



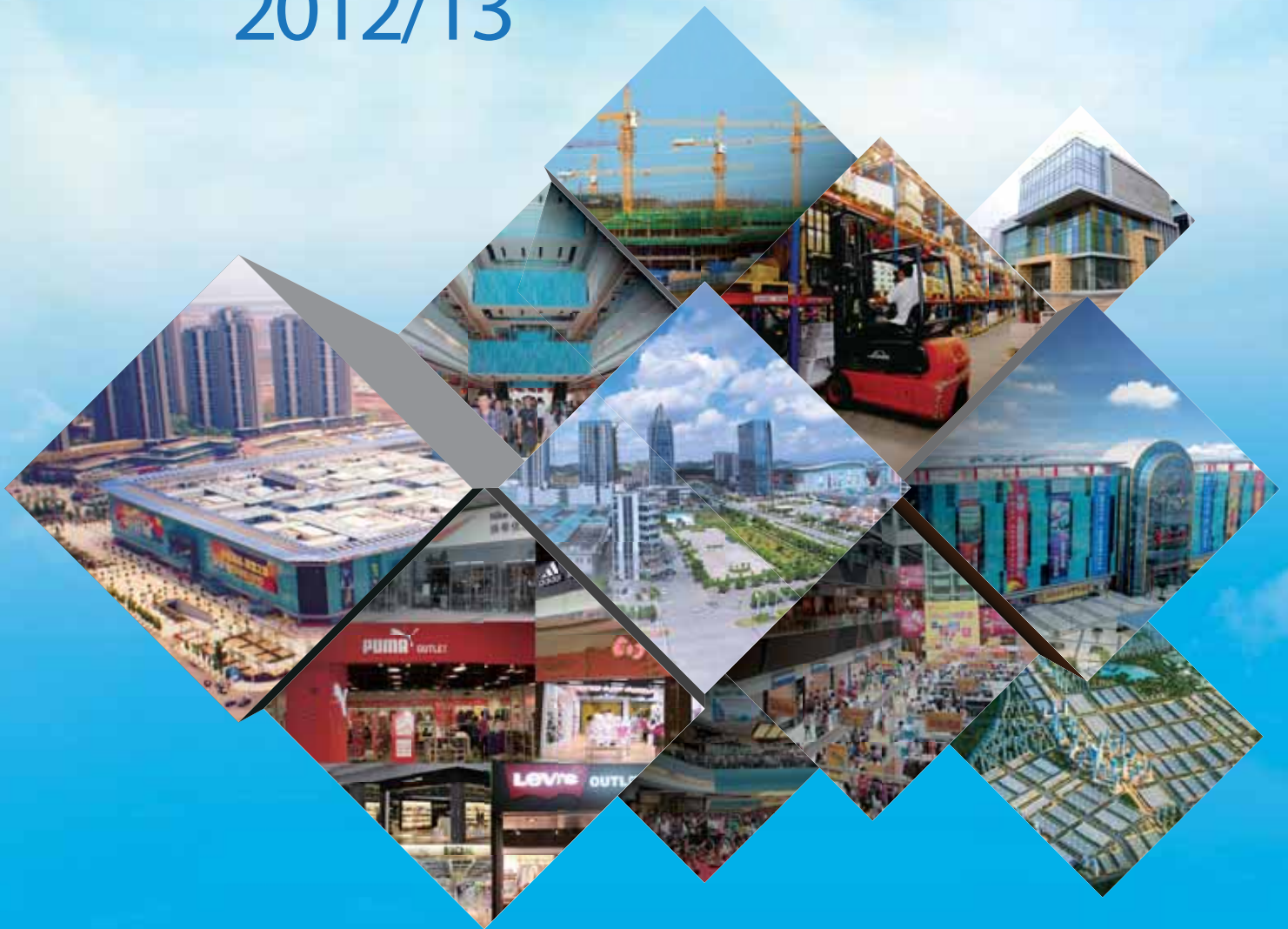
華南城

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

(incorporated in Hong Kong with limited liability)  
(於香港註冊成立的有限公司)

Stock Code 股份代號 : 1668

ANNUAL REPORT 年報  
2012/13





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# CORPORATE INFORMATION

## 公司資料

### Board of Directors

#### Executive Directors

Mr. Cheng Chung Hing (*Co-Chairman*) <sup>(2)(3)</sup>  
Mr. Leung Moon Lam (*Chief Executive Officer*)  
Professor Xu Yang

#### Non-Executive Directors

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

#### Independent Non-Executive Directors

Mr. Leung Kwan Yuen Andrew *GBS, SBS, JP* <sup>(1)(2)(3)</sup>  
Mr. Li Wai Keung <sup>(1)(2)(3)</sup>  
Mr. Hui Chiu Chung Stephen *JP* <sup>(1)</sup>  
Mr. Yung Wing Ki Samuel *SBS, MH, JP* <sup>(1)</sup>

### Chief Financial Officer

Mr. Fung Sing Hong Stephen (*FCPA*)

### Company Secretary

Ms. Tse Man Yu Michelle (*FCPA*)

### Auditors

Ernst & Young

### Legal Advisors

*As to Hong Kong law*  
Baker & McKenzie

*As to China law*

Commerce & Finance Law Offices

### 董事會

#### 執行董事

鄭松興先生 (*聯席主席*) <sup>(2)(3)</sup>  
梁滿林先生 (*行政總裁*)  
許揚教授

#### 非執行董事

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

#### 獨立非執行董事

梁君彥先生 *金紫荊星章、銀紫荊星章、太平紳士* <sup>(1)(2)(3)</sup>  
李偉強先生 <sup>(1)(2)(3)</sup>  
許照中先生 *太平紳士* <sup>(1)</sup>  
容永祺先生 *銀紫荊星章、榮譽勳章、太平紳士* <sup>(1)</sup>

### 集團首席財務總監

馮星航先生 (*FCPA*)

### 公司秘書

謝文瑜女士 (*FCPA*)

### 核數師

安永會計師事務所

### 法律顧問

*香港法律*  
貝克·麥堅時律師事務所

*中國法律*

通商律師事務所

<sup>(1)</sup> Member of Audit Committee

<sup>(2)</sup> Member of Remuneration Committee

<sup>(3)</sup> Member of Nomination Committee

<sup>(1)</sup> 審核委員會成員

<sup>(2)</sup> 薪酬委員會成員

<sup>(3)</sup> 提名委員會成員



## CORPORATE INFORMATION (CONTINUED)

### 公司資料(續)

#### Principal Bankers

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

#### Registered Office

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

#### Share Registrar

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

#### Listing Information

##### Share Listing

The Stock Exchange of Hong Kong Limited  
Stock code: 1668

##### Senior Notes Listing

The Company's 13.5% 5 years senior notes due 2016  
The Company's 13.5% 5 years senior notes due 2017  
The Singapore Exchange Securities Trading Limited

##### Convertible Notes Listing

The Company's 6.5% convertible notes due 2018  
The Singapore Exchange Securities Trading Limited

#### Website

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

#### Investor Relations

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

#### 主要往來銀行

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

#### 註冊辦事處

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

#### 證券登記處

香港中央證券登記有限公司  
香港  
灣仔  
皇后大道東183號  
合和中心17樓1712–1716室

#### 上市資料

##### 股份上市

香港聯合交易所有限公司  
股份代號：1668

##### 優先票據上市

本公司於2016年到期的13.5% 5年期優先票據  
本公司於2017年到期的13.5% 5年期優先票據  
新加坡證券交易所有限公司

##### 可換股票據上市

本公司於2018年到期的6.5%可換股票據  
新加坡證券交易所有限公司

#### 網站

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

#### 投資者關係

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# CHINA SOUTH CITY SHENZHEN 深圳華南城

Planned Total GFA 總規劃建築面積

# 2.64

million m<sup>2</sup> 百萬平方米



▲ Birdview – CSC Shenzhen  
深圳華南城鳥瞰圖



▲ Phase III trade center  
三期交易中心



▲ Phase II trade center  
二期交易中心

## China South City Shenzhen

Located in Pinghu, Shenzhen, China South City Shenzhen (“CSC Shenzhen”) covers a total site area of approximately 1.06 million square meters (“sq.m.”) with a planned gross floor area (“GFA”) of approximately 2.64 million sq.m.. Phase I, phase II and part of its phase III properties with a total GFA of approximately 1.80 million sq.m. are in operation.

Positioned as a modern large-scale integrated logistics and trading platform to serve the Pearl River Delta Region, CSC Shenzhen covers a wide spectrum of product range, from raw materials to commodities of various industries, themed products and factory outlets, complemented by comprehensive ancillary facilities and services including offices, residential facilities, conference and exhibition facilities, both bonded and common warehousing, hotel and restaurants, banking and financial services, on-site logistics services in couple of quality testing services, property management, e-commerce platform, on-site governmental organization, etc.

## 深圳華南城

深圳華南城位處深圳市平湖，佔地約1.06百萬平方米，總規劃建築面積約2.64百萬平方米。總建築面積約1.80百萬平方米的一期、二期及部分三期物業已投入營運。

作為服務珠三角地區的現代化大型綜合商貿物流及商品交易平台，深圳華南城涵蓋廣泛產品種類，包括多種行業的原材料到製成品、主題商品及奧特萊斯中心，並配以辦公樓、住宅、會議及展覽設施、保稅倉及普通倉儲、酒店及食肆、銀行及金融服務、駐場物流及質檢服務、物業管理、電子商貿平台，以及駐場政府機構等完備的配套設施。





▲ Plaza 5 and office facilities 五號交易廣場及辦公樓設施



Birdview – CSC Shenzhen 深圳華南城鳥瞰圖 ▲

# CHINA SOUTH CITY NANCHANG 南昌華南城

Planned Total GFA 總規劃建築面積

# 4.28

million m<sup>2</sup> 百萬平方米



▲ Phase I trade centers  
一期交易廣場



▲ Residential facilities  
住宅設施



▲ The Hong Kong, Macau and Taiwan Commodity Fair 2013 held in CSC Nanchang  
2013 港澳台商品交易會於南昌華南城舉行

## China South City Nanchang

Located in Nanchang, the capital of Jiangxi Province, China South City Nanchang ("CSC Nanchang") covers a site area of approximately 1.54 million sq.m. with a total planned GFA of approximately 4.28 million sq.m. for phased development. Currently, the project is in its phase I construction with a planned GFA of 1.09 million sq.m., including trade centers of 708,000 sq.m. and residential facilities of 383,000 sq.m..

CSC Nanchang aims to make full use of its advantageous location as a vigorous, integrated logistics trading platform for the Pan Pearl River Delta and Yangtze River Delta regions. The project site is highly accessible with a comprehensive freight and public transportation network, together with Nanchang West Railway Station, a principal high speed rail station located just about 1.2 km from CSC Nanchang and slated for operation at the end of 2013. Benefiting from the office relocation plan of the provincial government to the vicinity of merely about 2 km from the project site, CSC Nanchang will excel itself with its profound business potential, which will in turn boost the regional economy, as well as its own economic value.

## 南昌華南城

南昌華南城位於中國江西省省會城市南昌，佔地面積約1.54百萬平方米，將分期建設成總規劃建築面積約4.28百萬平方米。現正在進行其一期建設，規劃建築面積為1.09百萬平方米，包括708,000平方米的交易中心及383,000平方米的住宅設施。

南昌華南城將善用其有利位置，打造成為泛珠三角及長三角地區一個繁華的綜合商貿物流及商品交易平台。項目選址交通四通八達，位處完善的貨運及公共交通網絡，距該區高鐵主要車站—南昌西客站只約1.2公里，該車站將於2013年底投入服務。隨著省政府辦公樓搬遷計劃至項目僅距約2公里的新址，南昌華南城將受惠於該區的商機，反之亦有助促進地區經濟，提升其自身經濟價值。





▲ Birdview – CSC Nanchang 南昌華南城鳥瞰圖



Phase I trade centers 一期交易中心 ▲

# CHINA SOUTH CITY NANNING 南寧華南城

Planned Total GFA 總規劃建築面積

# 4.88

million m<sup>2</sup> 百萬平方米



▲ Trade center: Plaza 1  
交易中心：一號交易廣場



▲ Trade center: Plaza 2  
交易中心：二號交易廣場



▲ Residential facilities  
住宅設施

## China South City Nanning

Located in Nanning, the capital city of Guangxi Zhuang Autonomous Region, China South City Nanning (“CSC Nanning”) is planned to cover a net land area of approximately 1.83 million sq.m. with a total planned GFA of approximately 4.88 million sq.m. for phased development. Currently, the project is in its phase I construction, of which a planned GFA of 1.36 million sq.m. is underway, including trade centers of 896,000 sq.m. and residential facilities of 465,000 sq.m..

Capitalizing on its ideal geographical position with extensive transportation network, CSC Nanning will be developed to meet the demand in the Northern Bay Region and Southeast Asia. The tariff waiver for crossborder trade since the establishment of the China – Association of Southeast Asian Nations (“ASEAN”) Free Trade Area will help boost business and trade activities for CSC Nanning.

