# MINMETALS RESOURCES LIMITED

(Incorporated in Hong Kong with limited liabilities) (Stock code: 1208)

# 2007 Interim Results

	For the size	x months	
	ended 3	0 June	
	2007	2006	Decrease
	HK\$ million	HK\$ million	
Turnover	4,981	6,858	27%
Net profit attributable to shareholders of the Company	451	580	22%
Basic earnings per share	HK\$0.261	HK\$0.338	23%
Diluted earnings per share	HK\$0.260	HK\$0.338	23%

# CHAIRMAN'S MESSAGE

Minmetals Resources reported a turnover of HK\$4,981.2 million and profit attributable to shareholders of HK\$451.0 million for the six months ended 30 June 2007. Earnings per share attributable to the equity holders of the Company was HK\$0.261.

The Group managed to significantly strengthen its business performance and financial position, following the acquisition of the alumina and aluminium businesses from our parent company China Minmetals Corporation in October 2005. In February this year, the High Court of Hong Kong's rectification of the Company's capital reduction, has removed the final statute obstacle for the Company's dividend distribution to shareholders, which has not been made since 1995. To express our gratitude to the shareholders' continuous support to and faith in the Company, the board of directors has resolved to declare an interim dividend of HK0.5 cent per share. We believe it is important to maintain a balance between retaining the necessary capital to fund our future mergers and acquisitions and rewarding our shareholders.

The alumina production volume in China has been increased by over 50 per cent from approximately 5.9 million tonnes in the first half of 2006 to approximately 9.4 million tonnes in the period under review. The upsurge in output had forced alumina price to drop in the second half of 2006 to approximately RMB2,500 per tonne. During the first half of 2007, with the growth in demand for alumina and price adjustments in the domestic market, China's alumina price rebounded to approximately RMB3,900 per tonne, however it was still significantly lower than the highest level of approximately RMB6,500 per tonne in the first half of 2006. Despite continued increase in the alumina output in China in the second half of 2007, the enlarged production capacity of aluminium smelters is expected to drive up the demand for alumina. This together with the upsurge in raw materials cost, particularly in the cost of bauxite, in the past few months, have made alumina price became more stabilised.

Volume of imported alumina into China reduced to approximately 2.7 million tonnes for the six months ended 30 June 2007 as compared to approximately 3.3 million tonnes for the same period last year, as a result of the country's enhanced output volume.

To cope with the macro economic environment of severe pressure on alumina prices and reduced imported alumina into China, the Group will strive to maintain its profitability through: a) securing the profit margin of alumina sales under the Alcoa contract; (b) pursuing the completion of the acquisition of a 33 per cent interest in Guangxi Huayin Alumina Company Limited ("Guangxi Huayin") from our parent company; and (c) elevating the profit margin and return from its fabrication business.

The Alcoa contract allows the Group to source up to approximately 400,000 tonnes of alumina annually at prices based on cost plus fees up to June 2027. The contract can be regarded as comparable to owning bauxite mine and alumina refinery capacity. Guangxi Huayin, which is still at its development stage, will be engaged in exploration of bauxite and production of alumina with an annual capacity of 1.6 million tonnes of alumina. The completion of the Guangxi Huayin acquisition will enable the Group to secure approximately one third of its alumina production volume and thus will (a) reduce the Group's reliance on imported alumina and (b) enhance the Group's revenue and profit margin.

On fabrication business, the Group has made additional capital investment in North China Aluminium Company Limited ("NCA") this year. The capital injection will provide further funding for NCA's expansion in its composite production capacity and improvement of product quality. By increasing its controlling stake in NCA from 51 per cent to 73.19 per cent, the Group will strengthen its control over NCA. It aims to augment the operation efficiency of NCA's existing production facilities by lowering its production costs in a more efficient manner. With continued product quality enhancement, product mix adjustment, and cost reduction, the profitability of NCA is expected to continue to improve, and its market position in aluminium foil further consolidated.

The Group plans to establish a joint venture to develop bauxite mine and to form an associated alumina refining facility in Jamaica. It is currently at the stage of initial pre-feasibility study to assess the quality and quantity of bauxite reserve. The assessment result is expected to be available by end of 2007.

During the year, the Company's immediate controlling shareholder, China Minmetals Non-ferrous Metals Company Limited ("CMN") increased its interest in the Company and strengthening its absolute control of the Group with an aim to further develop the Group into a conglomerate with an integrated supply-chain covering resources, trading and fabrication of non-ferrous metals.

Minmetals Resources is in a healthy financial position. The Group's commitment to and confidence in the non-ferrous metals business is evidenced by its continued investment and development plans in the future. With the aforementioned plans and strategies we are well-poised to further enhance our profitability, return on assets and to create value to our shareholders.

#### ZHOU Zhongshu

Chairman

6 September 2007

The board of directors (the "Board") of Minmetals Resources Limited (the "Company") is pleased to announce the unaudited consolidated results of the Company and its subsidiaries (the "Group") for the six months ended 30 June 2007. This interim financial information has been reviewed by the Company's audit committee and the Company's auditor, PricewaterhouseCoopers, 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 ("HKICPA"). The auditor based on their review, concluded that noting has come to their attention that causes them to believe that the interim financial information is not prepared, in all material aspects, in accordance with Hong Kong Accounting Standard 34 "Interim Financial Reporting". The auditor's independent review report will be included in the interim report to the shareholders of the Company.

# MANAGEMENT DISCUSSION AND ANALYSIS

# OVERVIEW

Affected by the surging supply of domestically produced alumina in the People's Republic of China ("PRC"), the volume of imported alumina substantially declined in the first-half of 2007. This change posed a new challenge to our alumina trading business.

Although alumina prices showed rebound in 2007 when compared to the last few months of 2006, they were still in sharp contrast to the historical highs recorded in the first-half of 2006. This, together with the shrink in trading volume, caused a drop in the Group's turnover and profit. For the six months ended 30 June 2007, the Group's turnover and net profit attributable to the Company's equity holders amounted to HK\$4,981.2 million and HK\$451.0 million respectively, representing decreases of 27% and 22% respectively over the corresponding period last year. Basic earnings per share were HK\$0.261 for the first-half of 2007, as compared to HK\$0.338 for the same period in 2006.

# FINANCIAL REVIEW

#### Turnover

During the six months ended 30 June 2007, the Group recorded turnover growth in its fabrication businesses but decline in its trading business. The changes in different business segments are set out in the table below.

