



# 華南城

## China South City Holdings Limited 華南城控股有限公司

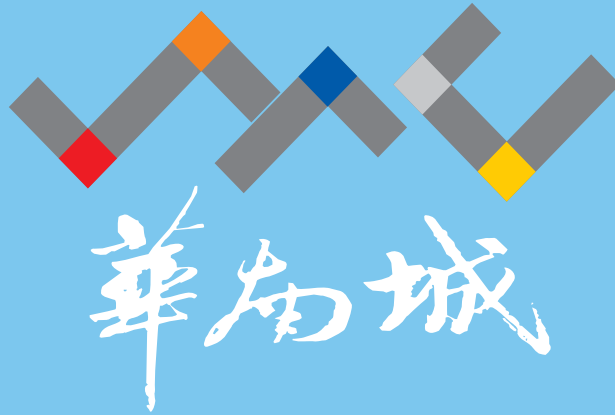
(incorporated in Hong Kong with limited liability)

(於香港註冊成立的有限公司)

Stock Code 股份代號：1668

INTERIM REPORT 2011/12 中期報告





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華南城控股有限公司

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# China South City Shenzhen

深圳 • 華南城

2.60 million m<sup>2</sup>  
百萬平方米



Rendering  
電腦效果圖



# China South City Nanchang

南昌 • 華南城

4.28 million m<sup>2</sup>  
百萬平方米



Rendering  
電腦效果圖



# China South City Nanning

南寧 • 華南城

4.88 million m<sup>2</sup>  
百萬平方米



Rendering  
電腦效果圖



# China South City Xi'an

西安·華南城

17.50 million m<sup>2</sup>  
百萬平方米



Rendering  
電腦效果圖



# China South City Harbin

哈爾濱 • 華南城

12.00 million m<sup>2</sup>  
百萬平方米





# Corporate Information

## 公司資料

### Board of Directors

#### Executive Directors

Mr. Cheng Chung Hing (*Co-Chairman*)  
Mr. Leung Moon Lam (*Chief Executive Officer*)  
Professor Xu Yang

#### Non-Executive Directors

Dr. Ma Kai Cheung *SBS, BBS (Co-Chairman)*  
Mr. Sun Kai Lit Cliff *BBS, JP*  
Dr. Ma Wai Mo  
Mr. Cheng Tai Po

#### Independent Non-Executive Directors

Mr. Leung Kwan Yuen Andrew *GBS, SBS, JP*  
Mr. Li Wai Keung  
Mr. Hui Chiu Chung Stephen *JP*  
Mr. Shi Wan Peng

#### Chief Financial Officer

Mr. Fung Sing Hong Stephen (*FCPA*)

#### Company Secretary

Ms. Tse Man Yu Michelle (*FCPA*)

#### Auditors

Ernst & Young

#### Legal Advisors

*As to Hong Kong law*  
Baker & McKenzie

*As to China law*

Commerce & Finance Law Offices

#### Principal Bankers

The Hongkong and Shanghai Banking Corporation Limited  
Industrial and Commercial Bank of China Limited  
Bank of China Limited  
China Construction Bank Corporation Limited  
Agricultural Bank of China  
Shanghai Pudong Development Bank Co., Ltd.  
Industrial and Commercial Bank of China (Asia) Limited

### 董事會

#### 執行董事

鄭松興先生(*聯席主席*)  
梁滿林先生(*行政總裁*)  
許揚教授

#### 非執行董事

馬介璋博士 *銀紫荊星章、銅紫荊星章(聯席主席)*  
孫啟烈先生 *銅紫荊星章、太平紳士*  
馬偉武博士  
鄭大報先生

#### 獨立非執行董事

梁君彥先生 *金紫荊星章、銀紫荊星章、太平紳士*  
李偉強先生  
許照中先生 *太平紳士*  
石萬鵬先生

#### 集團首席財務總監

馮星航先生(*FCPA*)

#### 公司秘書

謝文瑜女士(*FCPA*)

#### 核數師

安永會計師事務所

#### 法律顧問

*香港法律*  
貝克·麥堅時律師事務所

*中國法律*

通商律師事務所

#### 主要往來銀行

香港上海滙豐銀行有限公司  
中國工商銀行股份有限公司  
中國銀行有限公司  
中國建設銀行股份有限公司  
中國農業銀行  
上海浦東發展銀行股份有限公司  
中國工商銀行(亞洲)有限公司

# Corporate Information

## 公司資料

### Registered Office

Room 2205, Sun Life Tower,  
The Gateway, 15 Canton Road,  
Tsimshatsui,  
Kowloon,  
Hong Kong

### Share Registrar

Computershare Hong Kong Investor Services Limited  
Shops 1712–1716, 17th Floor, Hopewell Centre,  
183 Queen's Road East,  
Wanchai,  
Hong Kong

### Listing Information

#### Share Listing

The Stock Exchange of Hong Kong Limited  
Stock code: 1668

### Senior Notes Listing

The Company's 13.5% 5 years senior notes  
The Singapore Exchange Securities Trading Limited

### Website

[www.chinasouthcity.com](http://www.chinasouthcity.com)

### Investor Relations

Telephone : (852) 3188-3118  
Fax : (852) 3188-1323  
Email : [ir@chinasouthcity.com](mailto:ir@chinasouthcity.com)

### 註冊辦事處

香港  
九龍  
尖沙咀  
廣東道15號港威大廈  
永明金融大樓2205室

### 證券登記處

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

### 上市資料

#### 股份上市

香港聯合交易所有限公司  
股份代號：1668

### 優先票據上市

本公司之13.5% 5年期優先票據  
新加坡證券交易所有限公司

### 網站

[www.chinasouthcity.com](http://www.chinasouthcity.com)

### 投資者關係

電話：(852) 3188-3118  
傳真：(852) 3188-1323  
電郵：[ir@chinasouthcity.com](mailto:ir@chinasouthcity.com)

# Chairman's Statement

## 主席報告

On behalf of the board (the "Board") of directors ("Directors") of China South City Holdings Limited ("China South City" or the "Company"), I am pleased to report the interim results of the Company and its subsidiaries (the "Group") for the six months ended 30 September 2011.

### Results and Dividend

In the first half of this fiscal year, the Group continued to report strong growth, with revenue rising by 47.1% to approximately HK\$868.6 million (six months ended 30 September 2010: approximately HK\$590.5 million). Along with revenue growth and the disposal of Heyuan residential segment, profit attributable to owners of the parent increased by 56.6% to approximately HK\$543.6 million (six months ended 30 September 2010: approximately HK\$347.2 million). Basic earnings per share were HK9.08 cents (six months ended 30 September 2010: HK5.80 cents).

The Board declared that there would be no distribution of an interim dividend for the six month ended 30 September 2011 (six months ended 30 September 2010: Nil).

### Review of the Market and Operations

The business environment in the period under review was challenging but abundant with opportunities. The inflation control policies imposed by the Central Government, including the higher levels of bank reserves and benchmark lending, controlled the momentum of rapid economic growth in China to a sustainable level. Measures regulating the residential property market, on the other hand, favored the commercial property market. Upholding our position as one of the leading developers and operators of large-scale, integrated logistics and trade centers in China, China South City has benefited from favorable market conditions driven by the fast rising domestic demand for consumer goods as well as the procurement of industrial materials and finished goods by various industries.

For the review period, sales revenue was primarily attributed to China South City Shenzhen ("CSC Shenzhen") and China South City Heyuan ("CSC Heyuan"). CSC Shenzhen, with its proven track record, continued to deliver outstanding performance with growth in various aspects, including sales of trade center units, finance lease of office units and residential units as well as total occupancy rates for trade center units and shops and the office tower. The gross floor area ("GFA") under contract for sales and finance lease in

本人謹代表華南城控股有限公司(「華南城」或「本公司」)董事會欣然呈報本公司及其附屬公司(「本集團」)截至2011年9月30日止六個月的中期業績報告。

### 業績及股息

於本財政年度的上半年，本集團繼續錄得顯著增長，收入增加47.1%至約868.6百萬港元(截至2010年9月30日止六個月：約590.5百萬港元)。隨著收入增加及出售河源項目住宅分部，母公司擁有人應佔利潤上升56.6%至約543.6百萬港元(截至2010年9月30日止六個月：約347.2百萬港元)。每股基本盈利為9.08港仙(截至2010年9月30日止六個月：5.80港仙)。

董事會決議不派付截至2011年9月30日止六個月的中期股息(截至2010年9月30日止六個月：無)。

### 市場及營運回顧

儘管回顧期內的營商環境挑戰重重，但仍商機處處。中央政府實施壓抑通脹的政策，包括提高銀行儲備及貸款基準利率，以緩和中國經濟急促增長的勢頭至可持續發展的水平。另一方面，規管住宅物業市場的措施卻有利於商用物業市場。華南城作為中國領先大型綜合商貿物流及商品交易中心發展商和營運商之一，在國內消費品需求飆升以及不同行業對工業材料及成品採購的需求帶動下，受惠於利好的市況。

於回顧期內，銷售收入主要來自深圳華南城及河源華南城。承接優秀往績，深圳華南城表現持續出色，於交易中心商舖銷售、寫字樓單位及住宅單位的融資租賃、交易中心單位和商舖以及寫字樓的總佔用率等方面均錄得增長。交易中心單位、寫字樓單位及住宅單位已訂立合同的銷售及融資租賃總建築面積合共約43,650平方米，較去年同期增長

# Chairman's Statement

## 主席報告

trade center units, office units and residential units totaled approximately 43,650 square meters ("sq. m."), representing 11.9% growth compared to the same period last year (six months ended 30 September 2010: approximately 39,000 sq. m.). The total occupancy rates for phase I and phase II trade center units and shops which have been launched, together with phase II office space, also achieved invigorating operating results and reached 92%, 47% and 97%, respectively (30 September 2010: 86%, 26% and 93% respectively) at the end of the period. For CSC Heyuan, a sale of approximately 16,700 sq. m. residential properties was recorded for the review period before the disposal of its residential segment.

Capitalizing on its brand recognition and increasing traffic, CSC Shenzhen has attracted a line-up of renowned brands that ranges from international fashion and sportswear brands to popular food and beverage shops, well-known banks, as well as chain stores, providing shopping and leisure under one roof. A wide assortment of themed product centers have also been established so as to cater to the needs at the local level.

To bolster growth momentum in our business, the construction of China South City Nanchang ("CSC Nanchang"), China South City Nanning ("CSC Nanning") and China South City Xi'an ("CSC Xi'an") is in full-swing to tap the surging demand driven by the regional economic growth where our projects are located. Pre-sales for trade center and residential units for CSC Nanchang and registration of trade center units for merchants in CSC Nanning and CSC Xi'an have commenced. Perceiving the growing northeast market, in October 2011, the Group entered into a project agreement to develop a large-scale integrated logistics and trade center in Harbin through a 51%-owned joint venture to be formed following the framework agreement signed in June the same year.

In addition, for the sake of cohering with our core business of developing and operating integrated logistics and trade centers, the Group disposed of its residential segment of CSC Heyuan for a total consideration of approximately RMB967.8 million (approximately HK\$1,185.9 million) for equity interest and assignment of loan due from the residential segment of CSC Heyuan on 28 September 2011.

11.9% (截至2010年9月30日止六個月：約39,000平方米)。於期終，已推出的一期及二期交易中心單位及商舖，連同二期寫字樓的總佔用率錄得驕人業績，分別達到92%、47%及97% (2010年9月30日：分別為86%、26%及93%)。至於河源華南城方面，於回顧期內住宅分部在出售前已銷售約16,700平方米住宅物業。

憑藉品牌知名度及人流的提升，深圳華南城吸引了不少知名品牌的青睞：從國際時裝及運動服飾品牌、廣受歡迎的餐飲食肆、知名銀行以至連鎖店等，購物與消閒共冶一爐。為迎合本土需求，不同主題的交易中心亦已設立。

為加強業務增長勢頭，南昌華南城、南寧華南城及西安華南城的建設工程如火如荼，以抓緊項目所在地區經濟增長帶動的殷切需求。南昌華南城交易中心及住宅單位已開始預售，南寧華南城及西安華南城交易中心商舖亦已開放予商戶預約登記。有見東北市場增長之勢，本集團繼2011年6月簽訂框架協議後，已於同年10月訂立項目協議，透過將予成立本集團擁有其中51%權益的合營公司在哈爾濱開發大型綜合商貿物流及商品交易中心。

此外，為貫徹華南城開發及經營大型綜合商貿物流及商品交易中心的業務策略，本集團於2011年9月28日出售其河源華南城住宅分部，總代價約為人民幣967.8百萬元(約1,185.9百萬港元)，當中包括河源華南城住宅項目的股本權益及應收貸款之轉讓。

# Chairman's Statement

## 主席報告

As a responsible enterprise, the Group is committed to promoting environmental and social sustainability. An LED lighting system with features of durability, energy savings and low carbon emission has been installed in all newly constructed buildings in CSC Shenzhen, CSC Nanchang, CSC Nanning and CSC Xi'an since 2011, and will be further extended to the Group's other projects. The automation system on most premises has worked to improve efficiency in electricity usage on lighting, air-conditioning and elevator. Last but not least, the Group has taken the initiative to apply less polluting or renewable energy, as well as other energy management systems to our projects. The Group would advance our project planning with feasible measures so as to help achieving environmental sustainability and cost efficiency.

### Prospects

Looking forward, notwithstanding the negative sentiments on the back of the sovereign debt crises in Europe, the Group remains positive in its outlook on Chinese economy and on commercial property markets largely due to the ongoing strength of consumer spending and internal demand in China. Our projects in Nanchang, Nanning and Xi'an, have been progressing well at large and are prepared for pre-sales at an opportune time during the second half of the fiscal year. Leveraging our unique business model and strong brand recognition, we are optimistic that these projects will continue to be well-received by the market. The Group will prudently seek to identify opportunities with great diligence to further replicate our business model in other suitable areas in China so as to create optimal value for our shareholders.

Lastly, on behalf of the Board, I would like to take this opportunity to express my sincere gratitude to all shareholders, noteholders, customers and business partners for their trust in the Group and their unwavering support. I would also like to thank the management and staff for their professionalism and dedication.

### Cheng Chung Hing

*Co-Chairman & Executive Director*

Hong Kong, 28 November 2011

作為一家負責任的企業，本集團致力於促進環境及社會的可持續發展。深圳華南城、南昌華南城、南寧華南城及西安華南城自2011年開始的新建項目已安裝耐用、節能及低碳排放的LED照明系統，並將進一步伸延至本集團其他項目。華南城大部份建築物亦安裝了自動化控制系統以有效地控制建築物的照明、空調及電梯等用電量。此外，本集團會積極籌劃使用各種低污染或再生能源以及其他能源管理系統，並於項目規劃時考慮可行措施，以協助持續改善環境及節省成本。

### 前景

展望未來，儘管面對歐洲主權債務危機的負面氛圍，但基於中國持續強勁的商品消費及內需，本集團仍對中國經濟及商用物業市場抱持樂觀態度。我們於南昌、南寧及西安的項目進展大致良好，並將於下半財年適當時候開始預售。憑藉獨特的業務模式及品牌的知名度，我們對該等項目可繼續深受市場歡迎感到樂觀。本集團亦將審慎尋求機會，於中國其他合適地區進一步複製華南城的業務模式，為股東創造更佳價值。

最後，本人謹代表董事會衷心感謝所有股東、票據持有人、客戶及業務夥伴對本集團一直以來的信任及鼎力支持，同時對管理層及各員工的專業精神及貢獻深表謝意。

### 鄭松興

*聯席主席兼執行董事*

香港，2011年11月28日

# Management Discussion and Analysis

## 管理層討論及分析

### BUSINESS REVIEW

During the period under review, policies like tightening monetary control have been implemented by the Central Government to slow the pace of soaring economic growth to a sustainable level, in a bid to combat inflation. However, considering the up and growing total retail sales, the enormous domestic demand of consumer products sustains a burgeoning procurement of manufacturing materials as well as finished products by all manner of industries, in turn in favor of the Group as one of the developers and operators of large-scale, integrated logistics and trade centers in China. Moreover, the regulatory measures on residential market become an added impetus to the commercial property market.

During the period under review, China South City has continued to record strong growth in revenue. The revenue was mainly generated from the sales and leasing of CSC Shenzhen and CSC Heyuan. Meanwhile, the development of other projects, namely CSC Nanchang, CSC Nanning and CSC Xi'an are in general progressing well. These projects, slated for launch in the second half of the fiscal year, are expected to make notable contributions to the Group for the remainder of the year.

### China South City Shenzhen

Strategically located in the heart of the Pearl River Delta region, CSC Shenzhen is the Group's first project in China, with a site area of approximately 1.06 million sq. m. and a planned total GFA of approximately 2.6 million sq. m. As of 30 September 2011, approximately 1.5 million sq. m. of trade center units and ancillary facilities are in operation in CSC Shenzhen, of which phase I takes up approximately 464,000 sq. m. while phase II occupies the remaining approximately 1.0 million sq. m.

### 業務回顧

於回顧期內，中央政府實施緊縮貨幣等政策，以將增長過熱的經濟步伐減慢至可持續發展水平，並同時打擊通脹。然而，隨著零售總額的持續增長，消費品的強大內需令不同行業對工業材料及成品的採購不斷增加，使作為中國大型綜合商貿物流及商品交易中心發展商和營運商之一的本集團受惠其中。此外，住宅市場的規管措施亦為商用物業市場添上額外動力。

於回顧期內，華南城收入持續錄得可觀增長。有關收入主要來自深圳華南城及河源華南城的銷售及租賃。同時，其他項目包括南昌華南城、南寧華南城及西安華南城的發展進度大理想。預期該等將於本財政年度下半年推出的項目可於本年度餘下時間為本集團帶來顯著貢獻。

### 深圳華南城

深圳華南城為本集團在中國的首個項目，位處珠江三角洲的心臟地帶，淨用地面積約1.06百萬平方米，總規劃建築面積約為2.6百萬平方米。於2011年9月30日，約1.5百萬平方米的交易中心商舖及配套設施已投入運作，其中一期約佔464,000平方米，二期則佔餘下約1.0百萬平方米。

# Management Discussion and Analysis

## 管理層討論及分析

CSC Shenzhen phase I currently houses suppliers of five key light industries that are complementary to each other, namely, Textile and Clothing, Leather and Accessories, Electronics and Accessories, Printing, Paper and Packaging, and Metals, Chemicals and Plastics. With the development of CSC Shenzhen and the surrounding region, phase II now has an expanded product range that includes industrial raw materials, finished products, small commodities, themed products and factory outlets. The Tea and Tea Ware Center with planned GFA of approximately 16,000 sq. m., the Shenzhen-Hong Kong collaborative projects of Hong Kong Products Sales Center and a Home Furnishing Center, which offers a broad selection of creative Chinese lifestyle products ranging from stylish houseware and decorative accessories to trendy gifts with a GFA of approximately 4,700 sq. m., were launched during the period under review. The Outlet Center, which has already incorporated a list of the major international sportswear brands since its opening in April 2011, recently extended its business to fashion, leather goods and accessories renowned brands.

As a modern integrated logistics trading platform, CSC Shenzhen makes available to its tenants and their customers a full range of integrated logistics and trade services and facilities, including trade centers, office facilities, residential facilities, both bonded and common warehousing, and hotel and dining. Banking and financial services, on-site logistics services and quality testing services provided by third parties are available in CSC Shenzhen as well. There are also on-site governmental organizations. Leveraging our strong brand recognition and increasing levels of traffic, food and beverage shops like McDonald and KFC; to banks that include Bank of China, Industrial and Commercial Bank of China, Agricultural Bank of China, Pingan Bank and Postal Savings Bank of China; as well as a variety of chain stores offering diversified services such as China Mobile, China Telecom are well underway to serve our tenants and their customers for convenient one-stop services at CSC Shenzhen.

