,424

Interim Condensed Consolidated Statement of Comprehensive Income (continued) 中期簡明合併綜合收益表(續)

(All amounts in RMB thousands unless otherwise stated) (除另有指明外，所有金額均以人民幣千元為單位)

		Unaudited 未經審核	
		Six months ended 30 June	
		2012	2011
		截至六月三十日止六個月	二零一一年
	Note 附註		
Total comprehensive income attributable to:			
– owners of the Company		248,550	1,183,296
– non-controlling interests		18,434	140,894
		266,984	1,324,190
Earnings per share for profit attributable to owners of the Company during the period (express in RMB per share)			
– basic	24	0.09	0.39
– diluted	24	0.08	0.39
Dividends	25	–	241,351

綜合收益合計歸屬於：

— 本公司權益持有者
— 非控制性權益

期內本公司權益持有者
應佔溢利的
每股收益
(每股人民幣元)

— 基本

— 稀釋

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第46至88頁的附註為本簡明合併中期財務資料的整體部份。

Interim Condensed Consolidated Statement of Changes in Equity

中期簡明合併權益變動表

(All amounts in RMB thousands unless otherwise stated) (除另有指明外，所有金額均以人民幣千元為單位)

		Unaudited 未經審核					
		Attributable to owners of the Company 本公司權益持有者應佔					Total equity 權益合計
		Share capital 股本	Other reserves 其他儲備	Retained earnings 留存收益	Non-controlling Total interests 總計 非控制性權益		
Note 附註							
Balance at 1 January 2012	於二零一二年一月一日的結餘	2,502,006	1,370,287	4,991,327	8,863,620	647,730	9,511,350
Comprehensive income	綜合收益						
Profit for the period	期內溢利	-	-	249,204	249,204	18,434	267,638
Other comprehensive income	其他綜合收益						
Fair value losses on available-for-sale financial assets	可供出售金融資產的公允價值虧損	-	(654)	-	(654)	-	(654)
Total comprehensive income	綜合收益合計	-	(654)	249,204	248,550	18,434	266,984
Transactions with owners	與權益持有者的交易						
Employee share option scheme:	僱員購股權計劃：						
- Proceeds from shares issued	- 發行股份所得款項	16	853	-	853	-	853
- Value of employee services	- 僱員服務的價值	17	-	51,340	51,340	-	51,340
Changes in ownership interests in a subsidiary without change of control	不導致失去控制權的附屬公司擁有權益變動	17	-	(10,295)	(10,295)	(83,348)	(93,643)
Dividends to non-controlling interests	給予非控制性權益的股息		-	-	-	(71,550)	(71,550)
Total transactions with owners	與權益持有者的交易合計		853	41,045	-	(154,898)	(113,000)
Balance at 30 June 2012	於二零一二年六月三十日的結餘	2,502,859	1,410,678	5,240,531	9,154,068	511,266	9,665,334
Balance at 1 January 2011	於二零一一年一月一日的結餘	2,502,006	1,278,429	4,289,327	8,069,762	450,012	8,519,774
Comprehensive income	綜合收益						
Profit for the period	期內溢利	-	-	1,154,530	1,154,530	140,894	1,295,424
Other comprehensive income	其他綜合收益						
Fair value gains on available-for-sale financial assets	可供出售金融資產的公允價值收益		28,766	-	28,766	-	28,766
Total comprehensive income	綜合收益合計		28,766	1,154,530	1,183,296	140,894	1,324,190
Transactions with owners	與權益持有者的交易						
Employee share option scheme:	僱員購股權計劃：						
- Value of employee services	- 僱員服務的價值	17	-	24,315	24,315	-	24,315
Establishment of a subsidiary	設立一間附屬公司		-	-	-	49,000	49,000
Acquisition of a subsidiary	收購一間附屬公司		-	-	-	53,053	53,053
Dividends relating to 2010	二零一零年股息		-	(263,721)	(263,721)	(39,569)	(303,290)
Total transactions with owners	與權益持有者的交易合計		-	24,315	(263,721)	(239,406)	(176,922)
Balance at 30 June 2011	於二零一一年六月三十日的結餘	2,502,006	1,331,510	5,180,136	9,013,652	653,390	9,667,042

The notes on page 46 to 88 form an integral part of this condensed consolidated interim financial information.

第46至88頁的附註為本簡明合併中期財務資料的整體部份。

Interim Condensed Consolidated Statement of Cash Flows 中期簡明合併現金流量表

(All amounts in RMB thousands unless otherwise stated) (除另有指明外，所有金額均以人民幣千元為單位)

		Unaudited	
		未經審核	
		Six months ended 30 June	
		2012	2011
		截至六月三十日止六個月	
		二零一二年	二零一一年
Net cash used in operating activities	經營活動所耗的現金淨額	(563,523)	(262,492)
Net cash used in investing activities	投資活動所耗的現金淨額	(128,792)	(527,703)
Net cash generated from financing activities	融資活動產生的現金淨額	826,347	572,408
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物增加/ (減少)淨額	134,032	(217,787)
Cash and cash equivalents as at 1 January	於一月一日現金及現金等價物	965,082	2,223,245
Effect of foreign exchange rate changes	外幣匯率變動的影響	1,879	(15,019)
Cash and cash equivalents as at 30 June	於六月三十日現金及現金等價物	1,100,993	1,990,439

The notes on page 46 to 88 form an integral part of this condensed consolidated interim financial information.

第46至88頁的附註為本簡明合併中期財務資料的整體部份。

Notes to the Condensed Consolidated Interim Financial Information

簡明合併中期財務資料附註(續)

(All amounts in RMB thousands unless otherwise stated) (除另有指明外，所有金額均以人民幣千元為單位)

1 GENERAL INFORMATION

China Oriental Group Company Limited (the “Company”) was incorporated in Bermuda on 3 November 2003 as an exempted company with limited liability under the Companies Act 1981 of Bermuda as a result of a group reorganisation.

The address of the Company’s registered office is Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda.

Following the completion of the global offering, the Company’s shares were listed on The Stock Exchange of Hong Kong Limited on 2 March 2004.

The Company together with its subsidiaries are hereinafter collectively referred to as the Group. The Group is mainly engaged in the manufacture and sales of iron and steel products. The Group has manufacturing plants in Hebei Province and Guangdong Province of the People’s Republic of China (the “PRC”) and sells mainly to customers located in the PRC.

This condensed consolidated interim financial information was presented in RMB thousand, unless otherwise stated. This condensed consolidated interim financial information was approved for issue on 23 August 2012.

This condensed consolidated interim financial information has not been audited.

2 BASIS OF PREPARATION

This condensed consolidated interim financial information for the six months ended 30 June 2012 has been prepared in accordance with HKAS 34, ‘Interim financial reporting’. The condensed consolidated interim financial information should be read in conjunction with the annual financial statements for the year ended 31 December 2011, which have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”).

1 一般資料

中國東方集團控股有限公司(「本公司」)於二零零三年十一月三日根據百慕達一九八一年公司法在百慕達註冊成立為獲豁免有限責任公司，並因而完成一項集團重組。

本公司的註冊辦事處地址為 Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda。

於全球售股完成後，本公司股份於二零零四年三月二日在香港聯合交易所有限公司上市。

本公司及其附屬公司於下文中統稱本集團。本集團主要從事生產及銷售鋼鐵產品。本集團在中華人民共和國(「中國」)河北省及廣東省設有生產廠房，並主要針對位於中國的客戶進行銷售。

除另有指明外，本簡明合併中期財務資料以人民幣千元呈列。本簡明合併中期財務資料於二零一二年八月二十三日獲批准刊發。

本簡明合併中期財務資料未經審核。

2 編製基準

此截至二零一二年六月三十日止六個月的簡明合併中期財務資料乃按照香港會計準則第34號「中期財務報告」編製。此簡明合併中期財務資料應與截至二零一一年十二月三十一日止年度的年度財務報表(乃按照香港財務報告準則(「香港財務報告準則」)編製)一併閱覽。

Notes to the Condensed Consolidated Interim Financial Information (continued)

簡明合併中期財務資料附註(續)

(All amounts in RMB thousands unless otherwise stated) (除另有指明外，所有金額均以人民幣千元為單位)

3 ACCOUNTING POLICIES

Except as described below, the accounting policies applied are consistent with those of the annual financial statements for the year ended 31 December 2011, as described in those annual financial statements.

- (a) Taxes on income in the interim periods are accrued using the tax rate that would be applicable to expected total annual earnings.
- (b) Amendments and interpretations to existing standards effective for the period commencing on 1 January 2012 but are not relevant or do not have material impact to the Group:
- HKFRS 7 (Amendment) 'Disclosures – Transfers of financial assets'.
 - HKFRS 1 (Amendment) 'Severe hyperinflation and removal of fixed dates for first-time adopters'.
 - HKAS 12 (Amendment) 'Deferred tax: Recovery of underlying assets'.
- (c) There are certain new and amended standards that have been issued but are not yet effective. The Group is assessing the impact of those new and amended standards and considers those new and amended standards would not have material impact on the Group currently.

3 會計政策

除下述者外，所採納的會計政策乃與截至二零一一年十二月三十一日止年度的年度財務報表所採納者一致，此等會計政策載述於該等年度財務報表。

- (a) 本中期期間的所得稅按照預期年度總盈利適用的稅率預提。
- (b) 對已在二零一二年一月一日開始生效的現時準則之修改和解釋，與本集團無關或不會有重大影響：
- 香港財務報告準則第7號(修改)，「披露－金融資產的轉讓」。
 - 香港財務報告準則第1號(修改)，「嚴重惡性通貨膨脹和就首次採納者刪除固定日期」。
 - 香港會計準則第12號(修改)，「遞延稅項：相關資產的收回」。
- (c) 有若干已發佈的新訂及已修改的準則仍未生效，本集團正評估該等新訂及已修改的準則之影響，並且認為該等新訂及已修改的準則現時不會對本集團有重大影響。

Notes to the Condensed Consolidated Interim Financial Information (continued)

簡明合併中期財務資料附註(續)

(All amounts in RMB thousands unless otherwise stated) (除另有指明外，所有金額均以人民幣千元為單位)

4 ESTIMATES

The preparation of interim financial information requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

In preparing this condensed consolidated interim financial information, the significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements for the year ended 31 December 2011.

5 FINANCIAL RISK MANAGEMENT

5.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including currency risk, fair value interest rate risk, cash flow interest rate risk and price risk), credit risk and liquidity risk.

The condensed consolidated interim financial information does not include all financial risk management information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's annual financial statements as at 31 December 2011.

There have been no material changes in the risk management department since year end or in any risk management policies.

