

# 雅 居 樂 地 產 控 股 有 限 公 司 AGILE PROPERTY HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability) (於開曼群島註冊成立的有限公司) Stock code 股份代號: 3383

Interim Report 2007 中期報告



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# Corporate and Shareholders' Information

### **BOARD OF DIRECTORS**

### **Executive Directors**

Mr. Chen Zhuo Lin (Chairman)
Mr. Chan Cheuk Yin (Vice-Chairman and Co-President)
Ms. Luk Sin Fong, Fion (Vice-Chairlady and Co-President)
Mr. Chan Cheuk Hung
Mr. Chan Cheuk Hei
Mr. Chan Cheuk Nam

#### Independent Non-Executive Directors

Dr. Cheng Hon Kwan *GBS, OBE, JP* Mr. Kwong Che Keung, Gordon Mr. Cheung Wing Yui

### **COMPANY SECRETARY**

Ms. Wai Ching Sum

### **QUALIFIED ACCOUNTANT**

Mr. Chu Hau Lim

## **AUTHORIZED REPRESENTATIVES**

Ms. Luk Sin Fong, Fion Ms. Wai Ching Sum

### **AUDIT COMMITTEE**

Mr. Kwong Che Keung, Gordon (*Chairman*) Dr. Cheng Hon Kwan *GBS, OBE, JP* Mr. Cheung Wing Yui

## **REMUNERATION COMMITTEE**

Dr. Cheng Hon Kwan *GBS*, *OBE*, *JP* (*Chairman*) Mr. Kwong Che Keung, Gordon Mr. Cheung Wing Yui Ms. Luk Sin Fong, Fion

### **NOMINATION COMMITTEE**

Mr. Cheung Wing Yui *(Chairman)* Dr. Cheng Hon Kwan *GBS, OBE, JP* Mr. Kwong Che Keung, Gordon Ms. Luk Sin Fong, Fion

## **AUDITORS**

PricewaterhouseCoopers

### **LEGAL ADVISORS**

as to Hong Kong law: Sidley Austin Brown & Wood Iu, Lai & Li

as to PRC law: Jingtian & Gongcheng

as to Cayman Islands law: Conyers Dill & Pearman

### **PRINCIPAL BANKERS**

The Bank of China Limited Industrial and Commercial Bank of China Limited China Construction Bank Corporation Agriculture Bank of China The Bank of East Asia, Limited The Hongkong and Shanghai Banking Corporation Limited

### **PRINCIPAL REGISTRAR**

Butterfield Fund Services (Cayman) Limited Butterfield House 68 Fort Street P.O. Box 705, George Town Grand Cayman Cayman Islands

# HONG KONG BRANCH REGISTRAR

Tricor Investor Services Limited 26th Floor, Tesbury Centre 28 Queen's Road East Hong Kong

## **REGISTERED OFFICE**

Cricket Square Hutchins Drive P.O. Box 2681 Grand Cayman KY1-1111 Cayman Islands

# PRINCIPAL PLACE OF BUSINESS IN THE PRC

Agile Hotel Jinyong Road, Sanxiang Town Zhongshan City Guangdong, PRC Postal Code: 528463

# PLACE OF BUSINESS IN HONG KONG

20th Floor 238 Nathan Road Kowloon Hong Kong

## **INVESTORS RELATIONS**

Corporate Communications Department E-mail: ir@agile.com.cn Telephone: (852) 2780 8688 (86) 760 668 6868 Facsimile: (852) 2780 8822 (86) 760 633 3112

## **WEBSITE**

www.agile.com.cn

# LISTING INFORMATION

Share Listing The Company's ordinary shares are listed on The Stock Exchange of Hong Kong Limited (Stock Code: 3383)

Senior Notes Listing The Company's 9% 7-year senior notes are listed on The Singapore Exchange Securities Trading Limited

# SHAREHOLDERS' CALENDAR

Register of Shareholders Closure of Register of Members 10 October to 12 October 2007 (both days inclusive)

**Dividends (per share)** Interim dividend HK5.5 cents Payable on 18 October 2007

# Financial Highlights

| Six months ended 30 June              |       |       |            |  |
|---------------------------------------|-------|-------|------------|--|
|                                       |       |       | Increase/  |  |
|                                       | 2007  | 2006  | (Decrease) |  |
|                                       |       |       |            |  |
| Sales (RMB million)                   | 3,196 | 3,047 | 4.9%       |  |
| Gross profit (RMB million)            | 1,132 | 1,018 | 11.3%      |  |
| Operating profit (RMB million)        | 870   | 866   | 0.5%       |  |
| Profit for the period (RMB million)   | 602   | 585   | 2.8%       |  |
| Earnings per share (RMB)              | 0.160 | 0.167 | (4.2%)     |  |
| Interim dividend (HK cents per share) | 5.5   | 5     | 10%        |  |

|   | As at<br>30 June 2007 | As at<br>31 December 2006 |
|---|-----------------------|---------------------------|
|   |                       |                           |
| Total assets (RMB million)                          | 21,535                | 17,484                    |
| Net current assets (RMB million)                    | 8,926                 | 9,178                     |
| Total assets less current liabilities (RMB million) | 13,723                | 12,672                    |
| Total equity (RMB million)                          | 7,727                 | 7,384                     |
| Number of shares issued (in million)                | 3,746                 | 3,746                     |

# Chairman's Statement

### **Dear Shareholders**,

I am pleased to announce that, for the six months ended 30 June 2007, Agile Property Holdings Limited ("Agile Property" or the "Company") and its subsidiaries (collectively the "Group") recorded a net profit which amounted to RMB602 million, representing an increase of 2.8% over the same period last year. For the first half of 2007, the Group has continued its rapid business development and achieved a satisfactory performance, thus establishing the foundation for our outstanding performance in 2007. The Board has declared an interim dividend of HK5.5 cents per share (2006: HK5 cents per share).

During the period under review, the business operations of the Group have achieved satisfactory results in line with our expansion strategy. In the first half of 2007, total sales and gross profit amounted to approximately RMB3,196 million and RMB1,132 million respectively, representing an increase of 4.9% and 11.3% as compared to the corresponding period last year.

### **PROPERTY DEVELOPMENT**

In the first half of 2007, the PRC government implemented a series of stringent macroeconomic policies in order to curb the overheating property markets in certain cities, regulate the development of the property market, and stabilize property prices to levels affordable by citizens. Bolstered by the continuous robust growth of China's economy and the corresponding increase in citizens' income which have spurred housing demand predominantly by users, the Guangdong property market continued to demonstrate strong investment and demand. The prospect of market development remains promising. By increasing our land bank in the first- and second-tier cities with appreciation potential, the Group focused on residential property development, while appropriately increasing the proportion of commercial properties for enhancing recurrent income to consolidate its position in the market. At the same time, the Group proactively pursued its nationwide expansion strategy. In addition to Nanjing, Chengdu and Xi'an, we acquired premium land sites in Shanghai, Chongqing, Hainan and Shenyang. The mature projects remained as a stable source of income for the Group, while a majority of the new projects have commenced as scheduled and are under smooth progress.

We always regard land bank as the foundation for long term growth. From the beginning of 2007 till now, the Group has successfully acquired, through public auction or transfer agreements, several land sites amounting to a total gross floor area ("GFA") of approximately 8.88 million sq.m.. These sites are situated in a number of cities with development potential, including Guangzhou, Zhongshan, Foshan, Jiangmen, Shanghai, Chengdu, Chongqing, Hainan and Shenyang. As at the date of this report, the Group's total land bank amounted to a total GFA approximately 24.55 million sq.m. (excluding the land sold and revenue recognized in the first half of 2007), a 52% increase as compared to 16.16 million sq.m. as at 31 December 2006. Among the land bank, 28 parcels of land (accounting for 19% of total land bank or a GFA of over 4.654 million sq.m.) are located in city centers, 20 parcels of land (accounting for 46.2% of total land bank or a GFA of over 11.352 million sq.m.) are located on city outskirts, and 5 parcels of land (accounting for 34.8% of total land bank or a GFA of over 8.542 million sq.m.) in cities with high growth potential. This land bank will be sufficient for the Group's medium and long term use in the coming six to eight years of development.

Our existing property projects under development are progressing smoothly and the projects in Guangzhou, Huadou, Conghua, Zhongshan and Nanhai continue to make contributions to our sales; while our newly developed projects have already begun their sales, with excellent results recorded in Dachong, Foshan and Heyuan. Projects outside Guangdong Province have also met their development plan in terms of progress, quality and cost control. Sales of the Chengdu and Nanjing projects will begin in the fourth quarter of 2007 while the Shanghai, Xi'an and Hainan projects have also started construction, with the pre-construction work on other projects being executed in full speed. Projects outside Guangdong Province are going to make great contributions to the Group's sales in 2008.

Apart from its strength in the development of residential business, the Group has also appropriately increased the proportion of investment properties. The construction work on hotels and commercial properties in Guangzhou, Foshan, Huizhou, Shanghai and Hainan was kicked off. We are now working on establishing partnerships with international hotel operators in order to boost hotel property values and investment gains.

**Chairman's Statement** 

Given our stringent financial controls, extensive experience in property development, an experienced team and premium brand awareness, the Group is accelerated for its planned expansion and the position of Agile Property in the market is further consolidated.

### **GROUP FINANCE**

Agile Property has adhered to a prudent financial policy. Capitalizing on expenses gained from the capital and financial markets, we gained substantial support from the banks. We entered into an agreement with 16 international commercial banks in June 2007 for a dual-currency revolving credit facility of USD200 million for a term of three years, which proved the banks' confidence in Agile Property's future development. Such banking facilities have enabled the Group to expand financing channels and enhance flexibility in the allocation of working capital, thus driving the future growth of the Group.

### **PROSPECTS**

The Board is confident of developing Agile Property into a large-scale, influential property developer nationwide. Leveraging on its high caliber professionals, well-established brand image and influence, sufficient financial resources, easy access to both international and domestic financing sources, a high standard of corporate governance and precise market insights, the Group has been strengthening the resources for operations and development so as to increase its competitiveness on an on-going basis. Meanwhile, the Group has entered into a stage of rapid growth. The subsequent launch of Chengdu Project and Nanjing Project in the second half of the year will demonstrate that we are equally outstanding in executing development in and outside Guangdong Province, and our property business is expected to achieve good results for the year. While the domestic property industry has shown a new facet, the market principle of "survival of the best" will bring us invaluable development opportunities.

The Group will continue to access the development potential of other suitable target cities and projects. With the support from our satisfactory level of sales revenue, we will, based on our prudent financial principles, consider increasing our land bank and creating new profit growth drivers. In August 2007, the Group has established its presence in the Northern China market by acquiring a land site in Shenyang City through auction, thus further capitalizing on market synergy and enhancing economies of scale.

While focusing on property development, the Group will also expand its hotel business. We plan to develop hotels in various cities including Guangzhou, Foshan, Huizhou, Shanghai and Hainan. Meanwhile, the operations of hotels in Guangzhou and Foshan will be commenced in the second half of the year.

The Group will strive to strike the best balance between economy of scale and efficiency, actively optimize its strategy of diversified businesses, provide quality products and prominent services for customers, as well as maximize values for our shareholders.

