



Interim Report **2013**

WANDA COMMERCIAL PROPERTIES (GROUP) CO., LIMITED

萬達商業地產（集團）有限公司

(Incorporated in Bermuda with limited liability)

Stock Code: 169



万达商业地产（集团）有限公司

WANDA COMMERCIAL PROPERTIES (GROUP) CO., LTD.

CONTENTS

	<i>PAGE(S)</i>
Corporate Information	2
Financial Highlights	3
Interim Results	4
Management Discussion and Analysis	5-9
Other Information	10-15
Consolidated Statement of Profit or Loss	16
Consolidated Statement of Profit or Loss and Other Comprehensive Income	17
Consolidated Statement of Financial Position	18-19
Consolidated Statement of Changes in Equity	20
Condensed Consolidated Cash Flow Statement	21
Notes to the Unaudited Interim Financial Report	22-40
Independent Review Report	41-42

CORPORATE INFORMATION

BOARD OF DIRECTORS

Non-executive Directors

Mr. Ding Benxi (*Chairman*)
Mr. Qi Jie
Mr. Qu Dejun
Mr. Chen Chang Wei

Executive Director

Mr. Liu Chaohui

Independent Non-executive Directors

Mr. Liu Jipeng
Mr. Xue Yunkui
Mr. Ba Shusong

NOMINATION COMMITTEE

Mr. Ding Benxi (*Chairman*)
Mr. Liu Jipeng
Mr. Xue Yunkui

AUDIT COMMITTEE

Mr. Xue Yunkui (*Chairman*)
Mr. Qi Jie
Mr. Ba Shusong

REMUNERATION COMMITTEE

Mr. Liu Jipeng (*Chairman*)
Mr. Qi Jie
Mr. Ba Shusong

COMPANY SECRETARY

Ms. Hui Wai Man, Shirley

PRINCIPAL BANKERS

China Construction Bank
Hang Seng Bank Limited
Chiyu Banking Corporation Limited

AUDITORS

KPMG, Certified Public Accountants

REGISTERED OFFICE

Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

PRINCIPAL OFFICE IN HONG KONG

Unit 3401, 34th Floor
Tower Two, Lippo Centre
89 Queensway
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Butterfield Fulcrum Group (Bermuda) Limited
26 Burnaby Street
Hamilton HM11, Bermuda

HONG KONG PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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

STOCK CODE

169

FINANCIAL HIGHLIGHTS

Six months ended 30 June

	2013 HK\$'000	2012 HK\$'000	Change %
Turnover	1,146,089	1,794,751	-36.1
Net valuation gain on investment properties	3,783	538,338	-99.3
Net loss on disposal of subsidiaries	(45,872)	—	N/A
Profit from operations	431,434	596,207	-27.6
Profit for the period	210,974	347,566	-39.3
Profit attributable to equity shareholders of the Company	203,742	326,348	-37.6
Earnings per share (HK Cents)			
Basic	8.5	13.9	-38.8
Diluted	2.3	4.8	-52.1

INTERIM RESULTS

The board of directors (the “Board”) presents to the shareholders of Wanda Commercial Properties (Group) Co., Limited (the “Company”) the interim financial report of the Company and its subsidiaries (Collectively the “Group”) for the six months ended 30 June 2013 together with the comparative figures on pages 16 to 40. The interim financial report for the period ended 30 June 2013 is unaudited, but has been reviewed by KPMG, 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, whose unmodified review report is included in this interim report. The interim financial report has been reviewed by the Audit Committee.

MANAGEMENT DISCUSSION AND ANALYSIS

CHANGE OF CONTROLLING SHAREHOLDER

On 25 June 2013, the absolute controlling shareholder of the Company was changed to Wanda Commercial Properties Overseas Limited (“Wanda Commercial Properties Overseas”) upon completion of a sale and purchase agreement dated 20 March 2013 relating to sale of 1,856,341,956 shares of the Company and convertible bonds in principal amount of HK\$209 million issued by the Company by the former controlling shareholder of the Company to Wanda Commercial Properties Overseas. On 23 July 2013, after close of the mandatory general offer, Wanda Commercial Properties Overseas held 1,856,876,006 of the Company, which constituted 65.02% of the total issued shares of the Company. Wanda Commercial Properties Overseas is an indirect wholly-owned subsidiary of Dalian Wanda Commercial Properties Co., Ltd. (“DWCP Parent Co.”).

BUSINESS REVIEW

On 20 March 2013, the Company entered into a sale and purchase agreement with Mr. Chen, chairman of the Board, an executive director and a controlling shareholder of the Company at the time being, and two companies wholly owned by him, to dispose of 1) 47% of shares in Amazing Wise Limited, a wholly-owned subsidiary of the Company which indirectly holds a 95% interest in Hengli City (恒力城), 2) 100% of the shares in the wholly-owned subsidiaries of the Company which indirectly hold 100% interests in Hengli • Financial Center (恒力•金融中心) and Hengli • Prosperity Center (恒力•創富中心) and 70% interest in Hengli • Bona Plaza (恒力•博納廣場), and 3) shareholder’s loan of approximately HK\$399 million (together the “Disposal”). The total consideration of the Disposal was approximately HK\$1,311.54 million, which brought to the Company cash of approximately HK\$0.54 million and reduced convertible bonds issued by the Company in principal amount of HK\$1,311 million, which formed significant part of the Company’s then outstanding convertible bonds. The Disposal was completed on 25 June 2013.

Upon completion of the Disposal, Hengli City became the only significant project of the Group. Hengli City is a residential, office and retail complex with a total gross floor area of approximately 241,600 square meters. The retail commercial podium of Hengli City of approximately 56,175 sq.m. was leased to Beijing Wangfujing Department Store (Group) Co. Ltd. (北京王府井百貨(集團)股份有限公司) for a term of 20 years, which, together with the leased office and car park space units, has contributed rental income of approximately HK\$45 million to the Group for the six months ended 30 June 2013. During the period, Hengli City has achieved income from sales of properties of approximately HK\$215.4 million.

FINANCIAL REVIEW

Turnover and results

The Group's unaudited turnover for the six months ended 30 June 2013 was approximately HK\$1,146 million, compared to HK\$1,795 million for the same period in 2012. The decrease was mainly due to that Hengli City was completed in June 2012 and significant part of the pre-sales of the project since 2009 were recognized in June 2012.

The Group's unaudited profit attributable to shareholders for the period was approximately HK\$204 million (six months ended 30 June 2012: HK\$326 million). The decrease was mainly due to i) decrease in valuation gain on investment properties of HK\$535 million due to that the investment properties was completed in the prior period, ii) net loss on disposal of subsidiaries of HK\$46 million incurred in the period, iii) impairment loss on goodwill of HK\$38 million, which was partly set off by: iv) increase in gross profit of HK\$359 million since project with higher profit margin contributed more sales in the period, v) increase of totally HK\$88 million in gain on redemption of convertible bonds in the period and net gain on revaluation and cancellation of redemption right attached to the convertible bonds.

Net assets and equity attributable to equity shareholders

As at 30 June 2013, the Group recorded total assets and total liabilities of approximately HK\$3,508,151,000 and HK\$2,282,134,000 respectively. The Group had net assets of approximately HK\$1,226,017,000 as at 30 June 2013 as compared to approximately HK\$795,178,000 as at 31 December 2012. As at 30 June 2013, the equity attributable to equity shareholders of the Company was approximately HK\$546,642,000 as compared to HK\$667,444,000 as at 31 December 2012.

