

DIRECTORS' REPORT

董事局報告書

The directors have pleasure in presenting their annual report and the audited consolidated financial statements of PYI Corporation Limited ("PYI" or the "Company") and its subsidiaries (collectively referred to as the "Group") for the year ended 31 March 2010.

PRINCIPAL ACTIVITIES

The Company is an investment holding company.

The activities of its principal subsidiaries, associates and jointly controlled entities as at 31 March 2010 are set out in note 57 to the consolidated financial statements.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 March 2010 are set out in the consolidated income statement on page 92 of this annual report and in the accompanying notes to the consolidated financial statements.

No interim dividend was declared during the year.

The directors do not recommend the payment of a final dividend for the year ended 31 March 2010.

Details of the distribution are set out in note 15 to the consolidated financial statements.

MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31 March 2010, the five largest customers and the single largest customer of the Group accounted for approximately 58% and 26% of the turnover of the Group respectively. The aggregate purchases attributable to the five largest suppliers of the Group during the year were less than 30% of the purchases of the Group.

Save as disclosed above, as far as the directors are aware, none of the directors and their associates within the meaning of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), or those shareholders which to the knowledge of the directors own more than 5% of the Company's share capital, have an interest in any of the five largest customers of the Group for the year ended 31 March 2010.

董事局欣然提呈保華集團有限公司(「保華」或「本公司」)及其附屬公司(統稱「本集團」)截至2010年3月31日止年度之年報及經審核綜合財務報表。

主要業務

本公司為一間投資控股公司。

本公司各主要附屬公司、聯營公司及共同控制機構於2010年3月31日之業務載列於綜合財務報表附註57。

業績及利潤分配

截至2010年3月31日止年度本集團之業績載列於本年報第92頁綜合收益表及連帶之綜合財務報表附註。

年內並無宣派中期股息。

董事不建議派付截至2010年3月31日止年度之末期股息。

股息詳情載列於綜合財務報表附註15。

主要客戶及供應商

於截至2010年3月31日止年度內，本集團之五大客戶及單一最大客戶分別佔本集團營業額約58%及26%。本集團之五大供應商年內總購貨量少於本集團購貨量之30%。

除上述披露外，就董事所知，概無董事及彼等之聯繫人士(按《香港聯合交易所有限公司證券上市規則》(「上市規則」)所界定)或據董事所知擁有本公司股本逾5%之股東於截至2010年3月31日止年度在本集團五大客戶中任何一家擁有權益。

LIQUIDITY AND CAPITAL RESOURCES

The Group currently maintains a variety of credit facilities to meet its working capital requirements. As at 31 March 2010, the Group's total borrowings (including convertible notes payable) amounted to approximately HK\$3,049,233,000 with approximately HK\$1,563,397,000 repayable within one year, approximately HK\$1,485,836,000 repayable after one year. Cash, bank balances and deposits as at 31 March 2010 amounted to approximately HK\$1,032,614,000. The Group's current ratio (calculated as total current assets divided by total current liabilities) was 1.21 and the debt to equity ratio (calculated as total borrowings divided by equity attributable to owners of the Company) was 0.74 as at 31 March 2010.

PROPERTY, PLANT AND EQUIPMENT

During the year, the Group spent approximately HK\$288,441,000 on property, plant and equipment, mainly for the construction of ports.

Details of these and other movements in the property, plant and equipment of the Group during the year are set out in note 17 to the consolidated financial statements.

INVESTMENT PROPERTIES

During the year, the Group transferred approximately HK\$105,086,000 from project under development to investment properties. All investment properties were revalued at the year end date.

Details of these and other movements in the investment properties of the Group during the year are set out in note 18 to the consolidated financial statements.

SHARE CAPITAL

Details of movements in the issued share capital of the Company during the year are set out in note 44 to the consolidated financial statements.

SHARE INCENTIVE SCHEMES

1. Share Option Scheme

Particulars of the Company's share option scheme adopted on 27 August 2002 (the "Share Option Scheme") are set out in note 46 to the consolidated financial statements.

As at 31 March 2010, an aggregate of 187,779,569 shares are issuable for options granted under the Share Option Scheme, representing 4.15% of the then existing issued share capital of the Company (i.e. 4,529,125,134 shares).

流動資金及資本來源

本集團現時設有多項融資信貸額以應付其營運資金所需。於2010年3月31日，本集團之借款總額（包括應付可換股票據）約達3,049,233,000港元，其中約1,563,397,000港元須於一年內償還，約1,485,836,000港元須於一年後償還。於2010年3月31日，現金、銀行結存及存款約達1,032,614,000港元。於2010年3月31日，本集團之流動比率（計算方法為流動資產總額除以流動負債總額）為1.21，而負債與資本比率（計算方法為借款總額除以本公司之擁有人應佔權益）則為0.74。

物業、機械及設備

年內，本集團主要就港口建設而動用約288,441,000港元購置物業、機械及設備。

上述及本集團年內之物業、機械及設備之其他變動詳情載列於綜合財務報表附註17。

投資物業

年內，本集團將約105,086,000港元由發展中項目轉撥至投資物業。所有投資物業均於年結日時重新估值。

上述及本集團年內之投資物業之其他變動詳情載列於綜合財務報表附註18。

股本

年內本公司已發行股本之變動詳情載列於綜合財務報表附註44。

股份獎賞計劃

1. 購股權計劃

有關本公司於2002年8月27日採納之購股權計劃（「購股權計劃」）之詳情載列於綜合財務報表附註46。

於2010年3月31日，根據購股權計劃已授出合共可認購187,779,569股股份而仍未行使之購股權，涉及的股份佔本公司當時已發行股本（即4,529,125,134股股份）的4.15%。

SHARE INCENTIVE SCHEMES – continued

1. Share Option Scheme – continued

As at the date of this report, an aggregate of 141,771,902 shares are issuable for options granted under the Share Option Scheme, representing 3.13% of the issued capital of the Company (i.e. 4,529,125,134 shares) on that date.