### ACKNOWLEDGEMENT

On behalf of the Board, I would like to express our heartfelt thanks to our shareholders for their enormous support and to all staff members for their concerted efforts.

CHEN Zhuo Lin Chairman

Hong Kong, 17 September 2007

# Management Discussion and Analysis

#### **MARKET REVIEW**

Benefiting from the growth in domestic demand and inflow of foreign investment, the PRC economy continued its rapid and steady growth. With the gradually optimized economic structure due to the implementation of the macroeconomic policies by the PRC Government, the gross domestic product ("GDP") in the first half of 2007 achieved RMB10.6768 trillion, which represented a growth of 11.5% over the first half of 2006. As opposed to the past years, the income of citizens residing in cities and towns grew rapidly, with their disposable annual income per capita reaching RMB7,052, which represented an actual increase of 14.2%, excluding the price factor, over the first half of 2006. Such increase showed that the Chinese citizens' consumption power is in line with the national economic growth.

The chart below sets forth the key economic indicators of certain major cities where the Group's businesses are located in the first half of 2007. The local economic growth in these cities surpassed the country's average economic growth, with the income of city and town residents surging rapidly, thus providing the ground for a strong demand for properties.



### **GDP Growth**

\* Data for the first quarter ended 31 March 2007

<sup>#</sup> Data for the year ended 31 December 2006

^ Data for the five months ended 31 May 2007

### **Management Discussion and Analysis**

For the healthy and steady development of the property market and a harmonious living environment for the citizens, the Central Government implemented a range of policies to regulate the property market. Such policies aimed at preventing the influx of foreign hot money into the property market, curbing the hoarding of vacant lands, further increasing land supply and the supply of affordable decent housing in order to stable the increase in property prices, and to levels the property price affordable by citizens.

According to the surveys conducted by the National Development and Reform Commission and the National Bureau of Statistics, the sales prices of the country's 70 large- and medium-sized cities increased by 7.1% in June 2007 over the corresponding period in 2006; while the sales prices of property by types — affordable, ordinary and highend — increased by 1.4%, 7.7% and 8.5% respectively over the corresponding period of 2006. According to the National Bureau of Statistics, the total area under construction in respect of residential property nationwide in the first half of 2007 amounted to 1.34 billion sq.m., which represented a 22.9% increase over the corresponding period last year; while the vacant area of commodity residential units only amounted to 65.62 million sq.m., which demonstrated a 2.3% decrease as compared to the corresponding period last year. It is anticipated that the Central Government will continue to equalize the demand and supply of commodity residential units by increasing land supply for the long-term and steady development of the PRC property industry.

Macroeconomic controls accelerated the consolidation of the PRC property industry. Meanwhile, the Central Government further fine-tune the land supply system and the property developers with strong financial position could increase their land bank by way of open tender, auction and listing-for-sale. This provides an even better operating environment for the major property developers.

### **BUSINESS REVIEW**

Since the Group started its property business in Zhongshan, Guangdong Province, in 1992, our scale of business has expanded rapidly. In 2006, the Group even made substantial efforts to establish its presence outside Guangdong Province. After 15 years of operations, our businesses now cover 22 cities nationwide and the Group has become one of the most established property developers in the PRC. For the six months ended 30 June 2007, the Group's turnover and profit for the period reached RMB3.196 billion and RMB602 million respectively.

While proactively pursuing business expansion outside the Guangdong Province, the Group continued to capitalize on its established market position and strengths in Guangdong in order to proactively pursue business expansion outside Guangdong. As at 17 September 2007, the Group had a total of 53 projects in the regions of Pearl River Delta, Eastern Guangdong, Yangtze River Delta, Western China, Hainan Province and Northern China. Currently, the GFA under development amounts to 3.78 million sq.m., which represented a surge of 215% as compared to 1.20 million sq.m. as at 31 December 2006.

### **PROPERTY DEVELOPMENT**

Given Agile's well-known brand in the PRC property market, in particular over the Pearl River Delta region, as well as its outstanding property quality, excellent property management and innovative and efficient marketing strategies, the Group continued to record satisfactory property sales during the period under review.

During the period under review, the Group launched a number of medium- to high-end residential properties located in the Pearl River Delta region and their sales performance was remarkable. In line with the government's policy which aimed at increasing the supply of small to medium-sized residential properties, the Group's apartments recorded sales was apparently higher than that of last year. For the six months ended 30 June 2007, the Group's recognized sales from apartment properties achieved a GFA of 427,000 sq.m., which represented a 24.9% increase as compared to 342,000 sq.m. in the corresponding period last year; while recognized sales from low density units amounted to a GFA of 81,000 sq.m., which was a 45.6% decrease as compared to 149,000 sq.m. in the corresponding period last year. The Group's overall recognized sales from properties reached a GFA of 525,169 sq.m., representing an increase of 3.2% over 509,052 sq.m. in the corresponding period last year.

Along with the rise of citizens' living standard and continuous increase in housing demand, each of the Group's average selling price of apartments and low density units recorded a double-digit growth. The average selling price of apartments increased from RMB4,506/sq.m. to RMB5,154/sq.m., which represented a growth of 14.4% over the corresponding period last year; while that of low density units increased from RMB9,051/sq.m. to RMB10,486/ sq.m., which represented a rise of 15.9%. As apartment sales contributed to most of the recognized property sales during the period, the Group recorded a slight increase of 1.2% to RMB5,942/sq.m., as compared to RMB5,873/ sq.m. for the corresponding period of 2006, in the average selling price of properties, as a result of products mix shift.

|           | Percentage |       |           | Percentage |  |  |
|-----------|------------|-------|-----------|------------|--|--|
| Project   | GFA        | share | Turnover  | share      |  |  |
|           | (sq.m.)    |       | (RMB'000) |            |  |  |
|           |            |       |           |            |  |  |
| Guangzhou | 170,866    | 32.7% | 1,056,989 | 33.9%      |  |  |
| Zhongshan | 271,065    | 51.2% | 1,511,626 | 48.4%      |  |  |
| Foshan    | 83,238     | 16.1% | 551,787   | 17.7%      |  |  |
|           |            |       |           |            |  |  |
| Total:    | 525,169    | 100%  | 3,120,402 | 100%       |  |  |

The table below sets forth the recognized sales amounts and sold GFA by the Group during the period under review:

The cost of sales in the period was RMB3,495/sq.m., representing a decrease of 2.6% as compared to RMB3,589/ sq.m. in the corresponding period last year. Thus, the overall profit margin was still increased by 2.0% to 35.4% over 33.4% in the same period last year.

In the second half of the year, the Group will continue to grasp the favorable property market condition and meet the strong demand for residential properties by launching 27 residential properties. The saleable GFA in the second half of the year is expected to reach 2,933,000 sq.m., including the Shuangliu Project in Chengdu and Qinhuai Project in Nanjing, which is the first lot of projects to be launched by the Group outside Guangdong Province.

**Management Discussion and Analysis** 

The table below sets forth the Group's saleable GFA in the second half of the year:

| Project   | Saleable GFA<br>(sq.m.) |
|-----------|-------------------------|
|           |                         |
| Guangzhou | 738,000                 |
| Zhongshan | 996,000                 |
| Foshan    | 492,000                 |
| Other     | 707,000                 |
|           |                         |
| Total:    | 2,933,000               |

## **PROPERTY UNDER CONSTRUCTION**

Adhering to the efficient operating strategy and utilizing the outstanding experience in project management, the Group implemented property development projects in various strategic locations over the PRC. During the period under review, the properties under construction were completed one by one on schedule. As at 30 June 2007, the Group's completed properties was increased by 40% from 255,500 sq.m. last year to 356,800 sq.m.. With our extensive experience in property development and outstanding management team and staff, the Group is confident that the GFA scheduled to be completed in the year could be achieved.

## LAND BANK

The Group has been actively expanding the premium land bank with a pragmatic and prudent strategy. As at 17 September 2007, the Group had a total of 53 projects. The total land bank reached 24.55 million sq.m., representing an increase of 52% as compared to 16.16 million sq.m. as at 31 December 2006, and was adequate for the development of the Group in the coming six to eight years. The abundant land bank laid a solid foundation for the long term development of the Group.

From 1 January 2007 till now, benefiting from the advantage of the capital market, the Group acquired several parcels of land in those cities with development potential and strengthened the strategy of nationwide expansion. 18 projects were acquired respectively in Guangzhou, Zhongshan, Foshan, Shanghai, Chengdu, Chongqing, Hainan and Shenyang during the period, leading to an increase of approximately 8.88 million sq.m. of GFA. The newly acquired lands were mainly used for developing residential properties, while some of them were used for developing commercial properties and hotel business.

Average Project Consideration Total GFA land cost (RMB million) (RMB/sq.m.) (sq.m.) Guangzhou Liwan Project 350 5,700 61,622 140 5,700 Guangzhou Haizhu Project 24,834 Guangzhou Panyu Shilou Town Project 77 26,000 2,960 111,680 Guangzhou Zengcheng Project 200 1.791 Panyu Hongxi Huating 460 89,018 5,167 Panyu Southern District Qingxin Road Project 852 157,507 5,409 Zhongshan Guinan Land 1 229 573,280 400 600 Zhongshan Western District Bo'ai Road Project 864 1,448,000 Zhongshan Qijiang Land No. 5 43 64,972 656 Zhongshan Kuchong Project 170 2.052 82.826 Zhongshan Guinan Land No. 2 23 27,825 819 Shunde Daliang Project 962 476 488,543 Nanhai Xigiao Commercial Development Project 189 133,657 1,400 Enping Qinghu Resort Project 234 1,946,784 120 Shanghai Huangpu Project 1,753 114,358 15,285 Chongging Nan'an Project 880 430 491,184 Hainan Qingshiuwan Project 1,018 2,959,796 340 Shenyang Puhe New City Project 55 76,020 723 Total: 7,563 8,877,906 852

The following table sets forth the details of the newly acquired land bank from 1 January 2007 till now:

All the current projects of the Group are situated in provincial capitals and cities with strong economy and development potential in property market. These provincial capitals and cities are situated in favourable geographical locations and they are mainly divided into three categories: (i) city centers — provincial capitals and areas in urban centres with relatively strong economy, which include projects of residential, hotels and office buildings in Guangzhou, Zhongshan, Foshan, Shunde, Nanjing and Shanghai etc., the advantage of which is the higher selling prices and considerable profits; (ii) city outskirts — provincial capitals and city outskirts with relatively strong economies and about a 10 to 20-minute ride from city centre, which include projects in Chengdu, Xi'an, Chongqing and Shenyang etc., and provide the advantages of strong potential of development equipped with the Group's extensive experience; (iii) cities with high growth potential — secondary cities with a potential large demand for housing, including projects in Conghua, Jiangmen, Heyuan and Hainan etc., and provide the advantages of lower land prices and larger room for appreciation.

