



高銀地產

GOLDIN PROPERTIES

Goldin 高銀地產控股有限公司 Properties Holdings 2012 Limited Interim Report

STOCK CODE: 00283



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Corporate Information

BOARD OF DIRECTORS

Executive Directors

Mr. Pan Sutong
(Chairman and Chief Executive Officer)
Professor Huang Xiaojian
(resigned on 29 November 2012)
Mr. Zhou Xiaojun
Mr. Ting Kwang Yuan, Edmond
Mr. Li Huamao
Mr. Wong Hau Yan, Helvin
Mr. Lee Chi Chung, Harvey

Independent Non-executive Directors

Mr. Lai Chi Kin
Dr. Ng Lai Man, Carmen
Dr. Cheng Kwan Wai

BOARD COMMITTEES

Audit Committee

Mr. Lai Chi Kin *(Chairman)*
Dr. Ng Lai Man, Carmen
Dr. Cheng Kwan Wai

Remuneration Committee

Dr. Ng Lai Man, Carmen *(Chairwoman)*
Mr. Pan Sutong
Mr. Lai Chi Kin

Nomination Committee

Mr. Pan Sutong *(Chairman)*
Mr. Lai Chi Kin
Dr. Ng Lai Man, Carmen

Executive Committee

Mr. Pan Sutong *(Chairman)*
Mr. Wong Hau Yan, Helvin

COMPANY SECRETARY

Ms. Chan Suk Yin

REGISTERED OFFICE

22nd Floor, Two International
Finance Centre
8 Finance Street, Central
Hong Kong

PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited
The Hongkong and Shanghai Banking
Corporation Limited

AUDITOR

Deloitte Touche Tohmatsu

REGISTRAR AND TRANSFER OFFICE

Tricor Secretaries Limited
26th Floor, Tesbury Centre
28 Queen's Road East
Hong Kong

STOCK CODE

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WEBSITE

<http://www.goldinppt.com>

Chairman's Statement

Dear Shareholders,

On behalf of the board of directors (the "**Board**") of Goldin Properties Holdings Limited (the "**Company**"), it gives me pleasure to present you with the interim results for the Company and its subsidiaries (the "**Group**") for the six months ended 30 September 2012 (the "**Review Period**").

During the Review Period, our mega integrated property development flagship project, the Tianjin Goldin Metropolitan ("**Goldin Metropolitan**" or the "**Project**") has continued to make solid progress as a result of our team efforts.

BUSINESS REVIEW

Tianjin Market

Tianjin's economic growth continued to see an encouraging development, with the city's gross domestic product ("**GDP**") for the first nine months of 2012 growing by 13.9% year-on-year which outpaced the country's average. As the economic hub of Northern China, Tianjin's income per capita witnessed impressive growth of 10.3% year-on-year. Such positive development of the city's economy bodes well for the city's property market in the mid- to long-term.

According to Forbes China, Tianjin ranked the 10th amongst Mainland China's 100 Best Cities for Business in 2011. This is the second consecutive year that Tianjin ranked among the top 10. Such achievement further positions Tianjin as national and international business center, leading it as one of the most important gateway cities in the country along with other top-tier cities such as Shanghai and Beijing.

Tianjin also saw robust growth in local and foreign investment during the first three quarters of 2012. Fixed asset investment totaled RMB679 billion, representing an increase of 25.2%; whilst utilized foreign investment amounted to US\$10.9 billion. Such appeal to investment has further solidified Tianjin's status as the economic hub of the Bohai Rim Region.

Chairman's Statement

In 2012, while the Central Government launched certain stimulus measures to support the country's economic growth, it continued the policy control over the property market with a view to sustaining a healthy development in the long term. Control measures such as restriction of home purchasing, price ceiling, and other restrictions on first installments and mortgage rates resulted in dropping transaction volumes and prices. In light of such uncertainties, the Group has been closely monitoring the PRC property market trend and took appropriate action to cope with any market changes. The Group has optimized its development plan and readied itself for the Phase One residential sales launch plan of the Project. We stepped up effort on strengthening the Company's brand and image with a series of successful marketing and promotion activities leveraging Tianjin Goldin Metropolitan Polo Club (the "**Metropolitan Polo Club**"), including international polo tournaments, with an aim to gaining wider publicity for the Project.

The Group remains committed to the development of high-end and large-scale integrated property projects across China. To this end, Goldin Metropolitan demonstrates our determination to take advantage of Tianjin's excellent long-term regional economic growth potential.

Goldin Metropolitan

Goldin Metropolitan is a high-end integrated property development project of the Group. Total investment of the Project is estimated to reach approximately US\$10 billion and is expecting completion by 2016 in phases. With a planned gross floor area of approximately 1,890,000 square metres, the Project's major elements include an international central business district ("**CBD**") which comprises the iconic skyscraper Goldin Finance 117, a luxury residential zone called Fortune Heights ("**Fortune Heights**") and Metropolitan Polo Club complemented by Tianjin Goldin Metropolitan Hotel (the "**Goldin Metropolitan Hotel**"). Located in the core Binhai Region of Tianjin, Goldin Metropolitan boasts a unique architectural style and project planning and is the masterpiece of internationally acclaimed architectural consultancies, construction companies and the Group's professional team. With its unprecedented scale, the Project creates a new metropolis-like zone offering its residents and tenants a new residential experience and modern business environment.

Chairman's Statement

During the Review Period, Goldin Metropolitan saw a landmark stage of the project construction as both the Phase One of the residential complex and the sophisticated foundation construction of Goldin Finance 117 have been completed. Currently, both the Metropolitan Polo Club and Goldin Metropolitan Hotel are fully operational, while construction of the remaining parts of the Project is on schedule for completion. Together with the Project's competitive edge in terms of location and quality, such encouraging progress has further strengthened the Group's confidence in the Project.

Central Business District

The 597 metre-high Goldin Finance 117 complex when completed will become financial and corporate headquarters of international and sizeable domestic enterprises. It has two high-rise twin towers, a luxury shopping mall, cultural and recreational facilities, an international convention and exhibition center, a distinctive boutique hotel and deluxe serviced apartments, showcasing Goldin Metropolitan's state-of-the-art construction technology. It enjoys an excellent geographic location in the fast growing business hub of the city with a comprehensive transportation network. To the south lies the Tianjin South Station of the Beijing-Shanghai High-speed Railway and the newly opened Metro Line 3, which efficiently connects to the capital city and Shanghai, as well as other major districts of Greater Beijing City. Meanwhile, the CBD adjoins the Jinji Expressway and Tianjin Station of the Beijing-Tianjin Intercity Railway. Such accessible and comprehensive transportation network connecting the entire Tianjin metropolitan area with the rest of China will enable Goldin Metropolitan's CBD to become the new strategic and commercial hub in Tianjin upon completion.

During the Review Period, the construction of Goldin Finance 117's foundation has been completed while construction of the complex is well underway. Together with two high-rise twin towers and other commercial buildings, Goldin Finance 117 boasts a unique architectural style with world class Grade-A offices. All of the buildings in CBD, including retail stores and such new iconic landmark of Tianjin Goldin Finance 117, are expected to be launched for leasing in phases and to appeal to the multinational corporate tenants from around the globe. The five-star hotel on its upper floors commands spectacular panoramic views of the city and will accommodate business travelers' needs.