Details of movements in the share options granted under the Share Option Scheme during the year are as follows:

股份獎賞計劃－續

1. 購股權計劃－續

於本報告之日，根據購股權計劃已授出合共可認購 141,771,902 股股份而仍未行使之購股權，涉及的股份佔本公司該日已發行股本（即 4,529,125,134 股股份）的 3.13%。

於年內根據購股權計劃授出之購股權之變動詳情如下：

Grantee	Date of grant	Exercise price per share	Number of shares issuable under the options granted				Exercise period
			Outstanding as at 01.04.2009 於01.04.2009 尚未行使	Adjustment made during the year 年內 作出之調整	Lapsed during the year 年內失效	Outstanding as at 31.03.2010 於31.03.2010 尚未行使	
承授人	授出日期	每股行使價 HK\$ 港元					行使期
Directors							
董事							
Lau Ko Yuen, Tom 劉高原	28.12.2004	0.43762 (Note 附註2)	7,583,333	10,833,333	-	18,416,666	28.12.2004 – 26.08.2012
	28.12.2004	0.52940 (Note 附註2)	7,583,333	10,833,333	-	18,416,666	28.12.2004 – 26.08.2012
	08.09.2006	0.87528 (Note 附註2)	5,366,667	7,666,667	(13,033,334)	-	08.09.2008 – 07.09.2009
	18.09.2007	1.25151 (Note 附註2)	4,550,000	6,500,000	(11,050,000)	-	18.09.2008 – 17.09.2009
	18.09.2007	1.25151 (Note 附註2)	4,550,000	6,500,000	-	11,050,000	18.09.2009 – 17.09.2010
	03.06.2008	1.7142	3,931,667	-	(3,931,667)	-	03.06.2008 – 02.06.2009
Chan Shu Kin 陳樹堅	28.12.2004	0.43762 (Note 附註2)	758,333	1,083,333	-	1,841,666	28.12.2004 – 26.08.2012
	28.12.2004	0.52940 (Note 附註2)	758,333	1,083,333	-	1,841,666	28.12.2004 – 26.08.2012
Leung Po Wing, Bowen Joseph 梁寶榮	08.09.2006	0.85762 (Note 附註2)	1,516,667	2,166,667	-	3,683,334	08.09.2006 – 26.08.2012
Li Chang An 李昌安	06.02.2007	1.05881 (Note 附註2)	1,516,667	2,166,667	-	3,683,334	06.02.2007 – 26.08.2012
Sub-total 小計：			38,115,000	48,833,333	(28,015,001)	58,933,332	

SHARE INCENTIVE SCHEMES – continued

1. Share Option Scheme – continued

股份獎賞計劃 – 續

1. 購股權計劃 – 續

Grantee	Date of grant	Exercise price per share	Number of shares issuable under the options granted				Exercise period
			Outstanding as at 01.04.2009 於01.04.2009 尚未行使	Adjustment made during the year 年內 作出之調整	Lapsed during the year 年內失效	Outstanding as at 31.03.2010 於31.03.2010 尚未行使	
承授人	授出日期	每股行使價 HK\$ 港元					行使期
Employees							
僱員							
Hong Kong 香港	06.02.2006	1.23529 (Note 附註2)	2,479,168	3,541,668	(6,020,836)	-	06.02.2009 – 05.02.2010
	08.09.2006	1.23529 (Note 附註2)	466,667	666,666	(1,133,333)	-	08.09.2008 – 07.09.2009
	06.02.2007	1.23529 (Note 附註2)	163,332	233,332	(396,664)	-	06.02.2009 – 05.02.2010
	01.08.2007	1.41173 (Note 附註2)	175,000	250,000	(425,000)	-	01.08.2008 – 31.07.2009
	01.08.2007	1.58821 (Note 附註2)	175,000	250,000	-	425,000	01.08.2009 – 31.07.2010
	03.06.2008	0.70584 (Note 附註2)	2,333,333	3,333,333	-	5,666,666	01.10.2008 – 02.06.2011
	03.06.2008	0.70584 (Note 附註2)	2,333,333	3,333,333	-	5,666,666	01.10.2009 – 02.06.2011
	03.06.2008	0.70584 (Note 附註2)	1,166,667	1,666,667	-	2,833,334	01.04.2010 – 02.06.2011
	03.06.2008	0.70584 (Note 附註2)	1,166,667	1,666,667	-	2,833,334	01.10.2010 – 02.06.2011
	03.06.2008	1.7142	8,138,666	-	(8,138,666)	-	03.06.2008 – 02.06.2009
	03.06.2008	0.88232 (Note 附註2)	4,711,000	6,730,000	-	11,441,000	03.06.2008 – 02.06.2010
	03.06.2008	0.88232 (Note 附註2)	2,216,667	3,166,666	-	5,383,333	03.06.2009 – 02.06.2010
	03.06.2008	0.88232 (Note 附註2)	2,333,333	3,333,333	-	5,666,666	03.06.2009 – 02.06.2011
	03.06.2008	1.05881 (Note 附註2)	3,091,666	4,416,665	-	7,508,331	03.06.2010 – 02.06.2011
Sub-total 小計:			30,950,499	32,588,330	(16,114,499)	47,424,330	