**Management Discussion and Analysis** 

| Project   | Number of<br>projects | <b>Total GFA</b><br>(sq.m.) | Proportion     |
|---|-----------------------|-----------------------------|----------------|
| City centers  | 28                    | 4,654,081                   | 19.0%          |
| City outskirts<br>Cities with high growth potential | 20<br>5               | 11,351,648<br>8,541,591     | 46.2%<br>34.8% |
| Total:  | 53                    | 24,547,320                  | 100%           |

The following table sets forth the Group's land bank by regions as at 17 September 2007:

|                            |           | GFA         |            |            |  |  |
|----------------------------|-----------|-------------|------------|------------|--|--|
|                            | Completed | Under       | Not yet    |            |  |  |
| City/Province              | for sale  | development | developed  | Total      |  |  |
|                            | (sq.m.)   | (sq.m.)     | (sq.m.)    | (sq.m.)    |  |  |
| Pearl River Delta Region   | 564,131   | 2,550,762   | 10,726,491 | 13,841,384 |  |  |
| — Guangzhou                | 70,775    | 629,580     | 2,584,500  | 3,284,855  |  |  |
| — Zhongshan                | 409.584   | 1,385,510   | 5,188,303  | 6,983,397  |  |  |
| — Foshan                   | 83,772    | 535,672     | 1,006,904  | 1,626,348  |  |  |
| — Jiangmen                 | 0         | 0           | 1,946,784  | 1,946,784  |  |  |
| Eastern Guangdong          | 0         | 409,058     | 4,448,645  | 4,857,703  |  |  |
| — Heyuan                   | 0         | 312,888     | 2,416,593  | 2,729,481  |  |  |
| — Huizhou                  | 0         | 96,170      | 2,032,052  | 2,128,222  |  |  |
| Yangtze River Delta Region | 0         | 297,805     | 182,177    | 479,982    |  |  |
| — Nanjing                  | 0         | 183,447     | 182,177    | 365,624    |  |  |
| — Shanghai                 | 0         | 114,358     | 0          | 114,358    |  |  |
| Western China              | 0         | 526,498     | 1,805,937  | 2,332,435  |  |  |
| — Chengdu                  | 0         | 386,834     | 1,219,917  | 1,606,751  |  |  |
| — Xi'an                    | 0         | 139,664     | 94,836     | 234,500    |  |  |
| — Chongqing                | 0         | 0           | 491,184    | 491,184    |  |  |
| Hainan Province            | 0         | 0           | 2,959,796  | 2,959,796  |  |  |
| — Qingshuiwan Project      | 0         | 0           | 2,959,796  | 2,959,796  |  |  |
| Northern China             | 0         | 0           | 76,020     | 76,020     |  |  |
| - Shenyang Project         | 0         | 0           | 76,020     | 76,020     |  |  |
| Total:                     | 564,131   | 3,784,123   | 20,199,066 | 24,547,320 |  |  |

## **PROPERTY MANAGEMENT**

We have been renowned for excellence in property management services. We are committed to providing a comfortable living environment and quality property management services to our property occupants.

During the period under review, our property management companies recorded a property management fee income of RMB75.68 million, representing an increase of 31.7% as compared to the corresponding period in 2006. As of 30 June 2007, there is a total GFA of 6.15 million sq.m. in mainland China receiving our property management services.

### **DECORATION SERVICE**

We provide decoration service to the Group's companies through Zhongshan Fashion Decoration Company Limited to ensure that all products and materials for our property development business meet quality standard, and all materials used by us are complied with the environmental protection requirements.

### **FINANCIAL REVIEW**

#### Financial resources, liquidity and gearing

As at 30 June 2007, the Group's bank loans and senior notes payable were RMB4.27 billion and RMB2.97 billion respectively. Amongst the bank loans, RMB1.84 billion are repayable within one year, RMB1.23 billion are repayable in the second to third year and RMB1.2 billion are repayable in the third to fifth year. The senior notes are repayable over 5 years.

The Group's bank borrowings of RMB2.76 billion as at 30 June 2007 (31 December 2006: RMB2.14 billion) are secured by the Group's land use right, completed properties held for sale and bank deposits with an aggregate carrying value of RMB1.45 billion. The senior notes are jointly and severally guaranteed by certain subsidiaries of the Group and by pledge of their shares. The net assets of these subsidiaries were approximately RMB0.97 billion as at 30 June 2007.

In order to enrich financing channels and enhance flexibility in the allocation of working capital, we entered into a dual-currency revolving credit facility agreement in June 2007 for a loan facility of USD200 million or Hong Kong dollars equivalent for a term of three years. Our cash balance of approximately RMB2.32 billion at 30 June 2007 (31 December 2006: RMB5.2 billion) together with the unutilized banking facilities of RMB3.4 billion (31 December 2006: RMB0.7 billion), the Group's total funds available at 30 June 2007 amounted to approximately RMB5.72 billion (31 December 2006: RMB5.9 billion).

The Group's current ratio decreased from 2.9 times at 31 December 2006 to 2.1 times at 30 June 2007. Leveraging on the prudent financial policy, we have maintained a healthy gearing ratio. The net debt to equity ratio of the Group at 30 June 2007 was 63.9% (31 December 2006: 2.2%).

During the period under review, the Group's total cost of borrowing was RMB0.22 billion, representing an increase of RMB0.18 billion over the first half of 2006. The interest coverage ratio (calculated on the basis of EBITDA over gross interest) was 3.7 times (the first half of 2006: 17.8 times). Such increase has been taken into account by the management when the Company issued the USD400 million 9% 7-years senior notes in September 2006.

### **Management Discussion and Analysis**

The Group conducts its business almost exclusively in Renminbi. Other than the bank balance denominated in HK dollars and US dollars of RMB2.52 billion, the 9% yield senior notes denominated in US dollars and the dualcurrency revolving credit facility denominated in HK dollars and US dollars, the Group does not have any material exposure directly due to foreign exchange fluctuations.

#### **Contingent Liabilities**

The Group provides buy-back guarantees as a normal practice in this sector in the PRC to banks which granted home mortgage facilities to buyers of the Group's properties in mainland China. As at 30 June 2007, the outstanding buy-back guarantees amounted to RMB4.59 billion (31 December 2006: RMB3.69 billion).

### COMMITMENTS

As at 30 June 2007, commitments in respect of the property development expenditures of the Group were approximately RMB1.9 billion (31 December 2006: RMB1.2 billion). The Group has also committed to pay the land premium on land acquisitions amounting to approximately RMB1.8 billion (31 December 2006: RMB3.2 billion).

### **MAJOR ACQUISITIONS**

On 19 March 2007, the Group acquired 100% equity interest in the Foshan Shunde Shuntian Property Management Company Limited (佛山市順德區順天物業管理有限公司) ("Shunde Shuntian"). Shunde Shuntian was established for the purpose of developing a property project in Shunde Daliang project. There was no income contributed to the Group by Shunde Shuntian during the period under review and its property project was still under construction as at 30 June 2007.

### **HUMAN RESOURCES**

As at 30 June 2007, the Group had a total of 5,442 employees (31 December 2006: 4,728), among which property development staff accounted for 2,076 and property management staff accounted for 3,366. By geographical location, there were 5,409 employees in mainland China and 33 employees in Hong Kong, Macau and others. Total staff costs, including directors' emoluments, for the six months ended 30 June 2007 amounted to RMB0.14 billion (for the six months ended 30 June 2006: RMB90.13 million).

# Condensed Consolidated Interim Balance Sheet

|  |      | As                     | at                   |
|--|------|------------------------|----------------------|
|  |      | 30 June<br>2007        | 31 December<br>2006  |
|  | Note | (Unaudited)<br>RMB'000 | (Audited)<br>RMB'000 |
| ASSETS   |      |                        |                      |
| Non-current assets                             |      |                        |                      |
| Property, plant and equipment                  | 4    | 103,504                | 92,937               |
| Land use rights                                | 4    | 4,635,198              | 3,369,449            |
| Intangible assets                              | 4    | 2,457                  | 2,679                |
| Deferred income tax assets                     |      | 55,841                 | 29,417               |
|  |      | 4,797,000              | 3,494,482            |
| Current assets                                 |      |                        |                      |
| Land use rights                                | 4    | 2,862,316              | 1,595,927            |
| Properties under development                   | 5    | 3,206,571              | 2,209,242            |
| Completed properties held for sale             | 6    | 1,322,421              | 1,410,022            |
| Prepayments for acquisition of land use rights | 7    | 3,462,682              | 2,383,092            |
| Prepayments for acquisition of subsidiaries    | 8    | 1,954,371              | _,,                  |
| Trade and other receivables                    | 9    | 589,297                | 591,329              |
| Restricted cash                                | 10   | 1,024,233              | 605,150              |
| Cash and cash equivalents                      | 11   | 2,315,908              | 5,194,508            |
|  |      | 16,737,799             | 13,989,270           |
| Total assets                                   |      | 21,534,799             | 17,483,752           |
| OWNERS' EQUITY                                 |      |                        |                      |
| Capital and reserves attributable to           |      |                        |                      |
| the shareholders of the Company                |      |                        |                      |
| Share capital and premium                      | 12   | 5,102,222              | 5,102,222            |
| Other reserves                                 | 13   | 609,743                | 554,725              |
| Retained earnings                              |      | ,- ••                  |                      |
| - Proposed dividend                            |      | 199,007                | 258,451              |
| - Unappropriated retained earnings             |      | 1,798,219              | 1,454,133            |
|  |      | 7,709,191              | 7,369,531            |
| Minority interests                             |      | 18,120                 | 14,659               |
| Total equity                                   |      | 7,727,311              | 7,384,190            |

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|                                       |      | As at       |             |  |
|---------------------------------------|------|-------------|-------------|--|
|                                       |      | 30 June     | 31 December |  |
|                                       |      | 2007        | 2006        |  |
|                                       |      | (Unaudited) | (Audited)   |  |
|                                       | Note | RMB'000     | RMB'000     |  |
| LIABILITIES                           |      |             |             |  |
| Non-current liabilities               |      |             |             |  |
| Borrowings                            | 14   | 5,406,459   | 4,708,442   |  |
| Deferred income tax liabilities       |      | 589,511     | 579,472     |  |
|                                       |      | 5 005 070   | 5 007 01 4  |  |
|                                       |      | 5,995,970   | 5,287,914   |  |
| Current liabilities                   |      |             |             |  |
| Trade and other payables              | 15   | 5,897,270   | 3,956,304   |  |
| Current income tax liabilities        |      | 78,367      | 204,144     |  |
| Borrowings                            | 14   | 1,835,881   | 651,200     |  |
|                                       |      | 7,811,518   | 4,811,648   |  |
|                                       |      | 7,011,010   | 4,011,040   |  |
| Total liabilities                     |      | 13,807,488  | 10,099,562  |  |
| Total equity and liabilities          |      | 21,534,799  | 17,483,752  |  |
| Net current assets                    |      | 8,926,281   | 9,177,622   |  |
|                                       |      | -,,-01      | 0,,022      |  |
| Total assets less current liabilities |      | 13,723,281  | 12,672,104  |  |

