This summary aims to give you an overview of the information contained in this prospectus. Because this is a summary, it does not contain all the information that may be important to you. You should read the whole document before you decide to invest in the Offer Shares. There are risks associated with any investment. Some of the particular risks in investing in the Offer Shares are set out in "Risk Factors." You should read that section carefully before you decide to invest in the Offer Shares.

OVERVIEW

We are an integrated residential and commercial property developer with a focus on large-scale, medium- to high-end property developments in selected cities in China. We currently operate in five strategically targeted cities which we believe have significant potential for economic growth, namely Tianjin, Beijing, Chongqing, Wuxi and Suzhou. Since we commenced operations in Tianjin in 2003, we have successfully established a strong market position in Tianjin and have been active in expanding our business to the other target cities.

We focus on the development of large-scale, integrated residential and commercial properties. We develop a variety of residential properties for sale, including high-rise apartments, mid-rise apartments, townhouses and detached villas. We also develop various commercial properties primarily for sale as well as for lease, including retail stores, offices and serviced apartments. Most of our residential projects are large in scale, featuring a combination of residential properties integrated with value-added ancillary facilities such as clubhouses, retail stores, parking spaces and schools. Our commercial properties are typically large-scale commercial complexes combining retail space, offices, parking facilities and, in some cases, serviced apartments.

We have engaged in a total of 11 projects, comprising completed properties, properties under development and properties held for future development, which together had a total site area of approximately 4,530,218 sq.m. and a planned aggregate GFA of approximately 8,299,951 sq.m. as of September 30, 2009. As of the same date, we had sold and delivered an aggregate GFA of approximately 2,345,053 sq.m. and held a Landbank of approximately 5,954,898 sq.m. Our Landbank included a completed aggregate GFA of approximately 524,745 sq.m. held for sale or for investment, a planned aggregate GFA of approximately 2,001,496 sq.m. under development and a planned aggregate GFA of approximately 3,428,657 sq.m. for future development (including a planned aggregate GFA of approximately 664,456 sq.m. for which we had entered into land grant contracts with the relevant land authorities but had not yet obtained the Land Use Right Certificates).

The majority of our projects are located in three of the four municipalities that are under the direct administration of the central PRC Government, including four projects in Tianjin, two projects in Beijing and two projects in Chongqing. The remaining three projects are located in Jiangsu Province, including two in Wuxi and one in Suzhou. The following diagram shows the geographic location and certain information as of September 30, 2009 of each of our projects.

Beijing

1. East Fairyland
Aggregate GFA[1] .... 166,480 sq.m.
Total capital value[2] .... RMB1,282.0 million
Interest attributable to us .... 25%[4][5]

2. Xibeiwang
Aggregate GFA[1] .... 424,728 sq.m.
Total capital value:
– With Land Use Right Certificates[2] .... Nil
– Without Land Use Right Certificates[3] .... RMB4,360.0 million
Interest attributable to us .... 35%[4][6]

Wuxi

1. Swan Lake
Aggregate GFA[1] .... 1,245,239 sq.m.
Total capital value:
– With Land Use Right Certificates[2] .... RMB2,623.0 million
– Without Land Use Right Certificates[3] .... RMB1,224.0 million
Interest attributable to us 51%

2. Dream of City
Aggregate GFA[1] .... 1,005,141 sq.m.
Total capital value[2] .... RMB2,254.0 million
Interest attributable to us 51%

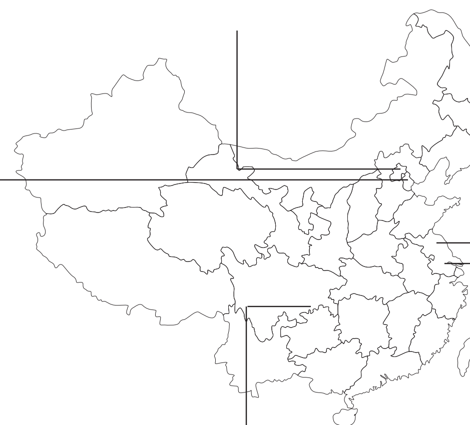
Tianjin

1. Magnetic Capital
Aggregate GFA[1] .... 1,244,001 sq.m.
Total capital value[2] .... RMB5,483.5 million
Interest attributable to us 90%

2. Mind-Land International
Aggregate GFA[1] .... 787,709 sq.m.
Total capital value[2] .... RMB2,567.7 million
Interest attributable to us 100%

3. Central of Glorious
Aggregate GFA[1] .... 64,738 sq.m.
Total capital value[2] .... RMB591.0 million
Interest attributable to us 100%

4. Joy Downtown
Aggregate GFA[1] .... 56,615 sq.m.
Total capital value[2] .... RMB91.0 million
Interest attributable to us 100%



Suzhou

1. Suzhou 81
Aggregate GFA[1] .... 103,243 sq.m.
Total capital value[2] .... RMB320.0 million
Interest attributable to us 51%

Chongqing

1. Chongqing Olympic Garden
Aggregate GFA[1] .... 2,475,393 sq.m.
Total capital value:
– With Land Use Right Certificates[2] .... RMB7,101.1 million
– Without Land Use Right Certificates[3] .... RMB35.6 million
Interest attributable to us 100%

2. Asia Pacific Enterprise Valley
Aggregate GFA[1] .... 726,665 sq.m.
Total capital value[2] .... RMB2,399.0 million
Interest attributable to us .... 45%[4]

Notes:

(1) Aggregate GFA represents the total aggregate GFA of completed properties, properties under development and properties held for future development (including certain land parcels held for future development in respect of the Xibeiwang, Chongqing Olympic Garden and Swan Lake projects for which we had not obtained the Land Use Right Certificates as of September 30, 2009) of a project as a whole.

(2) Total capital value (with Land Use Right Certificates) refers to the estimated total capital value of any completed properties that were held for sale or for investment, properties under development and properties held for future development, for all of which we had obtained the Land Use Right Certificates as of September 30, 2009. For more information, see "Appendix IV – Property Valuation."

