

Directors' Report

董事局報告書

The directors present their annual report and the audited consolidated financial statements of Paul Y. Engineering Group Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") for the year ended 31 March 2009.

PRINCIPAL ACTIVITIES

The Company is an investment holding company.

The activities of its principal subsidiaries, associates and jointly controlled entity at 31 March 2009 are set out in note 44 to the consolidated financial statements.

RESULTS AND APPROPRIATIONS

The results of the Group and appropriations of the Company for the year ended 31 March 2009 are set out in the consolidated income statement on page 57 of the annual report and in the accompanying notes to the consolidated financial statements.

MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31 March 2009, the five largest customers and the single largest customer of the Group accounted for approximately 66% and 18% of the turnover of the Group, respectively. The aggregate purchases attributable to the five largest suppliers of the Group during the year were less than 30% of the purchases of the Group.

As far as the directors are aware, none of the directors, their associates, within the meaning of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange") (the "Listing Rules"), or those shareholders which to the knowledge of the directors own more than 5% of the Company's share capital have an interest in any of the five largest customers of the Group for the year ended 31 March 2009.

LIQUIDITY AND CAPITAL RESOURCES

The Group currently maintains a variety of credit facilities to meet its working capital requirements. At 31 March 2009, the Group's total bank borrowings amounted to approximately HK\$316,189,000 with approximately HK\$268,225,000 repayable within one year, approximately HK\$42,993,000 repayable between one to two years and approximately HK\$4,971,000 repayable between two to five years. Cash, bank balances and deposits at 31 March 2009 amounted to approximately HK\$441,824,000. The Group's current ratio was approximately 1.22 and the Group's total bank borrowings to equity ratio was approximately 0.59 at 31 March 2009.

董事謹提呈保華建業集團有限公司(「本公司」)及其附屬公司(統稱「本集團」)截至二零零九年三月三十一日止年度之年報及經審核綜合財務報表。

主要業務

本公司為一家投資控股公司。

本公司之主要附屬公司、聯營公司及共同控制機構於二零零九年三月三十一日之業務載列於綜合財務報表附註44。

業績及利潤分配

本集團截至二零零九年三月三十一日止年度之業績及本公司於同年之利潤分配，載列於本年報第57頁綜合收益表，以及綜合財務報表附註。

主要客戶及供應商

截至二零零九年三月三十一日止年度，本集團五大客戶及單一最大客戶分別佔本集團之營業額約66%及18%。年內，本集團五大供應商合佔本集團之購貨量不足30%。

據董事所知，概無董事、彼等之聯繫人士(按香港聯合交易所有限公司(「香港聯交所」)證券上市規則(「上市規則」)界定)或就董事所知擁有本公司股本超過5%之股東在截至二零零九年三月三十一日止年度內於本集團五大客戶擁有任何股權權益。

流動資金及資本來源

本集團現時為應付營運資金需要而備有多項信貸融通額。於二零零九年三月三十一日，本集團銀行借款共達約316,189,000港元，其中約268,225,000港元須於一年內償還，約42,993,000港元須於一至兩年內償還，約4,971,000港元須於二至五年內償還。於二零零九年三月三十一日之現金、銀行結餘及存款約為441,824,000港元。於二零零九年三月三十一日，本集團之流動比率約為1.22，而本集團之總銀行借貸對權益比率約為0.59。

PROPERTY, PLANT AND EQUIPMENT

During the year, the Group spent approximately HK\$20,493,000 on property, plant and equipment to expand and upgrade its operating capacity.

Details of these and other movements in the property, plant and equipment of the Group during the year are set out in note 16 to the consolidated financial statements.

SHARE CAPITAL

Details of movements in the issued share capital of the Company during the year are set out in note 34 to the consolidated financial statements.

SHARE OPTIONS

Particulars of the share option schemes and details of movements in the share options of the Company and its holding company during the year are set out in note 35 to the consolidated financial statements.

DISTRIBUTABLE RESERVES OF THE COMPANY

The Company's reserves available for distribution to shareholders as at 31 March 2009 comprised the retained profits of HK\$60,793,000 (2008: HK\$85,784,000).

