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 this prospectus in its entirety 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 focus on the Bohai Rim, South Jiangsu and Chengdu-Chongqing regions and 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. Many 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 13 property development projects. As of June 30, 2010, these projects comprised completed properties, properties under development and properties held for future development with a total site area of approximately 4,869,788 sq.m. and a total aggregate GFA of approximately 9,030,297 sq.m. As of June 30, 2010, we had sold and delivered an aggregate GFA of approximately 3,128,169 sq.m. and held a Landbank of approximately 5,902,128 sq.m. comprising (i) a completed aggregate GFA of approximately 439,472 sq.m. held for sale or for investment, (ii) a planned aggregate GFA of approximately 1,530,926 sq.m. under development, and (iii) a planned aggregate GFA of approximately 3,931,730 sq.m. for future development (including a planned aggregate GFA of approximately 293,968 sq.m. for which, as of the Latest Practicable Date, 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 five projects in Tianjin, two projects in Beijing and two projects in Chongqing. The remaining four projects are located in Jiangsu Province, including three in Wuxi and one in Suzhou. The following diagram shows the geographic location, certain GFA and property valuation information as of June 30, 2010, unless otherwise stated, and the interest attributable to our Company as of the date of this prospectus in respect of each of our projects.

Tianjin

1. Magnetic Capital
Aggregate GFA[1] .... 1,243,929 sq.m.
Total capital value[2] .... RMB4,685.5 million
Interest attributable to us 100%

2. Mind-Land International
Aggregate GFA[1] .... 789,138 sq.m.
Total capital value[2] .... RMB2,277.0 million
Interest attributable to us 100%

3. Central of Glorious
Aggregate GFA[1] .... 64,738 sq.m.
Total capital value[2] .... RMB882.0 million
Interest attributable to us 100%

4. Joy Downtown
Aggregate GFA[1] .... 56,615 sq.m.
Total capital value[2] .... RMB66.5 million
Interest attributable to us 100%

5. Xingyeli project
Aggregate GFA[1] .... 216,760 sq.m.
Total capital value:
– With Land Use Right Certificates[2] .... nil
– Without Land Use Right Certificates[3] .... RMB2,264.0 million
Interest attributable to us .... 100%[7]

Beijing

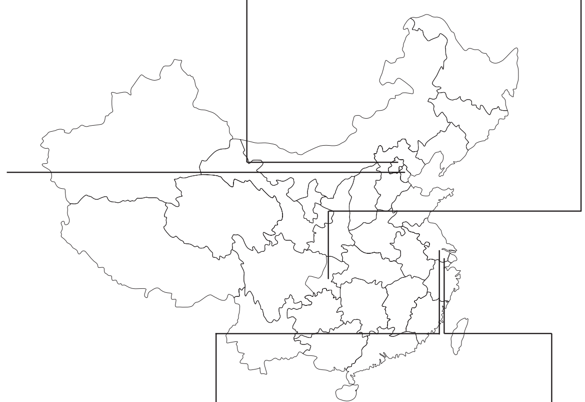
1. East Fairyland
Aggregate GFA[1] .... 166,481 sq.m.
Total capital value[2] .... RMB500.0 million
Interest attributable to us .... 25%[4][5]

2. Xishan Yihaoyuan
Aggregate GFA[1] .... 400,697 sq.m.
Total capital value[2] .... RMB5,082.0 million
Interest attributable to us .... 35%[4][6]

Chongqing

1. Chongqing Olympic Garden
Aggregate GFA[1] .... 2,473,589 sq.m.
Total capital value[2] .... RMB7,335.0 million
Interest attributable to us 100%

2. Asia Pacific Enterprise Valley
Aggregate GFA[1] .... 755,385 sq.m.
Total capital value[2] .... RMB2,656.0 million
Interest attributable to us .... 45%[4]



Wuxi

1. Swan Lake
Aggregate GFA[1] .... 1,303,613 sq.m.
Total capital value:
– With Land Use Right Certificates[2] .... RMB4,321.5 million
– Without Land Use Right Certificates[3] .... RMB140.5 million
Interest attributable to us....................... 100%

2. Dream of City
Aggregate GFA[1] .... 1,014,043 sq.m.
Total capital value[2] .... RMB2,228.0 million
Interest attributable to us....................... 100%

