

百仕達控股有限公司*

SINOLINK WORLDWIDE HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

Stock Code: 1168

2014 Interim Report

























CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Tang Yui Man Francis (Chairman) Xiang Ya Bo (Chief Executive Officer) Chen Wei

Non-executive Directors

Ou Yaping Law Sze Lai

Independent Non-executive Directors

Tian Jin Xiang Bing Xin Luo Lin

AUTHORISED REPRESENTATIVES

Tang Yui Man Francis Xiang Ya Bo

COMPANY SECRETARY

Lo Tai On

AUDIT COMMITTEE

Tian Jin Xiang Bing Xin Luo Lin *(Chairman)*

NOMINATION COMMITTEE

Tang Yui Man Francis Tian Jin (Chairman) Xiang Bing Xin Luo Lin

REMUNERATION COMMITTEE

Tang Yui Man Francis Xiang Bing Xin Luo Lin (Chairman)

AUDITOR

Deloitte Touche Tohmatsu Certified Public Accountants 35th Floor, One Pacific Place 88 Queensway Hong Kong

REGISTERED OFFICE

Clarendon House 2 Church Street Hamilton HM 11 Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

28th Floor, Infinitus Plaza 199 Des Voeux Road Central

Hong Kong

Telephone : (852) 2851 8811 Facsimile : (852) 2851 0970

Stock Code: 1168

Website : http://www.sinolinkhk.com

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

MUFG Fund Services (Bermuda) Limited The Belvedere Building 69 Pitts Bay Road Pembroke HM08 Bermuda

HONG KONG BRANCH SHARE REGISTRAR

Computershare Hong Kong Investor Services Limited 46th Floor, Hopewell Centre 183 Queen's Road East Wanchai Hong Kong

HONG KONG BRANCH SHARE TRANSFER OFFICE

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

LEGAL ADVISORS

(As to Hong Kong Law)
Cleary Gottlieb Steen & Hamilton (Hong Kong)
Deacons
Norton Rose Fulbright Hong Kong
Tsang, Chan & Wong
Woo, Kwan, Lee & Lo

(As to Bermuda Law) Convers Dill & Pearman

PRINCIPAL BANKERS

Bank of China Bank of China (Hong Kong) Limited Industrial and Commercial Bank of China Ping An Bank Shanghai Pudong Development Bank

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FINANCIAL HIGHLIGHTS

FOR THE SIX MONTHS ENDED 30 JUNE 2014

- Turnover down 21% to HK\$142.7 million
- Gross Profit down 17% to HK\$89.0 million
- Profit attributable to owners of the Company up 49% to HK\$22.9 million
- Basic Earnings Per Share up 51% to HK0.65 cents

During the first half of 2014, the general economic situation of the PRC has been steady, the structural adjustment achieved stable progress, and the transformation and upgrading gained momentum. Gross domestic product for the period ("GDP") was RMB26.9 trillion, a year-on-year increase of 7.4%. Specifically, the year-on-year growth of the second quarter was 7.5%, which was 0.1 percentage point over the first quarter and a stabilization following two consecutive quarters of decline.

Amidst the positive data, real estate showed a significant downturn, as illustrated by a nosedive in floor space sold and transaction volume. However, we believe this adjustment reflects a rational regression. While the real estate market's differentiated adjustment will put pressure on the economy in the short term, in the long run it will be good not only for the real estate market's own healthy operation, but also for the sound development of the national economy.

For the six months ended 30 June 2014, the Group's turnover amounted to HK\$142.7 million, a decrease of 21% compared with the same period last year. Gross profit dropped by 17% to HK\$89.0 million. Profit attributable to owners of the Company amounted to HK\$22.9 million, an increase of 49%. Basic earnings per share was HK0.65 cents, up 51% compared with the same period last year.

PROPERTY RENTAL

For the six months ended 30 June 2014, total rental income amounted to HK\$65.9 million, an increase of 13% over the same period last year. The rental income was mainly contributed by the commercial complexes of The Vi City and Sinolink Garden Phase One to Four.

Sinolink Tower

Located in Luowu district in Shenzhen, *Sinolink Tower*, the hotel and office complex of Sinolink Garden Phase Five, has a total gross floor area ("GFA") of 50,000 square meters, of which hotel space occupies 30,000 square meters and office space occupies 20,000 square meters.

As at 30 June 2014, occupancy rate of the office building reached 87%. Tenants are mainly engaged in jewelry, investment and real estate business.

O Hotel, the Group's first personalised hotel, has 189 rooms and suites, as well as a stylish restaurant, a specialty coffee shop, and premium fitness club facilities. The hotel is currently finalizing the interior fit-out work and undergoing government quality inspections with grand opening scheduled to take place in the second half of 2014.

PROPERTIES UNDER DEVELOPMENT

As at 30 June 2014, the Group has the following properties under development:

1. Rockbund

Located on the Bund in Shanghai, *Rockbund* is an integrated property project jointly developed by the Group and The Rockefeller Group International, Inc. The project has a total site area of 18,000 square meters with a GFA of 94,080 square meters comprising preserved heritage buildings and new structures. The Group intends to redevelop this historical site and structures into an upscale mixed-use neighborhood, with residential, commercial, retail, food and beverages, offices and cultural facilities.

