
IMPORTANT

If you are in any doubt about this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold all your shares in Jinhui Holdings Company Limited, you should at once hand this circular to the purchaser or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

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JINHUI HOLDINGS COMPANY LIMITED

(Incorporated in Hong Kong with limited liability)

MAJOR TRANSACTION

REGARDING THE ACQUISITION OF

A SINGLE SCREW DIESEL PROPELLED BULK CARRIER

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context indicates otherwise:

“Acquisition”	the acquisition of the Vessel by a wholly owned subsidiary of Jinhui Shipping from the Seller, an independent third party
“Agreement”	the memorandum of agreement entered into on 9 March 2004 between a wholly-owned subsidiary of Jinhui Shipping as buyer and the Seller as seller for the sale and purchase of the Vessel
“associates”	shall have the same meaning ascribed to it by the Listing Rules
“Board”	the board of Directors
“Buyer”	a wholly-owned subsidiary of Jinhui Shipping
“Companies Ordinance”	Companies Ordinance (Chapter 32 of the Laws of Hong Kong)
“Company”	Jinhui Holdings Company Limited, a limited liability company incorporated in Hong Kong under the Companies Ordinance, the shares of which are listed on the Stock Exchange
“Directors”	the directors of the Company
“Fairline”	Fairline Consultants Limited, a limited liability company incorporated in the British Virgin Islands, which is the controlling shareholder of the Company holding approximately 57.74 per cent. of the issued share capital and voting right in general meeting of the Company as at the Latest Practicable Date
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	Hong Kong Dollars, the lawful currency of Hong Kong
“Jinhui Shipping”	Jinhui Shipping and Transportation Limited, a limited liability company incorporated in Bermuda, the shares of which are listed on the Oslo Stock Exchange and an approximately 50.9 per cent. owned subsidiary of the Company
“Latest Practicable Date”	25 March 2004, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular

DEFINITIONS

“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Pantow”	Pantow Profits Limited, a limited liability company incorporated in the British Virgin Islands and a wholly-owned subsidiary of the Company
“Seller”	Super Venture International Limited
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$1.00 each in the share capital of the Company
“Shareholders”	holders of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“US\$” or “US dollars”	United States Dollars, the lawful currency of the United States of America, for the purpose of illustration only, translated into HK\$ at the rate of US\$1.00 = HK\$7.80
“Vessel”	the deadweight 55,500 metric tons type single screw diesel propelled bulk carrier to be acquired by a wholly-owned subsidiary of Jinhui Shipping under the Agreement
“Yee Lee Technology”	Yee Lee Technology Company Limited, a limited liability company incorporated in the British Virgin Islands and a 75 per cent. owned subsidiary of the Company



JINHUI HOLDINGS COMPANY LIMITED

(Incorporated in Hong Kong with limited liability)

Directors:

Ng Siu Fai (*Chairman*)
Ng Kam Wah Thomas (*Managing Director*)
Ng Ki Hung Frankie
Ho Suk Lin
Ho Kin Lung*
So Wing Hung Peter*
Cui Jian Hua**
Tsui Che Yin Frank**

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26th Floor
Yardley Commercial Building
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Hong Kong

* *Non-executive director*
** *Independent non-executive director*

30 March 2004

To the Shareholders

Dear Sir or Madam,

**MAJOR TRANSACTION
REGARDING THE ACQUISITION OF
A SINGLE SCREW DIESEL PROPELLED BULK CARRIER**

INTRODUCTION

The Directors refer to the announcement of the Company dated 11 March 2004 in relation to the Agreement entered into on 9 March 2004 between a wholly-owned subsidiary of Jinhui Shipping and the Seller to acquire a one deadweight 55,500 metric tons type single screw diesel propelled bulk carrier, which will be built and delivered in Japan, at a purchase price of US\$35,300,000 (approximately HK\$275,340,000). The purpose of this circular is to give you further information in relation to the Acquisition.

LETTER FROM THE BOARD

THE AGREEMENT

Buyer

The Buyer, a wholly-owned subsidiary of Jinhui Shipping, which is in turn an approximately 50.9 per cent. owned subsidiary of the Company.

Seller

The Seller and its beneficial shareholders are not connected persons with the directors, chief executive or substantial shareholders of the Company or its subsidiaries or any of their respective associates.

The Acquisition

Pursuant to the Agreement, the Seller agreed to sell and expected to deliver to the Buyer or its nominee the Vessel in Japan during the period from 1 February 2005 to 30 May 2005. The Vessel is proposed to be used for chartering out to gain operating income by Jinhui Shipping and/or its subsidiaries after delivery. The usage of the Vessel is to load dry bulk cargoes including but not limited to grains, coke and iron ore.

Consideration

The purchase price of the Vessel contained in the Agreement is US\$35,300,000 (approximately HK\$275,340,000) payable by three instalments.

The first instalment in the sum of US\$3,530,000 (approximately HK\$27,534,000) was paid on 11 March 2004. The second instalment in the sum of US\$3,530,000 (approximately HK\$27,534,000) will be payable upon keel-laying of the Vessel which is expected to be around September 2004. The first two instalments respectively has been paid and will be payable to an interest-bearing bank account in the joint names of the Buyer and the Seller until released on delivery of the Vessel. The first two instalments with the interest-bearing bank account in the joint names of the Buyer and the Seller cannot be utilized unless with the joint written instructions of the Seller and Buyer. Any interest earned on that account will be for the benefit of the Buyer on completion of the Acquisition. The last instalment will be payable upon delivery of the Vessel which is expected to be on a date during the period from 1 February 2005 to 30 May 2005. Any fee charged for holding the said deposit shall be borne by the Seller and the Buyer equally.

The purchase price for the Vessel will be payable by cash in US dollars. The first two instalments are expected to be funded by the internal resources of the Jinhui Shipping and/or its subsidiaries. The last instalment is expected to be funded by bank loans and internal resources. The purchase price was determined by reference to current market values provided by shipping brokers from around early March 2004 to the date signing of the Agreement of similar type of vessels and on the basis of arm's length negotiations. As such, the Directors are of the view that the purchase price is fair and reasonable and the purchase price is in-line with the recent quotation in about March 2004.

LETTER FROM THE BOARD

Delivery

The Agreement provides that the expected time of delivery of the Vessel will take place in Japan during the period from 1 February 2005 to 30 May 2005. Subject to the terms of the Agreement, if there is any delay in the delivery of the Vessel, the Buyer may at its option cancel the Agreement and the full amount of all sums paid by the Buyer together with interest earned thereon shall be released to the Buyer immediately.

REASONS FOR THE ACQUISITION

The principal activities of the Group include international ship chartering, ship owning and trading. The Group currently owns ten dry bulk vessels. After the Acquisition, the Group has altogether four dry bulk vessels under construction. The freight rates of the shipping market have picked up rapidly with the Baltic Dry Index (an index reflects the performance of charter hire for bulk carriers) rose by around 3,000 points over the past six months to close at 5,263 as at 29 February 2004. The Company considers that the purchase price of the Vessel is fair and reasonable and it is an opportune moment during recent market situations to further expand its fleet of vessels in order to generate more operating income for the Group.

GENERAL

Under the Listing Rules, the Acquisition constitutes a major transaction for the Company and is subject to shareholders' approval in general meeting. However, Fairline, which is not interested in the Acquisition (other than through its shareholding interest in the Company and its approximately 0.50 per cent. direct shareholding interest in Jinhui Shipping) and has given to the Company its irrevocable approval in writing of the Acquisition. Accordingly, no shareholder of the Company is required to abstain from voting in the general meeting. The Company has applied for a waiver from the Stock Exchange from the requirement to convene a general meeting pursuant to Rule 14.10 of the Listing Rules and the Stock Exchange has confirmed that the Company is not required to convene a general meeting to obtain an approval of the Acquisition from the shareholders of the Company.

Your attention is also drawn to the Appendix to this circular.

Yours faithfully,
By Order of the Board
Ng Siu Fai
Chairman

(1) FINANCIAL STATEMENTS

Set out below is a summary of the audited consolidated financial statements of the Group for each of three years ended 31 December 2002 as extracted from the annual report of the Company for the year ended 31 December 2002.

