

 中國中化集團公司成員企業  
A Sinochem Member Company

 **方興地產(中國)有限公司**  
**FRANSHION PROPERTIES (CHINA) LIMITED**

(於香港註冊成立的有限公司)  
(Incorporated in Hong Kong with limited liability)

股票代號  
Stock Code : 00817

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2011 中期報告  
Interim Report

# 財務摘要 FINANCIAL HIGHLIGHTS

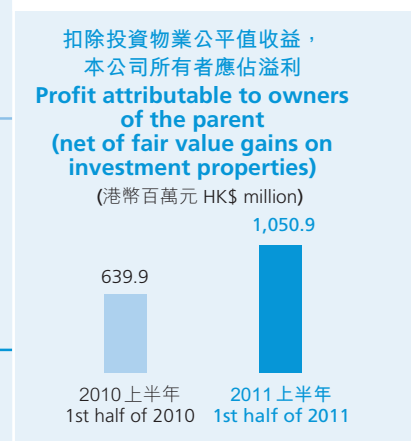
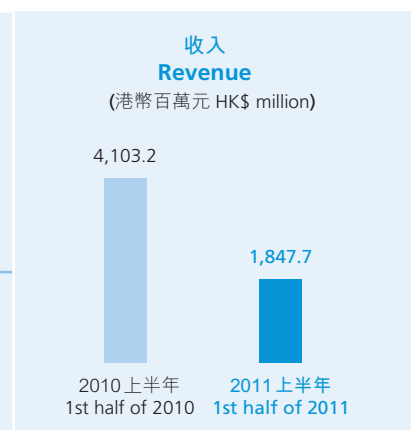
# 2011 中期

## 業績表現 Interim Performance Highlights

- 扣除投資物業公平值收益，本公司所有者應佔溢利較去年同期增長  
Increase in profit attributable to owners of the parent (net of fair value gains on investment properties) over the same period of last year

# +64%

		截至6月30日止六個月 For the six months ended 30 June		
		2011年 (未經審核) 港幣百萬元 2011 (Unaudited) HK\$ million	2010年 (未經審核) 港幣百萬元 2010 (Unaudited) HK\$ million	變動 百分比 Percentage change %
收入	Revenue	1,847.7	4,103.2	-55
本公司所有者應佔溢利	Profit attributable to owners of the parent	1,640.4	1,042.9	57
本公司所有者應佔溢利－ 扣除投資物業公平值收益 (已扣除遞延稅項)	Profit attributable to owners of the parent – net of fair value gains on investment properties (net of deferred tax)	1,050.9	639.9	64
每股基本盈利(港仙)	Basic earnings per share (HK cents)	17.91	11.38	57
每股基本盈利－扣除投資物業公平值 收益(已扣除遞延稅項)(港仙)	Basic earnings per share – net of fair value gains on investment properties (net of deferred tax) (HK cents)	11.47	6.98	64
		於2011年6月30日 (未經審核) 港幣百萬元 As at 30 June 2011 (Unaudited) HK\$ million	於2010年12月31日 (經審核) 港幣百萬元 As at 31 December 2010 (Audited) HK\$ million	變動 百分比 Percentage change %
資產總額	Total assets	72,378.5	51,355.2	41
本公司所有者應佔權益	Equity attributable to owners of the parent	24,897.8	23,124.5	8



## 集團概覽 GROUP AT A GLANCE

集團概況 GROUP DESCRIPTION	業績表現 (港幣百萬元) RESULTS PERFORMANCE (HK\$ million)	經營表現 OPERATIONAL PERFORMANCE
一 物業銷售簽約額 – CONTRACT AMOUNT	2011 5,376.1 2010 795.0 +576% 物業開發 PROPERTY DEVELOPMENT	<b>強勁表現</b> <b>STRONG PERFORMANCE</b> 期內實現國客項目1號樓銷售簽約額達港幣18.3億元，北京廣渠金茂府項目銷售簽約額達港幣34.7億元 During the Period, contract sales of Building No.1 of Shanghai Port International Cruise Terminal Project amounted to HK\$1.83 billion, whereas contract sales of Beijing Guangqu Jin Mao Palace Project amounted to HK\$3.47 billion.
一 物業租金收入 – RENTAL INCOME	2011 492.1 2010 428.8 +15% 物業租賃 PROPERTY LEASING	<b>穩步提升</b> <b>STEADY GROWTH</b> 期內北京凱晨世貿中心與中化大廈已達滿租；租金水平進一步；金茂大廈的出租率也有大幅增長 During the Period, Beijing Chemsunny World Trade Centre and Sinochem Tower had an occupancy rate of 100% and higher rental level, whereas Jin Mao Tower's occupancy rate grew significantly.
一 酒店經營收入 – HOTEL INCOME	2011 1,084.4 2010 1,007.3 +8% 酒店經營 HOTEL OPERATIONS	<b>持續增長</b> <b>CONTINUOUS GROWTH</b> 期內位於三亞的兩家酒店入住率及房價再創歷史新高，繼續領跑當地市場，位於北京及深圳的兩家酒店業績較上年同期大幅提升 During the Period, occupancy rate and room rate of the two hotels located in Sanya again set new historical records and continued to outperform its local peers, whereas results performance of the two hotels located in Beijing and Shenzhen grew substantially over the same period of last year.

三大業務板塊  
業績顯著增長  
Performance  
of three major  
business  
segments grew  
significantly

## 公司資料

### CORPORATE INFORMATION

<b>公司名稱</b> <b>Company Name</b>	方興地產(中國)有限公司	Franshion Properties (China) Limited
<b>主要辦事處</b> <b>Principal Office</b>	香港灣仔 港灣道1號 會展廣場辦公大樓47樓 4702-4703室	Rooms 4702-4703 47th Floor, Office Tower, Convention Plaza No. 1 Harbour Road Wan Chai, Hong Kong
<b>非執行董事</b> <b>Non-executive Directors</b>	羅東江先生(主席) 李雪花女士(副主席) 李昕先生	Mr. LUO Dongjiang (Chairman) Ms. LI Xuehua (Vice Chairman) Mr. LI Xin
<b>執行董事</b> <b>Executive Directors</b>	何操先生(副主席及首席執行官) 李從瑞先生(副總裁) 賀斌吾先生(副總裁)	Mr. HE Cao (Vice Chairman and Chief Executive Officer) Mr. LI Congrui (Vice President) Mr. HE Binwu (Vice President)
<b>獨立非執行董事</b> <b>Independent Non-executive Directors</b>	劉漢銓先生 蘇錫嘉先生 劉洪玉先生	Mr. LAU Hon Chuen, Ambrose Mr. SU Xijia Mr. LIU Hongyu
<b>首席財務官</b> <b>Chief Financial Officer</b>	江南先生	Mr. JIANG Nan
<b>合資格會計師</b> <b>Qualified Accountant</b>	廖繼勤先生	Mr. LIAO Chi Chiun
<b>公司秘書</b> <b>Company Secretary</b>	廖繼勤先生	Mr. LIAO Chi Chiun
<b>授權代表</b> <b>Authorised Representatives</b>	何操先生 李從瑞先生	Mr. HE Cao Mr. LI Congrui
<b>法律顧問</b> <b>Legal Advisors</b>	瑞生國際律師事務所 香港中環康樂廣場8號 交易廣場第一座18樓	Latham & Watkins 18th Floor, One Exchange Square, 8 Connaught Place Central, Hong Kong
<b>核數師</b> <b>Auditor</b>	安永會計師事務所 香港中環金融街8號 國際金融中心2期18樓	Ernst & Young 18th Floor, Two International Finance Centre 8 Finance Street, Central, Hong Kong
<b>股份代碼</b> <b>Stock Code</b>	00817	00817
<b>股份過戶登記處</b> <b>Share Registrar and Transfer Office</b>	香港中央證券登記有限公司 香港灣仔 皇后大道東183號 合和中心 17樓1712-1716室	Computershare Hong Kong Investor Services Limited Shops 1712-1716, 17th Floor Hopewell Centre, 183 Queen's Road East Wanchai, Hong Kong
<b>投資者聯絡方式</b> <b>Investor Enquiry</b>	電話：852-28299521 傳真：852-28240300 電子郵件：franshion@sinochem.com	Tel: 852-28299521 Fax: 852-28240300 Email: franshion@sinochem.com
<b>公司網站</b> <b>Website</b>	www.franshion.com	www.franshion.com

## 主席致辭

# CHAIRMAN'S STATEMENT

尊敬的各位股東：

本人欣然代表方興地產(中國)有限公司(「方興地產」、「本公司」)董事會(「董事會」)提呈本公司及其子公司(「本集團」、「我們」)截至2011年6月30日止六個月(「回顧期」、「上半年」)之中期業績報告，敬請各位股東審閱。

回顧期內，本公司所有者應佔溢利為港幣1,640.4百萬元，較上年同期港幣1,042.9百萬元增長57%；若扣除投資物業公平值收益(已扣除遞延稅項)，本公司所有者應佔溢利為港幣1,050.9百萬元，較上年同期港幣639.9百萬元增長64%。董事會建議不派發中期股息。

2011年上半年，中央政府繼續執行2010年以來針對住宅市場的調控政策，一方面通過差別化的住房信貸、稅收政策和住房限購措施，抑制不合理的投資投機需求；另一方面通過加大土地供應來增加市場供給，尤其是出台了多項措施加大保障房的建設力度，推動住宅供給結構的調整。上半年，上述調控政策取得了較為明顯的效果，全國住宅總體成交量小幅度下降，成交價格總體漲幅受到抑制。但與此同時，高端商品住宅的稀缺性和投資價值進一步凸顯。在高端商業地產領域，本集團已建立物業開發、物業租賃及酒店經營為核心的業務和資產組合，儘管住宅領域的政策調控持續加壓，但本集團2011年上半年三大板塊仍都有顯著增長。

回顧期內，於物業開發方面，本集團加快推進高端精品項目的開發，並在上半年成功實現了兩個高端住宅項目的開盤銷售。4月，北京廣渠金茂府項目盛大開盤，憑借其稀缺的黃金地段、高端的優質產品、有力的品牌保證，創北京住宅產品開盤當日銷售金額歷史最高；6月，本集團另一個高端低密度住宅－上海東灘金茂逸墅項目又獲開盤熱銷，開盤銷售認購總套數及均價都大幅度超過週邊同類產品。此外，位於上海北外灘核心區域的特色濱水項目－上海港國際客運中心項目1號樓成功簽約售出，其餘待售樓棟也基本確定銷售意向；與之相鄰的上海國際航運服務中心項目部份樓棟將實現年內封頂。

主席致辭  
CHAIRMAN'S STATEMENT

Dear Shareholders,

On behalf of the board of directors (the "Board") of Franshion Properties (China) Limited ("Franshion Properties" or the "Company"), I am pleased to present the interim report of the Company and its subsidiaries (the "Group", "we" or "us") for the six months ended 30 June 2011 ("the period under review" or "the first half of the year") for your review.

During the period under review, profit attributable to owners of the parent amounted to HK\$1,640.4 million, representing an increase of 57% over HK\$1,042.9 million in the corresponding period of 2010; whereas profit attributable to owners of the parent less fair value gains on investment properties (net of deferred tax) amounted to HK\$1,050.9 million, representing an increase of 64% over HK\$639.9 million in the corresponding period of last year. The Board does not recommend payment of interim dividend.

In the first half of 2011, in executing the austerity policies on the residential housing market promulgated since 2010, the PRC government endeavoured to contain unreasonable investment and speculation demands through differentiated measures on housing credit, taxation policies and housing purchase restrictions on the one hand, and on the other hand, through expanding land supply to cope with market needs, in particular a number of measures to push ahead the construction of affordable housing have been issued to drive the adjustment of the residential housing supply structure. During the first half of the year, as the above austerity measures began to take effect, the overall transaction volume of residential housing nationwide showed a slight decrease and the overall increase in housing prices was contained. However, the shortage and investment value of high-end residential housing became more significant. In the area of high-end commercial properties, the Group has established its core business and asset portfolio including property development, property leasing and hotel operations. In spite of the increasing pressure from the austerity policies on the residential housing area, the three major segments of the Group continued to record significant growth during the first half of 2011.

During the period under review, with respect to property development, the Group sped up the development of high-end and premium branding projects and successfully commenced sales for two high-end residential housing projects in the first half of the year. In April, Beijing Guangqu Jin Mao Palace Project commenced its grand sales. Leveraging on its rare prime location, high-end quality products and strong brand assurance, it hit the historical record in terms of sales amount on the date of sales launch among all residential housing products in Beijing. In June, another high-end and low density residential housing project, Shanghai Dongtan Jin Mao Noble Manor Project also commenced sales and drew an overwhelming response from the market where the total number of sales subscriptions and average price upon sales launch far outperformed the similar products in the surrounding region. Moreover, Building No.1 of Shanghai Port International Cruise Terminal Project, a riverfront project located in the core area of North Bund of Shanghai, was successfully sold, and letters of intent have been entered into for the remaining unsold buildings in general. Part of the buildings of the adjacent project, Shanghai International Shipping Service Center Project, will complete roof sealing during the year.

主席致辭  
CHAIRMAN'S STATEMENT

物業租賃方面，受實體經濟穩健增長的影響，京滬高端寫字樓需求增長旺盛，本集團持有經營的高端寫字樓均位於京滬兩城市的黃金地段，期內出租率和租金水平表現優異。北京凱晨世貿中心、北京中化大廈兩棟寫字樓在期內均達到滿租；上海金茂大廈寫字樓在週邊供應大幅增加的情況下，仍然保持很高的出租率，並繼續在區域內領先。上半年，在房訊網、中國寫字樓行業協會和中國寫字樓研究中心聯合發佈的「中國頂級寫字樓前20名單」中，北京凱晨世貿中心、上海金茂大廈成功入選，本集團成為榜單中唯一擁有2座頂級寫字樓的房地產企業。

酒店經營方面，隨著旅遊需求的強勁增長，以及經濟回暖帶來的商旅需求顯著回升，2011年上半年核心城市及主要旅遊度假區高端酒店市場繼續向好。本集團發揮多年的酒店經營優勢，把握住市場機遇，上半年酒店板塊經營情況對比去年同期也有明顯上升。旗下持有的金茂三亞麗思卡爾頓酒店和金茂三亞希爾頓大酒店的經營業績繼續引領當地市場；金茂北京威斯汀大飯店和金茂深圳JW萬豪酒店的當期業績較去年同期亦顯著增加。

2011年上半年，本集團積極推進土地、資金等關鍵資源的獲取工作，並取得了重大突破。經過不懈努力，本集團於1月成功獲得長沙梅溪湖國際服務和科技創新城開發項目11,452畝土地的一級開發權，項目規劃總建築面積約為1,134萬平方米，對本集團具有十分重大的戰略意義；此外，本集團還重點在北京、上海、杭州等核心城市以及濟南、重慶、寧波等區域中心城市積極跟進潛在項目，有選擇地擴展優質土地儲備。在資金方面，本集團積極多渠道籌集資金以保障開發項目需求。4月本集團在境外成功發行了10年期的優先票據，以較低成本募得5億美元境外資金；5月本集團又與中國國家開發銀行正式簽署了人民幣80億元的長期授信額度協議，為後續項目開發及新項目投資提供了充足的資金保障。

實施綠色戰略是本集團的一項重要戰略舉措。上半年，通過篩選並鎖定綠色戰略合作夥伴，積極推進實施旗下項目的綠色建築專案，本集團逐步構建自身的綠色建築產業鏈整合推進模式。3月，本集團通過北京環境交易所成功購買16,800噸「熊貓標準」的自願碳減排量，這是中國自願減排標準的首筆交易，也是本集團在推進綠色戰略方面邁出的重要一步。本集團獲取的長沙梅溪湖項目以建立國際優秀的綠色生態城市為目標，是國家發改委「十二五」期間首批低碳示範項目。本集團還致力於為旗下開發項目引入高品質教育資源，並推進所承建學校的「國家綠標」及LEED-School的高等級認證。此外，本集團繼續加快品牌實施戰略。7月，世界品牌實驗室發佈2011年（第八屆）中國500最具價值品牌排行榜，本集團旗下的「金茂」品牌以人民幣49.65億元的品牌價值榮登榜單，連續第7年獲此殊榮。

鑑於當前中國宏觀經濟增長良好，實體經濟穩健運行，預計2011年下半年中央政府將會繼續實施從緊的貨幣政策以抵抗通貨膨脹。在房地產領域，中央政府於7月間披露的「新國五條」表明，國家將會繼續堅持當前的調控方向，嚴格執行限購及差別化信貸政策，加快落實保障性住房建設。

主席致辭  
CHAIRMAN'S STATEMENT

As for property leasing, driven by the steady growth of the economy, the demand for high-end office buildings in Beijing and Shanghai is strong. The occupancy rate and rental level of the high-end office buildings held and operated by the Group at the prime locations in Beijing and Shanghai performed remarkably during the period. Our two office buildings, Beijing Chemsunny World Trade Centre and Sinochem Tower had an occupancy rate of 100% during the period, whereas our office building in Shanghai, Jin Mao Tower, continued to record a very high occupancy rate in spite of the substantial increase in supply of office buildings in the surrounding region and remained its leading position in the region. During the first half of the year, Beijing Chemsunny World Trade Centre and Jin Mao Tower were successfully elected in the Top 20 Premium Office Buildings in China jointly organized by fouxun.com, China Office Industry Association and China Office Research Center where the Group is the only property developer which owns two premium office buildings among them.

With respect to hotel operations, as a result of the strong growth in tourism and significant increase of business travel due to economic recovery, the high-end hotel market remained flourishing in core cities and major tourism and resort regions during the first half of 2011. Capitalising on its advantages in hotel operations over the years, the Group seized the market opportunities and recorded a substantial growth in the operations of hotel segment in the first half of the year over that in the corresponding period of last year. The operating results of The Ritz-Carlton, Sanya and Hilton Sanya Resort & Spa remained the market leader, whereas the performance results of Westin Beijing, Chaoyang and JW Marriott Shenzhen also grew significantly over that in the same period of last year.

In the first half of 2011, the Group achieved significant breakthroughs in the areas of land requisition and fund raising. With its unremitting dedication, in January, the Group successfully obtained the tier-one land development right of the Changsha Meixi Lake International Service and Technology Innovation City Project with a site area of 11,452 mu and an estimated total gross floor area of approximately 11.34 million square metres, representing a significant strategic value to the Group. Moreover, the Group also actively followed up the potential projects in core cities such as Beijing, Shanghai and Hangzhou and regional cities such as Jinan, Chongqing and Ningbo, and selectively expanded its quality land reserves. In the area of funding, the Group actively raised funds through many channels to secure the demand for project development. In April, the Group successfully completed the issuance of 10-year senior notes outside the PRC and raised US\$500 million offshore funds at a lower cost. In May, the Group officially entered into a RMB8.0 billion long-term credit facilities agreement with China Development Bank to provide sufficient funding for subsequent project development and new project investment.

Implementation of green strategies is a major strategic measure of the Group. During the first half of the year, through selecting and identifying green strategic partners and pushing ahead the implementation of the green architecture project, the Group gradually pushed forward its own green architecture industry chain integration. In March, the Group successfully purchased 16,800 tonnes of Panda Standard voluntary emission reduction via China Beijing Environment Exchange, which was the first deal regarding voluntary emission reduction in China and represented a major step of the Group towards the development of green strategies. The Group aimed to develop an internationally renowned green ecological city with the acquisition of Changsha Meixi Lake Project, the first batch of low carbon model projects of the National Development and Reform Commission during the period of the 12th Five-Year Plan. The Group also endeavoured to introduce high quality education resources to its development projects and obtain advanced certifications including the State Green Mark (國家綠標) and LEED-School in respect of its school constructions. In addition, the Group continued to accelerate its branding strategies. In July, our "Jin Mao" brand was recognised as one of "China's 500 Most Valuable Brands" in 2011 (the 8th session), published by World Brand Lab, with its brand value of RMB4,965 million for seven years in a row.

Given the current positive macroeconomic growth and steady development of the economy of China, it is expected that the PRC government will continue to implement tightening monetary policies to curb inflation in the second half of 2011. In the area of real estate, according to the New National Five ("新國五條") promulgated by the PRC government in July, the PRC government will strictly implement the purchase restrictions and differentiated credit policies and accelerate the construction of affordable housing in adherence to the existing austerity measures.

