



五礦資源有限公司
MINMETALS RESOURCES LIMITED

Stock Code 股份代號: 1208

Focussing on growth

Interim Report 中期報告 2009

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Corporate Information

BOARD OF DIRECTORS

Chairman

LI Fuli (*Non-executive Director*)

Vice Chairman

WANG Lixin (*Non-executive Director*)

Executive Directors

HAO Chuanfu

REN Suotang

Non-executive Directors

SHEN Ling

ZONG Qingsheng

CUI Hushan

XU Jiqing

Independent Non-executive Directors

LI Dongsheng

TING Leung Huel, Stephen, *FCCA, FCPA (Practising),
ACA, FTIHK*

LOONG Ping Kwan

AUDIT COMMITTEE

Chairman

TING Leung Huel, Stephen, *FCCA, FCPA (Practising),
ACA, FTIHK*

Members

LI Dongsheng

LOONG Ping Kwan

ZONG Qingsheng

XU Jiqing

REMUNERATION COMMITTEE

Chairman

LOONG Ping Kwan

Members

LI Fuli

LI Dongsheng

HAO Chuanfu

TING Leung Huel, Stephen, *FCCA, FCPA (Practising),
ACA, FTIHK*

COMPANY SECRETARY

LEUNG Suet Kam, Lucia, *FCIS, FCS*

CHIEF FINANCIAL OFFICER

CHAN Chi Kong, Morison, *FCCA, FCPA, FCIS, FCS, CFA*

LEGAL ADVISER

Deacons

AUDITOR

PricewaterhouseCoopers

Certified Public Accountants

SHARE REGISTRAR

Computershare Hong Kong Investor
Services Limited

17th Floor, Hopewell Centre

183 Queen's Road East

Hong Kong

PRINCIPAL BANKERS

Bank of China Limited

Citic Ka Wah Bank Limited

Industrial and Commercial Bank of China Limited

Standard Chartered Bank (Hong Kong) Limited

REGISTERED OFFICE AND PRINCIPAL PLACE OF BUSINESS

12th Floor, China Minmetals Tower

79 Chatham Road South

Tsimshatsui

Kowloon

Hong Kong

WEBSITE

www.minmetalsresources.com

SHARE LISTING

The Stock Exchange of Hong Kong Limited

Stock Code: 1208

Financial Highlights

| | Six months ended 30 June | | Change |
|--|-----------------------------|-----------------------------|--------|
| | 2009 <i>HK\$ million</i> | 2008 <i>HK\$ million</i> | |
| Revenue | 2,140.0 | 4,500.5 | -52% |
| Profit attributable to equity holders of the Company | 169.4 | 190.3 | -11% |
| Earnings per share | | | |
| – Basic | HK8.36 cents | HK9.24 cents | -10% |
| – Diluted | HK8.36 cents | HK9.23 cents | -9% |

| | 30 June | 31 December | Change |
|---------------------|-----------------------------|-----------------------------|--------|
| | 2009 <i>HK\$ million</i> | 2008 <i>HK\$ million</i> | |
| Total assets | 8,522.1 | 8,909.9 | -4% |
| Shareholders' funds | 6,144.3 | 6,092.1 | +1% |

Chairman's Message

INTERIM RESULTS

In the first half of 2009, although the Group has experienced unprecedented severe economic conditions, the management, by virtue of their prudent management style and pragmatism, was able to sustain profitability of Minmetals Resources. The Group reported a consolidated net profit of HK\$169.4 million. Owing to global recession coupled with depressed pricing of and shrinking demand for aluminium, consolidated revenue for the six months ended 30 June 2009 fell by 52% to HK\$2,140.0 million. Basic earnings per share were HK8.36 cents.

INTERIM DIVIDEND

The Board does not recommend the payment of an interim dividend for the six months ended 30 June 2009. The Board will continue to review the dividend policy based on its business conditions.

BUSINESS REVIEW

With respect to the Group's trading business, severe decline in downstream demand has resulted in suspended production of certain aluminium smelters and plunge in alumina demand since the fourth quarter of last year. Aluminium price continued the downward trend in January and February 2009, and hit record low in mid-February, almost returning to the same level as 10 years ago. Depressed aluminium price and drastic drop in demand led to extraordinarily difficult operating environment. Since March, key aluminium consumption industries such as construction, real estate, automobile and other industrial production sectors in the PRC have been showing signs of recovery, and monthly consumption has been rising. Nevertheless, cumulative consumption for the first half declined as compared with the same period last year. Being one of the largest importers of alumina in the PRC, the Group's alumina and aluminium ingot trading business has inevitably been adversely affected. Segment revenue and profit contribution from the trading business decreased accordingly as compared with the same period last year.

With respect to aluminium resources exploration and operation integration, the Group completed the acquisition of a 33% equity interest in Guangxi Huayin Aluminium Company Limited ("Guangxi Huayin") at the end of April 2008. Guangxi Huayin is one of the largest and the most advanced alumina refinery plants in the PRC. It ranks high among alumina refinery plants in the PRC in terms of production efficiency and technical aspects. Operation of the production lines with annual production capacity of 1.6 million tonnes of alumina commenced after construction was completed in the middle of last year. However, capacity was under-utilised during the period under review as a result of alumina market downturn. Owing to the unused production capacity, fixed costs such as depreciation, finance expense and wages could not spread over larger output, leading to decline in cost efficiency. This together with depressed selling price resulted in a loss. With an improved alumina demand outlook, Guangxi Huayin started to resume, in May, the utilisation of some of its production capacities. As of now, Guangxi Huayin has reached its full production capacity, which is in line with the latest alumina demand situation in the PRC. It is expected that unit production cost will be lowered further and Guangxi Huayin's operations will improve. Regarding its project for exploration of bauxite mine and establishment of an alumina refining facility in Jamaica, the Group, after considering the adverse market conditions and aluminium industry downturn during the first half of 2009, will confirm its development plan when market conditions mature.

Chairman's Message

For the aluminium fabrication business, the Group's 72.8%-owned subsidiary, North China Aluminium Company Limited ("NCA"), was also affected by the deteriorating external environment during the period under review, resulting in a decline in revenue. However, effective sales management and cost control have enabled this segment to post a growth in profit contribution. In order to meet the needs of future development, the construction of "1850 mm Super-thin, Wide and Compound Aluminium Foil Production Line Project" is underway and progresses smoothly. It is expected that production will commence during the fourth quarter of 2009. NCA's annual aluminium fabrication capacity is expected to be increased by 25,000 tonnes to 105,000 tonnes by then.

The Group's copper fabrication business benefited from the government economic stimulus package, which boosted the copper rods industry. The increased investment in infrastructure also brought about the recovery of the power cable industry. The PRC government provided direct subsidies to farmers for purchase of household appliances and such led to recovering demand for magnet wire. The Group's 36.3%-owned jointly-controlled company, Changzhou Jinyuan Copper Company Limited ("Changzhou Jinyuan"), expanded power cable sales and continued to solidify its market position in copper rod and copper wire owing to superior product quality during the period under review. As a result, an encouraging growth in profit contribution was achieved. Changzhou Jinyuan is constructing an advanced copper rod production line with a 300,000-tonne annual production capacity to further expand its production capacity. Construction of the new facilities is expected to be completed in 2010, and operation will commence by then.

The Group has disposed its entire interest of approximately 11.5 million shares in Sino Gold Mining Limited ("Sino Gold") in June 2009. The investment in Sino Gold is not a core business of the Group and the disposal creates a good opportunity for realising a gain. The net proceeds of approximately HK\$386.7 million further enhanced the Group's financial strength and provided additional source of fund for future development.

OUTLOOK

Despite facing a tremendously volatile economic cycle, Minmetals Resources performed resiliently during the period under review. The Board was satisfied with the results for the first half of the year. Global economic outlook remains highly uncertain. It remains unclear as to the strength and sustainability of overall economic recovery. Nonetheless, the Board is cautiously optimistic about the future prospects, in view of various improving economic indicators. Upholding its beliefs in prudent approach and long-term sustainable development, the Group will diligently pursue its major tasks in the second half of this year. These tasks include aligning its trading business to grasp the opportunities brought by changes in economic cycle and completing the aluminium and copper fabrication capacity expansion projects. The strategies of Minmetals Resources include the following: the Group will fully leverage on its competitive edges in alumina and aluminium ingot business operations to maintain and consolidate its market position; the Group will continue to push ahead with aluminium operation integration to enhance its overall competitiveness; by seizing opportunities for exploring other metals with strategic value, the Group will cultivate new investment projects and profit growth drivers; by capitalising on its status as China Minmetals Corporation's overseas platform for non-ferrous metals businesses, the Group will gradually develop into an international metals and mining conglomerate.

Chairman's Message

On behalf of the Board, I would like to extend my heartfelt thanks to our shareholders and others for their unfailing support. The Board and all of its employees will serve with continued dedication and effort to offer value and return for our shareholders.

LI Fuli

Chairman

Hong Kong, 15 September 2009

Management Discussion and Analysis

OVERVIEW

The global economic downturn as a result of the financial crisis emerged late last year posed an extremely challenging operating environment to the non-ferrous metals industry for the first half of 2009, though economy showed some signs of stabilisation and bottoming out in recent months. Plagued by the setback of markets and decline in alumina and aluminium prices, the Group posted consolidated revenue of HK\$2,140.0 million and consolidated net profit after tax of HK\$169.4 million for the six months ended 30 June 2009, representing decrease of 52.4% and 11.0% respectively as compared to the corresponding period in 2008. Basic earnings per share were HK8.36 cents for the first half of 2009, as compared to HK9.24 cents for the same period in 2008.

FINANCIAL REVIEW

Revenue

| | Six months ended 30 June | | | |
|------------------------|--------------------------|--------------|---------------------|--------|
| | 2009 | 2008 | Increase/(Decrease) | |
| | HK\$ million | HK\$ million | HK\$ million | % |
| Trading | 1,332.4 | 3,266.4 | (1,934.0) | (59.2) |
| Aluminium fabrication | 646.1 | 1,078.3 | (432.2) | (40.1) |
| Other operations | 161.5 | 155.8 | 5.7 | 3.7 |
| Total external revenue | 2,140.0 | 4,500.5 | (2,360.5) | (52.4) |

In the first six months of 2009, the market downturn for downstream aluminium products was deep and sustained, which in turn dramatically decreased the demand for and prices of products in the upper-end of the business chain – alumina and aluminium. Notwithstanding the severe downturn in market conditions, trading volume of alumina handled by the Group and aluminium fabrication volume decreased only by 1.6% and 17.8% respectively. Plunge in consolidated revenue was primarily due to drop in alumina and aluminium prices. The Group's consolidated revenue for the first six months of 2009 was HK\$2,140.0 million, representing a decrease of 52.4% as compared to the same period last year.