物業、機械及設備

年內，本集團之物業、機械及設備開支約為20,493,000港元，乃用於擴充及提升營運設施。

年內，本集團物業、機械及設備之上述變動及其他變動詳情載列於綜合財務報表附註16。

股本

年內，本公司已發行股本之變動詳情載列於綜合財務報表附註34。

購股權

年內，本公司及其控股公司之購股權計劃之資料及購股權變動詳情載列於綜合財務報表附註35。

本公司之可供分派儲備

於二零零九年三月三十一日，本公司可供分派予股東之儲備包括保留溢利60,793,000港元(二零零八年：85,784,000港元)。

DIRECTORS

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

Independent Non-Executive Directors

James Chiu, OBE, JP (Chairman)

Lee Chack Fan, SBS, JP

Iain Ferguson Bruce

Non-Executive Director

Lau Ko Yuen, Tom (Deputy Chairman)

Executive Directors

Wong Kam Cheong, Stanley (appointed on 1 September 2008)
(Chief Executive Officer)

Cheung Lee Ming, Andy (appointed on 18 July 2008)
(Chief Financial Officer)

Mok Yat Fan, Edmond (resigned on 1 September 2008)
(Chief Executive Officer)

Lee Hon Chiu (resigned on 1 May 2008)

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

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

DIRECTORS' SERVICE CONTRACTS

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

董事

本公司於本年度及截至本報告日期之董事如下：

獨立非執行董事

趙雅各，OBE，JP (主席)

李焯芬，SBS，JP

Iain Ferguson Bruce

非執行董事

劉高原 (副主席)

執行董事

黃錦昌 (於二零零八年九月一日獲委任)
(行政總裁)

張利民 (於二零零八年七月十八日獲委任)
(財務總裁)

莫一帆 (於二零零八年九月一日辭任)
(行政總裁)

李漢潮 (於二零零八年五月一日辭任)

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

非執行董事之任期由其獲委任當日開始，直至其須約每三年最少一次，及根據本公司之公司細則輪席退任為止。

董事之服務合約

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

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

At 31 March 2009, the interests and short positions of the directors and chief executives of the Company in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), as recorded in the register of the Company required to be kept under Section 352 of the SFO or as otherwise notified to the Company and Hong Kong Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") in the Listing Rules were as follows:

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

Name of director	Capacity	Long position	Number of shares of the Company held	Number of underlying shares (in respect of the share options (unlisted equity derivatives) of the Company held)	Total	Approximate percentage of shareholding of the Company
董事姓名	身份	好倉	所持本公司股份數目	所持本公司相關股份(有關購股權(非上市股本衍生工具))數目	總計	佔本公司股權之概約百分比
James Chiu 趙雅各	Beneficial owner 實益擁有人	Long position 好倉	–	500,000 (note) (附註)	500,000	0.08%
Lau Ko Yuen, Tom 劉高原	Beneficial owner 實益擁有人	Long position 好倉	–	500,000 (note) (附註)	500,000	0.08%
Lee Chack Fan 李焯芬	Beneficial owner 實益擁有人	Long position 好倉	–	500,000 (note) (附註)	500,000	0.08%
Iain Ferguson Bruce	Beneficial owner 實益擁有人	Long position 好倉	772,221	500,000 (note) (附註)	1,272,221	0.21%

Note: The share options were granted to Ir James Chiu, Mr Lau Ko Yuen, Tom, Professor Lee Chack Fan and Mr Iain Ferguson Bruce on 8 June 2007 under the share option scheme of the Company adopted on 7 September 2005 and entitle each of them to subscribe for 500,000 shares upon exercise at an exercise price of HK\$1.36 per share exercisable during the period from 1 July 2007 to 30 June 2009.

董事於股份、相關股份及債券之權益及淡倉

於二零零九年三月三十一日，本公司董事及主要行政人員於本公司或任何相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第十五部)之股份、相關股份及債券中持有根據證券及期貨條例第352條須存置於本公司登記冊內之權益及淡倉，或根據上市規則之上市公司董事進行證券交易之標準守則(「標準守則」)而須另行知會本公司及香港聯交所之權益及淡倉如下：

(a) 於本公司股份及相關股份之權益

附註：該等購股權乃根據本公司於二零零五年九月七日採納之購股權計劃於二零零七年六月八日授予趙雅各工程師、劉高原先生、李焯芬教授及Iain Ferguson Bruce先生，並授權彼等每人按行使價每股1.36港元認購500,000股股份，可於二零零七年七月一日至二零零九年六月三十日期間行使。

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

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

董事於股份、相關股份及債券之權益及淡倉 (續)

