

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**Sunshine 100 China Holdings Ltd**

**陽光100中國控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2608)**

**PRELIMINARY ANNUAL RESULTS ANNOUNCEMENT  
FOR THE YEAR ENDED 31 DECEMBER 2014  
AND CHANGE OF REGISTERED OFFICE**

**HIGHLIGHTS OF 2014 ANNUAL RESULTS**

- Contracted sales increased by 25% to RMB6,667 million, of which contracted sales from commercial property increased by 116% to RMB1,082 million
- Revenue increased by 23% to RMB7,104 million
- Net profit attributable to shareholders increased by 14% to RMB767 million
- Gearing ratio decreased by 7.2 percentage points to 42%
- Basic earnings per share was RMB41 cents
- Total assets increased by 26% to RMB35.1 billion, and the total equity attributable to the equity shareholders of the Company increased by 132% to RMB4.6 billion
- Land reserves reached 11 million square metres as of 31 December 2014

The board of directors (the “**Board**”) of Sunshine 100 China Holdings Ltd (the “**Company**”) is pleased to announce the audited consolidated results of the Company and its subsidiaries (the “**Group**”) for the year ended 31 December 2014 (the “**Reporting Period**”) as compared to the corresponding period in 2013 as follows:

# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

for the year ended 31 December 2014

(Expressed in Renminbi)

		2014	2013
	<i>Note</i>	<u>RMB'000</u>	<u>RMB'000</u>
<b>Revenue</b>	4	<b>7,103,681</b>	5,769,384
Cost of sales		<u>(5,598,150)</u>	<u>(4,119,327)</u>
<b>Gross profit</b>		<b>1,505,531</b>	1,650,057
Valuation gains on investment properties		<b>387,763</b>	243,454
Other income		<b>254,888</b>	27,767
Selling expenses		<b>(372,241)</b>	(283,883)
Administrative expenses		<b>(406,326)</b>	(333,601)
Other operating expenses		<b>(57,913)</b>	(28,398)
<b>Profit from operations</b>		<b>1,311,702</b>	1,275,396
Financial income	5(a)	<b>68,946</b>	44,467
Financial expenses	5(a)	<b>(144,776)</b>	(232,878)
Share of profits less losses of associates		<b>73,797</b>	28,075
<b>Profit before taxation</b>	5	<b>1,309,669</b>	1,115,060
Income tax	6	<b>(499,478)</b>	(484,218)
<b>Profit for the year</b>		<b>810,191</b>	630,842
<b>Other comprehensive income</b>		<u>—</u>	<u>—</u>
<b>Total comprehensive income for the year</b>		<u><b>810,191</b></u>	<u>630,842</u>
<b>Profit and total comprehensive income attributable to:</b>			
Equity shareholders of the Company		<b>766,543</b>	672,050
Non-controlling interests		<b>43,648</b>	(41,208)
<b>Total comprehensive income for the year</b>		<u><b>810,191</b></u>	<u>630,842</u>
<b>Basic and diluted earnings per share (RMB)</b>	7	<u><b>0.41</b></u>	<u>0.48</u>

# CONSOLIDATED BALANCE SHEET AT 31 DECEMBER 2014

(Expressed in Renminbi)

	Note	2014 <u>RMB'000</u>	2013 <u>RMB'000</u>
<b>Non-current assets</b>			
Property and equipment		966,940	763,345
Investment properties		5,946,189	4,392,572
Restricted deposits		399,453	402,771
Investments in associates		118,423	163,162
Trade and other receivables	9	54,705	—
Deferred tax assets		500,725	466,448
<b>Total non-current assets</b>		<u>7,986,435</u>	<u>6,188,298</u>
<b>Current assets</b>			
Properties under development and completed properties held for sale		19,795,763	15,521,469
Land development for sale		752,809	680,006
Trade and other receivables	9	3,249,831	2,739,095
Restricted deposits		728,461	1,557,354
Cash and cash equivalents		2,557,846	1,216,524
<b>Total current assets</b>		<u>27,084,710</u>	<u>21,714,448</u>
<b>Current liabilities</b>			
Loans and borrowings		8,003,546	5,050,302
Trade and other payables	10	6,736,907	3,737,109
Contract retention payables		159,115	54,380
Sales deposits		4,077,342	4,477,771
Current tax liabilities		925,787	850,990
<b>Total current liabilities</b>		<u>19,902,697</u>	<u>14,170,552</u>
<b>Net current assets</b>		<u>7,182,013</u>	<u>7,543,896</u>
<b>Total assets less current liabilities</b>		<u>15,168,448</u>	<u>13,732,194</u>
<b>Non-current liabilities</b>			
Loans and borrowings		6,837,472	8,751,735
Contract retention payables		224,009	209,712
Trade and other payables	10	1,281,930	1,131,264
Deferred tax liabilities		1,309,009	888,090
<b>Total non-current liabilities</b>		<u>9,652,420</u>	<u>10,980,801</u>
<b>NET ASSETS</b>		<u>5,516,028</u>	<u>2,751,393</u>
<b>CAPITAL AND RESERVES</b>			
Share capital	11	15,760	376
Reserves		4,604,115	1,991,683
<b>Total equity attributable to equity shareholders of the Company</b>		<u>4,619,875</u>	<u>1,992,059</u>
<b>Non-controlling interests</b>		<u>896,153</u>	<u>759,334</u>
<b>TOTAL EQUITY</b>		<u>5,516,028</u>	<u>2,751,393</u>

## 1 STATEMENT OF COMPLIANCE

These financial statements have been prepared in accordance with all applicable International Financial Reporting Standards (“IFRSs”), which collective term includes all applicable individual International Financial Reporting Standards, International Accounting Standards (IAS) and interpretations promulgated by the International Accounting Standards Board (the “IASB”) and the disclosure requirements of the Hong Kong Companies Ordinance, which for this financial year and the comparative period continue to be those of the predecessor Hong Kong Companies Ordinance (Cap. 32), in accordance with transitional and saving arrangements for Part 9 of the new Hong Kong Companies Ordinance (Cap. 622), “Accounts and Audit”, which are set out in sections 76 to 87 of Schedule 11 to that Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“The Listing Rules”).

The IASB has issued a number of new and revised IFRSs that are first effective or available for early adoption for the current accounting period of the Group and the Company. The Group has adopted all applicable new and revised IFRSs to the current and prior accounting periods reflected in these financial statements, except for any new standards or interpretations other than IAS 27 that are not yet effective for the accounting period ended 31 December 2014. Note 3 provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting periods reflected in these financial statements.

## 2 BASIC OF PREPARATION OF THE FINANCIAL STATEMENTS

The consolidated financial statements for the year ended 31 December 2014 comprise the Company and its subsidiaries (together referred to as the “Group”) and the Group’s interests in associates.

