





Management Discussion and Analysis

The board of directors of Tysan Holdings Limited (the "Company") ("Board of Directors") is pleased to announce the unaudited consolidated results of the Company and its subsidiaries (the "Group") for the six months ended 30 September 2011. During the period under review, the Group recorded turnover of HK\$1,200 million (30 September 2010: HK\$1,382 million) and achieved profit attributable to ordinary equity holders of the Company of HK\$43 million (30 September 2010: HK\$132 million), representing HK\$0.05 per share (30 September 2010: HK\$0.16 per share).

Hong Kong Market

Foundation Piling

The Group's foundation division continued to perform well and benefit from the buoyant foundation industry. For the period under review, turnover of the Group's foundation division increased by 36% to HK\$1,127 million while contribution to profit rose by 75% to HK\$107 million as compared to HK\$61 million in the last corresponding period. The Group's major contracts on hand include, inter alia, MTR 903, Nan Fung's project in Tung Chung Town Lot 37 and Sun Hung Kai's project in CDA Area 15 Yuen Long.

Other Construction Related Sectors

During the period under review, turnover of the Group's electrical and mechanical division and machinery leasing and trading division was HK\$6 million and HK\$11 million respectively with breakeven results. The Group expects market conditions will remain competitive but believe the divisions will achieve profitability.

PRC Market

Property Development and Investment

For the period under review, the Group's residential project in Shanghai, The Waterfront, recognized HK\$39 million as revenues as compared to HK\$477 million in the last corresponding period. The substantial decrease was mainly due to the series of austerity measures, in particular, the restriction on home purchase enacted by the central government. Although the transaction volume dropped significantly, the selling price remained stable.

The Group launched the pre-sale of The Riverside, a residential development along the Haihe river in Tianjin which comprises 6 blocks of 30-storey towers with a total GFA of approximately 75,000 sqm, in December 2010. The response was considered satisfactory in view of the prevailing market conditions. Contracted sales of over HK\$300 million were achieved and such revenues and related profits will be recorded upon handover of the units in the financial year ending 31 March 2013.

The Group's site in Shenyang, located at Huanggu District with a total GFA of approximately 165,000 sqm, is in the final stage of planning. This project is a residential and commercial development and the Group expects foundation work to commence next year.

The Group's investment properties in Shanghai have continued to enjoy steady recurrent income and satisfactory occupancy rates. Turnover of the property investment division during the period under review was HK\$16 million while contribution to profit, including changes in fair value of investment properties, amounted to HK\$21 million.

Management Discussion and Analysis

Prospects

The upcoming infrastructure projects and the Hong Kong Government's intention to increase land supply as stated in the 2010-11 policy address will add momentum to the foundation industry. However, global economic uncertainties, rising material and labour costs will add pressure to it. Against such backdrop, the Group still believes it can continue to capitalize on upcoming opportunities in the foundation industry based on its proven track record, in-depth knowledge and well recognized market reputation. However, due to the recent volatility and uncertainties of the global and local financial and stock market conditions, the Group made an announcement on 14 November 2011 that it has decided to postpone the proposed spin-off of the foundation business until further notice.

The continuous credit tightening policies, interest rate hikes and restrictions on home purchase and bank loans unveiled by the central government have significantly dampened the transaction volume of China's residential market. Until such policies are being relaxed, the Group expects its China property division's revenues will continue to be affected in the short term. However, the Group believes these measures are crucial for the long term sustainability and healthy growth of China's residential market.

Financial Review

The Group continues to adopt a prudent financial policy and maintains a sound capital structure with healthy cash flow to prepare for anticipated tightening of money supply, rise in interest rates and capital requirement for its property projects in Tianjin and Shenyang. As at 30 September 2011, the Group's cash on hand was approximately HK\$783 million (31 March 2011: HK\$1,166 million) while total assets and net assets (after deducting non-controlling interests) were approximately HK\$4,200 million (31 March 2011: HK\$4,132 million) and HK\$1,950 million (31 March 2011: HK\$1,899 million) respectively. As at 30 September 2011, the Group's working capital amounted to HK\$721 million (31 March 2011: HK\$975 million).