## 南寧華南城

南寧華南城位於中國廣西壯族自治區首府南寧，規劃建築淨佔地面積約1.83百萬平方米，將分期發展成總規劃建築面積約4.88百萬平方米。現時正進行其一期建設，在建工程包括896,000平方米的交易中心及465,000平方米的住宅設施，合共建築面積約1.36百萬平方米。

憑藉其地理優勢及通達交通網絡，南寧華南城將針對北部灣及東南亞地區的需求而發展。自中國 – 東南亞國協(「東盟」)自由貿易區成立後所豁免的跨境貿易關稅，為南寧華南城的業務及商貿活動締造有利條件。





▲ Trade center: Plaza 4 交易中心：四號交易廣場



Trade center: Plaza 3 交易中心：三號交易廣場 ▲



# CHINA SOUTH CITY XI'AN 西安華南城

Planned Total GFA 總規劃建築面積

# 17.50

million m<sup>2</sup> 百萬平方米



▲ Trade center in shopping mall style  
商場式設計交易中心



▲ Trade center in shopping mall style  
商場式設計交易中心



▲ Trade center in shopping mall style: Plaza 2  
商場式設計交易中心：二號交易廣場

## China South City Xi'an

Located in Xi'an, the capital city of Shaanxi Province, China South City Xi'an ("CSC Xi'an") is planned to develop a site area of approximately 10 million sq.m. with a planned total GFA of approximately 17.5 million sq.m. for phased development. Currently, the project is in its phase I construction with a planned GFA of 933,000 sq.m. for trade centers underway, among which 557,000 sq.m. are in shopping mall style and 376,000 sq.m. are standalone low-rise trade center shops.

With its strategic location at Xi'an International Trade and Logistics Park, which is well equipped with a railway container terminal and the largest bonded area in the Northwest China, CSC Xi'an is amidst an extensive transportation network. It is situated at an exit of the North Third Ring Road, and two subway lines are planned to pass through. Combining its geographical convenience with its modern facilities and services provided, the Group is positioning CSC Xi'an to become a major and integrated logistics and trade centre.

## 西安華南城

西安華南城位於陝西省省會城市西安，規劃佔地面積約10百萬平方米，將分期發展成總規劃建築面積約17.5百萬平方米。現時正進行一期建設，在建工程為建築面積933,000平方米的交易中心，其中557,000平方米為商場式交易中心及376,000平方米為單幢低層交易中心商舖。

西安華南城處於西安國際港務區的策略性位置，內設鐵路集裝箱中心以及中國西北地區最大的保稅區，並受廣泛的交通網絡覆蓋。西安華南城位於北三環路出口處，坐擁兩條已規劃的地下鐵路線。結合其地理優勢及其現代化設施及服務，本集團積極打造西安華南城成為該地區的主要綜合商貿物流及商品交易中心。



▲ Standalone low-rise trade center shops for machinery and hardware 單幢低層交易中心商舖：五金交易區



Standalone low-rise trade center shops for machinery and hardware 單幢低層交易中心商舖：五金交易區 ▲



# CHINA SOUTH CITY HARBIN 哈爾濱華南城

Planned Total GFA 總規劃建築面積

# 12.00

million m<sup>2</sup> 百萬平方米



▲ Standalone low-rise trade center shops  
單幢低層交易中心



▲ Standalone low-rise trade center shops  
單幢低層交易中心



▲ Standalone low-rise trade center shops  
單幢低層交易中心

## China South City Harbin

Located in Harbin, the capital city of Heilongjiang province, China South City Harbin (“CSC Harbin”) is planned to develop a site area of approximately 10.0 million sq.m. with a planned total GFA of approximately 12.0 million sq.m. for phased development. Currently, the project is in its phase I construction with a planned total GFA of approximately 1.57 million sq.m., of which 1.07 million sq.m. are trade centers and the remaining 497,000 sq.m. are ancillary facilities, among which, construction of 673,000 sq.m. trade centers is underway.

Capitalizing on its beneficial position in Northeast China, a premier hub for cross-boarded trade with countries in Northeast Asia and its proximity to the China-Russia boarder, the project aims to capture opportunities arising from the emerging development potential in the area.

## 哈爾濱華南城

哈爾濱華南城位於中國黑龍江省的省會城市哈爾濱，規劃佔地面積約10.0百萬平方米，將分期發展成總規劃建築面積約12.0百萬平方米。現時正進行一期總規劃建築面積約1.57百萬平方米的建設，其中1.07百萬平方米為交易中心，而餘下497,000平方米為配套設施，其中在建工程為673,000平方米的交易中心。

哈爾濱華南城憑藉其位處中國東北部之優勢，是與東北亞國家作跨境貿易的主要樞紐，並毗鄰中俄邊境等優越地位，將可抓緊該區發展潛力湧現而帶來的機遇。





▲ Trade center in shopping mall style: Plaza 2 商場式設計交易中心：二號交易廣場



Trade center in shopping mall style: Plaza 1 商場式設計交易中心：一號交易廣場 ▲

# CHINA SOUTH CITY ZHENGZHOU 鄭州華南城

Planned Total GFA 總規劃建築面積

# 12.00

million m<sup>2</sup> 百萬平方米



▲ Trade center: Plaza 1  
交易中心：一號交易廣場



▲ Trade center: Plaza 1  
交易中心：一號交易廣場



▲ Standalone low-rise trade center shops  
單幢低層交易中心

## China South City Zhengzhou

Located in Zhengzhou, the capital city of Henan Province, China South City Zhengzhou (“CSC Zhengzhou”) plans to occupy a net land area of approximately 7 million sq.m. with a planned total GFA of 12 million sq.m. for phased development. Currently, the project is in its phase I construction with a planned total GFA of approximately 2.65 million sq.m. for trade centers, among which 1.50 million sq.m. is under construction.

Leveraging its strategic location, CSC Zhengzhou has access to extensive transportation networks. It is an important passenger and freight hub in China, together with Zhengzhou Xinzheng International Airport, the Beijing-Guangzhou Railway Freight Station and Beijing-Hong Kong-Macao Highway. Benefitting from its prime location in Zhengzhou City, the project aims to cater to the strong demand for integrated logistics and trade centers in China’s interior regions, and will provide a convenient trading platform to promote trade among cities in central China.

## 鄭州華南城

鄭州華南城位於河南省的省會城市鄭州，規劃淨用地總面積約7百萬平方米，總規劃建築面積約12百萬平方米，將分階段發展。現時正進行一期總規劃建築面積約2.65百萬平方米的交易中心的建設，其中在建工程約1.50百萬平方米。

鄭州華南城憑藉其位處河南省省會城市的策略優勢，連接廣泛的運輸網絡，坐擁鄭州新鄭國際機場、京廣鐵路貨運站及京港澳高速公路。位處鄭州市的優質地段，鄭州華南城致力迎合中國內陸地區對綜合商貿物流及商品交易中心的殷切需求，為華中地區提供便捷的交易平台，促進商貿活動。





▲ CSC Zhengzhou under construction 在建中的鄭州華南城



CSC Zhengzhou under construction 在建中的鄭州華南城 ▲



# CHINA SOUTH CITY HEFEI 合肥華南城

Planned Total GFA 總規劃建築面積

# 12.00

million m<sup>2</sup> 百萬平方米



▲ Rendering  
電腦效果圖



▲ Rendering  
電腦效果圖



▲ Rendering  
電腦效果圖

## China South City Hefei

Located in Hefei, the capital city of Anhui Province, China South City Hefei (“CSC Hefei”) is planned to cover a site area of approximately 10.0 million sq.m. with a planned total GFA of approximately 12.0 million sq.m. for phased development. In May 2013, CSC Hefei successfully bid for the first batch of land with attributable GFA of 3.94 million sq.m. and the groundbreaking ceremony was held by the end of June 2013.

Capitalizing on its strategic location in Hefei New Industrial Demonstration Park with well-developed infrastructure in adjacent areas, extensive transportation system of railways, highways and river transport across China and a political, economic, cultural and financial center at the heart of East China, the project aims to capture opportunities arising from the emerging development potential in the area.

## 合肥華南城

合肥華南城位於安徽省省會城市合肥，規劃佔地面積約為10.0百萬平方米，將分期發展成總建築面積約為12.0百萬平方米。於2013年5月，合肥華南城成功投得首批可建建築面積共3.94百萬平方米之土地，並於2013年6月底舉行奠基儀式。

項目位於合肥新型工業示範園，盡享鄰近完善基礎建設的策略地利，並充分運用城中廣泛的鐵路、高速公路及河運運輸系統接連全國，是華東心臟地帶的政治、經濟、文化及金融中心，將可抓緊該區發展潛力湧現而帶來的機遇。





▲ Rendering 電腦效果圖



Rendering 電腦效果圖 ▲



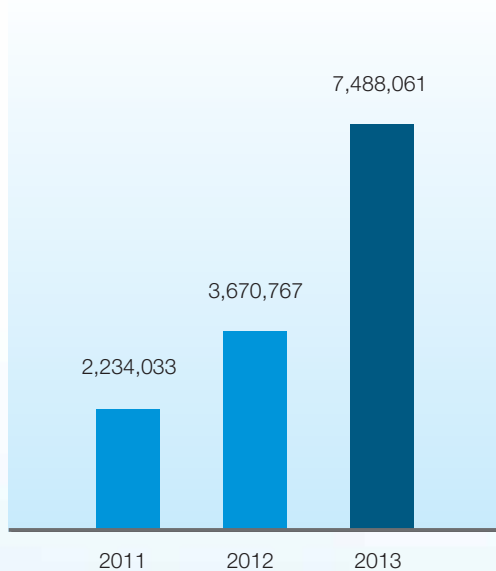
# FINANCIAL HIGHLIGHTS

## 財務摘要

(in HK\$'000千港元)

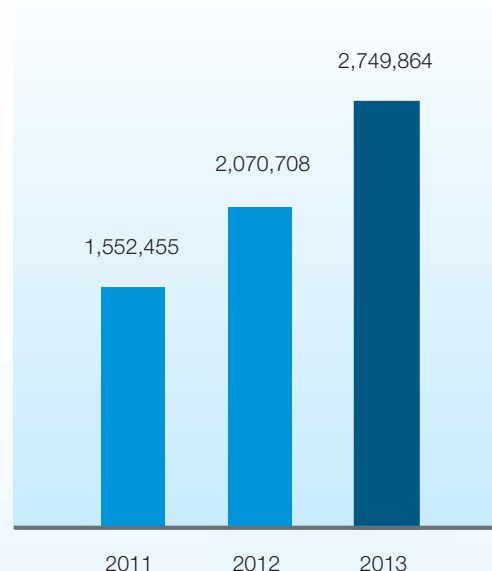
### Revenue

收入



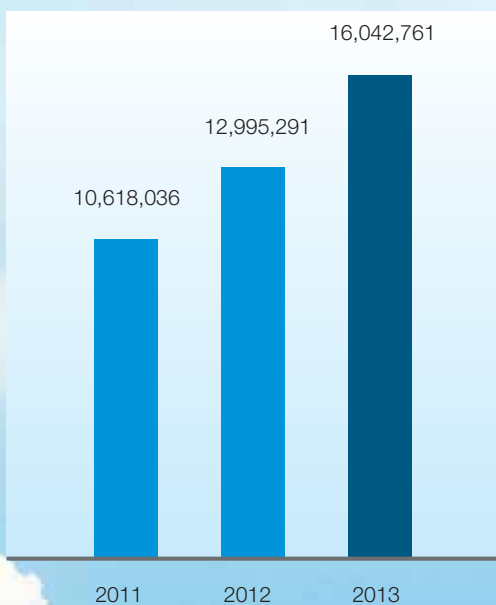
### Net profit attributable to owners of the parent

母公司擁有人應佔淨利潤



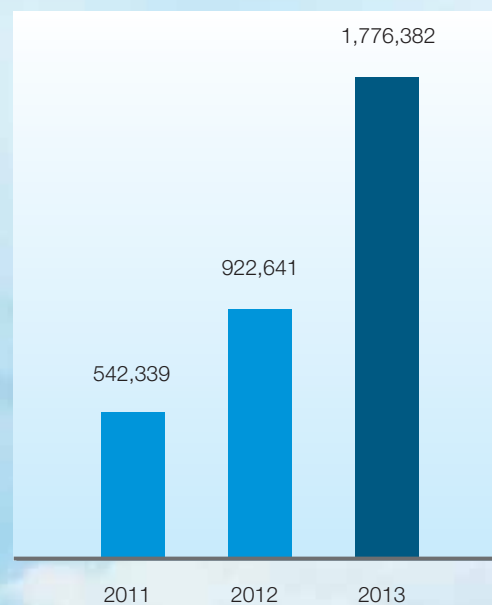
### Net assets value

資產淨值



### Net profit attributable to owners of the parent excluding fair value gains on investment properties, gain on disposal of subsidiaries and their respective related tax effects

未計投資物業公平值收益、出售附屬公司收益及該等收益的相關稅務影響的母公司擁有人應佔淨利潤



## FINANCIAL HIGHLIGHTS (CONTINUED)

### 財務摘要(續)

(in HK\$'000千港元)

