



新海環保能源集團有限公司
NewOcean Green
Energy Holdings Limited

(Incorporated in the Bermuda with limited liability)
(於百慕達註冊成立之有限公司)

Stock Code 上市編號：342

Annual Report | 年報

2005



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Corporate Information 公司資料

BOARD OF DIRECTORS

Executive directors

Shum Siu Hung, *Chairman*
 Chiu Sing Chung, Raymond, *Managing Director*
 Shum Chun, Lawrence
 Wu Hong Cho
 Cen Ziniu

Independent non-executive directors

Cheung Kwan Hung, Anthony
 Young Wing Chun, Michael Frederick
 Ma Man Hoi, Joseph
 Chan Yuk Wai, Benedict
 (appointed on March 20, 2006)

COMPANY SECRETARY

Wu Hong Cho

AUDITORS

Deloitte Touche Tohmatsu

REGISTERED OFFICE

Clarendon House
 2 Church Street
 Hamilton HM11
 Bermuda

PRINCIPAL OFFICE

20/F., Times Tower
 393 Jaffe Road
 Wanchai
 Hong Kong

SHARE REGISTRARS

Butterfield Fund Services (Bermuda) Limited
 Rosebank Centre
 11 Bermudiana Road
 Pembroke
 Bermuda

董事會

執行董事

岑少雄，主席
 趙承忠，董事總經理
 岑濬
 胡匡佐
 岑子牛

獨立非執行董事

張鈞鴻
 楊永燦
 馬文海
 陳旭煒
 (委任日期為2006年3月20日)

公司秘書

胡匡佐

核數師

德勤 • 關黃陳方會計師行

註冊辦事處

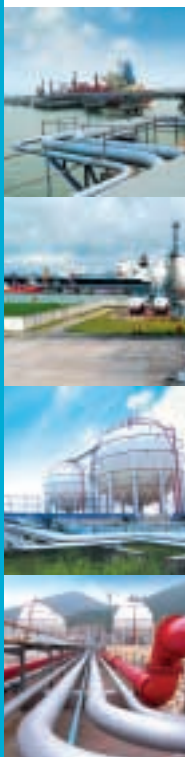
Clarendon House
 2 Church Street
 Hamilton HM11
 Bermuda

總辦事處

香港
 灣仔
 謝斐道393號
 新時代中心20樓

股份過戶登記處

Butterfield Fund Services (Bermuda) Limited
 Rosebank Centre
 11 Bermudiana Road
 Pembroke
 Bermuda



BRANCH REGISTRARS

Secretaries Limited
26/F., Tesbury Centre
28 Queen's Road East
Wanchai
Hong Kong

PRINCIPAL BANKERS

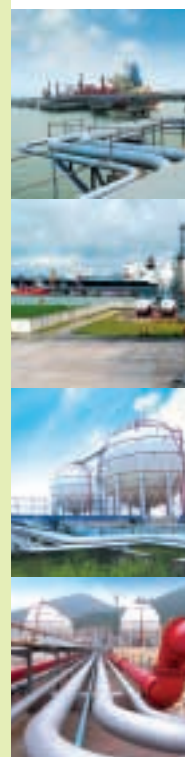
Bank of China (Hong Kong) Limited
Bank of Communications Co. Ltd.
Dah Sing Bank Limited
DBS Bank (Hong Kong) Limited
Hang Seng Bank Limited
Industrial and Commercial Bank
of China (Asia) Limited
Standard Chartered Bank (Hong Kong) Limited

股份過戶登記處分處

秘書商業服務有限公司
香港灣仔
皇后大道東28號
金鐘匯中心26樓

主要往來銀行

中國銀行(香港)有限公司
交通銀行股份有限公司
大新銀行有限公司
星展銀行(香港)有限公司
恒生銀行有限公司
中國工商銀行
(亞洲)有限公司
渣打銀行(香港)有限公司



Notice of Annual General Meeting 股東週年大會通告

Notice is hereby given that the Annual General Meeting of Shareholders of NewOcean Green Energy Holdings Limited ("the Company") will be held at 20th Floor, Times Tower, 393 Jaffe Road, Wanchai, Hong Kong on Friday, June 16, 2006 at 11:00 a.m. ("Annual General Meeting") for the following purposes:

1. To receive and consider the audited Financial Statements and the Reports of the Directors and Auditors for the year ended December 31, 2005.
2. To declare a final dividend.
3. To re-elect a director retiring by annual rotation pursuant to the provision of the bye-laws of the Company, namely Mr. Wu Hong Cho, to re-elect a director appointed by the Board to fill a casual vacancy, namely Mr. Ma Man Hoi, Joseph, to re-elect a director appointed by the Board as an additional director, namely Mr. Chan Yuk Wai, Benedict, and to authorize the Board to fix their remuneration. (All the retiring directors, being eligible, offer themselves for re-election.)
4. To re-appoint auditors and to authorise the Board of Directors to fix their remuneration.

AS SPECIAL BUSINESS

5. To consider, and if thought fit, to pass the following resolution as an ordinary resolution of the Company:

"THAT:

- (a) subject to the following provisions of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company, and to make or grant offers, agreements or options (including bonds, notes, warrants, debentures and securities convertible into shares of the Company) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;

茲通告新海環保能源集團有限公司(「本公司」)謹訂於2006年6月16日(星期五)上午11時正假座香港灣仔謝斐道393號新時代中心20樓舉行股東週年大會(「股東週年大會」)，以討論下列事項：

1. 省覽截至2005年12月31日止12個月之經審核財務報表、董事會報告及核數師報告。
2. 宣佈派發末期股息。
3. 重選根據本公司細則規定須每年輪任告退之董事為胡匡佐先生、在年度中獲委任以填補董事會臨時空缺之馬文海先生，及獲委任為新董事之陳旭煒先生，並授權董事會釐定彼等之酬金。(所有退任董事合符資格願膺選連任董事。)
4. 重新委任核數師並授權董事會釐定其酬金。

特別事項

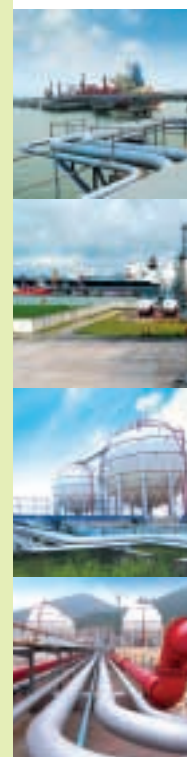
5. 考慮並酌情通過下列決議案為普通決議案：

[動議：

- (a) 在本決議案下列規定之限制下，一般及無條件批准本公司董事在有關期間(定義見下文)內行使本公司所有權力，以配發、發行並處置本公司股本中之額外股份，並作出或授予將會或可能須行使此等權力之售股建議、協議或購股權(包括債券、票據、認股權證、債權證及可轉換為本公司股份之證券)；



- | | |
|---|---|
| <p>(b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options (including bonds, notes, warrants, debentures and securities convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;</p> | <p>(b) 在上文(a)段之批准須授權本公司董事可在有關期間內作出或授予將會或可能須於有關期間終止後行使此等權力之售股建議、協議及購股權(包括債券、票據、認股權證、債券證及可轉換為本公司股份之證券)；</p> |
| <p>(c) the aggregate nominal amount of share capital of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below), (ii) an issue of shares pursuant to any existing specific authority, including upon the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any bonds, notes, debentures or securities convertible into shares of the Company; (iii) any employee share option scheme or similar arrangement for the time being adopted by the Company; and (iv) an issue of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the bye-laws of the Company, shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this Resolution, and the said approval shall be limited accordingly; and</p> | <p>(c) 本公司董事依據上文(a)段之批准以配發或同意有條件或無條件配發(不論是否依據購股權或其他方式)之本公司股本面值總額不得超過於本決議案通過之日期之本公司已發行股本面值總額百分之二十，惟就：(i)供股(定義見下文)；(ii)因任何現有特定權力(包括行使根據本公司所發行之任何認股權證或任何債券、票據、債權證或可轉換為本公司股份之證券之條款之認購或轉換權利)而發行之股份；(iii)根據本公司當時採納之任何僱員購股權計劃或類似安排；及(iv)根據本公司公司細則之規定以發行股份之方式代替全部或部份本公司股份之股息則除外；及</p> |
| <p>(d) for the purpose of this resolution:</p> <p>“Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:</p> <p>(i) the conclusion of the next annual general meeting of the Company;</p> <p>(ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable law of Bermuda to be held; or</p> <p>(iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and</p> | <p>(d) 就本決議案而言：</p> <p>「有關期間」乃指由本決議案通過之日期至下列三項之最早日期止之期間：</p> <p>(i) 本公司下屆股東週年大會結束；</p> <p>(ii) 依照本公司之公司細則或百慕達任何適用法例規定本公司須舉行下屆股東週年大會之期限屆滿時；或</p> <p>(iii) 本公司股東於股東大會通過普通決議案撤銷或修訂本決議案所給予之授權；及</p> |



Notice of Annual General Meeting (Con't)
股東週年大會通告(續)

“Rights Issue” means an offer of shares open for a period fixed by the director of the Company made to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of or the requirements of, any recognised regulatory body or any stock exchange in or in any territory outside, Hong Kong).”

6. To consider, and if thought fit, to pass the following resolution as an ordinary resolution of the Company:

“THAT:

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to repurchase shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose (“Recognised Stock Exchange”), subject to and in accordance with all applicable laws, rules and regulations and the requirements of The Rules Governing the Listing of Securities on the Stock Exchange, or of any other Recognised Stock Exchange be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares which the Company is authorised to repurchase pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10% of the shares of HK\$0.10 each in the issued share capital of the Company at the date of the passing of this Resolution, and the said approval shall be limited accordingly; and

「供股」乃指本公司董事指定之期間向於指定記錄日期名列本公司股東名冊之股份持有人按其當時所持該等股份之比例發售股份(惟本公司董事有權在必須或權宜之情況下就零碎股權或香港以外任何認可地區之法律限制或責任或任何認可管制機構或任何證券交易所之規定而取消若干股東在此方面之權利或另作安排)。

6. 考慮並酌情通過下列決議案為普通決議案：

「動議：

- (a) 在下文(b)段之限制下，一般及無條件批准本公司董事在有關期間(定義見下文)內行使本公司所有權力，在香港聯合交易所有限公司(「聯交所」)或本公司股份可能上市並受香港證券及期貨事務監察委員會及聯交所就此認可之任何其他證券交易所(「認可證券交易所」)購回本公司股本中之股份，惟須遵守所有適用法例、規則及規例，以及聯交所證券上市規則或任何其他認可證券交易所之規定；
- (b) 本公司依據上文(a)段之批准獲授權購回之股份面值總額，不得超過於本決議案通過之日期之本公司股本中每股面值0.10港元之已發行股份面值總額百分之十；及



(c) for the purposes of this resolution, "Relevant Period" means the period from the date of passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable law of Bermuda to be held; or
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting."

7. To consider, and if thought fit, to pass the following resolution as an ordinary resolution of the Company:

"THAT:

subject to the passing of Ordinary Resolution No. 5 and Ordinary Resolution No. 6 as set out in the notice convening this meeting (the "Notice"), the general mandate granted to the directors of the Company to allot, issue and deal with additional shares of the Company pursuant to Ordinary Resolution No. 5 set out in the Notice be and is hereby extended by the addition to it of an amount representing the aggregate nominal amount of the shares in the capital of the Company which are repurchased by the Company pursuant to and since the granting to the Company of the general mandate to repurchase shares in accordance with Ordinary Resolution No. 6 set out in the Notice."

8. To transact any other business.

By Order of the Board of
NewOcean Green Energy Holdings Limited
Wu Hong Cho
Company Secretary

Hong Kong, April 7, 2006

(c) 就本決議案而言，「有關期間」乃指由本決議案通過之日期至下列三項之最早日期止之期間：

- (i) 本公司下屆股東週年大會結束；
- (ii) 依照本公司之公司細則或百慕達任何適用法例規定本公司須舉行下屆股東週年大會之期限屆滿時；或
- (iii) 本公司股東於股東大會通過普通決議案撤銷或修訂本決議案所給予之授權。」

7. 考慮並酌情通過下列決議案為普通決議案：

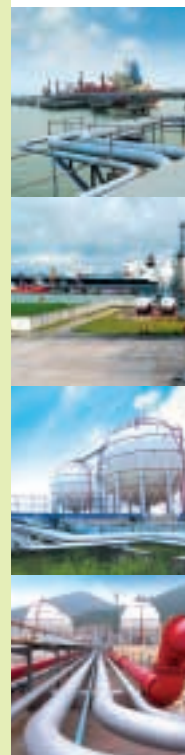
「動議：

待召開本大會通告(「通告」)第5項及第6項普通決議案獲得通過後，擴大依據通告載列之第5項普通決議案授予本公司董事行使本公司權力以配發、發行並處置本公司額外股份之一般授權，擴大之數額為本公司依據及自從本公司獲授根據通告載列之第6項普通決議案授予本公司購回股份之一般授權由本公司購回本公司股本中之股份面值總額。」

8. 處理任何其他事項。

承董事會命
新海環保能源集團有限公司
公司秘書
胡匡佐

香港，2006年4月7日



Notice of Annual General Meeting (Con't)

股東週年大會通告(續)

Notes:

1. In respect of Ordinary Resolutions No. 5 to No. 7 the directors wish to state that they have no immediate plans to purchase any existing shares or to issue any shares or warrants.
2. In relation to the directors proposed to be appointed and the directors proposed to be re-elected at the Annual General Meeting, their biographical and other details as required under Chapter 13 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited are provided in the section headed "Directors' Report" in the Company's 2005 annual report.
3. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote in his stead. A proxy need not be a member of the Company but must be present in person to represent the member.
4. To be valid, a form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be lodged at the share registrar of the Company, Secretaries Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the meeting or any adjournment thereof.

附註：

1. 就第5至7項普通決議案而言，董事謹此聲明，彼等現時並無計劃購回任何現有股份或發行任何股份或認股權證。
2. 建議於股東週年大會上委任及膺選連任之董事，其履歷及其他資料按香港聯合交易所有限公司證券上市規則第13章規定已載於本公司2005年年報內「董事會報告」一節。
3. 凡有權出席此次大會並可於會上投票之股東，均有權委任一名或多名代表出席及於投票時代其投票。受委代表毋須為本公司股東但必須親自出席代表該股東。
4. 委任代表表格連同已簽署之授權文件(如有)或經由公證人簽署證明之授權書或授權文件副本，必須於大會或其任何續會指定舉行時間48小時前送達本公司股份過戶登記處秘書商業服務有限公司，地址為香港灣仔皇后大道東二十八號金鐘匯中心二十六樓，方為有效。



Directors' Profile

董事簡介

EXECUTIVE DIRECTORS

Shum Siu Hung, aged 47, is Chairman of the Company. Mr. Shum is responsible for the formulation and implementation of corporate policies and strategies. Mr. Shum has over 20 years of experience in international trading and investment in China. He is a cousin of Mr. Cen Ziniu.

Chiu Sing Chung, Raymond, aged 47, is Managing Director and the head of operations in China of the Company. Mr. Chiu had over 20 years' experience in banking and management. He has been involved in the financing and supervision of business projects in China since the late 1980's. During the last 10 years, Mr. Chiu held senior positions in a number of businesses in China and was in charge of the management and control of a wide range of projects.

Shum Chun, Lawrence, aged 27, was appointed as executive director of the Company and to be involved in the financial affairs of the Group. Mr. Shum graduated from the University of Saskatchewan with a degree in Bachelor of Arts, majoring in Economics. Since graduation in 2001, Mr. Shum has pursued a career in finance and accountancy in an international accounting firm. He is the son of Mr. Shum Siu Hung (Chairman of the Company).

Wu Hong Cho, aged 60, is executive director and secretary of the Company. Mr. Wu graduated from the Law School of the University of Hong Kong and had over 10 years' experience practicing as a solicitor in Hong Kong. Mr. Wu is responsible for the corporate organization, management issues and legal matters of the Company. Prior to joining the Group in 1998, Mr. Wu had held senior positions and was in charge of corporate financial matter in a number of public companies in Hong Kong. He is currently an independent non-executive director of Beiren Printing Machine Limited, a company listed on the Hong Kong Stock Exchange and the Shanghai Stock Exchange.

Cen Ziniu, aged 37, graduated from Shanghai Jiao Tong University and has been involved in trading businesses in China, holding senior managerial positions. Mr. Cen has extensive experience in dealership management, business formation and marketing in China. He is responsible for market development of the Group in China and oversees its retail operations. He is a cousin of Mr. Shum Siu Hung.

執行董事

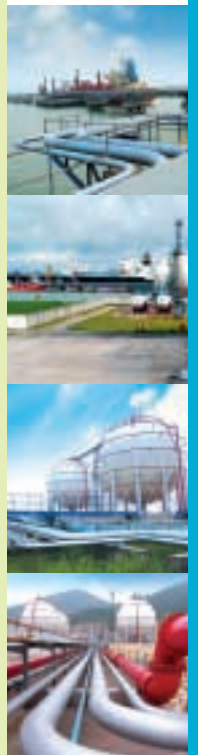
岑少雄，現年47歲，本公司主席，負責製訂及實施本集團的發展方針和經營策略。岑先生擁有超過20年於中國從事國際貿易及投資經驗。他是岑子牛先生之堂兄。

趙承忠，現年47歲，本公司董事總經理及本集團中國業務之總監。趙先生於銀行業務及管理方面擁有超過20年經驗。彼自1980年代後期於國內從事企業項目的融資和監督。過去10年期間，趙先生於國內若干企業擔任要職及負責管理和監控各類項目。

岑濤，現年27歲，被委任為本公司執行董事，參與本集團之財務事宜。岑先生畢業於University of Saskatchewan，持有文學經濟學學士學位。自2001年畢業以後，岑先生曾於一家國際會計師行服務多年。彼為岑少雄（本公司主席）之子。

胡匡佐，現年60歲，本公司之執行董事及公司秘書。胡先生畢業於香港大學法律系，於香港執業超過10年。胡先生負責本公司之公司組織、管理及法律事宜。在1998年加入本集團前，胡先生曾在本港若干上市公司擔任要職，負責企業財務事宜。胡先生兼任北人印刷機械股份有限公司（在香港聯合交易所及上海證券交易所上市的公司）獨立非執行董事。

岑子牛，現年37歲，畢業於上海交通大學，在中國內地從事商業貿易業務，擔任管理要職。岑先生在中國經銷權管理、企業結構和營銷方面累積了豐富經驗，現負責及監管本集團之中國市場拓展及營銷事務。他是岑少雄先生之堂弟。



Directors' Profile (Con't)

董事簡介(續)

INDEPENDENT NON-EXECUTIVE DIRECTORS

Cheung Kwan Hung, Anthony, aged 54. Mr. Cheung is an associate member of the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants. Mr. Cheung graduated from the Hong Kong Polytechnic University (formerly: the Hong Kong Polytechnic) with a higher diploma in Accountancy. Mr. Cheung has over 25 years of experience in account, finance and investment banking profession specialising in equity/debt fund raising, mergers and acquisition and corporate restructuring before working with publicly listed companies undertaking corporate management, planning and strategies development functions.

Young Wing Chun, Michael Frederick, aged 60. Mr. Young is experienced in international trade, marketing and business consultancy. Mr. Young has extensive experience with various international corporations. He was appointed member of various public committees including the Criminal & Law Enforcement Injuries Compensation Board, Eastern District Transportation Committee.

Ma Man Hoi, Joseph, aged 49, has over 24 years of experience in civil engineering and construction and project management and has extensive experience with major construction corporations in the construction of infrastructure projects.

Chan Yuk Wai, Benedict, aged 47, is a holder of a Master of Science Degree in Applied Mechanics (Cranfield Institute of Technology, U.K.) and a registered professional engineer in Hong Kong and the U.K. Mr. Chan is the recipient of the U.K. Institution of Mechanical Engineers Outstanding Project Price Award, 1981. For the last 20 years, Mr. Chan has taken up key management positions in engineering and technology businesses in Hong Kong, ranging from pumping equipment and control systems, mini-piling, and software and hardware engineering businesses. Mr. Chan was appointed as independent non-executive director on March 20, 2006.

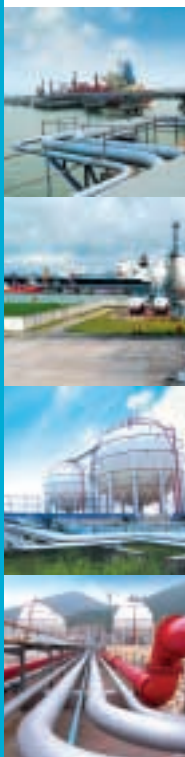
獨立非執行董事

張鈞鴻，現年54歲，為英國特許公認會計師公會及香港會計師公會會員。張先生畢業於香港理工大學(前稱：理工學院)，持有會計系高級文憑。張先生於會計、財務及投資銀行方面具有超過25年經驗，專主股本／債務融資、合併及收購和企業重組，於上市公司工作期間主要負責企業管理、策劃及策略性發展。

楊永燦，現年60歲，於國際貿易、市場推廣及業務顧問方面具廣泛經驗。楊先生於多間國際企業具豐富經驗，他曾受聘於多個工職委員會包括嚴重罪案賠償委員會及東區交通諮詢委員會。

馬文海，現年49歲，擁有超過24年的土木工程及建築與項目工程管理經驗，並於多間大型建築企業的基建項目有豐富經驗。

陳旭煒，現年47歲，持有英國Cranfield Institute of Technology之機械工程碩士學位，為香港及英國註冊專業工程師並曾獲得1981年英國機械工程師學會超卓表現獎。於過去20年，陳先生在香港工程及科技行業擔任主要管理職位，所管理的企業其業務範圍涵蓋泵浦系統、程控系統、迷你樁及軟硬件工程等業務。陳先生於2006年3月20日獲委任為獨立非執行董事。



Chairman's Statement 主席報告

On behalf of NewOcean Green Energy Holdings Limited (the "Company"), I am pleased to present the audited financial results of the Company and its subsidiaries (collectively the "Group") for the year ended December 31, 2005.

In 2005, the trend of unabated rise in international crude oil prices continued from the previous year, bringing difficulties to Group's LPG operation as a whole. To meet the challenges expected during the year, since the beginning of 2005 the management implemented a number of measures aiming at the world supply situation. These included a time charter taken out on a coastal LPG barge for fast shuttling of LPG, and joint purchasing arrangements for lowering purchasing cost and price risks. Due to the success of these measures, the Group achieved substantial growth in turnover and net earnings for the year despite the rising cost of supply. Together with improvements in operation, the Group's Zhuhai LPG terminal moved up in its ranking in the industry and is now placed as the 8th largest importer of LPG in China. The terminal's daily wholesale LPG price quotation is used as a constituent for calculation of the South China LPG Price Index by the Guangdong Oil & Gas Association. All these show that the Group has established a strong foothold and is having increasing market influence in the South China LPG market.

The Group achieved a revenue of HK\$1,615,479,000 in the year of 2005, a substantial growth of 57.8% from the amount of HK\$1,023,782,000 for the year ended December 31, 2004. Net profit attributable to the equity holders of the Company was HK\$35,702,000, a substantial increase of 76.9% from the amount of HK\$20,178,000 for the year of 2004. Since its turnaround in 2002, the Group has continuously maintained profit making operation with improving profitability.

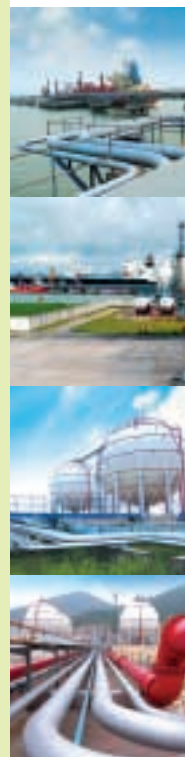
After taking devoted effort in the past few years, the Group has successfully established a fully-fledged supply chain in the LPG market of Southern China. We are now able to bring refrigerated LPG from Middle East and even South America into China and we have strengthened capability in both sea and road transportation. The solid foundation that we have built enables the steady growth in the wholesaling business and ensures the prompt supply of LPG to the Group's bottle filling plants. In the downstream markets, each of the Group's bottle filling plants has a fleet of sufficient trucks for LPG bottle delivery and optimum numbers of retail outlets in the distribution network. It all works to provide quality and timely service.

本人謹代表新海能源集團有限公司(「本公司」)董事會欣然向股東提呈本公司及其附屬公司(統稱「本集團」)截至2005年12月31日止之經審核業績報告。

承接2004年國際油價的上升趨勢，2005年整體而言，在液化氣的經營上仍然有著不少的困難。儘管如此，管理層在年初已經為迎接國際油價的挑戰作好準備，採用的措施包括租賃駁船以進行快速駁運及聯合採購等對策，以降低採購成本及價格風險。由於施行得宜，雖然年內來貨價上升，全年的業績無論在營業額及純利上最終均錄得可觀的增長。與此同時，珠海碼頭的液化氣進口量在2005年躍升至全中國的第八位，其所報批發價更被廣東油氣商會採納為計算液化氣華南指數的成份價格之一，足可見本集團在華南地區的液化氣市場已經建立了相當的影響力，亦已成功地奠定其市場地位。

本集團於2005年度全年錄得收入1,615,479,000港元，較截至2004年12月31日止12個月之收入1,023,782,000港元，大幅上升57.8%。2005年本公司之權益持有人應佔溢利為35,702,000港元，比對2004年同期20,178,000港元，上升76.9%。本集團自2002年轉虧為盈，連續四年保持盈利，而且持續改進本集團的盈利能力。

本集團經過多年的努力，目前已經成功地在華南地區建立了比較完善的液化氣供應鏈，通過珠海碼頭從中東甚至南美地區大量進口冷凍液化氣。集團擁有不斷擴充海上及陸上運輸的能力，亦擁有穩固的基礎，支援批發業務不斷擴大，同時亦可以對本集團下屬三級氣站提供及時補給。本集團下屬三級氣站均配備充足的鋼瓶運輸車輛，並已經在其所處地區建立了適量的門市部。無論在液化氣的質量上、在運送上均可以向客戶提供優質的服務。



Chairman's Statement (Con't)

主席報告(續)

Looking ahead, the Group would endeavor to complete the expansion of the storage at Zhuhai sea terminal (from the existing 2,100 MTs to 15,600 MTs), to look for opportunities to acquire bottle filling plants, and to further establish the retail network. Also, the Group would proceed to complete the 80,000 MTs oil storage facility at the sea terminal of Zhuhai and expand horizontally into the storage and wholesale business of oil products such as gasoline and diesel. The Group has determined to put its focus on the energy business of the Southern China. To highlight this new business focus, the Board proposed on March 20, 2006 to change the Company name from "NewOcean Green Energy Holdings Limited" to "NewOcean Energy Holdings Limited". It is anticipated that substantial business growth will be maintained for the year 2006 and 2007, and a business volume of 1,000,000 MTs of LPG and 1,000,000 MTs of oil products will be achieved in 2008. The Group will then become one of the major energy operators in Southern China.

The Board proposes to declare a final dividend to our shareholders for 2005 and shall take it as our commitment to share the Group's profit with our shareholders.

I would like to take this opportunity to express my sincere appreciation to all the Group's employees for their dedicated work in the past year.

Shum Siu Hung
Chairman

Hong Kong, April 7, 2006

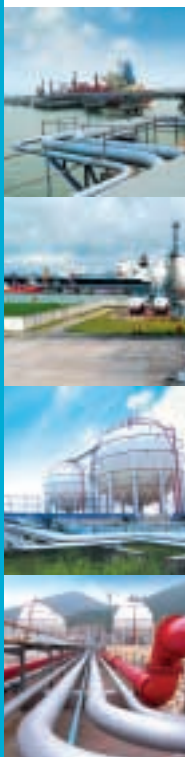
進入新年度，本集團將致力儘快完成珠海碼頭庫容的擴建工程（由目前2,100噸擴展至15,600噸）；繼續尋找機會收購三級氣站、進一步加強零售網絡的建設；並會在不久將來完成在珠海碼頭建設80,000噸成品油油庫的工程、進軍汽油及柴油等的倉儲及批發業務。本集團已將未來的發展方向鎖定在中國華南地區的能源市場，並已於2006年3月20日公告本公司名稱擬由「新海環保能源集團有限公司」更改為「新海能源集團有限公司」。本集團預計2006年及2007年將可繼續保持能源業務的高增長，並在2008年實現一百萬噸液化氣及一百萬噸成品油的銷售量，成為華南地區能源市場的主要運營商之一。

本集團於本年度建議向股東派發末期股息，與股東們分享集團的經營成果。

本人借此機會，代表董事會感謝本集團全體員工在過去一年所作出的努力及貢獻。

主席
岑少雄

香港，2006年4月7日



Management Discussion and Analysis 管理層之討論及分析

GENERAL

The Group had another year of high growth in business and recorded a revenue of HK\$1,615,479,000 for the year ended December 31, 2005, a substantial growth of 57.8% comparing with the revenue of HK\$1,023,782,000 for the year ended December 31, 2004. Net profit attributable to the equity holders of the Company for the year of 2005 was HK\$35,702,000, a substantial increase of 76.9% over the amount of HK\$20,178,000 in the year 2004. As at December 31, 2005, the Company has an issued and paid up capital of 481,676,687 ordinary shares. Basic earning per share for year 2005 was HK7.41 cents, a growth of 69.2% comparing with the basic earnings per share of HK 4.38 cents for the year ended December 31, 2004.

The Group achieved 350,000 MTs of sale of LPG in 2005, an increase of 34.6% from 260,000 MTs for the year 2004.

MARKET SITUATION

General Situation

In the year 2005, after years of growth the import volume of LPG in China saw its first year of decline, by 3.8% from 6,409,000 MTs in the previous year to 6,166,500 MTs. Decrease in import does not mean the demand for LPG in China had decreased accordingly. When domestic production of LPG is taken into account, the total consumption of LPG in China for the year was approximately 22,076,000 MTs, an increase of 4.5% from the amount of 21,130,000 MTs in 2004. In addition, Guangdong Province is traditionally the window through which most of the LPG import is channeled into China. Its import volume in 2005 was 4,474,000 MTs (72.60% of the nation's LPG import volume), an increase of 3.6% from 4,320,000 MTs (66.60% of the nation's LPG import volume) in 2004. We are not able to obtain the actual consumption volume in Guangdong Province, however, according to the estimate by our operation, there was substantial increase of LPG delivered from the refineries in the north to the south. Also, there was growth in output from the two refineries in Guangdong (Maoming Petrochemical and Guangzhou Petrochemical). Therefore, we estimate that the increase in consumption of Guangdong was somewhere between 4% to 5%, which is consistent with the growth of China as a whole, and that Guangdong's uptrend of LPG consumption continues.

概覽

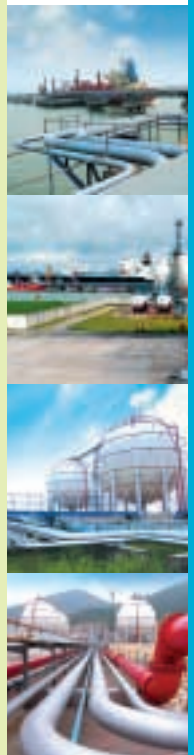
本集團於截至2005年12月31日止之年度內實現了另一年的高業務增長，其間，錄得收入1,615,479,000港元，比對截至2004年12月31日同期之收入1,023,782,000港元，大幅增長57.8%。2005年年度內本公司之權益持有人應佔溢利為35,702,000港元，比對2004年年度之20,178,000港元，上升76.9%。截止2005年12月31日，本集團已發行並已繳足股份數目為481,676,687股，每股基本盈利為7.41港仙，與截至2004年12月31日止之年度之每股基本盈利4.38港仙比較，上升69.2%。

2005年全年液化氣銷售量約為350,000噸，比對2004年同期260,000噸的銷售量上升34.6%。

液化氣市場情況

基本情況

2005年，中國的液化氣進口量在連續增長後，出現了多年來首次的下降。全國全年進口量僅6,166,500噸，比2004年的6,409,000噸下降了3.8%。不過，這並非等於中國的液化氣需求量減少了。若加上中國國內液化氣的自身產量，可見2005年全國的消耗量約為22,076,000噸，比2004年21,130,000噸實際上升了4.5%。另外，眾所周知，廣東省是中國液化氣進口量最大的省份，其2005年的進口量為4,474,000噸（佔全國72.6%），比2004年的進口量4,320,000噸（佔全國66.6%）仍然上升了3.6%。廣東省液化氣全年實際的消耗量究竟多少，並沒有比較準確的統計數據，不過，從實際經營上，我們察覺到從北方煉廠利用槽車及氣船運到廣東的液化氣量比往年增加不少，而且廣東兩家煉廠（廣州石化、茂名石化）亦有增產，故此，不難相信廣東省在2005年液化氣實際消耗量的增幅應該在4% - 5%之間，與全國總消耗量的增幅相約，這說明了以廣東為首的華南市場，其實際的消耗量仍然在增長。



Management Discussion and Analysis (Con't)

管理層之討論及分析(續)

Wholesale Market

Traditionally, the supply of LPG in Southern China is mainly from sea terminals and refineries (Maoming Petrochemical and Guangzhou Petrochemical) in Guangdong. In 2005, when the price of LPG in the international market continued to increase, it occasionally created a significant price difference between imported LPG and domestic production. Substantial profit could be made from selling LPG from the north to markets in the south. As a result, the supply from refineries in eastern and northern China increased substantially and adversely affected the wholesale price in Southern China. The impacts are as follows: (1) on some occasions, the wholesale price was forced to drop substantially in a short period of time; (2) loyalty of the bottle filling plants to their suppliers (i.e. the terminals) had been loosened; (3) terminals with small storage capacity were less flexible towards drastic market changes. For 2005, the wholesale price in Southern China had in general increased from about RMB4,400 per MT in January to about RMB5,850 per MT in December, a 33% increase. At the same time, the terminals' cost (including the tariff and VAT) of import had increased from about RMB4,000 per MT in January to about RMB5,700 per MT in December, a 42.5% increase. Although the demand in the wholesale market continued to grow, refineries in the north became new competitors and in the second half of the year (especially the fourth quarter) the competition adversely affected the gross profit margin of the wholesalers in Southern China.