# Condensed Consolidated Interim Income Statement

|  |      | Six months er | nded 30 June |
|--|------|---------------|--------------|
|  |      | 2007          | 2006         |
|  |      | (Unaudited)   | (Unaudited)  |
|  | Note | RMB'000       | RMB'000      |
| Sales  | 3    | 3,196,083     | 3,047,328    |
| Cost of sales  | 0    | (2,063,617)   | (2,029,423)  |
|  |      | (_,,          | (_, , )      |
| Gross profit   |      | 1,132,466     | 1,017,905    |
| Other income   | 17   | 71,075        | 60,477       |
| Selling and marketing costs                            |      | (100,087)     | (92,976)     |
| Administrative expenses                                |      | (173,519)     | (89,271)     |
| Other expenses   |      | (3,920)       | (3,496)      |
| Exchange losses, net                                   | 18   | (55,596)      | (26,621)     |
|  |      |               |              |
| Operating profit                                       | 16   | 870,419       | 866,018      |
| Finance costs  | 19   | (31,531)      | (10,251)     |
| Profit before income tax                               |      | 838,888       | 855,767      |
| Income tax expense                                     | 20   | (237,316)     | (270,811)    |
|  |      |               |              |
| Profit for the period                                  |      | 601,572       | 584,956      |
| Attributable to:                                       |      |               |              |
| Shareholders of the Company                            |      | 598,111       | 579,636      |
| Minority interests                                     |      | 3,461         | 5,320        |
|  |      |               |              |
|  |      | 601,572       | 584,956      |
| Poole and diluted cornings per chere for               |      |               |              |
| Basic and diluted earnings per share for               |      |               |              |
| profit attributable to the shareholders of the Company | 21   | 0.160         | 0.167        |
| during the period (expressed in RMB per share)         | ۷ ا  | 0.160         | 0.107        |
| Dividends  | 22   | 199,007       | 178,305      |

# Condensed Consolidated Interim Statement of Changes in Equity

|   | Unaudited                         |   |                                 |                                  |                      |
|---|-----------------------------------|---|---------------------------------|----------------------------------|----------------------|
|   |                                   | Attributable to the shareholders of the Company |                                 |                                  |                      |
|   | Share                             | 0.1   |                                 |                                  |                      |
|   | capital and<br>premium<br>RMB'000 | Other<br>reserves<br>RMB'000                    | Retained<br>earnings<br>RMB'000 | Minority<br>interests<br>RMB'000 | Total<br>RMB'000     |
|   | (note 12)                         | (note 13)                                       |                                 |                                  |                      |
| Balance at 1 January 2006 (Audited)<br>Profit for the period          | 3,200,176                         | 496,525   | 807,508<br>579,636              | 5,916<br>5,320                   | 4,510,125<br>584,956 |
| Transfer to statutory reserve and enterprise expansion fund           | _                                 | 13,200  | (13,200)                        |                                  | _                    |
| Minority interests — acquisition of subsidiaries<br>Dividends         |                                   |   | (100,908)                       | 3,240<br>(404)                   | 3,240<br>(101,312)   |
| Balance at 30 June 2006   | 3,200,176                         | 509,725   | 1,273,036                       | 14,072                           | 4,997,009            |
| Balance at 1 January 2007 (Audited)                                   | 5,102,222                         | 554,725   | 1,712,584                       | ,                                | 7,384,190            |
| Profit for the period<br>Transfer to statutory reserve and enterprise | _                                 |   | 598,111                         | 3,461                            | 601,572              |
| expansion fund<br>Dividends (note 22(a))                              | _                                 | 55,018<br>—                                     | (55,018)<br>(258,451)           | _                                | (258,451)            |
| Balance at 30 June 2007   | 5,102,222                         | 609,743   | 1,997,226                       | 18,120                           | 7,727,311            |

# Condensed Consolidated Interim Cash Flow Statement

|  |      | Six months ended 30 June |             |  |
|--|------|--------------------------|-------------|--|
|  |      | 2007                     | 2006        |  |
|  |      | (Unaudited)              | (Unaudited) |  |
|  | Note | RMB'000                  | RMB'000     |  |
|  |      |                          |             |  |
| Net cash used in operating activities        |      | (3,669,131)              | (1,551,288) |  |
|  |      |                          |             |  |
| Net cash used in investing activities        |      | (709,130)                | (589,184)   |  |
|  |      |                          |             |  |
| Net cash generated from financing activities |      | 1,555,257                | 711,578     |  |
|  |      |                          |             |  |
| Decrease in cash and cash equivalents        |      | (2,823,004)              | (1,428,894) |  |
| Exchange losses on cash and cash equivalents |      | (55,596)                 | (26,621)    |  |
| Cash and cash equivalents at 1 January       | 11   | 5,194,508                | 4,205,202   |  |
|  |      |                          |             |  |
| Cash and cash equivalents at 30 June         | 11   | 2,315,908                | 2,749,687   |  |

# Notes to the Condensed Consolidated Interim Financial Information

## **1** General information

Agile Property Holdings Limited (the "Company") is a limited liability company incorporated in the Cayman Islands on 14 July 2005 and is principally engaged in investment holding. The address of its registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The Company and its subsidiaries (the "Group") are principally engaged in property development in the People's Republic of China (the "PRC").

The Company's shares were listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 15 December 2005.

The condensed consolidated interim financial information was approved for issue on 17 September 2007.

## 2 Basis of preparation and accounting policies

### 2.1 Basis of preparation

This condensed consolidated interim financial information has been prepared in accordance with Hong Kong Accounting Standard 34 ("HKAS 34") "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants. The condensed interim financial information should be read in conjunction with the annual accounts for the year ended 31 December 2006.

### 2.2 Accounting policies

The accounting policies adopted are consistent with those used in the annual accounts for the year ended 31 December 2006.

- (a) The following new standards, amendments to standards and interpretations are mandatory for financial year ending 31 December 2007.
  - HKFRS 7, "Financial instruments: Disclosures" and Amendment to HKAS 1, "Presentation of financial statements: Capital Disclosure", effective for annual periods beginning on or after 1 January 2007. The Group have assessed the impact of HKFRS 7 and the amendment to HKAS 1 and concluded that the main additional disclosures will be the sensitivity analyses to market risk and the capital disclosures required by the amendment of HKAS 1. The Group has applied HKFRS 7 and the amendment to HKAS 1 from annual periods beginning 1 January 2007 and will make full disclosure in the annual accounts of 2007.
  - HK (IFRIC)-Int 7, "Applying the Restatement Approach under HKAS 29, Financial Reporting in Hyperinflationary Economies", effective for annual periods beginning on or after 1 March 2006. This interpretation is not relevant to the Group.
  - HK (IFRIC)-Int 8, "Scope of HKFRS 2 Share-based payment", effective for annual periods beginning on or after 1 May 2006. This interpretation is not relevant to the Group.

## 2 Basis of preparation and accounting policies (Continued)

### 2.2 Accounting policies (Continued)

- (a) The following new standards, amendments to standards and interpretations are mandatory for financial year ending 31 December 2007 (Continued).
  - HK (IFRIC)-Int 9, "Reassessment of Embedded Derivatives", effective for annual periods beginning on or after 1 June 2006. This interpretation is not relevant to the Group.
  - HK (IFRIC)-Int 10, "Interim Financial Reporting and Impairment", effective for annual periods beginning on or after 1 November 2006. This interpretation is not expected to have any significant impact on the Group's interim financial information.
- (b) The following new standards, amendments to standards and interpretations have been issued but are not effective for financial year ending 31 December 2007 and have not been early adopted.
  - HK (IFRIC)-Int 11, "Group and Treasury Share Transactions", effective for annual periods beginning on or after 1 March 2007;
  - HK (IFRIC)-Int 12, "Service Concession Arrangements", effective for annual periods beginning on or after 1 January 2008;
  - HKFRS 8, "Operating Segment", effective for annual periods beginning on or after 1 January 2009; and
  - HKAS 23 (revised), "Borrowing Costs", effective for annual periods beginning on or after 1 January 2009.

The management is in the process of assessing the impact of application of these new standards, amendments or interpretations that will have on the Group's financial statements in the period of initial application.

# **3 Segment information**

The Group is organized into three business segments: property development, property management and decoration service. As less than 10% of the Group's sales, results and assets are attributable to the market outside the PRC, no geographical segment data is presented.

The segment assets and liabilities as at 30 June 2007 and 2006, and segment results, capital expenditure for the six months ended 30 June 2007 and 2006 are as follows:

#### Six months ended 30 June 2007 and 2006

|                              | Pro             | perty          | Pro            | perty       |            |              |           |           |                 |                 |
|------------------------------|-----------------|----------------|----------------|-------------|------------|--------------|-----------|-----------|-----------------|-----------------|
|                              | devel           | opment         | manag          | gement      | Deco       | ration       | Elimi     | nation    | Gr              | oup             |
|                              | 2007            | 2006           | 2007           | 2006        | 2007       | 2006         | 2007      | 2006      | 2007            | 2006            |
|                              | RMB'000         | RMB'000        | RMB'000        | RMB'000     | RMB'000    | RMB'000      | RMB'000   | RMB'000   | RMB'000         | RMB'000         |
| Gross segment sales          | 3,120,402       | 2,989,846      | 87,456         | 67,172      | 60,969     | 39,603       | _         | _         | 3,268,827       | 3,096,621       |
| Inter-segment sales          |                 | _              | (11,775)       | (9,690)     | (60,969)   | (39,603)     | _         | _         | (72,744)        | (49,293)        |
|                              |                 |                |                |             |            |              |           |           |                 |                 |
| Sales                        | 3,120,402       | 2,989,846      | 75,681         | 57,482      | _          | —            | -         | —         | 3,196,083       | 3,047,328       |
| Segment result               | 851,700         | 854,198        | (671)          | (5,520)     | 16,927     | 9,328        | 2,463     | 8,012     | 870,419         | 866,018         |
| Finance costs                | ,               | ,              |                | (-))        |            | -,           | ,         | - , -     | (31,531)        | (10,251)        |
|                              |                 |                |                |             |            |              |           |           |                 | 055 303         |
| Profit before income tax     |                 |                |                |             |            |              |           |           | 838,888         | 855,767         |
| Income tax expense           |                 |                |                |             |            |              |           |           | (237,316)       | (270,811)       |
| Profit for the period        |                 |                |                |             |            |              |           |           | 601,572         | 584,956         |
| Segment assets               | 21,572,025      | 10,572,981     | 175,250        | 164,133     | 84,628     | 68,501       | (297,104) | (175,156) | 21,534,799      | 10,630,459      |
|                              |                 |                |                |             |            |              |           |           |                 |                 |
| Segment liabilities          | 13,869,532      | 5,585,537      | 197,792        | 188,014     | 26,641     | 30,127       | (286,477) | (170,228) | 13,807,488      | 5,633,450       |
| Capital averageliture        | 10.005          | 0.069          | 4 445          | E E 40      | 206        | 1 070        |           |           | 10 706          | 15 000          |
| Capital expenditure          | 18,305<br>5,054 | 9,068<br>5,706 | 1,115<br>3,128 | 5,542       | 306<br>421 | 1,272<br>473 | _         | _         | 19,726<br>8,603 | 15,882<br>8,871 |
| Depreciation<br>Amortization | 5,054<br>361    | 5,706<br>369   | 3,128          | 2,692<br>30 | 421        | 473          | _         | _         | 8,603<br>376    | 399             |
| Amonuzation                  | 301             | 309            | 15             | 30          |            |              |           |           | 3/0             | 299             |