Liquidity and financial ratios

The Group had total bank and cash balances of approximately HK\$103,223,000 as at 30 June 2013 as compared with HK\$519,545,000 as at 31 December 2012. As at 30 June 2013, the current ratio, which is the quotient arrived at by dividing current assets by current liabilities, was 0.57 as compared with 1.02 as at 31 December 2012. The gearing ratio, which is the quotient arrived at by dividing net debts by the aggregate of net debts and total equity, was 30.5% as at 30 June 2013 as compared with 58.3% as at 31 December 2012. The borrowings from financial institutions to equity attributable to the equity shareholders of the Company was recorded at 11.4% as at 30 June 2013 as compared with 7.7% as at 31 December 2012.

Borrowings

The Group had interest-bearing borrowings from financial institutions of approximately HK\$62,056,000 as at 30 June 2013 (31 December 2012: HK\$51,107,000), representing an increase of approximately 21.4% over the amount as at 31 December 2012. Borrowings were denominated in Hong Kong Dollars (“HK\$”). All loans from financial institutions are repayable within one year.

The Group had interest bearing borrowings from related parties of approximately HK\$253,182,000 as at 30 June 2013 (31 December 2012: HK\$280,284,000). All these borrowings are repayable within one year.

Taken into account its cash and bank deposits and proceeds from lease and sale of its properties, and that Mr. Chen has agreed to provide funding by way of loan in an amount up to the shortfall required to satisfy any funding needs or liabilities of the Hengli City project if the Group does not have sufficient financial resources and is unable to secure adequate third party financing to satisfy any immediate funding needs or liabilities relating to the Hengli City project, the Group is confident in meeting its loan repayment obligations.

The Group had aggregate net carrying amount of convertible bonds of approximately HK\$225,968,000 (principal amount of approximately HK\$321,000,000) as at 30 June 2013. The Convertible Bonds bear zero coupon and the maturity date of the Convertible Bonds is 20 January 2018.

Foreign currency exposure

Other than borrowings denominated in Hong Kong Dollars, the Group had, during the period, conducted its business almost exclusively in Renminbi. The Group was exposed to foreign exchange risk arising from fluctuations in the exchange rate between Renminbi and Hong Kong Dollars.

During the period, the Group did not use any financial instruments to hedge foreign currency exposure and the Group did not have any hedging instruments outstanding as at 30 June 2013.

Interest rate exposure

During the period, the Group had interest-bearing borrowings from financial institutions and related parties and accordingly, the Group’s cost of borrowing was affected by changes in interest rates. As at 30 June 2013, borrowings of HK\$62.1 million were on a floating

rate basis. The interest rate risk exposure was considered acceptable and no hedging was considered necessary. During the period, the Group had monitored the suitability and cost efficiency of hedging instruments and had considered a mix of fixed and floating rate borrowings in order to manage interest rate risks.

PLEDGE OF ASSETS

As at 30 June 2013, the Group pledged HK\$63,175,000 restricted bank deposits to banks in the PRC to secure the bank loans of approximately HK\$62,056,000 (31 December 2012: HK\$51,107,000) granted by these financial institutions.

CHANGES IN SHARE CAPITAL

During the six months ended 30 June 2013, 502,994,011 ordinary shares of HK\$0.10 each were issued pursuant to the exercise of the conversion rights attaching to the Company's convertible bonds at a conversion price of HK\$0.334 per share. As at 30 June 2013, issued and paid up share capital was 2,855,910,703 ordinary shares.

INVESTMENT

Other than its investment in Hengli City, there were no significant investments held by the Group as at 30 June 2013.

CONTINGENT LIABILITIES

As at 30 June 2013, the Group had provided guarantees of approximately HK\$735 million to banks in favour of its customers in respect of mortgaged loans provided by the banks to these customers for their purchase of the Group's properties. Each of these guarantees would be released upon receipt by the bank of the real estate ownership certificate for the property from the customer as security for the loan.

MATERIAL ACQUISITION AND DISPOSAL

On 20 March 2013, the Company entered into a sale and purchase agreement with Mr. Chen, chairman of the Board, an executive director and a controlling shareholder of the Company at the time being, and two companies wholly owned by him, to dispose of 1) 47% of shares in Amazing Wise Limited, a wholly-owned subsidiary of the Company which indirectly holds a 95% interest in Hengli City (恒力城), 2) 100% of the shares in the wholly-

owned subsidiaries of the Company which indirectly hold 100% interests in Hengli • Financial Center (恒力•金融中心) and Hengli • Prosperity Center (恒力•創富中心) and 70% interest in Hengli • Bona Plaza (恒力•博納廣場), and 3) shareholder's loan of approximately HK\$399 million (together the "Disposal"). The total consideration of the Disposal was approximately HK\$1,311.54 million.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Other than disclosure in note 17 to the unaudited interim financial statements, no director has right to acquire shares or debentures of the Company or its subsidiaries.

EMPLOYEES AND REMUNERATION POLICIES

As at 30 June 2013, the Group had around 220 full time employees, all of them being in the PRC and Hong Kong.

During the period, the Group remunerated its employees based on their performance, experience and the prevailing market salaries. Performance bonuses were granted on a discretionary basis. Other employee benefits included insurance and medical cover, subsidized educational and training programs.

DIVIDEND

The Directors of the Company did not recommend the payment of an interim dividend for the six months ended 30 June 2013 (six months ended 30 June 2012: Nil).

OUTLOOK

Looking forward, the Group believes that as the global economy continues to recover, there will be great investment and development opportunities in the commercial real estate sector in some countries and regions. The Group, positioned as an overseas investment and financing platform for the controlling shareholder, DWCP Parent Co., will, with supports from DWCP Parent Co. and with caution, focus on developing overseas financing channels, discovering outstanding and profitable overseas development opportunities that are in line with the Group's development strategy, steadily investing in the commercial real estate sector together with DWCP Parent Co., further enhance our profit and continue to maximize the interests of our shareholders.

OTHER INFORMATION

DIRECTORS' INTERESTS IN SECURITIES

As at 30 June 2013, the interests of the directors and their associates in the ordinary shares of the Company and its associated corporations, as recorded in the register maintained by the Company pursuant to Section 352 of the Securities and Futures Ordinance (the "SFO"), or as otherwise notified to the Company and the Stock Exchange of Hong Kong Limited pursuant to the Model Code for Securities Transactions by Directors of Listed Companies, were as follows:

(a) Long position in ordinary shares of HK\$0.10 each of the Company

Name of directors	Capacity	Number of issued ordinary shares held	Percentage of the issued share capital of the Company
Mr. Chen Chang Wei	Beneficial owner and held by controlled corporation (1)	228,815,562	8.01%
		12,346,000	0.43%
	Interest of spouse (2)	241,161,562	8.44%
Ms. Chen Dongxue	Beneficial owner (3)	43,774,000	1.53%

(1) As at 30 June 2013, Mr. Chen was deemed to be interested in 241,161,562 shares of the Company, of which (1) 14,894,000 shares were directly held by Mr. Chen, (2) 157,106,000 shares were held in trust for him by Ever Good Luck Limited (a company incorporated in the BVI of which the entire issued share capital is beneficially owned by Mr. Chen), and (3) 56,815,562 shares were beneficially owned by Ever Good Luck Limited, and (4) 12,346,000 shares were held by his spouse, Ms. Chan Sheung Ni, as beneficial owner.

(2) Ms. Chan Sheung Ni is the spouse of Mr. Chen and sister-in-law of Ms. Chen Dongxue.

(3) Ms. Chen Dongxue is the sister of Mr. Chen and sister-in-law of Ms. Chan Sheung Ni. Ms. Chen Dongxue resigned from the Board with effect from 24 July 2013.