(3) Total capital value (without Land Use Right Certificates) refers to the estimated total capital value of such properties held for future development for which we had not obtained the Land Use Right Certificates as of September 30, 2009. In respect of the Swan Lake project, such value represented the capital value that is assumed would have been derived had we obtained the Land Use Right Certificates for the relevant properties. For more information, see "Appendix IV – Property Valuation."

(4) We do not have a controlling interest in our associated project companies engaged in the East Fairyland, Xibeiwang and Asia Pacific Enterprise Valley projects. As such, we do not consolidate the financial results of these projects into our accounts.

(5) We own a 50% equity interest in the East Fairyland project. In connection with the transfer of such interest to us in 2007, we have agreed that out of our share of dividends distributable from the East Fairyland project, 50% will be paid to the transferor as consideration for our 50% equity interest in the project. As a result, after netting off the amount payable to the transferor, we are effectively entitled to only 25% of the dividends distributable from the East Fairyland project. See "Business – Description of Our Property Development Projects – Beijing – East Fairyland."

(6) Sunac Zhidi, which holds a 50% equity interest in the project company engaged in the Xibeiwang project, has entered into a profit sharing arrangement with the other shareholder, pursuant to which Sunac Zhidi was responsible for funding only 20% of the additional investments required for the project and, in return, would be entitled to only 35% of the net profit derivable from the Xibeiwang project. See "Business – Description of Our Property Development Projects – Beijing – Xibeiwang."

During the Track Record Period, we generated substantially all of our revenue from sales of residential and commercial properties. For the years ended December 31, 2006, 2007 and 2008 and the six months ended June 30, 2009, our revenue was RMB2,707.7 million, RMB3,011.5 million, RMB3,449.5 million and RMB728.3 million, respectively, and our profit attributable to equity holder of the Company was RMB83.2 million, RMB174.4 million, RMB495.6 million and RMB117.1 million, respectively.

COMPETITIVE STRENGTHS

We believe that the following strengths of our Company will allow us to compete effectively in the property market in the PRC:

- Proven ability to grow our business in strategically targeted cities with high growth potential
- Substantial experience and execution capabilities in developing large-scale, integrated property projects
- Strong ability to maintain a high-quality Landbank of optimal size at a relatively low cost
- A capable, experienced and cohesive management team
- Close cooperation with sophisticated financial investors
- High-quality products and services with strong brand recognition

BUSINESS STRATEGIES

We endeavor to become a leading, large-scale property development company in China. We intend to implement the following business strategies in order to achieve our business growth objectives:

- Continue to strengthen our position in Tianjin, Beijing, Chongqing, Wuxi and Suzhou
- Continue to maintain a high-quality Landbank in a disciplined manner via diverse channels
- Further strengthen our brand recognition and enhance our brand value
- Continue to enhance our corporate governance, internal control, cash flow management and human resources practices

SUMMARY HISTORICAL FINANCIAL INFORMATION

Summary Consolidated Income Statement Data

	For the year ended December 31,						For the six months ended June 30,			
	2006		2007		2008		2008		2009	
	(RMB'000)	(Percentage of revenue)	(RMB'000)	(Percentage of revenue)	(RMB'000)	(Percentage of revenue)	(RMB'000) (unaudited)	(Percentage of revenue)	(RMB'000)	(Percentage of revenue)
Revenue	2,707,691	100.0	3,011,452	100.0	3,449,499	100.0	975,647	100.0	728,286	100.0
Cost of sales	(2,201,057)	(81.3)	(2,211,557)	(73.4)	(2,371,740)	(68.8)	(648,924)	(66.5)	(465,451)	(63.9)
Gross profit	506,634	18.7	799,895	26.6	1,077,759	31.2	326,723	33.5	262,835	36.1
Gain from disposal of subsidiaries, net	5,172	0.2	–	–	–	–	–	–	–	–
Gain/(loss) from fair value of investment properties, net	56,037	2.1	(8,873)	(0.3)	(25,852)	(0.7)	(10,700)	(1.1)	50,655	7.0
Selling and marketing costs	(127,729)	(4.7)	(65,300)	(2.2)	(124,559)	(3.6)	(43,252)	(4.4)	(32,377)	(4.4)
Administrative expenses	(106,365)	(3.9)	(83,506)	(2.8)	(93,045)	(2.7)	(38,714)	(4.0)	(42,001)	(5.8)
Other income	41,179	1.5	27,895	0.9	62,968	1.8	10,866	1.1	23,098	3.2
Other expenses	(16,997)	(0.6)	(62,180)	(2.1)	(15,750)	(0.5)	(6,090)	(0.6)	(9,045)	(1.2)
Operating profit	357,931	13.2	607,931	20.2	881,521	25.6	238,833	24.5	253,165	34.8
Finance costs, net	(98,424)	(3.6)	(82,633)	(2.7)	(110,860)	(3.2)	(42,469)	(4.4)	(58,804)	(8.1)
Share of (loss)/profit of jointly controlled entities	–	–	(24,916)	(0.8)	4,509	0.1	(8,023)	(0.8)	22,456	3.1
Share of loss of associates	–	–	(11,552)	(0.4)	(14,141)	(0.4)	(7,133)	(0.7)	(21,940)	(3.0)
Profit before income tax	259,507	9.6	488,830	16.2	761,029	22.1	181,208	18.6	194,877	26.8
Income tax expenses	(140,992)	(5.2)	(275,787)	(9.2)	(284,106)	(8.2)	(74,505)	(7.6)	(84,291)	(11.6)
Profit for the year/period	118,515	4.4	213,043	7.1	476,923	13.8	106,703	10.9	110,586	15.2
Attributable to:										
Equity holder of the Company	83,205	3.1	174,382	5.8	495,606	14.4	123,756	12.7	117,137	16.1
Minority interests	35,310	1.3	38,661	1.3	(18,683)	(0.5)	(17,053)	(1.7)	(6,551)	(0.9)
	118,515	4.4	213,043	7.1	476,923	13.8	106,703	10.9	110,586	15.2
Dividends	(87,808)	(3.2)	–	–	–	–	–	–	–	–