3. Yixing project
Aggregate GFA[1] .... 450,264 sq.m.
Total capital value:
– With Land Use Right Certificates[2] .... RMB1,467.0 million
– Without Land Use Right Certificates[3] .... RMB183.0 million
Interest attributable to us..................... 100%[8]

Suzhou

1. Suzhou 81
Aggregate GFA[1] .... 95,045 sq.m.
Total capital value[2] .... RMB632.0 million
Interest attributable to us 100%

Notes:

(1) "Aggregate GFA" of a project represents the total aggregate GFA of all sold or unsold properties, including any properties held for future development for which we had not obtained the Land Use Right Certificates, in such project as a whole. Such amount does not reflect the aggregate GFA attributable to us to the extent that our interest in a project is less than 100%.

(2) "Total capital value" or "total capital value with Land Use Right Certificates" of a project represents the total capital value as of June 30, 2010 of all unsold completed properties (held for sale or for investment), properties under development and properties held for future development for which we had obtained the Land Use Right Certificates as of the Latest Practicable Date in such project as a whole. Such value does not reflect the capital value attributable to us to the extent that our interest in a project is less than 100%.

(3) "Total capital value without Land Use Right Certificates" of a project represents the total capital value as of June 30, 2010 of those properties held for future development for which we had not obtained the Land Use Right Certificates as of the Latest Practicable Date in such project as a whole. Such value is derived from DTZ's property valuation as set forth in "Appendix IV – Property Valuation," except that no value has been ascribed by DTZ to certain portion of land in the Yixing project for which we had not obtained the Land Use Right Certificates. The value shown above for such portion of land only represents the capital value that DTZ assumes would have been ascribed to such portion of land had we obtained the Land Use Right Certificates for such portion of land.

(4) We do not have a controlling interest in Shouchi Yuda, Shougang Sunac and Chongqing Yuneng, which are engaged in developing the East Fairyland, Xishan Yihaoyuan and Asia Pacific Enterprise Valley projects, respectively. As such, during the Track Record Period, we did not consolidate the financial results of these associated project companies into ours.

As we are currently pursuing a proposed purchase of an additional 40% equity interest in Chongqing Yuneng, we may become its controlling shareholder and therefore consolidate its financial results into ours from the date of completion of such proposed transaction. For more information, see "Financial Information – Recent Developments – Proposed Acquisitions of Chongqing Yuneng and APEV Property Management and Proposed Disposal of Chongqing Shangshan."

(5) We hold, indirectly, a 50% equity interest in the project company engaged 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 Xishan Yihaoyuan 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 Xishan Yihaoyuan project. See "Business – Description of Our Property Development Projects – Beijing – Xishan Yihaoyuan."

(7) China National Investment & Guaranty Co., Ltd. holds a 1% equity interest in the project company engaged in the Xingyeli project but is not entitled to any dividend right in respect of such interest.

(8) Rongde holds a 10% equity interest in the project company engaged in the Yixing project but is not entitled to any dividend right in respect of such interest.

In collaboration with primary land developers, we participate in primary land development projects as a strategic ancillary business to help increase our opportunities to acquire land with good potential for property development. Primary land development projects generally involve carrying out certain land clearing and site preparation activities with respect to state-owned land under government contracts before such land may be granted by the government for property development or other purposes. Through our participation in primary land development projects, we intend to gain important insights into potential land acquisition opportunities and be better positioned in the subsequent public tender, auction or listing-for-sale process in order to successfully acquire suitable land.

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, 2007, 2008 and 2009 and the three months ended March 31, 2010, our revenue was RMB3,011.5 million, RMB3,449.5 million, RMB4,795.2 million and RMB245.6 million, respectively, and our profit attributable to equity holders of the Company was RMB174.4 million, RMB495.6 million, RMB825.1 million and RMB44.6 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 with strong brand recognition

BUSINESS STRATEGIES

We endeavor to become a leading property development company in China providing high-quality products and services to medium to high-income target customer segments. Our goals are to achieve satisfactory profits and investment returns. We intend to achieve steady and sustainable development. We intend to implement the following business strategies in order to achieve our business growth objectives:

- Reinforce and strengthen our position in the Bohai Rim, South Jiangsu and Chengdu-Chongqing regions
- Maintain a high-quality Landbank in a disciplined manner via diverse channels
- Focus on delivering high-quality products and services to medium to high-income customers
- Further strengthen our brand recognition and enhance our brand influence among our medium to high-income target customers
- 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 three months ended March 31,			
	2007		2008		2009		2009		2010	
	(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	3,011,452	100.0	3,449,499	100.0	4,795,213	100.0	193,585	100.0	245,572	100.0
Cost of sales	(2,211,557)	(73.4)	(2,371,740)	(68.8)	(3,436,190)	(71.7)	(147,228)	(76.1)	(124,870)	(50.8)
Gross profit	799,895	26.6	1,077,759	31.2	1,359,023	28.3	46,357	23.9	120,702	49.2
(Loss)/gain from fair value of investment properties, net	(8,873)	(0.3)	(25,852)	(0.7)	56,655	1.2	31,655	16.4	–	–
Selling and marketing costs	(65,300)	(2.2)	(124,559)	(3.6)	(67,961)	(1.4)	(17,228)	(8.9)	(19,685)	(8.0)
Administrative expenses	(83,506)	(2.8)	(93,045)	(2.7)	(113,618)	(2.4)	(26,502)	(13.7)	(30,801)	(12.5)
Other income	27,895	0.9	62,968	1.8	40,615	0.8	12,805	6.6	9,368	3.8
Other expenses	(62,180)	(2.1)	(15,750)	(0.5)	(7,632)	(0.2)	(7,658)	(4.0)	(352)	(0.1)
Operating profit	607,931	20.2	881,521	25.6	1,267,082	26.4	39,429	20.4	79,232	32.3
Finance costs, net	(82,633)	(2.7)	(110,860)	(3.2)	(113,263)	(2.4)	(32,575)	(16.8)	(45,498)	(18.5)
Share of (loss)/profit of jointly controlled entities	(24,916)	(0.8)	4,509	0.1	23,119	0.5	(2,554)	(1.3)	20,523	8.4
Share of (loss)/profit of associates	(11,552)	(0.4)	(14,141)	(0.4)	164,943	3.4	(9,115)	(4.7)	32,505	13.2
Profit/(loss) before income tax	488,830	16.2	761,029	22.1	1,341,881	28.0	(4,815)	(2.5)	86,762	35.3
Income tax expenses	(275,787)	(9.2)	(284,106)	(8.2)	(470,837)	(9.8)	(13,322)	(6.9)	(43,348)	(17.7)
Profit/(loss) for the year/period	213,043	7.1	476,923	13.8	871,044	18.2	(18,137)	(9.4)	43,414	17.7
Attributable to:										
Equity holders of the Company	174,382	5.8	495,606	14.4	825,062	17.2	(5,411)	(2.8)	44,584	18.2
Non-controlling interests	38,661	1.3	(18,683)	(0.5)	45,982	1.0	(12,726)	(6.6)	(1,170)	(0.5)
	213,043	7.1	476,923	13.8	871,044	18.2	(18,137)	(9.4)	43,414	17.7

Summary Consolidated Balance Sheet Data

	As of December 31,			As of March 31,
	2007 (RMB'000)	2008 (RMB'000)	2009 (RMB'000)	2010 (RMB'000)
Current assets	8,735,065	8,568,427	8,148,147	9,316,952
Non-current assets	920,618	888,296	1,569,062	1,669,320
Current liabilities	7,408,051	6,671,684	5,528,435	7,067,761
Non-current liabilities	1,467,406	1,708,810	2,317,666	2,611,989
Net current assets	1,327,014	1,896,743	2,619,712	2,249,191
Capital and reserves attributable to equity holders of the Company	217,374	537,623	1,370,765	1,306,522
Non-controlling interests in equity	562,852	538,606	500,343	–

RECENT FINANCINGS

We operate in a capital intensive industry and finance our capital requirements through a number of sources. In line with other property developers in China, we rely on traditional bank and other borrowings as one of our major financing sources, in particular to fund our property development costs. The following table sets forth a summary of our outstanding traditional borrowings that were obtained from commercial banks and other financial institutions in China by our Group in the past twelve months up to the Latest Practicable Date:

Loan period	Lender	Amount[1] (RMB'000)	Annual interest rate	Collateral and guarantee	Use
Sep. 23, 2009 – Sep. 22, 2012	Bank	200,000	5.40%[2]	Land charge	Property development
Sep. 22, 2009 – Sep. 27, 2011	Bank	212,660	6.21%	Land charge	Property development
Oct. 16, 2009 – Sep. 26, 2011	Bank	73,000	5.94%[2]	Land charge	Property development
Oct. 30, 2009 – July 29, 2011	Other financial institution (trust company)	250,000	9.00%	Charge on completed properties; guarantee	Property development
Nov. 30, 2009 – Jan. 3, 2012	Bank	150,000	5.40%[2]	Land charge	Property development
Dec. 2, 2009 – Dec. 2, 2012	Bank	300,000	5.40%[2]	Land charge; charge on properties under development	Property development
Dec. 3, 2009 – Dec. 2, 2012	Bank	250,000	5.40%[2]	Land charge; charge on properties under development; charge on completed properties; guarantee	Property development
Dec. 22, 2009 – Dec. 21, 2012	Bank	228,800	5.40%[2]	Land charge	Property development
Jan. 28, 2010 – Jan. 27, 2013	Bank	110,000	5.40%[2]	Land charge	Property development
Mar. 3, 2010 – Mar. 3, 2013	Bank	180,000	4.86%	Land charge	Property development
Mar. 23, 2010 – Mar. 23, 2011	Bank	140,000	5.31%	Land charge	Property development
Mar. 10, 2010 – Mar. 9, 2013	Bank	127,813	5.40%[2]	Land charge	Property development
Mar. 29, 2010 – Mar. 28, 2012	Bank	125,000	5.40%[2]	Land charge	Property development
Apr. 16, 2010 – Apr. 15, 2013	Bank	147,000	6.21%	Land charge	Property development

Loan period	Lender	Amount[(1)] (RMB'000)	Annual interest rate	Collateral and guarantee	Use
Apr. 28, 2010 – Apr. 27, 2013 . . .	Bank	263,000	5.67%[(2)]	Land charge; guarantee	Property development
Apr. 30, 2010 – Oct. 15, 2010 . . .	Other financial institution (trust company)	100,000	13.00%[(3)]	Guarantee	Property development
May 12, 2010 – Apr. 15, 2013 . . .	Bank	123,000	6.21%	Land charge	Property development
June 12, 2010 – June 11, 2014 . .	Bank	340,000	5.76%[(2)]	Equity pledge; guarantee	Equity acquisition
June 17, 2010 – Apr. 27, 2013 . .	Bank	137,000	5.67%[(2)]	Land charge; guarantee	Property development
July 29, 2010 – Apr. 14, 2011 . . .	Other financial institution (trust company)	46,000	8.15%[(3)]	–	Property development
Aug. 31, 2010 – Sep. 14, 2012 . .	Other financial institution (trust company)	100,000	13.00%[(3)]	Equity pledge; guarantee	Property development
Sep. 1, 2010 – Aug. 31, 2012 . . .	Bank	70,000	6.21%	Charge on properties under development	Property development

Notes:

(1) "Amount" refers to the maximum amount of bank loan that may be granted under the respective credit facility.

(2) Interest payments are based on a floating rate linked to the applicable PBOC benchmark lending rate, and the "annual interest rate" as shown indicates the prevailing rate as of the Latest Practicable Date.

(3) These property development loans have a higher interest rate primarily because none of them are secured by any land charge or charge on properties under development or completed properties.

Traditional bank and other borrowings constitute our major source of financings. With a view to broadening our access to capital sources, we have recently entered into several entrusted or other financing arrangements obtaining additional financings of RMB1,660 million in aggregate. For more information on these financing arrangements, see "Financial Information – Recent Developments – Certain Recent Financings." The following table sets forth a summary of these financing arrangements:

Financing period	Financing provider	Obligor	Amount[(1)] (RMB'000)	Annual interest rate	Collateral and guarantee	Use
Mar. 19, 2010 – Mar. 19, 2013 . .	Rongde	Yixing Sunac Dongjiu	560,000	17.14%	Guarantee; equity pledge; land charge	Property development
July 5, 2010 – July 5, 2012 . . .	Tianjin Trust Co., Ltd.	Sunac Ao Cheng	400,000	13.00%[(2)]	Equity pledge	Property development
July 12, 2010 – July 11, 2012 . .	SDIC Trust Co., Ltd.	Sunac Zhidi	450,000	10.00%	Guarantee	Property development
July 15, 2010 – July 14, 2012 . .	SDIC Trust Co., Ltd.	Sunac Ao Cheng	250,000	10.00%	Guarantee	Property development

Notes:

(1) "Amount" refers to the amount of financing provided by each of the financing arrangements.

