(incorporated in Bermuda with limited liability)
(Stock code: 1052)

Announcement of 2006 Results

CHAIRMAN'S STATEMENT

I am pleased to present the annual results of GZI Transport Limited ("Company") and its subsidiaries (collectively the "Group") for the year ended 31 December 2006.

Results and dividend

The Group has been striving to improve the service quality of toll roads, increase toll revenue and enhance road maintenance and management, toll collection rate, endeavouring to reduce the operating costs with a view to continually increasing the return to shareholders. In 2006, the Group recorded a turnover for the full year of HK\$449.0 million, representing an increase of 5.6 per cent over 2005. Profit attributable to equity holders of the Company amounted to HK\$461.0 million, representing an increase of 50.8 per cent over 2005. Basic earnings per share were HK\$0.413 (2005: HK\$0.274). The Board recommended distribution of a final dividend of HK\$0.07 per share for 2006, which when aggregated with the paid interim dividend of HK\$0.065 per share represented a dividend pay out ratio of 32.7 per cent in the year.

Review and Prospect

In January 1997, the Company was listed on the main board of The Stock Exchange of Hong Kong Limited and subsequently became one of the constituent stocks of the Hang Seng China-affiliated Corporations Index in March 1998. Since its listing, the Group has adopted a prudent and conservative policy to operate and develop its toll road business. Its operations were initially concentrated in the Guangzhou region but have been progressively extended to other regions of the Pearl River Delta ("Pearl River Delta Region") and regions outside Guangdong Province. The attributable length of the expressways, national toll highways and bridges invested by the Group has increased from 146.9 km as at listing to 315.4 km as at the end of 2006.

In 2006, there was rapid economic development across mainland China. In particular, the Pearl River Delta Region continued to pursue a rapid yet steady growth trend. Expressway networks in the region have been undergoing further improvement, thus creating favourable conditions for the rapid development of the logistics and transportation industries. According to preliminary statistics released by Guangzhou Statistical Information Network (廣州統計信息網), the passenger turnover and the freight forwarding volume for 2006 in Guangzhou grew by approximately 11.5 per cent and 11.7 per cent respectively over 2005. As a result, the traffic volume and toll revenue of expressways and bridges operated by the Group have seen continued growth. The healthy and steady development of the China economy, together with the banning of motorcycles in urban Guangzhou on 1 January 2007, has led to a rapid growth of private car ownership. The ownership rate of private cars per

hundred households in Guangzhou increased from 6.3 vehicles in 2005 to 10.0 vehicles in 2006. Together with the trend of appreciation of Renminbi, this is expected to have more positive impacts on increasing the Group's total toll traffic volume, toll revenue and asset value.

The Group has entered into an Equity Transfer Agreement (出資轉讓協議) (details of the acquisition are set out in the circular issued on 18 December 2006) with Guangzhou Development Infrastructure Investments Co., Ltd. on the acquisition of an additional 20 per cent equity interest in Guangzhou Northern Second Ring Expressway Co., Ltd. ("GNSR Expressway Co.") on 20 November 2006. The only asset of GNSR Expressway Co. is Guangzhou Northern Second Ring Expressway ("GNSR Expressway"). Since 2003, the average daily toll traffic volume of GNSR Expressway has experienced satisfactory growth each year. Following the completion of the acquisition, this is expected to have a positive impact on the Group's traffic volume and toll revenue. In 2006, the average daily toll traffic volume and the average daily toll revenue of GNSR Expressway were 56,252 vehicles and RMB973,602, representing an increase of 27.9 per cent and 27.0 per cent over 2005 respectively. The average daily toll traffic volume and the average daily toll revenue of GNSR Expressway for the two months period ending 28 February 2007 were 66,219 vehicles and RMB1,161,000 respectively, representing an increase of 26.1 per cent and 35.1 per cent as compared to the same period in 2006. The relevant regulatory authority approved the transfer of the 20 per cent equity interest in GNSR Expressway Co. on 15 March 2007. Registration of the transfer by the Guangzhou Administration for Industry and Commerce was completed at the end of March 2007. Upon completion, the interest in GNSR Expressway Co. attributable to the Group has been increased from 40 per cent to 60 per cent. The attributable length of the expressways, national toll highways and bridges invested by the Group has further increased from 315.4 km as at the end of 2006 to current 323.9 km.

The early opening of Guangzhou Western Second Ring Expressway ("GWSR Expressway") on 19 December 2006 is expected to create synergy with GNSR Expressway and will become a major profit growth contributor of the Group.

The formation of expressway networks has created a strong driving force for the development of economy, as well as the passenger and cargo transportation industries, between regions, provinces and medium-sized and major cities, thereby achieving faster development of the national economy of China on a sustained basis, facilitating mutual development between regions and increasing the living standard of people. Consequently, the construction of expressways will be strengthened in mainland China during the "11th Five Year Plan". According to the "Comprehensive Transportation System in Guangdong Province "11th Five Year Plan", there will be a total of 35 key expressway projects (including 11 outbound expressway projects, 18 major expressway projects within the province and 6 local expressway projects) to be constructed throughout the Guangdong Province, with a total investment of approximately RMB228.8 billion. It is anticipated that investment amounting to approximately RMB159.1 billion will be made in constructing expressways of approximately 2,773 km during the "11th Five Year Plan" period. Therefore, there will be tremendous opportunities for investing in expressway projects. With the increasing commercialization of the operation of toll highways and increasingly intense competition,

the Group will continue to focus on strengthening the toll management of its existing operating projects, vigorously controlling and streamlining its operating costs. Leveraging on its own strengths, the Group will take advantage of various financial products available and to enlarge its debt and equity capital in the capital market as and when appropriate, proactively and pragmatically participate in market competition, to step up its efforts in exploring and investing in quality toll expressway projects with attractive returns (including construction projects with good potentials) and timely grasp business opportunities with a view to enlarging its market share, thereby further enhancing the Group's position in the toll road industry as well as increasing the Group's profitability and shareholders' return.

