

**A. PROFIT ESTIMATE FOR THE YEAR ENDED DECEMBER 31, 2009**

You may find our estimated profits attributable to equity holders of our Company for the year ended December 31, 2009 in the section headed “Financial Information — Profit Estimate For the Year Ended December 31, 2009” in this prospectus.

**BASES AND ASSUMPTIONS**

We have prepared our estimated profits attributable to equity holders of our Company for the year ended December 31, 2009 on the basis of our audited consolidated results for the nine months ended September 30, 2009 and an estimate of our consolidated results for the three months ended December 31, 2009. Our profit estimate has been presented on a basis consistent in all material respects with the accounting policies normally adopted by us as summarized in the Accountants’ Reports in Appendix IA to this prospectus. We have made the following principal assumptions in the preparation of our profit estimate:

- there will be no material changes in existing political, legal, fiscal, market or economic conditions in the PRC;
- there will be no changes in policies, legislation, regulations, or practices in the PRC which may adversely affect our Group’s business or operations;
- there will be no significant changes in the government policies in the PRC governing the pricing and selling of our properties;
- there will be no material changes in the bases or rates of taxation or the policies with respect to imposition of such taxation, in the PRC;
- there will be no material changes in the rates of inflation, interest, or foreign currency exchange from those presently prevailing in the markets relevant to the business activities of our Group;
- our Group’s operations and financial performance will not be materially and adversely impacted by any of the risk factors set out in the section headed “Risk Factors” in this prospectus; and
- our Group’s operations and business will not be severely interrupted by any force majeure events or unforeseeable factors or any unforeseeable reasons that are beyond the control of our Directors, including the occurrence of natural disasters or catastrophes (such as floods and typhoons), epidemics or serious accidents.

**Assumptions on Estimated Increase in Fair Value of Investment Properties**

In accordance with HKAS 40, the Hong Kong Accounting Standard for investment properties issued by the Hong Kong Institute of Certified Public Accountants, investment properties, including investment properties under construction, may be recognized using either the fair value model or the cost model. We have chosen to recognize investment properties, including investment properties under construction, as non-current assets at their fair value, as determined by an independent property valuer, as of each reporting date. Any gains or losses arising from changes in the fair values of investment properties are included in the consolidated statements of comprehensive income in the period in which they arise. Our consolidated results of operation may be substantially affected by such changes in fair values. Please refer to the sections headed “Risk Factors — Risks Relating to Our Business — Our profitability may fluctuate substantially due to the periodic reassessment of fair value gains or losses on our investment properties” and “Financial Information — Key Factors Affecting Our Results of Operations — Valuation of Our Investment Properties” in this prospectus for more details.

The investment properties were valued by our independent property valuer as of November 30, 2009. For completed investment properties, the valuer has adopted an income approach which takes into account the expected rental income of the properties derived from the 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 sale transactions as available in the relevant market.

Our estimated profit has been stated both prior to the projected revaluation increase on our investment properties and after such projected revaluation. Such fair value gains on our investment properties have been estimated on the basis of projected valuations at December 31, 2009 according to a basis of valuation which is, as far as practicable, consistent with the basis of valuation that has been adopted by our independent property valuer in valuing our properties for the purposes of our audited consolidated financial statements for the nine months ended September 30, 2009 and the property valuation report in Appendix IV to this prospectus. The assumptions underlying the basis of valuation used to estimate fair value include:

- The transferable land use rights of our properties for their respective specific terms have been granted, and any land grant premium payable has already been fully paid.
- The title to each of the properties and our interests in the properties is valid.
- We have enforceable title to each of the properties and have the free and uninterrupted right to use, occupy or assign the properties for the whole of the respective unexpired terms as granted.

To estimate the projected value of our investment properties, we have adopted the same approach used by the independent property valuer.

The incomes and expenses are estimated with regard to our budgets, the changes in market conditions and the results of the estimated rental prices of the identified comparables. Further assumptions we have made when valuing our investment properties include:

- the interior decoration work for the investment properties in World City in Beijing will be completed in accordance with schedule at the projected costs;
- the current financial, economic and political conditions which prevail in the PRC and in the cities and provinces near our investment properties, and which are material to the rental income generated by the investment properties, will remain unchanged;
- the conditions in which the investment properties are being operated and which are material to revenue and costs of the properties will be unchanged;
- property-specific factors such as the provision of building facilities, building specifications, heating/ventilation/air conditioning and other mechanical systems, ancillary supporting retail services, quality of property management and tenants' profiles will remain unchanged; and
- the leases relating to any lease-expired units of the properties will be renewed at normal commercial terms.