主席致辭  
CHAIRMAN'S STATEMENT

本集團認為，政府堅持推行的調控政策會在短期內給部份房地產商帶來陣痛，但從整個行業來看，會有利於房地產市場的持續健康發展。伴隨著中國經濟的持續發展和城市化進程的不斷推進，中國房地產市場將會面臨長期持續的增長；尤其是在本集團所專注的領域內，一方面由於一線城市改善性住宅需求的持續釋放，以及因調整住宅供給結構導致的高端住宅稀缺性的上升，高端精品住宅的市場需求將持續旺盛；另一方面由於經濟發展帶來商業和商務空間需求的持續升級，高端商業地產將會有巨大的發展空間。

下半年及今後一段時期內，本集團將秉承既定發展戰略，堅持高端定位，走精品路線，以城市綜合體和高端住宅為重心，積極在一線和二線區域中心城市拓展業務，通過「銷售+持有」雙輪驅動，加速規模增長，盡快發展成為中國領先的高端商業地產開發商和運營商。

在此，本人謹代表董事會，向本公司客戶、業務夥伴、股東以及全體員工致以誠摯的謝意。並希望繼續得到大家的鼎力支持，方興地產將持續創新，不斷前進，努力實現更加輝煌的業績，為全體股東創造更大價值！

羅東江  
主席

香港，2011年8月22日



主席致辭  
CHAIRMAN'S STATEMENT

The Group considers that, although the austerity measures launched by the government will bring setbacks to some property developers in the short term, such measures are favourable to the sustainable and healthy development of the real estate market as a whole. Given the continuous development of the PRC economy and progress of urbanization, the real estate market of China will undergo long-term and sustainable growth. In particular, in the focus areas of the Group, on the one hand, market demand for high-end and premium branding residential housing will remain strong due to the increasing demand for higher quality housing in first-tier cities and the intensifying shortage of high-end housing as a result of the adjustment of housing supply. On the other hand, high-end commercial properties will face tremendous growth potential due to the increasing demand for business and commercial space driven by economic development.

Looking into the second half of the year and the future, the Group will adhere to its stated development strategies and strive to maintain its high-end positioning and premium branding. In addition, with the focus on urban complexes and high-end housing, the Group will actively expand business in first-tier and second-tier regional core cities. Through its operating strategy of both "property sales and holdings", the Group strives to accelerate its business expansion with a view to becoming the leading high-end commercial property developer and operator in China.

On behalf of the Board, I would like to take this opportunity to express my sincere gratitude to all the Company's customers, business partners, shareholders and staff, and hope we can continue to win your invaluable support. We will continue our innovation efforts and active pursuits to achieve even more splendid results for the Group with a view to maximizing the returns for all our shareholders.

**LUO Dongjiang**  
*Chairman*

Hong Kong, 22 August 2011

## 市場回顧

從宏觀經濟層面看，作為國家「十二五」規劃的開局之年，2011年上半年中國經濟保持平穩較快增長，國內生產總值同比增長9.6%；全社會固定資產投資同比增長25.6%，其中房地產開發投資同比增長32.9%；社會消費品零售總額同比增長16.8%。

從地產行業層面看，在「限購」「限價」調控政策、貨幣緊縮的影響下，2011年3月國房景氣指數達到上半年峰值105.8，4月份以來受國家調控政策影響而持續回落，至2011年6月國房景氣指數已下降為101.75，較峰值降低4.05點。政府的房地產調控取得了積極成效，前期房地產價格過快上漲的趨勢得到了遏制，大多數城市房地產的價格環比漲幅在繼續收窄。但一線城市住宅市場相對穩定，寫字樓市場供需兩旺，酒店市場總體向好，房地產市場長期向好的趨勢並未有明顯的改變。

從區域寫字樓市場層面看，隨著全球經濟逐步走出衰退、國內經濟持續快速發展，跨國企業和國內企業繼續保持了對商業寫字樓的巨大需求，有力促進了北京、上海等國際化大都市寫字樓租賃市場的強勁增長。北京金融街、CBD、上海浦東陸家嘴等高端商務區甲級寫字樓租金價格持續攀升，空置面積不斷下降，部份項目已經達到滿租。預計在產業經濟結構升級和轉型的背景下，企業獨棟、總部基地、綠色低碳寫字樓等新形態的寫字樓產品，將佔據相當的市場份額。

從區域酒店市場層面看，隨著世界經濟的復蘇和中國經濟的蓬勃發展，不僅全球商務活動日益頻繁，國內外旅遊市場的需求也不斷擴大，在宏觀向好的大環境下全國酒店行業整體發展勢頭良好。但隨著酒店客房供應量的激增，北京、上海、深圳以及三亞的酒店市場競爭也日趨激烈。

## MARKET REVIEW

From the macroeconomic perspective, as the starting year of the 12th Five-Year Plan, the economy of China maintained a fast yet steady growth in the first half of 2011, as evidenced by a 9.6% growth in GDP as compared with that of the corresponding period of last year. Total fixed asset investment in China grew by 25.6% as compared with that of the same period of last year while the real estate development investment saw a growth of 32.9% as compared with that of the same period of last year. Total retail sales amount of consumer goods grew by 16.8% as compared with that of the same period of the previous year.

With respect to the real estate industry, in view of the austerity measures on purchase restrictions and price limits and tightening monetary policies, the Real Estate Climate Index continued to fall since April to 101.75 in June 2011 as a result of the PRC government's austerity measures after hitting the record of 105.8 in March 2011, representing a decrease of 4.05 points. As the government's austerity measures on the real estate market began to take positive effect, the overly rapid increase in property prices in the prior period was effectively contained and the period-to-period growth of the property prices for most cities continued to shrink. However, residential housing market in first-tier cities remained stable; the demand and supply of office buildings were strong, and the hotel market remained promising in general. The positive long-term prospect of the property market did not reveal any significant changes.

From the perspective of the regional office buildings market, with the gradual recovery of the global economy from recession and the continuous fast growth of the domestic economy, multi-national and domestic enterprises continued to maintain a substantial demand for commercial office buildings, which helped drive the strong growth of the office leasing market in international metropolitan cities such as Beijing and Shanghai. As the prices of rentals for grade A office buildings in high-end business districts such as Beijing Financial Street, CBD and Lujiazui, Pudong, Shanghai continued to soar and the vacant office space continued to diminish, some of the projects have achieved an occupancy rate of 100%. It is expected that new forms of office buildings such as corporate individual office buildings, headquarter bases and low-carbon green office buildings will account for a significant portion of the market share in view of the economic structure upgrade and transformation.

From the perspective of the regional hotel market, along with the recovery of the global economy and the booming development of the PRC economy, the global business activities were increasingly active and the demand for domestic and overseas tourism markets continued to grow. The overall PRC hotel market will lead a good growth momentum driven by the positive macroeconomic environment. However, with the surging supply of hotel rooms, the hotel market in Beijing, Shanghai, Shenzhen and Sanya will face increasingly fierce competition.

## 業務回顧

### 綜述

回顧期內，本集團在業務運營及市場開拓方面均進展順利。

上海港國際客運中心地塊B項目再創佳績，成為本集團上半年整體利潤貢獻的重要部份；旗下各酒店業績表現出強勁增長態勢，在同類競爭組合中繼續保持領先地位；各項投資物業仍保持較高的出租率和租金水平，三大板塊業務穩步協同發展。

本集團於2011年1月26日與長沙大河西先導區管理委員會等相關各方簽署協議，成功成為長沙梅溪湖國際服務和科技創新城開發招募項目的投資人，將致力於打造中國中部「兩型社會」示範區。該項目佔地總面積約為11,452畝，這將加快本集團拓展土地儲備和業務覆蓋區域，為本集團謀求長遠發展奠定堅實基礎。

### 物業開發板塊

回顧期內本集團的物業開發項目銷售取得較好成績，在建的工程項目施工進展順利。

發展中的上海港國際客運中心地塊B項目（位於上海虹口北外灘黃浦江西岸）已完成了大部份銷售，剩餘未售的樓棟也已基本竣工，且基本都有銷售意向。根據合約安排，本集團佔有上海港國際客運中心地塊B項目50%的權益。

## BUSINESS REVIEW

### Overview

During the period under review, the Group successfully proceeded with the business operation and market exploration.

Site B of Shanghai Port International Cruise Terminal Project again achieved remarkable performance and became a significant driver of the Group's overall profit contribution for the first half of the year. The hotel operations segment also underwent a considerable growth and continued to maintain its leading position in peer competition. All investment properties maintained a relatively high occupancy rate and rental, which in turn contributed to the steady co-development of our three major business segments.

On 26 January 2011, the Group entered into an agreement with the Management Committee of Dahexi Pilot Zone in Changsha and other related parties, confirming that the Group has become the investor in the project for developing Meixi Lake International Service and Technology Innovation City, and would endeavour to develop the project into a "two-type community" model district. The project occupies a total site area of 11,452 mu. This will accelerate the expansion of the land reserves and regional business coverage of the Group, laying a solid foundation for the Group's long-term development.

### Property development segment

During the period under review, the Group achieved satisfactory results from the sales of the property development projects while the construction progress of the projects under development was on schedule.

**Site B of Shanghai Port International Cruise Terminal Project** (situated on the west bank of the Huangpu River, North Bund of Hongkou District) is under development and most of its sale has been completed. The construction of all remaining unsold buildings has been basically completed and letters of intent for sale have been received in general. Pursuant to the contractual arrangement, the Group is entitled to 50% interests in Site B of Shanghai Port International Cruise Terminal Project.

**業務回顧 (續)****物業開發板塊 (續)**

發展中的上海國際航運服務中心項目(位於上海虹口北外灘黃浦江西岸)作為上海市重大工程,已成為上海城市發展戰略的重要組成部份。整個項目由東、中、西三幅地塊組成,預計整合開發後該項目總計建築面積約為530,933平方米。目前,該項目已進入全面施工階段,各項工程正在有序進行中。同時本集團積極拓展市場,部份樓棟已與潛在客戶達成銷售意向。目前,本集團佔有上海國際航運服務中心項目50%的權益。

發展中的上海東灘金茂逸墅項目(位於上海崇明島陳家鎮)將被開發成為集會所、低密度住宅、酒店及酒店式公寓於一身的濱江高檔休閒、運動、度假中心。該項目預計總建築面積164,009平方米。目前該項目部份樓棟已開盤,客戶認購踴躍。未售樓棟也已進入全面施工階段,各項工程正在有序進行中。本集團擁有上海東灘金茂逸墅項目100%的權益。

發展中的北京廣渠金茂府項目(位於北京市朝陽區東四環內)將被開發成為集高端居住物業、高檔商業、體育公園、知名小學等在內的融合人文、休閒、教育和時尚功能為一體的城市地標級的高端居住綜合體。該項目預計建築總面積366,302平方米。目前該項目部份樓棟已開盤,一期推出的住宅和酒店式公寓銷售火爆,一舉成為上半年北京開盤項目銷售冠軍。本集團擁有北京廣渠金茂府項目100%的權益。

**BUSINESS REVIEW (Continued)****Property development segment (Continued)**

**Shanghai International Shipping Service Center Project** (situated on the west bank of the Huangpu River, North Bund of Hongkou District), being a key project of Shanghai City, is currently under development. This project has been considered as a key integral part of the urban growth strategies in Shanghai. The entire project is composed of the eastern, central and western sites. It is expected that, after the consolidated development, the project will have a total gross floor area of approximately 530,933 square metres. At present, the project is currently under full construction and all construction works are conducted on schedule. In the meantime, the Group is active in exploring its market and some of the buildings have secured letters of intent with the potential customers. The Group currently owns 50% interests in Shanghai International Shipping Service Center Project.

**Shanghai Dongtan Jin Mao Noble Manor Project** (situated in Chenjia Town, Chongming Island, Shanghai) is currently under development and will be developed into a high-end integrated recreational, sports and resort centre along the riverbank, comprising clubs, low-density residential areas, hotels and serviced apartments. This project has an estimated total gross floor area of 164,009 square metres. Currently, some of the buildings under the project have commenced sales, drawing an overwhelming response from customers' subscription. On the other hand, the construction of the unsold buildings is carried on at full scale with all construction works being conducted on schedule. The Group owns 100% interests in the Shanghai Dongtan Jin Mao Noble Manor Project.

**Beijing Guangqu Jin Mao Palace Project** (situated at the east inner side of Fourth Ring Road in Chaoyang District, Beijing) is under development and will be developed into a high-end residential complex, consisting of high-end residential properties, high-end commercial areas, sports parks and renowned schools. It will represent a metropolitan landmark with a hybrid of humanities, recreational, educational and fashionable elements. This project has an estimated total gross floor area of 366,302 square metres. Currently, some buildings under the project have commenced sales. Most of the residential units and serviced apartments launched in phase I have been sold and have once topped the sales chart among the projects launched in Beijing for the first half of the year. The Group owns 100% interests in the Beijing Guangqu Jin Mao Palace Project.

**業務回顧** (續)**物業租賃板塊**

本集團物業租賃板塊的三處物業以其優異的質量、極佳的地理位置及高水平的物業服務，出租率及租金水平在同類別物業中繼續保持著較高水平。

位於北京金融區內復興門內大街上的**北京凱晨世貿中心**由於所處的黃金地段及優異的品質贏得了市場及客戶的廣泛認可，知名的國內外企業爭相入駐，其出租率及租金水平一直保持著較高的水平。截至2011年6月30日，北京凱晨世貿中心的出租率為100%（2010年6月30日：94.4%）。主要租戶為中國中化集團公司及其關聯公司、以及金融、諮詢等行業的優秀公司。目前，本集團擁有北京凱晨世貿中心100%的權益。

位於北京金融街商圈復興門外大街上的**中化大廈**是集智能化辦公與人性化服務為一體的純寫字樓。回顧期內，該項物業不斷提高硬件質量和服務品質，不僅有效提高了租金水平，而且出租率持續保持高位。截至2011年6月30日，中化大廈的出租率為100%（2010年6月30日：96.0%）。主要租戶為金融、軟件、諮詢等行業的優秀公司及本集團關聯公司。目前，本集團擁有中化大廈100%的權益。

位於上海浦東陸家嘴金融貿易區內的**金茂大廈**作為中國標誌性建築之一，卓越的地標效應和優質的服務水準使其一直成為國內外知名機構在滬辦公的首選場所之一。雖然同區域內新建寫字樓陸續推出，競爭日益加劇，但通過本集團的不斷努力，回顧期內，金茂大廈出租率較去年同期大幅上升，明顯領先競爭對手，同時租金仍保持在穩定水平。截至2011年6月30日，金茂大廈的出租率為96.9%（2010年6月30日：87.2%）。主要租戶為財富500強公司或福布斯2000公司及本集團關聯公司。目前，本集團擁有金茂大廈100%的權益。

**BUSINESS REVIEW** (Continued)**Property leasing segment**

The three properties under the property leasing segment of the Group continued to maintain a relatively high level of occupancy rate and rental as compared with other similar properties, mainly due to their excellent quality, prime geographical location and high-quality property services.

Within the financial district of Beijing and situated on Fuxingmen Nei Street, **Beijing Chemsunny World Trade Centre** is widely recognised by the clients throughout the market due to its prime location and ideal quality, and hence appealing to both domestic and foreign enterprises, which gives support to a continuous high level of occupancy rate and rental. As at 30 June 2011, the occupancy rate of Beijing Chemsunny World Trade Centre was 100% (30 June 2010: 94.4%). The primary tenants of this property are Sinochem Group and its related companies, and some other eminent companies from the finance and consulting industries. Currently, the Group owns 100% interests in Beijing Chemsunny World Trade Centre.

Situated on Fuxingmen Wai Street, the prime location of the business circle of the financial street, Beijing, **Sinochem Tower** is an office building supported by sophisticated office facilities and personalized services. During the period under review, by enhancing the quality of products and services, the Group not only effectively increased the rental level but also maintained a high level of the occupancy rate. As at 30 June 2011, the occupancy rate of Sinochem Tower was 100% (30 June 2010: 96.0%). The principal tenants are eminent enterprises in the finance, software, and consulting industries and the related companies of the Group. Currently, the Group owns 100% interests in Sinochem Tower.

Situated in the Lujiazui Finance and Trade Zone of Pudong, Shanghai, **Jin Mao Tower** is one of China's landmark buildings and has become one of the most preferred locations with superior service standards for domestic and overseas well-known institutions to set up their offices in Shanghai. Even though various new office buildings were successively launched in the region and the competition has been fierce, with the Group's continued efforts, during the period under review, Jin Mao Tower outperformed its competitors in terms of occupancy rate, which grew significantly over that in the corresponding period of last year, whilst maintaining the rental at a stable level. As at 30 June 2011, the occupancy rate of Jin Mao Tower was 96.9% (30 June 2010: 87.2%). The primary tenants are the Fortune 500 companies, Forbes 2000 companies and the related companies of the Group. Currently, the Group owns 100% interests in Jin Mao Tower.

**業務回顧** (續)**酒店經營板塊**

今年上半年本集團酒店經營板塊抓住市場有利時機、不斷提高自身經營質量並積極開拓外部市場，實現了業績水平的大幅提升。

位於金茂大廈內的**上海金茂君悅大酒店**積極應對後世博透支效應影響以及上海地區五星級酒店供應量放大的沖擊，仍然以其獨特的地標優勢和高品質的服務水準，保持了在同區域競爭組合中較高的出租率和平均房價，雖然入住率較上年同期有所下降，但整體業績保持穩定。截至2011年6月30日，上海金茂君悅大酒店客房平均入住率為60.5%，平均房價為人民幣1,780元（2010年6月30日：70.4%和人民幣1,935元）。目前，本集團擁有上海金茂君悅大酒店100%的權益。

本集團位於海南三亞亞龍灣內的**金茂三亞麗思卡爾頓酒店**和**金茂三亞希爾頓大酒店**充分利用有利的外部條件，通過制定合理的營銷策略和價格策略，使自身產品的核心競爭力大大增強，繼續保持其在亞龍灣的領先地位，期內入住率及平均房價同比上年同期都有一定幅度增長。截至2011年6月30日，金茂三亞麗思卡爾頓酒店客房平均入住率為84.2%，平均房價為人民幣2,710元（2010年6月30日：79.5%和人民幣2,562元），金茂三亞希爾頓大酒店平均入住率為72.0%，平均房價為人民幣2,176元（2010年6月30日：72.2%和人民幣1,862元）。目前，本集團擁有金茂三亞麗思卡爾頓酒店100%的權益和金茂三亞希爾頓大酒店60%的權益。

位於北京朝陽區燕莎商圈內的**金茂北京威斯汀大飯店**2011年上半年平均入住率和平均房價較上年同期均有較大幅度的增長。該酒店自開業以來，充分利用其優勢的產品和地理位置，獲得穩定的優質客戶及政府團隊支持，依靠靈活的定價策略，逐漸擴展市場份額，目前該酒店已躋身於該區域同業競爭組合的前列，截至2011年6月30日，金茂北京威斯汀大飯店客房平均入住率為73.4%，平均房價為人民幣1,386元（2010年6月30日：63.7%和人民幣1,265元）。

**BUSINESS REVIEW** (Continued)**Hotel operations segment**

In the first half of 2011, capitalising on the favourable market opportunities, the hotel operations segment of the Group continued to enhance its operating efficiency and actively began expansion of external markets, achieving substantial improvement in its results.

Situated inside Jin Mao Tower, **Grand Hyatt Shanghai** maintained its unique landmark advantages and high standard of quality services and remained the leader in terms of occupancy rate and average room rate among its competitors in the region as it actively coped with the lower demand after the World Expo and the release of substantial supply of five-star hotels in Shanghai. Despite the decrease in occupancy rate over that in the same period of last year, the overall performance remained steady. As at 30 June 2011, the average occupancy rate and average room rate of Grand Hyatt Shanghai were 60.5% and RMB1,780 respectively (30 June 2010: 70.4% and RMB1,935 respectively). Currently, the Group owns 100% interests in Grand Hyatt Shanghai.

Situated at the enchanting Yalong Bay, Sanya, Hainan Province, the **Ritz-Carlton Sanya** and the **Hilton Sanya Resort & Spa** of the Group fully capitalised the external conditions by formulating appropriate marketing strategies and pricing policies to greatly enhance the core competitiveness of their own products, thereby enabling themselves to secure the leading position in Yalong Bay. During the period, the occupancy rate and average room rate achieved considerable growth over those in the corresponding period of last year. As at 30 June 2011, the average occupancy rate and average room rate of the Ritz-Carlton, Sanya were 84.2% and RMB2,710 respectively (30 June 2010: 79.5% and RMB2,562 respectively) while the average occupancy rate and average room rate of Hilton Sanya Resort & Spa were 72.0% and RMB2,176 respectively (30 June 2010: 72.2% and RMB1,862 respectively). Currently, the Group owns 100% interests in the Ritz-Carlton Sanya and 60% interests in the Hilton Sanya Resort & Spa.

Situated at Yansha Business Circle, Chaoyang District, Beijing, **Westin Beijing, Chaoyang** achieved a relatively substantial growth in both average occupancy rate and average room rate for the first half of 2011 as compared with those of the corresponding period of last year. Since the inception of its operation, the hotel won the continued support from its stable and quality customers and government authorities by taking advantage of its product strength and favourable geographical location. Leveraging on the flexible pricing strategies and gradually enlarged market share, the hotel is currently among the best-performing hotels in the peer competition in the region. As at 30 June 2011, the average occupancy rate and average room rate of Westin Beijing, Chaoyang were 73.4% and RMB1,386 respectively (30 June 2010: 63.7% and RMB1,265 respectively).