Appreciation

The excellent performance and dedication of all the Company's directors, management and staff contributed to the continued growth of the Group. I would like to take this opportunity to express my heartfelt gratitude to all directors, management and staff of the Group. Meanwhile, I would also like to express my gratitude to all shareholders, professionals from the industrial and commercial sector and the public for their consistent strong support. I look forward to working together with all of you continuously to create even better results.

Ou Bingchang
Chairman

Hong Kong, 10 April 2007

CONSOLIDATED INCOME STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2006

	Note	2006 HK\$'000	2005 HK\$'000
Revenue	2	448,531	424,845
Other income	3	248	264
Other gains - net Amortisation/depreciation of interests in	4	28,289	2,244
toll highways and bridges		(111,623)	(106,051)
Toll highways and bridges maintenance expenses		(91,453)	(92,967)
General and administrative expenses		(58,110)	(32,665)
Business tax Impairment losses on available-for-sale		(20,081)	(20,772)
financial assets		(10,982)	(44,251)
Operating profit		184,819	130,647
Finance costs - net	6	(8,762)	(22,848)
Interest income on loans to associates		31,080	40,099
Share of profits less losses of associates		241,254	184,414
Share of profits of jointly controlled entities		75,213	40,014
Profit before income tax		523,604	372,326
Income tax	7	(35,692)	(34,433)
Profit for the year		<u>487,912</u>	337,893
Attributable to:			
Equity holders of the Company		461,157	305,898
Minority interests		26,755	31,995
		<u>487,912</u>	337,893
Earnings per share for profit attributable to the equity holders of the Company for the year	V		
- Basic	8	HK41.3 cents H	<u>K27.4 cents</u>
- Diluted	8	<u>HK41.3 cents</u> <u>H</u>	K27.4 cents
Dividends	9	<u>150,585</u>	111,544

CONSOLIDATED BALANCE SHEET AS AT 31 DECEMBER 2006

	Note	2006 HK\$'000	2005 HK\$'000
ASSETS			
Non-current assets			
Interests in toll highways and bridges		1,943,682	1,980,017
Leasehold land		700	718
Property, plant and equipment		26,662	23,541
Investment properties		8,650	8,210
Investments in jointly controlled entities		671,170	475,549
Investments in associates		1,745,816	1,686,542
Deferred income tax assets		312	417
Available-for-sale financial assets		46,271	65,925
Other non-current asset		132,580	
		4,575,843	4,240,919
Current assets			
Asset held for sale		15,000	
Trade receivables	10	4,016	13,428
Other receivables, deposits and prepayments		12,662	7,862
Bank balances and cash		339,714	368,883
		371,392	390,173
Total assets		4,947,235	4,631,092
EQUITY			
Capital and reserves attributable to			
the Company's equity holders			
Share capital		111,544	111,544
Reserves		4,074,445	3,641,015
		4,185,989	3,752,559
Minority interests		235,146	245,111
Total equity		4,421,135	3,997,670

	Note	2006 HK\$'000	2005 <i>HK</i> \$'000
LIABILITIES			
Non-current liabilities			
Borrowings		449,739	421,864
Deferred income tax liabilities		5,484	5,985
		455,223	427,849
Current liabilities			
Due to			
A minority shareholder of subsidiaries		1,196	5,919
Holding companies		4,025	
Trade payables and accrued charges		56,059	38,750
Current income tax liabilities		9,597	13,021
Borrowings			144,231
		70,877	205,573
Total liabilities		526,100	633,422
Total equity and liabilities		4,947,235	4,631,092
Net current assets		300,515	184,600
Total assets less current liabilities		4,876,358	<u>4,425,519</u>

1 Basis of preparation

The consolidated financial statements of the Group have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRS") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"). They have been prepared under the historical cost convention, as modified by the revaluation of available-for-sale financial assets and investment properties, which are carried at fair value.

The following new standards, amendments to standards and interpretations are mandatory for the financial year ended 31 December 2006:

HK(IFRIC)-Int 4	Determining whether an Arrangement contains a Lease
HK(IFRIC)-Int 5	Rights to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds
HK(IFRIC)-Int 6	Liabilities arising from Participating in a Specific Market - Waste Electrical and Electronic Equipment
Amendment to HKAS 19	Employee Benefits - Actuarial Gains and Losses, Group Plans and Disclosures
Amendment to HKAS 21	Net Investment in a Foreign Operation
Amendment to HKAS 39	Financial Instruments: Recognition and Measurement
	— Cash Flow Hedge Accounting of Forecast Intragroup Transactions
	— The Fair Value Option

Amendment to HKAS 39

Financial Guarantee Contracts

and HKFRS 4
Amendment

Amendment to First-time Adoption of Hong Kong Financial Reporting Standards and

HKFRS 1 and 6 Exploration for and Evaluation of Mineral Resources

HKFRS 6 Exploration for and Evaluation of Mineral Resources

Amendments as a consequence of the Hong Kong Companies (Amendment) Ordinance 2005, to:

HKAS 1 Presentation of Financial Statements

HKAS 27 Consolidated and Separate Financial Statements

HKFRS 3 Business Combinations

HKFRS 6 Exploration for and Evaluation of Mineral Resources

The adoption of the above new standards, amendments to standards and interpretations did not have material impact to the Group's principal accounting policies or presentation of financial statements.

The following new standards, amendments to standards and interpretations have been issued but are not effective for 2006 and have not been early adopted by the Group:

Effective for

		accounting periods beginning on or after
HK(IFRIC)-Int 7	Applying the Restatement Approach under HKAS 29	1 March 2006
HK(IFRIC)-Int 8	Scope of HKFRS 2	1 May 2006
HK(IFRIC)-Int 9	Reassessment of Embedded Derivatives	1 June 2006
HK(IFRIC)-Int 10	Interim Financial Reporting and Impairment	1 November 2006
HK(IFRIC)-Int 11	HKFRS 2 — Group and Treasury Share Transactions	1 March 2007
HK(IFRIC)-Int 12	Service Concession Arrangements	1 January 2008
HKFRS 7	Financial Instruments: Disclosures	1 January 2007
HKFRS 8	Operating Segments	1 January 2009
Amendment to HKAS 1	Presentation of Financial Statements: Capital	1 January 2007
	Disclosures	

The Group has already commenced an assessment of the related impact of adopting the above new standards, amendments to standards and interpretations to the Group but is not yet in a position to state whether substantial changes to Group's principal accounting policies and presentation of the financial statements will be resulted.