Chairman's Statement

Fortune Heights

Fortune Heights illustrates the Group's philosophy of "Elite Community Counts" with its high-end residential properties. Supported by a wide range of community facilities, including educational institutes and greenbelt zone, its low-density mix of high-rise residential buildings, luxurious villas and townhouses will reaffirm Goldin Metropolitan's status as Tianjin's most desirable residential address. Fortune Heights is set to create a neighborhood irresistible to high-end buyers who are eager to further enhance their status. Its geographical advantages will also attract buyers from overseas in addition to nearby cities.

Construction of around 700 units in the form of villas, townhouses and apartments, accounting for around 208,800 square metres of the gross floor area of the Project's low-density Phase One residential development, is already completed. The Group is closely monitoring the PRC property market trend and will carry out the sales launch when appropriate. Construction of around 501,000 square metres of gross floor area of Phase Two is now well underway.

Metropolitan Polo Club

The Group is determined to "bring traditional classic activities to the rapidly growing city of Tianjin" through its Goldin Metropolitan. Leveraging the elegance of the polo sport, which was a favorite sport of royalty, the development of its world-class polo club is key to achieving the Group's goal of bringing classiness to the Project. The 890,000-square metre Metropolitan Polo Club consists of an international polo clubhouse, a 167-room five-star luxury hotel, specialty restaurants, two international standard polo fields, stables and other essential facilities.

Boasting a professional team to satisfy the unique health and safety needs of world-class polo ponies, the Metropolitan Polo Club has been regularly hosting prestigious international polo tournaments since its opening. As one of Asia's best polo clubs, not only has the Metropolitan Polo Club successfully promoted the polo sports in Tianjin and the Greater China, but also boosted the Project's high-end status which is unparalleled in other projects in the region.

Chairman's Statement

In early October 2012, the Metropolitan Polo Club joined hands with the Federation of International Polo ("FIP") and Tianjin Sports Bureau to co-organize the "Fortune Heights Super Nations Cup 2012". Four elite polo teams from Argentina, England, Hong Kong China and the USA sent their best squads to compete for the trophy. The Super Nations Cup has now become one of the most spectacular tournaments in international polo. This global renowned event also generated extensive news coverage, including stories or features in leading local, regional and global print, online and broadcast media, which helps further promote Goldin Properties as a premium and well-known property brand in the region.

Prior to the "Fortune Heights Super Nations Cup 2012", the Group organized the inaugural "Fortune Heights Snow Polo World Cup" with FIP between 2 and 12 February 2012, and sponsored another international polo event – the "Gloucestershire Festival of Polo" (Goldin Metropolitan Polo Club Charity Cup) on 17 June 2012. Both events proved to be a success as they attracted prestigious guests, top national polo teams and huge audiences, generating extensive awareness in both local and global markets.

The Metropolitan Polo Club had substantial increase in number of memberships, which includes Patron, Solitaire, Platinum, Gold and Corporate, as at the date of this report.

PROSPECTS

Outlook

China recorded a year-on-year GDP growth of 7.4% during the third quarter of 2012 as announced by the National Bureau of Statistics in October 2012. With the various measures such as the reduction of reserve ratio requirements ("RRR") and interest rate rolled out by the People's Bank of China in 2012 to boost internal consumption demand and investment taking effect, the PRC property market has shown signs of bottoming out. At the same time, the Central Government expressed confidence in the PRC economy and in achieving the country's full-year economic and social development goals, both improved the consumption and investment sentiment in the country which in turn improved the transaction volume and price of the real estate sector.

Chairman's Statement

The Group expects that China's economy and real estate industry will continue to experience both challenges and opportunities in the short term. Although the Central Government's continuous effort to curb real estate speculation may lead to short-term uncertainties in the sector, China has seen a pickup of end-user demand in recent months. Meanwhile, while China remains on course for a soft landing, further easing measures are expected to be implemented to boost the domestic economy, which to a certain extent will benefit the property market.

Despite the Central Government's continuing implementation of tightening policies towards the PRC property market, including price ceiling and volume control, the Group believes that the long-term goal of the authority is to ensure a healthy property market to support its sustainable development of the real estate sector and therefore we remain prudently optimistic towards the PRC property market. Indeed, during the 18th National Congress of the Communist Party of China, the Central Government determined to further accelerate urbanization in the next decade and set out its target to double the country's GDP and income per capita by year 2020 as compared to 2010. A series of economic measures to boost domestic demand and consumption is expected to be rolled out so as to achieve such a goal, thereby stimulating Tianjin's economic growth and the demand for both residential and commercial properties.

China's rapid urbanization and expanding economy, which results in increasing spending power, will see a soaring demand for high quality and well located Grade-A offices in 1st tier and leading 2nd tier cities including Tianjin, while creating market opportunities for property developers with high-quality projects. With the unique positioning and unparalleled quality of its flagship project, the Group is well-positioned to capture these market opportunities. As the Phase One residential project of the Fortune Heights has been completed, the Group proactively prepares for the sales launch and anticipates the project to be well-received by the market.

The Group has continued to seek new opportunities to replenish new land banks in a strategic manner in China so as to enrich its land reserve at prime locations for future developments which in turn enhance Goldin Properties as a premium brand in high-end real estate industry.

Chairman's Statement

As one of the leading high-end property developers, the Group is confident about the prospects of macro-economic development as well as the high-end real estate industry in China. Looking ahead, we are dedicated to providing the market with our top-quality, truly visionary projects that define the new living standard. With the completion and launch of Goldin Metropolitan in phases over the coming years, we believe the Project will lay a solid foundation for the future growth of the Group and maximize our shareholders' return.

ACKNOWLEDGEMENT

I would like to take this opportunity to express my sincere gratitude to the Group's shareholders, investors and business partners for their ongoing confidence and support. I would also like to extend my heartfelt thanks to my fellow Board members and all management and staff for their unstinting efforts and contributions. Going forward, we will continue to deliver on our promise of striving for a brighter future for the Group while maximizing shareholder returns.

Pan Sutong

Chairman

Hong Kong, 26 November 2012

Management Discussion and Analysis

RESULTS

During the Review Period, the Group recorded a net profit of approximately HK\$18 million (2011: approximately HK\$717 million), representing a decrease of 97.5%. Such decrease was mainly attributable to the decrease of approximately HK\$927 million in the fair value gain of convertible bonds for the Review Period. During the Review Period, the Group recorded approximately HK\$15.7 million (2011: Nil) in revenue which was mainly derived from Metropolitan Polo Club and Goldin Metropolitan Hotel. Followed by the full operation of polo club facilities and hospitality services, phase one residential development of Fortune Heights is ready for sales launch. The Board is confident that the high-end integrated flagship project, Tianjin Goldin Metropolitan, will become a great success and provide sources of revenue to the Group in coming years.

LIQUIDITY AND FINANCIAL RESOURCES

Working capital and convertible bonds

The Group's working capital as of 30 September 2012 was approximately HK\$3,186,105,000, representing a decrease of 24.5% over the HK\$4,218,609,000 as of 31 March 2012. The current ratio of the Group changed from 2.85 times as of 31 March 2012 to 1.84 times as of 30 September 2012.

