



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」)之年度連同其附屬公司(「本集團」)截至二零一零年三月三十一日止年度之年報。截至回顧年度，本集團錄得營業額2,135,000,000港元(二零零八年/零九年：2,784,000,000港元)，而本公司股東應佔溢利則為271,000,000港元，相等於每股0.32港元(二零零八年/零九年：347,000,000港元，相等於每股0.41港元)。

股息

董事局決議向於二零一零年八月三日名列本公司股東名冊之股東派付末期股息每股3.0港仙(二零零八/零九年：每股1.5港仙)。截至二零零九年九月三十日止六個月已派付中期股息每股1.5港仙(二零零八/零九年：每股1港仙)。待股東在應屆股東週年大會上批准後，建議之末期股息將會於二零一零年八月十六日或之前支付。

業務回顧

香港市場

全球金融危機導致香港本地生產總值於二零零九年下跌2.8%。然而，受惠於中國及香港政府積極措施之護蔭，香港經濟得以復甦，於二零一零年首季之本地生產總值增長8.2%。同樣地，建築業亦重拾升軌，私人及公共行業在市場上變得活躍。

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 2010. For the year under review, the Group recorded a turnover of HK\$ 2,135 million (2008/09: HK\$2,784 million) while profit attributable to equity holders of the Company amounted to HK\$271 million, equivalent to HK\$0.32/share (2008/09: HK\$347 million, equivalent to HK\$0.41/share).

DIVIDEND

The Board has resolved to recommend the payment of a final dividend of HK\$0.03 (2008/09: HK\$0.015) per share to shareholders whose names appear on the Company's register of members on 3 August 2010. An interim dividend of HK\$0.015 was paid for the six months ended 30 September 2009 (2008/09: HK\$0.01). Subject to shareholders' approval at the forthcoming annual general meeting, the proposed final dividend will be paid on or before 16 August 2010.

BUSINESS REVIEW

Hong Kong Market

As a result of the global financial crisis, Hong Kong's GDP declined 2.8% in year 2009. However, with the sheltering effect of China and the Hong Kong government proactive measures, Hong Kong's economy has undergone a recovery and achieved a GDP growth of 8.2% in the first quarter of 2010. Likewise, the construction sector also experienced a recovery with both the private and public sectors becoming active in the market.



主席報告 CHAIRMAN'S STATEMENT

地基打樁

本集團的地基部門於回顧年內表現良好，營業額為920,000,000港元及盈利貢獻淨額為95,000,000港元。值得提及是本集團於回顧年度之大部分合約來自私人機構，而本集團目前手頭上之主要合約包括(其中包括)高速鐵路西九龍總站之A地盤、領達中心及元朗大棠的恆地項目，正好顯示本集團已開始受惠於政府推出大量基建項目並對來年之營業額充滿信心。

其他建築相關業務

經過重組後，建築工程部門已自二零零九年八月起成為本集團一間聯營公司，某程度上解釋了機電工程及建築工程部門之營業額於回顧年度內由135,000,000港元大幅下跌至42,000,000港元之原因。來自該等部門之溢利雖然持平但本集團卻預期會因應建築市場改善而於來年取得較佳表現。

機械租賃及貿易部門於回顧年度錄得營業額16,000,000港元，但卻因毛利率下跌而產生2,000,000港元虧損。隨著基建項目及私人發展項目相繼推出，塔式起重機之需求上升，本集團預期該部門將於來年重拾盈利能力。

中國市場

本集團物業項目所在之三個城市上海、天津及瀋陽繼續躋身中國增長最高之城市。於二零零九年，中國國內生產總值增長8.7%至超過人民幣335,350億元，而人均國內生產總值為人民幣25,125元。上海錄得國內生產總值增長8.2%至人民幣14,900億元，而人均國內生產總值則為人民幣77,556元。天津錄得國內生產總值增長16.5%至人民幣7,500億元，而人均國內生產總值為人民幣62,403元。瀋陽於二零零九年錄得國內生產總值增長14.1%至人民幣4,360億元，而人均國內生產總值為人民幣55,816元。

Foundation Piling

The Group's foundation division performed well during the year under review with a turnover of HK\$920 million and net contribution of HK\$95 million. It is noteworthy to mention that the majority of the Group's contracts during the year under review were from the private sector while the Group's major contracts currently on hand include, inter alia, Express Rail Link at West Kowloon Terminus site A, Project Interlink and Henderson's project in Tai Tong, Yuen Long. This demonstrates well that the Group has already started to benefit from the government's huge infrastructure roll-out and is confident in its coming order book.

