

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2006
截至二零零六年三月三十一日止年度

1. General

The Company is an exempted company incorporated in Bermuda with limited liability. Its shares are listed on The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange"). Its parent is Paul Y. Investments Limited, a company incorporated in Hong Kong and its ultimate holding company is PYI Corporation Limited ("PYI", formerly known as Paul Y. - ITC Construction Holdings Limited), a company incorporated in Bermuda with limited liability. The addresses of the registered office and principal place of business of the Company are disclosed in the "Corporate Information" section to the annual report.

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

The Company is an investment holding company. The activities of its principal subsidiaries, associates and jointly controlled entities are set out in note 44.

2. Application of Hong Kong Financial Reporting Standards/Changes in Accounting Policies

In the current year, the Group has applied, for the first time, a number of new Hong Kong Financial Reporting Standards ("HKFRSs"), Hong Kong Accounting Standards ("HKASs") and Interpretations ("INTs") (hereinafter collectively referred to as "new HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") that are effective for accounting periods beginning on or after 1 January 2005. The application of the new HKFRSs has resulted in a change in the presentation of the consolidated income statement, consolidated balance sheet and consolidated statement of changes in equity. In particular, the presentation of minority interests and share of tax of associates and jointly controlled entities have been changed. The changes in presentation have been applied retrospectively. In addition, the adoption of the new HKFRSs has resulted in changes to the Group's accounting policies in the following areas that have an effect on how the results for the current and/or prior accounting years are prepared and presented:

1. 一般資料

本公司乃一家於百慕達註冊成立之受豁免有限公司，股份於香港聯合交易所有限公司（「香港聯交所」）上市。其母公司為Paul Y. Investments Limited（於香港註冊成立之公司，而其最終控股公司為保華集團有限公司（「PYI」，前稱保華德祥建築集團有限公司），於百慕達註冊成立之公司。本公司之註冊辦事處及主要營業地點之地址於年報「公司資料」一節中披露。

綜合財務報表以港元呈列，港元亦為本公司之功能貨幣。

本公司為一家投資控股公司，其主要附屬公司、聯營公司及共同控制機構之業務載於附註44。

2. 應用香港財務報告準則／會計政策之變動

於本年度，本集團首次採納由香港會計師公會頒佈之多項新訂香港財務報告準則（「香港財務報告準則」）、香港會計準則及詮釋（「詮釋」）（下文統稱「新訂香港財務報告準則」）。該等準則於二零零五年一月一日或以後開始之會計期間生效。採納新訂香港財務報告準則導致綜合收益表、綜合資產負債表及綜合股本變動表之呈報方式有所改變。尤其是少數股東權益及攤佔聯營公司／共同控制機構稅項之呈報方式有所改變。此等呈報方式變動已追溯應用。此外，採納新訂香港財務報告準則導致本集團在以下範疇之會計政策出現變動，對現行及／或以往會計期間之業績編製及呈列方式構成影響：

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2. Application of Hong Kong Financial Reporting Standards/Changes in Accounting Policies (continued)

Share-based payment

In the current year, the Group has applied HKFRS 2 "Share-based Payment" which requires an expense to be recognised where the Group buys goods or obtains services in exchange for shares or rights over shares ("equity-settled transactions"). The principal impact of HKFRS 2 on the Group is in relation to the expensing of the fair value of share options granted to directors and employees of the Group, determined at the date of grant of the share options, over the vesting period. Prior to the application of HKFRS 2, the Group did not recognise the financial effect of these share options until they were exercised. The Group has applied HKFRS 2 to share options granted on or after 1 April 2005 (see note 3 for the financial impact). In relation to share options granted by the Group before 1 April 2005, as these share options had lapsed before 1 April 2005, no prior period adjustment has been required.

Business combinations

HKFRS 3 "Business Combinations" is effective for business combinations for which the agreement date is on or after 1 January 2005. The Group has not entered into any agreement between the period from 1 January 2005 to 31 March 2005. On 1 April 2005, the Group has applied the transitional provisions of HKFRS 3. The principal effects of the application of HKFRS 3 to the Group are summarised below:

Goodwill

In previous periods, goodwill arising on acquisitions was capitalised and amortised over its estimated useful life. In the current year, the Group has applied the relevant transitional provisions in HKFRS 3. On 1 April 2005, the Group has eliminated the related accumulated amortisation of HK\$116,285,000 against the cost of such goodwill in the consolidated balance sheet. The Group has also discontinued amortising such goodwill from 1 April 2005 onwards and such goodwill will be tested for impairment at least annually. Goodwill arising on acquisition after 1 January 2005 is measured at cost less accumulated impairment losses (if any) after initial recognition. As a result of this change in accounting policy, no amortisation of goodwill has been charged in the current year (see note 3 for the financial impact). Comparative figures have not been restated.

2. 應用香港財務報告準則／會計政策之變動（續）

以股份為基礎之付款

於本年度，本集團已應用香港財務報告準則第2號「以股份為基礎之付款」，規定當本集團以股份或股份權利作為購買貨品或取得服務之代價（「股本結算交易」），則須確認開支。香港財務報告準則第2號對本集團的主要影響為向本集團董事及僱員授出之購股權之公平值開支乃按於歸屬期間之購股權授出日期而釐定列賬。應用香港財務報告準則第2號前，本集團在購股權獲行使前並無確認該等購股權之財務影響。本集團已針對於二零零五年四月一日或以後會計期間授出之購股權採納香港財務報告準則第2號（相關財務影響見附註3）。就本集團於二零零五年四月一日前授出之購股權而言，由於該等購股權已於二零零五年四月一日前失效，故毋須進行前期調整。

業務合併

香港財務報告準則第3號「業務合併」適用於協議日期為二零零五年一月一日或以後之業務合併。本集團於二零零五年一月一日至二零零五年三月三十一日期間並無訂立任何協議。在二零零五年四月一日，本集團已應用香港財務報告準則第3號之過渡規定。應用香港財務報告準則第3號對本集團之主要影響概述如下：

商譽

於過往期間，進行收購而產生之商譽會資本化，並按其估計可使用年期攤銷。於本年度，本集團已採用香港財務報告準則第3號之相關過渡規定。本集團於二零零五年四月一日於綜合資產負債表內將相關累計攤銷116,285,000港元抵銷商譽成本。本集團由二零零五年四月一日起不再將有關商譽攤銷，而商譽將最少每年進行一次減值測試。因二零零五年一月一日後之收購產生之商譽乃於首次確認後按成本減累計減值虧損（如有）計算。此項會計政策之變動，致使本年度不再計算任何商譽攤銷（相關財務影響見附註3）。比較數字無須重列。

2. Application of Hong Kong Financial Reporting Standards/Changes in Accounting Policies (continued)

Owner-occupied leasehold interest in land

In previous periods, owner-occupied leasehold land and buildings were included in property, plant and equipment and measured using the cost model. In the current year, the Group has applied HKAS 17 "Leases". Under HKAS 17, the land and buildings elements of a lease of land and buildings are considered separately for the purposes of lease classification, unless the lease payments cannot be allocated reliably between the land and buildings elements, in which case, the entire lease is generally treated as a finance lease. To the extent that the allocation of the lease payments between the land and buildings elements can be made reliably, the leasehold interests in land are reclassified to prepaid lease payments under operating leases, which are carried at cost and amortised over the lease term on a straight line basis. This change in accounting policy has been applied retrospectively (see note 3 for the financial impact).

Financial instruments

In the current year, the Group has applied HKAS 32 "Financial Instruments: Disclosure and Presentation" and HKAS 39 "Financial Instruments: Recognition and Measurement". HKAS 32 requires retrospective application. HKAS 39, which is effective for annual periods beginning on or after 1 January 2005, generally does not permit the recognition, derecognition or measurement of financial assets and liabilities on a retrospective basis. The application of HKAS 32 has had no material impact on how financial instruments of the Group are presented for current and prior accounting years. The principal effects resulting from the implementation of HKAS 39 are summarised below:

2. 應用香港財務報告準則／會計政策之變動（續）

業主自用租賃土地權益

於過往期間，業主自用租賃土地及樓宇乃計入物業、機械及設備，並按成本模式計量。於本年度，本集團應用香港會計準則第17號「租賃」。根據香港會計準則第17號，就租賃分類目的而言，租賃土地及樓宇中之土地及樓宇部份均被視作獨立部份，除非不能在土地及樓宇部份之間可靠地分配租賃付款，在此情況下，整項租賃一般被視為融資租賃。若能在土地及樓宇部份之間可靠地分配租賃付款，則於土地之租賃權益乃重新歸類為經營租賃下之「預付土地租金」，以成本值入賬，並於租賃期內按直線基準攤銷。此項會計政策變動已經追溯應用（有關財務影響見附註3）。

金融工具

於本年度內，本集團已採用香港會計準則第32號「金融工具：披露及呈列」及香港會計準則第39號「金融工具：確認及計量」。香港會計準則第32號要求追溯應用。於二零零五年一月一日或以後開始之會計期間生效之香港會計準則第39號，一般不允許按追溯基準確認、不予確認或計量金融資產及負債。應用香港會計準則第32號對本會計期間或以往會計期間業績之呈列方式並無重大影響。採納香港會計準則第39號所導致之主要影響概述如下：

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2. Application of Hong Kong Financial Reporting Standards/Changes in Accounting Policies (continued)

Classification and measurement of equity securities

By 31 March 2005, the Group classified and measured its investments in equity securities in accordance with the benchmark treatment of Statement of Standard Accounting Practice ("SSAP") 24 "Accounting for Investments in Securities". Under SSAP 24, the Group's investments in equity securities are classified as "investment securities" and "other investments" as appropriate. "Investment securities" are carried at cost less impairment losses (if any) while "other investments" are measured at fair value, with unrealised gains or losses included in profit or loss. From 1 April 2005 onwards, the Group has applied the relevant transitional provisions in HKAS 39 to classify and measure its investments in equity securities. Under HKAS 39, the Group's investments in equity securities are classified as "available-for-sale financial assets", which is carried at fair value with changes in fair values recognised in equity.

On 1 April 2005, the Group's investment securities with carrying amount of HK\$389,000 were reclassified to available-for-sale investments and were remeasured at fair value with an increase in fair value of HK\$1,521,000 made to the Group's investment revaluation reserve at 1 April 2005, which will be released to the consolidated income statement upon disposal or impairment of the relevant available-for-sale investments (see note 3 for the financial impact).

Financial assets and financial liabilities other than debt and equity securities

From 1 April 2005 onwards, the Group classifies and measures its financial assets and financial liabilities other than investments in debt and equity securities (which were previously outside the scope of SSAP 24) in accordance with the requirements of HKAS 39. Under HKAS 39, financial assets are classified as "financial assets at fair value through profit or loss", "available-for-sale financial assets", "loans and receivables" or "held-to-maturity financial assets". Financial liabilities are generally classified as "financial liabilities at fair value through profit or loss" or "other financial liabilities". "Financial liabilities at fair value through profit or loss" are measured at fair value, with changes in fair value being recognised in profit or loss directly. "Other financial liabilities" are carried at amortised cost using the effective interest method after initial recognition. The adoption of HKAS 39 has had no material effect on the Group's consolidated financial statements.

2. 應用香港財務報告準則／會計政策之變動(續)

股本證券之分類及計量

截至二零零五年三月三十一日，本集團根據會計實務準則第24號「證券投資之會計處理」之基準處理方法將其股本證券分類及計量。根據會計實務準則第24號，本集團之股本證券之投資分類為「投資證券」及「其他投資」（如適用）。「投資證券」乃按成本減減值虧損（如有）列賬，而「其他投資」乃以公平值計算，未變現之盈利或虧損於損益表處理。自二零零五年四月一日起，本集團已採用香港會計準則第39號之相關過渡條文，將股本證券進行分類及計量。根據香港會計準則第39號，本集團於股本證券之投資乃分類為「可供出售之金融資產」，乃按公平值列賬，公平值之變動於權益中確認。

於二零零五年四月一日，本集團面值為389,000港元之投資證券已被分類為可供出售之投資，並按公平值重新計量，於二零零五年四月一日投資估值儲備之公平值增加約1,521,000港元，其將於相關可供出售投資出售或出現減值時撥至綜合收益表（有關財務影響見附註3）。

債務證券與股本證券以外之金融資產及金融負債

自二零零五年四月一日開始，本集團就投資於債務證券及股本證券以外的金融資產及金融負債（以往不屬於會計實務準則第24號之範圍）按照香港會計準則第39號的規定進行分類及計量。根據香港會計準則第39號，金融資產乃分類為「按公平值列賬並在損益表內處理之金融資產」、「可供出售之金融資產」、「貸款及應收款項」或「持有至到期之金融資產」。金融負債基本上分類為「按公平值列賬並在損益表內處理之金融負債」或「其他金融負債」。「按公平值列賬並在損益表內處理之金融負債」按公平值計量，而公平值之變動則於損益表中直接確認。「其他金融負債」於初步確認後以實際利息法按攤銷成本計量。採納香港會計準則第39號對本集團之綜合財務報表並無重大影響。

3. Summary of the Effects of the Changes in Accounting Policies

The financial effects of the changes in accounting policies described above are summarised as follows:

(a) *Effects on the results for the current and prior year:*

		2006 HK\$'000 千港元	2005 HK\$'000 千港元
Non-amortisation of goodwill	不攤銷商譽	7,424	-
Recognition of share-based payment as expense	確認以股份為基礎之付款為費用	(137)	-
Increase in profit for the year	年度溢利增加	7,287	-

Analysis by line items presented according to their function:

		2006 HK\$'000 千港元	2005 HK\$'000 千港元
Decrease in administrative expenses	行政開支減少	7,287	-

In addition to the above, the share of tax of associates and jointly controlled entities has been reclassified and included in share of results of associates and jointly controlled entities, respectively. The effects by line items are as follows:

		2006 HK\$'000 千港元	2005 HK\$'000 千港元
(Decrease) increase in share of results of associates	攤佔聯營公司業績 (減少)增加	(217)	565
Decrease in share of results of jointly controlled entities	攤佔共同控制機構 業績減少	-	(171)
Decrease (increase) in taxation	稅項減少(增加)	217	(394)
		-	-

3. 會計政策變動之影響概要

上述會計政策變動之財務影響概述如下：

(a) *對本年度及去年業績之影響：*

根據功能呈列之列賬項目所作分析：

除上述外，攤佔聯營公司及共同控制機構之稅項已予重新分類，並已分別列入攤佔聯營公司及共同控制機構業績。按列賬項目界定之影響如下：

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3. Summary of the Effects of the Changes in Accounting Policies (continued)

(b) Effects on the balance sheet as at 31 March 2005 and 1 April 2005:

		As at 31.3.2005 於二零零五年 三月三十一日 HK\$'000 千港元 (originally stated) (原先列報)	Effect of HKAS 17 香港會計準則 第17號之影響 HK\$'000 千港元	As at 31.3.2005 於二零零五年 三月三十一日 HK\$'000 千港元 (restated) (經重列)	Effect of HKAS 39 香港會計準則 第39號之影響 HK\$'000 千港元	As at 1.4.2005 於二零零五年 四月一日 HK\$'000 千港元 (restated) (經重列)
Effects on assets and liabilities:	對資產與負債之影響：					
Property, plant and equipment	物業、機械及設備	109,717	(24,286)	85,431	-	85,431
Prepaid land lease payments	預付土地租金					
- non-current	- 非流動	-	23,711	23,711	-	23,711
- current	- 流動	-	575	575	-	575
Investment securities	投資證券	389	-	389	(389)	-
Available-for-sale investments	可供出售的投資	-	-	-	1,910	1,910
		110,106	-	110,106	1,521	111,627
Effects on equity:	對權益之影響：					
Investment revaluation reserve	投資重估儲備	-	-	-	1,521	1,521

The application of the new HKFRSs had had no effect to the Group's equity at 1 April 2004.

The Group has not early applied the following new standards, amendments and interpretations that have been issued but are not yet effective and are pertinent to the operations of the Group.

3. 會計政策變動之影響概要 (續)

(b) 對於二零零五年三月三十一日及二零零五年四月一日之資產負債表之影響：

應用新訂之香港財務報告準則對本集團於二零零四年四月一日權益並無影響。

本集團並無提早應用下列已頒佈惟尚未生效及與本集團業務相關之新準則、修訂及詮釋。

3. Summary of the Effects of the Changes in Accounting Policies (continued)

The directors of the Company anticipate that the application of these standards, amendments and interpretations will have no material effect to the results and the financial positions of the Group except for HKAS 39 and HKFRS 4 (Amendments) "Financial Guarantee Contracts" which require all financial guarantee contracts to be initially measured at fair value. The directors consider the impact resulting from this amendment cannot be reasonably estimated as at the balance sheet date.

HKAS 1 (Amendment)	Capital disclosures ¹
HKAS 19 (Amendment)	Actuarial gains and losses, group plans and disclosures ²
HKAS 21 (Amendment)	Net investment in a foreign operation ²
HKAS 39 (Amendment)	Cash flow hedge accounting of forecast intragroup transactions ²
HKAS 39 (Amendment)	The fair value option ²
HKAS 39 & HKFRS 4 (Amendments)	Financial guarantee contracts ²
HKFRS 7	Financial instruments: disclosures ¹
HK(IFRIC) – INT 4	Determining whether an arrangement contains a lease ²
HK(IFRIC) – INT 7	Applying the restatement approach under HKAS 29 Financial Reporting in Hyperinflationary Economies ³
HK(IFRIC) – INT 8	Scope of HKFRS 2 ⁴
HK(IFRIC) – INT 9	Reassessment of embedded derivatives ⁵

¹ Effective for annual periods beginning on or after 1 January 2007.

² Effective for annual periods beginning on or after 1 January 2006.

³ Effective for annual periods beginning on or after 1 March 2006.

⁴ Effective for annual periods beginning on or after 1 May 2006.

⁵ Effective for annual periods beginning on or after 1 June 2006.