	Six months ended 30 June						
	2007	2006	Increase/(Deci	rease)			
	HK\$ million	HK\$ million	HK\$ million	%			
Trading	2,705.1	5,553.2	(2,848.1)	(51)			
Aluminium fabrication	986.1	733.8	252.3	34			
Copper fabrication and plica tubes production Port logistics services and other	1,487.4	676.7	810.7	120			
industrial operations	4.0	3.8	0.2	5			
Inter-segment elimination	(201.4)	(109.1)					
Total	4,981.2	6,858.4	(1,877.2)	(27)			

Continuous economic growth in the PRC has driven up the demand for aluminium and copper products, especially in the construction, transportation, packaging, publishing and energy sectors. This stimulated the Group's aluminium and copper fabrication businesses, with about 34% and 120% increase in turnover respectively. However, due to the weakened demand for imported alumina and softened prices, the Group's trading business dropped by 51%. Compared to last corresponding period, the Group's total turnover decreased by 27%.

# Gross profit

Gross profit for the six months ended 30 June 2007 was HK\$561.7 million, decreased by 46% when compared with last corresponding period. This was primarily due to the decreases in turnover as well as gross profit margin.

Overall gross profit margin dropped from 15.1% in the first-half of 2006 to 11.3% in the first-half of 2007, which was mainly attributable to: (i) copper fabrication accounted for a higher percentage of the Group's turnover than before; however, its gross profit margin was not as high as that of the other business segments; (ii) in the first-half of 2006 the Group's alumina trading business was particularly benefited from the absurdly high prices of alumina in the PRC market, thus the average selling price of alumina for that period was much higher than that of others; and (iii) the withstanding power of the Group to downside price adjustments of alumina was reduced because certain long-term sales contracts were ended in 2006.

## Selling expenses

The Group's selling expenses, mainly comprised port expenses, loading and packing charges, inspection fee, transportation and staff costs, decreased by 24% to HK\$41.0 million. The decrease was in line with the decrease in turnover. Selling expenses to turnover ratio remained stable, which was 0.8%, same as previous year's level.

## Administrative expenses

Administrative expenses amounted to HK\$72.5 million for the six months ended 30 June 2007, representing a decrease of 16% over last corresponding period. The decrease was mainly due to the decrease in share-based payment in relation to the share options granted in April 2006. Such payment amounted to HK\$0.3 million in the first-half of 2007, as compared to HK\$21.3 million in the same period last year. Because of the drop in turnover and the fixed nature of certain expenses, administrative expenses to turnover ratio increased from 1.3% to 1.5%.

## Re-assessment of alumina purchasing rights

Based on the result of an independent valuation performed on 30 June 2007, the Group reversed a provision for impairment in alumina purchasing rights amounting to HK\$257.6 million for the six months ended 30 June 2007. This re-assessment was performed in response to the change in market forecast and the rebound of alumina prices since the last valuation, which was carried out at the end of the third quarter of 2006 when the market prices of alumina hovered at an extremely low level.

### Fair value losses on convertible bonds

During the period, the Group recorded aggregate losses of HK\$182.0 million in respect of the fair value changes of its convertible bonds. According to the applicable accounting standard (HKAS 39), changes in fair value of the derivative component of convertible bonds should be charged or credited to the income statement in the accounting period in which they occur. In order to avoid the volatility that may be caused by this accounting treatment to its results, the Group has relinquished the cash settlement option (the option to pay cash in lieu of delivering shares to the bondholders) of its convertible bonds during the six months ended 30 June 2007. After the removal of this cash settlement option, according to the applicable accounting standard (HKAS 32), the derivative component of the Group's convertible bonds can be accounted for as an equity reserve and its changes in fair value, if any, no longer pose impact on the Group's result. The above losses arising from the fair value changes in the convertible bonds had no effect on our cashflow or other aspects of our operation during the period.

If excluding such fair value losses, the adjusted basic earnings per share is HK\$0.366 for the six months ended 30 June 2007.

### Other gains/(losses) - net

The group recorded other gains – net of HK\$20.5 million in the first-half of 2007, compared to other losses – net of HK\$42.5 million in the same period last year. The major change was due to the decrease in net losses of aluminium forward contracts from HK\$87.9 million to HK\$30.0 million. During the period, those aluminium forward contracts entered by the Group were for the purpose of hedging against the downside price risk on sales of alumina where the sales price was determined pursuant to a formula linked to the London Metal Exchange aluminium prices. Generally speaking, aluminium prices were less volatile over the six months ended 30 June 2007 when compared to the same period last year, thus the Group's hedging losses on aluminium forward contracts were thus very much reduced.

#### Finance costs - net

Finance costs – net increased substantially by HK\$48.7 million to HK\$58.2 million when compared with the same period last year. The increase was mainly due to: (i) a notional interest of HK\$42.6 million was charged in the first-half of 2007 for the zero-coupon convertible bonds issued by the Group on 7 December 2006; and (ii) increased turnover led to higher working capital and hence finance charges for the Group's aluminium and copper fabrication businesses.

#### Share of profits less losses in associates

The Group's share of profits less losses in associates increased from HK\$11.4 million in the firsthalf of 2006 to HK\$20.8 million in the first-half of 2007. The major increase was contributed by Sino Nickel Pty Ltd ("Sino Nickel") and Qingdao M.C. Packaging Limited ("QDMC"), which provided after-tax profit contribution of HK\$18.7 million and HK\$2.0 million respectively to the Group for the six months ended 30 June 2007.

The net profit for the nickel trading business of Sino Nickel grew by more than four-fold during the period. This is due to increased trade volume and higher average selling price of nickel concentrate.

Aluminium cans production of QDMC recorded a loss in last corresponding period. By adopting various market promotion and production costs saving measures, QDMC has successfully turned its business into profit-making in the first-half of 2007.

## SEGMENTAL ANALYSIS

The Group's business comprises four main business segments: (1) Trading; (2) Aluminium fabrication; (3) Copper fabrication and plica tubes production; and (4) Port logistics services and other industrial operations.

## Trading

During the six months ended 30 June 2007, trading business accounted for 50% of the Group's external turnover (2006: 79%) and contributed HK\$670.4 million (2006: HK\$851.7 million) to the Group's operating profit. Alumina and aluminium ingots were the major trading items during the period, representing 75% and 25% respectively of the turnover in this segment.

