



美亞控股有限公司*

MAYER HOLDINGS LIMITED

(於開曼群島註冊成立之有限公司)

股份代號：1116



二零零六年中期報告

* 僅供識別

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DIRECTORS

Executive directors

Mr. Lai Yueh-hsing (*Chairman*)
Mr. Lo Haw
Mr. Shen Heng-chiang
(Resigned on 1 July 2006)
Mr. Wu Kuo-lung
(Resigned on 1 July 2006)
Mr. Cheng Dar-terng
Mr. Chiang Jen-chin
Dr. Lin Meng-Chang
(Appointed on 1 July 2006)
Mr. Lu Wen-yi
(Appointed on 1 July 2006)

Non-executive directors

Mr. Hsiao Ming-chih
Mr. Huang Chun-fa

Independent non-executive directors

Mr. Lin Sheng-bin
Mr. Huang Jui-hsiang
Mr. Alvin Chiu

COMPANY SECRETARY

Mr. Lui Cho Tak, *L.L.B., P.C.LL., LL.M*

QUALIFIED ACCOUNTANT

Mr. Chan Lai Yin, Tommy, *AICPA, CPA*

REGISTERED OFFICE

P.O. Box 309GT
Ugland House
South Church Street
George Town
Grand Cayman
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British West Indies

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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董事

執行董事

賴粵興先生 (主席)
羅漢先生
沈亨將先生
(於二零零六年七月一日卸任)
吳國龍先生
(於二零零六年七月一日卸任)
鄭達騰先生
蔣仁欽先生
林孟璋博士
(於二零零六年七月一日委任)
呂文義先生
(於二零零六年七月一日委任)

非執行董事

蕭敏志先生
黃春發先生

獨立非執行董事

林聖斌先生
黃瑞祥先生
趙熾佳先生

公司秘書

雷祖德先生 · *L.L.B., P.C.LL., LL.M.*

合資格會計師

陳禮賢先生 · *AICPA, CPA*

註冊辦事處

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SHARE LISTING AND STOCK CODE

The Stock Exchange of Hong Kong Limited
Stock Code: 1116

股份上市及股份編號

香港聯合交易所有限公司
股份代號：1116

CORPORATE WEBSITE

www.mayer.com.tw

公司網址

www.mayer.com.tw

AUDITORS

CCIF CPA Limited

核數師

陳葉馮會計師事務所有限公司

SOLICITORS

Masons

律師

梅森律師事務所

**PRINCIPAL SHARE REGISTRAR AND
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**HONG KONG BRANCH SHARE
REGISTRAR AND TRANSFER OFFICE**

Computershare Hong Kong Investor
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香港股份過戶登記分處

香港中央證券登記有限公司
香港
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Review of Results

The unaudited turnover of the Group for the six months ended 30 June 2006 (the "Period") was approximately RMB467,373,000, representing a decrease of approximately 14.4% compared with approximately RMB546,105,000 for the corresponding period last year while the net loss attributable to shareholders was approximately RMB10,025,000, compared with the net profit attributable to shareholders of approximately RMB9,970,000 for the corresponding period last year.

Business Review

Following the prices of steel products have dropped significantly in the second half of 2005, the national economy of the PRC is basically achieving a balance in the first half of 2006. Prices of steel products for first quarter of 2006 continued the trend from the end of last year which remained at a low level, and starting from March 2006, as a result of increase in total demand, the prices of steel products started to rise again. However, the overall steel product prices during the Period were still substantially lower than those of the corresponding period last year. Sales volume of Group's steel products during the Period decreased 7.1% from approximately 70,000 tonnes for the corresponding period last year to approximately 65,000 tonnes. The average selling price of the Group's steel products during the Period decreased by approximately 17.8% compared with that for the corresponding period last year, the gross profit decreased and was mainly because of relatively lower growth rate of the selling prices of our steel products as compared to that of the purchasing costs of raw materials and fuels during the corresponding period last year.

業績回顧

本集團於截至二零零六年六月三日止六個月(本「期間」)之未經審核營業額約為467,373,000元人民幣，較去年同期之約546,105,000元人民幣下降約14.4%，股東應佔純虧損約為10,025,000元人民幣，較去年同期之股東應佔純利約9,970,000元人民幣。

業務回顧

隨著鋼材產品價格於二零零五年下半年大幅下滑，中國國民經濟於二零零六年上半年達致平衡。鋼材於二零零六年第一季之價格維持去年底趨勢，價格依然處於低水平，自二零零六年三月起，由於需求總額增加，鋼材價格再次上升。然而，整體鋼材價格於本期間仍然較去年同期大幅下滑。於本期間，本集團鋼材銷量較去年同期約70,000噸減少7.1%至約65,000噸。於本期間，本集團鋼材平均售價與去年相比減少約17.8%，毛利亦下降，主要原因是與去年同期原料及燃料之採購成本比較，公司鋼材售價之上漲幅度相對減少。

Production and Sales

The revenue from indirect export sales of steel products in the PRC during the Period was approximately RMB369,879,000, representing a decrease of approximately 20.6% compared with approximately RMB466,024,000 for the corresponding period last year. The market for indirect export sales in the PRC continued to be the core market for the Group.

The revenue from domestic sales of steel products in the PRC during the Period was approximately RMB38,949,000, representing a decrease of approximately 50.1% compared with approximately RMB78,029,000 for the corresponding period last year.

The revenue from direct export sales of steel products outside the PRC during the Period was approximately RMB8,670,000, representing an increase of approximately 322.5% while it was approximately RMB2,052,000 for the corresponding period last year. The Group will continue to develop and maintain a good momentum of the international market, especially the newly launched product (stainless steel pipes) which has been exported to countries such as the U.S. and Vietnam.

The revenue from export sales of aluminum forged wheel products outside Taiwan during the Period was approximately RMB49,875,000. Since the Group's acquisition of Fullchamp Technologies Co., Ltd in late last year, the Group will put great effort on developing its marketing and sales channels in order to achieve a profitable economic of scale.

生產及銷售

本期間中國間接出口銷售鋼材之收入約為369,879,000元人民幣，比去年同期約466,024,000元人民幣減少約20.6%。國內之間接出口銷售市場仍然是本集團之核心市場。

本期間國內鋼材之內銷收入約為38,949,000元人民幣，比去年同期約78,029,000元人民幣下降約50.1%。

本期間國外直接出口銷售鋼材之收入約為8,670,000元人民幣，去年同期則約為2,052,000元人民幣，即增長約322.5%。本集團將持續發展及保持勢頭全面開拓國際市場，尤其是目前剛推出之新產品（不銹鋼管），現已出口到美國、越南等國家。

本期間出口銷售鋁輪圈於台灣境外之收入約為49,875,000元人民幣。自本集團於去年年底收購富成金屬科技股份有限公司起計，本集團將加大力度開發市場推廣及銷售渠道以期通過規模經濟獲得溢利。

Gross Profit

The Group recorded a gross profit of approximately RMB17,189,000 for the Period, with a gross profit margin of approximately 3.7%, compared with the gross profit of approximately RMB38,314,000 and a gross profit margin of approximately 7.0% for the corresponding period last year. This was mainly attributable to the lower growth rate of the selling prices of our products as compared to that of the purchasing costs of raw materials and fuels, coupled with tight supply of power and transport.

Operating Expenses

The total operating expenses of the Group for the Period were approximately RMB26,796,000, of which approximately RMB6,960,000 in selling and distribution costs, RMB16,931,000 in administrative expenses, RMB2,905,000 in other operating expenses and RMB12,482,000 in finance costs, accounting for approximately 1.5%, 3.6%, 0.6% and 2.7% of turnover respectively while the amounts for the corresponding period last year were approximately RMB4,829,000, RMB15,632,000, RMB565,000 and RMB5,076,000 respectively, accounting for approximately 0.9%, 2.9%, 0.1% and 0.9% respectively.