The consolidated financial statements are presented in Renminbi (“RMB”), rounded to the nearest thousand, which is the functional currency of the Company and the entities carrying out the principal activities of the Group in the People’s Republic of China (the “PRC”).

The measurement basis used in the preparation of the financial statements is the historical cost basis except that the following assets and liabilities are stated at their fair value as explained in the accounting policies set out below:

- financial instruments classified as available-for-sale or as trading securities;
- derivative financial instruments;
- investment property;
- convertible loans; and
- loans and borrowings designated at fair value through profit or loss.

The preparation of the consolidated financial statements in conformity with IFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

## 3 CHANGE IN ACCOUNTING POLICIES

- (i) Changes in accounting policies as a result of developments in IFRSs

The IASB has issued the following amendments to IFRSs and one new interpretation that are first effective for the current accounting period of the Group and the Company:

- Amendments to IFRS 10, IFRS 12 and IAS 27, *Investment entities*
- Amendments to IAS 32, *Offsetting financial assets and financial liabilities*
- Amendments to IAS 36, *Recoverable amount disclosures for non-financial assets*
- Amendments to IAS 39, *Novation of derivatives and continuation of hedge accounting*
- IFRIC 21, *Levies*

None of these developments have had a material effect on how the Group's results and financial position for the current or prior periods have been prepared or presented. The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period except for the early adoption of the amendments to IAS 27, *Equity method in separate financial statements* as discussed in Note 3(ii).

(ii) Early adoption of the amendments to IAS 27, *Equity method in separate financial statements*

The change in policy arising from the amendments to IAS 27 is the only change which has had a material impact on the current and comparative periods. As a result of this change in policy, the Company has chosen to apply the equity method to account for its investments in subsidiaries in its financial statements, which were previously stated at cost less impairment. Directors consider that this change provides more relevant and meaningful information about the financial performance of subsidiaries in the separate financial statements of the Company.

This change in policy has been applied retrospectively by restating the Company's opening balances at 1 January 2013 and 2014, with consequential adjustments to comparatives for the year ended 31 December 2013. This has resulted in an adjustment to the carrying amount of investments in subsidiaries and loss/profit and total comprehensive income for the year of the Company as follows:

	<u>As previously reported</u>	<u>Effect of adoption of amendments to IAS27</u>	<u>As restated</u>
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
<b>Movement in components of equity of the Company for the year ended 31 December 2013</b>			
<b>Balance sheet at 31 December 2013:</b>			
Investments in subsidiaries	55,276	3,105,981	3,161,257
<b>Total non-current assets</b>	55,276	3,105,981	3,161,257
<b>Total current assets</b>	688,909	—	688,909
<b>Total current liabilities</b>	1,858,107	—	1,858,107
<b>Total assets less current liabilities</b>	(1,113,922)	3,105,981	1,992,059
Share capital	376	—	376
Reserves	(1,114,298)	3,105,981	1,991,683
<b>Total equity</b>	(1,113,922)	3,105,981	1,992,059
(Loss)/profit and total comprehensive income for the year	(128,709)	800,759	672,050
<b>Balance sheet at 1 January 2013:</b>			
Investments in subsidiaries	55,276	2,305,222	2,360,498
<b>Total non-current assets</b>	55,276	2,305,222	2,360,498
<b>Total current assets</b>	696,561	—	696,561
<b>Total current liabilities</b>	1,737,050	—	1,737,050
<b>Total assets less current liabilities</b>	(985,213)	2,305,222	1,320,009
Share capital	376	—	376
Reserves	(985,589)	2,305,222	1,319,633
<b>Total equity</b>	(985,213)	2,305,222	1,320,009

#### 4 REVENUE

The principal activities of the Group are property and land development, property investment and property management and hotel operation. Revenue represents sale of properties, rental income from investment properties and property management and hotel operation income, net of business tax, analyzed as follows:

	<u>2014</u>	<u>2013</u>
	<i>RMB'000</i>	<i>RMB'000</i>
Sale of properties	6,747,117	5,526,302
Rental income from investment properties	103,409	77,107
Property management and hotel operation income	253,155	165,975
	<u>7,103,681</u>	<u>5,769,384</u>

#### 5 PROFIT BEFORE TAXATION

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

##### (a) Financial income and financial expenses

	<u>2014</u>	<u>2013</u>
	<i>RMB'000</i>	<i>RMB'000</i>
<b>Financial income</b>		
Interest income on financial assets not at fair value through profit or loss	(59,332)	(39,001)
Dividend income and disposal gains on available-for-sale investment	—	(3,498)
Net foreign exchange gain	(9,614)	(1,968)
	<u>(68,946)</u>	<u>(44,467)</u>
<b>Financial expenses</b>		
Interest on loans and borrowings wholly repayable within five years	1,292,406	988,460
Interest on other loans and borrowings	22,906	21,426
	<u>1,315,312</u>	<u>1,009,886</u>
Total interest expense on loans and borrowings not at fair value through profit or loss	1,315,312	1,009,886
Less: Interest expense capitalized into land development for sale, properties under development and investment properties under construction	(1,208,600)	(859,175)
	<u>106,712</u>	<u>150,711</u>
Net change in fair value of the loans from Riverside	30,086	53,721
Net change in fair value of the loans from Hangzhou Industrial and Commerce Trust	960	22,285
Bank charges and others	7,018	6,161
	<u>144,776</u>	<u>232,878</u>

(b) Staff costs

	<u>2014</u>	<u>2013</u>
	<i>RMB'000</i>	<i>RMB'000</i>
Contributions to defined contribution retirement plan	<b>30,924</b>	25,752
Salaries, wages and other benefits	<b>393,666</b>	305,499
	<u><b>424,590</b></u>	<u>331,251</u>

(c) Other items

	<u>2014</u>	<u>2013</u>
	<i>RMB'000</i>	<i>RMB'000</i>
Depreciation	<b>47,624</b>	40,181
Auditors' remuneration		
— Audit services	<b>6,516</b>	4,072
— Tax services	<b>520</b>	445
Net loss on disposal of property and equipment	<b>415</b>	290
Operating lease charges in respect of properties	<b>26,163</b>	20,538
Rental receivable from investment properties less direct outgoing of RMB nil	<b>(103,409)</b>	(77,107)
Impairment loss of trade and other receivables	<b>45,000</b>	—
Write-down of properties under development and completed properties held for sale	<b>109,783</b>	—

**6 INCOME TAX IN THE CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

	<u>2014</u>	<u>2013</u>
	<i>RMB'000</i>	<i>RMB'000</i>
Provision for the year		
— PRC Corporate Income Tax	<b>187,908</b>	258,699
— Land Appreciation Tax	<b>177,090</b>	110,468
Deferred tax	<u><b>134,480</b></u>	<u>115,051</u>
	<u><b>499,478</b></u>	<u>484,218</u>

Pursuant to the rules and regulations of the Cayman Islands and the British Virgin Island (the "BVI"), the Company and its subsidiaries incorporated in the Cayman Islands and the BVI, are not subject to any income tax.