SHARE INCENTIVE SCHEMES – continued

1. Share Option Scheme – continued

股份獎賞計劃 – 續

1. 購股權計劃 – 續

Grantee	Date of grant	Exercise price per share	Number of shares issuable under the options granted				Exercise period
			Outstanding as at 01.04.2009 於01.04.2009 尚未行使	Adjustment made during the year 年內 作出之調整	Lapsed during the year 年內失效	Outstanding as at 31.03.2010 於31.03.2010 尚未行使	
承授人	授出日期	每股行使價 HK\$ 港元					行使期
Employees							
僱員							
The Mainland 內地	06.02.2006	1.23529 (Note 附註2)	4,929,165	6,208,332	(11,137,497)	-	06.02.2009 – 05.02.2010
	24.03.2006	1.23529 (Note 附註2)	3,062,500	4,375,000	(7,437,500)	-	06.02.2009 – 05.02.2010
	08.09.2006	1.23529 (Note 附註2)	466,666	666,666	(1,133,332)	-	08.09.2008 – 07.09.2009
	06.02.2007	1.23529 (Note 附註2)	1,143,335	1,633,335	(2,776,670)	-	06.02.2009 – 05.02.2010
	01.08.2007	1.41173 (Note 附註2)	350,000	500,000	(850,000)	-	01.08.2008 – 31.07.2009
	01.08.2007	1.58821 (Note 附註2)	350,000	500,000	-	850,000	01.08.2009 – 31.07.2010
	11.10.2007	1.23529 (Note 附註2)	175,000	250,000	(425,000)	-	11.10.2008 – 10.10.2009
	11.10.2007	1.41173 (Note 附註2)	233,333	333,332	-	566,665	11.10.2009 – 10.10.2010
	03.06.2008	0.70584 (Note 附註2)	10,000,000	14,285,714	(12,142,857)	12,142,857	01.10.2008 – 02.06.2011
	03.06.2008	0.70584 (Note 附註2)	10,000,000	14,285,714	(12,142,857)	12,142,857	01.10.2009 – 02.06.2011
	03.06.2008	0.70584 (Note 附註2)	5,000,000	7,142,857	(6,071,428)	6,071,429	01.04.2010 – 02.06.2011
	03.06.2008	0.70584 (Note 附註2)	5,000,000	7,142,857	(6,071,428)	6,071,429	01.10.2010 – 02.06.2011
	03.06.2008	1.7142	11,433,334	-	(11,433,334)	-	03.06.2008 – 02.06.2009
	03.06.2008	0.88232 (Note 附註2)	12,250,000	15,833,334	(1,166,666)	26,916,668	03.06.2008 – 02.06.2010
	03.06.2008	0.88232 (Note 附註2)	933,333	1,333,333	-	2,266,666	03.06.2009 – 02.06.2010
Sub-total 小計：			65,326,666	74,490,474	(72,788,569)	67,028,571	

SHARE INCENTIVE SCHEMES – continued

1. Share Option Scheme – continued

股份獎賞計劃 – 續

1. 購股權計劃 – 續

Grantee	Date of grant	Exercise price per share	Number of shares issuable under the options granted				Exercise period
			Outstanding as at 01.04.2009 於01.04.2009 尚未行使	Adjustment made during the year 年內 作出之調整	Lapsed during the year 年內失效	Outstanding as at 31.03.2010 於31.03.2010 尚未行使	
承授人	授出日期	每股行使價 HK\$ 港元					行使期
Advisors 顧問							
	28.12.2004	0.43762 (Note 附註2)	758,334	1,083,334	-	1,841,668	28.12.2004 – 26.08.2012
	28.12.2004	0.52940 (Note 附註2)	5,168,334	7,383,334	-	12,551,668	28.12.2004 – 26.08.2012
	15.05.2007	3.00	7,000,000	-	(7,000,000)	-	15.05.2007 – 14.05.2009
Sub-total 小計：			12,926,668	8,466,668	(7,000,000)	14,393,336	
Grand total 總計：			147,318,833	164,378,805	(123,918,069)	187,779,569	

Notes:

- All the above outstanding share options of PYI were vested in the relevant grantees upon the first date of their respective exercise periods, except for vesting of the 2,833,334 outstanding PYI's share options which were conditional on such grantee satisfying the condition attached to the grant about the achievement of prescribed financial multiples.
- In accordance with the Share Option Scheme, the range of the exercise price of the share options was adjusted from HK\$1.0628 to HK\$3.8571 per share to HK\$0.43762 to HK\$1.58821 per share and the total number of the then outstanding share options under the Share Option Scheme was also adjusted correspondingly on 3 July 2009, as a result of the rights issue of the Company.
- No share options were granted, exercised or cancelled under the Share Option Scheme during the year.

附註：

- 以上所有保華尚未行使之購股權均在其各自之行使期的首日，歸屬予有關承授人，除2,833,334份保華尚未行使之購股權，須待承授人履行其獲授之購股權所附帶的條件為達到預定財務倍數，方可歸屬。
- 因本公司供股事項，於2009年7月3日，根據購股權計劃，購股權之行使價幅度由每股股份1.0628港元至3.8571港元調整至每股股份0.43762港元至1.58821港元。而購股權計劃下當時尚未行使之購股權數目亦相應作出調整。
- 年內，根據購股權計劃概無購股權被授出，行使或被註銷。

SHARE INCENTIVE SCHEMES – continued

1. Share Option Scheme – continued

Particulars of share option scheme of Paul Y. Engineering Group Limited (“PYE”), a subsidiary of the Company, are set out in note 46 to the consolidated financial statements.

Details of movements in the share options granted under the share option scheme of PYE during the year are as follows:

Grantee	Date of grant	Exercise price per share	Number of shares issuable under the options granted 根據授出購股權將可發行的股份數目			Exercise period
			Outstanding as at 01.04.2009 於01.04.2009 尚未行使	Lapsed during the year 年內失效	Outstanding as at 31.03.2010 於31.03.2010 尚未行使	
		HK\$ 港元				
Director 董事						
Lau Ko Yuen, Tom 劉高原	08.06.2007	1.36	500,000	(500,000)	-	01.07.2007 – 30.06.2009
Employees 僱員	08.06.2007	1.36	1,500,000	(1,500,000)	-	01.07.2007 – 30.06.2009
Other participants 其他參與者	30.05.2007	1.34	600,000	(600,000)	-	01.07.2008 – 30.06.2009
	28.12.2007	1.40	1,000,000	(1,000,000)	-	01.06.2008 – 31.05.2009
Grand total 總計：			3,600,000	(3,600,000)	-	

Notes:

- All the above share options of PYE were vested in the relevant grantees upon the first date of their respective exercise periods.
- No share options of PYE were granted, exercised or cancelled during the year.