# 4 Land use rights, property, plant and equipment and intangible assets

|  | Land use<br>rights<br>RMB'000 | Property,<br>plant and<br>equipment<br>RMB'000 | Intangible<br>assets<br>RMB'000 |
|--|-------------------------------|--|---------------------------------|
| Six months ended 30 June 2006                  |                               |  |                                 |
| Opening net book amount as at 1 January 2006   | 1,530,340                     | 65,888   | 788                             |
| Acquisition of subsidiaries                    | 669,928                       | 1,104  | _                               |
| Additions                                      | 876,370                       | 12,469   | 2,309                           |
| Disposals                                      | _                             | (170)  |                                 |
| Depreciation/amortization charges              | (15,394)                      | (8,871)  | (399)                           |
| Transfer to cost of sales                      | (279,789)                     | _  |                                 |
| Closing net book amount as at 30 June 2006     | 2,781,455                     | 70,420   | 2,698                           |
| Six months ended 30 June 2007                  |                               |  |                                 |
| Opening net book amount as at 1 January 2007   | 4,965,376                     | 92,937   | 2,679                           |
| Acquisition of subsidiaries                    | 342,445                       | 373  |                                 |
| Additions                                      | 2,408,037                     | 19,199   | 154                             |
| Disposals                                      | —                             | (402)  | —                               |
| Depreciation/amortization charges              |                               |  |                                 |
| - Capitalized in properties under development  | (29,837)                      | —  | —                               |
| - Recognized as expenses                       | (26,681)                      | (8,603)  | (376)                           |
| Transfer to cost of sales                      | (161,826)                     |  |                                 |
| Closing net book amount as at 30 June 2007     | 7,497,514                     | 103,504  | 2,457                           |
| Land use rights included in non-current assets | 4,635,198                     |  |                                 |
| Land use rights will be realized within one    | ,, 32                         |  |                                 |
| normal operating cycle or 12 months from       |                               |  |                                 |
| balance sheet date included in current assets  | 2,862,316                     |  |                                 |
|  | 7,497,514                     |  |                                 |

Land use rights comprise cost of acquiring rights to use certain land, which are all located in the PRC, for property development over fixed periods. Land use rights are amortized on a straight-line basis over the unexpired period of the rights and the remaining carrying amount is recognized as cost of sales when relevant properties are sold.

As at 30 June 2007, land use rights of RMB611,662,000 (31 December 2006: RMB566,936,000) were pledged as collateral for the Group's bank borrowings (note 14).

**Consolidated Interim Financial Information** 

## 5 Properties under development

|  | 30 June<br>2007<br>RMB'000                | 31 December<br>2006<br>RMB'000           |
|--|---|--|
| Properties under development   | 3,206,571                                 | 2,209,242                                |
| Amount comprises:  |   |  |
| Construction costs and capitalized expenditures  | 3,060,983                                 | 2,129,760                                |
| Interests capitalized<br>Opening balance<br>Additions<br>Transfer to cost of sales<br>Transfer to completed properties held for sale | 79,482<br>119,454<br>(17,117)<br>(36,231) | 55,791<br>94,188<br>(34,215)<br>(36,282) |
| Closing balance  | 145,588                                   | 79,482                                   |
|  | 3,206,571                                 | 2,209,242                                |

The properties under development are located in the PRC.

The capitalization rate of borrowings was 6.73% for the six months ended 30 June 2007 (for six months ended 30 June 2006: 5.84%).

## 6 Completed properties held for sale

All completed properties held for sale are located in the PRC.

As at 30 June 2007, completed properties held for sale of approximately RMB44,461,000 (31 December 2006: RMB23,851,000) were pledged as collateral for the Group's bank borrowings (note 14).

## 7 Prepayments for acquisition of land use rights

Amounts represent up-front payments for acquiring land use rights for property development. The amounts will be transferred to land use rights in the balance sheet when the Group obtains contractual usage rights of the lands.

## 8 Prepayments for acquisition of subsidiaries

Amounts represent prepayments made for the acquisition of certain subsidiaries whose principal activities are property development. The acquisitions were not yet completed as at 30 June 2007.

## 9 Trade and other receivables

|   | 30 June<br>2007<br>RMB'000 | 31 December<br>2006<br>RMB'000 |
|---|----------------------------|--------------------------------|
| Trade receivables (note (a))<br>Other receivables due from: | 326,523                    | 470,584                        |
| Related parties (note 26(c))                                | 285                        | 291                            |
| Third parties   | 121,262                    | 73,953                         |
| Prepayments for construction costs                          | 141,227                    | 46,501                         |
|   |                            |                                |
|   | 589,297                    | 591,329                        |

As at 30 June 2007, the fair value of trade and other receivables approximated their carrying amounts.

Note (a): Trade receivables mainly arise from sale of properties. Considerations in respect of properties sold are paid in accordance with the terms of the related sales and purchase agreements. As at 30 June 2007 and 31 December 2006, the ageing analysis of the trade receivables is as follows:

|                                  | 30 June | 31 December |
|----------------------------------|---------|-------------|
|                                  | 2007    | 2006        |
|                                  | RMB'000 | RMB'000     |
|                                  |         |             |
| Within 90 days                   | 310,544 | 457,192     |
| Over 90 days and within 365 days | 15,979  | 13,392      |
|                                  |         |             |
|                                  | 326,523 | 470,584     |

Notes to the Condensed

### **Consolidated Interim Financial Information**

### 10 Restricted cash

|  | 30 June<br>2007<br>RMB'000 | 31 December<br>2006<br>RMB'000 |
|--|----------------------------|--------------------------------|
| Guarantee deposits for mortgage loans (note (a))<br>Guarantee deposits for construction of | 71,803                     | 55,899                         |
| pre-sale properties (note (b))   | 107,396                    | 230,158                        |
| Deposits for accident compensation (note (c))  | 47,451                     | 17,554                         |
| Collateral for borrowings (note (d))   | 797,583                    | 301,539                        |
|  |                            |                                |
|  | 1,024,233                  | 605,150                        |

Notes:

- (a) The amount represents guarantee deposits placed with certain banks for mortgage loan facilities granted to the purchasers of the Group's properties.
- (b) In accordance with relevant regulations stipulated by local State-Owned Land and Resource Bureau, certain property development companies of the Group are required to place at designated bank accounts certain amount of pre-sale proceeds of properties for constructions of related properties. The deposits can only be used for payments of construction materials or construction fee of the relevant property projects when approval from local State-Owned Land and Resource Bureau is obtained. These deposits will only be released upon completion of construction of related properties or issuance of the real estate ownership certificate.
- (c) In accordance with local government regulations, certain property development companies of the Group are required to maintain certain amount of cash at designated bank accounts for compensation payments to workers when accident occurs in construction projects.
- (d) As at 30 June 2007, certain of the Group's bank deposits were pledged as collateral for the Group's borrowings (note 14). Such guarantee will be released after the repayment of the relevant borrowings.

## 11 Cash and cash equivalents

|   | 30 June     | 31 December |
|---|-------------|-------------|
|   |             |             |
|   | 2007        | 2006        |
|   | RMB'000     | RMB'000     |
| Cash and each equivalent comprises the following: |             |             |
| Cash and cash equivalent comprises the following: |             |             |
| Cash at bank and in hand                          | 2,543,489   | 5,349,010   |
| Short-term bank deposits                          | 796,630     | 442,254     |
| High liquidity investment (note (b))              | 22          | 8,394       |
|   |             |             |
|   | 3,340,141   | 5,799,658   |
| Less: Restricted cash (note 10)                   | (1,024,233) | (605,150)   |
|   |             |             |
|   | 2,315,908   | 5,194,508   |
|   |             |             |
| Denominated in RMB (note (a))                     | 820,543     | 1,737,687   |
| Denominated in other currencies                   | 2,519,598   | 4,061,971   |
|   |             |             |
|   | 3,340,141   | 5,799,658   |

### Notes:

<sup>(</sup>a) The conversion of RMB denominated balances into foreign currencies and the remittance of such foreign currencies denominated bank balances and cash out of the PRC are subject to relevant rules and regulations of foreign exchange control promulgated by the PRC government.

<sup>(</sup>b) Amount represents the cash placed at an account with private wealth management of Morgan Stanley Dean Witter Asia Limited for the purpose of meeting short-term cash commitments rather than for investment or other purposes. Morgan Stanley Dean Witter Asia Limited cannot exercise any discretion with respect to financial activities in this account and the Company can make withdrawals without restriction or penalty.

Notes to the Condensed

**Consolidated Interim Financial Information** 

### 12 Share capital and premium

|  | Number of<br>ordinary<br>shares of<br>HK\$0.1 each | Nominal<br>value of<br>ordinary<br>shares<br>HK\$'000 | Equivalent<br>nominal<br>value of<br>ordinary<br>shares<br>RMB'000 | Share<br>Premium<br>RMB'000 | Total<br>RMB'000 |
|--|--|---|--|-----------------------------|------------------|
| Six months ended 30 June 2006<br>Balances as at 1 January 2006<br>and 30 June 2006 | 0.465.060.000                                      | 346.526   | 360.803  | 2.839.373                   | 0.000.176        |
|  | 3,465,260,000                                      | 340,320   | 300,803  | 2,039,373                   | 3,200,176        |
| Six months ended 30 June 2007<br>Balances as at 1 January 2007<br>and 30 June 2007 | 3,745,660,000                                      | 374,566   | 389,135  | 4,713,087                   | 5,102,222        |

## **13 Other reserves**

|                                 | Statutory reserve<br>and enterprise |                |         |
|---------------------------------|-------------------------------------|----------------|---------|
|                                 | Merger reserve                      | expansion fund | Total   |
|                                 | RMB'000                             | RMB'000        | RMB'000 |
|                                 | (note (a))                          | (note (b))     |         |
| Six months ended 30 June 2006   |                                     |                |         |
| Balance at 1 January 2006       | 442,395                             | 54,130         | 496,525 |
| Transfer from retained earnings | _                                   | 13,200         | 13,200  |
| Balance at 30 June 2006         | 442,395                             | 67,330         | 509,725 |
| Six months ended 30 June 2007   |                                     |                |         |
| Balance at 1 January 2007       | 442,395                             | 112,330        | 554,725 |
| Transfer from retained earnings |                                     | 55,018         | 55,018  |
| Balance at 30 June 2007         | 442,395                             | 167,348        | 609,743 |

Notes:

(a) Merger reserve of the Group represents the difference between the share capital of subsidiaries acquired pursuant to the group reorganization over the nominal value of the shares of the Company issued in exchange.

(b) Pursuant to the relevant rules and regulation concerning foreign investment enterprise established in the PRC and the articles of association of certain of the Group's PRC subsidiaries, these PRC subsidiaries are required to transfer an amount of their profit after tax to the statutory reserve fund, until the accumulated total of the fund reaches 50% of their registered capital. The statutory reserve fund may be distributable to equity holders in the form of bonus issue.

The appropriation to the enterprise expansion fund is solely determined by the board of directors of the certain of the Group's PRC subsidiaries.