In accordance with the Corporate Income Tax Law of the PRC, the income tax rate applicable to the Company's subsidiaries in the PRC is 25%.

In accordance with the Land Appreciation Tax Law of the PRC, Land Appreciation Tax is levied at the properties developed by the Group for sale in the PRC. Land Appreciation Tax is charged on the appreciated amount at progressive rates ranged from 30% to 60%, except for certain projects which are charged on the contract revenue of properties sold or pre-sold at different rates ranged from 5% to 7% based on types of properties.

## 7 EARNINGS PER SHARE

The calculation of basic earnings per share is based on the profit attributable to equity shareholders of the Company of RMB766,543,000 (2013: RMB672,050,000) and the weighted average of 1,879,023,235 ordinary shares (2013: 1,386,715,012 shares) after adjusting for the share split and capitalisation issue in 2014, calculated as follows:

	<u>2014</u>	<u>2013</u>
Weighted average number of ordinary shares:		
Issued ordinary shares at 1 January	50,000	50,000
Effect of share split	38,950,000	38,950,000
Effect of capitalisation issue	1,347,715,012	1,347,715,012
Effect of initial public offering	401,369,863	—
Conversion of Loans from Riverside	90,938,360	—
	<u>1,879,023,235</u>	<u>1,386,715,012</u>
Weighted average number of ordinary shares at 31 December		
	<u>1,879,023,235</u>	<u>1,386,715,012</u>

There was no difference between basic and diluted earnings per share as there were no dilutive potential shares outstanding during the years ended 31 December 2014 and 2013.

## 8 SEGMENT REPORTING

The Group manages its businesses based on its products and services, which are divided into property development that comprises mixed-use business complexes projects and multi-functional residential communities, investment properties, and property management and hotel operation. In a manner consistent with the way in which information is reported internally to the Group's most senior executive management for the purposes of resources allocation and performance assessment, the Group has presented the following four reportable segments:

- (a) the mixed-use business complexes segment that develops and sells business complex products;
- (b) the multi-functional residential communities segment that develops and sells residential properties and develops land;
- (c) investment properties segment that leases offices, commercial premises and hotels; and
- (d) the property management and hotel operation segment that provides property management service and hotel accommodation services.

No operating segments have been aggregated to form the above reportable segments.

### (a) Segment results, assets and liabilities

For the purposes of assessing segment performance and allocating resources between segments, the Group's senior executive management monitors the results, assets and liabilities attributable to each reportable segment on the following bases:

Segment assets and liabilities include all non-current assets and liabilities and current assets and liabilities with the exception of unallocated head office and corporate assets and liabilities.

Revenue and expenses are allocated to the reportable segments with reference to sales generated by those segments and the expenses incurred by those segments or which otherwise arise from the depreciation of assets attributable to those segments. Head office and corporate expenses are not allocated to individual segments.

Segment profit represents the profit after taxation generated by individual segments.

Inter-segment sales are priced with reference to prices charged to external parties for similar orders.

Management is provided with segment information concerning revenue, cost of sales, valuation gains on investment properties, net operating expenses, financial income, financial expenses, income tax, depreciation, additions on investment properties and property and equipment, and loans and borrowings.





	Year ended 31 December 2013				
	Mixed-use business complexes	Multi- functional residential communities	Investment properties	Property management and hotel operation	Total
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
<b>Reportable segment revenue</b>	867,325	4,658,977	77,107	210,458	5,813,867
Cost of sales	(566,310)	(3,433,735)	—	(162,793)	(4,162,838)
<b>Reportable segment gross profit</b>	301,015	1,225,242	77,107	47,665	1,651,029
Valuation gains on investment properties	—	—	243,454	—	243,454
Net operating expenses	(72,081)	(405,617)	(32,710)	(64,883)	(575,291)
Financial income	11,100	11,062	8	125	22,295
Financial expenses	(39,309)	(31,767)	(960)	(19,588)	(91,624)
<b>Reportable segment profit/(loss) before taxation</b>	200,725	798,920	286,899	(36,681)	1,249,863
Income tax	(118,109)	(313,866)	(69,171)	(431)	(501,577)
<b>Reportable segment profit/(loss)</b>	<u>82,616</u>	<u>485,054</u>	<u>217,728</u>	<u>(37,112)</u>	<u>748,286</u>
Depreciation	2,013	7,758	387	29,561	39,719
Additions on investment properties and property and equipment	353	10,918	90,706	19,089	121,066
	At 31 December 2013				
	Mixed-use business complexes	Multi- functional residential communities	Investment properties	Property management and hotel operation	Total
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Loans and borrowings	3,246,718	6,024,038	37,999	—	9,308,755
Reportable segment assets	9,522,503	19,735,889	4,535,930	892,557	34,686,879
Reportable segment liabilities	10,246,021	16,878,657	388,221	552,962	28,065,861

(b) Reconciliations of reportable segment revenue, profit or loss, assets and liabilities

	<u>2014</u>	<u>2013</u>
	<i>RMB'000</i>	<i>RMB'000</i>
<b>Revenue</b>		
Reportable segment revenue	7,135,490	5,813,867
Elimination of intra-group revenue	<u>(31,809)</u>	<u>(44,483)</u>
Consolidated revenue	<u><u>7,103,681</u></u>	<u><u>5,769,384</u></u>
<b>Profit</b>		
Reportable segment profit	677,949	748,286
Elimination of intra-group loss/(profit)	15,828	(29,608)
Unallocated head office and corporate income/(expense)	<u>116,414</u>	<u>(87,836)</u>
Consolidated profit	<u><u>810,191</u></u>	<u><u>630,842</u></u>
<b>Loans and borrowings</b>		
Reportable segment loans and borrowings	11,268,532	9,308,755
Unallocated head office and corporate loans and borrowings	<u>3,572,486</u>	<u>4,493,282</u>
Consolidated loans and borrowings	<u><u>14,841,018</u></u>	<u><u>13,802,037</u></u>
<b>Assets</b>		
Reportable segment assets	35,567,165	34,686,879
Elimination of intra-group balances	<u>(8,938,161)</u>	<u>(15,342,383)</u>
Unallocated head office and corporate assets	<u>8,442,141</u>	<u>8,558,250</u>
Consolidated total assets	<u><u>35,071,145</u></u>	<u><u>27,902,746</u></u>
<b>Liabilities</b>		
Reportable segment liabilities	28,007,096	28,065,861
Elimination of intra-group balances	<u>(8,845,972)</u>	<u>(15,239,988)</u>
Unallocated head office and corporate liabilities	<u>10,393,993</u>	<u>12,325,480</u>
Consolidated total liabilities	<u><u>29,555,117</u></u>	<u><u>25,151,353</u></u>

(c) Geographical information

All of the Group's operations are located in the PRC, therefore no geographical segment reporting is presented.