		For the year ended 31 March 截至3月31日止年度		
		2013 HK\$ 港元	2012 HK\$ 港元	Approximate Change % 概約變幅%
Revenue	收入	<b>7,488.1 million百萬</b>	3,670.8 million百萬	104.0
Gross profit	毛利	<b>4,176.7 million百萬</b>	2,236.1 million百萬	86.8
Gross profit ratio	毛利率	<b>56%</b>	61%	
Net profit attributable to owners of the parent	母公司擁有人應佔淨利潤	<b>2,749.9 million百萬</b>	2,070.7 million百萬	32.8
Net profit attributable to owners of the parent excluding fair value gains on investment properties, gain on disposal of subsidiaries and their respective related tax effects ("Operating Profit")	未計投資物業公平值收益、出售附屬公司收益及該等收益的相關稅務影響的母公司擁有人應佔淨利潤(「營運收益」)	<b>1,776.4 million百萬</b>	922.6 million百萬	92.5
Net assets value	資產淨值	<b>16,042.8 million百萬</b>	12,995.3 million百萬	23.5
Gearing ratio	資本負債比率	<b>32%</b>	21%	
Proposed final dividend per share	擬派末期股息(每股)	<b>HK10.0 cents港仙</b>	HK7.5 cents港仙	33.3
Dividend payout ratio	派息比率	<b>34%</b>	34%	



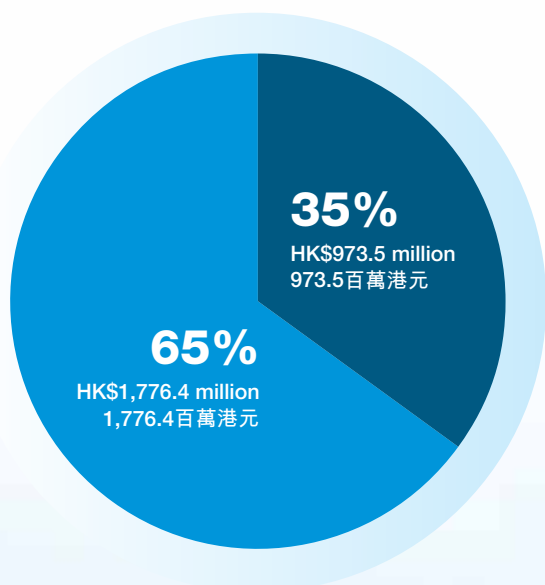
## FINANCIAL HIGHLIGHTS (CONTINUED)

### 財務摘要(續)

(in HK\$'000千港元)

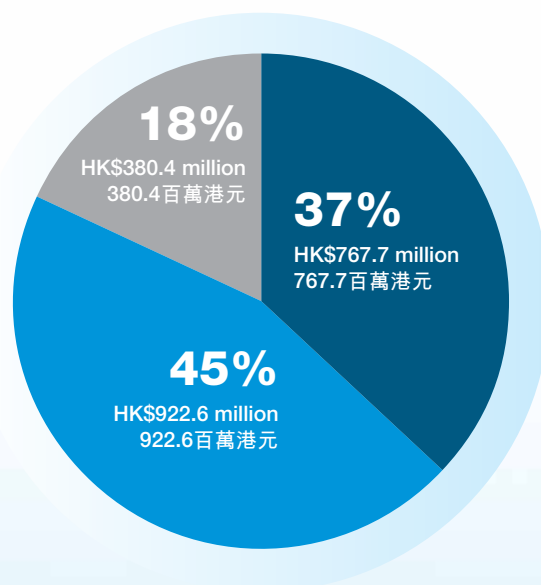
#### Analysis on net profit attributable to owners of the parent

#### 母公司擁有人應佔淨利潤分析



**FY2012/13**  
**2012/13財政年度**

HK\$2,749.9 million  
2,749.9百萬港元



**FY2011/12**  
**2011/12財政年度**

HK\$2,070.7 million  
2,070.7百萬港元

● Operating Profit  
營運收益

● Fair value gains on investment properties after related tax effects  
扣除相關稅務影響後  
投資物業公平值收益

● Gain on disposal of subsidiaries after related tax effects  
扣除相關稅務影響後  
出售附屬公司收益

# AWARDS

## 獎項

Projects 項目	Awards 獎項	Organizer 頒獎單位
<b>CSC Shenzhen</b> 深圳華南城	<ul style="list-style-type: none"> <li>• Brand Enterprise Award 品牌企業獎</li> <li>• National Excellent Enterprise with Foreign Investment 全國優秀外商投資企業 – Excellent Enterprise &amp; Turnover (2012 • Shenzhen) 雙優企業(2012年度 • 深圳)</li> <li>– Top Ten Taxpayment Enterprise (2012 • Shenzhen) 十大納稅額企業(2012年度 • 深圳)</li> <li>• Guangdong Famous Trademark 廣東省著名商標</li> </ul>	<ul style="list-style-type: none"> <li>• The Organizing Committee of China (Shenzhen) International Logistics and Transportation Fair 中國(深圳)國際物流與交通運輸博覽會組委會</li> <li>• China Association of Enterprises with Foreign Investment &amp; Shenzhen Association of Enterprises with Foreign Investment 中國外商投資企業協會及深圳外商投資企業協會</li> <li>• Guangdong Province Administration For Industry &amp; Commerce 廣東省工商行政管理局</li> </ul>
<b>CSC Nanning</b> 南寧華南城	<ul style="list-style-type: none"> <li>• 1st Charity Award, Nanning - Special Award 第一屆南寧慈善獎·特別貢獻獎</li> </ul>	<ul style="list-style-type: none"> <li>• Nanning Municipal Government 南寧市人民政府</li> </ul>
<b>CSC Nanchang</b> 南昌華南城	<ul style="list-style-type: none"> <li>• Outstanding Enterprise to Promote Urbanization, 2012 2012年中國推動城市化進程突出貢獻企業</li> </ul>	<ul style="list-style-type: none"> <li>• China Commercial Real Estate Association 中國商業地產行業協會</li> </ul>
<b>CSC Xi'an</b> 西安華南城	<ul style="list-style-type: none"> <li>• Xi'an Key Project, 2012 西安市2012年重點建設項目</li> </ul>	<ul style="list-style-type: none"> <li>• Xi'an Municipal Development and Reform Commission &amp; The Leading Office of Xi'an Key Projects 西安市發展和改革委員會及西安市重點建設項目領導小組辦公室</li> </ul>
<b>CSC Zhengzhou</b> 鄭州華南城	<ul style="list-style-type: none"> <li>• Zhengzhou Metropolis Building Enterprise, 2012 2012年度鄭州市大都市建設貢獻力企業</li> <li>• Major Investment Award, Zhengzhou 2012 2012年度鄭州市招商引資重大項目獎</li> </ul>	<ul style="list-style-type: none"> <li>• Zhengzhou Housing Security and the Real Estate Board &amp; Zhengzhou Housing and Real Estate Association 鄭州市住房保障和房地產管理局及鄭州市住房與房地產協會</li> <li>• CPC, Zhengzhou &amp; Zhengzhou Municipal Government 中共鄭州市委及鄭州市人民政府</li> </ul>



# CHAIRMAN'S STATEMENT

## 主席報告

On behalf of the board of directors (the "Board") of China South City Holdings Limited ("China South City" or the "Company"), together with its subsidiaries (the "Group"), I am pleased to report the annual results of the Group for the fiscal year ended 31 March 2013 ("FY2012/13" or the "Year").

### Results and Dividend

The Group continued to excel in its operating performance in FY2012/13, during which revenue surged by 104.0% to HK\$7,488.1 million (the fiscal year ended 31 March 2012 ("FY2011/12") : HK\$3,670.8 million). The substantial growth in revenue was mainly attributable to the successful replication of its business model and strong execution capabilities as evidenced by the remarkable sales performance of CSC Shenzhen, CSC Nanchang, CSC Nanning and CSC Xi'an. Net profit attributable to equity owners of the parent also rose by 32.8% to HK\$2,749.9 million (FY2011/12: HK\$2,070.7 million). Basic earnings per share were HK45.62 cents (FY2011/12: HK34.58 cents).

The Board proposed a final dividend of HK10.0 cents per share for the FY2012/13 (FY2011/12: HK7.5 cents per share), subject to shareholder approval at the Company's forthcoming annual general meeting ("AGM") to be held on 21 August 2013.

### Review of the Market and Operations

#### Robust Growth in Revenue Backed by Successful Replication of Business Model

With the aim to pursue a sustainable society, the Chinese Government has delegated the structural transformation and new urbanization strategies in the "12th National Congress" and added attention to modern logistics in the 12th National Five-Year Plan, while the local governments echo to increase strategic tendency to relocate existing less equipped, single-industry wholesale markets from prime urban areas. Such favorable operational environment, along with various supportive measures, have gradually translated into solid catalysts, creating much stronger demand for integrated logistics and trade centers during the fiscal year.

本人謹代表華南城控股有限公司(「華南城」或「本公司」)，連同其附屬公司(「本集團」)，董事會欣然呈報本集團截至2013年3月31日止財政年度(「2012/13財政年度」或「本年度」)的年度業績。

### 業績及股息

於2012/13財政年度，本集團繼續取得優異的經營業績，期內收入大幅攀升104.0%至7,488.1百萬港元(截至2012年3月31日止財政年度(「2011/12財政年度」)：3,670.8百萬港元)，主要源於本集團成功複製其商業模式及強勁執行能力，從深圳華南城、南昌華南城、南寧華南城及西安華南城的出色銷售表現可得以印證。母公司權益擁有人應佔淨利潤上升32.8%至2,749.9百萬港元(2011/12財政年度：2,070.7百萬港元)。每股基本盈利為45.62港仙(2011/12財政年度：34.58港仙)。

董事會建議派付截至2012/13財政年度的末期股息為每股10.0港仙(2011/12財政年度：每股7.5港仙)，惟須待股東於2013年8月21日舉行的本公司應屆股東週年大會(「股東週年大會」)批准後，方可作實。

### 市場及營運回顧

#### 成功複製商業模式後收入大幅增長

為社會的可持續發展，中國政府於第十二屆全國人民代表大會推行產業升級和新的城鎮化政策，並在國家十二五規劃中加強對現代物流的關注，而地方政府亦實施相應的政策，傾向將現時設備未完善、單一產業的專業批發市場遷出市中心黃金地段。這等有利的經營環境，加上各種支援措施，成為強勁的推動力，於本財政年度帶動市場對綜合商貿物流及商品交易中心的需求持續上升。

## CHAIRMAN'S STATEMENT (CONTINUED)

### 主席報告(續)

As one of the leading developers and operators of large-scale, integrated logistics and trade centers in China, China South City is well positioned to capitalize on the abundant opportunities brought by the robust market demand. This, along with our dedication to our core competencies, has enabled us to deliver remarkable Contracted Sales (including property sales in finance lease) performance in FY2012/13, contributed by CSC Shenzhen, CSC Nanchang, CSC Nanning, CSC Xi'an, CSC Harbin, and CSC Zhengzhou. For the fiscal year ended 31 March 2013, the Group recorded Contracted Sales of approximately HK\$8.2 billion, up 15.5% year-on-year (FY2011/12: HK\$7.1 billion), exceeding the Group's annual sales target of HK\$8.0 billion for the Year. Excluding asset disposal effect amounted HK\$894 million in FY2011/12, the Group's annual Contracted Sales recorded a year-on-year increase of 32.2%, demonstrating the Group's successful replication of its business model in other parts of China and its strong execution capabilities. With more projects slated for launch and to commence operation, couple with the increasing pace for urbanization in our project areas, the Group is expected to enjoy an accelerated growing trend in the coming years.

Leveraging the Group's success and experience from, and brand recognition built upon, CSC Shenzhen, the Group has been enhancing its presence in fast growing economic regions with well-developed transportation networks in a bid to achieve sustainable business growth. In April and December 2012, the Group entered into cooperative agreements for its latest projects, CSC Zhengzhou and CSC Hefei, bringing its total number of projects to seven and forming a solid project pipeline that will drive the Group's further growth. In November 2012, the Group signed an equity transfer agreement to acquire the entire equity capital of Harbin Baolitong Market Development Management Company Limited ("Baolitong", previously known as Hydoo Harbin Trade City Co., Ltd. ("Hydoo Harbin")). The transaction was completed by December 2012 and the project originally developed by Hydoo Harbin has been included in CSC Harbin and the development will be conducted by the Group thereafter. In FY2012/13, the Group acquired the first batch of land for both CSC Harbin and CSC Zhengzhou. The first batch of land in CSC Hefei was also successfully bid in May 2013. Phase I construction of these projects are slated to commence successively after the land acquisitions.

