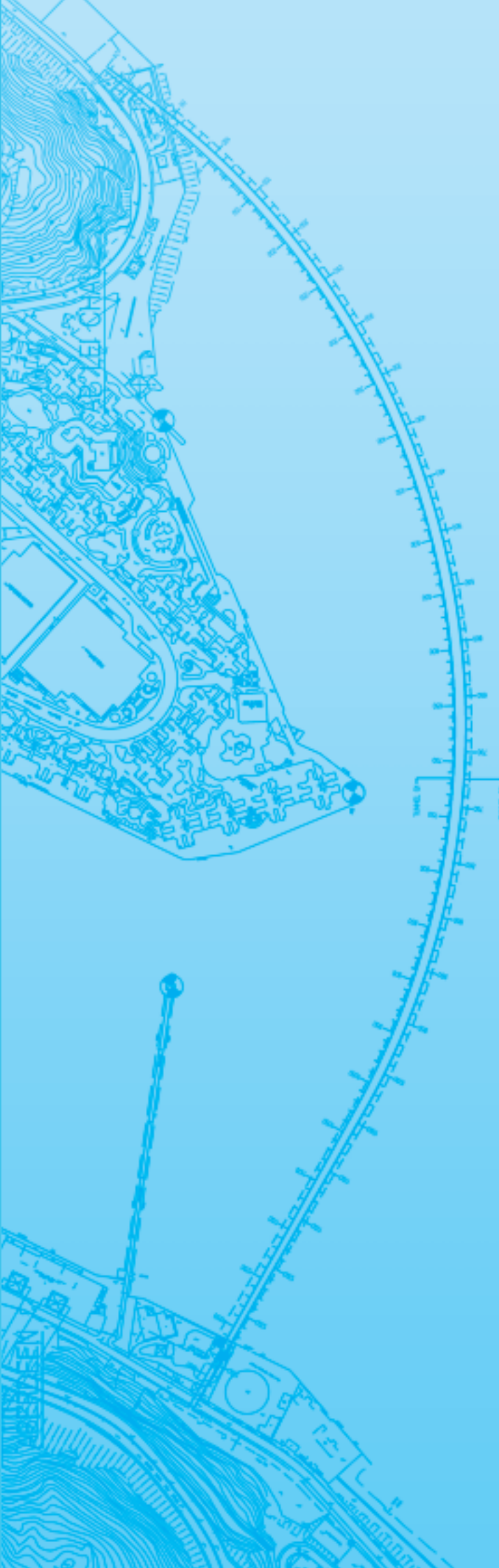




Paul Y. Engineering Group Limited

保華建業集團有限公司

Stock code 股份代號：577

A detailed technical drawing of a stadium, rendered in light blue lines on a light blue background. The drawing shows the stadium's seating bowl, surrounding infrastructure, and various structural elements. The stadium is oriented vertically, with the top of the bowl at the top of the page.

You theorise
We materialise
你的理想 由我實現

Annual Report

2011

年 報

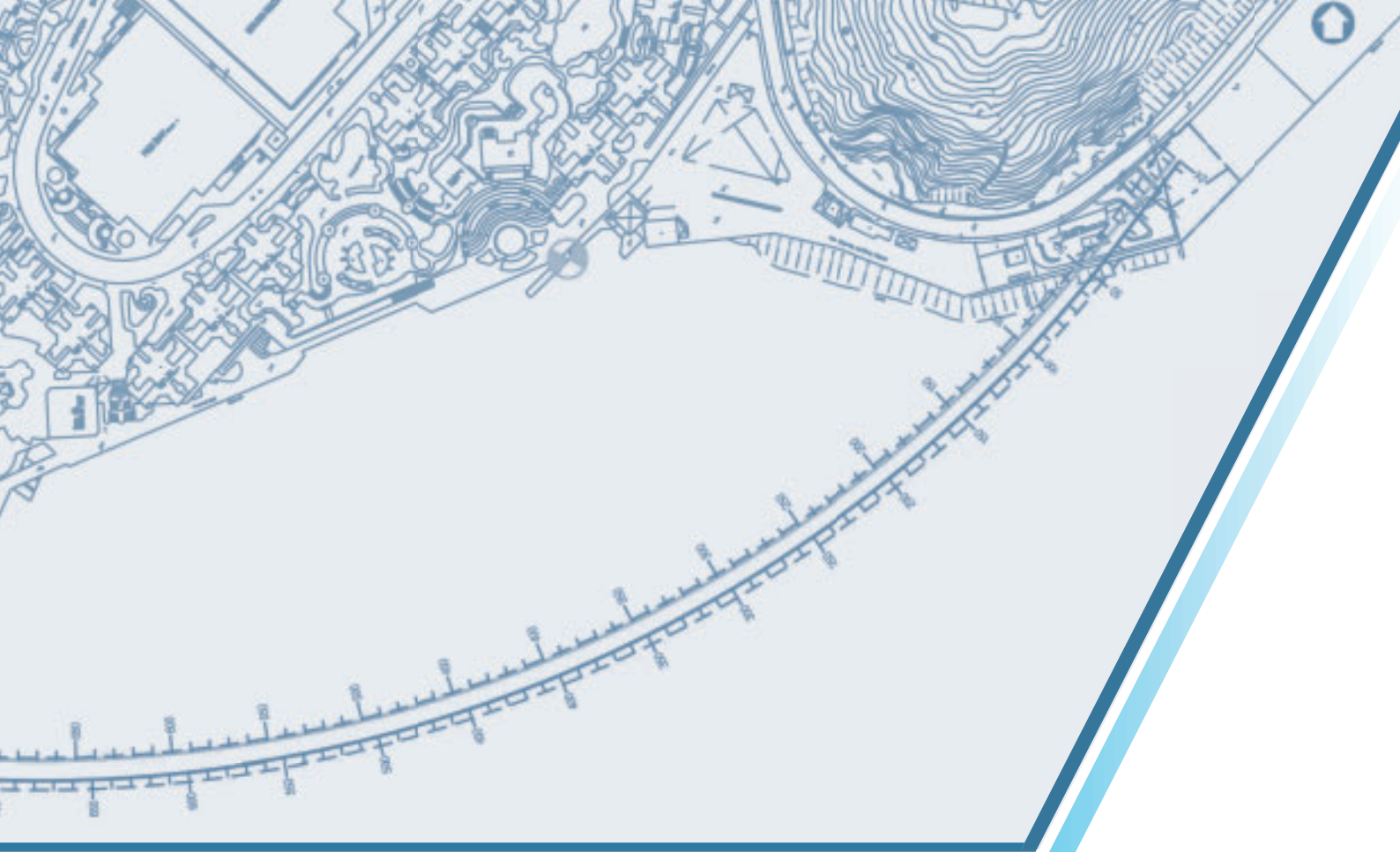


Headquartered in Hong Kong, Paul Y. Engineering Group Limited is dedicated to providing full-fledged engineering and property services, with operations in Hong Kong, Beijing, Shanghai, Hangzhou, Chongqing, Shenzhen and Macau.

Riding on more than six decades of experiences and professionalism, Paul Y. Engineering adds value to its distinguished client base and properties by delivering integrated solutions, from concept to completion and ongoing management, as well as components that best match clients' needs and expectations.

保華建業集團有限公司以香港為基地，提供全方位的工程及物業相關服務，業務遍及香港、北京、上海、杭州、重慶、深圳及澳門。

保華建業憑藉六十多年的豐富經驗和專業服務，為客戶提供全面而靈活的方案，從前期的概念構思，到建造過程及落成後的持續管理，我們均完全配合客戶的需要及期望，令物業與日增值。



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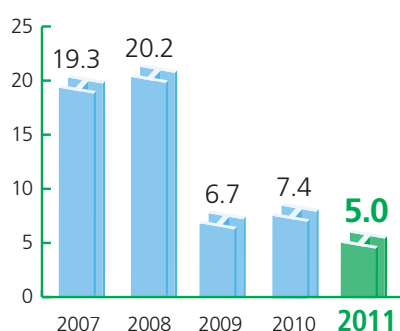
Financial Highlights

財務摘要

		2011 HK\$'million 百萬港元	2010 HK\$' million 百萬港元	Percentage change 百分率變動
Turnover	營業額	4,333.8	3,644.9	+19%
Earnings before interest and tax	未計利息及稅前 盈利	51.7	61.4	-16%
Profit for the year attributable to shareholders	股東應佔年度 溢利	30.1	44.7	-33%
Shares outstanding (million)	發行股份(百萬股)	607	606	-
Net asset value per share (HK cents)	每股資產淨值(港仙)	99.7	94.8	+5%
Earnings per share (HK cents)	每股盈利(港仙)			
— Basic	— 基本	5.0	7.4	-32%
— Diluted	— 攤薄	N/A	7.4	N/A
Dividend per share (HK cents)	每股股息(港仙)			
— Final	— 末期	1.0	1.6	-38%
Total assets	總資產值	2,771.6	2,548.9	+9%
Net current assets	流動資產淨值	135.6	235.4	-42%
Net cash	現金淨額	153.2	0.2	-
Equity attributable to shareholders	股東應佔權益	605.4	574.7	+5%
Operating cash flow	經營業務現金流	212.4	(31.5)	-
Net cash flow	淨現金流	37.7	(85.7)	-
Current ratio	流動比率	1.06	1.12	-5%
Gearing ratio	資本負債比率	0.42	0.56	-25%
Long term debt / equity ratio	長期負債／資本比率	0.02	0.01	+100%

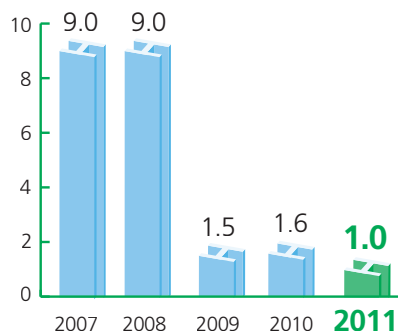
Earnings per share – Basic
每股盈利 – 基本

HK cents
港仙



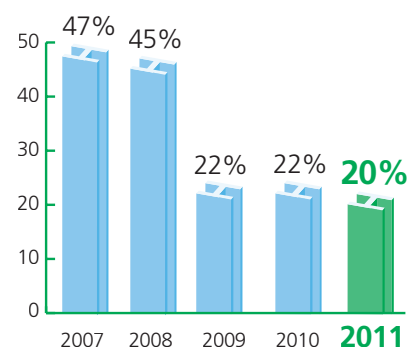
Dividend per share
每股股息

HK cents
港仙



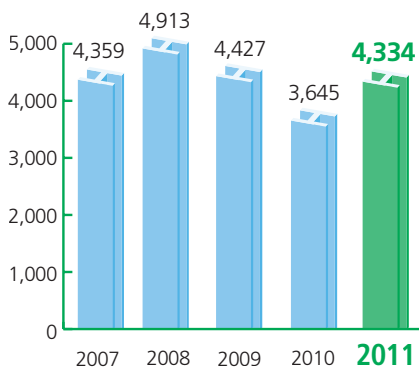
Dividend payout ratio
股息派息比率

%



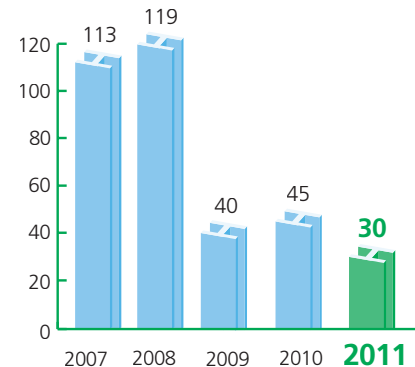
Turnover
營業額

HK\$'million
百萬港元



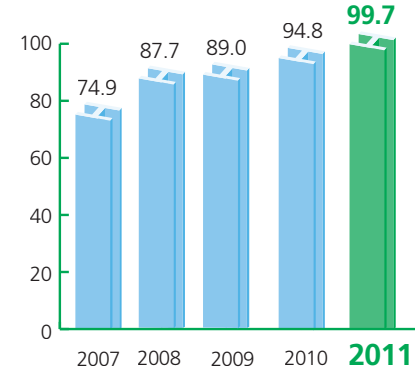
Profit for the year attributable to shareholders
股東應佔年度溢利

HK\$'million
百萬港元



Net asset value per share
每股資產淨值

HK cents
港仙



Project Overview 2011

二零一一年業務概覽

■ **Hotel at Tai Kok Tsui**
大角咀酒店項目

■ **Commercial Development at
3 Connaught Road Central**
中環干諾道中3號
商業發展項目

■ **Redevelopment of
Li Shu Fan Site,
University of
Hong Kong**
香港大學李樹芬樓
重建項目

■ **Noble Hills, Guanlan,
Shenzhen**
深圳觀瀾懿花園



■ **Improvement Works to
Mongkok Stadium**
旺角大球場改善工程

**Redevelopment at
Tung Tau Estate
Phase 9**
東頭邨9期重建項目

**Phase 3, Property
Development at
Tai Wai
Maintenance Centre**
大圍維修中心
物業發展項目第3期

**Concordia – The Proposed
Comprehensive Development at
Coloane, Macau (Lot No. 3)**
澳門路環聯生填海區
發展項目(第三地段)



**Re-provisioning of Kennedy
Town Swimming Pool for
MTR West Island Line**
港鐵西港島線堅尼地城游泳池
重置工程

Pak Shek Kok Development
白石角發展計劃



Express Rail Link – Contract 810B
West Kowloon Terminus Station South
廣深港高速鐵路—合約810B號
西九龍總站(南)



The value of contracts on hand was HK\$10,407 million as at year end.

本集團於年結日之手頭合約總值達104.07億港元。

Dear Shareholders,

I am pleased to present the annual report of Paul Y. Engineering Group Limited (the "Company") and its subsidiaries (the "Group") for the year ended 31 March 2011.

This year, our profit attributable to owners of the Company amounted to HK\$30 million (2010: HK\$45 million), a decrease of about 33% as compared to the previous year. However, our shareholders' fund stood at approximately HK\$605 million or approximately HK\$1.0 per share. Cash, bank balances and deposits stood strong at approximately HK\$407 million. Turnover for this year was up by approximately 19% year on year to HK\$4,334 million (2010: HK\$3,645 million). The board of directors (the "Board") is pleased to propose a final dividend of 1.0 HK cent per share, which equals to a payout ratio of approximately 20% for this financial year.

Although the economy in the United States and Europe is still sluggish, obvious improvement is found in Asian region. The Hong Kong economy benefited from the strong growth in the Mainland China, and the property market revived by the supply of capital and demand from investors, motivating developers to speed up investment

各位股東：

本人欣然向閣下提呈保華建業集團有限公司(「本公司」)及其附屬公司(「本集團」)截至二零一一年三月三十一日止年度之年報。

年內本公司擁有人應佔溢利為3,000萬港元(二零一零年：4,500萬港元)，按年減幅約33%。然而，股東資金為6.05億港元或每股1.0港元。現金、銀行結餘及存款約為4.07億港元。集團營業額增加約19%至43.34億港元(二零一零年：36.45億港元)。董事局(「董事局」)建議派發末期股息每股1.0港仙；本年度股息派息比率約為20%。

雖然美國及歐洲經濟依然停滯不前，亞洲地區經濟已有明顯改善。香港經濟受惠於中國內地強勁增長，以及外來資金流入及投資者需求令物業市場復甦等因素，促進發展商加快展開投資計劃。無論是政府、半政府及私人發展商項目，均需要專業承建商提供

plan. There are strong demands for services provided by professional contractors in government, quasi-government and private developers' projects. Although continued growth in the local construction industry is predicted, competition within the industry remained keen under the shortage of competent professional staff and skilled labors. The surge in labour costs and building material prices under the shadow of global inflation has increased the uncertainties and risks of our business.

The Group targets to maintain a reasonable profit margin while achieve a balance between expanding our order book with quality projects. The Group has secured new contracts amounting to approximately HK\$4,670 million, an increase of 3.9% year on year. As at year end, the value of contracts on hand was approximately HK\$10,407 million. A detailed review of our operations during the year is set out in the Chief Executive Officer's Report.

Although the outlook of the global economy remains speculative, the overwhelming development in the Mainland China and the infrastructure investment by the Hong Kong SAR Government steered the Hong Kong economy. The prospect of the local construction industry is well-bolstered as the capital works expenditure for each of the next few years will exceed HK\$60 billion with the ten major infrastructure projects and other projects entering their construction peaks. In addition, there is rising demand of professional contractors by private developers to meet the demand of the blooming property market. The Group is confident in increasing our order book. With a solid business foundation, the Group will explore new business opportunities to enhance the return to our shareholders.

In order to operate a sustainable business in the industry, quality management and corporate citizenship have been enumerated as the key aspects of the Group's strategy. The Group has been recognized as a Caring Company for the third consecutive year. And the Group has been acclaimed a series of awards in the areas of quality, project management, environmental and safety.

I wish to thank my fellow directors, our staff and all our shareholders for their continuous dedication and support. The Group will persist in building a better future and deliver sustainable returns for our shareholders.

James Chiu, OBE, JP
Chairman

Hong Kong, 24 June 2011

服務。縱使本地建築業將會持續發展，業界於缺少已訓練專業人才及富經驗技工的情況下，競爭依然劇烈。全球通貨膨脹導致工資及建築材料價格上升，亦增加建築業營商環境之不明朗因素及風險。

本集團致力取得平衡，在爭取優質項目合約量之同時，亦保持其利潤率於合理水平。年內本集團獲得總值約46.70億港元的新合約，按年增幅約3.9%。截至年結日，手頭合約總值約104.07億港元。有關年內本集團的營運狀況，詳情載於《行政總裁報告書》。

縱使各界對全球經濟前景仍然充滿猜測，中國內地經濟增長強勁及香港特區政府於基建項目上之投資主導香港經濟。隨著十大基建及其他工程於未來數年間進入施工高峰期，公共工程開支將會超過600億港元，為本港建築業帶來有力支持。而且物業市場持續升溫，私人發展商對專業承建商之需求亦繼續增加。本集團對增加其合約量極具信心。憑著多年的穩固根基，本集團將繼續探索新業務機會，為股東帶來優厚回報。

本集團注重業務的可持續發展性，並以提升品質管理和履行企業社會責任為重要策略。除了連續第三年獲頒「商界展關懷」榮譽之外，本集團團隊於品質、項目管理、環境和安全等方面亦屢獲殊榮。

在此，本人謹向各領導有方的董事局成員，及所有竭誠盡忠的員工致意，同時感謝所有股東的支持。本集團將會繼續努力不懈建設更美好的將來，為股東帶來持續回報。

趙雅各, OBE, JP
主席

香港，二零一一年六月二十四日

Chief Executive Officer's Report

行政總裁報告書



The Group remained cautious in risk assessment and cost control during the year and emphasis has been placed on quality rather than quantity in the process of project tendering.

集團年內繼續於風險管理及成本控制上採取審慎政策，於投標時以重質多於重量之原則從以減低風險。

Dear Shareholders,

I am pleased to report the annual results of Paul Y. Engineering Group Limited (the "Company") and its subsidiaries (the "Group") for the year ended 31 March 2011, together with comparative figures for 2010. The consolidated income statement, the consolidated statements of comprehensive income, financial position, changes in equity and cash flows of the Group, all of which are audited, together with explanatory notes, are set out on pages 55 to 145 of this report. The annual results have been reviewed by the Company's Audit Committee.

With the abundant global liquidity and low interest rate environment following the quantitative easing policy of the United States, the economic activity in most developing countries has rebound significantly in 2010. The Hong Kong economy has been driven by the swift growth of the Mainland China and the inflow of capital from other regions further stimulated the local stock and property markets.

各位股東：

本人欣然向閣下提呈保華建業集團有限公司（「本公司」）及其附屬公司（「本集團」）截至二零一一年三月三十一日止年度之全年業績，以及二零一零年之比較數字。本集團之綜合收益表、綜合全面收益表、綜合財務狀況表、綜合權益變動表，以及綜合現金流動表均經審核，並附載說明性之附註，列載於本報告第55頁至第145頁。本業績已經本公司之審核委員會審閱。

於美國推出量化寬鬆政策以致全球資金氾濫及持續低息之環境下，絕大部份發展中國家之經濟活動於二零一零年內明顯復甦。香港經濟得以改善，全因被中國內地經濟強勁增長推動，另外，大量其他地區之資金流入更刺激本地物業及股票市場。

Totally 4 awards are granted by Development Bureau in the Considerate Contractors Site Award Scheme 2010

於發展局舉辦之公德地盤嘉許計劃2010囊括4個獎項



During the year, the capital works expenditure from the HKSAR Government has pushed up the volume of contracts in the market since some of the ten major infrastructure projects and other projects put on stream. At the same time, private developers were more willing to expedite their building projects and more aggressive in filling their land bank in response to the blooming property market. However, room for profitability of these projects was limited because of the keen competition in the industry. The Group remained cautious in risk assessment and cost control during the year, and emphasis has been placed on quality rather than quantity in the process of project tendering.

REVIEW OF FINANCIAL PERFORMANCE AND POSITIONS

For the year under review, the local economy continued to improve with strong growth in GDP and drop in the unemployment rate. The continued surge in capital works expenditure by both the private and public sectors resulted in demand for construction and project development services. Nevertheless, competition in the construction industry was still intense in terms of pricing and human resources.

For the year ended 31 March 2011, the Group recorded a consolidated turnover of approximately HK\$4,334 million (2010: HK\$3,645 million), representing an increase of approximately 19% from that of the last year. However, the gross margin decreased by approximately 2% to approximately HK\$192 million (2010: HK\$195 million) as a result of the rise in manpower costs and material price. Profit attributable to owners of the Company for the year decreased by approximately 33% to approximately HK\$30 million (2010: HK\$45 million) mainly due to the decrease in interest income and increase in income tax expense. Basic earnings per share was 5.0 HK cents.

於年內，由於香港特區政府投資的十大基建及其他項目部份已展開，公共工程開支大幅增加從而推高建築業界之合約數量。與此同時，私人發展商亦乘物業市場之升勢，加快投資項目步伐及更積極增加土地儲備。可是，本地建築業界競爭劇烈令項目利潤被受限制。集團年內繼續於風險管理及成本控制上採取審慎政策，於投標時以重質多於重量之原則從以減低風險。

財務表現及狀況回顧

於回顧年度，隨著本地生產總值增長強勁及失業率下降，本地經濟持續改善。私人機構及公營部門之基本工程開支持續急升對建設及項目發展服務需求增加。然而，本地建築業界於價格及人力資源方面之競爭依然劇烈。

截至二零一一年三月三十一日止年度，本集團之綜合營業額約為43.34億港元（二零一零年：36.45億港元），較去年增加約19%。然而，由於工資成本及原材料價格上升，故毛利率減少約2%至約1.92億港元（二零一零年：1.95億港元）。本公司擁有人應佔本年度溢利減少約33%至約3,000萬港元（二零一零年：4,500萬港元），主要原因是利息收入減少及所得稅費用增加。每股基本盈利為5.0港仙。

Chief Executive Officer's Report

行政總裁報告書

With a proposed final dividend per share of 1.0 HK cent, the dividend payout ratio is approximately 20%.

The Group has maintained a strong financial position with total assets increased by approximately 9% to HK\$2,772 million. Current assets were approximately HK\$2,294 million, representing approximately 1.1 times the current liabilities. The equity attributable to owners of the Company stood at approximately HK\$605 million.

Net cash flow from operating activities was about HK\$212 million and net cash outflow in respect of investing and financing activities was approximately HK\$174 million, resulting in a net increase in cash and cash equivalents of about HK\$38 million for the year.

REVIEW OF OPERATIONS

Management Contracting remained the core business and the major contributor of revenue this year. Turnover of this division amounted to HK\$4,313 million (2010: HK\$3,630 million), up by about 19%. It reported operating profit of approximately HK\$83 million (2010: HK\$110 million). As at 31 March 2011, the value of contracts on hand was approximately HK\$10,406 million (2010: HK\$10,006 million), while the value of work remaining had increased by about 8% to approximately HK\$5,908 million as compared to approximately HK\$5,466 million as at 31 March 2010.

During the year under review, the Management Contracting division secured new construction contracts with an aggregate value of approximately HK\$4,669 million, representing an increase of approximately 4% as compared to the amount of HK\$4,481 million for the last corresponding year. Set out below are some of the new contracts secured during the year:

- Express Rail Link – Contract 810B West Kowloon Terminus Station South *
- Concordia – The Proposed Comprehensive Development at Coloane, Macau (Lot No. 3) *
- Commercial Development at 3 Connaught Road Central
- Construction of Sai Chuen Road Housing Development
- Hotel Development at Des Voeux Road West
- Foundation Works for Tsuen Wan Adventist Hospital Extension
- West Island Line Contract No. 755 – Power Supply System *
- Main Contract for Noble Hills, Guanlan, Shenzhen
- Main Building and E&M Contract for Phase D1b, Laguna Verona, Dongguan

* Projects being carried out through joint ventures

建議派付之末期股息為每股1.0港仙，派息比率約為20%。

本集團保持穩健財務狀況，總資產值增加約9%至27.72億港元。流動資產約為22.94億港元，乃為流動負債約1.1倍。本公司擁有人應佔權益約為6.05億港元。

來自經營業務之現金淨額約為2.12億港元，而用於投資及融資活動之現金淨額約為1.74億港元，故本年度之現金及與現金等值項目錄得約3,800萬港元之淨增幅。

業務回顧

承建管理乃本集團之主要業務，亦是本年度之主要收入來源。此部門營業額達43.13億港元（二零一零年：36.30億港元），增加約19%。承建管理部門錄得經營溢利約8,300萬港元（二零一零年：1.10億港元）。於二零一一年三月三十一日，其工程合約總值約104.06億港元（二零一零年：100.06億港元），而餘下工程合約價值則由二零一零年三月三十一日約54.66億港元增加約8%至二零一一年三月三十一日約59.08億港元。

於回顧年度內，承建管理部門取得之新建築工程合約總值約為46.69億港元，較去年同期之約44.81億港元增加約4%。以下為本年度所取得之部份新合約：

- 廣深港高速鐵路-合約810B號西九龍總站(南)*
- 澳門路環聯生填海區發展項目(第三地段)*
- 中環干諾道中3號商業發展項目
- 西邨路房屋發展計劃工程
- 德輔道西酒店發展項目
- 荃灣港安醫院擴建地基工程
- 西港島線合約編號755-電源供應系統*
- 深圳觀瀾懿花園總承包工程
- 東莞海逸豪庭D1b期(御峰)土建及機電總承包工程

* 項目以合營形式進行

Subsequent to the year end, the division secured further contracts of approximately HK\$1,656 million, including:

- Proposed Residential Development at Area 85, Tseung Kwan O
- Proposed Residential Development at 28 Barker Road
- Foundation Works for Proposed Office Development at Heung Yip Road

The Property Development Management division reported a profit of approximately HK\$4 million for the year under review. However, the value of contracts on hand for Property Development Management division at the year end was reduced to approximately HK\$1 million.

LIQUIDITY AND CAPITAL RESOURCES

Under its prudent funding and treasury policies, the Group maintains a variety of credit facilities to meet requirements for working capital. At 31 March 2011, cash, bank balances and deposits stood at approximately HK\$407 million. The Group had total borrowings of approximately HK\$254 million at the year end of which approximately HK\$245 million are repayable within one year.

Approximately 99% of the Group's borrowings as at 31 March 2011 bear interest at floating rates and are denominated either in Hong Kong Dollars or Renminbi. The Renminbi borrowings are directly tied in with the Group's business in the Mainland China. The Group's gearing ratio, based on total borrowings of approximately HK\$254 million and equity attributable to owners of the Company of around HK\$605 million, is reduced from approximately 0.56 at 31 March 2010 to about 0.42 at 31 March 2011.

EMPLOYEES

The Group had 1,354 full-time employees, including the Directors of the Group, as at 31 March 2011. The Group offers competitive remuneration package that is based on overall market rates and employee performance, as well as the performance of the Group. Remuneration package is comprised of salary, a performance-based bonus, and other benefits including training, provident funds and medical coverage. Three share incentive schemes (namely share option scheme, share award scheme and share financing plan) are in place to motivate and reward eligible employees.

PLEDGE OF ASSETS

As at 31 March 2011, the Group pledged bank deposits of approximately HK\$75 million, property, plant and equipment of approximately HK\$35 million, and charged the Group's benefits over certain construction contracts to secure the general banking facilities granted to the Group.

承建管理部門於年結日後再取得總值約16.56億港元之合約，其中包括：

- 將軍澳85區住宅物業發展項目
- 白加道28號住宅物業發展項目
- 香葉道辦公室發展項目地基工程

於回顧年度內，物業發展管理部門錄得溢利約400萬港元。物業發展管理部門截至年結日之手頭之工程合約價值減少至約100萬港元。

流動資金及資本來源

本集團根據審慎之資金及財務政策，備有多項信貸安排以提供其所需之營運資金。於二零一一年三月三十一日，現金、銀行結餘及存款約達4.07億港元。本集團於年結之總借款共約2.54億港元，其中約2.45億港元須於一年內償還。

於二零一一年三月三十一日，本集團約99%之借款按浮動息率計息，並以港元或人民幣為單位。人民幣借款直接與本集團於中國內地之業務掛鉤。本集團之資本負債比率由二零一零年三月三十一日之約0.56下降至二零一一年三月三十一日之約0.42，該項比率乃根據本集團之總借款約2.54億港元及本公司擁有人應佔權益約6.05億港元計算。

僱員

於二零一一年三月三十一日，本集團共聘用1,354名全職僱員，包括本集團董事。本集團根據整體市場水平、個別僱員之表現，以及本集團之表現，提供具競爭力之酬金。酬金包括薪金、按表現發放之花紅，以及培訓、公積金及醫療福利等其他福利。本集團實施三項股份獎勵計劃（分別為購股權計劃、股份獎勵計劃及股份融資計劃），以鼓勵及獎賞合資格僱員。

資產抵押

於二零一一年三月三十一日，本集團合共將約7,500萬港元之銀行存款、約3,500萬港元之物業、機械及設備，及本集團於若干建築合約之利益抵押予銀行，作為授予本集團之一般信貸融資之擔保。

Chief Executive Officer's Report

行政總裁報告書

CONTINGENT LIABILITIES

As at the year end, the Group had contingent liabilities in respect of guarantee of approximately HK\$37 million given to banks for banking facilities granted to an associate and jointly controlled entities.

COMMITMENTS

As at the year end, the Group has expenditure contracted for but not provided in the consolidated financial statements in respect of acquisition of property, plant and equipment of approximately HK\$5 million.

SECURITIES IN ISSUE

As at 31 March 2011, there were 606,954,322 shares in issue, with no outstanding share options.

During the year under review, 954,527 shares were issued by way of scrip dividend. No share options were granted.

FINAL DIVIDEND

The board of directors of the Company has resolved to recommend the payment of a final dividend of 1.0 HK cent per share (2010: 1.6 HK cents per share) for the year ended 31 March 2011 to shareholders whose names appear on the register of members of the Company at the close of business on Wednesday, 7 September 2011. The final dividend is expected to be paid to shareholders via post on or around Friday, 7 October 2011.

CLOSE OF REGISTER OF MEMBERS

The register of members of the Company will be closed for the purpose of determining the entitlements to the proposed final dividend from Monday, 5 September 2011 to Wednesday, 7 September 2011, both dates inclusive, during which period no share transfers shall be effected. In order to qualify for the proposed final dividend, all transfers of shares accompanied by the relevant share certificates must be lodged for registration with the Company's share registrar in Hong Kong, Tricor Standard Limited (26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong) no later than 4:00 p.m. on Friday, 2 September 2011.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

During the year ended 31 March 2011, there were no purchases, sales or redemptions by the Company, or any of its subsidiaries, of the Company's listed securities.

或然負債

於年結日，本集團就一間聯營公司及共同控制機構獲授之銀行信貸給予銀行之擔保，有約3,700萬港元之或然負債。

承擔

於年結日，本集團就購置物業、機械及設備而已訂約但未於綜合財務報表內撥備之開支約500萬港元。

已發行證券

於二零一一年三月三十一日，已發行股份共606,954,322股，並無未行使購股權。

於回顧年度內，954,527股股份以以股代息方式發行，概無購股權授出。

末期股息

本公司董事局已議決建議向二零一一年九月七日(星期三)辦公時間結束時名列本公司股東名冊之股東派付截至二零一一年三月三十一日止年度末期股息每股1.0港仙(二零一零年：每股1.6港仙)。末期股息將約於二零一一年十月七日(星期五)以郵寄方式派付予股東。

暫停辦理股東登記手續

本公司將於二零一一年九月五日(星期一)至二零一一年九月七日(星期三)止(首尾兩日包括在內)之期間暫停辦理股東登記手續，以釐定擬派末期股息之配額，故於該段期間將不會登記任何股份之轉讓。如欲獲發擬派之末期股息，所有股份過戶文件連同有關股票，最遲須於二零一一年九月二日(星期五)下午四時正前交回本公司之香港股份過戶登記處卓佳標準有限公司以供登記，地址為香港灣仔皇后大道東28號金鐘匯中心26樓。

購買、出售或贖回本公司上市證券

於截至二零一一年三月三十一日止年度內，本公司或其任何附屬公司概無購買、出售或贖回本公司之上市證券。

OUTLOOK

The global market remains very complex. The disaster in Japan, the political unrest in the Middle East, the Eurozone sovereign debt problem and the expiry of the quantitative easing policy in the United States will further increase the uncertainty and volatility in the foreign exchange and the worry for the possible shock to the global economy. However, the strong economic growth in the Mainland China and the infrastructure projects put on stream by the HKSAR Government will continue to underpin the growth of the local construction industry in the impending years.

Some of the Ten Major Infrastructure Projects have been rolled out in the market as scheduled. Other major projects invested by the HKSAR Government are also expected to commence in the forthcoming years. The HKSAR Government estimates that the capital works expenditure for each of the next few years will exceed HK\$60 billion per annum. However, the balance between market demand and supply will inevitably be shifted as the industrial capacity is filled up rapidly over a short period of time. As a result, the shortage of trained professionals and skilled labour may erode the profit margin of those committed projects. The recent ruling against the environmental impact report on the Hong Kong-Zhuhai-Macau Bridge will surely delay the launch of some scheduled projects. Accordingly, competition is expected to become severe in the short run when all the contractors put their focus on those unaffected projects. On the other hand, the continuous growth of the overall economy in the Mainland China and Macau will drive the demand for infrastructure and professional engineering services constantly. Those contractors who have carefully planned their resources and capacity will outperform the market consequently. The Group will maintain an optimal balance of risk and return to shareholders, and strive for growth but remain vigilant for any adverse effects on our profit margin arising from drastic fluctuation of exchange rates, labour and material costs.

Looking forward, the Group will continue to take a proactive approach in tapping opportunities in the market while managing the risks through joint ventures with other contractors in major infrastructure projects and enhancement of operation efficiency. More emphasis will be put in the Mainland China and Macau market. With a solid existing business, the Group will explore new business opportunities in the regions for enhancing the returns to our shareholders, should such opportunities arise.

Wong Kam Cheong, Stanley

Executive Director & Chief Executive Officer

Hong Kong, 24 June 2011

展望

環球市場仍然處於複雜狀況。日本的天災、中東政治動盪、歐元區主權債務問題及美國量化寬鬆政策結束將進一步增加外匯市場之不明朗及不穩定情況，及可能對全球經濟帶來衝擊之憂慮。然而，在中國內地經濟增長強勁及香港特區政府陸續推出基建項目的有利條件下，本地建築業增長將於未來數年得以持續鞏固。

十大基建項目當中，若干項目已如期於市場上推出。而香港特區政府投資之其他主要項目亦預期於未來數年陸續展開。香港特區政府估計，未來數年之基建工程開支每年將超過600億港元。然而，由於行業生產力在短期內快速飽和，市場供求平衡亦將無可避免地受影響。因此，缺乏經訓練專業人材及熟手技工可能不利於該等已承擔項目之利潤。最近對於港珠澳大橋環境影響評估報告之裁決，必然將延遲某些已計劃項目之開展。故此，所有承建商集中於未受影響之項目上，預期競爭於短期內將越見激烈。另一方面，中國內地及澳門整體經濟持續增長，將持續帶動基建及專業工程服務之需求。能夠謹慎計劃資源及具備能力之承建商將因而於市場上脫穎而出。本集團將維持營運風險及股東回報之最佳平衡，但同時對因匯率、工資及物料成本之大幅波動而影響利潤之任何不利因素保持警覺，於市場上致力爭取發展。

展望將來，本集團將繼續採取積極措施，抓緊市場機會，同時透過與其他承建商以合營方式承接主要基建項目，從而管理風險及提高經營效率。本集團將更重視中國內地及澳門市場。基於現有之鞏固業務，本集團將於機會出現時在地區內探索新業務機會，以提高股東回報。

黃錦昌

執行董事兼行政總裁

香港，二零一一年六月二十四日

Corporate Social Responsibility Report

企業社會責任報告

Paul Y. Engineering Group Limited (the “Company”, together with its subsidiaries, the “Group”) recognizes the importance of integrating our business values and operations for being a socially responsible corporate citizen. We have therefore established a series of strategies towards our contribution to the sustainability of our community development.

GREEN ENVIRONMENT

The Group strives for a greener future by eco-friendly practices in various aspects of its operations, business associates and local communities.

The Group strives for efficient use of energy and resources. These include careful estimation and planning of construction materials. Environmental performance of each project site is brought to the Safety, Health, Environment and Quality (“SHEQ”) Management Committee for regular review. As a result, most of the Group’s project sites are able to maintain recycle rate of waste reinforcement at 95% or above. A site was given the “Wastewise” Label awarded by the Hong Kong Awards for Environmental Excellence during the year. The Group internally monitors the consumption of water, electricity and paper and promotes the idea of saving energy and resources.

The Group also places strong emphasis on protecting the environment. In order to show its commitment to participate in building a greener future, the Group has endorsed the “Clean Air Charter”. It is also a founding member of the Hong Kong Green Building Council, joining our industry counterparts in driving the promotion and creation of green city. On 26 March 2011, the Group supported the global “Earth Hour” campaign by World Wide Fund for the second year.

Since the publication of last Annual Report, the Group successfully received 4 Green Awards from various sponsors. All in all, the Group has been granted 27 Green Awards in the past 5 years.

COMMUNITY INVESTMENT

The Group cares and participates in the welfare of our society through philanthropic contributions and community services.

Charitable activities and donations are some of the key initiatives to express the Group’s love and care for the community. It makes donations to charitable organizations including the Community Chest, with careful planning and clear focus to support the development of the local community. Staff members of the Group participated in various fundraising events, such as the signature “Dress Special Day” and Corporate and Employee Contribution Programme. Furthermore, blood donation campaign is held at head office annually.

保華建業集團有限公司(「本公司」，連同其附屬公司合稱為「本集團」)對社會責任的承擔，始於其核心價值，貫徹營運每個環節。我們訂立整套方針，致力為可持續的社會發展作出貢獻。

綠化環境

本集團努力建設綠色未來，將環保引入日常營運、業務夥伴及社區等層面。

本集團致力善用能源及資源，包括小心評估及預計工程所需物料之數量等。安全衛生環境與質量(「SHEQ」)管理委員會更定期檢討各個地盤之有關表現，並成功令大部份地盤之廢物循環再用比率達95%或以上。年內，一個地盤更獲頒發香港環保卓越計劃之「減廢標誌」。本集團內部監測食水、電力及紙張之用量，以及推廣節約能源及資源的觀念。

本集團亦對保護環境不遺餘力。為表示對建設更綠化未來之決心，集團已簽署「清新空氣約章」以及成為香港綠色建築議會之創會會員，與業界一起推廣及創造綠色城市。於二零一一年三月二十六日，本集團第二年參與由世界自然基金會於世界各地舉辦之「地球一小時」活動。

自上年度年報出版後，本集團從不同主辦機構成功獲頒四項綠色環保獎項，總括而論，本集團於過去五年內已獲頒二十七項環保獎項。

回饋社會

本集團以行動實踐對社區的關愛，積極投入捐獻及義務工作。

參與慈善活動及捐款乃本集團實踐對社會之關懷及愛心之其中環節。集團定期審慎並清晰地計劃捐款予如公益金等之本地慈善團體。集團員工皆踴躍參與各項慈善籌款活動，例如「公益金便服日」以及僱主及僱員募捐計劃等。此外，集團更每年於總部舉行捐血運動。

COMMUNITY INVESTMENT (continued)

Riding on its wealth of professional knowledge and first-hand experience in large-scale construction and infrastructure projects, the Group's project teams offer information sharing sessions hosted by Project Managers and arrange site visits for students, especially those interested to join the construction industry. This year, local and overseas student met our teams through either pre-arranged site visits or seminars.

QUALITY MANAGEMENT

The Group deploys sustainable business practices in delivering high quality products and services to customers while honoring our commitment to the long-term interest of the communities we work in.

Provision of high quality products and services is the win-win solution to be competitive and controlling cost. Various systems have been deployed to ensure ongoing delivery of quality and fulfillment of customer expectations. These include:

- ISO 9001 (Quality Management System)
- ISO 14001 (Environmental Management System)
- OHSAS 18001 (Occupational Health and Safety Assessment Series)

The SHEQ Management Committee was set up in 2009. Chaired by Chief Operating Officer, the Committee comprises of divisional heads, managers in Safety & Environment and Quality Assurance Departments, and senior project managers. The Committee meets at least once every 3 months to oversee relevant matters, ensure compliance with up-to-date regulations and best practices, and drive continual improvement of the Group's performance in related aspects. Policy statement and initiatives formulated by the Committee during the year are as follows:

- SHEQ policy statement
- In-house emergency response plan
- Response to new and updated legislation, code of practice and guidelines

回饋社會 (續)

本集團的項目團隊憑藉其豐富之專業知識及參建大型建築及基建項目經驗，為有興趣投身建築業界之同學們安排由項目經理主持之分享會及參觀工地活動。年內，我們的團隊藉曾透過參觀工地活動或講座，與來自本地及海外的學生交流。

質量管理

本集團以可持續的商業實務，為其客戶提供高質量的產品及服務，同時亦顧及整體社會的長遠福祉。

提供高質量之產品及服務是維持競爭力及控制成本的雙贏之道。本集團採用一系列之質量監控系統以確保質量及滿足客戶之要求。當中包括：

- ISO 9001 (質量管理系統)
- ISO 14001 (環境管理系統)
- OHSAS 18001 (職業健康和安全管理系統)

SHEQ管理委員會於二零零九年成立。委員會以營運總裁為首，委員會成員包括各部門主管、安全及環保部經理、品質保證部經理及各高級項目經理。委員會最少每三個月舉行一次會議討論有關事宜及確保遵守最新法則及最佳守則，以及令本集團在有關方面之表現不斷進步。於年內，委員會訂立以下政策約章及措施：

- SHEQ政策約章
- 內部危急應變措施
- 對全新及更新法例、守則及指引之應變措施

Corporate Social Responsibility Report

企業社會責任報告

STAFF DEVELOPMENT

The Group strongly believes that its long-term success is built on the development of its staff and is committed in providing them with safe and healthy working environment, professional training and equal opportunities.