深圳華南城一期目前涵蓋五大互補輕工行業，包括紡織服裝、皮革皮具、電子原材料、印刷紙品包裝、五金化工和塑膠。隨著深圳華南城及鄰近地區不斷發展，二期的產品類別亦拓展至工業原材料、成品、小商品、主題商品及廠商直銷奧特萊斯中心等。規劃建築面積約16,000平方米的茶葉及茶具中心、提供香港品牌的深港合作項目港貨直銷中心，以及建築面積約4,700平方米，提供創意中式生活產品(包括時尚家居用品、裝飾配件以及潮流禮品等)的家居中心已於回顧期內開幕。奧特萊斯中心自2011年4月開幕以來已吸納了一系列主要國際運動服裝品牌，目前更將業務擴展至品牌時裝、皮革商品及配飾等。

作為一個現代化的綜合商貿物流平台，深圳華南城為其租戶及彼等客戶提供全面的綜合商貿物流及商品交易服務和設施，包括交易中心、寫字樓設施、住宅設施、保稅倉及普通倉儲、酒店及食肆等。深圳華南城亦設有由第三方提供的銀行及金融服務、駐場物流服務、質檢服務以及駐場政府機構。憑藉華南城品牌的知名度及不斷提升的人流，不少知名品牌陸續入駐，當中包括麥當勞及肯德基等餐飲店；中國銀行、中國工商銀行、中國農業銀行、平安銀行及中國郵政儲蓄銀行等銀行；以及中國移動、中國電信等提供多元化服務的連鎖店，為深圳華南城的租戶及彼等客戶提供便捷的一站式服務。



More new brands at the Outlet Center, CSC Shenzhen  
深圳華南城奧特萊斯中心陸續引入更多品牌

# Management Discussion and Analysis

## 管理層討論及分析

The total occupancy rates of CSC Shenzhen continued to rise during the period under review, alongside a steady increase in the rental rate. The total occupancy rate of the phase I trade centers and shops increased to 92% (30 September 2010: 86%), while the average monthly rental rate rose to approximately HK\$33.6/sq. m. (30 September 2010: approximately HK\$28.6/sq. m.). The total occupancy rate of phase II trade centers and shops launched GFA also rose to 47% (30 September 2010: 26%), while the average monthly rental rate reached approximately HK\$35.9/sq. m. (30 September 2010: approximately HK\$33.8/sq. m.). CSC Shenzhen phase II office tower space achieved a high occupancy rate of 97% at the end of the period, while its rental rate rose to approximately HK\$40.0/sq. m. (30 September 2010: approximately HK\$38.5/sq. m.).

In addition, CSC Shenzhen entered into sales contracts of trade center units totaling approximately 33,680 sq. m. during the review period, representing a growth of 35.1% against the same period last year (six months ended 30 September 2010: approximately 24,900 sq. m.). The average selling price increased slightly to approximately HK\$16,300/sq. m. (six months ended 30 September 2010: HK\$15,900/sq. m.). Moreover, contracts for finance lease for a GFA of approximately 7,000 sq. m. of the office tower at an average rate of approximately HK\$9,600/sq. m. (six months ended 30 September 2010: approximately HK\$9,000/sq. m.), and a GFA of approximately 3,000 sq. m. of the residential properties at an average rate of approximately HK\$7,400/sq. m. (six months ended 30 September 2010: approximately HK\$6,400/sq. m.) were committed during the period under review.

Phase III of CSC Shenzhen has a planned total GFA of approximately 837,000 sq. m. for trade center and commercial complex, of which an office tower of approximately 52,000 sq. m. is expected to be completed in the second half of the fiscal year in order to meet the demand for quality office premises. Riding on the successful launch of the phase II office tower, a total GFA of approximately 22,500 sq. m. of the new office tower has been contracted for finance lease during the review period.

於回顧期內，深圳華南城多項的總佔用率持續攀升，同時租金亦穩步上揚。一期交易中心及商舖的總佔用率上升至92%（2010年9月30日：86%），而平均月租則升至約33.6港元/平方米（2010年9月30日：約28.6港元/平方米）。而二期已推出的交易中心及商舖建築面積之總佔用率亦增至47%（2010年9月30日：26%），平均月租達到約35.9港元/平方米（2010年9月30日：約33.8港元/平方米）。於回顧期終，深圳華南城二期寫字樓的總佔用率高達97%，而租金則升至約40.0港元/平方米（2010年9月30日：約38.5港元/平方米）。

此外，於回顧期內深圳華南城已就建築面積合共約33,680平方米的交易中心商舖單位簽訂銷售合同，較去年同期增長35.1%（截至2010年9月30日止六個月：約24,900平方米）。平均售價微升至約16,300港元/平方米（截至2010年9月30日止六個月：約15,900港元/平方米）。而建築面積約7,000平方米，平均單價約9,600港元/平方米（截至2010年9月30日止六個月：約9,000港元/平方米）的寫字樓單位，以及建築面積約3,000平方米，平均單價為約7,400港元/平方米（截至2010年9月30日止六個月：約6,400港元/平方米）的住宅單位亦已於回顧期內訂立融資租賃合同。

深圳華南城三期由總規劃建築面積約為837,000平方米的交易中心及綜合商業大樓組成，其中建築面積約52,000平方米的新寫字樓將於本財政年度下半年竣工，以滿足市場對優質辦公室的需求。接續二期寫字樓的勢頭，新寫字樓其中約22,500平方米的建築面積已於回顧期內訂立融資租賃合同。



# Management Discussion and Analysis

## 管理層討論及分析

### Industrial Fair at CSC Shenzhen

In April 2011, the Group continued to co-organize the 4th China (Shenzhen) International Industrial Fair (“CIIF”) with the China Council for the Promotion of International Trade, China Chamber of International Commerce and the Shenzhen Municipal People’s Government. With an aim to boost the economy of the region, the CIIF has become an annual signature event. The event not only boosted traffic and business flows at CSC Shenzhen, but also enhanced the Group’s reputation.

### China South City Nanchang

With a planned site area of approximately 1.55 million sq. m., CSC Nanchang is situated in Nanchang City, the capital city of Jiangxi Province. The project, with a planned total GFA of approximately 4.28 million sq. m., will provide a comprehensive set of facilities that includes trade center shops, supporting commercial and residential facilities, warehouse facilities and car parks.

Benefiting from its strategic location in Nanchang, a major transportation hub in the southern part of China, CSC Nanchang is designed to serve the Pan Pearl River Delta and Yangtze River Delta regions. Along with the increasing economic importance of Central China, CSC Nanchang is well-positioned to capture the fast growth in the region.

The project is developing in phases. The first phase, currently under construction, will feature a planned total GFA of approximately 1.07 million sq. m., including approximately 682,000 sq. m. trade center shops and approximately 384,000 sq. m. residential units. The pre-sale of the two trade center, textile and clothing, and leather and small commodities, together with residential ancillary was launched in late September 2011. There have been an aggregate GFA of approximately 160,000 sq. m. signed for sales contracts and letters of intent, at an average selling price of approximately HK\$11,700/sq. m. for trade center shops and approximately HK\$6,000/sq. m. for residential units by mid-November 2011.



Construction at CSC Nanchang in full-swing  
南昌華南城建設如火如荼

### 深圳華南城工業博覽會

於2011年4月，本集團繼續與中國國際貿易促進委員會、中國國際商會及深圳市政府合辦第四屆中國(深圳)國際工業博覽會(「工業博覽會」)。而以推動該區經濟發展為宗旨的工業博覽會亦已成為年度盛事。此不單令深圳華南城的人流及商業活動增加，亦提升了本集團的聲譽。

### 南昌華南城

南昌華南城位處江西省省會南昌市，規劃淨用地面積約為1.55百萬平方米。項目總規劃建築面積約為4.28百萬平方米，將提供全面配套設施，包括交易中心商舖、商業及住宅配套設施、倉儲設施及停車場。

受惠於南昌作為中國南部地區主要交通樞紐的策略性位置，南昌華南城定位為服務泛珠三角及長三角地區。隨著中國中部經濟發展的重要性日增，南昌華南城坐擁該區急速增長的優勢。

該項目將分階段發展。目前在建的一期總規劃建築面積約1.07百萬平方米，其中包括交易中心商舖約682,000平方米及住宅單位約384,000平方米。紡織服裝、與皮革及小商品兩個交易中心，以及住宅配套設施已於2011年9月底開展預售。截至2011年11月中旬已就合共約160,000平方米總建築面積簽訂銷售合同及意向書，交易中心商舖的平均售價約為每平方米11,700港元，而住宅單位約為每平方米6,000港元。



Enthusiastic response during the pre-sale at CSC Nanchang  
南昌華南城預售盛況

# Management Discussion and Analysis

## 管理層討論及分析

### China South City Nanning

CSC Nanning is strategically located in Nanning, the capital city of Guangxi Zhuang Autonomous Region, an important gateway between China and ASEAN. Capitalizing on its geographical advantage and the establishment of the China-ASEAN Free Trade Area, CSC Nanning will be developed to serve manufacturers and merchants in the Northern Bay and Southeast Asia Region.

With a planned site area of approximately 1.83 million sq. m., CSC Nanning is expected to cover a total GFA of approximately 4.88 million sq. m.. The project is designed to provide a full array of facilities, including logistics trade center shops, supporting commercial and residential facilities, a hotel, warehouse facilities, and car parks upon completion. Phase I of the project, with a total GFA of approximately 1.31 million sq. m., which will comprise approximately 855,000 sq. m. logistics trade center shops and approximately 456,000 sq. m. residential facilities, is under construction.

To pave the way for the project launch, pre-marketing for CSC Nanning has commenced. Apart from entering into a long-term lease contract with a professional market operator of home furnishing products in China for a whole block of logistics trade center shops, CSC Nanning has rolled out a registration event for merchants, in which a demand of GFA of approximately 300,000 sq. m. has been recorded by mid-November 2011. Driven by the strong demand arising from the local market and from cross border trade among China-ASEAN countries, the Group sees significant potential for development in CSC Nanning.

### 南寧華南城

南寧華南城策略性地位於廣西壯族自治區首府南寧市，是中國與東盟國家的重要窗口。憑藉其地理優勢及中國—東盟自由貿易區的成立，南寧華南城定位為服務北部灣及東南亞地區的製造商及商戶。

南寧華南城規劃淨用地面積約為1.83百萬平方米，預計總建築面積約4.88百萬平方米。該項目在建成後將提供全面的設施，包括物流交易中心單位、商業及住宅配套設施、酒店、倉儲設施及停車場。而總建築面積約1.31百萬平方米的一期項目，其中包括約855,000平方米的物流交易中心及約456,000平方米的住宅設施現正進行施工。

為配合項目的市場策略，南寧華南城的前期市場招商工作已經展開。除已與國內一家居產品專業營運商簽訂整幢物流交易中心的長期租賃合同外，南寧華南城亦已開展商戶預約登記。截至2011年11月中旬已錄得建築面積約300,000平方米的需求。在當地市場和中國—東盟國家跨境貿易的強勁需求帶動下，本集團預期南寧華南城擁有龐大的發展潛力。



The logistics trade center under construction at CSC Nanning  
在建中的南寧華南城物流交易中心



The 8th China-ASEAN Light Industrial Products Fair at CSC Nanning  
第八屆中國—東盟輕工業產品展覽會於南寧華南城舉行

# Management Discussion and Analysis

## 管理層討論及分析

### China-ASEAN Light Industrial Products Fair at CSC Nanning

The 8th China-ASEAN Light Industrial Products Fair (the "Fair"), co-organized by the Ministry of Commerce of China, the 10 ASEAN Counterparts, and China-ASEAN Expo Secretariat, hosted by The People's Government of Guangxi Zhuang Autonomous Region, was successfully held at CSC Nanning during 22-26 October 2011 and it is one of the major annual events of the China-ASEAN Expo. Riding on the success of the Fair held in 2010, and with its growing importance in the region, CSC Nanning Exhibition Center was appointed as the official venue of the event by the China-ASEAN Expo Secretariat.

In view of the overwhelming responses from merchants, the exhibition area was increased to approximately 75,000 sq. m. in 2011 from approximately 14,100 sq. m. in 2010. The Fair also attracted approximately 660 exhibitors (2010: 365), and more than 560,000 domestic and international visitor counts this year (2010: approximately 335,000). The success of the Fair not only boosted the traffic flow at CSC Nanning, but also enhanced the Group's brand recognition at international level.

### China South City Xi'an

CSC Xi'an, located in the Xi'an City, the capital city of Shaanxi Province, is situated amid an extensive transportation network in Northwest China. Covering a total planned site area of 10 square kilometers ("sq. km."), the project has a planned total GFA of approximately 17.5 million sq. m., approximately half of which will be allocated for integrated logistics and trade centers, while the remaining is planned for ancillary facilities. CSC Xi'an is a joint venture between the Group and Shenzhen Shi Hao De Tian Cheng Investment Limited and is 65% owned by the Group.

Leveraging the strategic location of CSC Xi'an, the Group plans to capture opportunities arising from national strategic and urban development plans for the Western regions by positioning the project as a comprehensive logistics and trade centers that serves the growing development needs of Northwest China. The project will tap the burgeoning market demand for trade center shops in a broad range of industries, including machinery and hardware, construction materials and automobile accessories, and fill the void of old trade centers in the city.

### 南寧華南城中國－東盟輕工產品展覽會

由中國商務部、東盟十國的工、商貿部及中國－東盟博覽會秘書處主辦，廣西壯族自治區人民政府承辦的第八屆中國－東盟輕工產品展覽會（「輕工展」）已於2011年10月22日至26日期間在南寧華南城成功舉行，為中國－東盟博覽會的年度盛事之一。由於去年舉辦的輕工展成績驕人，以及其在區內的重要性日增，南寧華南城展覽中心獲中國－東盟博覽會秘書處選為舉辦是次活動的正式場地。

由於展覽商戶的熱烈反應，展覽會會場面積由2010年約14,100平方米增至2011年約75,000平方米。該展會於本年度吸引了約660家展覽商（2010年：365家）及超過560,000名國內外參觀人次（2010年：約335,000名）。是次展覽會的成功不單帶動南寧華南城的人流，更提升了本集團在國際上的品牌知名度。

### 西安華南城

西安華南城位於陝西省省會西安市，處於中國西北方的交通樞紐。其總規劃佔地面積約為10平方公里，項目總規劃建築面積約為17.5百萬平方米，其中約一半面積將撥作興建綜合商貿物流及商品交易中心，其餘則計劃用作興建配套設施。西安華南城為本集團與深圳市豪德天成投資有限公司的合營公司，本集團擁有其中65%權益。

憑藉西安華南城的策略性位置，本集團積極把握國家策略性規劃發展西部地區的機遇，將該項目打造成服務中國西北部的綜合商貿物流及商品交易中心以配合其發展需求。該項目將把握市場對五金機電、建材及汽車配件等行業的商品交易中心商舖的殷切需求，並填補市內舊商品交易市場的不足。

# Management Discussion and Analysis

## 管理層討論及分析

For the review period, CSC Xi'an acquired land with total site area of approximately 596,000 sq. m.. With extensive preparation work completed in advance, the construction of trade center shops and ancillary facilities of planned total GFA approximately 630,000 sq. m. commenced shortly after the acquisition.

During the period under review, the trade center shops were opened for registration for merchants, reflecting a demand of GFA of approximately 796,000 sq. m. in the market by mid-November 2011. Riding on the enthusiastic response of the merchants, pre-sale of the trade center shops is scheduled for the second half of the fiscal year.

### China South City Heyuan

Located in Heyuan, Guangdong Province, CSC Heyuan comprised a residential segment with a total site area of approximately 1.14 million sq. m. and a large-scale integrated logistics and trade center under planning.

The residential segment of CSC Heyuan has been launched for sale since mid-January 2011. However, aimed at focusing on the Group's core business of developing and operating integrated logistics and trade centers in China, the Group disposed of this residential segment for an aggregate consideration of approximately RMB967.8 million (approximately HK\$1,185.9 million) for equity interest and assignment of loans due from the residential segment of CSC Heyuan on 28 September 2011. Upon disposition, the Group secured contracted sales of approximately 16,700 sq. m. at an average selling price of approximately HK\$10,500/sq. m. (FY2010/2011: approximately \$9,990/sq. m.) for the review period.

For the integrated logistics and trade center to be developed at CSC Heyuan, a master agreement was signed with the government of Zijin County, Heyuan City in Guangdong Province (廣東省河源市紫金縣人民政府) in December 2010. In a bid to ensure that the development of the trade center segment be supported by the development and demand of the region, the blueprint will be announced later when conditions are appropriate.

於回顧期內，西安華南城已購得總佔地面積約為596,000平方米的土地。由於前期籌劃工作充足，總規劃建築面積約為630,000平方米的交易中心商舖及配套設施工程已於購得土地後迅即動工。

於回顧期內，交易中心商舖已開放予商戶作預約登記，截至2011年11月中旬已錄得建築面積約796,000平方米的市場需求。由於商戶反應熱烈，交易中心商舖的預售計劃將於下半財年展開。

### 河源華南城

河源華南城位處廣東省河源市，由總淨用地面積約1.14百萬平方米的住宅分部及在籌劃中的大型綜合商貿物流及商品交易中心組成。

河源華南城的住宅分部由2011年1月中旬起推售。然而，為專注在國內發展及營運綜合商貿物流及商品交易中心的核心業務，本集團已於2011年9月28日出售該住宅分部，總代價約人民幣967.8百萬元(約1,185.9百萬港元)，包括股本權益及轉讓住宅分部的貸款。截至住宅分部出售時，本集團於回顧期內已訂立約16,700平方米，平均售價每平方米約10,500港元(2010/2011財政年度：約9,990港元/平方米)的住宅銷售合同。

就河源華南城綜合商貿物流及商品交易中心的發展，本集團已於2010年12月與廣東省河源市紫金縣人民政府簽訂框架協議。為確保交易中心項目的發展能受惠於該區的發展及需求，本集團將於適當時候落實該項目的發展。

# Management Discussion and Analysis

## 管理層討論及分析

### Harbin Project

Riding on our successfully replicated business model, the Group entered into a project agreement in October 2011, after the framework agreement signed in June the same year, to develop and operate a large-scale integrated logistics and trade center in Harbin through a 51%-owned joint venture to be formed. With a planned total site area of approximately 10 sq. km. and a planned total GFA of approximately 12 million sq. m., the project will be developed in phases. Taking advantage of its position in Northeast China and its proximity to the China-Russia border, the project is aimed at better serving China's Northeast regions and to facilitate cross-border trade with Russia, which would allow the Group to capture emerging opportunities in these areas.

### Environmental Caring

With its commitment to both environmental and social sustainability, the Group has introduced advanced energy-saving technologies and systems to its projects during the period under review.

Commenced from 2011, the LED lighting system has been installed for all newly constructed buildings in CSC Shenzhen, CSC Nanchang, CSC Nanning and CSC Xi'an. With its features of durability, energy saving and low-carbon emission, the system will be further extended to other projects. Currently, an automation system that encompasses lighting, air-conditioning and elevators has also been widely adopted on most premises so as to reduce electricity usage and costs. In addition, in CSC Shenzhen, a government sponsored photovoltaic ("PV") system has been equipped on the rooftop of phase II office tower to power the DC LED lighting system at underground car parks. The same system in the largest-scale in China has already been signed to install in CSC Nanning as well. The further utilization of less polluting or renewable energy and other energy management systems have been put into consideration or introduced to project plans of the Group.

### 哈爾濱項目

基於華南城業務模式的成功複製，本集團繼2011年6月簽訂框架協議後，已於同年10月簽訂項目協議，擬透過將成立的合營公司於哈爾濱發展及營運大型綜合商貿物流及商品交易中心，本集團將佔其中51%權益。哈爾濱項目總規劃佔地約10平方公里，總規劃建築面積約為12百萬平方米。哈爾濱項目將分階段發展。憑著位處中國東北部及毗鄰中俄邊境的優勢，該項目將受惠於該等地區湧現的商機，目標是服務中國東北地區，促進與俄羅斯的跨境貿易。

### 愛護環境

為致力於環境及社會的可持續發展，本集團於回顧期內為項目引入了先進的節能技術及系統。

自2011年始，所有於深圳華南城、南昌華南城、南寧華南城及西安華南城的新建項目均已安裝LED照明系統。基於其持久耐用、節能及低碳排放的特性，本集團將進一步將該系統推廣至其他華南城項目。現時，華南城大部份的建築物亦已安裝自動化控制系統，以有效控制照明、空調及電梯用電量及降低成本。此外，深圳華南城二期寫字樓的建築物頂部已裝置獲政府補貼的光伏("PV")系統以為地下停車場的直流LED照明系統供電，而全國最大型的同類型系統亦剛於南寧華南城簽訂並落實興建。進一步使用低污染或再生能源及其他能源管理系統等方案亦已納入本集團項目發展的規劃範疇內。

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Furthermore, the Combined Cooling, Heating and Power system (CHP), consisting of the government-approved natural gas energy station, is now under construction in CSC Nanning. Given the system could recycle and reuse unconsumed thermal energy, the site will save energy and costs and will feature lower levels of emissions. The decentralised energy system, CHP, has been singled out in the Twelfth Five Year Plan in the area of energy conservation.

The Group will continue to explore advanced and practical methods to achieve its consistent goals in environmental and social sustainability in the future.

### Financial Review

For the six months ended 30 September 2011, the Group reported strong growth in its financial performance, with revenue growth of 47.1% to HK\$868.6 million (six months ended 30 September 2010: HK\$590.5 million), and profit attributable to owners of the parent for the period growing 56.6% to HK\$543.6 million (six months ended 30 September 2010: HK\$347.2 million). Excluding the effects of gains on the fair value of our investment properties and related tax effect, profit attributable to owners of the parent for the period as adjusted increased by 305.1% to HK\$450.5 million (six months ended 30 September 2010: HK\$111.2 million). Basic earnings per share increased to HK9.08 cents (six months ended 30 September 2010: HK5.80 cents).