作為中國大型綜合商貿物流及商品交易中心領先發展商和營運商之一，華南城已準備就緒，抓緊強勁市場需求所帶來的巨大商機，加上本集團專注發展核心業務，促使深圳華南城、南昌華南城、南寧華南城、西安華南城、哈爾濱華南城及鄭州華南城於2012/13財政年度均錄得亮麗的合約銷售(包括融資租賃合同的物業銷售)業績。於2013年3月31日止財政年度，本集團錄得合約銷售約82億港元，按年上升15.5%(2011/12財政年度：71億港元)，超過本集團年度銷售目標80億港元。若撇除2011/12財政年度894百萬港元的資產出售收益，本集團的年度合約銷售按年同比增加32.2%，反映本集團於中國其他地區均能成功複製其商業模式及其強勁的執行能力。隨著更多項目落成及進入營運，以及項目所在地區城鎮化步伐加快，本集團預期在未來的增長勢頭會更迅速。

憑藉於深圳華南城的成功經驗及品牌知名度，本集團近年加強於交通網絡完善、經濟高速增長的地區擴充據點，以達致業務持續增長。於2012年4月及12月，本集團簽訂合作協議分別發展鄭州華南城及合肥華南城兩個新項目，使本集團的發展項目總數增至七個，這為推動本集團進一步增長確立穩定基礎。於2012年11月，本集團簽訂股權轉讓協議，收購哈爾濱寶力通市場開發管理有限公司(「寶力通」，前稱為哈爾濱毅德商貿城有限公司(「哈爾濱毅德」))全部股本。此交易已於2012年12月完成，此後，原哈爾濱毅德之項目將納入哈爾濱華南城，全面由本集團發展。於2012/13財政年度，哈爾濱華南城及鄭州華南城成功購得首批土地。合肥華南城的首批土地亦於2013年5月成功投得。該等項目的第一期工程將按計劃於購得相關土地後陸續展開。



## CHAIRMAN'S STATEMENT (CONTINUED)

### 主席報告(續)

To support the Group's growth opportunities, China South City has strived to fortify its capital base. In September 2012, the Group signed a HK\$400 million bilateral loan with The Hongkong and Shanghai Banking Corporation Limited ("HSBC"). In October 2012, the Group completed the issuance of US\$125 million senior notes. In April 2013, PAG, one of the leading alternative investment fund management groups in Asia with extensive experience in investing in the region's capital markets and property sectors, made a strategic investment of HK\$975 million in the Group in the form of convertible notes, at a conversion price of HK\$1.56 per new share of the Company. The new financing facilities and strategic investment demonstrate a strong vote of confidence from the capital market in the Group's excellent operations capabilities, sound business model and immense future growth potential.

### Expanded Ancillary Services

While further building upon its unique yet replicable "One Body with Two Wings" business model to serve the economic and industrial needs of the regions in which it operates, the Group continued to strengthen its five pillars of ancillary services – namely (i) outlet operation and management, (ii) e-commerce platforms, (iii) one-stop logistics services with warehousing, delivery and freight forwarding, (iv) property management and (v) convention and exhibition services – that complement its core business of developing and operating integrated logistics and trade centers during the Year with the aim of establishing a self-sustaining business operations model.

Highlights of the Group's relentless efforts in enhancing its ancillary services last year include the offering of over 100 brands at the outlet center of CSC Shenzhen. The Group also planned to have outlet centers launched at CSC Nanning, CSC Nanchang and CSC Xi'an for the fiscal year ending 31 March 2014 ("FY2013/14").

Aiming to allow the Group's trade center tenants to better promote their online wholesale and retail trade, China South City has also commenced the revamp of its e-commerce platforms to better meet the evolving market needs.

為支持本集團的增長機遇，華南城致力加強其資本基礎。於2012年9月，本集團與香港上海滙豐銀行有限公司(「滙豐銀行」)簽訂400百萬港元的雙邊貸款協議。此外，於2012年10月，本集團成功發行125百萬美元的優先票據。於2013年4月，一間於區內資本市場及物業市場擁有廣泛經驗，並為亞洲領先的另類投資基金管理集團－太盟投資集團(「PAG」)向本集團作出策略性投資，以975百萬港元購買本公司的可換股票據，新股換股價為每股1.56港元。此等新造融資及策略性投資均顯示資本市場對本集團卓越的經營能力、完善的商業模式及未來巨大增長潛力投下非常信任的一票。

### 拓展配套服務

為進一步在其獨特且可複製的「一體兩翼」商業模式基礎上發展，以滿足其業務所在地區的經濟及工業需求，本集團繼續強化五項配套服務支柱，包括(i)奧特萊斯商場經營及管理；(ii)電子商貿平台；(iii)提供倉儲、運輸及貨代服務的一站式物流服務；(iv)物業管理；(v)會議及展覽服務等，以全面配合其發展及經營核心業務－綜合商貿物流及商品交易中心，建立獨立可持續發展商業模式。

於去年，本集團努力不懈加強其配套服務，其中深圳華南城奧特萊斯中心新增至超過100個品牌商戶。本集團亦計劃於截至2014年3月31日止財政年度(「2013/14財政年度」)，將奧特萊斯業務陸續拓展至南寧華南城、南昌華南城及西安華南城。

為讓本集團的商品交易中心商戶能進一步體驗實體商舖結合網上交易所帶來的優勢，華南城正重整其電子商貿平台，以更能切合瞬息萬變的市場需求。

## CHAIRMAN'S STATEMENT (CONTINUED)

### 主席報告(續)

The Group is also committed to offering well-equipped supply-chain services. Meanwhile, the Group is also upgrading the warehouse facilities and freight forward market at CSC Shenzhen. To cope with the upcoming operation schedule, the construction, design and planning of the logistics facilities of other projects are also in the pipeline.

In addition, the Group continues to capitalize on its non-stop exhibition platform to promote trade in a joint effort with local governments. In June 2012, the Group led a delegation to participate in the China Harbin International Economic and Trade Fair to assist its tenants and merchants in promoting their businesses. The China (Shenzhen) International Industrial Fair ("Industrial Fair") and "2012 Hong Kong, Macau and Taiwan Commodity Fair" at CSC Shenzhen and the China-ASEAN Light Industrial Products Fair ("Light Industrial Fair") at CSC Nanning were successfully held in FY2012/13. In addition, the "2013 Hong Kong, Macau and Taiwan Commodity Fair" has its first time been held at CSC Nanchang in April 2013, which was also the first municipal event held at our Nanchang project. By raising its profile through these events, the Group is poised to enhance its brand recognition, display the strengths of its projects, and expand its customer base and network with domestic and international businesses.

### Prospects

Looking forward, the growth momentum of China's economy is expected to sustain as driven by the infrastructure investment and resilient internal demand. The Group remains optimistic about the long-term development of integrated logistics and trade centers in China, given the Chinese Government's structural transformation and new urbanization strategies promulgated in the "12th National Congress", the greater attention to modern logistics in the 12th National Five-Year Plan, coupled with the local governments' strategy to relocate existing wholesale markets from prime urban areas. Leveraging the Group's unique business model, proven operational capabilities and solid project pipelines, China South City is poised to capture the enormous market opportunities. The Group is optimistic about meeting its annual sales target of HK\$11.0 billion by the end of FY2013/14. With the support of its strong financial position and healthy cash flow, the Group will prudently continue to identify further investment opportunities with an aim to bring greater value to its shareholders.

為商品交易中心商戶提供設備完善的物流供應鏈是本集團致力的目標之一，現時，本集團正提升深圳華南城倉儲及貨代市場設施。為配合本集團於各地項目的營運時間表，多個項目的物流設施的施工、設計及規劃工作亦正在緊湊地進行中。

此外，本集團將繼續利用其永不落幕的展示平台，與地方政府攜手推廣地區性交易。於2012年6月，本集團帶領一個代表團，參與中國哈爾濱國際經濟及商貿博覽會，協助華南城租戶及商戶推廣業務。於2012/13財政年度成功在深圳華南城舉辦中國(深圳)國際工業博覽會(「工博會」)及2012年港澳台商品交易會，及在南寧華南城舉行中國－東盟輕工產品展覽會(「輕工展」)。此外，於2013年4月，「2013年港澳台商品交易會」亦首次於南昌華南城舉行，亦是南昌華南城舉辦的首個市級活動。透過這些活動，本集團提升了知名度，加強品牌在中國不同地區的認受性，展現項目的優勢，擴大客戶基礎，以及拓展國內及國際上的企業網絡。

### 前景

展望未來，在基建投資及內需復甦的支持下，中國經濟增長勢頭預期持續。基於中國政府於第十二屆全國人民代表大會推行產業升級及新的城鎮化政策、國家十二五規劃下更關注現代物流業的發展的趨向，以及地方政府致力實行政策將現時專業批發市場遷出市中心黃金地段，本集團對中國綜合商貿物流及商品交易中心的長遠發展持樂觀態度。憑藉本集團獨特的商業模式、經證實的經營實力及充足的建設項目供應，華南城已準備就緒抓緊巨大的市場商機。本集團對於2013/14財政年度達致銷售目標110億港元感樂觀。在良好的財政狀況及健康的現金流的支持下，本集團亦將穩建地繼續物色投資機會，為股東帶來更高價值。



## **CHAIRMAN'S STATEMENT (CONTINUED)**

### **主席報告(續)**

Lastly, on behalf of the Board, I would like to take this opportunity to express my sincere gratitude to our valued shareholders, customers and business partners for their trust and unwavering support. I would also like to thank our management and staff for their professionalism and wholehearted commitment.

**Cheng Chung Hing**  
*Co-Chairman & Executive Director*

Hong Kong, 24 June 2013

最後，本人藉此機會謹代表董事會衷心感謝所有股東、客戶及業務夥伴對本集團一直以來的信任及鼎力支持，同時亦對管理層及各員工的專業精神及承擔深表謝意。

**鄭松興**  
*聯席主席兼執行董事*

香港，2013年6月24日

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Business Overview

During the fiscal year under review, demand for trade centers remained strong as the Chinese Government implemented supportive measures such as an increase in infrastructure spending and monetary loosening, stabilizing the nation's economic growth. Along with the Central Government's structural transformation and new urbanization strategies promulgated in the "12th National Congress", the greater attention to modern logistics in the 12th National Five-Year Plan, and the local governments' strategic initiative to relocate existing wholesale markets from prime urban areas, all of these favorable factors facilitated growth for large-scale developers and operators of integrated logistics and trade centers.

By virtue of the diversifying income portfolio brought on by the launch of sales of new projects, the Group entered into a rapid growth phase in FY2012/13 with revenue reaching a record high of approximately HK\$7.5 billion, representing year-on-year growth of 104.0% (FY2011/12: HK\$3.7 billion). Contracted Sales also grew by 15.5% to HK\$8.2 billion (FY2011/12: HK\$7.1 billion), exceeding the annual sales target of HK\$8.0 billion.

### 業務概覽

於回顧財政年度，受惠於中國政府增加基建投資、推行貨幣寬鬆及穩定國家經濟增長等支援政策，商品交易中心需求維持強勁。隨著中央政府於第十二屆全國人民代表大會推行產業升級及新的城鎮化政策、在國家十二五規劃中加強對現代物流的關注以及地方政府將現有專業批發市場自城市黃金地段外遷的策略行動，以上有利因素促進了大型綜合商貿物流及商品交易中心發展商及營運商的發展。

隨著新項目推出銷售令收入組合更多元化，本集團於2012/13財政年度進入快速增長期，收益創新高達約75億港元，按年增長104.0%（2011/12財政年度：37億港元）。合約銷售亦按年增長15.5%至82億港元（2011/12財政年度：71億港元），超出年度銷售80億港元的目標。



▲ Presale event at CSC Shenzhen  
深圳華南城招商推介會

▲ Presale event at CSC Zhengzhou  
鄭州華南城招商推介會

## MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

### 管理層討論及分析(續)

Details on Contracted Sales are shown in the table below:

合約銷售詳情載於下表：

		Contracted area	Average selling price ("ASP") (before deduction of business tax)	Contracted amount (before deduction of business tax)	Project contribution
		合約面積	平均售價 (扣除營業稅前)	合約金額 (扣除營業稅前)	項目貢獻
		(sq. m.)	(HK\$/sq. m.)	(HK\$' million)	
		(平方米)	(港元/平方米)	(百萬港元)	
<b>CSC Shenzhen</b>	<b>深圳華南城</b>	<b>87,200</b>	<b>17,400</b>	<b>1,518.7</b>	<b>18.5%</b>
Trade center (Mall) <sup>(1)</sup>	交易中心(商場) <sup>(1)</sup>	58,500	20,900	1,222.9	14.9%
Office	辦公樓	16,600	10,900	181.9	2.2%
Residential property	住宅物業	12,100	9,400	113.9	1.4%
<b>CSC Nanchang</b>	<b>南昌華南城</b>	<b>219,300</b>	<b>10,500</b>	<b>2,303.9</b>	<b>28.1%</b>
Trade center (Mall)	交易中心(商場)	108,700	13,700	1,490.1	18.2%
Residential property	住宅物業	110,600	7,400	813.8	9.9%
<b>CSC Nanning</b>	<b>南寧華南城</b>	<b>71,600</b>	<b>11,300</b>	<b>807.7</b>	<b>9.9%</b>
Trade center (Mall)	交易中心(商場)	37,900	15,500	586.8	7.2%
Residential property	住宅物業	33,700	6,500	220.9	2.7%
<b>CSC Xi'an</b>	<b>西安華南城</b>	<b>194,400</b>	<b>10,100</b>	<b>1,971.5</b>	<b>24.0%</b>
Trade center (Mall)	交易中心(商場)	64,500	14,100	909.5	11.1%
Trade center (Detached) <sup>(2)</sup>	交易中心(單幢) <sup>(2)</sup>	129,900	8,200	1,062.0	12.9%
<b>CSC Zhengzhou</b>	<b>鄭州華南城</b>				
Trade center (Mall)	交易中心(商場)	103,000	13,200	1,355.7	16.5%
<b>CSC Harbin</b>	<b>哈爾濱華南城</b>				
Trade center (Detached)	交易中心(單幢)	33,500	7,400	248.1	3.0%
Total			N/A		
總計		709,000	不適用	8,205.6	100%

Notes: <sup>(1)</sup> Refer to multi-storey trade centers in shopping mall style.  
<sup>(2)</sup> Refer to standalone low-rise trade center shops.