Gross profit

During the period, the Group recorded gross profit of HK\$109.8 million, a decrease of HK\$248.2 million or 69.3% when compared to the same period in 2008. The decrease was mainly attributable to the decrease in selling prices and deterioration in overall gross profit margin.

Overall gross profit margin reduced from 8.0% in the first half of 2008 to 5.1% in the first half of 2009, mainly due to the decrease in gross profit margin in the Group's trading business. Trading margin narrowed as the fall in alumina sales price exceeded the corresponding fall in the procurement cost of the Group during the period. This happened because the cost of alumina sourced under a long-term supply contract from a supplier was in some way correlated to the production cost of that supplier and therefore its fluctuation might not fully match with the alumina price fluctuation in the spot market.

Management Discussion and Analysis

FINANCIAL REVIEW *(cont'd)*

Selling expenses

For the six months ended 30 June 2009, the Group's selling expenses decreased by 29.2% to HK\$37.6 million (2008: HK\$53.1 million), mainly due to the decrease in turnover. Given the fact that sales volume decreased marginally whereas there were substantial decreases in selling prices, selling expenses to revenue ratio rose from 1.2% to 1.8%.

Administrative expenses

To cope with the difficult economic situation, the Group has strengthened its operational and cost control management so as to reduce its administrative costs. During the period, the Group's administrative expenses decreased substantially by 25.6% to HK\$73.4 million (2008: HK\$98.7 million). However, due to the fixed nature of certain cost components, administrative expenses to revenue ratio still increased from 2.2% to 3.4%.

Other gains – net

Other gains – net increased from HK\$26.6 million in the first half of 2008 to HK\$28.1 million in the first half of 2009. The major changes include: (i) net exchange gains decreased HK\$64.5 million as Renminbi showed little appreciation over the period; and (ii) net gains of HK\$24.7 million were reported in respect of the realised gains/losses and mark-to-market fair value adjustments on aluminium forward/futures contracts in the current period, compared to net losses of HK\$43.2 million in the last corresponding period.

Gain on disposal of available-for-sale financial assets

During the period, the Group disposed its entire interest of approximately 11.5 million shares in Sino Gold Mining Limited and recorded a net gain of approximately HK\$214.7 million.

Finance costs – net

Finance costs – net increased by HK\$11.8 million from HK\$10.4 million in the first half of 2008 to HK\$22.2 million in the first half of 2009, mainly due to the decrease in interest income. Under a low interest rate environment, the Group's interest income decreased by HK\$14.4 million during the period.

Management Discussion and Analysis

FINANCIAL REVIEW *(cont'd)*

Share of post-tax profits less losses of jointly-controlled companies

The Group's share of the results of its jointly-controlled companies is as follows:

| Jointly-controlled company | Interest held | Six months ended 30 June | |
|---|---------------|-----------------------------|-----------------------------|
| | | 2009 <i>HK\$ million</i> | 2008 <i>HK\$ million</i> |
| Changzhou Jinyuan Copper Company Limited ("Changzhou Jinyuan") | 36.3% | 40.9 | 14.6 |
| Guangxi Huayin Aluminium Company Limited ("Guangxi Huayin") | 33% | (67.2) | 0.8 |
| Mincenco Limited ("Mincenco") | 51% | (1.0) | (0.9) |
| The Group's share of post-tax profits less losses | | (27.3) | 14.5 |

- Changzhou Jinyuan – Despite the unfavourable market conditions, sales volume of copper rods and wires showed no decline but a silent growth of 0.9%. This, combined with proactive risk management on copper price movements, helped Changzhou Jinyuan survived through the wild fluctuations in the commodities market. With the substantial rebounds in copper prices, the actual losses realised on certain copper futures contracts upon the execution of the corresponding physical contracts in the first half of 2009 were much smaller than the unrealised mark-to-market losses recorded for the same contracts at last year end, and thus boosted Changzhou Jinyuan's profit for the period.
- Guangxi Huayin – Weak market demand for alumina led to low utilisation rate of production capacity and high absorption rate of fixed overheads. Guangxi Huayin recorded operating loss primarily as a result of weak alumina price and under-utilisation of production capacity.
- Mincenco – The bauxite exploration and alumina refinery project in Jamaica is still in the feasibility study phase, so no revenue contribution during the period.

Management Discussion and Analysis

FINANCIAL REVIEW *(cont'd)*

Share of post-tax profits of associates

The Group's share of the results of its associates is as follows:

| Associate | Interest held | Six months ended 30 June | |
|--|---------------|-----------------------------|-----------------------------|
| | | 2009 <i>HK\$ million</i> | 2008 <i>HK\$ million</i> |
| Sino Nickel Pty Ltd ("Sino Nickel") | 40% | 2.6 | 8.3 |
| Qingdao M.C. Packaging Limited ("Qingdao M.C.") | 20% | 2.3 | 2.3 |
| Others | | 0.3 | 0.2 |
| The Group's share of post-tax profits | | 5.2 | 10.8 |

- Sino Nickel – Sales volume grew by 9.1% but with average selling price of nickel concentrate slumped by about 60%, profit reduced significantly when compared to the last corresponding period.
- Qingdao M.C. – Sales volume declined slightly by 4% but net profit contribution to the Group remained stable.

Management Discussion and Analysis

SEGMENTAL ANALYSIS

Trading

For the six months ended 30 June 2009, trading business accounted for 62.3% (2008: 72.6%) of the Group's external revenue and contributed HK\$13.1 million (2008: HK\$235.9 million) to the Group's operating profit. Alumina and aluminium ingots remained the major trading products during the period, representing about 90.1% (2008: 74.4%) and 9.9% (2008: 25.6%) respectively of the external revenue of this segment.

| | | Six months ended 30 June | | | |
|------------------------------|------------------|--------------------------|---------|-----------|--------|
| | | 2009 | 2008 | Decrease | % |
| External revenue | (HK\$ million) | | | | |
| Alumina | | 1,200.1 | 2,429.1 | (1,229.0) | (50.6) |
| Aluminium ingot | | 131.9 | 835.3 | (703.4) | (84.2) |
| Others | | 0.4 | 2.0 | (1.6) | (80.0) |
| Total | | 1,332.4 | 3,266.4 | (1,934.0) | (59.2) |
| Sales volume | ('000 tonnes) | | | | |
| Alumina | | 620.0 | 629.9 | (9.9) | (1.6) |
| Aluminium ingot | | 10.4 | 48.6 | (38.2) | (78.6) |
| Average selling price | (HK\$ per tonne) | | | | |
| Alumina | | 1,936 | 3,856 | (1,920) | (49.8) |
| Aluminium ingot | | 12,647 | 17,182 | (4,535) | (26.4) |
| Operating profit | (HK\$ million) | 13.1 | 235.9 | (222.8) | (94.4) |

Alumina prices continued to slump in the beginning of 2009 as PRC's alumina was still oversupplied. In February, the domestic spot price once dropped to the level of about RMB1,800 per tonne. After the cold winter of demand shrinkage and price slump, alumina price then showed some signs of stabilisation and found support in the latter months. In early April, the PRC alumina spot price jumped by more than 20% to about RMB2,200 to RMB2,300 per tonne in response to the restart of idle capacity by some aluminium smelters and the upsurge of aluminium prices after the buying of aluminium reserve by the State Reserve Bureau. Then, in April and May, certain domestic alumina refineries restarted their idle capacity but the less-than-expected restart of capacity at aluminium smelters lowered the demand for alumina. Alumina spot price eased back in June and traded around RMB2,000 per tonne.

In term of sales volume, the Group saw only minimal decline in its trading of alumina despite the difficult economic environment. Sales volume dropped 1.6% when compared to the same period in last year. Nevertheless, the slump in alumina sales prices – about 50% drop in average selling price of the Group when compared to the last corresponding period – greatly reduced the Group's trading revenue. This, together with depressed trading margin, caused the substantial decrease in operating profit contribution from this segment.

Management Discussion and Analysis

SEGMENTAL ANALYSIS *(cont'd)*

Aluminium Fabrication

Aluminium fabrication accounted for 30.2% (2008: 24.0%) of the Group's external revenue and contributed HK\$27.9 million (2008: HK\$25.4 million) to the Group's operating profit for the six months ended 30 June 2009. The Group operated its aluminium fabrication business through a 72.8%-owned subsidiary, North China Aluminium Company Limited ("NCA").

| | | Six months ended 30 June | | | | |
|-------------------------|----------------|--------------------------|---------|---------------------|--------|---|
| | | 2009 | 2008 | Increase/(Decrease) | | |
| | | | | | | % |
| External revenue | (HK\$ million) | 646.1 | 1,078.3 | (432.2) | (40.1) | |
| Sales volume | ('000 tonnes) | 36.9 | 44.9 | (8.0) | (17.8) | |
| Operating profit | (HK\$ million) | 27.9 | 25.4 | 2.5 | 9.8 | |

Due to the international financial crisis, demand for downstream aluminium products from the packaging, printing and home appliance industries – in both PRC and overseas markets – declined dramatically. Export slowdown and intensified competition in the domestic market added much difficulty to NCA in developing its market. For the six months ended 30 June 2009, sales volume and external sales revenue in this segment decreased by 17.8% and 40.1% respectively when compared to the last corresponding period.

The decline in sales volume in some of its major products, like aluminium foil stock (which can be further processed into light gauge aluminium foil) and aluminium foil used in air-conditioner, lowered NCA's revenue for the period. However, there was no material change in the product mix of NCA. To cope with this challenge, NCA has strengthened its sales management, quality and cost controls, and stepped up its effort on product research and development. Through these measures, its operating profit showed improvement despite the downturn of market.

Other operations

Other operations of the Group include production and sale of aluminium processing equipment, production and sale of plica tubes (flexible metals conduits) and port logistics services, which in aggregate accounted for 7.5% (2008: 3.5%) of the Group's external revenue and contributed HK\$4.3 million (2008: HK\$5.5 million) to the Group's operating profit for the six months ended 30 June 2009.

Management Discussion and Analysis

OTHER FINANCIAL INFORMATION

Financial Resources and Liquidity

The Group remained in a strong financial and liquidity position for the six months end 30 June 2009. During the period, total assets decreased by 4.4% to HK\$8,522.1 million and shareholders' equity increased by 0.9% to HK\$6,144.3 million. Current ratio also improved from 2.0 at 31 December 2008 to 3.0 at 30 June 2009.

As at 30 June 2009, the Group was in a net cash position of HK\$821.0 million, representing cash and bank deposits of HK\$2,044.9 million less total borrowings of HK\$1,223.9 million (comprising bank borrowings of HK\$968.4 million and advances from banks for discounted bills of HK\$255.5 million). Hence, gearing ratio (defined as total borrowings less cash and bank deposits divided by shareholders' equity) is not applicable.

