



主席報告 CHAIRMAN'S STATEMENT

本人欣然呈列泰昇集團控股有限公司(「本公司」)連同其附屬公司(「本集團」)截至二零零八年三月三十一日止年度之年度報告。於回顧年度，本集團營業額增加45%至1,895,000,000港元(二零零六/零七年：1,305,000,000港元)，而股東應佔綜合純利增加超過一倍至107,000,000港元(二零零六/零七年：44,000,000港元)。

股息

董事局決議向於二零零八年八月二十二日名列本公司股東名冊之股東派付末期股息每股1.5港仙(二零零六/零七年：1.5港仙)。截至二零零七年九月三十日止六個月已派付中期股息每股1港仙(二零零六/零七年：無)。待股東在應屆股東週年大會上批准之後，建議之末期股息將會於二零零八年九月五日或之前支付。

業務回顧

香港市場

香港之整體營商環境依然向好，建築業於整個財政年度亦有所好轉。憑藉其市場領導地位及先進的設備，本集團成功把握商機，已為應付許多大型項目對機器日益增加之需求作好充分準備。

地基打樁

於回顧年度，地基業務之營業額增加9%至1,079,000,000港元，其中盈利貢獻淨額增加53%至93,000,000港元。於回顧年度，本集團之合約大部分來自私人機構。本集團手頭上之主要合約包括中華電力之青山發電廠、南豐之白石角合資項目及嘉里之黃大仙項目。面對材料及燃料成本之上升壓力，本集團已檢討並加強其對所有項目之成本控制措施。

I am pleased to present the annual report of Tysan Holdings Limited (the "Company") together with its subsidiaries (the "Group") for the year ended 31 March 2008. For the year under review, the Group's turnover increased by 45% to HK\$1,895 million (2006/07: HK\$1,305 million) while consolidated net profit attributable to shareholders more than double to HK\$107 million (2006/07: HK\$44 million).

DIVIDEND

The Board has resolved to recommend the payment of a final dividend of HK1.5 cents (2006/07: HK1.5 cents) per share to shareholders whose names appear on the Company's register of members on 22 August 2008. An interim dividend of HK1 cent per share was paid for the six months ended 30 September 2007 (2006/07: Nil). Subject to shareholders' approval at the forthcoming annual general meeting, the proposed final dividend will be paid on or before 5 September 2008.

BUSINESS REVIEW

Hong Kong Market

The overall business climate of Hong Kong remained prosperous while the construction industry experienced an upturn throughout the financial year. With our leadership position in the market and advanced fleet of equipments, the Group has successfully captured business opportunities as it is fully geared to meet the rising demand on machineries required by many major projects.

Foundation Piling

During the year under review, turnover of the foundation division increased by 9% to HK\$1,079 million while net contribution increased by 53% to HK\$93 million. Majority of the Group's contracts during the year under review were from the private sector. The Group's major contracts on hand include, inter alia, China Light and Power's Castle Peak Road Power Station, Nan Fung's joint venture project in Pak Shek Kok and Kerry's project in Wong Tai Sin. With inflationary pressures on materials and fuel costs, the Group has reviewed and tightened its cost control measures on all projects.



業務回顧 (續)

其他建築相關業務

本集團機電工程及樓宇建築部門之營業額為191,000,000港元，而截至二零零八年三月三十一日止年度之經營溢利為10,000,000港元。隨著建築業復甦，本集團預期各部門會表現良好，對本集團作出積極貢獻。

機械租賃及貿易部門於回顧年度錄得營業額26,000,000港元及虧損1,500,000港元。有關虧損純粹因一台塔式起重機損壞而撇銷6,500,000港元所致。預計該項成本大部份將由保險公司償付，並將於下一財政年度撥回。

中國市場

本集團物業項目所在之兩個城市上海及天津繼續躋身中國增長最高之城市。於二零零七年，中國國內生產總值增長11.4%至超過人民幣246,620億元，而人均國內生產總值為人民幣18,665元。上海錄得國內生產總值增長13.3%至人民幣12,000億元，而人均國內生產總值則為人民幣64,591元，天津於二零零七年則錄得國內生產總值增長11.2%至人民幣5,020億元，而人均國內生產總值為人民幣45,829元。