We expect the fair value of our investment properties as of December 31, 2009, and in turn any revaluation increase or decrease on investment properties, to continue to be dependent on market conditions and other factors that are beyond our control and to be based on the valuation performed by an independent professional property valuer involving the use of assumptions that are, by their nature, subjective and uncertain. The following table sets forth the projected increases in the fair value of our investment properties for the year ended December 31, 2009:

	For the year ended December 31, 2009
	Fair value gain
	<i>(RMB'000)</i>
Green Lake Mansion.....	5,000
World City.....	360,313
SCE Building Phase I.....	6,300
Total.....	<u>371,613</u>

### Summary of the World City Project

The following table provides a summary of the World City project, which was the main source of revenue of our Company for the year ended December 31, 2009 and is projected to contribute approximately 96% of the total estimated revenue of our Company for the year ended December 31, 2009:

Up to September 30, 2009				
Sale proceeds received <sup>(1)</sup>	Pre-sales/sales GFA <sup>(1)</sup>	2008 average selling price per sq.m. in respect of properties sold/pre-sold	First nine months of 2009 average selling price per sq.m. in respect of properties sold/pre-sold	Actual completion date
(RMB million)	(sq.m.)	(RMB/sq.m.)	(RMB/sq.m.)	
1,477.7	54,023	33,497	28,339	November 2008

Note:

- (1) The delivery of 61% of the pre-sold GFA in World City, which contributed 62% of the sale proceeds received up to September 30, 2009, is expected to take place in 2010 in accordance with the delivery schedule under the relevant property sale agreement and the relevant sale proceeds will only be recognized as revenue upon delivery of such properties.

Except for the World City project and the delivery of the properties in World City and certain car parking spaces in Sapphire Peninsula (Xiamen), we did not complete any other projects or deliver any other properties to relevant customers in 2009.

### Sensitivity analysis on fair value of investment properties

The following table illustrates the sensitivity of the net profit attributable to our equity holders to the indicated levels of revaluation increase/decrease on the investment properties (net of the deferred tax effect of such changes) for the year ended December 31, 2009:

Changes in revaluation increase percentage on investment properties compared to our estimated revaluation increase percentage on investment properties .....	-15%	-10%	-5%	0%	5%	10%	15%
Impact on estimated consolidated profit attributable to equity holders of the Company (RMB million) .....	(41.8)	(27.9)	(13.9)	—	13.9	27.9	41.8

If the estimated fair value gain of our investment properties rises/declines by 5%, our net profit for the year ended December 31, 2009 will be not less than RMB378.9 million/RMB351.1 million, respectively (i.e. 3.8%) higher/lower, respectively, than our targeted 2009 net profit.

If the estimated fair value gain of our investment properties rises/declines by 10%, our net profit for the year ended December 31, 2009 will be not less than RMB392.9 million/RMB337.1 million, respectively (i.e. 7.6%) higher/lower, respectively, than our targeted 2009 net profit.

If the estimated fair value gain of our investment properties rises/declines by 15%, our net profit for the year ended December 31, 2009 will be not less than RMB406.8 million/RMB323.2 million, respectively (i.e. 11.5%) higher/lower, respectively, than our targeted 2009 net profit.

The above sensitivity illustration is intended for reference only, and any variation could exceed the ranges given, and potential investors should note in particular that (i) this sensitivity illustration is not intended to be exhaustive, and (ii) the profit estimate is subject to further and additional uncertainties. While we have considered for the purposes of the profit estimate what our Directors believe is the best estimate of the fair value of our investment properties as of December 31, 2009, the fair value of our investment properties and/or any fair value changes in our investment properties as of the relevant time may differ materially from our estimate, and is dependent on market conditions and other factors that are beyond our control. Our net profit attributable to our equity holders for the year ended December 31, 2009 will involve gains and losses that may arise on the fair value changes of our investment properties and our profit estimate involves estimates and assumptions in this regard which may prove to be incorrect.

#### Profit estimate for the year ended December 31, 2009

	Before revaluation of investment properties net of deferred tax effect	After revaluation of investment properties net of deferred tax effect
Estimated consolidated net profit attributable to our equity holders (Note 1).....	not less than RMB86 million (approximately HK\$98 million)	not less than RMB365 million (approximately HK\$414 million)
Unaudited pro forma estimated earnings per Share — Fully diluted (Note 2).....	not less than RMB0.030 (approximately HK\$0.034)	not less than RMB0.128 (approximately HK\$0.145)

#### Notes:

- (1) The bases and assumptions on which the above profit estimate has been prepared are set out in this appendix.
- (2) The calculation of the estimated earnings per Share on a pro forma basis is based on the estimated consolidated net profit attributable to our equity holders for the year ended December 31, 2009 assuming that our Company had been listed since January 1, 2009 and a total of 2,853,200,000 Shares were in issue during the entire year, respectively. This calculation assumes that neither the Over-allotment Option nor the options which may be granted under the Share Option Scheme will be exercised.
- (3) The unaudited pro forma estimated earnings per Share of RMB0.128 as presented in Appendix II to this prospectus has not taken into account any Shares which may be issued upon the exercise of the Over-allotment Option and the options which may be granted under the Share Option Scheme.