4 估計

中期財務報表的編製需要管理層就對會計政策運用、資產及負債、收入及支出的列報額有影響的事宜作出判斷、估計及假設。實際業績可能有別於此等估計。

編製該等簡明合併中期財務資料時，由管理層對本集團在會計政策的應用及主要不明確數據的估計所作出的重要判斷與截至二零一一年十二月三十一日止年度的合併財務報表所作出的相同。

5 財務風險管理

5.1 財務風險因素

本集團業務面臨多種財務風險：市場風險(包括貨幣風險、公允價值利率風險、現金流量利率風險及價格風險)、信貸風險及流動資金風險。

簡明合併中期財務資料並不包括年度財務報表規定須予披露的所有財務風險管理資料及披露資料，並應與本集團截至二零一一年十二月三十一日的年度財務報表一併閱讀。

自年終以來，風險管理部門或任何風險管理政策均無重大變動。

Notes to the Condensed Consolidated Interim Financial Information (continued)

簡明合併中期財務資料附註(續)

(All amounts in RMB thousands unless otherwise stated) (除另有指明外，所有金額均以人民幣千元為單位)

5 FINANCIAL RISK MANAGEMENT (continued)

5.2 Liquidity risk

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period at the balance sheet date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

		Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	Over 5 years	Total
At 30 June 2012	於二零一二年六月三十日	1年內	1至2年	2至5年	5年以上	合計
Borrowings	借款	2,811,618	100,000	3,593,308	1,883,848	8,388,774
Interests payments on borrowings	借款利息支出	471,944	428,812	735,752	51,882	1,688,390
Trade payables	應付貿易賬款	3,133,047	-	-	-	3,133,047
Other payables	其他應付賬款	607,854	-	-	26,129	633,983
Amounts due to related parties	應付關聯方款項	91,395	-	-	51,859	143,254
Finance lease liability	融資租賃負債	230,882	-	-	-	230,882
Interest payments on finance lease liability	就融資租賃負債支付的利息	28,473	-	-	-	28,473
Guarantee for bank borrowings of a third party	為第三方的銀行借款出具擔保	30,000	-	-	-	30,000
		Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	Over 5 years	Total
At 31 December 2011	於二零一一年十二月三十一日	1年內	1至2年	2至5年	5年以上	合計
Borrowings	借款	2,152,422	65,000	3,421,795	1,874,167	7,513,384
Interests payments on borrowings	借款利息支出	427,394	409,118	839,815	115,377	1,791,704
Trade payables	應付貿易賬款	2,106,100	-	-	-	2,106,100
Other payables	其他應付賬款	457,430	-	-	18,510	475,940
Amounts due to related parties	應付關聯方款項	101,147	-	-	17,304	118,451
Finance lease liability	融資租賃負債	223,546	115,007	-	-	338,553
Interest payments on finance lease liability	就融資租賃負債支付的利息	37,697	7,327	-	-	45,024
Guarantee for bank borrowings of a third party	為第三方的銀行借款出具擔保	30,000	-	-	-	30,000

5 財務風險管理(續)

5.2 流動資金風險

下表按結算日至合約到期日的剩餘期限參照相關期限分別對本集團金融負債進行分析。表中披露的金額是約定的未折現現金流量。

Notes to the Condensed Consolidated Interim Financial Information (continued) 簡明合併中期財務資料附註(續)

(All amounts in RMB thousands unless otherwise stated) (除另有指明外，所有金額均以人民幣千元為單位)

5 FINANCIAL RISK MANAGEMENT (continued)

5.3 Fair value estimation

The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

The following table presents the Group's assets and liabilities that are measured at fair value as at the balance sheet dates:

		Level 1 第一級	Level 2 第二級	Level 3 第三級	Total 合計
Assets	資產				
Available-for-sale financial assets	可供出售金融資產				
– Equity securities (Note 9)	– 股本證券(附註9)				
As at 30 June 2012, unaudited	於二零一二年六月三十日，未經審核	57,717	-	-	57,717
As at 31 December 2011, audited	於二零一一年十二月三十一日，經審核	58,371	-	-	58,371

In 2012, there were no significant changes in the business or economic circumstances that affect the fair value of the Group's financial assets and financial liabilities.

In 2012, there were no reclassifications of financial assets.

5 財務風險管理(續)

5.3 公允價值估算

下表透過估值法分析按公允價值計量的金融工具。不同級別界定如下：

- 特定資產或負債的活躍市場報價(未經調整)(第一級)。
- 除包含於第一級的報價外，資產或負債的可觀察直接(即價格)或間接(即源自價格者)輸入資料(第二級)。
- 根據並非可觀察市場資料而釐定的資產或負債的輸入資料(即不可觀察的輸入資料)(第三級)。

下表呈列本集團於結算日以公允價值計量之資產及負債。

於二零一二年，影響本集團金融資產及金融負債的公允價值的業務或經濟形勢並無重大變動。

於二零一二年，金融資產並無重新分類。

Notes to the Condensed Consolidated Interim Financial Information (continued)

簡明合併中期財務資料附註(續)

(All amounts in RMB thousands unless otherwise stated) (除另有指明外，所有金額均以人民幣千元為單位)

6 PRINCIPAL SUBSIDIARIES OF THE GROUP

Except as described below, the principal subsidiaries' information of the Group are consistent with those of the annual financial report for the year ended 31 December 2011, as described in the annual financial report:

6 本集團的主要附屬公司

除下述者外，本集團主要附屬公司的資料與截至二零一一年十二月三十一日止年度的年度財務報告的資料(誠如年度財務報告所載)一致：

Name	Place and date of incorporation	Legal status	Percentage of equity interest attributable to the Group	Issued and fully paid capital	Authorised capital	Principal activities
名稱	註冊成立地點及日期	法定實體類別	本集團應佔權益百分比	已發行及繳足股本	法定股本	主要業務
Hebei Jinxi Section Steel Co., Ltd. ("Jinxi Section Steel") (i)	PRC 30 May 2008	Limited liability company	97.6% (Indirectly held)	RMB350,000,000	RMB350,000,000	Manufacture and sales of iron and steel products
河北津西型鋼有限公司 ("津西型鋼") (i)	中國 二零零八年五月三十日	有限責任公司	97.6% (間接持有)	人民幣 350,000,000元	人民幣 350,000,000元	生產及銷售鋼鐵產品
Suifenghe City Jinyin Trading Co., Ltd. ("Jinyin Trading") (ii)	PRC 24 September 2008	Limited liability company	97.6% (Indirectly held)	RMB10,000,000	RMB10,000,000	Import and export of goods and technology
綏芬河市津銀貿易有限公司 ("津銀貿易") (ii)	中國 二零零八年九月二十四日	有限責任公司	97.6% (間接持有)	人民幣 10,000,000元	人民幣 10,000,000元	進出口貨物及技術
Jinxi International Trade Co., Ltd. ("Jinxi International Trade") (ii)	PRC 23 March 2011	Limited liability company	97.6% (Indirectly held)	RMB100,000,000	RMB100,000,000	International trading
津西國際貿易有限公司 ("津西國際貿易") (ii)	中國 二零一一年三月二十三日	有限責任公司	97.6% (間接持有)	人民幣 100,000,000元	人民幣 100,000,000元	國際貿易
Tangshan Fengnan Qu Yun Da Trading Co., Ltd. ("Yun Da Trading") (ii)	PRC 1 June 2011	Limited liability company	97.6% (Indirectly held)	RMB5,000,000	RMB5,000,000	Purchase and sale of steel products
唐山市豐南區連達商貿有限公司 ("連達商貿") (ii)	中國 二零一一年六月一日	有限責任公司	97.6% (間接持有)	人民幣 5,000,000元	人民幣 5,000,000元	鋼產品買賣

Notes to the Condensed Consolidated Interim Financial Information (continued) 簡明合併中期財務資料附註(續)

(All amounts in RMB thousands unless otherwise stated) (除另有指明外，所有金額均以人民幣千元為單位)

6. PRINCIPAL SUBSIDIARIES OF THE GROUP (continued)

6 本集團的主要附屬公司(續)

Name	Place and date of incorporation	Legal status	Percentage of equity interest attributable to the Group	Issued and fully paid capital	Authorised capital	Principal activities
名稱	註冊成立地點及日期	法定實體類別	本集團應佔權益百分比	已發行及繳足股本	法定股本	主要業務
Beijing Jinxi Longxiang Culture Development Co., Ltd. ("Longxiang Culture")	PRC 4 May 2012	Limited liability company	97.6% (Indirectly held)	RMB10,000,000	RMB10,000,000	Publication business
北京津西龍翔文化發展有限公司 ("龍翔文化")	中國 二零一二年 五月四日	有限責任公司	97.6% (間接持有)	人民幣 10,000,000元	人民幣 10,000,000元	出版業務
Tianjin Oriental Huitong Microcredit Co., Ltd. ("Oriental Huitong")	PRC 29 June 2012	Limited liability company	98.1% (Indirectly held)	RMB100,000,000	RMB100,000,000	Provision of loan
天津東方匯通小額貸款有限公司 ("東方匯通")	中國 二零一二年 六月二十九日	有限責任公司	98.1% (間接持有)	人民幣 100,000,000元	人民幣 100,000,000元	提供貸款

(i) On 7 March 2012, Heber Jinxi Iron and Steel Group Company Limited ("Jinxi Limited") entered into an equity transfer agreement with Qianxi County Hui Yin Trading Company Limited ("Hui Yin"), a related party whose directors, Mr. Han Jingyuan, Mr. Zhu Jun and Mr. Shen Xiaoling, are also directors of the Company. Pursuant to the equity transfer agreement, Jinxi Limited acquired 20% equity interest in Jinxi Section Steel from Huiyin at a cash consideration of approximately RMB 93.6 million. After the acquisition, Jinxi Section became a wholly owned subsidiary of Jinxi Limited.

(ii) Jinyin Trading, Jinxi International Trade and Yun Da Trading are the subsidiaries of Jinxi Section Steel, whose percentages of equity interest attributing to the Group changed in line with the acquisition of Jinxi Section Steel.

