



保華建業集團有限公司

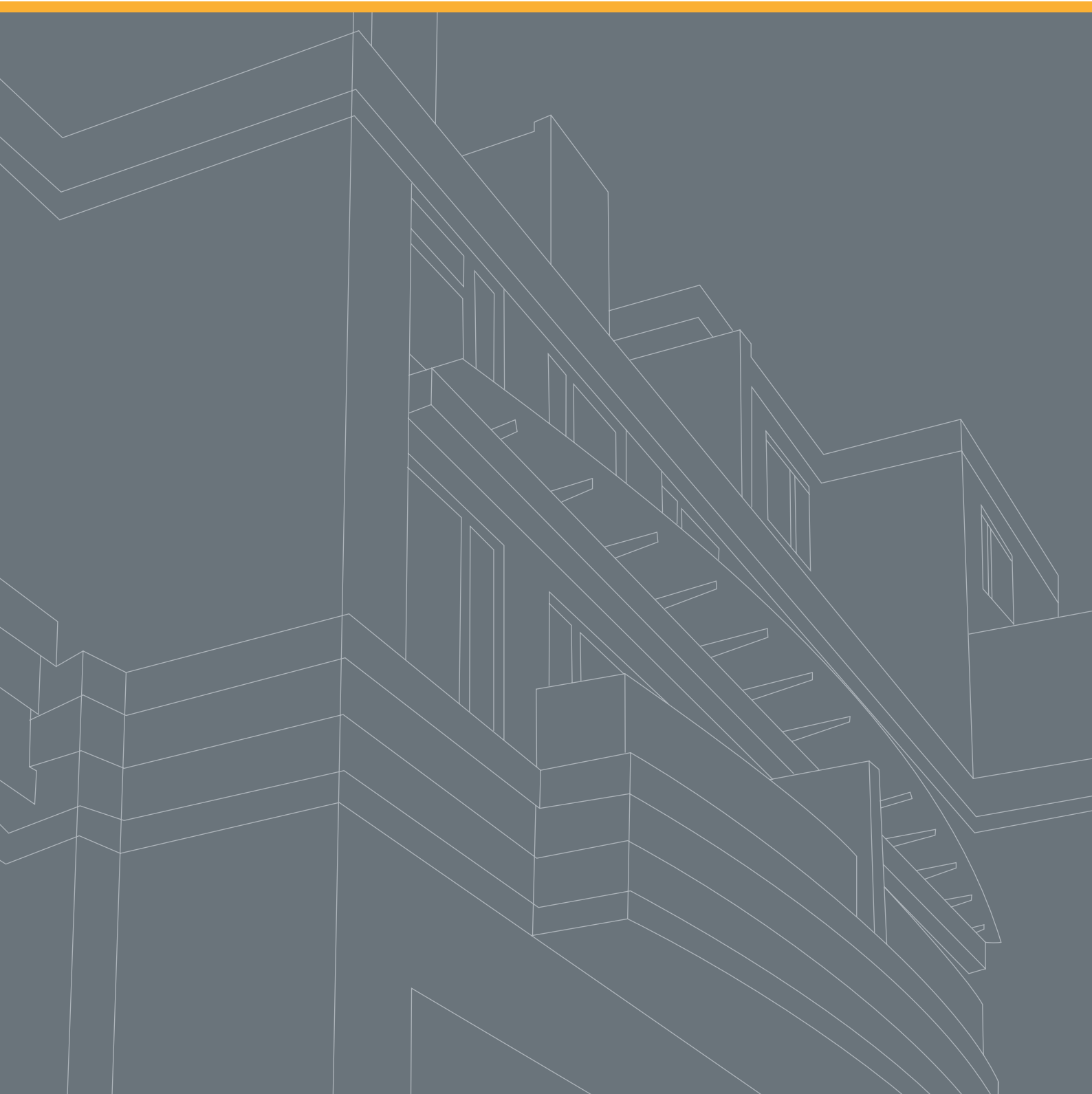
Paul Y. Engineering Group Limited

(Stock code 股份代號: 0577.HK)

BUILDING VALUE THROUGH
INTEGRATED SOLUTIONS

綜合服務 增值之道





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Chairman's Statement

主席報告書



“ As we further streamlined our business structure and expanded the scope of our services, I am confident that our commercial competitiveness and operational efficiency can be raised to the next level.

我們改善了業務結構，並擴充了我們的服務範疇。本人深信我們的商業競爭力與營運效率均會有所提升。

”

Dear Shareholders,

It is my pleasure to present the Interim Report of Paul Y. Engineering Group Limited (together with its subsidiaries, the "Group") for the six months ended 30 September 2007.

The Group's performance for the first half of the year has been satisfactory. Turnover climbed to HK\$2,214 million, which translates to 41% growth compared with figures of the same period last year. Thanks to the positive market atmosphere and hard work done by our colleagues, the gross profit climbed by 26% to HK\$104 million. Net profit after taxation was HK\$43 million (2006: HK\$54 million), a decrease of 20% compared with the same period last year, when a profit of HK\$32 million from the appreciation in value of the Group's interest in Paul Y. Centre was recorded. Cash, bank balances and deposits stood strong at HK\$356 million.

The Group is committed to a consistent dividend policy and we are pleased to propose an interim dividend of 3.5 HK cents per share which is equivalent to a payout ratio of approximately 48%. Return on equity for the first six months of the year was 9.4%.

The first six months of the year has been a milestone in the Group's history, as we further streamlined our business structure and expanded the scope of our services. Our project management and facilities management teams have been merged to form the Property Development Management division. This new division will provide more comprehensive and integrated services to the property sectors in Hong Kong, Macau and the Mainland etc. And our property investment practice, which delivered excellent returns last year, was formalized as a regular and recognized unit – namely, the Property Investment division. With our new, streamlined structure, I am confident that our commercial competitiveness and operational efficiency can be raised to the next level.

各位股東：

本人欣然提呈保華建業集團有限公司(連同其附屬公司，下稱「本集團」)截至二零零七年九月三十日為止六個月之中期報告。

集團於本年首半年表現理想，營業額上升至2,214,000,000港元，較去年同期增長41%。整體市場氣氛積極，加上同事努力不懈，集團之經營溢利攀升26%至104,000,000港元。除稅後純利下跌20%至43,000,000港元；集團去年同期之除稅後純利為54,000,000港元，其中32,000,000港元為集團所持保華企業中心升值而帶來的溢利。現金、銀行結餘及存款亦於356,000,000港元站穩。

董事局一直重視保持派息穩定，欣然宣派每股3.5港仙之中期股息；按此計算，派息比率約為48%。上半年之資本回報為9.4%。

上半年為本集團歷史上重要的一頁。我們理順了業務結構，並擴充業務範疇。集團之項目管理及設施管理團隊，已合併成為新的物業發展管理分部。此分部將為香港、澳門及中國內地等地的物業界，提供更全面的一站式服務。而去年為集團帶來豐厚回報的物業投資業務，亦已正式納入集團之業務範圍，定名為物業投資分部。本人深信，在更為完善的架構下，集團的商業競爭力與營運效率均會有所提升。

Unaudited Results for the Six Months Ended 30 September 2007
截至二零零七年九月三十日止六個月之未經審核業績

- Turnover increased **41%** to **HK\$2,214** million
營業額增加**41%**至**2,214,000,000**港元
- Gross profit increased **26%** to **HK\$104** million
毛利增加**26%**至**104,000,000**港元
- Profit attributable to equity holders decreased **20%** to **HK\$43** million
權益持有人應佔溢利減少**20%**至**43,000,000**港元
- Earnings per share decreased **22%** to **7.3** HK cents
每股盈利減少**22%**至**7.3**港仙
- Interim dividend per share at **3.5** HK cents
每股中期股息達**3.5**港仙
- Dividend payout ratio increased **10%** point to **48%**
派息比率增加**10**個百分點至**48%**

The business environment around us was exciting as well. As key infrastructure projects in Hong Kong have been confirmed, the opportunities for the construction industry are enormous. The Mainland market is even more promising, especially in the Yangtze River region. We are poised to take advantage of the opportunities afforded by the rapid increase in demand for quality development and engineering services, and to fully participate in the development of those communities by using our experience and expertise – just as we have done for Hong Kong over the past six decades.

The goals we set for ourselves can only be achieved through cooperative effort. And on behalf of the Board, I would like to recognize the continuing support of our shareholders, clients and business partners – we could not succeed without you and we are grateful. I would also like to recognize my fellow Board members and our staff for their dedicated effort and loyal service to the Group. It is my pleasure to work with all of you.

市場營商環境同樣令人振奮。多項主要基建項目得到落實，為香港建築界帶來龐大商機。中國內地市場，尤其是長江流域，更是形勢大好。市場對高品質的發展及工程服務需求急增，集團銳意抓緊其帶來之機遇，善用我們的經驗及專才，全面參與發展和建設，一如集團六十年來致力服務香港社會。

惟有同心同德，目光一致，遠大目標方能達成。本人謹代表董事局，感謝一直支持集團的全體股東、客戶及業務夥伴；您們的鼎力支持，正是集團不斷向前的動力。本人亦向一眾董事局成員，及一直全力以赴的員工致意。本人有幸帶領如此優秀團隊，可謂與有榮焉。

James Chiu, OBE, JP
Chairman

Hong Kong, 14 December 2007

趙雅各，OBE，JP
主席

香港，二零零七年十二月十四日

Chief Executive Officer's Report

行政總裁報告

“ As we climb up the value chain and expand our business scope, we don't lose sight of the need to be geared for dynamics in order to produce good returns for our shareholders – under prosperity or adversity.

我們在開拓更多收入來源、不斷增值及擴充業務範圍之餘，絕不忘記居安思危，務求不論順境逆境，都為全體股東帶來豐厚回報。

”



Having contributed to the development of Hong Kong and the Mainland over the past decades, we maintain the same long-term commitment to our communities and shareholders. Over the past six months, we further planted and nurtured the seeds for sustainable growth by refining our business approach, and we expect our hard work to come to fruition in the second half of this fiscal year.

Looking back at all of our recent groundwork, it is my pleasure to present these interim results of the Company and its subsidiaries (the “Group”) for the six months ended 30 September 2007, together with the comparative figures for the corresponding period in 2006. I know that these figures will be even brighter in our next report, thanks to the groundwork we've laid.

The consolidated income statement, consolidated cash flow statement and consolidated statement of changes in equity of the Group for the six months ended 30 September 2007, and the consolidated balance sheet of the Group as at 30 September 2007, all of which are unaudited and condensed, along with selected explanatory notes, are set out on pages 24 to 42 of this report. This interim report has been reviewed by the Company's Audit Committee and external auditors.

REVIEW OF FINANCIAL PERFORMANCE AND POSITIONS

For the six-month period under review, the Group's consolidated turnover was approximately HK\$2,214 million, a 41% increase from that of the last corresponding period.

數十年來，保華建業集團不遺餘力建設香港及中國內地；而此亦為集團對全體股東以至整體社會的長遠承諾。過去六個月來，集團透過調整業務方針，再次播下持續增長的種子，可望將於下半年取得成果。

本人欣然向各位報告本公司及其附屬公司（「本集團」）截至二零零七年九月三十日為止的六個月內錄得之中期業績報告以及二零零六年同期的比較數字。回顧最近以來的耕耘，本人深信集團已經為下一份報告的佳績奠下了基礎。

本集團截至二零零七年九月三十日止六個月之綜合收益表、綜合現金流動表及綜合權益變動表，以及本集團於二零零七年九月三十日之綜合資產負債表均未經審核及屬簡明性質，並只附載部份說明性之附註，載於本報告第24頁至第42頁。本公司之審核委員會及外聘核數師均已審閱本中期報告。

財務表現及狀況回顧

於回顧六個月期間，本集團之綜合營業額約為2,214,000,000港元，較去年同期增加41%。

Gross profit of approximately HK\$104 million was achieved as compared with a corresponding gross profit of approximately HK\$82 million for last period. The turnover and gross profit of the period were affected by the barbers' strike and with the settlement of strike in September, the Group's results in the second half of the year shall improve. Share of results of associates was HK\$12 million which comprised mainly the profit from the disposal of the Group's 25% interest in Paul Y. Centre. Net profit attributable to equity holders of the Company for the period was approximately HK\$43 million versus approximately HK\$54 million of the last corresponding period. The decrease in profit is mainly due to HK\$32 million profit from the appreciation in the value of the Group's 25% interest in Paul Y. Centre recorded in the last period's share of results of associates. Basic and diluted earnings per share were 7.3 HK cents.