CONSOLIDATED INCOME STATEMENT

Year ended 31 December 2002

	2002 <i>HK\$'000</i>	2001 <i>HK\$'000</i>	2000 <i>HK\$'000</i>
Turnover	<u>756,179</u>	<u>864,485</u>	<u>699,458</u>
(Loss) Profit from operations	(89,290)	57,173	66,831
Provision for impairment loss of fixed assets	–	(56,597)	(157,579)
Share of results of associates	–	(133)	141
Interest income	6,113	18,147	28,223
Interest expenses	<u>(22,250)</u>	<u>(24,454)</u>	<u>(17,431)</u>
Loss before taxation	(105,427)	(5,864)	(79,815)
Taxation	<u>(667)</u>	<u>(325)</u>	<u>(503)</u>
Loss from ordinary activities after taxation	(106,094)	(6,189)	(80,318)
Minority interests	<u>43,755</u>	<u>(12,267)</u>	<u>51,595</u>
Net loss for the year	<u>(62,339)</u>	<u>(18,456)</u>	<u>(28,723)</u>
Basic loss per share (HK cents)	<u>(11.85)</u>	<u>(3.51)</u>	<u>(5.46)</u>

CONSOLIDATED BALANCE SHEET

At 31 December 2002

	2002 <i>HK\$'000</i>	2001 <i>HK\$'000</i>	2000 <i>HK\$'000</i>
Fixed assets	1,387,830	1,112,779	908,476
Intangible asset	134	148	163
Interests in associates	(28)	(28)	(1,402)
Other investments	40,320	54,151	69,209
Other non-current assets	26,188	3,626	47,346
Current assets	272,794	425,192	407,569
Current liabilities	(240,180)	(266,545)	(252,243)
Non-current liabilities	(690,665)	(426,844)	(267,964)
Minority interests	<u>(349,218)</u>	<u>(392,969)</u>	<u>(383,200)</u>
Net assets	<u>447,175</u>	<u>509,510</u>	<u>527,954</u>
Issued capital	52,624	52,624	52,624
Reserves	<u>394,551</u>	<u>456,886</u>	<u>475,330</u>
	<u>447,175</u>	<u>509,510</u>	<u>527,954</u>

Set out below is the audited consolidated financial statements of the Group as contained in the annual report of the Company for the year ended 31 December 2002, together with accompanying notes.

Consolidated Income Statement

Year ended 31 December 2002

	<i>Note</i>	2002 <i>HK\$'000</i>	2001 <i>HK\$'000</i>
Turnover	2	756,179	864,485
Other operating income		54,859	75,002
Voyage related expenses		(470,012)	(543,463)
Cost of trading goods sold		(180,815)	(226,270)
Staff costs		(34,235)	(39,453)
Other operating expenses		(61,890)	(70,342)
Other net (expenses) income		(85,173)	53,841
Depreciation and amortization		(68,203)	(56,627)
		<hr/>	<hr/>
(Loss) Profit from operations	3	(89,290)	57,173
Provision for impairment loss of fixed assets		–	(56,597)
Share of results of associates		–	(133)
Interest income		6,113	18,147
Interest expenses	4	(22,250)	(24,454)
		<hr/>	<hr/>
Loss before taxation		(105,427)	(5,864)
Taxation	7	(667)	(325)
		<hr/>	<hr/>
Loss from ordinary activities after taxation		(106,094)	(6,189)
Minority interests		43,755	(12,267)
		<hr/>	<hr/>
Net loss for the year	8	<u>(62,339)</u>	<u>(18,456)</u>
		<hr/>	<hr/>
Basic loss per share (HK cents)	10	<u>(11.85)</u>	<u>(3.51)</u>

Balance Sheets*At 31 December 2002*

		Group		Company	
	<i>Note</i>	2002	2001	2002	2001
		<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
ASSETS AND LIABILITIES					
Non-current assets					
Fixed assets	<i>11</i>	1,387,830	1,112,779	–	–
Intangible asset	<i>12</i>	134	148	–	–
Interests in subsidiaries	<i>13</i>	–	–	501,331	520,539
Interests in associates	<i>14</i>	(28)	(28)	–	–
Other investments	<i>15</i>	40,320	54,151	5,000	5,000
Other non-current assets	<i>16</i>	26,188	3,626	–	–
		<u>1,454,444</u>	<u>1,170,676</u>	<u>506,331</u>	<u>525,539</u>
Current assets					
Inventories	<i>17</i>	31,107	20,687	–	–
Short-term investments	<i>18</i>	31,376	29,394	4,684	1,735
Trade receivables	<i>19</i>	67,012	78,296	–	–
Prepayments, deposits and other receivables		26,855	81,820	166	289
Pledged deposits	<i>26(b)</i>	30,470	7,369	–	–
Bank balances and cash		85,974	207,626	515	708
		<u>272,794</u>	<u>425,192</u>	<u>5,365</u>	<u>2,732</u>
Current liabilities					
Trade payables	<i>20</i>	57,104	68,553	–	–
Accrued charges and other payables		82,966	84,301	3,251	517
Taxation		465	387	–	–
Secured bank loans	<i>21</i>	62,538	65,785	–	–
Secured bank overdrafts	<i>21</i>	37,107	47,519	15,354	7,474
		<u>240,180</u>	<u>266,545</u>	<u>18,605</u>	<u>7,991</u>
Net current assets (liabilities)		<u>32,614</u>	<u>158,647</u>	<u>(13,240)</u>	<u>(5,259)</u>
Total assets less current liabilities		1,487,058	1,329,323	493,091	520,280
Non-current liabilities					
Secured bank loans	<i>21</i>	690,665	426,844	–	–
Minority interests		<u>349,218</u>	<u>392,969</u>	<u>–</u>	<u>–</u>
Net assets		<u><u>447,175</u></u>	<u><u>509,510</u></u>	<u><u>493,091</u></u>	<u><u>520,280</u></u>

	<i>Note</i>	Group		Company	
		2002	2001	2002	2001
		<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
CAPITAL AND RESERVES					
Issued capital	22	52,624	52,624	52,624	52,624
Reserves	23	394,551	456,886	440,467	467,656
		<u>447,175</u>	<u>509,510</u>	<u>493,091</u>	<u>520,280</u>

Statements of Changes in Equity*Year ended 31 December 2002*

Group	2002 <i>HK\$'000</i>	2001 <i>HK\$'000</i>
Shareholders' equity at 1 January	509,510	527,954
Exchange reserve arising on consolidation	4	6
Release on disposal of an associate	–	6
Net gains not recognized in the income statement	4	12
Net loss for the year	(62,339)	(18,456)
Shareholders' equity at 31 December	447,175	509,510
Company		
Shareholders' equity at 1 January	520,280	557,565
Net loss for the year	(27,189)	(37,285)
Shareholders' equity at 31 December	493,091	520,280

Consolidated Cash Flow Statement*Year ended 31 December 2002*

	<i>Note</i>	2002 <i>HK\$'000</i>	2001 <i>HK\$'000</i>
OPERATING ACTIVITIES			
Cash generated from operations	24(a)	20,257	173,347
Interest paid		(22,127)	(26,388)
Hong Kong Profits Tax paid		(589)	(455)
Net cash (used in) generated from operating activities		<u>(2,459)</u>	<u>146,504</u>
INVESTING ACTIVITIES			
Purchase of fixed assets		(408,736)	(319,992)
Proceeds from disposal of fixed assets, other than investment properties		43,725	929
Proceeds from disposal of an investment property		4,840	1,415
Proceeds from termination of investment in toll road		13,650	–
Proceeds from disposal of a subsidiary	24(b)	1,000	–
Interest received		6,313	20,106
Net amount of loan advanced		(866)	–
Dividend and investment income received, including toll income received		14,797	9,374
Net borrowings to associates		–	(43)
Net cash used in investing activities		<u>(325,277)</u>	<u>(288,211)</u>
FINANCING ACTIVITIES			
New bank loans		343,161	270,292
Repayment of bank loans		(103,564)	(58,967)
(Increase) Decrease in pledged deposits		(23,101)	40,473
Dividend paid to minority shareholders		–	(2,500)
Net cash generated from financing activities		<u>216,496</u>	<u>249,298</u>
Net (decrease) increase in cash and cash equivalents		(111,240)	107,591
Cash and cash equivalents at 1 January		<u>160,107</u>	<u>52,516</u>
Cash and cash equivalents at 31 December	24(c)	<u><u>48,867</u></u>	<u><u>160,107</u></u>

NOTES TO THE FINANCIAL STATEMENTS*Year ended 31 December 2002***1. PRINCIPAL ACCOUNTING POLICIES**

The financial statements have been prepared in accordance with Statements of Standard Accounting Practice and Interpretations issued by the Hong Kong Society of Accountants (“HKSA”), accounting principles generally accepted in Hong Kong and the Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. A summary of the principal accounting policies adopted by the Group is set out below.

Impact of new and revised Statements of Standard Accounting Practice (“SSAPs”)

The Group has adopted the new and revised SSAPs issued by the HKSA which are effective for accounting periods commencing on or after 1 January 2002. The new and revised SSAPs having significant effects on the Group are:

SSAP 1 (revised)	Presentation of financial statements
SSAP 11 (revised)	Foreign currency translation
SSAP 15 (revised)	Cash flow statements
SSAP 34	Employee benefits

Presentation of financial statements

The principal impact of the revision to this SSAP is that the Group is required to prepare a statement of changes in equity instead of a consolidated statement of recognized gains and losses and reconciliation of movements in consolidated shareholders’ funds.

Foreign currency translation

The principal impact of the revision to this SSAP is that the income statements of overseas subsidiaries are translated at average rates for the year, rather than translated at the applicable rates of exchange ruling at the balance sheet date. In previous years, the income statements of overseas subsidiaries were translated at the applicable rates of exchange ruling at balance sheet date. The change in the treatment of such items in the current year has, however, had no significant effect on these financial statements.

Cash flow statements

This revised SSAP requires classifying cash flows during the year into operating, investing and financing activities when preparing the cash flow statement. Cash flows arising from taxes on income are disclosed separately under operating activities unless they can be specifically identified with financing or investing activities.