股份獎賞計劃—續

1. 購股權計劃—續

本公司附屬公司保華建業集團有限公司（「保華建業」）購股權計劃之詳情載於綜合財務報表附註46。

於年內根據保華建業購股權計劃授出之購股權之變動詳情如下：

附註：

- 以上所有保華建業購股權均在其各自之行使期的首日，歸屬予有關承授人。
- 年內，概無保華建業購股權被授出、行使或註銷。

SHARE INCENTIVE SCHEMES – continued

2. Share Award Scheme

This scheme adopted by the Company on 23 February 2006 allows the Company to make bonus payments to eligible persons (including employees, directors, consultants, advisers and agents of the Group) by way of the Company's shares acquired by and held through an independent trustee until fulfillment of specified conditions before vesting.

During the year, no shares of PYI were awarded under this scheme.

A share award scheme was also adopted by PYE on 6 September 2006. This incentive scheme allows PYE to make bonus payments to eligible persons (including employees, directors, consultants, advisers and agents of PYE and its subsidiaries (the "PYE Group")) by way of shares of PYE acquired by and held through an independent trustee until fulfillment of specified conditions before vesting.

During the year, no shares of PYE were awarded under this scheme.

3. Share Financing Plan

This plan, adopted by the Company on 14 February 2006, allows eligible persons (including employees, directors, consultants, advisers and agents of the Group) to borrow funds from the Company to acquire new or old shares of the Company on a non-recourse basis with the subject shares pledged to the Company as security, subject always to connected transaction and other relevant provisions under the Listing Rules.

During the year, no financing to eligible persons was provided by the Group under this plan.

A share financing plan was also adopted by PYE on 6 September 2006. This incentive plan allows eligible persons (including employees, directors, consultants, advisers and agents of the PYE Group) to borrow funds from PYE or from a company within the PYE Group on a non-recourse basis, for the purpose of acquiring new or old shares of PYE with the subject shares pledged to PYE as security, subject always to connected transaction and other relevant provisions under the Listing Rules.

During the year, no financing to eligible persons was provided under this plan by PYE.

股份獎賞計劃—續

2. 股份獎勵計劃

根據本公司於2006年2月23日採納之計劃，本公司可向合資格人士(包括本集團之僱員、董事、諮詢人、顧問及代理人)以本公司股份的形式派發花紅，此等股份將由一名獨立受託人購入及持有，直至指定的歸屬條件達成為止。

年內，概無根據此計劃獎授保華股份。

此外，保華建業亦於2006年9月6日採納了一項股份獎勵計劃，據此，保華建業可向合資格人士(包括保華建業及其附屬公司(「保華建業集團」)之僱員、董事、諮詢人、顧問及代理人)授出保華建業之股份作花紅。該等股份將由一名獨立受託人購入及持有，直至指定的歸屬條件達成為止。

年內，概無根據此計劃獎授保華建業股份。

3. 股份融資計劃

根據本公司於2006年2月14日採納之計劃，合資格人士(包括本集團之僱員、董事、諮詢人、顧問及代理人)可在不被追溯的基礎下，向本公司借款以購買新或舊本公司股份，而將此等股份抵押給本公司作為保證，並須符合《上市規則》有關關連交易及其他相關條文之規定。

年內，本集團並無根據此計劃向合資格人士提供任何融資。

此外，保華建業亦於2006年9月6日採納了一項股份融資計劃，容許合資格人士(包括保華建業集團之僱員、董事、諮詢人、顧問及代理人)在不被追溯的基礎下向保華建業或保華建業集團旗下公司借款以購買保華建業新或舊的股份。該等股份須抵押予保華建業作為抵押品，並須符合《上市規則》有關關連交易及其他相關條文之規定。

年內，保華建業並無根據此計劃向合資格人士提供任何融資。

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Other than the share incentive schemes disclosed above, at no time during the year or at the end of the year was the Company or any of its subsidiaries a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

DISTRIBUTABLE RESERVE

The Company's reserves available for distribution to shareholders as at 31 March 2010 amounted to approximately HK\$1,081,674,000 (2009: HK\$1,113,920,000).

DIRECTORS

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

Independent non-executive directors

Chow Ming Kuen, Joseph *OBE, JP* (Chairman)
Kwok Shiu Keung, Ernest
Chan Shu Kin
Leung Po Wing, Bowen Joseph *GBS, JP*
Li Chang An

Executive director

Lau Ko Yuen, Tom (Deputy Chairman & Managing Director)

Non-executive director

Chan Kwok Keung, Charles

In accordance with bye-laws 87(1) and 87(2) of the Company's bye-laws, Mr Lau Ko Yuen, Tom, Mr Kwok Shiu Keung, Ernest and Mr Leung Po Wing, Bowen Joseph retire by rotation and, being eligible, will stand for re-election at the forthcoming annual general meeting.

Non-executive directors are subject to retirement by rotation requirements under the Company's bye-laws, and they are appointed for a specific term of approximately three years.