When compared with the Group's financial position as at last year end, total assets reduced from approximately HK\$2,561 million to approximately HK\$2,255 million, mainly as a result of decreases in amount of trade receivables. Current assets were at approximately HK\$2,090 million, representing 1.2 times of current liabilities. The equity attributable to equity holders of the Company stood at approximately HK\$458 million.

Net cash flow used in operating activities was about HK\$85 million and inflow in respect of investing and financing activities was approximately HK\$60 million, resulting in a net decrease in cash of about HK\$25 million for the period.

REVIEW OF OPERATIONS

Paul Y. Engineering has taken firm steps to position itself as a full-scope service provider for the entire life-cycle of properties. In redefining our business approach, we have strengthened our Management Contracting, Property Development Management, and Property Investment arms. This has put us in an excellent position to capture opportunities along the entire value chain of construction and engineering services, as well as throughout the various stages of property development and community advancement.

With the fine-tuning of our business divisions, our work book is now more balanced. For the Management Contracting division, the value of contracts on hand as at 30 September 2007 was approximately HK\$11,962 million and the value of work remaining had decreased by 20% to approximately HK\$5,389 million.

毛利約為104,000,000港元，相比之下，去年同期之毛利則約為82,000,000港元。期內之營業額及毛利受扎鐵工人罷工影響，而罷工於九月平息，本集團於下半年之業績應有所改善。攤佔聯營公司業績為12,000,000港元，主要包括本集團出售保華企業中心25%權益之溢利。本期間之本公司權益持有人應佔純利約為43,000,000港元，至於去年同期則約為54,000,000港元。溢利減少主要因為去年同期攤佔聯營公司業績所錄得本集團於保華企業中心25%權益價值上升之溢利32,000,000港元。每股基本及攤薄盈利為7.3港仙。

與去年年結時本集團之財政狀況相比，本集團之總資產由約2,561,000,000港元減少至約2,255,000,000港元，主要由於應收貿易賬款減少所致。流動資產約為2,090,000,000港元，相當於流動負債之1.2倍。本公司權益持有人應佔權益則維持於約458,000,000港元。

用於經營業務之現金淨額約為85,000,000港元，而有關投資及融資活動之現金流入淨額約為60,000,000港元，故本期間之現金水平錄得約25,000,000港元之淨減少。

業務回顧

保華建業經已踏出了堅定的步伐，蛻變成為物業全才，全面參與物業整個發展過程。集團的三大業務，即承建管理、物業發展管理及物業投資，均受惠於業務理順而得以加強。集團將著眼於建築及工程服務的全盤價值鏈，抓緊物業發展與社區建設不同階段之種種機遇。

隨著業務調整，現時集團手頭上的合約組合更見平衡。於二零零七年九月三十日，承建管理分部的合約總值約11,962,000,000港元，而餘下工程合約價值則下跌20%至約5,389,000,000港元。

Chief Executive Officer's Report

行政總裁報告

The value of contracts on hand for the Property Development Management division in the same period was HK\$189 million, which is encouraging and a reflection of the synergized effort of our former project management and facilities management teams.

Management Contracting division remained the major contributor during the period, with a turnover of HK\$2,188 million, up by 40% compared with HK\$1,558 million in the corresponding period in 2006; its operating profit amounted to HK\$44 million (2006: HK\$31 million). During the six months under review, this division secured new construction contracts with an aggregate value of approximately HK\$484 million. Subsequent to the period end, this division has secured further contracts of approximately HK\$678 million.

The contribution of profit from the Property Development Management and Property Investment divisions during the same period was HK\$5 million and HK\$12 million respectively. Such encouraging results wouldn't have been possible without our solid experience in engineering and our thorough understanding of the market.

LIQUIDITY AND CAPITAL RESOURCES

The Group continues to adopt prudent funding and treasury policies in its operations, maintaining a variety of credit facilities to meet requirements for working capital. At the end of the period under review, the Group had total borrowings of approximately HK\$177 million, of which approximately HK\$170 million are repayable within one year; and cash balances of approximately HK\$356 million.

As at 30 September 2007, all of the Group's borrowings bore interest at floating rates and were denominated either in Hong Kong Dollars or in Renminbi. Based on total borrowings of approximately HK\$177 million and equity attributable to equity holders of around HK\$458 million, the Group's gearing ratio stood at 0.4.

EMPLOYEES

As at 30 September 2007, the Group had 1,398 full-time employees, including directors of the Group. Employee remuneration is based on overall market rates and employee performance, as well as the performance of the Group. Remuneration packages comprise salary, a performance-based bonus and other benefits including provident funds and medical coverage. Three share incentive schemes (namely, share option scheme, share award scheme and share financing plan) are in place to motivate and reward eligible employees.

同期，物業發展管理分部的合約總值約189,000,000港元，成績令人鼓舞，亦反映前項目管理及設施管理團隊之間的協同。

於本期間，承建管理分部仍是本集團的主要收入來源，營業額高達2,188,000,000港元，較二零零六年同期之1,558,000,000港元增加40%。經營溢利達44,000,000港元(二零零六年：31,000,000港元)。於回顧六個月期間，此分部取得之新建築工程合約總值約484,000,000港元。期末後，此分部再取得總值678,000,000港元之合約。

同期物業發展管理及物業投資分部之盈利貢獻，分別為5,000,000港元及12,000,000港元；得此碩果，前因正是集團多年累積豐富的工程經驗，對市場了解透徹。

流動資金與資本來源

本集團繼續就其整體業務營運採納審慎之資金及財務政策，備有多項信貸融通額以應付其所需之營運資金。於本期間結束時，本集團借款共約177,000,000港元，其中約170,000,000港元須於一年內償還；現金結餘約為356,000,000港元。

於二零零七年九月三十日，本集團全部借款均按浮動息率計息，並以港元或人民幣為單位。本集團之資本負債比率為0.4，該項比率乃根據本集團之總借款約177,000,000港元及權益持有人應佔權益約458,000,000港元計算。

僱員

於二零零七年九月三十日，本集團共聘用1,398名全職僱員(包括本集團董事)。本集團根據整體市場水平及本集團與僱員之表現，訂定僱員薪酬。薪金包括薪金、按表現發放之花紅，以及公積金及醫療福利等其他福利。三項股份獎勵計劃(即購股權計劃、股份獎勵計劃及股份融資計劃)已予採納，為合資格僱員提供鼓勵或獎賞。

PLEDGE OF ASSETS

As at 30 September 2007, property, plant and equipment of approximately HK\$10 million and bank deposits of approximately HK\$41 million were pledged to banks to secure banking facilities granted to the Group.

CONTINGENT LIABILITIES

As at the period end, the Group had contingent liabilities of approximately HK\$9 million in respect of a guarantee given to a bank for banking facilities granted to an associate.

DISPOSAL OF 25% INTEREST IN PAUL Y. CENTRE

During the period, an associate of the Group disposed of its interest in Paul Y. Centre at a consideration of HK\$1,150 million.

COMMITMENTS

As at the period end, the Group had no significant capital commitment.

SECURITIES IN ISSUE

As at 30 September 2007, there were 591,599,109 shares in issue, and outstanding share options over a total of 27,600,000 shares with subscription prices of HK\$0.70 (as to options over 500,000 shares), HK\$0.85 (as to options over 500,000 shares), HK\$0.90 (as to options over 3,600,000 shares), HK\$1.00 (as to options over 5,500,000 shares), HK\$1.34 (as to options over 15,500,000 shares) and HK\$1.36 (as to options over 2,000,000 shares) per share.

During the period under review, 2,000,000 shares were issued by way of share options exercised. Share options over 18,000,000 shares were granted, share options over 2,000,000 shares were exercised and share options over 5,000,000 shares were lapsed during the period.

INTERIM DIVIDEND

The board of directors of the Company ("Board") has resolved to pay an interim dividend of 3.5 HK cents per share for the six months ended 30 September 2007 (2006: 3.5 HK cents) to shareholders whose names appear on the Company's register of members as at the close of business on 9 January 2008. The interim dividend is expected to be paid to shareholders by post on or around 4 February 2008.

資產抵押

於二零零七年九月三十日，約10,000,000港元之物業、機械及設備及約41,000,000港元之銀行存款已抵押予銀行，作為授予本集團之信貸融資之擔保。

或然負債

本期間結束時，本集團就授予聯營公司之銀行信貸向銀行提供之擔保所涉及款額約9,000,000港元。

出售保華企業中心之25%權益

於本期間內，本集團一家聯營公司以代價1,150,000,000港元出售於保華企業中心之全部權益。

承擔

本期間結束時，本集團並無重大資本承擔。

已發行證券

於二零零七年九月三十日，已發行股份共591,599,109股及可認購共27,600,000股股份之未行使購股權，行使價為0.70港元(就可認購500,000股股份之購股權而言)、0.85港元(就可認購500,000股股份之購股權而言)、0.90港元(就可認購3,600,000股股份之購股權而言)、1.00港元(就可認購5,500,000股股份之購股權而言)、1.34港元(就可認購15,500,000股股份之購股權而言)及1.36港元(就可認購2,000,000股股份之購股權而言)。

於回顧期間，已因行使購股權而發行2,000,000股股份。於本期間，已授出可認購18,000,000股股份之購股權，另可認購2,000,000股股份之購股權已行使，而可認購5,000,000股股份之購股權已失效。

中期股息

本公司董事局(「董事局」)已議決向二零零八年一月九日辦公時間結束時名列本公司股東名冊之股東派付截至二零零七年九月三十日止六個月中期股息每股3.5港仙(二零零六年：3.5港仙)。預期中期股息約於二零零八年二月四日以郵寄方式派付予股東。

Chief Executive Officer's Report

行政總裁報告

The Board has also proposed that the interim dividend should be satisfied by way of a scrip dividend of shares, with an option to elect cash in respect of part or all of such dividend. The market value of the shares to be issued under the scrip dividend proposal will be fixed by reference to the average of the closing prices of the Company's shares for the three consecutive trading days ending on 9 January 2008 less a discount of five percent of such average price or the par value of shares, whichever is higher. The proposed scrip dividend is conditional upon The Stock Exchange of Hong Kong Limited granting listing of, and permission to deal in, the new shares to be issued. A circular giving full details of the scrip dividend proposal and a form of election will be sent to shareholders.

CLOSURE OF REGISTER OF MEMBERS

The Company's register of members will be closed from 7 January 2008 to 9 January 2008, both dates inclusive, during which period no share transfer shall be effected. In order to qualify for the interim dividend, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Tricor Standard Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for registration by no later than 4:00 p.m. on 4 January 2008.

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

During the period ended 30 September 2007, there were no purchases, sales or redemptions by the Company, or any of its subsidiaries, of the Company's listed securities.

OUTLOOK

Hong Kong's economic recovery was paving the way for major public projects and opportunities. Both the general economy and the property market boomed in the last six months and infrastructure investment was a highlight of the government's policy address. Thus, the overall future of the construction industry remains positive.

Opportunities in front of us are enormous. Set off of major infrastructure projects in Hong Kong will motivate the growth of construction industry as a whole, especially those successful infrastructure construction contractors with a track record, such as Paul Y. Engineering. Demand for quality residential and commercial properties, driven by the booming domestic demand in the Mainland is another engine for our growth – we are tapping opportunities with both of our management contracting and property investment arms.