Other Construction Related Sectors

As a result of a restructuring, the building construction division became an associate of the Group commencing August 2009 which partly explained the substantial drop in the turnover of electrical and mechanical engineering division and building construction division from HK\$135 million to HK\$42 million in the year under review. Profit derived from the divisions was flat but the Group expects better performance in the coming year as the construction market improves.

The machinery hiring and trading division recorded a turnover of HK\$16 million but incurred a loss of HK\$2 million as it experienced a decrease in gross margin for the year under review. With the infrastructure projects and private development projects coming into play, the demand for tower cranes has increased and the Group thus expects the division to return to profitability in the coming year.

PRC Market

Shanghai, Tianjin and Shenyang, the three cities where the Group's property projects are located, continue to rank among the highest growth cities in China. In 2009, China's GDP grew 8.7% to over Rmb33,535 billion with a per capita GDP of Rmb25,125. Shanghai recorded a GDP growth of 8.2% to Rmb1,490 billion with a per capita GDP of Rmb77,556. Tianjin experienced a GDP growth of 16.5% to Rmb750 billion with a per capita GDP of Rmb62,403 while Shenyang achieved a GDP growth of 14.1% to Rmb436 billion with a per capita GDP of Rmb55,816 in 2009.



主席報告 CHAIRMAN'S STATEMENT

物業投資及管理

本集團位於上海及天津之投資物業持續錄得穩定之經常性收入及理想之入住率。於回顧年度，物業投資部門之營業額達103,000,000港元，而去年則為105,000,000港元，盈利貢獻淨額（不包括重估收益／虧損）維持穩定於40,000,000港元。於回顧年度，本集團出售了13個愛都單位，變現約7,600,000港元之收益。

誠如本集團於二零一零年六月二十二日刊發之公佈所述，本集團已訂立協議出售其於天津國際大廈之46.6%權益。於完成後，本集團預期會將所得款項用作一般營運資金、未來投資及償還銀行貸款。

本集團物業管理部門之作用舉足輕重，原因是其向本集團之租戶及住戶提供優質服務。本集團預期物業管理團隊將擴展其業務至天津，即本集團之天津發展項目泰悅豪庭。

物業發展

本集團位於上海之發展項目於回顧年度繼續成為部門之唯一盈利貢獻。隨著剩餘之未銷售面積連同即將推出之天津項目，本集團有信心，此部門將繼續於未來之財政年度帶來龐大收入。

Property Investment and Management

The Group's investment properties in Shanghai and Tianjin have continued to enjoy steady recurrent income and satisfactory occupancy rates. Turnover of the property investment division during the year under review amounted to HK\$103 million as compared to HK\$105 million last year while net contribution (excluding revaluation gain / loss) remained stable at HK\$40 million. During the period under review, the Group sold 13 units of Aidu, realizing a gain of approximately HK\$7.6 million.

As stated in the Group's announcement dated 22 June 2010, the Group has entered into an agreement to dispose of its 46.6% interest in Tianjin International Building. Upon completion, the Group is expected to use the proceeds as general working capital, for future investment purpose and for repayment of bank loans.

The Group's property management division continues to play a vital role as it provides quality services to the Group's tenants and residents. The Group expects the property management team to expand its business to Tianjin, ie. The Riverside, our Tianjin development project.

Property Development

The Group's development project in Shanghai continues to be the sole contributor to the division for the year under review. With its remaining unsold area together with the upcoming Tianjin project, the Group is confident that this division will continue to contribute substantial income in the coming financial years.