During the Review Period, the Group obtained new borrowings from a bank and its substantial shareholder, Goldin Group (Investment) Limited which is wholly and beneficially owned by Mr. Pan Sutong, amounting to approximately HK\$333,072,000 and HK\$998,994,000 respectively. Gearing ratio (total debt to total assets) of the Group however still maintained at a healthy level of 7.8% (31 March 2012: 1.5%).

As of 30 September 2012, the aggregate amount of the outstanding convertible bonds of the Company amounted to HK\$243,508,000 compared to HK\$280,181,000 as of 31 March 2012. During the Review Period, an aggregate amount of HK\$7,480,300 in outstanding Convertible Bonds was converted into 2,137,199 ordinary shares; whilst a principal amount of HK\$50,502,632 in outstanding Convertible Bonds due 2012 was redeemed by the Company at 115% on the maturity date (i.e. 28 August 2012). The 30 September 2012 figure represents 1.2% of the Group's total assets as compared to a 31 March 2012 figure of 1.5%. The total liabilities (exclusion of convertible bonds and deferred tax liabilities) represented 20.2% of total assets as of 30 September 2012 and 12.2% of total assets as of 31 March 2012.

Management Discussion and Analysis

FOREIGN EXCHANGE RISK

Since the Group's transactions and assets are primarily denominated in Renminbi, the expected appreciation of this currency is sure to positively benefit the Group.

The Group continues to exercise a strict control policy and did not engage in any speculative trading in debt securities or financial derivatives during the Review Period.

CONTINGENT LIABILITIES AND COMMITMENTS

As of 30 September 2012, the Group had contingent liabilities and commitments of approximately HK\$2,000,000 and HK\$2,081,100,000 respectively (31 March 2012: HK\$2,000,000 and HK\$2,695,900,000 respectively).

DIVIDEND

The Board does not recommend the payment of an interim dividend for the six months ended 30 September 2012 (2011: Nil).

EMPLOYMENT AND REMUNERATION POLICY

As of 30 September 2012, the Group had approximately 1,268 employees (2011: approximately 944 employees). The staff costs for the period (including directors' emoluments) amounted to approximately HK\$116,400,000 (2011: HK\$93,600,000). The Group ensures that the remuneration of its employees is competitive and the staff is rewarded on a performance basis. In addition to reference to the remuneration average for the industry, benchmarks used include prevailing market conditions within the general framework of the Group's remuneration system.

Corporate Governance

The Board is committed to the establishment and maintenance of good corporate governance practices and procedures to safeguard the interests of all shareholders of the Company (the “**Shareholders**”) and to enhance accountability and transparency.

CODE ON CORPORATE GOVERNANCE PRACTICES

Throughout the Review Period, the Company has applied the principles of, and complied with, the applicable code provisions and, where applicable, the recommended best practices of Corporate Governance Code and Corporate Governance Report (the “**CG Code**”) as set out in Appendix 14 to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), except for the following deviations:

(a) Code Provision A.2.1 of the CG Code

Under this code provision, the roles of chairman and chief executive should be separate and should not be performed by the same individual for a balance of power and authority.

Currently, Mr. Pan Sutong is serving both as the Company's chairman and chief executive officer. However, the Board considers that this situation will not impair the balance of power and authority between the Board and the management of the Company. This is because the balance of power and authority is ensured by the operations of the Board which comprises experienced and high caliber individuals with demonstrated integrity. Further, decisions of the Board are made by way of majority voting. The Board believes that this structure is conducive to strong, prompt response and efficient management and implementation.

(b) Code Provision A.4.1 of the CG Code

Under this code provision, non-executive directors should be appointed for a specific term, subject to re-election.

Currently, the independent non-executive directors of the Company (“**INEDs**”) are not appointed for a specific term but are subject to retirement by rotation and re-election at least once every three years at the Company's annual general meeting in accordance with the articles of association of the Company. The Board believes that such practice will offer stability at the Board level while at the same time, independence is safeguarded by the necessary rotation, retirement and re-election procedures which involves shareholders' approval.

Corporate Governance

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS AND RELEVANT EMPLOYEES

The Company has adopted the terms of the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”) as set out in Appendix 10 to the Listing Rules as its own code of conduct regarding directors’ securities transactions.

The Company has made specific enquiry of each of the directors (the “**Directors**”) regarding any non-compliance with the Model Code during the Review Period, and all Directors confirmed that they have fully complied with the required standard set out in the Model Code during the Review Period.

Relevant employees of the Company, who are likely to be in possession of unpublished price sensitive information in relation to the Company or its securities, is required to comply with provisions similar to those terms in the Model Code.

AUDIT COMMITTEE

The audit committee of the Company (the “**Audit Committee**”) comprises three INEDs, namely Mr. Lai Chi Kin (Chairman of the Audit Committee), Dr. Ng Lai Man, Carmen and Dr. Cheng Kwan Wai.

The Audit Committee has reviewed with the management of the Company the accounting principles and practices adopted by the Group and discussed internal control and financial reporting matters including the review of the unaudited condensed consolidated financial statements of the Group for the six months ended 30 September 2012.

CHANGE IN THE INFORMATION OF A DIRECTOR SINCE LAST ANNUAL REPORT

Pursuant to Rule 13.51B(1) of the Listing Rules, Professor Huang Xiaojian had resigned as executive director of the Company with effect from 29 November 2012.

Disclosure of Interests

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 September 2012, the interests or short positions of the Directors and chief executives of the Company in 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")) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company under Section 352 of the SFO, or which were required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange, were as follows:

(a) Interests in shares

Name of Director/ chief executive	Long position/ short position	Capacity	Number of shares held	Approximate percentage of the issued share capital of the Company <i>(Note 1)</i>
Mr. Pan Sutong	Long position	Interests held as beneficial owner and through controlled corporations	2,290,618,998 <i>(Note 2)</i>	64.27%
Professor Huang Xiaojian	Long position	Beneficial owner	424,210	0.01%
Mr. Zhou Xiaojun	Long position	Beneficial owner	280,000	0.01%
Mr. Ting Kwang Yuan, Edmond	Long position	Beneficial owner	900,000	0.03%
Mr. Wong Hau Yan, Helvin	Long position	Beneficial owner	200,000	0.01%

Disclosure of Interests

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

(continued)

(b) Interests in underlying shares

- (i) As at 30 September 2012, there were share options held by the Directors. Details of such share options are set out in the section headed "Other Information-Share Options" of this interim report.
- (ii) Interests in convertible bonds due on 21 January 2014

Name of Director/ chief executive	Long position/ short position	Capacity	Number of underlying shares held	Approximate percentage of the issued share capital (Note 1)
Mr. Pan Sutong	Long position	Interests held through controlled corporations	18,750,000 (Note 3)	0.53%
Mr. Ting Kwang Yuan, Edmond	Long position	Beneficial owner	343,750 (Note 4)	0.01%
Mr. Wong Hau Yan, Helvin	Long position	Beneficial owner	87,500 (Note 5)	0.002%

Notes:

- As at 30 September 2012, the total number of ordinary shares of the Company in issue was 3,564,265,575 shares.
- As at 30 September 2012, 163,107,571 shares were held by Mr. Pan Sutong ("Mr. Pan") in his personal capacity, 2,011,741,427 shares were held by Goldin Group (Investment) Limited ("Goldin Group (Investment)"), the immediate holding company of the Company and 115,770,000 shares were held by Clear Jade International Limited ("Clear Jade"). Clear Jade was 100% owned by Mr. Pan and Goldin Group (Investment) was 100% owned by Goldin Real Estate Financial Holdings Limited ("Goldin Real Estate Financial"), the ultimate holding company of the Company, which in turn was 100% owned by Mr. Pan. Accordingly, Mr. Pan was deemed to be interested in 2,011,741,427 shares held by Goldin Group (Investment) and 115,770,000 shares held by Clear Jade. Goldin Group (Investment), being the immediate holding company of the Company, is also an associated corporation of the Company within the meaning of Part XV of the SFO.