(i) 於二零一二年三月七日，河北津西鋼鐵集團股份有限公司("津西鋼鐵")與關聯方遷西縣匯銀工貿有限公司("匯銀")，其董事們韓敬遠先生、朱軍先生及沈曉玲先生亦為本公司董事)訂立一份股權轉讓協議。根據該股權轉讓協議，津西鋼鐵以現金代價約人民幣93,600,000元向匯銀收購津西型鋼的20%股權。於收購後，津西型鋼成為津西鋼鐵的全資附屬公司。

(ii) 津銀貿易、津西國際貿易及運達商貿均為津西型鋼的附屬公司，本集團應佔該等公司的股權百分比與收購津西型鋼呈一致變動。

Notes to the Condensed Consolidated Interim Financial Information (continued)

簡明合併中期財務資料附註(續)

(All amounts in RMB thousands unless otherwise stated) (除另有指明外，所有金額均以人民幣千元為單位)

7 SALES AND SEGMENT INFORMATION

(a) Sales

The Group is principally engaged in the manufacture and sales of iron and steel products. Sales recognised for the six months ended 30 June 2012 and 2011 were as follows:

Sales:

Gross sales, less
discounts and returns
– H-section steel products
– Strips and strip products
– Cold rolled sheets
and galvanised sheets
– Billets
– Rebar
– Real estates
– Others

銷售額：

銷售總額減
折扣及退貨
– H型鋼產品
– 帶鋼及帶鋼類產品
– 冷軋板及
鍍鋅板
– 鋼坯
– 螺紋鋼
– 房地產
– 其他

7 銷售額和分部資料

(a) 銷售額

本集團主要從事生產及銷售鋼鐵產品。截至二零一二年及二零一一年六月三十日止六個月確認的銷售額如下：

Six months ended

30 June 2012	30 June 2011
截至六月三十日止六個月 二零一二年	二零一一年
Unaudited 未經審核	Unaudited 未經審核

6,051,500	7,008,358
6,719,227	7,672,658
1,231,379	1,151,487
3,195,844	3,078,500
1,377,491	664,262
176,205	–
47,082	76,315
18,798,728	19,651,580

Notes to the Condensed Consolidated Interim Financial Information (continued) 簡明合併中期財務資料附註(續)

(All amounts in RMB thousands unless otherwise stated) (除另有指明外，所有金額均以人民幣千元為單位)

7 SALES AND SEGMENT INFORMATION (continued)

(b) Segment information

The chief decision-maker has been identified as the management committee, which comprises all executive directors and top management. The decision-maker reviews the Group's internal reporting in order to assess performance and allocate resources.

Based on these reports, the decision-maker considers the business from a business perspective. From a business perspective, the decision-maker assesses the performance of the iron and steel and the real estate segments.

(i) Iron and steel – Manufacture and sale of iron and steel products; and

(ii) Real estate – Development and sale of properties.

The decision-maker assesses the performance of the operating segments based on a measure of revenue and operating profit. This measurement is consistent with that in the annual financial statements.

7 銷售額和分部資料(續)

(b) 分部資料

本公司首席決策人已獲確認為包括所有執行董事及最高管理層的執行委員會，決策人審閱本集團的內部報告以作評估業績表現及分配資源。

根據該等報告，決策人從業務角度考慮業務。從業務角度，決策人評估鋼鐵分部及房地產分部表現。

(i) 鋼鐵－製造及銷售鋼鐵產品；及

(ii) 房地產－開發及銷售物業。

決策人根據計量收入及經營溢利評估經營分部表現。該計量與年度財務報表一致。

Notes to the Condensed Consolidated Interim Financial Information (continued)

簡明合併中期財務資料附註(續)

(All amounts in RMB thousands unless otherwise stated) (除另有指明外，所有金額均以人民幣千元為單位)

7 SALES AND SEGMENT INFORMATION (continued)

(b) Segment information (continued)

The segment information provided to the decision-maker for the reportable segments for the period is as follows:

7 銷售額和分部資料(續)

(b) 分部資料(續)

就期內報告分部提供予決策人的分部資料如下：

		Six months ended 30 June 2012		
		截至二零一二年六月三十日止六個月		
		Iron and steel	Real estate	Total
		鋼鐵	房地產	總計
		Unaudited		
		未經審核		
Segment revenue	分部收入	18,622,523	176,205	18,798,728
Segment operating profit	分部經營溢利	635,347	34,623	669,970
Finance (costs)/income-net	財務(成本)/收益-淨額	(231,439)	38	(231,401)
Share of result of an associate	應佔聯營公司業績	(7,298)	-	(7,298)
Profit before income tax	除所得稅前溢利			431,271
Income tax expense	所得稅費用			(163,633)
Profit for the period	期內溢利			267,638
Other income statement items	其他收益表項目			
Depreciation and amortisation	折舊及攤銷	452,190	234	452,424
Capital expenditure	資本開支	750,989	119	751,108

Notes to the Condensed Consolidated Interim Financial Information (continued) 簡明合併中期財務資料附註(續)

(All amounts in RMB thousands unless otherwise stated) (除另有指明外，所有金額均以人民幣千元為單位)

7 SALES AND SEGMENT INFORMATION (continued)

(b) Segment information (continued)

Segment revenue	分部收入
Segment operating profit	分部經營溢利
Finance costs-net	財務成本—淨額
Share of result of an associate	應佔聯營公司業績
Profit before income tax	除所得稅前溢利
Income tax expense	所得稅費用
Profit for the period	期內溢利
Other income statement items	其他收益表項目
Depreciation and amortisation	折舊及攤銷
Capital expenditure	資本開支

Segment assets are those operating assets that are employed by a segment in its operating activities. Segment assets are determined after deducting related allowance that is reported as direct offsets in the balance sheet. Segment assets consist primarily all assets of the Group except for available-for-sale financial assets, deferred tax assets and loans receivable.

Segment liabilities are those operating liabilities that result from the operating activities of a segment.

7 銷售額和分部資料(續)

(b) 分部資料(續)

Six months ended 30 June 2011
截至二零一一年六月三十日止六個月

Iron and steel 鋼鐵	Real estate 房地產	Total 總計
Unaudited 未經審核		
19,651,580	–	19,651,580
1,818,248	(8,310)	1,809,938
(59,870)	–	(59,870)
2,347	–	2,347
		1,752,415
		(456,991)
		1,295,424
450,796	186	450,982
321,974	243	322,217

分部資產乃分部用於其經營活動的經營資產。分部資產扣除以資產負債表中直接抵銷呈報的相關津貼後釐定。分部資產主要包括本集團除可供出售金融資產、遞延稅項資產及應收貸款外的所有資產。

分部負債乃分部的經營活動所導致的經營負債。

Notes to the Condensed Consolidated Interim Financial Information (continued)

簡明合併中期財務資料附註(續)

(All amounts in RMB thousands unless otherwise stated) (除另有指明外，所有金額均以人民幣千元為單位)

7 SALES AND SEGMENT INFORMATION (continued)

(b) Segment information (continued)

The segment assets and liabilities as at 30 June 2012 are as follows:

		Iron and steel 鋼鐵	Real estate 房地產	Total 總計
		Unaudited 未經審核		
Total segment assets	總分部資產	23,721,844	498,771	24,220,615
Total assets includes:	總資產包括：			
Investment in an associate	聯營公司投資	5,399	-	5,399
Segment assets for reportable segments	報告分部的分部資產			24,220,615
Unallocated:	未分配：			
Deferred income tax assets	遞延所得稅資產			100,006
Available-for-sale financial assets	可供出售金融資產			167,322
Loans receivable	應收貸款			305,000
Total assets per balance sheet	資產負債表內的總資產			24,792,943
		Iron and steel 鋼鐵	Real estate 房地產	Total 總計
		Unaudited 未經審核		
Total segment liabilities	總分部負債	6,320,578	365,234	6,685,812
Segment liabilities for reportable segments	報告分部的分部負債			6,685,812
Unallocated:	未分配：			
Current income tax liabilities	當期所得稅負債			48,446
Current borrowings	流動借款			2,811,618
Non-current borrowings	非流動借款			5,577,156
Dividends payable	應付股息			4,577
Total liabilities per balance sheet	資產負債表內的總負債			15,127,609

7 銷售額和分部資料(續)

(b) 分部資料(續)

於二零一二年六月三十日的分部資產及負債如下：

Notes to the Condensed Consolidated Interim Financial Information (continued) 簡明合併中期財務資料附註(續)

(All amounts in RMB thousands unless otherwise stated) (除另有指明外，所有金額均以人民幣千元為單位)

7 SALES AND SEGMENT INFORMATION (continued)

(b) Segment information (continued)

The segment assets and liabilities as at 31 December 2011 are as follows:

		Iron and steel 鋼鐵	Real estate 房地產 Audited 經審核	Total 總計
Total segment assets	總分部資產	21,720,916	528,407	22,249,323
Total assets includes:	總資產包括：			
Investment in an associate	聯營公司投資	12,697	-	12,697
Segment assets for reportable segments	報告分部的 分部資產			22,249,323
Unallocated:	未分配：			
Deferred income tax assets	遞延所得稅資產			192,694
Available-for-sale financial assets	可供出售金融資產			167,976
Loans receivable	應收貸款			320,000
Total assets per balance sheet	資產負債表內的總資產			22,929,993
		Iron and steel 鋼鐵	Real estate 房地產 Audited 經審核	Total 總計
Total segment liabilities	總分部負債	5,395,652	311,944	5,707,596
Segment liabilities for reportable segments	報告分部的 分部負債			5,707,596
Unallocated:	未分配：			
Current income tax liabilities	當期所得稅負債			193,072
Current borrowings	流動借款			2,152,422
Non-current borrowings	非流動借款			5,360,962
Dividends payable	應付股息			4,591
Total liabilities per balance sheet	資產負債表內的總負債			13,418,643

7 銷售額和分部資料(續)

(b) 分部資料(續)

於二零一一年十二月三十一日的分部資產及負債如下：

Notes to the Condensed Consolidated Interim Financial Information (continued)

簡明合併中期財務資料附註(續)

(All amounts in RMB thousands unless otherwise stated) (除另有指明外，所有金額均以人民幣千元為單位)

8 CAPITAL EXPENDITURE

8 資本開支

		Property, plant and equipment 物業、廠房 及設備	Leasehold land and land use rights 租賃土地及 土地使用權	Investment properties 投資物業	Intangible assets 無形資產
		Unaudited 未經審核			
Six months ended 30 June 2012	截至二零一二年六月三十日止六個月				
Opening carrying amount as at 1 January 2012	於二零一二年一月一日 的期初賬面值	8,395,398	137,128	15,984	8,530
Additions	添置	751,080	-	-	28
Disposals	處置	(38,051)	-	-	-
Depreciation and amortisation (Note 22)	折舊及攤銷(附註22)	(450,307)	(1,702)	(403)	(12)
Closing carrying amount as at 30 June 2012	於二零一二年六月三十日 的期終賬面值	8,658,120	135,426	15,581	8,546
Six months ended 30 June 2011	截至二零一一年六月三十日止六個月				
Opening carrying amount as at 1 January 2011	於二零一一年一月一日 的期初賬面值	7,946,548	116,949	16,789	36
Additions	添置	322,217	-	-	-
Acquisition of a subsidiary	收購一間附屬公司	76,727	-	-	8,498
Disposals	處置	(30,857)	-	-	-
Depreciation and amortisation (Note 22)	折舊及攤銷(附註22)	(448,869)	(1,702)	(403)	(8)
Closing carrying amount as at 30 June 2011	於二零一一年六月三十日 的期終賬面值	7,865,766	115,247	16,386	8,526

Notes to the Condensed Consolidated Interim Financial Information (continued) 簡明合併中期財務資料附註(續)

(All amounts in RMB thousands unless otherwise stated) (除另有指明外，所有金額均以人民幣千元為單位)

9 AVAILABLE-FOR-SALE FINANCIAL ASSETS

9 可供出售金融資產

		30 June 2012	31 December 2011
		二零一二年 六月三十日	二零一一年 十二月三十一日
		Unaudited	Audited
		未經審核	經審核
Unlisted equity interests, at cost	非上市權益，按成本	297,705	252,705
Additions	添置	-	45,000
Less: provision for impairment	減：減值撥備	(188,100)	(188,100)
Net	淨值	109,605	109,605
Listed equity interests, at fair value	上市權益，按公允價值	57,717	58,371
Total	總計	167,322	167,976

10 LOANS RECEIVABLE

10 應收貸款

		30 June 2012	31 December 2011
		二零一二年 六月三十日	二零一一年 十二月三十一日
		Unaudited	Audited
		未經審核	經審核
Non-Current	非流動		
Loan receivable	應收貸款	300,000	300,000
Current	流動		
Loan receivable	應收貸款	5,000	20,000
		305,000	320,000

The loan receivable of RMB 300 million is secured by the pledge of certain property, plant and equipment, with interest at a rate of 12% per annum, and will be fully collected in July 2014.