此外，董事局並建議透過以股代息方式派付中期股息，惟股東可選擇收取現金以代替部份或全部有關股息。根據以股代息建議將予發行之股份之市值，將參考本公司股份於截至二零零八年一月九日止連續三個交易日之平均收市價減該平均價5%之折讓或股份面值(以較高者為準)計算。以股代息建議須待香港聯合交易所有限公司批准將予發行之新股份上市及買賣後方可作實。載有以股代息建議全部詳情之通函，將連同選擇表格一併寄予各股東。

暫停辦理股東登記手續

本公司將於二零零八年一月七日至二零零八年一月九日止(首尾兩日包括在內)之期間暫停辦理股東登記手續，於該段期間將不會登記任何股份之轉讓。如欲獲發擬派之中期股息，所有股份過戶文件連同有關股票，最遲須於二零零八年一月四日下午四時正前交回本公司之香港股份過戶登記處卓佳標準有限公司以供登記，地址為香港灣仔皇后大道東28號金鐘匯中心26樓。

購買、出售或贖回本公司上市證券

於截至二零零七年九月三十日止期間內，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。

展望

香港經濟復甦造就多項大型公共建設，衍生大量商機。在過去六個月，整體經濟與物業市場繁榮興旺，而基建投資更是政府施政報告的重點。因此，香港整體建築業之前景仍然樂觀。

現時集團可謂機遇處處。香港各項大型基建工程陸續上馬，將利好整體建築業；而具備豐富基建經驗者如保華建業，更將佔盡優勢。而中國內地房地產市場蓬勃，對優質住宅及商用物業需求殷切，將成為帶動集團業務起飛的另一引擎。集團之承建管理及物業投資部門已經蓄勢待發，抓緊商機。

However, opportunity is only for those ready to ride on it. Our efficiency continuously improves with fine market positioning, diversified client bases, careful risk assessment and management. As we climb up the value chain and expand our business scope, we don't lose sight of the need to be geared for dynamics in order to produce good returns for our shareholders – under prosperity or adversity.

The Group continues to develop and strengthen its fee-based income model and its capability to deliver comprehensive property solutions, especially those components that enable us to match the unique expectations of every client, so that we can capture new opportunities and successfully face the challenges of the future.

Mok Yat Fan, Edmond

Executive Director & Chief Executive Officer

Hong Kong, 14 December 2007

要把握機遇，必須時刻裝備。集團憑精準的市場定位、多元化的客戶網絡、縝密的風險評估和管理，不斷提升效率。我們在開拓更多收入來源、不斷增值及擴充業務範圍之餘，絕不忘記居安思危，務求不論順境逆境，都為全體股東帶來豐厚回報。

集團將繼續發展並加強收費型收入模式，為物業界提供全面的服務，更配合每一位客戶的獨特期望而設計配套，以期把握商機，從挑戰之中向前邁進。

莫一帆

執行董事兼行政總裁

香港，二零零七年十二月十四日

Corporate Governance

企業管治

Paul Y. Engineering Group Limited (the “Company”, together with its subsidiaries, the “Group”) is committed to maintaining high standards of corporate governance. The Company has complied with all code provisions and, where applicable, the recommended best practices of the Code on Corporate Governance Practices as set out in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”) throughout the six months ended 30 September 2007.

BOARD OF DIRECTORS

The Board is responsible for overseeing the Company’s strategic direction and the controls applied to its activities, and ensuring that Management has appropriate processes for risk assessment, management, and internal control over the Company’s day-to-day affairs in place.

The Board has a balanced composition of Executive and Non-Executive Directors to ensure independent viewpoints in all discussions. The Board currently comprises six Directors, including three Independent Non-Executive Directors, one Non-Executive Director, and two Executive Directors. Half of the Board is made up of Independent Non-Executive Directors, one of whom has appropriate professional qualifications, or accounting or related financial management expertise, as required by the Listing Rules. There is no relationship (including financial, business, family or other material/relevant relationship) among members of the Board.

To ensure a balance of power and authority, the positions of Chairman and Chief Executive Officer of the Company are held by separate individuals, with segregated duties. The division of responsibilities between the Chairman and Chief Executive Officer is clearly established and set out in writing. The Chairman of the Company is Ir James Chiu (an Independent Non-Executive Director and the Chairman of the Audit Committee of the Company). The Chief Executive Officer of the Company is Mr Mok Yat Fan, Edmond.

The Board meets regularly and at least four times a year. In order to have an effective Board, Directors are provided with information on activities and developments in the Group’s business on a regular and timely basis to keep them apprised of the latest development of the Group.

保華建業集團有限公司(「本公司」，連同其附屬公司合稱為「本集團」)致力維持高水平之企業管治。截至二零零七年九月三十日止六個月，本公司已遵守香港聯合交易所有限公司證券上市規則(「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(如適用)建議最佳常規。

董事局

董事局監查本公司之策略方向及對業務活動之控制，確保管理層已為風險評估、本公司日常事務之管理及內部控制採取適當程序。

董事局中執行董事及非執行董事之組合保持均衡，確保所有討論具備獨立觀點。董事局現由六位董事組成(包括三位獨立非執行董事、一位非執行董事及兩位執行董事)。董事局中有一半為獨立非執行董事，而其中一位擁有上市規則所規定之合適專業資歷或會計或相關財務管理專長。董事局各成員之間並無諸如財務、商業、家族或其他相關性質利益關係。

主席與行政總裁之職位由不同人士擔任，各司其職，以確保權力及授權之均衡。主席與行政總裁分工清晰並以書面列明。本公司之主席為趙雅各工程師(獨立非執行董事及本公司審核委員會主席)。行政總裁為莫一帆先生。

董事局定期開會，並每年最少舉行四次會議。為確保董事局行事有效，董事獲適時提供本集團業務之活動及發展之資料，以使董事瞭解集團之最新發展狀況。

BOARD COMMITTEES

To facilitate the work of the Board, Board committees have been set up with written terms of reference which clearly define the role, authority, and functions of each committee. Each Board committee is required to report its decisions or recommendations to the Board. The role and function of each Board committee are set out below:

Audit Committee

This Committee currently comprises Ir James Chiu (Chairman of this Committee), Professor Lee Chack Fan and Mr Iain Ferguson Bruce. All the members of this Committee are Independent Non-Executive Directors.

The principal duties of this Committee include oversight of the Group's financial reporting system and internal control procedures, review of the Group's financial information, and review of the relationship with the external auditors of the Company. This Committee also meets regularly with the Company's external auditors to discuss the audit process and accounting issues.

The Group's interim results for the six months ended 30 September 2007 has been reviewed by the Audit Committee and the Company's external auditors.

Remuneration Committee

This Committee currently comprises Ir James Chiu (Chairman of this Committee), Mr Mok Yat Fan, Edmond and Professor Lee Chack Fan. The majority of the members of this Committee are Independent Non-Executive Directors.

This Committee has been established to ensure there is a formal and transparent procedure for setting policy on the remuneration of Executive Directors and for fixing the remuneration packages for all Directors. This Committee is mainly responsible for making recommendations to the Board on the Company's policy and structure for remuneration of Directors and Management, and making recommendations on the manpower deployment plan.

Nomination Committee

This Committee currently comprises Professor Lee Chack Fan (Chairman of this Committee), Mr Lau Ko Yuen, Tom and Mr Iain Ferguson Bruce. The majority of the members of this Committee are Independent Non-Executive Directors.

董事委員會

為使董事局工作更為順利，特成立以書面列明職權範圍之董事委員會，清晰界定各委員會角色、權限及職能。各委員會均須向董事局報告其決議或建議。各董事委員會之角色職能及其工作概要如下：

審核委員會

本委員會現時由三位獨立非執行董事趙雅各工程師(本委員會主席)、李焯芬教授及Iain Ferguson Bruce先生組成。

本委員會之主要職責包括督導本集團之財務申報制度及內部監控程序、檢討本集團之財務資料，並檢討與本公司外聘核數師之關係。本委員會亦與本公司之外聘核數師定期會晤，以商討審核之流程及會計事項。

本集團截至二零零七年九月三十日止六個月之中期業績已經審核委員會及本公司外聘核數師審閱。

薪酬委員會

本委員會現時由趙雅各工程師(本委員會主席)、莫一帆先生及李焯芬教授組成。本委員會之大部份成員為獨立非執行董事。

成立本委員會旨在確保在釐定執行董事薪酬之政策及釐定全體董事之薪津組合方面，有一套正式且具透明度的程序。本委員會主責就本公司有關董事及管理層之薪酬政策及架構，向董事局提供建議，並就人力資源調配方案提供建議。

提名委員會

本委員會現時由李焯芬教授(本委員會主席)、劉高原先生及Iain Ferguson Bruce先生組成。本委員會大部份成員為獨立非執行董事。

This Committee was established to ensure there is a formal, considered and transparent procedure for the appointment of new Directors to the Board. The duties of this Committee include reviewing the structure, size and composition of the Board and, if necessary, recommending changes. It is also responsible for identifying individuals suitably qualified to become members of the Board and selecting, or making recommendations to the Board on the selection of, individuals to be nominated for directorships.

Finance and Investment Committee

This Committee currently comprises Mr Iain Ferguson Bruce (Chairman of this Committee), Mr Mok Yat Fan, Edmond and Mr Lee Hon Chiu.

This Committee is mainly responsible for making recommendations to the Board on matters relating to investing in assets, evaluating the budgets of all key expenditures, reviewing financial performance against forecast, and considering dividend payout.

Disclosures Committee

This Committee currently comprises Mr Iain Ferguson Bruce (Chairman of this Committee), Mr Lau Ko Yuen, Tom and Mr Lee Hon Chiu.

This Committee is mainly responsible for overseeing disclosures to shareholders, the public, and relevant statutory authorities, and for overseeing compliance with any applicable legal requirements for disclosure.

Executive Committee

The current members of this Committee are Mr Mok Yat Fan, Edmond (Chairman of this Committee) and Mr Lee Hon Chiu.

This Committee is mainly responsible for handling the management and operations of the day-to-day business of the Group.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") as set out in Appendix 10 of the Listing Rules as its own code of conduct regarding securities transactions by the Directors. All Directors have confirmed, following specific enquiry by the Company, that they complied with the required standard set out in the Model Code during the six months ended 30 September 2007.

成立本委員會旨在確保在委任新董事加入董事局方面有一套正式、經深思熟慮及具透明度之程序。本委員會之主要職責包括檢討董事局之架構、人數及組成，並於必要時提出改變的建議。其亦負責物色合資格加入董事局之人士，及就獲提名出任董事人士之遴選作出定奪或推薦。

財務及投資委員會

本委員會現時由Iain Ferguson Bruce先生(本委員會主席)、莫一帆先生及李漢潮先生組成。

本委員會主要負責就有關資產投資向董事局提出建議、評估一切主要開支預算、審閱財政表現與預測進行比較，以及考慮派付股息。

披露委員會

本委員會現時由Iain Ferguson Bruce先生(本委員會主席)、劉高原先生及李漢潮先生組成。

本委員會主要負責監督向股東、公眾及相關法定機構作出之披露，亦監管確保遵守任何有關披露之適用法例規定。

執行委員會

本委員會之現任成員為莫一帆先生(本委員會主席)及李漢潮先生。

本委員會主要負責處理本集團日常業務之管理以及營運。

董事之證券交易

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的標準守則(「標準守則」)，作為有關董事進行證券交易之操守守則。本公司作出具體查詢後，全體董事已經確認，彼等於截至二零零七年九月三十日止六個月內均有遵守標準守則規定之準則。

EXTERNAL AUDITORS

At the Company's Annual General Meeting held on 4 September 2007, shareholders approved the re-appointment of Deloitte Touche Tohmatsu as the Company's external auditors for the financial year ending 31 March 2008. Pursuant to the requirement under Code 290.154 of the Code of Ethics for Professional Accountants issued by the Hong Kong Institute of Certified Public Accountants, the audit partner of the Company's external auditors, after having served as the Group's audit partner since the year ended 31 March 2001, has ceased to act as the engagement partner after completion of the Group's audit for the year ended 31 March 2007 and has been replaced by a partner who has not had any previous involvement in the Group's audit.

INTERNAL CONTROL AND RISK MANAGEMENT

The Board is responsible for the Company's system of internal control and for reviewing its effectiveness. In meeting its responsibility, the Board seeks to increase risk awareness across the Company's business operations and has put in place policies and procedures, including parameters of delegation to the Board, which provide a framework for identification and management of risks.

The Board is also committed to managing risks and monitoring its business and financial activities in a manner which enables it to maximize profitable business opportunities, avoid or reduce risks which can cause loss or reputational damage, ensure compliance with applicable laws and regulations, and enhance resilience to external events.

The Audit Committee of the Company has reviewed the effectiveness of the internal audit function during the six months ended 30 September 2007. Details of the standards, processes and effectiveness of the Company's internal control and risk management were set out in the Corporate Governance Report on pages 36 to 40 of the Company's 2007 Annual Report.