Summary Consolidated Balance Sheet Data

	As of December 31,			As of June 30,
	2006 (RMB'000)	2007 (RMB'000)	2008 (RMB'000)	2009 (RMB'000)
Current assets	7,797,122	8,735,065	8,568,427	8,437,332
Non-current assets	633,101	920,618	888,296	1,331,575
Current liabilities	6,739,138	7,408,051	6,671,684	7,136,008
Non-current liabilities	1,362,955	1,467,406	1,708,810	1,445,404
Net current assets	1,057,984	1,327,014	1,896,743	1,301,324
Capital and reserves attributable to equity holder of the Company	256,643	217,374	537,623	655,372
Minority interests in equity	71,487	562,852	538,606	532,123

PROFIT FORECAST FOR THE YEAR ENDING DECEMBER 31, 2009

Set forth below is certain information relating to our profit forecast for the year ending December 31, 2009.

The following forecast earnings per Share has been prepared on the basis of the notes set forth below for the purpose of illustrating the effect of the Global Offering. The unaudited pro forma forecast earnings per Share has been prepared for illustrative purposes only, and because of its hypothetical nature, it may not give a true picture of our financial results for the year ending December 31, 2009 or any future period.

Forecast consolidated net profit attributable to equity holders of the Company (net of fair value gains on investment properties (net of deferred tax effect))(1)	Not less than RMB775 million
Forecast gross fair value gains on investment properties(2)	RMB52 million
Less: Provision for deferred tax liabilities on fair value gains on investment properties	(RMB13 million)
Forecast fair value gains on investment properties (net of deferred tax)	RMB39 million
Forecast consolidated net profit attributable to equity holders of the Company(1)	Not less than RMB814 million

Forecast earnings per Share

(i) Pro forma basis(3)

– Before fair value gains on investment properties	Not less than RMB0.258 (HK$0.293)
– After fair value gains on investment properties	Not less than RMB0.271 (HK$0.308)

(ii) Weighted average basis(4)

– Before fair value gains on investment properties	Not less than RMB0.320 (HK$0.363)
– After fair value gains on investment properties	Not less than RMB0.336 (HK$0.381)

Notes:

(1) Our Directors have prepared the forecast consolidated net profit attributable to equity holders of the Company for the year ending December 31, 2009 based on our audited consolidated financial statements for the six months ended June 30, 2009, the unaudited consolidated results based on our management accounts for the two months ended August 31, 2009 and an estimate of our consolidated results for the remaining four months ending December 31, 2009. The forecast has been prepared on a basis consistent in all material respects with the accounting policies presently adopted by us as set forth in Note 2 to the Accountant's Report in Appendix I to this prospectus.

(2) All forecast fair value gains on investment properties are attributable to our existing completed investment properties and have been estimated based on (i) the market value of such investment properties as of June 30, 2009 and August 31, 2009 assessed by DTZ, an independent property valuer; and (ii) our forecast value as of December 31, 2009 based on the anticipated property-specific market trends of each of the properties projected by such independent valuer.

(3) The calculation of the forecast earnings per Share on a pro forma basis is based on the forecast consolidated net profit attributable to equity holders of our Company for the year ending December 31, 2009 and assumes that a total of 3,000,000,000 Shares were in issue during the entire year, without taking into account any Shares which may be allotted and issued upon the exercise of the Over-allotment Option.

(4) The calculation of the forecast earnings per Share on a weighted average basis is based on the forecast consolidated net profit attributable to equity holders of our Company for the year ending December 31, 2009 and assumes that a weighted average number of approximately 2,423,013,699 Shares were in issue during the year and the Shares to be issued in the Global Offering will be issued on December 18, 2009, without taking into account any Shares which may be allotted and issued upon the exercise of the Over-allotment Option.

In order to provide you with greater transparency as to the basis of our profit forecast, we have disclosed below certain relevant information in respect of our major projects that are projected to contribute nearly all our revenue for the year ending December 31, 2009 and an analysis of our estimated fair value gain on investment properties. Such information is included in this prospectus to assist the reader to better understand and assess the reasonableness of the assumptions on which our profit forecast is based.

Basis of preparation

Our Directors have prepared the forecast of our consolidated net profit attributable to equity holders of the Company for the year ending December 31, 2009 based on our audited consolidated results for the year ended December 31, 2008 and the six months ended June 30, 2009, the unaudited management accounts for the two months ended August 31, 2009, and a forecast of our consolidated results for the remaining four months of the year ending December 31, 2009. The forecast for the year ending December 31, 2009 has been prepared on a basis consistent in all material respects with the accounting policies presently adopted by us as set forth in Note 2 to the Accountant's Report in Appendix I to this prospectus and the assumptions set forth below.

Principal assumptions for the profit forecast

The principal assumptions adopted by our Directors in preparing the profit forecast are as follows:

- There will be no material change in the existing government policies or political, legal, financial or economic conditions in China, Hong Kong or any other country or territory in which we currently operate or which are otherwise material to our financial performance;

- With respect to the real estate industry, particularly in the areas in which our projects are located, the PRC Government will not impose material regulatory changes or additional austerity measures to dampen the sales and prices of the real estate market;

- There will be no change in legislation, regulations or rules in China, Hong Kong or any other country or territory in which we operate or with which we have arrangements or agreements, which may materially and adversely affect our business and financial performance;

- There will be no material change in the bases or rates of taxation in the countries or territories in which we operate, except as otherwise disclosed in this prospectus; and

- There will be no material change in interest rates or foreign currency exchange rates from those prevailing.

Sales and marketing of major properties to be delivered in 2009

As of August 31, 2009, approximately 95% of our forecast revenue had been contractually sold. In general, our sales are relatively higher in the spring and fall of each year, which is in line with the industry norm. Our marketing plan for the second half of 2009 in respect of properties to be completed and delivered in 2009 is consistent with our past marketing practices. We expect to continue our media exposure and advertising campaigns to promote our properties.