### **14 Borrowings**

|  | 30 June   | 31 December |
|--|-----------|-------------|
|  | 2007      | 2006        |
|  | RMB'000   | RMB'000     |
| Borrowings included in non-current liabilities:    |           |             |
| Senior notes                                       | 2,971,459 | 3,045,442   |
| Long-term bank loans                               | 2,071,100 | 0,010,112   |
| — Secured  | 1,673,000 | 1,839,200   |
| - Unsecured  | 810,000   | 175,000     |
| Less: Amount due within one year                   | (48,000)  | (351,200)   |
|  | 5,406,459 | 4,708,442   |
|  |           |             |
| Borrowings included in current liabilities:        |           |             |
| Short-term bank loans - secured                    | 1,084,750 | 300,000     |
| Short-term syndicated loans — unsecured (note (a)) | 703,131   | —           |
| Current portion of long-term bank loans            | 48,000    | 351,200     |
|  | 1,835,881 | 651,200     |

Note (a): On 27 June 2007, the Company entered into a revolving credit facility agreement with The Hongkong and Shanghai Banking Corporation Limited and other banks and financial institutions pursuant to which a revolving loan facility of USD200,000,000 has been granted to the Company for a term of 36 months from the date of the Facility Agreement. The interest rate of the loan is LIBOR (in relation to any loan in US dollars) or HIBOR (in relation to any loan in HK dollars ("HK\$")) plus 1.5% per annum. The facility is jointly guaranteed by certain subsidiaries of the Group. As at 30 June 2007, the loans drawn down by the Company amounted to HK\$750,000,000 (equivalent to RMB730,800,000).

As at 30 June 2007, the Group's bank borrowings of RMB2,757,750,000 (31 December 2006: RMB2,139,200,000) are secured by its land use rights, properties and bank deposit.

As at 30 June 2007, the senior notes are jointly guaranteed by certain subsidiaries, and are secured by pledges of the shares of the subsidiaries. The net assets of these subsidiaries were approximately RMB972,345,000 as at 30 June 2007 (31 December 2006: RMB884,508,000).

### **14 Borrowings** (Continued)

Movements in long-term and short-term loans are analyzed as follows:

|                                | Six months ended 30 June |           |
|--------------------------------|--------------------------|-----------|
|                                | 2007                     | 2006      |
|                                | RMB'000                  | RMB'000   |
|                                |                          |           |
| Opening amount as at 1 January | 2,314,200                | 1,285,700 |
| Additions of bank borrowings   | 2,128,131                | 1,245,000 |
| Repayments of bank borrowings  | (171,450)                | (399,000) |
|                                |                          |           |
| Closing amount as at 30 June   | 4,270,881                | 2,131,700 |

The senior notes recognized in the balance sheet are calculated as follows:

|  | RMB'000   |
|--|-----------|
| Carrying amount as at 31 December 2006 | 3.045.442 |
| Amortization of issuance cost          | 4,337     |
| Exchange gain                          | (78,320)  |
| Carrying amount as at 30 June 2007     | 2,971,459 |

The effective interest rates at balance sheet dates were as follows:

|                                 | 30 June<br>2007 | 31 December<br>2006 |
|---------------------------------|-----------------|---------------------|
| Bank borrowings<br>Senior notes | 5.84%<br>9.51%  | 5.78%<br>9.51%      |
| Short-term syndicated loans     | 5.98%           |                     |

The carrying amounts of short-term and long-term bank borrowings approximate their fair value. The fair value of senior notes is RMB3,145,202,000 and are determined directly by reference to the price quotations published by Singapore Exchange Limited on 30 June 2007.

As at 30 June 2007, the carrying amounts of the senior notes and the syndicated loan are denominated in HK\$, the carrying amounts of the other bank loans are denominated in RMB.

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# 15 Trade and other payables

|   | 30 June<br>2007<br>RMB'000 | 31 December<br>2006<br>RMB'000 |
|---|----------------------------|--------------------------------|
| Trade payables (note (a))<br>Other payables due to: | 2,610,040                  | 2,089,550                      |
| - Related parties (note 26(c))                      | 4,239                      | 4,597                          |
| — Third parties                                     | 2,030,825                  | 851,317                        |
| Staff welfare benefit payable                       | 576                        | 454                            |
| Accrued expenses                                    | 109,116                    | 131,556                        |
| Other taxes payable                                 | 1,142,474                  | 878,830                        |
|   |                            |                                |
|   | 5,897,270                  | 3,956,304                      |

Note (a): The ageing analysis of trade payables of the Group as at 30 June 2007 and 31 December 2006 is as follows:

|                                   | 30 June<br>2007<br>RMB'000 | 31 December<br>2006<br>RMB'000 |
|-----------------------------------|----------------------------|--------------------------------|
|                                   |                            |                                |
| Within 90 days                    | 2,138,515                  | 1,276,374                      |
| Over 90 days and within 180 days  | 108,723                    | 277,441                        |
| Over 180 days and within 365 days | 179,353                    | 389,748                        |
| Over 365 days                     | 183,449                    | 145,987                        |
|                                   |                            |                                |
|                                   | 2,610,040                  | 2,089,550                      |

# 16 Operating profit

Operating profit is stated after charging the following:

|   | Six months ended 30 June |           |
|---|--------------------------|-----------|
|   | 2007                     | 2006      |
|   | RMB'000                  | RMB'000   |
|   |                          |           |
| Employee benefit expenses excluding directors' emoluments                   | 134,955                  | 80,172    |
| Auditors' remuneration  | 1,500                    | 1,543     |
| Advertising costs   | 77,459                   | 71,153    |
| Depreciation  | 8,603                    | 8,871     |
| Amortization of intangible assets   | 376                      | 399       |
| Amortization of land use rights   | 26,681                   | 15,394    |
| Cost of properties sold   | 1,484,047                | 1,562,987 |
| Business taxes and other levies on sales of properties                      | 158,628                  | 151,903   |
| Land appreciation tax   | 321,539                  | 233,449   |
| Cost of properties management   | 45,828                   | 35,297    |
| Commission fee  | 8,835                    | 7,261     |
| Other expenses  | 68,772                   | 43,241    |
|   |                          |           |
| Total cost of sales, selling and marketing cost and administrative expenses | 2,337,223                | 2,211,670 |

## 17 Other income

|                                   | Six months ended 30 June |         |
|-----------------------------------|--------------------------|---------|
|                                   | 2007                     | 2006    |
|                                   | RMB'000                  | RMB'000 |
|                                   |                          |         |
| Interest income                   | 57,706                   | 49,757  |
| Forfeited deposits from customers | 2,318                    | 4,263   |
| Rental income                     | 4,445                    | 2,960   |
| Miscellaneous                     | 6,606                    | 3,497   |
|                                   |                          |         |
|                                   | 71,075                   | 60,477  |

# 18 Exchange losses, net

Amount mainly derived from exchange losses incurred when transferring HK\$ denominated bank deposits to RMB denominated bank accounts and conversion of carrying amount of the HK\$ denominated bank deposits to RMB using the exchange rate prevailing at balance sheet date.

### **19 Finance costs**

|   | Six months ended 30 June |          |
|---|--------------------------|----------|
|   | 2007                     | 2006     |
|   | RMB'000                  | RMB'000  |
|   |                          |          |
| Amortization of issue costs of senior notes | 4,337                    | —        |
| Exchange gain of senior notes               | (78,320)                 | —        |
| Interest expenses:                          |                          |          |
| — bank loans                                | 86,492                   | 46,378   |
| — senior notes                              | 138,476                  | _        |
| Less: interest capitalized                  | (119,454)                | (36,127) |
|   |                          |          |
|   | 31,531                   | 10,251   |

### 20 Income tax expense

|   | Six months ended 30 June |         |
|---|--------------------------|---------|
|   | 2007                     | 2006    |
|   | RMB'000                  | RMB'000 |
|   |                          |         |
| Current tax                               |                          |         |
| <ul> <li>Hong Kong profits tax</li> </ul> | _                        | 154     |
| - PRC enterprise income tax               | 314,356                  | 175,108 |
| Deferred income tax                       | (77,040)                 | 95,549  |
|   |                          |         |
|   | 237,316                  | 270,811 |

#### Hong Kong profits tax

No Hong Kong profits tax has been provided for as there is no assessable profit derived in Hong Kong for the six months ended 30 June 2007.

#### PRC enterprise income tax

PRC enterprise income tax is provided for on 33% of the profit for the PRC statutory financial reporting purpose, adjusted for those items, which are not assessable or deductible for the PRC enterprise income tax purpose.

On 16 March 2007, the National People's Congress approved the Corporate Income Tax Law of the People's Republic of China (the "new CIT Law"), which is effective from 1 January 2008. Under the new CIT Law, the corporate income tax rate applicable to foreign invested enterprises from 1 January 2008 will be 25%, replacing the currently applicable tax rate of 33%.

#### 20 Income tax expense (Continued)

### PRC enterprise income tax (Continued)

Since the deferred tax assets and deferred tax liabilities shall be measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, the change in the applicable tax rate will affect the determination of the carrying values of deferred tax assets and deferred tax liabilities of the Group. As at the date of this condensed consolidated interim financial information is approved for issue, detailed measures of the new CIT Law have yet to be issued, specific provisions concerning the applicable income tax rates, computation of taxable income, as well as specific preferential tax treatments and their related transitional provisions for the periods from 2008 and onwards have not been clarified.

In this condensed consolidated interim financial information, the Group has reassessed the deferred taxation to be realized after 1 January 2008 based on the current enacted tax rates and the net decrease of deferred tax liabilities of RMB38,355,000 has been credited to the income tax expenses of the period. During the six months ended 30 June 2007, the Group has also filed income tax to relevant tax authorities of certain projects completed in prior years which resulted in an increase of current tax charges in the period. The Group will continue to evaluate the impact of the new CIT Law when the detailed measures are announced and this change in accounting estimate will be accounted for prospectively.

### 21 Earnings per share

Basic earnings per share arising from continuing operations is calculated by dividing the profit attributable to shareholders of the Company by the weighted average number of ordinary shares in issue during the period.

|   | Six months ended 30 June |           |
|---|--------------------------|-----------|
|   | 2007                     | 2006      |
|   |                          |           |
| Profit attributable to shareholders of the Company (RMB'000)    | 598,111                  | 579,636   |
| Weighted average number of ordinary shares in issue (thousands) | 3,745,660                | 3,465,260 |
| Basic earnings per share (RMB per share)                        | 0.160                    | 0.167     |

Diluted earnings per share is equal to basic earnings per share as there was no potential dilutive share in issue during the six months ended 30 June 2007 and 2006.

### 22 Dividends

|   | Six months ended 30 June |         |
|---|--------------------------|---------|
|   | 2007                     | 2006    |
|   | RMB'000                  | RMB'000 |
|   | (note (b))               |         |
|   |                          |         |
| Proposed interim dividend of HK5.5 cents per ordinary share | 199,007                  | 178,305 |
|   |                          |         |
|   | 199,007                  | 178,305 |

Notes:

- (a) A final dividend in respect of 2006 of HK\$0.07 per ordinary share, totaling approximately HK\$262,196,200 (equivalent to RMB258,451,000) was declared in the Company's Annual General Meeting on 7 June 2007 and paid on 15 June 2007.
- (b) An interim dividend in respect of six months ended 30 June 2007 of HK5.5 cents per ordinary share (equivalent to RMB0.053 per share), amounting to HK\$206,011,300 (equivalent to RMB199,007,000) was proposed at the board meeting on 17 September 2007. The condensed consolidated interim financial information does not reflect this dividend payable.