Compared to the volatile fluctuations in 2006, alumina prices moved in a more narrow range in the PRC market for the first-half of 2007. In 2006, prices once reached historical high of approximately RMB6,500 per tonne in the first-half of the year but quickly plunged into a low level of approximately RMB2,500 per tonne by the year end. After that, prices rebounded rapidly in the first quarter of 2007 and found support at the level of approximately RMB3,900 per tonne. In the second quarter, prices weakened slightly and hovered around RMB3,600 to RMB3,900 per tonne. The Group's average sales price of alumina amounted to US\$442 (or approximately RMB3,430) per tonne (tax excluded, similarly thereafter) in the first-half of 2007, roughly equal to that of US\$445 (or approximately RMB3,453) per tonne in the second-half of 2006; however, it still fell far short of the one in the first-half of 2006.

As for the volume of trade, because of the increasing supply of domestically produced alumina, the demand for imported alumina dropped significantly for the six months ended 30 June 2007.

Alumina Trading		2007	2006		
		First six	Last six	First six	
		months	months	months	
Sales volume	(' 000 tonnes)	543	885	1,042	
Turnover	(HK\$ million)	1,874	3,071	4,553	
Average selling price	(US\$ <sup>*</sup> per tonne)	442	445	560	
	(RMB <sup>*</sup> per tonne)	3,430	3,453	4,346	

Set out below is a summary of the sales volume, turnover and average selling price of our alumina trade over the periods.

\* For illustration purpose only, conversion between US\$ and RMB was based on the exchange rate of US\$1: RMB7.76, conversion between US\$ and HK\$ was based on the exchange rate of US\$1: HK\$7.80.

During the six months ended 30 June 2007, the Group traded approximately 37,000 tonnes of aluminium ingots and recorded external sales of approximately HK\$628.9 million.

#### Aluminium Fabrication

Aluminium fabrication business accounted for 20% (2006: 11%) of the Group's external turnover and contributed HK\$31.8 million (2006: HK\$19.4 million) to the Group's operating profit for the six months ended 30 June 2007.

With the upgrade and modernisation of production lines in previous years, the Group saw remarkable growth in its aluminium fabrication business. For the first-half of 2007, its sales and production volume increased by 26% and 17% respectively when compared to last corresponding period.

For the first six months in 2007, total sales volume reached 39,708 tonnes, as compared to 31,449 tonnes with the same period last year. The product with the highest growth rate was aluminium foil stock, followed by light gauge aluminium foil. The former one is an intermediate product produced from aluminium ingot and can be rolled into light gauge aluminium foil for other applications. The later one is widely used in packaging of goods such as cigarette, pharmacy and chocolates.

#### **Copper Fabrication and Plica Tubes Production**

This segment accounted for 30% (2006: 10%) of the Group's external turnover and contributed HK\$36.0 million (2006: HK\$25.1 million) to the Group's operating profit for the six months ended 30 June 2007.

Copper fabrication, which was operated through a 36% owned jointly controlled entity of the Group, contributed HK\$33.7 million (2006: HK\$22.7 million) to the operating profit in this segment for the six months ended 30 June 2007. Driven by the growing demands in power cable, electric wire and communication industries, sales volume of copper rod and copper wire increased by 28% and 135% respectively as compared to last corresponding period. Volume growth and profit margin enhancement give rise to a marked increase in profit of this business over the period.

Plica tubes (flexible metals conduits) business contributed HK\$2.3 million (2006: HK\$2.4 million) to the operating profit in this segment for the six months ended 30 June 2007. As price competition was severer and severer in the industry, the effect of trade volume growth was fully offset by reduced profit margin during the period.

# OTHER FINANCIAL INFORMATION

#### Financial Resources and Liquidity

The Group's financial and liquidity position remained strong for the six months end 30 June 2007. Total assets and shareholders' equity increased by 9.3% and 23.7% respectively to HK\$8,882.9 million and HK\$5,228.0 million respectively as at 30 June 2007. Current ratio increased from 1.8 at 31 December 2006 to 2.3 at 30 June 2007.

As at 30 June 2007, the Group was in a net cash position of HK\$718.3 million, representing cash and bank deposits of HK\$2,630.4 million less total borrowings of HK\$1,912.1 million (comprising bank loans of HK\$941.3 million, advances from banks for bills discounted of HK\$382.6 million and convertible bonds of HK\$588.2 million). Hence, gearing ratio (defined as total borrowings less cash and bank deposits divided by shareholders' equity) is not applicable.

The Group's cash and bank deposits, amounting to HK\$2,630.4 million at 30 June 2007, were mainly maintained in Hong Kong dollars (46%), Renminbi (31%), US dollars (22%) and other currencies (1%).

During the period, the Group's bank borrowings decreased from HK\$1,367.9 million to HK\$1,323.8 million, mainly due to loan repayments. As at 30 June 2007, the profile of the Group's bank borrowings was as follows:

- (1) 54% were in Renminbi and 46% in US dollars;
- (2) 59% were in fixed rate and 41% were in floating rate;
- (3) 52% were repayable within 1 year, 8% were repayable between 1 and 2 years and 40% were between 2 and 5 years.

#### Significant Investments Held and Material Acquisitions and Disposals

(a) Available-for-sale financial assets

During the six months ended 30 June 2007, the Group made no addition or disposal for the equity securities it held in Sino Gold Limited (a gold mining company with primary listing in Australia and secondary listing in Hong Kong). As at 30 June 2007, the Group held approximately 10 million shares in Sino Gold Limited, with a carrying value of approximately HK\$373.4 million, representing a decrease of 17% during the period.

(b) Disposal of investment properties

During the six months ended 30 June 2007, the Group disposed certain investment properties located in Macau with a carrying value of HK\$2.2 million and realised a gain of HK\$0.1 million.

(c) Disposal of interest in an associate

During the six months ended 30 June 2007, the Group disposed its 30% equity interest in Huludao Orienmet Copper Company Limited and recognised a gain of HK\$1.4 million. Since full provision had already been made by the Group in previous years, the disposal of this investment did not have any adverse impact on the Group's result and financial position.

(d) Acquisition of additional interests in a non-wholly owned subsidiary

On 25 June 2007, the Group announced that it had entered into an agreement to acquire additional 16.31% equity interest in NCA for a consideration of approximately RMB72.9 million (equivalent to approximately HK\$75.1 million) and would provide capital investment of RMB98.8 million (equivalent to approximately HK\$101.8 million) in cash to NCA. The completion of these transactions is subject to the approvals of the relevant authorities and is expected to take place by the end of September 2007.

NCA is a subsidiary currently owned as to 51% by the Group and is engaged in aluminium fabrication. Once the above transactions are completed, the Group's interest in NCA will increase to 73.19% and can enhance the Group's flexibility and efficiency in the execution of business strategy in the expanded aluminium fabrication business of NCA.