During the period under review, *Rockbund* entered into a new agreement with Shanghai New Huangpu (Group) Co. Ltd. and Rockefeller Group WTY-1 Development SRL, pursuant to which the term of the operation of the joint venture was extended by 50 years to 2065. A new business license was granted to the joint venture on 16 July 2014.

2. Ningguo Mansions

Located at Changning District in Shanghai, *Ningguo Mansions* is a residential development under construction. The project, a 13,599.6 square meter site with a plot ratio of 1.0, will be developed into 11 court houses, each with a GFA of 1,000 to 1,500 square meters. David Chipperfield Architects, a British architecture design company, is responsible for the construction and decoration design of the project. Situated in one of the most accessible and low-density luxury living districts in Shanghai, *Ningguo Mansions* is approximately 10 minutes from the airport and approximately 30 minutes from the city center by car.

The project is proceeding with deluxe decoration of the garden area, facade renovation and other facility installation works, which are expected to be completed in the second half of 2014.

MAJOR ASSOCIATE

The Group recorded a share of loss of an associate, Rockefeller Group Asia Pacific, Inc., at an amount of HK\$46.2 million for the six months ended 30 June 2014, a decrease of 31% compared with the same period last year, due to change in the fair value of investment properties held by the associate.

OTHER BUSINESSES

Other businesses within the Group include property, facilities and project management. For the period ended 30 June 2014, the Group recorded revenue from other businesses of HK\$76.8 million, an increase of 6% compared with the same period last year.

PROSPECTS

Looking forward, the PRC economy is likely to rebound in the second half in light of the government's continued adoption of steady growth policy. But the extent of the rebound will not be huge. The central bank is expected to continue with flexible measures such as a targeted approach in monetary policy to maintain easing. Moreover, with widespread deepening reforms to release economic strength, the PRC is expected to maintain medium to high-speed growth for a significant period of time in the future.

FINANCIAL REVIEW

The Group's financial position remains strong with a low debt leverage and strong interest cover. The Group's total borrowings decreased from HK\$280.0 million as at 31 December 2013 to HK\$257.7 million as at 30 June 2014. Gearing ratio as at 30 June 2014, calculated on the basis of total borrowings over shareholders' equity, was 3.4% compared to 3.7% as at 31 December 2013. The Group is in a net cash position and bank borrowings are mainly arranged at floating interest rates.

Total assets pledged in securing loans had a carrying value of HK\$1,388.7 million as at 30 June 2014. The borrowings of the Group are denominated in RMB. As the entire operation of the Group is carried out in the PRC, substantial receipts and payments in relation to operation are denominated in RMB. No financial instruments have been used for hedging purpose; however, the Board will continue to evaluate and closely monitor the potential impact of RMB and interest rates movements on the Group.

The Group's cash and cash equivalents amounted to HK\$3,807.3 million (including pledged bank deposits) as at 30 June 2014 and were mostly denominated in RMB, HKD and USD.

CAPITAL COMMITMENTS

As at 30 June 2014, the Group had capital commitments in respect of properties under construction and commitments in respect of properties under development amounting to HK\$238.3 million and HK\$180.2 million respectively.

CONTINGENT LIABILITIES

Guarantees given to banks as security for the mortgage loans arranged for the purchasers of the Group's properties amounted to HK\$56.0 million.

DISCLOSURE PURSUANT TO RULE 13.22 OF THE LISTING RULES

As at 30 June 2014, the aggregate amount of financial assistance to associated companies by the Group in aggregate exceeded 8% of the assets ratios as defined in Rule 14.07(1) of the Listing Rules.

In accordance with the requirements under Rule 13.22 of the Listing Rules, a proforma combined statement of financial position of the associated companies as at 30 June 2014 is presented as follows:

HK\$'000

Non-current assets	4,752,567
Current assets	770,121
Current liabilities	(348,281)
Non-current liabilities	(5,445,132)

Net liabilities (270,725)

The Group's attributable interest in the associated companies as at 30 June 2014 comprised net liabilities of HK\$190,853,000.

The proforma combined statement of financial position of the associated companies has been prepared by combining their statement of financial position, after making adjustments to conform with the Group's significant accounting policies as 30 June 2014.

INTERIM DIVIDEND

In order to retain resources for the Group's business development, the Board does not declare an interim dividend for the six months ended 30 June 2014 (2013: Nil).

EMPLOYEES AND REMUNERATION POLICIES

As at 30 June 2014, the Group employed approximately 919 full time employees for its principal activities. The Group recognizes the importance of high caliber and competent staff and continues to provide remuneration packages to employees with reference to prevailing market practices and individual performance. Other various benefits, such as medical and retirement benefits, are also provided. In addition, share options may be granted to eligible employees of the Group in accordance with the terms of the share option scheme adopted by the Group.

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

There was no purchase, sale or redemption of the Company's listed shares by the Company or any of its subsidiaries for the six months ended 30 June 2014.

CORPORATE GOVERNANCE

During the period, the Company has complied with the code provisions as set out in the Corporate Governance Code in Appendix 14 of the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted 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 the code of conduct regarding securities transactions by the Directors. Having made specific enquiry of all Directors, the Company confirmed that in respect of the six months ended 30 June 2014, all Directors have complied with the required standard set out in the Model Code.