The Group's cash and bank deposits, amounting to HK\$2,044.9 million at 30 June 2009, were mainly denominated in US dollars (41%), Renminbi (26%), Australian dollars (21%) and Hong Kong dollars (12%).

As at 30 June 2009, the profile of the Group's bank borrowings was as follows:

- (1) 53% were in Renminbi and 47% were in US dollars;
- (2) 17% were in fixed rates and 83% were in floating rates;
- (3) 26% were repayable within 1 year, 18% were repayable between 1 and 2 years, 33% were repayable between 2 and 5 years and 23% were repayable after 5 years.

Material Acquisitions and Disposals

In March 2009, the Group increased its investments in its jointly-controlled company, Changzhou Jinyuan, by a cash injection of approximately HK\$42.4 million. The cash contribution from the Group, together with those provided by other shareholders, will be used by Changzhou Jinyuan to finance the construction of a new copper rod production line with an annual capacity of 300,000 tonnes. After this cash injection, the Group's interest in Changzhou Jinyuan increased slightly from 36% to about 36.3%.

In June 2009, the Group disposed its entire interest of 11,492,912 shares in Sino Gold Mining Limited to independent third parties and recorded a net profit of approximately HK\$214.7 million. The disposal represents a good opportunity to realise a gain from the investment and the net proceeds of approximately HK\$386.7 million will be used by the Group as general working capital and to fund any potential investments available to the Group in the future.

Management Discussion and Analysis

OTHER FINANCIAL INFORMATION *(cont'd)*

Material Acquisitions and Disposals *(cont'd)*

During the period, the Group made the following cash contributions to its jointly-controlled companies in proportion to the respective interest it held in those companies:

- (1) Approximately HK\$19.4 million was provided to Guangxi Huayin to support its construction of transport system and other infrastructures; and
- (2) Approximately HK\$8.0 million was provided to Mincenco to support its daily operations in the feasibility study stage.

Except for the above, there was no material acquisition or disposal of investments by the Group for the six months ended 30 June 2009.

Contingent Liabilities

The Group had no material contingent liability as at 30 June 2009.

Capital Expenditure and Commitments

The Group incurred capital expenditure of approximately HK\$157.8 million for six months ended 30 June 2009, which was mainly related to the construction of a new aluminium foil production line and the upgrade of other production facilities.

The Group's capital commitments as at 30 June 2009 amounted to approximately HK\$156.9 million, which were mainly related to the construction of new aluminium foil production line as well as the expansion of other production facilities.

Charge on Assets

As at 30 June 2009, the following assets of the Group were pledged to certain banks for the banking facilities granted to the Group:

- (1) All the equity interests of a wholly owned subsidiary, Sino Mining Alumina Limited ("Sino Mining") and all the assets of Sino Mining;
- (2) Certain property, plant and equipment, land use rights as well as inventories of the Group with a total carrying amount of approximately HK\$416.3 million; and
- (3) Bank deposits of approximately HK\$35.3 million.

Management Discussion and Analysis

OTHER FINANCIAL INFORMATION *(cont'd)*

Risk Management

Set out below are the major risk areas that the Group may enter into derivative contracts from time to time to hedge against the risks.

(a) *Commodity price risk*

Same as last year, in order to mitigate the price risk of the commodity cycle that may cause to its trading and aluminium fabrication operations, the Group entered into certain aluminium forward/futures contracts in the first half of 2009. As at 30 June 2009, the Group's long and short positions in aluminium forward/futures contracts amounted to approximately 14,540 tonnes and 8,125 tonnes respectively.

(b) *Interest rate risk*

The Group has used interest rate swaps to reduce the impact of interest rate fluctuation on its operation. There was no new interest rate swap entered during the period and the outstanding principal amount of the Group's interest rate swaps amounted to approximately HK\$452.4 million at 30 June 2009.

(c) *Foreign exchange risk*

The Group's foreign exchange risk exposure primarily lies on its operations in Hong Kong, Mainland China and Australia. Given the exchange rate peg between Hong Kong dollars and United States dollars, it is not foreseen that the Group will be exposed to significant risk for transactions conducted in these two currencies. However, exchange rate fluctuations between Renminbi or Australian dollars and Hong Kong dollars may affect the Group's performance and asset value. The Group had not entered into any derivative contracts to hedge against this risk for the six months ended 30 June 2009.

Human Resources

At 30 June 2009, the Group's total headcount stood at approximately 2,458 (not including the employees of jointly-controlled companies and associates), of which 15 were based in Hong Kong, 13 were in Australia and the remaining ones were in Mainland China. The total staff costs, including the directors' emoluments, for the six months ended 30 June 2009 amounted to HK\$60.6 million.

Whilst pursuing a range of cost-saving measures to improve efficiency in the difficult economic conditions, the Group remains to see committed and competent workforce as a key to corporate success. There was no material change in the Group's human resources policies in relation to remuneration, performance assessment as well as training and development for the six months ended 30 June 2009.

Independent Review Report



羅兵咸永道會計師事務所

PricewaterhouseCoopers
22/F, Prince's Building
Central, Hong Kong

REPORT ON REVIEW OF INTERIM FINANCIAL INFORMATION TO THE BOARD OF DIRECTORS OF MINMETALS RESOURCES LIMITED

(Incorporated in Hong Kong with limited liability)

Introduction

We have reviewed the interim financial information set out on pages 17 to 40, which comprises the condensed consolidated balance sheet of Minmetals Resources Limited (the "Company") and its subsidiaries (together, the "Group") as at 30 June 2009 and the related condensed consolidated income statement, condensed consolidated statement of comprehensive income, condensed consolidated statement of changes in equity and condensed consolidated cash flow statement 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 Main Board of 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.

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, 15 September 2009

Condensed Consolidated Interim Income Statement

| | Note | Six months ended 30 June | |
|---|------|---------------------------------|---------------------------------|
| | | 2009 (Unaudited) HK\$'000 | 2008 (Unaudited) HK\$'000 |
| Revenue | 4 | 2,139,951 | 4,500,490 |
| Cost of sales | | (2,030,150) | (4,142,445) |
| Gross profit | | 109,801 | 358,045 |
| Selling expenses | | (37,594) | (53,088) |
| Administrative expenses | | (73,396) | (98,709) |
| Other income | 5 | 5,708 | 4,461 |
| Other gains – net | 6 | 28,120 | 26,620 |
| Gain on disposal of available-for-sale financial assets | 7 | 214,722 | – |
| Operating profit | 8 | 247,361 | 237,329 |
| Finance costs – net | 9 | (22,169) | (10,384) |
| Share of post-tax profits less losses of jointly-controlled companies | | (27,294) | 14,554 |
| Share of post-tax profits of associates | | 5,240 | 10,846 |
| Profit before income tax | | 203,138 | 252,345 |
| Income tax expense | 10 | (30,485) | (58,204) |
| Profit for the period | | 172,653 | 194,141 |
| Attributable to: | | | |
| Equity holders of the Company | | 169,382 | 190,297 |
| Minority interest | | 3,271 | 3,844 |
| | | 172,653 | 194,141 |
| Earnings per share for profit attributable to equity holders of the Company | 11 | | |
| – Basic | | HK8.36 cents | HK9.24 cents |
| – Diluted | | HK8.36 cents | HK9.23 cents |
| Interim dividend | 12 | – | – |

Condensed Consolidated Interim Statement of Comprehensive Income

| | Six months ended 30 June | |
|---|---------------------------------|---------------------------------|
| | 2009 (Unaudited) HK\$'000 | 2008 (Unaudited) HK\$'000 |
| Profit for the period | 172,653 | 194,141 |
| Other comprehensive income | | |
| Net fair value loss of available-for-sale financial assets | – | (18,858) |
| Net fair value gain on cash flow hedge, net of tax | 7,927 | 498 |
| Currency translation differences | 15,825 | 96,114 |
| Transfer to income statement on disposal of available-for-sale financial assets | (137,762) | – |
| Total comprehensive income for the period | 58,643 | 271,895 |
| Total comprehensive income attributable to: | | |
| Equity holders of the Company | 55,372 | 256,640 |
| Minority interest | 3,271 | 15,255 |
| | 58,643 | 271,895 |

Condensed Consolidated Interim Balance Sheet

| | | 30 June 2009 (Unaudited) HK\$'000 | 31 December 2008 (Audited) HK\$'000 |
|---|-------------|--|--|
| | <i>Note</i> | | |
| Assets | | | |
| Non-current assets | | | |
| Property, plant and equipment | 13 | 508,176 | 520,703 |
| Construction in progress | 13 | 240,169 | 103,639 |
| Investment properties | 13 | 13,110 | 13,110 |
| Land use rights | 13 | 8,831 | 9,303 |
| Alumina purchasing rights | 13 | 2,489,499 | 2,558,400 |
| Goodwill | | 6,849 | 6,849 |
| Interests in jointly-controlled companies | | 1,161,386 | 1,125,868 |
| Interests in associates | | 104,324 | 89,247 |
| Long-term receivables and prepayments | | 59,964 | 177,840 |
| Available-for-sale financial assets | | – | 309,790 |
| Deferred income tax assets | | 27,510 | 60,027 |
| | | 4,619,818 | 4,974,776 |
| Current assets | | | |
| Inventories | | 564,378 | 693,907 |
| Trade and bills receivables | 14 | 904,143 | 776,029 |
| Prepayments, deposits and other receivables | | 346,572 | 538,385 |
| Amounts due from fellow subsidiaries | 20 | 18,103 | – |
| Derivative financial instruments | | 7,861 | 3,925 |
| Current income tax assets | | 16,382 | 17,039 |
| Time deposits | | 102,600 | – |
| Pledged bank deposits | | 35,341 | 38,176 |
| Cash and cash equivalents | | 1,906,922 | 1,867,712 |
| | | 3,902,302 | 3,935,173 |
| Total assets | | 8,522,120 | 8,909,949 |
| Equity | | | |
| Capital and reserves attributable to equity holders of the Company | | | |
| Share capital | 15 | 101,311 | 101,455 |
| Reserves | | 6,042,949 | 5,990,624 |
| | | 6,144,260 | 6,092,079 |
| Minority interest | | 196,405 | 193,134 |
| Total equity | | 6,340,665 | 6,285,213 |