## 9 TRADE AND OTHER RECEIVABLES

	<i>Note</i>	<u>2014</u>	<u>2013</u>
		<i>RMB'000</i>	<i>RMB'000</i>
Trade receivables	(i)	<b>1,167,910</b>	836,409
Advances provided to third parties		<b>903,869</b>	388,052
Amounts due from related parties		<b>20</b>	481,677
Other receivables		<b>157,709</b>	129,941
		<u><b>2,229,508</b></u>	<u>1,836,079</u>
Less: allowance for doubtful debts		<b>45,000</b>	—
		<u><b>2,184,508</b></u>	<u>1,836,079</u>
Loans and receivables		<b>2,184,508</b>	1,836,079
Deposits and prepayments		<b>1,120,028</b>	903,016
		<u><b>3,304,536</b></u>	<u>2,739,095</u>
Less: non-current portion of trade receivables		<b>54,705</b>	—
		<u><b>3,249,831</b></u>	<u>2,739,095</u>

### (i) Ageing analysis

The ageing analysis of trade receivables based on due date is as follows:

	<u>2014</u>	<u>2013</u>
	<i>RMB'000</i>	<i>RMB'000</i>
Current	<u><b>352,936</b></u>	<u>157,562</u>
1 to 6 months past due	<b>196,525</b>	68,570
6 months to 1 year past due	<b>12,793</b>	582
More than 1 year past due	<u><b>605,656</b></u>	<u>609,695</u>
Amounts past due	<u><b>814,974</b></u>	<u>678,847</u>
	<u><b>1,167,910</b></u>	<u>836,409</u>

The Group's credit risk is primarily attributable to trade and other receivables. Management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis.

Credit evaluations are performed on all customers requiring credit over a certain amount. The Group generally would not release the property ownership certificates to the buyers before the buyers finally settle the selling price.

## 10 TRADE AND OTHER PAYABLES

	<i>Note</i>	<b>2014</b>	2013
		<b><i>RMB'000</i></b>	<i>RMB'000</i>
Trade payables	(i)	<b>5,141,767</b>	3,640,885
Advances received from third parties		<b>912,714</b>	134,459
Consideration payables for acquisition of subsidiaries		<b>306,870</b>	489,100
Amounts due to related parties		<b>58</b>	69,165
Other payables		<b>434,811</b>	410,941
		<hr/>	<hr/>
Financial liabilities measured at amortized cost		<b>6,796,220</b>	4,744,550
Receipts in advance		<b>1,144,739</b>	18,995
Other taxes payable		<b>77,878</b>	104,828
		<hr/>	<hr/>
		<b>8,018,837</b>	4,868,373
		<hr/>	<hr/>
Less: non-current portion of trade payables		<b>1,177,106</b>	1,026,440
non-current portion of other payables		<b>104,824</b>	104,824
		<hr/>	<hr/>
		<b>1,281,930</b>	1,131,264
		<hr/>	<hr/>
		<b>6,736,907</b>	3,737,109
		<hr/> <hr/>	<hr/> <hr/>

### (i) Ageing analysis

The ageing analysis of trade payables based on due date is as follows:

	<b>2014</b>	2013
	<b><i>RMB'000</i></b>	<i>RMB'000</i>
Due within 1 year or on demand	<b>3,964,661</b>	2,614,445
Due after 1 year but within 2 years	<b>1,011,783</b>	717,959
Due after 2 years but within 5 years	<b>165,323</b>	308,481
	<hr/>	<hr/>
	<b>5,141,767</b>	3,640,885
	<hr/> <hr/>	<hr/> <hr/>

## 11 CAPITAL AND DIVIDENDS

### (a) Dividends

The Company did not declare any dividends for the years ended 2014 and 2013.

### (b) Share capital

	Note	2014		2013	
		No. of shares	HKD'000	No. of shares	USD'000
<b>Authorised:</b>					
Ordinary shares	(i)	<u>3,000,000,000</u>	<u>30,000</u>	<u>50,000</u>	<u>50</u>
<b>Issued and fully paid</b>					
At 1 January		50,000	376	50,000	376
Split and repurchase of shares	(i)	38,950,000	(69)	—	—
Initial public offering	(ii)	500,000,000	3,949	—	—
Conversion of Loans from Riverside	(iii)	113,284,988	895	—	—
Capitalisation of shares	(iv)	<u>1,347,715,012</u>	<u>10,609</u>	<u>—</u>	<u>—</u>
At 31 December		<u>2,000,000,000</u>	<u>15,760</u>	<u>50,000</u>	<u>376</u>

#### (i) Split and repurchase of shares

Pursuant to a written resolution of all the directors of the Company passed on 14 February 2014, it was resolved that the authorised share capital of the Company increased to Hong Kong Dollar (“HKD”) 30,000,000 by the creation of 3,000,000,000 shares of a nominal or par value of HKD0.01 each. Following the Increase, the Company issued 39,000,000 new shares at par value of HKD0.01 each fully paid to Joywise Holdings Limited (“Joywise”), the parent company of the Company, and repurchased existing 50,000 issued shares at par value of United States Dollar (“USD”) 1.00 each held by Joywise.

#### (ii) Initial Public Offering (“IPO”)

On 13 March 2014, the Company issued 500,000,000 shares with a par value of HKD0.01 each, at a price of HKD4.00 per share by way of the IPO on the Hong Kong Exchanges and Clearing Limited.

#### (iii) Conversion of Loans from Riverside

Pursuant to the certain agreements entered into by the 8 individuals, Sunshine 100 Real Estate Group Co., Ltd. 100 and Riverside Investment Limited (“Riverside”), in relation to a convertible note issued by the Company, a total amount of RMB358,076,000, of which were converted into 113,284,988 ordinary shares of the Company at HKD4.00, the IPO price.

#### (iv) Capitalisation of shares

Pursuant to a resolution of shareholders of the Company dated 17 February 2014, the number of capitalization shares is equal to 1,347,715,012 shares. A sum of HKD13,477,150.12 is capitalized from the amount standing to the credit of the share premium account of the Company and that the said sum is applied in paying up in full at par 1,347,715,012 new capitalization shares. The capitalization shares were allotted on 13 March 2014 and distributed, credited as fully paid at par.

# MANAGEMENT DISCUSSION AND ANALYSIS

## Business Review

### Contracted Sales

During the Reporting Period, the Group recorded an aggregate contracted sales of RMB6,667.4 million, representing an increase of 24.5% as compared to 2013. The aggregate contracted sales area has 808,526 square metres, representing an increase of 15.9% as compared to 2013. The average contracted unit selling price was RMB8,153 per square metre, representing an increase of 9.1% as compared to 2013. This was mainly attributable to continuous adjustment of the product mix of the Group, which led to a further increased proportion of commercial properties.