The Group cares about its staff's safety at work, especially those who perform their job duties at project sites. The Group's internal safety regulations are stricter than the standards required by regulatory bodies. For instance, the targeted accident rate is set below 10.8 per 1,000 workers this year. In order to achieve such target, additional labors and resources are allocated for safety gears as well as project-specific trainings for site staff. Safety Officers reside at particular project sites work closely with project managers and clients to ensure site safety at all stages in the construction process.

Staff training provided by the Group is characterized by its variety and organization. The Group's staff possesses a broad range of professional skills including engineering, project management, surveying, safety management, accounting and finance, law and general management, and they take turns in organizing internal training workshops for knowledge exchange as well as experience sharing on a regular basis. Seminars featuring external speakers are provided to all staff on a regular basis while educational subsidies are offered to individuals for their continual studies outside work.

CORPORATE GOVERNANCE

The Group places strong emphasis on sound internal control, appropriate risk-assessment procedures and transparency to its shareholders and the public.

The Company believes that governance is the key to sustainable development of business. As a public company listed on the Main Board of the Stock Exchange of Hong Kong Limited, the Company strives to comply with all relevant rules, regulations and laws and adopts the best practices whenever applicable.

The Group is governed by a highly professional and independent board of directors, who delegates all day-to-day operations and management of the Group's business to a management team led by the Chief Executive Officer. Besides, the board of directors reviews the effectiveness of the Company's internal control systems annually. Corporate governance report for the year ended 31 March 2011 is set out on pages 23 to 39 of this report.

員工發展

本集團深信員工發展是企業長遠成功的基礎，我們致力為所有員工提供安全及健康的工作環境、專業培訓，以及平等機會。

本集團關注員工工作時之安全，尤其是於地盤工作之員工。我們的內部安全規則比法例的要求更為嚴謹，例如我們今年設定可接受工傷意外比率為每一千名員工少於10.8。務求達至此目標，本集團特別撥出額外勞工及資源為地盤員工添置裝備及提供切合個別地盤之培訓。駐地盤之安全主任與項目經理及客戶緊密合作，令施工期間安全水平得以保證。

本集團為員工提供多元化及多層次之培訓。我們之員工擁有多方面之專業技能，包括工程、項目管理、測量、安全管理、會計及財務、法律及常務管理等，員工以本身之專業定期安排內部講座作知識交流及分享經驗。本集團亦定期舉辦由業界資深人員主持之講座，更提供教育津貼，鼓勵員工於工餘時間進修。

企業管治

本集團重視有效的內部監控、恰當之風險評估程序及對股東及公眾的透明度。

本公司相信高水平之企業管治能為業務帶來具持續性之發展。作為一家於香港聯合交易所有限公司主板上市之企業，本公司致力遵守所有相關規則、條例及法例，並於適當時採納最佳常規。

本集團之董事局由多位高度專業及具獨立性之董事組成，彼將本集團業務之一切日常營運及管理的工作，轉授予以行政總裁為首之管理團隊負責。此外，董事局每年檢討本公司內部監控系統之成效。截至二零一一年三月三十一日止年度之企業管治報告刊載於本年報第23頁至第39頁。

AWARDS AND RECOGNITIONS

獎項與嘉許



FOUNDATION AND SUPERSTRUCTURE WORKS OF STORE BUILDING AT LAMMA POWER STATION

- A. Development Bureau – Considerate Contractors Site Award 2010 – Merit
- B. Development Bureau – Considerate Contractors Site Award 2010 Outstanding Environmental Management & Performance Award – Merit

南丫電廠倉庫大樓地基及上蓋建築工程

- A. 發展局公德地盤獎2010 — 優異獎
- B. 發展局公德地盤獎2010傑出環境管理獎 — 優異獎



SUPERSTRUCTURE WORKS FOR ASH DISPOSAL CONTROL ROOM EXTENSION AT LAMMA POWER STATION

Development Bureau – Considerate Contractors Site Award 2010 – Merit

南丫電廠煤炭處理控制室擴建大樓上蓋建築工程

發展局公德地盤獎2010 — 優異獎



CONSTRUCTION OF CABLE TROUGHS AND WIDENING OF FU ON STREET AND ASSOCIATED WORKS

Development Bureau – Considerate Contractors Site Award 2010 – Merit

富安街建造電線槽及道路擴闊連相關工程

發展局公德地盤獎2010 — 優異獎



RE-PROVISIONING OF KENNEDY TOWN SWIMMING POOL FOR MTR WEST ISLAND LINE

- A. Silver Environmental Award
- B. Silver Safety Award

港鐵西港島線堅尼地城游泳池重置工程

- A. 環保銀獎
- B. 安全銀獎



REDEVELOPMENT AT TUNG TAU ESTATE PHASE 9

Labour Department – Construction Industry Safety Award Scheme 2010/2011 – Building Site Public Sector – Meritorious Award
Labour Department – Construction Industry Safety Award Scheme 2010/2011 – Safety Teams Category – Bronze Award

東頭邨9期重建項目

勞工處建造業安全獎勵計劃2010/2011樓宇建造地盤(公營合約) — 優異獎

勞工處建造業安全獎勵計劃2010/2011安全隊伍 — 銅獎



IMPROVEMENT WORKS TO MONGKOK STADIUM

Labour Department – Construction Industry Safety Award Scheme 2010/2011 – Safety Teams Category – Meritorious Award

旺角大球場改善工程

勞工處建造業安全獎勵計劃2010/2011安全隊伍 — 優異獎

Biography of Directors 董事履歷簡介



Ir James Chiu
趙雅各工程師

James Chiu, OBE, JP, aged 72, has been the Chairman (Independent Non-Executive Director) of the Company since March 2006. He is also the Chairman of the Audit Committee, Remuneration Committee and Corporate Governance Committee (from 25 March 2011) of the Company. Ir Chiu has served Hong Kong's construction industry for 47 years. He was the Managing Director of the General Electric Company of Hong Kong Limited from 1984 to 1998.

He has held a number of important industry roles. He was a President of the Hong Kong Institution of Engineers and a Chairman of the British Chamber of Commerce in Hong Kong. Currently, he is a Council Member of Hong Kong Electrical & Mechanical Contractors' Association. He is also a director of Hong Kong Green Building Council and Hong Kong Electrical Contractor's Association Limited.

Ir Chiu is a Fellow of the Institution of Engineering and Technology, the Hong Kong Institution of Engineers and Hong Kong Academy of Engineering Sciences.

趙雅各，OBE，JP，72歲，由二零零六年三月起出任本公司主席（獨立非執行董事），並為本公司之審核委員會、薪酬委員會及企業管治委員會（自二零一一年三月二十五日）主席。趙工程師服務香港建築界逾47年。他於一九八四年至一九九八年於香港之英國通用電器GEC擔任董事總經理一職。

他曾擔任業內多項重要職務，當中包括香港工程師學會會長及香港英商會主席。他現時為香港機電工程商協會成員，他亦為香港綠色建築議會及香港電機工程商會有限公司的董事會成員。

趙工程師為工程及科技學會、香港工程師學會及香港工程科學院資深會員。



Mr Lau Ko Yuen, Tom
劉高原先生

Lau Ko Yuen, Tom, aged 60, has been the Deputy Chairman (Non-Executive Director) of the Company since January 2005. He is also a member of the Nomination Committee, Disclosures Committee and Corporate Governance Committee (from 25 March 2011) of the Company. Mr Lau has over 38 years' international corporate development and management experience in infrastructure developments as well as construction and engineering services involving the road, rail, port, power, telecommunications, mining and resources sectors in the Asia Pacific Region. Mr Lau is the Deputy Chairman and Managing Director of PYI Corporation Limited ("PYI") (0498.HK), a significant developer and operator of major bulk cargo ports in the Yangtze River Region in China. He is also the Deputy Chairman and non-executive director of Prosperity Investment Holdings Limited (0310.HK) and an independent non-executive director of China National Building Material Company Limited (3323.HK). Mr Lau is also a Director of PYI Treasury Group Limited, Growing Success Limited and Paul Y. Investments Limited, all of which as well as PYI have interests in the shares of the Company which fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the Securities and Futures Ordinance.

劉高原，60歲，自二零零五年一月起出任本公司副主席（非執行董事），並為本公司提名委員會、披露委員會及企業管治委員會（自二零一一年三月二十五日）成員。劉先生在亞太地區公路、鐵路、港口、電廠、電訊、採礦和資源產業的基礎建設、建築工程服務方面，積逾38年的國際企業發展與管理經驗。劉先生是中國長江流域主要大宗散貨港口開發及碼頭營運企業保華集團有限公司（「PYI」）（0498.HK）之副主席兼總裁。此外，他還擔任嘉進投資國際有限公司（0310.HK）的副主席及非執行董事和中國建材股份有限公司（3323.HK）之獨立非執行董事。劉先生亦為PYI Treasury Group Limited, Growing Success Limited及Paul Y. Investments Limited之董事，上述各公司連同PYI均於本公司之股份及相關股份擁有權益，並根據證券及期貨條例第十五部第2及3部份之規定須向本公司披露。



Mr Chan Fut Yan
陳佛恩先生

Chan Fut Yan, aged 57, has been the Deputy Chairman (Executive Director) of the Company since May 2010. He is also a member of the Executive Committee of the Company, and a Director of certain subsidiaries of the Company. Mr Chan has over 38 years of experience in the local construction field specialising in planning of construction business. Mr Chan is an executive director of ITC Corporation Limited (0372.HK) and the managing director of ITC Properties Group Limited (0199.HK).

陳佛恩，57歲，由二零一零年五月起出任本公司副主席（執行董事），並為本公司之執行委員會成員，及本公司之若干附屬公司董事。陳先生於本地建築業界積逾38年經驗，專長於建築業務策劃。陳先生為德祥企業集團有限公司(0372.HK)之執行董事及德祥地產集團有限公司(0199.HK)之董事總經理。



Ir Dr Wong Kam Cheong, Stanley
黃錦昌博士，工程師

Wong Kam Cheong, Stanley, aged 53, has been the Executive Director & Chief Executive Officer of the Company since September 2008. He is also the Chairman of the Executive Committee of the Company, a member of the Remuneration Committee and Finance and Investment Committee of the Company, and a Director of certain subsidiaries of the Company. Ir Dr Wong has over 29 years of experience in the field of engineering, design, construction, project management, property development and corporate management. Ir Dr Wong holds a Bachelor (Hons) Degree in civil engineering awarded by the University of Manchester, U.K., a Master of Science Degree in finance awarded by the Chinese University of Hong Kong, a Master of Business Degree and a Doctor of Business Administration Degree awarded by the University of Newcastle, Australia. He is a member of the Hong Kong Institution of Engineers, a Registered Professional Engineer in Hong Kong, a Chartered Professional Engineer of Australia, a U.K. Chartered Civil and Structural Engineer and a Vice President and a Fellow Member of the Hong Kong Institute of Real Estate Administrators. Ir Dr Wong is also a Registered Structural Engineer and an Authorised Person (Engineer) registered under section 3 of the Buildings Ordinance.

黃錦昌，53歲，由二零零八年九月起出任本公司執行董事兼行政總裁，並為本公司之執行委員會主席、本公司之薪酬委員會及財務及投資委員會成員，及本公司之若干附屬公司董事。黃博士，工程師於工程、建築設計、建築營造、項目管理、物業發展及企業管理方面擁有逾29年經驗。黃博士，工程師持有英國曼徹斯特大學土木工程榮譽學士學位、香港中文大學財務理學碩士學位及澳洲紐卡斯爾大學商務碩士及工商管理博士學位。他為香港工程師學會會員、香港註冊專業工程師、澳洲特許專業工程師、英國特許土木工程及結構工程師及香港地產行政師學會副會長及資深會員。黃博士，工程師亦為根據建築物條例第3條註冊之結構工程師及認可人士（工程師）。

Biography of Directors 董事履歷簡介



Professor Lee Chack Fan
李焯芬教授

Lee Chack Fan, SBS, JP, aged 66, has been an Independent Non-Executive Director of the Company since January 2005. He is also the Chairman of the Nomination Committee of the Company, and a member of the Audit Committee and Remuneration Committee of the Company. Professor Lee is the Chair Professor of Geotechnical Engineering and Director of the School of Professional and Continuing Education, the University of Hong Kong. He is also an Academician of Chinese Academy of Engineering. Professor Lee graduated from The University of Hong Kong in 1968 and subsequently received his Master's degree from The University of Hong Kong in 1970 and a Ph.D. from the University of Western Ontario, Canada in 1972. Professor Lee is an internationally renowned expert in geotechnical engineering. He worked for Ontario Hydro in Canada for some 20 years before he joined his alma mater in 1994. He has participated in the design of many massive dams and nuclear power stations. He has served as a specialist consultant or an advisor to many international bodies such as the United Nations Development Plan, World Bank, Asian Development Bank, etc. on numerous energy and infrastructure projects in many parts of the world. Professor Lee's eminent achievement in civil engineering has been highly recognized; he was awarded the KY Lo Medal in 2000 by the Engineering Institute of Canada and was elected the Academician of the Chinese Academy of Engineering in 2003 in recognition of his contributions to the engineering profession. He has been appointed as Justice of the Peace by the Hong Kong Special Administrative Region Government in July 2003, and he has been awarded the Silver Bauhinia Star in July 2005.

Professor Lee is currently the Chairman of the Council of the Lord Wilson Heritage Trust, the Chairman of Hong Kong Institute for Promotion of Chinese Culture, a member of the Board of the West Kowloon Cultural District Authority and the President of the Fu Hui Charity Foundation.

李焯芬，SBS，JP，66歲，自二零零五年一月起出任本公司獨立非執行董事。並為本公司之提名委員會主席及本公司之審核委員會及薪酬委員會成員。李教授為香港大學岩土工程講座教授及香港大學專業進修學院院長。他亦為中國工程院院士。李教授於一九六八年畢業於香港大學，而其後於一九七零年取得香港大學之碩士學位，及於一九七二年於加拿大西安大略大學取得博士學位。李教授為蜚聲國際的岩土工程專家。他於一九九四年加盟其母校以前，曾於加拿大安大略省電力公司工作逾20年。他曾參與多項大壩及核電廠的設計工作。同時他曾就世界各地多個能源及基建項目，擔任多個國際組織的顧問專家，包括聯合國發展計劃、世界銀行、亞洲發展銀行等。李教授於土木工程方面取得的傑出成就廣獲確認，並於二零零零年獲得Engineering Institute of Canada 的KY Lo Medal，同時亦於二零零三年獲選為中國工程學院院士，以表揚其於土木工程方面的貢獻。他於二零零三年七月獲香港特別行政區政府授勳為太平紳士，並於二零零五年七月獲得香港特別行政區政府頒授銀紫荊勳章。

李教授目前為衛奕信勳爵文物信託理事會主席、香港中國文化促進中心理事會主席、西九文化區管理局董事局成員及福慧慈善基金會會長。



Mr Iain Ferguson Bruce
布魯士先生

Iain Ferguson Bruce, aged 70, has been an Independent Non-Executive Director of the Company since January 2005. He is also the Chairman of the Finance and Investment Committee and Disclosures Committee of the Company, and a member of the Audit Committee, Nomination Committee and Corporate Governance Committee (from 25 March 2011) of the Company. Mr Bruce joined KPMG in Hong Kong in 1964 and was elected to its partnership in 1971. He was the Senior Partner of KPMG from 1991 until his retirement in 1996 and served as Chairman of KPMG Asia Pacific from 1993 to 1997. Since 1964, Mr Bruce has been a member of the Institute of Chartered Accountants of Scotland, and is a fellow of the Hong Kong Institute of Certified Public Accountants with over 46 years of international experience in accounting and consulting. He is also a fellow of The Hong Kong Institute of Directors and a member of The Hong Kong Securities Institute. He is the Chairman of KCS Limited and a director of Citibank (Hong Kong) Limited. Mr Bruce was a member of the Board of Stewards of the Hong Kong Jockey Club (until March 2011). Mr Bruce serves as an Independent Non-Executive Director on the boards of several publicly listed companies in Hong Kong, Vitasoy International Holdings Ltd. (0345.HK), Wing On Company International Limited (0289.HK), Tencent Holdings Limited (0700.HK), Sands China Ltd. (1928.HK) and Goodbaby International Holdings Limited (1086.HK) (from 5 November 2010). He is also an Independent Non-Executive Director of Noble Group Limited, a company whose shares are listed on the Singapore Exchange Securities Trading Limited, China Medical Technologies Inc., a company whose shares are traded on Nasdaq and Yingli Green Energy Holding Company Limited, a company whose shares are traded on the New York Stock Exchange.

布魯士，70歲，自二零零五年一月起出任本公司之獨立非執行董事，並為本公司之財務及投資委員會及披露委員會主席，以及本公司之審核委員會、提名委員會及企業管治委員會（自二零一一年三月二十五日）成員。布魯士先生於一九六四年加盟香港畢馬威會計師事務所及於一九七一年成為其合夥人，並由一九九一年至其於一九九六年退休期間擔任其資深合夥人及於一九九三年至一九九七年間出任畢馬威亞太區之主席。由一九六四年起，布魯士先生為蘇格蘭特許會計師公會及香港會計師公會資深會員，並擁有逾46年國際會計及諮詢服務經驗。他亦為香港董事學會資深會員及香港證卷專業學會會員。他為KCS Limited主席及花旗銀行（香港）有限公司董事。布魯士先生曾為香港賽馬會董事（直至二零一一年三月）。布魯士先生為香港多家公眾上市公司董事局之獨立非執行董事，包括維他奶國際集團有限公司（0345.HK）、永安國際有限公司（0289.HK）、騰訊控股有限公司（0700.HK）、金沙中國有限公司（1928.HK）及好孩子國際控股有限公司（1086.HK）（自二零一零年十一月五日）。他亦為Noble Group Limited（該公司之股份於新加坡證券交易所上市）、China Medical Technologies, Inc.（該公司之股份於納斯達克股市進行交易）及Yingli Green Energy Holding Company Limited（該公司之股份於紐約證券交易所進行交易）之獨立非執行董事。

Biography of Senior Management

高級管理層履歷簡介



Mr Law Hon Wa, William
羅漢華先生

Law Hon Wa, William, aged 46, joined the Group in May 2008. Mr Law has been the Chief Financial Officer of the Company since June 2010. He is also a member of the Finance and Investment Committee, Disclosures Committee and Executive Committee of the Company, and a director of certain subsidiaries of the Company. Mr Law has over 22 years' experience in auditing, accounting and financial management. He holds a Bachelor degree in business administration and a Master degree in applied finance. Mr Law is a member of the Hong Kong Institute of Certified Public Accountants, a fellow member of the Association of Chartered Certified Accountants and also a practising certified public accountant in Hong Kong.

羅漢華，46歲，於二零零八年五月加入本集團，羅先生由二零一零年六月起出任本公司之財務總裁，他亦為本公司之財務及投資委員會、披露委員會及執行委員會成員，及本公司若干附屬公司之董事。羅先生於核數、會計及財務管理方面積逾22年經驗。他持有工商管理學士學位及應用財務學碩士學位。羅先生為香港會計師公會會員、特許公認會計師公會資深會員及本港執業會計師。



Ms Mui Ching Hung, Joanna
梅靜紅小姐

Mui Ching Hung, Joanna, aged 42, has been the Company Secretary of the Company since January 2005. She is responsible for all company secretarial matters of the Group. Ms Mui has over 19 years' experience in company secretarial field. She holds a Bachelor (Hons) Degree in Law and a Master of Arts Degree in Language and Law. Ms Mui is an associate member of The Hong Kong Institute of Chartered Secretaries and The Institute of Chartered Secretaries and Administrators.

梅靜紅，42歲，自二零零五年一月起出任本公司之公司秘書，她負責本集團之公司秘書事務。梅小姐於公司秘書事務方面積逾19年經驗。她持有法律榮譽學士學位和語言及法律文學碩士學位。梅小姐為香港特許秘書公會及英國特許秘書及行政人員公會會員。

Paul Y. Engineering Group Limited (the "Company", together with its subsidiaries, the "Group") is committed to maintaining high standards of corporate governance because we believe that is the best way to enhance shareholder value. The Company places strong emphasis on an effective board (the "Board") of directors (the "Directors") of the Company, accountability, sound internal control, appropriate risk-assessment procedures, and transparency to all shareholders.

The Company complied with all code provisions of the Code on Corporate Governance Practices as set out in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange") (the "Listing Rules") throughout the year ended 31 March 2011. It also adopted most of the recommended best practices stated therein.

BOARD OF DIRECTORS

Role

The Board is responsible for overseeing the Company's strategic direction and the controls applied to its activities, and ensuring that Management has appropriate processes in place for risk-assessment, management, and internal control over the Company's day-to-day affairs.

The Board has in place a list of decisions that are to be retained for the Board decision. These matters include:

1. Corporate strategy;
2. Financial reporting and control;
3. Major financial arrangements;
4. Risk management;
5. Succession planning;
6. Notifiable transactions under Chapters 14 and 14A of the Listing Rules; and
7. Recommendations to shareholders regarding appointment of external auditor, dividend payments, capital reorganization and scheme of arrangement.

The Board has delegated all day-to-day operations and management of the Company's business to Management under the leadership of the Chief Executive Officer of the Company.

保華建業集團有限公司(「本公司」，連同其附屬公司合稱為「本集團」)致力維持高水平之企業管治，因本集團相信此乃提升股東價值之最佳途徑。本公司之企業管治原則強調有效之本公司董事(「董事」)局(「董事局」)、問責性、有效之內部監控、恰當之風險評估程序及對全體股東之透明度。

於截至二零一一年三月三十一日止年度內，本公司已遵守香港聯合交易所有限公司(「香港聯交所」)證券上市規則(「上市規則」)附錄十四所載《企業管治常規守則》之所有守則條文。本公司亦已採納當中大部份建議最佳常規。

董事局

角色

董事局負責監管本公司之策略方向及對業務活動之控制，確保管理層已為風險作評估、本公司日常事務之管理及內部監控採取適當程序。

董事局已完整地將本公司一系列決策納入其管治範圍，其中包括：

1. 公司策略；
2. 財務匯報及控制；
3. 重大財務安排；
4. 風險管理；
5. 繼承方案；
6. 上市規則第14及14A章節所規定的須予公佈的交易；及
7. 就外聘核數師任命、派息、資本重組及債務償還安排向股東提供建議。

董事局已將本公司業務之一切日常營運及管理工作的轉授予以本公司行政總裁為首的管理層負責。

Corporate Governance Report

企業管治報告

Composition

The Board has a balanced composition of Executive and Non-Executive Directors to ensure independent viewpoints in all discussions. As at the date of this report, the Board comprises six Directors, including three Independent Non-Executive Directors, one Non-Executive Director, and two Executive Directors. Board members are listed below:

組成

董事局中執行董事及非執行董事之組合保持均衡，確保所有討論具備獨立觀點。於本報告日期，董事局由六位董事組成（包括三位獨立非執行董事、一位非執行董事及兩位執行董事）。董事局成員列述如下：

Board of Directors 董事局		
Independent Non-Executive Directors 獨立非執行董事	Non-Executive Director 非執行董事	Executive Directors 執行董事
<ul style="list-style-type: none">James Chiu (Chairman) 趙雅各(主席)Lee Chack Fan 李焯芬Iain Ferguson Bruce 布魯士	<ul style="list-style-type: none">Lau Ko Yuen, Tom (Deputy Chairman) 劉高原(副主席)	<ul style="list-style-type: none">Chan Fut Yan (Deputy Chairman) 陳佛恩(副主席)Wong Kam Cheong, Stanley (Chief Executive Officer) 黃錦昌(行政總裁)

Biographical information of the Directors is set out on pages 18 to 21 of this annual report. They are also available on the Company's website.

董事履歷簡介列於本年報第18頁至第21頁，亦於本公司網站刊登。

Throughout the year ended 31 March 2011, more than one-third of the Board was made up of Independent Non-Executive Directors, one of whom had appropriate professional qualifications, or accounting or related financial management expertise, as required by the Listing Rules. There is no relationship (including financial, business, family or other material/relevant relationship) among members of the Board.

於截至二零一一年三月三十一日止整個年度內，董事局中超過三分之一董事為獨立非執行董事，而其中一位擁有上市規則所規定之合適專業資歷或會計或相關財務管理專長。董事局各成員之間並無諸如財務、商業、家族或其他重大／相關性質利益關係。

Independence of Independent Non-Executive Directors

Each of the Independent Non-Executive Directors has given an annual confirmation of independence to the Company pursuant to Rule 3.13 of the Listing Rules. The Company is of the view that all Independent Non-Executive Directors meet the independence guidelines set out in Rule 3.13 of the Listing Rules and are independent in accordance with the terms of the guidelines.

獨立非執行董事之獨立性

各獨立非執行董事已根據上市規則第3.13條向本公司發出週年確認書。本公司認為全體獨立非執行董事符合上市規則第3.13條所載之獨立身份指引，且根據指引條款具備獨立身份。

The Nomination Committee of the Company is responsible for assessing the independence of the Independent Non-Executive Directors. As a good corporate governance practice, every member of the Nomination Committee abstains from assessing his own independence.

本公司提名委員會負責評估獨立非執行董事之獨立性。作為良好企業管治常規，每位提名委員會成員不會參與有關其獨立性之評估。

Chairman and Chief Executive Officer

To ensure a balance of power and authority, the positions of Chairman and Chief Executive Officer of the Company are held by separate individuals, with segregated duties. The division of responsibilities between the Chairman and Chief Executive Officer is clearly established and set out in writing.

主席與行政總裁

主席與行政總裁之職位由不同人士擔任，各司其職，以確保權力及授權之均衡。主席與行政總裁分工清晰並以書面列明。

The Chairman of the Company is Ir James Chiu (an Independent Non-Executive Director and the Chairman of the Audit Committee of the Company). The Chief Executive Officer is Ir Dr Wong Kam Cheong, Stanley.

The role of the Chairman of the Company is to oversee the Company's strategic direction and the controls applied to its activities. The Chairman provides leadership for the Board and ensures that the Company establishes sound corporate governance practices and procedures. He also encourages all Directors to make a full and active contribution to the affairs of the Board.

The Chief Executive Officer is responsible for the overall performance of the Company and plays a leading role in delivering a growth strategy. He provides leadership for Management, oversees the day-to-day operations of the Group, and monitors the achievement of Company objectives set by the Board.

Non-Executive Directors

The Non-Executive Directors were appointed for a term of approximately three years expiring at the conclusion of the third annual general meeting from the date of their appointment/re-election, subject to the Company's Bye-laws. Pursuant to the Company's Bye-laws, all Directors are subject to retirement from office by rotation at least once every three years and are eligible for re-election by shareholders.

Meetings

The Board meets regularly and at least four times a year. Regular Board meetings are usually scheduled at the beginning of the year to give all Directors adequate time to plan their schedules to attend. Directors receive at least 14 days' prior written notice of regular Board meetings and an agenda. The Board papers, including supporting analyses and relevant background information, are normally sent to all Directors at least 3 days before the Board meeting. For other Board meetings, Directors are given as much notice as possible in the circumstances.

In order to have an effective Board, Directors are provided with information on activities and developments in the Group's business on a regular and timely basis to keep them apprised of the latest developments of the Group. In addition, the Directors have full access to information on the Group and are able to seek independent professional advice whenever they deem it necessary.

To avoid conflicts of interest, Directors who have declared their material interests in the proposed transactions or issues to be discussed are not counted in the quorum of meetings and abstain from voting on the relevant resolutions.

本公司之主席為趙雅各工程師(獨立非執行董事及本公司審核委員會主席)。行政總裁為黃錦昌博士，工程師。

本公司主席之角色為監管本公司之業務所運用之策略方向及控制。主席領導董事局並確保本公司制定穩健之企業管治常規及程序，並鼓勵全體董事全力投入董事局事務。

行政總裁負責本公司之整體表現，並在執行增長策略時擔當領導角色。彼領導管理層，監督本集團日常運作並督導由董事局制訂之公司發展目標之實際執行情況。

非執行董事

非執行董事之任期約為三年，直至其獲委任／膺選連任當日起第三個股東週年大會完結時止，並須符合本公司之公司細則。根據本公司之公司細則，所有董事均須至少每三年一次輪流退任，並可由股東膺選連任。

會議

董事局定期開會，並每年最少舉行四次會議。董事局常會通常於年初編定，以便全體董事有充分時間撥冗出席。董事於董事局常會最少14天前接獲董事局常會通知及議程。董事局文件(包括支援性質之分析及相關背景資料)通常於董事局會議最少3天前送交全體董事。至於董事局其他會議，董事亦在可行情況下接獲盡量合理之通知。

為確保董事局行事有效，董事獲適時提供本集團業務之活動及發展之資料，以使董事瞭解集團之最新發展現狀。此外，董事可取閱本集團之一切資料，並在董事認為需要時徵詢獨立專業意見。

為避免利益衝突，就將討論的擬議交易或問題宣稱有重大利害關係的董事不得算入會議法定人數中，亦須迴避對相關決議案進行投票。

Corporate Governance Report

企業管治報告

Details of Directors' attendance at Board meetings and Board committee meetings during the year ended 31 March 2011 are set out in the following table:

有關董事於截至二零一一年三月三十一日止年度內出席董事局會議及董事委員會會議之詳情表列如下：

Meetings attended/held during the year ended 31 March 2011						
截至二零一一年三月三十一日止年度內出席/舉行之會議						
	Board	Audit Committee	Remuneration Committee	Nomination Committee	Finance and Investment Committee	Disclosures Committee
	董事局	審核委員會	薪酬委員會	提名委員會	財務及投資委員會	披露委員會
Number of meetings held during the year 年內舉行會議之次數	8	4	6	2	2	2
Independent Non-Executive Directors 獨立非執行董事						
James Chiu 趙雅各	8/8	4/4	6/6			
Lee Chack Fan 李焯芬	6/8	4/4	6/6	2/2		
Iain Ferguson Bruce 布魯士	5/8	4/4		2/2	2/2	2/2
Non-Executive Director 非執行董事						
Lau Ko Yuen, Tom 劉高原	7/8			2/2		2/2
Executive Directors 執行董事						
Chan Fut Yan (Note 1) 陳佛恩 (附註1)	6/6					
Wong Kam Cheong, Stanley 黃錦昌	8/8		6/6		2/2	
Cheung Lee Ming, Andy (Note 2) 張利民 (附註2)	2/2				0/0	0/0
Chief Financial Officer 財務總裁						
Law Hon Wa, William (Note 3) 羅漢華 (附註3)					2/2	2/2
Average attendance rate 平均出席率	87.5%	100.0%	100.0%	100.0%	100.0%	100.0%

Notes:

- Mr Chan Fut Yan was appointed as Deputy Chairman (Executive Director) with effect from 31 May 2010.
- Mr Cheung Lee Ming, Andy resigned as Executive Director & Chief Financial Officer with effect from 19 June 2010. He also ceased to be a member of the Finance and Investment Committee and Disclosures Committee with effect from 19 June 2010.
- Mr Law Hon Wa, William was appointed as Chief Financial Officer with effect from 19 June 2010. He was also appointed as a member of the Finance and Investment Committee and Disclosures Committee with effect from 31 May 2010.

附註：

- 陳佛恩先生自二零一零年五月三十一日起獲委任為副主席(執行董事)。
- 張利民先生自二零一零年六月十九日起辭任執行董事兼財務總裁。他亦自二零一零年六月十九日起不再為本公司之財務及投資委員會及披露委員會成員。
- 羅漢華先生自二零一零年六月十九日起獲委任為財務總裁。他亦自二零一零年五月三十一日起獲委任為本公司之財務及投資委員會及披露委員會成員。

Minutes of Board meetings and Board committee meetings with sufficient details of matters discussed are kept in safe custody by the Company Secretary, and are open for inspection by Directors.

BOARD COMMITTEES

To facilitate the work of the Board, Board committees have been set up with written terms of reference which clearly define the role, authority, and functions of each committee. Each Board committee is required to report their decisions or recommendations to the Board. Details of Directors' attendance at the Board committee meetings during the year ended 31 March 2011 are shown on page 26 of this annual report.

The role and function of, and a summary of work done by, each Board committee during the year ended 31 March 2011 are set out below:

Audit Committee

Composition

The Audit Committee consists of three members, all of whom are Independent Non-Executive Directors. The current members of this Committee are Ir James Chiu (Chairman), Professor Lee Chack Fan and Mr Iain Ferguson Bruce. None of them is a partner or former partner of Messrs Deloitte Touche Tohmatsu, the Company's external auditor.

Role and Function

The principal duties of the Audit Committee include oversight of the Group's financial reporting system and internal control procedures, review of the Group's financial information, and review of the relationship with the external auditor of the Company. This Committee also meets regularly with the Company's external auditor to discuss the audit process and accounting issues.

Summary of Work Done

The following is a summary of the work performed by the Audit Committee during the year ended 31 March 2011:

1. Review of the annual results of the Group for the year ended 31 March 2010;
2. Review of the interim results of the Group for the six months ended 30 September 2010;
3. Review of the Group's financial information, financial reporting system, internal control procedures, and financial and accounting policies and practices;
4. Approval of remuneration and terms of engagement of the external auditor;
5. Recommendation to the Board to re-appoint the external auditor at the 2010 annual general meeting;

詳盡載明相關事項之董事局會議及董事委員會會議之記錄由公司秘書妥為保管，並供各董事查閱。

董事委員會

為使董事局工作更為順利，特成立以書面列明職權範圍之董事委員會，清晰界定各委員會角色、權限及職能。各委員會均須向董事局報告其決議或建議。有關董事於截至二零一一年三月三十一日止年度內出席董事委員會之詳情見本年報第26頁。

各董事委員會於截至二零一一年三月三十一日止年度之角色職能及其工作概要如下：

審核委員會

組成

審核委員會由三位成員組成，他們均為獨立非執行董事。本委員會現時由趙雅各工程師(主席)、李焯芬教授及布魯士先生組成。他們之中無一人為本公司外聘核數師德勤•關黃陳方會計師行之夥伴或前夥伴。

角色及職能

審核委員會之主要職責包括督導本集團之財務申報制度及內部監控程序、檢討本集團之財務資料，並檢討與本公司外聘核數師之關係。本委員會亦與本公司之外聘核數師定期會晤，以商討審核之流程及會計事項。

工作概要

審核委員會於截至二零一一年三月三十一日止年度之工作概要如下：

1. 審閱本集團截至二零一零年三月三十一日止年度之全年業績；
2. 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；
3. 檢討本集團之財務資料、財務申報制度、內部監控程序及財務與會計政策及實務；
4. 審批外聘核數師之酬金及聘用條款；
5. 向董事局推薦於二零一零年股東週年大會上續聘外聘核數師；

6. Review of the external auditor's independence and objectivity and the effectiveness of the audit process, and review of policy on engaging the external auditor to supply non-audit services;
 7. Review of the audit plan for the financial year ended 31 March 2011;
 8. Review of the Company's systems of financial controls, internal control and risk management;
 9. Review the adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting function, and their training programmes and budget;
 10. Review of internal/external auditor's significant findings and recommendations, and monitoring of the subsequent implementation;
 11. Review of the effectiveness of the internal audit function of the Company;
 12. Approval of the 2012 internal audit plans;
 13. Review of the continuing connected transactions; and
 14. Meeting with the external auditor, in the absence of Management.
6. 檢討外聘核數師核數工作之獨立性、客觀性及有效性，並檢討聘用外聘核數師提供非核數服務之政策；
 7. 審閱截至二零一一年三月三十一日止財政年度之審核計劃；
 8. 檢討本公司之財務監控、內部監控及風險管理制度；
 9. 檢討本公司在會計及財務匯報職能上之資源、員工之資歷和經驗、其培訓計劃及預算等方面是否足夠；
 10. 檢討內部／外聘核數師之重要調查結果及建議，並監察其後之實行；
 11. 檢討本公司內部審核職能之有效性；
 12. 批准二零一二年之內部審核計劃；
 13. 審閱持續關連交易；及
 14. 在管理層缺席的情況下，與外聘核數師會晤。

Remuneration Committee

Composition

The Remuneration Committee consists of three members, the majority of whom are Independent Non-Executive Directors. The current members of this Committee are Ir James Chiu (Chairman), Ir Dr Wong Kam Cheong, Stanley and Professor Lee Chack Fan.

Role and Function

The Remuneration Committee has been established to ensure there is a formal and transparent procedure for setting policy on the remuneration of Executive Directors and for fixing the remuneration packages for all Directors. This Committee is mainly responsible for making recommendations to the Board on the Company's policy and structure for remuneration of Directors and Senior Management, and making recommendations on the manpower deployment plan.

Summary of Work Done

The following is a summary of the work performed by the Remuneration Committee during the year ended 31 March 2011:

1. Review of emoluments of Executive Directors and Senior Management; and
2. Review of year end bonus of Executive Directors and Senior Management.

薪酬委員會

組成

薪酬委員會由三位成員組成，他們當中大部份成員為獨立非執行董事。本委員會現時由趙煒各工程師（主席）、黃錦昌博士，工程師及李焯芬教授組成。

角色與職能

成立薪酬委員會旨在確保在釐定執行董事薪酬之政策及釐定全體董事之薪酬組合方面，有一套正式且具透明度的程序。本委員會主責就本公司有關董事及高級管理層之薪酬政策及架構，向董事局提供建議，並就人力資源調配方案提供建議。

工作概要

薪酬委員會於截至二零一一年三月三十一日止年度之工作概要如下：

1. 檢討執行董事及高級管理層之薪酬；及
2. 檢討執行董事及高級管理層之年終花紅。

Remuneration Policy

The Company ensures that the remuneration offered is appropriate for the duties, in line with market practice and pay levels, and effective in attracting, retaining and motivating employees (including Executive Directors). For Non-Executive Directors, the Company ensures that they are sufficiently but not excessively compensated for their efforts and time dedicated to the Company. No individual determines his or her own remuneration.

The remuneration of Directors is determined with reference to market competitiveness, job responsibilities, and performance of the Company and the individual. Details of the emoluments of Directors during the year ended 31 March 2011 are set out on page 92 of this annual report.

Nomination Committee

Composition

The Nomination Committee consists of three members, the majority of whom are Independent Non-Executive Directors. The current members of this Committee are Professor Lee Chack Fan (Chairman), Mr Lau Ko Yuen, Tom and Mr Iain Ferguson Bruce.

Role and Function

The Nomination Committee was established to ensure there is a formal, considered and transparent procedure for the appointment of new Directors to the Board. The duties of this Committee include reviewing the structure, size and composition of the Board and, if necessary, recommending changes. It is also responsible for identifying individuals suitably qualified to become members of the Board and selecting, or making recommendations to the Board on the selection of, individuals to be nominated for directorships.

The terms of reference of the Nomination Committee were revised in March 2011 in the light of the proposed amendment of the Listing Rules (as set out in the Consultation Paper on Review of the Code on Corporate Governance Practices and Associated Listing Rules, issued by the Hong Kong Stock Exchange in December 2010 (the "Consultation Paper")), to assign a new role to this Committee to review the effectiveness of the Directors.

Summary of Work Done

The following is a summary of the work performed by the Nomination Committee during the year ended 31 March 2011:

1. Review of the structure, size and composition (including the skills, knowledge and experience) of the Board;
2. Assessment of the independence of the Independent Non-Executive Directors; and
3. Review of the Company's policy on nomination of Directors.

薪酬政策

本公司確保所支付之薪酬與職務相配，並與市場慣性及水平保持一致；薪金水平必須具競爭力，能有效吸引、挽留及推動僱員（包括執行董事）。就非執行董事，本公司確保因應其投入本公司之精力及時間給予充裕而不過高之酬勞。概無人士自行釐定其個人薪酬。

董事之薪酬按市場競爭力、職務，及本公司及個別人士之表現釐定。截至二零一一年三月三十一日止年度之董事酬金詳情載於本年報第92頁。

提名委員會

組成

提名委員會由三位成員組成，他們當中大部份成員為獨立非執行董事。本委員會現時由李焯芬教授（主席）、劉高原先生及布魯士先生組成。

角色及職能

成立提名委員會旨在確保在委任新董事加入董事局方面有一套正式、經深思熟慮及具透明度之程序。本委員會之主要職責包括檢討董事局之架構、人數及組成，並於必要時提出改變的建議。其亦負責物色合資格加入董事局之人士，及就獲提名出任董事人士之遴選向董事局作出推薦。

因應上市規則之建議修訂（載列於一份香港聯交所於二零一零年十二月刊發之有關檢討企業管治常規守則及相關上市規則的諮詢文件（「諮詢文件」），提名委員會之職權範圍已於二零一一年三月修訂，以分配本委員會予檢討董事效能之新角色。

工作概要

提名委員會於截至二零一一年三月三十一日止年度之工作概要如下：

1. 檢討董事局之架構、人數及組成（包括技能、知識及經驗）；
2. 評估獨立非執行董事之獨立性；及
3. 檢討有關本公司董事提名之政策。

Nomination Procedure

The Nomination Committee reviews the structure, size and composition (including skills, knowledge and experience) of the Board on a regular basis and makes recommendations to the Board regarding any proposed changes.

Appointments of new Directors are first considered by the Nomination Committee. In considering the appointment of a Director, this Committee applies criteria such as professional and educational background, relevant experience, and qualifications. The recommendations of this Committee are then put to the Board for consideration and approval. Thereafter, all Directors appointed to fill casual vacancy are subject to election by shareholders at the first general meeting after their appointment.

Management and the Company Secretary liaise with the newly appointed Directors to acquaint them with their duties and responsibilities as Directors and the business operations of the Company. A package of orientation materials setting out their duties and responsibilities under the Listing Rules, Companies Ordinance, and other relevant regulatory requirements of Hong Kong is also provided to each newly appointed Director.

Details on legal and regulatory changes are also provided to all Directors in the discharge of their duties.

Finance and Investment Committee

Composition

The Finance and Investment Committee consists of three members. The current members of this Committee are Mr Iain Ferguson Bruce (Chairman), Ir Dr Wong Kam Cheong, Stanley and Mr Law Hon Wa, William.

Role and Function

The Finance and Investment Committee is mainly responsible for making recommendations to the Board on matters relating to investing in assets, evaluating the budgets of all key expenditures, reviewing financial performance against forecast, and considering dividend payout.