主席報告 CHAIRMAN'S STATEMENT

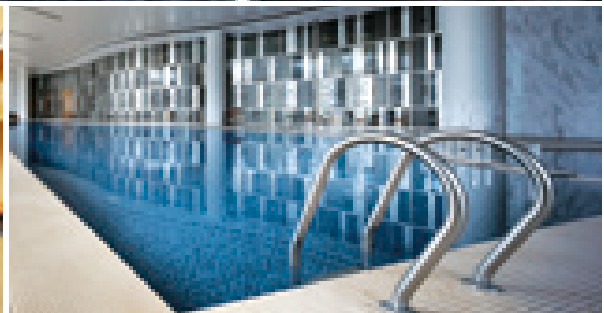
泰欣嘉園

於回顧年度，本集團在上海之住宅項目泰欣嘉園確認10.5億港元收益，而去年則為11.8億港元，溢利貢獻為589,000,000港元，去年則為570,000,000港元。本集團於二零零九年十一月預售其中一幢低座洋房，反應理想。按照項目最近期之售價，餘下未銷售發展面積預計值超過17億港元。隨著近期中央政府之信貸緊縮政策，買家愈越審慎及採取觀望態度。本集團故此預期銷售放緩，但卻不預料物業價格下跌，原因是上海經濟持續以健康步伐增長，內環線地區以內之土地成本維持穩定。

The Waterfront

For the year under review, the Group's residential project in Shanghai, The Waterfront, recognized HK\$1.05 billion as revenues as compared to HK\$1.18 billion last year while contribution to profit amounted to HK\$589 million as compared to HK\$570 million last year. The Group launched the pre-sale of one of its low-rise towers in November 2009 and the response was satisfactory. Based on the latest selling price of the project, the remaining unsold area of the development is estimated to be worth over HK\$1.7 billion. With the recent central government's credit tightening policies, buyers have become more cautious and applied a wait-and-see attitude. The Group thus expects sales to slowdown but does not anticipate a substantial decrease in property price as Shanghai's economy continues to grow at a healthy pace and land cost within the inner ring area remains stable.

泰欣嘉園 The Waterfront





主席報告 CHAIRMAN'S STATEMENT

泰悅豪庭

位於天津海河河畔之市中心住宅發展項目泰悅豪庭由6幢30層大廈組成，總樓面積約75,000平方米。所有大廈將於二零一零年七月時完成封頂，示範單位準備於下半年內開放參觀。根據市況及需求，本集團計劃於年內第四季進行預售，並對該項目之前景充滿信心。

瀋陽項目

瀋陽之地盤位於皇姑區，佔地面積約為41,340平方米，樓面積約為165,000平方米，將由住宅及商業發展項目組成。該項目現時處於設計及規劃審批階段。憑藉瀋陽之地區生產總值呈雙位數字增長，高水準質素之物業需求上升，本集團有信心該物業發展之獨特性將獲市場青睞。

前景

全球化已令各國經濟愈來愈互相倚靠及連繫。結果，全球經濟因其需要對眾多事件（包括（其中包括）美國爆發金融危機、歐元繼希臘金融危機受挫、人民幣升值及中國可能出現的工資上漲等）作出反應而變得非常周期性。對比其他經濟體，香港經濟因其獲得中國之穩固庇蔭而相對較為安全。隨著政府實行巨型基建項目，本地建築業正在裝備自己，以把握迅速發展之機遇。本集團作為地基行業之佼佼者，對於其地基業務於來年之前景感到樂觀。

中國中央政府近期之緊縮措施（包括更嚴謹之按揭規定）至今已降低交投量及遏止物業價格上升。由於中國物業市場屬政策主導市場，維持長遠價格穩定是經常之目標，故該等措施實可預料得到。為應付如此受政策主導之動盪市況，本集團維持穩固財政狀況，即使銷售持續縮減，其現金流狀況仍保持穩健。憑藉本集團持有現金約15億港元，以及中國土地儲備超過270,000平方米之樓面面積，本集團相信，這將會賦予本集團在經濟反覆波動時之優勢。

The Riverside

The Riverside, a downtown residential development along the Haihe river in Tianjin, comprises 6 blocks of 30-storey towers with a total GFA of approximately 75,000 sqm. All of the towers will be completed to roof level by July 2010 and show flats will be ready for viewing in the second half of the year. Subject to market conditions and demand, the Group is ready to launch the pre-sale in the last quarter of the year and is confident about the prospect of this project.