**業務回顧** (續)**酒店經營板塊** (續)

位於北京王府井大街上的**王府井大飯店**因其位置便利吸引了大量遊客入住。為進一步提升酒店品質，本集團將對王府井大飯店進行整體改造，目前酒店採取「控制出租率，提高平均房價」的經營策略，以確保正常安全運營，為整體改造做好準備。截至2011年6月30日，王府井大飯店客房平均入住率為30.5%，平均房價為人民幣651元（2010年6月30日：61.3%和人民幣575元）。目前，本集團擁有金茂北京威斯汀大飯店和王府井大飯店100%的權益。

位於深圳福田區內的**金茂深圳JW萬豪酒店**自開業以來，通過優化營銷團隊積極拓展市場份額，在協議市場和旅行社市場取得很大進展，商務團隊生意亦有不錯業績。截至2011年6月30日，金茂深圳JW萬豪酒店客房平均入住率為72.7%，平均房價為人民幣949元（2010年6月30日：65.6%和人民幣799元）。目前，本集團擁有金茂深圳JW萬豪酒店100%的權益。

**儲備項目**

位於雲南麗江世界遺產公園原址的**金茂世界遺產公園重建項目**土地面積約為333,330平方米。本集團計劃將該項目發展成為綜合商業項目（其中至少包括一座五星級度假酒店），旨在將納西文化與國際設計理念融為一體，在中國建造最具特色的高端度假酒店及低密度住宅，預計總建築面積約為215,000平方米。目前，本集團擁有金茂世界遺產公園重建項目100%的權益。

位於雲南麗江玉龍雪山甘海子的**麗江金茂世家項目**，目前本集團已購得土地面積約為54,241平方米。同時，本集團正在積極購置緊鄰該地塊東南側的約53,360平方米的土地，目前已完成約11,334平方米土地的交易過戶手續，餘下的土地過戶手續正在辦理過程中。本集團計劃將該項目開發為五星級豪華酒店及低密度住宅，目標客戶為當地及外地的高級遊客，預計總建築面積約為43,060平方米。目前，本集團擁有麗江金茂世家項目100%的權益。

**BUSINESS REVIEW** (Continued)**Hotel operations segment** (Continued)

Situated on Wangfujing Avenue in Beijing, **Wangfujing Grand Hotel** has attracted a large number of tourists due to its convenient location. In order to further enhance the quality of the hotel, the Group will carry out a complete revamp on Wangfujing Grand Hotel. At present, the hotel has adopted the operating strategy of “control occupancy rate whilst increasing average room rate” to ensure normal and safe operation and to make preparation for the complete revamp. As at 30 June 2011, the average occupancy rate and average room rate of Wangfujing Grand Hotel were 30.5% and RMB651 respectively (30 June 2010: 61.3% and RMB575 respectively). Currently, the Group owns 100% interests in Westin Beijing, Chaoyang and Wangfujing Grand Hotel.

Located in Futian District, Shenzhen, **JW Marriott Shenzhen** made huge progress both in the agreement market and travel agency market through optimizing the marketing team to actively expand the market share. The business tour operation also achieved satisfactory performance. As at 30 June 2011, the average occupancy rate and average room rate of JW Marriott Shenzhen were 72.7% and RMB949 respectively (30 June 2010: 65.6% and RMB799 respectively). Currently, the Group owns 100% interests in JW Marriott Shenzhen.

**Reserved projects**

**Jin Mao World Heritage Park Redevelopment Project** is located at the original site of Yunnan Lijiang World Heritage Park, with a site area of approximately 333,330 square metres. The project is set to be an integrated commercial project, which consists of at least one 5-star resort hotel, and aims to combine the Naxi culture with international design concepts, so as to become the most unique high-end resort hotel and low-density dwelling houses in China. The estimated total gross floor area is approximately 215,000 square metres. Currently, the Group owns 100% interests in the Jin Mao World Heritage Park Redevelopment Project.

**Lijiang Jin Mao Mansion Project** is situated at Ganhaizi in Lijiang Yulong Snow Mountain, Yunnan. Currently, the Group has acquired a total site area of approximately 54,241 square metres for the project. At the same time, the Group is active in acquiring the land parcel with a site area of approximately 53,360 square metres at the southeast of such land parcel. At present, the transfer procedures for the land occupying an area of approximately 11,334 square metres for the project have been completed while the transfer procedures for the remaining portion of the area are currently in progress. The Group plans to develop this project into a five-star luxury hotel and low density dwelling houses, targeting high-end local and outside tourists, with an estimated total gross floor area of approximately 43,060 square metres. Currently, the Group owns 100% interests in the Lijiang Jin Mao Mansion Project.

**業務回顧** (續)**儲備項目** (續)

以上項目都將與國際酒店管理品牌掛鈎進行管理及營運，達成規模效益及協同效應。目前，項目正在推進前期規劃設計工作，整個項目將分期開發，逐步推向市場。

位於湖南省長沙市大河西先導區中心地帶的**長沙梅溪湖項目**，佔地總面積為11,452畝，規劃總建築面積(含地下)約為1,134萬平方米。該項目將突出生態、節能、創新、科技的理念，致力打造成為中國中部「兩型社會」示範區。本集團已獲得對該項目的一級開發權，根據開發協議，該項目一級土地出讓中產生的土地增值收益的絕大部分將由本集團享有。目前該項目範圍內的徵地拆遷、補償安置、前期市政基礎設施都已大部份完成，預計下半年開始對外推地，該項目範圍內土地陸續依法招標、拍賣或掛牌出讓的最後完成日期預計為2017年。本集團也計劃通過出讓程序獲取該項目範圍內的部份土地進行後續開發，將該項目打造成為中部地區最具競爭力的高端國際化商務、創新中心和山水交融的生態宜居新城區。

**BUSINESS REVIEW** (Continued)**Reserved projects** (Continued)

The above projects would be managed and operated jointly with the international hotel management brands in order to achieve the economies of scale and synergy effect. At present, the initial planning and design works for such projects are currently underway. These projects will be developed on a stage-by-stage basis and launched to the market gradually.

Located in the core region of the Dahexi Pilot Zone, Changsha City, Hunan Province, **Changsha Meixi Lake Project** has a total site area of 11,452 mu and an estimated total gross floor area (including basement) of approximately 11.34 million square metres. The project will feature concepts of ecology, energy conservation, innovation and technology. The Group endeavours to develop the project into a “two-type community” model district in central China. The Group has obtained the tier-one land development right of the project. According to the development agreement, the Group is entitled to most of the land appreciation gain arising from the transfer of tier-one land development right of such project. Currently, the land requisition, compensation and resettlement, all preliminary municipal infrastructure and urban public facilities within the area of such project are substantially completed and such project is expected to commence land launch in the second half of the year. The bidding, auction or listing-for-sale procedures for the land in the project will be completed in 2017. The Group also plans to acquire a portion of land within the area of the project to carry out subsequent developments through transfer procedures and develop such project into the most competitive high-end international commercial and innovation centre, as well as an ecological new residential town with scenic landscape in the central region.



## 未來展望

2011年上半年是中國房地產市場深刻變革的六個月，「國八條」、房產稅試點等行政、經濟調控手段全面升級、限購浪潮席卷全國；與此同時，貨幣政策不斷收緊，央行持續加息，通脹形勢異常嚴峻。在宏觀調控的大背景下，商品房成交量明顯下跌，局部房價也出現了鬆動。

但從中長期來看，本集團認為隨著中國城市化進程的推進，對住宅剛性需求這一支撐房地產市場持續增長的因素並未改變；同時房地產業作為國民經濟的支柱產業，關係着國民經濟的增長速度，其發展的速度直接影響到中國整體經濟的發展進度，因此我們對未來的房地產市場依然保持審慎的樂觀判斷。此外，隨著中國經濟的騰飛和全球經濟的回暖，以寫字樓、商業零售、綜合體等業態為主的商業地產投資在中國的發展潛力巨大，機遇難得。

本集團將繼續保持穩健的投資原則，密切關注諸如北京、上海、杭州等重點目標城市的優質地塊，甄選優質併購機會，持續增加土地儲備資源，為公司未來穩定及可持續的增長奠定基礎；對於在建項目，在保證工程質量及安全的前提下，穩步推進工程進展使其符合預期；對於已竣工的開發項目，積極調整銷售策略，不斷挖掘潛在客戶資源；同時不斷提升各個出租物業的經營質量、提高客戶滿意度；靈活調整酒店板塊經營策略和營銷措施，提升服務質量，穩定入住率，充分利用外部有利環境，實現業績的大幅提升。

本集團將繼續通過不懈努力，為股東創造更大價值和回報，為社會創造更大財富。

## FUTURE OUTLOOK

In the first half of 2011, the real estate market in China experienced six months of profound reforms given the implementation of stronger administrative and economic austerity measures such as the National Eight (“國八條”) and trial property tax, as well as the impacts of property purchase restrictions nationwide, coupled with tightening monetary policies, increasing interest rates by the central bank and severe inflationary pressure. Under the backdrop of such macroeconomic factors, transaction volume of residential housing plunged significantly and housing prices in some regions indicated a downward trend.

For a medium-to-long term, the Group holds the view that, with the progress of urbanization in China, there will be no change in the rigid demand for residential housing, which is a driving force for the sustainable growth of the property market. Also, as one of the key industries supporting the domestic economy, the development of the real estate sector is closely related to the growth rate of the domestic economy, thereby directly affecting the pace of growth in the overall China’s economy. As such, we remain prudent but optimistic about the future development of the property market. Besides, riding on China’s booming economy and recovery of the global economy, there are huge potentials in the development of the investments in commercial properties targeting the office buildings, commercial retailing and complex buildings in China, presenting golden opportunities.

In upholding its prudent principle of investment, the Group will keep a watchful eye on high-quality land parcels in certain target cities such as Beijing, Shanghai and Hangzhou and identify quality merger and acquisition opportunities so as to enrich the land bank and lay a foundation for a stable and sustainable development of the Company in the future. With respect to the projects under development, the Group will promote the construction progress of such projects at a steady pace according to the pre-set schedule, provided that the quality and safety of construction are ensured. For the completed development projects, the Group will proactively adjust its sales strategies and continue to explore the potential customer base. In the meanwhile, the Group will also enhance the quality of operation and customers’ satisfaction for all leased properties. On the hotel operations segment, the Group will flexibly adjust the operating strategies and marketing measures with an aim to increase the quality of service and stabilize the occupancy rate by capitalising on the favourable external condition, and finally achieve a substantial growth in results.

The Group will continue its endeavours to create higher value and return for its shareholders and create more wealth for society.

## 財務回顧

### 一、 收入

截至2011年6月30日止六個月，本集團收入達港幣1,847.7百萬元（截至2010年6月30日止六個月：港幣4,103.2百萬元），較上年同期下降55%。主要為物業銷售收入下降所致。

#### 按業務分布劃分之收入

## FINANCIAL REVIEW

### 1. Revenue

For the six months ended 30 June 2011, revenue of the Group amounted to HK\$1,847.7 million (six months ended 30 June 2010: HK\$4,103.2 million), representing a decrease of 55% as compared with the corresponding period of last year, which was mainly attributable to the decrease in the revenue from the sales of properties.

#### Revenue by business segment

		截至6月30日止六個月 For the six months ended 30 June				
		2011年 2011			2010年 2010	
		(未經審核) (Unaudited) 港幣百萬元 HK\$ million	佔總收入之 百分比 (%) Percentage of the total revenue (%)	(未經審核) (Unaudited) 港幣百萬元 HK\$ million	佔總收入之 百分比 (%) Percentage of the total revenue (%)	變動百分比 (%) Percentage change (%)
物業開發	Property development	6.7	0	2,373.2	58	-100
物業租賃	Property leasing	492.1	27	428.8	10	15
酒店經營	Hotel operations	1,084.4	59	1,007.3	25	8
其他	Others	264.5	14	293.9	7	-10
總計	Total	1,847.7	100	4,103.2	100	-55

2011年上半年，本集團物業銷售收入約為港幣6.7百萬元，較上年同期下降100%；物業租賃收入較上年同期增長15%，酒店經營收入較上年同期增長8%，增長主要源自出租物業與各酒店經營業績的提升；其他收入主要包括金茂大廈88層觀光廳、物業管理、樓宇裝修等房地產相關業務的收入，較上年同期略有下降。

In the first half of 2011, revenue from property sales of the Group decreased by 100% over that in the corresponding period of last year to approximately HK\$6.7 million. Revenue from property leasing grew by 15% as compared with that of the corresponding period of last year and revenue from hotel operations increased by 8% over that of the corresponding period of last year, which was primarily attributable to the increase in operating results of leased properties and various hotels. Revenue from others (primarily including the property-related revenues arising from the observation deck on the 88th floor of Jin Mao Tower, property management and building decoration) decreased slightly over that in the corresponding period of last year.

**財務回顧 (續)****二、 銷售成本及毛利率**

截至2011年6月30日止六個月，本集團之銷售成本約為港幣732.3百萬元（截至2010年6月30日止六個月：港幣2,071.4百萬元）。2011年上半年本集團整體銷售毛利率為60%，較2010年上半年之50%有所上升。

今年上半年物業銷售毛利率達57%（上年同期43%）；本期物業租賃板塊出租率及租金水平略有上升，毛利率仍保持在91%的高位水平（上年同期90%）；酒店經營毛利率為57%（上年同期54%），毛利率的上升主要在於今年酒店客房價格上升所致。

**三、 其他收入和收益**

截至2011年6月30日止六個月，本集團之其他收入和收益約為港幣2,128.7百萬元，較上年同期港幣692.8百萬元上升207%，主要在於本集團上半年售出的上海港國際客運中心1號樓取得投資收益港幣1,137.5百萬元；及本集團持有的投資物業所產生的投資物業公平值收益港幣786.0百萬元，較2010年同期港幣537.4百萬元增長46%。

**四、 銷售和營銷開支**

截至2011年6月30日止六個月，本集團之銷售和營銷開支為港幣122.8百萬元，較上年同期港幣97.9百萬元增長26%，主要在於今年上半年開盤的北京廣渠金茂府項目和上海東灘金茂逸墅項目的營銷開支有所增長。銷售和營銷開支主要包括本集團日常經營中發生的廣告宣傳費用、支付給相關銷售代理機構的佣金以及其他與市場推廣相關的開支。

**FINANCIAL REVIEW (Continued)****II. Cost of sales and gross profit margin**

For the six months ended 30 June 2011, cost of sales of the Group was approximately HK\$732.3 million (for the six months ended 30 June 2010: HK\$2,071.4 million) and the overall gross profit margin of the Group in the first half of 2011 increased to 60% from 50% in the first half of 2010.

During the first half of the year, the gross profit margin of property development was 57% (corresponding period of last year: 43%). During the period, the occupancy rate and rental rate of the property leasing segment increased slightly, with gross profit margin maintaining at the high level of 91% (corresponding period of last year: 90%). The gross profit margin of hotel operations was 57% (corresponding period of last year: 54%). The increase in gross profit margin was primarily attributable to the rise in the room rate of hotels for this year.

**III. Other income and gains**

For the six months ended 30 June 2011, other income and gains of the Group increased by 207% from HK\$692.8 million in the corresponding period of last year to approximately HK\$2,128.7 million. The increase was mainly due to the investment gains of HK\$1,137.5 million arising from the disposal of Building No.1 of Shanghai Port International Cruise Terminal Project by the Group in the first half of the year; and the fair value gains on investment properties arising from the investment properties held by the Group increased by 46% to HK\$786.0 million from HK\$537.4 million in the corresponding period of last year.

**IV. Selling and marketing expenses**

For the six months ended 30 June 2011, selling and marketing expenses of the Group increased by 26% to HK\$122.8 million, from HK\$97.9 million in the corresponding period of last year, mainly because of the increase in selling and marketing expenses of Beijing Guangqu Jin Mao Palace Project and Shanghai Dongtan Jin Mao Noble Manor Project that commenced sales in the first half of the year. Selling and marketing expenses comprise primarily the advertising expenses, commissions paid to the relevant sales agencies and other expenses in relation to market promotion incurred in the Group's daily operations.

**財務回顧 (續)****五、 管理費用**

截至2011年6月30日止六個月，本集團之管理費用為港幣346.6百萬元，較上年同期港幣295.7百萬元增長17%，主要在於一般辦公開支的增加所致。管理費用主要包括員工費用、諮詢費用、交際費用、一般辦公開支及物業的折舊。

**六、 融資成本**

截至2011年6月30日止六個月，本集團之融資成本為港幣448.5百萬元，較上年同期港幣281.3百萬元增長59%，主要在於今年上半年貸款增加及貸款利率上升所致。

**七、 所得稅費用**

截至2011年6月30日止六個月，本集團的所得稅費用支出為港幣612.3百萬元，較上年同期港幣637.6百萬元下降4%，主要在於今年上半年物業銷售收入的減少導致土地增值稅的減少。

**八、 本公司所有者應佔溢利**

截至2011年6月30日止六個月，本公司所有者應佔溢利為港幣1,640.4百萬元，較2010年同期港幣1,042.9百萬元增長57%；若扣除投資物業公平值收益（已扣除遞延稅項），本公司所有者應佔溢利為港幣1,050.9百萬元，較上年同期港幣639.9百萬元增長64%。

**九、 投資物業**

於2011年6月30日，投資物業包括北京凱晨世貿中心中座及西座、金茂大廈（出租部份）及中化大廈。投資物業由2010年12月31日的港幣12,773.6百萬元增至2011年6月30日的港幣13,867.0百萬元，主要是由於投資物業評估增值所致。

**FINANCIAL REVIEW (Continued)****V. Administrative expenses**

For the six months ended 30 June 2011, administrative expenses of the Group amounted to HK\$346.6 million, representing an increase of 17% from HK\$295.7 million in the corresponding period of last year. The increase was mainly attributable to the increase in general office expenses. Administrative expenses mainly comprise staff costs, consulting fees, entertainment expenses, general office expenses and depreciation expenses.

**VI. Finance costs**

For the six months ended 30 June 2011, finance costs of the Group were HK\$448.5 million, representing an increase of 59% from HK\$281.3 million in the corresponding period of last year. The increase in finance cost was mainly attributable to the increase of loans and the increase in the lending rate in the first half of the year.

**VII. Income tax expense**

For the six months ended 30 June 2011, the Group had an income tax expense of HK\$612.3 million, representing a decrease of 4% from HK\$637.6 million in the corresponding period of last year. The decrease in income tax expense was primarily because of the decrease in land appreciation tax due to the decrease in revenue from the sales of properties in the first half of the year.

**VIII. Profit attributable to owners of the parent**

For the six months ended 30 June 2011, profit attributable to owners of the parent amounted to HK\$1,640.4 million, representing an increase of 57% compared with HK\$1,042.9 million in the corresponding period of 2010. Profit attributable to owners of the parent excluding fair value gains on investment properties (net of deferred tax) amounted to HK\$1,050.9 million, representing an increase of 64% compared with HK\$639.9 million in the corresponding period of last year.

**IX. Investment properties**

As at 30 June 2011, investment properties comprise the Central and West Tower of Beijing Chemsunny World Trade Centre, Jin Mao Tower (the leased portion) and Sinochem Tower. Investment properties increased from HK\$12,773.6 million as at 31 December 2010 to HK\$13,867.0 million as at 30 June 2011. The increase was mainly due to the appreciation of investment properties.

**財務回顧 (續)****十、發展中物業**

於2011年6月30日，發展中物業的非流動部份包括北京廣渠金茂府項目、上海國際航運服務中心項目、上海東灘金茂逸墅項目、雲南麗江項目的物業開發成本，而發展中物業的流動部份則為上海港國際客運中心地塊B項目及上海東灘金茂逸墅項目部份的物業開發成本。

發展中物業（流動及非流動）由2010年12月31日的港幣13,641.6百萬元增至2011年6月30日的港幣14,675.0百萬元，主要在於北京廣渠金茂府項目、上海國際航運服務中心項目、上海東灘金茂逸墅項目的開發工作在穩步推進。

**十一、持作出售物業**

於2011年6月30日，持作出售物業主要包括珠海每一間花園項目未售部份、北京凱晨世貿中心東座及車位未售部份。

持作出售物業由2010年12月31日的港幣1,021.2百萬元減至2011年6月30日的港幣413.9百萬元，主要由於回顧期內實現對上海港國際客運中心地塊B項目一號樓的銷售。

**十二、發展中土地**

於2011年6月30日，發展中土地為長沙梅溪湖國際服務與科技創新城項目的土地收購成本、拆遷補償費用及其他前期基建成本。

**十三、應收貿易賬款**

於2011年6月30日，應收貿易賬款為港幣120.7百萬元，較2010年12月31日的港幣99.5百萬元增加21%，主要在於本集團旗下的裝飾公司隨業務規模擴大應收款項有所增加。

**FINANCIAL REVIEW (Continued)****X. Properties under development**

As at 30 June 2011, the non-current portion of properties under development comprised property development costs for Beijing Guangqu Jin Mao Palace Project, Shanghai International Shipping Service Center Project, Shanghai Dongtan Jin Mao Noble Manor Project and Yunnan Lijiang Projects, whereas the current portion of properties under development was property development costs for Site B of Shanghai Port International Cruise Terminal Project and a portion of Shanghai Dongtan Jin Mao Noble Manor Project.

Properties under development (current and non-current) increased from HK\$13,641.6 million as at 31 December 2010 to HK\$14,675.0 million as at 30 June 2011. The increase was mainly driven by the steady development of Beijing Guangqu Jin Mao Palace Project, Shanghai International Shipping Service Center Project, and Shanghai Dongtan Jin Mao Noble Manor Project.

