



泰昇集團控股有限公司 TYSAN HOLDINGS LIMITED

(於百慕達註冊成立之有限公司)

(Incorporated in Bermuda with limited liability)

(Stock Code 股票代號 : 687)

Annual Report 年報

2013/2014

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主席報告 CHAIRMAN'S STATEMENT

本人欣然呈列泰昇集團控股有限公司(「本公司」)連同其附屬公司(「本集團」)截至二零一四年三月三十一日止年度之年報。截至回顧年度，本集團錄得本公司股東應佔溢利270,000,000港元，相等於每股0.31港元，較上一年度減少23%(二零一二/一三年：348,000,000港元，相等於每股0.40港元)，而營業額則減少7%至3,504,000,000港元(二零一二/一三年：3,767,000,000港元)。

股息

董事局決議向於二零一四年八月二十二日名列本公司股東名冊之股東派付末期股息每股股份0.10港元(二零一二/一三年：0.05港元)。截至二零一三年九月三十日止六個月並無派付中期股息(二零一二/一三年：0.02港元)。待股東在應屆股東週年大會上批准後，建議之末期股息將於二零一四年九月十二日或之前支付。

業務回顧

香港市場

地基打樁

本集團地基部門之營業額於回顧年度減少15%至2,471,000,000港元。其貢獻淨額由上年80,000,000港元增加2.3倍至189,000,000港元。本集團手頭之主要合約包括(其中包括)東涌39區一個公屋發展項目、啟德及將軍澳之私人住宅發展項目，以及沙田九肚一個住宅發展項目之地盤平整及地基工程。

其他建築相關業務

於回顧年度，本集團機電工程部門營業額為21,000,000港元，該部門作出淨貢獻約700,000港元。本集團預期該部門於來年將繼續維持目前趨勢。於回顧年度，機械租賃及貿易部門的營業額維持在32,000,000港元，且該部門錄得虧損約500,000港元。本集團預期該部門來年將轉虧為盈。

I am pleased to present the annual report of Tysan Holdings Limited (the "Company") together with its subsidiaries (the "Group") for the year ended 31 March 2014. For the year under review, the Group achieved a profit attributable to equity holders of the Company of HK\$270 million, equivalent to HK\$0.31/share, representing 23% decrease (2012/13: HK\$348 million, equivalent to HK\$0.40/share) while turnover decreased by 7% to HK\$3,504 million (2012/13: HK\$3,767 million).

DIVIDEND

The Board has resolved to recommend the payment of a final dividend of HK\$0.10 (2012/13: HK\$0.05) per share to shareholders whose names appear on the Company's register of members on 22 August 2014. No interim dividend was declared for the six months ended 30 September 2013 (2012/13: HK\$0.02). Subject to shareholders' approval at the forthcoming annual general meeting, the proposed final dividend will be paid on or before 12 September 2014.

BUSINESS REVIEW

Hong Kong Market

Foundation Piling

Turnover of the Group's foundation division decreased by 15% to HK\$2,471 million for the year under review. Its net contribution increased by 2.3 times to HK\$189 million as compared to HK\$80 million last year. The Group's major contracts on hand include, inter alia, a public housing development in Tung Chung Area 39, private residential developments in Kai Tak and Tseung Kwan O, and site formation and foundation works for a residential development in Kau To, Shatin.

Other Construction Related Sectors

During the year under review, turnover of the Group's electrical and mechanical engineering division was HK\$21 million and the division made a net contribution of about HK\$0.7 million. The Group expects the division will continue to maintain the current trend in the coming year. Turnover of the machinery leasing and trading division maintained at HK\$32 million during the year under review and the division incurred a loss of about HK\$0.5 million. The Group expects the division to turnaround in the coming year.

中國市場**物業發展****泰欣嘉園**

於回顧年度，本集團在上海之住宅項目泰欣嘉園確認收益449,000,000港元，而上年同期的收益則為224,000,000港元，貢獻溢利258,000,000港元(二零一三年：140,000,000港元)。於二零一四年三月三十一日，泰欣嘉園之未售面積概列如下：

- 住宅：約11,800平方米；
- 泊車位：99個泊車位；
- 非住宅：約4,800平方米，主要指臨街零售樓面及一棟歷史建築。

PRC Market**Property Development****The Waterfront**

During the year under review, the Group's residential project in Shanghai, The Waterfront, recognized a revenue of HK\$449 million as compared to HK\$224 million in the same period last year and contribution to profit of HK\$258 million (2013: HK\$140 million). The unsold area at The Waterfront as at 31 March 2014 are outlined below:

- Residential: about 11,800 sqm;
- Car Park: 99 car park spaces;
- Non-Residential: about 4,800 sqm, representing primarily street front retail and a historic building.



泰欣嘉園 The Waterfront



主席報告 CHAIRMAN'S STATEMENT

於二零一四年四月至五月，還出售了該項目的2,046平方米。

由於政府持續推行緊縮政策，預期市場氣氛仍為謹慎及保守。然而，由於泰欣嘉園為一種獨特產品，尚餘庫存較少，因此我們預期價格仍將保持穩定。

泰悦豪庭

本集團在天津之住宅項目泰悦豪庭包括總樓面面積(「樓面面積」)約為75,000平方米之六幢大廈。於二零一四年三月三十一日，泰悦豪庭之未售面積概列如下：

- 住宅：約34,200平方米；
- 泊車位：185個泊車位；
- 非住宅：約4,000平方米，主要指臨街零售樓面及泰悦豪庭會所。

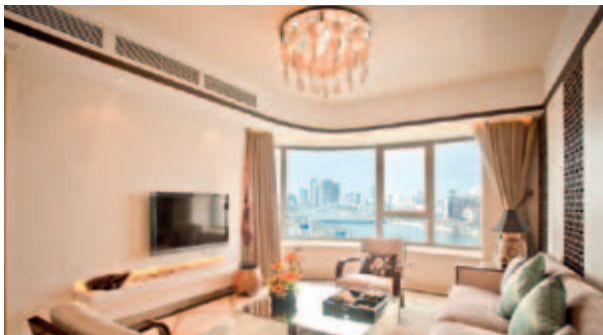
From April to May 2014, an additional 2,046 sqm of the project was sold.

As the government's tightening policies continue, the market sentiment is expected to remain cautious and conservative. However, as The Waterfront is a unique product and the remaining inventory is relatively small, we expect the price to remain stable.

The Riverside

The Group's residential project in Tianjin, The Riverside, comprises 6 towers with a total gross floor area ("GFA") of about 75,000 sqm. The unsold area at The Riverside as at 31 March 2014 are outlined below:

- Residential: about 34,200 sqm;
- Car Park: 185 car park spaces;
- Non-Residential: about 4,000 sqm, representing primarily street front retail and The Riverside's clubhouse.



泰悦豪庭 The Riverside

主席報告 CHAIRMAN'S STATEMENT

於二零一四年四月至五月，還出售了該項目的1,765平方米。

於回顧年度，確認收益515,000,000港元，上年度同期的收益則為535,000,000港元，而溢利貢獻由上年度的199,000,000港元減至170,000,000港元。該項目著重優質及獨一無二之設計，故本集團有信心能維持其銷售速度及尚餘單位之價格。

泰和龍庭

瀋陽之地盤位於皇姑區，佔地面積約為41,209平方米，樓面面積約為165,000平方米。泰和龍庭將同時包括住宅及商業發展項目。住宅大廈之建築工程已經開始。所有座數(第7及8座除外)將於二零一四年底前封頂。視乎市況，本集團預期於二零一五年至二零一六年財政年度開始預售。

From April to May 2014, an additional 1,765 sqm of the project was sold.

For the year under review, a revenue of HK\$515 million was recognized as compared to HK\$535 million in the same period last year and contribution to profit decreased from HK\$199 million of last year to HK\$170 million. The Group is confident that it can maintain its sale pace and price for the remaining units which are of high quality and unique design.

The Pinnacle

The site in Shenyang is located at Huanggu District with a site area of about 41,209 sqm and a GFA of about 165,000 sqm. The Pinnacle will comprise of both residential and commercial development. Construction works to the residential towers have commenced. All blocks (except for Towers 7 and 8) will be topped out by the end of 2014. The Group expects to commence pre-sale in the financial year of 2015 – 2016, subject to market conditions.



泰和龍庭 The Pinnacle



主席報告 CHAIRMAN'S STATEMENT

物業投資及管理

為獲取更高回報，本集團自二零一三年十月起已分階段進行翻新工程以提升華園大廈及愛都公寓之質素。於回顧期內，已逐步騰空租戶以便進行翻新工程。物業投資部門之營業額減至13,000,000港元，而整體估值則增加45,000,000港元。於二零一四年下半年翻新工程完成後，預計此等位於上海之投資物業將為本集團提供穩定之經常性收入。

前景

在公屋項目及私人物業之建設活動強勁帶動下，本集團預期香港之地基行業於未來數年將繼續保持穩健。於二零一四年至一五年財政年度，政府於基建方面之資本開支估計達780億港元，按年增長2%及較五年平均數增長22%。政府亦加大供應住宅用地，導致私人物業開發項目增加。正在進行或計劃之主要基建項目及土地開發項目包括啟德發展區、觀塘綫延綫、中九龍幹綫、將軍澳一藍田隧道及將軍澳跨灣連接路，多間醫院的建築或重建項目以及第三條跑道。本集團已作好準備以從該等開發項目中受益。

截至二零一四年三月三十一日，本集團之地基部門業務保持穩健發展。獲得管道之承包工程後，預計該部門將繼續於新財政年度產生溢利。

Property Investment and Management

In order to achieve higher returns, the Group has undertaken renovation works in phases to enhance the quality of its investment properties in Shanghai, China Garden and Aidu Apartment, since October 2013. During the period under review, the tenants had been gradually vacated to facilitate the renovation works. Turnover of the property investment division decreased to HK\$13 million while the overall valuation increased by HK\$45 million. Following completion of the renovation works in the second half of 2014, it is expected that these investment properties in Shanghai will provide steady recurrent income to the Group.

PROSPECTS

The Group expects Hong Kong's foundation piling industry to stay healthy in the next few years. This is driven by strong construction activities in both public and private sectors. In the fiscal year 2014-15, the government's capital spending on infrastructure is estimated to reach HK\$78 billion; this represents a year-on-year increase of 2%, and 22% above the 5-year average. The government has also increased the supply of residential land, which has led to an increase in private-sector developments. Major infrastructure projects and land development projects being undertaken or planned include Kai Tak Development Area, the Kwun Tong Line Extension, the Central Kowloon Route, the Tseung Kwan O-Lam Tin Tunnel and the Tseung Kwan O Cross Bay Link, the construction or redevelopment of various hospitals, and the Third Runway. The Group is well positioned to benefit from these developments.

As of 31 March 2014, the business of the Group's foundation division remains healthy. With the contracted works in the pipeline, it is expected that the division will continue to yield profits in the new financial year.



主席報告 CHAIRMAN'S STATEMENT

中國之地產行業開始放緩。然而，本集團相信對市中心地段(如我們的上海及天津項目)的影響不太明顯。此外，本集團的產品向潛在客戶提供獨特價值方案，我們相信這將使本集團有效抵禦來自競爭對手之價格競爭。

本集團將採取審慎之投資及融資策略，並繼續致力改善及加強其效率，以及尋求機會盡量提升全體股東之利益。

於Tides Holdings II Ltd. 提出的全面要約於二零一四年一月三日成為無條件後，本公司已成為The Blackstone Group L.P. 及其聯屬人之附屬公司。本集團將繼續專注於其主營業務，即物業發展、物業投資及管理以及地基打樁。

In China, we see a slowdown in the property sector. However, the Group believes that the impact will be less pronounced in city-centre locations (such as our Shanghai and Tianjin projects). In addition, our product offers unique value proposition to our potential customers, which we believe will allow us to withstand price competition from our competitors.

The Group will adopt a prudent investment and financing strategy and continue to strive for improvement, strengthen its efficiency and seek opportunities to maximize the interests of all shareholders.

After the general offer made by Tides Holdings II Ltd. became unconditional on 3 January 2014, the Company has become a subsidiary of The Blackstone Group L.P. and its affiliates. The Group will continue to focus on its principal businesses, being property development, property investment and management, and foundation piling.



主席報告 CHAIRMAN'S STATEMENT

財務回顧

本集團繼續採取審慎之理財政策及維持穩健之資本結構，現金流量充沛。於二零一四年三月三十一日，本集團持有現金約1,551,000,000港元(二零一三年三月三十一日：1,079,000,000港元)，而資產總值及資產淨值(經扣除非控股股東權益後)分別約為5,277,000,000港元(二零一三年三月三十一日：5,074,000,000港元)及2,482,000,000港元(二零一三年三月三十一日：2,339,000,000港元)。於二零一四年三月三十一日，本集團之營運資金約為1,538,000,000港元。於二零一四年三月三十一日，本集團並無任何淨負債，並錄得淨現金結餘965,000,000港元，而於二零一三年三月三十一日，本集團錄得現金淨額結餘243,000,000港元。與履約保證擔保有關之或然負債由二零一三年三月三十一日之378,000,000港元增加至二零一四年三月三十一日之533,000,000港元。本集團賬面值約為222,000,000港元之若干資產已予質押作為本集團取得若干銀行融資之抵押。本集團之銀行借貸大部分以港元為單位，並且有小部分以歐元及日圓為單位的貸款融資。貨幣風險已獲得監控，並將在有需要時考慮遠期合約。

聘用及薪酬政策

於二零一四年三月三十一日，本集團，包括其位於香港、澳門及中國之所有附屬公司合共聘用約1,448名僱員。本集團之薪酬政策主要根據現行市場薪金水平及各公司及有關僱員之表現而釐定。本集團亦提供其他福利，包括公積金、醫療保險及培訓等。此外，僱員並可根據本集團經批准之購股權計劃條款獲授購股權。

FINANCIAL REVIEW

The Group continues to adopt a prudent financing policy and sustain a sound capital structure with healthy cashflow. As at 31 March 2014, the Group's cash on hand was approximately HK\$1,551 million (31 March 2013: HK\$1,079 million) while total assets and net assets (after deducting non-controlling interests) were approximately HK\$5,277 million (31 March 2013: HK\$5,074 million) and HK\$2,482 million (31 March 2013: HK\$2,339 million), respectively. As at 31 March 2014, the Group's working capital amounted to HK\$1,538 million. As at 31 March 2014, the Group did not have any net debt gearing and recorded a net cash balance of HK\$965 million, while the Group recorded a net cash balance HK\$243 million as at 31 March 2013. Contingent liabilities in relation to guarantees of performance bonds increased from HK\$378 million as at 31 March 2013 to HK\$533 million as at 31 March 2014. Certain of the Group's assets with a book value of approximately HK\$222 million have been pledged to secure certain banking facilities of the Group. The Group's bank borrowings were mostly denominated in Hong Kong dollars, with a few loan facilities in Euro and Yen. Currency exposure has been monitored and forward contracts will be considered when the need arises.

EMPLOYMENT AND REMUNERATION POLICIES

The Group, including its subsidiaries in Hong Kong, Macau and the PRC, employed approximately 1,448 employees as at 31 March 2014. The Group's remuneration policies are primarily based on prevailing market salary levels and the performance of the respective companies and individuals concerned. Fringe benefits include provident fund, medical insurance and training. In addition, share options may also be granted in accordance to the terms of the Group's approved share option scheme.



主席報告 CHAIRMAN'S STATEMENT

致謝

本人欣然宣布並熱烈歡迎Stuart Morrison Grant先生、楊涵翔先生、韋增鵬先生及羅耀發先生加入我們的董事局任非執行董事。本人亦向我們的前主席及執行董事張舜堯先生、錢永勛先生及張任華先生表達誠摯感謝。本人特別感謝張舜堯先生的領導及貢獻。本人將致力與董事局其餘成員合作，以延續張舜堯先生的卓越工作並帶領本集團邁向新里程。

本人謹代表董事局，對全體員工在年內對本集團竭誠服務、努力不懈及貢獻良多，致以衷心感謝。吾等亦感謝全體股東對本集團之支持。

承董事局命

王天兵
主席
香港
二零一四年六月三十日

APPRECIATION

I am pleased to extend my warm welcome to Mr. Stuart Morrison Grant, Mr. Yang Han Hsiang, Mr. Justin Wai and Mr. Law Yiu Fat Richard for joining our Board as Non-executive Directors. I would like to express my sincere gratitude to our former Chairman and Executive Directors, Mr. Francis Cheung, Mr. David Chien and Mr. Harvey Jackel Cheung. In particular, I would like to thank Mr. Francis Cheung for his leadership and contribution. I will endeavor to work with the rest of the Board to continue Mr. Francis Cheung's great work and bring the Group to new heights.

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

On behalf of the Board

WANG TIANBING
Chairman
Hong Kong
30 June 2014



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

執行董事

馮潮澤先生，59歲，於1994年5月加盟本集團。馮先生為本公司董事局副主席兼董事總經理及本公司多間附屬公司之董事，現時亦兼任本公司薪酬委員會成員，專責集團之業務發展、策略制定、整體行政及工程管理。彼於工程顧問、建造管理及物業發展方面有逾35年經驗。

郭敏慧小姐，47歲，於1997年1月加盟本集團。郭小姐為本公司董事局執行董事及本公司多間附屬公司之董事，專責集團之企業策劃及發展、企業融資與投資策略。郭小姐於金融業有逾22年經驗，主力企業融資及策略性投資項目。彼持有美國麻省理工學院頒發之工商管理碩士學位。

趙展鴻先生，61歲，於1994年7月加盟本集團。趙先生為本公司董事局執行董事及本公司多間附屬公司之董事，專責拓展及管理集團之地基工程部門。趙先生畢業於蘇格蘭阿伯丁大學，並於地基設計及建造工程方面有逾36年經驗。彼為英國土木工程師學會及香港工程師學會之資深會員及特許工程師。趙先生自2001年起已代表泰昇地基工程有限公司出任香港建造商會之理事。

劉健輝先生，53歲，於2008年7月加盟本集團。劉先生為本公司董事局執行董事及本公司多間附屬公司之董事。彼亦為中國部總經理負責本集團國內房地產發展。劉先生主要專責拓展及管理本集團房地產發展業務。在加盟本集團之前，彼於工料測量及房屋發展方面已有逾24年經驗，並在後期的14年在香港房屋協會工作。劉先生為香港測量師學會及英國皇家特許測量師學會之資深會員。

EXECUTIVE DIRECTORS

Mr FUNG Chiu Chak Victor, aged 59, joined the Group in May 1994. Mr Fung is the Vice Chairman & Managing Director of the Board of the Company, a member of the Remuneration Committee of the Company and also a director of various subsidiaries of the Company. He is primarily responsible for business development, strategic planning as well as general and project management of the Group. Mr Fung has over 35 years' experience in the field of consulting engineering, construction management and property development.

Miss KWOK Jennifer, aged 47, joined the Group in January 1997. Miss Kwok is an Executive Director of the Board of the Company and also a director of various subsidiaries of the Company. She is primarily responsible for the Group's corporate planning and development, corporate finance and investment strategies. Miss Kwok has over 22 years' experience in the finance field specializing in corporate finance and direct investment. She holds a Master of Science Degree in Management from Massachusetts Institute of Technology Sloan School of Management.

Mr CHIU Chin Hung, aged 61, joined the Group in July 1994. Mr Chiu is an Executive Director of the Board of the Company and also a director of various subsidiaries of the Company. He is primarily responsible for the business development and management of the Group's Foundation Division. Mr Chiu graduated from The University of Aberdeen, Scotland and has over 36 years' experience in foundation design and construction works and is a Fellow of The Institute of Civil Engineers and The Hong Kong Institution of Engineers as well as a Chartered Engineer. Mr Chiu has been a Council Member of The Hong Kong Construction Association representing Tysan Foundation Limited since 2001.

Mr LAU Kin Fai, aged 53, joined the Group in July 2008. Mr Lau is an Executive Director of the Board of the Company and also a director of various subsidiaries of the Company. He is the General Manager of the China Division in charge of the Group's Property Development Division in the PRC. Mr Lau is primarily responsible for business development and management of the Group's property development business. Prior to joining the Group, he had over 24 years' experience in the field of quantity surveying and housing development with the latter 14 years working in the Hong Kong Housing Society. Mr Lau is a Fellow Member of the Hong Kong Institute of Surveyors and the Royal Institution of Chartered Surveyors.



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

非執行董事

王天兵先生，46歲，於二零一四年四月獲委任為本公司主席、非執行董事及提名委員會主席。彼亦為本公司多家附屬公司的董事。彼為The Blackstone Group L.P. (「Blackstone」) 的房地產部董事總經理。自二零一零年加入Blackstone以來，王先生一直負責中國房地產投資的評估工作以及管理MB Asia Real Estate Fund大中華區投資組合的工作。王先生擁有澳洲科廷科技大學國際商務碩士學位。彼亦擁有中國浙江大學經濟學學士學位。

Stuart Morrison GRANT先生，46歲，於二零一四年四月獲委任為非執行董事。彼為Blackstone的高級董事總經理兼亞洲房地產資產管理部負責人。Grant先生負責Blackstone的亞洲資產以及MB Asia Real Estate Fund的日常資產管理。Grant先生擁有聖安德魯斯大學理學(榮譽)學士學位，並持有美國紐約大學理學碩士學位。

楊涵翔先生，35歲，於二零一四年四月獲委任為非執行董事。彼為Blackstone的房地產部董事總經理。自二零零七年加入Blackstone以來，楊先生一直負責評估大中華區的房地產投資機會。楊先生擁有法國歐洲工商管理學院(INSEAD)工商管理碩士學位以及美國密西根大學安娜堡分校工商管理學士學位。

韋增鵬先生，30歲，於二零一四年四月獲委任為非執行董事。彼亦為本公司附屬公司泰昇地基(香港)有限公司的董事。彼現為Blackstone的房地產部執行董事。自二零零七年加入Blackstone以來，韋先生一直主要參與大中華地區的房地產投資。在二零零七年加入Blackstone之前，韋先生曾任職於香港麥格理銀行。韋先生擁有美國紐約康乃爾大學酒店管理學院理學士學位。

羅耀發先生，33歲，於二零一四年四月獲委任為非執行董事。彼亦為本公司附屬公司泰昇地基(香港)有限公司的董事。彼現為Blackstone的房地產部高級投資經理。自二零零八年加入Blackstone以來，羅先生曾任職於Blackstone的香港及紐約辦事處，參與評估大中華區及美國的投資機遇。在加入Blackstone之前，羅先生曾任職於美銀美林在香港的辦事處。羅先生擁有史丹福大學碩士學位以及美國密西根大學安娜堡分校學士學位(以優等生榮譽畢業)。

NON-EXECUTIVE DIRECTORS

Mr. WANG Tianbing, aged 46, was appointed as Chairman of the Company, a Non-executive Director and as Chairman of the Nomination Committee in April 2014. He is also a director of various subsidiaries of the Company. He is a Managing Director in the Real Estate group of The Blackstone Group L.P. ("Blackstone"). Since joining Blackstone in 2010, Mr. Wang has been involved in evaluating real estate investments in China and managing the Greater China portfolio of the MB Asia Real Estate Fund. Mr. Wang holds a Master Degree in International Business from Curtin University of Technology, Australia. He also has a Bachelor Degree in Economics from Zhejiang University, China.

Mr. Stuart Morrison GRANT, aged 46, was appointed as a Non-executive Director in April 2014. He is a Senior Managing Director and Head of Real Estate Asset Management for Asia of Blackstone. Mr. Grant has day-to-day asset management responsibility for Blackstone's Asia assets as well as the MB Asia Real Estate Fund. Mr. Grant holds a Bachelor of Science (Honours) degree from the University of St. Andrews and a Master of Science degree from New York University, USA.

Mr. YANG Han Hsiang, aged 35, was appointed as a Non-executive Director in April 2014. He is a Managing Director in the Real Estate group of Blackstone. Since joining Blackstone in 2007, Mr. Yang has been involved in evaluating real estate investment opportunities in Greater China. Mr. Yang holds a Master Degree in Business Administration from INSEAD in France, and a Bachelor Degree in Business Administration from University of Michigan, Ann Arbor, USA.

Mr. Justin WAI, aged 30, was appointed as a Non-executive Director in April 2014. He is also a director of Tysan Foundation (Hong Kong) Limited, a subsidiary of the Company. He is currently a Principal in the Real Estate group of Blackstone. Since joining Blackstone in 2007, Mr. Wai has been primarily involved in real estate investments in Greater China. Prior to joining Blackstone in 2007, Mr. Wai worked at Macquarie Bank in Hong Kong. Mr. Wai holds a Bachelor of Science Degree from the School of Hotel Administration, Cornell University, New York, USA.

Mr. LAW Yiu Fat Richard, aged 33, was appointed as a Non-executive Director in April 2014. He is also a director of Tysan Foundation (Hong Kong) Limited, a subsidiary of the Company. He is currently an Associate in the Real Estate group of Blackstone. Since joining Blackstone in 2008, Mr. Law has worked in Blackstone's Hong Kong and New York offices and was involved in evaluating investment opportunities in Greater China and the USA. Before joining Blackstone, Mr. Law worked at the Bank of America Merrill Lynch in Hong Kong. Mr. Law holds a Master Degree at Stanford University and a Bachelor Degree (graduated magna cum laude) from the University of Michigan, Ann Arbor, USA.



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

獨立非執行董事

范佐浩先生，SBS, BBS, JP，72歲，於1993年8月被委任為本公司獨立非執行董事，現時亦兼任本公司審計委員會主席、薪酬委員會及提名委員會成員。范先生曾於2000年4月3日至2003年4月15日任香港交易所非執行董事，並於1993年至1997年擔任證監會諮詢委員，其後於2001年起重任此職至2007年。范先生亦擔任政府小組及委員會多項職務，其中包括曾於2005年9月13日至2011年9月12日出任香港中醫藥管理委員會主席。彼於2011年7月獲頒授銀紫荊星章，2005年7月獲頒授銅紫荊星章，並於1991年獲英女皇頒授榮譽獎章及於1993年獲委任為太平紳士。

謝文彬先生，71歲，於2004年9月被委任為本公司獨立非執行董事，現時亦兼任本公司薪酬委員會主席、審計委員會及提名委員會成員。謝先生現時為滙豐保險(亞洲)有限公司、滙豐人壽保險(國際)有限公司、晶苑國際有限公司及中漁集團有限公司(於新加坡交易所上市)之獨立非執行董事。謝先生於銀行業務積逾40年工作經驗。彼於1968年加入香港上海滙豐銀行有限公司，並於2002年12月退休。其於滙豐銀行服務期間，獲委任多項重要職位，包括高級信貸經理、滙豐財務有限公司及滙豐授信財務有限公司常務董事、助理總經理—工商貸款業務。除銀行業務外，謝先生對分析及評估公司財務報告有豐富經驗，並對各工商行業有深切認識。

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr FAN Chor Ho, SBS, BBS, JP, aged 72, was appointed as an Independent Non-executive Director of the Company in August 1993. Mr. Fan currently also acts as the Chairman of the Audit Committee, a member of the Remuneration Committee and the Nomination Committee of the Company. He was a Non-executive Director of Hong Kong Exchanges and Clearing Limited from 3 April 2000 to 15 April 2003. He was a member of the Advisory Committee to the Securities and Futures Commission from 1993 to 1997 and again serving in the same capacity since 2001 until 2007. He is holding appointments on Government boards and committees including Chairman of the Chinese Medicine Council of Hong Kong from 13 September 2005 to 12 September 2011. He was awarded the Silver Bauhinia Star in July 2011 and Bronze Bauhinia Star in July 2005, and was awarded with the Badge of Honour in 1991 and was made a Justice of the Peace in 1993.

Mr TSE Man Bun, aged 71, was appointed as an Independent Non-executive Director of the Company in September 2004. Mr Tse currently also acts as the Chairman of the Remuneration Committee, a member of the Audit Committee and the Nomination Committee of the Company. He is presently an independent non-executive director of HSBC Insurance (Asia) Limited, HSBC Life (International) Limited, Crystal International Limited and China Fishery Group Limited (listed on the Singapore Exchange Limited). Mr Tse has over 40 years working experience in the banking industry. He joined The Hongkong & Shanghai Banking Corporation Limited in 1968 and retired from the bank in December 2002. During his service with HSBC, he was assigned many key positions, including Senior Credit Manager; Managing Director, Wayfoong Finance Limited and Wayfoong Credit Limited; and Senior Executive, Commercial Banking. Apart from the banking field, Mr Tse is well versed in the reviewing and analysis of corporate financial statements and has an in-depth understanding of the commerce and manufacturing industries.



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

龍子明先生，57歲，於2007年8月被委任為本公司獨立非執行董事，現時亦兼任本公司審計委員會及提名委員會成員。龍先生現為宏利人壽保險(國際)有限公司高級區域總監，帶領一支超過700名保險／財務顧問之經銷團隊。彼於1990年加入宏利並一直取得顯著成績。龍先生因積極參與社區服務，於1995年成為香港十大傑出青年之一，並於2003年至2004年任傑出青年協會主席。龍先生獲香港特別行政區政府授予榮譽勳章。此外，龍先生為香港樹仁大學之校董，廣東大亞灣核電站／嶺澳核電站之核安全諮詢委員會委員、香港青年交流促進聯會創會主席及香港特別行政區青年事務委員會成員。龍先生現為中國人民政治協商會議全國委員會委員及香港特別行政區太平紳士。彼亦為香港聯合交易所有限公司上市公司永利控股有限公司之獨立非執行董事。

李傑之先生，59歲，於2013年3月獲委任為本公司之獨立非執行董事。李先生現為本公司審核委員會、提名委員會及薪酬委員會成員。彼持有香港大學社會科學學士學位。彼於審計、會計及秘書服務業累積超過31年經驗。彼為香港會計師公會及英國特許公認會計師公會資深會員。彼為李傑之合夥會計師行有限公司董事總經理，亦為昌業企業服務有限公司董事總經理，該公司主要從事企業服務相關業務。彼亦為香港聯合交易所有限公司上市公司鎮科集團控股有限公司及國藝娛樂文化集團有限公司之獨立非執行董事。

Mr LUNG Chee Ming George, aged 57, was appointed as an Independent Non-executive Director of the Company in August 2007. Mr Lung currently also acts as a member of the Audit Committee and the Nomination Committee of the Company. He is a Senior Regional Director of Manulife (International) Limited leading a team of over 700 insurance/financial advisers. He first joined Manulife in 1990 and has since achieved outstanding results. Actively involved in community services, Mr Lung was amongst one of the Ten Outstanding Young Persons of Hong Kong in 1995 and was the chairman of The Outstanding Young Persons Association in 2003 to 2004. Mr Lung was awarded the Medal of Honour by the Government of Hong Kong Special Administrative Region. Furthermore, Mr Lung is a Committee Member of the Board of Governors of Hong Kong Shue Yan University, a Member of the Guangdong Daya Bay Nuclear Power Station/Lingao Nuclear Power Station, Nuclear Safety Consultative Committee, the Founding Chairman of Hong Kong Youth Exchange Promotion United Association and a Member of the Commission on Youth of Hong Kong Special Administrative Region. Mr Lung is currently a member of the National Committee of the Chinese People's Political Consultative Conference and Justice of the Peace of Hong Kong Special Administrative Region. He is also an independent non-executive director of Wing Lee Holdings Limited, a company listed on The Stock Exchange of Hong Kong Limited.

Mr Li Kit Chee, aged 59, was appointed as an Independent Non-executive Director of the Company in March 2013. Mr Li currently acts as a member of each of the Audit Committee, Nomination Committee and Remuneration Committee of the Company in March 2013. He holds a Bachelor Degree of Social Sciences from the University of Hong Kong. He has over 31 years of experience in auditing, accounting and secretarial services and is a fellow member of both the Hong Kong Institute of Certified Public Accountants and Association of Chartered Certified Accountants. He is a managing director of Arthur Li, Yau & Lee C.P.A. Limited, and also a managing director of Cheong Yip Corporate Services Limited which is principally engaged in corporate service related business. He is also an independent non-executive director of Henry Group Holdings Limited and National Arts Entertainment and Culture Group Limited, both of which are companies listed on The Stock Exchange of Hong Kong Limited.



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

高層管理人員

繆惠玲小姐，50歲，於2008年2月加盟本集團。繆小姐為集團財務總監，專責財務及會計事務。彼於財務及會計方面有逾27年經驗。繆小姐為英國特許公認會計師公會之資深會員及香港會計師公會之會員。

黎國偉先生，56歲，於1994年7月加盟本集團。黎先生為泰昇地基工程有限公司、泰昇地基土力工程有限公司、泰昇地基工程(香港)有限公司、泰昇建築(澳門)有限公司及泰昇地基工程(澳門)有限公司之董事，專責集團地基工程部之策劃、協調及控制技術上之運作及管理。彼於土木工程、樓宇及地基設計和建造工程方面有逾33年經驗。彼為香港工程師學會及英國土木工程師學會之會員。黎先生並代表泰昇地基工程有限公司為不同的政府組別及委員會列席。黎先生為先進工程營造有限公司及先進機械工程有限公司之董事，負責業務拓展及管理機械租賃及貿易。

黃淑嫻小姐，50歲，於2007年6月加盟本集團。黃小姐為集團公司秘書及企業事務董事，專責公司秘書、法律及投資者關係等事務。彼於企業融資及法律方面有逾17年經驗。黃小姐獲香港高等法院授予律師資格，並為英國高等法院註冊律師。

SENIOR MANAGEMENT

Miss MO Wai Ling, aged 50, joined the Group in February 2008. As the Financial Controller of the Group, Miss Mo is primarily responsible for finance and accounting matters. She has over 27 years' experience in the finance and accounting field. Miss Mo is a fellow member of The Association of Chartered Certified Accountants and a member of Hong Kong Institute of Certified Public Accountants.

Mr LAI Kok Wai, aged 56, joined the Group in July 1994. As a Director of Tysan Foundation Limited, Tysan Foundation Geotechnical Limited, Tysan Contractors (Hong Kong) Limited, Tysan Construction (Macau) Limited and Tysan Foundation (Macau) Limited, Mr Lai is responsible for the planning, coordinating and controlling of the technical operations and administration of the Foundation Division. He has over 33 years' experience in civil engineering, building and foundation design and construction works and is a member of both The Hong Kong Institution of Engineers (MHKIE) and The Institution of Civil Engineers United Kingdom (MICE). Mr Lai also represents Tysan Foundation Limited to sit in various Government's panels and committees. Mr Lai is also a Director of Proficiency Engineering Limited and Proficiency Equipment Limited. He is also responsible for the business development and management of machinery leasing and trading.

Miss WONG Suk Han Kitty, aged 50, joined the Group in June 2007. As the Company Secretary of the Group and Director of Corporate Affairs, Miss Wong is primarily responsible for company secretarial matters, legal and investor relations matters. She has over 17 years of experience in the corporate finance and legal fields. Miss Wong is a Solicitor qualified in Hong Kong and has been admitted as a Solicitor of the Supreme Court in England and Wales.

企業管治報告 CORPORATE GOVERNANCE REPORT

本公司致力維持良好之企業管治，並已採納香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄十四企業管治守則（「企業管治守則」）所載之守則條文。截至二零一四年三月三十一日止財政年度，本公司已完全遵守企業管治守則，惟下文(F)節所披露者除外。

(A) 董事局

董事局（「董事局」）監察本公司及其附屬公司（「本集團」）之管理、業務、策略方針及財務表現。董事局已將日常責任委託予本公司執行董事（「董事」）及本公司高層管理人員（「高層管理人員」），彼等在本公司董事總經理（「董事總經理」）之領導下履行職責。在委託時，董事局就有關可代表本集團作出決定前必須經董事局批准之事宜給予執行董事清晰指示。撥作董事局的職能及下放予執行董事及高層管理人員的職權由董事局作檢討，以確保有關權力轉授仍然符合本集團的需要。董事局成員可及時查閱適當的業務文件及有關本集團的資料。

(B) 董事局之組成

於回顧年度，獨立非執行董事佔董事局三分之一的席位，並貫徹作出獨立判斷。自二零一四年四月一日起，董事局共由13名董事組成，其中四名為執行董事，即馮潮澤先生、郭敏慧小姐、趙展鴻先生及劉健輝先生，五名非執行董事（其委任於二零一四年四月一日生效），即王天兵先生、Stuart Morrison Grant先生、楊涵翔先生、韋增鵬先生及羅耀發先生，另外為四名獨立非執行董事，即范佐浩先生、謝文彬先生、龍子明先生及李傑之先生。董事局由具有不同背景及／或對本集團業務擁有豐富專業知識之董事組成。非執行董事及獨立非執行董事擁有廣泛的商業及財務經驗。憑藉執行董事與非執行董事（包括獨立非執行董事）之均衡組成，董事局具有很強的獨立成分。董事局具備技能、經驗及多元化觀點與角度，為本公司作出有效指導。

The Company is committed to maintaining good corporate governance and has adopted the code provisions set out in the Corporate Governance Code (the "CG Code") contained in Appendix 14 of the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). For the financial year ended 31 March 2014, the Company has fully complied with the CG Code save as disclosed in section (F) below.

(A) BOARD OF DIRECTORS

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

(B) BOARD COMPOSITION

During the year under review, the Independent Non-executive Directors represent one-third of the Board who consistently exercise independent judgment. From 1 April 2014, the Board comprises a total of 13 Directors, with four Executive Directors, being Mr. Fung Chiu Chak, Victor, Miss Jennifer Kwok, Mr. Chiu Chin Hung and Mr. Lau Kin Fai; five Non-executive Directors (whose appointment became effective on 1 April 2014), being Mr. Wang Tianbing, Mr. Stuart Morrison Grant, Mr. Yang Han Hsiang, Mr. Justin Wai and Mr. Law Yiu Fat Richard; and four Independent Non-executive Directors, being Mr. Fan Chor Ho, Mr. Tse Man Bun, Mr. Lung Chee Ming, George and Mr. Li Kit Chee. The Board comprises Directors with diverse backgrounds and/or extensive expertise in the Group's business. The Non-executive Directors and Independent Non-executive Directors have a wide range of business and financial experience. With a balanced composition of Executive Directors and Non-executive Directors (including Independent Non-executive Directors), there is a strong independent element on the Board. The balance of skills, experience and diversity of perspectives of the Board contribute to the effective direction of the Company.