Disclosure of Interests

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

(continued)

Notes:

3. As at 30 September 2012, Matsunichi Goldbase Global (Management) Limited ("**Matsunichi Goldbase Global**") held the convertible bonds with nominal value of HK\$90,000,000. Upon full conversion of the convertible bonds at the conversion price of HK\$4.80 per share (as adjusted on 20 July 2011), 18,750,000 shares will be issued to Matsunichi Goldbase Global. Goldin Financial Holdings Limited (stock code: 530) ("**GFHL**") was the immediate holding company of Matsunichi Goldbase Global and Mr. Pan was also a non-executive director, the chairman and the controlling shareholder of GFHL. Accordingly, Mr. Pan was deemed to be interested in the convertible bonds held by Matsunichi Goldbase Global.
4. As at 30 September 2012, Mr. Ting Kwang Yuan, Edmond held the convertible bonds with a nominal value of HK\$1,650,000. Upon full conversion of the convertible bonds at the conversion price of HK\$4.80 per share (as adjusted on 20 July 2011), 343,750 shares will be issued to Mr. Ting Kwang Yuan, Edmond.
5. As at 30 September 2012, Mr. Wong Hau Yan, Helvin held the convertible bonds with a nominal value of HK\$420,000. Upon full conversion of the convertible bonds at the conversion price of HK\$4.80 per share (as adjusted on 20 July 2011), 87,500 shares will be issued to Mr. Wong Hau Yan, Helvin.

Save as disclosed above, none of the Directors or chief executives of the Company had, as at 30 September 2012, 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 would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company under Section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

Disclosure of Interests

DISCLOSEABLE INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS UNDER SFO

As at 30 September 2012, the substantial shareholders (other than Directors or chief executives of the Company) who had interests or short positions in the shares or underlying shares of the Company which would fall 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 required to be kept by the Company under Section 336 of the SFO were as follows:

Name of Shareholder	Long position/ short position	Capacity	Number of shares held	Approximate percentage of the issued share capital of the Company <i>(Note 1)</i>
Goldin Group (Investment) <i>(Note 2)</i>	Long position	Beneficial owner	2,011,741,427	56.44%

Notes:

- As at 30 September 2012, the total number of ordinary shares of the Company in issue was 3,564,265,575 shares.
- As at 30 September 2012, Goldin Group (Investment) was 100% owned by Goldin Real Estate Financial, which in turn was 100% owned by Mr. Pan.

Save as disclosed above, as at 30 September 2012, the Company has not been notified by any persons (other than Directors or chief executives of the Company) who had interests or short positions in the shares or underlying shares of the Company which would fall 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 required to be kept by the Company under Section 336 of the SFO.

Other Information

SHARE OPTIONS

The share option scheme of the Company adopted on 27 August 2002 (the “**Old Share Option Scheme**”) was terminated by the Shareholders at the Company’s annual general meeting held on 23 August 2012 (“**AGM**”) before its expiration on 26 August 2012. At the AGM, the Shareholders have approved the adoption of a new share option scheme of the Company (the “**New Share Option Scheme**”) in substantially similar terms as those of the Old Share Option Scheme.

Following the Old Share Option Scheme, the Directors may grant options as incentives to any participants as described in the New Share Option Scheme for the shares in the Company within a period of ten years commencing from 23 August 2012 at the price determined by the Directors. Such price shall not be lower than the higher of (i) the closing price of the Company’s shares on the Stock Exchange on the date of grant; (ii) the average of the closing price of the Company’s shares on the Stock Exchange for the five trading days immediately preceding the date of grant; and (iii) the nominal value of the Company’s shares. The maximum number of shares in respect of which options may be granted under the New Share Option Scheme is not permitted to exceed 10% of the total number of shares of the Company on the date of adopting the New Share Option Scheme. The New Share Option Scheme is valid for a period of 10 years from 23 August 2012. During the Review Period, no share options were granted to any participants under the New Share Option Scheme.

Other Information

SHARE OPTIONS (continued)

The following tables disclose details of the Company's share option movements under the Old Share Option Scheme during the Review Period:

(i) Directors

Name of Director	Date of grant	Exercise price per share HK\$ (Note 1)	Exercisable period	Number of share options				
				Outstanding at 1.4.2012 (Note 1)	Granted during the period	Exercised during the period	Lapsed during the period	Outstanding at 30.9.2012
Professor Huang Xiaojian	3.8.2009	3.27	3.8.2011 to 2.8.2019	181,636	-	-	-	181,636
	3.8.2009	3.27	3.8.2012 to 2.8.2019	242,181	-	-	-	242,181
	27.3.2012	2.69	27.9.2012 to 26.3.2022	133,333	-	-	-	133,333
	27.3.2012	2.69	27.12.2013 to 26.3.2022	133,333	-	-	-	133,333
	27.3.2012	2.69	27.3.2015 to 26.3.2022	133,334	-	-	-	133,334
				823,817	-	-	-	823,817
Mr. Zhou Xiaojun	3.8.2009	3.27	3.8.2010 to 2.8.2019	302,727	-	-	-	302,727
	3.8.2009	3.27	3.8.2011 to 2.8.2019	302,727	-	-	-	302,727
	3.8.2009	3.27	3.8.2012 to 2.8.2019	403,636	-	-	-	403,636
	27.3.2012	2.69	27.9.2012 to 26.3.2022	333,333	-	-	-	333,333
	27.3.2012	2.69	27.12.2013 to 26.3.2022	333,333	-	-	-	333,333
	27.3.2012	2.69	27.3.2015 to 26.3.2022	333,334	-	-	-	333,334
				2,009,090	-	-	-	2,009,090

Other Information

SHARE OPTIONS (continued)

(i) Directors (continued)