外聘核數師

於本公司在二零零七年九月四日舉行之股東週年大會上，股東批准續聘德勤•關黃陳方會計師行為本公司截至二零零八年三月三十一日止財政年度之外聘核數師。根據香港會計師公會發出的《專業會計師操守準則》第290.154段，本公司外聘核數師之核數合夥人，自截至二零零一年三月三十一日止年度起一直擔任本集團之核數合夥人，於完成本集團截至二零零七年三月三十一日止年度之核數工作後不再擔任受聘合夥人，並由以往從未參與本集團核數工作之合夥人取代。

內部監控及風險管理

董事局須為本公司之內部監控體制負責，並須負責檢討其效果。為履行此責任，董事會設法增加本公司業務營運中之風險意識，並設立政策及程序（包括董事會授權之變數），為識別及管理風險提供框架。

董事局亦致力管理風險及監督其業務及融資活動，以將有利可圖之商機盡量增加，避免或減少可導致損失或聲譽破壞之風險，確保遵守適用法律法規，以及加強對外界事件之回應。

本公司審核委員會曾檢討截至二零零七年九月三十日止六個月期間內部審核職能之效果。本公司內部監控及風險管理之準則、過程及效果詳情載於本公司二零零七年年報之企業管治報告第36頁至第40頁。

Other Information

其他資料

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

At 30 September 2007, 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 ("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 Stock Exchange of Hong Kong Limited ("Hong Kong Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") in the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (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 i) (附註i)	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 i) (附註i)	500,000	0.08%
Mok Yat Fan, Edmond 莫一帆	Beneficial owner 實益擁有人	Long position 好倉	—	5,000,000 (note ii) (附註ii)	5,000,000	0.85%
Lee Hon Chiu 李漢潮	Beneficial owner 實益擁有人	Long position 好倉	—	1,500,000 (note iii) (附註iii)	1,500,000	0.25%
Lee Chack Fan 李焯芬	Beneficial owner 實益擁有人	Long position 好倉	—	500,000 (note i) (附註i)	500,000	0.08%
Iain Ferguson Bruce	Beneficial owner 實益擁有人	Long position 好倉	660,130	500,000 (note i) (附註i)	1,160,130	0.20%

董事於股份、相關股份及債券之權益及淡倉

於二零零七年九月三十日，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，或根據香港聯交所證券上市規則(「上市規則」)之上市發行人董事進行證券交易的標準守則(「標準守則」)而須另行知會本公司及香港聯合交易所有限公司(「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

Notes:

- (i) The share options were granted to Mr 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 ("Share Option Scheme") 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.
- (ii) The share options were granted to Mr Mok Yat Fan, Edmond on 13 July 2006 under the Share Option Scheme and entitle him to subscribe for a total of 5,000,000 shares upon exercise at an exercise price of HK\$1.00 per share (as to 1,500,000 options exercisable during the period from 13 July 2006 to 12 July 2008, as to 1,500,000 options exercisable during the period from 13 July 2007 to 12 July 2009 and as to 2,000,000 options exercisable during the period from 13 July 2008 to 12 July 2009).
- (iii) The share options were granted to Mr Lee Hon Chiu on 3 February 2006 under the Share Option Scheme and entitle him to subscribe for a total of 1,500,000 shares upon exercise at the exercise prices of HK\$0.70 (as to 500,000 options exercisable during the period from 3 February 2006 to 6 September 2015), HK\$0.85 (as to 500,000 options exercisable during the period from 1 January 2007 to 6 September 2015) and HK\$1.00 (as to 500,000 options exercisable during the period from 1 January 2008 to 6 September 2015) per share.

附註：

- (i) 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(「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，並授權彼按行使價每股1.36港元認購共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。
- (ii) 該等購股權乃根據購股權計劃於二零零六年七月十三日授予莫一帆先生，授權彼認購共5,000,000股股份，行使價為每股1.00港元，其中1,500,000股股份之購股權可於二零零六年七月十三日至二零零八年七月十二日期間行使，1,500,000股股份之購股權可於二零零七年七月十三日至二零零九年七月十二日期間行使，及2,000,000股股份之購股權可於二零零八年七月十三日至二零零九年七月十二日期間行使。
- (iii) 該等購股權乃根據購股權計劃於二零零六年二月三日授予李漢潮先生，授權彼認購共1,500,000股股份，可按行使價每股0.70港元(其中500,000股股份之購股權可於二零零六年二月三日至二零一五年九月六日期間行使)、0.85港元(500,000股股份之購股權可於二零零七年一月一日至二零一五年九月六日期間行使)及1.00港元(500,000股股份之購股權可於二零零八年一月一日至二零一五年九月六日期間行使)行使。

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

(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	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	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	4,720,671	33,900,000 (note i) (附註i)	38,620,671	2.58%
Mok Yat Fan, Edmond 莫一帆	Beneficial owner 實益擁有人	Long position 好倉	300,000	3,000,000 (note ii) (附註ii)	3,300,000	0.22%

Other Information 其他資料

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 (i) 13,000,000 options granted to him on 28 December 2004 which entitle him to subscribe for a total of 13,000,000 shares upon exercise at the exercise prices of HK\$1.240 (as to 6,500,000 options) and HK\$1.500 (as to 6,500,000 options) per share exercisable during the period from 28 December 2004 to 26 August 2012; (ii) 9,200,000 options granted to him on 8 September 2006 which entitle him to subscribe for a total of 9,200,000 shares upon exercise at an exercise price of HK\$2.48 per share (as to 4,600,000 options exercisable during the period from 8 September 2007 to 7 September 2008 and as to 4,600,000 options exercisable during the period from 8 September 2008 to 7 September 2009); and (iii) 11,700,000 options granted to him on 18 September 2007 which entitle him to subscribe for a total of 11,700,000 shares upon exercise at an exercise price of HK\$3.546 per share (as to 3,900,000 options exercisable during the period from 18 September 2007 to 17 September 2008, as to 3,900,000 options exercisable during the period from 18 September 2008 to 17 September 2009 and as to 3,900,000 options exercisable during the period from 18 September 2009 to 17 September 2010).
- (ii) The share options were granted to Mr Mok Yat Fan, Edmond on 8 September 2006 under the PYI Share Option Scheme and entitle him to subscribe for a total of 3,000,000 shares upon exercise at an exercise price of HK\$2.430 per share (as to 1,500,000 options exercisable during the period from 1 August 2007 to 31 July 2008 and as to 1,500,000 options exercisable during the period from 1 August 2008 to 31 July 2009).

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 30 September 2007, 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.

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(i) 13,000,000股股份之購股權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13,000,000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1.240港元(其中6,500,000股股份之購股權)及1.500港元(其中6,500,000股股份之購股權)行使；(ii) 9,200,000股股份之購股權於二零零六年九月八日授予彼之購股權，授權彼認購共9,200,000股股份，可按行使價每股2.48港元行使，其中4,600,000股股份之購股權可於二零零七年九月八日至二零零八年九月七日期間行使，另外4,600,000股股份之購股權則於二零零八年九月八日至二零零九年九月七日期間行使；及(iii) 11,700,000股股份之購股權於二零零七年九月十八日授予彼之購股權，授權彼認購共11,700,000股股份，可按行使價每股3.546港元行使，其中3,900,000股股份之購股權可於二零零七年九月十八日至二零零八年九月十七日期間行使，3,900,000股股份之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3,900,000股股份之購股權則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。
- (ii) 該等購股權乃根據PYI購股權計劃於二零零六年九月八日授予莫一帆先生，並授權彼認購合共3,000,000股股份，行使價為每股2.430港元其中1,500,000股股份之購股權可於二零零七年八月一日至二零零八年七月三十一日期間行使，另外1,500,000股股份之購股權可於二零零八年八月一日至二零零九年七月三十一日期間行使。

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，於二零零七年九月三十日，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 period are as follows:

Name 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 購股權獲行使時將予發行之本公司股份數目				
					Outstanding at 1.4.2007 於二零零七年四月一日尚未行使	Granted during the period	Exercised during the period	Lapsed during the period	Outstanding at 30.9.2007 於二零零七年九月三十日尚未行使
合資格人士姓名	授出日期	歸屬日期	行使期	每股行使價 HK\$ 港元					
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
Mok Yat Fan, Edmond 莫一帆	13.7.2006	13.7.2006	13.7.2006 - 12.7.2008	1.00	1,500,000	-	-	-	1,500,000
	13.7.2006	13.7.2007	13.7.2007 - 12.7.2009	1.00	1,500,000	-	-	-	1,500,000
	13.7.2006	13.7.2008	13.7.2008 - 12.7.2009	1.00	2,000,000	-	-	-	2,000,000
Lee Hon Chiu 李漢潮	3.2.2006	3.2.2006	3.2.2006 - 6.9.2015	0.70	500,000	-	-	-	500,000
	3.2.2006	1.1.2007	1.1.2007 - 6.9.2015	0.85	500,000	-	-	-	500,000
	3.2.2006	1.1.2008	1.1.2008 - 6.9.2015	1.00	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
Employees 僱員	3.2.2006	3.2.2006	3.2.2006 - 6.9.2015	0.70	1,000,000	-	(1,000,000)	-	-
	3.2.2006	1.1.2007	1.1.2007 - 6.9.2015	0.85	1,000,000	-	(1,000,000)	-	-
	3.2.2006	1.1.2008	1.1.2008 - 6.9.2015	1.00	1,000,000	-	-	(1,000,000)	-
	9.2.2006	9.2.2008	9.2.2008 - 8.2.2009	0.90	5,600,000	-	-	(2,000,000)	3,600,000
	13.7.2006	13.7.2007	13.7.2007 - 12.7.2009	1.00	1,500,000	-	-	(1,500,000)	-
	30.5.2007	1.7.2007	1.7.2007 - 30.6.2008	1.34	-	1,500,000	-	-	1,500,000
	30.5.2007	1.7.2008	1.7.2008 - 30.6.2009	1.34	-	1,500,000	-	-	1,500,000
	30.5.2007	9.2.2008	9.2.2008 - 8.2.2009	1.34	-	10,600,000	-	(500,000)	10,100,000
Other participants 其他參與者	30.5.2007	9.2.2008	9.2.2008 - 8.2.2009	1.34	-	2,400,000	-	-	2,400,000
					16,600,000	18,000,000	(2,000,000)	(5,000,000)	27,600,000

購買股份或債券之安排

(a) 本公司

(i) 購股權計劃

期內，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：

Other Information 其他資料

No share options of the Company were cancelled during the period.

The closing prices of the Company's shares on the trading days immediately before 30 May 2007 and 8 June 2007, being the dates of grant of share options during the period, were both HK\$1.33.

In respect of the 2,000,000 share options exercised during the period, the weighted average closing price of the Company's shares immediately before the dates of exercise was HK\$1.29.

(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.

During the period, a total of 515,000 shares of the Company were awarded to 46 employees under this scheme. These shares were held by the trustee, BOCI-Prudential Trustee Limited until they are vested. A total of 124,500 shares were vested on 1 November 2007.

None of the directors of the Company were awarded any of the Company's shares under this share award scheme during the period or at 30 September 2007.

(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 directors of the Company acquired any of the Company's shares under this share financing plan during the period or at 30 September 2007.