Summary of Work Done

The following is a summary of the work performed by the Finance and Investment Committee during the year ended 31 March 2011:

1. Review and evaluation of actual-to-budget results for the year ended 31 March 2010 and for the six months ended 30 September 2010 (including budget of all key expenditures);
2. Review of financial performance against forecast;

提名程序

提名委員會定期檢討董事局之架構、人數及組合(包括其技能、知識與經驗)，並就任何擬議改變向董事局提供建議。

新董事之委任由提名委員會首先考慮。審議董事提名事宜時，本委員會考慮有關人士專業及教育背景、相關經驗及資歷等方面，並向董事局提議合適之候選人供審議及審批。此後，所有為填補臨時空缺而被委任的董事均在他們獲委任後之首次股東大會上被股東選舉。

管理層及公司秘書會聯絡新獲委任董事，使他們熟悉身為董事之職責及責任，以及公司之業務營運，並向其提供列載根據上市規則、公司條例及香港其它相關監管規定董事須有的職責及責任等要求之迎新文件。

公司也向所有董事提供有關履行其職責方面的法制及監管之變動詳情。

財務及投資委員會

組成

財務及投資委員會由三位成員組成，本委員會現時由布魯士先生(主席)、黃錦昌博士，工程師及羅漢華先生組成。

角色及職能

財務及投資委員會主要負責就有關資產投資向董事局提出建議、評估一切主要開支預算、審閱財政表現與預測進行比較，以及考慮派付股息。

工作概要

財務及投資委員會於截至二零一一年三月三十一日止年度之工作概要如下：

1. 檢討及評估截至二零一零年三月三十一日止年度及截至二零一零年九月三十日止六個月實際業績與預算對比(包括所有主要開支之預算)；
2. 檢討財務表現及其相對預測；

3. Discussion on changes in accounting standards which may affect the Company's financial statements for the year ended 31 March 2010 and for the six months ended 30 September 2010; and
4. Consideration of the payment of the 2010 final dividend and 2011 interim dividend.

Disclosures Committee

Composition

The Disclosures Committee consists of three members. The current members of this Committee are Mr Iain Ferguson Bruce (Chairman), Mr Lau Ko Yuen, Tom and Mr Law Hon Wa, William.

Role and Function

The Disclosures Committee is mainly responsible for overseeing disclosures to shareholders, the public, and relevant statutory authorities, and for overseeing compliance with any applicable legal requirements for disclosure.

Summary of Work Done

The work done by the Disclosures Committee during the year ended 31 March 2011 included the review of the content of announcements relating to the annual results of the Group for the year ended 31 March 2010, and the interim results of the Group for the six months ended 30 September 2010.

Corporate Governance Committee

Establishment

The Corporate Governance Committee was established in March 2011 in the light of the proposed amendment of the Listing Rules (as set out in the Consultation Paper) in order to further strengthen the Company's corporate governance.

Composition

The Corporate Governance Committee consists of three members, the majority of whom are Independent Non-Executive Directors. The current members of this Committee are Ir James Chiu (Chairman), Mr Lau Ko Yuen, Tom and Mr Iain Ferguson Bruce.

Role and Function

The Corporate Governance Committee is mainly responsible for developing and regularly reviewing the Company's compliance with legal, regulatory and corporate governance standards and makes recommendations to the Board.

Summary of Work Done

Since the Corporate Governance Committee was newly established, no meeting of this Committee was held during the year ended 31 March 2011.

3. 討論可能對本公司截至二零一零年三月三十一日止年度及截至二零一零年九月三十日止六個月之財務報表造成影響之會計準則之變動；及
4. 審議二零一零年末期股息及二零一一年中期股息之派付事宜。

披露委員會

組成

披露委員會由三位成員組成。本委員會現時由布魯士先生(主席)、劉高原先生及羅漢華先生組成。

角色與職能

披露委員會主要負責監督向股東、公眾及相關法定機構作出之披露，亦監管確保遵守任何有關披露之適用法例規定。

工作概要

披露委員會於截至二零一一年三月三十一日止年度之工作包括審閱就本集團於截至二零一零年三月三十一日止年度之全年業績及本集團截至二零一零年九月三十日止六個月之中期業績所登載之公佈內容。

企業管治委員會

成立

因應上市規則之建議修訂(載列於諮詢文件)，企業管治委員會已於二零一一年三月成立，以加強本公司企業管治。

組成

企業管治委員會由三位成員組成，他們當中大部份成員為獨立非執行董事。本委員會現時由趙雅各工程師(主席)、劉高原先生及布魯士先生組成。

角色與職能

企業管治委員會主要負責制定及定期檢討本公司在法律、常規及企業管治準則之遵行，並向董事會提出建議。

工作概要

由於企業管治委員會剛成立，截至二零一一年三月三十一日止年度內並沒有舉行任何會議。

Corporate Governance Report

企業管治報告

Executive Committee

Composition

The current members of the Executive Committee are Ir Dr Wong Kam Cheong, Stanley (Chairman), Mr Chan Fut Yan and Mr Law Hon Wa, William.

Role and Function

The Executive Committee is mainly responsible for handling the management and operations of the day-to-day business of the Group.

Management Functions

The division of responsibilities between the Board and Management are clearly set out in writing to ensure that there is a segregation of duties with clear accountability.

The Board, under the leadership of the Chairman of the Company, has delegated all the day-to-day operations and management of the Company's business to Management, who is under the leadership of the Chief Executive Officer of the Company. Management is required to report to the Board on their decisions or recommendations.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in Appendix 10 of the Listing Rules as its own code of conduct regarding securities transactions by the Directors.

All Directors have confirmed, following specific enquiry by the Company, that they complied with the required standard set out in the Model Code during the year ended 31 March 2011.

The Company has also adopted a code of conduct governing securities transactions by employees who are likely to be in possession of unpublished price-sensitive information in relation to the Group.

DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the financial statements of the Group. With the assistance of the accounts department, the Directors ensure that the financial statements of the Group are prepared on a going concern basis and in accordance with statutory requirements and applicable financial reporting standards. The Directors also ensure that the financial statements of the Group are published in a timely manner.

The statement by the external auditor of the Company regarding their reporting responsibilities of the financial statements of the Group is set out in the Independent Auditor's Report on pages 53 and 54 of this annual report.

執行委員會

組成

執行委員會之現任成員為黃錦昌博士，工程師（主席）、陳佛恩先生及羅漢華先生。

角色與職能

執行委員會主要負責處理本集團日常業務之管理以及營運。

管理職能

董事局與管理層之職責區分以書面形式清晰列明，以保證各司其職。

以本公司主席為首的董事局已將本公司業務之一切日常營運及管理工作的轉授予以本公司行政總裁為首的管理層負責。管理層須向董事局匯報其決議或建議。

董事之證券交易

本公司已採納上市規則附錄十所載，上市發行人進行證券買賣之標準守則（「標準守則」），作為有關董事進行證券交易之操守守則。

本公司作出具體查詢後，全體董事已經確認，他們於截至二零一一年三月三十一日止年度內均有遵守標準守則規定之準則。

本公司並已採納了針對可能獲取有關本集團未公佈之股價敏感性資料的僱員進行證券交易的行為守則。

董事對財務報表之責任

董事確認他們有責任編製本集團之財務報表。在會計部門協助下，董事確保本集團之財務報表乃根據法定要求及採用合適的財務報告準則，按持續經營基準編製。董事亦確保本集團準時刊發其財務報表。

本公司外聘核數師就彼等對本集團之財務報表之申報責任所作聲明，載於本年報第53頁及第54頁之獨立核數師報告書。

EXTERNAL AUDITOR

At the Company's Annual General Meeting held on 3 September 2010, shareholders approved the re-appointment of Messrs Deloitte Touche Tohmatsu as the Company's external auditor for the financial year ended 31 March 2011.

The fees paid to the external auditor for audit and non-audit services for the year ended 31 March 2011 (and the comparative figures for the year ended 31 March 2010) are as follows:

外聘核數師

於二零一零年九月三日舉行之本公司股東週年大會上，股東批准續聘德勤•關黃陳方會計師行為本公司截至二零一一年三月三十一日止年度之外聘核數師。

截至二零一一年三月三十一日止年度（及與截至二零一零年三月三十一日止年度之數字對照），應付本公司外聘核數師之核數及非核數服務之費用如下：

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Audit fee	核數費用	3,643	3,313
Non-audit services fees	非核數服務費用		
Interim review fee	中期審閱費用	680	630
Tax services	稅務服務	239	213
Provident fund audit	公積金核數	16	17
		935	860

The Audit Committee of the Company is responsible for approving the remuneration and terms of engagement of the external auditor and ensuring the continuing objectivity and independence of the external auditor. The Audit Committee of the Company has resolved to recommend the re-appointment of Messrs Deloitte Touche Tohmatsu as external auditor of the Company. This resolution has been endorsed by the Board and is subject to final approval and authorization by the shareholders at the 2011 Annual General Meeting.

本公司審核委員會負責審批聘用外聘核數師之薪酬及條件，並保證外聘核數師之持續客觀性及獨立性。本公司審核委員會已議決重新提名德勤•關黃陳方會計師行為本公司外聘核數師。此決議已被董事局批錄，並有待於二零一一年股東週年大會上進行最終審批及授權。

INTERNAL CONTROL AND RISK MANAGEMENT

Introduction

The Board acknowledges its responsibility for the Company's system of internal control and for reviewing its effectiveness. In meeting its responsibility, the Board seeks to increase risk awareness across the Company's business operations and has put in place policies and procedures which provide a framework for controls and management of risks.

The Board is also committed to managing risks and monitoring its business and financial activities in a manner which enables it to maximize profitable business opportunities, avoid or reduce risks which can cause loss or reputational damage, ensure compliance with applicable laws and regulations, and enhance resilience to external events.

內部監控及風險管理

導言

董事局有責任維持本集團之內部監控系統及檢討其效益。為履行此責任，董事局致力於本公司業務營運中增強風險意識，並合理制定相關政策及程序，為風險監控及管理的提供框架。

董事局亦致力管控風險及監察其業務及財務活動，務求能盡量提高可獲利商機、避免或減低可能造成損失或破壞聲譽之風險、確保遵守適用法例和法規以及提高對外來事件的回應能力。

Corporate Governance Report

企業管治報告

Internal Control

The Company has had in place an integrated internal control framework, issued by COSO (the Committee of Sponsoring Organizations of the Treadway Commission) in the United States, in complying with Code Provisions of Listing Rules. Internal control is defined as a process designed to provide reasonable assurance regarding the achievement of objectives in relation to the following:

- Effectiveness and efficiency of operations;
- Reliability of financial reporting; and
- Compliance with applicable laws and regulations.

The Company's internal control framework is divided into five inter-related components: control environment, risk assessment, control activities, monitoring and information & communication. It serves as criteria for the effectiveness of the internal control system in supporting the achievement of the separate but overlapping operational, financial reporting and compliance objectives.

The following diagram depicts the comprehensive nature of the Company's internal control framework and illustrates how effective monitoring affects the collective effectiveness of all five components of internal controls:



The Board has overall responsibility for the Company's system of internal control and assessment of risks. The responsibility of day-to-day management of operational risks and the implementation of mitigation measures lies with Management.

內部監控

本公司實行一套綜合內部監控框架，即美國的COSO (the Committee of Sponsoring Organizations of the Treadway Commission) 所頒佈，以助遵守上市規則之守則條文。內部監控被界定為因應就達致以下目標提供合理保證而制訂之流程：

- 營運效益及效率；
- 財務報告之可靠性；及
- 遵守適用法例及法規。

本公司之內部監控框架可分為五個相互關連部分：監控環境、風險評估、監控活動、監察及訊息與溝通。其擔當着有效內部監控系統之準則以支持並達成獨立但相互重疊之營運、財務報告及法規遵守之目標。

下圖描繪了本公司內部監控框架之全面性質，並說明了有效監察如何影響內部監控之所有五個組成部分之集體效益：

董事局須為本公司內部監控系統及風險評估作出整體之承擔。日常營運風險管理及減低風險措施之實施則由管理層負責。

Built into our system are checks and balances such that no single party can “monopolise” a transaction, activity or process to conceal irregularities. Hence, Management has undertaken the following additional checks and balances procedures:

- A clear functional organizational structure was set up with well-defined lines of authority, accountability and responsibilities. Each division clearly understands their scope of business and authorities delegated by Management;
- A “Business Policy and Quality Management” directive was issued by Management to address various important aspects in enhancing prudence in managing and conducting business as a listed company;
- A “Project and Cost Management System” has been developed in order to enhance the Company’s project management system and cost management system;
- A monthly reporting system on the performance of works contracts, and actual financial performance results against budgets to Management was well established. The Board reviews the Company’s operation and financial performance on a quarterly basis;
- Management reviews with each division on monthly basis to ensure that progress payments and final payments shall be received within a reasonable time. In parallel, accounts department also issues a summary of overdue trade receivable to each division regularly to assist the divisional heads to chase all outstanding payments and consequently to improve the Company’s cashflow position;
- The Board reviews annually, in particular, adequacy of resources, qualifications, experience of staff, training programme and budget of the Company’s accounting and financial reporting function as required under the Listing Rules;
- The Audit Committee assesses and monitors the effectiveness of internal control system in detecting fraud and other irregularities by reviewing the work of the internal corporate audit department and its findings; and
- The Company is aware of controlling price-sensitive information and its obligations under the Listing Rules.

The Board conducted a review of the effectiveness of the Company’s internal control systems during the year ended 31 March 2011, and was not aware of any significant issues that would have adverse impact on the effectiveness and adequacy of the internal control system of the Group. Such review covers all material controls, including financial, operational and compliance controls, risk management functions, adequacy of resources, qualifications and experience of staff of the Group’s accounting and financial reporting function, and their training programmes and budget.

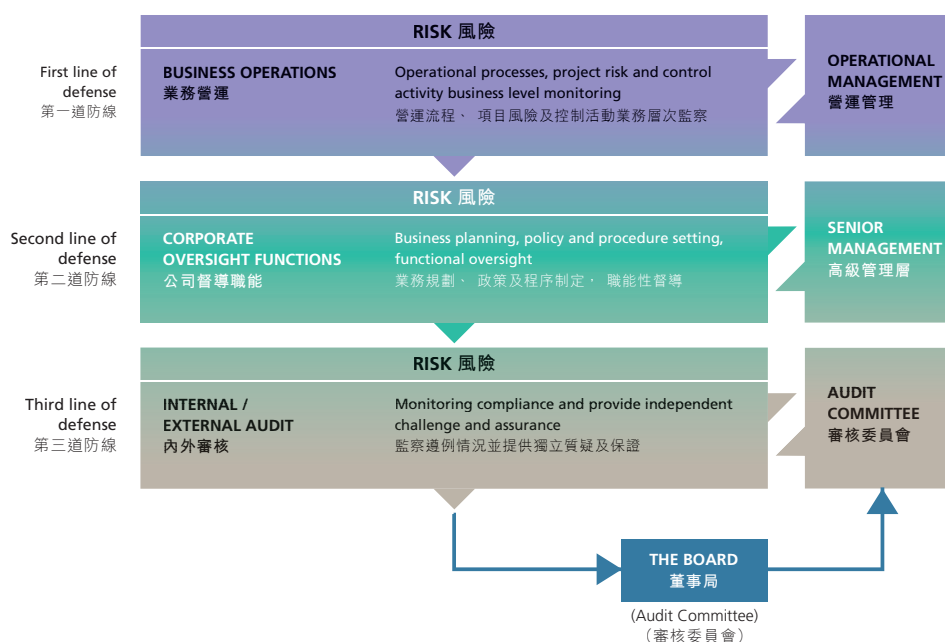
系統兼具制約與平衡措施，使無人可在同一項交易、活動或過程中「權力壟斷」，把違規行為隱瞞。因此，管理層已採取如下的額外制約與平衡程序：

- 建立具清晰界線授權、問責及責任的功能組織架構，使各分部清楚了解其業務範疇及獲管理層授予之權力；
- 管理層已頒佈「業務政策與質量管理」指引以明確多個重要範疇，務求作為上市公司更能審慎管理及經營其業務；
- 「項目與成本管理系統」已開發以提升本公司之項目管理系統及成本管理系統；
- 上報管理層有關工程合約之表現、實際財務表現對比預算案之每月報告系統已建立穩妥。董事局並會每季度檢討本公司之營運以及其財務表現；
- 管理層與各分部按月檢討中期進度款及尾期款之收款情況，以確保各款項可於合理時間內收到。同時，會計部亦定期向各分部發出逾期未付應收貿易帳款概要，協助分部主管追收欠款，最終達致改善本公司現金流狀況；
- 管理層按照上市規則所規定，每年特地檢討本公司在會計及財務匯報職能上之資源、員工之資歷及經驗、其培訓計劃及預算等方面是否足夠；
- 審核委員會透過對內部企業審核部門及其調查結果進行檢討，評估及監察內部監控能否有效辨認欺詐及其他違規行為；及
- 本公司明白須小心處理價格敏感資料及清楚其根據上市規則應承擔之責任。

董事局已就截至二零一一年三月三十一日止年度內本公司內部監控系統之效益進行檢討，並未察覺會對本集團內部監控系統之效益及適用性產生不利影響之任何重大問題。該檢討範圍涵蓋一切重要監控措施，包括財務監控、運作監控及合規監控，以及風險管理職能，本集團在會計及財務匯報職能上之資源、員工之資歷及經驗、其培訓計劃及預算等方面是否足夠。

Risk Management

The Company has established an enterprise risk management framework to identify potential events that may be affecting the Company, to manage risks within its risk appetite and to provide reasonable assurance regarding the achievement of the Company's objectives. It comprises of three lines of defence to provide Management, Audit Committee and the Board with the confidence that the Company is managing its risks and they are:



風險管理

本公司已建立一套企業風險管理框架，以辨認可能影響本公司之潛在事件，防範風險於未然，為達致本公司目標提供合理保障。此框架由三道防線組成，以給予管理層、審核委員會及董事局對本公司能管控風險的信心，分別是：

This enterprise risk management framework will enable the Company to have the following potential benefits:-

- Greater likelihood of achieving business objectives;
- Higher share prices over the longer term;
- Reduction in management time spent "fire fighting";
- Increased likelihood of change initiatives being achieved;
- More focus internally on doing the right things properly;
- Better basis for strategy setting;
- Achievement of competitive advantage;
- Fewer sudden shocks and unwelcome surprises; and
- Early mover into new business areas.

Furthermore, the Company enhanced the tender estimating procedures to identify, control and report on major tendering and estimating risks, including unfamiliarised countries, nature of works, buildabilities and technical feasibilities, changes in tender requirements, unreasonable basis of costs analysis and insufficient information for Management determining final tender sum.

此企業風險管理框架對本公司有以下潛在好處：

- 較大可能達致業務目標；
- 長線利好股價；
- 減少管理層用於「救火」的時間；
- 提高達致積極改革舉措的可能性；
- 更能驅使內部集中適當地處理應處理的事；
- 制定策略時更有把握；
- 加強競爭優勢；
- 減少突發震盪及不期望發生之意外事件；及
- 在新業務範疇早著先機。

另外，本公司改善其投標估計程序，以辨認、控制及匯報重大招標及估計風險，包括非熟悉國家、工程性質、建造及技術可行性、投標規定更改、不合理成本分析基準及資料不足等，以供管理層釐定最後投標金額。

Risk Assessment

During the year ended 31 March 2011, Management and internal corporate audit department carried out the following risk assessment exercises for the Company's operations and their progress and findings are reported to the Audit Committee of the Company quarterly:

- Setting the context of Company's goals and objectives for our risk assessment process;
- Reviewing the Company's key documentation policies and procedures on strategic-management, core-business, and resource-management processes;
- Identifying, assessing and documenting the Company's high-level risks, including financial, operational and compliance aspects;
- Performing a walkthrough check of the high-level risks documented in the risk registers to ascertain whether the control design was effective in addressing the respective risk;
- Identifying and documenting any deviations from the enterprise risk-management framework and providing potential improvement opportunities for any inconsistencies or gaps;
- Conducting technical field audit to help in locating lacunae and deficiencies in site organisation structure and contract management aspects; and
- Preparing an annual risk-based internal audit plan which details the internal auditing works for the next fiscal year.

Internal Audit

The independent internal corporate audit department monitors compliance with management policies and procedures and with regulatory requirements, and conducts testing on the effectiveness of internal control measures. The head of the internal corporate audit department reports directly to the Audit Committee of the Company on audit and internal control matters. A full set of internal audit reports will also be provided to the external auditor.

風險評估

截至二零一一年三月三十一日止年度內，管理層及公司內部企業審核部對本公司現有營運進行如下風險評估，並將評估進度及結果按季向本公司審核委員會匯報：

- 設定本公司就本身風險評估流程的目標及宗旨的內容；
- 檢討本公司有關策略管理、核心業務及資源管理流程之主要文件處理政策及程序；
- 辨認、評估及記錄本公司高層風險，包括財務、營運及遵例各方面；
- 對風險登記冊中記錄之高層風險作概括演練式審查，以確定監控設計能否有效地應對相關風險；
- 辨認及記錄任何有異於企業風險管理框架之情況，從而改善任何差異或差距；
- 進行技術性實地審核，以幫助找出工程項目組織架構及合約管理方面之缺陷及不足之處；及
- 編製年度針對風險的內部審核計劃，詳列下一財政年度之內部審核工作。

內部審核

獨立內部企業審核部負責監察管理政策與程序以及法規規定之合規情況，並對內部監控措施之有效性進行測試。內部企業審核部門主管就審核和內部監控事宜直接向本公司審核委員會匯報。整份內部審核報告亦會提供予外聘核數師。

The majority of key operational controls have been tested for their effectiveness by the internal corporate audit department and a review of the internal control system will be performed at least annually. The testing determines the extent to which operational procedures and controls are being properly followed and implemented in the Company. Based on the results of the tests, division heads are able to prove to Management that internal controls are working as intended or that necessary corrections have been made where control weaknesses were found. Management has adopted all the recommendations and established clear timelines for implementation. Progress will be reported to the Audit Committee of the Company and the Board on quarterly basis.

Using risk-assessment methodology and taking into account the dynamics of the Company's activities, the internal corporate audit department delivers its annual audit plan for next fiscal year which is approved by the Audit Committee of the Company. Under the approved Internal Corporate Audit Charter by the Board, the internal corporate audit department has unrestricted access to information and complete freedom to draw independent conclusions in their audit.

Any significant internal audit findings are discussed with respective division heads to have actions agreed and subsequently followed up, in order to ensure that the risks are mitigated. Whilst the enterprise risk-management framework is designed to identify and manage risks that could adversely impact the achievement of the Company's business objectives, they do not provide absolute assurance against misstatement, errors, losses or fraud.

INVESTOR RELATIONS AND SHAREHOLDER RIGHTS

In order to enhance shareholder and investor understanding of the Group's business, the Company has established several communication channels with shareholders and investors, including (i) printed copies of corporate documents (including but not limited to annual reports, interim reports, circulars and notices of shareholder meetings); (ii) general meetings where shareholders can offer comments and exchange views with the Board; (iii) the Company's website: www.pyengineering.com; and (iv) the Company's share registrar with whom shareholders register their shares.

Shareholders are encouraged to attend all general meetings of the Company, where the Chairman of the Company, Directors, and the external auditor are available to answer questions on the Group's businesses. In order to conduct the general meetings in a transparent manner, it has been the Company's practice to conduct poll voting at general meetings since 2005, way ahead of poll voting being made mandatory for all general meetings effective on 1 January 2009.

主要營運監控措施均經由公司內部企業審核部測試其效益，而內部監控系統檢討亦至少每年進行一次，此等測試可幫助了解到營運程序及監控措施於本公司是否妥當地遵行及其實施的程度。基於測試結果，各分部主管能向管理層證實內部監控措施是按計劃運作，或已就發現的監控弱點作出必要修正。管理層已採納所有建議並制定清晰的實施時間表，進度將按季向本公司審核委員會及董事局匯報。

採用風險評估方法以配合本公司業務的動向，公司內部企業審核部製定下一個財政年度之年度審核計劃書，供本公司審核委員會批核。根據董事局批准的公司內部審核誓章，公司內部企業審核部可不受限制取閱資料，並完全不受干預地作出獨立審核結論。

內部審核發現之任何重大問題會與相關分部主管討論，以協議將採取之行動並隨後跟進，旨在確保減輕風險。儘管企業風險管理框架乃用於辨別和管理可能對達致本公司業務目標造成不利影響之風險，但其不防止錯誤陳述、差錯、損失或欺詐提供絕對保證。

投資者關係及股東權利

為加深股東及投資者對本集團業務之了解，本公司已建立不同渠道與股東及投資者溝通，包括 (i) 印製之公司刊物 (包括而不限於年報、中期報告、通函及股東大會通告)；(ii) 股東大會讓股東可向董事局提出意見及交流觀點；(iii) 本公司網站 www.pyengineering.com；及 (iv) 本公司之股份過戶登記處處理股東之股份登記。

本公司鼓勵股東出席所有股東大會。本公司主席、董事及外聘核數師均會出席股東大會，回答有關本集團業務之問題。為了讓股東大會具透明度地進行，本公司自二零零五年起已率先採取股東大會以點票方式表決之做法，自二零零九年一月一日起，所有股東大會均強制以點票方式表決。

The most recent shareholders' meeting of the Company was the special general meeting held on 6 May 2011. The major item discussed was approval of annual caps for continuing connected transactions, and 100% of the votes cast were in favour of this resolution. The results of the poll voting have been published on the websites of the Company and the Hong Kong Stock Exchange.

Details of the interests of Directors and shareholders in the shares of the Company are shown on pages 43 and 50 of this annual report.

OTHER CORPORATE INFORMATION

Memorandum and Articles of Association

There were no changes to the Company's memorandum and articles of association during the year ended 31 March 2011.

Key Corporate Dates

Events 事項	Dates 日期
Announcement of 2011 interim results 公佈二零一一年中期業績	26 November 2010 二零一零年十一月二十六日
Announcement of 2011 annual results 公佈二零一一年全年業績	24 June 2011 二零一一年六月二十四日
2011 annual general meeting 二零一一年股東週年大會	26 August 2011 二零一一年八月二十六日
Closure of register of members 暫停辦理股東登記手續	5 to 7 September 2011 二零一一年九月五日至二零一一年九月七日
Payment of 2011 final dividend 派付二零一一年末期股息	7 October 2011 二零一一年十月七日

Public Float Capitalisation

The public float capitalisation of the Company was approximately HK\$95 million on 31 March 2011, and approximately HK\$184 million on the date of this report.

By order of the Board

Mui Ching Hung, Joanna
Company Secretary

Hong Kong, 24 June 2011

本公司最近一次股東大會為二零一一年五月六日舉行之股東特別大會。主要討論議題為批准持續關連交易之年度上限，結果本決議案獲100%贊成票。點票表決結果已在本公司及香港聯交所網站刊載。

董事及股東於本公司股份之權益見本年報第43頁及第50頁。

其他公司資料

組織章程大綱及細則

截至二零一一年三月三十一日止年度內，本公司組織章程大綱及細則概無變動。

公司重要日期

公眾持股市值

本公司於二零一一年三月三十一日及本報告書日期之公眾持股市值分別約為95,000,000港元及約184,000,000港元。

承董事局命

梅靜紅
公司秘書

香港，二零一一年六月二十四日

Directors' Report

董事局報告書

The directors present their annual report and the audited consolidated financial statements of Paul Y. Engineering Group Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") for the year ended 31 March 2011.

PRINCIPAL ACTIVITIES

The Company is an investment holding company.

The activities of its principal subsidiaries, associates and jointly controlled entities at 31 March 2011 are set out in note 45 to the consolidated financial statements.

RESULTS AND APPROPRIATIONS

The results of the Group and appropriations of the Company for the year ended 31 March 2011 are set out in the consolidated income statement on page 55 of the annual report and in the accompanying notes to the consolidated financial statements.

MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31 March 2011, the five largest customers and the single largest customer of the Group accounted for approximately 66% and 26% of the turnover of the Group, respectively. The aggregate purchases attributable to the five largest suppliers of the Group during the year were less than 30% of the purchases of the Group.

As far as the directors are aware, none of the directors, their associates, within the meaning of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange") (the "Listing Rules"), or those shareholders which to the knowledge of the directors own more than 5% of the Company's share capital have an interest in any of the five largest customers of the Group for the year ended 31 March 2011.

LIQUIDITY AND CAPITAL RESOURCES

The Group currently maintains a variety of credit facilities to meet its working capital requirements. At 31 March 2011, the Group's total bank borrowings amounted to approximately HK\$253,870,000 with approximately HK\$244,667,000 repayable within one year, approximately HK\$7,498,000 repayable between one to two years and approximately HK\$1,705,000 repayable between two to five years. Cash, bank balances and deposits at 31 March 2011 amounted to approximately HK\$407,107,000. The Group's current ratio was approximately 1.1 and the Group's total bank borrowings to equity ratio was approximately 0.4 at 31 March 2011.

董事謹提呈保華建業集團有限公司(「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年報及經審核綜合財務報表。

主要業務

本公司為一家投資控股公司。

本公司之主要附屬公司、聯營公司及共同控制機構於二零一一年三月三十一日之業務載列於綜合財務報表附註45。

業績及利潤分配

本集團截至二零一一年三月三十一日止年度之業績及本公司於同年之利潤分配，載列於本年報第55頁綜合收益表，以及綜合財務報表附註。

主要客戶及供應商

截至二零一一年三月三十一日止年度，本集團五大客戶及單一最大客戶分別佔本集團之營業額約66%及26%。年內，本集團五大供應商合佔本集團之購貨量不足30%。

據董事所知，概無董事、彼等之聯繫人士(按香港聯合交易所有限公司(「香港聯交所」)證券上市規則(「上市規則」)界定)或就董事所知擁有本公司股本超過5%之股東在截至二零一一年三月三十一日止年度內於本集團五大客戶擁有任何股權權益。

流動資金及資本來源

本集團現時為應付營運資金需要而備有多項信貸融額。於二零一一年三月三十一日，本集團總銀行借款共達約253,870,000港元，其中約244,667,000港元須於一年內償還，約7,498,000港元須於一至兩年內償還，約1,705,000港元須於二至五年內償還。於二零一一年三月三十一日之現金、銀行結餘及存款約為407,107,000港元。於二零一一年三月三十一日，本集團之流動比率約為1.1，而本集團之總銀行借款對權益比率約為0.4。

PROPERTY, PLANT AND EQUIPMENT

During the year, the Group spent approximately HK\$99,158,000 on property, plant and equipment to expand and upgrade its operating capacity.

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

SHARE CAPITAL

Details of movements in the issued share capital of the Company during the year are set out in note 32 to the consolidated financial statements.

SHARE OPTIONS

Particulars of the share option schemes and details of movements in the share options of the Company and its holding company during the year are set out in note 33 to the consolidated financial statements.

DISTRIBUTABLE RESERVES OF THE COMPANY

The Company's reserves available for distribution to shareholders as at 31 March 2011 comprised the retained profits of HK\$46,218,000 (2010: HK\$54,942,000).

物業、機械及設備

年內，本集團之物業、機械及設備開支約為99,158,000港元，乃用於擴充及提升營運設施。

年內，本集團物業、機械及設備之上述變動及其他變動詳情載列於綜合財務報表附註14。

股本

年內，本公司已發行股本之變動詳情載列於綜合財務報表附註32。

購股權

年內，本公司及其控股公司之購股權計劃之資料及購股權變動詳情載列於綜合財務報表附註33。

本公司之可供分派儲備

於二零一一年三月三十一日，本公司可供分派予股東之儲備包括保留溢利46,218,000港元(二零一零年：54,942,000港元)。

Directors' Report

董事局報告書

DIRECTORS

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

Independent Non-Executive Directors

James Chiu, OBE, JP (Chairman)

Lee Chack Fan, SBS, JP

Iain Ferguson Bruce

Non-Executive Director

Lau Ko Yuen, Tom (Deputy Chairman)

Executive Directors

Chan Fut Yan (appointed on 31 May 2010)

(Deputy Chairman)

Wong Kam Cheong, Stanley

(Chief Executive Officer)

Cheung Lee Ming, Andy (resigned on 19 June 2010)

(Chief Financial Officer)

In accordance with Bye-laws 87(1) and 87(2) of the Company's Bye-laws, Professor Lee Chack Fan and Ir Dr Wong Kam Cheong, Stanley, retire by rotation at the forthcoming annual general meeting. All retiring directors, being eligible, offer themselves for re-election at the forthcoming annual general meeting.

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

DIRECTORS' SERVICE CONTRACTS

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

董事

本公司於本年度及截至本報告日期之董事如下：

獨立非執行董事

趙雅各，OBE，JP (主席)

李焯芬，SBS，JP

布魯士

非執行董事

劉高原 (副主席)

執行董事

陳佛恩 (於二零一零年

(副主席)

五月三十一日獲委任)

黃錦昌

(行政總裁)

張利民 (於二零一零年

(財務總裁)

六月十九日辭任)

根據本公司之公司細則第87(1)及87(2)條，李焯芬教授及黃錦昌博士，工程師於即將召開之股東大會上輪席告退。所有退任董事均合資格並願意於即將召開之股東週年大會上膺選連任。

非執行董事之指定任期約為三年，並需根據本公司細則輪席退任。

董事之服務合約

擬於即將召開之股東週年大會上膺選連任之董事，概無與本集團訂立任何不得於一年內被本集團終止而毋須作出賠償(法定賠償除外)之服務合約。

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

At 31 March 2011, the interests and short positions of the directors and chief executives of the Company in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), as recorded in the register of the Company required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") in the Listing Rules were as follows:

(a) Interests in shares and underlying shares of the Company

Name of director	Capacity	Long position	Number of shares of the Company held 所持本公司 股份數目	Approximate percentage of shareholding of the Company 佔本公司股權之 概約百分比
董事姓名	身份	好倉		
Iain Ferguson Bruce 布魯士	Beneficial owner 實益擁有人	Long position 好倉	817,111	0.13%

(b) Interests in shares and underlying shares of PYI Corporation Limited ("PYI")

Name of director	Capacity	Long position	Number of shares of PYI held 所持PYI 股份數目	Number of underlying shares (in respect of the share options (unlisted equity derivatives)) of PYI held 所持PYI 相關股份(有關購股權 (非上市股本衍生工具))數目	Total 總計	Approximate percentage of shareholding of PYI 佔PYI股權 之概約百分比
董事姓名	身份	好倉				
Lau Ko Yuen, Tom 劉高原	Beneficial owner 實益擁有人	Long position 好倉	14,237,475	36,833,332 (Note i) (附註i)	51,070,807	1.13%
Lau Ko Yuen, Tom 劉高原	Family interest and interest of controlled corporation 家族權益及於受 控制法團之權益	Long position 好倉	146,863,544 (Note ii) (附註ii)	-	146,863,544	3.24%
Chan Fut Yan (Note iii) 陳佛恩(附註iii)	Beneficial owner 實益擁有人	Long position 好倉	-	7,083,334 (Note iv) (附註iv)	7,083,334	0.16%

董事於股份、相關股份及債券之權益及淡倉

於二零一一年三月三十一日，本公司董事及主要行政人員於本公司或任何相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第十五部)之股份、相關股份及債券中持有根據證券及期貨條例第352條須存置於本公司登記冊內之權益及淡倉，或根據上市規則之上市公司董事進行證券交易之標準守則(「標準守則」)而須另行知會本公司及香港聯交所之權益及淡倉如下：

(a) 於本公司股份及相關股份之權益

(b) 於保華集團有限公司(「PYI」)之股份及相關股份之權益

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES (continued)

(b) Interests in shares and underlying shares of PYI Corporation Limited ("PYI") (continued)

Notes:

- (i) The share options were granted to Mr Lau Ko Yuen, Tom on 28 December 2004 under the share option scheme of PYI adopted on 27 August 2002 (the "PYI Share Option Scheme") and entitle him to subscribe for a total of 36,833,332 shares upon exercise at the exercise prices of HK\$0.43762 (as to 18,416,666 options) and HK\$0.52940 (as to 18,416,666 options) per share exercisable during the period from 28 December 2004 to 26 August 2012.
- (ii) Such interests are indirectly held by a company which is equally owned by Mr Lau Ko Yuen, Tom and his wife.
- (iii) Appointed as a director of the Company on 31 May 2010.
- (iv) The share options were granted to Mr Chan Fut Yan on 28 December 2004 under the PYI Share Option Scheme and entitle him to subscribe for 7,083,334 shares upon exercise at an exercise price of HK\$0.52940 per share exercisable during the period from 28 December 2004 to 26 August 2012.

PYI, the ultimate holding company of the Company, is an associated corporation, within the meaning of Part XV of the SFO, of the Company.

Save as disclosed above, at 31 March 2011, none of the directors or chief executives of the Company had any interest or short positions in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) as recorded in the register of the Company required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code.

董事於股份、相關股份及債券之權益及淡倉 (續)

(b) 於保華集團有限公司 (「PYI」) 之股份及相關股份之權益 (續)

附註：

- (i) 該等購股權乃根據PYI於二零零二年八月二十七日採納之購股權計劃 (「PYI購股權計劃」) 於二零零四年十二月二十八日授予劉高原先生之購股權，授權彼認購共36,833,332股股份，可於二零零四年十二月二十八日至二零一二年八月二十六日期間按行使價每股0.43762港元 (其中18,416,666份購股權) 及0.52940港元 (其中18,416,666份購股權) 行使。
- (ii) 該等權益乃由劉高原先生及其妻子持有同等權益之公司間接持有。
- (iii) 於二零一零年五月三十一日獲委任為本公司董事。
- (iv) 該等購股權乃根據PYI購股權計劃於二零零四年十二月二十八日授予陳佛恩先生，並授權彼認購合共7,083,334股股份，行使價為每股0.52940港元，可於二零零四年十二月二十八日至二零一二年八月二十六日期間行使。

本公司之最終控股公司PYI，為本公司之相聯法團 (定義見證券及期貨條例第十五部)。

除上文所披露者外，於二零一一年三月三十一日，本公司董事或主要行政人員及彼等之聯繫人士概無於本公司或任何相聯法團 (定義見證券及期貨條例第十五部) 之股份、相關股份或債券中擁有根據證券及期貨條例第352條須存置於本公司登記冊內之任何權益或淡倉，或根據標準守則而須另行知會本公司及香港聯交所之權益或淡倉。

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

(a) The Company

i) *Share option scheme*

As at 31 March 2011, there were no outstanding share options of the Company granted pursuant to the share option scheme of the Company adopted on 7 September 2005.

No share options of the Company were granted, exercised, cancelled or lapsed during the year.

Particulars of share option scheme of the Company are set out in note 33 to the consolidated financial statements.

ii) *Share award scheme*

This scheme, which was adopted by the Company on 6 September 2006, allows the Company to make bonus payments to eligible persons (including employees, directors, consultants, advisers and agents of the Group) by way of the Company's shares acquired by and held through an independent trustee until fulfilment of specified conditions before vesting.

None of the directors of the Company were awarded any of the Company's shares under this share award scheme during the year or at 31 March 2011.

iii) *Share financing plan*

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

None of the directors of the Company acquired any of the Company's shares under this share financing plan during the year or at 31 March 2011.

購入股份或債權證之安排

(a) 本公司

i) *購股權計劃*

於二零一一年三月三十一日，概無根據本公司於二零零五年九月七日採納之購股權計劃授出之本公司購股權。

年內概無已授出、已行使、已註銷或已失效之本公司購股權。

本公司購股權計劃詳情載於綜合財務報表附註33。

ii) *股份獎勵計劃*

根據本公司於二零零六年九月六日採納之股份獎勵計劃，本公司可向合資格人士（包括本集團之僱員、董事、顧問、諮詢人及代理人）以本公司之股份的形式派發花紅，此等股份將由一名獨立受託人購入及持有，直至指定的歸屬條件達成為止。

年內或於二零一一年三月三十一日，概無本公司董事根據此股份獎勵計劃獲授任何本公司股份。

iii) *股份融資計劃*

本公司於二零零六年九月六日採納之計劃容許合資格人士（包括本集團之僱員、董事、顧問、諮詢人及代理人）向本公司或本集團內一間公司借款以無追索權基準購買本公司新或舊股份，而此等股份則質押予本公司作為抵押品，惟須符合上市規則有關關連交易及其他相關條文之規定。

年內或於二零一一年三月三十一日，概無本公司董事根據此股份融資計劃購買任何本公司股份。

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES (continued)

(b) PYI

i) Share option scheme

Details of movements in the share options of PYI granted under the share option scheme of PYI adapted on 27 August 2002 to directors and a former director of the Company during the year are as follows:

Name of director/ former director	Date of grant	Vesting date	Exercise period	Exercise price per share	Number of shares of PYI to be issued upon exercise of the share options		
					Outstanding at 1.4.2010	Lapsed during the year	Outstanding at 31.3.2011
董事／前董事姓名	授出日期	歸屬日期	行使期	每股行使價 HK\$ 港元	於二零一零年 四月一日 尚未行使	年內失效	於二零一一年 三月三十一日 尚未行使
Lau Ko Yuen, Tom 劉高原	28.12.2004	28.12.2004	28.12.2004 to 26.8.2012	0.43762	18,416,666	–	18,416,666
	28.12.2004	28.12.2004	28.12.2004 to 26.8.2012	0.52940	18,416,666	–	18,416,666
	18.9.2007	18.9.2009	18.9.2009 to 17.9.2010	1.25151	11,050,000	(11,050,000)	–
Chan Fut Yan (Note 1) 陳佛恩(附註1)	28.12.2004	28.12.2004	28.12.2004 to 26.8.2012	0.52940	7,083,334	–	7,083,334
Cheung Lee Ming, Andy (Note 2) 張利民(附註2)	3.6.2008	3.6.2009	3.6.2009 to 2.6.2010	0.88232	1,416,666	(1,416,666)	–
					56,383,332	(12,466,666)	43,916,666

Notes:

1. Appointed as a director of the Company on 31 May 2010.

2. Resigned as a director of the Company on 19 June 2010.

During the year, none of the directors of the Company were granted any share options of PYI and no share options of PYI granted to the above directors of the Company were cancelled or exercised during the year.

Particulars of share option scheme of PYI are set out in note 33 to the consolidated financial statements.

購入股份或債權證之安排(續)

(b) PYI

i) 購股權計劃

年內本公司董事及前董事根據PYI於二零零二年八月二十七日採納之購股權計劃獲授之PYI購股權之變動詳情如下：

Name of director/ former director	Date of grant	Vesting date	Exercise period	Exercise price per share	Number of shares of PYI to be issued upon exercise of the share options		
					Outstanding at 1.4.2010	Lapsed during the year	Outstanding at 31.3.2011
董事／前董事姓名	授出日期	歸屬日期	行使期	每股行使價 HK\$ 港元	於二零一零年 四月一日 尚未行使	年內失效	於二零一一年 三月三十一日 尚未行使
Lau Ko Yuen, Tom 劉高原	28.12.2004	28.12.2004	28.12.2004 to 26.8.2012	0.43762	18,416,666	–	18,416,666
	28.12.2004	28.12.2004	28.12.2004 to 26.8.2012	0.52940	18,416,666	–	18,416,666
	18.9.2007	18.9.2009	18.9.2009 to 17.9.2010	1.25151	11,050,000	(11,050,000)	–
Chan Fut Yan (Note 1) 陳佛恩(附註1)	28.12.2004	28.12.2004	28.12.2004 to 26.8.2012	0.52940	7,083,334	–	7,083,334
Cheung Lee Ming, Andy (Note 2) 張利民(附註2)	3.6.2008	3.6.2009	3.6.2009 to 2.6.2010	0.88232	1,416,666	(1,416,666)	–
					56,383,332	(12,466,666)	43,916,666

附註：

1. 於二零一零年五月三十一日獲委任為本公司董事。

2. 於二零一零年六月十九日辭任本公司董事。

年內，本公司董事概無獲授PYI購股權，上述董事獲授之PYI購股權概無註銷或行使。

PYI購股權計劃詳情載於綜合財務報表附註33。

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES (continued)

(b) PYI (continued)

ii) *Share award scheme*

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

None of the directors of the Company were awarded any of PYI's shares under this share award scheme during the year or at 31 March 2011.

iii) *Share financing plan*

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

None of the directors of the Company acquired any of PYI's shares under this share financing plan during the year or at 31 March 2011.