Condensed Consolidated Interim Balance Sheet

| | 30 June 2009 (Unaudited) HK\$'000 | 31 December 2008 (Audited) HK\$'000 |
|---|--|--|
| <i>Note</i> | | |
| Liabilities | | |
| Non-current liabilities | | |
| Deferred income | 22,599 | 23,967 |
| Derivative financial instruments | – | 7,426 |
| Deferred income tax liabilities | 125,183 | 128,987 |
| Bank borrowings | 18 712,488 | 541,860 |
| | <u>860,270</u> | <u>702,240</u> |
| Current liabilities | | |
| Trade payables | 19 334,998 | 802,336 |
| Accruals, receipts in advance and other payables | 453,438 | 476,786 |
| Advances from banks for discounted bills | 255,524 | 87,297 |
| Amounts due to ultimate holding company, a fellow subsidiary, a jointly-controlled company and an associate | 20 1,632 | 200,285 |
| Derivative financial instruments | 19,480 | 47,330 |
| Current income tax liabilities | 237 | 1,742 |
| Bank borrowings | 18 255,876 | 306,720 |
| | <u>1,321,185</u> | <u>1,922,496</u> |
| Total liabilities | <u>2,181,455</u> | <u>2,624,736</u> |
| Total equity and liabilities | <u>8,522,120</u> | <u>8,909,949</u> |
| Net current assets | <u>2,581,117</u> | <u>2,012,677</u> |
| Total assets less current liabilities | <u>7,200,935</u> | <u>6,987,453</u> |

Condensed Consolidated Interim Cash Flow Statement

| | Six months ended 30 June | |
|--|---------------------------------|---------------------------------|
| | 2009 (Unaudited) HK\$'000 | 2008 (Unaudited) HK\$'000 |
| Cash flows from operating activities | | |
| Net cash used in operations | (128,400) | (57,099) |
| Interest paid | (20,363) | (28,336) |
| Income tax paid | (2,755) | (98,300) |
| Net cash used in operating activities | (151,518) | (183,735) |
| Cash flows from investing activities | | |
| Purchase of property, plant and equipment and land use rights | (2,685) | (3,435) |
| Additions to construction in progress | (155,092) | (25,181) |
| Acquisition of interest in a jointly-controlled company | – | (1,011,869) |
| Acquisition of additional interest in a subsidiary | – | (78,387) |
| Investments in jointly-controlled companies | (71,916) | (3,120) |
| Increase in pledged bank deposits and time deposits | (99,765) | (49) |
| Purchase of available-for-sale financial assets | – | (39,645) |
| Proceeds from disposal of available-for-sale financial assets | 386,749 | – |
| Proceeds from disposal of property, plant and equipment | 865 | 88 |
| Dividend received from a jointly-controlled company and an associate | 7,538 | 1,485 |
| Interest received | 7,709 | 21,450 |
| Net cash generated from/(used in) investing activities | 73,403 | (1,138,663) |
| Cash flows from financing activities | | |
| Repurchase of the Company's shares | (3,191) | – |
| Net proceeds from new bank borrowings | 119,784 | 569,166 |
| Dividend paid to minority shareholders | – | (6,194) |
| Proceeds from issuance of ordinary shares | – | 1,363 |
| Net cash generated from financing activities | 116,593 | 564,335 |
| Net increase/(decrease) in cash and cash equivalents | 38,478 | (758,063) |
| Cash and cash equivalents at 1 January | 1,867,712 | 2,695,939 |
| Exchange gains on cash and bank balances | 732 | 6,074 |
| Cash and cash equivalents at 30 June | 1,906,922 | 1,943,950 |
| Analysis of balances of cash and cash equivalents | | |
| Cash and bank balances | 1,906,922 | 1,943,950 |

Condensed Consolidated Interim Statement of Changes in Equity

| | For the six months ended 30 June 2009 (Unaudited) | | | | | | | | | | | | | | |
|--|---|---------------------------|-----------------------------|--|-----------------------------|------------------------------------|---|--|--------------------------------|---|--|---------------------------------|-----------------------|----------------------------------|-------------------|
| | Attributable to equity holders of the Company | | | | | | | | | | | | | | |
| | Share capital HK\$'000 | Share premium HK\$'000 | Capital reserve HK\$'000 | Special capital reserve (Note 17) HK\$'000 | General reserve HK\$'000 | PRC statutory reserves HK\$'000 | Exchange trans- lation reserve HK\$'000 | Available- for-sale financial reserve HK\$'000 | Hedging reserve HK\$'000 | Share options reserve HK\$'000 | Capital redemption reserve HK\$'000 | Retained profits HK\$'000 | Sub-total HK\$'000 | Minority interest HK\$'000 | Total HK\$'000 |
| At 1 January 2009 | 101,455 | 3,941,469 | 87,020 | 72,848 | 15,600 | 147,604 | 147,159 | 137,762 | (27,407) | 19,341 | 1,506 | 1,447,722 | 6,092,079 | 193,134 | 6,285,213 |
| Profit for the period | - | - | - | - | - | - | - | - | - | - | - | 169,382 | 169,382 | 3,271 | 172,653 |
| Other comprehensive income: | | | | | | | | | | | | | | | |
| Transfer to income statement on disposal of available-for-sale financial assets | - | - | - | - | - | - | - | (137,762) | - | - | - | - | (137,762) | - | (137,762) |
| Cash flow hedge | - | - | - | - | - | - | - | - | 7,927 | - | - | - | 7,927 | - | 7,927 |
| Currency translation differences | - | - | - | - | - | - | 15,825 | - | - | - | - | - | 15,825 | - | 15,825 |
| Total comprehensive income for the period | - | - | - | - | - | - | 15,825 | (137,762) | 7,927 | - | - | 169,382 | 55,372 | 3,271 | 58,643 |
| Repurchase of the Company's shares | (144) | - | - | - | - | - | - | - | - | - | 144 | (3,191) | (3,191) | - | (3,191) |
| Transfer to/(from) reserves | - | - | - | - | (15,600) | 3,365 | - | - | - | - | - | 12,235 | - | - | - |
| Transfer upon lapse of share options | - | - | - | - | - | - | - | - | - | (19,341) | - | 19,341 | - | - | - |
| At 30 June 2009 | 101,311 | 3,941,469 | 87,020 | 72,848 | - | 150,969 | 162,984 | - | (19,480) | - | 1,650 | 1,645,489 | 6,144,260 | 196,405 | 6,340,665 |

Condensed Consolidated Interim Statement of Changes in Equity

| For the six months ended 30 June 2008 (Unaudited) | | | | | | | | | | | | | | |
|---|---------------------------|---------------------------|-----------------------------|--|-----------------------------|------------------------------------|--|---|-----------------------------|-----------------------------------|------------------------------|-----------------------|-------------------------------|-------------------|
| Attributable to equity holders of the Company | | | | | | | | | | | | | | |
| | Share capital HK\$'000 | Share premium HK\$'000 | Capital reserve HK\$'000 | Special capital reserve (Note 17) HK\$'000 | General reserve HK\$'000 | PRC statutory reserves HK\$'000 | Exchange translation reserve HK\$'000 | Available-for-sale financial assets reserve HK\$'000 | Hedging reserve HK\$'000 | Share options reserve HK\$'000 | Retained profits HK\$'000 | Sub-total HK\$'000 | Minority interest HK\$'000 | Total HK\$'000 |
| At 1 January 2008, as previously reported | 102,936 | 3,939,662 | 48,380 | 69,084 | 15,600 | 222,024 | 74,887 | 345,861 | (17,175) | 19,810 | 1,487,023 | 6,308,092 | 251,828 | 6,559,920 |
| Change in accounting policy for appropriation to PRC statutory reserves | - | - | - | - | - | (42,140) | - | - | - | - | 42,140 | - | - | - |
| At 1 January 2008, as restated | 102,936 | 3,939,662 | 48,380 | 69,084 | 15,600 | 179,884 | 74,887 | 345,861 | (17,175) | 19,810 | 1,529,163 | 6,308,092 | 251,828 | 6,559,920 |
| Profit for the period | - | - | - | - | - | - | - | - | - | - | 190,297 | 190,297 | 3,844 | 194,141 |
| Other comprehensive income: | | | | | | | | | | | | | | |
| Fair value loss of available-for-sale financial assets | - | - | - | - | - | - | - | (18,858) | - | - | - | (18,858) | - | (18,858) |
| Cash flow hedge | - | - | - | - | - | - | - | - | 498 | - | - | 498 | - | 498 |
| Currency translation differences | - | - | - | - | - | - | 84,703 | - | - | - | - | 84,703 | 11,411 | 96,114 |
| Total comprehensive income for the period | - | - | - | - | - | - | 84,703 | (18,858) | 498 | - | 190,297 | 256,640 | 15,255 | 271,895 |
| Issue of shares under share option scheme | 25 | 1,807 | - | - | - | - | - | - | - | (469) | - | 1,363 | - | 1,363 |
| Final dividend relating to 2007 | - | - | - | - | - | - | - | - | - | - | (51,481) | (51,481) | - | (51,481) |
| Dividend paid to minority shareholders | - | - | - | - | - | - | - | - | - | - | - | - | (6,194) | (6,194) |
| Transfer to reserve for the undertaking given by the Company | - | - | - | 3,764 | - | - | - | - | - | - | (3,764) | - | - | - |
| Transfer to PRC statutory reserves | - | - | - | - | - | 5,887 | - | - | - | - | (5,887) | - | - | - |
| Acquisition of additional interest in a subsidiary | - | - | - | - | - | - | - | - | - | - | - | - | (75,747) | (75,747) |
| At 30 June 2008 | 102,961 | 3,941,469 | 48,380 | 72,848 | 15,600 | 185,771 | 159,590 | 327,003 | (16,677) | 19,341 | 1,658,328 | 6,514,614 | 185,142 | 6,699,756 |

Notes to the Condensed Consolidated Financial Information

1. GENERAL INFORMATION

Minmetals Resources Limited (the "Company") and its subsidiaries, jointly-controlled companies and associates (collectively, the "Group") are principally engaged in the trading of non-ferrous metals, the production of alumina and the manufacturing and distribution of aluminium and copper products.

The Company is a limited liability company and was incorporated in Hong Kong on 29 July 1988. The address of its registered office is 12/F, China Minmetals Tower, 79 Chatham Road South, Tsimshatsui, Kowloon, Hong Kong. The Company has its listing on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

This condensed consolidated interim financial information for the six months ended 30 June 2009 is unaudited, but has been reviewed by the audit committee of the Company and approved for issue by the Board of Directors on 15 September 2009.

2. BASIS OF PREPARATION

This condensed consolidated interim financial information has been prepared in accordance with applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") and Hong Kong Accounting Standard ("HKAS") 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"). This condensed consolidated interim financial information should be read in conjunction with the financial statements for the year ended 31 December 2008, which have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRS").

3. SIGNIFICANT ACCOUNTING POLICIES

Except as described below, the accounting policies applied in the preparation of this condensed consolidated interim financial information are consistent with those used in the financial statements for the year ended 31 December 2008.

