

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

(Incorporated in Bermuda with limited liability)

(在百慕達註冊成立的有限公司)

(Stock Code: 581)

(股份代號: 581)



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# Financial Highlights

## 財務摘要

### FINANCIAL SUMMARY

### 財務總結

		Six months ended 30 June Unaudited Consolidated 截至六月三十日止六個月 未經審核合併		
		2014 二零一四年 (RMB million) (人民幣百萬元)	2015 二零一五年 (RMB million) (人民幣百萬元)	2016 二零一六年 (RMB million) (人民幣百萬元)
Revenue	收入			
- Sale of self-manufactured steel products	- 銷售自行生產的鋼鐵產品	13,193	10,284	<b>10,213</b>
- Trading of steel products	- 鋼鐵產品貿易	562	124	<b>6</b>
- Trading of iron ore	- 鐵礦石貿易	1,776	447	<b>836</b>
- Sale of properties	- 銷售物業	36	53	<b>58</b>
- Others	- 其他	128	88	<b>338</b>
		<b>15,695</b>	<b>10,996</b>	<b>11,451</b>
Gross profit/(loss)	毛利/(毛虧)			
- Sale of self-manufactured steel products	- 銷售自行生產的鋼鐵產品	602	279	<b>1,382</b>
- Trading of steel products	- 鋼鐵產品貿易	13	(2)	<b>1</b>
- Trading of iron ore	- 鐵礦石貿易	72	24	<b>(40)</b>
- Sale of properties	- 銷售物業	9	5	<b>8</b>
- Others	- 其他	9	1	<b>24</b>
		<b>705</b>	<b>307</b>	<b>1,375</b>
EBITDA <sup>1</sup>	扣除所得稅、財務淨成本、折舊 及攤銷前溢利(EBITDA) <sup>1</sup>	850	717	<b>1,386</b>
Profit before income tax	除所得稅前溢利	134	37	<b>804</b>
Profit for the period	期內溢利	34	63	<b>541</b>
Profit for the period attributable to owners of the Company	期內本公司權益持有者 應佔溢利	37	74	<b>528</b>
Basic earnings per share (RMB)	每股基本收益(人民幣元)	0.013	0.025	<b>0.180</b>
			<b>As at</b>	
			<b>於</b>	
		31 December 2014 二零一四年 十二月三十一日 Audited 經審核 (RMB million) (人民幣百萬元)	31 December 2015 二零一五年 十二月三十一日 Audited 經審核 (RMB million) (人民幣百萬元)	<b>30 June 2016 二零一六年 六月三十日 Unaudited 未經審核 (RMB million) (人民幣百萬元)</b>
Net assets	資產淨值	9,772	8,912	<b>9,374</b>
Total assets	總資產	23,743	22,364	<b>19,439</b>
Net assets value per share (excluding non-controlling interests) (RMB)	每股資產淨值(豁除非控制 性權益)(人民幣元)	3.16	2.90	<b>3.09</b>

<sup>1</sup> China Oriental Group Company Limited (the "Company") defines EBITDA as profit for the period before finance costs-net, income tax expense, amortisation of intangible assets, amortisation of leasehold land and land use rights and depreciation.

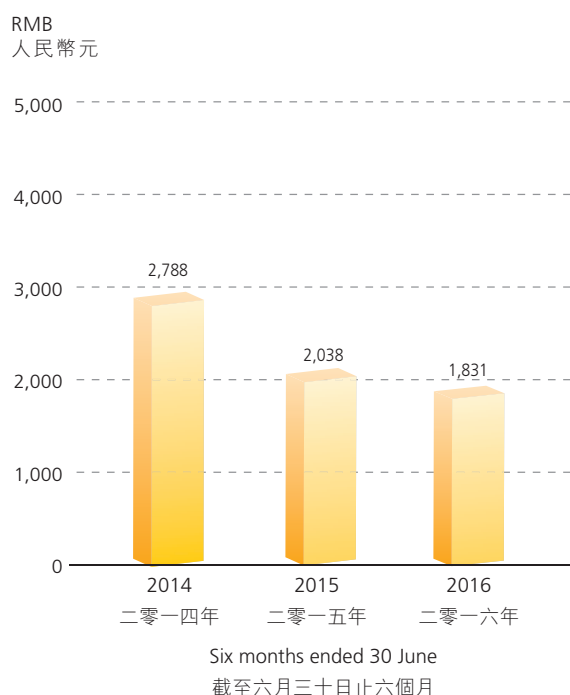
<sup>1</sup> 中國東方集團控股有限公司(「本公司」)對EBITDA的定義為扣除財務淨成本、所得稅費用、無形資產攤銷、租賃土地及土地使用權攤銷及折舊之期間的溢利。

### AVERAGE SELLING PRICE AND GROSS PROFIT/ (LOSS) PER TONNE OF SELF-MANUFACTURED STEEL PRODUCTS

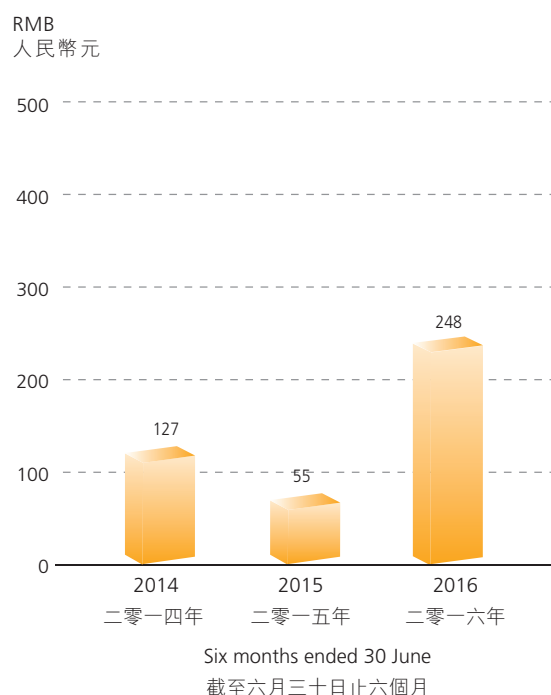
自行生產的鋼鐵產品每噸平均銷售單價  
及毛利／(毛虧)

		Six months ended 30 June Unaudited Consolidated 截至六月三十日止六個月 未經審核合併		
		2014 二零一四年 (RMB) (人民幣元)	2015 二零一五年 (RMB) (人民幣元)	2016 二零一六年 (RMB) (人民幣元)
Average selling price per tonne	每噸平均銷售單價	2,788	2,038	1,831
Gross profit/(loss) per tonne	每噸毛利／(毛虧)			
H-section steel products	H型鋼產品	159	85	240
Strips and strip products	帶鋼及帶鋼類產品	172	85	312
Cold rolled sheets and galvanised sheets	冷軋板及鍍鋅板	(166)	(229)	263
Billets	鋼坯	84	(31)	118
Rebar	螺紋鋼	38	43	196
Sheet piling	鋼板樁	212	136	291
Combined	綜合	127	55	248

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



**Average Gross Profit per Tonne**  
每噸平均毛利



# Financial Highlights

## 財務摘要

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

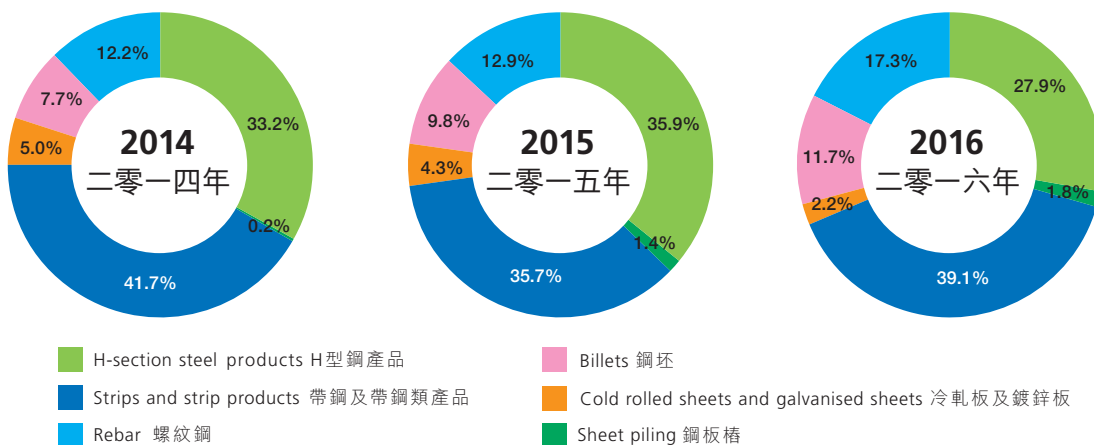
按產品種類劃分之自行生產的鋼鐵產品的銷售量

		Six months ended 30 June Unaudited Consolidated 截至六月三十日止六個月 未經審核合併		
		2014 二零一四年 (‘000 tonnes) (千噸)	2015 二零一五年 (‘000 tonnes) (千噸)	2016 二零一六年 (‘000 tonnes) (千噸)
H-section steel products	H型鋼產品	1,573	1,814	1,558
Strips and strip products	帶鋼及帶鋼類產品	1,973	1,800	2,182
Cold rolled sheets and galvanised sheets	冷軋板及鍍鋅板	237	218	122
Billets	鋼坯	362	492	653
Rebar	螺紋鋼	575	652	962
Sheet piling	鋼板樁	12	70	100
Total	合計	4,732	5,046	5,577

### Sales Volume of Self-manufactured Steel Products

自行生產的鋼鐵產品的銷售量

Six months ended 30 June  
截至六月三十日止六個月



## BOARD OF DIRECTORS

### Executive Directors

Mr. Han Jingyuan  
(Chairman and Chief Executive Officer)  
Mr. Zhu Jun  
(Executive Deputy General Manager and Chief Operating Officer)  
Mr. Shen Xiaoling  
Mr. Zhu Hao  
Mr. Han Li

### Non-executive Director

Mr. Ondra Otradovec

### Independent Non-executive Directors

Mr. Wong Man Chung, Francis  
Mr. Wang Tianyi  
Mr. Zhou Guoping  
(resigned on 1 April 2016)  
Mr. Wang Bing  
(appointed on 15 July 2016)

## COMPOSITION OF BOARD COMMITTEE

### AUDIT COMMITTEE

Mr. Wong Man Chung, Francis (Chairman)  
Mr. Wang Tianyi  
Mr. Zhou Guoping  
(resigned on 1 April 2016)  
Mr. Wang Bing  
(appointed on 15 July 2016)

### NOMINATION COMMITTEE

Mr. Han Jingyuan (Chairman)  
Mr. Wong Man Chung, Francis  
Mr. Wang Tianyi  
Mr. Zhou Guoping  
(resigned on 1 April 2016)  
Mr. Wang Bing  
(appointed on 15 July 2016)

### REMUNERATION COMMITTEE

Mr. Wong Man Chung, Francis (Chairman)  
Mr. Han Jingyuan  
Mr. Wang Tianyi  
Mr. Zhou Guoping  
(resigned on 1 April 2016)  
Mr. Wang Bing  
(appointed on 15 July 2016)

## 董事局

### 執行董事

韓敬遠先生  
(主席兼首席執行官)  
朱軍先生  
(常務副總經理兼首席運營官)  
沈曉玲先生  
朱浩先生  
韓力先生

### 非執行董事

Ondra Otradovec 先生

### 獨立非執行董事

黃文宗先生  
王天義先生  
周國平先生  
(於二零一六年四月一日辭任)  
王冰先生  
(於二零一六年七月十五日獲委任)

## 董事委員會架構

### 審核委員會

黃文宗先生(主席)  
王天義先生  
周國平先生  
(於二零一六年四月一日辭任)  
王冰先生  
(於二零一六年七月十五日獲委任)

### 提名委員會

韓敬遠先生(主席)  
黃文宗先生  
王天義先生  
周國平先生  
(於二零一六年四月一日辭任)  
王冰先生  
(於二零一六年七月十五日獲委任)

### 薪酬委員會

黃文宗先生(主席)  
韓敬遠先生  
王天義先生  
周國平先生  
(於二零一六年四月一日辭任)  
王冰先生  
(於二零一六年七月十五日獲委任)

## Corporate Information

### 公司資料

#### AUTHORISED REPRESENTATIVE

Mr. Zhu Hao  
Mr. Lam Pak Kan

#### COMPANY SECRETARY

Mr. Lam Pak Kan

#### REGISTERED OFFICE

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

#### PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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

#### BERMUDA PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

MUFG Fund Services (Bermuda) Limited

#### HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited

#### AUDITOR

PricewaterhouseCoopers

#### COMPANY'S WEBSITE

[www.chinaorientalgroup.com](http://www.chinaorientalgroup.com)

#### LIST OF PRINCIPAL BANKERS (IN ALPHABETICAL ORDERS)

ABN AMRO  
Agricultural Bank of China  
Bank of Communications  
China Construction Bank  
China Guangfa Bank  
China Minsheng Bank  
Nanyang Commercial Bank  
Natixis  
Ping An Bank  
Rabobank

#### 授權代表

朱浩先生  
林柏勤先生

#### 公司秘書

林柏勤先生

#### 註冊辦事處

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

#### 香港主要營業地點

香港灣仔  
港灣道23號  
鷹君中心9樓901-2及10室

#### 百慕達股份過戶登記總處

MUFG Fund Services (Bermuda) Limited

#### 香港股份過戶登記分處

卓佳證券登記有限公司

#### 核數師

羅兵咸永道會計師事務所

#### 公司網址

[www.chinaorientalgroup.com](http://www.chinaorientalgroup.com)

#### 主要往來銀行 (按英文次序排列)

荷蘭銀行  
中國農業銀行  
交通銀行  
中國建設銀行  
廣發銀行股份有限公司  
民生銀行  
南洋商業銀行  
法國外貿銀行  
平安銀行  
荷蘭合作銀行



In 2016, the Group will further enhance its competitiveness by continuous improvement in production efficiency, developing and increasing the number of high value-added products, reducing production cost, cutting down inventory, expanding market share, changing distribution channel and optimising the utilisation of internal resources.

於二零一六年，本集團將持續改善生產效率、開發及增加高附加值產品、縮減生產成本、減低存貨、拓展市場佔有率、改變銷售渠道及優化內部資源運用等以繼續加強其競爭力。

During the six months ended 30 June 2016, the PRC steel industry still face tough challenges. Under the backdrop of Chinese government's "Supply-Side-Reform" Policy and reduction of overcapacity in the steel industry, solid achievement was crystallised and the demand and supply in the steel industry gradually improved. While the stock level of steel industry remained low, the positive sales in the real estate section have resulted in substantial increase in the activation of construction projects, resulting in increase in the demand of steel and steel prices. According to the information by China Iron and Steel Association, the PRC Market Steel Composite Price Index increased for 12.32% to 68.69 in the week of 27 June 2016 to 1 July 2016, comparing to 31 December 2015.

Under this background, the Group continued to strive for improvement and optimisation in production cost, environment protection and product mix, thereby enhancing the profit margin and sustainability of the operation. Therefore, the Group achieved a very substantial improvement of its results, with a revenue of approximately RMB11.5 billion for the six months ended 30 June 2016, representing an increase of approximately 4.1% as compared with corresponding period in last year. Comparing with corresponding period in last year, although the average selling price of self-manufactured steel products decreased slightly by 10.2% to RMB1,831 per tonne, the gross profit margin increased by approximately 395.3% to RMB1.4 billion. The profit for

截至二零一六年六月三十日止六個月，中國鋼鐵行業仍面臨嚴峻挑戰。在中國政府的「供給側改革」政策及減低鋼鐵行業產能過剩的背景，已實現實際成果及鋼鐵行業的供求關係逐漸改善。正當鋼鐵行業的庫存仍維持在較低水平，房地產界的正面銷售導致激活建築項目的大幅增加，造成鋼鐵需求及鋼鐵價格上升。根據中國鋼鐵工業協會的資訊，中國市場鋼材綜合價格指數於二零一六年六月二十七日至二零一六年七月一日的一週對比二零一五年十二月三十一日增加 12.32% 至 68.69。

在此背景下，本集團繼續致力於改善及優化生產成本、環保及產品組合，從而提升營運的利潤率及可持續性。因此，本集團的業績實現非常重大的改善，於截至二零一六年六月三十日止六個月錄得收入約人民幣 115 億元，較去年同期增加約 4.1%。與去年同期相比，儘管自行生產鋼鐵產品的平均銷售單價輕微下跌 10.2% 至每噸人民幣 1,831 元，毛利仍上升約 395.3% 至人民幣 14 億元。期內溢利達約人民幣 5.41 億元，較去年同期的人民幣 6,300 萬元增加



# Management Discussion and Analysis

## 管理層討論與分析



the period reached approximately RMB541 million, representing an increase of approximately 764.7% over last corresponding period of RMB63 million, which is the highest amongst the corresponding periods of last 5 years since 2011.

With respect to the steel business, the Group continued to invest substantially to and endeavored to enhance the competitiveness and economic efficiency of its products. These efforts include improving production facilities to enhance efficiency, developing diverse and high-end products, increasing the share of products with high additional value and reducing emission. Apart from optimising the categories of the existing products, such as strips and section steel, etc., the Group has also developed products to suit for other countries such as the American standards, British standards, Indonesian standards, Egyptian standards, etc., so as to facilitate the penetration of international market. During the period, through the leasing of a production line, the production capacity further increased by 1 million tonnes to 12 million tonnes per annum. The Group has also been investing in its production facilities in order to reduce energy consumption in the steel production process and satisfy emission requirements. The self-generated electricity of the Group has increased to approximately 60% in the first half of 2016 from approximately 50% in the first half of 2015. In the first half of 2016, the Group sold approximately 1.6 million tonnes of self-produced H-section steel products and continued to secure its leading position in the H-section steel market of Mainland China.

約764.7%，此乃自二零一一年起過去五年同期的最高溢利。

就鋼鐵業務而言，本集團持續投放大量資源並致力提高其產品的競爭力及經濟效益，該等努力包括改善生產設備以提高效能、開發多元化及高端產品、加大高附加值產品比例及減低排放。除優化現有產品的種類外，如帶鋼和型鋼等，本集團亦開發出適合其他國家的產品，如美標、英標、印尼標、埃及標等，以有助拓展國際市場。期內，透過租賃一條生產線，產能進一步增加100萬噸至每年1,200萬噸。本集團亦已投放資源在其生產設施上，以減低在生產鋼鐵過程中的能源消耗及符合減排規定。本集團的自發電比例已由二零一五年上半年的約50%提升至二零一六年上半年的約60%。於二零一六年上半年，本集團共銷售自行生產的H型鋼產品約160萬噸，繼續穩佔中國內地H型鋼市場的領導者位置。

With respect to the real estate business, the Group was dedicated in promoting green structural development construction besides developing traditional real estate projects. There is no property development project completed during the six months ended 30 June 2016. The third phase of the Donghu Bay project in Tangshan, the Xintiandi project in Suzhou and the Meishu Hall project in Suzhou are expected to be completed in March 2017, October 2016 and December 2016, respectively.

The sale of the second phase of the Donghu Bay project and the Xintiandi project facilitated the stable development of the real estate business of the Group and brought sustainable income. For the six months ended 30 June 2016, the Group recorded revenue and operating loss from real estate business of approximately RMB58 million and RMB14 million respectively.

During the six months ended 30 June 2016, the revenue and gross loss arising from trading of steel products and iron ore were approximately RMB842 million (six months ended 30 June 2015: approximately RMB571 million) and RMB39 million (six months ended 30 June 2015: gross profit of approximately RMB22 million) respectively.

就房地產業務而言，本集團除發展傳統地產項目外，亦致力推動使用綠色結構發展建築。截至二零一六年六月三十日止六個月，並無房地產開發項目竣工。位於唐山的東湖灣項目第三期、位於蘇州的新天地項目及位於蘇州的美墅館項目預期分別於二零一七年三月、二零一六年十月及二零一六年十二月竣工。

東湖灣項目第二期及新天地項目的銷售有助穩定本集團房地產業務的發展並帶來持續收入。截至二零一六年六月三十日止六個月，本集團錄得房地產業務收入及營運虧損分別約人民幣5,800萬元及人民幣1,400萬元。

截至二零一六年六月三十日止六個月，鋼鐵產品及鐵礦石貿易帶來的收入及毛虧分別為約人民幣8.42億元（截至二零一五年六月三十日止六個月：約人民幣5.71億元）及人民幣3,900萬元（截至二零一五年六月三十日止六個月：毛利約人民幣2,200萬元）。





## Management Discussion and Analysis

### 管理層討論與分析

The Group also engages in financing industry through its subsidiaries, Oriental Fullhero Leasing Company Limited (“Fullhero Leasing”), Oriental Evertrust Finance Leasing Co. Ltd. (“Oriental Evertrust”), Tianjin Oriental Huitong Microcredit Company Limited (“Oriental Huitong”), Beijing Jinxi Investment Holding Co. Ltd. (“Beijing Jinxi Investment”) and Tianjin Xinhui Finance Leasing Company Limited (“Tianjin Xinhui”). As at 30 June 2016, Fullhero Leasing, Oriental Evertrust, Oriental Huitong, Beijing Jinxi Investment and Tianjin Xinhui provided loans, net of provision, amounting to RMB400 million to independent third parties at interest rates ranged from 12.0% to 24.0% per annum.

In order to diversify its business, the Group has set up Oriental Jingyuan Science Technology (Beijing) Co. Ltd. and XTAL Inc. which are non-wholly owned subsidiary and associate of the Company respectively to develop core technologies for semiconductor chip design and manufacturing process optimisation/equipment. It is expected that this will bring a great development potential for the Group.

Since the Group introduced the world’s largest steel corporation ArcelorMittal as its strategic shareholder in 2008, collaboration between the Group and ArcelorMittal has continued to work closely. ArcelorMittal has appointed experienced executives to the Board of the Group to participate in decision making for the Group’s business development and provide technology and professional advice.

本集團亦透過其附屬公司，東方英豐租賃有限公司（「英豐租賃」）、東方信遠融資租賃有限公司（「東方信遠」）、天津東方匯通小額貸款有限公司（「東方匯通」）、北京津西投資控股有限公司（「北京津西投資」）及天津信匯融資租賃有限公司（「天津信匯」）參與融資業務。於二零一六年六月三十日，英豐租賃、東方信遠、東方匯通、北京津西投資及天津信匯向獨立的第三方提供合共人民幣4億元的貸款（扣除撥備），年利率介乎12.0%至24.0%。

為使本集團業務多元化，本集團亦設立了東方晶源微電子科技（北京）有限公司及XTAL Inc.（分別為本公司非全資附屬公司及聯營公司），以開發半導體芯片設計及製造工序優化／設備的核心技術。預期該項目將為本集團帶來巨大的發展潛力。

本集團自二零零八年引入全球最大的鋼鐵企業ArcelorMittal為策略股東後，雙方繼續加強緊密合作。ArcelorMittal不僅委派資深行政人員加入本集團董事局，參與本集團業務發展決策，並提供技術及專業意見。

### BUSINESS REVIEW

#### Sales Analysis from Sale of Self-manufactured Steel Products

#### Sales volume

For the six months ended 30 June 2016, the Group's total sales volume was 5.58 million tonnes (2015 corresponding period: 5.05 million tonnes), representing an increase of approximately 10.5%.