3. 會計政策變動之影響概要 (續)

本公司董事估計，應用該等新準則、修訂及詮釋不會對本集團之綜合財務報表有任何重大影響，惟香港會計準則第39號及香港財務報告準則第4號(經修訂)「財務擔保合同」規定所有財務擔保合同於首次確認時按公平值計量。董事認為，此項修訂所致之影響未能於結算日時作合理推測。

香港會計準則第1號(經修訂)	資本披露 ¹
香港會計準則第19號(經修訂)	精算收益及虧損、集團計劃及披露 ²
香港會計準則第21號(經修訂)	外幣業務之淨投資 ²
香港會計準則第39號(經修訂)	預測集團內部交易之現金流量對沖會計處理 ²
香港會計準則第39號(經修訂)	公平值期權 ²
香港會計準則第39號及香港財務報告準則第4號(經修訂)	財務擔保合同 ²
香港財務報告準則第7號	金融工具：披露 ¹
香港(國際詮釋委員會)－詮釋第4號	釐定安排是否包括租賃 ²
香港(國際詮釋委員會)－詮釋第7號	採用根據香港會計準則第29號惡性通脹經濟財務申報之重列處理法 ³
香港(國際詮釋委員會)－詮釋第8號	香港財務報告準則第2號之範圍 ⁴
香港(國際詮釋委員會)－詮釋第9號	重估嵌入式衍生工具 ⁵

¹ 由二零零七年一月一日或以後開始之全年期間有效。

² 由二零零六年一月一日或以後開始之全年期間有效。

³ 由二零零六年三月一日或以後開始之全年期間有效。

⁴ 由二零零六年五月一日或以後開始之全年期間有效。

⁵ 由二零零六年六月一日或以後開始之全年期間有效。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2006
截至二零零六年三月三十一日止年度

4. Significant Accounting Policies

The consolidated financial statements have been prepared on the historical cost basis, except for certain financial instruments which are measured at fair values as explained in the accounting policies set out below.

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange and by the Hong Kong Companies Ordinance.

Basis of consolidation

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

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

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with those used by other members of the Group.

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

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

Business combination

The acquisition of subsidiaries is accounted for using the purchase method. The cost of the acquisition is measured at the aggregate of the fair values, at the date of exchange, of assets given, liabilities incurred or assumed, and equity instruments issued by the Group in exchange for control of the acquiree, plus any costs directly attributable to the business combination. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition under HKFRS 3 are recognised at their fair values at the acquisition date.

4. 主要會計政策

除若干金融工具乃以下文所載之會計政策按公平值估量外，綜合財務報表乃根據歷史成本法編製。

綜合財務報表乃根據香港會計師公會頒佈之香港財務報告準則編製。另外，綜合財務報表內已包括香港聯合交易所有限公司證券上市規則及香港公司條例所規定之適用披露。

綜合基準

綜合財務報表包括本公司及其附屬公司截至每年三月三十一日之財務報表。

年內收購或出售附屬公司之業績乃由實際收購日期起或至實際出售日期止（視情況而定）計入綜合收益表中。

有需要時，附屬公司之財務報表將予調整，以使其會計政策與本集團其他成員公司一致。

所有集團內公司間之交易及結餘在綜合財務報表時均予以對銷。

少數股東權益於附屬公司之淨資產與本集團之股本權益分開呈列。少數股東權益包括由業務合併當日應佔金額及在合併期間少數股東應佔權益之變動。倘少數股東所佔之虧損超越少數股東於附屬公司應佔之股本權益，除非該少數股東須受約束性責任及有能力支付額外資金以彌補附屬公司之虧損，否則該虧損餘額應由本集團承擔。

業務合併

收購附屬公司時採用購買會計法入賬。收購成本按交換當日所給予之資產、所產生和承擔之負債，以及本集團為控制被收購公司而已發行股本工具之公平值，另加業務合併直接應佔之任何成本計量。被收購公司之可辨別資產、負債及或然負債如符合香港財務報告準則第3號之確認條件，均以收購日之公平值予以確認。

4. Significant Accounting Policies (continued)

Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and any accumulated impairment loss.

Depreciation is provided to write off the cost of items of property, plant and equipment over their estimated useful lives using the straight line method.

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

Prepaid land lease payments

The up-front payments to acquire leasehold interest in land are accounted for as operating leases and are stated at cost and amortised over the lease term on a straight line basis.

Goodwill

Goodwill arising on acquisitions prior to 1 January 2005

Goodwill arising on an acquisition of a subsidiary for which the agreement date is before 1 January 2005 represents the excess of the cost of acquisition over the Group's interest in the fair value of the identifiable assets and liabilities of the relevant subsidiary at the date of acquisition. Such goodwill was capitalised and amortised on straight line basis over its estimated useful life in previous periods. In the current year, the Group has discontinued amortising such goodwill from 1 April 2005 onwards, and goodwill is tested for impairment annually, and whenever there is an indication that the cash generating unit to which the goodwill relates may be impaired.

4. 主要會計政策 (續)

物業、機械及設備

物業、機械及設備按成本減累計折舊及累計減值虧損列賬。

物業、機械及設備按其估計可使用年期以直線法折舊以撇銷其成本。

物業、機械及設備於出售或預期繼續使用該資產時並無未來經濟利益時終止確認。因終止確認資產而產生的盈虧(按該項目之出售所得款項淨額與其賬面值之差額計算)於終止確認該項目當年之綜合收益表內確認。

預付土地租金

購置租賃土地權益之預付款項乃列為經營租賃，以成本入賬及按直線法於租賃期內攤銷。

商譽

於二零零五年一月一日前之收購所產生之商譽

收購附屬公司(協議日期為於二零零五年一月一日前)而產生之商譽乃指收購成本超出本集團佔收購日期附屬公司可辨認資產及負債公平值之差額。該商譽乃被資本化，並在過往按估計可使用年期以直線法攤銷。於本年度，本集團由二零零五年四月一日起停止攤銷該商譽，改為每年對商譽進行一次減值測試，並在有跡象顯示與商譽有關之產生現金單位出現減值時隨時進行減值評估。

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4. Significant Accounting Policies (continued)

Impairment

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

Capitalised goodwill arising on an acquisition of a subsidiary is presented separately in the balance sheet.

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

Interests in associates

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

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

4. 主要會計政策 (續)

減值

就減值測試而言，收購所產生之商譽乃被分配到各有關產生現金單位，或產生現金單位之組別，預期彼等從收購之協同效應中受益。已獲分配商譽之產生現金單位每年及凡單位有可能出現減值之跡象時進行減值測試。就於某個財政年度之收購所產生之商譽而言，已獲分配商譽之產生現金單位於該財政年度完結前進行減值測試。當產生現金單位之可收回金額少於該單位之賬面值，則減值虧損須予分配，削減首先分配到該單位，及其後以單位各資產之賬面值為基準按比例分配到該單位之其他資產之任何商譽之賬面值。商譽之任何減值虧損乃直接於綜合收益表內確認。商譽之減值虧損於其後期間不予撥回。

已撥充資本之收購附屬公司產生之商譽另行於資產負債表呈列。

其後出售附屬公司，則被資本化之商譽之應佔金額於出售時計入釐定損益之金額。

聯營公司權益

聯營公司之業績及資產及負債均採用權益會計法計入綜合財務報表。根據權益法，於聯營公司投資乃按成本值於綜合資產負債表列賬，並就本集團應佔聯營公司損益及權益變動（扣除任何已識別之減值虧損）之收購後變動作出調整。如本集團之應佔聯營公司虧損相等於或超過其於聯營公司之權益（包括實質上構成本集團於聯營公司淨投資之任何長期權益），則本集團終止確認其應佔之進一步虧損。如本集團已產生法定或推定責任或代表聯營公司支付款項，則就額外應佔虧損作出撥備及確認負債。

如集團實體與本集團之聯營公司進行交易，則未變現損益將以本集團於相關聯營公司之權益為限進行對銷，惟若該未變現虧損為所轉讓資產提供減值理據，則予以全數確認。

4. Significant Accounting Policies (continued)

Interests in jointly controlled entities

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

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

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

Other intangible assets

On initial recognition, other intangible assets acquired separately other than from business combinations are recognised at cost. After initial recognition, other intangible assets with indefinite useful lives are carried at cost less any accumulated impairment loss.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the consolidated income statement when the asset is derecognised.

Other intangible assets with indefinite useful lives are tested for impairment annually by comparing their carrying amounts with their recoverable amounts, irrespective of whether there is any indication that they may be impaired. If the recoverable amount of other intangible assets is estimated to be less than its carrying amount, the carrying amount of the other intangible assets is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately.

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

4. 主要會計政策 (續)

共同控制機構權益

共同控制機構指以合資安排另行成立之獨立機構，其合資方共同監控該機構之經濟活動者。

共同控制機構之業績及資產及負債均採用權益會計法計入綜合財務報表。根據權益法，於共同控制機構投資乃按成本值於綜合資產負債表列賬，並就本集團應佔共同控制機構損益及權益變動（扣除任何已識別之減值虧損）之收購後變動作出調整。如本集團之應佔共同控制機構虧損相等於或超過其於共同控制機構之權益（包括實質上構成本集團於共同控制機構淨投資之任何長期權益），則本集團終止確認其應佔之進一步虧損。如本集團已產生法定或推定責任或代表共同控制機構支付款項，則就額外應佔虧損作出撥備及確認負債。

集團實體與本集團之共同控制機構進行交易時，未變現損益按本集團於共同控制機構之權益對銷，惟若未變現虧損乃所轉讓資產出現減值之跡象時，則確認全額虧損。

其他無形資產

於首次確認時，無形資產乃獨立購入（不包括業務合併）時按成本確認。於首次確認後，具無限期可使用年期之其他無形資產按成本減任何累計減值虧損列賬。

終止確認無形資產所產生盈虧，按出售所得款項淨額與資產賬面值之差額計算，並於終止確認該資產時在綜合收益表中確認。

不確定使用年限的其他無形資產，是以其賬面價值與其可收回款額作出比對，來測試其每年的減值，這項測試不會考慮是否對它們有任何可能減值的意向。如果其他無形資產的可收回款額估計少於其賬面值，其他無形資產的賬面值會減至其可收回款額。減值虧損即時確認為開支。

倘減值虧損隨後撥回，其他無形資產之賬面值會增加至其可收回款額之重新估計值，惟增加後之賬面值不能超過該資產倘於過往年度並無確認減值虧損之賬面金額。減值虧損之撥回即時確認為收入。

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4. Significant Accounting Policies (continued)

Impairment (other than goodwill)

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

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

Construction contracts

When the outcome of a construction contract can be estimated reliably, contract costs are recognised as expenses by reference to the stage of completion of the contract activity at the balance sheet date on the same basis as contract revenue. When the outcome of a construction contract cannot be estimated reliably, contract costs are recognised as expenses in the period in which they are incurred. Variations in contract work and claims are included to the extent that they have been agreed with the customer. Provision is made for foreseeable losses as soon as they are anticipated by management.

Where contract costs incurred to date plus recognised profit less recognised loss exceed progress billings, the excess is shown as amount due from a customer for contract work. Where progress billings exceed contract costs incurred to date plus recognised profit less recognised loss, the excess is shown as amount due to a customer for contract work.

Revenue recognition

Revenue from a construction contract is recognised on the percentage of completion method, measured by reference to the value of work certified during the year.

Project management service income and facilities management service income are recognised when services are provided.

Dividend income from investments is recognised when the Group's right to receive payment has been established.

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

4. 主要會計政策 (續)

減值 (不包括商譽)

於每一結算日，本集團審閱其資產之賬面值，以便確定是否有任何跡象顯示該等資產蒙受減值虧損。倘一項資產之可收回款額估計少於其賬面值，則該項資產之賬面值將撇減至其可收回款額。減值虧損即時確認為開支。

倘減值虧損隨後撥回，則該項資產之賬面值將增加至可收回款額之經修訂估計數額，惟增加後之賬面值不得超過倘於過往年度並無確認減值虧損所計算之賬面值。撥回之減值虧損即時確認為收入。

工程合約

倘工程合約之結果可確實地予以估計，則工程費用參考合約於結算日之完成階段（與工程收入之基準相同）確認為開支。倘工程合約之結果不可確實地予以估計，則工程費用在產生之期間確認為開支。合約工程及申索之估值計至彼等於客戶協定之數額。倘管理層估計有可預見虧損，則會為此提撥準備。

倘現時之工程費用加經確認溢利減經確認虧損超出進度付款，則盈餘以應收客戶合約工程款項呈示。倘進度付款超出現時之工程費用加經確認溢利減經確認虧損，則盈餘以應付客戶合約工程款項呈示。

收入確認

來自工程合約之收入乃按竣工百分比方法，並參考年內已核實工程價值確認。

項目管理服務收入及設施管理服務收入於提供服務時確認。

投資之股息收入於本集團收取股息之權利確立時確認。

利息收入按時間比例以尚未償還之本金額及適用之實際利率入賬。實際利率為於金融資產預期可使用年期內實際上將估計未來現金收益貼現至該項資產之淨賬面值之比率。

4. Significant Accounting Policies (continued)

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets i.e. assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. Capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs capitalisation.

All other borrowing costs are recognised as an expense in the period in which they are incurred.

Retirement benefit costs

Payments to defined contribution retirement benefit schemes are charged as an expense or capitalised in contracts in progress, where appropriate, as they fall due.

Leasing

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

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

Taxation

Taxation represents the sum of the tax currently payable and deferred tax.

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

4. 主要會計政策 (續)

借貸成本

與符合條件資產(需一段頗長時間方可提供作擬定用途或銷售之資產)之收購、建築或生產直接有關之借貸成本,乃撥作該等資產之部份成本。於資產大致上可供作擬定用途或銷售後,該等借貸成本便不再撥作資本。特定借貸於撥作符合條件資產之支出前用作短暫投資所賺取之投資收入,會自撥作資本之借貸成本中扣除。

其他一切借貸成本在產生之期間內確認為開支。

退休福利成本

定額供款退休福利計劃之款額已於到期支付時列作開支或於適當時撥充在建合約。

租約

倘租約條款將所有權絕大部份風險及收益轉讓予承租人,則租約被分類為融資租約。所有其他租約被分類為經營租約。

根據經營租約應付租金於有關租約年期按直線基準在收益表扣除。訂立經營租約時已收及應收作為獎勵之利益,於租約年期按直線基準扣減租金開支。

稅項

稅項指現時應付稅項及遞延稅項。

現時應付稅項乃按本年度應課稅溢利計算。應課稅溢利與綜合收益表中所報溢利淨額不同,乃由於前者不包括在其他年度應課稅收入或可扣稅開支項目,並且不包括從來不需課稅或不獲扣稅之項目。本集團之本期稅項負債乃按於結算日前已頒佈或實質頒佈之稅率計算。

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4. Significant Accounting Policies (continued)

Taxation (continued)

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

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

Foreign currencies

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

Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are recognised in profit or loss in the period in which they arise, except for exchange differences arising on a monetary item that forms part of the Group's net investment in a foreign operation, in which case, such exchange differences are recognised in equity in the consolidated financial statements.

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

4. 主要會計政策 (續)

稅項 (續)

遞延稅項乃按綜合財務報表中之資產及負債賬面值及計算應課稅溢利相應稅基之差額確認，並以資產負債表負債法處理。遞延稅項負債通常會就所有應課稅臨時差額確認，而遞延稅項資產乃按可能出現可利用臨時差額扣稅之應課稅溢利時提撥。若於一項交易中，因商譽或因業務合併以外原因開始確認其他資產及負債而引致之臨時差額既不影響應課稅務溢利，亦不影響會計溢利，則不會確認該等資產及負債。

遞延稅項乃按預期於負債清償或資產變現期間適用之稅率計算。遞延稅項於綜合收益表中扣除或計入綜合收益表。惟倘遞延稅項與直接在股本權益中扣除或計入股本權益之項目有關，則遞延稅項亦會於股本權益中處理。

外幣

編製集團旗下個別實體之財務報表時，以該實體之功能貨幣以外幣（外幣）進行之交易，按交易日期之適用匯率折算為其功能貨幣（即該實體經營業務所在主要經濟環境之貨幣）入賬。於各結算日，以外幣列值之貨幣項目按該結算日之適用匯率重新換算。按公平值入賬之以外幣列值之非貨幣項目，按釐定其公平值當日之適用匯率重新換算。按歷史成本計量之以外幣列值非貨幣項目不予重新換算。

結算貨幣項目及換算貨幣項目所產生匯兌差額，於該等差額產生期間之損益確認，惟因構成本集團於海外業務淨投資一部分之貨幣項目所產生匯兌差額除外，於此情況下，該等匯兌差額於綜合財務報表內權益確認。

就綜合財務報表之呈列方式而言，本集團海外業務之資產與負債按於結算日適用之匯率換算為本公司之呈列貨幣（即港元），而其收入及開支則按該年度之平均匯率換算，惟匯率於該期間大幅波動則除外，於此情況下，則按各交易日期適用之匯率換算。產生之匯兌差額（如有）確認為權益之獨立部分（匯兌儲備）。該等匯兌差額於出售海外業務期間之損益確認。

4. Significant Accounting Policies (continued)

Financial instruments

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

Financial assets

The Group's financial assets are classified as loans and receivables, and available-for-sale financial assets. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place. The accounting policies adopted are set out below:

Loans and receivables

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

Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated or not classified as any of the other categories. At each balance sheet date subsequent to initial recognition, available-for-sale financial assets are measured at fair value. Changes in fair value are recognised in equity, until the financial asset is disposed of or is determined to be impaired, at which time, the cumulative gain or loss previously recognised in equity is removed from equity and recognised in profit or loss. Any impairment losses on available-for-sale financial assets are recognised in profit or loss. Impairment losses on available-for-sale equity investments will not reverse in profit or loss in subsequent periods.

4. 主要會計政策 (續)

金融工具

金融資產及金融負債於集團實體成為訂約提供工具之一方時於資產負債表確認。金融資產及金融負債初步以公平值計量。購置或發行金融資產及金融負債(不包括按公平值列賬並在損益表內處理之金融資產及金融負債)時直接產生之交易成本於初步確認時加進或扣減該金融資產及金融負債(視情況而定)之成本值。購置或發行按公平值列賬並在損益表內處理之金融資產及金融負債時直接產生之交易成本即時於損益中確認。

金融資產

本集團之金融資產分類為「貸款及應收款項」及「可供出售之金融資產」。所有金融資產之日常買賣乃按交易日基準確認及終止確認。日常買賣指須根據市場規則或慣例確立之期限內交付資產之金融資產買賣。所採納之會計政策載列於下文：

貸款及應收款項

貸款及應收款項為於活躍市場並無報價而附帶固定或可釐定付款之非衍生金融資產。於首次確認後之各結算日，貸款及應收款項(包括應收貸款、貸予關連公司之貸款、應收遞延代價、應收賬款、應收關連公司/聯營公司/共同控制機構/同系附屬公司款項及銀行存款)採用實際利率法攤銷成本，並減任何已識別減值虧損列賬。倘有客觀證據顯示資產出現減值，則減值虧損會於損益賬確認，並按資產賬面值與按原實際利率貼現之估計未來現金流量現值之差額計算。倘資產可收回金額之增幅能客觀地涉及確認減值後所發生之事件，則減值虧損會於以後期間撥回，惟減值撥回當日之資產賬面值不得超過如無確認減值時之原來應攤銷成本。

可供出售之金融資產

可供出售之金融資產為非衍生項目，無論是否劃分為任何其他類別。於初步確認後各結算日，可供出售之金融資產按公平值計算。公平值之變動於股本權益確認，直至該金融資產被出售或決定被減值，屆時過往於股本權益確認之累計收入或虧損會自股本權益剔除，並於損益中確認。可供出售之金融資產之任何減值虧損於損益中確認。可供出售之金融資產之減值虧損將不會於以後期間撥回。

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4. Significant Accounting Policies (continued)

Financial instruments (continued)

Financial liabilities and equity

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

An equity instrument is any contract that evidences a residual interest in the assets of the group entity after deducting all of its liabilities. Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

The Group's financial liabilities (including creditors, amounts due to associates/a jointly controlled entity/a fellow subsidiary and bank borrowings) are measured at amortised cost, using the effective interest method, subsequent to initial recognition.

