
SUMMARY

This summary aims to give you an overview of the information contained in this prospectus. As this is a summary, it does not contain all the information that may be important to you and is qualified in its entirety by, and should be read in conjunction with, the full text in this prospectus. You should read the whole document including the appendix hereto, which constitute an integral part in this prospectus, before you decide to invest in our Offer Shares.

There are risks associated with any investment. Some of the particular risks in investing in our Offer Shares are summarized in the section headed “Risk Factors” in this prospectus. You should read that section carefully before you decide to invest in our Offer Shares.

OVERVIEW

Established in 2000 in Beijing, we are a real estate developer based and principally focused in the PRC with property development projects in Beijing, Taiyuan, Changsha, Nanchang, Jiujiang and Xiantao. We are under the leadership of Mr. Zhang Lei, our executive Director, founder and chairman, and a senior management team of real estate development professionals comprising Mr. Chen Yin, our executive Director and an expert in the architectural energy-saving field, and other members who all have expertise in real estate development, operation and management. We have adopted our brand “MOMA” in our business development since our establishment.

For the years ended December 31, 2010, 2011 and 2012, our contracted sales amounted to approximately RMB2,821.9 million, RMB2,345.2 million and RMB2,831.3 million, respectively. For the three months ended March 31, 2013, our contracted sales amounted to approximately RMB769.0 million, as compared to approximately RMB359.2 million for the same period in 2012, representing an approximately 114% increase.

OUR COMPETITIVE STRENGTHS

We consider that we have the following competitive strengths: (i) outstanding R&D capability and ability to integrate energy-saving technologies for comfortable living, (ii) diversified product lines and product features for various market segments, (iii) proven track record in the provision of high quality products and (iv) seasoned management team and standardized operating process.

We have received various awards and recognition for our property development projects, including awards for quality, promotion of eco-friendly, R&D capabilities in the development of real estate products and overall reputation in the real estate industry in the PRC.

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OUR STRATEGIES

We intend to continue strengthening our participation in the development of comfortable communities in the PRC. To accomplish our goal, we intend to (i) continue to strengthen our capabilities in adapting and integrating energy-saving technologies, (ii) expand our footprint and enhance our brand recognition, (iii) maximize sales and profits in our existing product lines, and (iv) continue to boost operational efficiency and reduce cost.

OUR PROPERTY PROJECTS

As of March 31, 2013, we had a total of 14 property development projects at various stages of development in the PRC, amounting to a total GFA of approximately 1,792,028 sq.m. of completed property development projects and a planned total GFA of approximately 2,234,741 sq.m. in our projects under development. As of March 31, 2013, based on our internal estimates, internal records or current business plans, where applicable, we had total GFA sold and pre-sold of approximately 2,074,477 sq.m., total GFA unsold of approximately 1,879,148 sq.m., total GFA held for investment of approximately 40,814 sq.m. and total GFA held for own use of approximately 32,330 sq.m., respectively. All 14 property development projects, save for Modern City Garden, are marketed under our brand “MOMA”. Out of the 14 property development projects, seven are located in Beijing and the rest are located in Taiyuan, Changsha, Nanchang, Jiujiang and Xiantao. Our Directors believe that our current land reserves in the aggregate planned GFA of approximately 2,234,741 sq.m., which are currently under development, would be sufficient to meet our needs for the near future. Our Directors have confirmed that we have invested not less than 35% capital in the relevant property development projects for which we have obtained loans from the commercial banks pursuant to the relevant PRC laws and regulations.

In December 2012, we purchased a parcel of land with a site area of approximately 48.471 acres (or equivalent to approximately 196,155.35 sq.m.) located in Pearland, Texas, the U.S. for future development, which we currently intend to construct residential properties for sale.

As of the Latest Practicable Date, we have three product lines providing different product features: (i) Wan Guo Cheng MOMA, (ii) Shang Pin Ge MOMA and (iii) Man Ting Chun MOMA. We have applied and will continue to apply our core technical systems across all three product lines. In summary, Wan Guo Cheng MOMA products have applied and have a higher degree of application of our most advanced energy-saving technologies, which is followed by Shang Pin Ge MOMA products and Man Ting Chun MOMA products. Please refer to “Business – Our Investment in the Application of Energy-saving Technology in Real Estate – Core Technical Systems” in this prospectus for details.

We intend to expand the geographic scope of our property development operations in the near future and to expand our existing operations in Hunan Province, Hubei Province and Jiangxi Province. In considering and selecting new markets for expansion, we take into account a number of factors such as local market conditions, geography and climate.