企業管治報告 CORPORATE GOVERNANCE REPORT

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

根據上市規則第3.10A條，本公司須委任佔董事局至少三分之一席位的獨立非執行董事。王天兵先生、Stuart Morrison Grant先生、楊涵翔先生、韋增鵬先生及羅耀發先生已自二零一四年四月一日起出任非執行董事。連同四位執行董事及四位獨立非執行董事，一共有13名董事。因此自二零一四年四月一日起，本公司未能符合上市規則第3.10A條的規定，即委任佔董事局成員人數至少三分之一的獨立非執行董事。根據上市規則第3.11條，本公司應於未能符合有關規定三個月內委任一名額外獨立非執行董事以符合第3.10A條的有關規定。然而，按本公司日期為二零一四年三月二十一日的公佈所披露，由於郭敏慧小姐決定投放更多時間到個人業務上，因此已提呈辭任執行董事，且鑒於彼於Tides Holdings II Ltd.的自願股份要約成為無條件後已留任長達六個月，本公司將符合該三分之一人數的規定。股份要約於二零一四年一月三日成為無條件，而郭小姐將辭任本公司執行董事於二零一四年七月一日生效。

最新董事名單(說明了董事職位及職責以及彼等為執行董事、非執行董事或獨立非執行董事)載於www.tysan.com(「本公司網站」)及www.hkexnews.hk(「聯交所網站」)。

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

Pursuant to Rule 3.10A of the Listing Rules, the Company is required to appoint independent non-executive directors representing at least one-third of the Board. With effect from 1 April 2014, Mr. Wang Tianbing, Mr. Stuart Morrison Grant, Mr. Yang Han Hsiang, Mr. Justin Wai and Mr. Law Yiu Fat Richard became Non-executive Directors. Together with four Executive Directors and four Independent Non-executive Directors, there were a total of 13 Directors. Hence, since 1 April 2014, the Company has failed to meet the requirements under Rule 3.10A of the Listing Rules, where the Company is required to appoint independent non-executive directors representing at least one-third of the Board. Under Rule 3.11 of the Listing Rules, the Company should appoint an additional independent non-executive director to meet such requirement under Rule 3.10A within three months after failing to meet such requirements. However, as disclosed in the announcement of the Company dated 21 March 2014, the Company will be in compliance with the one-third requirement as Miss Jennifer Kwok has tendered her resignation as an Executive Director due to her own decision to devote more time to her personal endeavors and given that she has stayed for up to six months following the voluntary share offer by Tides Holdings II Ltd. had become unconditional. The said share offer became unconditional on 3 January 2014 and Miss Kwok's resignation as Executive Director of the Company will become effective on 1 July 2014.

An updated list of Directors identifying their roles and functions and whether they are Executive Directors, Non-executive Directors or Independent Non-executive Directors has been maintained on www.tysan.com (the "Company's website") and www.hkexnews.hk (the "Stock Exchange's website").

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(C) 主席及董事總經理

董事局主席(「主席」)及董事總經理之間職責分明，並由不同個人擔任。此可確保權力及職權獲得均衡分配。

王天兵先生為主席，領導董事局及負責制定本集團的策略、整體政策制定及業務發展方針。彼負責領導及有效管理董事局，確保所有重大及主要事宜均已作出討論，並於有需要時由董事局及時議決。主席主要負責確保已制定良好的企業管治常規及程序，並確保採取適當措施實現與本公司股東(「股東」)之有效溝通。

馮潮澤先生為副主席兼董事總經理，負責本集團之業務發展、策略制定、整體行政及工程管理。彼在其他執行董事及高層管理人員之協助下，負責執行本集團之策略以達到業務目標。

董事局及董事委員會成員於截至二零一四年三月三十一日止年度至本年報日期期間之變動載列如下：

- 黃琦先生辭任執行董事，自二零一三年五月一日起生效。
- 錢永勛先生辭任執行董事，自二零一四年一月十三日起生效。
- 張舜堯先生辭任薪酬委員會成員，自二零一四年三月二十一日起生效。
- 馮潮澤先生獲委任為薪酬委員會成員，自二零一四年三月二十一日起生效。
- 張舜堯先生辭任主席、執行董事及提名委員會主席，自二零一四年四月一日起生效。
- 張任華先生辭任執行董事，自二零一四年四月一日起生效。

(C) CHAIRMAN AND MANAGING DIRECTOR

There is a clear division on the roles of chairman of the Board (the "Chairman") and Managing Director which are performed by different individuals. This ensures a balanced distribution of power and authority.

Mr. Wang Tianbing, the Chairman, provides leadership to the Board and is responsible for the formation of the Group's strategies, overall policy making, and direction of its business development. He is responsible for leadership and effective running of the Board and ensuring that all significant and key issues are discussed and where required, resolved by the Board in a timely manner. The Chairman takes primary responsibility for ensuring good corporate governance practices and procedures are established and ensures that appropriate steps are taken to provide effective communication with shareholder(s) of the Company ("Shareholder(s)").

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

Changes in information of members of the Board and Board Committees during the year ended 31 March 2014 and up to the date of this Annual Report are set out below:-

- Mr. Wong Kay resigned as an Executive Director with effect from 1 May 2013.
- Mr. David Chien resigned as an Executive Director with effect from 13 January 2014.
- Mr. Francis Cheung resigned as a member of the Remuneration Committee with effect from 21 March 2014.
- Mr. Fung Chiu Chak, Victor was appointed as a member of the Remuneration Committee with effect from 21 March 2014.
- Mr. Francis Cheung resigned as Chairman, an Executive Director and Chairman of Nomination Committee with effect from 1 April 2014.
- Mr. Harvey Jackel Cheung resigned as an Executive Director with effect from 1 April 2014.



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- 王天兵先生獲委任為主席、非執行董事及提名委員會主席，自二零一四年四月一日起生效。
- Stuart Morrison Grant先生、楊涵翔先生、韋增鵬先生及羅耀發先生各自獲委任為非執行董事，自二零一四年四月一日起生效。
- 郭敏慧小姐已提呈辭任執行董事，自二零一四年七月一日起生效。
- 王天兵先生已獲委任為薪酬委員會成員，自二零一四年七月一日起生效。
- Mr. Wang Tianbing was appointed as Chairman, a Non-executive Director and Chairman of the Nomination Committee with effect from 1 April 2014.
- Each of Mr. Stuart Morrison Grant, Mr. Yang Han Hsiang, Mr. Justin Wai and Mr. Law Yiu Fat Richard was appointed as a Non-executive Director with effect from 1 April 2014.
- Miss Jennifer Kwok has tendered her resignation as an Executive Director with effect from 1 July 2014.
- Mr. Wang Tianbing has been appointed as a member of the Remuneration Committee with effect from 1 July 2014.

(D) 董事局議事程序

董事局每年至少舉行四次會議(約每季舉行)，並將於有需要時舉行額外會議。於截至二零一四年三月三十一日止財政年度，除執行董事於本公司日常業務過程中舉行之執行董事局會議外，董事局共舉行10次會議。根據本公司章程細則(「章程細則」)，董事亦可透過電話會議或其他通訊設備出席會議。

本公司的公司秘書(「公司秘書」)協助主席擬訂會議議程，而每名董事均可要求將項目列入該議程內。全體董事在所有董事局會議舉行前會獲發出至少十四天通知。有關資料通常於董事局會議舉行前三天供全體董事傳閱，讓董事局可作出知情的決定及履行其職責及責任。

在公司秘書的協助下，主席確保董事局會議上全體董事均適當知悉當前的事項並及時收到充分的資訊，而有關資訊亦為準確清晰及完備可靠，以協助彼等作出知情決定及履行作為董事的職責。董事局可在必要時單獨及獨立接觸高級管理層。在適當情況下，董事與董事委員會亦可在提出合理要求後徵求獨立專業意見，而開支由本公司承擔。本公司已為董事局成員及高級管理層安排適當的保險保障，及本公司每年或在適當時對該保險的保障範圍進行審核。

(D) BOARD PROCEEDINGS

The Board meets at least four times a year at approximately quarterly intervals and additional meetings will be held as and when required. During the financial year ended 31 March 2014, the Board held 10 meetings (save for the executive Board meetings held between the Executive Directors during the normal course of business of the Company). Attendance by a Director at a meeting by means of a conference telephone or other communications equipment is allowed under the bye-laws of the Company ("Bye-laws").

The company secretary of the Company (the "Company Secretary") assists the Chairman in establishing the meeting agenda and each Director may request inclusion of items in the agenda. A notice of at least 14 days is given to all Directors for regular Board meetings. Relevant information is circulated to all Directors normally three days in advance of the regular Board meetings to enable the Board to make informed (decisions and perform their duties and responsibilities).

With the assistance of the Company Secretary, the Chairman ensures that all Directors are properly briefed on issues arising at Board meetings, and that they receive in a timely manner, adequate information which are accurate, clear, complete and reliable to assist them to make informed decisions and discharge their duties as Directors. The Board members have separate and independent access to the Senior Management whenever necessary. Upon reasonable request, the Directors and Board committees will also have access to independent professional advice in appropriate circumstances at the Company's expense. The Company has arranged appropriate insurance cover for Board members and Senior Management, and the Company reviews the coverage on an annual basis or as appropriate.



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董事局及董事委員會會議記錄將記錄適當詳情，而草擬之會議記錄將於董事局及董事委員會審批前供個別董事局成員傳閱，以供彼等發表意見。所有會議記錄由公司秘書或董事委員會秘書(視情況而定)保存，並公開供董事查閱。

根據章程細則及上市規則，任何涉及主要股東或董事利益衝突之重大交易將由董事局於正式召開之董事局會議上審議及處理。利益相關之董事應於審議彼或其任何聯繫人擁有重大權益之交易時，放棄投票且不得計入會議之法定人數。

本公司每月向董事局成員提供管理報告，當中載有本集團業務動向及發展，有助董事局成員作出知情決定及履行其作為董事局成員的職務與責任。

Meeting minutes of the Board and Board committees are recorded in appropriate details and draft minutes are circulated to respective members for comments before being approved by the Board and Board committees. All minutes are kept by the Company Secretary, or the secretary of the Board committees, as the case may be, and are open for inspection by the Directors.

According to the Bye-laws and the Listing Rules, any material transaction that involves a conflict of interests for a substantial shareholder(s) or a Director(s) will be considered and dealt with by the Board at a duly convened Board meeting. The interested Director(s) shall abstain from voting and shall not be counted in the quorum at meetings for approving transactions in which such Director(s) or any of his/their associates has/have a material interest.

The Company provides Board members with monthly management reports which contain changes and developments of the Group's business and helps Board members to make informed decisions and discharge their duties and responsibilities as Board members.



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董事局成員於回顧年度內召開之董事局會議及股東大會之出席率如下：

The attendance of each Board member for the board meetings and the general meetings held during the year under review is as follows:-

		董事局 會議 出席率 Board Meeting Attendance	股東 週年大會 出席率 Annual General Meeting Attendance	股東 特別大會 出席率 Special General Meeting Attendance
執行董事		<i>Executive Directors</i>		
張舜堯先生 ⁽³⁾	Mr. Francis Cheung ⁽³⁾	9/10	1/1	1/1
馮潮澤先生 (副主席兼董事總經理)	Mr. Fung Chiu Chak, Victor (Vice Chairman & Managing Director)	10/10	1/1	1/1
錢永勛先生 ⁽²⁾	Mr. David Chien ⁽²⁾	5/7	0/1	0/1
郭敏慧小姐 ⁽⁴⁾	Miss Jennifer Kwok ⁽⁴⁾	10/10	1/1	1/1
趙展鴻先生	Mr. Chiu Chin Hung	9/10	1/1	1/1
黃琦先生 ⁽¹⁾	Mr. Wong Kay ⁽¹⁾	0/0	不適用 N/A	不適用 N/A
劉健輝先生	Mr. Lau Kin Fai	10/10	1/1	1/1
張任華先生 ⁽³⁾	Mr. Harvey Jackel Cheung ⁽³⁾	10/10	1/1	1/1
獨立非執行董事		<i>Independent Non-executive Directors</i>		
范佐浩先生	Mr. Fan Chor Ho	9/10	1/1	1/1
謝文彬先生	Mr. Tse Man Bun	10/10	1/1	1/1
龍子明先生	Mr. Lung Chee Ming, George	9/10	1/1	1/1
李傑之先生	Mr. Li Kit Chee	10/10	1/1	1/1
附註：(1)	辭任自二零一三年五月一日起生效	Notes: (1)	Resignation effective on 1 May 2013	
(2)	辭任自二零一四年一月十三日起生效	(2)	Resignation effective on 13 January 2014	
(3)	辭任自二零一四年四月一日起生效	(3)	Resignation effective on 1 April 2014	
(4)	辭任自二零一四年七月一日起生效	(4)	Resignation effective on 1 July 2014	

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(E) 董事的持續專業發展

全體董事局成員獲鼓勵參加有關本集團業務動向及發展以及本集團所處法律及監管環境之培訓課程，費用由本公司支付。

於回顧年度，董事局成員有參與持續專業發展，以發展及更新其作為上市公司董事的知識及技能，並已向本公司提供於年內接受培訓(包括出席研討會及座談會以及閱讀有關法律及規管條例的更新及其他參考材料)的記錄。彼等的培訓記錄概要如下：

(E) DIRECTORS' CONTINUOUS PROFESSIONAL DEVELOPMENT

All Board members are encouraged to attend training courses relevant on changes and developments to the Group's business and to the legislative and regulatory environments in which the Group operates at the Company's expenses.

During the year under review, Board members have participated in continuous professional development to develop and refresh their knowledge and skills as listed company directors, and provided the Company with their records of the training received for the year which comprised attending seminars and talks, and reading legal and regulatory updates and other reference materials. A summary of the records of their training is as follows:-

董事姓名	Name of Directors	閱讀有關新出 規管條例 Reading Regulatory Updates	出席與董事職務 有關的培訓/ 簡介會/ 研討會/會議 Attending trainings/ briefings/seminars/ conference relevant to Directors' duties
執行董事 <i>Executive Directors</i>			
張舜堯先生 ⁽³⁾	Mr. Francis Cheung ⁽³⁾	✓	✓
馮潮澤先生 (副主席兼董事總經理)	Mr. Fung Chiu Chak, Victor (Vice Chairman & Managing Director)	✓	✓
錢永勳先生 ⁽²⁾	Mr. David Chien ⁽²⁾	不適用 N/A	不適用 N/A
郭敏慧小姐 ⁽⁴⁾	Miss Jennifer Kwok ⁽⁴⁾	✓	✓
趙展鴻先生	Mr. Chiu Chin Hung	✓	✓
黃琦先生 ⁽¹⁾	Mr. Wong Kay ⁽¹⁾	不適用 N/A	不適用 N/A
劉健輝	Mr. Lau Kin Fai	✓	✓
張任華先生 ⁽³⁾	Mr. Harvey Jackel Cheung ⁽³⁾	✓	✓
獨立非執行董事 <i>Independent Non-executive Directors</i>			
范佐浩先生	Mr. Fan Chor Ho	✓	✓
謝文彬先生	Mr. Tse Man Bun	✓	✓
龍子明先生	Mr. Lung Chee Ming, George	✓	✓
李傑之先生	Mr. Li Kit Chee	✓	✓



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- 附註：(1) 辭任自二零一三年五月一日起生效
 (2) 辭任自二零一四年一月十三日起生效
 (3) 辭任自二零一四年四月一日起生效
 (4) 辭任自二零一四年七月一日起生效

- Notes: (1) Resignation effective on 1 May 2013
 (2) Resignation effective on 13 January 2014
 (3) Resignation effective on 1 April 2014
 (4) Resignation effective on 1 July 2014

(F) 董事之委任、重選及罷免

本公司就董事之委任及罷免訂有正式、經審慎考慮及具透明度之程序。由非執行董事領導，且大部分由獨立非執行董事組成的提名委員會在為董事局物色及提名合適人選作為增補董事或填補董事局空缺的事宜中起著重要作用，彼等亦向股東提供有關提名董事於股東大會重選的推薦建議。根據章程細則，全體所有為填補臨時空缺而新獲委任之董事均須在其獲委任後於本公司之下一屆股東大會上接受股東選舉。截至二零一四年三月三十一日止財政年度，本公司已遵守企業管治守則，惟以下偏離除外。

根據章程細則規定，於每屆股東週年大會上，三分之一董事須輪值退任，惟不論當中所載任何規定，主席或董事總經理毋須輪值退任或計入釐定須退任之董事人數內。由於領導之連貫性為成功延續長期實行業務計劃之主要因素，董事局相信主席及董事總經理擔當為本集團提供強勢及貫徹之領導，讓本集團能夠有效規劃及執行長期業務策略。因此，董事局認為主席及董事總經理應毋須輪值退任。

非執行董事及獨立非執行董事並無按指定任期委任，惟須按公司章程細則規定，於股東週年大會上輪值退任及接受重選。因此，董事局認為，非執行董事及獨立非執行董事毋須按指定任期委任。

擬於下一屆股東週年大會上選舉或膺選連任的董事(王天兵先生、劉健輝先生、Stuart Morrison Grant先生、楊涵翔先生、韋增鵬先生、羅耀發先生及謝文彬先生)姓名及履歷詳情載於載有即將舉行之股東週年大會的通告之致股東的通函內。

(F) APPOINTMENT, RE-ELECTION AND REMOVAL OF DIRECTORS

The Company has a formal, considered and transparent procedure for the appointment and removal of Directors. The Nomination Committee led by a Non-executive Director and comprising a majority of Independent Non-executive Directors, plays an important role to identify and nominate suitable candidates for the Board's consideration as additional Directors or to fill in casual vacancies on the Board and making recommendations to the shareholders for nomination of Directors for re-election at general meetings. According to the Bye-laws, all Directors newly appointed to fill a casual vacancy are subject to election at the next following general meeting following their appointment. During the financial year ended 31 March 2014, the Company has complied with the CG Code save for the following deviations.

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

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

The names and biographical details of the Directors, Mr. Wang Tianbing, Mr. Lau Kin Fai, Mr. Stuart Morrison Grant, Mr. Yang Han Hsiang, Mr. Justin Wai, Mr. Law Yiu Fat Richard and Mr. Tse Man Bun who will offer themselves for election or re-election at the next annual general meeting are included in the circular to Shareholders containing the notice of the forthcoming annual general meeting.



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(G) 董事之責任

董事局成員確認彼等編製截至二零一四年三月三十一日止財政年度財務報表之責任。

每位董事須了解其作為董事之責任，以及本集團的經營方式、業務活動及發展，並忠誠履行職務、審慎盡責，並以本集團及其股東的最佳利益為前提。新獲委任之董事將透過全面而正式之入職簡介得知本集團之業務及其作為董事之責任。

本公司已採納上市規則附錄十所載上市發行人董事進行證券交易之標準守則（「標準守則」）作為董事進行證券交易之行為守則。經作出特別查詢後，全體董事確認，彼等於回顧年度已全面遵守標準守則載列之所需準則及有關董事進行證券交易之行為守則。

董事局將對董事履行其責任所作出的貢獻及有否投入相應足夠的時間，進行定期檢討。

(G) RESPONSIBILITIES OF DIRECTORS

The Board members acknowledge their responsibility for preparing the financial statements for the financial year ended 31 March 2014.

Every Director is required to know his/her responsibilities as a Director and of the conduct, business activities and development of the Group, and should act in good faith, exercise due diligence and act in the best interests of the Group and its shareholders. On appointment, new Directors will receive a comprehensive, formal induction on the Group's business and his/her responsibilities as a Director.

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

The Board would review regularly the contribution required from a Director to perform his/her responsibilities to the Company, and whether he/she is spending sufficient time performing them.



企業管治報告 CORPORATE GOVERNANCE REPORT

(H) 董事委員會

董事局已成立審核委員會、薪酬委員會及提名委員會。

審核委員會

審核委員會首次於一九九九年成立。其職權範圍參考於二零一二年四月一日生效的企業管治守則予以修訂，並已刊登在本公司網站及聯交所網站。

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

審核委員會由范佐浩先生(其為獨立非執行董事)身為該會主席所領導，當中包括另外三名成員，即謝文彬先生、龍子明先生及李傑之先生(其均為獨立非執行董事)。審核委員會各成員均在彼等本身之專業方面擁有豐富經驗。范佐浩先生、謝文彬先生及李傑之先生具備適當之會計或相關財務管理專長，並符合上市規則第3.21條之規定。公司秘書亦為審核委員會之秘書。

於截至二零一四年三月三十一日止財政年度，審核委員會共舉行兩次會議。審核委員會每名成員之出席率如下：

獨立非執行董事

范佐浩先生
(審核委員會主席)
謝文彬先生
龍子明先生
李傑之先生

(H) BOARD COMMITTEES

The Board has established its Audit Committee, Remuneration Committee and Nomination Committee.

Audit Committee

The Audit Committee was first established in 1999. Its terms of reference were revised with reference to the CG Code effective on 1 April 2012 and they have been posted on the Company's website and the Stock Exchange's website.

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

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

During the financial year ended 31 March 2014, the Audit Committee held two meetings. The attendance of each committee member is as follows:-

<i>Independent Non-executive Directors</i>	出席率 Attendance
Mr. Fan Chor Ho <i>(Chairman of the Audit Committee)</i>	2/2
Mr. Tse Man Bun	2/2
Mr. Lung Chee Ming, George	2/2
Mr. Li Kit Chee	2/2



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年內，審核委員已審閱本集團截至二零一三年九月三十日止六個月之中期業績及截至二零一四年三月三十一日止財政年度之末期業績，並與外聘核數師審閱及討論本集團之財務報告。審核委員會與管理層審閱本集團採納之會計原則及慣例，並與管理層討論有關審核、內部監控系統及財務報告事宜。審核委員會亦審閱本集團於年內訂立之關連交易／關聯方交易(如有)，並向董事局就續聘外聘核數師作出建議，及審閱以及批准外聘核數師酬金。

薪酬委員會

薪酬委員會於二零零五年成立。其職權範圍參考於二零一二年四月一日生效的企業管治守則予以修訂，並已刊登在本公司網站及聯交所網站。

薪酬委員會負責向董事局就全體董事及高層管理人員之薪酬政策及架構作出推薦建議。本集團之薪酬政策按公平市場價值提供薪酬組合，以招攬及挽留優秀員工。概無董事或其任何聯繫人參與釐定其本身的薪酬。

薪酬委員會由謝文彬先生(其為獨立非執行董事)身為該會主席所領導，當中包括另外三名成員，即馮潮澤先生(其為執行董事亦為副主席兼董事總經理)，范佐浩先生及李傑之先生(其均為獨立非執行董事)。薪酬委員會之組成符合上市規則對主席及獨立性之規定。張舜堯先生辭任薪酬委員會成員，而馮潮澤先生獲委任為該會成員，並於二零一四年三月二十一日起生效。此外，王天兵先生獲委任為薪酬委員會成員，於二零一四年七月一日起生效。

During the year, the Audit Committee has reviewed the Group's interim results for the six months ended 30 September 2013, final results for the financial year ended 31 March 2014, and reviewed and discussed with the external auditors over the financial reporting of the Group. The Audit Committee reviewed with the management the accounting principles and practices adopted by the Group and discussed with the management in relation to auditing, system of internal control, and financial reporting matters. The Audit Committee has also reviewed the connected transaction(s)/related party transaction(s), if any, entered into by the Group during the year, made recommendation to the Board on the re-appointment of the external auditors and reviewed and approved the remuneration of the external auditors.

Remuneration Committee

The Remuneration Committee was established in 2005. Its terms of reference were revised with reference to the CG Code effective on 1 April 2012 and they have been posted on the Company's website and the Stock Exchange's website.

The Remuneration Committee is responsible for making recommendations to the Board on the Company's remuneration policy and structure for all Directors and members of the Senior Management. It is the Group's policy to provide remuneration packages at fair market value in order to attract and retain high quality staff. No Directors or any of his/her associates, is involved in determining his/her own remuneration.

The Remuneration Committee led by its Chairman, Mr. Tse Man Bun who is an Independent Non-executive Director, comprises three other members, namely, Mr. Fung Chiu Chak, Victor who is an Executive Director and also Vice Chairman and Managing Director, and Mr. Fan Chor Ho and Mr. Li Kit Chee who are Independent Non-executive Directors. The composition of the Remuneration Committee complies with the requirements of chairmanship and independence under the Listing Rules. Mr. Francis Cheung resigned and Mr. Fung Chiu Chak, Victor was appointed as a member of the Remuneration Committee with effect from 21 March 2014. Further, Mr. Wang Tianbing has been appointed as a member of the Remuneration Committee with effect from 1 July 2014.



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於截至二零一四年三月三十一日止財政年度，薪酬委員會共舉行兩次會議，而委員會每名成員之出席率如下：

董事

謝文彬先生

獨立非執行董事

張舜堯先生⁽¹⁾馮潮澤先生⁽²⁾

范佐浩先生

李傑之先生

附註：(1) 辭任自二零一四年三月二十一日起生效

(2) 委任自二零一四年三月二十一日起生效

年內，薪酬委員會已就執行董事、高層管理人員及非執行董事(如適用)之薪酬及酌情花紅作出建議，以供董事局考慮。有關薪酬包括實物利益、退休金權利(或其同等形式，如適用)及補償(包括於離職或終止職務或委任時應付之補償(視情況而定))。

根據企業管治守則條文第B.1.5條，高級管理層各成員於截至二零一四年三月三十一日止年度的年度薪酬介乎範圍如下：

1,500,001 港元至 3,000,000 港元
3,000,001 港元至 4,500,000 港元

各董事於截至二零一四年三月三十一日止年度的薪酬詳情載於本公司財務報表附註8。

During the financial year ended 31 March 2014, the Remuneration Committee held two meetings and the attendance of each committee member is as follows:-

	出席率 Attendance
<i>Directors</i>	
Mr. Tse Man Bun	2/2
<i>Independent Non-executive Directors</i>	
Mr. Francis Cheung ⁽¹⁾	1/1
Mr. Fung Chiu Chak, Victor ⁽²⁾	1/1
Mr. Fan Chor Ho	2/2
Mr. Li Kit Chee	2/2

Notes: (1) Resignation effective on 21 March 2014

(2) Appointment effective on 21 March 2014

During the year, the Remuneration Committee has made recommendation to the Board on the remuneration packages and discretionary bonuses of the Executive Directors, Senior Management and the Non-executive Directors (where applicable) for the Board's consideration. Such packages include benefits in kind, pension rights (or its equivalent, where appropriate) and compensation payments, including any compensation payable for loss or termination of their office or appointment, as the case may be.

Pursuant to code provision B.1.5 of the CG Code, details of the annual remuneration of the members of the Senior Management by band for the year ended 31 March 2014 is as follows: -

	僱員人數 Number of employees
HK\$1,500,001 to HK\$3,000,000	2
HK\$3,000,001 to HK\$4,500,000	1
	<u>3</u>

Details of the remuneration of each Director for the year ended 31 March 2014 are set out in note 8 to the financial statements of the Company.



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提名委員會

提名委員會於二零一二年三月二十八日成立。其職權範圍參考於二零一二年四月一日生效的企業管治守則予以採納，並已刊登在本公司網站及聯交所網站。於本年度直至本年報日期，有關委任詳情如下：

- 副主席兼董事總經理馮潮澤先生獲委任為薪酬委員會成員，於二零一四年三月二十一日起生效。
- 王天兵先生獲委任為主席、非執行董事及提名委員會主席，於二零一四年四月一日起生效。自二零一四年七月一日起彼亦獲委任為薪酬委員會成員。
- Stuart Morrison Grant先生、楊涵翔先生、韋增鵬先生及羅耀發先生各自獲委任為非執行董事，自二零一四年四月一日起生效。

提名委員會負責(其中包括)至少每年檢討董事局之結構、規模及組成，就建議變動向董事局作出推薦以配合公司策略，物色合資格的人選擔任董事局成員，評估獨立非執行董事之獨立性，就委聘及續聘董事局成員及董事繼任規劃向董事局作出建議。

Nomination Committee

The Nomination Committee was established on 28 March 2012. Its terms of reference were adopted with reference to the CG Code effective on 1 April 2012 and they have been posted on the Company's website and the Stock Exchange's website. During the year and up to the date of this Annual Report, the appointment was as follows:-

- Mr. Fung Chiu Chak, Victor, Vice Chairman and Managing Director, was appointed as a member of the Remuneration Committee with effect from 21 March 2014.
- Mr. Wang Tianbing was appointed as Chairman, a Non-executive Director and Chairman of the Nomination Committee with effect from 1 April 2014. He has also been appointed as a member of the Remuneration Committee with effect from 1 July 2014.
- Each of Mr. Stuart Morrison Grant, Mr. Yang Han Hsiang, Mr. Justin Wai and Mr. Law Yiu Fat Richard was appointed as a Non-executive Director with effect from 1 April 2014.

The Nomination Committee is responsible for, among other things, reviewing the structure, size and composition of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy, identifying individuals suitably qualified to become members of the Board, assessing the independence of Independent Non-executive Directors and making recommendations to the Board on the appointment and re-appointment of Board members as well as succession planning for Directors to the Board.



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提名委員會由王天兵先生(其為非執行董事亦為主席)身為該會主席所領導，當中包括另外四名成員，即范佐浩先生、謝文彬先生、龍子明先生及李傑之先生(其均為獨立非執行董事)。張舜堯先生辭任薪酬委員會主席，而王天兵先生獲委任為該會主席，並於二零一四年四月一日起生效。

The Nomination Committee led by its Chairman, Mr. Wang Tianbing who is a Non-executive Director and also the Chairman, comprises four other members, namely, Mr. Fan Chor Ho, Mr. Tse Man Bun, Mr. Lung Chee Ming, George, and Mr. Li Kit Chee who are Independent Non-executive Directors. Mr. Francis Cheung resigned and Mr. Wang Tianbing was appointed as the Chairman of the Nomination Committee with effect from 1 April 2014.

董事

張舜堯先生
(提名委員會主席)

Directors

Mr. Francis Cheung
(Chairman of the Nomination Committee) 2/2

獨立非執行董事

范佐浩先生
謝文彬先生
龍子明先生
李傑之先生

Independent Non-executive Directors

Mr. Fan Chor Ho 2/2
Mr. Tse Man Bun 2/2
Mr. Lung Chee Ming, George 2/2
Mr. Li Kit Chee 2/2

年內，提名委員會對全體獨立非執行董事進行一次獨立性檢討，並確認全體獨立非執行董事符合上市規則所載獨立性標準，已審閱有關董事及獨立非執行董事之建議續聘、非執行董事之委任及董事局多元化政策。

During the year, the Nomination Committee has conducted an annual review of the independence of all Independent Non-executive Directors and confirmed that all the Independent Non-executive Directors satisfied the independence criteria as set out in the Listing Rules, reviewed the proposed re-appointment of Directors and an Independent Non-executive Director, and the appointment of Non-executive Directors, and the Board diversity policy.

為求達致董事局成員具備多元化的觀點與角度，本公司政策是在決定董事局成員委任及繼續該等委任時會考慮多項因素。除根據不時的業務模式及具體需要外，董事局會考慮性別、年齡、文化及教育背景、民族、專業經驗、技能、知識及服務年期。

In order to achieve a diversity of perspectives among Board members, it is the policy of the Company to consider a number of factors when deciding on appointments to the Board and the continuation of those appointments. The Board considers gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge, and length of service, in addition to factors based on its business models and specific needs from time to time.

出席率
Attendance



企業管治報告 CORPORATE GOVERNANCE REPORT

(I) 外聘核數師

外聘核數師就本公司財務報表承擔之責任載於第46至47頁之「獨立核數師報告」內。

截至二零一四年三月三十一日止年度已付／應付本公司核數師安永會計師事務所之費用如下：

	千港元 HK\$000
核數服務	2,978
非核數服務	
稅務服務	204
其他	856
	4,038

(J) 公司秘書

公司秘書支援董事局，確保董事局成員之間有良好的資訊交流，以及董事局政策及程序得以遵循。公司秘書主要負責透過主席向董事局提供管治事宜之意見，安排董事之入職及專業培訓。公司秘書向主席及／或董事報告，而公司秘書之選擇、委任及解僱由董事局批准。全體董事均可獲得公司秘書之意見及服務，以確保遵守董事局程序及所有適用法律、規則及法規。截至二零一四年三月三十一日止財政年度，公司秘書黃淑嫻小姐(為本集團僱員)已充分遵守上市規則之有關培訓規定。

(I) EXTERNAL AUDITORS

The responsibilities of the external auditors with respect to the financial statements of the Company are set out in the "Independent Auditors' Report" on pages 46 and 47.

Details of the fees paid/payable to the Company's auditors, Ernst & Young, during the year ended 31 March 2014 are as follows:-

(J) COMPANY SECRETARY

The Company Secretary supports the Board by ensuring good information flow within the Board and the Board policy and procedures are followed. The Company Secretary is primarily responsible for advising the Board through the Chairman on governance matters and facilitating induction and professional development of Directors. The Board will approve the selection and appointment and dismissal of the Company Secretary who reports to the Chairman and/or the Directors. All Directors have access to the advice and services of the Company Secretary to ensure that the Board procedures, and all applicable law, rules and regulations are followed. The Company Secretary, Miss Wong Suk Han Kitty who is an employee of the Group, has duly complied with the relevant training requirement under the Listing Rules for the financial year ended 31 March 2014.



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(K) 內部監控

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

(L) 企業管治職能

董事局於二零一二年三月二十八日建立「企業管治政策」。董事局負責履行以下職權範圍所載企業管治職能：

- (1) 制定及檢討本公司有關企業管治之政策及常規，並向董事局作出建議；
- (2) 檢討及監督董事及高層管理人員之培訓及持續專業發展；
- (3) 檢討及監督本公司有關遵守法律及監管規定之政策及常規；
- (4) 制定、檢討及監督適用於董事及本集團僱員之行為準則及合規手冊(如有)；及
- (5) 檢討本公司對企業管治守則之遵守情況及本公司將發佈之企業管治報告內的披露。

(K) INTERNAL CONTROL

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

(L) CORPORATE GOVERNANCE FUNCTIONS

The Board established the "Corporate Governance Policy" on 28 March 2012. The Board is responsible for performing the corporate governance functions set out in the terms of reference below:-

- (1) to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board;
- (2) to review and monitor the training and continuous professional development of Directors and Senior Management;
- (3) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- (4) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to Directors and employees of the Group; and
- (5) to review the Company's compliance with the Corporate Governance Code set out in compliance with the Code and disclosure in the Corporate Governance Report to be issued by the Company.

企業管治報告 CORPORATE GOVERNANCE REPORT

(M) 與股東通訊

本公司與股東溝通維持高透明度。為維持與股東及本公司機構投資者之間的持續對話，本公司於二零一二年三月二十八日制定了股東通訊政策並將定期對其進行審閱，以確保有效並及時向股東發佈資訊，以及鼓勵股東參與本公司股東大會，股東通訊政策載列如下：

- (1) 股東可參考公開披露的資料或將其查詢送至當其時的本公司之註冊地址或主要營業地點致公司秘書收。對有關持股的查詢，股東須向本公司之香港股份過戶登記分處，即卓佳登捷時有限公司，提出有關其所持股權的問題。
- (2) 股東可查閱本公司的年報、中期報告、公佈、通函及大會通告以獲得有關本公司之資料。該等資料及文件可於本公司網站及聯交所網站內查閱。本公司的年報、中期報告、公佈、通函及股東大會通告(如適用，連同代表委任表格)亦會寄發予股東。
- (3) 本公司鼓勵股東出席本公司之股東週年大會及股東大會。股東可透過本公司之股東週年大會表達意見、討論本公司之發展並了解本公司之業務。
- (4) 本公司將定期檢討本政策以確保其有效性。
- (5) 有關召開或提呈議案之查詢及問題可透過公司之電話(852) 2882 3632聯絡本公司秘書，或藉將電郵發送至info@tysan.com，或藉在本公司之股東週年大會或股東特別大會上直接提出問題或藉郵寄至本公司當其時之註冊地址或主要營業地點等方式向董事局作出查詢及提問。

(M) COMMUNICATION WITH SHAREHOLDERS

The Company maintains a high level of transparency in communicating with Shareholders. In order to maintain an on-going dialogue with Shareholders and institutional investors of the Company, the Company established a Shareholders' Communication Policy on 28 March 2012 and will review it on a regular basis to ensure effective and timely dissemination of information to Shareholders and encourage their participation at general meetings of the Company. The Shareholders' Communication Policy is set out below:-

- (1) Shareholders may refer to information disclosed publicly or send their enquiries to the Company's registered office or its principal place of business for the time being, for the attention of the Company Secretary. For enquiries on their shareholdings, Shareholders should direct their questions about their shareholdings to the Company's Hong Kong Branch Registrar, Tricor Tengis Limited.
- (2) Shareholders may access the Company's information from its annual reports, interim reports, announcements, circulars and notices of meetings. These information and documents are available on the Company's website and published on the Stock Exchange's website. The annual reports, interim reports, circulars, and notices of general meetings (where appropriate, with proxy form) of the Company are also despatched to Shareholders.
- (3) Shareholders are encouraged to attend the annual general meeting and general meetings of the Company. Shareholders may also express their views, discuss the progress of the Company and understand the operations of the Company through the annual general meeting of the Company.
- (4) The Company will review this Policy regularly to ensure its effectiveness.
- (5) Enquiries and questions on the procedures for convening or putting forward proposals may be put to the Board by contacting either the Company Secretary through the Company's general line at (852) 2882 3632, e-mail at info@tysan.com, directly by questions at an annual general meeting or special general meeting of the Company or by post to the Company's registered office or its principal place of business for the time being.



企業管治報告 CORPORATE GOVERNANCE REPORT

本公司已確保於股東大會上將就各項議題提呈獨立決議案。

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

(N) 股東權利

由於股東可能召開股東特別大會並作出任何議案(如在有關會議上建議選舉現有董事以外的一名人士為董事)，召開股東特別大會並提出議案之詳細程序載於名為「股東在股東大會上提出議案的權利」之文件(該文件已刊登於本公司網站)，如下文所示：

- (1) 根據本公司之公司章程細則第 58 條，持有本公司不少於十分之一附帶本公司之股東大會投票權的繳足股本的股東，隨時有權透過向本公司之董事局或公司秘書提出書面請求要求董事局就有關請求中列明的事務或任何事項召開股東特別大會(「股東特別大會」)。
- (2) 書面要求必須列明召開該大會的目的，由有關股東簽署，並可包括多份相同形式的文件，每份文件由一名或以上該等提出請求人士(「提出請求人士」)簽署。
- (3) 提出請求人士的要求將由本公司的股份過戶登記處核實，在確認提出請求人士的要求屬恰當及合乎程序後，公司秘書將要求董事局根據法定要求及遵守聯交所上市規則向所有註冊股東發出充分通知以召開股東特別大會。相反，倘提出請求人士的要求經核實後被認為不合乎程序，提出請求人士將獲通知該結果，而股東特別大會不會按要求召開。

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

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

(N) SHAREHOLDERS' RIGHTS

Since the Shareholders may convene a special general meeting and make any proposals such as propose a person other than an existing Director for election as a Director at such meeting, the detailed procedures of convening a special general meeting and making any proposals are set out in a document entitled "Shareholders' rights to put forward a proposal at a general meeting" which has been published in the Company's website and set out below:-

- (1) According to Bye-law 58 of the Bye-laws, a Shareholder holding not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Company Secretary, to require a special general meeting ("SGM") to be called by the Board for the transaction or any business specified in such requisition.
- (2) The written request must state the objects of the meeting, signed by the Shareholders concerned and may consist of several documents in like form, each signed by one or more of those requisitionists ("Requisitionists").
- (3) The request by the Requisitionists will be verified with the Company's Share Registrars and upon their confirmation that the request by the Requisitionists is proper and in order, the Company Secretary will request the Board to convene an SGM by serving sufficient notice in accordance with the statutory requirements and in compliance with the Listing Rules on the Stock Exchange to all the registered Shareholders. On the contrary, if the request by the Requisitionists has been verified as not in order, the Requisitionists will be advised of this outcome and accordingly, an SGM will not be convened as requested.