Contracted sales of the Group by geographic location during the Reporting Period were as follows:

Economic area	City	Contracted sales area (square metres) <sup>(1)</sup>		Contracted sales amount (RMB million) <sup>(2)</sup>		Unit selling price (RMB/square metre) <sup>(1)</sup>	
		As of 31 December		As of 31 December		As of 31 December	
		2014	2013	2014	2013	2014	2013
Bohai Rim	Jinan	113,128	80,888	1,140	734	9,944	8,679
	Weifang	22,849	8,178	143	65	5,952	7,581
	Shenyang	169,152	162,443	1,163	1,282	6,781	7,757
	Dongying	47,054	39,020	294	239	6,248	6,125
	Sub-total	352,183	290,529	2,740	2,320	7,672	7,789
Midwest	Wuhan	110,519	81,058	724	672	6,542	8,266
	Chongqing	—	256	9	12	—	3,906
	Chengdu	50,992	27,545	569	313	11,119	10,855
	Changsha	33,411	59,804	322	526	9,248	8,127
	Guilin	1,006	480	9	4	8,946	8,333
	Liuzhou	37,988	266	904	22	23,613	11,278
	Sub-total	233,916	169,409	2,537	1,549	10,709	8,636
Yangtze River Delta	Wuxi	99,705	131,825	743	951	7,432	7,214
	Sub-total	99,705	131,825	743	951	7,432	7,214
Pearl River Delta	Qingyuan	122,722	105,613	647	534	5,248	5,056
	Sub-total	122,722	105,613	647	534	5,248	5,056
<b>Total</b>		<b>808,526</b>	<b>697,376</b>	<b>6,667</b>	<b>5,354</b>	<b>8,153</b>	<b>7,471</b>

Contracted sales of the Group by type of business during the Reporting Period were as follows:

Type	Contracted sales area (square metres) <sup>(1)</sup>		Contracted sales amount (RMB million) <sup>(2)</sup>		Unit selling price (RMB/square metre) <sup>(1)</sup>	
	As of 31 December		As of 31 December		As of 31 December	
	2014	2013	2014	2013	2014	2013
Commercial property	<b>65,413</b>	32,037	<b>1,082</b>	500	<b>16,541</b>	15,607
Residential and car parks	<b>743,113</b>	665,339	<b>5,585</b>	4,854	<b>7,414</b>	7,080
<b>Total</b>	<b><u>808,526</u></b>	<u>697,376</u>	<b><u>6,667</u></b>	<u>5,354</u>	<b><u>8,153</u></b>	<u>7,471</u>
Proportion						
Commercial property	<b>8%</b>	5%	<b>16%</b>	9%		
Residential and car parks	<b>92%</b>	95%	<b>84%</b>	91%		
<b>Total</b>	<b><u>100%</u></b>	<u>100%</u>	<b><u>100%</u></b>	<u>100%</u>		

Note:

(1) Excluding car parks

(2) Including car parks



## Property Construction

During the Reporting Period, the Group's newly-started construction area reached 1,279,872 square metres, representing an increase of 6.5% as compared to 2013. The completed gross floor area ("GFA") reached 1,463,181 square metres, representing an increase of 55.2% as compared to 2013, which was mainly due to the larger scale of newly-started construction area in 2013 than that of 2012 and completion of some of the properties in 2014.

The status of property construction during the Reporting Period was as follows:

<b>Economic area</b>	<b>City</b>	<b>Newly-started total GFA in 2014 (square metres)</b>	<b>Completed total GFA in 2014 (square metres)</b>	<b>Total GFA under construction as at 31 December 2014 (square metres)</b>
Bohai Rim	Jinan	241,762	124,535	305,343
	Shenyang	269,182	181,428	524,880
	Dongying	64,802	64,453	98,285
	Weifang	—	79,563	—
	<b>Sub-total</b>	<b>575,746</b>	<b>449,979</b>	<b>928,508</b>
Midwest	Wuhan	312,839	203,745	312,839
	Chongqing	9,861	21,888	141,161
	Chengdu	—	—	143,978
	Changsha	19,542	112,869	19,542
	Guilin	481	—	22,783
	Liuzhou	127,998	173,066	60,327
	<b>Sub-total</b>	<b>470,721</b>	<b>511,568</b>	<b>700,630</b>
Pearl River Delta	Qingyuan	166,437	229,036	347,878
	Dongguan	—	—	31,106
	<b>Sub-total</b>	<b>166,437</b>	<b>229,036</b>	<b>378,984</b>
Yangtze River Delta	Wuxi	66,968	272,598	183,506
	<b>Sub-total</b>	<b>66,968</b>	<b>272,598</b>	<b>183,506</b>
<b>Total</b>		<b>1,279,872</b>	<b>1,463,181</b>	<b>2,191,628</b>

## Land Acquisition

During the Reporting Period, the Group paid an aggregate amount of RMB1,793.6 million for various land acquisitions, approximately half of which was used for the street complex projects, including the consideration of RMB631.4 million paid for the acquisition of Guangxi Jingqi Investment Co., Ltd. (廣西景祺投資有限公司), RMB50.0 million paid for Dongjiu RBD Commercial Street Project in Yixing, Jiangsu and RMB83.0 million for the land payment of Weifang Sunshine 100 City Plaza.

## *Investment properties*

During the Reporting Period, the new investment properties of the Group reached 151,226 square metres with 25,841 square metres of investment properties reduced. For the year ended 31 December 2014, the Group possessed a total of 400,014 square metres of investment properties. In addition, during the Reporting Period, the Group recorded rental income of RMB103.4 million, representing an increase of 34.1% as compared to 2013.

## **Business Outlook**

Looking ahead, the Chinese central government will continue to deepen the economic structural reform and make efforts to improve the quality and efficiency as the economy enters into a new phase of development under the “new normal”. The Group believes that the urbanization process in China is far from being completed. The cities’ prosperity and upgrading as well as the industry structure adjustment will continuously give rise to new market demand in the real estate industry. Meanwhile, the “Internet Thinking” will further influence and reshape the real estate sector bringing new impetus to the growth of the industry. In addition, environmental issues have increasingly become the focus of the society and various industries in the PRC, introducing new challenges as well as development opportunities to the industry players. Despite the intensified competition in the real estate industry across the nation, the Group expects to see opportunities and challenges co-exist in the market.