**XI. Properties held for sale**

As at 30 June 2011, properties held for sale mainly included the unsold portion of Zhuhai Every Garden Project, unsold portion of East Tower and parking spaces of the Beijing Chemsunny World Trade Centre.

Properties held for sale decreased from HK\$1,021.2 million as at 31 December 2010 to HK\$413.9 million as at 30 June 2011, which was mainly due to the sale of Building No.1 of Site B of Shanghai Port International Cruise Terminal Project during the period under review.

**XII. Land under development**

As at 30 June 2011, land under development represents the land requisition cost, compensation cost and other preliminary infrastructure costs in relation to Changsha Meixi Lake International Service and Technology Innovation City project.

**XIII. Trade receivables**

As at 30 June 2011, trade receivables were HK\$120.7 million, representing an increase of 21% from HK\$99.5 million as at 31 December 2010. The increase in trade receivables was primarily due to the increase in receivables as a result of the business expansion of the decoration company under the Group.

## 財務回顧 (續)

### 十四、應付貿易賬款和應付票據

於2011年6月30日，應付貿易賬款和應付票據為港幣6,055.8百萬元，較2010年12月31日的港幣787.7百萬元增加669%，主要由於長沙梅溪湖項目應付土地款及工程款增加所致。

### 十五、計息銀行貸款及其他借款

於2011年6月30日，計息銀行貸款和其他借款（流動及非流動）為港幣30,835.9百萬元，較2010年12月31日的港幣18,235.2百萬元增加69%。計息銀行貸款和其他借款增加，主要是由於本集團用於新項目開發的對外貸款增加以及今年上半年發行了5億美元的10年期優先票據所致。

#### 計息銀行貸款和其他借款分析

## FINANCIAL REVIEW (Continued)

### XIV. Trade and bills payables

As at 30 June 2011, trade and bills payables were HK\$6,055.8 million, representing an increase of 669% from HK\$787.7 million as at 31 December 2010. The increase was primarily due to the increase in land and construction costs payable for Changsha Meixi Lake Project.

### XV. Interest-bearing bank and other borrowings

As at 30 June 2011, interest-bearing bank and other borrowings (including current and non-current) were HK\$30,835.9 million, representing an increase of 69% over HK\$18,235.2 million as at 31 December 2010. The increase in interest-bearing bank and other borrowings was primarily due to the increase in external loans used for new project development by the Group and the issuance of US\$500 million 10-year senior notes during the first half of the year.

#### Analysis of interest-bearing bank and other borrowings

		<b>2011年 6月30日 (未經審核) As at 30 June 2011 (Unaudited) (港幣百萬元) (HK\$ million)</b>	2010年 12月31日 (經審核) As at 31 December 2010 (Audited) (港幣百萬元) (HK\$ million)	變動百分比 (%)  Percentage change (%)
計息銀行貸款和其他借款 (流動及非流動)	Interest-bearing bank and other borrowings (including current and non-current)	<b>30,835.9</b>	18,235.2	69
扣除：委託貸款	Less: entrusted loans	<b>(5,349.5)</b>	(2,120.9)	152
以本集團銀行存款質押 的貸款	loans pledged by bank deposits of the Group	<b>(205.5)</b>	(358.8)	43
扣除委託貸款及銀行存款質押 貸款後的計息銀行貸款及 其他借款	Interest-bearing bank and other borrowings after entrusted loans and loans pledged by bank deposits	<b>25,280.9</b>	15,755.5	60

財務回顧 (續)

十六、資產負債比率

本集團按淨債務與調整後資本比率的基準監控資本，該比率按淨債務除以調整後資本計算。淨債務按計息銀行貸款和其他借款總額扣除限制性銀行結餘、已抵押存款及現金和現金等價物計算。調整後資本包括權益各組成部份和應付關聯方款項。本集團旨在維持合理的淨債務與調整後資本比率。於2011年6月30日及2010年12月31日的淨債務與調整後資本比率如下：

FINANCIAL REVIEW (Continued)

XVI. Gearing ratio

The Group monitors its capital on the basis of the net debt-to-adjusted capital ratio. This ratio is calculated as net debt divided by adjusted capital. Net debt is calculated as total interest-bearing bank and other borrowings less restricted bank balances, pledged deposits and cash and cash equivalents. Adjusted capital comprises all components of equity as well as the amounts due to related parties. The Group aims to maintain the net debt-to-adjusted capital ratio at a reasonable level. The net debt-to-adjusted capital ratio as at 30 June 2011 and 31 December 2010 were as follows:

		2011年 6月30日 (未經審核) As at 30 June 2011 (Unaudited) (港幣百萬元) (HK\$ million)	2010年 12月31日 (經審核) As at 31 December 2010 (Audited) (港幣百萬元) (HK\$ million)
計息銀行貸款和其他借款 (流動及非流動)	Interest-bearing bank and other borrowings (current and non-current)	30,835.9	18,235.2
扣除：現金和現金等價物 限制性存款及抵押存款	Less: cash and cash equivalents restricted deposits and pledged deposits	(13,648.7) (5,667.4)	(11,229.5) (2,092.2)
淨債務	Net debt	11,519.8	4,913.5
權益總額	Total equity	28,649.5	26,719.2
加：應付關聯方款項	Add: amount due to related parties	76.9	1,144.8
調整後資本	Adjusted capital	28,726.4	27,864.0
淨債務與調整後資本比率	Net debt-to-adjusted capital ratio	40%	18%

財務回顧 (續)

十七、流動資金與資本資源

本集團的現金主要用於支付資本開支、建築成本、土地成本、基建成本、支付給建築師和設計師的諮詢費用和融資成本，以及清償本集團的債務、償還應付關聯方款項及關聯方貸款，以及撥付營運資金和日常經常性開支。本集團主要通過銷售回款、內部資源、銀行及其他貸款滿足其流動資金需求。

於2011年6月30日，本集團有現金和現金等價物港幣13,648.7百萬元，主要以人民幣、港元及美元計值。(於2010年12月31日：港幣11,229.5百萬元)

於2011年6月30日，本集團有計息銀行貸款及其他借款合共港幣30,835.9百萬元(2010年12月31日：港幣18,235.2百萬元)。以下為本集團之計息銀行貸款及其他借款的分析：

		2011年 6月30日 (未經審核) As at 30 June 2011 (Unaudited) (港幣百萬元) (HK\$ million)	2010年 12月31日 (經審核) As at 31 December 2010 (Audited) (港幣百萬元) (HK\$ million)
一年內	Within 1 year	15,888.7	7,527.3
第二年	In the second year	3,971.6	2,398.6
第三年至第五年，包括首尾兩年	In the third to fifth years, inclusive	4,840.9	5,554.0
五年以上	Over five years	6,134.7	2,755.3
合計	Total	30,835.9	18,235.2

計息銀行貸款及其他借款約港幣15,888.7百萬元須於一年內償還，並列賬為流動負債，其中包含本集團和本公司子公司的非控制股東通過金融機構向本公司子公司所提供的合共約港幣5,770.4百萬元的委託貸款，預計將在到期日續期。本集團所有借款以人民幣、港幣及美元計值並按浮動利率計息。本集團的借款需求並無重大的季節性影響。

FINANCIAL REVIEW (Continued)

XVII. Liquidity and capital resources

The Group primarily uses its cash to pay for capital expenditure, construction costs, land costs, infrastructure costs, consulting fees paid to architects and designers and finance costs, as well as to service the Group's indebtedness, repay amounts owing to and loans from related parties, and fund working capital and normal recurring expenses. The Group has financed its liquidity requirements primarily through proceeds from sales, internal resources, bank and other borrowings.

As at 30 June 2011, the Group had cash and cash equivalents of HK\$13,648.7 million, mainly denominated in RMB, HKD and USD (as at 31 December 2010: HK\$11,229.5 million).

As at 30 June 2011, the Group had total interest-bearing bank and other borrowings of HK\$30,835.9 million (as at 31 December 2010: HK\$18,235.2 million). An analysis of the interest-bearing bank and other borrowings of the Group is set out as follows:

Interest-bearing bank and other borrowings of approximately HK\$15,888.7 million repayable within one year shown under current liabilities included entrusted loans totaling approximately HK\$5,770.4 million provided by the Group and non-controlling shareholders of the Company's subsidiaries to the subsidiaries of the Company through financial institutions. It is expected that such entrusted loans will be renewed upon their maturity dates. All of the Group's borrowings are denominated in RMB, HKD and USD and bear interest at floating rates. There is no material seasonal effect on the Group's borrowing requirements.



## 財務回顧 (續)

### 十七、流動資金與資本資源 (續)

於2011年6月30日，本集團有銀行信貸額度港幣42,188.4百萬元，全部以人民幣、港幣及美元計值，已動用銀行信貸額度為港幣25,770.2百萬元。

本集團截至2011年6月30日止六個月的現金流入淨額為港幣1,583.1百萬元，包括：

1. 經營活動現金流出淨額港幣6,518.5百萬元，主要是由於本集團支付土地成本、建築成本、利息及相關稅費所致，部份因收到售樓款、物業租金及酒店經營收入而被抵銷。
2. 投資活動現金流出淨額港幣2,704.8百萬元，主要是由於本集團提供委託貸款及購置固定資產支出所致，部份因出售所持上海港國際客運中心地塊B項目一號樓收到款項所抵銷。
3. 融資活動現金流入淨額港幣10,806.4百萬元，主要是由於本集團新增銀行貸款和其他借款及今年上半年發行了5億美元的10年期優先票據所致，部份因償還銀行貸款和其他借款所抵銷。

### 十八、抵押資產

於2011年6月30日，本集團的計息銀行貸款及其他借款乃以本集團的固定資產及土地使用權港幣4,460.1百萬元、發展中物業及持作出售物業港幣5,482.7百萬元、投資物業港幣12,990.1百萬元及銀行存款港幣5,570.8百萬元作抵押。

### 十九、或有負債

於2011年6月30日，本集團或有負債詳情載於財務報表附註16。

## FINANCIAL REVIEW (Continued)

### XVII. Liquidity and capital resources (Continued)

As at 30 June 2011, the Group had banking facilities of HK\$42,188.4 million denominated in RMB, HKD and USD. The amount of banking facilities utilised was HK\$25,770.2 million.

The Group's net cash inflow of HK\$1,583.1 million for the six months ended 30 June 2011 consisted of:

1. A net cash outflow of HK\$6,518.5 million from operating activities, which was mainly attributable to the payment of land costs, construction costs, interests and related taxes by the Group, which was partially offset by receipt of the proceeds from the sales of properties, the rental from leased properties and the revenues from hotel operations.
2. A net cash outflow of HK\$2,704.8 million from investing activities, which was mainly attributable to the provision of entrusted loans and the payment for purchase of fixed assets of the Group, which was partially offset by the receipt of payment upon disposal of Building No.1 of Site B of Shanghai Port International Cruise Terminal Project.
3. A net cash inflow of HK\$10,806.4 million from financing activities, which was mainly attributable to the increase of bank and other borrowings of the Group and the issuance of US\$500 million 10-year senior notes during the first half of the year, which was partially offset by repayments of bank and other borrowings.

### XVIII. Pledge of assets

As at 30 June 2011, the Group's interest-bearing bank and other borrowings were secured by the Group's fixed assets and land use rights of HK\$4,460.1 million, properties under development and properties held for sale of HK\$5,482.7 million, investment properties of HK\$12,990.1 million and bank deposits of HK\$5,570.8 million.

### XIX. Contingent liabilities

Details of contingent liabilities of the Group as at 30 June 2011 are set out in Note 16 to the financial statements.

## 財務回顧 (續)

### 二十、資本承擔

於本報告期末，本集團的資本承擔如下：

		2011年 6月30日 (未經審核) As at 30 June 2011 (Unaudited) (港幣百萬元) (HK\$ million)	2010年 12月31日 (經審核) As at 31 December 2010 (Audited) (港幣百萬元) (HK\$ million)
已訂約但未計提準備	Contracted, but not provided for		
發展中物業	Properties under development	3,526.3	1,759.8
發展中土地	Land under development	1,134.9	-
預付投資款	Prepayment for investment	1,100.3	1,075.3
合計	Total	5,761.5	2,835.1

### 二十一、市場風險

本集團的資產主要為發展中物業、發展中土地、持作出售物業、投資物業及酒店物業。倘國內物業市場嚴重回落，則該等資產未必可實時變現。

### 二十二、利率風險

本集團面臨因利率波動而產生的利率風險。本集團所面臨的市場利率變動風險主要與本集團的長期債務有關。利率上升會導致本集團尚未償還浮動利率借款的利息支出增加，並增加新增債務的成本。利率的波動還會導致本集團債務欠款公平值的大幅波動。本集團目前並沒有運用任何衍生工具控制利率風險。

### 二十三、外匯風險

本集團大部份營業收入和成本均以人民幣結算。本集團以港元呈報財務業績。因此，本集團面臨匯率波動的風險。本集團目前並沒有利用對沖控制貨幣風險。即使日後本集團決定進行對沖，但本集團無法保證任何未來的對沖活動可以使本集團免受匯率波動的影響。

## FINANCIAL REVIEW (Continued)

### XX. Capital commitments

The Group had the following capital commitments at the end of the reporting period:

		2011年 6月30日 (未經審核) As at 30 June 2011 (Unaudited) (港幣百萬元) (HK\$ million)	2010年 12月31日 (經審核) As at 31 December 2010 (Audited) (港幣百萬元) (HK\$ million)
已訂約但未計提準備	Contracted, but not provided for		
發展中物業	Properties under development	3,526.3	1,759.8
發展中土地	Land under development	1,134.9	-
預付投資款	Prepayment for investment	1,100.3	1,075.3
合計	Total	5,761.5	2,835.1

### XXI. Market risk

The Group's assets are predominantly in the form of properties under development, land under development, properties held for sale, investment properties and hotel properties. In the event of a severe downturn in the domestic property market, these assets may not be readily realized.

### XXII. Interest rate risk

The Group is exposed to interest rate risk resulting from fluctuations in interest rates. The Group's exposure to the risk of changes in market interest rates primarily relates to the Group's long term debt obligations. Increase in interest rates will increase the interest expenses relating to the Group's outstanding floating rate borrowings and increase the cost of new debt. Fluctuations in interest rates may also lead to significant fluctuations in the fair value of our debt obligations. The Group does not currently use any derivative instruments to manage the Group's interest rate risk.

### XXIII. Foreign exchange risk

Substantially all of the Group's turnover and costs are denominated in Renminbi. The Group reports its financial results in Hong Kong dollar. As a result, the Group is exposed to the risk of fluctuations in foreign exchange rates. The Group has not currently engaged in hedging to manage its currency risk. To the extent the Group decides to do so in the future, the Group cannot assure that any future hedging activities will protect the Group from fluctuations in exchange rates.

**財務回顧 (續)****二十四、僱員及薪酬政策**

於2011年6月30日，本集團合共有5,044名職員。本集團向僱員提供具競爭力的薪金和獎金，以及其他福利，包括退休計劃、醫療保險計劃、意外保險計劃、失業保險計劃、分娩保險計劃和房屋福利。本集團會定期按市場標準檢討本集團的薪金水平。

**二十五、股票期權計劃**

本公司於2007年11月22日已採納一項股票期權計劃（「計劃」），旨在加強參與者對本公司之承擔，以及努力實踐本公司之目標。

根據本公司股票期權計劃的規定，董事會有權自計劃批准日起10年內任何時間全權決定授予參與者按認購價認購一定數量的期權的權利。參與者，即期權授予的對象，包括任何本集團成員中現任的執行或非執行董事、任何集團成員中的高級管理人員、關鍵技術、專業人員、經理及員工，但不包括本公司的獨立非執行董事。

在任何時候根據計劃和本公司其他股票期權計劃授予的所有期權在行權時配發的股票數量的總和不得超過本公司當時已發行股本的10%。根據本公司在本中期報告日期所發行的9,161,489,489股已發行股本，本公司可根據計劃向參與者發行最多916,148,948股股票。

**FINANCIAL REVIEW (Continued)****XXIV. Employees and remuneration policies**

As at 30 June 2011, the Group employed 5,044 staff in total. The Group provides competitive salaries and bonuses for its employees, as well as other benefits, including retirement schemes, medical insurance schemes, accident insurance schemes, unemployment insurance schemes, maternity insurance schemes and housing benefits. The Group's salary levels are regularly reviewed against market standards.

**XXV. Share option scheme**

On 22 November 2007, the Company adopted a share option scheme (the "Scheme"), the purpose of which is to increase the commitment of participants to the Company and encourage them to fulfill the objectives of the Company.

According to the terms of the Scheme of the Company, the Board shall at its absolute discretion be entitled to grant to any participant the right to subscribe a certain number of options at a subscription price at any time within 10 years after the adoption date of the Scheme. Participants, i.e. recipients of the options granted, include any existing executive or non-executive directors of any member of the Group, any senior management, key technical and professional personnel, managers and employees of any member of the Group, but do not include any independent non-executive director of the Company.

The number of shares to be issued at any time upon exercise of all options granted under the Scheme and other share option schemes of the Company shall not in aggregate exceed 10% of the issued share capital of the Company at that time. Based on the issued share capital of 9,161,489,489 shares of the Company in issue at the date of this interim report, up to 916,148,948 shares may be issued by the Company to participants under the Scheme.

**財務回顧** (續)**二十六、期權的授出及行使**

2008年5月5日，本公司向合資格參與者授出5,550,000份股票期權，行使價為每股股份港幣3.37元，乃為期權授予日前連續五個交易日本公司股票在香港聯合交易所有限公司（「聯交所」）的平均收市價。該等股票期權的生效時間為被授予以股票期權授予日起算兩年後。2010年4月30日，本公司董事會薪酬及提名委員會根據股票期權計劃、股票期權被授予以人業績考核結果及外部獨立專業顧問提供的《方興地產2009年股票期權生效條件達成情況說明》，批准了公司於2008年5月5日授出的股票期權按40%的比例歸屬被授予以人。回顧期內，由於公司2010年業績未達到股票期權生效條件，則除已歸屬的40%外，公司於2008年5月5日授出的股票期權按30%的比例失效。其餘30%的股票期權，由授出日起算將於第四年歸屬。此外，股票期權僅於本集團、被授予以人部門及其本人達到原定業績目標時方會歸屬。除非已達到所有目標，否則股票期權會失效。

**FINANCIAL REVIEW** (Continued)**XXVI. Grant and exercise of options**

On 5 May 2008, 5,550,000 share options were granted to eligible participants at the exercise price of HK\$3.37 for each share of the Company to be issued, which was the average closing price of the shares of the Company on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") for the five consecutive trading days immediately preceding the grant date in respect of such options. Such options shall take effect after two years from the date on which the grantees are granted with the options. On 30 April 2010, the Remuneration and Nomination Committee of the Board of the Company approved the vesting of 40% of the share options granted on 5 May 2008 to the grantees by the Company according to the Scheme, the performance review results of the grantee of share options and the Explanation on the Fulfillment of Conditions of Share Options of Franshion Properties for 2009 provided by the independent professional advisor. During the period under review, as the performance of the Company for 2010 did not fulfill the vesting conditions of the share options, apart from the 40% of the share options being vested, 30% of the share options granted by the Company on 5 May 2008 were lapsed. For the remaining 30% of the share options, they will be vested from the fourth anniversary of the date of grant. In addition, the share options will only be vested if the respective pre-set performance targets for the Group, grantee's department and the grantee are achieved. Otherwise, share options shall lapse.