人民幣3億元的應收貸款為由若干物業、廠房及設備作抵押，按年利率12%計息及將於二零一四年七月全數收回。

The loan receivable of RMB 5 million is unsecured, with interest at a rate of 12% per annum and will be fully collected within one year.

人民幣500萬元的應收貸款為無抵押，按年利率12%計息及將於一年內全數收回。

As at 30 June 2012 and 31 December 2011, the carrying amounts of loans receivable approximated their fair value.

於二零一二年六月三十日及二零一一年十二月三十一日，應收貸款的賬面值近似其公允價值。

Notes to the Condensed Consolidated Interim Financial Information (continued)

簡明合併中期財務資料附註(續)

(All amounts in RMB thousands unless otherwise stated) (除另有指明外，所有金額均以人民幣千元為單位)

11 PROPERTIES UNDER DEVELOPMENT AND HELD FOR SALE

11 發展中及可供出售的物業

		30 June	31 December
		2012	2011
		二零一二年	二零一一年
		六月三十日	十二月三十一日
		Unaudited	Audited
		未經審核	經審核
Properties under development	發展中物業		
– Construction costs	– 建築成本	93,888	175,417
– Land use rights	– 土地使用權	166,259	193,440
		260,147	368,857
Completed properties held for sale	可供出售已完成的物業	105,763	–
		365,910	368,857

12 INVENTORIES

12 存貨

		30 June	31 December
		2012	2011
		二零一二年	二零一一年
		六月三十日	十二月三十一日
		Unaudited	Audited
		未經審核	經審核
Raw materials and materials in-transit	原材料及在途材料	2,603,623	3,690,877
Work-in-progress	在製品	427,768	394,369
Finished goods	製成品	752,739	530,657
		3,784,130	4,615,903

Notes to the Condensed Consolidated Interim Financial Information (continued) 簡明合併中期財務資料附註(續)

(All amounts in RMB thousands unless otherwise stated) (除另有指明外，所有金額均以人民幣千元為單位)

13 TRADE RECEIVABLES

Trade receivables	應收貿易賬款
Less: impairment provision	減：減值撥備
Trade receivables – net	應收貿易賬款－淨額

The credit policy usually adopted by the Group for the sales of iron and steel products to customers is to deliver goods either upon receipt in cash, bank acceptance notes or letters of credit.

As at 30 June 2012 and 31 December 2011, the ageing of trade receivables was as follows:

Within 3 months	3個月內
4 – 6 months	4至6個月
7 – 12 months	7至12個月
Over 1 year	超過1年

As at 30 June 2012, trade receivables amounting to approximately RMB 38 million (31 December 2011: RMB 40 million) were guaranteed by letters of credit provided by customers.

13 應收貿易賬款

30 June 2012 二零一二年 六月三十日 Unaudited 未經審核	31 December 2011 二零一一年 十二月三十一日 Audited 經審核
318,489	399,788
(4,923)	(3,607)
313,566	396,181

本集團一般採納向客戶銷售鋼鐵產品的信貸政策為於收取現金、銀行承兌匯票或收取信用證時方向客戶交付貨物。

截至二零一二年六月三十日及二零一一年十二月三十一日，應收貿易賬款的賬齡如下：

30 June 2012 二零一二年 六月三十日 Unaudited 未經審核	31 December 2011 二零一一年 十二月三十一日 Audited 經審核
252,760	344,578
25,988	18,630
30,475	36,580
9,266	–
318,489	399,788

截至二零一二年六月三十日，應收貿易賬款中約人民幣3,800萬元(二零一一年十二月三十一日：人民幣4,000萬元)由客戶開具的信用證作抵押。

Notes to the Condensed Consolidated Interim Financial Information (continued)

簡明合併中期財務資料附註(續)

(All amounts in RMB thousands unless otherwise stated) (除另有指明外，所有金額均以人民幣千元為單位)

14 PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

14 預付款項、按金及其他應收賬款

		30 June	31 December
		2012	2011
		二零一二年	二零一一年
		六月三十日	十二月三十一日
		Unaudited	Audited
		未經審核	經審核
Non-current	非流動		
Debt receivables for purchase of property, plant and equipment (a)	購買物業、廠房及設備的應收債務款項(a)	935,554	436,818
Receivables for operating leases (b)	經營租賃的應收款項(b)	80,214	102,829
		1,015,768	539,647
Current	流動		
Prepayments for purchase of inventories	購買存貨預付款項	1,712,997	1,076,465
Deposits and other receivables	按金及其他應收賬款	956,261	907,876
Receivables for operating leases, current portion (b)	經營租賃的應收款項，流動部份(b)	26,269	32,617
Less: Impairment provision for deposits	減：按金減值撥備	(21,305)	(21,305)
		2,674,222	1,995,653
		3,689,990	2,535,300

(a) As at 30 June 2012, the Group has an outstanding debt receivable from Qianxi County Jinxi Wan Tong Ductile Iron Pipes Co., Ltd. ("Jinxi Wantong"), a third party, amounting to RMB 486 million approximately. As announced by the Company on 13 July 2012, the Group has the intention to acquire part of the assets of Jinxi Wantong, and the outstanding debt receivable will form part of the consideration for the intended acquisition. This intended acquisition of assets is subject to the completion of the assets appraisal and due diligence review to the satisfaction of the Group.

(a) 於二零一二年六月三十日，遷西縣津西萬通球墨鑄管有限公司（「津西萬通」）（第三方）尚欠本集團的賬款金額約為人民幣4.86億元。就本公司在二零一二年七月十三日的公告中披露，本集團有意收購津西萬通的部份資產，而尚欠的應收債務將構成計劃收購的總代價之其中部份。該計劃收購的資產需得到本集團滿意對該資產的評估及盡職審查。

Notes to the Condensed Consolidated Interim Financial Information (continued) 簡明合併中期財務資料附註(續)

(All amounts in RMB thousands unless otherwise stated) (除另有指明外，所有金額均以人民幣千元為單位)

14 PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES (continued)

(a) (continued)

As at 30 June 2012, the Group has an outstanding debt receivable from Tangshan Fengrun Hengfeng Iron and Steel Company Limited (“Hengfeng Iron and Steel”), a third party, amounting to RMB 450 million approximately. Pursuant to the original letter of intent and the supplementary letter of intent entered into between Hebei Jinxi Iron and Steel Group Zhengda Iron and Steel Co., Ltd (“Zhengda Iron and Steel”) and Hengfeng Iron and Steel on 9 November 2011 and 5 July 2012 respectively, the Group has the intention to acquire part of the assets from Hengfeng Iron and Steel, and the outstanding debt receivable will form part of the consideration for the intended acquisition. This intended acquisition of assets is subject to the completion of assets appraisal and due diligence review to the satisfaction of the Group.

(b) Pursuant to various agreements entered into in 2011, Jinxi Limited paid considerations totaling approximately RMB 228 million and obtained 51% equity interests in each of five companies that own the mining rights of Qianxi Gaojiadian Iron Mine (the “Gao Jia Dian Mine”). In January 2011, pursuant to a cooperation agreement entered with Mr. Wei, a third-party individual, from 1 March 2011 to 28 February 2017 (the “Grant Period”), Jinxi Limited conveyed to Mr. Wei all the voting rights relating to the financial and operating policies of the five companies, Tangshan Jinxi Mining Company Limited (“Jinxi Mining”) (a subsidiary of the Group), as well as the mining rights of Gao Jia Dian Mine. Mr. Wei is exclusively entitled to the profit and net assets accumulated by the six companies and the mining rights of Gao Jia Dian Mine during the Grant Period. As a return, Mr. Wei pays cash consideration of RMB 33 million annually during the Grant Period and a deposit of RMB 10 Million which will offset the last payment in 2017.

14 預付款項、按金及其他應收賬款(續)

(a) (續)

於二零一二年六月三十日，唐山市豐潤區恒豐鋼鐵有限公司（「恒豐鋼鐵」）（第三方）尚欠本集團的賬款金額約為人民幣4.5億元。根據分別於二零一一年十一月九日及二零一二年七月五日由河北津西鋼鐵集團正達鋼鐵有限公司（「正達鋼鐵」）與恒豐鋼鐵簽訂的原意向書及補充意向書，本集團有意收購恒豐鋼鐵的部份資產，而尚欠的應收債務將構成計劃收購的總代價之其中部份。該計劃收購的資產需得到本集團滿意對該資產的評估及盡職審查。

(b) 根據二零一一年訂立的若干協議，津西鋼鐵已支付代價約人民幣2.28億元以取得擁有遷西高家店鐵礦（「高家店鐵礦」）的採礦權的五家公司之51%股權。於二零一一年一月，根據與第三方獨立人士魏先生訂立的合作協議，自二零一一年三月一日起至二零一七年二月二十八日止（「授予期間」），津西鋼鐵將該五家公司、唐山市津西礦業有限公司（「津西礦業」）（本集團之附屬公司）的財務及經營決策的所有投票權及高家店鐵礦的採礦權授予魏先生。於授予期間，魏先生獨家享有對該六家公司及高家店鐵礦的採礦權所累積的溢利及淨資產。作為回報，魏先生於授予期間每年支付現金代價人民幣3,300萬元及按金人民幣1,000萬元（將用作於二零一七年抵銷最後付款）。

Notes to the Condensed Consolidated Interim Financial Information (continued) 簡明合併中期財務資料附註(續)

(All amounts in RMB thousands unless otherwise stated) (除另有指明外，所有金額均以人民幣千元為單位)

14 PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES (continued)

In the opinion of the Directors, the Group was regarded as effectively disposed of its equity interests in the six companies and the mining rights of Gao Jia Dian Mine in return for a long-term lease fee receivable from Mr. Wei. Accordingly, the Group recognized an asset of receivable for operating lease which was determined based on the present value of the total cash receivable amounting to approximately RMB 179 million at inception of the lease on 1 March 2011, and a loss of RMB 49 million during the year ended 31 December 2011.