The following table provides certain information, as of August 31, 2009, in respect of the contracted sales of our major properties to be delivered in 2009 which would contribute the majority of our forecast revenue for the year ending December 31, 2009:

	For the year ended December 31, 2008	For the eight months ended August 31, 2009		
Project / property type / phase	**Average selling price per sq.m. of contracted sales (RMB)**	**Contracted sales (RMB'000)**	**GFA contractually sold (sq.m.)**	**Average selling price per sq.m. of contracted sales (RMB)**
Magnetic Capital				
Retail properties, Phase 2	24,620	145,829	6,065	21,257
Offices, Phase 2	–	107,034	8,597	12,293
High-rise apartments, Phase 3	9,377	142,366	14,772	10,222
High-rise apartments, Phase 5	9,615	286,853	29,766	11,140
High-rise apartments, Phase 6	10,226	440,443	41,164	10,893
Mind-Land International				
Retail properties	22,852	112,035	5,915	18,300
Detached villas, Phase 1	25,336	166,699	6,822	21,197
High-rise apartments, Phase 1	7,913	9,218	1,076	8,675
High-rise apartments, Phase 4	9,011	203,990	21,707	9,218
Chongqing Olympic Garden				
High/mid-rise apartments, Phase 5	3,865	856,223	214,272	4,362
Townhouses, Phase 6	7,895	246,288	28,255	9,114
Swan Lake				
High/mid-rise apartments, Phase 4	6,363	212,232	35,099	5,174
High/mid-rise apartments, Phase 5	5,385	403,308	74,655	5,448
Townhouses, Phase 5	14,009	143,166	10,450	12,752
Dream of City				
High/mid-rise apartments, Phase 3	3,765	136,993	34,852	4,333
High/mid-rise apartments, Phase 4	4,018	126,200	31,457	3,967

Construction progress of major projects to be delivered in 2009

In 2009 and up to the Latest Practicable Date, we had delivered certain completed properties, including residential properties in Phases 1-6 and serviced apartments, retail properties and office buildings in Phases 1-2 of Magnetic Capital; residential properties in Phases 1-4, townhouses in Phase 1 and retail properties of Mind-Land International; residential and retail properties in Phases 1-4 and six blocks of buildings in Phase 5 of Chongqing Olympic Garden; residential properties in Phases 1-4 and retail properties in Phases 1, 3 and 4 of Swan Lake; and residential and retail properties in Phases 1-2 and residential properties in Phase 4 of Dream of City.

In additional to the above completed properties, as of the Latest Practicable Date, we were developing certain properties which we expect would be completed and delivered by the end of December 2009. The construction progress in respect of such properties is as follows:

(i) Chongqing Olympic Garden, Phase 5

Phase 5 of Chongqing Olympic Garden comprises 12 blocks of 12-story to 33-story residential buildings, of which we completed and delivered six blocks in October 2009 and expect to complete and deliver five other blocks in December 2009. In respect of those five blocks, the buildings were topped out in May 2009, and works on interior and exterior decoration, installation of various equipment and facilities, and landscaping and gardening works were completed in November 2009. We expect to obtain the Certificates of Completion for and deliver such properties by the end of December 2009.

(ii) Chongqing Olympic Garden, Phase 6

Phase 6 of Chongqing Olympic Garden comprises 24 blocks of buildings, mainly three-story to four-story townhouses, which were topped out in March, April and May 2009. Works on interior and exterior decoration and installation of various equipment and facilities were completed in October 2009. As of the Latest Practicable Date, landscaping and gardening works were in progress and were expected to be completed by the end of December 2009. We expect to obtain the Certificates of Completion for and deliver all such properties by the end of December 2009.

(iii) Swan Lake, Phase 5

Phase 5 of Swan Lake comprises 19 blocks of three-story townhouses and 10 blocks of 11-story to 18-story residential buildings, which were topped out in December 2008. Works on interior and exterior decoration, installation of various equipment and facilities, and landscaping and gardening works were completed in November 2009. We expect to obtain the Certificates of Completion for and deliver all such properties by the end of December 2009.

(iv) Dream of City, Phase 3

Phase 3 of Dream of City comprises six blocks of 11-story to 18-story residential buildings, which were topped out in October 2008. Works on interior and exterior decoration and installation of various equipment and facilities were completed in August 2009. As of the Latest Practicable Date, landscaping and gardening works were in progress and were expected to be completed by the end of December 2009. We expect to obtain the Certificates of Completion for and deliver all such properties by the end of December 2009.

Forecast fair value gains on existing completed investment properties

Under HKFRS, changes in the fair value of our investment properties are reflected in our consolidated financial information and are accounted for as "Gain/(loss) from fair value of investment properties, net" in our consolidated income statement.

Our investment properties were valued by DTZ, an independent property valuer, as of June 30, 2009 and August 31, 2009. The income approach was adopted to assess the market value of our investment properties.

All investment properties based on which our forecast fair value gains on investment properties are derived are existing completed properties of our Group. The valuer has taken into account the rental income of such properties, either derived from existing leases or achievable in the existing market with due allowance for the reversionary income potential of the leases, which have then been capitalized to determine the market value at an appropriate capitalization rate. Where appropriate, reference has also been made to comparable sales as available in the relevant market.

We arrived at the forecast fair value gains on investment properties based on:

(i) the market value of such properties as of June 30, 2009 and August 31, 2009 valued by the independent valuer; and

(ii) our forecast value as of December 31, 2009 based on the anticipated property-specific market trends analysis in relation to each of the properties carried out by the independent valuer.

We expect the fair value of our investment properties as of December 31, 2009, and in turn any fair value changes, to continue to be dependent on market conditions and other factors that are beyond our control and be based on the market movement anticipation performed by an independent property valuer involving the use of assumptions that are, by their nature, subjective and uncertain.