企業管治報告 CORPORATE GOVERNANCE REPORT

- (4) 倘在提出有關請求後二十一(21)天內董事局未能召開有關會議，則提出請求人士可根據百慕達公司法1981第74(3)條(經不時修訂)自行召開大會。
- (4) If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting, the requisitionists themselves may convene the meeting themselves in accordance with Section 74(3) of the Companies Act 1981 of Bermuda, as amended from time to time.
- (5) 如股東擬在股東特別大會上提出議案(「議案」)，彼可就此向公司秘書發出書面通知，並將該通知送達本公司的主要營業地點或本公司的股份過戶登記分處。提出請求人士的要求將如上所述進行核實。
- (5) If a Shareholder wishes to put forward proposals at an SGM ("Proposals"), he/she can deposit a written notice to that effect at the principal place of business or the office of the Company's branch share registrar, for the attention of the Company Secretary. The request by the Requisitionists will be verified as stated above.
- (6) 給予所有登記股東以考慮有關股東在股東特別大會上提出的議案的通知期因議案的性質而有如下不同，並載述如下：
- (6) The notice period to be given to all the registered Shareholders for consideration of a proposal raised by the Shareholders concerned at an SGM varies according to the nature of the proposal as follows:-
- 倘議案構成本公司的普通決議案，則為14個完整工作日或10個營業日的書面通知(以較長者為準)；及
 - 倘議案構成本公司的特別決議案，則為21個完整工作日的書面通知。
 - the longer of 14 clear days' and 10 business days' notice in writing if the proposal constitutes an ordinary resolution of the Company; and
 - 21 clear days' notice in writing if the proposal constitutes a special resolution of the Company.
- 議案會否在股東大會上提呈將由董事局酌情決定，除非股東提出的議案(i)乃按股東召開股東特別大會的要求而提出；或(ii)構成公司章程細則第61(1)條所述將在股東週年大會上審議的一般事項的一部分。
- Whether a proposal will be put to a general meeting will be decided by the Board in its discretion, unless the proposal put forward by a Shareholder is (i) pursuant to a requisition by a Shareholder to convene an SGM or (ii) forms part of ordinary business to be considered at an annual general meeting as described in Bye-law 61(1) of the Bye-laws.
- (7) 有關向董事局提出的查詢可透過致電本公司的總線(852) 2882 3632聯絡公司秘書、將電郵發送至info@tysan.com、在股東週年大會或股東特別大會上直接提出問題或郵寄至本公司的註冊辦事處或本公司的總部及主要營業地點而提出。
- (7) Enquiries may be put to the Board by contacting either the Company Secretary through our general line at (852) 2882 3632, e-mail at info@tysan.com, directly by questions at an annual general meeting or SGM or by post to the registered office of the Company or head office and the principal place of business of the Company.

(O) 投資者關係

本公司章程文件已刊登在本公司網站及聯交所網站。年內，本公司之章程文件並無變動更改。

(O) INVESTOR RELATIONS

A copy of the constitutional documents of the Company has been published at the Company's website and the Stock Exchange's website. During the year, there was no change to the Company's constitutional documents.



董事局報告 REPORT OF THE DIRECTORS

本公司董事局(「董事局」)謹提呈截至二零一四年三月三十一日止年度之報告及本公司及本集團之經審核財務報表。

主要業務

本公司之主要業務為投資控股。其主要附屬公司之主要業務詳情，載於財務報表附註17。

本集團之主要業務性質於本年度內並無重大變動。

業績及股息

本集團截至二零一四年三月三十一日止年度之溢利及本公司及本集團於該日之財務狀況載於財務報表第48至175頁。

董事建議向於二零一四年八月二十二日名列本公司股東名冊股東派付本年度末期股息，每股普通股10.0港仙。

財務資料概要

下表概述本集團截至二零一四年三月三十一日止五個年度之綜合業績、資產、負債及非控股股東權益，此乃節錄自己公佈經審核財務報表。該概要並不構成經審核財務報表之一部分。

The directors of the Company ("Director(s)") herein present their report and the audited financial statements of the Company and of the Group for the year ended 31 March 2014.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The principal activities of its principal subsidiaries are set out in note 17 to the financial statements.

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

RESULTS AND DIVIDENDS

The Group's profit for the year ended 31 March 2014 and the state of affairs of the Company and of the Group at that date are set out in the financial statements on pages 48 to 175.

The Directors recommend the payment of a final dividend of HK10.0 cents per ordinary share of the Company in respect of the year to shareholders on the register of members of the Company on 22 August 2014.

SUMMARY FINANCIAL INFORMATION

The following table summarises the consolidated results, assets, liabilities and non-controlling interests of the Group for the five years ended 31 March 2014, as extracted from the published audited financial statements. The summary does not form part of the audited financial statements.



董事局報告 REPORT OF THE DIRECTORS

財務資料概要(續)

SUMMARY FINANCIAL INFORMATION (Cont'd)

		二零一四年 2014 千港元 HK\$'000	二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000	二零一一年 2011 千港元 HK\$'000	二零零零年 2010 千港元 HK\$'000
本公司普通股股東應佔溢利	Profit attributable to ordinary equity holders of the Company	<u>270,020</u>	<u>348,479</u>	<u>97,953</u>	<u>373,854</u>	<u>272,216</u>
總資產	Total assets	<u>5,276,784</u>	<u>5,073,547</u>	<u>4,130,523</u>	<u>4,131,563</u>	<u>4,835,854</u>
總負債	Total liabilities	<u>2,565,507</u>	<u>2,703,578</u>	<u>2,093,376</u>	<u>2,201,044</u>	<u>2,550,147</u>
本公司普通股股東應佔權益	Equity attributable to ordinary equity holders of the Company	<u>2,481,970</u>	<u>2,338,559</u>	<u>2,015,936</u>	<u>1,900,322</u>	<u>1,474,833</u>
非控股股東權益	Non-controlling interests	<u>229,307</u>	<u>31,410</u>	<u>21,211</u>	<u>30,197</u>	<u>810,874</u>
		<u>5,276,784</u>	<u>5,073,547</u>	<u>4,130,523</u>	<u>4,131,563</u>	<u>4,835,854</u>

物業、機器及設備

PROPERTY, PLANT AND EQUIPMENT

本集團之物業、機器及設備於本年度內之變動詳情載於財務報表附註14。

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

投資物業

INVESTMENT PROPERTIES

本集團之投資物業於本年度內之變動詳情載於財務報表附註15。本集團之投資物業於報告期末之進一步詳情載於年報第177頁。

Details of movements in the Group's investment properties during the year are set out in note 15 to the financial statements. Further particulars of the Group's investment properties at the end of the reporting period are set out on page 177 of the annual report.

發展中物業

PROPERTIES UNDER DEVELOPMENT

本集團之發展中物業詳情載於財務報表附註16及年報第177頁。

Details of the Group's properties under development are set out in note 16 to the financial statements and on page 177 of the annual report.



董事局報告 REPORT OF THE DIRECTORS

持有供銷售之物業

本集團持有供銷售之物業詳情載於財務報表附註22及年報第176頁。

股本及購股權

於本年度內，本公司股本及購股權之變動詳情分別載於財務報表附註33及34。

優先購買權

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

購買、贖回或出售本公司之上市證券

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

儲備

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

可分派儲備

於報告期末，本公司按照一九八一年百慕達公司法計算可作分派之儲備達222,231,000港元，當中87,467,000港元擬作為本年度末期股息。此外，本公司之股份溢價賬563,861,000港元可按繳足紅股形式分派。

PROPERTIES HELD FOR SALE

Details of the Group's properties held for sale are set out in note 22 to the financial statements and on page 176 of the annual report.

SHARE CAPITAL AND SHARE OPTIONS

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

PRE-EMPTIVE RIGHTS

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

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

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

RESERVES

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

DISTRIBUTABLE RESERVES

At the end of the reporting period, the Company's reserves available for distribution, calculated in accordance with the Bermuda Companies Act 1981, amounted to HK\$222,231,000, of which HK\$87,467,000 has been proposed as a final dividend for the year. In addition, the Company's share premium account, in the amount of HK\$563,861,000, may be distributed in the form of fully paid bonus shares.



董事局報告 REPORT OF THE DIRECTORS

主要客戶及供應商

於回顧年度，本集團五大客戶之銷售額佔本年度銷售總額之37%，其中最大客戶之銷售額達10%。本集團五大供應商之採購額佔本年度總採購額之32%。

董事或任何彼等聯繫人或任何股東(就董事所知，其擁有本公司已發行股本5%以上)概無於本集團五大客戶中擁有任何實益權益。

董事

於截至二零一四年三月三十一日止年度及直至本報告日期，董事如下：

執行董事：

張舜堯先生(辭任於二零一四年四月一日生效)
馮潮澤先生
錢永勛先生(辭任於二零一四年一月十三日生效)
郭敏慧小姐
趙展鴻先生
黃琦先生(辭任於二零一三年五月一日生效)
劉健輝先生
張任華先生(辭任於二零一四年四月一日生效)

非執行董事：

委任於二零一四年四月一日生效

王天兵先生
Stuart Morrison Grant先生
楊涵翔先生
韋增鵬先生
羅耀發先生

獨立非執行董事：

范佐浩先生
謝文彬先生
龍子明先生
李傑之先生

郭敏慧小姐已提交辭呈，辭任本公司執行董事並於二零一四年七月一日生效。

MAJOR CUSTOMERS AND SUPPLIERS

In the year under review, sales to the Group's five largest customers accounted for 37% of the total sales for the year and sales to the largest customer included therein amounted to 10%. Purchases from the Group's five largest suppliers accounted for 32% of the total purchases for the year.

None of the Directors or any of their associates or any shareholders (which, to the best knowledge of the Directors, own more than 5% of the Company's issued share capital) had any beneficial interest in the Group's five largest customers.

DIRECTORS

The Directors for the year ended 31 March 2014 and up to the date of this report were:

Executive directors:

Mr. Francis Cheung (resigned with effect from 1 April 2014)
Mr. Fung Chiu Chak, Victor
Mr. David Chien (resigned with effect from 13 January 2014)
Miss Jennifer Kwok
Mr. Chiu Chin Hung
Mr. Wong Kay (resigned with effect from 1 May 2013)
Mr. Lau Kin Fai
Mr. Harvey Jackel Cheung (resigned with effect from 1 April 2014)

Non-executive directors:

Their appointment became effective on 1 April 2014

Mr. Wang Tianbing
Mr. Stuart Morrison Grant
Mr. Yang Han Hsiang
Mr. Justin Wai
Mr. Law Yiu Fat Richard

Independent non-executive directors:

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

Miss Jennifer Kwok has tendered her resignation as an executive director of the Company with effect from 1 July 2014.



董事局報告 REPORT OF THE DIRECTORS

董事(續)

根據本公司之章程細則規定，王天兵先生、Stuart Morrison Grant先生、楊涵翔先生、韋增鵬先生、羅耀發先生、劉健輝先生及謝文彬先生將會退任，並將於即將召開之股東週年大會上膺選連任。

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

董事及高層管理人員之簡歷

本集團董事及高層管理人員之簡歷載於年報第10至第14頁。

董事之服務合約

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

董事於合約之權益

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

DIRECTORS (Cont'd)

In accordance with the Company's Bye-laws, Mr. Wang Tianbing, Mr. Stuart Morrison Grant, Mr. Yang Han Hsiang, Mr. Justin Wai, Mr. Law Yiu Fat Richard, Mr. Lau Kin Fai and Mr. Tse Man Bun will retire and being eligible, will offer themselves for re-election at the forthcoming annual general meeting.

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

DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the Directors and the senior management of the Group are set out on pages 10 to 14 of the annual report.

DIRECTORS' SERVICE CONTRACTS

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

DIRECTORS' INTERESTS IN CONTRACTS

No director had a material interest, either directly or indirectly, in any contract of significance to the business of the Company and its subsidiaries to which the Company or any of its subsidiaries was a party during the year.



董事局報告 REPORT OF THE DIRECTORS

董事及主要行政人員於股份及相關股份之權益及好倉

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

(i) 於股份之好倉：

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

At the end of the reporting period, the interests and long positions of the Directors and chief executive of the Company in the share capital and underlying shares of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code"), were as follows:

(i) Long positions in Shares:

董事姓名	Name of director	持有股數及權益性質			總計	佔本公司
		個人	公司	其他		已發行股本
		Personal	Corporate	Other	Total	百分比
		Number of Shares held and nature of interest				Percentage of
						the Company's
						issued share
						capital
張任華先生 ⁽¹⁾	Mr. Harvey Jackel Cheung ⁽¹⁾	878,000	—	—	878,000	0.10

附註：

Note:

- 張任華先生辭任執行董事，自二零一四年四月一日起生效。

- Mr. Harvey Jackel Cheung resigned as an Executive Director with effect from 1 April 2014.



董事局報告 REPORT OF THE DIRECTORS

董事及主要行政人員於股份及相關股份之權益及好倉(續)

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

(ii) 於本公司相聯法團股份之好倉：

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

董事姓名 Name of director	相聯法團名稱 Name of associated corporations	持有普通股股數及權益性質 Number of ordinary shares held and nature of interest		總計 Total	佔相聯法團 已發行股本 百分比 Percentage of the associated corporation's issued share capital
		個人 Personal	公司 Corporate		
馮潮澤先生 Mr. Fung Chiu Chak, Victor	泰昇工程服務有限公司 Tysan Engineering Company Limited	800	—	800	8
	泰昇地基(香港)有限公司 Tysan Foundation (Hong Kong) Limited	—	40 ⁽¹⁾	40	40

附註：

Note:

1. 該等泰昇地基(香港)有限公司的股份由馮潮澤先生全資擁有之公司祥澤有限公司持有。

1. These shares of Tysan Foundation (Hong Kong) Limited were held by Fortunate Pool Limited, a company which was wholly owned by Mr. Fung Chiu Chak, Victor.

除上文所述者外，於二零一四年三月三十一日，一名董事就符合公司股東人數之最低規定為本公司持有若干附屬公司之非實益個人股權權益。

In addition to the above, as at 31 March 2014, a Director has non-beneficial personal equity interests in certain subsidiaries held for the benefit of the Company solely for the purpose of complying with the minimum company membership requirements.

除上文所披露者外，於二零一四年三月三十一日，本公司各董事或主要行政人員概無於本公司或其任何相聯法團之股份、相關股份或債券中擁有根據證券及期貨條例第352條須記錄，或根據標準守則須知會本公司及聯交所之權益或淡倉。

Save as disclosed above, as at 31 March 2014, none of the Directors or chief executive of the Company had registered an interest or short position in the Shares, underlying shares or debentures of the Company or any of its associated corporations that was required to be recorded pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

董事及主要行政人員購買股份或債券之權利

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

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

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



購股權計劃

本公司設立購股權計劃，向為本集團成功營運作出貢獻之合資格參與者提供獎勵及回報。於二零一二年八月八日，本公司採納一項新購股權計劃（「二零一二年計劃」），而於二零零二年八月二十八日採納之計劃（「二零零二年計劃」）於同日終止。有關二零零二年計劃及二零一二年計劃之進一步詳情載於財務報表附註 34。

下表披露年內尚未行使之購股權（根據二零零二年計劃授出）之變動：

SHARE OPTION SCHEMES

The Company operates share option schemes for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. On 8 August 2012, the Company adopted a new share option scheme (the "2012 Scheme") and the scheme adopted on 28 August 2002 (the "2002 Scheme") was terminated on the same day. Further details of the 2002 Scheme and the 2012 Scheme are disclosed in note 34 to the financial statements.

The following table discloses movements of share options (granted under the 2002 Scheme) outstanding during the year:

參與者 姓名或類別 Name or category of participant	購股權數目 Number of share options						購股權之 授出日 Date of grant of share options	購股權之 行使期限 Exercise period of share options	購股權之 行使價格** Exercise price of share options** 每股港元 HK\$ per share
	於 二零一三年 四月一日 At 1 April 2013	年內授出 Granted during the year	年內行使 Exercised during the year	年內到期 Expired during the year	年內失效 Lapsed during the year	於 二零一四年 三月 三十一日 At 31 March 2014			
董事 Director									
劉健輝先生 Mr. Lau Kin Fai	2,000,000	—	(2,000,000)	—	—	—	二零一零年 九月十七日* 17-9-2010*	二零一零年 九月十七日至 二零一三年 九月十六日* 17-9-2010 to 16-9-2013*	1.46
	2,000,000	—	(2,000,000)	—	—	—			



董事局報告 REPORT OF THE DIRECTORS

購股權計劃(續)

年內尚未行使之購股權之變動表之附註：

- * 自授出日期起至二零一一年九月十六日(包括當日)期間承授人可行使不超過33.33%之購股權。此後，自二零一一年九月十七日起至二零一二年九月十六日(包括當日)期間承授人可行使購股權之百分比增加至66.67%及自二零一二年九月十七日起至二零一三年九月十六日(包括當日)期間承授人可行使購股權之百分比增加至100%。
- ** 購股權之行使價格須就供股或紅股發行或本公司股本中其他類似變動而作出調整。

於二零一零年九月十七日授出之購股權獲有關承授人於二零一零年九月二十二日接納。

雖然採納二零一二年計劃及終止二零零二年計劃，根據二零零二年計劃授出之購股權於期內仍未行使及根據二零零二年計劃規則仍可行使。於二零一三年九月九日，劉健輝先生以行使價每股股份1.46港元行使根據二零零二年計劃獲授之購股權認購2,000,000股本公司股份(「股份」)。於二零一四年三月三十一日，二零零二年計劃下概無尚未行使之購股權。

自二零一二年計劃之採納日期二零一二年八月八日起至二零一四年三月三十一日，並無購股權獲授出、行使、到期或失效，以及二零一二年計劃項下亦無任何未行使購股權。

於截至二零一四年三月三十一日止年度，概無授予任何董事或其各自之配偶或未成年子女、或主要行政人員透過購買本公司股份或債券而獲得利益之權利，而彼等亦無行使任何該等權利，本公司或其任何附屬公司概無訂立任何安排，致使本公司董事可取得任何其他法人團體之該等權利。

SHARE OPTION SCHEMES (Cont'd)

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

- * 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 options offered on 17 September 2010 were accepted by the offeree concerned on 22 September 2010.

Notwithstanding the adoption of the 2012 Scheme and termination of the 2002 Scheme, the share options granted under the 2002 Scheme remained outstanding during the period, and remained exercisable pursuant to the rules of the 2002 Scheme. On 9 September 2013, Mr. Lau Kin Fai exercised options carrying the right to subscribe for 2,000,000 shares of the Company ("Shares"), granted to him under the 2002 Scheme, at an exercise price of HK\$1.46 per Share. As at 31 March 2014, there was no outstanding share option under the 2002 Scheme.

From 8 August 2012, the date of adoption of the 2012 Scheme, to 31 March 2014, no share option was granted, exercised, expired or lapsed and there was no outstanding share option under the 2012 Scheme.

During the year ended 31 March 2014, no rights to acquire benefits by means of the acquisition of Shares in or debentures of the Company were granted to any Director or their respective spouse or minor children, or chief executives or were any such rights exercised by them, or was the Company or any of its subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.



董事局報告 REPORT OF THE DIRECTORS

主要股東於股份及相關股份之權益

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

於股份之好倉：

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES AND UNDERLYING SHARES

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

Long positions in Shares:

名稱	Name	持有股數 Number of Shares held	佔本公司已 發行股本 百分比 Percentage of the Company's issued share capital
Blackstone Group Management L.L.C. ⁽¹⁾	Blackstone Group Management L.L.C. ⁽¹⁾	754,067,547	86.21
Blackstone Holdings IV GP L.P. ⁽¹⁾	Blackstone Holdings IV GP L.P. ⁽¹⁾	754,067,547	86.21
Blackstone Holdings IV GP Management (Delaware) L.P. ⁽¹⁾	Blackstone Holdings IV GP Management (Delaware) L.P. ⁽¹⁾	754,067,547	86.21
Blackstone Holdings IV GP Management L.L.C. ⁽¹⁾	Blackstone Holdings IV GP Management L.L.C. ⁽¹⁾	754,067,547	86.21
Blackstone Holdings IV L.P. ⁽¹⁾	Blackstone Holdings IV L.P. ⁽¹⁾	754,067,547	86.21
Blackstone Real Estate Associates Asia-NQ L.P. ⁽¹⁾	Blackstone Real Estate Associates Asia-NQ L.P. ⁽¹⁾	754,067,547	86.21
Blackstone Real Estate Partners Asia Holding (NQ) L.P. ⁽¹⁾	Blackstone Real Estate Partners Asia Holding (NQ) L.P. ⁽¹⁾	754,067,547	86.21
BREP Asia Holdings (NQ) Pte. Ltd. ⁽¹⁾	BREP Asia Holdings (NQ) Pte. Ltd. ⁽¹⁾	754,067,547	86.21
BREP Asia-NQ L.L.C. ⁽¹⁾	BREP Asia-NQ L.L.C. ⁽¹⁾	754,067,547	86.21
Schwarzman Stephen A. ⁽¹⁾	Schwarzman Stephen A. ⁽¹⁾	754,067,547	86.21
The Blackstone Group L.P. ⁽¹⁾	The Blackstone Group L.P. ⁽¹⁾	754,067,547	86.21
Tides Holdings I Ltd. ⁽¹⁾	Tides Holdings I Ltd. ⁽¹⁾	754,067,547	86.21
Tides Holdings II Ltd. ⁽²⁾	Tides Holdings II Ltd. ⁽²⁾	754,067,547	86.21

附註：

Notes:

(1) 該等各方透過彼等於Tides Holdings II Ltd.之控制權被視為於754,067,547股股份中擁有權益。

(1) These parties were deemed to have interests in the 754,067,547 Shares by virtue of their control over Tides Holdings II Ltd.

(2) 於二零一四年四月二十二日(Tides Holdings II Ltd. (「要約人」)所作全面要約之截止日)，要約人於757,323,947股股份(相當於本公司已發行股本約86.58%)中擁有權益。

(2) As at 22 April 2014, the close of the general offer made by Tides Holdings II Ltd. (the "Offeror"), the Offeror was interested in 757,323,947 Shares, representing approximately 86.58% of the Company's issued capital.



董事局報告 REPORT OF THE DIRECTORS

主要股東於股份及相關股份之權益(續)

除前述者外，於二零一四年三月三十一日，概無人士(上文「董事及主要行政人員於股份及相關股份之權益及好倉」一節所述權益之本公司董事及主要行政人員除外)已登記擁有本公司股份或相關股份中須根據證券及期貨條例第336條予以記錄之權益或淡倉。

根據上市規則第13.21條之披露

根據聯交所證券上市規則(「上市規則」)第13.21條之披露規定，以下披露乃就本公司一項貸款協議而提供，有關協議載有本公司控股股東履行責任之契諾。根據本公司及本公司一間全資附屬公司與由銀行及金融機構組成之銀團於二零一二年八月八日就一筆為數不超過500,000,000港元之五年期貸款融資訂立之融資協議(經日期為二零一四年三月十七日之函件協議補充，統稱「融資協議」)，倘本公司最終控股股東The Blackstone Group L.P.不再擁有(直接或間接)至少60%之本公司實益股權及投票權，則會發生違約事件。

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES AND UNDERLYING SHARES (Cont'd)

Apart from the foregoing, as at 31 March 2014, 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 Rules Governing the Listing of Securities ("Listing Rules") on the Stock Exchange, the following disclosures are included in respect of one of the Company's loan agreement, which contain 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 8 August 2012 (as supplemented by a letter agreement dated 17 March 2014, collectively the "Facility Agreement") for a five-year term loan facility of up to HK\$500,000,000, an event of default arises if The Blackstone Group L.P., the ultimate controlling shareholder of the Company, ceases to hold (directly or indirectly) at least 60% of the beneficial shareholding interest and voting rights of the Company.



足夠公眾持股量

於二零一三年十二月二十三日，Tides Holdings II Ltd. (「要約人」) 公佈自願有條件股份要約(「股份要約」) 條款收購本公司全部已發行股份。於二零一四年四月二十二日，要約人於757,323,947股股份(相當於本公司已發行股本之86.58%)中擁有權益。於二零一四年四月二十二日，117,341,956股股份(相當於本公司已發行股本約13.42%)由公眾人士持有。因此，未能符合上市規則第8.08(1)(a)條之25%最低公眾持股量規定。本公司向聯交所申請自二零一四年四月二十二日至二零一四年七月二十二日期間(包括首尾兩日)暫時豁免嚴格遵守上市規則第8.08(1)(a)條之規定。如要約人與本公司發佈之日期為二零一四年四月二日之聯合公告所披露，要約人可能採取必要行動來恢復本公司之公眾持股量，以符合上市規則之適用規定。就此，要約人擬透過一名配售代理減配其於股份要約收購之股份予獨立第三方或直接向選定之獨立第三方出售其於股份要約收購之股份。

根據上市規則第8.08(1)(b)條附註1，由於於股份要約截止後公眾持股量百分比降至15%以下，故應本公司要求，股份買賣已於二零一四年四月二十三日上午九時正暫停。本公司將盡快就恢復公眾持股量及恢復股份買賣作出公告。

核數師

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

承董事局命

王天兵
主席

香港
二零一四年六月三十日

SUFFICIENCY OF PUBLIC FLOAT

On 23 December 2013, Tides Holdings II Ltd. (the "Offeror") announced the terms of a voluntary conditional share offer ("Share Offer") to acquire all the issued Shares in the Company. On 22 April 2014, the Offeror was interested in 757,323,947 Shares, representing 86.58% of the issued capital of the Company. 117,341,956 Shares, representing approximately 13.42% of the issued share capital of the Company as at 22 April 2014, were held by the public. Accordingly, the minimum public float requirement of 25% under Rule 8.08(1) (a) of the Listing Rules was not satisfied. The Company applied to the Stock Exchange for a temporary waiver from strict compliance with Rule 8.08(1) (a) of the Listing Rules for the period from 22 April 2014 to 22 July 2014 (both dates inclusive). As disclosed in the joint announcement dated 2 April 2014 issued by the Offeror and the Company, the Offeror may take such steps as are necessary to restore the public float of the Company so as to comply with the applicable requirements of the Listing Rules. In this connection, the Offeror intends to place down the Shares it acquired from the Share Offer to independent third parties through a placing agent or sell the Shares it acquired from the Share Offer directly to selected independent third parties.

Pursuant to Note 1 to Rule 8.08(1) (b) of the Listing Rules, trading in the Shares has been suspended from 9:00 a.m. on 23 April 2014 at the request of the Company since the percentage of public float fell below 15% following the close of the Share Offer. Announcement(s) will be made by the Company regarding restoration of public float and resumption of trading in the Shares as soon as possible.

AUDITORS

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

BY ORDER OF THE BOARD

WANG TIANBING
Chairman

Hong Kong
30 June 2014



致泰昇集團控股有限公司股東
(於百慕達註冊成立之有限公司)

本核數師(「我們」)已審計列載於第48頁至175頁泰昇集團控股有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表。此綜合財務報表包括二零一四年三月三十一日的綜合及公司財務狀況表與截至該日止年度的綜合損益表、綜合全面收益表、綜合權益變動表和綜合現金流量表，以及主要會計政策概要及其他附註解釋資料。

董事就綜合財務報表須承擔的責任

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

核數師的責任

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

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

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

We have audited the consolidated financial statements of Tysan Holdings Limited (the "Company") and its subsidiaries (together, the "Group") set out on pages 48 to 175, which comprise the consolidated and company statements of financial position as at 31 March 2014, and the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

AUDITORS' RESPONSIBILITY

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

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



獨立核數師報告 INDEPENDENT AUDITORS' REPORT

核數師的責任(續)

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

我們相信，我們所獲得的審計憑證能充足和適當地為我們的審計意見提供基礎。

意見

我們認為，該等綜合財務報表已根據《香港財務報告準則》真實而公平地反映 貴公司及 貴集團於二零一四年三月三十一日的財務狀況及 貴集團截至該日止年度的利潤及現金流量，並已按照香港《公司條例》的披露規定妥為編製。

安永會計師事務所
執業會計師
香港
中環
添美道1號
中信大廈22樓

二零一四年六月三十日

AUDITORS' RESPONSIBILITY (Cont'd)

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

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

OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 March 2014, and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

Ernst & Young
Certified Public Accountants
22/F, CITIC Tower
1 Tim Mei Avenue
Central
Hong Kong

30 June 2014



綜合損益表 CONSOLIDATED STATEMENT OF PROFIT OR LOSS

Year ended 31 March 2014 截至二零一四年三月三十一日止年度

		附註 Notes	二零一四年 2014 千港元 HK\$'000	二零一三年 2013 千港元 HK\$'000
收益	REVENUE	5	3,504,393	3,767,279
銷售成本	Cost of sales		(2,859,975)	(3,326,250)
毛利	Gross profit		644,418	441,029
其他收入及盈利	Other income and gains	5	33,161	215,844
銷售支出	Selling expenses		(51,926)	(27,023)
行政支出	Administrative expenses		(89,338)	(61,092)
投資物業公平值之變動	Changes in fair value of investment properties	15	37,494	30,702
其他支出，淨額	Other expenses, net		(23,009)	(32,296)
融資成本	Finance costs	6	(23,108)	(16,331)
聯營公司應佔溢利	Share of profits of associates		3,301	6,402
出售聯營公司權益之虧損	Loss on disposal of interests in associates	18(e)	(11,335)	—
除稅前溢利	PROFIT BEFORE TAX	7	519,658	557,235
所得稅開支	Income tax expense	10	(240,694)	(195,131)
本年度溢利	PROFIT FOR THE YEAR		278,964	362,104
下列各項應佔：	Attributable to:			
本公司普通股股東	Ordinary equity holders of the Company	11	270,020	348,479
非控股股東權益	Non-controlling interests		8,944	13,625
			278,964	362,104
本公司普通股股東 應佔每股盈利	EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY	13		
基本	Basic		HK30.90 cents 港仙	HK39.93 cents 港仙
攤薄	Diluted		HK30.90 cents 港仙	HK39.93 cents 港仙

股息詳情於財務報表附註12披露。

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



綜合全面收益表 CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

Year ended 31 March 2014 截至二零一四年三月三十一日止年度

		二零一四年 2014 千港元 HK\$'000	二零一三年 2013 千港元 HK\$'000
本年度溢利	PROFIT FOR THE YEAR	278,964	362,104
其他全面收益／(開支)	OTHER COMPREHENSIVE INCOME/(EXPENSES)		
於後續期間重新分類至損益之 其他全面收益：	Other comprehensive income to be reclassified to profit or loss in subsequent periods:		
換算海外營運產生之匯兌差額	Exchange difference on translation of foreign operations	(3,102)	27,778
於出售聯營公司時解除匯兌差額	Release of exchange difference upon disposal of an associate	(936)	—
年內其他全面收益／(開支)，扣除稅項	OTHER COMPREHENSIVE INCOME/(EXPENSES) FOR THE YEAR, NET OF TAX	(4,038)	27,778
年內全面收益總額	TOTAL COMPREHENSIVE INCOME FOR THE YEAR	274,926	389,882
下列各項應佔：	Attributable to:		
本公司普通股股東	Ordinary equity holders of the Company	265,200	375,689
非控股股東權益	Non-controlling interests	9,726	14,193
		274,926	389,882



綜合財務狀況表 CONSOLIDATED STATEMENT OF FINANCIAL POSITION

31 March 2014 二零一四年三月三十一日

	附註 Notes	二零一四年 2014 千港元 HK\$'000	二零一三年 2013 千港元 HK\$'000
非流動資產			
物業、機器及設備	14	395,006	434,372
投資物業	15	532,976	487,878
發展中物業	16	789,290	843,946
預付款項、訂金及其他應收款項	25	7,859	3,909
聯營公司權益	18	—	47,860
其他資產		1,350	1,230
可供出售投資	19	1,250	—
遞延稅項資產	32	34,572	85,501
總非流動資產		1,762,303	1,904,696
流動資產			
發展中物業	16	382,669	187,880
按公平值計入損益之投資	20	—	272,373
存貨	21	13,609	15,164
持有供銷售之物業	22	604,640	720,600
客戶有關合約工程之欠款	23	107,127	99,643
應收貿易賬款	24	777,797	735,062
預付款項、訂金及其他 應收款項	25	74,742	50,232
預繳稅項		2,749	9,238
定期存款	27	1,106,219	529,582
受限制現金	27	3,241	60,207
現金及銀行結存	27	441,688	488,870
總流動資產		3,514,481	3,168,851
流動負債			
應付貿易賬款及應計款項	28	634,075	638,467
其他應付款項、已收訂金 及預收款項	29	37,753	25,608
衍生金融工具	26	4,113	—
欠客戶有關合約工程之款項	23	739,788	528,161
已收訂金	30	200,567	140,897
附息銀行借貸	31	252,112	109,786
應付稅項		107,846	289,164
總流動負債		1,976,254	1,732,083
流動資產淨值		1,538,227	1,436,768
總資產減流動負債		3,300,530	3,341,464



綜合財務狀況表 CONSOLIDATED STATEMENT OF FINANCIAL POSITION

31 March 2014 二零一四年三月三十一日

	附註 Notes	二零一四年 2014 千港元 HK\$'000	二零一三年 2013 千港元 HK\$'000
總資產減流動負債		3,300,530	3,341,464
非流動負債			
附息銀行借貸	31	333,954	726,042
衍生金融工具	26	—	8,205
來自一間聯營公司之貸款	18(b)	—	24,560
遞延稅項負債	32	255,299	212,688
總非流動負債		589,253	971,495
資產淨值		2,711,277	2,369,969
權益			
本公司普通股股東 應佔權益			
已發行股本	33	87,466	87,266
儲備	35(a)	2,394,504	2,251,293
		2,481,970	2,338,559
非控股股東權益		229,307	31,410
總權益		2,711,277	2,369,969

馮潮澤
FUNG CHIU CHAK, VICTOR
董事
Director

郭敏慧
JENNIFER KWOK
董事
Director



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

Year ended 31 March 2014 截至二零一四年三月三十一日止年度

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

附註 Notes	已發行 股本 Issued capital 千港元 HK\$'000	股份 溢價賬 Share premium account 千港元 HK\$'000	購股權 儲備 Share option reserve 千港元 HK\$'000	法定儲備 Statutory reserves 千港元 HK\$'000 (附註35(a)) (note 35(a))	匯兌 浮動儲備 Exchange fluctuation reserve 千港元 HK\$'000	保留溢利 Retained profits 千港元 HK\$'000	總計 Total 千港元 HK\$'000	非控股 股東權益	總權益
								Non- controlling interests 千港元 HK\$'000	Total equity 千港元 HK\$'000
於二零一二年四月一日	87,266	560,322	712	5,050	217,573	1,145,013	2,015,936	21,211	2,037,147
年內溢利	-	-	-	-	-	348,479	348,479	13,625	362,104
年內其他全面收益： 換算海外營運產生 之匯兌差額	-	-	-	-	27,210	-	27,210	568	27,778
年內全面收益總額	-	-	-	-	27,210	348,479	375,689	14,193	389,882
出售一間附屬公司之部分權益	41(a)	-	-	-	-	(813)	(813)	881	68
支付非控股股東權益股息	-	-	-	-	-	-	-	(4,875)	(4,875)
以股權支付之購股權安排	-	-	107	-	-	-	107	-	107
二零一二年已宣派及派付之末期股息	12	-	-	-	-	(34,907)	(34,907)	-	(34,907)
二零一三年派付之中期股息	12	-	-	-	-	(17,453)	(17,453)	-	(17,453)
於二零一三年三月三十一日	87,266	560,322*	819*	5,050*	244,783*	1,440,319*	2,338,559	31,410	2,369,969

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

Year ended 31 March 2014 截至二零一四年三月三十一日止年度

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

附註 Notes	已發行 股本 Issued capital 千港元 HK\$'000	股份 溢價賬 Share premium account 千港元 HK\$'000	購股權 儲備 Share option reserve 千港元 HK\$'000	法定儲備 Statutory reserves 千港元 HK\$'000	匯兌 浮動儲備 Exchange fluctuation reserve 千港元 HK\$'000	保留溢利 Retained profits 千港元 HK\$'000	非控股 股東權益		總權益 Total equity 千港元 HK\$'000	
							總計 Total 千港元 HK\$'000	Non- controlling interests 千港元 HK\$'000		
於二零一三年四月一日	At 1 April 2013	87,266	560,322	819	5,050	244,783	1,440,319	2,338,559	31,410	2,369,969
年內溢利	Profit for the year	-	-	-	-	-	270,020	270,020	8,944	278,964
年內其他全面收益/(開支)：	Other comprehensive income/(expenses) for the year:									
換算海外營運產生 之匯兌差額	Exchange difference on translation of foreign operations	-	-	-	-	(3,884)	-	(3,884)	782	(3,102)
於出售聯營公司時解除匯兌差額	Release of exchange difference upon disposal of an associate	-	-	-	-	(936)	-	(936)	-	(936)
年內全面收益/(開支)總額	Total comprehensive income/(expenses) for the year	-	-	-	-	(4,820)	270,020	265,200	9,726	274,926
出售一間附屬公司部分權益	Partial disposal of interest in a subsidiary	41(b)	-	-	-	-	(48,087)	(48,087)	173,087	125,000
一間附屬公司非控股股東權益墊付 之貸款	Loan advanced from a non-controlling interest of a subsidiary	17, 41(b)	-	-	-	-	-	-	32,000	32,000
收購一間附屬公司之額外權益	Acquisition of additional interest in a subsidiary	40	-	-	-	-	(32,989)	(32,989)	(16,916)	(49,905)
行使購股權	Exercise of share options	33, 34	200	3,539	(819)	-	-	2,920	-	2,920
二零一三年已宣派及派付之末期股息	2013 final dividend declared and paid	12	-	-	-	-	-	(43,633)	-	(43,633)
於二零一四年三月三十一日	At 31 March 2014	87,466	563,861*	-*	5,050*	239,963*	1,585,630*	2,481,970	229,307	2,711,277

* 該等儲備賬目包括於綜合財務狀況表之綜合儲備2,394,504,000港元(二零一三年：2,251,293,000港元)。

* These reserve accounts comprise the consolidated reserves of HK\$2,394,504,000 (2013: HK\$2,251,293,000) in the consolidated statement of financial position.