AUDIT COMMITTEE

The Company has an audit committee ("Audit Committee") which was established in accordance with the requirements of the Listing Rules for the purposes of reviewing and providing supervision over the Group's financial reporting process and internal controls. The Audit Committee comprises three independent non-executive directors. The members of the Audit Committee are Mr. Xin Luo Lin, Dr. Xiang Bing and Mr. Tian Jin. The Audit Committee meets regularly with the Company's senior management and the Company's auditor to consider the Company's financial reporting process, the effectiveness of internal controls, the audit process and risk management.

The interim results of the Group for the six months ended 30 June 2014 had not been audited, but had been reviewed by the Company's auditor, Deloitte Touche Tohmatsu and the Audit Committee. The Audit Committee also reviewed this interim report.

APPRECIATION

On behalf of the Board, I would like to take this opportunity to express our gratitude to all staff for their devoted efforts and hard work.

By Order of the Board
SINOLINK WORLDWIDE HOLDINGS LIMITED
TANG Yui Man Francis
Chairman

Hong Kong, 26 August 2014

OTHER INFORMATION

DIRECTORS' INTERESTS OR SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

At 30 June 2014, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which were required pursuant to: (a) divisions 7 to 9 of Part XV of the SFO, to be notified to the Company and the Stock Exchange; (b) Section 352 of Part XV of the SFO, to be entered in the register referred to therein; or (c) the Model Code, to be notified to the Company and the Stock Exchange were as follows:

Long positions in shares of the Company

			Interest in shares	<u> </u>		percentage of the issued share capital of the
Name of Directors	Capacity	Personal interest	Corporate interest	Family interest	Total interest in shares	Company at 30.6.2014
Chen Wei	Beneficial owner	13,500,000	-	-	13,500,000	0.38%
Law Sze Lai	Beneficial owner	9,005,500	-	-	9,005,500	0.25%
Ou Yaping	Joint interest and interest of controlled corporation	-	1,589,283,250 (Note)	7,285,410	1,596,568,660	45.08%
Tang Yui Man Francis	Beneficial owner	21,375,000	_	-	21,375,000	0.60%

Notes: These 1,589,283,250 shares of the Company are held by Asia Pacific Promotion Limited ("Asia Pacific"), a company incorporated in the British Virgin Islands, which is wholly-owned by Mr. Ou Yaping, Non-executive Director of the Company. Accordingly, Mr. Ou is deemed to be interested in the shares of the Company held by Asia Pacific under the SFO.

Save as disclosed above, as at 30 June 2014, none of the directors and chief executives of the Company had, nor were they taken to or deemed to have under such provisions of the SFO, any interests or short positions in the shares, underlying shares or debentures of the Company or any associated corporation or any interests which are required to be entered into the register kept by the Company pursuant to Section 352 of the SFO.

Approximate

OTHER INFORMATION

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES OF THE COMPANY AND ASSOCIATED CORPORATION

Other than the Share Option Scheme of the Company mentioned below, at no time during the period was the Company, its holding company, or any of its subsidiaries or fellow subsidiaries, a party to any arrangements to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate, and neither the Directors nor the chief executive of the Company, nor any of their spouses or children under the age of 18, had any right to subscribe for the securities of the Company, or had exercised any such right.

SHARE OPTION SCHEME OF THE COMPANY

A share option scheme was adopted by shareholders of the Company on 17 May 2012 (the "2012 Share Option Scheme"), under which the Board may, at its discretion, offer any employees of the Group or any directors of the Company or any of its subsidiaries options to subscribe for shares of the Company subject to the terms and conditions stipulated therein. The 2012 Share Option Scheme has a life of 10 years from the date of its adoption and no options were granted since its adoption.

Summary of the terms of the 2012 Share Option Scheme are set out in the 2013 Annual Report.

OTHER INFORMATION

SUBSTANTIAL SHAREHOLDERS

At 30 June 2014, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO shows that other than the interests disclosed above in respect of Directors, the following shareholder(s) had notified the Company of relevant interests and short positions in the issued share capital of the Company:

Long positions and short positions in shares of the Company

Capacity/

Approximate percentage of the issued share capital of the Company

Name of shareholder Nature of interest Interest in shares at 30.6.2014

Asia Pacific Beneficial owner/ 1,589,283,250 (Long) 44.88%

Beneficial interest (Note)

Note: Asia Pacific, a company incorporated in the British Virgin Islands, is wholly-owned by Mr. Ou Yaping, Non-executive Director of the Company. Mr. Ou's interests in shares of the Company had been disclosed under the section headed "Directors' Interests or Short Positions in Shares and Underlying Shares" above.

Save as disclosed above, as at 30 June 2014, the Company has not been notified of any other interests or short positions in the shares and underlying shares of the Company which had been recorded in the register required to be kept under Section 336 of the SFO.

REPORT ON REVIEW OF CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Deloitte.