此外，南寧華南城正在興建一冷熱電聯產(CHP)系統，包括一所已通過政府審批的天然氣能源站。由於此系統能回收及重用廢熱，故可節約能源及降低成本，並有助減排。冷熱電聯產這一分佈式能源系統在「十二五規劃」節能範疇中已被列為提綱項目。

本集團將繼續致力探索先進可行的方法，以貫徹實現環境及社會可持續發展的目標。

### 財務回顧

截至2011年9月30日止六個月，本集團財務表現錄得顯著增長，收入增加47.1%至868.6百萬港元(截至2010年9月30日止六個月：590.5百萬港元)，本期間母公司擁有人應佔利潤增加56.6%至543.6百萬港元(截至2010年9月30日止六個月：347.2百萬港元)。撇除投資物業公平值收益及有關稅項影響，調整後的本期間母公司擁有人應佔利潤上升305.1%至450.5百萬港元(截至2010年9月30日止六個月：111.2百萬港元)。每股基本盈利增加至9.08港仙(截至2010年9月30日止六個月：5.80港仙)。

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### Revenue

Revenue increased by 47.1% to HK\$868.6 million (six months ended 30 September 2010: HK\$590.5 million). The gain was mainly due to the increase in sales of trade center units at CSC Shenzhen and sales of residential properties at CSC Heyuan during the period under review.

### 收入

收入增加47.1%至868.6百萬港元(截至2010年9月30日止六個月：590.5百萬港元)，主要是由於在回顧期內出售深圳華南城的交易中心商舖增加及出售河源華南城的住宅物業所致。

		For the six months ended 30 September 截至9月30日止六個月		
		2011 2011年 HK\$'000 千港元	2010 2010年 HK\$'000 千港元	Change 變幅 %
Sales of properties	物業銷售	677,860	381,523	77.7%
Sales of trade centers	銷售交易中心	519,957	381,523	36.3%
Sales of residential properties	銷售住宅物業	157,903	–	N/A不適用
Finance lease income	融資租賃收入	84,297	117,036	(28.0%)
Rental income	租金收入	75,192	65,127	15.5%
Property management service income	物業管理服務收入	19,368	15,810	22.5%
Hotel income	酒店收入	10,769	11,019	(2.3%)
Other fee income	其他費用收入	1,112	–	N/A不適用
		<b>868,598</b>	<b>590,515</b>	<b>47.1%</b>

### Revenue from Sales of Properties

Revenue from sales of properties increased by 77.7% to HK\$677.9 million (six months ended 30 September 2010: HK\$381.5 million). The increase was mainly due to the increasing demand for our CSC Shenzhen trade center units and sales of residential properties located in CSC Heyuan. During the period under review, the Group sold approximately 33,680 sq. m. of trade center units, a significant increase of 35.1% compared to the 24,900 sq. m. sold in the corresponding period last year. The average selling price per sq. m. increased by approximately 2.5% to HK\$16,300 (six months ended 30 September 2010: approximately HK\$15,900/sq. m).

In residential properties, the Group sold approximately 16,700 sq. m. during the period under review at an average selling price of HK\$10,500/sq. m.

### 銷售物業收入

銷售物業收入增加77.7%至677.9百萬港元(截至2010年9月30日止六個月：381.5百萬港元)，主要是由於本集團深圳華南城交易中心需求增加及出售位於河源華南城的住宅物業。回顧期內，本集團已出售約33,680平方米的交易中心商舖面積，較去年同期銷售的24,900平方米大幅增加35.1%。平均每平方米售價上漲約2.5%至16,300港元(截至2010年9月30日止六個月：約15,900港元/平方米)。

至於住宅物業方面，本集團於回顧期內以平均售價10,500港元/平方米出售約16,700平方米。

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### Finance Lease Income

Finance lease income, derived from the leasing of office tower and residential properties in CSC Shenzhen, decreased by approximately 28.0% to HK\$84.3 million (six months ended 30 September 2010: HK\$117.0 million). The decrease was primarily due to the reduction in the remaining available office units for finance lease during the period. During the period under review, the Group entered into finance lease arrangements with customers for approximately 7,000 sq. m. of office units (six months ended 30 September 2010: approximately 12,600 sq. m), at an average price of approximately HK\$9,600/sq. m. (six months ended 30 September 2010: approximately HK\$9,000/sq. m.).

### Rental Income

Rental income increased by 15.5% to HK\$75.2 million (six months ended 30 September 2010: HK\$65.1 million). The increase was attributable to the continuous increase in rental income of CSC Shenzhen phase I and II trade center units.

Occupancy at CSC Shenzhen has been driven by the demand for large-scale integrated logistics and trade center facilities, and the growing profile of China South City. As at 30 September 2011, the total occupancy rate of phase I trade center and shops reached approximately 92%, while the total occupancy rate for phase II trade center and shops increased to 47% of the launched area. The average effective monthly rental rates for phase I and phase II trade centers and shops were approximately HK\$33.6 per sq. m. and HK\$35.9 per sq. m., respectively.

### Property Management Service Income

Income from property management service rose by 22.5% to HK\$19.4 million (six months ended 30 September 2010: HK\$15.8 million). The increase in income was mainly due to the rising property management fee contribution from CSC Shenzhen phase II trade centers and supporting facilities, with an increase in total occupancy rate of up to 47% of launched area as at 30 September 2011.

### 融資租賃收入

來自深圳華南城的寫字樓及住宅物業租賃的融資租賃收入減少約28.0%至84.3百萬港元(截至2010年9月30日止六個月: 117.0百萬港元), 主要由於期內可用於融資租賃的餘下寫字樓單位減少。於回顧期內, 本集團就約7,000平方米的寫字樓單位(截至2010年9月30日止六個月: 約12,600平方米)以平均價格約9,600港元/平方米(截至2010年9月30日止六個月: 約9,000港元/平方米)與客戶訂立融資租賃安排。

### 租金收入

租金收入增加15.5%至75.2百萬港元(截至2010年9月30日止六個月: 65.1百萬港元), 原因為深圳華南城一期及二期交易中心商舖租金收入不斷增長。

市場對大型綜合商貿物流及商品交易中心設施的殷切需求, 加上華南城知名度不斷提高, 均有助帶動深圳華南城的出租率。於2011年9月30日, 一期交易中心及商舖的總佔用率約達92%, 而二期交易中心及商舖已推出面積的總佔用率增加至47%。一期及二期交易中心及商舖的平均實際月租分別約為33.6港元/平方米及35.9港元/平方米。

### 物業管理服務收入

物業管理服務收入增加22.5%至19.4百萬港元(截至2010年9月30日止六個月: 15.8百萬港元), 收入增加主要是由於深圳華南城二期交易中心及配套設施的物業管理費上升, 其總佔用率於2011年9月30日增加至佔已推出面積達47%。



# Management Discussion and Analysis

## 管理層討論及分析

### Cost of Sales

Cost of sales of the Group mainly includes construction costs of properties sold, construction costs of properties under finance lease and rental expenses. Cost of sales increased by 35.5% to HK\$350.6 million (six months ended 30 September 2010: HK\$258.8 million). The increase was in line with the area of the properties sold and properties entered under finance lease arrangements during the period under review.

### Gross Profit

Gross profit increased by 56.1% to HK\$518.0 million (six months ended 30 September 2010: HK\$331.7 million). Gross profit margin improved to 59.6% during the period under review (six months ended 30 September 2010: 56.2%). The rise in gross profit margin was mainly attributable to an increase in the revenue contribution from the property development segment, including sales income and finance lease income. Revenue from the property development segment enjoyed a relatively higher gross profit margin of 65.7% when compared to the Group's other segments.

### Other Income

Other income significantly increased by 2,552.2% to HK\$524.0 million (six months ended 30 September 2010: HK\$19.8 million). The increase was mainly due to the gains generated from disposal of subsidiaries.

During the period under review, the Group disposed of three wholly-owned subsidiaries: Fortune Pace Investments Limited, Fortune Great Investment Limited and China South City Enterprise (Heyuan) Co. Ltd ("Heyuan Enterprise"), which included development rights of the residential segment of the Heyuan project. The subsidiaries were disposed for a total consideration of RMB730 million, bringing to the Group after-tax gain of approximately HK\$380.4 million.

### Fair Value Gains on Investment Properties

The fair value gains on investment properties decreased by 58.0% to HK\$150.7 million (six months ended 30 September 2010: HK\$358.5 million). The decline in the balance was mainly due to the growth of property prices in Shenzhen, which was slowed down during the period under review.

### 銷售成本

本集團的銷售成本主要包括已售物業建築成本、融資租賃項下物業成本及租金支出。銷售成本增加35.5%至350.6百萬港元(截至2010年9月30日止六個月：258.8百萬港元)。升幅與回顧期內已售物業及根據融資租賃安排訂立的物業面積一致。

### 毛利

毛利增加56.1%至518.0百萬港元(截至2010年9月30日止六個月：331.7百萬港元)。於回顧期內，毛利率亦改善至59.6%(截至2010年9月30日止六個月：56.2%)。毛利率上升主要歸因於物業發展分部的收入貢獻增加，當中包括銷售收入及融資租賃收入。物業發展分部收入相對本集團其他分部的毛利率較高達65.7%。

### 其他收入

其他收入大幅增加2,552.2%至524.0百萬港元(截至2010年9月30日止六個月：19.8百萬港元)，主要由於出售附屬公司收益產生。

於回顧期內，本集團出售三間全資附屬公司：祺迅投資有限公司、瑞鵬投資有限公司及華南城實業(河源)有限公司(「河源實業」)，當中包括河源項目的住宅分部的開發權。出售附屬公司的總代價為人民幣730百萬元，為本集團帶來稅後收益約380.4百萬港元。

### 投資物業公平值收益

投資物業公平值收益減少58.0%至150.7百萬港元(截至2010年9月30日止六個月：358.5百萬港元)。結餘減少主要由於回顧期內深圳物業價格增長放緩所致。

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## 管理層討論及分析

### Selling and Distribution Costs

Selling and distribution costs increased by 92.4% to HK\$75.2 million (six months ended 30 September 2010: HK\$39.1 million). The increase was mainly attributable to advertising and promotional expenses incurred by our new projects in Nanning, Nanchang and Xi'an during the period under review. These units are scheduled for pre-sale in the second half of the fiscal year.

### Administrative Expenses

Administrative expenses increased by 85.9% to HK\$160.6 million (six months ended 30 September 2010: HK\$86.4 million). The increase was primarily due to the increase in business activities as a result of newly added projects underway and the expansion of the management team and employees. During the period under review, the Group has granted 226,900,000 share options to employees, and HK\$30.3 million share option expenses were recorded.

### Finance Costs

Finance costs were up by 32.5% to HK\$22.3 million (six months ended 30 September 2010: HK\$16.8 million). The rise was mainly attributable to an increase in new bank and other loans for general business purposes with interest expenses recorded through income statement. The increase in the interest rate reflecting the current rate announced by the People's Bank of China, also contribute to the increase in finance costs.

### Tax

Tax expenses increased by 76.9% to HK\$398.4 million (six months ended 30 September 2010: HK\$225.3 million). The increase was in line with the increase in revenue, other income and pre-tax profit.

### Prepayments, Deposits and Other Receivables

Prepayments, deposits and other receivables increased by 4,411.1% to HK\$1,534.0 million (31 March 2011: HK\$34.0 million). The increase was mainly arising from the consideration receivable generated from disposal of three wholly-owned subsidiaries with total consideration of RMB730 million and the consideration receivable for assignment of the loan due from these wholly-owned subsidiaries with total consideration of RMB237.8 million.

### 銷售及分銷成本

銷售及分銷成本增加92.4%至75.2百萬港元(截至2010年9月30日止六個月: 39.1百萬港元), 主要來自回顧期內南寧、南昌及西安新項目的廣告及宣傳開支。該等單位預期於本財年下半年度開始預售。

### 行政開支

行政開支增加85.9%至160.6百萬港元(截至2010年9月30日止六個月: 86.4百萬港元), 主要由於新增的項目令業務活動增加, 加上管理團隊及員工人數擴充所致。於回顧期內, 本集團向僱員授出226,900,000份購股權, 並由此錄得購股權開支30.3百萬港元。

### 融資成本

融資成本上升32.5%至22.3百萬港元(截至2010年9月30日止六個月: 16.8百萬港元), 主要歸因於作為一般商業用途的新造銀行及其他貸款增加而其利息開支計入收益報表所致。中國人民銀行宣佈的當前利率上升, 亦令本期利率上升, 導致融資成本增加。

### 稅項

稅項開支增加76.9%至398.4百萬港元(截至2010年9月30日止六個月: 225.3百萬港元), 增幅與收入, 其他收入及稅前利潤增長一致。

### 預付款項、按金及其他應收款項

預付款項、按金及其他應收款項增加4,411.1%至1,534.0百萬港元(2011年3月31日: 34.0百萬港元), 主要歸因於出售三間全資附屬公司獲得總代價為人民幣730百萬元的應收代價, 及轉讓應收該等全資附屬公司貸款總代價為人民幣237.8百萬元產生應收代價。

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## 管理層討論及分析

### Trade and Other Payables

Trade and other payables increased by 172.9% to HK\$3,613.2 million (31 March 2011: HK\$1,324.1 million). The increase was mainly due to increase in construction fee and retention payable as construction in new projects are underway, and increase in sales and rental deposits received and receipt in advance arising from new projects.

### Liquidity and Financial Resources

The Group finances its operations primarily through internally generated funds, bank and other loans, senior notes financing and IPO proceeds.

### Borrowing and Charges on the Group's Assets

As at 30 September 2011, the Group had HK\$3,408.7 million in cash and bank balances and restricted cash (31 March 2011: HK\$4,564.5 million), among which non-restricted cash and bank balances were approximately HK\$3,372.0 million (31 March 2011: HK\$4,521.3 million). The Group's cash and bank balances and restricted cash were primarily denominated in RMB, HK dollars and US dollars.

As at 30 September 2011, the Group had approximately HK\$6,498.4 million in interest-bearing bank and other borrowings and senior notes (31 March 2011: HK\$6,142.8 million). The Group had aggregated interest-bearing bank and other borrowings of approximately HK\$4,629.9 million as at 30 September 2011 (31 March 2011: HK\$4,242.7 million), of which HK\$2,748.6 million will be repayable within one year or on demand, approximately HK\$656.2 million will be repayable in the second year, approximately HK\$685.9 million will be repayable in the third to fifth years and approximately HK\$539.2 million will be repayable after five years. As at 30 September 2011, the Group's interest-bearing bank and other borrowings of approximately HK\$2,873.2 million were secured by certain buildings, hotel properties, investment properties, properties under development, properties held for sales and leasehold land with a total carrying value of approximately HK\$10,384.7 million.

All interest-bearing bank and other borrowings of the Group bear interest at floating rates that range from 5.40% to 7.87% per annum and which are denominated in RMB. Furthermore, as at 30 September 2011, the Group had unused banking facilities of approximately HK\$2,955.7 million. The Group will deploy these banking facilities as appropriate, depending on project development needs and working capital status.

### 貿易及其他應付款項

貿易及其他應付款項增加172.9%至3,613.2百萬港元(2011年3月31日:1,324.1百萬港元),主要歸因於進行中的新項目建築的應付建築費用及保留金增加,加上由新項目產生的銷售及租賃按金及預收款項增加。

### 流動資金及財務資源

本集團主要透過內部產生的資金、銀行及其他貸款、優先票據融資及首次公開發售所得款項撥付業務所需資金。

### 借貸及本集團資產抵押

於2011年9月30日,本集團持有現金及銀行結餘以及受限制現金3,408.7百萬港元(2011年3月31日:4,564.5百萬港元),當中不受限制現金及銀行結餘為約3,372.0百萬港元(2011年3月31日:4,521.3百萬港元)。本集團持有的現金及銀行結餘以及受限制現金主要以人民幣、港元及美元為單位。

於2011年9月30日,本集團持有約6,498.4百萬港元(2011年3月31日:6,142.8百萬港元)的計息銀行及其他借貸及優先票據。本集團於2011年9月30日的計息銀行及其他借貸合計約為4,629.9百萬港元(2011年3月31日:4,242.7百萬港元),其中2,748.6百萬港元須於一年內或應要求償還、約656.2百萬港元須於第二年內償還、約685.9百萬港元須於第三至第五年償還及約539.2百萬港元須於五年後償還。於2011年9月30日,本集團的計息銀行及其他借貸合計約2,873.2百萬港元,由本集團的若干樓宇、酒店物業、投資物業、發展中物業、持作銷售物業及租賃土地作抵押,其賬面總值約為10,384.7百萬港元。

本集團所有計息銀行及其他借貸按每年5.40%至7.87%不等的浮動利率計息,並以人民幣為單位。此外,於2011年9月30日,本集團持有未動用銀行融資約2,955.7百萬港元。本集團將於適當時視乎項目發展需要及營運資金狀況調配此等銀行融資。

# Management Discussion and Analysis

## 管理層討論及分析

In January 2011, the Company issued senior notes due in January 2016 with a nominal value of US\$250 million (equivalent to approximately HK\$1,950 million) at a coupon rate of 13.5% per annum for the purpose of financing existing and new projects and for general corporate use. In September 2011, the Company repurchased a portion of the senior notes with nominal value of US\$5 million from the market. The repurchase price was at 74.15% of the senior notes's nominal value. Together with the pro rata accrued and unpaid interest, the repurchase was made at a total consideration of US\$3,859,000, and a gain of HK\$8,063,000 was recorded. As at 30 September 2011, the carrying value of the Group's senior notes was HK\$1,868.5 million.

### Gearing ratio

The Group's gearing ratio was 27% (net debt divided by total equity) as at 30 September 2011, which increased from 15% as at 31 March 2011 mainly due to payments made for project construction costs.

### Net Current Assets and Current Ratio

As at 30 September 2011, the Group had net current assets of HK\$1,799.9 million (31 March 2011: HK\$2,064.7 million). Current ratio was at 1.24 (31 March 2011: 1.53).

### Contingent Liabilities

The Group has provided guarantees with respect to banking facilities granted by certain banks in connection with mortgage loans entered into by purchasers of the Group's trade centers and bank loans entered into by lessees of the Group's residential and commercial properties. As at 30 September 2011, the guarantees amounted to HK\$77.9 million (31 March 2011: HK\$152.6 million). The guarantees granted to purchasers will be released when the purchasers obtain the building ownership certificates, which will then be pledged with the banks. For leased residential and commercial properties, the guarantees will be released accordingly along with the repayment of loan principals by the lessees.

於2011年1月，本公司已發行於2016年1月到期面值250百萬美元(相當於約1,950百萬港元)及每年票息率為13.5%的優先票據，為現有及新項目提供資金及作一般公司用途。於2011年9月，本公司從市場購回面值5百萬美元的優先票據。回購價為優先票據面值的74.15%。連同按比例計算的應計及未付利息，總回購代價為3,859,000美元，產生8,063,000港元的收益。於2011年9月30日，本集團優先票據的賬面值為1,868.5百萬港元。

### 資本負債比率

於2011年9月30日，本集團的資本負債比率(債務淨額除以權益總額)為27%，較2011年3月31日的15%為高，主要由於償付項目建築成本所致。

### 流動資產淨值及流動比率

於2011年9月30日，本集團流動資產淨值為1,799.9百萬港元(2011年3月31日：2,064.7百萬港元)。流動比率為1.24(2011年3月31日：1.53)。

### 或然負債

本集團為其交易中心買家訂立的按揭貸款以及住宅及商業物業承租人訂立的銀行貸款取得若干銀行授出銀行融資提供擔保。於2011年9月30日，擔保金額為77.9百萬港元(2011年3月31日：152.6百萬港元)。授予買家的擔保將於買家取得房地產所有權證，並於其後抵押予銀行時解除。就租賃住宅及商業物業而言，擔保將於承租人償還貸款本金時相應解除。

# Management Discussion and Analysis

## 管理層討論及分析

The Group provided guarantees for bank facility in the amount of HK\$195.0 million to Heyuan Enterprise before it was disposed by the Group. Subsequent to the disposal and in accordance with the share transfer and loan assignment agreement, the purchaser has agreed to procure the release of guarantee provided by the Group within 9 months and pay on behalf of the Group for any payments if so requested by the bank relating to the bank facility.

### Commitments

As at 30 September 2011, the Group had future capital expenditure contracted but not yet provided in the amount of HK\$2,856.7 million (31 March 2011: HK\$966.1 million), and authorized but not yet contracted in the amount of HK\$2,382.7 million (31 March 2011: HK\$6,408.7 million).