註：<sup>(1)</sup> 指商場形式建設的多層交易中心。  
<sup>(2)</sup> 指單幢低層的交易中心商舖。



## MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

### 管理層討論及分析(續)

The Group strives to enhance its presence in fast growing economic regions with well-developed transportation networks in China to maintain its sustainable business growth. As of 31 March 2013, the Group has seven large-scale integrated logistics and trade center projects at different stages of development. CSC Shenzhen is currently in its phase III development whereas CSC Nanchang, CSC Nanning, CSC Xi'an, CSC Zhengzhou and CSC Harbin are in phase I. CSC Hefei is still under planning but will soon to commence its phase I development in the second quarter of FY2013/14, following the acquisition of the first batch of land in May 2013.

本集團致力於中國經濟高速增長且交通網絡發達的地區擴充據點，以鞏固業務持續增長。截至2013年3月31日，本集團共有七個處於不同發展階段的大型綜合商貿物流及商品交易中心項目。深圳華南城目前處於第三期發展階段，而南昌華南城、南寧華南城、西安華南城、鄭州華南城及哈爾濱華南城均處於一期發展。合肥華南城仍在規劃當中，惟其一期發展將隨着於2013年5月購得首批土地後，在2013/14財政年度第2季度展開。



▲ The phase I construction in full-swing in CSC Zhengzhou  
鄭州華南城一期建設正全速開展

▲ The Ground-breaking Ceremony at CSC Hefei in June 2013  
2013年6月於合肥華南城舉行奠基儀式

As of 31 March 2013, land with a total attributable gross floor area ("GFA") of 17.9 million sq.m. has been acquired throughout our projects aside from CSC Hefei. In May 2013, first batches of land with attributable GFA of 3.9 million sq.m. in CSC Hefei were also successfully bid for, increasing the Group's land bank to an attributable GFA of 21.8 million sq.m., accounting for 33% of its total planned GFA, with a weighted average land cost per GFA at RMB269/sq.m. among all projects.

截至2013年3月31日，本集團的項目(不包括合肥華南城)已收購可建總建築面積合共17.9百萬平方米的土地。於2013年5月，本集團成功投得合肥華南城的首批土地，可建建築面積達3.9百萬平方米，使本集團土地儲備增加至可建建築面積21.8百萬平方米，相當於總規劃建築面積33%，而所有項目按建築面積的加權平均土地成本為人民幣269元/平方米。

## MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

### 管理層討論及分析(續)

Details of project land bank are shown in the table below:

各項目土地儲備詳情載於下表：

#### Land Bank

as of 15 June 2013

#### 土地儲備

截至2013年6月15日

		Completed Properties (as of 31 March 2013) 竣工物業 (截至2013年3月31日)		Properties under Development 發展中物業	Properties Planned for Future Development 已規劃作未來 發展物業 Estimated 估計	Total Planned GFA 總規劃 建築面積 Estimated 估計	Attributable GFA for Land Acquired (% to Total Planned GFA) 已購土地可建建築面積 (佔總規劃建築面積百分比)	%
		Sold 已售	Unsold 未出售					
(in sq.m.) (平方米)								
CSC Shenzhen	深圳華南城	636,200	1,166,000	-	841,800	2,644,000	2,644,000	100%
CSC Nanchang	南昌華南城	563,400	199,600	328,000	3,189,000	4,280,000	4,280,000	100%
CSC Nanning	南寧華南城	62,700	266,300	1,032,000	3,519,000	4,880,000	2,480,000	51%
CSC Xi'an	西安華南城	177,300	446,500	309,000	16,567,200	17,500,000	2,045,000	12%
CSC Harbin	哈爾濱華南城	-	-	673,000	11,327,000	12,000,000	2,231,000	19%
CSC Zhengzhou	鄭州華南城	-	-	1,500,000	10,500,000	12,000,000	4,215,000	35%
CSC Hefei	合肥華南城	-	-	-	12,000,000	12,000,000	3,941,000	33%
Total	總計	1,439,600	2,078,400	3,842,000	57,944,000	65,304,000	21,836,000	33%

### Broaden Financing Channel

To support its rapid growth, China South City further fortified its solid financial position. In September 2012, the Group signed a HK\$400 million bilateral loan with HSBC with a one-year tenor at an interest rate of HIBOR+2.75% per annum. In the following month, the Group completed the issuance of US\$125 million senior notes at coupon rate of 13.5% per annum due in 2017. In April 2013, the Group introduced PAG, one of the leading alternative investment fund management groups in Asia with extensive experience in investing in the region's capital markets and property sectors, for a strategic investment of HK\$975 million in the form of convertible notes at coupon rate of 6.5% per annum due in 2018, at a conversion price of HK\$1.56 per new share of the Company.

The successful conclusion of the new financing facilities and the introduction of a new strategic investor is an assertion of the capital market towards the Group's excellent operational capabilities, sound business model and promising prospects. The Group's further improved financial position will not only allow it to fund properties under development and properties planned for future development, but will also allow it to explore opportunities by extending its footprint to other regional economic hubs in China.

### 拓寬融資渠道

為支持其增長步伐，華南城進一步鞏固其穩健的財務狀況。於2012年9月，本集團與滙豐銀行簽訂總值400百萬港元的一年期雙邊貸款，年利率按香港銀行同業拆息加2.75%計算。本集團在其後一個月完成發行於2017年到期的125百萬美元年票息率13.5%的優先票據。於2013年4月，本集團引入於亞洲資本市場及物業行業投資擁有豐富經驗，區內領先另類投資基金管理集團 – PAG，以2018年到期年票息率6.5%的可換股票據進行策略性投資，以975百萬港元購買本公司的可換股票據，新股換股價為每股1.56港元。

此等新造融資及新進策略性投資者均證明了資本市場對本集團卓越的經營能力、完善的商業模式及樂觀前景的肯定。進一步加強的財務狀況不僅可撥付其現行及未來之物業發展，更提供本集團涉足中國其他地區經濟樞紐，從中拓展商機的空間。

## MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

### 管理層討論及分析(續)

#### Operations on Projects: Five Pillars of Ancillary Services

To keep pace with its projects in Nanchang, Nanning and Xi'an slated for trial operation in FY2013/14, the Group continued to enhance its five pillars of ancillary services with the valuable experience gained from CSC Shenzhen, in a bid to complement its unique and replicable "One Body with Two Wings" business model, and aim to better serve its trade center merchants and customers and to allow them to enjoy a mutually-beneficial operation environment.

#### Outlet Operation and Management

As a part of the five core service pillars, the outlet team is committed to offering value branded goods to end-users and to boosting overall traffic flow. CSC Shenzhen opened its first outlet center in April 2011 mainly featuring global sportswear and outdoor brands initially, but it now accommodates brands of sportswear, casualwear, outdoor wear, men's and women's fashion. There are over 100 international brands such as Levis, Chevignon, Columbia, Samsonite, Nike, Adidas, etc. Building on the successful opening of the outlet center at CSC Shenzhen, the Group continues to expand and replicate this further at its other projects. The outlet centers at CSC Nanning, CSC Nanchang and CSC Xi'an are scheduled for trial operation in FY2013/14.

#### E-commerce Platforms

The Group's online platforms primarily aim to provide our trade center shops the combined advantages of physical stores and virtual shops for both B2B and B2C trading. As of 31 March 2013, there were over 4,750 cumulative online trade shops from our Shenzhen project with over 195,000 registered users. With more projects slated for operation in FY2013/14 successively, the quantity and variety of goods available on its online platform are expected to increase substantially.

#### 項目營運：五項配套服務支柱

為配合南昌、南寧及西安項目預期於2013/14財政年度的營運試業，本集團將繼續借助自深圳華南城的寶貴經驗加強五項配套服務支柱，以實現其獨特且可複製的「一體兩翼」商業模式，從而提升服務質素，使商戶及顧客享受互惠互利的營商環境。

#### 奧特萊斯商場經營及管理

作為五項核心服務支柱之一，奧特萊斯團隊致力為顧客提供超值的品牌商品，並增加整體人流。深圳華南城於2011年4月開設首個奧特萊斯中心，最初主要以國際體育及戶外品牌為主，迄今已集體育運動、休閒戶外，男女服裝品牌等。該中心已囊括超過100個國際品牌如Levis、Chevignon、Columbia、新秀麗、耐克、阿迪達斯等。建基於深圳華南城奧特萊斯中心成功營運的基礎，本集團將繼續擴展該模式及複製至其他項目。南寧華南城、南昌華南城及西安華南城的奧特萊斯中心預期於2013/14財政年度試業。

#### 電子商貿平台

本集團的網上平台主要目的是向交易中心商戶提供實體商舖及虛擬商舖的結合優勢，包括企業對企業及企業對顧客的交易。截至2013年3月31日，網上平台已從深圳項目累積超過4,750間已登記網上商舖及超過195,000名註冊用戶。隨著本集團更多項目預期陸續於2013/14財政年度展開營運，於華南城網上平台可售的貨品數目及種類預期將大幅增加。



▲ Warehousing in CSC Nanning  
南寧華南城倉儲設施



▲ Outlet center at CSC Shenzhen  
深圳華南城奧特萊斯中心



## MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

### 管理層討論及分析(續)

In a bid to enhance the scope of the Group's e-commerce services, an e-commerce park with a total GFA of 65,000 sq.m. has been established at the CSC Shenzhen phase II trade center and has been appointed as a "Model Unit of E-commerce" by the Municipal Government of Shenzhen. CSC Shenzhen and the tenants of the park can benefit from the supporting policies introduced by the local government.

#### One-stop logistics services

A subsidiary dedicated in logistics services is in charge of warehousing and logistics services of the Group. Currently, it runs warehousing and freight forwarding market in CSC Shenzhen. It also provides warehousing management service and arranges on-site third party delivery and distribution services. With the development of our projects and the growing demand from our customers, our logistics services will be extended from our Shenzhen project to Nanning, Nanchang, Xi'an and Zhengzhou in FY2013/14 with a broadened service range, including scaled-up warehousing and management as well as freight forwarding markets, together with exchange centers with nationwide freight and logistics network, in a bid to provide our customers with one-stop logistics services on warehousing, transportation and distribution.

為加強本集團電子商貿服務的範圍，深圳華南城二期商品交易中心已劃分了一個總建築面積65,000平方米的電子商務產業園，並獲深圳市政府評為「電子商務應用示範單位」。深圳華南城及該產業園的租戶均受惠於當地政府推出的相關支持政策。

#### 一站式物流服務

專責物流服務的附屬公司負責本集團內各項目公司的倉儲及物流服務。目前在深圳華南城的服務主要包括倉庫及貨代市場租賃及倉儲貨物管理，以及安排由第三方提供的駐場運輸及配送服務。隨著本集團項目的發展及商戶對服務需求的提升，由2013/14財政年度開始，倉儲物流服務將由深圳擴展至南寧、南昌、西安、鄭州等，所涵蓋的服務亦將擴展至包涵大型倉儲租賃及管理、大型貨代市場租賃及管理、全國聯網信息交易中心運營等，為商戶提供一站式物流服務包括倉儲、運輸、配送等。



▲ The 5th Industrial Fair in CSC Shenzhen  
第五屆工博會於深圳華南城舉行

▲ The 9th Light Industrial Fair in CSC Nanning  
第九屆輕工展於南寧華南城舉行

## MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

### 管理層討論及分析(續)

#### Property Management

With an aim of ensuring project safety and sustainability, the Group has established project management teams to be stationed at the projects when construction commences so as to provide professional advice and to take into account the sustainability and specific needs at each project in order to ensure its smooth operation. In addition, the Group has entered into management agreement with our trade center shops owners and tenants for property management service. This will allow a better management and service on each of our projects, and in turn become a source of income to the Group. The Group endeavors to differentiate its projects from old wholesale markets by stepping up efforts to strengthen fire prevention standards, security, maintenance services as well as the management of transportation and parking lots at each of its project sites.

#### Convention and Exhibition Services

Through its non-stop exhibition platform aimed at promoting trade and through joint efforts with local governments to attract international and regional exhibitors and to draw traffic and business flow to its trade centers, the Group continued to organize signature regional exhibitions and conventions.

In addition, to promote the businesses of its trade center merchants while seeking to expand its business outreach, the Group has a team specified in convention and exhibition services formed to actively take part in trade fairs across the country.

#### Trade Fairs at a Glance

In April 2012, the Group co-organized the 5th Industrial Fair with the China Council for the Promotion of International Trade, the China Chamber of International Commerce and the Shenzhen Municipal People's Government. With the supportive involvement of the municipal and regional governments, CSC Shenzhen has proven to be an effective platform for merchants outside Shenzhen to promote their businesses and for the local government to attract cross-regional trade.