Save as disclosed herein, at no time during the year was the Company or any of its subsidiaries or holding company or any subsidiaries of the Company's holding company, a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debt securities including debentures of, the Company or any other body corporate, and none of the directors, chief executives or their spouse or children under the age of 18, had any right to subscribe for securities of the Company, or had exercised any such rights during the year.

購入股份或債權證之安排 (續)

(b) PYI (續)

ii) *股份獎勵計劃*

根據PYI於二零零六年二月二十三日採納之股份獎勵計劃，PYI可向合資格人士(包括PYI及其附屬公司(「PYI集團」)之僱員、董事、顧問、諮詢人及代理人)以PYI之股份的形式派發花紅，此等股份將由一名獨立受託人購入及持有，直至指定的歸屬條件達成為止。

年內或於二零一一年三月三十一日，概無本公司董事根據此股份獎勵計劃獲授任何PYI股份。

iii) *股份融資計劃*

PYI於二零零六年二月十四日採納之計劃容許合資格人士(包括PYI集團之僱員、董事、顧問、諮詢人及代理人)向PYI或PYI集團內一間公司借款以無追索權基準購買PYI新或舊股份，而此等股份則質押予PYI作為抵押品，惟須符合上市規則項下有關關連交易及其他相關條文之規定。

年內或於二零一一年三月三十一日，概無本公司董事根據此股份融資計劃購買任何PYI股份。

除本文所披露者外，本公司或其任何附屬公司或控股公司，或本公司的控股公司的附屬公司，於年內任何時間概無參與訂立任何安排，以令本公司董事可藉購入本公司或任何其他實體機構之股份或債務證券(包括債券)而獲利，且董事、主要行政人員或彼等之配偶及未滿十八歲之子女概無權認購本公司證券，亦無於年內行使任何該等權利。

DIRECTORS' INTERESTS IN COMPETING BUSINESSES

None of the directors of the Company is interested in any business apart from the Group's businesses which competes or is likely to compete, either directly or indirectly, with the businesses of the Group during the year or at 31 March 2011.

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Save as disclosed under the section headed "Continuing Connected Transactions" below, no contracts of significance to which the Company or any of its holding companies or fellow subsidiaries or subsidiaries was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

CONTINUING CONNECTED TRANSACTIONS

On 1 March 2007, the Company and PYI entered into a conditional business services agreement (the "Original Business Services Agreement") for the period from 1 April 2007 to 31 March 2010 with the annual cap amounts of HK\$60 million, HK\$80 million and HK\$100 million for the financial years ended 31 March 2008, 2009 and 2010, respectively. The entering into of the Original Business Services Agreement constituted a continuing connected transaction for the Company under Chapter 14A of the Listing Rules. Details of these were set out in the circular of the Company dated 15 March 2007.

On 23 April 2008, the Company and PYI entered into a conditional business services agreement (the "Second Business Services Agreement") to adjust the annual cap amounts to HK\$250 million and HK\$350 million for each of the two financial years ended 31 March 2009 and 2010, respectively and to set the annual cap amount at HK\$500 million for the financial year ended 31 March 2011. The entering into of the Second Business Services Agreement constituted a continuing connected transaction for the Company under Chapter 14A of the Listing Rules. Details of which were set out in the circular of the Company dated 14 May 2008 (the "Circular"). The Second Business Services Agreement expired on 31 March 2011.

On 25 March 2011, the Company and PYI entered into a conditional business services agreement and proposed to set the annual cap amounts of HK\$200 million, HK\$300 million and HK\$500 million for the three years ending 31 March 2012, 2013 and 2014 respectively.

董事於構成競爭業務之權益

年內或於二零一一年三月三十一日，如不計本集團業務，本公司董事於與本集團業務直接或間接構成競爭或可能構成競爭之任何業務中，概無擁有任何權益。

董事於重大合約之權益

除下文「持續關連交易」一節披露者外，本公司各董事在本公司或其任何控股公司或同系附屬公司或附屬公司於本年度結算日或年內任何時間訂立之重要合約中概無直接或間接擁有重大權益。

持續關連交易

於二零零七年三月一日，本公司與PYI訂立有條件業務服務協議（「原業務服務協議」），年期為二零零七年四月一日至二零一零年三月三十一日，截至二零零八年、二零零九年及二零一零年三月三十一日止財政年度之年度上限分別為60,000,000港元、80,000,000港元及100,000,000港元。訂立該原業務服務協議構成上市規則第14A章項下本公司之持續關連交易。交易詳情載於本公司日期為二零零七年三月十五日之通函。

於二零零八年四月二十三日，本公司與PYI訂立有條件業務服務協議（「第二業務服務協議」），將截至二零零九年及二零一零年三月三十一日止兩個財政年度各年之年度上限分別調整為250,000,000港元及350,000,000港元，並將截至二零一一年三月三十一日止財政年度之年度上限定為500,000,000港元。根據上市規則第14A章之規定，訂立該業務服務協議構成本公司之持續關連交易。詳情載於本公司日期為二零零八年五月十四日之通函（「通函」）。第二業務服務協議於二零一一年三月三十一日到期。

於二零一一年三月二十五日，本公司與PYI訂立有條件業務服務協議，擬定截至二零一二年、二零一三年及二零一四年三月三十一日止三個年度之年度上限分別為200,000,000港元、300,000,000港元及500,000,000港元。

CONTINUING CONNECTED TRANSACTIONS (continued)

During the year, the Group entered into the following transactions with subsidiaries of PYI, which constituted “continuing connected transactions” or “connected transactions” under the Listing Rules. Details of such transactions are as follows:

Name of party 交易方名稱	Nature of transactions 交易性質	Amount 數額 HK\$'000 千港元
PYI Xingdong Properties (Jiangsu) Limited (“PYI Xingdong”) 保華興東置業(江蘇)有限公司 (「保華興東」)	Project and facilities management fees charged by the Group 本集團收取項目及設施管理費	696
	Interest charged by the Group 本集團收取利息	9,883
		10,579

PYI Xingdong is an associate, within the meaning of the Listing Rules, of PYI, a substantial shareholder of the Company. Mr Lau Ko Yuen, Tom, a director of the Company is also a director of PYI.

The Company’s auditor was engaged 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. The auditor has issued his unqualified letter containing his findings and conclusions in respect of the continuing connected transactions disclosed above in accordance with Rule 14A.38 of the Listing Rules. A copy of the auditor’s letter has been provided by the Company to the Hong Kong Stock Exchange.

The auditor of the Company have reported their factual findings on these procedures to the board of directors of the Company. The independent non-executive directors of the Company have reviewed and confirmed that the continuing connected transactions as set out above have been entered into:

- (i) in the ordinary and usual course of the business of the Group;
- (ii) either on normal commercial terms or on terms no less favourable to the Company than terms available from independent third parties; and

持續關連交易(續)

年內，本集團與PYI旗下附屬公司進行下列交易屬上市規則項下之「持續關連交易」或「關連交易」。有關交易之詳情如下：

保華興東為上市規則所界定本公司主要股東PYI之聯營公司。本公司董事劉高原先生亦為PYI之董事。

本公司核數師已根據香港會計師公會頒佈之香港核證工作準則第3000號「審核或審閱歷史財務資料以外之核證工作」及參照實務說明第740號「關於香港上市規則所述持續關連交易之核數師函件」獲聘報告本集團之持續關連交易。核數師已根據上市規則第14A.38條發出無保留意見函件，當中載有核數師對有關上述本集團披露之持續關連交易之調查結果及結論。本公司已將核數師函件副本送呈香港聯交所。

本公司核數師已將該等程序之調查結果向本公司董事局報告。本公司全體獨立非執行董事已審閱上文載列之持續關連交易及核數師報告書並確認此等交易乃：

- (i) 於本集團日常及一般業務範圍內進行；
- (ii) 按正常商業條款，或不遜於本公司向獨立第三方提供或獲獨立第三方提供之條款進行；及

CONTINUING CONNECTED TRANSACTIONS (continued)

(iii) 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.

INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS/OTHER PERSONS RECORDED IN THE REGISTER KEPT UNDER SECTION 336 OF THE SFO

At 31 March 2011, so far as is known to the directors and the chief executives of the Company, the interests and short positions of the substantial shareholders/other persons in the shares and underlying shares of the Company as recorded in the register of the Company required to be kept under Section 336 of the SFO were as follows:

(1) Interests of substantial shareholders in the shares and underlying shares of the Company

Name of shareholder	Capacity	Long position	Number of shares of the Company held	Approximate percentage of shareholding of the Company
股東名稱	身份	好倉	所持本公司股份數目	佔本公司股權之概約百分比
PYI	Interest of controlled corporation (Note) 於受控制法團之權益(附註)	Long position 好倉	375,826,317	61.92%
PYI Treasury Group Limited ("PYIT")	Interest of controlled corporation (Note) 於受控制法團之權益(附註)	Long position 好倉	375,826,317	61.92%
Growing Success Limited ("Growing Success")	Interest of controlled corporation (Note) 於受控制法團之權益(附註)	Long position 好倉	375,826,317	61.92%
Paul Y. Investments Limited ("PYIL")	Beneficial owner (Note) 實益擁有人(附註)	Long position 好倉	375,826,317	61.92%
CIM Dividend Income Fund Limited	Investment manager 投資經理	Long position 好倉	72,654,933	11.97%

Note:

PYIL is a wholly-owned subsidiary of Growing Success which is in turn a wholly-owned subsidiary of PYIT. PYIT is a wholly-owned subsidiary of PYI. Growing Success, PYIT and PYI are deemed to be interested in the shares in the Company held by PYIL.

持續關連交易(續)

(iii) 按規管有關交易之協議進行，其條款為公平合理，符合本公司股東之整體利益。

根據證券及期貨條例第336條存置之登記冊所記錄之主要股東／其他人士之權益及淡倉

於二零一一年三月三十一日，就本公司董事及主要行政人員所知，根據證券及期貨條例第336條存置之本公司登記冊所記錄之主要股東／其他人士於本公司之股份及相關股份之權益或淡倉如下：

(1) 主要股東於本公司股份及相關股份之權益

附註：

PYIL為Growing Success之全資附屬公司，而Growing Success則為PYIT之全資附屬公司。PYIT為PYI之全資附屬公司。Growing Success、PYIT及PYI被視為於PYIL持有之本公司股份中擁有權益。

INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS/OTHER PERSONS RECORDED IN THE REGISTER KEPT UNDER SECTION 336 OF THE SFO (continued)

根據證券及期貨條例第336條存置之登記冊所記錄之主要股東／其他人士之權益及淡倉（續）

(2) Interests of other persons in shares and underlying shares of the Company

(2) 其他人士於本公司股份及相關股份之權益

Name of person	Capacity	Long position	Number of shares of the Company held	Number of underlying shares (unlisted equity derivatives) of the Company held	Total	Approximate percentage of shareholding of the Company
其他人士姓名／名稱	身份	好倉	所持本公司股份數目	所持本公司相關股份（非上市股本衍生工具）數目	總計	佔本公司股權之概約百分比
Mr Daniel Saul Och	Interest of controlled corporation (Note) 於受控制法團之權益 (附註)	Long position 好倉	37,680,875	2,779,360	40,460,235	6.67%
Och-Ziff Capital Management Group LLC ("Och-Ziff Capital")	Interest of controlled corporation (Note) 於受控制法團之權益 (附註)	Long position 好倉	37,680,875	2,779,360	40,460,235	6.67%
OZ Management, L.P. ("OZ Management")	Investment manager (Note) 投資經理 (附註)	Long position 好倉	37,680,875	2,779,360	40,460,235	6.67%
OZ Master Fund, Ltd ("OZ Master")	Beneficial owner (Note) 實益擁有人 (附註)	Long position 好倉	34,809,257	2,278,837	37,088,094	6.11%
Platinum Global Dividend Fund Limited	Investment manager 投資經理	Long position 好倉	36,000,000	-	36,000,000	5.93%

Note: OZ Master was a fund managed by OZ Management. Och-Ziff Holding Corporation ("Och-Ziff Holding") was the sole general partner of OZ Management, and Och-Ziff Capital was in turn the sole shareholder of Och-Ziff Holding. Mr Daniel Saul Och controlled approximately 77.4% of the voting power at general meetings of Och-Ziff Capital. OZ Management, Och-Ziff Holding, Och-Ziff Capital and Mr Daniel Saul Och were deemed to be interested in the shares of the Company held by OZ Master and other funds under the SFO.

附註：OZ Master為OZ Management所管理之基金。Och-Ziff Holding Corporation（「Och-Ziff Holding」）為OZ Management唯一一般合夥人，而Och-Ziff Capital則為Och-Ziff Holding之唯一股東。Daniel Saul Och先生於Och-Ziff Capital股東大會上控制約77.4%表決權。根據證券及期貨條例，OZ Management、Och-Ziff Holding、Och-Ziff Capital及Daniel Saul Och先生被視為於由OZ Master及其他基金持有之本公司股份中擁有權益。

Save as disclosed above, at 31 March 2011, the Company has not been notified of any interests or short position in the shares and underlying shares of the Company as recorded in the register of the Company required to be kept under Section 336 of the SFO.

除上文所披露者外，於二零一一年三月三十一日，根據證券及期貨條例第336條本公司須存置之登記冊所記錄，本公司概無獲知會有其他人士擁有本公司之股份及相關股份之權益或淡倉。

Directors' Report

董事局報告書

RETIREMENT BENEFIT SCHEMES

Information on the Group's retirement benefit schemes is set out in note 39 to the consolidated financial statements.

PRE-EMPTIVE RIGHTS

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

CORPORATE GOVERNANCE

The Company has complied with all code provisions of the Code on Corporate Governance Practices as set out in Appendix 14 of the Listing Rules throughout the year ended 31 March 2011. It has also adopted most of the recommended best practices stated therein.

The Corporate Governance Report is set out on pages 23 to 39 of this annual report.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the directors of the Company, the Company has maintained sufficient public float throughout the year ended 31 March 2011 as required under the Listing Rules.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

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

DONATIONS

During the year, the Group made charitable and other donations of approximately HK\$642,000.

AUDITOR

A resolution will be submitted to the annual general meeting to re-appoint Messrs. Deloitte Touche Tohmatsu as auditor of the Company.

On behalf of the Board

James Chiu, OBE, JP
Chairman

Hong Kong, 24 June 2011

退休福利計劃

本集團退休福利計劃之資料載列於綜合財務報表附註39。

優先購買權

本公司之公司細則或百慕達法例中並無股本優先購買權之條文，規定本公司須按持股比例向現有股東提呈發售新股。

企業管治

截至二零一一年三月三十一日止年度，本公司已遵守上市規則附錄十四所載《企業管治常規守則》之所有守則條文。本公司亦採納其中大部份建議最佳常規。

企業管治報告已載列於本年報第23頁至第39頁。

足夠公眾持股量

根據本公司所得之公開資料及就本公司董事所知，本公司於截至二零一一年三月三十一日止年度一直維持上市規則所訂明之最低公眾持股量。

購買、出售或贖回本公司上市證券

年內，本公司或其任何附屬公司概無購買、出售或贖回本公司之上市證券。

捐款

本集團於本年度作出約642,000港元之慈善及其他捐款。

核數師

本公司將於股東週年大會上提呈一項決議案續聘德勤•關黃陳方會計師行為本公司之核數師。

代表董事局

趙雅各，OBE，JP
主席

香港，二零一一年六月二十四日

Deloitte. 德勤

TO THE MEMBERS OF PAUL Y. ENGINEERING GROUP LIMITED
(incorporated in Bermuda with limited liability)

We have audited the consolidated financial statements of Paul Y. Engineering Group Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 55 to 145, which comprise the consolidated statement of financial position as at 31 March 2011, and the consolidated income statement, consolidated statement of comprehensive income, consolidated statement of changes in equity and 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.

Auditor's Responsibility

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

致保華建業集團有限公司全體股東
(在百慕達註冊成立之有限公司)

本核數師行已完成審核第55頁至第145頁所載保華建業集團有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)之綜合財務報表，包括於二零一一年三月三十一日之綜合財務狀況表及截至該日止年度之綜合收益表、綜合全面收益表、綜合權益變動表及綜合現金流動表，以及主要會計政策概要及其他註釋。

董事就綜合財務報表須承擔之責任

貴公司董事須負責根據香港會計師公會頒佈之香港財務報告準則及香港公司條例之披露規定編製真實與公平之綜合財務報表，以及落實董事認為編製綜合財務報表所必要之有關內部監控，以使綜合財務報表不存在因欺詐或錯誤而引起之重大錯誤陳述。

核數師之責任

本核數師行的責任是根據本核數師行審核工作的結果，對綜合財務報表提出意見，並按照百慕達公司法第90條的規定，僅向整體股東報告。除此以外，本核數師行的報告書不可用作其他用途。本核數師行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。本核數師行已根據香港會計師公會頒佈的香港審計準則進行審核。這些準則要求本核數師行遵守道德規範，並規劃及執行審核，以合理確定綜合財務報表是否不存有任何重大錯誤陳述。

Independent Auditor's Report

獨立核數師報告書

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 auditor's judgment, 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 auditor considers internal control relevant to the entity's preparation of the 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 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.

Deloitte Touche Tohmatsu
Certified Public Accountants

Hong Kong, 24 June 2011

審核涉及執程序以獲取有關綜合財務報表所載金額及披露資料的審核憑證。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有重大錯誤陳述的風險。在評估該等風險時，核數師會考慮與該公司編製及真實與公平地列報綜合財務報表相關的內部監控，以便設計適當的審核程序，但此並非為對公司的內部監控的效能發表意見。審核亦包括評價董事所採用的會計政策的合適性及所作出的會計估計的合理性，以及評價綜合財務報表的整體列報方式。

本核數師行相信，本核數師行所獲得的審核憑證能充足和適當地為下列審核意見建立基礎。

意見

本行認為上述之綜合財務報表均有按照香港財務報告準則真實與公平地反映 貴集團於二零一一年三月三十一日之財政狀況及 貴集團截至該日止年度之溢利及現金流量，並已按照香港公司條例之披露要求而妥善編製。

德勤•關黃陳方會計師行
執業會計師

香港，二零一一年六月二十四日

Consolidated Income Statement

綜合收益表

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

		NOTES 附註	2011 HK\$'000 千港元	2010 HK\$'000 千港元
Turnover	營業額	5	4,333,791	3,644,873
Cost of sales	銷售成本		(4,141,601)	(3,449,549)
Gross profit	毛利		192,190	195,324
Other income	其他收入	7	12,889	22,894
Administrative expenses	行政費用		(155,611)	(152,195)
Finance costs	融資成本	8	(10,076)	(13,561)
Gain on disposal of an associate	出售一間聯營公司之收益		–	25
Gain on disposal of a subsidiary	出售一間附屬公司之收益	37	–	185
Impairment loss recognised in respect of goodwill	確認商譽之減值虧損	16	(74)	(2,692)
Share of results of associates	攤佔聯營公司業績	18	(552)	3,072
Share of results of jointly controlled entities	攤佔共同控制機構業績	19	2,892	(5,241)
Profit before tax	除稅前溢利		41,658	47,811
Income tax expense	所得稅費用	10	(7,895)	(1,240)
Profit for the year	年度溢利	11	33,763	46,571
Profit for the year attributable to:	應佔年度溢利：			
Owners of the Company	本公司擁有人		30,083	44,688
Non-controlling interests	非控股權益		3,680	1,883
			33,763	46,571
Earnings per share	每股盈利	13		
Basic	基本		HK\$0.050 港元	HK\$0.074港元
Diluted	攤薄		N/A 不適用	HK\$0.074港元

Consolidated Statement of Comprehensive Income

綜合全面收益表

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

		2011	2010
		HK\$'000	HK\$'000
		千港元	千港元
Profit for the year	年度溢利	33,763	46,571
Other comprehensive income (expense) for the year:	年度其他全面收益 (開支):		
Exchange differences arising on translation of foreign operations	換算海外業務產生之匯兌差額	7,671	291
Increase in fair value of available-for-sale investments	可供出售之投資之公平值增加	-	96
Share of translation reserve of associates	攤佔聯營公司匯兌儲備	2,171	146
Transfer to profit or loss on disposal of available-for-sale investments	出售可供出售之投資時轉入溢利或虧損	(48)	-
Release of translation reserve upon disposal of an associate	出售一間聯營公司時轉撥匯兌儲備	(4)	-
		9,790	533
Total comprehensive income for the year	年度全面收益總額	43,553	47,104
Total comprehensive income attributable to:	應佔全面收益總額:		
Owners of the Company	本公司擁有人	39,873	45,221
Non-controlling interests	非控股權益	3,680	1,883
		43,553	47,104

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 March 2011 於二零一一年三月三十一日

	NOTES 附註	2011 HK\$'000 千港元	2010 HK\$'000 千港元
NON-CURRENT ASSETS			
非流動資產			
Property, plant and equipment	14	148,956	67,741
Prepaid land lease payments	15	20,261	20,836
Goodwill	16	61,646	61,646
Other intangible assets	17	7,570	7,570
Interests in associates	18	82,178	71,262
Interests in jointly controlled entities	19	4,065	–
Available-for-sale investments	20	–	437
Other debtors – non-current portion	22	153,211	129,486
		477,887	358,978
CURRENT ASSETS			
流動資產			
Prepaid land lease payments	15	575	575
Amounts due from customers for contract works	21	258,350	203,794
Trade and other debtors, deposits and prepayments	22	1,371,647	1,373,721
Amounts due from related companies	23	54,373	47,427
Amounts due from associates	24	43,760	26,672
Amounts due from jointly controlled entities	24	22,956	4
Amounts due from fellow subsidiaries	24	126,845	137,518
Loan to a related company	25	8,148	15,000
Other loans receivable	26	–	62,500
Investments held for trading	27	–	116
Pledged bank deposits	28	75,026	31,569
Short term bank deposits	28	177,513	127,183
Bank balances and cash	28	154,568	163,833
		2,293,761	2,189,912
CURRENT LIABILITIES			
流動負債			
Amounts due to customers for contract works	21	947,938	962,813
Trade and other creditors and accrued expenses	29	848,426	663,446
Amounts due to related companies	23	131	1,940
Amounts due to associates	24	57,557	1,003
Amount due to a jointly controlled entity	24	45,000	–
Amounts due to non-controlling interests	24	61	64
Taxation payable		14,344	7,837
Bank borrowings – due within one year	30	244,667	317,402
		2,158,124	1,954,505
NET CURRENT ASSETS		135,637	235,407
TOTAL ASSETS LESS CURRENT LIABILITIES		613,524	594,385

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 March 2011 於二零一一年三月三十一日

		NOTES 附註	2011 HK\$'000 千港元	2010 HK\$'000 千港元
NON-CURRENT LIABILITY	非流動負債			
Bank borrowings – due after one year	一年後到期之銀行借款	30	9,203	4,972
			604,321	589,413
CAPITAL AND RESERVES	資本及儲備			
Share capital	股本	32	303,477	303,000
Reserves	儲備		301,916	271,657
Equity attributable to owners of the Company	本公司擁有人應佔 權益		605,393	574,657
Non-controlling interests	非控股權益		(1,072)	14,756
TOTAL EQUITY	總權益		604,321	589,413

The consolidated financial statements on pages 55 to 145 were approved and authorised for issue by the Board of Directors on 24 June 2011 and are signed on its behalf by:

載於第55頁至第145頁之綜合財務報表已於二零一一年六月二十四日獲董事局核准及授權刊發，並由下列董事代表董事局簽署：

Chan Fut Yan

陳佛恩

Deputy Chairman (Executive Director)

副主席(執行董事)

Wong Kam Cheong, Stanley

黃錦昌

Executive Director & Chief Executive Officer

執行董事兼行政總裁

Consolidated Statement of Changes in Equity

綜合權益變動表

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

		Attributable to owners of the Company 本公司擁有人應佔									
		Share capital	Share premium	Special reserve	Investment revaluation reserve	Share option reserve	Translation reserve	Retained profits	Sub-total	Non-controlling interests	Total
		股本	股份溢價	特別儲備	投資重估儲備	購股權儲備	匯兌儲備	保留溢利	小計	非控股權益	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 April 2009	於二零零九年四月一日	301,339	274,696	(153,767)	(48)	841	4,068	109,686	536,815	12,873	549,688
Exchange difference arising on translation of foreign operations	換算海外業務產生之匯兌差額	-	-	-	-	-	291	-	291	-	291
Increase in fair value of available-for-sale investments	可供出售之投資之公平值增加	-	-	-	96	-	-	-	96	-	96
Share of translation reserve of associates	攤佔聯營公司匯兌儲備	-	-	-	-	-	146	-	146	-	146
Profit for the year	年度溢利	-	-	-	-	-	-	44,688	44,688	1,883	46,571
Total comprehensive income for the year	年度全面收益總額	-	-	-	96	-	437	44,688	45,221	1,883	47,104
Issue of shares under scrip dividend scheme (Note 32)	根據以股代息計劃發行之股份(附註32)	1,661	(1,661)	-	-	-	-	-	-	-	-
Effect of share options lapsed	已失效購股權之影響	-	-	-	-	(841)	-	841	-	-	-
Credit arising on scrip dividends (Note 12)	以股代息產生之進賬(附註12)	-	-	-	-	-	-	1,661	1,661	-	1,661
Dividends declared (Note 12)	已宣派股息(附註12)	-	-	-	-	-	-	(9,040)	(9,040)	-	(9,040)
At 31 March 2010	於二零一零年三月三十一日	303,000	273,035	(153,767)	48	-	4,505	147,836	574,657	14,756	589,413
Exchange difference arising on translation of foreign operations	換算海外業務產生之匯兌差額	-	-	-	-	-	7,671	-	7,671	-	7,671
Share of translation reserve of associates	攤佔聯營公司匯兌儲備	-	-	-	-	-	2,171	-	2,171	-	2,171
Release of translation reserve upon disposal of an associate	出售一間聯營公司時轉撥匯兌儲備	-	-	-	-	-	(4)	-	(4)	-	(4)
Transfer to profit or loss on disposal of available-for-sale investments	出售可供出售之投資時轉入溢利或虧損	-	-	-	(48)	-	-	-	(48)	-	(48)
Profit for the year	年度溢利	-	-	-	-	-	-	30,083	30,083	3,680	33,763
Total comprehensive income for the year	年度全面收益總額	-	-	-	(48)	-	9,838	30,083	39,873	3,680	43,553
Issue of shares under scrip dividend scheme (Note 32)	根據以股代息計劃發行之股份(附註32)	477	(477)	-	-	-	-	-	-	-	-
Credit arising on scrip dividends (Note 12)	以股代息產生之進賬(附註12)	-	-	-	-	-	-	559	559	-	559
Dividends declared (Note 12)	已宣派股息(附註12)	-	-	-	-	-	-	(9,696)	(9,696)	-	(9,696)
Contribution repaid to non-controlling interests	償還非控股權益出資	-	-	-	-	-	-	-	-	(19,508)	(19,508)
At 31 March 2011	於二零一一年三月三十一日	303,477	272,558	(153,767)	-	-	14,343	168,782	605,393	(1,072)	604,321

Consolidated Statement of Changes in Equity

綜合權益變動表

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

The special reserve of the Group includes the following:

- (a) a credit amount of HK\$1,000,000 representing the difference between the cost of acquisition of two subsidiaries and the nominal amount of their share capital at the date on which they were acquired by Paul Y. Management Contracting Group Limited (“Paul Y. Management Contracting”) before the reverse acquisition as mentioned in note (b) below; and
- (b) a debit amount of HK\$154,767,000 representing the reserve arising from the reverse acquisition of Paul Y. Management Contracting and its subsidiaries (collectively referred to as “Paul Y. Management Contracting Group”), net of refund from ex-shareholder of Paul Y. Management Contracting for the shortfall in net asset value of Paul Y. Management Contracting Group upon completion of the acquisition by the Company from PYI Corporation Limited, the ultimate holding company, of the entire equity interest in, and shareholders’ loan to Paul Y. Management Contracting Group in January 2005.

本集團之特別儲備包括以下項目：

- (a) 一筆為數1,000,000港元之進賬，即收購兩間附屬公司之成本與有關附屬公司於下文附註(b)所述反收購前被保華建設工程集團有限公司(「Paul Y. Management Contracting」)收購當日之股本面值之間的差額；及
- (b) 一筆為數154,767,000港元之借記款，即反收購Paul Y. Management Contracting及其附屬公司(統稱「Paul Y. Management Contracting Group」)產生之儲備，並扣除Paul Y. Management Contracting前股東因本公司於二零零五年一月完成向最終控股公司保華集團有限公司收購Paul Y. Management Contracting Group全部股本權益及股東貸款時Paul Y. Management Contracting Group之資產淨值不足而支付之退款。

Consolidated Statement of Cash Flows

綜合現金流動表

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

		2011 HK\$'000 千港元	2010 HK\$'000 千港元
OPERATING ACTIVITIES	經營業務		
Profit before tax	除稅前溢利	41,658	47,811
Adjustments for:	就下列項目進行調整：		
Depreciation of property, plant and equipment	物業、機械及設備之折舊	16,330	10,754
Finance costs	融資成本	10,076	13,561
Impairment loss recognised in respect of trade debtors	貿易應收款項之已確認減值虧損	-	711
Release of prepaid land lease payments	轉撥預付土地租賃款項	575	575
Gain on disposal of available-for-sale investments	出售可供出售投資之收益	(48)	-
Gain on disposal of investments held for trading	出售持作買賣投資之收益	(70)	-
Interest income	利息收入	(12,889)	(22,894)
Share of results of jointly controlled entities	攤佔共同控制機構業績	(2,892)	5,241
Share of results of associates	攤佔聯營公司業績	552	(3,072)
Loss on disposal of property, plant and equipment	出售物業、機械及設備之虧損	1	37
Loss on changes in fair value of investments held for trading	持作買賣投資之公平值變動之虧損	-	83
Gain on disposal of an associate	出售一間聯營公司之收益	-	(25)
Gain on disposal of a subsidiary	出售一間附屬公司之收益	-	(185)
Loss on deregistration of a subsidiary	撤銷一間附屬公司註冊之虧損	-	5
Impairment loss recognised in respect of goodwill	確認商譽之減值虧損	74	2,692
Operating cash flows before movements in working capital	未計營運資金變動前之經營業務現金流量	53,367	55,294
Changes in amounts due from (to) customers for contract works, net of attributable interest expenses and depreciation	應收(付)客戶合約工程款項變動，並扣除應計利息開支及折舊	(67,810)	221,203
Decrease (increase) in trade and other debtors, deposits and prepayments	貿易及其他應收款項、訂金及預付款項減少(增加)	13,378	(155,952)
Increase in amounts due from related companies	應收關連公司款項增加	(6,946)	(34,809)
(Increase) decrease in amounts due from associates	應收聯營公司款項(增加)減少	(17,088)	31,701
Increase in amounts due from jointly controlled entities	應收共同控制機構款項增加	(22,952)	-
Decrease (increase) in amounts due from fellow subsidiaries	應收同系附屬公司款項減少(增加)	20,556	(26,674)
Decrease in investments held for trading	持作買賣投資減少	186	-
Increase (decrease) in trade and other creditors and accrued expenses	貿易及其他應付款項及應計開支增加(減少)	186,589	(119,734)
(Decrease) increase in amounts due to related companies	應付關連公司款項(減少)增加	(1,809)	327
Increase (decrease) in amounts due to associates	應付聯營公司款項增加(減少)	56,554	(1,570)
(Decrease) increase in amounts due to non-controlling interests	應付非控股權益款項(減少)增加	(3)	29
Cash from (used in) operations	來自(用於)經營業務之現金	214,022	(30,185)
Overseas tax paid	已付海外稅項	(1,645)	(1,292)
NET CASH FROM (USED IN) OPERATING ACTIVITIES	來自(用於)經營業務之現金淨額	212,377	(31,477)

Consolidated Statement of Cash Flows

綜合現金流動表

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

	NOTES 附註	2011 HK\$'000 千港元	2010 HK\$'000 千港元
INVESTING ACTIVITIES	投資業務		
Additions to property, plant and equipment	添置物業、機械及設備	(99,158)	(38,498)
Refundable deposits paid for potential projects	就潛在項目已付之可退還按金	(50,000)	–
(Increase) decrease in pledged bank deposits	已抵押銀行存款(增加)減少	(43,457)	33,730
Increase in loan to a related company	貸款予一間關連公司增加	(10,500)	(24,000)
Additional contribution to an associate	向一間聯營公司額外出資	(9,300)	–
Contribution to a jointly controlled entity	向一間共同控制機構出資	(4,600)	–
Repayment of other loans receivable	償還其他應收貸款	62,500	56,000
Refundable deposits refunded for potential projects	就潛在項目已退還之可退還按金	25,000	–
Repayment of loans to related companies	償還關連公司之貸款	17,352	9,000
Interest received	已收利息	6,336	7,424
Proceeds from disposal of available-for-sale investments	出售可供出售投資所得款項	437	–
Proceeds from disposal of property, plant and equipment	出售物業、機械及設備所得款項	335	340
Acquisition of subsidiaries, net of cash and cash equivalents acquired	收購附屬公司(扣除所收購之現金及與現金等值項目)	234	–
Dividends received from associates	已收聯營公司股息	81	–
Increase in other loans receivable	其他應收貸款增加	–	(88,500)
Additions to other intangible assets	添置其他無形資產	–	(5)
Repayment of deferred consideration receivable	償還應收遞延代價	–	4,000
Proceeds from disposal of a jointly controlled entity	出售一間共同控制機構所得款項	–	916
Net cash inflow from disposal of a subsidiary	來自出售一間附屬公司之現金流入淨額	–	328
NET CASH USED IN INVESTING ACTIVITIES	用於投資業務之現金淨額	(104,740)	(39,265)
FINANCING ACTIVITIES	融資活動		
Repayment of bank loans	償還銀行借款	(303,499)	(211,140)
Contribution repaid to non-controlling interests	償還非控股權益出資	(19,508)	–
Interest paid	已付利息	(8,855)	(12,855)
Dividends paid	已付股息	(9,137)	(7,379)
New bank loans raised	新造銀行借款	226,022	216,425
Advance from a jointly controlled entity	一間共同控制機構墊款	45,000	–
NET CASH USED IN FINANCING ACTIVITIES	用於融資活動之現金淨額	(69,977)	(14,949)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	現金及與現金等值項目增加(減少)淨額	37,660	(85,691)
EFFECT OF FOREIGN EXCHANGE RATE CHANGES	匯率變動之影響	3,405	182
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR	年初之現金及與現金等值項目	291,016	376,525
CASH AND CASH EQUIVALENTS AT END OF THE YEAR	年末之現金及與現金等值項目	332,081	291,016
ANALYSIS OF THE BALANCES OF CASH AND CASH EQUIVALENTS	現金及與現金等值項目結餘分析		
Short term bank deposits	短期銀行存款	177,513	127,183
Bank balances and cash	銀行結餘及現金	154,568	163,833
		332,081	291,016

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

1. GENERAL

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

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

The Company is an investment holding company. The activities of its principal subsidiaries, associates and jointly controlled entities are set out in note 45 to the consolidated financial statements.

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs")

In the current year, the Group has applied the following new and revised standards, amendments and interpretations ("new and revised HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA").

HKFRSs (Amendments)	Improvements to HKFRSs issued in 2009
HKFRSs (Amendments)	Amendments to HKFRS 5 as part of Improvements to HKFRSs issued in 2008
HKFRS 2 (Amendments)	Group Cash-settled Share-based Payment Transactions
HKAS 32 (Amendments)	Classification of Rights Issues
HKAS 39 (Amendments)	Eligible Hedged Items
HK(IFRIC) – Int 17	Distributions of Non-cash Assets to Owners
HK – Int 5	Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause

1. 一般資料

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

綜合財務報表以港元呈列，港元亦為本公司之功能貨幣。

本公司為一家投資控股公司，其主要附屬公司、聯營公司及共同控制機構之業務載於綜合財務報表附註45。

2. 應用新訂及經修改之香港財務報告準則（「香港財務報告準則」）

於本年度，本集團應用以下由香港會計師公會（「香港會計師公會」）頒佈之新訂及經修改準則、修訂及詮釋（「新訂及經修改香港財務報告準則」）。

香港財務報告準則（修訂）	二零零九年頒佈之香港財務報告準則之改進
香港財務報告準則（修訂）	作為二零零八年頒佈之香港財務報告準則之改進部份之香港財務報告準則第5號之修訂
香港財務報告準則第2號（修訂）	集團按現金結算以股份為基礎付款之交易
香港會計準則第32號（修訂）	供股權之分類
香港會計準則第39號（修訂）	合資格對沖項目
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— 詮釋第5號	財務報表之呈列— 借入對附帶按要償還條款之定期借款之分類

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

Except as described below, the application of the new and revised HKFRSs in the current year has had no material effect on the amounts reported in these consolidated financial statements and/or disclosures set out in these consolidated financial statements.

Amendments to HKAS 17 Leases

As part of Improvements to HKFRSs issued in 2009, HKAS 17 Leases has been amended in relation to the classification of leasehold land. Before the amendments to HKAS 17, the Group was required to classify leasehold land as operating leases and to present leasehold land as prepaid lease payments in the consolidated statement of financial position. The amendments to HKAS 17 have removed such a requirement. The amendments require that the classification of leasehold land should be based on the general principles set out in HKAS 17, that is, whether or not substantially all the risks and rewards incidental to ownership of a leased asset have been transferred to the lessee. The application of HKAS 17 does not affect the classification of the Group's leasehold land.

The Group has not early applied the following new and revised standards, amendments and interpretations that have been issued but are not yet effective:

HKFRSs (Amendments)	Improvements to HKFRSs issued in 2010 ¹
HKFRS 7 (Amendments)	Disclosures – Transfers of Financial Assets ²
HKFRS 9	Financial Instruments ³
HKAS 12 (Amendments)	Deferred Tax: Recovery of Underlying Assets ⁴
HKAS 24 (as revised in 2009)	Related Party Disclosures ⁵
HK(IFRIC) – Int 14 (Amendments)	Prepayments of a Minimum Funding Requirement ⁵
HK(IFRIC) – Int 19	Extinguishing Financial Liabilities with Equity Instruments ⁶

2. 應用新訂及經修改之香港財務報告準則 (「香港財務報告準則」) (續)

除下文所述外，於本年度應用此等新訂及經修訂香港財務報告準則並無對該等綜合財務報表所呈報之金額及／或該等綜合財務報表所載列之披露事項構成任何重大影響。

香港會計準則第17號(修訂)租賃

作為於二零零九年頒佈之香港財務報告準則之改進之一部份，香港會計準則第17號租賃已就租賃土地之分類作出修訂。於修訂香港會計準則第17號前，本集團須就租賃土地分類為經營租賃並於綜合財務狀況表內將租賃土地呈列為預付租賃款項。香港會計準則第17號之修訂已刪除此項規定。此等修訂要求租賃土地須按香港會計準則第17號所載之一般原則分類，即按租賃資產所有權附帶之絕大部份風險及回報是否已轉移至承租人為基準。應用香港會計準則第17號對本集團租賃土地分類並無構成影響。

本集團並無提早採納下列已頒佈惟尚未生效之新訂及經修改準則、修訂及詮釋。

香港財務報告準則 (修訂)	於二零一零年頒佈之香港財務報告準則之改進 ¹
香港財務報告準則第7號(修訂)	披露—金融資產之轉讓 ²
香港財務報告準則第9號	金融工具 ³
香港會計準則第12號 (修訂)	遞延稅項：相關資產之收回 ⁴
香港會計準則第24號 (二零零九年經修改)	關連人士之披露 ⁵
香港(國際詮釋委員會) — 詮釋第14號(修訂)	最低資金要求之預付款 ⁵
香港(國際詮釋委員會) — 詮釋第19號	以股本工具消除金融負債 ⁶

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

- ¹ Effective for annual periods beginning on or after 1 July 2010 or 1 January 2011, as appropriate
- ² Effective for annual periods beginning on or after 1 July 2011
- ³ Effective for annual periods beginning on or after 1 January 2013
- ⁴ Effective for annual periods beginning on or after 1 January 2012
- ⁵ Effective for annual periods beginning on or after 1 January 2011
- ⁶ Effective for annual periods beginning on or after 1 July 2010

HKFRS 9 Financial Instruments (as issued in November 2009) introduces new requirements for the classification and measurement of financial assets. HKFRS 9 Financial Instruments (as revised in November 2010) adds requirements for financial liabilities and for derecognition.

Under HKFRS 9, all recognised financial assets that are within the scope of HKAS 39 Financial Instruments: Recognition and Measurement are subsequently measured at either amortised cost or fair value. Specifically, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost at the end of subsequent accounting periods. All other debt investments and equity investments are measured at their fair values at the end of subsequent accounting periods.

In relation to financial liabilities, the significant change relates to financial liabilities that are designated as at fair value through profit or loss. Specifically, under HKFRS 9, for financial liabilities that are designated as at fair value through profit or loss, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is presented in other comprehensive income, unless the presentation of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value attributable to a financial liability's credit risk are not subsequently reclassified to profit or loss. Previously, under HKAS 39, the entire amount of the change in the fair value of the financial liability designated as at fair value through profit or loss was presented in profit or loss.

2. 應用新訂及經修改之香港財務報告準則 (「香港財務報告準則」) (續)

- ¹ 由二零一零年七月一日或二零一一年一月一日 (視情況而定) 或以後開始之年度期間生效
- ² 由二零一一年七月一日或以後開始之全年期間有效
- ³ 由二零一三年一月一日或以後開始之全年期間有效
- ⁴ 由二零一二年一月一日或以後開始之全年期間有效
- ⁵ 由二零一一年一月一日或以後開始之全年期間有效
- ⁶ 由二零一零年七月一日或以後開始之全年期間有效

香港財務報告準則第9號金融工具 (於二零零九年十一月頒佈) 引進金融資產分類及計量之新規定。香港財務報告準則第9號金融工具 (於二零一零年十一月經修改) 加入對金融負債及終止確認之規定。

根據香港財務報告準則第9號，香港會計準則第39號金融工具：確認及計量範圍內之所有已確認金融資產其後應按攤銷成本或公平值計量，尤其是就以收取合約現金流量為目的之業務模式持有之債務投資，及擁有純粹為支付本金及未償還本金利息之合約現金流量之債務投資，一般於其後會計期末按攤銷成本計量。所有其他債務投資及股本投資則於其後會計期末按其公平值計量。

就金融負債而言，主要變動乃與指定為按公平值計入損益之金融負債有關。尤其是，根據香港財務報告準則第9號，就指定為按公平值計入損益之金融負債而言，因金融負債信貸風險有變而導致其公平值變動之款額乃於其他全面收益呈列，除非於其他全面收益呈報該負債信貸風險變動之影響會產生或增加損益之會計錯配，則不在此限。因金融負債之信貸風險而導致其公平值變動其後不會重新分類為損益。過往，根據香港會計準則第39號，指定為按公平值計入損益之金融負債之全部公平值變動款額均於損益中呈列。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

HKFRS 9 is effective for annual periods beginning on or after 1 January 2013, with earlier application permitted.