In 2015, the Group will focus on and adapt to the development trends in the real estate industry under the “new normal” of China’s economy, and capture new opportunities in the market and improve our competitiveness by leveraging on our property development capabilities acquired over the past two decades and our edges in respect of land scale and cost. On one hand, the Group plans to further increase our investment in, and development of our core product, commercial street complex, in order to upgrade our product under our sales and market-oriented approach. We will also further optimize the subsequent operating system of the commercial complexes and develop a variety of anchor stores featuring small size, social networking function and stylish design to meet current market demands. On the other hand, the internet era has redefined the function and nature of residential communities. In order to cater for the young generation’s appetite for platforms of social resources sharing and based on the Sunshine 100 Community for Young White-collars we launched previously, the Group has developed a new category of social apartment — Sunshine 100 Phoenix Community targeting the young white-collar and start-up entrepreneurs. In the future, the Group will be dedicated to exploring and optimizing this product continuously, to extend its social function from online to offline with a view to creating a lifestyle which fits the new generation of urban elites. In response to the growing demand for environmental and health issues in the modern society, the Group will adhere to high standards in respect of construction and green technologies, and continue to promote and implement new healthy residential standards in our future products and build a “Life House” living platform which focuses on residents’ health and comfort. Meanwhile, the Group will vigorously facilitate optimization of our sales force and innovation of marketing efforts, further improve the marketing incentive policy to mobilize our sales force and the power of the marketing team, and increase the profitability and achieve larger economies of scale continuously through the overall enhancement of our sales capabilities.

In the coming years, the Group will carry out operations and supervision with high efficiency and seek opportunities for strategic cooperation with external funds so as to achieve high turnover and economies of scale. In addition, we will also endeavor to further improve and optimize our corporate organization structure and management system in order to improve our overall operation capability and efficiency, realize differentiated competition and rapid growth, and seize the considerable opportunities arising from the function and consumption upgrades of the second and third-tier cities. Furthermore, the Group will be committed to bringing better returns the shareholders of the Company as well as the community by serving the needs of our customers, providing more competitive remuneration packages to our employees, seeking win-win cooperation with suppliers, and proactively fulfilling our social responsibilities as a corporate citizen.

## **Financial Performance**

### ***Revenue***

During the Reporting Period, our revenue increased by 23.1% to RMB7,103.7 million in 2014 from RMB5,769.4 million in 2013 due to an increase in revenue from our sales of properties, property management, hotel operation income and rental from investment property.

### ***Income from sale of properties***

During the Reporting Period, revenue generated from the sale of properties increased by 22.1% to RMB6,747.1 million from RMB5,526.3 million in 2013, mainly attributable to accelerated turnover and continuously increasing sales power of the Group leading to an increase in the total GFA delivered.

### ***Property management and hotel operation income***

During the Reporting Period, revenue generated from property management and hotel operation increased by 52.5% to RMB253.2 million from RMB166.0 million in 2013, primarily due to the increase in property management area and in hotel operation area, and the consolidation of Jinan Sunshine 100 Real Estate Development Co., Ltd in the financial statements of the Group since September 2013.

### ***Rental income from investment properties***

During the Reporting Period, rental income from investment properties of the Group increased by 34.1% to RMB103.4 million from RMB77.1 million in 2013, primarily due to increased GFA for rental and growth in rental income and the consolidation of Jinan Sunshine 100 Real Estate Development Co., Ltd in the financial statements of the Group since September 2013.

### ***Cost of sales***

During the Reporting Period, our cost of sales increased by 35.9% to RMB5,598.2 million from RMB4,119.3 million in 2013. Cost of property sales increased by 32.2% to RMB5,228.7 million from RMB3,956.5 million in 2013 primarily due to the increase in GFA of properties delivered and

unit construction cost, and the Group made write-down of approximately RMB109.8 million on some projects as at 31 December 2014. Cost of property management and hotel operation increased by 59.5% to RMB259.7 million from RMB162.8 million in 2013, primarily due to the increase of both the property management area and the hotel operation area, and the consolidation of Jinan Sunshine 100 Real Estate Development Co., Ltd in the financial statements of the Group since September 2013.

### ***Gross Profit***

As a result of the foregoing, during the Reporting Period, our gross profit decreased by 8.8% to RMB1,505.5 million from RMB1,650.1 million in 2013. Our gross profit margin decreased by 7.4 percentage points to 21.2% from 28.6% in 2013 primarily due to increased proportion of delivered properties with lower gross margin during the Reporting Period.

### ***Valuation gains on investment properties***

During the Reporting Period, valuation gains on investment properties of the Group increased by 59.3% to RMB387.8 million from RMB243.5 million in 2013, primarily due to the newly added investment properties during the Reporting Period.

### ***Selling expenses***

During the Reporting Period, selling expenses of the Group increased by 31.1% to RMB372.2 million from RMB283.9 million in 2013, primarily due to the Group's strengthened marketing efforts and increased contracted sales, which resulted in an increase in advertising fees, promotion fees and sales commissions accordingly.

### ***Administrative expenses***

During the Reporting Period, administrative expenses increased by 21.8% to RMB406.3 million from RMB333.6 million in 2013, primarily due to an increase in employee remuneration after the listing of the Company and the consolidation of Jinan Sunshine 100 Real Estate Development Co., Ltd into the financial statements of the Group since September 2013, which increased the overall administrative expenses.

### ***Financing expenses***

During the Reporting Period, financing expenses of the Group decreased by 37.8% to RMB144.8 million from RMB232.9 million in 2013, primarily due to the settlement of loan from Riverside Investment Ltd. reducing the relevant financing cost and a decrease in fair value of loans from Hangzhou Industrial & Commercial Trust Co., Ltd..

### ***Income tax***

During the Reporting Period, income tax expense of the Group increased by 3.2% to RMB499.5 million from RMB484.2 million in 2013. It is primarily due to the increase in profit before taxation during the Reporting Period.

### ***Profit for the year***

During the Reporting Period, profit for the year increased by 28.4% to RMB810.2 million from RMB630.8 million in 2013.

### ***Profit attributable to equity shareholders of the Company***

As a result of the foregoing, profit attributable to equity shareholders of the Company increased by 14.0% to RMB766.5 million from RMB672.1 million in 2013.

### **Working Capital, Finance & Capital Resources**

#### ***Cash and cash equivalents***

As at 31 December 2014, the Group had approximately RMB2,557.8 million in cash and cash equivalents, which increased by RMB1,341.3 million as compared to that of 2013. The increase was primarily due to the increase in cash generated from financing activities.

#### ***Current ratio, gearing ratio and net gearing ratio***

As at 31 December 2014, the current ratio of the Group decreased from 153.2% in 2013 to 136.1%. The Group had current assets of RMB27,084.7 million and current liabilities of RMB19,902.7 million as at 31 December 2014.

As at 31 December 2014, the gearing ratio of the Group decreased from 49.5% in 2013 to 42.3%, and the net gearing ratio decreased by approximately half from 398% in 2013 to 209%, which was mainly due to the increase in the net assets of the Group.

#### ***Loans and borrowings and pledged assets***

As at 31 December 2014, the Group had total loans and borrowings of RMB14,841.0 million, of which RMB8,003.5 million, RMB3,575.0 million, RMB2,784.5 million and RMB478.0 million are payable within one year or on demand, after 1 year but within 2 years, after 2 years but within 5 years and after 5 years, respectively.

