



財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 March 2009 二零零九年三月三十一日

1. 公司資料

泰昇集團控股有限公司為一間於百慕達註冊成立之有限公司。

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

於本年度內，本集團經營下列主要業務：

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

2.1 編製賬目之基準

該等財務報表乃根據香港會計師公會頒佈之香港財務報告準則（「香港財務報告準則」）（包括所有香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋）、香港公認會計準則及香港公司條例之披露規定，並採用歷史成本法編製（投資物業及若干股份投資按公平值計算除外）。除另有註明外，本財務報表以港元為單位，而所有價值均湊整至最接近之千位數值。

1. CORPORATE INFORMATION

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

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

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

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

2.1 BASIS OF PREPARATION

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



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2.1 編製賬目之基準 (續)

綜合賬目基準

綜合財務報表包括本公司及其附屬公司(統稱「本集團」)截至二零零九年三月三十一日止年度之財務報表。附屬公司之業績由收購日期(即本集團獲取控制權當日)起綜合賬目,直至該控制權終止之日為止。所有本集團內公司間之交易引起之重大收入、開支及未實現收益及虧損以及公司間之結存,均已於綜合賬目時全數對銷。

少數股東權益乃指並非由本集團持有之外界股東應佔本公司之附屬公司之業績及資產淨值所應佔之利益。

2.2 新訂及經修訂香港財務報告準則之影響

本集團已於本年度之財務報表首次採納以下香港財務報告準則之新訂詮釋及修訂。

香港會計準則第39號及

香港財務報告準則第7號(修訂)

香港會計準則第39號「金融工具:確認與計量」及香港財務報告準則第7號「金融工具:披露—重新分類金融資產」之修訂

香港(國際財務報告詮釋委員會)

— 詮釋第11號

香港財務報告準則第2號—集團及庫存股份交易

香港(國際財務報告詮釋委員會)

— 詮釋第12號

服務經營權安排

香港(國際財務報告詮釋委員會)

— 詮釋第14號

香港會計準則第19號:界定福利資產之限額、最低資金要求及兩者相互關係

採納該等新訂詮釋及修訂對該等財務報表並無重大財務影響,亦無對該等財務報表所應用之會計政策造成重大變動。

2.1 BASIS OF PREPARATION (Cont'd)

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the "Group") for the year ended 31 March 2009. The results of subsidiaries are consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases. All significant income, expenses and unrealised gains and losses resulting from intercompany transactions and intercompany balances within the Group are eliminated on consolidation in full.

Minority interests represent the interests of outside shareholders not held by the Group in the results and net assets of the Company's subsidiaries.

2.2 IMPACT OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

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

HKAS 39 and HKFRS 7 Amendments

Amendments to HKAS 39 Financial Instruments: Recognition and Measurement and HKFRS 7 Financial Instruments: Disclosures – Reclassification of Financial Assets

HK(IFRIC)-Int 11

HKFRS 2 – Group and Treasury Share Transactions

HK(IFRIC)-Int 12

Service Concession Arrangements

HK(IFRIC)-Int 14

HKAS 19 – The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction

The adoption of these new interpretations and amendments has had no significant financial effect on these financial statements and there have been no significant changes to the accounting policies applied in these financial statements.



2.3 已頒佈但尚未生效之香港財務報告準則之影響

本集團尚未於本財務報表採納下列已頒佈但尚未生效之新訂及經修訂之香港財務報告準則。

香港財務報告準則第1號及

香港會計準則第27號(修訂)

香港財務報告準則第1號首次採納香港財務報告準則及香港會計準則第27號綜合及獨立財務報表－投資附屬公司、共同控制實體或聯營公司之成本之修訂¹

香港財務報告準則第1號(經修訂)

首次採納香港財務報告準則³

香港財務報告準則第2號(修訂)

香港財務報告準則第2號以股份為基礎之付款：歸屬條件及註銷之修訂¹

香港財務報告準則第3號(經修訂)

業務合併³

香港財務報告準則第7號(修訂)

香港財務報告準則第7號金融工具：披露－金融工具相關披露之改進之修訂¹

香港財務報告準則第8號

經營分部¹

香港會計準則第1號(經修訂)

財務報表之呈列¹

香港會計準則第23號(經修訂)

借貸成本¹

香港會計準則第27號(經修訂)

綜合及獨立財務報表³

香港會計準則第32號及

香港會計準則第1號(修訂)

香港會計準則第32號金融工具：呈列及香港會計準則第1號財務報表之呈列－可沽售金融工具及清盤產生之責任之修訂¹

香港會計準則第39號(修訂)

香港會計準則第39號金融工具：確認及計量－合資格對沖項目之修訂³

2.3 IMPACT OF ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

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

HKFRS 1 and HKAS 27 Amendments

Amendments to HKFRS 1 First-time Adoption of HKFRSs and HKAS 27 Consolidated and Separate Financial Statements – Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate ¹

HKFRS 1 (Revised)

First-time Adoption of HKFRSs ³

HKFRS 2 Amendments

Amendments to HKFRS 2 Share-based Payment - Vesting Conditions and Cancellations ¹

HKFRS 3 (Revised)

Business Combinations ³

HKFRS 7 Amendments

Amendments to HKFRS 7 Financial Instruments: Disclosures – Improving Disclosures about Financial Instruments ¹

HKFRS 8

Operating Segments ¹

HKAS 1 (Revised)

Presentation of Financial Statements ¹

HKAS 23 (Revised)

Borrowing Costs ¹

HKAS 27 (Revised)

Consolidated and Separate Financial Statements ³

HKAS 32 and HKAS 1 Amendments

Amendments to HKAS 32 Financial Instruments: Presentation and HKAS 1 Presentation of Financial Statements - Puttable Financial Instruments and Obligations Arising on Liquidation ¹

HKAS 39 Amendment

Amendment to HKAS 39 Financial Instruments: Recognition and Measurement - Eligible Hedged Items ³

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2.3 已頒佈但尚未生效之香港財務報告準則之影響 (續)

香港(國際財務報告詮釋委員會)

— 詮釋第9號及香港會計準則第39號(修訂)

香港(國際財務報告詮釋委員會) — 詮釋第9號重估嵌入式衍生工具及香港會計準則第39號金融工具：確認及計量 — 嵌入式衍生工具之修訂²

香港(國際財務報告詮釋委員會)

— 詮釋第13號

客戶忠誠計劃⁴

香港(國際財務報告詮釋委員會)

— 詮釋第15號

房地產建築協議¹

香港(國際財務報告詮釋委員會)

— 詮釋第16號

國外業務投資淨額之對沖⁵

香港(國際財務報告詮釋委員會)

— 詮釋第17號

向所有者分配非現金資產³

香港(國際財務報告詮釋委員會)

— 詮釋第18號

從客戶轉移資產³

除上述者外，香港會計師公會已頒佈香港財務報告準則之改進*，當中載列多項香港財務報告準則之修訂，主要用以統一及闡明詞彙。除香港財務報告準則第5號(修訂)於二零零九年七月一日或之後開始之年度期間生效外，儘管各項準則均有個別過渡性條文，但其他修訂已於二零零九年一月一日或之後開始之年度期間生效。

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

HK(IFRIC)-Int 9 and HKAS 39 Amendments

Amendments to HK(IFRIC)-Int 9 Reassessment of Embedded Derivatives and HKAS 39 Financial Instruments: Recognition and Measurement - Embedded Derivatives ²

HK(IFRIC)-Int 13

Customer Loyalty Programmes ⁴

HK(IFRIC)-Int 15

Agreements for the Construction of Real Estate ¹

HK(IFRIC)-Int 16

Hedges of a Net Investment in a Foreign Operation ⁵

HK(IFRIC)-Int 17

Distribution of Non-cash Assets to Owners ³

HK(IFRIC)-Int 18

Transfers of Assets from Customers ³

Apart from the above, the HKICPA has issued Improvements to HKFRSs* which sets out amendments to a number of HKFRSs primarily with a view to removing inconsistencies and clarifying wording. Except for the amendment to HKFRS 5 which is effective for annual periods beginning on or after 1 July 2009, other amendments are effective for annual periods beginning on or after 1 January 2009 although there are separate transitional provisions for each standard.



2.3 已頒佈但尚未生效之香港財務報告準則之影響 (續)

- 1 於二零零九年一月一日或之後開始之年度期間生效
- 2 於二零零九年六月三十日或之後開始之年度期間生效
- 3 於二零零九年七月一日或之後開始之年度期間生效
- 4 於二零零八年七月一日或之後開始之年度期間生效
- 5 於二零零八年十月一日或之後開始之年度期間生效
- * 香港財務報告準則之改進包括香港財務報告準則第5號、香港財務報告準則第7號、香港會計準則第1號、香港會計準則第8號、香港會計準則第10號、香港會計準則第16號、香港會計準則第18號、香港會計準則第19號、香港會計準則第20號、香港會計準則第23號、香港會計準則第27號、香港會計準則第28號、香港會計準則第29號、香港會計準則第31號、香港會計準則第34號、香港會計準則第36號、香港會計準則第38號、香港會計準則第39號、香港會計準則第40號及香港會計準則第41號之修訂。

本集團正在評估初次應用此等新訂及經修訂香港財務報告準則之影響。迄今為止，本集團認為採納香港會計準則第27號(經修訂)可能引致會計政策變動，而採納香港財務報告準則第8號及香港會計準則第1號(經修訂)可能引致新的或經修訂之披露。該等新訂及經修訂之香港財務報告準則不大可能對本集團之經營業績及財務狀況產生重大影響。

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

- 1 Effective for annual periods beginning on or after 1 January 2009
- 2 Effective for annual periods ending on or after 30 June 2009
- 3 Effective for annual periods beginning on or after 1 July 2009
- 4 Effective for annual periods beginning on or after 1 July 2008
- 5 Effective for annual periods beginning on or after 1 October 2008
- * Improvements to HKFRSs contains amendments to HKFRS 5, HKFRS 7, HKAS 1, HKAS 8, HKAS 10, HKAS 16, HKAS 18, HKAS 19, HKAS 20, HKAS 23, HKAS 27, HKAS 28, HKAS 29, HKAS 31, HKAS 34, HKAS 36, HKAS 38, HKAS 39, HKAS 40 and HKAS 41.

The Group is in the process of making an assessment of the impact of these new and revised HKFRSs upon initial application. So far, it has concluded that while the adoption of HKAS 27 (Revised) may result in changes in accounting policies and HKFRS 8 and HKAS 1 (Revised) may result in new or amended disclosures, these new and revised HKFRSs are unlikely to have a significant impact on the Group's results of operations and financial position.



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2.4 主要會計政策概要

附屬公司

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

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

聯營公司

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

本集團佔聯營公司之收購後業績與儲備，分別計算在綜合損益表及綜合儲備內。本集團在聯營公司之權益，以本集團按權益會計法分佔資產淨值減任何減值虧損於綜合資產負債表列賬。

除商譽外之非金融資產減值

當有跡象顯示出現減值，或須就資產（持有供銷售之物業、發展中物業、存貨、建築合約資產、遞延稅項資產及金融資產除外）進行年度減值測試時，則資產之可收回金額按資產使用價值與其公平值減出售成本計算兩者中之較高者，並就個別資產釐定，除非有關資產並無產生大致獨立於其他資產或資產類別之現金流入。在此情況下，可收回金額乃就資產所屬現金產生單位釐定。

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

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Subsidiaries

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

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

Associates

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

The Group's share of the post-acquisition results and reserves of associates is included in the income statement and consolidated reserves, respectively. The Group's interests in associates are stated in the consolidated balance sheet at the Group's share of net assets under the equity method of accounting, less any impairment losses.

Impairment of non-financial assets other than goodwill

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

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

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



2.4 主要會計政策概要 (續)

關連人士

任何一方如屬以下情況，即視為本集團之關連人士：

- (a) 該方透過一家或多家中介公司，直接或間接(i)控制本集團，受本集團控制或與本集團受同一方控制；(ii)於本集團擁有權益，並可藉著該權益對本集團行使重大影響力；或(iii)共同控制本集團；
- (b) 該方為聯營公司；
- (c) 該方為本集團之主要管理人員其中一名成員；
- (d) 該方為(a)或(c)所述之任何個別人士家族之近親；
- (e) 該方為一家實體，直接或間接受(c)或(d)所述之任何個別人士控制或共同控制或重大影響，或(c)或(d)所述之任何個別人士直接或間接擁有該實體之重大投票權；或
- (f) 該方為本集團僱員利益而設立之僱用後福利計劃之一方，或為本集團關連人士之任何實體。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Cont'd)

Related parties

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

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



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2.4 主要會計政策概要 (續)

物業、機器及設備以及折舊

物業、機器及設備按成本減累計折舊及任何減值虧損列賬。物業、機器及設備之成本包括其購買價及將資產達致運作狀況及地點以作擬定用途之任何直接應佔費用。物業、機器及設備項目啟用後所涉及之支出，例如維修保養，一般於其出現之期間自損益表中扣除。倘能夠清楚表明有關支出令預期藉着使用物業、機器及設備項目所得之日後經濟效益有所增加，而項目之成本能可靠計算，則將支出撥充資本為該項資產之額外成本或替換。

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

樓宇	5%
設備及機器	10% - 33 $\frac{1}{3}$ %
傢俬及裝置	20%
汽車	20%
遊艇	10%
租賃物業裝修	10% - 33 $\frac{1}{3}$ %

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

剩餘價值、可使用年期及折舊法均於每個結算日進行檢討，並作出適當調整。

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Property, plant and equipment and depreciation

Property, plant and equipment are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the assets to its working condition and location for its intended use. Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the income statement in the period in which it is incurred. In situations where it can be clearly demonstrated that the expenditure has resulted in an increase in the future economic benefits expected to be obtained from the use of an item of property, plant and equipment and the cost of the item can be measured reliably, the expenditure is capitalised as an additional cost of that asset or as a replacement.

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

Building	5%
Equipment and machinery	10% - 33 $\frac{1}{3}$ %
Furniture and fixtures	20%
Motor vehicles	20%
Motor yacht	10%
Leasehold improvements	10% - 33 $\frac{1}{3}$ %

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

Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each balance sheet date.

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



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2.4 主要會計政策概要 (續)

投資物業

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

投資物業公平值變動產生之收益或虧損於產生年度計入損益表內。

報廢或出售投資物業產生之任何收益或虧損於報廢或出售年度在損益表內確認。

發展中物業

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

於預售或擬出售並預期由結算日起一年內落成之發展中物業列入流動資產內。

持有供銷售之物業

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Cont'd)

Investment properties

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

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

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

Properties under development

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

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

Properties held for sale

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

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2.4 主要會計政策概要 (續)**租賃資產**

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

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

經營租約項下之預付土地租賃款初步按成本列賬，並其後於租期內按直線基準確認。當租賃付款不可於土地及樓宇部分之間可靠地分配，則整項租賃付款將計入土地及樓宇之成本內，作為物業、機器及設備之融資租約。

投資及其他金融資產

倘該投資並非按公平值計入損益，金融資產初步確認時將按公平值加直接應佔交易成本計算。

本集團於初步確認後將其金融資產分類，並於許可及適當情況下，於結算日重新評估此分類。

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
*(Cont'd)***Leased assets**

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

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

Prepaid land lease payments under operating leases are initially stated at cost and subsequently recognised on the straight-line basis over the lease terms. When the lease payments cannot be allocated reliably between the land and buildings elements, the entire lease payments are included in the cost of the land and buildings as a finance lease in property, plant and equipment.

Investments and other financial assets

When financial assets are recognised initially, they are measured at fair value, plus, in the case of investments not at fair value through profit or loss, directly attributable transaction costs.

The Group determines the classification of its financial assets after initial recognition and, where allowed and appropriate, re-evaluates this designation at the balance sheet date.

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



2.4 主要會計政策概要 (續)

投資及其他金融資產 (續)

按公平值計入損益之金融資產

按公平值計入損益之金融資產指持作買賣用途之金融資產。擬於短期內出售而購入之金融資產，均列為持作買賣之金融資產。持作買賣投資之收益或虧損均於損益表內確認。

於損益表內確認之公平值收益或虧損淨額不包括該等金融資產之任何股息，其乃根據下文「收益確認」所載之政策確認。

貸款及應收款項

貸款及應收款項乃固定或可釐定付款金額而在活躍市場中並無報價之非衍生金融資產。該等資產隨後以實際利率法按攤銷成本減任何減值備抵入賬。計算攤銷成本時，應考慮收購時產生之任何折讓或溢價，且包括屬實際利率主要部分的費用和交易費用。有關收益及虧損均於貸款及應收款項不再確認或減值時以及透過攤銷過程在損益表內確認。

公平值

在有秩序金融市場交投活躍之投資之公平值乃參考結算日辦公時間結束時之市場買入報價而計算。對於並無活躍市場之投資，其公平值則以估值法釐定。估值法包括使用近期公平市場交易、參照本質相同之另一金融工具之現行市價、貼現現金流量分析及其他估值模式。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Cont'd)

Investments and other financial assets (Cont'd)

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss represent financial assets held for trading. Financial assets are classified as held for trading if they are acquired for the purpose of sale in the near term. Gains or losses on investments held for trading are recognised in the income statement.

The net fair value gain or loss recognised in the income statement does not include any dividends on these financial assets, which are recognised in accordance with the policy set out for "Revenue recognition" below.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are subsequently carried at amortised cost using the effective interest method less any allowance for impairment. Amortised cost is calculated taking into account any discount or premium on acquisition and includes fees that are an integral part of the effective interest rate and transaction costs. Gains and losses are recognised in the income statement when the loans and receivables are derecognised or impaired, as well as through the amortisation process.

Fair value

The fair value of investments that are actively traded in organised financial markets is determined by reference to quoted market bid prices at the close of business at the balance sheet date. For investments where there is no active market, fair value is determined using valuation techniques. Such techniques include using recent arm's length market transactions; reference to the current market value of another instrument which is substantially the same; a discounted cash flow analysis; and other valuation models.