綜合現金流量表 CONSOLIDATED STATEMENT OF CASH FLOWS

Year ended 31 March 2014 截至二零一四年三月三十一日止年度

	附註 Notes	二零一四年 2014 千港元 HK\$'000	二零一三年 2013 千港元 HK\$'000
來自經營業務之現金流量			
除稅前溢利		519,658	557,235
已就下列各項作出調整：	Adjustments for:		
融資成本	Finance costs	6 23,108	16,331
聯營公司應佔溢利	Share of profits of associates	(3,301)	(6,402)
出售聯營公司權益之虧損	Loss on disposal of interests in associates	11,335	—
利息收入	Interest income	5 (23,865)	(12,037)
上市投資之股息收入	Dividend income from listed investments	5 (156)	(158)
出售及撇銷物業、機器及設備 項目之虧損	Loss on disposal and write-off of items of property, plant and equipment	7 17,332	16,005
出售投資物業之盈利	Gain on disposal of investment properties	5 —	(478)
出售分類為待出售之非流動 資產之盈利	Gain on disposal of non-current asset classified as held for sale	5 —	(191,872)
以股權支付之購股權開支 折舊	Equity-settled share option expense Depreciation	7 — 7 75,858	107 81,411
按公平值計入損益之投資之 公平值虧損／(盈利)，淨額	Fair value losses/(gains) on investments at fair value through profit or loss, net	7 427	(532)
衍生金融工具之公平值虧損	Fair value losses on derivative financial instruments	7 128	1,350
投資物業公平值之變動	Changes in fair value of investment properties	7 (37,494)	(30,702)
其他資產減值／(撥回減值)	Impairment/(write-back of impairment) of other assets	7 20	(110)
應收貿易賬款減值	Impairment of trade receivables	7 194	5,842
撇減存貨至可變現淨值	Write-down of inventories to net realisable value	7 —	458
其他應收款減值	Impairment of other receivables	7 1,217	2,000
一間聯營公司之欠款之減值	Impairment of an amount due from an associate	7 10	12
		584,471	438,460
發展中物業及持有供銷售 之物業增加，淨額	Increase in properties under development and properties held for sale, net	(24,178)	(23,998)
存貨減少	Decrease in inventories	1,555	5,766
客戶有關合約工程 之欠款減少／(增加)	Decrease/(increase) in amounts due from customers for contract works	(7,484)	47,773
應收貿易賬款增加	Increase in trade receivables	(43,062)	(310,944)
預付款項、訂金及其他應收款項 減少／(增加)	Decrease/(increase) in prepayments, deposits and other receivables	(28,690)	10,344
應付貿易賬款及應計款項 增加／(減少)	Increase/(decrease) in trade payables and accruals	(3,318)	150,171
其他應付款項、已收訂金及 預收款項增加	Increase in other payables, deposits received and receipts in advance	18,145	5,114
欠客戶有關合約工程 之款項增加	Increase in amounts due to customers for contract works	211,627	344,062
已收訂金增加／(減少)	Increase/(decrease) in deposits received	59,670	(185,816)
來自經營業務之現金	Cash generated from operations	768,736	480,932

綜合現金流量表 CONSOLIDATED STATEMENT OF CASH FLOWS

Year ended 31 March 2014 截至二零一四年三月三十一日止年度

	附註 Notes	二零一四年 2014 千港元 HK\$'000	二零一三年 2013 千港元 HK\$'000
來自經營業務之現金		768,736	480,932
已繳中華人民共和國 (「中國」)稅項：			
香港		(11,860)	(30,798)
其他地區		(323,188)	(78,201)
已退回中國稅項：			
香港		11,570	—
其他地區		—	13,025
外幣匯率變動之影響淨額		4,640	(835)
來自經營業務之現金流量淨額		<u>449,898</u>	<u>384,123</u>
來自投資業務之現金流量			
已收利息		23,865	12,037
上市投資之股息收入		156	134
購入物業、機器及設備項目		(60,031)	(75,264)
收購物業、機器及設備項目 已付訂金	25	(4,905)	(3,909)
添置投資物業		(1,780)	—
添置其他資產		(140)	—
添置可供出售投資		(1,250)	—
就擬出售一間附屬公司部分 權益之已收/(已退回)訂金	29	(6,000)	6,000
按公平值計入損益之投資 減少/(增加)		271,946	(268,535)
出售物業、機器及設備項目 所得款項		10,173	1,351
出售分類為待出售之 非流動資產之所得款項， 扣除交易成本		—	281,166
出售投資物業所得款項		—	4,571
出售一間附屬公司部分權益	41	125,000	68
收購一間附屬公司之額外權益 所得款項，淨額	40	(66,000)	—
出售聯營公司權益所得款項	18(e)	13,400	—
聯營公司欠款/貸款減少/ (增加)		10,255	(382)
訂立時原定於三個月後 到期之無抵押定期存款增加		(137,485)	—
受限制現金減少		<u>56,966</u>	<u>19,414</u>
來自/(用於)投資業務之 現金流量淨額		<u>234,170</u>	<u>(23,349)</u>



綜合現金流量表 CONSOLIDATED STATEMENT OF CASH FLOWS

Year ended 31 March 2014 截至二零一四年三月三十一日止年度

	附註 Notes	二零一四年 2014 千港元 HK\$'000	二零一三年 2013 千港元 HK\$'000
來自融資業務之現金流量			
已付銀行借貸利息		(28,077)	(17,507)
新批銀行借貸		9,248	885,474
償還銀行借貸		(259,335)	(648,513)
發行新股份	33	2,920	—
支付非控股股東股息		—	(4,875)
自一位非控股股東墊付之貸款	41(b)	32,000	—
自一間聯營公司取得之貸款增加	18(b)	7,000	—
已付中期股息		—	(17,453)
已付末期股息		(43,633)	(34,907)
來自/(用於)融資業務 之現金流量淨額		(279,877)	162,219
現金及等同現金項目 增加淨額		404,191	522,993
於年初之現金及等同現金項目		1,018,452	484,064
外幣匯率變動之影響淨額		(12,221)	11,395
於年終之現金及等同現金項目		1,410,422	1,018,452
現金及等同現金項目結存分析			
現金及銀行結存	27	441,688	488,870
無抵押定期存款	27	1,106,219	529,582
於綜合財務狀況表所列之 現金及等同現金項目		1,547,907	1,018,452
減：訂立時原定於三個月後到期 之無抵押定期存款	27(c)	(137,485)	—
於綜合現金流量表所列之現金 及等同現金項目		1,410,422	1,018,452

財務狀況表 STATEMENT OF FINANCIAL POSITION

31 March 2014 二零一四年三月三十一日

		附註 Notes	二零一四年 2014 千港元 HK\$'000	二零一三年 2013 千港元 HK\$'000
非流動資產	NON-CURRENT ASSETS			
附屬公司權益	Interests in subsidiaries	17	1,011,203	1,053,556
流動資產	CURRENT ASSETS			
預付款項、訂金及其他應收款項	Prepayments, deposits and other receivables	25	3,500	3,039
銀行結存	Bank balances		5,504	257
總流動資產	Total current assets		9,004	3,296
流動負債	CURRENT LIABILITIES			
欠附屬公司之款項	Amounts due to subsidiaries	17	144,932	222,445
應付貿易賬款及應計款項	Trade payables and accruals	28	1,592	4,515
其他應付款項及已收訂金	Other payables and deposits received	29	125	6,109
總流動負債	Total current liabilities		146,649	233,069
流動負債淨值	NET CURRENT LIABILITIES		(137,645)	(229,773)
資產淨值	Net assets		873,558	823,783
權益	EQUITY			
已發行股本	Issued capital	33	87,466	87,266
儲備	Reserves	35(b)	786,092	736,517
總權益	Total equity		873,558	823,783

馮潮澤
FUNG CHIU CHAK, VICTOR
董事
Director

郭敏慧
JENNIFER KWOK
董事
Director



財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 March 2014 二零一四年三月三十一日

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, 2 Church Street, Hamilton HM 11, Bermuda。本公司之主要營業地點位於香港黃竹坑香葉道2號One Island South 20樓。

於本年度內，本集團經營下列主要業務：

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

本公司之母公司為Tides Holdings II Ltd.，Tides Holdings II Ltd.於英屬處女群島註冊成立。本公司之最終控股公司為The Blackstone Group L.P.，其股份於紐約證券交易所上市。

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(「公司條例」)之披露規定，並採用歷史成本法編製(投資物業、投資及衍生金融工具按公平值計算除外)。除另有註明外，本財務報表以港元為單位，而所有價值均湊整至最接近之千位數值。

1. CORPORATE INFORMATION

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

The registered office of the Company is located at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda. The principal place of business of the Company is located at 20th Floor, One Island South, No. 2 Heung Yip Road, Wong Chuk Hang, Hong Kong.

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

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

The holding company of the Company is Tides Holdings II Ltd., a company incorporated in the British Virgin Islands and ultimately controlled by The Blackstone Group L.P., which is listed on the New York Stock Exchange.

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 (the "Companies Ordinance"). They have been prepared under the historical cost convention, except for investment properties, financial assets at fair value through profit or loss and derivative financial instruments, which have been measured at fair value. These financial statements are presented in Hong Kong dollars ("HK\$") and all values are rounded to the nearest thousand except when otherwise indicated.



財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 March 2014 二零一四年三月三十一日

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」)截至二零一四年三月三十一日止年度之財務報表。附屬公司與本公司之財務報告的報告期間相同，並採用一致會計政策編製。附屬公司之業績由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。

本公司擁有人及非控股股東權益應佔損益及其他全面收益各組成部分，即使由此引致非控股股東權益結餘為負數。本集團成員公司之間交易所產生的集團內部資產及負債、權益、收入、開支及現金流均在綜合賬目時全數對銷。

倘事實及情況顯示下文附屬公司會計政策所述的三項控制因素之一項或多項出現變動，本集團會重新評估其是否控制被投資公司。附屬公司的所有權權益變動(沒有失去控制權)，按權益交易入賬。

倘本集團失去於附屬公司之控股權，則終止確認(i)附屬公司之資產(包括商譽)及負債，(ii)任何非控股股東權益之賬面值及(iii)於權益列賬之累計匯兌差額；並確認入賬(i)已收代價之公平值，(ii)任何保留之投資之公平值及(iii)計入損益之盈餘或虧絀。本集團過往於其他全面收益確認之所佔部分重分類至損益或保留溢利，視何者適用而定，倘本集團已直接出售相關資產及負債則須以同一基準確認。

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 2014. The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Profit or loss and each component of other comprehensive income are attributable to the owners of the Company and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described in the accounting policy for subsidiaries below. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

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



財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 March 2014 二零一四年三月三十一日

2.2 會計政策及披露之變動

本集團已於編製本年度財務報表時首次採納下列新訂及經修訂的香港財務報告準則。

香港財務報告準則第1號之修訂
香港財務報告準則第1號之修訂首次採納香港財務報告準則—政府貸款

香港財務報告準則第7號之修訂
香港財務報告準則第7號之修訂金融工具：披露—抵銷金融資產及金融負債

香港財務報告準則第10號
綜合財務報表

香港財務報告準則第11號
合營安排

香港財務報告準則第12號
披露於其他實體之權益

香港財務報告準則第10號、香港財務報告準則第11號及香港財務報告準則第12號之修訂
香港財務報告準則第10號、香港財務報告準則第11號及香港財務報告準則第12號之修訂—過渡指引

香港財務報告準則第13號
公平價值計量

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

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

HKFRS 1 Amendments Amendments to HKFRS 1 *First-time Adoption of Hong Kong Financial Reporting Standards – Government Loans*

HKFRS 7 Amendments Amendments to HKFRS 7 *Financial Instruments: Disclosures – Offsetting Financial Assets and Financial Liabilities*

HKFRS 10 *Consolidated Financial Statements*

HKFRS 11 *Joint Arrangements*

HKFRS 12 *Disclosure of Interests in Other Entities*

HKFRS 10, HKFRS 11 and HKFRS 12 Amendments Amendments to HKFRS 10, HKFRS 11 and HKFRS 12 – *Transition Guidance*

HKFRS 13 *Fair Value Measurement*

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 March 2014 二零一四年三月三十一日

2.2 會計政策及披露之變動(續)

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

香港會計準則 第1號之修訂	香港會計準則 第1號之修訂財務 報表之呈列—其他 全面收入項目之 呈列	HKAS 1 Amendments	Amendments to HKAS 1 <i>Presentation of Financial Statements – Presentation of Items of Other Comprehensive Income</i>
香港會計準則 第19號 (二零一一年)	僱員福利	HKAS 19 (2011)	<i>Employee Benefits</i>
香港會計準則 第27號 (二零一一年)	獨立財務報表	HKAS 27 (2011)	<i>Separate Financial Statements</i>
香港會計準則 第28號 (二零一一年)	於聯營公司及合營 企業之投資	HKAS 28 (2011)	<i>Investments in Associates and Joint Ventures</i>
香港會計準則 第36號之 修訂	香港會計準則 第36號之修訂 資產減值—非金融 資產可收回金額之 披露(提早採納)	HKAS 36 Amendments	Amendments to HKAS 36 <i>Impairment of Assets – Recoverable Amount Disclosures for Non-Financial Assets</i> (early adopted)
香港(國際財務 報告準則詮釋 委員會)— 詮釋第20號	露天礦場生產階段之 剝採成本	HK(IFRIC)-Int 20	<i>Stripping Costs in the Production Phase of a Surface Mine</i>
二零零九年 至二零一一年 週期之年度 改進	二零一二年六月頒佈 之多項香港財務 報告準則修訂	<i>Annual Improvements 2009-2011 Cycle</i>	Amendments to a number of HKFRSs issued in June 2012



財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 March 2014 二零一四年三月三十一日

2.2 會計政策及披露之變動(續)

除下文進一步闡釋的香港財務報告準則第10號、香港財務報告準則第12號及香港財務報告準則第13號之影響，以及對香港會計準則第1號之修訂之影響外，採納新訂及經修訂香港財務報告準則對該等財務報表並無重大影響。

採納這些新訂及經修訂的香港財務報告準則的主要影響如下：

- (a) 香港財務報告準則第10號取代香港會計準則第27號綜合及獨立財務報表指引綜合財務報表之入賬之部分，並就香港(常務詮釋委員會)－詮釋第12號綜合－特殊目的實體之事宜作出指引。其確立了用作釐定須綜合入賬實體之單一控制模式。為符合香港財務報告準則第10號關於控制之定義，投資者必須(a)可對投資對象行使權力，(b)因參與投資對象之業務而可以或有權分享其非固定回報，及(c)有能力行使對投資對象之權力而影響其投資回報金額。就香港財務報告準則第10號引入之變動，本集團管理層須作重要判斷以釐定受控制之實體。應用香港財務報告準則第10號並無改變本集團於二零一三年四月一日有關其參與投資對象業務之任何綜合入賬決定。
- (b) 香港財務報告準則第12號載列附屬公司、共用安排、聯營公司及結構性實體之披露規定，該等規定以往包括在香港會計準則第27號綜合及獨立財務報表、香港會計準則第31號於合營公司之權益及香港會計準則第28號於聯營公司之投資之內。該準則亦引入了該等實體之多項新披露規定。聯營公司及附屬公司之披露詳情分別載於財務報表附註17及18。

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

Other than as further explained below regarding the impact of HKFRS 10, HKFRS 12, HKFRS 13 and amendments to HKAS 1, the adoption of the new and revised HKFRSs has had no significant financial effect on these financial statements.

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

- (a) HKFRS 10 replaces the portion of HKAS 27 *Consolidated and Separate Financial Statements* that addresses the accounting for consolidated financial statements and addresses the issues in HK(SIC)-Int 12 *Consolidation – Special Purpose Entities*. It establishes a single control model used for determining which entities are consolidated. To meet the definition of control in HKFRS 10, an investor must have (a) power over an investee, (b) exposure, or rights, to variable returns from its involvement with the investee, and (c) the ability to use its power over the investee to affect the amount of the investor's returns. The changes introduced by HKFRS 10 require management of the Group to exercise significant judgement to determine which entities are controlled. The application of HKFRS 10 does not change any of the consolidation conclusions of the Group in respect of its involvement with investees as at 1 April 2013.
- (b) HKFRS 12 sets out the disclosure requirements for subsidiaries, joint arrangements, associates and structured entities previously included in HKAS 27 *Consolidated and Separate Financial Statements*, HKAS 31 *Interests in Joint Ventures* and HKAS 28 *Investments in Associates*. It also introduces a number of new disclosure requirements for these entities. Details of the disclosures for subsidiaries and associates are included in notes 17 and 18 to the financial statements.



財務報表附註 NOTES TO FINANCIAL STATEMENTS

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2.2 會計政策及披露之變動(續)

- (c) 香港財務報告準則第13號提供對公平值，公平值計量的單一來源及在香港財務報告準則範圍內使用的披露規定之精確定義。該準則並不改變本集團需要使用公平值之情況，但該準則為在其他香港財務報告準則已規定或允許使用公平值之情況下，應如何應用公平值提供了指引。香港財務報告準則第13號已如期應用，而採納該準則對本集團之公平值計量並無重大影響。基於香港財務報告準則第13號之指引，計量公平值之政策已作出修訂。根據香港財務報告準則第13號之規定，投資物業及金融工具公平值計量之額外披露載於財務報表附註15及43。應用該新準則不會對本集團造成重大財務影響。
- (d) 香港會計準則第1號修訂本改變在其他全面收益(「其他全面收益」)呈列之項目之分組。在未來某個時間可重新分類至損益賬(或於損益賬重新使用)之項目(例如換算境外業務之匯兌差額、現金流量對沖之變動淨額及可供出售金融資產之淨虧損或收益)與不得重新分類之項目(例如土地及樓宇之重估)分開呈列。該等修訂僅影響呈列，並不會對本集團之財務狀況或表現構成影響。綜合全面收益表已予重列以反映該等變動。此外，本集團已選擇在該等財務報表使用該等修訂引入之「損益表」新標題。

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

- (c) HKFRS 13 provides a precise definition of fair value and a single source of fair value measurement and disclosure requirements for use across HKFRSs. The standard does not change the circumstances in which the Group is required to use fair value, but rather provides guidance on how fair value should be applied where its use is already required or permitted under other HKFRSs. HKFRS 13 is applied prospectively and the adoption has had no material impact on the Group's fair value measurements. As a result of the guidance in HKFRS 13, the policies for measuring fair value have been amended. Additional disclosures required by HKFRS 13 for the fair value measurements of investment properties and financial instruments are included in notes 15 and 43 to the financial statements. The application of this new standard has no material financial impact on the Group.
- (d) The HKAS 1 Amendments change the grouping of items presented in other comprehensive income ("OCI"). Items that could be reclassified (or recycled) to profit or loss at a future point in time (for example, exchange differences on translation of foreign operations, net movement on cash flow hedges and net loss or gain on available-for-sale financial assets) are presented separately from items which will never be reclassified (for example, the revaluation of land and buildings). The amendments have affected the presentation only and have had no impact on the financial position or performance of the Group. The consolidated statement of comprehensive income has been restated to reflect the changes. In addition, the Group has chosen to use the new title "statement of profit or loss" as introduced by the amendments in these financial statements.



財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 March 2014 二零一四年三月三十一日

2.3 已頒佈但尚未生效之香港財務報告準則

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

香港財務報告準則第9號	財務工具 ⁴
香港財務報告準則第9號、香港財務報告準則第7號及香港會計準則第39號之修訂	對沖會計及修訂香港財務報告準則第9號、香港財務報告準則第7號及香港會計準則第39號 ⁴
香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第27號(二零一一年)之修訂	修訂香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第27號(二零一一年) – 投資實體 ¹
香港財務報告準則第11號之修訂	修訂香港財務報告準則第11號收購合營業務權益之會計處理 ³
香港財務報告準則第14號	管制遞延賬戶 ³
香港會計準則第16號及香港會計準則第38號之修訂	修訂香港會計準則第16號及香港會計準則第38號釐清折舊及攤銷之可接受方法 ³
香港會計準則第19號之修訂	修訂香港會計準則第19號僱員福利 – 定義福利計劃：僱員貢獻 ²

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

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

HKFRS 9	<i>Financial Instruments</i> ⁴
HKFRS 9, HKFRS 7 and HKAS 39 Amendments	<i>Hedge Accounting and amendments to HKFRS 9, HKFRS 7 and HKAS 39</i> ⁴
HKFRS 10, HKFRS 12 and HKAS 27 (2011) Amendments	Amendments to HKFRS 10, HKFRS 12 and HKAS 27 (2011) – <i>Investment Entities</i> ¹
HKFRS 11 Amendments	Amendments to HKFRS 11 <i>Accounting for Acquisitions of Interests in Joint Operations</i> ³
HKFRS 14	<i>Regulatory Deferral Accounts</i> ³
HKAS 16 and HKAS 38 Amendments	Amendments to HKAS 16 and HKAS 38 <i>Clarification of Acceptance Methods of Depreciation and Amortisation</i> ³
HKAS 19 Amendments	Amendments to HKAS 19 <i>Employee Benefits – Defined Benefit Plans: Employee Contributions</i> ²



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2.3 已頒佈但尚未生效之香港財務報告準則(續)

香港會計準則
第32號之
修訂

修訂香港會計準則
第32號財務工具：
呈列－財務資產與
財務負債之抵銷¹

香港會計準則
第39號之
修訂

修訂香港會計準則
第39號財務工具：
確認及計量－衍生
工具之更替及對沖
會計之延續¹

香港(國際財務
報告詮釋
委員會)－
詮釋第21號

二零一零年至
二零一二年
週期之年度
改進

修訂於二零一四年
一月頒佈之多項
香港財務報告
準則²

二零一一年至
二零一三年
週期之年度
改進

修訂於二零一四年
一月頒佈之多項
香港財務報告
準則²

- ¹ 於二零一四年一月一日或之後開始之年度期間生效
- ² 於二零一四年七月一日或之後開始之年度期間生效
- ³ 於二零一六年一月一日或之後開始之年度期間生效
- ⁴ 尚未釐定強制生效日期但可供採納

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

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

HKAS 32 Amendments Amendments to HKAS 32 *Financial Instruments: Presentation – Offsetting Financial Assets and Financial Liabilities*¹

HKAS 39 Amendments Amendments to HKAS 39 *Financial Instruments: Recognition and Measurement – Novation of Derivatives and Continuation of Hedge Accounting*¹

HK(IFRIC)-Int 21 *Levies*¹

Annual Improvements 2010-2012 Cycle Amendments to a number of HKFRSs issued in January 2014²

Annual Improvements 2011-2013 Cycle Amendments to a number of HKFRSs issued in January 2014²

- ¹ Effective for annual periods beginning on or after 1 January 2014

- ² Effective for annual periods beginning on or after 1 July 2014

- ³ Effective for annual periods beginning on or after 1 January 2016

- ⁴ No mandatory effective date yet determined but is available for adoption

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



2.4 主要會計政策概要

附屬公司

附屬公司指受本公司直接或間接控制的實體(包括結構性實體)。倘本集團透過參與被投資方業務而享有或有權取得被投資方的可變回報，且有能力對被投資方行使權力影響有關回報，則本集團擁有該實體的控制權(即現時賦予本集團指導被投資方相關活動的能力)。

倘本公司直接或間接擁有的被投資方投票權或類似權利不及大半，則評估本公司對被投資方是否擁有權力時，本集團會考慮所有相關事實及情況，包括：

- (a) 與該被投資方其他投票權擁有人的合約安排；
- (b) 根據其他合約安排所享有的權利；及
- (c) 本集團的投票權及潛在投票權。

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。

於聯營公司的投資

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。重大影響力指參與被投資方財政及經營決策的權力，但非控制或聯合控制該等政策。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Subsidiaries

A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

When the Company has, directly or indirectly, less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group's voting rights and potential voting rights.

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

Investments in associates

An associate is an entity 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. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.



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2.4 主要會計政策概要(續)

於聯營公司的投資(續)

本集團於聯營公司的權益乃以權益會計法，按本集團分佔資產淨值減任何減值虧損，在綜合財務狀況表列賬。

本集團應佔聯營公司收購後業績及其他全面收益分別於本集團綜合損益及其他全面收益內列賬。此外，倘直接於聯營公司的權益確認一項變動，則本集團會視乎情況於綜合權益變動表確認應佔任何變動。本集團與其聯營公司進行交易所產生的未變現收益及虧損均予以對銷，並以本集團於聯營公司的權益為限，惟倘有證據顯示未變現虧損是由於所轉讓資產出現減值所致除外。

若本集團失去對聯營公司的重大影響力，會按公平值計量及確認留存投資。失去對聯營公司的重大影響力時聯營公司的賬面值與留存投資公平值加出售所得款項之間的差額於損益確認。

公平值計量

本集團於各呈報期結算日按公平值計量投資物業、衍生金融工具及股權投資。公平值指於計量日市場參與者之間的有序交易中，就出售資產所收取之價格或轉讓負債所支付之價格。計量公平值時假設出售資產或轉讓負債之交易於資產或負債的主要市場或(在未有主要市場的情況下)最有利市場進行。主要或最有利市場須為本集團能參與的市場。假設市場參與者基於最佳經濟利益行事，資產或負債的公平值使用市場參與者為資產或負債定價所用假設計量。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(Cont'd)**Investments in associates (Cont'd)**

The Group's interests in associates are stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses.

The Group's share of the post-acquisition results and other comprehensive income of associates is included in the consolidated statement of profit or loss and consolidated other comprehensive income, respectively. In addition, when there has been a change recognised directly in the equity of the associate, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and its associates are eliminated to the extent of the Group's investments in the associates, except where unrealised losses provide evidence of an impairment of the asset transferred.

Upon loss of significant influence over the associate, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate upon loss of significant influence and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

Fair value measurement

The Group measures its investment properties, derivative financial instruments and equity investments at fair value at the end of each reporting period. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.



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2.4 主要會計政策概要(續)

公平值計量(續)

非金融資產之公平值計量會計及市場參與者將資產用於最高增值及最佳用途或售予會將資產用於最高增值及最佳用途之另一名市場參與者而創造經濟利益的能力。

本集團針對不同情況使用不同估值方法，確保有足夠數據計量公平值，並盡量利用相關可觀察數據，減少使用不可觀察數據。

公平值於財務報表計量或披露之所有資產及負債，均基於對計量公平值整體而言屬重要之最低層輸入數據按下述公平值層級分類：

- 第一級— 按同等資產或負債於活躍市場之報價(未經調整)
- 第二級— 按公平值計量而言屬重大的可觀察(直接或間接)最低級別輸入數據的估值方法
- 第三級— 按公平值計量而言屬重大的不可觀察最低級別輸入數據的估值方法

就按經常性基準於財務報表確認之資產及負債而言，本集團透過於各報告期末重新評估分類(根據對計量公平值整體而言屬重大的最低層輸入數據)，釐定公平值層級之間是否出現轉移。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Cont'd)

Fair value measurement (Cont'd)

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1— based on quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2— based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly
- Level 3— based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.



2.4 主要會計政策概要(續)

非金融資產減值

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

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

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

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

When an indication of impairment exists, or when annual impairment testing for an asset is required (other than properties under development, properties held for sale, inventories, construction contract assets, financial assets and investment properties), the asset's recoverable amount is calculated as the higher of the asset's value in use and its fair value less costs of disposal, 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 statement of profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

An assessment is made at the end of each reporting period as to whether there is an 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 statement of profit or loss in the period in which it arises.



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2.4 主要會計政策概要(續)

關連人士

在下列情況下，任何一方則被視為本集團之關連人士：

- (a) 該方為一名人士或該人士之家屬且該人士
- (i) 控制或共同控制本集團；
 - (ii) 對本集團有重大影響；或
 - (iii) 為本集團或本集團母公司之主要管理人員其中一名成員；

或

- (b) 該方為符合下列任何一項條件之實體：
- (i) 該實體與本集團屬同一集團之成員公司；
 - (ii) 一實體為另一實體(或另一實體之母公司、附屬公司或同系附屬公司)之聯營公司或合營企業；
 - (iii) 該實體與本集團為同一第三方之合營企業；
 - (iv) 一實體為第三方實體之合營企業及另一實體為第三方實體之聯營公司；
 - (v) 該實體為本集團或一家與本集團有關連之實體就僱員的福利而設的僱用後福利計劃；
 - (vi) 該實體受(a)所指人士控制或共同控制；及
 - (vii) (a)(i)所指人士對實體有重大影響或屬該實體(或該實體母公司)主要管理人員的其中一名成員。

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 is a person or a close member of that person's family and that person
- (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

- (b) the party is an entity where any of the following conditions applies:
- (i) the entity and the Group are members of the same group;
 - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
 - (iii) the entity and the Group are joint ventures of the same third party;
 - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
 - (vi) the entity is controlled or jointly controlled by a person identified in (a); and
 - (vii) a person identified in (a) (i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).



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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。誠如有關「分類為待出售之非流動資產」之會計政策之進一步闡述，倘物業、機器及設備項目分類為持作出售或倘其為分類為持作出售之出售組別之一部分，其不會折舊並根據香港財務報告準則第5號入賬。物業、機器及項目設備之成本包括其購買價及將資產達致運作狀況及地點以作擬定用途之任何直接應佔費用。物業、機器及設備項目啟用後所涉及之支出，例如維修保養，一般於其出現之期間自損益表中扣除。滿足確認條件的重大檢修支出將撥充資本計入資產賬面值或作為重置處理。物業、機器及設備的重要部分需按階段重置，本集團將有關部分確認為個別資產，擁有特定可使用年期，並對其作相應折舊。

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

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

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. When an item of property, plant and equipment is classified as held for sale or when it is part of a disposal group classified as held for sale, it is not depreciated and is accounted for in accordance with HKFRS 5, as further explained in the accounting policy for "Non-current assets classified as held for sale". 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 statement of profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

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

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



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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(續)

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

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

物業、機器及設備項目(包括初步確認的任何重大部分)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。

投資物業

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

投資物業公平值變動產生之收益或虧損於產生年度計入損益表內。

報廢或出售投資物業產生之任何收益或虧損於報廢或出售年度在損益表內確認。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Cont'd)

Property, plant and equipment and depreciation (Cont'd)

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

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

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

Investment properties

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

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

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

2.4 主要會計政策概要(續)

分類為待出售之非流動資產

非流動資產如賬面值將主要透過出售交易(而非持續使用)而收回,則會分類為待出售。就此而言,資產須在其現況下並僅須遵守出售相關資產之一般及慣常條款可供即時出售,且出售資產之可能性很大。

分類為待出售之非流動性資產(投資物業及金融資產除外)乃按其賬面值及公平值兩者之較低者減出售成本計量。分類為待出售之物業、機器及設備不會折舊或攤銷。

發展中物業

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

於預售或擬出售並預期由報告期末起一年內落成之發展中物業列入流動資產內。

持有供銷售之物業

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Non-current assets classified as held for sale

Non-current assets are classified as held for sale if their carrying amounts will be recovered principally through a sales transaction rather than through continuing use. For this to be the case, the asset must be available for immediate sale in its present condition subject only to terms that are usual and customary for the sale of such assets and its sale must be highly probable.

Non-current assets (other than investment properties and financial assets) classified as held for sale are measured at the lower of their carrying amounts and fair values less costs to sell. Property, plant and equipment classified as held for sale are not depreciated or amortised.

Properties under development

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

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

Properties held for sale

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



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2.4 主要會計政策概要(續)

租賃

凡將資產擁有權(法定業權除外)之絕大部分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(利息部分除外)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分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。倘本集團為承租人，經營租約之租金均按照租期以直線法自損益表扣除。

投資及其他金融資產**初步確認及計量**

金融資產於初始確認時劃分為按公平值計入損益之金融資產、貸款及應收款項及可供出售金融投資，或歸入被指定為有效對沖工具的衍生工具(如適用)。金融資產進行初始確認時以公平值另加交易費用(直接歸屬於收購金融資產)計量，惟按公平值計入損益金融資產除外。

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)***Leases**

Leases that transfer substantially all the rewards and risks of ownership of assets to the Group, other than legal title, are accounted for as finance leases. At the inception of a finance lease, the cost of the leased asset is capitalised at the present value of the minimum lease payments and recorded together with the obligation, excluding the interest element, to reflect the purchase and financing. Assets held under capitalised finance leases, including prepaid land lease payments under finance 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 statement of profit or loss 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 statement of profit or loss on the straight-line basis over the lease terms. Where the Group is the lessee, rentals payable under operating leases are charged to the statement of profit or loss on the straightline basis over the lease terms.

Investments and other financial assets**Initial recognition and measurement**

Financial assets are classified, at initial recognition, as financial assets at fair value through profit or loss, loans and receivables and available-for-sale financial investments, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. When financial assets are recognised initially, they are measured at fair value plus transaction costs that are attributable to the acquisition of the financial assets, except in the case of financial assets recorded at fair value through profit or loss.

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)***其後計量**

金融資產按分類所進行之其後計量如下：

按公平值計入損益之金融資產

按公平值計入損益之金融資產包括持作買賣的金融資產及初始認定時按公平值計入損益之金融資產。倘金融資產乃為於短期內出售而購入，則分類為持做買賣。衍生工具把包括獨立的嵌入式衍生工具亦被分類為持作買賣，除非彼等被指定為有效的對沖工具(定義見香港會計準則第39號)。

按公平值計入損益之金融資產於財務狀況表按公平值列賬，而其公平值變動則損益表列賬。按照上述主要會計政策中的「收益確認」原則確認之公平值變動淨值，並不包括該等金融資產產生的股息。

於初步確認時指定為按公平值計入損益之金融資產在初步確認日期且僅在符合香港會計準則第39號項下標準時指定。

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(Cont'd)*Investments and other financial assets (Cont'd)***Subsequent measurement**

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

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading and financial assets designated upon initial recognition as at fair value through profit or loss. Financial assets are classified as held for trading if they are acquired for the purpose of sale in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments as defined by HKAS 39.

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the statement of profit or loss. These net fair value changes do not include any dividends on these financial assets, which are recognised in accordance with the policies set out for "Revenue recognition" below.

Financial assets designated upon initial recognition as at fair value through profit or loss are designated at the date of initial recognition and only if the criteria in HKAS 39 are satisfied.

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



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2.4 主要會計政策概要(續)

投資及其他金融資產(續)

貸款及應收款項

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

可供出售金融投資

可供出售金融投資指非上市股本投資中的非衍生金融資產。既非持作買賣，亦非指定為按公平值計入損益的股本投資分類為可供出售。

初始確認後，可供出售金融投資以公平值作後續計量，未變現盈虧於其他綜合收益確認為可供出售投資重估儲備，直至終止確認投資(累計收益或虧損於損益表確認為其他收入)或釐定投資已減值(累計收益或虧損自可供出售投資重估儲備重新分類至損益表的其他收益或虧損)為止。持有可供出售金融投資所賺取的利息及股息分別於損益表呈報為利息收入及股息收入，根據下文「收益確認」所載政策於損益表確認為其他收入。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

Loans and receivables

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

Available-for-sale financial investments

Available-for-sale financial investments are non-derivative financial assets in unlisted equity investments. Equity investments classified as available for sale are those which are neither classified as held for trading nor designated as at fair value through profit or loss.

After initial recognition, available-for-sale financial investments are subsequently measured at fair value, with unrealised gains or losses recognised as other comprehensive income in the available-for-sale investment revaluation reserve until the investment is derecognised, at which time the cumulative gain or loss is recognised in the statement of profit or loss in other income, or until the investment is determined to be impaired, when the cumulative gain or loss is reclassified from the available-for-sale investment revaluation reserve to the statement of profit or loss in other gains or losses. Interest and dividends earned whilst holding the available-for-sale financial investments are reported as interest income and dividend income, respectively and are recognised in the statement of profit or loss as other income in accordance with the policies set out for "Revenue recognition" below.



2.4 主要會計政策概要(續)

*投資及其他金融資產(續)**可供出售金融投資(續)*

當非上市股本投資的公平值由於(a)公平值合理估計範圍的變化對該投資而言屬重大或(b)上述範圍內各種預計的機率難以合理評估並用於估計公平值而無法可靠計量時，該等投資以成本減任何減值虧損列賬。

本集團會對近期出售可供出售金融資產之能力及意向是否仍然合適進行評估。當市場不活躍而無法出售該等金融資產時，本集團在極特殊情況下會重新分類該等金融資產(倘本集團管理層有意向及能力在可見將來持有該等資產或持有至到期)。

倘金融資產從可供出售類別重新劃分為其他類別，則重新分類當日的公平面值為其新攤銷成本，之前於權益確認的該資產的收益或虧損採用實際利率法按剩餘投資年期在損益攤銷。新攤銷成本與到期金額的差額亦採用實際利率法於資產剩餘年內攤銷。倘資產其後釐定為已減值，則計入權益的金額重新分類至損益表。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(Cont'd)*Investments and other financial assets (Cont'd)**Available-for-sale financial investments (Cont'd)*

When the fair value of unlisted equity investments cannot be reliably measured because (a) the variability in the range of reasonable fair value estimates is significant for that investment or (b) the probabilities of the various estimates within the range cannot be reasonably assessed and used in estimating fair value, such investments are stated at cost less any impairment losses.

The Group evaluates whether the ability and intention to sell its available-for-sale financial assets in the near term are still appropriate. When, in rare circumstances, the Group is unable to trade these financial assets due to inactive markets, the Group may elect to reclassify these financial assets if management has the ability and intention to hold the assets for the foreseeable future or until maturity.

For a financial asset reclassified from the available-for-sale category, the fair value carrying amount at the date of reclassification becomes its new amortised cost and any previous gain or loss on that asset that has been recognised in equity is amortised to profit or loss over the remaining life of the investment using the effective interest rate. Any difference between the new amortised cost and the maturity amount is also amortised over the remaining life of the asset using the effective interest rate. If the asset is subsequently determined to be impaired, then the amount recorded in equity is reclassified to the statement of profit or loss.



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2.4 主要會計政策概要(續)

金融資產減值

本集團於各結算日評估是否有客觀跡象表明一項金融資產或一組金融資產減值。倘在其初始確認後發生一個或多個事件致使某項金融資產或一組金融資產的預計未來現金流量受影響，並且該影響金額可以可靠預測時，則會出現減值。減值跡象包括債務人出現重大財政困難，違約或拖欠利息或本金支付，有面臨破產之可能或進行其他財務重組以及有公開資料表明其預計未來現金流量確已減少且可靠計量，如債務人支付能力或所處經濟環境逐步惡化。

按攤銷成本列賬之金融資產

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

任何已識別之減值虧損金額按該資產之賬面值與估計未來現金流量(不包括尚未發生之未來貸方虧損)之現值兩者之差額計算。估計未來現金流量之現值按該金融資產之原實際利率(即初始確認時使用之實際利率)折現。

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

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

Financial assets carried at amortised cost

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

The amount of any impairment loss identified 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 yet been incurred). The present value of the estimated future cash flows is discounted at the financial asset's original effective interest rate (i.e., the effective interest rate computed at initial recognition).