During the six months ended 30 June 2012, the Group received the second payment of RMB 33 million from Mr. Wei. As at 30 June 2012, the Directors of the Company do not foresee any collectability problems of such receivables.

- (c) As at 30 June 2012 and 31 December 2011, the carrying amounts of the Group's deposits and other receivables approximated their fair value.

14 預付款項、按金及其他應收賬款 (續)

董事認為，本集團出售其於該六家公司的股權及高家店鐵礦的採礦權並交換向魏先生收取長期應收租金乃屬有效。據此，自二零一一年三月一日開始租賃起，本集團確認自經營租賃的應收款項是按總應收現金的現值約人民幣1.79億元釐定，而截至二零一一年十二月三十一日止年度錄得的虧損為人民幣4,900萬元。

於二零一二年六月三十日止六個月內，本集團已從魏先生處收到第二期付款人民幣3,300萬元。截至二零一二年六月三十日，本公司董事未預見該應收款項會有任何追收問題的出現。

- (c) 於二零一二年六月三十日及二零一一年十二月三十一日，本集團的按金及其他應收賬款之賬面值近似其公允價值。

Notes to the Condensed Consolidated Interim Financial Information (continued) 簡明合併中期財務資料附註(續)

(All amounts in RMB thousands unless otherwise stated) (除另有指明外，所有金額均以人民幣千元為單位)

15 NOTES RECEIVABLE – BANK ACCEPTANCE NOTES

15 應收票據 – 銀行承兌匯票

	30 June 2012 二零一二年 六月三十日 Unaudited 未經審核	31 December 2011 二零一一年 十二月三十一日 Audited 經審核
Notes receivable – bank acceptance notes 應收票據 – 銀行承兌匯票	4,986,785	3,830,658

As at 30 June 2012, notes receivable of approximately RMB 263 million (31 December 2011: RMB 147 million) were pledged as security for issuing notes payable (Note 18). In addition, notes receivable of approximately RMB 186 million (31 December 2011: RMB 14 million) were pledged as security for the Group's borrowings (Note 20).

於二零一二年六月三十日，應收票據其中約人民幣2.63億元(二零一一年十二月三十一日：人民幣1.47億元)已為開具應付票據而抵押(附註18)。此外，應收票據其中約人民幣1.86億元(二零一一年十二月三十一日：人民幣1,400萬元)已為本集團借款而抵押(附註20)。

The settlement of the notes receivables were guaranteed by banks with maturity dates within six months. The notes receivables can be convertible into cash and cash equivalent by paying discounting interests and the credit risks in respect of the notes receivables are considered to be low.

應收票據到期日為六個月內，其結算由銀行擔保。應收票據透過支付貼現利息可轉換為現金及現金等價物及有關應收票據的信貨風險被視為較低。

As at 30 June 2012 and 31 December 2011, the ageing analysis of notes receivables was as follows:

於二零一二年六月三十日及二零一一年十二月三十一日，應收票據的賬齡分析如下：

	30 June 2012 二零一二年 六月三十日 Unaudited 未經審核	31 December 2011 二零一一年 十二月三十一日 Audited 經審核
Within 3 months 3個月內	2,677,569	1,948,634
4-6 months 4至6個月	2,309,216	1,882,024
	4,986,785	3,830,658

Notes to the Condensed Consolidated Interim Financial Information (continued)

簡明合併中期財務資料附註(續)

(All amounts in RMB thousands unless otherwise stated) (除另有指明外，所有金額均以人民幣千元為單位)

16 SHARE CAPITAL AND SHARE OPTION SCHEME

(a) Share capital

		Amount (unaudited) 金額(未經審核)			
		Number of shares (thousands) 股份數目 (千股)	Ordinary shares 普通股	Share premium 股份溢價	Total 總計
As at 1 January 2011	於二零一一年一月一日				
till 1 January 2012	至二零一二年一月一日	2,929,725	311,715	2,190,291	2,502,006
Employee share option scheme:	僱員購股權 計劃：				
- issuance of shares	- 股份發行	700	57	796	853
As at 30 June 2012	於二零一二年 六月三十日	2,930,425	311,772	2,191,087	2,502,859

As at 30 June 2012 and 31 December 2011, the total number of authorised ordinary shares is 5,000,000,000 shares with par value of HK\$ 0.1 per share.

As at 30 June 2012, the number of issued and fully paid ordinary shares is 2,930,425,000 shares (31 December 2011: 2,929,725,000 shares).

於二零一二年六月三十日及二零一一年十二月三十一日，法定普通股總數為5,000,000,000股每股面值0.1港元的股份。

於二零一二年六月三十日，已發行及繳足普通股的股份數目為2,930,425,000股(二零一一年十二月三十一日：2,929,725,000股)。

Notes to the Condensed Consolidated Interim Financial Information (continued) 簡明合併中期財務資料附註(續)

(All amounts in RMB thousands unless otherwise stated) (除另有指明外，所有金額均以人民幣千元為單位)

16 SHARE CAPITAL AND SHARE OPTION SCHEME

(continued)

(b) Share option scheme

The Company adopted a share option scheme (the "Scheme") pursuant to a written resolution passed on 20 December 2010. The total number of shares which may be issued under the Scheme must not exceed 146,486,250 shares, representing approximately 5% of the total number of shares issued by the Company as at 20 December 2010. The general vesting period for the options granted under the Scheme is determined by the Board on each grant date and is not exceed 10 years from the date of the grant of the option. The Scheme will remain in force until 19 December 2020.

Movements in the number of share options outstanding and their related weighted average exercise prices during the six months periods were as follows:

16 股本及購股權計劃(續)

(b) 購股權計劃

本公司根據於二零一零年十二月二十日通過的書面決議案採納購股權計劃(「該計劃」)。根據該計劃可發行的股份總數不得超過146,486,250股，佔本公司於二零一零年十二月二十日已發行股份總數的約5%。根據該計劃授出購股權的一般歸屬期由董事局於各授出日期釐定，且自購股權授出之日起不超過10年。該計劃將於二零二零年十二月十九日失效。

尚未行使購股權數目及彼等相關加權平均行使價於六個月期間之變動如下：

		Six months ended 30 June (unaudited)			
		截至六月三十日止六個月(未經審核)			
		2012		2011	
		二零一二年		二零一一年	
		Average exercise price in HK\$ 平均行使價 (以港元計)	Number of options (thousands) 購股權數目 (千份)	Average exercise price in HK\$ 平均行使價 (以港元計)	Number of options (thousands) 購股權數目 (千份)
At 1 January	於一月一日	2.76	230,150	2.74	222,250
Granted	已授出	2.03	85,170	3.09	10,600
Exercised	已行使	1.50	(700)	-	-
Lapsed	已失效	2.72	(2,604)	2.62	(1,500)
At 30 June	於六月三十日	2.56	312,016	2.76	231,350

Notes to the Condensed Consolidated Interim Financial Information (continued) 簡明合併中期財務資料附註(續)

(All amounts in RMB thousands unless otherwise stated) (除另有指明外，所有金額均以人民幣千元為單位)

18 TRADE PAYABLES

18 應付貿易賬款

		30 June	31 December
		2012	2011
		二零一二年	二零一一年
		六月三十日	十二月三十一日
		Unaudited	Audited
		未經審核	經審核
Trade payables	應付貿易賬款	1,875,849	1,734,258
Notes payable	應付票據	1,257,198	371,842
		3,133,047	2,106,100

As at 30 June 2012, all notes payable represented bank acceptance notes, of which RMB 403 million (31 December 2011: RMB 147 million) were secured by certain notes receivable (Note 15), RMB 729 million (31 December 2011: RMB 195 million) were secured by restricted bank balances amounting to approximately RMB 448 million (31 December 2011: RMB 156 million), and RMB 125 million (31 December 2011: RMB 30 million) were secured by inventories and restricted bank balances amounting to approximately RMB 89 million (31 December 2011: RMB 61 million) and RMB 39 million (31 December 2011: RMB 9 million) respectively.

於二零一二年六月三十日，所有應付票據為銀行承兌匯票，其中人民幣4.03億元(二零一一年十二月三十一日：人民幣1.47億元)以若干應收票據作為抵押(附註15)，人民幣7.29億元(二零一一年十二月三十一日：人民幣1.95億元)以人民幣4.48億元(二零一一年十二月三十一日：人民幣1.56億元)的受限制銀行結餘作為抵押，以及人民幣1.25億元(二零一一年十二月三十一日：人民幣3,000萬元)以分別為約人民幣8,900萬元(二零一一年十二月三十一日：人民幣6,100萬元)及人民幣3,900萬元(二零一一年十二月三十一日：人民幣900萬元)的存貨及受限制銀行結餘作為抵押。

Notes to the Condensed Consolidated Interim Financial Information (continued)

簡明合併中期財務資料附註(續)

(All amounts in RMB thousands unless otherwise stated) (除另有指明外，所有金額均以人民幣千元為單位)

18 TRADE PAYABLES (continued)

As at 30 June 2012 and 31 December 2011, the ageing analysis of the trade payables was as follows:

Within 3 months	3個月內
4-6 months	4至6個月
7-9 months	7至9個月
10-12 months	10至12個月
Above 1 year	1年以上

18 應付貿易賬款(續)

於二零一二年六月三十日及二零一一年十二月三十一日，應付貿易賬款的賬齡分析如下：

30 June 2012 二零一二年 六月三十日 Unaudited 未經審核	31 December 2011 二零一一年 十二月三十一日 Audited 經審核
2,457,729	1,783,488
549,591	245,285
68,553	17,620
19,933	10,465
37,241	49,242
3,133,047	2,106,100

19 ACCRUALS, ADVANCES AND OTHER PAYABLES

Accruals	預提費用
Advances from customers	預收客戶款項
Value-added tax payable and other taxes payables	應付增值稅及其他應付稅項
Dividends payable	應付股息
Other payables (a)	其他應付賬款(a)

19. 預提費用、預收款項及其他應付賬款

30 June 2012 二零一二年 六月三十日 Unaudited 未經審核	31 December 2011 二零一一年 十二月三十一日 Audited 經審核
278,238	377,287
2,047,564	1,971,855
32,133	158,601
4,577	4,591
731,933	580,219
3,094,445	3,092,553

Notes to the Condensed Consolidated Interim Financial Information (continued) 簡明合併中期財務資料附註(續)