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2.4 主要會計政策概要 (續)

金融資產減值

本集團於每個結算日評估有否任何客觀跡象顯示一項金融資產或一組金融資產出現減值。

按攤銷成本列賬之資產

倘有客觀跡象顯示按攤銷成本列賬之貸款及應收款項已產生減值虧損，虧損之金額按資產之賬面值與估計未來現金流量(不包括尚未產生之未來信貸損失)以金融資產之原來實際利率(即初步確認時計算之實際利率)折現之現值間之差額計算。有關資產之賬面值可直接或透過備抵賬目作出扣減。減值虧損之金額乃於損益表內確認。當並無可能在日後收回貸款及應收款項時，撇銷貸款及應收款項連同任何相關備抵。

於以後期間，倘若減值虧損之金額減少，而減少之原因可客觀上與減值虧損確認後所發生之事件相關聯，則先前確認之減值虧損可透過調整備抵賬予以撥回。於撥回當日，倘若資產賬面值並無超出其攤銷成本，則任何減值虧損之其後撥回將於損益表內確認。

就貿易及其他應收賬款而言，如有客觀跡象(如債務人可能失去償債能力或面臨重大財政困難，以及技術、市場經濟或法律環境出現重大變化，對債務人造成不利影響)顯示本集團將無法根據發票原有條款收回全部欠款，則會作出減值撥備。應收賬款之賬面值可通過使用備抵賬目減少。減值債務若被評估為不可收回，即不再確認。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Impairment of financial assets

The Group assesses at each balance sheet date whether there is any objective evidence that a financial asset or a group of financial assets is impaired.

Assets carried at amortised cost

If there is objective evidence that an impairment loss has been incurred on loans and receivables, which are carried at amortised cost, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e., the effective interest rate computed at initial recognition). The carrying amount of the asset is reduced either directly or through the use of an allowance account. The amount of the impairment loss is recognised in the income statement. Loans and receivables together with any associated allowance are written off when there is no realistic prospect of future recovery.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed by adjusting the allowance account. Any subsequent reversal of an impairment loss is recognised in the income statement, to the extent that the carrying value of the asset does not exceed its amortised cost at the reversal date.

In relation to trade and other receivables, a provision for impairment is made when there is objective evidence (such as the probability of insolvency or significant financial difficulties of the debtor and significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor) that the Group will not be able to collect all of the amounts due under the original terms of an invoice. The carrying amount of the receivables is reduced through the use of an allowance account. Impaired debts are derecognised when they are assessed as uncollectible.



2.4 主要會計政策概要 (續)

不再確認金融資產

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

- 收取該項資產所得現金流量之權利經已屆滿；
- 本集團保留收取該項資產所得現金流量之權利，惟須根據一項「通過」安排，在未有嚴重延緩之情況下，承擔全數付款予第三者之責任；或
- 本集團已轉讓其收取該項資產所得現金流量之權利，並(a)已轉讓該項資產之絕大部份風險及回報；或(b)並無轉讓或保留該項資產絕大部份風險及回報，但已轉讓該項資產之控制權。

本集團凡轉讓其收取該項資產所得現金流量之權利，但並無轉讓或保留該項資產之絕大部份風險及回報，並且無轉讓該項資產之控制權，該項資產將確認入賬，條件為本集團須持續涉及該項資產。本集團以擔保形式持續涉及轉讓資產，該已轉讓資產乃以該項資產之原賬面值及本集團可能需要支付之最高代價兩者之較低者計量。

持續涉及以書面及/或購入轉讓資產之期權(包括以現金結算期權或類似條件)，本集團之持續涉及之程度為本集團擬購買之轉讓資產總額，惟購入以公平值計算之資產之書面認沽期權(包括現金期權或類似條件)之情況除外，在此情況下，本集團之持續涉及程度以於該轉讓資產和期權行使價之較低者為限。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Cont'd)

Derecognition of financial assets

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

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

Where the Group has transferred its rights to receive cash flows from an asset and has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the asset is recognised to the extent of the Group's continuing involvement in the asset. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Where continuing involvement takes the form of a written and/or purchased option (including a cash-settled option or similar provision) on the transferred asset, the extent of the Group's continuing involvement is the amount of the transferred asset that the Group may repurchase, except in the case of a written put option (including a cash-settled option or similar provision) on an asset measured at fair value, where the extent of the Group's continuing involvement is limited to the lower of the fair value of the transferred asset and the option exercise price.



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2.4 主要會計政策概要 (續)

按攤銷成本列賬之金融負債 (包括計息貸款及借貸)

金融負債包括貿易及其他應付款項及計息貸款及借貸，初始按公平值減直接應佔交易費用列賬，其後採用實際利率法按攤銷成本計量，除非貼現之影響並不重大，否則在此情況下按成本列賬。相關利息開支損益表「融資成本」內確認。

當不再確認負債及正在進行攤銷時，有關收益及虧損在損益表中確認入賬。

不再確認金融負債

一項金融負債在該負債下之責任獲履行、被解除或到期時不再確認。

當同一借貸方以另一按分別極大條款所提供之金融負債取代現有金融負債，又或現有金融負債之條款作出重大修改，該取代或修改被視為不再確認原來負債和確認一項新負債，有關賬面值之差額於損益表中確認。

財務擔保合約

香港會計準則第39號範疇下之財務擔保合約入賬列作金融負債。財務擔保合約首先按其公平值減收購或出具財務擔保合約直接應佔之交易費用確認，惟倘有關合約乃以公平值計入損益表則作別論。首次確認之後，本集團按以下兩者之較高者將財務擔保合約入賬：(i)於結算日，以最佳估計所需清還現有責任之開支；及(ii)首次確認之金額減根據香港會計準則第18號「收入」確認之累計攤銷(如適合)。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Financial liabilities at amortised cost (including interest-bearing loans and borrowings)

Financial liabilities including trade and other payables and interest-bearing loans and borrowings are initially stated at fair value less directly attributable transaction costs and are subsequently measured at amortised cost, using the effective interest method unless the effect of discounting would be immaterial, in which case they are stated at cost. The related interest expense is recognised within "finance cost" in the income statement.

Gains and losses are recognised in the income statement when the liabilities are derecognised as well as through the amortisation process.

Derecognition of financial liabilities

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

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

Financial guarantee contracts

Financial guarantee contracts in the scope of HKAS 39 are accounted for as financial liabilities. A financial guarantee contract is recognised initially at its fair value less transaction costs that are directly attributable to the acquisition or issue of the financial guarantee contract, except when such contract is recognised at fair value through profit or loss. Subsequent to initial recognition, the Group measures the financial guarantee contract at the higher of: (i) the amount of the best estimate of the expenditure required to settle the present obligation at the balance sheet date; and (ii) the amount initially recognised less, when appropriate, cumulative amortisation recognised in accordance with HKAS 18 Revenue.



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2.4 主要會計政策概要 (續)

存貨

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

建築合約

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

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

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

若管理層預見未來會產生虧損，則會於預見該等虧損時作出撥備。

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

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Cont'd)

Inventories

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

Construction contracts

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

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

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

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

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

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



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2.4 主要會計政策概要 (續)

現金及等同現金項目

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

就資產負債表而言，現金及銀行結存包括用途不受限制之手頭及銀行現金，包括定期存款。

撥備

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

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

所得稅

所得稅包括即期及遞延稅項。所得稅於損益表中確認，或若有關項目於相同或不同期間在權益中確認，則直接在權益中確認。

本期及過往期間之即期稅項資產及負債乃按預期可獲稅務機關退回或付予稅務機關之金額計算。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Cash and cash equivalents

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

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

Provisions

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

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

Income tax

Income tax comprises current and deferred tax. Income tax is recognised in the income statement, or in equity if it relates to items that are recognised in the same or a different period directly in equity.

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities.



2.4 主要會計政策概要 (續)

所得稅 (續)

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

遞延稅項負債乃就所有應課稅暫時性差異予以確認，惟以下情況除外：

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

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

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Cont'd)

Income tax (Cont'd)

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

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

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

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

- where the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries and interests in associates, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.



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2.4 主要會計政策概要 (續)

所得稅(續)

遞延稅項資產之賬面值於每個結算日進行審核，並減至將不能再有足夠應課稅溢利以動用全部或部份遞延稅項資產為限。反之，先前未確認之遞延稅項資產則於每個結算日進行重估，並於將可能有足夠應課稅溢利以動用全部或部份遞延稅項資產時確認。

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

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

收益確認

當經濟利益流入本集團，及收益可可靠地計量時，有關收益按以下基準確認：

- (a) 來自地基打樁、機電及建築工程合約

如上文「建築合約」之會計政策中進一步闡釋之完成百分比為基準；

- (b) 來自出售持有供銷售之物業

當擁有權之大部分風險及回報已轉至買家時；

- (c) 來自機器買賣

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Income tax (Cont'd)

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Conversely, previously unrecognised deferred tax assets are reassessed at each balance sheet date and are recognised to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

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

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

Revenue recognition

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

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

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

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

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

- (c) From machinery trading

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



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2.4 主要會計政策概要 (續)

收益確認(續)

(d) 物業及機器租賃之租金收入

在物業及機器出租期間按直線法在租期內計算；

(e) 來自提供物業管理服務

於提供有關服務之有關期內；

(f) 利息收入

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

(g) 股息收入

當股東收取股息之權利確定時。

僱員福利

以股份支付之交易

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

與僱員進行以股權支付之交易之成本，乃參照授出日期之公平值計算。公平值由外聘估值師使用二項式釐定。於評定以股權支付之交易之價值時，除對本公司股份價格有影響之條件(「市場條件」)(倘適用)外，並無將任何績效條件計算在內。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Cont'd)

Revenue recognition (Cont'd)

(d) Rental income from property and machinery leasing

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

(e) From the rendering of property management services

In the period in which such services are rendered;

(f) Interest income

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

(g) Dividend income

When the shareholders' right to receive payment has been established.

Employee benefits

Share-based payment transactions

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

The cost of equity-settled transactions with employees is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer using a binomial model. In valuing equity-settled transactions, no account is taken of any performance conditions, other than conditions linked to the price of the shares of the Company ("market conditions"), if applicable.



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2.4 主要會計政策概要 (續)

僱員福利(續)

以股份支付之交易(續)

以股權支付之交易之成本，連同權益相應增加部分，在績效及／或服務條件獲達成之期間，於有關僱員完全有權獲得授予之日(「歸屬日期」)結束內確認。在歸屬日期前，於每個結算日確認之以股權支付之交易之累計開支，以反映歸屬期已到期部分及本集團對最終將會歸屬之股權工具數目之最佳估計。在某一期間內在損益表內扣除或進賬，乃反映累計開支於期初與期終確認時之變動。

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

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

倘若以股權支付之購股權被註銷，應被視為已於註銷日期歸屬，而任何尚未確認之授予購股權開支應即時確認，然而，倘授予新購股權代替已註銷之購股權，並於授出日期指定為替代購股權，則已註銷之購股權及新購股權，均應被視為原購股權之變更，一如前段所述。

於計算每股盈利時，尚未行使購股權之攤薄影響乃反映為額外股份攤薄。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Employee benefits (Cont'd)

Share-based payment transactions (Cont'd)

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

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

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

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

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



2.4 主要會計政策概要 (續)

僱員福利(續)

有薪假期結轉

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

退休金計劃

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

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

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Cont'd)

Employee benefits (Cont'd)

Paid leave carried forward

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

Pension schemes

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

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

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

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2.4 主要會計政策概要 (續)**借貸成本**

因收購、建築或生產合資格資產(即需要長時間撥備作擬定用途或銷售之資產)而直接產生之借貸成本乃資本化作該等資產之部份成本。當資產大致上可作擬定用途或銷售時,即停止將借貸成本資本化。特定借貸用於合資格資產之前作為短暫投資所賺取之投資收入於已資本化之借貸成本中扣除。

股息

末期股息按董事建議於資產負債表權益節內分類為保留溢利之單獨分配,直至於股東週年大會上批准。當該等股息由股東批准並宣派後,將確認為負債。

中期股息於建議同時宣派,皆因本公司之組織章程授權董事宣派中期股息。因此,中期股息於建議宣派後隨即確認為負債。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
*(Cont'd)***Borrowing costs**

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

Dividends

Final dividends proposed by the directors are classified as a separate allocation of retained profits within the equity section of the balance sheet, until they have been approved by the shareholders in a general meeting. When these dividends have been approved by the shareholders and declared, they are recognised as a liability.

Interim dividends are simultaneously proposed and declared, because the Company's memorandum and articles of association grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.



2.4 主要會計政策概要 (續)

外幣

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

若干海外附屬公司之功能貨幣為港元以外之貨幣。於結算日，該等實體之資產與負債乃按結算日適用之匯率換算為本公司之呈報貨幣，其損益表則按本年度之加權平均匯率換算為港元。因此而產生之滙兌差額乃計入權益之獨立部分作為滙兌浮動儲備。出售外國實體時，就該項特定外國業務在權益中確認之遞延累計金額，乃於損益表內確認。

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Cont'd)

Foreign currencies

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

The functional currencies of certain overseas subsidiaries are currencies other than the Hong Kong dollar. As at the balance sheet date, the assets and liabilities of these entities are translated into the presentation currency of the Company at the exchange rates ruling at the balance sheet date and, their income statements are translated into Hong Kong dollars at the weighted average exchange rates for the year. The resulting exchange differences are included in a separate component of equity as the exchange fluctuation reserve. On disposal of a foreign entity, the deferred cumulative amount recognised in equity relating to that particular foreign operation is recognised in the income statement.

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



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3. 重大會計判斷及估計

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

應收貿易賬款減值

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

建築工程之完工百分比

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

即期稅項及遞延稅項

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

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

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

Impairment of trade receivables

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

Percentage of completion of construction works

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

Current and deferred tax

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



3. 重大會計判斷及估計 (續)

中國土地增值稅 (「土地增值稅」)

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

本集團在中國從事物業發展業務之附屬公司須繳納土地增值稅。然而，在中國不同城市，該等稅項之實施各有差異，且本集團尚未與不同稅務機關最終落實其土地增值稅之計算及繳款。因此，在釐定土地增值金額及其相關稅項時須作出重大判斷。於一般業務過程中最終釐定之稅項乃不確定。本集團按照管理層之最佳估計確認該等負債。倘該等事項之最終稅額與最初記錄之金額不同，則該差額將會影響該年度的綜合財務報告。

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

Mainland China land appreciation taxes ("LAT")

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

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



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4. 分類資料

分類資料以兩種形式呈列：(i)主要分類申報基準，按業務劃分；及(ii)次要分類申報基準，按地區劃分。

本集團之經營業務根據其業務性質及所提供之產品及服務獨立組織及管理。本集團之每項業務類別為策略性業務單位，提供之產品及服務與其他業務類別之風險及回報不同。業務類別之資料概述如下：

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

於釐定本集團按地區劃分之業務類別時，業務應佔之收益乃根據客戶所在地點，而業務應佔資產乃根據資產所在地點計算。

分類業務間之銷售及轉讓乃參考向第三者銷售時之售價按當時之市價進行交易。

4. SEGMENT INFORMATION

Segment information is presented by way of two segment formats: (i) on a primary segment reporting basis, by business segment; and (ii) on a secondary segment reporting basis, by geographical segment.

The Group's operating businesses are structured and managed separately, according to the nature of their operations and the products and services they provide. Each of the Group's business segment represents a strategic business unit that offers products and services which are subject to risks and returns that are different from those of the other business segments. Summary details of the business segments are as follows:

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

In determining the Group's geographical segments, revenue is attributed to the segments based on the location of the customers, and assets are attributed to the segments based on the location of the assets.

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



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4. 分類資料 (續)

4. SEGMENT INFORMATION (Cont'd)

(a) 按業務劃分

(a) Business segments

以下各表呈列本集團截至二零零九年及二零零八年三月三十一日止年度，按業務分類之收益、溢利/(虧損)及若干資產、負債及開支之資料。

The following tables present revenue, profit/(loss) and certain asset, liability and expenditure information for the Group's business segments for the years ended 31 March 2009 and 2008.