DIRECTORS' SERVICE CONTRACTS

None of the directors proposed for re-election at the forthcoming annual general meeting has a service contract with the Group which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

購買股份或債券之安排

除上述披露之股份獎賞計劃之外，於年內任何時間或年終本公司或其任何附屬公司概無訂立任何安排而使本公司董事可透過購入本公司或任何其他法人團體之股份或債券而獲得利益。

可供分配儲備

於2010年3月31日，可供分派予股東之本公司儲備約為1,081,674,000港元(2009：1,113,920,000港元)。

董事

年內及截至本報告日期止，本公司之董事如下：

獨立非執行董事

周明權 *OBE, JP* (主席)
郭少強
陳樹堅
梁寶榮 *GBS, JP*
李昌安

執行董事

劉高原 (副主席兼總裁)

非執行董事

陳國強

根據本公司之公司細則第87(1)條及87(2)條，劉高原先生、郭少強先生及梁寶榮先生於即將舉行之股東週年大會上將輪席退任，並符合資格膺選連任。

非執行董事須根據本公司細則輪席退任，其指定任期大約三年左右。

董事之服務合約

擬於即將舉行之股東週年大會上膺選連任之董事並無與本集團訂立本集團於一年內不可在不予賠償(法定賠償除外)的情況下終止之服務合約。

DIRECTORS' REPORT

董事局報告書

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 March 2010, the interests/short positions of each of the directors and chief executive of the Company in the shares and underlying shares of the Company as recorded in the register required to be kept under Section 352 of the Securities and Futures Ordinance ("SFO") or as notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") as set out in Appendix 10 of the Listing Rules, are set out below:

董事及最高行政人員於股份、相關股份及債券之權益及淡倉

於2010年3月31日，本公司董事及最高行政人員於本公司之股份及相關股份中持有必須列入根據《證券及期貨條例》第352條予以存置之本公司登記冊內或根據《上市規則》附錄10的《上市公司董事進行證券交易的標準守則》（「《標準守則》」）必須向本公司及香港聯合交易所有限公司（「聯交所」）申報之權益／淡倉載列如下：

Name of Director/ chief executive 董事／最高行政 人員名稱	Capacity 身份	Number of shares/underlying shares held 持有股份／相關股份數目 (Note 附註1)				Total 總數	% of issued share capital 佔已發行股本 的百分比 (Note 附註2)
		Personal Interests 個人權益	Family Interests 家族權益	Corporate Interests 公司權益	Other Interests 其他權益		
Chow Ming Kuen, Joseph 周明權	Beneficial owner 實益擁有人	3,942,105	–	–	–	3,942,105	0.09
Lau Ko Yuen, Tom 劉高原	Beneficial owner, Family interest & Interest of controlled corporation 實益擁有人、家族權益 及受控法團權益	62,120,807 (Note 附註3)	146,863,544 (Note 附註4)	146,863,544 (Note 附註4)	–	208,984,351	4.61 (Note 附註5)
Chan Kwok Keung, Charles 陳國強	Beneficial owner & Interest of controlled corporation 實益擁有人及 受控法團權益	35,936,031	–	1,213,537,695 (Note 附註6)	–	1,249,473,726	27.58
Kwok Shiu Keung, Ernest 郭少強	Beneficial owner 實益擁有人	3,900,000	–	–	–	3,900,000	0.09
Chan Shu Kin 陳樹堅	Beneficial owner 實益擁有人	3,683,332 (Note 附註7)	–	–	–	3,683,332	0.08
Leung Po Wing, Bowen Joseph 梁寶榮	Beneficial owner 實益擁有人	3,683,334 (Note 附註7)	–	–	–	3,683,334	0.08
Li Chang An 李昌安	Beneficial owner 實益擁有人	3,683,334 (Note 附註7)	–	–	–	3,683,334	0.08

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES – continued

Notes:

- All the above interests in the shares and underlying shares of the Company were long positions. None of the directors and chief executive of the Company held any short positions in the shares and underlying shares of the Company as at 31 March 2010.
- Based on the Company's issued share capital of 4,529,125,134 shares as at 31 March 2010.
- Such interests held by Mr Lau Ko Yuen, Tom comprised:
 - 14,237,475 shares; and
 - 47,883,332 underlying shares in respect of share options granted to him on 28 December 2004 and 18 September 2007 pursuant to the share option scheme of the Company, further details of which are set out in the section headed "Share Option Scheme" above.
- The two references to 146,863,544 shares relate to the same block of shares in the Company. Such interests are indirectly held by a company which is equally owned by Mr Lau Ko Yuen, Tom and his spouse in the proportion of 50% and 50%.
- This figure refers to an aggregate of the 62,120,807 shares/underlying shares under personal interests and the 146,863,544 shares under family and corporate interests.
- Such interests were held by Hollyfield Group Limited ("Hollyfield"), a wholly-owned subsidiary of ITC Investment Holdings Limited ("ITC Investment" which was, in turn, a wholly-owned subsidiary of ITC Corporation Limited ("ITC")). Galaxyway Investments Limited ("Galaxyway"), an indirect wholly-owned company of Dr Chan Kwok Keung, Charles, owned approximately 26.89% of the issued share capital of ITC. Dr Chan Kwok Keung, Charles also personally held approximately 6.76% of the issued ordinary share capital of ITC. By virtue of his aggregate interest of approximately 33.65% in ITC, Dr Chan Kwok Keung, Charles was deemed to be interested in the shares held by Hollyfield.
- All these interests held by such directors comprised underlying shares in respect of share options granted to them on 28 December 2004, 8 September 2006 or 6 February 2007 pursuant to the share option scheme of the Company, further details of which are set out in the section headed "Share Option Scheme" above.