物業投資及管理

由於經驗豐富的物業管理團隊將重點放在向租戶提供優質生活之上，本集團於上海之出租公寓華園及愛都公寓繼續錄得理想之回報及入住率。

位於市中心之天津國際大廈，繼續成為天津最高租金之大廈，入住率極高。天津國際大廈之出租公寓之翻新剛剛竣工，新的質量提升及創新設計贏得熱烈市場反應。

BUSINESS REVIEW (Cont'd)

Other Construction Related Sectors

Turnover of the Group's electrical and mechanical engineering division and building construction division was HK\$191 million while operating profit was HK\$10 million for the year ended 31 March 2008. With the rebound of the construction industry, the Group expects the divisions to perform satisfactorily with positive contribution to the Group.

The machinery hiring and trading division recorded a turnover of HK\$26 million and a loss of HK\$1.5 million during the year under review. The loss was solely due to a HK\$6.5 million write-off of a damaged tower crane. It is expected that most of such cost will be covered by an insurance claim and which is expected to be written back in the next financial year.

PRC Market

Shanghai and Tianjin, the two cities where the Group's property projects are located, continue to rank among the highest growth cities in China. In 2007, China's GDP grew 11.4% to over RMB24,662 billion with a per capita GDP of RMB18,665. Shanghai recorded a GDP growth of 13.3% to RMB1,200 billion with a per capita GDP of RMB64,591 and Tianjin experienced a GDP growth of 11.2% to RMB502 billion in 2007 with a per capita GDP of RMB45,829.

Property Investment and Management

With our experienced property management team whose main focus is to provide quality living to our tenants, the Group's serviced apartments in Shanghai, China Garden and Aidu Apartments, have continued to enjoy satisfactory returns and occupancy rates.

Tianjin International Building ("TIB"), located in the heart of the city, continues to command the highest rental in Tianjin and enjoys a satisfactory occupancy rate. The renovation of TIB's serviced apartments has just been completed and the market response to the new quality upgrades and innovative designs is remarkable.



主席報告 CHAIRMAN'S STATEMENT

業務回顧 (續)

物業投資及管理 (續)

隨著外商對中國之興趣與日俱增及預期人民幣進一步升值，投資級物業之需求日增。本集團位於上海及天津之投資物業持續錄得穩定之經常性收入及理想之入住率，亦屬於上述之投資級物業。

物業發展

本財政年度乃物業發展項目開始收穫之季節。於回顧年度，本集團來自物業發展業務之營業額及經營溢利分別為498,000,000港元及130,000,000港元，有關數據反映確認泰欣嘉園項目2幢大廈所產生之部份物業銷售收益。憑藉對即將展開項目之日程進行策略性規劃，本集團預期該部門於未來之財政年度會帶來豐厚而穩定之溢利。

泰欣嘉園

位於上海蘇州河畔興建之住宅發展項目泰欣嘉園為擁有993個單位之9幢大廈，總建築面積約147,000平方米。本集團迄今已推出泰欣嘉園之6幢大廈，其中2幢經已完成交付，

BUSINESS REVIEW (Cont'd)

Property Investment and Management (Cont'd)

With accelerating foreign interest in China and expectation of further Renminbi appreciation, there is a growing demand for investment grade properties. The Group's investment properties in Shanghai and Tianjin, which have continued to enjoy steady recurrent income and high occupancy rates, fit well to the profile.

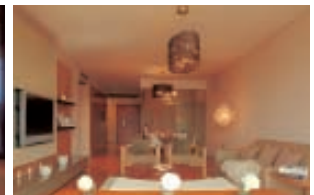
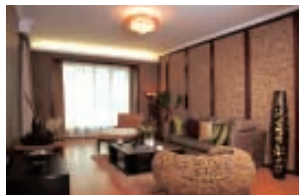
Property Development

This financial year marks the commencement of our harvesting seasons for the property development projects. During the year under review, the Group's turnover and operation profit from property development business was \$498 million and \$130 million respectively which reflect the recognition of partial property sales revenue derived from 2 towers of The Waterfront project. With the strategic planning of our upcoming projects' schedules, the Group expects this division to bring in substantial and stable profit in the coming financial years.