	地基打樁 Foundation piling		機電及建築工程 E&M engineering and building construction		機器租賃及買賣 Machinery leasing and trading		物業投資及管理 Property investment and management		物業發展 Property development		無分類 Unallocated		抵銷 Eliminations		綜合 Consolidated	
	二零零九年 2009	二零零八年 2008	二零零九年 2009	二零零八年 2008	二零零九年 2009	二零零八年 2008	二零零九年 2009	二零零八年 2008	二零零九年 2009	二零零八年 2008	二零零九年 2009	二零零八年 2008	二零零九年 2009	二零零八年 2008	二零零九年 2009	二零零八年 2008
分類收益：																
銷售予外間客戶	1,346,515	1,079,387	134,505	190,724	15,954	26,081	104,969	100,999	1,182,147	497,858	—	—	—	—	2,784,090	1,895,049
分類業務間之銷售	103	—	1,361	—	783	5,444	—	—	—	—	(2,247)	(5,444)	—	—	—	—
總計	1,346,618	1,079,387	135,866	190,724	16,737	31,525	104,969	100,999	1,182,147	497,858	(2,247)	(5,444)	—	—	2,784,090	1,895,049
分類業績	172,712	92,544	9,056	9,665	6,292	(1,547)	11,683	54,703	570,298	130,434	(59,716)	(57,845)	—	—	710,325	227,954
利息收入															1,631	2,343
上市投資之 股息收入															334	28
融資成本															(25,434)	(19,598)
除稅前溢利															686,856	210,727
稅項															(266,092)	(60,696)
本年淨溢利															420,764	150,031

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4. SEGMENT INFORMATION (Cont'd)
(a) 按業務劃分 (續)
(a) Business segments (Cont'd)

資產及負債：	地基打樁		機電及建築工程		機器租賃及買賣		物業投資及管理		物業發展		無分類		綜合	
	二零零九年	二零零八年	二零零九年	二零零八年	二零零九年	二零零八年	二零零九年	二零零八年	二零零九年	二零零八年	二零零九年	二零零八年	二零零九年	二零零八年
分類資產	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
分類資產所包括之銀行透支	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
資產及負債：														
分類資產	451,229	428,820	80,373	122,434	18,453	35,379	1,261,687	1,281,148	1,487,797	1,581,196	326,633	241,043	3,626,172	3,690,020
分類資產所包括之銀行透支	—	8,443	—	—	—	—	—	—	—	—	—	—	—	8,443
總資產	451,229	437,263	80,373	122,434	18,453	35,379	1,261,687	1,281,148	1,487,797	1,581,196	326,633	241,043	3,626,172	3,698,463
分類負債	232,023	164,880	69,531	86,603	14,686	28,284	36,382	35,091	294,287	1,051,543	1,044,371	830,235	1,691,480	2,196,636
分類負債所包括之銀行透支	—	8,443	—	—	—	—	—	—	—	—	—	—	—	8,443
總負債	232,023	173,323	69,531	86,603	14,686	28,284	36,382	35,091	294,287	1,051,543	1,044,371	830,235	1,691,480	2,205,079
其他分類資料：														
折舊及已確認	35,975	26,493	80	74	4,333	7,767	9,122	5,459	196	216	2,502	2,009	52,208	42,018
預付土地租賃款	—	—	19	881	1,201	—	—	—	—	—	—	—	1,220	881
應收貿易賬款減值	—	—	—	—	—	—	—	—	—	—	20	20	20	20
/ (減值撥回)	8,997	—	—	—	(25)	—	—	—	—	—	(9)	67	8,963	67
其他資產之減值	351	16,874	—	—	(1,744)	728	136	60	(26)	4	—	(6)	(1,283)	16,088
撇減/(撇轉回)	—	—	—	—	—	—	(897)	14,164	—	—	—	—	(897)	14,164
存貨至可變現淨值	—	—	—	—	—	—	—	(3,183)	—	—	—	—	—	(3,183)
出售及撇銷物業、機器及設備項目之虧損/(盈利)	—	—	—	—	—	—	28,646	891	—	—	—	—	28,646	891
出售一項投資物業之盈利	27,892	70,491	23	65	—	6,836	3,316	8,258	610	2,414	1,421	30,147	33,262	118,211
被撤回預付土地租賃款之盈利	—	—	—	—	—	—	—	—	—	—	—	—	—	—
投資物業之公平值變動	—	—	—	—	—	—	—	—	—	—	—	—	—	—
物業、機器及設備之資本開支	—	—	—	—	—	—	—	—	—	—	—	—	—	—
預付土地租賃之資本開支	—	—	—	—	—	—	—	—	—	—	—	109,892	—	109,892



4. 分類資料 (續)

(b) 按地區劃分

下表呈列本集團截至二零零九年及二零零八年三月三十一日止年度，按地區分類之收益及若干資產及開支之資料。

4. SEGMENT INFORMATION (Cont'd)

(b) Geographical segments

The following table presents revenue and certain asset and expenditure information for the Group's geographical segments for the years ended 31 March 2009 and 2008.

		香港		澳門		中國其他地區		綜合	
		Hong Kong		Macau		Elsewhere in the PRC		Consolidated	
		二零零九年	二零零八年	二零零九年	二零零八年	二零零九年	二零零八年	二零零九年	二零零八年
		2009	2008	2009	2008	2009	2008	2009	2008
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
分類收益：	Segment revenue:								
銷售予外間客戶	Sales to external customers	1,366,587	859,292	128,698	437,421	1,288,805	598,336	2,784,090	1,895,049
其他分類資料：	Other segment information:								
分類資產	Segment assets	826,455	660,367	29,414	123,525	2,770,303	2,906,128	3,626,172	3,690,020
分類資產所包括之銀行透支	Bank overdrafts included in segment assets	—	8,443	—	—	—	—	—	8,443
總資產	Total assets	826,455	668,810	29,414	123,525	2,770,303	2,906,128	3,626,172	3,698,463
資本開支	Capital expenditure	27,556	208,271	814	14,059	4,892	5,773	33,262	228,103



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5. 收益、其他收入及盈利

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

本集團之收益、其他收入及盈利之分析如下：

5. REVENUE, OTHER INCOME AND GAINS

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

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

		二零零九年 2009 千港元 HK\$'000	二零零八年 2008 千港元 HK\$'000
收益：	Revenue:		
地基打樁	Foundation piling	1,346,515	1,079,387
機電及建築工程	E&M engineering and building construction	134,505	190,724
機器租賃及買賣	Machinery leasing and trading	15,954	26,081
物業投資及管理	Property investment and management	104,969	100,999
物業發展	Property development	1,182,147	497,858
		<u>2,784,090</u>	<u>1,895,049</u>
其他收入及盈利：	Other income and gains:		
利息收入	Interest income	1,631	2,343
保險索償	Insurance claims	7,306	811
出售及撇銷物業、 機器及設備項目之盈利	Gain on disposal and write-off of items of property, plant and equipment	1,283	6,088
出售一項投資物業之盈利	Gain on disposal of an investment property	897	4,164
被徵用預付土地租賃款之盈利	Gain on prepaid land lease payments resumed	—	3,183
出售一間附屬公司 部分權益之盈利	Gain on disposal of partial interest in a subsidiary	410	—
補貼收入*	Subsidy income*	7,681	—
滙兌盈利，淨額	Foreign exchange gains, net	53	1,814
其他	Others	3,934	2,688
		<u>23,195</u>	<u>21,091</u>

* 有關該項收入並無未達成之條件或然事件。

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



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6. 融資成本

6. FINANCE COSTS

集團

GROUP

		二零零九年 2009 千港元 HK\$'000	二零零八年 2008 千港元 HK\$'000
須於五年內全數償還 之銀行借貸及透支之利息	Interest on bank borrowings and overdrafts wholly repayable within five years	28,294	33,623
減：發展中物業資本化 之利息(附註17)	Less: Interest capitalised in properties under development (note 17)	(2,860)	(14,025)
		<u>25,434</u>	<u>19,598</u>

7. 除稅前溢利

7. PROFIT BEFORE TAX

本集團之除稅前溢利經扣除／(計入)
下列各項後達致：

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

		附註 Notes	二零零九年 2009 千港元 HK\$'000	二零零八年 2008 千港元 HK\$'000
折舊	Depreciation	14	49,428	40,828
已確認預付土地租賃款	Recognition of prepaid land lease payments	16	2,780	1,190
土地及樓宇經營租約 之最低租約付款	Minimum lease payments under operating leases of land and buildings		10,533	11,962
建築設備之租金	Rental of construction equipment		12,615	14,167
核數師酬金：	Auditors' remuneration:			
本年度撥備	Provision for the year		2,350	2,084
上年度撥備不足	Underprovision in the prior year		—	5
			<u>2,350</u>	<u>2,089</u>
僱員福利支出 (包括董事酬金—附註8)：	Employee benefit expense (including directors' remuneration - note 8):			
工資及薪金	Wages and salaries		191,466	162,875
以股權支付之購股權支出	Equity-settled share option expense		5,193	7,725
退休金計劃供款	Pension scheme contributions		6,174	5,541
			<u>202,833</u>	<u>176,141</u>



財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 March 2009 二零零九年三月三十一日

7. 除稅前溢利 (續)

7. PROFIT BEFORE TAX (Cont'd)

		二零零九年 2009 千港元 HK\$'000	二零零八年 2008 千港元 HK\$'000
	附註 Notes		
外幣滙兌盈利·淨額*	Foreign exchange gains, net*	(53)	(1,814)
應收貿易賬款減值/ (減值撥回)·淨額*	Impairment/(write-back of impairment) of trade receivables, net*	1,220	(88)
撇減存貨至可變現淨值*	Write-down of inventories to net realisable value*	8,963	67
出售及撇銷若干物業、 機器及設備項目之 盈利*	Gain on disposal and write-off of items of property, plant and equipment*	(1,283)	(6,088)
出售一項投資物業 之盈利*	Gain on disposal of an investment property*	(897)	(4,164)
被徵用預付土地租賃款 之盈利*	Gain on prepaid land lease payments resumed*	—	(3,183)
出售一間附屬公司 部分權益之盈利*	Gain on disposal of partial interest in a subsidiary*	(410)	—
按公平值計入損益之股份 投資公平值虧損·淨額*	Fair value losses on equity investments at fair value through profit or loss, net*	4,294	3,380
其他資產減值*	Impairment of other assets*	20	20
一間聯營公司之欠款減值*	Impairment of an amount due from an associate*	10	15
機器經營租約之租金收入	Rental income from operating leases of machinery	(9,998)	(18,427)
投資物業總租金收入	Gross rental income from investment properties	(102,859)	(99,885)
減：收取租金之投資物業 直接營運支出	Less: Direct operating expenses arising on rental-earning investment properties	25,406	27,159
投資物業之租金收入淨額	Net rental income from investment properties	(77,453)	(72,726)
上市投資之股息收入*	Dividend income from listed investments*	(334)	(28)

* 有關金額已包括在綜合損益表之「其他支出淨額」或「其他收入及盈利」內。

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



財務報表附註

NOTES TO FINANCIAL STATEMENTS

31 March 2009 二零零九年三月三十一日

8. 董事酬金

根據上市規則及香港公司條例第161條披露之本年度董事酬金如下：

集團

袍金：
執行董事
獨立非執行董事

執行董事之其他酬金：
基本薪酬、房屋津貼、
其他津貼及實物利益
以股權支付之購股權支出
退休金計劃供款

Fees:
Executive directors
Independent non-executive directors

Other emoluments of executive directors:
Basic salaries, housing allowances, other
allowances and benefits in kind
Equity-settled share option expense
Pension scheme contributions

二零零九年 2009 千港元 HK\$'000	二零零八年 2008 千港元 HK\$'000
—	—
432	360
24,833	23,364
4,674	6,961
72	72
<u>30,011</u>	<u>30,757</u>

8. DIRECTORS' REMUNERATION

Directors' remuneration for the year, disclosed pursuant to the Listing Rules and Section 161 of the Hong Kong Companies Ordinance, is as follows:

GROUP

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

於上年，根據本公司之購股權計劃（詳情載於財務報表附註34），若干董事因過往向本集團提供之服務獲授購股權。該等購股權之公平值乃於授出日期釐定，並已於歸屬期在損益表內列支，而計入本年度財務報表之金額包括於上文董事酬金之披露。



財務報表附註
NOTES TO FINANCIAL STATEMENTS

31 March 2009 二零零九年三月三十一日

8. 董事酬金 (續)

已付或應付每位董事酬金如下：

8. DIRECTORS' REMUNERATION (Cont'd)

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

		薪酬、津貼 及實物利益 Salaries, allowances and 袍金 Fees 千港元 HK\$'000	僱員 購股權 福利 Employee share option benefits 千港元 HK\$'000	退休金 計劃供款 Pension scheme contributions 千港元 HK\$'000	總計 Total 千港元 HK\$'000	
二零零九年	2009					
執行董事：	Executive directors:					
張舜堯先生	Mr. Francis Cheung	—	9,320	1,500	12	10,832
馮潮澤先生	Mr. Fung Chiu Chak Victor	—	5,884	1,500	12	7,396
錢永勳先生	Mr. David Chien	—	890	360	12	1,262
郭敏慧小姐	Miss Jennifer Kwok	—	2,604	420	12	3,036
趙展鴻先生	Mr. Chiu Chin Hung	—	3,312	294	12	3,618
黃琦先生	Mr. Wong Kay	—	2,823	600	12	3,435
		—	24,833	4,674	72	29,579
獨立非執行董事：	Independent non-executive directors:					
范佐浩先生	Mr. Fan Chor Ho Paul	144	—	—	—	144
謝文彬先生	Mr. Tse Man Bun	144	—	—	—	144
龍子明先生	Mr. Lung Chee Ming George	144	—	—	—	144
		432	—	—	—	432
總計	Total	432	24,833	4,674	72	30,011



財務報表附註

NOTES TO FINANCIAL STATEMENTS

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8. 董事酬金 (續)

8. DIRECTORS' REMUNERATION (Cont'd)

		薪酬、津貼 及實物利益 Salaries, allowances and 袍金 Fees 千港元 HK\$'000	僱員 購股權 福利 Employee share option benefits 千港元 HK\$'000	退休金 計劃供款 Pension scheme contributions 千港元 HK\$'000	總計 Total 千港元 HK\$'000	
二零零八年	2008					
執行董事：	Executive directors:					
張舜堯先生	Mr. Francis Cheung	—	8,924	2,165	12	11,101
馮潮澤先生	Mr. Fung Chiu Chak Victor	—	5,488	2,165	12	7,665
錢永勛先生	Mr. David Chien	—	850	566	12	1,428
郭敏慧小姐	Miss Jennifer Kwok	—	2,500	661	12	3,173
趙展鴻先生	Mr. Chiu Chin Hung	—	2,854	460	12	3,326
黃琦先生	Mr. Wong Kay	—	2,748	944	12	3,704
		—	23,364	6,961	72	30,397
獨立非執行董事：	Independent non-executive directors:					
范佐浩先生	Mr. Fan Chor Ho Paul	120	—	—	—	120
周湛樂先生	Mr. Chau Cham Son	48	—	—	—	48
謝文彬先生	Mr. Tse Man Bun	120	—	—	—	120
龍子明先生	Mr. Lung Chee Ming George	72	—	—	—	72
		360	—	—	—	360
總計	Total	360	23,364	6,961	72	30,757

本年度內，概無董事放棄或同意放棄任何酬金之安排。

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



財務報表附註 NOTES TO FINANCIAL STATEMENTS

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9. 五位最高薪之僱員

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

10. 稅項

香港利得稅按年內於香港產生之估計應課稅溢利之16.5% (二零零八年：17.5%) 作出準備。減低後之香港利得稅率乃於二零零八／二零零九應課稅年度內生效，故此適用於截至二零零九年三月三十一日止整年度內產生之應課稅溢利。中國其他地區應課稅溢利之稅項已按本集團經營地區之現行適用稅率，根據現行法律、其詮釋及慣例計算。

集團

9. FIVE HIGHEST PAID EMPLOYEES

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

10. TAX

Hong Kong profits tax has been provided at the rate of 16.5% (2008: 17.5%) on the estimated assessable profits arising in Hong Kong during the year. The lower Hong Kong profits tax rate is effective from the year of assessment 2008/2009, and so is applicable to the assessable profits arising in Hong Kong for the whole year ended 31 March 2009. Taxes on profits assessable elsewhere in the PRC have been calculated at the applicable tax rates prevailing in the areas in which the Group operates, based on existing legislation, interpretations and practices in respect thereof.

GROUP

		二零零九年 2009 千港元 HK\$'000	二零零八年 2008 千港元 HK\$'000
本年度溢利之稅項撥備：	Provision for tax in respect of profit for the year:		
中國：	PRC:		
香港	Hong Kong	6,046	1,879
其他地區	Elsewhere	267,522	59,218
		<u>273,568</u>	<u>61,097</u>
上年度撥備不足／(超額撥備)：	Underprovision/(overprovision) in the prior year:		
中國：	PRC:		
香港	Hong Kong	(132)	—
其他地區	Elsewhere	428	459
		<u>296</u>	<u>459</u>
遞延稅項	Deferred tax	(7,772)	(860)
本年度之稅項開支總額	Total tax charge for the year	<u>266,092</u>	<u>60,696</u>



財務報表附註

NOTES TO FINANCIAL STATEMENTS

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10. 稅項 (續)

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

集團

除稅前溢利	以法定稅率計算之稅項	土地增值稅撥備	土地增值稅之稅務影響	就早前期間之現時稅項而作出之調整	毋須課稅收入	不予扣減稅項之開支	預扣稅對本集團中國附屬公司之可供分派溢利之影響	動用前期之稅項虧損	未確認稅項虧損	按本集團實際稅率計算之稅項開支
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10. TAX (Cont'd)

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

GROUP

	二零零九年 2009 千港元 HK\$'000	二零零八年 2008 千港元 HK\$'000
Profit before tax	686,856	210,727
Tax at the statutory rates	164,480	46,968
Provision for land appreciation tax	114,667	17,105
Tax effect of land appreciation tax	(29,051)	—
Adjustments in respect of current tax of previous periods	296	459
Income not subject to tax	(2,022)	(10,690)
Expenses not deductible for tax	12,725	4,937
Effect of withholding tax on the distributable profits of the Group's PRC subsidiaries	18,968	—
Tax losses utilised from previous periods	(15,251)	(3,103)
Tax losses not recognised	1,280	5,020
Tax charge at the Group's effective rate	266,092	60,696

11. 本公司股東應佔溢利

本公司於財務報表處理之截至二零零九年三月三十一日止年度本公司股東應佔綜合溢利包括本公司之溢利16,841,000港元(二零零八年：虧損5,098,000港元)(附註35(b))。

11. PROFIT ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY

The consolidated profit attributable to equity holders of the Company for the year ended 31 March 2009 includes a profit of HK\$16,841,000 (2008: loss of HK\$5,098,000) which has been dealt with in the financial statements of the Company (note 35(b)).



財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 March 2009 二零零九年三月三十一日

12. 股息

中期股息－每股普通股1港仙 (二零零八年：1港仙)	Interim - HK1 cent (2008: HK1 cent) per ordinary share	8,382	8,375
建議派付之末期股息－ 每股普通股1.5港仙 (二零零八年：1.5港仙)	Proposed final - HK1.5 cents (2008: HK1.5 cents) per ordinary share	12,573	12,562
		<u>20,955</u>	<u>20,937</u>

本年度建議派付之末期股息經本公司股東即將召開之股東週年大會上批准。

13. 本公司普通股股東應佔每股盈利

每股基本盈利乃按照本公司普通股股東應佔本年度溢利346,675,000港元(二零零八年：107,411,000港元)及於本年度內已發行普通股加權平均數837,930,287股(二零零八年：837,465,903股)計算。

由於年內本公司尚未行使購股權之行使價高於本公司普通股之平均市價，故並無就截至二零零九年三月三十一日止年度呈列每股普通股之攤薄盈利，因此，對每股普通股之基本盈利並無攤薄影響。

截至二零零八年三月三十一日止年度之每股攤薄盈利乃按照本公司普通股股東應佔溢利107,411,000港元計算。計算時所用之加權平均普通股股數，為年內已發行普通股股數，即計算每股基本盈利時所用之股數，以及假設在該年度內行使所有購股權時無償發行1,951,145股普通股之加權平均數。

12. DIVIDENDS

二零零九年 2009 千港元 HK\$'000	二零零八年 2008 千港元 HK\$'000
8,382	8,375
12,573	12,562
<u>20,955</u>	<u>20,937</u>

The proposed final dividend for the year is subject to the approval of the Company's shareholders at the forthcoming annual general meeting.