Save as disclosed above, as at 31 March 2010, none of the directors or chief executive of the Company had any interests and short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register of the Company required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

董事及最高行政人員於股份、相關股份及債券之權益及淡倉 – 續

附註：

- 上述本公司股份及相關股份之權益均為好倉。於2010年3月31日，本公司董事及最高行政人員概無於本公司股份及相關股份中擁有淡倉。
- 以2010年3月31日本公司4,529,125,134股已發行股本為基準。
- 該等由劉高原先生持有之權益包括：
 - 14,237,475股股份；及
 - 根據本公司購股權計劃於2004年12月28日及2007年9月18日授予劉先生的購股權所涉及之47,883,332股相關股份，有關詳情已載列於上文題為「購股權計劃」一節。
- 兩處所提及146,863,544股本公司股份，實指同一批股份權益。該等權益透過一家由劉高原先生及其配偶以均等比例50%與50%所擁有之公司間接持有。
- 此數字指屬於個人權益的62,120,807股股份／相關股份，以及屬於家族和公司權益的146,863,544股股份的總和。
- 該等權益由ITC Investment Holdings Limited (「ITC Investment」，即德祥企業集團有限公司(「德祥企業」)之全資附屬公司)之全資附屬公司Hollyfield Group Limited (「Hollyfield」)持有。陳國強博士間接全資擁有之公司Galaxyway Investments Limited (「Galaxyway」)擁有德祥企業已發行股本約26.89%。陳國強博士亦以個人名義持有德祥企業已發行股本約6.76%。由於陳國強博士擁有德祥企業合共約33.65%權益，故被視為於Hollyfield持有之股份中擁有權益。
- 由該等董事所持有之此等權益包括根據本公司購股權計劃於2004年12月28日、2006年9月8日或2007年2月6日授予該等董事的購股權所涉及之相關股份，有關詳情已載列於上文題為「購股權計劃」一節。

除上文所披露者外，於2010年3月31日，各董事或本公司最高行政人員概無於本公司或其任何相聯法團(定義見《證券及期貨條例》第十五部)之股份、相關股份及債券中擁有任何必須列入根據《證券及期貨條例》第352條予以存置於本公司登記冊內或根據《標準守則》必須向本公司及聯交所申報之權益及淡倉。

DIRECTORS' REPORT

董事局報告書

DIRECTORS' INTERESTS IN COMPETING BUSINESSES

As at 31 March 2010, none of the directors of the Company is interested in any business (apart from the Group's businesses) which competes or is likely to compete, either directly and indirectly, with the businesses of the Group.

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

No contracts of significance to which the Company or any of its subsidiaries was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS/OTHER PERSONS

As at 31 March 2010, the interests and short positions of the substantial shareholders/other persons in the shares and underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO were as follows:

(1) Substantial shareholders

Name of shareholder 股東名稱	Capacity 身份	Long position/ short position 好倉／淡倉	Number of shares/ underlying shares held 持有股份／ 相關股份數目	% of the issued share capital 佔已發行股本 的百分比 (Note 附註1)
Chan Kwok Keung, Charles 陳國強	Beneficial owner 實益擁有人	Long position 好倉	35,936,031	0.79%
	Interest of controlled corporation 受控法團權益 (Note 附註2)	Long position 好倉	1,213,537,695	26.79%
Ng Yuen Lan, Macy 伍婉蘭	Interest of spouse 配偶權益 (Note 附註3)	Long position 好倉	1,249,473,726	27.58%
ITC 德祥企業	Interest of controlled corporation 受控法團權益 (Note 附註2)	Long position 好倉	1,213,537,695	26.79%
ITC Investment	Interest of controlled corporation 受控法團權益 (Note 附註2)	Long position 好倉	1,213,537,695	26.79%

董事於競爭業務之權益

於2010年3月31日，如不計本集團業務，本公司各董事概無在任何直接或間接與本集團業務構成競爭或可能構成競爭之業務擁有任何權益。

董事於重要合約中之權益

本公司各董事在本公司或其任何附屬公司於年結或年內任何時間訂立之重要合約中概無直接或間接擁有重大權益。

主要股東／其他人士之權益及淡倉

於2010年3月31日，下列主要股東／其他人士於本公司股份及相關股份中擁有必須列入根據《證券及期貨條例》第336條予以存置之登記冊內之權益及淡倉：

(1) 主要股東

INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS/OTHER PERSONS – continued

主要股東／其他人士之權益及淡倉－續

(1) 主要股東－續

(1) Substantial shareholders – continued

Name of shareholder 股東名稱	Capacity 身份	Long position/ short position 好倉／淡倉	Number of shares/ underlying shares held 持有股份／ 相關股份數目	% of the issued share capital 佔已發行股本 的百分比 (Note 附註1)
Hollyfield	Beneficial owner 實益擁有人 (Note 附註2)	Long position 好倉	1,213,537,695	26.79%
Daniel Saul Och	Interest of controlled corporation 受控法團權益 (Note 附註4)	Long position 好倉	490,120,467	10.82%
Och-Ziff Capital Management Group LLC ("Och-Ziff Capital")	Interest of controlled corporation 受控法團權益 (Note 附註4)	Long position 好倉	490,120,467	10.82%
Och-Ziff Holding Corporation ("Och-Ziff Holding")	Interest of controlled corporation 受控法團權益 (Note 附註4)	Long position 好倉	490,120,467	10.82%
OZ Management L.P. ("OZ Management")	Investment manager 投資經理 (Note 附註4)	Long position 好倉	490,120,467	10.82%
Third Avenue Management LLC ("Third Avenue LLC")	Investment manager 投資經理 (Note 附註5)	Long position 好倉	485,314,668 (Note 附註6)	10.72%
Third Avenue Small Value Fund ("Third Avenue Fund")	Beneficial owner 實益擁有人 (Note 附註5)	Long position 好倉	485,270,668 (Note 附註7)	10.71%

INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL
SHAREHOLDERS/OTHER PERSONS – continued

主要股東／其他人士之權益及淡倉－續

(2) 其他人士

(2) Other persons

Name	Capacity	Long position/ short position	Number of shares/ underlying shares held	% of the issued share capital
名稱	身份	好倉／淡倉	持有股份／ 相關股份數目	佔已發行股本 的百分比 (Note 附註1)
OZ Asia Master Fund, Ltd. ("OZ Asia")	Beneficial owner 實益擁有人 (Note 附註4)	Long position 好倉	255,345,510	5.64%

Notes:

- Based on the Company's issued share capital of 4,529,125,134 shares as at 31 March 2010.
- Hollyfield, a wholly-owned subsidiary of ITC Investment (which was, in turn, a wholly-owned subsidiary of ITC), owned 1,213,537,695 shares in the Company. Accordingly, ITC Investment and ITC were deemed to be interested in the said 1,213,537,695 shares held by Hollyfield. Galaxyway, an indirect wholly-owned company of Dr Chan Kwok Keung, Charles, owned approximately 26.89% of the issued share capital of ITC. Dr Chan Kwok Keung, Charles also personally held approximately 6.76% of the issued share capital of ITC. By virtue of his aggregate interest of approximately 33.65% in ITC, Dr Chan Kwok Keung, Charles was deemed to be interested in these shares held by Hollyfield.
- Ms Ng Yuen Lan, Macy, the spouse of Dr Chan Kwok Keung, Charles, was deemed to be interested in the said 1,213,537,695 shares held by Hollyfield and 35,936,031 shares held directly by Dr Chan Kwok Keung, Charles.
- OZ Management, an entity controlled by Och-Ziff Holding which was, in turn, solely owned by Och-Ziff Capital (approximately 78.02% of the voting power at general meeting of which was controlled by Mr Daniel Saul Och), held, through its affiliated funds (including OZ Asia), 490,120,467 shares of the Company. As such, Mr Daniel Saul Och, Och-Ziff Capital, Och-Ziff Holding and OZ Management were deemed to be having the same interests in the shares of the Company as the affiliated funds of OZ Management.
- Third Avenue LLC, through its controlled entities (including Third Avenue Fund) held interests in 485,314,668 shares/underlying shares of the Company. As such, Third Avenue LLC was deemed to be having the same interests in the said 485,314,668 shares/underlying shares as Third Avenue Fund and another entity controlled by Third Avenue LLC.
- Such interests comprised 475,758,107 shares of the Company and 9,556,561 underlying shares in respect of warrants issued by the Company entitling holders thereof to subscribe for new shares of the Company.

So far as is known to the directors and chief executive of the Company, the warrants issued by the Company expired after 4:00 p.m. on 25 September 2009. With the exclusion of those 9,556,561 underlying shares, the interests in the said 475,758,107 shares represent approximately 10.5% of the issued share capital of the Company as at 31 March 2010.

附註：

- 以2010年3月31日本公司已發行股本4,529,125,134股股份為基準。
- ITC Investment (即德祥企業之全資附屬公司)之全資附屬公司Hollyfield 擁有1,213,537,695 股本公司股份。據此，ITC Investment 及德祥企業被視為於Hollyfield持有之上述1,213,537,695 股股份中擁有權益。而由陳國強博士間接全資擁有之公司Galaxyway則擁有德祥企業已發行股本約26.89%。陳國強博士亦以個人名義持有德祥企業已發行股本約6.76%。由於陳國強博士擁有德祥企業合共約33.65%權益，故被視為於Hollyfield持有之該等股份中擁有權益。
- 陳國強博士之配偶伍婉蘭女士被視為於Hollyfield持有上述之1,213,537,695股股份中及陳國強博士直接持有之35,936,031股股份中擁有權益。
- Och-Ziff Holding (即由Och-Ziff Capital單獨擁有之實體)所控制之實體OZ Management通過其不同之聯屬基金(包括OZ Asia)持有490,120,467股本公司股份，而Daniel Saul Och先生在Och-Ziff Capital的股東大會上控制約78.02%的表決權。故此，Daniel Saul Och先生、Och-Ziff Capital、Och-Ziff Holding及OZ Management被視作與OZ Management的聯屬基金在本公司股份中享有同等權益。
- Third Avenue LLC 透過其受控實體(包括Third Avenue Fund)持有485,314,668股本公司股份／相關股份之權益。故此，Third Avenue LLC被視為於Third Avenue Fund 及Third Avenue LLC 所控制之另一實體所持有之上述485,314,668股股份／相關股份中享有同等權益。
- 該等權益包括475,758,107股本公司股份及由本公司發行之認股權證所涉及之9,556,561股相關股份，賦予其持有人權利認購本公司新股份。

就本公司董事及最高行政人員所知，由本公司發行之認股權證已於2009年9月25日下午4時正後期限屆滿。除該9,556,561股相關股份，上述475,758,107股股份佔2010年3月31日本公司已發行股份約10.5%。

INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS/OTHER PERSONS – continued

Notes: (continued)

7. Such interests comprised 475,714,107 shares of the Company and 9,556,561 underlying shares in respect of warrants issued by the Company entitling holders thereof to subscribe for new shares of the Company.

So far as is known to the directors and chief executive of the Company, the warrants issued by the Company expired after 4:00 p.m. on 25 September 2009. With the exclusion of those 9,556,561 underlying shares, the interests in the said 475,714,107 shares represent approximately 10.5% of the issued share capital of the Company as at 31 March 2010.

Save as disclosed above, as at 31 March 2010, the Company had not been notified of any interests or short positions in the shares and underlying shares of the Company as recorded in the register of the Company required to be kept under section 336 of the SFO.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received, from each of the independent non-executive directors, an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers all of the independent non-executive directors are independent.

NUMBER OF EMPLOYEES AND REMUNERATION POLICY

Including the directors of the Group, as at 31 March 2010, the Group employed a total of 3,190 full time employees (2009: 1,908). Remuneration packages consisted of salary as well as performance-based and equity-based bonuses. In appreciation of our employees' continuing support, a bonus payment to employees was made during the year.

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

The emolument of the directors of the Company is decided by the Remuneration Committee, having regard to factors including the prevailing market conditions, salary paid by comparable companies, the duties and responsibilities of the director, employment conditions elsewhere and the time committed by the director.