The Waterfront

The Waterfront, a residential development situated along Suzhou River in Shanghai, comprises 9 towers of 993 units with a total GFA of about 147,000 sqm. The Group has so far launched 6 towers of The Waterfront, of which 2 have been handed over while the other 4 towers will be handed over

泰欣嘉園
The Waterfront





業務回顧 (續)

物業發展 (續)

而其餘4幢大廈則於今年下半年交付。因此，預期本集團於未來財政年度將錄得及確認更多收益。隨著最近政府採取緊縮政策，我們的預售稍為放緩，但置業人士仍信心滿滿。這從銷售價格持續攀升可見一斑，而最新售價超過每平方米人民幣30,000元。

泰悅豪庭

在天津海河河畔興建之市中心住宅發展項目泰悅豪庭為總建築面積約75,000平方米之6幢高層大廈。除位於河西區海河河畔之優越位置外，泰悅豪庭還提供多種俱樂部設施及服務。乘著天津之持續發展勢頭，本集團計劃於二零零九年進行預售。

瀋陽項目

於二零零七年十二月，本集團透過公開拍賣購入一幅位於瀋陽市皇姑區之地盤。該地盤佔地面積約為41,340平方米，建築面積約為165,000平方米。該項目現時處於規劃階段，擬發展為一個優質住宅及商業發展項目。本集團認為，購入該地盤將增加土地儲備並鞏固本集團於中國物業市場之地位。

前景

儘管美國次按危機籠罩全球經濟，但香港建築業之前景仍然樂觀。由於政府承諾於未來數年展開十大基建項目，預期建築業近期之蓬勃發展將會持續。澳門方面，凍結博彩牌照及政府延遲審批大型發展項目導致若干項目在一定程度上推遲，但整體氣氛仍然良好，且積極因素依然強勁。因此，憑藉本集團於地產行業之領導地位及知名度，我們有信心把握港澳兩地出現之機會。

BUSINESS REVIEW (Cont'd)

Property Development (Cont'd)

in the second half of this year. Thus, it is expected that more revenues will be booked and recognized in the coming financial years. With the recent government's tightening policies, our pre-sale has experienced a slight slowdown but homebuyers' confidence has remained strong. This is signified by the continued upward trend of the selling price with the latest asking price being over RMB30,000 per sqm.

The Riverside

The Riverside, a downtown residential development along Haihe in Tianjin, comprises 6 high-rise with a total GFA of approximately 75,000 sqm. In addition to its prime location alongside Haihe in Hexi District, The Riverside offers a wide range of club facilities and services. With Tianjin's continued growth momentum, the Group has scheduled to launch the pre-sale in 2009.

Shenyang Project

In December 2007, the Group acquired a site located at Huanggu District in Shenyang through a public auction. The site covers an area of about 41,340 sqm with a GFA of approximately 165,000 sqm. The project is currently in the planning stage and is intended to be developed into a quality residential and commercial development. The Group is of the view that the acquisition of the site will increase the land bank and advance the Group's position in the China property market.

PROSPECTS

Despite the sub-prime crisis in the US which has clouded the global economy, the outlook of Hong Kong's construction industry remains positive. With the government's pledge to implement 10 major infrastructure projects in the coming years, it is expected that the construction industry will continue its recent buoyancy. In relation to Macau, the freeze on gaming licenses and delays in government approval process for major developments have caused some postponement to certain projects but the overall sentiment and positive drivers in Macau remain strong. Thus, with the Group's leading position and brand recognition in the foundation industry, we are confident in capturing the coming opportunities in both Hong Kong and Macau.