The sales volume breakdown during the period was as follows:

### 業務回顧

#### 自行生產的鋼鐵產品之銷售分析

#### 銷售量

截至二零一六年六月三十日止六個月，本集團總銷售量為558萬噸（二零一五年同期：505萬噸），增加約10.5%。

於期內銷售量分類如下：

		For the six months ended 30 June				
		2016		2015		
		二零一六年		二零一五年		
		Sales volume		Sales volume		Increase/ (Decrease) in sales volume
		銷售量		銷售量		銷售量
		('000 tonnes)		('000 tonnes)		增加/(減少)
		(千噸)		(千噸)		
H-section steel products	H型鋼產品	1,558	27.9%	1,814	35.9%	(14.1%)
Strips and strip products	帶鋼及帶鋼類產品	2,182	39.1%	1,800	35.7%	21.2%
Cold rolled sheets and galvanised sheets	冷軋板及鍍鋅板	122	2.2%	218	4.3%	(44.0%)
Billets	鋼坯	653	11.7%	492	9.8%	32.7%
Rebar	螺紋鋼	962	17.3%	652	12.9%	47.5%
Sheet piling	鋼板樁	100	1.8%	70	1.4%	42.9%
Total	合計	5,577	100%	5,046	100%	10.5%

## Business and Financial Review

### 業務和財務概覽

#### Revenue

Revenue for the six months ended 30 June 2016 was RMB10,213 million (2015 corresponding period: RMB10,284 million), representing a decrease of approximately 0.7%.

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

		For the six months ended 30 June 截至六月三十日止六個月					
		2016 二零一六年		2015 二零一五年		Increase/(Decrease) in 增加/(減少)	
		Revenue	Average selling price	Revenue	Average selling price	Revenue	Average selling price
		收入	平均銷售 單價	收入	平均銷售 單價	收入	平均銷售 單價
		(RMB million)	(RMB/tonne)	(RMB million)	(RMB/tonne)	(RMB million)	(RMB/tonne)
		(人民幣 百萬元)	(人民幣 元/噸)	(人民幣 百萬元)	(人民幣 元/噸)	(人民幣 百萬元)	(人民幣 元/噸)
H-section steel products	H型鋼產品	2,990	1,918	3,803	2,097	(21.4%)	(8.5%)
Strips and strip products	帶鋼及帶鋼類產品	3,859	1,769	3,430	1,906	12.5%	(7.2%)
Cold rolled sheets and galvanised sheets	冷軋板及鍍鋅板	348	2,848	672	3,078	(48.2%)	(7.5%)
Billets	鋼坯	1,025	1,570	884	1,794	16.0%	(12.5%)
Rebar	螺紋鋼	1,729	1,797	1,287	1,973	34.3%	(8.9%)
Sheet piling	鋼板樁	262	2,617	208	2,994	26.0%	(12.6%)
Total/Combined	合計/綜合	10,213	1,831	10,284	2,038	(0.7%)	(10.2%)

The decrease in revenue from self-manufactured steel products was primarily due to the decrease in the average selling price of the Group's products by 10.2% to RMB1,831 per tonne for the six months ended 30 June 2016 from RMB2,038 per tonne for the corresponding period in 2015, partially offset by an increase in the sale volume of the Group's products. The decrease in average selling price of the Group's products was mainly due to the continued over-capacity problems in the steel industry in the PRC during the first half of 2016.

#### 收入

截至二零一六年六月三十日止六個月的收入為人民幣102.13億元(二零一五年同期：人民幣102.84億元)，減少約0.7%。

於期內產品的收入明細及平均銷售單價(不含增值稅)如下：

來自自行生產的鋼鐵產品的收入減少主要由於截至二零一六年六月三十日止六個月，本集團產品的平均銷售單價由二零一五年同期的每噸人民幣2,038元下跌10.2%至每噸人民幣1,831元，部份已由本集團產品的銷量增加而抵銷。本集團產品的平均銷售單價下跌主要是由於二零一六年上半年中國的鋼鐵行業仍處於產能過盛的問題。

# Business and Financial Review

## 業務和財務概覽

### Cost of Sales and Gross Profit

The gross profit for the six months ended 30 June 2016 was RMB1,382 million (2015 corresponding period: RMB279 million), representing an increase of 395.3%. Gross profit margin was 13.5% (2015 corresponding period: 2.7%).

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

		2016 二零一六年			2015 二零一五年		
		Average unit cost 平均成本 單價 (RMB) (人民幣元)	Gross profit per tonne 每噸毛利 (RMB) (人民幣元)	Gross profit margin 毛利率	Average unit cost 平均成本 單價 (RMB) (人民幣元)	Gross profit/(loss) per tonne 每噸毛利/ (毛虧) (RMB) (人民幣元)	Gross profit/(loss) margin 毛利/ (毛虧)率
H-section steel products	H型鋼產品	1,678	240	12.5%	2,012	85	4.0%
Strips and strip products	帶鋼及帶鋼類產品	1,457	312	17.6%	1,821	85	4.5%
Cold rolled sheets and galvanised sheets	冷軋板及鍍鋅板	2,585	263	9.2%	3,307	(229)	(7.4%)
Billets	鋼坯	1,452	118	7.5%	1,825	(31)	(1.7%)
Rebar	螺紋鋼	1,601	196	10.9%	1,930	43	2.2%
Sheet piling	鋼板樁	2,326	291	11.1%	2,858	136	4.5%
Combined	綜合	1,583	248	13.5%	1,983	55	2.7%

Gross profit per tonne of the Group's products increased to RMB248 for the six months ended 30 June 2016 from RMB55 for the corresponding period in 2015, reflecting a substantial increase of 350.9%. Gross profit margin increased to 13.5% for the six months ended 30 June 2016 from 2.7% for the corresponding period in 2015. The significant increase in gross profit margin was primarily due to the decrease in the average unit cost larger than the decrease in the average selling price of the steel products and increase in sales volume of the Group during the six months ended 30 June 2016.

### 銷售成本及毛利

截至二零一六年六月三十日止六個月的毛利為人民幣13.82億元(二零一五年同期：人民幣2.79億元)，上升395.3%。毛利率為13.5%(二零一五年同期：2.7%)。

於期內平均成本單價及每噸毛利如下：

#### For the six months ended 30 June 截至六月三十日止六個月

截至二零一六年六月三十日止六個月，本集團產品的每噸毛利由二零一五年同期人民幣55元上升至人民幣248元，大幅上升350.9%。截至二零一六年六月三十日止六個月，毛利率由二零一五年同期2.7%上升至13.5%。毛利率顯著上升主要是因為截至二零一六年六月三十日止六個月的本集團鋼鐵產品的平均成本單價下降幅度大於平均銷售單價下降幅度及銷售量增加。

## Business and Financial Review

### 業務和財務概覽

#### Property Development

For the six months ended 30 June 2016, the revenue from real estate business of the Group amounted to approximately RMB58 million. The GFA of properties delivered was 7,138 m<sup>2</sup>. The average selling price of properties delivered was approximately RMB8,090 per m<sup>2</sup>.

As at 30 June 2016, the Group had the following projects under construction with a GFA of approximately 233,000 m<sup>2</sup>:

No.	City	Property project	Phase of project	GFA under construction 在建 建築面積 (m <sup>2</sup> ) (平方米)	Estimate time of completion 預計竣工時間
1	Tangshan 唐山	Donghu Bay 東湖灣	Phase 3 三期	85,250	March 2017 二零一七年三月
2	Suzhou 蘇州	Xintiandi 新天地	Exterior wall construction 外牆工程	65,670	October 2016 二零一六年十月
3	Suzhou 蘇州	Meishu Hall 美墅館	Renovation 裝修工程	82,455	December 2016 二零一六年十二月

The above projects are expected to be completed from 2016 to 2017 and will contribute stable revenue and profits to our Group.

#### HUMAN RESOURCES AND REMUNERATION POLICIES

As at 30 June 2016, the Group had a workforce of approximately 12,200 and temporary staff of approximately 1,300. The staff cost included basic salaries and benefits. Staff benefits included discretionary bonus, medical insurance plans, pension scheme, unemployment insurance plan, maternity insurance plan and the fair value of the share options, etc.. According to the Group's remuneration policy, employees' package is based on productivity and/or sales performance, and is consistent with the Group's quality control and cost control targets.

#### 房地產開發

截至二零一六年六月三十日止六個月，本集團房地產業務收入約人民幣5,800萬元，已交付物業的建築面積為7,138平方米。已交付物業的平均售價為每平方米約人民幣8,090元。

於二零一六年六月三十日，本集團有下列在建項目，在建的建築面積約233,000平方米：

上述項目預期將於二零一六年至二零一七年完成，並將為本集團帶來穩定收入及溢利。

#### 人力資源及薪酬政策

於二零一六年六月三十日，本集團僱用員工約12,200人及臨時工人約1,300人。員工成本包括基本薪金及福利，僱員福利包括酌情發放的花紅、醫療保險計劃、養老金計劃、失業保險計劃、生育保險計劃及購股權的公允價值等。根據本集團的薪酬政策，僱員的整套福利與僱員的生產力及／或銷售業績掛鉤，與本集團質量控制及成本控制目標一致。

### FINANCIAL REVIEW

#### Liquidity and Financial Resources

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

As at 30 June 2016, the Group had unutilised banking facilities of approximately RMB1.7 billion (31 December 2015: RMB7.4 billion).

As at 30 June 2016, the current ratio of the Group, representing current assets divided by current liabilities, was 1.1 times (31 December 2015: 1.1 times) and the gearing ratio, representing total liabilities divided by total assets, was 51.8% (31 December 2015: 60.1%).

As at 30 June 2016, the cash and cash equivalents of the Group amounted to approximately RMB1,406 million (31 December 2015: RMB2,338 million).

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

#### Capital Structures

During the six months ended 30 June 2016, the Company repurchased a total of US\$62,212,000 in principal amount of the 2017 Senior Notes. As at 30 June 2016, the outstanding principal amount of the 2017 Senior Notes was US\$49,156,000.

As at 30 June 2016, borrowings of RMB1,393 million of the Group bore fixed interest rates ranged from 1.6% to 7.0% per annum and borrowings of RMB230 million of the Group bore floating rates ranged from 3.6% to 6.6% per annum. The Group's exposure to changes in market interest rates was considered to be limited. The Group did not use any derivatives to hedge its exposure to interest rate risk for the six months ended 30 June 2016 and year ended 31 December 2015.

### 財務回顧

#### 資金流動性及財務資源

本集團密切監察流動資金及財務資源，以保持穩健的財政狀況。

於二零一六年六月三十日，本集團的未使用銀行授信額度為約人民幣17億元（二零一五年十二月三十一日：人民幣74億元）。

於二零一六年六月三十日，本集團的流動比率（流動資產除以流動負債）為1.1倍（二零一五年十二月三十一日：1.1倍）及資產負債比率（總負債除以總資產）為51.8%（二零一五年十二月三十一日：60.1%）。

於二零一六年六月三十日，本集團的現金及現金等價物約人民幣14.06億元（二零一五年十二月三十一日：人民幣23.38億元）。

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

#### 資本結構

截至二零一六年六月三十日止六個月，本公司合共購回本金額62,212,000美元的二零一七年優先票據。於二零一六年六月三十日，二零一七年優先票據的未償還本金額為49,156,000美元。

於二零一六年六月三十日，本集團人民幣13.93億元的借款為固定利率，年利率介乎1.6%至7.0%及本集團人民幣2.30億元的借款為浮動利率，年利率介乎3.6%至6.6%。本集團所面對的市場利率變化的風險為有限的。本集團於截至二零一六年六月三十日止六個月及截至二零一五年十二月三十一日止年度並無使用任何衍生工具對沖其利率風險。



## Business and Financial Review

### 業務和財務概覽

The Group monitors its capital on the basis of the debt-to-capital ratio. This ratio is calculated as total debt divided by total capital. Total debt includes current and non-current borrowings, other long-term payables and borrowings from related parties. The Group regards its non-current borrowings, non-current portion of other long-term payables, non-current portion of borrowings from related parties and its equity attributable to owners of the Company as its total capital. As at 30 June 2016, the debt-to-capital ratio of the Group was 27.4% (31 December 2015: 45.4%).

The consolidated interest expenses and capitalised interest for the six months ended 30 June 2016 amounted to RMB81 million (2015 corresponding period: RMB238 million). The interest coverage (divide earnings before finance costs – net and income tax expense by total interest expenses) was 10.4 times (2015 corresponding period: 0.7 times).

#### Capital commitments

As at 30 June 2016, the Group had capital commitments of approximately RMB694 million (31 December 2015: RMB708 million). It is estimated that the capital commitments will be financed by the Group's internal resources and unutilised banking facilities.

#### Guarantees and Contingent Liabilities

As at 30 June 2016, the Group's contingent liabilities amounted to approximately RMB11 million (31 December 2015: RMB11 million), which was the provision of guarantee for bank borrowings in favour of a third party.

本集團根據債項與資本比率監察資本狀況。債項與資本比率為債項總額除以總資本，而債項總額包括流動及非流動借款、其他應付款及關聯方借款。本集團將其非流動借款、其他應付款非流動部份、關聯方借款的非流動部份及歸屬於本公司權益持有者的權益視為本集團的總資本。於二零一六年六月三十日，本集團的債項與資本比率為27.4%（二零一五年十二月三十一日：45.4%）。

截至二零一六年六月三十日止六個月，合併利息支出及資本化利息共人民幣8,100萬元（二零一五年同期：人民幣2.38億元）。利息盈利倍數（扣除財務成本－淨額及所得稅前溢利除以總利息支出）為10.4倍（二零一五年同期：0.7倍）。

#### 資本承擔

於二零一六年六月三十日，本集團的資本承擔約人民幣6.94億元（二零一五年十二月三十一日：人民幣7.08億元）。預計將由本集團自有資金及可用銀行授信額度作為資本承擔之融資。

#### 擔保及或然負債

於二零一六年六月三十日，本集團的或然負債為約人民幣1,100萬元（二零一五年十二月三十一日：人民幣1,100萬元）以作為替一名第三方作銀行借貸擔保。

### Pledge of Assets

As at 30 June 2016, the net book value of the Group's land use right amounting to RMB58 million (31 December 2015: nil), land use right under properties under development amounting to nil (31 December 2015: approximately RMB146 million), inventories amounting to approximately RMB84 million (31 December 2015: approximately RMB62 million), notes receivable amounting to nil (31 December 2015: approximately RMB1,426 million) and restricted bank balances amounting to approximately RMB724 million (31 December 2015: approximately RMB1,774 million) had been pledged as security for the Group's notes payable, bank borrowings and letter of credit issuing.

### Exchange Risks

Foreign exchange risk is the risk to the Group's financial conditions and results of operations arising from movements of foreign exchange rates. The Group mainly operates in the Mainland China with most of the transactions denominated and settled in RMB. The Group's foreign exchange risk primarily arises from the procurement of iron ores and the relevant products from overseas suppliers and the Group's senior notes, which is denominated and settled in USD. Foreign exchange rates fluctuate in reaction to the macro-economic performance of different countries and fund flows between countries arising from trade or capital commitments. In view of the continuous decrease of the RMB exchange rate against USD since the reform in RMB exchange policy in 2015, during the six months ended 30 June 2016, the Group has entered into certain foreign currency forward contracts so as to reduce the impact of the volatility of the RMB exchange rate against USD. The Group also reviewed and rearranged its monetary assets to mitigate the impact from the change of RMB to USD exchange rate.

### Iron Ore Swaps

In view of the significant fluctuation of iron ore price during the six months ended 30 June 2016, the Group has been cautious in entering into iron ore swap contracts so as to reduce the potential negative impact of the iron ore swap contracts.

### 資產抵押

於二零一六年六月三十日，本集團賬面淨值人民幣5,800萬元(二零一五年十二月三十一日：零)的土地使用權、零元(二零一五年十二月三十一日：約人民幣1.46億元)的發展中物業中的土地使用權、約人民幣8,400萬元(二零一五年十二月三十一日：約人民幣6,200萬元)的存貨、零元(二零一五年十二月三十一日：約人民幣14.26億元)的應收票據及約人民幣7.24億元(二零一五年十二月三十一日：約人民幣17.74億元)的受限制銀行結餘，已為本集團的應付票據、銀行借款及開具信用證作抵押。

### 匯率風險

外匯風險指匯率變動對本集團財務狀況及營運業績構成之風險。本集團主要在中國境內經營，大多數交易以人民幣計值及結算。本集團之外匯風險主要由於向海外供應商購入鐵礦石和相關產品及本集團的優先票據均以美元計值及結算。匯率波動受不同國家宏觀經濟表現以及貿易或資本動向帶來國家之間資金流動所影響。鑒於自二零一五年人民幣匯率政策改革起，人民幣兌美元匯率持續下調，於截至二零一六年六月三十日止六個月，本集團已訂立若干外幣遠期合約，以減低人民幣兌美元匯率波動的影響。本集團亦已審核及重新調配其貨幣資產以減低人民幣兌美元匯率變動產生的影響。

### 鐵礦石掉期

鑒於截至二零一六年六月三十日止六個月鐵礦石價格顯著波動，為降低鐵礦石掉期合約的潛在負面影響，本集團已謹慎訂立鐵礦石掉期合約。

## Business and Financial Review

### 業務和財務概覽

#### Dividend

The Board did not recommend the payment of any interim dividend for the six months ended 30 June 2016 (2015 corresponding period: nil).

#### Post Balance Sheet Events

Save as disclosed below, there are no events to cause material impact on the Group from the balance sheet date to the date of this report that should be disclosed.

- (a) According to the announcement of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on 27 July 2016, the Stock Exchange is minded to exercise its power to cancel the listing of the shares of the Company under the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”). In this regard, the Stock Exchange requires that the Company must have remedied the public float issue by 27 January 2017. Should the Company fail to do so, the Stock Exchange may proceed with cancelling the Company’s listing.
- (b) On 12 August 2016, Oriental Green Energy-Saving Environmental Protection Engineering Co. Ltd. (“Oriental Green”), an indirect non-wholly owned subsidiary of the Company, entered into the investment in shares agreement with Bank of Cangzhou Co. Ltd. (“Bank of Cangzhou”), an independent third party of the Group relating to the investment pursuant to which Oriental Green agreed to invest and subscribe for, and Bank of Cangzhou agreed to issue and allot 100,000,000 ordinary shares, which is approximately 3% of the enlarged issued share capital of Bank of Cangzhou after completion of the private subscription for the consideration of approximately RMB230 million. The payment of the consideration will be financed by the Group’s internal financial resources. Completion date is expected to be on or before 31 August 2016.

#### 股息

董事局不建議派發截至二零一六年六月三十日止六個月的中期股息(二零一五年同期：無)。

#### 結算日後事項

除下文所披露外，自結算日起至本報告日期止期間，並無發生重大影響本集團的事情需要披露。

- (a) 根據香港聯合交易所有限公司(「聯交所」)於二零一六年七月二十七日的公告，聯交所已提醒根據聯交所證券上市規則(「上市規則」)行使其權力取消本公司股份上市。就此而言，聯交所要求本公司必須於二零一七年一月二十七日之前補救公眾持股量。倘本公司未能達成，則聯交所可能進行對本公司取消上市地位。
- (b) 於二零一六年八月十二日，東方綠源節能環保工程有限公司(「東方綠源」)(本公司的間接非全資附屬公司)與滄州銀行股份有限公司(「滄州銀行」)(本集團獨立第三方)就投資訂立投資股份協議，據此，東方綠源同意投資及認購，而滄州銀行同意發行及分配滄州銀行的100,000,000股普通股(代價款約人民幣2.30億元，佔滄州銀行於私募認購完成後經擴大的已發行股本約3%)。代價款的支付將由本集團內部財務資源撥付。預計完成日期為二零一六年八月三十一日或以前。

### FUTURE PROSPECTS

In the second half of 2016, it is expected that there will be no material change in the market and business environment of steel industry in the Mainland China. Further, it is expected that the steel price will remain in current level with fluctuations. The steel industry will still face a challenging environment and the pressure on industry consolidation and reduction of overcapacity will increase.

Under such economic environment, the Group commenced the “year of management” activities in the beginning of 2016 in order to maintain its competitiveness by continuous improvement in production efficiency, developing and increasing the number of high value-added products, reducing production costs, maintain low inventory level, capturing additional market share and optimising the utilisation of internal resources.

In the second half of 2016, the Group will continue to focus on the development of high-end steel products including high strength and high and low temperature repercussive H-section steel products, sheet piling products and products to suit for the standard of other countries, to improve the quality of sheet piling products and to increase the market share of high value-added products. In addition, the Group intends to set up joint ventures with Oriental Sheet Piling Sdn. Bhd., a subsidiary of ArcelorMittal, to capture the business opportunities of sheet piling products. This will enhance the core competitiveness of the Group. The Group will continue to keep an eye on state projects which will consume large volume of steel, collect more information about market shortages and product information to guide its new product development. In addition, it will strengthen the control of operating risks and production procedure to enhance the function of risk control department, to increase the general risk resistance capacity of the Group and to maintain a stable operation.

Since its listing in 2004, the Group has continued to expand its business, diversify its steel product categories and business portfolio.

### 未來展望

於二零一六年下半年，預期中國大陸的鋼鐵行業的市場及業務環境將不會有重大改變，再者，預期鋼鐵價格將維持目前水平並有所波動。鋼鐵行業仍將面臨具有挑戰的環境以及行業整合與削減產能過剩的壓力將會加劇。

在該等經濟環境之下，本集團於二零一六年初已開始「管理年」活動以透過持續改善生產效益、開發及增加高附加值產品、減少生產成本、維持低存貨水平、把握其他市場佔有率及優化內部資源的使用以維持其競爭力。

本集團於二零一六年下半年將繼續著力開發高端型鋼鐵產品包括高強度及高低温反沖性的H型鋼產品、鋼板樁產品及符合其他國家標準的產品、改良鋼板樁產品的品質及提升高附加值產品的市場佔有率。此外，本集團計劃與ArcelorMittal的附屬公司Oriental Sheet Piling Sdn. Bhd.成立合營企業，以捉緊鋼板樁產品的商機，這將提升本集團的核心競爭力。本集團將繼續追蹤國家重點耗鋼項目建設，收集更多有關市場緊缺及產品資料的訊息，作為其新產品開發的導向。此外，其亦將繼續加強監控經營風險及生產過程，強化風險控制部職能作用，以提高本集團整體抵抗風險能力及維持穩健經營。

而本集團自二零零四年上市以來，不斷擴展其業務規模、擴闊其鋼鐵產品種類和業務組合。



## Business and Financial Review

### 業務和財務概覽

During the last twelve years (since being listed), the Group's overall crude steel production capacity has reached 12.0 million tonnes per annum from 3.1 million tonnes per annum as at the time of the listing. Steel product series include H-section steel products, sheet piling products, strips and strip products, billets, cold rolled sheets and galvanised sheets and rebar. The Group keeps developing different series of product with different specification to cater the market demand. Moreover, the H-section steel products of the Group commands a leading position in China. The Group has been gradually diversifying its business. In addition to expanding its supply chain through upstream and downstream integration, the Group has also tapped into real estate business and other business sectors. The Group will strive to take full advantage of the current solid financial condition and efficient management to intensify the continuous development of the Group and to maximise its shareholders' value.