Derecognition

Financial assets are derecognised when the rights to receive cash flows from the assets expire or the financial assets are transferred and the Group has transferred substantially all the risks and rewards of ownership of the financial assets. On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and the cumulative gain or loss that had been recognised directly in equity is recognised in profit or loss.

For financial liabilities, they are removed from the Group's balance sheet when, and only when, they are extinguished (i.e. when the obligation specified in the relevant contract is discharged, cancelled or expires). The difference between the carrying amount of the financial liability derecognised and the consideration paid or payable is recognised in profit or loss.

Share-based payment transactions

For share options granted to employees of the Group after 7 November 2002 and had not vested on 1 April 2005, the fair value of services received determined by reference to the fair value of share options granted at the grant date is expensed on a straight line basis over the vesting period, with a corresponding increase in equity (share options reserve).

At the time when the share options are exercised, the amount previously recognised in share options reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share options reserve will be transferred to accumulated losses.

4. 主要會計政策 (續)

金融資產 (續)

金融負債及股本權益

由集團實體發行之金融負債及股本權益工具按所訂立之合約安排性質，以及金融負債及股本權益工具之定義而分類。

股本權益工具為帶有集團實體資產剩餘權益（經扣除其所有負債）之任何合約。本公司所發行之股本權益工具乃按所收取款項減直接發行成本列賬。

本集團之金融負債（包括應付賬款、應付聯營公司／共同控制機構／同系附屬公司款項，以及銀行借款）乃於初始確認後按攤銷成本以實際利率法計量。

終止確認

當自資產收取現金流量之權利已屆滿，或金融資產已轉讓及本集團已將其於金融資產擁有權之絕大部分風險及回報轉移，則金融資產將被終止確認。於終止確認金融資產時，資產賬面值與已收代價及已直接於權益確認之累計損益之總和之間差額，將於收益表中確認。

至於金融負債，則於終止時（即於有關合約所訂明責任獲解除、取消或屆滿時）於本集團之資產負債表中終止確認。終止確認金融負債之賬面值與已付或應付代價之間差額於收益表確認。

以股份為基礎付款之交易

就於二零零二年十一月七日後授予本集團僱員而於二零零五年四月一日尚未歸屬之購股權而言，所獲服務之公平值乃參考購股權於授出日期之公平值釐定，在權益歸屬期間以直線法列作開支，並於股本權益中（購股權儲備）作相應之增加。

購股權獲行使時，先前於購股權儲備中確認之款項將撥入股份溢價。當購股權被沒收或於屆滿日期仍未行使，先前於購股權儲備中確認之款項將撥入累計虧損。

5. Key Sources of Estimation Uncertainty

In the process of applying the Group's accounting policies, management has made various estimates based on past experience, expectations of the future and other information. The key sources of estimation uncertainty that may significantly affect the amounts recognised in the consolidated financial statements are disclosed below:

(a) Estimated impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating units to which goodwill has been allocated. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than expected, a material impairment loss may arise. At 31 March 2006, the carrying amount of goodwill is HK\$61,646,000. Details of the recoverable amount calculation are set out in note 18.

(b) Deferred tax asset

At 31 March 2006, a deferred tax asset in relation to unused tax losses of HK\$697,930,000 has not been recognised in the Group's balance sheet due to unpredictability of future profit streams. In cases where the actual future profits generated are more than expected, a material deferred tax credit would be recognised in the consolidated income statement in the period in which the tax losses are utilised.

(c) Construction contracts

The Group's profit or loss arising from construction contract is determined by reference to the latest available budgets of individual construction contract prepared by the Group based on management's best estimates and judgments. Provision is made for foreseeable losses as soon as they are anticipated by management.

6. Financial Instruments and Financial Risk Management Objectives and Policies

The Group's major financial instruments include debtors, pledged bank deposits, short term bank deposits and bank balances, creditors, bank borrowings, amounts due from (to) related companies/associates/jointly controlled entities/fellow subsidiaries. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below:

(a) Cash flow interest rate risk

The Group's bank borrowings and bank deposits are carried at floating rate based on the market rates and are therefore exposed to cash flow interest rate risk. The Group currently does not use interest rate swap to swap its borrowings from floating rates to fixed rates as management believes that changes in the interest rate will not have a significant impact on the Group's financial position. However, management monitors closely the interest rate exposure and will consider using interest rate swaps should the need arise.

5. 估計不確定性之主要來源

應用本集團之會計政策時，管理層根據過往經驗、對未來之期望及其他資料作出多項估計。可能對在綜合財務報表內確認之數額具重大影響之估計不確定性之主要來源披露如下：

(a) 商譽之估計減值

就釐定商譽有否出現減值而言，須就商譽被分配至之產生現金單位之使用中價值作出估計。在計算使用中價值時，本集團須估計預期來自現金產生單位之未來現金流量及適用貼現率，從而計算現值。若實際未來現金流量低於預期，可能會產生重大減值虧損。於二零零六年三月三十一日，商譽賬面值為61,646,000港元。計算可收回金額之詳情載於附註18。

(b) 遞延稅項資產

於二零零六年三月三十一日，由於未能確定未來溢利來源，未動用之稅項虧損697,930,000港元並無於本集團之資產負債表內確認為遞延稅項資產。若將來產生之實際溢利比預期多，將於動用該稅項資產時於綜合收益表中確認重大遞延稅務抵免。

(c) 建築合約

本集團來自建築合約之盈虧乃參考本集團按管理人員之最佳推測及判斷編製之最近期可供參考建築合約財政預算而釐定。倘管理層預期會出現虧損，乃隨即就此作出撥備。

6. 金融工具及財務風險管理目標及政策

本集團之主要金融工具包括應收賬款、已抵押銀行存款、短期銀行存款及銀行結餘、應付賬款、銀行借貸，以及應收（應付）關連公司／聯營公司／共同控制機構／同系附屬公司款項。上述金融工具所附帶之主要風險及減輕此等風險之政策載列如下：

(a) 現金流利率風險

本集團之銀行借款屬浮息借貸，以市場利率為基準，故須承受現金流量利率風險。本集團現時並無利用利率掉期交易，將其借貸由浮息轉為定息，此乃因為管理層相信利率變動對本集團之財政狀況不會產生重大影響。然而，管理層正密切監察利率風險，並會於有需要時考慮採用利率掉期交易。

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6. Financial Instruments and Financial Risk Management Objectives and Policies (continued)

(b) Currency risk

Foreign currency risk is the risk that the value of a financial instrument will fluctuate because of changes in foreign exchange rates. However, group entities mainly transact in functional currency that the exposure of the Group to foreign currency risk is considered to be minimal.

(c) Credit risk

The Group's principal financial assets are pledged bank deposits, short term bank deposits, bank balances and debtors.

The credit risk on pledged bank deposits, short term bank deposits and bank balances is limited because the counterparties are banks with good reputation.

The Group's maximum exposure to credit risk in the event of the counterparties' failure to perform their obligations is in relation to the carrying amount of its debtors as stated in the consolidated balance sheet. In order to minimise the credit risk, management has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews regularly the recoverable amount of each individual debtor to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

Due to the fact that there are only a few major property developers in Hong Kong, the Group has significant concentration of credit risk on a number of customers. In view of their credit standings, good payment record in the past and long term relationships with the Group, the directors of the Company consider that the Group's credit risk is minimal.

6. 金融工具及財務風險管理目標及政策 (續)

(b) 匯兌風險

匯兌風險即金融工具價值可能因外幣匯率變動而出現波動之風險。本集團之收益絕大部分以港元為單位，而本集團之借貸亦以港元為單位。本集團所承受之外匯風險可說微不足道。

(c) 信貸風險

本集團之主要金融資產為已抵押銀行存款、短期銀行存款、銀行結餘，以及應收賬款。

由於交易對手均屬信譽卓著之銀行，故已抵押銀行存款、短期銀行存款、銀行結餘及應收賬款之信貸風險有限。

若交易對手未能履行義務，本集團所承受之最大信貸風險主要來自綜合資產負債表所載之應收賬款賬面值。為降低信貸風險，本集團管理層已委派一小組專責釐定信貸限額、信貸審批及其他監管手續，確保就追回過期欠款採取跟進措施。另外，本集團於各結算日覆核各個別欠款之可收回款額，確保就未能收回之款項作出恰當撥備。就此而言，本公司董事認為本集團之信貸風險已獲大幅降低。

由於香港只有少數大型物業發展商，本集團因此只有若干客戶，引致有重大信貸集中風險。由於彼等信譽穩健、過去付款記錄良好及與本集團有長期關係，故本公司董事認為本集團之信貸風險微不足道。

6. Financial Instruments and Financial Risk Management Objectives and Policies (continued)

(d) Liquidity risk

The objective of the Group is to maintain a balance between the continuity of funding and the flexibility through the use of bank borrowings. In addition, banking facilities have been put in place for general funding purposes.

(e) Fair value

The carrying amount of the Group's financial instruments (including deferred consideration receivable, debtors, loan receivable, pledged bank deposits, short term bank deposits, bank balances and cash, creditors, bank borrowings, amounts due from (to) related companies/associates/jointly controlled entity/fellow subsidiary and loan to a related company) approximates their fair value due to the short maturity.

7. Turnover

Turnover represents the total value of contract work certified and the gross proceeds received and receivable from project management services in connection with contract work rendered by the Group, and service income from building facilities management during the year and is analysed as follows:

		2006 HK\$'000 千港元	2005 HK\$'000 千港元
Revenue from construction contracts	建築合約收益	3,076,154	3,243,913
Project management service income	項目管理服務收入	26,776	3,770
Building facilities management service income	樓宇設施管理服務收入	6,946	-
		3,109,876	3,247,683

6. 金融工具及財務風險管理目標及政策 (續)

(d) 資金流動風險

本集團致力透過銀行借款，令資金存續性及靈活性保持平衡。另外，銀行信貸已用作一般資金用途。

(e) 公平值

由於到期日短，本集團主要金融工具（包括應收遞延代價、應收賬款、已抵押銀行存款、短期銀行存款、銀行結餘及現金、應付賬款、銀行借款，及應收（應付）關連公司／聯營公司／共同控制機構／同系附屬公司款項以及貸予關連公司之貸款）之賬面值與公平值相若。

7. 營業額

營業額指年內經核實之建築合約總值以及本集團就其合約工程提供項目管理服務而收取及應收取之款項總額，以及來自樓宇設施管理之服務收入，分析如下：

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8. Business and Geographical Segments

Business segments

For management purposes, the Group's operations are currently organised into four operating segments, namely building construction, civil engineering, project management and facilities management.

In the previous year, the Group's operations were organised into three segments namely building construction, civil engineering and specialist works. The specialist works comprised interior decoration, building services, foundation works and project management in connection with construction contracts. During the year, management has reorganised the operating segments by reclassifying the interior decoration and building services works to building construction segment, and foundation works to civil engineering segment, and has the project management shown as a separate segment. Comparative segment information has been restated accordingly.

Business segment information for the year ended 31 March 2006 is presented below:

		Building construction 樓宇建造	Civil engineering 土木工程	Project management 項目管理	Facilities management 設施管理	Others 其他	Eliminations 對銷	Consolidated 綜合
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
TURNOVER	營業額							
External sales	對外銷售	2,219,582	856,572	26,776	6,946	-	-	3,109,876
Inter-segment sales	分部之間銷售	5,366	60,662	-	41	-	(66,069)	-
Total	總計	2,224,948	917,234	26,776	6,987	-	(66,069)	3,109,876
RESULTS	業績							
Segment results	分部業績	89,916	30,293	16,049	1,593	-	-	137,851
Unallocated corporate expenses	未分配企業開支							(43,178)
Other income	其他收入							14,571
Finance costs	融資成本							(3,315)
Loss on disposal of subsidiaries	出售附屬公司之虧損	(4,456)	-	-	-	-	-	(4,456)
Share of results of associates	攤佔聯營公司業績	958	85	1,106	-	629	-	2,778
Share of results of jointly controlled entities	攤佔共同控制機構業績	1	25	-	-	-	-	26
Profit before taxation	除稅前溢利							104,277
Taxation	稅項							(3,196)
Profit for the year	年度溢利							101,081

Inter-segment sales are charged at market price or, where no market price was available, at terms determined and agreed by both parties.

8. 業務及地區分部

業務分部

就管理而言，本集團之業務現時分為四個經營分部，分別為樓宇建造、土木工程、項目管理及設施管理。

於上年度，本集團之業務乃分為三個分部，分別為樓宇建造、土木工程及專項工程。專項工程包括與建築合約有關之室內裝修、樓宇裝置、地基工程及項目管理服務。本年度，本集團管理層將其經營分部重組，方式為將室內裝修及樓宇裝置劃入樓宇建造分部，將地基工程劃入土木工程分部，以及將項目管理自成一部。分部比較資料因而重列。

截至二零零六年三月三十一日止年度之業務分部資料呈列如下：

分部之間銷售額乃按市價收取或（倘無可供參考之市價）按雙方釐定及同意之條款收取。

8. Business and Geographical Segments (continued)

8. 業務及地區分部 (續)

Business segments (continued)

業務分部 (續)

		Building construction	Civil engineering	Project management	Facilities management	Others	Consolidated
		樓宇建造	土木工程	項目管理	設施管理	其他	綜合
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
ASSETS	資產						
Segment assets	分部資產	1,056,702	358,152	45,980	3,639	-	1,464,473
Interests in associates	聯營公司權益	6,214	26,152	2,564	-	4,528	39,458
Interests in jointly controlled entities	共同控制機構 權益	234	2,336	-	-	-	2,570
Unallocated corporate assets	未分配企業資產						430,689
Total assets	總資產						1,937,190
LIABILITIES	負債						
Segment liabilities	分部負債	870,302	340,515	5,283	1,895	-	1,217,995
Unallocated corporate liabilities	未分配企業 負債						338,951
Total liabilities	總負債						1,556,946
OTHER INFORMATION	其他資料						
Capital additions	資本增添	3,451	1,369	204	174	2,055	7,253
Depreciation of property, plant and equipment	物業、機械及 設備之折舊	11,354	6,432	75	34	502	18,397

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8. Business and Geographical Segments (continued)

Business segments (continued)

Business segment information for the year ended 31 March 2005 is presented below:

		Building construction	Civil engineering	Project management	Eliminations	Consolidated
		樓宇建造	土木工程	項目管理	對銷	綜合
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
TURNOVER	營業額					
External sales	對外銷售	2,318,792	925,121	3,770	-	3,247,683
Inter-segment sales	分部之間銷售	38,460	62,325	-	(100,785)	-
Total	總計	2,357,252	987,446	3,770	(100,785)	3,247,683
RESULTS	業績					
Segment results	分部業績	83,087	21,586	1,980		106,653
Unallocated corporate expenses	未分配企業開支					(34,723)
Other income	其他收入					771
Finance costs	融資成本					(67)
Loss on disposal of interest in an associate	出售聯營公司權益之虧損	(15)	-	-	-	(15)
Share of results of associates	攤佔聯營公司業績	6,503	(127)	(163)	-	6,213
Share of results of jointly controlled entities	攤佔共同控制機構業績	(76)	803	-	-	727
Profit before taxation	除稅前溢利					79,559
Taxation	稅項					(1,836)
Profit for the year	年度溢利					77,723

Inter-segment sales are charged at market price or, where no market price was available, at terms determined and agreed by both parties.

8. 業務及地區分部 (續)

業務分部 (續)

截至二零零五年三月三十一日止年度之業務分部資料呈列如下:

		Building construction	Civil engineering	Project management	Eliminations	Consolidated
		樓宇建造	土木工程	項目管理	對銷	綜合
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
TURNOVER	營業額					
External sales	對外銷售	2,318,792	925,121	3,770	-	3,247,683
Inter-segment sales	分部之間銷售	38,460	62,325	-	(100,785)	-
Total	總計	2,357,252	987,446	3,770	(100,785)	3,247,683
RESULTS	業績					
Segment results	分部業績	83,087	21,586	1,980		106,653
Unallocated corporate expenses	未分配企業開支					(34,723)
Other income	其他收入					771
Finance costs	融資成本					(67)
Loss on disposal of interest in an associate	出售聯營公司權益之虧損	(15)	-	-	-	(15)
Share of results of associates	攤佔聯營公司業績	6,503	(127)	(163)	-	6,213
Share of results of jointly controlled entities	攤佔共同控制機構業績	(76)	803	-	-	727
Profit before taxation	除稅前溢利					79,559
Taxation	稅項					(1,836)
Profit for the year	年度溢利					77,723

分部之間銷售額乃按市價收取或(倘無可供參考之市價)按雙方釐定及同意之條款收取。

8. Business and Geographical Segments (continued)

8. 業務及地區分部 (續)

Business segments (continued)

業務分部 (續)

		Building construction 樓宇建造 HK\$'000 千港元	Civil engineering 土木工程 HK\$'000 千港元	Project management 項目管理 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
ASSETS	資產					
Segment assets	分部資產	864,734	408,131	8,584	–	1,281,449
Interests in associates	聯營公司權益	5,098	26,063	1,399	–	32,560
Interests in jointly controlled entities	共同控制機構 權益	233	9,311	–	–	9,544
Unallocated corporate assets	未分配企業資產					353,370
Total assets	總資產					1,676,923
LIABILITIES	負債					
Segment liabilities	分部負債	658,803	478,111	189	–	1,137,103
Unallocated corporate liabilities	未分配企業負債					216,354
Total liabilities	總負債					1,353,457
OTHER INFORMATION	其他資料					
Capital additions	資本增添	52,936	1,470	–	73	54,479
Amortisation of goodwill	商譽攤銷	3,371	–	–	–	3,371
Depreciation of property, plant and equipment	物業、機械及 設備之折舊	18,866	12,700	–	5	31,571

Geographical segments

The Group's operations are located in Hong Kong, Macau and the People's Republic of China other than Hong Kong and Macau (the "PRC").

