



泰昇集團控股有限公司  
TYSAN HOLDINGS LIMITED

(於百慕達註冊成立之有限公司)

(Incorporated in Bermuda with limited liability)

(Stock Code 股票代號 : 687)

**2010/2011**

ANNUAL REPORT 年報

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## 主席報告 CHAIRMAN'S STATEMENT

本人欣然呈列泰昇集團控股有限公司(「本公司」)連同其附屬公司(「本集團」)截至二零一一年三月三十一日止年度之年報。截至回顧年度，本集團錄得本公司股東應佔溢利則為373,000,000港元，相等於每股0.44港元，增加38%(二零零九/一零年：271,000,000港元，相等於每股0.32港元)，而營業額則增加25%至2,660,000,000港元(二零零九年/一零年：2,134,000,000港元)。

### 股息

董事局決議向於二零一一年八月三日名列本公司股東名冊之股東派付末期股息每股0.04港元(二零零九/一零年：每股0.03港元)。連同中期股息每股0.02港元(二零零九/一零年：每股0.015港元)，年度股息總額將達0.06港元(二零零九/一零年：0.045港元)。待股東在應屆股東週年大會上批准後，建議之末期股息將會於二零一一年八月十九日或之前支付。

### 業務回顧

#### 香港市場

地基乃建設過程中之初步階段，剛動工之大型基建項目亦令地基行業開始受益。據估計，由於未來幾年內10項大型基建項目將陸續展開，二零一一至二零一二財政年度政府基本工程開支將達580億港元，而年度支出將持續超過600億港元。有關項目包括港珠澳大橋、廣深港高速鐵路香港段及啟德發展計劃。

I am pleased to present the annual report of Tysan Holdings Limited (the "Company") together with its subsidiaries (the "Group") for the year ended 31 March 2011. For the year under review, the Group achieved a record profit attributable to equity holders of the Company of HK\$373 million, equivalent to HK\$0.44/share, representing a 38% increase (2009/10: HK\$271 million, equivalent to HK\$0.32/share) while turnover increased by 25% to HK\$2,660 million (2009/10: HK\$2,134 million).

### DIVIDEND

The Board has resolved to recommend the payment of a final dividend of HK\$0.04 (2009/10: HK\$0.03) per share to shareholders whose names appear on the Company's register of members on 3 August 2011. Together with the interim dividend of HK\$0.02 (2009/10: HK\$0.015), the total annual dividend will amount to HK\$0.06 (2009/10: HK\$0.045). Subject to shareholders' approval at the forthcoming annual general meeting, the proposed final dividend will be paid on or before 19 August 2011.

### BUSINESS REVIEW

#### Hong Kong Market

Being the first stage of construction process, the foundation industry has started to benefit from the massive infrastructure projects which have just commenced. It is estimated that the government capital expenditure on infrastructure will reach a record of HK\$58 billion in fiscal year 2011-2012 and the annual spending will continue to be over HK\$60 billion as the 10 major infrastructure projects rolled out over the next few years. These projects include the Hong Kong-Zhuhai-Macao Bridge, the Hong Kong section of the Guangzhou-Shenzhen-Hong Kong Express Rail Link, and the Kai Tak Development Plan.

### 地基打樁

本集團之地基部門於年內取得可喜業績，營業額倍增至1,853,000,000港元及盈利貢獻淨額增加58%至150,000,000港元。本集團於回顧年度超過半數合約來自公共部門，而本集團手頭上之主要合約包括(其中包括)高速鐵路、新鴻基於元朗15區之項目及港鐵南港島線903號合約。本集團對行業前景及自身訂單充滿信心。

### 其他建築相關業務

年內，機電工程及建築工程部門錄得營業額29,000,000港元及盈利貢獻約2,000,000港元，而來自本集團建築工程部門之盈利貢獻約為5,000,000港元。本集團預期該等分部錄取穩定收益。

機械租賃及貿易部門於回顧年內錄得營業額12,000,000港元，但卻因市場定價競爭持續激烈而產生3,000,000港元虧損。隨著建築行業之需求上升，本集團預期該部門將於來年收支平衡。

### 中國市場

本集團物業項目所在之三個城市上海、天津及瀋陽繼續躋身中國增長最高城市之列。於二零一零年，中國國內生產總值增長10.3%至超過397,980億人民幣，而人均國內生產總值為29,700人民幣。上海錄得國內生產總值增長9.9%至16,870億人民幣，而人均國內生產總值則為87,816人民幣。天津錄得國內生產總值增長17.4%至9,110億人民幣，而人均國內生產總值為74,166人民幣。瀋陽於二零一零年錄得國內生產總值增長14.1%至5,020億人民幣，而人均國內生產總值為63,667人民幣。

### Foundation Piling

The Group's foundation division achieved very satisfactory results during the year with turnover being doubled to HK\$1,853 million while net contribution increased by 58% to HK\$150 million. More than 50% of the Group's contracts during the year under review were from the public sector. The Group's major contracts on hand include, inter alia, Express Rail Link, Sun Hung Kai's project in Yuen Long Area 15 and MTR South Island Line Contract 903. The Group is confident in the outlook of the industry and its order book.

### Other Construction Related Sectors

During the year, the electrical and mechanical engineering division recorded a turnover of HK\$29 million and a contribution of approximately HK\$2 million while the contribution from the Group's building construction business was approximately HK\$5 million. The Group expects the divisions to yield stable returns.

The machinery hiring and trading division recorded a turnover of HK\$12 million but incurred a loss of HK\$3 million as the pricing in the market continued to be very competitive during the year under review. With the growing demand from the construction industry, the Group expects the division to breakeven in the coming year.

### PRC Market

Shanghai, Tianjin and Shenyang, the three cities where the Group's property projects are located, continue to rank among the highest growth cities in China. In 2010, China's GDP grew 10.3% to over Rmb39,798 billion with a per capita GDP of Rmb29,700. Shanghai recorded a GDP growth of 9.9% to Rmb1,687 billion with a per capita GDP of Rmb87,816. Tianjin experienced a GDP growth of 17.4% to Rmb911 billion with a per capita GDP of Rmb74,166 while Shenyang achieved a GDP growth of 14.1% to Rmb502 billion with a per capita GDP of Rmb63,667 in 2010.



## 主席報告 CHAIRMAN'S STATEMENT

### 物業投資及管理

二零一零年六月十二日，本集團訂立出售協議，出售其於天津國際大廈之全部權益。是項出售於二零一零年十月二十九日完成，而本集團收到淨現金流超過400,000,000港元及錄得溢利156,000,000港元，已於本財政年度反映。考慮到天津市將湧現大量甲級商用物業，本集團認為目前乃抽離該項投資之適當時機。是項出售令本集團營運資本及投資潛力增強，進而令本集團之流動資金及整體財務狀況得到改善與提升。

本集團為整合於多個物業之權益而於二零一零年十一月十五日訂立買賣協議，按代價300,000,000港元收購上海三項投資物業(即華園大廈、愛都公寓及泰欣嘉園)之剩餘非控股股東權益。於完成收購後，本集團將擁有及享有源自該等物業之全部收益。

物業投資部門於回顧年間錄得營業額75,000,000港元及盈利貢獻淨額(不包括重估收益及出售收益)約13,000,000港元。

### Property Investment and Management

On 12 June 2010, the Group entered into a disposal agreement to sell all its interests in Tianjin International Building. The subject sale was completed on 29 October 2010 and the Group received a net cash flow of over HK\$400 million and achieved a profit of HK\$156 million which was reflected in this financial year. In view of the coming surge in new supply of grade A commercial properties in Tianjin, the Group decided it was the appropriate time to divest this investment. The disposal enabled the Group to increase its working capital and investment potential which in turn improves the liquidity and strengthens the overall financial position of the Group.

To consolidate its interests in various properties, the Group entered into a sale and purchase agreement on 15 November 2010 to acquire the remaining non-controlling interests of three property investments in Shanghai namely China Garden, Aidu Apartments and The Waterfront for a consideration of approximately HK\$300 million. Upon completion, the Group would wholly-own and enjoy all contribution derived from such properties.

Turnover of the property investment division during the year under review amounted to HK\$75 million while net contribution (excluding revaluation and disposal gain) was approximately HK\$13 million.



物業發展

泰欣嘉園

於回顧年度，本集團在上海之住宅項目泰欣嘉園確認691,000,000港元收益，溢利貢獻為415,000,000港元，而去年收益為10.5億港元，溢利為589,000,000港元。利潤有所改善乃主要由於售價上漲所致，反映了市場已廣泛認可該項目。根據該項目之最新售價，發展項目之餘下未售出面積估計價值超過15億港元。近期政府之嚴厲調控措施令市場整體交易量受到影響，但優質項目並未受到影響，價格仍然堅挺。

Property Development

The Waterfront

For the year under review, the Group's residential project in Shanghai, The Waterfront, recognized HK\$691 million as revenues while contribution to profit amounted to HK\$415 million as compared to revenues of HK\$1.05 billion and profit of HK\$589 million last year. The improved margin was mainly due to the increase in selling price as a reflection of market recognition of the project. Based on the latest selling price of the project, the remaining unsold area of the development is estimated to be worth over HK\$1.5 billion. The recent tightening measures of the government did affect the overall transaction volume in the market but for quality projects, the price remains unyielding.

泰欣嘉園 The Waterfront



## 主席報告 CHAIRMAN'S STATEMENT

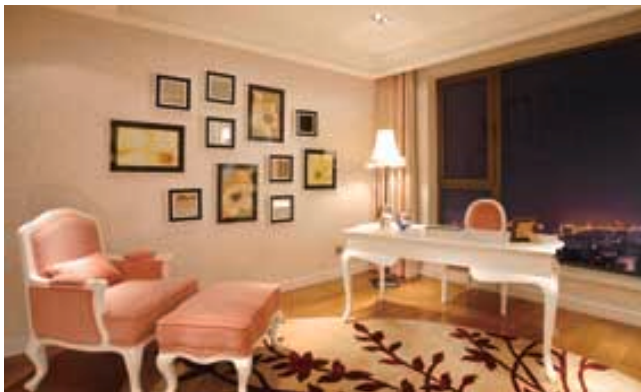
### 泰悦豪庭

本集團於二零一零年十二月預售天津海河河畔住宅發展項目泰悦豪庭之兩幢物業，該項目包括六幢30層高之大廈，總樓面面積約75,000平方米。在頻頻推出房地產降溫及限制措施之大環境下，預售反應令人滿意。有關錄得預售收益及溢利將截至二零一三年三月三十一日止財政年度。

### The Riverside

The Group launched the pre-sale of 2 towers of The Riverside, a downtown residential development along the Haihe river in Tianjin, comprises 6 blocks of 30-storey towers with a total GFA of approximately 75,000 sqm, in December 2010. Against a backdrop of cooling measures and restrictions, the response of the pre-sale was satisfactory. The revenues and profits of the pre-sale will be recorded in the financial year ending 31 March 2013.

泰悦豪庭 The Riverside





## 主席報告 CHAIRMAN'S STATEMENT

## 瀋陽項目

瀋陽之地盤位於皇姑區，佔地面積約為41,340平方米，樓面面積約為165,000平方米，將由住宅及商業發展項目組成。該項目現時處於規劃之最後階段，本集團預期地基工程將於今年下半年開始。本集團有信心其瀋陽之物業團隊可仿效上海及天津之成功模式。

## 前景

隨著香港政府展開大規模基建項目，一方面包括(當中包括)高速鐵路線、港珠澳大橋、沙中線及南港島線，另一方面公屋建設、私營機構發展及主要市區重建項目增加，亦令地基行業之前景樂觀。本集團作為地基行業之佼佼者，有信心把握更佳之良機。

鑒於其地基業務良好之前景及往績記錄，誠如日期為二零一一年四月二十九日之公佈所述，本集團正考慮分拆其地基業務之可能性，並將其於聯交所主板分開上市。根據上市規則第15項應用指引，潛在分拆須事先獲得聯交所上市委員會之批准。本集團已委任財務顧問檢討該等事宜並提出意見。

由於全球經濟之聯繫更加緊密，一個國家實行之經濟措施可能對其他國家帶來毀滅性後果。非常寬鬆之貨幣政策(如第二波量化寬鬆政策)將導致惡性通貨膨脹，但過度緊縮政策會遏制經濟復甦。當全球經濟受金融危機影響之餘波未泯，各國正試圖解決其所面臨之問題時，中國已積極採取財政及貨幣預防措施，防患於未然。憑藉其現有之外匯政策及經濟增長及規模，中國受全球經濟力量之影響較小。為避免出現經濟泡沫，中央政府透過推出一系列緊縮政策監管中國經濟，包括貨幣重新估值、大幅提高利率及收緊貨幣供應，以抵制過度通脹。該等政策將直接令中國之房地產市場放緩，但本集團認為，這有利於房地產市場之長期增長及可持續性發展。本集團已準備就緒，透過策略性地結合合理之現金水平、低資本負債、來自地基業務之穩固收入及樓面面積超過250,000平方米之土地儲備等優勢，應對經濟帶來之衝擊。

## Shenyang Project

The site in Shenyang is located at Huanggu District with a site area of about 41,340 sqm and a GFA of approximately 165,000 sqm and will comprise of both residential and commercial development. The project is in the final stage of planning and the Group expects foundation work to commence later this year. The Group is confident in its property team and believes the success models in Shanghai and Tianjin can be repeated in Shenyang.

## PROSPECTS

With the Hong Kong government embarking on its massive infrastructure projects which include, inter alia, the Express Rail Link, Hong Kong Macau Zhuhai Bridge, Shatin Central Link and South Island Link on one hand and the increase in public housing construction, private sector developments and major Urban Renewal projects on the other, the outlook of the foundation industry is buoyant. The Group, being a leader in the foundation industry, is confident that it will capture such uprising opportunities.

In view of such favourable outlook and the track record of its foundation business, the Group, as stated in its announcement dated 29 April 2011, is considering the possibility of spinning off its foundation business and separately listing it on the Main Board of the Stock Exchange. Under Practice Note 15 of the Listing Rules, the potential spin-off would require the prior approval of the Listing Committee of the Stock Exchange. The Group has appointed a financial adviser to review and advise on such matter.

As the world economy becomes more intertwined, economic measures enacted in one country may lead to devastating consequences in other nations. A very loose monetary policy, as in the case of QE2, results in runaway inflation in other parts of the world but an over aggressive tightening policy may choke economic rebound. While the global economy is dealing with the aftermath of the financial turmoil and each country is trying to resolve its own problems, China has proactively taken fiscal and monetary precautionary measures to guard against what possibly lies ahead. With its existing foreign exchange policy and economic growth and size, China is relatively insulated from global economic forces. To avoid economic bubble, the central government reined China's economy through a series of tightening policy measures including currency revaluation, interest rate hikes and tightening money supply to drive away unacceptable inflation. Such policies will slowdown China's property market in the immediate term but the Group believes it is beneficial to the long term growth and sustainability of the property market. To ride through such economic wave, the Group is strategically prepared and equipped through the combination of reasonable cash level, low gearing, solid income stream from its foundation business and a landbank of GFA exceeding 250,000 sqm.





## 主席報告 CHAIRMAN'S STATEMENT

總括而言，本集團認為其地基業務及房地產發展業務均具備堅實之基礎，對其整體前景保持審慎樂觀。為迎合日後擴展及強化房地產投資組合，本集團於二零一一年三月十五日訂立一項協議，以代價約203,000,000港元購買位於黃竹坑香葉道2號One Island South之20樓全層，其樓面面積約為30,000平方呎。本集團預期將均衡增長，並繼續尋求機遇盡量提升股東利益。

### 財務回顧

本集團繼續採取審慎之理財政策及維持穩健之資本結構，現金流量充沛。於二零一一年三月三十一日，本集團持有現金約1,166,000,000港元（二零一零年三月三十一日：1,463,000,000港元），而資產總值及資產淨值（經扣除非控股股東權益後）分別約為4,132,000,000港元（二零一零年三月三十一日：4,836,000,000港元）及1,899,000,000港元（二零一零年三月三十一日：1,474,000,000港元）。於二零一一年三月三十一日，本集團之營運資金約為975,000,000港元。

於二零一一年三月三十一日，本集團並無任何淨資產負債比率，惟錄得現金結餘淨額706,000,000港元，而截至二零一零年三月三十一日的現金結餘淨額為759,000,000港元。與履約保證擔保有關之或然負債由二零一零年三月三十一日之135,000,000港元增加至二零一一年三月三十一日之176,000,000港元。本集團賬面值約為161,000,000港元之若干資產已予質押作為本集團取得若干銀行融資之抵押。本集團之銀行借貸大部分以港元為單位，但亦有歐元貸款融資。歐元貸款之貨幣風險已在有需要時透過訂立歐元遠期合約進行監控。

All in all, the Group believes that both its foundation business and property development business are on solid ground and is cautiously optimistic about the overall prospects. To cater for future expansion and to enhance its property investment portfolio, the Group entered into an agreement on 15 March 2011 to purchase the whole floor of 20th Floor, One Island South located at 2 Heung Yip Road, Wong Chuk Hang with a gross floor area of about 30,000 square feet for a consideration of approximately HK\$203 million. The Group expects to grow at a balanced pace and will continue to seek for opportunities to maximize the interests of its shareholders.

### FINANCIAL REVIEW

The Group continues to adopt a prudent financing policy and sustain a sound capital structure with healthy cashflow. As at 31 March 2011, the Group's cash on hand was approximately HK\$1,166 million (31 March 2010: HK\$1,463 million) while total assets and net assets (after deducting non-controlling interests) were approximately HK\$4,132 million (31 March 2010: HK\$4,836 million) and HK\$1,899 million (31 March 2010: HK\$1,474 million) respectively. As at 31 March 2011, the Group's working capital amounted to HK\$975 million.

As at 31 March 2011, the Group did not have any net debt gearing and recorded a net cash balance of HK\$706 million while there was a net cash balance of HK\$759 million as at 31 March 2010. Contingent liabilities in relation to guarantees of performance bonds increased from HK\$135 million as at 31 March 2010 to HK\$176 million as at 31 March 2011. Certain of the Group's assets with a book value of approximately HK\$161 million have been pledged to secure certain banking facilities of the Group. The Group's bank borrowings were mostly denominated in Hong Kong dollars while Euro loan facilities have also been arranged. Currency exposure in Euro borrowings has been monitored by entering into Euro forward contracts when the need arises.



## 主席報告 CHAIRMAN'S STATEMENT

## 聘用及薪酬政策

於二零一一年三月三十一日，本集團，包括其位於香港及中國之所有附屬公司及合營企業，合共聘用約1,228名僱員。本集團之薪酬政策主要根據現行市場薪金水平及各公司及有關僱員之表現而釐定。本集團亦提供其他福利，包括公積金、醫療保險及培訓等。此外，僱員並可根據本集團經批准之購股權計劃條款獲授購股權。

## 審核委員會

本集團之審核委員會已於二零零九年採納新職權範圍，以遵守上市規則所載之企業管治常規守則規定。本集團之審核委員會有三名成員，分別為范佐浩先生、謝文彬先生及龍子明先生，全部均為本公司獨立非執行董事。本集團之審核委員會已聯同管理層審閱本集團採用之會計準則及慣例，並商討有關審核、內部監控及財務報告事宜，其中包括審閱本集團截至二零一一年三月三十一日止年度之經審核財務報表。

## 致謝

本人謹代表董事局，對全體員工在過去充滿挑戰的時期之竭誠服務、努力不懈及貢獻良多，致以衷心感謝。吾等亦感謝全體股東對本集團之支持。

承董事局命

張舜堯  
主席

香港  
二零一一年六月十五日

## EMPLOYMENT AND REMUNERATION POLICIES

The Group, including its subsidiaries and joint ventures in Hong Kong and the PRC, employed approximately 1,228 employees as at 31 March 2011. The Group's remuneration policies are primarily based on prevailing market salary levels and the performance of the respective companies and individuals concerned. Fringe benefits include provident fund, medical insurance and training. In addition, share options may also be granted in accordance to the terms of the Group's approved share option scheme.

## AUDIT COMMITTEE

The Group's Audit Committee has adopted new terms of reference in 2009 in order to comply with the requirements of the code provisions of the Code. The Group's Audit Committee comprises three members, namely, Mr. Fan Chor Ho Paul, Mr. Tse Man Bun and Mr. Lung Chee Ming, George, who are independent non-executive directors of the Company. The Group's Audit Committee has reviewed with the management the accounting principles and practices adopted by the Group and discussed the auditing, internal control and financial reporting matters including the review of the Group's audited financial statements for the year ended 31 March 2011.

## APPRECIATION

On behalf of the Board, I would like to express my sincere gratitude to all our staff for their dedication, hard work and contribution especially during such challenging period. In addition, I would also like to thank all our shareholders for their support of the Group.

On behalf of the Board

FRANCIS CHEUNG  
Chairman

Hong Kong  
15 June 2011



## 董事及高層管理人員簡介 PROFILES OF DIRECTORS AND SENIOR MANAGEMENT

### 執行董事

張舜堯先生，58歲，為本集團之控股股東。張先生為本公司董事局主席及本公司多間附屬公司之董事，現時亦兼任本公司薪酬委員會主席。張先生主要負責制定集團之策略、整體政策制定及業務發展方針。彼於企業管理方面逾33年經驗。張先生乃中國人民政治協商會議天津市委員會委員及天津南開大學之顧問教授，亦是香港樹仁大學及4間小學之校董。彼為本公司董事張任華先生之父親。

馮潮澤先生，56歲，於1994年5月加盟本集團。馮先生為本公司董事局副主席兼董事總經理及本公司多間附屬公司之董事，專責集團之業務發展、策略制定、整體行政及工程管理。彼於工程顧問、建造管理及物業發展方面有逾32年經驗。

錢永勳先生，46歲，於1997年3月加盟本集團。錢先生為本公司董事局執行董事及本公司多間附屬公司之董事，專責統籌及管理集團中國物業部之運作。錢先生乃華園之創辦人。彼於香港及國內之物業投資、發展及管理方面逾20年經驗。

郭敏慧小姐，44歲，於1997年1月加盟本集團。郭小姐為本公司董事局執行董事及本公司多間附屬公司之董事，專責集團之企業策劃及發展、企業融資、投資策略與投資界關係。郭小姐於金融業有逾21年經驗，主力企業融資及策略性投資項目。彼持有美國麻省理工學院頒發之工商管理碩士學位。

### EXECUTIVE DIRECTORS

Mr CHEUNG Francis, aged 58, is the controlling shareholder of the Group. Mr Cheung is the Chairman of the Board of the Company and also a director of various subsidiaries of the Company. He currently also acts as the Chairman of the Remuneration Committee of the Company. Mr Cheung is primarily responsible for the formulation of the Group's strategies, overall policy making and direction of its business development. He has over 33 years' experience in corporate management. Mr Cheung is a member of Tianjin Municipal Committee of The Chinese People's Political Consultative Conference and an Advisory Professor of Tianjin Nankai University. He is also a member of the Board of Governors of Hong Kong Shue Yan University and a member of the Board of Directors of four primary schools. He is father of Mr Harvey Jackel Cheung, Executive Director of the Group.

Mr FUNG Chiu Chak Victor, aged 56, joined the Group in May 1994. Mr Fung is the Vice Chairman & Managing Director of the Board of the Company and also a director of various subsidiaries of the Company. He is primarily responsible for business development, strategic planning as well as general and project management of the Group. Mr Fung has over 32 years' experience in the field of consulting engineering, construction management and property development.

Mr CHIEN David, aged 46, joined the Group in March 1997. Mr Chien is an Executive Director of the Board of the Company and also a director of various subsidiaries of the Company. He is primarily responsible for organizing and managing the operations of the Group's PRC Property Division. Mr Chien was the founder of China Garden and has over 20 years' experience in the property investment, development and management field, both in Hong Kong and the PRC.

Miss KWOK Jennifer, aged 44, joined the Group in January 1997. Miss Kwok is an Executive Director of the Board of the Company and also a director of various subsidiaries of the Company. She is primarily responsible for the Group's corporate planning and development, corporate finance, investment strategies and relations with the investment community. Miss Kwok has over 21 years' experience in the finance field specializing in corporate finance and direct investment. She holds a Master of Science Degree in Management from Massachusetts Institute of Technology Sloan School of Management.

**董事及高層管理人員簡介 PROFILES OF DIRECTORS AND SENIOR MANAGEMENT**

趙展鴻先生，58歲，於1994年7月加盟本集團。趙先生為本公司董事局執行董事及本公司多間附屬公司之董事，專責拓展及管理集團之地基工程業務。趙先生畢業於蘇格蘭阿伯丁大學，並於地基設計及建造工程方面有逾33年經驗。彼為英國土木工程師學會及香港工程師學會之資深會員及特許工程師。趙先生自2001年起代表泰昇地基工程有限公司出任香港建造商會之理事。

黃琦先生，48歲，於1996年10月加盟本集團。黃先生為本公司董事局執行董事及本公司多間附屬公司之董事，亦為本集團國內上海房地產發展部及香港機電工程之總經理，專責統籌及管理集團國內上海房地產發展業務及香港機電工程業務之運作。彼於建造業有逾26年經驗，當中有逾18年於國內管理工程項目。

劉健輝先生，50歲，於2008年7月加盟本集團。劉先生已於2010年10月1日被委任為本公司董事局執行董事。彼亦為本公司多間附屬公司之董事及本集團國內天津房地產發展部總經理。劉先生專責統籌及管理本集團國內天津房地產發展業務。在加盟本集團之前，彼於工料測量及房屋發展方面已有逾24年經驗，並在後期的14年在香港房屋協會工作。劉先生為香港測量師學會及英國皇家特許測量師學會之資深會員。

張任華先生，33歲，於2006年6月加盟本集團。張先生已於2010年10月1日被委任為本公司董事局執行董事。彼亦為本公司多間附屬公司之董事及本集團國內瀋陽房地產發展部總經理。張先生除負責統籌及管理本集團國內瀋陽房地產發展業務外，亦專責處理本集團於國內房地產發展項目的設計管理工作。彼於國內擁有逾10年的建築設計經驗，並持有香港中文大學頒發之行政人員工商管理碩士學位。張先生乃本公司董事局主席張舜堯先生的兒子。

**Mr CHIU Chin Hung**, aged 58, joined the Group in July 1994. Mr Chiu is an Executive Director of the Board of the Company and also a director of various subsidiaries of the Company. He is primarily responsible for the business development and management of the Group's foundation business. Mr. Chiu graduated from The University of Aberdeen, Scotland and has over 33 years' experience in foundation design and construction works and is a Fellow of The Institute of Civil Engineer and Hong Kong Institution of Engineer as well as a Chartered Engineer. Mr. Chiu is a Council Member of The Hong Kong Construction Association representing Tysan Foundation Limited since 2001 to present.

**Mr WONG Kay**, aged 48, joined the Group in October 1996. Mr Wong is an Executive Director of the Board of the Company and also a director of various subsidiaries of the Company. He is the General Manager in charge of the Group's PRC Shanghai Property Development Division and E & M Division in Hong Kong. He is primarily responsible for organizing and managing the operations of the Group's PRC Shanghai property development business and its E&M business in Hong Kong. Mr Wong has over 26 years' experience in the construction industry with more than 18 years in project management in the PRC.

**Mr LAU Kin Fai**, aged 50, joined the Group in July 2008. Mr Lau was appointed as an Executive Director of the Board of the Company on 1 October 2010. He is also a director of various subsidiaries of the Company and the General Manager in charge of the Group's Tianjin Property Development Division in the PRC. Mr Lau is primarily responsible for organizing and managing the operation of the Group's Tianjin property development business. Prior to joining the Group, he had over 24 years' experience in the field of quantity surveying and housing development with the last 14 years working in the Hong Kong Housing Society. Mr Lau is a Fellow Member of the Hong Kong Institute of Surveyors and the Royal Institution of Chartered Surveyors.

**Mr CHEUNG Harvey Jackel**, aged 33, joined the Group in June 2006. Mr Cheung was appointed as an Executive Director of the Board of the Company on 1 October 2010. He is also a director of various subsidiaries of the Company and the General Manager in charge of the Group's Shenyang Property Development Division in the PRC. Mr Cheung is responsible for organizing and managing the operation of the Group's Shenyang property development business. He is also primarily responsible for the design management of the Group's property development projects in the PRC. He has over 10 years' experience in architectural design in the PRC and holds an Executive Master of Business Administration Degree from The Chinese University of Hong Kong. Mr Cheung is a son of Mr. Francis Cheung, Chairman of the Board.





## 董事及高層管理人員簡介 PROFILES OF DIRECTORS AND SENIOR MANAGEMENT

### 獨立非執行董事

范佐浩先生，BBS,JP, 69歲，於1993年8月被委任為本公司獨立非執行董事，現時亦兼任本公司審計委員會主席和薪酬委員會成員。范先生曾於2000年4月3日至2003年4月15日任香港交易所非執行董事，並於1993年至1997年擔任證監會諮詢委員，其後於2001年起重任此職至2007年。范先生亦擔任政府小組及委員會多項職務，其中包括出任香港中醫藥管理委員會主席。彼於2005年7月獲頒授銅紫荊星章，並於1991年獲英女皇頒授榮譽獎章及於1993年獲委任為太平紳士。范先生為好利發證券有限公司之主席。

謝文彬先生，68歲，於2004年9月被委任為本公司獨立非執行董事，現時亦兼任本公司審計委員會和薪酬委員會成員。謝先生現時為中羽發展有限公司之董事，亦為滙豐保險(亞洲)有限公司、滙豐人壽保險(國際)有限公司、晶苑國際有限公司及中漁集團有限公司之獨立非執行董事。謝先生於銀行業務積逾40年工作經驗。彼於1968年加入香港上海滙豐銀行有限公司，並於2002年12月退休。其於滙豐銀行服務期間，獲委任多項重要職位，包括高級信貸經理、滙豐財務有限公司及滙豐授信財務有限公司常務董事、助理總經理—工商貸款業務。除銀行業務外，謝先生對分析及評估公司財務報告有豐富經驗，並對各工商行業有深切認識。

龍子明先生，54歲，於2007年8月被委任為本公司獨立非執行董事，現時亦兼任本公司審計委員會成員。龍先生現為宏利人壽保險(國際)有限公司高級區域總監，帶領一支約500名保險/財務顧問之經銷團隊。彼於1990年加入宏利並一直取得顯著成績。龍先生因積極參與社區服務，於1995年獲選為香港十大傑出青年，並於2001年至2002年任傑出青年協會主席。龍先生獲香港特別行政區政府授予榮譽勳章。此外，龍先生為香港樹仁大學之校董，廣東大亞灣核電站/嶺澳核電站核安全諮詢委員會委員、香港青年交流促進聯會創會主席及香港學生發展及活動基金會召集人。龍先生現為中國人民政治協商會議全國委員會委員及香港特別行政區太平紳士。

### INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr FAN Chor Ho Paul, BBS, JP, aged 69, was appointed as an Independent Non-Executive Director of the Company in August 1993. Mr Fan currently also acts as the Chairman of the Audit Committee and as a member of the Remuneration Committee of the Company. He was the former Non-Executive Director of Hong Kong Exchanges and Clearing Limited from 3 April 2000 to 15 April 2003. He was a member of the Advisory Committee to the Securities and Futures Commission from 1993 to 1997 and again serving in the same capacity since 2001 until 2007. He is holding appointments on Government boards and committees including the Chairman of the Chinese Medicine Council of Hong Kong. He was awarded the Bronze Bauhinia Star in July 2005, and was awarded with the Badge of Honour in 1991 and was made a Justice of the Peace in 1993. He is the Chairman of Paul Fan Securities Limited.

Mr TSE Man Bun, aged 68, was appointed as an Independent Non-Executive Director of the Company in September 2004. Mr Tse currently also acts as a member of the Audit Committee and the Remuneration Committee of the Company. He is presently a Director of CDSR Development Group Limited, and is also an Independent Non-Executive Director of HSBC Insurance (Asia) Limited, HSBC Life (International) Limited, Crystal International Limited and China Fishery Group Limited. Mr Tse has over 40 years working experience in the banking industry. He joined The Hongkong & Shanghai Banking Corporation Limited in 1968 and retired from the bank in December 2002. During his service with the HSBC group, he was assigned many key positions, including Senior Credit Manager; Managing Director, Wayfoong Finance Limited and Wayfoong Credit Limited; and Senior Executive, Commercial Banking. Apart from the banking field, Mr Tse is well versed in the reviewing and analysis of corporate financial statements and has an in-depth understanding of the commerce and manufacturing industries.

Mr LUNG Chee Ming George, aged 54, was appointed as an Independent Non-Executive Director of the Company in August 2007. Mr Lung currently also acts as a member of the Audit Committee of the Company. He is presently a Senior Regional Director of Manulife (International) Limited leading a team of around 500 insurance/financial advisers. He first joined Manulife in 1990 and has since achieved outstanding results. Actively involved in community services, Mr Lung was awarded one of the Ten Outstanding Young Persons of Hong Kong in 1995 and was the chairman of The Outstanding Young Persons Association in 2001 to 2002. Mr Lung was awarded the Medal of Honour by the Government of Hong Kong Special Administrative Region. Furthermore, Mr Lung is a Committee Member of the Board of Governors of Hong Kong Shue Yan University, a Member of the Guangdong Daya Bay Nuclear Power Station/Lingao Nuclear Power Station, Nuclear Safety Consultative Committee, the Founding Chairman of Hong Kong Youth Exchange Promotion United Association and the Convener of Hong Kong Student Development Association Foundation. Mr Lung is currently a member of the National Committee of the Chinese People's Political Consultative Conference and Justice of the Peace of Hong Kong Special Administrative Region.

**董事及高層管理人員簡介 PROFILES OF DIRECTORS AND SENIOR MANAGEMENT****高層管理人員**

繆惠玲小姐，47歲，於2008年2月加盟本集團。繆小姐為集團財務總監，專責財務及會計事務。彼於財務及會計方面有逾24年經驗。繆小姐為英國特許公認會計師公會之資深會員及香港會計師公會之會員。

黎國偉先生，53歲，於1994年7月加盟本集團。黎先生為泰昇地基工程有限公司、泰昇土力工程有限公司、泰昇地基工程(香港)有限公司、泰昇建築(澳門)有限公司及泰昇地基工程(澳門)有限公司之董事，專責集團地基工程部之策劃、協調及控制技術上之運作及管理。彼於土木工程、樓宇及地基設計和建造工程方面有逾31年經驗。彼為香港工程師學會及英國土木工程師學會之會員。黎先生並代表泰昇地基工程有限公司為不同的政府組別及委員會列席。

陳佐治先生，57歲，於2009年2月加盟本集團。陳先生為泰昇地基工程有限公司之董事，專責集團地基工程部之業務拓展及管理設計部。彼於商業、住宅、酒店、公共團體及超高層之工程項目、尤其是對較大型及綜合設施性質的工程設計及管理方面有逾34年經驗。陳先生曾任奧雅納之董事，專責近期完工之兩座全港最高之建築物：環球貿易廣場及港島東中心；而奧雅納為世界上其中一間具領導地位之結構工程顧問公司。陳先生更擅於工程技術及知識與及建築施工策劃。

沈田發先生，48歲，於1997年3月加盟本集團。沈先生為泰昇建築工程有限公司、泰昇工程策劃有限公司及泰昇建設工程(上海)有限公司之董事，專責管理集團樓宇建築部之工程。彼於樓宇建造方面有逾25年經驗。

黃淑嫻小姐，47歲，於2007年6月加盟本集團。黃小姐為集團公司秘書及企業事務聯席董事，專責公司秘書、法律及投資界關係等事務。彼於企業融資及法律方面有逾17年經驗。黃小姐獲香港高等法院授予律師資格，並為英國高等法院註冊律師。

**SENIOR MANAGEMENT**

**Miss MO Wai Ling**, aged 47, joined the Group in February 2008. As the Financial Controller of the Group, Miss Mo is primarily responsible for finance and accounting matters. She has over 24 years' experience in the finance and accounting field. Miss Mo is a fellow member of The Association of Chartered Certified Accountants and a member of Hong Kong Institute of Certified Public Accountants.

**Mr LAI Kok Wai**, aged 53, joined the Group in July 1994. As a Director of Tysan Foundation Limited, Tysan Geotechnical Limited, Tysan Contractors (Hong Kong) Limited, Tysan Construction (Macau) Limited and Tysan Foundation (Macau) Limited, Mr Lai is responsible for the planning, coordinating and controlling of the technical operations and administration of the division. He has over 31 years' experience in civil engineering, building and foundation design and construction works and is a member of both The Hong Kong Institution of Engineers (MHKIE) and The Institution of Civil Engineers United Kingdom (MICE). Mr Lai also represents Tysan Foundation Limited to sit in various Government's panels and committees.

**Mr CHAN George**, aged 57, joined the Group in February 2009. As a Director of Tysan Foundation Limited, Mr Chan is responsible for the business development of the Group's Foundation Division. He also oversees the Design Department of the Group's Foundation Division. He has over 34 years' experience in design and project management of commercial, residential, hotel, institutional and super high-rise projects, in particular those of larger scale and complex nature. With his previous company Arup, one of the leading structural engineering consulting firms in the world; Mr Chan was director in-charge of two of the tallest building projects recently completed in Hong Kong, the International Commerce Centre and One Island East. He excels in engineering skill and knowledge as well as all aspects of construction planning.

**Mr SUM Tin Fat Albert**, aged 48, joined the Group in March 1997. As a Director of Tysan Building Construction Company Limited, Tysan Project Management Limited and Tysan Engineering (Shanghai) Company Limited, Mr Sum is primarily responsible for the project management of the Group's Building Division. He has over 25 years' experience in the building construction field.

**Miss WONG Suk Han Kitty**, aged 47, joined the Group in June 2007. As the Company Secretary of the Group and Associate Director of Corporate Affairs, Miss Wong is primarily responsible for company secretarial matters, legal and investor relations matters. She has over 17 years' experience in the corporate finance and legal fields. Miss Wong is a Solicitor qualified in Hong Kong and has been admitted as a Solicitor of the Supreme Court in England and Wales.



## 企業管治報告 CORPORATE GOVERNANCE REPORT

本公司致力維持良好之企業管治，並已採納證券上市規則（「上市規則」）附錄十四企業管治常規守則（「守則」）所載之守則條文。截至二零一一年三月三十一日止財政年度，本公司已遵守守則，惟下文(E)節所披露者除外。

### (A) 董事局

董事局（「董事局」）監察本公司及其附屬公司（「本集團」）之管理、業務、策略方針及財務表現。董事局已將日常責任委託予本公司執行董事（「董事」）及高層管理人員，彼等在董事總經理之領導下履行職責。在委託時，董事局給予執行董事清晰指示，有關可代表本集團作出決定前必須經董事局批准之事宜。撥作董事局的職能及下放予執行董事及高級管理層的職權由董事局作檢討，以確保有關權力轉授仍然符合本集團的需要。

### (B) 董事局之組成

董事局共由十一名董事組成，其中八名為執行董事，即張舜堯先生、馮潮澤先生、錢永勛先生、郭敏慧小姐、趙展鴻先生、黃琦先生、劉健輝先生及張任華先生，另外為三名獨立非執行董事，即范佐浩先生、謝文彬先生及龍子明先生。

本公司已按照上市規則第3.13條接獲全體獨立非執行董事之年度書面獨立確認。董事局認為，全體獨立非執行董事在品格及判斷方面均屬獨立，而彼等均符合上市規則所規定之特定獨立條件。

張任華先生為董事局主席張舜堯先生之子。除所披露者外，董事局各成員之間並無財務、業務、家族或其他重大或相關關係。

The Company is committed to maintaining good corporate governance and has adopted the code provisions set out in the Code on Corporate Governance Practices (the "Code") in Appendix 14 of the Rules Governing the Listing of Securities (the "Listing Rules"). For the financial year ended 31 March 2011, the Company has complied with the Code save as disclosed in section (E) below.

### (A) BOARD OF DIRECTORS

The board of directors (the "Board") oversees the management, business, strategic directions and financial performance of the Company and its subsidiaries (the "Group"). It has delegated the day-to-day responsibility to the executive directors of the Company ("Directors") and senior management who perform their duties under the leadership of the Managing Director. At the time of delegation, the Board gives clear directions to Executive Directors as to the matters that must be approved by the Board before decisions can be made on behalf of the Group. The functions reserved to the Board and delegated to the Executive Directors and senior management are reviewed by the Board to ensure that such delegation remains appropriate to the needs of the Group.

### (B) BOARD COMPOSITION

The Board comprises a total of eleven Directors, with eight Executive Directors, being Mr. Francis Cheung, Mr. Fung Chiu Chak, Victor, Mr. David Chien, Miss Jennifer Kwok, Mr. Chiu Chin Hung, Mr. Wong Kay, Mr. Lau Kin Fai and Mr. Harvey Jackel Cheung and three Independent Non-Executive Directors, being Mr. Fan Chor Ho, Paul, Mr. Tse Man Bun, and Mr. Lung Chee Ming, George.

The Company has received the annual written confirmations of independence from all the Independent Non-Executive Directors in accordance with Rule 3.13 of the Listing Rules. The Board is of the view that all the Independent Non-Executive Directors are independent in character and judgement and that they all meet the specific independence criteria as required by the Listing Rules.

Mr. Harvey Jackel Cheung is a son of Mr. Francis Cheung, Chairman of the Board. Save as disclosed, the Board members have no financial, business, family or other material or relevant relationship with each other.





## 企業管治報告 CORPORATE GOVERNANCE REPORT

### (C) 主席及董事總經理

主席及董事總經理之間職責分明，並由不同個別人士擔任。此可確保權力及職權獲得平衡分配。

張舜堯先生為董事局主席，負責制定本集團的策略、整體政策制定及業務發展方針。彼負責領導及有效管理董事局，確保所有重大及主要事宜均已作出討論，並於有需要時由董事局及時議決。

馮潮澤先生為本公司之副主席兼董事總經理，負責本集團之策略規劃以及整體及項目管理。彼在執行董事及高層管理人員之協助下，負責實行本集團之策略以達到業務目標。

### (D) 董事局議事程序

董事局每年至少舉行四次會議，並將於有需要時舉行額外會議。於截至二零一一年三月三十一日止財政年度，除執行董事於本公司日常業務過程中舉行之執行董事局會議外，董事局共舉行四次會議。

公司秘書協助主席擬訂會議議程，而每名董事均可要求將項目列入議程。所有董事局會議舉行前會向全體董事發出至少十四天通知。有關資料通常於董事局會議舉行前三天供全體董事傳閱。

在公司秘書的協助下，主席確保董事局會議上全體董事均適當知悉當前的事項並及時收到充分的資訊，以協助彼等作出知情決定及履行作為董事的職責。全體董事均可獲本公司公司秘書及高級管理層成員提供意見及服務，以確保已遵守董事局議事程序及所有適用規則及規定。董事（包括審核委員會及薪酬委員會）將取得獨立專業意見，以協助履行彼等之職責及職務（如適用），而有關費用由本公司承擔。

### (C) CHAIRMAN AND MANAGING DIRECTOR

There is a clear division on the roles of chairman and managing director which are performed by different individuals. This ensures a balanced distribution of power and authority.

Mr. Francis Cheung, the Chairman of the Board, is responsible for the formation of the Group's strategies, overall policy making, and direction of its business development. He is responsible for the leadership and effective running of the Board and ensuring that all significant and key issues are discussed and where required, resolved by the Board in a timely manner.

Mr. Fung Chiu Chak, Victor, the Vice-Chairman and Managing Director of the Company, is responsible for the strategic planning as well as the general and project management of the Group. He is responsible for implementing the Group's strategy to achieve business objectives with the assistance of Executive Directors and senior management.

### (D) BOARD PROCEEDINGS

The Board meets at least four times a year and additional meetings will be held as and when required. During the financial year ended 31 March 2011, the Board held four meetings (save for the executive Board meetings held between the Executive Directors during the normal course of business of the Company).

The Company Secretary assists the Chairman in establishing the meeting agenda and each Director may request inclusion of items in the agenda. A notice of at least 14 days is given to all Directors for all Board meetings. Relevant information is circulated to all Directors normally three days in advance of the Board meetings.

With the assistance of the Company Secretary, the Chairman ensures that all Directors are properly briefed on issues arising at board meetings and that they receive adequate information in a timely manner to assist them to make informed decisions and discharge their duties as Directors. All Directors have access to the advice and services of the Company Secretary and members of senior management of the Company to ensure that board procedures and all applicable rules and regulations are followed. The Directors (including the Audit Committee and Remuneration Committee) will have access to independent professional advice for them to discharge their duties and responsibilities, when appropriate, at the Company's expense.