For the six months ended 30 June 2009, the Group has applied the following new/revised standards and amendments to existing standards issued by the HKICPA, which are first effective for the current accounting period of the Group.

HKAS 1 (Revised) – Presentation of financial statements

The revised standard prohibits the presentation of items of income and expenses (that is "non-owner changes in equity") in the statement of changes in equity, requiring "non-owner changes in equity" to be presented separately from owner changes in equity. All "non-owner changes in equity" are required to be shown in a performance statement.

Notes to the Condensed Consolidated Financial Information

3. SIGNIFICANT ACCOUNTING POLICIES *(cont'd)*

HKAS 1 (Revised) – Presentation of financial statements *(cont'd)*

Entities can choose whether to present one performance statement (the statement of comprehensive income) or two statements (the income statement and statement of comprehensive income).

The Group has elected to present two statements: an income statement and a statement of comprehensive income. This condensed consolidated interim financial information has been prepared under the revised disclosure requirements.

HKAS 23 (Revised) – Borrowing costs

The standard has been revised to require capitalisation of borrowing costs when such costs are directly attributable to the acquisition, construction or production of a qualifying asset. The revised standard did not have any material impact on the Group's financial statements as it was consistent with the policy already adopted by the Group.

HKFRS 8 – Operating segments

HKFRS 8 replaces HKAS 14 – Segment reporting. It requires a “management approach” under which segment information is presented on the same basis as that used for internal reporting purposes. This contrasts with the presentation of segment information in prior years which was based on a disaggregation of the Group's financial statements into segments based on related products and services and on geographical areas.

Following the adoption of HKFRS 8, the identification of the Group's reportable segments has changed. However, the reportable segments identified under HKFRS 8 are same as those reported under HKAS 14 in the Group's last annual financial statements. Additional explanation regarding the basis of preparation of the information has been included in Note 4. Amounts reported for prior period have been reclassified to conform to the requirements of HKFRS 8.

Amendment to HKFRS 7 – Financial instruments: disclosures

The amendment increases the disclosure requirements about fair value measurement and reinforces existing principles for disclosure about liquidity risk. The amendment introduces a three-level hierarchy for fair value measurement disclosures and requires some specific quantitative disclosures for financial instruments in the lowest level in the hierarchy. It also requires entities to provide additional disclosures about the relative reliability of fair value measurements. These disclosures will help to improve comparability between entities about the effects of fair value measurements. In addition, the amendment clarifies and enhances the existing requirements for the disclosure of liquidity risk primarily requiring a separate liquidity risk analysis for derivative and non-derivative financial liabilities. The Group will make additional relevant disclosures in its financial statements for the year ending 31 December 2009.

Notes to the Condensed Consolidated Financial Information

3. SIGNIFICANT ACCOUNTING POLICIES *(cont'd)*

The following revised standards, amendments and interpretations to standards are also mandatory for the accounting periods beginning on or after 1 January 2009:

| | |
|---|---|
| HKFRSs (Amendment) | Improvements to HKFRSs 2008 ¹ |
| HKFRS 1 and HKAS 27 (Amendments) | Cost of an investment in a subsidiary, jointly controlled entity or associate |
| HKFRS 2 (Amendment) | Share-based payment – vesting conditions and cancellations |
| HKAS 32 and HKAS 1 (Amendments) | Puttable financial instruments and obligations arising on liquidation |
| HK(IFRIC)-Int 9 and HKAS 39 (Amendments) | Reassessment of embedded derivatives |
| HK(IFRIC)-Int 13 | Customer loyalty programmes |
| HK(IFRIC)-Int 15 | Agreements for the construction of real estate |
| HK(IFRIC)-Int 16 | Hedges of a net investment in a foreign operation |

¹ Effective for the annual periods beginning on or after 1 January 2009 except for the amendment to HKFRS 5, "Non-current assets held for sale and discontinued operations" which is effective for annual periods beginning on or after 1 January 2010.

The adoption of these revised standards, amendments and interpretations to standards did not result in a significant impact on the results and financial position of the Group.

The Group has not early adopted the following revised standards, amendments and interpretations to standards that have been issued but not yet effective for the accounting period beginning on 1 January 2009. The Group is in the process of assessing their impact to the Group's results and financial position.

| | |
|---------------------|---|
| HKFRSs (Amendment) | Improvements to HKFRSs 2009 ¹ |
| HKFRS 1 (Revised) | First-time adoption of HKFRSs ¹ |
| HKFRS 3 (Revised) | Business combinations ¹ |
| HKAS 27 (Revised) | Consolidated and separate financial statements ¹ |
| HKAS 39 (Amendment) | Eligible hedged items ¹ |
| HK(IFRIC)-Int 17 | Distributions of non-cash assets to owners ¹ |
| HK(IFRIC)-Int 18 | Transfers of assets from customers ² |

¹ Effective for annual periods beginning on or after 1 January 2010

² Effective for transfer of assets received on or after 1 July 2009

Notes to the Condensed Consolidated Financial Information

4. SEGMENT INFORMATION

The Group has adopted HKFRS 8 – Operating segments with effect from 1 January 2009. HKFRS 8 requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief operating decision-maker in order to allocate resources to the segment and assess its performance.

The Group manages its non-ferrous metals businesses through subsidiaries engaging in different operations along the supply chain. The chief operating decision-maker has been identified as the Company's executive directors and other senior management of the Group. They review the Group's internal reporting of these companies in order to assess performance and allocate resources. The identification of operating segments is based on the stage of operation along the supply chain. The Group's reportable segments under HKFRS 8, which are same as those identified under HKAS 14 and reported in the Group's last annual financial statements, are as follows:

- | | | |
|-----------------------|---|---|
| Trading | : | This segment engages in the trading of alumina and aluminium ingot. Alumina is sourced under spot contracts and long-term contracts signed with principal alumina suppliers in the international market as well as the Group's jointly-controlled company, and mainly sold to aluminium smelters in the People's Republic of China (the "PRC"). Aluminium ingot is sourced from PRC aluminium smelters and sold to the Group's aluminium fabrication operation and other PRC customers. |
| Aluminium fabrication | : | This segment engages in the production and sale of aluminium foil, plate, strip and extrusions. Its products are sold throughout the PRC, Europe, America and Southeast Asia markets. |
| Other operations | : | Operating segments that do not meet the quantitative thresholds are combined as "Other operations", which includes the production and sale of aluminium processing equipment, production and sale of plica tubes and provision of port logistics services. |

Segment result represents the profit earned by each segment without allocation of head office's central administration and corporate expenses and share of profits less losses of jointly-controlled companies and associates. This is the measure reported to the chief operating decision-maker for the purposes of resource allocation and assessment of segment performance. In prior years and under HKAS 14, the measure used by the Group for reporting segment profit is operating profit. Other information provided, except as disclosed in the following paragraph, to the chief operating decision-maker is measured in a manner consistent with that in the financial statements.

Segment assets exclude current income tax assets, deferred income tax assets, available-for-sale financial assets and interests in jointly-controlled companies and associates. Segment liabilities exclude current income tax liabilities and deferred income tax liabilities. The excluded assets and liabilities are presented as part of the reconciliation to total balance sheet assets or liabilities.

Inter-segment sales are priced with reference to prices charged to external third parties for similar transactions. Finance costs for inter-segment loans are charged at prevailing market interest rates.

Notes to the Condensed Consolidated Financial Information

4. SEGMENT INFORMATION (cont'd)

| | For the six months ended 30 June 2009 (Unaudited) | | | | | | Total HK\$'000 |
|--|---|--------------------------------------|---------------------------------|------------------------------|--|-----------------------------------|-------------------|
| | Trading HK\$'000 | Aluminium fabrication HK\$'000 | Other operations HK\$'000 | Segment total HK\$'000 | Inter-segment elimination HK\$'000 | Unallocated (Note) HK\$'000 | |
| External revenue | 1,332,352 | 646,054 | 161,545 | 2,139,951 | - | - | 2,139,951 |
| Inter-segment revenue | 389,643 | 1,191 | 4,614 | 395,448 | (395,448) | - | - |
| Revenue | 1,721,995 | 647,245 | 166,159 | 2,535,399 | (395,448) | - | 2,139,951 |
| Operating profit | 13,149 | 27,856 | 4,273 | 45,278 | - | 202,083 | 247,361 |
| Finance income | 3,787 | 141 | 1,513 | 5,441 | (3,053) | 5,249 | 7,637 |
| Finance costs | (14,427) | (18,338) | (94) | (32,859) | 3,053 | - | (29,806) |
| Segment result | 2,509 | 9,659 | 5,692 | 17,860 | - | 207,332 | 225,192 |
| Share of post-tax profits less losses of jointly-controlled companies | | | | | | | (27,294) |
| Share of post-tax profits of associates | | | | | | | 5,240 |
| Income tax expense | | | | | | | (30,485) |
| Profit for the period | | | | | | | 172,653 |
| Minority interest | | | | | | | (3,271) |
| Profit attributable to equity holders of the Company | | | | | | | 169,382 |
| Capital expenditure | 743 | 129,040 | 27,979 | 157,762 | - | 15 | 157,777 |
| Depreciation and amortisation | 69,229 | 30,465 | 2,391 | 102,085 | - | 447 | 102,532 |
| | At 30 June 2009 (Unaudited) | | | | | | |
| | Trading HK\$'000 | Aluminium fabrication HK\$'000 | Other operations HK\$'000 | Segment total HK\$'000 | Inter-segment elimination HK\$'000 | Unallocated (Note) HK\$'000 | Total HK\$'000 |
| Segment assets | 4,669,018 | 1,513,124 | 525,478 | 6,707,620 | - | 504,898 | 7,212,518 |
| Interests in jointly-controlled companies | | | | | | | 1,161,386 |
| Interests in associates | | | | | | | 104,324 |
| Deferred income tax assets | | | | | | | 27,510 |
| Current income tax assets | | | | | | | 16,382 |
| Total assets | | | | | | | 8,522,120 |
| Segment liabilities | 787,906 | 860,162 | 406,751 | 2,054,819 | - | 1,216 | 2,056,035 |
| Deferred income tax liabilities | | | | | | | 125,183 |
| Current income tax liabilities | | | | | | | 237 |
| Total liabilities | | | | | | | 2,181,455 |

Note: Unallocated items mainly include: (i) gain on disposal of available-for-sale financial assets, finance income and corporate costs which cannot be meaningfully allocated to individual segments; and (ii) assets and liabilities that are not directly attributable to any reportable segment.