As at 30 September 2011, the Group did not have any net debt gearing. The decrease in net cash balance from HK\$706 million (as at 31 March 2011) to HK\$245 million (as at 30 Sepember 2011) was mainly due to acquisition of a new office premises and payment of PRC tax. Contingent liabilities in relation to guarantees of performance bonds increased from HK\$176 million (as at 31 March 2011) to HK\$264 million (as at 30 September 2011). Certain of the Group's assets with a book value of approximately HK\$369 million have been pledged to secure certain banking facilities of the Group. The Group's bank borrowings were mostly denominated in Hong Kong dollars. Euro and Yen loan facilities have also been arranged. Currency exposure in Euro borrowings has been monitored by entering Euro forward contracts when the need arises.

Employment and Remuneration Policies

The Group, including its subsidiaries in Hong Kong and the PRC, employed approximately 1,322 employees as at 30 September 2011. The Group's remuneration policies are primarily based on prevailing market salary levels and the performance of the respective companies and individuals concerned. Fringe benefits include provident fund, medical insurance as well as training and development. In addition, share options may also be granted in accordance with the terms of the Group's approved share option scheme.



Management Discussion and Analysis

Interim Dividend

The Board of Directors has resolved to declare an interim dividend of HK1.5 cents (2010: HK2.0 cents) per ordinary share of the Company ("Share") for the six months ended 30 September 2011. The interim dividend will be payable on 28 December 2011 to shareholders whose names appear on the Company's register of members on 15 December 2011.

Closure of Register of Members

The register of members of the Company will be closed from Tuesday, 13 December 2011 to Thursday, 15 December 2011, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify for entitlement to the interim dividend for the six months ended 30 September 2011, all transfers for Shares accompanied by the relevant share certificates and the appropriate transfer forms must be lodged for registration with the Company's Branch Share Registrar in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 12 December 2011.

Corporate Governance

During the period under review, the Company has complied with the code provisions set out in the Code on Corporate Governance Practices contained in Appendix 14 to the Rules Governing the Listing of Securities ("Listing Rules") on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") save for the following deviations:

Code Provision A4.1 stipulates that non-executive directors should be appointed for a specific term subject to re-election.

Independent non-executive directors of the Company ("Directors") are not appointed for a specific term but are subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Byelaws of the Company. As such, the Board of Directors is of the view that the non-executive Directors need not be appointed for a specific term.

Code Provision A4.2 stipulates every director should be subject to retirement by rotation at least once every three years.

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

Audit Committee

The Group's audit committee comprises three members, Mr. Fan Chor Ho Paul, Mr. Tse Man Bun and Mr. Lung Chee Ming George who are independent non-executive Directors. The Chairman of the Audit Committee is Mr. Fan Chor Ho Paul.

The primary duties of the Audit Committee are to review and supervise the financial reporting process and internal control system of the Company, nominate external auditors, discuss auditing and financial reporting matters and provide advice and comments to the Board of Directors.

The unaudited interim financial statements of the Group for the six months ended 30 September 2011 have been reviewed by the Audit Committee.

Model Code

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") contained in Appendix 10 to the Listing Rules. Having made specific enquiries, all Directors confirmed that they have complied with the Model Code during the period.



Other Information

Directors' and Chief Executive's Interests and Long Positions in Shares and Underlying Shares

As at 30 September 2011, the interests and long positions of the Directors and chief executive of the Company in the shares capital and underlying shares of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code were as follows:

(i) Long positions in Shares:

					Percentage of
					the Company's
	Nur	mber of Shares held	and nature of inte	erest	issued
Name of Directors	Personal	Corporate	Other	Total	share capital
Mr. Francis Cheung	38,007,865	256,325,000 ⁽¹⁾	54,247,200(2)	348,580,065	39.9
Mr. Fung Chiu Chak Victor	74,867,600	_	_	74,867,600	8.6
Mr. David Chien	101,021,020	_	_	101,021,020	11.6
Miss Jennifer Kwok	20,000,000	_	_	20,000,000	2.3
Mr. Chiu Chin Hung	7,500,000	_	_	7,500,000	0.9
Mr. Wong Kay	12,765,000	_	_	12,765,000	1.5
Mr. Lau Kin Fai	1,200,000	_	_	1,200,000	0.1
Mr. Harvey Jackel Cheung	878,000	_	_	878,000	0.1
Mr. Tse Man Bun	442,000	_	_	442,000	0.1