### Foreign Exchange Risk

The Group conducts its business mainly in Renminbi; this includes our income and expenses, assets and liabilities. During the period under review, the exchange rate of Renminbi to HK dollars and US dollars increased steadily. The Group's management believes that the fluctuation of the Renminbi will not have a significant impact on the Group's operations. The Group has not issued any financial instruments for hedging purposes.

### Acquisitions and Disposals of Subsidiaries and Associated Companies

Aside from the disposal of three wholly-owned subsidiaries – Fortune Pace Investments Limited, Fortune Great Investment Limited and China South City Enterprise (Heyuan) Company Limited – as mentioned above, the Group made neither material acquisitions nor disposals of subsidiaries and associated companies in the period under review.

本集團於出售河源實業前，就河源實業的195.0百萬港元銀行融資提供擔保。於出售後及根據股份轉讓及貸款轉讓協議，買方同意於九個月內解除本集團提供的擔保，並就銀行融資代本集團支付銀行要求之任何付款。

### 承擔

於2011年9月30日，本集團的已訂約但未撥備未來資本開支金額為2,856.7百萬港元(2011年3月31日：966.1百萬港元)，已授權但未訂約的未來資本開支金額為2,382.7百萬港元(2011年3月31日：6,408.7百萬港元)。

### 外匯風險

本集團主要以人民幣進行業務，以人民幣計值的項目包括收入及開支、資產及負債。於回顧期內，人民幣兌港元及美元的匯率穩步上升。本集團管理層認為，人民幣波動不會對本集團業務構成任何重大影響。本集團並無為對沖目的發行任何金融工具。

### 收購及出售附屬公司及聯營公司

除出售上述三間全資附屬公司祺迅投資有限公司、瑞鵬投資有限公司及華南城實業(河源)有限公司外，本集團於回顧期內並無收購或出售附屬公司及聯營公司的重大項目。

# Management Discussion and Analysis

## 管理層討論及分析

### Restriction on Sales

Pursuant to certain land grant contracts signed by CSC Shenzhen, the saleable GFA of CSC Shenzhen properties built on these parcels of land is limited to 30% of the total buildable GFA. The Group holds and builds the properties with restrictions for leases and for self-use. Pursuant to the land grant contracts signed by CSC Nanchang and CSC Nanning, respectively, the saleable GFA of trade centers and storage facilities built on these parcels of land are limited to 60% of the total buildable GFA. This restriction does not apply to the properties that are built for residential, commercial and other uses. For CSC Xi'an, pursuant to the land grant contracts, there is no restriction on sales for all types of properties of the project. Despite these restrictions, the Group plans to hold no less than 50% of the total GFA of trade centers and storage facilities for leasing. Management believes that the Group can benefit by maintaining this optimal mix of properties held for sales and for investments.

### Human Resources

As at 30 September 2011, the Group had a workforce of approximately 1,960 people, including approximately 1,770 people directly employed by the Group and approximately 190 people employed by our jointly-controlled entities. The number of staff increased by 4.8% from 1,870 as at 31 March 2011. The Group aims to recruit, retain and develop competent individuals committed to its long-term success and growth. Remunerations and other benefits of employees are reviewed annually both in response to market conditions and trends, and are based on qualifications, experience, responsibilities and performance. In addition to basic salaries and other staff benefits, discretionary bonuses and share options may be awarded to employees who display outstanding performance and contributions to the Group. During the period under review, the Company has granted 226,900,000 share options to employees.

### 銷售限制

根據深圳華南城簽訂的若干土地出讓合同，建在該等地塊上的深圳華南城物業的可銷售建築面積限於總可建築面積的30%。本集團持有及興建此等受到限制的物業作租賃用途及自用。根據南昌華南城和南寧華南城分別簽訂的土地出讓合同，建在該等地塊上的交易中心及倉儲設施的可銷售建築面積限於該等物業總可建築面積的60%。此限制不適用於住宅、商業及其他用途的物業。就西安華南城而言，根據土地出讓合同，各類型項目物業的出售均並無限制。儘管有此限制，本集團計劃持有該等交易中心和倉儲設施不少於50%的總建築面積作租賃用途。管理層認為，本集團可透過維持此最合適的持作銷售物業及投資物業組合而獲益。

### 人力資源

於2011年9月30日，本集團有僱員約1,960人，其中直接隸屬本集團的僱員約有1,770人，我們共同控制實體的僱員約有190人。僱員人數較2011年3月31日的1,870人增長4.8%。本集團旨在聘用、挽留及培訓該等致力於集團長遠成功及增長的人員。僱員的薪酬及其他福利乃參考每年的市況及市場趨勢，以及按彼等的資歷、經驗、職責及表現每年進行審查。除基本薪金及其他員工福利外，表現優秀且為本集團作出貢獻的僱員亦可獲獎勵酌情花紅及購股權。於回顧期內，本公司已向僱員授出226,900,000份購股權。

# Disclosure of Interests

## 權益披露

### Directors' and Chief Executive's Interests in Securities

As at 30 September 2011, the interests and short positions of the Directors in the shares of the Company (the "Shares"), underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) as recorded in the register maintained by the Company under section 352 of the SFO or as notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") were as follows:

### 董事及主要行政人員於證券的權益

於2011年9月30日，董事於本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）的本公司股份（「股份」）、相關股份及債權證中擁有載入本公司根據證券及期貨條例第352條須予存置的登記冊，或根據上市發行人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權益及淡倉如下：

### Long position in the Shares and Underlying Shares of the Company

### 於本公司股份及相關股份的好倉

Name of Directors	Class of Shares	Corporate interest	Number of Shares			Share options	Total	Approximate percentage of the Company's total issued share capital <sup>(9)</sup> 佔本公司全部已發行股本概約百分比 <sup>(9)</sup>
			Personal interest	Family interest	股數			
董事姓名	股份類別	公司權益	個人權益	家族權益	購股權	總計		
Cheng Chung Hing 鄭松興	Ordinary shares/ share options 普通股/購股權	2,456,508,558 <sup>(2)</sup>	10,000,000	-	66,000,000 <sup>(1)</sup>	2,532,508,558	42.30%	
Ma Kai Cheung 馬介璋	Ordinary shares 普通股	888,966,649 <sup>(3)</sup>	-	-	-	888,966,649	14.85%	
Leung Moon Lam 梁滿林	Ordinary shares/ share options 普通股/購股權	654,874,712 <sup>(4)</sup>	5,000,000	2,000,000	66,000,000 <sup>(1)</sup>	727,874,712	12.16%	
Xu Yang 許揚	Share options 購股權	-	-	-	15,000,000 <sup>(5)</sup>	15,000,000	0.25%	
Sun Kai Lit Cliff 孫啟烈	Ordinary shares 普通股	217,241,662 <sup>(6)</sup>	-	800,000	-	218,041,662	3.64%	
Ma Wai Mo 馬偉武	Ordinary shares 普通股	226,197,662 <sup>(7)</sup>	-	-	-	226,197,662	3.78%	
Cheng Tai Po 鄭大報	Ordinary shares 普通股	2,456,508,558 <sup>(8)</sup>	4,936,000	-	-	2,461,444,558	41.11%	
Li Wai Keung 李偉強	Ordinary shares 普通股	-	2,000,000	-	-	2,000,000	0.03%	

# Disclosure of Interests

## 權益披露

### Notes:

- (1) These represent the long positions of the Shares falling to be allotted and issued to the relevant Directors upon the exercise of the outstanding share options of the Company granted to the Directors as their personal interest under the pre-IPO share option agreements dated 31 July 2008.
- (2) Mr. Cheng Chung Hing is interested in 50% and 54% of the respective issued share capital of Accurate Gain Developments Limited and Proficient Success Limited which in turn holds 1,339,913,759 and 1,116,594,799 Shares respectively and is therefore deemed to be interested in an aggregate of 2,456,508,558 Shares. Mr. Cheng is a director of each of Accurate Gain Developments Limited and Proficient Success Limited. Mr. Cheng Chung Hing is a younger brother of Mr. Cheng Tai Po.
- (3) Dr. Ma Kai Cheung, as beneficial owner and beneficiary of trust and through the interest of his spouse, being interested in 43.56% of the issued share capital of Tak Sing Alliance Holdings Limited which through a number of intermediaries, wholly owns Carrianna Development Limited, Dr. Ma Kai Cheung is therefore deemed to be interested and duplicated interested in an aggregate of 888,966,649 Shares held by Carrianna Development Limited via its holding company. Dr. Ma is a director of each Tak Sing Alliance Holdings Limited, Carrianna Development Limited, Sincere United Holdings Limited, Carrianna Holdings Limited, Gartrend Development Limited and Carrianna (BVI) Ltd.
- (4) Mr. Leung Moon Lam owns 80% of the issued share capital of Kings Faith International Limited which in turn holds 654,874,712 Shares and is therefore deemed to be interested in an aggregate of 654,874,712 Shares held by Kings Faith International Limited. Mr. Leung Moon Lam is a director of Kings Faith International Limited.
- (5) The relevant interests are share options granted to Professor Xu Yang pursuant to the Company's share option scheme adopted on 4 September 2009. Further details of the share options are set out in the section headed "Share Options Scheme" below.
- (6) Mr. Sun Kai Lit Cliff owns the entire interests in Kinox Holdings Limited and is therefore deemed to be interested in an aggregate of 217,241,662 Shares held by Kinox Holdings Limited.
- (7) By virtue of Dr. Ma Wai Mo's 50% shareholding interests in Luk Ka Overseas Investments Limited which is interested in 100% interests in Luk Ka International Limited, Dr. Ma is deemed to be interested and duplicated in the interest in the same 226,197,662 Shares held by Luk Ka International Limited.

### 附註：

- (1) 代表行使本公司根據日期為2008年7月31日的首次公開發售股份前購股權協議授予相關董事作為其個人權益的尚未行使購股權後將配發及發行予相關董事的股份好倉。
- (2) 由於鄭松興先生分別擁有Accurate Gain Developments Limited及Proficient Success Limited已發行股本50%及54%，而該兩家公司分別持有1,339,913,759股股份及1,116,594,799股股份，故鄭松興先生被視為於合共2,456,508,558股股份中擁有權益。鄭先生為Accurate Gain Developments Limited及Proficient Success Limited的董事。鄭松興先生為鄭大報先生之胞弟。
- (3) 由於馬介璋博士為實益擁有人及信託受益人，並透過其配偶的權益，持有達成集團有限公司已發行股本43.56%之權益，而達成集團有限公司透過若干中間控股公司全資擁有Carrianna Development Limited，故馬介璋博士被視為透過其控股公司於Carrianna Development Limited持有合共888,966,649股股份中擁有權益及權益重疊。馬博士為達成集團有限公司、Carrianna Development Limited、Sincere United Holdings Limited、佳寧娜集團有限公司、嘉堅發展有限公司及Carrianna (BVI) Ltd.的董事。
- (4) 由於梁滿林先生擁有京暉國際有限公司已發行股本的80%權益，該公司持有654,874,712股股份，故梁先生被視為於京暉國際有限公司所持合共654,874,712股股份中擁有權益。梁滿林先生為京暉國際有限公司的董事。
- (5) 有關權益乃根據本公司於2009年9月4日採納之購股權計劃授予許揚教授的購股權。購股權的詳情已載於下文「購股權計劃」一節內。
- (6) 由於孫啟烈先生擁有Kinox Holdings Limited之全部權益，故被視為於Kinox Holdings Limited所持合共217,241,662股股份中擁有權益。
- (7) 由於馬偉武博士擁有Luk Ka Overseas Investments Limited的50%控股權益，而該公司擁有力嘉國際集團有限公司的100%權益，故馬博士被視為於力嘉國際集團有限公司所持的226,197,662股股份中擁有權益及權益重疊。



# Disclosure of Interests

## 權益披露

(8) By virtue of Mr. Cheng Tai Po's controlling interests of 50% and 38% in the respective issued share capital of Accurate Gain Developments Limited and Proficient Success Limited which in turn holds 1,339,913,759 and 1,116,594,799 Shares respectively and is therefore deemed to be interested in an aggregate of 2,456,508,558 Shares. Mr. Cheng is a director of each of Accurate Gain Developments Limited and Proficient Success Limited. Mr. Cheng Tai Po is an elder brother of Mr. Cheng Chung Hing.

(9) The percentage shareholding is calculated on the basis of 5,987,564,000 Shares issued as at 30 September 2011.

Save as disclosed above, as at 30 September 2011, to the knowledge of the Directors, none of the Directors or chief executive of the Company had any interests or short positions in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be: (i) notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Directors and chief executive were taken or deemed to have under such provisions of the SFO); (ii) entered in the register kept by the Company pursuant to Section 352 of the SFO; or (iii) notified to the Company and the Stock Exchange pursuant to the Model Code.

(8) 由於鄭大報先生分別擁有 Accurate Gain Developments Limited及Proficient Success Limited已發行股本的50%及38%控股權益，而該兩家公司分別持有 1,339,913,759 股及 1,116,594,799 股股份，故鄭大報先生被視為於合共 2,456,508,558 股股份中擁有權益。鄭先生分別為 Accurate Gain Developments Limited及Proficient Success Limited的董事。鄭大報先生為鄭松興先生之兄長。

(9) 股本百分比乃根據於2011年9月30日已發行之5,987,564,000股股份計算。

除上文所披露者外，據董事所知於2011年9月30日，概無本公司的董事或主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之任何股份、相關股份或債權證中擁有任何權益或淡倉而須：(i)根據證券及期貨條例第XV部第7及第8分部知會本公司及聯交所（包括董事及主要行政人員根據證券及期貨條例相關條文被當作或被視為擁有之權益及淡倉）；(ii)本公司根據證券及期貨條例第352條須存置於登記冊；或(iii)根據標準守則須知會本公司及聯交所。

# Disclosure of Interests

## 權益披露

### Interest of Substantial Shareholders

As at 30 September 2011, to the knowledge of the Directors, the following persons (other than a Director or chief executive of the Company) had or were deemed or taken to have interests or short position in the Shares or underlying Shares which were required to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register kept by the Company pursuant to Section 336 of the SFO:

### Long Position in the Shares

### 主要股東權益

於2011年9月30日，據董事所知，以下人士(本公司董事或主要行政人員除外)於股份或相關股份中擁有或被視為或當作擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司披露，或載入本公司根據證券及期貨條例第336條須予存置的登記冊的權益或淡倉：

### 於股份中的好倉

Name 姓名/名稱	Nature of interest 權益性質	Number of Shares or underlying Shares held 所持股份或相關股份數目	Approximate percentage of the Company's total issued share capital <sup>(5)</sup> 佔本公司已發行股本總數概約百分比 <sup>(5)</sup>
Accurate Gain Developments Limited	Beneficial owner 實益擁有人	1,339,913,759 <sup>(1)</sup>	22.38%
Proficient Success Limited	Beneficial owner 實益擁有人	1,116,594,799 <sup>(2)</sup>	18.65%
Tak Sing Alliance Holdings Limited 達成集團有限公司	Deemed interest in controlled corporation 被視作受控制法團權益	888,966,649 <sup>(3)</sup>	14.85%
Carrianna (BVI) Ltd	Deemed interest in controlled corporation 被視作受控制法團權益	888,966,649 <sup>(3)</sup>	14.85%
Gartrend Development Limited 嘉堅發展有限公司	Deemed interest in controlled corporation 被視作受控制法團權益	888,966,649 <sup>(3)</sup>	14.85%
Carrianna Holdings Limited 佳寧娜集團有限公司	Deemed interest in controlled corporation 被視作受控制法團權益	888,966,649 <sup>(3)</sup>	14.85%
Sincere United Holdings Limited	Deemed interest in controlled corporation 被視作受控制法團權益	888,966,649 <sup>(3)</sup>	14.85%
Carrianna Development Limited	Beneficial owner 實益擁有人	888,966,649 <sup>(3)</sup>	14.85%
Kings Faith International Limited 京暉國際有限公司	Beneficial owner 實益擁有人	654,874,712 <sup>(4)</sup>	10.94%

# Disclosure of Interests

## 權益披露

### Notes:

- (1) Mr. Cheng Chung Hing and Mr. Cheng Tai Po each owns 50% of the issued share capital of Accurate Gain Developments Limited.
- (2) Mr. Cheng Chung Hing and Mr. Cheng Tai Po own 54% and 38% respectively of the issued share capital of Proficient Success Limited.
- (3) Carrianna Development Limited is wholly owned by Sincere United Holdings Limited, which in turn is wholly owned by Carrianna Holdings Limited. Carrianna Holdings Limited is wholly owned beneficially by Gartrend Development Limited with Dr. Ma Kai Cheung holding one share on trust for Gartrend Development Limited. Gartrend Development Limited has two classes of issued shares: ordinary shares and non-voting deferred shares. Dr. Ma Kai Cheung and his brother Ma Kai Yum each holds 50% of the non-voting deferred shares of Gartrend Development Limited, which (a) carry no right to attend or vote at, or to receive notice of, general meetings, (b) do not entitle its holders to receive dividends until (i) after the holders of ordinary shares have been paid, (ii) the company's profits available for distribution as dividends exceed HK\$100,000,000,000,000.00 and (iii) the company determines to make such distribution to the holders of non-voting deferred shares, and (c) rank after the claims of the ordinary shareholders as regards to repayment of capital in the event of insolvency in that only one half of the balance of HK\$100,000,000,000,000.00 in the assets of the company (if any) is distributable among the holders of non-voting deferred shares. All of the ordinary shares of Gartrend Development Limited are beneficially held by Carrianna (BVI) Ltd, with one share held by Dr. Ma Kai Cheung on trust for Carrianna (BVI) Ltd. Carrianna (BVI) Ltd is wholly owned by Tak Sing Alliance Holdings Limited.
- (4) These 654,874,712 Shares are held by Kings Faith International Limited which in turn is 80% owned by Mr. Leung Moon Lam.
- (5) The percentage shareholding is calculated on the basis of 5,987,564,000 Shares issued as at 30 September 2011.

Save as disclosed above, as at 30 September 2011, to the knowledge of the Director or chief executive of the Company, no other person (other than a Director or chief executive of the Company) had, or were deemed or taken to have interest or short position in the Shares or underlying Shares which were required to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register kept by the Company pursuant to Section 336 of the SFO.

### 附註：

- (1) 鄭松興先生及鄭大報先生各擁有 Accurate Gain Developments Limited 已發行股本 50% 權益。
- (2) 鄭松興先生及鄭大報先生分別擁有 Proficient Success Limited 已發行股本 54% 及 38% 權益。
- (3) Carrianna Development Limited 由 Sincere United Holdings Limited 全資擁有，後者由佳寧娜集團有限公司全資擁有。佳寧娜集團有限公司由嘉堅發展有限公司全資實益擁有（其中馬介璋博士以信託形式為嘉堅發展有限公司持有 1 股股份）。嘉堅發展有限公司有兩類已發行股份：普通股份及無表決權遞延股份。馬介璋博士及其胞弟馬介欽各自持有嘉堅發展有限公司 50% 的無表決權遞延股份，該等股份 (a) 並不附帶出席股東大會或於會上表決或收取會議通知的權利，(b) 亦無賦予其持有人收取股息的權利，直至 (i) 普通股股份持有人獲派息、(ii) 該公司可供用作股息分派的利潤超過 100,000,000,000,000.00 港元及 (iii) 該公司決定向無表決權遞延股份持有人作出有關分派為止，以及 (c) 倘該公司出現資不抵債而該公司資產中 100,000,000,000,000.00 港元結餘的僅二分之一（如有）可供分派予無表決權遞延股份持有人時，獲償還資本的排名在普通股份持有人的申索之後。所有嘉堅發展有限公司普通股股份則由 Carrianna (BVI) Ltd 實益持有（其中 1 股由馬介璋博士以信託形式為 Carrianna (BVI) Ltd 持有）。Carrianna (BVI) Ltd 由達成集團有限公司全資擁有。
- (4) 該 654,874,712 股股份由京暉國際有限公司持有，其 80% 由梁滿林先生擁有。
- (5) 股本百分比乃根據於 2011 年 9 月 30 日已發行之 5,987,564,000 股股份計算。

除上述所披露者外，於 2011 年 9 月 30 日，據本公司董事或主要行政人員所知，概無其他人士（本公司董事或主要行政人員除外）於本公司股份或相關股份中擁有或視為或當作擁有根據證券及期貨條例第 XV 部第 2 及 3 分部之條文須向本公司披露或根據證券及期貨條例第 336 條載入本公司存置的登記冊之權益或淡倉。

# Disclosure of Interests

## 權益披露

### Share Options Schemes

#### Pre-IPO Share Option Agreements

The Company entered into the pre-IPO share option agreements to recognize the contribution of and to provide for incentives and reward to the Directors and certain employees who have contributed to the economic achievement to the Group (the "Grantees"). The pre-IPO share option agreements were entered into on 31 July 2008 to formalize all previous arrangements with the Grantees. No further options may be granted under the pre-IPO share option agreements.

The table below summarized the details of the movements in the options granted pursuant to the pre-IPO share option agreements.