Retail Market

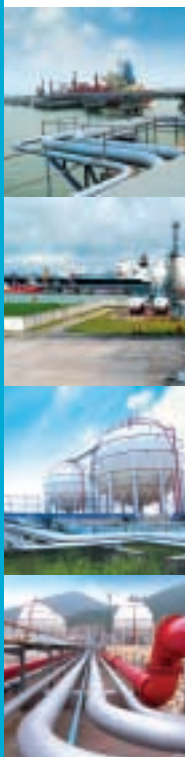
In the year 2005, the retail market of LPG in Southern China had been seriously affected by the continuous surge in wholesale price. Retailers operated at increasing operating cost. Those retailers that were located far away from the terminals had the additional burden of higher transportation costs. As the increase in cost was much faster than the selling price adjustment, in the latter part of 2005, the profit margin shrunk speedily. In some areas, the purchase cost was even higher than the retail price. More serious, because of the frequent adjustment of the retail price (the price of a 15 kg bottle increased from RMB65 at the beginning of the year to RMB100 at the year end), the government made its first intervention in retail price since the year of 2002 (the price then was RMB72 per bottle) and requested retailers to keep the price of bottled LPG below the RMB100 level before Chinese Spring Festival. That created a short term chaos in the form of disrupted supply and panic purchase in the market. Later, with the change of attitude of the

批發市場

一直以來，各大碼頭(進口氣)加上茂名石化及廣州石化(國產氣)構成了華南地區液化氣的主要供應來源。2005年，由於液化氣的進口價格跟隨國際油價持續上升，因而多次造成中國南、北兩地之間出現特大價差，北氣南下、有暴利可圖，因此曾經在下半年的多個時間段內，從華東及華北煉廠輸到華南地區的液化氣突然大量增加，衝擊華南地區的批發市場，其造成的影響包括：(1)在短時間內批發價格出現急速下滑的現象；(2)三級氣站向碼頭採購的忠誠度有所動搖；(3)庫容小的批發商在控制其批發價格上非常被動。整體而言，2005年華南地區每月的平均批發價、從1月份約人民幣4,400元/噸上升至12月份人民幣5,850元/噸、升幅約為33%，同期到岸成本(已包括進口關稅及增值稅)從1月份約為人民幣4,000元/噸上升至12月份約為人民幣5,700元/噸、升幅約為42.5%。由此可見，華南地區整體的批發市場在需求雖然繼續增長，但北方的供應形成了一股新的競爭勢力，在2005年的下半年(尤其是第四季度)已經造成了批發商毛利下降的影響。

零售市場

2005年華南地區的液化氣零售市場，由於碼頭批發價持續上漲，嚴重加重零售商的經營成本，距離碼頭較遠的三級氣站，由於運輸費用高，負擔更重，加上調節零售價的速度往往慢於成本上漲的速度，因此，在2005年的第四季度，零售的毛利大幅度收窄，個別地區甚至出現售價低於成本的倒掛情況。另外，因為在年內零售價格調整次數頻繁(15公斤瓶裝液化氣的價格由年初約人民幣65元/瓶，至年底上升至人民幣100元/瓶)，終於在年底觸發政府自2002年(當時價格為人民幣72元/瓶)以後首次的價格干預、要求零售商在春節前凍結瓶裝液化氣售價在人民幣100元/瓶的水平，這一舉動造成了一陣子缺貨、搶購等混亂情況。雖然其後政府態度有所改變、事件在短時間內逐漸淡化，但個別地區的零售商為了維護其建立的客戶基礎，已經損失慘重。除此之外，值得注意



Management Discussion and Analysis (Con't)

管理層之討論及分析 (續)

government, market order recovered within a short period of time. However, some retailers in certain areas had already suffered great loss. In the whole retail market, only auto LPG operators received subsidies from the government and their hardship was reduced. In the year 2005, the Guangzhou government required taxis and public buses to switch from gasoline or diesel to auto LPG. That significantly contributed to the increase in consumption of LPG in Guangdong Province. The government however put tight control on the price of auto LPG. Despite the increase in purchase cost, the government had not released the control.

LPG WHOLESALE AND RETAIL BUSINESS

Wholesale Business

The Group's LPG wholesaling continued to grow at a high rate in the year 2005. The import volume of the Group's Zhuhai sea terminal (NewOcean Energy (Zhuhai) Company Limited) was 310,000 MTs, a 121.4% increase from the 140,000 MTs in the year 2004. Utilization of the deep draft sea terminal in Zhuhai was optimized and by virtue of joint purchase arrangement and efficient logistics, the deficiency brought about by our small storage capacity was minimized. In 2005, the sea terminal in Zhuhai became one of the top ten LPG terminals in China (in terms of import volume). It ranked 8th, rising from 12th in 2004 and 19th in 2003. In addition, in December 2005 the sea terminal in Zhuhai, having been granted the status of bonded terminal, achieved export of 3,500 MTs to Hong Kong and became one of the suppliers of auto LPG to the operators in Hong Kong.

Import volume	進口	2005 二零零五年		2004 二零零四年	
		Number of MTs 噸數	Number of Shipments 船	Number of MTs 噸數	Number of Shipments 船
Pressurized LPG	壓力貨	140,550	63	106,150	50
Refrigerated LPG	冷凍貨	170,700	9	29,300	4
Total	總量	311,250	72	135,450	54

As the import and wholesale volume of the Zhuhai sea terminal had reached a significant level, the Guangdong Oil & Gas Association tracked NewOcean Energy (Zhuhai) Company Limited's daily price quotation as a constituent for calculation of the South China LPG Price Index. That indicates; (1) the Group has established a solid position in the LPG market of Southern China, (2) the Terminal is achieving good economy of scale.

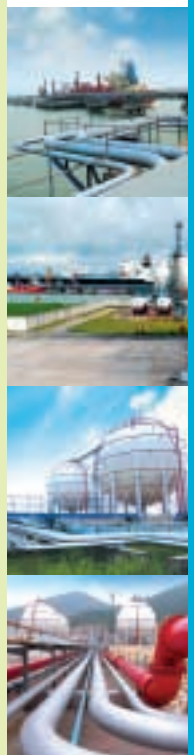
的是年內在廣州地區有大批公交車與出租車已經在政府的要求下已更改燃料的使用、由汽柴油轉用液化氣，這亦是廣東省液化氣消耗量仍然上升的其中一個因素，不過政府對車用液化氣的價格有嚴格控制，儘管在年底成本高企的情況下，仍沒有放開價格，只採取對加氣站進行補貼的方法，舒緩加氣站的經營困難。

液化氣批發及零售業務

批發業務

本集團的液化氣批發業務在2005年繼續以高速擴展，通過珠海碼頭(新海能源(珠海)有限公司)實現了全年310,000噸的進口量，比2004年同期140,000噸，增長121.4%，充分發揮大碼頭的優勢，亦同時利用聯合採購與高效物流，大大舒緩了庫容小對業務發展的限制，成功地致使珠海碼頭在2005年躋身中國十大液化氣碼頭之列(按進口量)。珠海碼頭的排名，由2003年第19位、2004年第12位、上升至2005年第8位。2005年12月份，珠海碼頭更成功打開保稅出口的渠道，實現出口3,500噸液化氣到香港、成為香港車用液化氣的供應商之一。

由於進口量與批發量已具規模，廣東油氣商會已採納新海能源(珠海)有限公司所報的批發價為計算液化氣華南指數的成份價格之一，這證明了：(1)對外，本集團在華南地區的液化氣市場已成功地奠定其市場地位；(2)對內，珠海碼頭的經營將在不久的將來達到理想的規模效應。



Management Discussion and Analysis (Con't)

管理層之討論及分析(續)

In November 2005, the Zhuhai sea terminal started construction for its storage expansion. Foundation work has now been completed and the procurement of steel plates for the new tanks (partly to be imported from Japan and partly from domestic suppliers) had been made. When the expansion is completed by the end of 2006, the storage volume will be increased to 15,600 MTs from the existing 2,100 MTs. By then, the laytime for discharging refrigerated cargo will be shortened from 5 days to 2 days and the purchase cost will be reduced by US\$5 to US\$6 per MT, bringing profit margin improvement. In the first quarter of 2006, the Group already achieved an import and wholesale amount of 150,000 MTs. The amount for the whole year is estimated to be not less than 500,000 MTs.

Retail Business

The LPG retail business of the Group was approximately 140,000 MTs, a 7.7% increase from the 130,000 MTs for the year 2004. 60% of the supply was from the Zhuhai sea terminal and 40% was from domestic suppliers in surrounding area of the bottle filling plants. As a fact growth of retailing slowed down in 2005 because of the continuous increase of the LPG purchase price, which drove up the costs and reduced the profit margin. Therefore, the Management had decided to integrate the existing market, reduce the input of resources into the existing market, and explore other areas for expanding bottle filling plants. In the year 2005, in addition to acquiring the remaining 30% shares of the Chaoyang Depot in Guilin, the Group entered into contract to acquire 100% shareholding of the bottle filling plants of Baorun at Shenzhen (the acquisition was completed on March 31, 2006). For the year 2006, the Group aims to achieve an amount of 200,000 MTs for retail business. Also, the Management believes that, as the international price of LPG will reduce in the year 2006, the profit margin of retail business will be improved. The established and expanded retail client base will bring favorable profit to the Group (in February and March of 2006, the international LPG price had decreased substantially).

ELECTRONIC BUSINESS

Starting from January 2003, the Group contracted out the manufacture and sales operation of the electronic business. In the year of 2005, the Group maintained its general trading of electronic components as this line of business did not require much of the Group's resources and had not increased any investment and operating risk. Limited volume of the electronic components trading will be maintained in 2006.

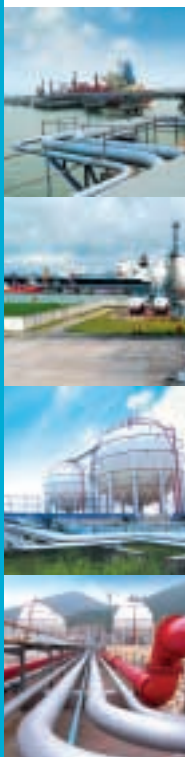
珠海碼頭在2005年11月已全面開展庫容擴建工程，目前已完成了所有的樁基工程，並已經落實了建造球罐所需鋼板的供應(部分從日本進口、部分國內供應)，整個工程預計2006年年底可以完成，珠海碼頭的庫容將由目前2,100噸增加至15,600噸。屆時，進口冷凍貨的卸貨時間可以從目前5天縮減至2天，採購的運輸費用因此可以降低約5-6美元／噸，對改善批發業務的毛利有至關重要的幫助。本集團在2006年的第一季度，已完成約150,000噸的進口及批發量，估計全年的業務量將不少於500,000噸。

零售業務

本集團在2005年的液化氣零售業務量為140,000噸左右，比2004年同期約130,000噸，上升7.7%。貨源方面約60%由珠海碼頭供應、40%由各地三級氣站在國內採購。2005年的業務量增長速度放慢，主要原因在於氣價持續上升、成本不斷上漲，毛利嚴重下降；在此情況下，管理層決定加強現有市場的整合、減少現有市場的資源投放，同時另覓其他地區作為開拓終端市場的目標。年內除了收購桂林朝陽氣庫剩下的30%股權外，在年底亦簽訂了收購深圳寶潤氣庫100%股權的協議(是項收購在2006年3月31日全部完成)。估計2006年，本集團全年將可實現接近200,000噸的零售業務量。管理層深信當國際氣價回落，終端市場的利差將得到有效的改善，已建立並逐漸擴大的零售客戶群將可為本集團帶來可觀的利潤(註：2006年2月及3月份國際氣價已大幅回落)。

電子業務

自2003年1月開始，本集團已將電子業務的製造及銷售外判承包商經營。2005年本集團僅進行一般電子配件的貿易業務，此項業務並沒有佔用集團很多的資源，亦沒有因此增加集團的投資或經營風險。在2006年本集團將繼續保持一般電子配件有限度的貿易經營。



Management Discussion and Analysis (Con't)

管理層之討論及分析 (續)

BUSINESS OUTLOOK

It is anticipated that LPG prices on the international market will go down in 2006. However, because of the fluctuation of international crude oil price, LPG prices will still be unstable.

In 2006, the Group's business strategy is:

1. For wholesale business, the Group will work to enter into term supply contracts with reputable customers on cost-plus price mechanism. In the expansion of the wholesale business, the Group will mitigate price risk in order to gain thinner, but safe and reasonable profit;
2. For retail business, the Group will continue its existing strategy to look for potential bottle filling plants to acquire.

In the coming year, the Group will endeavor to complete the construction work for the expansion of the storage capacity at the Zhuhai sea terminal. The Group will also utilize the vacant land at the terminal to develop its petroleum depoting business, and to finalise its plan to enter into co-operation with a multinational oil company.

LIQUIDITY AND FINANCIAL RESOURCES

As at December 31, 2005, the net current assets of the Group amounted approximately to HK\$29,292,000 (2004: HK\$29,968,000) and the Group's bank balances and cash was HK\$57,479,000 (2004: HK\$55,937,000). At the balance sheet date, current ratio was 1.07:1 (2004: 1.21:1), quick ratio was 0.97:1 (2004: 1.19:1), gearing ratio was 0.53:1 (2004: 0.30:1) which was calculated based on total liabilities of HK\$442,181,000 (2004: HK\$154,776,000) and total assets of HK\$832,644,000 (2004: HK\$514,113,000).

CONTINGENT LIABILITIES

The Group had no significant contingent liabilities at the balance sheet date.

At December 31, 2004, the Company was a guarantor to an agent for import of LPG under an agency agreement entered into between a subsidiary of the Company and the agent. The guarantee was not utilised by the agent at December 31, 2004.

前瞻

預計國際氣價在2006年會有回落，但因為國際油價仍然波動，所以氣價雖然有下調的跡象，相信仍然會不時反覆，價格波動風險依然存在。

2006年本集團整體的業務策略是：

1. 批發業務方面，儘量與具有規模的客戶合作、簽訂以成本加利潤的長期供貨合同；在擴大批發業務的同時亦規避價格風險，以達到微薄但安全和合理的利潤；
2. 零售方面將延續原來的策略，繼續尋找合適的收購對象，並開通更多國內採購的渠道，以降低運營成本。

本集團將繼續努力在2006年年底完成珠海碼頭擴大庫容的工程，利用碼頭剩餘的土地發展成品油倉儲業務，同時落實與一家國際級石油公司的合作。

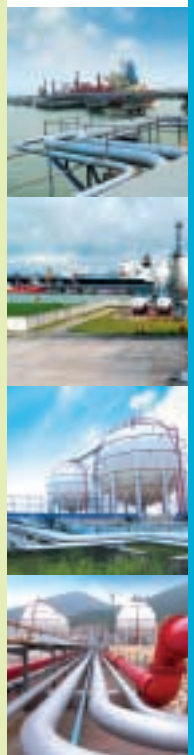
流動資金及財務資源

於2005年12月31日，本集團之流動資產淨額合共為約29,292,000港元（2004：29,968,000港元）；銀行結餘及現金為57,479,000港元（2004：55,937,000港元）；於結算日，流動比率為1.07:1（2004：1.21:1）；速動比率為0.97:1（2004：1.19:1）。資產負債比率為0.53:1（2004：0.30:1），此乃根據負債總額442,181,000港元（2004：154,776,000港元）和資產總額832,644,000港元（2004：514,113,000港元）計算。

或然負債

截至資產負債表日期止，本集團並無重大或然負債。

本公司之一間附屬公司曾與代理訂立一項代理協議，進口液化氣。於2004年12月31日，本公司為該代理人之擔保人。於2004年12月31日，該代理並無動用該項擔保。



Management Discussion and Analysis (Con't)

管理層之討論及分析(續)

PLEDGE OF ASSETS

At December 31, 2005, the Group pledged its bank deposits amounting to HK\$207,909,000 (2004: HK\$3,004,000) to secure general banking facilities granted to the Group. The Group has pledged prepaid lease payments for lands having an aggregate net book value of HK\$2,045,000 (2004: HK\$2,082,000) to secure general banking facilities granted to the Group.

EMPLOYEES AND REMUNERATION POLICIES

As at December 31, 2005, the Group employed approximately 310 full time employees in Hong Kong and the PRC. The Group remunerated the employees based on their performance, experience and prevailing market practice. Employee benefits provided by the Group include a provident fund scheme, medical insurance scheme and an employee share option scheme.

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

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the 12 months ended December 31, 2005.

資產抵押

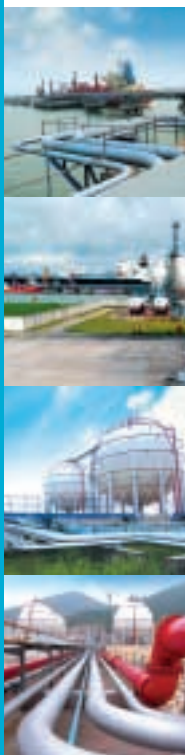
於2005年12月31日，本集團為獲得一般銀行信貸而將207,909,000港元(2004: 3,004,000港元)之銀行存款抵押。另本集團為獲得一般銀行信貸而將賬面總淨值2,045,000港元(2004: 2,082,000港元)的土地預付租賃款項抵押予銀行。

僱員及酬金政策

截至2005年12月31日，本集團於香港及中國僱用約310名全職僱員。本集團按各員工之工作表現、經驗及當時市場情況酬報各員工。本集團之員工福利包括強制性公積金供款、醫療保險及僱員購股權計劃。

購買、出售及贖回本公司之上市證券

於截至2005年12月31日止12個月期間內，本公司或其任何附屬公司概無購買、出售或贖回本公司之上市證券。



Corporate Governance Report

企業管治報告

CORPORATE GOVERNANCE PRACTICE

The Company is committed to the establishment of good corporate governance practices and procedures which serve as an important element of risk management throughout the growth and expansion of the Company. The Company emphasizes on maintaining and carrying out sound, solid and effective corporate governance principles and structures.

The Company has complied throughout the year ended December 31, 2005 with the Code of Best Practice as set out in Appendix 14 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited ("Stock Exchange") (the "Listing Rules"), which came into effect prior to January 1, 2005, except that the independent non-executive directors were not appointed for terms of office determined according to a fixed period of time. Nevertheless, such directors were appointed to their offices for such term of office and are subject to retirement in accordance with the provisions in the By-laws of the Company.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") set out in Appendix 10 of the Listing Rules as its own code of conduct regarding directors' securities transaction. The Company has made specific enquiries of all directors and all directors confirmed they have complied with the required standard of dealings set out therein during the year.

BOARD OF DIRECTORS

Composition

The Board members for the year ended December 31, 2005 were as follows:

Executive directors

Shum Siu Hung (*Chairman*)
Chiu Sing Chung, Raymond (*Managing Director*)
Shum Chun, Lawrence
Wu Hong Cho
Cen Ziniu

Independent non-executive directors

Cheung Kwan Hung, Anthony
Young Wing Chun, Michael Frederick
Ma Man Hoi, Joseph

企業管治常規

本公司致力建立良好企業管治常規及程序，在擴大本公司的業務中，該常規及程序為風險管理之重要元素。本公司著重維持及執行優良、穩健及有效的良好企業管治常規及架構。

除本公司之獨立非執行董事之委任並非按照固定時限而指定其任期外，本公司於截至2005年12月31日止年度整年間已遵守於2005年1月1日前生效之香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄14所載之最佳應用守則。惟彼等之任期乃根據本公司之公司細則條文規定，並須依照有關細則告退。

董事進行證券交易

本公司已採納上市規則附錄10所載之《上市發行人董事進行證券交易的標準守則》（「標準守則」）作為董事進行證券交易之操守準則。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於年內均有遵守當中所要求之買賣標準。

董事會

組成

截至2005年12月31日止年度之董事局成員為：

執行董事

岑少雄 (*主席*)
趙承忠 (*董事總經理*)
岑濟
胡匡佐
岑子牛

獨立非執行董事

張鈞鴻
楊永燦
馬文海

Corporate Governance Report (Con't)

企業管治報告(續)

BOARD OF DIRECTORS (Continued)

Such balanced board composition ensured strong independence exists across the Board and has met the recommended practice under the Code to have at least one-third of its members comprising independent non-executive directors. (At least one of the independent non-executive directors has appropriate professional qualifications, accounting and financial management expertise.) The biographies of the Directors are set out in pages 9 to 10 to the annual report, which demonstrates a diversity of skills, expertise, experience and qualifications.

Mr. Shum Siu Hung, Chairman of the Board, is the father of Mr. Shum Chun, Lawrence, executive director of the Company.

The Company has received annual confirmation of independence from the three independent non-executive directors in according with Rule 3.13 of the Listing Rules. The Board has assessed their independence and concluded that all the independent non-executive directors are independent within the definition of the Listing Rules.

Number of Board meetings held during the year

The Board has four scheduled regular meetings a year at quarterly interval and non-regular meetings when required. During the financial year ended December 31, 2005, the Board held four meetings. Proposed regular Board meeting schedule for the coming financial year are circulated to the Board in the preceding year. The following table shows the attendance of Directors at meetings of the Board and its committees during the year:

Type of meeting	會議名稱	Number of meeting(s) held in 2005 2005年召開會議次數	Average attendance 平均出席率 (%)
Board	董事會	4	83
Audit Committee	審核委員會	2	80
Remuneration Committee	薪酬委員會	1	67

董事會 (續)

董事會以如此均衡之架構組成，目的在確保整個董事會擁有穩固之獨立性，其組成情況符合新守則所推薦董事會成員最少須有三分之一為獨立非執行董事之做法。最少有一位獨立非執行董事擁有相關的會計及財務管理之專業資格。各董事履歷載於年報第9至10頁，當中載列各董事之多樣化技能、專業知識、經驗及資格。

董事會主席岑少雄先生，為本公司執行董事岑濬先生之父。

本公司已接獲全數三名獨立非執行董事根據上市規則第3.13條發出之年度獨立性確認書。董事會已評估彼等之獨立性，並確定全體獨立非執行董事均屬上市規則所界定之獨立人士。

於年內董事會會議次數

董事會每年定期召開四次會議(按每季度一次)，亦會在有需要時召開不定期會議。於截至2005年12月31日止財政年度內，董事會共召開四次會議。下個財政年度擬定召開之董事會會議時間表將於前一年向董事會傳閱。下表顯示年內各董事於董事會及其委員會會議之出席記錄：

BOARD OF DIRECTORS (Continued)

The principal Role and Function of the Board

- To establish the strategic direction for the development of the Company and set the objectives of the management;
- To approve annual budgets, major funding proposal and investment proposals;
- To decide on matters such as annual, interim and quarterly results, major transactions, directors appointment, and dividend and accounting policies; and
- To oversee the processes for evaluating the adequacy of internal controls, risk management, financial reporting and compliance.

Division of responsibilities between the Chairman and the Managing Director

To ensure a balance of power and authority so that power is not concentrated in one individual, the posts of Chairman and Managing Director are separated to ensure a clear division of the responsibilities between the Chairman and the Managing Director. The responsibilities of the Chairman includes but not limited to ensuring that all members of the management are properly briefed on issues arising at board meetings, and should be responsible for ensuring that all directors receive adequate information, which must be complete and reliable, in a timely manner. The Managing Director is responsible for the day-to-day operation of the Company's business and such other matters as are customarily within the responsibilities of the position including but not limited to, provide leadership for the management, establish and maintain proper internal controls system and procedures, and provide information to the Board to enable the Board to monitor the performance of management.

All Directors have free access to the advice and services of the Company Secretary to ensure Board procedure are followed according to applicable laws and regulations. The Board may seek independent professional advice upon reasonable request to discharge their duties.

董事會(續)

董事會的主要角色及職責

- 設立本公司的策略性發展方向及制定管理目標；
- 批准年度預算、主要籌資提案及投資提案；
- 決定如年度、中期及季度業績、重大交易、董事之委任、及股息和會計政策等事宜；及
- 檢查用於評估內部監控、風險管理、財務報告及遵守情況充分性的程序。

主席及董事總經理之間的職責分工

為確保權力和授權分布均衡，不致權力僅集中於一位人士，主席及董事總經理之職位已區分，以肯定主席及董事總經理之間有著清晰的職責分工。主席的職責包括但不限於確保董事會會議上所有董事均適當知悉當前的事項，及負責確保董事及時收到充分的資訊，而有關資訊均屬完整及可靠。董事總經理負責經營管理公司業務的日常管理及一般位內職責，包括但不限於提供管理層的領導、制定及維持適當的內部監控系統及程序及為董事會提供資料，讓董事會監察管理層的表現。

所有董事均可獲得公司秘書的意見及服務，確保董事會程序及所有適用規則及規例均獲得遵守。董事會能在合理的要求下尋求獨立專業意見以履行其職責。

Corporate Governance Report (Con't)
企業管治報告 (續)

BOARD OF DIRECTORS (Continued)

Division of responsibilities between the Chairman and the Managing Director (Continued)

Pursuant to the Company's Bye-laws, every director appointed by the Board either to fill a causal vacancy or as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at that meeting. In this regard, Mr. Wu Hong Cho will retire by rotation and Mr. Ma Man Hoi, Joseph, who was appointed by the Board of Directors during the year to fill a casual vacancy, will retire in accordance with the Bye-laws, and, being eligible, both retiring directors will offer themselves for re-elections at the forthcoming annual general meeting.

AUDIT COMMITTEE

Composition

The Company has formulated written terms of reference for the Audit Committee in accordance with the requirements of the Stock Exchange. The Audit Committee consists of all independent non-executive directors. The composition of the Audit Committee is as follows:

Cheung Kwan Hung, Anthony (*Chairman*)
Young Wing Chun, Michael Frederick
Ma Man Hoi, Joseph

Role and Function

The principal duties of the Audit Committee are to ensure the objectivity and credibility of financial reporting and internal control procedures as well as to maintain an appropriate relationship with the external auditors of the Company.

For the year ended December 31, 2005, the Audit Committee met twice during the year, in particular, to review and discuss the followings:

- the auditing and financial reporting matters;
- the appointment of external auditors;
- the establishment of internal control system; and
- reviewed the interim results and the audited financial statements.

Each member of the Audit Committee has unrestricted access to the Auditors and all senior staff of the Group.

董事會 (續)

主席及董事總經理之間的職責分工 (續)

根據本公司之公司細則，董事會以填補空缺或增添現有董事會成員方式委任之每名董事，其任期僅維持至本公司下屆股東週年大會為止，屆時符合資格於會上膺選連任。就此而言，胡匡佐先生須於即將舉行之本公司股東週年大會輪席退任，而董事會已於年內委任董事馬文海先生以填補臨時空缺，彼亦須於即將舉行之本公司股東週年大會上輪席退任。所有退任董事願膺選連任。

審核委員會

組成

本公司根據聯交所之規定擬定審核委員會之職權範圍。審核委員會由全體獨立非執行董事組成。審核委員會之組成如下：

張鈞鴻 (主席)
楊永燦
馬文海

角色及職責

審核委員會主要職責為確保財務報告及內部監控程序之客觀性及可信度，以及與本公司外聘的核數師保持良好關係。

於截至2005年12月31日止年度，審核委員會曾舉行兩次會議，以重點審閱及討論以下事項：

- 核數及財務報告事宜；
- 委任外聘核數師；
- 建立內部監控系統；及
- 審閱中期業績及經審核財務報表。

審核委員會每位成員可不受限制地向核數師及集團內所有高級職員獲取資料。

REMUNERATION COMMITTEE

Composition

The Company has formulated written terms of reference for the Remuneration Committee which stated clearly its authorities and duties in accordance with the requirements of the Stock Exchange. The remuneration committee consists of three independent non-executive directors and two executive directors. The composition of the Remuneration Committee is as follows:

Cheung Kwan Hung, Anthony (*Chairman*)
Young Wing Chun, Michael Frederick
Ma Man Hoi, Joseph
Chiu Sing Chung, Raymond
Shum Chun, Lawrence

Role and Function

The Remuneration Committee is responsible for ensuring formal and transparent procedures for developing remuneration policies and overseeing the remuneration packages of the executive Directors and senior management. It takes into consideration on factors such as salaries paid by comparable companies, time commitment and responsibilities of Directors and senior management. The Remuneration Committee meets at least once a year to assess the performance and review the annual salaries and bonus of the senior executives. The remuneration committee held one meeting during the year ended December 31, 2005.

INTERNAL CONTROL

The Board is responsible for the Group's system of internal controls and for reviewing its effectiveness. The management of the Company has established a set of comprehensive policies, standards and procedures in areas of operational, financial and risk controls for safeguarding assets against unauthorized use or disposition; for maintaining proper accounting records; and for ensuring the reliability of financial information to achieve a satisfactory level of assurance against the likelihood of the occurrence of fraud and errors.

The evaluation of the effectiveness of the Group's internal control is conducted by the internal auditor on an on-going basis who will directly report to the Audit committee on any significant findings on internal controls.

薪酬委員會

組成

本公司根據聯交所之規定擬定薪酬委員會之職權範圍。薪酬委員會由3位獨立非執行董事及2位執行董事組成。薪酬委員會之組成如下:

張鈞鴻 (主席)
楊永燦
馬文海
趙承忠
岑濬

角色及職責

薪酬委員會負責確保正式及具透明度之薪酬政策制訂程序，以監管執行董事及高級管理層之薪酬組合。薪酬委員會考慮之因素包括可比較公司之薪金水平、各董事及高級管理人員所投入之時間及職責等。薪酬委員會每年最少舉行一次會議以評估表現及審閱高級管理人員每年之薪酬及獎金。於截至2005年12月31日年度止，薪酬委員會已召開了一次會議。

內部監控

董事會需負責本集團的內部監控系統及檢討其效能。本公司的管理層已制定一套完善的政策，標準及程序，範圍包括運作監控、財務監控及風險監控，以保證資產得到保護並免受未經授權的使用或處置；保持適當的會計紀錄；及確保財務資料的可靠性，以達致滿意程度的保證，防止欺詐或錯誤的情況出現。

評估本集團的內部監控由內部核數師按持續基準進行，並向審核委員會匯報有關內部監控的重要審閱結果。

Directors' Report 董事會報告

The directors present their annual report and the audited financial statements for the year ended December 31, 2005.

PRINCIPAL ACTIVITIES

The Company acts as an investment holding company. Particulars of the Company's principal subsidiaries are set out in note 21 to the financial statements.

During the year ended December 31, 2005, the Group was principally engaged in the sale and distribution of liquefied petroleum gas, sales of electronic products and leasing of investment properties, property, plant and equipment.

RESULTS AND APPROPRIATION

The results of the Group for the year ended December 31, 2005 are set out in the consolidated income statement on page 38.

The directors recommend the payment of a final dividend of HK1.2 cents per share to the shareholders whose names appear on the register of members on June 12, 2006 amounting to HK\$5,780,000. At April 7, 2006, the number of shares issued and fully paid is 481,676,687.

FIXED ASSETS

During the year, the Group spent approximately HK\$13,389,000 on property, plant and equipment to expand and upgrade its gas plant.

During the year, the Group acquired, through the acquisition of subsidiaries, property, plant and equipment of approximately HK\$8,665,000.

During the year, the Group spent approximately HK\$9,834,000 on renovation of the investment properties. The net increase in fair value of investment properties, which has been credited directly to income statement, amounted to HK\$1,141,000.