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The following table sets out the breakdown of GFA and other key information as of March 31, 2013 of our property development projects in the PRC under various stages of development:

I. COMPLETED PROJECTS

Project	Atributable interest to the Group	Approximate total land site area in respect of the entire project (sq.m.)	Approximate total GFA ⁽¹⁾ (sq.m.)	Approximate total GFA sold and pre-sold (sq.m.)	Approximate total GFA unsold ⁽²⁾ (sq.m.)	Approximate total GFA held for investment (sq.m.)	Approximate total GFA held for own use (sq.m.)	Actual construction commencement date ⁽³⁾	Actual construction completion date ⁽³⁾	Pre-sale start date/Date of pre-sale permit ⁽³⁾	Actual/Expected delivery date ⁽⁵⁾	Total costs incurred as of March 31, 2013 ⁽⁴⁾ (RMB million)	Estimated future development costs to be incurred ⁽⁵⁾ (RMB million)	Reference(s) to the PRC Property Valuation
1. Wan Guo Cheng MOMA (萬國城 MOMA)	100%	47,662	283,854	266,200	713	8,731	8,210	Sep-01 to Nov-04	Dec-02 to Apr-07	Feb-03 to Dec-04	Feb-03	2,233	-	1, 18, 26
2. Shangdi MOMA (上帝 MOMA)	100%	64,455	175,794	170,335	2,542	-	2,917	Nov-05 to Apr-07	Nov-07 to Jun-08	Dec-05 to Dec-07	Dec-07	997	-	3, 30, 31
3. Phase 1 of MOMA Forest Forever ⁽⁶⁾⁽⁷⁾	100%	58,779	32,418	32,418	-	-	-	Apr-06 to Jul-06	Dec-09 to May-10	Jan-08	Dec-09	270	-	N/A
4. Phase 2 of MOMA Forest Forever ⁽⁶⁾⁽⁷⁾	100%	44,552	23,634	23,634	-	-	-	Apr-06	Sep-08 to Nov-09	Nov-07 to Jan-08	Sep-08	231	-	N/A
5. Phase 3 of MOMA Forest Forever ⁽⁶⁾	100%	42,276	22,430	21,051	1,379	-	-	Jun-06	Nov-10	Sep-09	Nov-10	209	-	4
6. Modern MOMA ⁽⁸⁾ (現代 MOMA)	100%	60,004	157,577	103,324	40,906	6,787	6,560	Nov-05 to Nov-07	Jun-08 to Nov-10	Jan-06 to Apr-07	Jun-08	2,420	-	2, 17, 27
7. iMOMA	100%	6,987	31,645	27,458	1,262	2,141	784	Aug-07	Apr-11	Jun-09	Apr-11	229	-	5, 20, 35
8. Modern City Garden ⁽⁹⁾ (現代城市花園)	100%	228,354	253,000	237,016	11,237	4,747	-	May-01 to Nov-07	Dec-01 to Nov-07	May-02 to Dec-03	May-02 to Nov-07	1,001	-	6, 19
9. Yue MOMA (悅 MOMA)	100%	4,088	15,867	14,842	1,025	-	-	Apr-10	Aug-11	Jul-10	Aug-11	107	-	7
10. Phase 1 of Wan Guo Cheng MOMA (Changsha) ⁽¹⁰⁾ (萬國城 MOMA (長沙)一期)	100%	116,771	292,713	262,104	29,575	874	160	Jul-07 to Mar-10	Aug-09 to Aug-11	Jun-08 to Jun-10	Aug-09 to Aug-11	839	-	8, 9, 22, 36
11. Changsha Mantingchun MOMA (長沙滿庭春 MOMA)	100%	74,335	256,418	194,498	39,534	14,496	7,890	Jun-10 to Jul-10	Nov-11 to Mar-12	Aug-10 to Oct-10	Nov-11	737	-	10, 23, 37, 38
12. Phase 1 of Wan Guo Cheng MOMA (Taiwan) (萬國城 MOMA(太原)一期)	100%	52,717	225,019	211,792	13,014	-	213	Dec-09 to Sep-10	Dec-11	Sep-10 to Oct-10	Dec-11	1,259	-	11, 41
13. Phase 4 of MOMA Forest Forever ⁽⁶⁾ (MOMA萬萬樹四期)	100%	37,554	21,659	6,666	14,993	-	-	Jun-06	Jul-12 to Feb-13	Nov-10	Jul-12 to Feb-13	265	-	12
Sub total		838,534	1,792,028	1,571,338	156,180	37,776	26,734					10,797	-	

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II. PROJECTS UNDER DEVELOPMENT