### 購股權計劃

#### 首次公開發售股份前購股權協議

本公司簽訂首次公開發售股份前購股權協議，以肯定董事及若干僱員（「承授人」）為本集團作出的貢獻，並為彼等提供獎勵。首次公開發售股份前購股權協議於2008年7月31日簽訂，以規範與承授人所有過往安排。首次公開發售股份前購股權協議將不會再授出購股權。

下表摘錄根據首次公開發售股份前購股權協議授出購股權的變動詳情。

Category 類別	Date of grant 授出日期	Number of Share Options 購股權數目					Exercise price 行使價 HK\$ 港元	Exercisable period 行使期
		As at 1 April 2011 於2011年 4月1日	Granted 已授出	Exercised 已行使	Cancelled/ Lapsed 已註銷/失效	As at 30 September 2011 於2011年 9月30日		
<b>Pre-IPO Share Option Agreements</b>								
<b>首次公開發售股份前購股權協議</b>								
<b>Executive Directors</b>								
<b>執行董事</b>								
Cheng Chung Hing 鄭松興	31.07.2008	66,000,000	-	-	-	66,000,000	1.05	30.09.2009- 29.09.2012
Leung Moon Lam 梁滿林	31.07.2008	66,000,000	-	-	-	66,000,000	1.05	30.09.2009- 29.09.2012
<b>Other Employees</b> <b>其他僱員</b>	31.07.2008	40,000,000	-	-	(40,000,000)	0	1.05	30.09.2009- 29.09.2011
		<b>172,000,000</b>	<b>-</b>	<b>-</b>	<b>(40,000,000)</b>	<b>132,000,000</b>		

# Disclosure of Interests

## 權益披露

### Share Option Scheme

The Company has adopted a share option scheme on 4 September 2009 (the "Share Option Scheme"). The major terms of the Share Option Scheme are summarized as follows:

1. The purpose is to provide incentives to eligible persons for their contribution to the Company and to enable the Company to recruit high-calibre employees and attract human resources that are valuable to the Group.
2. The Board may at its discretion grant options to directors, employees, officers, agents, consultants or representatives of the Group.
3. The total number of Shares which may be issued upon exercise of all share options granted and yet to be exercised under the Share Option Scheme must not exceed 30% of the Shares in issue from time to time. The total number of Shares in respect of which options may be granted under the Share Option Scheme is not permitted to exceed 10% in nominal amount of the issued Shares as at the date of commencement of the listing of Shares on the Stock Exchange unless with the prior approval from the Shareholders. The maximum number of the Shares available for issue upon exercise of all share options which may be granted under the Share Option Scheme is 381,400,000, representing approximately 6.37% of the issued share capital of the Company as at the date of this interim report.
4. The total number of Shares issued and to be issued upon the exercise of share options granted under the Share Option Scheme (including exercised, cancelled and outstanding share options) to each grantee in any 12-month period up to the date of grant shall not exceed 1% of the issued share capital of the Company as at the date of grant. Any further grant of share options in excess of this limit is subject to approval of the shareholders.
5. The period during which a share option may be exercised will be determined by the Directors at their absolute discretion, save that no share option may be exercised more than 10 years after grant.

### 購股權計劃

本公司已於2009年9月4日採納了一套購股權計劃(「購股權計劃」)，購股權計劃的主要條款摘錄如下：

1. 該計劃旨在向合資格人士獎勵其對本公司的貢獻，並使本公司能為本集團招聘優秀員工及吸引人才。
2. 董事會有權酌情向董事、僱員、高級職員、代理、顧問或本集團之代表授予購股權。
3. 根據購股權計劃所授出而尚未行使之所有購股權，可授予發行之股份的數目上限，不得超過當時已發行股本之30%。除獲本公司股東預先批准，就計劃下授予的購股權份總數，不得超過股份於聯交所上市之日期的已發行股份的面值之10%。根據行使購股權計劃可能授予各承授人的所有購股權，本公司能發行的股份數目之上限為381,400,000股，相當於本年報日期本公司已發行股本約6.37%。
4. 根據購股權計劃已授予各承授人的購股權(包括已行使、註銷及未行使之購股權)，於任何12個月期間至授出日期，本公司已發行及將予發行的股份總數不得超過本公司於授出日期已發行股本的1%。如要進一步授出超過此限額的購股權，須獲股東於股東大會上批准。
5. 除購股權不能於授出10年後行使外，董事有權酌情決定購股權於期內之行使期。

# Disclosure of Interests

## 權益披露

- |  |  |
|--|--|
| 6. The consideration paid by each grantee for each grant of options is HK\$1.  | 6. 各承授人須支付1港元作為每次授予購股權的代價。   |
| 7. The exercise price in relation to each share option will be determined by the Directors at their absolute discretion and shall not be less than the highest of (i) the official closing price of the Shares as stated in the daily quotation sheet of the Stock Exchange on the date of grant; (ii) the average closing prices of the Shares as stated in the daily quotation sheets of the Stock Exchange for the five business days immediately preceding the date of grant; and (iii) the nominal value of the Share on the date of grant. | 7. 董事有權酌情決定各購股權的行使價，惟不得低於下列各項之最高者 (i)於授予購股權日期，聯交所日報表所列的本公司股份的官方收市價；(ii)緊接授予購股權日期前五個交易日，聯交所日報表所列的本公司股份的官方平均收市價；及(iii)於授予購股權日期股份的面值。 |
| 8. The Share Option Scheme will expire on 29 September 2019 after which no further options will be granted under the Share Option Scheme. In respect of the options granted and accepted prior to such expiration and not then exercised, they shall continue to be valid and exercisable subject to and in accordance with the Share Option Scheme.   | 8. 購股權計劃將於2019年9月29日終止，其後將不能根據購股權計劃授予購股權。至於該終止前已授予及接受而當時並未行使之購股權，其根據購股權計劃將仍然有效及可行使。  |

# Disclosure of Interests

## 權益披露

The table below summarized the details of the movements in the options granted pursuant to the Share Option Scheme during the period:

於回顧期間根據購股權計劃授出購股權的變動詳情摘錄於下表之內：

Category 類別	Date of grant 授出日期	Number of Share Options 購股權數目				Cancelled/ Lapsed 註銷/失效	As at 30 September 2011 於2011年 9月30日	Exercise price 行使價 HK\$ 港元	Exercisable period 行使期
		As at 1 April 2011 於2011年 4月1日	Granted 授出	Exercised 行使					
<b>Director</b> <b>董事</b>									
Xu Yang 許揚	11.04.2011	-	5,000,000	-	-	5,000,000	1.29	11.04.2011- 10.04.2016	
		-	5,000,000	-	-	5,000,000	1.29	11.04.2012- 10.04.2016	
		-	5,000,000	-	-	5,000,000	1.29	11.04.2013- 10.04.2016	
<b>Employees</b> <b>僱員</b>	02.12.2010	2,000,000	-	-	-	2,000,000	1.41	02.12.2011- 01.12.2015	
		2,000,000	-	-	-	2,000,000	1.41	02.12.2012- 01.12.2015	
		2,000,000	-	-	-	2,000,000	1.41	02.12.2013- 01.12.2015	
	11.04.2011	-	74,400,000	-	(300,000)	74,100,000	1.29	11.04.2011- 10.04.2016	
		-	57,300,000	-	(3,800,000)	53,500,000	1.29	11.04.2012- 10.04.2016	
		-	57,300,000	-	(3,800,000)	53,500,000	1.29	11.04.2013- 10.04.2016	
		-	22,900,000	-	(3,500,000)	19,400,000	1.29	11.04.2014- 10.04.2016	
		<b>6,000,000</b>	<b>226,900,000</b>	<b>-</b>	<b>(11,400,000)</b>	<b>221,500,000</b>			

# Disclosure of Interests

## 權益披露

### Notes:

1. The closing prices of the Shares immediately before the date on which the share options granted on 2 December 2010 and 11 April 2011 were HK\$1.41 and HK\$1.27 per share respectively.
2. Details of the Share Option Scheme is set out in note 22 to the interim condensed consolidated financial statements.

### 附註：

1. 緊接於2010年12月2日及2011年4月11日授出購股權日期前本公司股份的收市價分別為每股1.41港元及1.27港元。
2. 購股權計劃的詳情載於中期簡明綜合財務報表附註22。



# Corporate Governance and Other Information

## 企業管治及其他資料

### Compliance with the Code on Corporate Governance Practices

During the period for the six months ended 30 September 2011, the Company has complied with the applicable code provisions on the Corporate Governance Practices as set out in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”).

### Compliance with the Model Code for Securities Transactions by Directors

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (“Model Code”) as set out in Appendix 10 of the Listing Rules as the standard for securities transactions by the Directors. The Company has made specific enquiries of all the Directors and all the Directors confirmed that they have complied with the required standards set out in the Model Code during the period for the six months ended 30 September 2011.

### Change in Information of Director

The change in the information of Director since the publication of the 2010/11 annual report is set out below pursuant to Rule 13.51(B)(1) of the Listing Rules:

#### Director’s Experience

Mr. Hui Chiu Chung Stephen has been re-designated from independent non-executive director to non-executive director of Luk Fook Holdings (International) Limited (stock code: 590) with effect from 1 October 2011.

### Audit Committee

The Audit Committee is responsible for the review and supervision of the Group’s financial reporting process, internal controls and review of the Company’s financial statements. Their written terms of reference are in line with the provisions under the Code on Corporate Governance Practices and the roles and the responsibilities delegated to the Audit Committee by the Board.

The Audit Committee consists of Mr. Li Wai Keung as chairman, Mr. Leung Kwan Yuen Andrew, Mr. Hui Chiu Chung Stephen and Mr. Shi Wan Peng. All the Audit Committee members are independent non-executive Directors.

### 遵守企業管治常規守則

於截至2011年9月30日止六個月期間，本公司已遵守香港聯合交易所有限公司證券上市規則(「上市規則」)附錄14所載企業管治常規守則之所有適用守則條文。

### 遵守董事進行證券交易之標準守則

本公司已採納上市規則附錄10所載上市發行人董事進行證券交易之標準守則(「標準守則」)作為董事進行證券交易之標準。本公司已對全體董事作出具體查詢，所有董事確認截至2011年9月30日止六個月內一直遵守標準守則。

### 董事資料變動

自2010/11年報刊發後之董事資料變動根據上市規則第13.51(B)(1)條於下方呈列。

#### 董事經驗

許照中先生自2011年10月1日起由六福集團(國際)有限公司(股份代號：590)之獨立非執行董事改任為非執行董事。

### 審核委員會

審核委員會負責檢討及監管本集團的財務申報過程、內部監控及審閱本公司的財務報表。其書面職權範圍與企業管治守則項下規定及董事會指定審核委員會的職責及職務相符。

審核委員會由李偉強先生(主席)、梁君彥先生、許照中先生及石萬鵬先生組成。審核委員會所有成員均為獨立非執行董事。

# Corporate Governance and Other Information

## 企業管治及其他資料

The unaudited interim results of the Company and its subsidiaries for the six months ended 30 September 2011 have been reviewed by the Audit Committee and Ernst & Young, the Company's external auditors, 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.

審核委員會及本公司外聘核數師安永會計師事務所，已根據香港會計師公會頒佈的香港審閱委聘準則第2410號「獨立核數師對中期財務訊息的審閱」，審閱本公司及其附屬公司截至2011年9月30日止六個月的未經審核中期業績。

### **Purchase, Sale or Redemption of Listed Securities**

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the period under review.

### **購買、出售或贖回上市證券**

於回顧期間，本公司及其附屬公司概無購買、出售或贖回本公司任何上市證券。

### **Interim Dividend**

The Board resolved not to declare any interim dividend for the six months ended 30 September 2011 (30 September 2010: nil).

### **中期股息**

董事會決定不宣佈任何截至2011年9月30日止六個月之中期股息(2010年9月30日：無)。

# Report on Review of Interim Financial Information

## 中期財務資料審閱報告



To the Board of Directors  
**China South City Holdings Limited**  
(Incorporated in Hong Kong with limited liability)

### Introduction

We have reviewed the interim financial information set out on pages 43 to 80 which comprises the condensed consolidated statement of financial position of China South City Holdings Limited as at 30 September 2011 and the related condensed consolidated statements of income, comprehensive income, changes in equity and cash flows for the six-month period then ended, and explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of 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.

中期財務資料審閱報告  
**致華南城控股有限公司董事會**  
(於香港註冊成立的有限公司)

### 緒言

吾等已審閱第43至80頁所載的中期財務資料，當中包括華南城控股有限公司於2011年9月30日的簡明綜合財務狀況表，以及截至該日止六個月期間的相關簡明綜合收益表、全面收益表、權益變動表及現金流量表，以及說明附註。香港聯合交易所有限公司證券上市規則規定，就中期財務資料編製報告須符合當中的相關條文，以及由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」)。

董事須負責根據香港會計準則第34號編製及呈報此中期財務資料。吾等的責任是根據吾等的審閱工作，對此中期財務資料作出結論，並按照雙方所協定的委聘書條款僅向閣下(作為整體)報告，除此之外本報告別無其他目的。吾等不會就本報告的內容向任何其他人士負上或承擔任何責任。

### 審閱範圍

吾等依據香港會計師公會頒佈的香港審閱委聘準則第2410號「實體的獨立核數師對中期財務資料的審閱」進行吾等的審閱工作。審閱中期財務資料包括主要向負責財務和會計事務的人員作出查詢，以及進行分析性和其他審閱程序。由於審閱的範圍遠較根據香港審計準則進行審核的範圍為小，故吾等不保證可知悉所有在審核中可能發現的重大事項。因此，吾等不會發表審核意見。

# Report on Review of Interim Financial Information

## 中期財務資料審閱報告

### 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.

### 結論

根據吾等的審閱工作，並無發現任何事項令吾等相信中期財務資料在任何重大方面未有根據香港會計準則第34號編製。

### Ernst & Young

*Certified Public Accountants*  
18/F, Two International Finance Centre  
8 Finance Street, Central  
Hong Kong

28 November 2011

### 安永會計師事務所

執業會計師  
香港  
中環金融街8號  
國際金融中心二期18樓

2011年11月28日

# Interim Condensed Consolidated Income Statement

## 中期簡明綜合收益表

For the six months ended 30 September 2011  
截至2011年9月30日止六個月

		For the six months ended 30 September 截至9月30日止六個月		
		2011 2011年 HK\$'000 千港元 (Unaudited) (未經審核)	2010 2010年 HK\$'000 千港元 (Unaudited) (未經審核)	
	Notes 附註			
<b>REVENUE</b>	<b>收入</b>	4	868,598	590,515
Cost of sales	銷售成本		(350,641)	(258,775)
Gross profit	毛利		517,957	331,740
Other income and gains	其他收入及收益	5	523,997	19,757
Fair value gains on investment properties	投資物業公平值收益	5	150,675	358,464
Selling and distribution costs	銷售及分銷成本		(75,192)	(39,090)
Administrative expenses	行政開支		(160,630)	(86,418)
Other expenses	其他開支		530	(172)
Finance costs	融資成本	6	(22,261)	(16,797)
Share of profits and losses of:	應佔下列各方的利潤及虧損：			
A jointly-controlled entity	一家共同控制實體		841	651
Associates	聯營公司		(158)	(162)
<b>PROFIT BEFORE TAX</b>	<b>稅前利潤</b>	7	935,759	567,973
Income tax expense	所得稅開支	8	(398,415)	(225,282)
<b>PROFIT FOR THE PERIOD</b>	<b>期內利潤</b>		537,344	342,691
Attributable to:	下列各方應佔：			
Owners of the parent	母公司擁有人		543,595	347,196
Non-controlling interests	非控股權益		(6,251)	(4,505)
			537,344	342,691
<b>EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT</b>	<b>歸屬於母公司普通股 權益持有人之 每股盈利</b>	9		
Basic	基本			
– For profit for the period	– 一期內利潤		HK9.08 cents 港仙	HK5.80 cents 港仙
Diluted	攤薄			
– For profit for the period	– 一期內利潤		HK9.04 cents 港仙	HK5.78 cents 港仙

# Interim Condensed Consolidated Statement of Comprehensive Income

## 中期簡明綜合全面收益表

For the six months ended 30 September 2011  
截至2011年9月30日止六個月

		For the six months ended 30 September 截至9月30日止六個月	
		2011 2011年 HK\$'000 千港元 (Unaudited) (未經審核)	2010 2010年 HK\$'000 千港元 (Unaudited) (未經審核)
<b>PROFIT FOR THE PERIOD</b>	<b>期內利潤</b>	537,344	342,691
Exchange realignment	匯兌調整	217,458	146,667
<b>TOTAL COMPREHENSIVE INCOME FOR THE PERIOD, NET OF TAX</b>	<b>期內全面收入總額， 扣除稅項</b>	754,802	489,358
Attributable to:	下列各方應佔：		
Owners of the parent	母公司擁有人	759,109	492,150
Non-controlling interests	非控股權益	(4,307)	(2,792)
		754,802	489,358

# Interim Condensed Consolidated Statement of Financial Position

## 中期簡明綜合財務狀況表

At 30 September 2011  
於2011年9月30日

			30 September 2011 2011年 9月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2011 2011年 3月31日 HK\$'000 千港元 (Audited) (經審核)
	Notes 附註			
<b>NON-CURRENT ASSETS</b>		<b>非流動資產</b>		
Property, plant and equipment	11	物業、廠房及設備	222,698	204,119
Investment properties	12	投資物業	11,732,169	11,285,288
Properties under development	13	發展中物業	3,157,947	3,403,663
Prepaid land premiums	14	預付土地出讓金	7,139	7,036
Goodwill		商譽	20,066	20,066
Interests in jointly-controlled entities		於共同控制實體的權益	3,186	11,106
Interests in associates		於聯營公司的權益	(1,362)	(1,177)
Finance lease receivables		融資租賃應收款項	43,968	46,795
Deposits paid for purchase of land		購買土地支付的按金	435,112	261,316
Deferred tax assets		遞延稅項資產	178,936	160,003
Total non-current assets		非流動資產總值	15,799,859	15,398,215
<b>CURRENT ASSETS</b>		<b>流動資產</b>		
Properties held for finance lease		持作融資租賃物業	121,212	161,571
Properties held for sale		持作銷售物業	3,858,339	482,607
Trade receivables	15	應收貿易賬款	189,905	589,943
Prepayments, deposits and other receivables		預付款項、按金及其他應收款項	1,534,008	34,005
Held for trading investments at fair value through profit or loss	16	透過損益以公平值列賬的持作買賣投資	107,891	153,065
Restricted cash		受限制現金	36,715	43,181
Cash and bank balances	17	現金及銀行結餘	3,371,979	4,521,310
Total current assets		流動資產總值	9,220,049	5,985,682
<b>CURRENT LIABILITIES</b>		<b>流動負債</b>		
Trade and other payables	18	貿易及其他應付款項	3,613,247	1,324,051
Interest-bearing bank and other borrowings	19	計息銀行及其他借貸	2,748,637	1,696,394
Tax payable		應付稅項	1,058,313	900,503
Total current liabilities		流動負債總額	7,420,197	3,920,948
<b>NET CURRENT ASSETS</b>		<b>流動資產淨值</b>	1,799,852	2,064,734
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<b>總資產減流動負債</b>	17,599,711	17,462,949

# Interim Condensed Consolidated Statement of Financial Position

## 中期簡明綜合財務狀況表

At 30 September 2011  
於2011年9月30日

		Notes 附註	30 September 2011 2011年 9月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2011 2011年 3月31日 HK\$'000 千港元 (Audited) (經審核)
<b>NON-CURRENT LIABILITIES</b>	<b>非流動負債</b>			
Interest-bearing bank and other borrowings	計息銀行及其他借貸	19	1,881,264	2,546,303
Senior notes	優先票據	20	1,868,482	1,900,083
Amount due to non-controlling interests	應付非控股權益款項	26	52,506	51,170
Deferred tax liabilities	遞延稅項負債		2,473,030	2,347,357
Total non-current liabilities	非流動負債總額		6,275,282	6,844,913
Net assets	資產淨值		11,324,429	10,618,036
<b>EQUITY</b>	<b>權益</b>			
Equity attributable to owners of the parent	母公司擁有人應佔權益			
Issued capital	已發行股本	21	59,876	59,876
Reserves	儲備		11,191,738	10,331,349
Proposed dividends	擬派股息		–	149,689
Non-controlling interests	非控股權益		11,251,614	10,540,914
			72,815	77,122
Total equity	權益總額		11,324,429	10,618,036



