



鴻隆控股  
**HONG LONG**  
Holdings

2008

中期報告  
**Interim Report**

鴻隆控股有限公司  
**Hong Long 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 股份編號: 1383)



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# Corporate Information

## 公司資料

### BOARD OF DIRECTORS

#### Executive Directors

Mr. ZENG Yunshu (*Chairman and President*)  
Dr. HAN Qinchun (*Vice Chairman and Co-President*)  
Mr. ZENG Sheng (*Vice Chairman and Co-President*)  
Ms. YE Qingdong (*Vice President*)  
Mr. OUYANG Junxin

#### Independent Non-Executive Directors

Dr. LI Jun  
Mr. CHEUNG Ngai Lam  
Ms. LIN Wei Fang

### AUTHORISED REPRESENTATIVES

Mr. ZENG Yunshu  
Dr. HAN Qinchun

### COMPANY SECRETARY AND QUALIFIED ACCOUNTANT

Mr. CHU Kin Wang, Peleus (*FCCA, ACCA, ACIS*)

### AUDITORS

KPMG

### COMPLIANCE ADVISER

Mega Capital (Asia) Company Limited

### REGISTERED OFFICE

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

### PRINCIPAL PLACE OF BUSINESS IN THE PRC

Level 8, Hong Long Building  
Nanhai Avenue  
Nanshan District  
Shenzhen, Guangdong Province  
The PRC

### 董事會

#### 執行董事

曾雲樞先生 (*主席及總裁*)  
韓秦春博士 (*副主席及聯席總裁*)  
曾勝先生 (*副主席及聯席總裁*)  
葉慶東女士 (*副總裁*)  
歐陽俊新先生

#### 獨立非執行董事

李珺博士  
張毅林先生  
林偉芳女士

#### 授權代表

曾雲樞先生  
韓秦春博士

#### 公司秘書及合資格會計師

朱健宏先生 (*FCCA, ACCA, ACIS*)

#### 核數師

畢馬威會計師事務所

#### 合規顧問

兆豐資本(亞洲)有限公司

#### 註冊辦事處

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

#### 中國主要營業地點

中國  
廣東省深圳  
南山區  
南海大道  
鴻隆大廈8樓

### PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Suite 6403  
64/F, Central Plaza  
18 Harbour Road  
Wanchai  
Hong Kong

### 香港主要營業地點

香港  
灣仔  
港灣道 18 號  
中環廣場 64 樓  
6403 室

### PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS

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

### 開曼群島主要股份過戶登記處

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

### HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

### 香港股份過戶登記分處

卓佳證券登記有限公司  
香港  
皇后大道東 28 號  
金鐘匯中心 26 樓

### PRINCIPAL BANKERS

*In Hong Kong:*

The Hongkong and Shanghai Banking Corporation Limited  
Bank of China (Hong Kong) Limited

### 主要往來銀行

*在香港：*

香港上海滙豐銀行有限公司  
中國銀行(香港)有限公司

*In the PRC:*

China Bank of Communications  
Agricultural Bank of China  
Shenzhen Rural Commercial Bank  
Hua Xia Bank  
Industrial Bank Co., Ltd.  
Shanghai Pudong Development Bank

*在中國：*

中國交通銀行  
中國農業銀行  
深圳農村商業銀行  
華夏銀行  
興業銀行  
上海浦東發展銀行

### INVESTOR RELATIONS

For other information relating to the Company, please contact  
Corporate Communications Department  
website: [www.hlkg.net](http://www.hlkg.net)  
e-mail: [ir@hlkg.net](mailto:ir@hlkg.net)

### 投資者關係

有關本公司的其他資料  
請聯絡企業傳訊部  
網址：[www.hlkg.net](http://www.hlkg.net)  
電郵：[ir@hlkg.net](mailto:ir@hlkg.net)

# Corporate Development

## 公司發展歷程

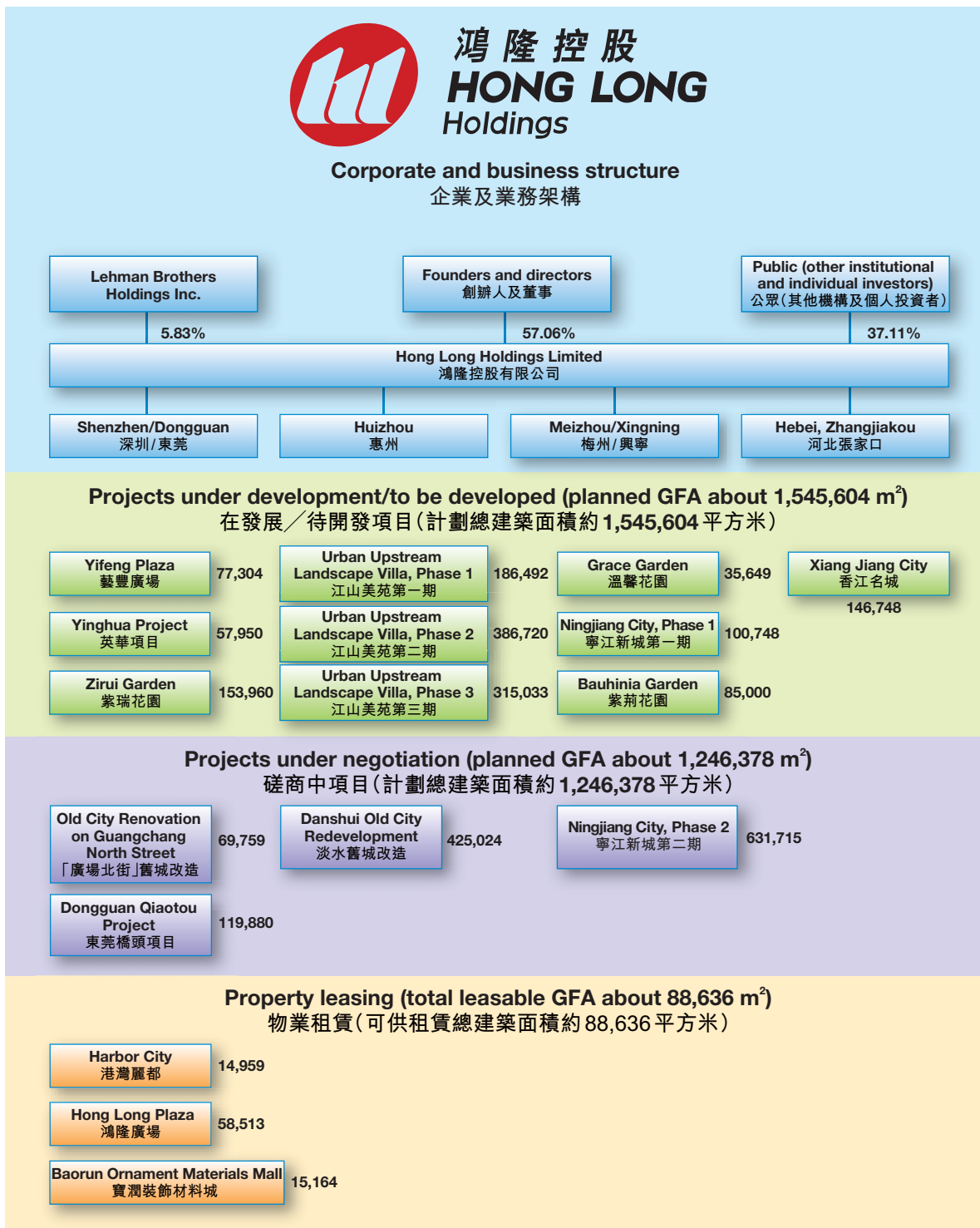
2002	April: <b>First property development project.</b> Commenced construction for Harbor City 4月：首個物業開發項目。港灣麗都動工
2003	May: <b>First move into property leasing business.</b> Acquired 88.95% equity in Hong Long Commercial 5月：首次進軍物業租賃業務。收購鴻隆商業管理 88.95% 股權 September: Completed construction for Harbor City 9月：港灣麗都竣工
2004	September: <b>First move beyond Shenzhen.</b> Acquired 51% equity in Huizhou Yintaida 9月：首次踏出深圳。收購惠州銀泰達 51% 股權
2005	February: Commenced construction for Hong Long Plaza 2月：鴻隆廣場動工 March: Acquired 85.71% equity in Yinghua 3月：收購英華 85.71% 股權 June: Commenced construction for Hong Long High Technology Industrial Park 6月：動工興建鴻隆高科技工業園
2006	April: Acquired further 4.68% equity in Hong Long Commercial 4月：進一步收購鴻隆商業管理 4.68% 股權 May: Completed the acquisition of 134 shops in Baorun Ornament Materials Mall 5月：完成收購寶潤裝飾材料城 134 間商舖 November: Disposal of Hong Long High Technology Industrial Park 11月：出售鴻隆高科技工業園 December: Grand opening of Hong Long Plaza shopping mall 12月：鴻隆廣場盛大開幕
2007	February: <b>First move into international capital market.</b> Listed on the HK Stock Exchange and raised net proceeds of approximately RMB466 million (approximately HK\$472 million) 2月：首次進軍國際資本市場。在香港聯交所上市並籌得資金淨額約人民幣 466,000,000 元 (約港幣 472,000,000 元) March: Acquired the remaining 6.37% equity interest in Hong Long Commercial and become the indirect wholly-owned subsidiary of the Company 3月：收購鴻隆商業管理餘下 6.37% 權益，從而間接全資擁有該公司 April: Acquired Yifeng Plaza, Shenzhen 4月：收購深圳藝豐廣場 June: Acquired 50% interest in Nam Fong Garden, Guangzhou and subsequently sold in November 6月：收購廣州南方花園 50% 權益並隨後於 11 月出售 July: Acquired 100% interest in Grace Garden 7月：收購溫馨花園 100% 權益 September: <b>First fund raising exercise after listing.</b> Issue of Senior Note and raised net proceeds of approximately RMB645 million (approximately US\$86 million) 9月：上市後首次集資活動。發行優先票據並籌得資金淨額約人民幣 645,000,000 元 (約 86,000,000 美元) October: Completed the acquisition of remaining 49% equity in Huizhou Yintaida 10月：完成收購惠州銀泰達餘下 49% 股權 November: <b>First move beyond Guangdong.</b> Acquired 100% interest in Xiang Jiang City, Zhangjiakou, Hebei 11月：首次踏出廣東。收購河北張家口香江名城 100% 權益 December: Commenced construction for Ningjiang City in Xingning 12月：在興寧動工興建寧江新城
2008	February: Approval obtained for acquiring additional gross floor area ("GFA") of approximately 5,719 square meters ("m <sup>2</sup> ") in Yifeng Plaza. 2月：獲批收購藝豐廣場額外總建築面積約 5,719 平方米。 March: Established a 90% owned subsidiary in Dongguan for a potential project. 3月：為潛在項目在東莞成立一家擁有 90% 權益的附屬公司。 March: Entered into agreement for acquiring 100% interest in Zirui Garden. 3月：訂立協議收購紫瑞花園的 100% 權益。 June and July: Further acquire 1,230 m <sup>2</sup> in Yifeng Plaza at a consideration of approximately RMB12,100,000. 6月及 7月：進一步以約人民幣 12,100,000 元收購藝豐廣場約 1,230 平方米面積。

## Business Scope

### 公司的業務結構

The Company's corporate and business structure as of 30 June 2008 was as follows:

於2008年6月30日，本公司的企業及業務架構如下：





# Properties Profile

## 物業組合概覽

### LIST OF PROPERTIES

### 物業概覽

#### Property development business

#### 房地產開發業務

#### Completed projects

#### 已完成項目

Project name 項目名稱	Place 地點	Site area (m <sup>2</sup> ) 土地面積 (平方米)	Actual GFA (m <sup>2</sup> ) 實際總建築面積 (平方米)				Total 合計	Area sold (m <sup>2</sup> ) 已銷售面積 (平方米)	Commencement/ completion date 動工/ 竣工時間	Interest attributable to the Group 本集團 所佔權益
			Residential 住宅	Shop 商舖	Office 寫字樓	Others <sup>(1)</sup> 其他 <sup>(1)</sup>				
Harbor City 港灣麗都	Shenzhen 深圳	19,822	61,252	14,959	-	19,366	95,577	75,901	2002/Q2-2003/Q3	100%
Hong Long Plaza 鴻隆廣場	Shenzhen 深圳	19,832	72,035	64,397	-	36,198	172,630	136,250	2005/Q1-2006/Q4	100%
Hong Long High Technology Industrial Park 鴻隆高科技工業園	Shenzhen 深圳	119,326	-	-	-	237,939	237,939	237,939	2005/Q2-2006/Q4	100%
Total 合計		158,980	133,287	79,356	-	293,503	506,146	450,090		

#### Properties under development/to be developed

#### 在發展/待開發物業

Project name 項目名稱	Place 地點	Site area (m <sup>2</sup> ) 土地面積 (平方米)	Planned GFA (m <sup>2</sup> ) 規劃總建築面積 (平方米)				Total 合計	Saleable area (m <sup>2</sup> ) 可銷售面積 (平方米)	Planned commencement/ completion date 規劃動工/ 竣工時間	Interest attributable to the Group 本集團 所佔權益
			Residential 住宅	Shop 商舖	Office 寫字樓	Others <sup>(1)</sup> 其他 <sup>(1)</sup>				
Yifeng Plaza (1st batch) <sup>(2)</sup> 藝豐廣場(首批) <sup>(2)</sup>	Shenzhen 深圳	N/A 不適用	4,127	8,859	46,857	10,512	70,355	59,843	2008/Q2-2009/Q2	100%
Yifeng Plaza (2nd batch) <sup>(2)</sup> 藝豐廣場(次批) <sup>(2)</sup>	Shenzhen 深圳	N/A 不適用	2,221	3,022	1,706	-	6,949	6,949	2008/Q2-2009/Q2	100%
Yinghua Project 英華項目	Shenzhen 深圳	9,237	48,180	6,980	-	2,790	57,950	55,160	2008/Q4-2009/Q4	85.71%
Zirui Garden 紫瑞花園	Shenzhen 深圳	43,538	90,199	5,934	-	57,827	153,960	96,133	2008/Q1-2010/Q4	100%
Urban Upstream Landscape Villa (Phase 1) 江山美苑(第1期)	Huizhou 惠州	120,580	145,405	7,844	-	33,243	186,492	153,249	2007/Q2-2009/Q2	100%
Urban Upstream Landscape Villa (Phase 2) 江山美苑(第2期)	Huizhou 惠州	301,843	303,397	28,000	-	55,323	386,720	331,397	2008/Q3-2009/Q4	100%
Urban Upstream Landscape Villa (Phase 3) 江山美苑(第3期)	Huizhou 惠州	77,519	240,870	14,406	-	59,757	315,033	255,276	2009/Q2-2010/Q4	100%
Grace Garden 溫馨花園	Meizhou 梅州	5,570	30,433	1,118	-	4,098	35,649	31,551	2007/Q4-2009/Q2	100%
Ningjiang City Phase 1 寧江新城第1期	Xingning 興寧	38,827	90,673	10,075	-	-	100,748	100,748	2007/Q3-2009/Q1	100%
Bauhinia Garden 紫荊花園	Xingning 興寧	28,526	75,500	8,500	-	1,000	85,000	84,000	2009/Q1-2010/Q2	100%
Xiang Jiang City <sup>(3)</sup> 香江名城 <sup>(3)</sup>	Zhangjiakou 張家口	152,603	166,450	9,661	40,000	4,780	220,891	216,111	2007/Q3-2009/Q4	100%
Total 合計		778,243	1,197,455	104,399	88,563	229,330	1,619,747	1,390,417		

### LIST OF PROPERTIES (CONTINUED)

### 物業概覽 (續)

#### Projects under negotiation

#### 磋商中項目

Project name 項目名稱	Place 地點	Site area (m <sup>2</sup> ) 土地面積 (平方米)	Planned GFA (m <sup>2</sup> ) 規劃總建築面積 (平方米)				Total 合計	Saleable area (m <sup>2</sup> ) 可銷售面積 (平方米)	Planned commencement/ completion date 規劃動工/ 竣工時間	Interest attributable to the Group 本集團 所佔權益
			Residential 住宅	Shop 商舖	Office 寫字樓	Others <sup>(1)</sup> 其他 <sup>(1)</sup>				
Old City Renovation on Guangchang North Street 「廣場北街」舊城改造	Shenzhen 深圳	10,636	29,759	20,000	-	20,000	69,759	49,759	2009/Q2-2011/Q2	100%
Dongguan Qiaotou Project 東莞橋頭項目	Dongguan 東莞	47,952	95,904	23,976	-	-	119,880	119,880	2009/Q1-2011/Q1	90%
Danshui Old City Redevelopment 淡水舊城改造	Danshui 淡水	53,128	340,019	85,005	-	-	425,024	425,024	2009/Q1-2012/Q1	100%
Ningjiang City Phase 2 寧江新城第2期	Xingning 興寧	243,455	538,542	63,173	-	30,000	631,715	601,715	2009/Q3-2012/Q3	100%
Total 合計		355,171	1,004,224	192,154	-	50,000	1,246,378	1,196,378		

#### Property leasing business

#### 物業租賃業務

Project name 項目名稱	Place 地點	Leaseable area (m <sup>2</sup> ) 可出租面積 (平方米)	100% owned by the Group 本集團佔 100% 權益
Harbor City 港灣麗都	Shenzhen 深圳	3,136	
Hong Long Plaza 鴻隆廣場	Shenzhen 深圳	58,513	
Baorun Ornament Materials Mall 寶潤裝飾材料城	Shenzhen 深圳	7,653	
Total 合計		69,302	

#### Property for own use

#### 自用物業

Project name 項目名稱	Place 地點	Useable area (m <sup>2</sup> ) 可用面積 (平方米)	100% owned by the Group 本集團佔 100% 權益
8/F, Hong Long Building 鴻隆大廈8樓	Shenzhen 深圳	748	

#### Notes:

- (1) Includes club house and car parking spaces.
- (2) Acquired from external parties.
- (3) Included 74,143 m<sup>2</sup> sold in 2007 and 2008.