毛利

本集團於本期間錄得毛利約為17,189,000元人民幣，毛利率約3.7%，去年同期毛利則約為38,314,000元人民幣，毛利率約7.0%。毛利下降之原因，主要由於公司鋼材銷售價格上漲幅度低於原料及燃料採購成本上漲幅度，以及能源、運輸供應緊張所致。

營業費用

本集團本期間之營業費用總額約為26,796,000元人民幣，其中銷售及分銷成本約6,960,000元人民幣，行政開支為16,931,000元人民幣，其他經營開支為2,905,000元人民幣，財務費用為12,482,000元人民幣，佔銷售收入之比重分別約為：1.5%、3.6%、0.6%及2.7%。去年金額分別約為4,829,000元人民幣、15,632,000元人民幣、565,000元人民幣及5,076,000元人民幣，比重分別約為：0.9%、2.9%、0.1%及0.9%。

Financial Resources and Treasury Policies

The Group continues to adhere to prudent treasury policies. The gearing ratio (borrowings divided by shareholders' funds) as of 30 June 2006 was approximately 181.9% (31 December 2005: 198.6%). The total bank borrowings of the Group amounted to approximately RMB372,351,000 (31 December 2005: RMB427,511,000), mainly denominated in US dollars, HK dollars, Renminbi and new Taiwan dollars with floating interest rates. The Group's short term loans from banks accounted for approximately 40.9% of the total assets (31 December 2005: 43.4%).

The current ratio (current assets divided by current liabilities) as of 30 June 2006 was approximately 1.17 (31 December 2005: 1.21). The Group continued to insure against receivables in order to lower the risks of credit sales and to ensure that funds would be recovered on a timely basis, hence fulfilling the requirements for debt repayments and working capital commitments.

Cash Flow

Net cash inflow of approximately RMB90,367,000 was from operating activities for the Period, mainly resulted from the decrease of inventories level and trade and other receivables of the Group. Despite approximately RMB318,577,000 raised from bank borrowings and repayment of borrowings of approximately RMB373,737,000 and net cash outflow of approximately RMB24,542,000 used for plant expansion and purchase of machinery and equipment. The net increase in cash and cash equivalents amounted to approximately RMB590,000. Bank balances and cash as at 30 June 2006 amounted approximately RMB27,253,000, mainly denominated in Renminbi, US dollars, HK dollars and new Taiwan dollars.

財務資源及理財政策

本集團一直秉承審慎之理財政策。於二零零六年六月三十日之資本負債率(借貸除以股東資金)約為181.9%(二零零五年十二月三十一日:198.6%)。本集團之借貸總額約為372,351,000元人民幣(二零零五年十二月三十一日:427,511,000元人民幣),主要以美元、港元、人民幣及新台幣為單位並按浮動利率計息。本集團從銀行獲得之短期借款佔資產總額之比重約為40.9%(二零零五年十二月三十一日:43.4%)。

於二零零六年六月三十日之流動比率(流動資產除以流動負債)約為1.17(二零零五年十二月三十一日:1.21)。本集團繼續對應收賬款進行投保,以降低賒銷之風險,也確保資金之及時回收,從而保證對償還負債及承擔營運資金之需要。

流動現金

在本集團存貨水平及貿易及其他應收帳款減少之情況下,於本期間經營業務所使用之現金流入淨額約為90,367,000元人民幣。雖然借得約318,577,000元人民幣之銀行借款及約373,737,000元人民幣之償還借貸,用作廠房擴充及購買機器設備之現金流出淨額約為人民幣24,542,000元。現金及等同現金項目增加淨額約為590,000元人民幣。於二零零六年六月三十日之銀行結存及現金約為27,253,000元人民幣,主要以人民幣、美元、港元及新台幣為單位。

Exchange Rate Exposures

As most of the Group's monetary assets and liabilities are denominated in US dollars, HK dollars and Renminbi, new Taiwan dollars and those currencies remained relatively stable during the Period, the Group was not exposed to any significant exchange risk. Meanwhile, the Group is also studying and implementing various measures, including emerging financial products launched by the banks, in relation to reducing any exchange impact from the revalued of Renminbi against the US dollars.

Pledge of Assets

As at 30 June 2006, property, plant and equipment and interest in leasehold land held for own use under an operating lease of the Group with net book value of approximately RMB168,065,000 and RMB8,749,000 respectively were pledged to secure the bank borrowings.

Contingent Liabilities

The Group did not have any significant contingent liabilities at the balance sheet date (31 December 2005: Nil). At 30 June 2006, the Company had provided corporate guarantees of RMB145,263,000 (31 December 2005: RMB145,263,000) in favour of certain banks for banking facilities granted to subsidiaries. These banking facilities had been utilised to the extent of approximately RMB58,588,000 at the balance sheet date (31 December 2005: RMB96,983,000).

匯率波動風險

本集團大部份貨幣資產及負債均以美元、港元、人民幣及新台幣計算，而該等貨幣於本期間相對穩定，故本集團並無重大匯兌風險。同時，本集團正在為人民幣兌美元之升值，研究落實各項措施(包括銀行推出之新興財務產品)以減少任何匯兌影響。

資產抵押

於二零零六年六月三十日，本集團之物業、廠房及設備及持有租賃土地作自用之經營租賃權益分別約有賬面淨值168,065,000元人民幣及8,749,000元人民幣作為本集團銀行借款之抵押。

或然負債

本集團於結算日並無任何重大或然負債(二零零五年十二月三十一日：無)。於二零零六年六月三十日，本公司就附屬公司獲授銀行信貸而向若干銀行提供公司擔保145,263,000元人民幣(二零零五年十二月三十一日：145,263,000元人民幣)，於結算日，該等銀行借貸已動用約58,588,000元人民幣(二零零五年十二月三十一日：96,983,000元人民幣)。

Employment, Training and Development

As at 30 June 2006, the Group had a total of 550 employees. Total staff costs for the Period were approximately RMB19,446,000, including retirement benefits cost of approximately RMB786,000. Remuneration packages of the Group are maintained at a competitive level to attract, retain and motivate employees and are reviewed on a periodic basis.

Outlook

Under the macro-economic control policy, the growth rate will slow down in the second half of 2006. According to the “Strategy on the Development of the Steel Industry” promulgated by the State, the development of the steel industry will be directed towards controlled volume, technology upgrade, industrial layout and product mix adjustment, so as to combine the impact of an increase in new capacity with the phasing out of laggards. Following the new installation of steel-cutting and pipe-making machines, the Group’s future production capacity and market competitiveness would be enhanced to meet the steady but moderately fast growth of the national economy of the PRC.

Looking forward to the second half of 2006, the imbalance between demand and supply in the steel sector will continue and the prices of steel products will still remain at a relatively low level. The Group’s management is confident that the Group will fully capitalize its extensive experience in cost management and achieve greater cost effectiveness, increased output of high value-added products and welcome to every investment opportunity which are beneficial to the Group, with an aim to generate the best return from investments and generate the best returns to our investors.

僱用、培訓及發展

於二零零六年六月三十日，本集團共有550名僱員。於本期間之總員工成本約為19,446,000元人民幣，包括退休福利成本約786,000元人民幣。本集團之薪酬待遇維持在有競爭力之水平以吸引、挽留及激勵僱員，並會定期作出檢討。

展望

在國家宏觀調控政策之影響下，二零零六年下半年增速將會放慢，根據國家頒佈之《鋼鐵產業發展政策》，鋼鐵產業發展將向控制數量增長，推動技術升級和產業佈局、產品結構調整轉變，新增生產能力將與淘汰落後生產能力相結合。隨著新增裁剪、製管生產線，進一步提高未來之產能和市場競爭力，來應付穩步快速增長之中國國民經濟。

展望二零零六年下半年，鋼材業之供求將持續不平衡，而鋼材價格仍將維持於低水平。本集團管理層有信心本集團將充份利用多年積累之成本管理經驗，增加高附加值產品產量及對任何有利於本集團之投資機會持開放態度，以爭取更佳投資回報及給予我們之投資者最佳之報酬。

Interests and Short Positions of the Directors and Chief Executives of the Company

As at 30 June 2006, the interests and short positions of the directors and chief executives of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong (the “SFO”) which were 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 have taken, or deemed to have taken under such provisions), or which were required, pursuant to section 352 of the SFO, to be entered in the register required to be kept therein, or which were required pursuant to the Model Code for Securities Transactions by Directors of Listed Companies in the Listing Rules to be notified to the Company and the Stock Exchange, were as follows:

Long positions in the share capital of Mayer Steel Pipe Corporation (“Taiwan Mayer”)

本公司董事及主要行政人員之權益及淡倉

於二零零六年六月三十日，本公司各董事及主要行政人員於本公司或其任何相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債權證中擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所（包括根據有關條文被視為或當作彼等擁有之權益及淡倉），或根據證券及期貨條例第352條須載入所述登記冊，或根據上市規則內上市公司董事進行證券交易之標準守則之規定須知會本公司及聯交所之權益及淡倉如下：