(All amounts in RMB thousands unless otherwise stated) (除另有指明外，所有金額均以人民幣千元為單位)

19 ACCRUALS, ADVANCES AND OTHER CURRENT LIABILITIES (continued)

(a) The breakdowns of other payables as at 30 June 2012 and 31 December 2011 were as follows:

Payables for purchase of property, plant and equipment	購買物業、廠房及設備的應付賬款
Customer deposits	客戶按金
Pension payables and other social welfare payables	應付退休金及其他應付社會福利
Salary payables	應付薪金
Employee deposits	僱員按金
Others	其他

19 預提費用、預收款項及其他應付賬款(續)

(a) 於二零一二年六月三十日及二零一一年十二月三十一日的其他應付賬款分類如下：

30 June 2012 二零一二年 六月三十日 Unaudited 未經審核	31 December 2011 二零一一年 十二月三十一日 Audited 經審核
360,026	161,235
176,436	186,677
62,756	55,048
61,323	67,741
22,133	20,521
49,259	88,997
731,933	580,219

Notes to the Condensed Consolidated Interim Financial Information (continued)

簡明合併中期財務資料附註(續)

(All amounts in RMB thousands unless otherwise stated) (除另有指明外，所有金額均以人民幣千元為單位)

20 BORROWINGS

20 借款

		30 June	31 December
		2012	2011
		二零一二年	二零一一年
		六月三十日	十二月三十一日
		Unaudited	Audited
		未經審核	經審核
Non-current	非流動		
Senior Notes (a)	優先票據 (a)	5,327,156	5,295,962
Bank borrowings, secured (b)	銀行借款，已抵押 (b)	150,000	-
Bank borrowings, unsecured	銀行借款，無抵押	100,000	65,000
		5,577,156	5,360,962
Current	流動		
Bank borrowings, secured (b)	銀行借款，已抵押 (b)	782,909	651,134
Bank borrowings, unsecured	銀行借款，無抵押	1,963,709	1,436,288
Other borrowings, unsecured (c)	其他借款，無抵押 (c)	65,000	65,000
		2,811,618	2,152,422
Total borrowings	總借款	8,388,774	7,513,384

(a) On 18 August 2010, the Group issued US\$ 550 million Senior Notes, which bears interest at 8% per annum payable semi-annually, to finance its potential acquisitions and investments, capital expenditure projects and working capital requirements. These Senior Notes are wholly repayable on 18 August 2015 (the "2015 Senior Notes").

On 17 November 2010, the Group issued US\$ 300 million Senior Notes, which bears interest at 7% per annum payable semi-annually, to refinance its outstanding short-term debts. These Senior Notes are wholly repayable on 17 November 2017 (the "2017 Senior Notes").

(a) 於二零一零年八月十八日，本集團發行5.50億美元的優先票據，以年利率8%計息，每半年結息償還，以資助其潛在收購及投資、資本支出項目及營運資金需求。該等優先票據須於二零一五年八月十八日全部償還（「2015優先票據」）。

於二零一零年十一月十七日，本集團發行3.00億美元的優先票據，以年利率7%計息，每半年結息償還，以資助其尚未償還的短期債務。該等優先票據須於二零一七年十一月十七日全部償還（「2017優先票據」）。

Notes to the Condensed Consolidated Interim Financial Information (continued) 簡明合併中期財務資料附註(續)

(All amounts in RMB thousands unless otherwise stated) (除另有指明外，所有金額均以人民幣千元為單位)

20 BORROWINGS (continued)

(a) (continued)

During the six months ended 30 June 2012, Mr. Han Jingyuan (“Mr. Han”), the Chairman and Chief Executive Officer of the Company, bought and sold certain 2015 Senior Notes which were either beneficially owned by Mr. Han personally, or beneficially owned by his two associates, Wellbeing Holdings Limited (“Wellbeing”), which Mr. Han beneficially owned 63.15% of its issued capital, and Eastland International Trading Limited (“Eastland”), which is wholly owned by Mr. Han. The movements in the 2015 Senior Notes traded are as follows:

		Mr. Han 韓先生 US\$'000 美元千元	Wellbeing Wellbeing US\$'000 美元千元	Eastland Eastland US\$'000 美元千元	Total 合計 US\$'000 美元千元
As at 31 December 2011	於二零一一年十二月三十一日	7,000	14,500	4,500	26,000
Buy 6 January 2012	買入 二零一二年一月六日	2,000	-	-	2,000
Buy 9 January 2012	買入 二零一二年一月九日	2,500	-	-	2,500
Sell 23 April 2012	賣出 二零一二年 四月二十三日	-	(2,000)	-	(2,000)
Sell 25 April 2012	賣出 二零一二年 四月二十五日	(4,500)	(4,000)	-	(8,500)
Sell 4 May 2012	賣出 二零一二年五月四日	(5,750)	-	-	(5,750)
As at 30 June 2012	於二零一二年六月三十日	1,250	8,500	4,500	14,250

(b) As at 30 June 2012, the Group's secured bank borrowings were secured by the pledge of restricted bank balances of the Group with carrying amount of approximately RMB 451 million (31 December 2011: RMB 601 million), notes receivable of approximately RMB 186 million (31 December 2011: RMB 14 million) (Note 15), and inventories of the Group with carrying amount of approximately RMB 124 million (31 December 2011: RMB 61 million). As at 31 December 2011, bank borrowings were also secured by the pledge of certain property, plant and equipment of the Group with carrying amount of approximately RMB 41 million.

20 借款(續)

(a) (續)

截至二零一二年六月三十日止六個月，本公司董事局主席兼首席執行官韓敬遠先生(「韓先生」)以其個人名義以及其持有股權的兩間聯營公司，名為Wellbeing Holdings Limited(韓先生持有63.15%股權)(「Wellbeing」)及Eastland International Trading Limited(韓先生全資擁有的公司)(「Eastland」)買賣2015優先票據。2015優先票據的變動如下：

(b) 於二零一二年六月三十日，本集團已抵押銀行借款中，已由本集團賬面值約人民幣4.51億元(二零一一年十二月三十一日：人民幣6.01億元)的受限制銀行結餘、應收票據約人民幣1.86億元(二零一一年十二月三十一日：人民幣1,400萬元)(附註15)及本集團賬面值約人民幣1.24億元(二零一一年十二月三十一日：人民幣6,100萬元)的存貨作為抵押。於二零一一年十二月三十一日，銀行借款還以本集團賬面值約人民幣4,100萬元的物業、廠房及設備作為抵押。

Notes to the Condensed Consolidated Interim Financial Information (continued)

簡明合併中期財務資料附註(續)

(All amounts in RMB thousands unless otherwise stated) (除另有指明外，所有金額均以人民幣千元為單位)

20 BORROWINGS (continued)

(c) Other borrowing, unsecured represented a borrowing from the local county government amounting to RMB 65 million (31 December 2011: RMB 65 million) which has no fixed term of repayment. Interest is charged at the RMB bank deposit rate for 1 year fixed deposit.

(d) Movements in borrowings were analysed as follows:

20 借款(續)

(c) 其他無抵押借款指當地縣政府提供的人民幣6,500萬元(二零一一年十二月三十一日：人民幣6,500萬元)借款，該筆借款無固定償還期。利息開支按銀行人民幣一年期定期存款利率計算。

(d) 借款的變動情況分析如下：

		Unaudited
		未經審核
Six months ended 30 June 2012	截至二零一二年	
	六月三十日止六個月	
As at 1 January 2012	於二零一二年一月一日	7,513,384
Proceeds from borrowings	借款所得款項	3,411,398
Repayments of borrowings	償還借款款項	(2,577,637)
Foreign exchange loss	匯兌虧損	41,629
		<hr/>
As at 30 June 2012	於二零一二年六月三十日	8,388,774
		<hr/>
Six months ended 30 June 2011	截至二零一一年	
	六月三十日止六個月	
As at 1 January 2011	於二零一一年一月一日	6,471,279
Proceeds from borrowings	借款所得款項	2,643,425
Repayments of borrowings	償還借款款項	(1,584,886)
Foreign exchange gain	匯兌收益	(135,385)
		<hr/>
As at 30 June 2011	於二零一一年六月三十日	7,394,433
		<hr/>

Notes to the Condensed Consolidated Interim Financial Information (continued) 簡明合併中期財務資料附註(續)

(All amounts in RMB thousands unless otherwise stated) (除另有指明外，所有金額均以人民幣千元為單位)

20 BORROWINGS (continued)

As at 30 June 2012 and 31 December 2011, the Group's borrowings were repayable as follows:

20 借款(續)

於二零一二年六月三十日及二零一一年十二月三十一日，本集團的借款到期期限如下：

	Bank borrowings		Senior Notes and other borrowings	
	銀行借款		優先票據及其他借款	
	30 June	31 December	30 June	31 December
	2012	2011	2012	2011
	二零一二年	二零一一年	二零一二年	二零一一年
	六月	十二月	六月	十二月
	三十日	三十一日	三十日	三十一日
	Unaudited	Audited	Unaudited	Audited
	未經審核	經審核	未經審核	經審核
Within 1 year	2,746,618	2,087,422	65,000	65,000
Between 1 and 2 years	100,000	65,000	-	-
Between 2 and 5 years	150,000	-	3,443,308	3,421,795
Over 5 years	-	-	1,883,848	1,874,167
	2,996,618	2,152,422	5,392,156	5,360,962

Notes to the Condensed Consolidated Interim Financial Information (continued) 簡明合併中期財務資料附註(續)

(All amounts in RMB thousands unless otherwise stated) (除另有指明外，所有金額均以人民幣千元為單位)

20 BORROWINGS (continued)

The effective interest rates at the balance sheet date were as follows:

		30 June 2012 二零一二年六月三十日			31 December 2011 二零一一年十二月三十一日		
		Unaudited 未經審核			Audited 經審核		
		RMB 人民幣	HK\$ 港元	US\$ 美元	RMB 人民幣	HK\$ 港元	US\$ 美元
Senior Notes	優先票據	-	-	7.00%-8.00%	-	-	7.00%-8.00%
Bank borrowings	銀行借款	6.31%-8.56%	-	1.70%-4.25%	5.99%-8.56%	2.18%	1.71%-4.85%
Other borrowings	其他借款	3.25%	-	-	3.50%	-	-

Interest expenses on borrowings for the six months ended 30 June 2012 were RMB 285 million (2011: RMB 259 million), of which RMB 29 million (2011: RMB 26 million) arising from financing the construction of plant and equipments was capitalised during the period and was capitalised in property, plant and equipment. A capitalisation rate of 7.40% (2011: 6.66%) was used, representing the average borrowing cost of the loans relating to financing the project.