Details of these and other movements during the year in property, plant and equipment, and investment properties of the Group are set out in notes 16 and 19 to the financial statements respectively.

董事會謹此提呈截至2005年12月31日止年度的年報及經審核財務報表。

主要業務

本公司乃投資控股公司。本公司之主要附屬公司詳情載於財務報表附註21。

於截至2005年12月31日止年度，本集團主要從事液化石油氣之銷售及分銷、電子產品之銷售以及投資物業、物業、機器及設備的租賃業務。

業績及分派

本集團截至2005年12月31日止年度的業績，載於第38頁的綜合收益表。

董事建議向2006年6月12日名列股東名冊的股東派發每股1.2港仙末期股息，總額達5,780,000港元。於2006年4月7日，已發行及繳足股份數目為481,676,687股。

固定資產

年內，本集團花費約13,389,000港元於物業、機器及設備上，以擴大及提升其氣庫。

年內，本集團透過收購附屬公司購置了約8,665,000港元的物業、機器及設備。

年內，本集團花費約9,834,000港元用於翻新投資物業。投資物業公平值增加之淨額約1,141,000港元已直接計入收益表。

本集團於年內的物業、機器及設備及投資物業之變動的詳情，分別載於財務報表附註16及19。

Directors' Report (Con't)
董事會報告(續)

RESERVES

The Company's reserves available for distribution to shareholders as at December 31, 2005 were as follows:

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Contributed surplus	繳入盈餘	1,667	1,667
Retained earnings	保留溢利	6,353	4,844
		8,020	6,511

Under the Companies Act 1981 of Bermuda (as amended), the contributed surplus account of the Company is available for distribution. However, the Company cannot declare or pay a dividend, or make a distribution out of contributed surplus if:

- (a) it is, or would after the payment be, unable to pay its liabilities as they become due; or
- (b) the realisable value of its assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium accounts.

MAJOR CUSTOMERS AND SUPPLIERS

The largest customer of the Group by itself and taken together with the next four largest customers accounted for 9% and 40% respectively of the Group's total turnover for the year.

The largest supplier of the Group by itself and taken together with the next four largest suppliers accounted for 17% and 57% respectively of the Group's total purchases for the year.

At no time during the year did a director, an associate of a director, or a shareholder of the Company (which to the knowledge of the directors owns more than 5% of the Company's issued share capital) have an interest in any of the Group's five largest suppliers.

SHARE CAPITAL

Details of the Company's share capital are set out in note 30 to the financial statements. There was no movement in the Company's share capital during the year.

儲備

本公司於2005年12月31日可供分派予股東的儲備如下：

根據百慕達1981年公司法(修訂本)，本公司之繳入盈餘可供分派。然而，倘出現下列情況，則本公司不得從繳入盈餘中宣派或派付股息或作出分派：

- (a) 本公司現時或於付款後無力償還到期債務；或
- (b) 本公司資產之可變現值因此低於其負債、已發行股本及股份溢價賬之總和。

主要客戶及供應商

年內，本集團的最大客戶本身及連同其後的四大客戶分別佔本集團總營業額9%及40%。

年內，本集團最大供應商本身及連同其後的四大供應商分別佔本集團總營業額17%及57%。

於年內任何時間，本公司董事、董事的聯繫人士或就董事所知擁有本公司已發行股本5%以上的任何股東概無擁有本集團五大客戶及供應商任何權益。

股本

年內，本公司股本詳情已載於財務報表附註30。年內，本公司股本並無任何變動。

Directors' Report (Con't)

董事會報告(續)

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

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year ended December 31, 2005.

DIRECTORS

The directors of the Company during the year and up to the date of this report were:

Executive directors:

Shum Siu Hung, <i>Chairman</i>	(appointed as executive director and Chairman on June 30, 2005)
Chiu Sing Chung, Raymond	(appointed as Managing Director on June 30, 2005)
Cen Ziniu Shum Chun, Lawrence Shum Siu Mau	(resigned as executive director and Chairman on June 30, 2005)
Wu Hong Cho	(resigned as Managing Director on June 30, 2005)
Cheng Wai Leung	(resigned on June 30, 2005)

Independent non-executive directors:

Cheung Kwan Hung, Anthony Young Wing Chun, Michael Frederick Ma Man Hoi, Joseph	(appointed on June 21, 2005)
Chan Yuk Wai, Benedict	(appointed on March 20, 2006)
Koo Ming Yan, Charles	(resigned on June 30, 2005)

RE-ELECTION OF RETIRING DIRECTORS

At the forthcoming annual general meeting, in accordance with the Company's Bye-laws, Mr. Wu Hong Cho, executive director, shall retire from office by rotation and Mr. Ma Man Hoi, Joseph, an independent non-executive director appointed by the Board during the year 2005 to fill a casual vacancy, shall retire from office in accordance with the Bye-laws.

購買、出售及贖回本公司之上市證券

於2005年12月31日止年度內，本公司或其任何附屬公司概無購買、出售或贖回本公司之上市證券。

董事

本公司於年內及截至本報告日期的董事如下：

執行董事：

岑少雄， 主席	(於2005年6月30日委任為執行董事及主席)
趙承忠	(於2005年6月30日委任為董事總經理)
岑子牛 岑濬 岑少謀	(於2005年6月30日辭任執行董事及主席)
胡匡佐	(於2005年6月30日辭任董事總經理)
鄭偉良	(於2005年6月30日辭任)

獨立非執行董事：

張鈞鴻 楊永燦 馬文海	(於2005年6月21日委任)
陳旭煒	(於2006年3月20日委任)
顧明仁	(於2005年6月30日辭任)

重選退任董事

根據本公司之公司細則，執行董事胡匡佐先生須於即將舉行之本公司股東週年大會輪席退任，而董事會於2005年內委任獨立非執行董事馬文海先生以填補臨時空缺，彼亦須於即將舉行之本公司股東週年大會上輪席退任。

Directors' Report (Con't)
董事會報告 (續)

RE-ELECTION OF RETIRING DIRECTORS (Continued)

Mr. Chan Yuk Wai, Benedict, an independent non-executive director appointed as an addition to the Board on March 20, 2006, shall also retire from office at the forthcoming annual general meeting in accordance with the Company's Bye-laws.

All three retiring directors, being eligible, offer themselves for re-election.

Mr. Wu Hong Cho, whose biographical details are set out in the paragraph headed "Directors' Profile" in this report, holds the office of Company Secretary and is proposed to be re-appointed director of the Company until retirement by rotation. Sound Management Services Limited, a wholly owned subsidiary of the Company, has an existing employment contract with Mr. Wu determinable within one year without payment of compensation, other than statutory compensation. Under the employment contract, Mr. Wu's emoluments are calculated on the basis of a monthly salary of HK\$25,000, which is determined by reference to the scope of his duties and responsibilities and time commitments to the Group.

Mr. Wu is currently an independent non-executive director of Beiren Printing Machine Holdings Limited, a company listed on the Stock Exchange and the Shanghai Stock Exchange. Mr. Wu beneficially owns 5% of the issued capital of Uniocean Investments Limited ("Uniocean"), a substantial shareholder of the Company as described in the paragraph headed "Substantial Shareholders" in this report. As at December 31, 2005 and at the date of this report, Mr. Wu holds an option to subscribe for 1,000,000 shares in the Company as described in the paragraph headed "Directors' and Chief Executives' Interests in Shares, Underlying Shares and Convertible Bonds" in this report. Other than the above Mr. Wu does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance as at the date of this report.

Mr. Ma Man Hoi, Joseph, whose biographical details are set out in the paragraph headed "Directors' Profile" in this report, is proposed to be re-appointed director of the Company until retirement by rotation. Other than the office of independent non-executive director, Mr. Ma does not hold any position with the Company or any of its subsidiaries, nor has any directorship in other listed public companies in the last three years. He is not connected with any director, senior management or substantial or controlling shareholder of the Company, and does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance as at the date of this report.

重選退任董事 (續)

陳旭煒先生，於2006年3月20日獲委任為獨立非執行董事，彼亦須根據本公司之公司細則，於即將舉行之本公司股東週年大會上輪席退任。

以上三名退任董事均願膺選連任。

胡匡佐先生，其履歷詳情已載於本報告中「董事簡介」一段，為本公司秘書，彼擬將重選連任為本公司董事，直至須予輪席退任為止。新海管理服務有限公司(本公司之全資附屬公司)與胡先生現有一份僱員合約，合約可於一年內無須作出賠償(法定賠償除外)而予以終止。按該合約胡先生之薪酬為按月薪25,000港元計算，該酬金乃按胡先生的職責及職務並在本集團所須投入時間釐定。

胡先生兼任北人印刷機械股份有限公司(在聯交所及上海證券交易所上市的公司)獨立非執行董事。胡先生擁有海聯控股有限公司(「海聯」)5%股份。海聯為本公司主要股東，其在本公司已發行股本所擁有的權益載於本報告「主要股東」一段。於2005年12月31日及本報告日，胡先生亦按所獲授購股權可認購本公司1,000,000股股份，有關權益載於本報告「董事及主要行政人員於股份、相關股份及可換股債券中權益」一段。除此之外，於本報告之日胡先生並無擁有任何股份權益(定義見證券及期貨條例第十五部)。

馬文海先生，其履歷詳情已載於本報告中「董事簡介」一段，彼擬將重選連任為本公司董事，直至須予輪席退任為止。馬先生除獲委任為獨立非執行董事外，並無於本公司或其任何附屬公司擔任任何職位，而過去三年內亦無於其他上市公司擔任董事職位。彼與本公司任何董事、高層管理人員或主要控權股東概無關連，於本報告之日亦無擁有任何股份權益(定義見證券及期貨條例第十五部)。

Directors' Report (Con't)

董事會報告(續)

RE-ELECTION OF RETIRING DIRECTORS (Continued)

There is no service contract entered into between Mr. Ma and the Company. The appointment of Mr. Ma is not for any specific length, but is subject to retirement and re-election at annual general meetings of the Company pursuant to the Bye-laws. Mr. Ma will be entitled to a director's fee of HK\$100,000 per annum which is determined by reference to his duties and responsibilities and in line with director's fees payable to other independent non-executive directors of the Company.

Mr. Chan Yuk Wai, Benedict, aged 47, is holder of a Master of Science Degree in Applied Mechanics (Cranfield Institute of Technology, U.K.) and a registered professional engineer in Hong Kong and the U.K. Mr. Chan is the recipient of the U.K. Institution of Mechanical Engineers Outstanding Project Price Award, 1981. For the last 20 years, Mr. Chan has taken up key management positions in engineering and technology businesses in Hong Kong, ranging from pumping equipment and control systems, mini-piling, and software and hardware engineering businesses.

Mr. Chan does not hold any position with the Company or any of its subsidiaries immediately before the date of his appointment, nor has any directorship in other listed public companies in the last three years. He is not connected with any director, senior management or substantial or controlling shareholder of the Company, and does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance as at the date of this report.

There is no service contract entered into between Mr. Chan and the Company. Mr. Chan's appointment is not for any specific length, but is subject to retirement and re-election at annual general meetings of the Company pursuant to the Bye-laws. Mr. Chan will be entitled to a director's fee of HK\$100,000 per annum which is determined by reference to his duties and responsibilities and in line with director's fees payable to other independent non-executive directors of the Company.

重選退任董事 (續)

馬先生與本公司之間並無簽訂任何服務合約。馬先生之委任並無特定任期，惟其須根據本公司之公司細則在本公司之股東週年大會上告退及重選連任。馬先生每年將可獲董事酬金100,000港元，該酬金乃按馬先生之職責及職務釐定並與應付予本公司其他獨立非執行董事之酬金相若。

陳旭煒先生，現年47歲，持有英國Cranfield Institute of Technology之機械工程碩士學位，為香港及英國註冊專業工程師，並獲得1981年英國機械工程學會超卓表現獎。於過去20年，陳先生在香港工程及科技行業擔任主要管理職位，所管理的企業其業務範圍涵蓋泵浦系統、程控系統、迷你樁及軟硬件工程業務。

陳先生緊接委任前並無於本公司或其任何附屬公司擔任任何職位，而過去三年內亦無於其他上市公司擔任董事職位。彼與本公司任何董事、高層管理人員或主要控權股東概無關連，於本報告之日亦無擁有任何股份權益(定義見證券及其貨條例第十五部)。

陳先生與本公司之間並無簽訂任何服務合約。陳先生之委任並無特定任期，惟其須根據本公司之公司細則在本公司之股東週年大會上告退及重選連任。陳先生每年將可獲董事酬金100,000港元，該酬金乃按陳先生之職責及職務釐定並與應付予本公司其他獨立非執行董事之酬金相若。

Directors' Report (Con't)
董事會報告(續)

**DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS
IN SHARES, UNDERLYING SHARES AND
CONVERTIBLE BONDS**

At December 31, 2005, the interests of the directors and chief executives and their associates in the shares, underlying shares and convertible bonds of the Company and its associated corporations, as recorded in the register maintained by the Company pursuant to Section 352 of the Securities and Futures Ordinance, or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited pursuant to the Model Code for Securities Transactions by Directors of Listed Companies, were as follows:

(a) Long positions of ordinary shares of HK\$0.10 each of the Company

Name of director 董事姓名	Capacity 身份	Number of issued ordinary shares held 所持已發行 普通股數目	Percentage of the issued share capital of the Company 所佔本公司 已發行股份百分比
Shum Siu Hung 岑少雄	Beneficial owner 實益擁有人	20,811,779	4.32%
	Family (note 1) 家族(附註1)	133,212,621	27.66%
		154,024,400	31.98%
Shum Chun, Lawrence 岑濬	Other (note 2) 其他(附註2)	19,981,893	4.15%
Cen Ziniu 岑子牛	Other (note 2) 其他(附註2)	1,332,126	0.28%
Wu Hong Cho 胡匡佐	Other (note 2) 其他(附註2)	6,660,631	1.38%

Notes:

- 133,212,621 shares were deemed to be interested by Shum Siu Hung, spouse of Tong Shiu Ming and father of Shum Chun, Lawrence and Shum Ho, Neo on account of the interests of Tong Shiu Ming, Shum Chun, Lawrence and Shum Ho, Neo as described in Note 2 below.
- 133,212,621 shares of the Company are held by Uniocean Investments Limited ("Uniocean"). Uniocean is owned as to 15% by Shum Chun, Lawrence, 15% by Shum Ho, Neo, 64% by Tong Shiu Ming, 5% by Wu Hong Cho and 1% by Cen Ziniu.

董事及主要行政人員於股份、相關股份及可換股債券中之權益

於2005年12月31日，董事及主要行政人員和彼等之聯繫人於本公司及其相聯法團之股份、相關股份及可換股債券中，擁有本公司須根據證券及期貨條例第352條規定記錄於按條例所述而存置之登記冊內權益，或根據香港上市公司董事進行證券交易之標準守則規定，須知會本公司及香港聯合交易所有限公司之權益如下：

(a) 本公司每股面值0.10港元普通股中之好倉

Number of issued ordinary shares held 所持已發行 普通股數目	Percentage of the issued share capital of the Company 所佔本公司 已發行股份百分比
20,811,779	4.32%
133,212,621	27.66%
154,024,400	31.98%
19,981,893	4.15%
1,332,126	0.28%
6,660,631	1.38%

附註:

- 岑少雄被視為於其配偶唐小明、兒子岑濬及岑浩所持133,212,621股之股份(見附註2)擁有權益。
- 本公司之133,212,621股股份由海聯控股有限公司(「海聯」)持有。海聯由岑濬、岑浩、唐小明、胡匡佐及岑子牛分別擁有15%、15%、64%、5%及1%。

Directors' Report (Con't)

董事會報告(續)

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARES, UNDERLYING SHARES AND CONVERTIBLE BONDS (Continued)

董事及主要行政人員於股份、相關股份及可換股債券中之權益(續)

(b) Share options

(b) 購股權

Name of director 董事姓名	Capacity 身份	Number of options held 所持購股權數目	Number of underlying shares 所持相關股份數目
Shum Siu Hung 岑少雄	Beneficial owner 實益擁有人	3,000,000	3,000,000
	Family (note) 家族(附註)	3,500,000	3,500,000
Cen Ziniu 岑子牛	Beneficial owner 實益擁有人	3,000,000	3,000,000
Wu Hong Cho 胡匡佐	Beneficial owner 實益擁有人	1,000,000	1,000,000
		10,500,000	10,500,000

Note: 3,500,000 options were deemed to be interested by Shum Siu Hung, spouse of Tong Shiu Ming, as family interests.

附註：岑少雄被視為擁有其配偶唐小明於3,500,000份購股權之家族權益。

Other than as disclosed above and nominee shares in certain subsidiaries held by certain directors in trust for the Group, none of the directors, chief executives nor their respective associates had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations as at December 31, 2005.

除上文所披露者及若干董事代表本集團以信託形式而於若干附屬公司持有之代理人股份外，於2005年12月31日，各董事、主要行政人員及彼等各自之聯繫人士並無擁有本公司或各聯營公司之證券權益或淡倉。

Directors' Report (Con't)
董事會報告(續)

SHARE OPTIONS

Particulars of the Company's share option schemes are set out in note 31 to the financial statements.

The following table discloses movements in the Company's share options during the year:

購股權

本公司之購股權計劃詳情載於財務報表附註31。

下表披露本公司年內購股權之變動：

	Option type 類別	Outstanding at 1.1.2005 於1.1.2005 尚未行使	Lapsed upon resignation 於辭任時 失效	Expired during the year 於年內 期滿	Reallocated upon change in directorate 於董事變更時 重新分配	Outstanding at 12.31.2005 於12.31.2005 尚未行使
Category 1: Directors 分類1：董事						
Cen Ziniu 岑子牛	2000A 2002A	3,000,000 3,000,000	— —	(3,000,000) —	— —	— 3,000,000
Wu Hong Cho 胡匡佐	2000A 2001	1,500,000 1,000,000	— —	(1,500,000) —	— —	— 1,000,000
Cheng Wai Leung 鄭偉良	2001	4,000,000	(4,000,000)	—	—	—
Shum Siu Hung 岑少雄	2002A	—	—	—	3,000,000	3,000,000
Total directors 董事總數		12,500,000	(4,000,000)	(4,500,000)	3,000,000	7,000,000

Directors' Report (Con't)

董事會報告(續)

SHARE OPTIONS (Continued)

購股權(續)

	Option type 類別	Outstanding at 1.1.2005 於1.1.2005 尚未行使	Lapsed upon resignation 於辭任時 失效	Expired during the year 於年內 期滿	Reallocated upon change in directorate 於董事變更時 重新分配	Outstanding at 12.31.2005 於12.31.2005 尚未行使
Category 2: Chief executive and substantial shareholders 分類2: 主要行政人員及主要股東						
Shum Siu Hung 岑少雄	2000A 2002A	3,500,000 3,000,000	— —	(3,500,000) —	— (3,000,000)	— —
Tong Shiu Ming 唐小明	2001	3,500,000	—	—	—	3,500,000
Total chief executive and substantial shareholders 主要行政人員及主要股東總數		10,000,000	—	(3,500,000)	(3,000,000)	3,500,000
Category 3: Employees 分類3: 員工						
	2000A 2002A 2002B	55,000 500,000 3,100,000	— (100,000) —	(55,000) — —	— — —	— 400,000 3,100,000
Total employees 員工總數		3,655,000	(100,000)	(55,000)	—	3,500,000
		26,155,000	(4,100,000)	(8,055,000)	—	14,000,000

During the year, there were no options granted to the directors, employees and other parties.

年內，本公司概無向董事、僱員及其他各方授出任何購股權。

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

購買股份或債券之安排

Other than as disclosed above, at no time during the year was the Company or any of its subsidiaries, a party to any arrangements to enable the directors of the Company or their respective spouses or children under the age of 18 to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

除上文所披露者外，本公司或其任何附屬公司於年內任何時間均無訂立任何安排，使本公司董事、彼等各自之配偶或18歲以下子女可藉收購本公司或任何其他法人團體之股份或債券而取得利益。

DIRECTORS'/CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

董事／控股股東於重大合約之權益

Details of related party transactions during the year are set out in note 40 to the consolidated financial statements.

年內之關連交易詳情已載於綜合財務報表附註40。

Directors' Report (Con't)
董事會報告(續)

DIRECTORS'/CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

(Continued)

Save as disclosed above, no other contracts of significance to which the Company, its holding company or any of its subsidiaries was a party and in which a director or a controlling shareholder of the Company had a material interest, whether directly or indirectly in any contract, subsisted at the end of the year or at any time during the year.

SUBSTANTIAL SHAREHOLDERS

As at December 31, 2005, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the Securities and Futures Ordinance shows that other than the interests disclosed above in respect of certain directors and chief executive, the following shareholders had notified the Company of relevant interests and short positions in the issued share capital of the Company.

- (a) Long positions of ordinary shares of HK\$0.1 each of the Company

Name of shareholder 股東姓名	Capacity 身份	Number of issued ordinary shares held 所持本公司已發行 普通股數目	Percentage of the issued share capital of the Company 所佔本公司已發行 股本百分比
Shum Siu Hung 岑少雄	Beneficial owner 實益擁有	20,811,779	4.32%
	Family interest (note 1) 家族權益(附註1)	133,212,621	27.66%
Tong Shiu Ming 唐小明	Held by corporation (note 1) 以公司權益擁有(附註1)	133,212,621	27.66%
	Family interest (note 2) 家族權益(附註2)	20,811,779	4.32%
Cheah Cheng Hye 謝清海	Held by corporation (note 3) 以公司權益擁有(附註3)	53,799,000	11.17%
Yam Tak Cheung 任德章	Held by corporation (note 4) 以公司權益擁有(附註4)	30,000,000	6.23%

董事／控股股東於重大合約之權益(續)

除上文所披露外，本公司、其控股公司或任何其附屬公司並無參與訂立本公司董事或控股股東直接或間接於其中享有重大利益而於本年度終結時或在年內任何時間內有效之重大合約。

主要股東

除上文所披露有關董事及主要行政人員之權益外，於2005年12月31日，根據本公司證券及期貨條例第336條設立之主要股東登記冊所示，下列股東知會本公司擁有本公司已發行股本之有關權益及淡倉。

- (a) 於本公司每股面值0.10港元普通股之好倉

Directors' Report (Con't)

董事會報告(續)

SUBSTANTIAL SHAREHOLDERS (Continued)**(a) Long positions of ordinary shares of HK\$0.1 each of the Company** (Continued)

Notes:

- 133,212,621 shares of the Company are held by Uniocean which is owned as to 15% by Shum Chun, Lawrence, 15% by Shum Ho, Neo, 64% by Tong Shiu Ming, 5% by Wu Hong Cho and 1% by Cen Ziniu. The shares are deemed as family interest because Tong Shiu Ming is spouse of Shum Siu Hung, and Shum Chun, Lawrence and Shum Ho, Neo are sons of Mr. Shum Siu Hung.
- 20,811,779 shares of the Company are deemed to be interested by Tong Shiu Ming, spouse of Shum Siu Hung, as family interest.
- 35,124,000 shares of the Company are held by Value Partners A Fund, a fund managed by Value Partners Limited ("Value Partners"), and 18,675,000 shares of the Company are held by Value Partners. Cheah Cheng Hye owned 31.82% interest of Value Partners and is deemed to be the controlling shareholder of Value Partners.
- 30,000,000 shares of the Company are held by Integrated Asset Management (Asia) Limited ("Integrated Asset"). Yam Tak Cheung owned 100% of Integrated Asset and is deemed to be the controlling shareholder of the Integrated Asset.

(b) Share options

Name of shareholder 股東姓名	Capacity 身份	Number of share options 所持購股權數目	Number of underlying shares 所持相關股份數目
Shum Siu Hung 岑少雄	Beneficial owner 實益擁有人	3,000,000	3,000,000
Tong Shiu Ming 唐小明	Beneficial owner 實益擁有人	3,500,000	3,500,000

Other than as disclosed above, the Company has not been notified of any other relevant interests or short position in the issued share capital of the Company as at December 31, 2005.

主要股東(續)**(a) 於本公司每股面值0.10港元普通股之好倉(續)**

附註:

- 本公司之133,212,621股股份由海聯持有。海聯由岑濬、岑浩、唐小明、胡匡佐及岑子牛分別擁有15%、15%、64%、5%及1%。因唐小明乃是岑少雄之配偶，而岑濬及岑浩乃岑少雄之子，故該等股份被視為家族權益。
- 本公司之20,811,779股股份乃被視為由岑少雄之配偶唐小明以家族權益擁有。
- 本公司35,124,000股股份由惠理基金管理公司(「惠理」)所管理之Value Partners A Fund持有；而18,675,000股股份由惠理持有。謝清海擁有惠理31.82%權益，並因而被視為惠理之控股股東。
- 本公司之30,000,000股股份由Integrated Asset Management (Asia) Limited(「本匯」)持有。任德章擁有本匯100%權益，並因而被視為本匯之控股股東。

(b) 購股權

除上文所披露者外，據本公司所獲告知，於2005年12月31日，本公司已發行股本中並無任何其他相關權益或淡倉。

Directors' Report (Con't)
董事會報告(續)

EMOLUMENT POLICY

The emolument policy of the employees of the Group is set up by the Remuneration Committee on the basis of their merit, qualifications and competence.

The emoluments of the directors of the Company are decided by the Remuneration Committee, having regard to the Company's operating results, individual performance and comparable market statistics.

The Company has adopted a share option scheme as an incentive to directors and eligible employees, details of the scheme are set out in note 31 to the financial statements.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's Bye-laws, or the laws of Bermuda, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

SUFFICIENCY OF PUBLIC FLOAT

The Company has maintained a sufficient public float throughout the year ended December 31, 2005.

POST BALANCE SHEET EVENT

Details of a significant post balance sheet event are set out in note 41 to the financial statements.

AUDITORS

A resolution will be submitted to the annual general meeting to re-appoint Messrs. Deloitte Touche Tohmatsu as auditors of the Company.

On behalf of the Board

Shum Siu Hung
Chairman

Hong Kong, April 7, 2006

薪酬政策

本集團僱員之薪酬政策及由薪酬委員會根據彼等之績效、資格及能力制訂。

本公司董事之酬金乃由薪酬委員會經考慮本公司之經營業績、個人表現及可比較市場統計數字後釐訂。

本公司已採納購股權計劃，作為對董事及合資格僱員之獎勵。有關計劃之詳情載於財務報表附註31。

優先購股權

本公司之公司細則及百慕達法例並無規定本公司於發行新股時須按持股比例給予現有股東優先購股權。

足夠公眾持股量

本公司於整個2005年12月31日年度內已維持足夠公眾持股量。

結算日後事項

結算日後重大事項之詳情載於財務報表附註41。

核數師

本公司將於應屆股東週年大會上提呈有關續聘德勤•關黃陳方會計師行為本公司核數師之決議案。

承董事會命

主席
岑少雄

香港，2006年4月7日

Auditors' Report 核數師報告

Deloitte 德勤

TO THE MEMBERS OF NEWOCEAN GREEN ENERGY HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

We have audited the consolidated financial statements of Newocean Green Energy Holdings Limited (the "Company") and its subsidiaries (hereafter collectively referred to as the "Group") from pages 38 to 114 which have been prepared in accordance with accounting principles generally accepted in Hong Kong.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

The directors of the Company are responsible for the preparation of consolidated financial statements which give a true and fair view. In preparing consolidated financial statements which give a true and fair view it is fundamental that appropriate accounting policies are selected and applied consistently.

It is our responsibility to form an independent opinion, based on our audit, on those consolidated financial statements and to report our opinion solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Act and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

BASIS OF OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the consolidated financial statements. It also includes an assessment of the significant estimates and judgments made by the directors in the preparation of the consolidated financial statements, and of whether the accounting policies are appropriate to the circumstances of the Group, consistently applied and adequately disclosed.

致NEWOCEAN GREEN ENERGY HOLDINGS LIMITED

全體股東

(於百慕達註冊成立之有限公司)

本核數師已完成審核載於第38頁至第114頁按照香港普遍採納之會計原則而編撰之綜合財務報表。

董事及核數師的個別之責任

公司董事須編撰真實與公平之綜合財務報表。在編撰該等綜合財務報表時，必須貫徹採用合適之會計政策。

本行之責任於根據本行審核工作之結果，作為一實體根據百慕達公司法第90條對該等綜合財務報表表達獨立之意見，僅向整體股東作出報告，不作其他用途。本核數師概不會就任何其他人士因本報告內容承擔任何責任或接納有關責任。

意見之基礎

本行是按照香港會計師公會頒佈的香港核數準則進行審核工作。審核範圍包括以抽查方式查核與綜合財務報表所載數額及披露事項有關之憑證，亦包括評估董事於編撰該等綜合財務報表時所作之重大估計和判斷、所釐定之會計政策是否適合 貴集團之具體情況及是否貫徹應用並足夠地披露該等會計政策。

Auditors' Report (Con't)
核數師報告(續)

BASIS OF OPINION (Continued)

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance as to whether the consolidated financial statements are free from material misstatement. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the consolidated financial statements. We believe that our audit provides a reasonable basis for our opinion.