(b) 於保華集團有限公司(「PYI」)之股份及相關股份之權益

Name of director	Capacity	Long position	Number of shares of PYI held	Number of underlying shares (in respect of the share options (unlisted equity derivatives)) of PYI held	Number of underlying shares (in respect of the warrants (listed equity derivatives)) of PYI held	Total	Approximate percentage of shareholding of PYI
董事姓名	身份	好倉	所持PYI股份數目	所持PYI相關股份(有關購股權(非上市股本衍生工具))數目	所持PYI相關股份(有關認股權證(上市股本衍生工具))數目	總計	佔PYI股權之概約百分比
Lau Ko Yuen, Tom 劉高原	Beneficial owner 實益擁有人	Long position 好倉	4,745,825	33,565,000 (note i) (附註i)	790,970 (note ii) (附註ii)	39,101,795	2.59%
Cheung Lee Ming, Andy 張利民	Beneficial owner 實益擁有人	Long position 好倉	–	1,166,666 (note iii) (附註iii)	–	1,166,666	0.08%

Notes:

(i) The share options were granted to Mr Lau Ko Yuen, Tom under the share option scheme of PYI adopted on 27 August 2002 ("PYI Share Option Scheme"). The said share options comprised:

(a) 15,166,666 options granted to him on 28 December 2004 which entitle him to subscribe for a total of 15,166,666 shares upon exercise at the exercise prices of HK\$1.0628 (as to 7,583,333 options) and HK\$1.2857 (as to 7,583,333 options) per share exercisable during the period from 28 December 2004 to 26 August 2012;

(b) 5,366,667 options granted to him on 8 September 2006 which entitle him to subscribe for 5,366,667 shares upon exercise at an exercise price of HK\$2.1257 per share exercisable during the period from 8 September 2008 to 7 September 2009;

附註：

(i) 該等購股權乃根據PYI於二零零二年八月二十七日採納之購股權計劃(「PYI購股權計劃」)授予劉高原先生。上述購股權包括：

(a) 15,166,666份於二零零四年十二月二十八日授予彼之購股權，授權彼認購共15,166,666股股份，可於二零零四年十二月二十八日至二零一二年八月二十六日期間按行使價每股1.0628港元(其中7,583,333份購股權)及1.2857港元(其中7,583,333份購股權)行使；

(b) 5,366,667份於二零零六年九月八日授予彼之購股權，授權彼認購共5,366,667股股份，行使價為每股2.1257港元，可於二零零八年九月八日至二零零九年九月七日期間行使；

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

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

Notes: (continued)

- (i) (continued)
- (c) 9,100,000 options granted to him on 18 September 2007 which entitle him to subscribe for a total of 9,100,000 shares upon exercise at an exercise price of HK\$3.0394 per share (as to 4,550,000 options exercisable during the period from 18 September 2008 to 17 September 2009 and as to 4,550,000 options exercisable during the period from 18 September 2009 to 17 September 2010); and
- (d) 3,931,667 options granted to him on 3 June 2008 which entitled him to subscribe for a total of 3,931,667 shares upon exercise at an exercise price of HK\$1.7142 per share exercisable during the period from 3 June 2008 to 2 June 2009.
- (ii) The warrants were issued to Mr Lau Ko Yuen, Tom on 26 September 2008 as a result of the payment of final dividend by PYI for the year ended 31 March 2008 by way of warrants issue on the basis of one warrant for every six existing shares ("Warrant Issue") held by him. The warrants entitle him to subscribe for 790,970 shares during the subscription period from 26 September 2008 to 25 September 2009 at an initial subscription price of HK\$1.00 per share.
- (iii) The share options were granted to Mr Cheung Lee Ming, Andy on 3 June 2008 under the PYI Share Option Scheme and entitle him to subscribe for 1,166,666 shares upon exercise at exercise prices of HK\$1.7142 per share (as to 583,333 options) exercisable during the period from 3 June 2008 to 2 June 2009 and HK\$2.1428 per share (as to 583,333 options) exercisable during the period from 3 June 2009 to 2 June 2010.

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

Save as disclosed above, at 31 March 2009, none of the directors or chief executives of the Company had any interest or short positions in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) as recorded in the register of the Company required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code.