Notes:

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

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

			Number of ordina	ry
	Name of	shares	held and nature o	finterest
Name of Directors	associated corporations	Personal	Corporate	Total
Mr. Fung Chiu Chak Victor	Tysan Building Construction			
	Company Limited	_	$5,202,000^{(1)}$	5,202,000
	Tysan Engineering Company Limited	800	_	800
	Tysan Trading Company Limited	26	_	26
Miss Jennifer Kwok	Tysan Trading Company Limited	24	_	24
Mr. Wong Kay	Tysan Engineering Company Limited	2,200	_	2,200
Mr. Harvey Jackel Cheung	Tysan Building Construction			
	Company Limited	_	$5,202,000^{(1)}$	5,202,000

Notes:

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

Other Information

Save as disclosed above, as at 30 September 2011, none of the Directors or chief executive of the Company had registered an interest or short positions in the Shares, underlying shares or debentures of the Company or any of its associated corporations that was required to be recorded pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

Directors' and Chief Executive's Rights to Acquire Shares or Debentures

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 Directors, independent non-executive Directors and other employees of the Group.

Details of movements in the Company's share option outstanding during the period are set out below:

		Number	of share options					
Name or category of participant	At 1 April 2011	Granted during the period	Exercised during the period****	Expired during the period	At 30 September 2011	Date of grant	Exercise period	Exercise price*** HK\$
Directors								
Mr. David Chien	750,000	_	(750,000)	_	_	24-8-2007	24-8-2007 to 23-8-2011*	0.82
Mr. Lau Kin Fai	2,000,000	_	_	_	2,000,000	17-9-2010	17-9-2010 to 16-9-2013**	1.46
Other employees								
In aggregate	1,800,000		(1,800,000)			24-8-2007	24-8-2007 to 23-8-2011*	0.82
	4,550,000		(2,550,000)		2,000,000			

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

- * Each grantee is allowed to exercise up to 25% of share options granted from the date of grant up to and including 23 August 2008. Thereafter, the percentage of the share options which may be exercised by each grantee is increased to 50% for the period from 24 August 2008 up to and including 23 August 2009, further to 75% for the period from 24 August 2009 up to and including 23 August 2010, and further to 100% for the period from 24 August 2010 up to and including 23 August 2011.
- ** The grantee is allowed to exercise up to 33.33% of share options granted from the date of grant up to and including 16 September 2011. Thereafter, the percentage of the share options which may be exercised by the grantee is increased to 66.67% for the period from 17 September 2011 up to and including 16 September 2012, and further to 100% for the period from 17 September 2012 up to and including 16 September 2013.
- *** The exercise price of the share options is subject to adjustment in the case of rights or bonus issues, or other similar changes in the Company's share capital.
- **** The weighted average closing prices of the Shares immediately before the dates on which the options were exercised were HK\$1.55 per Share.

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

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



Other Information

Save for the above, at no time during the period ended 30 September 2011 were rights to acquire benefits by means of the acquisition of Shares in or debentures of the Company granted to any Director or their respective spouse or minor children, or chief executives or were any such rights exercised by them, or was the Company or any of its subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

Substantial Shareholders' Interests in Shares and Underlying Shares

As at 30 September 2011, the following interest of more than 5% of the issued share capital of the Company were recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO:

Long positions in Shares:

		Percentage of the
	Number of	Company's issued
Name	Shares held	share capital
Power Link Investments Limited ⁽¹⁾	171,237,000	19.6
Eastern Glory Development Limited (2)	256,325,000	29.4
Goldcrest Enterprises Limited (2)	256,325,000	29.4
Bofield Holdings Limited (2)	256,325,000	29.4
Long Billion International Limited (1)	85,088,000	9.8

Notes:

- 1. The above interests of Power Link Investments Limited and Long Billion International Limited have also been disclosed as corporate interests of Mr. Francis Cheung in the section headed "Directors' and Chief Executive's Interests and Long Positions in Shares and Underlying Shares" above.
- 2. These parties were deemed to have interests in the 256,325,000 Shares by virtue of their equity interests in Power Link Investments Limited and Long Billion International Limited.