The directors of the Company anticipate that the application of other new and revised standards, amendments and interpretations will have no material impact on the consolidated financial statements.

3. SIGNIFICANT ACCOUNTING POLICIES

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

The consolidated financial statements have been prepared on the historical cost basis, except for certain financial instruments that are measured at fair values, as explained in the accounting policies set out below. Historical cost is generally based on the fair value of the consideration given in exchange for goods.

The principal accounting policies are set out below.

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (i.e. its subsidiaries). Control is achieved where the Company has the power to govern the financial and operating policies of an entity so as to obtain benefit from its activities.

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

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

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

Non-controlling interests in subsidiaries are presented separately from the Group’s equity therein.

2. 應用新訂及經修改之香港財務報告準則 (「香港財務報告準則」) (續)

香港財務報告準則第9號於二零一三年一月一日或以後開始之年度期間生效，並可提早應用。

本公司董事預計，應用其他新訂及經修改準則、修訂及詮釋將不會對綜合財務報表構成重大影響。

3. 主要會計政策

綜合財務報表乃按照香港會計師公會頒佈之香港財務報告準則編製。另外，綜合財務報表內已包括香港聯交所證券上市規則 (「上市規則」) 及香港公司條例所規定之適用披露。

綜合財務報表乃按歷史成本基準編製，惟若干金融工具則按公平值計量 (如下文所載會計政策所解釋)。歷史成本一般以貨品交易代價之公平值為基準。

主要會計政策載列如下。

綜合基準

綜合財務報表包括本公司及其控制機構 (即附屬公司) 之財務報表。本公司具權力影響該機構之財務及經營政策，藉以從其活動中獲利，即視作取得其控制權。

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

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

所有集團內公司間之交易、結餘、收益及開支在綜合財務報表時均予以對銷。

於附屬公司的非控股權益及與本集團於其中的權益均分開呈列。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Basis of consolidation (Continued)

Allocation of total comprehensive income to non-controlling interests

Total comprehensive income and expense of a subsidiary is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance. Prior to 1 April 2010, losses applicable to the non-controlling interests in excess of the non-controlling interests in the subsidiary's equity were allocated against the interests of the Group except to the extent that the non-controlling interests had a binding obligation and were able to make an additional investment to cover the losses.

Business combinations

Business combinations that took place on or after 1 April 2009

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition related costs are generally recognised in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value at the acquisition date.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after re-assessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

3. 主要會計政策(續)

綜合基準(續)

分配全面收益總額予非控股權益

附屬公司的全面收入及開支總額歸於本公司擁有人及非控股權益，即使此舉會導致非控股權益呈現虧損。二零一零年四月一日前，非控股權益應佔之虧損超過非控股權益所佔附屬公司權益之差額，分配予本集團權益承擔，惟具有約束責任且能夠作出額外投資以彌補虧損之非控股權益所應佔數額除外。

業務合併

於二零零九年四月一日或之後進行之業務合併

收購業務採用收購法入賬。於業務合併轉讓之代價按公平值計量，即本集團對被收購公司前擁有人所轉讓之資產、所產生之負債及本集團於交換被收購公司之控制權所發行之股權於收購日之公平值總和。與收購事項有關之成本一般於產生時在損益中確認。

於收購日，所收購的可識別資產及所承接負債於收購日按其公平值確認。

商譽按所轉讓之代價、任何非控股權益所佔被收購公司之金額及收購方先前所持被收購公司權益(如有)之公平值總和超出所收購之可識別資產及所承接之負債於收購日之淨額之差額計量。倘(經重新評估後)本集團所持被收購公司可識別資產及所承接負債於收購日之淨額超出所轉讓之代價、任何非控股權益所佔被收購公司金額及收購方先前所持被收購公司權益(如有)之公平值總和，所超出之差額即時於盈利或虧損內確認為議價收購收益。

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Business combinations (Continued)

Business combinations that took place on or after 1 April 2009 (Continued)

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at their fair value or another measurement basis required by another standard.

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date (i.e. the date when the Group obtains control), and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed of.

Changes in the value of the previously held equity interest recognised in other comprehensive income and accumulated in equity before the acquisition date are reclassified to profit or loss when the Group obtains control over the acquiree.

Business combinations that took place prior to 1 April 2009

Acquisition of businesses was accounted for using the purchase method. The cost of the acquisition was measured at the aggregate of the fair values, at the date of exchange, of assets given, liabilities incurred or assumed, and equity instruments issued by the Group in exchange for control of the acquiree, plus any costs directly attributable to the business combination. The acquiree's identifiable assets, liabilities and contingent liabilities that met the relevant conditions for recognition were generally recognised at their fair value at the acquisition date.

Goodwill arising on acquisition was recognised as an asset and initially measured at cost, being the excess of the cost of the acquisition over the Group's interest in the recognised amounts of the identifiable assets, liabilities and contingent liabilities recognised. If, after re-assessment, the Group's interest in the recognised amounts of the acquiree's identifiable assets, liabilities and contingent liabilities exceeded the cost of the acquisition, the excess was recognised immediately in profit or loss.

3. 主要會計政策(續)

業務合併(續)

於二零零九年四月一日或之後進行之業務合併(續)

屬現時擁有權權益且賦予其持有人有權於清盤時按比例分佔公司資產淨值之非控股權益，可初步按公平值或非控股權益應佔被收購方可識別資產淨值之已確認金額比例計量。計量基準按個別交易基準而定。其他類別之非控股權益乃按其公平值或另一項準則規定之另一種計量基準計量。

倘業務合併分階段完成，本集團過往於被收購公司擁有之股本權益乃於收購日(即本集團取得控制權之日)重新按公平值計量，就此得出之盈虧(如有)則於損益確認。於收購日前，以往在其他全面收益中確認來自被收購方權益的金額，在該權益出售時獲重新分類至盈利或虧損，倘此分類為合適計量方法。

以往持有的股本權益於其他全面收益確認，並於收購日前累計於權益之價值變動，則於本集團取得該被收購公司控制權時重新分類至損益。

於二零零九年四月一日前收購產生的業務合併

收購業務乃採用收購會計法入賬。收購成本乃按交易當日所給予之資產、所產生或承接之負債，以及本集團為控制被收購公司而已發行股本工具之總公平值，並與業務合併直接應佔之任何成本一起計量。被收購方之可識別資產、負債及或然負債如符合相關確認條件，均以收購日之公平值確認。

收購產生之商譽確認為資產，且初步按成本值計量，即收購成本超出本集團於已確認可識別資產、負債及或然負債之權益之差額。倘於重新評估後，本集團於被收購方之已確認可識別資產、負債及或然負債之權益高於收購成本，則超出數額乃即時於盈利或虧損內確認。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Business combinations (Continued)

Business combinations that took place prior to 1 April 2009 (Continued)

The non-controlling interests in the acquiree were initially measured at the non-controlling interests' proportionate share of the recognised amounts of the assets, liabilities and contingent liabilities of the acquiree.

Property, plant and equipment

Property, plant and equipment are stated at cost less subsequent accumulated depreciation and accumulated impairment losses, if any.

Depreciation is recognised so as to write off the cost of items of property, plant and equipment less their estimated residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Prepaid land lease payments

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

Goodwill

Goodwill arising on an acquisition of a business is carried at cost less any accumulated impairment losses, if any, and is presented separately in the consolidated statement of financial position.

For the purposes of impairment testing, goodwill is allocated to each of the cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination.

3. 主要會計政策(續)

業務合併(續)

於二零零九年四月一日前收購產生的業務合併(續)

被收購方之非控股權益初步按非控股權益於被收購方之資產、負債及或然負債所佔之已確認金額比例計量。

物業、機械及設備

物業、機械及設備按成本減隨後累計折舊及累計減值虧損(如有)列賬。

物業、機械及設備之折舊，乃按其估計可使用年限，並扣除估計剩餘價值，以直線法撇銷其成本確認。估計可使用年限、剩餘價值及折舊方法會在各報告期末檢討，所估計之任何變動之影響按預計基準列賬。

物業、機械及設備於出售或預期繼續使用該資產時並無未來經濟利益時，被終止確認。出售或棄用物業、設備及機器項目所產生之任何收益或虧損乃按有關資產之出售所得款項與其賬面值之差額計算，並確認於盈利或虧損內。

預付土地租賃款項

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

商譽

因收購業務而產生之商譽按成本減任何累計減值虧損(如有)列賬，並於綜合財務狀況報表獨立呈列。

就減值測試而言，商譽乃被分配到各產生現金單位(或產生現金單位之組別)此等組別將預期從合併之協同效應中受益。

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Goodwill (Continued)

A cash-generating unit to which goodwill has been allocated is tested for impairment annually or more frequently whenever there is indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the cash-generating unit to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata on the basis of the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss in the consolidated income statement. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal.

Interests in associates

An associate is an entity over which the investor has significant influence and that is neither a subsidiary nor an interest in a joint venture. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

The results and assets and liabilities of associates are incorporated in the consolidated financial statements using the equity method of accounting. Under the equity method, investments in associates are initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associates. When the Group's share of losses of an associate equals or exceeds its interest in that associate, the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of that associate.

Any excess of the cost of acquisition over the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities of an associate recognised at the date of acquisition is recognised as goodwill, which is included within the carrying amount of the investment.

Any excess of the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities over the cost of acquisition, after reassessment, is recognised immediately in profit or loss.

3. 主要會計政策(續)

商譽(續)

已獲分配商譽之產生現金單位會每年進行減值測試，或當單位有可能出現減值之跡象時增加進行減值測試次數。報告期間之收購所產生之商譽，並已獲分配商譽之產生現金單位的，會於報告期末前進行減值測試。倘產生現金單位之可收回金額少於該單位之賬面值，則減值虧損須予首先削減任何分配到該單位之商譽之賬面值，其後以該單位各資產之賬面值為基準按比例分配到該單位之其他資產之賬面值。商譽之任何減值虧損乃直接於綜合收益表中盈利或虧損內確認。商譽之減值虧損於其後期間不予撥回。

出售相關產生現金單位，則應佔之商譽金額於出售時計入釐定出售損益之金額。

聯營公司權益

聯營公司指投資者對其具有重大影響力之機構，而此機構既非附屬公司亦非共同控制機構權益。重大影響力乃有權參與被投資公司之財務及經營政策決定而非控制或共同控制該等政策。

聯營公司之業績及資產及負債均採用權益會計法計入綜合財務報表。根據權益法，於聯營公司投資乃按成本於綜合財務狀況表進行初步確認，其後作出調整以確認本集團攤佔聯營公司之損益及其他全面收益。如本集團之應佔聯營公司虧損相等於或超出其於聯營公司之權益，則本集團終止確認其應佔之進一步虧損。額外虧損之確認僅以本集團已代該聯營公司產生法定或推定責任或作出付款為限。

任何收購成本超出於收購日本集團應佔聯營公司已確認可資識別資產、負債及或然負債公平淨值之差額，均確認為商譽，並計入投資賬面值。

倘於重新評估後本集團應佔可資識別資產、負債及或然負債公平淨值之權益多於收購成本，則差額即時確認於盈利或虧損內。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Interests in associates (Continued)

From 1 April 2010 onwards, upon disposal of an associate that results in the Group losing significant influence over that associate, any retained investment is measured at fair value at that date and the fair value is regarded as its fair value on initial recognition as a financial asset in accordance with HKAS 39. The difference between the previous carrying amount of the associate attributable to the retained interest and its fair value is included in the determination of the gain or loss on disposal of the associate. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate on the same basis as would be required if that associate had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) when it loses significant influence over that associate.

When a group entity transacts with its associate, profits and losses resulting from the transactions with the associate are recognised in the Group's consolidated financial statements only to the extent of interests in the associate that are not related to the Group.

Interests in jointly controlled entities

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

The results and assets and liabilities of jointly controlled entities are incorporated in the consolidated financial statements using the equity method of accounting. Under the equity method, investments in jointly controlled entities are initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the jointly controlled entities. When the Group's share of losses of a jointly controlled entity equals or exceeds its interest in that jointly controlled entity, the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of that jointly controlled entity.

3. 主要會計政策(續)

聯營公司權益(續)

由二零一零年四月一日起，倘出售聯營公司會導致本集團失去對該聯營公司的重大影響力，則任何保留投資會按當日之公平值計量，並以其根據香港會計準則第39號，首次確認為金融資產之公平值作其公平值。先前已保留權益應佔聯營公司賬面值與其公平值之間的差額，乃計入出售該聯營公司之損益。此外，本集團將先前在其他全面收益就該聯營公司確認之所有金額按該聯營公司直接出售相關資產或負債的基準入賬。因此，倘該聯營公司先前已於其他全面收益確認之損益，則會於出售相關資產或負債時重新分類為損益，當本集團失去對該聯營公司之重大影響力時，本集團將收益或虧損由權益重新分類為損益(即重新分類調整)。

倘一集團實體與其聯營公司交易，與該聯營公司交易所產生之損益，僅會在有關聯營公司之權益與本集團無關的情況下，方會在本集團綜合財務報表確認。

共同控制機構權益

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

共同控制機構之業績及資產及負債均採用權益會計法計入綜合財務報表。根據權益法，於共同控制機構投資乃按成本於綜合財務狀況表進行初步確認，其後作出調整以確認本集團攤佔共同控制機構之損益及其他全面收益。如本集團之應佔共同控制機構虧損相等於或超出其於共同控制機構之權益，則本集團終止確認其應佔之進一步虧損。額外虧損之確認僅以本集團已代該共同控制機構產生法定或推定責任或作出付款為限。

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Interests in jointly controlled entities (Continued)

From 1 April 2010 onwards, upon disposal of a jointly controlled entity that results in the Group losing joint control over that jointly controlled entity, any retained investment is measured at fair value at that date and the fair value is regarded as its fair value on initial recognition as a financial asset in accordance with HKAS 39. The difference between the previous carrying amount of the jointly controlled entity attributable to the retained interest and its fair value is included in the determination of the gain or loss on disposal of the jointly controlled entity. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that jointly controlled entity on the same basis as would be required if that jointly controlled entity had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that jointly controlled entity would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) when it loses joint control over that jointly controlled entity.

When a group entity transacts with its jointly controlled entity, profits and losses resulting from the transactions with the jointly controlled entity are recognised in the Group's consolidated financial statements only to the extent of interests in the jointly controlled entity that are not related to the Group.

Other intangible assets

Other intangible assets with indefinite useful lives are carried at cost less any subsequent accumulated impairment losses (see the accounting policy in respect of impairment losses on tangible and other intangible assets other than goodwill below).

Gains or losses arising from derecognition of an intangible asset are measured at the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the profit or loss in the period when the asset is derecognised.

3. 主要會計政策(續)

共同控制機構權益(續)

由二零一零年四月一日起，倘出售共同控制機構會導致本集團失去對該共同控制機構之共同控制權，則任何保留投資會按當日之公平值計量，並以其根據香港會計準則第39號首次確認為金融資產之公平值作其公平值。先前已保留權益應佔共同控制機構賬面值與其公平值之間的差額，乃計入出售該共同控制機構之損益。此外，本集團將先前在其他全面收益就該共同控制機構確認之所有金額入賬，基準與該共同控制機構直接出售相關資產或負債的基準相同。因此，倘該共同控制機構先前已於其他全面收益確認之收益或虧損會於出售相關資產或負債時重新分類至損益，當本集團失去對該共同控制機構之重大影響力時，本集團將收益或虧損由權益重新分類至損益(作為重新分類調整)。

倘一集團實體與其共同控制機構交易，與該共同控制機構交易所產生之損益，非與本集團相關之權益之部份會在本集團綜合財務報表內確認。

其他無形資產

具無無限使用年期之其他無形資產乃按成本減任何其後確認累計減值虧損(請參閱下文關於有形及其他無形資產(不包括商譽)之減值虧損之會計政策)。

終止確認無形資產所產生盈虧，是按出售所得款項淨額與資產賬面值之差額計算，並於終止確認該資產時，確認當期之盈利或虧損。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment losses on tangible and other intangible assets other than goodwill (see the accounting policy in respect of goodwill above)

At the end of the reporting period, the Group reviews the carrying amounts of its tangible and other intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. In addition, other intangible assets with indefinite useful lives are tested for impairment annually, and whenever there is an indication that they may be impaired. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately.

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

Construction contracts

When the outcome of a construction contract can be estimated reliably, contract revenue and costs are recognised by reference to the stage of completion of the contract activity at the end of the reporting period. Variations in contract work and claims are included to the extent that the amount can be measured reliably and its receipt is considered probable.

When the outcome of a construction contract cannot be estimated reliably, contract revenue is recognised to the extent of contract costs incurred that it is probable will be recoverable. Contract costs are recognised as expenses in the period in which they are incurred. Variations in contract work and claims are included to the extent that the amount can be measured reliably and its receipt is considered probable. Provision is made for foreseeable losses as soon as they are anticipated by management.

When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised as an expense immediately.

3. 主要會計政策(續)

有形及其他無形資產(不包括商譽)之減值虧損(見上述關於商譽之會計政策)

於報告期末，本集團審閱其有形及其他無形資產之賬面值，以便確定是否有任何跡象顯示該等資產蒙受減值虧損。如有存在任何上述跡象，乃估計資產之可收回款額以釐定減值虧損(如有)之程度。此外，具無定限使用年期的其他無形資產進行每年一次減值測試，並在有跡象顯示出現減值時隨時進行減值評估。倘一項資產之可收回款額估計少於其賬面值，則該項資產之賬面值將撇減至其可收回款額。減值虧損即時確認為開支。

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

工程合約

倘工程合約之結果可確實地予以估計，則合約收益及費用參考合約於報告期末之完成階段確認。合約工程之變更及申索計至有關數額可確實地予以計量，且認為可能收取有關數額為限計算在內。

倘工程合約之結果不可確實地予以估計，則合約收益乃以可能將可收回所產生合約成本之程度予以確認。合約成本於產生期間確認為開支。合約工程之變動及申索會以金額能夠可靠地計量及被認為有可能收取為限計算在內。管理層預計有可預見虧損時即會作出撥備。

倘合約費用總額可能超出合約收益總額，則預期虧損即時確認為開支。

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Construction contracts (Continued)

Where contract costs incurred to date plus recognised profits less recognised losses exceed progress billings, the surplus is shown as amounts due from customers for contract works. For contracts where progress billings exceed contract costs incurred to date plus recognised profits less recognised losses, the surplus is shown as amounts due to customers for contract works. Amounts received before the related work is performed are included in the consolidated statement of financial position, as a liability, as advances received. Amounts billed for work performed but not yet paid by the customer are included in the consolidated statement of financial position under trade and other debtors, deposits and prepayments.

Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable.

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

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

Dividend income from investments is recognised when the shareholders' rights to receive payment have been established.

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of revenue can be measured reliably. Interest income from a financial asset is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as 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 eligible for capitalisation.

3. 主要會計政策(續)

工程合約(續)

倘現時之合約費用加經確認溢利減經確認虧損超出進度付款，則盈餘以應收客戶合約工程款項呈示。倘進度付款超出現時之合約費用加經確認溢利減經確認虧損，則盈餘以應付客戶合約工程款項呈示。於進行相關工程前收取之款項納入綜合財務狀況表，作為一項負債計為已收墊款。就已進行工程應收而客戶未支付之款項則納入綜合財務狀況表貿易及其他應收款項、按金及預付款項項下。

收入確認

收入按已收取或應收代價之公平值計量。

來自工程合約之收入乃按竣工百分比方法，並參考年內已核實工程價值確認。

項目管理服務收入及設施管理服務收入於提供服務時確認。

投資之股息收入於股東收取相關股息之權利確立時確認。

金融資產之利息收入於經濟利益很可能流入本集團，且收入數額能可靠計量時確認。金融資產之利息收入參考尚未償還本金及適用之實際利率按時間基準累計，有關利率指於初步確認時按金融資產之估計未來所收現金在預計年內準確貼現至該資產賬面淨值之利率。

借貸成本

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Borrowing costs (Continued)

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

Retirement benefit costs

Payments to defined contribution retirement benefit schemes are charged as expenses or capitalised in contracts in progress, where appropriate, when employees have rendered services entitling them to the contributions.

Leasing

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

The Group as lessee

Operating lease payments are recognised as expenses on a straight-line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed. Contingent rentals arising under operating leases are recognised as expenses in the period in which they are incurred.

In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. The aggregate benefit of incentives is recognised as a reduction of rental expense on a straight-line basis, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

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

3. 主要會計政策(續)

借貸成本(續)

其他一切借貸成本在產生之期間內於損益確認。

退休福利成本

定額供款退休福利計劃之款額於僱員提供合資格獲取該供款之服務時列作開支或於適當時撥充在建合約工程資本。

租約

倘租約條款將擁有權之絕大部份風險及收益轉讓予承租人，則租約被列為融資租約。所有其他租約被列為經營租約。

本集團作為承租人

經營租賃付款按直線法在租約期內確認為開支，除非有另一系統基準為更具代表性的時間段以能體現租賃資產的經濟利益於該時間段被消耗除外。經營租賃項下產生之或然租金於其產生期內確認為開支。

於訂立經營租賃時倘取得租賃獎勵，該等獎勵確認為負債。獎勵利益總額以直線法於租金支出作扣減項目確認，除非有另一系統基準為更具代表性的時間段以能體現租賃資產的經濟利益於該時間段被消耗除外。

稅項

所得稅費用指現時應付稅項及遞延稅項。

現時應付稅項乃按本年度應課稅溢利計算。應課稅溢利與綜合收益表中所報溢利淨額不同，乃由於前者不包括在其他年度應課稅收入或可扣稅開支項目，並且不包括從來不需課稅或不獲扣稅之項目。本集團之本期稅項負債乃按報告期末前已制定或實質上制定之稅率計算。

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation (Continued)

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

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries, and interests in associates and jointly controlled entities, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of the 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 asset to be recovered.

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

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities. Deferred tax is recognised in profit or loss, except when it relates to items that are recognised in other comprehensive income or directly in equity, in which case the deferred tax is also recognised in other comprehensive income or directly in equity, respectively.

3. 主要會計政策(續)

稅項(續)

遞延稅項乃按綜合財務報表資產及負債賬面值及計算應課稅溢利相應稅基之暫時差額確認。遞延稅項負債通常會就所有應課稅暫時差額確認，而遞延稅項資產通常按可能出現可利用暫時差額扣稅之應課稅溢利時，就所有可扣稅暫時差額確認。若於一項交易中，因商譽或因業務合併以外原因開始確認其他資產及負債而引致之暫時差額既不影響應課稅溢利，亦不影響會計溢利，則不會確認該等資產及負債。

遞延稅項負債就因於附屬公司及聯營公司之投資及於共同控制機構之權益產生之應課稅暫時差額而確認，惟若本集團能夠控制暫時差額之撥回，而該暫時差額可能不會於可預見未來撥回則不在此限。與該等投資及權益相關之可扣稅暫時差額所產生之遞延稅項資產僅於可能有足夠應課稅溢利可以使用暫時差額之利益且預計於可見將來可以撥回時確認。

遞延稅項資產之賬面值會於報告期末進行審閱及扣減，直至未來不可能有足夠應課稅溢利令有關資產得以全部或部份收回。

遞延稅項資產及負債乃按償還負債或變現資產之期內所預期之適用稅率，根據報告期末已實施或實際實施之稅率(及稅法)計算。

遞延稅項負債及資產之計量反映按照本集團預期於報告期末可收回或結算其資產及負債之賬面值方式計算而得出之稅務結果。遞延稅項乃於盈利或虧損中確認，除非該稅項與該等項目有關時乃於其他全面收益或直接於股本權益中確認，在此情況下，遞延稅項亦分別於其他全面收益或直接於股本權益中確認。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Foreign currencies

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

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise, except for exchange differences arising on a monetary item that forms part of the Company's net investment in a foreign operation, in which case, such exchange differences are recognised in other comprehensive income and accumulated in equity and will be reclassified from equity to profit or loss on disposal of the foreign operation. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for exchange differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised directly in other comprehensive income, in which cases, the exchange differences are also recognised directly in other comprehensive income.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) at the rate of exchange prevailing at the end of the reporting period, and their income and expenses are translated at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, the exchange rates prevailing at the dates of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity (the translation reserve).

3. 主要會計政策(續)

外幣

於編製集團旗下個別實體之財務報表時，有關實體以功能貨幣以外貨幣(外幣)進行之交易，按交易日期之適用匯率折算為其功能貨幣(即該實體經營業務所在主要經濟環境之貨幣)入賬。於報告期末，以外幣列值之貨幣項目按該結算日之適用匯率重新換算。按公平值列賬且按外幣列值之非貨幣項目乃按釐定公平值當日匯率重新換算。按歷史成本計量之以外幣列值非貨幣項目不予重新換算。

結算貨幣項目及重新換算貨幣項目時所產生之匯兌差額，將於該等差額產生期間確認其損益，除非是由構成本公司於境外業務之淨投資部份之貨幣項目產生之匯兌差額，在此情況下，該匯兌差額則於其他全面收益中確認並於權益中累計，並會在出售境外業務時重新由權益分類為溢利或虧損。因換算按公平值列賬之非貨幣項目產生之匯兌差額計入期內之盈利或虧損中，惟換算直接於其他全面收益內確認盈虧之非貨幣項目產生之匯兌差額除外，在此情況下，匯兌差額亦會直接於其他全面收益中確認。

就綜合財務報表之呈列方式而言，本集團海外業務之資產與負債按於報告期末適用之匯率換算為本集團之呈列貨幣(即港元)，而其收入及開支則按該年度之平均匯率換算，惟匯率於該期間大幅波動則除外，於此情況下，則按各交易日期適用之匯率換算。產生之匯兌差額(如有)於其他全面收益中確認並於權益中累計(匯兌儲備)。

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Foreign currencies (Continued)

From 1 April 2010 onwards, on the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, a disposal involving loss of control over a subsidiary that includes a foreign operation, a disposal involving loss of joint control over a jointly controlled entity that includes a foreign operation, or a disposal involving loss of significant influence over an associate that includes a foreign operation), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss. In addition, in relation to a partial disposal of a subsidiary that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (i.e. partial disposals of associates or jointly controlled entities that do not result in the Group losing significant influence or joint control), the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

Financial instruments

Financial assets and financial liabilities are recognised in the consolidated statement of financial position when a group entity becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Financial assets

The Group's financial assets are classified into one of the three categories, including financial assets at fair value through profit or loss ("FVTPL"), loans and receivables and available-for-sale financial assets. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

3. 主要會計政策(續)

外幣(續)

於二零一零年四月一日起，於出售一家海外業務(即出售本集團於一家海外業務之全部權益、涉及失去對包含海外業務的一家附屬公司之控制權之出售、涉及失去對包含海外業務的一家共同控制機構之共同控制權之出售或涉及失去對包含海外業務之一家聯營公司的重大影響力之出售)時，就本公司擁有人應佔該業務於權益內累計之所有匯兌差額會重新分類至損益。此外，有關部分出售一家附屬公司並未導致本集團失去對該附屬公司之控制權，則按比例將累計匯兌差額重新歸屬為非控股權益，而並不於損益內確認。對於所有其他部分出售(即部分出售聯營公司或共同控制機構並無造成本集團失去重大影響力或共同控制權)，會按比例將累計匯兌差異重新分類至損益。

金融工具

金融資產及金融負債於集團實體成為工具合約條文的訂約方時於綜合財務狀況表確認。

金融資產及金融負債初步以公平值計量。購置或發行金融資產及金融負債(按公平值計入損益之金融資產或金融負債除外)時直接產生之交易成本於初步確認時增加或扣減該金融資產或金融負債(視情況而定)之公平值。因收購按公平值計入損益之金融資產或金融負債而直接產生之交易成本乃即時於損益確認。

金融資產

本集團之金融資產可按下列三項中分類，包括按公平值計入損益(「按公平值計入損益」)之金融資產、貸款及應收款項及可供出售之金融資產。所有金融資產之日常買賣乃按交易日基準確認及終止確認。日常買賣指須根據市場規則或慣例確立之時限內交付資產之金融資產買賣。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset, or, where appropriate, a shorter period to the net carrying amount on initial recognition.

Interest income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL, of which interest income is included in other income.

Financial assets at FVTPL

Financial asset at FVTPL includes financial asset held for trading.

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near future; or
- it is a part of an identified portfolio of financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

Financial assets at FVTPL are measured at fair value, with changes in fair value arising from remeasurement recognised directly in profit or loss in the period in which they arise. The net gain or loss recognised in profit or loss includes any dividend or interest earned on the financial assets.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables (including trade and other debtors, amounts due from related companies, associates, jointly controlled entities and fellow subsidiaries, loan to a related company, other loans receivable, pledged bank deposits, short term bank deposits and bank balances) are carried at amortised cost using the effective interest method, less any identified impairment losses (see accounting policy on impairment of financial assets below).

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

實際利息法

實際利息法乃計算金融資產之攤銷成本及按有關期間攤分利息收入之方法。實際利率乃將預計未來現金收入(包括所付或所收作為實際利率組成部份之一切費用、交易成本及其他溢價或折讓)於金融資產預期年限或(如適用)較短期間內精確貼現至初始確認時之賬面淨值之比率。

債務工具(按公平值計入損益之金融資產除外)之利息收入按實際利率法確認,其利息收入納入其他收入。

按公平值計入損益之金融資產

按公平值計入損益之金融資產包括持作買賣金融資產。

金融資產倘符合以下條件則列為持作買賣金融資產:

- 以在短期內轉售為目的而購買;或
- 該資產乃本集團所管理的金融工具其中一部份,且以短期獲利模式持有;或
- 屬並未指定及用作實際對沖工具的衍生工具。

按公平值計入損益之金融資產以公平值計量,其公平值之變動則於其產生期間直接於損益確認。於損益確認之收益或虧損淨額包括從金融資產賺取之任何股息或利息。

貸款及應收款項

貸款及應收款項為於活躍市場並無報價而附帶固定或可釐定付款之非衍生金融資產。於首次確認後,貸款及應收款項(包括貿易及其他應收款項、應收關連公司、聯營公司、共同控制機構及同系附屬公司款項、應收一間關連公司貸款、其他應收貸款、已抵押銀行存款、短期銀行存款及銀行結餘)採用實際利率法攤銷成本,並扣減任何已確認減值虧損列賬(見下文會計政策之金融資產減值)。

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated or not classified as financial assets at FVTPL, loans and receivables or held-to-maturity investments.

Available-for-sale financial assets are measured at fair value at the end of the reporting period. Changes in fair value are recognised in other comprehensive income and accumulated in investment revaluation reserve, until the financial asset is disposed of or is determined to be impaired, at which time, the cumulative gain or loss previously accumulated in the investment revaluation reserve is reclassified to profit or loss (see accounting policy on impairment of financial assets below).

Impairment of financial assets

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of the reporting period. Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the financial assets have been affected.

For an available-for-sale equity investment, a significant or prolonged decline in the fair value of that investment below its cost is considered to be objective evidence of impairment.

For all other financial assets, objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- breach of contract, such as default or delinquency in interest and principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation.

For certain categories of financial assets such as debtors, assets that are assessed not to be impaired individually are subsequently assessed for impairment on a collective basis. Objective evidence of impairment of a portfolio of debtors could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the credit periods ranging from 60 to 90 days and observable changes in national or local economic conditions that correlate with default on debtors.

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

可供出售之金融資產

可供出售之金融資產為非衍生項目，乃指定或未分類為按公平值計入損益之金融資產、貸款及應收款項或持至到期投資。

可供出售之金融資產按於報告期末之公平值計算。公平值之變動於其他全面收益中確認，並累計於投資重估儲備中，直至該金融資產被出售或決定被減值，屆時過往於投資重估儲備積累之累計收入或虧損會被重新分類為盈利或虧損(見下文會計政策之金融資產減值)。

金融資產減值

金融資產(按公平值計入損益之金融資產除外)於報告期末被評估減值跡象。倘有客觀證據證明因金融資產初次確認後發生一件或多件事項，導致金融資產之估計未來現金流量受影響，則金融資產會被減值。

可供出售股本投資方面，該投資之公平值長期或明顯下降至低於其成本值時，即被視為減值之客觀證據。

就其他金融資產而言，減值之客觀證據包括：

- 發行人或交易對手出現沉重之財政困難；或
- 違約，如欠繳或遲繳利息或本金；或
- 借款人有可能面臨破產或財務重組。

就若干類別之金融資產(如應收款項)而言，不會個別作出減值之資產會於其後彙集一併評估減值。債務人組合出現減值之客觀證據，可包括本集團過往收回款項之經驗、組合內延期付款超過60至90日信貸期之數目上升，以及與債務人拖欠款項相關之國家或本地經濟狀況出現顯而易見之變化等。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

For financial assets carried at amortised cost, an impairment loss is recognised in profit or loss when there is objective evidence that the asset is impaired, and is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade debtors, where the carrying amount is reduced through the use of an allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss. When a debtor is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to profit or loss.

For financial assets measured at amortised cost, if, in a subsequent period, the amount of impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment loss was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

Impairment losses on available-for-sale equity investments will not be reversed in profit or loss in subsequent periods. Any increase in fair value subsequent to impairment loss is recognised directly in other comprehensive income and accumulated in investment revaluation reserve.

Financial liabilities and equity instruments

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

An equity instrument is any contract that evidences a residual interest in the assets of the group after deducting all of its liabilities.

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

就按攤銷成本計值之金融資產而言，當有客觀證據顯示資產減值時於損益內確認減值虧損，及按賬面值與估計未來現金流之現值(以原定實際利率折算)間之差異而釐定。

金融資產之賬面值會因其減值虧損而直接減少，惟貿易應收款項之賬面值則透過使用撥備賬減少。所有撥備賬賬面值之變動於損益內確認。倘應收賬款被認為不可收回，則於撥備賬內撇銷。其後收回之已撇銷數額計入盈利或虧損。

就攤銷成本計量的金融資產而言，倘減值虧損之數額於隨後期間減少，而此項減少可客觀地與確認減值虧損後之某一事件發生聯繫，則原先確認的減值虧損於盈利或虧損中予以撥回，惟於撥回減值當日之資產賬面值不得超逾假設未確認減值時之攤銷成本。

可供出售股本投資之減值虧損不會於隨後期間撥回盈利或虧損內。在減值虧損後之任何公平價值增加直接於其他全面收益確認並於投資重估儲備中累計。

金融負債及股本權益工具

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

股本權益工具為帶有集團資產剩餘權益，經扣除其所有負債後之任何合約。

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period.

Interest expense is recognised on an effective interest basis.

Financial liabilities

Financial liabilities including trade and other creditors, amounts due to related companies, associates, a jointly controlled entity and non-controlling interests and bank borrowings are subsequently measured at amortised cost, using the effective interest method.

Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

Derecognition

Financial assets are derecognised when the rights to receive cash flows from the assets expire or, the financial assets are transferred and the Group has transferred substantially all the risks and rewards of ownership of the financial assets.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

Equity-settled share-based payment transactions

For share options granted to employees of the Group, the fair value of services received determined by reference to the fair value of share options granted at the grant date is expensed on a straight-line basis over the vesting period, with a corresponding increase in equity (share option reserve).

3. 主要會計政策(續)

金融工具(續)

金融負債及股本權益工具(續)

實際利息法

實際利息法乃計算金融負債之攤銷成本及按有關期間攤分利息開支之方法。實際利率乃將估計未來現金付款按金融資產之預期年限，或較短期間(如適用)準確貼現之比率。

利息開支按實際利息基準確認。

金融負債

金融負債包括貿易及其他應付款項、應付關連公司、聯營公司、一間共同控制機構及非控股權益款項及銀行借款，均按實際利息法於其後以攤銷成本計算。

股本權益工具

本公司發行之股本權益工具乃按已收款項減直接發行成本記賬。

終止確認

當自資產收取現金流量之權利已屆滿，或金融資產已轉讓及本集團已將其於金融資產擁有權之絕大部分風險及回報轉移，則金融資產將被終止確認。

於終止確認一項金融資產之全部時，資產賬面值與已收或應收代價及已直接於其他全面收益確認之盈利或虧損並累計於權益中之累計損益之總和之間差額，將於盈利或虧損內確認。

金融負債當於有關合約所訂明責任獲解除、取消或屆滿時才終止確認。終止確認金融負債之賬面值與已付及應付代價之間差額於盈利或虧損內確認。

權益結算以股份為基礎之付款之交易

就授予本集團僱員之購股權而言，所獲服務之公平值乃參考購股權於授出日期之公平值釐定，在權益歸屬期間以直線法列作開支，並於權益中(購股權儲備)作相應之增加。

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Equity-settled share-based payment transactions (Continued)

At the end of the reporting period, the Group revises its estimates of the number of share options expected to ultimately vest. The impact of the revision of the estimates during the vesting period, if any, is recognised in profit or loss, with a corresponding adjustment to share options reserve.

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

4. KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3, the directors of the Company are required to make estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year:

(a) Deferred tax asset

At 31 March 2011, a deferred tax asset had been recognised in respect of tax losses amounted to HK\$81,941,000 (2010: HK\$33,251,000) in the Group's consolidated statement of financial position. No deferred tax asset has been recognised in relation to unused tax losses of approximately HK\$263,855,000 (2010: HK\$381,199,000) in the consolidated statement of financial position due to unpredictability of future profit streams (see note 31). In cases where future profits are expected to be generated, a deferred tax asset on the remaining unused tax losses may be recognised in the consolidated financial statements.

3. 主要會計政策(續)

權益結算以股份為基礎之付款之交易(續)

於報告期末，本集團會修改其對預期最終歸屬購股權數目之估計。於歸屬期間，修改原估計之影響(如有)於盈利或虧損內確認，並於購股權儲備作相應調整。

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

4. 不確定估計之主要來源

應用本集團於附註3所闡述之會計政策時，本公司董事須就無法由其他途徑獲得之資產及負債之賬面值作出估計及假設。該等估計及相關假設乃根據過往經驗及其他被視為有關之因素而作出。實際業績可能與該等估計不盡相同。

此等估計及相關假設會持續予以審閱。如會計估計的修訂僅對作出修訂的期間產生影響，則有關修訂只會於該期間內確認；如會計估計的修訂對現時及未來期間均產生影響，則會在作出該修訂期間和未來期間內確認。

以下為有關未來之重要假設，以及於報告期末不確定估計之其他主要來源，均具備相當風險導致於下一財政年度內對資產及負債之賬面值作出重大調整：

(a) 遞延稅項資產

於二零一一年三月三十一日，已就稅項虧損81,941,000港元(二零一零年：33,251,000港元)於本集團之綜合財務狀況表確認遞延稅項資產。由於未能確定未來溢利來源，未動用之稅項虧損約263,855,000港元(二零一零年：381,199,000港元)並沒有於綜合財務狀況表內確認為遞延稅項資產(見附註31)。若預期產生未來溢利，其餘未動用稅項虧損之遞延稅務資產或會於綜合財務報表中確認。

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4. KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

(b) Construction contracts

The Group recognises contract revenue and profit of a construction contract according to the management's estimation of the total outcome of the project as well as the percentage of completion of construction works. Notwithstanding that the management reviews and revises the estimates of both contract revenue and costs for the construction contract as the contract progresses, the actual outcome of the contract in terms of its total revenue and costs may be higher or lower than the estimates and this will affect the revenue and profit recognised.

(c) Other debtors

As disclosed in note 22, there are advances and accrued interest of aggregate sums of approximately HK\$253,211,000 and HK\$16,394,000 (2010: HK\$242,579,000 and HK\$16,394,000) due from an independent third party and its related company, respectively as at 31 March 2011. A subsidiary of the Company has taken legal action in Hong Kong to recover the amount of approximately HK\$16,394,000. However, under same legal proceedings, a third party claim for damages in a total sum of RMB402 million for breach of an alleged oral master agreement has been lodged against the Company and PYI. Taking into consideration of a legal opinion, the Company is of the view that the third party claim is groundless and that it would not lead to any material adverse impact on the financial position of the Group.

Management has assessed the uncertainties surrounding the above dispute together with the value of the underlying collaterals obtained for the above balances and is of the view that the amounts can be recovered in full (see note 22).

4. 不確定估計之主要來源(續)

(b) 工程合約

本集團乃根據管理層對項目總結果之估計乃至合約工程完工百分比確認工程合約之合約收益及利潤。儘管管理層會在合約過程中檢討並修改工程合約之合約收益及成本，合約就總收益及成本之實際結果可能高於或低於有關估計，而此將影響確認之收益及利潤。

(c) 其他應收款項

如附註22所披露，於二零一一年三月三十一日有應收獨立第三方及其關連公司之墊款及應計利息合計金額分別約為253,211,000港元及16,394,000港元(二零一零年：242,579,000港元及16,394,000港元)。本公司一附屬公司已於香港採取法律行動追討款額約16,394,000港元。然而，於同一法律程序下，本公司及PYI就一項第三方索賠被指違反所聲稱之一項口頭主協議而被索取損害索賠總額合共人民幣402,000,000元。考慮到法律意見，本公司認為，該第三方索賠並無根據，故不會對本集團之財務狀況造成任何重大不利影響。

管理層亦已評估圍繞上述糾紛之不確定性連同所取得有關上述結欠之相關抵押品之價值，並認為該金額可全數收回(見附註22)。

5. TURNOVER

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

		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Revenue from construction contracts	工程合約收益	4,312,931	3,629,593
Revenue from project and facilities management services	項目及設施管理服務收益	20,860	15,280
		4,333,791	3,644,873

6. SEGMENT INFORMATION

The Group is organised into the following two reportable segments:

- Management contracting – building construction and civil engineering
- Property development management – development management, project management, facilities and asset management

The accounting policies of the reportable segment are the same as the Group's accounting policies described in note 3. Segment profit (loss) represents the profit earned by/loss from each reportable segment without allocation of corporate income, central administrative costs, gain on disposal of an associate, gain on disposal of a subsidiary, finance costs, share of results of associates and jointly controlled entities. This is the measure reported to the executive directors for the purposes of resource allocation and performance assessment.

The assets of the Group are allocated to reportable segments except for other intangible assets, interests in associates, interests in jointly controlled entities, available-for-sale investments, loan to a related company, other loans receivable, investments held for trading, pledged bank deposits, short term bank deposits and bank balances and cash.

The liabilities of the Group are allocated to reportable segments except for taxation payable and bank borrowings.