## 企業管治報告 CORPORATE GOVERNANCE REPORT

### (D) 董事局議事程序 (續)

董事局及委員會會議記錄將記錄適當詳情，而草擬之會議記錄將於董事局及委員會審批前供全體董事及委員會成員傳閱，以供發表意見。所有會議記錄由公司秘書保存，並可由董事公開查閱。

董事局成員之出席率如下：

#### 執行董事

張舜堯先生 (主席)  
馮潮澤先生  
(副主席兼董事總經理)  
錢永勛先生  
郭敏慧小姐  
趙展鴻先生  
黃琦先生  
劉健輝先生\*  
張任華先生\*

\* 自二零一零年十月一日起獲委任

#### 獨立非執行董事

范佐浩先生  
謝文彬先生  
龍子明先生

### (D) BOARD PROCEEDINGS (Cont'd)

Board and committee minutes are recorded in appropriate details and draft minutes are circulated to all Directors and committee members for comments before being approved by the Board and committee. All minutes are kept by the Company Secretary and are open for inspection by the Directors.

The attendance of each Board member is as follows:

<i>Executive Directors</i>	<i>Attendance</i>
Mr. Francis Cheung (Chairman)	4/4
Mr. Fung Chiu Chak, Victor (Vice-Chairman & Managing Director)	4/4
Mr. David Chien	4/4
Miss Jennifer Kwok	4/4
Mr. Chiu Chin Hung	4/4
Mr. Wong Kay	4/4
Mr. Lau Kin Fai*	2/4
Mr. Harvey Jackel Cheung*	2/4

\* appointment effective from 1 October 2010

#### *Independent Non-Executive Directors*

Mr. Fan Chor Ho, Paul	4/4
Mr. Tse Man Bun	4/4
Mr. Lung Chee Ming, George	4/4

**企業管治報告 CORPORATE GOVERNANCE REPORT****(E) 董事之委任、重選及罷免**

本公司就董事之委任及罷免訂有正式、經考慮及具透明度之程序。所有為填補臨時空缺而新獲委任之董事均須在其獲委任後於本公司之第一個股東大會上接受股東選舉。截至二零一一年三月三十一日止年度，本公司已遵守守則，惟以下偏離則除外。

根據本公司之公司細則規定，於每屆股東週年大會上，三分之一董事須輪值退任，而不論當中所載任何規定。惟董事局主席或本公司之董事總經理毋須輪值退任或計入釐定須退任之董事人數內。為成功地延續長期實行業務計劃之主要因素，董事局相信，主席及董事總經理擔當為本集團提供強勢及貫徹之領導，讓本集團能夠有效規劃及執行長期業務策略。因此，董事局認為，本公司之董事局主席及董事總經理毋須輪值退任。

獨立非執行董事並無按指定任期委任，惟須按本公司之公司細則規定，於股東週年大會上輪值退任及接受重選。因此，董事局認為，本公司之非執行董事毋須按指定任期委任。

擬於下一屆股東週年大會上選舉或膺選連任的董事姓名及履歷詳情載於股東週年大會的通告內。

**(F) 董事之責任**

董事確認彼等編製截至二零一一年三月三十一日止年度財務報表之責任。

每位董事須充份了解其作為董事之責任，以及本公司的經營方式、業務活動及發展。新獲委任之董事將透過全面而正式之簡介得知本集團之業務及其作為董事之責任。

**(E) APPOINTMENT, RE-ELECTION AND REMOVAL OF DIRECTORS**

The Company has a formal, considered and transparent procedure for the appointment and removal of Directors. All Directors newly appointed to fill a casual vacancy are subject to election at the first general meeting following their appointment. During the year ended 31 March 2011, the Company has complied with the Code save for the following deviations.

According to the Bye-laws of the Company, one-third of the directors shall retire from office by rotation at each annual general meeting, provided that notwithstanding anything therein, the chairman of the Board or the managing director of the Company shall not be subject to retirement by rotation or be taken into account in determining the number of directors to retire. As continuity is a key factor to the successful long term implementation of business plans, the Board believes that the roles of the chairman of the Board and the managing director provide the Group with strong and consistent leadership and allow effective planning and execution of long-term business strategies. As such, the Board is of the view that the chairman of the Board and the managing director of the Company should not be subject to retirement by rotation.

Independent Non-Executive Directors are not appointed for a specific term but are subject to retirement by rotation and re-election at the annual general meeting in accordance with the Bye-laws of the Company. As such, the Board is of the view that the Independent Non-Executive Directors do not have to be appointed for a specific term.

The names and biographical details of the Directors who will offer themselves for election or re-election at the next annual meeting are contained in the notice of the annual general meeting.

**(F) RESPONSIBILITIES OF DIRECTORS**

The Directors acknowledge their responsibility for preparing the financial statements for the year ended 31 March 2011.

Every Director is required to keep abreast of his/her responsibilities as a Director and of the conduct, business activities and development of the Group. On appointment, new Directors will receive a comprehensive, formal induction on the Group's business and his/her responsibilities as a Director.



## 企業管治報告 CORPORATE GOVERNANCE REPORT

### (F) 董事之責任 (續)

本公司已採納上市規則附錄十上市發行人董事進行證券交易之標準守則(「標準守則」)作為董事進行證券交易之行為守則。經作出特別查詢後，全體董事確認，彼等於回顧年度已全面遵守標準守則載列之所需準則。

### (G) 董事委員會

董事局已成立審核委員會及薪酬委員會。

#### 審核委員會

審核委員會首次於一九九九年成立，並於二零零九年採納新職權範圍，以符合守則之規定。

審核委員會負責審閱及監察本集團之財務報告程序及內部監控制度、審閱本集團之財務資料及遵守情況，並向董事局提供建議及意見。

審核委員會由三名成員范佐浩先生、謝文彬先生及龍子明先生組成，彼等均為獨立非執行董事。審核委員會各成員均在彼等本身之專業方面擁有豐富經驗。范佐浩先生及謝文彬先生具備適當之會計或相關財務管理專長，並符合上市規則第3.21條之規定。公司秘書亦為審核委員會之秘書。

### (F) RESPONSIBILITIES OF DIRECTORS (Cont'd)

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers in Appendix 10 of the Listing Rules ("Model Code") as the code of conduct regarding directors' securities transactions. Having made specific enquiry, all the Directors have confirmed that they have fully complied with the required standard set out in the Model Code for the year under review.

### (G) BOARD COMMITTEES

The Board has established an Audit Committee and a Remuneration Committee.

#### Audit Committee

The Audit Committee was first established in 1999 and has adopted new terms of reference in 2009 in order to comply with the requirements of the Code.

The Audit Committee is responsible for reviewing and supervising the financial reporting process and internal control system of the Group, reviewing the Group's financial information and compliance and providing advice and comments to the Board.

The Audit Committee comprises three members, namely, Mr. Fan Chor Ho, Paul, Mr. Tse Man Bun and Mr. Lung Chee Ming, George, who are Independent Non-Executive Directors. Each member of the Audit Committee possesses in-depth experience in his own profession. Mr. Fan Chor Ho, Paul and Mr. Tse Man Bun possess appropriate accounting or relevant financial management expertise and meet the requirements of Rule 3.21 of the Listing Rules. The Company Secretary is the secretary of the Audit Committee.



## 企業管治報告 CORPORATE GOVERNANCE REPORT

### (G) 董事委員會 (續)

#### 審核委員會(續)

於截至二零一一年三月三十一日止財政年度，審核委員會共舉行兩次會議。審核委員會每名成員之出席率如下：

#### 獨立非執行董事

范佐浩先生  
(審核委員會主席)  
謝文彬先生  
龍子明先生

年內，審核委員已審閱本集團截至二零一零年九月三十日止六個月之中期業績及截至二零一一年三月三十一日止年度之末期業績，並與外聘核數師審閱及討論本集團之財務報告。審核委員會與管理層審閱本集團採納之會計原則及慣例，並與管理層討論有關審核、內部監控系統及財務報告事宜。審核委員會亦審閱本集團於年內訂立之關連交易，並向董事局就續聘外聘核數師作出推薦建議，以及審閱及批准外聘核數師酬金。

#### 薪酬委員會

薪酬委員會於二零零五年成立，並根據守則規定訂有書面職權範圍。薪酬委員會負責向董事局就本公司全體董事及高層管理人員之薪酬政策及架構作出推薦建議，並受董事局委託釐定全體執行董事及本公司高層管理人員之特定薪酬待遇。本集團之薪酬政策為按公平市場價值提供薪酬組合，以招攬及挽留優秀員工。

薪酬委員會由一名執行董事張舜堯先生及兩名獨立非執行董事范佐浩先生與謝文彬先生組成。

### (G) BOARD COMMITTEES (Cont'd)

#### Audit Committee (Cont'd)

During the financial year ended 31 March 2011, the Audit Committee held two meetings. The attendance of each committee member is as follows:

#### Independent Non-Executive Directors

	Attendance
Mr. Fan Chor Ho, Paul (Chairman of the Audit Committee)	2/2
Mr. Tse Man Bun	2/2
Mr. Lung Chee Ming, George	2/2

During the year, the Audit Committee has reviewed the Group's interim results for the six months ended 30 September 2010 and final results for the year ended 31 March 2011, and reviewed and discussed with the external auditors over the financial reporting of the Group. The Audit Committee reviewed with the management the accounting principles and practices adopted by the Group and discussed with the management in relation to auditing, system of internal control, and financial reporting matters. The Audit Committee has also reviewed the connected transactions entered into by the Group during the year and made recommendation to the Board on the re-appointment of external auditors and reviewed and approved the remuneration of external auditors.

#### Remuneration Committee

The Remuneration Committee was established in 2005 with specific terms of reference in accordance with the requirements of the Code. It is responsible for making recommendations to the Board on the Company's remuneration policy and structure for all Directors and senior management and is delegated by the Board to determine specific remuneration packages for all Executive Directors and senior management of the Company. It is the Group's policy to provide remuneration packages at fair market value in order to attract and retain high quality staff.

The Remuneration Committee comprises an Executive Director, Mr. Francis Cheung and two Independent Non-Executive Directors, namely, Mr. Fan Chor Ho, Paul and Mr. Tse Man Bun.





## 企業管治報告 CORPORATE GOVERNANCE REPORT

### (G) 董事委員會 (續)

#### 薪酬委員會 (續)

於截至二零一一年三月三十一日止財政年度，薪酬委員會共舉行四次會議，而委員會每名成員之出席率如下：

#### 董事

張舜堯先生  
(薪酬委員會主席)

#### 獨立非執行董事

范佐浩先生  
謝文彬先生

年內，薪酬委員會已審閱薪酬政策，並就執行董事及高層管理人員之薪酬及酌情花紅作出推薦建議，以供董事局考慮。

### (H) 外聘核數師

外聘核數師就本公司財務報表承擔之責任載於第40至41頁之「獨立核數師報告」內。

於截至二零一一年三月三十一日止財政年度，本集團已支付本公司核數師安永會計師事務所2,650,000港元核數服務酬金及合共803,000港元非核數服務酬金。

就非核數服務所收取之費用其中包括(i) 150,000港元用作審閱中期業績，(ii) 580,000港元用作審閱須予公佈及持續關連交易，及(iii) 54,000港元為稅務服務費用。

### (G) BOARD COMMITTEES (Cont'd)

#### Remuneration Committee (Cont'd)

During the financial year ended 31 March 2011, the Remuneration Committee held four meetings and the attendance of each committee member is as follows:

#### Directors

Mr. Francis Cheung (Chairman of the Remuneration Committee)	4/4
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#### Independent Non-Executive Directors

Mr. Fan Chor Ho, Paul	4/4
Mr. Tse Man Bun	4/4

During the year, the Remuneration Committee reviewed the remuneration policy and recommended the remuneration packages and discretionary bonuses of the Executive Directors and senior management for the Board's consideration.

### (H) EXTERNAL AUDITORS

The responsibilities of the external auditors with respect to the financial statements of the Company are set out in the "Report of the Independent Auditors" on pages 40 and 41.

During the financial year ended 31 March 2011, the Group was charged HK\$2,650,000 for auditing services and a total of HK\$803,000 for non-auditing services by the Company's auditors, Ernst & Young.

The fees charged for non-auditing services included, inter alia, (i) HK\$150,000 for review of interim results, (ii) HK\$580,000 for review of notifiable and continuing connected transactions, and (iii) HK\$54,000 for taxation services.



## 企業管治報告 CORPORATE GOVERNANCE REPORT

### (I) 內部監控

董事局全面負責確保本集團維持穩定而有效之監控，以保障其資產及本公司股東之投資。董事局及審核委員會對本集團內部監控制度之有效性進行年度審查，審查範圍涵蓋財務、營運、程序遵守及風險管理功能。於年度審查中，董事局及審核委員會已考慮本集團在會計及財務匯報職能方面的資源、員工資歷及經驗是否足夠，以及員工所接受的培訓課程及有關預算是否充足。根據本集團高層管理人員進行之評估，董事局及審核委員會認為本集團之內部監控制度為有效，且足以應付現時之要求。

### (J) 與本公司股東通訊

本公司在與本公司股東通訊方面維持高透明度。本集團業績、業務策略、發展及前景之資料乃於本公司之中期及年度報告內披露。本公司鼓勵股東出席本公司之股東週年大會及股東大會，會上可與管理層進行溝通。董事局主席、董事總經理及審核委員會及薪酬委員會各主席均已出席二零一零年度股東週年大會，並於會上解答股東提問。

本公司已確認，於股東大會上將就各項議題提呈獨立決議案。

本公司股東已獲知會有關會議程序及彼等要求投票表決之權利。本公司將確保遵守上市規則及其公司細則所載有關投票表決之規定。投票表決之程序載於本公司有關股東大會之通函，並將於會上在就決議案投票前說明。

本公司亦已設立網站([www.tysan.com](http://www.tysan.com))，讓本公司股東、本公司利益持有人及公眾投資者知悉本公司最近期之業務發展、業績公佈、財務報告、其他公佈、通函及其他相關股東資料。

### (I) INTERNAL CONTROL

The Board has overall responsibility to ensure that the Group maintains sound and effective controls to safeguard its assets and the investments of the shareholders of the Company. The Board and the Audit Committee conduct annual review of the effectiveness of the internal control system of the Group covering the financial, operational and compliance controls and risk management functions. During the annual review, the Board and the Audit Committee have considered the adequacy of resources, qualifications and experience of staff of the Group's accounting and financial reporting function, and their training programmes and budgets. Based on the assessment made by the senior management of the Group, the Board and the Audit Committee consider that the Group's internal control systems are effective and adequate for its present requirements.

### (J) COMMUNICATIONS WITH SHAREHOLDERS OF THE COMPANY

The Company maintains a high level of transparency in communicating with shareholders of the Company. Information of the Group's performance, business strategies, developments and prospects is provided in the Company's interim and annual reports. Shareholders of the Company are encouraged to attend the annual general meeting and general meetings of the Company which offer forums for communications with the management. The Chairman of the Board, the Managing Director and the respective chairmen of the Audit Committee and Remuneration Committee attended the 2010 annual general meeting and were available to answer questions.

The Company has ensured that each substantially separate issue will be dealt with at general meetings by way of a separate resolution.

Shareholders of the Company are informed of the procedure and their rights to demand a poll. The Company will ensure compliance with the requirements about voting by poll contained in the Listing Rules and its Bye-laws. The procedures for voting by poll are set out in the Company's circular relating to the general meeting and will be explained during the meeting before voting on the resolutions.

The Company has also maintained a website ([www.tysan.com](http://www.tysan.com)) to keep the shareholders of the Company, our stakeholders and the investing public informed of our latest business development, results announcements, financial reports, other announcements, circulars and other relevant shareholder information.



## 董事局報告 REPORT OF THE DIRECTORS

董事局謹提呈截至二零一一年三月三十一日止年度之報告及本公司及本集團之經審核財務報表。

### 主要業務

本公司之主要業務為投資控股。其主要附屬公司及主要聯營公司之主要業務詳情，分別載於財務報表附註18及19。

本集團之主要業務性質於本年度內並無重大變動。

### 業績及股息

本集團截至二零一一年三月三十一日止年度之溢利及本公司及本集團於該日之財務狀況載於財務報表第42至166頁。

董事建議向於二零一一年八月三日名列本公司之股東名冊的股東派付本年度末期股息，每股普通股4.0港仙。

The directors herein present their report and the audited financial statements of the Company and of the Group for the year ended 31 March 2011.

### PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The principal activities of its principal subsidiaries and principal associates are set out in notes 18 and 19 to the financial statements, respectively.

There were no significant changes in the nature of the Group's principal activities during the year.

### RESULTS AND DIVIDENDS

The Group's profit for the year ended 31 March 2011 and the state of affairs of the Company and of the Group at that date are set out in the financial statements on pages 42 to 166.

The directors recommend the payment of a final dividend of HK4.0 cents per ordinary share in respect of the year to shareholders on the register of members on 3 August 2011.



## 董事局報告 REPORT OF THE DIRECTORS

### 財務資料概要

下表概述本集團截至二零一一年三月三十一日止五個年度之綜合業績、資產、負債及非控股股東權益，此乃節錄自己公佈經審核財務報表。該概要並不構成經審核財務報表之一部份。

### SUMMARY FINANCIAL INFORMATION

The following table summarises the consolidated results, assets, liabilities and non-controlling interests of the Group for the five years ended 31 March 2011, as extracted from the published audited financial statements. The summary does not form part of the audited financial statements.

		二零一一年 2011 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000	二零零九年 2009 千港元 HK\$'000	二零零八年 2008 千港元 HK\$'000	二零零七年 2007 千港元 HK\$'000
本公司普通股股東 應佔溢利	Profit attributable to ordinary equity holders of the Company	373,441	271,424	346,675	107,411	43,983
總資產	Total assets	4,131,563	4,835,854	3,626,172	3,698,463	2,991,242
總負債	Total liabilities	2,202,148	2,550,838	1,691,480	2,205,079	1,751,510
本公司普通股股東 應佔權益	Equity attributable to ordinary equity holders of the Company	1,899,218	1,474,142	1,211,078	858,869	680,212
非控股股東權益	Non-controlling interests	30,197	810,874	723,614	634,515	559,520
		<u>4,131,563</u>	<u>4,835,854</u>	<u>3,626,172</u>	<u>3,698,463</u>	<u>2,991,242</u>

### 物業、機器及設備

本集團之物業、機器及設備於本年度內之變動詳情載於財務報表附註14。

### PROPERTY, PLANT AND EQUIPMENT

Details of movements in the Group's property, plant and equipment during the year are set out in note 14 to the financial statements.

### 投資物業

本集團之投資物業於本年度內之變動詳情載於財務報表附註15。本集團之投資物業於報告期末之進一步詳情載於年報第168頁。

### INVESTMENT PROPERTIES

Details of movements in the Group's investment properties during the year are set out in note 15 to the financial statements. Further particulars of the Group's investment properties at the end of the reporting period are set out on page 168 of the annual report.

### 發展中物業

本集團之發展中物業詳情載於財務報表附註16及年報第167頁。

### PROPERTIES UNDER DEVELOPMENT

Details of the Group's properties under development are set out in note 16 to the financial statements and on page 167 of the annual report.





## 董事局報告 REPORT OF THE DIRECTORS

### 持有供銷售之物業

本集團持有供銷售之物業詳情載於財務報表附註22。

### 股本及購股權

於本年度內，本公司股本及購股權之變動詳情載於財務報表附註33及34。

### 優先購買權

本公司之公司細則或百慕達法律均無有關本公司須按比例向現有股東發行新股之優先購買權之規定。

### 購買、贖回或出售本公司之上市證券

於本年度內，本公司或其任何附屬公司概無購買、贖回或出售本公司之任何上市證券。

### 儲備

本公司及本集團於本年度內之儲備變動詳情，分別載於財務報表附註35及綜合權益變動表。

### 可分派儲備

於報告期末，本公司按照一九八一年百慕達公司法計算可作分派之儲備達195,220,000港元，當中34,805,000港元擬作為本年度末期股息。此外，本公司之股份溢價賬557,630,000港元可按繳足紅股形式分派。

### 主要客戶及供應商

於回顧年度，本集團五大客戶之銷售額佔本年度銷售總額之36%，其中最大客戶之銷售額達16%。本集團五大供應商之採購額佔本年度總採購額之30%。

### PROPERTIES HELD FOR SALE

Details of the Group's properties held for sale are set out in note 22 to the financial statements.

### SHARE CAPITAL AND SHARE OPTIONS

Details of movements in the Company's share capital and share options during the year are set out in notes 33 and 34 to the financial statements.

### PRE-EMPTIVE RIGHTS

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

### PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

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

### RESERVES

Details of movements in the reserves of the Company and of the Group during the year are set out in note 35 to the financial statements and in the consolidated statement of changes in equity, respectively.

### DISTRIBUTABLE RESERVES

At the end of the reporting period, the Company's reserves available for distribution, calculated in accordance with the Bermuda Companies Act 1981, amounted to HK\$195,220,000, of which HK\$34,805,000 has been proposed as a final dividend for the year. In addition, the Company's share premium account, in the amount of HK\$557,630,000, may be distributed in the form of fully paid bonus shares.

### MAJOR CUSTOMERS AND SUPPLIERS

In the year under review, sales to the Group's five largest customers accounted for 36% of the total sales for the year and sales to the largest customer included therein amounted to 16%. Purchases from the Group's five largest suppliers accounted for 30% of the total purchases for the year.



## 董事局報告 REPORT OF THE DIRECTORS

### 董事

於本年度內，本公司之董事如下：

#### 執行董事：

張舜堯先生  
馮潮澤先生  
錢永勛先生  
郭敏慧小姐  
趙展鴻先生  
黃琦先生  
劉健輝先生

(於二零一零年十月一日起獲委任)

張任華先生

(於二零一零年十月一日起獲委任)

#### 獨立非執行董事：

范佐浩先生  
謝文彬先生  
龍子明先生

根據本公司之細則規定，趙展鴻先生、謝文彬先生、劉健輝先生及張任華先生將會退任，並將於即將召開之股東週年大會上膺選連任。

本公司已收到范佐浩先生、謝文彬先生及龍子明先生之年度獨立確認書，而於本報告日期，本公司仍然認為彼等為獨立人士。

### 董事及高層管理人員之簡歷

本公司董事及本集團高層管理人員之簡歷載於年報第10至第13頁。

### 董事之服務合約

建議於即將召開之股東週年大會上膺選連任之董事，概無與本公司訂立本公司不可於一年內終止而毋須支付補償(法定補償除外)之服務合約。

### DIRECTORS

The directors of the Company during the year were:

#### Executive directors:

Mr. Francis Cheung  
Mr. Fung Chiu Chak, Victor  
Mr. David Chien  
Miss Jennifer Kwok  
Mr. Chiu Chin Hung  
Mr. Wong Kay  
Mr. Lau Kin Fai

(appointment effective from 1 October 2010)

Mr. Harvey Jackel Cheung

(appointment effective from 1 October 2010)

#### Independent non-executive directors:

Mr. Fan Chor Ho, Paul  
Mr. Tse Man Bun  
Mr. Lung Chee Ming, George

In accordance with the Company's Bye-laws, Mr. Chiu Chin Hung, Mr. Tse Man Bun, Mr. Lau Kin Fai and Mr. Harvey Jackel Cheung will retire and being eligible, will offer themselves for re-election at the forthcoming annual general meeting.

The Company has received annual confirmations of independence from Mr. Fan Chor Ho, Paul, Mr. Tse Man Bun and Mr. Lung Chee Ming, George and as at the date of this report still considers them to be independent.

### DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the directors of the Company and the senior management of the Group are set out on pages 10 to 13 of the annual report.

### DIRECTORS' SERVICE CONTRACTS

No director proposed for re-election at the forthcoming annual general meeting has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

## 董事局報告 REPORT OF THE DIRECTORS

### 董事於合約之權益

除下文「關連交易」一節所披露者外，於本年度內，概無任何董事直接或間接在本公司或其附屬公司為訂約方而與本公司及其附屬公司之業務有關之任何重要合約中擁有重大權益。

### 董事及主要行政人員於股份及相關股份之權益及好倉

於報告期末，本公司董事及主要行政人員於本公司或其相聯法團（具有證券及期貨條例（「證券及期貨條例」）第XV部所賦予之涵義）之股本及相關股份中擁有本公司按證券及期貨條例第352條存置之登記冊所記錄，或根據上市發行人董事進行證券交易之標準守則（「標準守則」）須知會本公司及香港聯合交易所有限公司（「聯交所」）之權益及好倉如下：

#### (i) 於本公司普通股之好倉：

董事姓名	Name of directors	持有普通股股數及權益性質				總計	佔本公司 已發行股本 百分比 Percentage of the Company's issued share capital
		個人	公司	其他	Number of ordinary shares held and nature of interest		
		Personal	Corporate	Other	Total		
張舜堯先生	Mr. Francis Cheung	38,007,865	256,325,000 <sup>(1)</sup>	54,247,200 <sup>(2)</sup>	348,580,065	40.1	
馮潮澤先生	Mr. Fung Chiu Chak, Victor	74,867,600	—	—	74,867,600	8.6	
錢永勛先生	Mr. David Chien	100,271,020	—	—	100,271,020	11.5	
郭敏慧小姐	Miss Jennifer Kwok	20,000,000	—	—	20,000,000	2.3	
趙展鴻先生	Mr. Chiu Chin Hung	7,500,000	—	—	7,500,000	0.9	
黃琦先生	Mr. Wong Kay	12,765,000	—	—	12,765,000	1.5	
劉健輝先生	Mr. Lau Kin Fai	1,200,000	—	—	1,200,000	0.1	
張任華先生	Mr. Harvey Jackel Cheung	878,000	—	—	878,000	0.1	
謝文彬先生	Mr. Tse Man Bun	442,000	—	—	442,000	0.1	

附註：

- 該等股份由 Power Link Investments Limited 持有 171,237,000 股及 Long Billion International Limited 持有 85,088,000 股。該等公司均由張舜堯先生控制。
- 該等股份由張舜堯先生為創辦人之全權信託所持有。

### DIRECTORS' INTERESTS IN CONTRACTS

Save as disclosed below in the section headed "Connected Transactions", no director had a material interest, either directly or indirectly, in any contract of significance to the business of the Company and its subsidiaries to which the Company or any of its subsidiaries was a party during the year.

### DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND LONG POSITIONS IN SHARES AND UNDERLYING SHARES

At the end of the reporting period, the interests and long positions of the directors and chief executive of the Company in the share capital and underlying shares of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise 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 (the "Model Code"), were as follows:

#### (i) Long positions in ordinary shares of the Company:

Notes:

- 171,237,000 shares were held by Power Link Investments Limited and 85,088,000 shares were held by Long Billion International Limited. Both of these companies are controlled by Mr. Francis Cheung.
- Such shares were held by a discretionary trust, the founder of which is Mr. Francis Cheung.



## 董事局報告 REPORT OF THE DIRECTORS

董事及主要行政人員於股份及  
相關股份之權益及好倉 (續)DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND LONG  
POSITIONS IN SHARES AND UNDERLYING SHARES (Cont'd)

(ii) 於本公司相聯法團股份之好倉：

(ii) Long positions in shares of associated corporations of the  
Company:

董事姓名 Name of directors	相聯法團名稱 Name of associated corporations	持有普通股股數及權益性質 Number of ordinary shares held and nature of interest		
		個人 Personal	公司 Corporate	總計 Total
馮潮澤先生 Mr. Fung Chiu Chak, Victor	泰昇建築工程有限公司 Tysan Building Construction Company Limited	—	5,202,000 <sup>(1)</sup>	5,202,000
	泰昇工程服務有限公司 Tysan Engineering Company Limited	800	—	800
	泰昇貿易有限公司 Tysan Trading Company Limited	26	—	26
郭敏慧小姐 Miss Jennifer Kwok	泰昇貿易有限公司 Tysan Trading Company Limited	24	—	24
	黃琦先生 Mr. Wong Kay	2,200	—	2,200
張任華先生 Mr. Harvey Jackel Cheung	泰昇建築工程有限公司 Tysan Building Construction Company Limited	—	5,202,000 <sup>(1)</sup>	5,202,000

附註：

Note:

1. 該等股份由馮潮澤先生擁有60%，及張任華先生擁有40%之Victor Create Limited持有。

1. These shares were held by Victor Create Limited which was owned as to 60% by Mr. Fung Chiu Chak, Victor, and as to 40% by Mr. Harvey Jackel Cheung.



**董事局報告 REPORT OF THE DIRECTORS****董事及主要行政人員於股份及相關股份之權益及好倉 (續)**

(iii) 於本公司購股權之好倉：

錢永勛先生  
劉健輝先生

除上文所述者外，若干董事僅就符合公司股東人數之最低規定為本公司持有若干附屬公司之非實益個人股權權益。

除上文所披露者外，於二零一一年三月三十一日，本公司各董事或主要行政人員概無於本公司或其任何相聯法團之股份、相關股份或債券中擁有根據證券及期貨條例第352條須記錄，或根據標準守則須知會本公司及聯交所之權益或淡倉。

**董事及主要行政人員購買股份或債券之權利**

除上文「董事及主要行政人員於股份及相關股份之權益及好倉」及下文「購股權計劃」一節所披露者外，於本年度內任何時間，概無授予任何董事或彼等各自之配偶或未成年子女或主要行政人員透過購買本公司股份或債券之方法而獲得利益之權利，而彼等亦無行使任何該等權利，本公司或其任何附屬公司概無訂立任何安排，致使董事可購買任何其他法人團體之該等權利。

**DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND LONG POSITIONS IN SHARES AND UNDERLYING SHARES (Cont'd)**

(iii) Long positions in share options of the Company:

董事姓名 Name of directors	直接實益擁有的購股權數目 Number of options directly beneficially owned
Mr. David Chien	750,000
Mr. Lau Kin Fai	2,000,000

In addition to the above, certain directors have non-beneficial personal equity interests in certain subsidiaries held for the benefit of the Company solely for the purpose of complying with the minimum company membership requirements.

Save as disclosed above, as at 31 March 2011, none of the directors or chief executive of the Company had registered an interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations that was required to be recorded pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

**DIRECTORS' AND CHIEF EXECUTIVE'S RIGHTS TO ACQUIRE SHARES OR DEBENTURES**

Apart from as disclosed under the heading "Directors' and Chief Executive's Interests and Long Positions in Shares and Underlying Shares" above and in the section "Share Option Scheme" below, at no time during the year were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any director or their respective spouse or minor children or chief executive or were any such rights exercised by them; or was the Company or any of its subsidiaries a party to any arrangement to enable the directors to acquire such rights in any other body corporate.

董事局報告 REPORT OF THE DIRECTORS

購股權計劃

本公司設立一項購股權計劃(「計劃」)，向為本集團成功營運作出貢獻之合資格參與者提供獎勵及回報。計劃之詳情載於財務報表附註34。

下表披露本公司年內尚未行使之購股權之變動：

SHARE OPTION SCHEME

The Company operates a share option scheme (the "Scheme") for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Further details of the Scheme are disclosed in note 34 to the financial statements.

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

參與者 姓名或類別 Name or category of participant	購股權數目 Number of share options						於 二零一一年 三月 三十一日 At 31 March 2011	購股權之 授出日* Date of grant of share options*	購股權之 行使期限* Exercise period of share options*	購股權之 行使價格*** Exercise price of share options*** 每港元 HK\$ per share
	於 二零一零年 四月一日 At 1 April 2010	年內授出 Granted during the year	年內行使 Exercised during the year	年內到期 Expired during the year	年內失效 Lapsed during the year	年內失效 Lapsed during the year				
董事 Directors										
張舜堯先生 Mr. Francis Cheung	2,000,000	—	(2,000,000)	—	—	—	二零零七年 八月二十四日* 24-8-2007*	二零零七年 八月二十四日至 二零一一年 八月二十三日* 24-8-2007 to 23-8-2011*	0.82	
馮潮澤先生 Mr. Fung Chiu Chak Victor	8,000,000	—	(8,000,000)	—	—	—	二零零七年 八月二十四日* 24-8-2007*	二零零七年 八月二十四日至 二零一一年 八月二十三日* 24-8-2007 to 23-8-2011*	0.82	
錢永勳先生 Mr. David Chien	1,500,000	—	(750,000)	—	—	750,000	二零零七年 八月二十四日* 24-8-2007*	二零零七年 八月二十四日至 二零一一年 八月二十三日* 24-8-2007 to 23-8-2011*	0.82	
郭敏慧小姐 Miss Jennifer Kwok	3,500,000	—	(3,500,000)	—	—	—	二零零七年 八月二十四日* 24-8-2007*	二零零七年 八月二十四日至 二零一一年 八月二十三日* 24-8-2007 to 23-8-2011*	0.82	

**董事局報告 REPORT OF THE DIRECTORS**
**購股權計劃 (續)**
**SHARE OPTION SCHEME (Cont'd)**

參與者 姓名或類別 Name or category of participant	購股權數目 Number of share options					於 二零一一年 三月 三十一日 At 31 March 2011	購股權之 授出日* Date of grant of share options*	購股權之 行使期限* Exercise period of share options*	購股權之 行使價格*** Exercise price of share options*** 每股港元 HK\$ per share
	於 二零一零年 四月一日 At 1 April 2010	年內授出 Granted during the year	年內行使 Exercised during the year	年內到期 Expired during the year	年內失效 Lapsed during the year				
<b>董事</b> Directors									
趙展鴻先生 Mr. Chiu Chin Hung	2,500,000	—	(2,500,000)	—	—	二零零七年 八月二十四日* 24-8-2007*	二零零七年 八月二十四日至 二零一一年 八月二十三日* 24-8-2007 to 23-8-2011*	0.82	
黃琦先生 Mr. Wong Kay	5,000,000	—	(5,000,000)	—	—	二零零七年 八月二十四日* 24-8-2007*	二零零七年 八月二十四日至 二零一一年 八月二十三日* 24-8-2007 to 23-8-2011*	0.82	
張任華先生 Mr. Harvey Jackel Cheung	800,000	—	(800,000)	—	—	二零零七年 八月二十四日* 24-8-2007*	二零零七年 八月二十四日至 二零一一年 八月二十三日* 24-8-2007 to 23-8-2011*	0.82	
劉健輝先生 Mr. Lau Kin Fai	—	3,000,000	(1,000,000)	—	2,000,000	二零一零年 九月十七日** 17-9-2010**	二零一零年 九月十七日至 二零一三年 九月十六日** 17-9-2010 to 16-9-2013**	1.46	
<b>其他僱員</b> Other employees									
合計 In aggregate	3,050,000	—	(1,250,000)	—	—	1,800,000 二零零七年 八月二十四日* 24-8-2007*	二零零七年 八月二十四日至 二零一一年 八月二十三日 24-8-2007* to 23-8-2011*	0.82	
	<u>26,350,000</u>	<u>3,000,000</u>	<u>(24,800,000)</u>	<u>—</u>	<u>—</u>	<u>4,550,000</u>			

董事局報告 REPORT OF THE DIRECTORS

購股權計劃 (續)

本公司年內尚未行使之購股權之變動表之附註：

- \* 自授出日起至二零零八年八月二十三日(包括當日)期間每位承授人可行使不超過25%之購股權。此後，自二零零八年八月二十四日起至二零零九年八月二十三日(包括當日)期間每位承授人可行使購股權之百分比增加至50%；自二零零九年八月二十四日起至二零一零年八月二十三日(包括當日)期間每位承授人可行使購股權之百分比再增加至75%及自二零一零年八月二十四日起至二零一一年八月二十三日(包括當日)期間每位承授人可行使購股權之百分比增加至100%。
- \*\* 自授出日期起至二零一一年九月十六日(包括當日)期間承授人可行使不超過33.33%之購股權。此後，自二零一一年九月十七日起至二零一二年九月十六日(包括當日)期間承授人可行使購股權之百分比增加至66.67%及自二零一二年九月十七日起至二零一三年九月十六日(包括當日)期間承授人可行使購股權之百分比增加至100%。
- \*\*\* 購股權之行使價格須就供股或紅股發行或本公司股本中其他類似變動而作出調整。
- \*\*\*\* 年內，本公司股份於緊接購股權授出日前之加權平均收市價為1.32港元。

於二零零七年八月二十四日授出之購股權獲承授人於二零零七年八月三十日至二零零七年九月二十七日期間接納。

於二零一零年九月十七日授出之購股權獲承授人於二零一零年九月二十二日接納。

除上文披露者外，於截至二零一一年三月三十一日止年度內任何時間，概無授予任何董事或其各自的配偶或未成年子女、或主要行政人員透過購買本公司股份或債券而獲得利益之權利，而彼等亦無行使任何該等權利，本公司或其任何附屬公司概無訂立任何協議，致使本公司董事可取得任何其他法人團體之該等權利。

SHARE OPTION SCHEME (Cont'd)

Notes to the table of share options outstanding during the year:

- \* Each grantee is allowed to exercise up to 25% of the share options granted from the date of grant up to and including 23 August 2008. Thereafter, the percentage of the share options which may be exercised by each grantee is increased to 50% for the period from 24 August 2008 up to and including 23 August 2009, further to 75% for the period from 24 August 2009 up to and including 23 August 2010, and further to 100% for the period from 24 August 2010 up to and including 23 August 2011.
- \*\* The grantee is allowed to exercise up to 33.33% of share options granted from the date of grant up to and including 16 September 2011. Thereafter, the percentage of the share options which may be exercised by the grantee is increased to 66.67% for the period from 17 September 2011 up to and including 16 September 2012, and further to 100% for the period from 17 September 2012 up to and including 16 September 2013.
- \*\*\* The exercise price of the share options is subject to adjustment in the case of rights or bonus issues, or other similar changes in the Company's share capital.
- \*\*\*\* The weighted average closing price of the Company's shares immediately before the date on which the options were exercised was HK\$1.32 per share.

The options offered on 24 August 2007 were accepted by the offerees between 30 August 2007 and 27 September 2007.

The options offered on 17 September 2010 were accepted by the offeree on 22 September 2010.

Save for the above, at no time during the year ended 31 March 2011 were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any director or their respective spouse or minor children, or chief executives or were any such rights exercised by them, or was the Company or any of its subsidiaries a party to any arrangement to enable the directors to acquire such rights in any other body corporate.



## 董事局報告 REPORT OF THE DIRECTORS

### 主要股東於股份及相關股份之權益

於報告期末，按本公司根據證券及期貨條例第336條須存置之股東權益記錄持有本公司已發行股本5%以上之權益如下：

於本公司普通股之好倉：

### SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES AND UNDERLYING SHARES

At the end of the reporting period, the following interests of more than 5% of the issued share capital of the Company were recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO:

Long positions in ordinary shares of the Company:

名稱	Name	持有 普通股股數 Number of ordinary shares held	佔本公司已發行 股本百分比 Percentage of the Company's issued share capital
Power Link Investments Limited <sup>(1)</sup>	Power Link Investments Limited <sup>(1)</sup>	171,237,000	19.7
Eastern Glory Development Limited <sup>(2)</sup>	Eastern Glory Development Limited <sup>(2)</sup>	256,325,000	29.5
Goldcrest Enterprises Limited <sup>(2)</sup>	Goldcrest Enterprises Limited <sup>(2)</sup>	256,325,000	29.5
Bofield Holdings Limited <sup>(2)</sup>	Bofield Holdings Limited <sup>(2)</sup>	256,325,000	29.5
Long Billion International Limited <sup>(1)</sup>	Long Billion International Limited <sup>(1)</sup>	85,088,000	9.8

附註：

(1) 上述Power Link Investments Limited及Long Billion International Limited之權益亦為於上文「董事及主要行政人員於股份及相關股份之權益及好倉」一節所披露張舜堯先生之公司權益。

(2) 該等人士透過彼等於Power Link Investments Limited及Long Billion International Limited之股本權益被視為於256,325,000股股份中擁有權益。

Notes:

(1) The above interests of Power Link Investments Limited and Long Billion International Limited have also been disclosed as corporate interests of Mr. Francis Cheung in the section headed "Directors' and Chief Executive's Interests and Long Positions in Shares and Underlying Shares" above.

(2) These parties were deemed to have interests in the 256,325,000 shares by virtue of their equity interests in Power Link Investments Limited and Long Billion International Limited.

除前述者外，於二零一一年三月三十一日，概無人士(上文「董事及主要行政人員於股份及相關股份之權益及好倉」一節所述權益之本公司董事及主要行政人員除外)已登記擁有本公司股份或相關股份中須根據證券及期貨條例第336條予以記錄之權益或淡倉。

Apart from the foregoing, as at 31 March 2011, no person, other than the directors and chief executive of the Company, whose interests are set out in the section headed "Directors' and Chief Executive's Interests and Long Positions in Shares and Underlying Shares" above, had registered an interest or short position in the shares or underlying shares of the Company that was required to be recorded pursuant to Section 336 of the SFO.



## 董事局報告 REPORT OF THE DIRECTORS

## 關連交易

## (a) 不獲豁免持續關連交易

於二零零九年十月二十一日，泰昇地基工程有限公司（「泰昇地基工程」）、泰昇建築（澳門）有限公司（「泰昇建築（澳門）」）、泰昇建築工程有限公司（「泰昇建築工程」）及泰昇工程服務有限公司（「泰昇工程服務」）訂立總協議（「總協議」），以管理由二零零九年四月一日至二零一二年三月三十一日止三年期間該等公司（包括彼等之附屬公司）之間之業務關係及工程分判。

截至二零一一年三月三十一日止年度，上述公司之間已訂立下列分判工程：

- (i) 泰昇建築工程已分判約93,200,000港元之地基工程予泰昇地基工程；及
- (ii) 泰昇建築工程已分判約6,200,000港元之建築工程及機械工程予泰昇工程服務之附屬公司泰昇工程（香港）有限公司（「泰昇工程（香港）」）。

該等交易乃由該等公司根據協議之條款於正常及日常業務過程中訂立，並按一般商業條款進行，而該等交易之金額並無超過總協議所指定之上限金額。該等交易已由本公司獨立非執行董事審閱，並獲本公司董事局批准。

## CONNECTED TRANSACTIONS

(a) *Non-exempt continuing connected transaction*

On 21 October 2009, Tysan Foundation Limited ("TFL"), Tysan Construction (Macau) Limited ("TCM"), Tysan Building Construction Company Limited ("TBC") and Tysan Engineering Company Limited ("TEC") entered into a master agreement (the "Master Agreement") to regulate the business relationship and subcontracting of works among them (including their subsidiaries) for a three years' period from 1 April 2009 to 31 March 2012.

During the year ended 31 March 2011, the following subcontracting works were entered into amongst the companies mentioned above:

- (i) TBC subcontracted foundation works of approximately HK\$93.2 million to TFL; and
- (ii) TBC subcontracted engineering and mechanical works of approximately HK\$6.2 million to Tysan Engineering (HK) Company Limited ("TEHK"), a subsidiary of TEC.

These transactions were entered into by the companies in their ordinary and usual course of business in accordance with the terms of the agreements, conducted on normal commercial terms and the amounts of these transactions did not exceed the cap amounts as prescribed in the Master Agreement. These transactions had been reviewed by the independent non-executive directors and approved by the Company's board of directors.



董事局報告 REPORT OF THE DIRECTORS

關連交易 (續)

(a) 不獲豁免持續關連交易 (續)

泰昇地基工程及泰昇建築(澳門)均為本公司之全資附屬公司。泰昇建築工程為本公司之聯營公司。泰昇建築工程由本公司擁有49%及馮潮澤先生(「馮先生」)所控制之公司擁有51%。泰昇工程服務為本公司之非全資附屬公司。泰昇工程服務由本公司擁有70%、馮先生擁有8%及黃琦先生(「黃先生」)擁有22%。由於馮先生及黃先生均為本公司之董事，故根據聯交所證券上市規則(「上市規則」)，泰昇建築工程及泰昇工程服務(包括彼等之附屬公司)均為本公司之關連人士。因此，根據上市規則，上述交易構成本公司之關連交易。

(b) 續訂租賃協議

於二零零七年十月二十九日，剛毅投資有限公司(「剛毅」)與隆俊發展有限公司(由本公司一名執行董事錢永勳先生擁有50%權益)訂立一項租賃協議，內容有關租賃位於上海的一項辦公室物業，租期為兩年，由二零零七年八月一日起至二零零九年七月三十一日止。於二零零九年七月三十一日後並無續訂協議。剛毅繼續按協議所列價格租賃辦公室物業，直至二零一零年十月十五日。租賃協議乃經公平磋商並按一般商業條款進行，屬公平合理，且反映現時市場租金及狀況。

CONNECTED TRANSACTIONS (Cont'd)

(a) Non-exempt continuing connected transaction (Cont'd)

Both TFL and TCM are wholly-owned subsidiaries of the Company. TBC is an associate of the Company. TBC is owned as to 49% by the Company and 51% by a company controlled by Mr. Fung Chiu Chak, Victor ("Mr. Fung"). TEC is a non wholly-owned subsidiary of the Company. TEC is owned as to 70% by the Company, 8% by Mr. Fung and 22% by Mr. Wong Kay ("Mr. Wong"). As both Mr. Fung and Mr. Wong are directors of the Company, TBC and TEC (including their subsidiaries) are connected persons of the Company under the Rules Governing the Listing of Securities (the "Listing Rules") on the Stock Exchange. Thus, the transactions mentioned above constitute connected transactions for the Company under the Listing Rules.