OPINION

In our opinion the consolidated financial statements give a true and fair view of the state of affairs of the Group as at December 31, 2005 and of its profit and cash flows for the year then ended and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

Deloitte Touche Tohmatsu
Certified Public Accountants

Hong Kong
April 7, 2006

意見之基礎 (續)

本行在策劃及進行審核工作時，均以取得一切本行認為必需之資料及解釋為目標，使本行能獲取充份的憑證，就該等綜合財務報表是否存有重要錯誤陳述，作出合理之確定。在表達意見時，本行亦已衡量該等綜合財務報表所載之資料在整體上是否足夠。本行相信，本行之審核工作已為下列意見建立了合理之基礎。

意見

本行認為上述綜合財務報表均真實與公平地反映 貴集團於2005年12月31日之財政狀況及 貴集團於截至該日止年度之盈利和現金流量，並已按照香港公司條例之披露要求而妥善編製。

德勤•關黃陳方會計師行
執業會計師

香港
2006年4月7日

Consolidated Income Statement

綜合收益表

For the year ended December 31, 2005

截至2005年12月31日止年度

			2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
	Notes 附註			
Revenue	收入	6	1,615,479	1,023,782
Cost of sales	銷售成本		(1,533,417)	(944,016)
Gross profit	毛額溢利		82,062	79,766
Other income	其他收入	8	9,340	1,586
Selling and distribution expenses	銷售及分銷支出		(19,846)	(8,767)
Administrative expenses	行政支出		(33,462)	(35,826)
Allowance for bad and doubtful debts	呆壞賬撥備		(4,056)	(121)
Net gain (loss) on disposals and write-offs of property, plant and equipment	出售及撤銷物業、機器及設備之淨溢利(虧損)		6,161	(198)
Recognition of impairment loss on property, plant and equipment	確認物業、機器及設備之減值虧損		(2,776)	—
Gain on disposal of a subsidiary	出售一附屬公司之溢利	34	2,710	—
Recognition of impairment loss on goodwill of a subsidiary	確認一附屬公司商譽之減值虧損	20	—	(6,555)
Finance costs	融資成本	9	(9,488)	(3,080)
Share of results of a jointly controlled entity	分佔一家共同控制實體業績		(402)	(644)
Profit before taxation	除稅前溢利		30,243	26,161
Taxation credit (charge)	稅項收入(支出)	10	3,667	(6,217)
Profit for the year	年內溢利	11	33,910	19,944
Attributable to:	應佔溢利：			
Equity holders of the Company	母公司之權益持有人		35,702	20,178
Minority interests	少數股東權益		(1,792)	(234)
			33,910	19,944
Earnings per share	每股盈利	15		
Basic	基本		7.41 cents 仙	4.38 cents 仙
Diluted	攤薄		N/A 不適用	4.33 cents 仙

Consolidated Balance Sheet

綜合資產負債表

At December 31, 2005
於2005年12月31日

	Notes 附註	2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元 (restated) (重列)
Non-current assets			
Property, plant and equipment	16	170,094	168,316
Prepaid lease payments for lands	17	46,899	45,766
Prepaid lease payments for coast	18	12,366	12,792
Investment properties	19	46,000	35,025
Goodwill	20	61,893	32,548
Interest in a jointly controlled entity	22	12,350	12,752
Other assets	23	18,754	32,028
Deferred tax assets	32	2,326	—
		370,682	339,227
Current assets			
Inventories	24	40,197	2,582
Trade debtors	25	50,340	77,590
Other debtors, deposits and prepayments	25	100,928	29,420
Prepaid lease payments for lands	17	1,868	1,834
Prepaid lease payments for coast	18	653	653
Amount due from a jointly controlled entity	26	153	—
Amounts due from minority shareholders of subsidiaries	26	—	357
Amount due from a former shareholder of a subsidiary	26	2,435	3,509
Pledged bank deposits	27	207,909	3,004
Bank balances and cash	27	57,479	55,937
		461,962	174,886
Current liabilities			
Trade creditors and bills payable	28	63,246	23,969
Other creditors and accrued charges	28	26,046	21,673
Tax liabilities		8,971	8,023
Borrowings, partly secured — repayable within one year	29	334,407	91,253
		432,670	144,918
Net current assets		29,292	29,968
		399,974	369,195

Consolidated Balance Sheet (Con't)

綜合資產負債表(續)

At December 31, 2005

於2005年12月31日

			2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元 (restated) (重列)
		Notes 附註		
Capital and reserves	資本及儲備			
Share capital	股本	30	48,168	48,168
Share premium and reserves	股份溢價及儲備		340,764	306,460
Equity attributable to equity holders of the Company	母公司之權益持有人應佔權益		388,932	354,628
Minority interests	少數股東權益		1,531	4,709
Total equity	總權益		390,463	359,337
Non-current liabilities	非流動資產			
Deferred tax liabilities	遞延稅項負債	32	9,511	9,858
			399,974	369,195

The consolidated financial statements on pages 38 to 114 were approved and authorised for issue by the Board of Directors on April 7, 2006 and are signed on its behalf by:

董事會已於2006年4月7日審批及授權印發第38至114頁之綜合財務報表，並由下列董事代表簽署：

Chiu Sing Chung, Raymond

趙承忠

Managing Director

董事總經理

Shum Chun, Lawrence

岑濬

Director

董事

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended December 31, 2005
截至2005年12月31日止年度

Attributable to equity holders of the Company

母公司之權益持有人應佔權益

		Attributable to equity holders of the Company							Minority interests	Total	
		Share capital	Share premium	Special reserve	Asset revaluation reserve	Exchange reserve	Contributed surplus accounts	Retained (losses) profits			
		股本	股份溢價	特別儲備	資產重估儲備	匯兌儲備	撥入盈餘賬	保留(虧損)盈利	少數股東權益	總權益	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	
THE GROUP	本集團										
At January 1, 2004	於2004年1月1日	36,652	44,499	122,085	538	1,225	1,667	(34,983)	171,683	2,470	174,153
Exchange differences arising from translation of financial statements of overseas subsidiaries recognised directly in equity	於權益中直接確認之因換算海外附屬公司財務報表時產生之匯兌差額	—	—	—	—	304	—	—	304	—	304
Released upon write-offs of property, plant and equipment	撤銷物業、機器及設備時解除	—	—	—	(538)	—	—	538	—	—	—
Profit for the year	年內溢利	—	—	—	—	—	—	20,178	20,178	(234)	19,944
Total recognised income and expense for the year	年內已確認之收支總額	—	—	—	(538)	304	—	20,716	20,482	(234)	20,248
Premium arising from issuing subscriptions shares	發行認購股份時所產生之溢價	828	9,770	—	—	—	—	—	10,598	—	10,598
Premium arising from placing of new shares	配售新股時所產生之溢價	6,000	81,000	—	—	—	—	—	87,000	—	87,000
Premium arising from issuing shares as consideration for acquisition of a subsidiary	發行股份作收購一附屬公司代價時產生之溢價	4,688	67,032	—	—	—	—	—	71,720	—	71,720
Share issue expenses	發行股份費用	—	(3,002)	—	—	—	—	—	(3,002)	—	(3,002)
Dividend paid	已付股息	—	—	—	—	—	—	(3,853)	(3,853)	—	(3,853)
Acquisition of a subsidiary	收購一附屬公司	—	—	—	—	—	—	—	—	2,913	2,913
Acquisition of additional equity interest in a subsidiary	收購一附屬公司額外權益	—	—	—	—	—	—	—	—	(440)	(440)
At December 31, 2004	於2004年12月31日	48,168	199,299	122,085	—	1,529	1,667	(18,120)	354,628	4,709	359,337
Exchange differences arising from translation of financial statements of overseas subsidiaries recognised directly in equity	於權益中直接確認之因換算海外附屬公司財務報表時產生之匯兌差額	—	—	—	—	3,419	—	—	3,419	—	3,419
Profit for the year	年內溢利	—	—	—	—	—	—	35,702	35,702	(1,792)	33,910
Total recognised income and expense for the year	年內已確認之收支總額	—	—	—	—	3,419	—	35,702	39,121	(1,792)	37,329
Dividend paid	已付股息	—	—	—	—	—	—	(4,817)	(4,817)	—	(4,817)
Acquisition of a subsidiary (note 33)	收購一附屬公司(附註33)	—	—	—	—	—	—	—	—	1,531	1,531
Acquisition of additional equity interest in a subsidiary	收購一附屬公司額外權益	—	—	—	—	—	—	—	—	(2,917)	(2,917)
At December 31, 2005	於2005年12月31日	48,168	199,299	122,085	—	4,948	1,667	12,765	388,932	1,531	390,463

The special reserve of the Group represents the difference between the share capital, share premium and capital redemption reserve of the Group's former ultimate holding company whose shares were exchanged for the Company's shares and the nominal amount of the share capital issued by the Company pursuant to a scheme of arrangement dated April 14, 1999.

本集團之特別儲備指本集團前任最終控股公司之股本、股本溢價及資本贖回儲備，與本公司根據1999年4月14日訂立之債務償還安排計劃而向該公司發行本公司股份之面值之差額。

Consolidated Cash Flow Statement

綜合現金流動表

For the year ended December 31, 2005
截至2005年12月31日止年度

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元 (restated) (重列)
OPERATING ACTIVITIES	經營業務		
Profit before taxation	除稅前溢利	30,243	26,161
Adjustments for:	調整：		
Share of results of a jointly controlled entity	分佔一家共同控制實體業績	402	644
Finance costs	融資成本	9,488	3,080
Gain on change in fair value of investment properties	投資物業公平值改變之溢利	(1,141)	—
Allowance for bad and doubtful debts	呆壞賬撥備	4,056	121
Allowance for obsolete inventories	陳舊存貨撥備	—	1,851
Depreciation	折舊	15,945	12,860
Amortisation of prepaid lease payments for lands	土地預付租賃款項攤銷	1,834	1,503
Amortisation of prepaid lease payments for coast	海岸預付租賃款項攤銷	653	539
Amortisation of goodwill	商譽攤銷	—	1,923
Gain on disposal of a subsidiary	出售一附屬公司之溢利	(2,710)	—
Net (gain) loss on disposals and write-offs of property, plant and equipment	出售及撤銷物業、機器及設備之淨溢利(虧損)	(6,161)	198
Recognition of impairment loss in property, plant and equipment	確認物業、機器及設備之減值虧損	2,776	—
Recognition of impairment loss on goodwill of a subsidiary	確認因收購一附屬公司所產生商譽之減值虧損	—	6,555
Operating cash flows before movements in working capital	營運資金變動前之經營現金流動	55,385	55,435
Increase in inventories	存貨增加	(37,637)	(1,002)
Decrease (increase) in trade debtors	應收貿易賬款減少(增加)	25,855	(54,266)
Increase in other debtors, deposits and prepayments	其他應收賬款、按金及預付款項增加	(72,739)	(6,010)
Increase in amount due from a jointly controlled entity	應收一共同控制實體款項增加	(153)	—
Decrease in amounts due from minority shareholders of subsidiaries	應收附屬公司少數股東款項減少	357	167
Decrease in amount due from a former shareholder of a subsidiary	應收一附屬公司前股東之款項減少	74	593
Increase in trade creditors and bills payable	應付貿易賬款及應付票據增加	39,277	20,081
Increase in other creditors and accrued charges	其他應付款項及應計費用增加	4,318	12,510
Cash generated from operations	經營產生現金額	14,737	27,508
PRC income tax paid	支付中國所得稅	(104)	—
Interest paid	支付利息	(9,488)	(3,080)
NET CASH GENERATED FROM OPERATING ACTIVITIES	經營業務產生現金淨額	5,145	24,428

Consolidated Cash Flow Statement (Con't)

綜合現金流動表(續)

For the year ended December 31, 2005

截至2005年12月31日止年度

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元 (restated) 重列
	Notes 附註		
INVESTING ACTIVITIES	投資活動		
Acquisition of subsidiaries (net of cash and cash equivalents acquired)	收購附屬公司 (已扣除所得之現金及等同現金項目)	33 (74)	(47,642)
Deposits paid for acquisition of subsidiaries	支付收購附屬公司之按金	(4,359)	(32,028)
Proceeds from disposal of a subsidiary	出售一附屬公司所得	34 5,758	—
Additions of investment properties	額外投資物業	(9,834)	—
Purchase of property, plant and equipment	購置物業、機器及設備	(14,415)	(26,188)
Deposit paid to a contractor	支付承建商之按金	(14,395)	—
Investment in a jointly controlled entity	投資一家共同控制實體	—	(13,396)
Acquisition of additional equity interest in a subsidiary	收購一附屬公司額外權益	(9,089)	(440)
Increase in pledged bank deposits	已抵押銀行存款增加	(204,905)	(397)
Proceeds from disposals of property, plant and equipment	出售物業、機器及設備所得	11,103	—
Increase in prepaid lease payments for lands	土地預付租賃款項之增加	(1,980)	—
NET CASH USED IN INVESTING ACTIVITIES	投資活動所用現金淨額	(242,190)	(120,091)
FINANCING ACTIVITIES	融資活動		
Borrowings raised	籌得借款	349,915	99,810
Net proceeds from placement of new shares	配售新股所得款項淨額	—	94,596
Repayment of borrowings	償還借款	(106,761)	(49,271)
Dividend paid	已付股息	(4,817)	(3,853)
NET CASH GENERATED FROM FINANCING ACTIVITIES	融資活動產生現金淨額	238,337	141,282
NET INCREASE IN CASH AND CASH EQUIVALENTS	現金及等同現金項目增加淨額	1,292	45,619
EFFECT OF FOREIGN EXCHANGE RATE CHANGES	外匯兌換率變動之影響	250	304
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR	年初現金及等同現金項目	55,937	10,014
CASH AND CASH EQUIVALENTS AT END OF THE YEAR	年末現金及等同現金項目	57,479	55,937
ANALYSIS OF THE BALANCES OF CASH AND CASH EQUIVALENTS	現金及等同現金項目分析		
Bank balances and cash	銀行結餘及現金	57,479	55,937

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended December 31, 2005
截至2005年12月31日止年度

1. GENERAL

The Company is incorporated in Bermuda as an exempted company with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). Its ultimate holding company is Uniocean Investments Limited, a company incorporated in British Virgin Islands. The address of the registered office of the Company is disclosed in the "Corporate Information" section to the annual report.

The Company acts as an investment holding company. The principal activities of the Group are the sale and distribution of liquefied petroleum gas, sale of electronic products and leasing of property, plant and equipment.

The consolidated financial statements are presented in Hong Kong dollars, which is the same as the functional currency of the Company.

1. 概述

本公司乃於百慕達註冊成立之受豁免有限責任公司，公司股份在香港聯合交易所有限公司（「聯交所」）上市。其最終控股公司為海聯控股有限公司，一間於英屬處女島成立之有限公司。其註冊地址於年報「公司資料」一節內披露。

本公司乃投資控股公司。本集團之主要業務為銷售和分銷液化石油氣，銷售電子產品以及租賃物業、機器及設備。

本集團以港元列示，港元亦為本公司之功能貨幣。

Notes to the Consolidated Financial Statements (Con't)

綜合財務報表附註(續)

For the year ended December 31, 2005

截至2005年12月31日止年度

2. CHANGES IN ACCOUNTING POLICIES

In the current year, the Group has applied, for the first time, a number of new Hong Kong Financial Reporting Standards (HKFRSs), Hong Kong Accounting Standards (HKASs) and Interpretations (hereinafter collectively referred to as "new HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants that are effective for accounting years beginning on or after January 1, 2005. The application of the new HKFRSs has resulted in a change in the presentation of the consolidated income statement, consolidated balance sheet and consolidated statement of changes in equity. In particular, the presentation of jointly controlled entity and minority interests have been changed. The changes in presentation have been applied retrospectively. The adoption of the new HKFRSs has resulted in changes to the Group's accounting policies in respect of goodwill, owner-occupied leasehold interest in land, share-based payments, investment properties and deferred taxes related to investment properties that have effect on how the results for the current or prior accounting years are prepared and presented, but no prior year adjustment has been required.

Business combinations

In the current year, the Group has applied HKFRS 3 Business Combinations which is effective for business combinations for which the agreement date is on or after January 1, 2005. The principal effects of the application of HKFRS 3 to the Group are summarised below:

Goodwill

In previous years, goodwill arising on acquisitions was capitalized on the balance sheet and amortised over its estimated useful life. The Group has discontinued amortising such goodwill from January 1, 2005 onwards and goodwill will be tested for impairment at least annually. Goodwill arising on acquisitions after January 1, 2005 is measured at cost less accumulated impairment losses (if any) after initial recognition. As a result of this change in accounting policy, no amortisation of goodwill has been charged in the current year. Comparative figures for 2004 have not been restated.

2. 會計政策變動

於本年內，本集團首次應用香港會計師公會新頒佈之多項香港財務報告準則、香港會計準則及詮釋(下文統稱「新香港財務報告準則」)，該等準則適用於2005年1月1日或其後開始之會計期間。應用新香港財務報告準則導致綜合收益表、綜合資產負債表及綜合權益變動表之呈列方式有所改變，尤其是有關於共同控制實體及少數股東權益之呈列方法，該呈列方法之變動已追溯應用。採用新香港財務報告準則導致本集團會計政策在商譽、業主自用土地租賃權益、以股份支付的支出、投資物業的遞延稅項出現變動，並對本會計期間或過往期間之業績編製及呈列方式構成影響，但毋須作往年調整。

業務合併

於本年內，本集團應用香港財務報告準則第3條「業務合併」，適用於交易日期為2005年1月1日或以後之業務合併。應用香港財務報告準則第3條對本集團構成之主要影響概述如下：

商譽

於過往年度，收購所產生之商譽將會於資產負債表資本化及按其可使用年期攤銷。本集團由2005年1月1日起不再將有關商譽攤銷，而商譽將至少於每年作減值測試。於2005年1月1日後因收購所產生之商譽乃按於初步確認後之成本減累計減值虧損(如有)計算。此項會計政策之變動，致使本期間不再計算任何商譽攤銷。2004年之比較數字將不會重列。

Notes to the Consolidated Financial Statements (Con't)

綜合財務報表附註(續)

For the year ended December 31, 2005

截至2005年12月31日止年度

2. CHANGES IN ACCOUNTING POLICIES
(Continued)**Owner-occupied leasehold interest in land**

In previous years, owner-occupied leasehold land and buildings were included in property, plant and equipment and measured using the cost model. In the current year, the Group has applied HKAS 17 "Leases". Under HKAS 17, the land and buildings elements of a lease of land and buildings are considered separately for the purposes of lease classification, unless the lease payments cannot be allocated reliably between the land and buildings elements, in which case, the entire lease is generally treated as a finance lease. To the extent that the allocation of the lease payments between the land and buildings elements can be made reliably, the leasehold interests in land are reclassified to prepaid lease payments under operating leases, which are carried at cost and amortised over the lease term on a straight-line basis. This change in accounting policy has been applied retrospectively.

The change in accounting policy has been applied retrospectively and comparative figures have been restated. As a result of the change in accounting policy, the net book values of property, plant and equipment as at January 1, 2004 and December 31, 2004 have decreased by HK\$3,420,000 and HK\$47,600,000, respectively, and the prepaid lease payments as at January 1, 2004 and December 31, 2004 have increased by HK\$3,420,000 and HK\$47,600,000, respectively.

2. 會計政策變動(續)**業主自用土地租賃權益**

於過往年度，業主自用租賃土地及樓宇計入物業、機器及設備，並採用成本模式計量。於本期間，本集團已採用香港會計準則第17條「租賃」。根據香港會計準則第17條，就租賃分類而言，租賃土地及樓宇之土地與樓宇部份分開計算，除非租賃款項無法可靠地在土地與樓宇部分之間作出分配，則在該情況下，整份租賃一般會被作為融資租賃處理。倘租賃款項能夠可靠地在土地與樓宇部分之間作出分配，則將土地租賃權益重新分類為預付租賃款項，該租賃款項乃按成本列賬，並於租賃期內以直線法攤銷。此會計政策變動已被追溯應用。

會計政策變動已追溯應用並已重列比較數字。基於會計政策變動，於2004年1月1日及2004年12月31日之賬面淨值分別下降了3,420,000港元及47,600,000港元，而2004年1月1日及2004年12月31日之預付租賃款項增加了3,420,000港元及47,600,000港元。

Notes to the Consolidated Financial Statements (Con't)

綜合財務報表附註(續)

For the year ended December 31, 2005

截至2005年12月31日止年度

2. CHANGES IN ACCOUNTING POLICIES
(Continued)**Share-based payments**

In the current year, the Group has applied HKFRS 2 "Share-based payment" which requires an expense to be recognised where the Group buys goods or obtains services in exchange for shares or rights over shares ("equity-settled transactions"), or in exchange for other assets equivalent in value to a given number of shares or rights over shares ("cash-settled transactions"). The principal impact of HKFRS 2 on the Group is in relation to the expensing of the fair value of share options granted to directors and employees of the Company, determined at the date of grant of the share options, over the vesting period. Prior to the application of HKFRS 2, the Group did not recognise the financial effect of these share options until they were exercised. The Group would apply HKFRS 2 to share options granted on or after January 1, 2005. In relation to share options granted before January 1, 2005, the Group chooses not to apply HKFRS 2 with respect to share options granted on or before November 7, 2002 and vested before January 1, 2005. No share options were granted after November 7, 2002.

Investment properties

In the current year, the Group has, for the first time, applied HKAS 40 Investment Property. The Group has elected to use the fair value model to account for its investment properties which requires gains or losses arising from changes in the fair value of investment properties to be recognised directly in the profit or loss for the year in which they arise. In previous years, investment properties under the predecessor Standard were measured at open market values, with revaluation surplus or deficit credited or charged to investment property revaluation reserve unless the balance on this reserve was insufficient to cover a revaluation decrease, in which case the excess of the revaluation decrease over the balance on the investment property revaluation reserve was charged to the income statement. Where a decrease had previously been charged to the income statement and revaluation subsequently arose, that increase was credited to the income statement to the extent of the decrease previously charged. The Group has applied the relevant transitional provisions in HKAS 40 and elected to apply HKAS 40 from January 1, 2005 onwards.

As a result of the change in accounting policy, a gain of change in fair value of investment properties of HK\$1,141,000 is credited to the consolidated income statement in the current year.

2. 會計政策變動(續)**以股份支付之支出**

於本年度，本集團已應用香港財務報告準則第2條「以股份支付之支出」，規定本集團以購買之貨品或獲取之服務交換股份或享有股份之權利(「權益結算交易」)或用以交換價值相當於指定數目之股份或享有股份或權利之其他資產(「現金結算交易」)時須確認為支出入賬。香港財務報告準則第2條對於本集團之主要影響乃關乎本公司董事及僱員購股權於授出日期釐定之公平值，須於歸屬期內支銷。在應用香港財務報告準則第2條之，本集團僅於購股權行使後始確認其財務影響。本集團於2005年1月1日以後授出之購股權須追溯應用香港財務報告準則第2條。關於2005年1月1日以前授出之購股權，本集團選擇不會對2002年11月7日或以前授出及於2005年1月1日前尚未歸屬之購股權追溯應用香港財務報告準則第2條。於2002年11月7日後並無授出購股權。

投資物業

於本年度，本集團首次應用香港會計準則第40條「投資物業」。本集團選擇將旗下投資物業以公平值模式入賬，此模式規定將投資物業之公平值變動所產生之收益或虧損直接確認於有關損益產生期內之損益。在以往年度根據前準則之規定，投資物業以公開市值計量，重估盈餘或虧蝕撥入投資物業重估儲備，除非儲備結餘不足以彌補重估所產生之減值，則重估減值高出投資物業重估儲備結餘之數額自收益表扣除。若減值已於早前自收益表扣除而其後之重估出現升值，則升值按之前的減幅列入收益表。本集團已應用香港會計準則第40條之相關過渡性條文，並選擇由2005年1月1日起應用香港會計準則第40條。

基於會計政策之變動，1,141,000港元之投資物業公平值改變盈餘已計入本年度之綜合收益表。

Notes to the Consolidated Financial Statements (Con't)

綜合財務報表附註(續)

For the year ended December 31, 2005

截至2005年12月31日止年度

2. CHANGES IN ACCOUNTING POLICIES
(Continued)**Deferred taxes related to investment properties**

In previous years, deferred tax consequences in respect of revalued investment properties were assessed on the basis of the tax consequence that would follow from recovery of the carrying amount of the properties through sale in accordance with the predecessor Interpretation. In the current year, the Group has applied HK(SIC) Interpretation 21 Income Taxes — Recovery of Revalued Non-Depreciable Assets which removes the presumption that the carrying amount of investment properties is to be recovered through sale. Therefore, the deferred tax consequences of the investment properties are now assessed on the basis that reflect the tax consequences that would follow from the manner in which the Group expects to recover the property at each balance sheet date. In the absence of any specific transitional provisions in HK(SIC) Interpretation 21, this change in accounting policy has been applied retrospectively. This change has had no material effect on the results for the current or prior accounting years.

2. 會計政策變動(續)**與投資物業有關之遞延稅項**

於過往年度，過往詮釋規定重估投資物業所產生之遞延稅項影響乃按透過出售而收回有關物業之賬面值而產生之稅務影響之基準作出評估。在本年度，本集團採納香港(詮釋常務委員會)詮釋第21號所得稅 — 收回經重估之不可折舊資產，不再假設投資物業賬面值可透過出售而收回。因此，投資物業之遞延稅項影響現按本集團預期於每個結算日有關物業可收回之數額之基準進行評估。由於香港(詮釋常務委員會)詮釋第21號並無任何具體過渡規定，此項會計政策變動已追溯應用。是項變動對本年或過往會計年度並無重大影響。

Notes to the Consolidated Financial Statements (Con't)

綜合財務報表附註(續)

For the year ended December 31, 2005

截至2005年12月31日止年度

2. CHANGES IN ACCOUNTING POLICIES
(Continued)

The Group has not early applied the following new Standards, Amendments and interpretations ("INTS") that have been issued but are not yet effective. The directors of the Company anticipate that the application of these new Standards, Amendments or INTS will have no material impact on the financial statements of the Group.

HKAS 1 (Amendment)	Capital disclosures ¹
HKAS 19 (Amendment)	Actuarial gains and losses, group plans and disclosures ²
HKAS 21 (Amendment)	Net investment in a foreign operation ²
HKAS 39 (Amendment)	Cash flow hedge accounting of forecast intragroup transactions ²
HKAS 39 (Amendment)	The fair value option ²
HKAS 39 & HKFRS 4 (Amendments)	Financial guarantee contracts ²
HKFRS 6	Exploration for and evaluation of mineral resources ²
HKFRS 7	Financial instruments: Disclosures ¹
HK(IFRIC) — INT 4	Determining whether an arrangement contains a lease ²
HK(IFRIC) — INT 5	Rights to interests arising from decommissioning, restoration and environmental rehabilitation funds ²
HK(IFRIC) — INT 6	Liabilities arising from participating in a specific market — waste electrical and electronic equipment ³
HK(IFRIC) — INT 7	Applying the restatement approach under HKAS 29 Financial Reporting in Hyperinflationary Economies ⁴

2. 會計政策變動(續)

本集團並無提前採納以下已頒佈但尚未生效之新準則、修訂及詮釋(「詮釋」)。董事會預期，採納該等準則、修訂或詮釋將不會對本集團之財務報告造成重大影響。

香港會計準則第1號(經修訂)	資本披露 ¹
香港會計準則第19號(經修訂)	精算損益、集團計劃及披露 ²
香港會計準則第21號(經修訂)	境外業務投資淨額 ²
香港會計準則第39號(經修訂)	預測集團內公司間交易之現金流量對沖會計處理法 ²
香港會計準則第39號(經修訂)	公平值之選擇 ²
香港會計準則第39號及香港財務報告準則第4號(經修訂)	財務擔保合約 ²
香港財務報告準則第6號	礦產資源之勘探及評估 ²
香港財務報告準則第7號	金融工具：披露 ¹
香港(國際財務報告詮釋委員會)詮釋第4號	釐定安排是否包含租賃 ²
香港(國際財務報告詮釋委員會)詮釋第5號	解除運作、復原及環境修復基金產生權益之權利 ²
香港(國際財務報告詮釋委員會)詮釋第6號	參與特定市場產生之負債 — 廢除電力及電子設備 ³
香港(國際財務報告詮釋委員會)詮釋第7號	根據香港會計準則第29號惡性通貨膨脹經濟下之財務報告採用重列法 ⁴

Notes to the Consolidated Financial Statements (Con't)**綜合財務報表附註(續)**

For the year ended December 31, 2005

截至2005年12月31日止年度

2. CHANGES IN ACCOUNTING POLICIES
(Continued)

- 1 Effective for annual periods beginning on or after January 1, 2007.
- 2 Effective for annual periods beginning on or after January 1, 2006.
- 3 Effective for annual periods beginning on or after December 1, 2005.
- 4 Effective for annual periods beginning on or after March 1, 2006.

3. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared under the historical cost convention as modified for the revaluation of investment properties.

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and by the Companies Ordinance.

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries made up to December 31 each year.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated income statement from the effective date of acquisition or up to the effective date of disposal, as appropriate.

All intra-group transactions, balances, income and expenses are eliminated on consolidation.

2. 會計政策變動(續)

- 1 於2007年1月1日或其後開始之年度期間生效。
- 2 於2006年1月1日或其後開始之年度期間生效。
- 3 於2005年12月1日或其後開始之年度期間生效。
- 4 於2006年3月1日或其後開始之年度期間生效。

3. 主要會計政策

綜合財務報表乃根據過往成本會計法而編撰，並已就投資物業之重估作出調整。

綜合財務報表乃根據香港會計師公會所頒佈之香港財務報告準則編製。此外，綜合財務報告載有香港聯合交易所有限公司證券上市規則及香港公司條例規定之適用披露事項。

綜合基準

綜合財務報表乃綜合本公司及各附屬公司截至每年12月31日止之財務報表。

年內所收購或所出售附屬公司之業績自收購日期起或至出售日期止(視乎情況而定)已計入綜合收益表。

所有集團內交易、結餘、收入及支出均於綜合賬目對銷。

Notes to the Consolidated Financial Statements (Con't)

綜合財務報表附註(續)

For the year ended December 31, 2005

截至2005年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES
(Continued)**Basis of consolidation (Continued)**

Minority interests in the net assets of consolidated subsidiaries are presented separately from the Group's equity therein. Minority interests in the net assets consist of the amount of those interests at the date of the original business combination and the minority's share of changes in equity since the date of the combination. Losses applicable to the minority in excess of the minority's interest in the subsidiary's equity are allocated against the interests of the Group except to the extent that the minority has a binding obligation and is able to make an additional investment to cover the losses.

Goodwill**Goodwill arising on acquisitions prior to January 1, 2005**

Goodwill arising on acquisition of a subsidiary or a jointly controlled entity for which the agreement date is before January 1, 2005 represents the excess of the cost of acquisition over the Group's interest in the fair value of the identifiable assets and liabilities of the relevant subsidiary or jointly controlled entity at the date of acquisition.

For previously capitalised goodwill arising on acquisitions, prior to January 1, 2005, the Group has discontinued amortisation from January 1, 2005 onwards, and such goodwill is tested for impairment annually, and whenever there is an indication that the cash generating unit to which the goodwill relates may be impaired (see the accounting policy below).

Goodwill arising on acquisitions on or after January 1, 2005

Goodwill arising on an acquisition of a subsidiary or a jointly controlled entity for which the agreement date is on or after January 1, 2005 represents the excess of the cost of acquisition over the Group's interest in the fair value of the identifiable assets, liabilities and contingent liabilities of the relevant subsidiary or jointly controlled entity at the date of acquisition. Such goodwill is carried at cost less any accumulated impairment losses.

3. 主要會計政策 (續)**綜合基準 (續)**

綜合附屬公司淨資產內之少數股東所佔權益與本集團所佔之權益分開列賬。少數股東於淨資產之權益包括該等權益於原業務合併日期之數額及少數股東應佔該合併日期以來之股本變動。適用於少數股東的虧損超出於附屬公司股權的少數股東權益的數額將在本集團的權益中作出分配，惟少數股東具約束力責任及可以其他投資補足虧損者除外。

商譽**於2005年1月1日前因收購而產生之商譽**

收購一家附屬公司或共同控制實體(協議於2005年1月1日之前)產生之商譽乃指收購成本超過本集團在收購當日應佔相關附屬公司或共同控制實體可識別資產及負債之公平值。

對於2005年1月1日前因收購產生而原先已資本化之商譽，本集團自2005年1月1日起不再繼續攤銷，而有關商譽每年進行減值測試，以及凡與商譽有關之賺取現金單位可能出現減值之跡象時進行減值測試(見下文會計政策)。

於2005年1月1日或之後因收購而產生之商譽

收購一家附屬公司或共同控制實體(協議日期為於2005年1月1日或之後)產生之商譽乃指收購成本超過本集團於收購當日應佔相關附屬公司或共同控制實體可識別資產、負債及或然負債公平值之權益之差額。有關商譽乃按成本減任何累計減值虧損列賬。

Notes to the Consolidated Financial Statements (Con't)

綜合財務報表附註(續)

For the year ended December 31, 2005

截至2005年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES
(Continued)**Goodwill (Continued)****Goodwill arising on acquisitions on or after January 1, 2005 (Continued)**

Capitalised goodwill arising on an acquisition of a subsidiary is presented separately in the balance sheet. Capitalised goodwill arising on an acquisition of a jointly controlled entity (which is accounted for using the equity method) is included in the cost of the investment of the relevant jointly controlled entity.

For the purposes of impairment testing, goodwill arising from an acquisition of a subsidiary is allocated to each of the relevant cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the acquisition. A cash-generating unit to which goodwill has been allocated is tested for impairment annually, and whenever there is an indication that the unit may be impaired. For goodwill arising on an acquisition in a financial year, the cash-generating unit to which goodwill has been allocated is tested for impairment before the end of that financial year. When the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated to reduce the carrying amount of any goodwill allocated to the unit first, and then to the other assets of the unit pro rata on the basis of the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in the income statement. An impairment loss for goodwill is not reversed in subsequent periods.

On subsequent disposal of a subsidiary or a jointly controlled entity, the attributable amount of goodwill capitalised is included in the determination of the amount of profit or loss on disposal.

Jointly controlled entities

Joint venture arrangements that involve the establishment of a separate entity in which venturers have joint control over the economic activity of the entity are referred to as jointly controlled entities.

3. 主要會計政策 (續)**商譽 (續)****於2005年1月1日或之後因收購而產生之商譽 (續)**

收購附屬公司產生之資本化商譽乃於資產負債表內分開列賬。收購一共同控制實體產生之資本化商譽(採用權益法列賬)列入相關共同控制實體之投資成本。

就減值而言，收購附屬公司所產生之商譽乃被分配到各有關賺取現金單位，或賺取現金單位之組別，預期彼等從收購之協同效應中受益。已獲分配商譽之賺取現金單位每年及凡單位有可能出現減值之跡象時進行減值測試。就於某個財政年度之收購所產生之商譽而言，已獲分配商譽之現金賺取單位於該財政年度完結前進行減值測試。當賺取現金單位之可收回金額少於該單位之賬面值，則減值虧損被分配，首先削減分配到該單位之任何商譽之賬面值，其後以單位各資產之賬面值為基準按比例分配到該單位之其他資產。商譽之任何減值虧損乃直接於損益表內確認。商譽之減值虧損於其後期間不予撥回。

其後出售附屬公司或共同控制實體，則被資本化之商譽之應佔金額於出售時計入釐定損益之金額。

共同控制實體

由合營者成立一間各自擁有權益的獨立企業的合營安排視為共同控制實體。

Notes to the Consolidated Financial Statements (Con't)

綜合財務報表附註(續)

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3. SIGNIFICANT ACCOUNTING POLICIES
(Continued)**Jointly controlled entities (Continued)**

For goodwill arising on an acquisition of a jointly controlled entity, the goodwill included in the carrying amount of interests in a jointly controlled entity is not separately tested for impairment. Instead, the entire carrying amount of the interests in a jointly controlled entity is tested for impairment by comparing the Group's share of the present value of the estimated future cash flows expected to be generated by the jointly controlled entity with its carrying amount. Any impairment loss identified is recognized and is allocated first to goodwill.