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

The calculation of the basic earnings per share amount is based on the profit for the year attributable to ordinary equity holders of the Company of HK\$346,675,000 (2008: HK\$107,411,000), and the weighted average number of 837,930,287 (2008: 837,465,903) ordinary shares in issue during the year.

No diluted earnings per ordinary share is presented for the year ended 31 March 2009 since the exercise price of the share options of the Company outstanding during the year is higher than the average market price of the Company's ordinary shares and, accordingly, they have no dilutive effect on the basic earnings per ordinary share.

The calculation of the diluted earnings per share amount for the year ended 31 March 2008 is based on the profit for the year attributable to ordinary equity holders of the Company of HK\$107,411,000. The weighted average number of ordinary shares used in the calculation is the number of ordinary shares in issue during that year, as used in the basic earnings per share calculation, and the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed exercise of all share options into ordinary shares during that year of 1,951,145.



財務報表附註
NOTES TO FINANCIAL STATEMENTS

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14. 物業、機器及設備

14. PROPERTY, PLANT AND EQUIPMENT

集團

GROUP

		設備及機器 Equipment 樓宇 Building 千港元 HK\$'000	傢俬及裝置 Furniture and fixtures 千港元 HK\$'000	汽車 Motor vehicles 千港元 HK\$'000	遊艇 Motor yacht 千港元 HK\$'000	租賃 物業裝修 Leasehold improvements 千港元 HK\$'000	總計 Total 千港元 HK\$'000
二零零九年三月三十一日	31 March 2009						
成本：	Cost:						
年初	At beginning of year	27,913	710,086	30,626	20,760	6,098	854,996
添置	Additions	—	28,808	2,467	788	—	33,262
出售及撇銷	Disposals and write-off	—	(31,422)	(1,085)	(1,911)	—	(34,418)
滙兌調整	Exchange realignment	—	235	69	125	—	1,078
於二零零九年三月三十一日	At 31 March 2009	27,913	707,707	32,077	19,762	6,098	854,918
累計折舊 及減值：	Accumulated depreciation and impairment:						
年初	At beginning of year	582	568,144	23,062	12,981	6,098	660,620
本年度折舊 撥備	Depreciation provided during the year	1,395	40,580	1,928	2,333	—	49,428
出售及撇銷	Disposals and write-off	—	(29,753)	(953)	(1,689)	—	(32,395)
滙兌調整	Exchange realignment	—	178	54	56	—	638
於二零零九年三月三十一日	At 31 March 2009	1,977	579,149	24,091	13,681	6,098	678,579
賬面淨值：	Net book value:						
於二零零九年三月三十一日	At 31 March 2009	25,936	128,558	7,986	6,081	—	176,339
於二零零八年三月三十一日	At 31 March 2008	27,331	141,942	7,564	7,779	—	194,376



財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 March 2009 二零零九年三月三十一日

14. 物業、機器及設備 (續)

集團

二零零八年三月三十一日

成本：

年初

添置

出售及撇銷

滙兌調整

於二零零八年三月三十一日

累計折舊及

減值：

年初

本年度

折舊撥備

出售及撇銷

滙兌調整

於二零零八年三月三十一日

賬面淨值：

於二零零八年三月三十一日

於二零零七年三月三十一日

本集團若干樓宇、設備及機器已作為銀行向本集團提供銀行信貸之抵押(附註31)。

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

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

GROUP

	設備及機器 Equipment 樓宇 Building 千港元 HK\$'000	傢私及裝置 Furniture and fixtures 千港元 HK\$'000	汽車 Motor vehicles 千港元 HK\$'000	遊艇 Motor yacht 千港元 HK\$'000	租賃 物業裝修 Leasehold improvements 千港元 HK\$'000	總計 Total 千港元 HK\$'000
31 March 2008						
Cost:						
At beginning of year	—	676,128	31,383	17,574	6,098	791,713
Additions	27,913	76,848	3,615	5,383	—	118,211
Disposals and write-off	—	(44,024)	(4,706)	(2,569)	—	(59,777)
Exchange realignment	—	1,134	334	372	—	4,849
At 31 March 2008	27,913	710,086	30,626	20,760	6,098	854,996
Accumulated depreciation and impairment:						
At beginning of year	—	562,186	26,063	13,199	6,098	660,495
Depreciation provided during the year	582	34,471	1,424	2,010	—	40,828
Disposals and write-off	—	(29,348)	(4,673)	(2,466)	—	(44,964)
Exchange realignment	—	835	248	238	—	4,261
At 31 March 2008	582	568,144	23,062	12,981	6,098	660,620
Net book value:						
At 31 March 2008	27,331	141,942	7,564	7,779	—	194,376
At 31 March 2007	—	113,942	5,320	4,375	—	131,218

Certain of the Group's building, equipment and machinery were pledged to banks as security for certain banking facilities granted to the Group (note 31).

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



財務報表附註

NOTES TO FINANCIAL STATEMENTS

31 March 2009 二零零九年三月三十一日

14. 物業、機器及設備 (續)

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

集團

成本	Cost
累計折舊	Accumulated depreciation
累計減值虧損	Accumulated impairment losses
賬面淨值	Net book value

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

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

GROUP

二零零九年 2009 千港元 HK\$'000	二零零八年 2008 千港元 HK\$'000
67,606	92,374
(55,550)	(66,408)
(182)	(362)
<u>11,874</u>	<u>25,604</u>

15. 投資物業

集團

於年初之賬面值	Carrying amount at beginning of year
增添	Additions
出售	Disposals
公平值變動	Fair value changes
滙兌調整	Exchange realignment
於年終之賬面值	Carrying amount at end of year

15. INVESTMENT PROPERTIES

GROUP

二零零九年 2009 千港元 HK\$'000	二零零八年 2008 千港元 HK\$'000
1,210,660	1,122,780
—	6,007
(1,463)	(35,300)
(28,646)	89
25,609	117,084
<u>1,206,160</u>	<u>1,210,660</u>



財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 March 2009 二零零九年三月三十一日

15. 投資物業 (續)

本集團之投資物業按以下租期持有，其分佈地區如下：

二零零九年三月三十一日

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

二零零八年三月三十一日

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

15. INVESTMENT PROPERTIES (Cont'd)

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

31 March 2009

	中國 PRC		
	香港 Hong Kong	其他地區 Elsewhere	總計 Total
	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
中期租約	11,200	873,600	884,800
長期租約	—	321,360	321,360
	<u>11,200</u>	<u>1,194,960</u>	<u>1,206,160</u>

31 March 2008

	中國 PRC		
	香港 Hong Kong	其他地區 Elsewhere	總計 Total
	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
中期租約	11,800	—	11,800
長期租約	—	1,198,860	1,198,860
	<u>11,800</u>	<u>1,198,860</u>	<u>1,210,660</u>

本集團之投資物業已於二零零九年三月三十一日由獨立專業合資格物業估價師威格斯資產評估顧問有限公司按公開市場及現有用途基準重新估值。投資物業乃根據經營租約租賃予第三方，有關概要之進一步詳情載於財務報表附註36(a)。

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

The Group's investment properties were revalued on an open market, existing use basis, as at 31 March 2009, by Vigers Appraisal and Consulting Limited, a firm of independent professionally qualified property valuers. The investment properties are leased to third parties under operating leases, further summary details of which are included in note 36(a) to the financial statements.

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



財務報表附註

NOTES TO FINANCIAL STATEMENTS

31 March 2009 二零零九年三月三十一日

16. 預付土地租賃款

16. PREPAID LAND LEASE PAYMENTS

集團

GROUP

		二零零九年 2009 千港元 HK\$'000	二零零八年 2008 千港元 HK\$'000
於年初之賬面值	Carrying amount at beginning of year	109,127	1,437
年內添置	Additions during the year	—	109,892
年內恢復	Resumed during the year	—	(1,012)
年內已確認	Recognised during the year	(2,780)	(1,190)
於年終之賬面值	Carrying amount at end of year	106,347	109,127
計入其他應收款項、預付款項 及訂金之本期部份	Current portion included in other receivables, prepayments and deposits	(2,781)	(2,780)
非本期部份	Non-current portion	103,566	106,347
租賃土地乃根據中期租約持 有，並位於香港。	The leasehold lands are held under a medium term lease and are situated in Hong Kong.		

17. 發展中物業

17. PROPERTIES UNDER DEVELOPMENT

集團

GROUP

		二零零九年 2009 千港元 HK\$'000	二零零八年 2008 千港元 HK\$'000
年初結存	Balance at beginning of year	784,478	700,598
本年度添置	Additions during the year	630,325	665,901
資本化之利息(附註6)	Interest capitalised (note 6)	2,860	14,025
轉撥至持作出售物業(附註23)	Transfer to properties held for sale (note 23)	(854,310)	(672,275)
滙兌調整	Exchange realignment	16,883	76,229
年終結存	Balance at end of year	580,236	784,478
本期部份	Current portion	(270,374)	(529,966)
非本期部份	Non-current portion	309,862	254,512



財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 March 2009 二零零九年三月三十一日

18. 土地收購所付之訂金

以約人民幣307,800,000元(相當於348,835,000港元)之代價收購中國瀋陽之一幅土地而支付訂金348,835,000港元(二零零八年:177,536,000港元)。交易的進一步詳情於本公司於二零零八年一月二十八日刊發之通函中披露。

18. DEPOSIT PAID FOR LAND ACQUISITION

Deposit of HK\$348,835,000 (2008: HK\$177,536,000) was paid for the acquisition of a parcel of land in Shenyang, the PRC, at a consideration of approximately RMB307,800,000 (equivalent to HK\$348,835,000). Further details of the transaction were disclosed in the Company's circular dated 28 January 2008.

19. 附屬公司權益

19. INTERESTS IN SUBSIDIARIES

公司	COMPANY	二零零九年 2009 千港元 HK\$'000	二零零八年 2008 千港元 HK\$'000
非上市股份，按成本	Unlisted shares, at cost	17,038	11,845
附屬公司之欠款 減值	Amounts due from subsidiaries Impairment	835,549 (60,426)	841,969 (64,761)
		775,123	777,208
欠附屬公司之款項 一年內到期分類為 流動負債之部份	Amounts due to subsidiaries Portion due within one year, classified as current liabilities	(146,169)	(144,892)
		146,169	144,892
		—	—
		792,161	789,053

年內，本公司收到若干附屬公司還款並就附屬公司之欠款確認減值撥回4,335,000港元。截至二零零八年三月三十一日止年度，已就若干附屬公司之欠款確認減值虧損14,053,000港元，原因為該等附屬公司多年來錄得虧損。於結算日，附屬公司之欠款及欠附屬公司之款項均為無抵押及免息。計入流動負債之附屬公司結存須於要求時或於一年內償還，而計入非流動資產之附屬公司結存則毋須於由結算日起計一年內償還，並視為借予該等附屬公司之準權益貸款。附屬公司結存之賬面值與其公平值相若。

During the year, the Company received repayment from certain subsidiaries and write back of impairment of HK\$4,335,000 was recognised for amounts due from subsidiaries. During the year ended 31 March 2008, impairment losses of HK\$14,053,000 were recognised for amounts due from certain subsidiaries as those subsidiaries had suffered losses for years. At the balance sheet date, the amounts due from and to subsidiaries are unsecured and interest-free. The balances with subsidiaries included in the current liabilities are repayable on demand or within one year whereas the balances with subsidiaries included in non-current assets are not expected to be repaid within one year from the balance sheet date and are considered as quasi-equity loans to those subsidiaries. The carrying amounts of balances with the subsidiaries approximate to their fair values.



財務報表附註

NOTES TO FINANCIAL STATEMENTS

31 March 2009 二零零九年三月三十一日

19. 附屬公司權益 (續)

本公司已承諾不要求附屬公司泰昇地基工程有限公司償還欠款80,000,000港元(二零零八年：80,000,000港元)，使該附屬公司可維持政府當局規定所需最低限額之營運資金。

本公司之主要附屬公司詳情如下：

19. INTERESTS IN SUBSIDIARIES (Cont'd)

The Company has undertaken not to demand repayment of the amount due from a subsidiary, Tysan Foundation Limited, of HK\$80,000,000 (2008: HK\$80,000,000), in order to let the subsidiary maintain the required minimum working capital as stipulated by government authorities.

Particulars of the principal subsidiaries are as follows:

名稱 Name	註冊成立/ 註冊及營業地點 Place of incorporation/ registration and operations	已發行及 繳足註冊股本/ 股本面值 Nominal value of issued and fully paid registered/ share capital	本公司應佔之 股權百分比 Percentage of equity attributable to the Company		主要業務 Principal activities
			二零零九年 2009	二零零八年 2008	
泰昇(香港)控股有限公司 Tysan (Hong Kong) Holdings Limited	香港 Hong Kong	普通股2港元 Ordinary HK\$2	100	100	投資控股 Investment holding
泰昇地基工程有限公司 (附註1及3) Tysan Foundation Limited (notes 1 and 3)	香港 Hong Kong	普通股 51,000,000港元 遞延股 3,000,000港元 Ordinary HK\$51,000,000 Deferred HK\$3,000,000	100	100	地基打樁 Foundation piling
泰昇建築(澳門)有限公司 (附註1) Tysan Construction (Macau) Limited (note 1)	澳門 Macau	普通股 澳門幣25,000元 Ordinary MOP25,000	100	100	地基打樁 Foundation piling
泰昇機械租賃有限公司(附註3) Tysan Machinery Hire Limited (note 3)	香港 Hong Kong	普通股 10,000港元 遞延股 200,000港元 Ordinary HK\$10,000 Deferred HK\$200,000	100	100	機械租賃 Machinery hiring



財務報表附註
NOTES TO FINANCIAL STATEMENTS

31 March 2009 二零零九年三月三十一日

19. 附屬公司權益 (續)

本公司之主要附屬公司詳情如下：(續)

19. INTERESTS IN SUBSIDIARIES (Cont'd)

Particulars of the principal subsidiaries are as follows: (Cont'd)

名稱 Name	註冊成立/ 註冊及營業地點 Place of incorporation/ registration and operations	已發行及 繳足註冊股本/ 股本面值 Nominal value of issued and fully paid registered/ share capital	本公司應佔之 股權百分比 Percentage of equity attributable to the Company		主要業務 Principal activities
			二零零九年 2009	二零零八年 2008	
泰昇地基工程(香港)有限公司 (附註1) Tysan Contractors (Hong Kong) Limited (note 1)	香港 Hong Kong	普通股2港元 Ordinary HK\$2	100	100	項目管理及 提供諮詢服務 Project management and provision of consultancy services
泰昇土力工程有限公司 (附註1) Tysan Geotechnical Limited (note 1)	香港 Hong Kong	普通股2港元 Ordinary HK\$2	100	100	地盤實地勘探 Site investigation
先進機械工程有限公司 (附註1) Proficiency Equipment Limited (note 1)	香港 Hong Kong	普通股 6,750,000港元 Ordinary HK\$6,750,000	100	100	機械租賃及 買賣 Machinery hiring and trading
先進工程營造有限公司 (附註1) Proficiency Engineering Limited (note 1)	香港 Hong Kong	普通股2港元 Ordinary HK\$2	100	100	提供工程服務 Provision of Provision of engineering services
剛耀有限公司(附註1) Lion Bright Limited (note 1)	香港 Hong Kong	普通股2港元 Ordinary HK\$2	100	100	機械租賃及 買賣 Machinery hiring and trading
泰昇管理有限公司(附註1及3) Tysan Management Limited (notes 1 and 3)	香港 Hong Kong	普通股100港元 遞延股2港元 Ordinary HK\$100 Deferred HK\$2	100	100	企業管理 Corporate management



19. 附屬公司權益 (續)

本公司之主要附屬公司詳情如下：(續)

19. INTERESTS IN SUBSIDIARIES (Cont'd)

Particulars of the principal subsidiaries are as follows: (Cont'd)

名稱 Name	註冊成立/ 註冊及營業地點 Place of incorporation/ registration and operations	已發行及 繳足註冊股本/ 股本面值 Nominal value of issued and fully paid registered/ share capital	本公司應佔之 股權百分比 Percentage of equity attributable to the Company		主要業務 Principal activities
			二零零九年 2009	二零零八年 2008	
新曜有限公司 Sun Sparkle Limited	香港 Hong Kong	普通股2港元 Ordinary HK\$2	100	100	企業融資 Corporate financing
卓民有限公司 Great Unison Limited	香港 Hong Kong	普通股1港元 Ordinary HK\$1	100	100	企業融資 Corporate financing
泰昇投資發展有限公司 Tysan Investment Limited	香港 Hong Kong	普通股2港元 Ordinary HK\$2	100	100	投資控股 Investment holding
泰昇地產發展投資有限公司 Tysan Property Development & Investment Limited	香港 Hong Kong	普通股2港元 Ordinary HK\$2	100	100	投資控股 Investment holding
泰昇建築有限公司 Tysan Construction Company Limited	香港 Hong Kong	普通股2港元 Ordinary HK\$2	100	100	投資控股 Investment holding
沛溢投資有限公司(附註1) Faithmark Investments Limited (note 1)	香港 Hong Kong	普通股2港元 Ordinary HK\$2	100	100	物業投資 Property investment
Tremend Yield Limited (附註1) (note 1)	香港 Hong Kong	普通股20港元 Ordinary HK\$20	100	100	物業投資 Property investment
三悅投資有限公司(附註1) Trions Investment Limited (note 1)	香港 Hong Kong	普通股2港元 Ordinary HK\$2	100	100	物業投資 Property investment
善信投資有限公司(附註1) Sure Faith Investment Limited (note 1)	香港 Hong Kong	普通股2港元 Ordinary HK\$2	100	100	持有物業 Property holding