主席報告 CHAIRMAN'S STATEMENT

前景 (續)

由於充斥著油價飆升、全球通脹、人民幣升值、貨幣供應緊絀、許多國家正值大選之年、次按危機、全球經濟放緩等眾多能影響市場之矛盾因素之影響，本年度對中國市場而言乃充滿挑戰之一年。在這種背景下，中國選擇採取緊縮政策並慎重地在各項政策中保持平衡，以實現其社會穩定之首要目標。一方面，收緊銀根以對抗通脹，但另一方面，則在一定程度上放鬆財政政策以避免滯脹。儘管中國受到內部經濟問題及動蕩之外部市場所困擾，但由於中央政府政策之影響及其增長背後之市場力量依然強勁，其半開放式經濟體系仍處在正常軌道。總而言之，我們深信中國物業市場將繼續保持穩健和可持續之發展。

展望未來，本集團相信，維持穩定之股息政策對於更有效地反映股份價值尤為重要。此外，本集團將繼續以審慎態度積極物色新投資機會、加強成本控制措施、充分發揮各業務單位之協同作用，務求取得穩步發展及最高回報。

財務回顧

本集團繼續採取審慎之理財政策及維持穩健之資本結構，現金流量充沛。於二零零八年三月三十一日，本集團持有現金約247,000,000港元(二零零七年三月三十一日：604,000,000港元)，而資產總值及資產淨值(扣減少數股東權益後)分別約為3,698,000,000港元(二零零七年三月三十一日：2,991,000,000港元)及859,000,000港元(二零零七年三月三十一日：680,000,000港元)。於二零零八年三月三十一日，本集團之營運資金約為68,000,000港元。

PROSPECTS (Cont'd)

This has been a challenging year for the China market as there are many conflicting factors influencing the market: soaring oil prices, global inflation, Renminbi appreciation, tightened money supply, election year in many countries, sub-prime crisis, and slowdown of global economy. Against such backdrop, China has chosen to walk on a policy tightrope and is delicately balancing its policies in order to achieve the prime target of social stability. On one hand, it tightens monetary control to combat inflation but on the other, it loosens some fiscal policies to avoid stagflation. Though China is buffeted by internal economic issues and turbulent external markets, its semi-open economy has not been derailed since the impact of the central government policies and the market forces underlying its growth remain strong. All in all we are confident that the property market in China will continue its growth at a healthy and sustainable pace.

Looking forward, the Group believes it is important to maintain a stable dividend policy in order to better reflect the value of its shares. Furthermore, the Group will continue to actively identify new investment opportunities in a prudent manner, strengthen cost control measures, capitalize on synergies among various business units in order to achieve steady growth and maximize returns.

FINANCIAL REVIEW

The Group continues to adopt a prudent financing policy and sustain a sound capital structure with healthy cashflow. As at 31 March 2008, the Group's cash on hand was approximately HK\$247 million (31 March 2007: HK\$604 million) while total assets and net assets (after deducting minority interests) were approximately HK\$3,698 million (31 March 2007: HK\$2,991 million) and HK\$859 million (31 March 2007: HK\$680 million) respectively. As at 31 March 2008, the Group's working capital amounted to HK\$68 million.



財務回顧 (續)

本集團之借款淨額為277,000,000港元，而去年同期則為23,000,000港元。債務淨額對權益(包括少數股東權益)之資本負債比率為19%，而去年則為2%。於二零零八年三月三十一日，與履約保證擔保有關係之或然負債由142,000,000港元減少至136,000,000港元，而為買家按揭貸款作出之擔保約281,000,000港元。本集團賬面值約為475,000,000港元之若干資產已予質押作為本集團取得若干銀行融資之抵押。本集團之銀行借貸大部分以港元為單位，惟亦為中國附屬公司安排人民幣作出借貸。人民幣借款之貨幣風險已以本集團之人民幣資產及中國物業所產生之收益對沖。

聘用及薪酬政策

於二零零八年三月三十一日，本集團，包括其位於香港及中國之所有附屬公司及合營企業，合共聘用約1,270名僱員。本集團之薪酬政策，主要根據現行市場薪金水平及各公司及有關僱員之表現而釐定。本集團亦會提供其他福利，包括公積金、醫療保險及培訓等。此外，僱員並可根據本集團經批准之購股權計劃條款獲授購股權。