The Hong Kong, Macau and Taiwan Commodity Fair from 29 September to 4 October 2012 in CSC Shenzhen, co-organized by the Trade Development Bureau of the Ministry of Commerce, the Group, etc., involved Macau for the first time. It was the first fair in China to feature a single exhibition accommodating exhibitors from the three economies with an aim to support national trade policies and to advocate cross-regional trade.

#### 物業管理

為確保項目的安全及可持續性，本集團已設立項目管理團隊，在建設工程進行時開始駐守項目，提供專業意見，亦會考慮各項目的持續性問題及特殊需要，確保各項目能順利投入營運。此外，本集團已與交易中心業主及商戶就物業管理服務訂立管理協議。此能讓本集團對各項目有更佳的管理及服務，另亦可為本集團提供收入來源。本集團致力提高旗下各項目的防火標準、保安、保養服務以至交通及停車場管理，以突顯旗下項目與舊批發市場的不同。

#### 會議展覽服務

本集團以其「永不落幕」展覽平台的優勢，持續籌辦具代表性的地區展覽會議活動，為商戶推廣貿易，加上與當地政府攜手合作，致力吸引國際及地方參展商，為交易中心帶來更多人流及業務量。

此外，為推廣商戶的業務，同時擴充華南城業務覆蓋範圍，本集團設有會展團隊，積極參與國內商貿展覽活動。

#### 貿易博覽會回顧

於2012年4月，本集團與中國國際貿易促進委員會、中國國際商會及深圳市人民政府合辦第五屆工博會。在市級以至地區政府的大力支持下，深圳華南城的表現足證其乃有效的平台，可供深圳市以外的商戶宣傳業務，亦可讓當地政府促進跨區貿易。

由本集團與商務部外貿發展事務局等機構合辦的港澳台商品交易會於2012年9月29日至10月4日在深圳華南城舉行，並首次納入澳門參與。此為中國首辦可同時容納兩岸三地參展商參展的博覽會，以支持國家貿易政策，並促進跨區貿易。

## MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

### 管理層討論及分析(續)

Leveraging its success in Shenzhen, the Hong Kong, Macau and Taiwan Commodity Fair was also held in CSC Nanchang between 28 April and 2 May 2013, and was co-organized by the Trade Development Bureau of Ministry of Commerce, the Municipal Government of Nanchang and the Group.

Since 2011, the Group has held the renowned Light Industrial Fair at CSC Nanning between September and October each year. The 9th Light Industrial Fair, co-organized by the Ministry of Commerce of China and their ASEAN counterparts plus the China-ASEAN Expo Secretariat, and hosted by the government of the Guangxi Zhuang Autonomous Region, was held at CSC Nanning from 21 to 25 September 2012, and received an overwhelming response.

These five interdependent service pillars, coupled with our trade centers, provide an integrated platform for our trade center tenants and their customers from which they can access a comprehensive range of trade, logistics and supporting services at our seven leading projects.

### China South City Shenzhen

CSC Shenzhen, the first project developed by the Group, is strategically located in the heart of the Pearl River Delta region and is centered within an extensive transportation network. Occupying a site area of approximately 1.06 million sq.m., the project comprises a planned total GFA of approximately 2.64 million sq.m.. As of 31 March 2013, phase I, phase II and part of its phase III properties with a total GFA of approximately 1.80 million sq.m. is in operation, of which approximately 1.32 million sq.m. is trade center and approximately 485,000 sq.m. are ancillary facilities.

Currently, CSC Shenzhen is in its phase III development with a total planned GFA of approximately 1.2 million sq.m., including 842,000 sq.m. of trade centers, 330,000 sq.m. of logistics facilities and 52,000 sq.m. of office facilities. Apart from the office facilities completed by FY2011/12, trade center Plaza 5, a multi-functional trade center complex designed for the trading of electronic goods, gadgets and accessories was launched in March 2013. With a planned GFA of 330,000 sq.m., it comprises 232,000 sq.m. trade center units, 64,000 sq.m. apartment units and 34,000 sq.m. office units.

秉承於深圳的成功經驗，港澳台商品交易會亦於2013年4月28日至5月2日假座南昌華南城舉行，合辦機關包括商務部外貿發展事務局、南昌市政府以及本集團。

自2011年以來，本集團每年9月及10月之間均會在南寧華南城籌辦知名的盛事—輕工展，而由中國商務部聯同其東盟對口單位及中國—東盟博覽會秘書處合辦，廣西壯族自治區人民政府協辦的第九屆輕工展已於2012年9月21日至25日在南寧華南城舉行，盛況空前。

此五項服務支柱相互依存，連同交易中心，為本集團七大項目的交易中心商戶及其客戶提供一個綜合平台，得享全方位的交易、物流及配套服務。

### 深圳華南城

深圳華南城為本集團首個發展項目，位處珠江三角洲地區心臟地帶，擁有完善交通網絡配套，策略上盡佔地利。項目佔地面積約1.06百萬平方米，而總規劃建築面積則約為2.64百萬平方米。截至2013年3月31日，其一期、二期及部分三期物業總建築面積約1.80百萬平方米已投入營運，其中約1.32百萬平方米及約485,000平方米分別為交易中心及配套設施。

目前，深圳華南城正處於第三期發展階段，預計總規劃建築面積約1.2百萬平方米，涵蓋842,000平方米的交易中心，330,000平方米的倉儲物流設施及52,000平方米的辦公樓。辦公樓已於2011/12財政年度完成建設，而交易中心5號廣場亦已於2013年3月推出，其乃專為電子用品、科技玩意及配件而設的多功能綜合交易廣場，其規劃建築面積為330,000平方米，包括232,000平方米的交易中心單位、64,000平方米的公寓單位以及34,000平方米的辦公樓單位。



## MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

### 管理層討論及分析(續)

By stepping up the Group's marketing efforts in tandem with the increasingly mature operation, CSC Shenzhen continued to record significant results with Contracted Sales in FY2012/13, amounting to HK\$1,518.7 million (FY2011/12: HK\$1,335.1 million), including trade center units with GFA of approximately 58,500 sq.m. at an ASP HK\$20,900/sq.m., mainly from Plaza 5 of phase III and the remaining phase I and II properties, (FY2011/12: Total GFA of 51,300 sq.m. at an ASP HK\$17,300/sq.m.), office units with a total GFA approximately 16,600 sq.m. at an ASP HK\$10,900/sq.m. (FY2011/12: Total GFA of 41,000 sq.m. at an ASP HK\$10,000/sq.m) and residential properties with a total GFA approximately 12,100 sq.m. at an ASP HK\$9,400/sq.m. (FY2011/12: Total GFA of 4,500 sq.m. at an ASP HK\$7,700/sq.m.).

For FY2012/13, rental income rose steadily by 28.6% as compared to the last fiscal year, mainly due to rental increases resulting from tenancy renewals and new lease contracts signed during the fiscal year. As at 31 March 2013, the occupancy rate and rental income of phase I trade center and shops reached 96% and HK\$40/sq.m. (As at 31 March 2012: 95% at HK\$35/sq.m.). The total occupancy rate of the launched rentable total GFA of phase II trade center and shops increased to 55% and HK\$35/sq.m. respectively (As at 31 March 2012: 48% at HK\$35/sq.m.).

### China South City Nanchang

CSC Nanchang, strategically situated in Nanchang the capital city of Jiangxi Province, aims to fully leverage its advantageous location at one of China's major transportation hubs to operate as a dynamic integrated logistics trading platform for the Pan Pearl River Delta and Yangtze River Delta regions. Located at the intersection of the Jingjiu and Zhegan Railways, the site is readily accessible to suppliers, manufacturers and merchants via major highways, the largest port on the Gan River and a complete freight network including a cargo marshalling yard, a container terminus and an international airport, together with Nanchang West Railway Station – a principal high speed rail station located just about 1.2 km from CSC Nanchang and slated for operation at the end of 2013. Furthermore, the Jiangxi provincial government is scheduled to relocate its office to the vicinity of merely approximately 2 km from our project site in the first quarter of 2014, which will boost the business potential of the trade centers and supporting facilities at CSC Nanchang.

為配合日益成熟的業務營運，本集團加強營銷力度，帶動深圳華南城繼續表現卓越，於2012/13財政年度錄得合約銷售1,518.7百萬港元(2011/12財政年度：1,335.1百萬港元)，其中以平均售價20,900港元/平方米售出建築面積約58,500平方米主要來自三期的5號廣場及餘下一期及二期的交易中心單位，(2011/12財政年度：以平均售價17,300港元/平方米售出總建築面積51,300平方米)；以平均售價10,900港元/平方米售出總建築面積約16,600平方米的辦公樓單位(2011/12財政年度：以平均售價10,000港元/平方米售出總建築面積41,000平方米)；以及以平均售價9,400港元/平方米售出總建築面積約12,100平方米的住宅物業(2011/12財政年度：以平均售價7,700港元/平方米售出總建築面積4,500平方米)。

相較上一個財政年度，深圳華南城租賃收入於2012/13財政年度穩步上升28.6%，主要由於本財政年度內重續租約及新簽訂租約租金上調。於2013年3月31日一期交易中心及商舖的總佔用率及租金收入分別升至96%及40港元/平方米(2012年3月31日：95%及35港元/平方米)。就二期交易中心及商舖已推出可出租總建築面積而言，總佔用率增加至55%，租金收入為35港元/平方米(2012年3月31日：48%及35港元/平方米)。

### 南昌華南城

南昌華南城位於江西省省會南昌市，充份發揮其位於中國主要交通樞紐的優越地理位置，致力打造成為泛珠三角及長三角地區的繁華綜合商貿物流及商品交易中心。項目選址位於京九及浙贛鐵路交匯點，鄰近主要的高速公路、贛江的最大港口，並連接完善的貨運網絡，毗鄰鐵路編組站、鐵海聯運集裝箱堆場及國際機場，距該區高鐵主要車站 – 南昌西客站只約1.2公里，該車站將於2013年底投入服務，為供應商、生產商及商家提供方便的交通接連。此外，江西省政府計劃於2014年首季將辦事處遷往距華南城項目僅約2公里距離的新址，這將有助提升南昌華南城的交易中心及配套設施的商業潛力。

## MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

### 管理層討論及分析(續)

With a site area of approximately 1.54 million sq.m. and a total planned GFA of approximately 4.28 million sq.m., CSC Nanchang will provide a comprehensive set of facilities that comprises trade centers, supporting commercial and residential facilities, warehouses and car parks. CSC Nanchang is being developed in phases with phase I to cover a planned GFA of 1.09 million sq.m. including 708,000 sq.m. of trade centers and 383,000 sq.m. of supporting residential facilities.

Construction of residential facilities was completed during the first half of FY2012/13. Also a GFA of 380,000 sq.m. of trade center, covering clothing and textile, small commodities as well as shoes and accessories, was completed in the previous fiscal year, while the construction of the remaining 328,000 sq.m. phase I trade centers planned for outlets, branded fashion and green food, will be completed in FY2013/14. CSC Nanchang is slated for trial operation in the fourth quarter of FY2013/14 ("Q4 FY2013/14"), in a bid to capture the synergy effect brought by the opening of the Nanchang West Railway Station.

In FY2012/13, CSC Nanchang recorded a total Contracted Sales of HK\$2,303.9 million (FY2011/12: HK\$3,063.3 million), of which a GFA of 108,700 sq.m. trade centers sold at an ASP of HK\$13,700/sq.m. (FY2011/12: total GFA of 174,300 sq.m. at an ASP of HK\$11,900/sq.m.). The keen market response seen in the sales of the trade centers also spurred sales of ancillary residential facilities at CSC Nanchang. A total GFA of 110,600 sq.m. residential units was sold at an ASP of HK\$7,400/sq.m. (FY2011/12: Total GFA of 170,600 sq.m. at an ASP of HK\$5,800/sq.m.).

### China South City Nanning

CSC Nanning is strategically located in a prime area of Nanning, the capital city of the Guangxi Zhuang Autonomous Region. It is highly accessible to railway stations, highways and an international airport and distinguishes itself as a critical gateway between China and ASEAN countries. Capitalizing on its proximity to Southeast Asia, and with the establishment of the China-ASEAN Free Trade Area which enjoys a tariff waiver for cross-border trade activities, CSC Nanning is poised to meet the growing demand from the Northern Bay Region and Southeast Asia.