財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 March 2009 二零零九年三月三十一日

19. 附屬公司權益 (續)

本公司之主要附屬公司詳情如下：(續)

名稱 Name	註冊成立/ 註冊及營業地點 Place of incorporation/ registration and operations	已發行及 繳足註冊股本/ 股本面值 Nominal value of issued and fully paid registered/ share capital	本公司應佔之 股權百分比 Percentage of equity attributable to the Company		主要業務 Principal activities
			二零零九年 2009	二零零八年 2008	
頓肯房地產有限公司 (附註1) Duncan Properties Limited (note 1)	香港 Hong Kong	普通股2港元 Ordinary HK\$2	100	100	投資控股 Investment holding
Dragonhill Limited (附註1) (note 1)	香港 Hong Kong	普通股2港元 Ordinary HK\$2	100	100	投資控股 Investment holding
剛毅投資有限公司 (附註1) Great Regent Investments Limited (note 1)	香港 Hong Kong	普通股2港元 Ordinary HK\$2	100	100	投資控股 Investment holding
興懋有限公司 (附註1) Great Prosper Limited (note 1)	香港 Hong Kong	普通股100港元 Ordinary HK\$100	90	90	投資控股 Investment holding
泰昇房地產開發(天津)有限公司 (附註1及4) Tysan Property Development (Tianjin) Company Limited (notes 1 and 4)	中華人民 共和國 (「中國」) / 中國內地 People's Republic of China ("PRC")/ Mainland China	15,500,000美元 US\$15,500,000	90	90	物業發展 Property development
泰昇房地產(上海)有限公司 (附註1及5) Tysan Land (Shanghai) Limited (notes 1 and 5)	中國/ 中國內地 PRC/ Mainland China	20,500,000美元 US\$20,500,000	80	80	物業發展 Property development

19. INTERESTS IN SUBSIDIARIES (Cont'd)

Particulars of the principal subsidiaries are as follows: (Cont'd)



財務報表附註

NOTES TO FINANCIAL STATEMENTS

31 March 2009 二零零九年三月三十一日

19. 附屬公司權益 (續)

本公司之主要附屬公司詳情如下：(續)

19. INTERESTS IN SUBSIDIARIES (Cont'd)

Particulars of the principal subsidiaries are as follows: (Cont'd)

名稱 Name	註冊成立/ 註冊及營業地點 Place of incorporation/ registration and operations	已發行及 繳足註冊股本/ 股本面值 Nominal value of issued and fully paid registered/ share capital	本公司應佔之 股權百分比 Percentage of equity attributable to the Company		主要業務 Principal activities
			二零零九年 2009	二零零八年 2008	
泰昇工程服務有限公司 (附註 1) Tysan Engineering Company Limited (note 1)	香港 Hong Kong	普通股 10,000 港元 Ordinary HK\$10,000	70	70	投資控股 Investment holding
泰昇工程(香港)有限公司 (附註 1) Tysan Engineering (H.K.) Company Limited (note 1)	香港 Hong Kong	普通股 18,500,000 港元 Ordinary HK\$18,500,000	70	70	提供電機及 機械服務 Provision of electrical and mechanical services
泰昇貿易有限公司(附註 1) Tysan Trading Company Limited (note 1)	香港 Hong Kong	普通股 100 港元 Ordinary HK\$100	60	60	一般貿易 General trading
華園國際有限公司(附註 1) China Garden International Limited (note 1)	香港 Hong Kong	普通股 100 港元 Ordinary HK\$100	60	60	投資控股 Investment holding
紅光投資有限公司(附註 1) Red Shine Investment Limited (note 1)	香港 Hong Kong	普通股 2 港元 Ordinary HK\$2	60	60	投資控股 Investment holding
海逸投資有限公司(附註 1) Hiat Investment Limited (note 1)	香港 Hong Kong	普通股 2 港元 Ordinary HK\$2	60	60	物業投資 Property investment
佳利威有限公司(附註 1) Carriway Limited (note 1)	香港 Hong Kong	普通股 2 港元 Ordinary HK\$2	60	60	投資控股 Investment holding
資盛行有限公司(附註 1) Fund House Limited (note 1)	香港 Hong Kong	普通股 2 港元 Ordinary HK\$2	60	60	投資控股 Investment holding



財務報表附註 NOTES TO FINANCIAL STATEMENTS

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19. 附屬公司權益 (續)

本公司之主要附屬公司詳情如下：(續)

名稱 Name	註冊成立/ 註冊及營業地點 Place of incorporation/ registration and operations	已發行及 繳足註冊股本/ 股本面值 Nominal value of issued and fully paid registered/ share capital	本公司應佔之 股權百分比 Percentage of equity attributable to the Company		主要業務 Principal activities
			二零零九年 2009	二零零八年 2008	
頓肯物業管理(上海) 有限公司(附註1及4) Duncan Property Management (Shanghai) Company Limited (notes 1 and 4)	中國/ 中國內地 PRC/ Mainland China	500,000美元 US\$500,000	60	60	物業管理 Property management
上海華園國際房地產 開發經營有限公司 (附註1及4) Shanghai China Garden International Real Estate Development & Management Company Limited (notes 1 and 4)	中國/ 中國內地 PRC/ Mainland China	5,000,000美元 US\$5,000,000	60	60	物業投資 Property investment
上海長寧頓肯房地產 開發經營有限公司 (附註1及4) Shanghai Changning Duncan Property Development Company Limited (notes 1 and 4)	中國/ 中國內地 PRC/ Mainland China	10,000,000美元 US\$10,000,000	60	60	物業發展 Property development
上海頓肯房地產諮詢有限公司 (附註1及5) Shanghai Duncan Property Consulting Company Limited (notes 1 and 5)	中國/ 中國內地 PRC/ Mainland China	100,000美元 US\$100,000	60	60	提供物業 諮詢服務 Provision of property consultancy services
Consco Investment Company Limited (附註1) (note 1)	香港 Hong Kong	普通股 100,000港元 Ordinary HK\$100,000	58.25	58.25	投資控股 Investment holding

19. INTERESTS IN SUBSIDIARIES (Cont'd)

Particulars of the principal subsidiaries are as follows: (Cont'd)



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19. 附屬公司權益 (續)

本公司之主要附屬公司詳情如下：(續)

19. INTERESTS IN SUBSIDIARIES (Cont'd)

Particulars of the principal subsidiaries are as follows: (Cont'd)

名稱 Name	註冊成立/ 註冊及營業地點 Place of incorporation/ registration and operations	已發行及 繳足註冊股本/ 股本面值 Nominal value of issued and fully paid registered/ share capital	本公司應佔之 股權百分比 Percentage of equity attributable to the Company		主要業務 Principal activities
			二零零九年 2009	二零零八年 2008	
泰昇建築工程有限公司 (附註 1 及 2) Tysan Building Construction Company Limited (notes 1 and 2)	香港 Hong Kong	普通股 10,200,000 港元 Ordinary HK\$10,200,000	50	50	提供樓宇及 建築工程 Provision of building and construction works
泰昇工程策劃有限公司 (附註 1 及 2) Tysan Project Management Limited (notes 1 and 2)	香港 Hong Kong	普通股 2 港元 Ordinary HK\$2	50	50	提供樓宇及 建築工程 Provision of building and construction works
澳泰昇建築(澳門)有限公司 (附註 1 及 2) Mac Tysan Construction (Macau) Limited (notes 1 and 2)	澳門 Macau	普通股 澳門幣 25,000 元 Ordinary MOP25,000	50	50	提供樓宇及 建築工程 Provision of building and construction works
天津國際大廈有限公司 (附註 1、2 及 5) Tianjin International Building Company Limited (notes 1, 2 and 5)	中國/ 中國內地 PRC/ Mainland China	10,000,000 美元 US\$10,000,000	46.6	46.6	物業投資 Property investment
曜基有限公司 (附註 1) Sparkle Key Limited (notes 1)	香港 Hong Kong	普通股 10,000 港元 Ordinary HK\$10,000	97	100	投資控股 Investment holding



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19. 附屬公司權益 (續)

附註：

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

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

20. 聯營公司權益

集團

應佔資產淨值
聯營公司之欠款

減：減值

聯營公司之欠款為無抵押、免息及無固定還款期。

聯營公司結存之賬面值與其公平值相若。

19. INTERESTS IN SUBSIDIARIES (Cont'd)

Notes:

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

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

20. INTERESTS IN ASSOCIATES

GROUP

	二零零九年 2009 千港元 HK\$'000	二零零八年 2008 千港元 HK\$'000
應佔資產淨值	—	—
聯營公司之欠款	274	264
	<hr/>	<hr/>
	274	264
減：減值	(274)	(264)
	<hr/>	<hr/>
	—	—

The amount due from an associate is unsecured, interest-free and has no fixed terms of repayment.

The carrying amount of the balance with an associate approximates to its fair value.



財務報表附註 NOTES TO FINANCIAL STATEMENTS

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20. 聯營公司權益 (續)

主要聯營公司之詳情如下：

名稱 Name	所持已發行 股份詳情 Particulars of issued shares held	註冊 成立地點 Place of incorporation	本集團應佔之 擁有權百分比 Percentage of ownership interest attributable to the Group	主要業務 Principal activity
力騏投資有限公司 Turbo Dragon Investment Limited	每股普通股面值 1 港元 Ordinary shares of HK\$1 each	香港 Hong Kong	50	投資控股 Investment holding

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

20. INTERESTS IN ASSOCIATES (Cont'd)

Particulars of the principal associate are as follows:

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

21. 按公平值計入損益之股份投資

集團

	GROUP	二零零九年 2009 千港元 HK\$'000	二零零八年 2008 千港元 HK\$'000
於香港上市之 股份投資，按市值	Listed equity investments in Hong Kong, at market value	2,501	14,452

上述於二零零九年及二零零八年三月三十一日之股份投資已列為持作買賣用途。

21. EQUITY INVESTMENTS AT FAIR VALUE THROUGH PROFIT OR LOSS

GROUP

The above equity investments at 31 March 2009 and 2008 were classified as held for trading.



財務報表附註 NOTES TO FINANCIAL STATEMENTS

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22. 存貨

集團

原料
零件及其他

22. INVENTORIES

GROUP

Raw materials
Spare parts and others

二零零九年 2009 千港元 HK\$'000	二零零八年 2008 千港元 HK\$'000
15,466	6,966
15,817	11,040
<u>31,283</u>	<u>18,006</u>

23. 持有供銷售之物業

集團

年初
轉撥自發展中
物業(附註17)
年內出售之物業
滙兌調整

年終

23. PROPERTIES HELD FOR SALE

GROUP

At beginning of year
Transfer from properties under
development (note 17)
Properties sold during the year
Exchange realignment

At end of year

二零零九年 2009 千港元 HK\$'000	二零零八年 2008 千港元 HK\$'000
303,521	11,289
854,310	672,275
(689,682)	(380,043)
5,727	—
<u>473,876</u>	<u>303,521</u>

本集團持有供銷售之物業位於中國內地及以長期租約持有。本集團若干持有供銷售之物業乃抵押予銀行，作為本集團獲授之若干銀行信貸之抵押(附註31)。

The Group's properties held for sale are located in Mainland China and are held under long term leases. Certain of the Group's properties held for sale were pledged to banks as security for certain banking facilities granted to the Group (note 31).



財務報表附註
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24. 建築合約

集團

客戶有關合約
工程之欠款
欠客戶有關合約
工程之款項

所產生之合約成本加截至
本年報日期已確認溢利減
已確認虧損
減：已收及應收
進度賬款

24. CONSTRUCTION CONTRACTS

GROUP

Amounts due from customers
for contract works
Amounts due to customers
for contract works

Contract costs incurred plus
recognised profits less
recognised losses to date
Less: Progress billings
received and receivable

二零零九年 2009 千港元 HK\$'000	二零零八年 2008 千港元 HK\$'000
53,818	78,703
(132,106)	(166,399)
<u>(78,288)</u>	<u>(87,696)</u>
3,458,094	2,900,427
(3,536,382)	(2,988,123)
<u>(78,288)</u>	<u>(87,696)</u>

25. 應收貿易賬款

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

集團

應收貿易賬款
減值

25. TRADE RECEIVABLES

GROUP

Trade receivables
Impairment

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

二零零九年 2009 千港元 HK\$'000	二零零八年 2008 千港元 HK\$'000
300,993	284,224
(828)	(224)
<u>300,165</u>	<u>284,000</u>



財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 March 2009 二零零九年三月三十一日

25. 應收貿易賬款 (續)

以發票日期及撥備淨值計算，應收貿易賬款於結算日之賬齡分析如下：

集團

應收貿易賬款：
90日內
91日至180日
181日至360日
360日以上

應收保固金

Trade receivables:
Within 90 days
91 to 180 days
181 to 360 days
Over 360 days

Retention receivables

25. TRADE RECEIVABLES (Cont'd)

An aged analysis of the trade receivables as at the balance sheet date, based on the invoice date and net of provision, is as follows:

GROUP

二零零九年 2009 千港元 HK\$'000	二零零八年 2008 千港元 HK\$'000
173,752	187,933
245	411
2,077	690
117	419
176,191	189,453
123,974	94,547
<u>300,165</u>	<u>284,000</u>

應收貿易賬款減值撥備之變動如下：

集團

年初
已確認減值虧損
已撥回減值虧損
撇銷為不可收回之款項

年終

At beginning of year
Impairment losses recognised
Impairment losses written back
Amount written off as uncollectible

At end of year

二零零九年 2009 千港元 HK\$'000	二零零八年 2008 千港元 HK\$'000
224	313
1,220	52
—	(140)
(616)	(1)
<u>828</u>	<u>224</u>

The movements in provision for individual impairment of trade receivables are as follows:

計入上述應收貿易賬款之減值撥備828,000港元(二零零八年：224,000港元)，賬面總值為1,328,000港元(二零零八年：224,000港元)。個別已減值應收貿易賬款與處於財務困難之客戶有關，預期僅可收回其中一部分。

Included in the above provision for impairment of trade receivables of HK\$828,000 (2008: HK\$224,000) with a gross carrying amount of HK\$1,328,000 (2008: HK\$224,000). The individually impaired trade receivables relate to customers that were in financial difficulties and only a portion of the receivables is expected to be recovered.



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25. 應收貿易賬款 (續)

視作將不予減值之應收貿易賬款之賬齡分析如下：

集團

既無過期亦無減值	Neither past due nor impaired
1日至90日內過期	1 to 90 days past due
91日至270日內過期	91 to 270 days past due
270日至360日內過期	More than 270 days past due

既無過期亦無減值之應收款項與大量並無近期違約歷史的不同客戶有關。已過期但並無減值之應收款項與大量與本集團有著良好交易記錄的獨立客戶有關。依據過往經驗，本公司董事認為，由於信貸質量並無重大變動且結存仍視為可全部收回，故概無必要就該等結存作出減值撥備。本集團並無就該等結存持有任何擔保或提高其他信貸。

25. TRADE RECEIVABLES (Cont'd)

The aged analysis of the trade receivables that are not considered to be impaired is as follows:

GROUP

	二零零九年 2009 千港元 HK\$'000	二零零八年 2008 千港元 HK\$'000
既無過期亦無減值	297,726	282,480
1日至90日內過期	245	411
91日至270日內過期	1,577	690
270日至360日內過期	117	419
	<u>299,665</u>	<u>284,000</u>

Receivables that were neither past due nor impaired relate to a large number of diversified customers for whom there was no recent history of default. Receivables that were past due but not impaired relate to a number of independent customers that have a good track record with the Group. Based on past experience, the directors of the Company are of the opinion that no provision for impairment is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable. The Group does not hold any collateral or other credit enhancements over these balances.

26. 其他應收款項、預付款項及訂金

預付款項 及訂金	Prepayments and deposits
其他應收款項	Other receivables

26. OTHER RECEIVABLES, PREPAYMENTS AND DEPOSITS

集團 GROUP		公司 COMPANY	
二零零九年 2009 千港元 HK\$'000	二零零八年 2008 千港元 HK\$'000	二零零九年 2009 千港元 HK\$'000	二零零八年 2008 千港元 HK\$'000
21,184	72,310	159	169
12,555	166,367	—	—
<u>33,739</u>	<u>238,677</u>	<u>159</u>	<u>169</u>



財務報表附註 NOTES TO FINANCIAL STATEMENTS

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26. 其他應收款項、預付款項及訂金 (續)

於二零零八年三月三十一日，計入其他應收款項為人民幣140,000,000元（相當於155,344,000港元）之瀋陽政府機關墊款，以安排本集團將予收購該幅瀋陽土地上的原居民的重新安置。墊款已於隨後在二零零八年五月償還予本集團。

概無上述資產已過期或出現減值。計入上述結存之金融資產與並無近期違約歷史之應收款項有關。

27. 現金及銀行結存

集團

定期存款	Time deposits
受限制現金	Restricted cash
現金及銀行結存	Cash and bank balances

附註：

- (a) 於結算日，本集團合共242,836,000港元（二零零八年：213,780,000港元）之現金及銀行結存乃以人民幣（「人民幣」）為單位。人民幣不可自由兌換為其他貨幣，然而根據外匯管理條例及結匯、售匯及付匯管理規定，本集團獲准透過獲授權進行外匯業務之銀行，將人民幣兌換為其他貨幣。

銀行存款按每日銀行存款利率計算之浮動利率賺取利息。短期定期存款具有不同之存款期限，由一天至十二個月不等，視乎本集團之即時現金需求而定，並按有關之短期定期存款利率賺取利息。現金及銀行結存之賬面值與其公平值相若。銀行結存及訂金存入並無近期違約歷史之信譽卓著之銀行。

- (b) 於二零零九年三月三十一日，受限制現金指根據本集團之銀行信貸之條款存置於託管銀行賬戶之定期存款。於二零零八年三月三十一日，根據中國相關法規，於指定銀行賬戶來自預售發展中物業之已收訂金，僅可用於建築相關物業。

26. OTHER RECEIVABLES, PREPAYMENTS AND DEPOSITS (Cont'd)

At 31 March 2008, included in other receivables was an amount of RMB140,000,000 (equivalent to HK\$155,344,000) advanced to the government authority in Shenyang for arranging the relocation of residents of the land in Shenyang to be acquired by the Group. The advance was subsequently repaid to the Group in May 2008.