The results and assets and liabilities of jointly controlled entities are incorporated in the consolidated financial statements using the equity method of accounting. Under the equity method, investments in jointly controlled entities are carried in the consolidated balance sheet at cost as adjusted for post-acquisition changes in the Group's share of the profit or loss and of changes in equity of the jointly controlled entities, less any identified impairment loss. When the Group's share of losses of a jointly controlled entity equals or exceeds its interest in that jointly controlled entity, the Group discontinues recognising its share of further losses. An additional share of losses is provided for and a liability is recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of that jointly controlled entity.

When a group entity transacts with a jointly controlled entity of the Group, unrealised profits or losses are eliminated to the extent of the Group's interest in the jointly controlled entity, except to the extent that unrealised losses provide evidence of an impairment of the asset transferred, in which case, the full amount of losses is recognised.

Revenue recognition

Sales of goods are recognised when goods are delivered and title has passed.

Interest income from bank deposits is accrued on a timely basis, by reference to the principal outstanding and at the interest rate applicable, which is the rate that exactly discounts the estimate future cash receipts through the expected life of the financial assets to that asset's net carrying amount.

3. 主要會計政策 (續)**共同控制實體 (續)**

就收購共同控制實體所產生之商譽，該商譽包括在共同控制實體權益賬面值，不會分開進行減值測試。全部共同控制實體權益賬面值之減值測試，乃通過比較集團所佔共同控制實體權益之預期未來現金流量之現值與其賬面值。商譽之任何減值虧損乃直接於損益表內確認及分配到該商譽。

共同控制實體之業績、資產及負債乃以會計權益法綜合入財務資料。根據權益法，於共同控制實體之投資乃按成本於綜合資產負債表中列賬，並就本集團分佔該共同控制實體之損益及權益變動之收購後變動作出調整，以及減去任何已識別之減值虧損。當本集團分佔某共同控制實體之虧損相等於或超出其於該共同控制實體之權益，則本集團不再繼續確認其分佔之虧損乃被撥備，而負債僅以本集團已產生法定或推定責任或代表該共同控制實體作出付款者為限被確認。

集團實體與本集團一共同控制實體產生交易，未實現溢利或虧損將予撤銷，以本集團在此共同控制實體權益為限，惟未實現虧損證實了轉移資產減值除外，在此情況下，虧損全數將予確認。

收入確認

貨物銷售乃於貨物已付運及所有權已移交時確認。

銀行存款利息收入根據本金結餘及適用利率按時間比例計算入賬。而適用利率為透過財務資產之預期可用年期將估計日後現金收據實際折讓至該資產之賬面淨值之比率。

Notes to the Consolidated Financial Statements (Con't)

綜合財務報表附註(續)

For the year ended December 31, 2005

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3. SIGNIFICANT ACCOUNTING POLICIES
(Continued)**Revenue recognition** (Continued)

Rental income under operating leases is recognised on a straight line basis over the respective lease terms.

Property, plant and equipment

Property, plant and, equipment, other than construction in progress, are stated at cost less depreciation and accumulated impairment losses, if any.

Depreciation and amortisation is provided to write off the cost, other than construction in progress, over their estimated useful lives, using the straight-line method, at the following rates per annum:

Buildings	Over the term of the lease
Leasehold improvements	20% to 33 $\frac{1}{3}$ %
Toolings	33 $\frac{1}{3}$ %
Plant and machinery	10% to 33 $\frac{1}{3}$ %
Gas plant and facilities	Over the lease term of plant
Gas pumps and equipment	10% to 33 $\frac{1}{3}$ %
Furniture, fixtures and equipment	15% to 16 $\frac{2}{3}$ %
Motor vehicles	16 $\frac{2}{3}$ % to 33 $\frac{1}{3}$ %

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in the income statement in the year in which the item is derecognised.

Construction in progress

Construction in progress represents construction cost of factory and is stated at costs less impairment loss identified. Cost includes development expenditure and other attributable expenses capitalised.

When the construction is completed, the factory and plant will be transferred to appropriate asset categories and depreciated in accordance with the Group's accounting policies.

3. 主要會計政策 (續)**收入確認 (續)**

經營租約之租金收入按有關租期以直線基準計算入賬。

物業、機器及設備

除在建工程外，物業、機器及設備乃按成本值扣減折舊及累積減值入賬(如有)。

除在建工程外，物業、機器及設備按估計可使用年期以直線法按下列年率撇銷成本而作出折舊及攤銷撥備：

樓宇	按租約年期
租賃物業裝修	20%至33 $\frac{1}{3}$ %
工具	33 $\frac{1}{3}$ %
機器及設備	10%至33 $\frac{1}{3}$ %
氣庫及設施	按氣庫租約年期
氣泵及設備	10%至33 $\frac{1}{3}$ %
傢俬、裝置及設備	15%至16 $\frac{2}{3}$ %
汽車	16 $\frac{2}{3}$ %至33 $\frac{1}{3}$ %

物業、機械及設備項目於出售時或當繼續使用該資產預期不會產生任何日後經濟利益時取消確認。資產取消確認產生之任何收益或虧損(按該項目之出售所得款項淨額及賬面值間之差額計算)於該項目取消確認之年度計入收益表。

在建工程

在建工程指工廠建築成本，以成本扣減已確認減值入賬。成本包括開發經費和其他經資本化之有關開支。

當建築工程完成後，有關工廠和機器將轉入適當的資產類別並根據集團的會計政策折舊。

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綜合財務報表附註(續)

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3. SIGNIFICANT ACCOUNTING POLICIES
(Continued)**Investment properties**

On initial recognition, investment properties are measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured using the fair value model. Gains or losses arising from changes in the fair value of investment property are included in profit or loss for the year in which they arise.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is calculated using the first-in, first-out method.

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded in its functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the rates of exchanges prevailing on the dates of the transactions. At each balance sheet date, monetary items denominated in foreign currencies are retranslated at the rates prevailing on the balance sheet date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are recognised in profit or loss in the year in which they arise, except for exchange differences arising on a monetary item that forms part of the Group's net investment in a foreign operation, in which case, such exchange differences are recognised in equity in the consolidated financial statements. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the year except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised directly in equity, in which cases, the exchange differences are also recognised directly in equity.

3. 主要會計政策 (續)**投資物業**

於初步確認時，投資物業按成本計算，包括任何直接應佔支出。於初步確認後，投資物業採用公平值模式計算。投資物業之公平值變動所產生之損益計入產生期間內之損益表。

存貨

存貨按成本值及可變現淨值兩者之較低者入賬。成本以先入先出方法計算。

外幣

於編製各個別集團實體之財務報告時，以該實體功能貨幣以外之貨幣(外幣)進行之交易均按交易日期之適用匯率換算為功能貨幣(如該實體經營所在主要經濟地區之貨幣)記賬。於各結算日，以外幣定值之貨幣項目均按結算日之適用匯率重新換算。按公平值以外幣定值之非貨幣項目乃按於公平值釐定當日之適用匯率重新換算。按外幣過往成本計量之非貨幣項目毋須重新換算。

於結算及換算貨幣項目時產生之匯兌差額均於彼等產生期間內於損益表中確認，惟組成本集團海外業務之投資淨額部分之貨幣項目所產生之匯兌差額除外，在此情況下，有關匯兌額乃於綜合財務報告中確認為股本權益。結算貨幣項目及重新換算貨幣項目時產生的匯兌差額於年內計入損益表。惟重新換算非貨幣項目差生的差額有關的損益直接於股本確認。至於非貨幣項目，任何損益的匯兌部分亦直接於股本確認。

Notes to the Consolidated Financial Statements (Con't)

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3. SIGNIFICANT ACCOUNTING POLICIES
(Continued)**Foreign currencies** (Continued)

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) at the rate of exchange prevailing at the balance sheet date, and their income and expenses are translated at the average exchange rates for the year, unless exchange rates fluctuate significantly during the year, in which case, the exchange rates prevailing at the dates of transactions are used. Exchange differences arising, if any, are recognised as a separate component of equity (the exchange reserve). Such exchange differences are recognised in profit or loss in the year in which the foreign operation is disposed of.

Goodwill and fair value adjustments on identifiable assets acquired arising on an acquisition of a foreign operation on or after January 1, 2005 are treated as assets and liabilities of that foreign operation and translated at the rate of exchange prevailing at the balance sheet date. Exchange differences arising are recognised in the translation reserve.

Goodwill and fair value adjustments arising on acquisitions of foreign operations prior to January 1, 2005 are treated as non-monetary foreign currency items of the acquirer and reported using the historical exchange rate prevailing at the date of the acquisition.

Borrowing costs

All borrowing costs are recognised as and included in finance costs in the income statement in the year in which they are incurred.

Leasing

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

3. 主要會計政策(續)**外幣(續)**

就呈列綜合財務報告而言，本集團海外經營業務之資產及負債乃按於結算日之適用匯率換算為本集團之列賬貨幣(即港元)，而其他收入及支出乃按該年度之平均匯率進行換算，除非匯率於該期間內出現大幅波動則作別論，於此情況下，則採用於換算當日之適用匯率。所產生之匯兌差額(如有)乃確認作權益之獨立部分(匯兌儲備)。該等匯兌差額乃於海外業務被出售之期間內於損益表內確認。

於2005年1月1日或之後，於收購海外業務時產生之有關收購可識別資產之商譽及公平值調整乃作為該海外經營業務之資產及負債處理，並按於結算日之適用匯率進行換算。產生之匯兌差額乃於匯兌儲內確認。

於2005年1月1日前收購海外經營業務而產生之商譽及公平值調整，乃作為收購者之非貨幣外幣項目處理，以收購日之歷史匯兌率記錄。

借貸成本

所有借貸成本於產生之年度列入收益表之融資成本內。

租賃

凡租賃之條款規定擁有權所附帶之一切風險及報酬實質上轉移至承租人者，該租賃即歸類為融資租賃。其他租賃全部列作經營租賃。

Notes to the Consolidated Financial Statements (Con't)

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3. SIGNIFICANT ACCOUNTING POLICIES
(Continued)**Leasing** (Continued)**The Group as lessor**

Rental income from operating leases is recognised in the income statement on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised as an expense on a straight-line basis over the lease term.

The Group as lessee

Rentals payable under operating leases are charged to profit or loss on a straight-line basis over the term of the relevant lease. Benefits received and receivable as an incentive to enter into an operating lease are recognised as a reduction of rental expense over the lease term on a straight-line basis.

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amount of assets and liabilities in the financial statements and the corresponding tax basis used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences, and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

3. 主要會計政策 (續)**租賃 (續)****本集團作為出租人**

經營租賃之租金收入乃按相關租賃年期以直線法於損益表確認。於協商及安排經營租賃時引致之初步直接成本乃加至租賃資產之賬面值，並按租賃年期以直線法確認作一項支出。

本集團作為承租人

根據經營租賃之應付租金乃按相關租賃年期以直線法於損益表扣除。因訂立一項經營租賃作為獎勵之已收及應收福利乃以直線法按租賃年期確認作租金支出減少。

稅項

所得稅支出為當期應付稅項加上遞延稅項的總和。

當期應付稅項按年度應課稅溢利計算。應課稅溢利由於不包括其他年度的應課稅收入或可扣稅支出項目，亦不計入毋須課稅或不獲扣稅的收益表項目，因而與收益表所示純利數額不同。本公司之即期稅項負債乃按結算日已實行或大致上已實行之稅率計算。

遞延稅項為基於資產負債在財務報表的帳面值與計算應課稅溢利的相關稅基之間的差額，而須繳付或可獲退回的數額，按資產負債表負債法入帳。如出現應課稅暫時差額，一般一律確認為遞延稅項負債，而遞延稅項資產則於有可能出現可利用暫時差額扣稅之應課稅溢利時確認。然而，若暫時差額是基於商譽或因一項既不影響應課稅亦不影響會計溢利的交易(業務合併除外)而首次確認其他資產及負債所導致，則不會確認有關遞延稅務資產和負債。

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3. SIGNIFICANT ACCOUNTING POLICIES
(Continued)**Taxation** (Continued)

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, and interests in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the year when the liability is settled or the asset is realised. Deferred tax is charged or credited to the income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

Retirement benefit cost

Payments to state-managed retirement benefit scheme and the Mandatory Provident Fund Scheme are charged as an expense as they fall due.

Financial instruments

Financial assets and financial liabilities are recognised on the balance sheet when a group entity becomes a party to the contractual provisions of the instrument. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

3. 主要會計政策 (續)**稅項 (續)**

遞延稅項負債乃按附屬公司之投資及共同控制實體之權益所產生之應繳稅項暫時差額而確認，除非本集團可控制暫時差額之撥回，且該等差額於可見將來可能不會撥回的情況下，則不會確認遞延稅項負債。

遞延稅務資產的賬面值定期在結算日檢討。如應課稅溢利不大可能足以恢復全部或部份資產，則會作出撇減。

遞延稅項按預期適用於清償負債或變賣資產期間之適用稅率計算。遞延稅項在收益表中入賬或扣除。然而，若遞延稅項關乎直接在資本帳中入賬或扣除的項目，則會在資本帳中處理。

退休福利成本

國營退休福利計劃及強制性公積金計劃之支出按其到期支付日以支出入賬。

金融工具

財務資產及財務負債乃當某集團實體成為工具合同條文之訂約方時在資產負債表上確認。財務資產及財務負債按公平值初步確認。收購或發行財務資產及財務負債直接應佔之交易成本(於損益表按公平值計算之財務資產及財務負債除外)乃於初步確認時加入財務資產或財務負債之公平值或自財務資產或財務負債之公平值內扣除(如合適)。收購於損益表按公平值計算之財務資產或財務負債直接應佔之交易成本即時於損益表內確認。

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3. SIGNIFICANT ACCOUNTING POLICIES
(Continued)**Financial instruments** (Continued)**Financial assets**

The Group's financial assets are classified as loans and receivables. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace. The accounting policies adopted in respect of each category of financial assets are set out below.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. At each balance sheet date subsequent to initial recognition, loans and receivables including bank balances, deposits, trade debtors and other debtors, amount due from a jointly controlled entity, amount due from minority shareholders of subsidiaries, amount due from a former shareholder of a subsidiary are carried at amortised cost using the effective interest method, less any identified impairment losses. An impairment loss is recognised in profit or loss when there is objective evidence that the asset is impaired, and is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate. Impairment losses are reversed in subsequent periods when an increase in the asset's recoverable amount can be related objectively to an event occurring after the impairment was recognised, subject to a restriction that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

Financial liabilities and equity

Financial liabilities and equity instruments issued by a group entity are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

3. 主要會計政策 (續)**金融工具 (續)****財務資產**

本集團之財務資產歸入貸款及應收款項。所有定期購買或出售財務資產乃按交易日基準確認及不再確認。定期購買或出售乃購買或出售財務資產，並要求於市場上按規則或慣例設定之時間框架內付運資產。所採納之與各類財務資產有關之會計政策乃載於下文。

貸款及應收款項

貸款及應收款項乃於現行市場所報之固定或可釐定付款之非衍生財務資產。於初步確認後之各結算日，貸款及應收款項(包括銀行結餘、按金、應收貿易賬款及其他應收賬款、應收一共同控制實體之款項、應收附屬公司少數股東之款項、應收一附屬公司前股東之款項)均按採用實際利率法計算之已攤銷成本減任何已識別減值虧損入賬。減值虧損於可客觀證明資產減值時於損益表中確認，並按該資產之賬面值與按原先實際利率折讓之估計未來現金流量之現值間的差額計量。當資產之可收回數額增加乃確實與於確認減值後所引致之事件有關時，則減值虧損會於隨後會計期間予以回撥，惟該資產於減值被回撥之日之賬面值不得超過未確認減值時之已攤銷成本。

財務負債及權益

集團實體發行之財務負債及股本工具乃根據合同安排之性質與財務負債及股本工具之定義分別。

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3. SIGNIFICANT ACCOUNTING POLICIES
(Continued)**Financial instruments (Continued)****Financial liabilities and equity (Continued)**

An equity instrument is any contract that evidences a residual interest in the assets of the group after deducting all of its liabilities. The accounting policies adopted in respect of financial liabilities and equity instruments are set out below.

Financial liabilities

Financial liabilities including trade creditors, bills payable, other creditors, accrued charges and borrowings are subsequently measured at amortised cost, using the effective interest rate method.

Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

Impairment losses (other than goodwill)

At each balance sheet date, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised as income immediately.

3. 主要會計政策 (續)**金融工具 (續)****財務負債及權益 (續)**

股本工具乃證明本集團於扣減所有負債後之資產中擁有剩餘權益之任何合同。就財務負債及股本工具所採納之會計政策乃載於下文：

財務負債

財務負債包括應付貿易賬款、應付票據、其他應付賬款、應計費用及借款乃隨後採用實際利率法按已攤銷成本計算。

股本工具

本公司發行之股本工具乃按已收所得款項(扣除直接發行成本)記賬。

減值虧損(商譽除外)

本集團於年結日評估其有形及無形資產之賬面值，以確定該等資產有否減值虧損之跡象。倘若一項資產之可收回值低於其賬面值，則該項資產之賬面值即被減至與可收回值。減值虧損應立即確認為支出。

於回撥減值虧損時，資產之賬面值可調高至重新釐定之可收回值，惟不可高於該資產於過往未減值虧損前之賬面值。撥回之減值虧損可即時被確認為收入。

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4. KEY SOURCES OF ESTIMATION UNCERTAINTY

In the process of applying the Group's accounting policies which are described in note 3, management has made the following estimates that have significant effect on the amounts recognised in the financial statements. The key sources of estimation uncertainty at the balance sheet date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are also discussed below.

Depreciation and amortisation

The Group's net book value of property, plant and equipment as at December 31, 2005 was approximately HK\$170,094,000. The Group depreciates the plant and machinery on a straight line basis over the estimated useful lives of ranging from three to twenty years, and after taking into account of their estimated residual value, using the straight-line method, at the rate ranging from 5% to 33 $\frac{1}{3}$ % per annum, commencing from the date the equipment is placed into productive use. The estimated useful lives and dates that the Group places the equipment into productive use reflects the directors' estimate of the periods that the Group intend to derive future economic benefits from the use of the Group's plant and equipment.

Allowance for bad and doubtful debts

The policy for allowance of bad and doubtful debts of the Group is based on the evaluation of collectability and aged analysis of accounts and on management's judgment. A considerable amount of judgment is required in assessing the ultimate realisation of these receivables, including the current creditworthiness and the past collection history of each customer. If the financial conditions of customers of the Group were to deteriorate, resulting a difference between the receivables carrying amounts and the present value of the estimated future cash flows discounted at the original effective interest rate, additional allowances may be required.

4. 關鍵不確定性之主要來源

在應用附註3所述之集團會計政策之過程中，管理層已作出以下估計，而有關估計對財務報表確認之賬面值造成重大影響。不確定估計會造成須對下一個財政年度內資產及負債賬面值作出重大調整之重大風險。該等估計不確定性之主要來源如下：

折舊及攤銷

本集團於2005年12月31日物業、機器及設備之賬面淨值為170,094,000港元。本集團以直線法對其機器及設備於其估計可使用年期3至20年內進行減值處理，經計及其估計剩餘價值，採用直線法以年利率5%至33 $\frac{1}{3}$ %，由設備投入生產之日開始計算。估計可使用年期及本集團將設備投入生產之日期乃反映董事於該期間內之估計，即本集團計劃將來從機器及設備之使用中可獲取之經濟利益。

壞賬及呆賬撥備

本集團呆壞賬撥備政策以可收回性評估、賬齡分析及管理層判斷為基礎。評估該等應收賬款之最終變現能力需要進行大量判斷，包括客戶之現時信譽及過往收款歷史記錄。倘本集團客戶財務狀況日趨惡化，導致應收賬款之金額與於原有有效利率估計日後現金流動折扣現有價值間存有差異，則須提撥額外準備。

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綜合財務報表附註(續)

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4. KEY SOURCES OF ESTIMATION UNCERTAINTY
(Continued)**Estimated impairment of goodwill**

Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating units to which goodwill has been allocated. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than expected, a material impairment loss may arise. As at December 31, 2005, the carrying amount of goodwill is approximately HK\$61,893,000 (net of accumulated impairment loss of HK\$45,576,000). Details of the recoverable amount calculation are disclosed in note 20.

Income taxes

As at December 31, 2005, a deferred tax asset of approximately HK\$2,326,000 in relation to unused tax losses has been recognised in the Group's consolidated balance sheet. The realisability of the deferred tax asset mainly depends on whether sufficient future profits or taxable temporary differences will be available in the future. In cases where the actual future profits generated are less than expected, a material reversal of deferred tax assets may arise, which would be recognised in the consolidated income statement for the year in which such a reversal takes place. Details of unused tax losses not recognised amounted to approximately HK\$104,101,000 (2004: HK\$129,871,000) are disclosed in note 32. The unused tax losses not recognised may be capitalised as deferred tax asset depends on whether the actual future profits generated are more than expected, a material capitalisation of deferred tax assets may arise, which would be recognised in the consolidated income statement for the year in which such a capitalisation takes place.

4. 關鍵不確定性之主要來源 (續)**商譽之預計減值**

釐定商譽是否減值須對獲分派商譽之賺取現金單位之使用價值作出估計。使用價值計算要求本集團估計預期產生自賺取現金單位之日後現金流動及合適之折現率以計算現值。當真正日後現金流動少於預期，便會引起重大減值虧損。截至2005年12月31日，商譽之賬面價值為61,893,000港元(累計減值虧損淨額61,893,000港元)。可收回金額計算方法之詳情披露於附註20。

所得稅

於2005年12月31日，有關未動用稅項虧損之遞延稅項資產約2,326,000港元已於本集團之綜合資產負債表中確認。變現遞延稅項資產主要有賴於是否有足夠未來溢利或將來可供利用之應課稅暫時差額而定。倘產生之未來實際溢利乃少於預期溢利，遞延稅項資產可能會予以實質撥回，於有關撥回發生期間之綜合收益表內確認。104,101,000港元(2004: 129,871,000港元)未確認之未動用稅項虧損之詳情披露於附註32。未確認之未動用稅項虧損可能被資本化為遞延稅項資產，視乎將來產生之真正溢利是否大於預期。遞延稅項可能發生重大資本化，在資本化發生的年度於綜合收益表內確認。

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綜合財務報表附註(續)

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5. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's major financial instruments include bank balances and cash, pledged bank deposits, borrowings, trade debtors, other debtors, deposits, trade creditors and bills payable, other creditors and accrued charges. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Market risk**(i) Currency risk**

Several subsidiaries of the Company have foreign currency sales and purchases, which expose the Group to foreign currency risk. Certain bank balances and cash, pledged bank deposits, trade debtors, trade creditors and bills payable and borrowings of the Group are denominated in foreign currencies. The Group currently does not have a foreign currency hedging policy. However, the management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

(ii) Interest rate risk

The Group's bank balances have exposure to cash flow interest rate risk due to the fluctuation of the prevailing market interest rate on bank balances and bank loans.

In addition, the Group has exposure to fair value interest rate through the impact of the rate changes on pledged bank deposits which are carried at fixed interest rate. The directors consider the Group's exposure to interest rate risk is not significant as interest bearing bank balances are within short maturity periods.

5. 財務風險管理目標及政策

本集團之主要財務工具包括銀行結餘及現金、已抵押銀行存款、借款、應收貿易款項、其他應收款項、按金、應付貿易款項及應付票據、其他應付款項及應計費用。該等金融工具詳情於各附註披露。下文載列與該等金融工具有關之風險及如何降低該等風險之政策。管理層管理及監控該等風險，以確保及時和有效地採取適當之措施。

市場風險**(i) 貨幣風險**

本公司若干附屬公司有以外幣計值之買賣，令本集團承受外幣風險。若干銀行結餘及現金、已抵押銀行存款、應收貿易款項、應付貿易款項及應付票據及借款，以外幣定價。本集團現時尚無外幣對沖政策。然而，管理層監控外匯風險，並會考慮於必要時對沖重大外幣風險。

(ii) 利率風險

因市場盛行之銀行結餘及銀行貸款利率波動，本集團之銀行結餘帶有資金流動利率風險。

此外，本集團之已抵押銀行存款附有固定利息，利息改變亦會帶來公平值利率風險。董事認為本集團所冒之利率風險並非重大，因附有利息之銀行結餘之到期日乃屬短期。

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綜合財務報表附註(續)

For the year ended December 31, 2005

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5. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)*(ii) Interest rate risk (Continued)*

The Group's fair value interest rate risk relates primarily to fixed-rate bank borrowings (see Note 29 for details of these borrowings). The Group currently does not have an interest rate hedging policy. However, the management monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arise.

Credit risk

The Group's maximum exposure to credit risk in the event of the counterparties failure to perform their obligations as at December 31, 2005 in relation to each class of recognised financial assets is the carrying amount of those assets as stated in the consolidated balance sheet. The Group has moderate concentration of credit risk with exposure spread over a limited number of customers. In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual trade debtors, other debtors and deposits at each balance sheet date to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

The credit risk on liquid funds is limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies.

5. 財務風險管理目標及政策 (續)*(ii) 利率風險* (續)

本集團之公平值利率風險涉及初步以固定利率借貸(該等借貸詳情請見附註29)。本集團現時尚無利率對沖政策。然而，管理層監控利率風險，並會考慮於必要時對沖重大利率風險。

信貸風險

倘對方於二零零五年十二月三十一日未能履行彼等之承擔，則本集團就每類已確認財務資產而須承受之最大信貸風險為已於綜合資產負債表列值之資產之賬面金額反映。本集團之信貸風險比較集中，有關風險乃分散於有限數目之客戶。為最大限度地降低信貸風險，本集團管理層已委派一組人員負責制訂信貸限額、信貸審批及其他監控措施，以確保採取跟進措施收回逾期未付之債項。此外，於各結算日，本集團評估每項個別貿易應收款項、其他應收款項及按金之可收回金額，以確保就不可收回金額所作出之減值虧損已足夠。就此而言，本公司董事認為本集團之信貸風險已大幅降低。

國際信貸評級代理已頒發高信貸評級予銀行，故集團之流動資金之信貸風險將有限。

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綜合財務報表附註(續)

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6. REVENUE

Revenue represents the amounts received and receivable for goods sold by the Group to outside customers, less returns and allowances, and rental and leasing income for the year, and is analysed as follows:

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Sale and distribution of liquefied petroleum gas ("LPG")	銷售及分銷液化石油氣 (「液化氣」)	1,372,849	949,656
Sale of electronic products	銷售電子產品	237,936	69,496
Leasing of investment properties, property, plant and equipment	租賃投資物業、物業、 機器及設備	4,694	4,630
		1,615,479	1,023,782

7. BUSINESS AND GEOGRAPHICAL SEGMENTS

The Group is principally engaged in sale and distribution of LPG, sale of electronic products and leasing of investment properties, property, plant and equipment. These businesses are the basis on which the Group reports its primary segment information.

6. 收入

收入乃指年內本集團向外界客戶出售貨品收取及應收取之金額減退貨及津貼及，租金及租賃收入，其分析如下：

7. 業務及地區分類資料

本集團主要從事液化氣的銷售與分銷、電子產品之銷售，以及投資物業、物業、機器及設備之租賃業務，本集團呈報第一分類資料時，以該等業務為呈報基礎。

Notes to the Consolidated Financial Statements (Con't)

綜合財務報表附註(續)

For the year ended December 31, 2005

截至2005年12月31日止年度

7. BUSINESS AND GEOGRAPHICAL SEGMENTS
(Continued)

Segment information about these businesses is presented below:

Business segments**Income statement**

For the year ended December 31, 2005:

7. 業務及地區分類資料(續)

該等業務之分類資料呈列如下：

業務分類**收益表**

截至2005年12月31日止年度：

		Sale and distribution of LPG 銷售及分銷 液化氣 HK\$'000 千港元	Sale of electronic products 銷售電子 產品 HK\$'000 千港元	Leasing of investment properties, property, plant and equipment 投資物業、 機器及 設備之租賃 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Segment revenues	分類收益	1,372,849	237,936	4,694	—	1,615,479
Segment results	分類業績	27,407	15,323	(538)	—	42,192
Net gain (loss) on disposals and write-offs of property, plant and equipment	出售及撇銷物業、 機器及設備之 淨溢利(虧損)	—	—	6,171	(10)	6,161
Gain on disposal of a subsidiary	出售一附屬公司之溢利	—	—	—	2,710	2,710
Gain on change in fair value of investment properties	投資物業公平值改變獲利	—	—	1,141	—	1,141
Unallocated corporate expenses	未分配企業開支	—	—	—	(12,071)	(12,071)
Finance costs	融資成本	—	—	—	(9,488)	(9,488)
Share of results of a jointly controlled entity	分佔一家共同控制 實體業績	(402)	—	—	—	(402)
Profit (loss) before taxation	除稅前溢利(虧損)	27,005	15,323	6,774	(18,859)	30,243
Taxation credit	稅項收入					3,667
Profit for the year	年內溢利					33,910

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綜合財務報表附註(續)

For the year ended December 31, 2005

截至2005年12月31日止年度

7. BUSINESS AND GEOGRAPHICAL SEGMENTS
(Continued)

Business segments (Continued)

Balance sheet

At December 31, 2005:

7. 業務及地區分類資料(續)

業務分類(續)

資產負債表

2005年12月31日:

		Sale and distribution of LPG 銷售及分銷 液化氣 HK\$'000 千港元	Sale of electronic products 銷售 電子產品 HK\$'000 千港元	Leasing of investment properties, property, plant and equipment 投資物業、 物業、機器及 設備之租賃 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Assets	資產				
Segment assets	分類資產	446,189	45,885	57,616	549,690
Interest in a jointly controlled entity	一家共同控制實體 之權益	12,350			12,350
Unallocated corporate assets	未分配企業資產				270,604
Consolidated total assets	綜合總資產				832,644
Liabilities	負債				
Segment liabilities	分類負債	77,333	3,992	1,870	83,195
Unallocated corporate liabilities	未分配企業負債				358,986
Consolidated total liabilities	綜合總負債				442,181

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綜合財務報表附註(續)

For the year ended December 31, 2005

截至2005年12月31日止年度

7. BUSINESS AND GEOGRAPHICAL SEGMENTS
(Continued)

Business segments (Continued)

Other information

For the year ended December 31, 2005:

7. 業務及地區分類資料(續)

業務分類(續)

其他資料

截至2005年12月31日止年度：

		Sale and distribution of LPG 銷售及分銷 液化氣 HK\$'000 千港元	Sale of electronic products 銷售 電子產品 HK\$'000 千港元	Leasing of investment properties, property, plant and equipment 投資物業、 物業、機器及 設備之租賃 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Capital and intangible asset additions	資本及無形資產增加	55,155	—	9,834	110	65,099
Depreciation	折舊	12,117	50	3,235	543	15,945
Amortisation of prepaid lease payments for lands	土地預付租賃款項 攤銷	1,834	—	—	—	1,834
Amortisation of prepaid lease payments for coast	海岸預付租賃款項 攤銷	653	—	—	—	653
Recognition of impairment loss on property, plant and equipment	確認物業、機器及設備 之減值虧損	2,776	—	—	—	2,776
Allowances for bad and doubtful debts	呆壞賬撥備	3,190	866	—	—	4,056

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綜合財務報表附註(續)

For the year ended December 31, 2005

截至2005年12月31日止年度

7. BUSINESS AND GEOGRAPHICAL SEGMENTS
(Continued)

Business segments (Continued)

Income statement

For the year ended December 31, 2004:

7. 業務及地區分類資料(續)

業務分類(續)

收益表

截至2004年12月31日止年度：

		Sale and distribution of LPG 銷售及分銷 液化氣 HK\$'000 千港元	Sale of electronic products 銷售電子 產品 HK\$'000 千港元	Leasing of investment properties, property, plant and equipment 投資物業、 機器及 設備之租賃 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Segment revenues	分類收益	949,656	69,496	4,630	—	1,023,782
Segment results	分類業績	24,659	10,470	(1,732)	1,586	34,983
Unallocated corporate expenses	未分配企業開支	—	—	—	(5,098)	(5,098)
Finance costs	融資成本	—	—	—	(3,080)	(3,080)
Share of results of a jointly controlled entity	分佔一家共同控制 實體業績	(644)	—	—	—	(644)
Profit (loss) before taxation	除稅前溢利(虧損)	24,015	10,470	(1,732)	(6,592)	26,161
Taxation charge	稅項支出					(6,217)
Profit for the year	年內溢利					19,944

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綜合財務報表附註(續)

For the year ended December 31, 2005

截至2005年12月31日止年度

7. BUSINESS AND GEOGRAPHICAL SEGMENTS
(Continued)

Business segments (Continued)

Balance sheet

At December 31, 2004:

		Sale and distribution of LPG 銷售及分銷 液化氣 HK\$'000 千港元	Sale of electronic products 銷售電子產品 HK\$'000 千港元	Leasing of investment properties, property, plant and equipment 投資物業、 物業、機器 及設備之租賃 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Assets	資產				
Segment assets	分類資產	378,228	71,102	49,161	498,491
Interest in a jointly controlled entity	一家共同控制實體 之權益	12,752			12,752
Unallocated corporate assets	未分配企業資產				2,870
Consolidated total assets	綜合總資產				514,113
Liabilities	負債				
Segment liabilities	分類負債	37,356	295	3,198	40,849
Unallocated corporate liabilities	未分配企業負債				113,927
Consolidated total liabilities	綜合總負債				154,776

7. 業務及地區分類資料 (續)

業務分類 (續)

資產負債表

截至2004年12月31日止年度：

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綜合財務報表附註(續)

For the year ended December 31, 2005

截至2005年12月31日止年度

7. BUSINESS AND GEOGRAPHICAL SEGMENTS
(Continued)

Business segments (Continued)

Other information

For the year ended December 31, 2004:

		Sale and distribution of LPG 銷售及分銷 液化氣 HK\$'000 千港元	Sale of electronic products 銷售電子產品 HK\$'000 千港元	Leasing of investment properties, property, plant and equipment 投資物業、 物業、機器及 設備之租賃 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Capital and intangible asset additions	資本及無形資產 增加	211,496	—	—	1,990	213,486
Depreciation	折舊	8,089	205	4,136	430	12,860
Amortisation of prepaid lease payments for lands	土地預付租賃款項 攤銷	1,503	—	—	—	1,503
Amortisation of prepaid lease payments for coast	海岸預付租賃款項 攤銷	539	—	—	—	539
Amortisation of goodwill	商譽攤銷	1,923	—	—	—	1,923
Allowances for bad and doubtful debts	呆壞賬撥備	2	59	60	—	121
Allowances for obsolete inventories	陳舊存貨撥備	—	1,851	—	—	1,851

Geographical segments

The Group's operations, by the geographical location of its customers, are located in Hong Kong and the People's Republic of China (the "PRC") and South East Asia. The Group's sale and distribution of LPG and leasing of property, plant and equipment are carried out in the PRC. The Group's sale of electronic products was carried out in Hong Kong.