期內，概無已註銷之本公司購股權。

緊接二零零七年五月三十日及二零零七年六月八日(期內授出購股權之日期)前之交易日本公司股份之收市價均為1.33港元。

就於期內行使之2,000,000股股份之購股權而言，緊接行使日前本公司股份之加權平均收市價為1.29港元。

(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)以本公司之股份之形式派發花紅，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。

期內，已根據此計劃授出515,000股本公司之股份予46名僱員。該等股份由受託人中銀國際英國保誠信託有限公司持有，直至歸屬為止。合共124,500股股份已於二零零七年十一月一日歸屬。

期內或於二零零七年九月三十日，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。

(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。

期內或於二零零七年九月三十日，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) 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 period are as follows:

Name of director	Date of grant	Vesting date	Exercise period	Exercise price per share	Number of shares of PYI to be issued upon exercise of the share options 購股權獲行使時將予發行之PYI股份數目			
					Outstanding at 1.4.2007 於二零零七年四月一日尚未行使	Granted during the period 期內授出	Exercised during the period 期內行使	Outstanding at 30.9.2007 於二零零七年九月三十日尚未行使
董事姓名	授出日期	歸屬日期	行使期	每股行使價 HK\$ 港元				
Lau Ko Yuen, Tom 劉高原	28.12.2004	28.12.2004	28.12.2004 - 26.8.2012	1.240	6,500,000	-	-	6,500,000
	28.12.2004	28.12.2004	28.12.2004 - 26.8.2012	1.500	6,500,000	-	-	6,500,000
	8.9.2006	8.9.2006	8.9.2006 - 7.9.2007	2.480	4,600,000	-	(4,600,000)	-
	8.9.2006	8.9.2007	8.9.2007 - 7.9.2008	2.480	4,600,000	-	-	4,600,000
	8.9.2006	8.9.2008	8.9.2008 - 7.9.2009	2.480	4,600,000	-	-	4,600,000
	18.9.2007	18.9.2007	18.9.2007 - 17.9.2008	3.546	-	3,900,000	-	3,900,000
	18.9.2007	18.9.2008	18.9.2008 - 17.9.2009	3.546	-	3,900,000	-	3,900,000
	18.9.2007	18.9.2009	18.9.2009 - 17.9.2010	3.546	-	3,900,000	-	3,900,000
Mok Yat Fan, Edmond 莫一帆	8.9.2006	8.9.2006	8.9.2006 - 7.9.2007	2.430	500,000	-	(500,000)	-
	8.9.2006	1.8.2007	1.8.2007 - 31.7.2008	2.430	1,500,000	-	-	1,500,000
	8.9.2006	1.8.2008	1.8.2008 - 31.7.2009	2.430	1,500,000	-	-	1,500,000
					30,300,000	11,700,000	(5,100,000)	36,900,000

No share options of PYI granted to the above directors of the Company were cancelled or lapsed during the period or at 30 September 2007.

(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 period or at 30 September 2007.

(b) PYI

(i) 購股權計劃

期內，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：

Number of shares of PYI to be issued upon exercise of the share options 購股權獲行使時將予發行之PYI股份數目				
Outstanding at 1.4.2007 於二零零七年四月一日尚未行使	Granted during the period 期內授出	Exercised during the period 期內行使	Outstanding at 30.9.2007 於二零零七年九月三十日尚未行使	
6,500,000	-	-	6,500,000	
6,500,000	-	-	6,500,000	
4,600,000	-	(4,600,000)	-	
4,600,000	-	-	4,600,000	
4,600,000	-	-	4,600,000	
-	3,900,000	-	3,900,000	
-	3,900,000	-	3,900,000	
-	3,900,000	-	3,900,000	
500,000	-	(500,000)	-	
1,500,000	-	-	1,500,000	
1,500,000	-	-	1,500,000	
30,300,000	11,700,000	(5,100,000)	36,900,000	

期內或於二零零七年九月三十日，上述本公司董事獲授之PYI購股權概無註銷或失效。

(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。

期內或於二零零七年九月三十日，並無根據股份獎勵計劃向任何本公司董事授予任何PYI股份。

Other Information 其他資料

(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 period or at 30 September 2007.

Save as disclosed herein, at no time during the period 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 period.

(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，惟須符合上市規則有關關連交易及其他相關條文之規定。

期內或於二零零七年九月三十日，概無本公司董事根據此股份融資計劃購買任何PYI股份。

除上文所披露者外，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，於期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，亦無於期內行使任何該等權利。

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

At 30 September 2007, 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:

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

Name of shareholder	Capacity	Long position	Number of shares of the Company held	Number of underlying shares (in respect of the convertible note(s) (unlisted equity derivatives)) of the Company held 所持本公司相關股份（有關可換股票據（非上市股本衍生工具））數目	Approximate percentage of shareholding of the Company
股東名稱	身份	好倉	所持本公司股份數目		佔本公司股權之概約百分比
PYI	Interest of controlled corporation (Note i) 於受控制法團之權益 (附註i)	Long position 好倉	375,826,317	—	63.53%
PYI	Beneficial owner (Note ii) 實益擁有人 (附註ii)	Long position 好倉	—	100,000,000	16.90%
PYI Treasury Group Limited ("PYIT")	Interest of controlled corporation (Note i) 於受控制法團之權益 (附註i)	Long position 好倉	375,826,317	—	63.53%
Growing Success Limited ("Growing Success")	Interest of controlled corporation (Note i) 於受控制法團之權益 (附註i)	Long position 好倉	375,826,317	—	63.53%
Paul Y. Investments Limited ("PYIL")	Beneficial owner (Note i) 實益擁有人 (附註i)	Long position 好倉	375,826,317	—	63.53%

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

於二零零七年九月三十日，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：

(a) 主要股東於本公司股份及相關股份之權益

Other Information 其他資料

Notes:

- (i) PYIL was a wholly-owned subsidiary of Growing Success which was in turn a wholly-owned subsidiary of PYIT. PYIT was a wholly-owned subsidiary of PYI. Growing Success, PYIT and PYI were deemed to be interested in the shares of the Company held by PYIL.
- (ii) PYI and the Company entered into an agreement for the provision of an unsecured loan facility of a principal amount of up to HK\$100,000,000 to be made available by PYI to the Company pursuant to which convertible note(s) will be issued by the Company to PYI upon draw down of the facility in the principal amount of the facility drawn. Such convertible note(s) are convertible into shares of the Company at an initial conversion price of HK\$1.00 per share, up to a maximum aggregate principal amount of HK\$100,000,000. The Company has not yet issued the convertible notes.

附註：

- (i) 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。
- (ii) PYI與本公司訂有協議，據此，PYI向本公司提供本金額最多達100,000,000港元之無抵押貸款融通，而本公司將於提供融通後向PYI發行本金額相等於所取用融通額之可換股票據。該等可換股票據可按初步換股價每股1.00港元轉換為本公司股份，本金總額最多達100,000,000港元。本公司尚未發行可換股票據。

(b) Interests of other persons in shares of the Company

(b) 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	總計	佔本公司股權之概約百分比
CIM Dividend Income Fund Limited	Investment manager 投資經理	Long position 好倉	58,800,000	–	58,800,000	9.94%
OZ Management L.P. ("OZ Management") (formerly known as OZ Management, L.L.C.) (前稱OZ Management, L.L.C.)	Investment manager (Note) 投資經理 (附註)	Long position 好倉	32,456,541	9,398,607	41,855,148	7.07%
OZ Master Fund, Ltd ("OZ Master")	Beneficial owner (Note) 實益擁有人 (附註)	Long position 好倉	31,649,245	6,814,849	38,464,094	6.50%

Note: The voting shares of OZ Master were 100% controlled by OZ Management. OZ Management was deemed to be interested in the shares of the Company held by OZ Master and other funds.

附註：OZ Master由OZ Management全資控有。OZ Management被視為於由OZ Master及其他資金持有之本公司股份中擁有權益。

Save as disclosed above, at 30 September 2007, the Company has not been notified of any interests or short positions in 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，於二零零七年九月三十日，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。

Independent Review Report 獨立審閱報告



**TO THE BOARD OF DIRECTORS OF
PAUL Y. ENGINEERING GROUP LIMITED**
(Incorporated in Bermuda with limited liability)

INTRODUCTION

We have reviewed the interim financial information set out on pages 24 to 42, which comprises the condensed consolidated balance sheet of Paul Y. Engineering Group Limited as of 30 September 2007 and the related condensed consolidated income statement, statement of changes in equity and cash flow statement for the six-month period then ended and certain explanatory notes. The Main Board Listing Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard ("HKAS") 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants. The directors are responsible for the preparation and presentation of this interim financial information in accordance with HKAS 34. Our responsibility is to express a conclusion on this interim financial information based on our review, and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

SCOPE OF REVIEW

We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Hong Kong Institute of Certified Public Accountants. A review of interim financial information consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly we do not express an audit opinion.

CONCLUSION

Based on our review, nothing has come to our attention that causes us to believe that the interim financial information is not prepared, in all material respects, in accordance with HKAS 34.

致保華建業集團有限公司董事局
(於百慕達註冊成立之有限公司)

引言

本行已審閱第24頁至第42頁所載之中期財務資料，當中包括保華建業集團有限公司於二零零七年九月三十日之簡明綜合資產負債表，以及截至該日止六個月期間之相關簡明綜合收益表、簡明綜合權益變動表及簡明綜合現金流動表。《香港聯合交易所有限公司證券上市規則》規定，中期財務報告之編制須符合當中訂明之相關條文，以及由香港會計師公會頒布之《香港會計準則》第34號「中期財務報告」。貴公司董事須負責根據《香港會計準則》第34號「中期財務報告」編制及呈報這些中期財務資料。本行之責任是根據審閱之結果，對這些中期財務資料作出結論，並按照雙方所協定之委聘書條款僅向整體董事會報告，除此之外本報告別無其他目之。本行不會就本報告之內容向任何其他人士負上或承擔任何責任。

審閱範圍

本行依據香港會計師公會頒布之香港審閱項目準則第2410號「由實體之獨立核數師執行之中期財務資料審閱」進行本行之審閱工作。審閱中期財務資料主要包括向負責財務和會計事務之人員作出查詢，以及進行分析性和其他審閱程序。由於審閱之範圍遠較根據香港審計準則進行審核之範圍為小，故本行不保證可知悉所有在審核中可能發現之重大事項。因此，本行不會發表審核意見。

結論

根據本行之審閱結果，本行並無發現任何事項而令本行相信中期財務資料在任何重大方面未有根據《香港會計準則》第34號編制。

Deloitte Touche Tohmatsu
Certified Public Accountants

Hong Kong, 14 December 2007

德勤 • 關黃陳方會計師行
執業會計師

香港，二零零七年十二月十四日

Condensed Consolidated Income Statement

簡明綜合收益表

For the six months ended 30 September 2007 截至二零零七年九月三十日止六個月

				Unaudited Six months ended 30 September 未經審核 截至九月三十日止六個月	
		Notes 附註	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元	
Turnover	營業額	3	2,213,858	1,571,320	
Cost of sales	銷售成本		(2,109,799)	(1,488,993)	
Gross profit	毛利		104,059	82,327	
Other income	其他收入		21,676	17,063	
Administrative expenses	行政費用		(83,591)	(72,210)	
Gain on disposal of an associate	出售聯營公司之收益		3,459	–	
Finance costs	融資成本		(4,777)	(3,475)	
Share of results of associates	攤佔聯營公司業績		12,302	33,420	
Share of results of jointly controlled entities	攤佔共同控制機構業績		28	(1)	
Profit before taxation	除稅前溢利	4	53,156	57,124	
Taxation	稅項	5	(6,370)	(3,194)	
Profit for the period	期間溢利		46,786	53,930	
Attributable to:	以下人士應佔：				
Equity holders of the Company	本公司之權益持有人		43,327	54,188	
Minority interests	少數股東權益		3,459	(258)	
			46,786	53,930	
Dividends	股息	6	32,538	29,098	
Earnings per share	每股盈利	7			
Basic	基本		7.3 HK cents港仙	9.3 HK cents港仙	
Diluted	攤薄		7.3 HK cents港仙	9.3 HK cents港仙	

Condensed Consolidated Balance Sheet

簡明綜合資產負債表

At 30 September 2007 於二零零七年九月三十日

		Notes 附註	Unaudited 未經審核 30.9.2007 二零零七年 九月三十日 HK\$'000 千港元	Audited 經審核 31.3.2007 二零零七年 三月三十一日 HK\$'000 千港元
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、機械及設備	8	34,143	35,190
Prepaid land lease payments	預付土地租賃款項		22,274	22,561
Goodwill	商譽		63,823	61,646
Other intangible assets	其他無形資產		7,240	7,240
Interests in associates	聯營公司權益	9	28,706	108,955
Interests in jointly controlled entities	共同控制機構權益		1,956	1,928
Available-for-sale investments	可供出售的投資		332	732
Deferred consideration receivable	應收遞延代價		6,696	6,597
			165,170	244,849
CURRENT ASSETS	流動資產			
Prepaid land lease payments	預付土地租賃款項		575	575
Amounts due from customers for contract works	應收客戶合約工程款項		250,745	223,637
Debtors, deposits and prepayments	應收賬款、訂金及預付款項	10	1,442,582	1,631,065
Amounts due from related companies	應收關連公司款項		472	432
Amounts due from associates	應收聯營公司款項		27,881	48,630
Amount due from a jointly controlled entity	應收共同控制機構款項		–	10
Amounts due from fellow subsidiaries	應收同系附屬公司款項		8,187	8,967
Loan receivable	應收貸款		–	1,508
Loan to a related company	貸予關連公司之貸款		–	779
Taxation recoverable	可退回稅款		3,380	2,942
Pledged bank deposits	已抵押銀行存款		41,355	42,601
Short term bank deposits	短期銀行存款		224,434	311,606
Bank balances and cash	銀行結餘及現金		90,560	43,770
			2,090,171	2,316,522