### 23 Contingencies

The Group has arranged mortgage loan facility for certain purchasers of property units and provided guarantees to secure obligations of such purchasers for repayments. As at 30 June 2007, the outstanding guarantees amounted to RMB4,592,008,000 (31 December 2006: RMB3,688,495,000). Such guarantees terminate upon earlier of (i) issuance of the real estate ownership certificate which will generally be available within one year after the Group deliver possession of the relevant property to its purchasers; and (ii) the satisfaction of mortgaged loan by purchaser of property.

The directors consider that in case of default in payments, the net realisable value of the related properties can cover the repayment of the outstanding mortgage principals together with the accrued interest and penalty and therefore no provision has been made in the accounts for the guarantees.
#### 24 Commitments

#### (a) Operating leases commitments

The future aggregate minimum lease payments under non-cancelable operating leases are as follows:

|   | 30 June<br>2007<br>RMB'000 | 31 December<br>2006<br>RMB'000 |
|---|----------------------------|--------------------------------|
|   |                            |                                |
| Property, plant and equipment:  |                            |                                |
| <ul> <li>Not later than one year</li> </ul>                           | 3,155                      | 2,367                          |
| <ul> <li>Later than one year and not later than five years</li> </ul> | 4,166                      | 4,061                          |
| - Later than five years   | 12                         | —                              |
|   |                            |                                |
|   | 7,333                      | 6,428                          |
|   |                            |                                |
|   | 30 June                    | 31 December                    |
|   | 2007                       | 2006                           |
|   | RMB'000                    | RMB'000                        |
|   |                            |                                |
| Lease of areas adjacent to the property development projects:         |                            |                                |
| - Not later than one year   | 400                        | 400                            |
| <ul> <li>Later than one year and not later than five years</li> </ul> | 1,600                      | 1,600                          |
| - Later than five years   | 36,500                     | 36,900                         |
|   |                            |                                |
|   | 38,500                     | 38,900                         |

#### (b) Other commitments

|                                   | 30 June<br>2007<br>RMB'000 | 31 December<br>2006<br>RMB'000 |
|-----------------------------------|----------------------------|--------------------------------|
| Properties under development:     |                            |                                |
| - contracted but not provided for | 1,902,287                  | 1,239,668                      |
| Acquisition of land use rights:   |                            |                                |
| - contracted but not provided for | 1,752,738                  | 3,245,955                      |
| Acquisition of subsidiaries:      |                            |                                |
| - contracted but not provided for | 94,527                     | —                              |
|                                   |                            |                                |
|                                   | 3,749,552                  | 4,485,623                      |

#### 25 Acquisition of a subsidiary

Pursuant to the agreements entered into amongst Real Genius International Limited (賢域國際有限公司), a wholly-owned subsidiary of the Company and Super Link International Holdings Limited (盈捷國際集團有限公司) on 7 March 2007, the Group effectively acquired 100% equity interest in the Foshan Shunde Shuntian Property Management Company Limited (佛山市順德區順天物業管理有限公司) ("Shunde Shuntian") on 19 March 2007.

Shunde Shuntian is established for the purpose of developing real estate business in Shunde City of Guangdong Province.

There was no income contributed to the Group by Shunde Shuntian during the period from 19 March 2007 to 30 June 2007 as its property was still under construction as at 30 June 2007.

|   | RMB'000   |
|---|-----------|
|   | 100 150   |
| Total consideration per contract                            | 182,156   |
| Liabilities in the acquired subsidiary assumed by the Group | 103,656   |
| Less: fair value of net assets acquired                     | (285,812) |

Goodwill

|  | Acquiree's<br>carrying amount<br>RMB'000 | Preliminary<br>fair value<br>RMB'000 |
|--|--|--------------------------------------|
|  | 1 400                                    | 1 400                                |
| Cash and cash equivalents                          | 1,430                                    | 1,430                                |
| Property, plant and equipment                      | 373                                      | 373                                  |
| Land use rights                                    | 100,904                                  | 342,445                              |
| Properties under development                       | 400                                      | 400                                  |
| Other receivables                                  | 1,586                                    | 1,586                                |
| Deferred tax liability                             |  | (60,385)                             |
| Other payables                                     | (37)                                     | (37)                                 |
| Net assets acquired                                | 104,656                                  | 285,812                              |
| Total amounts settled in cash                      |  | 285,812                              |
| Cash and cash equivalents in subsidiaries acquired |  | (1,430)                              |
| Cash outflow on acquisition                        |  | 284,382                              |

#### **Consolidated Interim Financial Information**

#### 26 Related party transactions

#### (a) Name and relationship with related parties

| Name   | Relationship  |
|--|---|
| The Founding Shareholders, including<br>Mr. Chen Zhuo Lin, Mr. Chan Cheuk Yin,<br>Ms. Luk Sin Fong, Fion, Mr. Chan Cheuk Hei,<br>Mr. Chan Cheuk Hung and | The Founding Shareholders are also the directors of the Company |
| Mr. Chan Cheuk Nam<br>中山長江高爾夫球場  | Controlled by the Founding Shareholders                         |
| Zhongshan Changjiang Golf Course (note (i))<br>Agile International Company Limited   | Controlled by the Founding Shareholders                         |
| 中山市雅居樂酒店有限公司<br>Zhongshan Agile Hotel Company Limited  | Controlled by the Founding Shareholders                         |
| (note (i))<br>中山雅居樂長江酒店有限公司<br>Zhongshan Agile Changjiang Hotel  | Controlled by the Founding Shareholders                         |
| Company Limited (note (i))   |   |

Note (i): The names of certain companies referred to in these condensed consolidated financial information represent management's best efforts at translating their Chinese names into English as no English names have been registered or available.

#### 26 Related party transactions (Continued)

#### (b) Transactions with related parties

During the six months ended 30 June 2007 and 2006, the Group had the following significant transactions with related parties:

|   | Six months ended 30 June |         |
|---|--------------------------|---------|
|   | 2007                     | 2006    |
|   | RMB'000                  | RMB'000 |
|   |                          |         |
| Restaurant and hotel service fee charged by                 |                          |         |
| Zhongshan Agile Hotel Company Limited (note (i))            | 301                      | 238     |
|   |                          |         |
| Golf facilities service fee charged by                      |                          |         |
| Zhongshan Changjiang Golf Course (note (i))                 | 1,021                    | 1,794   |
|   |                          |         |
| Restaurant and hotel service fee charged by                 |                          |         |
| Zhongshan Agile Changjiang Hotel Company Limited (note (i)) | 2,126                    | —       |
|   |                          |         |
| Key management compensation                                 |                          |         |
| - Salaries and other short-term employee benefits           | 9,568                    | 9,918   |
| - Retirement scheme contributions                           | 35                       | 36      |
|   |                          |         |
|   | 9,603                    | 9,954   |

*Note (i):* Restaurant and hotel service fees and golf facilities service fees were charged in accordance with the terms of the underlying agreements. In the opinion of the directors of the Company, the fees were determined with reference to the market price at the prescribed period.

In the opinion of the directors of the Company, the above related party transactions were carried out in the normal course of business and at terms mutually negotiated between the Group and the respective related parties.

#### 26 Related party transactions (Continued)

#### (c) Balances with related parties

As at 30 June 2007 and 31 December 2006, the Group had the following significant non-trade balances with related parties:

|                                       | 30 June<br>2007<br>RMB'000 | 31 December<br>2006<br>RMB'000 |
|---------------------------------------|----------------------------|--------------------------------|
| Due from related parties (note (i)):  |                            |                                |
| Zhongshan Changjiang Golf Course      | 129                        | 124                            |
| Agile International Company Limited   | 156                        | 167                            |
|                                       |                            |                                |
|                                       | 285                        | 291                            |
| Due to related parties (note (i)):    |                            |                                |
| Zhongshan Changjiang Golf Course      | 4,239                      | 4,563                          |
| Zhongshan Agile Hotel Company Limited | —                          | 34                             |
|                                       |                            |                                |
|                                       | 4,239                      | 4,597                          |

Note (i): Amounts due from/to related parties as at 30 June 2007 are unsecured, interest-free and have no fixed terms of repayment, which are cash advances in nature.

### Corporate Governance

The Board (the "Board") of Directors of Agile Property is committed to maintaining high standards of corporate governance and has adopted a Statement of Corporate Governance Policy, which gives guidance on how corporate governance principles are applied to the Company which included, inter alia, the Board, Audit Committee, Nomination Committee, Remuneration Committee, systems of internal audit, internal control and financial reporting, and code of conduct for employees of the Company.

Currently, the Board comprises nine directors of which six are executive directors and three are independent nonexecutive directors. The Board continues to review its practices from time to time with an aim at improving the Group's corporate governance practices with contemporary international standard.

#### **AUDIT COMMITTEE**

The Company's audit committee comprised three independent non-executive directors. The audit committee is chaired by an independent non-executive director, Mr. Kwong Che Keung, Gordon. The audit committee meets at least two times a year and is attended by external and internal auditors, the chief financial officer and the company secretary for the purpose of reviewing the nature and scope of external audit work, monitoring the Group's financial reporting process, reviewing internal audit work and assessing the adequacy and effectiveness of the Group's internal controls. The unaudited interim results for the six months ended 30 June 2007 have been reviewed by PricewaterhouseCoopers 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. The audit committee has reviewed the unaudited interim results for the six months ended 30 June 2007 and has recommended their adoption by the Board.

#### **REMUNERATION COMMITTEE**

The Company's remuneration committee comprised three independent non-executive directors and one executive director. The remuneration committee is chaired by an independent non-executive director, Dr. Cheng Hon Kwan. The remuneration committee meets at least once a year and non-committee members are invited to attend where necessary. The principal responsibilities of remuneration committee are recommending policy and structure for remuneration of directors and senior management and establishing a formal and transparent procedure for developing policy.

#### NOMINATION COMMITTEE

The Company's nomination committee comprised three independent non-executive directors and one executive director. The nomination committee is chaired by an independent non-executive director, Mr. Cheung Wing Yui. The nomination committee meets at least once a year and non-committee members are invited to attend where necessary. The nomination committee is responsible for establishing formal and transparent procedures for the appointment or re-appointment of directors, making recommendations to the Board for new appointments or reelection of executive and non-executive directors, evaluating the contribution towards the Company and performance by the current directors and determining if they should be proposed for re-election, and dealing with all significant issues concerning the nomination of Directors.

**Corporate Governance** 

# COMPLIANCE WITH THE MODEL CODE SET OUT IN APPENDIX 10 TO THE LISTING RULES

The Company has adopted Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") contained in Appendix 10 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") (the "Listing Rules"). The Company has made specific enquiry to all Directors regarding any non-compliance with the Model Code during the six months ended 30 June 2007 and all Directors confirmed that they have fully complied with the required standard set out in the Model Code during the period.

#### **COMPLIANCE WITH THE CODE ON CORPORATE GOVERNANCE PRACTICES**

Amendment to the Company's Articles of Association was approved at the Annual General Meeting of the Company held on 7 June 2007 so that every Director is subject to retirement by rotation at least once every three years.

During the six months ended 30 June 2007, the Company has complied with the code provisions set out in the Code on Corporate Governance Practices contained in Appendix 14 of the Listing Rules.