Notes to the Condensed Consolidated Financial Information

4. SEGMENT INFORMATION (cont'd)

| For the six months ended 30 June 2008 (Unaudited) | | | | | | | |
|---|------------------|------------------|----------------|------------------|------------------|-----------------|------------------|
| | Trading | Aluminium | Other | Segment | Inter-segment | Unallocated | Total |
| | HK\$'000 | fabrication | operations | total | elimination | (Note) | HK\$'000 |
| | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| External revenue | 3,266,402 | 1,078,280 | 155,808 | 4,500,490 | - | - | 4,500,490 |
| Inter-segment revenue | 326,807 | - | 1,882 | 328,689 | (328,689) | - | - |
| Revenue | 3,593,209 | 1,078,280 | 157,690 | 4,829,179 | (328,689) | - | 4,500,490 |
| Operating profit | 235,905 | 25,412 | 5,455 | 266,772 | - | (29,443) | 237,329 |
| Finance income | 16,434 | 209 | 1,966 | 18,609 | (19,329) | 22,721 | 22,001 |
| Finance costs | (31,976) | (19,571) | (167) | (51,714) | 19,329 | - | (32,385) |
| Segment result | 220,363 | 6,050 | 7,254 | 233,667 | - | (6,722) | 226,945 |
| Share of post-tax profits less losses of jointly-controlled companies | | | | | | | 14,554 |
| Share of post-tax profits of associates | | | | | | | 10,846 |
| Income tax expense | | | | | | | (58,204) |
| Profit for the period | | | | | | | 194,141 |
| Minority interest | | | | | | | (3,844) |
| Profit attributable to equity holders of the Company | | | | | | | 190,297 |
| Capital expenditure | 205 | 27,371 | 872 | 28,448 | - | 168 | 28,616 |
| Depreciation and amortisation | 71,955 | 31,648 | 1,038 | 104,641 | - | - | 104,641 |
| At 31 December 2008 (Audited) | | | | | | | |
| | Trading | Aluminium | Other | Segment | Inter-segment | Unallocated | Total |
| | HK\$'000 | fabrication | operations | total | elimination | (Note) | HK\$'000 |
| | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| Segment assets | 4,722,711 | 1,425,018 | 550,636 | 6,698,365 | - | 609,613 | 7,307,978 |
| Interests in jointly-controlled companies | | | | | | | 1,125,868 |
| Interests in associates | | | | | | | 89,247 |
| Available-for-sale financial assets | | | | | | | 309,790 |
| Deferred income tax assets | | | | | | | 60,027 |
| Current income tax assets | | | | | | | 17,039 |
| Total assets | | | | | | | 8,909,949 |
| Segment liabilities | 1,311,771 | 737,566 | 432,638 | 2,481,975 | - | 12,032 | 2,494,007 |
| Deferred income tax liabilities | | | | | | | 128,987 |
| Current income tax liabilities | | | | | | | 1,742 |
| Total liabilities | | | | | | | 2,624,736 |

Note: Unallocated items mainly include: (i) finance income and corporate costs which cannot be meaningfully allocated to individual segments; and (ii) assets and liabilities that are not directly attributable to any reportable segment.

Notes to the Condensed Consolidated Financial Information

4. SEGMENT INFORMATION (cont'd)

The Company is domiciled in Hong Kong. The revenues from external customers are attributed to countries on the basis of the customer's location.

| | External revenue | | Interests in jointly-controlled companies and associates | | Other non-current assets (not including deferred income tax assets and available-for-sale financial assets) | |
|-----------|--------------------------|-------------|--|-------------|---|-------------|
| | Six months ended 30 June | | 30 June | 31 December | 30 June | 31 December |
| | 2009 | 2008 | 2009 | 2008 | 2009 | 2008 |
| | (Unaudited) | (Unaudited) | (Unaudited) | (Audited) | (Unaudited) | (Audited) |
| | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| PRC | 2,013,739 | 3,787,353 | 1,189,786 | 1,152,877 | 832,613 | 826,546 |
| Australia | 486 | 356,399 | 75,869 | 62,238 | 2,490,590 | 2,559,470 |
| Hong Kong | 1,139 | 80 | – | – | 3,395 | 3,828 |
| Others | 124,587 | 356,658 | 55 | – | – | – |
| Total | 2,139,951 | 4,500,490 | 1,265,710 | 1,215,115 | 3,326,598 | 3,389,844 |

For the six months ended 30 June 2009, revenues of approximately HK\$256,615,000 are derived from a single external customer. These revenues are attributable to the trading segment. For the six months ended 30 June 2008, no single external customer accounted for 10% or more of the Group's total revenue.

5. OTHER INCOME

| | Six months ended 30 June | |
|--|---------------------------------|---------------------------------|
| | 2009 (Unaudited) HK\$'000 | 2008 (Unaudited) HK\$'000 |
| Sales of by-products and other services income | 3,592 | 2,541 |
| Amortisation of deferred income | 1,368 | 1,308 |
| Others | 748 | 612 |
| | 5,708 | 4,461 |

Notes to the Condensed Consolidated Financial Information

6. OTHER GAINS – NET

| | Six months ended 30 June | |
|--|---------------------------------|---------------------------------|
| | 2009 (Unaudited) HK\$'000 | 2008 (Unaudited) HK\$'000 |
| Net gains/(losses) on aluminium forward/futures contracts | 24,650 | (43,188) |
| Exchange gains – net | 4,556 | 69,045 |
| Gain/(Loss) on disposal of property, plant and equipment | 250 | (36) |
| (Provision for)/Reversal of provision for impairment of receivables | (631) | 2,047 |
| Others | (705) | (1,248) |
| | 28,120 | 26,620 |

7. GAIN ON DISPOSAL OF AVAILABLE-FOR-SALE FINANCIAL ASSETS

During the six months ended 30 June 2009, the Group disposed 11,492,912 ordinary shares of Sino Gold Mining Limited to certain independent third parties for an aggregate consideration of approximately Australian dollars 62,265,000 (equivalent to approximately HK\$386,749,000). The disposal resulted in a net gain of approximately HK\$214,722,000.

8. OPERATING PROFIT

Operating profit is determined after charging the following:

| | Six months ended 30 June | |
|---|---------------------------------|---------------------------------|
| | 2009 (Unaudited) HK\$'000 | 2008 (Unaudited) HK\$'000 |
| Cost of inventories | 1,945,788 | 4,038,977 |
| Employee benefit expenses (including directors' emoluments) | 60,600 | 71,764 |
| Amortisation | | |
| – Alumina purchasing rights | 68,901 | 53,707 |
| – Land use rights | 900 | 896 |
| Depreciation of property, plant and equipment | 32,731 | 32,032 |
| Operating lease rental on properties | 2,582 | 2,010 |

Notes to the Condensed Consolidated Financial Information

9. FINANCE COSTS – NET

| | Six months ended 30 June | |
|--|---------------------------------|---------------------------------|
| | 2009 (Unaudited) HK\$'000 | 2008 (Unaudited) HK\$'000 |
| Finance costs | | |
| – Interest on bank borrowings wholly repayable within five years | (15,380) | (18,256) |
| – Interest on bank borrowings not wholly repayable within five years | (10,435) | (11,943) |
| – Fair value loss on interest rate swaps | (9,443) | (4,049) |
| | (35,258) | (34,248) |
| Less: Interest expense capitalised into construction in progress | 5,452 | 1,863 |
| | (29,806) | (32,385) |
| Finance income | | |
| – Interest income | 7,637 | 22,001 |
| Finance costs – net | (22,169) | (10,384) |

Capitalisation rate of 5.9% per annum (2008: 8.2%) was used, representing the weighted average rate of the cost of borrowings to finance the construction in progress.

10. INCOME TAX EXPENSE

No provision for Hong Kong profits tax has been made as the Group has tax losses brought forward to offset the assessable profit generated in Hong Kong for the period (2008: Nil). Taxation on profits arising from other jurisdictions has been calculated on the estimated assessable profits for the period at the rates prevailing in the relevant jurisdictions.

| | Six months ended 30 June | |
|-----------------------------|---------------------------------|---------------------------------|
| | 2009 (Unaudited) HK\$'000 | 2008 (Unaudited) HK\$'000 |
| Current income tax | | |
| – PRC corporate income tax | (1,907) | (49,336) |
| – Overseas income tax | – | (291) |
| | (1,907) | (49,627) |
| Deferred income tax expense | (28,578) | (8,577) |
| Income tax expense | (30,485) | (58,204) |

Notes to the Condensed Consolidated Financial Information

11. EARNINGS PER SHARE

(a) Basic

The calculation of basic earnings per share is based on net profit attributable to equity holders of the Company of HK\$169,382,000 (2008: HK\$190,297,000) and the weighted average number of 2,026,556,865 (2008: 2,059,215,304) ordinary shares in issue during the period.

(b) Diluted

The calculation of diluted earnings per share is based on the profit attributable to equity holders of the Company and the weighted average number of ordinary shares in issue during the period after adjusting for the dilutive potential ordinary shares in respect of the Company's outstanding share options. The potential ordinary shares in respect of the Company's outstanding share options are anti-dilutive for the six months ended 30 June 2009.

| | Six months ended 30 June | |
|---|--|--|
| | 2009 (Unaudited) <i>HK\$'000</i> | 2008 (Unaudited) <i>HK\$'000</i> |
| Profit attributable to equity holders of the Company | <u>169,382</u> | <u>190,297</u> |
| | Number of shares | Number of shares |
| Weighted average number of ordinary shares in issue | 2,026,556,865 | 2,059,215,304 |
| Add: Dilutive potential ordinary shares in respect of share options | <u>–</u> | <u>3,412,719</u> |
| Adjusted weighted average number of ordinary shares in issue | <u>2,026,556,865</u> | <u>2,062,628,023</u> |
| Diluted earnings per share | <u>HK8.36 cents</u> | <u>HK9.23 cents</u> |

12. DIVIDEND

The directors do not recommend the payment of interim dividend for the six months ended 30 June 2009 (2008: Nil).