Employee benefits

The adoption of this SSAP has resulted in no significant change to the previously adopted accounting treatments for employee benefits.

Basis of preparation

The measurement basis used in the preparation of the financial statements is historical cost modified by the revaluation of investment properties, leasehold land and buildings and motor vessels and improvement and the marking to market of certain investments in securities, as explained in the accounting policies set out below.

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries made up to 31 December each year. The results of subsidiaries acquired or disposed of during the year are dealt with in the consolidated income statement from or up to their effective dates of acquisition or disposal respectively.

All material inter-company transactions and balances within the Group are eliminated on consolidation.

Goodwill

Goodwill or negative goodwill arising on consolidation represents the excess or deficit of the consideration paid over the fair value of the Group's share of net assets of the acquired subsidiary at the date of acquisition.

Goodwill on acquisitions which occurred prior to 1 January 2001 is eliminated against consolidated reserves and subject to assessments of impairment of goodwill in accordance with SSAP 31. Negative goodwill is credited to a capital reserve.

Goodwill arising from acquisitions after 1 January 2001 is recognized as an intangible asset and is amortized on a straight-line basis over its estimated useful life not exceeding 20 years. Any negative goodwill arising on acquisition is presented as a deduction from goodwill and is released to the income statement based on an analysis of the circumstances from which the balance resulted.

On disposal of a subsidiary, the attributable amount of unamortized goodwill or unreleased negative goodwill is included in the determination of the profit or loss on disposal.

Revenue recognition

Revenue is recognized when it is probable that the economic benefits will flow to the Group and when the revenue and costs, if applicable, can be measured reliably.

Revenue from the operations of ship chartering or owning business is recognized on the percentage of completion basis measured by time proportion.

Income from trading is recognized when goods are delivered and title has passed.

Income from transportation is recognized in the period when services are provided.

Income from warehousing is recognized in the period in which the properties are let out and on the straight-line basis over the lease terms.

Dividend and investment income are recognized when the shareholders' rights to receive payment have been established.

Other interest income is accrued on a time proportion basis on the principal outstanding and at the interest rate applicable.

Drydocking, repairs and survey costs

Vessel repairs and survey costs are expensed as incurred. Drydocking and special survey costs are deferred and written off over the drydocking cycle of two to three years. Upon disposal of vessels, any relevant costs not yet written off are transferred to the income statement.

Foreign currencies

Transactions involving foreign currencies are translated at the applicable rates of exchange ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are retranslated at the applicable rates of exchange ruling at that date. Translation differences are included in the income statement.

On consolidation, the balance sheet of overseas subsidiaries is translated at the applicable rates of exchange ruling at the balance sheet date while the income statement is translated at an average rate for the year. All exchange differences arising on consolidation are dealt with in reserves.

Operating leases

Leases where substantially all the rewards and risks of ownership of assets remain with the leasing company are accounted for as operating leases.

Hire income and payments applicable to operating leases in respect of time charters are recognized as revenue and expenses on the percentage of completion basis. Rental receivables and payables in respect of other operating leases are recognized as revenue and expenses respectively on the straight-line basis over the lease terms.

Taxation

The charge for taxation is based on the results for the year as adjusted for items which are non-assessable or disallowed. Timing differences arise from the recognition for tax purposes of certain items of income and expense in a different accounting period from that in which they are recognized in the financial statements. The tax effect of timing differences, computed using the liability method, is recognized as deferred taxation in the financial statements to the extent that it is probable that a liability or asset will crystallize in the foreseeable future. A deferred tax asset is not recognized unless its realization is assured beyond reasonable doubt.

Employee benefits

The Group operates a defined contribution retirement scheme and a mandatory provident fund scheme.

The obligations for contributions to defined contribution retirement scheme are recognized as expenses in the income statement as incurred and are reduced by forfeited contributions of those employees who leave the scheme prior to vesting fully in the contributions. The assets of the scheme are held separately from those of the Group in an independently administered fund.

Contributions to the Mandatory Provident Funds as required under the Hong Kong Mandatory Provident Fund Schemes Ordinance are charged to the income statement when incurred.

Fixed assets

Investment properties are interests in land and buildings in respect of which construction work and development have been completed and which are intended to be held on a long-term basis for their investment potential. Investment properties are stated at their open market values on the basis of annual professional valuations. Changes in the values of investment properties are dealt with as movements in the investment property revaluation reserve. If the total of this reserve is insufficient to cover a deficit, on a portfolio basis, the excess of the deficit is included in the income statement. Upon the disposal of investment properties, the relevant portion of the investment property revaluation reserve realized in respect of previous valuations will be included in the income statement.

Leasehold land and buildings are stated at cost less accumulated depreciation and impairment losses, except for a leasehold land and building which is stated at valuation made in 1994 by a professional valuer on an open market existing use basis less accumulated depreciation and impairment losses.

Property under development and *vessels under construction* are stated at cost less provision for impairment loss.

Motor vessels and improvement acquired before May 1994 are stated at the average valuation made by three firms of shipbrokers at open market value on a charter free basis in 1994 less accumulated depreciation and impairment losses. For motor vessels and improvement acquired after May 1994, they are stated at cost less accumulated depreciation and impairment losses.

Other fixed assets are stated at cost less accumulated depreciation and impairment losses.

Advantage has been taken of the transitional relief provided by paragraph 80 of SSAP 17 "Property, plant and equipment" issued by the HKSA from the requirement to make regular revaluation of certain leasehold land and buildings and motor vessels and improvement which had been carried at revalued amounts prior to 30 September 1995, and accordingly no further revaluation of the entire class of leasehold land and buildings and motor vessels and improvement is carried out.

The cost of an asset comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Expenditures incurred in restoring assets to their normal working conditions are charged to the income statement. Improvements are capitalized and depreciated over their expected useful lives.

The gain or loss arising from the disposal or retirement of assets is determined as the difference between the net sale proceeds and the carrying amount of the assets and is recognized as income or expense in the income statement.

Depreciation of fixed assets

No depreciation is provided in respect of investment properties with an unexpired lease term of over 20 years as well as property under development and vessels under construction until they are completed.

Depreciation is provided to write off the cost or valuation of motor vessels over their estimated useful lives, after taking into account their estimated residual values, using straight-line method over the estimated useful life of 25 years from date on which they become fully operational.

Depreciation is provided to write off the costs or valuation of other fixed assets (as specified below) over their estimated useful lives from the date on which they become fully operational and after taking into account their estimated residual values, using the straight-line method as follows:

Leasehold land	over the unexpired term of lease
Buildings	3% per annum
Vessel's improvement	20% – 40% per annum
Plant and machinery	20% per annum
Leasehold improvement	20% – 30% per annum
Utility vessels, furniture and equipment	6% – 25% per annum

Intangible asset

Intangible asset represents transfer fee for club entrance and is amortized on a straight-line basis over 20 years.

Subsidiaries

A subsidiary, in accordance with the Companies Ordinance, is an enterprise, in which the Company, directly or indirectly, holds more than half of the voting power or issued share capital, or controls the composition of the board of directors or equivalent governing body. An investment in a controlled subsidiary is consolidated into the consolidated financial statements. In the Company's balance sheet, investments in subsidiaries are stated at cost less accumulated impairment losses. The carrying amount of the investment is reduced to its recoverable amount on an individual basis.

Associates

An associate is an enterprise, in which the Company has significant influence and which is neither a subsidiary nor a joint venture of the Company.

The consolidated income statement includes the Group's share of the post-acquisition results of its associates for the year. In the consolidated balance sheet, interests in associates are stated at the Group's share of the net assets of the associates plus the premium paid or less any discount on acquisition in so far as the premium or discount has not already been written off or amortized.

When the Group transacts with its associates, unrealized profits and losses are eliminated to the extent of the Group's interest in the relevant associates, except where unrealized losses provide evidence of an impairment of the asset transferred.

Other investments

Toll road

Cost of investment in toll road is amortized on an annuity basis over the period of right during which toll income is accrued. The investment in toll road is stated at cost less accumulated amortization and impairment losses. The profit or loss on termination of investment in toll road is accounted for in the period in which the termination occurs as the difference between net proceeds receivable and the carrying amount of the investment in toll road.

Co-operative joint ventures

Investments made by means of joint venture structures which do not result in the Group having joint control with other venturers are accounted for as other investments (where the Group exercises neither control nor significant influence). Investments in co-operative joint ventures are stated at cost less accumulated amortization and impairment losses. Costs of investments in co-operative joint ventures are amortized over the respective duration of the joint venture contracts. Investment income is recognized on a receivable basis and in accordance with the provisions of the joint venture agreements. The profit sharing arrangement may not coincide with the proportion of the capital contribution from the joint venture partners. At the end of the joint venture period, the title to all assets of the joint venture will be reverted to the joint venture partners.

Unlisted club debentures

Unlisted club debentures are stated at cost and subject to impairment review at each reporting date to reflect any impairment in their values, which is expected to be other than temporary. The amount of impairment loss is recognized as an expense in the period in which the decline occurs. The profit or loss on disposal of unlisted club debentures is accounted for in the period in which the disposal occurs as the difference between net sales proceeds and the carrying amount of the debentures.