Name of Director	Date of grant	Exercise price per share HK\$ (Note 1)	Exercisable period	Number of share options			
				Outstanding at 1.4.2012 (Note 1)	Granted during the period	Exercised during the period	Lapsed during the period Outstanding at 30.9.2012
Mr. Ting Kwang Yuan, Edmond	3.8.2009	3.27	3.8.2011 to 2.8.2019	605,454	-	-	605,454
	3.8.2009	3.27	3.8.2012 to 2.8.2019	807,272	-	-	807,272
	27.3.2012	2.69	27.9.2012 to 26.3.2022	333,333	-	-	333,333
	27.3.2012	2.69	27.12.2013 to 26.3.2022	333,333	-	-	333,333
	27.3.2012	2.69	27.3.2015 to 26.3.2022	333,334	-	-	333,334
				2,412,726	-	-	2,412,726
Mr. Li Huamao	3.8.2009	3.27	3.8.2010 to 2.8.2019	302,727	-	-	302,727
	3.8.2009	3.27	3.8.2011 to 2.8.2019	302,727	-	-	302,727
	3.8.2009	3.27	3.8.2012 to 2.8.2019	403,636	-	-	403,636
	27.3.2012	2.69	27.9.2012 to 26.3.2022	333,333	-	-	333,333
	27.3.2012	2.69	27.12.2013 to 26.3.2022	333,333	-	-	333,333
	27.3.2012	2.69	27.3.2015 to 26.3.2022	333,334	-	-	333,334
				2,009,090	-	-	2,009,090

Other Information

SHARE OPTIONS (continued)

(i) Directors (continued)

Name of Director	Date of grant	Exercise price per share HK\$ (Note 1)	Exercisable period	Outstanding at 1.4.2012 (Note 1)	Number of share options			Outstanding at 30.9.2012
					Granted during the period	Exercised during the period	Lapsed during the period	
Mr. Wong Hau Yan, Helvin	3.8.2009	3.27	3.8.2010 to 2.8.2019	216,127	-	-	-	216,127
	3.8.2009	3.27	3.8.2011 to 2.8.2019	363,272	-	-	-	363,272
	3.8.2009	3.27	3.8.2012 to 2.8.2019	484,363	-	-	-	484,363
	27.3.2012	2.69	27.9.2012 to 26.3.2022	333,333	-	-	-	333,333
	27.3.2012	2.69	27.12.2013 to 26.3.2022	333,333	-	-	-	333,333
	27.3.2012	2.69	27.3.2015 to 26.3.2022	333,334	-	-	-	333,334
				2,063,762	-	-	-	2,063,762
Mr. Lee Chi Chung, Harvey	27.3.2012	2.69	27.9.2012 to 26.3.2022	666,666	-	-	-	666,666
	27.3.2012	2.69	27.12.2013 to 26.3.2022	666,666	-	-	-	666,666
	27.3.2012	2.69	27.3.2015 to 26.3.2022	666,668	-	-	-	666,668
				2,000,000	-	-	-	2,000,000
				11,318,485	-	-	-	11,318,485

Other Information

SHARE OPTIONS (continued)

(ii) Employees (other than Directors)

Date of grant	Exercise price per share HK\$ (Note 1)	Exercisable period	Number of share options				Outstanding at 30.9.2012
			Outstanding at 1.4.2012 (Note 1)	Granted during the period	Exercised during the period	Lapsed during the period	
5.2.2004	1.19	5.2.2005 to 4.2.2014	678,745	-	-	-	678,745
20.4.2004	1.41	20.4.2004 to 19.4.2014	572,945	-	-	-	572,945
28.9.2005	1.31	28.9.2005 to 27.9.2015	1,433,968	-	-	-	1,433,968
27.11.2007	6.50	27.11.2007 to 26.11.2017	8,072,727	-	-	-	8,072,727
3.8.2009	3.27	3.8.2010 to 2.8.2019	1,286,949	-	-	(21,190)	1,265,759
3.8.2009	3.27	3.8.2011 to 2.8.2019	2,122,110	-	(58,434)	(45,408)	2,018,268
3.8.2009	3.27	3.8.2012 to 2.8.2019	2,829,517	-	(52,473)	(60,546)	2,716,498
21.4.2010 (Note 2)	3.14	21.4.2011 to 20.4.2020	1,567,676	-	(193,742)	(24,217)	1,349,717
21.4.2010 (Note 2)	3.14	21.4.2012 to 20.4.2020	4,462,178	-	(191,016)	(2,894,071)	1,377,091
21.4.2010 (Note 2)	3.14	21.4.2013 to 20.4.2020	5,949,669	-	-	(3,858,807)	2,090,862
10.8.2010 (Note 2)	3.72	10.8.2011 to 9.8.2020	481,333	-	-	(45,409)	435,924
10.8.2010 (Note 2)	3.72	10.8.2012 to 9.8.2020	956,614	-	-	(520,690)	435,924
10.8.2010 (Note 2)	3.72	10.8.2013 to 9.8.2020	1,275,499	-	-	(694,261)	581,238
27.3.2012	2.69	27.9.2012 to 26.3.2022	8,259,976	-	-	(83,333)	8,176,643
27.3.2012	2.69	27.12.2013 to 26.3.2022	8,259,976	-	-	(83,333)	8,176,643
27.3.2012	2.69	27.3.2015 to 26.3.2022	8,260,048	-	-	(83,334)	8,176,714
			56,469,930	-	(495,665)	(8,414,599)	47,559,666

Other Information

SHARE OPTIONS (continued)

(iii) Other participants

Date of grant	Exercise price per share HK\$ (Note 1)	Exercisable period	Number of share options				Outstanding at 30.9.2012
			Outstanding at 1.4.2012 (Note 1)	Granted during the period	Exercised during the period	Lapsed during the period	
5.2.2004	1.19	5.2.2005 to 4.2.2014	2,682,037	-	-	-	2,682,037
20.4.2004	1.41	20.4.2004 to 19.4.2014	371,037	-	-	-	371,037
3.8.2009	3.27	3.8.2010 to 2.8.2019	2,123,305	-	-	-	2,123,305
3.8.2009	3.27	3.8.2011 to 2.8.2019	2,225,041	-	(60,545)	-	2,164,496
3.8.2009	3.27	3.8.2012 to 2.8.2019	2,966,728	-	(80,727)	-	2,886,001
21.4.2010	3.14	21.4.2011 to 20.4.2020	3,453,014	-	(27,213)	(15,136)	3,410,665
21.4.2010	3.14	21.4.2012 to 20.4.2020	3,590,314	-	-	(15,136)	3,575,178
21.4.2010	3.14	21.4.2013 to 20.4.2020	4,787,166	-	-	(20,182)	4,766,984
10.8.2010	3.72	10.8.2011 to 9.8.2020	605,454	-	-	-	605,454
10.8.2010	3.72	10.8.2012 to 9.8.2020	605,454	-	-	-	605,454
10.8.2010	3.72	10.8.2013 to 9.8.2020	807,273	-	-	-	807,273
27.3.2012	2.69	27.9.2012 to 26.3.2022	10,033,322	-	-	(16,666)	10,016,656
27.3.2012	2.69	27.12.2013 to 26.3.2022	10,033,322	-	-	(16,666)	10,016,656
27.3.2012	2.69	27.3.2015 to 26.3.2022	10,033,356	-	-	(16,668)	10,016,688
			54,316,823	-	(168,485)	(100,454)	54,047,884

Other Information

SHARE OPTIONS *(continued)*

(iii) Other participants *(continued)*

Notes:

1. The exercise prices and the number of share options granted on 5 February 2004, 20 April 2004, 28 September 2005, 27 November 2007, 3 August 2009, 21 April 2010 and 10 August 2010 under the Old Share Option Scheme had been adjusted upon the rights issue, as announced by the Company on 16 February 2012, becoming unconditional on 20 March 2012. Details of which were disclosed in the Company's announcement dated 23 March 2012.
2. Share options granted on 21 April 2010 and 10 August 2010 were conditionally granted to the employees (other than Directors) of the Company, subject to the achievement of the performance targets as determined by the Board.