Apart from the foregoing, as at 30 September 2011, no person, other than the Directors and chief executive of the Company, whose interests are set out in the section headed "Directors' and Chief Executive's Interests and Long Positions in Shares and Underlying Shares" above, had registered an interest or short position in the Shares or underlying shares of the Company that was required to be recorded pursuant to Section 336 of the SFO.

Disclosures Pursuant to Rule 13.21 of the Listing Rules

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

Purchase, Sale or Redemption of Listed Securities of the Company

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

Consolidated Income Statement

Six months ended 30 September

	Notes	2011 HK\$'000	2010 HK\$'000
		Unaudited	Unaudited
REVENUE	2	1,200,201	1,382,004
Cost of sales		(1,094,588)	(983,647)
Gross profit		105,613	398,357
Other income and gains	3	20,161	6,184
Selling expenses		(9,915)	(6,179)
Administrative expenses		(20,917)	(20,474)
Changes in fair value of investment properties		21,184	(25,953)
Other expenses, net		(22,370)	(14,126)
Finance costs		(3,906)	(6,445)
Share of results of associates		2,951	687
PROFIT BEFORE TAX	4	92,801	332,051
Income tax expense	5	(57,136)	(187,065)
PROFIT FOR THE PERIOD		35,665	144,986
Attributable to:			
Ordinary equity holders of the Company		42,511	131,872
Non-controlling interests		(6,846)	13,114
		35,665	144,986
EARNINGS PER SHARE ATTRIBUTABLE TO			
ORDINARY EQUITY HOLDERS OF THE COMPANY	7		
Basic		4.88 cents	15.56 cents
Diluted		4.88 cents	15.42 cents

Details of the dividends are disclosed in note 6 to the financial statements.



Consolidated Statement of Comprehensive Income

Six months ended 30 September

	2011	2010
	HK\$'000	HK\$'000
	Unaudited	Unaudited
PROFIT FOR THE PERIOD	35,665	144,986
OTHER COMPREHENSIVE INCOME		
Exchange differences on translation of financial		
statements of overseas subsidiaries	41,016	49,780
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD	76,681	194,766
Attributable to:		
Ordinary equity holders of the Company	82,966	157,340
Non-controlling interests	(6,285)	37,426
	76,681	194,766

Consolidated Statement of Financial Position

Notes NON-CURRENT ASSETS	As at 30 September 2011 HK\$'000 Unaudited	As at 31 March 2011 HK\$'000 Audited
Property, plant and equipment 8	553,770	305,823
Investment properties	442,720	411,464
Properties under development	743,704	275,574
Deposit paid	2,267	388,037
Interests in associates 9(a)	33,981	30,348
Other assets	1,120	1,090
Deferred tax assets	104,594	100,146
Total non-current assets	1,882,156	1,512,482
CURRENT ASSETS		
Properties under development	315,766	281,762
Investments at fair value through profit or loss	19,769	122,933
Inventories	37,255	11,624
Properties held for sale	467,612	439,569
Amounts due from customers for contract works	82,466	88,407
Trade receivables 10	533,542	454,734
Other receivables, prepayments and deposits	66,654	48,348
Derivative financial instruments	_	87
Tax prepaid	12,092	5,320
Time deposits	405,250	788,527
Restricted cash	65,939	56,286
Cash and bank balances	311,579	321,484
Total current assets	2,317,924	2,619,081
CURRENT LIABILITIES		
Trade payables and accruals 11	470,939	480,959
Other payables, deposits received and receipts in advance	163,897	163,652
Derivative financial instruments	792	26
Amounts due to customers for contract works	234,693	224,428
Deposits received	288,332	173,482
Interest-bearing bank borrowings	158,138	128,382
Tax payable	279,898	473,502
Total current liabilities	1,596,689	1,644,431
NET CURRENT ASSETS	721,235	974,650
TOTAL ASSETS LESS CURRENT LIABILITIES	2,603,391	2,487,132

Consolidated Statement of Financial Position (continued)