7. 業務及地區分類資料(續)

業務分類(續)

其他資料

截至2004年12月31日止年度：

		Sale and distribution of LPG 銷售及分銷 液化氣 HK\$'000 千港元	Sale of electronic products 銷售電子產品 HK\$'000 千港元	Leasing of investment properties, property, plant and equipment 投資物業、 物業、機器及 設備之租賃 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Capital and intangible asset additions	資本及無形資產 增加	211,496	—	—	1,990	213,486
Depreciation	折舊	8,089	205	4,136	430	12,860
Amortisation of prepaid lease payments for lands	土地預付租賃款項 攤銷	1,503	—	—	—	1,503
Amortisation of prepaid lease payments for coast	海岸預付租賃款項 攤銷	539	—	—	—	539
Amortisation of goodwill	商譽攤銷	1,923	—	—	—	1,923
Allowances for bad and doubtful debts	呆壞賬撥備	2	59	60	—	121
Allowances for obsolete inventories	陳舊存貨撥備	—	1,851	—	—	1,851

地區分類

本集團之經營業務按客戶所在地區劃分，位於香港、中華人民共和國(「中國」)及東南亞。本集團銷售及分銷液化氣，以及物業、機器及設備之租賃業務均於中國進行。本集團銷售電子產品之業務則位於香港。

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7. BUSINESS AND GEOGRAPHICAL SEGMENTS
(Continued)

Geographical segments (Continued)

The following table provides an analysis of the Group's revenue by geographical market, irrespective of the origin of the goods:

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
PRC	中國	1,518,625	986,404
South East Asia	東南亞	89,094	37,378
Hong Kong	香港	7,760	—
		1,615,479	1,023,782

The following is an analysis of the carrying amount of segment assets, and additions to property, plant and equipment and intangible assets, analysed by the geographical area in which the assets are located:

		Carrying amount of segment assets 分類資產之賬面值		Additions to property, plant and equipment and intangible assets 物業、機器及設備及無形資產添置	
		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
PRC	中國	793,721	418,575	64,989	211,246
Hong Kong	香港	20,288	82,786	110	2,240
South East Asia	東南亞	3,959	—	—	—
		817,968	501,361	65,099	213,486

7. 業務及地區分類資料 (續)

地區分類 (續)

下表所列為本集團按市場所在地區作收益分析，不分貨物來源地：

下表列示分類資產之賬面值及物業、機器及設備及無形資產之添置，按資產所在地作地區分類分析：

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8. OTHER INCOME

8. 其他收入

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Interest earned on bank deposits	銀行存款利息	1,865	131
Net exchange gain	匯兌收益淨額	4,770	—
Waiver of outstanding debts by vendors	賣方豁免未償還 債款	—	1,171
Gain on change in fair value of investment properties	投資物業公平值 改變之溢利	1,141	—
Other	其他	1,564	284
		9,340	1,586

9. FINANCE COSTS

9. 融資成本

The amount represents interest on bank and other borrowings wholly repayable within five years.

融資成本指須於5年內全數償還之銀行貸款及其他借款之利息。

10. TAXATION CREDIT (CHARGE)

10. 稅項收入(支出)

The amount of taxation credited (charged) to the consolidated income statement represents:

於綜合損益表內計入(扣除)之稅項包括:

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Current tax:	即期稅項:		
Hong Kong	香港	(164)	(395)
Other regions in the PRC	中國其他地區	(1,283)	(6,643)
		(1,447)	(7,038)
Deferred tax (note 32)	遞延稅項(附註32)	5,114	821
		3,667	(6,217)

Hong Kong Profits Tax is calculated at 17.5% (2004: 17.5%) of the estimated assessable profit for the year.

香港利得稅乃按本年度估計應課稅溢利按17.5%(2004: 17.5%)稅率計算。

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10. TAXATION CREDIT (CHARGE) (Continued)

The current tax for other regions in the PRC represents PRC enterprise income tax, which is calculated at the rates prevailing, in respect of the Company's subsidiaries operating in the PRC. Several subsidiaries in the PRC are entitled to exemption from PRC income tax for the two years starting from their first profit-making year, followed by a 50% tax relief for the next three years. The tax charge provided has been made after taking these tax incentives into account.

The taxation (credit) charge for the year can be reconciled to the profit per the consolidated income statement as follows:

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Profit before taxation	除稅前溢利	30,243	26,161
Tax at the average income tax rate 17.37% (2004: 9.24%)	按平均所得稅率17.37% (2004: 9.24%)計算之稅項	5,253	2,417
Tax effect of expenses not deductible for tax purposes	不可扣稅支出之稅務影響	3,337	2,303
Tax effect of income not taxable for tax purpose	毋須課稅收入之稅務影響	(1,303)	(1,421)
Net tax effect of tax losses and deductible temporary differences utilised/not recognised	動用/未確認之稅項虧損及可減除暫時性差異之淨稅務影響	(2,513)	5,112
Utilisation of tax losses previously not recognised	動用先前未確認之稅項虧損	(8,441)	(2,194)
Taxation (credit) charge for the year	年內稅項(收入)支出	(3,667)	6,217

The average income tax rate for the year ended December 31, 2005 represents the weighted average tax rate of the operations in different jurisdictions on the basis of the relative amounts of net profit before taxation and the relevant statutory rates.

Details of the deferred tax asset recognised/not recognised are set out in note 32.

10. 稅項收入(支出)(續)

中國其他地區的即期稅項乃指有關本公司於中國營運之附屬公司按適用稅率計算之中國企業所得稅。於中國經營之部份附屬公司從首個獲利年度起豁免兩年中國所得稅，其後三年可減半。以上的稅務優惠已計算在稅項支出內。

年內產生之稅項(收入)支出可與綜合收益表之溢利對賬如下：

截至2005年12月31日止之年度內所採用的所得稅平均稅率是指按照在不同法律管轄權下經營的業務所產生的稅前純利(虧損)及相應的法定稅率所計算出之加權平均稅率。

確認/未確認之遞延稅項資產詳情載於附註32。

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11. PROFIT FOR THE YEAR

11. 年內溢利

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Profit for the year has been arrived at after charging (crediting):	年內溢利已扣除(計入)下列項目：		
Auditors' remuneration	核數師酬金	1,144	1,038
Allowances for obsolete inventories	陳舊存貨撥備	—	1,851
Depreciation and amortisation	折舊及攤銷		
Property, plant and equipment (included in administrative expenses)	物業、機器及設備(已計入行政支出)	15,945	12,860
Goodwill (included in administrative expenses)	商譽(已計入行政支出)	—	1,923
		15,945	14,783
Amortisation of prepaid lease payments for lands	土地預付租賃款項攤銷	1,834	1,503
Amortisation of prepaid lease payments for coast	海岸預付租賃款項攤銷	653	539
Net (gain) loss on disposals and write-offs of property, plant and equipment	出售及撇銷物業、機器及設備之淨(收益)虧損	(6,161)	198
Net exchange (gain) loss	外匯淨(收益)虧損	(4,770)	347
Minimum lease payments under operating leases:	經營租約最低租金：		
— LPG vessel	— 液化氣管道	2,696	—
— Premises	— 樓宇	1,126	1,803
Staff costs	僱員成本		
Directors' fees (note 12)	董事袍金(附註12)	330	350
Directors' other emoluments (note 12)	董事其他酬金(附註12)	2,518	3,787
Contributions to retirement benefits schemes excluding HK\$59,000 (2004: HK\$55,000) included in directors' emoluments	除59,000港元已計入董事酬金(2004: 55,000港元)之退休福利計劃供款	284	315
Others	其他	8,762	6,655
		11,894	11,107
Gross rental income from investment properties	投資物業總租金收入	(4,164)	(2,662)
Less: outgoings	減：支出	1,017	906
		(3,147)	(1,756)

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12. DIRECTORS' EMOLUMENTS

The emoluments paid or payable to each of the 11 (2004: 9) directors were as follows:

		Chiu						Young					
		Shum	Wu	Sing		Cheng	Shum	Chung	Wing	Koo	Ma	Total	
		Siu	Hong	Chung,	Cen	Wai	Siu	Chun,	Kwan	Chun,	Ming	Man	2005
		Mau	Cho	Raymond	Ziniu	Leung	Hung	Lawrence	Anthony	Frederick	Charles	Joseph	總額
		岑少謀	胡匡佐	趙承忠	岑子牛	鄭偉良	岑少雄	岑濬	張鈞鴻	楊永燦	顧明仁	馬文海	二零零五年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Fees	袍金	—	—	—	—	—	—	—	100	130	50	50	330
Other emoluments	其他酬金												
Salaries and other benefits	薪金及其他福利	200	439	858	440	202	—	320	—	—	—	—	2,459
Contributions to retirement benefits schemes	退休福利計劃供款	5	12	12	12	6	—	12	—	—	—	—	59
Total emoluments	酬金總額	205	451	870	452	208	—	332	100	130	50	50	2,848

		Chiu						Young					
		Shum	Wu	Sing		Cheng	Shum	Chung	Wing	Koo	Total		
		Siu	Hong	Chung,	Cen	Wai	Chun,	Hung,	Michael	Ming	2004		
		Mau	Cho	Raymond	Ziniu	Leung	Lawrence	Anthony	Frederick	Charles	總額		
		岑少謀	胡匡佐	趙承忠	岑子牛	鄭偉良	岑濬	張鈞鴻	楊永燦	顧明仁	二零零四年		
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Fees	袍金	—	—	—	—	—	—	—	100	200	50	—	350
Other emoluments	其他酬金												
Salaries and other benefits	薪金及其他福利	300	1,374	696	359	846	157	—	—	—	—	—	3,732
Contributions to retirement benefits schemes	退休福利計劃供款	—	12	12	12	12	7	—	—	—	—	—	55
Total emoluments	酬金總額	300	1,386	708	371	858	164	100	200	50	—	—	4,137

No director waived any emoluments during both years.

支付11位(2004: 9位)董事之酬金如下:

		Chiu						Young					
		Shum	Wu	Sing		Cheng	Shum	Chung	Wing	Koo	Total		
		Siu	Hong	Chung,	Cen	Wai	Chun,	Hung,	Michael	Ming	2004		
		Mau	Cho	Raymond	Ziniu	Leung	Lawrence	Anthony	Frederick	Charles	總額		
		岑少謀	胡匡佐	趙承忠	岑子牛	鄭偉良	岑濬	張鈞鴻	楊永燦	顧明仁	二零零四年		
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Fees	袍金	—	—	—	—	—	—	—	100	200	50	—	350
Other emoluments	其他酬金												
Salaries and other benefits	薪金及其他福利	300	1,374	696	359	846	157	—	—	—	—	—	3,732
Contributions to retirement benefits schemes	退休福利計劃供款	—	12	12	12	12	7	—	—	—	—	—	55
Total emoluments	酬金總額	300	1,386	708	371	858	164	100	200	50	—	—	4,137

於兩年內並無董事放棄任何酬金。

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13. EMPLOYEES' EMOLUMENTS

Of the five individuals with the highest emoluments in the Group, three (2004: four) were directors of the Company whose emoluments are included in the disclosures in note 12 above. The emoluments of the remaining two individuals (2004: one) were as follows:

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Salaries and other benefits	薪金及其他福利	1,126	390
Contributions to retirement benefits schemes	退休福利計劃供款	23	13
		1,149	403

The emoluments of the two individuals were within the bands of nil to HK\$1,000,000.

13. 僱員酬金

本集團5名最高薪人士包括3名本公司董事(2004: 4名)，有關酬金詳情已於上文附註12作出披露。其餘2名人士(2004: 1名)收取之酬金如下：

2名人士之酬金均介乎0至1,000,000港元間。

14. DIVIDEND

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Final dividend, proposed — HK1.2 cents (2004: HK1 cent) per share	擬派末期股息 — 每股1.2港仙 (2004: 每股1港仙)	5,780	4,817

Subsequent to December 31, 2005, the directors proposed a final dividend of HK1.2 cents (2004: HK1 cent) per share be paid to the shareholders of the Company whose names appear on the register of members on June 12, 2006. This final dividend is subject to approval by the shareholders at the forthcoming annual general meeting. At April 7, 2006 the number of shares issued and fully paid is 481,676,687.

14. 股息

於2005年12月31日後，董事建議向於2006年6月12日名列本公司股東名冊之本公司股東派發末期股息，每股面值0.10港元的股份每股派息1.2港仙(2004: 1港仙)。末期股息須待股東於來屆股東週年大會上通過方會作實。於2006年4月7日，已發行及繳足股份數目為481,676,687股。

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15. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share is based on the following data:

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Net profit attributable to the equity holders of the parent for the purposes of basic and diluted earnings per share	母公司股本持有人應佔之溢利用以計算每股基本及攤薄盈利之盈利	35,702	20,178
Weighted average number of shares for the purposes of basic earnings per share	計算每股基本盈利之股份加權平均數	481,676,687	461,143,085
Effect of dilutive potential shares: Options	潛在股份攤薄影響：購股權	N/A 不適用	4,854,760
Weighted average number of shares for the purpose of diluted earnings per share	計算每股攤薄盈利之股份加權平均數	N/A 不適用	465,997,845

The following table summaries the impact of changes in accounting policies on both basic and diluted earnings per share:

每股基本及攤薄盈利乃按下列數據計算：

下表概述因會計政策變動而對每股基本及攤薄盈利之影響：

		Impact on basic earnings per share 對每股基本盈利之影響		Impact on diluted earnings per share 對每股攤薄盈利之影響	
		2005 二零零五年 HK cents 港仙	2004 二零零四年 HK cents 港仙	2005 二零零五年 HK cents 港仙	2004 二零零四年 HK cents 港仙
Reported figures before adjustments	調整前申報數字	6.63	4.38	N/A 不適用	4.33
Adjustments arising from changes in accounting policies (Note 2)	因會計政策變動而作出之調整(附註2)	0.78	—	—	—
Adjusted	已調整	7.41	4.38	N/A 不適用	4.33

For the year ended December 31, 2005, the computation of diluted earnings per share did not assume the exercise of the Company's outstanding share options as the exercise prices of those options were higher than the average market price for the year.

於截至2005年12月31日止年度，因本公司購股權之行使價高於有關股份之平均市價，故該年度計算每股攤薄盈利時，並無假設本公司年內行使尚未行使之購股權。

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16. PROPERTY, PLANT AND EQUIPMENT

16. 物業、機器及設備

		Construction in progress 在建工程 HK\$'000 千港元	Buildings 樓宇 HK\$'000 千港元	Leasehold improvements 租賃物業裝修 HK\$'000 千港元	Toolings 工具 HK\$'000 千港元	Plant and machinery 機器及設備 HK\$'000 千港元	Gas plant and facilities 氣庫及設施 HK\$'000 千港元	Gas pumps and equipment 氣泵及設備 HK\$'000 千港元	Furniture, fixtures and equipment 傢俬、 裝置及設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 總計 HK\$'000 千港元
COST											
At January 1, 2004	於2004年1月1日										
— as originally stated	— 原先呈列	2,060	—	6,029	13,510	13,091	27,513	12,199	5,547	1,655	81,604
— reclassified to prepaid lease payment	— 重新分類為預付 租賃款項	—	—	—	—	—	(3,541)	—	—	—	(3,541)
— as restated	— 重列	2,060	—	6,029	13,510	13,091	23,972	12,199	5,547	1,655	78,063
Acquired on acquisition of subsidiaries	收購附屬公司所得	—	1,474	—	—	—	69,115	27,925	3,203	472	102,189
Additions	添置	16,599	4,210	1,898	—	—	230	2,157	244	850	26,188
Disposals and write-offs	出售及撇銷	(198)	—	—	—	(2,844)	—	—	—	—	(3,042)
At December 31, 2004	於2004年12月31日	18,461	5,684	7,927	13,510	10,247	93,317	42,281	8,994	2,977	203,398
Acquired on acquisition of subsidiaries	收購附屬公司所得	—	—	—	—	—	1,548	6,833	34	250	8,665
Additions	添置	11,553	—	—	—	—	687	1,149	376	650	14,415
Transfer	轉撥	(24,369)	—	—	—	1,028	23,254	—	87	—	—
Disposal of a subsidiary	出售一附屬公司	—	—	—	(183)	—	—	—	—	—	(183)
Disposals and write-offs	出售及撇銷	(98)	—	—	(13,327)	(10,245)	—	(263)	(1,154)	(496)	(25,583)
Exchange realignment	外匯調整	320	99	104	—	17	1,407	817	123	50	2,937
At December 31, 2005	於2005年12月31日	5,867	5,783	8,031	—	1,047	120,213	50,817	8,460	3,431	203,649
DEPRECIATION AND IMPAIRMENT											
At January 1, 2004	於2004年1月1日										
— as originally stated	— 原先呈列	—	—	4,858	9,818	5,936	808	1,500	1,736	531	25,187
— reclassified to prepaid lease payments	— 重新分類為預付 租賃款項	—	—	—	—	—	(121)	—	—	—	(121)
— as restated	— 重列	—	—	4,858	9,818	5,936	687	1,500	1,736	531	25,066
Provided for the year	年內撥備	—	241	571	2,089	1,447	3,222	3,237	1,384	669	12,860
Eliminated on disposals and write offs	於出售及撇銷時抵銷	—	—	—	—	(2,844)	—	—	—	—	(2,844)
At December 31, 2004	於2004年12月31日	—	241	5,429	11,907	4,539	3,909	4,737	3,120	1,200	35,082
Provided for the year	年內撥備	—	499	682	1,471	1,204	3,999	5,926	1,460	704	15,945
Impairment loss recognised in the income statement	於收益表確認之 減值虧損	1,639	—	—	—	—	883	237	13	4	2,776
Eliminated on disposals and write offs	於出售及撇銷時抵銷	—	—	—	(13,327)	(5,742)	—	(167)	(998)	(407)	(20,641)
Disposal of a subsidiary	出售一附屬公司	—	—	—	(51)	—	—	—	—	—	(51)
Exchange realignment	外匯調整	—	13	94	—	—	101	163	49	24	444
At December 31, 2005	於2005年12月31日	1,639	753	6,205	—	1	8,892	10,896	3,644	1,525	33,555
CARRYING VALUES											
At December 31, 2005	於2005年12月31日	4,228	5,030	1,826	—	1,046	111,321	39,921	4,816	1,906	170,094
At December 31, 2004 (restated)	於2004年12月31日(重列)	18,461	5,443	2,498	1,603	5,708	89,408	37,544	5,874	1,777	168,316

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綜合財務報表附註(續)

For the year ended December 31, 2005

截至2005年12月31日止年度

16. PROPERTY, PLANT AND EQUIPMENT
(Continued)

The buildings are situated outside Hong Kong in the PRC and are held under medium term leases.

The gas plant under construction are situated outside Hong Kong in the PRC and are held under medium term leases.

During the year ended December 31, 2005, the directors conducted a review of the Group's property, plant and equipment and determined that a number of those assets were impaired. Accordingly, impairment losses of approximately HK\$2,776,000 respectively, have been recognised. The assets had been written down to their recoverable amounts, being the present value of the cash flows anticipated to be generated by the assets. The value in use had been calculated using a discount rate of 8%.

The following table discloses details of certain property, plant and equipment of the Group which were held for rental income under operating leases at the balance sheet date:

16. 物業、機器及設備 (續)

樓宇乃位於中國並以中期租約持有。

在建氣庫乃位於香港境外之中國並以中期租約持有。

於2005年12月31日止年度內，董事重審了本集團之物業、機器及設備，認為部份資產價值已減少，據此，已確認減值虧損約為2,776,000港元。該等資產已撇銷至其可回收值，即資產之預計可產生現金流量現值。使用價值以折現率8%計算。

下表披露本集團於結算日持有之若干物業、機器及設備作經營租約租金收入之詳情：

		Cost		Accumulated depreciation and impairment		Net book values		Depreciation and impairment charged for the year	
		成本值		累計折舊及減值		賬面淨值		年內計入折舊及減值	
		2005	2004	2005	2004	2005	2004	2005	2004
		二零零五年	二零零四年	二零零五年	二零零四年	二零零五年	二零零四年	二零零五年	二零零四年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Toolings	工具	—	13,510	—	11,907	—	1,603	1,420	2,089
Plant and machinery	機器及設備	—	10,247	—	4,539	—	5,708	1,204	1,447
Furniture, fixtures and equipment	傢俬、裝置及設備	—	1,654	—	878	—	766	296	286
Motor vehicles	汽車	—	74	—	51	—	23	13	11
Total	合計	—	25,485	—	17,375	—	8,110	—	3,833

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綜合財務報表附註(續)

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17. PREPAID LEASE PAYMENTS FOR LANDS

17. 土地預付租賃款項

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
The Group's prepaid lease payments for lands comprise:	本集團之土地預付租賃款項包括：		
Land use rights outside Hong Kong in the PRC under medium term leases	於香港境外之中國並以中期租約持有之土地使用權	48,767	47,600
Analysed for reporting purposes as:	按報告目的分析：		
Non-current asset	非流動資產	46,899	45,766
Current asset	流動資產	1,868	1,834
		48,767	47,600

The Group has pledged prepaid lease payments for lands having an aggregate net book value of HK\$2,045,000 (2004: HK\$2,082,000) to secure general banking facilities granted to the Group.

為取得給予本集團之一般銀行貸款，本集團已抵押賬面淨值2,045,000港元(2004：2,082,000港元)之土地預付租賃款項。

18. PREPAID LEASE PAYMENTS FOR COAST

18. 海岸預付租賃款項

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
The Group's prepaid lease payments for coast comprise:	本集團之海岸預付租賃款項包括：		
Coast use rights outside Hong Kong in the PRC under medium term leases	於香港境外之中國並以中期租約持有之海岸使用權	13,019	13,445
Analysed for reporting purposes as:	按報告目的分析：		
Non-current asset	非流動資產	12,366	12,792
Current asset	流動資產	653	653
		13,019	13,445

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綜合財務報表附註(續)

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18. PREPAID LEASE PAYMENTS FOR COAST
(Continued)

The prepaid lease payments for coast represent the concession rights over a coast in Zhuhai ranging from 20 years to 28 years, starting from January 1, 1999.

19. INVESTMENT PROPERTIES

FAIR VALUE
At January 1, 2004 and January 1, 2005
Additions
Net increase in fair value recognised
in the income statement

At December 31, 2005

公平值
於2004年1月1日及2005年1月1日
添置
於收益表已確認公平值增加淨額

於2005年12月31日

The Group
本集團
HK\$'000
千港元

35,025

9,834

1,141

46,000

Note: The additions represent the renovation costs on the investment properties.

附註：添置乃指投資物業之翻新成本。

The fair value of the Group's investment properties at December 31, 2005 have been arrived at on the basis of a valuation carried out on that date by Norton Appraisals Limited ("Norton Appraisals"), independent qualified professional valuers not connected with the Group. Norton Appraisals is a member of the Institute of Valuers, and has appropriate qualifications and recent experiences in the valuation of similar properties in the relevant locations. The valuation, which conforms to International Valuation Standards, was arrived at by reference to market evidence of transaction prices for similar properties.

本集團於2005年12月31日之投資物業公平值乃由一獨立專業估值師並與本集團無任何關連之普敦國際評估有限公司(「普敦」)於當日以價值基準計算。普敦為估值師公會成員，並擁有相關資格及經驗評估有關地方之不同物業。此估值與國際估值標準一致並由類似物業之市場成交價計算得出。

Most of the Group's investment properties are rented out under operating leases.

本集團大部分投資物業已根據經營租約租出。

The carrying amount of investment properties comprises land held outside Hong Kong in the PRC under medium term leases.

投資物業之賬面值包括在香港境外之中國根據中期租約持有之土地。

18. 海岸預付租賃款項(續)

海岸預付租賃款項乃指珠海海岸的特許權，由1999年1月1日開始，租賃期達20至28年。

19. 投資物業

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綜合財務報表附註(續)

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20. GOODWILL

20. 商譽

		HK\$'000 千港元
COST	成本	
At January 1, 2004	於2004年1月1日	108,364
Acquisition of subsidiaries	收購附屬公司	18,980
At January 1, 2005	於2005年1月1日	127,344
Elimination of accumulated amortisation upon the application of Hong Kong Financial Reporting Standards No. 3 "Business Combination" ("HKFRS 3")	應用香港財務報告準則第3號「業務合併」(「香港財務報告準則第3號」)時抵銷累計攤銷	(8,560)
Acquisition of subsidiaries	收購附屬公司	26,013
Acquisition of additional equity interest in a subsidiary	收購一附屬公司額外權益	6,172
Disposal of a subsidiary	出售一附屬公司	(43,949)
Exchange realignment	外匯調整	449
At December 31, 2005	於2005年12月31日	107,469
AMORTISATION	攤銷	
At January 1, 2004	於2004年1月1日	6,637
Provided for the year	年內撥備	1,923
At January 1, 2005	於2005年1月1日	8,560
Elimination of accumulated amortisation upon the application of HKFRS 3	應用香港財務報告準則第3號時抵銷累計攤銷	(8,560)
At December 31, 2005	於2005年12月31日	—
IMPAIRMENT	減值	
At January 1, 2004	於2004年1月1日	79,681
Impairment loss recognised	已確認減值虧損	6,555
At January 1, 2005	於2005年1月1日	86,236
Eliminated on disposal of a subsidiary	出售一附屬公司時抵銷	(40,660)
At December 31, 2005	於2005年12月31日	45,576
CARRYING VALUES	賬面值	
At December 31, 2005	於2005年12月31日	61,893
At December 31, 2004	於2004年12月31日	32,548

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綜合財務報表附註(續)

For the year ended December 31, 2005

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20. GOODWILL (Continued)

Until December 31, 2004, goodwill had been amortised over 20 years.

As explained in note 7, the Group uses business segments as its primary segment for reporting segment information. For the purposes of impairment testing, goodwill set out have been allocated to one individual cash generating unit (CGU), including 7 subsidiaries in LPG segment.

During the year ended December 31, 2005, management of the Group determines that there is no impairment of any of its CGUs containing goodwill with indefinite useful lives.

The basis of the recoverable amounts of the above CGU and their major underlying assumptions are summarised below:

The recoverable amount of this unit has been determined based on a value in use calculation. That calculation uses cash flow projections based on financial budgets approved by management covering a 5-year period, and discount rate of 8%. The cash flows beyond 5-year period are extrapolated using a steady 10% growth rate. Another key assumption for the value in use calculations is the budgeted gross margin, which is determined based on the unit's past performance and management's expectations for the market development. Management believes that any reasonably possible change in any of these assumptions would not cause the aggregate carrying amount of the CGU to exceed the aggregate recoverable amount of the CGU.

20. 商譽 (續)

截至2004年12月31日，商譽已按20年攤銷。

如附註7所述，本集團以業務分類作為報告分類資料之主要分類。就減值測試而言，所載之商譽已被劃撥至1個單獨現金產生單位，包括7間從事液化氣業務之附屬公司。

截至2005年12月31日，本集團管理層認為其任何現金產生單位(包含無特定年期之商譽)概無出現減值。

以上現金產生單位之收回金額及其主要有關假設總結如下：

此單位之可收回金額乃按使用價值計算基準釐定。所有使用價值計算法均採用根據管理層批准之5年財務預算進行之現金流量預測，折讓率為8%。現金流量乃使用穩定增長率10%推算。在使用價值計算法之其他主要假設為預期毛利率釐定，而毛利率預算則根據市場發展之過往表現及管理層預期釐定。管理層認為此等假設之任何合理可能性變更將不會引致現金產生單位總賬面值超過現金產生單位可收回總金額。

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21. INVESTMENTS IN SUBSIDIARIES

Particulars of the Company's principal subsidiaries at December 31, 2005 are as follows:

21. 於附屬公司投資

本公司於2005年12月31日之主要附屬公司資料如下：

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration/ operation 成立／註冊／ 營業地	Class of share held 所持股份 類別	Issued and fully paid up share capital/ registered capital 已發行及繳足 股本／註冊資本	Proportion of nominal value of issued/registered capital held by the Company 本公司所持 已發行股本／ 註冊資本面值比例	Principal activities 主要業務
Claymore Developments Limited	British Virgin Islands/PRC 英屬處女島／ 中國	Ordinary 普通股	US\$1 1美元	100	Holding of property, plant and equipment 持有物業、機器及設備
Environmental Energy Investment Limited 環保能源投資有限公司	British Virgin Islands 英屬處女島	Ordinary 普通股	US\$1 1美元	100	Investment holding 投資控股
NewOcean Energy (Hong Kong) Limited 新海能源(香港)有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 2港元	100	Investment holding 投資控股
Qingxin Bai Fu Yang Petrol Chemical Company Limited ("BFY") (Note a) 清新縣百富洋石油化工有限公司(「百富洋」)(註a)	PRC # 中國 #	Registered capital 註冊資本	RMB5,000,000 5,000,000人民幣	100	Sale and distribution of LPG 銷售及分銷液化氣
NewOcean Resources (Singapore) Pte Ltd.	Singapore 星加坡	Ordinary 普通股	SGD100 100星加坡元	100	Sale and distribution of LPG 銷售及分銷液化氣
Sound Agents Limited 新海代理人有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 2港元	100	Sale and distribution of LPG and electronic products 銷售及分銷液化氣及電子產品
Sound Electronics (Shenzhen) Co., Ltd. 海溢電子(深圳)有限公司	PRC # 中國 #	Registered capital 註冊資本	HK\$10,000,000 10,000,000港元	100	Leasing of property, plant and equipment 物業、機器及設備之租賃
Sound Green Energy Limited 新海環保能源有限公司	British Virgin Islands/PRC 英屬處女島／ 中國	Ordinary 普通股	US\$1 1美元	100	Investment holding and agency services 投資控股及代理人服務
Sound Hong Kong Limited 新海香港有限公司	British Virgin Islands 英屬處女島	Ordinary 普通股	US\$1 1美元	100	Investment holding 投資控股

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綜合財務報表附註(續)

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21. INVESTMENTS IN SUBSIDIARIES (Continued)

21. 於附屬公司投資(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration/ operation 成立/註冊/ 營業地	Class of share held 所持股份 類別	Issued and fully paid up share capital/ registered capital 已發行及繳足 股本/註冊資本	Proportion of nominal value of issued/registered capital held by the Company 本公司所持 已發行股本/ 註冊資本面值比例	Principal activities 主要業務
Sound Industrial Limited 新海實業有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 2港元	100	Trading of electronic products 買賣電子產品
Sound Management Services Limited ("Sound Management") 新海管理服務有限公司 (「新海管理」)	Hong Kong 香港	Ordinary 普通股	HK\$2 2港元	100	Providing management services to group companies 向集團公司提供 管理服務
Sound Technologies Limited 新海科技有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 2港元	100	Investment holding 投資控股
Shunde Sound Electronic Co., Ltd. 佛山市順德區新海電子 有限公司	PRC # 中國 #	Registered capital 註冊資本	HK\$7,100,000 7,100,000港元	100	Leasing of property, plant and equipment 物業、機器及設備 之租賃
Qingxin Yong Long Gas and Chemical Company Limited 清新縣永龍燃化有限公司	PRC * 中國 *	Registered capital 註冊資本	RMB4,280,000 人民幣4,280,000元	80	Sale and distribution of LPG 銷售及分銷液化氣
Well Jade Limited 好井有限公司	British Virgin Islands 英屬處女島	Ordinary 普通股	US\$10,000 10,000美元	70	Investment holding 投資控股
桂林新海能源發展有限公司	PRC # 中國 #	Registered capital 註冊資本	HK\$6,000,000 6,000,000港元	100	Sale and distribution of LPG 銷售及分銷液化氣
桂林荔浦新海燃氣有限公司	PRC # 中國 #	Registered capital 註冊資本	HK\$1,400,000 1,400,000港元	100	Sale and distribution of LPG 銷售及分銷液化氣
桂林新海燃氣有限公司 (「桂林新海」)(Note b)(附註b)	PRC # 中國 #	Registered capital 註冊資本	RMB600,000 600,000人民幣	100	Sale and distribution of LPG 銷售及分銷液化氣
梧州綠環科技有限公司	PRC # 中國 #	Registered capital 註冊資本	HK\$5,600,000 5,600,000港元	100	Sale and distribution of LPG 銷售及分銷液化氣

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21. INVESTMENTS IN SUBSIDIARIES (Continued)

21. 於附屬公司投資(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration/ operation 成立/註冊/ 營業地	Class of share held 所持股份 類別	Issued and fully paid up share capital/ registered capital 已發行及繳足 股本/註冊資本	Proportion of nominal value of issued/registered capital held by the Company 本公司所持 已發行股本/ 註冊資本面值比例	Principal activities 主要業務
梧州市新海燃氣有限公司 (「梧州新海」)(Note c)(附註c)	PRC # 中國#	Registered capital 註冊資本	RMB500,000 500,000人民幣	100	Sale and distribution of LPG 銷售及分銷液化氣
蒼梧縣新海燃氣有限公司 (「蒼梧新海」)(Note d)(附註d)	PRC # 中國#	Registered capital 註冊資本	RMB500,000 500,000人民幣	100	Sale and distribution of LPG 銷售及分銷液化氣
新海能源(珠海)有限公司 (Formerly known as Zhuhai Iwatani LPG Co. Ltd.) (「新海(珠海)」) (前稱珠海岩谷液化石油氣 有限公司)(「新海(珠海)」)	PRC # 中國#	Registered capital 註冊資本	USD21,690,000 21,690,000美元	100	Sale and distribution of LPG 銷售及分銷液化氣

* Sino-foreign equity joint ventures

* 中外合資企業

Wholly-owned foreign enterprises

全資外資企業

Notes:

附註:

(a) BFY is indirectly held by the Company through the declarations of trust executed by Cen Ziniu and Li Canyuan who held the interest of 90% and 10% respectively.