(b) Renewal of tenancy agreement

On 29 October 2007, Great Regent Investments Limited ("Great Regent") entered into a tenancy agreement with Land Smart Development Limited, a company owned as to 50% by Mr. David Chien, an executive director of the Company, in respect of a lease for an office property at Shanghai for a two-year period from 1 August 2007 to 31 July 2009. No renewal of the agreement was made after 31 July 2009. Great Regent continued to lease the office property at the same rate as stated in the agreement till 15 October 2010. The tenancy agreement was negotiated at arm's length and was on normal commercial terms, fair and reasonable and reflecting the prevailing market rental and conditions.



## 董事局報告 REPORT OF THE DIRECTORS

## 關連交易 (續)

## (c) 收購非控股股東權益及出售附屬公司

於二零一零年八月十八日，本公司當時非全資附屬公司Consco Investment Company Limited(「Consco」)以167,766,000港元向天津國際大廈有限公司非控股股東天津建工集團(控股有限公司)(「天津建工」)收購其於天津國際大廈有限公司之20%股權(「收購事項」)。

於二零一零年六月十二日，本公司之非全資附屬公司津港開發有限公司(「津港開發」)、本公司之全資附屬公司Stonehill Limited(「Stonehill」)及第三方天安(天津)投資有限公司(「天安(天津)投資」)與一名獨立第三方訂立出售協議，向其出售彼等於本公司非全資附屬公司Consco及其附屬公司天津國際大廈有限公司的全部股權及其股東貸款的權利及權益(「出售事項」)。出售事項已於二零一零年十月二十九日完成。交易之詳情載於財務報表附註40(a)。

天津建工為本公司非全資附屬公司天津國際大廈有限公司的主要股東(持有其20%股權)。因此，根據上市規則，天津建工為本公司的關聯人士，及根據上市規則第14A.13(1)條，收購事項為本公司一項關聯交易。

天安(天津)投資為本公司非全資附屬公司Consco的主要股東。因此，根據上市規則，天安(天津)投資為本公司的關連人士，故根據上市規則第14A.13(6)條，出售事項為本公司一項關連交易。

## CONNECTED TRANSACTIONS (Cont'd)

## (c) Acquisition of non-controlling interest and disposal of subsidiaries

On 18 August 2010, Consco Investment Company Limited ("Consco"), a then non wholly-owned subsidiary of the Company, acquired additional 20% interest in its subsidiary, Tianjin International Building Company Limited ("TIBC") from Tianjin Construction Engineering Group (Holding) Co. Ltd. ("TCE"), the non-controlling interest of TIBC, at a consideration of HK\$167,766,000 (the "Acquisition").

On 12 June 2010, Tianjin Development Company Limited, a non wholly-owned subsidiary of the Company, Stonehill Limited, a wholly-owned subsidiary of the Company, and Tian An (Tianjin) Investment Company Limited ("TAIC"), a third party, entered into a disposal agreement to dispose of all of their equity interest in and the rights and benefits in the shareholders' loan to Consco, and its subsidiary, TIBC, to an independent third party ("the Disposal"). The Disposal was completed on 29 October 2010. Further details of the transaction are included in note 40(a) to the financial statements.

TCE is a substantial shareholder of TIBC (holding 20% equity interest thereof), a non wholly-owned subsidiary of the Company. Therefore TCE is a connected person of the Company under the Listing Rules, and the Acquisition is a connected transaction of the Company under Rule 14A.13(1) of the Listing Rules.

TAIC is a substantial shareholder of Consco which is a non wholly-owned subsidiary of the Company. Accordingly, TAIC is a connected person of the Company under the Listing Rules, and the Disposal is a connected transaction of the Company under Rule 14A.13(6) of the Listing Rules.





董事局報告 REPORT OF THE DIRECTORS

關連交易 (續)

(d) 收購非控股股東權益

於二零一零年十一月十五日，本公司一間全資附屬公司頓肯房地產有限公司與當時擁有60%權益的附屬公司(即(a)華園國際有限公司及其附屬公司上海華園國際房地產開發經營有限公司、(b) Allbright Investment Limited及其附屬公司紅光投資有限公司及上海頓肯房地產諮詢有限公司、(c) Ironwood Pacific Limited及其附屬公司海逸投資有限公司、(d) Federated Resources Limited及其附屬公司佳利威有限公司及上海長寧頓肯房地產開發經營有限公司及(e) Beneficial Enterprises Limited及其附屬公司資盛行有限公司、頓肯物業管理(上海)有限公司及百豐顧問有限公司(統稱「當時擁有60%權益的附屬公司」))各自的非控股權益持有人(「賣方」)訂立買賣協議，以向賣方收購40%股權及股東貸款的權利及利益。交易之其他詳情載於財務報表附註18。

CONNECTED TRANSACTIONS (Cont'd)

(d) Acquisition of non-controlling interests

On 15 November 2010, a wholly-owned subsidiary of the Company, Duncan Properties Limited, entered into a sale and purchase agreement with non-controlling equity holders (the "Vendors") of each of then 60%-owned subsidiaries, (a) China Garden International Limited and its subsidiary, Shanghai China Garden International Real Estate Development & Management Company Limited, (b) Allbright Investment Limited and its subsidiaries, Red Shine Investment Limited and Shanghai Duncan Property Consulting Company Limited, (c) Ironwood Pacific Limited and its subsidiary, Hiat Investment Limited, (d) Federated Resources Limited and its subsidiaries, Carriway Limited and Shanghai Changning Duncan Property Development Company Limited, and (e) Beneficial Enterprises Limited and its subsidiaries, Fund House Limited, Duncan Property Management (Shanghai) Company Limited and Bestful Consultants Limited, (collectively known as "Then 60%-owned Subsidiaries") to acquire from the Vendors 40% equity interest and the rights and benefits in the shareholders' loans. Further details of the transaction are included in note 18 to the financial statements.



## 董事局報告 REPORT OF THE DIRECTORS

### 關連交易 (續)

#### (d) 收購非控股股東權益(續)

賣方分別為當時擁有60%權益的附屬公司已發行股份40%的註冊擁有人，故賣方為當時擁有60%權益的附屬公司的主要股東。因此，根據上市規則第1.01條及14A.11(1)條，賣方為本公司的關連人士。根據上市規則第14A.13(1)條，收購事項屬於本公司的關連交易。

獨立非執行董事已根據上市規則第14A.37條審閱該等持續關連交易，並確認該等持續關連交易：

- (1) 於本集團日常過程及一般業務過程中訂立；
- (2) 按一般商業條款或不遜於本集團向或獲獨立第三方提供者的條款訂立；及
- (3) 根據監管該等持續關連交易的有關協議按公平合理及合乎本公司整體股東利益的條款訂立。

上述於回顧年度有關持續關連交易的金額(如適用)並無超過該等交易的年度上限。

董事確認本公司於回顧年度已就上述持續關連交易遵守上市規則第14A章所載的披露規定。

### CONNECTED TRANSACTIONS (Cont'd)

#### (d) Acquisition of non-controlling interests (Cont'd)

The Vendors are respectively the registered owner of 40% of the issued shares in each of the Then 60%-owned subsidiaries. The vendors are therefore substantial shareholders of the Then 60% owned subsidiaries, and accordingly are connected persons of the Company under Rules 1.01 and 14A.11(1) of the Listing Rules. The Acquisition therefore constitutes a connected transaction of the Company under Rule 14A.13(1) of the Listing Rules.

Pursuant to Rule 14A.37 of the Listing Rules, the independent non-executive directors have reviewed these continuing connected transactions and confirmed that these continuing connected transactions have been entered into:

- (1) in the ordinary and usual course of business of the Group;
- (2) on normal commercial terms or terms no less favourable to the Group than terms available to or from independent third parties; and
- (3) in accordance with the relevant agreements governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

The amounts in respect of the continuing connected transactions mentioned above during the year under review have not exceeded the annual cap, where appropriate, for the transactions.

In respect of the continuing connected transactions mentioned above, the directors confirm that the Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules during the year under review.



## 董事局報告 REPORT OF THE DIRECTORS

### 關連交易 (續)

本公司已接獲本公司核數師安永會計師事務所的函件，遵照香港會計師公會發出的《香港審驗應聘服務準則3000》的「歷史財務資料審計或審閱以外的審驗應聘」並參照《實務說明》第740號「關於香港《上市規則》所述持續關連交易的核數師函件」而對本集團持續關連交易作出匯報。安永會計師事務所已根據上市規則第14A.38條就本集團披露的持續關連交易發出載有其發現和結論的函件，其中指出：

- (1) 該等交易已獲本公司董事局批准；
- (2) 該等交易乃根據監管該等交易的有關協議訂立及進行；及
- (3) 該等交易的年度金額並無超出本公司日期為二零零九年十一月九日的公佈所披露的上限(如適用)。

### 根據上市規則第 13.21 條之披露

根據上市規則第13.21條之披露規定，以下披露乃就本公司一項貸款協議而提供，有關協議載有本公司控股股東履行責任之契諾。根據本公司及本公司一間全資附屬公司與由銀行及金融機構組成之銀團於二零一零年二月二十四日就一筆為數300,000,000港元之五年期貸款融資訂立之融資協議，倘本公司控股股東張舜堯先生不再擁有及控制(無論直接或間接)合共至少30%的本公司股權及投票權，則會導致協議終止。

### 足夠公眾持股量

根據本公司所得公開資料及據董事所知，於本報告日期，本公司全部已發行股本最少25%乃由公眾人士持有。

### CONNECTED TRANSACTIONS (Cont'd)

The Company has also received a letter from Ernst & Young, the Company's auditors, to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 *Assurance Engagements Other Than Audits or Reviews of Historical Financial Information* and with reference to Practice Note 740 *Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules* issued by the Hong Kong Institute of Certified Public Accountants. Ernst & Young have issued their unqualified letter containing their findings and conclusions in respect of the continuing connected transactions disclosed above by the Group in accordance with Rule 14A.38 of the Listing Rules and stating that:

- (1) the transactions have received the approval of the Company's board of directors;
- (2) the transactions have been entered into and conducted in accordance with the relevant agreements governing the transactions; and
- (3) the annual amounts of the transactions have not exceeded the cap, where appropriate, disclosed in the announcement of the Company dated 9 November 2009.

### DISCLOSURES PURSUANT TO RULE 13.21 OF THE LISTING RULES

In accordance with the disclosure requirements of Rule 13.21 of the Listing Rules, the following disclosures are included in respect of one of the Company's loan agreements, which contains covenants requiring performance obligations of the controlling shareholder of the Company. Pursuant to a facility agreement entered into by the Company and a wholly-owned subsidiary of the Company with a syndicate of banks and financial institutions on 24 February 2010 for a five-year term loan facility of up to HK\$300,000,000, a termination event would arise if Mr. Francis Cheung, the controlling shareholder of the Company, ceased to own and control either directly or indirectly in aggregate at least 30% of the shareholdings and voting rights in the Company.

### SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the directors, at least 25% of the Company's total issued share capital was held by the public as at the date of this report.

董事局報告 REPORT OF THE DIRECTORS

報告期後事件

本集團於報告期後之重大事件之詳情載於財務報表附註45。

核數師

安永會計師事務所任滿告退，有關續聘其為本公司核數師之決議案，將於即將召開之股東週年大會上提呈。

EVENT AFTER THE REPORTING PERIOD

Details of the significant event after the reporting period of the Group are set out in note 45 to the financial statements.

AUDITORS

Ernst & Young retire and a resolution for their reappointment as auditors of the Company will be proposed at the forthcoming annual general meeting.

承董事局命

BY ORDER OF THE BOARD

張舜堯  
主席

FRANCIS CHEUNG  
*Chairman*

香港  
二零一一年六月十五日

Hong Kong  
15 June 2011



**獨立核數師報告 INDEPENDENT AUDITORS' REPORT****ERNST & YOUNG**  
**安 永**

致泰昇集團控股有限公司股東  
(於百慕達註冊成立之有限公司)

本核數師(「我們」)已審計列載於第42頁至166頁泰昇集團控股有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表，此綜合財務報表包括二零一一年三月三十一日的綜合及公司財務狀況表與截至該日止年度的綜合損益表、綜合全面收益表、綜合權益變動表和綜合現金流量表，以及主要會計政策概要及其他附註解釋資料。

**董事就綜合財務報表須承擔的責任**

董事須負責根據香港會計師公會頒佈的《香港財務報告準則》及香港《公司條例》的披露規定編製綜合財務報表，以令綜合財務報表作出真實而公平的反映，及落實其認為編製綜合財務報表所必要的內部控制，以使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

**核數師的責任**

我們的責任是根據我們的審計對該等綜合財務報表作出意見。我們已根據百慕達一九八一年《公司法》第90條規定僅為全體股東編製，而不可作其他用途。我們概不就本報告書的內容對任何其他人士負責或承擔法律責任。

To the shareholders of Tysan Holdings Limited  
(Incorporated in Bermuda with limited liability)

We have audited the consolidated financial statements of Tysan Holdings Limited (the "Company") and its subsidiaries (together the "Group") set out on pages 42 to 166, which comprise the consolidated and company statements of financial position as at 31 March 2011, and the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

**DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS**

The directors of the Company are responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

**AUDITORS' RESPONSIBILITY**

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. Our report is made solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Act 1981, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.



## 獨立核數師報告 INDEPENDENT AUDITORS' REPORT

### 核數師的責任 (續)

我們已根據香港會計師公會頒佈的《香港審計準則》進行審計。該等準則要求我們遵守道德規範，並規劃及執行審計，以合理確定綜合財務表是否不存任何重大錯誤陳述。

審計涉及執行政序以獲取有關綜合財務報表所載金額及披露資料的審計憑證。所選定的程序取決於核數師的判斷，包括評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險。在評估該等風險時，核數師考慮與該公司編製綜合財務報表以作出真實而公平的反映相關的內部控制，以設計適當的審計程序，但目的並非對公司內部控制的有效性發表意見。審計亦包括評價董事所採用會計政策的合適性及所作出會計估計的合理性，以及評價綜合財務報表的整體列報方式。

我們相信，我們所獲得的審計憑證能充足和適當地為我們的審計意見提供基礎。

### 意見

我們認為，該等綜合財務報表已根據《香港財務報告準則》真實而公平地反映貴公司及貴集團於二零一一年三月三十一日的事務狀況及貴集團截至該日止年度的利潤及現金流量，並已按照香港《公司條例》的披露規定妥為編製。

安永會計師事務所  
執業會計師  
香港  
中環  
金融街8號  
國際金融中心2期18樓

二零一一年六月十五日

### AUDITORS' RESPONSIBILITY (Cont'd)

We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the entity's preparation of consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 March 2011, and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

Ernst & Young  
Certified Public Accountants  
18/F., Two International Finance Centre  
8 Finance Street  
Central  
Hong Kong

15 June 2011

**綜合損益表 CONSOLIDATED INCOME STATEMENT**

Year ended 31 March 2011 截至二零一一年三月三十一日止年度

			二零一一年 2011 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000
收益	REVENUE	5	2,659,768	2,134,517
銷售成本	Cost of sales		(2,065,992)	(1,415,300)
毛利	Gross profit		593,776	719,217
其他收入及盈利	Other income and gains	5	188,267	30,754
銷售支出	Selling expenses		(18,847)	(18,884)
行政支出	Administrative expenses		(51,698)	(43,475)
投資物業公平值 之變動	Changes in fair value of investment properties	15	17,899	71,840
其他支出，淨額	Other expenses, net		(11,380)	(5,200)
融資成本	Finance costs	6	(10,364)	(11,721)
聯營公司應佔溢利	Share of profits of associates		4,318	277
除稅前溢利	PROFIT BEFORE TAX	7	711,971	742,808
所得稅開支	Income tax expense	10	(295,587)	(353,860)
本年度溢利	PROFIT FOR THE YEAR		416,384	388,948
下列各項應佔：	Attributable to:			
本公司普通股股東	Ordinary equity holders of the Company	11	373,441	271,424
非控股股東權益	Non-controlling interests		42,943	117,524
			416,384	388,948
本公司普通股股東 應佔每股盈利	EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY	13		
基本	Basic		43.84 港仙	32.34 港仙
攤薄	Diluted		43.48 港仙	32.09 港仙

股息詳情披露於財務報表附註12。

Details of the dividends are disclosed in note 12 to the financial statements.

綜合全面收益表 CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

Year ended 31 March 2011 截至二零一一年三月三十一日止年度

		二零一一年 2011 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000
年內溢利	PROFIT FOR THE YEAR	416,384	388,948
其他全面收益	OTHER COMPREHENSIVE INCOME		
換算海外附屬公司 財務報表產生之 匯兌差額	Exchange difference on translation of financial statements of overseas subsidiaries	79,002	16,203
年內其他全面收益， 扣除稅項	OTHER COMPREHENSIVE INCOME FOR THE YEAR, NET OF TAX	79,002	16,203
年內全面收益總額	TOTAL COMPREHENSIVE INCOME FOR THE YEAR	495,386	405,151
下列各項應佔：	Attributable to:		
本公司普通股股東	Ordinary equity holders of the Company	434,280	280,361
非控股股東權益	Non-controlling interests	61,106	124,790
		495,386	405,151



**綜合財務狀況表 CONSOLIDATED STATEMENT OF FINANCIAL POSITION**

31 March 2011 二零一一年三月三十一日

			二零一一年 三月三十一日 31 March 2011 附註 Notes 千港元 HK\$'000	二零一零年 三月三十一日 31 March 2010 千港元 HK\$'000 (經重列) (Restated)	二零零九年 四月一日 1 April 2009 千港元 HK\$'000 (經重列) (Restated)
<b>非流動資產</b>	<b>NON-CURRENT ASSETS</b>				
物業、機器及設備	Property, plant and equipment	14	305,823	284,777	282,686
投資物業	Investment properties	15	411,464	1,258,540	1,206,160
發展中物業	Properties under development	16	275,574	346,769	309,862
已付訂金	Deposits paid	17	388,037	353,514	348,835
聯營公司權益	Interests in associates	19	30,348	19,632	—
其他資產	Other assets		1,090	1,020	1,000
遞延稅項資產	Deferred tax assets	32	100,146	63,071	29,051
受限制現金	Restricted cash	27	—	22,836	—
<b>總非流動資產</b>	<b>Total non-current assets</b>		<b>1,512,482</b>	<b>2,350,159</b>	<b>2,177,594</b>
<b>流動資產</b>	<b>CURRENT ASSETS</b>				
發展中物業	Properties under development	16	281,762	265,888	270,374
按公平值計入損益 之投資	Investments at fair value through profit or loss	20	122,933	4,002	2,501
存貨	Inventories	21	11,624	25,910	31,283
持有供銷售之物業	Properties held for sale	22	439,569	197,649	473,876
客戶有關合約工程之 欠款	Amounts due from customers for contract works	23	88,407	92,639	53,818
應收貿易賬款	Trade receivables	24	454,734	397,441	300,165
其他應收款項、 預付款項及訂金	Other receivables, prepayments and deposits	25	48,348	54,167	30,958
衍生金融工具	Derivative financial instruments	26	87	12	—
預繳稅項	Tax prepaid		5,320	7,403	7,035
定期存款	Time deposits	27	788,527	952,375	96,477
受限制現金	Restricted cash	27	56,286	91,344	56,675
現金及銀行結存	Cash and bank balances	27	321,484	396,865	125,416
<b>總流動資產</b>	<b>Total current assets</b>		<b>2,619,081</b>	<b>2,485,695</b>	<b>1,448,578</b>
<b>流動負債</b>	<b>CURRENT LIABILITIES</b>				
應付貿易賬款及應計款項	Trade payables and accruals	28	480,959	376,529	406,904
其他應付款項、 已收訂金 及預收款項	Other payables, deposits received and receipts in advance	29	163,652	38,012	55,304
衍生金融工具	Derivative financial instruments	26	26	293	—
欠客戶有關合約工程之 款項	Amounts due to customers for contract works	23	224,428	201,434	132,106
已收訂金	Deposits received	30	173,482	438,315	34,853
附息銀行借貸	Interest-bearing bank borrowings	31	128,382	400,153	521,056
應付稅項	Tax payable		473,502	420,440	144,464
<b>總流動負債</b>	<b>Total current liabilities</b>		<b>1,644,431</b>	<b>1,875,176</b>	<b>1,294,687</b>
<b>流動資產淨值</b>	<b>NET CURRENT ASSETS</b>		<b>974,650</b>	<b>610,519</b>	<b>153,891</b>
<b>總資產減流動負債</b>	<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<b>2,487,132</b>	<b>2,960,678</b>	<b>2,331,485</b>


**綜合財務狀況表(續) CONSOLIDATED STATEMENT OF FINANCIAL POSITION (Cont'd)**

31 March 2011 二零一一年三月三十一日

		二零一一年 三月三十一日 31 March 2011 附註 Notes 千港元 HK\$'000	二零一零年 三月三十一日 31 March 2010 千港元 HK\$'000 (經重列) (Restated)	二零零九年 四月一日 1 April 2009 千港元 HK\$'000 (經重列) (Restated)
<b>總資產減流動負債</b>	<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>2,487,132</b>	<b>2,960,678</b>	<b>2,331,485</b>
<b>非流動負債</b>	<b>NON-CURRENT LIABILITIES</b>			
附息銀行借貸	Interest-bearing bank borrowings	31 332,332	304,622	118,374
衍生金融工具	Derivative financial instruments	26 5,821	1,453	—
來自一間聯營公司之貸款	Loan from an associate	19 24,560	24,560	—
遞延稅項負債	Deferred tax liabilities	32 195,004	345,027	278,419
總非流動負債	Total non-current liabilities	<b>557,717</b>	<b>675,662</b>	<b>396,793</b>
資產淨值	Net assets	<b>1,929,415</b>	<b>2,285,016</b>	<b>1,934,692</b>
<b>權益</b>	<b>EQUITY</b>			
<b>本公司普通股股東 應佔權益</b>	<b>Equity attributable to ordinary equity holders of the Company</b>			
已發行股本	Issued capital	33 87,011	84,531	83,821
儲備	Reserves	35(a) 1,812,207	1,389,611	1,127,257
		<b>1,899,218</b>	<b>1,474,142</b>	<b>1,211,078</b>
<b>非控股股東權益</b>	<b>Non-controlling interests</b>	<b>30,197</b>	<b>810,874</b>	<b>723,614</b>
總權益	Total equity	<b>1,929,415</b>	<b>2,285,016</b>	<b>1,934,692</b>

馮潮澤  
FUNG CHIU CHAK, VICTOR  
董事  
Director

郭敏慧  
JENNIFER KWOK  
董事  
Director

**綜合權益變動表 CONSOLIDATED STATEMENT OF CHANGES IN EQUITY**

Year ended 31 March 2011 截至二零一一年三月三十一日止年度

 本公司普通股股東應佔下列各項  
 Attributable to ordinary equity holders of the Company

		已發行 股本 Issued capital	股份 溢價賬 Share premium account	購股權 儲備 Share option reserve	法定儲備 Statutory reserves	匯兌 浮動儲備 Exchange fluctuation reserve	保留溢利 Retained profits	總計 Total	非控股 股東權益 Non- controlling interests	總權益 Total equity
	附註 Notes	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 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
於二零零九年四月一日	At 1 April 2009	83,821	519,253	12,642	5,553	149,201	440,608	1,211,078	723,614	1,934,692
年內全面收益總額	Total comprehensive income for the year	—	—	—	—	8,937	271,424	280,361	124,790	405,151
支付非控股股東權益股息	Dividends paid to non-controlling interests	—	—	—	—	—	—	—	(16,405)	(16,405)
向非控股股東權益還款	Repayment to a non-controlling interest	—	—	—	—	—	—	—	(1,173)	(1,173)
行使購股權	Exercise of share options	33, 34	710	8,858	(3,746)	—	—	5,822	—	5,822
以股權支付之購股權安排	Equity-settled share option arrangements	—	—	2,054	—	—	—	2,054	—	2,054
出售附屬公司部分權益	Disposal of partial interests in subsidiaries	—	—	—	(12)	—	—	(12)	(19,952)	(19,964)
二零零九年已宣派及派付之末期股息	2009 final dividend declared and paid	12	—	—	—	—	(12,573)	(12,573)	—	(12,573)
二零一零年中期股息	2010 interim dividend	12	—	—	—	—	(12,588)	(12,588)	—	(12,588)
由保留溢利轉撥	Transfer from retained profits	—	—	—	2,471	—	(2,471)	—	—	—
於二零一零年三月三十一日	At 31 March 2010	84,531	528,111*	10,950*	8,012*	158,138*	684,400*	1,474,142	810,874	2,285,016
於二零一零年四月一日	At 1 April 2010	84,531	528,111	10,950	8,012	158,138	684,400	1,474,142	810,874	2,285,016
年內全面收益總額	Total comprehensive income for the year	—	—	—	—	60,839	373,441	434,280	61,106	495,386
支付非控股股東權益股息	Dividends paid to non-controlling interests	—	—	—	—	—	—	—	(128,828)	(128,828)
來自非控股股東權益之貸款	Loan from a non-controlling interest	—	—	—	—	—	—	—	52,427	52,427
向非控股股東權益還款	Repayment to non-controlling interests	—	—	—	—	—	—	—	(2,441)	(2,441)
行使購股權	Exercise of share options	33, 34	2,480	29,519	(11,023)	—	—	20,976	—	20,976
以股權支付之購股權安排	Equity-settled share option arrangements	—	—	1,217	—	—	—	1,217	—	1,217
出售附屬公司	Disposal of subsidiaries	—	—	—	(3,972)	(64,531)	25,991	(42,512)	(241,540)	(284,052)
收購非控股股東權益	Acquisition of non-controlling interests	—	—	—	—	—	53,635	53,635	(521,401)	(467,766)
二零一零年已宣派及派付之末期股息	2010 final dividend declared and paid	12	—	—	—	—	(25,472)	(25,472)	—	(25,472)
二零一一年中期股息	2011 interim dividend	12	—	—	—	—	(17,048)	(17,048)	—	(17,048)
由保留溢利轉撥	Transfer from retained profits	—	—	—	1,010	—	(1,010)	—	—	—
於二零一一年三月三十一日	At 31 March 2011	87,011	557,630*	1,144*	5,050*	154,446*	1,093,937*	1,899,218	30,197	1,929,415

\* 該等儲備賬目包括於綜合財務狀況表之綜合儲備1,812,207,000港元(二零一零年: 1,389,611,000港元)。

\* These reserve accounts comprise the consolidated reserves of HK\$ 1,812,207,000 (2010: HK\$ 1,389,611,000) in the consolidated statement of financial position.

**綜合現金流量表 CONSOLIDATED STATEMENT OF CASH FLOWS**

Year ended 31 March 2011 截至二零一一年三月三十一日止年度

		二零一一年 2011 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000 (經重列) (Restated)
	附註 Notes		
<b>來自經營業務之現金流量</b>			
除稅前溢利		711,971	742,808
已就下列各項作出調整：	Adjustments for:		
融資成本	Finance costs	6 10,364	11,721
聯營公司應佔溢利	Share of profits of associates	(4,318)	(277)
利息收入	Interest income	5 (12,946)	(1,301)
上市投資之股息收入	Dividend income from listed investments	5, 7 (113)	(94)
出售及撇銷物業、機器及 設備項目之盈利	Gain on disposal and write-off of items of property, plant and equipment	5, 7 (2,474)	(12,098)
出售投資物業之盈利	Gain on disposal of investment properties	5, 7 (524)	(7,598)
出售附屬公司之 虧損/(盈利)·淨額	Loss/(gain) on disposal of subsidiaries, net	5, 7 (155,924)	143
以股權支付之購股權開支	Equity-settled share option expense	7 1,217	2,054
折舊	Depreciation	7, 14 52,751	46,997
按公平值計入損益之投資之 公平值盈利·淨額	Fair value gains on investments at fair value through profit or loss, net	5, 7 (71)	(1,501)
衍生金融工具公平值虧損	Fair value losses on derivative financial instruments	7 8,527	2,135
投資物業之公平值變動	Changes in fair value of investment properties	15 (17,899)	(71,840)
其他資產撇銷減值	Write-back of impairment of other assets	7 (70)	(20)
應收貿易賬款減值	Impairment of trade receivables	7 —	140
撇減/(撥回撇銷) 存貨至可變現淨值	Write-down/(reversal of write-down) of inventories to net realisable value	7 95	(21)
一間聯營公司欠款之減值	Impairment of an amount due from an associate	7 20	10
		<u>590,606</u>	<u>711,258</u>
發展中物業及持有供銷售 之物業減少/(增加)	Decrease/(increase) in properties under development and properties held for sale	(160,104)	252,622
存貨減少/(增加)	Decrease/(increase) in inventories	(470)	5,394
客戶有關合約工程 之欠款減少/(增加)	Decrease/(increase) in amounts due from customers for contract works	4,232	(46,327)
應收貿易賬款增加	Increase in trade receivables	(59,718)	(107,342)
其他應收款項、預付款項及 訂金減少/(增加)	Decrease/(increase) in other receivables, prepayments and deposits	3,104	(28,757)
應付貿易賬款及應計 款項增加/(減少)	Increase/(decrease) in trade payables and accruals	108,723	(14,610)
其他應付款項、已收訂金及 預收款項增加/(減少)	Increase/(decrease) in other payables, deposits received and receipts in advance	8,424	(16,684)
欠客戶有關合約工程之款項增加	Increase in amounts due to customers for contract works	22,994	73,093
已收訂金增加/(減少)	Increase/(decrease) in deposits received	(264,833)	403,207
來自經營業務之現金	Cash generated from operations	<u>252,958</u>	<u>1,231,854</u>



**綜合現金流量表(續) CONSOLIDATED STATEMENT OF CASH FLOWS (Cont'd)**

Year ended 31 March 2011 截至二零一一年三月三十一日止年度

		二零一一年 2011 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000 (經重列) (Restated)
	附註 Notes		
來自經營業務之現金	Cash generated from operations	252,958	1,231,854
已繳中華人民共和國(「中國」)稅項：	Taxes paid in the People's Republic of China (the "PRC"):		
香港	Hong Kong	(10,918)	(8,287)
其他地區	Elsewhere	(226,485)	(40,955)
已退回中國稅項：	Taxes refunded in the PRC:		
香港	Hong Kong	18	—
其他地區	Elsewhere	37	159
外幣滙率變動之影響淨額	Effect of foreign exchange rate changes, net	(5,480)	(212)
來自經營業務之現金流量淨額	Net cash flows from operating activities	<u>10,130</u>	<u>1,182,559</u>
來自投資業務之現金流量	<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
已收利息	Interest received	12,946	1,301
上市投資之股息收入	Dividend income from listed investments	113	94
聯營公司股息收入	Dividend income from an associate	—	490
購入物業、機器及設備項目	Purchases of items of property, plant and equipment	14 (80,688)	(49,301)
增添投資物業	Additions to investment properties	15 (4,135)	(601)
收購物業、機器及 設備項目已付訂金	Deposits paid for acquisition of items of property, plant and equipments	17 (20,373)	(2,125)
收購非控股股東權益	Acquisition of non-controlling interests	(317,766)	—
按公平值計入損益之股份投資之增加	Increase in investments at fair value through profit or loss	(118,860)	—
出售物業、機器及 設備項目所得款項	Proceeds on disposal of items of property, plant and equipment	2,944	12,315
出售投資物業所得款項	Proceeds on disposal of investment properties	13,650	36,558
出售附屬公司	Disposal of subsidiaries	40 533,381	(12,555)
聯營公司欠款之增加	Increase in amounts due from associates	(1,134)	(10)
受限制現金減少/(增加)	Decrease/(increase) in restricted cash	57,894	(57,505)
訂立時原定於三個月後到期之 定期存款減少/(增加)	Decrease/(increase) in time deposit with original maturity more than three months when acquired	116,130	(233,187)
來自/(用於)投資業務之 現金流量淨額	Net cash flows from/(used in) investing activities	<u>194,102</u>	<u>(304,526)</u>



## 綜合現金流量表(續) CONSOLIDATED STATEMENT OF CASH FLOWS (Cont'd)

Year ended 31 March 2011 截至二零一一年三月三十一日止年度

		二零一一年 2011 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000 (經重列) (Restated)
	附註 Notes		
<b>來自融資業務之現金流量</b>	<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
已付銀行借貸利息	Interest paid on bank borrowings	(14,606)	(12,960)
信託收據貸款減少	Decrease in trust receipt loans	—	(43,000)
新批銀行借貸	New bank borrowings	188,070	1,401,170
償還銀行借貸	Repayment of bank borrowings	(432,320)	(1,293,565)
就已行使購股權發行新股份	Issue of new shares for share options exercised	33 20,976	5,822
支付非控股股東股息	Dividends paid to non-controlling shareholders	(128,828)	(16,405)
來自一名非控股股東之貸款	Loan from a non-controlling interest	52,427	—
向非控股股東權益還款	Repayment to non-controlling interests	(2,441)	(1,173)
已付中期股息	Interim dividend paid	(17,048)	(12,588)
已付末期股息	Final dividend paid	(25,472)	(12,573)
		<hr/>	<hr/>
來自/(用於)融資業務之 現金流量淨額	Net cash flows from/ (used in) financing activities	(359,242)	14,728
		<hr/>	<hr/>
<b>現金及等同現金項目 增加/(減少)淨額</b>	<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b>	(155,010)	892,761
於年初之現金及等同現金項目	Cash and cash equivalents at beginning of year	1,113,848	219,688
外幣匯率變動之影響淨額	Effect of foreign exchange rate changes, net	31,911	1,399
		<hr/>	<hr/>
於年終之現金及等同現金項目	<b>CASH AND CASH EQUIVALENTS AT END OF YEAR</b>	<b>990,749</b>	<b>1,113,848</b>
		<hr/>	<hr/>
<b>現金及等同現金項目 結存分析</b>	<b>ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS</b>		
現金及銀行結存	Cash and bank balances	27 321,484	396,865
訂立時原定於三個月內到期 之無抵押定期存款	Non-pledged time deposits with original maturity of less than three months when acquired	27 669,265	716,983
		<hr/>	<hr/>
於綜合現金流量表所列 之現金及等同現金項目	Cash and cash equivalents as stated in the consolidated statement of cash flows	990,749	1,113,848
訂立時原定於三個月以後 到期之無抵押定期存款	Non-pledged time deposits with original maturity of more than three months when acquired	27 119,262	235,392
		<hr/>	<hr/>
於綜合財務狀況表所列 之現金及等同現金項目	Cash and cash equivalents as stated in the consolidated statement of financial position	1,110,011	1,349,240
		<hr/>	<hr/>

**財務狀況表 STATEMENT OF FINANCIAL POSITION**

31 March 2011 二零一一年三月三十一日

			二零一一年 2011 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000
		附註 Notes		
<b>非流動資產</b>	<b>NON-CURRENT ASSETS</b>			
附屬公司權益	Interests in subsidiaries	18	891,360	847,586
<b>流動資產</b>	<b>CURRENT ASSETS</b>			
附屬公司之欠款	Amounts due from subsidiaries	18	22,312	—
其他應收款項、 預付款項及訂金	Other receivables, prepayments and deposits	25	138	137
銀行結存	Bank balances		11,925	276
總流動資產	Total current assets		34,375	413
<b>流動負債</b>	<b>CURRENT LIABILITIES</b>			
欠附屬公司之款項	Amounts due to subsidiaries	18	83,926	188,757
應付貿易賬款及應計款項	Trade payables and accruals	28	804	887
總流動負債	Total current liabilities		84,730	189,644
流動負債淨值	<b>NET CURRENT LIABILITIES</b>		(50,355)	(189,231)
資產淨值	Net assets		841,005	658,355
<b>權益</b>	<b>EQUITY</b>			
已發行股本	Issued capital	33	87,011	84,531
儲備	Reserves	35(b)	753,994	573,824
總權益	Total equity		841,005	658,355

馮潮澤  
FUNG CHIU CHAK, VICTOR  
董事  
Director

郭敏慧  
JENNIFER KWOK  
董事  
Director



## 財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 March 2011 二零一一年三月三十一日

### 1. 公司資料

泰昇集團控股有限公司為一間於百慕達註冊成立之有限公司。

本公司之註冊辦事處位於 Clarendon House, Church Street, Hamilton HM 11, Bermuda。本公司之主要營業地點位於香港灣仔港灣道25號海港中心11樓。

於本年度內，本集團經營下列主要業務：

- 地基打樁
- 機電及建築工程
- 機器租賃及買賣
- 物業投資及管理
- 物業發展

#### 2.1 編製賬目之基準

該等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（「香港財務報告準則」）（包括所有香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋）、香港公認會計準則及香港公司條例之披露規定，並採用歷史成本法編製（投資物業、投資及衍生金融工具按公平值計算除外）。除另有註明外，本財務報表以港元為單位，而所有價值均湊整至最接近之千位數值。

### 1. CORPORATE INFORMATION

Tysan Holdings Limited is a limited liability company incorporated in Bermuda.

The registered office of the Company is located at Clarendon House, Church Street, Hamilton HM 11, Bermuda. The principal place of business of the Company is located at 11/F, Harbour Centre, 25 Harbour Road, Wanchai, Hong Kong.

During the year, the Group was involved in the following principal activities:

- foundation piling
- electrical and mechanical ("E&M") engineering and building construction
- machinery leasing and trading
- property investment and management
- property development

#### 2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for investment properties, investments and derivative financial instruments, which have been measured at fair value. These financial statements are presented in Hong Kong dollars ("HK\$") and all values are rounded to the nearest thousand except when otherwise indicated.





## 財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 March 2011 二零一一年三月三十一日

### 2.1 編製賬目之基準 (續)

#### 綜合賬目基準

由二零一零年四月一日起之綜合賬目基準

綜合財務報表包括本公司及其附屬公司(統稱「本集團」)截至二零一一年三月三十一日止年度之財務報表。附屬公司與本公司之財務報告的報告期間相同，並採用一致會計政策編製。附屬公司之業績由收購日期(即本集團獲取控制權當日)起綜合賬目，直至該控制權終止之日為止。所有集團內公司間之交易引起之集團內公司間之結存、交易及未實現收益及虧損以及股息，均已於綜合賬目時全數對銷。

本公司須就可能存在之不同會計政策作出調整，以使其一致。

即使出現虧絀結餘，一間附屬公司之虧損仍歸屬於非控股股東權益。

倘一間附屬公司之擁有權權益出現變動而並無導致失去控股權，則有關變動列賬為權益交易。

倘本集團失去於附屬公司之控股權，則終止確認(i)附屬公司之資產(包括商譽)及負債，(ii)任何非控股股東權益之賬面值及(iii)於權益列賬之累計滙兌差額；並確認入賬(i)已收代價之公平值，(ii)任何保留之投資之公平值及(iii)計入損益之盈餘或虧絀。本集團過往於其他全面收入確認之所佔部分重分類至損益或保留溢利，視何者適用而定。

### 2.1 BASIS OF PREPARATION (Cont'd)

#### Basis of consolidation

Basis of consolidation from 1 April 2010

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the "Group") for the year ended 31 March 2011. The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases. All intra-group balances, transactions, unrealised gains and losses resulting from intra-group transactions and dividends are eliminated on consolidation in full.

Adjustments are made to bring into line any dissimilar accounting policies that may exist.

Losses within a subsidiary are attributed to the non-controlling interest even if that results in a deficit balance.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises (i) the assets (including goodwill) and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received, (ii) the fair value of any investment retained and (iii) any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate.



## 財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 March 2011 二零一一年三月三十一日

## 2.1 編製賬目之基準 (續)

## 綜合賬目基準 (續)

於二零一零年四月一日前之綜合賬目基準

上述所有由二零一零年四月一日起之綜合賬目規定已獲採納。然而，下列差異於若干情況下自過往綜合賬目基準結轉：

- 本集團所產生之虧損乃歸屬於非控股股東權益，直至有關結餘減至零為止。任何額外超出之虧損乃歸屬於本公司，惟非控股股東權益有具約束力責任彌補有關虧損則除外。於二零一零年四月一日前之虧損並未於非控股股東權益與本公司股東之間重新分配。
- 於失去控股權後，本集團之保留投資按其於失去控股權當日所佔資產淨值列賬。有關投資於二零一零年四月一日之賬面值並無重列。

## 2.1 BASIS OF PREPARATION (Cont'd)

## Basis of consolidation (Cont'd)

Basis of consolidation prior to 1 April 2010

All the above-mentioned requirements for consolidation from 1 April 2010 have been applied on a prospective basis. The following differences, however, are carried forward in certain instances from the previous basis of consolidation:

- Losses incurred by the Group were attributed to the non-controlling interest until the balance was reduced to nil. Any further excess losses were attributable to the Company, unless the non-controlling interest had a binding obligation to cover these. Losses prior to 1 April 2010 were not reallocated between non-controlling interest and the Company's shareholders.
- Upon loss of control, the Group accounted for the investment retained at its proportionate share of net asset value at the date control was lost. The carrying amount of such investment at 1 April 2010 has not been restated.

**財務報表附註 NOTES TO FINANCIAL STATEMENTS**

31 March 2011 二零一一年三月三十一日

**2.2 會計政策及披露之變動**

本集團已於編製本年度財務報表時首次採納下列新訂及經修訂的香港財務報告準則。

**香港財務報告準則第1號(經修訂)**

首次採納香港財務報告準則

**香港財務報告準則第1號之修訂**

香港財務報告準則第1號

首次採納香港財務報告準則—

首次採納者額外豁免之修訂

**香港財務報告準則第2號之修訂**

香港財務報告準則第2號

以股份為基礎之支付—集團以現金

結算及股份為基礎之付款交易之修訂

**香港財務報告準則第3號(經修訂)**

業務合併

**香港會計準則第27號(經修訂)**

綜合及獨立財務報表

**香港會計準則第32號之修訂**

香港會計準則第32號

金融工具：呈報—供股分類之修訂

**香港會計準則第39號之修訂**

香港會計準則第39號

金融工具：確認及計量—合資格對沖

項目之修訂

**香港(國際財務報告詮釋委員會)**

— 詮釋第17號

向擁有人分派非現金資產

**香港財務報告準則第5號之修訂**

(載於二零零八年十月頒佈之

香港財務報告準則之改進)

香港財務報告準則第5號持有待售及終

止經營業務之非流動資產—計劃出售

附屬公司之控制權益之修訂

二零零九年香港財務報告準則之改進

二零零九年五月頒佈對一系列香港財

務報告準則之修訂

**香港詮釋第4號之修訂**

香港詮釋第4號租賃—釐定香港土地租

賃之租賃期之修訂

**香港詮釋第5號**

財務報表之呈列—借款人對包含可隨

時要求償還條款之定期貸款之分類

**2.2 CHANGES IN ACCOUNTING POLICY AND DISCLOSURES**

The Group has adopted the following new and revised HKFRSs for the first time for the current year's financial statements.

**HKFRS 1 (Revised)***First-time Adoption of Hong Kong Financial Reporting Standards***HKFRS 1 Amendments***Amendments to HKFRS 1 First-time Adoption of**Hong Kong Financial Reporting Standards -**Additional Exemptions for First-time Adopters***HKFRS 2 Amendments***Amendments to HKFRS 2 Share-based**Payment - Group Cash-settled Share-based**Payment Transactions***HKFRS 3 (Revised)***Business Combinations***HKAS 27 (Revised)***Consolidated and Separate Financial Statements***HKAS 32 Amendment***Amendment to HKAS 32**Financial Instruments: Presentation - Classification of Right Issues***HKAS 39 Amendment***Amendment to HKAS 39 Financial Instruments:**Recognition and Measurement - Eligible Hedged Items***HK(IFRIC)-Int 17***Distributions of Non-cash Assets to Owners***HKFRS 5 Amendments included in Improvements to****HKFRSs issued in October 2008***Amendments to HKFRS 5 Non-current Assets Held for Sale**and Discontinued Operations - Plan to sell the controlling interest**in a subsidiary***Improvements to HKFRSs 2009***Amendments to a number of HKFRSs issued in May 2009***HK Interpretation 4 Amendment***Amendment to HK Interpretation 4 Leases - Determination of the Length of**Lease Term in respect of Hong Kong Land Leases***HK Interpretation 5***Presentation of Financial Statements - Classification by the Borrower of a**Term Loan that Contains a Repayment on Demand Clause*



## 財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 March 2011 二零一一年三月三十一日

## 2.2 會計政策及披露之變動 (續)

除下列對有關香港會計準則第27號(經修訂)、香港會計準則第7號及香港會計準則第17號之修訂(包含於二零零九年香港財務報告準則之改進內)、香港詮釋第4號(於二零零九年十二月修訂)及香港詮釋第5號的影響作進一步解釋外,採納該等新訂及經修訂香港財務報告準則對本財務報表並無任何重大影響。

採納該等新訂及經修訂的香港財務報告準則的主要影響如下:

(a) 香港會計準則第27號(經修訂)綜合及獨立財務報表

香港會計準則第27號(經修訂)規定不喪失控制權之附屬公司之擁有權權益變動被列為股權交易。因此,該等變化對商譽並無影響,亦不會產生利潤或虧損。除此以外,該經修訂準則亦修改了附屬公司產生之虧損及對附屬公司喪失控制權之會計處理方法。隨後相應修訂涉及之準則包括但不限於香港會計準則第7號現金流量表、香港會計準則第12號所得稅、香港會計準則第21號外匯匯率變動之影響、香港會計準則第28號於聯營公司之投資以及香港會計準則第31號於合營企業之權益。

該等經修訂準則引入之變動已追溯應用,並影響於二零一零年四月一日後之收購、喪失控制權及與非控股權益之交易之會計處理。

2.2 CHANGES IN ACCOUNTING POLICY AND DISCLOSURES  
(Cont'd)

Other than as further explained below regarding the impact of HKAS 27 (Revised), amendments to HKAS 7 and HKAS 17 included in *Improvements to HKFRSs 2009*, HK Interpretation 4 (Revised in December 2009) and HK Interpretation 5, the adoption of these new and revised HKFRSs has had no significant financial effect on these financial statements.