# Interim Condensed Consolidated Statement of Changes in Equity

## 中期簡明綜合權益變動表

For the six months ended 30 September 2011  
截至2011年9月30日止六個月

		Attributable to owners of the parent 母公司擁有人應佔											
		Issued capital	Capital redemption reserve	Capital reserve	Share premium	Statutory surplus reserve	Share option reserve	Exchange fluctuation reserve	Retained profits	Proposed final dividends	Total	Non-controlling interests	Total equity
		已發行股本	資本贖回儲備	資本儲備	股份溢價	法定盈餘儲備	購股權儲備	匯兌波動儲備	保留利潤	末期股息	總計	非控股權益	權益總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 April 2010 (audited)	於2010年4月1日 (經審核)	60,000	-	-	3,039,402	86,269	67,520	594,820	4,945,422	119,591	8,913,024	113,661	9,026,685
Profit for the period	期內利潤	-	-	-	-	-	-	-	347,196	-	347,196	(4,505)	342,691
Other comprehensive income for the period:	期內其他全面收入：												
Exchange differences on translation of foreign operations	換算海外業務的匯兌差額	-	-	-	-	1,661	-	143,293	-	-	144,954	1,713	146,667
Total comprehensive income	總全面收入	-	-	-	-	1,661	-	143,293	347,196	-	492,150	(2,792)	489,358
Repurchase of shares	購回股份	(204)	204	-	-	-	-	-	(24,616)	-	(24,616)	-	(24,616)
Acquisition of non-controlling interests	收購非控股權益	-	-	(88,181)	-	-	-	-	-	-	(88,181)	(31,819)	(120,000)
Final 2010 dividend declared	宣派2010年末期股息	-	-	-	-	-	-	-	-	(119,591)	(119,591)	-	(119,591)
At 30 September 2010 (unaudited)	於2010年9月30日 (未經審核)	59,796	204	(88,181)	3,039,402	87,930	67,520	738,113	5,268,002	-	9,172,786	79,050	9,251,836

# Interim Condensed Consolidated Statement of Changes in Equity

## 中期簡明綜合權益變動表

For the six months ended 30 September 2011  
截至2011年9月30日止六個月

		Attributable to owners of the parent 母公司擁有人應佔											
		Capital Issued capital	Capital redemption reserve	Capital reserve	Share premium	Statutory surplus reserve 法定 盈餘儲備	Share option reserve 購股權 儲備	Exchange fluctuation reserve 匯兌波動 儲備	Retained profits 保留利潤	Proposed final dividends 擬派 末期股息	Total	Non- controlling interests 非控股 權益	Total equity 權益總額
		已發行股本 HK\$'000 千港元	資本贖回儲備 HK\$'000 千港元	資本儲備 HK\$'000 千港元	股份溢價 HK\$'000 千港元	盈餘儲備 HK\$'000 千港元	購股權 儲備 HK\$'000 千港元	匯兌波動 儲備 HK\$'000 千港元	保留利潤 HK\$'000 千港元	末期股息 HK\$'000 千港元	總計 HK\$'000 千港元	非控股 權益 HK\$'000 千港元	權益總額 HK\$'000 千港元
At 1 April 2011 (audited)	於2011年4月1日 (經審核)	59,876	204*	(88,181)*	3,050,723*	124,549*	64,915*	889,207*	6,289,932*	149,689	10,540,914	77,122	10,618,036
Profit for the period	期內利潤	-	-	-	-	-	-	-	543,595	-	543,595	(6,251)	537,344
Other comprehensive income for the period:	期內其他全面收入：												
Exchange differences on translation of foreign operations	換算海外業務的 匯兌差額	-	-	-	-	-	-	215,514	-	-	215,514	1,944	217,458
Total comprehensive income	總全面收入	-	-	-	-	-	-	215,514	543,595	-	759,109	(4,307)	754,802
Lapse of share options	購股權失效	-	-	-	-	-	(15,004)	-	15,004	-	-	-	-
Equity-settled share option arrangement	以權益結算的 購股權安排	-	-	-	-	-	30,271	-	-	-	30,271	-	30,271
Disposal of subsidiaries (Note 23)	出售附屬公司 (附註 23)	-	-	88,181	-	-	-	(17,172)	-	-	71,009	-	71,009
Final 2011 dividend declared	宣派2011年末期股息	-	-	-	-	-	-	-	(149,689)	(149,689)	-	-	(149,689)
At 30 September 2011 (unaudited)	於2011年9月30日 (未經審核)	59,876	204*	-*	3,050,723*	124,549*	80,182*	1,087,549*	6,848,531*	-	11,251,614	72,815	11,324,429

\* These reserve accounts comprise the consolidated reserves of HK\$11,191,738,000 (31 March 2011: HK\$10,331,349,000) in the interim condensed consolidated statement of financial position.

\* 該等儲備賬包括中期簡明綜合財務狀況表所載的綜合儲備11,191,738,000港元(2011年3月31日: 10,331,349,000港元)。

# Interim Condensed Consolidated Statement of Cash Flows

## 中期簡明綜合現金流量表

For the six months ended 30 September 2011  
截至2011年9月30日止六個月

		For the six months ended 30 September 截至9月30日止六個月	
		2011 2011年 HK\$'000 千港元 (Unaudited) (未經審核)	2010 2010年 HK\$'000 千港元 (Unaudited) (未經審核)
<b>NET CASH INFLOW FROM OPERATING ACTIVITIES</b>	<b>經營活動現金流入淨額</b>	<b>888,840</b>	282,499
<b>NET CASH OUTFLOW FROM INVESTING ACTIVITIES</b>	<b>投資活動現金流出淨額</b>	<b>(2,123,593)</b>	(574,007)
<b>NET CASH INFLOW/(OUTFLOW) FROM FINANCING ACTIVITIES</b>	<b>融資活動現金流入/(流出) 淨額</b>	<b>67,289</b>	(106,821)
<b>NET DECREASE IN CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等價物 減少淨額</b>	<b>(1,167,464)</b>	(398,329)
Cash and cash equivalents at beginning of period	期初的現金及現金等價物	<b>4,521,310</b>	3,702,977
Effect of foreign exchange rate changes, net	匯率變動影響淨額	<b>18,133</b>	47,914
<b>CASH AND CASH EQUIVALENTS AT END OF PERIOD</b>	<b>期終的現金及現金等價物</b>	<b>3,371,979</b>	3,352,562

# Notes to Interim Condensed Consolidated Financial Statements

## 中期簡明綜合財務報表附註

For the six months ended 30 September 2011  
截至2011年9月30日止六個月

### 1. Corporate Information

China South City Holdings Limited (the “Company”) is a limited liability company incorporated in Hong Kong. The registered office of the Company is located at Room 2205, 22/F, Sun Life Tower, The Gateway, 15 Canton Road, Tsimshatsui, Kowloon, Hong Kong. The principal place of business of the Group is located at No. 1 Hua Nan Main Road, Pinghu, Longgang District, Shenzhen, the People’s Republic of China (the “PRC”).

During the period, the Group is principally engaged in developing and operating the large-scale integrated logistics and trade centres, developing supporting residential and commercial facilities, property management and operation of hotels.

These interim condensed consolidated financial statements have not been audited.

### 2. Basis of Preparation

The unaudited interim condensed consolidated financial statements have been prepared in accordance with Hong Kong Accounting Standard (“HKAS”) 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants.

The interim condensed consolidated 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 annual financial statements for the year ended 31 March 2011.

### 1. 公司資料

華南城控股有限公司(「本公司»)為在香港註冊成立為有限公司。本公司註冊辦事處位於香港九龍尖沙咀廣東道15號港威大廈永明金融大樓22樓2205室。本集團主要營業地點位於中華人民共和國(「中國»)深圳市龍崗區平湖鎮華南大道1號。

期內，本集團主要從事發展及經營大型綜合物流及商貿中心、開發商住配套設施、物業管理及酒店運營。

此等中期簡明綜合財務報表未經審核。

### 2. 編製基準

未經審核中期簡明綜合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。

中期簡明綜合財務報表不包括年度財務報表規定的所有資料及披露，並應與本集團截至2011年3月31日止年度的年度財務報表一併閱讀。

# Notes to Interim Condensed Consolidated Financial Statements

## 中期簡明綜合財務報表附註

For the six months ended 30 September 2011  
截至2011年9月30日止六個月

### 3. Impact of New and Revised Hong Kong Financial Reporting Standards (“HKFRSs”, Which Also Include HKASs and Interpretations)

The accounting policies adopted in the preparation of the interim condensed consolidated financial statements are consistent with those followed in the preparation of the Group’s annual financial statements for the year ended 31 March 2011, except for the adoption of the new standards and interpretations as noted below.

HKFRS 1 Amendment	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>
HKAS 24 (Revised)	<i>Related Party Disclosures</i>
HK(IFRIC)-Int 14 Amendments	Amendments to HK(IFRIC)-Int 14 <i>Prepayments of a Minimum Funding Requirement</i>
HK(IFRIC)-Int 19	<i>Extinguishing Financial Liabilities with Equity Instruments</i>

The adoption of the above new standards and interpretations has had no material effect on the accounting policies of the Group and the methods of computation in the interim condensed consolidated financial statements.

The Group has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective.

### 3. 新訂及經修訂香港財務報告準則(「香港財務報告準則」, 其中亦包括香港會計準則及詮釋)的影響

編製中期簡明綜合財務報表採納的會計政策與編製本集團截至2011年3月31日止年度的年度財務報表沿用者相符一致, 惟採納下文所述的新訂準則及詮釋除外。

香港財務報告準則 第1號修訂本	香港財務報告準則第1號 <i>首次採納香港財務報告準則 – 首次採納者按可比較香港財務報告準則第7號披露的有限豁免的修訂</i>
香港會計準則 第24號(經修訂)	<i>關連人士披露</i>
香港(國際財務報告 詮釋委員會) – 詮釋 第14號修訂本	香港(國際財務報告詮釋 委員會) – 詮釋第14號 <i>預付最低資金需求的 修訂</i>
香港(國際財務報告 詮釋委員會) – 詮釋第19號	<i>以權益工具抵銷財務負債</i>

採納上述新訂準則及詮釋對本集團的會計政策及中期簡明綜合財務報表的計算方法並無重大影響。

本集團並無提早採納已頒佈但未生效的任何其他準則、詮釋或修訂。

# Notes to Interim Condensed Consolidated Financial Statements

## 中期簡明綜合財務報表附註

For the six months ended 30 September 2011  
截至2011年9月30日止六個月

### 4. Segment Information

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

- (a) the property development segment engages in the development of integrated logistics and trade centres and supporting facilities;
- (b) the property investment segment invests in integrated logistics and trade centres and supporting facilities;
- (c) the property management segment engages in the management of the Group's developed properties;
- (d) the hotel operation segment engages in the provision of hotel services; and
- (e) the "others" segment comprises, principally, the provision of exhibition and other 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/(loss), which is a measure of adjusted profit/(loss) before tax from continuing operations. The adjusted profit/(loss) before tax from continuing operations is measured consistently with the Group's profit before tax from continuing operations except that interest income, finance costs, fair value gains from the Group's financial instruments and head office and corporate expenses are excluded from such measurement.

Intersegment sales and transfers are transacted with reference to the selling prices used for sales made to third parties at the then prevailing market prices.

No geographical segment analysis is presented as the majority of the assets and operation of the Group are located in PRC, which is considered as one geographical location in an economic environment with similar risk and returns.

### 4. 分部資料

就管理而言，本集團根據其產品及服務劃分業務單位，並具備以下五個可呈報分部：

- (a) 物業發展分部發展綜合物流及商貿中心以及配套設施；
- (b) 物業投資分部投資綜合物流及商貿中心以及配套設施；
- (c) 物業管理分部管理本集團的已建成物業；
- (d) 酒店營運分部提供酒店服務；及
- (e) 「其他」分部主要包括提供展覽及其他服務。

管理層獨立監察本集團的營運分部業績，旨在作出資源分配及表現評估決定。分部表現乃根據可呈報分部間利潤／（虧損）（即來自持續經營業務的經調整稅前利潤／（虧損）的計量方法）評估。來自持續經營業務的經調整稅前利潤／（虧損）與本集團來自持續經營業務的稅前利潤計量方式一致，惟利息收入、融資成本、本集團金融工具公平值收益以及總辦事處及公司開支均無計算在內。

分部間銷售及轉讓乃參考當時向第三方按市價作出銷售的售價進行。

由於本集團的大部分資產及經營均位於中國（被視為處於具類似風險及回報的經濟環境的一個地理位置），本集團並無呈列地理分部分析。

# Notes to Interim Condensed Consolidated Financial Statements

## 中期簡明綜合財務報表附註

For the six months ended 30 September 2011  
截至2011年9月30日止六個月

### 4. Segment Information (continued)

### 4. 分部資料(續)

For the six months ended 30 September 2011 (Unaudited)	截至2011年 9月30日止六個月 (未經審核)	Property development 物業發展 HK\$'000 千港元	Property investment 物業投資 HK\$'000 千港元	Property management 物業管理 HK\$'000 千港元	Hotel operation 酒店營運 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Segment revenue:</b>	<b>分部收入:</b>						
Sales to external customers	對外部客戶銷售	762,157	75,192	19,368	10,769	1,112	868,598
Intersegment sales	分部間銷售	-	-	4,239	15,679	-	19,918
		762,157	75,192	23,607	26,448	1,112	888,516
Elimination of intersegment sales	分部間銷售對銷						(19,918)
Revenue	收入						868,598
Segment results before increase in fair value of investment properties	投資物業公平值增加前分部業績	500,915	36,801	(16,080)	(4,791)	1,112	517,957
Increase in fair value of investment properties	投資物業公平值增加	-	150,675	-	-	-	150,675
Segment results after increase in fair value of investment properties	投資物業公平值增加後分部業績	500,915	187,476	(16,080)	(4,791)	1,112	668,632
Interest income	利息收入						2,436
Gain on disposal of subsidiaries	出售附屬公司收益						545,720
Losses on held for trading investments at fair value through profit or loss, net	透過損益以公平值列賬的持作買賣投資虧損淨額						(45,175)
Unallocated income and gains	未分配收入及收益						21,016
Unallocated expenses	未分配開支						(235,292)
Finance costs	融資成本						(22,261)
Share of profit of a jointly-controlled entity	應佔一家共同控制實體利潤						841
Share of losses of associates	應佔聯營公司虧損						(158)
Profit before tax	稅前利潤						935,759

# Notes to Interim Condensed Consolidated Financial Statements

## 中期簡明綜合財務報表附註

For the six months ended 30 September 2011  
截至2011年9月30日止六個月

### 4. Segment Information (continued)

### 4. 分部資料(續)

For the six months ended 30 September 2010 (Unaudited)	截至2010年 9月30日止六個月 (未經審核)	Property development 物業發展 HK\$'000 千港元	Property investment 物業投資 HK\$'000 千港元	Property management 物業管理 HK\$'000 千港元	Hotel operation 酒店營運 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Segment revenue:</b>	<b>分部收入:</b>						
Sales to external customers	對外部客戶銷售	498,559	65,127	15,810	11,019	-	590,515
Intersegment sales	分部間銷售	-	-	-	3,250	-	3,250
		498,559	65,127	15,810	14,269	-	593,765
Elimination of intersegment sales	分部間銷售對銷						(3,250)
Revenue	收入						590,515
Segment results before increase in fair value of investment properties	投資物業公平值增加前分部業績	329,661	28,879	(17,178)	(9,622)	-	331,740
Increase in fair value of investment properties	投資物業公平值增加	-	358,464	-	-	-	358,464
Segment results after increase in fair value of investment properties	投資物業公平值增加後分部業績	329,661	387,343	(17,178)	(9,622)	-	690,204
Interest income	利息收入						7,478
Gains on held for trading investments at fair value through profit or loss, net	透過損益以公平值列賬的持作買賣投資收益淨額						7,557
Unallocated income and gains	未分配收入及收益						4,722
Unallocated expenses	未分配開支						(125,680)
Finance costs	融資成本						(16,797)
Share of profit of a jointly-controlled entity	應佔一家共同控制實體利潤						651
Share of losses of associates	應佔聯營公司虧損						(162)
Profit before tax	稅前利潤						567,973



# Notes to Interim Condensed Consolidated Financial Statements

## 中期簡明綜合財務報表附註

For the six months ended 30 September 2011  
截至2011年9月30日止六個月

### 5. Other Income and Gains

### 5. 其他收入及收益

		For the six months ended 30 September 截至9月30日止六個月	
		2011 2011年 HK\$'000 千港元 (Unaudited) (未經審核)	2010 2010年 HK\$'000 千港元 (Unaudited) (未經審核)
<b>Other income</b>	<b>其他收入</b>		
Interest income from:	來自下列各項的利息收入：		
Banks	銀行	707	5,346
Loan receivables	應收貸款	1,729	2,132
Contracted income in respect of the operation of hotel supporting entertainment facilities	經營酒店配套娛樂設施的 合同收入	1,150	1,307
Others	其他	5,440	3,415
		9,026	12,200
<b>Gains</b>	<b>收益</b>		
Gain on disposal of subsidiaries	出售附屬公司收益	545,720	–
Gains/(losses) on held for trading investments at fair value through profit or loss, net	透過損益以公平值列賬的持作 買賣投資收益/(虧損)淨額	(45,175)	7,557
Gain on repurchase of senior notes	購回優先票據收益	8,063	–
Others	其他	6,363	–
		514,971	7,557
<b>Other income and gains</b>	<b>其他收入及收益</b>	523,997	19,757
<b>Fair value gains on investment     properties</b>	<b>投資物業公平值收益</b>	150,675	358,464

# Notes to Interim Condensed Consolidated Financial Statements

## 中期簡明綜合財務報表附註

For the six months ended 30 September 2011  
截至2011年9月30日止六個月

### 6. Finance Costs

### 6. 融資成本

		For the six months ended 30 September 截至9月30日止六個月	
		2011 2011年 HK\$'000 千港元 (Unaudited) (未經審核)	2010 2010年 HK\$'000 千港元 (Unaudited) (未經審核)
Interest on bank and other borrowings, net:	銀行及其他借貸之利息淨額：		
Wholly repayable within five years	須於五年內全數償還	110,466	89,441
Wholly repayable beyond five years	須於五年後全數償還	15,274	10,389
Interest on senior notes	優先票據利息	138,189	–
Less: Interest capitalised	減：資本化利息	(241,668)	(83,033)
<b>Total</b>	<b>總計</b>	<b>22,261</b>	<b>16,797</b>

# Notes to Interim Condensed Consolidated Financial Statements

## 中期簡明綜合財務報表附註

For the six months ended 30 September 2011  
截至2011年9月30日止六個月

### 7. Profit Before Tax

The Group's profit before tax is arrived at after charging/(crediting):

### 7. 稅前利潤

本集團的稅前利潤已扣除／(計入)下列各項：

		For the six months ended 30 September 截至9月30日止六個月	
		2011 2011年 HK\$'000 千港元 (Unaudited) (未經審核)	2010 2010年 HK\$'000 千港元 (Unaudited) (未經審核)
Depreciation	折舊	11,591	16,423
Less: Depreciation capitalised in respect of properties under development	減：就發展中物業資本化折舊	(353)	(430)
Amortisation of prepaid land premiums	預付土地出讓金攤銷	11,238	15,993
Equity-settled share option expense	以權益結算的購股權開支	81	99
Impairment/(write-back of impairment) of interests in a jointly-controlled entity*	於一家共同控制實體的權益減值／(減值撥回)*	30,271	—
		(530)	172

\* Included in "Other expenses" in the interim condensed consolidated income statement.

\* 計入中期簡明綜合收益表「其他開支」項內。

### 8. Income Tax Expense

No provision for Hong Kong profits tax has been made as the Group had no assessable profits arising in Hong Kong during the period (six months ended 30 September 2010: Nil). Taxes on profits assessable in Mainland China are calculated at the rates of tax prevailing in the locations in which the Group operates, based on existing legislation, interpretations and practices in respect thereof.

### 8. 所得稅開支

期內，由於本集團概無源自香港的應課稅利潤，故並無計提香港利得稅撥備(截至2010年9月30日止六個月：無)。中國大陸的應課稅利潤稅項乃根據本集團經營所在地之現行法例、詮釋及慣例按當前稅率計算。

# Notes to Interim Condensed Consolidated Financial Statements

## 中期簡明綜合財務報表附註

For the six months ended 30 September 2011  
截至2011年9月30日止六個月

### 8. Income Tax Expense (continued)

Major subsidiaries of the Group operate in Shenzhen, Mainland China, which are subject to the corporate income tax rate of 24% (2010: 22%) for the year 2011, according to the new PRC Enterprise Income Tax Law which became effective on 1 January 2008.