2 Revenue

The Group is principally engaged in the operation and management of toll highways and bridges in China. Revenue recognised is as follows:

	2006 HK\$'000	2005 HK\$'000
Toll revenue	448,531	424,845

No analysis of the Group's revenue and contribution to operating profit by activity and geographic area is presented as they were principally derived from the operations of the Group's toll projects in China.

Business segment information is not required as the revenue, results and assets of the toll operations represent more than 90 per cent of the total revenue, results and assets of the Group respectively.

3 Other income

	2006 HK\$'000	2005 <i>HK</i> \$'000
Rental income	<u>248</u>	<u>264</u>
Other gains - net		
	2006 HK\$'000	2005 <i>HK</i> \$'000
Gain on disposal of partial interest in a jointly controlled entity	_	11,705
Fair value gains on investment properties	440	1,306
Net exchange gains/(losses)	27,147	(11,486)
Others	702	719
	28,289	2,244

5 Expenses by nature

Expenses included in toll highways and bridges maintenance expenses and general and administrative expenses are analysed as follows:

		2006 HK\$'000	2005 HK\$'000
	Amortisation of prepaid operating lease payments	18	30
	Auditors' remuneration	1,200	775
	Depreciation of property, plant and equipment	2,480	2,397
	Outgoings in respect of investment properties	29	25
	Staff costs	62,300	48,351
6	Finance costs - net		
		2006	2005
		HK\$'000	HK\$'000
	Interest on bank borrowings	2,334	8,103
	Interest on amount due to a minority shareholder of subsidiaries	_	2,166
	Interest on loans from minority shareholders of subsidiaries	15,620	15,620
		17,954	25,889
	Bank interest income	(9,192)	(3,041)
		8,762	22,848

7 Income tax

- (a) No provision for Hong Kong profits tax has been made in the financial statements as the Group has no income assessable to Hong Kong profits tax during the year (2005: nil).
- (b) China enterprise income tax is provided on the profits of the Group's investments in China in accordance with the Income Tax Law of China for Enterprises with Foreign Investment and Foreign Enterprises ("China Tax Law"). The principal income tax rate is 18 per cent.

Under the China Tax Law, the Group's investments in China are entitled to an income tax holiday for two to five years from its first profit making year followed by a 50 per cent reduction in income tax for the next three to five years. Certain of the Group's investments in China are qualified for the aforesaid tax holiday as at 31 December 2006.

(c) The amount of income tax charged to the consolidated income statement represents:

	2006	2005
	HK\$'000	HK\$'000
Current income tax		
China enterprise income tax	36,088	35,532
Deferred income tax	(396)	(1,099)
	35,692	34,433

8 Earnings per share

Basic

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

	2006 HK\$'000	2005 <i>HK</i> \$'000
Profit attributable to equity holders of the Company	461,157	305,898
Weighted average number of ordinary shares in issue ('000)	1,115,442	1,114,929
Basic earnings per share (HK cents)	41.3	27.4

Diluted

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. The Company has share options outstanding during the year which are dilutive potential ordinary shares. Calculation is done to determine the number of shares that could have been acquired at fair value (determined as the average daily market share price of the Company's shares) based on the monetary value of the subscription rights attached to outstanding share options.

	2006 HK\$'000	2005 HK\$'000
Profit attributable to equity holders of the Company	461,157	305,898
Weighted average number of ordinary shares in issue ('000) Adjustments for share options ('000)	1,115,442 <u>47</u>	1,114,929 560
Weighted average number of ordinary shares for diluted earnings per share ('000)	1,115,489	1,115,489
Diluted earnings per share (HK cents)	41.3	27.4

9 Dividends

	Company	
	2006 2005	
	HK\$'000	HK\$'000
Interim, paid, of HK\$0.065 (2005: HK\$0.05) per share	72,504	55,772
Final, proposed, of HK\$0.07 (2005: HK\$0.05) per share	78,081	55,772
	150,585	111,544

At a meeting held on 10 April 2007, the Directors proposed a final dividend of HK\$0.07 per share. This proposed dividend is not reflected as a dividend payable in these financial statements, but is reflected as an appropriation of retained earnings for the year ending 31 December 2007.

10 Trade receivables

Trade receivables are aged below 30 days and denominated in Renminbi.

11 Subsequent event

On 20 November 2006, the Group entered into an agreement (the "agreement") with Guangzhou Development Infrastructure Investments Co., Ltd., to acquire an additional 20 per cent equity interest in a jointly controlled entity, Guangzhou Northern Second Ring Expressway Co., Ltd., for a consideration of RMB666,200,000. A deposit of HK\$132,580,000 (equivalent to approximately RMB133,906,000) was paid on 20 November 2006. The acquisition was completed in March 2007 and was financed by a 5-year unsecured bank loan and internal funds.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

TOLL PROJECTS SUMMARY

The Group is principally engaged in investment, operation and management of toll expressways and national highways and bridges mainly located in Guangzhou area. As at 31 December 2006, the Group's investments in toll road and bridge projects include Guangzhou City Northern Ring Road, Guangzhou Northern Second Ring Expressway, Guangzhou Western Second Ring Expressway, Humen Bridge and Shantou Bay Bridge which are located within Guangdong Province; Guangshen Highway, Guangshan Highway, Guangcong Highway Sections I and II, Guanghua Highway and Qinglian Highways all of which connect the traffic hub of Guangzhou City and inter-provincial traffic between Guangdong, Hunan and Jiangxi provinces; Xian Expressway in Shaanxi Province and Xiang Jiang Bridge II in Xiangtan City of Hunan Province both are located outside Guangdong Province.