#### 附註：

- (1) 含住客會所和停車位。
- (2) 向外收購的面積。
- (3) 包括於2007及2008年出售之74,143平方米面積。



# Management Discussion and Analysis

## 管理層討論及分析

### FINANCIAL AND OPERATIONAL HIGHLIGHTS:

- Revenue of the Group in the first half of 2008 was RMB27.1 million, representing a decrease of RMB187.7 million (or 87.4%) over the same period of 2007.
- Profit attributable to equity shareholders of the Company for the first half of 2008 was RMB17.5 million, representing a decrease of RMB44.0 million (or 71.5%) over the same period of 2007.
- Basic earnings per share for the first half of 2008 was RMB1.68 cents, representing a decrease of RMB4.25 cents over the corresponding period of 2007 (or 71.7%).
- Strong property portfolio base of the Group (including properties for own use, for investment, for future development, under development and lease) calculated at fair value by independent valuer as at 30 June 2008 is approximately RMB4.25 billion, out of which RMB1.32 billion of investment properties have been stated at fair value in the consolidated balance sheet.
- In addition to the existing developments of approximately 1,546,000 m<sup>2</sup> in GFA, the Group continues to pursue further expansion in land reserve and is optimistic about the future prospect.

### 財務及營運摘要：

- 2008年上半年本集團的收入為人民幣27,100,000元，較2007年同期減少人民幣187,700,000元(即87.4%)。
- 2008年上半年本公司權益股東應佔溢利為人民幣17,500,000元，較2007年同期減少人民幣44,000,000元(即71.5%)。
- 2008年上半年本公司每股基本盈利為人民幣1.68仙，較2007年同期減少人民幣4.25仙(即71.7%)。
- 本集團擁有雄厚的物業組合基礎(包括自用、投資物業、未來發展項目、發展中物業及租賃物業)，於2008年6月30日由獨立估值師按公允值計算約為人民幣42.5億元。其中，人民幣13.2億元屬於投資物業，並以此公允值在綜合資產負債表上列賬。
- 除總建築面積約1,546,000平方米的現有發展項目外，本集團繼續尋求進一步拓展土地儲備並對前景充滿信心。

# Management Discussion and Analysis

## 管理層討論及分析

### Business Review

The Group is principally engaged in the development of mid-range residential and commercial properties as well as commercial properties leasing in the Guangdong Province and Hebei Province, the PRC.

The Group expanded its business presence in Guangdong, including Shenzhen, Huizhou, Meizhou and Xingning. The Group has further expanded beyond Guangdong by acquiring Xiang Jiang City project in Zhangjiakou of the Hebei Province. The expansion signifies the Group's successful launch of the projects and confidence in second tier cities in the PRC where better living environment is in a great demand.

For investment properties portfolio, the Group's leasable GFA increased to approximately 89,000 m<sup>2</sup>, out of which, the Group owned approximately 59,000 m<sup>2</sup> Hong Long Plaza following its completion in late 2006. Hong Long Plaza generates recurring cash flows supplement to the Group's future investment plan. Capitalizing on its experience on professional property management, the Group will continue to seek opportunity in rendering services to properties developed by other property parties.

Levering on the capital market platform, the Group has a series of acquisitions in 2007 and 2008 that increased the existing properties portfolios up to approximately 1,546,000 m<sup>2</sup> in GFA.

In April 2007, the Group acquired approximately 70,000 m<sup>2</sup> in Yifeng Plaza by a public auction at a consideration of approximately RMB482 million. Yifeng Plaza is a complex of office, residential units and retail shops located at the prime location in Luohu district, Shenzhen. In February 2008, the Group obtained approval to further acquire area of approximately 5,719 m<sup>2</sup> at a consideration of approximately RMB63 million. In June and July 2008, the Group further acquired approximately 1,230 m<sup>2</sup> at a consideration of approximately RMB12.1 million. The Group is carrying out the renovation works and plans to launch it for pre-sales commencing from the end of this year.

### 業務回顧

本集團主要在中國廣東省及河北省從事中檔住宅及商業物業的開發和商業物業的租賃業務。

本集團擴大了於廣東的業務版圖，包括深圳、惠州、梅州及興寧。本集團透過取得位於河北省張家口的香江名城項目而擴展至廣東以外。該擴展象徵著本集團所推出項目的成功，並確立信心發展對優質生活環境有龐大需求的二線城市。

在投資物業組合方面，隨著鴻隆廣場於2006年尾竣工後(其中約59,000平方米為本集團所擁有)本集團可供租賃之總建築面積增加至約89,000平方米。鴻隆廣場產生經常性現金流量，補充本集團的未來投資計劃所需。憑藉本集團對專業物業管理的經驗，本集團將繼續尋求由其他開發商所開發物業中的管理服務機會。

憑藉運用資本市場平台，本集團於2007年及2008年進行了一系列收購。從而把現有的物業組合增加至總建築面積約1,546,000平方米。

於2007年4月，本集團透過公開拍賣以約人民幣482,000,000元的代價收購藝豐廣場約70,000平方米面積。藝豐廣場是一座含寫字樓、住宅單位及零售商舖的綜合樓宇，位於深圳羅湖區黃金地段。於2008年2月，本集團獲批以約人民幣63,000,000元的代價，進一步收購約5,719平方米面積。在2008年6月及7月，本集團進一步以約人民幣12,100,000元收購約1,230平方米面積。本集團正進行翻新工程並計劃於本年底開始預售。

# Management Discussion and Analysis

## 管理層討論及分析

### Business Review (Continued)

In July 2007, the Group acquired 100% equity interest in a PRC company, which holds a piece of land in Meizhou, at a consideration of RMB11 million. The project, named Grace Garden, consisted of two residential blocks and retail shops of approximately 35,649 m<sup>2</sup> in GFA. The Group obtained pre-sales permit for one block in June 2008 and planned to launch for sales in the 4th quarter of this year.

In October 2007, the Group commenced operation of a newly formed wholly-owned subsidiary in Xingning, for a land mark project, named Ningjiang City. Phase 1 of Ningjiang City mainly consists of residential and commercial complex of approximately 100,748 m<sup>2</sup> in GFA. The Group obtained pre-sale permit for one block in August 2008. The Group planned to complete and deliver phase 1 of Ningjiang City in 2009. The Group is negotiating with Xingning Municipal government on phase 2 development with site area of approximately 243,455 m<sup>2</sup> and a residential and commercial complex of approximately 631,715 m<sup>2</sup> in GFA.

In November 2007, the Group completed the acquisition of an intermediate holding company, which holds 100% interest in Xiang Jiang City project in Zhangjiakou of Hebei Province. Xiang Jiang City, is a residential and commercial complex of approximately 220,891 m<sup>2</sup> in GFA. Xiang Jiang City is a developing project upon acquisition by the Group. The Group planned to complete and deliver the rest of Xiang Jiang City by phases in 2008 and 2009.

Phase 1 of Urban Upstream Landscape Villa in Huizhou is under development. The Group plans to arrange in-house subscription in the 4th quarter of 2008, and put on sale in the market from end of 2008 to the 2nd quarter of 2009.

### 業務回顧(續)

於2007年7月，本集團以人民幣11,000,000元代價收購一間中國公司的100%股本權益，該公司於梅州擁有一幅土地，已發展為一項名為溫馨花園含兩棟住宅及商場的项目，總建築面積約35,649平方米。本集團於2008年6月已取得其中一棟的預售許可證並計劃於本年第4季度推出市場。

於2007年10月，本集團於興寧開立一間新組成的全資附屬公司，發展一項名為寧江新城的龐大地標項目。寧江新城第一期主要包括一項住宅及商業綜合樓宇，總建築面積約100,748平方米。本集團於2008年8月已取得其中一棟的預售許可證。本集團計劃於2009年完成並交付第一期。本集團正與興寧市政府磋商第二期的開發，地盤面積約為243,455平方米，將建成總建築面積約631,715平方米的住宅及商業綜合項目。

於2007年11月，本集團完成收購一間中層控股公司，該公司持有河北省張家口香江名城項目的100%權益。香江名城為一項住宅與商業綜合項目，總建築面積約220,891平方米。於被本集團收購時，香江名城為一個發展中項目。本集團計劃分階段於2008年及2009年完成及交付香江名城的其餘部分。

位於惠州的江山美苑第一期已在開發中，本集團計劃於2008年第4季度安排內部認購，並於2008年末至2009年第2季度推出市場。

### Business Review (Continued)

In 2007, the Group has obtained approval from the Luohu district government, Shenzhen, for an old city renovation on Guangchang North Street (「廣場北街」舊城改造) and is currently submitting an application to the land planning authorities of Shenzhen Municipality for the proceeding of the project. The Guangchang North Street project is located at the South of Hongbao Road (紅寶路), the West of Heping Road (和平路) and Dongmen Old Street (東門老街), the North of Shennan Road East (深南東路) and Shun Hing Plaza (深圳信興廣場地王大廈) and the East of Bao'an Road South (寶安南路). The project site is at the commercial district in the central area of Luohu District, Shenzhen. The first phase of the project will occupy a site area of approximately 11,000 m<sup>2</sup> with GFA of approximately 70,000 m<sup>2</sup>.

In October 2007, the Group established a wholly-owned subsidiary in Danshui of Huizhou, namely Huizhou Xing Wo Property Development Limited ("Xingwo"). Xingwo is considering the redevelopment of a site located in the landmark of Danshui. The site area is approximately 53,000 m<sup>2</sup> with residential and commercial complex of approximately 425,000 m<sup>2</sup> in GFA.

In March 2008, the Group entered into an agreement with an independent third party for acquiring the 100% equity interest in Shenzhen City Zirui Real Estate Development Company Limited ("Shenzhen Zirui") by phases in 2008. Shenzhen Zirui is a company which holds the Zirui Garden in Buji County, Shenzhen. Zirui Garden mainly consists of high class villa with GFA of approximately 153,960 m<sup>2</sup>. The Group planned to complete and deliver the project by phases in 2009 and 2010.

In March 2008, the Group established a 90% owned subsidiary in Dongguan. The Group is considering a residential and commercial complex of approximately 119,880 m<sup>2</sup> in GFA. The Group planned to complete and deliver the project by phases in 2009 and 2011.

### 業務回顧(續)

於2007年，本集團獲得深圳羅湖區政府批准進行「廣場北街」舊城改造項目，現正向深圳土地規劃局提交申請以進行該項目。廣場北街項目位於紅寶路以南、和平路及東門老街以西、深南東路及深圳信興廣場地王大廈以北及寶安南路以東。項目地盤位於深圳羅湖區中心地帶的商業區。項目首期地盤面積將約為11,000平方米，總建築面積約為70,000平方米。

於2007年10月，本集團於惠州淡水成立一間名為惠州興沃房地產開發有限公司(「興沃」)的全資附屬公司。興沃正考慮重新開發一個位於淡水地標區的地盤。地盤面積約53,000平方米，將建成總建築面積約425,000平方米的住宅及商業綜合樓宇。

於2008年3月，本集團與一獨立第三方訂立協議，於2008年分階段收購深圳市紫瑞房地產開發有限公司(「深圳紫瑞」)100%股本權益。深圳紫瑞為一間持有於深圳布吉鎮紫瑞花園的公司。紫瑞花園主要包括高級別墅，總建築面積約153,960平方米。本集團計劃分階段於2009年及2010年完成及交付有關項目。

於2008年3月，本集團於東莞成立一間擁有90%權益附屬公司。本集團正考慮一項總建築面積約119,880平方米的住宅及商業綜合項目。本集團計劃於2009年及2011年分階段完成及交付有關項目。

# Management Discussion and Analysis

## 管理層討論及分析

### Market Review

In the first half of 2008, the Chinese economy maintained rapid growth. According to the National Bureau of Statistics of China, gross national product for the first half of 2008 was RMB13.0619 trillion, a 10.4% growth over the corresponding period last year. Furthermore, total retail sales of consumer goods amounted to RMB5.1043 trillion, a 21.4% growth over the corresponding period last year, whereas growth in residential sales was 24.0%. Urban and rural residents' income continued to grow rapidly and average per capita disposable income amounted to RMB8,065, a 14.4% growth over the corresponding period last year. Further, property investment for the first half of the year amounted to RMB1.5049 trillion, a 35.1% growth over the corresponding period last year, and 10.9% faster than the corresponding period last year. Such growths demonstrate that urban and rural disposable income have a positive influence to the property market.

The property markets in various provinces recorded stable growth in the first half of 2008. As shown by the data issued by the Bureau of Statistics of Guangdong Province, for the first half of the year, the average selling price for commodity housing (including residential properties, offices and shops) in provinces was RMB5,887/m<sup>2</sup>, an increase of 18.1% over the corresponding period last year, whereas the average selling price in Guangzhou was RMB7,743/m<sup>2</sup>, a growth of 25.8%; in Shenzhen, the average selling price of residential housing was even as high as RMB13,178/m<sup>2</sup>, an increase of 42.1%. As shown by the research report data concerning property market of Huizhou in the first half of 2008, average selling price for residential housing in Huizhou increased from RMB4,356/m<sup>2</sup> to RMB4,667/m<sup>2</sup> in the first half of 2008, an increase of 7.1% over the corresponding period last year. As shown by the research report data concerning property market of Meizhou in the first half of 2008, average selling price for residential housing in Meizhou increased from RMB2,200/m<sup>2</sup> to RMB4,000/m<sup>2</sup> in the first half of 2008, an increase of 81.8% over the corresponding period last year. As shown by the research report data concerning property market of Xingning in the first half of 2008, average selling price for residential housing in Xingning increased from RMB1,550/m<sup>2</sup> to RMB2,500/m<sup>2</sup> in the first half of 2008, an increase of 61.3% over the corresponding period last year. As shown by the research report data concerning property market of Zhangjiakou in the first half of 2008, average selling price for residential housing in Zhangjiakou increased from RMB2,410/m<sup>2</sup> to RMB3,800/m<sup>2</sup> in the first half of 2008, an increase of 57.7% over the corresponding period last year.

### 市場回顧

中國經濟於2008年上半年保持高速增長。根據中國國家統計局資料顯示，2008年上半年國民生產總值達人民幣13,061.9億元，同比增長10.4%。此外，城市消費品零售額達人民幣51,043億元，同比增長21.4%，其中住宿類別增長達24.0%，而中國城鄉居民收入持續快速增長，人均可支配收入達人民幣8,065元，同比增長14.4%。此外，上半年房地產投資達人民幣15,049億元，同比增長35.1%，比去年同期加快10.9%。由該等增長可見城鄉可支配收入對房地產市場帶來正面的影響。

2008年上半年，中國內地多個省份的房地產市場均穩定增長。根據廣東省統計局的數據顯示，上半年全省商品房（包括住宅物業、寫字樓、商鋪等）銷售均價為人民幣5,887元/平方米，比去年同期增長18.1%，其中廣州市銷售均價為人民幣7,743元/平方米，增長25.8%；深圳市住宅的銷售均價更高達人民幣13,178元/平方米，比去年同期增長42.1%。根據惠州市2008年上半年樓市研究報告數據顯示，惠州的住宅銷售均價從去年上半年的人民幣4,356元/平方米上升到2008年上半年的人民幣4,667元/平方米，比去年同期增長7.1%。根據梅州市2008年上半年樓市研究報告數據顯示，梅州的住宅銷售均價從去年上半年的人民幣2,200元/平方米上升到2008年上半年的人民幣4,000元/平方米，比去年同期增長81.8%。根據興寧市2008年上半年樓市研究報告數據顯示，興寧的住宅銷售均價從去年上半年的人民幣1,550元/平方米上升到2008年上半年的人民幣2,500元/平方米，比去年同期增長61.3%。根據張家口市2008年上半年樓市研究報告數據顯示，張家口的住宅銷售均價從去年上半年的人民幣2,410元/平方米上升到2008年上半年的人民幣3,800元/平方米，比去年同期增長57.7%。



### Market Outlook

In the first half of 2008, the PRC government introduced macro-economic control measures in response to the concern over the extent of the increase in inflation and the overheating of economic growth. During the period under review, the relevant PRC government authorities started to adopt tight monetary policies and prudent financial policies. The People's Bank of China required that the total incremental credit of financial institutions in 2008 should not exceed the actual incremental credit in 2007, and raised the reserve ratio against Renminbi deposits of deposit-taking financial institutions for 5 times to alleviate the inflationary pressure and lower the market liquidity. Despite a decline in May and June, the consumer price index was still hovering at high level. The inflationary pressure lingers. The national economy grew at a slower rate in the 2<sup>nd</sup> quarter of 2008 and the macro-economic control measures have taken certain effects. The PRC government adjusted its focus of macro control to "maintaining stable and rapid economic growth and controlling the excessive price rises". On specific regulatory measures, it is expected that the PRC government authorities will on one hand maintain the stability and consistency of its policies and on the other hand strengthen the flexibility of austerity measures, while tuning fiscal and monetary policies in due course to secure the macro-economic goals.