# Other Information

#### **SHARE OPTIONS**

On 23 November 2005, the Company adopted a share option scheme (the "Share Option Scheme"). No options have been granted under the Share Option Scheme since its adoption.

#### **DIRECTORS' INTERESTS IN SECURITIES**

As at 30 June 2007, the interests of each Director and chief executive of the Company in the equity or debt securities of the Company or any associated corporation (within the meaning of the Securities and Futures Ordinance ("SFO")) which (a) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Director has taken or deemed to have under such provisions of the SFO); or (b) were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules to be notified to the Company and the Stock Exchange were as follows:

| Name of Director   | Capacity                                     | Number of<br>Shares of<br>the Company | Total         | Approximate<br>shareholding<br>percentage<br>% |
|--------------------|--|---------------------------------------|---------------|--|
| Chen Zhuo Lin      | Beneficiary of a trust                       | 2,180,530,000                         | 2,185,530,000 | 58.35  |
|                    | Interest of controlled corporation (note 1)  | 5,000,000                             |               |  |
| Chan Cheuk Yin     | Beneficiary of a trust                       | 2,180,530,000                         | 2,180,530,000 | 58.21  |
| Luk Sin Fong, Fion | Beneficiary of a trust                       | 2,180,530,000                         | 2,185,530,000 | 58.35  |
|                    | Interests of controlled corporation (note 1) | 5,000,000                             |               |  |
| Chan Cheuk Hung    | Beneficiary of a trust                       | 2,180,530,000                         | 2,180,530,000 | 58.21  |
| Chan Cheuk Hei     | Beneficiary of a trust                       | 2,180,530,000                         | 2,185,530,000 | 58.35  |
|                    | Beneficial Interests (note 2)                | 5,000,000                             |               |  |
| Chan Cheuk Nam     | Beneficiary of a trust                       | 2,180,530,000                         | 2,180,530,000 | 58.21  |

Note :

- 1. The shares are held by Brilliant Hero Capital Limited. Chen Zhuo Lin and Luk Sin Fong, Fion are shareholders of the company as to 100% of its equity interest.
- 2. The shares are jointly held by Chan Cheuk Hei and his spouse, Lu Yanping.
- 3. All interest in the Shares are long positions.

As at 30 June 2007, other than the interests as disclosed above, none of the Directors and the chief executive of the Company had any interest in the share capital of the Company or any associated corporations (within the meaning of the SFO) which (a) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Director has taken or deemed to have under such provisions of the SFO); or (b) were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) were required, pursuant to the Model Code to be notified to the Company and the Stock Exchange.

#### SUBSTANTIAL SHAREHOLDERS

As at 30 June 2007, the interests of those persons in the share capital of the Company as recorded in the register maintained under section 336 of the SFO were as follows:

| Name of<br>Shareholder          | Capacity  | Number of<br>Shares of<br>the Company | Total             | Approximate<br>shareholding<br>percentage<br>% |
|---------------------------------|---|---------------------------------------|-------------------|--|
| Top Coast<br>Investment Limited | Trustee   | 2,180,530,000 (L)                     | 2,180,530,000 (L) | 58.21  |
| Zheng Huiqiong                  | Family Interests (note 1)                       | 2,180,530,000 (L)                     | 2,180,530,000 (L) | 58.21  |
| Lu Liqing                       | Family Interests (note 2)                       | 2,180,530,000 (L)                     | 2,180,530,000 (L) | 58.21  |
| Lu Yanping                      | Family Interests (note 3)                       | 2,180,530,000 (L)                     | 2,185,530,000 (L) | 58.35  |
|                                 | Beneficial Interests (note 4)                   | 5,000,000 (L)                         |                   |  |
| Chan Siu Na                     | Family Interests (note 5)                       | 2,180,530,000 (L)                     | 2,180,530,000 (L) | 58.21  |
| UBS AG                          | Beneficial Interests                            | 163,541,932 (L)                       | 192,226,532 (L)   | 5.13   |
|                                 | Security Interests                              | 15,123,800 (L)                        |                   |  |
|                                 | Interests of Controlled<br>Corporation (note 6) | 13,560,800 (L)                        |                   |  |
|                                 | Beneficial Interests                            | 100,576,200 (S)                       | 107,193,000 (S)   | 2.86   |
|                                 | Interests of Controlled<br>Corporation (note 7) | 6,616,800 (S)                         |                   |  |

(L) denotes long position

(S) denotes short position

Note :

- 1. Zheng Huiqiong, spouse of Chan Cheuk Yin, director of the Company.
- 2. Lu Liqing, spouse of Chan Cheuk Hung, director of the Company.
- 3. Lu Yanping, spouse of Chan Cheuk Hei, director of the Company.
- 4. The shares are jointly held by Lu Yanping and her spouse Chan Cheuk Hei, director of the Company. Lu Yanping is deemed or taken to be interested in such shares.
- 5. Chan Siu Na, spouse of Chan Cheuk Nam, director of the Company.
- 6. UBS AG was deemed to be interested in 6,600,000 shares, 344,000 shares and 6,616,800 shares held by UBS Global Asset Management (Hong Kong) Ltd, UBS Global Asset Management Life Ltd and UBS Securities LLC respectively by virtue of its 100% interest therein.
- 7. UBS AG was deemed to be interested in 6,616,800 shares held by UBS Securities LLC by virtue of its 100% interest therein.

#### PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

There was no purchase, sale or redemption by the Company, or any of its subsidiaries, of the Company's listed securities during the six months ended 30 June 2007.

#### SPECIFIC PERFORMANCE OBLIGATIONS ON CONTROLLING SHAREHOLDER

As disclosed in the Company's announcement dated 27 June 2007, the Company as the borrower, have obtained a USD200,000,000 dual-currency revolving credit facility for a term of 36 months from June 2007 (the "Facility") from a syndicate of banks under the respective several guarantees given by the subsidiaries of the Company. The Facility will be matured in June 2010.

In connection with the Facility, it will be an event of default if (i) Chen Zhuo Lin, Chan Cheuk Yin, Luk Sin Fong, Fion, Chan Cheuk Hung, Chan Cheuk Hei and Chan Cheuk Nam (collectively referred to as the "Controlling Shareholders") do not or cease to collectively own, directly or indirectly, at least 50% of the shares of, and equity interest, in the Company; and/or (ii) the Controlling Shareholders do not or cease to be entitled to exercise management control of the Company. In case of an occurrence of an event of default, the Facility Agreement may be terminated by the Agent, if directed by the majority lenders, and the loan may become immediately due and repayable.

#### **INTERIM DIVIDEND**

The Board declared an interim dividend of HK5.5 cents per share (interim dividend of 2006: HK5 cents per share) payable in cash on 18 October 2007 to shareholders on the Register of Members as at 12 October 2007.

#### **CLOSURE OF REGISTER OF MEMBERS**

The Register of Member will be closed from 10 October 2007 to 12 October 2007, both days inclusive. In order to qualify for the interim dividend, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong Branch Registrar, Tricor Investor Services Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong for registration not later than 4:00 p.m. on 9 October 2007.

#### **INVESTOR RELATIONS**

The Group's achievements in management and corporate governance have received wide recognition from the investors. In May 2007, Agile Property was again named the "Capital China Outstanding Real Estate and Property Management Enterprise" by Capital Magazine. Our 2006 Annual Report has also been awarded Silver prizes in the "Cover Picture/Design" as well as the "Written Text" categories, a bronze prize in the "Interior Design" category, and the Honors Award in "Chairman's Statement" category, by the International Annual Report Committee. Furthermore, Agile Property has been rated by a number of well-recognized investment institutions and attracted extensive attention from the capital markets.

The Group is committed to maintain a policy of open and timely disclosure of relevant information on its businesses to its shareholders and potential shareholders, subjected to applicable legal requirements. The Group maintains a corporate website, www.agile.com.cn, comprising a wide range of information of interest to shareholders, analysts and potential investors. Communication channels are in place to maintain an on-going dialogue with our stakeholders, including communication with our shareholders in a regular and timely manner, through the Group's annual and interim reports, announcements, press releases and newsletters; and regular holding briefings, site visits and meetings for analyst, fund managers and the media, as appropriate. The Board welcomes moves towards a more constructive use of Annual General Meeting and regards the Annual General Meeting as the principal opportunity to meet shareholders.

In the first half of this year, we met over 592 analysts and fund managers in about 88 meetings to deliver briefings on the Group's latest developments and strategies. The Group will continue to maintain corporate transparency and aims to disclose information to the market in a direct, fair and timely manner.

#### **CORPORATE CITIZENS**

The Group has always been devoted to fulfill its social responsibilities. In early 2007, the Board defined our community work within the scopes of ecological environmental protection, education, elderly service and disaster relief. We have made initiatives in various areas in the first half year. In Hong Kong, we have not only become the long term sponsor for Medecin Sans Frontieres and the sponsor for Sowers Action in 2007, patronizing its "Walk to Guangzhou", but has also funded World Vision's "6-Hour Famine" program. In mainland China, the Group subsequently launched the "Agile Property Ecological Environmental Protection Day" campaign in Guangzhou, Zhongshan, Foshan, Nanhai, Heyuan, Nanjing, Chengdu and Xi'an etc. In the program, over 3,000 staff participated and helped to protect the ecological environment through tree plantation and city cleaning. The "Red Cross Donation Box — Agile Property" set up this year has also been an on-going charitable activity of the Group. In the first half of the year, the Group patronized several cultural activities in mainland China, including the Guangzhou International Dragon Boat Invitation Tournament, Sheng Zhongguo and Seta Hiroko Nanjing Classical Concert, the First Foreign Enterprise Sports Game of Heyuan, and the Sixth Sanxiang Sports Festival. Besides, in order to maintain law and order in the society and for the citizens' well-being in the long term, a donation of RMB8 million was made to support the Guangdong Police Medical Relief Foundation, Foundation for Justice and Courage of Guangdong Province, and Anti-Drug Foundation of Guangzhou Municipality.

Furthermore, the Group has formed teams of volunteers and encouraged the staff to participate in community work, aiming at promoting their all-round development. Apart from management trainee and other programs which aimed to nurture talents, we also provided a series of work-related training programs for our staff to make the most of their expertise.

By Order of the Board WAI Ching Sum Company Secretary

Hong Kong, 17 September 2007

# New Projects 新項目巡禮





Foshan Agile Garden 佛山雅居樂花園



# GFA is 363,515 sq.m. 建築面積為363,515 平方米



Nanjing Qinhuai Project 南京秦淮項目



GFA is 365,624 sq.m. 建築面積為365,624 sq.m.











# Chengdu Shuangliu Project 成都雙流項目





# Heyuan Agile City Garden 河源雅居樂城市花園

# GFA is 2,959,796 sq.m. 建築面積為2,959,796 sq.m.





Hainan Qingshuiwan Project 海南清水灣項目



GFA is 2, 128, 222 sq.m. 建築面積為2, 128, 28, 222 sq.m.









## Huizhou Bailuhu Project 惠州白鷺湖項目



Sanshui Agile Garden 三水雅居樂花園





GFA is 481,608 sq.m. 建築面積為481,608 sq.m.



# Conghua Agile Binjiang Garden 從化雅居樂濱江花園









### Zhongshan Dayong Agile Garden 中山大涌雅居樂花園