董事於股份、相關股份及債券之權益及淡倉 (續)

(b) 於保華集團有限公司 (「PYI」) 之股份及相關股份之權益 (續)

附註：(續)

- (i) (續)
- (c) 9,100,000份於二零零七年九月十八日授予彼之購股權，授權彼認購共9,100,000股股份，行使價為每股3.0394港元，其中4,550,000份購股權可於二零零八年九月十八日至二零零九年九月十七日期間行使，及4,550,000份購股權可於二零零九年九月十八日至二零一零年九月十七日期間行使；及
- (d) 3,931,667份於二零零八年六月三日授予彼之購股權，授權彼認購共3,931,667股股份，行使價為每股1.7142港元，可於二零零八年六月三日至二零零九年六月二日期間行使。
- (ii) 該等認股權證乃PYI作為支付截至二零零八年三月三十一日止年度之末期股息，於二零零八年九月二十六日透過發行認股權證之方式發行予劉高原先生，基準為其每持有六股現有股份可獲發一份認股權證 (「發行認股權證」)。認股權證授權彼於二零零八年九月二十六日至二零零九年九月二十五日之認購期間按初步認購價每股1.00港元認購790,970股股份。
- (iii) 該等購股權乃根據PYI購股權計劃於二零零八年六月三日授予張利民先生，並授權彼認購合共1,166,666股股份，行使價為每股1.7142港元，其中583,333份購股權可於二零零八年六月三日至二零零九年六月二日期間行使，及每股2.1428港元，其中583,333份購股權可於二零零九年六月三日至二零一零年六月二日期間行使。

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

除上文所披露者外，於二零零九年三月三十一日，本公司董事或主要行政人員及彼等之聯繫人士概無於本公司或任何相聯法團 (定義見證券及期貨條例第十五部) 之股份、相關股份或債券中擁有根據證券及期貨條例第352條須存置於本公司登記冊內之任何權益或淡倉，或根據標準守則而須另行知會本公司及香港聯交所之權益或淡倉。

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

(a) The Company

i) Share option scheme

Details of movements in the share options of the Company granted under the share option scheme of the Company adopted on 7 September 2005 during the year are as follows:

購入股份或債權證之安排

(a) 本公司

i) 購股權計劃

年內根據本公司於二零零五年九月七日採納之購股權計劃授出之本公司購股權之變動如下：

Name/Capacity of eligible person	Date of grant	Vesting date	Exercise period	Exercise price per share	Number of shares of the Company to be issued upon exercise of the share options 因行使購股權而將予發行之本公司股份數目				
					Outstanding at 1.4.2008 於二零零八年四月一日尚未行使	Re-classified during the year 年內重新分類 (Note 4) (附註4)	Exercised during the year 年內行使	Lapsed during the year 年內失效	Outstanding at 31.3.2009 於二零零九年三月三十一日尚未行使
Director 董事									
James Chiu 趙雅各	8.6.2007	1.7.2007	1.7.2007 - 30.6.2009	1.36	500,000	-	-	-	500,000
Lau Ko Yuen, Tom 劉高原	8.6.2007	1.7.2007	1.7.2007 - 30.6.2009	1.36	500,000	-	-	-	500,000
Lee Chack Fan 李焯芬	8.6.2007	1.7.2007	1.7.2007 - 30.6.2009	1.36	500,000	-	-	-	500,000
Iain Ferguson Bruce	8.6.2007	1.7.2007	1.7.2007 - 30.6.2009	1.36	500,000	-	-	-	500,000
Mok Yat Fan, Edmond (Note 1) 莫一帆 (附註1)	13.7.2006 13.7.2006 13.7.2006	13.7.2006 13.7.2007 13.7.2008	13.7.2006 - 12.7.2008 13.7.2007 - 12.7.2009 13.7.2008 - 12.7.2009	1.00 1.00 1.00	214,000 1,500,000 2,000,000	- - -	(214,000) (1,300,000) -	- (200,000) (2,000,000)	- - -
Lee Hon Chiu (Note 2) 李漢潮 (附註2)	3.2.2006 3.2.2006 3.2.2006	3.2.2006 1.1.2007 1.1.2008	3.2.2006 - 6.9.2015 1.1.2007 - 6.9.2015 1.1.2008 - 6.9.2015	0.70 0.85 1.00	500,000 500,000 500,000	- - -	(500,000) (500,000) (500,000)	- - -	- - -
Employees (Note 3) 僱員 (附註3)	9.2.2006 30.5.2007 30.5.2007 30.5.2007 28.12.2007	9.2.2008 1.7.2007 1.7.2008 9.2.2008 1.9.2008	9.2.2008 - 8.2.2009 1.7.2007 - 30.6.2008 1.7.2008 - 30.6.2009 9.2.2008 - 8.2.2009 1.9.2008 - 31.8.2009	0.90 1.34 1.34 1.34 1.40	2,800,000 1,500,000 1,500,000 9,500,000 600,000	(600,000) (600,000) (600,000) - -	(1,000,000) - - - -	(1,200,000) (900,000) (900,000) (9,500,000) (600,000)	- - - - -
Other participants 其他參與者	9.2.2006 30.5.2007 30.5.2007 30.5.2007 28.12.2007	9.2.2008 1.7.2007 1.7.2008 9.2.2008 1.6.2008	9.2.2008 - 8.2.2009 1.7.2007 - 30.6.2008 1.7.2008 - 30.6.2009 9.2.2008 - 8.2.2009 1.6.2008 - 31.5.2009	0.90 1.34 1.34 1.34 1.40	- - - 1,800,000 1,000,000	600,000 600,000 600,000 - -	- - - - -	(600,000) (600,000) - (1,800,000) -	- - 600,000 - 1,000,000
					25,914,000	-	(4,014,000)	(18,300,000)	3,600,000