**B. LETTER FROM OUR REPORTING ACCOUNTANTS**

*The following is the text of the letter received by the Directors from our reporting accountants, Ernst & Young, Certified Public Accountants, Hong Kong, prepared for the purpose of incorporation in this prospectus in connection with the profit estimate.*



18th Floor  
Two International Finance Centre  
8 Finance Street  
Central  
Hong Kong

25 January 2010

The Directors  
China SCE Property Holdings Limited  
Deutsche Bank AG, Hong Kong Branch

Dear Sirs,

We have reviewed the calculations of and accounting policies adopted in arriving at the estimate of the consolidated profit attributable to equity holders of China SCE Property Holdings Limited (the "Company", together with its subsidiaries, hereinafter collectively referred to as the "Group") for the year ended 31 December 2009 (the "Profit Estimate") as set out in the paragraph headed "Profit Estimate For The Year Ended December 31, 2009" under the section headed "Financial Information" in the prospectus of the Company dated 25 January 2010 (the "Prospectus") for which the directors of the Company (the "Directors") are solely responsible.

We conducted our work in accordance with the Auditing Guideline 3.341 "Accountants' Report on Profit Forecasts" issued by the Hong Kong Institute of Certified Public Accountants.

The Profit Estimate has been prepared by the Directors based on the audited consolidated results of the Group for the nine months ended 30 September 2009 and an estimate of the consolidated results of the Group for the three months ended 31 December 2009.

In our opinion, so far as the accounting policies and calculations are concerned, the Profit Estimate has been properly compiled in accordance with the bases and assumptions made by the Directors as set out in the section headed "A. Profit Estimate For The Year Ended December 31, 2009 — Bases and Assumptions" of Appendix III to the Prospectus, and is presented on a basis consistent in all material respects with the accounting policies normally adopted by the Group as set out in our accountants' report dated 25 January 2010, the text of which is set out in Appendix IA to the Prospectus.

Without qualifying our opinion above, we draw to your attention that the Directors have disclosed in the section headed “A. Profit Estimate For The Year Ended December 31, 2009 — Bases and Assumptions” of Appendix III to the Prospectus that in preparing the Profit Estimate, the Directors have assumed that there will be fair value gains on revaluation of investment properties, net of deferred tax effect, of approximately RMB279 million which is estimated based on projected valuations at 31 December 2009 according to a basis of valuation which is, as far as practicable, consistent with the basis of valuation which has been adopted by their independent property valuer in valuing the properties for the purposes of the audited consolidated financial information of the Group for the nine months ended 30 September 2009. While the Directors believe this is the best estimate of the fair value gains on the investment properties for the year ended 31 December 2009, and the independent property valuer is of the view that the assumptions upon which the Profit Estimate is based are reasonable, the fair value of the investment properties and/or any fair value gains or losses on investment properties as at the relevant time may differ materially from their estimate. Should the actual increase or decrease in fair value of the investment properties differ from the amount estimated by the Directors, such difference would have the effect of increasing or decreasing the estimated consolidated profit attributable to equity holders of the Company for the year ended 31 December 2009.

Yours faithfully,

**Ernst & Young**  
*Certified Public Accountants*  
Hong Kong

**C. LETTER FROM THE SOLE SPONSOR**

*The following is the text of a letter, prepared for inclusion in this prospectus by the Sole Sponsor in connection with the profit estimate of the Group for the year ended December 31, 2009.*

**Deutsche Bank**

48th Floor, Cheung Kong Center  
2 Queen's Road Central  
Central  
Hong Kong

January 25, 2010

The Directors  
China SCE Property Holdings Limited

Dear Sirs,

We refer to the estimated consolidated net profit attributable to the shareholders of China SCE Property Holdings Limited (the "Company") and its subsidiaries (collectively the "Group") for the year ended December 31, 2009 (the "Estimate") as set out in the prospectus issued by the Company dated January 25, 2010 (the "Prospectus").

The Estimate, for which the Directors of the Company are solely responsible, has been prepared by them based on the audited consolidated results of the Group for the nine months ended September 30, 2009 and an estimate of the consolidated results of the Group for the three months ended December 31, 2009.

We have discussed with you the bases made by the Directors of the Company as set out in Appendix III to the Prospectus upon which the Estimate has been made. We have also considered the letter dated January 25, 2010 addressed to yourselves and ourselves from Ernst & Young regarding the accounting policies and calculations upon which the Estimate has been made.

On the basis of the information comprising the Estimate and on the basis of the accounting policies and calculations adopted by you and reviewed by Ernst & Young, we are of the opinion that the Estimate, for which you as Directors of the Company are solely responsible, has been made after due and careful enquiry.

Yours faithfully,

For and on behalf of

**Deutsche Bank AG, Hong Kong Branch**

**Heidi Yang**

*Managing Director*

**Dan Chen**

*Managing Director*