Project	Attributable interest to the Group	Approximate total land site area in respect of the entire project (sq.m.)	Approximate total GFA sold and pre-sold (sq.m.)	Approximate total GFA unsold ⁽²⁾ (sq.m.)	Approximate total GFA held for investment (sq.m.)	Approximate total GFA held for own use (sq.m.)	Actual construction commencement date ⁽³⁾	Expected/Actual construction completion date ⁽³⁾	Pre-sale start date/Date of pre-sale permit ⁽³⁾	Actual/Expected delivery date ⁽³⁾	Total costs incurred as of March 31, 2013 ⁽⁴⁾ (RMB million)	Estimated future development costs to be incurred ⁽⁵⁾ (RMB million)	Reference(s) to the PRC Property Valuation (Property number)
1. Phase 3 of Wan Guo Cheng MOMA (Taiyuan) (萬國城 MOMA(太原)三期)	100%	18,861	48,051	59,961	-	-	Dec-10	Feb-13 to Dec-15	Mar-11	Feb-13 to Dec-15	458	382	15, 43
2. Nanchang Mantingchun MOMA (南昌滿庭春 MOMA)	100%	116,349	200,047	46,397	3,038	2,351	Sep-10 to Jan-11	Aug-11 to Dec-13	Nov-10 to Dec-10	Aug-11 to Dec-13	902	157	13, 14, 24, 25, 39, 40, 45
3. Phase 2 of Wan Guo Cheng MOMA (太原)二期 (萬國城 MOMA(太原)二期)	100%	52,918	12,513	239,097	-	-	Dec-11	Dec-13	Sep-12	Dec-13	324	1,146	44
4. Jiujiang Mantingchun MOMA ⁽¹¹⁾ (九江滿庭春 MOMA)	100%	89,630	102,900	138,293	-	-	Oct-11	Jun-13 to Mar-14	Nov-11	Jun-13 to Mar-14	818	537	46, 49
5. Xiantao Mantingchun MOMA ⁽¹²⁾ (仙桃滿庭春 MOMA)	100%	226,095	39,862	809,366	-	3,245	Oct-11	May-13 to Aug-15	Mar-12	May-13 to Aug-15	380	2,554	16, 42, 47
6. Changsha Kaifu Mantingchun MOMA (長沙開福滿庭春 MOMA)	100%	147,688	99,766	429,854	-	-	Jun-12	Oct-13 to Oct-15	Jul-12	Oct-13 to Oct-15	467	1,164	48
Sub total		651,541	2,234,741	1,722,968	3,038	5,596					3,349	5,940	
Total		1,490,075	4,026,769	1,879,148	40,814	32,330					14,146	5,940	

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Notes:

1. Including the approximate total GFA which was sold, pre-sold, unsold, held for investment and held for own use. Figures refer to approximate total GFA for completed projects and approximate total planned GFA for projects under development.
2. None of our property units, which are currently held for sale, has title defects or is subject to any disputes or claims.
3. Each of the construction commencement dates, construction completion dates, pre-sale start dates and delivery dates fall within a period of time because the development of the properties in the property development projects had been or have been planned in various phases, each with a different schedule for construction, pre-sale and delivery.
4. Total costs incurred includes the construction costs, land costs, financing costs and relevant taxes. All of the costs in respect of the completed projects had been fully reflected in the relevant financial statements. In respect of projects under development and the projects for future development, the estimated future development costs to be incurred refers to the expected cash outflow. We will fund our future development costs by various means including utilizing our internal resources or applying the proceeds from the pre-sale or sale of our properties as well as obtaining bank borrowings or other external financings.
5. It usually takes one to two years for the final instalment of the construction expenses (save for warranty fees) to be settled after we and the contractors have completed and have agreed on the final costs estimations.
6. MOMA Forest Forever has portions of a clubhouse and a property management office which are set out as Property No. 21, No. 28 and No. 50 in the PRC Property Valuation in Appendix IIIA to this prospectus.
7. Phase 1 of MOMA Forest Forever and Phase 2 of MOMA Forest Forever had been completely sold and therefore there are no reference in the PRC Property Valuation in Appendix IIIA to this prospectus. As of March 31, 2013, the warranty fees or retention monies in respect of Phase 1 of MOMA Forest Forever and Phase 2 of MOMA Forest Forever were outstanding and payable by the Group.
8. As of March 31, 2013, property units of Modern MOMA which had not been offered for sale comprised of (i) unsold portions of Building 6 with a total GFA of approximately 6,560 sq.m., which are intended to be held for own use and (ii) various retail units which the Group had leased to third party tenants for commercial use and were held for investment with a total GFA of approximately 6,787 sq.m. Please refer to Property No. 17 and No. 27 in the PRC Property Valuation in Appendix IIIA to this prospectus. We intend to convert the unsold portion of Building 6 of Modern MOMA from residential properties to serviced apartments of approximately 64 units in order to increase the value of the properties and to generate higher income to us.
9. Residential units were sold completely, only car parks and retail units remain unsold. All the development costs (including the warranty fees or retention monies) in respect of Modern City Garden had been settled. In May 2013, we entered into sale and purchase agreements for the sale of retail units of Modern City Garden of an aggregate GFA of approximately 4,626 sq.m. to three Independent Third Parties at a consideration of RMB65.0 million. The sale of the retail units of Modern City Garden is expected to be settled and completed in the third quarter of 2013. Please refer to the relevant disclosures made under heading "Subsequent events" set out in the Accountants' Report included in Appendix I to this prospectus for further details.
10. As set out in the PRC Property Valuation in Appendix IIIA to this prospectus, Phase 1 of Wan Guo Cheng MOMA (Changsha) is comprised of (i) Phases 1.1 and 1.3 with a total unsold GFA of approximately 10,450 sq.m. and (ii) Phase 1.2 with a total unsold GFA of approximately 19,125 sq.m.. Please refer to Property No. 8 and No. 9 respectively in the PRC Property Valuation in Appendix IIIA to this prospectus.
11. As of March 31, 2013, we had obtained the pre-sale permits for approximately 157,563 sq.m. out of the total approximate GFA of 241,193 sq.m. in respect of Jiujiang Mantingchun MOMA. We are also applying for the land use rights in respect of a parcel of land with a site area of approximately 25,004 sq.m. for the further development of Jiujiang Mantingchun MOMA. For further details, please refer to the description of Jiujiang Mantingchun MOMA under the paragraph headed "Description of Our Projects" below.
12. As of March 31, 2013, we had obtained the pre-sale permits for approximately 54,667 sq.m. out of the total approximate GFA of 852,473 sq.m. of Xiantao Mantingchun MOMA.