The principal effects of adopting these new and revised HKFRSs are as follows:

(a) HKAS 27 (Revised) *Consolidated and Separate Financial Statements*

HKAS 27 (Revised) requires that a change in the ownership interest of a subsidiary without loss of control is accounted for as an equity transaction. Therefore, such a change will have no impact on goodwill, nor will it give rise to a gain or loss. Furthermore, the revised standard changes the accounting for losses incurred by the subsidiary as well as the loss of control of a subsidiary. Consequential amendments were made to various standards, including, but not limited to HKAS 7 *Statement of Cash Flows*, HKAS 12 *Income Taxes*, HKAS 21 *The Effects of Changes in Foreign Exchange Rates* and HKAS 28 *Investments in Associates* and HKAS 31 *Interests in Joint Ventures*.

The changes introduced by these revised standards are applied prospectively and affect the accounting of acquisitions, loss of control and transactions with non-controlling interests after 1 April 2010.





## 財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 March 2011 二零一一年三月三十一日

## 2.2 會計政策及披露之變動 (續)

(b) 於二零零九年五月頒佈之二零零九年香港財務報告準則之改進制定對多項香港財務報告準則之修訂。各項準則均各自設有過渡條文。採納部份修訂可能會導致會計政策變動，惟此等修訂對本集團並無任何重大財務影響。最適用於本集團之主要修訂之詳情如下：

- 香港會計準則第7號 現金流量表：規定只有導致財務狀況表內產生已確認資產之支出，方可分類為投資活動之現金流量。
- 香港會計準則第17號 租賃：刪去有關將土地分類為租賃的特定指引。因此，土地租賃應按香港會計準則第17號的一般指引釐定為經營租賃或融資租賃。

修訂香港詮釋第4號 租賃－釐定香港土地租賃之期限乃根據包含於二零零九年香港財務報告準則改進中之香港會計準則第17號 租賃的修訂而修改。按照此項修訂，香港詮釋第4號之範圍已擴大至覆蓋所有土地租賃，其中包括被分類為融資租賃之土地租賃。因此，該詮釋適用於按照香港會計準則第16號、香港會計準則第17號以及香港會計準則第40號列賬之所有物業租賃。

2.2 CHANGES IN ACCOUNTING POLICY AND DISCLOSURES  
(Cont'd)

(b) *Improvements to HKFRSs 2009* issued in May 2009 sets out amendments to a number of HKFRSs. There are separate transitional provisions for each standard. While the adoption of some of the amendments results in changes in accounting policies, none of these amendments has had a significant financial impact on the Group. Details of the key amendments most applicable to the Group are as follows:

- *HKAS 7 Statement of Cash Flows*: Requires that only expenditures that result in a recognised asset in the statement of financial position can be classified as a cash flow from investing activities.
- *HKAS 17 Leases*: Removes the specific guidance on classifying land as a lease. As a result, leases of land should be classified as either operating or finance leases in accordance with the general guidance in HKAS 17.

*Amendment to HK Interpretation 4 Leases - Determination of the Length of Lease Term in respect of Hong Kong Land Leases* is revised as a consequence of the amendment to HKAS 17 *Leases* included in *Improvements to HKFRSs 2009*. Following this amendment, the scope of HK Interpretation 4 has been expanded to cover all land leases, including those classified as finance leases. As a result, this interpretation is applicable to all leases of property accounted for in accordance with HKAS 16, HKAS 17 and HKAS 40.



## 財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 March 2011 二零一一年三月三十一日

## 2.2 會計政策及披露之變動 (續)

(b) (續)

於採用該修訂時，本集團重新評估其之前被分類為經營租約的香港租賃。由於香港租賃的擁有權所涉之絕大部份風險及回報已轉移給本集團，故香港租賃從「預付土地租賃款」的經營租約重列為「物業、廠房及設備」的融資租約。相應攤銷亦重新分類為折舊。上述變動的影響概述如下：

2.2 CHANGES IN ACCOUNTING POLICY AND DISCLOSURES  
(Cont'd)

(b) (Cont'd)

The Group has reassessed its leases in Hong Kong, previously classified as operating leases, upon the adoption of the amendments. As substantially all the risks and rewards associated with the leases in Hong Kong have been transferred to the Group, the leases in Hong Kong have been reclassified from operating leases under "prepaid land lease payments" to finance leases under "property, plant and equipment". The corresponding amortisation has also been reclassified to depreciation. The effects of the above changes are summarised below:

		二零一一年 2011 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000
截至三月三十一日 止年度之綜合損益表	<i>Consolidated income statement for the year ended 31 March</i>		
預付土地租賃款之 攤銷減少	Decrease in amortisation of prepaid land lease payments	(2,780)	(2,781)
物業、廠房及設備之 折舊增加	Increase in depreciation of property, plant and equipment	2,780	2,781
		—	—
截至三月三十一日之 綜合財務狀況表	<i>Consolidated statement of financial position at 31 March</i>		
預付土地租賃款淨額之減少	Decrease in prepaid land lease payments, net	(100,786)	(103,566)
物業、廠房及設備淨額之增加	Increase in property, plant and equipment, net	100,786	103,566
		—	—
			千港元 HK\$'000
截至二零零九年四月 一日之綜合財務狀況表	<i>Consolidated statement of financial position at 1 April 2009</i>		
預付土地租賃款淨額之減少	Decrease in prepaid land lease payments, net		(106,347)
物業、廠房及設備淨額之增加	Increase in property, plant and equipment, net		106,347
			—

**財務報表附註 NOTES TO FINANCIAL STATEMENTS**

31 March 2011 二零一一年三月三十一日

**2.2 會計政策及披露之變動 (續)**

- (c) 香港詮釋第5號財務報表之呈列—  
借入人對包含可隨時要求償還條款  
之定期貸款之分類

該詮釋規定，包含賦予放款人以  
無條件權利隨時要求償還貸款之  
條款之定期貸款應由借入人於財  
務狀況表中全數分類為流動負  
債，而不論有否發生違約事件及  
儘管貸款協議已訂明任何其他條  
款及到期日。於採納此詮釋前，  
本集團之定期貸款乃根據還款到  
期日於財務狀況表中分類為非流  
動負債。貸款之其他詳情披露於  
財務報表附註31。

以上變動並無對綜合損益表構成  
影響。對綜合財務狀況表之影響  
概述如下：

流動負債	Current liabilities
附息銀行貸款之增加	Increase in interest-bearing bank borrowings
非流動負債	Non-current liabilities
附息銀行貸款之減少	Decrease in interest-bearing bank borrowings

本集團之資產淨值並無因此而受  
到影響。

本集團已對香港會計準則第17號及香  
港詮釋第5號之修訂進行追溯應用並重  
列比較金額。此外，由於此項變動及  
按香港會計準則第1號財務報表之呈列  
之規定，該等財務報表亦已包含截至  
二零零九年四月一日之綜合財務狀況  
表，修訂影響之相關附註已呈列於該  
等財務報表內。

**2.2 CHANGES IN ACCOUNTING POLICY AND DISCLOSURES  
(Cont'd)**

- (c) HK Interpretation 5 *Presentation of Financial Statements -  
Classification by the Borrower of a Term Loan that Contains a  
Repayment on Demand Clause*

The interpretation requires a term loan that contains a clause that  
gives the lender the unconditional right to call the loan at any time  
shall be classified in total by the borrower as current in the  
statement of financial position. This is irrespective of whether a  
default event has occurred and notwithstanding any other terms  
and maturity stated in the loan agreement. Prior to the adoption of  
this interpretation, the Group's term loan was classified in the  
statement of financial position as a non-current liability based on the  
maturity date of repayment. Further details of the loan are disclosed  
in note 31 to the financial statements.

The above change has had no effect on the consolidated income  
statement. The effect on the consolidated statement of financial  
position is summarised as follows:

二零一一年 三月三十一日 31 March 2011 千港元 HK\$'000	二零一零年 三月三十一日 31 March 2010 千港元 HK\$'000	二零零九年 四月一日 1 April 2009 千港元 HK\$'000
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20,582	205,616	124,205
(20,582)	(205,616)	(124,205)

There was no impact on the net assets of the Group.

The amendment to HKAS 17 and HK Interpretation 5 have been applied  
by the Group retrospectively and comparative amounts have been  
restated. In addition, as a result of this change and as required by HKAS  
1 *Presentation of Financial Statements*, these financial statements also  
include a consolidated statement of financial position as at 1 April  
2009, and the related notes affected by the amendments have been  
presented in these financial statements.



## 財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 March 2011 二零一一年三月三十一日

### 2.3 已頒佈但尚未生效之香港財務報告準則

本集團尚未於本財務報表採用以下已頒佈但尚未生效之新訂及經修訂香港財務報告準則。

#### 香港財務報告準則第1號之修訂

香港財務報告準則第1號之修訂首次採納香港財務報告準則—首次採納香港財務報告準則第7號之比較資料披露之有限豁免<sup>1</sup>

香港財務報告準則第1號之修訂首次採納香港財務報告準則—嚴重高通脹及取消首次採納者的固定日期<sup>3</sup>

#### 香港財務報告準則第7號之修訂

香港財務報告準則第7號之修訂金融工具：披露—財務資產轉讓<sup>3</sup>

#### 香港財務報告準則第9號

金融工具<sup>5</sup>

#### 香港會計準則第12號之修訂

香港會計準則第12號之修訂所得稅—遞延稅項：相關資產之收回<sup>4</sup>

#### 香港會計準則第24號(經修訂)

關連方披露<sup>2</sup>

#### 香港(國際財務報告詮釋委員會)

—詮釋第14號之修訂

香港(國際財務報告詮釋委員會)—詮釋第14號之修訂最低提供資金要求的預付款<sup>2</sup>

#### 香港(國際財務報告詮釋委員會)

—詮釋第19號

以權益工具抵銷財務負債<sup>1</sup>

除上述外，香港會計師公會已頒佈二零一零年香港財務報告準則之改進，當中載有一系列香港財務報告準則之修訂，主要為刪除不一致性及釐清用字。香港財務報告準則第3號及香港會計準則第27號之修訂於二零一零年七月一日或之後開始之年度期間生效，而香港財務報告準則第1號、香港財務報告準則第7號、香港會計準則第1號、香港會計準則第34號及香港(國際財務報告詮釋委員會)—詮釋第13號之修訂則於二零一一年一月一日或之後開始之年度期間生效，惟各項準則均有個別過渡性條文。

### 2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

The Group has not applied the following new and revised HKFRSs, that have been issued but are not yet effective, in these financial statements.

#### HKFRS 1 Amendment

Amendment to HKFRS 1 *First-time Adoption of Hong Kong Financial Reporting Standards - Limited Exemption from Comparative HKFRS 7 Disclosures for First-time Adopters*<sup>1</sup>

Amendments to HKFRS 1 *First-time Adoption of Hong Kong Financial Reporting standards - Severe Hyperinflation and Removal of Fixed Dates for First-time Adopters*<sup>3</sup>

#### HKFRS 7 Amendments

Amendments to HKFRS 7 *Financial Instruments: Disclosures - Transfers of Financial Assets*<sup>3</sup>

#### HKFRS 9

*Financial Instruments*<sup>5</sup>

#### HKAS 12 Amendments

Amendments to HKAS 12 *Income Taxes - Deferred Tax: Recovery of Underlying Assets*<sup>4</sup>

#### HKAS 24 (Revised)

*Related Party Disclosures*<sup>2</sup>

#### HK(IFRIC)-Int 14 Amendments

Amendments to HK(IFRIC)-Int 14 *Prepayments of a Minimum Funding Requirement*<sup>2</sup>

#### HK(IFRIC)-Int 19

*Extinguishing Financial Liabilities with Equity Instruments*<sup>1</sup>

Apart from the above, the HKICPA has issued *Improvements to HKFRSs 2010* which sets out amendments to a number of HKFRSs primarily with a view to removing inconsistencies and clarifying wording. The amendments to HKFRS 3 and HKAS 27 are effective for annual periods beginning on or after 1 July 2010, whereas the amendments to HKFRS 1, HKFRS 7, HKAS 1, HKAS 34 and HK(IFRIC)-Int 13 are effective for annual periods beginning on or after 1 January 2011 although there are separate transitional provisions for each standard.



**財務報表附註 NOTES TO FINANCIAL STATEMENTS**

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**2.3 已頒佈但尚未生效之香港財務報告準則 (續)**

- 1 於二零一零年七月一日或之後開始年度期間生效
- 2 於二零一一年一月一日或之後開始年度期間生效
- 3 於二零一一年七月一日或之後開始年度期間生效
- 4 於二零一二年一月一日或之後開始年度期間生效
- 5 於二零一三年一月一日或之後開始年度期間生效

本集團正評估此等新訂及經修訂之香港財務報告準則於初步採納時所產生之影響，惟現階段尚未能指出新訂及經修訂香港財務報告準則是否會對本集團營運業績及財務狀況構成重大影響。

**2.4 主要會計政策概要****附屬公司**

附屬公司乃指本公司直接或間接控制其財務及經營政策之實體，藉此從該附屬公司之業務取得利益。

附屬公司之業績(指已收取及應收之股息而言)已計入本公司之綜合損益表內。本公司於附屬公司之權益乃按成本減任何減值虧損列賬。

**聯營公司**

聯營公司乃本集團於其股本投票權擁有一般不少於20%之長期權益及可對其行使重大影響力之實體，惟並非附屬公司。

本集團佔聯營公司之收購後業績與儲備，分別計算在綜合損益表及綜合儲備內。本集團與聯營公司之間交易所產生的未實現損益，均按本集團於聯營公司所佔的權益比率抵銷，惟假如未實現虧損顯示已轉讓資產出現減值。本集團在聯營公司之投資，以本集團按權益會計法分佔資產淨值減任何減值虧損於綜合財務狀況表列賬。

**2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (Cont'd)**

- 1 Effective for annual periods beginning on or after 1 July 2010
- 2 Effective for annual periods beginning on or after 1 January 2011
- 3 Effective for annual periods beginning on or after 1 July 2011
- 4 Effective for annual periods beginning on or after 1 January 2012
- 5 Effective for annual periods beginning on or after 1 January 2013

The Group is in the process of making an assessment of the impact of these new and revised HKFRSs upon initial application but is not yet in a position to state whether these new and revised HKFRSs would have any significant impact on its results of operations and financial position.

**2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES****Subsidiaries**

A subsidiary is an entity whose financial and operating policies the Company controls, directly or indirectly, so as to obtain benefits from its activities.

The results of the subsidiaries are included in the Company's consolidated income statement to the extent of dividends received and receivable. The Company's interests in subsidiaries are stated at cost less any impairment losses.

**Associates**

An associate is an entity, not being a subsidiary, in which the Group has a long term interest of generally not less than 20% of the equity voting rights and over which it is in a position to exercise significant influence.

The Group's share of the post-acquisition results and reserves of associates is included in the consolidated income statement and consolidated reserves, respectively. Unrealised gains and losses resulting from transactions between the Group and its associates are eliminated to the extent of the Group's investments in the associates, except where unrealised losses provide evidence of an impairment of the asset transferred. The Group's investments in associates are stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses.



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## 2.4 主要會計政策概要 (續)

## 非金融資產減值

當有跡象顯示出現減值，或須就資產（發展中物業、持有供銷售之物業、存貨、建築合約資產、遞延稅項資產及金融資產除外）進行年度減值測試時，則資產之可收回金額為資產使用價值與其公平值減出售成本兩者中之較高者，並就個別資產釐定，除非有關資產並無產生大致獨立於其他資產或資產類別之現金流入。在此情況下，可收回金額乃就資產所屬現金產生單位釐定。

減值虧損僅於資產賬面值超逾可收回金額時確認。評估使用價值時，估計未來現金流量按可反映現時市場評估之貨幣時間價值及資產特定風險之稅前貼現率貼現至現值。減值虧損於產生期間自損益表中與減值資產功能相符之該等開支類別扣除。

資產乃於各報告期結束時進行評估，以決定有否任何跡象顯示先前已確認之減值虧損是否不再存在或已減少。倘出現該等跡象，會對可收回金額作出估計。先前確認之資產減值虧損（商譽除外）僅會於用以釐定資產可收回金額之估計改變時撥回，惟撥回後之數額不得高於假設過往年度並無就資產確認減值虧損而應釐定之賬面值（扣除任何折舊／攤銷）。減值虧損之撥回於產生期間計入損益表內。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES  
(Cont'd)*Impairment of non-financial assets*

When an indication of impairment exists, or when annual impairment testing for an asset is required (other than properties under development, properties held for sale, inventories, construction contract assets, deferred tax assets and financial assets), the asset's recoverable amount is calculated as the higher of the asset's value in use and its fair value less costs to sell, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to the income statement in the period in which it arises in those expense categories consistent with the function of the impaired asset.

An assessment is made at the end of each reporting period as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of an asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to the income statement in the period in which it arises.



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2.4 主要會計政策概要 (續)

關連人士

在下列情況下，任何一方則被視為本集團之關連人士：

- (a) 該方透過一家或多家中介公司，直接或間接(i)控制本集團，受本集團控制或與本集團受同一方控制；(ii)於本集團擁有權益，並可藉著該權益對本集團行使重大影響力；或(iii)共同控制本集團；
- (b) 該方為聯營公司；
- (c) 該方為本集團之主要管理人員其中一名成員；
- (d) 該方為(a)或(c)所述之任何個別人士家族之近親；
- (e) 該方為直接或間接受(c)或(d)項所述之任何個別人士所控制、共同控制或重大影響，或由其擁有重大投票權而受重大影響之實體；或
- (f) 該方為本集團僱員利益而設立之僱用後福利計劃之一方，或為本集團關連人士之任何實體。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES  
(Cont'd)

Related parties

A party is considered to be related to the Group if:

- (a) the party, directly or indirectly through one or more intermediaries, (i) controls, is controlled by, or is under common control with, the Group; (ii) has an interest in the Group that gives it significant influence over the Group; or (iii) has joint control over the Group;
- (b) the party is an associate;
- (c) the party is a member of the key management personnel of the Group;
- (d) the party is a close member of the family of any individual referred to in (a) or (c);
- (e) the party is an entity that is controlled, jointly controlled or significantly influenced by or for which significant voting power in such entity resides with, directly or indirectly, any individual referred to in (c) or (d); or
- (f) the party is a post-employment benefit plan for the benefit of employees of the Group, or of any entity that is a related party of the Group.

## 2.4 主要會計政策概要 (續)

## 物業、機器及設備以及折舊

物業、機器及設備按成本減累計折舊及任何減值虧損列賬。物業、機器及設備之成本包括其購買價及將資產達致運作狀況及地點以作擬定用途之任何直接應佔費用。物業、機器及設備項目啟用後所涉及之支出，例如維修保養，一般於其出現之期間自損益表中扣除。滿足確認條件的重大檢修支出將撥充資本計入資產賬面值或作為重置處理。物業、機器及設備的重要部份需按階段重置，本集團將有關部份確認為個別資產，擁有特定可使用年期及折舊。

折舊乃按每項物業、機器及設備之估計可使用年期以直線基準撇銷成本計算。計算折舊之主要年率如下：

列為融資租約的	
租賃土地	租期
樓宇	5%
設備及機器	10% - 33 $\frac{1}{3}$ %
傢俬及裝置	20%
汽車	20%
遊艇	10%
租賃物業裝修	10% - 33 $\frac{1}{3}$ %

當物業、機器及設備項目部分之可使用年期不同時，該項目之成本按合理基準在各部分間分配，而各部分將單獨計提折舊。

剩餘價值、可使用年期及折舊法均於每個財政年度結束時進行檢討，並作出適當調整。

物業、機器及設備項目以及初步確認的任何重大部份乃於出售後或當預期使用或出售將不會產生未來經濟利益時不再確認。於資產不再確認年度之損益表內確認之任何出售或報廢收益或虧損為出售所得款項淨額與有關資產之賬面值之差額。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES  
(Cont'd)

## Property, plant and equipment and depreciation

Property, plant and equipment are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the assets to its working condition and location for its intended use. Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the income statement in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciation.

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Leasehold land under finance lease	Over the lease terms
Building	5%
Equipment and machinery	10% - 33 $\frac{1}{3}$ %
Furniture and fixtures	20%
Motor vehicles	20%
Motor yacht	10%
Leasehold improvements	10% - 33 $\frac{1}{3}$ %

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately.

Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in the income statement in the year the asset is derecognised is the difference between the net sale proceeds and the carrying amount of the relevant asset.





## 財務報表附註 NOTES TO FINANCIAL STATEMENTS

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## 2.4 主要會計政策概要 (續)

**投資物業**

投資物業指為賺取租金收入及／或資本增值(而非作為生產或提供貨品或服務或行政管理用途)或為於日常業務過程中銷售而持有之土地及樓宇權益(包括就原應符合投資物業定義之物業根據經營租賃而持有之租賃權益)。該等物業最初按成本(包括交易成本)計算。於首次確認後,投資物業按反映報告期末之市況之公平值列賬。

投資物業公平值變動產生之收益或虧損於產生年度計入損益表內。

報廢或出售投資物業產生之任何收益或虧損於報廢或出售年度在損益表內確認。

**發展中物業**

發展中物業按成本減減值虧損列賬。成本包括發展期間產生之全部發展費用、借款成本及其他發展中物業直接應佔之成本。

於預售或擬出售並預期由報告期末起一年內落成之發展中物業列入流動資產內。

**持有供銷售之物業**

持有供銷售之物業乃以成本及可變現淨值兩者中之較低者列入財務狀況表。成本包括土地成本、於發展期間撥充資本之利息及有關物業發展之其他直接成本。可變現淨值乃參考個別物業當時之市價減直至完成為止之所有成本(如適用)及推銷及銷售之成本計算。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES  
(Cont'd)**Investment properties**

Investment properties are interests in land and buildings (including the leasehold interest under an operating lease for a property which would otherwise meet the definition of an investment property) held to earn rental income and/or for capital appreciation, rather than for use in the production or supply of goods or services or for administrative purposes; or for sale in the ordinary course of business. Such properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at fair value, which reflects market conditions at the end of the reporting period.

Gains or losses arising from changes in the fair values of investment properties are included in the income statement in the year in which they arise.

Any gains or losses on the retirement or disposal of an investment property are recognised in the income statement in the year of the retirement or disposal.

**Properties under development**

Properties under development are stated at cost less any impairment losses, which includes all development expenditure, borrowing costs and other costs directly attributable to such properties incurred during the development period.

Properties under development which have either been pre-sold or which are intended for sale and are expected to be completed within one year from the end of the reporting period are classified as current assets.

**Properties held for sale**

Properties held for sale are stated in the statement of financial position at the lower of cost and net realisable value. Cost includes the cost of land, interest capitalised during the period of development and other direct costs attributable to the development of the properties. Net realisable value is determined by reference to the prevailing market prices on an individual property basis, less all costs to completion, if applicable, and costs of marketing and selling.

## 2.4 主要會計政策概要 (續)

### 租賃

凡將資產擁有權(法定業權除外)之絕大部份回報與風險轉由本集團承受之租約均列為融資租約。於訂立融資租約時,租賃資產之成本按最低租約付款之現值撥充資本,並連同承擔(利息部份除外)入賬,以反映購入及融資情況。根據撥充資本之融資租約持有之資產均列入物業、機器及設備內,並於資產之估計可使用年期內折舊。該等租約之融資成本乃於損益表中扣除,以便於租期內按固定比率扣除。

由出租者承受資產擁有權之絕大部份回報與風險之租約均列為經營租約。倘本集團為出租人,本集團根據經營租約所租賃之資產乃計入非流動資產,根據經營租約而應收之租金,乃於租期內以直線法計入損益表。倘本集團乃承租人,經營租約之租金均按照租期以直線法自損益表扣除。

### 投資及其他金融資產

#### 初步確認及計量

於香港會計準則第39號範圍內之金融資產分類為按公平值計入損益之金融資產、貸款及應收款,或指定於有效對沖中作為對沖工具之衍生工具(視情況而定)。本集團於初始確認時確定其金融資產之分類。金融資產於初始確認時會以公平值加(倘投資並非按公平值計入損益)直接應佔交易成本計算。

正常情況下買入及出售之金融資產於交易日確認,即本集團承諾購入或出售該資產之日期。正常情況下買入或出售乃買入或出售須於規例或市場慣例一般設定之期間內交付資產之金融資產。

本集團的金融資產包括現金及銀行結餘,受限制現金、定期存款、應收貿易賬款及其他應收款項、透過損益按公平值計量的投資及衍生金融工具。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### (Cont'd)

### Leases

Leases that transfer substantially all the rewards and risks of ownership of assets to the Group, other than legal title, are accounted for as finance leases. At the inception of a finance lease, the cost of the leased asset is capitalised at the present value of the minimum lease payments and recorded together with the obligation, excluding the interest element, to reflect the purchase and financing. Assets held under capitalised finance leases, including prepaid land lease payments under finance lease, are included in property, plant and equipment and depreciated over the estimated useful lives of the assets. The finance costs of such leases are charged to the income statement so as to provide a constant periodic rate of charge over the lease terms.

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Group is the lessor, assets leased by the Group under operating leases are included in non-current assets and rentals receivable under the operating leases are credited to the income statement on the straight-line basis over the lease terms. Where the Group is the lessee, rentals payable under the operating leases are charged to the income statement on the straight-line basis over the lease terms.

### Investments and other financial assets

#### Initial recognition and measurement

Financial assets within the scope of HKAS 39 are classified as financial assets at fair value through profit or loss and loans and receivables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The Group determines the classification of its financial assets at initial recognition. When financial assets are recognised initially, they are measured at fair value, plus, in the case of investments not at fair value through profit or loss, directly attributable transaction costs.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

The Group's financial assets include cash and bank balances, restricted cash, time deposits, trade and other receivables, investments at fair value through profit or loss and derivative financial instruments.



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## 2.4 主要會計政策概要 (續)

## 投資及其他金融資產(續)

## 其後計量

財務資產按分類所進行之後續計量如下：

## 按公平值透過損益列賬之金融資產

按公平值以溢利或虧損列賬之財務資產包括持作買賣的財務資產及初始認定時按公平值以溢利或虧損列賬之財務資產。倘財務資產乃為於短期內出售而購入，則分類為持做買賣。此分類包括由本集團訂立而未於對沖關係(定義見香港會計準則第39號)中指定作對沖工具之衍生財務工具。衍生工具把包括獨立的嵌入式衍生工具亦被分類為持作買賣，除非他們被指定為有效的對沖工具。按公平值以溢利或虧損列賬之財務資產於財務狀況表按公平值列賬，而其公平值變動則損益表列賬。按照上述主要會計政策中的「收入確認」原則確認之公平值變動，並不包括這些財務資產產生的股利。

本集團估計按公平值以溢利或虧損列賬之財務資產(持作買賣)，以評估於不久將來出售該等資產之意向是否仍然適宜。倘本集團因市場不活躍而未能就該等財務資產進行買賣，而管理層於可見未來出售該等資產之意向明顯轉變，則本集團可選擇於罕見情況下就該等財務資產進行重新分類。由按公平值以溢利或虧損列賬之財務資產重新分類為貸款及應收款項、可供出售財務資產或持至到期的投資須視乎資產性質而定。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES  
(Cont'd)

## Investments and other financial assets (Cont'd)

## Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

## Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading and financial assets designated upon initial recognition as at fair value through profit or loss. Financial assets are classified as held for trading if they are acquired for the purpose of sale in the near term. This category includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by HKAS 39. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with changes in fair value recognised in the income statement. These net fair value changes do not include any dividends on these financial assets, which are recognised in accordance with the policy set out for "Revenue recognition" below.

The Group evaluates its financial assets at fair value through profit or loss (held for trading) to assess whether the intent to sell them in the near term is still appropriate. When the Group is unable to trade these financial assets due to inactive markets and management's intent to sell them in the foreseeable future significantly changes, the Group may elect to reclassify these financial assets in rare circumstances. The reclassification from financial assets at fair value through profit or loss to loans and receivables, available-for-sale financial assets or held-to-maturity investments depends on the nature of the assets.



## 財務報表附註 NOTES TO FINANCIAL STATEMENTS

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## 2.4 主要會計政策概要 (續)

## 投資及其他金融資產(續)

## 按公平值透過損益列賬之金融資產(續)

倘主合約之嵌入式衍生工具之經濟特性及風險並非與主合約密切相關及主合約並非持作交易用途或指定按公平值於損益表列賬，主合約之嵌入式衍生工具乃入賬列作獨立衍生工具並按公平值入賬。該等嵌入式衍生工具乃按公平值計量，而公平值之變動於損益表確認。倘合約條款有所變動而導致合約項下所須現金流量有重大修改，方會進行重新評估。

## 貸款及應收款項

貸款及應收款項乃固定或可釐定付款金額而在活躍市場中並無報價之非衍生金融資產。於初步確認後，該等資產隨後以實際利率法按攤銷成本減任何減值備抵入賬。計算攤銷成本時，應考慮收購時產生之任何折讓或溢價，且包括屬實際利率主要部分的費用或成本。實際利率攤銷於損益表內的融資收入列賬。減值產生的虧損在損益表內確認。

## 金融資產之減值

本集團於各報告期末評估有否客觀跡象顯示一項或一組金融資產出現減值。僅在因資產於初始確認後出現一項或多項事件(產生「虧損事件」)，而該虧損事件對能可靠估計之一項金融資產或一組金融資產之估計未來現金流量有所影響而出現客觀減值跡象時，一項金融資產或一組金融資產會被視為減值。減值跡象可能包括一名債務人或一組債務人有重大財務困難、拖欠或欠繳利息或本金款項、可能破產或進行其他財務重組，以及顯示估計未來現金流出可計量下降之可觀察數據，例如欠款變動或與拖欠相關的經濟狀況。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Cont'd)

## Investments and other financial assets (Cont'd)

## Financial assets at fair value through profit or loss (Cont'd)

Derivatives embedded in host contracts are accounted for as separate derivatives and recorded at fair value if their economic characteristics and risks are not closely related to those of the host contracts and the host contracts are not held for trading or designated at fair value through profit or loss. These embedded derivatives are measured at fair value with changes in fair value recognised in the income statement. Reassessment only occurs if there is a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required.

## Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial measurement, such assets are subsequently measured at amortised cost using the effective interest rate method less any allowance for impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and includes fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance income in the income statement. The loss arising from impairment is recognised in the income statement.

## Impairment of financial assets

The Group assesses at the end of each reporting period whether there is any objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or a group of financial assets is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset (an incurred "loss event") and that loss event has an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated. Evidence of impairment may include indications that a debtor or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation and observable data indicating that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.





## 財務報表附註 NOTES TO FINANCIAL STATEMENTS

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## 2.4 主要會計政策概要 (續)

## 投資及其他金融資產(續)

## 按攤銷成本列賬之金融資產

就按攤銷成本列賬之金融資產而言，本集團首先獨立評估個別重大之金融資產有否客觀減值跡象，或共同評估非個別重大之金融資產有否客觀減值跡象。倘本集團釐定個別已評估金融資產為並無客觀減值跡象，則有關資產不論是否重大，均會計入一組有相似信貸風險特徵之金融資產，共同作減值評估。對於個別作減值評估之資產，倘其減值虧損會或會持續確認，則不會計入共同減值評估。

倘有客觀跡象顯示已出現減值虧損，有關虧損金額按資產賬面值與估計未來現金流量(不包括尚未產生之未來信貸虧損)現值之差額計量。估計未來現金流量之現值會按金融資產之原實際利率(即按初始確認計算之實際利率)貼現。倘貸款有浮動利率，則計量任何減值虧損之貼現率為當前之實際利率。

資產賬面值會直接或透過撥備賬扣減，虧損金額則於損益表確認。為計算減值虧損，利息收入會繼續以減少之賬面值及用以貼現未來現金流量之利率累計。如貸款及應收款預期不大可能收回及所有抵押品已變現或已轉讓至本集團，則會撇銷該等貸款及應收款連同任何相關撥備。

倘在其後期間，由於減值確認後發生之事件，估計減值虧損金額增加或減少，過往確認之減值虧損會因調整撥備賬而增加或減少。倘撇銷之款項可收回，則收回之款項會計入損益表中。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES  
(Cont'd)

## Impairment of financial assets (Cont'd)

## Financial assets carried at amortised cost

For financial assets carried at amortised cost, the Group first assesses individually whether objective evidence of impairment exists for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Group determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be, recognised are not included in a collective assessment of impairment.

If there is objective evidence that an impairment loss has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred). The present value of the estimated future cash flows is discounted at the financial asset's original effective interest rate (i.e., the effective interest rate computed at initial recognition). If a loan has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate.

The carrying amount of the asset is reduced either directly or through the use of an allowance account and the amount of the loss is recognised in the income statement. Interest income continues to be accrued on the reduced carrying amount and is accrued using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. Loans and receivables together with any associated allowance are written off when there is no realistic prospect of future recovery and all collateral has been realised or has been transferred to the Group.

If, in a subsequent period, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognised, the previously recognised impairment loss is increased or reduced by adjusting the allowance account. If a write-off is later recovered, the recovery is credited to the income statement.



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### 2.4 主要會計政策概要 (續)

#### 不再確認金融資產

金融資產(或(倘適用)一項金融資產之一部份或一組同類金融資產之一部份)在下列情況將不再確認:

- 收取該項資產所得現金流量之權利經已屆滿; 或
- 本集團已轉讓其收取該項資產所得現金流量之權利, 或須根據一項「通過」安排, 在未有嚴重延緩的情況下, 承擔全數支付收取現金流量的責任, 並(a)已轉讓該項資產之絕大部份風險及回報; 或(b)並無轉讓或保留該項資產絕大部份風險及回報, 但已轉讓該項資產之控制權。

本集團凡轉讓其收取該項資產所得現金流量之權利, 但並無轉讓或保留該項資產之絕大部份風險及回報, 並且無轉讓該項資產之控制權, 該項資產將確認入賬, 條件為本集團須持續涉及該項資產。在此情況下, 本集團亦確認一項聯營負債。轉讓資產的聯營負債乃以反映本集團保留的權利及責任的基準計量。

本集團以擔保形式持續涉及轉讓資產, 該已轉讓資產乃以該項資產之原賬面值及本集團可能需要支付之最高代價兩者之較低者計量。

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

#### *Derecognition of financial assets*

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognised when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, and has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the asset is recognised to the extent of the Group's continuing involvement in the asset. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.



## 財務報表附註 NOTES TO FINANCIAL STATEMENTS

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## 2.4 主要會計政策概要 (續)

## 金融負債

## 初始確認及計量

符合香港會計準則第39號範圍之金融負債分類為按公平值計入損益之金融負債、貸款及借貸，或指定於有效對沖中作為對沖工具之衍生工具(視情況而定)。本集團於初始確認時釐定金融負債之分類。

所有金融負債初始按公平值確認，倘為貸款及借貸，則加上直接應佔交易成本。

本集團之金融負債包括應付貿易賬款、計息銀行貸款、其他應付款項、衍生金融工具及來自聯營公司的貸款。

## 其後計量

金融負債按其分類之計量如下：

## 按公平值計入損益之金融負債

按公平值計入損益之金融負債包括持作交易的金融負債及按公平值計入損益時於初步確認後指定之金融負債。

倘購買該財務負債的目的為於近期出售，則該財務負債應分類為持作交易用途。此分類包括本集團根據香港會計準則第39號所界定之對沖關係不被指定為對沖工具之衍生財務工具。獨立嵌入式衍生工具亦分類為持作交易用途，除非其被指定為有效的對沖工具則另作別論，持作交易用途的負債損益於損益表內確認。於損益表確認的公平值收益或虧損淨額並不包括任何向該等財務負債所扣除的任何利息。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES  
(Cont'd)

## Financial liabilities

## Initial recognition and measurement

Financial liabilities within the scope of HKAS 39 are classified as financial liabilities at fair value through profit or loss, loans and borrowings, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The Group determines the classification of its financial liabilities at initial recognition.

All financial liabilities are recognised initially at fair value and in the case of loans and borrowings, plus directly attributable transaction costs.

The Group's financial liabilities include trade payables, interest-bearing bank borrowings, other payables, derivatives financial instruments and a loan from an associate.

## Subsequent measurement

The measurement of financial liabilities depends on their classification as follows:

## Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss includes financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are acquired for the purpose of selling in the near term. This category includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by HKAS 39. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognised in the income statement. The net fair value gain or loss recognised in the income statement does not include any interest charged on these financial liabilities.



## 財務報表附註 NOTES TO FINANCIAL STATEMENTS

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## 2.4 主要會計政策概要 (續)

## 金融負債(續)

## 貸款及借貸

於初始確認後，計息貸款及借貸其後會以實際利率法按攤銷成本計量，惟倘貼現效果並不重大，則會按成本列賬。當負債被剔除確認及已透過實際利率法攤銷時，收益及虧損會於損益表中確認。

攤銷成本之計算已計及任何收購折讓或溢價，以及屬於實際利率組成部份之費用或成本。實際利率攤銷會計入損益表之融資成本內。

## 財務擔保合約

本集團作出之財務擔保合約即要求發行人作出特定付款以償付持有人因特定債務人未能根據債務工具之條款償還到期款項而招致損失之合約。財務擔保合約初步按其公平值確認為一項負債，並就作出該擔保直接產生之交易成本作出調整。於初步確認後，本集團按(i)報告期末之現有責任所須開支之最佳估計金額；及(ii)初步確認之金額減(如適用)累計攤銷(以較高者為準)計量財務擔保合約。

## 不再確認金融負債

當負債項下之責任獲解除或取消或屆滿時，會剔除確認金融負債。

倘現有金融負債被來自同一借款人但條款極不相同之另一項負債所取代，或對現有負債之條款進行大幅修改，上述更替或修訂將被視作剔除確認原有負債及確認新負債，而有關賬面值之差額將在損益表確認。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Cont'd)

## Financial liabilities (Cont'd)

## Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the income statement when the liabilities are derecognised as well as through the effective interest rate method amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in the income statement.

## Financial guarantee contracts

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. A financial guarantee contract is recognised initially as a liability at its fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequent to initial recognition, the Group measures the financial guarantee contract at the higher of: (i) the amount of the best estimate of the expenditure required to settle the present obligation at the end of the reporting period; and (ii) the amount initially recognised less, when appropriate, cumulative amortisation.

## Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in the income statement.



**財務報表附註 NOTES TO FINANCIAL STATEMENTS**

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**2.4 主要會計政策概要 (續)****抵銷金融工具**

僅在有現有可強制執行之合法權利抵銷確認金額及有意按淨額基準結算，或計劃同時變現資產及償還負債之情況下，金融資產及金融負債方可抵銷，淨額會呈報在財務狀況表內。

**金融工具之公平值**

於活躍市場買賣之金融工具之公平值乃參照市場報價或交易商之報價表(好倉之買入價及淡倉之賣出價)而釐定，並且不會扣除任何交易成本。就無活躍市場之金融工具則使用合適之估值技術釐定公平值。該等技術包括使用近期公平之市場交易；參照大致相同之另一工具之目前市價；折算現金流量分析；及其他估值模式。

**衍生金融工具****初步確認及其後計量**

本集團利用衍生金融工具(例如遠期貨幣合約及利率掉期交易)分別對沖其外匯風險及利率風險。該等衍生金融工具初步以訂立衍生工具之日的公平值確認，並隨後以公平值再計算。倘公平值為正數，衍生工具以資產入賬，而公平值倘為負數，則以負債入賬。

衍生工具之公平值變動所產生之任何盈虧乃直接計入損益表，惟現金流對沖之實際部份則於其他全面損益確認。

**2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES  
(Cont'd)*****Offsetting of financial instruments***

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if, and only if, there is currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

***Fair value of financial instruments***

The fair value of financial instruments that are traded in active markets is determined by reference to quoted market prices or dealer price quotations (bid price for long positions and ask price for short positions), without any deduction for transaction costs. For financial instruments where there is no active market, the fair value is determined using appropriate valuation techniques. Such techniques include using recent arm's length market transactions; reference to the current market value of another instrument which is substantially the same; a discounted cash flow analysis; and option pricing models.

***Derivative financial instruments******Initial recognition and subsequent measurement***

The Group uses derivative financial instruments such as forward currency contracts and interest rate swaps to hedge its foreign currency risk and interest rate risk, respectively. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative.

Any gains or losses arising from changes in fair value of derivatives are taken directly to the income statement, except for the effective portion of cash flow hedges, which is recognised in other comprehensive income.



## 財務報表附註 NOTES TO FINANCIAL STATEMENTS

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### 2.4 主要會計政策概要 (續)

#### 衍生金融工具 (續)

##### 流動與非流動分類對比

並無指定為有效對沖工具之衍生工具分類為流動或非流動或根據對事實及情況之評估(即相關合約現金流量)分類為流動或非流動。

- 倘本集團將持有衍生工具作為經濟對沖(而並無應用對沖會計處理方法)至超過報告期末後十二個月期間,該衍生工具乃與相關項目之分類一致分類為非流動(或分開為流動及非流動部分)。
- 與主合約並非密切聯繫之嵌入式衍生工具乃與主合約之現金流量一致分類。
- 指定為及為有效對沖工具之衍生工具乃與相關對沖項目之分類一致分類。衍生工具僅於能可靠作出分配的情況下,才可分開為流動部分及非流動部分。

#### 存貨

存貨在適當扣除陳舊或滯銷貨品後按成本(以先入先出法計算)與可變現淨值兩者中之較低者列賬。可變現淨值乃估計售價減估計直至製成及出售止所需一切成本後之數額。

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Cont'd)

#### Derivative financial instruments (Cont'd)

##### Current versus non-current classification

Derivative instruments that are not designated as effective hedging instruments are classified as current or non-current or separated into a current or non-current portion based on an assessment of the facts and circumstances (i.e., the underlying contracted cash flows).

- Where the Group will hold a derivative as an economic hedge (and does not apply hedge accounting) for a period beyond 12 months after the end of the reporting period, the derivative is classified as non-current (or separated into current and non-current portions) consistently with the classification of the underlying item.
- Embedded derivatives that are not closely related to the host contract are classified consistently with the cash flows of the host contract.
- Derivative instruments that are designated as, and are effective hedging instruments, are classified consistently with the classification of the underlying hedged item. The derivative instruments are separated into current portions and non-current portions only if a reliable allocation can be made.

#### Inventories

Inventories are stated at the lower of cost, on the first-in, first-out basis, and net realisable value after making due allowance for any obsolete or slow-moving items. Net realisable value is based on estimated selling prices less all estimated costs to be incurred to completion and disposal.



## 財務報表附註 NOTES TO FINANCIAL STATEMENTS

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### 2.4 主要會計政策概要 (續)

#### 建築合約

合約收益包括已協議之合約數額及由修訂訂單、索償及獎金所得之適當數額。合約成本包括直接材料、分包成本、直接勞工成本及合適比例之可變及固定建築成本。

固定價格建築合約之收益按完成百分比予以確認，並參考於該日已產生之成本佔有關合約之估計總成本之比例計算。

成本加建築合約之收益按完成之百分比予以確認，並參考於該段期間產生之可收回成本及賺取之有關費用，以截至該日已產生之成本佔有關合約之估計總成本之比例計算。

若管理層預見未來會產生虧損，則會於預見該等虧損時作出撥備。

若已產生之合約成本加已確認溢利減已確認虧損超過進度付款，該盈餘視作為客戶有關合約工程之欠款。

若進度付款超過截至該日之合約成本加已確認溢利減已確認虧損，該盈餘視作為欠客戶有關合約工程之款項。

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

#### Construction contracts

Contract revenue comprises the agreed contract amount and appropriate amounts from variation orders, claims and incentive payments. Contract costs incurred comprise direct materials, the costs of subcontracting, direct labour and an appropriate proportion of variable and fixed construction overheads.

Revenue from fixed price construction contracts is recognised on the percentage of completion method, measured by reference to the proportion of costs incurred to date to the estimated total cost of the relevant contract.