(2) "Annual interest rate" for the financing arrangement with Tianjin Trust Co., Ltd. represents the effective interest rate payable by Sunac Ao Cheng under such financing arrangement.

As of the Latest Practicable Date, we were not preparing for any further financing activities, other than in the ordinary course of business, to be pursued within the twelve months after the Listing.

PRO FORMA FINANCIAL INFORMATION OF THE ENLARGED GROUP

On August 18, 2010, Sunac Zhidi entered into a memorandum of negotiation with certain parties in connection with:

(i) the proposed purchases by Sunac Zhidi of a 40% equity interest in Chongqing Yuneng and a 40% equity interest in APEV Property Management (a property management company principally engaged in managing the completed residential and commercial properties in Asia Pacific Enterprise Valley) from Chongqing Yuneng Real Estate for an aggregate cash consideration of RMB320.0 million;

(ii) the proposed disposal by Chongqing Yuneng of its 85% and 14% equity interests in Chongqing Shangshan to Chongqing Yuneng Real Estate and Beijing Guoxin, respectively, for an aggregate cash consideration of approximately RMB20.8 million; and

(iii) the proposed disposal by APEV Property Management of its 1% equity interest in Chongqing Shangshan to Beijing Guoxin for a cash consideration of RMB210,000.

Each of the proposed purchases of equity interests from Chongqing Yuneng Real Estate as described in (i) above will be subject to the success of Sunac Zhidi in bidding for such equity interests through the listing-for-sale process. The consideration for such purchases may be adjusted by reference to an asset appraisal being performed and will be determined conclusively by the listing-for-sale process, which may exceed the amount of RMB320.0 million.

All the proposed purchases and disposals of equity interests as described in (i) to (iii) above are inter-conditional upon one another, and the final equity transfer agreements relating to these proposed transactions must be executed simultaneously, if at all. Upon the completion of these proposed purchases and disposals, Sunac Zhidi would own a 85% equity interest in Chongqing Yuneng and a 40% equity interest in APEV Property Management and would cease to own, directly or indirectly, any equity interest in Chongqing Shangshan. As such, we may become the controlling shareholder of Chongqing Yuneng and therefore consolidate the financial results of Chongqing Yuneng into ours from the date of completion of the proposed transactions.

For more information on these proposed transactions, see "Financial Information – Recent Developments – Proposed Acquisitions of Chongqing Yuneng and APEV Property Management and Proposed Disposal of Chongqing Shangshan."

A summary of certain unaudited pro forma financial information of the Enlarged Group as of March 31, 2010 included in "Appendix II – C. Unaudited Pro Forma Statement of Assets and Liabilities of the Group" is set forth below to illustrate the effect of these proposed transactions on our Group. The unaudited pro forma financial information has been prepared for illustrative purposes only, and because of its hypothetical nature, it may not give a true picture of our consolidated financial position as of March 31, 2010 or any future dates following the Global Offering. The audited consolidated financial information of our Group set forth below is extracted from Appendix I to this prospectus.

	As of March 31, 2010	
	The Group (actual) (RMB'000)	The Enlarged Group (pro forma) (RMB'000) (unaudited)
Current assets	9,316,952	10,785,270
Non-current assets	1,669,320	1,562,615
Current liabilities	7,067,761	7,702,197
Non-current liabilities	2,611,989	3,012,565
Net current assets	2,249,191	3,083,073

PROFIT ESTIMATE FOR THE SIX MONTHS ENDED JUNE 30, 2010

We estimate that, on the bases set forth in Appendix III to this prospectus and in the absence of unforeseen circumstances, our profit attributable to equity holders of the Company for the six months ended June 30, 2010 is as follows:

Unaudited estimated consolidated profit attributable to equity holders of the Company for the six months ended June 30, 2010(1)(2)	Not less than RMB187.4 million
Unaudited estimated fair value gains on investment properties (net of deferred tax)(2)	nil
Unaudited pro forma estimated earnings per Share for the six months ended June 30, 2010(3)	Not less than RMB0.062 (approximately HK$0.072)

Notes:

(1) Our Directors have prepared our unaudited estimated consolidated profit attributable to equity holders of the Company for the six months ended June 30, 2010 based on (i) our audited consolidated results for the three months ended March 31, 2010 as set forth in the Accountant's Report in Appendix I to this prospectus and (ii) our unaudited management accounts for the three months ended June 30, 2010. The estimate has been prepared on a basis consistent in all material respects with the accounting policies adopted by us that are set forth in Note 2 to the Accountant's Report in Appendix I to this prospectus.

(2) Our unaudited estimated consolidated profit attributable to equity holders of the Company for the six months ended June 30, 2010 includes nil estimated fair value gains on investment properties. We arrived at the estimated fair value gain on investment properties based on the market value of such investment properties valued by DTZ, the independent valuer. According to DTZ's valuation, the fair value of our investment properties as of each of March 31, 2010 and June 30, 2010 had not changed from that as of December 31, 2009. The income approach has been consistently adopted to assess the market value of our investment properties as of December 31, 2009, March 31, 2010 and June 30, 2010. We had the same portfolio of investment properties, comprising completed investment properties only, as of each of these dates.

(3) The calculation of our unaudited pro forma estimated earnings per Share for the six months ended June 30, 2010 is based on the unaudited estimated consolidated profit attributable to equity holders of the Company for the six months ended June 30, 2010 and assumes that a total of 3,000,000,000 Shares were in issue during the entire six months, as if the Global Offering had occurred on January 1, 2010, without taking into account any Shares which may be allotted and issued upon the exercise of the Over-allotment Option, the Pre-IPO Share Options or the Trustee Option.

We have undertaken to the Stock Exchange that our interim report for the six months ended June 30, 2010 will be audited pursuant to Rule 11.18 of the Listing Rules.

GLOBAL OFFERING STATISTICS

	Based on an Offer Price of HK$3.18 per Offer Share	Based on an Offer Price of HK$3.98 per Offer Share
Market capitalization of our Shares(1)	HK$9,540 million	HK$11,940 million
Historical pro forma price/earnings multiple(2)		
– Before fair value gains on investment properties	10.7 times	13.4 times
– After fair value gains on investment properties	10.0 times	12.5 times
Unaudited pro forma adjusted net tangible asset value per Share(3)	RMB0.95 (HK$1.10)	RMB1.11 (HK$1.29)

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, the Pre-IPO Share Options or the Trustee Option.

(2) The calculation of historical pro forma price/earnings multiple is based on our earnings per Share for the year ended December 31, 2009 on a pro forma basis at the assumed Offer Price of HK$3.18 and HK$3.98 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, the Pre-IPO Share Options or the Trustee Option.

(3) The unaudited pro forma adjusted net tangible asset value per Share has been arrived at after the adjustments referred to in "Unaudited Financial Information" in Appendix II to this prospectus and 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, the Pre-IPO Share Options or the Trustee Option.

DIVIDENDS

No dividend was declared by our Company in 2007, 2008 or 2009.

On May 10, 2010, our Board declared an interim cash dividend of US$28.0 million payable only to our Controlling Shareholder Sunac International. Our two other Shareholders at the time, Bain Capital and DB London, agreed to waive their rights to the interim cash dividend declared on May 10, 2010. The purpose of the declaration of such interim cash dividend was to facilitate the payment of interest on the Exchangeable Bonds by Sunac International to the Bondholders. Bain Capital and DB London as Shareholders agreed to waive their entitlement to the interim cash dividend because they as Bondholders would be entitled to their portions of interest payment made by Sunac International. We paid the interim cash dividend on June 11, 2010, using funds originally distributed by Sunac Zhidi out of its profit for the year ended December 31, 2008.

Our past dividend payment history is not, and should not be taken as, an indication of our potential future practice with respect to dividend payments. 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. There can be no assurance that dividends of any amount will be declared or distributed in any year. For more information on our dividends and dividend policy, see "Financial Information – Dividends and Distributable Reserves."