Summary Information of Operating Toll Roads and Bridges

	Length (kms)	Width (lanes)	Toll station(s)	Road type	Attributable interest (%)	Remaining operating term (years)
Subsidiaries						
Guangshen Highway	23.1	6	1	Class I highway	80.00	20
Guangshan Highway	64.0	4	2	Class II highway	80.00	20
Guangcong Highway Section I	33.3	6	1	Class I highway	80.00	20
Guangcong Highway	33.3	O	•	Class I mgnway	00.00	20
Section II	33.1	6	1	Class I highway	51.00	20
& Provincial Highway						
1909	33.3	4	1	Class I highway	51.00	
Guanghua Highway	20.0	6	1	Class I highway	55.00	21
Xian Expressway	20.1	4	3	Expressway	100.00	10
Xiang Jiang Bridge II	1.8	4	1	Rigid frame bridge	75.00	15
Associates and Jointly Controlled Entities						
Humen Bridge	15.8	6	4	Suspension bridge	25.00	23
Northern Ring Road	22.0	6	11	Expressway	24.30	17
Qinglian Highways						
National Highway 107	253.0	2	4	Class II highway	23.63	
Highway between Qingyuan and						22
Lianzhou cities (1)	215.2	4	5	Class I highway	23.63	
Shantou Bay Bridge	6.5	6	1	Suspension bridge	30.00	22
GNSR Expressway	42.4	6	9	Expressway	40.00	26
GWSR Expressway ⁽²⁾	39.6	6	5	Expressway	35.00	25

- Redevelopment work to upgrade Qinglian Class 1 Highway to an expressway commenced at the end of 2005. It is expected to be completed by 2008. Operating term will be 25 years commencing from completion of redevelopment.
- GWSR Expressway commenced operation since 19 December 2006 with 5 toll stations in total at present.

 Operating term which is expected to be 25 years is now awaiting approval from relevant authorities.

Overview of Operating Performance

Being the key hub connecting Hong Kong and Macau to other provinces and cities in mainland China with the benefit of a close inter-regional economic ties, economic development of the Pearl River Delta Region continued to grow steadily. According to the preliminary statistics of GDSTATS.GOV.CN as at 24 January 2007, the Gross Domestic Product of Guangdong Province in 2006 grew by 14.1 per cent to Renminbi ("RMB")2,596.9 billion over 2005. Per capita personal income of urban residents in Guangzhou in 2006 amounted to RMB19,850.7, representing an increase of 8.6 per cent over 2005. The flourishing economic activities boosted tourist and cargo turnovers handled by Guangzhou growths of 11.5 per cent and 11.7 per cent respectively over same period in 2005. With the expanding and improving expressway network in Guangdong Province, the banning of motorcycles in urban Guangzhou and the pursuit for better livelihood and higher living standard continued to stimulate private car ownership per hundred household to increase by 58.7 per cent to 10.0 vehicles in 2006 as compared to 2005; the rapid growth in tourism and cargo freight industries have also caused huge demand for traffic infrastructures within Guangdong Province which have in turn stimulated the traffic flow and toll revenue of the Group's expressways to continue to achieve higher growth records.

The average daily toll traffic volume and average daily toll revenue of Class I and II highway projects in 2006 declined as compared to same period in 2005. The decline was mainly due to traffic diversions caused by the upgrading of expressway network and opening of "green channels" allowing delivery vehicles carrying fresh agricultural produce and livestock to enjoy toll concessions and the hike in fuel price.

The Group has always endeavored to upgrade the road conditions and facilities along the expressway, so as to promote service quality and functional effectiveness of toll collection systems; to strengthen control on the management of each toll station and has committed to enhancing toll revenue collection. Implementation of unified toll collection system has enhanced traffic efficiency of Humen Bridge, Northern Ring Road, GNSR Expressway and Xian Expressway.

Average Daily Toll Traffic Volume and Average Daily Toll Revenue

Year ended 31 December 2006

	Average daily toll traffic volume		Average daily toll revenue		Weighted average toll fare per vehicle	
	vehicle/day	Change	RMB/day	Change	RMB	Change
Subsidiaries						
Guangshen Highway	25,223	-17.9%	153,486	-15.6%	6.1	2.7%
Guangshan Highway	22,319	-3.8%	221,218	-7.1%	9.9	-3.4%
Guangcong Highway						
Section I	12,026	-5.7%	144,269	-12.7%	12.0	-7.3%
Guangcong Highway						
Section II &						
Provincial Highway						
1909	21,950	0.4%	162,901	-7.8%	7.4	-8.2%
Guanghua Highway	10,751	-2.9%	89,188	-1.7%	8.3	1.2%
Xian Expressway	33,402	22.4%	405,524	25.1%	12.1	2.2%
Xiang Jiang Bridge II	4,896	-10.9%	52,269	8.6%	10.7	21.9%
Total	130,567	-1.4%	1,228,855	0.3%		
Associates and Jointly						
Controlled Entities						
Humen Bridge	50,612	18.2%	2,260,868	23.8%	44.7	4.7%
Northern Ring Road	153,745	15.2%	1,768,752	7.6%	11.5	-6.6%
Qinglian Highways	16,306	-2.0%	321,932	-7.1%	19.7	-5.3%
Shantou Bay Bridge	10,261	8.6%	391,980	11.8%	38.2	3.0%
GNSR Expressway	56,252	27.9%	973,602	27.0%	17.3	-0.7%
Total	<u>287,176</u>	16.6%	5,717,134	15.9%		

Performance of Expressways and Bridges

Xian Expressway in Shaanxi Province ("Xian Expressway")

Situated along Xian City's key international tourist route, Xian Expressway benefited from the blooming commercial and tourism activities in 2006 which caused natural traffic growth. Simultaneously, due to the redevelopment work in progress in the neighboring road network of Xian Expressway such as Xian Third Ring Road and Huaqing Expressway, certain vehicles are attracted to take Xian Expressway in the short term. Average daily toll traffic volume in 2006 increased by 22.4 per cent to 33,402 vehicles as compared to 2005. Weighted average toll fare per vehicle amounted to RMB12.1 which was 2.2 per cent higher than 2005.