As at 31 December 2014, the Group had pledged properties and restricted deposits with a carrying value of RMB9,268.8 million (2013: RMB8,206.8 million) to secure banking facilities granted to the Group.

#### ***Capital commitment***

As at 31 December 2014, the Group's contracted capital commitments for properties under development and investment properties under construction not provided for in the financial statements was approximately RMB1,566.7 million (2013: approximately RMB2,152.8 million). Approved but not contracted for capital commitment of the Group was approximately RMB5,301.3 million as at 31 December 2014 (2013: approximately RMB4,232.5 million).

## *Human Resources*

As at 31 December 2014, the Group employed a total of 3,882 employees (2013: 3,434 employees). The staff cost of the Group accounted for RMB424.6 million for the year ended 31 December 2014 (2013: RMB331.3 million). The Group has adopted a performance-based rewarding system to motivate its staff. In addition to a basic salary, year-end bonuses are offered to staff with outstanding performance. In relation to staff training, the Group also provides various training programs to improve employees' skills and develop their respective expertise.

## **FINAL DIVIDEND**

The Board does not recommend the payment of any final dividend for the year ended 31 December 2014.

## **ANNUAL GENERAL MEETING**

It is proposed that the annual general meeting (the “**AGM**”) of the Company will be held on Friday, 26 June 2015. A notice convening the AGM will be published and dispatched to the shareholders of the Company in the manner as required by the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) in due course.

## **CLOSURE OF REGISTER OF MEMBERS**

For the purpose of determining the shareholders who are entitled to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 24 June 2015 to Friday, 26 June 2015, both days inclusive. In order to qualify for attending and voting at the AGM, all transfer documents together with the relevant share certificate must be lodged with the Company's Hong Kong branch share registrar for registration, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Tuesday, 23 June 2015.

## **COMPLIANCE WITH CORPORATE GOVERNANCE CODE**

The Group has committed to achieving high corporate governance standards in order to safeguard the interests of the shareholders of the Company and enhance corporate value and accountability of the Company. Between 13 March 2014 (the “**Listing Date**”) (being the date on which the shares of the Company became listed on the Main Board of the Stock Exchange) and the date of this announcement, the Company has adopted and complied with all applicable code provisions (the “**Code Provisions**”) under the Corporate Governance Code (the “**CG Code**”) as set out in Appendix 14 to the Listing Rules, except for the following deviation:

Code Provision A.2.1 stipulates that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. Mr. Yi Xiaodi is the Chairman and Chief Executive Officer of the Company. The Board considers that this structure will not impair the balance of power and authority between the Board and the management of the Company. The balance of power and authority is ensured by the operations of the Board, which comprises experienced and high calibre individuals and meets regularly to discuss issues affecting the operations of the Company. The Board believes that this structure is conducive to strong and consistent leadership, enabling the Group to make and implement decisions promptly and efficiently. The Board has full confidence in Mr. Yi and believes that his appointment to the positions of Chairman and Chief Executive Officer is beneficial to the business prospects of the Company.

## **AUDIT COMMITTEE**

The Company has established an audit committee (the “**Audit Committee**”) in compliance with the Listing Rules to fulfill the functions of reviewing and monitoring the financial reporting and internal control of the Company. The Audit Committee currently comprises three independent non-executive Directors, including Mr. Ng Fook Ai, Victor, Mr. Chen Jinsong and Mr. Gu Yunchang. Mr. Ng Fook Ai, Victor is the chairman of the Audit Committee.

The primary duties of the Audit Committee are: (i) to deal with the relationship with the Company’s external auditors; (ii) to review the Group’s financial information; (iii) to supervise the Group’s financial reporting system and internal control procedures; and (iv) to perform the Company’s corporate governance procedures.

The Audit Committee has reviewed the accounting principles and practices adopted by the Group and has discussed internal control and financial reporting matters of the Group (including reviewing the annual results of the Group for the year ended 2014).

## **REMUNERATION COMMITTEE**

The Company has established a remuneration committee (the “**Remuneration Committee**”) in compliance with the Listing Rules. The Remuneration Committee currently comprises an executive Director, Mr. Fan Xiaochong, and two independent non-executive Directors, Mr. Chen Jinsong and Mr. Gu Yunchang. Mr. Chen Jinsong is the chairman of the Remuneration Committee.

The primary duties of the Remuneration Committee include but are not limited to: (i) making recommendations to the Directors in respect of the remuneration policies and structure of the Directors and senior management of the Company and the formal and transparent procedures in the formulation of remuneration policies; (ii) providing recommendations to the Board in respect of the remuneration packages of the Directors and senior management; (iii) reviewing and approving the remuneration packages of the management with reference to the Group’s corporate goals and objectives; and (iv) considering and approving the granting of share options to eligible participants under the share option scheme adopted by the Company on 17 February 2014.

## **NOMINATION COMMITTEE**

The Company has established a nomination committee (the “**Nomination Committee**”) in compliance with the Listing Rules. The Nomination Committee currently comprises one executive Director, Mr. Yi Xiaodi, and two independent non-executive Directors, Mr. Chen Jinsong and Mr. Gu Yunchang. Mr. Yi Xiaodi is the chairman of the Nomination Committee.

The primary duty of the Nomination Committee is to make recommendations to the Directors on the appointment of members of the Board.

## **MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS**

The Company has adopted a code of conduct regarding securities transactions by the Directors on terms no less exacting than the required standard contained in the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules (the “**Model Code**”). A copy of a Code of Conduct Regarding Securities Transactions is provided to all Directors on their appointment. Reminder will be issued twice a year, being thirty days and sixty days prior to the respective Board meeting approving the Company’s interim results and annual results, reminding the Directors that they are not allowed to trade on the Company’s securities prior to the announcement of its results (the periods in which the Directors are prohibited from dealing in Shares) and that all transactions must comply with the Model Code. Having made specific enquiries with all the Directors, all the Directors confirmed that they have complied with the provisions of the Model Code since the Listing Date up to the date of this announcement.

## **PURCHASE, SALE OR REDEMPTION OF THE LISTED SECURITIES OF THE COMPANY**

The Company issued 12.75% senior notes due 2017 (the “**Notes**”) with a total principal amount of US\$115 million on 9 October 2014, and further issued 12.75% senior notes due 2017 with a total principal amount of US\$100 million on 12 December 2014 (the “**Additional Notes**”). Both the Notes and the Additional Notes are listed on the Stock Exchange. The proceeds raised from the issuance of the Notes and the Additional Notes were approximately US\$215 million. The net proceeds from the issuance of the Notes and the Additional Notes were used for repayment of debts, with the remaining amounts for investment in existing and new real estate projects and for general corporate purposes.

Save as disclosed above, there was no purchase, sale or redemption by the Company or any of its subsidiaries, of the Company’s listed shares since the Listing Date up to the date of this announcement.