Shenyang Project

The site in Shenyang is located at Huanggu District with a site area of about 41,340 sqm and a GFA of approximately 165,000 sqm and will comprise of both residential and commercial development. The project is currently at the design and planning approval stage. With double digit GDP growth in Shenyang, high standard quality properties are in increasing demand and the Group is confident that the market will appreciate the uniqueness of this property development.

PROSPECTS

Globalization has made national economies more and more interdependence and intertwined. As a result, the world economy becomes very cyclical as it needs to react to many events which include, inter alia, the financial crisis in the United States, the setback of Euro following the Greek financial crisis, the appreciation of Rmb and the potential wage hikes in China etc.. As compared to other economies, Hong Kong's economy is relatively safe as it has a solid China shelter. With the government's implementation of the mega infrastructure projects, the local construction industry is gearing itself up for a boom. The Group, being a leader in the foundation industry, is optimistic about the prospect of its foundation business in the coming years.

The PRC central government's recent tightening measures which include more stringent mortgage requirements have so far reduced transaction volume and curbed the increase in property price. As China's property market is a policy driven market, such measures can be anticipated since long term price stability has always been the aim. To tackle such policy driven fluctuations, the Group maintains a solid financial position so that even if shrinkage in sales persists, its cash flow status will remain healthy. With the Group's cash on hand of approximately HK\$1.5 billion in cash plus a PRC land bank of over 270,000 sqm GFA, we believe this will give the Group an edge either way the economy swings.



主席報告 CHAIRMAN'S STATEMENT

總括而言，本集團對中國物業市場之長遠前景抱有信心，並相信近期之措施屬健康調整。為能夠在中國物業市場上安然過渡，本集團認為，集合優質資產及維持適當之現金水平應是現時之最佳策略，一方面既可抵禦潛在通脹，另一方面又能於機遇湧現時把握及應變。

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。於二零一零年三月三十一日，本集團持有現金約1,463,000,000港元（二零零九年三月三十一日：279,000,000港元），而資產總值及資產淨值（經扣除少數股東權益後）分別約為4,836,000,000港元（二零零九年三月三十一日：3,626,000,000港元）及1,474,000,000港元（二零零九年三月三十一日：1,211,000,000港元）。於二零一零年三月三十一日，本集團之營運資金約為819,000,000港元。

於回顧年度，鑒於現行利率相對較低，本集團已成功達成一項小型銀團貸款，籌得一筆5年期之300,000,000港元貸款，主要用作為其於二零零七年所籌集之185,000,000港元定期貸款再融資。該項小型銀團貸款廣受滙豐、恒生銀行、BNP及永亨銀行歡迎，更重要是標誌著銀行家對本集團之持續信心及支持。

於二零一零年三月三十一日，本集團並無任何淨資產負債比率並錄得淨現金結餘759,000,000港元，而於二零零九年三月三十一日，借款淨額及債務淨額對權益（包括少數股東權益）之資本負債比率分別為361,000,000港元及19%。與履約保證擔保有關之或然負債由二零零九年三月三十一日之154,000,000港元減少至二零一零年三月三十一日之135,000,000港元。本集團賬面值約為633,000,000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，但亦有人民幣及歐元貸款融資。人民幣借款之貨幣風險已以本集團之人民幣資產及中國物業所產生之收入作為對沖，而歐元貨幣風險已在有需要時透過訂立歐元遠期合約進行監控。

All in all, the Group is confident in the long term outlook of the China property market and believes that the recent measures are healthy corrections. To continue its smooth sail in the China property market, the Group is of the view that a combination of quality assets and a decent level of cash should be the best strategy at this time since on one hand it can defend against possible inflation and on the other can capture and ride on waves of opportunities when they arise.