None of the above assets is either past due or impaired. The financial assets included in the above balances relate to receivables for which there was no recent history of default.

27. CASH AND BANK BALANCES

GROUP

	二零零九年 2009	二零零八年 2008
附註 Notes	千港元 HK\$'000	千港元 HK\$'000
(a)	96,477	28,768
(a), (b)	56,675	3,537
(a)	<u>125,416</u>	<u>214,225</u>

Notes:

- (a) At the balance sheet date, the total cash and bank balances of the Group denominated in Renminbi ("RMB") amounted to HK\$242,836,000 (2008: HK\$213,780,000). The RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through authorised banks to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term time deposits are made for varying periods of between one day and twelve months depending on the immediate cash requirements of the Group, and earn interest at the respective short term time deposit rates. The carrying amounts of the cash and bank balances approximate to their fair values. The bank balances and deposits are deposited with creditworthy banks with no recent history of default.

- (b) As at 31 March 2009, restricted cash represented time deposits maintained in an escrow bank account pursuant to the terms of the Group's banking facilities. As at 31 March 2008, pursuant to relevant regulations in the PRC, certain deposits received from the pre-sale of properties under development in a designated bank account can only be used for the construction of the relevant properties.



財務報表附註

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28. 應付貿易賬款及應計款項

以發票日期計算，應付貿易賬款於結算日之賬齡分析如下：

		集團 GROUP		公司 COMPANY	
		二零零九年 2009 千港元 HK\$'000	二零零八年 2008 千港元 HK\$'000	二零零九年 2009 千港元 HK\$'000	二零零八年 2008 千港元 HK\$'000
應付貿易賬款：	Trade payables:				
30日內	Within 30 days	205,260	82,236	6	6
31日至90日	31 to 90 days	1,398	12,212	—	—
91日至180日	91 to 180 days	8,071	4,609	—	—
180日以上	Over 180 days	4,550	1,826	—	—
		<u>219,279</u>	<u>100,883</u>	<u>6</u>	<u>6</u>
應付保固金	Retention payables	90,728	22,894	—	—
應計款項	Accruals	96,897	98,190	696	657
		<u>406,904</u>	<u>221,967</u>	<u>702</u>	<u>663</u>

應付貿易賬款均為免息，一般還款期為九十日。

An aged analysis of the trade payables as at the balance sheet date, based on the invoice date is as follows:

The trade payables are non-interest-bearing and are normally settled on 90-day terms.

29. 其他應付款項、已收訂金及預收款項

其他應付款項均為免息，平均還款期為一個月。

29. OTHER PAYABLES, DEPOSITS RECEIVED AND RECEIPTS IN ADVANCE

Other payables are non-interest-bearing and have an average term of one month.

30. 已收訂金

於二零零九年三月三十一日，已收訂金指簽署物業銷售合約後自客戶收取之訂金。本集團所持有之該等金額均為免息。

30. DEPOSITS RECEIVED

As at 31 March 2009, deposits received represented down payment received from customers upon signing of the sale contracts of properties. Such amounts held by the Group are non-interest-bearing.

於二零零八年三月三十一日，已收訂金指簽署物業預售合約後自客戶收取之訂金。本集團於物業仍在發展期間預售物業。由於與客戶訂有合約，故此於簽署預售合約後，客戶須盡快向本集團支付訂金。本集團所持有之該等金額均為免息。

As at 31 March 2008, deposits received represented down payment received from customers upon signing of the pre-sale contracts of properties. The Group conducted the pre-sale of properties when they were still under development. As contracted with customers, deposits were paid to the Group shortly from the signing of the pre-sale contracts. Such amounts held by the Group are non-interest-bearing.



財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 March 2009 二零零九年三月三十一日

31. 附息銀行借貸

31. INTEREST-BEARING BANK BORROWINGS

集團	GROUP	二零零九年 2009			二零零八年 2008		
		實際利率 Effective interest rate (%)	期限 Maturity	千港元 HK\$'000	實際利率 Effective interest rate (%)	期限 Maturity	千港元 HK\$'000
無抵押：	Unsecured:						
銀行貸款	Bank loans	1.4-5.8	2009-2012	222,808	1.8-6.6	2008 - 2011	246,254
信託收據貸款	Trust receipt loans	—	—	—	3.7-8.3	2008	43,651
				<u>222,808</u>			<u>289,905</u>
有抵押：	Secured:						
銀行透支	Bank overdrafts	—	—	—	5.3-7.8	On demand	8,443
信託收據貸款	Trust receipt loans	2.1-5.1	2009	43,000	6.0-8.3	2008	14,420
銀行貸款	Bank loans	1.6-9.1	2009-2012	285,428	3.0-7.2	2008 - 2009	119,194
分期貸款	Instalment loans	1.4-5.0	2009-2022	88,194	5.0	2008 - 2022	91,512
				<u>416,622</u>			<u>233,569</u>
銀行借貸總額	Total bank borrowings			<u>639,430</u>			<u>523,474</u>
				二零零九年 2009 千港元 HK\$'000			二零零八年 2008 千港元 HK\$'000
根據下列項目分析：	Analysed into:						
須於下列期間內	Bank borrowings						
償還之銀行借貸：	repayable:						
於一年內或	Within one year						
按通知時	or on demand			396,851			255,075
第二年	In the second year			126,846			83,023
第三年至第五年	In the third to fifth						
(包括首尾兩年)	years, inclusive			76,777			111,842
超過第五年	Beyond five years			38,956			73,534
				<u>639,430</u>			<u>523,474</u>
須於一年內償還，	Portion due within						
分類為流動	one year, classified						
負債之部份	as current liabilities			(396,851)			(255,075)
長期部份	Long term portion			<u>242,579</u>			<u>268,399</u>



財務報表附註

NOTES TO FINANCIAL STATEMENTS

31 March 2009 二零零九年三月三十一日

31. 附息銀行借貸 (續)

本集團之抵押銀行借貸乃由本集團於結算日賬面值分別約131,903,000港元(二零零八年: 136,069,000港元)、332,560,000港元(二零零八年: 337,060,000港元)及229,925,000港元(二零零八年: 無)之若干樓宇、設備與機器(附註14)、投資物業(附註15)及持有供銷售之物業(附註23)作抵押。

此外,本公司已就本公司若干附屬公司取得之借貸融資簽立擔保(附註38(a))。

本集團所有銀行借貸均按浮動利率計息。銀行借貸之賬面值與其公平值相若。

本集團以多種貨幣為單位之銀行借貸賬面值如下:

港元
人民幣
日圓
歐元

31. INTEREST-BEARING BANK BORROWINGS (Cont'd)

The Group's secured bank borrowings were secured by certain of its building, equipment and machinery (note 14), investment properties (note 15) and properties held for sale (note 23) with carrying amounts of HK\$131,903,000 (2008: HK\$136,069,000), HK\$332,560,000 (2008: HK\$337,060,000), and HK\$229,925,000 (2008: nil), respectively, at the balance sheet date.

In addition, the Company has executed guarantees in respect of borrowing facilities granted to certain of the Company's subsidiaries (note 38(a)).

All of the bank borrowings of the Group bear interest at floating interest rates. The carrying amounts of the bank borrowings approximate to their fair values.

The carrying amounts of the Group's bank borrowings denominated in various currencies are as follows:

	二零零九年 2009 千港元 HK\$'000	二零零八年 2008 千港元 HK\$'000
Hong Kong dollars	618,052	462,813
Renminbi	21,378	41,344
Yen	—	7,429
Euro	—	11,888
	<u>639,430</u>	<u>523,474</u>



財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 March 2009 二零零九年三月三十一日

32. 遞延稅項

於本年度內，遞延稅務負債及資產之變動如下：

遞延稅項負債

集團

於二零零七年四月一日：	At 1 April 2007	(222,274)	(2,559)	—	(224,833)
年內計入損益表／ (於損益表扣除)之 遞延稅項	Deferred tax credited/(charged) to the income statement during the year	3,012	(2,152)	—	860
滙兌調整	Exchange realignment	(27,103)	—	—	(27,103)
於二零零八年三月三十一日	At 31 March 2008	(246,365)	(4,711)	—	(251,076)
於二零零八年四月一日	At 1 April 2008	(246,365)	(4,711)	—	(251,076)
年內計入損益表／ (於損益表扣除)之 遞延稅項	Deferred tax credited/(charged) to the income statement during the year	1,034	(3,345)	(18,968)	(21,279)
滙兌調整	Exchange realignment	(6,064)	—	—	(6,064)
於二零零九年 三月三十一日	At 31 March 2009	(251,395)	(8,056)	(18,968)	(278,419)

32. DEFERRED TAX

The movements in deferred tax liabilities and assets during the year are as follows:

Deferred tax liabilities

GROUP

重估投資物業 Revaluation of investment properties 千港元 HK\$'000	折舊撥備 超出有關 折舊部分 Depreciation allowance in excess of related depreciation 千港元 HK\$'000	預扣稅 Withholding taxes 千港元 HK\$'000	總計 Total 千港元 HK\$'000
(222,274)	(2,559)	—	(224,833)
3,012	(2,152)	—	860
(27,103)	—	—	(27,103)
(246,365)	(4,711)	—	(251,076)
(246,365)	(4,711)	—	(251,076)
1,034	(3,345)	(18,968)	(21,279)
(6,064)	—	—	(6,064)
(251,395)	(8,056)	(18,968)	(278,419)



32. 遞延稅項 (續)

於本年度內，遞延稅務負債及資產之變動如下：(續)

遞延稅項資產

集團

於二零零七年四月一日
於二零零八年三月三十一日
及二零零八年四月一日
年內計入損益表
之遞延稅項

於二零零九年三月三十一日

本集團於香港產生之稅項虧損為241,825,000港元(二零零八年：326,500,000港元)，可用作無限期抵銷出現虧損之公司之未來應課稅溢利。長期產生虧損之附屬公司所產生之該等虧損則不會確認為遞延稅項資產，且將應課稅溢利用於沖抵稅項虧損被視作不可能。

根據中國新企業所得稅法，於中國內地成立的外資企業向國外投資者宣派之股息須繳納10%預扣稅。該項規定由二零零八年一月一日起生效並適用於二零零七年十二月三十一日之後產生之盈利。倘中國與國外投資者所處司法權區訂有稅項協定，則可能適用較低之預扣稅稅率。就本集團而言，適用稅率為5%。因此，本集團須就其於中國內地成立之附屬公司就由二零零八年一月一日起產生之盈利而向其派發之股息繳納預扣稅。

本公司派付予其股東之股息並無任何所得稅後果。

32. DEFERRED TAX (Cont'd)

The movements in deferred tax liabilities and assets during the year are as follows: (Cont'd)

Deferred tax asset

GROUP

At 1 April 2007,
31 March 2008 and
1 April 2008
Deferred tax credited
to the income statement
during the year

At 31 March 2009

土地增值稅撥備
Provision of
land appreciation tax
千港元
HK\$'000

—

29,051

29,051

The Group has tax losses arising in Hong Kong of HK\$241,825,000 (2008: HK\$326,500,000) that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose. Deferred tax assets have not been recognised in respect of these losses as they have arisen in subsidiaries that have been loss-making for some time and it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

Pursuant to the New CIT Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in Mainland China. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between China and jurisdiction of the foreign investors. For the Group, the applicable rate is 5%. The Group is therefore liable to withholding taxes on dividends distributed by its subsidiary established in Mainland China in respect of earnings generated from 1 January 2008.

There are no income tax consequences attaching to the payment of dividends by the Company to its shareholders.



財務報表附註 NOTES TO FINANCIAL STATEMENTS

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33. 股本

股份

法定：

2,000,000,000股
每股面值0.10港元之普通股

已發行及繳足：

838,215,903股(二零零八年：
837,465,903股)
每股面值0.10港元之普通股

年內，因本集團購股權獲行使而以認購價每股0.82港元發行750,000股每股面值0.10港元之股份，總現金代價為615,000港元(扣除開支前)。

購股權

本公司購股權計劃之詳情載於財務報表附註34。

34. 購股權計劃

本公司現時設立一項購股權計劃(「計劃」)，為本集團成功營運作出貢獻之合資格參與者提供獎勵及回報。該計劃之合資格參與者包括本公司之董事(包括獨立非執行董事)及本集團其他僱員。

目前准許根據該計劃授出之尚未行使購股權最高數目，合共不得超過本公司任何時間已發行股份之10%。

33. SHARE CAPITAL

Shares

Authorised:

2,000,000,000 ordinary shares
of HK\$0.10 each

Issued and fully paid:

838,215,903(2008: 837,465,903)
ordinary shares of
HK\$0.10 each

During the year, 750,000 shares of HK\$0.10 each were issued for cash at a subscription price of HK\$0.82 per share pursuant to the exercise of the Company's share options for a total cash consideration, before expenses of HK\$615,000.

Share options

Details of the Company's share option scheme are included in note 34 to the financial statements.

34. SHARE OPTION SCHEME

The Company currently operates a share option scheme (the "Scheme") for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Eligible participants of the Scheme include the Company's directors, including independent non-executive directors, and other employees of the Group.

The maximum number of unexercised share options currently permitted to be granted under the Scheme must not in aggregate exceed 10% of the shares of the Company in issue at any time.

公司 COMPANY	
二零零九年 2009 千港元 HK\$'000	二零零八年 2008 千港元 HK\$'000
200,000	200,000
83,821	83,746



34. 購股權計劃 (續)

本公司之計劃概要如下：

目的

Purpose

參與者

Participants

可予發行之普通股總數及於年報發表日期佔已發行股本之百分比

Total number of ordinary shares available for issue and the percentage of the issued share capital that it represents as at the date of the annual report

每名參與者之最高配額

Maximum entitlement of each participant

根據購股權必須認購證券之期限

Period within which the securities must be taken up under an option

於行使前必須持有購股權之最低期限

Minimum period for which an option must be held before it can be exercised

於接納時應付款項

Amount payable on acceptance

釐定行使價之基準

Basis for determining the exercise price

34. SHARE OPTION SCHEME (Cont'd)

A summary of the Scheme of the Company is as follows:

為鼓勵合資格參與者於達致本公司目標時作出最佳表現，同時讓彼等分享曾作出努力及貢獻而達致之本公司業務成果。

To encourage eligible participants to perform their best in achieving the goals of the Company while at the same time allow them to share the fruits of the Company's business achieved through their effort and contribution.

本公司或其任何附屬公司之行政人員、僱員或董事（包括執行董事及非執行董事）。

Executives or employees or directors (including both executive directors and non-executive directors) of the Company or any of its subsidiaries.

40,196,590股普通股及已發行股本之4.8%。

40,196,590 ordinary shares and 4.8% of the issued share capital.

不得超過於任何 12 個月期間本公司已發行股本之 1%。

Shall not exceed 1% of the issued share capital of the Company in any 12-month period.

由董事釐定及知會每名承授人，但於任何情況下不遲於授出購股權當日後十年內，惟受有關提前終止之條文所規限。

Determined and notified by the directors to each grantee, but shall end in any event not later than 10 years from the date of the grant of options subject to the provisions for early termination thereof.

由董事釐定及載於有關邀約函件中。

To be determined by the directors and included in the relevant offer letters.

無。

Nil.

由董事釐定，但必須為以下之最高者(i)股份之面值；(ii)於邀請授出購股權當日（必須為營業日），在聯交所日報表所報普通股之收市價；及(iii)緊接授出購股權日期前五個營業日，普通股於聯交所日報表所報之平均收市價。

Determined by the directors but must be the highest of (i) the nominal value of shares; (ii) the closing price of the ordinary shares as stated in the Stock Exchange's daily quotation sheet on the date of offer of the share options, which must be a business day; and (iii) the average closing price of the ordinary shares as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of grant of options.



財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 March 2009 二零零九年三月三十一日

34. 購股權計劃 (續)

本公司之計劃概要如下：(續)

計劃之餘下年期

The remaining life of the Scheme

購股權並無賦予持有人收取股息或於股東大會上投票之權利。

年內根據計劃尚未行使之購股權如下：

34. SHARE OPTION SCHEME (Cont'd)

A summary of the Scheme of the Company is as follows: (Cont'd)

計劃維持有效，直至二零一二年八月二十七日。

The Scheme remains in force until 27 August 2012.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

The following share options were outstanding under the Scheme during the year:

		二零零九年 2009		二零零八年 2008	
		加權 平均 行使價 Weighted average exercise price 港元 HK\$ 每股 per share	購股權 數目 Number of options 千 '000	加權 平均 行使價 Weighted average exercise price 港元 HK\$ 每股 per share	購股權 數目 Number of options 千 '000
年初	At beginning of year	0.82	35,000	—	—
年內授出 ／(行使)	Granted/(exercised) during the year	0.82	(750)	0.82	35,000
年終	At end of year	0.82	34,250	0.82	35,000



財務報表附註

NOTES TO FINANCIAL STATEMENTS

31 March 2009 二零零九年三月三十一日

34. 購股權計劃 (續)

34. SHARE OPTION SCHEME (Cont'd)

於結算日，尚未行使購股權之行使價及行使期間如下：

The exercise prices and exercise periods of the share options outstanding as at that balance sheet date are as follows:

二零零九年 2009 購股權數目 Number of options 千 '000	二零零八年 2008 購股權數目 Number of options 千 '000	行使價* Exercise price* 每股港元 HK\$ per share	行使期限 Exercise periods
2,125	2,875	0.82	二零零七年九月五日 至二零一一年八月二十三日 5-9-2007 to 23-8-2011
625	625	0.82	二零零七年九月六日 至二零一一年八月二十三日 6-9-2007 to 23-8-2011
4,000	4,000	0.82	二零零七年九月二十七日 至二零一一年八月二十三日 27-9-2007 to 23-8-2011
1,250	1,250	0.82	二零零七年八月三十日 至二零一一年八月二十三日 30-8-2007 to 23-8-2011
8,750	8,750	0.82	二零零八年八月二十四日 至二零一一年八月二十三日 24-8-2008 to 23-8-2011
8,750	8,750	0.82	二零零九年八月二十四日 至二零一一年八月二十三日 24-8-2009 to 23-8-2011
8,750	8,750	0.82	二零一零年八月二十四日 至二零一一年八月二十三日 24-8-2010 to 23-8-2011
<u>34,250</u>	<u>35,000</u>		

* 購股權之行使價須就供股或紅股發行，或本公司股本中其他類似變動而作出調整。

* The exercise price of the share options is subject to adjustment in case of rights or bonus issues, or other similar changes in the Company's share capital.