Except for the above, there was no material acquisition or disposal of investments by the Group during the six months ended 30 June 2007.

#### Share Capital and Convertible Bonds

During the period, the Company issued 104,273,486 ordinary shares for the conversion of convertible bonds and 500,000 ordinary shares for the exercise of share options. As a result, the issued share capital of the Company increased to approximately HK\$90,961,000 as at 30 June 2007.

As for the zero coupon convertible bonds of an aggregate principal amount of HK\$1,000 million issued by the Group in December 2006, about 30.5% (or HK\$305 million in principal amount) of which was converted into ordinary shares of the Company during the six months ended 30 June 2007 and about 69.5% (or HK\$695 million in principal amount) of which remained outstanding at 30 June 2007.

#### **Contingent Liabilities**

There was no material change in the contingent liabilities of the Group since 31 December 2006.

#### Capital Expenditure and Commitments

The Group's incurred capital expenditure of approximately HK\$8.6 million for six months ended 30 June 2007, mainly related to the expansion and upgrade of the production facilities in the aluminium fabrication business.

The Group's capital commitments as at 30 June 2007 amounted to HK\$325.1 million, of which HK\$176.9 million was related to the acquisition of equity interest and additional capital investment in NCA as mentioned in the previous paragraphs. The remaining balance of HK\$148.2 million was mainly for the expansion of production facilities in the Group's fabrication businesses.

#### Charge on Assets

As at 30 June 2007, the following assets of the Group were pledged to certain banks for the banking facilities granted to the Group:

- (1) All the equity interests of a wholly owned subsidiary, Sino Mining Alumina Limited ("Sino Mining") and all the assets of Sino Mining;
- (2) Certain property, plant and equipment, land use rights and inventories of the Group with a total carrying amount of approximately HK\$272.2 million; and
- (3) Bank deposits of approximately HK\$42.5 million.

#### **Risk Management**

The Group does not and is prohibited to enter into derivative contracts for speculative purpose. The Group adopted similar policies as in 2006 to mitigate the commodity price, interest rate and foreign exchange risks arising from its operating activities.

(a) Commodity price risk

In order to reduce the commodity price risk exposure on its alumina trading business, the Group entered into certain aluminium forward contracts. As at 30 June 2007, under the terms of these forward contracts, the Group will sell 12,000 tonnes of aluminium in the second-half of 2007 and 17,500 tonnes of aluminium in 2008.

(b) Interest rate risk

To stabilise the interest expenses of the Group against interest rate fluctuations in the market, the Group had arranged interest rate swaps to hedge against the interest rate risk on the Group's floating rate bank borrowings.

(c) Foreign exchange risk

The Group's major businesses are conducted in United States dollars ("USD"), Renminbi ("RMB") and Australian dollars ("AUD"). Given the exchange rate peg between Hong Kong dollars ("HKD") and USD, it is not foreseen that the Group will be exposed to significant exchange rate risk exposure for the transactions conducted in HKD or USD. For the six months ended 30 June 2007, about 89% of the Group turnover was settled in RMB. At 30 June 2007, the total net assets shared by the Group in its PRC subsidiaries, associates and jointly controlled entity amounting to HK\$2,155 million was denominated in RMB. Fluctuation of the exchange rate between RMB and HKD or USD could affect the Group's performance and asset value. Same as 2006, the Group had entered into foreign exchange forward contracts to mitigate the exchange risk between AUD and USD on the purchase cost of alumina under a long-term contract with an annual quantity of 400,000 tonnes.

### Dividend

On 13 February 2007, the High Court of the Hong Kong Special Administrative Region made an order confirming the capital reduction of the Company. Aggregate amount of approximately HK\$889.8 million of credits arising from the cancellation of the special capital reserve account and the reduction of the share premium amount was then used to set off the accumulated losses of the Company. Since then, the Company has a capital structure that would permit the payment of dividends. However, future dividends, if any, will be declared or paid at the discretion of the Board and depend upon, among other things, the Group's operations, capital requirements and surplus, general financial condition, legal and contractual restrictions and such other factors as the Board may deem relevant. No established dividend policy has yet been adopted by the Company at the present moment.

The directors declared interim dividend of HK0.5 cent per share (2006: Nil) for the six months ended 30 June 2007.

#### Human Resources

At 30 June 2007, the Group employed a total of 2,517 employees (not including employees of jointly controlled entity and associates), of which 16 were based in Hong Kong, 2,489 in mainland China and 12 in Australia. The total staff costs, including the directors' emoluments and share-based payments, amounted to HK\$50.8 million for the six months ended 30 June 2007.

The Group continues to adopt salary policies in line with market practice and motivates its staff with performance-based remuneration. From time to time, the Group also arranges in-house training and offers rewards or incentives to encourage personal growth and career development of its staff.

# CONDENSED CONSOLIDATED INTERIM INCOME STATEMENT

		Six months ended 30 June		
		2007	2006	
		(Unaudited)	(Unaudited)	
	Note	HK\$'000	HK\$'000	
Turnover	2	4,981,210	6,858,440	
Cost of sales		(4,419,491)	(5,820,956)	
Gross profit		561,719	1,037,484	
Selling expenses		(40,957)	(53,822)	
Administrative expenses Reversal of provision for impairment of alumina		(72,480)	(86,124)	
purchasing rights	3	257,622	-	
Fair value losses on convertible bonds	17	(182,032)	-	
Other income – net	4	<b>9</b> ,415	10,614	
Other gains/(losses) – net	5	20,498	(42,499)	
Operating profit	6	553,785	865,653	
Finance costs – net	7	(58,239)	(9,480)	
Share of profits less losses of associates		20,818	11,388	
Profit before income tax		516,364	867,561	
Income tax expense	8	(60,214)	(283,593)	
Profit for the period		456,150	583,968	
Attributable to:				
Equity holders of the Company		451,026	579,649	
Minority interest		5,124	4,319	
		456,150	583,968	
Earnings per share for profit attributable to equity				
holders of the Company - Basic	9	HK\$0.261	HK\$0.338	
- Diluted		HK\$0.260	HK\$0.338	
Interim dividend per share	10	HK0.5 cent		