在過去十二年間(自上市以來)，本集團整體的粗鋼產量年產能已由上市時的310萬噸提升至現時的1,200萬噸。鋼材產品種類包括：H型鋼產品、鋼板樁產品、帶鋼及帶鋼類產品、鋼坯、冷軋板及鍍鋅板和螺紋鋼。本集團不斷開發不同系列及規格的产品以迎合市場需要。此外，由本集團生產的H型鋼產品在中國保持著領導者的地位。本集團的業務亦逐步邁向多元化，除了在本行業的產業鏈實行上、下游伸延外，本集團亦擴展房地產及其他業務。本集團將致力有效運用其現有的穩健財政狀況和高效的管理模式，推動本集團的持續發展，以實現其股東價值最大化。

### **BORROWINGS WITH COVENANTS RELATING TO SPECIFIC PERFORMANCE OF THE CONTROLLING SHAREHOLDER**

On 25 January 2016, the Company commenced the offer to repurchase for cash and consent solicitation relating to any and all of its outstanding 2017 Senior Notes.

The offer expired on 22 February 2016. A total principal amount of US\$32,212,000 of the 2017 Senior Notes had been repurchased and cancelled by the Company. Consents from holders with respect to principal amount of US\$68,107,000 of the 2017 Senior Notes had been obtained. As such, the Company entered into a supplemental indenture embodying the proposed amendments (“Supplemental Indenture”) on 24 February 2016 and the Supplemental Indenture becomes effective on 26 February 2016.

Following the completion of the repurchase, the outstanding aggregate principal amount of the 2017 Senior Notes is US\$79,156,000 and the related specific performance obligations were removed. After further repurchase by the Company, as at 30 June 2016, the outstanding aggregate principal of the 2017 Senior Notes amounting to US\$49,156,000. All the outstanding 2017 Senior Notes will be matured on 17 November 2017.

### **契諾中涉及控股股東特定履約的借貸**

於二零一六年一月二十五日，本公司已開始對任何及所有未償還二零一七年優先票據之現金購回要約及同意徵求。

該要約於二零一六年二月二十二日到期。本公司已購回及註銷合共本金額 32,212,000 美元之二零一七年優先票據。已獲得本金額 68,107,000 美元之二零一七年優先票據持有人的同意。因此，本公司於二零一六年二月二十四日訂立補充契約（「補充契約」）具體化建議修訂，且補充契約於二零一六年二月二十六日生效。

於完成購回後，二零一七年優先票據未償還本金總額為 79,156,000 美元及有關須承擔特定履約的責任已移除。在本公司進一步購回後，於二零一六年六月三十日，二零一七年優先票據的未償還本金總額為 49,156,000 美元。所有未償還二零一七年優先票據將於二零一七年十一月十七日到期。

## Other Information

### 其他資料

#### CHANGES OF DIRECTORS' INFORMATION UNDER RULE 13.51B(1) OF THE LISTING RULES

Pursuant to Rule 13.51B(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules"), the change of directors' information of the Company since the date of the 2015 Annual Report are as follows:

1. On 1 April 2016, Mr. Wong Man Chung, Francis, an Independent Non-executive Director of the Company, has been appointed as an independent non-executive director of GCL-Poly Energy Holdings Limited, whose shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") (Stock code: 3800).

Save for the information disclosed above, the Company is not aware of other changes in the directors' information which are required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

#### DIRECTORS' INTERESTS AND SHORT POSITIONS IN SECURITIES

As at 30 June 2016, the interests and short positions of the directors nor chief executives of the Company and their associates of the Company in the shares of the Company (the "Shares"), underlying Shares or debentures of the Company or any of its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) which (i) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 of the Listing Rules and adopted by the Company were as follows:

#### 根據上市規則第 13.51B(1) 條所作出之董事資料變更

根據香港聯合交易所有限公司證券上市規則(「上市規則」)第 13.51B(1) 條，自二零一五年年度報告日期起本公司董事資料變更如下：

1. 於二零一六年四月一日，本公司獨立非執行董事黃文宗先生已獲委任為保利協鑫能源控股有限公司(其股份於香港聯合交易所有限公司(「聯交所」)主板上市(股份代號：3800))的獨立非執行董事。

除上文所披露的資料外，本公司概無知悉董事的資料的其他變更須根據上市規則第 13.51B(1) 條作出披露。

#### 董事於證券的權益及淡倉

於二零一六年六月三十日，本公司的董事、主要行政人員及其聯繫人於本公司或其任何相聯法團(定義見證券及期貨條例「證券及期貨條例」第 XV 部)的本公司之股份(「股份」)、相關股份或債券中擁有(i)根據證券及期貨條例第 XV 部的第 7 及第 8 分部須知會本公司及聯交所(包括根據證券及期貨條例彼等被當作或視為擁有之權益及淡倉之條款)；或(ii)根據證券及期貨條例第 352 條須列入該條所指登記冊內；或(iii)根據本公司已採納的上市規則附錄十所載的上市發行人董事進行證券交易的標準守則(「標準守則」)知會本公司及聯交所的權益及淡倉載列如下：

**DIRECTORS' INTERESTS AND SHORT POSITIONS IN SECURITIES** (continued)

董事於證券的權益及淡倉(續)

Interest in the Shares and underlying Shares of the Company:

於本公司股份和相關股份的權益：

	Interests in Shares 股份權益		Interests in underlying Shares pursuant to share options 根據購股權在 相關股份的權益	Percentage of the Company's issued share capital 佔本公司已發行 股本的百分比	Long/ Short position 好/淡倉
	Corporate Interest 公司權益	Personal Interest 個人權益			
Mr. Han Jingyuan (Note 1) 韓敬遠先生(附註1)	1,317,502,849	-	-	44.94%	Long(好)
	-	2,800,000	22,500,000	0.86%	Long(好)
Mr. Zhu Jun 朱軍先生	-	2,400,000	7,800,000	0.35%	Long(好)
Mr. Shen Xiaoling 沈曉玲先生	-	2,400,000	7,800,000	0.35%	Long(好)
Mr. Zhu Hao 朱浩先生	-	-	7,800,000	0.27%	Long(好)
Mr. Han Li 韓力先生	-	-	5,400,000	0.18%	Long(好)
Mr. Ondra Otradovec 先生 Ondra Otradovec 先生	-	-	-	-	-
Mr. Wong Man Chung, Francis 黃文宗先生	-	-	6,600,000	0.23%	Long(好)
Mr. Wang Tianyi 王天義先生	-	-	2,000,000	0.07%	Long(好)
Mr. Zhou Guoping (resigned on 1 April 2016) 周國平先生(於二零一六年四月一日辭任)	-	-	-	-	-
Mr. Wang Bing (appointed on 15 July 2016) 王冰先生(於二零一六年七月十五日獲委任)	-	-	-	-	-

Note:

- (1) At 30 June 2016, Mr. Han Jingyuan beneficially owned 63.15% of the issued share capital of Wellbeing Holdings Limited ("Wellbeing Holdings") and held 16.09% of the issued share capital of Wellbeing Holdings on trust for the benefit of certain employees of the subsidiary of the Company. Wellbeing Holdings beneficially owned 1,255,849,124 Shares, representing approximately 42.84% of the issued share capital of the Company. Mr. Han Jingyuan also beneficially owned 100% of the issued share capital of Chingford Holdings Limited ("Chingford Holdings") which beneficially owned 61,653,725 Shares, representing approximately 2.10% of the issued share capital of the Company.

At 30 June 2016, Mr. Han Jingyuan beneficially owned 2,800,000 Shares, representing approximately 0.10% of the issued share capital of the Company.

附註：

- (1) 於二零一六年六月三十日，韓敬遠先生實益擁有 Wellbeing Holdings Limited (「Wellbeing Holdings」) 已發行股本的 63.15% 權益，並以信託方式就本公司附屬公司若干僱員的利益持有 Wellbeing Holdings 已發行股本的 16.09% 權益。Wellbeing Holdings 實益擁有 1,255,849,124 股股份，約佔本公司已發行股本的 42.84% 權益。韓敬遠先生亦實益擁有 Chingford Holdings Limited (「Chingford Holdings」) 的全部已發行股本，而 Chingford Holdings 實益擁有 61,653,725 股股份，約佔本公司已發行股本的 2.10%。

於二零一六年六月三十日，韓敬遠先生實益擁有 2,800,000 股股份，約佔本公司已發行股本的 0.10%。



#### DIRECTORS' INTERESTS AND SHORT POSITIONS IN SECURITIES (continued)

Save as disclosed above and in the section of “Equity-settled Share Option Scheme” below, at 30 June 2016, none of the directors nor chief executives of the Company and their associates had any interest and short positions in the Shares, underlying shares and Senior Notes of the Company or any of its associated corporations (within the meaning part XV of SFO) as recorded in the register required to be kept under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

#### EQUITY-SETTLED SHARE OPTION SCHEME

The Company adopted three share option schemes approved by the shareholders of the Company (“Shareholders”) at the annual general meeting held on 17 May 2006 (“2006 Share Option Scheme”), approved by the Shareholders at the special general meeting held on 20 December 2010 (“2010 Share Option Scheme”) and approved by the Shareholders at the special general meeting held on 15 May 2013 (“2013 Share Option Scheme”) respectively (collectively referred to as “Share Option Schemes”) for the purpose of providing incentives and rewards to eligible participants who are regarded as valuable human resources of the Group or who have contributed to the growth and success of the Group with their performance and other factors (e.g. their years of service with the Company and/or work experience and/or knowledge in the industry etc.) to contribute further to the Company. The 2006 Share Option Scheme was expired on 16 May 2016.

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

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

#### 董事於證券的權益及淡倉(續)

除上文和下述的「以股權結算的購股權計劃」部份所披露外，於二零一六年六月三十日，概無本公司董事、主要行政人員及其聯繫人於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的股份、本公司的相關股份及優先票據中擁有需根據證券及期貨條例第352條所存置的股東名冊所記錄，或根據標準守則須知會本公司及聯交所的任何權益及淡倉。

#### 以股權結算的購股權計劃

本公司已採納的三個購股權計劃分別為於二零零六年五月十七日舉行的股東週年大會上由本公司股東（「股東」）批准的購股權計劃（「二零零六年購股權計劃」）、於二零一零年十二月二十日舉行的股東特別大會上由股東批准的購股權計劃（「二零一零年購股權計劃」）及於二零一三年五月十五日舉行的股東特別大會上由股東批准的購股權計劃（「二零一三年購股權計劃」）（統稱為「購股權計劃」）已向合資格參與者授予購股權，目的旨在激勵及獎勵合資格參與者，彼等被視為本集團的寶貴人力資源或以彼等之表現及其他因素對本集團的發展和成功作出貢獻（例如彼等在本公司的服務年期及／或行內的工作經驗及／或知識），並對本公司作出更多貢獻。二零零六年購股權計劃已於二零一六年五月十六日到期。

購股權計劃並無任何特定須持有的最短期間及／或行使購股權須達致的表現目標，惟根據購股權計劃的條款，授予董事局全權酌量釐定單獨個別情況的授出購股權條款作出其認為適當的有關因素。

根據購股權計劃，向每名合資格參與者授予的最高可發行的股份數目在該授出日期止任何十二個月期間內上限為本公司當時發行股份的1%。任何超出限制的進一步授予購股權需於股東大會上由股東批准。

### EQUITY-SETTLED SHARE OPTION SCHEME (continued)

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

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

The consideration payable on acceptance of the option granted to an grantee under the respective Share Option Schemes is HK\$1.00.

The total number of Shares available for issue under the Share Option Schemes upon exercising of all outstanding share options granted and yet to be exercised is 234,670,000 Shares, representing approximately 8% of the issued share capital of the Company as at 30 June 2016.

Pursuant to the 2006 Share Option Scheme, the Company can issue options so that the total number of Shares that may be issued upon exercise of all options to be granted under the 2006 Share Option Scheme are 290,500,000 Shares, representing approximately 9.91% of the issued share capital of the Company as at 30 June 2016. Eligible participants of the 2006 Share Option Scheme includes all Directors (whether Executive or Non-executive and whether independent or not) and any employees (whether full-time or part-time) of any company in the Group or any entity in which any member of the Group holds an equity interest (whether on an employment or contractual or honorary basis or otherwise and whether paid or unpaid). Details of the share options outstanding under 2006 Share Option Scheme were as follows:

### 以股權結算的購股權計劃(續)

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

認購價乃由董事局全權酌情釐定，並不會低於以下最高者：(a) 股份於授予日在聯交所每日報價表所報的收市價；(b) 股份於緊接授予日前五個營業日在聯交所每日報價表所報的平均收市價；及(c) 本公司股份於授予日的面值。

在各購股權計劃下，接納授予承受人的購股權須支付的代價為1.00港元。

於行使所有已授出但尚未行使的所有尚未行使購股權後，根據購股權計劃，可予以發行的股份總數為234,670,000股，佔本公司於二零一六年六月三十日已發行股本約8%。

根據二零零六年購股權計劃，本公司可授出購股權，以使根據二零零六年購股權計劃將予授出的所有購股權獲行使時可予發行的股份總數為290,500,000股，佔本公司於二零一六年六月三十日的已發行股本約9.91%。二零零六年購股權計劃的合資格參與者包括本公司全體董事（無論執行董事或非執行董事及無論是否獨立）及本集團任何成員公司或本集團任何成員公司持有股本權益的任何實體的任何僱員（無論全職或兼職）（不論其基於聘用、合約或榮譽或其他性質及是否受薪）。二零零六年購股權計劃下尚未行使的購股權詳情如下：

## Other Information

### 其他資料

#### EQUITY-SETTLED SHARE OPTION SCHEME (continued)

#### 以股權結算的購股權計劃(續)

	Date of grant	Exercisable period	Exercise price	Closing price per Share immediately before the date of grant	No. of options outstanding at 1 January 2016	No. of options granted during the six months ended 30 June 2016	No. of options exercised/ cancelled/ lapsed during the six months ended 30 June 2016	No. of options outstanding at 30 June 2016	Approximate shareholding percentage of the underlying Shares for the options in the share capital of the Company
	授予日	可行使期間	行使價 HK\$ 港元	緊接 授予日前的 每股收市價 HK\$ 港元	於二零一六年 一月一日 未行使的 購股權數目	於二零一六年 六月三十日止 六個月內 授予的 購股權數目	於二零一六年 六月三十日止 六個月內 已行使/ 註銷/ 失效的 購股權數目	於二零一六年 六月三十日 未行使的 購股權數目	購股權相關 股份佔本公司 股本的股權 概約百分比
Mr. Han Jingyuan 韓敬遠先生	2009/2/24	2009/2/24 to 至 2019/2/23	1.39	1.24	2,900,000	-	-	2,900,000	0.10%
	2010/11/26	2010/12/20 to 至 2016/5/16	3.00	3.00	6,000,000	-	(6,000,000) (Note 1) (附註 1)	-	-
Mr. Zhu Jun 朱軍先生	2009/2/24	2009/2/24 to 至 2019/2/23	1.39	1.24	2,600,000	-	-	2,600,000	0.09%
Mr. Shen Xiaoling 沈曉玲先生	2009/2/24	2009/2/24 to 至 2019/2/23	1.39	1.24	2,600,000	-	-	2,600,000	0.09%
Mr. Zhu Hao 朱浩先生	2009/2/24	2009/2/24 to 至 2019/2/23	1.39	1.24	2,600,000	-	-	2,600,000	0.09%
Mr. Han Li 韓力先生	2009/12/29	2010/3/29 to 至 2019/12/28	2.84	2.77	1,600,000	-	-	1,600,000	0.05%

EQUITY-SETTLED SHARE OPTION SCHEME (continued)

以股權結算的購股權計劃(續)

Date of grant	Exercisable period	Exercise price	Closing price per Share immediately before the date of grant	No. of options outstanding at 1 January 2016	No. of options granted during the six months ended 30 June 2016	No. of options exercised/ cancelled/ lapsed during the six months ended 30 June 2016	No. of options outstanding at 30 June 2016	Approximate shareholding percentage of the underlying Shares for the options in the share capital of the Company
授予日	可行使期間	行使價 HK\$ 港元	緊接 授予日前的 每股收市價 HK\$ 港元	於二零一六年 一月一日 未行使的 購股權數目	於截至 二零一六年 六月三十日止 六個月內 授予 的購股權數目	於截至 二零一六年 六月三十日 已行使/ 註銷/失效的 購股權數目	於二零一六年 六月三十日 未行使的 購股權數目	購股權相關 股份佔本公司 股本的股權 概約百分比
Mr. Wong Man Chung, Francis 黃文宗先生	2009/2/24 to 2019/2/23	1.39	1.24	2,000,000	-	-	2,000,000	0.07%
Employees 僱員	2009/2/24 to 2019/2/23	1.39	1.24	1,200,000	-	-	1,200,000	0.04%
Employees 僱員	2009/12/29 to 2019/12/28	2.84	2.77	115,050,000	-	-	115,050,000	3.92%
Total 合計				<u>136,550,000</u>	<u>-</u>	<u>(6,000,000)</u>	<u>130,550,000</u>	<u>4.45%</u>

Note 1: During the six months ended 30 June 2016, 6,000,000 options were lapsed.

附註 1: 於截至二零一六年六月三十日止六個月內, 6,000,000 份購股權已失效。

## Other Information

### 其他資料

#### EQUITY-SETTLED SHARE OPTION SCHEME (continued)

Pursuant to the 2010 Share Option Scheme, the Company can issue options so that the total number of Shares that may be issued upon exercise of all options to be granted under the 2010 Share Option Scheme are 146,486,250 Shares, representing approximately 5% of the issued share capital of the Company as at 30 June 2016. Eligible participants of the 2010 Share Option Scheme includes all Directors (whether Executive or Non-executive and whether independent or not) and any employees (whether full-time or part-time) of any company in the Group or any entity in which any member of the Group holds an equity interest (whether on an employment or contractual or honorary basis or otherwise and whether paid or unpaid) and any person considered by the Directors to have contributions to any company in the Group or any entity in which any member of the Group holds an equity interest. Details of the share options outstanding under 2010 Share Option Scheme were as follows:

#### 以股權結算的購股權計劃(續)

根據二零一零年購股權計劃，本公司可發行購股權，以使根據二零一零年購股權計劃將予授出的所有購股權獲行使時可予發行的股份總數為146,486,250股股份，佔本公司於二零一六年六月三十日的已發行股本約5%。二零一零年購股權計劃的合資格參與者包括本公司全體董事（無論執行董事或非執行董事及無論是否獨立）、本集團任何成員公司或本集團任何成員公司持有股本權益的任何實體的任何僱員（無論全職或兼職）（不論其基於聘用、合約、榮譽或其他性質及是否受薪）及董事認為對本集團任何成員公司或本集團任何成員公司持有股本權益的任何實體作出貢獻的任何人士。二零一零年購股權計劃下尚未行使的購股權詳情如下：

	Date of grant	Exercisable period	Exercise price	Closing price per Share immediately before the date of grant	No. of options outstanding at 1 January 2016	No. of options granted during the six months ended 30 June 2016	No. of options exercised/cancelled/lapsed during the six months ended 30 June 2016	No. of options outstanding at 30 June 2016	Approximate shareholding percentage of the underlying Shares for the options in the share capital of the Company
Mr. Han Jingyuan 韓敬遠先生	2011/3/28	2011/4/27 to 2021/3/27	3.08	3.08	9,800,000	-	-	9,800,000	0.33%
	2012/3/30	2012/5/30 to 2020/12/19	2.03	2.01	9,800,000	-	-	9,800,000	0.33%

EQUITY-SETTLED SHARE OPTION SCHEME (continued)

以股權結算的購股權計劃(續)

Date of grant	Exercisable period	Exercise price	Closing price per Share immediately before the date of grant	No. of options outstanding at 1 January 2016	No. of options granted during the six months ended 30 June 2016	No. of options exercised/ cancelled/ lapsed during the six months ended 30 June 2016	No. of options outstanding at 30 June 2016	Approximate shareholding percentage of the underlying Shares for the options in the share capital of the Company
授予日	可行使期間	行使價 HK\$ 港元	緊接 授予日前的 每股收市價 HK\$ 港元	於二零一六年 一月一日 未行使的 購股權數目	於二零一六年 六月三十日止 六個月內授予 的購股權數目	於二零一六年 六月三十日止 六個月內 已行使/ 註銷/失效的 購股權數目	於二零一六年 六月三十日 未行使的 購股權數目	購股權相關 股份佔本公司 股本的股權 概約百分比
Mr. Zhu Jun 朱軍先生	2010/12/24 to 2020/12/19	3.182	3.17	2,600,000	-	-	2,600,000	0.09%
	2012/3/30 to 2020/12/19	2.03	2.01	2,600,000	-	-	2,600,000	0.09%
Mr. Shen Xiaoling 沈曉玲先生	2010/12/24 to 2020/12/19	3.182	3.17	2,600,000	-	-	2,600,000	0.09%
	2012/3/30 to 2020/12/19	2.03	2.01	2,600,000	-	-	2,600,000	0.09%
Mr. Zhu Hao 朱浩先生	2010/12/24 to 2020/12/19	3.182	3.17	2,600,000	-	-	2,600,000	0.09%
	2012/3/30 to 2020/12/19	2.03	2.01	2,600,000	-	-	2,600,000	0.09%

## Other Information

### 其他資料

#### EQUITY-SETTLED SHARE OPTION SCHEME (continued)

#### 以股權結算的購股權計劃(續)

	Date of grant	Exercisable period	Exercise price	Closing price per Share immediately before the date of grant	No. of options outstanding at 1 January 2016	No. of options granted during the six months ended 30 June 2016	No. of options exercised/ cancelled/ lapsed during the six months ended 30 June 2016	No. of options outstanding at 30 June 2016	Approximate shareholding percentage of the underlying Shares for the options in the share capital of the Company
Mr. Han Li 韓力先生	2010/12/24	2010/12/24 to 2020/12/19	3.182	3.17	1,200,000	-	-	1,200,000	0.04%
	2012/3/30	2012/3/30 to 2020/12/19	2.03	2.01	2,600,000	-	-	2,600,000	0.09%
Mr. Wong Man Chung, Francis 黃文宗先生	2010/12/24	2010/12/24 to 2020/12/19	3.182	3.17	2,300,000	-	-	2,300,000	0.08%
	2012/3/30	2012/3/30 to 2020/12/19	2.03	2.01	2,300,000	-	-	2,300,000	0.08%
Mr. Wang Tianyi 王天義先生	2012/3/30	2012/3/30 to 2020/12/19	2.03	2.01	2,000,000	-	-	2,000,000	0.07%

EQUITY-SETTLED SHARE OPTION SCHEME (continued)

以股權結算的購股權計劃(續)

	Date of grant	Exercisable period	Exercise price	Closing price per Share immediately before the date of grant	No. of options outstanding at 1 January 2016	No. of options granted during the six months ended 30 June 2016	No. of options exercised/ cancelled/ lapsed during the six months ended 30 June 2016	No. of options outstanding at 30 June 2016	Approximate shareholding percentage of the underlying Shares for the options in the share capital of the Company
	授予日	可行使期間	行使價 HK\$ 港元	緊接 授予日前的 每股收市價 HK\$ 港元	於二零一六年 一月一日 未行使的 購股權數目	於截至 二零一六年 六月三十日止 六個月內 授予 的購股權數目	於截至 二零一六年 六月三十日 已行使/ 註銷/失效的 購股權數目	於二零一六年 六月三十日 未行使的 購股權數目	購股權相關 股份佔本公司 股本的股權 概約百分比
Employees 僱員	2010/12/24	2010/12/24 to 2020/12/19	3.182	3.17	17,400,000	-	-	17,400,000	0.59%
Employees 僱員	2012/3/30	2012/3/30 to 2020/12/19	2.03	2.01	41,120,000	-	-	41,120,000	1.40%
Other Participants 其他參與者	2012/3/30	2012/3/30 to 2020/12/19	2.03	2.01	2,000,000	-	(2,000,000) (Note 2) (附註2)	-	-
Total 合計					106,120,000	-	(2,000,000)	104,120,000	3.55%

Note 2: During the six months ended 30 June 2016, 2,000,000 options were lapsed.