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

地區分類

本集團之業務位於香港、澳門及中華人民共和國(香港及澳門除外)(「中國」)。

按地區分類(不論商品/服務之來源地)之本集團之營業額如下:

		2006 HK\$'000 千港元	2005 HK\$'000 千港元
Hong Kong	香港	2,686,246	3,165,685
Macau	澳門	389,050	71,871
PRC	中國	34,580	10,127
		3,109,876	3,247,683

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8. Business and Geographical Segments (continued)

Geographical segments (continued)

The following is an analysis of the carrying amount of segment assets and capital additions, analysed by the geographical area in which the assets are located:

		Carrying amount of segment assets		Capital additions	
		分部資產賬面值		資本增添	
		2006	2005	2006	2005
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Hong Kong	香港	1,453,728	1,583,265	7,049	54,091
Macau	澳門	174,715	30,465	-	64
PRC	中國	308,747	63,193	204	324
		1,937,190	1,676,923	7,253	54,479

8. 業務及地區分部 (續)

地區分類 (續)

以下為按資產之所在地區劃分，對分部資產賬面值及資本增添之分析：

9. Other Income

		2006	2005
		HK\$'000	HK\$'000
		千港元	千港元
Bank interest income	銀行利息收入	7,403	412
Other interest income	其他利息收入	6,993	359
Imputed interest income on deferred consideration receivable	應收延遞代價之估算利息收入	175	-
		14,571	771

9. 其他收入

10. Finance Costs

		2006	2005
		HK\$'000	HK\$'000
		千港元	千港元
Borrowing costs on bank borrowings wholly repayable within five years	須於五年內全數償還之銀行借款之借款成本	6,000	2,764
Less: Amount capitalised in respect of contracts in progress	減：撥作在建合約工程資本之數額	(2,685)	(2,697)
		3,315	67

10. 融資成本

11. Directors' and Employees' Emoluments

11. 董事及僱員酬金

(a) The emoluments paid or payable to each of the seven (2005: twelve) directors are as follows:

(a) 已付或應付七名(二零零五年:十二名)董事之酬金如下:

Name of directors 董事姓名	Fees 袍金 HK\$'000 千港元	Salaries and other benefits 薪酬及其他福利 HK\$'000 千港元	Retirement benefit scheme contributions 退休福利計劃供款 HK\$'000 千港元	Share-based payment expenses 以股份為基礎付款之交易開支 HK\$'000 千港元	Total 合計 HK\$'000 千港元
2006	二零零六年				
Ronald James Blake (note i)	詹伯樂 (附註i)	600	-	-	600
Lau Ko Yuen, Tom (note ii)	劉高原 (附註ii)	-	-	-	-
Lee Hon Chiu (note ii)	李漢潮 (附註ii)	-	1,750	75	1,852
Iain Ferguson Bruce (note ii)	Iain Ferguson Bruce (附註ii)	300	-	-	300
Lee Chack Fan (note ii)	李焯芬 (附註ii)	300	-	-	300
Wong Wing Hoo, Billy (note iii)	黃永灝 (附註iii)	-	2,737	54	2,845
James Chiu (note iv)	趙雅各 (附註iv)	-	-	-	-
		1,200	4,487	129	5,897
2005	二零零五年				
Ronald James Blake (note i)	詹伯樂 (附註i)	124	-	-	124
Lau Ko Yuen, Tom (note ii)	劉高原 (附註ii)	-	-	-	-
Lee Hon Chiu (note ii)	李漢潮 (附註ii)	-	310	16	326
Iain Ferguson Bruce (note ii)	Iain Ferguson Bruce (附註ii)	62	-	-	62
Lee Chack Fan (note ii)	李焯芬 (附註ii)	62	-	-	62
Wong Wing Hoo, Billy (note iii)	黃永灝 (附註iii)	-	359	11	370
Lo Chi Ho, William (note v)	駱志浩 (附註v)	-	-	-	-
To Chi (note v)	杜志 (附註v)	-	698	10	708
Cheung Hon Kit (note v)	張漢傑 (附註v)	-	-	-	-
Ng Wai Hung (note v)	吳偉雄 (附註v)	-	-	-	-
Choi Wing Kin (note v)	蔡永堅 (附註v)	-	-	-	-
Wu Wing Kin (note v)	胡永健 (附註v)	-	65	-	65
		248	1,432	37	1,717

Notes:

附註:

- (i) Appointed on 17 January 2005 and resigned on 17 March 2006.
- (ii) Appointed on 17 January 2005.
- (iii) Appointed on 17 January 2005 and resigned on 30 April 2006.
- (iv) Appointed on 17 March 2006.
- (v) Resigned on 17 January 2005.

- (i) 於二零零五年一月十七日獲委任，並於二零零六年三月十七日辭任。
- (ii) 於二零零五年一月十七日獲委任。
- (iii) 於二零零五年一月十七日獲委任，並於二零零六年四月三十日辭任。
- (iv) 於二零零六年三月十七日獲委任。
- (v) 於二零零五年一月十七日辭任。

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11. Directors' and Employees' Emoluments (continued)

(b) Employees' emoluments

The five highest paid individuals in the Group for the year included two directors (2005: two directors) of the Company, details of whose emoluments as directors are set out in note 11(a) above.

For the year ended 31 March 2005, the aggregate emoluments of the two directors, including the emoluments before they are being appointed as directors, are as follows:

		2005 HK\$'000 千港元
Salaries and other benefits	薪酬及其他福利	2,936
Discretionary bonus	酌定花紅	1,700
Retirement benefit scheme contributions	退休福利計劃供款	114
		4,750

The aggregate emoluments of the remaining three (2005: three) highest paid individuals, who are employees of the Group are as follows:

		2006 HK\$'000 千港元	2005 HK\$'000 千港元
Salaries and other benefits	薪酬及其他福利	5,482	5,502
Discretionary bonus	酌定花紅	990	980
Retirement benefit scheme contributions	退休福利計劃供款	147	160
Share-based payment expenses	以股份為基礎付款之交易開支	21	-
		6,640	6,642

11. 董事及僱員酬金 (續)

(b) 僱員酬金

本集團於本年度五位最高薪人員包括本公司兩名董事(二零零五年:兩名董事), 該等人士之酬金詳情載於上文附註11(a)。

截至二零零五年三月三十一日止年度, 兩位董事之總酬金(包括彼等獲委任為董事前之酬金)如下:

餘下三位(二零零五年:三位)最高薪人士(為本集團僱員)之總酬金如下:

11. Directors' and Employees' Emoluments (continued)

(b) Employees' emoluments (continued)

Their emoluments were within the following bands:

		Number of employees 僱員人數	
		2006	2005
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至2,000,000港元	1	1
HK\$2,000,001 to HK\$2,500,000	2,000,001港元至2,500,000港元	1	1
HK\$2,500,001 to HK\$3,000,000	2,500,001港元至3,000,000港元	1	1
		3	3

During the year, no emoluments were paid by the Group to the five highest paid individuals, including directors, as an inducement to join or upon joining the Group or as compensation for loss of office. In addition, none of the directors has waived any emoluments during the year.

11. 董事及僱員酬金 (續)

(b) 僱員酬金 (續)

彼等酬金級別如下：

年內，本集團並無向五位最高薪人員（包括董事）支付酬金以作為加入本集團或於加入本集團時之獎勵，或作為離職補償。此外，年內概無任何董事放棄任何酬金。

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12. Profit Before Taxation

12. 除稅前溢利

		2006 HK\$'000 千港元	2005 HK\$'000 千港元 (restated) (經重列)
Profit before taxation has been arrived at after charging:	除稅前溢利已扣除：		
Amortisation of goodwill (included in administrative expenses)	商譽攤銷(列入行政開支)	-	3,371
Release of prepaid land lease payments	轉撥預付土地租金	575	575
Auditors' remuneration	核數師酬金	2,732	1,554
Depreciation of property, plant and equipment (note (a) below)	物業、機械及設備之折舊 (下文附註(a))	14,291	30,025
Operating lease rentals in respect of:	經營租約租金：		
Premises	物業	10,216	9,848
Plant and machinery	設備及機械	1,252	8,614
Staff costs (note (b) below)	員工支出(下文附註(b))	92,134	84,394
Loss on disposal of investments held-for-trading	出售持作買賣投資之虧損	3,951	-
Net exchange loss	匯兌虧損淨額	184	137
and after crediting:	並已計入：		
Gain on disposal of property, plant and equipment	出售物業、機械及設備之收益	21,057	731

Notes:

附註：

		2006 HK\$'000 千港元	2005 HK\$'000 千港元 (restated) (經重列)
(a) Depreciation of property, plant and equipment:	(a) 物業、機械及設備之折舊：		
Owned assets	自置資產	18,397	31,571
Less: Amount capitalised in respect of contracts in progress	減：撥作在建合約工程資本之數額	(4,106)	(1,546)
		14,291	30,025
(b) Staff costs:	(b) 員工支出：		
Directors' emoluments (note 11)	董事酬金(附註11)	5,897	1,717
Other staff costs:	其他員工支出：		
Salaries and other benefits	薪酬及其他福利	230,463	272,392
Retirement benefit scheme contributions, net of forfeited contributions of HK\$2,818,000 (2005: HK\$1,914,000)	退休福利計劃供款(扣除已沒收之供款2,818,000港元 (二零零五年：1,914,000港元))	6,574	7,749
Share-based payment expense	以股份為基礎付款之交易開支	56	-
		242,990	281,858
Less: Amount capitalised in respect of contracts in progress	減：撥作在建合約工程資本之數額	(150,856)	(197,464)
		92,134	84,394

13. Taxation

13. 稅項

		2006 HK\$'000 千港元	2005 HK\$'000 千港元 (restated) (經重列)
The charge comprises:	稅項支出包括：		
Hong Kong Profits Tax:	香港利得稅：		
Current year	本年度	4,101	–
(Over)underprovision in prior years	過往年度準備(過多)不足	(2,926)	21
		1,175	21
Overseas taxation	海外稅項	3,332	1,166
Deferred taxation (note 33)	遞延稅項(附註33)	(1,311)	649
Taxation attributable to the Company and its subsidiaries	本公司及其附屬公司應佔稅項	3,196	1,836

Hong Kong Profits Tax is calculated at 17.5% (2005: 17.5%) of the estimated assessable profits for the year.

香港利得稅乃根據本年度估計應課稅溢利按稅率17.5% (二零零五年: 17.5%) 計算。

Overseas taxation is calculated at the rates prevailing in the respective jurisdictions.

海外稅項乃根據各有關司法權區之通行稅率計算。

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13. Taxation (continued)

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

13. 稅項 (續)

年度之稅項支出與綜合收益表所列之除稅前溢利之對賬如下:

		2006 HK\$'000 千港元	2005 HK\$'000 千港元 (restated) (經重列)
Profit before taxation	除稅前溢利	104,277	79,559
Tax at Hong Kong Profits Tax rate	按香港利得稅稅率計算之稅項	18,248	13,923
Tax effect of share of results of associates/jointly controlled entities	攤佔聯營公司/共同控制機構業績之稅務影響	(490)	(1,215)
Tax effect of expenses not deductible for tax purpose	在稅務方面不可扣減開支之稅務影響	2,735	3,811
Tax effect of income not taxable for tax purpose	在稅務方面毋須課稅收入之稅務影響	(9,074)	(2,254)
Tax effect of deductible temporary difference not recognised	未確認可扣減暫時差額之稅務影響	1,725	2,742
Tax effect of utilisation of deductible temporary difference previously not recognised	動用先前未確認之可扣減暫時差額之稅務影響	(9,155)	(8,371)
Tax effect of tax losses not recognised	未確認稅務虧損之稅務影響	9,190	2,338
Tax effect of utilisation of tax losses previously not recognised	動用先前未確認稅務虧損之稅務影響	(9,664)	(9,238)
Tax effect of different tax rates of subsidiaries operating in other jurisdictions	於其他司法權區經營業務之附屬公司之不同稅率之稅務影響	2,607	79
(Over)underprovision in prior years	過往年度準備(過多)不足	(2,926)	21
Taxation charge for the year	年度之稅項支出	3,196	1,836

Details of the deferred taxation are set out in note 33.

遞延稅項之詳情載列於附註33。

14. Distributions

14. 股息分派

		2006 HK\$'000 千港元	2005 HK\$'000 千港元
Dividends recognised as distributions to equity holders of the Company during the current year:	於年內確認為向本公司權益持有人分派之股息：		
Interim dividend paid for 2006 – 3 cents (2005: Nil) per share	已派二零零六年中期股息 — 每股3港仙(二零零五年：無)	17,391	—
Final dividend paid for 2005 – 6 cents (2004: Nil) per share	已派二零零五年末期股息 — 每股6港仙(二零零四年：無)	34,602	—
		51,993	—
Dividends paid:	已派之股息：		
Interim dividend paid for 2006 – 3 cents (2005: Nil) per share	已派二零零六年中期股息 — 每股3港仙(二零零五年：無)	17,391	—
Dividends proposed:	擬派之股息：		
Final dividend proposed for 2006 – 5 cents (2005: 6 cents) per share	擬派二零零六年末期股息 — 每股5港仙(二零零五年：6港仙)	29,098	34,602

Of the dividends paid during the year, approximately HK\$1,784,000 (2005: Nil) and HK\$1,529,000 (2005: Nil) were settled in shares under the Company's scrip dividend schemes announced by the directors of the Company on 22 July 2005 and 13 December 2005, respectively, and were credited to the accumulated profits of the Company during the year.

The amount of the final dividend proposed for the year ended 31 March 2006, which will be in scrip form with a cash option, has been calculated by reference to the 581,958,779 issued shares as at the date of this report.

年內所派股息中約有1,784,000港元(二零零五年：無)及1,529,000港元(二零零五年：無)乃根據本公司董事分別於二零零五年七月二十二日及二零零五年十二月十三日公佈之本公司以股代息計劃以股份支付。此數額已於年內撥入本公司累計溢利。

截至二零零六年三月三十一日止年度建議以股代息連同現金選擇權之末期股息數額乃參照本年報日期581,958,779股已發行之股份計算。

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15. Earnings Per Share

The calculation of the basic and diluted earnings per share attributable to the equity holders of the Company is based on the following data:

		2006 HK\$'000 千港元	2005 HK\$'000 千港元
Profit for the year attributable to equity holders of the Company and earnings for the purposes of basic and diluted earnings per share	本公司權益持有人應佔年度溢利及計算每股基本及攤薄盈利	100,902	80,006
		Number of shares 股份數目	Number of shares 股份數目
Weighted average number of ordinary shares for the purposes of basic earnings per share	計算每股基本盈利之普通股加權平均數	578,268,286	435,823,987
Effect of dilutive potential ordinary shares: Share options	對普通股之潛在攤薄影響： 購股權	129,624	-
Weighted average number of ordinary shares for the purposes of diluted earnings per share	計算每股攤薄盈利之普通股加權平均數	578,397,910	435,823,987

Diluted earnings per share had not been calculated for the year ended 31 March 2005 as no potential ordinary shares were outstanding for that year.

Pursuant to the adoption of new and revised accounting policies as described in note 2 above, the reported earnings per share for the current year has been affected. The following table summarises the impact on basic and diluted earnings per share for the year:

15. 每股盈利

本公司權益持有人應佔每股基本及攤薄盈利乃根據下列數據計算：

由於在截至二零零五年三月三十一日止年度內並無任何未行使潛在普通股，故並無計算該年度之每股攤薄盈利。

由於採納上文附註2所述之新訂及經修訂會計政策，本年度所申報之每股盈利亦受影響。下表概述對年度每股基本及攤薄盈利之影響。

		Impact on basic earnings per share 對每股基本 盈利之影響 HK\$ 港元	Impact on diluted earnings per share 對每股攤薄 盈利之影響 HK\$ 港元
Figures before adjustments	調整前數字	0.162	0.162
Adjustments arising from application of new and revised accounting policies	因應用新訂及經修訂會計政策變動產生之調整	0.012	0.012
Reported	如所申報	0.174	0.174

16. Property, Plant and Equipment

16. 物業、機械及設備

		Buildings 樓宇 HK\$'000 千港元	Plant and machinery 設備及機械 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Furniture, fixtures and computer equipment 傢具、 裝置及 電腦設備 HK\$'000 千港元	Total 總額 HK\$'000 千港元
COST	成本					
At 1 April 2004	於二零零四年四月一日	739	410,197	21,009	59,235	491,180
Additions	添置	-	772	1,577	944	3,293
Disposals	出售	-	(27,005)	(1,131)	(1,284)	(29,420)
At 31 March 2005	於二零零五年三月三十一日	739	383,964	21,455	58,895	465,053
Translation adjustment	匯兌調整	20	-	9	11	40
On acquisition of subsidiaries	收購附屬公司	-	-	-	111	111
Additions	添置	-	4,447	955	1,740	7,142
Disposals	出售	-	(309,615)	(5,040)	(3,692)	(318,347)
Eliminated on disposal of subsidiaries	出售附屬公司後對銷	-	(23,667)	(286)	(23,225)	(47,178)
At 31 March 2006	於二零零六年三月三十一日	759	55,129	17,093	33,840	106,821
DEPRECIATION	折舊					
At 1 April 2004	於二零零四年四月一日	135	319,950	18,617	33,943	372,645
Provided for the year	本年度準備	36	24,983	1,337	5,215	31,571
Eliminated on disposals	出售後對銷	-	(22,342)	(1,033)	(1,219)	(24,594)
At 31 March 2005	於二零零五年三月三十一日	171	322,591	18,921	37,939	379,622
Translation adjustment	匯兌調整	2	-	1	5	8
Provided for the year	本年度準備	22	13,833	841	3,701	18,397
Eliminated on disposals	出售後對銷	-	(280,813)	(5,035)	(3,453)	(289,301)
Eliminated on disposal of subsidiaries	出售附屬公司後對銷	-	(15,500)	(91)	(9,151)	(24,742)
At 31 March 2006	於二零零六年三月三十一日	195	40,111	14,637	29,041	83,984
CARRYING VALUES	賬面淨值					
At 31 March 2006	於二零零六年三月三十一日	564	15,018	2,456	4,799	22,837
At 31 March 2005	於二零零五年三月三十一日	568	61,373	2,534	20,956	85,431

The buildings are held under medium-term leases in the PRC.