Revenue from cost plus construction contracts is recognised on the percentage of completion method, by reference to the recoverable costs incurred during the period plus the related fees earned, measured by the proportion of costs incurred to date to the estimated total cost of the relevant contract.

Provision is made for foreseeable losses as soon as they are anticipated by management.

Where contract costs incurred to date plus recognised profits less recognised losses exceed progress billings, the surplus is treated as an amount due from a contract customer.

Where progress billings exceed contract costs incurred to date plus recognised profits less recognised losses, the surplus is treated as an amount due to a contract customer.



## 財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 March 2011 二零一一年三月三十一日

## 2.4 主要會計政策概要 (續)

**現金及等同現金項目**

就綜合現金流量表而言，現金及等同現金項目包括手上現金及活期存款，以及可於收購之日起計之短到期日（一般為三個月內）即時轉換為確實數額現金及面對不重大之價值變動風險之短期高度流動投資項目，扣除須於要求時償還並為本集團之現金管理之完整部份之銀行透支。

就財務狀況表而言，現金及銀行結存包括用途不受限制之手頭及銀行現金，包括定期存款。

**撥備**

倘目前之某些責任（包括法定或推定）是由於一些過去已發生之事件所致，而且可能於未來有資源需要流出用作清還該責任，同時有關之金額能得到可靠估計，則會確認撥備。

當折讓效應重大時，就撥備而確認之金額為於報告期末預計需用作清還該責任之未來支出之現值。隨着時間而增加之現值之經折讓金額計入損益賬之融資成本內。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES  
(Cont'd)**Cash and cash equivalents**

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the statements of financial position, cash and bank balances comprise cash on hand and at banks, including term deposits, which are not restricted as to use.

**Provisions**

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in the income statement.





## 財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 March 2011 二零一一年三月三十一日

### 2.4 主要會計政策概要 (續)

#### 所得稅

所得稅包括當前所得稅和遞延所得稅。與並非於損益賬確認之項目有關之所得稅會於其他全面收益或直接於權益中確認。

本期及過往期間之當前稅項資產及負債以預期可予收回或支付予稅務機關之金額計算，計算之基準為於報告期末前已經生效或實際上已生效之稅率（及稅法），亦考慮本集團經營所在國家現行之詮釋及慣例。

遞延稅項使用負債法就報告期末資產及負債之稅基與其作財務申報用途之賬面值之間產生之一切暫時性差異作出撥備。

遞延稅項負債乃就所有應課稅暫時性差異予以確認，惟以下情況除外：

- 於進行某項不屬於業務合併之交易時因初步確認資產或負債且無對會計溢利或應課稅溢利或虧損構成影響而產生之遞延稅項負債；及
- 就與於附屬公司之投資及於聯營公司之權益相關之應課稅暫時性差異而言，惟倘撥回暫時性差異的時間可予控制，且暫時性差異可能不會於可見將來撥回則作別論。

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

#### Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside income statement is recognised, either in other comprehensive income or directly in equity.

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- where the deferred tax liability arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries and associates, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.



## 財務報表附註 NOTES TO FINANCIAL STATEMENTS

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### 2.4 主要會計政策概要 (續)

#### 所得稅 (續)

遞延稅項資產按所有可抵扣暫時性差異、未動用稅收抵免及未動用稅項虧損之結轉確認，惟以將未來應課稅溢利用作抵銷可抵扣暫時性差異、可動用之未動用稅項資產及未動用稅項虧損之結轉為限，惟以下情況除外：

- 於進行某項交易時因初步確認資產或負債且無對會計溢利或應課稅溢利或虧損構成影響而產生之可抵扣暫時性差異有關之遞延稅項資產；及
- 就與於附屬公司之投資及於聯營公司之權益相關的可抵扣暫時性差異而言，遞延稅項資產僅在暫時性差異可能於可見將來撥回，及應課稅溢利可予動用抵銷暫時性差異時始予確認。

遞延稅項資產之賬面值於各報告期末進行審核，並減至將不能再有足夠應課稅溢利以動用全部或部份遞延稅項資產為限。未確認之遞延稅項資產則於各報告期末進行重估，並於將可能有足夠應課稅溢利以動用全部或部份遞延稅項資產時確認。

遞延稅項資產及負債乃依據於各報告期末已頒佈或實質上已頒佈之稅率（及稅務法例），按預期適用於變現資產或償還負債期間之稅率計算。

當存在可依法執行之權利，可將即期稅項資產抵銷即期稅項負債，而遞延稅項涉及同一應課稅實體及同一稅務機關時，遞延稅項資產及遞延稅項負債方可互相抵銷。

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Cont'd)

#### Income tax (Cont'd)

Deferred tax assets are recognised for all deductible temporary differences, carryforward of unused tax credits and unused tax losses, to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences, and the carryforward of unused tax credits and unused tax losses can be utilised, except:

- where the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries and associates, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.



## 財務報表附註 NOTES TO FINANCIAL STATEMENTS

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## 2.4 主要會計政策概要 (續)

## 收益確認

當經濟利益流入本集團，及收益可靠地計量時，有關收益按以下基準確認：

- (a) 來自地基打樁、機電及建築工程合約

如上文「建築合約」之會計政策中進一步闡釋之完成百分比為基準；

- (b) 來自出售持有供銷售之物業

當擁有權之大部分風險及回報已轉至買家時；

- (c) 來自機器買賣

當擁有權之大部份風險及回報已轉至買家，而本集團不保留一般與擁有權有關之某程度管理權，亦不再實際控制已出售之機器；

- (d) 物業及機器租賃之租金收入

在物業及機器出租期間按直線法在租期內計算；

- (e) 來自提供物業管理服務

於提供有關服務之有關期內；

- (f) 利息收入

按應計基準以實際利率法採用將金融工具在預計可用年期期間估計在日後收取之現金折現至金融資產賬面淨值之利率確認；及

- (g) 股息收入

當股東收取股息之權利確定時。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES  
(Cont'd)

## Revenue recognition

Revenue is recognised when it is probable that the economic benefits will flow to the Group and when the revenue can be measured reliably, on the following bases:

- (a) From foundation piling, E&M engineering and building construction contracts

On the percentage of completion basis, as further explained in the accounting policy for "Construction contracts" above;

- (b) From the sale of properties held for sale

When the significant risks and rewards of ownership have been transferred to the buyer;

- (c) From machinery trading

When the significant risks and rewards of ownership have been transferred to the buyer, provided that the Group maintains neither managerial involvement to the degree usually associated with ownership, nor effective control over the machines sold;

- (d) Rental income from property and machinery leasing

In the period in which the properties and machines are leased and on the straight-line basis over the lease terms;

- (e) From the rendering of property management services

In the period in which such services are rendered;

- (f) Interest income

On an accrual basis using the effective interest rate method by applying the rate that discounts the estimated future cash receipts through the expected life of the financial instrument to the net carrying amount of the financial asset; and

- (g) Dividend income

When the shareholder's right to receive payment has been established.



## 2.4 主要會計政策概要 (續)

## 僱員福利

## 以股份支付之交易

本公司設立一項購股權計劃，作為向為本集團成功營運作出貢獻之合資格參與者給予獎勵及回報。本集團之僱員(包括董事)以股份支付之交易方式收取報酬，而僱員提供服務作為收取股權工具之代價(「以股權支付之交易」)。

於二零零二年十一月七日後，與僱員進行以股權支付之交易之成本，乃參照授出日期之公平值計算。公平值由外聘估值師使用二項式釐定。

以股權支付之交易之成本，連同權益相應增加部分，在績效及/或服務條件獲達成之期間確認。在歸屬日期前，於每個報告期末確認之以股權支付之交易之累計開支，以反映歸屬期已到期部分及本集團對最終將會歸屬之股權工具數目之最佳估計。在某一期間內在損益表內扣除或進賬，乃反映累計開支於期初與期終確認時之變動。

對於已授出但尚未歸屬之購股權，不會確認任何開支，但視乎市場條件而決定歸屬與否之已以股權支付之交易則除外，對於該類購股權而言，只要所有其他績效條件已經達成，不論市場條件是否達成，均被視為已歸屬。

倘若以股權支付之購股權之條款有所變更，所確認之開支最少須達到猶如條款並無任何變更及符合已授出購股權的原條款之水平。此外，倘若按變更日期之計算，任何變更導致以股份支付之安排之總公平值有所增加，或為僱員帶來其他利益，則應就該等變更確認開支。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Cont'd)

## Employee benefits

## Share-based payment transactions

The Company operates a share option scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Employees (including directors) of the Group receive remuneration in the form of share-based payment transactions, whereby employees render services as consideration for equity instruments ("equity-settled transactions").

The cost of equity-settled transactions with employees for grants after 7 November 2002 is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer using a binomial model.

The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to the income statement for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

No expense is recognised for awards that do not ultimately vest, except for equity-settled transactions where vesting is conditional upon a market or non-vesting condition, which are treated as vesting irrespective of whether or not the market or non-vesting condition is satisfied, provided that all other performance and/or conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the employee as measured at the date of modification.





## 財務報表附註 NOTES TO FINANCIAL STATEMENTS

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### 2.4 主要會計政策概要 (續)

#### 僱員福利(續)

##### 以股份支付之交易(續)

倘若以股權支付之購股權被註銷，應被視為已於註銷日期歸屬，而任何尚未確認之授予購股權開支應即時確認，其包括本集團或僱員未達成非歸屬條件的任何購股權。然而，倘授予新購股權代替已註銷之購股權，並於授出日期指定為替代購股權，則已註銷之購股權及新購股權，均應被視為原購股權之變更，一如前段所述。所有以股權支付交易購股權的註銷均公平對待。

於計算每股盈利時，尚未行使購股權之攤薄影響乃反映為額外股份攤薄。

##### 有薪假期結轉

本集團根據其僱員之僱傭合約按每個曆年之基準為僱員提供有薪年假。在若干情況下，於報告期末尚未利用之該等假期獲准結轉累積，並由有關之各個僱員於下一年度動用。於報告期末，已就僱員於該年度應得及所結轉之有薪假期之預期未來成本作出應計費用。

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

#### Employee benefits (Cont'd)

##### Share-based payment transactions (Cont'd)

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph. All cancellations of equity-settled transaction awards are treated equally.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share.

##### Paid leave carried forward

The Group provides paid annual leave to its employees under their employment contracts on a calendar year basis. Under certain circumstances, such leave which remains untaken as at the end of the reporting period is permitted to be carried forward and utilised by the respective employees in the following year. An accrual is made at the end of the reporting period for the expected future cost of such paid leave earned during the year by the employees and carried forward.



## 2.4 主要會計政策概要 (續)

## 僱員福利(續)

## 退休金計劃

本集團為若干香港僱員設立固定比例供款公積金(「公積金」)，其資產乃與本集團之資產分開管理，且由獨立專業基金經理負責管理。公積金之供款按合資格僱員基本薪酬之某個百分比計算，當計劃規定之供款到期支付時，從損益表中扣除。公積金之持續供款已於一九九九年四月一日終止。

於強制性公積金退休福利計劃(「強積金計劃」)實施後，本集團已重整其退休計劃安排，以符合強制性公積金計劃條例。本集團就上述退休福利計劃取得強制性公積金豁免地位，此外，並由二零零一年十二月一日起，為其所有香港僱員參與經批准之固定比例供款強積金計劃。供款按僱員基本薪酬之某個百分比計算，當強積金計劃規則規定之供款到期支付時，從損益表中扣除。強積金計劃之資產與本集團之資產分開管理。本集團之僱員在強積金計劃之供款全歸屬僱員。

位於中國大陸之本集團附屬公司僱員須參與由當地市政府設立之中央公積金計劃。該等附屬公司須為中央公積金計劃作出供款，款項為彼等薪金之若干百分比。供款於根據中央公積金計劃規例須予支付時計入損益表內。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Cont'd)

## Employee benefits (Cont'd)

## Pension schemes

The Group operated a defined contribution provident fund (the "Fund") for certain of its employees in Hong Kong, the assets of which were held separately from those of the Group and were managed by an independent professional fund manager. Contributions under the Fund were made based on a percentage of the eligible employees' basic salaries and were charged to the income statement as they became payable in accordance with the rules of the scheme. The ongoing contributions to the Fund were terminated on 1 April 1999.

Following the introduction of the Mandatory Provident Fund retirement benefit scheme (the "MPF Scheme"), the Group has restructured its retirement scheme arrangements to comply with the Mandatory Provident Fund Schemes Ordinance. The Group has secured a Mandatory Provident Fund exemption status for the Fund and, in addition, has participated in an approved defined contribution MPF Scheme with effect from 1 December 2001, for all of its employees in Hong Kong. Contributions are made based on a percentage of the employees' basic salaries and are charged to the income statement as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme.

The employees of the Group's subsidiaries located in Mainland China are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute a certain percentage of their covered payroll to the central pension scheme. The contributions are charged to the income statement as they become payable in accordance with the rules of the central pension scheme.



## 財務報表附註 NOTES TO FINANCIAL STATEMENTS

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## 2.4 主要會計政策概要 (續)

**借貸成本**

因收購、建築或生產合資格資產(即需要長時間撥備作擬定用途或銷售之資產)而直接產生之借貸成本乃資本化作該等資產之部份成本。當資產大致上可作擬定用途或銷售時,即停止將借貸成本資本化。特定借貸用於合資格資產之前作為短暫投資所賺取之投資收入於已資本化之借貸成本中扣除。所有其他借貸成本於其產生期間支銷。借貸成本包括利息及實體就資金借貸產生之其他成本。

**外幣**

該等財務報表乃以本公司之功能及呈報貨幣港元呈列。本集團內各實體釐定其本身之功能貨幣,而各實體計入財務報表內之項目乃以該功能貨幣計算。本集團內實體所記錄之外幣交易初步按其各自於交易日期適用之功能貨幣匯率記錄。以外幣為單位之貨幣資產與負債乃按報告期末適用之功能貨幣匯率重新換算。所有差額均計入損益表。按外幣歷史成本計算之非貨幣項目按首次交易日期之匯率換算。按外幣公平值計算之非貨幣項目則按釐定公平值當日之匯率換算。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES  
(Cont'd)**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. The 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 capitalised. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

**Foreign currencies**

These financial statements are presented in Hong Kong dollars, which is the Company's functional and presentation currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates ruling at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency rates of exchange ruling at the end of the reporting period. All differences are taken to the income statement. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.



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## 2.4 主要會計政策概要 (續)

## 外幣(續)

若干海外附屬公司及聯營公司之功能貨幣為港元以外之貨幣。於報告期末，該等實體之資產與負債乃按報告期末適用之匯率換算為本公司之呈報貨幣，其損益表則按本年度之加權平均匯率換算為港元。因此而產生之滙兌差額於其他全面收益確認及於滙兌浮動儲備累計。出售外國實體時，有關該項特定外國業務之其他全面收益部分，乃於損益表內確認。

就綜合現金流量表而言，海外附屬公司之現金流量乃以出現現金流量當日之匯率換算為港幣。而海外附屬公司於年內經常出現之現金流量項目則以年內之加權平均匯率換算為港幣。

## 3. 重大會計判斷及估計

在應用本集團之會計政策時，管理層根據過往經驗、對未來之預期及其他資料作出不同判斷及估計。可能對綜合財務報表內確認之金額構成重大影響之估計不明朗因素之主要來源載列如下：

## 應收貿易賬款減值

本集團之應收貿易賬款減值政策乃根據評估賬目之可收回程度及賬齡分析以及按管理層之判斷而釐定。在評估該等應收款項之最終變現情況時，須要作出很大程度之判斷，包括評估每名客戶現時之信譽及過去之收回歷史。倘本集團客戶之財政狀況轉壞，導致彼等之付款能力減弱，則須作出額外撥備。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES  
(Cont'd)

## Foreign currencies (Cont'd)

The functional currencies of certain overseas subsidiaries and associates are currencies other than the Hong Kong dollar. As at the end of the reporting period, the assets and liabilities of these entities are translated into the presentation currency of the Company at the exchange rates ruling at the end of the reporting period and their income statements are translated into Hong Kong dollars at the weighted average exchange rates for the year. The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the income statement.

For the purpose of the consolidated statement of cash flows, the cash flows of overseas subsidiaries are translated into Hong Kong dollars at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiaries which arise throughout the year are translated into Hong Kong dollars at the weighted average exchange rates for the year.

## 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

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

## Impairment of trade receivables

The policy for impairment of trade receivables of the Group is based on the evaluation of collectibility and aging analysis of trade receivables and on management's judgement. Significant judgement is required in assessing the ultimate realisation of these receivables, including the current creditworthiness and the past collection history of each customer. If the financial conditions of customers of the Group were to deteriorate, resulting in an impairment of their ability to make payments, additional provisions may be required.





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## 3. 重大會計判斷及估計 (續)

*建築工程之完工百分比*

本集團根據建築工程個別合約之完工百分比確認收益。倘於報告期末客戶尚未核證工程之價值，則本集團管理層將估計建築工程之完工百分比。該等估計乃根據總預算成本中所產生之實際成本作出。管理層亦估計相應之合約收益。基於建築合約所承辦之工程活動性質，訂立合約工程活動之日期與工程活動完工日期通常處於不同之會計期間內。於合約進行時，本集團同時審閱及修訂各建築合約編製之預算內之合約收益及合約成本之估計。

*即期稅項及遞延稅項*

本集團須繳納多個司法權區之所得稅。釐定稅項撥備金額及繳付相關稅項之時間時需要作出重大判斷。在日常業務過程中，多項交易及釐定最終稅項之計算方法未能確定。倘若該等事宜之最終稅項結果與初步記錄金額不同，則有關差額將影響作出釐定期間之所得稅及遞延稅項撥備。

## 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Cont'd)

*Percentage of completion of construction works*

The Group recognises revenue according to the percentage of completion of the individual contract of construction works. The Group's management estimates the percentage of completion of construction works if the value of works has not been certified by the customers at the end of the reporting period. These estimates are based on actual cost incurred over the total budgeted cost. Corresponding contract revenue is also estimated by management. Because of the nature of the activity undertaken in construction contracts, the date at which the contract activity is entered into and the date when the activity is completed usually fall into different accounting periods. The Group reviews and revises the estimates of both contract revenue and contract costs in the budget prepared for each construction contract as the contract progresses.

*Current and deferred tax*

The Group is subject to income taxes in a number of jurisdictions. Significant judgement is required in determining the amount of the provision for tax and the timing of payment of the related taxes. There are transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will have an impact on the income tax and deferred tax provisions in the period in which such determination is made.



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### 3. 重大會計判斷及估計 (續)

#### 中國土地增值稅 (「土地增值稅」)

土地增值稅乃就土地價值之增值數額 (即出售物業所得款項減包括土地使用權攤銷、借貸成本及所有物業發展開支在內之可扣減開支) 按介乎30%至60%不等之遞增稅率徵收。該稅項於轉讓物業所有權時產生。

本集團在中國從事物業發展業務之附屬公司須繳納土地增值稅。然而，在中國不同城市，該等稅項之實施各有差異，且本集團尚未與不同稅務機關最終落實其土地增值稅之計算及繳款。因此，在釐定土地增值金額及其相關稅項時須作出重大判斷。本集團按照管理層之最佳估計確認該等負債。倘該等事項之最終稅額與最初記錄之金額不同，則該差額將會影響該年度的綜合財務報表。

### 4. 經營分類資料

本集團之經營業務根據其業務性質及所提供之產品及服務獨立組織及管理。經營分類按與向本公司主要管理人員進行內部報告一致之方式報告，詳情如下：

- (a) 地基打樁；
- (b) 機電及建築工程；
- (c) 機器租賃及買賣；
- (d) 物業投資及管理；及
- (e) 物業發展。

### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Cont'd)

#### Mainland China land appreciation taxes ("LAT")

LAT is levied at progressive rates ranging from 30% to 60% on the appreciation of land value, being the proceeds of sales of properties less deductible expenditures including amortisation of land use rights, borrowing costs, business taxes and all property development expenditures. The tax is incurred upon transfer of property ownership.

Subsidiaries of the Group engaging in the property development business in Mainland China are subject to LAT. However, the implementation of these taxes varies amongst various cities in Mainland China and the Group has not yet finalised its LAT calculation and payments with the tax authority. Accordingly, significant judgement is required in determining the amount of land appreciation and its related taxes. The Group recognises these liabilities based on management's best estimates. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the consolidated financial statements in the period in which such determination is made.

### 4. OPERATING SEGMENT INFORMATION

The Group's operating businesses are structured and managed separately, according to the nature of their operations and the products and services they provided. Operating segments are reported in a manner consistent with internal reporting to the Company's key management personnel as follows:

- (a) the foundation piling segment;
- (b) the E&M engineering and building construction segment;
- (c) the machinery leasing and trading segment;
- (d) the property investment and management segment; and
- (e) the property development segment.



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### 4. 經營分類資料 (續)

管理層個別監控本集團經營分類之業績，以作出有關資源分配及表現評估之決定。評估分類表現以可報告分類溢利／(虧損)(經調整除稅前溢利／(虧損)之計量標準)為基準。

經調整除稅前溢利／(虧損)乃貫徹本集團之持續經營業務除稅前溢利計量，惟利息收入、融資成本、股息收入、本集團金融工具公平值盈利／(虧損)、分佔聯營公司溢利以及總公司及公司開支除外。

分類資產不包括遞延稅項資產、按公平值計入損益之投資、衍生金融工具、預付稅項、定期存款以及其他未分配總公司及公司資產，原因為該等資產乃按集團基準管理。

分類負債不包括衍生金融工具、計息銀行借貸、應付稅項、遞延稅項負債及其他未分配總公司及公司負債，原因為該等負債乃按集團基準管理。

分類業務間之銷售及轉讓乃參考向第三者銷售時之售價按當時之市價進行交易。

### 4. OPERATING SEGMENT INFORMATION (Cont'd)

Management monitors the results of its operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/(loss), which is a measure of adjusted profit/(loss) before tax.

The adjusted profit/(loss) before tax is measured consistently with the Group's profit before tax from continuing operations except that interest income, finance costs, dividend income, fair value gains/(losses) from the Group's financial instruments, share of results of associates as well as head office and corporate expenses are excluded from such measurement.

Segment assets exclude deferred tax assets, investments at fair value through profit or loss, derivative financial instruments, tax prepaid, time deposits and other unallocated head office and corporate assets as these assets are managed on a group basis.

Segment liabilities exclude derivative financial instruments, interest-bearing bank borrowings, tax payable, deferred tax liabilities and other unallocated head office and corporate liabilities as these liabilities are managed on a group basis.

Intersegment sales and transfers are transacted with reference to the selling prices used for sales made to third parties at the then prevailing market prices.



財務報表附註 NOTES TO FINANCIAL STATEMENTS

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4. 經營分類資料 (續) 4. OPERATING SEGMENT INFORMATION (Cont'd)

截至二零一一年及二零一零年三月三十一日止年度  
Years ended 31 March 2011 and 2010

	地基打樁		機電及建築工程		機器租賃及買賣		物業投資及管理		物業發展		無分類		抵銷		綜合	
	二零一一年	二零一零年	二零一一年	二零一零年	二零一一年	二零一零年	二零一一年	二零一零年	二零一一年	二零一零年	二零一一年	二零一零年	二零一一年	二零一零年	二零一一年	二零一零年
	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
分派收益:																
銷售予外間客戶	1,852,870	919,593	28,688	41,923	12,386	16,405	74,724	103,247	691,100	1,053,349	-	-	-	-	2,659,768	2,134,517
分派業務間之銷售	-	-	1,017	1,025	-	58	-	-	-	-	-	-	(1,017)	(1,083)	-	-
總計	1,852,870	919,593	29,705	42,948	12,386	16,463	74,724	103,247	691,100	1,053,349	-	-	(1,017)	(1,083)	2,659,768	2,134,517
分類業績	150,364	94,870	4,797	838	(2,910)	(2,067)	187,513	111,071	414,812	588,770	(49,618)	(41,255)	-	-	704,958	752,857
利息收入															12,946	1,301
上市投資之股息收入															113	94
融資成本															(10,364)	(11,721)
聯營公司應佔溢利															4,318	277
除稅前溢利															711,971	742,808
所得稅開支															(295,587)	(353,860)
本年度溢利															416,384	388,948



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**4. 經營分類資料 (續) OPERATING SEGMENT INFORMATION (Cont'd)**

截至二零一一年及二零一零年三月三十一日止年度

Years ended 31 March 2011 and 2010

	地基打樁		機電及建築工程		機器租賃及買賣		物業投資及管理		物業發展		無分類		綜合	
	二零一一年	二零一零年	二零一一年	二零一零年	二零一一年	二零一零年	二零一一年	二零一零年	二零一一年	二零一零年	二零一一年	二零一零年	二零一一年	二零一零年
	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
<b>資產及負債：</b>														
<b>分類資產</b>	710,914	625,034	61,552	78,646	24,989	17,476	536,645	1,441,599	1,612,632	1,519,703	1,184,831	1,153,396	4,131,563	4,835,854
<b>分類負債</b>	492,506	342,041	74,785	44,426	2,920	1,620	66,229	34,810	419,091	640,546	1,146,617	1,487,395	2,202,148	2,550,838
<b>其他分類資料：</b>														
折舊	39,397	32,233	31	49	2,467	3,051	3,914	4,547	1,125	1,238	5,817	5,859	52,751	46,997
應收貿易賬款減值	-	-	-	-	-	140	-	-	-	-	-	-	-	140
其他資產之減值撥回	-	-	-	-	-	-	-	-	-	-	(70)	(20)	(70)	(20)
撥減/(撥減轉回)	-	-	-	-	-	-	-	-	-	-	-	-	-	-
存貨至可變現淨值	-	-	-	-	-	95	(19)	-	-	-	-	(2)	95	(21)
出售及撇銷物業、機器及設備項目之虧損/(盈利)	(117)	(11,949)	-	-	(2,351)	(13)	26	91	(32)	-	-	(227)	(2,474)	(12,098)
出售投資物業之盈利	-	-	-	-	-	-	(524)	(7,598)	-	-	-	-	(524)	(7,598)
投資物業之公平值變動	-	-	-	-	-	-	(17,899)	(71,840)	-	-	-	-	(17,899)	(71,840)
出售附屬公司之虧損/(盈利)、淨值	-	-	-	(155)	-	-	(156,469)	-	-	-	545	298	(155,924)	143
物業、機器及設備之資本開支	65,954	44,195	13	3	7,285	1,299	3,750	1,418	2,041	655	1,645	1,731	80,688	49,301
投資物業之資本開支	-	-	-	-	-	-	4,135	601	-	-	-	-	4,135	601

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**4. 經營分類資料 (續)**
**地區分類資料**
**(a) 來自外間客戶收益**

 分類收益：  
 銷售予外間客戶

 Segment revenue:  
 Sales to external  
 customers

香港		澳門		中國其他地區		綜合	
Hong Kong		Macau		Elsewhere in the PRC		Consolidated	
二零一一年	二零一零年	二零一一年	二零一零年	二零一一年	二零一零年	二零一一年	二零一零年
2011	2010	2011	2010	2011	2010	2011	2010
千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
1,883,427	967,682	11,093	10,774	765,248	1,156,061	2,659,768	2,134,517

 上述收益資料以客戶所在位置為  
 基準。

 The revenue information above is based on location of the  
 customers.

**(b) 非流動資產：**

香港		澳門		中國其他地區		綜合	
Hong Kong		Macau		Elsewhere in the PRC		Consolidated	
二零一一年	二零一零年	二零一一年	二零一零年	二零一一年	二零一零年	二零一一年	二零一零年
2011	2010	2011	2010	2011	2010	2011	2010
千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
367,048	307,283	1	18	1,045,287	1,979,787	1,412,336	2,287,088

 上述非流動資產以資產所在位置  
 為基準且不包括遞延稅項資產。

 The non-current assets information above is based on location of  
 the assets and excludes deferred tax assets.

**有關一名主要客戶之資料**

 收益約 422,032,000 港元 (二零一零  
 年：137,199,000 港元) 來自地基打樁  
 分類向單一客戶作出之銷售。

**Information about a major customer**

 Revenue of approximately HK\$422,032,000 (2010:  
 HK\$137,199,000) was derived from sales by the foundation piling  
 segment to a single customer.

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**5. 收益、其他收入及盈利**

收益(亦即本集團之營業額)指由建築師或工料測量師驗證之地基打樁與機電及建築工程合約價值；買賣機器及物業管理所得收入；出租物業及機器所得租金收入；出售持有供銷售之物業之收入抵銷集團內公司間一切重大交易後之總額。

本集團之收益、其他收入及盈利之分析如下：

**5. REVENUE AND OTHER INCOME AND GAINS**

Revenue, which is also the Group's turnover, represents the aggregate of the value of foundation piling, E&M engineering and building construction contracts certified by architects or quantity surveyors; income derived from machinery trading and property management; rental income from property and machinery leasing; and income from the sale of properties held for sale, after eliminations of all significant intragroup transactions.

An analysis of the Group's revenue and other income and gains is as follows:

		二零一一年 2011 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000
收益：	Revenue:		
地基打樁	Foundation piling	1,852,870	919,593
機電及建築工程	E&M engineering and building construction	28,688	41,923
機器租賃及買賣	Machinery leasing and trading	12,386	16,405
物業投資及管理	Property investment and management	74,724	103,247
物業發展	Property development	691,100	1,053,349
		<u>2,659,768</u>	<u>2,134,517</u>
其他收入及盈利：	Other income and gains:		
利息收入	Interest income	12,946	1,301
保險索償	Insurance claims	1,042	993
出售及撇銷物業、 機器及設備項目之盈利	Gain on disposal and write-off of items of property, plant and equipment	2,474	12,098
出售投資物業之盈利	Gain on disposal of investment properties	524	7,598
出售附屬公司之盈利，淨額	Gain on disposal of subsidiaries, net	155,924	—
補貼收入*	Subsidy income*	404	3,224
按公平值計入損益 之投資之公平值盈利，淨額	Fair value gains on investments at fair value through profit or loss, net	71	1,501
滙兌盈利，淨額	Foreign exchange gains, net	2,943	394
管理服務收入	Management service income	8,094	480
上市投資之股息收入	Dividend income from listed investments	113	94
其他	Others	3,732	3,071
		<u>188,267</u>	<u>30,754</u>

\* 有關該項收入並無未達成之條件或或然事件。

\* There are no unfulfilled conditions or contingencies relating to this income.



財務報表附註 NOTES TO FINANCIAL STATEMENTS

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6. 融資成本

6. FINANCE COSTS

		集團 GROUP	
		二零一一年 2011 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000
銀行借貸及透支之利息	Interest on bank borrowings and overdrafts:		
— 須於五年內全數償還	- wholly repayable within five years	9,787	12,641
— 須於五年後全數償還	- wholly repayable over five years	577	—
減：發展中物業資本化 之利息(附註16)	Less: Interest capitalised in properties under development (note 16)	—	(920)
		<u>10,364</u>	<u>11,721</u>

7. 除稅前溢利

7. PROFIT BEFORE TAX

本集團之除稅前溢利經扣除／(計入)  
下列各項後達致：

The Group's profit before tax is arrived at after charging/(crediting):

		附註 Notes	二零一一年 2011 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000
折舊	Depreciation	2.2(b), 14	52,751	46,997
土地及樓宇 經營租約 之最低租約付款	Minimum lease payments under operating leases of land and buildings		12,230	11,366
建築設備之租金	Rental of construction equipment		24,899	7,151
核數師酬金	Auditors' remuneration		2,477	2,602
僱員福利支出 (包括董事酬金 — 附註8)：	Employee benefit expense (including directors' remuneration - note 8):			
— 工資及薪金	Wages and salaries		238,404	180,892
— 以股權支付之購股權支出	Equity-settled share option expense		1,217	2,054
— 退休金計劃供款	Pension scheme contributions		6,795	5,432
			<u>246,416</u>	<u>188,378</u>



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**7. 除稅前溢利 (續)**
**7. PROFIT BEFORE TAX (Cont'd)**

		二零一一年 2011 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000
	附註 Notes		
外幣滙兌盈利，淨額*	Foreign exchange gains, net*	(2,943)	(394)
應收貿易賬款減值*	Impairment of trade receivables*	—	140
過往年度撇銷應收貿易賬期收回	Recovery of trade receivables written off in prior years	—	(136)
撇減／(撥回撇減)存貨至可變現淨值*	Write-down/(reversal of write-down) of inventories to net realisable value*	95	(21)
出售及撇銷若干物業、機器及設備項目之盈利*	Gain on disposal and write-off of items of property, plant and equipment*	(2,474)	(12,098)
出售投資物業之盈利*	Gain on disposal of investment properties*	(524)	(7,598)
出售附屬公司之虧損／(盈利)，淨額*	Loss/(gain) on disposal of subsidiaries, net*	(155,924)	143
公平值虧損／(盈利)，淨額：	Fair value losses/(gains), net:		
按公平值計入損益之投資*	Investments at fair value through profit or loss*	(71)	(1,501)
衍生工具—不合資格對沖交易*	Derivative instruments - transaction not qualifying as hedge*	8,527	2,135
其他資產減值撥回*	Write-back of impairment of other assets*	(70)	(20)
一間聯營公司之欠款減值*	Impairment of an amount due from an associate*	20	10
機器經營租約之租金收入	Rental income from operating leases of machinery	(5,638)	(7,838)
投資物業租金收入減直接營運支出 14,999,000港元 (二零一零年： 26,610,000港元)	Rental income on investment properties less direct operating expense of HK\$14,999,000 (2010: HK\$26,610,000)	(50,976)	(72,312)
上市投資之股息收入*	Dividend income from listed investments*	(113)	(94)

\* 有關金額已包括在綜合損益表之「其他支出淨額」或「其他收入及盈利」內。

\* These amounts are included in "Other expenses, net" or "Other income and gains" in the consolidated income statement.



## 財務報表附註 NOTES TO FINANCIAL STATEMENTS

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### 8. 董事酬金

根據香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)及香港公司條例第161條披露之本年度董事酬金如下：

### 8. DIRECTORS' REMUNERATION

Directors' remuneration for the year, disclosed pursuant to the Rules Governing the Listing of Securities ("Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and Section 161 of the Hong Kong Companies Ordinance, is as follows:

		集團 GROUP	
		二零一一年 2011 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000
袍金：	Fees:		
執行董事	Executive directors	—	—
獨立非執行董事	Independent non-executive directors	432	432
執行董事之其他酬金：	Other emoluments of executive directors:		
薪酬、津貼及實物利益	Salaries, allowances and benefits in kind	38,153	27,431
以股權支付之購股權支出	Equity-settled share option expense	838	2,059
退休金計劃供款	Pension scheme contributions	84	72
		<u>39,507</u>	<u>29,994</u>

於截至二零一一年三月三十一日及二零零八年三月三十一日止年度，根據本公司之購股權計劃(詳情載於財務報表附註34及董事報告)，若干董事因向本集團提供服務獲授購股權。該等購股權之公平值乃於授出日期釐定，並已於歸屬期在損益表內列支，而計入本年度財務報表之金額包括於上文董事酬金之披露。

During the years ended 31 March 2011 and 31 March 2008, certain directors were granted share options, in respect of their services to the Group, under the share option scheme of the Company, further details of which are set out in note 34 to the financial statements and the report of the directors. The fair value of such options, which has been recognised in the income statement over the vesting period, was determined as at the date of grant and the amount included in the financial statements for the current year is included in the above directors' remuneration disclosures.

**財務報表附註 NOTES TO FINANCIAL STATEMENTS**

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**8. 董事酬金 (續)**

已付或應付每位董事酬金如下：

**8. DIRECTORS' REMUNERATION (Cont'd)**

The remuneration paid or payable to each of the directors is as follows:

		僱員 薪酬、津貼 及實物利益 Salaries, allowances and benefits in kind 千港元 HK\$'000	袍金 Fees 千港元 HK\$'000	僱員 購股權 福利 Equity- settled share option benefits 千港元 HK\$'000	退休金 計劃供款 Pension scheme contributions 千港元 HK\$'000	總計 Total 千港元 HK\$'000
二零一一年	2011					
執行董事：	Executive directors:					
張舜堯先生	Mr. Francis Cheung	—	12,473	165	12	12,650
馮潮澤先生	Mr. Fung Chiu Chak, Victor	—	9,148	165	12	9,325
錢永勛先生	Mr. David Chien	—	918	41	12	971
郭敏慧小姐	Miss Jennifer Kwok	—	5,088	46	12	5,146
趙展鴻先生	Mr. Chiu Chin Hung	—	4,292	33	12	4,337
黃琦先生	Mr. Wong Kay	—	2,988	67	12	3,067
劉健輝先生	Mr. Lau Kin Fai	—	1,863	321	6	2,190
張任華先生	Mr. Harvey Jackel Cheung	—	1,383	—	6	1,389
			<u>38,153</u>	<u>838</u>	<u>84</u>	<u>39,075</u>
獨立非執行董事：	Independent non-executive directors:					
范佐浩先生	Mr. Fan Chor Ho, Paul	144	—	—	—	144
謝文彬先生	Mr. Tse Man Bun	144	—	—	—	144
龍子明先生	Mr. Lung Chee Ming, George	144	—	—	—	144
			<u>432</u>	<u>—</u>	<u>—</u>	<u>432</u>
總計	Total		<u>432</u>	<u>838</u>	<u>84</u>	<u>39,507</u>



財務報表附註 NOTES TO FINANCIAL STATEMENTS

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8. 董事酬金 (續)

8. DIRECTORS' REMUNERATION (Cont'd)

		僱員	購股權	福利	退休金	
		薪酬、津貼	及實物利益	Salaries, allowances and benefits	Equity-settled share option benefits	計劃供款
		袍金	Fees	in kind	contributions	Pension scheme
		千港元	千港元	千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
						總計
						Total
						千港元
						HK\$'000
二零一零年	2010					
執行董事：	Executive directors:					
張舜堯先生	Mr. Francis Cheung	—	9,820	657	12	10,489
馮潮澤先生	Mr. Fung Chiu Chak, Victor	—	6,584	657	12	7,253
錢永勛先生	Mr. David Chien	—	890	160	12	1,062
郭敏慧小姐	Miss Jennifer Kwok	—	3,104	187	12	3,303
趙展鴻先生	Mr. Chiu Chin Hung	—	3,890	131	12	4,033
黃琦先生	Mr. Wong Kay	—	3,143	267	12	3,422
		—	27,431	2,059	72	29,562
獨立非執行董事：	Independent non-executive directors:					
范佐浩先生	Mr. Fan Chor Ho, Paul	144	—	—	—	144
謝文彬先生	Mr. Tse Man Bun	144	—	—	—	144
龍子明先生	Mr. Lung Chee Ming, George	144	—	—	—	144
		432	—	—	—	432
總計	Total	432	27,431	2,059	72	29,994

本年度內，概無董事放棄或同意放棄任何酬金之安排。

There was no arrangement under which a director waived or agreed to waive any remuneration during the year.



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**9. 五位最高薪之僱員**

於本年度及過往年度，五位最高薪之僱員均為本公司董事。其酬金詳情載於上述附註8。

**9. FIVE HIGHEST PAID EMPLOYEES**

The five highest paid employees during the current and prior years are all directors of the Company, details of whose remuneration are set out in note 8 above.

**10. 所得稅**

香港利得稅按年內於香港產生之估計應課稅溢利之16.5% (二零一零年：16.5%) 作出準備。中國其他地區應課稅溢利之稅項已按本集團經營地區之現行適用稅率計算。

**10. INCOME TAX**

Hong Kong profits tax has been provided at the rate of 16.5% (2010: 16.5%) on the estimated assessable profits arising in Hong Kong during the year. Taxes on profits assessable elsewhere in the PRC have been calculated at the applicable tax rates prevailing in the areas in which the Group operates.

		集團 GROUP	
		二零一一年 2011 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000
本年度溢利之稅項撥備：	Provision for tax in respect of profit for the year:		
中國：	PRC:		
香港	Hong Kong	11,913	8,520
其他地區	Elsewhere	261,255	313,971
		273,168	322,491
上年度撥備不足：	Underprovision in the prior years:		
中國：	PRC:		
香港	Hong Kong	—	463
其他地區	Elsewhere	27	40
		27	503
遞延稅項(附註32)	Deferred tax (note 32)	22,392	30,866
本年度之稅項開支總額	Total tax charge for the year	295,587	353,860



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## 10. 所得稅 (續)

適用於以本公司及其附屬公司所在國家及地區之法定稅率計算之除稅前溢利之稅項開支與以實際稅率計算之稅項開支之對賬如下：

## 10. INCOME TAX (Cont'd)

A reconciliation of the tax charge applicable to profit before tax at the statutory rates for the countries or regions in which the Company and its subsidiaries are domiciled to the tax charge at the effective tax rate, is as follows:

		集團 GROUP	
		二零一一年 2011 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000
除稅前溢利	Profit before tax	711,971	742,808
以法定稅率計算之稅項	Tax at the statutory rates	147,767	187,959
土地增值稅撥備	Provision for land appreciation tax	148,085	145,057
土地增值稅之稅務影響	Tax effect of land appreciation tax	(33,770)	(33,633)
就早前期間之現時稅項 而作出之調整	Adjustments in respect of current tax of prior years	27	503
聯營公司應佔溢利	Profits attributable to associates	(712)	(46)
毋須課稅收入	Income not subject to tax	(22,051)	(3,142)
不予扣減稅項之開支	Expenses not deductible for tax	14,793	16,343
就本集團中國附屬公司之可供 分派溢利之預扣稅之影響	Effect of withholding tax on the distributable profits of the Group's PRC subsidiaries	45,019	44,669
動用過往年度之稅項虧損	Tax losses utilised from prior years	(8,758)	(6,585)
未確認稅項虧損	Tax losses not recognised	5,187	2,735
按本集團實際稅率計算 之稅項開支	Tax charge at the Group's effective rate	295,587	353,860

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**11. 本公司普通股股東應佔溢利**

本公司於財務報表處理之截至二零一一年三月三十一日止年度本公司普通股股東應佔綜合溢利包括本公司之溢利 202,977,000 港元 (二零一零年: 29,998,000 港元) (附註 35(b))。

**11. PROFIT ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY**

The consolidated profit attributable to ordinary equity holders of the Company for the year ended 31 March 2011 includes a profit of HK\$202,977,000 (2010: HK\$29,998,000) which has been dealt with in the financial statements of the Company (note 35(b)).

**12. 股息**
**12. DIVIDENDS**

		二零一一年 2011 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000
本年度派付股息：	Dividends paid during the year:		
截至二零一零年	Final in respect of the financial year ended		
三月三十一日止年度末期股息	31 March 2010 - HK3.0 cents		
— 每股普通股 3.0 港仙	(year ended 31 March 2009: HK1.5 cents)		
(截至二零零九年	per ordinary share	25,472	12,573
三月三十一日止年度：			
1.5 港仙)			
中期股息—每股普通股 2.0 港仙	Interim - HK2.0 cents (2010: HK1.5 cents)	17,048	12,588
(二零一零年：1.5 港仙)	per ordinary share	<u>42,520</u>	<u>25,161</u>
建議派付末期股息：	Proposed final dividend:		
末期股息—每股普通股 4.0 港仙	Final - HK4.0 cents (2010: HK3.0 cents)		
(二零一零年：3.0 港仙)	per ordinary share	<u>34,805</u>	<u>25,359</u>

本年度建議派付之末期股息經本公司股東即將召開之股東週年大會上批准。該等財務報表並無反映應付末期股息。

The proposed final dividend for the year is subject to the approval of the Company's shareholders at the forthcoming annual general meeting. These financial statements do not reflect the final dividend payable.



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## 13. 本公司普通股股東應佔每股盈利

每股基本盈利乃按照本公司普通股股東應佔本年度溢利373,441,000港元(二零一零年: 271,424,000港元)及於本年度內已發行普通股加權平均數851,831,519股(二零一零年: 839,191,793股)計算。

截至二零一一年三月三十一日止年度之每股攤薄盈利乃按照本公司普通股股東應佔溢利373,441,000港元(二零一零年: 271,424,000港元)計算。計算時所用之加權平均普通股股數, 為年內已發行普通股股數, 即計算每股基本盈利時所用之股數, 以及假設在該年度內行使購股權時無償發行7,109,377股(二零一零年: 6,582,678股)普通股之加權平均數。

## 13. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

The calculation of the basic earnings per share amount is based on the profit for the year attributable to ordinary equity holders of the Company of HK\$373,441,000 (2010: HK\$271,424,000), and the weighted average number of ordinary shares of 851,831,519 (2010: 839,191,793) in issue during the year.

The calculation of the diluted earnings per share amount for the year ended 31 March 2011 is based on the profit for the year attributable to ordinary equity holders of the Company of HK\$373,441,000 (2010: HK\$271,424,000). The weighted average number of ordinary shares used in the calculation is the number of ordinary shares in issue during that year, as used in the basic earnings per share calculation, and the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed exercise of share options into ordinary shares during the year of 7,109,377 (2010: 6,582,678).