於截至二零零八年三月三十一日止年度內，授出購股權之公平值為15,798,000港元（每股平均公平值為0.45港元），年內，其中5,193,000港元（二零零八年：7,725,000港元）已由本集團確認為購股權開支。

The fair value of the share options granted during the year ended 31 March 2008 was HK\$15,798,000 (average fair value of HK\$0.45 each) of which the Group recognised a share option expense of HK\$5,193,000 (2008 : HK\$7,725,000) during the year.



財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 March 2009 二零零九年三月三十一日

34. 購股權計劃 (續)

於結算日，根據計劃，本公司有34,250,000股（二零零八年：35,000,000股）購股權尚未行使。根據本公司現行股本結構，全面行使尚未行使之購股權將導致本公司額外發行34,250,000股（二零零八年：35,000,000股）普通股，額外股本為3,425,000港元（二零零八年：3,500,000港元），股份溢價（扣除發行開支前）為24,660,000港元（二零零八年：25,200,000港元）。

於結算日後，在二零零九年六月二十四日，按一個僱員之辭任，總數800,000之購股權已失效。

於批准該等財務報告當日，根據計劃，本公司有33,450,000股（二零零八年：35,000,000股）購股權尚未行使，佔本公司當日已發行股份約4.1%（二零零八年：4.2%）。

35. 儲備

(a) 集團

於本年度及過往年度本集團儲備金額及其變動於財務報表第38頁之綜合權益變動表呈列。

根據中外合營企業之有關法例及條例，本集團在中國註冊之附屬公司之溢利部份已轉撥至限定使用之法定儲備。

34. SHARE OPTION SCHEME (Cont'd)

At the balance sheet date, the Company had 34,250,000 (2008: 35,000,000) share options outstanding under the Scheme. The exercise in full of the outstanding share options would, under the present capital structure of the Company, result in the issue of 34,250,000 (2008: 35,000,000) additional ordinary shares of the Company and additional share capital of HK\$3,425,000 (2008: HK\$3,500,000) and share premium of HK\$24,660,000 (2008: HK\$25,200,000) before issue expenses.

Subsequent to the balance sheet date, on 24 June 2009, a total of 800,000 share options were lapsed upon resignation of an employee.

At the date of approval of these financial statements, the Company had 33,450,000 (2008: 35,000,000) share options outstanding under the Scheme, which represented approximately 4.1% (2008: 4.2%) of the Company's shares in issue as at that date.

35. RESERVES

(a) Group

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity on page 38 of the financial statements.

Pursuant to the relevant laws and regulations for Sino-foreign joint venture enterprises, a portion of the profits of the Group's subsidiaries which are registered in the PRC has been transferred to statutory reserves which are restricted as to use.



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35. 儲備 (續)

(b) 公司

		股份溢價賬	繳入盈餘	購股權儲備	保留溢利/ (累計虧損)	擬派末期股息	總計
		Share premium account	Contributed surplus	Share option reserve	Retained profits/ (Accumulated losses)	Proposed final dividend	Total
附註		千港元	千港元	千港元	千港元	千港元	千港元
Notes		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
於二零零七年四月一日	At 1 April 2007	518,437	29,950	—	17,552	12,562	578,501
本年度虧損	Loss for the year	—	—	—	(5,098)	—	(5,098)
二零零七年已宣派 末期股息	Final 2007 dividend declared	—	—	—	—	(12,562)	(12,562)
股本結算購股權安排	Equity-settled share option arrangements	—	—	7,725	—	—	7,725
二零零八年已付 中期股息	Interim 2008 dividend paid	12	—	—	(8,375)	—	(8,375)
二零零八年擬派 末期股息	Proposed 2008 final dividend	12	—	—	(12,562)	12,562	—
於二零零八年 三月三十一日及 二零零八年四月一日	At 31 March 2008 and 1 April 2008	518,437	29,950	7,725	(8,483)	12,562	560,191
本年度溢利	Profit for the year	—	—	—	16,841	—	16,841
股本結算 購股權安排	Equity-settled share option arrangements	—	—	5,193	—	—	5,193
行使購股權	Exercise of share options	33	816	(276)	—	—	540
二零零八年已宣派 末期股息	Final 2008 dividend declared	12	—	—	—	(12,562)	(12,562)
二零零九年已付 中期股息	Interim 2009 dividend paid	12	—	—	(8,382)	—	(8,382)
二零零九年擬派 末期股息	Proposed 2009 final dividend	12	—	—	(12,573)	12,573	—
於二零零九年 三月三十一日	At 31 March 2009	519,253	29,950	12,642	(12,597)	12,573	561,821

本公司繳入盈餘指於本公司股份上市前，根據於一九九一年之集團重組所購入之附屬公司股份公平值，較交換本公司已發行股份之面值之餘額。根據一九八一年百慕達公司法，在若干情況下，本公司可自繳入盈餘分派予股東。

The contributed surplus of the Company represents the excess of the fair value of the shares of the subsidiaries acquired pursuant to the Group reorganisation in 1991 prior to the listing of the Company's shares, over the nominal value of the Company's shares issued in exchange therefor. Under the Bermuda Companies Act 1981, the Company may make distributions to its members out of the contributed surplus under certain circumstances.



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36. 經營租約安排

(a) 作為出租人

本集團根據經營租約安排，以租約年期介乎兩至四年，出租其若干機器(附註14)及其投資物業(附註15)。租約條款一般亦要求租戶及客戶支付抵押訂金及按當時市況定期作出租金調整。

於結算日，本集團根據與其租戶及客戶訂立之不可撤銷經營租約於以下年期之未來最低應收租金總額如下：

集團

一年內	Within one year
第二至第五年 (包括首尾兩年)	In the second to fifth years, inclusive

36. OPERATING LEASE ARRANGEMENTS

(a) As lessor

The Group leases certain of its machinery (note 14) and its investment properties (note 15) under operating lease arrangements, with leases negotiated for terms ranging from two to four years. The terms of the leases generally also require the tenants and customers to pay security deposits and provide for periodic rental adjustments according to the then prevailing market conditions.

At the balance sheet date, the Group had total future minimum lease receivables under non-cancellable operating leases with its tenants and customers falling due as follows:

GROUP

二零零九年 2009 千港元 HK\$'000	二零零八年 2008 千港元 HK\$'000
65,676	64,297
43,620	31,635
<u>109,296</u>	<u>95,932</u>



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36. 經營租約安排 (續)

(b) 作為承租人

本集團根據經營租約安排，以租約年期介乎六至六十個月，承租若干辦公室物業、貨倉、員工宿舍及若干機器。

於結算日，本集團根據不可撤銷經營租約於以下年期之未來最低租約付款總額如下：

集團

一年內	Within one year
第二至第五年 (包括首尾兩年)	In the second to fifth years, inclusive

本公司於結算日並無任何經營租約安排(二零零八年：無)。

36. OPERATING LEASE ARRANGEMENTS (Cont'd)

(b) As lessee

The Group leases certain of its office properties, warehouses, staff quarters and certain machinery under operating lease arrangements, with leases negotiated for terms ranging from six to sixty months.

At the balance sheet date, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

GROUP

二零零九年 2009 千港元 HK\$'000	二零零八年 2008 千港元 HK\$'000
9,284	11,091
3,872	7,416
<u>13,156</u>	<u>18,507</u>

The Company did not have any operating lease arrangement at the balance sheet date (2008: Nil).



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37. 承擔

除上文附註36(b)詳述之經營租約承擔外，於結算日，本集團有資本承擔如下：

集團

已授權，但未訂約 物業、機器及設備	Authorised, but not contracted for Property, plant and equipment
已訂約，但未作撥備 物業、機器及設備 土地使用權	Contracted, but not provided for Property, plant and equipment Land use rights

此外，本集團就發展中物業之已訂約但未作撥備之承擔於二零零九年三月三十一日為257,382,000港元(二零零八年：577,593,000港元)。

於結算日，本公司並無重大承擔(二零零八年：無)。

37. COMMITMENTS

In addition to the operating lease commitments detailed in note 36(b) above, the Group had the following capital commitments at the balance sheet date:

GROUP

	二零零九年 2009 千港元 HK\$'000	二零零八年 2008 千港元 HK\$'000
已授權，但未訂約 物業、機器及設備	9,479	8,858
已訂約，但未作撥備 物業、機器及設備 土地使用權	23,446 —	34,953 164,000
	<u>23,446</u>	<u>198,953</u>
	<u>32,925</u>	<u>207,811</u>

In addition, the Group had contracted, but not provided for, commitments in respect of construction works relating to properties under development amounting to HK\$257,382,000 as at 31 March 2009 (2008: HK\$577,593,000).

The Company had no significant commitments at the balance sheet date (2008: Nil).



38. 或然負債

- (a) 於結算日，未於財務報表內作出撥備之或然負債如下：

	集團 GROUP		公司 COMPANY	
	二零零九年 2009 千港元 HK\$'000	二零零八年 2008 千港元 HK\$'000	二零零九年 2009 千港元 HK\$'000	二零零八年 2008 千港元 HK\$'000
就財務機構 向附屬公司批出 一般信貸貸款 及融資租約貸款 而給予之擔保	—	—	1,040,366	705,500
就履約保證書 而作出之擔保	154,041	135,760	154,041	135,760
	<u>154,041</u>	<u>135,760</u>	<u>1,194,407</u>	<u>841,260</u>

- (b) 於二零零八年三月三十一日，本集團就若干銀行授出之按揭融資而提供擔保，該等按揭融資涉及為本集團收購若干由本集團一間附屬公司發展之物業而安排之按揭貸款，該等擔保之未償還按揭貸款為281,409,000港元。

本集團的擔保期由授出有關按揭貸款起，至發出相關擁有權證為止。

於二零零八年三月三十一日，該等擔保之公平值並不重大，而董事認為如未能支付款項，相關物業之可變現淨值足以抵銷償還所欠按揭本金餘額連同應計利息及罰款，故此財務報表並無就該等擔保作出撥備。

38. CONTINGENT LIABILITIES

- (a) At the balance sheet date, contingent liabilities not provided for in the financial statements were as follows:

	集團 GROUP		公司 COMPANY	
	二零零九年 2009 千港元 HK\$'000	二零零八年 2008 千港元 HK\$'000	二零零九年 2009 千港元 HK\$'000	二零零八年 2008 千港元 HK\$'000
Guarantees given to financial institutions in connection with general credit facilities and finance lease facilities granted to subsidiaries	—	—	1,040,366	705,500
Guarantees in respect of performance bonds	154,041	135,760	154,041	135,760
	<u>154,041</u>	<u>135,760</u>	<u>1,194,407</u>	<u>841,260</u>

- (b) As at 31 March 2008, the Group had provided guarantees in respect of mortgage facilities granted by certain banks relating to the mortgage loans arranged for purchases of certain properties developed by a subsidiary of the Group and the outstanding mortgage loans under these guarantees amounted to HK\$281,409,000.

The Group's guarantee period started from the dates of grant of the relevant mortgage loans and ended upon issuance of the relevant ownership certificates.

The fair value of the guarantees was not significant and the directors considered that in case of default in payments, the net realisable value of the related properties could cover the repayment of the outstanding mortgage principal together with the accrued interest and penalty and therefore no provision had been made for the guarantees in the financial statements at 31 March 2008.

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38. 或然負債 (續)

(c) 於二零零八年六月十六日，本集團向上海市第一中級人民法院（「上海法院」）提出仲裁，撤銷與第三方簽訂之最高限額達人民幣5,180,000元（約5,872,000港元）之服務費之服務合約，此乃由於本集團與第三方就合約條款出現分歧所致（「上海行動」）。於二零零八年九月九日，上海行動之被告向上海法院提出反對，並申訴稱分歧之判決須根據香港法例而非中國法例進行。反對意見於二零零八年十一月遭上海法院駁回，且上訴上海法院之決定亦於二零零九年一月遭上海市高級人民法院駁回。於二零零九年二月二十七日，本集團接獲上海法院通知，上海行動之被告提交一份反申索，要求本集團支付人民幣5,180,000元。本集團正在等待上海法院釐定審判日期，而本集團將於審判中向上海法院提交辯護。

於二零零八年九月十日，在香港高等法院（「香港法院」）一審法庭發出之法律文書中，上海行動之被告要求本集團支付人民幣5,180,000元（「香港行動」）。本集團已於二零零八年十月二十八日向香港法院申請保留所有以上海法院為受益人之香港行動之其他訴訟程序，原因是上海法院較香港法院更為適宜對所產生之分歧進行判決。本集團正在等待香港法院釐定聆訊本集團申請之日期。

38. CONTINGENT LIABILITIES (Cont'd)

(c) On 16 June 2008, the Group lodged a petition to the Shanghai First Intermediate People's Court (the "Shanghai Court") to rescind a service contract signed with a third party for a service fee of up to a maximum amount of RMB5,180,000 (approximately HK\$5,872,000) as a result of a dispute in the contract terms between the Group and the third party (the "Shanghai Action"). On 9 September 2008, the defendant of the Shanghai Action submitted its objection to the Shanghai Court and claimed that the adjudication of the disputes should be raised under the Hong Kong Law instead of the PRC Law. The objection was dismissed by the Shanghai Court in November 2008 and the appeal against the decision of the Shanghai Court was also dismissed by the Shanghai Higher People's Court in January 2009. On 27 February 2009, the Group received a notification from the Shanghai Court that the defendant of the Shanghai Action submitted a counterclaim and requested the Group to make the payment of RMB5,180,000. The Group is currently waiting for the Shanghai Court to fix the date for the trial and the Group will submit the defence to the Shanghai Court at the trial.

On 10 September 2008, by a writ issued in the Court of First Instance of the High Court of Hong Kong (the "Hong Kong Court"), the defendant of the Shanghai Action, claimed the Group for the payment of RMB5,180,000 (the "Hong Kong Action"). The Group has applied on 28 October 2008 to the Hong Kong Court to stay all further proceedings in the Hong Kong Action in favour of the Shanghai Court on the ground that the Shanghai Court is a more appropriate forum than the Hong Kong Court for the adjudication of the disputes raised. The Group is currently also waiting for the Hong Kong Court to fix a date for the hearing of the Group's application.



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38. 或然負債 (續)

經考慮本集團中國法律顧問之法律意見，董事相信本集團在上海行動方面有充分理由。此外，經考慮本集團香港法律顧問之法律意見，董事相信倘香港行動被要求於香港審理，本集團有充分理由辯護。因此，董事認為無須計提服務費用。

39. 關連人士交易

(a) 與關連人士之未償還結存

於結算日，本集團之聯營公司欠款之詳情載於財務報表附註20。

(b) 本集團主要管理人員之報酬如下

集團

短期僱員福利	Short term employee benefits
僱員購股權福利	Equity-settled share option expense
僱用後福利	Post-employment benefits

已付予主要管理人員之報酬總額	Total compensation paid to key management personnel
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有關董事酬金詳情載於財務報表附註8。

- (c) 年內，本集團就租賃位於上海之一項辦公室物業而產生應付予隆俊發展有限公司(由本公司一名執行董事錢永勳先生擁有50%權益)之租金開支1,910,000港元(二零零八年：1,680,000港元)。

38. CONTINGENT LIABILITIES (Cont'd)

Having considered the legal advice from the Group's PRC legal counsels, the directors believe that the Group has a good case in respect of the Shanghai Action. In addition, taking into account of the legal advice from the Group's Hong Kong legal counsels, the directors believe that the Group has good grounds of defence in case the Hong Kong Action is ordered to proceed in Hong Kong. Accordingly, the directors consider that no provision for the service fee is necessary.

39. RELATED PARTY TRANSACTIONS

(a) Outstanding balance with a related party

Details of the Group's amount due from its associate as at the balance sheet date are included in note 20 to the financial statements.

(b) Compensation of key management personnel of the Group

GROUP

	二零零九年 2009 千港元 HK\$'000	二零零八年 2008 千港元 HK\$'000
短期僱員福利	32,022	28,109
僱員購股權福利	4,923	7,328
僱用後福利	128	116
已付予主要管理人員之報酬總額	37,073	35,553

Further details of directors' remuneration are included in note 8 to the financial statements.