Short-term investments

Short-term investments in securities are stated at their fair values in the balance sheet. The unrealized holding gains or losses for short-term investments in securities are included in the income statement.

The profit or loss on disposal of short-term investments in securities is accounted for in the period in which the disposal occurs as the difference between net sales proceeds and the carrying amount of the securities.

Inventories

Inventories comprise ship stores, which include bunker fuel stores, and trading goods.

Initial ship stores are capitalized as part of the costs of the vessels. Subsequent purchases of ship stores are charged as operating expenses to the extent that they are consumed during the year. Ship stores unused at the balance sheet date are carried forward as inventories at the lower of cost and net realizable value. Trading goods are stated at the lower of cost and net realizable value.

Cost, which comprises all costs of purchase and, where applicable, other costs that have been incurred in bringing the inventories to their present location and condition, is calculated using the first-in, first-out method. Net realizable value represents the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale.

Impairment of assets

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 any such indication exists, the recoverable amount of the asset is estimated.

Calculation of recoverable amount

The recoverable amount of an asset is the higher of its net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of time value of money and the risks specific to the asset. Where it is not possible to estimate the recoverable amount of an individual asset, the Group determines the recoverable amount of the cash-generating unit (the smallest identifiable group of assets that generates cash inflows from continuing use independently) to which the asset belongs.

If the recoverable amount of an asset or a cash-generating unit is estimated to be less than its carrying amount, the carrying amount of the asset or cash-generating unit is reduced to its recoverable amount. Impairment loss is recognized as an expense immediately, unless the relevant asset is carried at revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Reversals of impairment loss

An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. A reversal of impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognized in prior years. A reversal of impairment loss is recognized as income immediately, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

Provisions

A provision is recognized when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. Expenditures for which a provision has been recognized are charged against the related provision in the year in which the expenditures are incurred. Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate. Where the effect of the time value of money is material, the amount provided is the present value of the expenditures expected to be required to settle the obligation.

Cash equivalents

For the purpose of consolidated cash flow statement, cash equivalents represent short-term highly liquid investments which are readily convertible into known amounts of cash and subject to an insignificant risk of change in value, net of bank overdrafts.

Related parties

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

Segment reporting

In accordance with the Group's internal financial reporting, the Group has determined that business segments as the principal reporting format and geographical segments analysis as secondary reporting format for the purposes of these financial statements.

Segment revenue, expenses, results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis to that segment. Segment capital expenditures are the total costs incurred during the year to acquire segment assets that are expected to be used for more than one year. Unallocated items mainly comprise financial assets, bank overdrafts, financing expenses and minority interests.

2. TURNOVER AND REVENUE

The principal activity of the Company is investment holding. Its subsidiaries are principally engaged in the businesses of ship chartering, ship owning, trading, transportation and warehousing.

Turnover and revenue recognized by category are analyzed as follows:

	Group	
	2002	2001
	<i>HK\$'000</i>	<i>HK\$'000</i>
Turnover		
Chartering freight and hire:		
Hire income under time charter from owned vessels	215,403	191,970
Other chartering freight and hire income	328,238	421,286
Trading	209,098	248,087
Transportation and warehousing	3,440	3,142
	756,179	864,485
Other revenue		
Dividend and investment income from co-operative joint ventures	9,759	8,172
Interest income	6,113	18,147
	772,051	890,804
Revenue	772,051	890,804

3. (LOSS) PROFIT FROM OPERATIONS

This is stated after charging (crediting):

	Group	
	2002	2001
	<i>HK\$'000</i>	<i>HK\$'000</i>
Auditors' remuneration	675	675
Cost of inventories	230,481	266,798
Hire payments under time charters	238,645	316,997
Operating lease charges in respect of land and buildings	5,102	4,667
Exchange loss (gain), including unrealized provision, for foreign currency exposures	55,356	(51,726)
Loss on disposal/written off of fixed assets, other than investment properties	4,699	483
Loss on disposal of an investment property	860	385
Loss on disposal of a subsidiary and an associate	-	176
Net loss on disposal of short-term investments, including unrealized holding loss of HK\$10,131,000 (2001: HK\$7,456,000)	10,888	20,471
Gain on termination of investment in toll road	(4,222)	-
Provision for impairment loss of other investments (included in other operating expenses)	114	11,700
Provision for impairment loss of fixed assets (included in other operating expenses)	12,661	-
Revaluation deficit of investment properties	2,000	500
Provision for (Write-back of provision for) bad and doubtful debts	1,980	(8,249)
Provision for claim receivable	30,200	-
Write-back of claims provision	-	(5,460)
Retirement benefits scheme contributions net of forfeited contributions of HK\$345,000 (2001: HK\$1,190,000)	1,485	975
Gross rental income of HK\$912,000 (2001: HK\$1,045,000) net of outgoings from operating leases on investment properties	(873)	(963)
	<u>(873)</u>	<u>(963)</u>

4. INTEREST EXPENSES

	Group	
	2002	2001
	<i>HK\$'000</i>	<i>HK\$'000</i>
Interests on bank loans and overdrafts:		
Wholly repayable within five years	6,780	12,061
Not wholly repayable within five years	15,470	12,393
	<u>22,250</u>	<u>24,454</u>

5. DIRECTORS' EMOLUMENTS

	Group	
	2002 <i>HK\$'000</i>	2001 <i>HK\$'000</i>
Directors' fees	5,972	5,972
Other emoluments:		
Salaries and other benefits	4,088	4,086
Retirement benefits scheme contributions	89	89
	10,149	10,147
	10,149	10,147

The directors' emoluments included fee of HK\$60,000 (2001: HK\$60,000) paid to the non-executive directors during the year.

Emoluments of the directors were within the following bands:

	Number of directors	
	2002	2001
HK\$0 – HK\$1,000,000	4	4
HK\$1,500,001 – HK\$2,000,000	1	1
HK\$2,000,001 – HK\$2,500,000	1	1
HK\$2,500,001 – HK\$3,000,000	1	1
HK\$3,000,001 – HK\$3,500,000	1	1
	8	8
	8	8

6. EMPLOYEES' EMOLUMENTS

The five highest paid individuals included four (2001: four) directors whose details of emoluments are set out in note 5 above. Emoluments of the remaining one (2001: one) individual were as follows:

	Group	
	2002 <i>HK\$'000</i>	2001 <i>HK\$'000</i>
Salaries and other benefits	1,808	1,786
Retirement benefits scheme contributions	30	30
	1,838	1,816
	1,838	1,816

The emoluments of the remaining one (2001: one) individual with the highest paid were within the following band:

	Number of individual	
	2002	2001
HK\$1,500,001 – HK\$2,000,000	<u>1</u>	<u>1</u>

7. TAXATION

	Group	
	2002	2001
	HK\$'000	HK\$'000
The Company and its subsidiaries:		
Hong Kong Profits Tax:		
Current year	670	230
(Over) Under-provision in respect of prior years	<u>(3)</u>	<u>95</u>
	<u>667</u>	<u>325</u>

Hong Kong Profits Tax has been provided at the rate of 16% (2001: 16%) on the estimated assessable profits for the year. In the opinion of the directors, substantial portion of the Group's income neither arose in nor derived from Hong Kong and therefore was not subject to Hong Kong Profits Tax. The Group is also not subject to taxation in any other jurisdictions in which the Group operates.

The major components of deferred taxation not credited for the year are as follows:

	Group	
	2002	2001
	HK\$'000	HK\$'000
Excess of depreciation over tax allowances	(6,845)	(289)
Tax losses arising	<u>(7,655)</u>	<u>(59)</u>
	<u>(14,500)</u>	<u>(348)</u>

8. NET LOSS FOR THE YEAR

The net loss for the year included a loss of HK\$27,189,000 (2001: HK\$37,285,000) which has been dealt with in the financial statements of the Company.

9. DIVIDENDS

The Board has resolved not to recommend the payment of any final dividend for the year (2001: Nil). As interim dividend has also not been declared in the year (2001: Nil), there will be no dividend distribution for the whole year of 2002 (2001: Nil).

10. LOSS PER SHARE

Basic loss per share for the year is calculated on the net loss for the year of HK\$62,339,000 (2001: HK\$18,456,000) and on the weighted average number of 526,242,488 (2001: 526,242,488) shares in issue during the year.

Diluted loss per share is not presented as there is no potential ordinary share in issue in both years.