Notes to the Condensed Consolidated Financial Information

13. CAPITAL EXPENDITURE

| | Property, plant and equipment (Unaudited) <i>HK\$'000</i> | Construction in progress (Unaudited) <i>HK\$'000</i> | Investment properties (Unaudited) <i>HK\$'000</i> | Land use rights (Unaudited) <i>HK\$'000</i> | Alumina purchasing rights (Unaudited) <i>HK\$'000</i> |
|--|---|---|--|--|---|
| At 1 January 2009 | 520,703 | 103,639 | 13,110 | 9,303 | 2,558,400 |
| Additions | 2,257 | 155,092 | – | 428 | – |
| Transfer to property, plant and equipment | 18,562 | (18,562) | – | – | – |
| Depreciation and amortisation | (32,731) | – | – | (900) | (68,901) |
| Disposals | (615) | – | – | – | – |
| At 30 June 2009 | 508,176 | 240,169 | 13,110 | 8,831 | 2,489,499 |

14. TRADE AND BILLS RECEIVABLES

Majority of sales in the Group's trading operation are under the arrangement of delivery upon payment from customers, with the remaining amounts are on letters of credit. For sales in the Group's aluminium fabrication and other operations, customers with established trading history are normally granted with credit periods ranging from 30 to 90 days, others are on cash terms. The aging analysis of the trade receivables was as follows:

| | At 30 June 2009 (Unaudited) <i>HK\$'000</i> | | At 31 December 2008 (Audited) <i>HK\$'000</i> | |
|--|---|------------|---|-----|
| | | % | | % |
| Trade receivables | | | | |
| Less than 6 months | 300,292 | 83 | 175,754 | 76 |
| 6 months – 1 year | 9,726 | 3 | 7,022 | 3 |
| Over 1 year | 50,513 | 14 | 48,317 | 21 |
| | 360,531 | 100 | 231,093 | 100 |
| Less: Provision for impairment of receivables | (48,729) | | (48,011) | |
| Trade receivables – net | 311,802 | | 183,082 | |
| Bills receivables (<i>Note</i>) | 592,341 | | 592,947 | |
| | 904,143 | | 776,029 | |

Note: Bills receivables are with maturity of less than 6 months. As at 30 June 2009, approximately HK\$356,449,000 (2008: HK\$527,562,000) of which were discounted to banks or endorsed to suppliers.

Notes to the Condensed Consolidated Financial Information

15. SHARE CAPITAL

| | Number of ordinary shares (Unaudited) | | Nominal value (Unaudited) | |
|--|--|-----------------------|------------------------------|------------------|
| | 2009 (in thousand) | 2008 (in thousand) | 2009 HK\$'000 | 2008 HK\$'000 |
| Issued and fully paid: | | | | |
| At 1 January | 2,029,105 | 2,058,721 | 101,455 | 102,936 |
| Shares repurchased in 2008 and cancelled in current period | (800) | – | (40) | – |
| Shares repurchased and cancelled during the period | (2,088) | – | (104) | – |
| Issue of new shares under share option scheme | – | 500 | – | 25 |
| At 30 June | 2,026,217 | 2,059,221 | 101,311 | 102,961 |

For the six months ended 30 June 2009, the Company repurchased 2,088,000 shares of its own shares from the market. The repurchased shares were cancelled during the period. Pursuant to Section 49H of the Hong Kong Companies Ordinance, an amount equivalent to the nominal value of the repurchased and cancelled shares of approximately HK\$144,000 was transferred from retained profits to capital redemption reserve. The premium paid and expenses incurred in relation to the above shares repurchased as well as 800,000 shares repurchased in 2008 and subsequently cancelled in the current period, amounting to approximately HK\$3,016,000 and HK\$30,000 respectively, were deducted from the retained profits.

Set out below are the particulars of repurchases by the Company of its own shares made on the Stock Exchange during the period.

| Month of repurchase | Number of shares repurchased (in thousand) | Highest price paid per share HK\$ | Lowest price paid per share HK\$ | Aggregate price paid HK\$'000 |
|---------------------|---|--|---|-------------------------------------|
| January 2009 | 2,088 | 1.18 | 1.03 | 2,291 |

There were no movements in the authorised capital of the Company for the six months ended 30 June 2009.

Notes to the Condensed Consolidated Financial Information

16. SHARE OPTION SCHEME

The movements of the share options granted under the Company's share option scheme for the six months ended 30 June 2009 are as follows:

| Category and name of participant | Date of grant | Exercise price per share HK\$ | Exercise period | Number of options | | |
|----------------------------------|---------------|----------------------------------|--------------------------------|------------------------------|--------------------------|----------------------------|
| | | | | Balance as at 1 January 2009 | Lapsed during the period | Balance as at 30 June 2009 |
| Directors | | | | | | |
| Zhou Zhongshu | 18 April 2006 | 2.725 | 18 April 2006 to 17 April 2009 | 3,000,000 | (3,000,000) | – |
| Xu Huizhong | 18 April 2006 | 2.725 | 18 April 2006 to 17 April 2009 | 2,600,000 | (2,600,000) | – |
| Shen Ling | 18 April 2006 | 2.725 | 18 April 2006 to 17 April 2009 | 1,500,000 | (1,500,000) | – |
| Zong Qingsheng | 18 April 2006 | 2.725 | 18 April 2006 to 17 April 2009 | 1,500,000 | (1,500,000) | – |
| Wang Lixin | 18 April 2006 | 2.725 | 18 April 2006 to 17 April 2009 | 2,000,000 | (2,000,000) | – |
| Employees of the Group | 18 April 2006 | 2.725 | 18 April 2006 to 17 April 2009 | 8,000,000 | (8,000,000) | – |
| | | | | <u>18,600,000</u> | <u>(18,600,000)</u> | <u>–</u> |

Notes to the Condensed Consolidated Financial Information

17. SPECIAL CAPITAL RESERVE

In January 2007, the Company filed a petition to the high court of the Hong Kong Special Administrative Region to seek the court's confirmation of the cancellation of the special capital reserve account of the Company and the reduction of the share premium account of the Company for the purpose of eliminating the accumulated losses of the Company as at 31 October 2006. On 13 February 2007, the court ordered that the cancellation of the special capital reserve account of HK\$125,374,000 and the reduction of the premium account by HK\$764,428,000 was confirmed ("Capital Reorganisation"). In relation to the Capital Reorganisation, the Company has provided an undertaking ("Undertaking") for its petition to the court that so long as any debt or liability of claim against the Company as at the effective date of the Capital Reorganisation remains outstanding, the Company should credit the following amounts to a special reserve (the "Special Reserve"):

- (i) All retained profits, if any, accruing to the Company between 1 November 2006 and 13 February 2007 (the effective date of the Capital Reorganisation);
- (ii) Any recovery in excess of the written down value of or the reversal of impairment loss in respect of certain investments in subsidiaries, listed securities, properties and loans or receivables of the Company as at 31 October 2006; and
- (iii) An amount equal to the change in fair value in respect of certain share options not yet vested as at 31 October 2006.

The standing to the credit of the Special Reserve shall not be treated as realised profit. It shall be treated as an undistributable reserve of the Company for the purposes of Section 79C of the Hong Kong Companies Ordinance. As at 30 June 2009, the standing to the credit of the Company's special capital reserve, which had been made in accordance with the Undertaking, amounted to approximately HK\$72,848,000.

Notes to the Condensed Consolidated Financial Information

18. BANK BORROWINGS

| | 30 June 2009 (Unaudited) HK\$'000 | 31 December 2008 (Audited) HK\$'000 |
|---|--|--|
| Amount due within one year and included under current liabilities | 255,876 | 306,720 |
| Amount due after one year | 712,488 | 541,860 |
| Total bank borrowings | 968,364 | 848,580 |
| Bank borrowings are repayable as follows: | | |
| – Within 1 year | 255,876 | 306,720 |
| – Between 1 and 2 years | 174,138 | 105,487 |
| – Between 2 and 5 years | 319,950 | 194,573 |
| – Repayable within 5 years | 749,964 | 606,780 |
| – Over 5 years | 218,400 | 241,800 |
| | 968,364 | 848,580 |

19. TRADE PAYABLES

The aging analysis of the trade payables was as follows:

| | At 30 June 2009 (Unaudited) | | At 31 December 2008 (Audited) | |
|-------------------------------------|--|------------|----------------------------------|-----|
| | HK\$'000 | % | HK\$'000 | % |
| Trade payables | | | | |
| Less than 6 months | 228,907 | 98 | 354,788 | 98 |
| 6 months – 1 year | 3,189 | 1 | 3,787 | 1 |
| Over 1 year | 1,977 | 1 | 3,496 | 1 |
| | 234,073 | 100 | 362,071 | 100 |
| Trade payables under endorsed bills | 100,925 | | 440,265 | |
| | 334,998 | | 802,336 | |

Notes to the Condensed Consolidated Financial Information

20. RELATED PARTY TRANSACTIONS

The following is a summary of the material related party transactions carried out in the normal course of business activities of the Group during the period:

| | Six months ended 30 June | |
|---|---------------------------------|---------------------------------|
| | 2009 (Unaudited) HK\$'000 | 2008 (Unaudited) HK\$'000 |
| (a) Transactions with a jointly-controlled company of the Group | | |
| – Purchases of non-ferrous metals | 247,270 | 58,714 |
| – Interest income | – | 706 |
| | <hr/> | <hr/> |
| (b) Transactions with an associate of the Group | | |
| – Transportation fees paid | 12,680 | 12,118 |
| – Rental income received | 115 | 110 |
| | <hr/> | <hr/> |
| (c) Transactions with ultimate holding company and its subsidiaries, not including companies within the Group | | |
| – Sales of non-ferrous metals (Note (i)) | – | 43,761 |
| – Construction contract fees paid (Note (ii)) | – | 24,938 |
| – Transportation fees paid (Note (iii)) | 795 | 3,562 |
| – Rental expenses paid (Note (iv)) | 1,016 | 750 |
| – Commission paid (Note (iv)) | – | 92 |
| | <hr/> | <hr/> |
| (d) Transactions with other state-owned enterprises | | |
| – Sales of non-ferrous metals | 764,548 | 1,780,573 |
| – Purchases of non-ferrous metals | 556,338 | 540,422 |
| | <hr/> | <hr/> |
| (e) Key management compensation | | |
| – Salaries and other short-term employee benefits | 8,673 | 10,078 |
| | <hr/> | <hr/> |

Notes to the Condensed Consolidated Financial Information

20. RELATED PARTY TRANSACTIONS (cont'd)

The period-end balances with related parties are as follows:

| | 30 June 2009 (Unaudited) HK\$'000 | 31 December 2008 (Audited) HK\$'000 |
|--|--|--|
| (a) Receivables from | | |
| – a jointly-controlled company | 7,491 | 2,329 |
| – an associate | 2,372 | 3,515 |
| – fellow subsidiaries (Note (ii)) | 18,103 | – |
| – other state-owned enterprises | 349,195 | 418,156 |
| (b) Payables to | | |
| – a jointly-controlled company | 802 | 199,974 |
| – an associate | 42 | 91 |
| – ultimate holding company (Note (iv)) | 788 | – |
| – a fellow subsidiary (Note (iv)) | – | 220 |
| – other state-owned enterprises | 41,653 | 42,128 |

Note:

- (i) The sales were made to Suzhou Huameida Aluminium Co. Ltd., a wholly owned subsidiary of the Company's ultimate holding company, by a subsidiary of the Company. Details of the transactions can be referred to the Company's announcement dated 22 January 2008. The transactions constituted continuing connected transactions as defined under the Listing Rules.
- (ii) The construction contract fees were paid to Ershisanye Construction Group Co., Ltd. ("Ershisanye"), a non-wholly owned subsidiary of the Company's ultimate holding company, by a subsidiary of the Company. Details of the transactions can be referred to the Company's announcement dated 20 March 2008. The transactions constituted connected transactions as defined under the Listing Rules. The receivable amount represents the deposits paid to Ershisanye at the balance sheet date.
- (iii) The transportation fees were paid to Minmetals Logistics & Forwarding Tianjian Company Limited, a non-wholly owned subsidiary of the Company's ultimate holding company, by subsidiaries of the Company. Details of the transactions can be referred to the Company's announcement dated 6 November 2008. The transactions constituted continuing connected transactions as defined under the Listing Rules.
- (iv) De minimis transactions entered into in the usual course of business and under normal commercial terms, exempted from all the reporting, announcement and independent shareholders' approval requirements by virtue of rule 14A.31 of the Listing Rules. The payable amount represents the expenses payable at the balance sheet date.