Humen Bridge

Since its opening to traffic in May 1997, traffic flow of Humen Bridge demonstrated a steady and stable growth trend. This was due to the rapid economic development condition in the Pearl River Delta Region bringing forth natural traffic growth. Average daily toll traffic volume in 2006 increased by 18.2 per cent to 50,612 vehicles as compared to 2005. Weighted average toll fare per vehicle increased by 4.7 per cent to RMB44.7 when compared with 2005.

Guangzhou City Northern Ring Road ("Northern Ring Road")

Benefited from the natural growth in traffic volume brought forth by the continuous rapid economic growth in the Pearl River Delta Region, average daily toll traffic volume in 2006 increased by 15.2 per cent to 153,745 vehicles as compared to 2005. Weighted average toll fare per vehicle decreased by 6.6 per cent in 2006 to RMB11.5 because the increment ratio of small sized vehicles was higher than that of large sized vehicles.

Guangzhou Northern Second Ring Expressway ("GNSR Expressway")

The linkage of GNSR Expressway to Guangshen Expressway, Guangqing Expressway, Jingzhu Expressway and Guanghui Expressway created synergy effect on GNSR Expressway. The opening of Meihe Expressway and Yuegong Expressway in October and December 2005 resulted in an increase of vehicles traveling from Guanghui to GNSR Expressway section. The average daily toll traffic volume in 2006 had posted a double digit growth of 27.9 per cent over 2005 to 56,252 vehicles. Weighted average toll fare per vehicle slightly dropped by 0.7 per cent to RMB17.3 as compared with 2005.

To obtain control over Guangzhou Northern Second Ring Expressway Co., Ltd. ("GNSR Expressway Co.") coupled with the expectation of an upward trend in GNSR Expressway's traffic flow and having considered the rising development costs and risks associated with the construction of new expressways, on 20 November 2006, the Group entered into an equity transfer agreement with Guangzhou Development Infrastructure Investments Co., Ltd. by exercising its pre-emption right to acquire its 20.0 per cent equity interest in GNSR Expressway Co. for a consideration of RMB666.2 million. Upon completion of the acquisition, the Group's equity interest in GNSR Expressway Co. will increase from 40.0 per cent to 60.0 per cent. The Group had already issued a circular on 18 December 2006 to provide details of the acquisition. On 20 November 2006, the Group paid the deposit of HK\$132,580,000 (equivalent to approximately RMB133,906,000). Approval of the 20.0 per cent equity transfer was obtained on 15 March 2007 from the relevant approving authorities and balance of the consideration was paid on 19 March 2007 from bank borrowings and internal funds. Registration of the transfer with Guangzhou Administration for Industry and Commerce was completed on 28 March 2007.

Shantou Bay Bridge

Year 2006 is the second year after Queshi Bridge, which is located near Shantou Bay Bridge, joined the "annual pass policy" of Shantou City. In 2006, traffic diversion caused by Queshi Bridge has been stablised. The increasing cargo traffic volume in the vicinity of Shantou City and improvement in the road condition of Shenshan East Road causing natural traffic growth led the average daily toll traffic volume in 2006 to increase by 8.6 per cent to 10,261 vehicles as compared to 2005. Weighted average toll fare per vehicle amounted to RMB38.2 which was 3.0 per cent higher than 2005.

Guangzhou Western Second Ring Expressway ("GWSR Expressway")

GWSR Expressway is interconnected with GNSR Expressway, Guangsan Expressway, Guanghua Expressway, Jingzhu Expressway and Airport Expressway which effectively shortened the travel distance between the western and northern regions of the Pearl River Delta. On 19 December 2006, GWSR Expressway officially commenced operation. Current traveling time from Foshan to New Guangzhou Airport using the GWSR Expressway takes only half an hour, dragging close the distance between Guangzhou City and Foshan City. Up to 31 December 2006, average daily toll traffic volume was 2,822 vehicles, weighted average toll fare per vehicle amounted to RMB25.8. For the 2 months of January and February 2007, average daily toll traffic volume was 4,185 vehicles and weighted average toll fare per vehicle amounted to RMB28.8.

Performance of Class I and II Highways and Bridges

Guangshen Highway Guangzhou Section ("Guangshen Highway")

The impact from the opening of the nearby Cangtou toll station of Guangyuan East Road in April 2006 with lower toll fare and traffic diversion in neighboring roads have seriously weakened the traffic performance of Guangshen Highway. In 2006, average daily toll traffic volume apparently declined by 17.9 per cent to 25,223 vehicles as compared to 2005. Weighted average toll fare per vehicle amounted to RMB6.1, representing a rise of 2.7 per cent over 2005.

Guangshan Highway Guangzhou Section ("Guangshan Highway")

The improvement work being carried out in the Lungdong to Daiguanlukou section of Guangshan Highway caused a number of vehicles to divert traffic. The average daily toll traffic volume in 2006 decreased by 3.8 per cent to 22,319 vehicles as compared to 2005 and weighted average toll fare per vehicle decreased by 3.4 per cent to RMB9.9 as compared to 2005.

Guangcong Highway connecting Guangzhou Institute of Foreign Language and Tai Ping Chang ("Guangcong Highway Section I")

The opening of Yuegong Expressway and redevelopment works in Guangcong Highway-Yongtai intersection affected the average daily toll traffic volume in 2006 to drop by 5.7 per cent to 12,026 vehicles as compared to 2005. Weighted average toll fare per vehicle amounted to RMB12.0 which was 7.3 per cent lower than 2005.

Guangcong Highway connecting Tai Ping Chang and Wenquan ("Guangcong Highway Section II & Provincial Highway 1909")

The opening of Yuegong Expressway set off the short term traffic growth brought about by the intermittent closures of the northern section of Jingzhu Expressway from January to March 2006. Average daily toll traffic volume in 2006 has slightly increased by 0.4 per cent to 21,950 vehicles as compared to 2005. Weighted average toll fare per vehicle decreased by 8.2 per cent to RMB7.4 as compared to 2005 due to increase in ratio of small sized vehicles.