Condensed Consolidated Balance Sheet

簡明綜合資產負債表

At 30 September 2007 於二零零七年九月三十日

		Notes 附註	Unaudited 未經審核 30.9.2007 二零零七年 九月三十日 HK\$'000 千港元	Audited 經審核 31.3.2007 二零零七年 三月三十一日 HK\$'000 千港元
CURRENT LIABILITIES	流動負債			
Amounts due to customers for contract works	應付客戶合約工程款項		808,500	1,038,548
Creditors and accrued expenses	應付賬款及應計開支	11	742,717	825,326
Amounts due to related companies	應付關連公司款項		–	2,906
Amounts due to associates	應付聯營公司款項		1,391	1,401
Amount due to a jointly controlled entity	應付共同控制機構款項		3,859	–
Amounts due to minority shareholders	應付少數股東款項		1,041	1,041
Dividend payable	應付股息		32,538	–
Taxation payable	應付稅項		14,600	11,308
Bank borrowings – due within one year	一年內到期之銀行借款	12	170,487	174,407
			1,775,133	2,054,937
NET CURRENT ASSETS	流動資產淨值		315,038	261,585
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		480,208	506,434
NON-CURRENT LIABILITY	非流動負債			
Bank borrowings – due after one year	一年後到期之銀行借款	12	6,723	51,498
NET ASSETS	資產淨值		473,485	454,936
CAPITAL AND RESERVES	資本及儲備			
Share capital	股本	13	295,800	294,800
Reserves	儲備		162,527	147,316
Equity attributable to equity holders of the Company	本公司之權益持有人應佔權益		458,327	442,116
Minority interests	少數股東權益		15,158	12,820
TOTAL EQUITY	總權益		473,485	454,936

Condensed Consolidated Statement of Changes in Equity

簡明綜合權益變動表

For the six months ended 30 September 2007 截至二零零七年九月三十日止六個月

		Attributable to equity holders of the Company 本公司股權持有人應佔							Minority interests 少數股東 權益	Total 合計
		Share capital 股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Special reserve 特別儲備 HK\$'000 千港元	Investment revaluation reserve 投資重估 儲備 HK\$'000 千港元	Share option reserve 購股權 儲備 HK\$'000 千港元	Translation reserve 匯兌儲備 HK\$'000 千港元	Accumulated (losses) profits 溢利 累計(虧損) HK\$'000 千港元	Sub-total 小計 HK\$'000 千港元	
At 1 April 2007 (audited)	於二零零七年四月一日 (經審核)	294,800	273,728	(153,767)	343	981	417	25,614	442,116	454,936
Exchange difference arising from translation of foreign operations	換算外國業務 產生之匯兌 差額	-	-	-	-	-	767	-	767	767
Decrease in fair value of available-for-sale investments	可供出售投資公平值 減少	-	-	-	(400)	-	-	-	(400)	(400)
Net (expenses) income recognised directly in equity	直接於權益確認之 (開支) 收入淨額	-	-	-	(400)	-	767	-	367	367
Profit for the period	期內溢利	-	-	-	-	-	-	43,327	43,327	46,786
Reserve released upon disposal of an associate	出售一家聯營公司時 撥回儲備	-	-	-	-	-	1,023	-	1,023	1,023
Total recognised (expenses) income for the period	期內確認(開支)收入 總額	-	-	-	(400)	-	1,790	43,327	44,717	48,176
Recognition of equity-settled share-based payment expenses	確認以股份為 基礎付款之 開支	-	-	-	-	2,482	-	-	2,482	2,482
Issue of shares upon exercise of share options	行使購股權時發行 股份	1,000	739	-	-	(189)	-	-	1,550	1,550
Dividends paid	已付股息	-	-	-	-	-	-	(32,538)	(32,538)	(32,538)
Dividends paid to minority shareholders	已付少數股東 股息	-	-	-	-	-	-	-	(2,563)	(2,563)
Contribution from minority shareholders	少數股東 出資	-	-	-	-	-	-	-	1,442	1,442
At 30 September 2007 (unaudited)	於二零零七年九月三十日 (未經審核)	295,800	274,467	(153,767)	(57)	3,274	2,207	36,403	458,327	473,485

Condensed Consolidated Statement of Changes in Equity

簡明綜合權益變動表

For the six months ended 30 September 2007 截至二零零七年九月三十日止六個月

		Attributable to equity holders of the Company 本公司股權持有人應佔									
		Share capital	Share premium	Special reserve	Investment revaluation reserve	Share option reserve	Translation reserve	Accumulated (losses) profits	Sub-total	Minority interests	Total
		股本	股份溢價	特別儲備	投資重估儲備	購股權儲備	匯兌儲備	累計(虧損)溢利	小計	少數股東權益	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		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
At 1 April 2006 (audited)	於二零零六年四月一日 (經審核)	290,979	275,805	(153,767)	675	137	(943)	(42,986)	369,900	10,344	380,244
Exchange difference arising from translation of foreign operations	換算外國業務產生之匯兌差額	-	-	-	-	-	957	-	957	-	957
Decrease in fair value of available-for-sale investments	可供出售投資公平值減少	-	-	-	(710)	-	-	-	(710)	-	(710)
Net (expenses) income recognised directly in equity	直接於權益確認之(開支)收入淨額	-	-	-	(710)	-	957	-	247	-	247
Profit (loss) for the period	期內溢利(虧損)	-	-	-	-	-	-	54,188	54,188	(258)	53,930
Total recognised (expenses) income for the period	期內確認(開支)收入總額	-	-	-	(710)	-	957	54,188	54,435	(258)	54,177
Recognition of equity-settled share-based payment expenses	確認以股份為基礎付款之開支	-	-	-	-	743	-	-	743	-	743
Dividends paid	已付股息	-	-	-	-	-	-	(29,098)	(29,098)	-	(29,098)
Contribution from minority shareholders	少數股東出資	-	-	-	-	-	-	-	-	2,808	2,808
At 30 September 2006 (unaudited)	於二零零六年九月三十日 (未經審核)	290,979	275,805	(153,767)	(35)	880	14	(17,896)	395,980	12,894	408,874

The special reserve of the Group includes the following:

本集團之特別儲備包括以下項目：

- (a) a credit balance of HK\$1,000,000 representing the difference between the cost of acquisition of two subsidiaries and the nominal amount of their share capital at the date on which they were acquired by Paul Y. Management Contracting Group Limited ("Paul Y. Management Contracting", formerly known as Paul Y. Engineering Holdings (B.V.I.) Limited) before the reverse acquisition as mentioned in note (b) below; and
- (b) a debit balance of HK\$154,767,000 representing the reserve arising from the reverse acquisition of Paul Y. Management Contracting and its subsidiaries (collectively referred to as "Paul Y. Management Contracting Group"), net of refund from ex-shareholder of Paul Y. Management Contracting for the shortfall in net asset value of Paul Y. Management Contracting Group upon completion of the acquisition by the Company from PYI Corporation Limited, the ultimate holding company, of the entire equity interest in, and shareholders' loan to Paul Y. Management Contracting Group in January 2005.

- (a) 1,000,000港元之貸方結餘，即下文(b)段所述之收購兩間附屬公司之成本與有關附屬公司被 Paul Y. Management Contracting Group Limited (「Paul Y. Management Contracting」，前稱 Paul Y. Engineering Holdings (B.V.I.) Limited) 收購當日之股本面值之間的差額；及
- (b) 154,767,000港元之借方結餘，即反收購 Paul Y. Management Contracting 及其附屬公司(統稱「Paul Y. Management Contracting 集團」)產生之儲備，並扣除 Paul Y. Management Contracting 前股東因本公司於二零零五年一月完成向最終控股公司保華集團有限公司收購 Paul Y. Management Contracting 集團全部股本權益及股東貸款時 Paul Y. Management Contracting 集團之資產淨值不足而支付之退款。

Condensed Consolidated Cash Flow Statement

簡明綜合現金流動表

For the six months ended 30 September 2007 截至二零零七年九月三十日止六個月

		Unaudited Six months ended 30 September 未經審核 截至九月三十日止六個月	
		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Net cash used in operating activities	用於經營業務之現金淨額	(85,095)	(109,282)
Net cash from investing activities	來自投資業務之現金淨額		
Dividend received from associates	已收聯營公司股息	88,250	3,348
Others	其他	9,144	28,652
		97,394	32,000
Net cash used in financing activities	用於融資活動之現金淨額		
Bank loans raised	新造銀行借款	54,925	80,158
Repayment of bank loans	償還銀行借款	(87,971)	(90,413)
Others	其他	(4,587)	(1,147)
		(37,633)	(11,402)
Net decrease in cash and cash equivalents	現金及與現金等值項目減少淨額	(25,334)	(88,684)
Effect of foreign exchange rate changes	匯率變動之影響	601	820
Cash and cash equivalents brought forward	現金及與現金等值項目承前	334,944	304,689
Cash and cash equivalents carried forward	現金及與現金等值項目結轉	310,211	216,825
Analysis of the balances of cash and cash equivalents	現金及與現金等值項目結餘分析		
Short term bank deposits	短期銀行存款	224,434	172,613
Bank balances and cash	銀行結餘及現金	90,560	44,416
Bank overdrafts	銀行透支	(4,783)	(204)
		310,211	216,825

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2007 截至二零零七年九月三十日止六個月

1. BASIS OF PREPARATION

The condensed consolidated financial statements have been prepared in accordance with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and with Hong Kong Accounting Standard ("HKAS") 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA").

2. PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared on the historical cost basis, except for certain financial instruments which are measured at fair values.

The accounting policies used in the condensed consolidated financial statements are consistent with those followed in the preparation of the Group's consolidated financial statements for the year ended 31 March 2007.

In the current period, the Group has applied, for the first time, the new standard, amendment and interpretations ("new HKFRSs") issued by the HKICPA, which are effective for the Group's financial year beginning on 1 April 2007.

The adoption of these new HKFRSs had no material effect on the results and the financial position of the Group for the current or prior accounting periods. Accordingly, no prior period adjustment has been recognised.

The Group has not early applied the following new and revised standards and interpretations that have been issued but are not yet effective.

HKAS 23 (Revised)	Borrowing Costs ¹
HKFRS 8	Operating Segments ¹
HK(IFRIC)	Service Concession Arrangements ²
– INT 12	
HK(IFRIC)	Customer Loyalty Programmes ³
– INT 13	
HK(IFRIC)	HKAS 19: The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction ²
– INT 14	

¹ Effective for annual periods beginning on or after 1 January 2009

² Effective for annual periods beginning on or after 1 January 2008

³ Effective for annual periods beginning on or after 1 July 2008

1. 編製基準

簡明綜合財務報表乃根據香港聯合交易所有限公司證券上市規則附錄十六之適用披露規定及香港會計師公會(「香港會計師公會」)頒佈之香港會計準則(「香港會計準則」)第34號「中期財務報告」之規定而編製。

2. 主要會計政策

除若干金融工具按公平值計量外，簡明綜合財務報表乃根據歷史成本法編製。

簡明綜合財務報表所採納之會計政策與編製本集團於截至二零零七年三月三十一日止年度之綜合財務報表所採用者一致。

於本期間，本集團首次應用由香港會計師公會頒佈並對本集團於二零零七年四月一日開始之財政年度生效之新訂準則、修訂及詮釋(「新訂香港財務報告準則」)。

採納此等新訂香港財務報告準則對本集團於現行或以往會計期間之業績及財政狀況並無任何重大影響。因此，並無確認前期調整。

本集團並無提早應用下列已頒佈惟尚未生效之新訂及經修改準則及詮釋。

香港會計準則第23號(經修改)	借貸成本 ¹
香港財務報告準則第8號	經營分部 ¹
香港(國際詮釋委員會)	服務特許安排 ²
– 詮釋第12號	
香港(國際詮釋委員會)	客戶忠誠計劃 ³
– 詮釋第13號	
香港(國際詮釋委員會)	香港會計準則第19 號—界定福利資產之 限制、最低資金需求 及兩者之互動關係 ²
– 詮釋第14號	

¹ 由二零零九年一月一日或以後開始之全年期間生效

² 由二零零八年一月一日或以後開始之全年期間生效

³ 由二零零八年七月一日或以後開始之全年期間生效

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2007 截至二零零七年九月三十日止六個月

The directors of the Company anticipate that the application of these standards or interpretations will have no material impact on the results and the financial position of the Group. However, the directors are not yet in a position to determine whether HKFRS 8 would have a significant impact on how the disclosure of segmental information is presented.