20 借款(續)

於結算日的實際利率如下：

截至二零一二年六月三十日止六個月的借款利息開支為人民幣2.85億元(二零一一年：人民幣2.59億元)，其中與融資廠房及設備建設的借款利息開支為人民幣2,900萬元(二零一一年：人民幣2,600萬元)已於期內資本化，並已資本化在物業、廠房及設備內。採用的資本化率為7.40%(二零一一年：6.66%)，相當於融資該項目有關貸款的平均借款成本。

Notes to the Condensed Consolidated Interim Financial Information (continued) 簡明合併中期財務資料附註(續)

(All amounts in RMB thousands unless otherwise stated) (除另有指明外，所有金額均以人民幣千元為單位)

21 OTHER LONG-TERM PAYABLES

21 其他長期應付款

		30 June 2012 二零一二年 六月三十日 Unaudited 未經審核	31 December 2011 二零一一年 十二月三十一日 Audited 經審核
Non-current	非流動		
Finance lease obligations (a)	融資租賃承擔(a)	-	115,007
Other payables	其他應付賬款	26,129	18,510
		26,129	133,517
Current	流動		
Finance lease obligations (a)	融資租賃承擔(a)	230,882	223,546
Total other long-term payables	其他長期應付款總額	257,011	357,063

In July 2008, Jinxi Limited, a subsidiary of the Group, entered into a sale and leaseback agreement (the "Sale and Lease Agreement") with a financial institution in respect of certain property, plant and equipment. The sales proceed was RMB 800 million. The lease term was 60 months with lease payments adjusted annually according to the primary interest rate announced by the People's Bank of China (the "PBOC"). Jinxi Limited was entitled to purchase the subject assets at a cost of RMB 100 at the end of the lease. The lease arrangement was regarded as a finance lease of the Group. In August 2008, Jinxi Limited entered into a guarantee agreement with another financial institution. Pursuant to the agreement, the financial institution granted a guarantee for settlement of the lease payments up to RMB 800 million to Jinxi Limited for the above lease arrangement.

於二零零八年七月，本集團附屬公司津西鋼鐵與某金融機構就若干物業、廠房及設備訂立資產售後租回協議（「售後租回協議」）。銷售所得款項為人民幣8億元。租期為60個月，租賃付款每年會根據中國人民銀行（「中國人民銀行」）所公佈之基準利率進行調整。津西鋼鐵有權於租期結束時以成本人民幣100元購買標的資產。租賃協議被視為本集團一項融資租賃。於二零零八年八月，津西鋼鐵與另一家金融機構訂立一份擔保協議。根據該協議，該金融機構就上述租賃安排為津西鋼鐵出具最多人民幣8.00億元擔保，以結算租賃付款。

Notes to the Condensed Consolidated Interim Financial Information (continued)

簡明合併中期財務資料附註(續)

(All amounts in RMB thousands unless otherwise stated) (除另有指明外，所有金額均以人民幣千元為單位)

21 OTHER LONG-TERM PAYABLES (continued)

(a) (continued)

As at 30 June 2012, total minimum lease payments under finance lease based on PBOC interest rate as at the balance sheet date and their present values were as follows:

		Unaudited 未經審核		
		Present value of minimum lease payments 最低租賃 付款 之現值	Interest expenses relating to future periods 有關未來 期間之 利息費用	Total minimum lease payments 最低租賃 付款 總額
Within 1 year	1年內	230,882	28,473	259,355

For six months ended 30 June 2012 and 2011, no contingent-based rents were recognised as expenses.

The effective interest rate of the finance lease obligations of the Group for the six months ended 30 June 2012 was 11.84% per annum (for the six months ended 30 June 2011: 9.30% per annum).

21 其他長期應付款(續)

(a) (續)

於二零一二年六月三十日，按中國人民銀行於結算日利率計息之融資租賃之最低租賃付款總額及其現值如下：

截至二零一二年及二零一一年六月三十日止六個月期間，概無或然租金確認為費用。

截至二零一二年六月三十日止六個月，本集團融資租賃承擔之實際年利率為11.84%（截至二零一一年六月三十日止六個月：9.30%）。

Notes to the Condensed Consolidated Interim Financial Information (continued) 簡明合併中期財務資料附註(續)

(All amounts in RMB thousands unless otherwise stated) (除另有指明外，所有金額均以人民幣千元為單位)

22 OPERATING PROFIT

The following items have been credited/(charged) to the operating profit during the six months ended 30 June 2012 and 2011:

Reversal of written down of inventories to their net realisable value made in previous year	沖回之前年度所計提的將存貨價值減值至可變現淨值所產生的撥備	108,439	–
Share options granted to directors and employees (Note 16)	授予董事及僱員的購股權(附註16)	(51,340)	(24,315)
Gain on disposal of property, plant and equipment	出售物業、廠房及設備的收益	830	4,343
Depreciation of property, plant and equipment (Note 8)	物業、廠房及設備折舊(附註8)	(450,307)	(448,869)
Amortisation of leasehold land and land use rights (Note 8)	租賃土地及土地使用權攤銷(附註8)	(1,702)	(1,702)
Depreciation of investment properties (Note 8)	投資物業折舊(附註8)	(403)	(403)
Amortisation of intangible assets (Note 8)	無形資產攤銷(附註8)	(12)	(8)

22 經營溢利

截至二零一二年及二零一一年六月三十日止六個月，下列項目已計入/(扣除)自經營溢利：

Six months ended 30 June	
2012	2011
截至六月三十日止六個月	
二零一二年	二零一一年
Unaudited	Unaudited
未經審核	未經審核

23 INCOME TAX EXPENSE

Current income tax	當期所得稅		
– PRC enterprise income tax	– 中國企業所得稅	65,967	465,256
– Overseas taxations	– 海外稅項	4,978	1,460
Deferred income tax	遞延所得稅	92,688	(9,725)

23 所得稅費用

Six months ended 30 June	
2012	2011
截至六月三十日止六個月	
二零一二年	二零一一年
Unaudited	Unaudited
未經審核	未經審核

163,633 456,991

Notes to the Condensed Consolidated Interim Financial Information (continued)

簡明合併中期財務資料附註(續)

(All amounts in RMB thousands unless otherwise stated) (除另有指明外，所有金額均以人民幣千元為單位)

24 EARNINGS PER SHARE

Basic

Basic earnings per share is calculated by dividing the profit attributable to owners of the Company by the weighted average number of ordinary shares in issue during the period.

Profit attributable to owners of the Company	本公司權益持有者應佔溢利	249,204	1,154,530
Weighted average number of ordinary shares in issue (<i>thousands</i>)	已發行普通股的加權平均數(千股)	2,929,960	2,929,725
Basic earnings per share (<i>RMB per share</i>)	每股基本收益(每股人民幣元)	0.09	0.39

Diluted

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares.

As at 30 June 2012, the Company has one category of dilutive potential ordinary shares: share options.

24 每股收益

基本

每股基本收益乃根據本公司權益持有者應佔溢利除以期內已發行普通股的加權平均數而計算。

Six months ended 30 June

2012	2011
截至六月三十日止六個月	二零一一年
二零一二年	二零一一年
Unaudited	Unaudited
未經審核	未經審核

249,204	1,154,530
2,929,960	2,929,725
0.09	0.39

稀釋

每股稀釋收益乃在假設所有可稀釋的潛在普通股被兌換後，根據已發行普通股的加權平均股數計算。

截至二零一二年六月三十日止，本公司僅有一類可稀釋的潛在普通股：購股權。

Notes to the Condensed Consolidated Interim Financial Information (continued) 簡明合併中期財務資料附註(續)

(All amounts in RMB thousands unless otherwise stated) (除另有指明外，所有金額均以人民幣千元為單位)

24 EARNINGS PER SHARE (continued)

Diluted (continued)

Profit attributable to owners of the Company	本公司權益持有者應佔溢利
Weighted average number of ordinary shares in issue used in calculating basic earnings per share (thousands)	用於計算每股基本收益的已發行普通股加權平均數值(千股)
Adjustments for options (thousands)	購股權調整(千股)
Weighted average number of ordinary shares and potential ordinary shares issued as the denominator in calculating diluted earnings per share (thousands)	計算每股稀釋收益時作為分母的已發行普通股及潛在普通股加權平均數(千股)
Diluted earnings per share (RMB per share)	每股稀釋收益(每股人民幣元)

24 每股收益(續)

稀釋(續)

Six months ended 30 June	
2012	2011
截至六月三十日止六個月	
二零一二年	二零一一年
Unaudited	Unaudited
未經審核	未經審核
249,204	1,154,530
2,929,960	2,929,725
9,730	34,785
2,939,690	2,964,510
0.08	0.39

25 DIVIDENDS

At a meeting held on 23 August 2012, the Board did not recommend the payment of any interim dividend for the six months ended 30 June 2012 (2011: HK\$ 292.97 million (approximately RMB 241.35 million)).

25 股息

於二零一二年八月二十三日舉行的會議上，董事會不建議分派截至二零一二年六月三十日止六個月的任何中期股息(二零一一年：港幣2.9297億(約人民幣2.4135億元))。

Notes to the Condensed Consolidated Interim Financial Information (continued)

簡明合併中期財務資料附註(續)

(All amounts in RMB thousands unless otherwise stated) (除另有指明外，所有金額均以人民幣千元為單位)

26 NOTES TO THE INTERIM CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

Major non-cash transactions:

During the six months ended 30 June 2012, the Group endorsed bank acceptance notes to the suppliers for purchase of property, plant and equipment amounting to approximately RMB 448 million (2011: approximately RMB 14 million).

27 CAPITAL COMMITMENTS

Purchase of property, plant and equipment	購買物業、廠房及設備
– Contracted but not provided for	– 已訂約但未撥備
– Authorised but not contracted for	– 已授權但未訂約

28 FINANCIAL GUARANTEE CONTRACTS

As at 30 June 2012, Jinxi Limited provided guarantees for certain bank borrowings in favour of third parties amounting to approximately RMB 30 million (31 December 2011: approximately RMB 30 million). The fair values of these financial guarantee contracts are not significant. The Directors of the Company are of the view that such obligations will not cause an outflow of resources embodying economic benefits.

26 中期簡明合併現金流量表附註

主要非現金交易：

於截至二零一二年六月三十日止六個月內，本集團就購買物業、廠房及設備向供應商背書銀行承兌匯票約人民幣4.48億元(二零一一年：約人民幣1,400萬元)。

27 資本承擔

30 June	31 December
2012	2011
二零一二年	二零一一年
六月三十日	十二月三十一日
Unaudited	Audited
未經審核	經審核

616,581	486,448
11,222	18,998
627,803	505,446

28 財務擔保合同

於二零一二年六月三十日，津西鋼鐵為第三方的若干銀行借款出具擔保，共約人民幣3,000萬元(二零一一年十二月三十一日：約人民幣3,000萬元)。該等財務擔保合同的公允價值並不重大。本公司董事認為該責任將不會造成經濟利益資源流出。

Notes to the Condensed Consolidated Interim Financial Information (continued) 簡明合併中期財務資料附註(續)

(All amounts in RMB thousands unless otherwise stated) (除另有指明外，所有金額均以人民幣千元為單位)

29 RELATED PARTY TRANSACTIONS

Parties are considered to be related if one party has the ability, directly or indirectly, to 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.