Notes TOTAL ASSETS LESS CURRENT LIABILITIES	As at 30 September 2011 HK\$'000 Unaudited 2,603,391	As at 31 March 2011 HK\$'000 Audited 2,487,132
NON-CURRENT LIABILITIES		
Interest-bearing bank borrowings Derivative financial instruments Loan from an associate 9(b) Deferred tax liabilities Total non-current liabilities Net assets EQUITY	379,176 11,201 24,560 214,852 629,789 1,973,602	332,332 5,821 24,560 195,004 557,717 1,929,415
Equity attributable to ordinary equity holders of the Company Issued capital 12 Reserves	87,266 1,862,424 1,949,690	87,011 1,812,207 1,899,218
Non-controlling interests	23,912	30,197
Total equity	1,973,602	1,929,415

		Attı	Attributable to ordinary equity holders of the Company	nary equity hol	ders of the Com	pany			
		Share	Share		Exchange			Non-	
	Issued	premium	option	Statutory	fluctuation	Retained		controlling	Total
	capital	account	reserve	reserves	reserve	profits	Total	interests	equity
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 1 April 2011	87.011	557.630*	1.144*	\$.050*	154.446*	1.093,937*	1.899.218	30.197	1.929.415
Total comprehensive income for the period			 		40 455	42 511	82 966	(6.285)	76 681
T. 1 2044 1 1 1 1 1 1 1 1 1						216,51	000,=0	(6)-(6)	100,07
rinai 2011 dividend paid	I	l	I	I	I	(24,892)	(24,892)	I	(24,892)
Exercise of share options (note 12)	255	2,648	(812)	I	I	I	2,091	I	2,091
Equity-settled share option arrangements	I	I	307	I	I	I	307	I	307
At 30 September 2011	87,266	560,278*	639*	5,050*	194,901*	1,101,556*	1,949,690	23,912	1,973,602
0.000	7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7	000	0	200	000	007 70)	C / F / F / F	010	750 200 0
At 1 April 2010	84,331	726,111	10,950	5,012	176,176	004,400	1,4/4,147	510,0/4	7,282,010
Total comprehensive income for the period	I	l	l		25,468	131,872	157,340	37,426	194,766
Acquisition of additional interests in a									
subsidiary from non-controlling interests**	I	1	1	I	1	(22,020)	(22,020)	(145,748)	(167,768)
Final 2010 dividend paid	l		l	1	1	(25,472)	(25,472)	1	(25,472)
Dividends paid to non-controlling interests	l	I	I	I	I	I	1	(38,097)	(38,097)
Loan from non-controlling interests	l			I			I	58,020	58,020
Exercise of share options	700	8,589	(3,549)	I			5,740		5,740
Equity-settled share option arrangements	1	1	968	I	1	I	968	I	968
Disposal of interests in subsidiaries	I	1	I	I	1	I	I	(5,605)	(5,605)
Transfer from retained profits				393		(1,110)	(717)	717	
	9	1			,		0		
At 30 September 2010	85,231	536,700	8,297	8,405	183,606	767,670	1,589,909	717,587	2,307,496

Consolidated Statement of Changes in Equity

These reserves accounts comprise the consolidated reserves of HK\$1,862,424,000 (31 March 2011: HK\$1,812,207,000) in the consolidated statement of financial position.

On 18 August 2010, the Group acquired additional 20% interest in a subsidiary. A cash consideration of HK\$167,768,000 was paid to the non-controlling interest shareholder. The carrying value of the net assets of the subsidiary at acquisition date was HK\$728,739,000, and the carrying value of the additional interest acquired was HK\$145,748,000. The difference of \$22,020,000 between the consideration and the carrying value of the interest acquired was recognised in retained earnings within equity.

Condensed Consolidated Statement of Cash Flows

Six months ended 30 September

	2011	2010
	HK\$'000	HK\$'000
	Unaudited	Unaudited
Net cash flows used in operating activities	(305,852)	(42,450)
Net cash flows used in investing activities	(33,006)	(140,050)
Net cash flows from financing activities	37,500	33,917
Net decrease in cash and cash equivalents	(301,358)	(148,583)
Cash and cash equivalents at beginning of period	990,749	1,113,848
Effect of foreign exchange rate changes, net	27,438	19,739
Cash and cash equivalents at end of period	716,829	985,004
Analysis of balances of cash and cash equivalents		
Cash and bank balances	311,579	252,218
Non-pledged time deposits with original maturity of less than three months when acquired	405,250	732,786
Cash and cash equivalents as stated in the consolidated statement of cash flows	716,829	985,004
Non-pledged time deposits with original maturity of more than three months when acquired	_	211,296
Less: Cash and cash equivalents attributable to the disposal group		(85,922)
Cash and cash equivalents as stated in the consolidated statement of financial position	716,829	1,110,378

Notes to Unaudited Interim Financial Statements

1. Basis of preparation and accounting policies

The unaudited interim financial statements have been prepared in accordance with the applicable disclosure provisions of the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and the Hong Kong Accounting Standard ("HKAS") 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and should be read in conjunction with the annual financial statements for the year ended 31 March 2011.