With regard to the property industry, relevant PRC government authorities issued the Notice on Promotion of Economical and Intensive Land Use (Guo Fa [2008] No. 3) during the period under review, which introduces the most stringent land policy into practice and promotes the economical and intensive use of land. In the meantime, loans for the property development were strictly controlled under tight monetary policies. The Group is of the opinion that these policies and measures are addressing macro-economic goal instead of the property industry. The Group expects that the implementation of existing policies and measures issued by the central government will become the major tool in the foreseeable future. The conditions for property industry will remain stable essentially, which is favorable for the sustainable, stable and standardised development of the property industry.

### 市場展望

2008年上半年，面對通脹加劇及經濟增長過熱等憂慮，中國政府推行宏觀經濟調控措施。回顧期內，中國政府有關部門開始實施從緊的貨幣政策和穩健的財政政策，中國人民銀行要求2008年各金融機構新增貸款總量不得超過2007年實際新增貸款總量，並五次上調存款類金融機構人民幣存款準備金率，以緩解通脹壓力，減少市場流動性。雖然五月份、六月份消費者物價指數開始回落，但仍處於高位，通脹壓力依然存在。2008年第2季度國民經濟增長速度略有減緩，宏觀經濟調控政策取得了一定的效果。根據上述情況，中國政府將宏觀調控的重點調整為「保持經濟平穩較快發展、控制物價過快上漲」。在具體調控措施上，預計中國政府有關部門一方面將保持政策的穩定性和連續性，另一方面，將增強調控的靈活性，以財政和貨幣政策等多種手段適時微調，保障宏觀經濟目標的實現。

針對房地產行業，回顧期內，中國政府有關部門發布了《關於促進節約集約用地的通知》（國發[2008]3號），貫徹落實最嚴格的土地政策，促進土地節約集約利用，並在從緊貨幣政策的基礎上嚴格控制發展地產的貸款。本集團認為這些政策措施均是為了配合宏觀經濟目標，而不是針對房地產行業。本集團預計今後一段時間，將以貫徹落實以往中央政府推行的政策措施為主，房地產行業的政策環境將基本保持穩定。當前的政策環境有助於房地產行業的持續、穩定、規範發展。

# Management Discussion and Analysis

## 管理層討論及分析

### Market Outlook (Continued)

Looking ahead, despite the complicated global and domestic economic environment, China's property market, being one of the core sectors of the country, has great development potential in the long run, bolstered by stable growth of China's economy and faster pace of urbanization. The Group will monitor closely the market development and apply sales strategies flexibly depending on different cities, regions, as well as the development stages, natures and characteristics of different projects, in an attempt to achieve better sales performance. It will also strengthen its supervision on cost and implement cost control measures, so as to maintain a stable profit margin. Additionally, the Group will proactively seek more financing channels. It will further enhance its strategic management capability to capture the current macroeconomic and industry development trend and seize development opportunities in market consolidation. Leveraging on its clear development strategies, extensive market experience, sufficient land bank and professional management team, we are confident in maintaining its unique competitive edges. The Group is committed to achieving promising returns for its shareholders and becoming the most valuable integrated property operator in China.

### 市場展望(續)

展望未來，儘管對內對外都面臨複雜的經濟環境，但房地產作為中國支柱行業之一，加上中國經濟仍然保持平穩增長，城市化步伐進一步加快，房地產長遠來說發展空間仍然龐大。本集團將緊密監控市場動態，針對不同市場、各項目發展進階及性質特點，靈活部署銷售策略，全力提升銷售業績；加強成本監控及採取成本控制措施，穩定利潤水平；積極拓寬融資渠道；進一步提升管理能力，以掌握宏觀經濟及行業發展趨勢，抓住當前調整中的發展機會。憑藉清晰的發展策略、廣泛的市場經驗、充足的土地儲備以及專業的管理層，我們有信心繼續保持獨有的競爭力，為股東帶來豐碩的回報，致力成為中國最具價值的地產營運商之一。



# Management Discussion and Analysis

## 管理層討論及分析

### Financial review

Turnover: Turnover comprises of sales proceeds of properties delivered and property leasing income. There was substantial drop in revenue, since in the first half of year 2008 we only delivered approximately 508 m<sup>2</sup> residential units in Xiang Jiang City, while in 2007 we delivered approximately 3,743 m<sup>2</sup> of retail shops in Hong Long Plaza where the average selling prices of retail shops are much higher than that of residential units. The substantial decrease in profits was mainly due to the decrease in revenue.

Other revenue: the increment was mainly due to the increase in interest income.

Other net loss: the increment was mainly due to the increase of exchange loss arising from the translation of time deposits, pledged deposits and trade and other receivables denominated in foreign currencies to RMB and the realised and unrealised loss on trading securities.

Selling and distribution expenses: the decrement was mainly due to the decrease in advertisement and promotional expenses incurred during the period.

General and administrative expenses: the decrement was mainly due to the decrease in equity-settled share-based payments in respect of share options granted to staff under the share option schemes.

Other operating expenses: the increment was mainly due to increase in equity-settled share-based payments in respect of share options granted to consultants under the share option schemes.

### Segment analysis

While principally engaged in the development of mid-range residential and commercial properties in the PRC, the Group expects stronger recurring cash flow from commercial properties leasing in the future. In the first half of year 2008, property development income and property leasing income accounted for approximately 4.8% and 95.2% respectively.

### 財務回顧

營業額：營業額包括交付物業銷售所得款和物業租賃收入。收入大幅減少是因為在2008年上半年我們僅交付香江名城約508平方米之住宅，而在2007年則交付鴻隆廣場約3,743平方米的零售商舖，而零售商舖之平均售價較比住宅為高。溢利大幅減少主要因為收入減少。

其他收入：增加主要因為利息收入增加。

其他虧損淨額：增加主要因為外幣對人民幣的存款，抵押存款及應收賬款及其他應收款之兌換損失及買賣證券之已變現和未變現虧損。

銷售及分銷費用：減少主要因為期內減少廣告及推廣費用。

一般及行政費用：減少主要因為有關根據認股權計劃授予員工之認股權之以股份為結算基礎的付款減少。

其他營運費用：增加主要因為有關根據認股權計劃授予顧問之認股權之以股份為結算基礎的付款增加。

### 分部分析

本集團主要於中國從事中檔住宅及商業物業開發，同時預期今後可從商業物業租賃業務產生較強大的經常性現金流量。於2008年上半年，物業發展收入及物業租賃收入分別約佔4.8%及95.2%。

# Management Discussion and Analysis

## 管理層討論及分析

### Liquidity, Financial Resources and Gearing

Cash and cash equivalents and pledged deposits as at 30 June 2008 amounted to approximately RMB220.1 million (31 December 2007: RMB573.5 million) which including RMB58.0 million, USD13.5 million, GBP 3.6 million and HKD23.9 million.

The Group had total borrowings of approximately RMB1,230.1 million as at 30 June 2008 (31 December 2007: RMB1,175.4 million). As at 30 June 2008, approximately RMB227.2 million was repayable within one year, approximately RMB723.4 million was repayable within one to five years inclusive, and approximately RMB279.5 million was repayable after five years. All of the Group's borrowings carried interest at floating interest rates. The Group's total bank loans and interest-bearing borrowings divided by total assets as at 30 June 2008 was 32.2% (31 December 2007: 33.3%).

As at 30 June 2008, the Group had current assets of approximately RMB2,467.0 million (31 December 2007: RMB2,250.1 million) and current liabilities of approximately RMB996.2 million (31 December 2007: RMB822.1 million).

### Charge on Assets

As at 30 June 2008, bank loans of approximately RMB622.5 million were secured by certain bank deposits and investment properties of the Group of approximately RMB138.6 million and RMB1,203.0 million respectively.

### Senior Note

For the details of Senior Note, please refer to note 12 of the notes to the unaudited interim financial report.

### 流動資金、財務資源及資本負債比率

於2008年6月30日，現金及現金等價物及已抵押存款約達人民幣220,100,000元（2007年12月31日：人民幣573,500,000元），包括人民幣58,000,000元、13,500,000美元、3,600,000英鎊及23,900,000港元。

於2008年6月30日，本集團的借貸總額約為人民幣1,230,100,000元（2007年12月31日：人民幣1,175,400,000元）。於2008年6月30日，須於一年內償還的借貸總額約人民幣227,200,000元，須於一至五年內償還（首尾兩年包括在內）的借貸總額約人民幣723,400,000元及須於五年以後償還的借貸總額約人民幣279,500,000元。本集團全部借貸均以浮定息率計息。而本集團於2008年6月30日的銀行貸款及計息借貸總額除以總資產為32.2%（2007年12月31日：33.3%）。

於2008年6月30日，本集團有流動資產約人民幣2,467,000,000元（2007年12月31日：人民幣2,250,100,000元）及流動負債約人民幣996,200,000元（2007年12月31日：人民幣822,100,000元）。

### 對資產的抵押

於2008年6月30日，銀行貸款約人民幣622,500,000元分別由本集團分別約值人民幣138,600,000元及人民幣1,203,000,000元的若干銀行存款及投資物業作抵押。

### 優先票據

有關優先票據之詳情，請參考未經審核中期財務報告附註12。

# Management Discussion and Analysis

## 管理層討論及分析

### Exposure to Fluctuations in Exchange Rates and Related Hedges

The Group's monetary assets, loans and transactions are principally denominated in Renminbi. All of the Group's borrowings are denominated in Renminbi. Except for the Swap Agreement entered into between the Company and a financial institution as disclosed in note 12 of the notes to the unaudited interim financial report, the Group did not engage in any derivative activities and did not commit to any financial instruments to hedge its balance sheet exposure as at 30 June 2008.

### Contingent Liabilities

Save for the guarantees given to banks for mortgage facilities (at a maximum of RMB370 million) granted to purchasers of the Group's properties, as details disclosed in note 16 of the notes to the unaudited interim financial report, the Group had no material contingent liabilities as at 30 June 2008.

### Treasury Policies and Capital Structure

The Group adopts a prudent approach with respect to treasury and funding policies, with a focus on risk management and transactions that are directly related to the underlying business of the Group.

### Employees

As at 30 June 2008, the Group had a staff force of approximately 304 employees. Of this, most were stationed in the PRC. The remuneration of employees was in line with the market trend and commensurable to the level of pay in the industry. Remuneration of the Group's employees includes basic salaries, bonuses and long-term incentives (such as pre-IPO Share Options and Share Option Scheme). Total staff costs incurred for the six months ended 30 June 2008 was approximately RMB6.2 million.

### Interim Dividend

The Board of Directors ("Board") does not recommend the payment of an interim dividend for the six months ended 30 June 2008 (2007: Nil).

### 匯率波動風險及有關對沖

本集團的貨幣資產、貸款和交易主要以人民幣計值。本集團借貸全部以人民幣計值。於2008年6月30日，除本公司與一金融機構訂立掉期協議（如未經審核中期財務報告附註的附註12所披露）外，本集團並沒有參與任何衍生工具活動及並無對任何金融工具作出承擔以對沖資產負債表的風險。

### 或然負債

除就授予本集團物業買方之抵押信貸給予銀行之擔保（最高為人民幣370,000,000元）外，詳情刊載於未經審核中期財務報告附註的附註16，本集團於2008年6月30日並無任何重大或然負債。

### 財資政策及資本結構

本集團就其財資政策採取審慎策略，並專注於風險管理及與本集團之相關業務有直接關係之交易。

### 僱員

於2008年6月30日，本集團擁有約304名員工，員工絕大部份在中國工作。僱員的薪酬與市場趨勢一致，可與業內的薪酬水平相比。本集團僱員的薪酬包括基本薪金、花紅及長期獎勵（如首次公開發售前認股權及認股權計劃）。截至2008年6月30日止六個月所產生的員工成本總額約為人民幣6,200,000元。

### 中期股息

董事會（「董事會」）已議決不宣派截至2008年6月30日止六個月之中期股息（2007年：無）。

# Independent Review Report

## 獨立審閱報告



### INDEPENDENT REVIEW REPORT TO THE BOARD OF DIRECTORS OF HONG LONG HOLDINGS LIMITED

#### Introduction

We have reviewed the interim financial report set out on pages 20 to 45 which comprise the consolidated balance sheet of Hong Long Holdings Limited as of 30 June 2008 and the related consolidated income statement, and consolidated statement of changes in equity and condensed consolidated cash flow statement for the six-month period then ended and explanatory notes.

The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of an interim financial report to be in compliance with the relevant provisions thereof, and to be in compliance with Hong Kong Accounting Standard 34 “Interim financial reporting” (“HKAS 34”) issued by the Hong Kong Institute of Certified Public Accountants. The directors are responsible for the preparation and presentation of the interim financial report in accordance with HKAS 34.

Our responsibility is to form a conclusion, based on our review, on the interim financial report and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

#### Scope of review

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

### 致鴻隆控股有限公司董事會之獨立審閱報告

#### 引言

我們已審閱列載於第20頁至45頁鴻隆控股有限公司的中期財務報告。此中期財務報告包括於2008年6月30日的綜合資產負債表與截至該日止六個月期間的綜合損益表、綜合權益變動表和簡明綜合現金流量表以及附註解釋。

根據《香港聯合交易所有限公司證券上市規則》（「上市規則」），上市公司必須符合上市規則中的相關規定，其中包括依香港會計師公會頒佈的香港會計準則第34號「中期財務報告」（《香港會計準則第34號》）的規定編製中期財務報告。董事須負責根據《香港會計準則第34號》的規定編製及列報中期財務報告。

我們的責任是根據我們的審閱對中期財務報告作出結論，並按照我們雙方所協定的應聘條款，僅向全體董事會報告。除此以外，我們的報告不可用作其他用途。我們概不就本報告的內容，對任何其他人士負責或承擔法律責任。

#### 審閱範圍

我們是根據香港會計師公會頒佈的《香港審閱工作準則》第2410號「獨立核數師對中期財務信息的審閱」進行審閱。中期財務報告審閱工作包括向主要負責財務和會計事項的人員詢問，並實施分析和其他審閱程序。由於審閱的範圍遠較按照香港審計準則進行審核的範圍為小，所以不能保證我們會注意到在審核中可能會被發現的所有重大事項。因此我們不會發表任何審核意見。

### Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the interim financial report as at 30 June 2008 is not prepared, in all material respects, in accordance with HKAS 34.

### KPMG

*Certified Public Accountants*

8th Floor, Prince's Building  
10 Chater Road  
Central, Hong Kong

26 September 2008

### 結論

根據我們的審閱工作，我們並沒有注意到任何事項，使我們相信於2008年6月30日的中期財務報告在所有重大方面沒有按照《香港會計準則第34號》的規定編製。

### 畢馬威會計師事務所

*執業會計師*

香港中環  
遮打道10號  
太子大廈8樓

2008年9月26日

# Consolidated Income Statement (Unaudited)

## 綜合損益表(未經審核)

For the six months ended 30 June 2008 截至2008年6月30日止六個月  
(Expressed in Renminbi Thousand Yuan) (以人民幣千元列示)

		Six months ended 30 June 截至6月30日 止六個月		
		2008	2007	
		RMB'000	RMB'000	
		人民幣千元	人民幣千元	
	Note 附註			
<b>Turnover</b>	<b>營業額</b>	2	<b>27,059</b>	214,796
Cost of sales	銷售成本		<b>(9,173)</b>	(24,724)
<b>Gross profit</b>	<b>毛利</b>		<b>17,886</b>	190,072
Net increase in fair value of investment properties	投資物業的公允值的增加淨額		<b>62,508</b>	90,415
Other revenue	其他收入	3	<b>20,710</b>	17,242
Other net loss	其他虧損淨額	4	<b>(20,641)</b>	(2,796)
Selling and distribution expenses	銷售及分銷費用		<b>(1,881)</b>	(5,808)
General and administrative expenses	一般及行政費用		<b>(13,357)</b>	(25,974)
Other operating expenses	其他營運費用		<b>(12,077)</b>	(3,830)
<b>Profit from operations</b>	<b>經營溢利</b>		<b>53,148</b>	259,321
Net change in fair value of derivative financial instruments	衍生金融工具的公允值的變動淨額		<b>39,070</b>	(49,544)
Finance costs	融資成本	5	<b>(42,906)</b>	(29,605)
<b>Profit before taxation</b>	<b>除稅前溢利</b>	5	<b>49,312</b>	180,172
Income tax	所得稅	6	<b>(31,894)</b>	(118,779)
<b>Profit for the period</b>	<b>本期間溢利</b>		<b>17,418</b>	61,393
<b>Attributable to:</b>	<b>以下人士應佔：</b>			
Equity shareholders of the Company	本公司權益股東		<b>17,509</b>	61,459
Minority interests	少數股東權益		<b>(91)</b>	(66)
<b>Profit for the period</b>	<b>本期間溢利</b>		<b>17,418</b>	61,393
Dividends per share	每股股息	7	<b>Nil</b>	Nil
			<b>無</b>	無
Earnings per share (RMB cents)	每股盈利(人民幣仙)	8		
– Basic	– 基本		<b>1.68</b>	5.93
– Diluted	– 攤薄		<b>1.66</b>	5.86

The notes on pages 25 to 45 form part of this interim financial report.