- (c) During the year, the Group incurred rental expenses to Land Smart Development Limited, a company owned as to 50% by Mr. David Chien, an executive director of the Company, in respect of a lease for an office property in Shanghai of HK\$1,910,000 (2008: HK\$1,680,000)



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40. 按類別劃分之金融工具

於結算日，各類金融工具之賬面值如下：

集團

金融資產

		二零零九年 2009			二零零八年 2008		
		按公平值計入 損益之金融資產 —持作買賣			按公平值計入 損益之金融資產 —持作買賣		
		Financial assets at fair value through profit or loss — held for trading			Financial assets at fair value through profit or loss — held for trading		
		貸款及 應收款項 Loans and receivables HK\$'000	共計 Total HK\$'000	共計 Total HK\$'000	貸款及 應收款項 Loans and receivables HK\$'000	共計 Total HK\$'000	共計 Total HK\$'000
應收貿易賬款 按公平值 計入損益 之股份投資	Trade receivables Equity investments at fair value through profit or loss	300,165	—	300,165	284,000	—	284,000
其他應收款項	Other receivables	—	2,501	2,501	—	14,452	14,452
定期存款	Time deposits	12,555	—	12,555	166,367	—	166,367
受限制現金	Restricted cash	96,477	—	96,477	28,768	—	28,768
現金及銀行結存	Cash and bank balances	56,675	—	56,675	3,537	—	3,537
		125,416	—	125,416	214,225	—	214,225
		<u>591,288</u>	<u>2,501</u>	<u>593,789</u>	<u>696,897</u>	<u>14,452</u>	<u>711,349</u>

金融負債

		二零零九年 2009		二零零八年 2008	
		按攤銷成本列賬 之金融負債		按攤銷成本列賬 之金融負債	
		Financial liabilities at amortised cost 千港元 HK\$'000		Financial liabilities at amortised cost 千港元 HK\$'000	
應付貿易賬款及應付保固金	Trade payables and retention payables	310,007	—	123,777	—
其他應付款項	Other payables	20,885	—	31,359	—
付息銀行借貸	Interest-bearing bank borrowings	639,430	—	523,474	—
		<u>970,322</u>	<u>—</u>	<u>678,610</u>	<u>—</u>

40. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the balance sheet date are as follows:

GROUP

Financial assets

		二零零九年 2009			二零零八年 2008		
		按公平值計入 損益之金融資產 —持作買賣			按公平值計入 損益之金融資產 —持作買賣		
		Financial assets at fair value through profit or loss — held for trading			Financial assets at fair value through profit or loss — held for trading		
		貸款及 應收款項 Loans and receivables HK\$'000	共計 Total HK\$'000	共計 Total HK\$'000	貸款及 應收款項 Loans and receivables HK\$'000	共計 Total HK\$'000	共計 Total HK\$'000
應收貿易賬款 按公平值 計入損益 之股份投資	Trade receivables Equity investments at fair value through profit or loss	300,165	—	300,165	284,000	—	284,000
其他應收款項	Other receivables	—	2,501	2,501	—	14,452	14,452
定期存款	Time deposits	12,555	—	12,555	166,367	—	166,367
受限制現金	Restricted cash	96,477	—	96,477	28,768	—	28,768
現金及銀行結存	Cash and bank balances	56,675	—	56,675	3,537	—	3,537
		125,416	—	125,416	214,225	—	214,225
		<u>591,288</u>	<u>2,501</u>	<u>593,789</u>	<u>696,897</u>	<u>14,452</u>	<u>711,349</u>

Financial liabilities

		二零零九年 2009		二零零八年 2008	
		按攤銷成本列賬 之金融負債		按攤銷成本列賬 之金融負債	
		Financial liabilities at amortised cost 千港元 HK\$'000		Financial liabilities at amortised cost 千港元 HK\$'000	
應付貿易賬款及應付保固金	Trade payables and retention payables	310,007	—	123,777	—
其他應付款項	Other payables	20,885	—	31,359	—
付息銀行借貸	Interest-bearing bank borrowings	639,430	—	523,474	—
		<u>970,322</u>	<u>—</u>	<u>678,610</u>	<u>—</u>



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40. 按類別劃分之金融工具 (續)

40. FINANCIAL INSTRUMENTS BY CATEGORY (Cont'd)

公司

COMPANY

金融資產

Financial assets

		二零零九年 2009	二零零八年 2008
		貸款及應收款項 Loans and receivables	貸款及應收款項 Loans and receivables
		千港元 HK\$'000	千港元 HK\$'000
附屬公司之欠款 (附註19)	Amounts due from subsidiaries (note 19)	775,123	777,208
銀行結存	Bank balances	193	270
		<u>775,316</u>	<u>777,478</u>

金融負債

Financial liabilities

		二零零九年 2009	二零零八年 2008
		按攤銷成本列賬 之金融負債 Financial liabilities at amortised cost	按攤銷成本列賬 之金融負債 Financial liabilities at amortised cost
		千港元 HK\$'000	千港元 HK\$'000
欠附屬公司之款項	Amounts due to subsidiaries	146,169	144,892
應付貿易賬款	Trade payables	6	6
		<u>146,175</u>	<u>144,898</u>



財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 March 2009 二零零九年三月三十一日

41. 財務風險管理目標及政策

本集團之主要金融工具包括現金及銀行結存、應收貿易賬款及其他應收款項、按公平值計入損益之股份投資、應付貿易賬款及其他應付款項以及銀行借貸。該等金融工具之詳情於財務報表有關附註內披露。與該等金融工具有關之風險及如何減低該等風險之政策載列如下。管理層管理及監察該等風險，以確保適時及有效地採取適當措施。

信貸風險

本集團之主要金融資產為現金及銀行結存、以及應收貿易賬款及其他應收款項。

由於與本集團交易之銀行均具備國際信貸評級機構授予之高信貸評級，故銀行結存之信貸風險不大。

本集團之信貸風險主要來自其應收貿易賬款及其他應收款項。管理層持續監察每項個別貿易債項，而本集團面對之壞賬風險並不重大。本集團並無信貸風險過度集中之情況，所面對之風險分散至多個交易對手及客戶。有關本集團面臨來自應收貿易賬款及其他應收款項之信貸風險之更多量化數據於財務報表附註25及26披露。

本集團及本公司亦因授出財務擔保而面臨信貸風險，進一步詳情於財務報表附註38披露。

41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's major financial instruments include cash and bank balances, trade and other receivables, equity investments at fair value through profit or loss, trade and other payables and bank borrowings. Details of these financial instruments are disclosed in the respective notes to these financial statements. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure that appropriate measures are implemented on a timely and effective manner.

Credit risk

The Group's principal financial assets are cash and bank balances, and trade and other receivables.

The credit risk on bank balances is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

The Group's credit risk is primarily attributable to its trade and other receivables. Management monitors each individual trade debt on an ongoing basis and the Group's exposure to bad debts is not significant. The Group has no significant concentration of credit risk, with the exposure spreading over a large number of counterparties and customers. Further quantitative data in respect of the Group's exposure to credit risk arising from trade and other receivables are disclosed in notes 25 and 26 to the financial statements.

The Group and the Company are also exposed to credit risk through the granting of financial guarantees, further details of which are disclosed in note 38 to the financial statements.



財務報表附註
NOTES TO FINANCIAL STATEMENTS

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41. 財務風險管理目標及政策 (續)

利率風險

本集團面臨之利率變動風險主要由於附息銀行借貸產生。浮息借貸使本集團面臨利率風險。本集團目前並無利率對沖政策。儘管如此，管理層監控本集團所面臨之利率風險並將考慮需要時對沖重大利率風險。

下表列示在所有其他變數維持不變之情況下，本集團之除稅前溢利(透過對浮息借貸之影響)及本集團之權益(未計對稅項之任何影響前)對利率出現合理可能變動之敏感性。

集團

GROUP

		利率 上調 Increase in interest rate	100 基點 100 basis point	除稅前溢利 減少 Decrease in profit before tax 千港元 HK\$'000	權益 減少* Decrease in equity* 千港元 HK\$'000
二零零九年	2009				
銀行貸款	Banks loans		100 基點	6,394	—
二零零八年	2008				
銀行透支	Bank overdrafts		100 基點	84	—
銀行貸款	Bank loans		100 基點	5,150	—

* 不包括保留盈利

* Excluding retained earnings

41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Cont'd)

Interest rate risk

The Group's exposure to changes in interest rates is mainly attributable to its interest-bearing bank borrowings. Borrowings at variable rates expose the Group to interest rate risk. The Group currently does not have an interest rate hedging policy. However, management monitors the Group's interest rate exposure and will consider hedging significant interest rate exposure should the need arise.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, of the Group's profit before tax (through the impact on floating rate borrowings) and the Group's equity (before any impact on tax).



財務報表附註 NOTES TO FINANCIAL STATEMENTS

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41. 財務風險管理目標及政策 (續)

外匯風險

本集團主要於香港、澳門及中國內地經營業務，其大部分交易均以港元、澳門幣及人民幣結算。本年度，本集團之銀行借貸以港元及人民幣(二零零八年：港元、人民幣、日圓及歐元)計值。

下表列示於二零零八年三月三十一日，在所有其他變數維持不變之情況下，本集團之除稅前溢利(因貨幣資產及負債之公平值出現變動)及本集團之權益對日圓及歐元匯率出現合理可能變動之敏感性。

集團

GROUP

		匯率 變動 Change in exchange rate %	除稅前溢利 減少 Decrease in profit before tax 千港元 HK\$'000	權益 減少* Decrease in equity* 千港元 HK\$'000
二零零八年	2008			
倘港元兌 日圓弱勢	If Hong Kong dollars weakens against Japanese Yen	5%	291	—
倘港元兌 歐元弱勢	If Hong Kong dollars weakens against Euro	5%	625	—

* 不包括保留盈利

管理層持續監察本集團所面對之貨幣風險，並將於有需要時訂立對沖。

41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Cont'd)

Foreign exchange risk

The Group operates mainly in Hong Kong, Macau and Mainland China with most of its transactions settled in Hong Kong dollars, Pataca and Renminbi. In the current year, the Group had bank borrowings denominated in Hong Kong dollars and Renminbi (2008: Hong Kong dollars, Renminbi, Japanese Yen and Euro).

The following table demonstrates the sensitivity at 31 March 2008 to a reasonably possible exchange rate change in Japanese Yen and Euro, with all other variables held constant, of the Group's profit before tax (due to changes in the fair value of monetary assets and liabilities) and the Group's equity.

		匯率 變動 Change in exchange rate %	除稅前溢利 減少 Decrease in profit before tax 千港元 HK\$'000	權益 減少* Decrease in equity* 千港元 HK\$'000
2008				
If Hong Kong dollars weakens against Japanese Yen		5%	291	—
If Hong Kong dollars weakens against Euro		5%	625	—

* Excluding retained earnings

Management monitors the Group's currency exposure on an ongoing basis and will enter into hedges when the need arises.



41. 財務風險管理目標及政策 (續)

流動資金風險

本集團之目標為透過利用銀行借貸在持續獲取資金與靈活性之間保持平衡。本集團定期檢討其主要資金狀況，確保有足夠財務資源應付其財務承擔。

根據已訂約未貼現賬款，以下載列本集團及本公司於結算日之金融負債到期日：

集團

		二零零九年 2009				
		12個月 以內	1至5年	5年以上	總計	
		Less than 12 months	1 to 5 years	Over 5 years	Total	
		千港元	千港元	千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
應付貿易賬款及應付保固金	Trade payables and retention payables	—	310,007	—	—	310,007
其他應付款項	Other payables	—	20,885	—	—	20,885
附息銀行借貸	Interest-bearing bank borrowings	—	397,370	203,999	38,956	640,325
		—	728,262	203,999	38,956	971,217
		二零零八年 2008				
		12個月 以內	1至5年	5年以上	總計	
		Less than 12 months	1 to 5 years	Over 5 years	Total	
		千港元	千港元	千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
應付貿易賬款及應付保固金	Trade payables and retention payables	—	123,777	—	—	123,777
其他應付款項	Other payables	—	31,359	—	—	31,359
附息銀行借貸	Interest-bearing bank borrowings	8,443	246,632	194,865	73,534	523,474
		8,443	401,768	194,865	73,534	678,610



財務報表附註 NOTES TO FINANCIAL STATEMENTS

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41. 財務風險管理目標及政策 (續)

流動資金風險 (續)

公司

欠附屬公司之款項
應付貿易賬款

Amounts due to subsidiaries
Trade payables

		二零零九年 2009				
按要求 償還	12個月以內 Less than 12 months	1至5年 1 to 5 years	5年以上 Over 5 years		總計 Total	
千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000		千港元 HK\$'000	
146,169	—	—	—		146,169	
—	6	—	—		6	
<u>146,169</u>	<u>6</u>	<u>—</u>	<u>—</u>		<u>146,175</u>	

欠附屬公司之款項
應付貿易賬款

Amounts due to subsidiaries
Trade payables

		二零零八年 2008				
按要求 償還	12個月以內 Less than 12 months	1至5年 1 to 5 years	5年以上 Over 5 years		總計 Total	
千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000		千港元 HK\$'000	
144,892	—	—	—		144,892	
—	6	—	—		6	
<u>144,892</u>	<u>6</u>	<u>—</u>	<u>—</u>		<u>144,898</u>	

金融資產及金融負債之公平值

董事認為，於綜合資產負債表所報告之金融資產及金融負債之賬面值與其各自之公平值相若。

股本價格風險

股權價格風險是指因股權指數水平及個別證券之價值變動致使股權證券公平值降低之風險。於二零零九年及二零零八年三月三十一日，本集團面臨因個別股份投資被分類為買賣股份投資(附註21)而引致之股權價格風險。本集團已上市投資乃於香港聯合交易所有限公司主板上市，並按結算日市場報價估值。

41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Cont'd)

Liquidity risk (Cont'd)

COMPANY

		二零零九年 2009				
按要求 償還	12個月以內 Less than 12 months	1至5年 1 to 5 years	5年以上 Over 5 years		總計 Total	
千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000		千港元 HK\$'000	
146,169	—	—	—		146,169	
—	6	—	—		6	
<u>146,169</u>	<u>6</u>	<u>—</u>	<u>—</u>		<u>146,175</u>	

		二零零八年 2008				
按要求 償還	12個月以內 Less than 12 months	1至5年 1 to 5 years	5年以上 Over 5 years		總計 Total	
千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000		千港元 HK\$'000	
144,892	—	—	—		144,892	
—	6	—	—		6	
<u>144,892</u>	<u>6</u>	<u>—</u>	<u>—</u>		<u>144,898</u>	

Fair values of financial assets and financial liabilities

The directors consider that the carrying amounts of the financial assets and financial liabilities reported in the consolidated balance sheet approximate to their respective fair values.

Equity price risk

Equity price risk is the risk that the fair values of equity securities decrease as a result of changes in the levels of equity indices and the value of individual securities. The Group is exposed to equity price risk arising from individual equity investments classified as trading equity investments (note 21) as at 31 March 2009 and 2008. The Group's listed investments are listed on the Main Board of the Stock Exchange and are valued at quoted market prices at the balance sheet date.



41. 財務風險管理目標及政策 (續)

股本價格風險 (續)

下表列示在所有其他變數維持不變之情況下，且未計及稅項影響前，於結算日，股份投資之賬面值對股份投資公平值10%變動之敏感性。

二零零九年	2009
按公平值 計入損益 之股份投資	Equity investments at fair value through profit or loss
二零零八年	2008
按公平值 計入損益 之股份投資	Equity investments at fair value through profit or loss

* 不包括保留盈利

資本管理

本集團資本管理之主要目標為確保本集團有能力按持續經營業務之原則營運及維持健康資本比率以支持其業務並最大化股東價值。

本集團根據經濟狀況之變動管理其資本結構並作出調整。為維持或調整資本結構，本集團或會調整支付予股東之股息、退還股東之資本或發行新股份。於截至二零零九年三月三十一日及二零零八年三月三十一日止年度內，有關目標、政策及程序並無作出任何變動。

41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Cont'd)

Equity price risk (Cont'd)

The following table demonstrates the sensitivity to every 10% decrease in the fair values of the equity investments, with all other variables held constant and before any impact on tax, based on their carrying amounts at the balance sheet date.

股份投資 之賬面值 Carrying amount of equity investments 千港元 HK\$'000	除稅前溢利 減少 Decrease in profit before tax 千港元 HK\$'000	權益 減少* Decrease in equity* 千港元 HK\$'000
2,501	250	—
14,452	1,445	—

* Excluding retained earnings

Capital management

The primary objectives of the Company's capital management are to safeguard the Company's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Company manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes during the years ended 31 March 2009 and 31 March 2008.



財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 March 2009 二零零九年三月三十一日

41. 財務風險管理目標及政策 (續)

資本管理 (續)

本集團採用資本負債比率監察其資本情況，而資本負債比率乃以債務淨額除以本集團總權益計算。本集團之政策旨在維持資本負債比率低於50%。債務淨額包括附息銀行借貸、應付貿易賬款及應付保固金、其他應付款項減現金及等同現金項目。資本包括本集團總權益。於結算日，資本負債比率如下：

附息銀行借貸	Interest-bearing bank borrowings
應付貿易賬款 及應付保固金	Trade payables and retention payables
其他應付款項	Other payables
減：定期存款	Less: Time deposits
受限制現金	Restricted cash
現金及銀行結存	Cash and bank balances
債務淨額	Net debt
總權益	Total equity
資本負債比率	Gearing ratio

41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Cont'd)

Capital management (Cont'd)

The Group monitors capital using a gearing ratio, which is net debt divided by the total equity of the Group. The Group's policy is to maintain the gearing ratio not more than 50%. Net debt includes interest-bearing bank borrowings, trade payables and retention payables, other payables less cash and cash equivalents. Capital includes total equity of the Group. The gearing ratios as at the balance sheet dates were as follows:

	二零零九年 2009 千港元 HK\$'000	二零零八年 2008 千港元 HK\$'000
	639,430	523,474
	310,007	123,777
	20,885	31,359
	(96,477)	(28,768)
	(56,675)	(3,537)
	(125,416)	(214,225)
	<u>691,754</u>	<u>432,080</u>
	<u>1,934,692</u>	<u>1,493,384</u>
	<u>36%</u>	<u>29%</u>

42. 財務報表之核准

董事會已於二零零九年六月二十六日批准及授權刊發財務報表。

42. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 26 June 2009.