# CONDENSED CONSOLIDATED INTERIM BALANCE SHEET

	Note	30 June 2007 (Unaudited) <i>HK\$'000</i>	31 December 2006 (Audited) <i>HK\$'000</i>
Non-current assets			
Property, plant and equipment	11	524,774	538,892
Investment properties	11	7,390	9,590
Land use rights	11	15,609	16,053
Construction in progress	11	10,878	4,576
Interests in associates		71,570	47,885
Alumina purchasing rights	11	2,815,801	2,622,149
Long-term receivables		98,880	_,0,1 .0
Available-for-sale financial assets		373,430	450,933
Deferred income tax assets		18,090	19,915
	_	3,936,422	3,709,993
Current assets			
Inventories		678,639	598,579
Trade and bills receivable	12	1,245,718	937,890
Prepayments, deposits and other receivables		385,971	163,406
Amounts due from an intermediate holding		,	,
company and fellow subsidiaries		2,744	7,779
Derivative financial instruments		3,025	818
Pledged bank deposits		42,539	38,209
Cash and cash equivalents	_	2,587,888	2,668,075
	_	4,946,524	4,414,756
Total assets	_	8,882,946	8,124,749

# CONDENSED CONSOLIDATED INTERIM BALANCE SHEET (Continued)

	Note	30 June 2007 (Unaudited) <i>HK\$'000</i>	31 December 2006 (Audited) <i>HK\$'000</i>
Capital and reserves attributable to the Company's equity holders Share capital Reserves	13	90,961 5,137,004	85,722 4,139,659
Minority interest		5,227,965 231,553	4,225,381
Total equity		5,459,518	4,445,587
Non-current liabilities Deferred income Derivative financial instruments Deferred income tax liabilities Bank loans Convertible bonds	17	25,363 - 144,476 539,370 588,210	25,824 7,968 163,572 
Current liabilities Trade and bills payable Accruals, receipts in advance and other payables Advances from banks for bills discounted Amounts due to ultimate holding company, an intermediate holding company, fellow subsidiaries and associates Derivative financial instruments Income tax liabilities Bank loans	18	<u>1,297,419</u> 861,067 360,139 382,554 1,033 47,871 71,465 401,880 2,126,009	<u>1,177,501</u> 642,318 365,387 295,699 1,506 58,853 65,728 1,072,170 2,501,661
Total liabilities		3,423,428	3,679,162
Total equity and liabilities		8,882,946	8,124,749
Net current assets		2,820,515	1,913,095
Total assets less current liabilities		6,756,937	5,623,088

#### NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL INFORMATION

#### 1. Basis of preparation

The condensed interim financial information has been prepared in accordance with applicable provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and Hong Kong Accounting Standard ("HKAS") 34 "Interim Financial Reporting" and other relevant Hong Kong Financial Reporting Standards ("HKFRS") issued by HKICPA.

This condensed interim financial information should be read in conjunction with the financial statements for the year ended 31 December 2006. The accounting policies adopted in the preparation of this condensed interim financial information are consistent with those used in the financial statements for the year ended 31 December 2006 except for the adoption of the new standard, amendment to existing standard and interpretations issued by the HKICPA which are mandatory for annual periods beginning on or after 1 January 2007. Those new standard, amendment to existing standard and interpretations that are mandatory for the financial year ending 31 December 2007 are set out below.

HKAS 1 (Amendment)	Presentation of Financial Statements: Capital Disclosures
HKFRS 7	Financial Instruments: Disclosures
HK(IFRIC)-Int 7	Applying the Restatement Approach under HKAS 29 "Financial Reporting in Hyperinflationary Economics"
HK(IFRIC)-Int 8	Scope of HKFRS 2
HK(IFRIC)-Int 9	Reassessment of Embedded Derivatives
HK(IFRIC)-Int 10	Interim Financial Reporting and Impairment

The adoption of these new standard, amendment to existing standard and interpretations has no material financial impact on the Group's results and financial position for the current or prior periods.

The Group has not early adopted the following new/revised standards and interpretations that have been issued but not yet effective for the financial year ending on 31 December 2007. The Group is in the process of assessing their impact to the Group's results and financial position.

HKAS 23 (Revised)	Borrowing Costs <sup>1</sup>
HKFRS 8	Operating Segments <sup>1</sup>
HK(IFRIC)-Int 11	HKFRS 2 – Group and Treasury Share
	Transactions <sup>2</sup>
HK(IFRIC)-Int 12	Service Concession Arrangements <sup>3</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2009

<sup>2</sup> Effective for annual periods beginning on or after 1 March 2007

<sup>3</sup> Effective for annual periods beginning on or after 1 January 2008

Certain comparative figures have been reclassified in order to have a fairer representation of the Group's activities.

# 2. Segment information

# By business segments

At 30 June 2007, the Group's operations comprised the following major business segments:

Trading	:	Trading of alumina and other nonferrous metals
Aluminium fabrication	:	Production and sale of aluminium foils and extrusions
Copper fabrication and plica tubes production	:	Production and sale of copper rods, copper wires and plica tubes
Port logistics services and other industrial operations	:	Port logistics services include customs clearance, unloading and packing alumina as well as receiving and delivering of alumina at the port of Lianyunggang in the PRC; and
		Other industrial operations include production and sale of

Other industrial operations include production and sale of aluminium cans and copper cathodes

	Six months ended 30 June 2007 (Unaudited)							
	Trading HK\$'000	Aluminium fabrication <i>HK\$'000</i>	Copper fabrication and plica tubes production <i>HK</i> \$'000	Port logistics services and other industrial operations <i>HK\$'000</i>	Corporate and others <i>HK\$'000</i>	Inter- segment elimination <i>HK\$'000</i>	Total <i>HK\$'000</i>	
External sales Inter-segment sales	2,505,857 199,283	985,479 640	1,487,399 -	2,475 1,514	-	- (201,437)	4,981,210 -	
Turnover	2,705,140	986,119	1,487,399	3,989	-	(201,437)	4,981,210	
Segment result Fair value losses on convertible bonds Finance costs – net Share of profits less	670,382	31,766	35,959	858	7,585	(10,733)	735,817 (182,032) (58,239)	
losses of associates Income tax expense Profit for the period Minority interest Profit attributable to equity holders of the Company	-		-	20,818		-	20,818 (60,214) 456,150 (5,124) 451,026	

# 2. Segment information (Continued)

# By business segments (Continued)

	Six months ended 30 June 2006 (Unaudited)							
	Trading HK\$'000	Aluminium fabrication <i>HK\$'000</i>	Copper fabrication and plica tubes production <i>HK\$'000</i>	Port logistics services and other industrial operations <i>HK</i> \$'000	Corporate and others <i>HK\$'000</i>	Inter- segment elimination <i>HK</i> \$'000	Total <i>HK\$'000</i>	
External sales Inter-segment sales	5,449,245 104,015	731,724 2,061	676,719 -	752 3,042	-	- (109,118)	6,858,440 -	
Turnover	5,553,260	733,785	676,719	3,794	-	(109,118)	6,858,440	
Segment result Finance costs – net Share of profits less losses of	851,721	19,442	25,062	1,879	(27,652)	(4,799)	865,653 (9,480)	
associates Income tax expense Profit for the period	-	-	8,609	2,779	-	-	11,388 (283,593) 583,968	
Minority interest Profit attributable to equity holders of							(4,319)	
the Company							579,649	

#### By geographical segments

The Group's activities are conducted predominately in the PRC except that a small portion of its turnover is derived from other areas.