第25頁至45頁的附註屬本中期財務報告的一部分。

# Consolidated Balance Sheet (Unaudited)

## 綜合資產負債表(未經審核)

At 30 June 2008 於2008年6月30日  
(Expressed in Renminbi Thousand Yuan) (以人民幣千元列示)

			At 30 June 2008 於2008年 6月30日 RMB'000 人民幣千元	At 31 December 2007 於2007年 12月31日 RMB'000 人民幣千元
		Note 附註		
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備		10,405	9,772
Investment properties	投資物業	9	1,319,994	1,257,486
Deferred tax assets	遞延稅項資產		18,225	14,744
			<b>1,348,624</b>	1,282,002
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨		1,446,301	932,860
Trade and other receivables	應收賬款及其他應收款	10	577,752	519,306
Prepaid land costs	預付土地成本		220,136	220,620
Trading securities	買賣證券		2,636	3,733
Pledged deposits	抵押存款		147,083	176,433
Cash and cash equivalents	現金及現金等價物	11	73,053	397,101
			<b>2,466,961</b>	2,250,053
<b>Current liabilities</b>	<b>流動負債</b>			
Bank loans	銀行貸款		227,239	219,019
Trade and other payables, and accruals	應付賬款、其他應付款及 預提費用	13	452,583	314,578
Receipts in advance	預收賬款		69,922	34,652
Rental and other deposits	租賃及其他按金		11,099	10,944
Taxation payable	應付稅項		235,358	242,886
			<b>996,201</b>	822,079
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>1,470,760</b>	1,427,974
<b>Total assets less current liabilities</b>	<b>資產總值減流動負債</b>		<b>2,819,384</b>	2,709,976
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Interest-bearing borrowings	計息借貸	12	1,002,842	956,386
Deferred tax liabilities	遞延稅項負債		147,889	113,864
			<b>1,150,731</b>	1,070,250
<b>Net assets</b>	<b>資產淨值</b>		<b>1,668,653</b>	1,639,726

The notes on pages 25 to 45 form part of this interim financial report.

第25頁至45頁的附註屬本中期財務報告的一部分。



# Consolidated Balance Sheet (Unaudited)

## 綜合資產負債表(未經審核)

At 30 June 2008 於2008年6月30日  
(Expressed in Renminbi Thousand Yuan) (以人民幣千元列示)

			At 30 June 2008 於2008年 6月30日 RMB'000 人民幣千元	At 31 December 2007 於2007年 12月31日 RMB'000 人民幣千元
<b>Equity</b>	<b>權益</b>			
Share capital	股本	14	10,296	10,296
Reserves	儲備		1,645,180	1,617,162
<b>Total equity attributable to equity shareholders of the Company</b>	<b>本公司權益股東應佔權益總額</b>		<b>1,655,476</b>	1,627,458
<b>Minority interests</b>	<b>少數股東權益</b>		<b>13,177</b>	12,268
<b>Total equity</b>	<b>權益總額</b>		<b>1,668,653</b>	1,639,726

Approved and authorised for issue by the board of directors on 26 September 2008.

於2008年9月26日獲董事會批准及授權刊發。

The notes on pages 25 to 45 form part of this interim financial report.

第25頁至45頁的附註屬本中期財務報告的一部分。

# Consolidated Statement of Changes in Equity (Unaudited)

## 綜合權益變動表(未經審核)

For the six months ended 30 June 2008 截至2008年6月30日止六個月  
(Expressed in Renminbi Thousand Yuan) (以人民幣千元列示)

		Share capital	Share premium	Merger reserve	Statutory reserve fund	Capital reserve	Retained profits	Total	Minority interests	Total equity
		股本	股份溢價	合併儲備	法定儲備金	資本儲備	保留溢利	總計	少數股東 權益	權益總額
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2007	於2007年1月1日	80	-	24,979	34,122	-	762,151	821,332	23,091	844,423
Profit for the period	本期間溢利	-	-	-	-	-	61,459	61,459	(66)	61,393
Transfer to statutory reserve fund	轉撥至法定儲備金	-	-	-	7,232	-	(7,232)	-	-	-
Arising from reorganisation	因重組產生	752	-	(752)	-	-	-	-	-	-
Capitalisation issue	資本化發行	5,941	(5,941)	-	-	-	-	-	-	-
Shares issued pursuant to the global offering and upon the exercise of the over- allotment option, net of share issuing costs	根據全球發售及因 超額配股權獲行使而 發行的股份， 扣除股份發行成本	2,832	462,767	-	-	-	-	465,599	-	465,599
Conversion of convertible note	轉換可換股票據	653	116,971	-	-	-	-	117,624	-	117,624
Equity-settled share-based payments	以股份為結算 基礎的付款	-	-	-	-	17,869	-	17,869	-	17,869
Acquisition of additional interest in a subsidiary	收購一間附屬公司 額外權益	-	-	-	-	-	435	435	(1,115)	(680)
At 30 June 2007	於2007年6月30日	10,258	573,797	24,227	41,354	17,869	816,813	1,484,318	21,910	1,506,228
At 1 January 2008	於2008年1月1日	10,296	579,466	24,227	42,488	41,331	929,650	1,627,458	12,268	1,639,726
Profit for the period	本期間溢利	-	-	-	-	-	17,509	17,509	(91)	17,418
Transfer to statutory reserve fund	轉撥至法定儲備金	-	-	-	1,414	-	(1,414)	-	-	-
Equity-settled share-based payments	以股份為結算 基礎的付款	-	-	-	-	10,509	-	10,509	-	10,509
Establishment of a subsidiary in the PRC	於中國成立 一間附屬公司	-	-	-	-	-	-	-	1,000	1,000
Share options forfeited	已沒收的認股權	-	-	-	-	(3,097)	3,097	-	-	-
At 30 June 2008	於2008年6月30日	10,296	579,466	24,227	43,902	48,743	948,842	1,655,476	13,177	1,668,653

The notes on pages 25 to 45 form part of this interim financial report.

第25頁至45頁的附註屬本中期財務報告的一部分。

# Condensed Consolidated Cash Flow Statement (Unaudited)

## 簡明綜合現金流量表(未經審核)

For the six months ended 30 June 2008 截至2008年6月30日止六個月  
(Expressed in Renminbi Thousand Yuan) (以人民幣千元列示)

		Six months ended 30 June 截至6月30日 止六個月	
		2008	2007
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Cash used in operations	營運動用的現金	<b>(254,670)</b>	(478,555)
PRC income tax paid	已付中國所得稅	<b>(8,878)</b>	(27,508)
Net cash used in operating activities	經營活動動用的現金淨額	<b>(263,548)</b>	(506,063)
Net cash used in investing activities	投資活動動用的現金淨額	<b>(77,913)</b>	(441,385)
Net cash generated from financing activities	融資活動產生的現金淨額	<b>22,183</b>	959,296
Net (decrease)/increase in cash and cash equivalents	現金及現金等價物的(減少)/增加淨額	<b>(319,278)</b>	11,848
Cash and cash equivalents at 1 January	於1月1日的現金及現金等價物	<b>397,101</b>	31,540
Effect of foreign exchange rates changes	外幣匯率變動的影響	<b>(4,770)</b>	3,108
Cash and cash equivalents at 30 June	於6月30日的現金及現金等價物	<b>73,053</b>	46,496

The notes on pages 25 to 45 form part of this interim financial report.

第25頁至45頁的附註屬本中期財務報告的一部分。

# Notes to the Unaudited Interim Financial Report 未經審核中期財務報告附註

(Expressed in Renminbi Yuan unless otherwise indicated) (除另有所指外，以人民幣元列示)

## 1 ORGANISATION AND BASIS OF PREPARATION

### (a) The Company and the principal place of business

Hong Long Holdings Limited (the “Company”) is a company incorporated and domiciled in the Cayman Islands. Its principal place of business is at 8/F., Hong Long Building, Nanhai Avenue, Nanshan District, Shenzhen, 518067, the People’s Republic of China (the “PRC”) and has its registered office at Cricket Square, Hutchins Drive, PO Box 2681, George Town, Grand Cayman KY1-1111, the Cayman Islands.

### (b) Basis of preparation

Pursuant to a reorganisation of the Company and its subsidiaries (collectively referred to as the “Group”) which was completed on 31 January 2007 to rationalise the Group’s structure in preparation for the public listing of the Company’s shares on the Main Board of the Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the Company became the holding company of the subsidiaries comprising the Group. The shares of the Company were listed on the Stock Exchange on 22 February 2007. Details of the reorganisation are set out in the prospectus dated 8 February 2007 issued by the Company.

This interim financial report for the six months ended 30 June 2008 has been prepared in accordance with the applicable disclosure provisions of the Rules Governing the Listing of Securities on the Stock Exchange, including compliance with Hong Kong Accounting Standard 34 “*Interim financial reporting*” (“HKAS 34”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”). It was authorised for issuance on 26 September 2008.

The interim financial report has been prepared in accordance with the same accounting policies adopted in the preparation of the Company’s 2007 annual financial statements.

## 1. 組織及編製基準

### (a) 本公司及主要營業地點

鴻隆控股有限公司(「本公司」)為一家於開曼群島註冊成立和以該地為居籍的公司，主要營業地點位於中華人民共和國(「中國」)深圳南山區南海大道鴻隆大廈8樓(郵編：518067)，而註冊辦事處位於Cricket Square, Hutchins Drive, PO Box 2681, George Town, Grand Cayman KY1-1111, the Cayman Islands。

### (b) 編製基準

為籌備本公司股份在香港聯合交易所有限公司(「聯交所」)主板公開上市，本公司及其附屬公司(統稱「本集團」)進行了重組，以優化本集團的架構，並於2007年1月31日完成，據此本公司成為本集團旗下各附屬公司的控股公司。本公司股份於2007年2月22日在聯交所上市。有關重組的詳情載於本公司刊發的日期為2007年2月8日的招股章程。

截至2008年6月30日止六個月的中期財務報告乃按照聯交所證券上市規則的適用披露條文而編製，當中包括符合香港會計師公會(「香港會計師公會」)所頒佈的香港會計準則第34號「中期財務報告」(「香港會計準則第34號」)。本中期財務報告於2008年9月26日獲准刊發。

本中期財務報告已按照本公司於2007年度財務報表內採納之相同會計政策而編製。

# Notes to the Unaudited Interim Financial Report

## 未經審核中期財務報告附註

(Expressed in Renminbi Yuan unless otherwise indicated) (除另有所指外，以人民幣元列示)

### 1 ORGANISATION AND BASIS OF PREPARATION (CONTINUED)

#### (b) Basis of preparation (continued)

The preparation of an interim financial report in conformity with HKAS 34 requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses on a year-to-date basis. Actual results may differ from these estimates.

This interim financial report contains condensed consolidated financial statements and selected explanatory notes. The notes include an explanation of events and transactions that are significant to an understanding of the changes in financial position and performance of the Group since the 2007 annual financial statements. The condensed consolidated financial statements and notes thereon do not include all of the information required for full set of financial statements prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the HKICPA.

The interim financial report is unaudited, but has been reviewed by the Company's audit committee and by the Company's auditor, KPMG 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 HKICPA. KPMG's independent review report to the Board is included on page 18.

The financial information relating to the financial year ended 31 December 2007 that is included in the interim financial report as being previously reported information does not constitute the Company's statutory financial statements for that financial year but is derived from those financial statements. Statutory financial statements for the year ended 31 December 2007 are available from the Company's registered office. The auditors have expressed an unqualified opinion on those financial statements in their report dated 18 April 2008.

### 1. 組織及編製基準 (續)

#### (b) 編製基準 (續)

按照香港會計準則第34號編制之中期財務報告需要管理層作出判斷、估計及假設，該等判斷、估計及假設影響會計政策之應用，以及按本年截至報告日期為止呈報之資產及負債、收入及支出之金額。實際結果有可能與估計有差異。

此中期財務報告載有簡明綜合財務報表及部分解釋附註。該等附註所載的解釋，有助於了解自本集團編製2007年年度財務報表以來，對財務狀況和業績表現方面的變動構成重要影響的事件和交易。上述簡明綜合財務報表及附註並不包括根據香港會計師公會所頒佈的香港財務報告準則（「香港財務報告準則」）規定編制完整財務報表所需的所有資料。

本中期財務報告雖未經審核，但已由本公司審核委員會以及由本公司核數師畢馬威會計師事務所根據香港會計師公會頒佈的香港審閱工作準則第2410號——「獨立核數師對中期財務信息的審閱」進行了審閱。畢馬威會計師事務所提交董事會的獨立審閱報告刊載於本中期報告第18頁。

本中期財務報告所載截至2007年12月31日止財政年度之財務資料屬先前呈報之資料，並不構成本公司該財政年度之法定財務報表，但資料則源自有關財務報表。截至2007年12月31日止年度之法定財務報表可於本公司之註冊辦事處索取。核數師已於日期為2008年4月18日之核數師報告中對該等財務報表出具無保留意見。

# Notes to the Unaudited Interim Financial Report 未經審核中期財務報告附註

(Expressed in Renminbi Yuan unless otherwise indicated) (除另有所指外，以人民幣元列示)

## 2 SEGMENT REPORTING

Segment information is presented in respect of the Group's business and geographical segments. Business segment information is chosen as the primary reporting format because this is more relevant to the Group's internal financial reporting. No segment information is presented in respect of the Group's geographical segments as the Group's principal activities are largely carried out in the PRC.

### Business segments

The Group comprises the following main business segments:

- Property development : development and sale of properties
- Property leasing : leasing of investment properties and sub-leased properties and provision of related management service

## 2. 分部報告

分部資料按本集團的業務及地區分部呈列。由於業務分部資料與本集團的內部財務報告較為相關，因此業務分部資料被選為主要報告形式。由於本集團的主要業務大多於中國經營，故概無呈列本集團按地區分部的資料。

### 業務分部

本集團由下列主要業務分部組成：

- 物業開發 : 開發及銷售物業
- 物業租賃 : 租賃投資物業及轉租物業，以及提供相關管理服務

		Property development 物業開發 RMB'000 人民幣千元	Property leasing 物業租賃 RMB'000 人民幣千元	Consolidated 綜合 RMB'000 人民幣千元
<b>(Six months ended 30 June 2008)</b> (截至2008年6月30日止六個月)				
Revenue from external customers	外來客戶收入	1,291	25,768	27,059
Segment results	分部業績	(885)	15,642	14,757
Net increase in fair value of investment properties	投資物業的公允值的增加淨額	-	62,508	62,508
Unallocated operating income and expenses	未能分類的經營收入及開支			(24,117)
Profit from operations	經營溢利			53,148
Net change in fair value of derivative financial instruments	衍生金融工具的公允值的變動淨額			39,070
Finance costs	融資成本			(42,906)
Profit before taxation	除稅前溢利			49,312
Income tax	所得稅			(31,894)
Profit for the period	本期間溢利			17,418
Amortisation and depreciation	攤銷及折舊	1,059	188	

# Notes to the Unaudited Interim Financial Report

## 未經審核中期財務報告附註

(Expressed in Renminbi Yuan unless otherwise indicated) (除另有所指外，以人民幣元列示)

### 2 SEGMENT REPORTING (CONTINUED)

### 2. 分部報告(續)

#### Business segments (continued)

#### 業務分部(續)

		Property development 物業開發 RMB'000 人民幣千元	Property leasing 物業租賃 RMB'000 人民幣千元	Consolidated 綜合 RMB'000 人民幣千元
(Six months ended 30 June 2007) (截至2007年6月30日止六個月)				
Revenue from external customers	外來客戶收入	191,262	23,534	214,796
Segment results	分部業績	170,439	8,314	178,753
Net increase in fair value of investment properties	投資物業的公允值的增加淨額	-	90,415	90,415
Unallocated operating income and expenses	未能分類的經營收入及開支			(9,847)
Profit from operations	經營溢利			259,321
Net change in fair value of derivative financial instruments	衍生金融工具的公允值的變動淨額			(49,544)
Finance costs	融資成本			(29,605)
Profit before taxation	除稅前溢利			180,172
Income tax	所得稅			(118,779)
Profit for the period	本期間溢利			61,393
Amortisation and depreciation	攤銷及折舊	1,398	208	