Fair value gain or loss from investment properties is estimated based on certain property valuation techniques which involve, among other things, certain estimates, including comparable sales in the relevant market, current market rental prices and forecast rental price movement for similar properties in a similar location and condition. We forecast that rental prices for our investment properties for the year ending December 31, 2009 will increase between 0-5%.

The tables below set forth certain information relating to the fair value change of our existing completed investment properties for the year ended December 31, 2008 and the six months ending December 31, 2009.

	Saleable/ rentable GFA as of January 1 and December 31, 2008 (sq.m.)	Fair value As of January 1, 2008 (RMB'000)	Fair value As of December 31, 2008 (RMB'000)	Pre-tax fair value loss for the year ended December 31, 2008 (RMB'000)
Magnetic Capital	50,729	398,335	372,600	(25,735)
Joy Downtown	13,751	60,517	60,400	(117)
	64,480	458,852	433,000	(25,852)

	Saleable/ rentable GFA as of June 30, August 31 and December 31, 2009 (sq.m.)	Fair value		Forecast fair value	Pre-tax fair value gains for the six months ending December 31, 2009 (RMB'000)
		As of June 30, 2009 (RMB'000)	As of August 31, 2009 (RMB'000)	As of December 31, 2009 (RMB'000)	
Magnetic Capital	88,696	516,500	518,000	522,500	6,000
Joy Downtown	13,751	61,000	61,000	62,000	1,000
	102,447	577,500	579,000	584,500	7,000

Sensitivity analysis

(i) Sensitivity analysis on target average selling price

As approximately 95% of our forecast revenue is attributable to properties that had been contractually sold as of August 31, 2009, the potential change in average selling price is applicable only to the 5% of forecast revenue to be generated from properties forecast to be delivered in the four months ending December 31, 2009.

The following table illustrates the sensitivity of our forecast consolidated net profit attributable to equity holders of the Company to the average selling price of the properties forecast to be delivered in the four months ending December 31, 2009.

% change in target average selling price per sq.m. . .	-15%	-10%	-5%	+5%	+10%
Impact on forecast consolidated net profit attributable to equity holders of the Company (RMB'000)	(19,836)	(13,224)	(6,612)	6,612	13,224
	(2.44%)	*(1.62%)*	*(0.81%)*	*0.81%*	*1.62%*
Adjusted forecast consolidated net profit attributable to equity holders of the Company (RMB'000)	794,014	800,626	807,238	820,462	827,074

(ii) Sensitivity analysis on target GFA to be sold and delivered

As approximately 95% of our target GFA to be delivered is attributable to properties that had been contractually sold as of August 31, 2009, the potential change in target GFA to be sold and delivered is applicable only to the 5% of target GFA forecast to be delivered in the four months ending December 31, 2009.

The following table illustrates the sensitivity of our net profit attributable to equity holders of the Company to the GFA forecast to be sold and delivered in the four months ending December 31, 2009.

% change in target GFA to be sold and delivered in the four months ending December 31, 2009	-15%	-10%	-5%
Impact on forecast consolidated net profit attributable to equity holders of the Company (RMB'000)	(7,611) *(0.94%)*	(5,074) *(0.62%)*	(2,537) *(0.31%)*

As of August 31, 2009, approximately 95% of our target GFA to be delivered for the year ending December 31, 2009 had been contractually sold, of which approximately 65% was not completed and delivered as of August 31, 2009.

The following table illustrates the sensitivity of our forecast net profit attributable to equity holders of the Company to the uncompleted portion of the GFA to be completed and delivered in the four months ending December 31, 2009.

% change in GFA to be completed and delivered in the four months ending December 31, 2009	-15%	-10%	-5%
Impact on forecast consolidated net profit attributable to equity holders of the Company (RMB'000)	(54,664) *(6.72%)*	(36,443) *(4.48%)*	(18,221) *(2.24%)*

(iii) Sensitivity analysis on fair value changes of investment properties

The total forecast amount of fair value gains on investment properties for the year ending December 31, 2009 is RMB52 million and its related deferred taxation expense is RMB13 million. The following table illustrates the sensitivity of our net profit attributable to equity holders of the Company (net of deferred tax effect) to levels of revaluation increase/decrease on investment properties for the year ending December 31, 2009:

Changes in revaluation increase percentage on investment properties compared to our estimated revaluation increase percentage on investment properties	-15%	-10%	-5%	5%	10%	15%
Impact on forecast consolidated net profit attributable to equity holders of the Company (RMB'000)	(6,486) *(0.8%)*	(4,324) *(0.5%)*	(2,162) *(0.3%)*	2,162 *0.3%*	4,324 *0.5%*	6,486 *0.8%*
Adjusted forecast consolidated net profit attributable to equity holders of the Company (RMB'000)	807,364	809,526	811,688	816,012	818,174	820,336

The above illustrations are intended for reference only and any variation could exceed the ranges given. The above sensitivity analyses are not meant to be exhaustive. While we have considered for the purposes of the profit forecast what we believe is the best estimate of the average selling price, GFA to be sold and delivered, and fair value changes of investment properties for the year ending December 31, 2009, such information as at the relevant time may differ materially from our estimates and is dependent on market conditions and other factors which are beyond our control.

GLOBAL OFFERING STATISTICS

	Based on an Offer Price of HK$2.90 per Offer Share	**Based on an Offer Price of HK$3.70 per Offer Share**
Market capitalization of our Shares(1)	HK$8,700 million	HK$11,100 million
Prospective price/earnings multiple		
(i) Pro forma basis(2)		
– Before fair value gains on investment properties	9.9 times	12.6 times
– After fair value gains on investment properties	9.4 times	12.0 times
(ii) Weighted average basis(3)		
– Before fair value gains on investment properties	8.0 times	10.2 times
– After fair value gains on investment properties	7.6 times	9.7 times
Unaudited pro forma adjusted net tangible asset value per Share(4)	RMB0.60 (HK$0.68)	RMB0.74 (HK$0.84)

Notes:

(1) The calculation of market capitalization is based on 3,000,000,000 Shares in issue and expected to be in issue immediately after completion of the Global Offering, without taking into account of any Shares which may be allotted and issued upon the exercise of the Over-allotment Option.