南昌華南城佔地面積約1.54百萬平方米，總規劃建築面積約4.28百萬平方米，將提供全面配套設施，包括交易中心、商業及住宅配套設施、倉儲及停車場等。南昌華南城分階段發展，一期的規劃建築面積為1.09百萬平方米，包括708,000平方米的交易中心及383,000平方米的配套住宅設施。

住宅設施的建築工程已於2012/13財政年度上半年竣工。而建築面積380,000平方米，涵蓋紡織服裝、小商品、鞋類及配件行業的交易中心已於上個財政年度竣工，其餘一期在建的328,000平方米交易中心的工程，計劃開設奧特萊斯中心、品牌服裝及綠色食品等預期於2013/14財政年度竣工。南昌華南城計劃於2013/14財政年度第4季度試業，以把握南昌西客站投入服務所帶來的協同效益。

於2012/13財政年度，南昌華南城錄得合約銷售總額2,303.9百萬港元(2011/12財政年度：3,063.3百萬港元)其中以平均售價13,700港元/平方米售出總建築面積108,700平方米交易中心(2011/12財政年度：以平均售價11,900港元/平方米售出總建築面積174,300平方米)。交易中心銷情熱烈，亦帶動了南昌華南城住宅配套設施的銷情，住宅單位以平均售價7,400港元/平方米售出總建築面積110,600平方米(2011/12財政年度：以平均售價5,800港元/平方米售出總建築面積170,600平方米)。

### 南寧華南城

南寧華南城位於廣西壯族自治區首府南寧市的優越地段，選址與火車站、高速公路及國際機場接連，交通便利，是中國與東盟成員國之間的重要窗口。利用其毗鄰東南亞的地理優勢，加上豁免跨境貿易關稅的中國-東盟自由貿易區的成立，南寧華南城定位為滿足北部灣及東南亞地區的日增需求。

## MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

### 管理層討論及分析(續)

The project has a planned net land area of approximately 1.83 million sq.m. and a planned total GFA of approximately 4.88 million sq.m.. CSC Nanning is currently under its phase I development, and construction of GFA approximately 1.36 million sq.m. is underway, which comprises approximately 896,000 sq.m. trade centers and 465,000 sq.m. residential facilities. For phase I trade centers, a GFA of approximately 329,000 sq.m., serving the machinery and hardware, leather, clothing and textile industries has been completed in FY2011/12. The remaining 567,000 sq.m. of trade centers, planned for housewares and furnishing products, tea and tea wares, ASEAN products, outlets as well as showrooms, are under construction. During the fiscal year under review, approval for change in land use for residential purpose at CSC Nanning was granted by the Nanning Bureau of Land at land grant fees of RMB533.5 million for a planned GFA of 586,500 sq.m., of which 465,000 sq.m. is currently under construction. Together with the trade centers, it is expected that the remaining phase I construction, with a GFA approximately 1.03 million sq.m., would be completed by FY2013/14.

In FY2012/13, CSC Nanning generated Contracted Sales of HK\$807.7 million (FY2011/12: HK\$507.0 million), of which trade centers accounted for a total GFA of 37,900 sq.m. sold at an ASP of approximately HK\$15,500/sq.m. (FY2011/12: Total GFA of 35,300 sq.m. at an ASP of HK\$14,400/sq.m.) and a total GFA of 33,700 sq.m. residential units sold at an ASP of approximately HK\$6,500/sq.m. (FY2011/12: Nil).

### China South City Xi'an

Strategically located in the Xi'an International Trade and Logistics Park in Shaanxi Province, CSC Xi'an is easily accessible within an extensive transportation network connected to a railway container terminal and the largest bonded area in the northwestern regions of China. Two subway lines will cross the site, with one of the planned subway stations to be located next to the phase I buildings. CSC Xi'an, which is 65% owned by the Group, is a joint venture between the Group and Shenzhen Shi Hao De Tien Cheng Investment Limited.

CSC Xi'an has a planned total site area of approximately 10.0 million sq.m. and a total planned GFA of approximately 17.5 million sq.m., half of which will be trade centers and the remaining half is planned for ancillary facilities. In FY2012/13, the Group acquired land with total site area of approximately 120,000 sq.m.. The newly acquired land, with planned GFA of 359,000 sq.m., will be used for the development of logistics and trade centers.

該項目的規劃建築淨佔地面積約1.83百萬平方米，總規劃建築面積約4.88百萬平方米。南寧華南城現正進行一期發展，其中建築面積約1.36百萬平方米的建設工程已經展開，包括約896,000平方米的交易中心及465,000平方米的住宅設施。一期建築面積約329,000平方米的交易中心已於2011/12財政年度竣工，主要服務五金機電、皮革、服裝及紡織等行業。而餘下567,000平方米的交易中心現正進行興建，計劃作為家具用品及產品、茶業及茶具、東盟特色商品、奧特萊斯中心及展銷場地。於回顧財政年度，南寧市國土資源局批准南寧華南城以土地出讓金人民幣533.5百萬元將規劃建築面積586,500平方米之土地更改為住宅用地之申請，其中約465,000平方米正在興建。連同交易中心，一期餘下建築面積約1.03百萬平方米的建設工程預期於2013/14財政年度竣工。

於2012/13財政年度，南寧華南城錄得807.7百萬港元的合約銷售(2011/12財政年度：507.0百萬港元)，其中交易中心以平均售價約15,500港元/平方米售出總建築面積37,900平方米(2011/12財政年度：以平均售價14,400港元/平方米售出總建築面積35,300平方米)，而住宅單位則以平均售價約6,500港元/平方米售出總建築面積33,700平方米(2011/12財政年度：無)。

### 西安華南城

西安華南城坐擁陝西省西安國際港務區的策略位置，交通便利，位於連結鐵路集裝箱中心以及中國西北地區最大保稅區的交通網絡內。兩條地下鐵路線橫跨該址，其中一個規劃地下鐵路站將建於一期建築物旁。西安華南城65%權益由本集團擁有，為本集團與深圳市豪德天成投資有限公司的合營公司。

西安華南城總規劃佔地面積約10.0百萬平方米，總規劃建築面積約17.5百萬平方米，其中一半將用作商品交易中心，而其餘則規劃作配套設施。於2012/13財政年度，本集團購入佔地面積共約120,000平方米的土地。新購置土地的規劃建築面積為359,000平方米，將用作發展物流及商品交易中心。



## MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

### 管理層討論及分析(續)

CSC Xi'an is currently under its phase I construction with total planned GFA of approximately 933,000 sq.m., which includes trade centers of GFA of 557,000 sq.m. in shopping mall style covering fashion, clothing and accessories industries completed in FY2012/13. There are also standalone low-rise trade center shops with GFA of 376,000 sq.m. mainly serving machinery and hardware industries, with part of the construction completed in this fiscal year, and the remaining standalone low-rise trade center with GFA of 309,000 sq.m. is also expected to have construction completed by FY2013/14. With part of the phase I successively delivered in the second half of the fiscal year, trial operation is planned to commence in Q4 FY2013/14.

In FY2012/13, a total of HK\$1,971.5 million Contracted Sales was generated from trade centers, including trade centers in shopping mall style for a total GFA of 64,500 sq.m. at an ASP of approximately HK\$14,100/sq.m. (FY2011/12: Total GFA of 57,500 sq.m. at an ASP of HK\$13,900/sq.m), and standalone low-rise trade center shops for a total GFA of 129,900 sq.m. at an ASP of approximately HK\$8,200/sq.m. (FY2011/12: Total GFA of 40,700 sq.m. at an ASP of HK\$8,200/sq.m.).

### China South City Harbin

Situated in the Daowai district of Harbin, the capital city of Heilongjiang Province, CSC Harbin makes full use of its advantageous location in Northeast China, a premier hub for cross-border trade with countries in Northeast Asia, and its proximity to the China-Russia border is expected to bridge economic activities within the region. Capitalizing on the opportunities arising from the emerging potential for development in the area, CSC Harbin is poised to become the largest trade center in Northeast China.

By December 2012, the Group completed the acquisition of the entire equity capital of Baolitong at a total consideration of RMB500 million. With the project developed by Baolitong included into our CSC Harbin project, the Group will be able to fully control and realize the synergy brought on by the centralized and coordinated development of the two parcels of land.

西安華南城現正進行總規劃建築面積約933,000平方米之一期建設，其中包括已於2012/13財政年度完成建設，建築面積共約557,000平方米以商場式設計的交易中心，主要涵蓋時裝及服飾等行業。另有單幢低層交易中心商舖，建築面積合共約376,000平方米，主要服務五金機電行業，部分單位已於本財政年度相繼完成建設，餘下建築面積約309,000平方米的單幢低層交易中心亦預期於2013/14財政年度完成。隨著部分一期建設已於本財政年度下半年陸續交付，西安華南城計劃於2013/14財政年度第4季度試業。

於2012/13財政年度，西安華南城共錄得1,971.5百萬港元交易中心的合約銷售，其中包括以平均售價約14,100港元/平方米售出總建築面積64,500平方米商場式設計的交易中心(2011/12財政年度：以平均售價13,900港元/平方米售出總建築面積57,500平方米)，以及以平均售價約8,200港元/平方米售出總建築面積約129,900平方米的單幢低層交易中心商舖(2011/12財政年度：以平均售價8,200港元/平方米售出總建築面積40,700平方米)。

### 哈爾濱華南城

哈爾濱華南城位於黑龍江省省會哈爾濱市道外區，盡佔中國東北部的地理優勢，是東北亞國家進行跨境貿易的主要樞紐，加上毗鄰中俄邊境的優越地位，可望促進該區的經濟活動。藉著該區發展潛力湧現帶來的機遇，哈爾濱華南城定位為中國東北部最大商品交易中心。

於2012年12月，本集團以總代價人民幣500百萬元完成收購寶力通全部股本，並一併將其發展的項目納入為哈爾濱華南城項目，本集團將可完全掌控及實現集中並協調開發該兩幅土地所帶來的協同效益。

## MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

### 管理層討論及分析(續)

After the acquisition, CSC Harbin has a planned site area of approximately 10.0 million sq.m. and a planned total GFA of approximately 12.0 million sq.m.. In FY2012/13, a total attributable GFA of 2.2 million sq.m. was obtained via tendering, auction and listing-for-sale procedures and the acquisition of Baolitong. Phase I construction has a total planned GFA of 1.57 million sq.m., including 1.07 million sq.m. trade centers and 497,000 sq.m. ancillary facilities. Currently, trade centers of GFA approximately 673,000 sq.m. are under construction and approximately of which 318,000 sq.m. are expected to be completed by FY2013/14. For the trade centers under construction there are 436,000 sq.m. in shopping mall style, covering housewares and furnishing products, outlets and boutique shops. The remaining 237,000 sq.m. are standalone low-rise trade center shops targeted for machinery and hardware, as well as construction materials. In FY2012/13, part of the standalone low-rise shops were launched in the market. Driven by an enthusiastic market response, a total GFA of 33,500 sq.m. was sold at an ASP of HK\$7,400/sq.m., generating Contracted Sales of HK\$248.1 million.

### China South City Zhengzhou

Leveraging its strategic location in Zhengzhou, the capital city of Henan Province, CSC Zhengzhou has access to extensive transportation networks, being a mere 16 km away from Zhengzhou Xingzheng International Airport and only a couple of kilometers away from the Beijing-Guangzhou Railway Freight Station and Beijing-Hong Kong-Macao Highway. CSC Zhengzhou aims to meet the strong demand for integrated logistics and trade centers driven by the thriving trading business in China's interior regions. More importantly, the projects, which are being developed in phases, are in line with the government plans for urban rejuvenation, particularly the plan to relocate and consolidate old wholesale markets in the city between 2012 and 2015.

CSC Zhengzhou has a total net land area of approximately 7.0 million sq.m. and total planned GFA of 12.0 million sq.m.. In FY2012/13, the Group acquired the first batch of land for CSC Zhengzhou. The attributable GFA for the newly acquired land is approximately 4.2 million sq.m., and will be used for the development of trade centers.

自收購後，哈爾濱華南城規劃佔地面積約10.0百萬平方米，總規劃建築面積約12.0百萬平方米。於2012/13財政年度，該項目已透過招拍掛及收購寶力通，取得總建築面積約2.2百萬平方米之土地。哈爾濱華南城一期建築面積約1.57百萬平方米，其中1.07百萬平方米為交易中心，而497,000平方米為配套設施。現時在建的均為交易中心，建築面積約673,000平方米，其中約318,000平方米預期於2013/14財政年度竣工。在建的交易中心其中436,000平方米為商場式設計，涵蓋家居用品及產品、奧特萊斯中心及服飾精品。餘下237,000平方米為單幢低層交易中心商舖，主要服務五金及建材行業。於2012/13財政年度，部份單幢低層商舖已推出市場。市場反應熱烈，並以平均售價7,400港元/平方米售出總建築面積33,500平方米，產生合約銷售248.1百萬港元。

### 鄭州華南城

鄭州華南城憑藉其位處河南省省會城市鄭州的策略優勢，連接廣泛的運輸網絡，距離鄭州新鄭國際機場僅約16公里，與京廣鐵路貨運站及京港澳高速公路亦僅數公里之遙。鄭州華南城致力迎合中國內陸地區隨著貿易活動日益頻繁而對綜合商貿物流及商品交易中心產生的強大需求。更重要的是，該項目現正分階段發展，正好配合政府的城鎮活化計劃，特別是該市於2012年至2015年進行的舊專業批發市場搬遷及整合的規劃。

鄭州華南城的規劃淨用地總面積約7.0百萬平方米，總規劃建築面積12.0百萬平方米。於2012/13財政年度，本集團購入鄭州華南城首批土地，預期可建建築面積約為4.2百萬平方米，該土地將用作發展商貿交易中心。

## MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

### 管理層討論及分析(續)

Phase I trade centers with planned GFA of 2.65 million sq.m. are expected to cover six industries, including construction materials, machinery and hardware, automobile and accessories, small commodities, household goods and grains, and dried food and seasonings. Currently, a total GFA of approximately 1.50 million sq.m. is under construction and expected to be completed by FY2013/14, of which 500,000 sq.m. is a trade center in shopping mall style, serving small commodities. The remaining 1.0 million sq.m. are standalone low-rise trade center shops targeted for machinery and hardware, as well as construction materials. In FY2012/13, the trade center in shopping mall style was launched with fervent response. A total GFA of 103,000 sq.m. was contracted at an ASP of HK\$13,200/sq.m., generating Contracted Sales of HK\$1,355.7 million.