樓宇位於中國而以中期租約持有。

The above items of property, plant and equipment are depreciated on a straight line basis at the following rates per annum:

上述物業、機械及設備乃以直線法折舊年率如下：

Buildings	Over the lease term or fifty years, whichever is shorter	樓宇	按租期或五十年，以較短者 為準
Plant and machinery	10%	設備及機械	10%
Motor vehicles	20%	汽車	20%
Furniture and fixtures	20%	傢具及裝置	20%
Computer equipment	33 $\frac{1}{3}$ %	電腦設備	33 $\frac{1}{3}$ %

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17. Prepaid Land Lease Payments

The Group's prepaid land lease payments represent leasehold interest in land in Hong Kong held under medium-term leases and are analysed for reporting purposes as follows:

		2006 HK\$'000 千港元	2005 HK\$'000 千港元
Non-current assets	非流動資產	23,136	23,711
Current assets	流動資產	575	575
		23,711	24,286

17. 預付土地租金

本集團之預付土地租金指位於香港之中期租約土地，就呈報目的而分析：

18. Goodwill

18. 商譽

		HK\$'000 千港元
COST	成本值	
At 1 April 2004	於二零零四年四月一日	385,531
On acquisition of subsidiaries	收購附屬公司	51,186
At 31 March 2005	於二零零五年三月三十一日	436,717
Elimination of accumulated amortisation on adoption of HKFRS 3 (note 2)	於採納香港財務報告準則第3號前撇銷累計攤銷 (附註2)	(116,285)
At 1 April 2005	於二零零五年四月一日	320,432
Write off	對銷	(258,786)
At 31 March 2006	於二零零六年三月三十一日	61,646
AMORTISATION AND IMPAIRMENT	攤銷及減值	
At 1 April 2004	於二零零四年四月一日	371,700
Provided for the year	本年度準備	3,371
At 31 March 2005	於二零零五年三月三十一日	375,071
Elimination of accumulated amortisation on adoption of HKFRS 3 (note 2)	於採納香港財務報告準則第3號前撇銷累計攤銷 (附註2)	(116,285)
At 1 April 2005	於二零零五年四月一日	258,786
Eliminated on write off	對銷時撇銷	(258,786)
At 31 March 2006	於二零零六年三月三十一日	-
CARRYING VALUE	賬面淨值	
At 31 March 2006	於二零零六年三月三十一日	61,646
At 31 March 2005	於二零零五年三月三十一日	61,646

18. Goodwill (continued)

Prior to 31 March 2005, goodwill was amortised over its estimated useful life ranging from 10 to 20 years.

For the purpose of impairment testing, the carrying amount of goodwill at 31 March 2006 has been allocated to the building construction cash generating unit ("CGU").

The recoverable amount of the above CGU has been determined based on value in use calculations. The Group prepares cash flow forecasts derived from the most recent financial budgets approved by management for the next two years and extrapolates cash flows for the following eight years with a steady growth rate of 5%. The rate used to discount the forecast cash flows is 8%. The value in use calculations is calculated based on the budgeted gross margin, which is determined using the unit's past performance and management's expectations for the market development.

19. Other Intangible Assets

Other intangible assets comprise:
Club membership in Hong Kong, at cost
Motor vehicles registration marks, at cost

其他無形資產包括：
香港之會所會籍，按成本值
汽車登記號碼，按成本值

	2006 HK\$'000 千港元	2005 HK\$'000 千港元
	7,000	7,000
	355	—
	7,355	7,000

The above intangible assets have indefinite useful lives. The directors are of the opinion that the club membership and motor vehicles registration marks worth at least their carrying amounts by reference to latest market prices.

18. 商譽 (續)

於二零零五年三月三十一日之前，商譽乃按其估計可使用年期10至20年攤銷。

為減值測試之目的，於二零零六年三月三十一日之商譽賬面值已撥入樓宇建造產生現金單位。

產生現金單位之可收回價值總額乃基於其使用中價值計算。本集團所編製之現金流預測乃來自管理人員最近審批就未來兩年之財政預算，並以固定增長率5%推算未來八年之現金流量。用以貼現預測現金流之比率則為8%。使用中價值乃按預算毛利計算，而預算毛利則按該單位之過往表現及管理人員對市場發展之期望而釐定。

19. 其他無形資產

上述無形資產具不確定的使用壽命。董事認為，會所會籍及汽車登記號碼之價值至少為經參考市場報價後之賬面值。

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20. Interests in Associates

20. 聯營公司權益

		2006 HK\$'000 千港元	2005 HK\$'000 千港元
Cost of unlisted investments in associates	聯營公司非上市證券投資之成本	34,212	30,312
Share of post-acquisition reserves, net of dividends received	攤佔收購後儲備，扣除已收取股息	5,246	2,248
		39,458	32,560

The combined summarised financial information in respect of the Group's associates is set out below:

本集團聯營公司之相關合併財務資料概要列載如下：

		2006 HK\$'000 千港元	2005 HK\$'000 千港元
Total assets	總資產	200,283	107,672
Total liabilities	總負債	(90,632)	(12,325)
Net assets	資產淨值	109,651	95,347
Group's share of net assets of associates	本集團攤佔聯營公司資產淨值	39,458	32,560
Turnover	營業額	35,435	64,189
Profit for the year	年度溢利	6,118	9,313
Group's share of profit of associates for the year	本集團攤佔聯營公司之年度溢利	2,778	6,213

Particulars of the Group's principal associates at 31 March 2006 are set out in note 44.

本集團各主要聯營公司於二零零六年三月三十一日之詳情載列於附註44。

21. Interests In Jointly Controlled Entities

21. 共同控制機構權益

		2006 HK\$'000 千港元	2005 HK\$'000 千港元
Cost of unlisted investments in jointly controlled entities	共同控制機構非上市證券投資之成本	-	-
Share of post-acquisition profits, net of dividends received	攤佔收購後溢利，扣除已收取股息	2,570	9,544
		2,570	9,544

The combined summarised financial information in respect of the Group's jointly controlled entities is set out below:

本集團共同控制機構之相關合併財務資料概要列載如下：

		2006 HK\$'000 千港元	2005 HK\$'000 千港元
Total current assets	總流動資產	9,607	27,409
Total current liabilities	總流動負債	(4,466)	(8,321)
Net assets	資產淨值	5,141	19,088
Group's share of net assets of jointly controlled entities	本集團攤佔共同控制機構資產淨值	2,570	9,544
Turnover	營業額	5,481	8,021
Profit for the year	年內溢利	62	1,455
Group's share of profit of jointly controlled entities for the year	本集團攤佔共同控制機構之年度溢利	26	727

Particulars of the Group's principal jointly controlled entity at 31 March 2006 are set out in note 44.

本集團各共同控制機構於二零零六年三月三十一日之詳情載列於附註44。

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22. Available-for-sale Investments/Investment Securities

22. 可供出售的投資／投資證券

		2006 HK\$'000 千港元	2005 HK\$'000 千港元
Equity securities listed in Hong Kong	香港上市之股本證券	1,064	389
Market value of listed securities	上市證券之市值	1,064	1,910

Upon the application of HKAS 39 on 1 April 2005, investment securities which were previously carried at cost less impairment were reclassified to available-for-sale investments.

At 31 March 2006, available-for-sale investments are stated at fair value by reference to bid prices quoted in active markets.

於二零零五年四月一日採納香港會計準則第39號後，投資證券已由按成本扣除減值虧損重新分類為可供出售的投資。

於二零零六年三月三十一日，可供出售的投資乃以公平值列值。該等投資之公平值乃參考活躍市場之買入價而釐定。

23. Loan Receivable

The amount is receivable from a shareholder of an associate of the Group and is secured by shares in the associate held by the shareholder, interest free and repayable in October 2006.

23. 應收貸款

有關款項為本集團一間應收聯營公司股東之款項，款項以股東於該聯營公司所持有之股份作抵押，為免息並須於二零零六年十月償還。

24. Loan to a Related Company

The amount represents a loan to Parona Limited, a shareholder of an associate, in which certain close family members of a director of PYI, have an interest. The loan is secured by shares in the associate held by Parona Limited, bears interest at 7% per annum and is repayable in October 2006.

24. 貸予關連公司之貸款

有關款項代表貸予Parona Limited（其為聯營公司之股東）之貸款。PYI一位董事之若干家族成員持有Parona Limited之權益。有關貸款以Parona Limited於該聯營公司所持有之股份作抵押，按年利率7%計息並須於二零零六年十月償還。

25. Deferred Consideration Receivable

The consideration receivable is in connection with the disposal of certain subsidiaries during the year, details of which are set out in note 37. The amount is unsecured, interest free and repayable by four annual installments with the final installment due in October 2009. Fair value of the consideration receivable is determined using an effective interest rate of 3%. The carrying amount is analysed for reporting purposes as follows:

		2006 HK\$'000 千港元	2005 HK\$'000 千港元
Non-current assets	非流動資產	10,223	—
Current assets (included in debtors, deposits and prepayments)	流動資產(已計入應收賬款、訂金及預付款項)	3,932	—
		14,155	—

25. 應收遞延代價

應收之代價乃與年內就出售附屬公司相關，詳情已載於附註37。有關款項乃為無抵押、免息及按年分四期償還，最後一期需於二零零九年十月償還。應收代價之公平值乃按實際利率3%釐定。就呈報目的而分析之賬面值如下：

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26. Amounts Due from (to) Customers for Contract Works

26. 應收(應付)客戶合約工程款項

	2006 HK\$'000 千港元	2005 HK\$'000 千港元
Contracts in progress at the balance sheet date: 於結算日之在建工程：		
Contract costs incurred to date 現時已支出之工程費用	42,500,091	40,438,759
Recognised profits less recognised losses 經確認溢利減經確認虧損	1,052,894	882,008
	43,552,985	41,320,767
Less: Progress billings 減：進度付款	(43,819,221)	(41,570,777)
	(266,236)	(250,010)
Represented by: 來自：		
Amounts due from customers for contract works 計入應收客戶合約工程款項	163,379	185,188
Amounts due to customers for contract works 計入應付客戶合約工程款項	(429,615)	(435,198)
	(266,236)	(250,010)

At 31 March 2006, retentions held by customers for contract works amounting to approximately HK\$396,066,000 (2005: HK\$369,874,000) were included in debtors, deposits and prepayments, of which HK\$151,168,000 (2005: HK\$182,588,000) are expected to be recovered or settled after more than twelve months from the balance sheet date.

於二零零六年三月三十一日，已計入應收賬款、訂金及預付款項內之合約工程客戶持有之保固金約為396,066,000港元(二零零五年:369,874,000港元)，其中151,168,000港元(二零零五年:182,588,000港元)預期將於結算日起超過十二個月後償清或結清。

27. Debtors, Deposits and Prepayments

The Group's credit terms for its contracting business are negotiated at terms determined and agreed with its trade customers.

Included in debtors, deposits and prepayments are trade debtors of approximately HK\$572,694,000 (2005: HK\$396,280,000) and their aged analysis is as follows:

		2006 HK\$'000 千港元	2005 HK\$'000 千港元
Within 90 days	90日內	504,501	327,311
More than 90 days and within 180 days	超過90日但於180日內	13,703	2,794
More than 180 days	超過180日	54,490	66,175
		572,694	396,280

28. Amounts Due from Related Companies

		2006 HK\$'000 千港元	2005 HK\$'000 千港元
Associate of ITC Corporation Limited ("ITC")	德祥企業有限公司之聯營公司 (「德祥企業」)	331	330
ITC and its subsidiaries	德祥企業及其附屬公司	150	64
Associate of PYI	PYI之聯繫人士	1,515	1,515
Parona Limited (note 24)	Parona Limited (附註24)	75	-
		2,071	1,909

ITC is a substantial shareholder of PYI.

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

27. 應收賬款、訂金及預付款項

本集團合約承包業務之信貸期乃與貿易客戶磋商及訂立。

應收賬款、訂金及預付款項已計入約572,694,000港元(二零零五年:396,280,000港元)之應收貿易賬款,而其賬齡分析如下:

28. 應收關連公司款項

德祥企業為PYI之主要股東。

有關款項為無抵押、免息及須於要求時償還。

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28. Amounts Due from Related Companies (continued)

The aged analysis is as follows:

		2006 HK\$'000 千港元	2005 HK\$'000 千港元
Within 90 days	90日內	72	64
More than 90 days and within 180 days	超過90日但於180日內	-	1,075
More than 180 days	超過180日	1,999	770
		2,071	1,909

28. 應收關連公司款項(續)

賬齡分析如下:

29. Amounts Due From (To) Associates/Jointly Controlled Entities/A Fellow Subsidiary

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

The aged analysis is as follows:

29. 應收(應付)聯營公司/共同控制機構/同系附屬公司款項

有關款項為無抵押、免息及須於要求時償還。

賬齡分析如下:

		Due from 應收款項		Due to 應付款項	
		2006 HK\$'000 千港元	2005 HK\$'000 千港元	2006 HK\$'000 千港元	2005 HK\$'000 千港元
Within 90 days	90日內	12,254	4,046	18,770	1,879
More than 90 days and within 180 days	超過90日但於180日內	23,462	3,240	-	-
More than 180 days	超過180日	9,818	-	1,642	23,192
		45,534	7,286	20,412	25,071

30. Pledged Bank Deposits, Short Term Bank Deposits and Bank Balances and Cash

Pledged bank deposits represent deposits pledged to banks to secure general banking facilities granted to the Group. Deposits amounting to HK\$76,122,000 (2005: Nil) have been pledged to secure general banking facilities with maturity within one year from the balance sheet date and are therefore classified as current assets.

The pledged bank deposits and short term bank deposits with maturity date of less than three months carry floating interest rates ranging from 3.1% to 4.4% (2005: 0.1% to 2.4%) per annum. The bank balances carry prevailing market rate ranging from Nil to 3.1% (2005: Nil to 0.3%).

31. Creditors and Accrued Expenses

Included in creditors and accrued expenses are trade creditors of approximately HK\$347,160,000 (2005: HK\$235,591,000) and their aged analysis is as follows:

		2006 HK\$'000 千港元	2005 HK\$'000 千港元
Within 90 days	90日內	312,038	217,410
More than 90 days and within 180 days	超過90日但於180日內	22,037	1,129
More than 180 days	超過180日	13,085	17,052
		347,160	235,591

30. 已抵押銀行存款、短期銀行存款及銀行結餘及現金

已抵押銀行存款指為擔保授予本集團之一般銀行信貸而抵押予銀行之存款。為數76,122,000港元(二零零五年:無)之存款已予抵押,作為須於結算日起一年內償還之一般銀行信貸之抵押,因而被列入流動資產。

已抵押銀行存款及到期日少於三個月之短期銀行存款附帶每年由3.1%至4.4%(二零零五年:0.1%至2.4%)之浮動利率。銀行結餘附帶現行市場利率由零至3.1%(二零零五年:零至0.3%)。

31. 應付賬款及應計開支

應付賬款及應計開支已計入約347,160,000港元(二零零五年:235,591,000港元)之應付貿易賬款,而其賬齡分析如下:

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32. Bank Borrowings

32. 銀行借款

		2006 HK\$'000 千港元	2005 HK\$'000 千港元
Bank borrowings comprise:	銀行借款包括：		
Bank loans	銀行貸款	292,304	180,000
Bank overdrafts	銀行透支	-	6,984
		292,304	186,984
Analysed as:	分析為：		
Secured	有抵押	222,604	180,000
Unsecured	無抵押	69,700	6,984
		292,304	186,984

The bank borrowings are repayable as follows:

銀行借款之償還期分別如下：

		2006 HK\$'000 千港元	2005 HK\$'000 千港元
Within one year or on demand	一年內或按通知	142,304	186,984
More than one year, but not exceeding two years	超過一年，但不超過兩年	22,000	-
More than two years, but not exceeding five years	超過兩年，但不超過五年	128,000	-
		292,304	186,984
Less: Amount due within one year or on demand shown under current liabilities	減：一年內償還或按通知償還及 列作流動負債之款項	(142,304)	(186,984)
Amount due after one year	一年後償還之款項	150,000	-

The Group's bank borrowings carry floating interest rates ranging from 5.02% to 6.56% (2005: 1.59%) per annum.

本集團之銀行借款以浮動利率計息，年息由5.02%至6.56%（二零零五年：1.59%）。

The bank loans are secured by the Group's pledged bank deposits of HK\$76,122,000 (2005: Nil) and charges on the Group's benefit from certain construction contracts.

銀行貸款乃以本集團之已抵押銀行存款76,122,000港元（二零零五年：無）及若干建築合約產生之利益費用作抵押。

33. Deferred Taxation

The following are the major deferred tax (assets) liabilities recognised and movements thereon during the current and prior years:

		Accelerated tax depreciation	Tax losses	Recognition of contracting income	Total
		加速稅項 折舊	稅務虧損	合約工程 收入確認	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
At 1 April 2004	於二零零四年 四月一日	10,463	(6,381)	(3,420)	662
Charge (credit) to consolidated income statement	於綜合收益表 扣除 (計入)	200	1,346	(897)	649
At 31 March 2005	於二零零五年 三月三十一日	10,663	(5,035)	(4,317)	1,311
On acquisition of subsidiaries	收購附屬公司	52	(52)	-	-
(Credit) charge to consolidated income statement	於綜合收益表 (計入) 扣除	(5,484)	1,712	2,461	(1,311)
On disposal of subsidiaries	出售附屬公司	(1,418)	1,418	-	-
At 31 March 2006	於二零零六年 三月三十一日	3,813	(1,957)	(1,856)	-

For the purpose of balance sheet presentation, certain deferred tax assets and liabilities have been offset.

At 31 March 2006, the Group had unused tax losses of approximately HK\$697,930,000 (2005: HK\$805,598,000) available for offset against future taxable profits. A deferred tax asset has been recognised in respect of approximately HK\$11,182,000 (2005: HK\$28,771,000) of such losses. No deferred tax asset in respect of the remaining tax losses has been recognised due to the unpredictability of future profit streams. The unused tax losses may be carried forward indefinitely.