	Six months ended 30 June						
	2007 (Un	audited)	2006 (Ur	naudited)			
		Contribution		Contribution			
		to gross		to gross			
	Turnover	profit	Turnover	profit			
	HK\$'000	HK\$'000	HK\$'000	HK\$'000			
PRC	4,807,265	540,956	6,056,345	910,829			
Others	375,382	22,277	911,213	129,697			
Inter-segment elimination	(201,437)	(1,514)	(109,118)	(3,042)			
Total	4,981,210	561,719	6,858,440	1,037,484			

### 3. Reversal of provision for impairment of alumina purchasing rights

In response to the changes in market forecast and the rebound of alumina market prices, the Group appointed independent professional appraisers to perform a valuation of its alumina purchasing rights as at 30 June 2007. Based on the valuation result, the directors of the Company decided to reverse the provision for impairment of alumina purchasing rights by HK\$257,622,000 for the six months ended 30 June 2007.

#### 4. Other income - net

	Six months ended 30 June	
	<b>2007</b> 200	
	(Unaudited)	(Unaudited)
	HK\$'000	HK\$'000
Reversal of provision for impairment of receivables	3,658	5,104
- Trade and other receivables	3,626	1,235
- Amounts due from associates	32	3,869
Sales of by-products and other services income	2,236	2,095
Amortisation of deferred income	1,206	1,154
Others	2,315	2,261
	9,415	10,614

#### 5. Other gains/(losses) - net

	Six months ended 30 June 2007 2006	
	(Unaudited)	(Unaudited)
	HK\$'000	HK\$'000
Net (losses)/gains on derivative financial instruments	(30,046)	(87,928)
- Aluminium forward contracts	(30,454)	(99,621)
- Copper futures contracts	(699)	-
- Aluminium options	-	10,613
<ul> <li>Foreign exchange forward contracts</li> </ul>	1,107	1,080
Exchange gains – net	47,933	3,428
Gain/(Loss) on disposal of property, plant and equipment	1,364	(14)
Gain on disposal of an associate	1,360	-
Gain on disposal of investment properties	100	-
Gain on disposal of available-for-sale financial assets	-	33,929
Negative goodwill recognised	-	8,087
Others	(213)	(1)
	20,498	(42,499)

# 6. Operating profit

Operating profit is determined after charging the following:

	Six months ended 30 June	
	2007	2006
	(Unaudited)	(Unaudited)
	HK\$'000	HK\$'000
Employee benefit expenses (including directors' emoluments and share-based payments)	50,789	67,639
Amortisation - Alumina purchasing rights (excluding the amount		
capitalised in inventories)	43,891	216,437
- Land use rights	925	817
Depreciation	32,038	28,332
Operating lease rental on properties	2,036	2,151

# 7. Finance costs - net

	Six months ended 30 June	
	2007	2006
	(Unaudited)	(Unaudited)
	HK\$'000	HK\$'000
Finance costs		
<ul> <li>Interest on bank loans wholly repayable within five years</li> </ul>	(55,043)	(43,461)
<ul> <li>Interest on convertible bonds wholly repayable within five years</li> </ul>	(42,627)	_
- Fair value (loss)/gain on interest rate swaps	(2,583)	15,898
Finance income	(100,253)	(27,563)
- Interest income on short-term bank deposits	42,014	18,083
Finance costs - net	(58,239)	(9,480)

#### 8. Income tax expense

No provision for Hong Kong profits tax has been made as the Group has no estimated assessable profit generated in Hong Kong for the period (2006: Nil). Taxation on profits arising from other jurisdictions has been calculated on the estimated assessable profits for the period at the rates prevailing in the relevant jurisdictions.

Six months ended 30 June		
<b>2007</b> 2006		
(Unaudited)	(Unaudited)	
HK\$'000	HK\$'000	
(76,580)	(155,644)	
(1,508)	(22,515)	
(78,088)	(178,159)	
17,874	(105,434)	
(60,214)	(283,593)	
	2007 (Unaudited) <i>HK\$'000</i> (76,580) (1,508) (78,088) 17,874	

During the 5th Session of the 10th National People's Congress, which was concluded on 16 March 2007, the PRC Corporate Income Tax Law (the "New Corporate Income Tax Law") was approved and will become effective on 1 January 2008. Among the different changes introduced by the New Corporate Income Tax Law, there is a change in relation to the unification of the income tax rate for domestic-invested and foreign-invested enterprises at 25%. This change will reduce the income tax expense of certain PRC subsidiaries of the Group from 2008 onwards.

According to HKAS 12, the deferred income tax assets and deferred income tax liabilities shall be measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled. The estimated impact of the above change in the PRC income tax rate to the Group is as follows:

- (i) Deferred income tax credit for the six months ended 30 June 2007 increased by approximately HK\$34,826,000; and
- (ii) Deferred income tax assets and deferred income tax liabilities decreased by approximately HK\$4,828,000 and HK\$39,654,000 respectively as at 30 June 2007.

#### 9. Earnings per share

### (a) Basic

The calculation of basic earnings per share is based on net profit attributable to equity holders of the Company of HK\$451,026,000 (2006: HK\$579,649,000) and the weighted average number of 1,730,047,677 (2006: 1,714,440,521) ordinary shares in issue during the period.

### 9. Earnings per share (Continued)

### (b) Diluted

The calculation of diluted earnings per share is based on the profit attributable to equity holders of the Company and the weighted average number of ordinary shares in issue during the period after adjusting for the dilutive potential ordinary shares in respect of the share options granted and not yet exercised. The potential ordinary shares in respect of the convertible bonds issued and not yet exercised are anti-dilutive.

	Six months ended 30 June	
	2007	2006
	(Unaudited)	(Unaudited)
	HK\$'000	HK\$'000
Profit attributable to equity holders of the Company	451,026	579,649
	Number of shares	Number of shares
Weighted average number of ordinary shares in issue	1,730,047,677	
Dilutive potential ordinary shares in respect of share options granted and not yet exercised Adjusted weighted average number of ordinary	2,498,920	
shares in issue	1,732,546,597	1,714,440,521
Diluted earnings per share	HK\$0.260	HK\$0.338

To enable better understanding of the Group's operating performance during the period, the adjusted basic earnings per share (excluding the fair value losses on convertible bonds) is shown below for reference purpose.