2.4 主要會計政策概要(續)

金融資產減值(續)**按攤銷成本列賬之金融資產(續)**

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

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

可供出售金融投資

對於可供出售金融投資，本集團於各呈報期末評估有否客觀證據顯示一項或一組投資出現減值。

倘可供出售資產已減值，其成本(已扣除任何本金付款及攤銷)與當時公平值的差額，減去以往已於損益表確認的減值虧損，從其他綜合收益轉入損益表確認。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(Cont'd)**Impairment of financial assets (Cont'd)****Financial assets carried at amortised cost (Cont'd)**

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

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

Available-for-sale financial investments

For available-for-sale financial investments, the Group assesses at the end of each reporting period whether there is objective evidence that an investment or a group of investments is impaired.

If an available-for-sale asset is impaired, an amount comprising the difference between its cost (net of any principal payment and amortisation) and its current fair value, less any impairment loss previously recognised in the statement of profit or loss, is removed from other comprehensive income and recognised in the statement of profit or loss.



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2.4 主要會計政策概要(續)

金融資產減值(續)

可供出售金融投資(續)

對於分類為可供出售的股權投資，相關客觀證據包括投資的公平值顯著或持續跌至低於成本。「顯著」乃根據投資的原始成本評定，而「持續」乃根據公平值低於初始成本之期間確定。倘有減值證據，則累計虧損(按收購成本與當時公平值之差額，扣除以往於損益表確認的投資減值虧損計算)從其他綜合收益轉入損益表確認。歸類為可供出售股權投資的減值虧損不得透過損益表撥回，減值確認後公平值的增加直接於其他綜合收益確認。

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分或一組同類金融資產之一部分)在下列情況將不再確認(即自本集團合併財務狀況表移除)：

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

*(Cont'd)**Impairment of financial assets (Cont'd)**Available-for-sale financial investments (Cont'd)*

In the case of equity investments classified as available for sale, objective evidence would include a significant or prolonged decline in the fair value of an investment below its cost. "Significant" is evaluated against the original cost of the investment and "prolonged" against the period in which the fair value has been below its original cost. Where there is evidence of impairment, the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that investment previously recognised in the statement of profit or loss – is removed from other comprehensive income and recognised in the statement of profit or loss. Impairment losses on equity instruments classified as available for sale are not reversed through the statement of profit or loss. Increases in their fair value after impairment are recognised directly in other comprehensive income.

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 primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

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



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2.4 主要會計政策概要(續)

不再確認金融資產(續)

本集團凡轉讓其收取該項資產所得現金流量之權利或已達成通過安排，其評估是否已保留該項資產所有權之風險及回報及其程度。倘並無轉讓或保留該項資產之絕大部分風險及回報，並且無轉讓該項資產之控制權，則本集團繼續確認已轉讓資產，條件為本集團須持續涉及該項資產。在此情況下，本集團亦確認一項聯營負債。轉讓資產的聯營負債乃以反映本集團保留的權利及責任的基準計量。

金融負債**初始確認及計量**

金融負債於初始確認時分類為按公平值計入損益之金融負債、貸款及借貸，或指定於有效對沖中作為對沖工具之衍生工具(視情況而定)。

所有金融負債初始按公平值確認，倘為貸款及借貸，則扣除直接應佔交易成本。

本集團之金融負債包括應付貿易賬款、計息銀行貸款、其他應付款項、衍生金融工具及來自一間聯營公司的貸款。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(Cont'd)***Derecognition of financial assets (Cont'd)***

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

Financial liabilities**Initial recognition and measurement**

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

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

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



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2.4 主要會計政策概要(續)

金融負債(續)

其後計量

金融負債按其分類之其後計量如下：

按公平值計入損益之金融負債

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

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

於初步確認時指定為按公平值計入損益之金融負債在初步確認日期且僅在符合香港會計準則第39號項下標準時指定。

貸款及借貸

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

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Cont'd)

Financial liabilities (Cont'd)

Subsequent measurement

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

Financial liabilities at fair value through profit or loss

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

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

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the date of initial recognition and only if the criteria in HKAS 39 are satisfied.

Loans and borrowings

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

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



2.4 主要會計政策概要(續)

金融負債(續)

財務擔保合約

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

不再確認金融負債

當負債項下之責任獲解除或取消或屆滿時，會剔除確認金融負債。

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

抵銷金融工具

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Financial liabilities (Cont'd)

Financial guarantee contracts

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

Derecognition of financial liabilities

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

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

Offsetting of financial instruments

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



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2.4 主要會計政策概要(續)

衍生金融工具

初步確認及其後計量

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

衍生工具之公平值變動所產生之任何盈虧乃直接計入損益表，惟現金流對沖之實際部分則於其他全面損益確認，並後當對沖項目影響損益時重新分類至損益。

流動與非流動分類對比

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

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Cont'd)

Derivative financial instruments

Initial recognition and subsequent measurement

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

Any gains or losses arising from changes in fair value of derivatives are taken directly to the statement of profit or loss, except for the effective portion of cash flow hedges, which is recognised in other comprehensive income and later reclassified to profit or loss when the hedged item affects profit or loss.

Current versus non-current classification

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

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



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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 any 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分之銀行透支。

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

撥備

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

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Cont'd)

Cash and cash equivalents

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

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

Provisions

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

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



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2.4 主要會計政策概要(續)

所得稅

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

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

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

遞延稅項負債乃就所有應課稅暫時性差異予以確認，惟以下情況除外：

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(Cont'd)**Income tax**

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

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

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

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

- when the deferred tax liability arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries and associates, when 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.



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2.4 主要會計政策概要(續)

所得稅(續)

遞延稅項資產按所有可抵扣暫時性差異、未動用稅收抵免及未動用稅項虧損之結轉確認。遞延稅項資產之確認惟以將來應課稅溢利用作抵銷可抵扣暫時性差異、可動用之未動用稅收抵免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(並非業務合併之交易)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可抵扣暫時性差異有關之遞延稅項資產；及
- 就與於附屬公司之投資及於聯營公司之權益相關的可抵扣暫時性差異而言，遞延稅項資產僅在暫時性差異可能於可見將來撥回，及應課稅溢利可予動用抵銷暫時性差異時始予確認。

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

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

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Cont'd)

Income tax (Cont'd)

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

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

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

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

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



2.4 主要會計政策概要(續)

收益確認

當經濟利益流入本集團，及收益可可靠地計量時，有關收益按以下基準確認：

- (a) 來自地基打樁及機電工程合約
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
當擁有權之大部分風險及回報已轉至買家，而本集團不保留一般與擁有權有關之某程度管理權，亦不再實際控制已出售之機器；
- (d) 物業及機器租賃之租金收入
在物業及機器出租期間按直線法在租期內計算；
- (e) 來自提供物業管理服務
於提供有關服務之有關期內；
- (f) 利息收入
按應計基準以實際利率法採用將金融工具在預計可用年期期間估計在日後收取之現金精確折現至金融資產賬面淨值之利率確認；及
- (g) 股息收入
當股東收取股息之權利確定時。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(Cont'd)**Revenue recognition**

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

- (a) From foundation piling and E&M engineering contracts
On the percentage of completion basis, as further explained in the accounting policy for "Construction contracts" above;
- (b) From the sale of properties held for sale
When the significant risks and rewards of ownership have been transferred to the buyer;
- (c) From machinery trading
When the significant risks and rewards of ownership have been transferred to the buyer, provided that the Group maintains neither managerial involvement to the degree usually associated with ownership, nor effective control over the machines sold;
- (d) Rental income from property and machinery leasing
In the period in which the properties and machines are leased and on the straight-line basis over the lease terms;
- (e) From the rendering of property management services
In the period in which such services are rendered;
- (f) Interest income
On an accrual basis using the effective interest rate method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument to the net carrying amount of the financial asset; and
- (g) Dividend income
When the shareholder's right to receive payment has been established.



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2.4 主要會計政策概要(續)

僱員福利

以股份為基礎之付款

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)按以股份為基礎之付款之方式收取報酬，而僱員提供服務作為收取股權工具之代價(「以股權支付之交易」)。

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

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

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Cont'd)

Employee benefits

Share-based payments

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 payments, whereby employees render services as consideration for equity instruments ("equity-settled transactions").

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

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

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



2.4 主要會計政策概要(續)

*僱員福利(續)**以股份為基礎之付款(續)*

倘若以股權支付之購股權之條款有所變更，所確認之開支最少須達到猶如條款並無任何變更及符合已授出購股權的原條款之水平。此外，倘若按變更日期之計算，任何變更導致以股份為基礎之付款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，其包括本集團或僱員未達成非歸屬條件的任何購股權。然而，倘授予新購股權代替已註銷之購股權，並於授出日期指定為替代購股權，則已註銷之購股權及新購股權，均應被視為原購股權之變更，一如前段所述。

於計算每股盈利時，尚未行使購股權之攤薄影響乃反映為額外股份攤薄。

有薪假期結轉

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

*(Cont'd)**Employee benefits (Cont'd)**Share-based payments (Cont'd)*

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, 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. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

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

Paid leave carried forward

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



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2.4 主要會計政策概要(續)

僱員福利(續)

退休金計劃

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

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

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Cont'd)

Employee benefits (Cont'd)

Pension schemes

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

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分成本。當資產大致上可作擬定用途或銷售時，即停止將借貸成本資本化。特定借貸用於合資格資產之前作為短暫投資所賺取之投資收入於已資本化之借貸成本中扣除。所有其他借貸成本於其產生期間支銷。借貸成本包括利息及實體就資金借貸產生之其他成本。

外幣

該等財務報表乃以本公司之功能及呈報貨幣港元呈列。本集團內各實體釐定其本身之功能貨幣，而各實體計入財務報表內之項目乃以該功能貨幣計算。本集團內實體所記錄之外幣交易初步按其各自於交易日期適用之功能貨幣匯率記錄。以外幣為單位之貨幣資產與負債乃按報告期末適用之功能貨幣匯率重新換算。因結算或換算貨幣項目而產生的差額於損益表確認。

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計量公平值當日之匯率換算。因重新換算按公平值計量之非貨幣項目而產生之損益之處理方式與確認項目公平之變動損益相一致(即公平值損益於其他全面收益或損益表內確認的項目之換算差額亦分別於其他全面收益或損益表內確認)。

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

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs capitalised. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Foreign currencies

These financial statements are presented in Hong Kong dollars, which is the Company's functional and presentation currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in the statement of profit or loss.

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 measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).



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2.4 主要會計政策概要(續)

外幣(續)

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

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

3. 重大會計判斷及估計

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

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及按管理層之判斷而釐定。在評估該等應收款項之最終變現情況時，須要作出很大程度之判斷，包括評估每名客戶現時之信譽及過去之收回歷史。倘本集團客戶之財政狀況轉壞，導致彼等之付款能力減弱，則須作出額外撥備。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Foreign currencies (Cont'd)

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

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

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

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

Impairment of trade receivables

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



3. 重大會計判斷及估計(續)

建築工程之完工百分比

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

即期稅項及遞延稅項

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

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

Percentage of completion of construction works

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

Current and deferred tax

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



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3. 重大會計判斷及估計(續)

中國土地增值稅(「土地增值稅」)

土地增值稅乃就土地價值之增值數額(即出售物業所得款項減包括土地使用權攤銷、借貸成本、營業稅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。本集團尚未就其多數物業發展項目與不同稅務機關最終落實其土地增值稅之計算及繳款。因此，在釐定土地增值金額及其相關稅項時須作出重大判斷。本集團按照管理層之最佳估計確認該等負債。倘該等事項之最終稅額與最初記錄之金額不同，則該差額將會影響作出釐定期間之綜合財務報表。

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. The Group has not yet finalised its LAT calculation and payments for most of its property development projects with various tax authorities. Accordingly, significant judgement is required in determining the amount of land appreciation and its related taxes. The Group recognises these liabilities based on management's best estimates. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the consolidated financial statements in the period in which such determination is made.



財務報表附註 NOTES TO FINANCIAL STATEMENTS

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4. 經營分類資料

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

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

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

經調整除稅前溢利／(虧損)乃貫徹本集團之持續經營業務除稅前溢利計量，惟利息收入、融資成本、股息收入、本集團金融工具公平值盈利／(虧損)、出售分類為待出售之非流動資產之盈利、聯營公司應佔溢利及出售聯營公司權益之虧損以及總公司及公司開支除外。

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

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

分類業務間之銷售及轉讓乃參考向第三方銷售時之售價按當時之市價進行交易。

4. OPERATING SEGMENT INFORMATION

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

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

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

The adjusted profit/(loss) before tax is measured consistently with the Group's profit before tax from continuing operations except that interest income, finance costs, dividend income, fair value gains/(losses) from the Group's financial instruments, gain on disposal of non-current asset classified as held for sale, share of profits of associates and loss on disposal of interests in associates as well as head office and corporate expenses are excluded from such measurement.

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

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

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

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4. 經營分類資料(續) 4. OPERATING SEGMENT INFORMATION (Cont'd)
截至二零一四年及二零一三年三月三十一日止年度
Years ended 31 March 2014 and 2013

	地基打樁		物業發展		物業投資及管理		機器租賃及買賣		機電工程		無分類		抵銷		綜合	
	二零一四年	二零一三年	二零一四年	二零一三年	二零一四年	二零一三年	二零一四年	二零一三年	二零一四年	二零一三年	二零一四年	二零一三年	二零一四年	二零一三年	二零一四年	二零一三年
	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
分類收益:																
銷售予外間客戶	2,471,234	2,896,047	967,630	761,435	13,181	24,723	31,796	31,910	20,552	53,164	-	-	-	-	3,504,393	3,767,279
分類業務間之銷售	-	-	-	-	-	-	-	3,365	-	42	-	-	-	(3,407)	-	-
總計	2,471,234	2,896,047	967,630	761,435	13,181	24,723	31,796	35,275	20,552	53,206	-	-	(3,407)	3,504,393	3,767,279	
分類業績	188,605	80,450	428,770	340,229	15,083	20,857	(529)	1,213	703	(2,656)	(105,853)	(76,996)	-	526,779	363,097	
利息收入														23,865	12,037	
上市投資之股息收入														156	158	
出售分類為待出售之非流動資產之盈利														-	191,872	
應佔成本														(23,108)	(16,331)	
聯營公司應佔盈利														3,301	6,402	
出售聯營公司權益之虧損														(11,335)	-	
除稅前溢利														519,658	557,235	
所得稅開支														(240,694)	(195,131)	
本年按溢利														278,964	362,104	

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4. OPERATING SEGMENT INFORMATION (Cont'd)

截至二零一四年及二零一三年三月三十一日止年度(續)

Years ended 31 March 2014 and 2013 (Cont'd)

	地基打樁		物業發展		物業投資及管理		機器租賃及買賣		機器工程		無分類		綜合	
	二零一四年	二零一三年	二零一四年	二零一三年	二零一四年	二零一三年	二零一四年	二零一三年	二零一四年	二零一三年	二零一四年	二零一三年	二零一四年	二零一三年
	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
資產及負債														
分類資產														
Segment assets	1,155,077	1,244,624	2,001,993	2,301,555	677,242	541,801	50,380	44,655	15,433	19,295	1,376,659	921,617	5,276,784	5,073,547
分類負債														
Segment liabilities	1,135,381	962,121	428,065	338,042	10,421	11,133	8,395	1,512	4,417	16,343	978,828	1,374,402	2,565,507	2,703,578
其他分類資料：														
折舊	54,623	59,754	1,745	2,434	1,509	4,237	6,263	5,615	5	14	11,713	9,357	75,858	81,411
應收貿易賬項減值	-	-	-	-	-	5,842	-	-	194	-	-	-	194	5,842
其他資產減值/(減值撥回)	-	-	-	-	-	-	-	-	-	-	20	(110)	20	(110)
撇減存貨至可變現淨值	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Write-down of inventories to net realisable value	-	-	-	-	-	-	-	-	-	-	-	-	-	458
其他應收款項減值	-	-	-	-	1,217	2,000	-	-	-	-	-	-	1,217	2,000
Impairment of other receivables	-	-	-	-	1,217	2,000	-	-	-	-	-	-	1,217	2,000
撇銷其他應收款項	-	-	-	-	-	1,788	-	-	-	-	-	-	-	1,788
Write-off of other receivables	-	-	-	-	-	1,788	-	-	-	-	-	-	-	1,788
出售及撇銷物業、機器及設備項目之虧損/(盈利)	18,316	15,404	(76)	-	1,015	852	(1,976)	(251)	18	-	35	-	17,332	16,005
Gain on disposal of investment properties and equipment	18,316	15,404	(76)	-	1,015	852	(1,976)	(251)	18	-	35	-	17,332	16,005
出售投資物業之盈利	-	-	-	-	-	(478)	-	-	-	-	-	-	-	(478)
Gain on disposal of investment properties	-	-	-	-	-	(478)	-	-	-	-	-	-	-	(478)
出售分類為待出售之非流動資產之盈利	-	-	-	-	-	-	-	-	-	-	-	(191,872)	-	(191,872)
Gain on disposal of non-current asset classified as held for sale	-	-	-	-	-	-	-	-	-	-	-	(191,872)	-	(191,872)
投資物業公平值之變動	-	-	(14,058)	-	(23,436)	(30,702)	-	-	-	-	-	-	(37,494)	(30,702)
Changes in fair value of investment properties	-	-	(14,058)	-	(23,436)	(30,702)	-	-	-	-	-	-	(37,494)	(30,702)
有關物業、機器及設備之資本開支	48,496	64,534	352	3,354	92	11,409	13,098	3,717	-	-	1,902	1,677	66,940	84,691
Capital expenditure in respect of property, plant and equipment	48,496	64,534	352	3,354	92	11,409	13,098	3,717	-	-	1,902	1,677	66,940	84,691



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4. 經營分類資料(續)

地區分類資料

(a) 來自外間客戶收益

香港		澳門		中國其他地區		綜合	
Hong Kong		Macau		Elsewhere in the PRC		Consolidated	
二零一四年	二零一三年	二零一四年	二零一三年	二零一四年	二零一三年	二零一四年	二零一三年
2014	2013	2014	2013	2014	2013	2014	2013
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					
<u>2,064,944</u>	<u>2,278,170</u>	<u>459,479</u>	<u>703,593</u>	<u>979,970</u>	<u>785,516</u>	<u>3,504,393</u>	<u>3,767,279</u>

上述收益資料以客戶所在位置為基準。

(b) 非流動資產

香港		澳門		中國其他地區		綜合	
Hong Kong		Macau		Elsewhere in the PRC		Consolidated	
二零一四年	二零一三年	二零一四年	二零一三年	二零一四年	二零一三年	二零一四年	二零一三年
2014	2013	2014	2013	2014	2013	2014	2013
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
<u>414,362</u>	<u>487,122</u>	<u>310</u>	<u>9,845</u>	<u>1,313,059</u>	<u>1,322,228</u>	<u>1,727,731</u>	<u>1,819,195</u>

上述非流動資產以資產所在位置為基準且不包括遞延稅項資產。

有關一名主要客戶之資料

本年度收益約354,277,000港元乃來自地基打樁分類向客戶A作出之銷售。截至二零一三年三月三十一日止年度收益約640,230,000港元乃來自地基打樁分類向客戶B作出之銷售。

4. OPERATING SEGMENT INFORMATION (Cont'd)

Geographical information

(a) Revenue from external customers

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

(b) Non-current assets

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

Information about a major customer

Revenue of approximately HK\$354,277,000 was derived from sales by the foundation piling segment to Customer A during the year. Revenue of approximately HK\$640,230,000 was derived from sales by the foundation piling segment to Customer B during the year ended 31 March 2013.



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5. 收益、其他收入及盈利

收益(亦即本集團之營業額)指由建築師或工料測量師驗證之地基打樁與機電工程合約價值；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；以及出售持有供銷售之物業之收入；抵銷集團內公司間一切重大交易後之總額。

本集團之收益、其他收入及盈利之分析如下：

5. REVENUE AND OTHER INCOME AND GAINS

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

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

		二零一四年 2014 千港元 HK\$'000	二零一三年 2013 千港元 HK\$'000
收益：	Revenue:		
地基打樁	Foundation piling	2,471,234	2,896,047
物業發展	Property development	967,630	761,435
物業投資及管理	Property investment and management	13,181	24,723
機器租賃及買賣	Machinery leasing and trading	31,796	31,910
機電工程	E&M engineering	20,552	53,164
		<u>3,504,393</u>	<u>3,767,279</u>
其他收入及盈利：	Other income and gains:		
利息收入	Interest income	23,865	12,037
保險索償	Insurance claims	1,484	313
出售投資物業之盈利	Gain on disposal of investment properties	—	478
出售分類為待出售之 非流動資產之盈利*	Gain on disposal of non-current asset classified as held for sale*	—	191,872
補貼收入**	Subsidy income**	1,295	1,183
按公平值計入損益之投資之 公平值盈利，淨額	Fair value gains on investments at fair value through profit or loss, net	—	532
匯兌盈利，淨額	Foreign exchange gains, net	319	—
管理服務收入	Management service income	1,694	1,862
上市投資之股息收入	Dividend income from listed investments	156	158
其他	Others	4,348	7,409
		<u>33,161</u>	<u>215,844</u>

* 於二零一一年十二月七日，本集團與一名獨立第三方訂立正式買賣協議，以總現金代價315,000,000港元出售一項自用物業(即香港灣仔港灣道25號海港中心11樓全層)。於二零一二年五月三十一日，出售事項已完成並因此錄得盈利191,872,000港元。

** 有關該項收入並無未達成之條件或然事件。

* On 7 December 2011, the Group entered into a formal sale and purchase agreement with an independent third party to dispose of an owner-occupied property being the whole floor of 11th Floor, Harbour Centre, 25 Harbour Road, Wanchai, Hong Kong at a total cash consideration of HK\$315,000,000. On 31 May 2012, the disposal was completed and a gain of HK\$191,872,000 was resulted.

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



財務報表附註 NOTES TO FINANCIAL STATEMENTS

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6. 融資成本

6. FINANCE COSTS

		集團 GROUP	
		二零一四年 2014 千港元 HK\$'000	二零一三年 2013 千港元 HK\$'000
銀行借貸及透支之利息：	Interest on bank borrowings and overdrafts:		
— 須於五年內全數償還	— wholly repayable within five years	21,548	14,679
— 須於五年後全數償還	— wholly repayable over five years	1,560	1,652
		<u>23,108</u>	<u>16,331</u>

7. 除稅前溢利

7. PROFIT BEFORE TAX

本集團之除稅前溢利經扣除／(計入)下列各項後達致：

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

		附註 Notes	二零一四年 2014 千港元 HK\$'000	二零一三年 2013 千港元 HK\$'000
折舊	Depreciation	14	75,858	81,411
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		13,529	12,311
建築設備之租金	Rental of construction equipment		52,883	35,919
核數師酬金	Auditors' remuneration		2,978	2,587
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		439,598	339,745
— 以股權支付之購股權支出	— Equity-settled share option expense		—	107
— 退休金計劃供款	— Pension scheme contributions		11,489	10,073
			<u>451,087</u>	<u>349,925</u>

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7. 除稅前溢利(續)

本集團之除稅前溢利經扣除/(計入)下列各項後達致：(續)

7. PROFIT BEFORE TAX (Cont'd)

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

	附註 Notes	二零一四年 2014 千港元 HK\$'000	二零一三年 2013 千港元 HK\$'000
外幣匯兌虧損/(盈利)，淨額*	Foreign exchange losses/(gains), net*	(319)	1,355
應收貿易賬款減值*	Impairment of trade receivables*	24 194	5,842
撇減存貨至可變現淨值*	Write-down of inventories to net realisable value*	—	458
其他應收款項減值*	Impairment of other receivables*	25 1,217	2,000
撇銷其他應收款項*	Write-off of other receivables*	—	1,788
出售及撇銷物業、機器及設備項目之虧損*	Loss on disposal and write-off of items of property, plant and equipment*	17,332	16,005
出售投資物業之盈利*	Gain on disposal of investment properties*	—	(478)
出售分類為待出售之非流動資產之盈利*	Gain on disposal of non-current asset classified as held for sale*	—	(191,872)
公平值虧損/(盈利)，淨額： 按公平值計入損益之投資*	Fair value losses/(gains), net: Investments at fair value through profit or loss*	427	(532)
衍生工具—不合資格對沖交易*	Derivative instruments – transaction not qualifying as hedge*	128	1,350
投資物業之公平值變動	Changes in fair value of investment properties	15 (37,494)	(30,702)
其他資產減值/(減值撥回)*	Impairment/(write-back of impairment) of other assets*	20	(110)
一間聯營公司之欠款減值*	Impairment of an amount due from an associate*	10	12
機器經營租約之租金收入	Rental income from operating leases of machinery	(13,785)	(18,309)
投資物業租金收入 減直接營運支出5,953,000港元 (二零一三年：11,269,000港元)	Rental income on investment properties less direct operating expenses of HK\$5,953,000 (2013: HK\$11,269,000)	(4,976)	(11,893)
上市投資之股息收入*	Dividend income from listed investments*	(156)	(158)

* 除出售及撇銷物業、機器及設備項目之虧損5,745,000港元(二零一三年：2,103,000港元)計入綜合損益表之「銷售成本」外，有關金額已包括在綜合損益表之「其他支出，淨額」或「其他收入及盈利」內。

* These amounts are included in "Other expenses, net" or "Other income and gains" in the consolidated statement of profit or loss, except for loss on disposal and write-off of items of property, plant and equipment of HK\$5,745,000 (2013: HK\$2,103,000) which is included in "Cost of sales" in the consolidated statement of profit or loss.



財務報表附註 NOTES TO FINANCIAL STATEMENTS

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8. 董事酬金

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

袍金：
執行董事
獨立非執行董事

執行董事之其他酬金：
薪酬、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

8. DIRECTORS' REMUNERATION

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

		集團 GROUP	
		二零一四年 2014 千港元 HK\$'000	二零一三年 2013 千港元 HK\$'000
袍金：	Fees:		
執行董事	Executive directors	—	—
獨立非執行董事	Independent non-executive directors	960	540
執行董事之其他酬金：	Other emoluments of executive directors:		
薪酬、津貼及實物利益	Salaries, allowances, and benefits in kind	71,761	50,603
以股權支付之購股權支出	Equity-settled share option expense	—	107
退休金計劃供款	Pension scheme contributions	104	112
		<u>72,825</u>	<u>51,362</u>

於截至二零一一年三月三十一日及二零零八年三月三十一日止年度，根據本公司一項購股權計劃(詳情載於財務報表附註34及董事局報告)，若干董事因向本集團提供服務獲授購股權。該等購股權之公平值乃於授出日期釐定，並已於歸屬期在損益表內列支，而計入截至二零一三年三月三十一日止年度財務報表之金額包括於上文董事酬金之披露。

During the years ended 31 March 2011 and 31 March 2008, certain directors were granted share options, in respect of their services to the Group, under the share option scheme of the Company, further details of which are set out in note 34 to the financial statements and the report of the directors. The fair value of such options, which has been recognised in the statement of profit or loss over the vesting period, was determined as at the date of grant and the amount included in the financial statements for the year ended 31 March 2013 was included in the above directors' remuneration disclosures.



財務報表附註 NOTES TO FINANCIAL STATEMENTS

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8. 董事酬金(續)

已付或應付每位董事酬金如下：

8. DIRECTORS' REMUNERATION (Cont'd)

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

		薪酬、津貼 及實物利益 Salaries, allowances and benefits in kind 千港元 HK\$'000	以股權支付之 購股權支出 Equity-settled share option expense 千港元 HK\$'000	退休金 計劃供款 Pension scheme contributions 千港元 HK\$'000	總計 Total 千港元 HK\$'000
二零一四年	2014				
執行董事：	Executive directors:				
張舜堯先生 ³	Mr. Francis Cheung ³	—	22,560	15	22,575
馮潮澤先生	Mr. Fung Chiu Chak, Victor	—	16,745	15	16,760
錢永勛先生 ²	Mr. David Chien ²	—	724	13	737
郭敏慧小姐 ⁴	Miss Jennifer Kwok ⁴	—	13,537	15	13,552
趙展鴻先生	Mr. Chiu Chin Hung	—	6,701	15	6,716
黃琦先生 ¹	Mr. Wong Kay ¹	—	684	1	685
劉健輝先生	Mr. Lau Kin Fai	—	5,293	15	5,308
張任華先生 ³	Mr. Harvey Jackel Cheung ³	—	5,517	15	5,532
		—	71,761	104	71,865
獨立非執行董事：	Independent non-executive directors:				
范佐浩先生	Mr. Fan Chor Ho	240	—	—	240
謝文彬先生	Mr. Tse Man Bun	240	—	—	240
龍子明先生	Mr. Lung Chee Ming, George	240	—	—	240
李傑之先生	Mr. Li Kit Chee	240	—	—	240
		960	—	—	960
總計	Total	960	71,761	104	72,825



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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 benefits	以股權支付之 購股權支出 Equity-settled share option expense	退休金 計劃供款 Pension scheme contributions	總計 Total
		袍金 Fees	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
二零一三年	2013				
執行董事：	Executive directors:				
張舜堯先生 ³	Mr. Francis Cheung ³	—	15,055	—	14
馮潮澤先生	Mr. Fung Chiu Chak, Victor	—	13,002	—	14
錢永勛先生 ²	Mr. David Chien ²	—	928	—	14
郭敏慧小姐 ⁴	Miss Jennifer Kwok ⁴	—	5,926	—	14
趙展鴻先生	Mr. Chiu Chin Hung	—	5,842	—	14
黃琦先生 ¹	Mr. Wong Kay ¹	—	2,762	—	14
劉健輝先生	Mr. Lau Kin Fai	—	3,730	107	14
張任華先生 ³	Mr. Harvey Jackel Cheung ³	—	3,358	—	14
		—	50,603	107	112
獨立非執行董事：	Independent non-executive directors:				
范佐浩先生	Mr. Fan Chor Ho	180	—	—	—
謝文彬先生	Mr. Tse Man Bun	180	—	—	—
龍子明先生	Mr. Lung Chee Ming, George	180	—	—	—
李傑之先生	Mr. Li Kit Chee	—	—	—	—
		540	—	—	—
總計	Total	540	50,603	107	112

¹ 黃琦先生辭任本公司執行董事(「執行董事」)，於二零一三年五月一日生效。

² 錢永勛先生辭任執行董事，於二零一四年一月十三日生效。

³ 張舜堯先生及張任華先生辭任執行董事，於二零一四年四月一日生效。

⁴ 郭敏慧小姐已遞交辭呈以辭任執行董事，於二零一四年七月一日生效。

本年度內，概無董事放棄或同意放棄任何酬金之安排。

¹ Mr. Wong Kay resigned as an executive director of the Company ("Executive Director") with effect from 1 May 2013.

² Mr. David Chien resigned as an Executive Director with effect from 13 January 2014.

³ Mr. Francis Cheung and Mr. Harvey Jackel Cheung resigned as Executive Directors with effect from 1 April 2014.

⁴ Miss Jennifer Kwok has tendered her resignation to resign as an Executive Director with effect from 1 July 2014.

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。

9. FIVE HIGHEST PAID EMPLOYEES

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

10. 所得稅

香港利得稅按年內於香港產生之估計應課稅溢利之16.5%(二零一三年：16.5%)作出撥備。中國其他地區應課稅溢利之稅項已按本集團經營地區之現行適用稅率計算。

10. INCOME TAX

Hong Kong profits tax has been provided at the rate of 16.5% (2013: 16.5%) on the estimated assessable profits arising in Hong Kong during the year. Taxes on profits assessable elsewhere in the PRC have been calculated at the applicable tax rates prevailing in the areas in which the Group operates.

		集團 GROUP	
		二零一四年 2014	二零一三年 2013
		千港元 HK\$'000	千港元 HK\$'000
即期：	Current:		
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	8,913	11,000
其他地區	Elsewhere	141,084	165,926
		<u>149,997</u>	<u>176,926</u>
上年度超額撥備：	Overprovision in the prior years:		
中國：	PRC:		
香港	Hong Kong	(4,199)	(60)
其他地區	Elsewhere	(28)	—
		<u>(4,227)</u>	<u>(60)</u>
遞延稅項(附註32)	Deferred tax (note 32)	94,924	18,265
本年度之稅項開支總額	Total tax charge for the year	<u>240,694</u>	<u>195,131</u>



財務報表附註 NOTES TO FINANCIAL STATEMENTS

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10. 所得稅(續)

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

10. INCOME TAX (Cont'd)

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

		集團 GROUP	
		二零一四年 2014 千港元 HK\$'000	二零一三年 2013 千港元 HK\$'000
除稅前溢利	Profit before tax	519,658	557,235
以法定稅率計算之稅項	Tax at the statutory rates	45,322	76,134
土地增值稅撥備	Provision for land appreciation tax	75,159	113,037
土地增值稅之稅務影響	Tax effect of land appreciation tax	51,705	15,537
就過往年度之即期稅項 而作出之調整	Adjustments in respect of current tax of prior years	(4,227)	(60)
聯營公司應佔溢利	Profits attributable to associates	(545)	(1,056)
毋須課稅收入	Income not subject to tax	(3,281)	(35,978)
不予扣減稅項之開支	Expenses not deductible for tax	30,219	23,109
就本集團中國大陸附屬公司之 可供分派溢利之 預扣稅之影響	Effect of withholding tax on the distributable profits of the Group's subsidiaries in Mainland China	36,242	(691)
動用過往年度之稅項虧損	Tax losses utilised from prior years	(157)	(1,522)
未確認稅項虧損	Tax losses not recognised	10,257	6,621
按本集團實際稅率計算之稅項開支	Tax charge at the Group's effective rate	240,694	195,131

11. 本公司普通股股東應佔溢利

本公司於財務報表處理之截至二零一四年三月三十一日止年度本公司普通股股東應佔綜合溢利包括虧損17,005,000港元(二零一三年: 8,790,000港元)(附註35(b))。

11. PROFIT ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

The consolidated profit attributable to ordinary equity holders of the Company for the year ended 31 March 2014 includes a loss of HK\$17,005,000 (2013: HK\$8,790,000) 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

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12. 股息

12. DIVIDENDS

		二零一四年 2014 千港元 HK\$'000	二零一三年 2013 千港元 HK\$'000
本年度派付股息：	Dividends paid during the year:		
截至二零一三年三月三十一日止財政	Final in respect of the financial year ended		
年度末期股息—每股普通股5.0港仙	31 March 2013 – HK5.0 cents (year ended		
(截至二零一二年三月三十一日止	31 March 2012: HK4.0 cents)		
年度：4.0港仙)	per ordinary share	43,633	34,907
中期股息—無	Interim – Nil (2013: HK2.0 cents)		
(二零一三年：每股普通股2.0港仙)	per ordinary share	—	17,453
		<u>43,633</u>	<u>52,360</u>
建議派付末期股息：	Proposed final dividend:		
末期股息—每股普通股10.0港仙	Final – HK10.0 cents (2013: HK5.0 cents)		
(二零一三年：5.0港仙)	per ordinary share	87,467	43,633

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

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

13. 本公司普通股股東應佔每股盈利

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

每股基本盈利乃按照本公司普通股股東應佔本年度溢利270,020,000港元(二零一三年：348,479,000港元)及於本年度內已發行普通股加權平均數873,778,232股(二零一三年：872,665,903股)計算。

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\$270,020,000 (2013: HK\$348,479,000), and the weighted average number of ordinary shares of 873,778,232 (2013: 872,665,903) in issue during the year.

截至二零一四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年度溢利270,020,000港元(二零一三年：348,479,000港元)計算。計算時所用之加權平均普通股股數，為年內已發行普通股股數，即計算每股基本盈利時所用之股數，以及假設在該年度內行使購股權時無償發行197,309股(二零一三年：15,765股)普通股之加權平均數。

The calculation of the diluted earnings per share amount for the year ended 31 March 2014 is based on the profit for the year attributable to ordinary equity holders of the Company of HK\$270,020,000 (2013: HK\$348,479,000). The weighted average number of ordinary shares used in the calculation is the number of ordinary shares in issue during that year, as used in the basic earnings per share calculation, and the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed exercise of share options into ordinary shares during that year of 197,309 (2013: 15,765).



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	傢俬及 裝置	汽車	遊艇	租賃 物業裝修	總計	
	土地及樓宇	Equipment and machinery	Furniture and fixtures	Motor vehicles	Motor yacht	Leasehold improvements	Total	
	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	
二零一四年三月三十一日	31 March 2014							
成本：	Cost:							
年初	At beginning of year	217,523	915,630	15,345	23,450	6,098	54,026	1,232,072
添置	Additions	—	61,750	219	90	—	1,881	63,940
出售／撇銷	Disposals/write-off	—	(51,285)	(2,679)	(2,692)	—	(37,428)	(94,084)
匯兌調整	Exchange realignment	1	5	—	2	—	16	24
於二零一四年三月三十一日	At 31 March 2014	217,524	926,100	12,885	20,850	6,098	18,495	1,201,952
累計折舊 及減值：	Accumulated depreciation and impairment:							
年初	At beginning of year	14,768	704,716	12,160	17,963	6,098	41,995	797,700
本年度折舊 撥備	Depreciation provided during the year	7,987	61,295	876	1,715	—	3,985	75,858
出售／撇銷	Disposals/write-off	—	(26,243)	(2,205)	(2,446)	—	(35,685)	(66,579)
匯兌調整	Exchange realignment	(3)	(9)	(3)	(4)	—	(14)	(33)
於二零一四年三月三十一日	At 31 March 2014	22,752	739,759	10,828	17,228	6,098	10,281	806,946
賬面淨值：	Net carrying amount:							
於二零一四年三月三十一日	At 31 March 2014	194,772	186,341	2,057	3,622	—	8,214	395,006
於二零一三年三月三十一日	At 31 March 2013	202,755	210,914	3,185	5,487	—	12,031	434,372

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14. 物業、機器及設備(續)

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

集團(續)

GROUP (Cont'd)

		土地及樓宇 Land and buildings 千港元 HK\$'000	設備及 機器 Equipment and machinery 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
二零一三年三月三十一日	31 March 2013							
成本：	Cost:							
年初	At beginning of year	215,463	883,293	13,740	21,006	6,098	46,407	1,186,007
添置	Additions	—	67,977	2,669	2,600	—	11,445	84,691
轉撥自持有供銷售之 物業(附註22)	Transfer from properties held for sale (note 22)	2,032	—	—	—	—	—	2,032
出售/撇銷	Disposals/write-off	—	(35,779)	(1,095)	(243)	—	(4,301)	(41,418)
匯兌調整	Exchange realignment	28	139	31	87	—	475	760
於二零一三年三月三十一日	At 31 March 2013	217,523	915,630	15,345	23,450	6,098	54,026	1,232,072
累計折舊 及減值：	Accumulated depreciation and impairment:							
年初	At beginning of year	6,853	658,023	12,208	15,802	6,098	40,700	739,684
本年度折舊 撥備	Depreciation provided during the year	7,913	65,825	919	2,331	—	4,423	81,411
出售/撇銷	Disposals/write-off	—	(19,243)	(993)	(243)	—	(3,583)	(24,062)
匯兌調整	Exchange realignment	2	111	26	73	—	455	667
於二零一三年三月三十一日	At 31 March 2013	14,768	704,716	12,160	17,963	6,098	41,995	797,700
賬面淨值：	Net carrying amount:							
於二零一三年三月三十一日	At 31 March 2013	202,755	210,914	3,185	5,487	—	12,031	434,372
於二零一二年三月三十一日	At 31 March 2012	208,610	225,270	1,532	5,204	—	5,707	446,323



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14. 物業、機器及設備(續)

本集團計入物業、機器及設備賬面淨值為190,451,000港元(二零一三年：198,229,000港元)之土地及樓宇位於香港並按中期租約持有。

本集團若干土地及樓宇、設備及機器已抵押予銀行作為本集團獲授若干銀行信貸之抵押(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，進一步概要詳情載於財務報表附註36(a)。

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

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

The Group's land and buildings included in property, plant and equipment with a net carrying amount of HK\$190,451,000 (2013: HK\$198,229,000) is situated in Hong Kong and is held under a medium term lease.