德勤

To The Board of Directors of Sinolink Worldwide Holdings Limited

Introduction

We have reviewed the condensed consolidated financial statements of Sinolink Worldwide Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 13 to 32, which comprise the condensed consolidated statement of financial position as of 30 June 2014 and the related condensed consolidated profit or loss, statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the sixmonth period then ended, and certain explanatory notes. The Main Board Listing Rules governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 "Interim Financial Reporting" ("HKAS 34") issued by the Hong Kong Institute of Certified Public Accountants. The directors of the Company are responsible for the preparation and presentation of these condensed consolidated financial statements in accordance with HKAS 34. Our responsibility is to express a conclusion on these condensed consolidated financial statements based on our review, 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 these condensed consolidated financial statements 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 condensed consolidated financial statements are not prepared, in all material respects, in accordance with HKAS 34.

Deloitte Touche TohmatsuCertified Public Accountants
Hong Kong
26 August 2014

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

FOR THE SIX MONTHS ENDED 30 JUNE 2014

		Six months ended			
		30.6.2014	30.6.2013		
	NOTES	HK\$'000	HK\$'000		
		(unaudited)	(unaudited)		
Turnover	3	142,670	179,994		
Cost of sales		(53,656)	(73,428)		
Gross profit		89,014	106,566		
Other income		95,238	114,604		
Selling expenses		(1,427)	(1,075)		
Administrative expenses		(62,898)	(42,921)		
Increase in fair value of investment properties	10	15,152	31,133		
Fair value gain (loss) on investments held for					
trading		362	(48,987)		
Share of results of associates		(46,232)	(67,105)		
Finance costs	4	(8,427)	(9,108)		
Profit before taxation		80,782	83,107		
Taxation	5	(38,095)	(45,537)		
raxation	J	(00,000)	(40,001)		
Profit for the period	6	42,687	37,570		
Attributable to:		00.000	15.000		
Owners of the Company		22,896	15,360		
Non-controlling interests		19,791	22,210		
		42,687	37,570		
		111/	1117 1		
		HK cents	HK cents		
Earnings per share	8	0.05	0.45		
Basic		0.65	0.43		

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE SIX MONTHS ENDED 30 JUNE 2014

	Six montl	ns ended
	30.6.2014	30.6.2013
	HK\$'000	HK\$'000
	(unaudited)	(unaudited)
Profit for the period	42,687	37,570
Other comprehensive (expense) income		
Items that will not be reclassified to profit or loss:		
Exchange differences arising on translation	(52,528)	85,286
Share of translation reserve of associates	(638)	8,234
Other comprehensive (expense) income for the period	(53,166)	93,520
Total comprehensive (expense) income for the period	(10,479)	131,090
Total comprehensive (expense) income attributable to:		
Owners of the Company	(20,854)	93,084
Non-controlling interests	10,375	38,006
	(10,479)	131,090

CONDENSED CONSOLIDATED STATEMENT OF **FINANCIAL POSITION**

AT 30 JUNE 2014

	NOTES	30.6.2014 <i>HK\$'000</i> (unaudited)	31.12.2013 <i>HK\$'000</i> (audited)
Non-current assets Property, plant and equipment Prepaid lease payments Investment properties Amounts due from associates Available-for-sale investments Other receivables Entrusted loans receivable Loan receivable	9 10 11 5 13 12	520,170 70,482 2,683,336 113,947 131,799 96,649 92,466 2,060,714 5,769,563	515,052 71,936 2,695,380 106,997 133,002 32,000 2,107,584 5,661,951
Current assets Stock of properties Trade and other receivables, deposits and prepayments Prepaid lease payments Investments held for trading Pledged bank deposits Bank balances and cash	14 15 21	751,298 71,509 1,353 144,874 5,817 3,801,494 4,776,345	742,129 142,587 1,367 144,912 5,866 4,154,752 5,191,613
Current liabilities Trade and other payables, deposits received and accrued charges Taxation payable Borrowings – due within one year	16	542,677 780,789 39,027 1,362,493	585,538 1,018,093 39,424 1,643,055
Net current assets		3,413,852	3,548,558
Total assets less current liabilities		9,183,415	9,210,509
Non-current liabilities Borrowings – due after one year Deferred taxation		218,683 351,870	240,621 346,547
		570,553	587,168
		8,612,862	8,623,341
Capital and reserves Share capital Reserves	17	354,111 7,179,029	354,111 7,199,883
Equity attributable to owners of the Company Non-controlling interests		7,533,140 1,079,722	7,553,994 1,069,347
Non controlling interests			
		8,612,862	8,623,341

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE SIX MONTHS ENDED 30 JUNE 2014