(b) Long position in shares of the Company's associated corporation(s)

Name of director(s)	Name of associated corporation(s)	Capacity	Number of issued shares held	Percentage of the issued share capital of the associated corporation
Mr. Ding Benxi	大連萬達商業地產股份有限公司	Beneficial owner	50,000,000	1.338%
Mr. Qi Jie	大連萬達商業地產股份有限公司	Beneficial owner	6,000,000	0.161%
Mr. Qu Dejun	大連萬達商業地產股份有限公司	Beneficial owner	6,000,000	0.161%
Mr. Liu Chaohui	大連萬達商業地產股份有限公司	Beneficial owner	1,600,000	0.043%
Mr. Chen Chang Wei	Amazing Wise Limited	Held by controlled corporation (1)	47	47%

(1) The 47 shares of Amazing Wise Limited was held by Zhizun Holdings Limited, which was wholly owned by Mr. Chen Chang Wei.

Other than as disclosed above, none of the directors nor their associates had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations as at 30 June 2013.

SUBSTANTIAL SHAREHOLDERS

As at 30 June 2013, the following persons or corporations (other than a Director or Chief Executive of the Company) had interests or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO and so far as is known to any Director or Chief Executive of the Company.

Name	Long position/ Short position	Capacity/ Nature of interest	Number of shares held	Approximate percentage of shareholding
Mr. Wang Jianlin	Long	Interest of a controlled corporation (1)	1,856,341,956	65.00%
大連合興投資有限公司	Long	Interest of a controlled corporation (1)	1,856,341,956	65.00%
大連萬達集團股份有限公司	Long	Interest of a controlled corporation (1)	1,856,341,956	65.00%
大連萬達商業地產股份有限公司	Long	Interest of a controlled corporation (1)	1,856,341,956	65.00%
Wanda Commercial Properties (Hong Kong) Co. Limited	Long	Interest of a controlled corporation (1)	1,856,341,956	65.00%
Wanda Real Estate Investments Limited	Long	Interest of a controlled corporation (1)	1,856,341,956	65.00%
Wanda Commercial Properties Overseas Limited	Long	Beneficial interest (1)	1,856,341,956	65.00%
Ever Good Luck Limited	Long	Beneficial interest (2)	56,815,562	1.99%
Glories Structure Limited	Long	Beneficial interest (3)	170,000,000	5.95%

(1) According to the information available to the Company, Wanda Commercial Properties Overseas Limited is wholly owned by Wanda Real Estate Investments Limited, which is in turn wholly owned by Wanda Commercial Properties (Hong Kong) Co. Limited. Wanda Commercial Properties (Hong Kong) Co. Limited is wholly owned by 大連萬達商業地產股份有限公司, which is in turn owned as to 52.97% by 大連萬達集團股份有限公司. 大連萬達集團股份有限公司 is owned as to 98.00% by 大連合興投資有限公司, which is in turn owned as to 98.00% by Mr. Wang Jianlin.

(2) Ever Good Luck Limited is a company incorporated in the BVI, the entire issued share capital of which is ultimately held by Mr. Chen Chang Wei.

(3) Glories Structure Limited is a company incorporated in the BVI.

Save as disclosed above, as at 30 June 2013, no person, other than the director and his associated corporations stated under the paragraph headed "Directors' interests in securities" above, had registered an interest or short position in the shares or underlying shares of the Company that was required to be recorded pursuant to Section 336 of SFO.

SHARE OPTIONS SCHEME

The Company's share option scheme (the "Scheme"), was adopted pursuant to a resolution passed on 15 May 2002 for the primary purpose of providing incentives to directors and eligible employees. The scheme period of the Scheme is ten years commencing on the adoption date. As such, the Scheme has already expired.

PURCHASE, SALE OR REDEMPTION OF SHARES

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

AUDIT COMMITTEE

The Audit Committee was established in accordance with the requirements of the Code for the purposes of reviewing and providing supervision over the Group's financial reporting process and internal controls. The Audit Committee previously comprised three independent non-executive Directors, Mr. Ma Ving Lung, Mr. Yip King Keung, Pony and Ms. Lin Wen Feng. Mr. Ma Ving Lung, Mr. Yip King Keung, Pony and Ms. Lin Wen Feng resigned from the Audit Committee with effect from 24 July 2013. Mr. Xue Yunkui was appointed as chairman and member of the Audit Committee, and Mr. Qi Jie and Mr. Ba Shusong were appointed as members of the Audit Committee with effect from 24 July 2013.

The Audit Committee meets regularly with the Company's senior management and the Company's auditors to consider the Company's financial reporting process, the effectiveness of internal controls, the audit process and risk management.

The interim financial report for the period ended 30 June 2013 is unaudited, but has been reviewed by KPMG, 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, whose unmodified review report is included in the interim report to be sent to shareholders. The interim financial report has been reviewed by the Audit Committee.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company adopted the Model Code as its standard code for securities transactions by the Directors. The Company has made specific enquiries of all the Directors and all of them confirmed that they had complied with the required standards set out in the Model Code during the period under review.

CORPORATE GOVERNANCE

In the opinion of the Board, the Company has complied with the Corporate Governance Code as set out in Appendix 14 of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) during the six months ended 30 June 2013, except the following deviation:

Code Provision A.2.1 — this Code stipulates that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual.

The position of the Chairman of the Board was held by Mr. Chen Chang Wei as of 30 June 2013, and the Company did not have any chief executive officer. As such, the roles of chairman and chief executive officer were performed by the same person. The Board considers that this structure is beneficial to the Company as it enables the Company to make prompt and efficient decisions. The Board comprises of experienced and high calibre individuals who meet regularly to discuss issues and make decisions on transactions that are material in nature to the Company. Hence, the operations of the Board ensure the balance of power and authority. The corporate governance principles of the Company emphasize a quality Board and accountability to all shareholders.

Code Provision A.6.7 — this Code stipulates that independent non-executive directors should attend general meetings.

Due to other business engagements, Ms. Lin Wen Feng did not attend the special general meeting held on 17 June 2013 and the annual general meeting held on 24 June 2013.

CHANGE OF COMPANY NAME

With effect from 15 July 2013, the name of the Company is changed from “Hengli Commercial Properties (Group) Limited” to “Wanda Commercial Properties (Group) Co., Limited” and the Chinese name “万达商业地产(集团)有限公司” is adopted as the secondary name of the Company to replace “恒力商業地產(集團)有限公司”.

CHANGES IN INFORMATION OF DIRECTORS

Pursuant to the requirements of Rule 13.51B(1) of the Listing Rules, the changes in Directors' information since the date of 2011/2012 Annual Report are set out below:

With effect from 3 July 2013, Mr. Chen Chang Wei ("Mr. Chen") was re-designated a non-executive Director and resigned as chairman of the Board and managing director of the Company. The Company and Mr. Chen, by agreement, terminated Mr. Chen's service contract and entered into a letter of appointment for Mr. Chen to serve as a non-executive Director for a term of three years from 3 July 2013. Following Mr. Chen's re-designation as a non-executive Director, he will not receive any fee for serving on the Board.

With effect from 3 July 2013, Mr. Ding Benxi, Mr. Qi Jie and Mr. Qu Dejun were appointed as non-executive Directors; Mr. Liu Chaohui was appointed as an executive Director; and Mr. Liu Jipeng, Mr. Xue Yunkui and Mr. Ba Shusong were appointed as independent non-executive Directors. Mr. Ding Benxi has become chairman of the Board since 3 July 2013.