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**14. 物業、機器及設備**
**14. PROPERTY, PLANT AND EQUIPMENT**

集團

GROUP

		設備及機器 Equipment	傢俬及裝置 Furniture and fixtures	汽車 Motor vehicles	遊艇 Motor yacht	租賃 物業裝修 Leasehold improvements	總計 Total
		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
二零一一年三月三十一日	31 March 2011						
成本：	Cost:						
年初(經重列)	At beginning of year (Restated)	138,482	728,806	32,341	20,141	6,098	987,709
添置	Additions	—	73,770	1,497	1,980	—	80,688
出售	Disposals	—	(8,756)	(452)	(1,504)	—	(10,712)
出售附屬公司 (附註40)	Disposal of subsidiaries (note 40)	—	(146)	(15,754)	(1,142)	—	(41,273)
滙兌調整	Exchange realignment	—	470	173	237	—	2,135
於二零一一年三月三十一日	At 31 March 2011	138,482	794,144	17,805	19,712	6,098	1,018,547
累計折舊及 減值：	Accumulated depreciation and impairment:						
年初(經重列)	At beginning of year (Restated)	10,376	589,974	25,430	14,252	6,098	702,932
本年度折舊 撥備	Depreciation provided during the year	4,175	42,217	1,521	2,253	—	52,751
出售	Disposals	—	(8,515)	(423)	(1,304)	—	(10,242)
出售附屬公司 (附註40)	Disposal of subsidiaries (note 40)	—	(94)	(11,408)	(1,027)	—	(34,637)
滙兌調整	Exchange realignment	—	378	125	154	—	1,920
於二零一一年三月三十一日	At 31 March 2011	14,551	623,960	15,245	14,328	6,098	712,724
賬面淨值：	Net carrying amount:						
於二零一一年三月三十一日	At 31 March 2011	123,931	170,184	2,560	5,384	—	305,823



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**14. 物業、機器及設備 (續)**

本集團若干設備及機器根據經營租約出租予第三方，有關的進一步資料概況載於財務報表附註36(a)。

本集團根據經營租約持有供使用之設備及機器總額及其相關累計折舊與減值虧損總額如下：

**14. PROPERTY, PLANT AND EQUIPMENT (Cont'd)**

Certain of the Group's equipment and machinery are leased to third parties under operating leases, further summary details of which are included in note 36(a) to the financial statements.

The gross amounts of the Group's equipment and machinery held for use under operating leases and the related accumulated depreciation and impairment losses are as follows:

		集團 GROUP	
		二零一一年 2011 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000
成本	Cost	70,931	68,879
累計折舊	Accumulated depreciation	(55,827)	(58,538)
累計減值虧損	Accumulated impairment losses	(182)	(182)
賬面淨值	Net book value	14,922	10,159

**15. 投資物業**
**15. INVESTMENT PROPERTIES**

		集團 GROUP	
		二零一一年 2011 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000
於年初之賬面值	Carrying amount at beginning of year	1,258,540	1,206,160
增添	Additions	4,135	601
出售一間附屬公司(附註40(a))	Disposal of a subsidiary (note 40(a))	(889,200)	—
出售	Disposals	(13,126)	(28,960)
公平值變動	Fair value changes	17,899	71,840
滙兌調整	Exchange realignment	33,216	8,899
於年終之賬面值	Carrying amount at end of year	411,464	1,258,540



## 財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 March 2011 二零一一年三月三十一日

## 15. 投資物業 (續)

本集團之投資物業按以下租期持有，其分佈地區如下：

二零一一年三月三十一日

中期租約	Medium term leases
長期租約	Long term leases

二零一零年三月三十一日

## 15. INVESTMENT PROPERTIES (Cont'd)

The Group's investment properties are held under the following lease terms in the following geographical locations:

31 March 2011

		中國 PRC		
		香港 Hong Kong	其他地區 Elsewhere	總計 Total
		千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
中期租約	Medium term leases	18,500	—	18,500
長期租約	Long term leases	—	392,964	392,964
		<u>18,500</u>	<u>392,964</u>	<u>411,464</u>

31 March 2010

中期租約	Medium term leases
長期租約	Long term leases

		中國 PRC		
		香港 Hong Kong	其他地區 Elsewhere	總計 Total
		千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
中期租約	Medium term leases	16,000	889,200	905,200
長期租約	Long term leases	—	353,340	353,340
		<u>16,000</u>	<u>1,242,540</u>	<u>1,258,540</u>

本集團之投資物業已於二零一一年三月三十一日由獨立專業合資格物業估值師威格斯資產評估顧問有限公司按公開市場及現有用途基準重新估值。投資物業乃根據經營租約租賃予第三方，有關概要之進一步詳情載於財務報表附註36(a)。

本集團若干投資物業已抵押予銀行作為向本集團提供若干銀行信貸之抵押(附註31)。

The Group's investment properties were revalued on an open market, existing use basis, as at 31 March 2011, by Vigers Appraisal and Consulting Limited, a firm of independent professionally qualified property valuers. The investment properties are leased to third parties under operating leases, further summary details of which are included in note 36(a) to the financial statements.

Certain of the Group's investment properties were pledged to banks as security for certain banking facilities granted to the Group (note 31).

**財務報表附註 NOTES TO FINANCIAL STATEMENTS**

31 March 2011 二零一一年三月三十一日

**16. 發展中物業**
**16. PROPERTIES UNDER DEVELOPMENT**

		集團 GROUP	
		二零一一年 2011 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000
年初結存	Balance at beginning of year	612,657	580,236
本年度添置	Additions during the year	370,252	131,521
資本化之利息(附註6)	Interest capitalised (note 6)	—	920
轉撥至持作出售物業(附註22)	Transfer to properties held for sale (note 22)	(449,329)	(104,196)
滙兌調整	Exchange realignment	23,756	4,176
年終結存	Balance at end of year	<u>557,336</u>	<u>612,657</u>
本期部份	Current portion	<u>(281,762)</u>	<u>(265,888)</u>
非本期部份	Non-current portion	<u>275,574</u>	<u>346,769</u>

**17. 已付訂金**
**17. DEPOSITS PAID**

- (a) 計入金額為以約307,800,000人民幣(相當於365,453,000港元)之代價收購中國瀋陽之一幅土地而支付訂金365,453,000港元(二零一零年: 351,389,000港元)。交易的進一步詳情於本公司於二零零九年一月二十八日刊發之通函中披露。
- (a) Included in the amount was a deposit of HK\$365,453,000 (2010: HK\$351,389,000) paid for the acquisition of a parcel of land in Shenyang, the PRC, at a consideration of approximately RMB307,800,000 (equivalent to HK\$365,453,000). Further details of the transaction were disclosed in the Company's circular dated 28 January 2009.
- (b) 已就收購物業、機器及設備已支付訂金2,211,000港元(二零一零年: 2,125,000港元)。
- (b) Deposit of HK\$2,211,000 (2010: HK\$2,125,000) was paid for the acquisition of items of property, plant and equipment.
- (c) 於二零一一年三月十五日, 本集團與一名獨立第三方訂立備忘錄, 以代價203,730,000港元收購一項物業, 即香港黃竹坑香葉道2號One Island South 20樓全層(「香港物業」)。於報告期末, 收購香港物業之按金20,373,000港元已由本集團支付。有關交易之進一步詳情載於本公司於二零一一年三月十六日刊發之公佈。
- (c) On 15 March 2011, the Group entered into a memorandum with an independent third party in relation to the acquisition of a property being the whole floor of 20th Floor, One Island South, No.2 Heung Yip Road, Wong Chuk Hang, Hong Kong (the "Hong Kong Property") at a consideration of HK\$203,730,000. At the end of the reporting period, deposit amounting to HK\$20,373,000 was paid by the Group for the acquisition of the Hong Kong Property. Further details of the transaction were disclosed in the Company's announcement dated 16 March 2011.



## 財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 March 2011 二零一一年三月三十一日

## 18. 附屬公司權益

## 18. INTERESTS IN SUBSIDIARIES

		公司 COMPANY	
		二零一一年 2011 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000
非上市股份，按成本	Unlisted shares, at cost	20,310	19,094
附屬公司之欠款 減值#	Amounts due from subsidiaries Impairment #	942,606 (49,244)	885,196 (56,704)
		893,362	828,492
一年內到期分類 為流動資產之部份	Portion due within one year, classified as current assets	(22,312)	—
		871,050	828,492
欠附屬公司之款項 一年內到期分類為 流動負債之部份	Amounts due to subsidiaries Portion due within one year, classified as current liabilities	(83,926) 83,926	(188,757) 188,757
		—	—
		891,360	847,586

# 本集團已就賬面值為49,244,000港元（二零一零年：56,704,000港元）（扣除減值虧損前）之若干附屬公司之欠款確認減值，原因是各附屬公司長期產生虧損。

年內，本公司收到若干附屬公司還款並就該等附屬公司之欠款確認減值撥回7,460,000港元（二零一零年：3,722,000港元）。附屬公司之欠款及欠附屬公司之款項均為無抵押及免息。計入流動負債之附屬公司結存須於要求時或於一年內償還，而計入非流動資產之附屬公司結存則毋須於由報告期末起計一年內償還，並視為借予該等附屬公司之準權益貸款，惟若干附屬公司之欠款須於由報告期末起計一年內償還。附屬公司結存之賬面值與其公平值相若。

# An impairment was recognised for certain amounts due from subsidiaries with a carrying amount of HK\$49,244,000 (2010: HK\$56,704,000) (before deducting the impairment loss) because the respective subsidiaries had been loss-making for some time.

During the year, the Company received repayments from certain subsidiaries and a write-back of impairment of HK\$7,460,000 (2010: HK\$3,722,000) was recognised for those amounts due from subsidiaries. The amounts due from and to subsidiaries are unsecured and interest-free. The balances with subsidiaries included in the current liabilities are repayable on demand or within one year whereas the balances with subsidiaries included in non-current assets are not expected to be repaid within one year from the end of the reporting period and are considered as quasi-equity loans to those subsidiaries except for certain amounts due from subsidiaries which are repayable within one year from the end of the reporting period. The carrying amounts of balances with the subsidiaries approximate to their fair values.

**財務報表附註 NOTES TO FINANCIAL STATEMENTS**

31 March 2011 二零一一年三月三十一日

**18. 附屬公司權益 (續)**

本公司已承諾不要求附屬公司泰昇地基工程有限公司償還欠款80,000,000港元(二零一零年: 80,000,000港元), 使該附屬公司可維持政府當局規定所需最低限額之營運資金。

主要附屬公司詳情如下:

**18. INTERESTS IN SUBSIDIARIES (Cont'd)**

The Company has undertaken not to demand repayment of the amount due from a subsidiary, Tysan Foundation Limited, of HK\$80,000,000 (2010: HK\$80,000,000), in order to let the subsidiary maintain the required minimum working capital as stipulated by government authorities.

Particulars of the principal subsidiaries are as follows:

名稱 Name	註冊成立/ 註冊及營業地點 Place of incorporation/ registration and operations	已發行及 繳足註冊股本/ 股本面值 Nominal value of issued and fully paid registered/ share capital	本公司應佔之 股權百分比 Percentage of equity attributable to the Company		主要業務 Principal activities
			二零一一年 2011	二零一零年 2010	
泰昇(香港)控股有限公司 Tysan (Hong Kong) Holdings Limited	香港 Hong Kong	普通股2港元 Ordinary HK\$2	100	100	投資控股 Investment holding
泰昇地基工程有限公司 (附註1及2) Tysan Foundation Limited (notes 1 and 2)	香港 Hong Kong	普通股 51,000,000港元 遞延股 3,000,000港元 Ordinary HK\$51,000,000 Deferred HK\$3,000,000	100	100	地基打樁 Foundation piling
泰昇建築(澳門)有限公司 (附註1) Tysan Construction (Macau) Limited (note 1)	澳門 Macau	普通股 25,000澳門元 Ordinary MOP25,000	100	100	地基打樁 Foundation piling
泰昇機械租賃有限公司 (附註2) Tysan Machinery Hire Limited (note 2)	香港 Hong Kong	普通股 10,000港元 遞延股 200,000港元 Ordinary HK\$10,000 Deferred HK\$200,000	100	100	機械租賃 Machinery hiring



## 財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 March 2011 二零一一年三月三十一日

## 18. 附屬公司權益 (續)

## 18. INTERESTS IN SUBSIDIARIES (Cont'd)

名稱 Name	註冊成立/ 註冊及營業地點 Place of incorporation/ registration and operations	已發行及 繳足註冊股本/ 股本面值 Nominal value of issued and fully paid registered/ share capital	本公司應佔之 股權百分比 Percentage of equity attributable to the Company		主要業務 Principal activities
			二零一一年 2011	二零一零年 2010	
泰昇地基工程(香港)有限公司 (附註1) Tysan Contractors (Hong Kong) Limited (note 1)	香港 Hong Kong	普通股2港元 Ordinary HK\$2	100	100	項目管理及 提供諮詢服務 Project management and provision of consultancy services
泰昇土力工程有限公司 (附註1) Tysan Geotechnical Limited (note 1)	香港 Hong Kong	普通股2港元 Ordinary HK\$2	100	100	地盤實地勘探 Site investigation
先進機械工程有限公司 (附註1) Proficiency Equipment Limited (note 1)	香港 Hong Kong	普通股 6,750,000 港元 Ordinary HK\$6,750,000	100	100	機械租賃及買賣 Machinery hiring and trading
先進工程營造有限公司 (附註1) Proficiency Engineering Limited (note 1)	香港 Hong Kong	普通股2港元 Ordinary HK\$2	100	100	提供工程服務 Provision of engineering services
剛耀有限公司(附註1) Lion Bright Limited (note 1)	香港 Hong Kong	普通股2港元 Ordinary HK\$2	100	100	機械租賃及買賣 Machinery hiring and trading
泰昇管理有限公司(附註1及2) Tysan Management Limited (notes 1 and 2)	香港 Hong Kong	普通股100港元 遞延股2港元 Ordinary HK\$100 Deferred HK\$2	100	100	企業管理 Corporate management

**財務報表附註 NOTES TO FINANCIAL STATEMENTS**

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**18. 附屬公司權益 (續)**
**18. INTERESTS IN SUBSIDIARIES (Cont'd)**

名稱 Name	註冊成立/ 註冊及營業地點 Place of incorporation/ registration and operations	已發行及 繳足註冊股本/ 股本面值 Nominal value of issued and fully paid registered/ share capital	本公司應佔之 股權百分比 Percentage of equity attributable to the Company		主要業務 Principal activities
			二零一一年 2011	二零一零年 2010	
新曜有限公司 Sun Sparkle Limited	香港 Hong Kong	普通股2港元 Ordinary HK\$2	100	100	企業融資 Corporate financing
卓民有限公司 Great Unison Limited	香港 Hong Kong	普通股1港元 Ordinary HK\$1	100	100	企業融資 Corporate financing
泰昇投資發展有限公司 Tysan Investment Limited	香港 Hong Kong	普通股2港元 Ordinary HK\$2	100	100	投資控股 Investment holding
泰昇地產發展投資有限公司 Tysan Property Development & Investment Limited	香港 Hong Kong	普通股2港元 Ordinary HK\$2	100	100	投資控股 Investment holding
泰昇建築有限公司 Tysan Construction Company Limited	香港 Hong Kong	普通股2港元 Ordinary HK\$2	100	100	投資控股 Investment holding
沛溢投資有限公司(附註1) Faithmark Investments Limited (note 1)	香港 Hong Kong	普通股2港元 Ordinary HK\$2	100	100	物業投資 Property investment
Tremend Yield Limited(附註1) Tremend Yield Limited (note 1)	香港 Hong Kong	普通股2港元 Ordinary HK\$2	100	100	物業投資 Property investment
三悅投資有限公司(附註1) Trions Investment Limited (note 1)	香港 Hong Kong	普通股2港元 Ordinary HK\$2	100	100	物業投資 Property investment
善信投資有限公司(附註1) Sure Faith Investment Limited (note 1)	香港 Hong Kong	普通股2港元 Ordinary HK\$2	100	100	持有物業 Property holding

## 財務報表附註 NOTES TO FINANCIAL STATEMENTS

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## 18. 附屬公司權益 (續)

## 18. INTERESTS IN SUBSIDIARIES (Cont'd)

名稱 Name	註冊成立/ 註冊及營業地點 Place of incorporation/ registration and operations	已發行及 繳足註冊股本/ 股本面值 Nominal value of issued and fully paid registered/ share capital	本公司應佔之 股權百分比 Percentage of equity attributable to the Company		主要業務 Principal activities
			二零一一年 2011	二零一零年 2010	
頓肯房地產有限公司 (附註1) Duncan Properties Limited (note 1)	香港 Hong Kong	普通股2港元 Ordinary HK\$2	100	100	投資控股 Investment holding
Dragonhill Limited (附註1) (note 1)	香港 Hong Kong	普通股2港元 Ordinary HK\$2	100	100	投資控股 Investment holding
剛毅投資有限公司 (附註1) Great Regent Investments Limited (note 1)	香港 Hong Kong	普通股2港元 Ordinary HK\$2	100	100	投資控股 Investment holding
興懋有限公司 (附註1) Great Prosper Limited (note 1)	香港 Hong Kong	普通股100港元 Ordinary HK\$100	90	90	投資控股 Investment holding
泰昇房地產開發(天津) 有限公司 (附註1及3) Tysan Property Development (Tianjin) Company Limited (notes 1 and 3)	中國/ 中國內地 PRC/ Mainland China	15,500,000美元 US\$15,500,000	90	90	物業發展 Property development
泰升房地產(上海)有限公司 (附註1、4及5) Tysan Land (Shanghai) Limited (notes 1, 4 and 5)	中國/ 中國內地 PRC/ Mainland China	20,500,000美元 US\$20,500,000	100	80	物業發展 Property development
泰昇工程服務有限公司 (附註1) Tysan Engineering Company Limited (note 1)	香港 Hong Kong	普通股 10,000 港元 Ordinary HK\$10,000	70	70	投資控股 Investment holding



**財務報表附註 NOTES TO FINANCIAL STATEMENTS**

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**18. 附屬公司權益 (續)**
**18. INTERESTS IN SUBSIDIARIES (Cont'd)**

名稱 Name	註冊成立/ 註冊及營業地點 Place of incorporation/ registration and operations	已發行及 繳足註冊股本/ 股本面值 Nominal value of issued and fully paid registered/ share capital	本公司應佔之 股權百分比 Percentage of equity attributable to the Company		主要業務 Principal activities
			二零一一年 2011	二零一零年 2010	
泰昇工程(香港)有限公司 (附註1) Tysan Engineering (H.K.) Company Limited (note 1)	香港 Hong Kong	普通股 20,600,000港元 Ordinary HK\$20,600,000	70	70	提供電機及 機械服務 Provision of electrical and mechanical services
華園國際有限公司 ([華園]) (附註1及5) China Garden International Limited ("China Garden") (notes 1 and 5)	香港 Hong Kong	普通股100港元 Ordinary HK\$100	100	60	投資控股 Investment holding
Allbright Investment Limited (附註1及5) (notes 1 and 5)	英屬處女群島 British Virgin Islands ("BVI")	普通股100美元 Ordinary US\$100	100	60	投資控股 Investment holding
Ironwood Pacific Limited (附註1及5) (notes 1 and 5)	英屬處女群島 BVI	普通股100美元 Ordinary US\$100	100	60	投資控股 Investment holding
Federated resources Limited (附註1及5) (notes 1 and 5)	英屬處女群島 BVI	普通股100美元 Ordinary US\$100	100	60	投資控股 Investment holding
Beneficial Enterprises Limited (附註1及5) (notes 1 and 5)	英屬處女群島 BVI	普通股100港元 Ordinary US\$100	100	60	投資控股 Investment holding
紅光投資有限公司 (附註1及5) Red Shine Investment Limited (notes 1 and 5)	香港 Hong Kong	普通股2港元 Ordinary HK\$2	100	60	投資控股 Investment holding



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18. 附屬公司權益 (續)

18. INTERESTS IN SUBSIDIARIES (Cont'd)

名稱 Name	註冊成立/ 註冊及營業地點 Place of incorporation/ registration and operations	已發行及 繳足註冊股本/ 股本面值 Nominal value of issued and fully paid registered/ share capital	本公司應佔之 股權百分比 Percentage of equity attributable to the Company		主要業務 Principal activities
			二零一一年 2011	二零一零年 2010	
海逸投資有限公司 (附註 1 及 5) Hiat Investment Limited (notes 1 and 5)	香港 Hong Kong	普通股2港元 Ordinary HK\$2	100	60	物業投資 Property investment
佳利威有限公司 (附註 1 及 5) Carriway Limited (notes 1 and 5)	香港 Hong Kong	普通股2港元 Ordinary HK\$2	100	60	投資控股 Investment holding
資盛行有限公司 (附註 1 及 5) Fund House Limited (notes 1 and 5)	香港 Hong Kong	普通股2港元 Ordinary HK\$2	100	60	投資控股 Investment holding
頓肯物業管理(上海) 有限公司(附註 1、3及5) Duncan Property Management (Shanghai) Company Limited (notes 1, 3 and 5)	中國/ 中國內地 PRC/ Mainland China	500,000美元 US\$500,000	100	60	物業管理 Property management
上海華園國際房地產 開發經營有限公司 (附註 1、3及5) Shanghai China Garden International Real Estate Development & Management Company Limited (notes 1, 3 and 5)	中國/ 中國內地 PRC/ Mainland China	5,000,000美元 US\$5,000,000	100	60	物業投資 Property investment
上海長寧頓肯房地產 開發經營有限公司 (附註 1、3及5) Shanghai Changning Duncan Property Development Company Limited (notes 1, 3 and 5)	中國/ 中國內地 PRC/ Mainland China	10,000,000美元 US\$10,000,000	100	60	物業發展 Property development

**財務報表附註 NOTES TO FINANCIAL STATEMENTS**

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**18. 附屬公司權益 (續)**
**18. INTERESTS IN SUBSIDIARIES (Cont'd)**

名稱 Name	註冊成立/ 註冊及營業地點 Place of incorporation/ registration and operations	已發行及 繳足註冊股本/ 股本面值 Nominal value of issued and fully paid registered/ share capital	本公司應佔之 股權百分比 Percentage of equity attributable to the Company		主要業務 Principal activities
			二零一一年 2011	二零一零年 2010	
上海頓肯房地產諮詢 有限公司 (附註1、4及5) Shanghai Duncan Property Consulting Company Limited (notes 1, 4 and 5)	中國/ 中國內地 PRC/ Mainland China	100,000美元 US\$100,000	100	60	提供物業 諮詢服務 Provision of property consultancy services
曜基有限公司 (附註1) Sparkle Key Limited (note 1)	香港 Hong Kong	普通股 10,000港元 Ordinary HK\$10,000	97	97	投資控股 Investment holding

附註：

1. 透過附屬公司持有。
2. 遞延股份無權獲派股息(於有關公司可供分派股息之純利超過10億港元之任何財政年度按每年5厘之息率派發之固定非累計股息除外)，亦無權於股東大會上投票，而且於清盤時無權收取資本退還之任何盈餘(該等股份之已繳股本除外，惟該公司之普通股持有人必須於清盤時已經就每股普通股獲分派共10,000億港元)。
3. 該等實體乃根據中國法例註冊為外商獨資企業。
4. 該等實體乃根據中國法例註冊為中外合資企業。

Notes:

1. Held through subsidiaries.
2. The deferred shares carry no rights to dividends (other than a fixed non-cumulative dividend at the rate of 5% per annum for any financial year during which the net profit of the relevant company available for dividends exceeds HK\$1 billion), no rights to vote at general meetings, no rights to receive any surplus on a return of capital on a winding-up (other than the amount paid up on such shares, provided that the holders of the ordinary shares of that company have been distributed in such a winding-up of a sum of HK\$1,000 billion in respect of each ordinary share).
3. These entities are registered as wholly-foreign-owned enterprises under the PRC law.
4. These entities are registered as Sino-foreign joint ventures under the PRC law.

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## 18. 附屬公司權益 (續)

附註：(續)

5. 於二零一零年十一月十五日，本公司一間全資附屬公司頓肯房地產有限公司與當時擁有60%權益的附屬公司(即(a)華園國際有限公司及其附屬公司上海華園國際房地產開發經營有限公司、(b) Allbright Investment Limited及其附屬公司紅光投資有限公司及上海頓肯房地產諮詢有限公司、(c) Ironwood Pacific Limited及其附屬公司海逸投資有限公司、(d) Federated Resources Limited及其附屬公司佳利威有限公司及上海長寧頓肯房地產開發經營有限公司及(e) Beneficial Enterprises Limited及其附屬公司資盛行有限公司、頓肯物業管理(上海)有限公司及百豐顧問有限公司(統稱「當時擁有60%權益的附屬公司」))各自的非控股權益持有人(「賣方」)訂立買賣協議，以總現金代價300,000,000港元(即股份代價與債務代價的總和)向賣方收購當時擁有60%權益的附屬公司的40%股權及合共94,087,000港元股東貸款的權利及利益。由於賣方通過當時擁有60%權益的附屬公司持有泰升房地產(上海)有限公司(「泰升房地產」)的20%股權，故此本集團通過收購購入泰升房地產的20%股權。收購於二零一一年一月十八日完成。直至二零一一年三月三十一日，已支付150,000,000港元的代價，其餘代價150,000,000港元計入其他應付款項(附註29)。上述收購作為股權交易列賬。因此，總代價300,000,000港元及非控股股東權益的賬面值總額281,567,000港元與非控股股東提供的貸款94,087,000港元之間的貸方差額75,654,000港元計入權益中的保留溢利內。
6. 於二零一零年八月十八日，本公司當時非全資附屬公司 Consco Investment Company Limited (「Consco」) 以167,766,000港元向天津國際大廈有限公司非控股股權天津建工集團(控股)有限公司(「天津建工」)收購其於天津國際大廈有限公司之20%股權。此收購事項完成後，天津國際大廈有限公司成為本公司之全資附屬公司。

## 18. INTERESTS IN SUBSIDIARIES (Cont'd)

Notes: (Cont'd)

5. On 15 November 2010, a wholly-owned subsidiary of the Company, Duncan Properties Limited, entered into a sale and purchase agreement with non-controlling equity holders (the "Vendors") of each of the 60%-owned subsidiaries, (a) China Garden International Limited and its subsidiary, Shanghai China Garden International Real Estate Development & Management Company Limited, (b) Allbright Investment Limited and its subsidiaries, Red Shine Investment Limited and Shanghai Duncan Property Consulting Company Limited, (c) Ironwood Pacific Limited and its subsidiary, Hiat Investment Limited, (d) Federated Resources Limited and its subsidiaries, Carriway Limited and Shanghai Changing Duncan Property Development Company Limited, and (e) Beneficial Enterprises Limited and its subsidiaries, Fund House Limited, Duncan Property Management (Shanghai) Company Limited and Besiful Consultants Limited, (collectively known as "Then 60%-owned Subsidiaries") to acquire from the Vendors 40% equity interest in and the rights and benefits in the shareholders' loans of HK\$94,087,000 in aggregate to the Then 60%-owned Subsidiaries for the total cash consideration of HK\$300,000,000, being the total of the shares consideration and the debt consideration. Since the Vendors held 20% equity interest of Tysan Land (Shanghai) Limited ("Tysan Land") through Then 60%-owned Subsidiaries, the Group also acquired 20% equity interest of Tysan Land through the acquisition. The acquisition was completed on 18 January 2011. Up to 31 March 2011, consideration of HK\$150,000,000 was paid and the remaining consideration of HK\$150,000,000 was included in other payable (note 29). Such acquisition was accounted for as an equity transaction. Accordingly, the credit difference of HK\$75,654,000 between the total consideration of HK\$300,000,000 and aggregate amounts of the carrying amount of non-controlling interests, of HK\$281,567,000 and the loans from non-controlling shareholding of HK\$94,087,000 were recorded in the retained profits in the equity.
6. On 18 August 2010, Consco Investment Company Limited ("Consco"), a then non wholly-owned subsidiary of the Company, acquired additional 20% interest in its subsidiary, Tianjin International Building Company Limited ("TIBC") from Tianjin Construction Engineering Group (Holding) Co. Ltd. ("TCE"), the non-controlling interest of TIBC, at a consideration of HK\$167,766,000. TIBC became a wholly-owned subsidiary of Consco upon the completion of such acquisition.

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**18. 附屬公司權益 (續)**

附註：(續)

**6. (續)**

於二零一零年六月十二日，本公司之非全資附屬公司津港開發有限公司(「津港開發」)、本公司之全資附屬公司Stonehill Limited(「Stonehill」)及第三方天安(天津)投資有限公司(「天安(天津)投資」)與一名獨立第三方訂立出售協議，向其出售彼等於本公司非全資附屬公司Conesco及其附屬公司天津國際大廈有限公司的全部股權及其股東貸款的權利及權益(「出售事項」)。出售事項已於二零一零年十月二十九日完成。交易之詳情載於財務報表附註40(a)。

上表所列之本公司附屬公司是董事認為對本集團之本年度業績有重大影響或構成本集團大部份資產淨值之附屬公司。董事認為，詳列其他附屬公司會引致內容過於冗長。

**19. 聯營公司權益**

應佔資產淨值  
聯營公司之欠款  
聯營公司之貸款

減：減值

Share of net assets  
Amounts due from associates  
Loans to associates

Less: Impairment

聯營公司之欠款為無抵押、免息及無固定還款期。

聯營公司之貸款金額為3,250,000港元(二零一零年：2,450,000港元)，為無抵押、免息及並無固定還款期。

**18. INTERESTS IN SUBSIDIARIES (Cont'd)**

Notes: (Cont'd)

**6. (Cont'd)**

On 12 June 2010, Tianjin Development Company Limited, a non wholly-owned subsidiary of the Company, Stonehill Limited, a wholly-owned subsidiary of the Company, and Tian An (Tianjin) Investment Company Limited ("TAIC"), a third party, entered into a disposal agreement to dispose of all of their equity interest in and the rights and benefits in the shareholders' loan to Conesco, and its subsidiary, TIBC, to an independent third party ("the Disposal"). The Disposal was completed on 29 October 2010. Further details of the transaction are included in note 40(a) to the financial statements.

The above table lists the subsidiaries 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 would, in the opinion of the directors, result in particulars of excessive length.

**19. INTERESTS IN ASSOCIATES**

		集團 GROUP	
		二零一一年 2011 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000
應佔資產淨值	Share of net assets	25,984	17,182
聯營公司之欠款	Amounts due from associates	1,418	284
聯營公司之貸款	Loans to associates	3,250	2,450
		<u>30,652</u>	<u>19,916</u>
減：減值	Less: Impairment	(304)	(284)
		<u>30,348</u>	<u>19,632</u>

The amounts due from associates are unsecured, interest-free and have no fixed terms of repayment.

The loans to associates of HK\$3,250,000 (2010: HK\$2,450,000) are unsecured, interest-free and has no fixed terms of repayment.





## 財務報表附註 NOTES TO FINANCIAL STATEMENTS

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### 19. 聯營公司權益 (續)

來自一間聯營公司之貸款包括在本集團之非流動負債為24,560,000港元(二零一零年: 24,560,000港元), 為無抵押、免息及無須自二零一一年三月三十一日起十二個月內償還。

本集團的貿易應收款項及應付聯營公司之結存分別於財務報表附註24及28披露。

聯營公司結存之賬面值與其公平值相若。

主要聯營公司之詳情如下:

### 19. INTERESTS IN ASSOCIATES (Cont'd)

The loan from an associate included in the Group's non-current liabilities of HK\$24,560,000 (2010: HK\$24,560,000) is unsecured, interest-free and will not be repayable within 12 months from 31 March 2011.

The Group's trade receivable and payable balances with the associates are disclosed in notes 24 and 28 to the financial statements, respectively.

The carrying amounts of the balances with associates approximate to their fair values.

Particulars of principal associates are as follows:

名稱 Name	所持已發行 股份詳情及面值 Particulars and nominal value of issued shares held	註冊成立地點 Place of incorporation	本集團應佔之 擁有權百分比 Percentage of ownership interest attributable to the Group	主要業務 Principal activities
力騏投資有限公司 Turbo Dragon Investment Limited	每股普通股 面值1港元 Ordinary shares of HK\$1 each	香港 Hong Kong	50	投資控股 Investment holding
泰昇建築工程有限公司 (「泰昇建築工程」)# Tysan Building Construction Company Limited ("TBC") #	每股普通股 面值1港元 Ordinary shares of HK\$1 each	香港 Hong Kong	49	提供樓宇及 建築工程 Provision of building and construction works
澳泰昇建築(澳門)有限公司 (「澳泰昇」)# Mac Tysan Construction (Macau) Limited ("Mac Tysan") #	每股普通股 面值1澳門元 Ordinary shares of MOP1 each	澳門 Macau	49	提供樓宇及 建築工程 Provision of building and construction works

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**19. 聯營公司權益 (續)**
**19. INTERESTS IN ASSOCIATES (Cont'd)**

名稱 Name	所持已發行 股份詳情及面值 Particulars and nominal value of issued shares held	註冊成立地點 Place of incorporation	本集團應佔之 擁有權百分比 Percentage of ownership interest attributable to the Group	主要業務 Principal activities
泰昇工程策劃有限公司 (「泰昇工程策劃」) Tysan Project Management Limited ("TPML") #	每股普通股 面值1港元 Ordinary shares of HK\$1 each	香港 Hong Kong	49	提供樓宇及 建築工程 Provision of building and construction works
泰昇貿易有限公司 (「泰昇貿易」) Tysan Trading Company Limited ("TTCL") *	每股普通股 面值1港元 Ordinary share of HK\$1 each	香港 Hong Kong	40	一般貿易 General trading

# 該等實體為本公司過往年度之附屬公司。於二零零九年七月二十九日，本集團以代價510,000港元向Victor Create Limited (「Victor Create」) 出售其於泰昇建築工程1%之股權。之後，本集團擁有該等實體49%之股權，並在泰昇建築工程董事局會議上不再享有絕大多數投票權，而相應地該等實體成為本集團之聯營公司。有關是次出售之其他詳情載於財務報表附註40(b)(ii)。

\* 於二零一零年九月二十二日，本集團以總代價776,000港元向本公司兩名董事出售泰昇貿易之合共10%權益及其200,000港元之股東貸款之權利及利益。緊隨是次出售後，本集團於泰昇貿易之股權由50%降至40%，並在泰昇貿易董事局會議上不再享有絕大多數投票權，而相應地泰昇貿易成為本集團之聯營公司。有關是次出售之其他詳情載於財務報表附註40(b)(i)。

上表列出董事認為主要影響本集團分佔聯營公司業績或形成本集團所佔聯營公司大部份權益之本集團聯營公司。董事認為，詳列其他聯營公司會引致內容過於冗長。

# These entities were the Company's subsidiaries in prior years. On 29 July 2009, the Group disposed of its 1% equity interest in TBC to Victor Create Limited ("Victor Create"), at a consideration of HK\$510,000. Subsequent to the disposal, the Group owned 49% equity interests in these entities and is no longer in a position to cast the majority of the votes at the meetings of the board of directors of TBC and accordingly, these entities became associates of the Group. Further details of this disposal are included in note 40(b)(ii) to financial statements.

\* On 22 September 2010, the Group disposed of in aggregate 10% interest in and the rights and benefits in the shareholder's loan of HK\$200,000 to TTCL to two directors of the Company at a total consideration of HK\$776,000. Immediately after the disposal, the Group's equity interest in TTCL reduced from 50% to 40% and the Group is no longer in a position to cast the majority of the votes in the meetings of the board of directors of TTCL and accordingly, TTCL became an associate of the Group. Further details of this disposal are included in note 40(b)(i) of financial statements.

The above table lists the associates of the Group which, in the opinion of the directors, affected the Group's share of results of the associates or formed a substantial portion of the Group's interests in associates. To give details of other associates would, in the opinion of the directors, result in particulars of excessive length.



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### 19. 聯營公司權益 (續)

下表列示摘錄自本集團聯營公司財務報表之財務資料概要：

資產	Assets
負債	Liabilities
收益	Revenue
溢利	Profits

### 19. INTERESTS IN ASSOCIATES (Cont'd)

The following table illustrates the summarised financial information of the Group's associates extracted from their financial statements:

二零一一年 2011 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000
145,098	61,052
89,099	26,199
168,939	31,710
9,678	549

### 20. 按公平值計入損益之投資

### 20. INVESTMENTS AT FAIR VALUE THROUGH PROFIT OR LOSS

於香港上市之股份投資， 按市值	Listed equity investments in Hong Kong, at market value
於中國之非上市資金，按報價	Unlisted fund in the PRC, at quoted price

集團 GROUP	
二零一一年 2011 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000
4,183	4,002
118,750	—
122,933	4,002

上述於二零一一年及二零一零年三月三十一日之投資已列為持作買賣用途。

The above investments at 31 March 2011 and 2010 were classified as held for trading.

### 21. 存貨

### 21. INVENTORIES

原料	Raw materials
零件及其他	Spare parts and others

集團 GROUP	
二零一一年 2011 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000
2,559	5,644
9,065	20,266
11,624	25,910

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**22. 持有供銷售之物業**
**22. PROPERTIES HELD FOR SALE**

		集團 GROUP	
		二零一一年 2011 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000
年初	At beginning of year	197,649	473,876
轉撥自發展中物業 (附註16)	Transfer from properties under development (note 16)	449,329	104,196
年內出售之物業	Properties sold during the year	(210,148)	(384,143)
匯兌調整	Exchange realignment	2,739	3,720
年終	At end of year	<u>439,569</u>	<u>197,649</u>

本集團持有供銷售之物業位於中國內地及以長期租約持有。

The Group's properties held for sale are located in Mainland China and are held under long term leases.

**23. 建築合約**
**23. CONSTRUCTION CONTRACTS**

		集團 GROUP	
		二零一一年 2011 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000
客戶有關合約工程之欠款	Amounts due from customers for contract works	88,407	92,639
欠客戶有關合約工程之款項	Amounts due to customers for contract works	<u>(224,428)</u>	<u>(201,434)</u>
		<u>(136,021)</u>	<u>(108,795)</u>
所產生之合約成本加截至本年報 日期已確認溢利減已確認虧損 減：已收及應收進度賬款	Contract costs incurred plus recognised profits less recognised losses to date Less: Progress billings received and receivable	4,489,462	3,465,074
		<u>(4,625,483)</u>	<u>(3,573,869)</u>
		<u>(136,021)</u>	<u>(108,795)</u>

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**24. 應收貿易賬款**

本集團跟隨本地行業標準制定信貸政策。給予貿易客戶之平均一般信貸期為90日內(應收保固金除外)，惟須經管理層定期檢討。有鑒於上文所述及本集團之應收貿易賬款與大量不同客戶有關，故概無信貸風險過於集中之情況。應收貿易賬款均為免息。

**24. TRADE RECEIVABLES**

The Group has established credit policies that follow local industry standards. The average normal credit periods offered to trade customers other than for retention receivables are within 90 days, and are subject to periodic review by management. In view of the aforementioned and the fact that the Group's trade receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. Trade receivables are non-interest-bearing.

		集團 GROUP	
		二零一一年 2011 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000
應收貿易賬款	Trade receivables	454,764	397,471
減值	Impairment	(30)	(30)
		<b>454,734</b>	<b>397,441</b>

應收貿易賬款中包括應收聯營公司款項 5,696,000 港元(二零一零年: 601,000 港元)，其還款信貸條款與給予本集團主要客戶的條款相若。

Included in the trade receivables are amounts due from associates of HK\$5,696,000 (2010: HK\$601,000), which are repayable on similar credit terms to those offered to the major customers of the Group.

以發票日期及撥備淨值計算，應收貿易賬款於報告期末之賬齡分析如下：

An aged analysis of the trade receivables as at the end of the reporting period, based on the invoice date and net of provision, is as follows:

		集團 GROUP	
		二零一一年 2011 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000
應收貿易賬款：	Trade receivables:		
90日內	Within 90 days	309,538	282,348
91日至180日	91 to 180 days	1,715	1,759
181日至360日	181 to 360 days	3,294	1,643
360日以上	Over 360 days	875	32
		<b>315,422</b>	<b>285,782</b>
應收保固金	Retention receivables	139,312	111,659
		<b>454,734</b>	<b>397,441</b>



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**24. 應收貿易賬款 (續)**

應收貿易賬款減值撥備之變動如下：

年初	At beginning of year
已確認減值虧損	Impairment losses recognised
撇銷為不可收回之款項	Amount written off as uncollectible
出售附屬公司	Disposal of subsidiaries
年終	At end of year

計入上述應收貿易賬款之減值撥備為30,000港元(二零一零年：30,000港元)是就個別應收貿易賬而作其撥備前賬面總值為30,000港元(二零一零年：30,000港元)。個別已減值應收貿易賬款與處於財務困難之客戶有關，預期概不可收回。

視作將不予減值之應收貿易賬款之賬齡分析如下：

**24. TRADE RECEIVABLES (Cont'd)**

The movements in provision for individual impairment of trade receivables are as follows:

		集團 GROUP	
		二零一一年 2011 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000
		30	828
		—	140
		—	(844)
		—	(94)
		<u>30</u>	<u>30</u>

Included in the above provision for impairment of trade receivables of HK\$30,000 (2010: HK\$30,000) is a provision for individually impaired trade receivables with a gross carrying amount before provision of HK\$30,000 (2010: HK\$30,000). The individually impaired trade receivables relate to customers that were in financial difficulties and none of the receivables is expected to be recovered.

The aged analysis of the trade receivables that are not considered to be impaired is as follows:

		集團 GROUP	
		二零一一年 2011 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000
既無過期亦無減值	Neither past due nor impaired	448,850	394,007
已過期1日至90日	1 to 90 days past due	1,715	1,759
已過期91日至270日	91 to 270 days past due	3,294	1,643
已過期超過270日	More than 270 days past due	875	32
		<u>454,734</u>	<u>397,441</u>



財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 March 2011 二零一一年三月三十一日

24. 應收貿易賬款 (續)

既無過期亦無減值之應收款項與大量並無近期違約歷史的不同客戶有關。已過期但並無減值之應收款項與大量與本集團有著良好交易記錄的獨立客戶有關。依據過往經驗，本公司董事認為，由於信貸質量並無重大變動且結存仍視為可全部收回，故概無必要就該等結存作出減值撥備。本集團並無就該等結存持有任何擔保或提高其他信貸。

25. 其他應收款項、預付款項及訂金

預付款項及訂金 Prepayments and deposits  
其他應收款項 Other receivables

概無上述資產已過期或出現減值。計入上述結存之金融資產與並無近期違約歷史之應收款項有關。

24. TRADE RECEIVABLES (Cont'd)

Receivables that were neither past due nor impaired relate to a large number of diversified customers for whom there was no recent history of default. Receivables that were past due but not impaired relate to a number of independent customers that have a good track record with the Group. Based on past experience, the directors of the Company are of the opinion that no provision for impairment is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable. The Group does not hold any collateral or other credit enhancements over these balances.

25. OTHER RECEIVABLES, PREPAYMENTS AND DEPOSITS

		集團 GROUP			公司 COMPANY	
		二零一一年 三月三十一日	二零一零年 三月三十一日	二零零九年 四月一日	二零一一年 三月三十一日	二零一零年 三月三十一日
		31 March 2011	31 March 2010	1 April 2009	31 March 2011	31 March 2010
		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
			(經重列) (Restated)	(經重列) (Restated)		
預付款項及訂金	Prepayments and deposits	16,437	27,670	18,403	138	137
其他應收款項	Other receivables	31,911	26,497	12,555	—	—
		<b>48,348</b>	<b>54,167</b>	<b>30,958</b>	<b>138</b>	<b>137</b>

None of the above assets is either past due or impaired. The financial assets included in the above balances relate to receivables for which there was no recent history of default.

**財務報表附註 NOTES TO FINANCIAL STATEMENTS**

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**26. 衍生金融工具**
**26. DERIVATIVE FINANCIAL INSTRUMENTS**
**集團**
**GROUP**

		二零一一年 2011		二零一零年 2010	
		資產 Assets 千港元 HK\$'000	負債 Liabilities 千港元 HK\$'000	資產 Assets 千港元 HK\$'000	負債 Liabilities 千港元 HK\$'000
遠期外匯累計認購期權	Forward currency accumulators	87	26	12	293
利率掉期	Interest rate swaps	—	5,821	—	1,453
		<u>87</u>	<u>5,847</u>	<u>12</u>	<u>1,746</u>
歸類為非即期的部分：	Portion classified as non-current:				
利率掉期	Interest rate swaps	—	(5,821)	—	(1,453)
即期部分	Current portion	<u>87</u>	<u>26</u>	<u>12</u>	<u>293</u>

本集團已訂立多項遠期外匯累計認購期權合約及利率掉期，以管理其不符合對沖會計處理標準之外匯及匯率風險。非對沖衍生工具之公平淨值變動4,026,000港元（二零一零年：1,734,000港元）乃計入年內之損益表內。該等金融工具之賬面值與其公平值相若。上述衍生金融工具所涉交易乃與信譽良好且近期違約歷史之金融機構進行。

The Group has entered into various forward currency accumulators contracts and interest rate swaps to manage its foreign currency and exchange rate exposures which did not meet the criteria for hedge accounting. Changes in the fair value, net, of non-hedging derivatives amounting to HK\$4,026,000 (2010: HK\$1,734,000) were charged to the income statement during the year. The carrying amounts of those financial instruments are the same as their fair values. The above transactions involving derivative financial instruments are conducted with creditworthy financial institutions with no recent history of default.