附註2：於截至二零一六年六月三十日止六個月內，2,000,000份購股權已失效。



## Other Information

### 其他資料

#### EQUITY-SETTLED SHARE OPTION SCHEME (continued)

Pursuant to the 2013 Share Option Scheme, the Company can issue options so that the total number of Shares that may be issued upon exercise of all options to be granted under the 2013 Share Option Scheme are 146,571,250 Shares, representing 5% of the issued share capital of the Company as at 30 June 2016. Eligible participants of the 2013 Share Option Scheme includes all Directors (whether Executive or Non-executive and whether independent or not) and any employees (whether full-time or part-time) of any company in the Group or any entity in which any member of the Group holds an equity interest (whether on an employment or contractual or honorary basis or otherwise and whether paid or unpaid) and any person considered by the Directors to have contributions to any company in the Group or any entity in which any member of the Group holds an equity interest. As at 30 June 2016, no options were granted under the 2013 Share Option Scheme.

#### DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed above, at no time during the six months ended 30 June 2016 were rights to acquire benefits by means of the acquisition of Shares or debentures of the Company or any other body corporate granted to any Director or their respective spouses or children under 18 years of age, or were any such rights exercised by them; or were the Company or any of its holding companies, fellow subsidiaries and subsidiaries a party to any arrangement to enable the Company's Directors, their respective spouses or children under 18 years of age to acquire such rights in any other body corporate.

#### CONTRACTS OF SIGNIFICANCE

Saved as disclosed above and the transactions as disclosed in Note 30 to the condensed consolidated interim financial information, no controlling shareholder or any of its subsidiaries have any contract of significance with the Company or its subsidiaries during the six months ended 30 June 2016.

#### SUBSTANTIAL SHAREHOLDERS

At 30 June 2016, the interests or short positions of every person, other than a Director or chief executive of the Company, in the Shares and underlying Shares as recorded in the register required to be kept by the Company under Section 336 of the SFO are as follows:

#### 以股權結算的購股權計劃(續)

根據二零一三年購股權計劃，本公司可發行購股權，以使根據二零一三年購股權計劃將予授出的所有購股權獲行使時可予發行的股份總數為146,571,250股股份，相當於本公司於二零一六年六月三十日已發行股本的5%。二零一三年購股權計劃的合資格參與者包括本公司全體董事（無論是執行或非執行董事及無論是否獨立）、本集團任何公司或本集團任何成員公司擁有股權的任何實體的任何僱員（無論全職或兼職）（不論按僱傭或合約或榮譽或以其他方式及是否受薪）以及董事認為對本集團任何成員公司或本集團任何成員公司擁有股權的任何實體作出貢獻的任何人士。於二零一六年六月三十日，概無根據二零一三年購股權計劃授出購股權。

#### 董事認購股份或債券的權利

除上文所披露外，於截至二零一六年六月三十日止六個月內任何時間，概無任何董事或彼等各自的配偶或未滿十八歲的子女獲授可透過購買本公司或任何其他法人團體股份或債券而獲益的權利，或行使任何該等權利；而本公司或其任何控股公司、同系附屬公司及附屬公司概無訂立任何安排，致使本公司董事、彼等各自的配偶或未滿十八歲的子女可自任何其他法人團體購入該等權利。

#### 重大合約

除上文所披露及於簡明合併中期財務資料附註30所披露的交易外，控股股東或其任何附屬公司於截至二零一六年六月三十日止六個月內並無與本公司或任何附屬公司訂立任何重大合約。

#### 主要股東

於二零一六年六月三十日，根據本公司按照證券及期貨條例第336條所存置的股東名冊所記錄，每名人士（本公司董事或主要行政人員除外）於本公司股份及相關股份擁有的權益或淡倉如下：

### SUBSTANTIAL SHAREHOLDERS (continued)

### 主要股東(續)

Name	Number of Shares held	Percentage of the Company's issued share capital 佔本公司已發行股本百分比	Long/short position 好/淡倉
名稱	所持股份數目		
ArcelorMittal Holdings AG (Note 1) (附註1) ("AM Holdings AG")	1,377,491,891	46.99%	Long (好)
Wellbeing Holdings	1,255,849,124	42.84%	Long (好)

Note:

- (1) At 30 June 2016, Mr. Lakshmi Niwas Mittal and Mrs. Usha Mittal beneficially own 39.39% of the issued share capital of ArcelorMittal which indirectly holds the entire equity interest in AM Holdings AG, which beneficially owns 1,377,491,891 shares of the Company, representing approximately 46.99% of the issued share capital of the Company.

Saved as disclosed above and in Directors' Interests and Short Positions in Securities sections, at 30 June 2016, no person, other than a Director or chief executive of the Company, had interests or short positions in the shares of the Company and underlying Shares as recorded in the register required to be kept by the Company under Section 336 of the SFO.

附註：

- (1) 於二零一六年六月三十日，Lakshmi Niwas Mittal先生和Usha Mittal太太實益擁有ArcelorMittal已發行股本39.39%，而ArcelorMittal間接擁有AM Holdings AG全部股份權益，AM Holdings AG實益擁有1,377,491,891股的本公司股份，佔本公司已發行股本的約46.99%權益。

除上文及董事於證券的權益及淡倉一節所披露外，於二零一六年六月三十日，根據本公司按照證券及期貨條例第336條所存置的股東名冊，概無人士（本公司董事或主要行政人員除外）於本公司股份及相關股份擁有權益或淡倉。

## Other Information

### 其他資料

#### **PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY**

Apart from the repurchase of a total of principal amount of US\$62,212,000 of the 2017 Senior Notes, neither the Company, nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the six months ended 30 June 2016.

#### **COMPLIANCE WITH THE CODE ON CORPORATE GOVERNANCE PRACTICES**

The Company acknowledges the importance of good corporate governance practices and believes that it is essential to the development of the Group and to safeguard the interests of the equity holders. The Directors are of the opinion that the Company has complied with the code provisions as set out in the Code on Corporate Governance Practices (the "CG Code") in Appendix 14 of the Listing Rules throughout the six months ended 30 June 2016, save for the following deviation:

Under Code Provision A.2.1 of the CG Code, the role of chairman and chief executive officer should be separate and should not be performed by the same individual. Currently, Mr. Han Jingyuan serves as the Chairman of the Board and the Chief Executive Officer of the Company. The Board believes that there is no immediate need to segregate the roles of the Chairman and the Chief Executive Officer of the Company because the role of chief executive officer/general manager of the Company's major operating subsidiaries are performed by other persons. The Board will consider the segregation of the roles of the Chairman and the Chief Executive Officer of the Company in light of the future development of the operating activities or businesses of the Group.

#### **COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS**

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules as its own code for dealing in securities of the Company by the Directors. The Company has made specific enquiry of all Directors and all Directors have confirmed that they have complied with the required standard as set out in the Model Code during the six months ended 30 June 2016.

#### **購買、出售或贖回本公司上市證券**

除購回合共本金額 62,212,000 美元的二零一七年優先票據外，於截至二零一六年六月三十日止六個月，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

#### **遵守企業管治常規守則**

本公司深知良好企業管治常規之重要性，相信企業管治常規對本集團發展至為關鍵，並可保障權益持有人之權益。董事認為，截至二零一六年六月三十日止六個月，本公司一直遵守上市規則附錄十四載列之企業管治常規守則（「企業管治守則」）所載之守則條文，惟以下偏離者除外：

根據企業管治守則之守則條文第 A.2.1 條，主席與首席執行官的角色應有區分，並不應由一人同時兼任。目前，韓敬遠先生擔任本公司之董事局主席和首席執行官。董事局相信無需立即分離本公司的董事局主席及首席執行官職務，因本公司主要營運的附屬公司的首席執行官／總經理職務已由其他人士擔任。董事局將考慮分離本公司的董事局主席及首席執行官的職務以應付本集團未來的經營活動與業務發展。

#### **遵守董事進行證券交易的標準守則**

本公司已採納上市規則附錄十所載的標準守則作為其本身有關董事買賣本公司證券之守則。本公司已向全體董事作出特定查詢，而全體董事已確認彼等截至二零一六年六月三十日止六個月內一直遵守標準守則所載之所需標準。

## AUDIT COMMITTEE

During the period from 1 January 2016 to 31 March 2016, the Audit Committee comprised three Independent Non-executive Directors namely Mr. Wong Man Chung, Francis as the Chairman of the Audit Committee and Mr. Wang Tianyi and Mr. Zhou Guoping (resigned on 1 April 2016) as the members of the Audit Committee. Since Mr. Zhou Guoping resigned on 1 April 2016 and up to 30 June 2016, the Audit Committee comprised two Independent Non-executive Directors and the Company has been unable to meet the requirements under Rules 3.10(1), 3.10A and 3.21 of the Listing Rules regarding to (i) include at least three independent non-executive directors; (ii) must appoint independent non-executive directors representing at least one-third of the Board; and (iii) must comprise a minimum of three members of non-executive directors only for the formation of the audit committee. Following the appointment of Mr. Wang Bing as an Independent Non-executive Director and a member of each of the audit committee, nomination committee and remuneration committee of the Company with effect from 15 July 2016, the Board has then fulfilled the requirements under the aforementioned Listing Rules. Further details can be referred to the announcement of the Company dated 15 July 2016.

The Audit Committee has reviewed the Group's condensed consolidated financial information for the six months ended 30 June 2016 and has also discussed the internal control, the accounting principles and practices adopted by the Group. The Audit Committee is of the opinion that the condensed consolidated financial information have been prepared in accordance with the applicable accounting standards, the Listing Rules and the statutory requirements and that adequate disclosures have been made in the interim report.

## APPRECIATION

The Board would like to take this opportunity to extend its deepest gratitude to its staff for their hard work and dedication to the Group, and to its shareholders for their continuous support and trust in the Company.

By order of the Board  
**CHINA ORIENTAL GROUP COMPANY LIMITED**  
**Han Jingyuan**  
*Chairman and Chief Executive Officer*

26 August 2016

## 審核委員會

於自二零一六年一月一日至二零一六年三月三十一日期間，審核委員會由三名獨立非執行董事組成，即審核委員會主席黃文宗先生以及審核委員會成員王天義先生及周國平先生（於二零一六年四月一日辭任）。自周國平先生於二零一六年四月一日辭任起及直至二零一六年六月三十日止期間，審核委員會包括兩名獨立非執行董事，及本公司未能符合上市規則第3.10(1)、3.10A及3.21條，即(i)董事局包含最少三名獨立非執行董事；(ii)須委任獨立非執行董事最少佔董事局成員的三分之一；及(iii)最少有三名非執行董事成員以成立審核委員會。隨著王冰先生獲委任為獨立非執行董事及本公司審核委員會成員、提名委員會成員及薪酬委員會成員，由二零一六年七月十五日起生效，董事局已符合上述上市規則的要求。詳情可參閱日期為二零一六年七月十五日之本公司公告。


審核委員會已審閱本集團截至二零一六年六月三十日止六個月之簡明合併財務資料，並已討論內部監控事宜及本集團所採納之會計原則及慣例。審核委員會認為，有關簡明合併財務資料乃按適用會計準則、上市規則及法定規定編製，並已於中期報告內作出充足披露。

## 感謝

董事局藉此機會衷心感謝本集團全體僱員的辛勤工作及對本集團的奉獻，並感謝本集團股東對本公司的持續信任及支持。

承董事局命  
**中國東方集團控股有限公司**  
*主席兼首席執行官*  
**韓敬遠**

二零一六年八月二十六日



# Report on Review of Interim Financial Information

## 中期財務資料的審閱報告

### TO THE BOARD OF DIRECTORS OF CHINA ORIENTAL GROUP COMPANY LIMITED

(incorporated in Bermuda with limited liability)

#### INTRODUCTION

We have reviewed the interim financial information set out on pages 38 to 92, which comprises the interim condensed consolidated balance sheet of China Oriental Group Company Limited (the “Company”) and its subsidiaries (together, the “Group”) as at 30 June 2016 and the related interim condensed consolidated statements of comprehensive income, changes in equity and cash flows for the six-month period then ended, and a summary of significant accounting policies and other explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants. The directors of the Company are responsible for the preparation and presentation of this interim financial information in accordance with Hong Kong Accounting Standard 34 “Interim Financial Reporting”. Our responsibility is to express a conclusion on this interim financial information based on our review and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

致中國東方集團控股有限公司董事局

(於百慕達註冊成立之有限公司)

#### 引言

本核數師(以下簡稱「我們」)已審閱列載於第38至92頁的中期財務資料，此中期財務資料包括中國東方集團控股有限公司(「貴公司」)及其附屬公司(合稱「貴集團」)於二零一六年六月三十日的中期簡明合併資產負債表與截至該日止六個月期間的相關中期簡明合併綜合收益表、簡明合併權益變動表和簡明合併現金流量表，以及主要會計政策概要和其他附註解釋。《香港聯合交易所有限公司證券上市規則》規定，就中期財務資料編製的報告必須符合以上規則的有關條文以及香港會計師公會頒佈的香港會計準則第34號「中期財務報告」。貴公司董事須負責根據香港會計準則第34號「中期財務報告」編製及列報該等中期財務資料。我們的責任是根據我們的審閱對該等中期財務資料作出結論，並按照委聘之條款僅向整體董事局報告，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

### 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, 26 August 2016

### 審閱範圍

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

### 結論

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

#### **羅兵咸永道會計師事務所**

執業會計師

香港，二零一六年八月二十六日

# Interim Condensed Consolidated Balance Sheet

## 中期簡明合併資產負債表

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

			Unaudited 未經審核 30 June 2016 二零一六年 六月三十日	Audited 經審核 31 December 2015 二零一五年 十二月三十一日
<b>ASSETS</b>	<b>資產</b>			
<b>Non-current assets</b>	<b>非流動資產</b>			
Leasehold land and land use rights	租賃土地及土地使用權	9	196,189	140,422
Property, plant and equipment	物業、廠房及設備	9	8,913,558	8,260,356
Investment properties	投資物業	9	6,769	6,990
Intangible assets	無形資產	9	99,379	79,464
Investment in associates	於聯營公司之投資		7,628	8,836
Available-for-sale financial assets	可供出售金融資產	10	207,053	109,605
Loan receivables	應收貸款		400,000	400,000
Prepayments, deposits and other receivables	預付款項、按金及其他應收賬款	14	23,000	23,000
Deferred income tax assets	遞延所得稅資產		137,422	377,949
<b>Total non-current assets</b>	<b>非流動資產合計</b>		<b>9,990,998</b>	9,406,622
<b>Current assets</b>	<b>流動資產</b>			
Properties under development and held for sale	發展中及持作出售物業	11	1,288,390	1,313,712
Inventories	存貨	12	2,428,631	2,494,024
Trade receivables	應收貿易賬款	13	770,545	1,004,526
Prepayments, deposits and other receivables	預付款項、按金及其他應收賬款	14	1,251,817	1,395,156
Financial assets at fair value through profit or loss	按公允價值計量且其變動計入損益表之金融資產		191,764	131,951
Amounts due from related parties	應收關聯方款項	30(c)	5,803	5,828
Prepaid current income tax	預付當期所得稅		33,276	38,128
Notes receivable – bank acceptance notes	應收票據 – 銀行承兌匯票	15	1,108,271	2,452,299
Derivative financial instruments	衍生金融工具		3,286	10,233
Restricted bank balances	受限制銀行結餘		960,130	1,773,697
Cash and cash equivalents	現金及現金等價物		1,405,753	2,337,547
<b>Total current assets</b>	<b>流動資產合計</b>		<b>9,447,666</b>	12,957,101
<b>Total assets</b>	<b>總資產</b>		<b>19,438,664</b>	22,363,723
<b>EQUITY</b>	<b>權益</b>			
<b>Equity attributable to owners of the Company</b>	<b>歸屬於本公司權益持有者的權益</b>			
Share capital	股本	16	311,853	311,853
Share premium	股份溢價	16	2,192,131	2,192,131
Other reserves	其他儲備	17	1,689,473	1,670,302
Retained earnings	留存收益		4,868,611	4,340,142
			<b>9,062,068</b>	8,514,428
<b>Non-controlling interests</b>	<b>非控制性權益</b>		<b>311,792</b>	397,734
<b>Total equity</b>	<b>權益合計</b>		<b>9,373,860</b>	8,912,162

# Interim Condensed Consolidated Balance Sheet (continued)

## 中期簡明合併資產負債表(續)

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

			Unaudited 未經審核 30 June 2016 二零一六年 六月三十日	Audited 經審核 31 December 2015 二零一五年 十二月三十一日
<b>LIABILITIES</b>	<b>負債</b>			
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Borrowings	借款	20	325,963	743,891
Other long-term payables	其他長期應付款	21	1,141,265	1,181,343
Deferred revenue	遞延收入		73,418	86,317
Amounts due to a related party	應付一名關聯方款項	30(c)	51,859	51,859
<b>Total non-current liabilities</b>	<b>非流動負債合計</b>		<b>1,592,505</b>	2,063,410
<b>Current liabilities</b>	<b>流動負債</b>			
Trade payables	應付貿易賬款	18	3,860,460	5,641,030
Accruals, advances and other current liabilities	預提費用、預收款項及 其他流動負債	19	3,107,685	2,846,169
Amounts due to related parties	應付關聯方款項	30(c)	28,123	83,044
Current income tax liabilities	當期所得稅負債		112,443	102,795
Derivative financial instruments	衍生金融工具		7,179	3,616
Other long-term payables – current portion	其他長期應付款 — 流動部份	21	54,952	48,441
Borrowings	借款	20	1,296,885	2,658,484
Dividends payable	應付股息		4,572	4,572
<b>Total current liabilities</b>	<b>流動負債合計</b>		<b>8,472,299</b>	11,388,151
<b>Total liabilities</b>	<b>總負債</b>		<b>10,064,804</b>	13,451,561
<b>Total equity and liabilities</b>	<b>權益及負債合計</b>		<b>19,438,664</b>	22,363,723

The notes on page 45 to 92 form an integral part of this condensed consolidated interim financial information.

第45至92頁的附註為本簡明合併中期財務資料的整體部份。



# Interim Condensed Consolidated Statement of Comprehensive Income

## 中期簡明合併綜合收益表

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

		Unaudited 未經審核	
		Six months ended 30 June 截至六月三十日止六個月	
		2016 二零一六年	2015 二零一五年
	Note 附註		
Revenue	7	11,451,165	10,996,232
Cost of sales		(10,075,932)	(10,689,284)
<b>Gross profit</b>		<b>1,375,233</b>	306,948
Other income		1,879	9,013
Distribution costs		(58,664)	(51,405)
Administrative expenses		(483,787)	(194,316)
Other expenses		(11,797)	(9,962)
Losses from derivative financial instruments		(2,569)	(6,697)
Other gains – net		21,639	118,688
<b>Operating profit</b>	22	<b>841,934</b>	172,269
Finance income	23	48,138	65,379
Finance costs	23	(85,351)	(200,992)
Share of result of an associate		(1,208)	–
<b>Profit before income tax</b>		<b>803,513</b>	36,656
Income tax (expense)/credit	24	(262,810)	25,873
<b>Profit for the period</b>		<b>540,703</b>	62,529
<b>Other comprehensive income:</b>			
<i>Item that may be reclassified subsequently to profit or loss</i>			
Fair value gains on available-for-sale financial assets		1,149	3,979
Transfer of fair value gains previously credited to reserve to income statement upon disposal of available-for-sale financial assets		–	(8,754)
<b>Total comprehensive income for the period</b>		<b>541,852</b>	57,754

# Interim Condensed Consolidated Statement of Comprehensive Income (continued)

## 中期簡明合併綜合收益表(續)

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

		Unaudited 未經審核	
		Six months ended 30 June 截至六月三十日止六個月	
		2016 二零一六年	2015 二零一五年
Note 附註			
<b>Profit/(Loss) for the period attributable to:</b>	<b>期內溢利/(虧損) 歸屬於：</b>		
- owners of the Company	- 本公司權益持有者	<b>528,469</b>	73,723
- non-controlling interests	- 非控制性權益	<b>12,234</b>	(11,194)
		<b>540,703</b>	62,529
<b>Total comprehensive income/(loss) attributable to:</b>	<b>綜合收益/(虧損)總額 歸屬於：</b>		
- owners of the Company	- 本公司權益持有者	<b>529,618</b>	68,948
- non-controlling interests	- 非控制性權益	<b>12,234</b>	(11,194)
		<b>541,852</b>	57,754
<b>Earnings per share for profit attributable to owners of the Company for the period (express in RMB per share)</b>	<b>期內本公司權益持有者 應佔溢利的每股收益 (每股人民幣元)</b>		
- basic and diluted	- 基本及稀釋	<b>RMB 0.180</b> <b>人民幣 0.180 元</b>	RMB 0.025 人民幣 0.025 元
	25		

The notes on page 45 to 92 form an integral part of this condensed consolidated interim financial information.