The accounting policies used in the preparation of the unaudited interim financial statements are consistent with those adopted in the annual financial statements for the year ended 31 March 2011.

During this period, the Group has applied for the first time a number of new/revised Hong Kong Financial Reporting Standards ("HKFRSs"), HKASs and interpretations issued by the HKICPA, which are effective for accounting period beginning on 1 April 2011. The adoption of these new standards had no material effect on the results or financial position of the Group for the current or prior accounting periods.

The Group has not early adopted any new accounting and financial reporting standards, amendments to existing standards and interpretations which have been issued but are not yet effective. The Group is in the process of making an assessment on the impact of these new/revised standards, amendments and interpretations and does not anticipate that the adoption will result in any material impact on the Group's results of operations and financial position.

The unaudited interim financial statements were approved and authorised for issue by the Board of Directors on 23 November 2011.



Segment information

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

Consolidated	2011 2010 HK\$'000 HK\$'000		1,382,004	1,200,201 1,382,004	80,801 336,612
liminations	2010 HK\$'000		(1,898)	(1,898)	I
Elimina	2011 HK\$'000		(356)	(356)	I
cated	2010 HK\$'000			1	(26,724)
Unallocated	2011 HK\$'000		1 1	1	(46,692)
velopment	2010 HK\$'000		476,772	476,772	310,905
Property development	2011 HK\$'000		39,479	39,479	(1,134)
roperty investment and management	2010 HK\$''000		53,624	53,624	(7,313)
Property investment and management	2011 HK\$'000		16,483	16,483	21,249
Machinery leasing and trading	2010 HK\$'000		5,297	5,306	(3,103)
Machinery leasing and trad	2011 HK\$'000		11,134	11,474	(63)
ecring and nstruction	2010 HK\$'000		18,304	20,193	1,739
E&M engineering and building construction	2011 HK\$'000		5,950	5,966	(24)
Foundation piling	2011 2010 HK\$'000 HK\$'000		828,007	828,007	61,108
Foundatio	2011 HK\$'000		1,127,155	1,127,155	107,465
		Segment revenue: Sales to external	customers Intersegment sales	Total	Segmentresults

Dividend income from Interest income

listed investments Finance costs

(6,445)

(3,906)

687

2,951

102

1,095

12,824

(187,065)

(57,136)

144,986

332,051

92,801

Share of results of associates

Income tax expense Profit before tax

Profit for the period

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3. Other income and gains

Six months ended 30 September

	2011	2010
	HK\$'000	HK\$'000
Interest income	12,824	1,095
Insurance claims	35	767
Gain on disposal of investment property	27	136
Gain on disposal of items of property, plant and equipment	533	131
Foreign exchange gains, net	757	1,113
Management services income	781	360
Subsidy income *	1,418	396
Recovery of trade receivables written off in prior years	106	_
Others	3,680	2,186
	20,161	6,184

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

4. Profit before tax

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

Six months ended 30 September

	2011	2010
	HK\$'000	HK\$'000
Depreciation	30,251	25,975
Fair value losses/(gains), net:		
Investments at fair value through profit or loss	1,466	(177)
Derivative instruments - transaction not qualifying as hedge	8,477	10,589
Gain on disposal of investment property	(27)	(136)
Gain on disposal of items of property, plant and equipment	(533)	(131)
Loss on disposal of interests in subsidiaries	_	545
Recovery of trade receivables written off in prior years	(106)	_
Impairment/(write-back of impairment) of other assets	(30)	114
Interest expenses	3,906	6,445