	Attributable to owners of the Company						Non-		
	Share capital HK\$'000	Share premium HK\$'000	Translation reserve HK\$'000	General reserves HK\$'000 (Note)	Contributed surplus HK\$'000	Retained earnings HK\$'000	Total HK\$'000	controlling interests HK\$'000	Total HK\$'000
At 1 January 2014 (audited)	354,111	1,824,979	916,298	148,846	367,782	3,941,978	7,553,994	1,069,347	8,623,341
Profit for the period Exchange differences arising on translation Share of translation reserve of associates	- - -	- - -	(43,112) (638)	- - -	- - -	22,896	22,896 (43,112) (638)	19,791 (9,416) 	42,687 (52,528) (638)
Total comprehensive (expense) income for the period Transfers			(43,750) 	25,679		22,896 (25,679)	(20,854)	10,375	(10,479)
At 30 June 2014 (unaudited)	354,111	1,824,979	872,548	174,525	367,782	3,939,195	7,533,140	1,079,722	8,612,862
At 1 January 2013 (audited)	354,111	1,824,979	775,900	148,846	367,782	4,017,328	7,488,946	1,013,605	8,502,551
Profit for the period Exchange differences arising on translation Share of translation reserve of associates	- - -	- - -	69,490 8,234	- - -	- - -	15,360 - -	15,360 69,490 8,234	22,210 15,796	37,570 85,286 8,234
Total comprehensive income for the period			77,724			15,360	93,084	38,006	131,090
At 30 June 2013 (unaudited)	354,111	1,824,979	853,624	148,846	367,782	4,032,688	7,582,030	1,051,611	8,633,641

Note: The general reserves represent the enterprise expansion fund and general reserve fund set aside by certain subsidiaries in accordance with the relevant laws and regulations of the PRC, which are not available for distribution.

CONDENSED CONSOLIDATED STATEMENT OF **CASH FLOWS**

FOR THE SIX MONTHS ENDED 30 JUNE 2014

	NOTE	Six month 30.6.2014 <i>HK\$</i> '000 (unaudited)	30.6.2013 <i>HK</i> \$'000 (unaudited)
Cash (used in) generated from operations Taxation paid		(78,318) (256,740)	70,844 (3,063)
Net cash (used in) from operating activities		(335,058)	67,781
Net cash from (used in) investing activities Interest received Purchase of property, plant and equipment Investment in entrusted loans receivable Advance paid for investment projects Refund of advance for investment projects and related interest Other investing cash flows Cash used in financing activities Repayment of borrowings Interest paid	15 15	53,201 (15,770) (92,466) - 102,285 (8,163) 39,087 (19,514) (8,427) (27,941)	40,054 (153,143) - (101,631) 37,641 818 (176,261) (11,238) (9,108) (20,346)
Net decrease in cash and cash equivalents		(323,912)	(128,826)
Cash and cash equivalents at beginning of the period		4,154,752	4,002,192
Effect of foreign exchange rate changes		(29,346)	34,026
Cash and cash equivalents at end of the period representing bank balances and cash		3,801,494	3,907,392

FOR THE SIX MONTHS ENDED 30 JUNE 2014

1. GENERAL

The Company is a public limited company incorporated in Bermuda as an exempted company with its shares listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

The principal activities of the Group are property development, property management and property investment.

The condensed consolidated financial statements have been prepared in accordance with Hong Kong Accounting Standard 34 "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 on the Stock Exchange.

2. PRINCIPAL ACCOUNTING POLICIES

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

Except as described below, the accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 30 June 2014 are the same as those followed in the preparation of the Group's annual financial statements for the year ended 31 December 2013.

In the current interim period, the Group has applied, for the first time, the following new interpretation and amendments to Hong Kong Financial Reporting Standards ("HKFRSs") issued by the HKICPA that are relevant for the preparation of the Group's condensed consolidated financial statements:

2. PRINCIPAL ACCOUNTING POLICIES (Cont'd)

Amendments to HKFRS 10, Investment entities HKFRS 12 and HKAS 27

Amendments to HKAS 32 Offsetting financial assets and financial

liabilities

Amendments to HKAS 36 Recoverable amount disclosures for non-

financial assets

Amendments to HKAS 39 Novation of derivatives and continuation of

hedge accounting

HK(IFRIC) – INT 21 Levies

The application of these new interpretation and amendments to HKFRSs in the current financial information period has had no material effect on the amounts reported and/or disclosures set out in these condensed consolidated financial statements.

3. TURNOVER AND SEGMENT INFORMATION

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

Segment information

Six months ended 30 June 2014

	Property development HK\$'000	Property investment HK\$'000	Property management HK\$'000	Total for reportable segment HK\$'000	Others HK\$'000	Consolidated HK\$'000
TURNOVER External sales		65,881	59,512	125,393	17,277	142,670
RESULT Segment result	(13,478)	67,253	8,637	62,412	8,364	70,776
Other income Unallocated corporate expenses Fair value gain on investments						95,238 (30,935)
held for trading Share of results of associates Finance costs						362 (46,232) (8,427)
Profit before taxation						80,782

3. TURNOVER AND SEGMENT INFORMATION (Cont'd)

Six months ended 30 June 2013

	Property development HK\$'000	Property investment HK\$'000	Property management HK\$'000	Total for reportable segment HK\$'000	Others HK\$'000	Consolidated HK\$'000
TURNOVER External sales	49,489	58,291	55,780	163,560	16,434	179,994
RESULT Segment result	23,390	83,834	5,602	112,826	8,169	120,995
Other income Unallocated corporate expenses Fair value loss on						114,604 (27,292)
investments held for trading Share of results of associates Finance costs						(48,987) (67,105) (9,108)
Profit before taxation						83,107

Inter-segment sales are charged at prevailing market prices.

Segment result represents the profit earned by each segment without allocation of other income, central administration costs, directors' salaries, share of results of associates, fair value gain (loss) on investments held for trading and finance costs. This is the measure reported to the executive directors, the Group's chief operating decision maker, for performance assessment and resource allocation.