## 財務報表附註 NOTES TO FINANCIAL STATEMENTS

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## 27. 現金及銀行結存、定期存款及受限制現金 27. CASH AND BANK BALANCES, TIME DEPOSITS AND RESTRICTED CASH

		集團 GROUP	
		二零一一年 2011 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000
		附註 Notes	
定期存款：	Time deposits:		
– 其他定期存款	– other time deposits	(a)	491,652 952,375
– 結構性存款	– structured deposits	(b)	296,875 —
定期存款總額	Total time deposits	(c)	788,527 952,375
現金及銀行結存	Cash and bank balances	(a)	321,484 396,865
受限制現金	Restricted cash	(d)	56,286 114,180
			1,166,297 1,463,420
以下列貨幣列值：	Denominated in:		
美元	United States dollar ("USD")		2,203 7,194
歐元	Euro ("EUR")		10,273 3,878
澳門元	Macao patacas ("MOP")		314 349
人民幣	Renminbi ("RMB")		801,701 1,308,002
日元	Japanese yen ("YEN")		— 26
港元	HK\$		351,806 143,971
			1,166,297 1,463,420

人民幣不可自由兌換為其他貨幣，然而，根據外匯管理條例及結匯、售匯及付匯管理規定，本集團獲准透過獲授權進行外匯業務之銀行，將人民幣兌換為其他貨幣。

RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through authorised banks to conduct foreign exchange business.



財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 March 2011 二零一一年三月三十一日

27. 現金及銀行結存、定期存款及受限制現金 (續)

附註：

- (a) 銀行存款按每日銀行存款利率計算之浮動利率賺取利息。定期存款具有不同之存款期限，由七天至三年不等，視乎本集團之即時現金需求而定，並按有關之定期存款利率賺取利息。銀行結存及訂金存入並無近期違約歷史之信譽卓著之銀行。
- (b) 結構性存款為具有固定到期期限之定期存款，按攤銷成本列賬。結構性存款利率基於美元與港元之間之匯率變動而波動。本集團主要將結構性存款用於提升投資回報。
- (c) 該結存中包括訂立時原定於三個月後到期之定期存款119,262,000港元(二零一零年：235,392,000港元)。
- (d) 於二零一一年三月三十一日，根據中國相關法規，於指定銀行賬戶來自預售發展中物業之若干已收訂金，僅可用於建造相關物業。於二零一零年三月三十一日，受限制現金指根據本集團之銀行信貸之條款存置於託管銀行賬戶之定期存款。

27. CASH AND BANK BALANCES, TIME DEPOSITS AND RESTRICTED CASH (Cont'd)

Notes:

- (a) Cash at banks earns interest at floating rates based on daily bank deposit rates. Time deposits are made for varying periods of between seven days and three years depending on the immediate cash requirements of the Group, and earn interest at the respective time deposit rates. The bank balances and deposits are deposited with creditworthy banks with no recent history of default.
- (b) The structured deposits are time deposits with fixed maturity dates and are stated at amortised cost. The interest rates on the structured deposits fluctuated based on changes in currency exchange rate between USD and HK\$. The Group uses structured deposits primarily to enhance the return on investment.
- (c) Included in the balance are time deposits of HK\$119,262,000 (2010: HK\$235,392,000) of which the original maturity is more than three months when acquired.
- (d) As at 31 March 2011, pursuant to relevant regulations in the PRC, certain deposits received from the pre-sale of properties under development under a designated bank account can only be used for the construction of the relevant properties. As at 31 March 2010, restricted cash represented time deposits maintained in escrow bank accounts pursuant to the terms of the Group's banking facilities.



**財務報表附註 NOTES TO FINANCIAL STATEMENTS**

31 March 2011 二零一一年三月三十一日

**28. 應付貿易賬款及應計款項**

以發票日期計算，應付貿易賬款於報告期末之賬齡分析如下：

應付貿易賬款：	Trade payables:
30日內	Within 30 days
31日至90日	31 to 90 days
91日至180日	91 to 180 days
180日以上	Over 180 days
應付保固金	Retention payables
應計款項	Accruals

應付貿易賬款均為免息，一般還款期為九十日。

於二零一零年三月三十一日，應付貿易賬款中包括應付聯營公司款項124,000港元，有關信貸條款與該等聯營公司給予其主要客戶的條款相若。

**29. 其他應付款項、已收訂金及預收款項**

其他應付款項均為免息，平均還款期為一個月，惟一筆應付賣方款項150,000,000港元將於二零一一年十二月三十一日或之前支付則除外。

**28. TRADE PAYABLES AND ACCRUALS**

An aged analysis of the trade payables as at the end of the reporting period, based on the invoice date, is as follows:

集團 GROUP		公司 COMPANY	
二零一一年 2011 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000	二零一一年 2011 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000
173,630	98,525	13	10
3,407	3,718	2	—
203	481	—	—
7,753	10,168	—	—
184,993	112,892	15	10
105,250	112,894	—	—
190,716	150,743	789	877
480,959	376,529	804	887

The trade payables are non-interest-bearing and are normally settled on 90-day terms.

Included in the trade payables were amounts due to associates of HK\$124,000 as at 31 March 2010, which were of similar credit terms to those offered by the associates to their major customers.

**29. OTHER PAYABLES, DEPOSITS RECEIVED AND RECEIPTS IN ADVANCE**

Other payables are non-interest-bearing and have an average term of one month except for an amount payable to Vendors of HK\$150,000,000 which will be paid on or before 31 December 2011.

**財務報表附註 NOTES TO FINANCIAL STATEMENTS**

31 March 2011 二零一一年三月三十一日

**30. 已收訂金**

於二零一一年三月三十一日，已收訂金指簽署發展中物業預售合約及持有供銷售物業銷售合約後自客戶收取之訂金。本集團於物業仍在發展期間預售物業。由於與客戶訂有合約，故此於簽署預售合約後，客戶須向本集團支付訂金。本集團所持有之該等金額均為免息。

**30. DEPOSITS RECEIVED**

As at 31 March 2011, deposits received represented down payment received from customers upon signing of the pre-sale contracts of properties under development and sale contracts of properties held for sale of the Group. The Group conducted the pre-sale of properties when they were still under development. As contracted with customers, deposits were paid to the Group upon the signing of the pre-sale contracts. Such amounts held by the Group are non-interest-bearing.

**31. 附息銀行借貸**
**31. INTEREST-BEARING BANK BORROWINGS**

集團

GROUP

		二零一一年三月三十一日 31 March 2011			二零一零年三月三十一日 31 March 2010			二零零九年四月一日 1 April 2009		
		實際利率 Effective interest rate (%)			實際利率 Effective interest rate (%)			實際利率 Effective interest rate (%)		
		期限 Maturity	千港元 HK\$'000	期限 Maturity	千港元 HK\$'000	期限 Maturity	千港元 HK\$'000	期限 Maturity	千港元 HK\$'000	
無抵押：	Unsecured:									
銀行貸款	Bank loans	1.4-2.4 2012-2015	371,472	1.1-1.8 2010-2015	388,560	1.4-5.8 2009-2012	222,808			
有抵押：	Secured:									
信託收據貸款	Trust receipt loans	— —	—	— —	—	2.1-5.1 2009	43,000			
銀行貸款	Bank loans	1.7 2012-2014	21,250	1.3-2.5 2010-2014	233,040	1.6-9.1 2009-2012	285,428			
分期貸款	Instalment loans	0.8 2011-2022	67,992	0.7 2010-2022	83,175	1.4-5.0 2009-2022	88,194			
			<u>89,242</u>		<u>316,215</u>		<u>416,622</u>			
銀行借貸總額	Total bank borrowings		<u>460,714</u>		<u>704,775</u>		<u>639,430</u>			



## 財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 March 2011 二零一一年三月三十一日

## 31. 附息銀行借貸 (續)

## 31. INTEREST-BEARING BANK BORROWINGS (Cont'd)

	二零一一年 三月三十一日 31 March 2011 千港元 HK\$'000	二零一零年 三月三十一日 31 March 2010 千港元 (經重列) HK\$'000 (Restated)	二零零九年 四月一日 1 April 2009 千港元 (經重列) HK\$'000 (Restated)
根據下列項目分析：	Analysed into:		
須於下列期間內償還 之銀行借貸：	Bank borrowings repayable:		
於一年內或按要求時	Within one year or on demand	400,153	521,056
第二年	In the second year	53,305	94,405
第三年至第五年 (包括首尾兩年)	In the third to fifth years, inclusive	251,317	23,969
超過第五年	Beyond five years	—	—
	<b>460,714</b>	<b>704,775</b>	<b>639,430</b>
須於一年內償還， 分類為流動負債之部份	Portion due within one year, classified as current liabilities	<b>(128,382)</b>	<b>(521,056)</b>
長期部份	Long term portion	<b>332,332</b>	<b>118,374</b>

如財務報表附註44所進一步闡釋，由於採納香港詮釋第5號財務報表之呈列—借款人對包含可隨時要求償還條款之定期貸款之分類，於二零一一年及二零一零年三月三十一日，本集團包含可隨時要求償還條款之銀行貸款20,582,000港元及205,616,000港元均已重新分類為流動負債。就上述分析而言，該等銀行貸款已計入即期附息銀行借貸，並分析為於一年內或按要求償還之應付銀行貸款。

As further explained in note 44 to the financial statements, due to the adoption of HK Interpretation 5 *Presentation of Financial Statements - Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause*, the Group's bank loans in the amount of HK\$20,582,000 and HK\$205,616,000 as at 31 March 2011 and 2010, respectively, containing a repayment on demand clause have been reclassified as current liabilities. For the purpose of the above analysis, these bank loans are included within current interest-bearing bank borrowings and analysed into bank loans payable within one year or on demand.

**財務報表附註 NOTES TO FINANCIAL STATEMENTS**

31 March 2011 二零一一年三月三十一日

**31. 附息銀行借貸 (續)**

根據銀行貸款之到期期限，相關銀行貸款之應償還金額為：於二零一一年及二零一零年三月三十一日之須於一年內或按要求支付之107,800,000港元及194,537,000港元；於二零一一年及二零一零年三月三十一日之須於第二年支付之96,091,000港元及117,706,000港元；於二零一一年及二零一零年三月三十一日之須於第三年至第五年（包括首尾兩年）支付之225,750,000港元及356,145,000港元；於二零一一年及二零一零年三月三十一日之須於五年以上支付之31,073,000港元及36,387,000港元。

本集團之抵押銀行借貸乃由本集團於報告期末之賬面值分別約142,002,000港元（二零一零年：149,893,000港元）、18,500,000港元（二零一零年：369,340,000港元）及零（二零一零年：114,180,000港元）之若干土地及樓宇、設備與機器（附註14）、投資物業（附註15）及受限制現金（附註27）作抵押。

本集團之有抵押銀行借貸9,600,000港元（二零一零年：零）乃由香港特別行政區政府提供擔保。

**31. INTEREST-BEARING BANK BORROWINGS (Cont'd)**

Based on the maturity terms of the bank loans, the amounts repayable in respect of the bank loans are: HK\$107,800,000 and HK\$194,537,000 payable within one year or on demand as at 31 March 2011 and 2010, respectively; HK\$96,091,000 and HK\$117,706,000 payable in the second year as at 31 March 2011 and 2010, respectively; HK\$225,750,000 and HK\$356,145,000 payable in the third to fifth years, inclusive as at 31 March 2011 and 2010, respectively; HK\$31,073,000 and HK\$36,387,000 payable beyond five years as at 31 March 2011 and 2010, respectively.

The Group's secured bank borrowings were secured by certain of its land and building, equipment and machinery (note 14), investment properties (note 15) and restricted cash (note 27) with carrying amounts of HK\$142,002,000 (2010: HK\$149,893,000), HK\$18,500,000 (2010: HK\$369,340,000) and nil (2010: HK\$114,180,000), respectively, at the end of the reporting period.

The Group's secured bank borrowing amounting to HK\$9,600,000 (2010: Nil) is guaranteed by the government of the Hong Kong Special Administrative Region.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

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31. 附息銀行借貸 (續)

此外，本公司已就本公司若干附屬公司取得之借貸融資簽立擔保(附註38(a))。

本集團所有銀行借貸均按浮動利率計息。銀行借貸之賬面值與其公平值相若。

本集團以多種貨幣為單位之銀行借貸賬面值如下：

港元	Hong Kong dollars
歐元	Euro

31. INTEREST-BEARING BANK BORROWINGS (Cont'd)

In addition, the Company has executed guarantees in respect of borrowing facilities granted to certain of the Company's subsidiaries (note 38(a)).

All of the bank borrowings of the Group bear interest at floating interest rates. The carrying amounts of the bank borrowings approximate to their fair values.

The carrying amounts of the Group's bank borrowings denominated in various currencies are as follows:

二零一一年	二零一零年
2011	2010
千港元	千港元
HK\$'000	HK\$'000
445,325	695,368
15,389	9,407
<u>460,714</u>	<u>704,775</u>



**財務報表附註 NOTES TO FINANCIAL STATEMENTS**

31 March 2011 二零一一年三月三十一日

**32. 遞延稅項**

於本年度內，遞延稅務負債及資產之變動如下：

**遞延稅項負債**
**集團**
**32. DEFERRED TAX**

The movements in deferred tax liabilities and assets during the year are as follows:

**Deferred tax liabilities**
**GROUP**

		重估 投資物業 Revaluation of investment properties 千港元 HK\$'000	撥備超出有關 折舊部分 Allowance in excess of related depreciation 千港元 HK\$'000	預扣稅 Withholding taxes 千港元 HK\$'000	總計 Total 千港元 HK\$'000
於二零零九年四月一日	At 1 April 2009	(251,395)	(8,056)	(18,968)	(278,419)
年內於損益表扣除 之遞延稅項 (附註10)	Deferred tax charged to the income statement during the year (note 10)	(17,665)	(2,165)	(44,669)	(64,499)
匯兌調整	Exchange realignment	(1,844)	—	(265)	(2,109)
於二零一零年 三月三十一日及 二零一零年四月一日	At 31 March 2010 and 1 April 2010	(270,904)	(10,221)	(63,902)	(345,027)
年內於損益表扣除 之遞延稅項 (附註10)	Deferred tax charged to the income statement during the year (note 10)	(4,472)	(6,671)	(45,019)	(56,162)
就中國附屬公司 匯出之盈利 而支付之預扣稅	Withholding tax paid on repatriation of earnings from PRC subsidiaries	—	—	4,176	4,176
出售一間附屬公司 (附註40(a))	Disposal of a subsidiary (note 40(a))	208,849	—	904	209,753
匯兌調整	Exchange realignment	(7,610)	—	(134)	(7,744)
於二零一一年 三月三十一日	At 31 March 2011	(74,137)	(16,892)	(103,975)	(195,004)

## 財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 March 2011 二零一一年三月三十一日

## 32. 遞延稅項 (續)

## 遞延稅項資產

## 集團

於二零零九年四月一日  
年內計入損益表之  
遞延稅項(附註10)  
匯兌調整

於二零一零年三月三十一日  
及二零一零年四月一日  
年內計入損益表之  
遞延稅項(附註10)  
匯兌調整

於二零一一年三月三十一日

本集團於香港產生之稅項虧損為204,421,000港元(二零一零年:238,158,000港元),可用作無限期抵銷出現虧損之公司之未來應課稅溢利。長期產生虧損之附屬公司所產生之該等虧損則不會確認為遞延稅項資產,且將應課稅溢利用於沖抵稅項虧損被視作不可能。

根據中國企業所得稅法(「企業所得稅法」),於中國內地成立的外資企業向國外投資者宣派之股息須繳納10%預扣稅。該項規定由二零零八年一月一日起生效並適用於二零零七年十二月三十一日之後產生之盈利。倘中國大地與國外投資者所處司法權區訂有稅項協定,則可能適用較低之預扣稅稅率。因此,本集團須就其於中國內地成立之附屬公司就由二零零八年一月一日起產生之盈利而向其派發之股息繳納預扣稅。

本公司派付予其股東之股息並無任何所得稅後果。

## 32. DEFERRED TAX (Cont'd)

## Deferred tax assets

## GROUP

	土地增值稅撥備 Provision of land appreciation tax 千港元 HK\$'000
At 1 April 2009	29,051
Deferred tax credited to the income statement during the year (note 10)	33,633
Exchange realignment	387
	<hr/>
At 31 March 2010 and 1 April 2010	63,071
Deferred tax credited to the income statement during the year (note 10)	33,770
Exchange realignment	3,305
	<hr/>
At 31 March 2011	100,146

The Group has tax losses arising in Hong Kong of HK\$204,421,000 (2010: HK\$238,158,000) that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose. Deferred tax assets have not been recognised in respect of these losses as they have arisen in subsidiaries that have been loss-making for some time and it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

Pursuant to the Corporate Income Tax ("CIT") Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in Mainland China. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between Mainland China and the jurisdiction of the foreign investors. The Group is therefore liable for withholding taxes on dividends distributed by its subsidiaries established in Mainland China in respect of earnings generated from 1 January 2008.

There are no income tax consequences attaching to the payment of dividends by the Company to its shareholders.

**財務報表附註 NOTES TO FINANCIAL STATEMENTS**

31 March 2011 二零一一年三月三十一日

**33. 股本**
**33. SHARE CAPITAL**

股份

Shares

		集團 GROUP	
		二零一一年 2011 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000
法定：	Authorised:		
2,000,000,000股每股 面值0.10港元之普通股	2,000,000,000 ordinary shares of HK\$0.10 each	<u>200,000</u>	<u>200,000</u>
已發行及繳足：	Issued and fully paid:		
870,115,903股(二零一零年： 845,315,903股)每股面值 0.10港元之普通股	870,115,903 (2010: 845,315,903) ordinary shares of HK\$0.10 each	<u>87,011</u>	<u>84,531</u>

年內，因本公司購股權獲行使而以認購價每股0.82港元(二零一零年：0.82港元)及認購價每股1.46港元分別發行23,800,000股(二零一零年：7,100,000股)及1,000,000股(二零一零年：無)每股面值0.10港元之股份，總現金代價為20,976,000港元(二零一零年：5,822,000港元)(扣除開支前)。為數11,023,000港元(二零一零年：3,746,000港元)之款項已於購股權獲行使時由購股權儲備轉撥至股份溢價賬。

During the year, 23,800,000 (2010: 7,100,000) shares of HK\$0.10 each were issued for cash at a subscription price of HK\$0.82 (2010: HK\$0.82) per share and 1,000,000 (2010: Nil) shares of HK\$0.10 each were issued for cash at a subscription price of HK\$1.46 per share pursuant to the exercise of the Company's share options for a total cash consideration, before expenses of HK\$20,976,000 (2010: HK\$5,822,000). An amount of HK\$11,023,000 (2010: HK\$3,746,000) was transferred from the share option reserve to the share premium account upon the exercise of the share options.

**購股權**

本公司購股權計劃之詳情載於財務報表附註34。

**Share options**

Details of the Company's share option scheme are included in note 34 to the financial statements.



## 財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 March 2011 二零一一年三月三十一日

### 34. 購股權計劃

本公司現時設立一項購股權計劃（「計劃」），為本集團成功營運作出貢獻之合資格參與者提供獎勵及回報。該計劃之合資格參與者包括本公司之董事（包括獨立非執行董事）及本集團其他僱員。

目前准許根據該計劃授出之尚未行使購股權最高數目，合共不得超過本公司任何時間已發行股份之10%。

本公司之計劃概要如下：

目的

Purpose

參與者

Participants

可予發行之普通股總數及於年報發表日期佔已發行股本之百分比

Total number of ordinary shares available for issue and the percentage of the issued share capital that it represents as at the date of the annual report

每名參與者之最高配額

Maximum entitlement of each participant

根據購股權必須認購證券之期限

Period within which the securities must be taken up under an option

### 34. SHARE OPTION SCHEME

The Company currently operates a share option scheme (the "Scheme") for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Eligible participants of the Scheme include the Company's directors, including independent non-executive directors, and other employees of the Group.

The maximum number of unexercised share options currently permitted to be granted under the Scheme must not in aggregate exceed 10% of the shares of the Company in issue at any time.

A summary of the Scheme of the Company is as follows:

為鼓勵合資格參與者於達致本公司目標時作出最佳表現，同時讓彼等分享曾作出努力及貢獻而達致之本公司業務成果。

To encourage eligible participants to perform their best in achieving the goals of the Company while at the same time allow them to share the fruits of the Company's business achieved through their effort and contribution.

本公司或其任何附屬公司之行政人員、僱員或董事（包括執行董事及非執行董事）。

Executives or employees or directors (including both executive directors and non-executive directors) of the Company or any of its subsidiaries.

37,196,590 股普通股及已發行股本之 4.3%。

37,196,590 ordinary shares and 4.3% of the issued share capital.

不得超過於任何 12 個月期間本公司已發行股本之 1%。

Shall not exceed 1% of the issued share capital of the Company in any 12-month period.

由董事釐定及知會每名承授人，但於任何情況下不遲於授出購股權當日後十年內，惟受有關提前終止之條文所規限。

Determined and notified by the directors to each grantee, but shall end in any event not later than 10 years from the date of the grant of options subject to the provisions for early termination thereof.



財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 March 2011 二零一一年三月三十一日

34. 購股權計劃 (續)

本公司之計劃概要如下：(續)

於行使前必須持有購股權之最低期限

Minimum period for which an option  
must be held before it can be exercised

於接納時應付款項

Amount payable on acceptance

釐定行使價之基準

Basis for determining the exercise price

計劃之餘下年期

The remaining life of the Scheme

購股權並無賦予持有人收取股息或於  
股東大會上投票之權利。

34. SHARE OPTION SCHEME (Cont'd)

A summary of the Scheme of the Company is as follows: (Cont'd)

由董事釐定及載於有關要約函件中。

To be determined by the directors and included in the relevant  
offer letters.

無。

Nil.

由董事釐定，但必須為以下之最高者(i)股份之面值；(ii)於邀請授  
出購股權當日（必須為營業日），在聯交所日報表所報普通股之收  
市價；及(iii)緊接授出購股權日期前五個營業日，普通股於聯交所  
日報表所報之平均收市價。

Determined by the directors but must be the highest of (i) the nominal  
value of shares; (ii) the closing price of the ordinary shares as stated in  
the Stock Exchange's daily quotation sheet on the date of offer of the  
share options, which must be a business day; and (iii) the average  
closing price of the ordinary shares as stated in the Stock Exchange's  
daily quotation sheets for the five business days immediately preceding  
the date of grant of options.

計劃維持有效，直至二零一二年八月二十七日。

The Scheme remains in force until 27 August 2012.

Share options do not confer rights on the holders to dividends or to vote  
at shareholders' meetings.





財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 March 2011 二零一一年三月三十一日

34. 購股權計劃 (續)

年內根據計劃尚未行使之購股權如下：

34. SHARE OPTION SCHEME (Cont'd)

The following share options were outstanding under the Scheme during the year:

		二零一一年 2011		二零一零年 2010	
		加權平均 行使價 Weighted average exercise price 每股 港元 HK\$ per share	購股權 數目 Number of options 千 '000	加權平均 行使價 Weighted average exercise price 每股 港元 HK\$ per share	購股權 數目 Number of options 千 '000
年初	At beginning of year	0.82	26,350	0.82	34,250
年內授出	Granted during the year	1.46	3,000	—	—
年內行使	Exercised during the year	0.85	(24,800)	0.82	(7,100)
年內失效	Lapsed during the year	—	—	0.82	(800)
年終	At end of year	1.10	4,550	0.82	26,350

**財務報表附註 NOTES TO FINANCIAL STATEMENTS**

31 March 2011 二零一一年三月三十一日

**34. 購股權計劃 (續)**

於報告期末，尚未行使購股權之行使價及行使期間如下：

二零一一年 2011 購股權數目 Number of options 千 '000	二零一零年 2010 購股權數目 Number of options 千 '000
—	1,375
—	625
—	2,000
450	850
450	6,400
450	6,550
1,200	8,550
1,000	—
1,000	—
<b>4,550</b>	<b>26,350</b>

\* 購股權之行使價須就供股或紅股發行，或本公司股本中其他類似變動而作出調整。

**34. SHARE OPTION SCHEME (Cont'd)**

The exercise prices and exercise periods of the share options outstanding as at that end of the reporting period are as follows:

行使價* Exercise price* 每股港元 HK\$ per share	行使期限 Exercise periods
0.82	二零零七年九月五日 至二零一一年八月二十三日 5-9-2007 to 23-8-2011
0.82	二零零七年九月六日 至二零一一年八月二十三日 6-9-2007 to 23-8-2011
0.82	二零零七年九月二十七日 至二零一一年八月二十三日 27-9-2007 to 23-8-2011
0.82	二零零七年八月三十日 至二零一一年八月二十三日 30-8-2007 to 23-8-2011
0.82	二零零八年八月二十四日 至二零一一年八月二十三日 24-8-2008 to 23-8-2011
0.82	二零零九年八月二十四日 至二零一一年八月二十三日 24-8-2009 to 23-8-2011
0.82	二零一零年八月二十四日 至二零一一年八月二十三日 24-8-2010 to 23-8-2011
1.46	二零一一年九月十七日 至二零一二年九月十六日 17-9-2011 to 16-9-2012
1.46	二零一二年九月十七日 至二零一三年九月十六日 17-9-2012 to 16-9-2013
1.10	

\* The exercise price of the share options is subject to adjustment in case of rights or bonus issues, or other similar changes in the Company's share capital.



## 財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 March 2011 二零一一年三月三十一日

### 34. 購股權計劃 (續)

於截至二零零八年三月三十一日止年度授出之購股權之公平值為15,798,000港元(每份0.26港元至0.60港元)，其中本集團已於年內確認購股權開支570,000港元(二零一零年：2,054,000港元)。

年內授出之購股權之公平值為1,177,000港元(每份0.3港元至0.46港元)，其中本集團已於年內確認購股權開支647,000港元。

年內授出之股本結算購股權之公平值乃於授出日期使用二項式模式估計，並計及授出購股權之條款及條件。下表列出所使用模式之主要輸入參數：

	二零一零年 九月十七日 17 September 2010
授出日期	Date of grant
股息率(%)	Dividend yield (%) 3.4
預期波幅(%)	Expected volatility (%) 61
無風險利率(%)	Risk-free interest rate (%) 0.654
購股權預期期限(年)	Expected life of option (year) 3
加權平均股價(每股港元)	Weighted average share price (HK\$ per share) 1.43

於二零零九年六月二十四日，總數800,000之購股權於一名僱員離職後已失效。

年內行使24,800,000份(二零一零年：7,100,000份)購股權導致發行24,800,000股(二零一零年：7,100,000股)本公司普通股，及2,480,000港元(二零一零年：710,000港元)的新股本及18,496,000港元(二零一零年：5,112,000港元)的股份溢價(扣除發行開支前)，詳情載於財務報表附註33。

### 34. SHARE OPTION SCHEME (Cont'd)

The fair value of the share options granted during the year ended 31 March 2008 was HK\$15,798,000 (HK\$0.26 to HK\$0.60 each), of which the Group recognised a share option expense of HK\$570,000 (2010: HK\$2,054,000) during the year.

The fair value of the share options granted during the year was HK\$1,177,000 (HK\$0.3 to HK\$0.46 each), of which the Group recognised a share option expense of HK\$647,000 during the year.

The fair value of equity-settled share options granted during the year was estimated as at the date of grant, using a binomial model, taking into account the terms and conditions upon which the options were granted. The following table lists the major inputs to the model used:

	二零一零年 九月十七日 17 September 2010
授出日期	Date of grant
股息率(%)	Dividend yield (%) 3.4
預期波幅(%)	Expected volatility (%) 61
無風險利率(%)	Risk-free interest rate (%) 0.654
購股權預期期限(年)	Expected life of option (year) 3
加權平均股價(每股港元)	Weighted average share price (HK\$ per share) 1.43

On 24 June 2009, a total of 800,000 share options lapsed upon resignation of an employee.

The 24,800,000 (2010: 7,100,000) share options exercised during the year resulted in the issue of 24,800,000 (2010: 7,100,000) ordinary shares of the Company and new share capital of HK\$2,480,000 (2010: HK\$710,000) and share premium of HK\$18,496,000 (2010: HK\$5,112,000) (before issue expenses), as further detailed in note 33 to the financial statements.



## 財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 March 2011 二零一一年三月三十一日

### 34. 購股權計劃 (續)

於報告期末，本公司根據計劃有4,550,000份(二零一零年：26,350,000份)購股權尚未行使。根據本公司現行股本結構，全面行使尚未行使之購股權將導致本公司額外發行4,550,000股(二零一零年：26,350,000股)普通股，額外股本為455,000港元(二零一零年：2,635,000港元)，股份溢價(扣除發行開支前)為4,556,000港元(二零一零年：18,972,000港元)。

於報告期後，一名董事行使合共750,000份購股權，導致本公司發行750,000股普通股新股，令股本新增75,000港元及股份溢價540,000港元。

於批准該等財務報表當日，根據計劃，本公司有3,800,000份(二零一零年：23,350,000份)購股權尚未行使，佔本公司當日已發行股份約0.4%(二零一零年：2.8%)。

### 35. 儲備

#### (a) 集團

於本年度及過往年度本集團儲備金額及其變動於財務報表第17至第18頁之綜合權益變動表呈列。

根據中外合營企業之有關法例及條例，本集團在中國註冊之附屬公司之溢利部份已轉撥至限定使用之法定儲備。

### 34. SHARE OPTION SCHEME (Cont'd)

At the end of the reporting period, the Company had 4,550,000 (2010: 26,350,000) share options outstanding under the Scheme. The exercise in full of the outstanding share options would, under the present capital structure of the Company, result in the issue of 4,550,000 (2010: 26,350,000) additional ordinary shares of the Company and additional share capital of HK\$455,000 (2010: HK\$2,635,000) and share premium of HK\$4,556,000 (2010: HK\$18,972,000) before issue expenses.

Subsequent to the end of the reporting period, a total of 750,000 share options were exercised by a director, resulting in the issue of 750,000 ordinary shares of the Company with additional new share capital of HK\$75,000 and share premium of HK\$540,000.

At the date of approval of these financial statements, the Company had 3,800,000 (2010: 23,350,000) share options outstanding under the Scheme, which represented approximately 0.4% (2010: 2.8%) of the Company's shares in issue as at that date.

### 35. RESERVES

#### (a) Group

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity on page 46 of the financial statements.

Pursuant to the relevant laws and regulations for Sino-foreign joint venture enterprises, a portion of the profits of the Group's subsidiaries which are registered in the PRC has been transferred to statutory reserves which are restricted as to use.

## 財務報表附註 NOTES TO FINANCIAL STATEMENTS

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## 35. 儲備 (續)

## (b) 公司

		股份溢價賬	繳入盈餘	購股權儲備	保留溢利/ (累計虧損)	總計
		Share premium account	Contributed surplus	Share option reserve	Retained profits/(accumulated loss)	Total
	Notes 附註	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
於二零零九年 四月一日	At 1 April 2009	519,253	29,950	12,642	(24)	561,821
本年度溢利	Profit for the year	—	—	—	29,998	29,998
年內全面收益 總額	Total comprehensive income for the year	—	—	—	29,998	29,998
股本結算購股權 安排	Equity-settled share option arrangements	—	—	2,054	—	2,054
行使購股權	Exercise of share options	33, 34	8,858	(3,746)	—	5,112
已宣派及支付 二零零九年 末期股息	2009 final dividend declared and paid	12	—	—	(12,573)	(12,573)
二零一零年 中期股息	2010 interim dividend	12	—	—	(12,588)	(12,588)
於二零一零年 三月三十一日 及二零一零年 四月一日	At 31 March 2010 and 1 April 2010	528,111	29,950	10,950	4,813	573,824
本年度溢利	Profit for the year	—	—	—	202,977	202,977
年內全面 收益總額	Total comprehensive income for the year	—	—	—	202,977	202,977
股本結算購 股權安排	Equity-settled share option arrangements	—	—	1,217	—	1,217
行使購股權	Exercise of share options	33, 34	29,519	(11,023)	—	18,496
已宣派及支付 二零一零年 末期股息	2010 final dividend declared and paid	12	—	—	(25,472)	(25,472)
二零一一年 中期股息	2011 interim dividend	12	—	—	(17,048)	(17,048)
於二零一一年 三月三十一日	At 31 March 2011	557,630	29,950	1,144	165,270	753,994



**財務報表附註 NOTES TO FINANCIAL STATEMENTS**

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**35. 儲備 (續)**
**(b) 公司 (續)**

本公司繳入盈餘指於本公司股份上市前，根據於一九九一年之集團重組所購入之附屬公司股份公平值，較交換本公司已發行股份之面值之餘額。根據一九八一年百慕達公司法，在若干情況下，本公司可自繳入盈餘分派予股東。

**36. 經營租約安排**
**(a) 作為出租人**

本集團根據經營租約安排，以租約年期介乎六至七十二個月，出租其若干機器(附註14)及其投資物業(附註15)。租約條款一般亦要求租戶及客戶支付抵押訂金及按當時市況定期作出租金調整。

於報告期末，本集團根據與其租戶及客戶訂立之不可撤銷經營租約於以下年期之未來最低應收租金總額如下：

一年內	Within one year
第二至第五年 (包括首尾兩年)	In the second to fifth years, inclusive

**35. RESERVES (Cont'd)**
**(b) Company (Cont'd)**

The contributed surplus of the Company represents the excess of the fair value of the shares of the subsidiaries acquired pursuant to the Group reorganisation in 1991 prior to the listing of the Company's shares, over the nominal value of the Company's shares issued in exchange therefor. Under the Bermuda Companies Act 1981, the Company may make distributions to its members out of the contributed surplus under certain circumstances.

**36. OPERATING LEASE ARRANGEMENTS**
**(a) As lessor**

The Group leases certain of its machinery (note 14) and its investment properties (note 15) under operating lease arrangements, with leases negotiated for terms ranging from six to seventy two months. The terms of the leases generally also require the tenants and customers to pay security deposits and provide for periodic rental adjustments according to the then prevailing market conditions.

At the end of the reporting period, the Group had total future minimum lease receivables under non-cancellable operating leases with its tenants and customers falling due as follows:

		集團 GROUP	
		二零一一年 2011 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000
一年內	Within one year	16,275	65,011
第二至第五年 (包括首尾兩年)	In the second to fifth years, inclusive	1,627	35,857
		<u>17,902</u>	<u>100,868</u>

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36. 經營租約安排 (續)

(b) 作為承租人

本集團根據經營租約安排，以租約年期介乎十二至六十個月，承租若干辦公室物業、貨倉、員工宿舍及若干機器。

於報告期末，本集團根據不可撤銷經營租約於以下年期之未來最低租約付款總額如下：

一年內	Within one year
第二至第五年 (包括首尾兩年)	In the second to fifth years, inclusive

本公司於報告期末並無任何經營租約安排(二零一零年：無)。

36. OPERATING LEASE ARRANGEMENTS (Cont'd)

(b) As lessee

The Group leases certain of its office properties, warehouses, staff quarters and certain machinery under operating lease arrangements, with leases negotiated for terms ranging from twelve to sixty months.

At the end of the reporting period, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

集團		二零一一年	二零一零年
GROUP		2011	2010
		千港元	千港元
		HK\$'000	HK\$'000
一年內	Within one year	11,231	8,724
第二至第五年 (包括首尾兩年)	In the second to fifth years, inclusive	10,711	5,868
		<u>21,942</u>	<u>14,592</u>

The Company did not have any operating lease arrangement at the end of the reporting period (2010: Nil).

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**37. 承擔**

除上文附註36(b)詳述之經營租約承擔外，於報告期末，本集團有資本承擔如下：

**37. COMMITMENTS**

In addition to the operating lease commitments detailed in note 36(b) above, the Group had the following capital commitments at the end of the reporting period:

		集團 GROUP	
		二零一一年 2011 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000
已授權，但未訂約 物業、機器及設備	Authorised, but not contracted for Property, plant and equipment	—	9,798
已訂約，但未作撥備 物業、機器及設備	Contracted, but not provided for Property, plant and equipment	196,194	52,563
		196,194	62,361

此外，本集團就發展中物業之已訂約但未作撥備之承擔於二零一一年三月三十一日為153,763,000港元（二零一零年：226,952,000港元）。

In addition, the Group had contracted, but not provided for, commitments in respect of construction works relating to properties under development amounting to HK\$153,763,000 (2010: HK\$226,952,000) as at 31 March 2011.

於報告期末，本公司並無重大承擔（二零一零年：無）。

The Company had no significant commitments at the end of the reporting period (2010: Nil).

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**38. 或然負債**

- (a) 於報告期末，未於財務報表內作出撥備之或然負債如下：

就財務機構	Guarantees given to financial
向以下人士批出	institutions in connection
一般信貸貸款	with general credit facilities
而給予之擔保	granted to:
— 附屬公司	— subsidiaries
— 聯營公司	— an associate
就履約保證書	Guarantees in respect of
而作出之擔保	performance bonds

**38. CONTINGENT LIABILITIES**

- (a) At the end of the reporting period, contingent liabilities not provided for in the financial statements were as follows:

集團		公司	
GROUP		COMPANY	
二零一一年	二零一零年	二零一一年	二零一零年
2011	2010	2011	2010
千港元	千港元	千港元	千港元
HK\$'000	HK\$'000	HK\$'000	HK\$'000
—	—	973,304	1,406,398
20,000	—	20,000	—
175,691	135,154	175,691	135,154
<b>195,691</b>	<b>135,154</b>	<b>1,168,995</b>	<b>1,541,552</b>

- (b) 於二零零八年六月十六日，本集團向上海市第一中級人民法院（「上海法院」）提出仲裁，撤銷與第三方簽訂之最高限額達人民幣5,180,000元（約6,151,000港元）之服務費之服務合約，此乃由於本集團與第三方就合約條款出現分歧所致（「上海行動」）。於二零零八年九月九日，上海行動之被告向上海法院提出反對，並申訴稱分歧之判決須根據香港法例而非中國法例進行。反對意見於二零零八年十一月遭上海法院駁回，且上訴上海法院之決定亦於二零零九年一月遭上海市高級人民法院駁回。於二零零九年二月二十七日，本集團接獲上海法院通知，上海行動之被告提交一份反申索，要求本集團支付人民幣5,180,000元。上海法院於二零零九年九月及二零一零年七月聆訊反申訴。於二零一零年九月二十五日，上海法院責令撤銷服務合約，且被告之反申索遭到駁回。於二零一零年十月二十三日，被告就上海法院之決定向上海市高級人民法院（「上海高級法院」）提出上訴，上海高級法院於二零一一年一月十八日聆訊上訴。本集團正等待上海高級法院之判決。

- (b) On 16 June 2008, the Group lodged a petition to the Shanghai First Intermediate People's Court (the "Shanghai Court") to rescind a service contract signed with a third party for a service fee of up to a maximum amount of RMB5,180,000 (approximately HK\$6,151,000) as a result of a dispute in the contract terms between the Group and the third party (the "Shanghai Action"). On 9 September 2008, the defendant of the Shanghai Action submitted its objection to the Shanghai Court and claimed that the adjudication of the disputes should be raised under the Hong Kong Law instead of the PRC Law. The objection was dismissed by the Shanghai Court in November 2008 and the appeal against the decision of the Shanghai Court was also dismissed by the Shanghai Higher People's Court in January 2009. On 27 February 2009, the Group received a notification from the Shanghai Court that the defendant of the Shanghai Action submitted a counterclaim and requested the Group to make the payment of RMB5,180,000. The Shanghai Court heard the counterclaim in September 2009 and in July 2010. On 25 September 2010, the Shanghai Court ordered to rescind the service contract and the counterclaim from the defendant was dismissed. On 23 October 2010, the defendant submitted an appeal against the decision of the Shanghai Court to the Shanghai Higher People's Court (the "Shanghai Higher Court") and the Shanghai Higher Court heard the appeal on 18 January 2011. The Group is waiting for the judgement from the Shanghai Higher Court.

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**38. 或然負債 (續)****(b) (續)**

於二零零八年九月十日，在香港高等法院（「香港法院」）一審法庭發出之法律文書中，上海訴訟之被告要求本集團支付人民幣5,180,000元（「香港訴訟」）。本集團已於二零零八年十月二十八日向香港法院申請保留所有以上海法院為受益人之香港訴訟之其他訴訟程序，原因是上海法院較香港法院更為適宜對所產生之分歧進行判決。上述申請於二零零九年十二月四日聆訊，香港法院頒令保留所有以上海法院為受益人之香港訴訟之其他訴訟程序，上海訴訟之被告應支付本集團的費用。

經考慮本集團中國法律顧問之法律意見，董事相信本集團在上海訴訟方面有充分理由。董事相信倘上海行動及香港訴訟被要求於香港審理，本集團有充分理由辯護。因此，董事認為無須計提服務費用。

**39. 關連人士交易**

除該等財務報表其他地方披露者外，本集團於年內與關連人士訂立下列交易：

**(a) 與關連人士之未償還結存**

於報告期末，本集團與聯營公司款項餘額之詳情載於財務報表附註19。於報告期末，本集團就財務機構向聯營公司批出一般信貸貸款而給予之擔保載於財務報表附註38(a)。

**38. CONTINGENT LIABILITIES (Cont'd)****(b) (Cont'd)**

On 10 September 2008, by a writ issued in the Court of First Instance of the High Court of Hong Kong (the "Hong Kong Court"), the defendant of the Shanghai Action, claimed the Group for the payment of RMB5,180,000 (the "Hong Kong Action"). The Group applied on 28 October 2008 to the Hong Kong Court to stay all further proceedings in the Hong Kong Action in favour of the Shanghai Court on the ground that the Shanghai Court is a more appropriate forum than the Hong Kong Court for the adjudication of the disputes raised. The said application was heard on 4 December 2009 and the Hong Kong Court ordered that all further proceedings in the Hong Kong Action be stayed in favour of the Shanghai Court and that the defendant of the Shanghai Action should pay the costs of the Group.

Having considered the legal advice from the Group's PRC legal counsels, the directors believe that the Group also has a good case in respect of the Shanghai Action. The directors believe that the Group also has good grounds of defence in case the Shanghai Action and Hong Kong Action are ordered to proceed in Hong Kong. Accordingly, the directors consider that no provision for the service fee is necessary.

**39. RELATED PARTY TRANSACTIONS**

Save as disclosed elsewhere in these financial statements, the Group had the following transactions with related parties during the year:

**(a) Outstanding balance with related parties**

Details of the Group's balances with its associates as at the end of the reporting period are included in note 19 to the financial statements. Guarantees given by the Group to financial institutions in connection with general credit facilities granted to its associates at the end of the reporting period are included in note 38(a) to the financial statements.





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39. 關連人士交易 (續)

(b) 本集團主要管理人員之報酬如下

		集團 GROUP	
		二零一一年 2011 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000
短期僱員福利	Short term employee benefits	48,670	38,084
僱員購股權福利	Equity-settled share option expense	1,184	2,136
僱用後福利	Post-employment benefits	150	144
已付予主要管理人員 之報酬總額	Total compensation paid to key management personnel	50,004	40,364

有關董事酬金詳情載於財務報表附註8。

(c) 本集團就租賃位於上海之一項辦公室物業而產生應付予隆俊發展有限公司(由本公司一名執行董事錢永勳先生擁有50%權益)之租金開支1,039,000港元(二零一零年:1,890,000港元)。

(d) 截至二零一一年三月三十一日止年度,本集團與本集團之聯營公司泰昇貿易及泰昇建築工程訂立下列交易(附註19):

- (1) 泰昇建築工程向泰昇地基工程分判地基工程約93,200,000港元。
- (2) 泰昇建築工程向本公司之附屬公司泰昇工程(香港)有限公司(「泰昇工程(香港)」)分判建築工程及機械工程約6,200,000港元。
- (3) 泰昇建築工程及泰昇貿易已向本集團支付管理費分別為842,000港元及360,000港元(二零一零年分別為480,000港元及無)。

本集團與其聯營公司根據相關協議的條款訂立該等交易。

39. RELATED PARTY TRANSACTIONS (Cont'd)

(b) Compensation of key management personnel of the Group

		集團 GROUP	
		二零一一年 2011 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000
短期僱員福利	Short term employee benefits	48,670	38,084
僱員購股權福利	Equity-settled share option expense	1,184	2,136
僱用後福利	Post-employment benefits	150	144
已付予主要管理人員 之報酬總額	Total compensation paid to key management personnel	50,004	40,364

Further details of directors' remuneration are included in note 8 to the financial statements.