11. FIXED ASSETS**Group**

	Investment properties <i>HK\$'000</i>	Leasehold land and buildings <i>HK\$'000</i>	Property under development <i>HK\$'000</i>	Motor vessels and improvement <i>HK\$'000</i>	Vessels under construction <i>HK\$'000</i>	Plant and machinery <i>HK\$'000</i>	Leasehold improvement, utility vessels, furniture and equipment <i>HK\$'000</i>	Total <i>HK\$'000</i>
Cost or valuation								
At 1 January 2002	23,500	210,670	69,356	1,361,671	103,181	1,300	32,650	1,802,328
Additions	-	-	-	8,171	399,387	-	1,178	408,736
Disposals/Write off	(5,700)	-	-	(113,401)	-	-	(1,653)	(120,754)
Revaluation	(2,000)	-	-	-	-	-	-	(2,000)
Transfer upon completion	-	-	-	502,568	(502,568)	-	-	-
At 31 December 2002	15,800	210,670	69,356	1,759,009	-	1,300	32,175	2,088,310
Accumulated depreciation and impairment losses								
At 1 January 2002	-	131,177	54,356	476,184	-	957	26,875	689,549
Charge for the year	-	1,558	-	61,072	-	84	2,186	64,900
Eliminated on disposals/written off	-	-	-	(65,019)	-	-	(1,611)	(66,630)
Impairment loss for the year	-	7,686	-	4,975	-	-	-	12,661
At 31 December 2002	-	140,421	54,356	477,212	-	1,041	27,450	700,480
Net book value								
At 31 December 2002	15,800	70,249	15,000	1,281,797	-	259	4,725	1,387,830
At 1 January 2002	23,500	79,493	15,000	885,487	103,181	343	5,775	1,112,779
Analysis of cost or valuation of fixed assets								
At 31 December 2002								
At cost	-	157,670	69,356	1,414,327	-	1,300	32,175	1,674,828
At professional valuation in:								
1994	-	53,000	-	344,682	-	-	-	397,682
2002	15,800	-	-	-	-	-	-	15,800
	15,800	210,670	69,356	1,759,009	-	1,300	32,175	2,088,310

Investment property of the Group was revalued at balance sheet date by Midland Surveyors Limited, independent professional surveyors, on an open market value basis.

If the following classes of fixed assets had not been revalued at balance sheet date, their carrying amounts at cost less accumulated depreciation and impairment losses would have been:

	Group	
	2002 <i>HK\$'000</i>	2001 <i>HK\$'000</i>
Leasehold land and buildings	<u>70,249</u>	<u>79,493</u>
Motor vessels and improvement	<u>1,281,797</u>	<u>885,487</u>

All motor vessels and improvement and investment properties are held for use under operating leases.

Net book values of the Group's properties are analyzed as follows:

	Group	
	2002 <i>HK\$'000</i>	2001 <i>HK\$'000</i>
Medium term lease:		
property under development in Hong Kong	15,000	15,000
Long term leases:		
leasehold land and buildings in Hong Kong	69,962	79,187
leasehold land and buildings outside Hong Kong	287	306
investment property in Hong Kong	<u>15,800</u>	<u>23,500</u>
	<u>101,049</u>	<u>117,993</u>

12. INTANGIBLE ASSET

	Group	
	2002 <i>HK\$'000</i>	2001 <i>HK\$'000</i>
Transfer fee for club entrance		
Cost		
At 1 January and at 31 December	<u>250</u>	<u>250</u>
Accumulated amortization		
At 1 January	102	87
Charge for the year	<u>14</u>	<u>15</u>
At 31 December	<u>116</u>	<u>102</u>
Net book value		
At 31 December	<u>134</u>	<u>148</u>

13. INTERESTS IN SUBSIDIARIES

	Company	
	2002	2001
	<i>HK\$'000</i>	<i>HK\$'000</i>
Listed shares on the Oslo Stock Exchange, at cost	351,702	351,702
Unlisted shares, at cost	13	13
	<hr/>	<hr/>
	351,715	351,715
Due from subsidiaries, net of provision	153,462	172,394
Due to subsidiaries	(3,846)	(3,570)
	<hr/>	<hr/>
	501,331	520,539
	<hr/> <hr/>	<hr/> <hr/>

Details of the Company's principal subsidiaries are set out in note 35 to the financial statements.

The market value of one of the subsidiaries, Jinhui Shipping, whose shares are listed on the Oslo Stock Exchange, amounted to approximately HK\$66,321,000 (2001: HK\$56,678,000) at balance sheet date.

14. INTERESTS IN ASSOCIATES

	Group	
	2002	2001
	<i>HK\$'000</i>	<i>HK\$'000</i>
Share of net assets	23	23
Due to associates	(51)	(51)
	<hr/>	<hr/>
	(28)	(28)
	<hr/> <hr/>	<hr/> <hr/>

15. OTHER INVESTMENTS

	Group		Company	
	2002 HK\$'000	2001 HK\$'000	2002 HK\$'000	2001 HK\$'000
Toll road, at cost	15,600	15,600	–	–
Less: Accumulated amortization	(6,172)	(5,414)	–	–
Eliminated on termination	(9,428)	–	–	–
	<u>–</u>	<u>10,186</u>	<u>–</u>	<u>–</u>
Co-operative joint ventures, at cost	78,648	78,648	–	–
Less: Accumulated amortization	(21,722)	(19,191)	–	–
Accumulated impairment losses	(24,016)	(24,016)	–	–
	<u>32,910</u>	<u>35,441</u>	<u>–</u>	<u>–</u>
Unlisted club debentures, at cost	8,524	8,524	5,000	5,000
Less: Provision for impairment loss	(114)	–	–	–
Disposal	(1,000)	–	–	–
	<u>7,410</u>	<u>8,524</u>	<u>5,000</u>	<u>5,000</u>
Unlisted investments, at cost	11,700	11,700	–	–
Less: Provision for impairment loss	(11,700)	(11,700)	–	–
	<u>–</u>	<u>–</u>	<u>–</u>	<u>–</u>
	<u><u>40,320</u></u>	<u><u>54,151</u></u>	<u><u>5,000</u></u>	<u><u>5,000</u></u>

16. OTHER NON-CURRENT ASSETS

	Group	
	2002 HK\$'000	2001 HK\$'000
Deferred drydocking expenses, at cost	14,398	14,539
Less: Amount written off	(10,210)	(10,913)
	<u>4,188</u>	<u>3,626</u>
Loan receivable	26,000	23,000
Less: Amount included in current assets	(4,000)	(23,000)
	<u>22,000</u>	<u>–</u>
	<u><u>26,188</u></u>	<u><u>3,626</u></u>

17. INVENTORIES

	Group	
	2002 <i>HK\$'000</i>	2001 <i>HK\$'000</i>
Ship stores	1,639	2,435
Trading goods	29,468	18,252
	<u>31,107</u>	<u>20,687</u>

Inventories at balance sheet date were carried at cost.

18. SHORT-TERM INVESTMENTS

	Group		Company	
	2002 <i>HK\$'000</i>	2001 <i>HK\$'000</i>	2002 <i>HK\$'000</i>	2001 <i>HK\$'000</i>
Debts securities, at fair value:				
Listed outside Hong Kong	744	643	–	–
Unlisted	7,761	15,522	–	–
	<u>8,505</u>	<u>16,165</u>	<u>–</u>	<u>–</u>
Equity securities, at fair value:				
Listed in Hong Kong	21,316	10,792	4,684	1,735
Listed outside Hong Kong	1,555	2,437	–	–
	<u>22,871</u>	<u>13,229</u>	<u>4,684</u>	<u>1,735</u>
	<u>31,376</u>	<u>29,394</u>	<u>4,684</u>	<u>1,735</u>

19. TRADE RECEIVABLES

The credit terms given to charterers vary according to the types of vessels' employment. The credit terms could vary from 15 to 60 days.

The credit terms given to trading customers vary based on the financial assessments and payment track records. Credit limits are set for all customers and are revised only with the approval of senior management. General credit terms are payments by the end of 60 to 120 days following the month in which sales took place.

The aging analysis of trade receivables (net of provision for doubtful debts) is as follows:

	Group	
	2002 <i>HK\$'000</i>	2001 <i>HK\$'000</i>
0 – 90 days	41,640	58,518
91 – 180 days	22,102	16,823
181 – 365 days	2,484	1,618
Over 365 days	786	1,337
	<u>67,012</u>	<u>78,296</u>

20. TRADE PAYABLES

The aging analysis of trade payables is as follows:

	Group	
	2002 <i>HK\$'000</i>	2001 <i>HK\$'000</i>
0 – 90 days	45,623	54,792
91 – 180 days	711	984
181 – 365 days	740	637
Over 365 days	10,030	12,140
	<u>57,104</u>	<u>68,553</u>

21. SECURED BANK LOANS AND OVERDRAFTS

	Group		Company	
	2002 <i>HK\$'000</i>	2001 <i>HK\$'000</i>	2002 <i>HK\$'000</i>	2001 <i>HK\$'000</i>
The maturity of secured bank loans and overdrafts is as follows:				
Within one year	99,645	113,304	15,354	7,474
After one year but within two years	62,608	58,830	–	–
After two years but within five years	188,463	109,632	–	–
After five years	439,594	258,382	–	–
	<u>790,310</u>	<u>540,148</u>	<u>15,354</u>	<u>7,474</u>
Less: Amount included in current liabilities				
Secured bank loans	(62,538)	(65,785)	–	–
Secured bank overdrafts	(37,107)	(47,519)	(15,354)	(7,474)
	<u>690,665</u>	<u>426,844</u>	<u>–</u>	<u>–</u>
Amount included in non-current liabilities				
	<u>690,665</u>	<u>426,844</u>	<u>–</u>	<u>–</u>