Ms. Chen Dongxue, Mr. Chan Chi Wang, Ms. Wu Weilan, Ms. Lin Wen Feng, Mr. Ma Ving Lung and Mr. Yip King Keung, Pony resigned from the Board with effect from 24 July 2013. Starting from 24 July 2013, the Nomination Committee comprises Mr. Ding Benxi (as chairman), Mr. Liu Jipeng and Mr. Xue Yunkui; the Audit Committee comprises Mr. Xue Yunkui (as chairman), Mr. Qi Jie and Mr. Ba Shusong; and the Remuneration Committee comprises Mr. Liu Jipeng (as chairman), Mr. Qi Jie and Mr. Ba Shusong.

By Order of the Board

Ding Benxi

Chairman

Hong Kong, 23 August 2013

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

For the six months ended 30 June 2013 — unaudited

(Expressed in Hong Kong Dollars)

		Six months ended 30 June	
		2013	2012
		\$'000	\$'000
	Note		
Turnover	3	1,146,089	1,794,751
Cost of sales		(672,265)	(1,680,201)
Gross profit		473,824	114,550
Gain on redemption of convertible bonds	17	39,370	—
Gain/(loss) on revaluation and cancellation of convertible bonds redemption options	5	32,535	(16,477)
Net loss on disposal of subsidiaries	9	(45,872)	—
Impairment loss on goodwill	12	(38,685)	—
Net valuation gain on investment properties	11(b)	3,783	538,338
Other revenue	6	7,977	3,672
Other net (loss)/income	6	(1,782)	2,716
Selling, administrative and other operating expenses		(39,716)	(46,592)
Profit from operations		431,434	596,207
Finance costs	7(a)	(60,092)	(55,830)
Profit before taxation	7	371,342	540,337
Income tax	8	(160,368)	(192,811)
Profit for the period		210,974	347,566
Attributable to:			
Equity shareholders of the Company		203,742	326,348
Non-controlling interests		7,232	21,218
Profit for the period		210,974	347,566
Earnings per share (HK cents)	10		
Basic		8.5	13.9
Diluted		2.3	4.8

The notes on pages 22 to 40 form part of this interim financial report.

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the six months ended 30 June 2013 — unaudited

(Expressed in Hong Kong Dollars)

	Six months ended 30 June	
Note	2013 \$'000	2012 \$'000
Profit for the period	210,974	347,566
Other comprehensive income for the period (after tax and reclassification adjustment):		
Item that will not be reclassified to profit or loss:		
Surplus on revaluation of property, plant and equipment	725	132
Items that may be reclassified subsequently to profit or loss:		
Exchange differences on translation of financial statements of subsidiaries in the mainland of The People's Republic of China (the "PRC")	32,706	(17,147)
Exchange reserve realised on disposal of subsidiaries	(26,927)	—
Other comprehensive income for the period	6,504	(17,015)
Total comprehensive income for the period	217,478	330,551
Attributable to:		
Equity shareholders of the Company	206,898	310,091
Non-controlling interests	10,580	20,460
Total comprehensive income for the period	217,478	330,551

The notes on pages 22 to 40 form part of this interim financial report.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 30 June 2013 — unaudited
(Expressed in Hong Kong Dollars)

	Note	30 June 2013 \$'000	31 December 2012 \$'000
Non-current assets			
Fixed assets	11		
— Property, plant and equipment		16,148	18,512
— Prepaid lease payments		21,647	46,469
— Investment properties		2,493,712	2,361,583
		2,531,507	2,426,564
Goodwill	12	47,854	106,939
Deferred tax assets		72,433	85,510
		2,651,794	2,619,013
Current assets			
Properties for sales	13	622,868	2,107,945
Deposits for land use right		—	702,694
Trade and other receivables	14	60,667	132,887
Derivative financial instruments	19	69,599	63,430
Prepaid taxes		—	28,068
Restricted bank deposits		63,175	42,904
Cash at bank and in hand		40,048	476,641
		856,357	3,554,569
Current liabilities			
Trade and other payables	15	537,009	949,417
Receipts in advance		133,135	1,532,527
Loans from financial institutions	16	62,056	41,099
Loans from related parties	22(b)	253,182	280,284
Advance from lessee		—	124,360
Current taxation		506,901	550,835
		1,492,283	3,478,522
Net current (liabilities)/assets		(635,926)	76,047
Total assets less current liabilities		2,015,868	2,695,060

CONSOLIDATED STATEMENT OF FINANCIAL POSITION (continued)

At 30 June 2013 — unaudited

(Expressed in Hong Kong Dollars)

	Note	30 June 2013 \$'000	31 December 2012 \$'000
Non-current liabilities			
Loans from financial institutions	16	—	10,008
Convertible bonds	17	225,968	1,220,962
Deferred tax liabilities		563,883	668,912
		789,851	1,899,882
NET ASSETS			
		1,226,017	795,178
CAPITAL AND RESERVES			
Share capital	18	285,591	235,292
Retained profits		296,893	84,144
Other reserves		(35,842)	348,008
Total equity attributable to equity shareholders of the Company			
		546,642	667,444
Non-controlling interests		679,375	127,734
TOTAL EQUITY			
		1,226,017	795,178

The notes on pages 22 to 40 form part of this interim financial report.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 June 2013 — unaudited

(Expressed in Hong Kong Dollars)

	Attributable to equity shareholders of the Company												
	Note	Share capital \$'000	Share premium \$'000	Capital reserve \$'000	Special reserve \$'000	Exchange reserve \$'000	Property revaluation reserve \$'000	Statutory reserve fund \$'000	Convertible bond reserve \$'000	(Accumulated losses)/ Retained profits \$'000	Total \$'000	Non-controlling interests \$'000	Total equity \$'000
Balance at 1 January 2012		232,897	203,702	60,264	44,134	243,492	—	—	(116,608)	(297,644)	370,237	93,851	464,088
Changes in equity for the six months ended 30 June 2012:													
Profit for the period		—	—	—	—	—	—	—	—	326,348	326,348	21,218	347,566
Other comprehensive income		—	—	—	—	(16,389)	132	—	—	—	(16,257)	(758)	(17,015)
Total comprehensive income		—	—	—	—	(16,389)	132	—	—	326,348	310,091	20,460	330,551
Convertible bonds converted	17&18	2,395	3,339	—	—	—	—	—	(466)	—	5,268	—	5,268
Reduction of share premium	18(b)	—	(207,041)	—	—	—	—	—	—	207,041	—	—	—
Balance at 30 June 2012 and 1 July 2012		235,292	—	60,264	44,134	227,103	132	—	(117,074)	235,745	685,596	114,311	799,907
Changes in equity for the six months ended 31 December 2012:													
Loss for the period		—	—	—	—	—	—	—	—	(94,013)	(94,013)	(10,190)	(104,203)
Other comprehensive income		—	—	—	—	122,094	3,906	—	—	—	126,000	2,674	128,674
Total comprehensive income		—	—	—	—	122,094	3,906	—	—	(94,013)	31,987	(7,516)	24,471
Capital injection from non-controlling interests		—	—	—	—	—	—	—	—	—	—	37,501	37,501
Dividend attributable to non-controlling interests		—	—	—	—	—	—	—	—	—	—	(16,562)	(16,562)
Convertible bonds redeemed		—	—	—	—	—	—	—	(50,139)	—	(50,139)	—	(50,139)
Appropriation to statutory reserve fund		—	—	—	—	—	—	57,588	—	(57,588)	—	—	—
Balance at 31 December 2012		235,292	—	60,264	44,134	349,197	4,038	57,588	(167,213)	84,144	667,444	127,734	795,178
Balance at 1 January 2013		235,292	—	60,264	44,134	349,197	4,038	57,588	(167,213)	84,144	667,444	127,734	795,178
Changes in equity for the six months ended 30 June 2013:													
Profit for the period		—	—	—	—	—	—	—	—	203,742	203,742	7,232	210,974
Other comprehensive income		—	—	—	—	2,431	725	—	—	—	3,156	3,348	6,504
Total comprehensive income		—	—	—	—	2,431	725	—	—	203,742	206,898	10,580	217,478
Convertible bonds converted		50,299	51,037	—	—	—	—	—	(9,787)	—	91,549	—	91,549
Convertible bonds redeemed		—	—	—	—	—	—	—	(428,659)	—	(428,659)	—	(428,659)
Partial disposal of a subsidiary		—	—	—	9,410	—	—	—	—	—	9,410	578,401	587,811
Disposal of subsidiaries		—	—	—	—	—	(456)	(8,551)	—	9,007	—	(37,340)	(37,340)
Balance at 30 June 2013		285,591	51,037	60,264	53,544	351,628	4,307	49,037	(605,659)	296,893	546,642	679,375	1,226,017

The notes on pages 22 to 40 form part of this interim financial report.