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RESULTS OF OUR OPERATIONS

The following table sets out selected line items of the consolidated statements of the comprehensive income for the Track Record Period. The selected line items have been extracted from, and should be read in conjunction with, our audited consolidated financial statements contained in the Accountants' Report included as Appendix I to this prospectus.

Selected line items of the consolidated statements of the comprehensive income

	Year ended December 31,		
	2010	2011	2012
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Revenue	1,547,691	3,152,645	1,965,226
Sale of properties	1,532,091	3,135,068	1,945,557
Leasing of properties	15,600	17,577	19,669
Gross profit	600,020	1,347,757	872,811
Other income, gain and loss	10,117	11,961	173,622*
Fair value gain of completed properties for sale upon transfer to investment properties	53,253	23,926	99,154
Changes in fair value of investment properties	46,900	7,200	37,000
Profit for the year attributable to:			
Owners of the Company	234,825	431,597	471,488
Non-controlling interests	12,996	12,113	6,876
	<u>247,821</u>	<u>443,710</u>	<u>478,364</u>
Earnings per share, in RMB cents:			
Basic	<u>19.6</u>	<u>36.0</u>	<u>39.3</u>

Note:*

For the year ended December 31, 2012, other income, gain and loss included resettlement compensation of approximately RMB146.9 million with respect to our Water Metre Plant Area Project. Please refer to "Business – Description of Our Projects – Water Metre Plant Area Project" for further details.

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Certain of our projects, such as Wan Guo Cheng MOMA, Modern MOMA, Shangdi MOMA and MOMA Forest Forever, which belong to our Wan Guo Cheng MOMA product line and target high-end consumers, have relatively higher profit margins as properties of these projects are usually located in central part of Beijing, Taiyuan and/or belong to residential low-density villa community, and adopt higher degree of application of energy-saving technologies and have been allocated higher level of related costs. The following table shows the breakdown of our revenue, net of business tax and other sales related taxes, derived from sale of properties and the corresponding gross profit and gross profit margin by projects and carparks for the years indicated below. Please refer to “Financial information – Description of certain income statement items – Gross profit and gross profit margin” for further details:

	Year ended December 31,								
	2010			2011			2012		
	Revenue	Gross Profit	Gross Profit Margin	Revenue	Gross Profit	Gross Profit Margin	Revenue	Gross Profit	Gross Profit Margin
	<i>RMB'000</i>	<i>RMB'000</i>	%	<i>RMB'000</i>	<i>RMB'000</i>	%	<i>RMB'000</i>	<i>RMB'000</i>	%
Wan Guo Cheng MOMA	33,985	18,606	54.7%	87,930	55,377	63.0%	64,120	38,358	59.8%
Modern MOMA	377,579	242,630	64.3%	211,927	145,700	68.8%	346,150	233,033	67.3%
Shangdi MOMA	23,590	15,875	67.3%	-	-	-	8,395	6,546	78.0%
iMOMA	-	-	-	231,426	48,467	20.9%	11,747	6,985	59.5%
Yue MOMA	-	-	-	215,683	131,823	61.1%	22,547	14,052	62.3%
Phase 1 of MOMA Forest Forever	302,896	78,720	26.0%	46,806	23,630	50.5%	-	-	-
Phase 2 of MOMA Forest Forever	117,930	31,906	27.1%	9,336	4,968	53.2%	5,579	803	14.4%
Phase 3 of MOMA Forest Forever	187,633	73,373	39.1%	194,163	104,682	53.9%	10,231	5,084	49.7%
Phase 4 of MOMA Forest Forever	-	-	-	-	-	-	90,941	40,772	44.8%
Phase 1 of Wan Guo Cheng MOMA (Changsha)	469,665	121,089	25.8%	152,699	58,934	38.6%	73,777	31,702	43.0%
Changsha Mantingchun MOMA	-	-	-	313,485	115,371	36.8%	432,153	160,901	37.2%
Phase 1 of Wan Guo Cheng MOMA (Taiyuan)	-	-	-	1,353,301	590,892	43.7%	572,164	257,029	44.9%
Nanchang Mantingchun MOMA	-	-	-	309,099	51,333	16.6%	99,039	21,011	21.2%
Carpark	18,813	4,814	25.6%	9,213	2,905	31.5%	208,714	47,965	23.0%
Total	1,532,091	587,013		3,135,068	1,334,083		1,945,557	864,241	

Selected line items of the consolidated statements of the financial position

	As of December 31,		
	2010	2011	2012
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Current assets	5,100,903	5,862,286	6,169,999
Current liabilities	4,887,532	5,908,745	5,871,946
Net current assets (liabilities)	213,371	(46,459)	298,053
Non-current assets	2,679,802	2,057,331	2,221,470
Non-current liabilities	1,768,300	936,210	1,018,774
Total equity	1,124,873	1,074,662	1,500,749

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Selected key financial ratios

	<i>Notes</i>	As of/Year ended December 31,		
		2010	2011	2012
Net profit margin	<i>1</i>	16.0%	14.1%	24.3%
Gross profit margin	<i>2</i>	38.8%	42.8%	44.4%
Gearing ratio	<i>3</i>	92.3%	163.1%	22.6%
Current ratio	<i>4</i>	1.04	0.99	1.05

Notes:

1. Net profit margin is calculated by dividing profit for the year by revenue. In 2012, net profit margin would be approximately 18.8% on the assumption that resettlement compensation from our Water Metre Plant Area Project was not to be accounted for as other income. Please refer to “Financial information – water metre plant area project” for further details.
2. Gross profit margin is calculated by dividing gross profit by revenue.
3. Gearing ratio is calculated by dividing net debt (being total debt less cash on hand) with total equity.
4. Current ratio is calculated by dividing current assets by current liabilities.

Our net profit margins are affected by a number of factors including selling and distribution expenses, administrative expenses and financing costs. While we have more than 13 years of operating history, as compared to other more well-established and renowned property developers in the PRC, we have to strengthen our efforts in promotion to increase our brand awareness across the country in particular when we are developing into new geographical markets in the PRC, which to a certain extent increase our selling and distribution expenses. In addition, we may not enjoy similar level of benefits from economy of scale as the leading and sizeable property developers in the PRC, which result in comparatively higher administrative expenses during the course of our operations. Our financing costs depends principally on our level of borrowings and relevant interest rates that are charged by our lenders. We have borrowings with non-bank financial institutions which in general charge higher interest rates than banks. Our financing costs may be comparatively higher than those of the property developers which have lower level of borrowing and enjoy lower interest rates. Our net profit margins during the Track Record Period may be different from or in some instances even lower than that of our industry peers some of which also adopt green technologies in their property development.

For details of the other key financial ratios including the discussions for their fluctuations during the Track Record Period, please refer to the section headed “Financial Information” in this prospectus.

Listing expenses

We paid legal and professional fees with respect to the Listing. In accordance with relevant accounting standard, listing related fees that are incremental and directly attributable to offering of new Shares should be recorded as prepaid expenses, which will be deducted from

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equity upon Listing. The remaining listing related fees are charged to income statement. It is expected that approximately RMB23.2 million listing related expenses will be charged to our Group's consolidated statements of comprehensive income for the year ending December 31, 2013.