The vesting period of the share options under the Old Share Option Scheme is from the date of grant until the commencement of the exercisable period.

The weighted average closing price of the Company's shares immediately before the date on which the share options were exercised, was HK\$4.42 per share.

DIRECTORS' RIGHT TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in the sections headed "Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures" under "Disclosure of Interests" and "Share Options" above, at no time during the Review Period was the Company, any of its subsidiaries or its holding companies a party to any arrangement to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

Other Information

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

During the Review Period, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

On behalf of the Board

Pan Sutong

Chairman

Hong Kong, 26 November 2012

Condensed Consolidated Statement of Comprehensive Income

For the six months ended 30 September 2012

	Notes	Six months ended 30 September	
		2012 HK\$'000 (unaudited)	2011 HK\$'000 (unaudited)
Revenue	3	15,720	–
Cost of sales		(13,770)	–
Gross profit		1,950	–
Other income	4	2,305	7,893
Marketing costs		(8,393)	–
Hotel and polo club other operating expenses		(111,956)	–
Administrative expenses		(168,734)	(204,419)
Foreign exchange gains, net		1,612	132,200
Finance costs	5	(11,853)	(131,579)
Increase in fair value of investment properties		442,797	6,085
(Loss) gains on derivatives	6	(18,709)	908,368
Profit before tax	7	129,019	718,548
Income tax expense	8	(110,728)	(1,521)
Profit for the period attributable to owners of the Company		18,291	717,027
Other comprehensive income			
Exchange difference arising on translation		9,823	152,676
Total comprehensive income for the period attributable to owners of the Company		28,114	869,703
			(Restated)
Earnings (loss) per share	10		
Basic		0.51 HK cents	57.63 HK cents
Diluted		0.51 HK cents	(7.55) HK cents

Condensed Consolidated Statement of Financial Position

At 30 September 2012

	Notes	30.9.2012 HK\$'000 (unaudited)	31.3.2012 HK\$'000 (audited)
Non-current assets			
Property, plant and equipment		2,884,209	2,927,845
Ponies		55,793	60,393
Investment properties	11	9,726,936	8,087,981
Other assets		353,223	353,137
Prepaid lease payments		251,593	254,685
Intangible assets		90	90
Deposits paid for acquisition of property, plant and equipment		31,973	36,923
		13,303,817	11,721,054
Current assets			
Inventories		78,403	73,856
Properties under development for sale		5,433,447	4,672,650
Prepaid lease payments		6,308	6,308
Trade and other receivables, prepayments and deposits	12	223,346	207,200
Cash and cash equivalents		1,215,924	1,540,129
		6,957,428	6,500,143
Current liabilities			
Trade and other payables	13	2,662,962	2,093,156
Amounts due to related companies		65,699	92,083
Tax payable		29,709	29,688
Shareholder's loan	14	998,994	–
Bank borrowings – due within one year	15	13,878	–
Convertible bonds (including conversion option derivatives)	16	–	66,526
Obligations under finance leases – amount due within one year		81	81
		3,771,323	2,281,534
Net current assets		3,186,105	4,218,609
Total assets less current liabilities		16,489,922	15,939,663

Condensed Consolidated Statement of Financial Position

At 30 September 2012

	Notes	30.9.2012 HK\$'000 (unaudited)	31.3.2012 HK\$'000 (audited)
Non-current liabilities			
Bank borrowings – due after one year	15	319,194	–
Obligations under finance leases – amount due after one year		162	201
Convertible bonds (including conversion option derivatives)	16	243,508	213,655
Deferred tax liabilities		1,029,082	918,159
		1,591,946	1,132,015
		14,897,976	14,807,648
Capital and reserves			
Share capital	17	178,213	178,073
Reserves		14,719,763	14,629,575
Total equity		14,897,976	14,807,648

Condensed Consolidated Statement of Changes in Equity

For the six months ended 30 September 2012

	Attributable to owners of the Company							
	Share capital	Share premium	Share-based compensation reserve	Translation reserve	Equity participants reserve	Capital redemption reserve	Retained profits	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 1 April 2012 (audited)	178,073	10,721,416	115,784	806,352	7,692	173	2,978,158	14,807,648
Profit for the period	-	-	-	-	-	-	18,291	18,291
Exchange difference arising on translation	-	-	-	9,823	-	-	-	9,823
Total comprehensive income for the period	-	-	-	9,823	-	-	18,291	28,114
Recognition of equity-settled share-based payments	-	-	51,197	-	-	-	-	51,197
Exercise of share options	33	3,523	(1,437)	-	-	-	-	2,119
Lapse of share options	-	-	(1,166)	-	-	-	1,166	-
Conversion of convertible bonds	107	8,791	-	-	1,064	-	(1,064)	8,898
Redemption of convertible bonds	-	-	-	-	7,186	-	(7,186)	-
At 30 September 2012 (unaudited)	178,213	10,733,730	164,378	816,175	15,942	173	2,989,365	14,897,976
At 1 April 2011 (audited)	61,748	3,022,067	90,031	588,432	(180,932)	173	2,714,114	6,295,633
Profit for the period	-	-	-	-	-	-	717,027	717,027
Exchange difference arising on translation	-	-	-	152,676	-	-	-	152,676
Total comprehensive income for the period	-	-	-	152,676	-	-	717,027	869,703
Recognition of equity-settled share-based payments	-	-	16,143	-	-	-	-	16,143
Exercise of share options	6	643	(261)	-	-	-	-	388
Lapse of share options	-	-	(1,151)	-	-	-	1,151	-
Conversion of convertible bonds	1	73	-	-	10	-	(10)	74
At 30 September 2011 (unaudited)	61,755	3,022,783	104,762	741,108	(180,922)	173	3,432,282	7,181,941

Condensed Consolidated Statement of Cash Flows

For the six months ended 30 September 2012

	Six months ended 30 September	
	2012 HK\$'000 (unaudited)	2011 HK\$'000 (unaudited)
Net cash used in operating activities	(652,134)	(805,445)
Net cash used in investing activities	(907,178)	(241,028)
Net cash generated from (used in) financing activities	1,227,902	(255,667)
Net decrease in cash and cash equivalents	(331,410)	(1,302,140)
Cash and cash equivalents at the beginning of the period	1,540,129	2,287,706
Effect of foreign exchange rate changes	7,205	58,004
Cash and cash equivalents at the end of the period	1,215,924	1,043,570

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 September 2012

1. BASIS OF PREPARATION

The condensed consolidated financial statements have been prepared in accordance with Hong Kong Accounting Standard 34 (“**HKAS**”) “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”) as well as with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). The interim results have been reviewed by the audit committee of the Company (the “**Audit Committee**”) and was authorised to issue by the Board on 26 November 2012.

2. PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared on the historical cost basis except for certain properties and financial instruments, which are measured at fair values, as appropriate.

The accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 30 September 2012 are the same as those followed in the preparation of the Group’s annual financial statements for the year ended 31 March 2012 except as described below.

During the Review Period, the Group has applied, for the first time, the following amendments to Hong Kong Financial Reporting Standards (“**HKFRSs**”) issued by the HKICPA.

Amendments of HKFRS 7

Financial Instruments: Disclosures
– Transfers of Financial Assets

Amendments of HKAS 12

Deferred Tax: Recovery of Underlying Assets

Under the amendments to HKAS 12 *Deferred Tax: Recovery of Underlying Assets*, investment properties that are measured using the fair value model in accordance with HKAS 40 *Investment Property* are presumed to be recovered through sale for the purposes of measuring deferred taxes, unless the presumption is rebutted in certain circumstances.

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 September 2012

2. PRINCIPAL ACCOUNTING POLICIES *(continued)*

The Group measures its investment properties using the fair value model. As a result of the application of the amendments to HKAS 12, the Directors reviewed the Group's investment property portfolios and concluded that the Group's investment properties are held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time, and that the presumption set out in the amendments to HKAS 12 is rebutted. Accordingly, the application of the amendments to HKAS 12 does not have significant impact on the results and financial positions of the Group.

The application of the above amendments to HKFRSs during the Review Period has had no material effect on the amounts reported in these condensed consolidated financial statements of the Group and/or disclosure set out in these condensed consolidated financial statements of the Group for the current or prior accounting periods.

3. REVENUE AND SEGMENT INFORMATION

	Six months ended 30 September	
	2012 HK\$'000 (unaudited)	2011 HK\$'000 (unaudited)
Hotel operation	5,411	–
Polo club operation	8,645	–
Project management fee	1,664	–
	15,720	–

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 September 2012

3. REVENUE AND SEGMENT INFORMATION *(continued)*

The following is an analysis of the Group's revenue and results by reportable and operating segment:

	Six months ended 30 September							
	Property development		Property investment		Hotel and polo club operation		Total	
	2012	2011	2012	2011	2012	2011	2012	2011
	HK\$'000 (unaudited)	HK\$'000 (unaudited)	HK\$'000 (unaudited)	HK\$'000 (unaudited)	HK\$'000 (unaudited)	HK\$'000 (unaudited)	HK\$'000 (unaudited)	HK\$'000 (unaudited)
Revenue	1,664	–	–	–	14,056	–	15,720	–
Segment (loss) profit	(4,271)	(38,369)	422,808	1,477	(159,478)	(102,093)	259,059	(138,985)
Interest income							2,258	6,559
Unallocated corporate (expenses) income, net							(101,736)	74,185
Finance costs							(11,853)	(131,579)
(Loss) gains on derivatives							(18,709)	908,368
Profit before tax							129,019	718,548

The following is an analysis of the Group's assets by reportable and operating segments:

	30.9.2012 HK\$'000 (unaudited)	31.3.2012 HK\$'000 (audited)
Property development	5,543,717	4,783,162
Property investment	10,162,592	8,511,856
Hotel and polo club operation	3,315,571	3,372,834
Total segment assets	19,021,880	16,667,852
Total unallocated assets	1,239,365	1,553,345
Group's total assets	20,261,245	18,221,197

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 September 2012

4. OTHER INCOME

	Six months ended 30 September	
	2012 HK\$'000 (unaudited)	2011 HK\$'000 (unaudited)
Interest received on bank deposits	2,258	6,559
Others	47	1,334
	2,305	7,893

5. FINANCE COSTS

	Six months ended 30 September	
	2012 HK\$'000 (unaudited)	2011 HK\$'000 (unaudited)
Interest on:		
– Bank borrowings	6,894	–
– Finance leases	18	24
Effective interest expense on convertible bonds	22,748	497,029
	29,660	497,053
Less: Amount capitalised in investment properties under construction	(14,246)	(26,423)
Amount capitalised in construction in progress	–	(142,107)
Amount capitalised in properties under development for sale	(3,561)	(196,944)
	11,853	131,579

Note: All capitalised finance costs are related to specific borrowings.

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 September 2012

6. (LOSS) GAINS ON DERIVATIVES

	Six months ended 30 September	
	2012 HK\$'000 (unaudited)	2011 HK\$'000 (unaudited)
Fair value change on conversion option derivative of convertible bonds	(18,709)	908,368

7. PROFIT BEFORE TAX

	Six months ended 30 September	
	2012 HK\$'000 (unaudited)	2011 HK\$'000 (unaudited)
Profit before tax has been arrived at after charging (crediting):		
Amortisation of prepaid lease payments	3,155	3,120
Less: Amount capitalised in construction in progress	–	(2,303)
	3,155	817
Depreciation of property, plant and equipment	58,350	16,770
Depreciation of ponies	4,614	1,579

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 September 2012

8. INCOME TAX EXPENSE

	Six months ended 30 September	
	2012 HK\$'000 (unaudited)	2011 HK\$'000 (unaudited)
The income tax expense comprises:		
PRC Enterprise Income Tax – Current period	29	–
Deferred tax	110,699	1,521
	110,728	1,521

No Hong Kong Profits Tax was provided as there was no assessable profit for both periods.

Under the Law of the PRC on Enterprise Income Tax (the “EIT Law”) and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% from 1 January 2008 onwards.

9. DIVIDENDS

The Board does not recommend the payment of an interim dividend for the six months ended 30 September 2012 (2011: Nil).

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 September 2012

10. EARNINGS (LOSS) PER SHARE

The calculation of the basic and diluted earnings (loss) per share attributable to the owners of the Company is based on the following data:

	Six months ended 30 September	
	2012 HK\$'000 (unaudited)	2011 HK\$'000 (unaudited)
Earnings (Loss)		
Earnings for the purpose of basic earnings per share (profit for the period attributable to owners of the Company)	18,291	717,027
Effect of dilutive potential ordinary shares:		
– Fair value change on convertible option derivative of convertible bonds	–	(908,368)
– Interest on convertible bonds	–	131,555
– Exchange gain in relation to liability component of convertible bonds recognised in profit or loss	–	(132,272)
Profit (loss) for the purpose of diluted earnings per share	18,291	(192,058)
Number of shares	2012 Number of shares	2011 Number of shares (Restated)
Weighted average number of ordinary shares for the purpose of basic earnings per share	3,562,259,948	1,244,278,683
Effect of dilutive potential ordinary shares:		
– Share options	3,751,808	3,473,640
– Convertible bonds	–	1,294,844,402
Weighted average number of ordinary shares for the purpose of diluted earnings per share	3,566,011,756	2,542,596,725

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 September 2012

10. EARNINGS (LOSS) PER SHARE *(continued)*

The weighted average number of ordinary shares for the purpose of basic earnings per share has been adjusted retrospectively for the rights issue allotted on 23 March 2012.

The computation of diluted earnings per share does not assume: (1) the exercise of certain of the Company's share options as the exercise price was higher than the average market price per share for both periods; and (2) the impact from convertible bonds which was resulted in anti-diluted earnings per share for the Review Period.