Certain of the Group's land and buildings, 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.

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

		集團 GROUP	
		二零一四年 2014	二零一三年 2013
		千港元 HK\$'000	千港元 HK\$'000
成本	Cost	97,764	89,187
累計折舊	Accumulated depreciation	(66,496)	(64,421)
累計減值虧損	Accumulated impairment losses	(182)	(182)
賬面淨值	Net carrying amount	<u>31,086</u>	<u>24,584</u>



財務報表附註 NOTES TO FINANCIAL STATEMENTS

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15. 投資物業

15. INVESTMENT PROPERTIES

		集團 GROUP	
		二零一四年 2014 千港元 HK\$'000	二零一三年 2013 千港元 HK\$'000
於年初之賬面值	Carrying amount at beginning of year	487,878	455,590
添置	Additions	1,780	—
出售	Disposals	—	(4,093)
轉撥自持有供銷售之物業(附註22)	Transfer from properties held for sale (note 22)	6,135	—
公平值變動	Fair value changes	37,494	30,702
匯兌調整	Exchange realignment	(311)	5,679
於年終之賬面值	Carrying amount at end of year	<u>532,976</u>	<u>487,878</u>

本集團之投資物業按以下租期持有，其分佈地區如下：

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

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31 March 2014

		中國 PRC		
		香港 Hong Kong 千港元 HK\$'000	其他地區 Elsewhere 千港元 HK\$'000	總計 Total 千港元 HK\$'000
中期租約	Medium term leases	22,530	147,566	170,096
長期租約	Long term leases	—	362,880	362,880
		<u>22,530</u>	<u>510,446</u>	<u>532,976</u>



財務報表附註 NOTES TO FINANCIAL STATEMENTS

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15. 投資物業(續)

二零一三年三月三十一日

15. INVESTMENT PROPERTIES (Cont'd)

31 March 2013

		中國		總計
		香港	其他地區	
		Hong Kong	Elsewhere	Total
		千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000
中期租約	Medium term leases	22,530	—	22,530
長期租約	Long term leases	—	465,348	465,348
		<u>22,530</u>	<u>465,348</u>	<u>487,878</u>

本集團投資物業包括位於香港之一項商業物業、位於中國內地之三項商業物業以及位於中國內地之兩項住宅物業。本公司董事根據各項物業之性質、特徵及風險將投資物業分為兩類資產，即商業及住宅。本集團投資物業依據獨立專業合資格物業估值師威格斯資產評估顧問有限公司所作估值於二零一四年三月三十一日重新估值為532,976,000港元。本公司董事每年會決定委任外部估值師負責本集團物業之外部估值。挑選之標準包括市場知識、名聲、獨立性以及是否可保持專業標準。本公司董事每年兩次於為中期及年度財務報告進行估值時就估值假設及估值結果與估值師進行討論。

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)。

本集團一項投資物業已抵押予一間銀行作為向本集團提供銀行信貸之抵押(附註31)。

The Group's investment properties consist of one commercial property in Hong Kong, three commercial properties in Mainland China and two residential properties in Mainland China. The directors of the Company have determined that the investment properties consist of two classes of asset, i.e., commercial and residential, based on the nature, characteristics and risks of each property. The Group's investment properties were revalued on 31 March 2014 based on valuations performed by Vigers Appraisal and Consulting Limited, a firm of independent professionally qualified property valuers at HK\$532,976,000. Each year, the Company's directors decide to appoint which external valuer to be responsible for the external valuations of the Group's properties. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. The Company's directors have discussions with the valuer on the valuation assumptions and valuation results twice a year when the valuation is performed for interim and annual financial reporting.

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.

One of the Group's investment properties was pledged to a bank as security for a banking facility granted to the Group (note 31).

財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 March 2014 二零一四年三月三十一日

15. 投資物業(續)

公平值等級架構

下表列示本集團投資物業之公平值計量等級架構：

以下項目之經常性 公平值計量：	Recurring fair value measurement for:
商業物業	Commercial properties
住宅物業	Residential properties

於本年度內，第1層與第2層之間並無任何公平值計量轉移，且第3層並無轉入或轉出。

歸類為第3層公平值等級架構之公平值計量之對賬：

於二零一三年四月一日之賬面值	Carrying amount at 1 April 2013	22,530	465,348
添置	Additions	—	1,780
轉撥自持有供銷售之物業(附註22)	Transfer from properties held for sale (note 22)	6,135	—
公平值變動	Fair value changes	14,058	23,436
匯兌調整	Exchange realignment	(201)	(110)
於二零一四年三月三十一日之賬面值	Carrying amount at 31 March 2014	42,522	490,454

15. INVESTMENT PROPERTIES (Cont'd)

Fair value hierarchy

The following table illustrates the fair value measurement hierarchy of the Group's investment properties:

於二零一四年三月三十一日

使用以下數據計量公平值

Fair value measurement

as at 31 March 2014 using

活躍市場 報價 (第1層) Quoted prices in active markets (Level 1) 千港元 HK\$'000	重大可觀察 輸入數據 (第2層) Significant observable inputs (Level 2) 千港元 HK\$'000	重大不可觀察 輸入數據 (第3層) Significant unobservable inputs (Level 3) 千港元 HK\$'000	總計 Total 千港元 HK\$'000
—	—	42,522	42,522
—	—	490,454	490,454
—	—	532,976	532,976

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3.

Reconciliation of fair value measurements categorised within Level 3 of the fair value hierarchy:

商業物業 Commercial properties 千港元 HK\$'000	住宅物業 Residential properties 千港元 HK\$'000
---	--

於二零一三年四月一日之賬面值	Carrying amount at 1 April 2013	22,530	465,348
添置	Additions	—	1,780
轉撥自持有供銷售之物業(附註22)	Transfer from properties held for sale (note 22)	6,135	—
公平值變動	Fair value changes	14,058	23,436
匯兌調整	Exchange realignment	(201)	(110)
於二零一四年三月三十一日之賬面值	Carrying amount at 31 March 2014	42,522	490,454



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15. 投資物業(續)

公平值等級架構(續)

以下為投資物業估值所用估值方法及主要輸入數據之概要：

位於香港之商業物業
Commercial property
in Hong Kong

位於中國內地之商業物業
Commercial properties
in Mainland China

位於中國內地之住宅物業
Residential properties
in Mainland China

本集團投資物業之公平值乃使用直接比較法，參考公開市場中可資比較物業之近期售價並就本集團投資物業與近期銷售例子比較之面積、位置、樓層及質量作調整而釐定。公平值計量與調整比率越高則會導致公平值越高的不可觀察輸入數據呈正相關關係。

15. INVESTMENT PROPERTIES (Cont'd)

Fair value hierarchy (Cont'd)

Below is a summary of the valuation techniques used and the key inputs to the valuation of investment properties:

估值方法 Valuation techniques	重大不可觀察 輸入數據 Significant unobservable inputs	範圍(加權 平均值) Range (weighted average)
直接比較法 Direct comparison approach	具體物業調整比率 Property-specific adjustment rate	-20%至-1% (-29%) -20% to -1% (-29%)
直接比較法 Direct comparison approach	具體物業調整比率 Property-specific adjustment rate	-40%至-3% (-14%) -40% to -3% (-14%)
直接比較法 Direct comparison approach	具體物業調整比率 Property-specific adjustment rate	-5%至2% (-4%) -5% to 2% (-4%)

The fair value of the Group's investment properties is determined using the direct comparison approach by reference to the recent sales price of comparable properties in the open market, adjusted for size, location, floor level and quality of the Group's investment properties compared to the recent sales. The fair value measurement is positively correlated to the unobservable input that the higher the adjustment rate will result in a higher fair value.



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16. 發展中物業

16. PROPERTIES UNDER DEVELOPMENT

		集團 GROUP	
		二零一四年 2014 千港元 HK\$'000	二零一三年 2013 千港元 HK\$'000
年初結存	Balance at beginning of year	1,031,826	1,247,755
本年度添置	Additions during the year	420,351	365,014
轉撥至持有供銷售之物業(附註22)	Transfer to properties held for sale (note 22)	(280,614)	(596,385)
匯兌調整	Exchange realignment	396	15,442
年終結存	Balance at end of year	1,171,959	1,031,826
即期部分	Current portion	(382,669)	(187,880)
非即期部分	Non-current portion	789,290	843,946

17. 附屬公司權益

17. INTERESTS IN SUBSIDIARIES

		公司 COMPANY	
		二零一四年 2014 千港元 HK\$'000	二零一三年 2013 千港元 HK\$'000
非上市股份，按成本	Unlisted shares, at cost	16,721	16,721
附屬公司之欠款	Amounts due from subsidiaries	1,173,276	1,198,122
減值 [#]	Impairment [#]	(178,794)	(161,287)
		994,482	1,036,835
欠附屬公司之款項	Amounts due to subsidiaries	(144,932)	(222,445)
一年內到期分類為 流動負債之部分	Portion due within one year, classified as current liabilities	144,932	222,445
		—	—
		1,011,203	1,053,556

[#] 本集團已就賬面值總額為222,003,000港元(二零一三年:204,373,000港元)(扣除減值虧損前)之若干附屬公司之欠款確認減值，原因是各附屬公司長期產生虧損。

[#] An impairment was recognised for certain amounts due from subsidiaries with a gross carrying amount of HK\$222,003,000 (2013: HK\$204,373,000) (before deducting the impairment loss) because the respective subsidiaries had been loss-making for some time.



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17. 附屬公司權益(續)

年內，本公司就該等附屬公司之欠款確認減值17,507,000港元(二零一三年：112,218,000港元)。附屬公司之欠款及欠附屬公司之款項均為無抵押及免息。計入流動負債之附屬公司結存須於要求時或於一年內償還，而計入非流動資產之附屬公司結存則毋須於由報告期末起計一年內償還，並視為借予該等附屬公司之準權益貸款。

本公司已於二零一三年三月三十一日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，旨在可維持政府當局規定所需最低限額之營運資金。該承諾已於本年度解除。

主要附屬公司之詳情如下：

17. INTERESTS IN SUBSIDIARIES (Cont'd)

During the year, the Company recognised an impairment of HK\$17,507,000 (2013: HK\$112,218,000) for those amounts due from subsidiaries. The amounts due from and to subsidiaries are unsecured and interest-free. The balances with subsidiaries included in the current liabilities are repayable on demand or within one year whereas the balances with subsidiaries included in non-current assets are not expected to be repaid within one year from the end of the reporting period and are considered as quasi-equity loans to those subsidiaries.

As at 31 March 2013, the Company had undertaken not to demand repayment of the amount due from a subsidiary, Tysan Foundation Limited, of HK\$80,000,000 to maintain the required minimum working capital as stipulated by government authorities. The undertaking was released during the year.

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 business	已發行及繳足 註冊股本/股本面值 Nominal value of issued and fully paid registered/ share capital	本公司應佔 之股權百分比 Percentage of equity attributable to the Company		主要業務 Principal activities
			二零一四年 2014	二零一三年 2013	
泰昇地基(香港)有限公司(附註6) Tysan Foundation (Hong Kong) Limited (note 6)	香港 Hong Kong	普通股100港元 Ordinary HK\$100	60	100	投資控股 Investment holding
泰昇地基工程有限公司(附註2、3及6) Tysan Foundation Limited (notes 2, 3 and 6)	香港 Hong Kong	普通股51,000,000港元 Ordinary HK\$51,000,000 遞延股3,000,000港元 Deferred HK\$3,000,000	60	100	地基打樁 Foundation piling
泰昇建築(澳門)有限公司(附註2及6) Tysan Construction (Macau) Limited (notes 2 and 6)	澳門 Macau	普通股25,000澳門元 Ordinary MOP25,000	60	100	地基打樁 Foundation piling

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17. 附屬公司權益(續)

17. INTERESTS IN SUBSIDIARIES (Cont'd)

主要附屬公司之詳情如下：(續)

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 business	已發行及繳足 註冊股本/股本面值 Nominal value of issued and fully paid registered/ share capital	本公司應佔 之股權百分比 Percentage of equity attributable to the Company		主要業務 Principal activities
			二零一四年 2014	二零一三年 2013	
泰昇機械租賃有限公司(附註2、3及6) Tysan Machinery Hire Limited (notes 2, 3 and 6)	香港 Hong Kong	普通股 10,000 港元 Ordinary HK\$10,000 遞延股 200,000 港元 Deferred HK\$200,000	60	100	機械租賃 Machinery hiring
泰昇地基工程(香港)有限公司 (附註2及6) Tysan Contractors (Hong Kong) Limited (notes 2 and 6)	香港 Hong Kong	普通股 2 港元 Ordinary HK\$2	60	100	項目管理及 提供諮詢服務 Project management and provision of consultancy services
泰昇地基土力工程有限公司 (附註1、2及6) Tysan Foundation Geotechnical Limited (notes 1, 2 and 6)	香港 Hong Kong	普通股 2 港元 Ordinary HK\$2	60	100	地盤勘查 Site investigation
先進機械工程有限公司(附註2) Proficiency Equipment Limited (note 2)	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2) Proficiency Engineering Limited (note 2)	香港 Hong Kong	普通股 2 港元 Ordinary HK\$2	100	100	提供工程服務及 機械租賃 Provision of engineering services and machinery hiring
剛耀有限公司(附註2) Lion Bright Limited (note 2)	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
進昇有限公司(附註2及8) Mac Proficiency Limited (notes 2 and 8)	澳門 Macau	普通股 25,000 澳門元 Ordinary MOP25,000	100	—	提供工程服務 及機械租賃 Provision of engineering services and machinery hiring



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17. 附屬公司權益(續)

主要附屬公司之詳情如下：(續)

17. 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 business	已發行及繳足 註冊股本/股本面值 Nominal value of issued and fully paid registered/ share capital	本公司應佔 之股權百分比 Percentage of equity attributable to the Company		主要業務 Principal activities
			二零一四年 2014	二零一三年 2013	
泰昇管理有限公司(附註3) Tysan Management Limited (note 3)	香港 Hong Kong	普通股 16,720,850 港元 Ordinary HK\$16,720,850 遞延股 2 港元 Deferred HK\$2	100	100	企業管理 Corporate management
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(「泰昇投資發展」) Tysan Investment Limited ("TIL")	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(「泰昇建築」) Tysan Construction Company Limited ("TCCL")	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2) Faithmark Investments Limited (note 2)	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2) (note 2)	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2) Trions Investment Limited (note 2)	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2) Sure Faith Investment Limited (note 2)	香港 Hong Kong	普通股 2 港元 Ordinary HK\$2	100	100	持有物業 Property holding
頓肯房地產有限公司(附註2) Duncan Properties Limited (note 2)	香港 Hong Kong	普通股 2 港元 Ordinary HK\$2	100	100	投資控股 Investment holding

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17. 附屬公司權益(續)

17. INTERESTS IN SUBSIDIARIES (Cont'd)

主要附屬公司之詳情如下：(續)

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 business	已發行及繳足 註冊股本/股本面值 Nominal value of issued and fully paid registered/ share capital	本公司應佔 之股權百分比 Percentage of equity attributable to the Company		主要業務 Principal activities
			二零一四年 2014	二零一三年 2013	
Dragonhill Limited (附註2) (note 2)	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2) Great Regent Investments Limited (note 2)	香港 Hong Kong	普通股2港元 Ordinary HK\$2	100	100	投資控股及提供 銷售及營銷服務 Investment holding and provision of sales and marketing services
泰昇房地產開發(天津)有限公司 (附註2、4及7) Tysan Property Development (Tianjin) Company Limited (notes 2, 4 and 7)	中國/中國內地 PRC/ Mainland China	15,500,000美元 US\$15,500,000	100	90	物業發展 Property development
Cottontree Pacific Limited	英屬處女群島 (「英屬處女 群島」) British Virgin Islands ("BVI")	普通股1港元 Ordinary HK\$1	100	100	投資控股 Investment holding
Tysan Foundation Holdings Limited (附註2) (note 2)	百慕達 Bermuda	普通股0.1港元 Ordinary HK\$0.1	100	100	投資控股 Investment holding
曜基有限公司(附註2) Sparkle Key Limited (note 2)	香港 Hong Kong	普通股10,000港元 Ordinary HK\$10,000	97	97	投資控股 Investment holding
泰昇房地產(瀋陽)有限公司(附註2及4) Tysan Land (Shenyang) Limited (notes 2 and 4)	中國/中國內地 PRC/ Mainland China	58,300,000美元 US\$58,300,000	97	97	物業發展 Property development
泰升房地產(上海)有限公司(附註2及5) Tysan Land (Shanghai) Limited (notes 2 and 5)	中國/中國內地 PRC/ Mainland China	20,500,000美元 US\$20,500,000	100	100	物業發展 Property development



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17. 附屬公司權益(續)

主要附屬公司之詳情如下：(續)

17. 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 business	已發行及繳足 註冊股本/股本面值 Nominal value of issued and fully paid registered/ share capital	本公司應佔 之股權百分比 Percentage of equity attributable to the Company		主要業務 Principal activities
			二零一四年 2014	二零一三年 2013	
泰昇工程服務有限公司(附註2) Tysan Engineering Company Limited (note 2)	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2) Tysan Engineering (H.K.) Company Limited (note 2)	香港 Hong Kong	普通股 20,600,000 港元 Ordinary HK\$20,600,000	70	70	提供電機及 機械服務 Provision of electrical and mechanical services
華園國際有限公司(附註2) China Garden International Limited (note 2)	香港 Hong Kong	普通股 100 港元 Ordinary HK\$100	100	100	投資控股 Investment holding
Allbright Investment Limited (附註2) (note 2)	英屬處女群島 BVI	普通股 100 美元 Ordinary US\$100	100	100	投資控股 Investment holding
Ironwood Pacific Limited (附註2) (note 2)	英屬處女群島 BVI	普通股 100 美元 Ordinary US\$100	100	100	投資控股 Investment holding
Federated Resources Limited (附註2) (note 2)	英屬處女群島 BVI	普通股 100 美元 Ordinary US\$100	100	100	投資控股 Investment holding
Beneficial Enterprises Limited (附註2) (note 2)	英屬處女群島 BVI	普通股 100 美元 Ordinary US\$100	100	100	投資控股 Investment holding
紅光投資有限公司(附註2) Red Shine Investment Limited (note 2)	香港 Hong Kong	普通股 2 港元 Ordinary HK\$2	100	100	投資控股 Investment holding
海逸投資有限公司(附註2) Hiat Investment Limited (note 2)	香港 Hong Kong	普通股 2 港元 Ordinary HK\$2	100	100	物業投資 Property investment
興懋有限公司(附註2及7) Great Prosper Limited (notes 2 and 7)	香港 Hong Kong	普通股 100 港元 Ordinary HK\$100	100	90	投資控股 Investment holding
佳利威有限公司(附註2) Carriway Limited (note 2)	香港 Hong Kong	普通股 2 港元 Ordinary HK\$2	100	100	投資控股 Investment holding
資盛行有限公司(附註2) Fund House Limited (note 2)	香港 Hong Kong	普通股 2 港元 Ordinary HK\$2	100	100	投資控股 Investment holding

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17. 附屬公司權益(續)

17. INTERESTS IN SUBSIDIARIES (Cont'd)

主要附屬公司之詳情如下：(續)

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 business	已發行及繳足 註冊股本/股本面值 Nominal value of issued and fully paid registered/ share capital	本公司應佔 之股權百分比 Percentage of equity attributable to the Company		主要業務 Principal activities
			二零一四年 2014	二零一三年 2013	
頓肯物業管理(上海)有限公司 (附註2及4) Duncan Property Management (Shanghai) Company Limited (notes 2 and 4)	中國/中國內地 PRC/ Mainland China	500,000美元 US\$500,000	100	100	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2及4) Shanghai China Garden International Real Estate Development & Management Company Limited (notes 2 and 4)	中國/中國內地 PRC/ Mainland China	5,000,000美元 US\$5,000,000	100	100	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2及4) Shanghai Changning Duncan Property Development Company Limited (notes 2 and 4)	中國/中國內地 PRC/ Mainland China	10,000,000美元 US\$10,000,000	100	100	物業發展 Property development
上海頓肯房地產諮詢有限公司 (附註2及5) Shanghai Duncan Property Consulting Company Limited (notes 2 and 5)	中國/中國內地 PRC/ Mainland China	100,000美元 US\$100,000	100	100	提供物業諮詢服務 Provision of property consultancy services



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17. 附屬公司權益(續)

附註：

1. 該公司名稱由泰昇土力工程有限公司更改為泰昇地基土力工程有限公司，自二零一四年四月二十三日起生效。
2. 透過附屬公司持有。
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律註冊為外商獨資企業。
5. 該等實體乃根據中國法律註冊為中外合資企業。
6. 於二零一四年一月十七日，本集團出售於泰昇地基(香港)有限公司及其附屬公司之40%股權。有關出售事項之進一步詳情載於財務報表附註41(b)。
7. 於二零一四年一月十四日，本集團收購於興懋有限公司及其附屬公司之10.2%實際股權。有關收購事項之進一步詳情載於財務報表附註40。
8. 該實體於二零一三年八月三十日註冊成立。

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分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。

關於擁有重大非控股權益之本集團附屬公司之詳情如下。

17. INTERESTS IN SUBSIDIARIES (Cont'd)

Notes:

1. Its name was changed from Tysan Geotechnical Limited to Tysan Foundation Geotechnical Limited effective on 23 April 2014.
2. Held through subsidiaries.
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.
6. On 17 January 2014, the Group disposed of its 40% equity interests in Tysan Foundation (Hong Kong) Limited and its subsidiaries. Further details of the disposal are set out in note 41(b) to the financial statements.
7. On 14 January 2014, the Group acquired 10.2% effective equity interest in Great Prosper Limited and its subsidiary. Further details of the acquisition are set out in note 40 to the financial statements.
8. This entity was incorporated on 30 August 2013.

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.

Details of the Group's subsidiaries that have material non-controlling interests are set out below.



財務報表附註 NOTES TO FINANCIAL STATEMENTS

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17. 附屬公司權益(續)

下列資料指於泰昇地基(香港)有限公司及其全資附屬公司(統稱為「泰昇地基(香港)集團」)之非控股權益。

17. INTERESTS IN SUBSIDIARIES (Cont'd)

The information set out below represents the non-controlling interests in Tysan Foundation (Hong Kong) Limited and its wholly-owned subsidiaries (collectively, "Tysan Foundation (Hong Kong) Group").

		二零一四年 2014
		千港元 HK\$'000
非控股權益持有之股權百分比	Percentage of equity interest held by non-controlling interests	40%
分派予非控股權益之年度溢利	Profit for the year allocated to non-controlling interests	3,415
自一位非控股股東提供之 墊付貸款(附註)	Loan advanced from a non-controlling shareholder (note)	32,000
於報告日之非控股權益 累計結存	Accumulated balances of non-controlling interests at the reporting date	208,502

附註：該結存無抵押，免息且毋須於報告期結束一年內償還。

Note: The balance is unsecured, interest-free and not repayable within one year from the end of the reporting period.

下表列示泰昇地基(香港)集團截至二零一四年三月三十一日止年度之財務資料概要。所披露金額乃進行公司間抵銷前數據：

The following tables illustrate the summarised financial information of Tysan Foundation (Hong Kong) Group for the year ended 31 March 2014. The amounts disclosed are before any inter-company eliminations:

		二零一四年 2014
		千港元 HK\$'000
收益	Revenue	2,471,234
總開支	Total expenses	(2,342,137)
年度溢利	Profit for the year	129,097
年內全面收益總額	Total comprehensive income for the year	129,097
流動資產	Current assets	1,559,760
非流動資產	Non-current assets	159,653
流動負債	Current liabilities	(1,178,074)
非流動負債	Non-current liabilities	(100,083)



財務報表附註 NOTES TO FINANCIAL STATEMENTS

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17. 附屬公司權益(續)

下表列示泰昇地基(香港)集團截至二零一四年三月三十一日止年度之財務資料概要。所披露金額乃進行公司間抵銷前數據：(續)

17. INTERESTS IN SUBSIDIARIES (Cont'd)

The following tables illustrate the summarised financial information of Tysan Foundation (Hong Kong) Group for the year ended 31 March 2014. The amounts disclosed are before any inter-company eliminations: (continued)

		二零一四年 2014 千港元 HK\$'000
來自經營業務之現金流量淨額	Net cash flows from operating activities	463,000
用於投資業務之現金流量淨額	Net cash flows used in investing activities	(141,228)
用於融資業務之現金流量淨額	Net cash flows used in financing activities	(73,297)
現金及現金等價物增加淨額	Net increase in cash and cash equivalents	<u>248,475</u>

由於泰昇地基(香港)集團乃本公司於二零一三年三月三十一日之全資附屬公司，故並無披露截至二零一三年三月三十一日止年度之比較資料。

No comparative information for the year ended 31 March 2013 was disclosed as Tysan Foundation (Hong Kong) Group was a wholly-owned subsidiary of the Company as at 31 March 2013.



財務報表附註 NOTES TO FINANCIAL STATEMENTS

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18. 聯營公司權益及來自一間聯營公司之貸款

18. INTERESTS IN ASSOCIATES AND LOAN FROM AN ASSOCIATE

		本集團 GROUP	
		二零一四年	二零一三年
		2014	2013
		千港元	千港元
		HK\$'000	HK\$'000
(a)	(a)		
應佔資產淨值	Share of net assets	—	37,595
聯營公司之欠款	Amounts due from associates	359	2,464
聯營公司之貸款	Loans to associates	—	8,150
		<u>359</u>	<u>48,209</u>
減：減值	Less: Impairment	(359)	(349)
		<u>—</u>	<u>47,860</u>

聯營公司之欠款及聯營公司之貸款為無抵押、免息且無固定還款期限。於本年度，來自聯營公司之貸款於出售有關聯營公司時已全部結清(見附註(e))。

The amounts due from associates and loans to associates are unsecured, interest-free and have no fixed terms of repayment. During the year, the loans to associates were fully settled during the disposal of associates as mentioned in note (e).

(b) 於二零一三年三月三十一日，計入本集團非流動負債之來自一間聯營公司之貸款24,560,000港元為無抵押、免息且毋須於二零一三年三月三十一日起12個月內償還。於本年度，該聯營公司另外再墊付7,000,000港元，造成貸款結餘合共31,560,000港元。貸款經已清償，詳情載於財務報表附註40。

(b) As at 31 March 2013, the loan from an associate included in the Group's non-current liabilities of HK\$24,560,000 was unsecured, interest-free and would not be repayable within 12 months from 31 March 2013. During the year, a further advance of HK\$7,000,000 was received from the associate and resulting in a total loan balance of HK\$31,560,000. The loan was settled as detailed in note 40 to the financial statements.

(c) 本集團上年度應收一間聯營公司貿易賬款餘額於財務報表附註24披露。

(c) The Group's trade receivable balances with an associate in the prior year were disclosed in note 24 to the financial statements.



財務報表附註 NOTES TO FINANCIAL STATEMENTS

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18. 聯營公司權益及來自一間聯營公司之貸款(續)

(d) 主要聯營公司之詳情如下：

名稱 Name	所持已發行 股份詳情及面值 Particulars and nominal value of issued shares held	註冊成立／註冊 及營業地點 Place of incorporation/ registration and business	本集團應佔 所有權權益百分比 Percentage of ownership interest attributable to the Group		主要業務 Principal activities
			二零一四年 2014	二零一三年 2013	
力騏投資有限公司 Turbo Dragon Investment Limited	普通股面值 1 港元 Ordinary share of HK\$1	香港 Hong Kong	50	50	投資控股 Investment holding
泰昇建築工程有限公司 (「泰昇建築工程」) (附註 1) Tysan Building Construction Company Limited ("TBC") (note 1)	普通股面值 1 港元 Ordinary share of HK\$1	香港 Hong Kong	—	49	提供樓宇及 建築工程 Provision of building and construction works
澳泰昇建築(澳門) 有限公司(附註 1) Mac Tysan Construction (Macau) Limited (note 1)	每股普通股面值 1 澳門元 Ordinary share of MOP1 each	澳門 Macau	—	49	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) Tysan Project Management Limited (note 1)	普通股面值 1 港元 Ordinary share of HK\$1	香港 Hong Kong	—	49	提供樓宇及 建築工程 Provision of building and construction works
泰昇貿易有限公司 (「泰昇貿易」)(附註 2) Tysan Trading Company Limited ("TTCL") (note 2)	普通股面值 1 港元 Ordinary share of HK\$1	香港 Hong Kong	—	40	一般貿易 General trading

18. INTERESTS IN ASSOCIATES AND LOAN FROM AN ASSOCIATE (Cont'd)

(d) Particulars of the principal associates are as follows:



財務報表附註 NOTES TO FINANCIAL STATEMENTS

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18. 聯營公司權益及來自一間聯營公司之貸款(續)

(d) 主要聯營公司之詳情如下：(續)

附註：

- 於二零一四年一月十七日，本集團出售其於該等實體之全部股權。有關出售事項之進一步詳情載於下文附註(e)(i)。
- 於二零一四年一月十七日，本集團出售其於該等實體之全部股權。有關出售事項之進一步詳情載於下文附註(e)(ii)。

上表列出董事認為主要影響本集團之聯營公司應佔溢利或形成本集團所佔聯營公司大部分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。

下表列示本集團個別而言不屬重大之聯營公司之匯總財務資料：

應佔聯營公司年內溢利
應佔聯營公司全面收益
總額
本集團於聯營公司權益之
賬面總值

18. INTERESTS IN ASSOCIATES AND LOAN FROM AN ASSOCIATE (Cont'd)

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

Notes:

- On 17 January 2014, the Group disposed of its entire equity interest in these entities. Further details of the disposal are set out in note (e)(i) below.
- On 17 January 2014, the Group disposed of its entire equity interest in this entity. Further details of the disposal are set out in note (e)(ii) below.

The above table lists the associates of the Group which, in the opinion of the directors, affected the Group's share of profits 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.

The following table illustrates the aggregate financial information of the Group's associates that are not individually material:

		二零一四年 2014 千港元 HK\$'000	二零一三年 2013 千港元 HK\$'000
應佔聯營公司年內溢利	Share of the associates' profit for the year	3,301	6,402
應佔聯營公司全面收益 總額	Share of the associates' total comprehensive income	3,541	6,512
本集團於聯營公司權益之 賬面總值	Aggregate carrying amount of the Group's interests in associates	—	47,860



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18. 聯營公司權益及來自一間聯營公司之貸款(續)

(e) 出售聯營公司

- (i) 於二零一三年八月十六日(經日期為二零一三年十一月二十二日之補充協議修訂), 本公司之全資附屬公司泰昇建築與馮潮澤先生(「馮先生」)訂立一份買賣協議, 據此, 泰昇建築按現金代價17,150,000港元(其中9,800,000港元為出售股權, 7,350,000港元為清償股東貸款)向馮先生出售其於泰昇建築工程之49%股權及泰昇建築工程欠泰昇建築之無息股東貸款7,350,000港元(「泰昇建築工程出售」)。泰昇建築工程出售於二零一四年一月十七日完成。

泰昇建築工程出售完成後, 本集團並無擁有泰昇建築工程及其附屬公司之任何權益。泰昇建築工程出售之虧損2,184,000港元, 即出售股權代價9,800,000港元與本集團於出售日期於泰昇建築工程之權益約11,984,000港元之差額, 於年內綜合損益表內確認。

緊隨泰昇建築工程出售完成後, 馮先生所控制之泰昇建築工程成為本集團之一間關連公司。

18. INTERESTS IN ASSOCIATES AND LOAN FROM AN ASSOCIATE (Cont'd)

(e) Disposals of associates

- (i) On 16 August 2013 (as amended by a supplemental agreement dated 22 November 2013), TCCL, a wholly-owned subsidiary of the Company, and Mr. Fung Chiu Chak, Victor ("Mr. Fung"), entered into a sale and purchase agreement pursuant to which, TCCL disposed of its 49% equity interest in TBC, and the interest-free shareholder's loan of HK\$7,350,000 owing by TBC to TCCL, at a cash consideration of HK\$17,150,000 (of which HK\$9,800,000 is for the disposal of the equity interest and HK\$7,350,000 is for settlement of the shareholder's loan) to Mr. Fung ("Tysan Building Construction Disposal"). The Tysan Building Construction Disposal was completed on 17 January 2014.

Upon completion of the Tysan Building Construction Disposal, the Group does not have any interest in TBC and its subsidiaries. The loss on the Tysan Building Construction Disposal of HK\$2,184,000, representing the difference between the equity interest disposal consideration of HK\$9,800,000 and the Group's interests in TBC as at the date of disposal of approximately HK\$11,984,000, was recognised in the consolidated statement of profit or loss for the year.

Immediately after the completion of the Tysan Building Construction Disposal, TBC, which is controlled by Mr. Fung, became a related company of the Group.

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18. 聯營公司權益及來自一間聯營公司之貸款(續)

(e) 出售聯營公司(續)

- (ii) 於二零一三年八月十六日(經日期為二零一三年十一月二十二日之補充協議修訂)，本公司之全資附屬公司泰昇投資發展與郭敏慧小姐訂立一份買賣協議，據此，泰昇投資發展按現金代價4,400,000港元(其中3,600,000港元為出售股權，800,000港元為清償股東貸款)向郭敏慧小姐出售其於泰昇貿易之40%股權及泰昇貿易欠泰昇投資發展之無息股東貸款800,000港元(「泰昇貿易出售」)。泰昇貿易出售於二零一四年一月十七日完成。

泰昇貿易出售完成後，本集團並無於泰昇貿易及其附屬公司擁有任何權益。經扣除出售後解除有關匯率波動儲備約936,000港元後，泰昇貿易出售之虧損9,151,000港元，即出售股權代價3,600,000港元與本集團於出售日期於泰昇貿易之權益約13,687,000港元之差額，於年內綜合損益表內確認。

緊隨泰昇貿易出售完成後，郭敏慧小姐所控制之泰昇貿易成為本集團之一間關連公司。

有關泰昇建築工程出售及泰昇貿易出售之進一步詳情載於本公司日期為二零一三年十一月二十五日之通函。

18. INTERESTS IN ASSOCIATES AND LOAN FROM AN ASSOCIATE (Cont'd)

(e) Disposals of associates (Cont'd)

- (ii) On 16 August 2013 (as amended by a supplemental agreement dated 22 November 2013), TIL, a wholly-owned subsidiary of the Company, and Miss Jennifer Kwok, entered into a sale and purchase agreement pursuant to which, TIL disposed of its 40% equity interest in TTCL and the interest-free shareholder's loan of HK\$800,000 owing by TTCL to TIL, at a cash consideration of HK\$4,400,000 (of which HK\$3,600,000 is for the disposal of the equity interests and HK\$800,000 is for the settlement of the shareholder's loan) to Miss Jennifer Kwok ("Tysan Trading Disposal"). The Tysan Trading Disposal was completed on 17 January 2014.

Upon completion of the Tysan Trading Disposal, the Group does not have any interest in TTCL and its subsidiaries. The loss on the Tysan Trading Disposal of HK\$9,151,000, representing the difference between the disposal consideration of HK\$3,600,000 for the equity interest and the Group's interests in TTCL as at the date of disposal of approximately HK\$13,687,000, net of the release of related exchange fluctuation reserve upon disposal of approximately HK\$936,000, was recognised in the consolidated statement of profit or loss for the year.

Immediately after the completion of the Tysan Trading Disposal, TTCL, which is controlled by Miss Jennifer Kwok, became a related company of the Group.

Further details of the Tysan Building Construction Disposal and Tysan Trading Disposal are set out in the Company's circular dated 25 November 2013.



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19. 可供出售投資

19. AVAILABLE-FOR-SALE INVESTMENT

		集團 GROUP	
		二零一四年 2014 千港元 HK\$'000	二零一三年 2013 千港元 HK\$'000
未上市股本投資，按成本	Unlisted equity investment, at cost	1,250	—

於二零一四年三月三十一日，面值1,250,000港元(二零一三年：無)之未上市股本投資按成本減減值列賬，因為合理公平值估計之範圍極大，董事認為其公平值無法可靠計量。本集團無意於近期將其出售。

As at 31 March 2014, unlisted equity investment with a carrying amount of HK\$1,250,000 (2013: Nil) was stated at cost less impairment because the range of reasonable fair value estimates is so significant that the directors are of the opinion that its fair value cannot be measured reliably. The Group does not intend to dispose of it in the near future.

20. 按公平值計入損益之投資

20. INVESTMENTS AT FAIR VALUE THROUGH PROFIT OR LOSS

		集團 GROUP	
		二零一四年 2014 千港元 HK\$'000	二零一三年 2013 千港元 HK\$'000
於香港上市之股份投資，按公平值	Listed equity investments in Hong Kong, at fair value	—	3,838
於中國內地之非上市投資基金，按公平值	Unlisted investment funds in Mainland China, at fair value	—	268,535
		—	272,373

上述於二零一三年三月三十一日之投資已列為持作買賣用途，並於年內出售或贖回。

The above investments at 31 March 2013 were classified as held for trading and were disposed of or redeemed during the year.