LATEST BUSINESS DEVELOPMENT

In terms of the developments of our property development projects since December 31, 2012, (i) construction of a portion of Nanchang Mantingchun MOMA had been completed and the respective properties had been delivered; (ii) pre-sale of Xiantao Mantingchun MOMA had began; and (iii) we continued the sales of properties of Modern MOMA and Phase 1 of Wan Guo Cheng MOMA (Changsha) and pre-sales of properties of Jiujiang Mantingchun MOMA. Revenue generated from the delivery of Changsha Mantingchun MOMA and Nanchang Mantingchun MOMA had been reflected in our unaudited management accounts and the pre-sale and sale of Modern MOMA, Phase 1 of Wan Guo Cheng MOMA (Changsha), Nanchang Mantingchun MOMA, Jiujiang Mantingchun MOMA and Xiantao Mantingchun MOMA had attributed to our Group's cash flow. According to our unaudited financial statements for the four months ended April 30, 2013, we had recorded revenue of approximately RMB714.9 million. Our gross profit was approximately RMB351.0 million for the four months ended April 30, 2013. Our selling and distribution expenses were approximately RMB40.1 million for the four months ended April 30, 2013. Listing expenses of RMB6.2 million were recorded for the four months ended April 30, 2013. Our cash flow from operating activities was approximately RMB347.0 million for the four months ended April 30, 2013. The financial information of the Company for the four months ended April 30, 2013 as shown above were extracted from the unaudited consolidated financial statement prepared by the Directors in accordance with International Accounting Standard 34 "Interim Financial Reporting" issued by International Auditing and Assurance Standards Board ("IAASB"), which were reviewed by the reporting accountants to the Company in accordance with International Standard on Review Engagements 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the IAASB.

In relation to our financings as of April 30, 2013 (being the latest practicable date for determining our indebtedness), we had unutilized banking and other facilities that are available for drawdown in the amount of RMB1,577.5 million, which are expected to improve our liquidity. For the four months ended April 30, 2013, our proceeds from property sale was approximately RMB1,067.1 million. As of April 30, 2013 (being the latest practicable date for determining our indebtedness), we had recorded net current asset of approximately RMB783.8 million. Taking into account (i) the currently available banking facilities; (ii) the estimated net proceeds from the Global Offering; and (iii) the cash generated from our operations and internal financial resources of our Group, the Board confirms that we have sufficient working capital for our operations for at least the next 12 months from the date of this prospectus. Having made reasonable inquiries, the Sole Sponsor concurs with the Board's view about the sufficiency of working capital available to the Company for its operations for the period stated above.

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The following table sets out the approximate weighted average contract price of pre-sale/sale, which is net of business tax and other sales related taxes (where applicable), in respect of our property development projects for the periods indicated:

Project	Approximate weighted average contract price of pre-sale/sale (net of business tax and other sales related taxes)			Three months ended
	2010	2011	2012	March 31, 2013
	(RMB'000 per sq.m.)	(RMB'000 per sq.m.)	(RMB'000 per sq.m.)	(RMB'000 per sq.m.)
Wan Guo Cheng MOMA	33	33	29	29
Modern MOMA	52	56	41	44
Shangdi MOMA	23	33	8 ⁽²⁾	–
iMOMA	14	17	22	–
Modern City Garden	–	–	–	–
Yue MOMA	22	24	22	–
Phase 1 of MOMA Forest Forever	24	–	–	–
Phase 2 of MOMA Forest Forever	24	–	–	–
Phase 3 of MOMA Forest Forever	22	25	–	–
Phase 4 of MOMA Forest Forever	–	29	25	–
Phase 1 of Wan Guo Cheng MOMA (Changsha)	5	7	8	10
Changsha Mantingchun MOMA	5	6	5	6
Changsha Kaifu Mantingchun MOMA	–	–	6	6
Phase 1 of Wan Guo Cheng MOMA (Taiyuan)	11	12	11	12
Phase 3 of Wan Guo Cheng MOMA (Taiyuan)	–	17	13	13
Nanchang Mantingchun MOMA	6	6	6	7
Jiujiang Mantingchun MOMA	–	6	5	5
Xiantao Mantingchun MOMA	–	–	3	3

Notes:

- (1) The ASP of units under each of the relevant projects set out above represents the ASPs as set out in the relevant sales and purchase agreements entered into between our customers and the Group, which units may or may not be delivered to the respective customers and revenue may or may not be recorded for the period stated, and therefore such ASP of a project may be different to the ASP calculated by division of the revenue recorded and GFA delivered in a period. In general, ASPs of the projects are affected by, among other things, overall market conditions, location and target customers. As such, an ASP of a project over a period may vary as the selling prices of units of different conditions (such as fully furnished or unfurnished) located at different floors facing different directions with various scenic views may not be the same.
- (2) In 2012, we sold units in aggregate of approximately 459 sq.m. of Shangdi MOMA at discount to market price to three ex-staff pursuant to an eligible employee scheme, details of which are set out in “Directors, Senior Management and Staff – Employees’ benefits provided by our Group” in this prospectus.