33. 遞延稅項

於本年度及以往年度已確認之主要遞延稅項 (資產) 負債以及相關變動如下:

		Accelerated tax depreciation	Tax losses	Recognition of contracting income	Total
		加速稅項 折舊	稅務虧損	合約工程 收入確認	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
At 1 April 2004	於二零零四年 四月一日	10,463	(6,381)	(3,420)	662
Charge (credit) to consolidated income statement	於綜合收益表 扣除 (計入)	200	1,346	(897)	649
At 31 March 2005	於二零零五年 三月三十一日	10,663	(5,035)	(4,317)	1,311
On acquisition of subsidiaries	收購附屬公司	52	(52)	-	-
(Credit) charge to consolidated income statement	於綜合收益表 (計入) 扣除	(5,484)	1,712	2,461	(1,311)
On disposal of subsidiaries	出售附屬公司	(1,418)	1,418	-	-
At 31 March 2006	於二零零六年 三月三十一日	3,813	(1,957)	(1,856)	-

為方便資產負債表呈列，若干遞延稅項資產及負債已予抵銷。

於二零零六年三月三十一日，本集團有未動用稅務虧損約697,930,000港元（二零零五年：805,598,000港元）可用以抵銷未來應課稅溢利。就上述虧損本集團確認遞延稅項資產約11,182,000港元（二零零五年：28,771,000港元）。由於未能確定未來溢利來源，故本集團並無就其餘稅務虧損確認遞延稅項資產。未動用稅務虧損可予無限期結轉。

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34. Share Capital

34. 股本

		Number of shares 股份數目	Value HK\$'000 價值 千港元
Authorised:	法定：		
Ordinary shares of HK\$0.02 each at 1 April 2004	於二零零四年四月一日每股面值 0.02港元之普通股	7,000,000,000	140,000
Ordinary shares of HK\$0.002 each: Subdivision of 1 share of HK\$0.02 into 10 shares of HK\$0.002 each	每股面值0.002港元之普通股： 每1股面值0.02港元之股份拆細為 10股每股面值0.002港元之股份	70,000,000,000	140,000
Ordinary shares of HK\$0.50 each: Consolidation of 250 shares of HK\$0.002 each into 1 share of HK\$0.50	每股面值0.50港元之普通股： 250股每股面值0.002港元之股份 合併為1股每股面值0.50港元之股份	280,000,000	140,000
Increase in authorised share capital	法定股本增加	720,000,000	360,000
Ordinary shares of HK\$0.50 each: At 31 March 2005 and 31 March 2006	每股面值0.50港元之普通股： 於二零零五年三月三十一日及 二零零六年三月三十一日	1,000,000,000	500,000
Issued and fully paid:	已發行及繳足：		
Ordinary shares of HK\$0.02 each at 1 April 2004	於二零零四年四月一日每股面值 0.02港元之普通股	4,507,099,957	90,142
Ordinary shares of HK\$0.002 each: Reduction of nominal value of shares of HK\$0.02 each to HK\$0.002 each by the cancellation of HK\$0.018 from each share	每股面值0.002港元之普通股： 透過每股股份註銷0.018港元而 將每股面值0.02港元之股份 面值削減為0.002港元	4,507,099,957	9,014
Ordinary shares of HK\$0.50 each: Consolidation of 250 shares of HK\$0.002 each into 1 share of HK\$0.50	每股面值0.50港元之普通股： 250股每股面值0.002港元之股份 合併為1股每股面值0.50港元之股份	18,028,399	9,014
Issue of new shares on Open Offer (as defined below)	因公開發售而發行新股份 (定義見下文)	45,070,995	22,536
Issue of new shares on Acquisition (as defined below)	因收購事項而發行新股份 (定義見下文)	400,000,000	200,000
Issue of new shares on Hidden Acquisition (as defined below)	因Hidden收購事項而發行新股份 (定義見下文)	113,600,000	56,800
Ordinary shares of HK\$0.50 each at 31 March 2005	於二零零五年三月三十一日每股 面值0.50港元之股份	576,699,394	288,350
Issue of new shares pursuant to scrip dividend schemes	根據以股代息計劃發行新股	5,259,385	2,629
Ordinary shares of HK\$0.50 each at 31 March 2006	於二零零六年三月三十一日每股 面值0.50港元之股份	581,958,779	290,979

34. Share Capital (continued)

During the year, pursuant to the scrip dividend schemes which were announced by the Company on 22 July 2005 and 13 December 2005, the Company issued 3,013,468 and 2,245,917 new ordinary shares of HK\$0.50 each to shareholders who elected to receive scrip dividends in respect of the final dividend for the year ended 31 March 2005 and the interim dividend for the six months ended 30 September 2005, respectively.

During the year ended 31 March 2005, the following changes in the Company's share capital took place:

- (a) Pursuant to special resolutions passed on 22 December 2004, the Company underwent a capital reorganisation (the "Capital Reorganisation") as follows:
- the issued share capital of the Company was reduced by cancelling the paid-up capital to the extent of HK\$0.018, resulting in the reduction in the nominal value of each issued share from HK\$0.02 to HK\$0.002, and crediting an amount of HK\$81,128,000 to the share premium account;
 - an amount of HK\$569,771,000 and HK\$180,801,000 standing to the credit of the share premium account and contributed surplus account, respectively, of the Company was cancelled and applied to eliminate accumulated losses of the Company;
 - each authorised but unissued share of HK\$0.02 was sub-divided into 10 shares of HK\$0.002 each;
 - every 250 issued and unissued shares of HK\$0.002 each was consolidated into 1 share of HK\$0.50; and
 - the Company's authorised share capital was increased from HK\$140,000,000 to HK\$500,000,000 by the creation of 720,000,000 new ordinary shares of HK\$0.50 each in the Company.

34. 股本(續)

年內，根據本公司於二零零五年七月二十二日及二零零五年十二月十三日公佈之以股代息計劃，本公司分別發行3,013,468股及2,245,917股每股面值0.50港元之本公司新普通股予選擇收取股份以代替截至二零零五年三月三十一日止年度之末期股息及截至二零零五年九月三十日止六個月之中期股息之股東。

於截至二零零五年三月三十一日止年度，本公司之股本出現以下變動：

- (a) 根據二零零四年十二月二十二日通過之特別決議案，本公司進行股本重組（「股本重組」），詳情如下：
- 註銷本公司已發行股本之繳足股本0.018港元，使到每股已發行股份面值由0.02港元削減至0.002港元，股份溢價賬則因此錄得81,128,000港元之進賬；
 - 註銷本公司股份溢價賬內的569,771,000港元進賬以及實繳盈餘賬內的180,801,000港元進賬，將之用於抵銷本公司之累計虧損；
 - 每股面值0.02港元之法定但未發行股份拆細為10股每股面值0.002港元之股份；
 - 每250股每股面值0.002港元之已發行及未發行股份合併為一股每股面值0.50港元之股份；及
 - 透過增設720,000,000股每股面值0.50港元本公司之新普通股，本公司之法定股本由140,000,000港元增加至500,000,000港元。

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34. Share Capital (continued)

- (b) Pursuant to ordinary resolutions passed on 22 December 2004, the Company resolved to issue shares as follows:
- 45,070,995 ordinary shares of HK\$0.50 each in the Company at a price of HK\$1.00 each to the then existing shareholders by way of an open offer (the “Open Offer”) in the proportion of five offer shares for every two shares held, the net proceeds of which of HK\$44,170,000 were used for general working capital of the Group;
 - 400,000,000 ordinary shares of HK\$0.50 each in the Company at a price of HK\$1.00 each to a subsidiary of PYI as consideration for the acquisition by the Company from PYI of the entire equity interest in, and shareholder’s loan to, Paul Y Construction Group (the “Acquisition”); and
 - 113,600,000 ordinary shares of HK\$0.50 each in the Company at a price of HK\$1.00 each to a subsidiary of PYI as consideration for the acquisition by the Company from PYI of the entire equity interest in, and shareholder’s loan to, Hidden Advantage Investments Limited (the “Hidden Acquisition”).

All the new ordinary shares issued by the Company during both years ranked pari passu with the then existing shares of the Company in all respects.

35. Share-based Payment Transactions

Share option scheme of the Company

On 7 September 2005, the Company adopted a new share option scheme (the “Scheme”) for the purpose of providing incentive or reward to any employees, executives or directors of the Group or any invested entity and any consultant, adviser or agent of any member of the Group or any invested entity, who have contributed or will contribute to the growth and development of the Group or any invested entity (“Eligible Person”). The Scheme will remain in force for a period of ten years from that date.

34. 股本(續)

- (b) 根據二零零四年十二月二十二日通過之普通決議案，本公司議決按以下方式發行股份：
- 本公司以公開發售方式以每股1.00港元之價格向當時現有股東發行45,070,995股每股面值0.50港元之本公司普通股(「公開發售」)，比例為每持有兩股股份可獲發五股發售股份。公開發售之所得款項淨額為44,170,000港元，已用作本集團之一般營運資金；
 - 本公司按每股1.00港元之價格向PYI之一間附屬公司發行400,000,000股每股面值0.50港元之本公司普通股，以此作為本公司向PYI收購Paul Y Construction集團之全部股本權益及股東貸款(「收購事項」)之代價；及
 - 本公司按每股1.00港元之價格向PYI之一間附屬公司發行113,600,000股每股面值0.50港元之本公司普通股，以此作為本公司向PYI收購Hidden Advantage Investments Limited之全部股本權益及股東貸款(「Hidden收購事項」)之代價。

該兩年內本公司發行之所有新普通股在各方面與本公司之當時已有股份具相同地位。

35. 以股份為基礎支付之交易

本公司之購股權計劃

於二零零五年九月七日，本公司採納一項新購股權計劃(「購股權計劃」)，以向對或將會對本集團或任何投資機構作出貢獻之本集團或任何投資機構之任何僱員、行政人員或董事或任何投資機構及本集團任何成員公司或任何投資機構之諮詢人、顧問或代理(「合資格人士」)提供激勵或報酬。購股權計劃將自該日起維持有效十年。

35. Share-based Payment Transactions (continued)

Share option scheme of the Company (continued)

Under the Scheme, the directors of the Company may at their discretion grant options to any Eligible Person to subscribe for shares in the Company. Consideration to be paid on each grant of option is HK\$1.00. The directors of the Company may at their discretion determine the specific exercise period which should expire in any event no later than ten years from date of adoption of the Scheme. The exercise price is determined by the directors of the Company and will be at least the higher of: (i) the subscription price as is permissible under the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (the "Listing Rules") from time to time; and (ii) the nominal value of the shares of the Company.

The maximum number of shares that may be issued upon the exercise of all options to be granted under the Scheme and any other share option scheme(s) adopted by the Company must not in aggregate exceed 10% of the total number of issued shares of the Company as at its adoption date, i.e. 57,669,939 shares of the Company. Subject to the approval of the shareholders of the Company in general meeting, the limit may be refreshed to 10% of the total number of shares of the Company in issue as at the date of approval by the shareholders of the Company in general meeting. Notwithstanding the forgoing, the maximum number of shares of the Company which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme and any other share option scheme(s) of the Company must not in aggregate exceed 30% of the total number of shares of the Company in issue from time to time.

The maximum number of shares of the Company in respect of which options may be granted to each Eligible Person under the Scheme and any other share option scheme(s) of the Company (including both exercised, cancelled and outstanding options) in any 12-month period shall not exceed 1% of the total number of shares of the Company in issue from time to time unless such grant has been duly approved by shareholders of the Company in general meeting at which the Eligible Person and his associate (as defined in the Listing Rules) abstained from voting. Options granted to a substantial shareholder and/or an independent non-executive director of the Company or any of their respective associates (as defined in the Listing Rules) in any 12-month period in excess of 0.1% of the total number of shares of the Company in issue and have an aggregate value exceeding HK\$5 million must be approved by the shareholders of the Company in general meeting in advance.

35. 以股份為基礎支付之交易（續）

本公司之購股權計劃（續）

根據購股權計劃，本公司董事可酌情向任何合資格人士授出購股權，每股接納授出之購股權需支付每股1.00港元之代價。本公司董事可酌情釐定行使期限，惟在任何情況下，上述行使期限不得超過自購股權計劃獲採納當日起計十年。行使價由本公司董事以下列較高者而釐定：至少為(i)根據香港聯交所上市規則（「上市規則」）不時允許之認購價；及(ii)本公司股份之面值。

根據購股權計劃及本公司所採納任何其他購股權計劃可予授出之購股權可認購最多之股份總數，合共不得超過本公司於採納日期已發行股份總數之10%，即57,669,939股。如獲得本公司股東在股東大會上批准，該限額可更新為本公司股東在股東大會上批准當日已發行股份總數之10%。儘管如此，已根據購股權計劃或本公司任何其他購股權計劃授出但尚未行使之所有購股權獲行使時可予發行之股份總數，合共最多不得超過不時已發行股份總數之30%。

於任何十二個月期間，根據購股權計劃及本公司任何其他購股權計劃可授予任何合資格人士之購股權（包括已行使、已註銷及未行使購股權）所涉及之本公司股份數目，最多不得超過不時已發行股份總數之1%，除非此項批授事宜已在合資格人士及其聯繫人士（定義見上市規則）放棄投票之股東大會上獲得本公司股東正式批准，則不受此限。於任何十二個月期間內向本公司每位主要股東及／或獨立非執行董事或彼等各自之任何聯繫人士（定義見上市規則）授出購股權時，若所授出購股權所涉及之股份超過已發行股份總數之0.1%及總值超過5,000,000港元，則事先必須獲得本公司股東在股東大會上批准。

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35. Share-based Payment Transactions (continued)

Share option scheme of the Company (continued)

Details of the share options granted under the Scheme during the year are as follows:

35. 以股份為基礎支付之交易 (續)

本公司之購股權計劃 (續)

年內，根據購股權計劃授出之購股權，詳情如下：

Category 類別	Date of grant 批授日期	Vesting date 歸屬期	Exercise period 行使期	Exercise price per share 每股行使價 HK\$ 港元	Number of shares of the Company to be issued upon exercise of the share options granted during the year and outstanding at 31.3.2006 於截至二零零六年 三月三十一日止年度 授出而於二零零六年 三月三十一日尚未行使 之購股權獲行使時將予 發行之本公司股份數目
Type I 第I類	3.2.2006	3.2.2006	3.2.2006 – 6.9.2015	0.70	1,500,000
Type II 第II類	3.2.2006	1.1.2007	1.1.2007 – 6.9.2015	0.85	1,500,000
Type III 第III類	3.2.2006	1.1.2008	1.1.2008 – 6.9.2015	1.00	1,500,000
Type IV 第IV類	9.2.2006	9.2.2008	9.2.2008 – 8.2.2009	0.90	8,000,000
					12,500,000
			Exercisable at the end of the year 年底時可予行使		1,500,000

35. Share-based Payment Transactions (continued)

Share option scheme of the Company (continued)

The weighted average exercise price of the above share options is HK\$0.882.

No option was exercised, cancelled and lapsed during the year.

These fair values were calculated using the Black-Scholes Option Pricing Model (the "Model"). The fair values determination as at 3 February 2006 and 9 February 2006 were carried out by RHL Appraisal Limited, an independent valuer with no connection with the Group. The inputs into the Model were as follows:

		Type I 第I類	Type II 第II類	Type III 第III類	Type IV 第IV類
Closing share price at date of grant	授出日期之股份收市價	HK\$0.70港元	HK\$0.70港元	HK\$0.70港元	HK\$0.87港元
Exercise price	行使價	HK\$0.70港元	HK\$0.85港元	HK\$1.00港元	HK\$0.90港元
Expected volatility	預期波幅	38%	38%	38%	38%
Expected life	預期壽命	2.5 years年	2.9 years年	4 years年	2.5 years年
Risk-free interest rate	無風險利率	3.93%	3.92%	4.06%	4.06%
Expected annual dividend yield	預期年度股息回報率	8.57%	8.57%	8.57%	8.57%
Fair value per share option	每股購股權之公平值	HK\$0.109港元	HK\$0.079港元	HK\$0.067港元	HK\$0.129港元

The Company has used the Model to value the share options granted during the year. The Model is one of the commonly used models to estimate the fair value of the option. The value of an option varies with different variables of certain subjective assumptions. Any changes in the variables so adopted may materially affect the estimation of the fair value of an option.

The expected volatility was determined by using the annualised standard deviation of the continuously compounded rate of return on the ordinary shares of the Company. The expected life used in the Model has been adjusted, based on management's best estimate, for the effects of non transferability and behavioural considerations.

The total estimated fair value of HK\$137,000 with respect to share options granted to directors and employees on 3 February 2006 and 9 February 2006, was charged to the consolidated income statement during the year.

35. 以股份為基礎支付之交易 (續)

本公司之購股權計劃 (續)

上述購股權之加權平均行使價為0.882港元。

年內概無已行使、已註銷及已失效之購股權。

公平值乃按柏力克－舒爾斯期權定價模式（「該模式」）計算。公平值於二零零六年二月三日及二零零六年二月九日之估值乃由與本集團概無關連之獨立估值師永利行評值顧問有限公司進行。該模式之輸入值如下：

本公司使用該模式計算年內所授出購股權之價值。該模式為其中一個用以估計購股權公平值之常用模式。購股權之價值因若干主觀假設出現不同變數而各有不同。就變數所採納之任何變動，可能會對就購股權公平值所作出之估計產生重大影響。

預期波幅乃利用本公司普通股之回報之持續合併比率之年度化標準差釐定。由於非透明性質及行為上考慮之影響，該模式所用之預期壽命已根據管理層之推測予以調整。

於二零零六年二月三日及二零零六年二月九日授予董事及僱員之購股權之預計公平值總額137,000港元已計入本年度之綜合收益表內。

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35. Share-based Payment Transactions (continued)

Share option scheme of PYI

On 27 August 2002, PYI adopted a new share option scheme (the "PYI Scheme") for the purpose of providing incentive or reward to any employees, executives or officers, directors of PYI and its subsidiaries or any invested entity and any celebrity, consultant, adviser or agent of any member of PYI and its subsidiaries or any invested entity, who have contributed or will contribute to the growth and development of PYI and its subsidiaries or any invested entity ("PYI Eligible Person"). The PYI Scheme will remain in force for a period of ten years from that date.

Under the PYI Scheme, the directors of PYI may at their discretion grant options to any PYI Eligible Person to subscribe for shares in PYI without consideration. The directors of PYI may at their discretion determine the specific exercise period which should expire in any event no later than ten years from date of adoption of the PYI Scheme. The exercise price is determined by the directors of PYI and will be at least the higher of: (i) the subscription price as is permissible under the Listing Rules from time to time; and (ii) the nominal value of the shares of PYI.