於美亞鋼管廠股份有限公司（「台灣美亞」）股本之好倉

Name of director 董事姓名	Number of ordinary shares in Taiwan Mayer 台灣美亞普通股數目				Total 合計	Approximate % of shareholding 持股概約百分比
	Personal 個人	Family 家族	Corporate 公司	Other 其他		
Mr. Lo Haw 羅漢先生	171,311	923	9,575,962	-	9,748,196	6.61%
Mr. Cheng Dar-terng 鄭達騰先生	-	22,740	-	-	22,740	0.00%
Mr. Chiang Jen-chin 蔣仁欽先生	792	-	-	-	792	0.00%
Mr. Wu Kuo-lung 吳國龍先生	3,141,164	49,607	-	-	3,190,771	2.16%

Interests and Short Positions of the Directors and Chief Executives of the Company (Cont'd)

本公司董事及主要行政人員之權益及淡倉(續)

Long positions in the share capital of Guangzhou Mayer Corp., Ltd. (“Guangzhou Mayer”)

於廣州美亞股份有限公司(「廣州美亞」)股本之好倉

Name of director 董事姓名	Number of ordinary shares in Guangzhou Mayer 廣州美亞普通股數目				Approximate % of total shareholding 佔持股總額概約百分比
	Personal 個人	Family 家族	Corporate 公司	Other 其他	
Mr. Lo Haw 羅漢先生	-	-	8,160,000	-	6.40%

Save as disclosed above, as at 30 June 2006, none of the directors or chief executives of the Company nor their respective associates, had any interests and short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which would have 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 have taken, or deemed to have taken under such provisions), or which were required, pursuant to section 352 of the SFO, to be entered in the register required to be kept therein, or which were required pursuant to the Model Code for Securities Transactions by Directors of Listed Companies in the Listing Rules to be notified to the Company and the Stock Exchange, and none of the directors or chief executives, or their respective spouses or children under the age of 18, had any right to subscribe for the securities of the Company, or had exercised any such rights at any time during the period.

除上文所披露者外，於二零零六年六月三十日，並無本公司董事或主要行政人員，或彼等各自之聯繫人士於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份及債權證中擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所(包括根據有關條文被視為或當作彼等擁有之權益及淡倉)，或根據證券及期貨條例第352條須載入所述登記冊，或根據上市規則內上市公司董事進行證券交易之標準守則之規定須知會本公司及聯交所之權益及淡倉。各董事或主要行政人員或彼等各自之配偶或未滿十八歲子女概無擁有任何可認購本公司證券之權利，亦無於本年度內任何時間行使任何該等權利。

Substantial Shareholders

So far as the directors of the Company are aware, the person/entity (not being a director or a chief executive of the Company) who has interests or short positions in the shares and underlying shares of the Company, which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part IV of the SFO, were as follows:

主要股東

就本公司董事所知，下列人士／實體（並非本公司董事或主要行政人員）擁有根據證券及期貨條例第IV部第2及3分部之規定，須向本公司披露於本公司股份及相關股份之權益或淡倉如下：

Long positions in the share capital of the Company 於本公司股本之好倉

Name of shareholder 股東名稱	Number of shares held 持有股份數目	Percentage of issued share capital of the Company 佔本公司已 發行股本百分比
Taiwan Mayer (Note) 台灣美亞 (附註)	300,000,000	75%
Mayer Corporation Development International Limited (“BVI Mayer”)	300,000,000	75%

Note: BVI Mayer is a wholly-owned subsidiary of Taiwan Mayer. Taiwan Mayer is deemed to be interested in the 300,000,000 shares held by BVI Mayer under the SFO.

附註：BVI Mayer為台灣美亞之全資附屬公司。根據證券及期貨條例，台灣美亞被視為擁有BVI Mayer所持有之300,000,000股股份之權益。

Save as disclosed above, as at 30 June 2006, the directors of the Company are not aware of any other person/entity (not being a director or a chief executive of the Company) who has interests or short positions in the shares and underlying shares of the Company, which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part IV of the SFO, or who is directly or indirectly interested in 10% or more of the shares of the Company or equity interest in any member of the Group representing 10% or more of the equity interest in such company.

除上文所披露者外，於二零零六年六月三十日，本公司董事並不知悉有任何其他人士／實體（並非本公司董事或主要行政人員）擁有根據證券及期貨條例第IV部第2及3分部之規定，須向本公司披露於本公司股份及相關股份之權益或淡倉，或直接或間接擁有本公司股份10%或以上之權益或本集團任何成員公司之股本權益（相當於該公司10%或以上之股本權益）

Share Option Scheme

The share option scheme was adopted on 24 May 2004 (the "Share Option Scheme") for the primary purpose of providing incentive and to recognize the contribution of the eligible participants to the growth of the Group and will expire on 24 May 2014. Under the Share Option Scheme, the Board may grant options to eligible full time employees, including any executive, non-executive and independent non-executive directors, and consultants or advisers of the Company and/or any of its subsidiaries.

Up to 30 June 2006, no options have been granted since the adoption of the Share Option Scheme. The total number of shares in respect of which options may be granted under the Share Option Scheme and any other option schemes is not permitted to exceed 30% of the issued share capital of the Company from time to time, without prior approval from the Company's shareholders. The number of shares in respect of which options may be granted to any individual in any year is not permitted to exceed 1% of the issued share capital of the Company, without prior approval from the Company's shareholders.

Options may be exercised at any time from the date of grant to the 10 years of the date of grant. No minimum period for which an option must be held is required. The exercise price, which is determined by the Board, is the highest of: (i) the closing price per share on the date of grant; (ii) the average closing price per share for the five business days immediately preceding the date of grant; and (iii) the nominal value of a share.

Purchase, Sale and Redemption of the Company's Listed Securities

During the Period, there was no purchase, sale or redemption by the Company, or any of its subsidiaries, of the Company's listed shares.

購股權計劃

本公司於二零零四年五月二十四日採納購股權計劃(「購股權計劃」)，旨在向合資格參與者給予獎勵，以表揚彼等為本集團之增長作出之貢獻，並將於二零一四年五月二十四日屆滿。根據購股權計劃，董事會可向合資格之全職僱員(包括本公司及／或其任何附屬公司之任何執行董事、非執行董事及獨立非執行董事以及顧問或諮詢人)授出購股權。

截至二零零六年六月三十日，自購股權計劃獲採納以來並無授出任何購股權。在未經本公司股東事先批准下，根據購股權計劃及任何其他購股權計劃可能授出之購股權所涉及之股份總數不得超過本公司不時已發行股本之30%。在未經本公司股東事先批准下，於任何年度向任何個人可能授出之購股權所涉及之股份數目不得超過本公司已發行股本之1%。

購股權可由其授出日期至該日起計10年內隨時行使。概無規定必須持有購股權之最短期間。董事會所釐定之行使價必須為以下各項之最高者：(i)股份於授出日期之每股收市價；(ii)股份於緊接授出日期前五個營業日之平均每股收市價；及(iii)股份面值。

購買、出售或贖回本公司上市證券

於本期間，本公司或其任何附屬公司概無購買、出售或贖回本公司之上市股份。

Directors' Right to Acquire Shares

At no time during the Period were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any directors, supervisors or their respective spouse or minor children, or were any such rights exercised by them; or was the Company, or any of its subsidiaries a party to any arrangement to enable the directors to acquire such rights in any other body corporate.

Dividends

No dividend was paid during the period of six months ended 30 June 2006. The directors do not recommend the payment of an interim dividend for the period.

Audit Committee

The interim financial report of the Company for the six months ended 30 June 2006 has been reviewed by the Audit Committee comprising the three independent non-executive directors of the Company. At the request of the directors, the interim financial statements have also been reviewed by our auditors, CCIF CPA Limited, in accordance with Statement of Auditing Standard 700 "Engagement to Review Interim Financial Reports" issued by the Hong Kong Institute of Certified Public Accountants and an unmodified review report has been issued.

Remuneration Committee

The Remuneration Committee was established on 22 August 2005 and is comprised of three independent non-executive directors, one non-executive director and one executive director (as the Committee Chairman).

董事購入股份之權利

於本期間任何時間，任何董事、監事或彼等各自之配偶或未成年之子女概無獲授可藉購入本公司之股份或債權證而獲得利益之權利；而彼等亦概無行使任何該等權利；亦概無與本公司或其任何附屬公司訂立任何安排致使董事可於任何其他法人團體獲得該等權利。

股息

於二零零六年六月三十日止六個月內不會派付任何股息。本公司董事會並不建議派付該期間之中期股息。

審核委員會

審核委員會(包括本公司三名獨立非執行董事)已審閱本公司截至二零零六年六月三十日止六個月之中期財務報告。應董事要求，中期財務報表亦已由本公司核數師陳葉馮會計師事務所有限公司按照香港會計師公會頒布之核數準則第700條「審閱中期財務報告之委聘」進行審閱，並已就此發出未有修訂之審閱報告。

薪酬委員會

薪酬委員會於二零零五年八月二十二日成立，由三位獨立非執行董事、一位非執行董事及一位執行董事(為委員會主席)組成。

Remuneration Committee (Cont'd)

The committee determines the compensation structure and rewards for the chief executive officer and other executive directors and monitors the policies being applied in remunerating other senior executives in the Group. In addition, it has responsibility for reviewing and making appropriate recommendations to the Board on management development and succession plans for executive directors and senior management levels.