5. 營業額

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

6. 分部資料

本集團分為下列兩個可報告分部：

- 承建管理 – 樓宇建造及土木工程
- 物業發展管理 – 發展管理、項目管理、設施及資產管理

可報告分部之會計政策與於附註3中所描述本集團之會計政策一致。分部溢利(虧損)為各可報告分部之溢利/虧損，並無計入未分攤企業收入、中央行政成本、出售一間聯營公司之收益、出售一間附屬公司之收益、融資成本、攤佔聯營公司及共同控制機構業績。此乃向本集團執行董事報告用作分配資源及評估分部表現之計量方法。

除其他無形資產、聯營公司權益、共同控制機構權益、可供出售之投資、貸款予一間關連公司、其他應收貸款、持作買賣投資、已抵押銀行存款、短期銀行存款及銀行結餘及現金外，本集團所有資產均計入可報告分部。

除應付稅項及銀行借款外，本集團所有負債均計入可報告分部。

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綜合財務報表附註

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

6. SEGMENT INFORMATION (Continued)

Segment revenue and results

The following is an analysis of the Group's revenue and results by reportable segment.

For the year ended 31 March 2011

6. 分部資料(續)

分部收益及業績

以下為本集團收益及業績按可報告分部之分析。

截至二零一一年三月三十一日止年度

		Management contracting 承建管理	Property development management 物業發展管理	Eliminations 對銷	Consolidated 綜合
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
SEGMENT REVENUE	分部收益				
External sales	對外銷售	4,312,931	20,860	–	4,333,791
Inter-segment sales	分部之間銷售	–	1,781	(1,781)	–
Total	總計	4,312,931	22,641	(1,781)	4,333,791
Segment profit	分部溢利	82,861	3,634		86,495
Corporate income	企業收入				12,889
Central administrative costs	中央行政成本				(49,990)
Finance costs	融資成本				(10,076)
Share of results of associates	攤佔聯營公司業績				
– associates engaged in property investment	– 從事物業投資之聯營公司				4,698
– others	– 其他				(5,250)
Share of results of jointly controlled entities	攤佔共同控制機構業績				2,892
Profit before tax	除稅前溢利				41,658

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

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

6. SEGMENT INFORMATION (Continued)
Segment revenue and results (Continued)

6. 分部資料 (續)
分部收益及業績 (續)

		Property			
		Management	development	Unallocated	Consolidated
		contracting	management	未分配	綜合
		承建管理	物業發展管理	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
ASSETS	資產				
Segment assets	分部資產	2,121,799	57,706	–	2,179,505
Interests in associates	聯營公司權益				82,178
Interests in jointly controlled entities	共同控制機構權益				4,065
Pledged bank deposits	已抵押銀行存款				75,026
Short term bank deposits	短期銀行存款				177,513
Bank balances and cash	銀行結餘及現金				154,568
Other unallocated assets	其他未分配資產				98,793
					<hr/>
Consolidated assets	綜合資產				2,771,648
					<hr/>
LIABILITIES	負債				
Segment liabilities	分部負債	1,884,545	3,881	–	1,888,426
Bank borrowings	銀行借款				253,870
Other unallocated liabilities	其他未分配負債				25,031
					<hr/>
Consolidated liabilities	綜合負債				2,167,327
					<hr/>
OTHER INFORMATION	其他資料				
Additions to property, plant and equipment	添置物業、機械及設備	96,137	–	3,021	99,158
Depreciation of property, plant and equipment	物業、機械及設備之折舊	14,253	315	1,762	16,330
(Gain) loss on disposal of property, plant and equipment	出售物業、機械及設備之(收益)虧損	(263)	–	264	1
					<hr/>

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

6. SEGMENT INFORMATION (Continued)

Segment revenue and results (Continued)

For the year ended 31 March 2010

6. 分部資料 (續)

分部收益及業績 (續)

截至二零一零年三月三十一日止年度

		Property		Eliminations	Consolidated
		Management contracting	development management		
		承建管理	物業發展管理	對銷	綜合
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
SEGMENT REVENUE	分部收益				
External sales	對外銷售	3,629,593	15,280	–	3,644,873
Inter-segment sales	分部之間銷售	–	3,871	(3,871)	–
Total	總計	3,629,593	19,151	(3,871)	3,644,873
Segment profit (loss)	分部溢利(虧損)	109,947	(12,132)		97,815
Corporate income	企業收入				22,894
Central administrative costs	中央行政成本				(57,378)
Gain on disposal of an associate	出售一間聯營公司之收益				25
Gain on disposal of a subsidiary	出售一間附屬公司之收益				185
Finance costs	融資成本				(13,561)
Share of results of associates	攤佔聯營公司業績				
– associates engaged in property investment	– 從事物業投資之聯營公司				4,209
– others	– 其他				(1,137)
Share of results of jointly controlled entities	攤佔共同控制機構業績				(5,241)
Profit before tax	除稅前溢利				47,811

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

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

6. SEGMENT INFORMATION (Continued)
Segment revenue and results (Continued)

6. 分部資料 (續)
分部收益及業績 (續)

		Management contracting	Property development management	Unallocated	Consolidated
		承建管理	物業發展管理	未分配	綜合
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
ASSETS	資產				
Segment assets	分部資產	1,975,121	39,254	-	2,014,375
Interests in associates	聯營公司權益				71,262
Pledged bank deposits	已抵押銀行存款				31,569
Short term bank deposits	短期銀行存款				127,183
Bank balances and cash	銀行結餘及現金				163,833
Other unallocated assets	其他未分配資產				140,668
					<u>2,548,890</u>
Consolidated assets	綜合資產				<u>2,548,890</u>
LIABILITIES	負債				
Segment liabilities	分部負債	1,602,232	2,987	-	1,605,219
Bank borrowings	銀行借款				322,374
Other unallocated liabilities	其他未分配負債				31,884
					<u>1,959,477</u>
Consolidated liabilities	綜合負債				<u>1,959,477</u>
OTHER INFORMATION	其他資料				
Additions to property, plant and equipment	添置物業、機械及設備	36,284	-	2,214	38,498
Depreciation of property, plant and equipment	物業、機械及設備之折舊	8,619	699	1,436	10,754
Loss (gain) on disposal of property, plant and equipment	出售物業、機械及設備之虧損(收益)	73	(36)	-	37

Revenue from major services

The Group's revenue from its major services is set out in note 5.

來自主要服務之收益

本集團來自其主要服務之收益載於附註5。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

6. SEGMENT INFORMATION (Continued)

Geographical information

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

The following table provides an analysis of the Group's turnover based on geographical location where construction works or other services are provided:

		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Hong Kong	香港	4,091,489	3,311,575
Macau	澳門	107,551	112,357
PRC	中國	134,751	220,941
		4,333,791	3,644,873

The following is an analysis of the carrying amounts of non-current assets excluding available-for-sale investments and other debtors (non-current portion), analysed by the geographical area in which the assets are located:

		Carrying amounts of non-current assets 非流動資產賬面值	
		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Hong Kong	香港	238,645	156,674
Macau	澳門	478	70
PRC	中國	85,553	72,311
		324,676	229,055

Information about major customers

Revenue from the two (2010: three) largest customers in respect of construction contracts amounted to approximately HK\$1,139,929,000 and HK\$690,842,000 (2010: HK\$1,104,886,000, HK\$411,296,000 and HK\$392,807,000), respectively, which individually contributed more than 10% of total turnover of the Group. All these customers are under the management contracting segment.

6. 分部資料(續)

地區資料

本集團之業務主要位於香港、澳門及中華人民共和國(「中國」)(香港及澳門除外)。

下表為本集團營業額按地區位置劃分(按提供建設工程或其他服務之所在地區)之分析:

		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Hong Kong	香港	4,091,489	3,311,575
Macau	澳門	107,551	112,357
PRC	中國	134,751	220,941
		4,333,791	3,644,873

下表為非流動資產賬面值(不包括可供出售之投資及其他應收賬款項(非流動部分))按資產所在地區之分析:

		Carrying amounts of non-current assets 非流動資產賬面值	
		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Hong Kong	香港	238,645	156,674
Macau	澳門	478	70
PRC	中國	85,553	72,311
		324,676	229,055

主要客戶之資料

來自兩名(二零一零年:三名)最主要客戶有關建築工程合約之收益分別約為1,139,929,000港元及690,842,000港元(二零一零年:1,104,886,000港元、411,296,000港元及392,807,000港元),個別佔本集團之總營業額超過10%。此等客戶均屬承建管理分部。

7. OTHER INCOME

Bank interest income	銀行利息收入
Interest income on other debtors	其他應收款項之利息收入
Interest income on amounts due from fellow subsidiaries	應收同系附屬公司款項之利息收入
Interest income on other loans receivable	其他應收貸款利息收入
Interest income on loans to related companies	貸款予關連公司之利息收入
Imputed interest income on deferred consideration receivable	應收遞延代價之估算利息收入

7. 其他收入

2011 HK\$'000 千港元	2010 HK\$'000 千港元
648	408
172	1,056
9,883	12,853
1,138	6,833
1,048	1,693
–	51
12,889	22,894

8. FINANCE COSTS

Borrowing costs on bank borrowings wholly repayable within five years	須於五年內全數償還之銀行借款之借貸成本
Less: Amount capitalised in respect of contracts in progress	減：撥充在建合約工程資本之數額

8. 融資成本

2011 HK\$'000 千港元	2010 HK\$'000 千港元
10,283	14,409
(207)	(848)
10,076	13,561

Borrowing costs capitalised during the year arose on funds borrowed specifically for construction contracts.

於本年度內已資本化之借貸成本來自專為工程合約借入資金。

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綜合財務報表附註

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

9. DIRECTORS' AND EMPLOYEES' EMOLUMENTS

(a) Directors' emoluments

The emoluments paid or payable to each of the seven (2010: six) directors are as follows:

Name of directors	Fees	Salaries	Discretionary	Retirement	Total
		and other benefits	bonus	benefit scheme contributions	
董事姓名	袍金	薪酬及其他福利	酌定花紅	退休福利計劃供款	總計
	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
2011					
James Chiu	750	–	–	–	750
Lau Ko Yuen, Tom	100	–	–	–	100
Chan Fut Yan (Note i)	–	1,500	488	10	1,998
Wong Kam Cheong, Stanley	–	2,542	708	12	3,262
Cheung Lee Ming, Andy (Note ii)	–	461	–	3	464
Lee Chack Fan	500	–	–	–	500
Iain Ferguson Bruce	550	–	–	–	550
	1,900	4,503	1,196	25	7,624

Name of directors	Fees	Salaries	Discretionary	Retirement	Total
		and other benefits	bonus	benefit scheme contributions	
董事姓名	袍金	其他福利	酌定花紅	退休福利計劃供款	總計
	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
2010					
James Chiu	750	–	–	–	750
Lau Ko Yuen, Tom	100	–	–	–	100
Wong Kam Cheong, Stanley	–	2,459	208	12	2,679
Cheung Lee Ming, Andy (Note ii)	–	2,064	175	12	2,251
Lee Chack Fan	500	–	–	–	500
Iain Ferguson Bruce	550	–	–	–	550
	1,900	4,523	383	24	6,830

9. 董事及僱員酬金

(a) 董事酬金

已付或應付七名(二零一零年：六名)董事各人之酬金如下：

9. DIRECTORS' AND EMPLOYEES' EMOLUMENTS (Continued)

(a) Directors' emoluments (Continued)

Notes:

- (i) Appointed on 31 May 2010.
- (ii) Resigned on 19 June 2010.

Bonus was determined with reference to the Group's operating results, individual performance and comparable market statistics.

(b) Employees' emoluments

The five highest paid individuals in the Group for the year included two directors (2010: two directors) of the Company, details of whose emoluments as directors are set out in note 9(a) above.

The aggregate emoluments of the remaining three (2010: three) highest paid individuals, who are employees of the Group are as follows:

		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Salaries and other benefits	薪酬及其他福利	5,414	4,869
Discretionary bonus	酌定花紅	777	282
Retirement benefit scheme contributions	退休福利計劃供款	36	36
		6,227	5,187

Their emoluments were within the following bands:

		Number of employees 僱員人數	
		2011	2010
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至2,000,000港元	2	3
HK\$2,000,001 to HK\$2,500,000	2,000,001港元至2,500,000港元	1	-
		3	3

9. 董事及僱員酬金(續)

(a) 董事酬金(續)

附註：

- (i) 於二零一零年五月三十一日獲委任。
- (ii) 於二零一零年六月十九日辭任。

花紅參考本集團經營業績、個人表現及可比較市場統計數字而釐定。

(b) 僱員酬金

本集團於本年度五位最高薪人員包括本公司兩名董事(二零一零年：兩名董事)，該等人士作為董事之酬金詳情載於上文附註9(a)。

餘下屬本集團僱員之三位(二零一零年：三位)最高薪酬人士之總酬金如下：

彼等酬金所屬範圍如下：

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

9. DIRECTORS' AND EMPLOYEES' EMOLUMENTS (Continued)

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

10. INCOME TAX EXPENSE

Overseas tax (including Macau and PRC)	海外稅項(包括澳門及中國)
Current tax	本期稅項
Underprovision in prior years	過往年度不足準備

No provision for Hong Kong Profits Tax has been made in the consolidated financial statements as the assessable profits were wholly absorbed by tax losses brought forward for both years.

Pursuant to tax incentive approved under Section 19 of Decree Law No. 24/2009 and Decree Law No. 14/2010, Macau Complementary income tax is levied at a fixed rate of 9% on the taxable income above Macau Pataca ("MOP") 200,000 but below MOP300,000, and thereafter at a fixed rate of 12%.

Under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate is 25% for the Group's subsidiaries in the PRC from 1 January 2008 onwards. Pursuant to the relevant laws and regulations in the PRC, a PRC subsidiary of the Group was exempted from PRC income tax for two years starting from its first profit making year, followed by a 50% reduction for the next three years.

During the year ended 31 March 2011, the above PRC subsidiary obtained confirmation from the PRC tax authority in respect of the change of tax exemption period. The two years tax exemption period started from 1 January 2006 instead of 1 January 2008, and the 50% reduction period was changed from 1 January 2008 to 31 December 2010 instead of from 1 January 2010 to 31 December 2012. An underprovision in income tax has been charged to the consolidated income statement for the year ended 31 March 2011.

9. 董事及僱員酬金(續)

於該兩年度內，本集團並無向五位最高薪人員(包括董事)支付酬金以作為加入本集團或於加入本集團時之獎勵，或作為離職補償。此外，於該兩年度內並無任何董事放棄任何酬金。

10. 所得稅費用

	2011 HK\$'000 千港元	2010 HK\$'000 千港元
Overseas tax (including Macau and PRC)		
Current tax	1,487	1,137
Underprovision in prior years	6,408	103
	7,895	1,240

由於此兩年內之應課稅溢利均被承前稅務虧損所抵銷，故並無於綜合財務報表內作出香港利得稅撥備。

根據澳門法令第24/2009號第19節及法令第14/2010號所批准之稅務優惠，澳門所得補充稅於應課稅收入高於澳門幣(「澳門幣」)200,000元，惟不足澳門幣300,000元時，乃按固定稅率9%徵收，其後則按固定稅率12%徵收。

根據中國企業所得稅法(「企業所得稅法」)及企業所得稅法實施條例，自二零零八年一月一日起，本集團於國內之附屬公司之企業所得稅稅率為25%。根據中國相關法律法規，本集團內一間中國附屬公司由首年獲利年度起計兩年，獲豁免中國所得稅，其後三年則獲減免一半稅項。

於截至二零一一年三月三十一日止年度，上述中國附屬公司取得中國稅務當局就更改免稅期之進一步確認。兩年免稅期由二零零六年一月一日開始(而非二零零八年一月一日)，而獲減半之期間則改為由二零零八年一月一日至二零一零年十二月三十一日，而非由二零一零年一月一日至二零一二年十二月三十一日。不足準備之所得稅已於截至二零一一年三月三十一日止年度之綜合收益表中扣除。

10. INCOME TAX EXPENSE (Continued)

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

		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Profit before tax	除稅前溢利	41,658	47,811
Tax at Hong Kong Profits Tax rate of 16.5% (2010: 16.5%) (Note)	按香港利得稅稅率16.5% (二零一零年：16.5%) 計算之稅項 (附註)	6,874	7,889
Tax effect of share of results of associates/ jointly controlled entities	攤佔聯營公司/共同控制機構業績之稅務影響	(386)	358
Tax effect of expenses not deductible for tax purpose	在稅務方面不可扣減開支之稅務影響	2,147	5,360
Tax effect of income not taxable for tax purpose	在稅務方面毋須課稅收入之稅務影響	(2,396)	(4,187)
Tax effect of deductible temporary difference not recognised	未確認可扣減暫時差額之稅務影響	40	-
Tax effect of utilisation of deductible temporary difference previously not recognised	動用先前未確認之可扣減暫時差額之稅務影響	(6)	(193)
Tax effect of tax losses not recognised	未確認稅務虧損之稅務影響	5,231	1,493
Tax effect of utilisation of tax losses previously not recognised	動用先前未確認之稅務虧損之稅務影響	(7,861)	(6,938)
Effect of tax holiday granted to a PRC subsidiary	授予一間中國附屬公司稅務優惠期之影響	(40)	(2,651)
Tax effect of different tax rates of subsidiaries operating in other jurisdictions	於其他司法權區經營業務之附屬公司之不同稅率之稅務影響	(2,116)	6
Underprovision in prior years	過往年度不足準備	6,408	103
Tax charge for the year	年度之稅項支出	7,895	1,240

Details of the deferred taxation are set out in note 31.

Note: The applicable tax rate is the tax rate in Hong Kong of 16.5% where the taxable profit of the Group is substantially generated.

10. 所得稅費用 (續)

本年度之稅項支出與綜合收益表所列之除稅前溢利之對賬如下：

遞延稅項之詳情載列於附註31。

附註：本集團之應課稅溢利大多來自香港，故適用稅率為香港稅率16.5%。

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11. PROFIT FOR THE YEAR

11. 年度溢利

		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Profit for the year has been arrived at after charging (crediting):	年度溢利已扣除 (計入) :		
Auditor's remuneration	核數師酬金	3,643	3,313
Depreciation of property, plant and equipment (Note (a) below)	物業、機械及設備之折舊 (下文附註(a))	16,330	10,754
Impairment loss recognised in respect of trade debtors	貿易應收款項之已確認減值虧損	-	711
Loss on disposal of property, plant and equipment	出售物業、機械及設備之虧損	1	37
Operating lease rentals (Note (b) below)	經營租約租金 (下文附註(b))	20,740	39,263
Release of prepaid land lease payments	轉撥預付土地租賃款項	575	575
Staff costs (Note (c) below)	員工支出 (下文附註(c))	121,292	103,282
Contract costs recognised as expense	確認為開支之工程費用	4,126,259	3,430,379
Share of taxation expense of associates (included in share of results of associates)	攤佔聯營公司之稅項 (包括於攤佔聯營公司業績)	1,200	1,951
Share of taxation expense of jointly controlled entities (included in share of results of jointly controlled entities)	攤佔共同控制機構之稅項 (包括於攤佔共同控制機構業績)	614	-
Exchange gain	匯兌收益	(4,477)	(269)
Loss on deregistration of a subsidiary	撤銷一間附屬公司註冊之虧損	-	5
Loss on changes in fair value of investments held for trading	持作買賣投資之公平值變動之虧損	-	83
Gain on disposal of available-for-sale investments	出售可供出售投資之收益	(48)	-
Gain on disposal of investments held for trading	出售持作買賣投資之收益	(70)	-

11. PROFIT FOR THE YEAR (Continued)

Notes:

11. 年度溢利(續)

附註：

		2011 HK\$'000 千港元	2010 HK\$'000 千港元
(a) Depreciation of property, plant and equipment:	(a) 物業、機械及設備之折舊：		
Owned assets	自置資產	17,744	12,412
Less: Amount capitalised in respect of contracts in progress	減：撥充在建合約工程資本之數額	(1,414)	(1,658)
		16,330	10,754
(b) Operating lease rentals in respect of:	(b) 經營租約租金：		
Premises	物業	16,810	18,178
Plant and machinery	機械及機器	82,977	42,464
		99,787	60,642
Less: Amount capitalised in respect of contracts in progress	減：撥充在建合約工程資本之數額	(79,047)	(21,379)
		20,740	39,263
(c) Staff costs:	(c) 員工支出：		
Directors' emoluments (Note 9)	董事酬金(附註9)	7,624	6,830
Other staff costs:	其他員工支出：		
Salaries and other benefits	薪酬及其他福利	375,803	330,848
Retirement benefit scheme contributions, net of forfeited contributions of HK\$16,000 (2010: HK\$79,000)	退休福利計劃供款 (扣除已沒收之供款16,000港元 (二零一零年：79,000港元))	15,020	12,980
		398,447	350,658
Less: Amount capitalised in respect of contracts in progress	減：撥充在建合約工程資本之數額	(277,155)	(247,376)
		121,292	103,282

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12. DIVIDENDS

12. 股息

		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Dividends recognised as distributions to owners of the Company during the current year:	於年內確認向本公司擁有人分派之股息：		
Final dividend for 2010 – 1.6 HK cents (2010: 1.5 HK cents for 2009) per share	二零一零年末期股息—每股1.6港仙(二零一零年：二零零九年末期股息每股1.5港仙)	9,696	9,040
Dividends proposed:	擬派股息：		
Final dividend proposed for 2011 – 1.0 HK cent (2010: 1.6 HK cents for 2010) per share	擬派二零一一年末期股息—每股1.0港仙(二零一零年：二零一零年末期股息每股1.6港仙)	6,070	9,696

Of the dividends declared during the year, approximately HK\$559,000 (2010: HK\$1,661,000) were settled in shares under the Company's scrip dividend scheme announced by the directors of the Company on 16 July 2010 and were credited to the retained profits of the Company during the year.

The amount of the final dividend proposed for the year ended 31 March 2011 has been calculated by reference to the 606,954,322 (2010: 605,999,795) issued shares as at the date of this report.

年內所宣派股息中約有559,000港元(二零一零年：1,661,000港元)乃根據本公司董事於二零一零年七月十六日公佈之本公司以股代息計劃以股份支付。此數額已於年內撥入本公司保留溢利。

截至二零一一年三月三十一日止年度建議之末期股息數額乃參照本報告日期606,954,322(二零一零年：605,999,795)股已發行股份計算。

13. EARNINGS PER SHARE

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

		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Profit for the year attributable to owners of the Company and earnings for the purposes of basic and diluted earnings per share	本公司擁有人應佔年度溢利及計算每股基本及攤薄盈利之盈利	30,083	44,688
		Number of shares 股份數目	Number of shares 股份數目
Weighted average number of ordinary shares for the purpose of basic (2010: basic and diluted) earnings per share (Note)	計算每股基本(二零一零年：基本及攤薄)盈利之普通股加權平均數(附註)	606,439,140	604,197,370

Note: Diluted earnings per share for the year ended 31 March 2011 has not been calculated as no potential ordinary shares were outstanding for the year.

Diluted earnings per share for the year ended 31 March 2010 did not assume the exercise of the Company's share options because the exercise price of the Company's share options granted was higher than the average market price for shares for that year.

13. 每股盈利

本公司擁有人應佔之每股基本及攤薄盈利乃根據下列數據計算：

	2011 HK\$'000 千港元	2010 HK\$'000 千港元
Profit for the year attributable to owners of the Company and earnings for the purposes of basic and diluted earnings per share	30,083	44,688
	Number of shares 股份數目	Number of shares 股份數目
Weighted average number of ordinary shares for the purpose of basic (2010: basic and diluted) earnings per share (Note)	606,439,140	604,197,370

附註：由於在截至二零一一年三月三十一日止年度並無未行使之潛在普通股，故並無計算本年度之每股攤薄盈利。

由於購股權之行使價高於該年內之本公司股份平均市價，故截至二零一零年三月三十一日止年度之每股攤薄盈利並無假設行使本公司之購股權。

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14. PROPERTY, PLANT AND EQUIPMENT

14. 物業、機械及設備

		Plant and machinery	Motor vehicles	Furniture, fixtures and computer equipment	Total
		機械及機器	汽車	傢具、裝置 及電腦設備	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
COST	成本				
At 1 April 2009	於二零零九年四月一日	71,872	22,431	43,836	138,139
Translation adjustment	匯兌調整	-	20	8	28
Additions	添置	32,497	2,941	3,060	38,498
Disposals	出售	(1,495)	(1,179)	(712)	(3,386)
Disposal of a subsidiary	出售一間附屬公司	-	-	(3)	(3)
At 31 March 2010	於二零一零年三月三十一日	102,874	24,213	46,189	173,276
Translation adjustment	匯兌調整	-	259	101	360
Additions	添置	88,628	2,607	7,923	99,158
Disposals	出售	(904)	(1,772)	(2,056)	(4,732)
At 31 March 2011	於二零一一年三月三十一日	190,598	25,307	52,157	268,062
DEPRECIATION	折舊				
At 1 April 2009	於二零零九年四月一日	45,292	14,738	36,090	96,120
Translation adjustment	匯兌調整	-	9	4	13
Provided for the year	本年度撥備	6,315	2,580	3,517	12,412
Eliminated on disposals	出售後對銷	(1,491)	(865)	(653)	(3,009)
Eliminated on disposal of a subsidiary	出售一間附屬公司後 對銷	-	-	(1)	(1)
At 31 March 2010	於二零一零年三月三十一日	50,116	16,462	38,957	105,535
Translation adjustment	匯兌調整	-	162	61	223
Provided for the year	本年度撥備	11,314	2,797	3,633	17,744
Eliminated on disposals	出售後對銷	(887)	(1,772)	(1,737)	(4,396)
At 31 March 2011	於二零一一年三月三十一日	60,543	17,649	40,914	119,106
CARRYING VALUES	賬面值				
At 31 March 2011	於二零一一年三月三十一日	130,055	7,658	11,243	148,956
At 31 March 2010	於二零一零年三月三十一日	52,758	7,751	7,232	67,741

14. PROPERTY, PLANT AND EQUIPMENT (Continued)

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

Plant and machinery	10%
Motor vehicles	20%
Furniture and fixtures	20%
Computer equipment	33 $\frac{1}{3}$ %

15. PREPAID LAND LEASE PAYMENTS

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

		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Non-current assets	非流動資產	20,261	20,836
Current assets	流動資產	575	575
		20,836	21,411

16. GOODWILL

		HK\$'000 千港元
COST	成本值	
At 1 April 2009	於二零零九年四月一日	64,343
Write-off upon deregistration of a subsidiary	撤銷一間附屬公司註冊時撤銷	(5)
At 31 March 2010	於二零一零年三月三十一日	64,338
Arising on acquisition of subsidiaries (Note 36)	因收購附屬公司而產生(附註36)	74
At 31 March 2011	於二零一一年三月三十一日	64,412
IMPAIRMENT	減值	
At 1 April 2009	於二零零九年四月一日	-
Impairment loss recognised in the year	本年度確認之減值虧損	2,692
At 31 March 2010	於二零一零年三月三十一日	2,692
Impairment loss recognised in the year	本年度確認之減值虧損	74
At 31 March 2011	於二零一一年三月三十一日	2,766
CARRYING VALUES	賬面值	
At 31 March 2011	於二零一一年三月三十一日	61,646
At 31 March 2010	於二零一零年三月三十一日	61,646

For the purpose of impairment testing, the carrying amount of goodwill has been allocated to the cash generating units ("CGUs") in the management contracting reportable segment.

14. 物業、機械及設備(續)

上述物業、機械及設備乃以直線法按下列年率計算折舊：

機械及機器	10%
汽車	20%
傢具及裝置	20%
電腦設備	33 $\frac{1}{3}$ %

15. 預付土地租賃款項

本集團之預付土地租賃款項指位於香港之中期租約土地，就呈報目的而分析如下：

16. 商譽

就進行減值測試而言，商譽賬面值已撥入承建管理可報告分部之產生現金單位(「產生現金單位」)。

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16. GOODWILL (Continued)

The carrying amount of goodwill was allocated as follows:

Management contracting CGUs	承建管理產生現金單位
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During the year, the Group recognised an impairment loss of approximately HK\$74,000 (2010: HK\$2,692,000) in relation to goodwill arising on acquisition of certain subsidiaries in view of the continuous operating losses incurred by those subsidiaries engaged in property development management.

The recoverable amount of the above CGUs has been determined based on value in use calculations. The Group prepares cash flow forecasts derived from the most recent financial budgets approved by management for the next two years and extrapolates cash flows for the following five years with a steady growth rate of 5% (2010: 5%). The rate used to discount the forecast cash flows is 9% (2010: 9%). The value in use calculations is calculated based on the budgeted gross margin, which is determined using the unit's past performance and management's expectations for the market development.

17. OTHER INTANGIBLE ASSETS

Other intangible assets comprise:	其他無形資產包括：
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Club membership in Hong Kong, at cost	香港之會所會籍，按成本值
Motor vehicles registration marks, at cost	車輛登記號碼，按成本值

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

16. 商譽(續)

商譽之賬面值已分配如下：

2011 HK\$'000 千港元	2010 HK\$'000 千港元
61,646	61,646

年內，鑒於若干從事物業發展管理之附屬公司持續錄得經營虧損，本集團確認由於收購該等附屬公司所產生之商譽有關之減值虧損約為74,000港元(二零一零年：2,692,000港元)。

以上產生現金單位之可收回價值乃基於其使用中價值計算。本集團根據管理層所批准未來兩年之最新近財務預算編製出現金流預測，並以穩定增長率5%(二零一零年：5%)推算其後五年之現金流量。用以貼現預測現金流之比率則為9%(二零一零年：9%)。使用中價值乃按預算毛利計算，而預算毛利則按該單位之過往表現及管理層對市場發展之期望而釐定。

17. 其他無形資產

2011 HK\$'000 千港元	2010 HK\$'000 千港元
7,000	7,000
570	570
7,570	7,570

上述無形資產具無無限使用年期。董事認為，會所會籍及車輛登記號碼之價值經參考最新市場價格後至少相等於其賬面值。

18. INTERESTS IN ASSOCIATES

18. 聯營公司權益

		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Cost of unlisted investments in associates	聯營公司非上市證券投資之成本	66,236	56,936
Share of post-acquisition profits and other comprehensive income, net of dividends received	攤佔收購後溢利及其他全面收益，扣除已收取股息	15,942	14,326
		82,178	71,262

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

本集團聯營公司之相關財務資料概要列載如下：

		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Total assets	總資產	331,496	307,272
Total liabilities	總負債	(137,041)	(132,057)
Net assets	資產淨值	194,455	175,215
Group's share of net assets of associates	本集團攤佔聯營公司資產淨值	82,178	71,262
Turnover	營業額	46,776	6,220
(Loss) profit for the year	年度(虧損)溢利	(3,646)	5,596
Group's share of (loss) profit of associates for the year	本集團攤佔聯營公司之年度(虧損)溢利	(552)	3,072

Particulars of the Group's principal associates are set out in note 45(b).

本集團各主要聯營公司之詳情載列於附註45(b)。

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19. INTERESTS IN JOINTLY CONTROLLED ENTITIES

19. 共同控制機構權益

		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Cost of unlisted investments in jointly controlled entities	共同控制機構非上市證券投資之成本	4,600	-
Share of post-acquisition losses and other comprehensive expenses, net of dividends received	攤佔收購後溢利及其他全面開支，扣除已收取股息	(535)	-
Share of additional losses of a jointly controlled entity (Note)	攤佔一間共同控制機構之額外虧損(附註)	-	(3,427)
		4,065	(3,427)
Analysed for reporting purposes as:	就呈報目的而分析為：		
Non-current assets	非流動資產	4,065	-
Current liabilities (included in trade and other creditors and accrued expenses)	流動負債(已計入貿易及其他應付款項及應計開支內)	-	(3,427)
		4,065	(3,427)

Note: An additional share of losses was provided for and a liability was recognised because the Group had to share the losses incurred by that jointly controlled entity pursuant to the jointly venture agreement.

附註：由於本集團須根據合營企業協議分攤該共同控制機構之虧損，故須額外攤佔虧損並確認負債。

19. INTERESTS IN JOINTLY CONTROLLED ENTITIES (Continued)

The summarised financial information in respect of the Group's interests in the jointly controlled entities which are accounted for using the equity method is set out below:

		2011	2010
		HK\$'000	HK\$'000
		千港元	千港元
Group's share of assets and liabilities of jointly controlled entities	本集團攤佔共同控制機構之資產及負債		
Current assets	流動資產	87,546	2,925
Current liabilities	流動負債	(83,481)	(6,352)
Net assets (liabilities)	資產(負債)淨值	4,065	(3,427)
Group's share of turnover of jointly controlled entities for the year	年內本集團攤佔共同控制機構之營業額	108,783	-
Group's share of profit (loss) of jointly controlled entities for the year	本集團攤佔共同控制機構之年度溢利(虧損)	2,892	(5,241)

Particulars of the Group's principal jointly controlled entities at 31 March 2011 are set out in note 45(c).

19. 共同控制機構權益(續)

本集團於共同控制機構之權益之財務資料概要乃使用權益法計算，現載列如下：

本集團各主要共同控制機構於二零一一年三月三十一日之詳情載列於附註45(c)。

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20. AVAILABLE-FOR-SALE INVESTMENTS

20. 可供出售之投資

		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Equity securities listed in Hong Kong, at fair value	香港上市之股本證券， 按公平值	-	437

21. AMOUNTS DUE FROM (TO) CUSTOMERS FOR CONTRACT WORKS

21. 應收(付)客戶合約工程款項

		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Contracts in progress at the end of the reporting period:	於報告期末之在建 合約工程：		
Contract costs incurred to date	現時已支出之合約工程費用	40,409,785	41,791,969
Recognised profits less recognised losses	經確認溢利減經確認虧損	1,099,951	1,320,649
		41,509,736	43,112,618
Less: Progress billings	減：進度付款	(42,199,324)	(43,871,637)
		(689,588)	(759,019)
Represented by:	其中包含：		
Amounts due from customers for contract works	應收客戶合約工程 款項	258,350	203,794
Amounts due to customers for contract works	應付客戶合約工程 款項	(947,938)	(962,813)
		(689,588)	(759,019)

22. TRADE AND OTHER DEBTORS, DEPOSITS AND PREPAYMENTS

22. 貿易及其他應收款項、訂金及預付款項

The Group's credit terms for its management contracting business are negotiated at terms determined and agreed with its trade customers. The credit periods are ranging from 60 to 90 days.

本集團承建管理業務之信貸期乃與貿易客戶磋商及訂立。信貸期由60日至90日不等。

22. TRADE AND OTHER DEBTORS, DEPOSITS AND PREPAYMENTS (Continued)

Included in trade and other debtors, deposits and prepayments are trade debtors, net of allowance for doubtful debts, of approximately HK\$470,678,000 (2010: HK\$536,191,000) and their aged analysis presented based on the invoice date at the end of the reporting period is as follows:

		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Within 90 days	90日內	433,723	478,180
More than 90 days and within 180 days	超過90日但於180日內	1,083	37,041
More than 180 days	超過180日	35,872	20,970
		470,678	536,191

At 31 March 2011, retentions held by customers for contract works amounting to approximately HK\$503,687,000 (2010: HK\$430,673,000) were included in other debtors of which approximately HK\$220,954,000 (2010: HK\$191,459,000) are expected to be recovered or settled in more than twelve months from the end of the reporting period.

The Group maintains a defined credit policy to assess the credit quality of the trade customers. The collection is closely monitored to minimise any credit risk associated with these trade debtors.

Movement in allowance for doubtful debts of individually impaired trade debtors during the year are as follows:

		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Balance at beginning of the year	年初結餘	1,721	1,728
Impairment losses recognised during the year	年內已確認減值虧損	-	711
Amounts written off as uncollectible	不可收回之撇銷款項	-	(718)
Balance at end of the year	年末結餘	1,721	1,721

22. 貿易及其他應收款項、訂金及預付款項 (續)

貿易及其他應收款項、訂金及預付款項已計入約470,678,000港元(二零一零年: 536,191,000港元)之經扣減壞賬準備後之貿易應收款項, 且於報告期末, 其以發票日期為基準呈報之賬齡分析如下:

於二零一一年三月三十一日, 已計入其他應收款項內之合約工程客戶持有之保固金約為503,687,000港元(二零一零年: 430,673,000港元), 其中約220,954,000港元(二零一零年: 191,459,000港元)預期將於報告期末起超過十二個月後收回或結清。

本集團奉行明確信貸政策以評估貿易客戶之信貸質量。收款工作被密切監控以盡量降低任何與該等貿易應收款項相關之信貸風險。

於年內, 個別已減值貿易應收款項之呆賬撥備變動情況如下:

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22. TRADE AND OTHER DEBTORS, DEPOSITS AND PREPAYMENTS (Continued)

The aged analysis of the trade debtors which are past due but not impaired is as follows:

More than 90 days and within 180 days	超過90日但於180日內
More than 180 days	超過180日

	2011 HK\$'000 千港元	2010 HK\$'000 千港元
More than 90 days and within 180 days	1,083	37,041
More than 180 days	35,872	20,970
	36,955	58,011

The directors of the Company consider that there has not been a significant change in credit quality of the trade debtors and there is no recent history of default, therefore the amounts are considered recoverable. The Group does not hold any collateral over these balances.

Included in the consolidated statement of financial position is an amount of approximately HK\$253,211,000 (2010: HK\$242,579,000) which mainly represents advances (together with interest thereon) in the PRC made to an independent third party in previous years for financing a property development project in Beijing, the PRC. The amount has no fixed repayment terms and the principal amount of approximately HK\$177,932,000 (2010: HK\$170,442,000) carries floating-rate interest at the benchmark lending interest rate as announced by the People's Bank of China plus 8% per annum and is secured by certain underlying properties of the above project.

Included in trade and other debtors, deposits and prepayments is also an amount of approximately HK\$16,394,000 (2010: HK\$16,394,000) which represents an advance (together with interest thereon) made to a related company of the above independent third party in Hong Kong in previous years. The principal amount of HK\$10,000,000 (2010: HK\$10,000,000) carries interest at the best lending rate plus 8% per annum and was due on 25 February 2006. A subsidiary of the Company has taken legal action in Hong Kong to recover the amount of HK\$16,394,000. However, under same legal proceedings, a third party claims for damages in a total sum of RMB402 million for breach of an alleged oral master agreement has been lodged against the Company and PYI. Taken into consideration of a legal opinion, the Company is of the view that the third party claim is groundless and that it would not lead to any adverse material impact on the financial position of the Group.

22. 貿易及其他應收款項、訂金及預付款項 (續)

已過期但未減值之貿易應收款項之賬齡分析如下：

	2011 HK\$'000 千港元	2010 HK\$'000 千港元
More than 90 days and within 180 days	1,083	37,041
More than 180 days	35,872	20,970
	36,955	58,011

本公司董事認為，貿易應收款項之信貸質量無重大變化，且並無不良記錄，故認為該款項應可予收回。本集團就該等結餘未持有任何抵押品。

計入綜合財務狀況表包括一筆約為253,211,000港元(二零一零年：242,579,000港元)之款項，主要是指於往年在中國預付予一位獨立第三方之墊款(連同有關利息)，為於中國北京之物業發展項目提供資金。該款項無固定還款期，而本金額約177,932,000港元(二零一零年：170,442,000港元)，按中國人民銀行不時公佈之基準借款利率加年息8%計算，並以上述項目之若干相關物業作為抵押。

計入貿易及其他應收款項、訂金及預付款項乃包括另一筆約為16,394,000港元(二零一零年：16,394,000港元)之款項，乃指於往年在香港給予該獨立第三方之關連公司之墊款(連同有關利息)。本金額約10,000,000港元(二零一零年：10,000,000港元)按最優惠放款利率加年息8%計算，並已於二零零六年二月二十五日期滿。本公司一間附屬公司已於香港採取法律行動追討16,394,000港元金額。然而，於同一法律程序下，本公司及PYI就一項第三方索賠被指違反所聲稱之一項口頭主協議而被索取損害索賠總額合共人民幣402,000,000元。考慮到法律意見，本公司認為，該第三方索賠並無根據，故不會對本集團之財務狀況造成任何重大不利影響。

22. TRADE AND OTHER DEBTORS, DEPOSITS AND PREPAYMENTS (Continued)

The Group is in the course of negotiation with an asset management company in the PRC, which has certain interests in the above property project, for the purpose of realising the collaterals held for full recovery of the amounts of HK\$253,211,000 and HK\$16,394,000 outstanding as at 31 March 2011. On the basis that the fair value of the collaterals held is approximately RMB653,000,000 (according to a valuation report issued by an independent property valuer) which is higher than the advances and accrued interest, the directors are of the view that the amounts will be recovered in full and as such no impairment loss on these has been recognised. The estimated portion of such amounts which is expected to be recovered after twelve months from the end of the reporting period, amounting to approximately HK\$153,211,000 (2010: HK\$129,486,000), has been classified as a non-current asset.

Included in trade and other debtors, deposits and prepayments is another amount of approximately HK\$7,000,000 (2010: HK\$7,000,000) which represents a deferred consideration receivable from a third party in relation to disposal of two subsidiaries, namely Unicon Concrete Products (HK) Limited and Hamker Concrete Products Limited, during the year ended 31 March 2006. The consideration for the disposal was HK\$19,000,000 which would be settled in cash by the purchaser on or before October 2009, of which HK\$15,000,000, representing a deferred consideration, was to be settled in cash by the purchaser under four annual installments commencing from 30 October 2006. The fair value of the deferred consideration at date of initial recognition was determined based on the estimated future cash flows discounted at 3% per annum. The amount is unsecured and interest free.

The amount of deferred consideration receivable is past due but not impaired as at 31 March 2011. The directors of the Company consider the amounts will be recoverable because the purchaser is of good financial position.

The Group's trade and other debtors, deposits and prepayment that are denominated in currencies other than the functional currency of the relevant group entities are set out below:

Renminbi ("RMB")	人民幣(「人民幣」)
Macau Pataca ("MOP")	澳門幣(「澳門幣」)
United States dollar ("USD")	美元(「美元」)

22. 貿易及其他應收款項、訂金及預付款項 (續)

本集團正與於上述物業項目中擁有若干權益之一間中國資產管理公司商討，旨在變現持有之抵押品，致使全數收回於二零一一年三月三十一日尚未收回之金額253,211,000港元及16,394,000港元。基於所持抵押品之公平值約為人民幣653,000,000元(根據獨立物業估值師發出之估值報告)高於墊款及應計利息，董事認為該等金額將可全數收回，故並無對此確認減值虧損。預計自報告期末起十二個月後有望收回部分之金額約為153,211,000港元(二零一零年：129,486,000港元)，並已被分類為非流動資產。

已計入貿易及其他應收款項、訂金及預付款項包括另一筆約為7,000,000港元(二零一零年：7,000,000港元)之款項，主要是指截至二零零六年三月三十一日止年度應收第三方有關出售兩間附屬公司(分別名為聯力混凝土製品(香港)有限公司及恆加混凝土製品有限公司)之遞延代價。出售之代價為19,000,000港元，須由買方於二零零九年十月或之前以現金結付，其中15,000,000港元為遞延代價，須由買方於二零零六年十月三十日起分四年以現金結付。遞延代價於初步確認日期之公平值按估計未來現金流按年率3%貼現而釐定。有關款項乃為無抵押及免息。

於二零一一年三月三十一日之應收遞延代價金額乃已逾期但尚未減值。由於買方財務狀況良好，故本公司董事認為該金額乃可收回。

本集團以有關集團實體之功能貨幣以外之貨幣為單位之貿易及其他應收款項、按金及預付款項如下：

		2011 HK\$'000 千港元	2010 HK\$'000 千港元
		254,777	244,399
		17,880	27,779
		779	779

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23. AMOUNTS DUE FROM (TO) RELATED COMPANIES

The related companies are associates of ITC Corporation Limited ("ITC"). Dr Chan Kwok Keung, Charles, who is a substantial shareholder and director of both ITC and PYI (the ultimate holding company of the Company), has significance influence over these associates of ITC.