	Six months ended 30 June	
	2007	2006
	(Unaudited)	(Unaudited)
	HK\$'000	HK\$'000
Profit attributable to equity holders of the Company Adjustment for:	451,026	579,649
- Fair value losses on convertible bonds	182,032	-
Profit attributable to equity holders of the Company excluding fair value losses on convertible bonds	633,058	579,649
Adjusted weighted overses number of ordinary observe	Number of shares	Number of shares
Adjusted weighted average number of ordinary shares in issue (same as Note 9(a) above)	1,730,047,677	1,714,440,521
Adjusted basic earnings per share	HK\$0.366	HK\$0.338

#### 10. Dividends

The directors declared interim dividend of HK0.5 per share (2006: Nil) for the six months ended 30 June 2007. Based on the number of ordinary shares in issue on 30 June 2007, the total estimated amount of dividend is as follows:

	Six months ended 30 June	
	<b>2007</b> 20	
	(Unaudited)	(Unaudited)
	HK\$'000	HK\$'000
Interim dividend of HK0.5 per share (2006: Nil)	9,096	

# 11. Capital expenditure

	Property, plant and equipment (Unaudited) <i>HK</i> \$'000	Investment properties (Unaudited) <i>HK</i> \$'000	Land use rights (Unaudited) <i>HK\$'000</i>	Construction in progress (Unaudited) <i>HK</i> \$'000	Alumina purchasing rights (Unaudited) <i>HK\$'000</i>
At 1 January 2007 Additions	538,892 2,428	9,590 -	16,053 -	4,576 6,164	2,622,149 -
Depreciation and amortisation (Provision)/Reversal of provision for	(32,038)	-	(925)	-	(63,970)
impairment	(230)	-	-	-	257,622
Exchange differences	16,255	-	481	138	-
Disposals	(533)	(2,200)			
At 30 June 2007	524,774	7,390	15,609	10,878	2,815,801

#### 12. Trade and bills receivable

Majority of the Group's sales derived from trading of alumina are under the arrangement of delivery upon payment from customers, with the remaining amounts are on letters of credit. For the aluminium fabrication and other industrial operations, sales are normally made with credit periods ranging from 30 to 90 days. An aging analysis of the trade receivable is shown as follows:

	At 30 June 2007 (Unaudited)			
	HK\$'000	%	HK\$'000	%
Trade receivables				
Less than 6 months	323,229	83	275,199	81
6 months – 1 year	4,682	1	2,583	1
Over 1 year	60,712	16	63,094	18
	388,623	100	340,876	100
Provision for impairment of receivables	(62,577)		(65,144)	
Trade receivables – net	326,046		275,732	
Bills receivable (Note)	919,672		662,158	
	1,245,718		937,890	

Note: Bills receivable are with maturity of less than 6 months, of which approximately HK\$785,290,000 (2006: HK\$554,968,000) has been discounted to banks or endorsed to suppliers.

#### 13. Share Capital

	Number of shares	Share capital
	in thousand	HK\$'000
Authorised:		
Ordinary shares of HK\$0.05 each as at 30 June 2007		
and 31 December 2006	6,000,000	300,000
Issued and fully paid:		
Ordinary shares of HK\$0.05 each as at 1 January 2007	1,714,441	85,722
Conversion of convertible bonds into ordinary shares	104,273	5,214
Exercise of share options	500	25
At 30 June 2007 (Unaudited)	1,819,214	90,961

#### 14. Share option schemes

The Company has two option schemes. The 2004 share option scheme was adopted by the Company on 28 May 2004. The 1994 share option scheme was adopted by the Company on 25 November 1994 and expired on 24 November 2004. The movements for share options granted under the above share option schemes for the six months ended 30 June 2007 are as follows:

	2004 share option scheme Exercise		1994 share o <sub>l</sub> Exercise	otion scheme
	price per share <i>HK</i> \$	Number of options	price per share <i>HK</i> \$	Number of options
At 1 January 2007 Exercised	2.725	23,500,000 (500,000)	3.115	6,030,000
Expired At 30 June 2007 (Unaudited)	2.725	- 23,000,000	3.115	(6,030,000)

During the six months ended 30 June 2007, share-based payment of approximately HK\$311,000 (2006: HK\$21,347,000) in relation to the share options granted under the 2004 share option scheme was charged to the income statement in accordance with their vesting conditions.

#### 15. Capital reorganisation

In January 2007, the Company filed a petition to the high court of the Hong Kong Special Administrative Region to seek the court's confirmation of the cancellation the special capital reserve account of the Company and the reduction of the share premium account of the Company for the purpose of eliminating the accumulated losses of the Company as at 31 October 2006. On 13 February 2007, the court ordered that the cancellation of the special capital reserve account of HK\$125,374,000 and the reduction of the share premium account by HK\$764,428,000 was confirmed.

#### 16. Special capital reserve

In relation to the capital reorganisation as mentioned in Note 15 above, the Company has provided an undertaking ("Undertaking") in relation to its petition to the court that as long as any debt or liability of or claim against the Company as at the effective date of the aforementioned capital reorganisation remains outstanding, the Company should credit the following amounts to a special reserve (the "Special Reserve"):

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

#### 16. Special capital reserve (Continued)

The standing to the credit of the Special Reserve shall not be treated as realised profit. It shall be treated as an undistributable reserve of the Company for the purposes of Section 79C of the Hong Kong Companies Ordinance.

For the six months ended 30 June 2007, an amount of approximately HK\$2,878,000 was credited to the Company's special capital reserve in accordance with the Undertaking.

#### 17. Convertible bonds

#### (a) Recognition of the convertible bonds with the Cash Settlement Option

On 7 December 2006, First Harvest Limited ("First Harvest"), a wholly-owned subsidiary of the Group, issued zero coupon guaranteed convertible bonds with an aggregate principal amount of HK\$1,000,000,000. Each bond will, at the option of the holder, be convertible on or after 17 January 2007 and up to 28 November 2011 into fully paid ordinary share with a par value of HK\$0.05 each of the Company at an initial conversion price of HK\$2.925 per share (subject to adjustment in certain events) (the "Conversion Option"). Unless previously redeemed, converted or purchased and cancelled, the bonds will be redeemed at 127.236% of their principal amount on 7 December 2011 (the "Maturity Date").