CONDENSED CONSOLIDATED CASH FLOW STATEMENT

For the six months ended 30 June 2013 — unaudited

(Expressed in Hong Kong Dollars)

	Six months ended 30 June	
	2013 \$'000	2012 \$'000
Cash (used in)/generated from operations	(39,075)	971,996
PRC tax paid	(186,853)	(24,810)
Net cash (used in)/generated from operating activities	(225,928)	947,186
Net cash used in investing activities	(394,116)	(65,112)
Net cash generated from/(used in) financing activities	176,226	(436,028)
Net (decrease)/increase in cash and cash equivalents	(443,818)	446,046
Cash and cash equivalents at 1 January	476,641	58,017
Effect of foreign exchange rate changes	7,225	(10,026)
Cash and cash equivalents at 30 June	40,048	494,037

The notes on pages 22 to 40 form part of this interim financial report.

NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

(Expressed in Hong Kong Dollars unless otherwise indicated)

1 BASIS OF PREPARATION

(a) Basis of presentation

This interim financial report has been prepared in accordance with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, including compliance with Hong Kong Accounting Standard ("HKAS") 34, *Interim financial reporting*, issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"). It was approved by the Board of Directors and authorised for issue on 23 August 2013.

The interim financial report has been prepared in accordance with the same accounting policies adopted in the 2012 annual financial statements, except for the accounting policy changes that are expected to be reflected in the 2013 annual financial statements. Details of these changes in accounting policies are set out in note 2.

The preparation of an interim financial report in conformity with HKAS 34 requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses on a year to date basis. Actual results may differ from these estimates.

This interim financial report contains condensed consolidated financial statements and selected explanatory notes. The notes include an explanation of events and transactions that are significant to an understanding of the changes in financial position and performance of Wanda Commercial Properties (Group) Co., Limited (the "Company") and its subsidiaries ("the Group") since the 2012 annual financial statements. The condensed consolidated interim financial statements and notes thereon do not include all of the information required for full set of financial statements prepared in accordance with HKFRSs.

1 BASIS OF PREPARATION (continued)

(a) Basis of presentation (continued)

Notwithstanding the net current liabilities of \$635,926,000 at the end of the reporting period which was mainly caused by the net current liabilities of the subsidiaries involved in the Hengli City project, the interim financial report has been prepared on a going concern basis as Mr. Chen Chang Wei ("Mr. Chen"), a director of the Company, has agreed to provide funding by way of loan in an amount up to the shortfall required to satisfy any funding needs or liabilities of the Hengli City project if the Group does not have sufficient financial resources and is unable to secure adequate third party financing to satisfy any immediate funding needs or liabilities relating to the Hengli City project. Hence it is appropriate to prepare the interim financial report on a going concern basis.

The interim financial report is unaudited, but has been reviewed by the Group's audit committee. It has also been reviewed by KPMG 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 HKICPA. KPMG's independent review report to the Board of Directors is included on pages 41 to 42.

The financial information relating to the year ended 31 December 2012 that is included in the interim financial report as being previously reported information does not constitute the Company's statutory financial statements for that financial year but is derived from those financial statements. Statutory financial statements for the year ended 31 December 2012 are available from the Company's registered office. The auditors have expressed an unqualified opinion on those financial statements in their report dated 6 February 2013.

2 CHANGES IN ACCOUNTING POLICIES

The HKICPA has issued a number of new HKFRSs and amendments to HKFRSs that are first effective for the current accounting period of the Group and the Company. Of these, the following developments are relevant to the Group's financial statements:

- Amendments to HKAS 1, Presentation of financial statements — Presentation of items of other comprehensive income
- HKFRS 10, Consolidated financial statements
- HKFRS 12, Disclosure of interests in other entities
- HKFRS 13, Fair value measurement
- Annual Improvements to HKFRSs 2009-2011 Cycle
- Amendments to HKFRS 7 — Disclosures — Offsetting financial assets and financial liabilities

The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

2 CHANGES IN ACCOUNTING POLICIES (continued)

Amendments to HKAS 1, Presentation of financial statements — Presentation of items of other comprehensive income

The amendments to HKAS 1 require entities to present the items of other comprehensive income that would be reclassified to profit or loss in the future if certain conditions are met separately from those that would never be reclassified to profit or loss. The Group's presentation of other comprehensive income in these financial statements has been modified accordingly.

HKFRS 10, Consolidated financial statements

HKFRS 10 replaces the requirements in HKAS 27, *Consolidated and separate financial statements* relating to the preparation of consolidated financial statements and HK-SIC 12 *Consolidation — Special purpose entities*. It introduces a single control model to determine whether an investee should be consolidated, by focusing on whether the entity has power over the investee, exposure or rights to variable returns from its involvement with the investee and the ability to use its power to affect the amount of those returns.

As a result of the adoption of HKFRS 10, the Group has changed its accounting policy with respect to determining whether it has control over an investee. The adoption does not change any of the control conclusions reached by the Group in respect of its involvement with other entities as at 1 January 2013.

HKFRS 12, Disclosure of interests in other entities

HKFRS 12 brings together into a single standard all the disclosure requirements relevant to an entity's interests in subsidiaries, joint arrangements, associates and unconsolidated structured entities. The disclosures required by HKFRS 12 are generally more extensive than those previously required by the respective standards. Since those disclosure requirements only apply to a full set of financial statements, the Group has not made additional disclosures in this interim financial report as a result of adopting HKFRS 12.

HKFRS 13, Fair value measurement

HKFRS 13 replaces existing guidance in individual HKFRSs with a single source of fair value measurement guidance. HKFRS 13 also contains extensive disclosure requirements about fair value measurements for both financial instruments and non-financial instruments. Some of the disclosures are specifically required for financial instruments in the interim financial reports. The Group has provided those disclosures in note 19. The adoption of HKFRS 13 does not have any material impact on the fair value measurements of the group's assets and liabilities.

2 CHANGES IN ACCOUNTING POLICIES (continued)

Annual Improvements to HKFRSs 2009-2011 Cycle

This cycle of annual improvements contains amendments to five standards with consequential amendments to other standards and interpretations. Among them, HKAS 34 has been amended to clarify that total assets for a particular reportable segment are required to be disclosed only if the amounts are regularly provided to the chief operating decision maker (CODM) and only if there has been a material change in the total assets for that segment from the amount disclosed in the last annual financial statements. The amendment also requires the disclosure of segment liabilities if the amounts are regularly provided to the CODM and there has been a material change in the amounts compared with the last annual financial statements. The amendment does not have any impact on the Group because the CODM assesses the Group's performance based on the results of the Group as a whole and the Group only has one operating segment.