The fundamental policy underlying the Company's remuneration and incentive schemes is to link total compensation for senior management with the achievement of annual and long-term performance goals. By providing total compensation at competitive industry levels for delivering on-target performance, the Company seeks to attract, motivate and retain key executives essential to its long-term success. Senior management incentive schemes include any equity component that is designed to align the long-term interest of management with those of shareholders.

Nomination Committee

The Nomination Committee was established on 22 August 2005 and is comprised of three independent non-executive directors, one non-executive director and one executive director (as the Committee Chairman).

The committee is responsible for the identification and evaluation of candidates for appointment or reappointment as a director, as well as the development and maintenance of the Group's overall corporate governance policies and practices.

薪酬委員會(續)

委員會負責釐定行政總裁及其他執行董事之薪酬結構及獎勵計劃，並監控適用於本集團其他高級行政人員之薪酬政策。此外，委員會亦負責檢討管理層發展及執行董事與高級管理人員之接任規劃，並就此向董事會提出合適建議。

本公司薪酬及獎勵計劃之基本政策乃全面獎勵高級管理人員在達到年度及長期表現目標所作出之努力。透過向表現達致目標之僱員提供於業內具競爭力之獎勵，本公司致力招攬、激勵及留聘主要行政人員以達到公司之長遠成就。高級管理人員獎勵計劃包括任何股本組成部分，務求令管理層與股東之長遠利益一致。

提名委員會

提名委員會於二零零五年八月二十二日成立，由三位獨立非執行董事、一位非執行董事及一位執行董事(為委員會主席)組成。

委員會負責物色及評估合適人選，以委任或續聘為董事，並負責發展及維持本集團整體企業管治方針與慣例。

Model code for securities transactions by directors

The Company has adopted the code of conduct regarding directors' securities transactions as set out in the Model Code of the Listing Rules. Following specific enquiry by the Company, all directors confirmed that they have complied with the required standards as set out in the Model Code throughout the accounting period covered by the interim report.

Code on Corporate Governance Practices

The Company has complied with the code provisions laid down in the Code on Corporate Governance Practices (the "Code") as set out in Appendix 14 of the Listing Rules throughout the six months ended 30 June 2006, except for the code provisions (i) A.2.1. whereas there is no separation of the role of Chairman and Chief Executive Officer. Mr. Lai Yueh-hsing currently assumes the role of both the Chairman and the Chief Executive Officer; and (ii) A.4.1 whereas all non-executive directors of the Company are not appointed for a specific term as they are subject to retirement and rotation in accordance with the Company's articles of association.

By Order of the Board
Lai Yueh-hsing
Chairman

Hong Kong, 25 September 2006

董事進行證券交易的標準守則

本公司採納上市規則內的標準守則所載有關董事買賣本公司股份的守則。經本公司特別查詢後，全體董事確認彼等於中期報告所涵蓋之會計期間內已遵守標準守則所載的規定。

企業管治常規守則

本公司在截至二零零六年六月三十日止六個月內一直遵守聯交所證券上市規則附錄十四所載之企業管治常規守則(該「守則」)內所載之守則條文，惟以下除外：(i)守則條文第A.2.1條，主席及行政總裁之角色並無分開，賴粵興先生現時擔任主席及行政總裁兩個角色；及(ii)守則條文第A.4.1條，本公司所有非執行董事之委任未有特定限期，而彼等須按本公司之章程細則退任及輪值。

承董事會命
主席
賴粵興

香港，二零零六年九月二十五日

CONDENSED CONSOLIDATED INCOME STATEMENT 簡明綜合收益表

For the six months ended 30 June 2006 截至二零零六年六月三十日止六個月

The board of directors of Mayer Holdings Limited (the "Company") is pleased to announce the unaudited condensed consolidated results of the Company and its subsidiaries (collectively the "Group") for the six months ended 30 June 2006 (the "Period")

美亞控股有限公司(「本公司」)之董事會謹此欣然宣佈本公司及其附屬公司(合稱「本集團」)截至二零零六年六月三十日止六個月未經審核簡明綜合業績。

		Six months ended 30 June 截至六月三十日止六個月		
		2006	2005	
		(Unaudited)	(Unaudited)	
		(未經審核)	(未經審核)	
		RMB'000	RMB'000	
		千元人民幣	千元人民幣	
	Note 附註			
TURNOVER	營業額	3	467,373	546,105
COST OF SALES	銷售成本		(450,184)	(507,791)
GROSS PROFIT	毛利		17,189	38,314
Other revenue	其他收益	4	3,562	777
Other income	其他收入	5	4,000	2,622
Distribution costs	分銷成本		(6,960)	(4,829)
Administrative expenses	行政開支		(16,931)	(15,632)
Other operating expenses	其他經營開支		(2,905)	(565)
(Loss)/Profit from operations	經營(虧損)/溢利	6	(2,045)	20,687
Finance costs	融資成本	7	(12,482)	(5,076)
(Loss)/Profit before taxation	除稅前(虧損)/溢利		(14,527)	15,611
Taxation	稅項	8	(100)	(1,903)
(Loss)/Profit for the Period	期內(虧損)/溢利		(14,627)	13,708
Attributable to:	應佔:			
Equity holders of the Company	本公司股權持有人		(10,025)	9,970
Minority interests	少數股東權益		(4,602)	3,738
			(14,627)	13,708
INTERIM DIVIDEND	中期股息	9	-	-
(Loss)/Earnings per share for (loss)/profit attributable to the equity holders of the Company during the Period	期內本公司股權持有人應佔(虧損)/溢利之每股(虧損)/盈利			
- Basic	- 基本	10	(2.5) cents 分	2.5 cents分
- Diluted	- 攤薄		N/A不適用	N/A不適用

CONDENSED CONSOLIDATED BALANCE SHEET 簡明綜合資產負債表

At 30 June 2006 於二零零六年六月三十日

		30 June 2006 二零零六年 六月三十日 (Unaudited) (未經審核) RMB'000 千元人民幣	31 December 2005 二零零五年 十二月三十一日 (Audited) (經審核) RMB'000 千元人民幣
ASSETS			
Non-current assets	資產 非流動資產		
Property, plant and equipment	物業、機器及設備	11	195,160
Leasehold land and land use rights for own use under operating lease	根據經營租賃持有作自用之租賃土地及土地使用權	8,749	8,860
Available-for-sale financial assets	可供出售金融資產	720	720
Intangible assets	無形資產	12,708	12,708
Deferred tax assets	遞延稅項資產	27	27
		224,846	217,475
Current assets	流動資產		
Inventories	存貨	177,770	212,867
Trade receivables	貿易應收帳款	12	299,529
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	21,165	16,340
Amount due from a related company	應收關聯公司款項	2,827	2,733
Taxation recoverable	可收回稅項	1,613	1,596
Time deposits	定期存款	77,869	95,747
Cash and cash equivalents	現金及現金等值項目	27,253	27,136
		585,054	655,948
LIABILITIES	負債		
Current liabilities	流動負債		
Trade payables	貿易應付帳款	13	135,171
Other payables and accruals	其他應付款項及應計費用	45,755	29,648
Borrowings	借貸	14	379,025
		502,537	543,844
Net current assets	流動資產淨值	82,517	112,104
Total assets less current liabilities	總資產減流動負債	307,363	329,579
Non-current liabilities	非流動負債		
Borrowings	借貸	14	48,486
NET ASSETS	資產淨值	265,993	281,093

CONDENSED CONSOLIDATED BALANCE SHEET 簡明綜合資產負債表 (Continued 續)

At 30 June 2006 於二零零六年六月三十日

		30 June 2006 二零零六年 六月三十日 (Unaudited) (未經審核) RMB'000 千元人民幣	31 December 2005 二零零五年 十二月三十一日 (Audited) (經審核) RMB'000 千元人民幣
EQUITY	權益		
CAPITAL AND RESERVES	股本及儲備		
Issued capital	已發行股本	42,480	42,480
Reserves	儲備	158,246	168,744
Proposed final dividend	擬派末期股息	4,000	4,000
Attributable to equity holders of the Company	本公司權益持有人應佔權益	204,726	215,224
Minority interests	少數股東權益	61,267	65,869
TOTAL EQUITY	總權益	265,993	281,093