22. ISSUED CAPITAL

	Company	
	2002 HK\$'000	2001 HK\$'000
<i>Authorized:</i>		
1,000,000,000 ordinary shares of HK\$0.10 each	<u>100,000</u>	<u>100,000</u>
<i>Issued and fully paid:</i>		
526,242,488 ordinary shares of HK\$0.10 each	<u>52,624</u>	<u>52,624</u>

23. RESERVES

Group	Share premium HK\$'000	Capital reserve HK\$'000	Capital redemption reserve HK\$'000	Accumulated profits (losses) HK\$'000	Total HK\$'000
At 1 January 2001	288,733	139,640	2,023	44,934	475,330
Exchange reserve arising on consolidation	-	6	-	-	6
Release on disposal of an associate	-	6	-	-	6
Net loss for the year	-	-	-	(18,456)	(18,456)
	<u>288,733</u>	<u>139,652</u>	<u>2,023</u>	<u>26,478</u>	<u>456,886</u>
At 31 December 2001	288,733	139,652	2,023	26,478	456,886
Exchange reserve arising on consolidation	-	4	-	-	4
Net loss for the year	-	-	-	(62,339)	(62,339)
	<u>288,733</u>	<u>139,656</u>	<u>2,023</u>	<u>(35,861)</u>	<u>394,551</u>
At 31 December 2002	<u>288,733</u>	<u>139,656</u>	<u>2,023</u>	<u>(35,861)</u>	<u>394,551</u>

The application of the share premium account and the capital redemption reserve is governed by Section 48B and 49H respectively of the Companies Ordinance. The capital reserve has been set up and will be dealt with in accordance with the accounting policies adopted for goodwill arising on subsidiaries and associates, and foreign currency translation.

Company	Share premium HK\$'000	Capital reserve HK\$'000	Capital redemption reserve HK\$'000	Accumulated profits HK\$'000	Total HK\$'000
At 1 January 2001	288,733	–	2,023	214,185	504,941
Net loss for the year	–	–	–	(37,285)	(37,285)
At 31 December 2001	288,733	–	2,023	176,900	467,656
Net loss for the year	–	–	–	(27,189)	(27,189)
At 31 December 2002	288,733	–	2,023	149,711	440,467

Accumulated profits includes HK\$32,220,000 which represents profits on disposal of certain subsidiaries to Jinhui Shipping in previous years. As it does not constitute realized profits within the meaning of Section 79B(2) of the Companies Ordinance, it is not available for distribution to shareholders. Thus, at balance sheet date, reserves of the Company available for distribution to shareholders amounted to HK\$117,491,000 (2001: HK\$144,680,000).

24. NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT

(a) Cash generated from operations

	Group	
	2002	2001
	<i>HK\$'000</i>	<i>HK\$'000</i>
Loss before taxation	(105,427)	(5,864)
Depreciation and amortization	68,203	56,627
Interest income	(6,113)	(18,147)
Interest expenses	22,250	24,454
Dividend income from short-term investments	(1,683)	(653)
Dividend and investment income, including toll income	(12,333)	(10,980)
Share of results of associates	–	133
Loss on disposal/written off of fixed assets, other than investment properties	4,699	483
Loss on disposal of an investment property	860	385
Loss on disposal of a subsidiary and an associate	–	176
Gain on termination of investment in toll road	(4,222)	–
Provision for impairment loss of other investments	114	11,700
Provision for impairment loss of fixed assets	12,661	56,597
Revaluation deficit of investment properties	2,000	500
Provision for (Write-back of provision for) bad and doubtful debts	1,980	(8,249)
Provision for claim receivable	30,200	–
Write-back of claims provision	–	(5,460)
Net drydocking expense (deferred) written off	(562)	3,520
Effects of exchange rates movement	20,985	(33,732)
Changes in working capital:		
Inventories	(10,420)	6,597
Short-term investments	(1,982)	55,864
Trade receivables	9,170	24,092
Prepayments, deposits and other receivables	2,784	28,230
Trade payables	(11,449)	(23,274)
Accrued charges and other payables	(1,458)	10,348
Cash generated from operations	20,257	173,347

(b) Summary of the effects of the disposal of a subsidiary

	Group	
	2002 <i>HK\$'000</i>	2001 <i>HK\$'000</i>
Net assets disposed:		
Fixed assets	–	2,139
Other investments	1,000	–
Prepayments, deposits and other receivables	–	58
Accrued charges and other payables	–	(1,875)
	<u>1,000</u>	<u>322</u>
Loss on disposal of a subsidiary	–	(322)
	<u>–</u>	<u>–</u>
Total consideration, satisfied by cash	<u><u>1,000</u></u>	<u><u>–</u></u>

Analysis of net inflow of cash and cash equivalents in respect of disposal of a subsidiary:

	Group	
	2002 <i>HK\$'000</i>	2001 <i>HK\$'000</i>
Cash consideration	1,000	–
Cash and cash equivalents disposed	–	–
	<u>–</u>	<u>–</u>
Net inflow of cash and cash equivalents	<u><u>1,000</u></u>	<u><u>–</u></u>

(c) Analysis of the balances of cash and cash equivalents

	Group	
	2002 <i>HK\$'000</i>	2001 <i>HK\$'000</i>
Bank balances and cash	85,974	207,626
Secured bank overdrafts	(37,107)	(47,519)
	<u>48,867</u>	<u>160,107</u>

25. DEFERRED TAXATION

A potential deferred tax asset has not been recognized in the financial statements in respect of tax losses available to set off future profit as it is not certain that the tax losses will be utilized in the foreseeable future.

At balance sheet date, the major components of deferred taxation (assets) liabilities unprovided are as follows:

	Group	
	2002	2001
	<i>HK\$'000</i>	<i>HK\$'000</i>
Excess of depreciation over tax allowances	(4,986)	–
Excess of tax allowances over depreciation	–	1,859
Tax losses carried forward	(58,063)	(50,408)
	<u>(63,049)</u>	<u>(48,549)</u>

26. PLEDGE OF ASSETS

At balance sheet date, the Group had certain credit facilities which were secured by the followings:

- (a) Legal charge on the Group's investment property, leasehold land and buildings and motor vessels and improvement with an aggregate net book value of HK\$1,154,813,000 (2001: HK\$891,533,000);
- (b) Deposits totalling HK\$30,470,000 (2001: HK\$7,369,000) of the Group placed with banks;
- (c) Short-term investments in securities of fair values totalling HK\$21,399,000 (2001: HK\$19,000,000) of the Group placed with a bank;
- (d) Legal charge on shares of seven (2001: eight) ship owning subsidiaries of the Company; and
- (e) Assignment agreements entered into with banks assigning seven (2001: seven) ship owning subsidiaries' chartering income in favour of banks.

27. COMMITMENTS

(a) Capital expenditure commitments

At balance sheet date, the Group had no material capital expenditure commitment. As at 31 December 2001, there were outstanding capital commitments relating to the newbuildings of three dry bulk vessels at total purchase price of approximately HK\$494,910,000 and the total amount contracted but not provided for, net of deposits paid, was approximately HK\$395,226,000.

(b) Commitments under operating leases (as lessee)

At balance sheet date, the total of future minimum lease payments under non-cancellable operating leases for each of the following periods of the Group are:

	Group	
	2002	2001
	<i>HK\$'000</i>	<i>HK\$'000</i>
Within one year:		
Land and buildings	1,091	1,715
Time charter hire	190,141	189,807
	<u>191,232</u>	<u>191,522</u>
After one year but within five years:		
Land and buildings	42	1,133
Time charter hire	219,387	385,355
	<u>219,429</u>	<u>386,488</u>
	<u><u>410,661</u></u>	<u><u>578,010</u></u>

(c) Commitments under operating leases (as lessor)

At balance sheet date, the total of future minimum lease payments receivables under non-cancellable operating leases for each of the following periods of the Group are:

	Group	
	2002	2001
	<i>HK\$'000</i>	<i>HK\$'000</i>
Within one year:		
Land and buildings	289	1,011
Time charter hire	152,860	51,005
	<u>153,149</u>	<u>52,016</u>
After one year but within five years:		
Land and buildings	–	276
Time charter hire	48,542	–
	<u>48,542</u>	<u>276</u>
	<u><u>201,691</u></u>	<u><u>52,292</u></u>

28. SEGMENTAL INFORMATION

(a) (i) Consolidated income statement by business segments – 2002

	Chartering freight and hire <i>HK\$'000</i>	Trading <i>HK\$'000</i>	Investments in China <i>HK\$'000</i>	Other operations <i>HK\$'000</i>	Total <i>HK\$'000</i>
Turnover	543,641	209,098	3,440	–	756,179
Other operating income	40,658	2,314	10,608	1,279	54,859
	584,299	211,412	14,048	1,279	811,038
Operating expenses	(521,074)	(205,750)	(10,071)	(10,057)	(746,952)
Other net (expenses) income	(5,287)	(15)	4,216	(84,087)	(85,173)
Depreciation and amortization	(61,158)	(495)	(3,339)	(3,211)	(68,203)
(Loss) Profit from operations	(3,220)	5,152	4,854	(96,076)	(89,290)
Provision for impairment loss of fixed assets	–	–	–	–	–
Share of results of associates	–	–	–	–	–
	(3,220)	5,152	4,854	(96,076)	(89,290)
Interest income					6,113
Interest expenses					(22,250)
Loss before taxation					(105,427)
Taxation					(667)
Loss from ordinary activities after taxation					(106,094)
Minority interests					43,755
Net loss for the year					(62,339)