OTHER INFORMATION

DIRECTORS' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 June 2009, other than a nominee share in a subsidiary held by a director of the Company in trust for the Company, none of the directors or the chief executive of the Company or any of their associates had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO), or which were required to be entered in the register required to be kept pursuant to Section 352 of the SFO or which 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 Listing Rules. In addition, none of the directors or the chief executive of the Company or any of their associates had been granted or had exercised any rights to subscribe for any equity or debt securities of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) during the six months ended 30 June 2009.

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

So far as is known to the directors and chief executive of the Company, as at 30 June 2009, the following persons had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or, which were recorded in the register required to be kept by the Company under Section 336 of the SFO:

Long position in the shares of the Company

| Name | Capacity | Number of shares held | Approximate percentage of total number of issued shares (Note 1) |
|---|--|-----------------------|---|
| China Minmetals Corporation ("China Minmetals") | Interest of controlled corporations (Notes 2 & 3) | 1,284,467,826 | 63.392% |
| China Minmetals Non-ferrous Metals Company Limited ("CMN") | Interest of controlled corporation (Note 2) | 1,189,090,909 | 58.685% |
| Top Create Resources Limited ("Top Create") | Beneficial owner (Note 2) | 1,189,090,909 | 58.685% |

OTHER INFORMATION

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY *(cont'd)*

Long position in the shares of the Company *(cont'd)*

Notes:

1. The calculation is based on the number of shares held by each person (whether directly/indirectly interested or deemed to be interested) as a percentage of the total number of issued shares of HK\$0.05 each (i.e. 2,026,216,799 shares) of the Company as at 30 June 2009.
2. Top Create is a wholly owned subsidiary of CMN which in turn is owned as to approximately 90.27% by China Minmetals. Accordingly, CMN and China Minmetals were by virtue of the SFO deemed to be interested in the 1,189,090,909 shares of HK\$0.05 each of the Company held by Top Create as at 30 June 2009.
3. The interest in 1,284,467,826 shares of the Company held by China Minmetals also includes an interest in 95,376,917 shares of the Company held by Coppermine Resources Limited ("Coppermine"), representing approximately 4.707% in the issued shares capital of the Company as at 30 June 2009. Coppermine is a wholly owned subsidiary of China Minmetals H.K. (Holdings) Limited which in turn is a wholly owned subsidiary of China Minmetals. China Minmetals was therefore deemed, by virtue of the SFO, to have an interest in the shares in which Coppermine was interested.

Save as disclosed above, as at 30 June 2009, there were no other person who was recorded in the register of the Company as having an interest or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or, which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

OTHER INFORMATION

SHARE OPTION SCHEME

2004 Share Option Scheme

Pursuant to the share option scheme adopted by the Company on 28 May 2004 (the "2004 Share Option Scheme"), the exercise period for the 18,600,000 outstanding options had expired on 17 April 2009 and no options had been exercised prior to that date.

During the six months ended 30 June 2009, the movements of the options which have been granted under the 2004 Share Option Scheme are as follows:

| Category and name of participant | Date of grant | Exercise price per share HK\$ | Exercise period | Number of options | | | | | Balance as at 30 June 2009 |
|----------------------------------|---------------------------|----------------------------------|-----------------------------------|------------------------------|---------------------------|-----------------------------|-----------------------------|--------------------------|----------------------------|
| | | | | Balance as at 1 January 2009 | Granted during the period | Exercised during the period | Cancelled during the period | Lapsed during the period | |
| Directors | | | | | | | | | |
| Zhou Zhongshu | 18 April 2006 (Note 1) | 2.725 | 18 April 2006 to 17 April 2009 | 3,000,000 | - | - | - | (3,000,000) (Note 2) | - |
| Xu Huizhong | 18 April 2006 (Note 1) | 2.725 | 18 April 2006 to 17 April 2009 | 2,600,000 | - | - | - | (2,600,000) (Note 2) | - |
| Shen Ling | 18 April 2006 (Note 1) | 2.725 | 18 April 2006 to 17 April 2009 | 1,500,000 | - | - | - | (1,500,000) (Note 2) | - |
| Zong Qingsheng | 18 April 2006 (Note 1) | 2.725 | 18 April 2006 to 17 April 2009 | 1,500,000 | - | - | - | (1,500,000) (Note 2) | - |
| Wang Lixin | 18 April 2006 (Note 1) | 2.725 | 18 April 2006 to 17 April 2009 | 2,000,000 | - | - | - | (2,000,000) (Note 2) | - |
| Employees of the Group | 18 April 2006 (Note 1) | 2.725 | 18 April 2006 to 17 April 2009 | 8,000,000 | - | - | - | (8,000,000) (Note 2) | - |
| | | | | <u>18,600,000</u> | <u>-</u> | <u>-</u> | <u>-</u> | <u>(18,600,000)</u> | <u>-</u> |

Notes:

- In respect of the options granted on 18 April 2006, the closing price of the shares of the Company immediately before the date on which the options were granted was HK\$2.60 per share.
- Options were lapsed due to expiry of the exercise period.

OTHER INFORMATION

CORPORATE GOVERNANCE

Corporate Governance Practices

The Company is committed to maintain a high standard of corporate governance practices by emphasising a quality board of directors, sound internal controls, transparency and accountability to all the shareholders of the Company.

The Company has complied with all the code provisions set out in the Code on Corporate Governance Practices (the "CG Code") contained in Appendix 14 of the Listing Rules throughout the period of the six months ended 30 June 2009 with the exception of code provision E.1.2 of the CG Code that the chairman of the Board should attend the annual general meeting. The chairman of the Board had not attended the annual general meeting of the Company held on 25 May 2009 due to ad hoc business commitment. The chairman of the Board will endeavor to attend all future annual general meetings of the Company.

Audit Committee

The audit committee of the Company comprises three independent non-executive directors, namely Mr. Li Dongsheng, Mr. Ting Leung Huel, Stephen and Mr. Loong Ping Kwan and two non-executive directors, namely Mr. Zong Qingsheng and Mr. Xu Jiqing. Mr. Ting Leung Huel, Stephen is the chairman of the audit committee. The principal duties of the audit committee include the review and supervision of the financial reporting process and internal control system of the Group. The audit committee has reviewed the unaudited interim financial report of the Group for the six months ended 30 June 2009.

Securities Transactions by Directors

The Company has adopted a code for securities transactions by directors of the Company (the "Code of Conduct") on terms no less exacting than the required standard of the Model Code as set out in Appendix 10 of the Listing Rules.

Having made specific enquiry with all the directors of the Company, all of them confirmed that they have complied with the required standard set out in the Model Code and the Code of Conduct during the six months ended 30 June 2009.

OTHER INFORMATION

CHANGES IN INFORMATION OF DIRECTORS

Pursuant to Rule 13.51B of the Listing Rules, the changes in information of directors of the Company subsequent to the date of the 2008 Annual Report are set out below:

1. Change in directorships

| Name of Director | Details of Changes |
|-------------------------|--|
| Zhou Zhongshu | Resigned as a non-executive director, the chairman and a member of the remuneration committee of the Company on 1 July 2009 |
| Li Fuli | Appointed as a non-executive director of the Company at the annual general meeting of the Company held on 25 May 2009 and was re-designated as a non-executive director, the chairman and a member of the remuneration committee of the Company on 1 July 2009 |
| Xu Huizhong | Resigned as a non-executive director and the vice chairman of the Company on 1 July 2009 |
| Wang Lixin | Re-designated as a non-executive director and the vice chairman of the Company on 1 July 2009 |
| Shen Ling | Resigned as a director of each of CMN and Minmetals Development Co., Ltd. (a company listed on the Shanghai Stock Exchange) on 9 May 2008 and 22 April 2009 respectively. |
| Xu Jiqing | Appointed as a non-executive director of the Company at the annual general meeting of the Company held on 25 May 2009 and a member of the audit committee of the Company on 16 July 2009 |
| Chan Wai Dune | Resigned as an independent non-executive director, the chairman of the remuneration committee and a member of the audit committee of the Company on 18 August 2009 |
| Loong Ping Kwan | Appointed as an independent non-executive director, the chairman of the remuneration committee and a member of the audit committee of the Company on 18 August 2009 |

OTHER INFORMATION

CHANGES IN INFORMATION OF DIRECTORS *(cont'd)*

2. Change in Remuneration

There has been no change to the basis of determining the remuneration of the directors. However, in light of the prevailing economic climate, the remuneration of the following directors had been adjusted as follows:

| Name of Director | Position | Details of Changes |
|------------------|---|--|
| Xu Huizhong | Non-executive director and vice chairman (resigned on 1 July 2009) | Decreased to HK\$2,232,000 per annum with effect from 1 January 2009 |
| Hao Chuanfu | Executive director and president | Decreased to HK\$2,232,000 per annum with effect from 1 January 2009 |
| Ren Suotang | Executive director and vice president | Decreased to HK\$1,470,000 per annum with effect from 1 January 2009 |

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

During the six months ended 30 June 2009, the Company repurchased a total of 2,088,000 ordinary shares of HK\$0.05 each of the Company on the Stock Exchange. The repurchases were effected by the Board for the enhancement of long-term shareholder value. Details of the repurchases are set out in Note 15 to the Condensed Consolidated Financial Information.

The 2,088,000 shares repurchased during the six months ended 30 June 2009 and the 800,000 shares repurchased in the last financial year ended 31 December 2008 were cancelled in the current period. The premium paid and expenses incurred in relation to all the shares cancelled during the six months ended 30 June 2009 amounting to approximately HK\$3,016,000 and HK\$30,000 respectively, were deducted from the retained profits.

Save as disclosed above, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities during the six months ended 30 June 2009.

By order of the Board

HAO Chuanfu

Executive Director and President

Hong Kong, 15 September 2009



五礦資源有限公司
MINMETALS RESOURCES LIMITED