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES (continued)

(a) The Company (continued)

i) Share option scheme (continued)

Notes:

1. Resigned as director on 1 September 2008.
2. Resigned as director on 1 May 2008.
3. Employees working under employment contracts that were regarded as "continuous contracts" for the purpose of the Employment Ordinance of Hong Kong.
4. Certain persons ceased to work under employment contracts; and accordingly, their share options were re-classified from the category of "Employees" to the category of "Other participants".

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

In respect of the 4,014,000 share options exercised during the year, the weighted average closing price of the Company's shares immediately before the dates on which such options were exercised was HK\$1.219.

Particular of share option scheme of the Company are set out in note 35 to the consolidated financial statements.

ii) Share award scheme

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

None of the directors of the Company were awarded any of the Company's shares under this share award scheme during the year or at 31 March 2009.

購入股份或債權證之安排(續)

(a) 本公司(續)

i) 購股權計劃(續)

附註:

1. 於二零零八年九月一日辭任董事職務。
2. 於二零零八年五月一日辭任董事職務。
3. 根據僱傭合約(即《香港僱傭條例》所界定的「連續性合約」)工作之僱員。
4. 已終止僱傭合約之若干人士，因此彼等之購股權由「僱員」類別重新列為「其他參與者」類別。

年內概無已授出或已註銷之本公司購股權。

就年內行使之4,014,000份購股權而言，緊隨該等購股權獲行使日期前，本公司股份之加權平均收市價為1.219港元。

本公司購股權計劃詳情載於綜合財務報表附註35。

ii) 股份獎勵計劃

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

年內或於二零零九年三月三十一日，概無本公司董事根據此股份獎勵計劃獲授任何本公司股份。

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES (continued)

(a) The Company (continued)

iii) Share financing plan

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

None of the directors of the Company acquired any of the Company's shares under this share financing plan during the year or at 31 March 2009.

(b) PYI

i) Share option scheme

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

購入股份或債權證之安排(續)

(a) 本公司(續)