The PRC land appreciation tax ("LAT") is levied at progressive rates ranging from 30% to 60% on the appreciation of land value, being the proceeds from the sale of properties less deductible expenditures including amortisation of land use rights, borrowing costs and all property development expenditures. The amount of LAT of HK\$128,046,000 was charged to the consolidated income statement for the six months ended 30 September 2011 (six months ended 30 September 2010: HK\$89,140,000)

The major components of income tax expense for the periods are as follows:

### 8. 所得稅開支(續)

根據於2008年1月1日起生效的新中國企業所得稅法，本集團的主要附屬公司在中國大陸深圳營運，2011年須按24% (2010年：22%) 稅率繳納中國企業所得稅。

中國土地增值稅(「土地增值稅」)按30%至60%不等的累進稅率就土地價值(即物業銷售所得款項減包括土地使用權攤銷、借貸成本及所有物業發展開支在內的可扣減開支)增值徵收。為數128,046,000港元的土地增值稅已於截至2011年9月30日止六個月的綜合收益表內扣除(截至2010年9月30日止六個月：89,140,000港元)。

期內所得稅開支主要部分如下：

		For the six months ended 30 September 截至9月30日止六個月	
		2011 2011年 HK\$'000 千港元 (Unaudited) (未經審核)	2010 2010年 HK\$'000 千港元 (Unaudited) (未經審核)
Current — Mainland China corporate income tax	即期—中國大陸企業所得稅	238,678	29,475
Current — LAT in Mainland China	即期—中國大陸土地增值稅	128,046	89,140
Deferred — Mainland China corporate income tax	遞延—中國大陸企業所得稅	52,642	108,532
Deferred — LAT in Mainland China	遞延—中國大陸土地增值稅	(32,011)	(19,611)
Deferred — Withholding tax on dividend	遞延—股息預扣稅	11,060	17,746
Total tax charged for the period	期間稅項支出總額	398,415	225,282

# Notes to Interim Condensed Consolidated Financial Statements

## 中期簡明綜合財務報表附註

For the six months ended 30 September 2011  
截至2011年9月30日止六個月

### 9. Earnings Per Share Attributable to Ordinary Equity Holders of the Parent

The calculation of the basic earnings per share amount is based on the profit for the period attributable to ordinary equity holders of the parent, and the weighted average number of ordinary shares in issue during the period.

The calculation of diluted earnings per share amount is based on the profit for the period attributable to ordinary equity holders of the parent. The weighted average number of ordinary shares used in the calculation is the number of ordinary shares in issue during the period, as used in the basic earnings per share calculation and the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed exercise or conversion of all dilutive potential ordinary shares into ordinary shares.

The calculations of basic and diluted earnings per share amounts are based on:

### 9. 歸屬於母公司普通股權益持有之每股盈利

每股基本盈利乃根據母公司普通股權益持有人應佔期內利潤及期內已發行普通股加權平均數來計算。

每股攤薄盈利乃根據母公司普通股權益持有人應佔期內利潤來計算。計算中所用的普通股加權平均數為計算每股基本盈利所用的期內已發行普通股股數，而加權平均普通股數目乃假設視作行使或轉換所有具潛在攤薄性的普通股為普通股按無償發行。

每股基本及攤薄盈利按下列計算：

		For the six months ended 30 September 截至9月30日止六個月	
		2011 2011年 (Unaudited) (未經審核)	2010 2010年 (Unaudited) (未經審核)
<b>Earnings</b>	<b>盈利</b>		
Profit attributable to ordinary equity holders of the parent, used in the basic earnings per share calculation	用於計算每股基本盈利之母公司普通股權益持有人應佔利潤	543,595,000	347,196,000

# Notes to Interim Condensed Consolidated Financial Statements

## 中期簡明綜合財務報表附註

For the six months ended 30 September 2011  
截至2011年9月30日止六個月

### 9. Earnings Per Share Attributable to Ordinary Equity Holders of the Parent (continued)

### 9. 歸屬於母公司普通股權益持有人之每股盈利(續)

		Number of shares 股份數目	
		2011 2011年	2010 2010年
<b>Shares</b>	<b>股份</b>		
Weighted average number of ordinary shares in issue during the period used in the basic earnings per share calculation	用於計算每股基本盈利之期內已發行普通股加權平均數	5,987,564,000	5,984,908,176
Effect of dilution – weighted average number of ordinary shares: Share options	攤薄影響 — 普通股加權平均數： 購股權	27,485,027	26,341,463
		<b>6,015,049,027</b>	<b>6,011,249,639</b>

### 10. Dividend

At a meeting of the board of directors held on 28 November 2011, the directors resolved not to pay an interim dividend to shareholders (six months ended 30 September 2010: nil).

### 10. 股息

於2011年11月28日舉行的董事會會議上，董事議決不向股東派付中期股息（截至2010年9月30日止六個月：無）。

### 11. Property, Plant and Equipment

During the six months ended 30 September 2011, the Group acquired items of property, plant and equipment with an aggregate cost of approximately HK\$10,077,000 (six months ended 30 September 2010: HK\$11,984,000).

Certain of the Group's buildings and hotel properties with an aggregate carrying value of approximately HK\$42,317,000 as at 30 September 2011 (31 March 2011: HK\$42,017,000) were pledged to secure general banking facilities granted to the Group (note 19).

### 11. 物業、廠房及設備

截至2011年9月30日止六個月，本集團購入物業、廠房及設備項目，總成本約10,077,000港元（截至2010年9月30日止六個月：11,984,000港元）。

於2011年9月30日，本集團賬面總值約42,317,000港元的若干樓宇及酒店物業（2011年3月31日：42,017,000港元）已抵押作為本集團獲授一般銀行融資的擔保（附註19）。

# Notes to Interim Condensed Consolidated Financial Statements

## 中期簡明綜合財務報表附註

For the six months ended 30 September 2011  
截至2011年9月30日止六個月

### 11. Property, Plant and Equipment (continued)

At 30 September 2011, certificates of ownership in respect of certain buildings of the Group in the PRC with an aggregate net book value of HK\$3,452,000 had not been issued by the relevant PRC authorities (31 March 2011: HK\$3,428,000). The Group is in the process of obtaining the relevant certificates of ownership.

### 12. Investment Properties

The Group's investment properties as at 30 September 2011 were valued by Savills Valuation and Professional Services Limited ("Savills"), independent professionally qualified valuers, at RMB9,626,000,000 (31 March 2011: RMB9,501,000,000) (equivalent to HK\$11,732,169,000 (31 March 2011: HK\$11,285,288,000)) on an open market, existing use basis.

The Group's investment properties with aggregate carrying values of approximately HK\$10,282,180,000 and HK\$9,172,434,000 as at 30 September 2011 and 31 March 2011, respectively, were pledged to secure general banking facilities granted to the Group (note 19).

The Group's investment properties with aggregate carrying values of approximately HK\$11,732,169,000 and HK\$11,285,288,000 as at 30 September 2011 and 31 March 2011, respectively, are restricted for sales.

### 13. Properties Under Development

Certain of the Group's properties under development with an aggregate carrying value of approximately HK\$40,354,000 as at 30 September 2011 (31 March 2011: HK\$121,395,000) were pledged to secure general banking facilities granted to the Group (note 19).

### 14. Prepaid Land Premiums

Certain of the Group's leasehold land with an aggregate carrying value of approximately HK\$2,531,000 as at 30 September 2011 (31 March 2011: HK\$2,496,000) were pledged to secure general banking facilities granted to the Group (note 19).

### 11. 物業、廠房及設備(續)

於2011年9月30日，本集團於中國賬面淨值合共3,452,000港元的若干樓宇未獲相關中國機關發出所有權證(2011年3月31日：3,428,000港元)。本集團正辦理領取相關所有權證手續。

### 12. 投資物業

獨立專業合資格估值師第一太平戴維斯估值及專業顧問有限公司(「第一太平戴維斯」)於2011年9月30日評估本集團的投資物業，按公開市場現有用途基準的價值為人民幣9,626,000,000元(2011年3月31日：人民幣9,501,000,000元)(相當於11,732,169,000港元(2011年3月31日：11,285,288,000港元))。

於2011年9月30日及2011年3月31日，本集團賬面總值分別約為10,282,180,000港元及9,172,434,000港元的投資物業已抵押作為本集團獲授一般銀行融資的擔保(附註19)。

於2011年9月30日及2011年3月31日，本集團賬面總值分別約為11,732,169,000港元及11,285,288,000港元的投資物業被限制出售。

### 13. 發展中物業

於2011年9月30日，本集團賬面總值約40,354,000港元的若干在建物業(2011年3月31日：121,395,000港元)已抵押作為本集團獲授一般銀行融資的擔保(附註19)。

### 14. 預付土地出讓金

於2011年9月30日，本集團賬面總值約2,531,000港元的若干租賃土地(2011年3月31日：2,496,000港元)已抵押作為本集團獲授一般銀行融資的擔保(附註19)。

# Notes to Interim Condensed Consolidated Financial Statements

## 中期簡明綜合財務報表附註

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### 15. Trade Receivables

Trade receivables represent rental receivables from tenants, sales income and service income receivables from customers which are payable on presentation of invoices or in accordance with the terms of the related sales and purchase agreements. Overdue balances are reviewed regularly by senior management. In view of this 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. The carrying amounts of the trade receivables approximately to their fair values.

An aged analysis of the trade receivables as at each of the balance sheet dates, based on the payment due date and net of provision, is as follows:

### 15. 應收貿易賬款

應收貿易賬款指於出示發票時應收或根據相關買賣協議的條款應收的租戶租金、應收客戶銷售收入及服務收入。高級管理層定期審閱逾期結餘。有鑑於此及本集團的應收貿易賬款與大量不同客戶有關，故並無重大集中信貸風險。應收貿易賬款為免息。應收貿易賬款賬面值與其公平值相若。

於各資產負債表結算日的應收貿易賬款扣除撥備後按付款到期日計算的賬齡分析如下：

		30 September 2011 2011年 9月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2011 2011年 3月31日 HK\$'000 千港元 (Audited) (經審核)
Current	即期	158,074	403,419
30 to 60 days	30至60天	14,693	29,310
61 to 90 days	61至90天	10,686	49,835
Over 90 days	90天以上	6,452	107,379
<b>Total</b>	<b>總計</b>	<b>189,905</b>	<b>589,943</b>

Receivables that were neither past due nor impaired and past due but not impaired relate to a large number of diversified customers for whom there was no recent history of default. The Group has retained the legal ownership of the properties sold to purchasers for debtor balances.

未逾期及未減值以及已逾期但未減值的應收款項與大量不同客戶有關，而彼等並無最近拖欠記錄。對於物業銷售予買家的應收賬款結餘，本集團保留其物業的法定擁有權。



# Notes to Interim Condensed Consolidated Financial Statements

## 中期簡明綜合財務報表附註

For the six months ended 30 September 2011  
截至2011年9月30日止六個月

### 16. Held for Trading Investments at Fair Value Through Profit or Loss

### 16. 透過損益以公平值列賬的持作買賣投資

		30 September 2011 2011年 9月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2011 2011年 3月31日 HK\$'000 千港元 (Audited) (經審核)
Listed investment funds at market value	按市場價值計算的 上市投資基金	107,891	153,065

The above listed investment funds at 30 September 2011 and 31 March 2011 were classified as held for trading upon initial recognition, and designated by the Group as financial assets at fair value through profit or loss since they were acquired or incurred principally for the purpose of selling or repurchasing in the near term.

於2011年9月30日及2011年3月31日，上述上市投資基金初步確認時分類為持作買賣，由於收購或產生主要為於短期內銷售或購回，故本集團將其指定為透過損益以公平值列賬的財務資產。

# Notes to Interim Condensed Consolidated Financial Statements

## 中期簡明綜合財務報表附註

For the six months ended 30 September 2011  
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### 17. Cash and Bank Balances

### 17. 現金及銀行結餘

	30 September 2011 2011年 9月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2011 2011年 3月31日 HK\$'000 千港元 (Audited) (經審核)
Cash and bank balances	3,371,979	4,521,310

At the end of the reporting period, the cash and bank balances of the Group denominated in RMB amounted to HK\$2,636,000,000 (31 March 2011: HK\$2,822,949,000). The RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term time deposits are made for varying periods of between one day and three months depending on the immediate cash requirements of the Group, and earn interest at the respective short term time deposit rates. The bank balances and restricted cash are deposited with creditworthy banks with no recent history of default.

於報告期末，本集團以人民幣為單位的現金及銀行結餘為2,636,000,000港元(2011年3月31日：2,822,949,000港元)。人民幣並不可自由兌換為其他貨幣，然而，根據中國大陸的外匯管制條例及結匯、售匯及付匯管理規定，本集團可以透過獲准進行外匯業務的銀行將人民幣兌換為其他貨幣。

存於銀行的現金根據每日銀行存款利率按浮動利率賺取利息，短期定期存款的存款期各異，視乎本集團的即時現金需求介乎一天至三個月不等，而利息按各個短期定期存款利率賺取。銀行結餘及受限制現金存於信譽良好且無近期違約記錄的銀行。

# Notes to Interim Condensed Consolidated Financial Statements

## 中期簡明綜合財務報表附註

For the six months ended 30 September 2011  
截至2011年9月30日止六個月

### 18. Trade and Other Payables

### 18. 貿易及其他應付款項

		30 September 2011 2011年 9月30日	31 March 2011 2011年 3月31日
		Note 附註	
		HK\$'000 千港元 (Unaudited) (未經審核)	HK\$'000 千港元 (Audited) (經審核)
Other payables and accruals	其他應付款項及應計項目	207,611	348,014
Deposits received and receipts in advance	已收按金及預收款項	1,875,879	144,212
Construction fee and retention payables	建設費用及應付保留金	(i) 1,529,757	831,825
<b>Total</b>	<b>總計</b>	<b>3,613,247</b>	<b>1,324,051</b>

(i) An aged analysis of the construction fee and retention payables as at the end of reporting period is as follows:

(i) 於報告期末建設費用及應付保留金的賬齡分析如下：

		30 September 2011 2011年 9月30日	31 March 2011 2011年 3月31日
		HK\$'000 千港元 (Unaudited) (未經審核)	HK\$'000 千港元 (Audited) (經審核)
Within one year	一年內	1,440,334	605,813
Over one year	超過一年	89,423	226,012
<b>Total</b>	<b>總計</b>	<b>1,529,757</b>	<b>831,825</b>

The construction fee and retention payables are non-interest-bearing and repayable within the normal operation cycle or on demand.

建設費用及應付保留金為免息且須於一般營運周期內或應要求償還。

# Notes to Interim Condensed Consolidated Financial Statements

## 中期簡明綜合財務報表附註

For the six months ended 30 September 2011  
截至2011年9月30日止六個月

### 19. Interest-Bearing Bank and Other Borrowings

### 19. 計息銀行及其他借貸

Group	本集團	30 September 2011 (Unaudited) 2011年9月30日(未經審核)			31 March 2011 (Audited) 2011年3月31日(經審核)		
		Effective interest rate (%) 實際利率 (%)	Maturity 到期	HK\$'000 千港元	Effective interest rate (%) 實際利率 (%)	Maturity 到期	HK\$'000 千港元
<b>Current</b>	<b>即期</b>						
Bank loans – unsecured	銀行貸款 – 無抵押	6.56%-7.22%	On demand/ 2011-2012 應要求/ 2011-2012	1,002,260	4.78%-6.06%	On demand/ 2011-2012 應要求/ 2011-2012	381,284
Bank loans – secured	銀行貸款 – 有抵押	6.89%-7.87%	2011-2012	492,395	–	–	–
Other borrowing – unsecured	其他借貸 – 無抵押	6.65%	On demand/ 2011-2012 應要求/ 2011-2012	162,100	5.40%	On demand/ 2011-2012 應要求/ 2011-2012	237,560
Current portion of long term:	長期的即期部分：						
bank loans – unsecured	銀行貸款 – 無抵押	5.40%-6.65%	2011-2012	92,630	5.40%-5.60%	2011-2012	264,484
bank loans – secured	銀行貸款 – 有抵押	5.53%-6.70%	2011-2012	877,372	5.15%-5.96%	2011-2012	741,798
other borrowing – unsecured	其他借貸 – 無抵押	6.65%	2011-2012	121,880	6.10%	2011-2012	71,268
				<u>2,748,637</u>			<u>1,696,394</u>
<b>Non-current</b>	<b>非即期</b>						
Bank loans – unsecured	銀行貸款 – 無抵押	5.40%-6.65%	2012-2013	292,512	5.40%-5.60%	2012-2013	225,682
Bank loans – secured	銀行貸款 – 有抵押	5.53%-6.70%	2012-2020	1,503,436	5.15%-5.96%	2012-2020	2,154,329
Other borrowing – unsecured	其他借貸 – 無抵押	6.65%	2012-2013	85,316	6.10%	2012-2013	166,292
				<u>1,881,264</u>			<u>2,546,303</u>
				<u>4,629,901</u>			<u>4,242,697</u>

# Notes to Interim Condensed Consolidated Financial Statements

## 中期簡明綜合財務報表附註

For the six months ended 30 September 2011  
截至2011年9月30日止六個月

### 19. Interest-Bearing Bank and Other Borrowings (continued)

### 19. 計息銀行及其他借貸(續)

		30 September 2011 2011年 9月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2011 2011年 3月31日 HK\$'000 千港元 (Audited) (經審核)
Analysed into:	分析列為：		
Bank loans and overdrafts repayable:	須於以下期間償還的銀行貸款及透支：		
Within one year or on demand	一年內或應要求	2,464,657	1,387,566
In the second year	第二年	570,920	894,085
In the third to fifth years, inclusive	第三至第五年(包括首尾兩年在內)	685,855	829,001
Beyond five years	五年後	539,173	656,925
		<b>4,260,605</b>	<b>3,767,577</b>
Other borrowings repayable:	須於以下期間償還的其他借貸：		
Within one year or on demand	一年內或應要求	283,980	308,828
In the second year	第二年	85,316	166,292
		<b>369,296</b>	<b>475,120</b>
		<b>4,629,901</b>	<b>4,242,697</b>

Certain of the Group's bank loans are secured by the Group's buildings and hotel properties, investment properties, properties under development, and leasehold land as stated in notes 11, 12, 13, and 14.

如附註11、12、13及14所載，本集團若干銀行貸款由本集團樓宇、酒店物業、投資物業、發展中物業及租賃土地作擔保。

Certain of the Group's properties held for sale with an aggregate carrying value of approximately HK\$17,295,000 as at 30 September 2011 (31 March 2011: nil) were pledged to secure general banking facilities granted to the Group.

於2011年9月30日賬面總值約17,295,000港元(2011年3月31日：無)的本集團若干持作銷售物業已抵押，以就本集團獲授一般銀行融資提供擔保。

All interest-bearing bank loans and other borrowings bear interest at floating rates ranging from 5.40% to 7.87% per annum. All borrowings are denominated in RMB.

所有計息銀行貸款及其他借貸按每年5.40%至7.87%不等的浮動利率計息。所有借貸均以人民幣為單位。

# Notes to Interim Condensed Consolidated Financial Statements

## 中期簡明綜合財務報表附註

For the six months ended 30 September 2011  
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### 20. Senior Notes

On 14 January 2011, the Company issued senior notes in an aggregate principal amount of US\$250,000,000 (the "Senior Notes"). The Senior Notes are listed on the Singapore Exchange Securities Trading Limited. The Senior Notes carry interest at the rate of 13.5% per annum, payable semi-annually on January 14 and July 14 in arrears, and will mature on 14 January 2016, unless redeemed earlier. The offering price was at 97.381% of the principal amount of the Senior Notes.

On 30 September 2011, the Company repurchased the Senior Notes with principal amount of US\$5,000,000 from open market. The total consideration of the repurchase was US\$3,859,000 (equivalent to HK\$30,102,000), which includes repurchase price at 74.15% of principal amount and pro rata accrued and unpaid interest. The carrying amount of the repurchased Senior Notes was US\$4,893,000 (equivalent to HK\$38,165,000), resulting in a gain on repurchase of the Senior Notes amounting to HK\$8,063,000 in the current period. Up to the report date, the repurchased Senior Notes have been cancelled.