(c) The Group incurred rental expenses to Land Smart Development Limited, a company owned as to 50% by Mr. David Chien, an executive director of the Company, in respect of a lease for an office property in Shanghai of HK\$1,039,000 (2010: HK\$1,890,000).

(d) During the year ended 31 March 2011, the Group had the following transactions with TTCL and TBC, associates of the Group (note 19):

- (1) TBC subcontracted foundation works of approximately HK\$93.2 million to TFL.
- (2) TBC subcontracted engineering and mechanical works of approximately HK\$6.2 million to Tysan Engineering (HK) Company Limited ("TEHK"), a subsidiary of the Company.
- (3) TBC and TTCL paid management fee of HK\$842,000 and HK\$360,000 (2010: HK\$480,000 and Nil) to the Group, respectively.

These transactions were entered into by the Group and its associates in accordance with the terms of the agreements.



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39. 關連人士交易 (續)

- (e) 截至二零一一年三月三十一日止年度，本集團向其主要管理人員及彼等之近親家族成員出售其持有供銷售之物業，代價為34,359,000港元(二零一零年：2,174,000港元)。該等物業乃按各訂約方共同協定之價格出售。

40. 出售附屬公司

(a) 出售附屬公司

於二零一零年六月十二日，本公司之非全資附屬公司津港開發有限公司(「津港開發」)、本公司之全資附屬公司 Stonehill Limited (「Stonehill」) 及第三方天安(天津)投資有限公司與一名獨立第三方訂立出售協議，向其出售彼等於本公司非全資附屬公司 Consco Investment Company Limited (「Consco」) 及其附屬公司天津國際大廈有限公司的全部股權及其股東貸款的權利及權益，出售之代價約885,000,000港元，當中合共609,000,000港元由津港開發及 Stonehill 收取。出售事項於二零一零年十月二十九日完成。

39. RELATED PARTY TRANSACTIONS (Cont'd)

- (e) During the year ended 31 March 2011, the Group had sold its properties held for sale to certain of its key management personnel and their close family members at a consideration of HK\$34,359,000 (2010: HK\$2,174,000). The properties were sold at prices mutually agreed by both parties.

40. DISPOSAL OF SUBSIDIARIES

(a) Disposal of subsidiaries

On 12 June 2010, Tianjin Development Company Limited ("TDC"), a non wholly-owned subsidiary of the Company, Stonehill Limited ("Stonehill"), a wholly-owned subsidiary of the Company, and Tian An (Tianjin) Investment Company Limited, a third party, entered into a disposal agreement to dispose of all of their equity interests in and the rights and benefits in the shareholders' loan to Consco Investment Company Limited ("Consco"), a non wholly-owned subsidiary of the Company, and its subsidiary, Tianjin International Building Company Limited, to an independent third party. The consideration for the disposal was approximately HK\$885 million, of which a total of HK\$609 million were received by TDC and Stonehill. The Disposal was completed on 29 October 2010.



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## 40. 出售附屬公司 (續)

## (a) 出售附屬公司 (續)

Consco及其附屬公司的主要業務為物業投資。本公司已分別於二零一零年六月二十二日及二零一零年七月二十八日刊發有關出售事項之公佈及通函。

## 40. DISPOSAL OF SUBSIDIARIES (Cont'd)

## (a) Disposal of subsidiaries (Cont'd)

The principal business of Consco and its subsidiary is property investment. An announcement and a circular were made on 22 June 2010 and 28 July 2010, respectively, on the Disposal.

		千港元 HK\$'000
已出售的資產淨值：	Net assets disposed of:	
物業、廠房及設備	Property, plant and equipment	6,437
投資物業(附註15)	Investment properties (note 15)	889,200
存貨	Inventories	833
貿易應收賬款	Trade receivables	1,759
其他應收款、預付款及按金	Other receivables, prepayments and deposits	907
定期存款	Time deposits	48,168
現金及銀行結餘	Cash and bank balances	21,286
其他應付款項及已收按金	Other payables and deposits received	(28,317)
應付稅項	Tax payable	(749)
遞延稅項負債(附註32)	Deferred tax liabilities (note 32)	(209,753)
本集團提供的貸款	Loans from the Group	(157,098)
非控股股東提供的貸款	Loan from a non-controlling shareholder	(71,409)
非控股股東權益	Non-controlling interests	(163,526)
		<hr/>
		337,738
撥回外匯波動儲備	Release of exchange fluctuation reserve	(64,531)
撥回於權益確認的所收購非 控股股東權益的代價與賬 面值之間的差額	Release of difference between consideration and the carrying value of non-controlling interest acquired recognised in equity	22,019
		<hr/>
		295,226
已轉讓貸款	Loan assigned	157,098
出售附屬公司所得收益	Gain on disposal of subsidiaries	156,469
		<hr/>
		608,793
償付方式：	Satisfied by:	
現金代價	Cash consideration	608,793
		<hr/>



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40. 出售附屬公司 (續)

(a) 出售附屬公司(續)

有關出售附屬公司之現金及  
等同現金項目流入淨額分析：

現金代價  
已出售之現金及銀行結餘  
  
有關出售附屬公司之現金及  
等同現金項目流入淨額

40. DISPOSAL OF SUBSIDIARIES (Cont'd)

(a) Disposal of subsidiaries (Cont'd)

An analysis of the net inflow of cash and cash equivalents in  
respect of the disposal of subsidiaries is as follows:

	千港元 HK\$'000
Cash consideration	608,793
Cash and bank balances disposed of	(69,454)
	<hr/>
Net inflow of cash and cash equivalents in respect of the disposal of subsidiaries	539,339



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## 40. 出售附屬公司 (續)

## (b) 出售附屬公司及視作收購聯營公司

- (i) 於二零一零年九月二十二日，本集團出售於泰昇貿易的10%權益及其股東貸款200,000港元的權利及權益，總代價為776,000港元。泰昇貿易及其附屬公司(「泰昇貿易集團」)主要從事一般貿易。於緊隨出售後，本集團於泰昇貿易之權益減至40%而泰昇貿易集團則成為本集團之聯營公司。

## 40. DISPOSAL OF SUBSIDIARIES (Cont'd)

## (b) Disposal of subsidiaries and deemed acquisition of associates

- (i) On 22 September 2010, the Group disposed of a 10% interest in and the rights and benefits in the shareholder's loan of HK\$200,000 to TTCL at a total cash consideration of HK\$776,000. TTCL and its subsidiaries (the "TTCL Group") are principally engaged in general trading. Immediately after the disposal, the Group's interest in TTCL is reduced to 40% and the TTCL Group became associates of the Group.

		千港元 HK\$'000
已出售的資產淨值：	Net assets disposed of:	
物業、廠房及設備	Property, plant and equipment	199
存貨	Inventories	13,828
貿易應收賬款	Trade receivables	666
其他應收款、預付款 及按金	Other receivables, prepayments and deposits	1,808
現金及銀行結餘	Cash and bank balances	6,734
貿易應付賬款及 應計費用	Trade payables and accruals	(4,029)
其他應付款項及 已收按金	Other payables and deposits received	(409)
應付同系附屬公司款項	Amounts due to fellow subsidiaries	(4,058)
應付稅項	Tax payable	(1,529)
本集團提供的貸款	Loans from the Group	(1,000)
非控股股東提供的貸款	Loan from non-controlling shareholders	(1,000)
非控股股東權益	Non-controlling interests	(5,605)
		5,605
已轉讓貸款	Loan assigned	200
出售附屬公司所得虧損	Loss on disposal of subsidiaries	(545)
		5,260
償付方式：	Satisfied by:	
視作收購聯營公司	Deemed acquisition of associates	4,484
現金代價	Cash consideration	776
		5,260



**財務報表附註 NOTES TO FINANCIAL STATEMENTS**

31 March 2011 二零一一年三月三十一日

**40. 出售附屬公司 (續)**
**(b) 出售附屬公司及視作收購聯營公司 (續)**
**(i) (續)**

有關出售附屬公司之現金及等同現金項目流出淨額分析：

現金代價	Cash consideration	776
已出售之現金及銀行結餘	Cash and bank balances disposed of	(6,734)
有關出售附屬公司之現金及等同現金項目流出淨額	Net outflow of cash and cash equivalents in respect of the disposal of subsidiaries	(5,958)

(ii) 於二零零九年七月二十九日，本集團與Victor Create訂立協議就以代價510,000港元出售其於泰昇建築工程1%股權，並以代價50,000港元將本集團授予泰昇建築工程之貸款50,000港元轉讓予Victor Create。泰昇建築工程及其附屬公司主要從事建築工程服務。緊隨出售後，本集團於泰昇建築工程之權益減少至49%，而泰昇建築工程及其附屬公司成為本集團之聯營公司。於出售時，Victor Create由本公司一名董事兼主要股東擁有60%股權，並由本公司另一名董事兼主要股東之子擁有40%股權。有關該項交易的詳細資料，已披露於本公司於二零零九年七月二十九日刊發之公佈內。

**40. DISPOSAL OF SUBSIDIARIES (Cont'd)**
**(b) Disposal of subsidiaries and deemed acquisition of associates (Cont'd)**
**(i) (Cont'd)**

An analysis of the net outflow of cash and cash equivalents in respect of the disposal of subsidiaries is as follows:

千港元  
HK\$'000

Cash consideration	776
Cash and bank balances disposed of	(6,734)
Net outflow of cash and cash equivalents in respect of the disposal of subsidiaries	(5,958)

(ii) On 29 July 2009, the Group entered into an agreement with Victor Create for the disposal of 1% interest in TBC at a consideration of HK\$510,000 and for the assignment of the loan granted by the Group to TBC of HK\$50,000 to Victor Create at a consideration of HK\$50,000. TBC and its subsidiaries are principally engaged in the provision of building and construction works. Immediately after the disposal, the Group's interest in TBC reduced to 49% and TBC and its subsidiaries became associates of the Group. At the time of disposal, Victor Create was owned as to 60% by a director and substantial shareholder of the Company and 40% by the son of another director and substantial shareholder of the Company. Further details of the transaction were disclosed in the Company's announcement dated 29 July 2009.



## 財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 March 2011 二零一一年三月三十一日

## 40. 出售附屬公司 (續)

## (b) 出售附屬公司及視作收購聯營公司 (續)

(ii) (續)

## 40. DISPOSAL OF SUBSIDIARIES (Cont'd)

## (b) Disposal of subsidiaries and deemed acquisition of associates (Cont'd)

(ii) (Cont'd)

		千港元 HK\$'000
已出售的資產淨值：	Net assets disposed of:	
物業、機器及設備	Property, plant and equipment	29
向被投資方貸款	Loan to an investee	24,560
應收同係附屬公司款項	Amounts due from fellow subsidiaries	4,939
應收合約工程客戶款項	Amounts due from customers for contract works	7,506
貿易應收賬款	Trade receivables	9,926
其他應收款項、預付款項 及按金	Other receivables, prepayments and deposits	609
預付稅項	Tax prepaid	207
現金及銀行結餘	Cash and bank balances	13,115
貿易應付賬款及 應計費用	Trade payables and accruals	(15,107)
其他應付款項及 已收按金	Other payables and deposits received	(608)
應付合約工程客戶款項	Amounts due to customers for contract works	(3,765)
應付稅項	Tax payable	(899)
股東貸款	Loan from a shareholder	(2,500)
法定儲備	Statutory reserves	(12)
少數股東權益	Non-controlling interests	(20,250)
		<hr/> 17,750
已轉讓貸款	Loan assigned	50
出售附屬公司權益所得 收益	Gain on disposal of interests in subsidiaries	155
		<hr/> 17,955
償付方式：	Satisfied by:	
視作收購聯營公司	Deemed acquisition of associates	17,395
現金代價	Cash consideration	560
		<hr/> 17,955

**財務報表附註 NOTES TO FINANCIAL STATEMENTS**

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**40. 出售附屬公司 (續)**
**(b) 出售附屬公司及視作收購聯營公司 (續)**
**(ii) (續)**

有關出售附屬公司之現金及等同現金項目流出淨額分析：

現金代價	Cash consideration	560
已出售之現金及銀行結餘	Cash and bank balances disposed of	(13,115)
有關出售附屬公司之現金及等同現金項目流出淨額	Net outflow of cash and cash equivalents in respect of the disposal of subsidiaries	(12,555)

**(c) 出售附屬公司之部分權益**

於二零零九年十月十六日，本集團向一名獨立第三方出售泰昇貿易之10%的股權，代價為10港元。從而產生虧損298,000港元。

**40. DISPOSAL OF SUBSIDIARIES (Cont'd)**
**(b) Disposal of subsidiaries and deemed acquisition of associates (Cont'd)**
**(ii) (Cont'd)**

An analysis of the net outflow of cash and cash equivalents in respect of the disposal of subsidiaries is as follows:

		千港元 HK\$'000
		560
		(13,115)
		(12,555)

**(c) Disposal of partial interest in a subsidiary**

On 16 October 2009, the Group disposed of 10% interest in TTCL to an independent third party at a consideration of HK\$10 and generated a loss of HK\$298,000.

**41. 綜合現金流量表附註**
**主要非現金交易**

誠如附註18進一步所述者，本公司的全資附屬公司與賣方訂立買賣協議，以總現金代價300,000,000港元收購當時擁有60%權益的附屬公司的40%股權及股東貸款的權利及權益。截至二零一一年三月三十一日，總代價150,000,000港元經已支付。該交易的代價餘款乃計入於二零一一年三月三十一日的其他應付款項、已收訂金及預收款項(附註29)。

**41. NOTE TO THE CONSOLIDATED STATEMENT OF CASH FLOWS**
**Major non-cash transaction**

As further explained in note 18, a wholly-owned subsidiary of the Company entered into a sale and purchase agreement with the Vendors to acquire from the Vendors 40% equity interest in and the rights and benefits in the shareholders' loans to the Then 60%-owned Subsidiaries for the total cash consideration of HK\$300,000,000. Up to 31 March 2011, total consideration of HK\$150,000,000 was paid. The remaining balance of the consideration of the transaction was included in other payables, deposits received and receipt in advance as at 31 March 2011 (note 29).



財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 March 2011 二零一一年三月三十一日

42. 按類別劃分之金融工具

於報告期末，各類金融工具之賬面值如下：

集團

金融資產

42. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

GROUP

Financial assets

		二零一一年 2011			二零一零年 2010		
		按公平值計入 損益之金融資產 — 持作買賣 Financial assets at fair value through profit or loss - held for trading			按公平值計入 損益之金融資產 — 持作買賣 Financial assets at fair value through profit or loss - held for trading		
貸款及 應收款項 Loans and receivables 千港元 HK\$'000		總計 Total 千港元 HK\$'000			總計 Total 千港元 HK\$'000		
聯營公司之欠款 (附註19)	Amounts due from associates (note 19)	1,114	—	1,114	—	—	—
向聯營公司貸款 (附註19)	Loans to associates (note 19)	3,250	—	3,250	2,450	—	2,450
貿易應收賬款	Trade receivables	454,734	—	454,734	397,441	—	397,441
按公平值計入 損益之投資	Investments at fair value through profit or loss	—	122,933	122,933	—	4,002	4,002
其他應收款項	Other receivables	31,911	—	31,911	26,497	—	26,497
衍生金融工具	Derivative financial instruments	—	87	87	—	12	12
定期存款	Time deposits	788,527	—	788,527	952,375	—	952,375
受限制現金	Restricted cash	56,286	—	56,286	114,180	—	114,180
現金及銀行結存	Cash and bank balances	321,484	—	321,484	396,865	—	396,865
		<u>1,657,306</u>	<u>123,020</u>	<u>1,780,326</u>	<u>1,889,808</u>	<u>4,014</u>	<u>1,893,822</u>

**財務報表附註 NOTES TO FINANCIAL STATEMENTS**

31 March 2011 二零一一年三月三十一日

**42. 按類別劃分之金融工具 (續)**
**42. FINANCIAL INSTRUMENTS BY CATEGORY (Cont'd)**
**金融負債**
**Financial liabilities**

		二零一一年 2011			二零一零年 2010		
		按公平值計入 損益之金融負債 — 持作買賣		總計 Total	按公平值計入 損益之金融負債 — 持作買賣		總計 Total
		按攤銷 成本列賬之 金融負債 Financial liabilities at fair value through profit or loss - held for trading	Financial liabilities at fair value through profit or loss - held for trading		按攤銷 成本列賬之 金融負債 Financial liabilities at amortised cost	Financial liabilities at fair value through profit or loss - held for trading	
		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
應付貿易賬款及 應付保固金	Trade payables and retention payables	290,243	—	290,243	225,786	—	225,786
其他應付款項	Other payables	157,921	—	157,921	13,196	—	13,196
衍生金融工具	Derivative financial instruments	—	5,847	5,847	—	1,746	1,746
附息銀行借貸	Interest-bearing bank borrowings	460,714	—	460,714	704,775	—	704,775
來自聯營公司之貸款	Loan from an associate	24,560	—	24,560	24,560	—	24,560
		<b>933,438</b>	<b>5,847</b>	<b>939,285</b>	<b>968,317</b>	<b>1,746</b>	<b>970,063</b>





財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 March 2011 二零一一年三月三十一日

42. 按類別劃分之金融工具 (續)

42. FINANCIAL INSTRUMENTS BY CATEGORY (Cont'd)

公司

COMPANY

金融資產

Financial assets

二零一一年 2011	二零一零年 2010
貸款及 應收款項	貸款及 應收款項
Loans and receivables	Loans and receivables
千港元 HK\$'000	千港元 HK\$'000

附屬公司之欠款  
(附註18)

Amounts due from subsidiaries  
(note 18)

22,312 —

銀行結存

Bank balances

11,925 276

34,237 276

金融負債

Financial liabilities

二零一一年 2011	二零一零年 2010
按攤銷成本 列賬之 金融負債	按攤銷成本 列賬之 金融負債
Financial liabilities at amortised cost	Financial liabilities at amortised cost
千港元 HK\$'000	千港元 HK\$'000

欠附屬公司之款項(附註18)

Amounts due to subsidiaries  
(note 18)

83,926 188,757

應付貿易賬款(附註28)

Trade payables (note 28)

15 10

83,941 188,767

**財務報表附註 NOTES TO FINANCIAL STATEMENTS**

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**43. 公平值等級架構**

本集團採用以下等級架構釐定及披露金融工具之公平值：

第1層：按相若資產或負債於活躍市場之未經調整報價計算的公平值

第2層：以對所錄得公平值有重要影響之輸入數據均可直接或間接觀察之估值方法計算的公平值，但倘價格並無於活躍市場釐定，則依據公平值基於經紀報價之金融資產、公平價值通過基金經理取得之私募基金投資及採用本集團模式估值之資產（大部分假設乃市場觀察）

第3層：以對所錄得公平值有重要影響之輸入數據均非市場觀察可得數據（並非觀察可得輸入數據）之估值方法計算的公平值

於二零一一年及二零一零年三月三十一日按公平值計量之資產：

**集團**

按公平值計入損益之投資  
衍生金融工具

Investments at fair value through profit or loss  
Derivative financial instruments

**43. FAIR VALUE HIERARCHY**

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments:

Level 1: fair values measured based on quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2: fair values measured based on valuation techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly, but where prices have not been determined in an active market, financial assets with fair value based on broker quotes, investments in private equity funds with fair values obtained via fund managers and assets that are valued using the Group's model whereby the majority of assumptions are market observation

Level 3: fair values measured based on valuation techniques for which any inputs which have a significant effect on the recorded fair value are not based on observable market data (unobservable inputs)

*Assets measured at fair value as at 31 March 2011 and 2010:*

**GROUP**

二零一一年 2011				二零一零年 2010			
第1層 Level 1 千港元 HK\$'000	第2層 Level 2 千港元 HK\$'000	第3層 Level 3 千港元 HK\$'000	總計 Total 千港元 HK\$'000	第1層 Level 1 千港元 HK\$'000	第2層 Level 2 千港元 HK\$'000	第3層 Level 3 千港元 HK\$'000	總計 Total 千港元 HK\$'000
4,183	118,750	—	122,933	4,002	—	—	4,002
—	87	—	87	—	12	—	12
<b>4,183</b>	<b>118,837</b>	<b>—</b>	<b>123,020</b>	<b>4,002</b>	<b>12</b>	<b>—</b>	<b>4,014</b>



## 財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 March 2011 二零一一年三月三十一日

## 43. 公平值等級架構 (續)

於二零一一年及二零一零年三月三十一日按公平值計量之負債：

集團

## 43. FAIR VALUE HIERARCHY (Cont'd)

Liabilities measured at fair value as at 31 March 2011 and 2010:

GROUP

	二零一一年 2011				二零一零年 2010			
	第1層 Level 1 千港元 HK\$'000	第2層 Level 2 千港元 HK\$'000	第3層 Level 3 千港元 HK\$'000	總計 Total 千港元 HK\$'000	第1層 Level 1 千港元 HK\$'000	第2層 Level 2 千港元 HK\$'000	第3層 Level 3 千港元 HK\$'000	總計 Total 千港元 HK\$'000
衍生金融工具 Derivative financial instruments	—	5,847	—	5,847	—	1,746	—	1,746

截至二零一一年三月三十一日，本公司並無任何按公平值列賬之金融工具（二零一零年：無）。年內，第1層與第2層並無轉換公平值計量，第3層亦並無轉入或轉出（二零一零年：無）。

The Company did not have any financial instruments measured at fair value as at 31 March 2011 (2010: Nil). During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 (2010: Nil).



## 財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 March 2011 二零一一年三月三十一日

### 44. 財務風險管理目標及政策

本集團之主要金融工具包括現金及銀行結存、應收貿易賬款及其他應收款項、按公平值計入損益之投資、衍生金融工具、應付貿易賬款及其他應付款項以及銀行借貸。該等金融工具之詳情於財務報表有關附註內披露。與該等金融工具有關之風險及如何減低該等風險之政策載列如下。管理層管理及監察該等風險，以確保適時及有效地採取適當措施。

#### 信貸風險

本集團之主要金融資產為現金及銀行結存、以及應收貿易賬款及其他應收款項。

由於與本集團交易之銀行均具備國際信貸評級機構授予之高信貸評級，故銀行結存之信貸風險不大。

本集團之信貸風險主要來自其應收貿易賬款及其他應收款項。管理層持續監察每項個別貿易債項，而本集團面對之壞賬風險並不重大。本集團並無信貸風險過度集中之情況，所面對之風險分散至多個交易對手及客戶。有關本集團面臨來自應收貿易賬款及其他應收款項之信貸風險之更多量化數據於財務報表附註24及25披露。

### 44. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's major financial instruments include cash and bank balances, trade and other receivables, investments at fair value through profit or loss, derivative financial instruments, trade and other payables and bank borrowings. Details of these financial instruments are disclosed in the respective notes to these financial statements. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure that appropriate measures are implemented on a timely and effective manner.

#### *Credit risk*

The Group's principal financial assets are cash and bank balances, and trade and other receivables.

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

The Group's credit risk is primarily attributable to its trade and other receivables. Management monitors each individual trade debt on an ongoing basis and the Group's exposure to bad debts is not significant. The Group has no significant concentration of credit risk, with the exposure spreading over a large number of counterparties and customers. Further quantitative data in respect of the Group's exposure to credit risk arising from trade and other receivables are disclosed in notes 24 and 25 to the financial statements.



財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 March 2011 二零一一年三月三十一日

44. 財務風險管理目標及政策 (續)

利率風險

本集團面臨之利率變動風險主要由於附息銀行借貸產生。浮息借貸使本集團面臨利率風險。本集團目前並無利率對沖政策。儘管如此，管理層監控本集團所面臨之利率風險並將考慮需要時訂立利率掉期以減少利率波動風險。

下表列示在所有其他變數維持不變之情況下，本集團之除稅前溢利(透過對浮息借貸之影響)及本集團之權益(未計對稅項之任何影響前)對利率出現合理可能變動之敏感性。

集團

二零一一年

銀行貸款  
衍生金融工具

二零一零年

銀行貸款  
衍生金融工具

\* 不包括保留溢利

44. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Cont'd)

Interest rate risk

The Group's exposure to changes in interest rates is mainly attributable to its interest-bearing bank borrowings. Borrowings at variable rates expose the Group to interest rate risk. The Group currently does not have an interest rate hedging policy. However, management monitors the Group's interest rate exposure and considers entering into interest rate swaps to reduce its exposure to interest rate fluctuations should the need arise.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, of the Group's profit before tax (through the impact on floating rate borrowings) and the Group's equity (before any impact on tax).

GROUP

利率 上調 Increase in interest rate	除稅前溢利 增加 / (減少)		權益 減少* Decrease in equity*
	Increase/ (decrease) in profit before tax	千港元 HK\$'000	

2011

Bank loans  
Derivative financial  
instruments

2010

Bank loans  
Derivative financial  
instruments

\* Excluding retained profits

100基點 (4,618) —

100 basis points

100基點 2,000 —

100 basis points

100基點 (7,048) —

100 basis points

100基點 2,000 —

100 basis points



**財務報表附註 NOTES TO FINANCIAL STATEMENTS**

31 March 2011 二零一一年三月三十一日

**44. 財務風險管理目標及政策 (續)**
**外匯風險**

本集團主要於香港及中國內地經營業務，其大部分交易均以港元及人民幣結算。本年度，本集團之銀行借貸以港元及歐元(二零一零年：港元及歐元)計值。

管理層持續監察本集團所面對之貨幣風險，並將於有需要時考慮訂立遠期外匯合約。

下表列示於報告期末，在所有其他變數維持不變之情況下，本集團之除稅前溢利(因貨幣資產及負債之公平值出現變動)對歐元匯率出現合理可能變動之敏感性。

**集團**
**44. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Cont'd)**
**Foreign exchange risk**

The Group operates mainly in Hong Kong and Mainland China with most of its transactions settled in Hong Kong dollars and Renminbi. In the current year, the Group had bank borrowings denominated in Hong Kong dollars and Euro (2010: Hong Kong dollars and Euro).

Management monitors the Group's currency exposure on an ongoing basis and considers entering into forward currency contracts when the need arises.

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in the Euro exchange rate, with all other variables held constant, of the Group's profit before tax (due to changes in the fair value of monetary assets and liabilities).

**GROUP**

		除稅前溢利		權益增加/ 減少*
		增加/(減少)	增加/(減少)	
	歐元匯率	Increase/ (decrease)	Increase/ (decrease)	
	增加/(減少)	in profit	in equity*	
	Increase in	before tax	in equity*	
	Euro exchange rate	千港元	千港元	
		HK\$'000	HK\$'000	
二零一一年	2011			
倘港元兌歐元弱勢	If Hong Kong dollar weakens against Euro	5	(253)	—
倘港元兌歐元強勢	If Hong Kong dollar strengthens against Euro	5	253	—
二零一零年	2010			
倘港元兌歐元弱勢	If Hong Kong dollar weakens against Euro	5	(290)	—
倘港元兌歐元強勢	If Hong Kong dollar strengthens against Euro	5	290	—
* 不包括保留溢利	* Excluding retained profits			

**財務報表附註 NOTES TO FINANCIAL STATEMENTS**

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**44. 財務風險管理目標及政策 (續)**
**流動資金風險**

本集團之目標為透過利用銀行借貸在持續獲取資金與靈活性之間保持平衡。本集團定期檢討其主要資金狀況，確保有足夠財務資源應付其財務承擔。

根據已訂約未貼現賬款，以下載列本集團及本公司於報告期末之金融負債到期日：

**集團**

應付貿易賬款及應付保固金	Trade payables and retention payables	—	290,243	—	—	290,243
其他應付款項	Other payables	—	157,921	—	—	157,921
衍生金融工具	Derivative financial instruments	—	26	5,821	—	5,847
附息銀行借貸*	Interest-bearing bank borrowings*	53,000	75,829	301,945	31,073	461,847
來自聯營公司的貸款	Loan from an associate	24,560	—	—	—	24,560

**GROUP**

按要求償還	12個月以內 Less than 12 months	二零一一年 2011			總計 Total
		1至5年 1 to 5 years	5年以上 Over 5 years		
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
—	290,243	—	—	290,243	
—	157,921	—	—	157,921	
—	26	5,821	—	5,847	
53,000	75,829	301,945	31,073	461,847	
24,560	—	—	—	24,560	
<b>77,560</b>	<b>524,019</b>	<b>307,766</b>	<b>31,073</b>	<b>940,418</b>	



## 財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 March 2011 二零一一年三月三十一日

## 44. 財務風險管理目標及政策 (續)

## 流動資金風險(續)

		二零一零年				
		2010				
		按 要求 償還	12個月以內 Less than 12 months	1至5年 1 to 5 years	5年以上 Over 5 years	總計 Total
		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
		(經重列) (Restated)	(經重列) (Restated)	(經重列) (Restated)	(經重列) (Restated)	(經重列) (Restated)
應付貿易賬款及應付保固金	Trade payables and retention payables	—	225,786	—	—	225,786
其他應付款項	Other payables	—	13,196	—	—	13,196
衍生金融工具	Derivative financial instruments	—	293	1,453	—	1,746
附息銀行借貸*	Interest-bearing bank borrowings*	290,930	109,750	53,750	252,000	706,430
來自聯營公司的貸款	Loan from an associate	24,560	—	—	—	24,560
		<u>315,490</u>	<u>349,025</u>	<u>55,203</u>	<u>252,000</u>	<u>971,718</u>

\* 於二零一一年三月三十一日及二零一零年三月三十一日，附息銀行借貸包括載有按要求還款條文賦予貸款人無條件權利隨時要求償還貸款之銀行貸款53,000,000港元及290,930,000港元，因此，就上述到期狀況而言，該等金額已分類為按要求還款借貸。

儘管載有上述按要求還款條文，惟董事們相信該等銀行貸款及應付融資租賃將不會於12個月內全數催繳，故彼等認為該等銀行貸款將會按照相關協議所載之到期日償還。於作出有關評估時已考慮下列因素：本集團於財務報表獲批准當日之財務狀況、本集團遵守貸款契諾之情況、並無違約事件及本集團過往一向準時按期還款。按照銀行貸款之條款，於二零一一年三月三十一日，到期年期於12個月以內應付108,247,000港元（二零一零年：195,064,000港元）；於一至五年（包括首尾兩年）應付322,527,000港元（二零一零年：474,979,000港元）；及於五年以上應付31,073,000港元（二零一零年：36,387,000港元）。

## 44. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Cont'd)

## Liquidity risk (Cont'd)

		二零一零年				
		2010				
		按 要求 償還	12個月以內 Less than 12 months	1至5年 1 to 5 years	5年以上 Over 5 years	總計 Total
		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
		(經重列) (Restated)	(經重列) (Restated)	(經重列) (Restated)	(經重列) (Restated)	(經重列) (Restated)
應付貿易賬款及應付保固金	Trade payables and retention payables	—	225,786	—	—	225,786
其他應付款項	Other payables	—	13,196	—	—	13,196
衍生金融工具	Derivative financial instruments	—	293	1,453	—	1,746
附息銀行借貸*	Interest-bearing bank borrowings*	290,930	109,750	53,750	252,000	706,430
來自聯營公司的貸款	Loan from an associate	24,560	—	—	—	24,560
		<u>315,490</u>	<u>349,025</u>	<u>55,203</u>	<u>252,000</u>	<u>971,718</u>

\* Included in interest-bearing bank borrowings are bank loans of HK\$53,000,000 and HK\$290,930,000 as at 31 March 2011 and 31 March 2010, respectively, containing a repayment on demand clause giving the lender the unconditional right to call the loan at any time and therefore, for the purpose of the above maturity profile, these amounts are classified as on demand.

Notwithstanding the above repayment on demand clause, the directors do not believe that the bank loans will be called in its entirety within 12 months, and they consider that the bank loans will be repaid in accordance with the maturity dates as set out in the respective agreements. This evaluation was made considering: the financial position of the Group at the date of approval of the financial statements; the Group's compliance with the loan covenants; the lack of events of default, and the fact that the Group has made all previously scheduled repayments on time. In accordance with the terms of bank loans, the maturity terms at 31 March 2011 are HK\$108,247,000 (2010: HK\$195,064,000) payable less than 12 months; HK\$322,527,000 (2010: HK\$474,979,000) payable in one to five years, inclusive; and HK\$31,073,000 (2010: HK\$36,387,000) payable over five years.

**財務報表附註 NOTES TO FINANCIAL STATEMENTS**

31 March 2011 二零一一年三月三十一日

**44. 財務風險管理目標及政策 (續)**
**流動資金風險 (續)**

公司

		二零一一年 2011			
		12個月 以內	1至5年	5年以上	總計
		Less than 12 months	1 to 5 years	Over 5 years	Total
		千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
欠附屬公司之款項	Amounts due to subsidiaries	83,926	—	—	83,926
應付貿易賬款	Trade payables	—	15	—	15
就授予以下人士信貸而 向金融機構提供之 擔保：	Guarantees giving to financial institutions in connection with facilities granted to:				
— 附屬公司	— subsidiaries	973,304	—	—	973,304
— 聯營公司	— associate	20,000	—	—	20,000
		<u>1,077,230</u>	<u>15</u>	<u>—</u>	<u>1,077,245</u>
		二零一零年 2010			
		12個月 以內	1至5年	5年以上	總計
		Less than 12 months	1 to 5 years	Over 5 years	Total
		千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
欠附屬公司之款項	Amounts due to subsidiaries	188,757	—	—	188,757
應付貿易賬款	Trade payables	—	10	—	10
就授予附屬公司信貸而 向金融機構提供之 擔保	Guarantees giving to financial institutions in connection with facilities granted to subsidiaries	1,406,398	—	—	1,406,398
		<u>1,595,155</u>	<u>10</u>	<u>—</u>	<u>1,595,165</u>

**財務報表附註 NOTES TO FINANCIAL STATEMENTS**

31 March 2011 二零一一年三月三十一日

**44. 財務風險管理目標及政策 (續)**
**金融資產及金融負債之公平值**

董事認為，於綜合財務狀況表所報告之金融資產及金融負債之賬面值與其各自之公平值相若。

**市場價格風險**

市場價格風險是指因股權指數水平及個別證券之價值變動致使股權證券公平值降低之風險。於二零一一年及二零一零年三月三十一日，本集團面臨因個別股份投資被分類為買賣股份投資(附註20)而引致之股權價格風險。

下表列示在所有其他變數維持不變之情況下，且未計及稅項影響前，於報告期末，投資之賬面值對股份投資公平值10%變動之敏感性。

**44. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Cont'd)**
**Fair values of financial assets and financial liabilities**

The directors consider that the carrying amounts of the financial assets and financial liabilities reported in the consolidated statement of financial position approximate to their respective fair values.

**Market price risk**

Market price risk is the risk that the fair values of equity securities decrease as a result of changes in the levels of equity indices and the value of individual securities. The Group is exposed to equity price risk arising from individual equity investments classified as trading investments (note 20) as at 31 March 2011 and 2010.

The following table demonstrates the sensitivity to every 10% decrease in the fair values of the equity investments, with all other variables held constant and before any impact on tax, based on their carrying amounts at the end of the reporting period.

		投資 之賬面值 Carrying amount of investments 千港元 HK\$'000	除稅前溢利 減少 Decrease in profit before tax 千港元 HK\$'000	權益 減少* Decrease in equity* 千港元 HK\$'000
二零一一年	2011			
按公平值計入損益 之上市股份投資	Listed equity investments at fair value through profit or loss	4,183	418	—
二零一零年	2010			
按公平值計入損益 之上市股份投資	Listed equity investments at fair value through profit or loss	4,002	400	—
* 不包括保留溢利	* Excluding retained profits			





## 財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 March 2011 二零一一年三月三十一日

## 44. 財務風險管理目標及政策 (續)

## 資本管理

本集團資本管理之主要目標為確保本集團有能力按持續經營業務之原則營運及維持健康資本比率以支持其業務並最大化股東價值。

本集團根據經濟狀況之變動管理其資本結構並作出調整。為維持或調整資本結構，本集團或會調整支付予股東之股息、退還股東之資本或發行新股份。於截至二零一一年三月三十一日及二零一零年三月三十一日止年度內，有關資本管理之目標、政策及程序並無作出任何變動。

本集團採用資本負債比率監察其資本情況，而資本負債比率乃以債務淨額除以本集團總權益計算。本集團之政策旨在維持資本負債比率低於50%。債務淨額包括應付貿易賬款及應付保固金、其他應付款項、衍生金融工具、附息銀行借貸及來自聯營公司的貸款減現金及等同現金項目。資本包括本集團總權益。於報告期末，資本負債比率如下：

		二零一一年 2011 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000
應付貿易賬款 及應付保固金	Trade payables and retention payables	290,243	225,786
其他應付款項	Other payables	157,921	13,196
衍生金融工具	Derivative financial instruments	5,847	1,746
附息銀行借貸	Interest-bearing bank borrowings	460,714	704,775
聯營公司借款	Loan from an associate	24,560	24,560
減：定期存款	Less: Time deposits	(788,527)	(952,375)
受限制現金	Restricted cash	(56,286)	(114,180)
現金及銀行結存	Cash and bank balances	(321,484)	(396,865)
現金淨額	Net cash	(227,012)	(493,357)
總權益	Total equity	1,929,415	2,285,016
資本負債比率	Gearing ratio	不適用 N/A	不適用 N/A

## 44. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Cont'd)

## Capital management

The primary objectives of the Company's capital management are to safeguard the Company's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2011 and 31 March 2010.

The Group monitors capital using a gearing ratio, which is net debt divided by the total equity of the Group. The Group's policy is to maintain the gearing ratio not more than 50%. Net debt includes trade payables and retention payables, other payables, derivative financial instruments, interest-bearing bank borrowings and a loan from an associate less cash and cash equivalents. Capital includes total equity of the Group. The gearing ratios as at the end of the reporting periods were as follows:



## 財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 March 2011 二零一一年三月三十一日

### 45. 報告期後事項

於二零一一年三月三十一日後，本公司宣佈，管理層正在考慮分拆其地基業務（「業務」）及將業務在聯交所主板獨立上市（「潛在分拆」）的可能性。有關潛在分拆的進一步詳情披露於本公司於二零一一年四月二十九日的公佈。

### 46. 比較數字

誠如財務報表附註2.2所述，由於在本年度採納新訂及經修訂香港財務報告準則，若干財務報表項目及結餘的會計處理及呈列已作修訂，以符合新規定。若干比較金額已重新分類及重列，以符合本年度之呈列及會計處理，亦已呈列於二零零九年四月一日的第三項綜合財務狀況表。

### 47. 財務報表之核准

董事局已於二零一一年六月十五日批准及授權刊發財務報表。

### 45. EVENT AFTER THE REPORTING PERIOD

Subsequent to 31 March 2011, the Company announced that management is considering the potential spinning off of its foundation business (the "Business") and separate listing of the Business on the Main Board of the Stock Exchange (the "Potential Spin-off"). Further details of the Potential Spin-off were disclosed in the Company's announcement dated 29 April 2011.

### 46. COMPARATIVE INFORMATION

As further explained in note 2.2 to the financial statements, due to the adoption of new and revised HKFRSs during the current year, the accounting treatment and presentation of certain items and balances in the financial statements have been revised to comply with the new requirements. Certain comparative amounts have been reclassified and restated to conform with the current year's presentation and accounting treatment, and a third statement of financial position as at 1 April 2009 has been presented.

### 47. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 15 June 2011.

## 主要物業一覽表 SCHEDULE OF MAJOR PROPERTIES

 發展中物業  
 PROPERTIES UNDER DEVELOPMENT

地點 Location	發展性質 Type of development	預計竣工 Expected completion	地盤面積 Site areas (平方米) (sq.m)	概約 總樓面面積 Approximate gross floor area (平方米) (sq.m)	本集團 所持權益 Group's interest	竣工階段 Stage of completion
中國上海市 普陀區 光復西路 泰欣嘉園 The Waterfront Guangfu Road West, Putuo District, Shanghai, PRC	住宅 Residential	二零一一年 Year 2011	62,889	147,000	100%	工程已展開及 部份竣工 Construction commenced and partially completed
中國天津市 河西區 琿州道及解放南路交界 泰悅豪庭 The Riverside At the junction of Qiongzhou Road and Jiefangnan Road, Hexi District, Tianjin, PRC	住宅 Residential	二零一二年 Year 2012	15,160	75,000	90%	工程已展開 及部份竣工 Construction commenced and partially completed

 未來發展物業  
 PROPERTIES FOR FUTURE DEVELOPMENT

地點 Location	發展性質 Type of development	地盤面積 Site areas	概約 總樓面面積 Approximate gross floor area (平方米) (sq.m)	本集團 所持權益 Group's interest (平方米) (sq.m)	階段 Stage
中國遼寧省瀋陽市 皇姑區黃河南大街 Huanghe Nan Dajie, Huanggu District, Shenyang City, Liaoning Province, PRC.	住宅／商住 Residential / Commercial	41,340	165,000	97%	規劃及設計 Planning and design

## 主要物業一覽表 SCHEDULE OF MAJOR PROPERTIES

### 投資物業 INVESTMENT PROPERTIES

地點 Location	現時用途 Existing use	租約期 Type of lease
中國上海市 長寧區古北新區 榮華西道39弄1-6號 華園大廈 China Garden, Nos. 1 - 6, Lane 39 Ronghuaxi Road, Gubei New Area, Changning District, Shanghai, PRC	住宅 Residential	長期 Long
中國上海市 長寧區虹橋路 2222弄55號愛都公寓 A座6個住宅單位、 B座全幢及28個車位 6 residential units of Block A, Whole of Block B and 28 car parks, Aidu Building, No. 55 Lane 2222, Hongqiao Road, Changning District, Shanghai, PRC	住宅 Residential	長期 Long



公司資料 CORPORATE INFORMATION

董事局

執行董事

張舜堯先生 (主席)  
馮潮澤先生 (副主席及董事總經理)  
錢永勛先生  
郭敏慧小姐  
趙展鴻先生  
黃琦先生  
劉健輝先生  
張任華先生

獨立非執行董事

范佐浩先生  
謝文彬先生  
龍子明先生

審核委員會

范佐浩先生 (主席)  
謝文彬先生  
龍子明先生

薪酬委員會

張舜堯先生 (主席)  
范佐浩先生  
謝文彬先生

合資格會計師

繆惠玲小姐

公司秘書

黃淑嫻小姐

核數師

安永會計師事務所

法律顧問

Conyers, Dill & Pearman  
司徒顯亮律師事務所

BOARD OF DIRECTORS

*Executive Directors*

Mr Francis CHEUNG (*Chairman*)  
Mr FUNG Chiu Chak, Victor (*Vice Chairman and Managing Director*)  
Mr David CHIEN  
Miss Jennifer KWOK  
Mr CHIU Chin Hung  
Mr WONG Kay  
Mr LAU Kin Fai  
Mr Harvey Jackel CHEUNG

*Independent Non-executive Directors*

Mr FAN Chor Ho, Paul  
Mr TSE Man Bun  
Mr LUNG Chee Ming, George

AUDIT COMMITTEE

Mr FAN Chor Ho, Paul (*Chairman*)  
Mr TSE Man Bun  
Mr LUNG Chee Ming, George

REMUNERATION COMMITTEE

Mr Francis CHEUNG (*Chairman*)  
Mr FAN Chor Ho, Paul  
Mr TSE Man Bun

QUALIFIED ACCOUNTANT

Miss MO Wai Ling

COMPANY SECRETARY

Miss WONG Suk Han, Kitty

AUDITORS

Ernst & Young

LEGAL ADVISERS

Conyers, Dill & Pearman  
Szeto & Yeung



## 公司資料 CORPORATE INFORMATION

### 主要往來銀行

中國銀行(香港)有限公司  
法國巴黎銀行香港分行  
恒生銀行有限公司  
上海商業銀行有限公司  
東亞銀行有限公司  
香港上海滙豐銀行有限公司  
永亨銀行有限公司

### 註冊辦事處

Clarendon House  
Church Street  
Hamilton HM11  
Bermuda

### 總辦事處及主要營業地點

香港  
灣仔  
港灣道25號  
海港中心11樓

### 香港股份過戶登記分處

卓佳登捷時有限公司  
香港  
皇后大道東28號  
金鐘匯中心26樓

### 聯交所股份代號

687

### 網址

[www.tysan.com](http://www.tysan.com)

### PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited  
BNP Paribas Hong Kong Branch  
Hang Seng Bank Limited  
Shanghai Commercial Bank Limited  
The Bank of East Asia, Limited  
The Hongkong & Shanghai Banking Corporation Limited  
Wing Hang Bank, Limited

### REGISTERED OFFICE

Clarendon House  
Church Street  
Hamilton HM11  
Bermuda

### HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

11/F Harbour Centre  
25 Harbour Road  
Wanchai  
Hong Kong

### BRANCH REGISTRARS IN HONG KONG

Tricor Tengis Limited  
26/F Tesbury Centre  
28 Queen's Road East  
Hong Kong

### HKSE STOCK CODE

687

### WEBSITE

[www.tysan.com](http://www.tysan.com)