審核委員會

本集團之審核委員會已於二零零五年九月二十日採納新的職權範圍，以遵守守則之條文所載之規定。本集團之審核委員會有三名成員，分別為范佐浩先生、謝文彬先生及龍子明先生，全部均為本公司獨立非執行董事。本集團之審核委員會已聯同管理層審閱本集團採用之會計準則及慣例，並商討有關審核、內部監控及財務報告事宜，其中包括審閱本集團截至二零零八年三月三十一日止年度之經審核業績。

FINANCIAL REVIEW (Cont'd)

The Group's net borrowings were HK\$277 million as compared to HK\$23 million in the previous period. Net debt to equity (includes minority interests) gearing ratio was 19% as compared to 2% last year. As at 31 March 2008, contingent liabilities decreased from HK\$142 million to HK\$136 million in relation to guarantees of performance bonds while guarantees for end user mortgage loans amounted to HK\$281 million. Certain of the Group's assets with a book value of approximately HK\$475 million have been pledged to secure certain banking facilities of the Group. The Group's bank borrowings were mostly denominated in Hong Kong dollars but Renminbi loan facilities have also been arranged for its PRC subsidiaries. Currency exposure in the Renminbi borrowings has been hedged by the Group's Renminbi assets and revenue generated by its PRC properties.

EMPLOYMENT AND REMUNERATION POLICIES

The Group, including its subsidiaries and joint ventures in Hong Kong and the PRC, employed approximately 1,270 employees as at 31 March 2008. The Group's remuneration policies are primarily based on prevailing market salary levels and the performance of the respective companies and individuals concerned. Fringe benefits include provident fund, medical insurance and training. In addition, share options may also be granted in accordance to the terms of the Group's approved share option scheme.

AUDIT COMMITTEE

The Group's Audit Committee has adopted new terms of reference on 20 September 2005 in order to comply with the requirements of the provisions of the Code. The Group's Audit Committee comprises three members, namely, Mr. Fan Chor Ho Paul, Mr. Tse Man Bun and Mr. Lung Chee Ming George, who are independent non-executive directors of the Company. The Group's Audit Committee has reviewed with the management the accounting principles and practices adopted by the Group and discussed the auditing, internal control and financial reporting matters including the review of the Group's audited results for the year ended 31 March 2008.



主席報告 CHAIRMAN'S STATEMENT

薪酬委員會

本公司於二零零五年九月二十日根據守則所載之規定成立薪酬委員會。薪酬委員會由兩名獨立非執行董事范浩先生與謝文彬先生及一名執行董事張舜堯先生組成。

致謝

本人謹向於二零零七年八月退任之本集團前任獨立非執行董事周湛樂先生致以衷心感謝。本人謹藉此衷心感謝其於任期內對本公司所付之努力及寶貴貢獻。隨著周先生之退任，本人謹此欣然宣佈並歡迎龍子明先生加入本集團董事局擔任獨立非執行董事。

本人謹代表董事局，對全體員工在過去極具挑戰期間之竭誠服務、努力不懈及貢獻良多，致以衷心感謝。吾等亦感謝全體股東對本集團之支持。

承董事局命

主席
張舜堯

香港，二零零八年七月二十八日

REMUNERATION COMMITTEE

The Company established its Remuneration Committee on 20 September 2005 in accordance with the requirements of the Code. The Remuneration Committee comprises two independent Non-Executive Directors, namely, Mr. Fan Chor Ho Paul, Mr. Tse Man Bun and one Executive Director, Mr. Francis Cheung.

APPRECIATION

I would also like to express our sincere gratitude to our former Independent Non-Executive Director, Mr. Chau Cham Son who retired in August 2007. I would like to take this opportunity to thank him for his invaluable contributions to the Company during the tenure of his office. With the departure of Mr. Chau, I am pleased to announce and extend my warm welcome to Mr. Lung Chee Ming George for joining our Board as Independent Non-Executive Director.

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

On behalf of the Board

FRANCIS CHEUNG
Chairman

Hong Kong, 28 July 2008