管理層討論與分析  
MANAGEMENT DISCUSSION AND ANALYSIS

財務回顧 (續)

二十六、期權的授出及行使 (續)

以下為截至2011年6月30日止六個月根據計劃尚未行使的股票期權：

FINANCIAL REVIEW (Continued)

XXVI. Grant and exercise of options (Continued)

The following share options were outstanding under the Scheme during six months ended 30 June 2011:

參與者姓名或類別	Name or category of participant	股票期權數目 Number of share options					2011年 6月30日 As at 30 June 2011	授出股票 期權日期 Grant date of share options	股票期權 行使期 (包括首尾兩日) Exercise period of share options (both dates inclusive)	股票期權 行使價 Exercise price of share options HK\$	本公司股票 緊接期權 授出日期 之前的 收市價 Closing price of the shares of the Company immediately preceding the grant date of share options HK\$
		2011年 1月1日 As at 1 January 2011	期內授出 Granted during the period	期內行使 Exercised during the period	期內注銷 Cancelled during the period	期內失效 Lapsed during the period					
<b>董事</b>	<b>Director</b>										
潘正義先生 (附註一)	Mr. PAN Zhengyi (Note 1)	292,471	-	-	-	(146,235)	146,236	05.05.2008	05.05.2010至 04.05.2015 05.05.2010 to 04.05.2015	3.37	3.36
王紅軍先生 (附註二)	Mr. WANG Hongjun (Note 2)	415,532	-	-	-	(124,660)	290,872	05.05.2008	05.05.2010至 04.05.2015 05.05.2010 to 04.05.2015	3.37	3.36
李雪花女士	Ms. LI Xuehua	487,451	-	-	-	(146,235)	341,216	05.05.2008	05.05.2010至 04.05.2015 05.05.2010 to 04.05.2015	3.37	3.36
賀斌吾先生	Mr. HE Binwu	487,451	-	-	-	(146,235)	341,216	05.05.2008	05.05.2010至 04.05.2015 05.05.2010 to 04.05.2015	3.37	3.36
江南先生 (附註三)	Mr. JIANG Nan (Note 3)	421,525	-	-	-	(126,457)	295,068	05.05.2008	05.05.2010至 04.05.2015 05.05.2010 to 04.05.2015	3.37	3.36
		2,104,430	-	-	-	(689,822)	1,414,608				
權員合計	Employee in aggregate	2,372,926	-	-	-	(804,891)	1,568,035	05.05.2008	05.05.2010至 04.05.2015 05.05.2010 to 04.05.2015	3.37	3.36
合計	Total	4,477,356	-	-	-	(1,494,713)	2,982,643				

**財務回顧 (續)****二十六、期權的授出及行使 (續)**

附註一：潘正義先生於2009年2月13日辭任本公司非執行董事兼公司主席、薪酬及提名委員會委員及投資委員會委員。其作為被授予人70%的股票期權已經失效；截至2011年6月30日止，該等股票期權其餘30%的授予繼續有效。

附註二：王紅軍先生的董事任期於2011年6月17日召開的股東週年大會屆滿後，已不再為本公司董事。其作為被授予人30%的股票期權已經失效；截至2011年6月30日止，該等股票期權其餘70%的授予繼續有效。

附註三：江南先生的董事任期於2011年6月17日召開的股東週年大會屆滿後，已不再為本公司董事。其作為被授予人30%的股票期權已經失效；截至2011年6月30日止，該等股票期權其餘70%的授予繼續有效。

**二十七、重大收購和出售**

2011年6月2日，本公司全資附屬公司上海晨拓投資諮詢有限公司（「上海晨拓投資」）與寶鋼資源有限公司（「寶鋼資源」）訂立股權轉讓協議，據此上海晨拓投資向寶鋼資源轉讓其於上海晨拓置業有限公司（「上海晨拓置業」）的全部股本權益（「股權轉讓」）。本次股權轉讓代價約為人民幣9.33億元，乃由訂約方經公平協商及參考獨立估值師編製的估值中上海晨拓置業於2011年5月19日的資產淨值（約人民幣9.07億元）而予以釐定。此外，寶鋼資源同意根據2011年6月2日的債務清償協議為及代上海晨拓置業清償所欠本公司全資附屬公司北京凱晨置業有限公司的債務約人民幣6.09億元。上海晨拓置業的主要資產包括上海港國際客運中心地塊B項目一號樓，一座建築面積為21,406.58平方米辦公及商業大廈，以及150個地下停車位。本次股權轉讓已於2011年6月17日完成。有關本次股權轉讓的詳情，請參見本公司於2011年6月2日發佈的題為「須予披露交易—出售於上海晨拓置業的全部股本權益」的公告。

**二十八、未經審核中期業績**

董事會欣然宣布本集團截至2011年6月30日止六個月的未經審核中期簡明綜合業績連同比較數字如下。

本公司之核數師安永會計師事務所已審閱本集團截至2011年6月30日止六個月的中期簡明綜合業績，並出具相關的審閱報告，詳情載於本中期報告第31頁至第58頁。

**FINANCIAL REVIEW (Continued)****XXVI. Grant and exercise of options (Continued)**

Note 1: Mr. PAN Zhengyi resigned as a non-executive director, Chairman of the Company, and a member of Remuneration and Nomination Committee and Investment Committee on 13 February 2009. 70% of the share options granted to him as grantee have lapsed. As at 30 June 2011, the remaining 30% of such share options granted to him remained valid.

Note 2: Mr. WANG Hongjun ceased to be a director of the Company upon the expiry of his term as a director at the annual general meeting held on 17 June 2011. 30% of the share options granted to him as grantee have lapsed. As at 30 June 2011, the remaining 70% of such share options granted to him remained valid.

Note 3: Mr. JIANG Nan ceased to be a director of the Company upon the expiry of his term as a director at the annual general meeting held on 17 June 2011. 30% of the share options granted to him as grantee have lapsed. As at 30 June 2011, the remaining 70% of such share options granted to him remained valid.

**XXVII. Material acquisitions and disposals**

On 2 June 2011, Shanghai Chentuo Investment Consultancy Company Limited (上海晨拓投資諮詢有限公司, "Shanghai Chentuo Investment"), a wholly-owned subsidiary of the Company and Baogang Resource Company Limited (寶鋼資源有限公司, "Baogang Resource") entered into an equity transfer agreement, pursuant to which Shanghai Chentuo Investment agreed to transfer the entire equity interest in Shanghai Chentuo Property Company Limited (上海晨拓置業有限公司, "Shanghai Chentuo Property") to Baogang Resource ("Equity Transfer"). The consideration for the Equity Transfer is approximately RMB933 million, which was determined by the parties at arm's length negotiations with reference to the net asset value of Shanghai Chentuo Property of approximately RMB907 million as at 19 May 2011 based on a valuation prepared by an independent valuer. In addition, Baogang Resource agreed to settle, for and on behalf of Shanghai Chentuo Property, the debt of approximately RMB609 million due to Beijing Chemsunny Property Company Limited, a wholly-owned subsidiary of the Company, pursuant the Debt Repayment Agreement dated 2 June 2011. The principal assets of Shanghai Chentuo Property are Building No.1 of Site B of Shanghai Port International Cruise Terminal Project an office and commercial building with a gross floor area of 21,406.58 square metres, and 150 basement parking spaces. The Equity Transfer was completed on 17 June 2011. For further details of the Equity Transfer, please refer to the announcement entitled "Discloseable Transaction – Disposal of the Entire Equity Interest in Shanghai Chentuo Property" dated 2 June 2011.

**XXVIII. Unaudited interim results**

The Board is pleased to present the unaudited condensed consolidated interim results of the Group for the six months ended 30 June 2011 together with comparative figures as follows.

The Company's auditor, Ernst & Young has reviewed the condensed consolidated interim results of the Group for six months ended 30 June 2011, and issued relevant review report, the details of which are set out from pages 31 to 58 of this interim report.



**Ernst & Young**  
18th Floor  
Two International Finance Centre  
8 Finance Street, Central  
Hong Kong  
Tel: +852 2846 9888  
Fax: +852 2868 4432  
www.ey.com

安永會計師事務所  
香港中環金融街8號  
國際金融中心2期18樓  
電話: +852 2846 9888  
傳真: +852 2868 4432

致方興地產(中國)有限公司董事會  
(於香港註冊成立的有限公司)

To the board of directors of  
**Franshion Properties (China) Limited**  
(Incorporated in Hong Kong with limited liability)

## 引言

我們已審閱列載於第31頁至第58頁方興地產(中國)有限公司的中期財務資料,包括貴集團於2011年6月30日之簡明綜合財務狀況表,及截至該日止六個月期間的簡明綜合收益表、簡明綜合全面收益表、簡明綜合權益變動表和簡明綜合現金流量表以及解釋資料。香港聯合交易所有限公司證券上市規則要求須按照相關規定及香港會計師公會頒佈的香港會計準則第34號「中期財務報告」(「香港會計準則第34號」)的規定編製中期財務資料的報告。

董事須負責根據香港會計準則第34號編製並列報本中期財務資料。我們的責任是在實施審閱工作的基礎上對本中期財務資料作出結論。我們的報告僅就雙方所協議的審閱業務約定書條款向全體董事會報告,並不能做除此之外的其他用途。我們概不就本報告之內容,對任何其他人士負責或承擔任何責任。

## 審閱範圍

我們已按照香港會計師公會頒佈的香港審閱工作準則第2410號「實體之獨立核數師對中期財務數據之審閱」的規定進行審閱,審閱中期財務資料包括主要向負責財務會計事宜的人員進行詢問,並實施分析性覆核和其他審閱程序。該審閱工作範圍遠小於根據香港審計準則進行審計工作的範圍,我們因而無法保證能在審閱工作中發現若進行審計工作的情况下所能發現的所有重大事項。因此,我們不發表任何審計意見。

## INTRODUCTION

We have reviewed the interim financial information set out on pages 31 to 58, which comprises the condensed consolidated statement of financial position of Franshion Properties (China) Limited as at 30 June 2011, and the related condensed consolidated income statement, condensed consolidated statement of comprehensive income, condensed consolidated statement of changes in equity and condensed consolidated statement of cash flows for the six-month period then ended, and explanatory information. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 *Interim Financial Reporting* ("HKAS 34") issued by the Hong Kong Institute of Certified Public Accountants.

The directors are responsible for the preparation and presentation of this interim financial information in accordance with HKAS 34. Our responsibility is to express a conclusion on this interim financial information based on our review. Our report is made solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

## SCOPE OF REVIEW

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

## 結論

根據我們的審閱，我們並無發現任何事項使我們相信中期財務資料未能在所有重大方面按照香港會計準則第34號的規定編製。

安永會計師事務所  
執業會計師  
香港

2011年8月22日

## CONCLUSION

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

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

22 August 2011



## 簡明綜合收益表

### CONDENSED CONSOLIDATED INCOME STATEMENT

截至2011年6月30日止六個月 For the six months ended 30 June 2011

		截至6月30日止六個月 For the six months ended 30 June		
		附註	2011年 (未經審核) 港幣千元 2011 (Unaudited) HK\$'000	2010年 (未經審核) 港幣千元 2010 (Unaudited) HK\$'000
		Notes		
收入	<b>REVENUE</b>	3	<b>1,847,707</b>	4,103,175
銷售成本	Cost of sales		<b>(732,284)</b>	(2,071,370)
毛利	<b>Gross profit</b>		<b>1,115,423</b>	2,031,805
其他收入和收益	Other income and gains	4	<b>2,128,744</b>	692,833
銷售和營銷開支	Selling and marketing expenses		<b>(122,838)</b>	(97,852)
管理費用	Administrative expenses		<b>(346,568)</b>	(295,697)
其他費用	Other expenses		<b>(1,114)</b>	(160)
融資成本	Finance costs	5	<b>(448,531)</b>	(281,345)
分佔共同控制實體 利潤和虧損	Share of profits and losses of jointly-controlled entities		<b>1,878</b>	1,908
稅前利潤	<b>PROFIT BEFORE TAX</b>	6	<b>2,326,994</b>	2,051,492
所得稅費用	Income tax expense	7	<b>(612,322)</b>	(637,578)
本期利潤	<b>PROFIT FOR THE PERIOD</b>		<b>1,714,672</b>	1,413,914
下列應佔部分：	Attributable to:			
母公司所有者	Owners of the parent		<b>1,640,445</b>	1,042,946
非控制權益	Non-controlling interests		<b>74,227</b>	370,968
			<b>1,714,672</b>	1,413,914
			港仙 HK cents	港仙 HK cents
母公司普通股權益持有人 應佔每股盈利	<b>EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT</b>	9		
基本	Basic		<b>17.91</b>	11.38
攤薄	Diluted		<b>15.18</b>	11.38

## 簡明綜合全面收益表

### CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

截至2011年6月30日止六個月 For the six months ended 30 June 2011

		截至6月30日止六個月 For the six months ended 30 June	
		附註 Note	2011年 (未經審核) 2010年 (未經審核)
			港幣千元 2010 (Unaudited) HK\$'000
		2011 (Unaudited) HK\$'000	2010 (Unaudited) HK\$'000
<b>本期利潤</b>	<b>PROFIT FOR THE PERIOD</b>		<b>1,714,672</b>
<hr/>			
<b>其他全面收益</b>	<b>OTHER COMPREHENSIVE INCOME</b>		
換算海外業務產生的匯兌差額	Exchange differences on translation of foreign operations		167,216
重新分類調整因以下事宜計入簡明綜合收益表的收益：	Reclassification adjustments for gains included in condensed consolidated income statement in relation to:		
子公司取消註冊	de-registration of subsidiaries	4	(1,895)
出售子公司	disposal of a subsidiary	4	-
<hr/>			
<b>本期其他全面收益，扣除稅項</b>	<b>OTHER COMPREHENSIVE INCOME FOR THE PERIOD, NET OF TAX</b>		<b>165,321</b>
<hr/>			
<b>本期全面收益總額</b>	<b>TOTAL COMPREHENSIVE INCOME FOR THE PERIOD</b>		<b>1,579,235</b>
<hr/>			
下列應佔部分：	Attributable to:		
母公司所有者	Owners of the parent		1,191,505
非控制權益	Non-controlling interests		387,730
<hr/>			
			<b>1,579,235</b>
			<b>2,321,947</b>
<hr/>			

簡明綜合財務狀況表

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

		附註	2011年 6月30日 (未經審核) 港幣千元 30 June 2011 (Unaudited) HK\$'000	2010年 12月31日 (經審核) 港幣千元 31 December 2010 (Audited) HK\$'000
		Notes		
<b>非流動資產</b>	<b>NON-CURRENT ASSETS</b>			
物業、廠房及設備	Property, plant and equipment	10	6,864,163	6,805,168
發展中物業	Properties under development		13,317,561	12,590,620
發展中土地	Land under development	11	12,712,235	–
投資物業	Investment properties		13,866,965	12,773,590
預付土地租賃款項	Prepaid land lease payments		1,695,713	1,681,584
無形資產	Intangible assets		22,880	25,124
於共同控制實體的投資	Investments in jointly-controlled entities		36,500	33,816
預付投資款	Prepayment for investment		1,587,300	1,551,287
遞延稅項資產	Deferred tax assets		41,975	178,588
非流動資產總額	Total non-current assets		50,145,292	35,639,777
<b>流動資產</b>	<b>CURRENT ASSETS</b>			
發展中物業	Properties under development		1,357,434	1,050,968
持作出售物業	Properties held for sale		413,907	1,021,153
存貨	Inventories		35,475	35,196
應收貿易賬款	Trade receivables	12	120,735	99,497
預付款項、按金和其他 應收款	Prepayments, deposits and other receivables		881,091	173,935
應收關連方款項	Due from related parties	19(b)	10,805	12,936
預付稅項	Prepaid tax		97,608	–
受限制銀行結餘	Restricted bank balances		96,638	5,390
已抵押存款	Pledged deposits		5,570,810	2,086,791
現金和現金等價物	Cash and cash equivalents		13,648,710	11,229,509
流動資產總額	Total current assets		22,233,213	15,715,375
<b>流動負債</b>	<b>CURRENT LIABILITIES</b>			
應付貿易賬款和應付票據	Trade and bills payables	13	6,055,761	787,747
其他應付款項和應計款項	Other payables and accruals		3,524,396	1,441,866
計息銀行貸款和其他借款	Interest-bearing bank and other borrowings	14	15,888,716	7,527,366
應付關連方款項	Due to related parties	19(b)	76,881	86,227
應付稅項	Tax payable		371,218	220,605
應付股息	Dividends payable		229,037	–
土地增值稅撥備	Provision for land appreciation tax		355,431	822,594
流動負債總額	Total current liabilities		26,501,440	10,886,405
流動(負債)/資產淨額	NET CURRENT (LIABILITIES)/ASSETS		(4,268,227)	4,828,970
總資產減流動負債	TOTAL ASSETS LESS CURRENT LIABILITIES		45,877,065	40,468,747

簡明綜合財務狀況表(續)

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

		附註	2011年 6月30日 (未經審核) 港幣千元 30 June 2011 (Unaudited) HK\$'000	2010年 12月31日 (經審核) 港幣千元 31 December 2010 (Audited) HK\$'000
		Notes		
<b>非流動負債</b>	<b>NON-CURRENT LIABILITIES</b>			
計息銀行貸款和其他借款	Interest-bearing bank and other borrowings	14	<b>14,947,159</b>	10,707,871
應付關連方款項	Due to related parties	19(b)	–	1,058,523
遞延稅項負債	Deferred tax liabilities		<b>2,280,375</b>	1,983,152
<b>非流動負債總額</b>	<b>Total non-current liabilities</b>		<b>17,227,534</b>	13,749,546
淨資產	Net assets		<b>28,649,531</b>	26,719,201
<b>權益</b>	<b>EQUITY</b>			
母公司所有者應佔權益	<b>Equity attributable to owners of the parent</b>			
已發行股本	Issued capital		<b>9,161,489</b>	9,161,489
永續可換股證券	Perpetual convertible securities		<b>4,588,000</b>	4,588,000
儲備	Reserves		<b>11,148,274</b>	9,145,970
擬派末期股息	Proposed final dividends		–	229,037
<b>非控制權益</b>	<b>Non-controlling interests</b>		<b>24,897,763</b>	23,124,496
			<b>3,751,768</b>	3,594,705
<b>權益總額</b>	<b>Total equity</b>		<b>28,649,531</b>	26,719,201

## 簡明綜合權益變動表

# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

截至2011年6月30日止六個月 For the six months ended 30 June 2011

		母公司所有者應佔 Attributable to owners of the parent											
		已發行股本 (未經審核)	股份溢價類 (未經審核)	永續 可換股證券 (未經審核)	資本儲備 (未經審核)	中國法定 盈餘公積 (未經審核)	股票 期權儲備 (未經審核)	匯兌 波動儲備 (未經審核)	保留溢利 (未經審核)	擬派 末期股息 (未經審核)	總計 (未經審核)	非控制權益 (未經審核)	權益總額 (未經審核)
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
		PRC											
		Issued capital (Unaudited)	Share premium account (Unaudited)	Perpetual convertible securities (Unaudited)	Capital reserve (Unaudited)	statutory surplus reserve (Unaudited)	Share option reserve (Unaudited)	Exchange fluctuation reserve (Unaudited)	Retained profits (Unaudited)	Proposed final dividend (Unaudited)	Total (Unaudited)	Non- controlling interests (Unaudited)	Total equity (Unaudited)
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
於2011年1月1日	At 1 January 2011	9,161,489	6,109,789	4,588,000	(2,134,134)	290,173	3,682	1,914,978	2,961,482	229,037	23,124,496	3,594,705	26,719,201
本期利潤	Profit for the period	-	-	-	-	-	-	-	1,640,445	-	1,640,445	74,227	1,714,672
本期其他全面收益	Other comprehensive income for the period												
換算海外業務產生的 匯兌差額	Exchange differences on translation for foreign operations	-	-	-	-	-	-	521,374	-	-	521,374	85,239	606,613
取消註冊子公司收益	Gain on de-registration of a subsidiary	-	-	-	(711)	(2,838)	-	(3,261)	2,838	-	(3,972)	-	(3,972)
出售子公司收益	Gain on disposal of a subsidiary	-	-	-	-	-	-	4,634	-	-	4,634	-	4,634
本期全面收益總額	Total comprehensive income for the period	-	-	-	(711)	(2,838)	-	522,747	1,643,283	-	2,162,481	159,466	2,321,947
已宣派2010年末期股息	Final 2010 dividend declared	-	-	-	-	-	-	-	-	(229,037)	(229,037)	-	(229,037)
收購非控制權益	Acquisition of non-controlling interests	-	-	-	(1,024)	-	-	-	-	-	(1,024)	(2,403)	(3,427)
以股份結算的股票期權安排	Equity-settled share option arrangements	-	-	-	-	-	870	-	-	-	870	-	870
股票期權被沒收或到期時 轉撥股票期權儲備	Transfer of share option reserve upon the forfeiture or expiry of share options	-	-	-	-	-	(1,486)	-	-	-	(1,486)	-	(1,486)
永續可換股證券分派	Perpetual convertible securities' distributions	-	-	-	-	-	-	-	(158,537)	-	(158,537)	-	(158,537)
於2011年6月30日	At 30 June 2011	9,161,489	6,109,789*	4,588,000	(2,135,869)*	287,335*	3,066*	2,437,725*	4,446,228*	-	24,897,763	3,751,768	28,649,531

\* 該等儲備賬目構成簡明綜合財務狀況表內的綜合儲備港幣11,148,274,000元(2010年12月31日:港幣9,145,970,000元)。

\* These reserve accounts comprise the consolidated reserves of HK\$11,148,274,000 (31 December 2010: HK\$9,145,970,000) in the condensed consolidated statement of financial position.