The Senior Notes recognised in the statement of financial position were calculated as follows:

### 20. 優先票據

於2011年1月14日，本公司發行本金總額為250,000,000美元的優先票據（「優先票據」）。優先票據於新加坡證券交易所有限公司上市。優先票據按年利率13.5%計息，每半年付息，於1月14日及7月14日支付，及將於2016年1月14日到期，惟提早贖回除外。發售價為優先票據本金額的97.381%。

於2011年9月30日，本公司自公開市場購回本金額為5,000,000美元的優先票據，購回的總代價為3,859,000美元（相當於30,102,000港元），包括按本金74.15%計算的購回價以及按比例計算的應計及未付利息。購回優先票據的賬面值為4,893,000美元（相當於38,165,000港元），從而導致本期間的優先票據購回收益達8,063,000港元。截至報告日期，購回的優先票據已被註銷。

於財務狀況表確認的優先票據將按以下各項計算：

		HK\$'000 千港元
Carrying amount as at 31 March 2011 (audited)	於2011年3月31日的賬面值(經審核)	1,900,083
Interest accrued during the period	期內應計利息	138,189
Payment of interest	支付利息	(131,625)
Repurchase of Senior Notes	購回優先票據	(38,165)
Carrying amount as at 30 September 2011 (unaudited)	於2011年9月30日的賬面值(未經審核)	<u>1,868,482</u>

# Notes to Interim Condensed Consolidated Financial Statements

## 中期簡明綜合財務報表附註

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### 21. Share Capital

### 21. 股本

		30 September 2011 2011年 9月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2011 2011年 3月31日 HK\$'000 千港元 (Audited) (經審核)
Authorised:	法定：		
30,000,000,000 (31 March 2011: 30,000,000,000) ordinary shares of HK\$0.01 each	30,000,000,000 (2011年3月31日: 30,000,000,000)股 每股面值0.01港元之 普通股	300,000	300,000
Issued and fully paid	已發行及繳足		
5,987,564,000 (31 March 2011: 5,987,564,000) ordinary shares of HK\$0.01 each	5,987,564,000 (2011年3月31日: 5,987,564,000)股每 股面值0.01港元之普 通股	59,876	59,876

# Notes to Interim Condensed Consolidated Financial Statements

## 中期簡明綜合財務報表附註

For the six months ended 30 September 2011  
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### 22. Share Options

#### (a) Pre-IPO Share Option Agreements

The Company has granted certain share options for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Grantees of the share options include directors and certain employees of the Group. The share options were approved by the Company on 13 October 2006 ("Pre-IPO Option").

The number of Pre-IPO Options upon their exercise was equal to 3% of the Company's issued ordinary shares for Initial Public Offering ("IPO") of the listing on the Stock Exchange that was of 180,000,000 ordinary shares. The options must be exercised within two to three years following the IPO of the Company, and the exercise price shall be 50% of the offer price of each share in the IPO as at HK\$1.05.

All Pre-IPO Options were granted in prior years, and their fair value of HK\$67,521,000 was estimated by Vigers Appraisal & Consulting Ltd. ("Vigers"). All the share option expenses were recognised in the consolidated income statement in prior years.

### 22. 購股權

#### (a) 首次公開發售股份前購股權協議

本公司已授出若干購股權，旨在向為本集團業務成就作出貢獻的合資格參與者提供獎勵及報酬。購股權承授人包括本集團董事及若干僱員。本公司已於2006年10月13日批准購股權（「首次公開發售股份前購股權」）。

首次公開發售股份前購股權獲行使時的股數相當於本公司首次公開發售股份（「首次公開發售股份」）於聯交所上市時已發行普通股的3%（即180,000,000股普通股）。購股權必須於本公司進行首次公開發售股份後兩至三年內行使，行使價為首次公開發售股份中每股發售價的50%，即1.05港元。

所有首次公開發售股份前購股權已於過往年度授出，其公平值為67,521,000港元，由威格斯資產評估顧問有限公司（「威格斯」）進行估計。於過往年度，所有購股權開支已於綜合收益表內確認。



# Notes to Interim Condensed Consolidated Financial Statements

## 中期簡明綜合財務報表附註

For the six months ended 30 September 2011  
截至2011年9月30日止六個月

### 22. Share Options (continued)

#### (a) Pre-IPO Share Option Agreements (continued)

Details of the movement of the Pre-IPO Options during the period were as follows:

### 22. 購股權(續)

#### (a) 首次公開發售股份前購股權協議(續)

期內首次公開發售股份前購股權的變動詳情如下：

		For the six months ended 30 September 截至9月30日止六個月			
		2011 2011年		2010 2010年	
		Weighted average exercise price per share 每股加權 平均行使價 HK\$ 港元	Number of options 購股權 數目 '000 千股	Weighted average exercise price per share 每股加權 平均行使價 HK\$ 港元	Number of options 購股權 數目 '000 千股
At beginning of period	於期初	1.0500	172,000	1.0500	180,000
Lapsed during the period	期內已失效	1.0500	(40,000)	-	-
At end of period	於期終	1.0500	132,000	1.0500	180,000

During the current period, an aggregate amount of HK\$15,004,000 was transferred from share option reserve to retained earnings for those share options lapsed during the current period.

於本期內已失效的該等購股權合共 15,004,000 港元已自購股權儲備轉撥至保留盈利。

# Notes to Interim Condensed Consolidated Financial Statements

## 中期簡明綜合財務報表附註

For the six months ended 30 September 2011  
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### 22. Share Options (continued)

#### (a) Pre-IPO Share Option Agreements (continued)

The following shares of the Pre-IPO Options were outstanding as at 30 September 2011:

Number of options 購股權數目 '000 千股	Exercise price 行使價 HK\$ per share 每股港元	Exercise period 行使期
132,000	1.0500	30-09-2009 to 29-09-2012 2009年9月30日至2012年9月29日

#### (b) Share Option Scheme

The Company has adopted a share option scheme on 4 September 2009 (the "Share Option Scheme") to provide incentives and rewards to selected eligible persons which includes directors, employees, officers, agents, consultants or representatives of the Group for their contribution or potential contribution to the Company or its subsidiaries. The Share Option Scheme became effective on 30 September 2009 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

On 2 December 2010, the Company granted 6,000,000 share options under the Share Option Scheme to an employee, with the exercise price of HK\$1.41 per share and an exercise period ranging from 2 December 2011 to 1 December 2015. The fair value of the share options granted was estimated by Vigers at HK\$1,992,000, of which the Group recognised a share option expense of HK\$604,000 during the current period.

### 22. 購股權(續)

#### (a) 首次公開發售股份前購股權協議(續)

下列首次公開發售股份前購股權於2011年9月30日未獲行使：

#### (b) 購股權計劃

本公司於2009年9月4日採納購股權計劃(「購股權計劃」)，向對本公司或其附屬公司作出貢獻或潛在貢獻的經甄選合資格人士(包括本集團董事、僱員、高級職員、代理、顧問或代表)提供獎勵或回報。購股權計劃自2009年9月30日生效，並自該日起十年有效，惟另行註銷或修訂者除外。

於2010年12月2日，本公司根據購股權計劃向一位僱員授出6,000,000份購股權，行使價為每股1.41港元及行使期間為自2011年12月2日至2015年12月1日為止。已授出購股權的公平值由威格斯估計為1,992,000港元，其中本集團已於本期內確認購股權開支604,000港元。

# Notes to Interim Condensed Consolidated Financial Statements

## 中期簡明綜合財務報表附註

For the six months ended 30 September 2011  
截至2011年9月30日止六個月

### 22. Share Options (continued)

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

On 11 April 2011, a total of 226,900,000 share options under the Share Option Scheme were granted to an executive director and certain employees of the Company and its subsidiaries in respect of their services to the Group. These share options have an exercise price of HK\$1.29 per share and an exercise period ranging from 11 April 2011 to 10 April 2016. Of the total 226,900,000 share options, 15,000,000 share options were granted to Xu Yang, an executive director of the Company, and 211,900,000 share options were granted to certain employees of the Group.

The fair value of the 226,900,000 share options granted was HK\$58,175,000, of which the Group recognised a share option expense of HK\$29,667,000 during the current period. These share options were estimated as at the date of grant by Vigers, using a binomial model, taking into account the terms and conditions upon which the options were granted. The following table lists the inputs to the model:

Share price at the date of grant (HK\$)	於授出日期之股價(港元)	1.26
Exercise price (HK\$)	行使價(港元)	1.29
Dividend yield (%)	股息率(%)	1.59
Expected volatility (%)	預期波動性(%)	30.00
Risk-free interest rate (%)	無風險利率(%)	2.04
Exercise multiple	行使倍數	1.63 – 2.20

### 22. 購股權(續)

#### (b) 購股權計劃(續)

於2011年4月11日，本公司及其附屬公司一位執行董事及若干僱員因向本集團提供服務獲授購股權計劃項下合共226,900,000份購股權。該等購股權的行使價為每股1.29港元及行使期間為自2011年4月11日至2016年4月10日為止。於合共226,900,000份購股權中，15,000,000份購股權已授予本公司執行董事許揚及211,900,000份購股權已授予本集團若干僱員。

已授予的226,900,000份購股權公平值為58,175,000港元，其中本集團已確認本期間購股權開支29,667,000港元。威格斯於授出日期採用二項式模式對該等購股權進行估計，並已計及購股權獲授條款及條件。下表列示所用模式的輸入值：

# Notes to Interim Condensed Consolidated Financial Statements

## 中期簡明綜合財務報表附註

For the six months ended 30 September 2011  
截至2011年9月30日止六個月

### 22. Share Options (continued)

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

The expected life of the options is based on historical data and is not necessarily indicative of the exercise patterns that may occur. The expected volatility was determined based on the movement of the share price of the company since listing, which may also not necessarily be the actual outcome. No other feature of the options granted was incorporated into the measurement of fair value.

Details of the movement of the share options under the Share Options Scheme during the period were as follows:

### 22. 購股權(續)

#### (b) 購股權計劃(續)

購股權的預期年期按歷史數據計算及不一定表示可能發生行使情況。預期波動性按本公司自上市起的股價變動釐定，故不一定為實際結果。計量公平值時，並無考慮所授出購股權的其他特性。

期內購股權計劃項下購股權的變動詳情如下：

		For the six months ended 30 September 截至9月30日止六個月			
		2011 2011年		2010 2010年	
		Weighted average exercise price per share 每股加權 平均行使價 HK\$ 港元	Number of options 購股權 數目 '000 千股	Weighted average exercise price per share 每股加權 平均行使價 HK\$ 港元	Number of options 購股權 數目 '000 千股
At beginning of period	於期初	1.4100	6,000	-	-
Granted during the period	期內已授出	1.2900	226,900	-	-
Forfeited during the period	期內已失效	1.2900	(11,400)	-	-
At end of period	於期終	1.2933	221,500	-	-

# Notes to Interim Condensed Consolidated Financial Statements

## 中期簡明綜合財務報表附註

For the six months ended 30 September 2011  
截至2011年9月30日止六個月

### 22. Share Options (continued)

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

The following shares under the Share Option Scheme were outstanding as at 30 September 2011:

Number of options 購股權數目 '000 千股	Exercise price 行使價 HK\$ per share 每股港元	Exercise period 行使期
2,000	1.4100	2-12-2011 to 1-12-2015 2011年12月2日至2015年12月1日
2,000	1.4100	2-12-2012 to 1-12-2015 2012年12月2日至2015年12月1日
2,000	1.4100	2-12-2013 to 1-12-2015 2013年12月2日至2015年12月1日
79,100	1.2900	11-04-2011 to 10-04-2016 2011年4月11日至2016年4月10日
58,500	1.2900	11-04-2012 to 10-04-2016 2012年4月11日至2016年4月10日
58,500	1.2900	11-04-2013 to 10-04-2016 2013年4月11日至2016年4月10日
19,400	1.2900	11-04-2014 to 10-04-2016 2014年4月11日至2016年4月10日
<u>221,500</u>		

### 23. Disposal of Subsidiaries

On 28 September 2011, the Group entered into share transfer and loan assignment agreement (the "Agreement") with two independent third parties. Pursuant to the Agreement, the Group transferred its 100% equity interests in three subsidiaries of the Group, namely China South City Enterprise (Heyuan) Co., Ltd. ("Heyuan Enterprise"), Fortune Pace Investments Limited and Fortune Great Investment Limited to one of the independent parties (the "Purchaser") for a cash consideration of RMB730,000,000 (equivalent to HK\$894,469,000). Furthermore, pursuant to the Agreement, the Group's loan due from Heyuan Enterprise was assigned to the other independent party with the consideration of RMB237,824,000 (equivalent to HK\$291,406,000), which was the same as the carrying amount of the loan as at 28 September 2011.

### 22. 購股權(續)

#### (b) 購股權計劃(續)

下列購股權計劃項下股份於2011年9月30日尚未行使：

### 23. 出售附屬公司

於2011年9月28日，本集團分別與兩名獨立第三方訂立股份轉讓及貸款轉讓協議(「協議」)。根據協議，本集團轉讓其於三間附屬公司，即華南城實業(河源)有限公司(「河源實業」)、祺迅投資有限公司及瑞鵬投資有限公司的100%股本權益予其中一名獨立第三方(「買方」)，以換取現金代價人民幣730,000,000元(相當於894,469,000港元)。此外，根據協議，本集團應收河源實業貸款已轉讓予另一名獨立第三方，代價為人民幣237,824,000元(相當於291,406,000港元)，有關金額與2011年9月28日貸款賬面值相同。

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## 中期簡明綜合財務報表附註

For the six months ended 30 September 2011  
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### 23. Disposal of Subsidiaries (continued)

Net assets of the three disposed subsidiaries on the disposal date were as follows:

### 23. 出售附屬公司(續)

三間已出售附屬公司於出售日期的資產淨值如下：

		28 September 2011 2011年 9月28日 HK\$'000 千港元 (Unaudited) (未經審核)
		Notes 附註
Net assets disposed of:	已出售資產淨值：	
Property, plant and equipment	物業、廠房及設備	3,050
Properties under development	發展中物業	321,633
Deferred tax assets	遞延稅項資產	17,704
Properties held for sale	持作銷售物業	330,396
Trade receivables	應收貿易賬款	200,373
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	23,046
Cash and bank balances	現金及銀行結餘	142,591
Trade and other payables	貿易及其他應付款項	(433,024)
Tax payable	應付稅項	(131,981)
Interest-bearing bank and other borrowings	計息銀行及其他借貸	(196,048)
		277,740
Release of capital reserve	解除資本儲備	*
Release of exchange fluctuation reserve	解除匯兌波動儲備	88,181
Gain on disposal of subsidiaries	出售附屬公司收益	5
		(17,172)
		545,720
		894,469
Satisfied by:	以下列方式支付：	
Cash received and receivables	已收現金及現金應收款項	**
		894,469

\* On 19 July 2010, the Group acquired a 30% non-controlling interest in Heyuan Enterprise with a consideration of HK\$120,000,000. Following the purchase, Heyuan Enterprise was 100% owned by the Group. The difference of HK\$88,181,000 between the carrying amount of HK\$31,819,000 of the non-controlling interests as at the acquisition date and the purchase consideration of HK\$120,000,000 was accounted for as a deduction of capital reserve in the consolidated financial statements for the year ended 31 March 2011. During the current period, the capital reserve was transferred to the consolidated income statement due to the disposal of Heyuan Enterprise.

\*\* Cash of HK\$61,265,000 was collected on 28 September 2011. Up to 19 October 2011, the due date of the second instalment, the Group has collected in aggregate HK\$367,590,000 from the Purchaser according to the payment term in the Agreement.

\* 於2010年7月19日，本集團收購河源實業30%非控股權益，代價為120,000,000港元。收購後，本集團持有河源實業100%權益。非控股權益於收購日期的賬面值31,819,000港元與收購代價120,000,000港元的差額88,181,000港元已於截至2011年3月31日止年度的綜合財務報表入賬為資本儲備扣減。於本期間內，由於出售河源實業，資本儲備已轉撥至綜合收益表。

\*\* 於2011年9月28日的已收現金為61,265,000港元。截至2011年10月19日，即第二期到期日，本集團已按照協議的還款條款自買方收回合共367,590,000港元。

# Notes to Interim Condensed Consolidated Financial Statements

## 中期簡明綜合財務報表附註

For the six months ended 30 September 2011  
截至2011年9月30日止六個月

### 24. Contingent Liabilities

At the end of the period, contingent liabilities not provided for in the financial statements were as follows:

Group	本集團		30 September 2011 2011年 9月30日	31 March 2011 2011年 3月31日
		Note 附註	HK\$'000 千港元 (Unaudited) (未經審核)	HK\$'000 千港元 (Audited) (經審核)
Guarantees given to banks in connection with facilities granted to:	就以下各方獲授融資向銀行作出擔保：			
Third parties	第三方		77,903	152,621
Heyuan Enterprise	河源實業	(i)	195,008	—
			<b>272,911</b>	<b>152,621</b>

Note:

- (i) The Group provided guarantees for bank facility in the amount of HK\$195,008,000 to Heyuan Enterprise before it was disposed by the Group. On 28 September 2011, pursuant to the Agreement in note 23, the Purchaser has agreed to procure the release of guarantee provided by the Group within 9 months and pay on behalf of the Group for any payments requested by the bank relating to the bank facility.

### 24. 或然負債

於期終時，財務報表內未計提撥備的或然負債如下：

附註：

- (i) 本集團於出售河源實業前，就河源實業的195,008,000港元銀行融資提供擔保。於2011年9月28日，根據附註23所述的該協議，買方同意於九個月內解除本集團提供的擔保，並就銀行融資代本集團支付銀行要求之任何付款。

### 25. Commitments

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

Group	本集團		30 September 2011 2011年 9月30日	31 March 2011 2011年 3月31日
			HK\$'000 千港元 (Unaudited) (未經審核)	HK\$'000 千港元 (Audited) (經審核)
Contracted, but not provided for:	已訂約但未撥備：			
Properties under development	發展中物業		2,856,712	966,079
Authorised, but not contracted for:	已授權但未訂約：			
Properties under development	發展中物業		2,382,704	6,408,729

### 25. 承擔

於期終時，本集團有以下承擔：

# Notes to Interim Condensed Consolidated Financial Statements

## 中期簡明綜合財務報表附註

For the six months ended 30 September 2011  
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### 26. Related Party Transactions

- (a) The Group had the following material transactions with related parties during the six months ended 30 September 2011 and 2010:

### 26. 關連人士交易

- (a) 本集團於截至2011年及2010年9月30日止六個月期間與各關連人士有如下重大交易：

		For the six months ended 30 September 截至9月30日止六個月	
		2011 2011年 HK\$'000 千港元 (Unaudited) (未經審核)	2010 2010年 HK\$'000 千港元 (Unaudited) (未經審核)
		Notes 附註	
Companies in which a director of the Company is a controlling shareholder:	本公司董事擔任控股股東的公司：		
Rental expense and related service fees for an office building	辦公樓的租金開支及相關服務費用	(i)	886
Rental expense for trade centres	交易中心的租金開支	(ii)	380
			942
			440

Notes:

- (i) The rental expense and related service fees for an office building were related to the leasing of office space provided to the Group by a related company. The fees were charged based on terms mutually agreed between both parties.
- (ii) The rental expense for trade centres was related to the leasing of trade centres from related parties based on terms mutually agreed between both parties.

附註：

- (i) 辦公樓的租金開支及相關服務費用與一家關連公司向本集團出租辦公室有關。有關費用根據雙方互相協定的條款計算。
- (ii) 交易中心的租金開支與根據雙方互相協定的條款與關連人士租賃交易中心有關。



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## 中期簡明綜合財務報表附註

For the six months ended 30 September 2011  
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### 26. Related Party Transactions (continued)

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

### 26. 關連人士交易(續)

#### (b) 關連人士的未償還結餘：

			30 September 2011 2011年 9月30日	31 March 2011 2011年 3月31日
	Notes 附註	HK\$'000 千港元 (Unaudited) (未經審核)	HK\$'000 千港元 (Audited) (經審核)	
Amounts due from jointly-controlled entities	應收共同控制實體款項	(i)	2,157	11,479
Amount due to an associate	應付一家聯營公司款項	(ii)	(3,070)	(2,984)
Amount due to non-controlling interests	應付非控股權益款項	(iii)	(52,506)	(51,170)

Notes:

- (i) The amounts due from jointly-controlled entities are unsecured, have no fixed terms of repayment and bear interest at 7% per annum.
- (ii) The amount due to an associate is unsecured, interest-free and has no fixed repayment term.
- (iii) The amount due to non-controlling interests is unsecured, interest-free and not repayable within one year.

附註：

- (i) 應收共同控制實體款項為無抵押、無固定還款期並以年利率7%計息。
- (ii) 應付一家聯營公司款項為無抵押、免息且無固定還款期。
- (iii) 應付非控股權益款項為無抵押、免息及不於一年內償還。

# Notes to Interim Condensed Consolidated Financial Statements

## 中期簡明綜合財務報表附註

For the six months ended 30 September 2011  
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### 26. Related Party Transactions (continued)

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

### 26. 關連人士交易(續)

(c) 本集團主要管理人員薪酬：

		For the six months ended 30 September 截至9月30日止六個月	
		2011 2011年 HK\$'000 千港元 (Unaudited) (未經審核)	2010 2010年 HK\$'000 千港元 (Unaudited) (未經審核)
Short term employee benefits	短期僱員福利	8,592	7,033
Post-employment benefits	離職後福利	12	22
Share-based payments	以股份形式付款	2,376	—
Total compensation paid to key management personnel	支付予主要管理人員的薪酬總額	10,980	7,055

### 27. Approval of Interim Condensed Consolidated Financial Statements

These interim condensed consolidated financial statements were approved and authorised for issue by the board of directors of the Company on 28 November 2011.

### 27. 批准中期簡明綜合財務報表

本公司董事會已於2011年11月28日批准並授權刊發此等中期簡明綜合財務報表。





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