No analysis of the Group's assets and liabilities by reportable segments is disclosed as it is not regularly provided to the executive directors for review.

4. FINANCE COSTS

5.

	30.6.2014 <i>HK\$'000</i>	30.6.2013 HK\$'000
Interest on bank borrowings		
 wholly repayable within five years 	4,440	2,765
 not wholly repayable within five years 	3,987	6,343
	8,427	9,108
TAXATION		
TAXACTION .		
	Six month	
	30.6.2014	30.6.2013
T	HK\$'000	HK\$'000
The charge comprises:		
Current tax		
PRC Enterprise Income Tax	29,257	24,716
PRC land appreciation tax ("LAT")	-	8,057
	29,257	32,773
Deferred taxation	8,838	12,764
	38,095	45,537

No provision for Hong Kong Profits Tax had been made in the condensed consolidated financial statements as the amount involved was insignificant.

Taxation for subsidiaries of the Company, which were established and principally operated in the Shenzhen Special Economic Zone, is calculated at the rate of 25% (six months ended 30 June 2013: 25%) of their assessable profits for the six months ended 30 June 2014 according to the Law of the People's Republic of China on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law.

Six months ended

5. TAXATION (Cont'd)

In addition, PRC LAT shall be levied at progressive rates ranging from 30% to 60% on the appreciation of land value, represented by the excess of sales proceeds of properties over prescribed direct costs. Prescribed direct costs are defined to include costs of land, development and construction costs, as well as certain costs relating to the property development. According to the State Administration of Taxation's official circulars, LAT shall be payable provisionally upon sales of the properties, followed by final ascertainment of the gain at the completion of the properties development. The Shenzhen local tax bureau has echoed by promulgating Shenfubanhan [2005] No. 93 and Shendishuifa [2005], whereby among others, LAT should be seriously implemented towards sales of properties where contracts were signed on or after 1 November 2005. The management of the Group considers that it has complied with the rules of the aforementioned circulars and other official tax circulars in Shenzhen and LAT for the Group has been accrued accordingly.

Deferred taxation charge for the period represents deferred tax arising from revaluation of investment properties and undistributed profits of subsidiaries. Deferred taxation on undistributed profits of subsidiaries has been recognised taking into accounts the dividends to be distributed from profits earned by the subsidiaries in the PRC starting from 1 January 2008 under the relevant tax rules and regulations of the PRC that requires withholding tax with tax rate ranging from 5% to 10% upon the distribution of such profits to the shareholders.

At the date of issue of the condensed consolidated financial statements, Hong Kong Inland Revenue Department ("IRD") queried against a subsidiary of the Company regarding the chargeability of notional interest income recorded from an associate of the Group in the tax returns for the years of assessment 2005/06 to 2010/11. The IRD has issued estimated/additional assessments demanding final tax ("Assessments") to a subsidiary of the Company for the year of assessment 2006/2007 and 2007/2008. Up to 30 June 2014, the Group has purchased tax reserve certificates of approximately HK\$73,000,000 (31 December 2013: HK\$32,000,000) for conditional holdover order of objection against the notices of Assessments for the year of assessment 2006/2007 and 2007/2008 and the amount is presented as "other receivables" in the Group's condensed consolidated statement of financial position. Having taken advices from legal counsel and tax representatives, the directors of the Company are of the view that there were ample grounds to contest the tax positions of the subsidiary of the Company for the relevant years of assessments. It is not probable than an outflow of resources will be required to settle this obligation and thus no provision is recognised.

5. TAXATION (Cont'd)

Also, IRD queried against another subsidiary of the Company regarding the offshore income on the transactions between group entities in the tax returns for the year of assessment 2007/2008. Up to 30 June 2014, the Group has purchased tax reserve certificate of approximately HK\$23,649,000 (31 December 2013: nil) for conditional holdover order of objection and the amount is presented as "other receivables" in the Group's condensed consolidated statement of financial position. Having taken advices from legal counsel and tax representatives, the directors of the Company are of the view that there were ample grounds to contest the tax positions of the subsidiary of the Group for the relevant year of assessment. It is not probable that an outflow of resources will be required to settle this obligation and thus no provision is recognised.

6. PROFIT FOR THE PERIOD

	Six montl 30.6.2014 <i>HK</i> \$'000	30.6.2013
Profit for the period has been arrived at after charging:		
Depreciation of property, plant and equipment Release of prepaid lease payments Exchange loss and after crediting:	5,102 731 11,290	4,667 669 -
Interest income (included in other income) from: - listed senior notes - bank deposits - entrusted loans receivable - advances paid for investment projects (Note 15) - loan receivable, net of impairment Exchange gain	1,757 48,507 636 25,949 –	1,162 38,892 - - 46,499 17,054

7. DIVIDENDS

No dividends were paid, declared and proposed by the Company during the interim period (six months ended 30 June 2013: nil). The directors have determined that no dividend will be paid in respect of the current interim period (six months ended 30 June 2013: nil).