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21. 存貨

21. INVENTORIES

		集團 GROUP	
		二零一四年 2014 千港元 HK\$'000	二零一三年 2013 千港元 HK\$'000
原料	Raw materials	1,818	5,570
零件及其他	Spare parts and others	11,791	9,594
		<u>13,609</u>	<u>15,164</u>

22. 持有供銷售之物業

22. PROPERTIES HELD FOR SALE

		集團 GROUP	
		二零一四年 2014 千港元 HK\$'000	二零一三年 2013 千港元 HK\$'000
年初	At beginning of year	720,600	466,250
轉撥至物業、機器及設備(附註14)	Transfer to property, plant and equipment (note 14)	—	(2,032)
轉撥至投資物業(附註15)	Transfer to investment properties (note 15)	(6,135)	—
轉撥自發展中物業(附註16)	Transfer from properties under development (note 16)	280,614	596,385
年內出售之物業	Properties sold during the year	(396,173)	(341,016)
匯兌調整	Exchange realignment	5,734	1,013
年終	At end of year	<u>604,640</u>	<u>720,600</u>

本集團持有供銷售之物業位於中國內地及以長期租約持有。

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



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23. 建築合約

23. CONSTRUCTION CONTRACTS

		集團 GROUP	
		二零一四年 2014 千港元 HK\$'000	二零一三年 2013 千港元 HK\$'000
客戶有關合約工程之欠款	Amounts due from customers for contract works	107,127	99,643
欠客戶有關合約工程之款項	Amounts due to customers for contract works	(739,788)	(528,161)
		<u>(632,661)</u>	<u>(428,518)</u>
所產生之合約成本加截至本年報 日期已確認溢利減已確認虧損 減：已收及應收進度賬款	Contract costs incurred plus recognised profits less recognised losses to date Less: Progress billings received and receivable	9,641,367 (10,274,028)	7,572,655 (8,001,173)
		<u>(632,661)</u>	<u>(428,518)</u>

24. 應收貿易賬款

24. TRADE RECEIVABLES

本集團跟隨本地行業標準制訂信貸政策。給予貿易客戶之平均一般信貸期為30日內(應收保固金除外)，惟須經管理層作出定期檢討。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。本集團並無就該等結存持有任何擔保或提高其他信貸。應收貿易賬款均為免息。

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 30 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. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are non-interest-bearing.

		集團 GROUP	
		二零一四年 2014 千港元 HK\$'000	二零一三年 2013 千港元 HK\$'000
應收貿易賬款	Trade receivables	777,991	743,938
減值	Impairment	(194)	(8,876)
		<u>777,797</u>	<u>735,062</u>

應收貿易賬款中包括應收一間關連公司款項6,405,000港元(二零一三年：一間當時聯營公司618,000港元)，其還款信貸條款與給予本集團主要客戶的條款相若。

Included in the trade receivables is an amount due from a related company of HK\$6,405,000 (2013: a then associate of HK\$618,000), which is repayable on similar credit terms to those offered to the major customers of the Group.



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24. 應收貿易賬款(續)

以發票日期及撥備淨值計算，應收貿易賬款於報告期末之賬齡分析如下：

24. TRADE RECEIVABLES (Cont'd)

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

		集團 GROUP	
		二零一四年 2014 千港元 HK\$'000	二零一三年 2013 千港元 HK\$'000
應收貿易賬款：	Trade receivables:		
90日內	Within 90 days	463,772	456,725
91日至180日	91 to 180 days	1,231	751
181日至360日	181 to 360 days	1,789	14,105
360日以上	Over 360 days	771	194
		<u>467,563</u>	<u>471,775</u>
應收保固金	Retention receivables	310,234	263,287
		<u>777,797</u>	<u>735,062</u>

應收貿易賬款減值撥備之變動如下：

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

		集團 GROUP	
		二零一四年 2014 千港元 HK\$'000	二零一三年 2013 千港元 HK\$'000
年初	At beginning of year	8,876	2,922
已確認減值虧損(附註7)	Impairment losses recognised (note 7)	194	5,842
撤銷為不可收回之款項	Amount written off as uncollectible	(9,009)	—
匯兌調整	Exchange realignment	133	112
		<u>194</u>	<u>8,876</u>
年終	At end of year		



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24. 應收貿易賬款(續)

計入上述應收貿易賬款之減值撥備為194,000港元(二零一三年: 8,876,000港元)是就個別應收貿易賬而作其撥備前賬面總值為194,000港元(二零一三年: 8,876,000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, 預期應收該等客戶之賬款不能全部收回。

個別或共同視作將不予減值之應收貿易賬款之賬齡分析如下:

既無過期亦無減值	Neither past due nor impaired
已過期1日至90日	1 to 90 days past due
已過期91日至270日	91 to 270 days past due
已過期超過270日	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。

24. TRADE RECEIVABLES (Cont'd)

Included in the above provision for impairment of trade receivables of HK\$194,000 (2013: HK\$8,876,000) is a provision for individually impaired trade receivables with a gross carrying amount before provision of HK\$194,000 (2013: HK\$8,876,000). The individually impaired trade receivables relate to customers that were in financial difficulties and the receivables from these customers are not expected to be fully recoverable.

The aged analysis of the trade receivables that are not individually nor collectively considered to be impaired is as follows:

集團	
GROUP	
二零一四年	二零一三年
2014	2013
千港元	千港元
HK\$'000	HK\$'000
720,388	701,419
53,618	18,598
2,853	14,851
938	194
<u>777,797</u>	<u>735,062</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.



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25. 預付款項、訂金及其他應收款項

25. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

		集團		公司	
		GROUP		COMPANY	
		二零一四年	二零一三年	二零一四年	二零一三年
		2014	2013	2014	2013
		千港元	千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
收購物業、機器 及設備項目之訂金	Deposits for acquisition of items of property, plant and equipments	4,905	3,909	—	—
預付款項及訂金	Prepayments and deposits	45,854	31,631	177	3,039
其他應收款項	Other receivables	35,068	20,601	3,323	—
減值	Impairment	(3,226)	(2,000)	—	—
		<u>82,601</u>	<u>54,141</u>	<u>3,500</u>	<u>3,039</u>
減：歸類為 非流動資產之 預付款項、訂金 及其他應收款項	Less: Prepayments, deposits and other receivables classified as non-current assets	(7,859)	(3,909)	—	—
		<u>74,742</u>	<u>50,232</u>	<u>3,500</u>	<u>3,039</u>

其他應收款項減值撥備之變動如下：

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

		集團	
		GROUP	
		二零一四年	二零一三年
		2014	2013
		千港元	千港元
		HK\$'000	HK\$'000
年初	At beginning of year	2,000	—
已確認減值虧損(附註7)	Impairment losses recognised (note 7)	1,217	2,000
匯率調整	Exchange realignment	9	—
年終	At end of year	<u>3,226</u>	<u>2,000</u>

除已全數減值之3,226,000港元(二零一三年：2,000,000港元)其他應收款項外，上述資產並無過期或減值，而計入上述結餘之金融資產與近來並無違約紀錄之應收款項有關。

Except for other receivables of HK\$3,226,000 (2013: HK\$2,000,000) which was fully impaired, none of the above assets is either past due or impaired and the financial assets included in the above balances relate to receivables for which there was no recent history of default.



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26. 衍生金融工具

26. DERIVATIVE FINANCIAL INSTRUMENTS

		集團 GROUP	
		二零一四年 2014	二零一三年 2013
		千港元 HK\$'000	千港元 HK\$'000
利率掉期	Interest rate swaps	4,113	8,205
歸類為非流動負債之部分	Portion classified as a non-current liability	—	(8,205)
流動負債部分	Current liabilities portion	4,113	—

本集團已訂立多項利率掉期，以管理其利率風險。非對沖衍生工具之公平淨值變動之盈利4,092,000港元(二零一三年：2,831,000港元)乃計入年內之損益表內。該等金融工具之賬面值與其公平值相若。上述衍生金融工具所涉交易乃與信譽良好且近期並無違約歷史之金融機構進行。

The Group has entered into various interest rate swaps to manage its interest rate exposures. Changes in the fair value, net, of non-hedging derivatives amounting to gain of HK\$4,092,000 (2013: HK\$2,831,000) were credited to the statement of profit or loss during the year. The carrying amounts of those financial instruments are the same as their fair values. The above transactions involving derivative financial instruments are conducted with creditworthy financial institutions with no recent history of default.

27. 現金及銀行結存、定期存款及受限制現金

27. CASH AND BANK BALANCES, TIME DEPOSITS AND RESTRICTED CASH

		集團 GROUP	
		二零一四年 2014	二零一三年 2013
		千港元 HK\$'000	千港元 HK\$'000
定期存款：	Time deposits:		
— 其他定期存款	— other time deposits	(a) 551,441	429,662
— 結構性存款	— structured deposits	(b) 554,778	99,920
定期存款總額	Total time deposits	(c) 1,106,219	529,582
現金及銀行結存	Cash and bank balances	(a) 441,688	488,870
受限制現金	Restricted cash	(d) 3,241	60,207
總計	Total	1,551,148	1,078,659



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27. 現金及銀行結存、定期存款及受限制現金(續)

27. CASH AND BANK BALANCES, TIME DEPOSITS AND RESTRICTED CASH (Cont'd)

		集團 GROUP	
		二零一四年 2014	二零一三年 2013
		千港元 HK\$'000	千港元 HK\$'000
以下列貨幣計值：	Denominated in:		
日元	Japanese yen ("YEN")	6	7
美元	United States dollar ("USD")	664	77,683
歐元	Euro ("EUR")	902	17,042
澳門元	Macao patacas ("MOP")	6,093	43,453
人民幣	Renminbi ("RMB")	934,708	362,188
港元	HK\$	608,775	578,286
		<u>1,551,148</u>	<u>1,078,659</u>

人民幣不可自由兌換為其他貨幣，然而，根據中國內地之外匯管理條例及結匯、售匯及付匯管理規定，本集團獲准透過獲授權進行外匯業務之銀行，將人民幣兌換為其他貨幣。

RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through authorised banks to conduct foreign exchange business.

附註：

Notes:

- (a) 銀行存款按每日銀行存款利率計算之浮動利率賺取利息。定期存款具有不同之存款期限，由七天至六個月不等，視乎本集團之即時現金需求而定，並按有關之定期存款利率賺取利息。銀行結存及訂金存入近期並無違約歷史之信譽卓著之銀行。
- (b) 結構性存款為具有固定到期期限之定期存款，按攤銷成本列賬。結構性存款利率基於美元與港元之間之匯率變動或倫敦銀行同業拆息之變動而波動。本集團主要將結構性存款用於提升投資回報。

- (a) Cash at banks earns interest at floating rates based on daily bank deposit rates. Time deposits are made for varying periods of between seven days and six months depending on the immediate cash requirements of the Group, and earn interest at the respective time deposit rates. The bank balances and deposits are deposited with creditworthy banks with no recent history of default.
- (b) The structured deposits are time deposits with fixed maturity dates and are stated at amortised cost. The interest rates on the structured deposits fluctuated based on changes in currency exchange rate between USD and HK\$ or changes in the London Interbank Offered Rate ("LIBOR"). The Group uses structured deposits primarily to enhance the return on investment.



財務報表附註 NOTES TO FINANCIAL STATEMENTS

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27. 現金及銀行結存、定期存款及受限制現金(續)

附註：(續)

- (c) 結餘包括於取得時原定於三個月後到期之定期存款137,485,000港元(二零一三年：無)。
- (d) 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3,241,000港元(二零一三年：60,207,000港元)，僅可用於建造相關物業。

27. CASH AND BANK BALANCES, TIME DEPOSITS AND RESTRICTED CASH (Cont'd)

Notes: (Cont'd)

- (c) Included in the balance are time deposits of HK\$137,485,000 (2013: Nil) of which the original maturity is more than three months when acquired.
- (d) Pursuant to relevant regulations in the PRC, deposits of HK\$3,241,000 (2013: HK\$60,207,000) received from the pre-sale of properties under development under designated bank accounts can only be used for the construction of the relevant properties.

28. 應付貿易賬款及應計款項

以發票日計算，應付貿易賬款於報告期末之賬齡分析如下：

28. TRADE PAYABLES AND ACCRUALS

An aged analysis of the trade payables as at the end of the reporting period, based on the invoice date, is as follows:

		集團		公司	
		GROUP		COMPANY	
		二零一四年	二零一三年	二零一四年	二零一三年
		2014	2013	2014	2013
		千港元	千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
應付貿易賬款：	Trade payables:				
90日內	Within 90 days	147,805	217,083	254	897
91日至180日	91 to 180 days	438	224	—	—
180日以上	Over 180 days	1,995	4,190	—	—
		<u>150,238</u>	<u>221,497</u>	<u>254</u>	<u>897</u>
應付保固金	Retention payables	152,494	79,759	—	—
應計款項	Accruals	331,343	337,211	1,338	3,618
		<u>634,075</u>	<u>638,467</u>	<u>1,592</u>	<u>4,515</u>

應付貿易賬款均為免息，一般還款期為九十日。

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。

於二零一三年三月三十一日，本集團及本公司之其他應付款項、已收訂金及預收款項包括根據本公司與祥澤有限公司（「祥澤」）就建議出售泰昇地基（香港）有限公司40%股權（「建議出售」）而於二零一二年十一月十二日訂立之有條件買賣協議及於二零一二年十二月二十一日訂立之補充協議（統稱「協議」）而向祥澤收取之總訂金6,000,000港元。祥澤為一間由馮先生全資擁有之公司。截至二零一三年三月三十一日止年度，錢永勳先生就建議出售向香港高等法院（「高等法院」）提起二零一二年HCMP 2892號、二零一三年HCMP 207號及二零一三年HCMP 841號法律訴訟（統稱為「錢先生法律訴訟」）。根據高等法院於二零一三年十二月十九日發出之同意令，高等法院就二零一二年HCMP 2892號及二零一三年HCMP 207號法律訴訟發出之禁制令已根據和解協議所載之條款不再具有效力，錢先生法律訴訟已被無條件同意撤銷，有關和解協議已於本公司二零一三年十一月二十五日發出之通函披露。進一步資料，請參閱本公司於二零一三年十二月十九日刊發之公告。根據日期為二零一三年七月一日之函件，祥澤選擇撤銷協議，而本公司已退還根據協議支付之所有訂金。

30. 已收訂金

於二零一四年三月三十一日，已收訂金指簽署發展中物業預售合約及持有供銷售物業銷售合約後自客戶收取之訂金。本集團於物業仍在發展期間預售物業。由於與客戶訂有合約，故此於簽署預售合約後，客戶須向本集團支付訂金。本集團所持有之該等金額均為免息。

29. OTHER PAYABLES, DEPOSITS RECEIVED AND RECEIPTS IN ADVANCE

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

As at 31 March 2013, included in other payables, deposits received and receipts in advance of the Group and the Company was a deposit in the sum of HK\$6,000,000 received from Fortunate Pool Limited ("Fortunate Pool"), under a conditional sale and purchase agreement dated 12 November 2012 and a supplement agreement dated 21 December 2012 (collectively, the "Agreement") between the Company and Fortunate Pool in relation to a proposed disposal of 40% equity interest in Tysan Foundation (Hong Kong) Limited (the "Proposed Disposal"). Fortunate Pool is a company wholly owned by Mr. Fung. During the year ended 31 March 2013, legal proceedings HCMP 2892 of 2012, HCMP 207 of 2013 and HCMP 841 of 2013 relating to the Proposed Disposal (collectively, the "Chien Legal Proceedings") were instituted by Mr. David Chien in the High Court of Hong Kong ("High Court"). Pursuant to an order by consent dated 19 December 2013 granted by the High Court, the injunction granted by the High Court in respect of legal proceedings HCMP 2892 of 2012 and HCMP 207 of 2013 had accordingly ceased to have effect on such terms as set out in the settlement agreement and the Chien Legal Proceedings were unconditionally withdrawn by consent, which had been disclosed in a circular of the Company issued on 25 November 2013. For further information, please refer to an announcement published by the Company on 19 December 2013. By a letter dated 1 July 2013, Fortunate Pool elected to rescind the Agreement and the Company refunded all deposits paid under the Agreement.

30. DEPOSITS RECEIVED

As at 31 March 2014, deposits received represented down payments received from customers upon signing of the pre-sale contracts of properties under development and sale contracts of properties held for sale of the Group. The Group conducted the pre-sale of properties when they were still under development. As contracted with customers, deposits were paid to the Group upon the signing of the pre-sale contracts. Such amounts held by the Group are non-interest-bearing.



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31. 附息銀行借貸

集團

31. INTEREST-BEARING BANK BORROWINGS

GROUP

		二零一四年 2014			二零一三年 2013		
		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	1.4-3.4	2014-2017	481,824	1.4-3.4	2013-2017	720,636
有抵押：	Secured:						
銀行貸款	Bank loans	1.7-2.7	2014-2017	13,780	1.7-2.7	2013-2017	20,174
分期貸款	Instalment loans	1.7	2014-2031	90,462	1.7	2013-2031	95,018
				104,242			115,192
銀行借貸總額	Total bank borrowings			586,066			835,828

		二零一四年 2014	二零一三年 2013
		千港元 HK\$'000	千港元 HK\$'000
根據下列項目分析：	Analysed into:		
須於下列期間內償還之銀行借貸：	Bank borrowings repayable:		
於一年內或按要求時	Within one year or on demand	252,112	109,786
第二年	In the second year	109,351	235,301
第三年至第五年(包括首尾兩年)	In the third to fifth years, inclusive	156,281	417,802
超過五年	Beyond five years	68,322	72,939
		586,066	835,828
須於一年內償還，分類為 流動負債之部分	Portion due within one year, classified as current liabilities	(252,112)	(109,786)
長期部分	Long term portion	333,954	726,042



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31. 附息銀行借貸(續)

就上述分析而言，本集團包含可隨時要求償還條款之銀行貸款9,940,000港元(二零一三年：16,929,000港元)已計入即期附息銀行借貸，並分析為於一年內或按要求償還之應付銀行貸款。

根據銀行貸款之到期期限，相關銀行貸款之應償還金額為：於二零一四年及二零一三年三月三十一日之須於一年內或按要求時支付之242,172,000港元及92,857,000港元；於二零一四年及二零一三年三月三十一日之須於第二年支付之113,191,000港元及242,290,000港元；於二零一四年及二零一三年三月三十一日之須於第三年至第五年(包括首尾兩年)支付之162,381,000港元及427,742,000港元；於二零一四年及二零一三年三月三十一日之須於五年以上支付之68,322,000港元及72,939,000港元。

於二零一四年三月三十一日，本集團之抵押銀行借貸乃由本集團於報告期末之賬面值分別為198,976,000港元(二零一三年：210,056,000港元)及22,530,000港元(二零一三年：22,530,000港元)之土地及樓宇、設備與機器(附註14)及一項投資物業(附註15)作抵押。

本集團之無抵押銀行借貸4,549,000港元(二零一三年：11,353,000港元)乃由香港特別行政區政府提供擔保。

此外，本公司已就其若干附屬公司(二零一三年：附屬公司及一間聯營公司)取得之借貸融資簽立擔保(附註38)。

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。

本集團之銀行借款以港元計值。

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

For the purpose of the above analysis, the Group's bank loans in the amount of HK\$9,940,000 (2013: HK\$16,929,000) containing a repayment on demand clause are included within current interest-bearing bank borrowings and analysed into bank loans payable within one year or on demand.

Based on the maturity terms of the bank loans, the amounts repayable in respect of the bank loans are: HK\$242,172,000 and HK\$92,857,000 payable within one year or on demand as at 31 March 2014 and 2013, respectively; HK\$113,191,000 and HK\$242,290,000 payable in the second year as at 31 March 2014 and 2013, respectively; HK\$162,381,000 and HK\$427,742,000 payable in the third to fifth years, inclusive as at 31 March 2014 and 2013, respectively; HK\$68,322,000 and HK\$72,939,000 payable beyond five years as at 31 March 2014 and 2013, respectively.

As at 31 March 2014, the Group's secured bank borrowings were secured by certain of its land and buildings, equipment and machinery (note 14) and an investment property (note 15) with carrying amounts of HK\$198,976,000 (2013: HK\$210,056,000) and HK\$22,530,000 (2013: HK\$22,530,000), respectively.

The Group's unsecured bank borrowing amounting to HK\$4,549,000 (2013: HK\$11,353,000) is guaranteed by the government of the Hong Kong Special Administrative Region.

In addition, the Company has executed guarantees in respect of borrowing facilities granted to certain of its subsidiaries (2013: subsidiaries and an associate) (note 38).

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 Group's bank borrowings are denominated in Hong Kong dollars.



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32. 遞延稅項

於本年度內，遞延稅項負債及資產之變動如下：

遞延稅項負債

集團

32. DEFERRED TAX

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

Deferred tax liabilities

GROUP

		重估 投資物業 Revaluation of investment properties 千港元 HK\$'000	撥備 超出有關 折舊部分 Allowance in excess of related depreciation 千港元 HK\$'000	預扣稅 Withholding taxes 千港元 HK\$'000	總計 Total 千港元 HK\$'000
於二零一二年四月一日	At 1 April 2012	(83,503)	(21,034)	(104,174)	(208,711)
年內於損益表計入/ (扣除)之遞延 稅項(附註10)	Deferred tax credited/(charged) to the statement of profit or loss during the year (note 10)	(7,343)	3,924	691	(2,728)
就中國內地一家 附屬公司匯出 之盈利而支付 之預扣稅	Withholding tax paid on repatriation of earnings from a subsidiary in Mainland China	—	—	1,249	1,249
匯兌調整	Exchange realignment	(1,197)	—	(1,301)	(2,498)
於二零一三年 三月三十一日及 二零一三年四月一日	At 31 March 2013 and 1 April 2013	(92,043)	(17,110)	(103,535)	(212,688)
年內於損益表計入/ (扣除)之 遞延稅項(附註10)	Deferred tax credited/(charged) to the statement of profit or loss during the year (note 10)	(10,275)	3,298	(36,242)	(43,219)
匯兌調整	Exchange realignment	129	—	479	608
於二零一四年 三月三十一日	At 31 March 2014	(102,189)	(13,812)	(139,298)	(255,299)



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32. 遞延稅項(續)

於本年度內，遞延稅項負債及資產之變動如下：(續)

遞延稅項資產

集團

32. DEFERRED TAX (Cont'd)

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

Deferred tax assets

GROUP

		土地增值稅撥備 Provision of land appreciation tax 千港元 HK\$'000
於二零一二年四月一日	At 1 April 2012	99,980
年內於損益表扣除之遞延稅項(附註10)	Deferred tax charged to the statement of profit or loss during the year (note 10)	(15,537)
匯兌調整	Exchange realignment	1,058
於二零一三年三月三十一日及二零一三年四月一日	At 31 March 2013 and 1 April 2013	85,501
年內於損益表扣除之遞延稅項(附註10)	Deferred tax charged to the statement of profit or loss during the year (note 10)	(51,705)
匯兌調整	Exchange realignment	776
於二零一四年三月三十一日	At 31 March 2014	<u>34,572</u>

本集團於香港產生之稅項虧損為304,665,000港元(二零一三年：255,622,000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。

The Group has tax losses arising in Hong Kong of HK\$304,665,000 (2013: HK\$255,622,000) 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.



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32. 遞延稅項(續)

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

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

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



財務報表附註 NOTES TO FINANCIAL STATEMENTS

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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：
874,665,903 股(二零一三年：
872,665,903 股)每股
面值0.10港元之普通股

於截至二零一四年三月三十一日止年度，因本公司購股權獲行使而以認購價每股1.46港元發行2,000,000股每股面值0.10港元之股份，總現金代價為2,920,000港元(扣除開支前)。為數819,000港元之款項已於購股權獲行使時由購股權儲備轉撥至股份溢價賬。

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

於二零零二年八月二十八日，本公司採納一項購股權計劃(「二零零二年計劃」)，向為本集團成功營運作出貢獻之合資格參與者提供獎勵及回報。二零零二年計劃已被終止並自於二零一二年八月八日舉行之股東特別大會結束起以一項新購股權計劃(「二零一二年計劃」)取代。

目前准許根據二零一二年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%。年內並無根據二零一二年計劃授出購股權。

33. SHARE CAPITAL

Shares

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

Issued and fully paid:
874,665,903 (2013: 872,665,903)
ordinary shares of HK\$0.10 each

During the year ended 31 March 2014, 2,000,000 shares of HK\$0.10 each were issued for cash at a subscription price of HK\$1.46 per share pursuant to the exercise of the Company's share options for a total cash consideration, before expenses of HK\$2,920,000. An amount of HK\$819,000 was transferred from the share option reserve to the share premium account upon the exercise of the share options.

Share options

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

34. SHARE OPTION SCHEMES

On 28 August 2002, the Company adopted a share option scheme (the "2002 Scheme") for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. The 2002 Scheme was terminated and replaced by a new share option scheme with effect from the conclusion of the special general meeting held on 8 August 2012 (the "2012 Scheme").

The maximum number of unexercised share options currently permitted to be granted under the 2012 Scheme must not in aggregate exceed 10% of the shares of the Company in issue at any time. No share option has been granted under the 2012 Scheme during the year.

二零一四年 2014 千港元 HK\$'000	二零一三年 2013 千港元 HK\$'000
200,000	200,000
87,466	87,266



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34. 購股權計劃(續)

本公司之二零一二年計劃概要如下：

目的

Purpose

合資格參與者

Eligible Participants

34. SHARE OPTION SCHEMES (Cont'd)

A summary of the 2012 Scheme of the Company is as follows:

讓董事局(「董事局」)得以授出購股權以獎勵董事局全權認為會對或已對本公司及／或任何附屬公司(「集團」)及／或本集團任何成員公司持有任何股本權益之任何實體之業務、發展及增長有貢獻或有益之合資格參與者；激勵合資格參與者竭盡所能以達致本集團之目標，以符合本公司及本公司股東之整體利益及裨益，同時讓合資格參與者分享曾作出努力及貢獻而達致之本公司業務成果；讓本集團得以聘請對管理層以及本集團長遠業務及財務目標及成就有價值之高質素僱員。

To enable the Board of Directors (the "Board") to grant options to reward eligible participants who, in the sole and absolute opinion of the Board, would contribute or benefit or had contributed or benefited to the business, development and growth (and any other aspect whatsoever) of the Company and/or any of the subsidiaries ("Group") and/or any of the entities in which any member of the Group holds any equity interest, and to provide incentives to eligible participants to perform their best in achieving the goals of the Group in the interests and benefits of the Company and the shareholders of the Company as a whole, while at the same time allowing the eligible participants to share the fruits of the Company's business achieved through their effort and contribution, as well as to enable the Group to recruit high quality employees who are valuable to the management and long term business and financial goals and success of the Group.

有權參與二零一二年計劃之人士，即本公司或任何附屬公司或權益實體之任何全職或兼職僱員、行政人員、高級職員或董事(包括執行、非執行及獨立非執行董事)或董事局全權認為會對或已對本公司及／或任何附屬公司及／或任何權益實體之業務、發展及增長(及任何其他方面)有貢獻或有益之本集團任何承包商、諮詢人、顧問、代理人、供應商或提供商(例如商品、廠房及機器、材料或服務)、客戶、分銷商、業務聯盟或合營夥伴。

A person who is entitled to participate in the 2012 Scheme, being any full-time or part-time employees, executives, officers or directors (including executive, non-executive and independent non-executive directors) of the Company or any of the subsidiaries or any of the interested entities and any contractors, advisors, consultants, agents, suppliers or providers (of, for example, goods, plants and machineries, materials or services), customers, distributors, business ally or joint venture partners of the Group who, in the sole and absolute opinion of the Board, will contribute or benefit or have contributed or benefited to the business, development and growth (and any other aspect whatsoever) of the Company and/or any of the subsidiaries and/or any of the interested entities.



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34. 購股權計劃(續)

本公司之二零一二年計劃概要如下：
(續)

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

34. SHARE OPTION SCHEMES (Cont'd)

A summary of the 2012 Scheme of the Company is as follows: (Cont'd)

87,266,590股普通股及已發行股本之10%(計算基準為於本公司股東特別大會日期二零一二年八月八日之872,665,903股已發行股份)。

87,266,590 ordinary shares and 10% of the issued share capital, on the basis of 872,665,903 shares in issue as at the date of the Company's special general meeting on 8 August 2012.

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.

將會由董事局視乎情況全權酌情釐定及將會知會計劃之承授人，惟所述期間之到期日不得遲於授出有關購股權當日起計十(10)年內。

To be determined by the Board on a case-to-case basis at its absolute discretion and notified to the grantee thereof, provided that the expiry date of the said period shall not be later than ten (10) years from the date of grant of the option concerned.

將由董事局酌情釐定。

To be determined at the discretion of the Board.

無

Nil.



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34. 購股權計劃(續)

本公司之二零一二年計劃概要如下：
(續)

釐定行使價之基準

Basis for determining the exercise price

計劃之餘下年期

The remaining life of the scheme

購股權並無賦予持有人收取股息或於股東大會上投票之權利。

34. SHARE OPTION SCHEMES (Cont'd)

A summary of the 2012 Scheme of the Company is as follows: (Cont'd)

就任何特定購股權而言：

In respect of any particular option:

於行使購股權時應付本公司之每股股份價格，由董事局經考慮二零一二年計劃之目的後於授出購股權時可視乎情況全權酌情決定及規定，惟行使價不得少於以下各項中最高者：

the price per share payable to the Company on the exercise of the option as may be decided upon and prescribed by the Board on a case-to-case basis, bearing in mind the purpose of the 2012 Scheme, in its absolute discretion upon the grant of the option, provided that such exercise price shall not be less than the highest of the following:

- (a) 股份之面值；
the nominal value of a share;
- (b) 購股權授出日期（須為營業日）於聯交所之每日報價表所報之股份收市價；及
the closing price of a share as stated in the Stock Exchange's daily quotation sheet on the date of grant of the option, which must be a business day; and
- (c) 緊接購股權授出日期前五(5)個營業日於聯交所之每日報價表所報之股份平均收市價；或
the average closing price of the shares as stated in the Stock Exchange's daily quotations sheets for the five (5) business days immediately preceding the date of grant of the option, or

有關購股權(上文(a)至(c)所述)之行使價(如適用)，可由董事局根據二零一二年計劃中有關(其中包括)於發生任何二零一二年計劃界定之相關事件後調整行使價之規則不時調整。

where applicable, the exercise price for the option concerned (referred to (a) to (c) above) as may be adjusted by the Board from time to time pursuant to the rules of the 2012 Scheme concerning adjustments of, inter alia, the exercise price upon the occurrence of any relevant event as defined in the 2012 Scheme.

二零一二年計劃自二零一二年八月八日起計十(10)年期間仍然有效並於二零二二年八月七日本公司之營業時間結束時屆滿。

The 2012 Scheme remains in force for a period of ten (10) years commencing from 8 August 2012 and expiring at the close of business hours of the Company on 7 August 2022.

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

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34. 購股權計劃(續)

(a) 二零零二年計劃

年內根據二零零二年計劃尚未行使之購股權如下：

年初	At beginning of year	1.46	2,000
年內行使	Exercised during the year	1.46	(2,000)
年終	At end of year	—	—

於報告期末，並無尚未行使之購股權。

於截至二零一一年三月三十一日止年度授出之購股權之公平值為1,177,000港元(每份0.3港元至0.46港元)，其中本集團於截至二零一三年三月三十一日止年度已確認購股權開支107,000港元。年內並無確認購股權開支。

於截至二零一四年三月三十一日止年度行使2,000,000份購股權導致發行2,000,000股本公司普通股，以及200,000港元新股本及2,720,000港元股份溢價(扣除發行開支前)，詳情載於財務報表附註33。

於報告期末及直至批准該等財務報表當日，根據二零零二年計劃，本公司並無(二零一三年：2,000,000份)購股權尚未行使。

34. SHARE OPTION SCHEMES (Cont'd)

(a) 2002 Scheme

The following share options were outstanding under the 2002 Scheme during the year:

		二零一四年 2014		二零一三年 2013	
		加權平均 行使價 Weighted average exercise price 每股 港元 HK\$ per share	購股權 數目 Number of options 千 '000	加權平均 行使價 Weighted average exercise price 每股 港元 HK\$ per share	購股權 數目 Number of options 千 '000
年初	At beginning of year	1.46	2,000	1.46	2,000
年內行使	Exercised during the year	1.46	(2,000)	—	—
年終	At end of year	—	—	1.46	2,000

No share option was outstanding as at the end of the reporting period.

The fair value of the share options granted during the year ended 31 March 2011 was HK\$1,177,000 (HK\$0.3 to HK\$0.46 each), of which the Group recognised a share option expense of HK\$107,000 during the year ended 31 March 2013. No share option expense was recognised during the year.

The 2,000,000 share options exercised during the year ended 31 March 2014 resulted in the issue of 2,000,000 ordinary shares of the Company and new share capital of HK\$200,000 and share premium of HK\$2,720,000 (before issue expenses), as further detailed in note 33 to the financial statements.

At the end of the reporting period and up to the date of approval of these financial statements, the Company had no (2013: 2,000,000) share options outstanding under the 2002 Scheme.



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34. 購股權計劃(續)

(b) 二零一二年計劃

於截至二零一四年三月三十一日止年度及直至批准該等財務報表當日，二零一二年計劃下並無購股權獲授出、行使、到期或失效，亦無任何未行使購股權。

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部分溢利已轉撥至限定用途之法定儲備。

34. SHARE OPTION SCHEMES (Cont'd)

(b) 2012 Scheme

During the year ended 31 March 2014 and up to the date of approval of these financial statements, no share option under the 2012 Scheme was granted, exercised, expired or lapsed and there is no outstanding share option under the 2012 Scheme.

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 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)

35. RESERVES (Cont'd)

(b) 公司

(b) Company

		股份溢價賬		購股權儲備		
		Share	繳入盈餘	Share	保留溢利	總計
		premium	Contributed	option	Retained	Total
		account	surplus	reserve	profits	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
於二零一二年四月一日	At 1 April 2012	560,322	29,950	712	207,994	798,978
本年度虧損	Loss for the year	—	—	—	(10,208)	(10,208)
年內全面開支總額	Total comprehensive expense for the year	—	—	—	(10,208)	(10,208)
以股權支付之購股權安排	Equity-settled share option arrangements	—	—	107	—	107
二零一二年已宣派及派付之末期股息	2012 final dividend declared and paid	12	—	—	(34,907)	(34,907)
二零一三年中期股息	2013 interim dividend	12	—	—	(17,453)	(17,453)
於二零一三年三月三十一日及二零一三年四月一日	At 31 March 2013 and 1 April 2013	560,322	29,950	819	145,426	736,517
本年度溢利	Profit for the year	—	—	—	90,488	90,488
年內全面收益總額	Total comprehensive income for the year	—	—	—	90,488	90,488
行使購股權	Exercise of share options	33, 34	3,539	—	(819)	2,720
二零一三年已宣派及派付之末期股息	2013 final dividend declared and paid	12	—	—	(43,633)	(43,633)
於二零一四年三月三十一日	At 31 March 2014	563,861	29,950	—	192,281	786,092



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35. 儲備(續)

(b) 公司(續)

本公司繳入盈餘指於本公司股份上市前，根據於一九九一年之集團重組所購入之附屬公司股份公平值超出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，本公司可以向股東作出分派繳入盈餘。

截至二零一四年三月三十一日止年度之溢利90,488,000港元(二零一三年：虧損10,208,000港元)包括應收附屬公司款項之減值17,507,000港元(二零一三年：112,218,000港元)及出售一間附屬公司部分權益之收益125,000,000港元(二零一三年：無)。截至二零一三年三月三十一日止年度之虧損亦包括自本公司若干附屬公司所收取之股息收入110,800,000港元。

36. 經營租約安排

(a) 作為出租人

本集團根據經營租約安排，以租約年期介乎三至三十六個月，出租其若干機器(附註14)及其投資物業(附註15)。租約條款一般亦要求租戶及客戶支付抵押訂金及規定按當時市況定期作出租金調整。

35. RESERVES (Cont'd)

(b) Company (Cont'd)

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

The profit of HK\$90,488,000 for the year ended 31 March 2014 (2013: loss of HK\$10,208,000) included impairment of amounts due from subsidiaries of HK\$17,507,000 (2013: HK\$112,218,000) and gain on disposal of partial interest in a subsidiary of HK\$125,000,000 (2013: Nil). The loss for the year ended 31 March 2013 also included dividend income of HK\$110,800,000 received from certain subsidiaries of the Company.

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 three to thirty six months. The terms of the leases generally also require the tenants and customers to pay security deposits and provide for periodic rental adjustments according to the then prevailing market conditions.



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36. 經營租約安排(續)

(a) 作為出租人(續)

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

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

36. OPERATING LEASE ARRANGEMENTS (Cont'd)

(a) As lessor (Cont'd)

At the end of the reporting period, the Group had total future minimum lease receivables under non-cancellable operating leases with its tenants and customers falling due as follows:

		集團 GROUP	
		二零一四年 2014	二零一三年 2013
		千港元 HK\$'000	千港元 HK\$'000
一年內	Within one year	19,943	12,158
第二至第五年(包括首尾兩年)	In the second to fifth years, inclusive	12,583	1,110
		<u>32,526</u>	<u>13,268</u>

(b) 作為承租人

本集團根據經營租約安排，以租約年期介乎三至七十二個月，承租若干辦公室物業、貨倉、員工宿舍及若干機器。

於報告期末，本集團根據不可撤銷經營租約於以下年期之未來最低租約付款總額如下：

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

(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 three to seventy two months.

At the end of the reporting period, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

		集團 GROUP	
		二零一四年 2014	二零一三年 2013
		千港元 HK\$'000	千港元 HK\$'000
一年內	Within one year	10,129	26,322
第二至第五年(包括首尾兩年)	In the second to fifth years, inclusive	6,032	6,249
		<u>16,161</u>	<u>32,571</u>

本公司於報告期末並無任何經營租約安排(二零一三年：無)。

The Company did not have any operating lease arrangement at the end of the reporting period (2013: Nil).



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37. 承擔

除上文附註36(b)詳述之經營租約承擔外，於報告期末，本集團擁有下列資本承擔：

37. COMMITMENTS

In addition to the operating lease commitments detailed in note 36(b) above, the Group had the following capital commitments at the end of the reporting period:

		集團 GROUP	
		二零一四年 2014 千港元 HK\$'000	二零一三年 2013 千港元 HK\$'000
物業、機器及設備以及投資物業：	Property, plant and equipment and investment properties:		
– 已訂約，但未作撥備	– contracted, but not provided for	58,803	10,208
– 已獲授權，但未訂約	– authorised, but not contracted for	8,907	–
		<u>67,710</u>	<u>10,208</u>
就發展中物業之建造工程：	Construction works relating to properties under development:		
– 已訂約，但未作撥備	– contracted, but not provided for	1,104,842	1,300,361
– 已獲授權，但未訂約	– authorised, but not contracted for	491,816	248,493
		<u>1,596,658</u>	<u>1,548,854</u>

於報告期末，本公司並無重大承擔(二零一三年：無)。

The Company had no significant commitments at the end of the reporting period (2013: Nil).