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

簡明綜合權益變動表

For the six months ended 30 June 2006 截至二零零六年六月三十日止六個月

Attributable to equity holders of the Company
本公司權益持有人應佔權益

		Issued capital	Share premium	Special reserve	Statutory surplus reserve	Statutory public welfare fund	Translation reserve	Retained profits	Proposed final dividend	Minority interests	Total
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		千元人民幣	千元人民幣	千元人民幣	千元人民幣	千元人民幣	千元人民幣	千元人民幣	千元人民幣	千元人民幣	千元人民幣
At 1 January 2005, as previously reported	於二零零五年一月一日，如前所報	42,480	4,076	71,570	16,345	4,950	352	77,373	12,000	51,755	280,901
Opening adjustments – changes in fair value of derivative financial instruments	期初調整－衍生金融工具公平值之變動	-	-	-	-	-	-	(1,178)	-	(342)	(1,520)
At 1 January 2005, as restated	於二零零五年一月一日(重列)	42,480	4,076	71,570	16,345	4,950	352	76,195	12,000	51,413	279,381
Appropriations	分配	-	-	-	1,712	856	-	(2,568)	-	-	-
Profit for the period	期內溢利	-	-	-	-	-	-	9,970	-	3,738	13,708
Exchange differences arising from translation of foreign operations	換算海外業務產生之匯兌差額	-	-	-	-	-	(106)	-	-	-	(106)
Dividend paid	已付股息	-	-	-	-	-	-	(12,000)	-	-	(12,000)
At 30 June 2005 (Unaudited)	於二零零五年六月三十日(未經審核)	42,480	4,076	71,570	18,057	5,806	246	83,597	-	55,151	280,983
Acquisitions of a subsidiary	收購附屬公司	-	-	-	-	-	-	-	-	25,468	25,468
Appropriations	分配	-	-	-	(1,412)	(856)	-	2,286	-	-	18
Loss for the period	期內虧損	-	-	-	-	-	-	(9,662)	-	(3,286)	(12,948)
Exchange differences arising from translation of foreign operations	換算海外業務產生之匯兌差額	-	-	-	-	-	(964)	-	-	-	(964)
Dividend paid – 2004	已付股息－二零零四年	-	-	-	-	-	-	-	-	(11,464)	(11,464)
Proposed final dividend	擬派末期股息	-	-	(4,000)	-	-	-	-	4,000	-	-
At 31 December 2005 (Audited)	於二零零五年十二月三十一日(經審核)	42,480	4,076	67,570	16,645	4,950	(718)	76,221	4,000	65,869	281,093
Exchange differences arising from translation of foreign operations	換算海外業務產生之匯兌差額	-	-	-	-	-	(473)	-	-	-	(473)
Loss for the period	期內虧損	-	-	-	-	-	-	(10,025)	-	(4,602)	(14,627)
At 30 June 2006 (Unaudited)	於二零零六年六月三十日(未經審核)	42,480	4,076	67,570	16,645	4,950	(1,191)	66,196	4,000	61,267	265,993

CONDENSED CONSOLIDATED CASH FLOW STATEMENT 簡明綜合現金流量表

For the six months ended 30 June 2006 截至二零零六年六月三十日止六個月

		Six months ended 30 June 截至六月三十日止六個月	
		2006 二零零六年 (Unaudited) (未經審核) RMB'000 千元人民幣	2005 二零零五年 (Unaudited) (未經審核) RMB'000 千元人民幣
NET CASH INFLOW/(OUTFLOW) FROM OPERATING ACTIVITIES	經營業務之現金 流入／(流出) 淨額	90,367	(37,766)
INVESTING	投資		
Proceeds on disposal of property, plant and equipment	出售物業、機器及 設備所得款項	1,508	-
Purchase of property, plant and equipment	購買物業、機器及 設備	(24,542)	(33,027)
Interest received	已收利息	899	446
NET CASH OUTFLOW FROM INVESTING ACTIVITIES	投資活動之現金流出淨額	(22,135)	(32,581)
NET CASH INFLOW/(OUTFLOW) BEFORE FINANCING	融資前之現金流入／ (流出) 淨額	68,232	(70,347)
FINANCING	融資		
New borrowings raised	新增借貸	318,577	522,608
Repayment of borrowings	償還借貸	(373,737)	(462,050)
Dividend paid	已付股息	-	(12,000)
Interest paid	已付利息	(12,482)	(5,076)
NET CASH (OUTFLOW)/INFLOW FROM FINANCING	融資之現金(流出)／ 流入淨額	(67,642)	43,482
INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	現金及現金等值項目 增加／(減少)	590	(26,865)
EFFECT OF FOREIGN EXCHANGE RATE CHANGES	外幣匯率變動影響	(473)	-
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE PERIOD	期初之現金及 現金等值項目	27,136	103,481
CASH AND CASH EQUIVALENTS AT END OF THE PERIOD	期終之現金及 現金等值項目	27,253	76,616

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

財務報表附註

30 June 2006 二零零六年六月三十日

1. BASIS OF PREPARATION

The unaudited condensed financial statements have been prepared in accordance with the applicable disclosure requirements of Appendix 16 to the Listing Rules on the Stock Exchange and with Hong Kong Accounting Standard (the “HKAS”) 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”).

2. CHANGES IN ACCOUNTING POLICIES

In the current interim period, the Group has adopted, for the first time, a number of new Hong Kong Financial Reporting Standards (“HKFRSs”), Hong Kong Accounting Standards (“HKASs”) and Interpretations (hereinafter collectively referred to as “new HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) that are relevant to its operations. This includes the following new, revised and renamed standards:

HKAS 19 (Amendment)	Employee Benefits – Actuarial Gains and Losses, Group Plans and Disclosures
HKAS 21 (Amendment)	The Effect of Changes in Foreign Exchange Rate – Net Investment in a Foreign Operation
HKAS 39 (Amendment)	Cash Flow Hedge Accounting of Forecast Intragroup Transactions
HKAS 39 (Amendment)	The Fair Value Option
HKAS 39 and HKFRS 4 (Amendment)	Financial Guarantee Contracts
HKFRS 6	Exploration for and Evaluation of Mineral Resources
HK (IFRIC)-Int 4	Determining whether an Arrangement contains a Lease
HK (IFRIC)-Int 5	Rights to interests Arising from Decommissioning, Restoration and Environmental Rehabilitation Funds
HK (IFRIC)-Int 6	Liabilities arising from Participating in a Specific Market – Waste Electrical and Electronic Equipment

1. 編製基準

未經審核簡明綜合財務報表已根據聯交所上市規則附錄16號適用披露規定及香港會計師公會（「香港會計師公會」）頒佈之香港會計準則（「香港會計準則」）第34號「中期財務報告」編製。

2. 會計政策變動

於本中期期間，本集團首次採納香港會計師公會（「香港會計師公會」）頒佈之若干與本集團業務有關之新訂香港財務報告準則、香港會計準則及詮釋（統稱「新訂香港財務報告準則」），包括下列各項新訂、經修訂及重新命名準則：

香港會計準則第19號 (經修訂)	僱員福利－精算損益、集團計劃及披露
香港會計準則第21號 (經修訂)	外幣匯率變動之影響－海外業務之淨投資
香港會計準則第39號 (經修訂)	預測集團內公司間交易之現金流量對沖會計法
香港會計準則第39號 (經修訂)	選擇以公平值列賬
香港會計準則第39號 及香港財務報告準則 第4號(經修訂)	財務擔保合約
香港財務報告準則第6號	礦產資源之開採和評估
香港國際財務報告詮釋 委員會－詮釋第4號	釐定一項安排是否包含租賃
香港國際財務報告詮釋 委員會－詮釋第5號	對拆卸、復原及環境復修基金權益之權利
香港國際財務報告詮釋 委員會－詮釋第6號	參與特殊市場－電氣及電子設備廢料－產生之負債

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

財務報表附註 (Continued 續)

30 June 2006 二零零六年六月三十日

2. CHANGES IN ACCOUNTING POLICIES (Cont'd)

(a) New standards or interpretations that have been issued but are not yet effective

At the date of authorisation of the financial statements, the Group has not early adopted the following new standards and interpretations which have been issued but not yet effective. The Directors anticipate that the adoption of these standards or interpretations or amendments will have no material impact on the financial statements of the Company and the Group and will not result in substantial changes to the Group's accounting policies.