8. EARNINGS PER SHARE

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

Six months ended 30.6.2014 30.6.2013 *HK\$'000 HK\$'000*

Earnings for the period attributable to owners of the Company for the purpose of basic earnings per share

22,896 15,360

Number of shares 30.6.2014 30.6.2013

Number of shares for the purpose of basic earnings per share

3,541,112,832

3,541,112,832

No diluted earnings per share for the six months ended 30 June 2014 and 30 June 2013 have been presented as there were no potential ordinary shares outstanding during both periods.

9. MOVEMENTS IN PROPERTY, PLANT AND EQUIPMENT

During the current interim period, the Group acquired property, plant and equipment of approximately HK\$15,770,000 (six months ended 30 June 2013: HK\$62,120,000).

10. INVESTMENT PROPERTIES

	HK\$'000
FAIR VALUE	
At 1 January 2014	2,695,380
Exchange realignment	(27,196)
Increase in fair value of investment properties	15,152
At 30 June 2014	2,683,336
Unrealised gain on property revaluation included in	
profit or loss	15,152

The fair values of the investment properties as at 30 June 2014 and 31 December 2013 have been arrived at on the basis of a valuation carried out on those dates by Messrs. DTZ Debenham Tie Leung Limited, independent qualified professional valuers not connected with the Group, which has employed members of the Hong Kong Institute of Surveyors.

The fair value of retail premises and office was determined based on the income approach, where the market rentals of all lettable units of the properties are assessed and discounted at the market yield expected by investors for this type of properties. The market rentals are assessed based on estimates of future cash flows, with reference to assumptions and inputs that knowledgeable willing parties would assume about rental income for future leases in the light of current conditions. The capitalisation rate is determined by reference to the yields derived from analysing the sales transactions of similar commercial properties in Shenzhen and adjusted to take into account the market expectation from property investors to reflect factors specific to the Group's investment properties.

The fair value of carparks was determined based on direct comparison approach making reference to comparable market observable transactions of similar locations and conditions as available in the relevant market. There has been no change from the valuation technique used in the prior year.

11. AMOUNTS DUE FROM ASSOCIATES

The amounts are unsecured, interest-free and repayable on demand. The directors of the Company do not expect that the repayment will take place within twelve months from the end of the reporting period, and hence the amount is classified as a non-current asset. However, in the opinion of the directors of the Company, it is still expected that the amount will be fully recoverable.

12. LOAN RECEIVABLE

	30.6.2014 HK\$'000	31.12.2013 <i>HK</i> \$'000
Shareholder's loan receivable Less: Share of loss and other comprehensive expenses of associate in excess of cost	2,251,567	2,251,567
of investment	(190,853)	(143,983)
	2,060,714	2,107,584

The amount represents a shareholder's loan receivable to the Group's associate, Rockefeller Group Asia Pacific, Inc. ("RGAP"), for financing a property development and property investment project in Shanghai, which carries 20% coupon interest rate per annum and forms part of the net investment in RGAP. As the loan receivable considered as a net investment, therefore the Group shared the loss of RGAP in excess of the cost of investment. The amount is carried at amortised cost based on the estimated future cash flows that are expected to be received by the Group as well as the estimated timing of such receipts. The loan receivable including principal and interest is unsecured and has no fixed repayment terms. The directors consider that the loan receivable will not be repayable within one year from the end of the reporting period, it is classified as non-current asset accordingly.

12. LOAN RECEIVABLE (Cont'd)

The directors of the Company assessed the recoverability of the loan receivable taking into consideration the recoverability of the assets and the liabilities of the associate. The recoverable amount of the assets of the associate was determined based on fair value of investment properties of associate and the net realisable value of properties under development for sale of the associate. Accordingly, an impairment loss of HK\$206,577,000 (six months ended 30 June 2013: HK\$131,784,000) that represents the difference between the loan receivable's carrying amount and the present value of the estimated future cash flows discounted at its original effective interest rate is recognised in profit or loss during the period. After netting off with the interest income recognised by the Group of HK\$206,577,000 (six months ended 30 June 2013: HK\$178,283,000) during the period, no net interest income (six months ended 30 June 2013: HK\$46,499,000) is recognised in the condensed consolidated profit or loss and included as other income accordingly.

The directors of the Company have reviewed the carrying amount of loan receivable of HK\$2,060,714,000 (31 December 2013: HK\$2,107,584,000) and considered that this amount is fully recoverable.

13. ENTRUSTED LOANS RECEIVABLE

The balance represents entrusted loans advanced to several independent third parties by the Group through a financial institution amounting to RMB73,418,000 (equivalent to HK\$92,466,000) as at 30 June 2014. The entrusted loans receivable are unsecured and repayable in September 2015. The entrusted loans receivable is classified as non-current assets as at 30 June 2014. The interest rate is determined by the fixed rate at 9.24% per annum, deducting the management fee at 0.5% per annum by the financial institution, insurance charges and other related fee.

As at 30 June 2014, no entrusted loans receivable has been past due or impaired.

All the Group's entrusted loans receivable is denominated in RMB, which is the functional currency of the respective group companies.

14. STOCK OF PROPERTIES

30.6.2014 31.12.2013 *HK\$'000 HK*\$'000

Properties under development

751,298 742,129

Properties under development of HK\$751,298,000 (31 December 2013: HK\$742,129,000) represent the carrying amount of the properties expected to be completed with one year from the end of the reporting period.

15. TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

	30.6.2014 <i>HK\$'000</i>	31.12.2013 HK\$'000
Trade receivables	5,319	7,146
Interest receivables	8,269	7,436
Advances paid for investment projects (Note)	_	76,336
Amounts due from investee companies	8,234	8,210
Other receivables, deposits and prepayments	49,687	43,459
	71,509	142,587

Note: In December 2012, the Group entered into a cooperative agreement with a company established in the PRC, an independent third party, for a proposed property development project in the PRC and advanced RMB90,000,000 to that company. The amount was secured by personal guarantees provided by six independent persons and bore interest at 2% per month. During the year ended 31 December 2013, RMB30,000,000 (equivalent to approximately HK\$37,641,000) was refunded. During the six months ended 30 June 2014, the remaining advance of RMB60,000,000 (equivalent to approximately HK\$76,336,000) and interest accrued from this advance of HK\$25,949,000 are refunded by the counterparty.

The Group allows an average credit period ranging from 0 to 60 days to its customers. The following is an aged analysis of trade receivables presented based on the invoice dates at the end of reporting period, which is approximated respective recognition dates:

	30.6.2014 <i>HK\$</i> '000	31.12.2013 HK\$'000
Aged:		
0 to 60 days	4,277	6,211
61 to 180 days	625	561
Over 181 days	417	374
	5,319	7,146

16. TRADE AND OTHER PAYABLES, DEPOSITS RECEIVED AND ACCRUED **CHARGES**

	30.6.2014 <i>HK</i> \$'000	31.12.2013 <i>HK</i> \$'000
Trade payables	81,824	115,788
Other payables for construction work	250,367	257,955
Deposits and receipts in advance	100,719	105,495
Other payables and accrued charges	109,767	106,300
	542,677	585,538

The following is an aged analysis of trade payables presented based on the invoice date at the end of the reporting period:

	30.6.2014	31.12.2013
	HK\$'000	HK\$'000
Aged:		
0 to 90 days	26,490	24,221
91 to 180 days	10,978	1,182
181 to 360 days	20,218	45,974
Over 360 days	24,138	44,411
		
	81,824	115,788

17.

SHARE CAPITAL		
	Number of shares	Amount HK\$'000
Ordinary shares of HK\$0.10 each		
Authorised:		
At 1 January 2014 and 30 June 2014	6,000,000,000	600,000
Issued and fully paid:		
At 1 January 2014 and 30 June 2014	3,541,112,832	354,111

18. RELATED PARTY TRANSACTIONS

Save as disclosed elsewhere in the condensed consolidated financial statements, the Group had the following transactions with related parties during the period.

Name of related party	Nature of transaction	Six month 30.6.2014 <i>HK\$'000</i>	s ended 30.6.2013 <i>HK</i> \$'000
Associates: RGAP Shanghai Bund de Rockefeller Group	Interest income on shareholder's loan Project management fee income	-	46,499
Master Development Co., Ltd.		13,098	13,170

During the current interim period, the emoluments of key management personnel were HK\$7,580,000 (six months ended 30 June 2013: HK\$7,848,000).

19. CONTINGENT LIABILITIES

	30.6.2014	31.12.2013
	HK\$'000	HK\$'000
Guarantees given to banks for the mortgage		
loans arranged for the purchasers of the Group's		
developed properties	55,967	59,034

No financial liabilities were recorded as, in the opinion of the directors, the fair values of the financial guarantee contracts at initial recognition were not significant and it is not probable that the counter parties would default on the relevant loans.

20. COMMITMENTS

	30.6.2014 HK\$'000	31.12.2013 <i>HK</i> \$'000
Capital commitments in respect of properties under constructions: – contracted for but not provided in the condensed		
consolidated financial statements	29,518	45,517
- authorised but not contracted for	208,772	226,556
Commitments in respect of properties under development:		
 contracted for but not provided in the condensed consolidated financial statements 	180,240	170,806

21. PLEDGE OF ASSETS

At 30 June 2014, bank deposits of HK\$5,817,000 (31 December 2013: HK\$5,866,000) and investment properties with an aggregate carrying amount of HK\$1,382,872,000 (31 December 2013: HK\$1,381,679,000) were pledged to banks to secure general banking facilities granted to the Group.

22. FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS

Fair value of the Group's financial assets that are measured at fair value on a recurring basis

Some of the Group's financial assets are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets and financial liabilities are determined (in particular, the valuation technique(s) and inputs used), as well as the level of the fair value hierarchy into which the fair value measurements are categorised (levels 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active market for identical assets or liabilities;
- Level 2 fair value measurements are those derived from inputs other than
 quoted prices included within Level 1 that are observable for the asset or
 liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices);
 and
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

			Fair value	Valuation techniques and key
Financial assets	Fair value	e as at	hierarchy	input(s)
	30.6.2014 HK\$'000	31.12.2013 HK\$'000		
Investment in listed equity securities held for trading	123,158	125,277	Level 1	Quoted bid prices in an active market
Investment in senior notes	21,716	19,635	Level 1	Recent transaction
listed overseas				prices

The management of the Group considers that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the condensed consolidated statement of financial position approximate their fair values.