iii) 股份融資計劃

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

年內或於二零零九年三月三十一日，概無本公司董事根據此股份融資計劃購買任何本公司股份。

(b) PYI

i) 購股權計劃

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

Name of director 董事姓名	Date of grant 授出日期	Vesting date 歸屬日期	Exercise period 行使期	Exercise price per share 每股行使價 HK\$ 港元	Note 附註	Number of shares of PYI to be issued upon exercise of the share options 因行使購股權而將予發行之PYI股份數目				
						Outstanding at 1.4.2008 於二零零八年四月一日尚未行使	Granted during the year 年內授出	Lapsed during the year 年內失效	Adjusted during the year 年內調整 (Note 5) (附註5)	Outstanding at 31.3.2009 於二零零九年三月三十一日尚未行使
Lau Ko Yuen, Tom 劉高原	28.12.2004	28.12.2004	28.12.2004 to 26.8.2012	1.0628	4	6,500,000	-	-	1,083,333	7,583,333
	28.12.2004	28.12.2004	28.12.2004 to 26.8.2012	1.2857	4	6,500,000	-	-	1,083,333	7,583,333
	8.9.2006	8.9.2007	8.9.2007 to 7.9.2008	2.48		4,600,000	-	(4,600,000)	-	-
	8.9.2006	8.9.2008	8.9.2008 to 7.9.2009	2.1257	4	4,600,000	-	-	766,667	5,366,667
	18.9.2007	18.9.2007	18.9.2007 to 17.9.2008	3.546		3,900,000	-	(3,900,000)	-	-
	18.9.2007	18.9.2008	18.9.2008 to 17.9.2009	3.0394	4	3,900,000	-	-	650,000	4,550,000
	18.9.2007	18.9.2009	18.9.2009 to 17.9.2010	3.0394	4	3,900,000	-	-	650,000	4,550,000
	3.6.2008	3.6.2008	3.6.2008 to 2.6.2009	1.7142	4	-	3,370,000	-	561,667	3,931,667
Mok Yat Fan, Edmond (Note 1) 莫一帆 (附註1)	8.9.2006	1.8.2007	1.8.2007 to 31.7.2008	2.43		1,500,000	-	(1,500,000)	-	-
	8.9.2006	(Note 附註3)	1.8.2008 to 31.7.2009	2.43		1,500,000	-	(1,500,000)	-	-
	3.6.2008	3.6.2008	3.6.2008 to 2.6.2009	1.7142	4	-	1,000,000	(1,166,666)	166,666	-
Cheung Lee Ming, Andy (Note 2) 張利民 (附註2)	3.6.2008	3.6.2008	3.6.2008 to 2.6.2009	1.7142	4	-	500,000	-	83,333	583,333
	3.6.2008	3.6.2009	3.6.2009 to 2.6.2010	2.1428	4	-	500,000	-	83,333	583,333
						36,900,000	5,370,000	(12,666,666)	5,128,332	34,731,666

**ARRANGEMENTS TO PURCHASE SHARES OR
DEBENTURES (continued)**

(b) PYI (continued)

i) Share option scheme (continued)

Notes:

1. Resigned as director on 1 September 2008.
2. Appointed as director on 18 July 2008.
3. As the vesting condition was not fulfilled, the share options were not vested and were lapsed accordingly.
4. The range of exercise prices of the share options have been adjusted from HK\$1.24 and HK\$3.546 to HK\$1.0628 and HK\$3.0394 as a result of the Warrant Issue.
5. The number of share options has been adjusted as a result of the Warrant Issue.

No share options of PYI granted to the above directors of the Company were cancelled or exercised during the year.

Particulars of share option scheme of PYI are set out in note 35 to the consolidated financial statements.

ii) Share award scheme

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

None of the directors of the Company were awarded any of PYI's shares under this share award scheme during the year or at 31 March 2009.

購入股份或債權證之安排 (續)

(b) PYI (續)

i) 購股權計劃 (續)

附註：

1. 於二零零八年九月一日辭任董事職務。
2. 於二零零八年七月十八日獲委任為董事。
3. 由於未能達成歸屬條件，因此購股權並無歸屬並已失效。
4. 由於發行認股權證，購股權之行使價範圍由1.24港元至3.546港元調整至由1.0628港元至3.0394港元。
5. 由於發行認股權證，購股權之數目經已調整。

年內上述董事獲授之PYI購股權概無註銷或行使。

PYI購股權計劃詳情載於綜合財務報表附註35。

ii) 股份獎勵計劃

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

年內或於二零零九年三月三十一日，概無本公司董事根據此股份獎勵計劃獲授任何PYI股份。

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES (continued)

(b) PYI (continued)

iii) Share financing plan

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

None of the directors of the Company acquired any of PYI's shares under this share financing plan during the year or at 31 March 2009.

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

DIRECTORS' INTERESTS IN COMPETING BUSINESSES

None of the directors of the Company is interested in any business apart from the Group's businesses which competes or is likely to compete, either directly or indirectly, with the businesses of the Group during the year or at 31 March 2009.