SUMMARY

As reflected in the weighted average contract price of pre-sale/sale in respect of some of the projects, the Directors consider that market demands had been affected negatively by the pessimistic sentiment in some of the regions as a result of the austerity measures promulgated by the PRC Government. In particular, the weighted average contract price of Wan Guo Cheng MOMA, Modern MOMA, Phase 4 of MOMA Forest Forever and Phase 3 of Wan Guo Cheng MOMA (Taiyuan) decreased from approximately RMB33,000 per sq.m., RMB56,000 per sq.m., RMB29,000 per sq.m. and RMB17,000 per sq.m. respectively in 2011 to approximately RMB29,000 per sq.m., RMB41,000 per sq.m., RMB25,000 per sq.m. and RMB13,000 per sq.m. respectively in 2012.

In June and July 2012, the PBOC lowered benchmark lending and deposit rates after consecutive increases in previous years. The policy changes are considered to be the beginning of a series of monetary easing policies expected to be implemented by the PRC Government in an attempt to support economic growth in the PRC. The monetary easing policies are considered to be positive to the applications for bank and other loans by borrowers including but not limited to property developers and home buyers in the PRC.

In February 2013, the State Council issued the Notice of the State Council on Continuity to Well Manage the Central Control Work of the Real Estate Market (《國務院辦公廳關於繼續做好房地產市場調控工作的通知》) to further strengthen the management and control over the property market in the PRC. The Directors consider that the new and existing austerity measures together will likely cast a negative impact on the property market in the PRC. For more details of the recent austerity measures, please refer to “Business – PRC Government’s Austerity Measures in the Property Market” in this prospectus.

Our Directors confirm that there has been no material adverse change in our financial or trading position since December 31, 2012 and up to the date of this prospectus.

IDLE LAND

As of the Latest Practicable Date, the commencement of construction of Phase 2 of Wan Guo Cheng MOMA (Taiyuan) had been delayed for more than one year from the prescribed construction commencement date under the relevant land grant contracts due to the time requirement in construction planning and commencement procedures pursuant to the consultation with Taiyuan State-owned Resources Bureau.

In view of the relevant documents issued by the relevant PRC governmental authorities, and based on the opinion of our PRC legal advisor, the Directors consider that the delay in the commencement of construction as mentioned above will not have a material impact on the operations or financial position of our Group, and the risk of imposition of idle land fees and/or forfeiture of lands is remote.

SUMMARY

As of the Latest Practicable Date, we have not been imposed any penalty and no action has been taken by the government authorities in relation to our delays in the commencement of construction. The construction of Phase 2 of Wan Guo Cheng MOMA (Taiyuan) has commenced and is under development. Pursuant to the confirmations and consultations with the relevant competent authorities, our PRC legal advisor is of the view that we will not be subject to payment of idle land fees and/or forfeiture of lands for our delays in the commencement of construction of the project.

Further details including the details and the basis of the opinion of our PRC legal advisor are set out in the section headed “Business – Legal and Compliance Matters – (A) Idle Land” in this prospectus.

DELAY IN PAYMENT OF LAND GRANT PREMIUM

Although Hubei Wanxing has fully paid the land grant premium in May 2011 and the State-owned Land Use Rights Certificates had been obtained. Hubei Wanxing did not pay the land grant premium in accordance with the prescribed time set out in the relevant land grant contracts in a timely manner. The delay in payment of land grant premium was due to the failure of land resettlement on time and lack of municipal facilities (which were responsible by third parties), and had occurred before our acquisition of Hubei Wanxing in 2011, and therefore, were out of our control. Pursuant to the relevant land grant contracts, we may be liable to pay liquidated damages in an amount which is equivalent to 0.1% of the outstanding land grant premium per day and/or may have the relevant land grant contracts terminated by the land administrative departments. Nevertheless, since the land grant premium had been fully paid and the land use rights certificates had been obtained, our PRC legal advisor advises that we will not be subject to any further penalty in respect of the aforesaid delays in the payment of land grant premium by Hubei Wanxing. Accordingly, our Directors consider that the risk that we will be subject to further liquidated damages and/or termination of the land grant contracts by reason of the delay in payment of land grant premium is remote.

Further details including details and basis of the opinion of our PRC legal advisor are set out in the section headed “Business – Legal and Compliance Matters – (C) Delay in Payment of Land Grant Premium” in this prospectus.

INTERNAL CONTROL MEASURES TO ENSURE FUTURE COMPLIANCE

In order to improve our corporate governance and to ensure compliance with the applicable regulatory requirements, such as the commencement of construction as prescribed in the land grant contract, we intend to adopt and/or have adopted a number of internal control measures. Further details are set out in “Business – Internal Control Measures to Ensure Future Compliance” in this prospectus.