第45至92頁的附註為本簡明合併中期財務資料的整體部份。

# Interim Condensed Consolidated Statement of Changes in Equity

## 中期簡明合併權益變動表

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

		Unaudited 未經審核						
		Attributable to owners of the Company 本公司權益持有者應佔					Non-	Total
	Note 附註	Share capital 股本	Share premium 股份溢價	Other reserves 其他儲備	Retained earnings 留存收益	Total 總計	controlling interests 非控制性權益	equity 權益合計
<b>Balance at 1 January 2016</b>	於二零一六年一月一日的結餘	311,853	2,192,131	1,670,302	4,340,142	8,514,428	397,734	8,912,162
<b>Comprehensive income</b>	綜合收益							
Profit for the period	期內溢利	-	-	-	528,469	528,469	12,234	540,703
<b>Other comprehensive income</b>	其他綜合收益							
Fair value gains on available-for-sale financial assets	可供出售金融資產的公允價值收益	17	-	1,149	-	1,149	-	1,149
<b>Total comprehensive income</b>	綜合收益合計	-	-	1,149	528,469	529,618	12,234	541,852
<b>Transactions with owners</b>	與權益持有者的交易							
Changes in ownership interests in subsidiaries without change of control	附屬公司擁有權益發生變動而未失去控制權	6, 17	-	18,022	-	18,022	(82,287)	(64,265)
Capital reduction of a subsidiary	減少一間附屬公司資本		-	-	-	-	(20,000)	(20,000)
Disposal of subsidiaries with loss of control	出售附屬公司且失去控制權		-	-	-	-	4,111	4,111
<b>Total transactions with owners</b>	與權益持有者的交易總額	-	-	18,022	-	18,022	(98,176)	(80,154)
<b>Balance at 30 June 2016</b>	於二零一六年六月三十日的結餘	311,853	2,192,131	1,689,473	4,868,611	9,062,068	311,792	9,373,860
<b>Balance at 1 January 2015</b>	於二零一五年一月一日的結餘	311,853	2,192,131	1,630,006	5,123,067	9,257,057	514,789	9,771,846
<b>Comprehensive income</b>	綜合收益							
Profit/(Loss) for the period	期內溢利/(虧損)	-	-	-	73,723	73,723	(11,194)	62,529
<b>Other comprehensive income</b>	其他綜合收益							
Fair value gains on available-for-sale financial assets	可供出售金融資產的公允價值收益	17	-	3,979	-	3,979	-	3,979
Transfer of fair value gains previously credited to reserve to income statement upon disposal of available-for-sale financial assets	於出售可供出售金融資產時將先前計入儲備的公允價值收益轉至收益表	17	-	(8,754)	-	(8,754)	-	(8,754)
<b>Total comprehensive income/(loss)</b>	綜合收益/(虧損)合計	-	-	(4,775)	73,723	68,948	(11,194)	57,754
<b>Transactions with owners</b>	與權益持有者的交易							
Capital contribution from non-controlling interests	非控制性權益的注資	17	-	28,649	-	28,649	51,959	80,608
<b>Balance at 30 June 2015</b>	於二零一五年六月三十日的結餘	311,853	2,192,131	1,653,880	5,196,790	9,354,654	555,554	9,910,208

The notes on page 45 to 92 form an integral part of this condensed consolidated interim financial information.

第45至92頁的附註為本簡明合併中期財務資料的整體部份。

# Interim Condensed Consolidated Statement of Cash Flows

## 中期簡明合併現金流量表

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

		Unaudited 未經審核	
		Six months ended 30 June 截至六月三十日止六個月	
		2016 二零一六年	2015 二零一五年
	Note 附註		
<b>Cash flows from operating activities</b>	<b>來自經營活動的現金流量</b>		
Cash generated from operations	產生自經營的現金	977,433	2,750,880
Interest received	已收利息	20,305	31,332
Interest paid	已付利息	(103,647)	(224,957)
Income tax paid	已付所得稅	(50,872)	(123,191)
Net cash generated from operating activities	經營活動產生的現金淨額	<b>843,219</b>	2,434,064
<b>Cash flows from investing activities</b>	<b>來自投資活動的現金流量</b>		
Purchase of property, plant and equipment and intangible assets	購買物業、廠房及設備及無形資產	(56,353)	(104,066)
Proceeds from sales of property, plant and equipment	銷售物業、廠房及設備所得款項	(82)	73
Investment income from financial investments and instruments	金融投資及工具之投資收益	3,051	-
Investment income from loan receivables	應收貸款之投資收益	26,362	17,081
Proceeds from disposal of available-for-sale financial assets	出售可供出售金融資產之所得款項	-	15,617
Increase in available-for-sale financial assets	可供出售金融資產增加	(97,448)	-
Increase in financial assets at fair value through profit or loss	按公允價值計量且其變動計入損益表之金融資產增加	(49,085)	(50,120)
Acquisition of a subsidiary, net of cash acquired	收購一間附屬公司，扣除取得的現金	(203,089)	-
Increase in deposits of procurement of derivative financial instruments	購買衍生金融工具按金增加	(19,662)	-
(Increase)/Decrease in bank deposits for investment purpose	用於投資目的的銀行存款(增加)/減少	(235,978)	52,000
Decrease in loan receivables	應收貸款減少	10,000	-
Disposal of a subsidiary, net of cash acquired	出售一間附屬公司，扣除取得的現金	(7,209)	-
Net cash used in investing activities	投資活動所耗的現金淨額	<b>(629,493)</b>	(69,415)

## Interim Condensed Consolidated Statement of Cash Flows (continued)

### 中期簡明合併現金流量表(續)

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

		Unaudited 未經審核	
		Six months ended 30 June 截至六月三十日止六個月	
		2016 二零一六年	2015 二零一五年
Cash flows from financing activities	來自融資活動的現金流量	Note 附註	
Proceeds from borrowings	借款所得款項	20	3,898,913
Repayment of borrowings	償還借款	20	(5,352,077)
Decrease/(Increase) in restricted bank balances pledged as security for bank borrowings	作為銀行借款的抵押的受限制銀行結餘減少/(增加)		(440,858)
Cash paid for sales and leaseback transaction	售後回租交易已付現金		-
Decrease in amount due to related parties	應付關聯方款項減少		(49,100)
Net cash used in financing activities	融資活動所耗的現金淨額		(1,943,122)
Net (decrease)/increase in cash and cash equivalents	現金及現金等價物(減少)/增加淨額		421,527
Effect of foreign exchange rate changes	外幣匯率變動的影響		(553)
Cash and cash equivalents, beginning of period	期初現金及現金等價物		849,063
Cash and cash equivalents, end of period	期末現金及現金等價物		1,270,037

The notes on page 45 to 92 form an integral part of this condensed consolidated interim financial information.

第45至92頁的附註為本簡明合併中期財務資料的整體部份。

# Notes to the Condensed Consolidated Interim Financial Information

## 簡明合併中期財務資料附註

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

### 1 GENERAL INFORMATION

China Oriental Group Company Limited (the “Company”) was incorporated in Bermuda on 3 November 2003 as an exempted company with limited liability under the Companies Act 1981 of Bermuda as a result of a group reorganisation. The address of the Company’s registered office is Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda.

The Company’s shares have been listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) since 2 March 2004. As announced by the Company, trading in the shares of the Company had been suspended from 29 April 2014 when the public float of the Company fell below 25%.

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

This condensed consolidated interim financial information was presented in RMB thousand, unless otherwise stated. This condensed consolidated interim financial information was approved for issue by the Board of Directors on 26 Aug 2016.

This condensed consolidated interim financial information has been reviewed, not audited.

### 2 BASIS OF PREPARATION

This condensed consolidated interim financial information for the six months ended 30 June 2016 has been prepared in accordance with Hong Kong Accounting Standards (“HKAS”) 34 “Interim financial reporting”. The condensed consolidated interim financial information should be read in conjunction with the annual financial statements for the year ended 31 December 2015, which have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”).

### 1 一般資料

中國東方集團控股有限公司(「本公司」)於二零零三年十一月三日經完成一項集團重組後根據百慕達一九八一年公司法在百慕達註冊成立為獲豁免有限責任公司。本公司的註冊辦事處地址為Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda。

本公司股份自二零零四年三月二日已在香港聯合交易所有限公司(「聯交所」)上市。誠如本公司所公告，本公司之公眾持股量於二零一四年四月二十九日下跌至低於25%，本公司股份已自該日起暫停買賣。

本公司及其附屬公司於下文中統稱為本集團。本集團主要從事製造及銷售鋼鐵產品、鋼鐵產品及鐵礦石貿易以及房地產業務。本集團在中華人民共和國(「中國」)河北省及廣東省設有生產廠房，並主要針對位於中國的客戶進行銷售。本集團亦於中國從事房地產業務。

除另有指明外，本簡明合併中期財務資料以人民幣千元呈列。本簡明合併中期財務資料於二零一六年八月二十六日已獲董事局批准刊發。

本簡明合併中期財務資料已審閱但未經審核。

### 2 編製基準

本截至二零一六年六月三十日止六個月的簡明合併中期財務資料乃按照香港會計準則(「香港會計準則」)第34號「中期財務報告」編製。本簡明合併中期財務資料應與截至二零一五年十二月三十一日止年度的年度財務報表(乃按照香港財務報告準則(「香港財務報告準則」)編製)一併閱覽。

### 3 ACCOUNTING POLICIES

Except as described below, the accounting policies applied are consistent with those of the annual financial statements for the year ended 31 December 2015, as described in those annual financial statements.

Taxes on income in the interim periods are accrued using the tax rate that would be applicable to expected total annual earnings.

(a) New and amended standard adopted by the Group

The following new and amended standards are mandatory for the first time for the financial year beginning on 1 January 2016:

HKAS 1 (Amendments) “Disclosure initiative” is effective for annual periods beginning on or after 1 January 2016. This amendment clarifies guidance in HKAS 1 on materiality and aggregation, the presentation of subtotals, the structure of financial statements and the disclosure of accounting policies.

### 3 會計政策

除如下所述外，所採納的會計政策乃與截至二零一五年十二月三十一日止年度的年度財務報表所採納的一致，此等會計政策載述於該等年度財務報表。

本中期間的所得稅乃採用將適用於預期年度盈利總額之稅率預提。

(a) 本集團已採納的新訂及已修訂準則

下列新訂及已修訂準則於二零一六年一月一日開始之財政年度被首次採納：

香港會計準則第1號(修訂)「披露計劃」於二零一六年一月一日或之後開始的年度期間生效。此修訂釐清香港會計準則第1號對重大性和聚合、分類匯總的呈列、財務報表的結構和會計政策的披露的指引。

3 ACCOUNTING POLICIES (continued)

- (a) New and amended standard adopted by the Group (continued)

HKFRS 7 (Amendments) “Financial instruments: Disclosures condensed interim financial statements” is effective for annual periods beginning on or after 1 January 2016. This amendment clarifies that the additional disclosure required by the amendments to HKFRS 7 “Disclosure – Offsetting financial assets and financial liabilities” is not specifically required for all interim periods, unless required by HKAS 34.

HKAS 34 (Amendments) “Interim financial reporting” is effective for annual periods beginning on or after 1 January 2016. This amendment clarifies what is meant by the reference in the standard to ‘information disclosed elsewhere in the interim financial report’. It also amends HKAS 34 to require a cross-reference from the interim financial statements to the location of that information. The amendment is retrospective.

Amendments and interpretations as mentioned above are not expected to have a material effect on the Group’s operating results, financial position or comprehensive income.

3 會計政策(續)

- (a) 本集團已採納的新訂及已修訂準則(續)

香港財務報告準則第7號(修訂)「金融工具：披露簡明中期財務報表」，於二零一六年一月一日或之後開始的年度期間生效。此修訂釐清除香港會計準則第34號所要求外，並無特別要求所有中期期間額外披露香港財務報告準則第7號的修訂，「披露－抵銷金融資產和金融負債」。

香港會計準則第34號(修訂)「中期財務報告」，於二零一六年一月一日或之後開始的年度期間生效。此修訂釐清參考「在中期財務報告披露的其他信息」的準則的意思。其亦修訂香港會計準則第34號要求從中期財務報表的信息位置的交叉引用。該修訂是追溯性的。

預期上述修訂及詮釋不會對本集團的經營業績、財務狀況或綜合收益產生重大影響。



# Notes to the Condensed Consolidated Interim Financial Information (continued)

## 簡明合併中期財務資料附註(續)

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

### 3 ACCOUNTING POLICIES (continued)

- (b) Standards, amendments and interpretations to existing standards effective in 2016 but not relevant to the Group

### 3 會計政策(續)

- (b) 於二零一六年生效但與本集團無關的準則、對現有準則的修訂及詮釋

#### Effective for annual periods

#### beginning on or after

於下列日期起或之後  
開始的年度期間生效

HKFRS 14 香港財務報告準則第14號	Regulatory deferral accounts 監管遞延賬戶	1 January 2016 二零一六年一月一日
HKFRS 11 (Amendment) 香港財務報告準則第11號 (修訂)	Accounting for acquisitions of interests in joint operations 收購合營公司權益之會計處理	1 January 2016 二零一六年一月一日
HKAS 16 and HKAS 38 (Amendment) 香港會計準則第16號及香港 會計準則第38號(修訂)	Clarification of acceptable methods of depreciation and amortisation 折舊及攤銷的可接受方法之澄清	1 January 2016 二零一六年一月一日
HKAS 16 and HKAS 41 (Amendment) 香港會計準則第16號及香港 會計準則第41號(修訂)	Agriculture: bearer plants 農業：生產性植物	1 January 2016 二零一六年一月一日
HKAS 27 (Amendment) 香港會計準則第27號(修訂)	Equity method in separate financial statements 獨立財務報表中的權益法	1 January 2016 二零一六年一月一日
HKFRS 5 (Amendment) 香港財務報告準則第5號 (修訂)	Non-current assets held for sale and discontinued operations 持作出售的非流動資產及 已終止經營業務	1 January 2016 二零一六年一月一日
HKAS 19 (Amendment) 香港會計準則第19號(修訂)	Employee benefits 僱員福利	1 January 2016 二零一六年一月一日
HKFRS 10, HKFRS 12 and HKAS 28 (Amendment) 香港財務報告準則第10號、 香港財務報告準則第12號及 香港會計準則第28號(修訂)	Investment entities: applying the consolidation exception 投資實體：應用合併入賬的 例外情況	1 January 2016 二零一六年一月一日

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

**3 ACCOUNTING POLICIES (continued)**

- (c) The following new standards and amendments to standards have been issued but are not yet effective for the financial year beginning 1 January 2016 and have not been early adopted:

HKAS 7 (Amendment) 香港會計準則第7號(修訂)	Statement of cash flows 現金流量表
HKAS 12 (Amendment) 香港會計準則第12號(修訂)	Income taxes 所得稅
HKFRS 9 香港財務報告準則第9號	Financial instruments 金融工具
HKFRS 15 香港財務報告準則第15號	Revenue from contracts with customers 客戶合約產生的收入
HKFRS 16 香港財務報告準則第16號	Leases 租賃
HKFRS 10 and HKAS 28 (Amendment) 香港財務報告準則第10號及 香港會計準則第28號(修訂)	Sale or contribution of assets between an investor and its associate or joint venture 投資者與其聯營企業或合營企業 之間出售或注入資產

**3 會計政策(續)**

- (c) 以下為已頒佈但於自二零一六年一月一日起的財政年度尚未生效且本集團尚未提前採納的新準則及準則修訂：

**Effective for annual periods  
beginning on or after  
於下列日期起或之後  
開始的年度期間生效**

1 January 2017 二零一七年一月一日
1 January 2017 二零一七年一月一日
1 January 2018 二零一八年一月一日
1 January 2018 二零一八年一月一日
1 January 2019 二零一九年一月一日
To be determined 待定

#### 4 ESTIMATES

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

In preparing this condensed consolidated interim financial information, the significant judgments made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements for the year ended 31 December 2015.

#### 5 FINANCIAL RISK MANAGEMENT

##### 5.1 Financial risk factors

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

The condensed consolidated interim financial information does not include all financial risk management information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's annual financial statements as at 31 December 2015.

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

#### 4 估計

簡明合併中期財務資料的編製需要管理層就對會計政策運用、資產及負債、收入及支出的呈報金額有影響的事宜作出判斷、估計及假設。實際業績可能有別於此等估計。

編製本簡明合併中期財務資料時，由管理層對本集團在會計政策的應用及主要不明確數據的估計所作出的重要判斷與截至二零一五年十二月三十一日止年度的合併財務報表所作出的相同。

#### 5 財務風險管理

##### 5.1 財務風險因素

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

簡明合併中期財務資料並不包括於年度財務報表內的所有財務風險管理資料及須予披露的規定，並應與本集團截至二零一五年十二月三十一日的年度財務報表一併閱讀。

自年終以來，風險管理部門或任何風險管理政策均無重大變動。

# Notes to the Condensed Consolidated Interim Financial Information (continued)

## 簡明合併中期財務資料附註(續)

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

### 5 FINANCIAL RISK MANAGEMENT (continued)

### 5 財務風險管理(續)

#### 5.2 Liquidity risk

#### 5.2 流動資金風險

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

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

At 30 June 2016	於二零一六年六月三十日	Less than 1 year 1年內	Between 1 and 2 years 1至2年	Between 2 and 5 years 2至5年	Over 5 years 5年以上	Total 合計
Borrowings	借款	1,296,885	325,963	-	-	1,622,848
Interests payable on borrowings	借款應付利息	33,651	8,978	-	-	42,629
Trade payables	應付貿易賬款	3,860,460	-	-	-	3,860,460
Other payables	其他應付賬款	461,705	-	-	-	461,705
Amounts due to related parties	應付關聯方款項	28,123	-	-	51,859	79,982
Finance lease liabilities	融資租賃負債	54,952	52,847	1,075,966	-	1,183,765
Interest payments on finance lease liabilities	融資租賃負債的利息付款	73,697	70,337	30,806	-	174,840
Derivative financial instruments	衍生金融工具	7,179	-	-	-	7,179
Guarantee for bank borrowings of a third party	為一名第三方的銀行借款出具擔保	10,960	-	-	-	10,960
		<b>5,827,612</b>	<b>458,125</b>	<b>1,106,772</b>	<b>51,859</b>	<b>7,444,368</b>
		Less than 1 year 1年內	Between 1 and 2 years 1至2年	Between 2 and 5 years 2至5年	Over 5 years 5年以上	Total 合計
At 31 December 2015	於二零一五年十二月三十一日	Less than 1 year 1年內	Between 1 and 2 years 1至2年	Between 2 and 5 years 2至5年	Over 5 years 5年以上	Total 合計
Borrowings	借款	2,658,484	743,891	-	-	3,402,375
Interests payable on borrowings	借款應付利息	80,933	45,837	-	-	126,770
Trade payables	應付貿易賬款	5,641,030	-	-	-	5,641,030
Other payables	其他應付賬款	644,466	-	-	-	644,466
Amounts due to related parties	應付關聯方款項	83,044	-	-	51,859	134,903
Interests payable on amounts due to related parties	應付關聯方款項的應付利息	2,672	-	-	-	2,672
Finance lease liabilities	融資租賃負債	48,441	49,800	1,105,414	-	1,203,655
Interest payments on finance lease liabilities	融資租賃負債的利息付款	75,549	74,653	62,555	-	212,757
Derivative financial instruments	衍生金融工具	3,616	-	-	-	3,616
Guarantee for bank borrowings of a third party	為一名第三方的銀行借款出具擔保	10,960	-	-	-	10,960
		<b>9,249,195</b>	<b>914,181</b>	<b>1,167,969</b>	<b>51,859</b>	<b>11,383,204</b>

## Notes to the Condensed Consolidated Interim Financial Information (continued)

### 簡明合併中期財務資料附註(續)

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

#### 5 FINANCIAL RISK MANAGEMENT (continued)

##### 5.3 Fair value estimation

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

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

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

At 30 June 2016	於二零一六年六月三十日
<b>Assets</b>	<b>資產</b>
Financial assets at fair value through profit or loss	按公允價值計量且其變動計入損益表之金融資產
– Money market funds	– 貨幣市場基金
– Financial investment products	– 金融投資產品
Available-for-sale financial assets	可供出售金融資產
– Debt securities (Note 10)	– 債務證券(附註10)
Derivative financial instruments	衍生金融工具
– Trading derivatives	– 買賣衍生工具
<b>Liabilities</b>	<b>負債</b>
Derivative financial instruments	衍生金融工具
– Trading derivatives	– 買賣衍生工具

#### 5 財務風險管理(續)

##### 5.3 公允價值估計

下表透過估值法分析按公允價值計量的金融工具。不同級別界定如下：

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

下表呈列本集團於結算日按公允價值計量之金融資產及負債：

Level 1	Level 2	Level 3	Total
第一級	第二級	第三級	合計
191,494	-	-	191,494
-	-	270	270
97,448	-	-	97,448
-	3,286	-	3,286
288,942	3,286	270	292,498
7,179	-	-	7,179

# Notes to the Condensed Consolidated Interim Financial Information (continued)

## 簡明合併中期財務資料附註(續)

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

### 5 FINANCIAL RISK MANAGEMENT (continued)

### 5 財務風險管理(續)

#### 5.3 Fair value estimation (continued)

#### 5.3 公允價值估計(續)

		Level 1 第一級	Level 2 第二級	Level 3 第三級	Total 總計
<b>At 31 December 2015</b>	<b>於二零一五年十二月三十一日</b>				
<b>Assets</b>	<b>資產</b>				
Financial assets at fair value through profit or loss	按公允價值計量且其變動計入損益表之金融資產				
- Money market funds	- 貨幣市場基金	38,392	-	-	38,392
- Financial investment products	- 金融投資產品	-	-	93,559	93,559
Derivative financial instruments	衍生金融工具				
- Trading derivatives	- 買賣衍生工具	6,914	3,319	-	10,233
		45,306	3,319	93,559	142,184
<b>Liabilities</b>	<b>負債</b>				
Derivative financial instruments	衍生金融工具				
- Trading derivatives	- 買賣衍生工具	3,616	-	-	3,616

During the six months ended 30 June 2016 and 2015, there are no transfers among levels of the fair value hierarchy used in measuring the fair value of financial instruments, and also no changes in the classification of financial assets as a result of a change in the purpose or use of those assets.

截至二零一六年及二零一五年六月三十日止六個月內，金融工具公允價值計量所使用公允價值層級間未有作出轉撥，且概無因變更該等資產目的或使用而改變金融資產的分類。

#### 5.3.1 Fair value measurements using quoted prices (Level 1)

#### 5.3.1 採用報價計量公允價值(第一級)

The Group's money market funds investments, classified as level 1 financial assets, are the money market funds acquired from certain financial institutions whereby the Group is expecting to earn short-term gain from the funds. The fair values of the money market funds are determined based on the quoted market prices at the balance sheet date.

本集團的貨幣市場基金投資(分類為第一級金融資產)乃向若干金融機構購買的貨幣市場基金，據此，本集團預計自該等基金賺取短期收益。該等基金的公允價值乃按結算日所報市價釐定。

5 FINANCIAL RISK MANAGEMENT (continued)

5.3 Fair value estimation (continued)

5.3.1 Fair value measurements using quoted prices (Level 1) (continued)

The Group's debt securities investments, classified as level 1 financial assets, are investments in debentures with fixed interest ranging from 5.375% to 8.125% and maturity date between May 2018 and December 2018. The fair values are determined based on the quoted market prices at the balance sheet date (Note 10).

The Group's derivative financial instruments, classified as level 1 financial liability, are the coke and rebar futures contracts entered into by the Group and certain financial institutions. The fair values are determined based on the prices on the Shanghai Futures Exchange at the balance sheet date.

5.3.2 Valuation techniques used to derive fair values (Level 2)

The Group's derivative financial instruments, classified as level 2 financial assets, are the foreign currency forward contracts entered into by the Group and certain financial institutions. The fair values are determined using forward exchange rates at the balance sheet date, with the resulting value discounted back to present value.

The forward foreign exchange contracts as at 30 June 2016 comprised contracts with notional principal amounts totaling USD50.5 million (equivalent to approximately RMB335 million).