11. INVESTMENT PROPERTIES

	HK\$'000
At 1 April 2011 (audited)	6,824,650
Exchange realignment	247,448
Construction cost incurred and capitalised expenditure	946,394
Increase in fair value recognised in profit or loss	69,489
At 31 March 2012 and 1 April 2012 (audited)	8,087,981
Exchange realignment	1,342
Construction cost incurred and capitalised expenditure	1,194,816
Increase in fair value recognised in profit or loss	442,797
At 30 September 2012 (unaudited)	9,726,936

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 September 2012

11. INVESTMENT PROPERTIES *(continued)*

The fair values of the Group's investment properties at 30 September 2012 and 31 March 2012 have been arrived at on the basis of valuations carried out on these dates by Savills Valuation and Professional Services Limited, an independent qualified professional valuer not connected with the Group, who has appropriate qualifications and recent experiences in the valuation of similar properties in the relevant locations. The valuations of the Group's investment properties under construction are determined with reference to the fair value of the bare land plus construction costs incurred. The fair value of the bare land has been arrived at by adopting the direct comparison approach by making reference to the sales transactions or asking price evidences of similar land in the similar location as available in the active market. Where such information is not available, the valuer considers current prices in an active market for lands of different nature or recent prices of similar land in less active markets, with adjustments made to account for any differences.

All of the Group's property interests held under operating leases to earn rentals purpose are measured using the fair value model and are classified and accounted for as investment properties. All of the Group's investment properties are under construction and located on leasehold lands in the PRC under medium-term leases.

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 September 2012

12. TRADE AND OTHER RECEIVABLES, PREPAYMENTS AND DEPOSITS

	30.9.2012 HK\$'000 (unaudited)	31.3.2012 HK\$'000 (audited)
Trade receivables	2,154	20,434
Less: Allowance for doubtful debts	(1,227)	(1,295)
Other receivables and prepayments	927	19,139
Deposits	11,429	8,889
Total trade and other receivables, prepayments and deposits	223,346	207,200

The Group allows an average credit period of 30 days to its customers for certain services rendered by the Group. The Group's trade receivables net of allowance for doubtful debts based on the invoice date at the end of the reporting period was within the age of 60 days.

All the trade receivables that are neither past due nor impaired have good settlement repayment history. The Group has assessed the creditworthiness and historical default rates of these customers.

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 September 2012

13. TRADE AND OTHER PAYABLES

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

	30.9.2012 HK\$'000 (unaudited)	31.3.2012 HK\$'000 (audited)
0-90 days	1,743,815	1,323,311
91-180 days	–	–
Over 180 days	1,600	1,959
Total trade payables	1,745,415	1,325,270
Retention payables	287,496	244,444
Dividend payable	1,102	1,102
Other payables	267,986	189,349
Deposit received in advance	333,072	332,991
Membership fee received in advance	27,891	–
	2,662,962	2,093,156

14. SHAREHOLDER'S LOAN

During the Review Period, the Group obtained a loan facility from its substantial shareholder, Goldin Group (Investment) Limited ("**Goldin Group (Investment)**") which is wholly and beneficially owned by Mr. Pan Sutong for the principal amount of not more than US\$300 million which is unsecured, carries interest at a rate of 8% per annum and is repayable on 26 August 2013.

15. BANK BORROWINGS

During the Review Period, the Group obtained a new bank loan amounting to RMB270,000,000 (equivalent to HK\$333,072,000) (31 March 2012: Nil). A corporate guarantee was given to the bank in respect of the loan which carries interest at market rate of 7.82% and is repayable in instalments over a period of 7 years. The proceed was used to finance the daily operation of hotel and polo club.

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 September 2012

16. CONVERTIBLE BONDS

On 28 August 2007 and 21 January 2011, convertible bonds with an aggregate principal value of approximately HK\$1,418,704,000 (the “**Convertible Bonds due 2012**”) and HK\$4,911,339,000 (the “**Convertible Bonds due 2014**”) were issued by the Company to its shareholders respectively.

During the Review Period, the Company redeemed the remaining outstanding Convertible Bonds due 2012 at the amount of approximately HK\$58,078,000 on the maturity date i.e. 28 August 2012 at 115% of its outstanding principal amount.

17. SHARE CAPITAL

Ordinary shares of HK\$0.05 each

	Number of shares	Share capital HK\$'000
Authorised:		
At 1 April 2011, 31 March 2012 and 30 September 2012	10,000,000,000	500,000
Issued and fully paid:		
At 1 April 2011 (audited)	1,234,951,832	61,748
Issue of new shares upon exercise of share options	201,307	10
Issue of new shares upon conversion of convertible bonds	1,354,724,232	67,736
Issue of new shares upon placement of shares	236,000,000	11,800
Issue of new shares on rights issue	735,586,855	36,779
At 31 March 2012 and 1 April 2012 (audited)	3,561,464,226	178,073
Issue of new shares upon exercise of share options	664,150	33
Issue of new shares upon conversion of convertible bonds	2,137,199	107
At 30 September 2012 (unaudited)	3,564,265,575	178,213

Notes to the Condensed Consolidated Financial Statements

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18. SHARE-BASED PAYMENT TRANSACTIONS

The Company adopted the Old Share Option Scheme on 27 August 2002 for the purpose of providing incentives or rewards to participants. It was terminated on 23 August 2012 before its expiration on 26 August 2012 and the Company adopted a New Share Option Scheme on the same date.

664,150 (31 March 2012: 201,307) and 8,515,053 (31 March 2012: 5,136,180) share options were exercised and lapsed respectively during the Review Period.

During the Review Period, share-based payments in respect of the Old Share Option Scheme with total amount of HK\$51,197,000 (30 September 2011: HK\$16,143,000) was recognised as an expense.

19. CONTINGENT LIABILITIES AND COMMITMENTS

At 30 September 2012 and 31 March 2012, the Company provided a limited guarantee of HK\$2,000,000 to a bank in respect of credit facilities granted to a subsidiary. The aggregate amount of such credit facilities utilised by the subsidiary at 30 September 2012 and 31 March 2012 were approximately HK\$213,000 and HK\$138,000, respectively.

As at 30 September 2012, the Group had commitments at approximately HK\$2,081.1 million (31 March 2012: HK\$2,695.9 million).

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 September 2012

20. RELATED PARTY TRANSACTIONS

During the Review Period, the interest expenses on Convertible Bonds due 2012 and Convertible Bonds due 2014 that were paid or payable to Goldin Group (Investment), Matsunichi Goldbase Global (Management) Limited and the Directors amounted to approximately HK\$3,663,000 (2011: HK\$241,437,000).

During the Review Period, the Group purchased wine products for operations of the Group from a subsidiary of Goldin Financial Holdings Limited amounted to approximately HK\$5,492,000 (2011: Nil).

The transactions above constituted continuing connected transactions as defined under chapter 14A of the Listing Rules.

During the period ended 30 September 2011, Good Vantage Trading Limited purchased construction materials of the Group on trust amounted to approximately HK\$32,339,000 (2012: Nil).

Compensation of key management personnel amounted to approximately HK\$21,088,000 (2011: HK\$18,314,000) for the six months ended 30 September 2012.