主要股東／其他人士之權益及淡倉－續

附註：(續)

7. 該等權益包括475,714,107股本公司股份及由本公司發行之認股權證所涉及之9,556,561股相關股份，賦予其持有人權利認購本公司新股份。

就董事及本公司最高行政人員所知，由本公司發行之認股權證已於2009年9月25日下午4時正後期限屆滿。除該9,556,561股相關股份，上述475,714,107股股份佔2010年3月31日本公司已發行股份約10.5%。

除上文所披露者外，於2010年3月31日，本公司並未獲知會擁有須列入根據《證券及期貨條例》第336條予以存置於本公司登記冊之股份或相關股份之權益或淡倉。

委任獨立非執行董事

本公司已接獲各獨立非執行董事根據《上市規則》第3.13條所發出之年度獨立性確認函。本公司認為全體獨立非執行董事均屬獨立人士。

僱員數目及薪酬政策

於2010年3月31日，本集團僱用合共約3,190名全職僱員（包括本集團董事）（2009：1,908名）。薪酬組合由薪金以及與表現掛鈎及權益掛鈎之花紅所組成。為感謝我們僱員一直以來的支持以及貢獻，年內已向僱員支付一筆花紅。

本集團僱員之薪酬政策乃按其功勞、資歷及能力由薪酬委員會訂立。

本公司董事之酬金乃薪酬委員會經考慮多種因素釐訂，包括現行市場情況、類同公司所支付之薪金水平、董事職務與責任、其他地方之僱傭條件以及董事投入之時間。

DIRECTORS' REPORT

董事局報告書

NUMBER OF EMPLOYEES AND REMUNERATION POLICY – continued

Further, the Company has implemented three share-related incentive schemes to provide alternative means to motivate employees and promote their loyalty in line with the Group's strategy. Such schemes benefited the Group's staff both in Hong Kong and the Mainland.

Details of remuneration policy of the Company are set out in the Corporate Governance Report on page 60 of this annual report.

RETIREMENT BENEFIT SCHEMES

Information on the Group's retirement benefit schemes is set out in note 50 to the consolidated financial statements.

PRE-EMPTIVE RIGHTS

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

PURCHASE, SALE AND REDEMPTION OF LISTED SECURITIES

During the year, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

CORPORATE GOVERNANCE

The Company's corporate governance principles and practices are set out in the Corporate Governance Report on pages 50 to 69 of this annual report.

SUFFICIENCY OF PUBLIC FLOAT

As at the date of this report, the directors acknowledge that approximately 47% of the issued share capital of the Company are held by the public.

MATERIAL ACQUISITION AND DISPOSAL

Details of the material acquisition and disposal of subsidiaries are set out in note 47(b) and (c) to the consolidated financial statements.

僱員數目及薪酬政策 – 續

此外，本公司已實行三項股份相關之獎賞計劃，以提供不同方案激勵僱員，並提升其歸屬感以配合集團策略，本集團之香港及內地僱員均受惠於此類計劃。

本公司之薪酬政策之詳情載列於本年報第60頁之企業管治報告內。

退休福利計劃

本集團退休福利計劃之資料載列於綜合財務報表附註50。

股本優先購買權

本公司之公司細則或百慕達法律中並無股本優先購買權之條文，規定本公司須按持股比例向現有股東提呈發售新股，惟百慕達法律並無限制此等權利。

購買、出售及贖回上市證券

於本年度內，本公司或其任何附屬公司概無購買、出售或贖回任何本公司之上市證券。

企業管治

本公司之企業管治原則及常規載列於本年報第50至69頁之企業管治報告內。

足夠公眾持股量

於本報告之日，董事確認本公司約47%之已發行股本乃由公眾所持有。

重大收購及出售

重大收購及出售附屬公司之詳情載於綜合財務報表附註47(b)及(c)。

EVENT AFTER THE REPORTING PERIOD

Details of the significant event occurring after the reporting period are set out in note 58 to the consolidated financial statements.

DISCLOSURE PURSUANT TO RULES 13.20 AND 13.22 OF THE LISTING RULES

(1) Advances to entities

As at 31 March 2010, advances to entities did not individually exceed 8% under the assets ratio as defined under Rule 14.07(1) of the Listing Rules.

(2) Financial assistance and guarantees given to affiliated companies

As at 31 March 2010, the aggregate amount of the financial assistance provided by the Group to its associated companies and jointly controlled entities (collectively the "Affiliated Companies" within the meaning under Chapter 13 of the Listing Rules) and the guarantees given by the Group for facilities granted to the Affiliated Companies did not exceed 8% under the assets ratio as defined under Rule 14.07(1) of the Listing Rules.

DONATIONS

During the year, the Group made charitable and other donations of approximately HK\$76,000 (2009: HK\$4,508,000).

AUDITOR

A resolution to re-appoint Messrs. Deloitte Touche Tohmatsu as auditor of the Company and to authorise the directors of the Company to fix their remuneration will be proposed at the forthcoming annual general meeting.

On behalf of the Board

Chow Ming Kuen, Joseph *OBE, JP*
Chairman

Hong Kong, 16 July 2010

報告期後事項

報告期後發生之重大事項詳情載於綜合財務報表附註58。

根據《上市規則》第13.20及13.22條作出披露

(1) 向實體提供貸款

於2010年3月31日，向實體提供之個別貸款並不超逾《上市規則》第14.07(1)條所界定資產比率之8%。

(2) 給予聯屬公司之財務資助及擔保

於2010年3月31日，本集團給予其聯營公司及共同控制實體（按《上市規則》第13章之界定，統稱「聯屬公司」）之財務資助及本集團就授予聯屬公司之融資所作出之擔保合共並不超逾《上市規則》第14.07(1)條所界定資產比率之8%。

捐款

本集團年內之慈善及其他捐款共約76,000港元（2009：4,508,000港元）。

核數師

有關重新委任德勤•關黃陳方會計師行為本公司核數師及授權本公司董事釐訂其薪酬的決議案將於即將舉行的股東週年大會上提出。

代表董事局

主席
周明權 *OBE, JP*

香港，2010年7月16日