簡明綜合權益變動表(續)

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (CONTINUED)

截至2011年6月30日止六個月 For the six months ended 30 June 2011

		母公司所有者應佔 Attributable to owners of the parent										
		已發行股本 (未經審核) 港幣千元	股份溢價賬 (未經審核) 港幣千元	資本儲備 (未經審核) 港幣千元	中國法定 盈餘公積 (未經審核) 港幣千元	股票 期權儲備 (未經審核) 港幣千元	匯兌 波動儲備 (未經審核) 港幣千元	保留溢利 (未經審核) 港幣千元	末期股息 (未經審核) 港幣千元	總計 (未經審核) 港幣千元	非控制權益 (未經審核) 港幣千元	權益總額 (未經審核) 港幣千元
					PRC statutory surplus reserve	Share option reserve	Exchange fluctuation reserve	Retained profits	Proposed final dividend	Total	Non- controlling interests	Total equity
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
於2010年1月1日	At 1 January 2010	9,161,489	6,109,789	(2,134,455)	266,569	2,498	1,283,901	1,500,817	229,037	16,419,645	1,527,221	17,946,866
本期利潤	Profit for the period	-	-	-	-	-	-	1,042,946	-	1,042,946	370,968	1,413,914
本期其他全面收益	Other comprehensive income for the period											
換算海外業務產生的 匯兌差額	Exchange differences on translation for foreign operations	-	-	-	-	-	150,454	-	-	150,454	16,762	167,216
取消註冊子公司收益	Gain on de-registration of a subsidiary	-	-	-	-	-	(1,895)	-	-	(1,895)	-	(1,895)
本期全面收益總額	Total comprehensive income for the period	-	-	-	-	-	148,559	1,042,946	-	1,191,505	387,730	1,579,235
已宣派2009年末期股息 以股份結算的股票期權安排	Final 2009 dividend declared Equity-settled share option arrangements	-	-	-	-	574	-	-	-	574	-	574
非控制股東注資	Capital contribution from non-controlling shareholders	-	-	-	-	-	-	-	-	-	13,653	13,653
於2010年6月30日	At 30 June 2010	9,161,489	6,109,789	(2,134,455)	266,569	3,072	1,432,460	2,543,763	-	17,382,687	1,928,604	19,311,291

## 簡明綜合現金流量表

# CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

截至2011年6月30日止六個月 For the six months ended 30 June 2011

		截至6月30日止六個月 For the six months ended 30 June	
		2011年 (未經審核) 港幣千元 2011 (Unaudited) HK\$'000	2010年 (未經審核) 港幣千元 2010 (Unaudited) HK\$'000
經營活動所用的現金流量淨額	NET CASH FLOWS USED IN OPERATING ACTIVITIES	<b>(6,518,528)</b>	(110,887)
投資活動(所用)/產生的現金流量淨額	NET CASH FLOWS (USED IN)/FROM INVESTING ACTIVITIES	<b>(2,704,824)</b>	9,029
籌資活動產生的現金淨額	NET CASH FLOWS FROM FINANCING ACTIVITIES	<b>10,806,452</b>	824,824
現金和現金等價物增加淨額	NET INCREASE IN CASH AND CASH EQUIVALENTS	<b>1,583,100</b>	722,966
期初的現金和現金等價物	Cash and cash equivalents at beginning of period	<b>11,229,509</b>	3,523,274
匯率變動影響淨額	Effect of foreign exchange rate changes, net	<b>117,673</b>	22,145
期末的現金和現金等價物	CASH AND CASH EQUIVALENTS AT END OF PERIOD	<b>12,930,282</b>	4,268,385
現金和現金等價物結餘分析	ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS		
現金及銀行結餘	Cash and bank balances	<b>7,448,911</b>	2,887,720
於取得當日原定到期日少於三個月 的非抵押定期存款	Non-pledged time deposits with original maturity of less than three months when acquired	<b>3,888,633</b>	1,380,665
於取得當日原定到期日超過三個月 的非抵押定期存款，附有於要求時提取活期存款的選擇權	Non-pledged time deposits with original maturity of over three months when acquired with options to withdraw upon demand similar to demand deposits	<b>1,592,738</b>	-
現金流量表所列的現金和現金等價物	Cash and cash equivalents as stated in the statement of cash flows	<b>12,930,282</b>	4,268,385
於取得當日原定到期日超過三個月 的非抵押定期存款，並無附有於要求時提取活期存款的選擇權	Non-pledged time deposits with original maturity of over three months when acquired without options to withdraw upon demand similar to demand deposits	<b>718,428</b>	-
財務狀況表所列的現金和現金等價物	Cash and cash equivalents as stated in the statement of financial position	<b>13,648,710</b>	4,268,385

## NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

### 1. 公司資料

方興地產(中國)有限公司(「本公司」)為在香港註冊成立的有限公司。本公司的註冊辦事處位於香港灣仔港灣道1號會展廣場辦公大樓47樓4702-03室。

董事認為，本公司的直屬控股公司為於香港註冊成立的中化香港(集團)有限公司(「中化香港」)，而本公司的最終控股公司為於中華人民共和國(「中國」)成立的中國中化集團公司。中國中化集團公司為受中國國有資產監督管理委員會監督的國有企業。

本公司及其子公司(「本集團」)的主要業務載述於簡明綜合中期財務報表附註3。

### 2. 編製基準及會計政策

#### 編製基準

簡明綜合中期財務報表乃根據香港會計師公會頒佈的香港會計準則(「香港會計準則」)第34號「中期財務報告」編製。

簡明綜合中期財務報表並不包括年度財務報表規定的所有資料及披露，且應與本集團截至2010年12月31日止年度的財務報表一併閱讀。

於2011年6月30日，本集團的流動負債超逾其流動資產約港幣4,268,227,000元(2010年12月31日：流動資產淨值港幣4,828,970,000元)。然而，財務報表乃按持續營運基準編製，此乃由於董事經考慮本集團未來十二個月期間經營業務產生的預期現金流量及未動用銀行融資約港幣16,418,140,000元後，認為本集團有充足資金償還到期負債。於本報告期末後，本集團已償還銀行貸款港幣1,128,775,000元，展期銀行貸款港幣145,414,000元並獲得新銀行貸款港幣1,256,613,000元。

### 1. CORPORATE INFORMATION

Franshion Properties (China) Limited (the "Company") is a limited liability company incorporated in Hong Kong. The registered office of the Company is located at Rooms 4702-03, 47/F, Office Tower, Convention Plaza, Harbour Road, Wanchai, Hong Kong.

In the opinion of the directors, the immediate holding company of the Company is Sinochem Hong Kong (Group) Company Limited ("Sinochem Hong Kong"), a company incorporated in Hong Kong, and the ultimate holding company of the Company is Sinochem Group, a company established in the People's Republic of China (the "PRC") and is a state-owned enterprise under the supervision of the State-owned Assets Supervision and Administration Commission in the PRC.

The principal activities of the Company and its subsidiaries (the "Group") are described in note 3 to the condensed consolidated interim financial statements.

### 2. BASIS OF PREPARATION AND ACCOUNTING POLICIES

#### Basis of preparation

The condensed consolidated interim financial statements are prepared in accordance with Hong Kong Accounting Standard ("HKAS") 34 *Interim Financial Reporting* issued by the Hong Kong Institute of Certified Public Accountants.

The condensed consolidated interim financial statements do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's financial statements for the year ended 31 December 2010.

As at 30 June 2011, the current liabilities of the Group exceeded its current assets by approximately HK\$4,268,227,000 (31 December 2010: net current assets of HK\$4,828,970,000). Nevertheless, the financial statements have been prepared on the going concern basis as the directors believe the Group will have adequate funds to meet its liabilities as and when they fall due after taking into account the expected cash flows from its operations in the coming twelve-month period and unutilised banking facilities of approximately HK\$16,418,140,000. Subsequent to the end of the reporting period, the Group repaid bank loans of HK\$1,128,775,000, rolled over bank loans of HK\$145,414,000 and obtained new bank loans of HK\$1,256,613,000.



## 2. 編製基準及會計政策 (續)

## 重大會計政策

編製中期財務報表所採納的會計政策與編製截至2010年12月31日止年度的年度財務報表所採納的編製基準一致，惟影響本集團及於本財務報表期間內首次採納以下新訂及經修訂香港財務報告準則（「香港財務報告準則」，包括所有香港財務報告準則、香港會計準則及詮釋）除外：

## 2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

## Significant accounting policies

The accounting policies and basis of preparation adopted in the preparation of the interim financial statements are the same as those used in the annual financial statements for the year ended 31 December 2010, except in relation to the following new and revised Hong Kong Financial Reporting Standards (“HKFRSs”) (which include all Hong Kong Financial Reporting Standards, HKASs and Interpretations) that affect the Group and are adopted for the first time for the current period’s financial statements:

HKFRS 1 Amendment 香港財務報告準則第1號修訂本	Amendment to HKFRS 1 <i>First-time Adoption of Hong Kong Financial Reporting Standards – Limited Exemption from Comparative HKFRS 7 Disclosures for First-time Adopters</i> 對香港財務報告準則第1號首次採納香港財務報告準則 – 首次採納者根據香港財務報告準則第7號披露比較數字的有限度豁免的修訂
HKAS 24 (Revised) 香港會計準則第24號（經修訂）	<i>Related Party Disclosures</i> 關連方披露
HKAS 32 Amendment 香港會計準則第32號修訂本	Amendment to HKAS 32 <i>Financial Instruments: Presentation – Classification of Rights Issues</i> 對香港會計準則第32號金融工具：呈列 – 供股分類的修訂
HK(IFRIC)-Int 14 Amendments 香港（國際財務報告詮釋委員會） – 詮釋第14號修訂本	Amendments to HK(IFRIC)-Int 14 <i>Prepayments of a Minimum Funding Requirement</i> 對香港（國際財務報告詮釋委員會）– 詮釋第14號最低資金規定預付款項的修訂
HK(IFRIC)-Int 19 香港（國際財務報告詮釋委員會） – 詮釋第19號	<i>Extinguishing Financial Liabilities with Equity Instruments</i> 界定金融負債與權益工具
Improvements to HKFRSs 2010 2010年香港財務報告準則的改進	<i>Amendments to a number of HKFRSs issued in May 2010</i> 對2010年5月頒佈的多項香港財務報告準則的修訂

## 2. 編製基準及會計政策 (續)

### 重大會計政策 (續)

除下文進一步闡釋的香港會計準則第24號(經修訂)及列入2010年香港財務報告準則的改進的對香港財務報告準則第3號、香港會計準則第1號及香港會計準則第27號的修訂的影響外，採納新訂及經修訂香港財務報告準則對本財務報表並無重大財務影響。

採納該等新訂及經修訂香港財務報告準則的主要影響如下：

香港會計準則第24號(經修訂)釐清及簡化關連方的定義，亦訂明倘若政府相關實體與同一政府或受同一政府所控制、共同控制或發揮重大影響力的實體進行交易，可獲部分豁免關連方披露。

於2010年5月頒佈的2010年香港財務報告準則的改進載列若干香港財務報告準則的修訂。各準則有獨立過渡條文。儘管採納若干修訂可能引致會計政策的變更，惟預期該等修訂概不會對本集團產生重大財務影響。最適用本集團的主要修訂詳情如下：

- (a) 香港財務報告準則第3號業務合併：闡明香港財務報告準則第7號、香港會計準則第32號及香港會計準則第39號的修訂所消除對或然代價的豁免，並不適用於採用香港財務報告準則第3號(於2008年經修訂)前的收購日期所進行業務合併的或然代價。

另外，該等修訂將以公平值或按比例分佔被收購方可辨認淨資產計量非控制權益的選擇，限制在能夠體現所有權權益和在清盤時賦予擁有人按比例分佔實體的淨資產的非控制權益部分。除非其他香港財務報告準則規定需採用其他計量基準，非控制權益的其他部分將以收購日期的公平值計量。

該等修訂亦加入明文指引，以闡明尚未取代及自願取代的以股份為基礎的付款獎勵的會計處理方式。

## 2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

### Significant accounting policies (Continued)

Other than as further explained below regarding the impact of HKAS 24 (Revised) and amendments to HKFRS 3, HKAS 1 and HKAS 27 included in Improvements to HKFRSs 2010, the adoption of the new and revised HKFRSs has had no significant financial effect on these financial statements.

The principle effects of adopting these new and revised HKFRSs are as follows:

HKAS 24 (Revised) clarifies and simplifies the definitions of related parties. It also provides for a partial exemption of related party disclosure to government-related entities for transactions with the same government or entities that are controlled, jointly controlled or significantly influenced by the same government.

*Improvements to HKFRSs 2010* issued in May 2010 sets out amendments to a number of HKFRSs. There are separate transitional provisions for each standard. While the adoption of some of the amendments results in changes in accounting policies, none of these amendments has had a significant financial impact on the Group. Details of the key amendments most applicable to the Group are as follows:

- (a) HKFRS 3 *Business Combinations*: Clarifies that the amendments to HKFRS 7, HKAS 32 and HKAS 39 that eliminate the exemption for contingent consideration do not apply to contingent consideration that arose from business combinations whose acquisition dates precede the applicable of HKFRS 3 (as revised in 2008).

In addition, the amendments limit the measurement choice of non-controlling interests at fair value or at the proportionate share of the acquiree's identifiable net assets to components of non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation. Other components of non-controlling interests are measured at their acquisition date fair value, unless another measurement basis is required by another HKFRS.

The amendments also added explicit guidance to clarify the accounting treatment for non-replaced and voluntarily replaced share-based payment awards.

## 2. 編製基準及會計政策 (續)

### 重大會計政策 (續)

- (b) 香港會計準則第1號財務報表的呈列：闡明有關權益各成份的其他全面收益分析，可於權益變動報表或財務報表附註呈列。
- (c) 香港會計準則第27號綜合及獨立財務報表：闡明香港會計準則第27號（於2008年經修訂）對香港會計準則第21號、香港會計準則第28號及香港會計準則第31號所作出的後續修訂預期將於2009年7月1日或之後開始的年度期間或開始應用香港會計準則第27號時（兩者中以較早者為準）應用。

## 3. 經營分部資料

就管理而言，本集團乃按其所提供的產品及服務劃分業務單位，分為四個可呈報經營分部如下：

- (a) 物業開發分部：從物業開發及銷售；
- (b) 物業租賃分部：提供寫字樓及商用物業租賃；
- (c) 酒店經營分部：提供酒店住宿及餐飲服務；及
- (d) 「其他」分部：主要提供物業管理、設計及裝修服務，經營觀光廳、貨物貿易及提供出口代理服務。

管理層會就資源分配及表現評估的決策，分開監控本集團經營分部的業績。分部表現乃按可呈報分部溢利進行評估，此乃按照經調整稅前利潤計量。經調整稅前利潤的計量與本集團稅前利潤相符，惟於有關計算中並無計入銀行利息收入、其他投資收益及融資成本以及總部及其他未分配開支。

分部資產不包括遞延稅項資產、預付稅項、已抵押存款、受限制銀行結餘、現金和現金等價物及總部及其他未分配資產，原因是以上資產按集團層面管理。

## 2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

### Significant accounting policies (Continued)

- (b) HKAS 1 *Presentation of Financial Statements*: Clarifies that an analysis of other comprehensive income for each component of equity can be presented either in the statement of changes in equity or in the notes to the financial statements.
- (c) HKAS 27 *Consolidated and Separate Financial Statements*: Clarifies that the consequential amendments from HKAS 27 (as revised in 2008) made to HKAS 21, HKAS 28 and HKAS 31 shall be applied prospectively for annual periods beginning on or after 1 July 2009 or earlier if HKAS 27 is applied earlier.

## 3. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their products and services and has four reportable operating segments as follows:

- (a) the property development segment develops and sells properties;
- (b) the property leasing segment leases office and commercial premises;
- (c) the hotel operations segment provides hotel accommodation services, food and beverage; and
- (d) the "others" segment mainly comprises the provision of property management, design and decoration services, the operation of an observation deck, the trading of goods, and the provision of export agency services.

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment profit, which is a measure of adjusted profit before tax. The adjusted profit before tax is measured consistently with the Group's profit before tax except that bank interest income, other investment income and finance costs as well as corporate and other unallocated expenses are excluded from such measurement.

Segment assets exclude deferred tax assets, prepaid tax, pledged deposits, restricted bank balances, cash and cash equivalents and corporate and other unallocated assets as these assets are managed on a group basis.

## 3. 經營分部資料 (續)

## 3. OPERATING SEGMENT INFORMATION (CONTINUED)

截至2011年6月30日止六個月

For the six months ended 30 June 2011

		物業開發 (未經審核) 港幣千元 Property development (Unaudited) HK\$'000	物業租賃 (未經審核) 港幣千元 Property leasing (Unaudited) HK\$'000	酒店經營 (未經審核) 港幣千元 Hotel operations (Unaudited) HK\$'000	其他 (未經審核) 港幣千元 Others (Unaudited) HK\$'000	總計 (未經審核) 港幣千元 Total (Unaudited) HK\$'000
分部收入：	<b>Segment revenue:</b>					
向外間客戶銷售	Sales to external customers	6,709	492,141	1,084,372	264,485	1,847,707
分部間銷售	Intersegment sales	-	1,452	-	18,159	19,611
		6,709	493,593	1,084,372	282,644	1,867,318
對賬：	<i>Reconciliation:</i>					
分部間銷售對銷	Elimination of intersegment sales					(19,611)
收入總額	Total revenue					1,847,707
分部業績	<b>Segment results</b>	1,065,955	1,233,263	346,457	43,172	2,688,847
對賬：	<i>Reconciliation:</i>					
分部間業績對銷	Elimination of intersegment results					(4,460)
銀行利息收入	Bank interest income					142,511
其他投資收益	Other investment income					1,031
總部及其他未分配開支	Corporate and other unallocated expenses					(52,404)
融資成本	Finance costs					(448,531)
稅前利潤	Profit before tax					2,326,994

## 3. 經營分部資料 (續)

## 3. OPERATING SEGMENT INFORMATION (CONTINUED)

截至2010年6月30日止六個月

For the six months ended 30 June 2010

		物業開發 (未經審核) 港幣千元 Property development (Unaudited) HK\$'000	物業租賃 (未經審核) 港幣千元 Property leasing (Unaudited) HK\$'000	酒店經營 (未經審核) 港幣千元 Hotel operations (Unaudited) HK\$'000	其他 (未經審核) 港幣千元 Others (Unaudited) HK\$'000	總計 (未經審核) 港幣千元 Total (Unaudited) HK\$'000
<b>分部收入：</b>	<b>Segment revenue:</b>					
向外間客戶銷售	Sales to external customers	2,373,184	428,822	1,007,290	293,879	4,103,175
分部間銷售	Intersegment sales	-	1,172	-	7,629	8,801
		2,373,184	429,994	1,007,290	301,508	4,111,976
<b>對賬：</b>	<b>Reconciliation:</b>					
分部間銷售對銷	Elimination of intersegment sales					(8,801)
收入總額	Total revenue					4,103,175
<b>分部業績</b>	<b>Segment results</b>	1,016,581	927,954	276,194	30,793	2,251,522
<b>對賬：</b>	<b>Reconciliation:</b>					
分部間業績對銷	Elimination of intersegment results					(338)
銀行利息收入	Bank interest income					131,718
其他投資收益	Other investment income					579
總部及其他未分配開支	Corporate and other unallocated expenses					(50,644)
融資成本	Finance costs					(281,345)
稅前利潤	Profit before tax					2,051,492

3. 經營分部資料 (續)

3. OPERATING SEGMENT INFORMATION (CONTINUED)

於2011年6月30日

At 30 June 2011

		物業開發 (未經審核) 港幣千元 Property development (Unaudited) HK\$'000	物業租賃 (未經審核) 港幣千元 Property leasing (Unaudited) HK\$'000	酒店經營 (未經審核) 港幣千元 Hotel operations (Unaudited) HK\$'000	其他 (未經審核) 港幣千元 Others (Unaudited) HK\$'000	總計 (未經審核) 港幣千元 Total (Unaudited) HK\$'000
分部資產	Segment assets	34,027,440	14,009,132	9,751,310	731,721	58,519,603
對賬：	Reconciliation:					
分部間資產對銷	Elimination of intersegment assets					(5,730,963)
總部及其他未分配資產	Corporate and other unallocated assets					19,589,865
總資產	Total assets					72,378,505

於2010年12月31日

At 31 December 2010

		物業開發 (經審核) 港幣千元 Property development (Audited) HK\$'000	物業租賃 (經審核) 港幣千元 Property leasing (Audited) HK\$'000	酒店經營 (經審核) 港幣千元 Hotel operations (Audited) HK\$'000	其他 (經審核) 港幣千元 Others (Audited) HK\$'000	總計 (經審核) 港幣千元 Total (Audited) HK\$'000
分部資產	Segment assets	17,348,506	12,961,498	8,491,288	640,112	39,441,404
對賬：	Reconciliation:					
分部間資產對銷	Elimination of intersegment assets					(5,977,264)
總部及其他未分配資產	Corporate and other unallocated assets					17,891,012
總資產	Total assets					51,355,152

## 4. 其他收入和收益

## 4. OTHER INCOME AND GAINS

		截至6月30日止六個月 For the six months ended 30 June	
		2011年 (未經審核) 港幣千元 2011 (Unaudited) HK\$'000	2010年 (未經審核) 港幣千元 2010 (Unaudited) HK\$'000
		附註 Note	
<b>其他收入</b>	<b>Other income</b>		
銀行利息收入	Bank interest income		131,718
其他投資收益	Other investment income		579
			<b>143,542</b>
<b>收益</b>	<b>Gains</b>		
出售子公司收益	Gain on disposal of a subsidiary	15	–
投資物業的公平值收益	Fair value gains on investment properties		537,379
匯兌差額淨額	Foreign exchange differences, net		4,608
取消註冊子公司收益	Gain on de-registration of subsidiaries		1,895
其他	Others		16,654
			<b>1,985,202</b>
			<b>2,128,744</b>

## 5. 融資成本

## 5. FINANCE COSTS

		截至6月30日止六個月 For the six months ended 30 June	
		2011年 (未經審核) 港幣千元 2011 (Unaudited) HK\$'000	2010年 (未經審核) 港幣千元 2010 (Unaudited) HK\$'000
須於五年內全數償還的 銀行貸款及債券利息	Interest on bank loans and debenture wholly repayable within five years	<b>461,558</b>	300,346
須於五年以上償還的 銀行貸款及債券利息	Interest on bank loans and debenture wholly repayable over five years	<b>120,078</b>	101,664
應付同系子公司款項利息	Interest on an amount due to a fellow subsidiary	<b>39,707</b>	25,586
應付直系控股公司款項利息	Interest on an amount due to the immediate holding company	<b>7,863</b>	–
利息開支總額	Total interest expense	<b>629,206</b>	427,596
減：資本化利息	Less: Interest capitalised	<b>(180,675)</b>	(146,251)
		<b>448,531</b>	281,345

## 6. 稅前利潤

本集團的稅前利潤已扣除下列各項：

## 6. PROFIT BEFORE TAX

The Group's profit before tax is arrived at after charging:

		截至6月30日止六個月 For the six months ended 30 June	
		2011年 (未經審核) 港幣千元 2011 (Unaudited) HK\$'000	2010年 (未經審核) 港幣千元 2010 (Unaudited) HK\$'000
已售物業成本	Cost of properties sold	2,939	1,341,178
折舊	Depreciation	108,479	104,943
無形資產項目攤銷	Amortisation of intangible assets	3,422	3,174
確認預付土地租賃款項	Recognition of prepaid land lease payments	24,588	23,708
出售物業、廠房及 設備項目虧損*	Loss on disposal of items of property, plant and equipment*	1,028	160
應收貿易賬款之減值*	Impairment of trade receivables*	86	—

\* 該等項目計入簡明綜合收益表內「其他費用」項下。

\* These items are included in "Other expenses" on the face of the condensed consolidated income statement.