5 財務風險管理(續)

5.3 公允價值估計(續)

5.3.1 採用報價計量公允價值(第一級)(續)

本集團的債務證券投資(分類為第一級金融資產)乃按介乎5.375%至8.125%的固定利率計息及到日期介乎二零一八年五月至二零一八年十二月的債權證之投資。公允價值乃按結算日所報市價釐定(附註10)。

本集團衍生金融工具(分類為第一級金融負債)乃本集團與若干金融機構訂立的焦炭及螺紋鋼期貨合約。公允價值乃按結算日上海期貨交易所的價格釐定。

5.3.2 用於計算公允價值之估值技巧(第二級)

本集團衍生金融工具(分類為第二級金融資產)為本集團與若干金融機構訂立之外幣遠期合約。於結算日之遠期匯率用於考慮外匯遠期合約之公允價值，產生之價值貼現回現值。

於二零一六年六月三十日，外幣遠期合約包括名義本金總額5,050萬美元(約等於人民幣3.35億元)之合約。

## 5 FINANCIAL RISK MANAGEMENT (continued)

## 5 財務風險管理(續)

## 5.3 Fair value estimation (continued)

## 5.3 公允價值估計(續)

## 5.3.3 Fair value measurements using significant unobservable inputs (Level 3)

## 5.3.3 使用重大不可觀察輸入值之公允價值計量(第三級)

The Group's financial investment products, classified as level 3 financial assets are issued by banks. Buyers of these products entrust the bank to make investment mainly in money market or bond market. Principals and returns of such products are not guaranteed. These products cannot be traded but can only be redeemed from the issuing bank. The fair values are determined using discounted cash flow model, the main inputs are the expected yield rates which are an unobservable data.

本集團金融投資產品(分類為第三級金融資產)由銀行發行。該等產品之買方委託銀行主要於貨幣市場或債券市場進行投資。該等產品的本金及回報不受擔保。該等產品不可交易，但僅可於發行銀行贖回。公允價值乃使用貼現現金流量模式釐定，主要輸入數據為預期回報率(不可觀察數據)。

Quantitative information about fair value measurements using significant unobservable inputs (Level 3)

公允價值計量採用的主要不可觀察輸入數據(第三級)之定量資料

	Fair value at 30 June 2016 於二零一六年 六月三十日 之公允價值	Valuation technique 估值技巧	Unobservable input 不可觀察 輸入數據	Range (weighted average) 範圍 (加權平均)
Financial investment products invested both in money market and bond market 投資於貨幣市場及債券市場 之金融投資產品	270	Discounted cash flow 貼現現金流量	Expected yield rate 預期 收益率	2.0%-4.2% (3.1%)



## 6 CHANGES IN OWNERSHIP INTERESTS IN SUBSIDIARIES WITHOUT CHANGE OF CONTROL

During the six months ended 30 June 2016, the Group had several transactions with non-controlling interests, the major transaction was described below:

On 2 March 2016, Beijing Jinxi Boyuan Real Estate Company Limited (“Beijing Boyuan”), a subsidiary of the Company, acquired 40% equity interest of its subsidiary, Hebei Jinxi Boyuan Real Estate Co. Ltd. (“Boyuan Real Estate”) from the non-controlling shareholder and settled the consideration payable by notes receivables. The difference between the fair value of consideration paid by the Group and the 40% equity interest determined based on the net assets of Boyuan Real Estate, amounting to RMB24.8 million, was credited to equity and attributable to the owner of the Group. The effect of changes in the ownership interest of Boyuan Real Estate on the equity attributable to owners of the Company during the period is summarised as follows:

## 6 附屬公司擁有權益發生變動而未失去控制權

截至二零一六年六月三十日止六個月，本集團與非控制性權益有若干交易，主要交易描述如下：

於二零一六年三月二日，本公司附屬公司北京津西博遠置業有限公司（「北京博遠」）從非控股股東收購其附屬公司河北津西博遠房地產開發有限公司（「博遠房地產」）40%權益，透過應收票據的方式結算代價。本集團已付代價公允價值與根據博遠房地產資產淨值計算的40%股權之間人民幣2,480萬元的差額已計入權益及歸屬於本集團擁有人。博遠房地產擁有權益變動對期內歸屬於本公司權益持有者的權益的影響概述如下：

		Six months ended 30 June 截至六月三十日 止六個月 2016 二零一六年 Unaudited 未經審核
Carrying amount of non-controlling interests acquired	收購非控股權益的賬面值	64,811
Consideration paid to non-controlling interests	支付非控股權益的代價	(40,000)
Deficit of consideration paid recognised within equity	超出已支付代價的部份已於權益內確認	24,811

# Notes to the Condensed Consolidated Interim Financial Information (continued)

## 簡明合併中期財務資料附註(續)

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

### 7 SALES AND SEGMENT INFORMATION

#### (a) Sales

The Group is principally engaged in the manufacture and sale of iron and steel products, trading of steel products and iron ore and real estate business. Sales recognised for the six months ended 30 June 2016 and 2015 were as follows:

Gross sales less discounts, returns and sales taxes	銷售總額減折扣、退貨及銷售稅
– Strips and strip products	– 帶鋼及帶鋼類產品
– H-section steel products	– H型鋼產品
– Rebar	– 螺紋鋼
– Billets	– 鋼坯
– Iron ore	– 鐵礦石
– Cold rolled sheets and galvanised sheets	– 冷軋板及鍍鋅板
– Sheet piling	– 鋼板樁
– Real estate	– 房地產
– Others	– 其他

### 7 銷售額及分部資料

#### (a) 銷售額

本集團主要從事製造及銷售鋼鐵產品、鋼鐵產品及鐵礦石貿易以及房地產業務。截至二零一六年及二零一五年六月三十日止六個月已確認的銷售額如下：

#### Six months ended 30 June 截至六月三十日止六個月

2016 二零一六年 Unaudited 未經審核	2015 二零一五年 Unaudited 未經審核
<b>3,859,121</b>	3,430,304
<b>2,989,822</b>	3,819,567
<b>1,734,498</b>	1,373,697
<b>1,025,294</b>	904,354
<b>836,462</b>	446,995
<b>347,942</b>	672,124
<b>262,326</b>	208,201
<b>57,745</b>	52,565
<b>337,955</b>	88,425
<b>11,451,165</b>	10,996,232

7 SALES AND SEGMENT INFORMATION (continued)

(b) Segment information

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

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

- (i) Iron and steel – Manufacture and sale of iron and steel products, and trading of steel products and iron ore; and
- (ii) Real estate – Development and sale of properties.

The chief decision-maker assesses the performance of the operating segments based on a measure of revenue and operating profit. This measurement is consistent with that in the consolidated financial statements for the year ended 31 December 2015.

7 銷售額及分部資料(續)

(b) 分部資料

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

根據該等報告，首席決策人從商業角度考慮業務。從商業角度，首席決策人評估鋼鐵及房地產分部的表現。

- (i) 鋼鐵－製造及銷售鋼鐵產品、鋼鐵產品及鐵礦石貿易；及
- (ii) 房地產－開發及銷售物業。

首席決策人根據計量收入及經營溢利評估經營分部表現。該計量與截至二零一五年十二月三十一日止年度合併財務報表一致。

# Notes to the Condensed Consolidated Interim Financial Information (continued)

## 簡明合併中期財務資料附註(續)

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

### 7 SALES AND SEGMENT INFORMATION (continued)

#### (b) Segment information (continued)

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

### 7 銷售額及分部資料(續)

#### (b) 分部資料(續)

於期內報告分部提供予首席決策人的分部資料呈列如下：

		<b>Six months ended 30 June 2016</b>		
		截至二零一六年六月三十日止六個月		
		<b>Iron and steel</b>	<b>Real estate</b>	<b>Total</b>
		鋼鐵	房地產	總計
		<b>Unaudited</b>		
		未經審核		
<b>Segment revenue</b>	分部收入	<b>11,393,420</b>	<b>57,745</b>	<b>11,451,165</b>
<b>Segment operating profit/(loss)</b>	分部經營溢利/(虧損)	<b>855,503</b>	<b>(13,569)</b>	<b>841,934</b>
Finance costs – net	財務成本—淨額	<b>(37,421)</b>	<b>208</b>	<b>(37,213)</b>
Share of result of an associate	應佔一間聯營公司業績	<b>(1,208)</b>	<b>–</b>	<b>(1,208)</b>
Profit before income tax	除所得稅前溢利			<b>803,513</b>
Income tax expense	所得稅費用			<b>(262,810)</b>
<b>Profit for the period</b>	期內溢利			<b>540,703</b>
<b>Other income statement items</b>	其他利潤表項目			
Depreciation and amortisation	折舊及攤銷	<b>544,178</b>	<b>893</b>	<b>545,071</b>
<b>Capital expenditure</b>	資本開支	<b>359,585</b>	<b>9</b>	<b>359,594</b>

# Notes to the Condensed Consolidated Interim Financial Information (continued)

## 簡明合併中期財務資料附註(續)

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

### 7 SALES AND SEGMENT INFORMATION (continued)

#### (b) Segment information (continued)

<b>Segment revenue</b>	分部收入
<b>Segment operating profit/(loss)</b>	分部經營溢利/(虧損)
Finance costs – net	財務成本－淨額
Profit before income tax	除所得稅前溢利
Income tax credit	所得稅抵免
<b>Profit for the period</b>	期內溢利
<b>Other income statement items</b>	其他利潤表項目
Depreciation and amortisation	折舊及攤銷
<b>Capital expenditure</b>	資本開支

Segment assets are those operating assets that are employed by a segment in its operating activities. Segment assets are determined after deducting related allowance that is reported as direct offsets in the balance sheet. Segment assets consist primarily of leasehold land and land use rights, property, plant and equipment, investment properties, intangible assets, investment in associates, properties under development and held for sale, inventories, trade receivables, prepayments, deposits and other receivables, amounts due from related parties, notes receivable, restricted bank balances and cash and cash equivalents.

Segment liabilities are those operating liabilities that result from the operating activities of a segment. Segment liabilities consist primarily of other long-term payables, deferred revenue, amounts due to related parties, trade payables and accruals, advances and other current liabilities.

### 7 銷售額及分部資料(續)

#### (b) 分部資料(續)

Six months ended 30 June 2015  
截至二零一五年六月三十日止六個月

Iron and steel 鋼鐵	Real estate 房地產	Total 總計
Unaudited 未經審核		
10,943,667	52,565	10,996,232
175,399	(3,130)	172,269
(135,498)	(115)	(135,613)
		36,656
		25,873
		62,529
543,357	1,132	544,489
564,734	60	564,794

分部資產乃分部用於其經營活動的經營資產。分部資產是扣除資產負債表中直接抵銷呈報的相關津貼後釐定。分部資產主要包括租賃土地及土地使用權、物業、廠房及設備、投資物業、無形資產、於聯營公司之投資、發展中及持作出售物業、存貨、應收貿易賬款、預付款項、按金及其他應收賬款、應收關聯方款項、應收票據、受限制銀行結餘及現金及現金等價物。

分部負債乃分部的經營活動所導致的經營負債。分部負債主要包括其他長期應付款、遞延收入、應付關聯方款項、應付貿易賬款及預提費用、預收款項及其他流動負債。

# Notes to the Condensed Consolidated Interim Financial Information (continued)

## 簡明合併中期財務資料附註(續)

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

### 7 SALES AND SEGMENT INFORMATION (continued)

#### (b) Segment information (continued)

The segment assets and liabilities as at 30 June 2016 were as follows:

Total assets	總資產
Segment assets for reportable segments	報告分部的分部資產
<b>Unallocated:</b>	<b>未分配：</b>
Deferred income tax assets	遞延所得稅資產
Available-for-sale financial assets	可供出售金融資產
Financial assets at fair value through profit or loss	按公允價值計量且其變動計入損益表之金融資產
Derivative financial instruments	衍生金融工具
Loan receivables	應收貸款
Prepaid current income tax	預付當期所得稅
Total assets per balance sheet	資產負債表內的總資產

Total liabilities	總負債
Segment liabilities for reportable segments	報告分部的分部負債
<b>Unallocated:</b>	<b>未分配：</b>
Current income tax liabilities	當期所得稅負債
Current borrowings	流動借款
Non-current borrowings	非流動借款
Derivative financial instruments	衍生金融工具
Dividends payable	應付股息
Total liabilities per balance sheet	資產負債表內的總負債

### 7 銷售額及分部資料(續)

#### (b) 分部資料(續)

於二零一六年六月三十日的分部資產及負債如下：

Iron and steel 鋼鐵	Real estate 房地產	Elimination 抵銷	Total 總計
<b>Unaudited</b> 未經審核			
17,163,195	1,560,168	(257,500)	18,465,863
			137,422
			207,053
			191,764
			3,286
			400,000
			33,276
			<b>19,438,664</b>

Iron and steel 鋼鐵	Real estate 房地產	Elimination 抵銷	Total 總計
<b>Unaudited</b> 未經審核			
7,167,712	1,407,550	(257,500)	8,317,762
			112,443
			1,296,885
			325,963
			7,179
			4,572
			<b>10,064,804</b>

# Notes to the Condensed Consolidated Interim Financial Information (continued)

## 簡明合併中期財務資料附註(續)

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

### 7 SALES AND SEGMENT INFORMATION (continued)

#### (b) Segment information (continued)

The segment assets and liabilities as at 31 December 2015 were as follows:

	Iron and steel 鋼鐵	Real estate 房地產	Elimination 抵銷	Total 總計
			Audited 經審核	
<b>Total assets</b>				
Segment assets for reportable segments	20,137,987	1,596,049	(438,179)	21,295,857
<b>Unallocated:</b>				
Deferred income tax assets				377,949
Available-for-sale financial assets				109,605
Derivative financial instruments				10,233
Financial assets at fair value through profit or loss				131,951
Loan receivables				400,000
Prepaid current income tax				38,128
Total assets per balance sheet				22,363,723
			Audited 經審核	
<b>Total liabilities</b>				
Segment liabilities for reportable segments	9,017,013	1,359,369	(438,179)	9,938,203
<b>Unallocated:</b>				
Current income tax liabilities				102,795
Current borrowings				2,658,484
Non-current borrowings				743,891
Derivative financial instruments				3,616
Dividends payable				4,572
Total liabilities per balance sheet				13,451,561

### 7 銷售額及分部資料(續)

#### (b) 分部資料(續)

於二零一五年十二月三十一日的分部資產及負債如下：

	Iron and steel 鋼鐵	Real estate 房地產	Elimination 抵銷	Total 總計
			Audited 經審核	
<b>Total assets</b>				
Segment assets for reportable segments	20,137,987	1,596,049	(438,179)	21,295,857
<b>Unallocated:</b>				
Deferred income tax assets				377,949
Available-for-sale financial assets				109,605
Derivative financial instruments				10,233
Financial assets at fair value through profit or loss				131,951
Loan receivables				400,000
Prepaid current income tax				38,128
Total assets per balance sheet				22,363,723
			Audited 經審核	
<b>Total liabilities</b>				
Segment liabilities for reportable segments	9,017,013	1,359,369	(438,179)	9,938,203
<b>Unallocated:</b>				
Current income tax liabilities				102,795
Current borrowings				2,658,484
Non-current borrowings				743,891
Derivative financial instruments				3,616
Dividends payable				4,572
Total liabilities per balance sheet				13,451,561

## 8 BUSINESS COMBINATIONS

On 1 April 2016, the Group acquired all share equity of Qianxi County Jinxi Wantong Ductile Iron Pipe Co. Ltd. (“Jinxi Wantong”), a company that manufactures and sells steel products, at a consideration of about RMB263 million. The acquisition is expected to secure the Group's production capacity and reduce cost of leasing production facilities. None of the goodwill recognised is expected to be deductible for income tax purposes.

The goodwill of RMB25 million arises from a number of factors including obtaining greater production efficiencies through securing production capacity and reducing cash outflow by cost reductions in leasing expense and unrecognised assets such as the workforce.

The following table summarises the consideration paid for Jinxi Wantong, and the amounts of the assets acquired and liabilities assumed recognised at the acquisition date.

## 8 業務合併

於二零一六年四月一日，本集團以代價約人民幣2.63億元收購遷西縣津西萬通球墨鑄管有限公司(「津西萬通」)(一間製造及銷售鋼鐵產品的公司)全部股權。預期收購將保證本集團的生產能力及減少租賃生產設備的成本。預期任何已確認商譽概不可就所得稅扣減。

人民幣2,500萬元的商譽來自若干因素，包括透過保證生產能力獲得更高生產效率及透過減少租賃開支的成本及未確認資產(如勞動力)而減少現金流出。

下表概述於收購日期已確認就津西萬通已付代價，及已收購資產之金額及負債的責任。



# Notes to the Condensed Consolidated Interim Financial Information (continued)

## 簡明合併中期財務資料附註(續)

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

### 8 BUSINESS COMBINATIONS (continued)

### 8 業務合併(續)

		1 April 2016 二零一六年 四月一日 Unaudited 未經審核
Purchase consideration	購買代價	
– Cash paid	– 已付現金	207,843
– Bank acceptance notes	– 銀行承兌匯票	55,000
<b>Total purchase consideration</b>	<b>購買代價總額</b>	<b>262,843</b>
<b>Recognised amounts of identifiable assets acquired and liabilities assumed</b>	<b>收購可識別資產及負債的責任已確認金額</b>	
<b>Provisional fair value</b>	<b>暫估公允價值</b>	
Cash and banks	現金及銀行	4,754
Property, plant and equipment	物業、廠房及設備	852,385
Intangibles:	無形資產：	
– Land use rights	– 土地使用權	9,901
– Leasehold land	– 租賃土地	48,190
Receivables	應收款項	93,037
Payables	應付款項	(487,975)
Borrowings	借款	(246,500)
Net deferred tax liabilities	遞延稅項負債淨額	(36,101)
Total identifiable net assets	可供識別資產淨值總額	237,691
Goodwill	商譽	25,152
		<b>262,843</b>
Acquisition-related costs (included in administrative expenses in the interim condensed consolidated income statement for the six months ended 30 June 2016)	收購相關成本(計入截至二零一六年六月三十日止六個月的中期簡明合併收益表的行政費用)	75

# Notes to the Condensed Consolidated Interim Financial Information (continued)

## 簡明合併中期財務資料附註(續)

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

### 9 CAPITAL EXPENDITURE

### 9 資本開支

		Leasehold		
		Property, plant	land and land	Investment
		and equipment	use rights	properties
		物業、廠房	租賃土地及	投資物業
		及設備	土地使用權	無形資產
			Unaudited	
			未經審核	
<b>Six months ended 30 June 2016</b>	截至二零一六年六月三十日止六個月			
<b>Opening carrying amount as at 1 January 2016</b>	於二零一六年一月一日的期初賬面值	8,260,356	140,422	6,990
				79,464
Additions	添置	359,594	-	-
Additions from acquiring a subsidiary (Note 8)	收購一間附屬公司的增加(附註8)	852,385	58,091	-
Disposals	處置	(21,377)	-	(111)
Depreciation and amortisation (Note 22)	折舊及攤銷(附註22)	(537,400)	(2,324)	(221)
				(5,126)
<b>Closing carrying amount as at 30 June 2016</b>	於二零一六年六月三十日的期末賬面值	8,913,558	196,189	6,769
				99,379
<b>Six months ended 30 June 2015</b>	截至二零一五年六月三十日止六個月			
<b>Opening carrying amount as at 1 January 2015</b>	於二零一五年一月一日的期初賬面值	8,820,830	136,386	7,431
				8,673
Additions	添置	564,581	-	-
Disposals	處置	(165)	-	-
Depreciation and amortisation (Note 22)	折舊及攤銷(附註22)	(537,306)	(1,798)	(221)
				(5,164)
<b>Closing carrying amount as at 30 June 2015</b>	於二零一五年六月三十日的期末賬面值	8,847,940	134,588	7,210
				84,330

## Notes to the Condensed Consolidated Interim Financial Information (continued)

### 簡明合併中期財務資料附註(續)

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

#### 10 AVAILABLE-FOR-SALE FINANCIAL ASSETS

#### 10 可供出售金融資產

		<b>30 June 2016 二零一六年 六月三十日 Unaudited 未經審核</b>	31 December 2015 二零一五年 十二月三十一日 Audited 經審核
Unlisted equity interests	非上市權益	<b>297,705</b>	297,705
Less: impairment provision	減：減值撥備	<b>(188,100)</b>	(188,100)
Net	淨額	<b>109,605</b>	109,605
Listed equity interests	上市權益	-	11,638
Add: fair value gains credited to equity	加：計入權益之公允 價值收益	-	3,979
Less: disposal	減：出售	-	(15,617)
Net	淨額	-	-
Listed debt securities	上市債務證券	<b>96,299</b>	-
Add: fair value gains credited to equity	加：計入權益之公允 價值收益	<b>1,149</b>	-
		<b>97,448</b>	-
Total	總計	<b>207,053</b>	109,605

# Notes to the Condensed Consolidated Interim Financial Information (continued)

## 簡明合併中期財務資料附註(續)

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

### 11 PROPERTIES UNDER DEVELOPMENT AND HELD FOR SALE

### 11 發展中及持作出售物業

		<b>30 June 2016 二零一六年 六月三十日 Unaudited 未經審核</b>	31 December 2015 二零一五年 十二月三十一日 Audited 經審核
Properties under development comprise:	發展中物業包括：		
– Construction costs	– 建築成本	<b>471,823</b>	459,017
– Land use rights	– 土地使用權	<b>492,156</b>	492,156
– Interests capitalised	– 資本化利息	<b>103,354</b>	92,225
		<b>1,067,333</b>	1,043,398
Completed properties held for sale	持作出售已完成的物業	<b>221,057</b>	270,314
		<b>1,288,390</b>	1,313,712

As at 30 June 2016, no land use rights (31 December 2015: RMB146 million) or construction costs (31 December 2015: nil) was pledged as security for the Group's bank borrowings (Note 20).

於二零一六年六月三十日，概無土地使用權(二零一五年十二月三十一日：人民幣1.46億元)或建築成本(二零一五年十二月三十一日：零)為本集團之銀行借款(附註20)作抵押。

## 12 INVENTORIES

## 12 存貨

		<b>30 June 2016 二零一六年 六月三十日 Unaudited 未經審核</b>	31 December 2015 二零一五年 十二月三十一日 Audited 經審核
Raw materials and materials in-transit	原材料及在途材料	<b>1,610,091</b>	1,652,243
Work-in-progress	在製品	<b>186,124</b>	171,445
Finished goods	製成品	<b>632,416</b>	670,336
		<b>2,428,631</b>	2,494,024

For the six months ended 30 June 2016, the Group recognised a loss of approximately RMB7 million (2015: RMB63 million), in respect of the write-down of inventories to their net realisable values. These changes in provision have been included in "cost of sales" in the interim condensed consolidated statement of comprehensive income.

As at 30 June 2016, inventories with a net book value of RMB84 million (31 December 2015: RMB62 million) were pledged as security for the Group's notes payable (Note 18).