USE OF PROCEEDS

We estimate that we will receive net proceeds from the Global Offering of approximately HK$2,139 million (assuming an Offer Price of HK$3.18 per Share, being the lower end of the stated Offer Price range) or HK$2,715 million (assuming an Offer Price of HK$3.98 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$2,483 million (assuming an Offer Price of HK$3.18 per Share) or HK$3,145 million (assuming an Offer Price of HK$3.98 per Share) after deducting the underwriting fees and expenses.

Assuming the Over-allotment Option is not exercised and assuming an Offer Price of HK$3.58 per Offer Share, being the midpoint of the stated Offer Price range of HK$3.18 to HK$3.98 per Offer Share, the net proceeds from the Global Offering are estimated to be approximately HK$2,427 million. We intend to use all of such proceeds to increase our Landbank, including by acquiring land parcels or acquiring or investing in property development companies in the PRC that have attractive land reserves.

As of the Latest Practicable Date, we had not identified any land parcel or any third-party property development company as an acquisition target. Following the Listing, we will comply with the relevant requirements under the Listing Rules for any proposed acquisitions in the future.

If our net proceeds are more than or less than HK$2,427 million as stated above, or if we otherwise exercise the Over-allotment Option, in full or in part, we intend to apply all of the net proceeds in the same manner as described above.

To the extent that our net proceeds are not immediately used for the above purpose and to the extent permitted by the relevant laws and regulations, we intend to deposit the net proceeds into short-term interest bearing deposits 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 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 can be no assurance that such filings will 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.

PRE-IPO SHARE OPTION SCHEME AND EMPLOYEES' SHARE AWARD SCHEME

To provide an incentive for the employees of our Company, our subsidiaries and our associated project companies to work with commitment towards enhancing the value of our Company and our Shares and to retain and attract suitable personnel for the further development of our business, we adopted the Pre-IPO Share Option Scheme and the Employees' Share Award Scheme on September 9, 2010 (the "Adoption Date"), whereby:

(i) under the Pre-IPO Share Option Scheme, we have conditionally granted to 121 grantees options to subscribe for up to 51,080,000 Shares, representing approximately 1.67% of the total number of Shares in issue immediately following the completion of the Capitalization Issue and the Global Offering (assuming that the Over-allotment Option is not exercised but that the Pre-IPO Share Options and the Trustee Option have been exercised in full). Such options will vest in accordance with the following schedule: 30% upon the first anniversary of the Adoption Date, an additional 30% upon the second anniversary and an additional 40% upon the third anniversary. Subject to certain terms and conditions, a grantee may exercise any vested portion of his or her options prior to the end of a period of four years from the Adoption Date, at a subscription price per Share equal to 80% of the Offer Price; and

(ii) under the Employees' Share Award Scheme, we have granted to the Scheme Trustee the Trustee Option to subscribe for up to 10,144,000 Shares ("Option Shares"), representing approximately 0.33% of the total number of Shares in issue immediately following the completion of the Capitalization Issue and the Global Offering (assuming that the Over-allotment Option is not exercised but that the Pre-IPO Share Options and the Trustee Option have been exercised in full) and the Scheme Trustee will, upon our request, award selected employees the rights to acquire Option Shares from the Scheme Trustee ("Awards") at a subscription price equal to 80% of the Offer Price. These Awards may be granted at any time during a period of three years commencing on the first anniversary of the Adoption Date (the "First Grant Date"), subject to the following annual caps: 30% during the first year from the First Grant Date, an additional 30% during the second year from the First Grant Date and the balance during the third year from the First Grant Date. Such Awards shall vest in accordance with the following schedule: 30% upon the first anniversary of the Adoption Date, an additional 30% upon the second anniversary of the Adoption Date and an additional 40% upon the third anniversary of the Adoption Date. Subject to certain terms and conditions, a selected employee may exercise any vested portion of his or her Awards (other than Final Awards (as defined below)) prior to the end of a period of 47 months from the Adoption Date. Upon the exercise of the Awards by the selected employees to acquire a certain number of Option Shares, the Scheme Trustee will exercise the Trustee Option (in part or in full) to require us to issue and allot such Option Shares. However, if there is any Award granted but not exercised by the end of 47 months from the Adoption Date ("Award Balance"), we may instruct the Scheme Trustee to re-grant such amount of Award(s) not exceeding the Award Balance ("Final Awards") to any employees selected by us within one month preceding the fourth anniversary of the Adoption Date (i.e., the 48th month from the Adoption Date) in accordance with the terms of the Employees' Share Award Scheme.