At any time on or after 7 December 2009 but not less than seven business days prior to the Maturity Date, the Group may redeem the bonds in whole but not in part at an early redemption amount if the share price of the Company reached 130% or more of such early redemption amount divided by the conversion ratio (the "Mandatory Option"). The conversion ratio is equal to the principal amount of each bond divided by the then conversion price.

As the Group has an option to pay cash in lieu of delivering shares to the holders of the bonds (the "Cash Settlement Option") when the bondholders exercise their Conversion Option, which in accordance with the requirements of HKAS 32 and HKAS 39, the Conversion Option and the Mandatory Option are therefore accounted for as an embedded derivative financial instrument carried at fair value through profit or loss.

The liability component is the residual amount after recognising the embedded derivatives and subsequently carried at amortised cost. Interest expense is calculated using the effective interest method by applying the effective interest rate of 12.83% to the liability component.

### 17. Convertible bonds (Continued)

#### (b) Recognition of the convertible bonds without the Cash Settlement Option

In April 2007, a resolution was passed by the Company to cancel the Cash Settlement Option. A supplemental trust deed in relation to this was signed between First Harvest and the trustee of the bonds on 20 June 2007. Because of the removal of the Cash Settlement Option, the bonds with the Cash Settlement Option (the "Old Bonds") were extinguished and the bonds without the Cash Settlement Option (the "New Bonds") were recognised. Up to the date of extinguishment, the Group recognised additional fair value loss on the Old Bonds of HK\$113,048,000.

The New Bonds are accounted for as convertible bonds with equity component. The New Bonds are separated into equity component and liability component, the latter of which is fair-valued at recognition and subsequently carried at amortised cost.

The fair value of the New Bonds is calculated using cash flows discounted at a rate of 9.1% per annum based on the indicative yield of an equivalent non-convertible bonds with similar maturity.

As a result of the extinguishment of the Old Bonds and the subsequent recognition of the New Bonds, the Group recorded a net loss of HK\$68,984,000 on the convertible bonds.

Interest expense on the New Bonds are calculated using the effective interest method by applying the effective interest rate of 9.1% to the liability component.

		Convertible bonds	
	Liability component (Unaudited) <i>HK\$'000</i>	Derivative component (Unaudited) <i>HK\$'000</i>	Fair value losses during the period (Unaudited) <i>HK\$'000</i>
At 1 January 2007	675,837	304,300	-
Interest expense on convertible			
bonds	42,627	-	-
Fair value loss on the Old Bonds			
prior to its extinguishment	1,140	111,908	113,048
Fair value loss/(gain) on the extinguishment of the Old Bonds and recognition of the New Bonds	124,714	(55,730)	68,984
Transfer to convertible bonds equity reserve upon the recognition of		(000,470)	
the New Bonds	-	(360,478)	-
Exercise of conversion rights (Note)	(256,108)		-
At 30 June 2007/ For the six			
months ended 30 June 2007	588,210	-	182,032

Note: During the six months ended 30 June 2007, convertible bonds with an aggregate principal amount of HK\$305,000,000 were converted into 104,273,486 ordinary shares of the Company at the conversion price of HK\$2.925 per share.

# 18. Trade and bills payable

An aging analysis of the trade payables is shown as follows:

	At 30 June 2007 (Unaudited)		At 31 December 2006 (Audited)	
	HK\$'000	%	HK\$'000	%
Trade payables				
Less than 6 months	439,623	98	245,173	95
6 months – 1 year	2,748	1	4,134	2
1 – 2 years	3,493	1	7,767	3
Over 2 years	106	-	102	-
	445,970	100	257,176	100
Trade payables under endorsed bills	402,737		259,269	
Bills payable	12,360		125,873	
	861,067		642,318	

# OTHER INFORMATION

### INTERIM DIVIDEND

The Board has declared an interim dividend of HK0.5 cent per share for the six months ended 30 June 2007 payable on or about 15 October 2007 to shareholders whose names appear on the Register of Members of the Company on 4 October 2007.

### **CLOSURE OF REGISTER OF MEMBERS**

The register of members of the Company will be closed from 28 September 2007 to 4 October 2007, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the interim dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on 27 September 2007.

### CORPORATE GOVERNANCE

#### **Corporate Governance Practices**

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

The Company has complied with all the code provisions set out in the Code on Corporate Governance Practices (the "CG Code") contained in Appendix 14 of the Listing Rules throughout the period of the six months ended 30 June 2007 with the exception of code provision E.1.2 of the CG Code that the chairman of the Board should attend the annual general meeting. The chairman of the Board had not attended the annual general meeting of the Company held on 17 May 2007 due to other business commitment. The chairman of the Board will endeavor to attend all future annual general meetings of the Company.

#### Audit Committee

The audit committee of the Company comprises three independent non-executive directors, namely Mr. Liu Hongru, Mr. Chan Wai Dune and Mr. Ting Leung Huel, Stephen and one non-executive director, Mr. Zong Qingsheng. Mr. Ting Leung Huel, Stephen is the chairman of the audit committee. The principal duties of the audit committee include the review and supervision of the financial reporting process and internal controls system of the Group. The audit committee has reviewed the unaudited condensed consolidated financial statements of the Group for the six months ended 30 June 2007.

#### **Securities Transactions by Directors**

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

Having made specific enquiry with all the directors of the Company, all of them confirmed that they have complied with the required standard set out in the Model Code and the Code of Conduct during the six months ended 30 June 2007.

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

During the six months ended 30 June 2007, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities.

#### PUBLICATION OF INTERIM RESULTS AND INTERIM REPORT

This interim results announcement is published on the website of Hong Kong Exchanges and Clearing Limited ("HKEx") at <u>www.hkex.com.hk</u> and on the website of the Company at <u>www.minmetalsresources.com</u>. The Interim Report 2007 of the Company will be despatched to the shareholders and will be available on the websites of HKEx and the Company in due course.

By order of the Board **Minmetals Resources Limited Xu Huizhong** Executive Director and President

Hong Kong, 6 September 2007

As at the date of this announcement, the board of directors of the Company comprises eleven directors, of which three are executive directors, namely Mr. Xu Huizhong, Mr. Wang Lixin and Mr. Ren Suotang; five are non-executive directors, namely Mr. Zhou Zhongshu (Chairman), Ms. Shen Ling, Mr. Zhang Shoulian, Mr. Zong Qingsheng and Mr. Cui Hushan; and three are independent non-executive directors, namely Mr. Liu Hongru, Mr. Chan Wai Dune and Mr. Ting Leung Huel, Stephen.