### 3 OTHER REVENUE

### 3. 其他收入

#### Six months ended 30 June

截至6月30日止六個月

2008 2007

RMB'000 RMB'000

人民幣千元 人民幣千元

Interest income	利息收入	20,370	17,176
Others	其他	340	66
		20,710	17,242



# Notes to the Unaudited Interim Financial Report 未經審核中期財務報告附註

(Expressed in Renminbi Yuan unless otherwise indicated) (除另有所指外，以人民幣元列示)

## 4 OTHER NET LOSS

## 4 其他虧損淨額

		<b>Six months ended 30 June</b>	
		截至6月30日止六個月	
		2008	2007
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Net exchange losses	匯兌虧損淨額	17,098	2,796
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	67	-
Net realised and unrealised loss on trading securities	買賣證券的已變現及未變現的虧損淨額	3,476	-
		<b>20,641</b>	2,796

## 5 PROFIT BEFORE TAXATION

## 5. 除稅前溢利

Profit before taxation is arrived at after charging/(crediting):

除稅前溢利已扣除/(計入)：

		<b>Six months ended 30 June</b>	
		截至6月30日止六個月	
		2008	2007
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Interest on borrowings	借貸利息	63,527	34,581
Less: interest expense capitalised as properties under development for sale	減：利息費用資本化為待出售的發展中物業	(20,621)	(4,976)
Finance costs	融資成本	42,906	29,605
Amortisation of leasehold land	租賃土地攤銷	642	1,077
Less: amounts capitalised as properties under development for sale	減：金額資本化為待出售的發展中物業	-	(488)
		642	589
Depreciation	折舊	1,267	1,017
Less: amounts capitalised as properties under development for sale	減：金額資本化為待出售的發展中物業	(451)	-
		816	1,017
Total amortisation and depreciation	攤銷及折舊總額	1,458	1,606

# Notes to the Unaudited Interim Financial Report

## 未經審核中期財務報告附註

(Expressed in Renminbi Yuan unless otherwise indicated) (除另有所指外，以人民幣元列示)

### 6 INCOME TAX

### 6. 所得稅

Six months ended 30 June

截至6月30日止六個月

2008 2007

RMB'000 RMB'000

人民幣千元 人民幣千元

		2008	2007
		RMB'000	RMB'000
		人民幣千元	人民幣千元
<b>Current tax</b>	<b>本期稅項</b>		
Provision for PRC	中國企業所得稅準備		
Enterprise Income Tax		1,351	12,848
Provision for	土地增值稅準備		
Land Appreciation Tax		-	92,369
<b>Deferred tax</b>	<b>遞延稅項</b>		
Effect of changes in tax rate	稅率變動對遞延稅項		
on opening balances	期初結餘之影響	19,292	-
of deferred tax			
Origination and reversal	暫時差異之產生及撥回		
of temporary differences		11,251	13,562
		<b>31,894</b>	<b>118,779</b>

Pursuant to the rules and regulations of the Cayman Islands and the British Virgin Islands ("BVI"), the Group is not subject to any income tax in the Cayman Islands and the BVI. No Hong Kong Profits Tax has been provided for as the Group does not have estimated assessable profits in Hong Kong.

The provision for the PRC Enterprise Income Tax is based on a statutory rate of 25% of the taxable profits determined in accordance with the relevant income tax rules and regulations in the PRC for the six months ended 30 June 2008, except for certain subsidiaries of the Company located within the special economic zones in the PRC, which were previously taxed at preferential rate of 15% in 2007, for which the applicable preferential tax rate is 18% for 2008. The preferential tax rate will be gradually increased to 20%, 22%, 24% and 25% for the years ending 31 December 2009, 2010, 2011 and 2012, respectively. Accordingly, the deferred tax of the Group is recognised based on tax rates that are expected to apply to the period when the asset is realised or the liability is settled.

根據開曼群島及英屬處女群島的規則及規例，本集團毋須繳納開曼群島及英屬處女群島的任何所得稅。由於本集團於香港並無任何估計應課稅收入，故並無就香港所得稅作出準備。

截至2008年6月30日止六個月，根據中國有關所得稅法規，本集團各附屬公司按稅項溢利25%的法定企業所得稅稅率繳稅，除若干位於中國經濟特區的附屬公司的營運業務於2007年按優惠稅率15%計算應課稅額，於2008年按該等附屬公司適用優惠稅率18%計算應課稅額，而有關優惠稅率並將於截至2009年、2010年、2011年及2012年12月31日止年度分別遞增至20%、22%、24%及25%。因此，本集團之遞延稅項乃根據資產被變現或負債被償還時預期之適用稅率予以確認。

# Notes to the Unaudited Interim Financial Report 未經審核中期財務報告附註

(Expressed in Renminbi Yuan unless otherwise indicated) (除另有所指外，以人民幣元列示)

## 6 INCOME TAX (CONTINUED)

Land Appreciation Tax is levied on properties developed by the Group for sale, at progressive rates ranging from 30% to 60% on the appreciation of land value, which under the applicable regulations is calculated based on the proceeds of sales of properties less deductible expenditures including lease charges of land use rights, borrowing costs and all property development expenditures.

## 7 DIVIDENDS

The board of directors does not recommend the payment of an interim dividend for the six months ended 30 June 2008 (2007: Nil).

No dividend payable to equity shareholders of the Company attributable to the previous financial year, has been approved or paid during the current period.

## 8 EARNINGS PER SHARE

### (a) Basic earnings per share

The calculation of basic earnings per share for the six months ended 30 June 2008 is based on the profit attributable to equity shareholders of the Company of RMB17,509,000 (2007: RMB61,459,000) and the weighted average number of shares in issue during the period of 1,040,250,000 shares (2007: 1,036,100,000 shares) during the period. The weighted average number of shares in issue for the six months ended 30 June 2007 is based on the assumption that 1,036,100,000 ordinary shares were in issue throughout that period.

## 6. 所得稅(續)

本集團銷售所發展的物業須按土地價值增幅以30%至60%的累進稅率繳納土地增值稅，根據有關規例，土地增值稅乃按出售物業所得款項減可扣稅開支(包括土地使用權租賃支出、借貸成本及所有物業發展開支)計算。

## 7. 股息

董事會已議決不宣派截至2008年6月30日止六個月之中期股息(2007年：無)。

期內，概無與過往財政年度有關的應付本公司權益股東股息獲批准及支付。

## 8. 每股盈利

### (a) 每股基本盈利

截至2008年6月30日止六個月的每股基本盈利乃根據期內本公司權益股東應佔溢利人民幣17,509,000元(2007年：人民幣61,459,000元)及已發行股份的加權平均數1,040,250,000股(2007年：1,036,100,000股)計算。截至2007年6月30日止六個月的已發行股份的加權平均數乃根據假設於整個期間內已發行1,036,100,000股普通股而計算。

# Notes to the Unaudited Interim Financial Report

## 未經審核中期財務報告附註

(Expressed in Renminbi Yuan unless otherwise indicated) (除另有所指外，以人民幣元列示)

### 8 EARNINGS PER SHARE (CONTINUED)

#### (b) Diluted earnings per share

The calculation of diluted earnings per share for the six months ended 30 June 2008 is based on the profit attributable to equity shareholders of the Company of RMB17,509,000 (2007: RMB61,459,000) and the weighted average number of shares of 1,051,679,000 shares (2007: 1,048,862,000 shares), calculated as follows:

		<b>Six months ended 30 June</b>	
		<b>截至6月30日止六個月</b>	
		<b>2008</b>	2007
		<b>'000</b>	'000
		<b>千股</b>	千股
<b>Weighted average number of shares (diluted)</b>	<b>股份加權平均數(攤薄)</b>		
Weighted average number of shares at 1 January	於1月1日的股份加權平均數	<b>1,040,250</b>	1,036,100
Deemed issue of ordinary shares under share option scheme for nil consideration	被視為根據認股權計劃無償發行普通股	<b>11,429</b>	12,762
Weighted average number of shares (diluted) at 30 June	於6月30日的股份加權平均數(攤薄)	<b>1,051,679</b>	1,048,862

There is no dilutive effect on earnings per share upon deemed exercise of the Warrants granted in 2007.

### 8. 每股盈利(續)

#### (b) 每股攤薄盈利

截至2008年6月30日止六個月的每股攤薄盈利乃根據本公司權益股東應佔溢利人民幣17,509,000元(2007年:人民幣61,459,000元)及股份加權平均數1,051,679,000股(2007年:1,048,862,000股)計算如下:

於2007年授出之認股權於被視為行使後並無對每股盈利產生攤薄影響。

# Notes to the Unaudited Interim Financial Report

## 未經審核中期財務報告附註

(Expressed in Renminbi Yuan unless otherwise indicated) (除另有所指外，以人民幣元列示)

### 9 INVESTMENT PROPERTIES

All investment properties of the Group were revalued as at 30 June 2008 by an independent firm of surveyors, Knight Frank Petty Limited, who has among their staff Fellows of the Hong Kong Institute of Surveyors with recent experience in the location and category of property being valued, on an open market value basis calculated by reference to net rental income allowing for reversionary income potential.

### 10 TRADE AND OTHER RECEIVABLES

### 9. 投資物業

本集團所有投資物業在2008年6月30日由擁有對被估價物業的位置及種類有近期經驗的香港測量師學會資深會員為僱員的獨立測量師行萊坊測計師行有限公司根據公開市場價值參考租金收入淨額並計及可能的復歸收入評估。

### 10. 應收賬款及其他應收款

		At 30 June 2008 於2008年 6月30日 RMB'000 人民幣千元	At 31 December 2007 於2007年 12月31日 RMB'000 人民幣千元
Trade receivables	應收賬款	6,358	8,821
Other receivables	其他應收款	106,862	80,552
Loans and advances	貸款及墊款	230,528	179,106
Loans and receivables	貸款及應收款	343,748	268,479
Derivative financial instruments	衍生金融工具	1,118	1,400
Prepayments and deposits	預付款項及按金	232,886	249,427
		<b>577,752</b>	519,306

Ageing analysis of trade receivables is as follows:

應收賬款的賬齡分析如下：

		At 30 June 2008 於2008年 6月30日 RMB'000 人民幣千元	At 31 December 2007 於2007年 12月31日 RMB'000 人民幣千元
0 to 90 days	0至90日	6,305	8,368
91 days to 180 days	91至180日	3	73
181 days to 365 days	181至365日	50	380
		<b>6,358</b>	8,821

# Notes to the Unaudited Interim Financial Report

## 未經審核中期財務報告附註

(Expressed in Renminbi Yuan unless otherwise indicated) (除另有所指外，以人民幣元列示)

### 10 TRADE AND OTHER RECEIVABLES (CONTINUED)

Trade receivables are due within 30 to 90 days from the date of billing.

The Group has a defined credit policy. In respect of rental receivables from property leasing activities, monthly rentals are received in advance and sufficient rental deposits are held to cover potential exposure to credit risk. The Group has no other collateral from its customers.

### 11 CASH AND CASH EQUIVALENTS

Deposits with banks and other financial institutions	銀行及其他金融機構的存款
Cash at bank and in hand	銀行存款及現金

At 30 June 2008 於2008年 6月30日 RMB'000 人民幣千元	At 31 December 2007 於2007年 12月31日 RMB'000 人民幣千元
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<b>36,995</b>	121,331
<b>36,058</b>	275,770
<b>73,053</b>	397,101

### 12 INTEREST-BEARING BORROWINGS

The analysis of the carrying amounts of interest-bearing borrowings is as follows:

Bank loans	銀行貸款
Senior Note	優先票據

At 30 June 2008 於2008年 6月30日 RMB'000 人民幣千元	At 31 December 2007 於2007年 12月31日 RMB'000 人民幣千元
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<b>435,268</b>	400,678
<b>567,574</b>	555,708
<b>1,002,842</b>	956,386

### 10. 應收賬款及其他應收款(續)

應收賬款於賬單發出日後30至90日內到期。

本集團擁有清晰的信貸政策。有關物業租賃業務之應收租金，租戶須預先繳納每月租金及存放足夠的租賃按金以減低租戶之潛在信貸風險。本集團並無向客戶獲取其他抵押。

### 11 現金及現金等價物

### 12 計息借貸

計息借貸之賬面值分析如下：

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## 12 INTEREST-BEARING BORROWINGS (CONTINUED)

Details of the Senior Note are set out as follows:

Pursuant to the offering memorandum of the Company dated 20 September 2007, the Company issued 900 units of senior note (collectively referred to as the “Senior Note”) and 81,000,000 nil-paid warrants (the “Warrants”) for a principal amount totalling US\$90,000,000. The Senior Note was interest-bearing at 12.5% per annum at issue and payable semi-annually in arrears, and will mature on 3 October 2012. Detachable from the Senior Note, each Warrant may be exercised from the date of issue up to 2 October 2012 at an initial exercise price, subject to certain conditions of reset and adjustment, of HK\$3.36 per ordinary share of the Company.

Pursuant to a cross-currency and interest rate swap agreement (the “Swap Agreement”) entered into between the Company and a financial institution immediately after the said offering memorandum, the notional principal amount of the Senior Note under the Swap Agreement deemed to be effective at the date of issue was RMB676,845,000, whereas the notional interest rate applicable to the Senior Note was the 1-year RMB benchmark deposit rate as determined from time to time by the People’s Bank of China plus 5.3% per annum. Interest payment will be due annually commencing on 3 October 2008.

Conditioned in the said offering memorandum, the Company is granted a redemption option such that at any time on or after 3 October 2010, the Company may redeem the Senior Note, in whole or in part, at a redemption price equal to the percentage ranging from 100% to 106.25% of the principal amount, plus accrued and unpaid interest, if any, to the redemption date. At any time prior to 3 October 2010, the Company may redeem the Senior Note, in whole but not in part, at a redemption price equal to 100% of the principal amount of the Senior Note plus the applicable premium as of, and accrued and unpaid interest, if any, to the redemption date. In addition, at any time prior to 3 October 2010, the Company may redeem up to 35% of the aggregate principal amount with proceeds from certain sales of the Company’s equity shares, at a redemption price equal to 112.5% of the principal amount, plus accrued and unpaid interest, if any, to the redemption date.

## 12 計息借貸(續)

優先票據之詳情載列如下：

根據本公司於2007年9月20日訂立的發售備忘錄，本公司發行900個單位的優先票據(統稱為「優先票據」)及81,000,000份未繳款認股權(「認股權」)，本金額合共為90,000,000美元。優先票據按年利率12.5%計息，須每半年付息一次，並將於2012年10月3日到期。與優先票據分開，每份認股權可由發行日期起至2012年10月2日，按初步行使價(受若干重定及調整之條件規限)每股3.36港元認購一股本公司普通股。

根據本公司與一金融機構於緊隨上述發售備忘錄後訂立的交叉貨幣及利率掉期協議(「掉期協議」)，優先票據根據掉期協議於發行日期視為生效的名義本金額為人民幣676,845,000元，而優先票據適用的名義利率為中國人民銀行不時釐定的一年期人民幣存款基準利率另加年利率5.3%。利息付款將於2008年10月3日起每年支付一次。

按照上述發售備忘錄所載的條件，本公司獲授一項贖回選擇權，以便於2010年10月3日或以後任何時間，可按相等於本金額的100%至106.25%的贖回價另加至贖回日期的預提未付利息(如有)，贖回全部或部分優先票據。於2010年10月3日前任何時間，本公司可按相等於優先票據本金額的100%另加至贖回日期的應付溢價以及預提未付利息(如有)，贖回全部而非部分優先票據。此外，於2010年10月3日前任何時間，本公司可按相等於本金額的112.5%另加至贖回日期的預提未付利息(如有)，贖回最多不超過本金總額的35%連同若干次銷售本公司股份的所得款項。



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### 12 INTEREST-BEARING BORROWINGS (CONTINUED)

The Senior Note is general obligations of the Company and is senior in right of payment to any existing and future obligations of the Company expressly subordinated in right of payment to the Senior Note, which is at least pari passu in right of payment with all other unsecured, unsubordinated indebtedness of the Company (subject to any priority rights of such unsubordinated indebtedness pursuant to applicable laws). The Senior Note holder(s) are entitled to a first priority security interest on certain collateral charged by the Company, and the Senior Note ranks effectively senior in right of payment to unsecured obligations of the Company with respect to the value of the collateral charged by the Company.

Senior Note can be analysed into the following components:

- (i) Liability component for the Senior Note represents the present value of the contractually determined stream of future cash flows discounted at the rate of interest determined by the market instruments of comparable credit status taken into account the business risk of the Company as well as the large amount of the Senior Note, but without the conversion option.
- (ii) Redemption option represents the fair value of the Company's option to early redeem all or part of the Senior Note.
- (iii) Warrant represents the fair value of the right to subscribe for the Company's equity shares at applicable exercise price.