Amendments to HKFRS 7 — Disclosures — Offsetting financial assets and financial liabilities

The amendments introduce new disclosures in respect of offsetting financial assets and financial liabilities. Those new disclosures are required for all recognised financial instruments that are set off in accordance with HKAS 32, *Financial instruments: Presentation* and those that are subject to an enforceable master netting arrangement or similar agreement that covers similar financial instruments and transactions, irrespective of whether the financial instruments are set off in accordance with HKAS 32.

The adoption of the amendments does not have an impact on the Group's interim financial report because the Group has not offset financial instruments, nor has it entered into master netting arrangement or similar agreement which is subject to the disclosures of HKFRS 7.

3 TURNOVER

The principal activities of the Group are property development and investment. Turnover during the period is analysed as follows.

	Six months ended 30 June	
	2013 \$'000	2012 \$'000
Sales of properties	1,090,925	1,794,751
Rental income	45,139	—
Property management income	10,025	—
	1,146,089	1,794,751

Included in turnover from sales of properties during the six months ended 30 June 2013 is an amount of \$875,508,000 generated from subsidiaries disposed as set out in note 9 (six months ended 30 June 2012: Nil).

4 SEGMENT REPORTING

(a) Services from which reportable segments derive their revenue

Information reported to the Group's chief operating decision maker for the purposes of resource allocation and assessment of segment performance is focused on the Group as a whole, as all the Group's activities are considered to be primarily dependent on the performance on property development. Resources are allocated based on what is beneficial for the Group in enhancing its property development activities as a whole rather than any special service. Performance assessment is based on the results of the Group as a whole. Therefore, management considers there to be only one operating segment under the requirements of HKFRS 8, *Operating segments*.

(b) Geographical information

No geographical information is shown as the turnover and profit from operations of the Group is substantially derived from activities in Fujian Province in the PRC.

(c) Information about major customers

The Group had one customer with whom transactions have exceeded 10% of the Group's turnover for the six months ended 30 June 2013 (2012: Nil). During the six months ended 30 June 2013, revenue from this customer amounted to \$850 million (2012: Nil).

5 GAIN/(LOSS) ON REVALUATION AND CANCELLATION OF CONVERTIBLE BONDS REDEMPTION OPTIONS

The amount included gain on revaluation of redemption options in respect of the convertible bonds, offset by loss arising from the cancellation of the respective redemption options as a result of redemption of the convertible bonds during the period as set out in note 17.

6 OTHER REVENUE AND OTHER NET (LOSS)/INCOME

	Six months ended 30 June	
	2013 \$'000	2012 \$'000
Other revenue		
Interest income from banks	7,977	3,672
Other net (loss)/income		
Exchange (loss)/gain	(8,246)	2,898
Forfeiture of deposits from purchasers	5,918	—
Others	546	(182)
	(1,782)	2,716

7 PROFIT BEFORE TAXATION

Profit before taxation is arrived at after charging/(crediting):

	Six months ended 30 June	
	2013 \$'000	2012 \$'000
(a) Finance costs:		
Interest on loans from financial institutions	3,694	39,955
Interest on convertible bonds (note 17)	44,631	46,992
Interest on loans from related parties repayable within one year	19,814	32,097
Deemed interests on advance from lessee	1,687	—
	69,826	119,044
Less: Interest expenses capitalised into investment properties under development and properties under development	(9,734)	(63,214)
	60,092	55,830

7 PROFIT BEFORE TAXATION (continued)

Six months ended 30 June		
	2013	2012
	\$'000	\$'000
(b) Other items:		
Amortisation and depreciation	831	460
Operating lease charges: minimum lease payments on properties	92	330
Cost of properties sold	665,332	1,680,201

8 INCOME TAX

Six months ended 30 June		
	2013	2012
	\$'000	\$'000
Current tax		
PRC Corporate Income Tax (iii)	143,757	226,115
PRC Land Appreciation Tax (iv)	127,106	339,798
Withholding tax (v)	—	14,577
	270,863	580,490
Deferred tax		
Origination and reversal of temporary differences:		
— Revaluation of properties for sales	(106,129)	(403,684)
— Revaluation of investment properties	946	118,434
— Deductibility of PRC Land Appreciation Tax	(5,312)	(124,342)
— Tax losses	—	21,913
	(110,495)	(387,679)
Total income tax	160,368	192,811

- (i) Pursuant to the rules and regulations of the Bermuda and British Virgin Islands ("BVI"), the Group is not subject to any income tax in Bermuda and BVI.
- (ii) No provision for Hong Kong Profits Tax has been made as the Group did not have assessable profits in Hong Kong.

8 INCOME TAX (continued)

(iii) PRC Corporate Income Tax ("CIT")

The provision for CIT has been calculated at the applicable tax rates on the estimated assessable profits of the Group's subsidiaries in the PRC as determined in accordance with the relevant income tax rules and regulations of the PRC. The CIT rate applicable to the Group's subsidiaries located in the PRC is 25% (six months ended 30 June 2012: 25%). No provision for CIT has been made for the six months ended 30 June 2012 as the Group's subsidiaries in the PRC did not have assessable profits during that period.

(iv) PRC Land Appreciation Tax ("LAT")

All income from sale or transfer of state-owned land use rights, buildings and their attached facilities in the PRC is subject to LAT at progressive rates ranging from 30% to 60% of the appreciation value, which under the applicable regulations is calculated based on the proceeds of sales of properties less deductible expenditures including costs of land use rights, borrowing costs and relevant development expenditure.

(v) Withholding tax

Withholding taxes are levied on the Hong Kong companies in respect of dividend distributions arising from profit of PRC subsidiaries earned after 1 January 2008 at 5%.

9 DISPOSAL OF SUBSIDIARIES

On 20 March 2013, the Company entered into an agreement with Mr. Chen, Onu Holdings Limited ("Onu") and Zhizun Holdings Limited ("Zhizun"), companies wholly owned by Mr. Chen, for:

- (1) the Company's sale to Zhizun of 47% of the issued share capital of Amazing Wise Limited ("Amazing Wise"), a subsidiary of the Company, at a consideration of approximately \$587,811,000;
- (2) the Company's sale to Onu of all the issued share capital of each of Flying Hope Investments Limited, Brilliant Hope Investments Limited, Sparkling Hope Investments Limited and Hengli Capital Management Limited at a total consideration of approximately \$324,567,000; and
- (3) the Company's sale to Onu of loans owed by Flying Hope Investments Limited, Brilliant Hope Investments Limited, Sparkling Hope Investments Limited and Hengli Capital Management Limited and their respective subsidiaries (the "Disposal Group") to the Company at a total consideration of approximately \$399,164,000.

9 DISPOSAL OF SUBSIDIARIES (continued)

The aggregate consideration of the above, amounted to \$1,311,542,000, was satisfied by:

- (i) the setting-off of the amount owed by the Company to Mr. Chen as a result of the redemption by the Company of outstanding Convertible Bonds in a principal amount of \$1,311,000,000 held by Mr. Chen; and
- (ii) the payment of \$542,000 by Mr. Chen in cash.

The above transactions were completed on 25 June 2013. Subsequent to the above transactions, Flying Hope Investments Limited, Brilliant Hope Investments Limited, Sparkling Hope Investments Limited and Hengli Capital Management Limited ceased to be subsidiaries of the Company while Amazing Wise remained as a subsidiary of the Company.

A loss of \$45,872,000 on the disposal of the Disposal Group, was charged to the profit or loss. The loss on the disposal of the Disposal Group is analysed as below:

	\$'000
Total consideration	324,567
Net assets of the Disposal Group attributable to the Group	(374,908)
De-recognition of goodwill attributable to the Disposal Group (note 12)	(22,458)
Reclassification of exchange reserve of the Disposal Group within equity to profit or loss	26,927
<hr/>	
Loss on disposal	(45,872)
<hr/>	

No gain or loss was recognised in relation to the disposal of 47% equity interest in Amazing Wise as the Company continues to retain control over Amazing Wise. The difference between the consideration of \$587,811,000 and the non-controlling interest of \$578,401,000 is credited to special reserve within the equity of the Group.