- (a) During the six months ended 30 June 2012 and 2011, the directors are of the view that the following companies and persons are related parties of the Group:

Name

名稱

Foshan Jin Lan Aluminium
Company Limited ("Foshan Jin Lan")

佛山金蘭鋁廠有限公司(「佛山金蘭」)

Foshan Jin Lan Group Co., Ltd.
("Jin Lan Group")

佛山金蘭集團有限公司(「金蘭集團」)

Foshan Jin Lan Nonferrous Metals Product
Co., Ltd. ("Jin Lan Nonferrous Metals")

佛山金蘭有色金屬製品有限公司
(「金蘭有色金屬」)

Qianxi County Zhongxing Iron Mine
Co., Ltd. ("Zhongxing Iron Mine")

遷西縣中興礦業有限公司(「中興礦業」)

Relationship with the Group

與本集團的關係

Minority shareholder of Foshan Jin Xi Jin Lan Cold
Rolled Sheet Company Limited ("Jinxi Jinlan"), a
significant subsidiary of the Group

本集團主要附屬公司佛山津西金蘭冷軋板有限公司
(「津西金蘭」)的少數股東

Controlled by Mr. Zhou Weijie, a director of Jinxi Jinlan

由津西金蘭董事周偉傑先生控制

Foshan Jin Lan's subsidiary

佛山金蘭的附屬公司

The Group's associated company

本集團的聯營公司

29 關聯方交易

倘一方有直接或間接能力控制另一方或對另一方在制定財務及營運決策時有重大影響力，則為關聯方。倘彼等受共同控制，也被視為關聯方。

- (a) 於截至二零一二年及二零一一年六月三十日止六個月內，董事認為以下公司和人士為本集團的關聯方：

Notes to the Condensed Consolidated Interim Financial Information (continued)

簡明合併中期財務資料附註(續)

(All amounts in RMB thousands unless otherwise stated) (除另有指明外，所有金額均以人民幣千元為單位)

29 RELATED PARTY TRANSACTIONS (continued)

(a) (continued)

Name

名稱

Tangshan Fengnan Qu Jinxi Fenggang
Iron and Steel Co., Ltd. (“Jinxi Fenggang”)
唐山市豐南區津西豐鋼鋼鐵有限公司
(「津西豐鋼」)

Qianxi County Han’erzhuang Village Wang
Zhihong Iron Ore Mill (“Qianxi Iron Ore Mill”)
遷西縣漢兒莊鄉王志紅鐵選廠(「遷西鐵選廠」)

Jinxi Wantong

津西萬通

Luxembourg Steel (Sichuan) Company
Limited (“Luxembourg Steel”)

盧鋼(四川)鋼鐵產品有限公司(「盧鋼」)

Beijing Jingtang Guangzhi Investment
Management Co., Ltd (“Jingtang
Guangzhi Investment”)

北京京唐廣志投資管理有限公司
(「京唐廣志投資」)

Mr. Li Hejun

李賀軍先生

29 關聯方交易(續)

(a) (續)

Relationship with the Group

與本集團的關係

Chairman of the board of Jinxi Fenggang is Mr. Shen
Xiaoling, a director of the Company
津西豐鋼的董事局主席為本公司董事沈曉玲先生

Controlled by Mr. Wang Zhihong, a director
of Hebei Jinxi Boyuan Real Estates Co., Ltd. (“Boyuan
Real Estates”), a significant subsidiary of the Group
由本集團主要附屬公司河北津西博遠房地產開發有限
公司(「博遠房地產」)的董事王志紅先生控制

Its former legal representative is Mr. Shen Xiaoling,
a director of the Company (ceased to be
Group’s related party since 29 July 2011)
其前法定代表為本公司董事沈曉玲先生(自二零一
一年七月二十九日起不再為本集團的關聯方)

Controlled by the same ultimate parent company
of ArcelorMittal Holdings AG, an entity holds
over 20% equity interests in the Company
由擁有本公司超過百分之二十權益的主要股東
ArcelorMittal Holdings AG的相同最終母公司控制

Controlled by Mr. Wang Zhihong, a director
of Boyuan Real Estate

由博遠房地產的董事王志紅先生控制

Minority shareholder of Hebei Jinxi Iron and Steel Group
Dafang Heavy Industry Science and Technology Co.,
Limited (“Jinxi Dafang”), a subsidiary of the Group
本集團附屬公司河北津西鋼鐵集團大方重工科技有限
公司(「津西大方」)的少數股東

Notes to the Condensed Consolidated Interim Financial Information (continued) 簡明合併中期財務資料附註(續)

(All amounts in RMB thousands unless otherwise stated) (除另有指明外，所有金額均以人民幣千元為單位)

29 RELATED PARTY TRANSACTIONS (continued)

(b) Significant related party transactions

In addition to the related party information and transactions disclosed elsewhere in this condensed consolidated interim financial information, the following is a summary of significant related party transactions of the Group during the period:

(i) Sales of goods to	(i) 銷售貨物
– Jinxi Fenggang	– 津西豐鋼
– Luxembourg Steel	– 盧鋼
– Jinxi Wantong	– 津西萬通
(ii) Sales of utilities to	(ii) 銷售能源
– Jin Lan Nonferrous Metals	– 金蘭有色金屬
(iii) Purchase of raw materials from	(iii) 購買原材料
– Zhongxing Iron Mine	– 中興礦業
– Qianxi Iron Ore Mill	– 遷西鐵選廠
– Jinxi Fenggang	– 津西豐鋼

29 關聯方交易(續)

(b) 重大關聯方交易：

除於本簡明合併中期財務資料其他地方披露的關聯方資料及交易之外，以下乃本集團於期內重大關聯方交易的概要：

Six months ended 30 June	
2012	2011
截至六月三十日止六個月	
二零一二年	二零一一年
Unaudited	Unaudited
未經審核	未經審核
92,976	85,261
1,909	–
–	4,016
94,885	89,277
5,308	4,083
36,740	62,043
10,787	57,262
156	10,429
47,683	129,734

Notes to the Condensed Consolidated Interim Financial Information (continued)

簡明合併中期財務資料附註(續)

(All amounts in RMB thousands unless otherwise stated) (除另有指明外，所有金額均以人民幣千元為單位)

29 RELATED PARTY TRANSACTIONS (continued)

29 關聯方交易(續)

(c) Balance with related parties

(c) 關聯方結餘：

		30 June	31 December
		2012	2011
		二零一二年	二零一一年
		六月三十日	十二月三十一日
		Unaudited	Audited
		未經審核	經審核
Amounts due from related parties	應收關聯方款項		
Non-trade balances	非貿易結餘		
– Jinxi Fenggang (i)	– 津西豐鋼(i)	105,500	65,114
– Mr. Li Hejun	– 李賀軍先生	–	717
Trade balances	貿易結餘		
– Jin Lan Nonferrous Metals	– 金蘭有色金屬	1,295	–
		106,795	65,831
Amounts due to related parties	應付關聯方款項		
<i>Non-current</i>	<i>非流動</i>		
Non-trade balances	非貿易結餘		
Borrowings from related parties	關聯方提供的借款		
– Mr. Li Hejun (ii)	– 李賀軍先生(ii)	51,859	17,304
<i>Current</i>	<i>流動</i>		
Non-trade balances	非貿易結餘		
Borrowings from related parties	關聯方提供的借款		
– Jingtang Guangzhi Investment (iii)	– 京唐廣志投資(iii)	50,599	49,177
– Foshan Jin Lan	– 佛山金蘭	37,787	37,787
		88,386	86,964
Trade balances	貿易結餘		
Advances from customers	預收客戶款項		
– Jinxi Fenggang	– 津西豐鋼	16,848	–
Trade payables	應付貿易賬款		
– Zhongxing Iron Mine	– 中興礦業	2,742	256
– Luxembourg Steel	– 盧鋼	166	2,208
– Qianxi Iron Ore Mill	– 遷西鐵選廠	101	11,267
– Jinxi Fenggang	– 津西豐鋼	–	452
		3,009	14,183
Total current balances	流動結餘總計	108,243	101,147

Notes to the Condensed Consolidated Interim Financial Information (continued) 簡明合併中期財務資料附註(續)

(All amounts in RMB thousands unless otherwise stated) (除另有指明外，所有金額均以人民幣千元為單位)

29 RELATED PARTY TRANSACTIONS (continued)

(c) Balance with related parties (continued)

- (i) Pursuant to two renewal agreements entered into in January and March 2012, Beijing Jinxi Investment Holding Co., Ltd. ("Beijing Jinxi Investment"), a subsidiary of the Group, provided two loans to Jinxi Fenggang, amounted to approximately RMB 39.7 million and RMB 38.8 million respectively, which were unsecured, bore interest at 8% and 4.8% per annum respectively and were repayable within one year. RMB 38 million was repaid during the six months ended 30 June 2012.
- (ii) In March 2012, Mr. Li Hejun provided an additional loan to Jinxi Dafang, a subsidiary of the Group, amounting to approximately RMB 35 million. The loan was unsecured, interest-free and had a repayable term of 30 years.
- (iii) The loan borrowed from Jingtang Guangzhi Investment was unsecured and bore interest at a rate of 6.31% per annum.

Except for the related party balances disclosed from (i) to (iii) above, others were all unsecured, interest-free and had no fixed term of repayment.

30 APPROVAL ON THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

The condensed consolidated interim financial information was reviewed by the audit committee of the Company and approved by the Board on 23 August 2012.

29 關聯方交易(續)

(c) 關聯方結餘(續)：

- (i) 根據於二零一二年一月及三月續訂的兩份協議，本集團附屬公司北京津西投資控股有限公司(「北京津西投資」)向津西豐鋼提供兩筆貸款，金額分別約為人民幣3,970萬元及人民幣3,880萬元。該等貸款為無抵押，分別以年利率8%及4.8%計息及須於一年內償還。於截至二零一二年六月三十日止六個月內已償還人民幣3,800萬元。
- (ii) 於二零一二年三月，李賀軍先生向本集團附屬公司津西大方提供約人民幣3,500萬元的貸款。該貸款為無抵押、免息及有三十年的還款期。
- (iii) 京唐廣志投資提供的貸款為無抵押及以年利率6.31%計息。

除上述(i)至(iii)披露的關聯方結餘外，其他均為無抵押、免息且無固定償還期。

30 批准簡明合併中期財務資料

本公司審核委員會已審閱和董事局已於二零一二年八月二十三日批准本簡明合併中期財務資料。



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僅供識別