The amounts are unsecured, interest free and repayable on demand except for amounts due from related companies of approximately HK\$53,710,000 (2010: HK\$37,588,000) which have a credit period of 90 days and are trade in nature. The aged analysis of trade balances presented based on the invoice date at the end of the reporting period is as follows:

		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Within 90 days	90日內	35,338	13,974
More than 90 days and within 180 days	超過90日但於180日內	11,480	5,647
More than 180 days	超過180日	6,892	17,967
		53,710	37,588

The aged analysis of the amounts due from related companies which are trade in nature and past due but not impaired is as follows:

		2011 HK\$'000 千港元	2010 HK\$'000 千港元
More than 90 days and within 180 days	超過90日但於180日內	11,480	5,647
More than 180 days	超過180日	6,892	17,967
		18,372	23,614

The directors of the Company consider that there has not been a significant change in credit quality of these related companies and there is no recent history of default, therefore the amounts are considered recoverable.

23. 應收(付) 關連公司款項

該等關連公司為德祥企業集團有限公司(「德祥企業」)之聯營公司。陳國強博士為德祥企業及PYI(本公司之最終控股公司)之主要股東及董事，對該等德祥企業之聯營公司具有重大影響力。

有關款項為無抵押、免息及須於要求時償還，惟應收關連公司款項約53,710,000港元(二零一零年：37,588,000港元)之信貸期為90日且屬貿易性質。於報告期末，其以發票日期呈列之貿易結餘之賬齡分析如下：

屬貿易性質及已過期但未減值之應收關連公司款項之賬齡分析如下：

本公司董事認為，該等關連公司之信貸質素並無重大變化，且並無不良記錄，故認為該款項應可予收回。

24. AMOUNTS DUE FROM (TO) ASSOCIATES/JOINTLY CONTROLLED ENTITIES/FELLOW SUBSIDIARIES/ NON-CONTROLLING INTERESTS

The amounts due from (to) associates, jointly controlled entities and non-controlling interests are unsecured, interest free and repayable on demand except for an amount due from an associate and a jointly controlled entity of approximately HK\$40,485,000 (2010: HK\$25,550,000) and HK\$22,952,000 (2010: Nil), respectively, which have a credit period of 90 days and are trade in nature, and an amount due to an associate of approximately HK\$56,550,000 (2010: Nil) which represents retentions held by the Group for contract works and is expected to be paid or settled after more than twelve months from the end of the report period.

The aged analysis of the amount due from an associate presented based on the invoice date at the end of the reporting period is as follows:

		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Within 90 days	90日內	12,620	–
More than 90 days and within 180 days	超過90日但於180日內	42	–
More than 180 days	超過180日	27,823	25,550
		40,485	25,550

The above balance aged over 90 days is past due but not impaired. The directors of the Company consider that there has not been a significant change in credit quality of the associate and there is no recent history of default. Therefore the amount is considered recoverable.

The amount due from a jointly controlled entity of approximately HK\$22,952,000 (2010: Nil) is aged within 90 days based on the invoice date at the end of the reporting period.

24. 應收(付)聯營公司／共同控制機構／同系附屬公司／非控股權益款項

應收(付)聯營公司、共同控制機構及非控股權益之款項為無抵押、免息及須於要求時償還，惟應收一間聯營公司款項及應收一間共同控制機構款項分別約為40,485,000港元(二零一零年：25,550,000港元)及22,952,000港元(二零一零年：無)，其信貸期為90日及屬貿易性質，及另應付一間聯營公司款項約為56,550,000港元(二零一零年：無)則指本集團就承建工程所持有之保固金，預期將於報告期末起超過十二個月後償清或結清。

於報告期末，以發票日期呈列之應收聯營公司款項之賬齡分析如下：

賬齡超過90日之上述結餘為已過期但未減值。本公司董事認為，該聯營公司之信貸質素並無重大變化，且並無不良記錄，故認為該款項應可予收回。

於報告期末，應收一間共同控制機構款項約為22,952,000港元(二零一零年：無)之賬齡為發票日期起計90日內。

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24. AMOUNTS DUE FROM (TO) ASSOCIATES/JOINTLY CONTROLLED ENTITIES/FELLOW SUBSIDIARIES/ NON-CONTROLLING INTERESTS (Continued)

The amounts due from fellow subsidiaries are unsecured, interest free and repayable on demand except for an amount due from a fellow subsidiary of approximately HK\$68,049,000 (2010: HK\$75,409,000) which is interest bearing at floating-rate at benchmark lending rate as announced by the People's Bank of China or relevant borrowing rate, whichever is higher, plus 8% per annum which is approximately 14.06% (2010: 13.35%) per annum.

Included in the Group's amounts due from associates is a balance of approximately HK\$28,460,000 (2010: HK\$15,750,000) denominated in RMB which is not the functional currency of the relevant group entity.

25. LOAN TO A RELATED COMPANY

The loan to a related company, an associate of ITC, is unsecured, interest bearing at a fixed interest rate of 10% per annum. In the opinion of the directors, the amount will be repaid within twelve months from the end of the reporting period.

26. OTHER LOANS RECEIVABLE

As at 31 March 2010, included in the balance was loans amounting to approximately HK\$32,500,000 advanced to independent third parties, which were unsecured and interest bearing at fixed interest rate of 10% per annum. In the opinion of the directors, the loans were repayable in the next twelve months from 31 March 2010. The effective interest rate on the loans receivable was 10% per annum.

The balance also included a loan of approximately HK\$30,000,000 advanced to an independent third party, which was unsecured, interest bearing at Hong Kong prime rate and repayable on demand upon 3 days notice. In the opinion of the directors, the amount was repayable within twelve months from 31 March 2010. The effective interest rate on the loan receivable was 5% per annum.

The above balances were repaid during the year ended 31 March 2011.

24. 應收(付)聯營公司／共同控制機構／同系附屬公司／非控股權益款項(續)

應收同系附屬公司之款項為無抵押、免息及須按要求償還，惟應收一間同系附屬公司之款項約68,049,000港元(二零一零年：75,409,000港元)按浮動利率為中國人民銀行公佈之基準放款利率或有關之借款利率(以較高者為準)加每年8%，年利率約14.06%(二零一零年：13.35%)計息除外。

本集團應收聯營公司款項包括以相關集團機構非功能貨幣之人民幣為單位之結餘約28,460,000港元(二零一零年：15,750,000港元)。

25. 貸款予一間關連公司

給予一間關連公司(德祥企業之聯營公司)之貸款乃為無抵押及按固定利率年息10%計息。董事認為，該款項將於報告期末起十二個月內償還。

26. 其他應收貸款

於二零一零年三月三十一日，該結餘包括墊付給獨立第三方之貸款約32,500,000港元，該金額乃無抵押及按固定利率年息10%計息。董事認為，貸款將於二零一零年三月三十一日起十二個月內償還。年內應收貸款之實際利率為年息10%。

該結餘亦包括一筆墊付給獨立第三方之貸款約30,000,000港元，該金額乃屬無抵押、按香港最優惠利率計息及須於發出通知3日後按要求償還。董事認為，該款項將於二零一零年三月三十一日起十二個月內償還。應收貸款之實際利率為年息5%。

上述結餘於截至二零一一年三月三十一日止年度償還。

27. INVESTMENTS HELD FOR TRADING

Equity security listed in Hong Kong,
at fair value

於香港上市之股本證券，
按公平值

2011 HK\$'000 千港元	2010 HK\$'000 千港元
-	116

28. PLEDGED BANK DEPOSITS, SHORT TERM BANK DEPOSITS AND BANK BALANCES AND CASH

The pledged bank deposits represent deposits pledged to banks to secure general banking facilities granted to the Group with maturity within one year from the end of the reporting period and are therefore classified as current assets.

The pledged bank deposits and short term bank deposits are with maturity date of less than three months and carry floating interest rates ranging from 0.01% to 0.90% (2010: 0.01% to 1.35%) per annum. The bank balances carry prevailing market rates ranging from 0.01% to 0.40% (2010: 0.01% to 0.36%) per annum.

The Group's pledged bank deposits, short term bank deposits and bank balances and cash that are denominated in currencies other than the functional currency of the relevant group entities are set out below:

RMB	人民幣
MOP	澳門幣
USD	美元

2011 HK\$'000 千港元	2010 HK\$'000 千港元
1,620	423
9,961	1,950
9	25

27. 持作買賣投資

28. 已抵押銀行存款、短期銀行存款及銀行結餘及現金

已抵押銀行存款指為擔保授予本集團之一般銀行信貸而抵押予銀行之存款，到期日為報告期末起一年內，因而被列作流動資產。

已抵押銀行存款及短期銀行存款到期日均少於三個月且附帶每年由0.01%至0.90%（二零一零年：0.01%至1.35%）之浮動利率。銀行結餘附帶現行市場利率每年由0.01%至0.40%（二零一零年：0.01%至0.36%）。

本集團以有關集團實體功能貨幣以外之貨幣為單位之已抵押銀行存款、短期銀行存款及銀行結餘及現金如下：

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29. TRADE AND OTHER CREDITORS AND ACCRUED EXPENSES

Included in trade and other creditors and accrued expenses are trade creditors of approximately HK\$290,768,000 (2010: HK\$132,065,000) and their aged analysis presented based on the invoice date is as follows:

Within 90 days	90日內
More than 90 days and within 180 days	超過90日但於180日內
More than 180 days	超過180日

		2011	2010
		HK\$'000	HK\$'000
		千港元	千港元
		268,985	123,715
		4,379	344
		17,404	8,006
		290,768	132,065

The average credit period on purchases of goods is 90 days. The Group has financial risk management policies in place to ensure that all payables are within the credit timeframe.

At 31 March 2011, retentions held by the Group for contract works amounting to approximately HK\$364,200,000 (2010: HK\$312,500,000) were included in other creditors, of which HK\$90,302,000 (2010: HK\$66,559,000) are expected to be paid or settled after more than twelve months from the end of the reporting period.

The Group's trade and other creditors and accrued expenses that are denominated in currencies other than the functional currency of the relevant group entities are set out below:

RMB	人民幣
MOP	澳門幣

		2011	2010
		HK\$'000	HK\$'000
		千港元	千港元
		1,311	1,648
		9,360	11,320

30. BANK BORROWINGS

Bank loans	銀行貸款
Secured	有抵押
Unsecured	無抵押

		2011	2010
		HK\$'000	HK\$'000
		千港元	千港元
		78,410	66,406
		175,460	255,968
		253,870	322,374

29. 貿易及其他應付款項及應計開支

貿易及其他應付款項及應計開支已計入約290,768,000港元(二零一零年: 132,065,000港元)之貿易應付款項, 而其以發票日期為基準呈報之賬齡分析如下:

採購商品之平均信貸期為90日。本集團已建立金融風險管理政策, 以確保該等應付款項按期支付。

於二零一一年三月三十一日, 已計入其他應付款項內本集團所持有之合約工程保固金約為364,200,000港元(二零一零年: 312,500,000港元), 其中90,302,000港元(二零一零年: 66,559,000港元)預期將於報告期末起超過十二個月後支付或結清。

本集團以相關集團實體功能貨幣以外之貨幣為單位之貿易及其他應付款項及應計開支如下:

30. 銀行借款

30. BANK BORROWINGS (Continued)

The Group's bank borrowings are interest bearing as follows:

		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Fixed rate borrowings	固定利率借款	2,127	5,569
Variable rate borrowings	浮動利率借款	251,743	316,805
		253,870	322,374

The bank borrowings are repayable as follows:

		2011 HK\$'000 千港元	2010 HK\$'000 千港元
On demand or within one year	按通知償還或一年內到期	244,667	317,402
More than one year, but not exceeding two years	超過一年，但不超過兩年	7,498	3,679
More than two years, but not exceeding five years	超過兩年，但不超過五年	1,705	1,293
		253,870	322,374
Less: Amount due within one year shown under current liabilities	減：一年內到期並列作流動負債之款項	(244,667)	(317,402)
Amount due after one year	一年後到期之款項	9,203	4,972

The contractual maturity dates of the Group's fixed rate borrowings are as follows:

		2011 HK\$'000 千港元	2010 HK\$'000 千港元
On demand or within one year	按通知償還或一年內到期	2,127	3,442
More than one year, but not exceeding two years	超過一年，但不超過兩年	-	2,127
		2,127	5,569

The Group's variable rate bank borrowings carry floating-rate interest from Hong Kong Interbank Offered Rate ("HIBOR") plus 1% to 120% of the benchmark lending rate as announced by the People's Bank of China from time to time, ranging from 1.14% to 7.27% (2010: 1.07% to 5.35%) per annum and its fixed rate borrowings bear fixed-rate interest at 4.00% (2010: 4.00%) per annum.

30. 銀行借款 (續)

本集團銀行借款計息如下：

		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Fixed rate borrowings	固定利率借款	2,127	5,569
Variable rate borrowings	浮動利率借款	251,743	316,805
		253,870	322,374

銀行借款之償還期分別如下：

		2011 HK\$'000 千港元	2010 HK\$'000 千港元
On demand or within one year	按通知償還或一年內到期	244,667	317,402
More than one year, but not exceeding two years	超過一年，但不超過兩年	7,498	3,679
More than two years, but not exceeding five years	超過兩年，但不超過五年	1,705	1,293
		253,870	322,374
Less: Amount due within one year shown under current liabilities	減：一年內到期並列作流動負債之款項	(244,667)	(317,402)
Amount due after one year	一年後到期之款項	9,203	4,972

本集團固定利率借款之合約到期日如下：

		2011 HK\$'000 千港元	2010 HK\$'000 千港元
On demand or within one year	按通知償還或一年內到期	2,127	3,442
More than one year, but not exceeding two years	超過一年，但不超過兩年	-	2,127
		2,127	5,569

本集團按浮動利率計息之銀行借款，其浮動利率以香港銀行同業拆出息率（「香港銀行同業拆息率」）加1%至按中國人民銀行不時公佈之基準放款利率120%計息，年息介乎1.14%至7.27%（二零一零年：1.07%至5.35%），而其固定利率借款按固定利率年息4.00%（二零一零年：4.00%）計息。

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30. BANK BORROWINGS (Continued)

The secured bank loans are secured by the Group's bank deposits of approximately HK\$75,026,000 (2010: HK\$31,569,000), property, plant and equipment with an aggregate carrying value of approximately HK\$34,595,000 (2010: HK\$15,652,000) and charges over the Group's benefit from certain construction contracts.

31. DEFERRED TAXATION

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

		Accelerated tax depreciation	Tax losses	Total
		稅務加速折舊	稅項虧損	總計
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
At 1 April 2009	於二零零九年四月一日	2,916	(2,916)	–
Charge (credit) to profit or loss for the year	年內於損益扣除 (計入)	2,570	(2,570)	–
At 31 March 2010	於二零一零年三月三十一日	5,486	(5,486)	–
Charge (credit) to profit or loss for the year	年內於損益扣除 (計入)	8,034	(8,034)	–
At 31 March 2011	於二零一一年三月三十一日	13,520	(13,520)	–

For the purpose of presentation in the consolidated statement of financial position, the above deferred tax assets and liabilities have been offset.

At 31 March 2011, the Group had unused tax losses of approximately HK\$345,796,000 (2010: HK\$414,450,000) available for offset against future taxable profits. A deferred tax asset has been recognised in respect of approximately HK\$81,941,000 (2010: HK\$33,251,000) of such losses. No deferred tax asset has been recognised in respect of the remaining tax losses due to the unpredictability of future profit streams. The unused tax losses may be carried forward indefinitely.

30. 銀行借款(續)

有抵押銀行貸款乃以本集團之銀行存款約75,026,000港元(二零一零年:31,569,000港元)、賬面值約34,595,000港元(二零一零年:15,652,000港元)之物業、機械及設備以及本集團若干建築合約產生之利益作抵押。

31. 遞延稅項

於本年度及以往年度已確認之主要遞延稅項負債(資產)以及相關變動如下:

就綜合財務狀況表的呈列而言,上述遞延稅項資產及負債已予抵銷。

於二零一一年三月三十一日,本集團有未動用稅務虧損約345,796,000港元(二零一零年:414,450,000港元)可用以抵銷未來應課稅溢利。就上述虧損已確認遞延稅項資產約81,941,000港元(二零一零年:33,251,000港元)。由於未能確定未來溢利來源,故本集團並無就其餘稅務虧損確認遞延稅項資產。未動用稅務虧損可予無限期結轉。

31. DEFERRED TAXATION (Continued)

At 31 March 2011, the Group had deductible temporary difference in respect of tax depreciation of approximately HK\$476,000 (2010: HK\$272,000). No deferred tax asset has been recognised in relation to such temporary difference as it is not probable that taxable profit will be available against which the deductible temporary difference can be utilised.

Deferred taxation has not been provided for in the consolidated financial statements in respect of temporary differences attributable to undistributed earnings of the PRC subsidiaries arising since 1 January 2008 amounting to approximately HK\$57,297,000 (2010: HK\$66,893,000) as at 31 March 2011 as the Group is able to control the timing of the reversal of the temporary differences and it is probable that such temporary differences will not reverse in the foreseeable future.

32. SHARE CAPITAL

Ordinary shares of HK\$0.50 each: 每股面值0.50港元之普通股：

Authorised:

At 1 April 2009, 31 March 2010
and 31 March 2011

法定：

於二零零九年四月一日、二零一零年
三月三十一日及二零一一年三月三十一日

	Number of shares 股份數目	Amount 款額 HK\$'000 千港元
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	1,000,000,000	500,000
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Issued and fully paid:

At 1 April 2009
Issue of new shares pursuant to
scrip dividend scheme

已發行及繳足：

於二零零九年四月一日
根據以股代息計劃
發行新股

	602,677,142	301,339
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	3,322,653	1,661
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At 31 March 2010
Issue of new shares pursuant to
scrip dividend scheme

於二零一零年三月三十一日
根據以股代息計劃
發行新股

	605,999,795	303,000
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	954,527	477
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At 31 March 2011

於二零一一年三月三十一日

	606,954,322	303,477
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Pursuant to the scrip dividend scheme which was announced by the Company on 16 July 2010, the Company issued 954,527 new ordinary shares at HK\$0.59 each in the Company on 15 October 2010 to shareholders who elected to receive scrip dividend in respect of the final dividend for the year ended 31 March 2010. The scrip price under the scrip dividend scheme was fixed by reference to the then market prices.

31. 遞延稅項(續)

於二零一一年三月三十一日，本集團就稅務折舊有約476,000港元(二零一零年：272,000港元)可扣除暫時差額。由於不太可能會有應課稅溢利供可扣除暫時差額作抵扣之用，故本集團並無就該筆暫時差額確認遞延稅項資產。

於二零一一年三月三十一日，綜合財務報表並未就中國附屬公司從二零零八年一月一日起所賺取之收益約為57,297,000港元(二零一零年：66,893,000港元)應佔之暫時差額作出遞延稅項撥備，因本集團可控制撥回此暫時差額之時間，且可能此暫時差額將不會於可見將來撥回。

32. 股本

根據本公司於二零一零年七月十六日公佈之以股代息計劃，本公司於二零一零年十月十五日以前每股0.59港元發行954,527股本公司新普通股予選擇收取股份以代替截至二零一零年三月三十一日止年度末期股息之股東。以股代息計劃下之代息價格乃參考當時市場價格釐定。

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32. SHARE CAPITAL (Continued)

Pursuant to the scrip dividend scheme which was announced by the Company on 17 July 2009, the Company issued 3,322,653 new ordinary shares at HK\$0.50 each in the Company on 16 October 2009 to shareholders who elected to receive scrip dividend in respect of the final dividend for the year ended 31 March 2009. The scrip price under the scrip dividend scheme was fixed by reference to the then market prices.

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

33. SHARE-BASED PAYMENT TRANSACTIONS

(a) Share option scheme of the Company

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

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

32. 股本(續)

根據本公司於二零零九年七月十七日公佈之以股代息計劃，本公司於二零零九年十月十六日以每股0.50港元發行3,322,653股之本公司新普通股予選擇收取股份以代替截至二零零九年三月三十一日止年度末期股息之股東。以股代息計劃下之代息價格乃參考當時市場價格釐定。

該兩年內本公司發行之所有新普通股在各方面與本公司當時已有股份具相同地位。

33. 以股份為基礎付款之交易

(a) 本公司之購股權計劃

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

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

33. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

(a) Share option scheme of the Company (Continued)

The maximum number of shares that may initially be issued upon the exercise of all options to be granted under the Scheme and any other share option scheme(s) adopted by the Company must not in aggregate exceed 10% of the total number of issued shares of the Company as at its adoption date, i.e. 57,669,939 shares of the Company. Subject to the approval of the shareholders of the Company in general meeting, the limit may be refreshed to 10% of the total number of shares of the Company in issue as at the date of approval by the shareholders of the Company in general meeting. Notwithstanding the forgoing, the maximum number of shares of the Company which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme and any other share option scheme(s) of the Company must not in aggregate exceed 30% of the total number of shares of the Company in issue from time to time. Pursuant to an ordinary resolution passed at the Company's annual general meeting held on 3 September 2010, the 10% scheme limit was refreshed to 60,599,979, representing 10% of the total number of issued shares of the Company as at the date of such meeting.

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

33. 以股份為基礎付款之交易(續)

(a) 本公司之購股權計劃(續)

根據購股權計劃及本公司所採納任何其他購股權計劃可予授出之購股權可認購最多之股份總數，合共不得超過本公司於採納日期已發行股份總數之10%，即57,669,939股。如獲得本公司股東在股東大會上批准，該限額可更新為本公司股東在股東大會上批准當日已發行股份總數之10%。儘管如此，已根據購股權計劃或本公司任何其他購股權計劃授出但尚未行使之所有購股權獲行使時可予發行之股份總數，合共最多不得超過不時已發行股份總數之30%。根據二零一零年九月三日舉行之本公司股東週年大會上通過之普通決議案，此10%計劃限額更新為60,599,979股，佔於該大會日期本公司已發行股份總數之10%。

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

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33. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

(a) Share option scheme of the Company (Continued)

Details of movements in share options of the Company granted under the Scheme during the current and prior years are as follows:

Category	Date of grant	Vesting date	Exercise period	Exercise price per share	Number of shares of the Company to be issued upon exercise of the share options		
					Outstanding at 1.4.2009	Lapsed during the year	Outstanding at 31.3.2010 and 31.3.2011
					於二零零九年四月一日尚未行使	於二零一零年三月三十一日及二零一一年三月三十一日尚未行使	
Type I 第I類	30.5.2007	1.7.2008	1.7.2008 – 30.6.2009	1.34	600,000	(600,000)	–
Type II 第II類	8.6.2007	1.7.2007	1.7.2007 – 30.6.2009	1.36	2,000,000	(2,000,000)	–
Type III 第III類	28.12.2007	1.6.2008	1.6.2008 – 31.5.2009	1.40	1,000,000	(1,000,000)	–
					3,600,000	(3,600,000)	–
Exercisable at the end of the year		年末時可予行使					–

No options were granted, exercised, cancelled or lapsed during the year.

(b) Share option scheme of PYI

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

33. 以股份為基礎付款之交易(續)

(a) 本公司之購股權計劃(續)

本年及往年，根據購股權計劃授出之本公司購股權變動詳情如下：

Number of shares of the Company to be issued upon exercise of the share options
因購股權獲行使時將予發行之本公司股份數目

Exercise price per share	Number of shares of the Company to be issued upon exercise of the share options	
	Outstanding at 1.4.2009	Lapsed during the year
	於二零零九年四月一日尚未行使	於二零一零年三月三十一日及二零一一年三月三十一日尚未行使
	600,000	(600,000)
	2,000,000	(2,000,000)
	1,000,000	(1,000,000)
	3,600,000	(3,600,000)

年內概無授出、行使、註銷或失效購股權。

(b) PYI購股權計劃

於二零零二年八月二十七日，PYI採納購股權計劃(「PYI計劃」)，以向對或將會對PYI及其附屬公司或任何投資機構作出貢獻之PYI及其附屬公司或任何投資機構之任何僱員、行政人員或高級職員、董事及任何知名人士、諮詢人、顧問或代理人(「PYI合資格人士」)提供獎勵或報酬。PYI計劃將自該日起維持有效十年。

33. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

(b) Share option scheme of PYI (Continued)

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

The maximum number of shares that may initially be issued upon the exercise of all options to be granted under the PYI Scheme and any other share option scheme(s) adopted by PYI must not in aggregate exceed 10% of the total number of issued shares of PYI, i.e. 103,674,492 shares of PYI, as at its adoption date. Subject to the approval of the shareholders of PYI in general meeting, the limit may be refreshed to 10% of the total number of shares of PYI in issue as at the date of approval by the shareholders of PYI in general meeting. Notwithstanding the forgoing, the maximum number of shares of PYI which may be issued upon exercise of all outstanding options granted and yet to be exercised under the PYI Scheme and any other share option scheme(s) of PYI must not in aggregate exceed 30% of the total number of shares of PYI in issue from time to time. Pursuant to ordinary resolutions passed at the annual general meeting of PYI in 2003, 2004, 2005, 2006, 2007, 2008 and 2009, the 10% scheme limit was refreshed to 10% of the total number of issued shares of PYI as at the respective dates of such meetings. Pursuant to an ordinary resolution passed at PYI's annual general meeting held on 10 September 2010, the 10% scheme limit was further refreshed to 452,912,513, representing 10% of the total number of issued shares of PYI as at the date of such meeting.

33. 以股份為基礎付款之交易(續)

(b) PYI購股權計劃(續)

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

根據PYI計劃及PYI所採納任何其他購股權計劃可予授出之購股權初時可認購最多之股份總數，合共不得超過PYI於採納日期已發行股份總數之10%，即103,674,492股。如獲得PYI股東在股東大會上批准，該限額可更新為PYI股東在股東大會上批准當日已發行股份總數之10%。儘管如此，已根據PYI計劃或PYI任何其他購股權計劃授出但尚未行使之所有購股權獲行使時可予發行之股份總數，合共最多不得超過PYI不時已發行股份總數之30%。根據PYI二零零三年、二零零四年、二零零五年、二零零六年、二零零七年、二零零八年及二零零九年股東週年大會上通過之普通決議案，10%之計劃限額已於該等會議舉行之相關日期更新為PYI已發行股份總數之10%。根據PYI於二零一零年九月十日舉行之股東週年大會上通過之普通決議案，10%之計劃限額獲進一步更新為452,912,513股，佔PYI於該會議舉行日期已發行股份總數之10%。

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33. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

(b) Share option scheme of PYI (Continued)

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

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

33. 以股份為基礎付款之交易(續)

(b) PYI購股權計劃(續)

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

本公司兩名董事及一名前董事因向PYI提供服務而獲根據PYI購股權計劃授出並持有之PYI購股權以及其於本年及往年內之持有量變動之詳情如下：

Date of grant	Vesting date	Exercise period	Exercise price per share	Number of shares of PYI to be issued upon exercise of the share options					
				Outstanding at 1.4.2009	Adjusted during the year	Lapsed during the year	Outstanding at 31.3.2010	Lapsed during the year	Outstanding at 31.3.2011
授出日期	歸屬日期	行使期	每股行使價	於二零零九年四月一日尚未行使	年內調整	年內失效	於二零一零年三月三十一日尚未行使	年內失效	於二零一一年三月三十一日尚未行使
			HK\$ 港元		(Note 1) (附註1)				
28.12.2004	28.12.2004	28.12.2004 – 26.8.2012	0.43762	7,583,333	10,833,333	-	18,416,666	-	18,416,666
28.12.2004	28.12.2004	28.12.2004 – 26.8.2012	0.52940	10,500,000	15,000,000	-	25,500,000	-	25,500,000
				(Note 2) (附註2)	(Note 2) (附註2)				
8.9.2006	8.9.2008	8.9.2008 – 7.9.2009	0.87528	5,366,667	7,666,667	(13,033,334)	-	-	-
18.9.2007	18.9.2008	18.9.2008 – 17.9.2009	1.25151	4,550,000	6,500,000	(11,050,000)	-	-	-
18.9.2007	18.9.2009	18.9.2009 – 17.9.2010	1.25151	4,550,000	6,500,000	-	11,050,000	(11,050,000)	-
3.6.2008	3.6.2008	3.6.2008 – 2.6.2009	1.71420	4,515,000	-	(4,515,000)	-	-	-
3.6.2008	3.6.2009	3.6.2009 – 2.6.2010	0.88232	583,333	833,333	-	1,416,666	(1,416,666)	-
				37,648,333	47,333,333	(28,598,334)	56,383,332	(12,466,666)	43,916,666

33. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

(b) Share option scheme of PYI (Continued)

Note: (1) The number of share options has been adjusted as a result of the rights issue of PYI on 3 July 2009.

- (2) The number of share options has been adjusted to include the share options of a director who was appointed during the year.

The Group has not recognised the share-based payment expense for the current and prior years in relation to the share options granted by PYI as the directors of the Company consider the amount is not significant.

No options of PYI were granted, cancelled or exercised during the year.

34. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of net debt, which includes the bank borrowings disclosed in note 30, and equity attributable to owners of the Company, comprising issued share capital, reserves and retained profits.

The directors of the Company review the capital structure regularly. As a part of this review, the directors consider the cost of capital and the risks associated with each class of capital. Based on recommendations of the directors, the Group will balance its overall capital structure through the payment of dividends, new share issues as well as the issue of new debt or the redemption of existing debt.

33. 以股份為基礎付款之交易(續)

(b) PYI購股權計劃(續)

附註：(1) 由於二零零九年七月三日之PYI供股，購股權之數目經已調整。

- (2) 購股權之數目已調整為包括授予於年內獲委任之董事之購股權。

由於本公司董事認為該款項不重大，故本集團並無於本年及往年就PYI授出之購股權確認以股份為基礎付款之開支。

年內均無授出、註銷或行使PYI購股權。

34. 資本風險管理

管理層管理其資本，以確保本集團旗下實體將可持續經營，並透過優化債務及權益結餘為股東帶來最大回報。於過往年度，本集團之整體策略維持不變。

本集團之資本結構包括債務淨值，包括於附註30披露之銀行借款及本公司擁有人應佔權益(其包括已發行股本、儲備及保留溢利)。

本公司董事定期檢討審閱資本結構。作為檢討之一環，董事考慮資本成本與各類別資本相關之風險。本集團將根據董事之建議透過派付股息、發行新股以及新增債務或贖回現有債務以平衡其整體資本結構。

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35. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

Financial assets	金融資產
Financial assets at FVTPL	按公平值計入損益之金融資產
Investments held for trading	持作買賣投資
Loans and receivables (including cash and cash equivalents)	貸款及應收款項(包括現金及與現金等值項目)
Available-for-sale financial assets	可供出售金融資產
Financial liabilities	金融負債
Amortised cost	已攤銷成本

(b) Financial risk management objectives and policies

The Group's major financial instruments include available-for-sale investments, trade and other debtors, amounts due from related companies, associates, jointly controlled entities and fellow subsidiaries, loan to a related company, other loans receivable, investments held for trading, pledged bank deposits, short term bank deposits, bank balances, trade and other creditors, amounts due to related companies, associates, a jointly controlled entity and non-controlling interests, and bank borrowings. Details of the financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (currency risk, interest rate risk and other price risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

35. 金融工具

(a) 金融工具類別

2011 HK\$'000 千港元	2010 HK\$'000 千港元
–	116
2,117,347	2,045,230
–	437
2,117,347	2,045,783
1,160,408	928,615

(b) 金融風險管理目標及政策

本集團主要金融工具包括可供出售之投資、貿易及其他應收款項、應收關連公司、聯營公司、共同控制機構及同系附屬公司款項、貸款予一間關連公司、其他應收貸款、持作買賣投資、已抵押銀行存款、短期銀行存款、銀行結餘、貿易及其他應付款項、應付關連公司、聯營公司、一間共同控制機構及非控股權益款項及銀行借款。該等金融工具之詳情披露於有關附註。此等金融工具所附帶之主要風險包括市場風險(貨幣風險、利率風險及其他價格風險)、信貸風險及流動資金風險。減輕此等風險之政策載列於下文。管理層管理及監察此等風險以確保適時並有效地實施適當之措施。

35. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Market risks

(i) Currency risk

Several subsidiaries of the Group have trade and other debtors, amounts due from associates, pledged bank deposits, short term bank deposits, bank balances and trade and other creditors denominated in foreign currencies, which expose the Group to foreign currency risk.

The carrying amount of the Group's foreign currency denominated monetary assets and monetary liabilities as at the reporting date are as follows:

Assets

RMB
MOP
USD

資產

人民幣
澳門幣
美元

Liabilities

RMB
MOP

負債

人民幣
澳門幣

The Group is mainly exposed to the fluctuation of the RMB against Hong Kong dollar as Hong Kong dollar is pegged to the other two foreign currencies, namely MOP and USD. The following table details the Group's sensitivity to a 5% (2010: 5%) increase and decrease in RMB against Hong Kong dollars. 5% (2010: 5%) is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the year end for a 5% (2010: 5%) change in foreign currency rates. A positive number indicates an increase in post-tax profit where RMB strengthens 5% (2010: 5%) against Hong Kong dollars. For a 5% (2010: 5%) weakening of RMB against Hong Kong dollars, there would be an equal and opposite impact on the post-tax profit for the year and the balances below would be negative.

35. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

市場風險

(i) 貨幣風險

本集團數間附屬公司持有以外幣為單位之貿易及其他應收款項、應收聯營公司款項、已抵押銀行存款、短期銀行存款、銀行結餘及貿易及其他應付款項，故本集團承受外幣風險。

本集團於報告日以外幣為單位之貨幣資產及貨幣負債之賬面值如下：

	2011 HK\$'000 千港元	2010 HK\$'000 千港元
Assets		
RMB	284,857	260,572
MOP	27,841	29,729
USD	788	804
Liabilities		
RMB	1,311	1,648
MOP	9,360	11,320

由於港幣與另外兩種外幣（澳門幣及美元）掛鈎，故本集團主要承受來自人民幣兌港元之波動之風險。下表詳細說明本集團對人民幣兌港幣上升及下跌5%（二零一零年：5%）之敏感度。向主要管理人員作內部外幣風險報告時使用之敏感度為5%（二零一零年：5%），此乃管理層對可能出現之合理匯率變動作出之評估。敏感度分析僅包括以外幣為單位尚未結算之貨幣項目，並於報告期末按5%（二零一零年：5%）匯率變動幅度調整其換算。所得正數表示人民幣兌港幣上升5%（二零一零年：5%）而令稅後溢利增加。倘人民幣兌港幣下跌5%（二零一零年：5%），將對本年度稅後溢利造成等值但相反之影響，以下結餘將為相反。

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35. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Market risks (Continued)

(i) Currency risk (Continued)

Increase in post-tax profit	稅後溢利增加
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This is mainly attributable to the exposure outstanding on trade and other debtors, amounts due from associates, bank balances and trade and other creditors denominated in RMB at the end of the reporting period.

(ii) Interest rate risk

The Group is exposed to cash flow interest rate risk in relation to other debtors, amounts due from fellow subsidiaries, variable-rate loan receivable, bank deposits and variable-rate bank borrowings (see notes 22, 24, 26, 28 and 30 for details respectively). It is the Group's policy to keep its borrowings at variable-rate of interest so as to minimise the fair value interest rate risk.

The Group is also exposed to fair value interest rate risk in relation to fixed-rate loan to a related company, loans receivable and bank borrowings (see notes 25, 26 and 30 for details respectively).

The Group's exposures to interest rates on financial liabilities are detailed in the liquidity risk management section of this note. The Group's cash flow interest rate risk is mainly attributable to fluctuation of HIBOR and benchmark lending interest rate as announced by the People's Bank of China.

35. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

市場風險 (續)

(i) 貨幣風險 (續)

2011	2010
HK\$'000	HK\$'000
千港元	千港元
11,838	10,810

此主要是來自於報告期末未清償之以人民幣為單位之貿易及其他應收款項、應收聯營公司款項、銀行結餘及貿易及其他應付款項之風險。

(ii) 利率風險

本集團就其他應收賬款、應收同系附屬公司款項、浮息之應收貸款、銀行存款及浮息之銀行借款 (詳情分別見附註22、24、26、28及30) 承受現金流利率風險。本集團之政策為維持借款之利息按浮動利率，以將公平值利率風險降至最低。

本集團亦就定息之貸款予一間關連公司、應收貸款及銀行借款 (詳情分別見附註25、26及30) 承受公平值利率之風險。

本集團承受金融負債利率之風險詳情載於本附註之流動資金風險管理部份。本集團之現金流量利率風險主要來自於香港銀行同業拆息率及中國人民銀行宣佈之貸款基準利率之波動。

35. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Market risks (Continued)

(ii) Interest rate risk (Continued)

Sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to interest rates for other debtors, amounts due from fellow subsidiaries, variable-rate loan receivable, bank deposits and variable-rate bank borrowings. The analysis is prepared assuming the financial instruments outstanding at the end of the reporting period were outstanding for the whole year. A 10 basis points (2010: 10 basis points) increase or decrease for bank deposits and a 50 basis points (2010: 50 basis points) increase or decrease for other debtors, amounts due from fellow subsidiaries, variable-rate loan receivable and variable-rate bank borrowings, respectively, are used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

A 10 basis points (2010: 10 basis points) change in interest rate for bank deposits and a 50 basis points (2010: 50 basis points) change in interest rate for other debtors, amounts due from fellow subsidiaries, variable-rate loan receivable and variable-rate bank borrowings with all other variables held constant would not have a significant effect on the Group's post-tax profit for both years.

(iii) Other price risk

The Group's equity instruments (classified as investments held for trading and available-for-sale investments) exposed the Group to equity price risks. In the opinion of management, the Group's equity price risk in relation to its investment held for trading and available-for-sale investments was minimal.

Credit risk

As at 31 March 2011, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties and financial guarantees provided by the Group is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position and the amount of contingent liabilities in relation to financial guarantee issued by the Group as disclosed in note 41.

In order to minimise the credit risk, management has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews regularly the recoverable amount of each individual debtor at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

35. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

市場風險 (續)

(ii) 利率風險 (續)

敏感度分析

下文所載之敏感度分析乃根據其他應收款項、應收同系附屬公司款項、浮動利率應收貸款、銀行存款及浮動利率銀行借款所承受之利率風險而釐定。此分析乃假設於報告期末之未償還金融工具於全年仍未償還而編製。向主要管理人員作內部利率風險報告時使用10個基點(二零一零年: 10個基點)為銀行存款增加或減少幅度及使用50個基點(二零一零年: 50個基點)為其他應收款項、應收同系附屬公司款項、浮動利率應收貸款及浮動利率銀行借款增加或減少幅度, 此乃管理層對可能出現之合理利率變動作出之評估。

於其他變數保持不變情況下, 銀行存款之10個基點(二零一零年: 10個基點)利率變動及其他應收款項、應收同系附屬公司款項、浮動利率應收貸款及浮動利率銀行借款之50個基點(二零一零年: 50個基點)利率變動, 應不會對本集團兩個年度之稅後溢利產生重大影響。

(iii) 其他價格風險

本集團之股本權益工具(列為持作買賣投資及可供出售之投資)使本集團承受股本權益價格風險。管理層認為, 本集團就其持作買賣投資及可供出售之投資所承受之股本權益價格風險極低。

信貸風險

於二零一一年三月三十一日, 因交易對手未能履行義務及本集團所作之財務擔保, 而導致本集團所承受將對集團造成財務損失之最大信貸風險, 乃關於各類已確認金融資產於綜合財務狀況表所列該等資產之賬面值及關於附註41所披露本集團所作財務擔保之或然負債金額。

為降低信貸風險, 本集團管理層已委派一小組專責釐定信貸限額、信貸審批及其他監管程序, 確保就追回過期欠款採取跟進措施。另外, 本集團會定期於報告期末覆核各個別債務人之可收回款額, 確保就未能收回之款項作出恰當減值。就此而言, 本公司董事認為本集團之信貸風險已大幅降低。

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35. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk (Continued)

Due to the fact that there are only a few major property developers in Hong Kong, the Group has significant concentration of credit risk in a few customers and significant concentration of credit risk by geographic location in Hong Kong. In view of their credit standings, good payment record in the past and long term relationships with the Group, the directors of the Company consider that the Group's credit risk is not material. At the end of the reporting period, the outstanding balances from the five largest customers amounted to approximately HK\$478,280,000 (2010: HK\$564,128,000) in aggregate, of which the single largest customer represent approximately 28% (2010: 31%) of the total debtors at the end of the reporting period.

The Group has advances together with interest thereon to a non-trade debtor and a related company of this debtor which are included in the consolidated statement of financial position, amounting to approximately HK\$253,211,000 (2010: HK\$242,579,000) and HK\$16,394,000 (2010: HK\$16,394,000), respectively, (see note 22 for details) which expose the Group to the concentration of credit risk on these counterparties. In view that the balances are secured by property interests in the PRC and that the market value is higher than the carrying amount of the outstanding balances, the directors of the Company consider that the Group's exposure to credit risk on these balances is reduced.

In addition, the Group's loan to a related company amounting to HK\$8,148,000 (2010: HK\$15,000,000) (see note 25 for details) exposed the Group to concentration of credit risk. As at 31 March 2010, the Group's loans receivable from independent third parties amounting to HK\$62,500,000 (see note 26 for details) also exposed the Group to concentration of credit risk. The directors of the Company continue to monitor and assess the financial status of the counterparties, and they believe the exposure to credit risk on these balances are not significant as the counterparties are of good financial position and certain of the counterparties are companies listed on the Hong Kong Stock Exchange.

With respect to credit risk and concentration risk arising from amounts due from jointly controlled entities, fellow subsidiaries, associates and related parties, the Group's exposure to credit risk arising from default of the counterparties is limited as the counterparties have good reputation and a good history of repayment and the Group does not expect to incur a significant loss for uncollected amounts due from these counterparties.

35. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

信貸風險 (續)

由於香港只有少數大型物業發展商，本集團就客戶及香港地區而言有重大信貸集中風險。鑒於彼等客戶信譽穩健、過去付款記錄良好及與本集團有長期關係，故本公司董事認為本集團並沒有重大信貸風險。於報告期末，五大客戶之未償還結餘合共約為478,280,000港元(二零一零年：564,128,000港元)，其中最大客戶於報告期末約佔應收款項總額28%(二零一零年：31%)。

本集團提供計息墊款予一名非貿易債務人及該債務人之一間關連公司，並已計入綜合財務狀況表分別約為253,211,000港元(二零一零年：242,579,000港元)及16,394,000港元(二零一零年：16,394,000港元)(詳情見附註22)，使本集團就此等交易對手承受信貸集中風險。由於該等借款以位於中國之物業權益為抵押，而該物業權益之市值高於其未償還結餘之賬面值，本公司董事認為，本集團之信貸風險已降低。

此外，本集團之應收一間關連公司貸款為8,148,000港元(二零一零年：15,000,000港元)(詳情見附註25)，使本集團承受信貸集中風險。於二零一零年三月三十一日，本集團之應收獨立第三方貸款為62,500,000港元(詳情見附註26)，此亦使本集團承受信貸集中風險。本公司董事持續監察及評估交易對手之財務狀況，且交易對手財務狀況良好，而其中若干交易對手乃於香港聯交所上市之公司，故他們認為該未償還結餘承受之信貸風險並不重大。

就應收共同控制機構、同系附屬公司、聯營公司及關連公司款項而產生之信貸風險及信貸集中風險而言，本集團因交易對手拖欠而承受之信貸風險乃有限，因為該等交易對手信譽穩健且過去付款記錄良好，故本集團預期不會因無法收取該等交易對手應收款項而招致重大損失。

35. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk (Continued)

The credit risk on liquid funds is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

Other than the above, the Group has no other significant concentration of credit risk, with exposure spread over a number of counterparties.

Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by management to finance its operations and mitigate the effects of fluctuations in cash flows. The management monitors the utilisation of bank borrowings and ensures compliance with loan covenants.

The Group relies on bank borrowings as a significant source of liquidity. As at 31 March 2011, the Group had available unutilised bank loan facilities of approximately HK\$177 million (2010: HK\$443 million). Details of the amounts utilised at the end of the reporting period are set out in note 30.

The following table details the Group's contractual maturity for its non-derivative financial liabilities based on the agreed repayment terms. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate at the end of the reporting period.

35. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

信貸風險 (續)

由於交易對手均為獲國際評級機構評以高信貸評級之銀行，流動資金之信貸風險有限。

除上文所披露者外，本集團之風險分散於多個交易對手，故並無其他重大信貸集中風險。

流動資金風險

於管理流動資金風險時，本集團監察並將現金及與現金等值項目維持在管理層認為足以應付其營運之水平，並減低現金流量波動之影響。管理層監察銀行借款之動用情況，確保遵守貸款契據之規定。

本集團依賴銀行借款作為流動資金之重要來源。於二零一一年三月三十一日，本集團可供使用之未動用銀行信貸額度約為177,000,000港元（二零一零年：443,000,000港元）。於報告期末已動用金額詳情載於附註30。

下表詳述本集團非衍生金融負債之合約到期日，以議定還款條款為準。該表根據本集團可能被要求償還之最早日期之金融負債未貼現現金流量編製。該表包括利息及本金之現金流量。倘利息流為浮息，則未貼現金額乃推算自報告期末之利率。

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35. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Liquidity risk (Continued)

		Weighted average interest rate 加權 平均利率	On demand or within 90 days 按要求償還 或九十日以內	91 days – 1 year 九十一日 至一年	Over 1 year 一年以上	Total undiscounted cash flow 未貼現現金 流量總額	Total carrying amount 賬面值 總額
			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
At 31 March 2011	於二零一一年三月三十一日						
Trade and other creditors	貿易及其他應付款項	–	572,825	140,662	90,302	803,789	803,789
Amounts due to related companies	應付關連公司款項	–	131	–	–	131	131
Amounts due to associates	應付聯營公司款項	–	1,007	–	56,550	57,557	57,557
Amount due to a jointly controlled entity	應付一間共同控制機構款項	–	45,000	–	–	45,000	45,000
Amounts due to non-controlling interests	應付非控股權益款項	–	61	–	–	61	61
Bank borrowings	銀行借款	4.6%	243,726	7,232	9,305	260,263	253,870
			862,750	147,894	156,157	1,166,801	1,160,408
Financial guarantee contracts	財務擔保合約		36,797	–	–	36,797	–
At 31 March 2010	於二零一零年三月三十一日						
Trade and other creditors	貿易及其他應付款項	–	387,308	149,368	66,558	603,234	603,234
Amounts due to related companies	應付關連公司款項	–	1,940	–	–	1,940	1,940
Amounts due to associates	應付關連公司款項	–	1,003	–	–	1,003	1,003
Amounts due to non-controlling interests	應付非控股權益款項	–	64	–	–	64	64
Bank borrowings	銀行借款	4.1%	317,134	3,980	5,052	326,166	322,374
			707,449	153,348	71,610	932,407	928,615

The amounts included above for financial guarantee contracts are the maximum amounts the Company could be required to settle under the arrangement for the full guaranteed amount if that amount is claimed by the counterparty to the guarantee. Based on expectations at the end of the reporting period, the Company considers that it is more likely than not that no amount will be payable under the arrangement. However, this estimate is subject to change depending on the probability of the counterparty claiming under the guarantee which is a function of the likelihood that the financial receivables held by the counterparty which are guaranteed suffer credit losses.

35. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

流動資金風險 (續)

計入上述財務擔保合約之金額乃假設所擔保之交易對手作出申索，本公司根據安排可要求用作償還全數擔保金額之最高金額。根據報告期末之預期，本公司認為很大可能毋須根據安排支付款項。然而，上述估計將視乎交易對手根據擔保提出申索之可能性而有變，此乃取決於交易對手所持獲擔保財務應收款項出現信貸虧損之可能性。

35. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Liquidity risk (Continued)

The amounts included above for variable interest rate instruments for non-derivative financial liabilities is subject to change if changes in variable interest rates differ to those estimates of interest rates determined at the end of the reporting period.

(c) Fair value

The fair values of financial assets and financial liabilities are determined as follows:

- the fair values of investments held for trading and available-for-sale investments that are stated at fair value are determined with reference to bid prices quoted in active market; and
- the fair values of other financial assets and financial liabilities are determined in accordance with generally accepted pricing models based on discounted cash flow analysis.

The directors consider that the carrying amounts of the Group's financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate their fair values.

Fair value measurements recognised in the consolidated statement of financial position

The fair value measurements recognised in the consolidated statement of financial position subsequent to initial recognition at fair value with respect to the Group's investments held for trading and available-for-sale investments belong to level 1, being fair value derived from quoted prices (unadjusted) in active market for identical assets.

36. ACQUISITION OF SUBSIDIARIES

On 31 March 2011, the Group increased its interests in three associates, from 50% to 100% at a consideration of HK\$2. The net cash inflow arising on the acquisition was approximately HK\$234,000. Goodwill of HK\$74,000 resulted from such acquisition has been impaired and recognised in the consolidated income statement in view of the continuous operating losses incurred by these subsidiaries.

35. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

流動資金風險 (續)

倘浮息之變動與該等於報告期末釐定之估算利率出現差異，計入上述非衍生金融負債之浮息工具之金額將會變動。

(c) 公平值

金融資產及金融負債之公平值按以下方式釐定：

- 按公平值列賬之持作買賣投資及可供出售之投資之公平值，乃參考活躍市場競價釐定；及
- 其他金融資產及金融負債之公平值乃按照普遍接納定價模式，以貼現現金流分析為基準釐定。

董事認為本集團之金融資產及金融負債於綜合財務報表按已攤銷成本入賬之賬面值與其公平值相若。

於綜合財務狀況表確認之公平值計量

就本集團之持作買賣投資及可供出售之投資，於初步按公平值確認後，於綜合財務狀況報表確認公平值計量屬於第一級，即公平值推算自活躍市場中就相同資產之報價（未經調整）。

36. 收購附屬公司

於二零一一年三月三十一日，本集團以代價2港元使其於三間聯營公司之權益由50%增至100%。收購產生之現金流入淨額約234,000港元。鑑於該等附屬公司持續錄得經營虧損，因此，因收購而產生之商譽74,000港元已進行減值，並在綜合收益表中確認。

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37. DISPOSAL OF A SUBSIDIARY

During the year ended 31 March 2010, the Group disposed of its entire interest in 南通保華物業管理有限公司 (“南通保華”), a wholly-owned subsidiary to an independent third party at a consideration of HK\$567,000.

The net assets of 南通保華 at the date of disposal were as follows:

		HK\$'000 千港元
Net assets disposed of:	出售之資產淨值：	
Property, plant and equipment	物業、機械及設備	2
Trade and other debtors, deposits and prepayments	貿易及其他應收款項、訂金及預付款項	173
Bank balances and cash	銀行結餘及現金	239
Trade and other creditors and accrued expenses	貿易及其他應付款項及應計開支	(32)
		382
Gain on disposal of a subsidiary	出售一間附屬公司之收益	185
Total consideration satisfied by:	總代價之支付方式：	
Cash	現金	567
Net cash inflow arising on disposal:	出售產生之現金流入淨額：	
Cash received	已收現金	567
Bank balances and cash disposed of	出售之銀行結餘及現金	(239)
		328

The subsidiary disposed of during the year ended 31 March 2010 did not have any significant contribution to the results and cash flows of the Group for the period prior to the disposal.

38. MAJOR NON-CASH TRANSACTIONS

The Group issued additional shares as scrip dividends during both years as set out in notes 12 and 32.

37. 出售一間附屬公司

截至二零一零年三月三十一日止年度內，本集團以代價約567,000港元出售其於全資附屬公司南通保華物業管理有限公司(「南通保華」)之全部權益予某獨立第三方。

於出售日期，南通保華之資產淨值如下：

	HK\$'000 千港元
出售之資產淨值：	
物業、機械及設備	2
貿易及其他應收款項、訂金及預付款項	173
銀行結餘及現金	239
貿易及其他應付款項及應計開支	(32)
	382
出售一間附屬公司之收益	185
總代價之支付方式：	
現金	567
出售產生之現金流入淨額：	
已收現金	567
出售之銀行結餘及現金	(239)
	328

截至二零一零年三月三十一日止年度，出售之附屬公司於出售前之期間沒有對本集團業績及現金流量作出任何重大貢獻。

38. 重大非現金交易

如附註12及32所載，本集團於兩個年度內額外發行股份作為以股代息。

39. RETIREMENT BENEFIT SCHEMES

The Group operates defined contribution retirement benefit schemes for qualifying employees. The assets of the schemes are separately held in funds under the control of trustees. The cost charged to the consolidated income statement represents contributions payable to the funds by the Group at rates specified in the rules of the schemes.

Where there are employees who leave the schemes prior to vesting fully in the contributions, the contributions payable by the Group are reduced by the amount of forfeited contributions. At the end of the reporting period, there were no material forfeited contributions which arose upon employees leaving the schemes prior to their interests in the Group's contributions becoming fully vested and which are available to reduce the contributions payable by the Group in future years.

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

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

The Group's PRC subsidiaries participate in retirement benefit schemes organised by the local government authority in the PRC. They are required to make certain monthly contributions based on the local standard basic salaries. The only obligation of the Group with respect to the retirement benefits schemes is to make the required contributions under the schemes.

39. 退休福利計劃

本集團為合資格僱員設有已界定供款退休福利計劃。該等計劃之資產由受託人管理之多項基金獨立持有。於綜合收益表撥出之費用為本集團按該等計劃之規則所定之比例支付予基金之供款。

倘僱員在可享有本集團供款所附全部權益前退出該計劃，本集團應付供款將可按沒收供款之金額遞減。於報告期末，概無因僱員於此等於本集團供款之權益獲全數歸屬前脫離計劃而可用以扣除未來數年本集團應付供款之重大已沒收供款。

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

因強積金計劃而作出之退休福利計劃供款自盈利或虧損中扣除，相當於本集團按計劃規則訂明之比率向基金應付之供款。

本集團之中國附屬公司參與有中國當地政府機關管理之退休福利計劃。彼等須按當地標準基本薪酬每月支付若干供款。本集團只須根據計劃作出規定供款，即已履行退休福利計劃之責任。

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40. CAPITAL COMMITMENTS

40. 資本承擔

		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Capital expenditure in respect of the acquisition of property, plant and equipment contracted for but not provided in the consolidated financial statements	已訂約但未於綜合財務報表內撥備，有關收購物業、機械及設備之資本開支	4,819	2,897

41. CONTINGENT LIABILITIES

41. 或然負債

		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Guarantees given to banks in respect of banking facilities granted to:	就下列人士獲授之銀行信貸給予銀行之擔保：		
An associate	一間聯營公司	3,542	-
Jointly controlled entities	共同控制機構	33,255	-
		36,797	-

At the initial date of providing these guarantee, the directors consider that the fair value of the financial guarantee was insignificant.

於提供該擔保之初始日期，董事認為財務擔保之公平值微不足道。

42. OPERATING LEASE COMMITMENTS

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

42. 經營租約承擔

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

		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Within one year	一年內	15,835	15,192
In the second to fifth year inclusive	第二至第五年(首尾兩年包括在內)	41,499	798
		57,334	15,990

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

租約之商討及每月租金乃根據租賃期為一至五年之租約釐定。

43. RELATED PARTY TRANSACTIONS AND BALANCES

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

43. 關連人士交易及結餘

- (a) 年內，本集團與其關連人士訂立以下交易：

Class of related party 關連人士之類別	Nature of transactions 交易性質	2011 HK\$'000 千港元	2010 HK\$'000 千港元
Associates of the Group 本集團之聯營公司	Project management fee charged by the Group 本集團收取項目管理費	11,739	–
	Construction works charged to the Group 本集團支付合約工程費	123,986	–
Jointly controlled entities of the Group 本集團之共同控制機構	Service fees charged by the Group 本集團收取服務費	15	15
	Construction works charged by the Group 本集團收取合約工程費	76,420	–
Subsidiaries of PYI PYI之附屬公司	Construction works charged by the Group 本集團收取合約工程費	–	28,694
	Project and facilities management fees charged by the Group 本集團收取項目及設施管理費	696	2,766
	Interest charged by the Group 本集團收取利息	9,883	12,853
Subsidiaries of ITC 德祥企業之附屬公司	Motor vehicle rental charged to the Group 本集團支付車租	–	111
Associates of ITC 德祥企業之聯營公司	Construction work charged by the Group 本集團收取合約工程費	58,451	31,402
	Project and facilities management fees charged by the Group 本集團收取項目及設施管理費	414	4,148
	Interest charged by the Group 本集團收取利息	1,048	1,693
	Service fees charged by the Group 本集團收取服務費	38	132
	Service fees charged to the Group 本集團支付服務費	280	581

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43. RELATED PARTY TRANSACTIONS AND BALANCES (Continued)

(b) The remuneration of directors who are members of key management during the year was as follows:

		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Short-term employee benefits	短期僱員福利	7,599	6,806
Post-employment benefits	退休福利	25	24
		7,624	6,830

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

Details of the balances with related companies, fellow subsidiaries, associates and jointly controlled entities at the end of the reporting period are set out in notes 23, 24 and 25, respectively.

43. 關連人士交易及結餘 (續)

(b) 年內董事(亦為管理層要員)之薪酬如下:

董事之薪酬乃由薪酬委員會參考個別人員之表現及市場趨勢而釐定。

於報告期末與關連公司、同系附屬公司、聯營公司及共同控制機構之結餘詳情分別載列於附註23、24及25。

44. INFORMATION ABOUT STATEMENT OF FINANCIAL POSITION OF THE COMPANY

	總資產		
TOTAL ASSETS			
Investments in subsidiaries	於附屬公司投資	262,881	262,881
Other debtors	其他應收款項	25,064	9
Amount due from a subsidiary	應收一間附屬公司款項	183,118	259,534
Short term bank deposits	短期銀行存款	74,279	-
Bank balances	銀行結餘	3,777	894
		549,119	523,318

	總負債		
TOTAL LIABILITIES			
Other creditors and accrued expenses	其他應付款項及應計開支	1,611	1,886
Bank borrowings	銀行借款	75,000	40,200
		76,611	42,086

NET ASSETS	資產淨值	472,508	481,232
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	資本及儲備		
CAPITAL AND RESERVES			
Share capital	股本	303,477	303,000
Reserves (Note)	儲備(附註)	169,031	178,232
		472,508	481,232

44. 本公司之財務狀況表資料

44. INFORMATION ABOUT STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

Note: Movement of reserves of the Company during the current and prior years are as follows:

		Share premium	Special reserve	Share option reserve	Capital redemption reserve	Retained profits	Total
		股份溢價	特別儲備	購股權儲備	資本贖回儲備	保留溢利	總計
		HK\$' 000	HK\$' 000	HK\$' 000	HK\$' 000	HK\$' 000	HK\$' 000
		千港元	千港元	千港元	千港元	千港元	千港元
At 1 April 2009	於二零零九年四月一日	274,696	(150,000)	841	255	60,793	186,585
Profit and total comprehensive income for the year	年度溢利及全面收益總額	-	-	-	-	687	687
Issue of shares under scrip dividend scheme	根據以股代息計劃發行之股份	(1,661)	-	-	-	-	(1,661)
Effect of share options lapsed	已失效購股權之影響	-	-	(841)	-	841	-
Credit arising on scrip dividends	以股代息產生之進賬	-	-	-	-	1,661	1,661
Dividend declared	已宣派股息	-	-	-	-	(9,040)	(9,040)
At 31 March 2010	於二零一零年三月三十一日	273,035	(150,000)	-	255	54,942	178,232
Profit and total comprehensive income for the year	年度溢利及全面收益總額	-	-	-	-	413	413
Issue of shares under scrip dividend scheme	根據以股代息計劃發行之股份	(477)	-	-	-	-	(477)
Credit arising on scrip dividends	以股代息產生之進賬	-	-	-	-	559	559
Dividend declared	已宣派股息	-	-	-	-	(9,696)	(9,696)
At 31 March 2011	於二零一一年三月三十一日	272,558	(150,000)	-	255	46,218	169,031

The special reserve of the Company represents the difference between the aggregate of the net asset value of, and shareholder's loan to, Paul Y. Management Contracting amounting to HK\$250,000,000 and the issue value of the shares of HK\$400,000,000 as consideration for the acquisition of Paul Y. Management Contracting in prior year.

44. 本公司之財務狀況表資料(續)

附註：本公司於本年及往年之儲備變動如下：

本公司之特別儲備指Paul Y. Management Contracting資產淨值與股東貸款之和合共250,000,000港元，與年前收購Paul Y. Management Contracting代價之股份發行價值400,000,000港元之差額。

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45. PARTICULARS OF PRINCIPAL SUBSIDIARIES, ASSOCIATES AND JOINTLY CONTROLLED ENTITIES

(a) Particulars of the Company's principal subsidiaries at 31 March 2011 and 2010 are as follows:

Name of subsidiary	Place of incorporation/ registration/ operation	Issued and fully paid share capital/ registered capital	Percentage of issued share capital/ registered capital attributable to the Group 2011 & 2010	Principal activities
附屬公司名稱	成立／註冊／營運地點	已發行及繳足股本／註冊資本	已發行股本／註冊資本之百分比	主要業務
China Earth Limited 達球有限公司	Hong Kong 香港	HK\$1 ordinary share 1港元 普通股	100	Investment holding 投資控股
Corless Limited	British Virgin Islands 英屬處女群島	US\$2 ordinary shares 2美元 普通股	100	Investment holding 投資控股
Paul Y. - Concentric Joint Venture	Hong Kong 香港	– (Note (i) below) (下文附註(i))	51	Civil engineering 土木工程
Paul Y. - CREC(HK) Joint Venture	Hong Kong 香港	– (Note (i) below) (下文附註(i))	60	Civil engineering 土木工程
Paul Y. (E & M) Contractors Limited 保華機電工程有限公司	Hong Kong 香港	HK\$20,000,000 ordinary shares 20,000,000港元 普通股	99.9998	Provision of electrical, mechanical and building services 提供電機及建造服務

45. 主要附屬公司、聯營公司及共同控制機構資料

(a) 本公司主要附屬公司於二零一一年及二零一零年三月三十一日之詳情如下：

45. PARTICULARS OF PRINCIPAL SUBSIDIARIES, ASSOCIATES AND JOINTLY CONTROLLED ENTITIES (Continued)

(a) Particulars of the Company's principal subsidiaries at 31 March 2011 and 2010 are as follows: (Continued)

Name of subsidiary	Place of incorporation/ registration/ operation	Issued and fully paid share capital/ registered capital	Percentage of issued share capital/ registered capital attributable to the Group 2011 & 2010 二零一一年及二零一零年 本集團應佔 已發行股本/ 註冊資本之 百分比 %	Principal activities
附屬公司名稱	成立/註冊/ 營運地點	已發行及 繳足股本/ 註冊資本		主要業務
Paul Y. Builders Group Limited 保華建造集團有限公司	Hong Kong 香港	HK\$2 ordinary shares 2港元 普通股	100	Investment holding 投資控股
		HK\$1,000,000 non-voting deferred shares (Note (ii) below) 1,000,000港元 無投票權遞延股 (下文附註(ii))	—	
Paul Y. Builders Limited 保華建造有限公司	Hong Kong 香港	HK\$102,000,000 ordinary shares 102,000,000港元 普通股	100	Building construction 樓宇建造
Paul Y. Building Materials Company Limited	Hong Kong 香港	HK\$2 ordinary shares 2港元 普通股	100	Trading and installation of building materials 建築材料貿易及裝嵌
Paul Y. Construction & Engineering Co. Limited 保華建築工程有限公司	Hong Kong 香港	HK\$42,000,000 ordinary shares 42,000,000港元 普通股	100	Building construction and specialist works 樓宇建造及專項工程
Paul Y. Construction (China) Limited 保華建築(中國)有限公司	PRC 中國	RMB120,000,000 registered capital 人民幣120,000,000元 註冊資本	100	Civil engineering and building construction 土木工程及樓宇建造

45. 主要附屬公司、聯營公司及共同控制機構資料(續)

(a) 本公司主要附屬公司於二零一一年及二零一零年三月三十一日之詳情如下：(續)

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45. PARTICULARS OF PRINCIPAL SUBSIDIARIES, ASSOCIATES AND JOINTLY CONTROLLED ENTITIES (Continued)

(a) Particulars of the Company's principal subsidiaries at 31 March 2011 and 2010 are as follows: (Continued)

45. 主要附屬公司、聯營公司及共同控制機構資料(續)

(a) 本公司主要附屬公司於二零一一年及二零一零年三月三十一日之詳情如下：(續)

Name of subsidiary	Place of incorporation/ registration/ operation	Issued and fully paid share capital/ registered capital	Percentage of issued share capital/ registered capital attributable to the Group 2011 & 2010 二零一一年及二零一零年本集團應佔已發行股本/註冊資本之百分比	Principal activities
附屬公司名稱	成立/註冊/營運地點	已發行及繳足股本/註冊資本		主要業務
Paul Y. Construction Company, Limited 保華建築有限公司	Hong Kong 香港	HK\$2 ordinary shares 2港元 普通股	100	Civil engineering, building construction and investment holding 土木工程、樓宇建造及投資控股
		HK\$50,000,000 non-voting preferred shares (Note (iii) below) 50,000,000港元 無投票權優先股 (下文附註(iii))	—	
Paul Y. Facilities Management Co., Limited 保華設施管理有限公司	Hong Kong 香港	HK\$2 ordinary shares 2港元 普通股	100	Facilities management services 設施管理服務
Paul Y. Finance Limited 保華財務有限公司	Hong Kong 香港	HK\$1 ordinary share 1港元 普通股	100	Provision of finance 提供融資
Paul Y. Foundation (Macau) Limited 保華地基(澳門)有限公司	Macau 澳門	MOP25,000 registered capital 澳門幣25,000元 註冊資本	100	Civil engineering and foundation works 土木工程及地基工程
Paul Y. Foundation Holdings Limited	British Virgin Islands 英屬處女群島	US\$1 ordinary share 1美元 普通股	100	Investment holding 投資控股

45. PARTICULARS OF PRINCIPAL SUBSIDIARIES, ASSOCIATES AND JOINTLY CONTROLLED ENTITIES (Continued)

(a) Particulars of the Company's principal subsidiaries at 31 March 2011 and 2010 are as follows: (Continued)

Name of subsidiary	Place of incorporation/ registration/ operation	Issued and fully paid share capital/ registered capital	Percentage of issued share capital/ registered capital attributable to the Group 2011 & 2010 二零一一年及二零一零年本集團應佔已發行股本/註冊資本之百分比	Principal activities
附屬公司名稱	成立/註冊/營運地點	已發行及繳足股本/註冊資本		主要業務
Paul Y. Foundation Limited 保華地基有限公司	Hong Kong 香港	HK\$10,000,000 ordinary shares 10,000,000港元 普通股	100	Civil engineering and foundation works 土木工程及地基工程
Paul Y. General Contractors Limited 保華建築營造有限公司	Hong Kong 香港	HK\$200,000,000 ordinary shares 200,000,000港元 普通股	100	Civil engineering and building construction 土木工程及樓宇建造
Paul Y. Interior Contractors Limited 保華裝飾工程有限公司	Hong Kong 香港	HK\$2 ordinary shares 2港元 普通股	100	Interior decoration works 室內裝修工程
Paul Y. Management Contracting Group Limited 保華建設工程集團有限公司	British Virgin Islands 英屬處女群島	US\$2,000 ordinary shares 2,000美元 普通股	100	Investment holding 投資控股
Paul Y. Management Limited 保華管理有限公司	Hong Kong 香港	HK\$2 ordinary shares 2港元 普通股	100	Management and secretarial services 管理及秘書服務
Paul Y. Plant Hire Limited 保華機械租賃有限公司	Hong Kong 香港	HK\$2 ordinary shares 2港元 普通股	100	Hire of motor vehicles, plant and machinery 汽車、設備及機械租賃

45. 主要附屬公司、聯營公司及共同控制機構資料(續)

(a) 本公司主要附屬公司於二零一一年及二零一零年三月三十一日之詳情如下：(續)

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45. PARTICULARS OF PRINCIPAL SUBSIDIARIES, ASSOCIATES AND JOINTLY CONTROLLED ENTITIES (Continued)

(a) Particulars of the Company's principal subsidiaries at 31 March 2011 and 2010 are as follows: (Continued)

Name of subsidiary	Place of incorporation/ registration/ operation	Issued and fully paid share capital/ registered capital	Percentage of issued share capital/ registered capital attributable to the Group 2011 & 2010 二零一一年及二零一零年 本集團應佔 已發行股本/ 註冊資本之 百分比 %	Principal activities
附屬公司名稱	成立／註冊／ 營運地點	已發行及 繳足股本／ 註冊資本		主要業務
Paul Y. Project Management International Limited 保華國際工程管理有限公司	Hong Kong 香港	HK\$2 ordinary shares 2港元 普通股	100	Project management services and investment holding 項目管理服務及投資控股
Unistress Concrete Products (H.K.) Limited 聯力混凝土製品(香港)有限公司	Hong Kong 香港	HK\$2 ordinary shares 2港元 普通股	100	Manufacturing and trading of concrete products and property investment 混凝土產品製造及貿易 及物業投資
		HK\$10,000 non-voting deferred shares (Note (ii) below) 10,000港元 無投票權遞延股 (下文附註(ii))	100	

All of the above subsidiaries are private limited companies except Paul Y. – Concentric Joint Venture and Paul Y. – CREC(HK) Joint Venture which are unincorporated bodies.

45. 主要附屬公司、聯營公司及共同控制機構資料(續)

(a) 本公司主要附屬公司於二零一一年及二零一零年三月三十一日之詳情如下：(續)

上述所有附屬公司均為私人有限公司，惟 Paul Y. – Concentric Joint Venture及Paul Y. – CREC(HK) Joint Venture為非法人團體。

45. PARTICULARS OF PRINCIPAL SUBSIDIARIES, ASSOCIATES AND JOINTLY CONTROLLED ENTITIES (Continued)

(a) Particulars of the Company's principal subsidiaries at 31 March 2011 and 2010 are as follows: (Continued)

Notes:

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

45. 主要附屬公司、聯營公司及共同控制機構資料(續)

(a) 本公司主要附屬公司於二零一一年及二零一零年三月三十一日之詳情如下：(續)

附註：

- (i) 由於合營企業乃非法人團體，故並無已發行股本／註冊資本。
- (ii) 此等無投票權遞延股持有人無權投票，亦無權獲派任何財政年度之股息，且只有權在該公司清盤時或在其他情況下分派總數100,000,000,000港元予該公司普通股持有人後尚有剩餘資產之情況下，獲退還資本。
- (iii) 此等無投票權優先股持有人無權投票，亦無權獲派股息，除非該公司可供派息純利超過100,000,000,000港元，在此情況下，此等有權就任何財政年度獲派一項年息為5%之固定非累積股息，且只有權在該公司清盤時分派總額10,000,000,000港元予該公司普通股持有人後尚有剩餘資產之情況下，獲退還資本。

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45. PARTICULARS OF PRINCIPAL SUBSIDIARIES, ASSOCIATES AND JOINTLY CONTROLLED ENTITIES (Continued)

(b) Particulars of the Company's principal associates at 31 March 2011 and 2010 are as follows:

Name of associate	Place of incorporation/ registration	Issued and fully paid share capital/ registered capital	Percentage of issued share capital/ registered capital attributable to the Group 2011 & 2010 二零一一年及二零一零年本集團應佔已發行股本/註冊資本之百分比	Principal activities
聯營公司名稱	成立/註冊地點	已發行及繳足股本/註冊資本		主要業務
CSCEC - Paul Y. Construction Company Limited 中建保華建築有限責任公司	PRC 中國	US\$10,000,000 registered capital (Note (ii) below) 10,000,000美元 註冊資本 (下文附註(ii))	31.33	Civil engineering and building construction 土木工程及樓宇建造
GTECH-Paul Y. Joint Venture	Hong Kong 香港	- (Note (i) below) (下文附註(i))	50 (2010: Nil 無)	Provision of electrical and mechanical services 提供電機服務
Zhong Yu - Paul Y. Project Management Company Limited 北京中宇保華工程項目管理有限公司	PRC 中國	US\$500,000 registered capital (Note (ii) below) 500,000美元 註冊資本 (下文附註(ii))	40	Project management and consultancy services 項目管理及諮詢服務
浙江美聯置業有限公司	PRC 中國	RMB30,000,000 registered capital (Note (iii) below) 人民幣30,000,000元 註冊資本 (下文附註(iii))	50	Investment holding 投資控股
杭州先鋒科技開發有限公司	PRC 中國	RMB10,000,000 registered capital 人民幣10,000,000元 註冊資本	50	Property holding 持有物業

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

45. 主要附屬公司、聯營公司及共同控制機構資料(續)

(b) 本公司主要聯營公司於二零一一年及二零一零年三月三十一日之詳情如下：

上述所有聯營公司均由本公司間接持有。

45. PARTICULARS OF PRINCIPAL SUBSIDIARIES, ASSOCIATES AND JOINTLY CONTROLLED ENTITIES (Continued)

(b) Particulars of the Company's principal associates at 31 March 2011 and 2010 are as follows: (Continued)

Notes:

- (i) Newly formed during the year. There is no issued share capital/registered capital for the joint venture as it is an unincorporated body.
- (ii) These companies are sino-foreign equity joint venture company.
- (iii) As at 31 March 2010, the registered capital of 浙江美聯置業有限公司 is paid up to RMB14,084,680.

(c) Particulars of the Company's principal jointly controlled entities at 31 March 2011 and 2010 are as follows:

Name of jointly controlled entity	Place of incorporation/ registration	Issued and fully paid share capital/ registered capital	Percentage of issued share capital/ registered capital attributable to the Group 2011 & 2010	Principal activities
共同控制機構名稱	成立/註冊地點	已發行及繳足股本/註冊資本	二零一一年及二零一零年本集團應佔已發行股本/註冊資本之百分比	主要業務
Laing O' Rourke – Hsin Chong – Paul Y. Joint Venture	Hong Kong 香港	– (Notes (i) & (ii) below) (下文附註 (i) & (ii))	22.5 (2010: Nil 無)	Civil engineering 土木工程
Paul Y. – Penta-Ocean Joint Venture	Hong Kong 香港	– (Note (ii) below) (下文附註 (ii))	50	Civil engineering 土木工程

- Notes: (i) Newly formed during the year.
- (ii) There is no issued share capital/registered capital for the joint ventures as they are unincorporated bodies.

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

None of the subsidiaries had any debt securities outstanding at the end of the reporting period or at any time during both years.

45. 主要附屬公司、聯營公司及共同控制機構資料(續)

(b) 本公司主要聯營公司於二零一一年及二零一零年三月三十一日之詳情如下:(續)

附註:

- (i) 年內組成。由於合營企業乃非法人團體，故並無已發行股本/註冊資本。
- (ii) 該等公司均為中外合資合營公司。
- (iii) 於二零一零年三月三十一日，浙江美聯置業有限公司已繳付之註冊資本達人民幣14,084,680元。

(c) 本公司主要共同控制機構於二零一一年及二零一零年三月三十一日之詳情如下:

Percentage of issued share capital/ registered capital attributable to the Group 2011 & 2010	Principal activities
二零一一年及二零一零年本集團應佔已發行股本/註冊資本之百分比	主要業務
22.5 (2010: Nil 無)	Civil engineering 土木工程
50	Civil engineering 土木工程

- 附註: (i) 年內組成。
- (ii) 由於合營企業乃非法人團體，故並無已發行股本/註冊資本。

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

概無附屬公司於報告期末或於兩個年度任何時間擁有尚未行使之任何債務證券。

Financial Summary

財務概要

		For the year ended 31 March				2011 HK\$'000 千港元
		截至三月三十一日止年度				
		2007	2008	2009	2010	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	
		千港元	千港元	千港元	千港元	
RESULTS	業績					
Turnover	營業額	4,359,329	4,913,022	4,427,216	3,644,873	4,333,791
Profit before tax	除稅前溢利	109,435	129,730	38,969	47,811	41,658
Income tax expense	所得稅費用	(8,401)	(9,747)	(2,960)	(1,240)	(7,895)
Profit for the year	年度溢利	101,034	119,983	36,009	46,571	33,763
Profit for the year attributable to:	應佔年度溢利：					
Owners of the Company	本公司擁有人	112,621	119,479	40,218	44,688	30,083
Non-controlling interests	非控股權益	(11,587)	504	(4,209)	1,883	3,680
		101,034	119,983	36,009	46,571	33,763

		As at 31 March				2011 HK\$'000 千港元
		於三月三十一日				
		2007	2008	2009	2010	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	
		千港元	千港元	千港元	千港元	
ASSETS AND LIABILITIES	資產及負債					
Total assets	總資產	2,561,371	2,632,755	2,393,316	2,548,890	2,771,648
Total liabilities	總負債	(2,106,435)	(2,094,809)	(1,843,628)	(1,959,477)	(2,167,327)
Total equity	總權益	454,936	537,946	549,688	589,413	604,321
Equity attributable to:	應佔權益：					
Owners of the Company	本公司擁有人	442,116	523,763	536,815	574,657	605,393
Non-controlling interests	非控股權益	12,820	14,183	12,873	14,756	(1,072)
		454,936	537,946	549,688	589,413	604,321

BOARD OF DIRECTORS

James Chiu, <i>OBE, JP</i>	<i>Chairman (Independent Non-Executive Director)</i>
Lau Ko Yuen, Tom	<i>Deputy Chairman (Non-Executive Director)</i>
Chan Fut Yan	<i>Deputy Chairman (Executive Director)</i>
Wong Kam Cheong, Stanley	<i>Executive Director & Chief Executive Officer</i>
Lee Chack Fan, <i>SBS, JP</i>	<i>Independent Non-Executive Director</i>
Iain Ferguson Bruce	<i>Independent Non-Executive Director</i>

AUDIT COMMITTEE

James Chiu, <i>OBE, JP (Chairman)</i>
Lee Chack Fan, <i>SBS, JP</i>
Iain Ferguson Bruce

REMUNERATION COMMITTEE

James Chiu, <i>OBE, JP (Chairman)</i>
Wong Kam Cheong, Stanley
Lee Chack Fan, <i>SBS, JP</i>

NOMINATION COMMITTEE

Lee Chack Fan, <i>SBS, JP (Chairman)</i>
Lau Ko Yuen, Tom
Iain Ferguson Bruce

FINANCE AND INVESTMENT COMMITTEE

Iain Ferguson Bruce <i>(Chairman)</i>
Wong Kam Cheong, Stanley
Law Hon Wa, William

DISCLOSURES COMMITTEE

Iain Ferguson Bruce <i>(Chairman)</i>
Lau Ko Yuen, Tom
Law Hon Wa, William

CORPORATE GOVERNANCE COMMITTEE

James Chiu, <i>OBE, JP (Chairman)</i>
Lau Ko Yuen, Tom
Iain Ferguson Bruce

EXECUTIVE COMMITTEE

Wong Kam Cheong, Stanley <i>(Chairman)</i>
Chan Fut Yan
Law Hon Wa, William

COMPANY SECRETARY

Mui Ching Hung, Joanna

SOLICITORS

Richards Butler <i>(Hong Kong)</i>
Conyers Dill & Pearman <i>(Bermuda)</i>

董事局

趙雅各, <i>OBE, JP</i>	<i>主席 (獨立非執行董事)</i>
劉高原	<i>副主席 (非執行董事)</i>
陳佛恩	<i>副主席 (執行董事)</i>
黃錦昌	<i>執行董事兼行政總裁</i>
李焯芬, <i>SBS, JP</i>	<i>獨立非執行董事</i>
布魯士	<i>獨立非執行董事</i>

審核委員會

趙雅各, <i>OBE, JP (主席)</i>
李焯芬, <i>SBS, JP</i>
布魯士

薪酬委員會

趙雅各, <i>OBE, JP (主席)</i>
黃錦昌
李焯芬, <i>SBS, JP</i>

提名委員會

李焯芬, <i>SBS, JP (主席)</i>
劉高原
布魯士

財務及投資委員會

布魯士 <i>(主席)</i>
黃錦昌
羅漢華

披露委員會

布魯士 <i>(主席)</i>
劉高原
羅漢華

企業管治委員會

趙雅各, <i>OBE, JP (主席)</i>
劉高原
布魯士

執行委員會

黃錦昌 <i>(主席)</i>
陳佛恩
羅漢華

公司秘書

梅靜紅

律師

齊伯禮律師行 <i>(香港)</i>
Conyers Dill & Pearman <i>(百慕達)</i>

Corporate Information

公司資料

AUDITOR

Deloitte Touche Tohmatsu

PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited
BNP Paribas
China Construction Bank (Asia) Corporation Limited
China Construction Bank Corporation, Beijing Branch
CITIC Bank International Limited
DBS Bank (China) Limited, Beijing Branch
DBS Bank (Hong Kong) Limited
Deutsche Bank AG, Hong Kong Branch
Fubon Bank (Hong Kong) Limited
The Bank of East Asia, Limited
The Bank of East Asia (China) Limited, Beijing Branch
The Hongkong and Shanghai Banking Corporation Limited
Wing Hang Bank, Limited

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Reuters	0577 . HK
Bloomberg	577 : HK

核數師

德勤 • 關黃陳方會計師行

主要往來銀行

中國銀行(香港)有限公司
法國巴黎銀行
中國建設銀行(亞洲)股份有限公司
中國建設銀行股份有限公司·北京王府井支行
中信銀行國際有限公司
星展銀行(中國)有限公司·北京分行
星展銀行(香港)有限公司
德意志銀行香港分行
富邦銀行(香港)有限公司
東亞銀行有限公司
東亞銀行(中國)有限公司·北京分行
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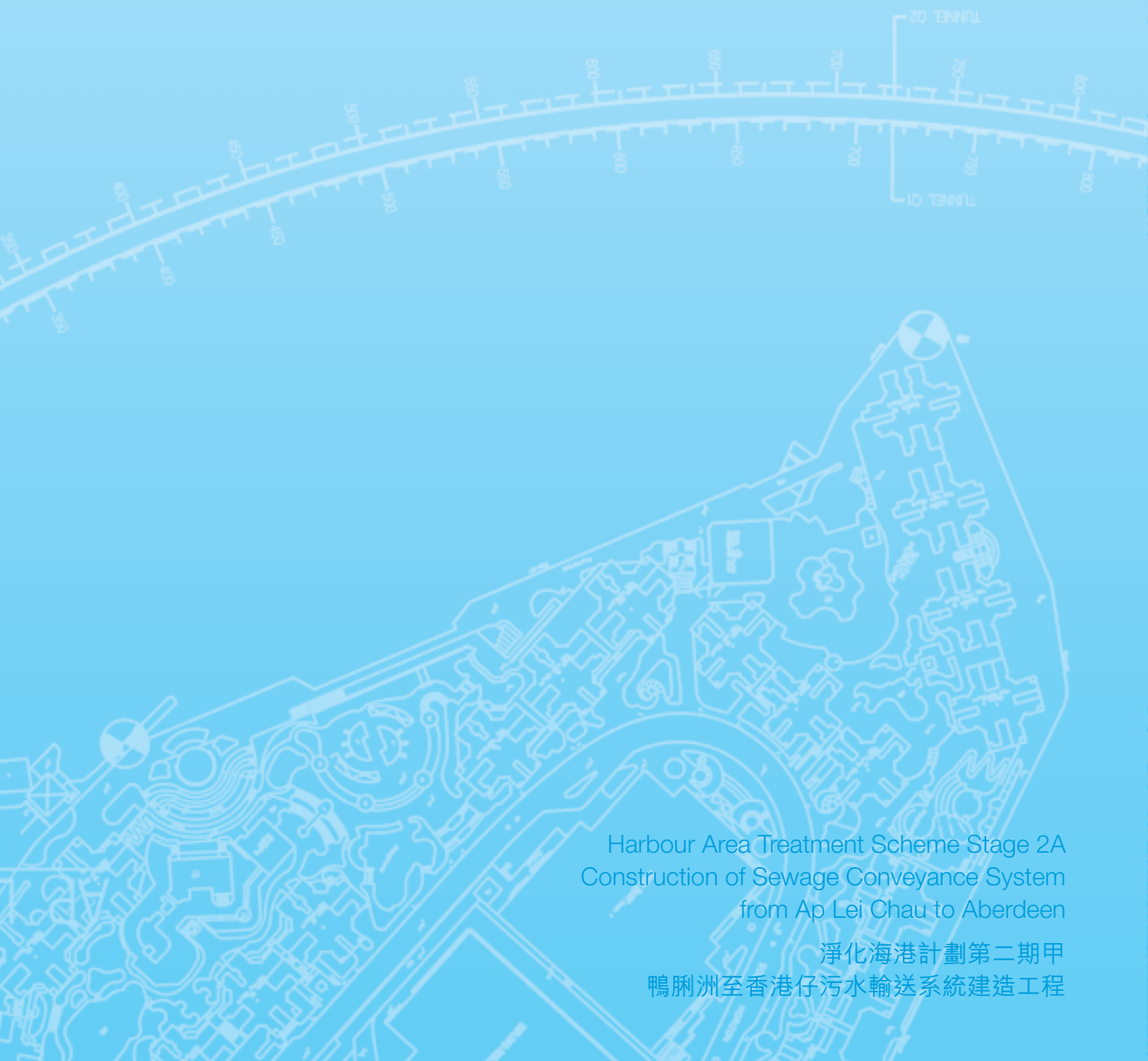
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Harbour Area Treatment Scheme Stage 2A
Construction of Sewage Conveyance System
from Ap Lei Chau to Aberdeen

淨化海港計劃第二期甲
鴨脷洲至香港仔污水輸送系統建造工程