We may, instead of granting Final Awards, instruct the Scheme Trustee to directly exercise such part of the Trustee Option representing an amount of Awards up to the Award Balance on behalf of selected employees within one month preceding the fourth anniversary date of the Adoption Date, sell the Option Shares so allotted to the Scheme Trustee, and award the relevant portion of the sale proceeds to such selected employees in accordance with our instructions. We shall be responsible for all costs and expenses (including stamp duties) incurred by the Scheme Trustee in connection with the sale of the Option Shares. The rights and power of our Company and the Scheme Trustee hereunder shall be subject to the terms of the Employees' Share Award Scheme, the Option Deed and the Trust Deed and to the extent permitted by all applicable laws and regulations (including the Listing Rules).

The major differences between the two schemes are: (i) all options under the Pre-IPO Share Option Scheme have been granted to selected employees by our Company before the Listing, whereas the awards under the Employees' Share Award Scheme will only be granted by the Scheme Trustee (at the instructions of our Company) to selected employees after the Listing within a three-year period after the first anniversary of the adoption of the scheme; and (ii) the purpose of the Pre-IPO Share Option Scheme is to reward those employees with outstanding performance before the Listing, whereas the Employees' Share Award Scheme is intended to provide incentives to employees to continue to work with commitment towards enhancing the value of our Company going forward and to retain and attract suitable personnel for the further development of our business in the future. Therefore, grantees under the Pre-IPO Share Option Scheme have been determined before the Listing while grantees under the Employees' Share Award Scheme will not be finalized until after the Listing and will be determined during the three-year period after the first anniversary of the adoption of the scheme.

Due to the above differences, two schemes have been adopted by us for ease of administration.

Assuming the Pre-IPO Share Options and the Trustee Option are exercised in full immediately following the completion of the Capitalization Issue and the Global Offering and assuming the Over-allotment Option is not exercised, the Shares to be issued and allotted under the Pre-IPO Share Option Scheme and the Employees' Share Award Scheme will together represent approximately 2.00% of the number of Shares in issue based on our enlarged share capital as of the Listing Date. This will have a dilutive effect of approximately 2.00% on the shareholding of our Shareholders and on the earnings per Share of our Company.

A summary of the principal terms of the Pre-IPO Share Option Scheme and the Employees' Share Award Scheme is set forth in "Appendix VII – Statutory and General Information – D. Pre-IPO Share Option Scheme and Employees' Share Award Scheme."

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 or otherwise 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

- The costs of the share options granted under the Pre-IPO Share Option Scheme and the Employees' Share Award Scheme will adversely affect our results of operations and any exercise of such options will have a dilutive effect on your shareholding percentage and may result in our issuance of Shares at prices lower than their trading price or fair market value

- 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

OUR CHAIRMAN, CHIEF EXECUTIVE OFFICER AND CONTROLLING SHAREHOLDER: MR. SUN HONGBIN

Previous Charge Against Mr. Sun and His Retrial

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 began to serve his sentence 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 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 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.

Founding and Disposition of the Sunco Group by Mr. Sun

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 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 China 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 group's 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 A and 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 certain litigation involving Mr. Sun, which has recently been withdrawn, 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.

Withdrawal of Legal Proceedings Involving Mr. Sun

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 in Hong Kong (High Court Action 2145/2007) (the "RK Litigation") against two companies beneficially owned by Mr. Sun, namely, Sunco China 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 was approximately RMB614 million (or alternatively, damages to be assessed), plus interest and costs. Such claims arose from certain liabilities of Sunco B involving outstanding litigation, 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.

None of the companies in our Group was a party to the RK Litigation, nor did the plaintiffs' claims against the defendants in the RK Litigation or the subject matter of the Option Agreement relate to any asset or company forming part of our Group.

In June 2010, Road King and Mr. Sun entered into an agreement with a view to resolving their disputes relating to Sunco Group by mediation. Pursuant to such agreement, all claims in the RK Litigation were withdrawn and the RK Litigation was dismissed on August 18, 2010. For more information, see "Directors, Senior 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."