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

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

購入股份或債權證之安排(續)

(b) PYI (續)

iii) 股份融資計劃

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

年內或於二零零九年三月三十一日，概無本公司董事根據此股份融資計劃購買任何PYI股份。

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

董事於構成競爭業務之權益

年內或於二零零九年三月三十一日，如不計本集團業務，本公司董事於與本集團業務直接或間接構成競爭或可能構成競爭之任何業務中，概無擁有任何權益。

董事於重大合約之權益

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

CONTINUING CONNECTED TRANSACTIONS

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

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

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

Name of party 交易方名稱	Nature of transaction 交易性質	Amount 數額 HK\$'000 千港元
PYI Xingdong Properties (Jiangsu) Limited ("PYI Xingdong") 保華興東置業(江蘇)有限公司 (「保華興東」)	Project and facilities management fees charged by the Group 本集團收取項目及設施管理費	4,251
	Construction works charged by the Group 本集團收取合約工程費	108,214
	Interest charged by the Group 本集團收取利息	11,373
		123,838

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

持續關連交易

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

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

年內，本集團與PYI旗下一間附屬公司進行下列交易屬上市規則項下之「持續關連交易」或「關連交易」。有關交易之詳情如下：

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

CONTINUING CONNECTED TRANSACTIONS (continued)

Pursuant to Rule 14A.38 of the Listing Rules, the board of directors of the Company engaged the auditor of the Company to perform certain agreed upon procedures in respect of the continuing connected transactions of the Group in accordance with the Hong Kong Standard on Related Services 4400 “Engagements to Perform Agreed-Upon Procedures Regarding Financial Information” issued by the Hong Kong Institute of Certified Public Accountants, to assist the independent non-executive directors of the Company to evaluate whether such transactions:

- (i) have received the approval of the board of directors of the Company;
- (ii) have been entered into in accordance with the pricing policies of the Group with reference to similar transactions with independent third parties;
- (iii) have been entered into in accordance with the terms of the relevant agreement governing such transactions; and
- (iv) have not exceeded the relevant cap amount for the year ended 31 March 2009 as set out in the Circular.

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

- (i) in the ordinary and usual course of the business of the Group;
- (ii) either on normal commercial terms or on terms no less favourable to the Company than terms available from independent third parties; and
- (iii) in accordance with the relevant agreements governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company, as a whole.

持續關連交易(續)

按上市規則第14A.38條之規定，本公司董事局委聘本公司核數師就本集團之持續關連交易按照香港會計師公會頒佈之香港關連服務準則第4400號「受聘進行若干有關財務資料之協定程序」進行若干議定程序以協助本公司獨立非執行董事評估交易是否：

- (i) 已得到本公司董事局之批准；
- (ii) 已按本集團之定價政策進行並參考與獨立第三方之類似交易；
- (iii) 已按管限此等交易之相關協議條款進行；及
- (iv) 不超於列載於通函截至二零零九年三月三十一日止年度之相關上限。

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

- (i) 於本集團日常及一般業務範圍內進行；
- (ii) 按正常商業條款，或不遜於本公司向獨立第三方提供或獲獨立第三方提供之條款進行；及
- (iii) 按規管有關交易之協議進行，其條款為公平合理，符合本公司股東之整體利益。

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

At 31 March 2009, so far as is known to the directors and the chief executives of the Company, the interests and short positions of the substantial shareholders/other persons in the shares and underlying shares of the Company as recorded in the register of the Company required to be kept under Section 336 of the SFO were as follows:

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

Name of shareholder 股東名稱	Capacity 身份	Long position 好倉	Number of shares of the Company held 所持本公司股份數目	Approximate percentage of shareholding of the Company 佔本公司股權之概約百分比
PYI	Interest of controlled corporation (Note) 於受控制法團之權益(附註)	Long position 好倉	375,826,317	62.36%
PYI Treasury Group Limited ("PYIT")	Interest of controlled corporation (Note) 於受控制法團之權益(附註)	Long position 好倉	375,826,317	62.36%
Growing Success Limited ("Growing Success")	Interest of controlled corporation (Note) 於受控制法團之權益(附註)	Long position 好倉	375,826,317	62.36%
Paul Y. Investments Limited ("PYIL")	Beneficial owner (Note) 實益擁有人(附註)	Long position 好倉	375,826,317	62.36%
CIM Dividend Income Fund Limited	Investment manager 投資經理	Long position 好倉	61,347,869	10.18%

Note:

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

附註：

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

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

於二零零九年三月三十一日，就本公司董事及主要行政人員所知，根據證券及期貨條例第336條存置之本公司登記冊所記錄之主要股東／其他人士於本公司之股份及相關股份之權益或淡倉如下：