(a) 百富洋透過由岑子牛及李燦元訂立的信託聲明書由本公司間接持有。岑子牛及李燦元分別持有百富洋90%及10%權益。

(b) During the year ended December 31, 2005, the Group acquired additional registered capital of 30% from the minority shareholders of 桂林新海 for a total consideration of HK\$9,115,000, the goodwill arose from this acquisition is approximately HK\$6,172,000.

(b) 於2005年12月31日止年度內，本集團以總作價9,115,000港元收購了桂林新海少數股東30%的額外註冊資本。此收購產生之商譽約6,172,000港元。

(c) 梧州新海 is indirectly held by the Company through the declarations of trust executed by Li Canyuan and 劉小萍 who held the interest of 20% and 20% respectively.

(c) 梧州新海透過由李燦元及劉小萍訂立的信託聲明書由本公司間接持有。李燦元及劉小萍均持有梧州新海20%權益。

(d) 蒼梧新海 is indirectly held by the Company through the declarations of trust executed by Cen Ziniu and 劉小萍 who held the interest of 20% and 20% respectively.

(d) 蒼梧新海透過由岑子牛及劉小萍訂立的信託聲明書由本公司間接持有。岑子牛及劉小萍均持有蒼梧新海20%權益。

The above principal subsidiaries are owned indirectly by the Company with the exception of Sound Hong Kong Limited which is owned directly by the Company.

除本公司直接擁有之新海香港有限公司外，上述各主要附屬公司均由本公司間接擁有。

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21. INVESTMENTS IN SUBSIDIARIES (Continued)

None of the subsidiaries had any debt securities outstanding at the end of the year or at any time during the year.

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results or assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

22. INTEREST IN A JOINTLY CONTROLLED ENTITY**21. 於附屬公司投資(續)**

各附屬公司於年終或年內任何時間概無任何未償還債務證券。

上表載列董事會認為主要影響本集團業績或資產之本公司附屬公司。董事會認為列出其他附屬公司之資料會過於冗長。

22. 所佔一共同控制實體之權益

		The Group 本集團	
		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Cost of unlisted investment in a jointly controlled entity	非上市投資於一間共同控制實體	13,073	13,073
Share of post-acquisition loss	所佔購入後虧損	(723)	(321)
		12,350	12,752

As at December 31, 2005, the Group had interest in the following jointly controlled entity:

於2005年12月31日，本集團擁有下列共同控制實體之權益：

Name of entity 公司名稱	Form of business structure 業務架構類別	Country of incorporation 註冊地	Principal place of operation 主要營業地	Fully paid up registered capital 已繳足註冊資本	Proportion of nominal value of registered capital held by the Group 本集團所持註冊資本面值比例	Nature of business 業務性質
廣州市橋新燃氣有限公司	Incorporated 註冊公司	PRC 中國	PRC 中國	RMB2,250,000 2,250,000人民幣	49%	Sale and distribution of LPG 銷售及分銷液化氣

The Group's entitlement to share in the profits of its jointly controlled entity is in proportion to its ownership interest.

本集團在其共同控制實體上所得之利潤分配權乃按其所佔該企業之股權比例計算。

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22. INTEREST IN A JOINTLY CONTROLLED ENTITY
(Continued)

Included in the cost of unlisted investment in a jointly controlled entity is goodwill of HK\$6,139,000 (2004: HK\$6,139,000) arising on acquisition of a jointly controlled entity in prior years. The movement of goodwill is set out below.

22. 所佔一共同控制實體之權益(續)

非上市投資於一間共同控制實體已包括過往年度收購一共同控制實體時所產生的6,139,000港元之商譽。商譽之變動情況已列出如下。

		HK\$'000 千港元
COST	成本	
At January 1, 2004	於2004年1月1日	—
Arising on acquisition of a jointly controlled entity	收購一共同控制實體時產生	6,462
At December 31, 2004	於2004年12月31日	6,462
Elimination of accumulated amortisation upon the application of HKFRS 3	應用香港財務報告準則第3號時抵銷累計攤銷	(323)
At December 31, 2005	於2005年12月31日	6,139
AMORTISATION	攤銷	
At January 1, 2004	於2004年1月1日	—
Charge for the year	年內支出	323
At December 31, 2004	於2004年12月31日	323
Elimination of accumulated amortisation upon the application of HKFRS 3	應用香港財務報告準則第3號時抵銷累計攤銷	(323)
At 31 December 2005	於2005年12月31日	—
CARRYING VALUES	賬面值	
At December 31, 2004 and 2005	於2004及2005年12月31日	6,139

Until December 31, 2004, goodwill had been amortised over 20 years.

截至2004年12月31日，商譽已按20年攤銷。

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22. INTEREST IN A JOINTLY CONTROLLED ENTITY
(Continued)

During the year ended December 31, 2005, management of the Group determines that there is no impairment of any on the interest in a jointly controlled entity.

The basis of the recoverable amounts of the jointly controlled entity and their major underlying assumptions are summarised below:

The recoverable amount of the jointly controlled entity has been determined based on a value in use calculation. That calculation uses cash flow projections based on financial budgets approved by management covering a 5-year period, and discount rate of 8%. The cash flows beyond 5-year period are extrapolated using a steady 10% growth rate. Another key assumption for the value in use calculations is the budgeted gross margin, which is determined based on the unit's past performance and management's expectations for the market development. Management believes that any reasonably possible change in any of these assumptions would not cause the aggregate carrying amount of the interest in a jointly controlled entity to exceed the aggregate recoverable amount of the interest in a jointly controlled entity.

23. OTHER ASSETS

At December 31, 2005, the balance included a deposit of HK\$4,359,000 paid for the acquisition of the entire equity interest in Shenzhen Baorun Liquefied Petroleum Gas Co., Ltd. ("Shenzhen Baorun"), a company established with limited liability under the laws of PRC. On December 31, 2005, the Company through one of its wholly-owned subsidiaries 新海(珠海) entered into two separate conditional sale and purchase agreements ("Sale and Purchase Agreements") with Shenzhen Zhong Ke Cai Development Co. Ltd. and Shenzhen Ji Ye Long Industrial Co. Ltd., who are independent third parties to the Group, for the acquisition of entire equity interest in Shenzhen Baorun at a cash consideration of RMB35,600,000 (approximately HK\$34,231,000). This proposed acquisition as contemplated under the Sale and Purchase Agreements constituted a disclosable transaction for the Company under Chapter 14 of the Listing Rules. The acquisition was completed on March 31, 2006, thus the financial statements of Shenzhen Baorun were not consolidated into the Group's financial statements for the year ended December 31, 2005.

22. 所佔一共同控制實體之權益(續)

截至2005年12月31日，本集團管理層認為投資一共同控制實體概無出現減值。

共同控制實體之收回金額及其主要有關假設總結如下：

共同控制實體之可收回金額乃按使用價值計算基準釐定。所有使用價值計算法均採用根據管理層批准之5年財務預算進行之現金流量預測，折讓率為8%。超過5年期間之現金流量乃使用穩定增長率10%推算。在使用價值計算方法之其他主要假設為預期毛利率釐定，而毛利率預算則根據市場發展之過往表現及管理層預期釐定。管理層認為此等假設之任何合理可能性變更將不會引致共同控制實體總賬面值超過共同控制實體可收回總金額。

23. 其他資產

於2005年12月31日，有關結餘已包括本公司就收購一間根據中國法例註冊成立為有限責任公司，深圳市寶潤燃氣有限公司(「深圳寶潤」)之全部股權已付之4,359,000港元訂金。2005年12月31日，本公司透過其全資附屬公司新海珠海，分別與本集團以外的兩位獨立第三者深圳市中科財實業發展有限公司及深圳市基業隆實業有限公司訂立兩份有條件買賣協議(「買賣協議」)，以現金代價35,600,000人民幣(約34,231,000港元)收購深圳寶潤之全部權益。根據上市規則第14章規定，收購協議下擬進行此項收購建議，構成本公司一項須予披露交易。該項收購於2006年3月31日完成，故深圳寶潤之財務報表並未納入本集團截至2005年12月31日止年度之財務報表內。

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23. OTHER ASSETS (Continued)

Pursuant to an agreement and a supplemental agreement ("Supplemental Agreement") entered between 新海(珠海) and an independent contractor ("Contractor") on October 1, 2005, 新海(珠海) paid a deposit of HK\$14,395,000 to the contractor for the construction of gas plant and facilities plan in Zhuhai. The construction of the gas plant and facilities had not yet commenced as at December 31, 2005 and the deposit paid was included in the other assets.

At December 31, 2004, the balance represents the deposit paid for the acquisition of the 80% equity interest in Qingxin Yong Long Gas and Chemical Company Limited ("Yong Long"), a company established with limited liability under the laws of PRC. On January 7, 2005, the Company through one of its wholly-owned subsidiaries BFY entered into a sale and purchase agreement ("Purchase Agreement") with Madam Xie Lijun, who is a third party independent of the Group, for the acquisition of 80% equity interest in Yong Long at a cash consideration of RMB33,600,000 (approximately HK\$31,700,000). This proposed acquisition as contemplated under the Purchase Agreement constituted a disclosable transaction for the Company under Chapter 14 of the Listing Rules. The acquisition was completed on January 10, 2005, thus the financial statements of Yong Long were not consolidated into the Group's financial statements for the year ended December 31, 2004.

24. INVENTORIES

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
LPG	液化氣	10,466	2,299
Electronic products	電子產品	29,731	283
		40,197	2,582

The cost of inventories charged to the consolidated income statement for the year amounted to HK\$1,530,257,000 (2004: HK\$936,329,000).

23. 其他資產(續)

根據2005年10月1日由新海珠海及一獨立承判商(「承判商」)簽訂之協議及補充協議(「補充協議」),新海珠海已就珠海氣庫及設施建造工程計劃支付承判商14,395,000港元按金。於2005年12月31日,該氣庫及設施仍未動工,而按金已包括在其他資產中。

於2004年12月31日,有關結餘乃指本公司就收購一間根據中國法例註冊成立為有限責任之公司,清新縣永龍燃化有限公司(「永龍」)之80%股權已付之訂金。於2005年1月7日,本公司透過其全資附屬公司百富洋與本集團以外的一獨立第三者謝麗君小姐訂立一份買賣協議(「買賣協議」),以現金代價33,600,000人民幣(約31,700,000港元)收購永龍之80%權益。根據上市規則第14章規定,收購協議下擬進行此項收購建議,構成本公司一項須予披露交易。該項收購於2005年1月10日完成,故永龍之財務報表並未納入本集團截至2004年12月31日止年度之財務報表內。

24. 存貨

年內計入綜合收益表之存貨成本為1,530,257,000港元(2004: 936,329,000港元)。

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25. TRADE DEBTORS, OTHER DEBTORS, DEPOSITS AND PREPAYMENTS

The credit terms of the Group range from 0 to 180 days. The aged analysis of trade debtors is as follows:

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
0 to 30 days	0至30天	21,624	65,385
31 to 60 days	31至60天	16,230	9,977
61 to 90 days	61至90天	2,003	321
91 to 120 days	91至120天	3,716	—
More than 120 days	超過120天	6,767	1,907
		50,340	77,590

Included in the Group's trade debtors, there are HK\$6,542,000 and HK\$9,629,000 denominated in Renminbi and United States dollars, respectively.

Pursuant to the Supplemental Agreement, 新海(珠海) has paid an advance of HK\$53,068,000 to the Contractor and the amount is included in other debtors as at December 31, 2005. The amount is unsecured, interest-free and repayable within the next twelve months.

The fair value of the Group's trade debtors and other debtors at December 31, 2005 is approximate to the corresponding carrying amount.

26. AMOUNTS DUE FROM A JOINTLY CONTROLLED ENTITY/MINORITY SHAREHOLDERS OF SUBSIDIARIES/A FORMER SHAREHOLDER OF A SUBSIDIARY

The amounts are unsecured, interest free and repayable on demand.

The fair value of the amounts at December 31, 2005 is approximate to the corresponding carrying amount.

25. 應收貿易賬款、其他應收賬款、按金及預付款項

本集團之信貸期介乎0至180天。應收貿易賬款按賬齡分析如下：

本集團之應收貿易款項其中等同6,542,000港元及9,629,000港元分別以人民幣及美元定價。

根據補充協議，新海珠海已預付53,068,000港元予承判商，該金額已於2005年12月31日計入其他應收款項中。有關款項並無抵押、免息及於未來12個月內清還。

於2005年12月31日，本集團之應收貿易款項及其他應收款項之公平值約與賬面值相對。

26. 應收一共同控制實體／附屬公司少數股東／一附屬公司前股東之款項

有關款項並無抵押、免息及於要求時清還。

於2005年12月31日，有關款項之公平值約與賬面值相對。

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27. PLEDGED BANK DEPOSITS, BANK BALANCES AND CASH

The amounts represent deposits pledged to banks to secure banking facilities granted to the Group. The deposits have been pledged to secure short-term bank loans, and are therefore classified as current assets. The pledged bank deposits of HK\$1,011,000 (2004: HK\$3,004,000) carry fixed interest rate of 2.27% (2004: 0.45%) and will be released upon the settlement of relevant bank borrowings. The remaining pledged bank deposits carry floating interest rate of 0.72% and will be released upon the settlement of relevant bank borrowings.

At the balance sheet date, the bank balances and cash of approximately HK\$248,598,000 (2004: HK\$15,071,000) were denominated in Renminbi which is not freely convertible into other currencies. The bank balances carried interest at prevailing market interest rates.

The fair value of bank deposits and bank balances at December 31, 2005 is approximate to the corresponding carrying amount.

28. TRADE CREDITORS AND BILLS PAYABLE, AND OTHER CREDITORS AND ACCRUED CHARGES

The aged analysis of trade creditors is as follows:

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
0 to 30 days	0至30天	18,340	7,331
31 to 60 days	31至60天	3,154	42
61 to 90 days	61至90天	35	—
91 to 120 days	91至120天	—	14
More than 120 days	超過120天	394	1,756
		21,923	9,143
Bills payable	應付票據	41,323	14,826
		63,246	23,969

27. 已抵押銀行存款、銀行結餘及現金

有關款項乃指本集團為取得銀行信貸而抵押予銀行之銀行存款。因已抵押之銀行存款乃為取得短期銀行貸款，故以流動資產入賬。1,011,000港元(2004: 3,004,000港元)之已抵押銀行存款其固定利率為2.27%(2004: 0.45%)，並將於支付有關銀行借款時解除。餘下之已抵押銀行存款其浮動利率為0.72%，並將於支付有關銀行借款時解除。

於結算日，銀行結餘及現金其中等同約248,598,000港元(2004: 15,071,000港元)以人民幣定價並不可自由轉換至其他幣值。銀行結餘附有市場盛行利息。

於2005年12月31日，銀行存款及銀行結餘之公平值約與賬面值相對。

28. 應付貿易賬款、應付票據及其他應付賬款及應計費用

應付貿易賬款按賬齡分析如下：

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28. TRADE CREDITORS AND BILLS PAYABLE, AND OTHER CREDITORS AND ACCRUED CHARGES
(Continued)

The bills payable are matured within the range of 30 days to 90 days.

Included in the Group's trade creditors and bills payable, there are HK\$11,995,000 denominated in United States dollars.

The fair value of trade creditors and bills payable, and other creditors and accrued charges at December 31, 2005 is approximate to the corresponding carrying amount.

29. BORROWINGS, PARTLY SECURED

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Bank trust receipt loans	銀行信託收據借款	327,415	89,810
Other bank loans	其他銀行借款	6,992	1,443
Amount due within one year shown under current liabilities	流動負債下所示須於一年內償還之款項	334,407	91,253
Analysed as:	分析為：		
Secured	有抵押	250,247	65,714
Unsecured	無抵押	84,160	25,539
		334,407	91,253

Bank loans include approximately HK\$192,000 (2004: HK\$1,443,000) fixed-rate borrowings which carry interest at 7.02% per annum. The remaining bank loans are variable-rate borrowings which carry interest ranging from 3.83% to 7.25% (2004: 2.46% to 5.80% per annum).

28. 應付貿易賬款、應付票據及其他應付賬款及應計費用(續)

應付票據之到期日介乎30-90日。

本集團之應付貿易款項及應付票據其中等同11,995,000港元以美元定價。

於2005年12月31日，應付貿易款項及應付票據，其他應收款項及應計費用之公平值約與賬面值相對。

29. 借款 — 部份有抵押

銀行借款中約192,000港元(2004: 1,443,000港元)定息借款，其利息為每年7.02%。餘下之銀行借款為可變動利息借款，其利息介乎3.83%至7.25%(2004: 每年2.46%至5.80%)。

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29. BORROWINGS, PARTLY SECURED (Continued)

The Group's borrowings that are denominated in currencies other than the functional currencies of the relevant group entities are set out below:

		USD'000 千美元
As at December 31, 2005	於2005年12月31日	24,603
As at December 31, 2004	於2004年12月31日	1,017

During the year, the Group obtained new loans in the amount of HK\$349,915,000. The loans drawn during the year bear interest at market rates and will be repayable within one year.

The directors consider that the carrying amount of bank borrowings approximates to their fair value.

As at the balance sheet date, the Group has undrawn borrowing facilities with fixed rate and floating rate expiring within one year amounting to approximately HK\$1,440,000 (2004: HK\$160,000) and HK\$179,004,000 (2004: HK\$24,599,000), respectively.

29. 借款 — 部份有抵押 (續)

本集團以相關集團實體之非功能貨幣定價之借款如下：

年內，本集團獲得349,915,000港元新借款。該借款於年內已提取，其支付之利息與市場利率相等並將於一年內清還。

董事相信銀行借款之賬面值與其公平值相若。

於結算日，本集團並無提取附有固定利息及浮動利息並於一年內期滿之借款信貸，分別約1,440,000港元(2004：160,000港元)及179,004,000港元(2004：24,599,000港元)。

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30. SHARE CAPITAL

30. 股本

	Number of shares 股份數目		Amount 總值	
	2005 二零零五年	2004 二零零四年	2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Ordinary shares of HK\$0.10 each (2004: HK\$0.10 each) (note d)				
每 股 面 值 為 0.10 港 元 之 普 通 股 (2004 : 每 股 0.10 港 元) (附 註 d)				
Authorised share capital: At the beginning of the year	20,000,000,000	200,000,000,000	2,000,000	2,000,000
法定股本 : 年初				
Share consolidation (note d)	—	(180,000,000,000)	—	—
股份合併 (附 註 d)				
At the end of the year	20,000,000,000	20,000,000,000	2,000,000	2,000,000
年終				
Issued and fully paid share capital: At the beginning of the year	481,676,687	3,665,216,873	48,168	36,652
已 發 行 及 繳 足 股 本 : 年初				
Issue of subscription shares (note a)	—	82,800,000	—	828
發 行 認 購 股 份 (附 註 a)				
Issue of shares as consideration for acquisition of a subsidiary (note b)	—	468,750,000	—	4,688
發 行 股 份 以 作 收 購 一 附 屬 公 司 之 代 價 (附 註 b)				
Placing of new shares (note c)	—	600,000,000	—	6,000
配 售 新 股 (附 註 c)				
Share consolidation (note d)	—	(4,335,090,186)	—	—
股 份 合 併 (附 註 d)				
At the end of the year	481,676,687	481,676,687	48,168	48,168
年終				

All shares issued by the Company during the year rank pari passu with the existing shares in all respects.

本公司年內發行之股份在各方面均與現在股份享有同等權益。

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30. SHARE CAPITAL (Continued)

Notes:

- (a) On December 15, 2003, the Company has entered into a subscription agreement with Uniocean Investments Limited ("Uniocean"), the substantial shareholder of the Company, pursuant to which Uniocean has conditionally agreed to subscribe and the Company has conditionally agreed to issue and allot of 82,800,000 new shares of the Company at a subscription price of HK\$0.128 per share ("Subscription Agreement"). The subscription Agreement was completed on March 5, 2004.
- (b) On March 5, 2004, the Company issued 468,750,000 new ordinary shares of HK\$0.01 each as part of the consideration for acquisition of the entire registered capital of 新海(珠海). The total market value of the shares issued by the Company on the date of acquisition was HK\$71,720,000. Details of this transaction were set out in the Company's circular dated February 13, 2004.
- (c) On March 9, 2004, Uniocean and the Company entered into a placing agreement with a placing agent, pursuant to which the placing agent would on a best effort basis procure purchasers to acquire, and Uniocean would sell 600,000,000 existing shares at a price of HK\$0.145 per share. Pursuant to a subscription agreement entered into by Uniocean and the Company on March 9, 2004, Uniocean has conditionally agreed to subscribe and the Company has conditionally agreed to issue and allot of 600,000,000 new shares of the Company at a subscription price of HK\$0.145 per share. The placement and subscription were completed on March 23, 2004.
- (d) Pursuant to the special resolution passed on November 8, 2004, the Company consolidated every 10 issued and unissued shares of HK\$0.01 each into one share of HK\$0.10 each. The share consolidation took effect on November 9, 2004.

30. 股本(續)

附註:

- (a) 2003年12月15日,本公司與控股股東海聯控股有限公司(「海聯」)訂立一份認購協議,據此,海聯有條件同意認購而本公司則有條件同意發行及配發82,800,000股本公司新股,認購價為每股0.128港元(「認購協議」)。該認購協議已於2004年3月5日完成。
- (b) 2004年3月5日,本公司以每股面值0.01港元發行468,750,000新普通股以作收購新海(珠海)全部註冊資本部份代價。本公司於收購當日所發行股份之總市值為71,720,000港元。有關此項交易詳情已刊載於2004年2月13日的通函中。
- (c) 2004年3月9日,海聯及本公司與一配售代理訂立一份配售協議,據此,該配售代理將會盡最大努力促使海聯出售600,000,000股每股面值0.145港元之現有股份。根據海聯與本公司於2004年3月9日訂立一份認購協議,海聯有條件同意認購而本公司則有條件同意發行及配售600,000,000股本公司新股,每股認購價為0.145港元。該配售及認購協議已於2004年3月23日完成。
- (d) 根據2004年11月8日通過之特別決議案,本公司將已發行及未發行之每十股面值0.01港元股份合併為每一股面值0.10港元之股份。股份合併已於2004年11月9日開始生效。

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綜合財務報表附註(續)

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31. SHARE-BASED PAYMENT TRANSACTIONS

Equity-settled share option scheme

(i) *Old Share Option Scheme**Old Employee Share Option Scheme*

The old employee share option scheme (the "Old Option Scheme"), was adopted by the Company on April 9, 1999 for the primary purpose of providing incentives to directors and eligible employees, and will expire on April 8, 2009. Under the Old Option Scheme, the Board of Directors of the Company may at their discretion grant options to directors or employees of the Company and its subsidiaries to subscribe for shares in the Company in accordance with the terms of the Old Option Scheme. The subscription price (subject to adjustments as provided therein) is the higher of the nominal value of the shares and an amount which is not less than 80 percent of the average of the closing price per share on the Stock Exchange for the five trading days immediately preceding the date the option is granted. The maximum number of option shares in respect of which options may be granted under the Old Option Scheme shall not exceed 10 percent of the share capital of the Company in issue from time to time. At December 31, 2005, the numbers of shares in respect of which options had been granted and remained outstanding under the Old Option Scheme was 14,000,000 (2004: 26,155,000), representing 2.9% (2004: 5.4%) of the shares of the Company in issue at that date.

The maximum number of shares in respect of which options might be granted to a participant, when aggregated with shares issued and issuable (including exercised and outstanding options and the options cancelled) under any option granted to the same participant under the Old Option Scheme within any 12 month period, must not exceed 1% of the shares in issue from time to time.

There was no requirement for a grantee to hold the option for a certain period before exercising the option save as determined by the board of directors of the Company and provided in the offer of grant of option.

31. 基於股權之付款交易

以權益支付之購股權計劃

(i) *原有購股權計劃**原有僱員購股權計劃*

本公司原有僱員購股權計劃(「原有計劃」)於1999年4月9日採納，主要目的為向董事及合資格員工提供激勵。該計劃將於2009年4月8日期滿，根據原有計劃，本公司董事會可酌情決定向本公司及各附屬公司之董事或僱員授出可根據原有計劃條款認購本公司股份之購股權。認購價(或會作出按原有計劃規定之調整)為股份面值或不低於授出該購股權當日前5個交易日股份在聯交所之每股平均收市價80%(以較高者為準)。根據原有計劃所授出購股權可認購之股份總數不得超過本公司不時已發行股本10%。於2005年12月31日，根據原有計劃，有關已發授但仍未行使之購股權之股份數目為14,000,000(2004: 26,155,000)，為本公司於該日期已發行股份之2.9%(2004: 5.4%)。

當與根據原有計劃授予參與者之任何購股權項下之已發行及可予發行之股份數目(包括已行使及已註銷之購股權)彙集計算時，於任何十二個月內每名參與者獲授之購股權所涉及之最高股份數目不得超過不時已發行之1%。

除本公司董事會決定及於授出購股權時規定外，原有計劃並無規定承授人須於行使購股權前已持有購股權一段期間。

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31. SHARE-BASED PAYMENT TRANSACTIONS
(Continued)

Equity-settled share option scheme (Continued)

(i) *Old Share Option Scheme (Continued)**Old Employee Share Option Scheme (Continued)*

The exercise period should be any period fixed by the board of directors of the Company upon grant of the option but in any event the option period should not go beyond 10 years from the date of offer for grant.

The acceptance of an option, if accepted, must be made within 28 days from the date of grant with a non-refundable payment of HK\$1.00 from the grantee to the Company.

31. 基於股權之付款交易 (續)

以權益支付之購股權計劃 (續)

(i) *原有購股權計劃 (續)**原有僱員購股權計劃 (續)*

購股權期間須為本公司董事會於授出購股權時指定之任何期間，惟於任何情況下，購股權期間不得超過由授出要約日期起計十年時間。

承授人倘接納購股權，必須於授出日期起計二十八日內向本公司繳交1.00港元，此款項將不獲退還。

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31. SHARE-BASED PAYMENT TRANSACTIONS
(Continued)

Equity-settled share option scheme (Continued)

(i) Old Share Option Scheme (Continued)

The following tables disclose details of the Company's share options held by employees (including directors) and movements in such holdings during the year:

Option type 購股權類別	Date of grant 發授日期	Vesting period 歸屬期	Exercisable period 行使期	Exercise price 行使價 HK\$ 港元	Number of share options 購股權數目			Outstanding at 12.31.2005 於12.31.2005 尚未行使 之數目
					Outstanding at 1.1.2005 於1.1.2005 尚未行使 之數目	Lapsed upon resignation 離職時 失效	Expired during the year 於年內 過期	
2000A	3.3.2000	3.4.2000 to 9.3.2000	9.4.2000 to 9.2.2005	1.80	8,055,000	—	(8,055,000)	—
2001	6.20.2001	6.21.2001 to 12.20.2001	12.21.2001 to 12.20.2006	1.00	8,500,000	(4,000,000)	—	4,500,000
2002A	3.14.2002	3.15.2002 to 9.14.2002	9.15.2002 to 9.14.2007	1.30	6,500,000	(100,000)	—	6,400,000
2002B	6.26.2002	6.27.2002 to 11.25.2002	12.26.2002 to 12.25.2007	1.12	3,100,000	—	—	3,100,000
					26,155,000	(4,100,000)	(8,055,000)	14,000,000

Option type 購股權類別	Date of grant 發授日期	Vesting period 歸屬期	Exercisable period 行使期	Exercise price 行使價 HK\$ 港元	Number of share options 購股權數目			Outstanding at 12.31.2004 於12.31.2004 尚未行使 之數目
					Outstanding at 1.1.2004 於1.1.2004 尚未行使 之數目	Adjusted on 11.9.2004 於11.9.2004 調整	Lapsed upon resignation 離職時 失效	
2000A	3.3.2000	3.4.2000 to 9.3.2000	9.4.2000 to 9.2.2005	1.80	80,550,000	(72,495,000)	—	8,055,000
2001	6.20.2001	6.21.2001 to 12.20.2001	12.21.2001 to 12.20.2006	1.00	85,000,000	(76,500,000)	—	8,500,000
2002A	3.14.2002	3.15.2002 to 9.14.2002	9.15.2002 to 9.14.2007	1.30	65,500,000	(58,500,000)	(500,000)	6,500,000
2002B	6.26.2002	6.27.2002 to 12.25.2002	12.26.2002 to 12.25.2007	1.12	31,000,000	(27,900,000)	—	3,100,000
					262,050,000	(235,395,000)	(500,000)	26,155,000

31. 基於股權之付款交易 (續)

以權益支付之購股權計劃 (續)

(i) 原有購股權計劃 (續)

下表披露由僱員(包括董事)持有本公司購股權之詳情及年內該等持有情況之變動:

Option type 購股權類別	Date of grant 發授日期	Vesting period 歸屬期	Exercisable period 行使期	Exercise price 行使價 HK\$ 港元	Number of share options 購股權數目			Outstanding at 12.31.2005 於12.31.2005 尚未行使 之數目
					Outstanding at 1.1.2005 於1.1.2005 尚未行使 之數目	Lapsed upon resignation 離職時 失效	Expired during the year 於年內 過期	
2000A	3.3.2000	3.4.2000 to 9.3.2000	9.4.2000 to 9.2.2005	1.80	8,055,000	—	(8,055,000)	—
2001	6.20.2001	6.21.2001 to 12.20.2001	12.21.2001 to 12.20.2006	1.00	8,500,000	(4,000,000)	—	4,500,000
2002A	3.14.2002	3.15.2002 to 9.14.2002	9.15.2002 to 9.14.2007	1.30	6,500,000	(100,000)	—	6,400,000
2002B	6.26.2002	6.27.2002 to 11.25.2002	12.26.2002 to 12.25.2007	1.12	3,100,000	—	—	3,100,000
					26,155,000	(4,100,000)	(8,055,000)	14,000,000

Option type 購股權類別	Date of grant 發授日期	Vesting period 歸屬期	Exercisable period 行使期	Exercise price 行使價 HK\$ 港元	Number of share options 購股權數目			Outstanding at 12.31.2004 於12.31.2004 尚未行使 之數目
					Outstanding at 1.1.2004 於1.1.2004 尚未行使 之數目	Adjusted on 11.9.2004 於11.9.2004 調整	Lapsed upon resignation 離職時 失效	
2000A	3.3.2000	3.4.2000 to 9.3.2000	9.4.2000 to 9.2.2005	1.80	80,550,000	(72,495,000)	—	8,055,000
2001	6.20.2001	6.21.2001 to 12.20.2001	12.21.2001 to 12.20.2006	1.00	85,000,000	(76,500,000)	—	8,500,000
2002A	3.14.2002	3.15.2002 to 9.14.2002	9.15.2002 to 9.14.2007	1.30	65,500,000	(58,500,000)	(500,000)	6,500,000
2002B	6.26.2002	6.27.2002 to 12.25.2002	12.26.2002 to 12.25.2007	1.12	31,000,000	(27,900,000)	—	3,100,000
					262,050,000	(235,395,000)	(500,000)	26,155,000

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31. SHARE-BASED PAYMENT TRANSACTIONS
(Continued)

Equity-settled share option scheme (Continued)

(i) Old Share Option Scheme (Continued)

Details of the share options held by the directors and other key management included in the above table are as follows:

		Outstanding at beginning of the year 於年初尚未 行使之數目	Adjusted on 11.9.2004 於11.9.2004 調整	Lapsed during the year 於年內失效	Expired during the year 於年內過期	Outstanding at ending of the year 於年終尚未 行使之數目
1.1.2005 to 12.31.2005	1.1.2005至12.31.2005	22,500,000	—	(12,000,000)	—	10,500,000
1.1.2004 to 12.31.2004	1.1.2004至12.31.2004	225,000,000	(202,500,000)	—	—	22,500,000

The exercise price and number of options which remained outstanding on November 9, 2004 have been adjusted due to share consolidation for 10 shares into 1 share with effect from the close of business on November 9, 2004.