(a) (ii) Consolidated income statement by business segments – 2001

	Chartering freight and hire <i>HK\$'000</i>	Trading <i>HK\$'000</i>	Investments in China <i>HK\$'000</i>	Other operations <i>HK\$'000</i>	Total <i>HK\$'000</i>
Turnover	613,256	248,087	3,142	–	864,485
Other operating income	57,719	7,376	8,470	1,437	75,002
	670,975	255,463	11,612	1,437	939,487
Operating expenses	(612,336)	(244,229)	(11,471)	(11,492)	(879,528)
Other net (expenses) income	(323)	146	65	53,953	53,841
Depreciation and amortization	(48,512)	(1,047)	(3,446)	(3,622)	(56,627)
Profit (Loss) from operations	9,804	10,333	(3,240)	40,276	57,173
Provision for impairment loss of fixed assets	(46,562)	–	–	(10,035)	(56,597)
Share of results of associates	–	(133)	–	–	(133)
	(36,758)	10,200	(3,240)	30,241	443
Interest income					18,147
Interest expenses					(24,454)
Loss before taxation					(5,864)
Taxation					(325)
Loss from ordinary activities after taxation					(6,189)
Minority interests					(12,267)
Net loss for the year					<u>(18,456)</u>

- (iii) The Group's chartering freight and hire business is carried out internationally and cannot be attributable to any particular geographical location. During the year, about 90% of the Group's turnover from trading operations was carried out in Hong Kong (2001: 25%) and the balance was mainly carried out in Mainland China. The Group's other operations, including property investments, foreign currency transactions and short-term investments, were mainly carried out in Hong Kong in both years.

(b) (i) Consolidated balance sheet by business segments – 2002

	Chartering freight and hire <i>HK\$'000</i>	Trading <i>HK\$'000</i>	Investments in China <i>HK\$'000</i>	Other operations <i>HK\$'000</i>	Total <i>HK\$'000</i>
<i>Allocated assets</i>					
Fixed assets	1,281,936	1,307	361	104,226	1,387,830
Intangible asset	–	–	–	134	134
Interests in associates	–	(28)	–	–	(28)
Other investments	–	–	32,910	7,410	40,320
Other non-current assets	4,188	22,000	–	–	26,188
Current assets	26,950	92,535	876	35,989	156,350
Total segment assets	1,313,074	115,814	34,147	147,759	1,610,794
<i>Unallocated assets</i>					
Pledged deposits					30,470
Bank balances and cash					85,974
Total assets					<u>1,727,238</u>
<i>Allocated liabilities</i>					
Total segment liabilities	797,258	47,302	2,295	46,883	893,738
<i>Unallocated liabilities</i>					
Secured bank overdrafts					37,107
Total liabilities					<u>930,845</u>
Capital expenditures incurred during the year	<u>407,577</u>	<u>463</u>	<u>10</u>	<u>686</u>	<u>408,736</u>

(b) (ii) Consolidated balance sheet by business segments – 2001

	Chartering freight and hire <i>HK\$'000</i>	Trading <i>HK\$'000</i>	Investments in China <i>HK\$'000</i>	Other operations <i>HK\$'000</i>	Total <i>HK\$'000</i>
<i>Allocated assets</i>					
Fixed assets	988,874	1,353	411	122,141	1,112,779
Intangible asset	–	–	–	148	148
Interests in associates	–	(28)	–	–	(28)
Other investments	–	–	45,627	8,524	54,151
Other non-current assets	3,626	–	–	–	3,626
Current assets	30,500	114,104	1,624	63,969	210,197
Total segment assets	1,023,000	115,429	47,662	194,782	1,380,873
<i>Unallocated assets</i>					
Pledged deposits					7,369
Bank balances and cash					207,626
Total assets					<u>1,595,868</u>
<i>Allocated liabilities</i>					
Total segment liabilities	552,701	46,213	2,065	44,891	645,870
<i>Unallocated liabilities</i>					
Secured bank overdrafts					47,519
Total liabilities					<u>693,389</u>
Capital expenditures incurred during the year	<u>314,231</u>	<u>1,182</u>	<u>11</u>	<u>4,568</u>	<u>319,992</u>

29. CONTINGENT LIABILITIES

At balance sheet date, contingent liabilities not provided for in the financial statements are as follows:

	Group		Company	
	2002 <i>HK\$'000</i>	2001 <i>HK\$'000</i>	2002 <i>HK\$'000</i>	2001 <i>HK\$'000</i>
Guarantees to secure banking facilities granted to subsidiaries	–	–	114,070	114,070
Other guarantees	293	486	–	–
	<u>293</u>	<u>486</u>	<u>114,070</u>	<u>114,070</u>

Banking facilities granted by the banks to certain subsidiaries were guaranteed by the Company. At balance sheet date, the amount of such facilities utilized was HK\$52,693,000 (2001: HK\$55,527,000).

30. RETIREMENT BENEFITS SCHEMES

The Group operates a defined contribution retirement scheme and a mandatory provident fund scheme. It is optional for all qualified employees to choose either of the schemes. The assets of the schemes are held separately from those of the Group in their respective schemes managed by an independent trustee. The pension costs charged represent contribution payable to the funds by the Group at the rates specified in the rules of the schemes.

The contributions to the defined contribution retirement scheme vest in employees according to a vesting percentage set out in the scheme. When employees leave the scheme prior to being vested fully in the contributions, the contributions payable by the Group are reduced by the amount of forfeited contributions. On the other hand, the contributions to the mandatory provident fund scheme vest immediately and fully in employees once the contributions are payable by the Group. There is no forfeited contribution when employees leave the mandatory provident fund scheme.

The Group's contributions to the retirement benefits schemes charged to the income statement during the year was HK\$1,485,000 (2001: HK\$975,000) net of the forfeited contributions of HK\$345,000 (2001: HK\$1,190,000) which arose upon employees leaving the defined contribution retirement scheme.

31. DIRECTORS' INTERESTS IN CONTRACTS

Vintage Investments Limited ("Vintage") entered into a consultancy agreement dated 28 September 1999 with Jinhui Shipping pursuant to which Vintage agreed to provide the consultancy services to Jinhui Shipping for a quarterly fee of £2,500 (approximately HK\$30,000) and an amount up to 1% on the total value of any project where Vintage has undertaken consultancy. The agreement is terminable by giving 30 days prior notice to the other.

Mr. So Wing Hung Peter is a shareholder and a director of Vintage. Consultancy fee in the amount of £10,000 (approximately HK\$117,000) (2001: £10,000) has been paid during the year under the agreement.

Other than as disclosed above, none of the directors has a service contract with any member of the Group which is not determinable by the Group within one year without payment of compensation other than statutory compensation.

32. POST BALANCE SHEET EVENT

Subsequent to the balance sheet date, the directors proposed to effect share consolidation by consolidating every 10 issued and unissued existing shares of HK\$0.10 each in the capital of the Company into 1 consolidated share of HK\$1.00 each (“Share Consolidation”). The Annual General Meeting of the Company will be convened on 30 May 2003 to approve resolutions including an ordinary resolution regarding the proposed Share Consolidation.

33. ULTIMATE HOLDING COMPANY

The directors consider the ultimate holding company is Fairline Consultants Limited, a company incorporated in the British Virgin Islands.

34. COMPARATIVE FIGURES

The Group adopted the revised SSAP 15 “Cash Flow Statement” during the year, which requires reporting cash flows classified by operating, investing and financing activities. The comparative figures have been restated in order to achieve a consistent presentation.