Guanghua Highway

With the upgrading of the highway network connecting the urban area section of the Airport Expressway and traffic diversion in neighboring roads, average daily toll traffic volume of Guanghua Highway dropped by 2.9 per cent to 10,751 vehicles as compared to 2005. Weighted average toll fare per vehicle was RMB8.3 which was 1.2 per cent higher than 2005.

Xiang Jiang Bridge II in Xiang Tan City of Hunan Province ("Xiang Jiang Bridge II")

With the abolishment of toll charge on motorcycles in Hunan Province since October 2005, average daily toll traffic volume in 2006 declined by 10.9 per cent to 4,896 vehicles as compared to 2005. With the project company striving to improve toll road facilities and strengthening toll management so as to heighten toll collection rate, average daily toll revenue has realised a 8.6 per cent growth over 2005 and has increased to RMB52,269. Since the decline in traffic were mainly small sized vehicles, weighted average toll fare per vehicle largely increased by 21.9 per cent to RMB10.7 as compared to 2005.

Qinglian Highways

The average daily toll traffic volume of Qinglian Highways in 2006 has decreased by 2.0 per cent to 16,306 vehicles as compared to 2005. The decline was mainly due to redevelopment work to upgrade Qinglian Class I Highway to an expressway and the "green channel" policy imposed on national highways. Nevertheless, the decline rate of average daily toll traffic volume and daily average revenue was lesser than expected. Weighted average toll fare per vehicle in 2006 declined by 5.3 per cent to RMB19.7 as compared to 2005.

Redevelopment work to upgrade Qinglian Class I Highway to an expressway has already commenced at the end of 2005. The redevelopment is expected to be completed by 2008. It is planned that Qinglian Class I Highway will be redeveloped into a four-lane, closed system expressway. It will link Yilian Highway (in Hunan Province) and Jingzhu Expressway in the northern region. It will pass through Guangqing Expressway in the south and will link up with the road network of the Pearl River Delta. Upon completion, Qinglian Expressway will serve as a major route in the economic development of the Pan-Pearl River Delta Region, to further promote business exchanges between Guangdong Province and the less developed but resource rich regions in the northern part of Guangdong Province.

FINANCIAL REVIEW

Results Highlights

	2006	2005	Change	
	HK\$'000	HK\$'000	0	
Profit attributable to equity holders of the				
Company	461,157	305,898	50.8%	
Revenue	448,531	424,845	5.6%	
Operating profit	184,819	130,647	41.5%	
Profit after income tax and interest income				
from associates and jointly controlled				
entity	347,547	264,527	31.4%	
Interest coverage	275 times	53 times		
Basic earnings per share	HK\$0.413	HK\$0.274	50.8%	
Dividend per share	HK\$0.135	HK\$0.10		
Return to equity holders of the Company	11.0%	8.15%	35.0%	

Analysis of Results

Despite traffic diversion and surging oil prices affecting the traffic volume and toll revenue of certain Class I and II highways; Xian Expressway and Xiang Jiang Bridge II both performed remarkably. Total revenue grew 5.6 per cent, operating profit grew 41.5 per cent, contribution from associates and jointly controlled entity grew 31.4 per cent owing to rapid economic development in Guangdong Province as well as increase in cargo and passenger turnover. Profit attributable to equity holders of the Company amounted to HK\$461.2 million, being 50.8 per cent higher than 2005. Basic earnings per share increased by HK\$0.139 over 2005 to HK\$0.413 and return to equity holders of the Company increased from 8.15 per cent in 2005 to 11.0 per cent in 2006.

Revenue

For the year ended 31 December 2006, the Group's revenue amounted to HK\$448.5 million representing a 5.6 per cent increment over 2005. Xian Expressway, Xiang Jiang Bridge II and Guanghua Highway with revenue growth of 31.6 per cent, 14.3 per cent and 3.4 per cent respectively were the main growth contributors to the Group's overall turnover growth.

Other gains - net

Owing to the exchange gain derived from settlement of shareholders' loans injected to group companies, other gains recorded in 2006 amounted to HK\$28.3 million which was twelve times that of 2005.

Amortisation / depreciation of interests in toll highways and bridges

Except for one subsidiary which adopts the unit of usage method of depreciation, the rest adopt the straight-line method. The Group's amortisation / depreciation of interests in toll highways and bridges for the year ended 31 December 2006 amounted to HK\$111.6 million which was 5.3 per cent higher than 2005.

Toll highways and bridges maintenance expenses

For the year ended 31 December 2006, maintenance expenses of toll highways and bridges declined by HK\$1.5 million or 1.6 per cent to HK\$91.5 million as a result of strengthening toll roads and bridges' daily maintenance management.

General and administrative expenses

The increase in general and administrative expenses by 77.9 per cent in 2006 to HK\$58.1 million was mainly due to increase in staff costs which included directors' profit-based bonus, legal and professional fees in respect of the acquisition of an additional 20.0 per cent equity interest in GNSR Expressway Co. in 2006 and road shows expenses incurred during May and November 2006.

Finance costs - net

With the upward adjustment in bank deposit rate resulting to higher bank interest income in 2006 and the continual repayment of bank borrowings in 2006 has led to the overall decline in net finance costs by 61.7 per cent to HK\$8.8 million as compared to 2005.

Share of profits less losses of associates and interest income on loans to associates

For the year ended 31 December 2006, total contributions from the Group's associates grew by 21.3 per cent to HK\$272.3 million. The speedy and healthy economic development leading to strong traffic growth of expressways and bridges in the Pearl River Delta Region and the reduction in business tax rate applied on toll revenue of toll expressways from 5.0 per cent to 3.0 per cent since June 2005 are the main profit growth factors of the Group's associates. Among the associates, Humen Bridge, Northern Ring Road and Shantou Bay Bridge all had recorded earnings growth of 18.6 per cent, 21.3 per cent and 21.2 per cent respectively. Qinglian Highways which Class I Highway section is currently under redevelopment to an expressway were still recording operating losses.

Share of profit of a jointly controlled entity

The Group's operating jointly controlled entity, GNSR Expressway Co., continued to demonstrate its strong traffic growth in 2006 with profit contribution of HK\$75.2 million representing 88.0 per cent increment over 2005.