(2) The calculation of the prospective price/earnings multiple on a pro forma basis is based on the forecast earnings per Share on a pro forma basis at the assumed Offer Price of HK$2.90 and HK$3.70 per Share, assuming the completion of the Global Offering on January 1, 2009 and without taking into account any Shares which may be allotted and issued upon the exercise of the Over-allotment Option.

(3) The calculation of the prospective price/earnings multiple on a weighted average basis is based on the forecast earnings per Share on a weighted average basis at the assumed Offer Price of HK$2.90 and HK$3.70 per Share, assuming the completion of the Global Offering on December 18, 2009 and without taking into account any Shares which may be allotted and issued upon the exercise of the Over-allotment Option.

(4) The unaudited pro forma adjusted net tangible asset value per Share has been calculated on the basis of 3,000,000,000 Shares in issue and expected to be in issue immediately after completion of the Global Offering, without taking into account any Shares which may be allotted and issued upon the exercise of the Over-allotment Option.

DIVIDENDS

The amount of dividends to be distributed to our Shareholders will depend upon our earnings and financial condition, operating requirements, capital requirements and any other conditions that our Directors may deem relevant and will be subject to the approval of our Shareholders. Our current policy regarding dividends after the Listing is that not more than 30% of the net profit of Sunac Zhidi is expected to be distributed for each year from 2009 to 2012. There is no assurance that dividends of any amount will be declared or distributed in any year.

USE OF PROCEEDS

We estimate that we will receive net proceeds from the Global Offering of approximately HK$1,629 million (assuming an Offer Price of HK$2.90 per Share, being the lower end of the stated Offer Price range) or HK$2,097 million (assuming an Offer Price of HK$3.70 per Share, being the higher end of the stated Offer Price range) after deducting the underwriting fees and expenses payable by us in the Global Offering, if the Over-allotment Option is not exercised. If the Over-allotment Option is exercised in full, we estimate that we will receive net proceeds of approximately HK$1,884 million (assuming an Offer Price of HK$2.90 per Share) or HK$2,422 million (assuming an Offer Price of HK$3.70 per Share) after deducting the underwriting fees and expenses.

Assuming the Over-allotment Option is not exercised and assuming an Offer Price of HK$3.30 per Offer Share, being the midpoint of the stated Offer Price range of HK$2.90 to HK$3.70 per Offer Share, the net proceeds of the Global Offering would be approximately HK$1,863 million. We intend to use such proceeds for the following purposes:

- approximately 90% of the net proceeds to:

  (i) increase our equity interests in certain of our non-wholly owned property development companies in the PRC; and

  (ii) increase our Landbank by seeking and purchasing suitable land parcels in our current target cities or acquiring or investing in property development companies in the PRC that have attractive land reserves; and

- approximately 10% of the net proceeds to be used for working capital and other general corporate purposes.

As of the Latest Practicable Date, we did not have any proposal outstanding relating to the purchase of any equity interests held by any other shareholder in any of our non-wholly owned property development companies, except for Sunac Ao Cheng, in respect of which we were engaged in the listing-for-sale process as of the Latest Practicable Date in order to purchase an additional 10% equity interest but we do not intend to use any of our net proceeds towards such contemplated purchase, and Wuxi Sunac Real Estate, in respect of which we have entered into a framework agreement in relation to the contemplated purchase of an additional 49% equity interest. As required under the Listing Rules, we will comply with the relevant requirements applicable to any other proposed acquisitions in the future.

As of the Latest Practicable Date, we had not identified any land parcel or any third-party property development company as acquisition targets.

To the extent that our net proceeds are either more or less than HK$1,863 million as stated above, we intend to adjust the allocation of the amount of net proceeds for the above purposes on a pro rata basis.

If we exercise the Over-allotment Option, in full or in part, we intend to apply any additional net proceeds from the issue of additional Shares in the manner and the proportions stated above.

To the extent that our net proceeds are not immediately used for the above purposes and to the extent permitted by the relevant laws and regulations, we intend to deposit the net proceeds into short-term interest bearing deposits and/or money market instruments.

Substantially all of our net proceeds from the Global Offering will need to be initially used to increase the registered capital of, or acquire additional equity interests in, our existing subsidiaries or associated project companies in the PRC or to establish new foreign-invested subsidiaries in the PRC. As advised by our PRC Legal Advisors, the repatriation of funds by any of such means is subject to the filing requirements of the Circular Regarding the Publication of the List of the First Batch of Foreign-Invested Property Development Projects That Have Filed with the MOFCOM (《關於下發第一批通過商務部備案的外商投資房地產項目名單的通知》), which is commonly referred to as Circular No. 130. See "Risk Factors – Risks Relating to Our Group Structure – The PRC Government has implemented restrictions on the ability of PRC property developers to obtain offshore financing." As a result, we must file with the relevant examination and approval authorities and wait until such filings are completed before we may repatriate the proceeds from the Global Offering into the PRC for such intended uses in the PRC as stated above. There is no assurance that such filings can be completed on a timely basis, or that we will receive the approvals we request, which may delay or prevent us from using the proceeds from the Global Offering for our intended purposes.