3. SEGMENT INFORMATION

For management purposes, the Group's operations are currently organised into three operating divisions, namely Management Contracting, Property Development Management and Property Investment. These divisions are the basis on which the Group reports its primary segment information.

In the previous period, the Group's operations were organised into three operating segments, namely Management Contracting, Project Management and Facilities Management. During the period, management has reorganised the operating segments by grouping the Project Management and Facilities Management segments into the Property Development Management segment as a result of change in the Group's internal organisational and management structure. A new division, namely Property Investment was set up to pursue opportunities in this business segment. Comparative segment information has been restated accordingly.

本公司董事預期應用此等準則或詮釋不會對本集團之業績及財務狀況構成重大影響，惟董事尚未確定香港財務報告準則第8號是否會對分部資料披露之呈列方式產生重大影響。

3. 分部資料

就管理而言，本集團之業務現時分為三個經營分部，分別為承建管理、物業發展管理及物業投資。此等分部為本集團匯報其主要分部資料之基準。

於前期間，本集團之業務乃分為三個經營分部，分別為承建管理、項目管理及設施管理。期內，因應本集團內部結構及管理架構變動，管理層將其經營分部重組，方式為將項目管理及設施管理分部劃入物業發展管理分部。本集團已開設名為物業投資之新分部，以把握該業務分部之商機。分部比較資料因而重列。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2007 截至二零零七年九月三十日止六個月

Business segment information for the six months ended 30 September 2007 is presented below:

截至二零零七年九月三十日止六個月之業務分部資料呈列如下：

		Management Contracting 承建管理 HK\$'000 千港元	Property Development Management 發展管理 HK\$'000 千港元	Property Investment 物業投資 HK\$'000 千港元	Eliminations 對銷 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
TURNOVER	營業額					
External sales	對外銷售	2,187,617	26,241	–	–	2,213,858
Inter-segment sales	分部之間銷售	–	2,691	–	(2,691)	–
Total	總計	2,187,617	28,932	–	(2,691)	2,213,858
RESULTS	業績					
Segment results	分部業績	44,255	4,546	–		48,801
Unallocated corporate expenses	未分配企業開支					(28,333)
Other income	其他收入					21,676
Finance costs	融資成本					(4,777)
Gain on disposal of an associate	出售聯營公司之收益	3,459	–	–		3,459
Share of results of associates	攤佔聯營公司業績	20	83	12,199		12,302
Share of results of jointly controlled entities	攤佔共同控制機構業績	28	–	–		28
Profit before taxation	除稅前溢利					53,156
Taxation	稅項					(6,370)
Profit for the period	期間溢利					46,786

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2007 截至二零零七年九月三十日止六個月

Business segment information for the six months ended 30 September 2006 is presented below:

截至二零零六年九月三十日止六個月之業務分部資料呈列如下：

		Management Contracting 承建管理 HK\$'000 千港元	Property Development Management 物業發展管理 HK\$'000 千港元	Property Investment 物業投資 HK\$'000 千港元	Eliminations 對銷 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
TURNOVER	營業額					
External sales	對外銷售	1,558,423	12,897	–	–	1,571,320
Inter-segment sales	分部之間銷售	–	2,502	–	(2,502)	–
Total	總計	1,558,423	15,399	–	(2,502)	1,571,320
RESULTS	業績					
Segment results	分部業績	31,329	1,716	–		33,045
Unallocated corporate expenses	未分配企業開支					(22,928)
Other income	其他收入					17,063
Finance costs	融資成本					(3,475)
Share of results of associates	攤佔聯營公司業績	1,139	–	32,281		33,420
Share of results of jointly controlled entities	攤佔共同控制機構業績	(1)	–	–		(1)
Profit before taxation	除稅前溢利					57,124
Taxation	稅項					(3,194)
Profit for the period	期間溢利					53,930

Inter-segment sales are charged at market price or, where no market price was available, at terms determined and agreed by both parties.

分部之間之銷售額乃按市價收取或(倘並無可供參考之市價)按雙方釐定及同意之條款收取。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2007 截至二零零七年九月三十日止六個月

4. PROFIT BEFORE TAXATION

4. 除稅前溢利

		Six months ended 30 September 截至九月三十日止六個月	
		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Profit before taxation has been arrived at after charging:	除稅前溢利已扣除：		
Depreciation of property, plant and equipment	物業、機械及設備之折舊	5,307	3,838
Less: Amount capitalised in respect of contracts in progress	減：撥充在建合約工程資本之數額	(949)	(667)
		4,358	3,171
Release of prepaid land lease payments	轉撥預付土地租賃款項	287	287
Share of taxation of associates (included in share of results of associates)	攤佔聯營公司之稅項（包括於攤佔聯營公司業績）	45	7,283
and after crediting:	並已計入：		
Interest income	利息收入	21,676	17,063

5. TAXATION

5. 稅項

		Six months ended 30 September 截至九月三十日止六個月	
		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
The charge comprises:	稅項支出包括：		
Taxation outside Hong Kong attributable to the Company and its subsidiaries	本公司及其附屬公司應佔海外稅項	6,370	3,194

No tax is payable on the profit for the six months ended 30 September 2007 and 30 September 2006 arising in Hong Kong since the assessable profit is wholly absorbed by tax losses brought forward.

截至二零零七年九月三十日及二零零六年九月三十日止六個月，因於香港產生之應課稅溢利已由承前稅項虧損全面抵銷，因此並無任何應付利得稅項。

Taxation outside Hong Kong is calculated at the rates prevailing in the respective jurisdictions.

海外稅項乃根據各有關司法權區之現行稅率計算。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2007 截至二零零七年九月三十日止六個月

6. DIVIDENDS

6. 股息

		Six months ended 30 September 截至九月三十日止六個月	
		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Dividends recognised as distributions to equity holders of the Company during the current period:	於現期內確認為向本公司權益持有人分派之股息：		
Final dividend approved for prior year – 5.5 HK cents (2006: 5.0 HK cents) per share	於去年批准之末期股息 — 每股5.5港仙 (二零零六年：5.0港仙)	32,538	29,098
Dividends declared after period end:	於期末後宣派之股息：		
Interim dividend declared for the current period – 3.5 HK cents (2006: 3.5 HK cents) per share	本期宣派之中期股息 — 每股3.5港仙 (二零零六年：3.5港仙)	20,843	20,395

At a meeting on 14 December 2007, the directors of the Company declared an interim dividend of 3.5 HK cents per share for the six months ended 30 September 2007 (2006: interim dividend of 3.5 HK cents per share). The interim dividend will be payable on or around 4 February 2008 to the shareholders on the register of members of the Company on 9 January 2008.

本公司董事於二零零七年十二月十四日之會議上宣派截至二零零七年九月三十日止六個月之中期股息每股3.5港仙(二零零六年：中期股息每股3.5港仙)。中期股息將會約於二零零八年二月四日向於二零零八年一月九日名列本公司股東名冊之股東派付。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2007 截至二零零七年九月三十日止六個月

7. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share attributable to equity holders of the Company for the period is based on the following data:

7. 每股盈利

期間內本公司之權益持有人應佔之每股基本及攤薄盈利乃根據以下數據計算：

		Earnings 盈利	
		Six months ended 30 September 截至九月三十日止六個月	
		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Profit for the period attributable to equity holders of the Company for the purposes of basic and diluted earnings per share	用作計算每股基本及攤薄盈利之本公司之權益持有人應佔期內溢利	43,327	54,188
		Number of shares 股份數目	
		Six months ended 30 September 截至九月三十日止六個月	
		2007 二零零七年	2006 二零零六年
Weighted average number of ordinary shares for the purposes of basic earnings per share	計算每股基本盈利之普通股加權平均數	590,052,901	581,958,779
Effect of dilutive potential ordinary shares: Share options	對普通股之潛在攤薄影響： 購股權	2,751,595	548,071
Weighted average number of ordinary shares for the purposes of diluted earnings per share	計算每股攤薄盈利之普通股加權平均數	592,804,496	582,506,850

8. PROPERTY, PLANT AND EQUIPMENT

During the period, the Group spent approximately HK\$4,201,000 (2006: HK\$4,052,000) on property, plant and equipment to expand and upgrade its operating capacity.

8. 物業、機械及設備

於本期間內，本集團動用約4,201,000港元（二零零六年：4,052,000港元）於購買物業、機械及設備以擴張及提升經營能力。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2007 截至二零零七年九月三十日止六個月

9. INTERESTS IN ASSOCIATES

On 13 March 2007, an associate of the Group entered into a conditional agreement regarding the disposal of the associate's property interest in Paul Y. Centre in Hong Kong at a consideration of HK\$1,150,000,000. Details of the transaction were set out in the announcement of the Company dated 14 March 2007. The transaction was completed on 13 June 2007 and a dividend of HK\$88,250,000 was received from the associate.

10. DEBTORS, DEPOSITS AND PREPAYMENTS

The Group's credit terms for its contracting business are negotiated at terms determined and agreed with its trade customers.

Included in debtors, deposits and prepayments are trade debtors of approximately HK\$711,119,000 (31.3.2007: HK\$965,269,000) and their aged analysis is as follows:

Within 90 days	90日內
More than 90 days and within 180 days	超過90日 但於180日內
More than 180 days	超過180日

9. 聯營公司權益

於二零零七年三月十三日，本集團之聯營公司訂立一份有條件協議，內容有關出售該聯營公司於香港保華企業中心之物業權益，作價1,150,000,000港元。交易詳情載於本公司日期為二零零七年三月十四日之公佈。交易已於二零零七年六月十三日完成，並已自該聯營公司收取88,250,000港元股息。

10. 應收賬款、訂金及預付款項

本集團合約承包業務之信貸期乃與貿易客戶磋商及訂立。

應收賬款、訂金及預付款項已計入約711,119,000港元(二零零七年三月三十一日：965,269,000港元)之應收貿易賬款，而其賬齡分析如下：

		30.9.2007 二零零七年 九月三十日 HK\$'000 千港元	31.3.2007 二零零七年 三月三十一日 HK\$'000 千港元
Within 90 days	90日內	646,099	900,749
More than 90 days and within 180 days	超過90日 但於180日內	837	15,521
More than 180 days	超過180日	64,183	48,999
		711,119	965,269

11. CREDITORS AND ACCRUED EXPENSES

Included in creditors and accrued expenses are trade creditors of approximately HK\$216,708,000 (31.3.2007: HK\$343,690,000) and their aged analysis is as follows:

Within 90 days	90日內
More than 90 days and within 180 days	超過90日 但於180日內
More than 180 days	超過180日

11. 應付賬款及應計開支

應付賬款及應計開支已計入約216,708,000港元(二零零七年三月三十一日：343,690,000港元)之應付貿易賬款，而其賬齡分析如下：

		30.9.2007 二零零七年 九月三十日 HK\$'000 千港元	31.3.2007 二零零七年 三月三十一日 HK\$'000 千港元
Within 90 days	90日內	200,221	325,921
More than 90 days and within 180 days	超過90日 但於180日內	3,903	4,184
More than 180 days	超過180日	12,584	13,585
		216,708	343,690

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2007 截至二零零七年九月三十日止六個月

12. BANK BORROWINGS

During the period, the Group made repayment of bank borrowings amounting to approximately HK\$87,971,000 (1.4.2006 to 30.9.2006: HK\$90,413,000) and raised bank borrowings of approximately HK\$54,925,000 (1.4.2006 to 30.9.2006: HK\$80,158,000) for the Group's operations.