HKAS 1 (Amendment)	Presentation of Financial Statements: Capital Disclosures ¹
HKFRS 1 (Amendment)	First-time Adoption of Hong Kong Financial Reporting Standards ²
HKFRS 7	Financial Instruments: Disclosures ¹
HK (IFRIC)-Int 7	Applying the Restatement Approach Under HKAS 29 Financial Reporting in Hyperinflationary Economies ³

- 1 Effective for annual periods beginning on or after 1 January 2007
- 2 Effective for annual periods beginning on or after 1 January 2006
- 3 Effective for annual periods beginning on or after 1 March 2006

2. 會計政策變動 (續)

(a) 已頒佈但未生效之新訂準則或詮釋

於批准財務報表當日，本集團並無提早採納以下已頒佈但未生效之新訂準則及詮釋。董事預期採納該等準則、詮釋或修訂對本公司及本集團財務報表不會有重大影響，且將不會對本集團之會計政策有任何重大變動。

香港會計準則 第1號(經修訂)	財務報表之呈列：資本披露 ¹
香港會計師公會 準則第1號 (經修訂)	首次採納香港財務報告準則 ²
香港財務報告 準則第7號	金融工具：披露 ¹
香港國際財務 報告詮釋委 員會－詮釋 第7號	採用根據香港會計準則第29號「惡性通脹經濟財務申報之重列處理法」 ³

- 1 於二零零七年一月一日或之後開始的年度期間生效
- 2 於二零零六年一月一日或之後開始的年度期間生效
- 3 於二零零六年三月一日或之後開始的年度期間生效

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

財務報表附註 (Continued 續)

30 June 2006 二零零六年六月三十日

3. TURNOVER AND SEGMENT INFORMATION

Turnover represents the net amounts received and receivable for sale of goods by the Group to outside customers.

In accordance with the Group's internal financial reporting, the Group has determined that business segments be presented as the primary reporting format and geographical as the secondary reporting format. Segment information is presented by way of two segment formats: (a) on a primary segment reporting basis, by business segment; and (b) on a secondary segment reporting basis, by geographical segment.

(a) Business segments

The Group comprises the following main business segments:

- (i) Steel – the manufacture and trade of steel pipes, steel sheets and other products made of steel.
- (ii) Aluminium – the design, develop, manufacture and trade of aluminium forged and forged-spun wheels and other spare parts for automobiles.

3. 營業額及分部資料

營業額指本集團向外界客戶銷售貨品已收及應收之款項淨額。

根據本集團內部財務報告，本集團決定以業務分部為主要報告形式，及以地區分部為次要報告形式。分部資料乃按兩種分部形式呈列：(a)以業務劃分之主要分部呈報基準；及(b)以地區市場劃分之次要分部呈報基準。

(a) 業務分部

本集團有以下主要業務分部：

- (i) 鋼－製造及買賣鋼管、鋼片及其他鋼材產品。
- (ii) 鋁－設計、開發、製造及買賣鍛造鋁合金車輪及鍛造車輪及其他汽車零件。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

財務報表附註 (Continued 續)

30 June 2006 二零零六年六月三十日

3. TURNOVER AND SEGMENT INFORMATION 3. 營業額及分部資料 (續)

(Cont'd)

(a) Business segments (Cont'd)

(a) 業務分部 (續)

		Steel 鋼		Aluminium 鋁		Consolidated 綜合	
		Six months ended 30 June 截至六月三十日 止六個月		Six months ended 30 June 截至六月三十日 止六個月		Six months ended 30 June 截至六月三十日 止六個月	
		2006 二零零六年 (Unaudited) (未經審核) RMB'000 千元人民幣	2005 二零零五年 (Unaudited) (未經審核) RMB'000 千元人民幣	2006 二零零六年 (Unaudited) (未經審核) RMB'000 千元人民幣	2005 二零零五年 (Unaudited) (未經審核) RMB'000 千元人民幣	2006 二零零六年 (Unaudited) (未經審核) RMB'000 千元人民幣	2005 二零零五年 (Unaudited) (未經審核) RMB'000 千元人民幣
Revenue	收入						
- External sales	- 對外銷售	417,498	546,105	49,875	-	467,373	546,105
Segment results	分部業績	3,177	23,605	(1,982)	-	1,195	23,605
Unallocated operating income and expenses	未分配經營 收入及開支					(3,240)	(2,918)
(Loss)/Profit from operations	經營(虧損)/溢利					(2,045)	20,687
Finance costs	融資成本					(12,482)	(5,076)
Taxation	稅項					(100)	(1,903)
(Loss)/Profit for the period	期內(虧損)/溢利					(14,627)	13,708

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

財務報表附註 (Continued 續)

30 June 2006 二零零六年六月三十日

3. TURNOVER AND SEGMENT INFORMATION (Cont'd)

3. 營業額及分部資料 (續)

(b) Geographical segments

(b) 地區分部

The Group's revenue and segment results, analysed by geographical markets are as follows:

按本集團資產所處地區劃分之收入及分部業績之分析如下。

		Revenue 收入		Segment Results 分部業績	
		Six months ended 30 June 截至六月三十日 止六個月		Six months ended 30 June 截至六月三十日 止六個月	
		2006 二零零六年 (Unaudited) (未經審核) RMB'000 千元人民幣	2005 二零零五年 (Unaudited) (未經審核) RMB'000 千元人民幣	2006 二零零六年 (Unaudited) (未經審核) RMB'000 千元人民幣	2005 二零零五年 (Unaudited) (未經審核) RMB'000 千元人民幣
Mainland China	中國大陸	425,478	546,105	2,839	23,605
United States	美國	38,914	-	(1,506)	-
Others	其他	2,981	-	(138)	-
		467,373	546,105	1,195	23,605

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

財務報表附註 (Continued 續)

30 June 2006 二零零六年六月三十日

4. OTHER REVENUE

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

4. 其他收益

本集團之其他收益分析如下：

		Six months ended 30 June 截至六月三十日止六個月	
		2006 二零零六年 (Unaudited) (未經審核) RMB'000 千元人民幣	2005 二零零五年 (Unaudited) (未經審核) RMB'000 千元人民幣
Other revenue	其他收益		
Interest income	利息收入	899	446
Rental income	租金收入	2,518	248
Consultancy fee	顧問費用	145	83
		3,562	777

5. OTHER INCOME

5. 其他收入

		Six months ended 30 June 截至六月三十日止六個月	
		2006 二零零六年 (Unaudited) (未經審核) RMB'000 千元人民幣	2005 二零零五年 (Unaudited) (未經審核) RMB'000 千元人民幣
Scrap sales	廢料銷售	2,839	2,534
Exchange gains, net	匯兌收益淨額	234	51
Fair value gain on foreign currency contracts	外幣合約之 公平值增加	124	-
Sundry income	雜項收入	803	37
		4,000	2,622

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

財務報表附註 (Continued 續)

30 June 2006 二零零六年六月三十日

6. (LOSS)/PROFIT FROM OPERATIONS

(Loss)/Profit from operations has been arrived at after charging:

6. 經營(虧損)/溢利

經營(虧損)/溢利已扣除下列各項：

		Six months ended 30 June	
		截至六月三十日止六個月	
		2006	2005
		二零零六年	二零零五年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		RMB'000	RMB'000
		千元人民幣	千元人民幣
Cost of inventories recognised as expenses	確認為開支之存貨成本	450,152	506,116
Depreciation	折舊	16,308	4,737
Amortisation of operating lease prepayment	經營租約預付款項之攤銷	111	111
Loss on disposal of property, plant and equipment, net	出售物業、機器及設備之虧損淨額	6	-
Operating leases in respect of	經營租約：		
- rented premises	- 租賃物業	1,074	60
- motor vehicles	- 汽車	423	67
Impairment loss on trade receivables	貿易應收帳款減值虧損	50	-
Contribution to defined contribution retirement schemes	定額供款退休計劃之供款	786	956
Staff costs (including directors' remuneration)	僱員成本 (包括董事酬金)	18,660	3,380

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

財務報表附註 (Continued 續)

30 June 2006 二零零六年六月三十日

7. FINANCE COSTS

7. 融資成本

		Six months ended 30 June 截至六月三十日止六個月	
		2006	2005
		二零零六年	二零零五年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		RMB'000	RMB'000
		千元人民幣	千元人民幣
Interest on bank and other borrowings wholly repayable	須於以下期間全數償還之銀行及其他借貸之利息		
– within five years	– 五年內	12,175	5,076
– after five years	– 五年後	307	–
		12,482	5,076

8. TAXATION

8. 稅項

The charge comprises:

稅項支出包括：

		Six months ended 30 June 截至六月三十日止六個月	
		2006	2005
		二零零六年	二零零五年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		RMB'000	RMB'000
		千元人民幣	千元人民幣
Income tax	所得稅		
Current period	本期間	100	1,903
Deferred taxation	遞延稅項	–	–
		100	1,903

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

財務報表附註 (Continued 續)

30 June 2006 二零零六年六月三十日

8. TAXATION (Cont'd)

Pursuant to the tax authorities in the PRC, Guangzhou Mayer Corporation Limited ("Guangzhou Mayer") is entitled to a preferential rate on PRC enterprise income tax of 10% for 2005 to 2006 (2004: 7.5%). The charge of PRC enterprise income tax for the Period has been provided for after taking these tax incentives into account.