Income tax expense

As the overall taxable profit in 2006 was higher than 2005, income tax expense increased by 3.7 per cent to HK\$35.7 million.

Interest Coverage

The interest coverage is measured by the ratio of earnings before interests, tax, depreciation and amortisation ("EBITDA") to interest expenses. For the year ended 31 December 2006, interest coverage was 275 times (2005: 53 times) due to increase in EBITDA and decline in interest expenses.

Final Dividend

The Directors recommended the payment of final dividend of HK\$0.07 (2005: HK\$0.05) per share payable to shareholders whose names appeared on the register of members of the Company on 29 May 2007. Subject to the approval of shareholders at the Annual General Meeting to be held on 29 May 2007, the final dividend will be paid on 8 June 2007. Together with the interim dividend of HK\$0.065 (2005: HK\$0.05) per share, total dividends for the year ended 31 December 2006 will amount to HK\$0.135 (2005: HK\$0.10) per share, representing a dividend pay out ratio of 32.7 per cent (2005: 36.5 per cent).

LIQUIDITY AND FINANCIAL RESOURCES

Financial Highlights

	2006	2005	Change
	HK'000	HK'000	_
Bank balances and cash	339,714	368,883	-7.9%
Bank borrowings		144,231	-100.0%
Current ratio	524.0%	190.0%	175.8%
Shareholders' funds (excluding minority			
interests)	4,185,989	3,752,559	11.6%
Gearing ratio (net of bank balances and cash)	2.6%	5.0%	-48.0%
Net asset per share	HK\$3.75	HK\$3.36	11.6%

Cash flows

The Group's bank balances and cash as at 31 December 2006 was approximately HK\$339.7 million which was 7.9 per cent lower than the balance as at 31 December 2005 of HK\$368.9 million. The net decrease in bank balances and cash was due to more funds applied to financing activities than cash received from operating and investing activities for the year ended 31 December 2006.

Net cash inflow from operating activities for the year ended 31 December 2006 amounted to HK\$265.8 million (2005: HK\$222.1 million). Cash flows under operating activities mainly were cash from operations of HK\$307.9 million (2005: HK\$272.3 million) less interest paid of HK\$2.6 million (2005: HK\$16.7 million) and China enterprise income taxation paid of HK\$39.5 million (2005: HK\$33.5 million).

Investing activities for the year ended 31 December 2006 generated a net surplus of HK\$26.35 million (2005: HK\$219.3 million). Cash flows from investing activities were mainly repayments and dividends from associates of HK\$256.44 million (2005: HK\$206.9 million), bank interest income of HK\$9.2 million (2005: HK\$3.0 million) and proceeds from disposal of property, plant and equipment and investments of HK\$0.06 million (2005: HK\$63.6 million) and reduced by cash used in capital expenditures and investments of HK\$239.35 million (2005: HK\$54.2 million).

Net cash used in financing activities for the year ended 31 December 2006 amounted to HK\$321.3 million (2005: HK\$259.8 million). Cash flows under financing activities mainly were repayments of bank loans of HK\$144.2 million (2005: HK\$39.8 million), repayments and dividends to minority shareholders of subsidiaries of HK\$48.8 million (2005: HK\$106.3 million) and dividends paid of HK\$128.3 million (2005: HK\$114.3 million). There were no new shares issued in 2006 (2005: HK\$0.6 million).

Bank borrowings

Outstanding bank borrowings of the Group as at 31 December 2005 amounted to approximately HK\$144.2 million which were fully repaid in 2006.

Current ratio

The current ratio (current assets over current liabilities) as at 31 December 2006 was 524.0 per cent (2005: 190.0 per cent). The management is of the opinion that with adequate cash balance, stable stream of operating cash flow and steady cash return from investments, liquidity risk is not an imminent issue of the Group.

Capital expenditures and investments

For the year ended 31 December 2006, capital expenditures and investments of the Group which amounted to approximately HK\$239.35 million (2005: HK\$54.2 million) included approximately HK\$101.5 million (2005: HK\$53.9 million) being additional equity capital contribution to a jointly controlled entity, Guangzhou Western Second Ring Expressway Co., Ltd. ("GWSR Expressway Co.") and approximately HK\$132.58 million being deposit for the acquisition of an additional 20.0 per cent equity interest in another jointly controlled entity, GNSR Expressway Co. Other capital expenditures were purchases of property, plant and equipment amounting to approximately HK\$5.27 million (2005: HK\$0.3 million).

Capital Structure

The Group's capital structures as at 31 December 2006 and 2005 are summarised below:

	2006 Average rate of interest Composition (% per		2005		Average rate of	
			(% per			interest (% per
	HK\$'000	%	` -	HK\$'000	%	annum)
Floating rate loans (RMB) Loans from minority	_		_	144,231	3.7	4.94
shareholders — interest bearing — interest free	129,000 320,739	3.0 7.5	6.56	120,561 301,303	3.0 7.6	6.12
Total debts Less: Bank balances and cash	449,739	10.5		566,095	14.3	
	(339,714)	<u>(7.9</u>)		(368,883)	_(9.3)	
Total debts (net of bank balances and cash) Shareholders' funds (excluding minority interests)	110,025	2.6		197,212	5.0	
	4,185,989	97.4		3,752,559	95.0	
Total capitalisation	4,296,014	<u>100.0</u>		3,949,771	100.0	
Gearing ratio (net of bank balances and cash)	2.6%			5.0%		

Total capitalisation of the Group as at 31 December 2006 and 2005 amounted to approximately HK\$4.3 billion and HK\$3.95 billion respectively. Due to the decrease in total debts (net of bank balances and cash) and the rise in the shareholders' funds by HK\$433.4 million, the ratio of total debts to total capitalisation (net of bank balances and cash) ("Gearing Ratio") had decreased from 5.0 per cent in 2005 to 2.6 per cent in 2006.

RMB floating rate loans are unsecured bank borrowings in the mainland China which accounted for approximately 25.5 per cent of the total debts as at 31 December 2005 were fully repaid in 2006.