### 12 計息借貸(續)

優先票據為本公司的一般責任，支付權次序將優先於本公司已明確表示為從屬於優先票據支付權的任何現有及未來責任，並在支付權方面至少與本公司的所有其他無抵押非從屬負債享有同等地位（受該非從屬負債根據適用法律的任何優先權規限）。優先票據持有人有權優先享有本公司就若干抵押品支付的抵押品利息，而就本公司收取的抵押品價值而言，優先票據於支付權方面實際上優先於本公司的無抵押責任。

優先票據可分析為以下部分：

- (i) 優先票據的負債部分指契約釐定的未來現金流量來源的現值，而未來現金流量乃經計及本公司的業務總風險及大量的優先票據（惟並無轉換期權），按可比較信貸狀況的市場工具釐定的利率折現。
- (ii) 贖回選擇權指本公司選擇提早贖回所有或部分優先票據的公允值。
- (iii) 認股權指可按適用行使價認購本公司股份的權利的公允值。

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## 12 INTEREST-BEARING BORROWINGS (CONTINUED)

## 12 計息借貸(續)

Movement of the Senior Note is set out as follows:

優先票據的變動載列如下：

		<b>Liability</b>	<b>Warrants</b>	<b>Redemption option</b>	<b>Total</b>
		負債	認股權	贖回選擇權	總計
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2008	於2008年1月1日	555,708	74,541	(1,400)	628,849
Transaction costs amortised	已攤銷交易成本	11,866	-	-	11,866
Exchange differences	匯兌差額	-	(4,416)	83	(4,333)
Net (increase)/decrease in fair value	公允值(增加)/ 減少淨額	-	(39,269)	199	(39,070)
At 30 June 2008	於2008年6月30日	567,574	30,856	(1,118)	597,312

The fair value of the liability component of the Senior Note is not materially different from its carrying value as at 30 June 2008.

於2008年6月30日，優先票據的負債部分的公允值與其賬面值並無重大差異。

During the six months ended 30 June 2008, the Company failed to comply with certain financial ratio covenants stipulated in the indenture dated as of 3 October 2007 (the "Indenture") entered into among the Company and the trustee of the Indenture in respect of the Senior Note. In consequence, the Company has been refrained from carrying out certain activities ("Restricted Activities") including but not limited to incurring new indebtedness (other than Permitted Indebtedness so defined in the Indenture), disposing of assets, declaring dividends and re-designating subsidiaries as Unrestricted Subsidiaries etc in accordance with the Indenture. Details of Restricted Activities are set forth in the Senior Note's offering memorandum dated 20 September 2007.

截至2008年6月30日止六個月，本公司未能履行本公司與契約信託人就優先票據於2007年10月3日訂立之契約(「契約」)中所訂明之若干財務比率契諾。因此，根據契約，本公司被限制進行若干活動(「受限制活動」)，包括但不限於產生新的負債(契約所訂明之許可負債除外)、出售資產、宣派股息及重新指定附屬公司為非受限制附屬公司等。受限制活動之詳情載於日期為2007年9月20日之優先票據發售備忘錄。

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### 13 TRADE AND OTHER PAYABLES, AND ACCRUALS

### 13. 應付賬款、其他應付款及預提費用

		At 30 June 2008 於2008年 6月30日 RMB'000 人民幣千元	At 31 December 2007 於2007年 12月31日 RMB'000 人民幣千元
Trade payables	應付賬款	33,485	16,959
Bills payable	應付票據	5,000	-
Amount due to a director	應付一名董事款項	879	899
Amount due to a related company	應付一間關連公司款項	18,000	18,000
Derivative financial instruments	衍生金融工具	30,856	74,541
Other payables and accrued charges	其他應付款及預提費用	364,363	204,179
		<b>452,583</b>	<b>314,578</b>

Ageing analysis of trade payables is as follows:

應付賬款的賬齡分析如下：

		At 30 June 2008 於2008年 6月30日 RMB'000 人民幣千元	At 31 December 2007 於2007年 12月31日 RMB'000 人民幣千元
Due within 90 days or on demand	90日內應付或按要求的	33,485	16,959

### 14 SHARE CAPITAL

### 14 股本

(a) The share capital as at 30 June 2008 and 31 December 2007 is as follows:

(a) 於2008年6月30日及2007年12月31日的股本如下：

		No. of shares 股份數目	Amount 金額 HK\$'000 千港元
<b>Authorised:</b>	<b>法定：</b>		
Ordinary shares of HK\$0.01 each	每股面值0.01港元的普通股	30,000,000,000	300,000
<b>Issued and fully paid:</b>	<b>已發行及繳足：</b>		
Ordinary shares of HK\$0.01 each	每股面值0.01港元的普通股	1,040,250,000	10,403
			RMB'000 人民幣千元
		人民幣等值 RMB equivalent	10,296

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## 14 SHARE CAPITAL (CONTINUED)

### (b) Terms of unexpired and unexercised share options at the balance sheet date are as follows:

Exercise period 行使期	Exercise price 行使價	At 30 June 2008 於2008年 6月30日 Number 數目	At 31 December 2007 於2007年 12月31日 Number 數目
22 August 2007 to 21 February 2012 2007年8月22日至2012年2月21日	HK\$0.60 0.60港元	19,000,000	19,000,000
15 November 2007 to 14 May 2017 2007年11月15日至2017年5月14日	HK\$1.84 1.84港元	41,309,000	41,309,000
10 April 2008 to 9 October 2017 2008年4月10日至2017年10月9日	HK\$2.99 2.99港元	1,000,000	6,000,000
10 October 2008 to 9 October 2017 2008年10月10日至2017年10月9日	HK\$2.99 2.99港元	20,000,000	20,000,000
13 August 2008 to 12 August 2018 2008年8月13日至2018年8月12日	HK\$1.70 1.70港元	8,000,000	—
		<b>89,309,000</b>	<b>86,309,000</b>

Each option entitles the holder to subscribe for one ordinary share of the Company.

- (c) On 3 October 2007, 81,000,000 Warrants were issued to the initial purchasers of the Senior Note. At the balance sheet date, there were 81,000,000 outstanding Warrants. Each of the Warrant holders is entitled to subscribe in cash at an exercise price, subject to certain conditions of reset and adjustment, of HK\$3.36 each for one ordinary share of HK\$0.01 each of the Company at any time from 3 October 2007 to 2 October 2012. The Warrants when exercised in full would, with the present capital structure of the Company, result in the issue of 81,000,000 additional ordinary shares of HK\$0.01 each and aggregate subscription monies of HK\$272,160,000 before the related expenses.

## 14 股本(續)

### (b) 於結算日未屆滿及未行使認股權的條款如下：

Exercise price 行使價	At 30 June 2008 於2008年 6月30日 Number 數目	At 31 December 2007 於2007年 12月31日 Number 數目
HK\$0.60 0.60港元	19,000,000	19,000,000
HK\$1.84 1.84港元	41,309,000	41,309,000
HK\$2.99 2.99港元	1,000,000	6,000,000
HK\$2.99 2.99港元	20,000,000	20,000,000
HK\$1.70 1.70港元	8,000,000	—
	<b>89,309,000</b>	<b>86,309,000</b>

每份認股權賦予持有人權利可認購一股本公司普通股。

- (c) 於2007年10月3日，本公司發行81,000,000份認股權予優先票據的最初買方。於結算日，尚有81,000,000份未行使認股權。每位認股權持有人可由2007年10月3日起至2012年10月2日止任何時間，按行使價(受若干重定及調整的條件規限)每股3.36港元，以現金認購一股每股面值0.01港元的本公司普通股。在本公司的現有資本架構下，當認股權悉數獲行使時將導致須額外發行81,000,000股每股面值0.01港元的普通股，認購款項總額於扣除相關費用前為272,160,000港元。

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### 15 CAPITAL COMMITMENTS

### 15. 資本承擔

		At 30 June 2008 於2008年 6月30日 RMB'000 人民幣千元	At 31 December 2007 於2007年 12月31日 RMB'000 人民幣千元
Authorised but not contracted for	已授權但未訂約	2,715,778	2,543,313
Contracted but not provided for	已訂約但尚未準備	315,748	137,796
		<b>3,031,526</b>	2,681,109

### 16 CONTINGENT LIABILITIES

### 16. 或然負債

		At 30 June 2008 於2008年 6月30日 RMB'000 人民幣千元	At 31 December 2007 於2007年 12月31日 RMB'000 人民幣千元
Guarantees given to banks for: 向銀行發出的擔保：			
– mortgage facilities granted to purchasers of the Group's properties	– 提供予本集團物業買家的按揭信貸額	370,000	370,000

The Group provided guarantees in respect of mortgage facilities granted by certain banks in connection with the mortgage loans entered into by purchasers of the Group's properties. Pursuant to the terms of the guarantees, if there is default of the mortgage payments by these purchasers, the Group is responsible to repay the outstanding mortgage loans together with any accrued interest and penalty owed by the defaulted purchasers to banks. The Group is then entitled to take over the legal title of the related properties. The Group's guarantee period commences from the dates of grant of the relevant mortgage loans and ends after the purchaser obtained the individual property ownership certificate or up to a maximum of two years after the full repayment of mortgage loan by the purchaser of the Group's properties.

本集團就若干銀行授出的按揭融資額提供擔保，該等按揭融資涉及由本集團若干物業買家所訂立的按揭貸款。根據擔保的條款，倘該等買家拖欠按揭款項，本集團須負責向銀行償還買家結欠的貸款連同任何預提利息及罰款，而本集團屆時有權接管有關物業的法定所有權。本集團的擔保期限由按揭貸款授出日期起計，並於買家取得個別房產證後或於本集團物業買家償付全數按揭貸款後最多兩年後結束。

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## 16 CONTINGENT LIABILITIES (CONTINUED)

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 loans together with any accrued interest and penalty and therefore no provision has been made in connection with the guarantees.

## 17 MATERIAL RELATED PARTY TRANSACTIONS

In addition to those disclosed in note 13, the Group had the following significant transactions and balances with related parties during the period:

### (a) Transactions and balances with the Group's directors, senior management and their close family members

Remuneration payable 應付酬金

Remuneration payable to directors and senior management are unsecured, interest-free and repayable on demand.

Remunerations: 酬金：  
Directors 董事  
Senior management 高級管理人員

## 16. 或然負債(續)

董事認為倘款項被拖欠，有關物業的可變現淨值足以償還尚未償還的按揭貸款以及任何預提利息及罰款，因此並無就擔保作出準備。

## 17. 關連人士的重大交易

除附註13所披露的交易外，本集團與關連人士於期內之重大交易及結餘如下：

### (a) 與本集團董事、高級管理人員及其直系親屬成員間的交易及結餘

At 30 June 2008 於2008年 6月30日 RMB'000 人民幣千元	At 31 December 2007 於2007年 12月31日 RMB'000 人民幣千元
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2,001	4,976
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應付董事及高級管理人員酬金乃無抵押、不計息和須於要求時償還。

### Six months ended 30 June

截至6月30日止六個月 2008 RMB'000 人民幣千元	2007 RMB'000 人民幣千元
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2,635	2,401
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886	825
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3,521	3,226
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### 17 MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

#### (b) Transactions and balances with the Group's affiliated companies and their directors

	At 30 June 2008 於2008年 6月30日 RMB'000 人民幣千元	At 31 December 2007 於2007年 12月31日 RMB'000 人民幣千元
Prepayments (note (i)) 預付款(附註(i))	17,057	17,057
Trade payables (note (ii)) 應付賬款(附註(ii))	8,724	8,724

Notes:

- (i) Prepayments represented prepayments of construction materials paid to a related party for the development of the Group's projects. The terms of such transactions were carried out on normal commercial terms and in the ordinary course of the Group's businesses.
- (ii) Trade payables represented interest-free and unsecured amount due to a related party. This amount was repayable on demand and made on the same terms with other independent third parties.

### 17. 關連人士的重大交易(續)

#### (b) 與本集團的聯屬公司及其董事間的交易及結餘

	At 30 June 2008 於2008年 6月30日 RMB'000 人民幣千元	At 31 December 2007 於2007年 12月31日 RMB'000 人民幣千元
Prepayments (note (i)) 預付款(附註(i))	17,057	17,057
Trade payables (note (ii)) 應付賬款(附註(ii))	8,724	8,724

附註：

- (i) 預付款代表支付予關連人士建築材料預付款，以供本集團開發項目之用。此等交易乃按一般商業條款及於本集團正常業務範圍內進行。
- (ii) 應付賬款代表應付此關連人士的免息及無抵押短期款項。該款項須於要求時償還，並按照與其他獨立第三方的相同條款而訂立。

### 18 ACQUISITION OF A SUBSIDIARY

On 28 March 2008, the Group entered into a share transfer agreement with an independent third party to acquire 100% equity interest in Shenzhen City Zirui Real Estate Development Company Limited ("Shenzhen Zirui"). Shenzhen Zirui was engaged in the development of residential and commercial properties nearby Buji County, Longgang District. The acquisition cost comprised of the cash consideration of RMB154,100,000 and the property consideration of RMB80,915,000. The property consideration represented the estimated cost of completion of 22,000 square metre of gross floor area of properties to be delivered to the vendors upon completion of construction. Shenzhen Zirui became a wholly-owned subsidiary of the Group after the completion of the share transfer.

### 18 收購一間附屬公司

於2008年3月28日，本集團與一獨立第三方訂立股份轉讓協議，以收購深圳市紫瑞房地產開發有限公司（「深圳紫瑞」）的100%股本權益。深圳紫瑞主要在龍崗區布吉鎮鄰近區域從事開發住宅及商用物業。收購成本包括現金代價人民幣154,100,000元及物業代價人民幣80,915,000元。物業代價代表總建築面積22,000平方米的物業的估計成本，有關物業於竣工時將交付予賣方。於股份轉讓完成後，深圳紫瑞已成為本集團的全資附屬公司。

# Notes to the Unaudited Interim Financial Report

## 未經審核中期財務報告附註

(Expressed in Renminbi Yuan unless otherwise indicated) (除另有所指外，以人民幣元列示)

### 18 ACQUISITION OF A SUBSIDIARY (CONTINUED)

### 18 收購一間附屬公司(續)

The net assets acquired in the acquisition of a subsidiary during the period were as follows:

於本期間，收購附屬公司時所購入的資產淨值如下：

		<b>Carrying amount before consolidation</b>	<b>Fair value adjustments</b>	<b>Fair value</b>
		於合併前賬面值	公允值調整	公允值
		RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元
Net assets acquired:	已收購資產淨值：			
Property, plant and equipment	物業、廠房及設備	1,068	–	1,068
Inventories	存貨	53,538	216,635	270,173
Trade and other receivables	應收賬款及其他應收款	110	–	110
Cash and cash equivalents	現金及現金等價物	411	–	411
Trade and other payables, and accruals	應付賬款、其他應付款及 預提費用	(36,747)	–	(36,747)
Net identifiable assets and liabilities	可識別資產及 負債淨值	18,380	216,635	235,015
Total purchase prices paid, satisfied in cash	已付購買價總額， 以現金支付			80,000
Less: cash of subsidiary acquired	減：已收購附屬公司現金			(411)
Net cash outflow in respect of the acquisition of a subsidiary during the period	於本期間就收購附屬公司的 現金流出淨額			79,589
Consideration payable at 30 June 2008	於2008年6月30日之 應付代價			155,015

# Notes to the Unaudited Interim Financial Report

## 未經審核中期財務報告附註

(Expressed in Renminbi Yuan unless otherwise indicated) (除另有所指外，以人民幣元列示)

### 19 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE SIX MONTHS ENDED 30 JUNE 2008

Up to the date of issue of this interim financial report, the HKICPA has issued the following amendments, new standards and interpretations which are not yet effective for the six months ended 30 June 2008 and which have not been adopted in this interim financial report:

### 19. 已頒佈但於截至2008年6月30日止六個月尚未生效的修訂、新準則及詮釋的可能影響

截至本中期財務報告刊發日期，香港會計師公會已頒發下列於截至2008年6月30日止六個月尚未生效，且本中期財務報告尚未採納之修訂、新訂準則及詮釋：

		<b>Effective for accounting periods beginning on or after</b>
		於或之後開始的會計期間生效
HKFRS 8 香港財務報告準則第8號	Operating segments 營運分部	1 January 2009 2009年1月1日
Revised HKAS 1 經修訂香港會計準則第1號	Presentation of financial statements 財務報表的列報	1 January 2009 2009年1月1日
Revised HKAS 23 經修訂香港會計準則第23號	Borrowing costs 借貸成本	1 January 2009 2009年1月1日
Amendments to HKFRS 2 香港財務報告準則第2號修訂	Share-based payment – Vesting conditions and cancellations 以股份為基礎之付款—授予條件及取消	1 January 2009 2009年1月1日
Revised HKFRS 3 經修訂香港財務報告準則第3號	Business combinations 企業合併	Applicable to business combination for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after 1 July 2009 適用於收購日期於2009年7月1日或之後開始的首個年度報告期間開始日期或之後的企業合併

# Notes to the Unaudited Interim Financial Report 未經審核中期財務報告附註

(Expressed in Renminbi Yuan unless otherwise indicated) (除另有所指外，以人民幣元列示)

## 19 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE SIX MONTHS ENDED 30 JUNE 2008 (CONTINUED)

19. 已頒佈但於截至2008年6月30日止期間尚未生效的修訂、新準則及詮釋的可能影響(續)

		<b>Effective for accounting periods beginning on or after</b>
		於或之後開始的會計期間生效
HK(IFRIC) 15	Agreements for the construction of real estate	1 January 2009
香港(國際財務報告詮釋委員會)－詮釋第15號	興建房地產的協議	2009年1月1日
Revised HKAS 27	Consolidated and separate financial statements	1 July 2009
經修訂香港會計準則第27號	綜合及獨立財務報表	2009年1月1日

The Group is in the process of making an assessment of what the impact of these amendments, new standards and interpretations is expected to be in the period of initial application but has so far concluded that these new HKFRSs would not have a significant impact on the Group's results of operations and financial position.