5. Income Tax

	Six months ended	
	30 September	
	2011	2010
	HK\$'000	HK\$'000
Provision for tax in respect of profit for the period: PRC:		
Hong Kong	13,412	3,905
Elsewhere	34,423	175,615
Underprovision in prior period:		
PRC:		
Hong Kong	6	_
	47,841	179,520
Deferred tax charge for the period	9,295	7,545
	57,136	<u>187,065</u>

Six months ended

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

6. Dividend

	Six months ended 30 September	
	2011 HK\$'000	2010 HK\$'000
Interim dividend - HK1.5 cents (2010: HK2.0 cents) per ordinary share	13,090	17,046

Notes:

- (a) A final dividend of HK4.0 cents per ordinary share, totally approximately HK\$34,892,000 for the year ended 31 March 2011 was approved in the Company's Annual General Meeting on 3 August 2011 and paid on 19 August 2011.
- (b) An interim dividend in respect of six months ended 30 September 2011 of HK1.5 cents per ordinary share, amounting to HK\$13,090,000 was approved at the board meeting on 23 November 2011. The interim dividend has not been recognised as a liability in the consolidated interim financial statements.

7. 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 period attributable to ordinary equity holders of the Company of HK\$42,511,000 (2010: HK\$131,872,000), and the weighted average number of 871,241,858 (2010: 847,774,920) ordinary shares in issue during the period.

The calculation of the diluted earnings per share amount for the period ended 30 September 2011 is based on the profit for the period attributable to ordinary equity holders of the Company of HK\$42,511,000. The weighted average number of ordinary shares used in the calculation is the number of ordinary shares in issue during the period, as used in the basic earnings per share calculation, and the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed exercise of share options into ordinary shares during the period of 871,892,215.

8. Property, plant and equipment

During the period, the Group acquired property, plant and equipment with a cost of HK\$277,995,000 (2010: HK\$62,645,000) to expand its business. Property, plant and equipment with a net book value of HK\$11,000 were disposed of by the Group during the six months ended 30 September 2011 (2010: HK\$359,000) resulting in a net gain on disposal of HK\$533,000 (2010: HK\$131,000).

9. Interests in associates

(a) The Group's interests in associates are as follows:

	As at	As at
	30 September	31 March
	2011	2011
	HK\$'000	HK\$'000
Share of net assets	29,213	25,984
Amounts due from associates	1,822	1,418
Loans to associates	3,250	3,250
	34,285	30,652
Less: Impairment	(304)	(304)
	33,981	30,348

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

- (b) The loan from an associate included in the Group's non-current liabilities of HK\$24,560,000 (31 March 2011: HK\$24,560,000) is unsecured, interest free and will not be repayable within 12 months from 30 September 2011.
- (c) The Group's trade receivables balances with the associates are disclosed in note 10 to the financial statements.

10. Trade receivables

The Group has established credit policies that follow local industry standards. The average normal credit periods offered to 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.

As at	As at
30 September	31 March
2011	2011
HK\$'000	HK\$'000
533,572	454,764
(30)	(30)
533,542	454,734
	2011 HK\$'000 533,572 (30)

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

	As at	As at
	30 September	31 March
	2011	2011
	HK\$'000	HK\$'000
Trade receivables:		
Within 90 days	370,437	309,538
91 to 180 days	2,490	1,715
181 to 360 days	3,385	3,294
Over 360 days	1,635	875
	377,947	315,422
Retention receivables	155,595	139,312
	533,542	454,734

Included in the trade receivables are amounts due from associates of HK\$10,696,000 (31 March 2011: HK\$5,696,000), which are repayable on similar credit terms to those offered to the major customers of the Group.

11. Trade payables and accruals

	As at	As at
	30 September	31 March
	2011	2011
	HK\$'000	HK\$'000
Trade payables:		
Within 30 days	192,425	173,630
31 to 90 days	1,145	3,407
91 to 180 days	323	203
Over 180 days	2,621	7,753
	196,514	184,993
Retention payables	78,615	105,250
Accruals	195,810	190,716
	470,939	480,959

12. Share capital

	As at	As at
	30 September	31 March
	2011	2011
	HK\$'000	HK\$'000
Authorised:		
2,000,000,000 ordinary shares of HK\$0.10 each	200,000	200,000
Issued and fully paid:		
At beginning of the period: 870,115,903 ordinary shares		
of HK\$0.10 each	87,011	84,531
Issue of 2,550,000 shares under a share option scheme	255	2,480
At end of the period: 872,665,903 ordinary shares	87,266	87,011

During the period ended 30 September 2011, share options were exercised resulting in 2,550,000 shares being issued (2010: 7,000,000), with exercise proceeds of HK\$2,091,000 (2010: HK\$5,740,000).