(1) 主要股東於本公司股份及相關股份之權益

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

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

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

(2) 其他人士於本公司股份及相關股份之權益

Name of person	Capacity	Long position	Number of shares of the Company held	Number of underlying shares (unlisted equity derivatives) of the Company held	Total	Approximate percentage of shareholding of the Company
其他人士姓名／名稱	身份	好倉	所持本公司股份數目	所持本公司相關股份(非上市股本衍生工具)數目	總額	佔本公司股權之概約百分比
Mr Daniel Saul Och	Interest of controlled corporation (Note) 於受控制法團之權益 (附註)	Long position 好倉	39,058,875	2,796,273	41,855,148	6.94%
Och-Ziff Capital Management Group LLC ("Och-Ziff Capital")	Interest of controlled corporation (Note) 於受控制法團之權益 (附註)	Long position 好倉	39,058,875	2,796,273	41,855,148	6.94%
OZ Management, L.P. ("OZ Management")	Investment manager (Note) 投資經理(附註)	Long position 好倉	39,058,875	2,796,273	41,855,148	6.94%
OZ Master Fund, Ltd ("OZ Master")	Beneficial owner (Note) 實益擁有人(附註)	Long position 好倉	36,185,257	2,278,837	38,464,094	6.38%
Platinum Global Dividend Fund Limited	Investment manager 投資經理	Long position 好倉	36,000,000	-	36,000,000	5.97%

Note: OZ Master was a fund managed by OZ Management. Och-Ziff Holding Corporation ("Och-Ziff Holding") was the sole general partner of OZ Management, and Och-Ziff Capital was in turn the sole shareholder of Och-Ziff Holding. Mr Daniel Saul Och controlled approximately 79.1% of the voting power at general meetings of Och-Ziff Capital. OZ Management, Och-Ziff Holding, Och-Ziff Capital and Mr Daniel Saul Och were deemed to be interested in the shares of the Company held by OZ Master and other funds under the SFO.

附註： OZ Master為OZ Management所管理之基金。Och-Ziff Holding Corporation(「Och-Ziff Holding」)為OZ Management唯一一般合夥人，而Och-Ziff Capital則為Och-Ziff Holding之唯一股東。Daniel Saul Och先生於Och-Ziff Capital股東大會上控制約79.1%表決權。根據證券及期貨條例，OZ Management、Och-Ziff Holding、Och-Ziff Capital及Daniel Saul Och先生被視為於由OZ Master及其他基金持有之本公司股份中擁有權益。

Save as disclosed above, at 31 March 2009, the Company has not been notified of any interests or short position in the shares and underlying shares of the Company as recorded in the register of the Company required to be kept under Section 336 of the SFO.

除上文所披露者外，於二零零九年三月三十一日，根據證券及期貨條例第336條本公司須存置之登記冊所記錄，本公司概無獲知會有其他人士擁有本公司之股份及相關股份之權益或淡倉。

RETIREMENT BENEFIT SCHEMES

Information on the Group's retirement benefit schemes is set out in note 38 to the consolidated financial statements.

PRE-EMPTIVE RIGHTS

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

CORPORATE GOVERNANCE

The Company complied with all code provision and, where applicable, adopted the recommended best practices of the Code on Corporate Governance Practices as set out in Appendix 14 of the Listing Rules throughout the year ended 31 March 2009.

The Corporate Governance Report is set out on pages 21 to 38 of this annual report.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the directors of the Company, the Company has maintained sufficient public float throughout the year ended 31 March 2009 as required under the Listing Rules.

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

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

DONATIONS

During the year, the Group made charitable and other donations of approximately HK\$2,680,000.

AUDITOR

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

On behalf of the Board

James Chiu, OBE, JP
Chairman

Hong Kong, 17 July 2009

退休福利計劃

本集團退休福利計劃之資料載列於綜合財務報表附註38。

優先購買權

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

企業管治

截至二零零九年三月三十一日止年度，本公司已遵守上市規則附錄十四所載《企業管治常規守則》之所有守則條文及採納(如適用)建議最佳常規。

企業管治報告已載列於本年報第21頁至第38頁。

足夠公眾持股量

根據本公司所得之公開資料及就本公司董事所知，本公司於截至二零零九年三月三十一日止年度一直維持上市規則所訂明的最低公眾持股量。

購買、出售或贖回本公司上市證券

年內，本公司或其任何附屬公司概無購買、出售或贖回本公司之上市證券。

捐款

本集團於本年度作出約2,680,000港元之慈善及其他捐款。

核數師

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

承董事局命

趙雅各, OBE, JP
主席

香港，二零零九年七月十七日