The maximum number of shares which may initially be issued upon the exercise of all options to be granted under the PYI Scheme and any other share option scheme(s) adopted by PYI must not in aggregate exceed 10% of the total number of issued shares of PYI as at its adoption date, i.e. 103,674,492 shares of PYI. Subject to the approval of the shareholders of PYI in general meeting, the limit may be refreshed to 10% of the total number of shares of PYI in issue as at the date of approval by the shareholders of PYI in general meeting. Notwithstanding the forgoing, the maximum number of shares of PYI which may be issued upon exercise of all outstanding options granted and yet to be exercised under the PYI Scheme and any other share option scheme(s) of PYI must not in aggregate exceed 30% of the total number of shares of PYI in issue from time to time. Pursuant to ordinary resolutions passed at the annual general meeting of the Company in 2003 and 2004, the 10% scheme limit was refreshed to 10% of the total number of issued shares of PYI as at the respective date of such meetings. Pursuant to an ordinary resolution passed at the PYI's annual general meeting held on 8 September 2005, the 10% scheme limit was further refreshed to 135,867,543, representing 10% of the total number of issued shares of PYI as at the date of such meeting.

35. 以股份為基礎支付之交易 (續)

PYI購股權計劃

於二零零二年八月二十七日，PYI採納新購股權計劃（「PYI計劃」），以向對或將會對PYI或任何投資機構作出貢獻之本集團或任何投資機構之任何僱員、行政人員或高級職員、董事或任何投資機構及知名人士、PYI任何成員公司或任何投資機構之諮詢人、顧問或代理（「PYI合資格人士」）提供激勵或報酬。購股權計劃將自該日起維持有效十年。

根據PYI購股權計劃，PYI董事可酌情向任何PYI合資格人士授出購股權，接納授出之購股權毋需支付任何費用。PYI之董事可酌情釐定行使期限，惟在任何情況下，上述行使期限不得超過自PYI購股權計劃獲採納當日起計十年。行使價由PYI之董事以下列較高者而釐定：至少為(i)根據上市規則不時允許之認購價；及(ii) PYI股份之面值。

根據PYI購股權計劃及PYI所採納任何其他購股權計劃可予授出之購股權初時可認購最多之股份總數，合共不得超過PYI於採納日期已發行股份總數之10%，即103,674,492股。如獲得PYI股東在股東大會上批准，該限額可更新為PYI股東在股東大會上批准當日已發行股份總數之10%。儘管如此，已根據PYI購股權計劃或PYI任何其他購股權計劃授出但尚未行使之所有購股權獲行使時可予發行之股份總數，合共最多不得超過PYI不時已發行股份總數之30%。根據本公司二零零三年及二零零四年股東週年大會上通過之普通決議案，10%之計劃限額已於該等會議舉行之相關日期更新為本公司已發行股份總數之10%。根據本公司於二零零五年九月八日舉行之股東週年大會上通過之普通決議案，10%之計劃限額獲進一步更新為135,867,543股，佔本公司於該會議舉行之相關日期已發行股份總數之10%。

35. Share-based Payment Transactions (continued)

Share option scheme of PYI (continued)

The maximum number of shares of PYI in respect of which options may be granted to each PYI Eligible Person under the PYI Scheme and any other share option scheme(s) of PYI (including both exercised, cancelled and outstanding options) in any 12-month period shall not exceed 1% of the total number of shares of PYI in issue from time to time unless such grant has been duly approved by shareholders of PYI in general meeting at which the PYI Eligible Person and his associates (as defined in the Listing Rules) abstained from voting. Options granted to a substantial shareholder and/or an independent non-executive director of PYI or any of their respective associates (as defined in the Listing Rules) in any 12-month period in excess of 0.1% of total number of shares of PYI in issue and have an aggregate value exceeding HK\$5 million must be approved by the shareholders of PYI in general meeting in advance.

Details of the share options of PYI held by a director of the Company under the PYI Scheme which are granted for the services provided to PYI and movements in such holdings during the years are as follows:

Date of grant 批授日期	Exercise period 行使期	Exercise price per share 每股行使價 HK\$ 港元	Number of shares of PYI to be issued upon exercise of the share options outstanding at 31.3.2005 and 31.3.2006 於二零零五年三月三十一日及 二零零六年三月三十一日 尚未行使之購股權獲行使時 將予發行之PYI股份數目
28.12.2004	28.12.2004 – 26.8.2012	1.24*	6,500,000
28.12.2004	28.12.2004 – 26.8.2012	1.50*	6,500,000
			13,000,000

35. 以股份為基礎支付之交易 (續)

PYI購股權計劃 (續)

於任何十二個月期間，根據PYI購股權計劃及PYI任何其他購股權計劃可授予任何PYI合資格人士之購股權（包括已行使、已註銷及未行使購股權）所涉及之PYI股份數目，最多不得超過PYI不時已發行股份總數之1%，除非此項批授事宜已在PYI合資格人士及其聯繫人士（定義見上市規則）放棄投票之股東大會上獲得PYI股東正式批准，則不受此限。於任何十二個月期間內向PYI每位主要股東及／或獨立非執行董事或彼等各自之任何聯繫人士（定義見上市規則）授出購股權時，若所授出購股權所涉及之股份超過已發行股份總數之0.1%及總值超過5,000,000港元，則事先必須獲得PYI股東在股東大會上批准。

本公司董事根據PYI計劃持有之PYI購股權以及其年內之控股變動之詳情如下：

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35. Share-based Payment Transactions (continued)

Share option scheme of PYI (continued)

- * Pursuant to the ordinary resolution passed by the PYI's shareholders at the special general meeting held on 14 February 2006, PYI repriced the share options by a reduction of the exercise price by HK\$0.70 per share as a result of the payment of a special cash dividend of HK\$0.70 per share during the year. The fair values of the outstanding share options immediately before and after the modification of their exercise price were calculated by RHL Appraisal Limited, not connected with PYI and its subsidiaries, using the Model. The directors of PYI by reference to the valuation report and taking other professional advice, considered that the modification did not result in an increase in fair value of the share options. Accordingly, no adjustment for the current and prior years has been required.

The above share options granted to a director of the Company were vested on 28 December 2004. No option was exercised, cancelled and lapsed during both years.

There was no consideration received by PYI in a prior year from PYI Eligible Persons for taking up the options granted.

36. Acquisition of Subsidiaries

During the year, the Group acquired the entire interest in Paul Y. Building Management Limited from PYI at a consideration of HK\$2 and acquired the remaining 50% equity interest in Paul Y. Sogea Limited ("Paul Y. Sogea", now renamed as Paul Y. Specialist Limited) from the remaining shareholder of Paul Y. Sogea at a consideration of HK\$200,000. The acquisition has been accounted for using the purchase method of accounting.

35. 以股份為基礎支付之交易(續)

PYI購股權計劃(續)

- * 根據PYI股東於二零零六年二月十四日舉行之股東特別大會通過之普通決議案，PYI重定購股權之價格，方式為將每股股份之行使價下調0.70港元，原因是年內派付特別現金股息每股0.70港元。緊於更改與保華及其附屬公司概無關連之行使價前後未行使購股權之公平值乃經由PYI及其附屬公司概無關連之永利行評估顧問有限公司按該模式計算。PYI董事參考估值報告並聽取專業意見後，認為更改並無導致購股權公平值增加。因此，現年度及往年度毋需調整。

上述授予本公司董事之購股權已於二零零四年十二月二十八日歸屬。兩年內均無已行使、已註銷及已失效之購股權。

以往年度內並無因PYI合資格人士接納獲授之購股權而收到任何代價。

36. 收購附屬公司

年內，本集團以2港元代價向PYI收購保華物業管理有限公司全部權益，並以200,000港元代價向Paul Y. Sogea Limited（「Paul Y. Sogea」，現易名為Paul Y. Specialist Limited）之其餘股東收購Paul Y. Sogea其餘50%股本權益。上述交易已以收購會計法入賬。

36. Acquisition of Subsidiaries (continued)

During the year ended 31 March 2005, the Company entered into sale and purchase agreements for the Acquisition and the Hidden Acquisition to be satisfied by the issuance and allotment of 400,000,000 and 113,600,000 ordinary shares of HK\$0.50 each in the Company. The acquisitions were accounted for as a reverse acquisition whereby the Paul Y Construction Group is treated as the acquirer while the Company and its subsidiaries, prior to the Acquisition and the Hidden Acquisition, and Hidden Advantage Investments Limited was deemed to have been acquired by the Paul Y Construction Group. The Company also paid HK\$6,523,000 in respect of expenses directly attributable to the acquisitions.

36. 收購附屬公司(續)

本公司於截至二零零五年三月三十一日止年度就收購事項及Hidden收購事項訂立買賣協議，有關代價將透過發行及配發400,000,000股及113,600,000股本公司每股面值0.50港元之普通股之方式支付。該等收購已按反收購入賬。據此，Paul Y Construction集團被視為收購人而本公司及其附屬公司(於收購事項及Hidden收購事項前)及Hidden Advantage Investments Limited被視為已被Paul Y Construction集團所收購。本公司亦已就收購直接產生之開支支付了6,523,000港元。

		2006 HK\$'000 千港元	2005 HK\$'000 千港元
Net assets acquired:	購入資產淨值：		
Property, plant and equipment	物業、機械及設備	111	-
Investment securities	投資證券	-	389
Debtors, deposits and prepayments	應收賬款、訂金及預付款項	419	237
Bank balances and cash	銀行結餘及現金	7	179
Creditors and accrued expenses	應付賬款及應計開支	(341)	(26,881)
Taxation payable	應付稅項	-	(398)
		196	(26,474)
Goodwill arising on acquisition	收購產生之商譽	-	51,186
Reclassification from interests in an associate	聯營公司利益重新分類	4	-
Consideration/deemed consideration	代價／視作代價	200	24,712
Net cash outflow arising on acquisition of subsidiaries:	收購附屬公司產生之現金流出淨額：		
Bank balances and cash acquired	購入銀行結餘及現金	7	179
Cash consideration – expenses directly attributable to the acquisitions	現金代價－收購直接產生之開支	-	(6,523)
Cash paid	已付現金	(200)	-
		(193)	(6,344)

The subsidiaries acquired did not have any significant impact on the Group's results and cash flows for both years.

所收購之附屬公司並未對本集團兩年之業績及現金流轉造成重大影響。

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37. Disposal of Subsidiaries

During the year, the Group disposed of two subsidiaries, namely Unicon Concrete Products (HK) Limited and Hamker Concrete Products Limited, which were engaged in the manufacturing and trading of concrete products. The consideration for the disposal was HK\$19,000,000 which will be settled in cash by the purchaser on or before October 2009.

		2006 HK\$'000 千港元	2005 HK\$'000 千港元
Net assets disposed of:	出售資產淨值：		
Property, plant and equipment	物業、機械及設備	22,436	-
Loss on disposal of subsidiaries	出售附屬公司虧損	(4,456)	-
Total consideration	總代價	17,980	-
Satisfied by:	支付方式：		
Cash	現金	4,000	-
Deferred consideration (Note)	遞延代價 (附註)	13,980	-
		17,980	-
Net cash inflow arising on disposal of subsidiaries:	出售附屬公司產生之現金流入淨額：		
Cash received	已收現金	4,000	-

Note: As part of the consideration for the disposal of the subsidiaries, a deferred consideration of HK\$15,000,000 will be settled in cash by the purchaser under four annual installments commencing from 30 October 2006. The fair value of the deferred consideration at date of initial recognition is determined based on the estimated future cash flows discounted at 3% per annum.

The subsidiaries disposed of during the year contributed HK\$747,000 to the Group's turnover, and a loss of HK\$2,969,000, to the Group's results for the year.

37. 出售附屬公司

年內，本集團出售兩家從事混凝土產品生產及銷售之附屬公司聯力混凝土製品(香港)有限公司及恆加混凝土製品有限公司。出售之代價為19,000,000港元，並將由買方於二零零九年十月或之前以現金支付。

		2006 HK\$'000 千港元	2005 HK\$'000 千港元
Net assets disposed of:	出售資產淨值：		
Property, plant and equipment	物業、機械及設備	22,436	-
Loss on disposal of subsidiaries	出售附屬公司虧損	(4,456)	-
Total consideration	總代價	17,980	-
Satisfied by:	支付方式：		
Cash	現金	4,000	-
Deferred consideration (Note)	遞延代價 (附註)	13,980	-
		17,980	-
Net cash inflow arising on disposal of subsidiaries:	出售附屬公司產生之現金流入淨額：		
Cash received	已收現金	4,000	-

附註：作為出售該等附屬公司之代價，15,000,000港元遞延代價將由二零零六年十月三十日起分四期每年以現金向買方償還。遞延代價於初始確認日期之公平值乃按估計未來現金流量按每年3%貼現率釐定。

年內出售之附屬公司為本集團營業額帶來747,000港元貢獻，並為年內本集團之業績帶來2,969,000港元虧損。

38. Major Non-cash Transactions

The Group had the following major non-cash transactions:

- (a) additional shares were issued as scrip dividends during the year as set out in note 14; and
- (b) during the year ended 31 March 2005, the consideration for the Acquisition and the Hidden Acquisition were settled by the issue of shares in the Company; details are set out in note 34.

39. Retirement Benefit Schemes

The Group operates defined contribution retirement benefit schemes for qualifying employees. The assets of the schemes are separately held in funds under the control of trustees.

The cost charged to the consolidated income statement represents contributions payable to the funds by the Group at rates specified in the rules of the schemes. Where there are employees who leave the schemes prior to vesting fully in the contributions, the contributions payable by the Group are reduced by the amount of forfeited contributions.

At the balance sheet date, there were no material forfeited contributions which arose upon employees leaving the schemes prior to their interests in the Group's contributions becoming fully vested and which are available to reduce the contributions payable by the Group in future years.

With effect from 1 December 2000, the Group has joined a mandatory provident fund scheme ("MPF Scheme"). The MPF Scheme is registered with the Mandatory Provident Fund Scheme Authority under the Mandatory Provident Fund Schemes Ordinance. The assets of the MPF Scheme are held separately from those of the Group in funds under the control of an independent trustee. Under the rules of the MPF Scheme, the employer and its employees are each required to make contributions to the scheme at the rates specified in the rules. The only obligation of the Group with respect to MPF Scheme is to make the required contributions under the scheme. Under the MPF Scheme, there will not be any forfeited contribution available to reduce the contribution payable by the Group.

The retirement benefit scheme contributions arising from the MPF Scheme charged to the consolidated income statement represent contributions payable to the funds by the Group at the rates specified in the rules of the scheme.

38. 重大非現金交易

本集團曾進行下列重大非現金交易：

- (a) 年內額外發行股份作為代息股息（如附註14所載）；及
- (b) 於截至二零零五年三月三十一日止年度期間，收購事項及Hidden收購事項之代價已以發行本公司股份之方式支付，詳情載於附註34。

39. 退休福利計劃

本集團為合資格僱員設有已界定供款退休福利計劃。該等計劃之資產由受託人管理之多項基金獨立持有。

於綜合收益表撥出之費用為本集團按該等計劃之規則所定之比例支付予基金之供款。倘僱員在可享有本集團供款所附全部權益前退出該等計劃，本集團應付供款將可按沒收供款之金額遞減。

於結算日，並無因僱員於彼等可享有本集團供款所附全部權益前退出該等計劃而產生之重大沒收供款及可供本集團於未來年度減少應付供款之重大沒收供款。

由二零零零年十二月一日起，本集團加入強制性公積金計劃（「強積金計劃」）。強積金計劃已根據強制性公積金計劃條例在強制性公積金管理局登記。強積金計劃之資產獨立於本集團之資產，由獨立受託人控制之基金持有。根據強積金計劃之規則，僱主及僱員均須各自按規則訂明之比率向計劃供款。本集團有關強積金計劃之僅有責任為根據計劃作出指定之供款。根據強積金計劃，目前並無已遭沒收供款可供扣減本集團日後應付供款。

因強積金計劃而作出之退休福利計劃供款自綜合收益表扣除，相當於本集團按計劃規則訂明之比率向基金應付之供款。

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40. Contingent Liabilities

		2006 HK\$'000 千港元	2005 HK\$'000 千港元
Outstanding performance bonds in respect of construction contracts	仍然有效之建築合約履約擔保書	361,030	310,503
Guarantee given to a bank in respect of banking facilities granted to an associate	就授予聯營公司之銀行信貸向銀行授出之擔保	9,454	—
		370,484	310,503

In addition, a subsidiary of the Company is a defendant in a lawsuit brought during 2002 claiming approximately HK\$1,733,000 relating to the outstanding sum of the contract works done by a sub-contractor, Swee Kheng & Aster Marble Company Limited ("Swee Kheng"). The subsidiary filed a defence and counterclaim claiming payment for Swee Kheng of a sum of approximately HK\$162,000. The subsidiary has contested the claim vigorously and no provision has been made in the consolidated financial statements.

此外，本公司之一家附屬公司於二零零二年內提出之一宗訴訟中為被告人，牽涉承包商瑞慶寶盈雲石有限公司（「瑞慶」）申索承造合約工程之逾期款項約1,733,000港元。該附屬公司已提出抗辯，並向瑞慶提出反索償約162,000港元。該附屬公司對該宗索償提出強烈爭議，綜合財務報表內並無就此作出任何撥備。

41. Operating Lease Commitments

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

		2006 HK\$'000 千港元	2005 HK\$'000 千港元
Within one year	一年內	14,388	11,945
In the second to fifth year inclusive	第二至第五年（首尾兩年包括在內）	49,252	12,676
After five years	超過五年	—	407
		63,640	25,028

Leases are negotiated, and monthly rentals are fixed, for terms ranging from two to five years.