本集團正在評估該等修訂、新訂準則及詮釋於初次採納期間將產生哪些影響，但已判斷該等新訂香港財務報告準則將不會對本集團的經營業績及財務狀況造成重大影響。

## Other Information 其他資料

### DIRECTORS' INTERESTS IN SHARES, UNDERLYING SHARES OR DEBENTURES

As at 30 June 2008, the interests of the directors in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) (the "Associated Corporations") as recorded in the register required to be kept by the Company under section 352 of the SFO or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") were as follows:

#### Long position in the shares of the Company

於本公司股份之好倉

Name of Director	董事姓名	Number of shares 股份數目			Number of underlying shares held under equity derivatives 按股本衍生 工具持有相關 股份之數目	Percentage of aggregate interests to total number of shares in issue* 佔已發行股份 總數之百分比*	
		Personal interests 個人權益	Family interests 家族權益	Corporate interests 公司權益			Total 總計
Mr. Zeng Yunshu	曾雲樞先生	1,516,000 <sup>1</sup>	-	-	-	1,516,000	0.15
Dr. Han Qinchun	韓秦春博士	9,768,000 <sup>1</sup>	-	-	-	9,768,000	0.94
Mr. Zeng Sheng	曾勝先生	-	-	582,320,000 <sup>2</sup>	-	582,320,000	55.98
Ms. Ye Qingdong	葉慶東女士	-	-	-	5,000,000 <sup>3</sup>	5,000,000	0.48
Mr. Ouyang Junxin	歐陽俊新先生	-	-	-	2,000,000 <sup>3</sup>	2,000,000	0.19
Mr. Zhang Huaqiao <sup>4</sup>	張化橋先生 <sup>4</sup>	-	-	-	7,000,000 <sup>3</sup>	7,000,000	0.67
Dr. Li Jun	李珺博士	-	-	-	1,000,000 <sup>3</sup>	1,000,000	0.10
Mr. Cheung Ngai Lam	張毅林先生	-	-	-	1,000,000 <sup>3</sup>	1,000,000	0.10
Ms. Lin Wei Fang	林偉芳女士	-	-	-	1,000,000 <sup>3</sup>	1,000,000	0.10

Notes:

- This represents interests held by the relevant director as beneficial owner.
- This represents interests held by Mr. Zeng Sheng through Grand Prosperity Limited ("Grand Prosperity"), which holds 582,320,000 shares of the Company. Mr. Zeng Sheng has 80% interest in Grand Prosperity, he is therefore deemed to be interested in 582,320,000 shares of the Company.

### 董事於股份、相關股份或債券中之權益

於2008年6月30日，董事於本公司或其任何相聯法團（按證券及期貨條例第XV部之涵義）（「相聯法團」）之股份、相關股份及債券中擁有根據證券及期貨條例第352條須存置之登記冊所記錄或根據上市發行人董事進行證券交易之標準守則（「標準守則」）而另行知會本公司及香港聯合交易所有限公司（「聯交所」）之權益如下：

附註：

- 此指由相關董事作為實益擁有人持有之權益。
- 此指由曾勝先生透過 Grand Prosperity Limited（「Grand Prosperity」）持有之權益，而 Grand Prosperity 持有 582,320,000 股本公司股份。曾勝先生擁有 Grand Prosperity 之 80% 權益，因而彼視為擁有 582,320,000 股本公司股份之權益。

## DIRECTORS' INTERESTS IN SHARES, UNDERLYING SHARES OR DEBENTURES (CONTINUED)

### Long position in the shares of the Company (continued)

Notes: (continued)

3. This represents interests in options held by the relevant director as a beneficial owner to subscribe for the relevant underlying shares granted by the Company under the Pre-IPO Share Options or Share Option Scheme, details of which are set out in the section headed "Share Option" below.
4. Mr. Zhang resigned as non-executive director of the Company on 26 September 2008.
- \* The percentage has been adjusted based on the total number of shares of the Company in issue as at 30 June 2008 (i.e. 1,040,250,000 shares).

Save as disclosed above, as at 30 June 2008, none of the directors had any other interests or short positions in the shares, underlying shares or debentures of the Company or any of its Associated Corporations which had been entered in the register kept by the Company pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

## DIRECTORS' RIGHTS TO ACQUIRE SHARES AND DEBENTURES

As at 30 June 2008, the number of outstanding share options granted by the Company under the Pre-IPO Share Options and Share Option Scheme to the directors and/or employees to subscribe for shares of the Company, as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code is set out in the section headed "Share Option" of this report below.

Apart from the aforesaid, at no time during the period was the Company, its subsidiaries, its fellow subsidiaries or its holding companies a party to any arrangement to enable the directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

## 董事於股份、相關股份或債券中之權益 (續)

### 於本公司股份之好倉 (續)

附註：(續)

3. 此指由相關董事作為實益擁有人持有之認股權權益，可認購根據首次公開發售前認股權或認股權計劃授予之相關股份，有關詳情載於下文「認股權」一節。
4. 張先生於2008年9月26日辭任非執行董事一職。
- \* 百分比已根據本公司於2008年6月30日已發行之股份總數(即1,040,250,000股)作出調整。

除上文所披露者外，於2008年6月30日，概無董事於本公司或其任何相聯法團之股份、相關股份或債券中擁有記入根據證券及期貨條例第352條所存置之登記冊或根據標準守則另行知會本公司及聯交所之任何其他權益或淡倉。

## 董事購買股份及債券的權利

於2008年6月30日，按照證券及期貨條例第352條須存置之登記冊所記錄或根據標準守則另行向本公司及聯交所知會，本公司根據首次公開發售前認股權及認股權計劃授予董事及／或僱員可認購本公司股份之尚未行使認股權數目載於本報告下文「認股權」一節。

除上述外，期間內本公司、其附屬公司、其同系附屬公司或其控股公司概無訂立任何安排，致使董事可透過購買本公司或任何其他法團之股份及債券而獲益。

## Other Information 其他資料

### SUBSTANTIAL INTERESTS IN THE SHARE CAPITAL OF THE COMPANY

As at 30 June 2008, the interests of those persons (other than the directors) in the shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

Name 名稱	Capacity in which shares were held 於所持有股份之身份	Number of shares 股份數目	Number of underlying shares held under equity derivatives 按股本衍生 工具持有相關 股份之數目	Percentage of shares to total number of shares in issue* 股份佔已發行 股份總數 之百分比*
Grand Prosperity <sup>1</sup>	Beneficial owner 實益擁有人	582,320,000(L)	–	55.98
Lehman Brothers Holdings Inc. <sup>2</sup> ("LB HLD")	Interest of controlled corporation 受控公司權益	60,608,000(L)	9,000,000(L)	6.69

(L) = long position 好倉, (S) = short position 淡倉

#### Notes:

- These shares are held by Grand Prosperity which is owned as to 80% by Mr. Zeng Sheng and 20% by Mr. Zeng Yunshu, both are executive directors of the Company and Mr. Zeng Yunshu is the father of Mr. Zeng Sheng.
  - Lehman Brothers Commercial Corporation Asia Limited ("LBCCA"), which holds in total of 69,608,000 interests in the Company as beneficial owner, is owned 50% interests by each of LBCCA Holdings I LLC ("LBCCA I") and LBCCA Holdings II LLC ("LBCCA II"). Both LBCCA I and LBCCA II themselves are wholly owned by LB HLD and accordingly, the shares in which LBCCA are shown to be interested are also included in the shares in which LB HLD is shown to be interested. The number of shares held and underlying shares held under equity derivatives has been adjusted based on the information from LB HLD.
- \* The percentage has been adjusted based on the total number of shares of the Company in issue as at 30 June 2008 (i.e. 1,040,250,000 shares).

### 主要股東於本公司股本之權益

於2008年6月30日，於本公司股份擁有根據證券及期貨條例第336條本公司須存置之登記冊所記錄之權益之該等人士（董事除外）如下：

Name 名稱	Capacity in which shares were held 於所持有股份之身份	Number of shares 股份數目	Number of underlying shares held under equity derivatives 按股本衍生 工具持有相關 股份之數目	Percentage of shares to total number of shares in issue* 股份佔已發行 股份總數 之百分比*
Grand Prosperity <sup>1</sup>	Beneficial owner 實益擁有人	582,320,000(L)	–	55.98
Lehman Brothers Holdings Inc. <sup>2</sup> ("LB HLD")	Interest of controlled corporation 受控公司權益	60,608,000(L)	9,000,000(L)	6.69

#### 附註：

- 此等股份由Grand Prosperity持有，而Grand Prosperity分別由曾勝先生及曾雲樞先生（均為本公司執行董事）擁有80%及20%權益，曾雲樞先生為曾勝先生之父親。
  - Lehman Brothers Commercial Corporation Asia Limited ("LBCCA")（作為實益擁有人持有本公司共69,608,000權益）由LBCCA Holdings I LLC ("LBCCA I")及LBCCA Holdings II LLC ("LBCCA II")各自擁有50%權益。LBCCA I及LBCCA II本身均由LB HLD全資擁有，因此，LBCCA所示擁有權益之股份亦計入LB HLD所示擁有權益之股份內。所持有之股份及根據股本衍生工具持有之相關股份之數目已按LB HLD提供之資料作出調整。
- \* 百分比已根據本公司於2008年6月30日已發行之股份總數（即1,040,250,000股）作出調整。



### SUBSTANTIAL INTERESTS IN THE SHARE CAPITAL OF THE COMPANY (CONTINUED)

Save as disclosed above, as at 30 June 2008, the Company had not been notified of any interests and short positions in the shares and underlying shares of the Company which had been recorded in the register required to be kept under section 336 of the SFO.

### SHARE OPTION

On 31 January 2007, in recognition of the contributions made by employees of the Group towards its growth and success, an aggregate of 23,000,000 share options of the Company (the “Pre-IPO Share Options”) have been granted by the Company to, and accepted by the relevant employees prior to listing of the Company’s share on the Stock Exchange. On the same day, a share option scheme (the “Share Option Scheme”) was adopted by the shareholder’s written resolution of the Company.

The Listing Committee of Stock Exchange has granted the listing of, and permission to deal in the shares of the Company which may fall to be issued pursuant to the exercise of the options which granted and/or may be granted under the Pre-IPO Share Options and/or Share Option Scheme, subsequently.

As at 30 June 2008, a total of 89,309,000 share options were outstanding which comprised 19,000,000 share options and 70,309,000 share options granted under the Pre-IPO Share Options and the Share Option Scheme respectively.

### 主要股東於本公司股本之權益 (續)

除上文所披露者外，於2008年6月30日，本公司並無獲知會於本公司股份及相關股份中擁有根據證券及期貨條例第336條須存置之登記冊所記錄之任何權益及淡倉。

### 認股權

於2007年1月31日，為表彰本集團的僱員對其成長及成功所作出之貢獻，本公司於本公司股份在聯交所上市前向有關僱員授出合共23,000,000份本公司認股權（「首次公開發售前認股權」），並獲該等僱員接納。同日，根據本公司之股東書面決議案，本公司亦採納一項認股權計劃（「認股權計劃」）。

聯交所上市委員會已批准因根據首次公開發售前認股權及／或認股權計劃授出及／或可能授出之認股權獲行使而須予發行之本公司股份上市及買賣。

於2008年6月30日，共計89,309,000份認股權未獲行使，包括分別根據首次公開發售前認股權及認股權計劃授出之19,000,000份認股權及70,309,000份認股權。

## Other Information 其他資料

### SHARE OPTION (CONTINUED)

The following is a summary of the principal terms of the Pre-IPO Share Options and the Share Option Scheme:

#### (a) Pre-IPO Share Options

##### *Purpose*

Recognition of the contributions made by employees of the Group towards its growth and success.

##### *Exercise Period*

From 22 August 2007 to 21 February 2012 unless extended in writing by the Board (and approved by the independent non-executive directors) in its absolute discretion. Each of the Pre-IPO Share Options (to the extent not already exercised) shall lapse automatically at the end of such option period.

##### *Exercise Price*

HK\$0.60 per share to be issued pursuant to the exercise of the Pre-IPO Share Options, representing a discount of 75% to the maximum IPO Offer Price as described in the prospectus of the Company dated 8 February 2007 (the "Prospectus"). The exercise price was determined in recognition of the contributions made to the Group by the respective grantees of the Pre-IPO Share Options.

### 認股權 (續)

以下乃首次公開發售前認股權及認股權計劃之主要條款之概要：

#### (a) 首次公開發售前認股權

##### *目的*

表彰本集團僱員對其成長及成功所作出之貢獻。

##### *行使期*

自2007年8月22日起至2012年2月21日止，除非獲董事會全權酌情以書面方式延長（及獲獨立非執行董事批准）則作別論。每份未獲行使之首次公開發售前認股權將於該認股權期限結束時自動失效。

##### *行使價*

每股0.60港元據首次公開發售前認股權獲行使而將予發行之股份，較本公司於2007年2月8日刊發的招股章程（「招股章程」）所述之最高首次公開發售價折讓75%。行使價乃就表彰首次公開發售前認股權之各自承授人對本集團作出之貢獻而釐定。

**SHARE OPTION (CONTINUED)**

**(a) Pre-IPO Share Options (continued)**

***Other Conditions***

- (1) The grant of the Pre-IPO Share Options is subject to the following additional conditions:
- (a) the commencement of dealings in the Shares;
  - (b) any exercise of the Pre-IPO Share Options must be made in full and not in part;
  - (c) the Pre-IPO Share Options are personal to the relevant grantees and shall not be transferred or assigned, and shall constitute a term of the employment of the relevant grantees by the Group;
  - (d) the grantees of the Pre-IPO Share Options shall adhere to any undertaking or restrictions that may be further imposed on them by the Company, the Stock Exchange or the sponsor as described in the Prospectus; and
  - (e) any exercise of the Pre-IPO Share Options shall be further subject to any guidelines issued by the Company from time to time in order to ensure full compliance with the Listing Rules.

**認股權 (續)**

**(a) 首次公開發售前認股權 (續)**

***其他條件***

- (1) 授出首次公開發售前認股權須受以下附加條件規限：
- (a) 股份開始買賣；
  - (b) 首次公開發售前認股權必須全部而非部份予以行使；
  - (c) 首次公開發售前認股權屬有關承授人個人所有，不得轉讓或授讓，並構成本集團聘用有關承授人之一項條件；
  - (d) 首次公開發售前認股權之各承授人須遵循本公司、聯交所或招股章程所述之保薦人可能進一步對彼等施加之任何承諾或限制；及
  - (e) 首次公開發售前認股權之任何行使須受本公司不時所發出任何指引之進一步規限，以確保全面遵守上市規則之規定。

## Other Information 其他資料

### SHARE OPTION (CONTINUED)

#### (a) Pre-IPO Share Options (continued)

##### *Other Conditions (continued)*

- (2) The grantees shall not dispose of their respective shares issued pursuant to the exercise of the Pre-IPO Share Options granted to them in the following manner:
- (a) in any number greater than 30% of all the shares issued pursuant to the Pre-IPO Share Options granted to them within (2) two years from the shares of the Company were listed on the Main Board of the Stock Exchange on 22 February 2007 (the "Listing Date");
  - (b) in any number greater than 60% of all the shares issued pursuant to the Pre-IPO Share Options granted to them within (3) three years from the Listing Date; and
  - (c) all the shares issued pursuant to the Pre-IPO Share Options granted to them within (4) four years from the Listing Date.
- (3) The Pre-IPO Share Options (if not already exercised) held by each individual grantee shall lapse automatically upon cessation of his/her employment with the Group, regardless of how such cessation of employment arises.

#### (b) Share Option Scheme

##### *Purpose*

Recognise and acknowledge the contributions that the grantees had made or may make to the Group.