## **CHANGES IN SHARE CAPITAL OF THE COMPANY**

### **(i) Increase of Authorized Share Capital**

As mentioned in the prospectus of the Company dated 27 February 2014 (the “**Prospectus**”), on 16 February 2014, the Company increased its authorized share capital to US\$50,000 and HK\$30,000,000 by the creation of an addition of 3,000,000,000 shares of par value of HK\$0.01 each. On the same date, the Company issued 39,000,000 shares of par value of HK\$0.01 each fully paid to Joywise Holdings Limited (“**Joywise**”) and the Company repurchased the existing 50,000 issued shares of par value of US\$1.00 held by Joywise. As of the date of this announcement, the authorized share capital of the Company was HK\$30,000,000 divided into 3,000,000,000 shares of par value of HK\$0.01 each.

### **(ii) Capitalization Issue**

Conditional upon the crediting of the Company’s share premium account as a result of the issue of the Offer Shares (as defined in the Prospectus) pursuant to the Global Offering (as defined in the Prospectus), the Directors were authorized to capitalize the Capitalization Amount (as defined in the Prospectus) standing to the credit of the share premium account of the Company by applying such sum towards the paying up in full at par the Capitalization Shares (as defined in the Prospectus) for issue and allotment to Joywise. Therefore, 1,347,715,012 shares of par value of HK\$0.01 were issued and allotted by the Company to Joywise on the Listing Date.

### **(iii) Global Offering**

The Company’s shares were listed on the Main Board of the Stock Exchange on 13 March 2014. Pursuant to the Global Offering (as defined in the Prospectus), the Company issued 500,000,000 new shares at the price of HK\$4.00 per share.

## **APPLICATION OF THE PROCEEDS RAISED**

The Company completed the Global Offering (as defined in the Prospectus of the Company dated 27 February 2014 of the Company) at the Listing Date, and after deducting the offering expenses, the net proceeds raised amounted to approximately HK\$1,876.1 million. As of the date of this announcement, all proceeds raised have been applied to the purposes disclosed in the Prospectus.

## **SUFFICIENCY OF PUBLIC FLOAT**

Based on public information available to the Company and to the knowledge of the Directors, the Company has maintained a sufficient public float in compliance with the requirements of the Listing Rules since the Listing Date up to the date of this announcement.

## **EVENTS AFTER THE REPORTING PERIOD**

### **Repurchase of 72% equity interest in Chongqing Yuneng 100 Real Estate Development Co., Ltd. (“Chongqing Yuneng 100”)**

On 13 January 2015, Sunshine 100 Real Estate Group Co., Ltd., a wholly-owned subsidiary of the Company (“**Sunshine 100 Group**”), entered into the early repayment agreement with Sunshine 100 Real Estate (Liaoning) Co., Ltd., Zhongrong International Trust Co., Ltd. (“**Zhongrong International Trust**”) and Chongqing Yuneng 100 Real Estate Development Co., Ltd., pursuant to which (i) Sunshine 100 Group would repurchase, and Zhongrong International Trust would transfer, 72% of the equity interest in Chongqing Yuneng 100 for a consideration of approximately RMB517,900,000; and (ii) Sunshine 100 Group would repay Chongqing Yuneng 100’s outstanding loan (principal of RMB300,000,000 plus the total interest of approximately RMB64,300,000) owed to Zhongrong International Trust. For further details on the repurchase, please refer to the announcement of the Company dated 13 January 2015.

### **Acquisition of interest in and shareholders’ loan of Sunshine 100 Resort Development Company Limited (“Sunshine 100 Resort Development”)**

On 10 February 2015, Sunmode Limited, a wholly-owned subsidiary of the Company, entered into the share purchase agreement with (among others) Wayfine Holdings Limited, pursuant to which Sunmode Limited has agreed to purchase from Wayfine Holdings Limited and Zhongran Investments Company Limited 510,000 shares and the shareholders’ loan of US\$4,335,000 of Sunshine 100 Resort Development at an aggregate consideration of US\$5,951,821. Upon Completion, Sunshine 100 Resort Development would be held by Sunmode Limited, Tan Holdings Corporation and Zhongran Investments Company Limited as to 51%, 30% and 19%, respectively. For further details on the acquisition, please refer to the announcement of the Company dated 10 February 2015.

### **Transfer of 49% equity interest in Chongqing Yuneng 100 and the equity repurchase agreement**

On 10 February 2015, Sunshine 100 Group entered into the equity transfer agreement with Beijing Dongfang Zhuochang Investment Management Center (北京東方卓昶投資管理中心) (limited partnership), pursuant to which 49% equity interest in Chongqing Yuneng 100 will be transferred by Sunshine 100 Group to Beijing Dongfang Zhuochang Investment Management Center (limited partnership) for a consideration of RMB49,000,000.

On 10 February 2015, Sunshine 100 Group entered into an equity repurchase agreement with Beijing Dongfang Zhuochang Investment Management Center (limited partnership), pursuant to which, Beijing Dongfang Zhuochang Investment Management Center (limited partnership) shall have the right to return the 49% equity interest in Chongqing Yuneng 100 to Sunshine 100 Group at a consideration of RMB49,000,000 according to the terms of the equity repurchase agreement. For further details on the transfer, please refer to the announcements of the Company dated 11 February 2015 and 17 February 2015.

## **AUDITOR**

The Consolidated Statement of Comprehensive Income, Consolidated Balance Sheet, and the figures in relevant notes for the year ended 31 December 2014 published by the Group in this preliminary announcement of annual results, had been agreed by KPMG, the auditor of the Group, and is considered to be in line with the figures in the consolidated financial statements of the Group for the year.

## **CHANGE OF REGISTERED OFFICE**

The Board hereby announce that the registered office of the Company in the Cayman Islands has been changed to 190 Elgin Avenue, George Town, Grand Cayman KY1-9005, Cayman Islands with effect from the date of this announcement.

## **PUBLICATION OF PRELIMINARY ANNUAL RESULTS AND ANNUAL REPORT ON THE STOCK EXCHANGE'S AND THE COMPANY'S WEBSITES**

This preliminary annual results announcement of the Company has been published on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the website of the Company at [www.ss100.com.cn](http://www.ss100.com.cn). The annual report of the Company for the year ended 31 December 2014 containing all the information required by the Listing Rules will be dispatched to the Company's shareholders and published on the above-mentioned websites in due course.

By Order of the Board of  
**Sunshine 100 China Holdings Ltd**  
*Chairman and Executive Director*  
**Yi Xiaodi**

Beijing, the PRC  
27 March 2015

*As at the date of this announcement, the executive Directors are Mr. Yi Xiaodi and Mr. Fan Xiaochong, the non-executive Director is Ms. Fan Xiaohua, and the independent non-executive Directors are Mr. Chen Jinsong, Mr. Gu Yunchang and Mr. Ng Fook Ai, Victor.*