10 EARNINGS PER SHARE

(a) Basic earnings per share

The calculation of basic earnings per share for the six months ended 30 June 2013 is based on profit attributable to equity shareholders of the Company of \$203,742,000 (six months ended 30 June 2012: \$326,348,000) and the weighted average of 2,391,822,000 shares (six months ended 30 June 2012: 2,350,799,000 shares) in issue during the interim period.

(b) Diluted earnings per share

The calculation of diluted earnings per share is based on the profit attributable to equity shareholders of the Company of \$176,468,000 (six months ended 30 June 2012: \$389,817,000) and the weighted average number of 7,612,023,000 shares (six months ended 30 June 2012: 8,065,624,000 shares), after adjusting for the effect of conversion and redemption of convertible bonds.

11 FIXED ASSETS

(a) Additions and disposals

During the six months ended 30 June 2013, the Group's additions in property, plant and equipment and investment properties amounted to \$414,000 and \$90,556,000 respectively (six months ended 30 June 2012: \$290,000 and \$107,981,000 respectively). All additions in investment properties during the six months ended 30 June 2013 was transferred from properties for sales (six months ended 30 June 2012: Nil).

(b) Valuation

Investment properties and land and building held for own use carried at fair value were revalued on an open market value at the reporting date by an independent firm of surveyors, CBRE HK Limited, which have recent experience in the respective location and category of property being valued. As a result of the revaluation, a net gain of \$3,783,000 (six months ended 30 June 2012: \$538,338,000) in respect of investment properties has been recognised in profit or loss for the period.

In addition, a net of tax surplus of \$725,000 (six months ended 30 June 2012: \$132,000) has been recognised in other comprehensive income for the period in respect of land and buildings held for own use.

12 GOODWILL

	30 June 2013 \$'000	31 December 2012 \$'000
Cost	394,782	394,782
Accumulated impairment losses	(337,685)	(299,000)
De-recognised on disposal of subsidiaries (note 9)	(22,458)	—
Exchange adjustment	13,215	11,157
Carrying amount	47,854	106,939

Goodwill arose from the acquisition of the entire issued share capital of Amazing Wise Limited ("Amazing Wise") in 2008. The balance represents the excess of the cost of the acquisition over the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities of Amazing Wise as at the acquisition date.

The Group carried out impairment testing of the goodwill at the end of each reporting period. In assessing the impairment of goodwill, the recoverable amount of the cash generating units ("CGU") is determined. The CGU related to the goodwill includes all subsidiaries under the Fujian segment. In previous years, an impairment loss of \$299,000,000 was recorded. During the six months ended 30 June 2013, as a result of disposal of the Disposal Group as set out in note 9, the recoverable amount of CGU, which was estimated based on its fair value less cost to sale, was re-determined and accordingly, an additional impairment loss of \$38,685,000 was provided.

In addition, during the six months ended 30 June 2013, goodwill of \$22,458,000 (six months ended 30 June 2012: Nil), representing the portion attributable to the Disposal Group as a result of the disposal of the Disposal Group, as set out in note 9, was de-recognised.

13 PROPERTIES FOR SALES

	30 June 2013 \$'000	31 December 2012 \$'000
Completed properties for sales	622,868	1,407,222
Properties under development	—	700,723
	622,868	2,107,945

14 TRADE AND OTHER RECEIVABLES

	30 June 2013 \$'000	31 December 2012 \$'000
Trade receivables — within 1 month	5,285	115
Other receivables, prepayments and deposits	55,374	132,772
Amounts due from related parties	8	—
	60,667	132,887

For the trade receivables arising from sales of properties, the Group manages the credit risk by fully receiving cash before delivery of property ownership certificates. The Group has set out policies to ensure follow-up action is taken to recover overdue debts. The Group also reviews regularly the recoverable amount of each individual trade receivable balance to ensure that adequate impairment losses are made for irrecoverable amounts. The maximum exposure to credit risk without taking account of any collateral held is represented by the carrying amount of each financial asset in the statement of financial position after deducting any impairment allowance.

15 TRADE AND OTHER PAYABLES

	30 June 2013 \$'000	31 December 2012 \$'000
Trade payables	90,687	135,898
Other creditors and accrued charges	281,023	659,747
Interest payable to related parties	100,191	79,002
Amounts due to non-controlling equity holders	16,930	16,770
Amounts due to related parties	48,178	—
Amounts due to a director	—	58,000
	537,009	949,417

15 TRADE AND OTHER PAYABLES (continued)

The ageing analysis of trade payables based on the invoice date as of the end of reporting period is as follows:

	30 June 2013 \$'000	31 December 2012 \$'000
Within 1 month	297	11,428
1 month to 3 months	42	4,840
3 months to 6 months	2,169	4,791
6 months to 12 months	2,635	9,846
Over 12 months	85,544	104,993
	90,687	135,898

16 LOANS FROM FINANCIAL INSTITUTIONS — SECURED

At 30 June 2013, loans from financial institutions were repayable as follows:

	30 June 2013 \$'000	31 December 2012 \$'000
Within 1 year	62,056	41,099
After 1 year but within 2 years	—	2,159
After 2 years but within 5 years	—	6,851
After 5 years	—	998
	—	10,008
	62,056	51,107

16 LOANS FROM FINANCIAL INSTITUTIONS — SECURED (continued)

The assets of the Group pledged to secured loans from financial institutions comprise the following assets:

	30 June 2013 \$'000	31 December 2012 \$'000
Restricted bank deposits	63,175	42,904
Property, plant and equipment	—	2,430
Prepaid lease payments	—	24,875
	63,175	70,209

17 CONVERTIBLE BONDS

On 21 January 2008, the Company issued \$2,701,711,500 zero coupon convertible bonds at 100% of principal amount to Mr. Chen, as part of the consideration for the acquisition of Amazing Wise and its subsidiaries.

The rights of the convertible bond holders to convert the convertible bonds into ordinary shares are as follows:

- Conversion rights are exercisable at any time up to maturity at the option of the convertible bond holder.
- Pursuant to the terms of the convertible bonds, the conversion price and the number of shares to be issued upon exercise of the subscription rights attached to the convertible bonds have been adjusted as a result of a rights issue in January 2011. The Company is required to deliver ordinary shares at a rate of \$0.334 per share (originally \$0.5 per share before the rights issue of the Company).

The Company has the right at any time to redeem the whole or any part of the outstanding principal amount of the convertible bonds at their face value. The option to enable the Company to redeem the convertible bonds is considered as derivative financial assets of the Company and revalued at each reporting date.

17 CONVERTIBLE BONDS (continued)

If the convertible bond holders' conversion rights have not been exercised or the convertible bonds have not been repurchased or redeemed up to the maturity date, i.e. on 20 January 2018, the Company will redeem the convertible bonds at face value on 20 January 2018.

During the six months ended 30 June 2013, convertible bonds with principal amount of \$168,000,000 were converted into 502,994,011 ordinary shares of the Company. In addition, as mentioned in note 9, convertible bonds with principal amount of \$1,311,000,000 was redeemed by the Company. Subsequent to the conversion and the redemption, the outstanding principal amount of the convertible bonds was reduced to \$321,000,000. Further, on 25 June 2013, convertible bonds with principal amount of \$209,000,000 were transferred by Mr. Chen to Wanda Commercial Properties Overseas Limited, shareholder of the Company. As a result, as at 30 June 2013, convertible bonds with principal amount of \$209,000,000 was held by Wanda Commercial Properties Overseas Limited while convertible bonds with principal amount of \$112,000,000 was held by Mr. Chen.