RISK FACTORS

Risks Relating to Our Business

- We depend heavily on the performance of the property market in the PRC, particularly in Tianjin, Beijing, Chongqing, Wuxi and Suzhou

- We maintain a substantial level of indebtedness to finance our capital intensive business, and we may not have adequate cash flow to fund our operations or to service our financing obligations

- The enforcement of regulations on land appreciation tax by the PRC tax authorities may materially and adversely affect our profitability and cash flow position

- Our operating results are significantly affected by peaks and troughs in our property delivery schedule; they may not be indicative of the actual demand for our properties or the pre-sales or sales achieved during that period and may not be reliable for predicting our future performance

- We may not be able to obtain sites that are suitable for property developments at commercially suitable prices or at all

- Our business depends on our ability to acquire land at relatively early stages in its long-term appreciation potential

- We may not be successful in expanding into new geographic markets or developing new property products

- We are subject to legal and business risks if we fail to obtain or renew our qualification certificates

- We may not be able to obtain the Land Use Right Certificates for certain land parcels held for future development and may be subject to stricter payment terms for land use rights with respect to land we acquire in the future as a result of any additional restrictive regulations promulgated by the PRC

- Failure of third-party transferors to file asset appraisal reports or go through the listing-for-sale process may affect our business

- Increasing competition in the PRC, particularly in Tianjin, Beijing, Chongqing, Wuxi and Suzhou, may adversely affect our business and financial condition

- We are exposed to the augmented risks of large-scale property developments

- We depend on a small number of commercial tenants for our properties held for lease and may not be able to collect rent on time or at all

- Our profitability may be affected by the annual revaluation of our investment properties required by HKFRS

- Investment properties are illiquid and lack alternative uses

- We guarantee the mortgages provided to our purchasers and consequently are liable to the mortgagee banks if our purchasers default on their mortgage payments

- Mr. Sun, our Controlling Shareholder, is able to exercise substantial influence over our corporate policies and direct the outcome of corporate actions; we may be adversely affected by legal proceedings involving Mr. Sun

- The property valuation report may materially differ from prices that can be achieved

- Our success depends on the continuing efforts of our senior management team and other key personnel, and our business may be harmed if we lose their services

- Our results of operations may be negatively affected by increases in the cost of construction materials

- We rely on independent contractors

- We may not be able to complete our property development projects on time or at all

- We do not have insurance to cover all potential losses and claims

- We may be liable to our customers for damages if we fail to assist our customers in obtaining individual Property Ownership Certificates in a timely manner

- We are exposed to pre-sale related contractual and legal risks

- We may be involved in legal and other proceedings arising out of our operations from time to time and may face significant liabilities as a result

- Any failure to protect our brand, trademarks and other intellectual property rights could have a negative impact on our business

- Potential liability for environmental problems could result in substantial costs

Risks Relating to Our Group Structure

- Disputes with other shareholders in our non-wholly owned subsidiaries or associated project companies may adversely affect our business

- We are financially dependent on the distribution of dividends from our subsidiaries and associated project companies, and we cannot assure you that dividends of any amount will be declared or distributed in any year

- Under PRC tax law, dividends from our subsidiaries and associated project companies in the PRC may be subject to withholding tax or we may be subject to PRC tax on our worldwide income

- Dividends payable by us to our foreign investors and gain on the sale of our Shares may be subject to PRC tax

- The PRC Government has implemented restrictions on the ability of PRC property developers to obtain offshore financing

- You may experience difficulties in enforcing your shareholder rights because our Company is incorporated in the Cayman Islands, and the laws of the Cayman Islands relating to minority shareholder protection may be different from the laws of Hong Kong and other jurisdictions

Risks Relating to Property Development in the PRC

- Our business is subject to extensive governmental regulation

- The PRC Government may adopt measures to slow down the property development sector's rate of growth in the future

- Mortgage financing may become more costly or otherwise less attractive or available

- Changes in laws and regulations with respect to pre-sale of properties may adversely affect our cash flow position and performance

- Property development in the PRC is still at an early stage and lacks adequate infrastructural support

- Extensive government approvals are required over the course of the development of properties in the PRC, and the relevant government authorities may refuse to grant us the requisite approvals on a timely basis, or at all

- The PRC Government may impose a penalty on us or require the forfeiture of land for any of our projects which were not or have not been developed in compliance with the terms of the land grant contracts

- The total GFA of some of our property developments may have exceeded the original authorized area; any excess GFA is subject to governmental approval and payment of additional land grant fee or fines and may not be permitted for sales and delivery

- The amount of resettlement compensation payable to existing owners or residents is regulated and may be subject to substantial increases

Risks Relating to the PRC

- The political and economic situation in the PRC may have a material adverse effect on our business

- Uncertainty with respect to the PRC legal system could affect our business, and it may be difficult to effect service of process upon us or our Directors or officers that reside in the PRC, or to enforce against us or them in the PRC any judgments obtained from non-PRC courts

- Fluctuation in the value of RMB may have a material adverse effect on our business and on your investment

- Governmental control of currency conversion may affect the value of your investment

- The national and regional economies may be adversely affected by natural disasters, epidemics, acts of war and political unrest, which are beyond our control and which may cause damage, loss or disruption to our business

Risks Relating to the Global Offering

- There has been no prior public market for our Shares and the liquidity and market price of the Shares may be volatile

- You may experience immediate dilution and may experience further dilution if we issue additional Shares in the future

- The sale of a substantial number of our Shares in the public market could materially and adversely affect the prevailing market price of our Shares

- Forward-looking information may prove inaccurate

- We cannot guarantee the accuracy of facts, forecasts and other statistics, including with respect to the PRC, the PRC economy and the PRC property sector, contained in this prospectus

- We strongly caution you not to place any reliance on any information contained in press articles or other media regarding us and the Global Offering

PREVIOUS CHARGE AGAINST AND RETRIAL OF MR. SUN (CHAIRMAN AND CHIEF EXECUTIVE OFFICER AND OUR CONTROLLING SHAREHOLDER)