Loans from minority shareholders are part of capital contributions made by minority shareholders in respect of their respective equity shareholdings in certain subsidiaries in accordance with the terms of the relevant shareholders' agreements to set up those subsidiaries. These loans are unsecured and denominated in RMB. Except for one subsidiary

which minority shareholder's loan is interest bearing, the rest are non-interest bearing. The interest-free loans are stated at fair values based on cash flows discounted by a borrowing rate of 5.2 per cent. During 2006, the Group had repaid approximately HK\$1.6 million of the interest-free loans.

As at 31 December 2006, the shareholders' funds (excluding minority interests) amounted to HK\$4.19 billion which accounted for 97.4 per cent of the Group's total capitalisation. As at 31 December 2005, shareholders' funds (excluding minority interests) amounted to HK\$3.75 billion being 95.0 per cent of the Group's total capitalisation. The increase in the shareholders' funds in 2006 was mainly due to increase in net profit retained for the year after appropriation of 2005 final dividend and increase in exchange fluctuation reserve resulted from appreciation of RMB.

TREASURY POLICIES

The Group's overall treasury and funding policy mainly focuses on risk management and liquidity control. The Group will proactively maintain banking relationship with financial institutions both in Hong Kong and the mainland China to capitalise on the different levels of liquidity offered by these two markets. Bank balances are generally placed in short term fixed rate deposits in bank accounts in Hong Kong and the mainland China. No fund is placed in non-bank institutions or invested in securities.

The Group's principal operations are in the mainland China and most of the income is denominated in RMB, with the upward trend of RMB exchange rate since 2005, management will continue to keep an eye on its potential impact to the Group. Since RMB loan interest rate is at present comparatively higher than foreign currency loan interest rate, management will suitably increase equity and debt financing denominated in foreign currency unless capital expenditures required RMB funding. Consequently, management will adopt appropriate currency hedging measures to minimise any possible foreign currency risks.

CAPITAL COMMITMENTS AND CONTINGENT LIABILITIES

As at 31 December 2006, the Group had a committed equity capital balance payable to a jointly controlled entity, GWSR Expressway Co. of RMB105.0 million (equivalent to approximately HK\$105.0 million). This balance would be paid by stages in such amount and by such date as to be determined by the board of directors of GWSR Expressway Co.

Reference is made to the circular dated 18 December 2006, on 20 November 2006, the Group had entered into an Equity Transfer Agreement with an independent third party, Guangzhou Development Infrastructure Investments Co., Ltd. (the "Vendor") to acquire an additional 20.0 per cent equity interest in a jointly controlled entity, GNSR Expressway Co. for a consideration of RMB666.2 million. On the same date as the Equity Transfer Agreement was signed, i.e. on 20 November 2006, the Group had remitted the deposit in the amount of HK\$132,580,000 (equivalent to approximately RMB133,906,000) from its internal funds to the Vendor. As at 31 December 2006, the balance of the consideration of this acquisition was approximately RMB532.3 million which will be payable in the equivalent HK dollars at the prevailing exchange rate within five days of attaining the relevant authority's approval of the equity transfer. On 9 March 2007, the Group has obtained a bank loan facility of HK\$400.0

million to finance a part of the consideration of the acquisition. On 15 March 2007, the acquisition was approved by the relevant authority. On 19 March 2007, the Group has remitted HK\$543.8 million to settle the balance of the consideration of which HK\$143.8 million was from internal funds.

Except for the aforementioned capital commitments, the Group has no other material capital commitments as at 31 December 2006.

There were no significant contingent liabilities as at 31 December 2006.

EMPLOYEES

As at 31 December 2006, the Group has approximately 828 employees of which about 669 were directly engaging in the daily operation, management and supervision of toll projects. The Group remunerates its employees largely based on industry practice, including contributory provident funds and other staff benefits. The Group has also adopted a share option scheme which awards its employees according to the performance of the Group and individual employees.

CORPORATE GOVERNANCE

The Company has complied with the code provisions of the Code on Corporate Governance Practices ("Code Provisions") contained in Appendix 14 of the Rules Governing the listing of Securities ("Listing Rules") on The Stock Exchange of Hong Kong Limited ("Stock Exchange") throughout the year ended 31 December 2006, except for the following deviations:

Code Provision A.4.1

Code Provision A.4.1 stipulates that non-executive directors should be appointed for a specific term, subject to re-election.

None of the non-executive Directors of the Company is appointed for a specific term. However, all the non-executive Directors of the Company are subject to retirement by rotation at the annual general meeting of the Company in accordance with the Company's Bye-Laws. All the non-executive Directors of the Company had retired by rotation during the past three years. They have been re-elected.

REVIEW OF ANNUAL RESULTS

The annual results have been reviewed by the Audit Committee.

The figures in respect of the preliminary announcement of the Group's results for the year ended 31 December 2006 have been agreed by the Group's auditors, PricewaterhouseCoopers, to the amounts set out in the Group's draft consolidated financial statements for the year. The work performed by PricewaterhouseCoopers in this respect did

not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagement or Hong Kong Standards on Assurance Engagements issued by the HKICPA and consequently no assurance has been expressed by PricewaterhouseCoopers on the preliminary announcement.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S SHARES

During the year, the Company has not redeemed any of its shares. Neither the Company nor any of its subsidiaries has purchased or sold any of the Company's shares during the year.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 22 May 2007 to Tuesday, 29 May 2007, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the final dividend, all transfers of shares accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong Branch Share Registrar, Abacus Share Registrars Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Monday, 21 May 2007.

By order of the Board
Ou Bingchang
Chairman

Hong Kong, 10 April 2007

As at the date of this announcement, the Board of the Company comprises:

Executive Directors: Ou Bingchang, Li Xinmin, Li Zhuo, Liang Ningguang, Liang Yi, Du Xinrang, He Zili, Zhang Siyuan, Tan Yuande, He Baiqing and Zhang Huping.

 $Non-executive\ Director:\ Poon\ Jing.$

Independent Non-executive Directors: Fung Ka Pun, Lau Hon Chuen Ambrose and Cheung Doi Shu.