截至二零一六年六月三十日止六個月，本集團已確認約人民幣700萬元(二零一五年：人民幣6,300萬元)為存貨價值撇減至其可變現淨值之虧損。該等撥備變化已於中期簡明合併綜合收益表的「銷售成本」內入賬。

於二零一六年六月三十日，賬面淨值人民幣8,400萬元(二零一五年十二月三十一日：人民幣6,200萬元)的存貨已為本集團應付票據(附註18)作抵押。

# Notes to the Condensed Consolidated Interim Financial Information (continued)

## 簡明合併中期財務資料附註(續)

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

### 13 TRADE RECEIVABLES

Trade receivables	應收貿易賬款
Long-term trade receivables	長期應收貿易賬款
– current portion	– 流動部份
Less: impairment provision	減：應收貿易賬款的
for trade receivables	減值撥備
Trade receivables – net	應收貿易賬款－淨額

The long-term trade receivables – current portion as at 31 December 2015 represented the receivables for the provision of construction services in the previous years, and bore interest at a rate of 6.3% per annum. As at 30 June 2016, the receivables from Jinxi Wantong had been settled through a business combination.

As at 30 June 2016 and 31 December 2015, the carrying amount of the Group's trade receivables approximated their fair values.

Except for the long-term trade receivables – current portion as mentioned above, the credit policy usually adopted by the Group for the sales of products to customers is to deliver goods either upon receipt in cash or upon receipt of bank acceptance notes with the maturity dates within six months.

### 13 應收貿易賬款

30 June 2016 二零一六年 六月三十日 Unaudited 未經審核	31 December 2015 二零一五年 十二月三十一日 Audited 經審核
796,131	614,405
–	400,000
(25,586)	(9,879)
<b>770,545</b>	<b>1,004,526</b>

於二零一五年十二月三十一日，長期應收貿易賬款－流動部份指過往年度提供工程服務之應收賬款，且按年利率6.3%計息。於二零一六年六月三十日，應收津西萬通之賬款已透過一項業務合併結算。

於二零一六年六月三十日及二零一五年十二月三十一日，本集團的應收貿易賬款之賬面值近似其公允價值。

除上文所述之長期應收貿易賬款－流動部份外，本集團執行的產品銷售信貸政策，通常為於收取現金或到期日在六個月以內的銀行承兌匯票時向客戶交付貨物。

## Notes to the Condensed Consolidated Interim Financial Information (continued)

### 簡明合併中期財務資料附註(續)

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

#### 13 TRADE RECEIVABLES (continued)

As at 30 June 2016 and 31 December 2015, the ageing of trade receivables was as follows:

Within 3 months	3個月內
4-6 months	4至6個月
7-12 months	7至12個月
Over 1 year	1年以上

As at 30 June 2016, trade receivables amounting to approximately RMB378 million (31 December 2015: RMB239 million) were guaranteed by customers' letters of credit.

#### 13 應收貿易賬款(續)

於二零一六年六月三十日及二零一五年十二月三十一日，應收貿易賬款的賬齡如下：

30 June 2016 二零一六年 六月三十日 Unaudited 未經審核	31 December 2015 二零一五年 十二月三十一日 Audited 經審核
580,291	185,201
40,065	295,929
70,464	44,396
105,311	488,879
<b>796,131</b>	<b>1,014,405</b>

於二零一六年六月三十日，以客戶開具的信用證作抵押的應收貿易賬款為約人民幣3.78億元(二零一五年十二月三十一日：人民幣2.39億元)。

# Notes to the Condensed Consolidated Interim Financial Information (continued)

## 簡明合併中期財務資料附註(續)

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

### 14 PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

### 14 預付款項、按金及其他應收賬款

		<b>30 June 2016 二零一六年 六月三十日 Unaudited 未經審核</b>	31 December 2015 二零一五年 十二月三十一日 Audited 經審核
<b>Non-current</b>	<b>非流動</b>		
Prepayments for purchase of property, plant and equipment	購買物業、廠房及設備的預付款項	<b>234,235</b>	234,235
Deposits and other receivables	按金及其他應收賬款	<b>23,000</b>	23,000
Less: impairment provision	減：減值撥備	<b>(234,235)</b>	(234,235)
		<b>23,000</b>	23,000
<b>Current</b>	<b>流動</b>		
Prepayments for purchase of inventories	購買存貨的預付款項	<b>750,451</b>	780,275
Deposits and other receivables	按金及其他應收賬款	<b>799,306</b>	692,667
Prepaid expenses	預付費用	<b>16,065</b>	8,497
Less: impairment provision	減：減值撥備	<b>(314,005)</b>	(86,283)
		<b>1,251,817</b>	1,395,156
		<b>1,274,817</b>	1,418,156

### 15 NOTES RECEIVABLE – BANK ACCEPTANCE NOTES

### 15 應收票據 – 銀行承兌匯票

		<b>30 June 2016 二零一六年 六月三十日 Unaudited 未經審核</b>	31 December 2015 二零一五年 十二月三十一日 Audited 經審核
Notes receivable – bank acceptance notes	應收票據 – 銀行承兌匯票	<b>1,108,271</b>	2,452,299

As at 30 June 2016, no notes receivable (31 December 2015: RMB582 million) was pledged as security for issuing notes payable (Note 18). In addition, no notes receivable (31 December 2015: RMB844 million) was pledged as collateral for the Group's borrowings (Note 20).

於二零一六年六月三十日，概無應收票據(二零一五年十二月三十一日：人民幣5.82億元)為開具應付票據(附註18)而抵押。此外，概無應收票據(二零一五年十二月三十一日：人民幣8.44億元)作為本集團借款(附註20)的抵押品。



# Notes to the Condensed Consolidated Interim Financial Information (continued)

## 簡明合併中期財務資料附註(續)

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

### 15 NOTES RECEIVABLE – BANK ACCEPTANCE NOTES (continued)

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

As at 30 June 2016 and 31 December 2015, the ageing analysis of notes receivable was as follows:

Within 3 months	3個月內
4-6 months	4至6個月

### 15 應收票據－銀行承兌匯票(續)

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

於二零一六年六月三十日及二零一五年十二月三十一日，應收票據的賬齡分析如下：

30 June 2016 二零一六年 六月三十日 Unaudited 未經審核	31 December 2015 二零一五年 十二月三十一日 Audited 經審核
860,671	1,030,705
247,600	1,421,594
<b>1,108,271</b>	<b>2,452,299</b>

### 16 SHARE CAPITAL AND SHARE OPTION SCHEME

#### (a) Share capital

As at 1 January 2015 till 30 June 2016	於二零一五年 一月一日 至二零一六年 六月三十日
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As at 30 June 2016 and 31 December 2015, the total number of authorised ordinary shares is 5,000,000,000 shares with par value of HK\$0.1 per share.

### 16 股本及購股權計劃

#### (a) 股本

Number of shares (thousands) 股份數目(千股)	Amount (unaudited) 金額(未經審核)		
	Ordinary shares 普通股	Share premium 股份溢價	Total 總計
2,931,425	311,853	2,192,131	2,503,984

於二零一六年六月三十日及二零一五年十二月三十一日，法定普通股總數為5,000,000,000股每股面值0.1港元的股份。

## 16 SHARE CAPITAL AND SHARE OPTION SCHEME

(continued)

## (b) Share option scheme

The Company adopted three share option schemes (the "Schemes") approved by the shareholders of the Company. The total number of shares which may be issued in aggregate under the Schemes must not exceed 583,557,500 shares, representing approximately 19.9% of the total number of shares issued by the Company as at 30 June 2016. The vesting periods for the options granted under the Schemes are determined by the Board on each grant date and are not exceed 10 years from the dates of the grant of the options. The Schemes will remain in force for ten years. The share option scheme approved by the shareholders of the Company at the annual general meeting held on 17 May 2006 was expired on 16 May 2016.

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

## 16 股本及購股權計劃(續)

## (b) 購股權計劃

本公司已採納由本公司股東批准的三項購股權計劃(「該計劃」)。根據該計劃可發行的股份總數不得超過583,557,500股，佔本公司於二零一六年六月三十日已發行股份總數的約19.9%。根據該計劃授出購股權的一般歸屬期由董事局於各授出日期釐定，且自購股權授出之日起不超過10年。該計劃將於十年內有效。於二零零六年五月十七日舉行的股東週年大會上由本公司股東批准的購股權計劃已於二零一六年五月十六日到期。

尚未行使購股權數目及彼等相關加權平均行使價於六個月期間之變動如下：

## Six months ended 30 June (unaudited)

截至六月三十日止六個月(未經審核)

		2016 二零一六年		2015 二零一五年	
		Average exercise price in HK\$ 平均行使價 (以港元計)	Number of options (thousands) 購股權數目 (千份)	Average exercise price in HK\$ 平均行使價 (以港元計)	Number of options (thousands) 購股權數目 (千份)
At 1 January	於一月一日	2.59	242,670	2.59	293,020
Lapsed	已失效	2.76	(8,000)	2.60	(43,490)
At 30 June	於六月三十日	2.58	234,670	2.59	249,530

# Notes to the Condensed Consolidated Interim Financial Information (continued)

## 簡明合併中期財務資料附註(續)

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

### 17 OTHER RESERVES

### 17 其他儲備

		Merge reserve	Capital surplus	Statutory reserve	Employee Share Option Scheme 僱員 購股權計劃	Available- for-sale financial assets 可供出售 金融資產	Total
		合併儲備	資本公積	法定儲備	購股權計劃	金融資產	總計
		Unaudited 未經審核					
<b>As at 1 January 2016</b>	於二零一六年 一月一日	(599)	35,345	1,215,808	419,748	-	1,670,302
Changes in ownership interests in subsidiaries without change of control (Note 6)	附屬公司擁有權權益 發生變動而未失去 控制權(附註6)	-	18,022	-	-	-	18,022
Fair value gains on available- for-sale financial assets (Note 10)	可供出售金融資產的 公允價值收益 (附註10)	-	-	-	-	1,149	1,149
<b>As at 30 June 2016</b>	於二零一六年 六月三十日	(599)	53,367	1,215,808	419,748	1,149	1,689,473
<b>As at 1 January 2015</b>	於二零一五年 一月一日	(599)	6,696	1,199,386	419,748	4,775	1,630,006
Capital contribution from non-controlling interests	來自非控股權益之 注資	-	28,649	-	-	-	28,649
Fair value gains on available- for-sale financial assets (Note 10)	可供出售金融資產的 公允價值收益 (附註10)	-	-	-	-	3,979	3,979
Transfer of fair value gains previously credited to reserve to income statement upon disposal of available-for-sale financial assets	於出售可供出售 金融資產時將先前 計入儲備的 公允價值收益轉 至收益表	-	-	-	-	(8,754)	(8,754)
<b>As at 30 June 2015</b>	於二零一五年 六月三十日	(599)	35,345	1,199,386	419,748	-	1,653,880

# Notes to the Condensed Consolidated Interim Financial Information (continued)

## 簡明合併中期財務資料附註(續)

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

### 18 TRADE PAYABLES

Account payables	應付賬款
Notes payable	應付票據

As at 30 June 2016, all notes payable represented bank acceptance notes, of which none (31 December 2015: RMB575 million) was secured by certain notes receivable (Note 15), RMB1,507 million (31 December 2015: RMB2,312 million) were secured by restricted bank balances amounting to approximately RMB558 million (31 December 2015: RMB1,008 million), and RMB88 million (31 December 2015: RMB102 million) were secured by inventories and restricted bank balances amounting to approximately RMB84 million (31 December 2015: RMB62 million) and RMB47 million (31 December 2015: RMB59 million) respectively.

As at 30 June 2016 and 31 December 2015, the ageing analysis of the account and notes payables were as follows:

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

### 18 應付貿易賬款

30 June 2016 二零一六年 六月三十日 Unaudited 未經審核	31 December 2015 二零一五年 十二月三十一日 Audited 經審核
2,265,486	2,651,537
1,594,974	2,989,493
<b>3,860,460</b>	<b>5,641,030</b>

於二零一六年六月三十日，所有應付票據為銀行承兌匯票，其中概無（二零一五年十二月三十一日：人民幣5.75億元）以若干應收票據（附註15）作抵押，人民幣15.07億元（二零一五年十二月三十一日：人民幣23.12億元）以受限制銀行結餘約人民幣5.58億元（二零一五年十二月三十一日：人民幣10.08億元）作抵押，以及人民幣8,800萬元（二零一五年十二月三十一日：人民幣1.02億元）以存貨及受限制銀行結餘分別為約人民幣8,400萬元（二零一五年十二月三十一日：人民幣6,200萬元）及人民幣4,700萬元（二零一五年十二月三十一日：人民幣5,900萬元）作抵押。

於二零一六年六月三十日及二零一五年十二月三十一日，應付賬款及票據的賬齡分析如下：

30 June 2016 二零一六年 六月三十日 Unaudited 未經審核	31 December 2015 二零一五年 十二月三十一日 Audited 經審核
2,584,185	3,319,454
805,291	1,921,146
229,890	125,444
50,003	48,059
191,091	226,927
<b>3,860,460</b>	<b>5,641,030</b>

## Notes to the Condensed Consolidated Interim Financial Information (continued)

### 簡明合併中期財務資料附註(續)

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

#### 19 ACCRUALS, ADVANCES AND OTHER CURRENT LIABILITIES

#### 19 預提費用、預收款項及其他流動負債

		<b>30 June 2016 二零一六年 六月三十日 Unaudited 未經審核</b>	31 December 2015 二零一五年 十二月三十一日 Audited 經審核
Advances from customers	預收客戶款項	<b>2,030,930</b>	1,665,095
Payables for purchase of property, plant and equipment	購置物業、廠房及設備的 應付賬款	<b>262,688</b>	488,828
Deposits from customers	客戶按金	<b>140,116</b>	126,203
Value-added tax payable and other taxes payables	應付增值稅及其他 應付稅項	<b>81,406</b>	40,364
Accrual for interest expense	預提利息費用	<b>12,706</b>	37,572
Salary, pension and other social welfare payables	應付薪金、退休金及 其他社會福利	<b>118,196</b>	118,062
Provisions for legal claims	法律索償撥備	<b>20,000</b>	20,000
Accrual for iron ore importing expense	預提鐵礦石進口費用	<b>73,568</b>	51,404
Employee deposits	僱員按金	<b>32,904</b>	29,435
Others	其他	<b>335,171</b>	269,206
		<b>3,107,685</b>	2,846,169

# Notes to the Condensed Consolidated Interim Financial Information (continued)

## 簡明合併中期財務資料附註(續)

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

### 20 BORROWINGS

### 20 借款

		<b>30 June 2016 二零一六年 六月三十日 Unaudited 未經審核</b>	31 December 2015 二零一五年 十二月三十一日 Audited 經審核
<b>Non-current</b>	<b>非流動</b>		
Bank borrowings, secured (ii)	銀行借款，已抵押(ii)	-	24,000
Senior Notes (i)	優先票據(i)	<b>325,963</b>	719,891
		<b>325,963</b>	743,891
<b>Current</b>	<b>流動</b>		
Bank borrowings	銀行借款		
Secured (ii)	已抵押(ii)	<b>246,500</b>	1,515,654
Unsecured	無抵押	<b>985,385</b>	1,077,830
		<b>1,231,885</b>	2,593,484
Other borrowing, unsecured (iii)	其他借款，無抵押(iii)	<b>65,000</b>	65,000
		<b>1,296,885</b>	2,658,484
Total borrowings	借款總額	<b>1,622,848</b>	3,402,375

## 20 BORROWINGS (continued)

The borrowings of the Group as at 30 June 2016 composed the follows:

- (i) On 18 August 2010, the Group issued US\$550 million senior notes (the “2015 Senior Notes”), which bear interest at 8% per annum and payable semi-annually, to finance its potential acquisitions and investments, capital expenditure projects and working capital requirements. The principal amount and interest of the then outstanding 2015 Senior Notes was wholly repaid on 18 August 2015.

On 17 November 2010, the Group issued US\$300 million senior notes (the “2017 Senior Notes”), which bear interest at 7% per annum and payable semi-annually, to refinance its outstanding short-term debts. The principal amount of the 2017 Senior Notes is wholly repayable on 17 November 2017.

During the six months ended 30 June 2016, the Group repurchased US\$62 million of the 2017 Senior Notes, resulted in a loss of approximately RMB1 million (Note 22).

For the period from issue to June 2016, the Group had repurchased a total of principal amount of US\$251 million of the 2017 Senior Notes.

- (ii) As at 30 June 2016, the Group’s bank borrowings of RMB247 million were secured by land use right of the Group with carrying amount of approximately RMB58 million.

## 20 借款(續)

於二零一六年六月三十日本集團的借款包括以下各項：

- (i) 於二零一零年八月十八日，本集團發行5.50億美元的優先票據(「二零一五年優先票據」)，以年利率8%計息及每半年結息支付，以資助其潛在收購及投資、資本支出項目及營運資金需求。該等未償還二零一五年優先票據的本金及利息已於二零一五年八月十八日全數償還。

於二零一零年十一月十七日，本集團發行3.00億美元的優先票據(「二零一七年優先票據」)，以年利率7%計息及每半年結息支付，以資助其尚未償還的短期債務。二零一七年優先票據本金須於二零一七年十一月十七日全數償還。

於截至二零一六年六月三十日止六個月內，本集團購回6,200萬美元的二零一七年優先票據，導致錄得約人民幣100萬元(附註22)的虧損。

由發行至二零一六年六月期間，本集團購回合共本金額2.51億美元的二零一七年優先票據。

- (ii) 於二零一六年六月三十日，本集團人民幣2.47億元的銀行借款乃以本集團賬面值約人民幣5,800萬元的土地使用權作抵押。

# Notes to the Condensed Consolidated Interim Financial Information (continued)

## 簡明合併中期財務資料附註(續)

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

### 20 BORROWINGS (continued)

(ii) (continued)

As at 31 December 2015, the Group's bank borrowings as of RMB1,540 million were secured by restricted bank balances of RMB650 million, notes receivable of RMB844 million, and properties under development of RMB146 million and guaranteed by a subsidiary of the Group.

(iii) Other borrowing represented a borrowing from the local county government amounting to RMB65 million (31 December 2015: RMB65 million) which has no fixed term of repayment. Interest is charged at the RMB bank deposit rate for 1 year fixed deposit.

The movements in borrowings of the Group were analysed as follows:

### 20 借款(續)

(ii) (續)

於二零一五年十二月三十一日，本集團約人民幣15.40億元的銀行借款已由人民幣6.50億元的受限制銀行結餘及人民幣8.44億元的應收票據及人民幣1.46億元的發展中物業作抵押及由本集團一間附屬公司作擔保。

(iii) 其他借款指當地縣政府提供的人民幣6,500萬元(二零一五年十二月三十一日：人民幣6,500萬元)借款，該筆借款無固定償還期。利息開支按銀行人民幣一年期定期存款利率計算。

本集團借款的變動情況分析如下：

		<b>Unaudited</b> 未經審核
<b>Six months ended 30 June 2016</b>	<b>截至二零一六年 六月三十日止六個月</b>	
As at 1 January 2016	於二零一六年一月一日	3,402,375
Proceeds from borrowings	借款所得款項	1,929,545
Repayments of borrowings	償還借款款項	(3,720,082)
Foreign exchange losses	匯兌虧損	11,010
<b>As at 30 June 2016</b>	<b>於二零一六年六月三十日</b>	<b>1,622,848</b>
<b>Six months ended 30 June 2015</b>	<b>截至二零一五年 六月三十日止六個月</b>	
As at 1 January 2015	於二零一五年一月一日	8,169,271
Proceeds from borrowings	借款所得款項	3,898,913
Repayments of borrowings	償還借款款項	(5,449,507)
Foreign exchange losses	匯兌虧損	2,424
<b>As at 30 June 2015</b>	<b>於二零一五年六月三十日</b>	<b>6,621,101</b>



## Notes to the Condensed Consolidated Interim Financial Information (continued)

### 簡明合併中期財務資料附註(續)

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

#### 20 BORROWINGS (continued)

As at 30 June 2016 and 31 December 2015, the Group's borrowings were repayable as follows:

Within 1 year 1年內  
Between 1 and 2 years 1至2年

#### 20 借款(續)

於二零一六年六月三十日及二零一五年十二月三十一日，本集團的借款到期期限如下：

Bank borrowings 銀行借款		Senior Notes and other borrowings 優先票據及其他借款	
30 June 2016 二零一六年 六月 三十日 Unaudited 未經審核	31 December 2015 二零一五年 十二月 三十一日 Audited 經審核	30 June 2016 二零一六年 六月 三十日 Unaudited 未經審核	31 December 2015 二零一五年 十二月 三十一日 Audited 經審核
1,231,885	2,593,484	65,000	65,000
-	24,000	325,963	719,891
<b>1,231,885</b>	<b>2,617,484</b>	<b>390,963</b>	<b>784,891</b>

#### 21 OTHER LONG-TERM PAYABLES

**Non-current**  
Finance lease obligations (i)  
Other payable

**Current**  
Finance lease obligations (i)

**Total other long-term payables**

**非流動**  
融資租賃承擔(i)  
其他應付款

**流動**  
融資租賃承擔(i)

**其他長期應付款總額**

30 June 2016 二零一六年 六月三十日 Unaudited 未經審核	31 December 2015 二零一五年 十二月三十一日 Audited 經審核
1,128,813	1,155,214
12,452	26,129
<b>1,141,265</b>	<b>1,181,343</b>
<b>54,952</b>	<b>48,441</b>
<b>1,196,217</b>	<b>1,229,784</b>

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

## 21 OTHER LONG-TERM PAYABLES (continued)

- (i) In November 2015, the Group entered into certain asset sale and leaseback agreements (the “Sale and Lease Agreement”) with one financial institution. The sales proceeds of the relevant property, plant and equipment were RMB1,200 million with a notional disposal loss of RMB10 million which was amortised over the lease term of 36 months. The Group was entitled to purchase the related asset at a cost of RMB3 at the end of the lease.
- (ii) As at 30 June 2016, total minimum lease payments under the finance lease based on the PBOC interest rate as at the balance sheet date and their present values were as follows:

## 21 其他長期應付款(續)

- (i) 於二零一五年十一月，本集團與一間金融機構訂立若干資產售後回租協議(「售後回租協議」)。出售相關物業、廠房及設備所得款項為人民幣12億元，名義出售虧損為人民幣1,000萬元，按租賃期36個月攤銷。本集團於租賃期末有權以人民幣3元的成本購買相關資產。
- (ii) 於二零一六年六月三十日，按中國人民銀行於結算日利率計息之融資租賃之最低租賃付款總額及其現值如下：

		<b>Present value of minimum lease payments 最低租賃 付款之現值</b>	<b>Interest expenses relating to future periods 有關未來期間 之利息費用</b>	<b>Total minimum lease payments 最低租賃 付款總額</b>
Within 1 year	1年內	54,952	73,697	128,649
Between 1 and 5 years	1至5年	1,128,813	101,143	1,229,956
		1,183,765	174,840	1,358,605

The range of effective interest rates of the finance lease obligations of the Group is 6.21% to 6.39% per annum.

As at 30 June 2016, the fair value of the finance lease obligations approximated RMB1,225 million. The fair values were based on discounted cash flow using three-year borrowing market rates of 4.75% per annum.