The convertible bonds recognised in the consolidated statement of financial position are analysed as follows:

	Liability component	Equity component
	\$'000	\$'000
Net carrying amount at 1 January 2013	1,220,962	104,862
Interest expense (i) (note 6(a))	44,631	—
Convertible bonds converted	(117,915)	(9,787)
Convertible bonds redeemed (ii)	(921,710)	(76,375)
Net carrying amount at 30 June 2013	225,968	18,700

- (i) Interest expense on the convertible bonds is calculated using the effective interest method by applying the effective interest rate of 8% per annum to the liability component.
- (ii) As stated in note 9, convertible bonds with a principal amount of \$1,311,000,000 held by Mr. Chen were redeemed by the Company. As a result of the redemption, the liability component of the convertible bond was remeasured at its fair value at the date of the redemption and the difference between the remeasured amount and the carrying amount upon the redemption date was dealt with in profit or loss. As a result of the redemption, a gain of approximately \$39,370,000 was recognised in the profit or loss.

18 CAPITAL, RESERVES AND DIVIDEND

(a) Issue of shares upon conversion of convertible bonds/Share premium

As mentioned in note 17, convertible bonds with principal amount of \$168,000,000 were converted to ordinary shares of the Company on 17 June 2013. Accordingly, 502,994,011 shares of \$0.1 each were issued by the Company and share premium of \$51,037,000 was arose.

On 28 June 2012, the resolution in respect of proposed reduction of the share premium account of the Company to nil was passed in the special general meeting of the Company. Accordingly, the share premium of the Company amounted to \$207,041,000 was reduced during the six months ended 30 June 2012.

(b) Dividend

The Directors of the Company did not recommend the payment of an interim dividend for the six months ended 30 June 2013 (six months ended 30 June 2012: Nil).

19 FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENT

(a) Financial assets and liabilities measured at fair value

(i) Fair value hierarchy

	Fair value measurement at			
	30 June 2013 using Fair value at 30 June 2013 \$'000	Significant other observable input (level 2) \$'000	31 December 2012 \$'000	using Significant other observable input (level 2) \$'000
Recurring fair value measurement				
Financial assets				
Convertible bond redemption options	69,599	69,599	63,430	63,430

During the six months ended 30 June 2013, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3 (2012: Nil). The Group's policy is to recognise transfer between levels of fair value hierarchy as at the end of the reporting period which they occur.

19 FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENT (continued)

(a) Financial assets and liabilities measured at fair value (continued)

(ii) Valuation techniques and inputs used in Level 2 fair value measurements

The fair value of the convertible bond redemption option is determined using binomial tree model.

(b) Fair values of financial assets and liabilities carried at other than fair value

The carrying amounts of the Group's financial instruments carried at cost or amortised cost are not materially different from their fair values as at 31 December 2012 and 30 June 2013 except for the following financial instrument, for which the carrying amounts and fair value are disclosed below:

	At 30 June 2013		At 31 December 2012	
	Carrying amount	Fair value	Carrying amount	Fair value
	\$'000	\$'000	\$'000	\$'000
Convertible bonds	225,968	221,216	1,220,692	1,104,537

20 CAPITAL COMMITMENTS OUTSTANDING NOT PROVIDED FOR IN THE INTERIM FINANCIAL REPORT

	30 June 2013	31 December 2012
	\$'000	\$'000
Contracted for	—	230,069
Authorised but not contracted for	—	908,033
	—	1,138,102

The above commitments as at 31 December 2012 included mainly the land costs and construction related costs to be incurred in respect of the Group's development of its properties for sales and investment properties in mainland China. As a result of disposal of subsidiaries as mentioned in note 9, no capital commitments were outstanding as at 30 June 2013.

21 CONTINGENT LIABILITIES

The Group has arranged bank financing for certain purchasers of the Group's property units and provided guarantees to secure obligations of such purchasers for repayments. Such guarantees terminate upon the earlier of (i) issuance of the real estate ownership certificate upon the completion of guarantee registration; or (ii) the satisfaction of mortgaged loan by the purchasers of properties.

Pursuant to the terms of the guarantees, upon default in mortgage payments by these purchasers, the Group is responsible to repay the outstanding mortgage principals together with accrued interest and penalty owed by the defaulted purchasers to the banks and the Group is entitled to take over the legal title and possession of the related properties. The Group's guarantee period starts from the dates of grant of the mortgages. The directors of the Company are of the view that the fair value of financial guarantee is not significant.

The amount of guarantees given to banks for mortgage facilities granted to the purchasers of the Group's properties at reporting date is as follows:

	30 June 2013 \$'000	31 December 2012 \$'000
Guarantees given to banks for mortgage facilities granted to purchasers of the Group's properties	735,000	587,427

The directors do not consider it probable that the Group will sustain a loss under these guarantees during the period under guarantee as the individual property ownership certificates have not been obtained and thus the Group can take over the ownership of the related properties and sell the properties to recover any amounts paid by the Group to the banks. The Group has not recognised any deferred income in respect of these guarantees as its fair value is considered to be minimal by the directors. The directors also consider that the fair market value of the underlying properties is able to cover the outstanding mortgage loans guaranteed by the Group in the event that the purchasers default payments to the banks.

22 MATERIAL RELATED PARTY TRANSACTIONS

(a) Transactions with key management personnel

Remuneration for key management personnel of the Group, including amounts paid to the Company's directors are as follows:

	Six months ended 30 June	
	2013	2012
	\$'000	\$'000
Short-term employee benefits	4,470	3,020

(b) Loans from related parties

Mr. Chen is a director and shareholder of the Group and is considered a related party of the Group. The loans from related parties are made from an entity controlled by Mr. Chen. The loans from an entity controlled by Mr. Chen, amounted to \$253,182,000 (31 December 2012: \$280,284,000) that bear interest at 15% per annum, are unsecured and repayable six months after the date of the respective drawdowns. Interest incurred during the period and interest payable to related parties as at 30 June 2013 are set out in notes 6(a) and 14 respectively.

(c) Other related party transactions

Other amounts due from/(to) related parties are set out in notes 14 and 15. Please refer to note 17 for convertible bonds of the Company held by Mr. Chen and Wanda Commercial Properties Overseas Limited.



**Review report to the board of directors of
Wanda Commercial Properties (Group) Co., Limited**

(Incorporated in Bermuda with limited liability)

INTRODUCTION

We have reviewed the interim financial report set out on pages 16 to 40 which comprises the consolidated statement of financial position of Wanda Commercial Properties (Group) Co., Limited (the “Company”) as at 30 June 2013 and the related consolidated statement of profit or loss, statement of profit or loss and other comprehensive income and statement of changes in equity and condensed consolidated cash flow statement 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 an interim financial report to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34, *Interim financial reporting*, issued by the Hong Kong Institute of Certified Public Accountants. The directors are responsible for the preparation and presentation of the interim financial report in accordance with Hong Kong Accounting Standard 34.

Our responsibility is to form a conclusion, based on our review, on the interim financial report and to report our conclusion 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 the interim financial report consists of making enquiries, 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.

CONCLUSION

Based on our review, nothing has come to our attention that causes us to believe that the interim financial report as at 30 June 2013 is not prepared, in all material respects, in accordance with Hong Kong Accounting Standard 34, *Interim financial reporting*.

KPMG

Certified Public Accountants

8th Floor, Prince's Building

10 Chater Road

Central, Hong Kong

23 August 2013