(ii) New Share Option Scheme

Pursuant to an ordinary resolution passed at the Special General Meeting of the Company held on June 18, 2003, the Company adopted a new option scheme ("New Option Scheme") to replace the Old Option Scheme. All the options granted under the Old Option Scheme shall remain valid and unchanged and shall be treated in accordance with the terms under the Old Option Scheme.

31. 基於股權之付款交易 (續)

以權益支付之購股權計劃 (續)

(i) 原有購股權計劃 (續)

上表已包括下列由董事及其他主要管理層持有購股權之詳情如下：

行使價及於2004年11月9日尚未行使購股權數目已因應於2004年11月9日收市後生效之股份十合一合併而作出調整。

(ii) 新購股權計劃

根據本公司於2003年6月18日舉行股東特別大會通過之普通決議案，本公司採納新購股權計劃（「新購股權計劃」），以取代原有購股權計劃。根據原有購股權計劃授出之所有購股權仍屬有效及保持不變，且須根據原有購股權計劃條款處置。

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31. SHARE-BASED PAYMENT TRANSACTIONS
(Continued)

Equity-settled share option scheme (Continued)

(ii) *New Share Option Scheme (Continued)*

The purpose of the New Option Scheme is to provide incentives or rewards to participants including directors, employees, suppliers and customers etc. Under the New Option Scheme, the Board of Directors of the Company, may at their discretion grant options to participants to subscribe for shares in the Company in accordance with the terms of the New Option Scheme. The subscription price shall be a price determined by the directors, but shall not be less than the highest of (i) the closing price of shares as stated in the Stock Exchange's daily quotation sheet on the date of offer for grant of options, which must be a trading day; (ii) the average closing price of shares as stated in the Stock Exchange's daily quotation sheet for the five trading days immediately preceding the date of the offer for grant of options; and (iii) the nominal value of a share. The total number of shares which may be issued upon exercise of all options to be granted under the New Option Scheme and any other share option scheme of the Group must not in aggregate exceed 10% of the shares in issue. Based on the 481,676,687 shares (2004: 481,676,687 shares) in issue as at December 31, 2005 and taking into account 14,000,000 options (2004: 26,155,000 options) outstanding under the Old Option Scheme, the total number of shares which may be issued upon exercise of all options to be granted under the New Option Scheme and any other schemes must not in aggregate exceed 34,167,669 shares (2004: 22,012,669 shares). There were no options granted under the New Option Scheme for both years.

The maximum number of shares in respect of which options might be granted to a participant, when aggregated with shares issued and issuable (including exercised and outstanding options and the options cancelled) under any option granted to the same participant under the New Option Scheme within any 12 month period, must not exceed 1% of the shares in issue from time to time.

31. 基於股權之付款交易 (續)

以權益支付之購股權計劃 (續)

(ii) *新購股權計劃 (續)*

新購股權計劃主要目的為向董事、僱員、供應商及客戶等參與者提供激勵或回報。根據新購股權計劃，本公司董事會可酌情決定向參與者授出可根據新購股權計劃條款認購本公司股份之購股權。認購價須由董事釐定，惟不得低於(i)提出授予購股權之日(必須為交易日)，股份在聯交所每日報價表所報之每股收市價(ii)緊接提出授予購股權之日前5個交易日，股份在聯交所每日報價表所報之平均收市價及(iii)股份面值。全數行使新購股權計劃或本集團任何其他購股權計劃所授出購股權而將予發行之股份總數，不得超過本公司已發行股份之10%。按2005年12月31日之已發行股份為481,676,687股(2004: 481,676,687股)計算，並計入根據原有購股權計劃下尚未行使之14,000,000(2004: 26,155,000)份購股權，本公司新購股權計劃及任何其他購股權計劃授出之全部購股權獲行使時，本公司可予發行之股份總數合共不得超過34,167,669(2004: 22,012,669)股。這兩年內並沒有發授任何新購股權計劃。

當與根據新購股權計劃授予參與者之任何購股權項下之已發行及可予發行之股份數目(包括已行使及已註銷之購股權)彙集計算時，於任何十二個月內每名參與者獲授之購股權所涉及之最高股份數目不得超過不時已發行之1%。

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31. SHARE-BASED PAYMENT TRANSACTIONS
(Continued)

Equity-settled share option scheme (Continued)

(ii) *New Share Option Scheme (Continued)*

There was no requirement for a grantee to hold the option for a certain period before exercising the option save as determined by the board of directors of the Company and provided in the offer of grant of option.

The exercise period should be any period fixed by the board of directors of the Company upon grant of the option but in any event the option period should not go beyond 10 years from the date of offer for grant.

The acceptance of an option, if accepted, must be made within 28 days from the date of grant with a non-refundable payment of HK\$1.00 from the grantee to the Company.

32. DEFERRED TAXATION

The following are the major deferred liabilities (assets) recognised by the Group and movements thereon during the year and prior reporting period:

		Accelerated tax depreciation	Tax losses	Total 合共
		<i>HK\$'000</i> 千港元	<i>HK\$'000</i> 千港元	<i>HK\$'000</i> 千港元
At January 1, 2004	於2004年1月1日	4,038	—	4,038
Acquired on acquisition of subsidiaries	收購一附屬公司時所得	6,641	—	6,641
Credit to the income statement for the year	於本年度收益表入賬	(821)	—	(821)
At December 31, 2004	於2004年12月31日	9,858	—	9,858
Acquired on acquisition of subsidiaries	收購一附屬公司時所得	2,441	—	2,441
Credit to the income statement for the year	於本年度收益表入賬	(2,788)	(2,326)	(5,114)
At December 31, 2005	於2005年12月31日	9,511	(2,326)	7,185

**31. 基於股權之付款交易以權益支付之
購股權計劃 (續)**

以權益支付之購股權計劃 (續)

(ii) *新購股權計劃 (續)*

除本公司董事會決定及於授出購股權時規定外，原有計劃並無規定承授人須於行使購股權前已持有購股權一段期間。

購股權期間須為本公司董事會於授出購股權時指定之任何期間，惟於任何情況下，購股權期間不得超過由授出要約日期起計十年時間。

承授人倘接納購股權，必須於授出日期起計二十八日內向本公司繳交1.00港元，此款項將不獲退還。

32. 遞延稅項

年內及過往報告期間，本集團已確認之主要遞延負債(資產)及相關變動如下:

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32. DEFERRED TAXATION (Continued)

At the balance sheet date, the Group has estimated unused tax losses of approximately HK\$104,101,000 (2004: HK\$129,871,000) available for offset against future profits. Deferred tax asset has been recognised in respect of HK\$13,969,000 (2004: nil). No deferred tax asset has been recognised in relation to remaining balances of HK\$90,132,000 (2004: HK\$129,871,000) due to the unpredictability of future profit streams. The unrecognised tax losses of approximately HK\$45,315,000 will expire before 2008. Other losses may be carried forward indefinitely.

At the balance sheet date, the Group has deductible temporary differences of approximately HK\$4,419,000 (2004: HK\$2,491,000) in respect of accelerated accounting depreciation and impairment loss as recognised on property, plant and equipment. No deferred tax asset has been recognised in relation to such deductible temporary differences as it is not probable that taxable profit will be available against which the deductible temporary differences can be utilised.

33. ACQUISITION OF SUBSIDIARIES

On January 7, 2005, the Group acquired 80% of the registered capital of Yong Long for cash consideration and related expenses of HK\$32,135,000. The acquisition has been accounted for using the purchase method of accounting. The amount of goodwill arising as a result of the acquisition was HK\$26,013,000.

32. 遞延稅項 (續)

於結算日，本集團估計可供抵銷未來溢利之未動用稅項虧損約為104,101,000港元(2004: 129,871,000港元)。遞延稅項資產已確認為13,969,000(2004: 無)。由於未能預測日後之溢利來源，故並無確認餘下結餘90,132,000港元(2004: 129,871,000港元)遞延稅項資產。該筆未動用稅項虧損約45,315,000港元將於2008年期滿，其他虧損可無限期予以結轉。

於結算日，本集團有可扣稅暫時差額約4,419,000港元(2004: 2,491,000港元)為加速稅項折舊及物業，機器及設備之減值虧損。由於本公司可利用可扣稅暫時差額以抵銷日後出現的應課稅溢利之可能性不大，故並無就該等可扣稅暫時差額確認遞延稅項資產。

33. 收購附屬公司

於2005年1月7日，本集團以32,135,000港元之現金代價及相關支出收購了永龍80%之註冊資本。該項收購已以會計之購買法入賬。由該項收購產生之商譽為26,013,000港元。

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33. ACQUISITION OF SUBSIDIARIES (Continued)

The net assets acquired in the transaction, and the goodwill arising, are as follows:

33. 收購附屬公司(續)

由該項交易中所收購之淨資產以及由此產生之商譽列明如下：

		Acquiree's carrying amounts before combinations	Fair value adjustments	Fair Value
		合併前被收購者 之賬面值	公平值調整	公平值
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Net assets acquired:	所得淨資產：			
Property, plant and equipment	物業、機器及設備	2,275	6,390	8,665
Prepaid lease payments	預付租賃款項	1,035	(14)	1,021
Trade debtors	應收貿易款項	311	—	311
Other debtors, deposits and prepayments	其他應收款項、按金及預付款項	119	—	119
Bank balances and cash	銀行結餘及現金	33	—	33
Other creditors and accrued charges	其他應付款項及應計費用	(55)	—	(55)
Deferred tax liability	遞延稅項負債	—	(2,441)	(2,441)
		3,718	3,935	7,653
Minority interests	少數股東權益	—	—	(1,531)
		3,718	3,935	6,122
Goodwill	商譽			26,013
Total consideration satisfied by cash (note)	總代價以現金支付(附註)			32,135

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33. ACQUISITION OF SUBSIDIARIES (Continued)

Net cash outflow of cash and cash equivalents in respect of the acquisition of a subsidiary is as follows:

		2005 二零零五年 HK\$'000 千港元
Cash paid for related expenses	以現金支付有關支出	107
Bank balances and cash acquired	所得銀行結餘及現金	(33)
Net outflow of cash and cash equivalents in respect of the acquisition of a subsidiary	因收購一附屬公司所產生之現金或等同現金項目流出淨額	74

Note: During the year ended December 31, 2004, a cash consideration of approximately HK\$32,028,000 for the acquisition of Yong Long was paid and the amount was disclosed as other asset in the consolidated balance sheet. Details of the other asset are disclosed in note 23.

The goodwill arising on the acquisition of Yong Long is attributable to the anticipated profitability of the distribution of the Group's LPG in the new markets and the anticipated future operating synergies from the combination. In addition, Yong Long owns several LPG Stations close to the LPG terminal owned by 新海(珠海), in the opinion of the directors, this acquisition will enhance logistic efficiency and improve the market share in Guangdong region.

If the acquisition had been completed on January 1, 2005, total group revenue for the year would have been approximately HK\$1,615,845,000, and profit for the year would have been HK\$33,317,000. The proforma information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on January 1, 2005, nor is it intended to be a projection of future results.

Yong Long contributed HK\$22,826,000 and HK\$806,000 to the Group's revenue and profit before taxation between the date of acquisition and the balance sheet date.

On March 1, 2004 and July 12, 2004, the Group acquired 100% of the registered capital of 新海(珠海) and 70% of the registered capital of 桂林新海燃氣有限公司, respectively. The acquisitions have been accounted for by the purchase method of accounting.

33. 收購附屬公司(續)

因收購一附屬公司所產生之現金或等同現金項目流出淨額如下：

附註：於2004年12月31日止年度內，收購永龍所需現金代價約32,028,000港元已支付，有關金額已於綜合資產負債表內披露列為其他資產。有關其他資產之詳情，已於附註23披露。

收購永龍所產生之商譽可歸因於在新市場分銷本集團液化氣的預期溢利及合併後預期將來營運合作帶來之協同效益。此外，永龍擁有數個液化氣加氣站，並且貼近由新海(珠海)擁有之液化氣碼頭。董事認為此項收購將加強物流效率並改善廣東地區之市場佔有率。

如收購已於2005年1月1日完成，年內集團之總收入將約1,615,845,000港元，年內溢利將約33,317,000港元。以上資料只供參考及並非指收購如於2005年1月1日完成，本集團之經營收入及業績將真正達標，此亦非用以推測將來業績。

於收購日及結算日期間，永龍為本集團帶來22,826,000港元及806,000港元之收入及除稅前溢利。

於2004年3月1日及2004年7月12日，本集團分別收購了新海(珠海)及桂林新海燃氣有限公司100%及70%之註冊資本。有關收購已按會計收購法入賬。

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33. ACQUISITION OF SUBSIDIARIES (Continued)

33. 收購附屬公司(續)

		2004 二零零四年 HK\$'000 千港元
Net assets acquired:	所得淨資產：	
Property, plant and equipment	物業、機器及設備	102,189
Prepaid lease payments	預付租賃款項	45,683
Coast use rights	海岸使用權	13,984
Trade debtors	應收貿易賬款	1,601
Other debtors, deposits and prepayments	其他應收賬款、按金及預付款項	135
Inventories	存貨	10
Bank balances and cash	銀行結餘及現金	4,093
Other creditors and accrued charges	其他應付賬款及應計費用	(615)
Deferred tax liability	遞延稅項負債	(6,641)
Minority interests	少數股東權益	(2,913)
		157,526
Goodwill	商譽	18,980
		176,506
Satisfied by:	支付形式：	
Shares allotted	配售股份	71,720
Cash paid (note)	支付現金(附註)	104,786
		176,506

Note:

During the year ended December 31, 2003, a cash consideration of approximately HK\$53,051,000 for the acquisition of 新海(珠海) was paid and the amount was disclosed as other asset in the consolidated balance sheet. Details of the other asset are disclosed in note 23.

附註：

於2003年12月31日止年度內，收購新海(珠海)所需現金代價約53,051,000港元已支付，有關金額已於綜合資產負債表內披露列為其他資產。有關其他資產之詳情，已於附註23披露。

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33. ACQUISITION OF SUBSIDIARIES (Continued)

Analysis of the net cash outflow of cash and cash equivalents in respect of the acquisition of subsidiaries is as follows:

		2004 二零零四年 HK\$'000 千港元
Cash consideration paid	已付現金代價	(51,735)
Bank balances and cash acquired	所得銀行結餘及現金	4,093
Net outflow of cash and cash equivalents in respect of the acquisition of subsidiaries	收購附屬公司之現金及等同 現金項目之現金流出淨額	(47,642)

For the year ended December 31, 2004, the subsidiaries acquired contributed HK\$446,793,000 to the Group's turnover and a loss of HK\$3,037,000 to the Group's profit from operations.

33. 收購附屬公司(續)

收購附屬公司之現金及等同現金項目之現金流出淨額分析如下：

		2004 二零零四年 HK\$'000 千港元
Cash consideration paid	已付現金代價	(51,735)
Bank balances and cash acquired	所得銀行結餘及現金	4,093
Net outflow of cash and cash equivalents in respect of the acquisition of subsidiaries	收購附屬公司之現金及等同 現金項目之現金流出淨額	(47,642)

於2004年12月31日止年度，附屬公司為本集團帶來446,793,000港元之營業額，並於本集團經營溢利中帶來虧損3,037,000港元。

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34. DISPOSAL OF A SUBSIDIARY

34. 出售一附屬公司

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
NET ASSETS DISPOSED OF	出售淨資產之		
Property, plant and equipment	物業、機器及設備	132	—
Amount due from a subsidiary	應收本集團一附屬公司	2,078	—
of the Group	之款項	22	—
Inventories	存貨	(395)	—
Tax liabilities	稅項負債		
		1,837	—
Attributable goodwill	商譽分配	3,289	—
		5,126	—
Gain on disposal	出售所得	2,710	—
Total consideration	總代價	7,836	—
Satisfied by:	支付形式：		
Cash	現金	5,758	—
Waiver of amount due from	放棄應收本集團一附屬公司	2,078	—
a subsidiary of the Group	之款項		
		7,836	—
Cash inflow arising on disposal	出售時產生之現金流入額	5,758	—

The subsidiary disposed of during the year made no significant contribution to the Group's turnover and the Group's profit.

年內所出售之附屬公司並無為本集團帶來重要營業額及溢利。

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35. MAJOR NON-CASH TRANSACTIONS

During the year ended December 31, 2005, the cash consideration for the acquisition of Yong Long was fully paid during the year ended December 31, 2004 and the amount was disclosed as other asset in the consolidated balance sheet as at December 31, 2004. Details of the other asset are disclosed in note 23.

On March 5, 2004, the Company issued 468,750,000 new ordinary shares of HK\$0.01 each as part of the consideration for acquisition of the entire registered capital of 新海(珠海) as disclosed in note 33. The total market value of the shares issued by the Company on the date of acquisition was HK\$71,720,000.

36. CONTINGENT LIABILITIES

The Group had no significant contingent liabilities at the balance sheet date.

At December 31, 2004, the Company was a guarantor to an agent for import of LPG under an agency agreement entered into between a subsidiary of the Company and the agent. The guarantee was not utilised by the agent at December 31, 2004.

37. LEASE COMMITMENTS

The Group as lessee

At the balance sheet date, the Group had commitments for future minimum lease payments under non-cancellable operating leases which fall due as follows:

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Within one year	一年內	1,887	1,058
In the second to fifth years inclusive	二至五年內(包括首尾兩年)	2,886	3,547
Over five years	超過5年	29,083	28,548
		33,856	33,153

Operating lease payments mainly represent rentals payable by the Group for leasehold land in the PRC and LPG vessel. Leases are negotiated for terms ranged from 1 to 40 years. Rentals are fixed for an average of 5 years.

35. 重大非現金交易

於2005年12月31日止年度內，收購永龍所需現金代價已於2004年12月31日止年度內全數支付，有關金額已於2004年12月31日之綜合資產負債表內披露列為其他資產。有關其他資產之詳情，已於附註23披露。

於2004年3月5日，本公司發行了468,750,000股每股面值0.01港元新普通股，作為收購新海(珠海)全部註冊資本的部份代價，詳情於附註33披露。本公司於收購當日所發行之股份總市值為71,720,000港元。

36. 或然負債

截至資產負債表日期止，本集團並無重大或然負債。

本公司之一間附屬公司曾與代理訂立一項代理協議，進口液化氣。於2004年12月31日，本公司為該代理人之擔保人。於2004年12月31日，該代理人並無動用該項擔保。

37. 租賃承擔

本集團為承租人

於結算日，本集團根據不可撤銷經營租賃須支付之日後最少租金支出，到期日如下：

經營租賃付款乃主要指本集團就中國租用土地及液化汽管道應付之租金。協議租期平均為1至40年，有關的租金固定期平均為5年。

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37. LEASE COMMITMENTS (Continued)

The Group as lessor

Rental income from investment properties and property, plant and equipment earned during the year was HK\$4,694,000 (2004: HK\$4,630,000). Most of the investment properties held have committed tenants for the next two years. All the leased property, plant and equipment had been disposed in current year.

At the balance sheet date, the Group had contracted with tenants for the following future minimum lease payments:

37. 租賃承擔(續)

本集團為出租人

年內，投資物業及物業、機器及設備租金收入為4,694,000港元(2004: 4,630,000港元)。大部份投資物業於未來2年內已承諾出租。所有租出之物業、機器及設備已於年內出售。

於結算日，本集團與承租人簽訂下列日後最少租金收入：

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Within one year	一年內	3,089	2,515
In the second to fifth year inclusive	二至五年 (包括首尾兩年)	3,412	3,439
Over five years	超過五年	2,814	3,107
		9,315	9,061

38. OTHER COMMITMENTS

38. 其他承擔

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Capital expenditure contracted for but not provided in the financial statements in respect of:	已訂約但未於財務報表 撥備之資本開支之 承擔如下：		
Investments in subsidiaries	附屬公司之投資	36,390	9,695
Investment in a jointly controlled entity	於一共同控制實體 之投資	1,916	1,885
Purchase of plant and machinery	購置機器及設備	117,776	10,751
		156,082	22,331

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39. RETIREMENT BENEFITS PLANS

The Group operates a Mandatory Provident Fund Scheme for all qualifying employees in Hong Kong. The assets of the schemes are held separately from those of the Group, in funds under the control of trustees. The Group contributes 5% of relevant payroll costs to the scheme, which contribution is matched by employees.

The employees of the Group's subsidiaries in the PRC are members of state-managed retirement benefit schemes operated by the PRC government. The subsidiaries are required to contribute fixed percentage of payroll costs to the retirement benefit schemes to fund the benefits. The only obligation of the Group with respect to the retirement benefit schemes is to make the specified contributions.

40. RELATED PARTY TRANSACTIONS

During the year, the Group entered into the following transactions with related parties:

		2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Sales to a jointly controlled entity	向一共同控制實體銷售	252	531
Royalty fee paid to Gold Decade Limited ("Gold Decade")	向金紀元有限公司(「金紀元」)支付分特許權費	—	—
Rental expenses paid to Hunsworth Industrial Limited ("Hunsworth")	向坤泰實業有限公司(「坤泰」)支付租金	—	360
Rental expenses paid to Shum Ho, Neo	向岑浩支付租金	456	285
Purchase of a motor vehicle from Tong Shiu Ming	向唐小明購入一車輛	—	250

At December 31, 2005, Mr. Shum Ho, Neo has pledged his property to secure a short term bank loan to the extent of HK\$22,500,000 (2004: nil). The facilities utilised by the Group at December 31, 2005 amounted to HK\$6,800,000 (2004: nil).

Both Shum Siu Hung and Tong Shiu Ming are the substantial shareholders of the Company and have beneficial interest in Hunsworth. Shum Siu Hung is a director of Hunsworth.

39. 退休福利計劃

本集團為其於香港之全體合資格僱員提供強制性公積金計劃。強積金計劃之資產與本集團資產分開持有，由信託人以基金形式控制。本集團每月按僱員有關薪金收入的5%作為強積金供款。而僱員則作出相同數額之供款。

本集團於中國附屬公司之僱員參加中國政府中央管理之退休金計劃。該等附屬公司按要求向退休金計劃以僱員收入的固定比例供款。本集團對退休金計劃的唯一責任是作指定供款。

40. 關連人士交易

年內，本集團與關連人士進行下列交易：

於2005年12月31日，岑浩抵押其物業以獲得22,500,000港元(2004：無)之短期銀行借款。於2005年12月31日，本集團已動用該銀行借款約6,800,000港元(2004：無)。

岑少雄及唐小明均為本公司主要股東及擁有坤泰之實際權益。岑少雄乃坤泰之董事。

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40. RELATED PARTY TRANSACTIONS (Continued)

Shum Siu Hung is a director of and has a beneficial interest in Gold Decade.

Shum Ho, Neo is the son of Shum Siu Hung and Tong Shiu Ming.

On October 31, 2000, Sound Industrial, a wholly-owned subsidiary of the Company entered into an agreement with Gold Decade. Pursuant to the agreement, Gold Decade has granted to Sound Industrial an exclusive sub-licence to use the trademarks of “華寶” and “HUABAO” (the “Trademarks”), well-known brand names for electrical appliance in the PRC, on all the electronic products manufactured and sold by the Group for an initial term of one year. A royalty fee of 1.5% of the net sale proceeds of the Group's products sold under the Trademarks shall be payable as sub-licence fee subject to a maximum annual payment of HK\$8,000,000 and a minimum annual payment of HK\$10,000. On October 30, 2001, the agreement was renewed for one year to October 30, 2003 at a fixed royalty fee of HK\$1. On October 31, 2002, the agreement was renewed for another two years to October 31, 2004 with the same terms. On October 31, 2004, the agreement was renewed for another two years to October 31, 2006 with the same terms. On December 31, 2005, Sound Industrial entered into a termination agreement with Gold Decade, pursuant to which the agreement renewed on October 31, 2004 was early terminated on December 31, 2005.

On May 16, 2004, Sound Management, entered into an office tenancy agreement with Shum Ho, Neo for the use of office premises provided by Shum Ho, Neo located on 20th Floor, Times Tower, 393 Jaffe Road, Wanchai, Hong Kong at HK\$38,000 per calendar month for a period of one year commencing May 16, 2004. On May 16, 2005, the agreement was renewed for one year to May 16, 2006 with the same terms.

Save as disclosed above and note 26, there were no other significant transactions with related parties during the year or significant balances with them at the end of the year.

40. 關連人士交易 (續)

岑少雄是金紀元之董事，亦擁有金紀元之實際權益。

岑浩乃岑少雄及唐小明之子。

於2000年10月31日，本公司之全資附屬公司新海實業與金紀元訂立協議。根據協議，金紀元向新海實業授予使用中華人民共和國(「中國」)電器業著名商標「華寶」及「HUABAO」(「該等商標」)之獨家分特許權，許可本集團生產及出售之所有電子產品使用該等商標，年期初步定為一年。出售冠以該等商標產品所得銷售淨款項之1.5%作為分特許權費，惟該費用之上限為每年8,000,000港元，而下限則為10,000港元。於2001年10月30日，該協議以1港元固定分特許權費續期一年至2003年10月30日。於2002年10月31日，該協議按相同條款另續期兩年至2004年10月31日。於2004年10月31日，該協議按相同條款另續期兩年至2006年10月31日。於2005年12月31日，新海實業與金紀元訂立一份終止協議。據此，在2004年10月31日續期之協議於2005年12月31日前終止。

於2004年5月16日，新海管理與岑浩訂立辦公室租約，以月租38,000港元租用岑浩位於香港灣仔謝斐道393號新時代中心20樓之辦公室物業。租期於2004年5月16日起計，為期1年。於2005年5月16日，該租約按相應條款續期至2006年5月16日。

除以上及於附註26所披露者外，期內與關連人士並無重大交易，或於期終時亦未有與彼等相關之重大結餘。

Notes to the Consolidated Financial Statements (Con't)

綜合財務報表附註(續)

For the year ended December 31, 2005

截至2005年12月31日止年度

40. RELATED PARTY TRANSACTIONS (Continued)**Compensation of key management personnel**

The remuneration of executive directors and other members of key management during the year was as follows:

	2005 二零零五年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元
Short-term benefits 短期福利	2,695	3,937
Post-employment benefits 僱員結束服務後之福利	70	66
	2,765	4,003

The remuneration of directors and key executives is determined by the remuneration committee having regard to the performance of individuals and market trends.

41. POST BALANCE SHEET EVENT

On December 31, 2005, the Company's wholly-owned subsidiary 新海(珠海) entered into two separate conditional sale and purchase agreements ("Purchase Agreements") with Shenzhen Zhong Ke Cai Development Co. Ltd. and Shenzhen Ji Ye Long Industrial Co. Ltd., who are independent third parties independent to the Group, for the acquisition of the entire equity interest in Shenzhen Baorun Liquefield Petroleum Gas Co., Ltd. for a cash consideration of RMB35,600,000 (approximately HK\$34,231,000). The proposed acquisition as contemplated under the Purchase Agreement constituted a disclosable transaction for the Company under Chapter 14 of the Listing Rules. The acquisition was completed on March 31, 2006. Details of the acquisition were set out in the Company's circular dated January 27, 2006. The Company has commenced considering the fair value of the net assets acquired in this transaction but is not yet in a position to disclose the finalised financial information of the acquisition completed on March 31, 2006.

40. 關連人士交易(續)**主要管理人員之報酬**

本年度執行董事及其他主要管理人員之薪酬列明如下：

董事及主要管理人員之薪酬由薪酬委員會根據個人表現及市場趨勢釐定。

41. 結算日後事項

於2005年12月31日，本公司全資附屬公司新海(珠海)與本集團以外的兩位獨立第三者深圳市中科財實業發展有限公司及深圳市基業隆實業有限公司分別訂立兩份有條件買賣協議(「買賣協議」)，以35,600,000人民幣(約34,231,000港元)之現金代價收購深圳市寶潤燃氣有限公司全部股權。根據上市規則第14條，買賣協議下擬進行此項收購建議構成須予披露之交易。有關收購載於本公司2006年1月27日之通函內。本公司開始考慮該交易所得之淨資產之公平值，但未披露於2006年3月31日完成收購之最後財務資料。

Financial Summary

財務概要

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新海環保能源集團有限公司 二〇〇五年年報

RESULTS

業績

		For the year ended September 30, 截至9月30日止年度	For the 15 month period ended December 31, 截至12月31日 止15個月期間	For the year ended December 31, 截至12月31日止年度		
		2001 二零零一年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
Revenue	收入	79,076	417,747	446,802	1,023,782	1,615,479
Profit (loss) before taxation	除稅前溢利 (虧損)	(143,891)	10,991	17,147	26,161	30,243
Taxation	稅項	—	(313)	(214)	(6,217)	3,667
Profit (loss) for the year/period	年內/期內 溢利(虧損)	(143,891)	10,678	16,933	19,944	33,910
Attributable to:	應佔溢利：					
Equity holders of the Company	母公司之權益 持有人	(143,604)	10,970	17,051	20,178	35,702
Minority interests	少數股東權益	(287)	(292)	(118)	(234)	(1,792)
		(143,891)	10,678	16,933	19,944	33,910
Earnings per share	每股盈利					
Basic	基本	5.51 cents 仙	3.41 cents 仙	5.21 cents 仙	4.38 cents 仙	7.41 cents 仙
Diluted	攤薄	5.51 cents 仙	3.39 cents 仙	5.21 cents 仙	4.33 cents 仙	N/A 不適用

ASSETS AND LIABILITIES

資產及負債

		At September 30, 於9月30日	At December 31, 於12月31日	At December 31, 於12月31日		
		2001 二零零一年 HK\$'000 千港元	2002 二零零二年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
Total assets	總資產	125,428	170,020	232,722	514,113	832,644
Total liabilities	總負債	(36,826)	(61,462)	(58,569)	(154,776)	(442,181)
Minority interests	少數股東權益	(2,527)	(2,588)	(2,470)	(4,709)	(1,531)
Mandatory convertible notes	強制性可換股 票據	(46,000)	—	—	—	—
Total equity	總權益	40,075	105,970	171,683	354,628	388,932

Particulars of Major Properties 主要物業詳情

At December 31, 2005
於2005年12月31日

Investment properties 投資物業	Lease expiry 租約到期日	Approx. gross floor area (sq.m) 概約建築面積 (平方米)	Type 種類	Effective % held 所持實際 百分比	Stage of completion 完工階段
NewOcean Industrial Estate NanBu Gang Huang Tian Zhong Wu Cun Xi Xiang Town Bao An District Shenzhen The PRC 中國 深圳市 寶安區 西鄉鎮 黃田鍾屋村 南沙崗 新海工業城	November 26, 2021 2021年11月26日	27,540.20	Factories 廠房	100%	Completed 完成



新海環保能源集團有限公司
NewOcean Green
Energy Holdings Limited