##### *Participants*

Eligible participants include:

- (1) any director, employee, consultant, professional, customer, supplier, agent, partner or adviser of or contractor to the Group or a company in which the Group holds an interest or a subsidiary of such company ("Affiliate");

### 認股權 (續)

#### (a) 首次公開發售前認股權 (續)

##### *其他條件 (續)*

- (2) 承授人不得以下列方式出售彼等因行使獲授予之首次公開發售前認股權而發行之股份：
- (a) 自本公司股份於2007年2月22日(「上市日期」)在聯交所主板上市起計兩年內，高於彼等獲授予根據首次公開發售前認股權而發行之所有股份30%之任何數目；
  - (b) 自上市日期起計三年內，高於彼等獲授予根據首次公開發售前認股權而發行之所有股份60%之任何數目；及
  - (c) 自上市日期起計四年內，彼等獲授予根據首次公開發售前認股權而發行之所有股份。
- (3) 各個別承授人所持有之首次公開發售前認股權(倘並未行使)會於本集團終止聘用該承授人時失效(不論任何終止情況)。

#### (b) 認股權計劃

##### *目的*

表彰及感謝承授人過往或可能對本集團所作出之貢獻。

##### *參與者*

合資格參與者包括：

- (1) 本集團、本集團持有權益之公司或該公司附屬公司之任何董事、僱員、顧問、專業人員、客戶、供應商、代理、夥伴或諮詢人或承建商(「聯屬人」)；

**SHARE OPTION (CONTINUED)**

**(b) Share Option Scheme (continued)**

***Participants (continued)***

- (2) the trustee of any trust the beneficiary of which or an discretionary trust the discretionary objects of which include any director, employee, consultant, professional, customer, supplier, agent, partner or adviser of or contractor to the Group or an Affiliate; or
- (3) a company beneficially owned by any director, employee, consultant, professional, customer, supplier, agent, partner, adviser of or contractor to the Group or an Affiliate.

***Exercise Price***

Determined by the Board and shall not be less than the higher of:

- (1) the nominal value of the share;
- (2) the closing price of (1) one share on the Stock Exchange at the offer date, which must be a trading day; and
- (3) the average closing price of the share on the Stock Exchange for the five business days immediately preceding the offer date.

***Total number of shares available for issue and the percentage of the issued share capital that it represents as at the date of this interim report***

104,025,000 shares, being approximately 10% of the issued share of the Company.

***Maximum entitlement of each participant***

Not exceeding 1% of the shares of the Company in issue in any 12-month period.

**認股權 (續)**

**(b) 認股權計劃 (續)**

***參與者 (續)***

- (2) 任何信託受託人之受益人或任何全權信託之全權對象，包括本集團或聯屬人之任何董事、僱員、顧問、專業人員、客戶、供應商、代理、夥伴、諮詢人或承建商；或
- (3) 本集團或聯屬人之任何董事、僱員、顧問、專業人員、客戶、供應商、代理、夥伴、諮詢人或承辦商所實益擁有之公司。

***行使價***

由董事會釐定，且不得低於以下之最高者：

- (1) 股份之面值；
- (2) 於授出日期(須為營業日)股份在聯交所之每股收市價；及
- (3) 緊接授出日期前五個營業日股份在聯交所之平均收市價。

***可發行股份總數及於本中期報告日期佔已發行股份之百分比***

104,025,000 股股份，佔本公司已發行股份約 10%。

***每名參與者之最高配額***

不超過於任何十二個月期間本公司已發行股份之 1%。

## Other Information 其他資料

### SHARE OPTION (CONTINUED)

#### (b) Share Option Scheme (continued)

##### ***Period within which the securities must be taken up under the option***

Subject to the discretion by the Board and, in the absence of which, from the date of acceptance to the earlier of the date on which such option lapses and 10 years from the date of offer.

##### ***Minimum period for which an option must be held before it can be exercised***

Subject to the discretion by the Board.

##### ***Amount payable on acceptance***

HK\$10.00 payable upon acceptance of the offer.

##### ***Period within which calls/loans must be made/repaid***

Not applicable.

##### ***Remaining life of the scheme***

The scheme will be valid and effective until 31 January 2017, after which no further options will be granted but the provisions of the scheme shall remain in full force and effect in all other aspects. Options complying with the provisions of the Listing Rules which are granted during the duration of the scheme and remain unexercised immediately prior to 31 January 2017 shall continue to be exercisable in accordance with their terms of grant, notwithstanding the expiry of the scheme.

### 認股權(續)

#### (b) 認股權計劃(續)

##### ***根據認股權認購證券之期限***

由董事會酌情釐定，而如並無釐定，由接納日期起至有關認股權失效之日及由授出日期起計滿十年(以較早發生者為準)。

##### ***認股權行使前必須持有之最短期限***

由董事會酌情釐定。

##### ***接納時應付金額***

於接納時應付港幣 10.00 元。

##### ***付款金額/貸款須作出/償還之期限***

不適用。

##### ***該計劃之餘下年期***

該計劃將生效及有效直至2017年1月31日，此後將不會授出任何認股權，但該計劃之條文於所有其他方面將維持十足效力及有效。於該計劃期內授出且於緊接2017年1月31日前仍未獲行使但符合上市規則條文之認股權，將可繼續根據彼等之授出條款予以行使，儘管該計劃之期限已屆滿。

SHARE OPTION (CONTINUED)

認股權(續)

(c) Movements of the Pre-IPO Share Options

Movements of the share options, which were granted under the Pre-IPO Share Options, during the six months ended 30 June 2008 are listed below in accordance with rule 17.07 of the Listing Rules:

(c) 首次公開發售前認股權之變動

截至2008年6月30日止六個月期間，根據首次公開發售前認股權授出之認股權變動如下(乃根據上市規則第17.07條)：

Category	類別	於 As at 01.01.2008	During the period 期內			於 As at 30.6.2008	Exercise price 行使價 HK\$ 港元	Exercise period 行使期
			Granted 已授出	Exercised 已行使	Lapsed/ cancelled 已失效/ 已註銷			
<b>Directors</b>	<b>董事</b>							
Ms. Ye Qingdong	葉慶東女士	5,000,000	-	-	-	5,000,000	0.60	22.08.2007- 21.02.2012
Mr. Ouyang Junxin	歐陽俊新先生	2,000,000	-	-	-	2,000,000	0.60	22.08.2007- 21.02.2012
<b>Continuous Contract Employees</b>	<b>持續合約僱員</b>	12,000,000	-	-	-	12,000,000	0.60	22.08.2007- 21.02.2012
<b>Total</b>	<b>總計</b>	<b>19,000,000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>19,000,000</b>		

Notes:

- The vesting period for all the option granted is six months from the Listing Date.
- The exercise price of the share options, representing a discount of 75% to the maximum IPO Offer Price as described in the Prospectus.

附註：

- 所有已授出認股權之歸屬期為由上市日期起計六個月。
- 認股權之行使價較招股章程所述之最高首次公開發售價折讓75%。



## Other Information 其他資料

### SHARE OPTION (CONTINUED)

#### (d) Movements of the Share Option Scheme

Movements of the share options, which were granted under the Share Option Scheme, during the six months ended 30 June 2008 are listed below in accordance with rule 17.07 of the Listing Rules:

Category	類別	Date of grant 授出日期	於 As at 01.01.2008	During the period 期內			於 As at 30.6.2008	Exercise price 行使價 HK\$ 港元	Exercise period 行使期
				Granted 已授出	Exercised 已行使	Lapsed/ cancelled 已失效/ 已註銷			
<b>Directors</b>	<b>董事</b>								
Mr. Zhang Huaqiao <sup>4</sup>	張化橋先生 <sup>4</sup>	15.05.2007	7,000,000	-	-	-	7,000,000	1.84	15.11.2007- 14.05.2017
Dr. Li Jun	李珺博士	15.05.2007	1,000,000	-	-	-	1,000,000	1.84	15.11.2007- 14.05.2017
Mr. Cheung Ngai Lam	張毅林先生	15.05.2007	1,000,000	-	-	-	1,000,000	1.84	15.11.2007- 14.05.2017
Ms. Lin Wei Fang	林偉芳女士	15.05.2007	1,000,000	-	-	-	1,000,000	1.84	15.11.2007- 14.05.2017
<b>Continuous Contract Employees</b>	<b>持續合約僱員</b>								
		15.05.2007	13,309,000	-	-	-	13,309,000	1.84	15.11.2007- 14.05.2017
		10.10.2007	1,000,000	-	-	-	1,000,000	2.99	10.04.2008- 09.10.2017
<b>Consultants</b>	<b>顧問</b>								
		15.05.2007	18,000,000	-	-	-	18,000,000	1.84	15.11.2007- 14.05.2017
		10.10.2007	5,000,000	-	-	(5,000,000)	-	2.99	10.04.2008- 09.10.2017
		10.10.2007 <sup>5</sup>	20,000,000	-	-	-	20,000,000	2.99	10.10.2008- 09.10.2017
		13.02.2008	-	8,000,000	-	-	8,000,000	1.70	13.08.2008- 12.08.2018
<b>Total</b>	<b>總計</b>		<b>67,309,000</b>	<b>8,000,000</b>	<b>-</b>	<b>(5,000,000)</b>	<b>70,309,000</b>		

### 認股權 (續)

#### (d) 認股權計劃之變動

截至2008年6月30日止六個月期間，根據認股權計劃授出之認股權變動如下（乃根據上市規則第17.07條列）：

**SHARE OPTION (CONTINUED)**

**(d) Movements of the Share Option Scheme (continued)**

Notes:

1. The vesting period for all the options granted is six months from the date of acceptance of the offer, save as the one marked with “#”, the vesting period is one year from the date of acceptance of the offer.
2. The exercise price of the share options is subject to the adjustment in case of right or bonus issues, or other similar changes in the Company's share capital.
3. When the share options are lapsed or cancelled, the amount previously recognised in capital reserve will be transferred to retained profits.
4. Mr. Zhang resigned as non-executive director of the Company on 26 September 2008.

**認股權 (續)**

**(d) 認股權計劃之變動 (續)**

附註：

1. 所有已授出認股權之歸屬期為由接納授出日期起計六個月，惟該認股權附註「#」記號，其歸屬期為由接納授出日期起計一年。
2. 認股權之行使價將因應供股或發行紅股或本公司股本之其他類似變動而作出調整。
3. 當認股權已失效或被註銷，早前於資本儲備確認之數額將轉撥至保留溢利。
4. 張先生於2008年9月26日辭任非執行董事一職。

## Other Information 其他資料

### SHARE OPTION (CONTINUED)

#### (e) Fair Value of Share Options and Assumptions

The estimate of the fair value of the share options granted is measured based on both the Black-Scholes pricing model and the binomial lattice model. The contractual life and expectations of early exercise of the share options were used as inputs into the relevant models.

These models involve assumptions on the Company's credit spread, discount rate, expected credit rating and future cash flow. Such assumptions could result in uncertainty of the values of the share options.

### 認股權(續)

#### (e) 認股權的公允值及假設

所授予認股權的公允值估計乃根據伯力克－舒爾斯定價模式及二項式點陣模式計量。認股權的合約年期及預期提早行使乃作為數據輸入有關模式。

該等模式涉及對本公司有關信貸息差、貼現率、預期信貸評級及未來現金流量所作之假設。該等假設可導致認股權的價值存在不確定因素。

		Grant date 授出日期			
		31 January 2007 2007年 1月31日	15 May 2007 2007年 5月15日	10 October 2007 2007年 10月10日	13 February 2008 2008年 2月13日
Fair value at measurement date	於計量日期的公允值	HK\$0.78 0.78港元	HK\$0.47 0.47港元	HK\$0.64 0.64港元	HK\$0.54 0.54港元
Share price	股價	N/A 不適用	HK\$1.84 1.84港元	HK\$2.93 2.93港元	HK\$1.61 1.61港元
Exercise price	行使價	HK\$0.60 0.60港元	HK\$1.84 1.84港元	HK\$2.99 2.99港元	HK\$1.70 1.70港元
Expected volatility (expressed as weighted average volatility used in the models)	預期波幅(以該等模式中採用的加權平均波幅表示)	47.9%	48.9%	51.1%	56.2%
Option life (expressed as weighted average life used in the models)	認股權年期(以該等模式中採用的加權平均年期表示)	3 years 3年	3.25 years 3.25年	10 years 10年	10 years 10年
Expected dividends	預期股息	4.4%	3.4%	1.2%	0.0%
Risk-free interest rate (based on Exchange Fund Notes)	無風險利率(以外匯基金票據計算)	4.0%	4.2%	4.3%	2.7%
Valuation model used	採用的估值模式	Black-Scholes 伯力克－舒爾斯	Black-Scholes 伯力克－舒爾斯	Binomial 二項式	Binomial 二項式

## SHARE OPTION (CONTINUED)

### (e) Fair Value of Share Options and Assumptions (continued)

The expected volatility is based on the historic volatility (calculated based on the weighted average remaining life of the share options), adjusted for any expected changes to future volatility based on publicly available information.

Share options were granted under a service condition. The condition has not been taken into account the fair value measurement of the services received on the grant date. There were no market conditions associated with the share options granted.

## PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SHARES

During the six months ended 30 June 2008, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the listed shares of the Company.

## CORPORATE GOVERNANCE

The Company has adopted the code provisions set out in the Code of Corporate Governance Practices (the "Code") as stated in Appendix 14 to the Rules of Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"). As far as the Code is concerned, the Company complies with all aspects of the Code except for the Code of A.2.1 regarding the separation of roles of chairman and president (chief executive officer) which, in the Board's opinion, would not be appropriate for adoption by the Company. The chairman and president (chief executive officer) of the Company are performed by the same individual, 曾雲樞先生 (Mr. Zeng Yunshu). The Board meets regularly to consider major matters affecting the operations of the Company. The Board considered that this structure does not impair the balance of power and authority between the Board and the management of the Company and believes that this structure enables the Group to make and implement decision promptly and efficiently, therefore, the Board are of the view that the role of chairman and president (chief executive officer) of the Company can be performed by the same individual.

## 認股權 (續)

### (e) 認股權的公允值及假設 (續)

預期波幅乃根據歷史波幅(根據認股權的加權平均餘下年期計算), 並就根據公開可用的資料調整任何預期變動的未來波幅。

認股權根據服務狀況批授。該狀況並無計及所收取服務於授出日期的公允值計量。認股權批授並無與市場條件有關。

## 購入、出售或贖回本公司之上市股份

截至2008年6月30日止六個月內, 本公司及其任何附屬公司概無購入、出售或贖回任何本公司之上市股份。

## 企業管治

本集團已採納香港聯合交易所有限公司證券上市規則(「上市規則」)附錄十四所載的企業管治常規守則(「守則」)的守則條文。就所涉及的守則而言, 本公司遵守守則的所有方面, 惟守則第A.2.1條有關主席與總裁(行政總裁)的角色應各自獨立除外, 而董事會認為並不適合採納此項守則。本公司的主席及總裁「行政總裁」均由同一人士即曾雲樞先生擔任。董事會定時召開會議以審議影響本公司營運的重大事宜。董事會認為此架構不會損害董事會與本公司管理層之間的權力與授權的平衡, 並相信此架構可令本集團迅速及有效地作出和實施決策。因此, 董事會認為, 本公司主席與總裁「行政總裁」的角色可由同一人士擔任。

## Other Information 其他資料

### AUDIT COMMITTEE

The Audit Committee comprises three members, all being independent non-executive directors of the Company. The Audit Committee has reviewed the unaudited interim financial report for the six months ended 30 June 2008.

The unaudited interim financial report of the Company for the six months ended 30 June 2008 have been reviewed by the Company's external auditor KPMG, in accordance with the Hong Kong Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the HKICPA.

### REMUNERATION COMMITTEE

The Company has established a Remuneration Committee with written terms of reference to set out its authority and duties. The Remuneration Committee comprises two independent non-executive directors and one executive director.

### NOMINATION COMMITTEE

The Company has established a Nomination Committee with terms of reference to set out its authority and duties. The Nomination Committee comprises three members, being all independent non-executive directors of the Company.

### CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code set out in Appendix 10 to the Listing Rules as the code of conduct regarding securities transactions by directors. On specific enquiries made, all directors have confirmed that they have complied with the required standard as set out in the Model Code, during the six months ended 30 June 2008.

### 審核委員會

審核委員會由三名成員(全部皆為本公司獨立非執行董事)組成。審核委員會已審閱截至2008年6月30日止六個月之未經審核中期財務報告。

本公司截至2008年6月30日止六個月之未經審核中期財務報告已經由本公司外聘核數師畢馬威會計師事務所根據香港會計師公會所頒佈之香港審閱工作準則第2410號「獨立核數師對中期財務信息的審閱」進行審閱工作。

### 薪酬委員會

本公司已成立薪酬委員會，並已制訂其書面職權範圍，以界定其權限與職責。薪酬委員會由兩名獨立非執行董事及一名執行董事組成。

### 提名委員會

本公司已成立提名委員會，並已制訂其書面職權範圍，以界定其權限與職責。提名委員會由三名成員組成，其均為獨立非執行董事。

### 董事進行證券交易守則

本公司已採納上市規則附錄十所載列的標準守則，作為董事進行證券交易時的操守準則。經明確查詢後，全體董事已確認彼等於截至2008年6月30日止六個月內一直遵守標準守則所載的規定。