## 7. 所得稅費用

## 7. INCOME TAX EXPENSE

		截至6月30日止六個月 For the six months ended 30 June	
		2011年 (未經審核) 港幣千元 2011 (Unaudited) HK\$'000	2010年 (未經審核) 港幣千元 2010 (Unaudited) HK\$'000
即期	Current		
中國企業所得稅	PRC corporate income tax	225,601	367,751
中國土地增值稅	PRC land appreciation tax	172	203,758
		225,773	571,509
遞延	Deferred	386,549	66,069
本期稅項支出總額	Total tax charge for the period	612,322	637,578



**7. 所得稅費用 (續)****香港利得稅**

由於期內本集團並無在香港產生任何應課稅利潤(2010年:無),故並無計提香港利得稅撥備。

**中國企業所得稅**

中國企業所得稅乃按本集團的中國子公司的應課稅利潤以稅率25%(2010年:25%)計提準備。

根據相關中國所得稅規定及法規,成立於並位於上海浦東新區及深圳經濟特區的若干本集團中國子公司分別可享受企業所得稅優惠稅率。此等公司於截至2011年6月30日止六個月須按優惠稅率24%繳納企業所得稅(2010年:22%),隨後於2012年的稅率為25%。本集團成立及位於海南經濟特區及珠海經濟特區的若干中國子公司須分別按優惠稅率24%繳納企業所得稅,但於首個獲利年度可獲悉數豁免繳納該稅項,並於其後兩個年度按減半稅率繳稅。

於截至2011年6月30日止六個月,分佔共同控制實體稅項開支為港幣626,000元(2010年:港幣580,000元),已計入簡明綜合收益表「分佔共同控制實體利潤和虧損」項下。

**中國土地增值稅(「土地增值稅」)**

根據於1994年1月1日生效的中華人民共和國土地增值稅暫行條例以及於1995年1月27日生效的中華人民共和國土地增值稅暫行條例實施細則的規定,由1994年1月1日起,在中國大陸轉讓房地產物業產生的所有收益,均須就土地價值的增值部份(即出售物業所得款項減包括借貸成本和所有物業開發支出在內的可扣費用支出)按介乎30%至60%的累進稅率,繳付土地增值稅。

**8. 股息**

於2011年8月22日舉行的董事會會議上,董事議決不向股東派付任何中期股息(2010年:無)。

**7. INCOMEN TAX EXPENSE (CONTINUED)****Hong Kong profits tax**

No provision for Hong Kong profits tax has been made as the Group did not generate any assessable profits arising in Hong Kong during the period (2010: Nil).

**PRC corporate income tax**

PRC corporate income tax has been provided at the rate of 25% (2010: 25%) on the taxable profits of the Group's PRC subsidiaries.

Pursuant to the relevant PRC income tax rules and regulations, preferential corporate income tax rates have been granted to certain of the Group's PRC subsidiaries which were established and located in Shanghai Pudong New Area and Shenzhen Special Economic Zone, respectively. These companies are subject to a preferential rate of 24% for the six months ended 30 June 2011 (2010: 22%) followed by the tax rate of 25% in 2012. Certain Group's PRC subsidiaries, which were established and located in Hainan Special Economic Zone and Zhuhai Special Economic Zone, are subject to corporate income tax at a preferential rate of 24% and are entitled to full exemption from the corporate income tax for the first profitable year and a 50% reduction in the corporate income tax rate in the following two years.

The share of tax expenses attributable to jointly-controlled entities for the six months ended 30 June 2011 amounting to HK\$626,000 (2010: HK\$580,000) is included in "Share of profits and losses of jointly-control entities" in the condensed consolidated income statement.

**PRC land appreciation tax ("LAT")**

According to the requirements of the Provisional Regulations of the PRC on LAT (中華人民共和國土地增值稅暫行條例) effective from 1 January 1994, and the Detailed Implementation Rules on the Provisional Regulations of the PRC on LAT (中華人民共和國土地增值稅暫行條例實施細則) effective from 27 January 1995, all gains arising from a transfer of real estate property in Mainland China effective from 1 January 1994 are subject to LAT at progressive rates ranging from 30% to 60% on the appreciation of land value, being the proceeds from sale of properties less deductible expenditures including borrowing costs and all property development expenditures.

**8. DIVIDEND**

At a meeting of the board of directors held on 22 August 2011, the directors resolve not to pay an interim dividend to shareholders (2010: Nil).



**11. 發展中土地**

發展中土地指有關長沙梅溪湖國際服務與科技創新城項目（「項目」）的土地收購成本、拆遷補償費用及其他前期基建成本。儘管本集團並無擁有該土地的所有權或土地使用權，本集團獲授權就該項目的土地基建及公共配套設施進行建造及籌備工程。當地方政府出售該等地段時，本集團有權自地方部門收取土地開發費用。

**12. 應收貿易賬款**

應收貿易賬款  
減值

Trade receivables  
Impairment

**121,974**  
**(1,239)**

100,624  
(1,127)

**120,735**

99,497

已出售物業的代價乃根據相關買賣協議的條款支付。雖然本集團與其客戶就提供酒店、裝修和其他服務的貿易條款主要為信貸條款，但新客戶一般需要預先付款。信貸期一般為一個月，而主要客戶可延長至三個月。每名客戶均設有最高信貸額。

本集團致力保持嚴格控制其未償還應收款，並設立信貸控制部門，將信貸風險減至最低。高級管理層定期審閱逾期結餘。鑑於上述各項，以及本集團的應收貿易賬款涉及大量不同類別客戶，故信貸風險的集中程度並不嚴重。應收貿易賬款為不計利息。

**11. LAND UNDER DEVELOPMENT**

Land under development represents the land requisition cost, compensation cost and other preliminary infrastructure costs in relation to Changsha Meixi Lake International Service and Technology Innovation City project (the "Project"). Though the Group does not have ownership title or land use right to such land, the Group is given the right to carry out construction and preparation works in respect of land infrastructure and ancillary public facilities in the Project. When the land plots are sold by the local government, the Group is entitled to receive from the local authorities the land development fee.

**12. TRADE RECEIVABLES**

<b>2011年</b>	2010年
<b>6月30日</b>	12月31日
<b>(未經審核)</b>	(經審核)
<b>港幣千元</b>	港幣千元
<b>30 June</b>	31 December
<b>2011</b>	2010
<b>(Unaudited)</b>	(Audited)
<b>HK\$'000</b>	HK\$'000

Consideration in respect of properties sold is payable in accordance with the terms of the related sale and purchase agreements, whilst the Group's trading terms with its customers in relation to the provision of hotel, decoration and other services are mainly on credit, except for new customers, where payment in advance is normally required. The credit period is generally one month, extending up to three months for major customers. Each customer has a maximum credit limit.

The Group seeks to maintain strict control over its outstanding receivables and has a credit control department to minimise credit risk. Overdue balances are reviewed regularly by senior management. In view of the aforementioned and the fact that the Group's trade receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. Trade receivables are non-interest-bearing.

**12. 應收貿易賬款 (續)**

於報告期末，應收貿易賬款按照發票日期的賬齡分析如下：

**12. TRADE RECEIVABLES (CONTINUED)**

An aged analysis of the trade receivables as at the end of the reporting period, based on the invoice date, is as follows:

		<b>2011年 6月30日 (未經審核) 港幣千元 30 June 2011 (Unaudited) HK\$'000</b>	2010年 12月31日 (經審核) 港幣千元 31 December 2010 (Audited) HK\$'000
1個月內	Within 1 month	<b>74,525</b>	63,033
1至3個月	1 to 3 months	<b>17,800</b>	17,407
4至6個月	4 to 6 months	<b>17,731</b>	8,610
6個月以上	Over 6 months	<b>10,679</b>	10,447
		<b>120,735</b>	99,497

**13. 應付貿易賬款和應付票據**

於報告期末，應付貿易賬款和應付票據按照發票日期的賬齡分析如下：

**13. TRADE AND BILLS PAYABLES**

An aged analysis of the trade and bills payables as at the end of the reporting period, based on the invoice date, is as follows:

		<b>2011年 6月30日 (未經審核) 港幣千元 30 June 2011 (Unaudited) HK\$'000</b>	2010年 12月31日 (經審核) 港幣千元 31 December 2010 (Audited) HK\$'000
1年以內或按要求償還	Within 1 year or on demand	<b>5,995,708</b>	729,877
1至2年	1 to 2 years	<b>4,783</b>	35,474
2至3年	2 to 3 years	<b>44,018</b>	20,333
3年以上	Over 3 years	<b>11,252</b>	2,063
		<b>6,055,761</b>	787,747

## 14. 計息銀行貸款和其他借款

計息銀行貸款及其他借款包括本公司全資子公司方興發展有限公司於2011年4月15日發行本金總額為500,000,000美元（相當於港幣3,887,965,000元）的票據。票據按面值發行，且直接交易成本為港幣29,848,000元。

票據由本公司擔保，並按年利率6.75%計息，將於2021年4月15日到期。

## 14. INTEREST-BEARING BANK AND OTHER BORROWINGS

Included in the interest-bearing bank and other borrowings are notes with aggregate principal amount of US\$500,000,000 (equivalent to HK\$3,887,965,000) issued by Franshion Development Limited, a wholly-owned subsidiary of the Company, on 15 April 2011. The notes were issued at par and the direct transaction costs attributable to the notes amounted to HK\$29,848,000.

The notes are guaranteed by the Company, interest-bearing at 6.75% per annum and will mature on 15 April 2021.

## 15. 出售子公司

## 15. DISPOSAL OF A SUBSIDIARY

		截至6月30日止六個月 For the six months ended 30 June	
		附註 2011年 (未經審核) 港幣千元 2011 (Unaudited) HK\$'000	2010年 (未經審核) 港幣千元 2010 (Unaudited) HK\$'000
所出售淨資產：	Net assets disposed of:		
發展中物業	Properties under development	689,107	—
現金和現金等價物	Cash and cash equivalents	2,303	—
		691,410	—
出售子公司收益	Gain on disposal of a subsidiary	4	1,137,510
換算海外業務產生的 匯兌差額撥回	Release of exchange differences on translation of foreign operations		4,634
		1,833,554	—
支付方式：	Satisfied by:		
現金	Cash	1,833,554	—
就出售子公司的現金和現金等價物流入淨額 分析如下：	An analysis of the net inflow of cash and cash equivalents in respect of the disposal of a subsidiary is as follows:		
現金代價	Cash consideration	1,833,554	—
所出售的現金和現金等價物	Cash and cash equivalents disposed of	(2,303)	—
出售子公司的現金和現金等價物 流入淨額	Net inflow of cash and cash equivalents in respect of the disposal of a subsidiary	1,831,251	—

**16. 或有負債**

於報告期末，本集團已就本集團若干物業買家的按揭融資提供為數約港幣32,594,000元（2010年12月31日：港幣45,531,000元）的擔保。

**17. 經營租賃安排**

本集團根據經營租賃安排租用其寫字樓物業。租賃期議定為一至五年。

於報告期末，本集團根據不可撤銷經營租賃於下列期間到期的日後最低租金付款總額如下：

**16. CONTINGENT LIABILITIES**

At the end of the reporting period, the Group has provided guarantees in respect of mortgage facilities for certain purchasers of the Group's properties amounting to approximately HK\$32,594,000 (31 December 2010: HK\$45,531,000).

**17. OPERATING LEASE ARRANGEMENTS**

The Group leases certain of its office properties under operating lease arrangements. Leases for properties are negotiated for terms ranging from one to five years.

At the end of the reporting period, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

		<b>2011年 6月30日 (未經審核) 港幣千元 30 June 2011 (Unaudited) HK\$'000</b>	2010年 12月31日 (經審核) 港幣千元 31 December 2010 (Audited) HK\$'000
一年內	Within one year	<b>4,983</b>	5,449
第二至第五年，包括首尾兩年	In the second to fifth years, inclusive	<b>2,051</b>	3,691
		<b>7,034</b>	9,140

**18. 承擔**

於報告期末，本集團有下列資本承擔：

**18. COMMITMENTS**

The Group had the following capital commitments as at the end of the reporting period:

		<b>2011年 6月30日 (未經審核) 港幣千元 30 June 2011 (Unaudited) HK\$'000</b>	2010年 12月31日 (經審核) 港幣千元 31 December 2010 (Audited) HK\$'000
已訂約但未提準備 發展中物業	Contracted, but not provided for Properties under development	<b>3,526,295</b>	1,759,773
發展中土地	Land under development	<b>1,134,887</b>	-
預付投資款	Prepayment for investment	<b>1,100,288</b>	1,075,285
		<b>5,761,470</b>	2,835,058

## 19. 關連方披露

(a) 本集團於本期間與關連方進行下列重大交易：

## 19. RELATED PARTY DISCLOSURES

(a) The Group had the following material transactions with related parties during the period:

		截至6月30日止六個月 For the six months ended 30 June	
		2011年 (未經審核) 港幣千元	2010年 (未經審核) 港幣千元
		2011 (Unaudited) HK\$'000	2010 (Unaudited) HK\$'000
同系子公司：	Fellow subsidiaries:		
租金收入	Rental income	(i) 91,979	76,009
物業管理費收入	Property management fee income	(i) 8,998	8,226
其他服務收入	Other service income	(ii) 14,433	40
利息開支	Interest expense	(iii) 39,707	25,586
直系控股公司：	The immediate holding company:		
利息開支	Interest expense	(iii) 7,863	–
租金開支	Rental expense	(iv) 1,632	1,220
中間控股公司：	The intermediate holding company:		
租金收入	Rental income	(i) 35,901	33,453
物業管理費收入	Property management fee income	(i) 4,068	3,434
最終控股公司：	The ultimate holding company		
租金收入	Rental income	(i) 4,097	4,497
物業管理費收入	Property management fee income	(i) 206	261

附註：

Notes:

- |   |  |
|---|--|
| <p>(i) 租金收入及物業管理費收入乃按本集團與本公司若干同系子公司、中間控股公司及最終控股公司訂立的相關協議的條款收取。</p> <p>(ii) 本集團按提供予第三方的相若條款收取其他服務收入。</p> <p>(iii) 應付本公司直系控股公司及同系子公司的其他貸款的利息開支按條款相若的銀行貸款利率扣除。</p> <p>(iv) 租金開支乃按本公司與直系控股公司訂立的協議的條款扣除。</p> | <p>(i) The rental income and property management fee income were charged at terms pursuant to the relevant agreements entered into by the Group with certain fellow subsidiaries, the intermediate holding company and the ultimate holding company of the Company.</p> <p>(ii) The other service income was charged by the Group on terms similar to those offered to third parties.</p> <p>(iii) The interest expenses on other loans due to the immediate holding company and a fellow subsidiary of the Company were charged at the interest rates of bank loans with similar terms.</p> <p>(iv) The rental expense was charged on terms pursuant to the agreement entered into by the Company and the immediate holding company of the Company.</p> |
|---|--|





## 19. 關連方披露 (續)

## (b) 與關連方的結餘 (續)

	附註	2011年 6月30日 (未經審核) 港幣千元	2010年 12月31日 (經審核) 港幣千元
	Note	30 June 2011 (Unaudited) HK\$'000	31 December 2010 (Audited) HK\$'000
計息貸款： 同系子公司	Interest-bearing loan: A fellow subsidiary	(ii) <b>2,044,250</b>	470,080

(ii) 結餘指自一間經中國人民銀行批准為金融機構的同系子公司借取的貸款。貸款乃非貿易性質、無抵押、按年利率介乎4.860%至6.400%計息，並須於2012年2月至2012年7月間償還。

## 19. RELATED PARTY DISCLOSURES (CONTINUED)

## (b) Outstanding balances with related parties (Continued)

(ii) The balance represents loans borrowed from a fellow subsidiary, which is a financial institution approved by the People's Bank of China. The loans are non-trade in nature, unsecured, bear interests ranging from 4.860% to 6.400% per annum and are repayable between February 2012 and July 2012.

## (c) 本集團主要管理人員的報酬

## (c) Compensation of key management personnel of the Group

		截至6月30日止六個月 For the six months ended 30 June	
		2011年 (未經審核) 港幣千元 2011 (Unaudited) HK\$'000	2010年 (未經審核) 港幣千元 2010 (Unaudited) HK\$'000
短期僱員福利	Short term employee benefits	<b>11,498</b>	8,150
離職後福利	Post-employment benefits	<b>123</b>	142
股份結算股票期權開支	Equity-settled share option expense	<b>360</b>	203
支付予主要管理人員的 報酬總額	Total compensation paid to key management personnel	<b>11,981</b>	8,495

**19. 關連方披露 (續)****(d) 與其他國有企業的交易**

本集團間接受中國政府控制，並在受中國政府通過不同機關、聯屬組織或其他機構直接或間接擁有或控制的企業（統稱「國有企業」）支配的經濟環境下經營。期內，本集團與其他國有企業進行交易，包括但不限於借貸、存款、銷售已開發物業、提供物業租賃及管理服務，以及提供分包服務。本公司董事認為，雖然本集團及該等其他國有企業最終受中國政府控制或擁有，但與其他國有企業所進行的此等交易均為日常業務過程中進行的活動，故未受重大或不必要的影響。本集團亦就其產品及服務制定定價政策，而該等定價政策並非取決於客戶是否為國有企業。經審慎考慮關係的本質後，本公司董事認為，此等交易概不屬於須另行作出披露的重大關連方交易。

**19. RELATED PARTY DISCLOSURES (CONTINUED)****(d) Transaction with other state-owned enterprises**

The Group is indirectly controlled by the PRC government and operates in an economic environment predominated by entities directly or indirectly owned or controlled by the government through its agencies, affiliates or other organisations (collectively “State-owned Entities” (“SOEs”). During the period, the Group had transactions with other SOEs including, but not limited to, borrowings, deposits, sale of properties developed, provision of property lease and management service and the provision of sub-contracting services. The directors of the Company consider that these transactions with other SOEs are activities conducted in the ordinary course of business and that the dealings of the Group have not been significantly or unduly affected by the fact that the Group and the other SOEs are ultimately controlled or owned by the PRC government. The Group has also established pricing policies for its products and services and such pricing policies do not depend on whether or not the customers are SOEs. Having due regard to the substance of the relationships, the directors of the Company are of the opinion that none of these transactions are material related party transactions that require separate disclosures.