Income tax of the other companies comprising the Group is calculated at tax rates applicable to the jurisdictions in which they are incorporated/registered.

9. INTERIM DIVIDEND

No interim dividend has been paid or declared by the Company for the six months ended 30 June 2006 and 2005.

10. (LOSS)/EARNINGS PER SHARE

The calculations of the basic (loss)/earnings per share is based on the net loss from ordinary activities attributable to equity holders for the Period of approximately RMB10,025,000 (30 June 2005: Net profit of RMB9,970,000) and the weighted average of 400,000,000 (30 June 2005: 400,000,000 shares) shares in issue during the period.

There were no potential dilutive shares in existence for the six months ended 30 June 2006 and 2005, and accordingly, no diluted earnings per share amount has been presented.

11. PROPERTY, PLANT AND EQUIPMENT

During the Period, the Group acquired property, plant and equipment of approximately RMB24,542,000.

8. 稅項 (續)

根據中國稅務部門之規定，廣州美亞股份有限公司（「廣州美亞」）於二零零五年至二零零六年間有權享有10%之中國企業所得稅優惠稅率（二零零四年：7.5%）。本期間之中國企業所得稅支出已作撥備，並就上述稅務優惠作出調整。

本集團屬下其他公司之所得稅乃按其註冊成立／註冊所在司法權區之有關稅率計算。

9. 中期股息

本公司於二零零五年及二零零六年六月三十日止六個月並無支付或宣派中期股息。

10. 每股（虧損）／盈利

每股基本盈利乃根據本期間權益持有人應佔日常業務純虧損約10,025,000元人民幣（二零零五年六月三十日：純利9,970,000元人民幣）及本年度已發行股份之加權平均數400,000,000股（二零零五年六月三十日：400,000,000股）計算。

由於截至二零零六年及二零零五年六月三十日止六個月並無潛在攤薄股份，故無呈列每股攤薄盈利。

11. 物業、機器及設備

期內，本集團購入約值24,542,000元人民幣之物業、機器及設備。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

財務報表附註 (Continued 續)

30 June 2006 二零零六年六月三十日

12. TRADE RECEIVABLES

The Group has a policy of allowing an average credit period of 30-100 days to its trade customers and may be extended to selected customers depending on their trade volume and settlement with the Group.

An ageing analysis of trade receivables is as follows:

12. 貿易應收帳款

本集團給予貿易客戶之信貸期平均介乎30至100日，或會就特定客戶之交易量及向本集團還款之紀錄而延長。

貿易應收帳款之帳齡分析如下：

		30 June 2006	31 December 2005
		二零零六年 六月三十日	二零零五年 十二月三十一日
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
		<i>RMB'000</i>	<i>RMB'000</i>
		千元人民幣	千元人民幣
1-30 days	1至30日	82,485	70,501
31-60 days	31至60日	55,861	70,294
61-90 days	61至90日	57,471	58,240
91-180 days	91至180日	77,513	92,283
Over 180 days	180日以上	14,653	19,637
		287,983	310,955
Provision for impairment of receivables	應收帳款減值撥備	(11,426)	(11,426)
		276,557	299,529

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

財務報表附註 (Continued 續)

30 June 2006 二零零六年六月三十日

13. TRADE PAYABLES

An ageing analysis of the trade payables is as follows:

13. 貿易應付帳款

貿易應付帳款之帳齡分析如下：

		30 June 2006 二零零六年 六月三十日 (Unaudited) (未經審核) RMB'000 千元人民幣	31 December 2005 二零零五年 十二月三十一日 (Audited) (經審核) RMB'000 千元人民幣
1-30 days	1至30日	49,923	35,555
31-60 days	31至60日	38,637	26,135
61-90 days	61至90日	25,605	23,267
91-180 days	91至180日	11,244	33,361
Over 180 days	180日以上	392	16,853
		125,801	135,171

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財務報表附註 (Continued 續)

30 June 2006 二零零六年六月三十日

14. BORROWINGS

At the balance sheet dates, the borrowings were repayable as follows:

14. 借貸

於結算日，借貸須於下列限期償還：

		30 June 2006	31 December 2005
		二零零六年 六月三十日	二零零五年 十二月三十一日
		(Unaudited)	(Audited)
		RMB'000	RMB'000
		千元人民幣	千元人民幣
Within 1 year or on demand	一年內或按要求	340,060	365,511
After 1 year but within 2 years	一年後至兩年內	21,803	32,302
After 2 years but within 5 years	兩年後至五年內	2,898	11,100
After 5 years	五年後	7,590	18,598
		372,351	427,511
Current portion	流動部分	(330,981)	(379,025)
		41,370	48,486
Non-current portion	非流動部分		

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財務報表附註 (Continued 續)

30 June 2006 二零零六年六月三十日

14. BORROWINGS (Cont'd)

14. 借貸 (續)

At the balance sheet dates, the borrowings were secured as follows:

於結算日，借貸由下列資產作出抵押：

		30 June 2006 二零零六年 六月三十日 (Unaudited) (未經審核) RMB'000 千元人民幣	31 December 2005 二零零五年 十二月三十一日 (Audited) (經審核) RMB'000 千元人民幣
Bank loans	銀行貸款：		
– Corporate guarantees by Group companies	– 由集團公司出具公司擔保	104,557	153,320
– Secured by plant and machinery	– 以廠房及機器作抵押	8,456	23,233
– Secured by freehold land and land use rights	– 以永久業權土地及土地使用權作抵押	70,230	72,635
		183,243	249,188
– Unsecured	– 無抵押	178,959	151,316
Other loans	其他貸款		
– Secured by plant and machinery	– 由廠房及機器作抵押	10,149	27,007
		372,351	427,511

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財務報表附註 (Continued 續)

30 June 2006 二零零六年六月三十日

15. OPERATING LEASE COMMITMENTS

At the balance sheet dates, the Group had outstanding commitments for future minimum lease payments under non- cancellable operating leases in respect of motor vehicles and rented premises which fall due as follows:

15. 經營租約承擔

於結算日，本集團就汽車及租賃物業根據於下列期限屆滿之不可撤銷經營租約之未償還日後最低租金承擔如下：

		30 June 2006 二零零六年 六月三十日 (Unaudited) (未經審核) RMB'000 千元人民幣	31 December 2005 二零零五年 十二月三十一日 (Audited) (經審核) RMB'000 千元人民幣
Motor vehicles	汽車		
Within one year	一年內	436	436
Rented premises	租賃物業		
Within one year	一年內	1,071	1,193
In the second to fifth years inclusive	第二至五年 (包括首尾兩年)	359	727
		1,430	1,920

Leases are negotiated for term of one to two years with fixed monthly rentals over the term of the leases.

租約之年期協定為一至兩年，而租期內之月租乃屬固定。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

財務報表附註 (Continued 續)

30 June 2006 二零零六年六月三十日

16. FUTURE OPERATING LEASE ARRANGEMENT

At the balance sheet dates, the Group had future aggregate minimum lease receipts under non-cancellable operating lease in respect of aircrafts as follows:

Within one year	一年內
In the second to fifth years inclusive	第二至五年(包括首尾兩年)

16. 未來經營租約安排

於結算日，本集團就飛機根據於下列期限屆滿之不可撤銷經營租約之未來最低租賃總收入如下：

30 June 2006	31 December 2005
二零零六年 六月三十日 (Unaudited) (未經審核)	二零零五年 十二月三十一日 (Audited) (經審核)
RMB'000	RMB'000
千元人民幣	千元人民幣
6,004	6,004
5,003	8,005
11,007	14,009

Lease is negotiated for term of three years with a fixed monthly rental over the term of the lease.