13. Contingent liabilities

	As at 30 September 2011 HK\$'000	As at 31 March 2011 <i>HK\$'000</i>
Guarantee given to a financial institution in connection with general credit facility granted to an associate	20,000	20,000
Guarantees in respect of performance bonds	263,588	175,691
14. Commitments		
	As at 30 September 2011 HK\$'000	As at 31 March 2011 <i>HK\$'000</i>
(a) Capital expenditure Contracted, but not provided for	12,271	196,194
(b) Commitments under non-cancellable operating leases for land and buildings to make payments:		
Within one year In the second to fifth years, inclusive	11,138 6,083	11,231 10,711
	17,221	21,942

In addition, the Group had contracted, but not provided for, commitments in respect of construction works relating to properties under development amounting to HK\$146,619,000 as at 30 September 2011 (31 March 2011: HK\$153,763,000).

15. Related party transactions

- (a) For the six months ended 30 September 2011, compensation to key management personnel of the Group amounted to HK\$12,431,000 (2010: HK\$9,383,000).
- (b) Details of the Group's balances with its associates as at the end of the reporting period are included in notes 9 and 10 to the financial statements. Guarantee given by the Group to financial institution in connection with general credit facility granted to its associate at the end of the reporting period are included in note 13 to the financial statements.
- (c) During the period ended 30 September 2011, Tysan Building Construction Company Limited, an associate of the Group, subcontracted engineering and mechanical works of approximately HK\$66.4 million to an independent third party, who in turn further subcontracted the works to Tysan Engineering (HK) Company Limited, a subsidiary of the Company. These transactions were in accordance with the terms of the agreements.

16. Event after the reporting period

Subsequent to 31 March 2011, the Company announced the proposed spin-off of its foundation business (the "Business") and separate listing of the Business on the Main Board of the Stock Exchange (the "Proposed Spin-off") and submitted the listing application to the Stock Exchange. However, in view of the recent volatility and uncertainties of the global and local financial and stock market conditions, the Company announced to postpone the Proposed Spin-off until further notice on 14 November 2011. Further details of the Proposed Spin-off were disclosed in the Company's announcements dated 29 April 2011, 12 August 2011 and 14 November 2011.

Corporate Information

Board of Directors

Executive Directors

Mr Francis CHEUNG (Chairman)
Mr FUNG Chiu Chak Victor
(Vice Chairman and Managing Director)
Mr David CHIEN
Miss Jennifer KWOK
Mr CHIU Chin Hung
Mr WONG Kay
Mr LAU Kin Fai
Mr Harvey Jackel CHEUNG

Independent Non-Executive Directors

Mr FAN Chor Ho Paul Mr TSE Man Bun Mr LUNG Chee Ming George

Audit Committee

Mr FAN Chor Ho Paul *(Chairman)* Mr TSE Man Bun Mr LUNG Chee Ming George

Remuneration Committee

Mr Francis CHEUNG (*Chairman*) Mr FAN Chor Ho Paul Mr TSE Man Bun

Qualified Accountant

Miss MO Wai Ling

Company Secretary

Miss WONG Suk Han Kitty

Auditors

Ernst & Young

Legal Advisers

Conyers, Dill & Pearman Szeto & Yeung

Principal Bankers

Bank of China (Hong Kong) Limited
BNP Paribas Hong Kong Limited
Hang Seng Bank Limited
Shanghai Commercial Bank Limited
The Bank of East Asia, Limited
The Hongkong and Shanghai Banking Corporation Limited
Wing Hang Bank, Limited

Registered Office

Clarendon House Church Street Hamilton HM11 Bermuda

Head Office and Principal Place of Business

11/F Harbour Centre 25 Harbour Road Wanchai Hong Kong

Branch Registrars in Hong Kong

Tricor Tengis Limited 26/F Tesbury Centre 28 Queen's Road East Hong Kong

HKSE Stock Code

687

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