## 20. 公平值及公平值架構

本集團金融工具的賬面值及公平值如下：

## 20. FAIR VALUE AND FAIR VALUE HIERARCHY

The carrying amounts and fair values of the Group's financial instruments are as follows:

		賬面值		公平值	
		Carrying amounts		Fair values	
		2011年	2010年	2011年	2010年
		6月30日	12月31日	6月30日	12月31日
		(未經審核)	(經審核)	(未經審核)	(經審核)
		港幣千元	港幣千元	港幣千元	港幣千元
		30 June	31 December	30 June	31 December
		2011	2010	2011	2010
		(Unaudited)	(Audited)	(Unaudited)	(Audited)
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
<b>金融資產</b>	<b>Financial assets</b>				
預付投資款	Prepayment for investment	1,587,300	1,551,287	1,587,300	1,551,287
應收貿易賬款	Trade receivables	120,735	99,497	120,735	99,497
計入預付款項、按金和 其他應收款的金融資產	Financial assets included in prepayments, deposits and other receivables	668,077	87,096	668,077	87,096
應收關連方款項	Due from related parties	10,805	12,936	10,805	12,936
受限制銀行結餘	Restricted bank balances	96,638	5,390	96,638	5,390
已抵押存款	Pledged deposits	5,570,810	2,086,791	5,570,810	2,086,791
現金和現金等價物	Cash and cash equivalents	13,648,710	11,229,509	13,648,710	11,229,509
		<b>21,703,075</b>	15,072,506	<b>21,703,075</b>	15,072,506
<b>金融負債</b>	<b>Financial liabilities</b>				
應付貿易賬款及票據	Trade and bills payables	6,055,761	787,747	6,055,761	787,747
計入其他應付款項及 應計款項的金融負債	Financial liabilities included in other payables and accruals	773,575	1,044,130	773,575	1,044,130
應付關連方款項	Due to related parties	76,881	1,144,750	76,881	1,144,750
計息銀行貸款及其他借款	Interest-bearing bank and other borrowings	30,835,875	18,235,237	30,835,875	18,235,237
		<b>37,742,092</b>	21,211,864	<b>37,742,092</b>	21,211,864

**20. 公平值及公平值架構 (續)**

除被迫或清盤出售外，金融資產及負債的公平值是由自願訂約方之間進行現有交易中可交換的金額。以下方法及假設已用於估計公平值：

現金和現金等價物、已抵押存款、受限制銀行結餘、應收貿易賬款、應付貿易賬款、計入預付款項、按金和其他應收款的金融資產、預付投資款、計入其他應付款項和應計款項的金融負債與應收／應付關連方款項的流動部分與其賬面值大致相若，原因是此等工具將於短期內到期。

應付關連方款項的非流動部分及計息銀行貸款及其他借款的非流動部分的公平值已透過將按相若條款、信貸風險及剩餘到期期限以現可就工具提供的折現率折現預計未來現金流計算。

於報告期末，本集團並無按公平值計算金融資產或負債。

**21. 中期財務報表的批准**

本簡明綜合中期財務報表於2011年8月22日經董事會批准並授權刊行。

**20. FAIR VALUE AND FAIR VALUE HIERARCHY***(CONTINUED)*

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

Cash and cash equivalents, pledged deposits, restricted bank balances, trade receivables, trade payables, financial assets included in prepayments, deposits and other receivables, prepayment for investment, financial liabilities included in other payables and accruals and the current portion of amounts due from/to related parties approximate to their carrying amounts largely due to the short term maturities of these instruments.

The fair values of the non-current portion of amounts due to related parties and interest-bearing bank and other borrowings have been calculated by discounting the expected future cash flows using rates currently available for instruments on similar terms, credit risk and remaining maturities.

At the end of the reporting period, the Group had no financial assets or liabilities measured at fair value.

**21. APPROVAL OF THE INTERIM FINANCIAL STATEMENTS**

These condensed consolidated interim financial statements were approved and authorised for issue by the board of directors on 22 August 2011.

## 其他資料 OTHER INFORMATION

### 股本

於2011年6月30日，本公司法定股本為20,000,000,000股普通股；已發行股本總額為9,161,489,489股普通股。

### 權益披露

#### 主要股東權益

據本公司董事所知，於2011年6月30日，除本公司董事及首席執行官外，以下人士於本公司股份或相關股份中擁有根據《證券及期貨條例》第XV部第2及3部份須向本公司披露，或須於本公司根據《證券及期貨條例》第336條規定所存置的登記冊中記錄，或已知會本公司及聯交所之權益及淡倉：

### SHARE CAPITAL

As at 30 June 2011, the authorised share capital of the Company was 20,000,000,000 ordinary shares and the total issued share capital was 9,161,489,489 ordinary shares.

### DISCLOSURE OF INTERESTS

#### Substantial Shareholders' Interests

So far as is known to the directors of the Company, as at 30 June 2011, the following persons (other than the directors and chief executive officer of the Company) had interests and short positions in the shares or underlying shares of the Company which were required to be notified to the Company pursuant to Divisions 2 and 3 of Part XV of the Securities and Futures Ordinance ("SFO"), or which were required, pursuant to section 336 of the SFO, to be recorded in the register of the Company referred to therein, or which had already been notified to the Company and the Stock Exchange:

主要股東名稱	Name of the substantial shareholder	好倉／淡倉 Long/short position	身份／權益性質 Capacity/nature of interests	普通股數目 Number of ordinary shares	佔已發行股本 之概約百分比 Approximate percentage of the issued share capital
中化香港	Sinochem Hong Kong	好倉 Long position	實益擁有人 Beneficial owner	5,759,881,259	62.87%
中國中化股份有限公司	Sinochem Corporation	好倉 Long position	受控制公司權益 (附註一) Interest of corporation controlled (Note 1)	5,759,881,259	62.87%
中國中化集團公司	Sinochem Group	好倉 Long position	受控制公司權益 (附註一) Interest of corporation controlled (Note 1)	5,759,881,259	62.87%
Earn Max Enterprises Limited	Earn Max Enterprises Limited	好倉 Long position	實益擁有人 Beneficial owner	548,254,417	5.98%
Warburg Pincus Private Equity X, L.P.	Warburg Pincus Private Equity X, L.P.	好倉 Long position	受控制公司權益 (附註二) Interest of corporation controlled (Note 2)	548,254,417	5.98%
Warburg Pincus X, L.P.	Warburg Pincus X, L.P.	好倉 Long position	受控制公司權益 (附註二) Interest of corporation controlled (Note 2)	548,254,417	5.98%
Warburg Pincus X, LLC	Warburg Pincus X, LLC	好倉 Long position	受控制公司權益 (附註二) Interest of corporation controlled (Note 2)	548,254,417	5.98%
Warburg Pincus Partners LLC	Warburg Pincus Partners LLC	好倉 Long position	受控制公司權益 (附註二) Interest of corporation controlled (Note 2)	548,254,417	5.98%
Warburg Pincus & Co.	Warburg Pincus & Co.	好倉 Long position	受控制公司權益 (附註二) Interest of corporation controlled (Note 2)	548,254,417	5.98%

**權益披露 (續)****主要股東權益 (續)**

除上文所披露外，本公司董事並不知悉任何人士（本公司董事及首席執行官除外）於2011年6月30日在本公司股份及相關股份中擁有，根據《證券及期貨條例》第XV部第2及3部份須向本公司披露，或須於本公司根據《證券及期貨條例》第336條規定所存置的登記冊中記錄，或已知會本公司及聯交所之權益或淡倉。

附註一：中國中化集團公司擁有中國中化股份有限公司98%的股份權益，而中國中化股份有限公司擁有中化香港的全部股份權益，就證券及期貨條例而言，中國中化集團公司和中國中化股份有限公司均被視為於上述所有由中化香港實益擁有的股份中擁有權益。

附註二：Earn Max Enterprises Limited的96.90%的股份權益由Warburg Pincus Private Equity X, L.P. 持有，而Warburg Pincus Private Equity X, L.P. 最終由Warburg Pincus & Co. 通過Warburg Pincus Partners LLC、Warburg Pincus X, LLC及Warburg Pincus X, L.P.（均由Warburg Pincus & Co.直接或間接完全控制）完全控制。就證券及期貨條例而言，Warburg Pincus & Co.、Warburg Pincus Partners LLC、Warburg Pincus X, LLC、Warburg Pincus X, L.P. 及Warburg Pincus Private Equity X, L.P. 均被視為於上述所有由Earn Max Enterprises Limited實益擁有的股份中擁有權益。

**DISCLOSURE OF INTERESTS (Continued)****Substantial Shareholders' Interests (Continued)**

Save as disclosed above, as at 30 June 2011, the directors of the Company were not aware of any person (other than the directors and chief executive officer of the Company) had interest or short position in the shares and underlying shares of the Company which were required to be notified to the Company pursuant to Divisions 2 and 3 of Part XV of the SFO, or which were required, pursuant to section 336 of the SFO, to be recorded in the register of the Company referred to therein, or which had already been notified to the Company and the Stock Exchange.

Note 1: Sinochem Group holds 98% equity interests in Sinochem Corporation, which in-turn holds the entire equity interests in Sinochem Hong Kong. For the purpose of the SFO, Sinochem Group and Sinochem Corporation are both deemed to be interested in the shares beneficially owned by Sinochem Hong Kong.

Note 2: Earn Max Enterprises Limited is 96.90% controlled by Warburg Pincus Private Equity X, L.P., which is ultimately wholly controlled by Warburg Pincus & Co. through Warburg Pincus Partners LLC, Warburg Pincus X, LLC and Warburg Pincus X, L.P., all being directly or indirectly wholly controlled by Warburg Pincus & Co. For the purpose of the SFO, each of Warburg Pincus & Co., Warburg Pincus Partners LLC, Warburg Pincus X, LLC, Warburg Pincus X, L.P. and Warburg Pincus Private Equity X, L.P. is deemed to be interested in the shares beneficially owned by Earn Max Enterprises Limited.

權益披露 (續)

董事及最高行政人員所擁有的本公司股份或相關股份權益

於2011年6月30日，除下文披露外，本公司董事、最高行政人員或彼等各自的任何聯繫人士概無於本公司及其相連法團（定義見《證券及期貨條例》第XV部份）的股份、相關股份或債券中擁有須根據《證券及期貨條例》第XV部份第7及8部份知會本公司及聯交所的任何權益和淡倉；或根據《證券及期貨條例》第352條規定須記錄於本公司存置的登記冊內的權益或淡倉；或根據聯交所證券上市規則（「上市規則」）附錄十所載上市公司董事進行證券交易的標準守則（「標準守則」）須知會本公司及聯交所的任何權益或淡倉。

DISCLOSURE OF INTERESTS (Continued)

Directors and Chief Executives' Interests in the Shares or Underlying Shares of the Company

Save as disclosed below, as at 30 June 2011, none of the directors and chief executives of the Company or their respective associates had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO; or which were required, pursuant to section 352 of the SFO, to be recorded in the register kept by the Company; or which were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in Appendix 10 to the Rules Governing the Listing of Securities on the Stock Exchange ("Listing Rules"), to be notified to the Company and the Stock Exchange.

姓名	Name of the director	身份 Capacity	持有股份數目 Number of shares held	持有相關 股份數目 (附註一) Number of underlying shares held (Note 1)	合共佔本公司 已發行股本 概約百分比 Approximate percentage of the issued share capital of the Company
王紅軍 (附註二)	WANG Hongjun (Note 2)	實益擁有人 Beneficial owner	—	290,872 (L)	0.0032%
李雪花	LI Xuehua	實益擁有人 Beneficial owner	—	341,216 (L)	0.0037%
賀斌吾	HE Binwu	實益擁有人 Beneficial owner	400,000(L)	341,216 (L)	0.0081%
江南 (附註三)	JIANG Nan (Note 3)	實益擁有人 Beneficial owner	—	295,068 (L)	0.0032%

(L) 表示好倉

(L) Denotes long positions

附註一：指獲得股票期權所涵蓋之相關股份，該等股票期權為非上市實物交收股本衍生工具。

Note 1: Represents the underlying shares subject to share options which are unlisted physically settled equity derivatives.

附註二：王紅軍先生的董事任期於2011年6月17日召開的股東週年大會屆滿後，已不再為本公司董事。

Note 2: Upon the expiry of his term as a director at the annual general meeting held on 17 June 2011, Mr. WANG Hongjun ceased to be a director of the Company.

附註三：江南先生的董事任期於2011年6月17日召開的股東週年大會屆滿後，已不再為本公司董事。

Note 3: Upon the expiry of his term as a director at the annual general meeting held on 17 June 2011, Mr. JIANG Nan ceased to be a director of the Company.

## 董事及高級管理層

於截至2011年6月30日止六個月期間：

賀斌吾先生、李雪花女士、劉漢銓先生、蘇錫嘉先生及劉洪玉先生經本公司於二零一一年六月十七日召開之股東週年大會膺選連任，獲重選為本公司董事。

李從瑞先生於二零一一年六月十七日獲委任為本公司執行董事，及李昕先生於二零一一年六月十七日獲委任為本公司非執行董事。

王紅軍先生、江南先生、高世斌先生及魏偉峰先生作為本公司董事之任期於二零一一年六月十七日召開之股東週年大會上屆滿，均已決定告退董事會，不再於股東週年大會上膺選連任，並均確認彼等與董事會並無分歧，亦無有關彼等之退任事宜須知會股東。

因上述董事變更，董事會專業委員會的構成如下：

審核委員會：蘇錫嘉先生（主席），李雪花女士，劉洪玉先生

薪酬及提名委員會：劉漢銓先生（主席），李昕先生，蘇錫嘉先生

戰略及投資委員會：何操先生（主席），羅東江先生，李從瑞先生，賀斌吾先生，劉洪玉先生

獨立董事委員會：劉漢銓先生（主席），蘇錫嘉先生，劉洪玉先生

除上述披露外，本公司董事及高級管理層於回顧期內並未發生其他變更。

## 回購、出售或贖回本公司之上市證券

於截至2011年6月30日止六個月期間，本公司或其任何子公司概無回購、出售或贖回本公司任何上市證券。

## DIRECTORS AND SENIOR MANAGEMENT

For the six months ended 30 June 2011:

Mr. HE Binwu, Ms. LI Xuehua, Mr. LAU Hon Chuen, Ambrose, Mr. SU Xijia and Mr. LIU Hongyu were re-elected as directors of the Company at the annual general meeting of the Company held on 17 June 2011.

Mr. LI Congrui was appointed as executive director of the Company on 17 June 2011 and Mr. LI Xin was appointed as non-executive director of the Company on 17 June 2011.

Mr. WANG Hongjun, Mr. JIANG Nan, Mr. GAO Shibin and Mr. NGAI Wai Fung decided to retire from the Board upon the expiry of their term as directors of the Company at the annual general meeting held on 17 June 2011, and did not offer themselves for re-election at the annual general meeting. They have confirmed that they have no disagreement with the Board and no matters relating to their retirement shall be brought to the attention of shareholders.

As a result of the above change in directors, the composition of the special committees under the Board is as follows:

Audit Committee: Mr. SU Xijia (*Chairman*), Ms. LI Xuehua and Mr. LIU Hongyu

Remuneration and Nomination Committee: Mr. LAU Hon Chuen, Ambrose (*Chairman*), Mr. LI Xin and Mr. SU Xijia

Strategy and Investment Committee: Mr. HE Cao (*Chairman*), Mr. LUO Dongjiang, Mr. LI Congrui, Mr. HE Binwu and Mr. LIU Hongyu

Independent Board Committee: Mr. LAU Hon Chuen, Ambrose (*Chairman*), Mr. SU Xijia and Mr. LIU Hongyu

Save as disclosed above, there was no change in the Company's directors and senior management during the period under review.

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

Neither the Company nor any of its subsidiaries had repurchased, sold or redeemed any listed securities of the Company for the six months ended 30 June 2011.



## 獨立董事委員會關於世貿投資選擇權之檢討

由本公司全體獨立非執行董事組成的獨立董事委員會於2011年8月22日召開會議，對其於2011年3月17日做出的暫不行使選擇權藉以收購中國中化集團公司於中國世貿投資有限公司（「世貿投資」）15%的權益的決定進行檢討。

獨立董事委員會經仔細審閱世貿投資的相關資料，並考慮公司近期在獲取土地儲備方面取得重大進展，2011年獲取的長沙梅溪湖項目開發體量龐大、開發週期較長、資金需求較大，如此時再收購世貿投資，則對公司的人力財力等各方面將提出更大挑戰。加之中國中化集團公司僅持有世貿投資15%的股權，由於持股比例較低，在管理和業務上不對世貿投資具有實質的影響力，且世貿投資的財務貢獻主要通過派息分紅體現，對公司的協同效應並不顯著。有鑑於此，獨立非執行董事一致認為，現時行使對世貿投資的選擇權並不符合本公司及股東的整體最佳利益。

獨立董事委員會一致決定，目前仍暫不行使選擇權藉以收購中國中化集團公司於世貿投資15%的權益。誠如招股書及本公司2010年4月9日發佈的公告所述，獨立董事委員會將繼續不時檢討對世貿投資的選擇權，並於本公司中期及年度報告中做出相關批露。

## 審核委員會之審閱

董事會下屬審核委員會已審閱本公司截至2011年6月30日止六個月的未經審核簡明綜合中期財務報表；亦已就本公司所採納的會計政策及常規等事項，與本公司的高級管理層進行商討。

截至2011年6月30日止六個月期間的中期業績未經審計，但安永會計師事務所已經根據香港會計師公會所頒佈的香港審閱工作準則第2410號「公司獨立核數師對中期財務數據的審閱」進行審閱工作。

## REVIEW OF THE OPTION OVER SHIMAO INVESTMENT BY THE INDEPENDENT BOARD COMMITTEE

A meeting was held by the Independent Board Committee comprising all independent non-executive directors of the Company on 22 August 2011 to review its decision made on 17 March 2011 not to exercise, for the time being, the option to acquire Sinochem Group's 15% interest in China Shimao Investment Company Limited ("Shimao Investment").

After careful review of the relevant information of Shimao Investment and taking into account the recent significant achievement in land reserve, in particular, the Changsha Meixi Lake Project acquired in 2011 which is a large-scale development with long development cycle and huge demand for funds, the Company considers the acquisition of Shimao Investment at the moment as a greater challenge to the Company in various aspects including manpower and financial capacity. In addition, with only 15% equity interests in Shimao Investment, Sinochem Group does not have a material influence on the management and business of Shimao Investment given its low shareholding percentage. Besides, the financial contribution of Shimao Investment is mainly made through dividend and bonus distribution and the synergies generated to the Company are minimal. In view of the foregoing, all the independent non-executive directors considered that the exercise of the option over Shimao Investment currently is not in the best interests of the Company and its shareholders as a whole.

The Independent Board Committee unanimously resolved still not to exercise the option to acquire Sinochem Group's 15% interest in Shimao Investment. As disclosed in the prospectus and the announcement dated 9 April 2010 of the Company, the Independent Board Committee would continue to review the option over Shimao Investment from time to time, and relevant disclosure will be made in the interim and annual reports of the Company.

## REVIEW BY THE AUDIT COMMITTEE

The Audit Committee under the Board has reviewed the unaudited condensed consolidated interim financial statements of the Company for the six months ended 30 June 2011 and also discussed with the Company's senior management about the matters such as the accounting policies and practices adopted by the Company.

The interim results for the six months ended 30 June 2011 have not been audited but have been reviewed by Ernst & Young in accordance with Hong Kong Standard on Review Engagements 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Hong Kong Institute of Certified Public Accountants.

## 重大訴訟

本公司於截至2011年6月30日止六個月期間並無面對任何可對本公司構成不利影響的重大訴訟。

## 遵守標準守則

本公司已採納上市規則附錄十所載的標準守則，以規管董事進行證券交易。經向全體董事作出特定查詢後，確認彼等已於截至2011年6月30日止六個月期間，遵守標準守則所載的規定標準。

本集團所有員工買賣本公司證券必須遵守本公司參照標準守則制定的「方興地產員工買賣公司證券的規定」。本公司董事並不知悉於截至2011年6月30日止六個月期間內有關員工未有遵守該規定的任何事件。

## 遵守企業管治常規守則

本公司於截至2011年6月30日止六個月期間，一直遵守上市規則附錄十四所載「企業管治常規守則」（「企業管治守則」）的守則條文。

企業管治守則第A.4.2條規定，所有填補空缺而獲委任的董事，須於獲委任後的首次股東大會上由股東重新選舉，而本公司章程規定，前述董事可於獲委任後首次股東週年大會上由股東選舉。本公司的做法與企業管治守則存在上述細微的區別，但此等差別對本公司經營無任何不利影響。

## MATERIAL LITIGATION

For the six months ended 30 June 2011, the Company was not subject to any material litigation that could have a material adverse impact on the Company.

## COMPLIANCE WITH THE MODEL CODE

The Company has adopted the Model Code set out in Appendix 10 to the Listing Rules to govern securities transactions by the directors. Having made specific enquiries of all the directors, the Company confirmed that they had complied with the required standard set out in the Model Code during the six months ended 30 June 2011.

All the employees of the Group shall comply with “Rules for Securities Transactions by the Employees of Franshion Properties” formulated by the Company with reference to the Model Code in their dealings in the Company’s securities. For the six months ended 30 June 2011, the directors of the Company were not aware of any non-compliance with the rules by any employee.

## COMPLIANCE WITH THE CODE ON CORPORATE GOVERNANCE PRACTICES

The Company has complied with the code provisions of the Code on Corporate Governance Practices (“Corporate Governance Code”) set out in Appendix 14 to the Listing Rules for the six months ended 30 June 2011.

Code provision A.4.2 of the Corporate Governance Code stipulates that a director appointed to fill a casual vacancy shall be subject to re-election by shareholders at the first general meeting after the appointment, while the Articles of Association of the Company provides that such director may be elected by the shareholders at the first annual general meeting after the appointment. There exists minor difference between the practices of the Company and that of the Corporate Governance Code, and such difference will not adversely affect the operations of the Company.

## **保護環境 共建未來**

作為良好企業公民，我們在2011年中期報告全書以環保再生樹林認證（FSC）紙張印製，以履行我們的企業責任，為下一代建立美好的未來。

## **Protect environment, Create future together**

For the reason of good corporate citizenship, we print our 2011 Interim Report with FSC paper to fulfill our corporate responsibility and create a bright future for our next generation.

**方興地產(中國)有限公司**  
**FRANSHION PROPERTIES (CHINA) LIMITED**

香港灣仔港灣道一號會展廣場辦公大樓47樓4702-4703室  
Rooms 4702-4703, 47th Floor, Office Tower, Convention Plaza, No. 1 Harbour Road, Wan Chai, Hong Kong