35. PRINCIPAL SUBSIDIARIES

Name	Issued and paid-up capital	Attributable equity interest	Principal activities	Place of operation
Incorporated in Bermuda				
Jinhui MetCoke Limited	12,000 ordinary shares of US\$1 each	50.9%	Investment holding	Worldwide
# Jinhui Shipping and Transportation Limited	98,428,341 ordinary shares of US\$0.05 each	50.9%	Investment holding	Worldwide
Incorporated in the British Virgin Islands				
Advance Rich Limited	1 share of US\$1 each	50.9%	Investment	Worldwide
Jin Hui Shipping Inc.	50,000 shares of US\$1 each	50.9%	Investment holding	Worldwide
Jinhui Investments Limited	1 share of US\$1 each	50.9%	Investment holding	Worldwide
Jinhui Transportation Inc.	1,000 shares of US\$1 each	50.9%	Investment holding	Worldwide
# Pantow Profits Limited	60,000 shares of US\$1 each	100%	Investment holding	Worldwide
Yee Lee Technology Company Limited	4,000,000 shares of HK\$1 each	75%	Investment holding	Hong Kong
Incorporated in Hong Kong				
Carpa Limited	2 shares of HK\$1 each	100%	Property investment	Hong Kong
Exalten Limited	2 shares of HK\$1 each	100%	Property investment	Hong Kong
Fair Fait International Limited	2 shares of HK\$1 each	50.9%	Property investment	Hong Kong
Fair Group International Limited	10,000 shares of HK\$1 each	100%	Property investment	Hong Kong
Goldbeam International Limited	5,000,000 shares of HK\$1 each	50.9%	Ship management services, shipping agent and investment	Hong Kong

Name	Issued and paid-up capital	Attributable equity interest	Principal activities	Place of operation
# Jinhui Investments (China) Limited	2 shares of HK\$1 each	100%	Investment holding	Hong Kong and China
Keenfair Investment Limited	2 shares of HK\$1 each	100%	Property investment	Hong Kong
Linkford International Limited	2 shares of HK\$1 each	100%	Property investment	Hong Kong
Monocosmic Limited	10,000 shares of HK\$1 each	50.9%	Property investment	Hong Kong
Ocean Fame International Limited	1,000 shares of HK\$1 each	100%	Property investment	Hong Kong
Yee Lee Industrial Chemical, Limited	50,000 shares of HK\$100 each	75%	Trading of industrial chemical products	Hong Kong
Incorporated in the Republic of Liberia				
Galsworthy Limited	1 registered share of US\$1 each	50.9%	Ship chartering	Worldwide
Goldbeam Shipping Inc.	100 registered shares of US\$1 each	50.9%	Ship chartering	Worldwide
Jinbi Shipping Ltd	1 registered share of US\$1 each	50.9%	Ship owning	Worldwide
Paxton Enterprises Limited	500 registered shares of US\$1 each	50.9%	Ship chartering	Worldwide
Wonder Enterprises Ltd	500 registered shares of US\$1 each	50.9%	Ship chartering	Worldwide
Incorporated in the Republic of Panama				
Jinan Marine Inc.	2 common shares of US\$1 each	50.9%	Ship owning	Worldwide
Jinda Shipping Inc.	2 common shares of US\$1 each	50.9%	Ship owning	Worldwide
Jinfeng Marine Inc.	2 common shares of US\$1 each	50.9%	Ship owning	Worldwide
Jinhui Marine Inc.	2 common shares of US\$1 each	50.9%	Ship owning	Worldwide
Jinkang Marine Inc.	2 common shares of US\$1 each	50.9%	Ship owning	Worldwide
Jinli Marine Inc.	2 common shares of US\$1 each	50.9%	Ship owning	Worldwide
Jinping Marine Inc.	2 common shares of US\$1 each	50.9%	Ship owning	Worldwide
Jinsheng Marine Inc.	2 common shares of US\$1 each	50.9%	Ship owning	Worldwide
Jinshun Shipping Inc.	2 common shares of US\$1 each	50.9%	Ship owning	Worldwide
Jintai Marine Inc.	2 common shares of US\$1 each	50.9%	Ship owning	Worldwide
Rimpacific Navigation Inc.	2 common shares of US\$1 each	50.9%	Investment	Worldwide
Incorporated in the State of Delaware, United States of America				
Jinhui Shipping (USA) Inc.	500 shares of US\$1 each	50.9%	Shipping agent	United States of America

These are direct subsidiaries of the Company. All other companies are indirect subsidiaries.

(2) INDEBTEDNESS

At the close of business on 31 January 2004, being the latest practicable date for the purpose of this indebtedness statement, the Group had outstanding bank borrowings amounting to approximately HK\$781 million. The bank borrowings comprised secured term loans of approximately HK\$702 million, secured bank overdraft of approximately HK\$48 million and unsecured trust receipt and import loans of approximately HK\$31 million.

As at 31 January 2004, the Group's banking facilities were secured by certain of the Group's fixed assets, investment properties and investment in listed and unlisted shares with an aggregate carrying value of approximately HK\$1,190 million and bank deposits of the Group amounting to approximately HK\$30 million.

Save as aforesaid and apart from intra-group liabilities, none of the companies in the Group had outstanding as at the close of business on 31 January 2004 any mortgages, charges, debentures, loan capital, bank overdrafts, loan or indebtedness in the nature of borrowings, debt securities or other similar indebtedness, finance leases or hire purchase commitments, or any guarantees or other material contingent liabilities.

(3) CURRENT TRADING AND PROSPECTS

The Group has continued to carry on business of investment holding, ship chartering, ship owning, ship operating and trading during the current financial year, and the Directors expect that the Group's steady growth will be maintained.

(4) WORKING CAPITAL

The Directors are of the opinion that after taking into account its internal resources, the existing available banking facilities and the Acquisition, the Group has sufficient working capital for its present requirements.

(5) MATERIAL ADVERSE CHANGE

The Directors are not aware of any material adverse change in the financial or trading position of the Group since 31 December 2002, the date to which the latest published audited financial statements of the Group were made up.

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

DISCLOSURE OF INTERESTS

- (a) As at the Latest Practicable Date, the interests and short positions of each Director and chief executive of the Company in the Shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which are required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which any such he or she is taken or deemed to have under such provisions of the SFO) or which are required, pursuant to section 352 of the SFO, to be entered in the register referred to therein or are required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies were as follows:

Name	Type of Interests	No. of Shares	No. of shares in Jinhui Shipping
Ng Siu Fai	Family interests	2,134,000	–
	Other interests	<i>Note</i>	<i>Note</i>
Ng Kam Wah Thomas	Other interests	<i>Note</i>	<i>Note</i>
Ng Ki Hung Frankie	Other interests	<i>Note</i>	<i>Note</i>
So Wing Hung Peter	Family interests	250,000	15,000

Note: Lorimer Limited, in its capacity as trustee of the Ng Hing Po 1991 Trust, is the legal owner of the entire issued share capital of Fairline which is the legal and beneficial owner of 30,385,628 Shares and 494,049 shares of US\$0.05 each in the share capital of Jinhui Shipping. The Ng Hing Po 1991 Trust is a discretionary trust, the eligible beneficiaries of which include Messrs. Ng Siu Fai, Ng Kam Wah Thomas and Ng Ki Hung Frankie. Both Messrs. Ng Siu Fai and Ng Kam Wah Thomas are directors of Fairline.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors and chief executive of the Company had any interest in any securities and short positions of the Company or any of its associated corporations as defined in the SFO.

- (b) As at the Latest Practicable Date, none of the Directors had a service contract with any member of the Group not determinable by the Company within one year without payment of compensation (other than statutory compensation).

- (c) As at the Latest Practicable Date, none of the Directors has or has had direct or indirect material interest in any assets acquired or disposed of by or leased to or by or proposed to be acquired or disposed of by or leased to or by any member of the Group.
- (d) Save as disclosed herein, there is no contract or arrangement subsisting at the date of this circular in which any of the Directors is materially interested and which is significant in relation to the business of the Group.

SUBSTANTIAL SHAREHOLDER

As at the Latest Practicable Date, so far as was known to any Director or chief executive of the Company, the following persons, other than a Director or chief executive of the Company, has an interest or short position in the Shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who is, directly or indirectly, interested in 10 per cent. or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group:

Name of Shareholder	No. of Shares
Fairline	30,385,628

Name of shareholder	No. of shares in Jinhui Shipping
The Company	50,100,000

Name of shareholder	No. of shares of Yee Lee Technology
Pantow	3,000,000
Asiawide Profits Limited	1,000,000

LITIGATION

As at the Latest Practicable Date, neither the Company nor any of its subsidiaries was engaged in any litigation or arbitration of material importance and there was no litigation or claim of material importance known to the Directors to be pending or threatened by or against the Company or any of its subsidiaries.

MATERIAL CONTRACTS

Within the two years preceding the date hereof, there is no contract (not being contracts entered into in the ordinary course of business) entered into by the members of the Group which is or may be material.

DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection during normal business hours at the registered office of the Company in Hong Kong at 26th Floor, Yardley Commercial Building, 1-6 Connaught Road West, Hong Kong up to and including 13 April 2004:

- (a) Memorandum and Articles of Association of the Company;
- (b) the 2001 and 2002 annual reports of the Company for the two financial years ended 31 December 2001 and 2002 respectively;
- (c) the circular issued by the Company dated 24 October 2002 in relation to a discloseable transaction regarding the disposal of two dry bulk carriers;
- (d) the circular issued by the Company dated 22 July 2003 in relation to a discloseable transaction regarding the acquisition of a single screw motor bulk carrier;
- (e) the circular issued by the Company dated 29 August 2003 in relation to a discloseable transaction regarding the acquisition of a single screw diesel propelled bulk carrier;
- (f) the circular issued by the Company dated 2 February 2004 in relation to a discloseable transaction regarding the acquisition of a single screw diesel propelled bulk carrier; and
- (g) the written approval given by Fairline in relation to the Acquisition dated 10 March 2004.

GENERAL

- (a) The secretary of the Company is Ms. Ho Suk Lin, a fellow member of the Hong Kong Society of Accountants and the Association of Chartered Certified Accountants.
- (b) The registered office of the Company is situated at 26th Floor, Yardley Commercial Building, 1-6 Connaught Road West, Hong Kong.
- (c) The principal share registrars and transfer office of the Company in Hong Kong is Standard Registrars Limited of Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong.
- (d) The English text of this circular shall prevail over the Chinese text.