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38. 或然負債

於報告期末，未於財務報表內作出撥備之或然負債如下：

38. CONTINGENT LIABILITIES

At the end of the reporting period, contingent liabilities not provided for in the financial statements were as follows:

	集團		公司	
	GROUP		COMPANY	
	二零一四年	二零一三年	二零一四年	二零一三年
	2014	2013	2014	2013
	千港元	千港元	千港元	千港元
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
就財務機構	Guarantees given to financial			
向以下人士批出	institutions in connection with			
一般信貸貸款	general credit facilities			
而給予之擔保：	granted to:			
— 附屬公司	—	—	954,323	1,500,490
— 一間聯營公司	—	51,280	—	51,280
就履約保證書	Guarantees in respect of			
向以下人士	performance bonds			
作出之擔保：	in relation to:			
— 附屬公司	533,328	342,818	533,328	342,818
— 一間聯營公司	—	35,229	—	35,229
	<u>533,328</u>	<u>429,327</u>	<u>1,487,651</u>	<u>1,929,817</u>

39. 關連人士交易

除披露於該等財務報表其他地方外，本集團於年內與關連人士訂立下列交易：

(a) 與關連人士之未償還結存

於報告期末，本集團與聯營公司及關連公司款項餘額之詳情分別載於財務報表附註18及24。根據香港公司條例第161B條所披露，年內尚未償還之關連公司最高欠款為6,779,000港元。於報告期末，本集團就財務機構向聯營公司批出一般信貸貸款而給予之擔保載於財務報表附註38。

39. RELATED PARTY TRANSACTIONS

Save as disclosed elsewhere in these financial statements, the Group had the following transactions with related parties during the year:

(a) Outstanding balance with related parties

Details of the Group's balances with its associates and related companies as at the end of the reporting period are included in notes 18 and 24, respectively, to the financial statements. The maximum amount due from a related company outstanding during the year was HK\$6,779,000 as disclosed pursuant to Section 161B of the Hong Kong Companies Ordinance. Guarantees given by the Group to financial institutions in connection with general credit facilities granted to its associates at the end of the reporting period are included in note 38 to the financial statements.



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39. 關連人士交易(續)

39. RELATED PARTY TRANSACTIONS (Cont'd)

(b) 本集團主要管理人員之報酬

(b) Compensation of key management personnel of the Group

		集團 GROUP	
		二零一四年 2014	二零一三年 2013
		千港元 HK\$'000	千港元 HK\$'000
短期僱員福利	Short term employee benefits	81,024	60,242
以股權支付之購股權支出	Equity-settled share option expense	—	107
僱用後福利	Post-employment benefits	149	168
		<u>81,173</u>	<u>60,517</u>
已付予主要管理人員 之報酬總額	Total compensation paid to key management personnel	<u>81,173</u>	<u>60,517</u>

有關董事酬金詳情載於財務報表附註8。

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



財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 March 2014 二零一四年三月三十一日

39. 關連人士交易(續)

(c) 與本集團之關連公司泰昇建築工程及泰昇貿易之其他交易：

- (1) 於截至二零一三年三月三十一日止年度，泰昇建築工程向本公司之附屬公司泰昇工程(香港)有限公司分判建築工程及機械工程約66,400,000港元。
- (2) 截至二零一四年三月三十一日止年度，泰昇建築工程及泰昇貿易就二零一三年四月一日至二零一四年一月十七日期間分別向本集團支付管理費563,000港元及897,000港元；及就二零一四年一月十八日至二零一四年三月三十一日期間分別向本集團支付管理費144,000港元及90,000港元(截至二零一三年三月三十一日止年度：842,000港元及1,020,000港元)。

本集團與其關連公司根據協議條款訂立該等交易。

- (d) 截至二零一三年三月三十一日止年度，本集團向其主要管理人員及彼等之近親家族成員出售其持有供銷之多項物業，代價為7,282,000港元。該等物業根據類似提供予本集團其他無關連客戶的價格和條件出售。

有關以上第(c)(1)、(c)(2)及(d)項的關連方交易以及財務報表附註18(e)、40及41(b)所述之收購及出售事項亦構成上市規則第十四A章所界定的關連交易。

39. RELATED PARTY TRANSACTIONS (Cont'd)

(c) Other transactions with TBC and TTCL, related companies of the Group:

- (1) During the year ended 31 March 2013, TBC subcontracted engineering and mechanical works of approximately HK\$66.4 million to Tysan Engineering (H.K.) Company Limited, a subsidiary of the Company.
- (2) During the year ended 31 March 2014, TBC and TTCL paid management fees of HK\$563,000 and HK\$897,000, respectively, for the period from 1 April 2013 to 17 January 2014; and HK\$144,000 and HK\$90,000, respectively, for the period from 18 January 2014 to 31 March 2014 (year ended 31 March 2013: HK\$842,000 and HK\$1,020,000) to the Group, respectively.

These transactions were entered into by the Group and its related companies in accordance with the terms of the agreements.

- (d) During the year ended 31 March 2013, the Group sold properties held for sale to its key management personnel and their close family members for a consideration of HK\$7,282,000. These properties were sold according to prices and conditions similar to those offered to other non-related customers of the Group.

The related party transactions in respect of items (c)(1), (c)(2) and (d) above and the acquisition and disposals as detailed in notes 18(e), 40 and 41(b) to the financial statements also constitute connected transactions as defined in Chapter 14A of the Listing Rules.



40. 收購一間附屬公司之額外權益

於二零一三年八月十六日(經日期為二零一三年十一月二十二日之補充協議修訂)，本公司之間接全資附屬公司頓肯房地產有限公司及泰昇建築工程之全資附屬公司泰昇建築工程(中國)有限公司(「TBCCL」，為當時擁有49%權益之聯營公司)訂立買賣協議，據此，頓肯房地產有限公司自TBCCL收購興懋有限公司之20%股權及興懋有限公司欠付TBCCL之免息股東貸款31,560,000港元，現金代價為129,412,000港元(其中97,852,000港元用於收購興懋有限公司之股權及31,560,000港元用於清償股東貸款)(「興懋收購」)。

TBCCL承諾，緊隨興懋收購完成後，於泰昇建築工程出售(附註18(e)(i))完成前其會將興懋收購之所得款項總額129,412,000港元用於償還其所有股東貸款並通過股息將餘額分派予其唯一股東泰昇建築工程。泰昇建築工程則將以股息收到之全部金額分派予其當時之股東。由於本集團當時擁有泰昇建築工程49%股權，故本集團自泰昇建築工程收取股息63,412,000港元。由於本集團透過頓肯房地產有限公司及當時擁有49%權益之聯營公司泰昇建築工程直接及間接分別持有興懋有限公司之80%及9.8%股權，本集團透過興懋收購實際收購興懋有限公司之10.2%權益。興懋收購於二零一四年一月十四日完成。

40. ACQUISITION OF ADDITIONAL INTEREST IN A SUBSIDIARY

On 16 August 2013 (as amended by a supplemental agreement dated 22 November 2013), Duncan Properties Limited, an indirect wholly-owned subsidiary of the Company, and Tysan Building Construction (China) Limited ("TBCCL"), a wholly-owned subsidiary of TBC which was a then 49% owned associate, entered into a sale and purchase agreement pursuant to which, Duncan Properties Limited acquired 20% equity interest in Great Prosper Limited from TBCCL and the interest-free shareholder's loan of HK\$31,560,000 owing by Great Prosper Limited to TBCCL at a cash consideration of HK\$129,412,000 (of which HK\$97,852,000 is for the acquisition of the equity interest in Great Prosper Limited and HK\$31,560,000 is for the settlement of the shareholder loan) ("Great Prosper Acquisition").

TBCCL has undertaken that, immediately after completion of the Great Prosper Acquisition, it applied the total proceeds of HK\$129,412,000 received from the Great Prosper Acquisition in repayment of all its shareholder's loan and distributed the remaining balance by way of dividend to its sole shareholder, TBC, prior to the consummation of the Tysan Building Construction Disposal (note 18(e)(i)). TBC then distributed the whole amount being received as dividend to its then shareholders. Since the Group then owned 49% equity interest in TBC, the Group received a dividend of HK\$63,412,000 from TBC. As the Group directly held 80% and indirectly held 9.8% equity interests in Great Prosper Limited through Duncan Properties Limited and the 49%-owned then associate, TBC, respectively, the Group effectively acquired 10.2% interest in Great Prosper Limited through the Great Prosper Acquisition. The Great Prosper Acquisition was completed on 14 January 2014.



財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 March 2014 二零一四年三月三十一日

40. 收購一間附屬公司之額外權益
(續)

興懋收購完成後，興懋有限公司成為本公司之間接全資附屬公司。興懋收購並無導致本公司對興懋有限公司之控制權發生任何變動，且有關收購列賬為權益交易。因此，借方結餘32,989,000港元(介乎66,000,000港元之代價流出淨額(即代價129,412,000港元與已收股息63,412,000港元之差額)與非控股股東權益之總賬面值16,916,000港元之間及分佔來自當時之聯營公司之貸款31,560,000港元之51%(16,095,000港元))於權益內保留溢利中列賬。分佔來自一間聯營公司之貸款之餘下49%(15,465,000港元)則與聯營公司之權益對銷。

有關興懋收購之進一步詳情，載於本公司日期為二零一三年十一月二十五日之通函。

41. 出售附屬公司之部分權益

(a) 於二零一二年六月三十日，本集團出售其於捷利高有限公司(為其當時擁有80%權益之附屬公司)之5%股權予捷利高有限公司一名董事，代價為68,000港元。代價與出售當日非控股股東權益應佔資產及負債之差額約813,000港元於本集團保留溢利扣賬。

40. ACQUISITION OF ADDITIONAL INTEREST IN A
SUBSIDIARY (Cont'd)

Upon completion of the Great Prosper Acquisition, Great Prosper Limited became an indirect wholly-owned subsidiary of the Company. The Great Prosper Acquisition did not result in any change in control by the Company over Great Prosper Limited and such acquisition was accounted for as an equity transaction. Accordingly, the debit balance of HK\$32,989,000, between the net outflow of HK\$66,000,000, being the consideration of HK\$129,412,000 and the dividend received of HK\$63,412,000, and aggregate amounts of the carrying amount of non-controlling interest of HK\$16,916,000 and 51% share of the loan from the then associate of HK\$31,560,000, of HK\$16,095,000, was recorded in the retained profits in the equity. The remaining 49% share of loan from the then associate of HK\$15,465,000 was eliminated with interest in an associate.

Further details of the Great Prosper Acquisition are set out in the Company's circular dated 25 November 2013.

41. PARTIAL DISPOSAL OF INTERESTS IN SUBSIDIARIES

(a) On 30 June 2012, the Group disposed of its 5% equity interest in Jetroyal Limited, a then 80%-owned subsidiary, to a director of Jetroyal Limited at a consideration of HK\$68,000. The difference of approximately HK\$813,000 between the consideration and the non-controlling interest's share of assets and liabilities at the date of disposal was debited to the Group's retained profits.



財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 March 2014 二零一四年三月三十一日

41. 出售附屬公司之部分權益(續)

- (b) 於二零一三年八月十六日(經日期為二零一三年八月十八日及二零一三年十一月二十二日之補充協議修訂), 本公司與祥澤訂立一份買賣協議, 據此, 本公司向祥澤出售於泰昇地基(香港)有限公司之40%股權及泰昇地基(香港)有限公司欠付本公司之免息股東貸款, 現金代價為157,000,000港元(其中125,000,000港元用於收購於泰昇地基(香港)有限公司之股權, 而32,000,000港元用於償付免息股東貸款)(「泰昇地基(香港)出售」)。泰昇地基(香港)出售於二零一四年一月十七日完成。

緊隨泰昇地基(香港)出售完成後, 泰昇地基(香港)有限公司成為本公司擁有60%權益之附屬公司。泰昇地基(香港)集團之財務業績繼續綜合計入本公司之綜合財務報表, 而該出售列賬為權益交易。

出售股權代價125,000,000港元與非控股股東權益之賬面值173,087,000港元之間之借方差額48,087,000港元在權益中計入保留溢利。

有關泰昇地基(香港)出售之進一步詳情, 載於本公司日期為二零一三年十一月二十五日之通函。

41. PARTIAL DISPOSAL OF INTERESTS IN SUBSIDIARIES

(Cont'd)

- (b) On 16 August 2013 (as amended by supplemental agreements dated 18 August 2013 and 22 November 2013), the Company and Fortunate Pool entered into a sale and purchase agreement pursuant to which, the Company disposed of its 40% equity interest in Tysan Foundation (Hong Kong) Limited and an interest-free shareholder's loan owing by Tysan Foundation (Hong Kong) Limited to the Company, to Fortunate Pool for a cash consideration of HK\$157,000,000 (of which HK\$125,000,000 is for the acquisition of the equity interest in Tysan Foundation (Hong Kong) Limited and HK\$32,000,000 is for the settlement of an interest-free shareholder's loan) ("Tysan Foundation (Hong Kong) Disposal"). The Tysan Foundation (Hong Kong) Disposal was completed on 17 January 2014.

Immediately after the completion of the Tysan Foundation (Hong Kong) Disposal, Tysan Foundation (Hong Kong) Limited became a 60%-owned subsidiary of the Company. The financial results of Tysan Foundation (Hong Kong) Group continued to be consolidated into the Company's consolidated financial statements and such disposal was accounted for as an equity transaction.

The debit difference of HK\$48,087,000 between the consideration for the equity interest of HK\$125,000,000 and the carrying amount of non-controlling interests of HK\$173,087,000 was recorded in the retained profits in the equity.

Further details of the Tysan Foundation (Hong Kong) Disposal are set out in the Company's circular dated 25 November 2013.

財務報表附註 NOTES TO FINANCIAL STATEMENTS

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42. 按類別劃分之金融工具

於報告期末，各類金融工具之賬面值如下：

集團
金融資產

42. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

GROUP
Financial assets

		二零一四年 2014			二零一三年 2013		
		可供出售 金融資產			按公平值 計入損益之 金融資產 —持作買賣 Financial assets at fair value through profit or loss – held for trading		
		貸款及 應收款項 Loans and receivables	Available- for-sale financial assets	總計 Total	貸款及 應收款項 Loans and receivables	總計 Total	總計 Total
		千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
可供出售投資	Available-for-sale investment	—	1,250	1,250	—	—	—
聯營公司之欠款	Amounts due from associates	—	—	—	2,115	—	2,115
聯營公司之貸款	Loans to associates	—	—	—	8,150	—	8,150
按公平值計入損益之投資	Investments at fair value through profit or loss	—	—	—	—	272,373	272,373
應收貿易賬款	Trade receivables	777,797	—	777,797	735,062	—	735,062
其他應收款項	Other receivables	31,842	—	31,842	18,601	—	18,601
定期存款	Time deposits	1,106,219	—	1,106,219	529,582	—	529,582
受限制現金	Restricted cash	3,241	—	3,241	60,207	—	60,207
現金及銀行結存	Cash and bank balances	441,688	—	441,688	488,870	—	488,870
		<u>2,360,787</u>	<u>1,250</u>	<u>2,362,037</u>	<u>1,842,587</u>	<u>272,373</u>	<u>2,114,960</u>



財務報表附註 NOTES TO FINANCIAL STATEMENTS

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42. 按類別劃分之金融工具(續)

42. FINANCIAL INSTRUMENTS BY CATEGORY (Cont'd)

集團(續)

GROUP (Cont'd)

金融負債

Financial liabilities

		二零一四年 2014			二零一三年 2013		
		按公平值 計入損益之 金融負債 —持作買賣			按公平值 計入損益之 金融負債 —持作買賣		
		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 fair value through profit or loss – held for trading 千港元 HK\$'000	總計 Total 千港元 HK\$'000	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 fair value through profit or loss – held for trading 千港元 HK\$'000	總計 Total 千港元 HK\$'000
應付貿易賬款	Trade payables	302,732	—	302,732	301,256	—	301,256
其他應付款項	Other payables	11,527	—	11,527	6,188	—	6,188
衍生金融工具	Derivative financial instruments	—	4,113	4,113	—	8,205	8,205
附息銀行借貸	Interest-bearing bank borrowings	586,066	—	586,066	835,828	—	835,828
來自一間聯營公司之貸款	Loan from an associate	—	—	—	24,560	—	24,560
		<u>900,325</u>	<u>4,113</u>	<u>904,438</u>	<u>1,167,832</u>	<u>8,205</u>	<u>1,176,037</u>

財務報表附註 NOTES TO FINANCIAL STATEMENTS

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42. 按類別劃分之金融工具(續)

42. FINANCIAL INSTRUMENTS BY CATEGORY (Cont'd)

公司

COMPANY

金融資產

Financial assets

		二零一四年 2014	二零一三年 2013
		貸款及 應收款項 Loans and receivables 千港元 HK\$'000	貸款及 應收款項 Loans and receivables 千港元 HK\$'000
其他應收款項	Other receivables	3,323	—
銀行結存	Bank balances	5,504	257
		<u>8,827</u>	<u>257</u>

金融負債

Financial liabilities

		二零一四年 2014	二零一三年 2013
		按攤銷成本 列賬之 金融負債 Financial liabilities at amortised cost 千港元 HK\$'000	按攤銷成本 列賬之 金融負債 Financial liabilities at amortised cost 千港元 HK\$'000
欠附屬公司之款項	Amounts due to subsidiaries	144,932	222,445
應付貿易賬款	Trade payables	254	897
其他應付款項	Other payables	125	109
		<u>145,311</u>	<u>223,451</u>



財務報表附註 NOTES TO FINANCIAL STATEMENTS

31 March 2014 二零一四年三月三十一日

43. 金融工具之公平值等級架構

本集團與多個對手方(主要是具有AAA信貸評級之金融機構)訂立衍生金融工具。衍生金融工具(包括利率掉期)採用遠期價格法計量。該模型納入多項市場可觀察輸入數據,包括當時市價及利率曲線。

下列各表說明本集團金融工具之公平值計量等級架構:

於二零一四年及二零一三年三月三十一日按公平值計量之資產:

集團

按公平值計入損益之投資

Investments at fair value through profit or loss

43. FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

The Group enters into derivative financial instruments with various counterparties, principally financial institutions with AAA credit ratings. Derivative financial instruments, including interest rate swaps, are measured using forward price method. The model incorporates various market observable inputs including the current market price and interest rate curves.

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

Assets measured at fair value as at 31 March 2014 and 2013:

GROUP

二零一四年 2014 公平值計量使用 Fair value measurement using				二零一三年 2013 公平值計量使用 Fair value measurement using			
活躍 市場報價 (第1層) Quoted price in active markets (Level 1) 千港元 HK\$'000	重大 可觀察 輸入數據 (第2層) Significant observable inputs (Level 2) 千港元 HK\$'000	重大 不可觀察 輸入數據 (第3層) Significant unobservable inputs (Level 3) 千港元 HK\$'000	總計 Total 千港元 HK\$'000	活躍 市場報價 (第1層) Quoted price in active markets (Level 1) 千港元 HK\$'000	重大 可觀察 輸入數據 (第2層) Significant observable inputs (Level 2) 千港元 HK\$'000	重大 不可觀察 輸入數據 (第3層) Significant unobservable inputs (Level 3) 千港元 HK\$'000	總計 Total 千港元 HK\$'000
—	—	—	—	3,838	268,535	—	272,373

財務報表附註 NOTES TO FINANCIAL STATEMENTS

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43. 金融工具之公平值等級架構(續)

 43. FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS
(Cont'd)

於二零一四年及二零一三年三月三十一日按公平值計量之負債：

Liabilities measured at fair value as at 31 March 2014 and 2013:

集團

GROUP

二零一四年 2014 公平值計量使用 Fair value measurement using				二零一三年 2013 公平值計量使用 Fair value measurement using			
活躍 市場報價 (第1層) Quoted price in active markets (Level 1) 千港元 HK\$'000	重大 可觀察 輸入數據 (第2層) Significant observable inputs (Level 2) 千港元 HK\$'000	重大 不可觀察 輸入數據 (第3層) Significant unobservable inputs (Level 3) 千港元 HK\$'000	總計 Total 千港元 HK\$'000	活躍 市場報價 (第1層) Quoted price in active markets (Level 1) 千港元 HK\$'000	重大 可觀察 輸入數據 (第2層) Significant observable inputs (Level 2) 千港元 HK\$'000	重大 不可觀察 輸入數據 (第3層) Significant unobservable inputs (Level 3) 千港元 HK\$'000	總計 Total 千港元 HK\$'000
衍生金融工具 Derivative financial instruments							
-	4,113	-	4,113	-	8,205	-	8,205

於二零一四年三月三十一日，本公司並無任何按公平值計量之金融資產及金融負債(二零一三年：無)。

The Company did not have any financial assets and financial liabilities measured at fair value as at 31 March 2014 (2013: Nil).

年內，第1層與第2層之間並無任何公平值計量轉換，亦無金融資產及金融負債轉入或轉出第3層(二零一三年：無)。

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for both financial assets and financial liabilities (2013: Nil).



財務報表附註 NOTES TO FINANCIAL STATEMENTS

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44. 財務風險管理目標及政策

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

信貸風險

本集團之主要金融資產為現金及銀行結存、受限制現金、定期存款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，故銀行結存及定期存款之信貸風險不大。

本集團之信貸風險主要來自其應收貿易賬款及其他應收款項。管理層持續監察每項個別貿易債項，而本集團面對之壞賬風險並不重大。本集團並無信貸風險過度集中之情況，所面對之風險分散至多個交易對手及客戶。有關本集團面臨來自應收貿易賬款及其他應收款項之信貸風險之更多量化數據於財務報表附註24及25披露。

44. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

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

Credit risk

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

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

The Group's credit risk is primarily attributable to its trade and other receivables. Management monitors each individual trade debt on an ongoing basis and the Group's exposure to bad debts is not significant. The Group has no significant concentration of credit risk, with the exposure spreading over a large number of counterparties and customers. Further quantitative data in respect of the Group's exposure to credit risk arising from trade and other receivables are disclosed in notes 24 and 25 to the financial statements.

44. 財務風險管理目標及政策(續)

利率風險

本集團面臨之利率變動風險主要由於附息銀行借貸產生。浮息借貸使本集團面臨利率風險。本集團目前並無利率對沖政策。儘管如此，管理層監控本集團所面臨之利率風險並將考慮需要時訂立利率掉期以減少利率波動風險。

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

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

Interest rate risk

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

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

		集團 GROUP		
		除稅前溢利 增加/(減少)		
		利率上調 Increase in interest rate %	Increase/ (decrease) in profit before tax 千港元 HK\$'000	權益減少* Decrease in equity* 千港元 HK\$'000
二零一四年	2014			
銀行貸款	Bank loans	1	(5,877)	—
衍生金融工具	Derivative financial instruments	1	2,000	—
二零一三年	2013			
銀行貸款	Bank loans	1	(8,377)	—
衍生金融工具	Derivative financial instruments	1	2,000	—

* 不包括保留溢利

* Excluding retained profits



財務報表附註 NOTES TO FINANCIAL STATEMENTS

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44. 財務風險管理目標及政策(續)

外匯風險

本集團主要於香港及中國內地經營業務，其大部分交易均以港元及人民幣結算。本年度，本集團之所有銀行借貸以港元計值。

管理層持續監察本集團所面對之貨幣風險，並將於有需要時考慮訂立遠期外匯合約。

下表列示於報告期末，在所有其他變數維持不變之情況下，本集團之除稅前溢利(因貨幣資產及負債之公平值出現變動)對歐元匯率出現合理可能變動之敏感性。

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

Foreign exchange risk

The Group operates mainly in Hong Kong and Mainland China with most of its transactions settled in Hong Kong dollars and Renminbi. In the current year, all of the Group's bank borrowings are denominated in Hong Kong dollars.

Management monitors the Group's currency exposure on an ongoing basis and considers entering into forward currency contracts when the need arises.

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in the Euro exchange rates, 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).

		集團 GROUP		
		除稅前溢利 增加/(減少)		權益
匯率上調	Increase/ (decrease)	增加/(減少)*	Increase/ (decrease)	
Increase in exchange rate	in profit before tax	in equity*		
%	千港元	千港元		
%	HK\$'000	HK\$'000		
二零一四年	2014			
倘港元兌歐元弱勢	If Hong Kong dollar weakens against Euro	5	45	—
倘港元兌歐元強勢	If Hong Kong dollar strengthens against Euro	5	(45)	—
二零一三年	2013			
倘港元兌歐元弱勢	If Hong Kong dollar weakens against Euro	5	852	—
倘港元兌歐元強勢	If Hong Kong dollar strengthens against Euro	5	(852)	—

* 不包括保留溢利

* Excluding retained profits

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44. 財務風險管理目標及政策(續)

流動資金風險

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

根據已訂約未貼現賬款，以下載列本集團及本公司於報告期末之金融負債到期日：

集團

應付貿易賬款	Trade payables	—	302,732	—	—	302,732
其他應付款項	Other payables	—	11,527	—	—	11,527
衍生金融工具	Derivative financial instruments	—	4,113	—	—	4,113
付息銀行借貸*	Interest-bearing bank borrowings*	16,929	236,056	266,343	68,322	587,650
就履約保證書向附屬公司作出之擔保	Guaranteed in respect of performance bonds in relation to subsidiaries	533,328	—	—	—	533,328

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

Liquidity risk

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank borrowings. The Group regularly reviews its major funding positions to ensure that it has adequate financial resources in meeting its financial obligations.

The maturity profile of the Group's and the Company's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, is as follows:

GROUP

		二零一四年 2014				
		12個月以內	1至5年	5年以上	總計	
按要求償還		Less than	1 to 5 years	Over 5 years	Total	
On demand		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	
—	Trade payables	302,732	—	—	302,732	
—	Other payables	11,527	—	—	11,527	
—	Derivative financial instruments	4,113	—	—	4,113	
16,929	Interest-bearing bank borrowings*	236,056	266,343	68,322	587,650	
533,328	Guaranteed in respect of performance bonds in relation to subsidiaries	—	—	—	533,328	
<u>550,257</u>		<u>554,428</u>	<u>266,343</u>	<u>68,322</u>	<u>1,439,350</u>	



財務報表附註 NOTES TO FINANCIAL STATEMENTS

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44. 財務風險管理目標及政策(續)

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

流動資金風險(續)

Liquidity risk (Cont'd)

集團(續)

GROUP (Cont'd)

		二零一三年 2013				
		12個月以內	1至5年	5年以上	總計	
		按要求償還	Less than	1 to 5 years	Over 5 years	Total
		On demand	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	Trade payables	—	301,256	—	—	301,256
其他應付款項	Other payables	—	6,188	—	—	6,188
衍生金融工具	Derivative financial instruments	—	—	8,205	—	8,205
附息銀行借貸*	Interest-bearing bank borrowings*	27,727	82,293	654,779	72,939	837,738
來自一間聯營公司之貸款	Loan from an associate	24,560	—	—	—	24,560
就財務機構向一間聯營公司批出一般信貸貸款而給予之擔保	Guarantees given to financial institutions in connection with general credit facilities granted to an associate	51,280	—	—	—	51,280
就履約保證書向以下人士作出之擔保：	Guarantees in respect of performance bonds in relation to:					
— 附屬公司	— subsidiaries	342,818	—	—	—	342,818
— 一間聯營公司	— an associate	35,229	—	—	—	35,229
		<u>481,614</u>	<u>389,737</u>	<u>662,984</u>	<u>72,939</u>	<u>1,607,274</u>

* 於二零一四年及二零一三年三月三十一日，附息銀行借貸包括載有按要求還款條文賦予貸款人無條件權利隨時要求償還貸款之銀行貸款分別為16,929,000港元及27,727,000港元，因此，就上述到期狀況而言，該等金額已分類為按要求還款借貸。

* Included in interest-bearing bank borrowings are bank loans of HK\$16,929,000 and HK\$27,727,000 as at 31 March 2014 and 2013, respectively, which contain a repayment on demand clause giving the lender the unconditional right to call the loan at any time and therefore, for the purpose of the above maturity profile, these amounts are classified as on demand.



財務報表附註 NOTES TO FINANCIAL STATEMENTS

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44. 財務風險管理目標及政策(續)

流動資金風險(續)

儘管載有上述按要求還款條文，惟董事們相信該等銀行貸款及應付融資租賃將不會於12個月內全數催繳，故彼等認為該等銀行貸款將會按照相關協議所載之到期日償還。於作出有關評估時已考慮下列因素：本集團於財務報表獲批准當日之財務狀況、本集團遵守貸款契諾之情況、並無違約事件及本集團過往一向準時按期還款。按照銀行貸款之條款，於二零一四年三月三十一日，到期年期於12個月以內應付243,045,000港元(二零一三年：93,091,000港元)；於一至五年(包括首尾兩年)應付276,283,000港元(二零一三年：671,708,000港元)；於五年以上應付68,322,000港元(二零一三年：72,939,000港元)。

公司

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

Liquidity risk (Cont'd)

Notwithstanding the above repayment on demand clause, the directors do not believe that the bank loans will be called in its entirety within 12 months, and they consider that the bank loans will be repaid in accordance with the maturity dates as set out in the respective agreements. This evaluation was made considering: the financial position of the Group at the date of approval of the financial statements; the Group's compliance with the loan covenants; the lack of events of default, and the fact that the Group has made all previously scheduled repayments on time. In accordance with the terms of bank loans, the maturity terms at 31 March 2014 are HK\$243,045,000 (2013: HK\$93,091,000) payable less than 12 months; HK\$276,283,000 (2013: HK\$671,708,000) payable in one to five years, inclusive; HK\$68,322,000 (2013: HK\$72,939,000) payable over five years.

COMPANY

		二零一四年 2014				
		12個月以內	1至5年	5年以上	總計	
		按 要求 償還	Less than 12 months	1 to 5 years	Over 5 years	Total
		On demand	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
欠附屬公司之款項	Amounts due to subsidiaries	144,932	—	—	—	144,932
應付貿易賬款	Trade payables	—	254	—	—	254
其他應付款項	Other payables	—	125	—	—	125
就財務機構向附屬公司批出 一般信貸貸款而 給予之擔保	Guarantees given to financial institutions in connection with general credit facilities granted to subsidiaries	954,323	—	—	—	954,323
就履約保證書向附屬公司 作出之擔保	Guarantees in respect of performance bonds in relation to subsidiaries	533,328	—	—	—	533,328
		<u>1,632,583</u>	<u>379</u>	<u>—</u>	<u>—</u>	<u>1,632,962</u>



財務報表附註 NOTES TO FINANCIAL STATEMENTS

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44. 財務風險管理目標及政策(續)

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

流動資金風險(續)

Liquidity risk (Cont'd)

公司

COMPANY

		二零一三年 2013				
		12個月以內				
		按要求償還	Less than	1至5年	5年以上	總計
		On demand	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
欠附屬公司之款項	Amounts due to subsidiaries	222,445	—	—	—	222,445
應付貿易賬款	Trade payables	—	897	—	—	897
其他應付款項	Other payables	—	109	—	—	109
就財務機構向以下人士批出 一般信貸貸款而 給予之擔保：	Guarantees given to financial institutions in connection with general credit facilities granted to:					
— 附屬公司	— subsidiaries	1,500,490	—	—	—	1,500,490
— 一間聯營公司	— an associate	51,280	—	—	—	51,280
就履約保證書向以下人士 作出之擔保：	Guarantees in respect of performance bonds in relation to:					
— 附屬公司	— subsidiaries	342,818	—	—	—	342,818
— 一間聯營公司	— an associate	35,229	—	—	—	35,229
		<u>2,152,262</u>	<u>1,006</u>	<u>—</u>	<u>—</u>	<u>2,153,268</u>

資本管理

Capital management

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。

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.

本集團根據經濟狀況之變動管理其資本結構並作出調整。為維持或調整資本結構，本集團或會調整支付予股東之股息、退還股東之資本或發行新股份。於截至二零一四年三月三十一日及二零一三年三月三十一日止年度內，有關資本管理之目標、政策及程序並無作出任何變動。

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2014 and 31 March 2013.



財務報表附註 NOTES TO FINANCIAL STATEMENTS

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44. 財務風險管理目標及政策(續)

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負債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%。負債淨額包括應付貿易賬款、其他應付款項、衍生金融工具、附息銀行借貸及來自一間聯營公司的貸款減現金及等同現金項目。資本包括本集團總權益。於報告期末，資本負債比率如下：

應付貿易賬款
其他應付款項
衍生金融工具
附息銀行借貸
來自一間聯營公司之貸款
減：定期存款
 受限制現金
 現金及銀行結存

負債／(現金)淨額

總權益

資本負債比率

44. 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 at not more than 50%. Net debt includes trade payables, other payables, derivative financial instruments, interest-bearing bank borrowings and a loan from an associate less cash and cash equivalents. Capital includes total equity of the Group. The gearing ratios as at the end of the reporting periods were as follows:

	二零一四年 2014 千港元 HK\$'000	二零一三年 2013 千港元 HK\$'000
Trade payables	302,732	301,256
Other payables	11,527	6,188
Derivative financial instruments	4,113	8,205
Interest-bearing bank borrowings	586,066	835,828
Loan from an associate	—	24,560
Less: Time deposits	(1,106,219)	(529,582)
Restricted cash	(3,241)	(60,207)
Cash and bank balances	(441,688)	(488,870)
Net debt/(cash)	(646,710)	97,378
Total equity	2,711,277	2,369,969
Gearing ratio	不適用	4%

45. 財務報表之核准

董事局於二零一四年六月三十日批准及授權刊發財務報表。

45. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 30 June 2014.



主要物業一覽表 SCHEDULE OF MAJOR PROPERTIES

持有供銷售之物業

PROPERTIES HELD FOR SALE

地點 Location	發展性質 Type of development	概約 總樓面面積 Approximate gross floor area (平方米) (sq.m)	本集團 所持權益 Group's interest
中國上海市 普陀區 光復西路133弄 泰欣嘉園 The Waterfront 133 Guangfu Road West, Putuo District, Shanghai, PRC	住宅 Residential	147,000	100%
中國天津市 河西區 台兒庄路與琿州道交口南側 泰悅豪庭 The Riverside South side of the junction of Tai Er Zhuang Road and Qiongzhou Road, Hexi District, Tianjin, PRC	住宅 Residential	75,000	100%

主要物業一覽表 SCHEDULE OF MAJOR PROPERTIES

發展中物業

PROPERTIES UNDER DEVELOPMENT

地點 Location	發展性質 Type of development	地盤面積 Site area (平方米) (sq.m)	概約 總樓面面積 Approximate gross floor area (平方米) (sq.m)	本集團 所持權益 Group's interest	階段 Stage
中國遼寧省瀋陽市 皇姑區黃河南大街 泰和龍庭 The Pinnacle Huanghe Nan Avenue, Huanggu District, Shenyang City, Liaoning Province, PRC	住宅／商住 Residential / Commercial	41,209	165,000	97%	工程已展開 Construction commenced

投資物業

INVESTMENT PROPERTIES

地點 Location	現時用途 Existing use	租約期 Type of lease
中國上海市 長寧區古北新區 榮華西道39弄1-6號 華園大廈 China Garden, Nos. 1 - 6, Lane 39 Ronghuaxi Road, Gubei New Area, Changning District, Shanghai, PRC	住宅 Residential	長期 Long term
中國上海市 長寧區虹橋路 2222弄55號愛都公寓 A座1個住宅單位、 B座全幢及25個車位 1 residential unit of Block A, Whole of Block B and 25 car parks, Aidu Apartment, No. 55, Lane 2222, Hongqiao Road, Changning District, Shanghai, PRC	住宅 Residential	中期 Medium term



公司資料 CORPORATE INFORMATION

董事局

執行董事

馮潮澤先生(副主席及董事總經理)
郭敏慧小姐
趙展鴻先生
劉健輝先生

非執行董事

王天兵先生(主席)
Stuart Morrison GRANT 先生
楊涵翔先生
韋增鵬先生
羅耀發先生

獨立非執行董事

范佐浩先生
謝文彬先生
龍子明先生
李傑之先生

審核委員會

范佐浩先生(主席)
謝文彬先生
龍子明先生
李傑之先生

薪酬委員會

謝文彬先生(主席)
馮潮澤先生
范佐浩先生
李傑之先生

提名委員會

王天兵先生(主席)
范佐浩先生
謝文彬先生
龍子明先生
李傑之先生

BOARD OF DIRECTORS

Executive Directors

Mr. FUNG Chiu Chak, Victor (*Vice Chairman and Managing Director*)
Miss Jennifer KWOK
Mr. CHIU Chin Hung
Mr. LAU Kin Fai

Non-executive Directors

Mr. WANG Tianbing (*Chairman*)
Mr. Stuart Morrison GRANT
Mr. YANG Han Hsiang
Mr. Justin WAI
Mr. LAW Yiu Fat Richard

Independent Non-executive Directors

Mr. FAN Chor Ho
Mr. TSE Man Bun
Mr. LUNG Chee Ming, George
Mr. LI Kit Chee

AUDIT COMMITTEE

Mr. FAN Chor Ho (*Chairman*)
Mr. TSE Man Bun
Mr. LUNG Chee Ming, George
Mr. LI Kit Chee

REMUNERATION COMMITTEE

Mr. TSE Man Bun (*Chairman*)
Mr. FUNG Chiu Chak, Victor
Mr. FAN Chor Ho
Mr. LI Kit Chee

NOMINATION COMMITTEE

Mr. WANG Tianbing (*Chairman*)
Mr. FAN Chor Ho
Mr. TSE Man Bun
Mr. LUNG Chee Ming, George
Mr. LI Kit Chee

合資格會計師

繆惠玲小姐

QUALIFIED ACCOUNTANT

Miss MO Wai Ling

公司秘書

黃淑嫻小姐

COMPANY SECRETARY

Miss WONG Suk Han, Kitty

核數師

安永會計師事務所

AUDITORS

Ernst & Young

法律顧問

Conyers, Dill & Pearman
禮德齊伯禮律師行
司徒顯亮律師事務所

LEGAL ADVISERS

Conyers, Dill & Pearman
Reed Smith Richards Butler
Szeto & Yeung

主要往來銀行

中國銀行(香港)有限公司
法國巴黎銀行香港分行
恒生銀行有限公司
上海商業銀行有限公司
東亞銀行有限公司
香港上海滙豐銀行有限公司
永亨銀行有限公司

PRINCIPAL BANKERS

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

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

總辦事處及主要營業地點

香港
黃竹坑
香葉道2號
One Island South 20樓

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

20th Floor One Island South
No. 2 Heung Yip Road
Wong Chuk Hang
Hong Kong



公司資料 CORPORATE INFORMATION

香港股份過戶登記分處

卓佳登捷時有限公司
香港
皇后大道東183號
合和中心22樓

聯交所股份代號

687

網址

www.tysan.com

BRANCH REGISTRAR IN HONG KONG

Tricor Tengis Limited
Level 22, Hopewell Centre
183 Queen's Road East
Hong Kong

HKSE STOCK CODE

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