41. 經營租約承擔

於結算日，本集團在不可撤銷之有關租用物業經營租約方面尚有未來最低租金款項承擔。此等承擔之支付期如下：

一般租約及釐定月租之期限平均約二至五年。

42. Related Party Transactions and Balances

42. 關連人士交易及結餘

(a) *The Group entered into the following transactions with its related parties during the year:*

(a) 年內，本集團與其關連人士訂立以下交易：

Class of related party 關連人士之類別	Nature of transactions 交易性質	2006 HK\$'000 千港元	2005 HK\$'000 千港元
Associates of the Group 本集團之聯營公司	Construction works charged by the Group 本集團收取建築工程費	383	41,813
	Project management fee charged by the Group 本集團收取項目管理費	6,044	3,770
	Purchase of concrete products by the Group 本集團購買混凝土產品	112	36
	Subcontracting fees charged to the Group 本集團支付分包費	15	300
	Rentals and related building management fee charged to the Group 本集團支付租金及相關物業管理費	2,672	–
	Building manager remuneration charged by the Group 本集團收取物業管理酬金	248	–
	Jointly controlled entities of the Group 本集團之共同控制機構	Project management fee charged by the Group 本集團收取項目管理費	825
Subcontracting fees charged to the Group 本集團支付分包費		1,015	7,246
Service fees charged by the Group 本集團收取服務費		65	303
Subsidiaries of PYI PYI之附屬公司	Construction works charged by the Group 本集團收取建築工程費	283	576
	Rentals and related building management fee charged to the Group 本集團支付租金及相關物業管理費	9,080	8,004
	Rentals charged by the Group 本集團收取租金	–	86
	Interest charged to the Group 本集團支付利息	–	345
	Service fees charged by the Group 本集團收取服務費	60	–
	Building manager remuneration charged by the Group 本集團收取物業管理酬金	187	–

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42. Related Party Transactions and Balances (continued)

(a) The Group entered into the following transactions with its related parties during the year: (continued)

Class of related party 關連人士之類別	Nature of transactions 交易性質	2006 HK\$'000 千港元	2005 HK\$'000 千港元
Associates of PYI PYI之聯營公司	Project management fee income charged by the Group 本集團收取項目管理費	-	1,515
Subsidiaries of ITC 德祥企業之附屬公司	Purchase of building materials and installation works by the Group 本集團購買建築材料及相關安裝工程	-	20
	Service fees charged by the Group 本集團收取服務費	31	-
Associates of ITC 德祥企業之聯營公司	Project management fee income charged by the Group 本集團收取項目管理費	-	330
Other related companies 其他關連公司	Subcontracting fee charged by the Group 本集團收取分包費	-	7
	Service fees charged to the Group 本集團支付服務費	-	1,065
	Interest charged by the Group 本集團收取利息	58	17

42. 關連人士交易及結餘 (續)

(a) 年內，本集團與其關連人士訂立以下交易：(續)

42. Related Party Transactions and Balances (continued)

(b) *The remuneration of directors and other members of key management during the year was as follows:*

		2006 HK\$'000 千港元	2005 HK\$'000 千港元
Short-term benefits	短期福利	5,687	5,647
Post-employment benefits	退休福利	129	124
Share-based payment expenses	以股份為基礎之付款	81	-
		5,897	5,771

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

Details of the balances with associates, jointly controlled entities and related companies at the balance sheet date are set out in notes 24, 28 and 29 respectively.

42. 關連人士交易及結餘 (續)

(b) 董事及其他主要管理層成員之本年度薪酬如下：

董事及主要行政人員之薪酬乃由薪酬委員會參考個別人員之表現及市場情況而釐定。

於結算日與聯營公司、共同控制機構及關連公司之交易結餘詳情載列於附註24、28及29。

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43. BALANCE SHEET OF THE COMPANY

43. 本公司之資產負債表

		2006 HK\$'000 千港元	2005 HK\$'000 千港元 (restated) (經重列)
NON-CURRENT ASSET	非流動資產		
Interests in subsidiaries	附屬公司權益	256,523	256,623
CURRENT ASSETS	流動資產		
Prepayment	預付費用	260	-
Amounts due from subsidiaries	應收附屬公司款項	225,127	209,883
Bank balances	銀行結餘	74	87
		225,461	209,970
CURRENT LIABILITIES	流動負債		
Accrued expenses	應計開支	1,478	4,083
Amount due to a subsidiary	應付附屬公司款項	-	100
		1,478	4,183
NET CURRENT ASSETS	流動資產淨值	223,983	205,787
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債	480,506	462,410
NON-CURRENT LIABILITIES	非流動負債		
Bank borrowings	銀行借款	(22,000)	-
NET ASSETS	資產淨值	458,506	462,410
CAPITAL AND RESERVES	資本及儲備		
Share capital	股本	290,979	288,350
Reserves (Note)	儲備 (附註)	167,527	174,060
		458,506	462,410

43. BALANCE SHEET OF THE COMPANY (continued)

Note:

		Share premium	Contributed surplus	Special reserve	Share option reserve	Capital redemption reserve	Accumulated losses (profit)	Total
		股份 溢價	實繳 盈餘	特別 儲備	購股權 儲備	資本贖回 儲備	累計虧損 (溢利)	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 April 2004	於二零零四年四月一日	488,643	180,801	-	-	255	(861,263)	(191,564)
Credit arising from reduction of paid up share capital pursuant to Capital Reorganisation	根據股本重組削減繳足股本而產生之進賬	81,128	-	-	-	-	-	81,128
Cancellation of share premium and contributed surplus to eliminate accumulated losses pursuant to Capital Reorganisation	根據股本重組註銷股份溢價及實繳盈餘，以此抵銷累計虧損	(569,771)	(180,801)	-	-	-	750,572	-
Premium arising on issue of shares	發行股份產生之溢價	279,335	-	-	-	-	-	279,335
Share issue expenses	發行股份費用	(901)	-	-	-	-	-	(901)
On acquisition of subsidiaries	收購附屬公司	-	-	(150,000)	-	-	-	(150,000)
Profit for the year	年度溢利	-	-	-	-	-	156,062	156,062
At 31 March 2005	於二零零五年三月三十一日	278,434	-	(150,000)	-	255	45,371	174,060
Profit for the year	年度溢利	-	-	-	-	-	44,638	44,638
Issue of shares under scrip dividend scheme	根據以股代息計劃發行股份	(2,629)	-	-	-	-	-	(2,629)
Recognition of equity-settled share-based payment expenses	確認權益結算之以股份支付開支	-	-	-	137	-	-	137
Credit arising on scrip dividends	以股代息而產生之進賬	-	-	-	-	-	3,314	3,314
Dividend paid	已派付股息	-	-	-	-	-	(51,993)	(51,993)
At 31 March 2006	於二零零六年三月三十一日	275,805	-	(150,000)	137	255	41,330	167,527

The contributed surplus represents the difference between the consolidated shareholders' funds of the subsidiaries at the date on which they were acquired by the Company, and the nominal amount of the Company's shares issued for the acquisition at the time of the Group reorganisation prior to the listing of the Company's shares in 1996.

The special reserve of the Company represents the difference between the aggregate of the net asset value of, and shareholder's loan to, Paul Y Construction Group amounting to HK\$250,000,000 and the issue value of the shares acting as the consideration for the Acquisition (as defined in note 34(b)) of HK\$400,000,000.

In the opinion of the directors, the Company's reserves available for distribution to shareholders as at 31 March 2006 amounted to approximately HK\$41,330,000 (2005: HK\$45,371,000)

43. 本公司之資產負債表 (續)

附註：

實繳盈餘指附屬公司於彼等被本公司收購之日之綜合股東資金，與本公司股份於一九九六年上市前集團重組時為收購而發行之本公司股份面額之差異。

本公司之特別儲備指Paul Y Construction集團資產淨值與股東貸款之和250,000,000港元，與作為收購(定義見附註34(b))代價之股份發行價值400,000,000港元之差額。

董事認為，本公司於二零零六年三月三十一日可供分派予股東之儲備約為41,330,000港元(二零零五年:45,371,000港元)。

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44. Particulars of Principal Subsidiaries, Associates and Jointly Controlled Entities

(a) Particulars of the Company's principal subsidiaries at 31 March 2006 are as follows:

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration 成立/註冊地點	Issued and fully paid share capital/ registered capital 已發行及繳足股本/ 註冊資本	Percentage of issued share capital/ registered capital held by the Company indirectly 由本公司間接持有已發行股本/註冊資本百分比 %	Principal activities 主要業務
Corless Limited	British Virgin Islands 英屬處女群島	US\$2 ordinary shares 2美元 普通股	100	Investment holding 投資控股
Paul Y. Building Materials Company Limited	Hong Kong 香港	HK\$2 ordinary shares 2港元 普通股	100	Trading and installation of building materials 建築材料貿易及裝嵌
Paul Y. – CREC(HK) Joint Venture	Hong Kong 香港	– (note (i) below) (下文附註(i))	60	Civil engineering 土木工程
Paul Y. (E & M) Contractors Limited 保華機電工程有限公司	Hong Kong 香港	HK\$20,000,000 ordinary shares 20,000,000港元 普通股	99.9998	Provision of electrical, mechanical and building services 提供電機及建造服務
Paul Y. Builders Group Limited 保華建造集團有限公司	Hong Kong 香港	HK\$2 ordinary shares 2港元 普通股	100	Investment holding 投資控股
		HK\$1,000,000 non-voting deferred shares (note (ii) below) 1,000,000港元 無投票權遞延股 (下文附註(ii))	–	

44. 主要附屬公司、聯營公司及共同控制機構資料

(a) 本公司主要附屬公司於二零零六年三月三十一日之詳情如下：

44. Particulars of Principal Subsidiaries, Associates and Jointly Controlled Entities (continued)

(a) Particulars of the Company's principal subsidiaries at 31 March 2006 are as follows: (continued)

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration 成立／註冊地點	Issued and fully paid share capital/ registered capital 已發行及 繳足股本／ 註冊資本	Percentage of issued share capital/ registered capital held by the Company indirectly 由本公司間接持有 已發行股本／註冊 資本百分比 %	Principal activities 主要業務
Paul Y. Builders Limited 保華建造有限公司	Hong Kong 香港	HK\$102,000,000 ordinary shares 102,000,000港元 普通股	100	Building construction 樓宇建造
Paul Y. Construction & Engineering Co. Limited 保華建築工程有限公司	Hong Kong 香港	HK\$42,000,000 ordinary shares 42,000,000港元 普通股	100	Building construction and specialist works 樓宇建造及專項工程
Paul Y. General Contractors Limited 保華建築營造有限公司	Hong Kong 香港	HK\$36,000,000 ordinary shares 36,000,000港元 普通股	100	Civil engineering and building construction 土木工程及樓宇建造
Paul Y. Interior Contractors Limited 保華裝飾工程有限公司	Hong Kong 香港	HK\$2 ordinary shares 2港元 普通股	100	Interior decoration works 室內裝修工程
Paul Y. Plant Hire Limited 保華機械租賃有限公司	Hong Kong 香港	HK\$2 ordinary shares 2港元 普通股	100	Hire of motor vehicles and plant and machinery 汽車、設備及 機械租賃

44. 主要附屬公司、聯營公司及共同控制機構資料 (續)

(a) 本公司主要附屬公司於二零零六年三月三十一日之詳情如下: (續)

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44. Particulars of Principal Subsidiaries, Associates and Jointly Controlled Entities (continued)

(a) Particulars of the Company's principal subsidiaries at 31 March 2006 are as follows: (continued)

44. 主要附屬公司、聯營公司及共同控制機構資料(續)

(a) 本公司主要附屬公司於二零零六年三月三十一日之詳情如下:(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration 成立/註冊地點	Issued and fully paid share capital/ registered capital 已發行及繳足股本/ 註冊資本	Percentage of issued share capital/ registered capital held by the Company indirectly 由本公司間接持有已發行股本/註冊資本百分比 %	Principal activities 主要業務
Paul Y. Construction Company, Limited 保華建築有限公司	Hong Kong 香港	HK\$2 ordinary shares 2港元普通股 HK\$50,000,000 non-voting preferred shares (note (iii) below) 50,000,000港元無投票權優先股 (下文附註(iii))	100 -	Civil engineering, building construction and investment holding 土木工程、樓宇建造及投資控股
Paul Y. Construction (China) Limited 保華建築(中國)有限公司	PRC 中國	RMB60,000,000 registered capital 人民幣60,000,000元註冊資本	100	Civil engineering and building construction 土木工程及樓宇建造
Paul Y. Foundation Holdings Limited	British Virgin Islands 英屬處女群島	US\$1 ordinary share 1美元普通股	100	Investment holding 投資控股
Paul Y. Foundation Limited 保華地基有限公司	Hong Kong 香港	HK\$10,000,000 ordinary shares 10,000,000港元普通股	100	Civil engineering and foundation works 土木工程及地基工程

44. Particulars of Principal Subsidiaries, Associates and Jointly Controlled Entities (continued)

(a) Particulars of the Company's principal subsidiaries at 31 March 2006 are as follows: (continued)

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration 成立／註冊地點	Issued and fully paid share capital/ registered capital 已發行及 繳足股本／ 註冊資本	Percentage of issued share capital/ registered capital held by the Company indirectly 由本公司間接持有 已發行股本／註冊 資本百分比 %	Principal activities 主要業務
Paul Y. Management Limited 保華管理有限公司	Hong Kong 香港	HK\$2 ordinary shares 2港元 普通股	100	Management and secretarial services 管理及秘書服務
Paul Y. Project Management International Limited 保華國際工程管理有限公司	Hong Kong 香港	HK\$2 ordinary shares 2港元 普通股	100	Project management services and investment holding 項目管理服務及 投資控股
Paul Y. Facilities Management Co., Limited	Hong Kong 香港	HK\$2 ordinary shares 2港元 普通股	100	Facilities management services 設施管理服務

All of the above subsidiaries mainly operate in Hong Kong except Paul Y. Construction (China) Limited which operates in the PRC.

All of the above subsidiaries are private limited companies except Paul Y. – CREC(HK) Joint Venture which is an unincorporated business.

44. 主要附屬公司、聯營公司及共同控制機構資料 (續)

(a) 本公司主要附屬公司於二零零六年三月三十一日之詳情如下: (續)

上述所有附屬公司均主要在香港營運，惟保華建築(中國)有限公司在中國營運。

上述所有附屬公司均為私人有限公司，惟Paul Y. – CREC(HK) Joint Venture為尚未立案之業務。

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44. Particulars of Principal Subsidiaries, Associates and Jointly Controlled Entities (continued)

(a) Particulars of the Company's principal subsidiaries at 31 March 2006 are as follows: (continued)

- (i) No capital has been contributed by the joint venture partners of the joint venture.
- (ii) The holders of the non-voting deferred shares are not entitled to vote, are not entitled to any dividends for any financial year and are, on winding up or otherwise, only entitled out of the surplus assets of the company to a return of the capital after a total sum of HK\$100,000,000,000,000 has been distributed to the holders of the ordinary shares of the company.
- (iii) The holders of the non-voting preferred shares are not entitled to vote, are not entitled to any dividends unless the net profits of the company available for dividend exceed HK\$100,000,000,000 in which case they should be entitled to a fixed non-cumulative dividend at the rate of 5% per annum for any financial year and are, on winding up, only entitled out of the surplus assets of the company to a return of the capital after a total sum of HK\$10,000,000,000 has been distributed to the holders of the ordinary shares of the company.

(b) Particulars of the Company's principal associates at 31 March 2006 are as follows:

Name of associate 聯營公司名稱	Place of incorporation/ registration 成立/註冊地點	Issued and fully paid share capital/ registered capital 已發行及繳足股本/ 註冊資本	Percentage of issued share capital/ registered capital attributable to the Group 本集團應佔已發行股本/ 註冊資本百分比 %	Principal activities 主要業務
CSCEC-Paul Y. Construction Company Limited 中建保華建築有限責任公司	PRC 中國	US\$10,000,000 registered capital (note below) 10,000,000美元 註冊資本 (下文附註)	31.3	Civil engineering and building construction 土木工程及樓宇建造

44. 主要附屬公司、聯營公司及共同控制機構資料 (續)

(a) 本公司主要附屬公司於二零零六年三月三十一日之詳情如下: (續)

- (i) 此等合營企業之合夥人並無出資。
- (ii) 此等無投票權遞延股持有人無權投票，亦無權獲派任何財政年度之股息，且只有權在該公司清盤時或在其他情況下分派總數100,000,000,000,000港元予該公司普通股持有人後尚有剩餘資產之情況下，獲退還資本。
- (iii) 此等無投票權優先股持有人無權投票，亦無權獲派股息，除非該公司可供派息純利超過100,000,000,000,000港元，在此情況下，彼等有權就任何財政年度獲派一項年息為五厘之固定非累積股息，且只有權在該公司清盤時分派總額10,000,000,000港元予該公司普通股持有人後尚有剩餘資產之情況下，獲退還資本。

(b) 本公司主要聯營公司於二零零六年三月三十一日之詳情如下:

44. Particulars of Principal Subsidiaries, Associates and Jointly Controlled Entities (continued)

44. 主要附屬公司、聯營公司及共同控制機構資料(續)

(b) Particulars of the Company's principal associates at 31 March 2006 are as follows: (continued)

(b) 本公司主要聯營公司於二零零六年三月三十一日之詳情如下:(續)

Name of associate 聯營公司名稱	Place of incorporation/ registration 成立/註冊地點	Issued and fully paid share capital/ registered capital 已發行及繳足股本/ 註冊資本	Percentage of issued share capital/registered capital attributable to the Group 本集團應佔已發行股本/ 註冊資本百分比 %	Principal activities 主要業務
Gain Resources Limited	British Virgin Islands 英屬處女群島	US\$100 ordinary shares 100美元普通股	50	Investment holding 投資控股
Zhong Yu-Paul Y. Project Management Company Limited 北京中宇保華工程項目管理有限公司	PRC 中國	US\$500,000 registered capital (note below) 500,000美元註冊資本 (下文附註)	40	Project management and consultancy services 項目管理及諮詢服務

All of the above associates are held by the Company indirectly.

上述所有聯營公司均由本公司間接持有。

Note: The company is a sino-foreign equity joint venture company.

附註：此公司乃為中外合資合營公司。

(c) Particulars of the Company's principal jointly controlled entity at 31 March 2006 are as follows:

(c) 本公司主要共同控制機構於二零零六年三月三十一日之詳情如下：

Name of jointly controlled entity 共同控制機構名稱	Place of incorporation/ registration 成立地點	Issued and fully paid share capital 已發行及繳足股本	Percentage of issued share capital attributable to the Group 本集團應佔已發行股本百分比 %	Principal activities 主要業務
Paul Y. – Penta-Ocean Joint Venture	Hong Kong 香港	– (note below) (下文附註)	50	Civil engineering 土木工程

Note: No capital has been contributed by the joint venture partners.

附註：合營人並無出資。

The above tables list the subsidiaries, associates and a jointly controlled entity of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries, associates and jointly controlled entities would, in the opinion of the directors, result in particulars of excessive length.

上表所列為董事認為主要影響本集團年度業績或組成本集團大部份淨資產之本公司附屬公司、聯營公司及共同控制機構。董事認為，詳列其他附屬公司、聯營公司及共同控制機構之資料將令篇幅冗長。

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

概無附屬公司於年底或於本年度任何時間擁有尚未行使之任何債務證券。