FINANCIAL REVIEW

The Group continues to adopt a prudent financing policy and sustain a sound capital structure with healthy cashflow. As at 31 March 2010, the Group's cash on hand was approximately HK\$1,463 million (31 March 2009: HK\$279 million) while total assets and net assets (after deducting minority interests) were approximately HK\$4,836 million (31 March 2009: HK\$3,626 million) and HK\$1,474 million (31 March 2009: HK\$1,211 million) respectively. As at 31 March 2010, the Group's working capital amounted to HK\$819 million.

During the year under review, the Group, in view of the prevailing relatively low interest rates, had successfully closed a club deal and raised a HK\$300 million 5-year term loan mainly to refinance its HK\$185 million term loan raised in year 2007. The club deal was well received by HSBC, Hang Seng Bank, BNP and Wing Hang Bank and more importantly signifies the bankers' continued confidence in and support to the Group.

As at 31 March 2010, the Group's did not have any net debt gearing and recorded a net cash balance of HK\$759 million while net borrowings and net debt to equity (includes minority interests) gearing ratio were HK\$361 million and 19 per cent respectively as at 31 March 2009. Contingent liabilities in relation to guarantees of performance bonds decreased from HK\$154 million as at 31 March 2009 to HK\$135 million as at 31 March 2010. Certain of the Group's assets with a book value of approximately HK\$633 million have been pledged to secure certain banking facilities of the Group. The Group's bank borrowings are mostly denominated in Hong Kong dollars but Renminbi and Euro loan facilities have also been arranged. Currency exposure in the Renminbi borrowings has been hedged by the Group's Renminbi assets and revenue generated by its PRC properties while currency exposure in Euro has been monitored by entering Euro forward contracts when the need arises.



主席報告 CHAIRMAN'S STATEMENT

聘用及薪酬政策

於二零一零年三月三十一日，本集團，包括其位於香港及中國之所有附屬公司及合營企業，合共聘用約1,400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。

審核委員會

本集團之審核委員會已於二零零九年採納新職權範圍，以遵守企業管治常規守則之規定。本集團之審核委員會有三名成員，分別為范佐浩先生、謝文彬先生及龍子明先生，全部均為本公司獨立非執行董事。本集團之審核委員會已聯同管理層審閱本集團採用之會計準則及慣例，並商討有關審核、內部監控及財務報告事宜，其中包括審閱本集團截至二零一零年三月三十一日止年度之經審核財務報表。

致謝

本人謹代表董事局，對全體員工在過去艱難時期之竭誠服務、努力不懈及貢獻良多，致以衷心感謝。吾等亦感謝全體股東對本集團之支持。

承董事局命

張舜堯
主席

香港，二零一零年六月二十三日

EMPLOYMENT AND REMUNERATION POLICIES

The Group, including its subsidiaries and joint ventures in Hong Kong and the PRC, employed approximately 1,400 employees as at 31 March 2010. The Group's remuneration policies are primarily based on prevailing market salary levels and the performance of the respective companies and individuals concerned. Fringe benefits include provident fund, medical insurance and training. In addition, share options may also be granted in accordance to the terms of the Group's approved share option scheme.

AUDIT COMMITTEE

The Group's Audit Committee has adopted new terms of reference in 2009 in order to comply with the requirements of the provisions of the Code on Corporate Governance Practices. The Group's Audit Committee comprises three members, namely, Mr. Fan Chor Ho Paul, Mr. Tse Man Bun and Mr. Lung Chee Ming George, who are independent non-executive directors of the Company. The Group's Audit Committee has reviewed with the management the accounting principles and practices adopted by the Group and discussed the auditing, internal control and financial reporting matters including the review of the Group's audited financial statements for the year ended 31 March 2010.

APPRECIATION

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

On behalf of the Board

FRANCIS CHEUNG
Chairman

Hong Kong, 23 June 2010