本集團融資租賃承擔的實際利率範圍為每年6.21%至6.39%。

於二零一六年六月三十日，融資租賃承擔的公允價值約為人民幣12.25億元。公允價值乃使用三年期市場借貸利率每年4.75%按現金流量法折現處理。

## Notes to the Condensed Consolidated Interim Financial Information (continued)

### 簡明合併中期財務資料附註(續)

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

#### 22 OPERATING PROFIT

The operating profit of the Group has been credited/(charged) by the following items.

#### 22 經營溢利

以下項目已於本集團的經營溢利中增加/(扣減)。

		Six months ended 30 June	
		截至六月三十日止六個月	
		2016	2015
		二零一六年	二零一五年
		Unaudited	Unaudited
		未經審核	未經審核
Depreciation of property, plant and equipment (Note 9)	物業、廠房及設備折舊(附註9)	(537,400)	(537,306)
Rental fee	租賃費	(44,462)	(102,000)
Provision for write-down of inventories to net realisable value (Note 12)	存貨價值撇減至可變現淨值之撥備(附註12)	(6,645)	(62,781)
Provision for impairment of prepayments, deposits and other receivables (Note 14)	預付款項、按金及其他應收賬款之減值撥備(附註14)	(229,892)	(10,949)
Reversal of impairment of a loan receivable	應收貸款減值撥回	10,000	-
Investment income/(loss) from financial investments and instruments	金融投資及工具之投資收益/(虧損)	369	(6,577)
Amortisation of intangible assets (Note 9)	無形資產攤銷(附註9)	(5,126)	(5,164)
Amortisation of leasehold land and land use rights (Note 9)	租賃土地及土地使用權攤銷(附註9)	(2,324)	(1,798)
Provision for impairment of trade receivables (Note 13)	應收貿易賬款減值撥備(附註13)	(15,707)	(1,095)
Provision for impairment of amounts due from a related party (Note 30)	應收一名關聯方款項減值撥備(附註30)	(19,923)	-
Depreciation of investment properties (Note 9)	投資物業折舊(附註9)	(221)	(221)
Gain on disposal of subsidiaries (Note 6)	出售附屬公司之收益(附註6)	11,056	-
Gain/(Loss) on disposal of property, plant and equipment	出售物業、廠房及設備的收益/(虧損)	2,129	(92)
Reversal of legal claims	法律索償撥回	-	5,105
Gain on disposal of available-for-sale financial assets	出售可供出售金融資產之收益	-	8,754
Government grants	政府補貼	21,445	26,781
(Loss)/Gain on repurchase of Senior Notes (Note 20)	購回優先票據之(虧損)/收益(附註20)	(1,041)	97,430

# Notes to the Condensed Consolidated Interim Financial Information (continued)

## 簡明合併中期財務資料附註(續)

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

### 23 FINANCE INCOME AND COSTS

### 23 財務收入及成本

		<b>Six months ended 30 June</b>	
		截至六月三十日止六個月	
		<b>2016</b>	2015
		二零一六年	二零一五年
		<b>Unaudited</b>	Unaudited
		未經審核	未經審核
Interest expenses	利息費用	<b>(42,870)</b>	(238,231)
Finance lease liability	融資租賃負債	<b>(37,917)</b>	-
Net foreign exchange losses on borrowings	借款的匯兌淨虧損	<b>(11,010)</b>	(2,424)
<b>Total finance costs</b>	<b>財務成本總額</b>	<b>(91,797)</b>	(240,655)
Less: amounts capitalised on qualifying assets	減：合資格資產資本化金額	<b>6,446</b>	39,663
Finance costs	財務成本	<b>(85,351)</b>	(200,992)
Finance income	財務收入	<b>48,138</b>	65,379
<b>Finance costs – net</b>	<b>財務成本－淨額</b>	<b>(37,213)</b>	(135,613)

For the six months ended 30 June 2016, a capitalisation rate of 6.55% (2015: 7.61%) was used, representing the average borrowing cost of the loans relating to financing the construction of property, plant and equipment and properties under development.

截至二零一六年六月三十日止六個月，於呈列與建造物業、廠房及設備及發展中物業融資相關的貸款之平均借款成本時採用的資本化比率為6.55% (二零一五年：7.61%)。

## Notes to the Condensed Consolidated Interim Financial Information (continued)

### 簡明合併中期財務資料附註(續)

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

#### 24 INCOME TAX EXPENSE/(CREDIT)

Current income tax	當期所得稅
– PRC enterprise income tax	– 中國企業所得稅
– Singapore profit tax	– 新加坡利得稅
Deferred income tax	遞延所得稅
– PRC enterprise income tax	– 中國企業所得稅
– Singapore profit tax	– 新加坡利得稅

The Company was incorporated in Bermuda as an exempted company with limited liability under the Companies Act 1981 of Bermuda and, accordingly, is exempted from payment of Bermuda income tax.

The subsidiaries of the Company that were incorporated in British Virgin Islands (“BVI”) with limited liability under the International Business Companies Act Chapter 291 are exempted from payment of BVI income tax.

No Hong Kong profits tax has been provided since the Company and the subsidiaries traded or incorporated in Hong Kong do not have assessable taxable profits during the six months ended 30 June 2016 after utilising accumulated tax losses (2015: nil). The Directors are of opinion that the accumulated tax losses of the Company and the subsidiaries are unlikely to be utilised in the future. No deferred tax assets were recognised.

#### 24 所得稅費用／(抵免)

Six months ended 30 June	
截至六月三十日止六個月	
2016	2015
二零一六年	二零一五年
Unaudited	Unaudited
未經審核	未經審核
56,539	71,023
–	–
<b>56,539</b>	<b>71,023</b>
201,094	(111,042)
5,177	14,146
<b>206,271</b>	<b>(96,896)</b>
<b>262,810</b>	<b>(25,873)</b>

本公司根據百慕達一九八一年公司法在百慕達註冊成立為獲豁免有限責任公司，故獲豁免繳付百慕達所得稅。

本公司的附屬公司根據國際商業公司法第 291 章在英屬維爾京群島（「英屬維爾京群島」）註冊成立為有限責任公司，獲豁免繳付英屬維爾京群島所得稅。

由於在動用累積稅項虧損後，於香港進行貿易或註冊成立的本公司及附屬公司於截至二零一六年六月三十日止六個月期間並無應課稅溢利，故並沒有計提香港利得稅（二零一五年：零）。董事認為，本公司及附屬公司於未來動用累計稅項虧損之可能性不大，故並無確認遞延稅項資產。

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

**24 INCOME TAX EXPENSE/(CREDIT) (continued)**

China Oriental Singapore Pte. Ltd. ("China Oriental Singapore") has been awarded the "Global Trader Programme" status for 2 years 9 months with effect from 1 April 2011 and continued to be awarded from 1 January 2014 for 5 years. Income from qualifying transactions will be taxed at the concessionary corporate tax rate of 10%, subject to China Oriental Singapore meeting certain terms and conditions as stated in the letter issued by International Enterprise Singapore.

The PRC enterprise income tax expense is recognised based on management's best estimate of the weighted average annual income tax rate expected for the full financial year, the standard tax rate of the Group incorporated in the PRC remains unchanged as 25% during the six months ended 30 June 2016 and 2015.

The taxation on the Group's profit before taxation differs from the theoretical amount that would arise using the weighted average applicable tax rate of 24.13% (2015: -49.28%) to respective profits of the consolidated entities for the six months ended 30 June 2016 and 2015 as follows:

**24 所得稅費用/(抵免)(續)**

中國東方新加坡有限公司(「中國東方新加坡」)已獲得自二零一一年四月一日起生效的兩年零九個月的「環球貿易計劃」地位，並繼續獲得自二零一四年一月一日起生效五年。根據中國東方新加坡達到新加坡國際企業發展局發出的函件內所列的若干條款及條件，合資格的交易之收入將按特許企業稅率10%徵稅。

中國企業所得稅費用乃根據管理層對預期整個財政年度之加權平均全年收入稅率所作之最佳估計確認。於截至二零一六年及二零一五年六月三十日止六個月，本集團在中國註冊成立的公司之標準稅率維持不變，為25%。

本集團除稅前溢利的稅項與使用加權平均適用稅率24.13%(二零一五年：-49.28%)計算，截至二零一六年及二零一五年六月三十日止六個月合併實體各自溢利的理論金額區別如下：

		<b>Six months ended 30 June</b>	
		<b>截至六月三十日止六個月</b>	
		<b>2016</b>	2015
		<b>二零一六年</b>	二零一五年
		<b>Unaudited</b>	Unaudited
		<b>未經審核</b>	未經審核
Profit before taxation	除稅前溢利	<b>803,513</b>	36,656
Taxation calculated at statutory tax rate	按法定稅率計算之稅項	<b>193,896</b>	(18,065)
Utilise tax losses for which no deferred income tax assets was recognised before	動用先前並無確認遞延所得稅資產之稅項虧損	<b>(3,369)</b>	(30,401)
Tax losses for which no deferred income tax assets was recognised	未確認遞延所得稅項資產之稅項虧損	<b>70,985</b>	9,073
Withholding tax of intra-group interest income	代扣代繳集團內利息收入之所得稅	<b>660</b>	3,379
Effect of non-deductible expenses	不可扣減費用之影響	<b>638</b>	10,141
		<b>262,810</b>	(25,873)

**25 EARNINGS PER SHARE****Basic**

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

Profit attributable to owners of the Company	本公司權益持有者應佔溢利
Weighted average number of ordinary shares in issue (thousands)	已發行普通股的加權平均數(千股)
Basic earnings per share (RMB per share)	每股基本收益(每股人民幣元)

**Diluted**

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

As at 30 June 2016, the Company has one category of dilutive potential ordinary shares: share options.

The diluted earnings per shares is the same as the basic earnings per shares since the employee share options outstanding as at 30 June 2016 would not have dilutive effect on the earnings per share.

**26 DIVIDENDS**

At the board meeting held on 26 August 2016, the Board did not recommend the payment of an interim dividend for the six months ended 30 June 2016 (2015: Nil).

At the board meeting held on 31 March 2016, the Board did not recommend the payment of any final dividend for the year ended 31 December 2015.

**25 每股收益****基本**

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

**Six months ended 30 June**  
截至六月三十日止六個月

2016 二零一六年 Unaudited 未經審核	2015 二零一五年 Unaudited 未經審核
528,469	73,723
2,931,425	2,931,425
0.180	0.025

**稀釋**

每股稀釋收益乃假設所有可稀釋的潛在普通股被兌換後，根據已發行普通股的加權平均作出調整而計算。

於二零一六年六月三十日，本公司僅有一類可稀釋的潛在普通股：購股權。

因於二零一六年六月三十日尚未行使之僱員購股權對每股盈利無稀釋影響，故每股稀釋盈利與每股基本盈利相等。

**26 股息**

於二零一六年八月二十六日舉行的董事局會議上，董事局不建議分派截至二零一六年六月三十日止六個月的中期股息(二零一五年：無)。

於二零一六年三月三十一日舉行的董事局會議上，董事局不建議分派截至二零一五年十二月三十一日止年度的末期股息。

# Notes to the Condensed Consolidated Interim Financial Information (continued)

## 簡明合併中期財務資料附註(續)

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

### 27 NOTES TO THE INTERIM CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

Major non-cash transactions:

Except for the major non-cash transactions disclosed elsewhere in this condensed consolidated interim financial information, the Group endorsed bank acceptance notes to suppliers for purchase of property, plant and equipment amounting to approximately RMB252 million (2015: approximately RMB395 million) for the six months ended 30 June 2016.

### 28 CAPITAL COMMITMENTS

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

### 27 中期簡明合併現金流量表附註

主要非現金交易：

除簡明合併中期財務資料其他部份所披露的主要非現金交易外，於截至二零一六年六月三十日止六個月，本集團就購買物業、廠房及設備向供應商背書銀行承兌匯票約人民幣2.52億元(二零一五年：約人民幣3.95億元)。

### 28 資本承擔

30 June 2016 二零一六年 六月三十日 Unaudited 未經審核	31 December 2015 二零一五年 十二月三十一日 Audited 經審核
265,419	266,387
202,659	149,873
468,078	416,260
226,180	291,524
694,258	707,784

### 29 FINANCIAL GUARANTEE CONTRACTS

As at 30 June 2016, Hebei Jinxi Iron and Steel Group Company Limited provided guarantee for bank borrowings in favour of a third party amounted to approximately RMB11 million (2015: RMB11 million). The fair value of the financial guarantee is not significant.

The Directors are of the view that such obligation will not cause an outflow of the Group's resources embodying economic benefits.

### 30 RELATED PARTY TRANSACTIONS

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

### 29 財務擔保合約

於二零一六年六月三十日，河北津西鋼鐵集團股份有限公司為一名第三方的銀行借款出具擔保，約人民幣1,100萬元(二零一五年：人民幣1,100萬元)。該財務擔保合約的公允價值並不重大。

董事認為該責任將不會造成本集團體現經濟利益的資源流出。

### 30 關聯方交易

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



## Notes to the Condensed Consolidated Interim Financial Information (continued)

### 簡明合併中期財務資料附註(續)

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

#### 30 RELATED PARTY TRANSACTIONS (continued)

- (a) For the six months ended 30 June 2016 and 2015, the Directors are of the view that the following companies and persons are related parties of the Group:

#### 30 關聯方交易(續)

- (a) 截至二零一六年及二零一五年六月三十日止六個月，董事認為以下公司和人士為本集團的關聯方：

Name 名稱	Relationship with the Group 與本集團的關係
<ul style="list-style-type: none"> <li>Foshan Jin Lan Aluminium Company Limited (“Foshan Jin Lan”)                              佛山金蘭鋁廠有限公司(「佛山金蘭」)                         </li> </ul>	Minority shareholder of Foshan Jinxi Jin Lan Cold Rolled Sheet Company Limited, a significant subsidiary of the Group 本集團主要附屬公司佛山津西金蘭冷軋板有限公司的少數股東
<ul style="list-style-type: none"> <li>Foshan Jin Lan Nonferrous Metals Product Co. Ltd. (“Jin Lan Nonferrous Metals”)                              佛山金蘭有色金屬製品有限公司(「金蘭有色金屬」)                         </li> </ul>	Foshan Jin Lan’s subsidiary 佛山金蘭的附屬公司
<ul style="list-style-type: none"> <li>Tangshan Fengnan Qu Jinxi Fenggang Iron and Steel Co. Ltd. (“Jinxi Fenggang”)                              唐山市豐南區津西豐鋼鋼鐵有限公司(「津西豐鋼」)                         </li> </ul>	Chairman of the board of Jinxi Fenggang is Mr. Shen Xiaoling, a director of the Company 津西豐鋼的董事局主席為本公司董事沈曉玲先生
<ul style="list-style-type: none"> <li>Beijing Jingtang Guangzhi Investment Management Co. Ltd. (“Jingtang Guangzhi Investment”)                              北京京唐廣志投資管理有限公司(「京唐廣志投資」)                         </li> </ul>	Controlled by Mr. Wang Zhihong, a director of Boyuan Real Estate (before 5 February 2016) 由博遠房地產的董事王志紅先生控制(於二零一六年二月五日前)
<ul style="list-style-type: none"> <li>Mr. Li Hejun                              李賀軍先生                         </li> </ul>	Minority shareholder of a significant subsidiary of the Group 本集團主要附屬公司的少數股東
<ul style="list-style-type: none"> <li>Oriental Sheet Piling Sdn. Bhd. and its subsidiaries (“Oriental Sheet Piling”)                              Oriental Sheet Piling Sdn. Bhd. 及其附屬公司(「Oriental Sheet Piling」)                         </li> </ul>	Controlled by the same ultimate parent company of ArcelorMittal Holdings AG, an entity holds over 20% equity interests in the Company 由擁有本公司超過20%權益的實體ArcelorMittal Holdings AG的相同最終母公司控制
<ul style="list-style-type: none"> <li>Arcelor International Steel Trading (Shanghai) Co. Ltd (“Arcelor International Trading”)                              Arcelor International Steel Trading (Shanghai) Co. Ltd (「Arcelor International Trading」)                         </li> </ul>	Controlled by the same ultimate parent company of ArcelorMittal Holdings AG, an entity holds over 20% equity interests in the Company 由擁有本公司超過20%權益的實體ArcelorMittal Holdings AG的相同最終母公司控制
<ul style="list-style-type: none"> <li>XTAL Inc. (“XTAL”)                              XTAL Inc. (「XTAL」)                         </li> </ul>	An associated company of the Group 本集團的聯營公司

# Notes to the Condensed Consolidated Interim Financial Information (continued)

## 簡明合併中期財務資料附註(續)

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

### 30 RELATED PARTY TRANSACTIONS (continued)

#### (b) Significant related party transactions

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

(i) Sales of goods to – Oriental Sheet Piling	(i) 銷售貨物 – Oriental Sheet Piling
(ii) Sales of utilities – Jin Lan Nonferrous Metals	(ii) 銷售能源 – 金蘭有色金屬
(iii) Sales of service – XTAL	(iii) 銷售服務 – XTAL
(iv) Purchase of service – XTAL	(iv) 購買服務 – XTAL

#### (c) Balances with related parties

#### Amounts due from related parties 應收關聯方款項

<i>Non-current</i> – XTAL (non-trade balance) Less: impairment provision (iii)	<i>非流動</i> – XTAL (非貿易結餘) 減：減值撥備 (iii)
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### 30 關聯方交易(續)

#### (b) 重大關聯方交易

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

#### Six months ended 30 June

#### 截至六月三十日止六個月

2016 二零一六年 Unaudited 未經審核	2015 二零一五年 Unaudited 未經審核
35,548	57,450
14,386	14,275
4,444	–
4,562	–

#### (c) 關聯方結餘

30 June 2016 二零一六年 六月三十日 Unaudited 未經審核	31 December 2015 二零一五年 十二月三十一日 Audited 經審核
8,855	–
(8,855)	–
–	–

# Notes to the Condensed Consolidated Interim Financial Information (continued)

## 簡明合併中期財務資料附註(續)

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

### 30 RELATED PARTY TRANSACTIONS (continued)

(c) Balances with related parties (continued)

<i>Current</i>	<i>流動</i>
– Oriental Sheet Piling (trade balance)	– Oriental Sheet Piling (貿易結餘)
– Jin Lan Nonferrous Metals (trade balance)	– 金蘭有色金屬 (貿易結餘)
– XTAL (non-trade balance)	– XTAL (非貿易結餘)
Less: impairment provision (iii)	減：減值撥備 (iii)
<b>Amounts due to related parties</b>	<b>應付關聯方款項</b>
<i>Non-current</i>	<i>非流動</i>
Borrowings from related parties	關聯方提供的借款
– Mr. Li Hejun (ii)	– 李賀軍先生 (ii)
<i>Current</i>	<i>流動</i>
Borrowings from related parties	關聯方提供的借款
– Jingtang Guangzhi Investment (iv)	– 京唐廣志投資 (iv)
– Foshan Jin Lan (i)	– 佛山金蘭 (i)
Others	其他
– Arcelor International Trading	– Arcelor International Trading
– Oriental Sheet Piling	– Oriental Sheet Piling
– Jinxi Fenggang	– 津西豐鋼
– Foshan Jin Lan	– 佛山金蘭

### 30 關聯方交易(續)

(c) 關聯方結餘(續)

<b>30 June 2016 二零一六年 六月三十日 Unaudited 未經審核</b>	31 December 2015 二零一五年 十二月三十一日 Audited 經審核
<b>5,566</b>	5,216
<b>237</b>	612
<b>11,068</b>	–
<b>(11,068)</b>	–
<b>5,803</b>	5,828
<b>51,859</b>	51,859
<b>–</b>	53,341
<b>23,931</b>	23,931
<b>23,931</b>	77,272
<b>–</b>	2,891
<b>1,892</b>	503
<b>1,917</b>	1,995
<b>383</b>	383
<b>4,192</b>	5,772
<b>28,123</b>	83,044
<b>79,982</b>	134,903

30 RELATED PARTY TRANSACTIONS (continued)

(c) Balances with related parties (continued)

- (i) The borrowing from Foshan Jin Lan was unsecured, interest-free.
- (ii) The borrowing from Mr. Li Hejun was unsecured, interest-free.
- (iii) As of 30 June 2016, the remaining balance due from XTAL was unsecured, interest-free and was fully impaired given the continuing loss of XTAL in recent three years and there was significant uncertainty of recovering the amounts since it cannot be fully covered by XTAL's total assets.
- (iv) The loan from Jingtang Guangzhi Investment was unsecured and bore interest at a rate of 6.31% per annum and had been paid in notes receivables during six months ended 30 June 2016.

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

30 關聯方交易(續)

(c) 關聯方結餘(續)

- (i) 佛山金蘭的借款為無抵押、免息。
- (ii) 李賀軍先生提供之借款為無抵押、免息。
- (iii) 截至二零一六年六月三十日，應收XTAL餘額為無抵押、免息及已全額作出減值，原因為XTAL近三年連續虧損及由於XTAL的資產總值不足以全額償付該款項，收回該款項存在重大不確定性。
- (iv) 京唐廣志投資提供的貸款為無抵押及按年利率6.31%計息及於截至二零一六年六月三十日止六個月，已由應收票據償還。

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

### 31 POST BALANCE SHEET EVENTS

- (a) According to the announcement of the Stock Exchange on 27 July 2016, The Stock Exchange is minded to exercise its power to cancel the listing of the shares of the Company under the Rules Governing the Listing of Securities on the Stock Exchange (“Listing Rules”). In this regard, the Stock Exchange requires that the Company must have remedied the public float issue by 27 January 2017. Should the Company fail to do so, the Stock Exchange may proceed with cancelling the Company’s listing.
- (b) On 12 August 2016, Oriental Green Energy-Saving Environmental Protection Engineering Co. Ltd. (“Oriental Green”), an indirect non-wholly owned subsidiary of the Company, entered into the investment in shares agreement with Bank of Cangzhou Co. Ltd. (“Bank of Cangzhou”), an independent third party of the Group relating to the investment pursuant to which Oriental Green agreed to invest and subscribe for, and Bank of Cangzhou agreed to issue and allot 100,000,000 ordinary shares, which is approximately 3% of the enlarged issued share capital of Bank of Cangzhou after completion of the private subscription for the consideration of approximately RMB230 million. The payment of the consideration will be financed by the Group’s internal financial resources. Completion date is expected to be on or before 31 August 2016.

### 31 結算日後事項

- (a) 根據聯交所於二零一六年七月二十七日的公告，聯交所已提醒根據聯交所證券上市規則（「上市規則」）行使其權力取消本公司股份上市。就此而言，聯交所要求本公司必須於二零一七年一月二十七日之前補救公眾持股量。倘本公司未能達成，則聯交所可能進行對本公司取消上市地位。
- (b) 於二零一六年八月十二日，東方綠源節能環保工程有限公司（「東方綠源」）（本公司間接非全資附屬公司）與滄州銀行股份有限公司（「滄州銀行」）（本集團獨立第三方）就投資訂立投資股份協議，據此，東方綠源同意投資及認購，而滄州銀行同意發行及分配滄州銀行的100,000,000股普通股（代價款約人民幣2.30億元，佔滄州銀行於私募認購完成後經擴大的已發行股本約3%）。代價款的支付將由本集團內部財務資源撥付。預計完成日期為二零一六年八月三十一日或以前。



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僅供識別