SUMMARY

GLOBAL OFFERING STATISTICS⁽¹⁾

	Based on Offer Price of HK\$1.49 per Offer Share	Based on Offer Price of HK\$2.36 per Offer Share
Market capitalization of our Shares ⁽²⁾	HK\$2,384.0 million	HK\$3,776.0 million
Unaudited pro forma adjusted consolidated net tangible asset value per Share ⁽³⁾	HK\$1.52	HK\$1.74

Notes:

- (1) All statistics in the table above are under the assumption that the Over-allotment Option and the options granted under the Share Option Scheme are not exercised.
- (2) The calculation of market capitalization of our Shares is based on 1,600,000,000 Shares expected to be in issue immediately after completion of the Global Offering.
- (3) The unaudited pro forma adjusted consolidated net tangible asset value per Share is based on 1,600,000,000 Shares expected to be in issue immediately after completion of the Global Offering. No dividend was paid to shareholders by the Group subsequent to the Track Record Period and up to the Latest Practicable Date. The unaudited pro forma adjusted consolidated net tangible asset value per Share has not been adjusted to reflect any trading results of or transactions entered into by the Group subsequent to December 31, 2012.

DIVIDEND POLICY

Subject to the Companies Law and our Articles of Association, we, through a general meeting, may declare dividends in any currency but no dividend shall be declared in excess of the amount recommended by our Board. Our Articles of Association provide that dividends may be declared and paid out of our profits, realized or unrealized, or from any reserve set aside from profits which our Directors determine is no longer needed. With the sanction of an ordinary resolution of our Directors, dividends may also be declared and paid out of our share premium account or any other fund or account which can be authorized for this purpose in accordance with the Companies Law.

Our Board intends to distribute to our Shareholders dividends of around 20% of our distributable profits for a financial year under normal circumstances after taking into account the sustainable business development of our Group and the interest of our Shareholders. If there is any material fluctuation to our distributable profits, as a result of, among others, the changes in business or financial conditions, our Company will consider adjusting the dividend distribution ratio. Nevertheless, there is no assurance that dividends of any amount will be declared or distributed each year or in any given year. We will re-evaluate our dividend policy from time to time.

For further details of our dividend policy and dividends declared by our subsidiary companies during the Track Record Period, please refer to “Financial Information – Dividend Policy” in this prospectus.

SUMMARY

USE OF PROCEEDS

We estimate that we will receive net proceeds from the Global Offering in an amount of approximately HK\$716.3 million (assuming an Offer Price of HK\$1.93 per Offer Share, being the mid-point of the estimated Offer Price range and the Over-allotment Option is not exercised), after deducting the underwriting fees and commissions and estimated expenses payable by us in relation to the Global Offering.

We intend to use the net proceeds from the Global Offering for the following purposes:

- approximately 90%, representing approximately HK\$644.7 million, will be used to acquire new parcels of land and the development of new projects in the PRC, of which:
 - (i) approximately 60% thereof, representing approximately HK\$386.8 million, will be used to pay the land premium in respect of the land use rights of new land in Beijing and/or Nanchang, PRC for the development of a property project of approximately 300,000 sq.m.; and
 - (ii) approximately 40% thereof, representing approximately HK\$257.9 million, will be used to pay our development costs.

Our future acquisition of land and development of properties will be achieved by stages, and we currently expect to apply the relevant net proceeds to acquire new land for future development by the end of 2013 or first quarter in 2014 (which is subject to preliminary selection and our internal assessment).

We will focus on the acquisitions of new land and the development of new projects in our existing markets and the peripheral regions in the PRC, and will continue to acquire new land through participation in public tenders, auctions or listings-for-bidding or by way of acquisition of equity interests in companies holding land use rights of suitable land. As of the Latest Practicable Date, our Directors confirm that we have not entered into any binding agreement, and save as disclosed, we do not have any solid plans to acquire new land and to develop any new project; and

- approximately 10%, representing approximately HK\$71.6 million, will be used for working capital and general corporate purposes.

SUMMARY

RISK FACTORS

Our Directors believe that there are certain risks involved in our business and operations and in connection with the Global Offering. Some of the material risks relating to our business include but not limited to (i) we depend heavily upon the performance of the PRC residential property market, which in turn is subject to fluctuations in market conditions, economic performance and governmental policies introduced from time to time, (ii) we may not be able to obtain sufficient funding on commercially reasonable terms for land acquisitions or property developments to finance future development projects, which will affect our revenue and restrict our growth, and (iii) the regulatory measures adopted from time to time by the PRC Government to curtail the overheating of, and foreign investment in, the PRC property market may slow down the growth of the PRC property market or cause the PRC property market to decline. You should also refer to the section headed “Risk Factors” of this prospectus for further details in respect of risks related to our business and operation, risks related to the industry, risks related to the PRC, risks related to property development in the U.S. and risks related to the Global Offering.