In August 1992, Mr. Sun, as a former employee of Beijing Legend Computer Group Co. (北京聯想計算機集團公司) ("Legend"), was convicted by the Haidian District Court of Beijing Municipality of misappropriation of funds in the amount of RMB130,000. The conviction was later overturned in 2003. According to the court ruling in August 1992, the conviction was based upon the transfers of corporate funds of Legend to a third party by Mr. Sun without due authorization, which took place during the period from May 1989 to October 1989 when Mr. Sun was a manager of Legend. Mr. Sun was sentenced to a five-year term of imprisonment and had served his sentence beginning in August 1992. He was later granted remission of sentence and was released in March 1994. In October 2003, upon Mr. Sun's appeal, the retrial court held that the conviction was erroneous and found that Mr. Sun's action did not constitute misappropriation of funds due to the absence of any intent from Mr. Sun to derive any personal gain from, or to benefit the third party with, the transfers of funds. Further, the third party had not obtained Mr. Sun's permission or authorization before using the funds for his own personal use and benefit. It also found that Mr. Sun's intention for such transfers of funds was indeed to streamline Legend's branch company operations and that Mr. Sun had requested permission from his supervisor at the time before such transfers of funds. Nonetheless, the retrial court affirmed that Mr. Sun's acts were in breach of Legend's internal financial management system. We have been advised by our PRC Legal Advisors that pursuant to the relevant requirements under PRC law, the relevant individual has the right to lodge an appeal with the relevant court by submitting a writ of summons stating the facts and reasons and/or the relevant evidence for the appeal and there is no time limit for lodging an appeal if there appears to be an error in the application of the law or in the determination of facts in the original judgment which may possibly result in the order of an acquittal of the appellant. Accordingly, our PRC Legal Advisors are of the view that the lodging of an appeal by Mr. Sun in 2003 and the acceptance for retrial by the court were not in contravention of PRC law.

DEVELOPMENT AND MANAGEMENT OF THE SUNCO GROUP

In 1995, Mr. Sun established Tianjin Sunco Investment Company Limited (天津順馳投資有限公司), which was engaged in commodity housing development in China, and subsequently established Sunco China Holdings Limited ("Sunco China") and its subsidiaries (collectively, the "Sunco Group"), holding real estate development projects in various cities across the country. Mr. Sun was a non-executive director of Sunco China prior to August 2004. He was primarily involved in devising the strategic planning and setting, or adjusting, the overall policy and goals for development of the Sunco Group's business. In 2003, Mr. Sun directed the Sunco Group to embark on a rapid expansion strategy in light of developments in the PRC property market and in preparation for the Sunco Group's proposed listing on the Stock Exchange in 2004. As a result, the Sunco Group had rapidly increased its landbank and the pace of construction of its projects, both of which required a large amount of capital. However, due to austerity measures implemented in PRC in late 2004 leading to the market downturn, among other factors, the Sunco Group's business was adversely affected. Aggravated by the aborted listing plan in late 2004, the Sunco Group's cash flow position deteriorated significantly. This resulted in the Sunco Group's need to raise additional capital to meet its substantial amount of debt obligations and other liabilities in late 2006. While Mr. Sun, as a non-executive director of Sunco China, had not actively participated in the day-to-day management of the Sunco Group prior to 2004 and the day-to-day management of the large number of property development projects was delegated to, and vested with, the senior management of the individual project companies, Mr. Sun's decision in favor of the Sunco Group's rapid expansion strategy did contribute to the high leverage and tight liquidity of the Sunco Group as a result of the adverse cash flow and debt positions. In August 2004, Mr. Sun relinquished his directorship of Sunco China and acted only as its controlling shareholder. The Sunco Group was restructured in 2006 into Sunco Property Holdings Company Limited ("Sunco A") and Sunco Real Estate Investment Limited ("Sunco B"), both held by Sunco China and another company controlled by Mr. Sun, in connection with the disposal of a substantial part of the Sunco Group's assets during the period from 2006 to 2007, while Mr. Sun resumed his directorship of Sunco China in May 2006. In mid 2007, a 94.74% interest in Sunco A was sold to a subsidiary of Road King Infrastructure Limited ("Road King"), whose shares are listed on the Stock Exchange (Stock Code: 1098), and other independent third parties. The entire interest in Sunco B was acquired by an independent third party at around the same time, which gave rise to the litigation involving Mr. Sun as described below. Mr. Sun currently retains only a 5.26% interest in Sunco A, through Sunco China and another company controlled by him, and does not own any interest in Sunco B. Mr. Sun currently does not hold any directorship of Sunco A or Sunco B.

ONGOING LEGAL PROCEEDINGS INVOLVING MR. SUN (CHAIRMAN AND CHIEF EXECUTIVE OFFICER AND OUR CONTROLLING SHAREHOLDER)

In or around October 2007, Road King, through its non-wholly owned subsidiary at the time, Sunco A, as first plaintiff ("First Plaintiff"), and another party ("Second Plaintiff") initiated civil proceedings (High Court Action 2145/2007) (the "RK Litigation") against two companies beneficially owned by Mr. Sun, namely, Sunco China Holdings Limited as first defendant ("First Defendant") and Sunco Management Holdings Limited as second defendant ("Second Defendant") and Mr. Sun as third defendant. The RK Litigation related to an option agreement dated January 23, 2007 ("Option Agreement") made among First Plaintiff as investor, First Defendant and Second Defendant as the original shareholders of Sunco B and Mr. Sun as guarantor, pursuant to which First Defendant and Second Defendant granted to First Plaintiff the right (the "Option") to request the transfer of all issued shares of Sunco B to First Plaintiff (or a third party nominated by First Plaintiff) at an agreed exercise price. The amount sought is approximately RMB614 million (or alternatively, damages to be assessed), plus interests and costs. Such claims arose from certain liabilities of Sunco B involving outstanding litigations, unsettled construction costs or claims, unpaid government penalties, and additional tax liability caused by the lack of documents supporting tax deductibles, which the plaintiffs alleged had not been disclosed by First Defendant and Second Defendant. For more information, see "Directors, Management and Employees – Directors – Executive Directors – Mr. SUN Hongbin" and "Risk Factors – Risks Relating to Our Business – Mr. Sun, our Controlling Shareholder, is able to exercise substantial influence over our corporate policies and direct the outcome of corporate actions; we may be adversely affected by legal proceedings involving Mr. Sun." Nonetheless, none of the companies in our Group is a party to the litigation, and the subject of dispute in the litigation does not involve any asset or company forming part of our Group. Therefore, we are of the view and have been advised by our Hong Kong legal advisor that our Group is not expected to be held liable for any outcome of such legal proceedings.