12. 銀行借款

期內，本集團償還為數約87,971,000港元(二零零六年四月一日至二零零六年九月三十日：90,413,000港元)之銀行借款，並借入為數約54,925,000港元(二零零六年四月一日至二零零六年九月三十日：80,158,000港元)，供本集團營運之用。

13. SHARE CAPITAL

13. 股本

		Number of shares 股份數目	Amount 款額 HK\$'000 千港元
Ordinary shares of HK\$0.50 each:	每股面值0.50港元之普通股：		
Authorised:	法定：		
At 1 April 2007 and 30 September 2007	於二零零七年四月一日 及二零零七年九月三十日	1,000,000,000	500,000
Issued and fully paid:	已發行及繳足：		
At 1 April 2007	於二零零七年四月一日	589,599,109	294,800
Issue of new shares under share option scheme	根據購股權計劃 發行新股	2,000,000	1,000
At 30 September 2007	於二零零七年九月三十日	591,599,109	295,800

During the period, the Company issued 2,000,000 new ordinary shares of HK\$0.50 each at exercise prices of HK\$0.70 per share (for 1,000,000 shares) and HK\$0.85 per share (for 1,000,000 shares) respectively, upon the exercise of share options of the Company.

期內，本公司因購股權被行使而分別按行使價每股0.70港元(1,000,000股)及每股0.85港元(1,000,000股)發行2,000,000股每股面值0.50港元之本公司新普通股。

All the new ordinary shares issued by the Company during the period ranked pari passu with the then existing shares of the Company in all respects.

期內，本公司發行之所有新普通股在各方面與本公司當時已有股份具相同地位。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2007 截至二零零七年九月三十日止六個月

14. SHARE-BASED PAYMENT TRANSACTIONS

The Company has adopted a share option scheme on 7 September 2005. Details of the share options outstanding during the current period are as follows:

14. 以股份為基礎支付之交易

本公司於二零零五年九月七日採納一項購股權計劃。本期間內尚未行使之購股權詳情如下：

		Number of share options 購股權數目
Outstanding at 1 April 2007	於二零零七年四月一日尚未行使	16,600,000
Granted during the period	期內授出	18,000,000
Exercised during the period	期內行使	(2,000,000)
Lapsed during the period	期內失效	(5,000,000)
Outstanding at 30 September 2007	於二零零七年九月三十日尚未行使	27,600,000

In the current period, share options were granted on 30 May 2007 and 8 June 2007. The fair values of the options were calculated at the dates of grant using the Black-Scholes Option Pricing Model (the "Model") carried out by Greater China Appraisal Limited, an independent valuer with no connection with the Group.

期內，曾於二零零七年五月三十日及二零零七年六月八日授出購股權。該等購股權之公平值乃按柏力克-舒爾斯期權定價模式（「該模式」）計算，經與本集團概無關連之獨立估值師漢華評值有限公司進行。

The inputs into the Model and the estimated fair values of share options granted were summarised as follows:

該模式之輸入值及所授出購股權之估計公平值概括如下：

Date of grant	授出日期	30 May 2007 二零零七年五月三十日	8 June 2007 二零零七年六月八日
Closing share price at date of grant	於授出日期之股份收市價	HK\$1.31港元	HK\$1.32港元
Exercise price	行使價	HK\$1.34港元	HK\$1.36港元
Expected life	預期壽命	0.5 – 1.5 years年	1 year年
Expected volatility	預期波幅	52.08%	48.83%
Expected annual dividend yield	預期年度股息回報率	6.87%	6.82%
Risk-free interest rate	無風險利率	4.06% – 4.326%	4.29%
Fair value per share option	每份購股權之公平值	HK\$0.180 – 0.272港元	HK\$0.217港元

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The Model is one of the commonly used models to estimate the fair value of the option. The value of an option varies with different variables of certain subjective assumptions. Any changes in the variables so adopted may materially affect the estimation of the fair value of an option.

The expected volatility used in the Model was determined by using the annualised standard deviation of the continuously compounded rate of return on the ordinary shares of the Company. The expected life used in the Model has been adjusted, based on Management's best estimate, for the effects of non transferability and behavioural considerations.

The total estimated fair value of approximately HK\$2,482,000 with respect to share options granted to directors and employees of the Group was charged to the consolidated income statement for the period.

The closing prices of the Company's shares immediately before 30 May 2007 and 8 June 2007, being the dates of grant of the options, were both HK\$1.33.

The weighted average closing price of the Company's shares immediately before the dates on which the options were exercised was HK\$1.29.

該模式為其中一個用以估計購股權公平值之常用模式。購股權之價值因若干主觀假設出現不同變數而各有不同。就變數所採納之任何變動，可能會對就購股權公平值所作出之估計產生重大影響。

預期波幅乃利用本公司普通股之回報之持續合併比率之年度化標準差釐定。該模式所採用之預計年期按管理層之最佳估算就非轉讓性及行為之考慮因素調整。

授予本集團董事及僱員之購股權之估計公平值總額2,482,000港元已於本期間之綜合收益表之中扣除。

緊接二零零七年五月三十日及二零零七年六月八日(授出購股權之日期)前，本公司股份之收市價均為1.33港元。

緊接行使購股權當日前，本公司股份之加權平均收市價為1.29港元。

15. CONTINGENT LIABILITIES

Guarantee given to a bank in respect of banking facilities granted to an associate	就授予一聯營公司之銀行信貸向銀行授出之擔保
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15. 或然負債

30.9.2007 二零零七年 九月三十日 HK\$'000 千港元	31.3.2007 二零零七年 三月三十一日 HK\$'000 千港元
9,454	9,454

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簡明綜合財務報表附註

For the six months ended 30 September 2007 截至二零零七年九月三十日止六個月

16. RELATED PARTY TRANSACTIONS

- (a) During the period, the Group entered into the following transactions with related parties:

16. 關連人士交易

- (a) 期內，本集團與其關連人士訂立以下交易：

		Six months ended 30 September 截至九月三十日止六個月	
		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Class of related party 關連人士之類別	Nature of transactions 交易性質		
Associates of the Group 本集團之聯營公司	Project management fees charged by the Group 本集團收取項目管理費	15,570	—
	Rentals and related building management fees charged to the Group 本集團支付租金及相關物業管理費	3,295	6,649
	Purchase of concrete products by the Group 本集團購買混凝土產品	—	35
	Building manager remuneration charged by the Group 本集團收取物業經理酬金	243	600
	Carpark rental and consultancy fees charged by the Group 本集團收取停車場租金及諮詢費	401	247
	Carpark rental, building management fees and motor vehicle expenses charged to the Group 本集團支付停車場租金、物業管理費及汽車開支	1,153	1,834
	Service fees charged by the Group 本集團收取服務費	9	15
	Subcontracting fees charged to the Group 本集團支付分包費	3,861	—
Fellow subsidiaries of the Group 本集團之同系附屬公司	Building manager remuneration charged by the Group 本集團收取物業經理酬金	—	275
	Project management fees charged by the Group 本集團收取項目管理費	308	2,550
	Air conditioning expenses charged by the Group 本集團收取空調費	61	—
	Carpark rental charged by the Group 本集團收取停車場租金	24	—
Subsidiaries of ITC Corporation Limited ("ITC") 德祥企業集團有限公司（「德祥企業」）之附屬公司	Motor vehicle rental charged to the Group 本集團支付車租	95	—
	Air conditioning expenses charged by the Group 本集團收取空調費	44	—
Associates of ITC 德祥企業之聯營公司	Service fees charged to the Group 本集團支付服務費	375	—
	Interest charged by the Group 本集團收取利息	—	31
Other related company 其他關連公司			

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Other related company is a company in which certain close family members of a director of PYI Corporation Limited, the Company's ultimate holding company, have beneficial interests.

其他關連公司乃保華集團有限公司(本公司之最終控股公司)一名董事之若干近親擁有實益權益之公司。

- (b) The remuneration of directors and other members of key management during the period was as follows:

- (b) 期內董事及其他管理層要員之薪酬如下：

		Six months ended 30 September	
		截至九月三十日止六個月	
		2007	2006
		二零零七年	二零零六年
		HK\$'000	HK\$'000
		千港元	千港元
Short-term benefits	短期福利	3,200	4,749
Post-employment benefits	退休福利	44	57
Share-based payment expenses	以股份為基礎付款之開支	846	711
		4,090	5,517

The remuneration of directors and key executives is determined by the remuneration committee having regard to the performance of individuals and market trends.

董事及行政要員薪酬乃薪酬委員會參考個別人員之表現及市場趨勢而釐定。

Corporate Information

公司資料

BOARD OF DIRECTORS

James Chiu, OBE, JP	Chairman (Independent Non-Executive Director)
Lau Ko Yuen, Tom	Deputy Chairman (Non-Executive Director)
Mok Yat Fan, Edmond	Executive Director & Chief Executive Officer
Lee Hon Chiu	Executive Director
Lee Chack Fan, SBS, JP	Independent Non-Executive Director
Iain Ferguson Bruce	Independent Non-Executive Director

AUDIT COMMITTEE

James Chiu, OBE, JP (Chairman)
Lee Chack Fan, SBS, JP
Iain Ferguson Bruce

REMUNERATION COMMITTEE

James Chiu, OBE, JP (Chairman)
Mok Yat Fan, Edmond
Lee Chack Fan, SBS, JP

NOMINATION COMMITTEE

Lee Chack Fan, SBS, JP (Chairman)
Lau Ko Yuen, Tom
Iain Ferguson Bruce

FINANCE AND INVESTMENT COMMITTEE

Iain Ferguson Bruce (Chairman)
Mok Yat Fan, Edmond
Lee Hon Chiu

DISCLOSURES COMMITTEE

Iain Ferguson Bruce (Chairman)
Lau Ko Yuen, Tom
Lee Hon Chiu

EXECUTIVE COMMITTEE

Mok Yat Fan, Edmond (Chairman)
Lee Hon Chiu

QUALIFIED ACCOUNTANT

Lee Hon Chiu

COMPANY SECRETARY

Mui Ching Hung, Joanna

SOLICITORS

Richards Butler (Hong Kong)
Conyers Dill & Pearman (Bermuda)

AUDITORS

Deloitte Touche Tohmatsu

董事局

趙雅各, OBE, JP	主席(獨立非執行董事)
劉高原	副主席(非執行董事)
莫一帆	執行董事兼行政總裁
李漢潮	執行董事
李焯芬, SBS, JP	獨立非執行董事
Iain Ferguson Bruce	獨立非執行董事

審核委員會

趙雅各, OBE, JP (主席)
李焯芬, SBS, JP
Iain Ferguson Bruce

薪酬委員會

趙雅各, OBE, JP (主席)
莫一帆
李焯芬, SBS, JP

提名委員會

李焯芬, SBS, JP (主席)
劉高原
Iain Ferguson Bruce

財務及投資委員會

Iain Ferguson Bruce (主席)
莫一帆
李漢潮

披露委員會

Iain Ferguson Bruce (主席)
劉高原
李漢潮

執行委員會

莫一帆 (主席)
李漢潮

合資格會計師

李漢潮

公司秘書

梅靜紅

律師

齊伯禮律師行(香港)
Conyers Dill & Pearman(百慕達)

核數師

德勤 • 關黃陳方會計師行

Corporate Information

公司資料

PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited
Bank of Communications Co., Ltd., Hong Kong Branch
China Construction Bank (Asia) Corporation Limited
CITIC Ka Wah Bank Limited
BNP Paribas
DBS Bank (China) Limited, Beijing Branch
DBS Bank (Hong Kong) Limited
Fubon Bank (Hong Kong) Limited
The Bank of East Asia, Limited
The Hongkong and Shanghai Banking Corporation Limited
Wing Hang Bank, Limited

PUBLIC RELATIONS CONSULTANT

Strategic Financial Relations Limited

REGISTERED OFFICE

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PRINCIPAL SHARE REGISTRARS AND TRANSFER OFFICE

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BRANCH SHARE REGISTRARS AND TRANSFER OFFICE

Tricor Standard Limited
26/F, Tesbury Centre
28 Queen's Road East, Wanchai
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STOCK CODE

Hong Kong Stock Exchange	577
Reuters	0577.HK
Bloomberg	577 HK

主要往來銀行

中國銀行(香港)有限公司
交通銀行股份有限公司香港分行
中國建設銀行(亞洲)股份有限公司
中信嘉華銀行有限公司
法國巴黎銀行
星展銀行(中國)有限公司, 北京分行
星展銀行(香港)有限公司
富邦銀行(香港)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

公共關係顧問

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