租約之年期協定為三年，而租期內之月租乃屬固定。

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財務報表附註 (Continued 續)

30 June 2006 二零零六年六月三十日

17. COMMITMENTS

17. 承擔

	30 June 2006 二零零六年 六月三十日 (Unaudited) (未經審核) RMB'000 千元人民幣	31 December 2005 二零零五年 十二月三十一日 (Audited) (經審核) RMB'000 千元人民幣
Capital expenditure contracted for but not provided in respect of acquisition of property, plant and equipment	6,994	4,054

The Company did not have any significant capital commitments at both balance sheet dates.

於兩年結算日，本公司並無任何重大資本承擔。

18. CONTINGENT LIABILITIES

18. 或然負債

At 30 June 2006, the Company has given corporate guarantees in favour certain banks to secure banking facilities of RMB145,263,000 (31 December 2005: RMB145,263,000) granted to subsidiaries of the Company. Out of these banking facilities, RMB58,588,000 was utilised by Guangzhou Mayer as at 30 June 2006 (31 December 2005: RMB96,983,000).

於二零零六年六月三十日，本公司就附屬公司獲授銀行信貸而向若干銀行提供公司擔保145,263,000元人民幣(二零零五年十二月三十一日：145,263,000元人民幣)。在該等銀行信貸中，廣州美亞截至二零零六年六月三十日已動用其中58,588,000元人民幣(二零零四年：96,983,000元人民幣)。

Apart from the above, the Company and the Group have no other material contingent liabilities at both balance sheet dates.

除上述者外，本公司及本集團於兩年結算日並無其他重大或然負債。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

財務報表附註 (Continued 續)

30 June 2006 二零零六年六月三十日

19. CONNECTED AND RELATED PARTY TRANSACTIONS

During the Period, the Group had the following connected and related party transactions which were conducted in the ordinary course of the Group's business:

- (i) On 28 September 2005, Guangzhou Mayer Corp., Limited ("Guangzhou Mayer"), a 77.52% subsidiary of the Group, had given a corporate guarantee in favour certain banks established under the laws of the PRC for revolving bank facilities up to a maximum amount of RMB60 million granted to Shanghai Fervent Alloy Wheel Manufacturing Co., Limited ("Shanghai Fervent"), a fellow subsidiary of the Company. Guangzhou Mayer will receive a back-to-back guarantee from Mayer Steel Pipe Corporation ("Taiwan Mayer") in respect of the granting of the Guarantees as a result of the default of Shanghai Fervent, Guangzhou Mayer shall have the right to be fully indemnified by Taiwan Mayer. In respect of the benefits of the Group, Guangzhou Mayer will receive an annual guarantee fee in cash amounting to 0.75% of the amount of the loan facilities which is payable after every six months as agreed between Shanghai Fervent and Guangzhou Mayer. The guarantee fee is arrived at after arm's length negotiations and on commercial basis.

19. 關連交易及關連人士交易

於期內，本集團在日常業務中進行之關連交易及關連人士交易如下：

- (i) 於二零零五年九月二十八日，本公司擁有77.52%權益之附屬公司廣州美亞股份有限公司（「廣州美亞」）就本公司附屬公司上海金合利鋁輪殼製造有限公司（「上海金合利」）獲授之循環銀行信貸向若干根據中國法律成立之銀行提供公司擔保，金額上限為60,000,000元人民幣。廣州美亞將就所提供之擔保接獲美亞鋼管廠股份有限公司（「台灣美亞」）之背對背擔保，倘若上海金合利未能還款，則廣州美亞有權獲得台灣美亞悉數賠償。為保障本集團利益，廣州美亞每年將收取按信貸額0.75%計算之擔保費（以現金支付），擔保費應按上海金合利與廣州美亞之協定每六個月到期支付。該擔保費乃按商業原則經公平協商議定。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

財務報表附註 (Continued 續)

30 June 2006 二零零六年六月三十日

19. CONNECTED AND RELATED PARTY TRANSACTIONS (Cont'd)

19. 關連交易及關連人士交易 (續)

(ii) In addition to the transactions and balances detailed elsewhere in these financial statements, the Group had the following material transactions with related parties during the period:

(ii) 除本財務報表其他部份另外詳述之交易及結餘外，本集團於年內與關連人士進行以下重大交易：

Name 姓名	Relationship 關係	Nature of transaction 交易性質	Six months ended 30 June 截至六月三十日止六個月	
			2006 二零零六年 (Unaudited) (未經審核) RMB'000 千元人民幣	2005 二零零五年 (Unaudited) (未經審核) RMB'000 千元人民幣
Lo Haw and his spouse 羅漢及其配偶	Director of the company 本公司董事	Rental paid (Note a) 已付租金 (附註a)	60	60
Daily Air Corporation 德安航空股份有限公司	Under common director 受共同董事控制	Rental income (Note b) 租金收入 (附註b)	2,518	330
		Consultancy fee income (Note b) 顧問費收入 (附註b)	145	-

Notes:

附註：

- (a) The rental, which was paid for a property owned by Mr. Lo Haw, a director of the Company, and his spouse was determined with reference to the prevailing market rental.
- (b) ROC Advance Limited ("ROC"), a wholly-owned subsidiary of the Group, entered into an aircraft lease agreement with Daily Air Corporation, a related company in which Mr. Huang Chun-fa has beneficial interest, pursuant to which, ROC leases two aircrafts at a monthly rental of US\$26,000 for each aircraft and provide consultancy services at a monthly fee of US\$10,000 to Daily Air Corporation for a term of three years commencing from 1 May 2005 to 30 April 2008. The transactions were conducted at terms mutually agreed.

- (a) 就羅漢先生(本公司董事)及其配偶所擁有之一項物業支付之租金乃參考現行市場租金釐定。
- (b) 本集團全資附屬公司鵬進有限公司(「鵬進」)就兩架飛機之租賃與一家關連公司德安航空股份有限公司(黃春發先生於其中擁有實益權益)訂立飛機租賃協議，鵬進就租用飛機每月每架飛機支付26,000美元。並由鵬進向德安航空股份有限公司提供顧問服務，自二零零五年五月一日至二零零八年四月三十日止，為期三年，每月10,000美元。交易乃按雙方同意之條款進行。

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財務報表附註 (Continued 續)

30 June 2006 二零零六年六月三十日

20. POST BALANCE SHEET EVENTS

In the announcement of the Company dated 30 June 2006, the ordinary resolutions as set out in the notice of the extraordinary general meeting (the "EGM") of the Company dated 12 June 2006 in relation to the possible connected transaction of the issuance of the Fullchamp Technologies Co., Ltd.'s 10,000,000 new shares at offer price of NTD12.5 per share (the "Fullchamp Offer Shares") to Taiwan Mayer and the New Aluminum Alloy Supply Agreement, were passed by way of poll. The Company intended not to subscribe for any share in the Fullchamp Offer Shares, as a result, the Company's equity interest in Fullchamp will be decreased from approximately 51.83% to 39.48% upon the completion of the Fullchamp Share Offer. On 8 September 2006, Fullchamp received payment in full under the Fullchamp Share Offer and accordingly, the Fullchamp Share Offer will be completed subject to further necessary consents and waivers have been obtained from the relevant regulatory authorities.

Further details are set out in the Company's announcements dated 26 May 2006 and 30 June 2006 and the circular dated 12 June 2006.

Save as disclosed above, the Group and the Company had no other material post balance sheet events at the balance sheet date.

21. ULTIMATE HOLDING COMPANY

The directors regards Mayer Steel Corporation, a company incorporated in the Republic of China, as being the ultimate holding company.

20. 結算日後事項

於日期為二零零六年六月三十日之本公司公佈，於日期為二零零六年六月十二日本公司之股東特別大會（「股東特別大會」）通告所載之普通決議案已以股數表決方式通過。該等決議案乃有關以每股（「富成發售股份」）發行價新台幣12.5元向台灣美亞發行富成金屬科技股份有限公司10,000,000新股之可能關連交易及新鋁合金供應協議。本公司無意認購於富成發售股份之任何股份，因此，本公司於富成之股權將於富成股份發售完成後由約51.83%減少至39.48%。於二零零六年九月八日，富成根據富成股份發售已收得全額款項，因此，富成股份發售待有關監管機構及其他有關第三方取得所需同意書及豁免後將可完成。

進一步詳情載於本公司日期為二零零六年五月二十六日及二零零六年六月三十日之公佈及二零零六年六月十二日之通函內。

除上文所披露者外，本集團及本公司於結算日並無重大結算日後事項。

21. 最終控股公司

董事認為於中華民國註冊成立之公司美亞鋼管廠股份有限公司為最終控股公司。