### China South City Hefei

Situated in Hefei, the capital city of Anhui Province, transport hub in East China and a political, economic, cultural and financial center at the heart of East China, CSC Hefei capitalizes on the strategic location in Hefei New Industrial Demonstration Park with well-developed infrastructure in adjacent areas and fully utilizes the city's extensive transportation system of railways, highways and river transport across China.

According to the cooperative agreement signed with the Hefei Government and Feixi County Government on 1 December 2012 for the development of a large-scale, integrated logistics and trade center in Hefei, CSC Hefei has a planned total net land area of approximately 10.0 million sq.m. and a planned GFA of 12.0 million sq.m..

In May 2013, the Group successfully bid for the first batch of land for CSC Hefei. The land acquired has a total site area of 1.36 million sq.m. with attributable GFA of 3.94 million sq.m.. On 28 June 2013, the Ground-breaking Ceremony was held at CSC Hefei. Construction is then scheduled to commence in FY2013/14.

一期商品交易中心規劃建築面積約2.65百萬平方米，預期涵蓋六個行業，包括建築材料、機械及硬件、汽車及配件、小商品、家品及穀物以及乾糧及調味料。現時在建總建築面積約1.50百萬平方米，包括500,000平方米服務小商品的商場式設計交易中心，以及餘下約1.0百萬平方米，涵蓋建材及五金機電行業的單幢低層交易中心商舖，預計於2013/14財政年度竣工。其中商場式設計交易中心已於2012/13財政年度推出市場，且反應熱烈，並以平均售價13,200港元/平方米售出總建築面積103,000平方米，產生合約銷售1,355.7百萬港元。

### 合肥華南城

合肥華南城位處安徽省省會城市合肥，為華東交通樞紐，同時亦為華東心臟地帶的政治、經濟、文化及金融中心。合肥華南城位於合肥新工業示範園，盡享鄰近完善基礎建設的策略地利，並充分運用城中廣泛的鐵路、高速公路及河運運輸系統接連全國。

根據本公司與合肥市政府及肥西縣政府於2012年12月1日就於合肥發展大型綜合商貿物流及商品交易中心簽訂的合作協議，合肥華南城的規劃淨用地總面積約為10.0百萬平方米，而規劃建築面積則為12.0百萬平方米。

於2013年5月，本集團成功投得合肥華南城的首批土地。該土地的總佔地面積為1.36百萬平方米，可建建築面積3.94百萬平方米。於2013年6月28日，合肥華南城舉行了奠基儀式，施工建設計劃隨即於2013/14財政年度開展。



## MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

### 管理層討論及分析(續)

#### Financial Review

For FY2012/13, the Group reported a remarkable growth in its financial performance, with revenue growth of 104.0% to HK\$7,488.1 million (FY2011/12: HK\$3,670.8 million), and net profit attributable to owners of the parent for the Year grew 32.8% to HK\$2,749.9 million (FY2011/12: HK\$2,070.7 million). Excluding the effects of fair value gains on investment properties, gain on disposal of subsidiaries and their respective related tax effects, net profit attributable to owners of the parent for the Year as adjusted increased by 92.5% to HK\$1,776.4 million (FY2011/12: HK\$922.6 million). Basic earnings per share increased to HK45.62 cents (FY2011/12: HK34.58 cents).

#### Revenue

Revenue increased by 104.0% to HK\$7,488.1 million (FY2011/12: HK\$3,670.8 million). The increase was mainly due to the commencement of sales and delivery of new and existing trade center units at CSC Xi'an and residential properties at CSC Nanchang during the fiscal year under review.

#### 財務回顧

於2012/13財政年度，本集團財務表現錄得可觀增長，收入增加104.0%至7,488.1百萬港元（2011/12財政年度：3,670.8百萬港元），本年度母公司擁有人應佔淨利潤增加32.8%至2,749.9百萬港元（2011/12財政年度：2,070.7百萬港元）。撇除投資物業公平值收益、出售附屬公司收益及該等收益的相關稅務影響，調整後的本年度母公司擁有人應佔淨利潤上升92.5%至1,776.4百萬港元（2011/12財政年度：922.6百萬港元）。每股基本盈利增加至45.62港仙（2011/12財政年度：34.58港仙）。

#### 收入

收入增加104.0%至7,488.1百萬港元（2011/12財政年度：3,670.8百萬港元），增幅主要是由於在回顧財政年度內開始銷售和交付位於西安華南城新增和固有的交易中心商舖以及南昌華南城的住宅物業所致。

		FY2012/13 2012/13 財政年度 HK\$'000 千港元	FY2011/12 2011/12 財政年度 HK\$'000 千港元	Change 變幅 %
Sales of properties	物業銷售	6,899,068	3,010,808	129.1%
<i>Sales of trade centers units</i>	銷售交易中心商舖	5,190,427	2,851,531	82.0%
<i>Sales of residential properties</i>	銷售住宅物業	1,708,641	159,277	972.7%
Finance lease income	融資租賃收入	279,644	420,515	(33.5%)
Rental income	租金收入	213,995	166,393	28.6%
Property management service income	物業管理服務收入	43,589	41,500	5.0%
Hotel income	酒店收入	13,291	26,946	(50.7%)
Other fee income	其他費用收入	38,474	4,605	735.5%
		<b>7,488,061</b>	3,670,767	104.0%

## MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

### 管理層討論及分析(續)

#### Revenue from Sales of Properties

Revenue from sales of properties increased by 129.1% to HK\$6,899.1 million (FY2011/12: HK\$3,010.8 million). The increase was mainly due to the commencement of sales and delivery of new and existing trade center units at CSC Xi'an and residential properties at CSC Nanchang, which contributed revenue to the Group of approximately HK\$3,782.4 million. The sales made by each project have been illustrated as follows:

#### 銷售物業收入

銷售物業收入增加129.1%至6,899.1百萬港元(2011/12財政年度:3,010.8百萬港元)，增幅主要是由於開始銷售和交付位於西安華南城新增和固有的交易中心商舖以及南昌華南城的住宅物業，為本集團貢獻約3,782.4百萬港元的收入所致。各項目的銷售情況如下：

		ASP (before deduction of business tax) (HK\$/sq.m.) 平均售價 (扣除營業稅前) (港元/平方米)		GFA sold (sq.m.) 已售建築面積 (平方米)		Sales revenue (before deduction of business tax) HK\$ million 銷售收入 (扣除營業稅前) 百萬港元		Sales revenue (net of business tax) HK\$ million 銷售收入 (扣除營業稅後) 百萬港元	
		FY2012/13 2012/13 財政年度	FY2011/12 2011/12 財政年度	FY2012/13 2012/13 財政年度	FY2011/12 2011/12 財政年度	FY2012/13 2012/13 財政年度	FY2011/12 2011/12 財政年度	FY2012/13 2012/13 財政年度	FY2011/12 2011/12 財政年度
CSC Shenzhen	深圳華南城	20,900	16,500	58,500	35,400	1,222.9	583.7	1,156.1	551.1
CSC Nanning	南寧華南城	15,500	14,600	37,900	24,800	586.8	361.3	553.9	341.2
CSC Nanchang	南昌華南城								
- Trade center units	- 交易中心商舖	13,700	11,900	108,700	174,300	1,490.1	2,075.5	1,406.7	1,959.2
- Residential properties	- 住宅物業	6,500	-	280,400	-	1,810.0	-	1,708.7	-
CSC Xi'an	西安華南城	12,400	-	177,300	-	2,196.7	-	2,073.7	-
CSC Heyuan	河源華南城	-	10,500	-	16,700	-	167.1	-	159.3
Total	總計	N/A不適用	N/A不適用	662,800	251,200	7,306.5	3,187.6	6,899.1	3,010.8

#### Finance Lease Income

Finance lease income, derived from the leasing of office towers and residential properties, decreased by approximately 33.5% to HK\$279.6 million (FY2011/12: HK\$420.5 million). The decrease was primarily attributable to the reduction in the remaining number of available office of China South Development Tower and Global Logistics Center and residential units of West Garden for finance lease at CSC Shenzhen during the fiscal year under review.

During the fiscal year under review, the Group entered into finance lease contracts with tenants for approximately 28,700 sq.m. (FY2011/12: 45,500 sq.m.) at an average price of HK\$10,300/sq.m. (FY2011/12: HK\$9,800/sq.m.).

#### 融資租賃收入

來自辦公樓及住宅物業租賃的融資租賃收入減少約33.5%至279.6百萬港元(2011/12財政年度:420.5百萬港元)，跌幅主要由於回顧財政年度內位於深圳華南城的華南發展中心和環球物流中心辦公樓及西苑的住宅單位可用於融資租賃的餘下數目減少所致。

於回顧財政年度內，本集團與承租人訂立的融資租賃合同約為28,700平方米(2011/12財政年度:45,500平方米)，平均單價為10,300港元/平方米(2011/12財政年度:9,800港元/平方米)。

## MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

### 管理層討論及分析(續)

#### Rental Income

Rental income increased by 28.6% to HK\$214.0 million (FY2011/12: HK\$166.4 million). The increase was attributable to the continuous increase in rental income of phase I and II trade center of CSC Shenzhen.

Occupancy at CSC Shenzhen has been driven by the demand for large-scale integrated logistics and trade center facilities, and the growing profile of China South City. The total occupancy rate of phase I trade center and shops increased to approximately 96% (31 March 2012: 95%), while the total occupancy rate for phase II trade center and shops increased to 55% (31 March 2012: 48%) of the launched area. The average effective monthly rental rate for phase I and phase II trade centers and shops were approximately HK\$40/sq.m. (31 March 2012: HK\$35/sq.m.) and HK\$35/sq.m. (31 March 2012: HK\$35/sq.m.) respectively.

#### Property Management Service Income

Income from property management services rose by 5.0% to HK\$43.6 million (FY2011/12: HK\$41.5 million). The increase in income was mainly due to the continuous increase in the total occupancy rate of the launched area of CSC Shenzhen phase I and phase II trade centers.

#### Hotel Income

Hotel income decreased by 50.7% to HK\$13.3 million (FY2011/12: HK\$26.9 million). The Group has leased out the hotel properties to a third party for operation to earn rental income after September 2012, which led to the decrease in hotel income during the Year.

#### Other Fee Income

The other fee income rose by 735.5% to HK\$38.5 million (FY2011/12: HK\$4.6 million). The increase was mainly contributed by warehousing services and outlet center operation during the fiscal year under review.

Increase in warehousing services income was mainly due to the acquisition of additional equity interest in a joint-controlled entity, which was then accounted for as a subsidiary of the Group during the Year. Increase in income from outlet center operation was mainly due to the growth of outlet operations and increase in leased area when comparing to FY2011/12.

#### 租金收入

租金收入增加28.6%至214.0百萬港元(2011/12財政年度:166.4百萬港元),歸因於深圳華南城一期及二期交易中心的租金收入不斷增長。

市場對大型綜合商貿物流及商品交易中心設施的殷切需求,加上華南城知名度不斷提高,均有助帶動深圳華南城的出租率。一期交易中心及商舖的總佔用率增至約96%(2012年3月31日:95%),而二期交易中心及商舖已推出面積的總佔用率亦增至55%(2012年3月31日:48%)。一期及二期交易中心及商舖的平均實際月租分別約為40港元/平方米(2012年3月31日:35港元/平方米)和35港元/平方米(2012年3月31日:35港元/平方米)。

#### 物業管理服務收入

物業管理服務收入增加5.0%至43.6百萬港元(2011/12財政年度:41.5百萬港元)。收入增加主要是由於深圳華南城一期及二期交易中心及配套設施已推出面積的總佔用率增加而帶來物業管理費上升。

#### 酒店收入

酒店收入減少50.7%至13.3百萬港元(2011/12財政年度:26.9百萬港元)。本年度酒店收入減少是由於本集團於2012年9月後把酒店物業出租予第三方營運來賺取租金收入引致。

#### 其他費用收入

其他費用收入上升735.5%至38.5百萬港元(2011/12財政年度:4.6百萬港元)。收入增加主要是由於回顧財政年度內由倉儲服務及奧特萊斯中心營運貢獻。

倉儲服務收入增加主要歸因於本年收購一家共同控制實體的更多權益而變成本集團的子公司入賬所致。跟2011/12財政年度比較,奧特萊斯營運收入的增加主要是歸因於其業務增長和出租面積增加所致。



## MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

### 管理層討論及分析(續)

#### Cost of Sales

The Group's cost of sales mainly includes construction costs of properties sold, construction costs of properties held for finance lease and rental expenses. Cost of sales increased by 130.8% to HK\$3,311.4 million (FY2011/12: HK\$1,434.7 million).

The increase was in line with the area of the properties sold and properties entered into finance lease contracts during the fiscal year under review.

#### Gross Profit

Gross profit increased by 86.8% to HK\$4,176.7 million (FY2011/12: HK\$2,236.1 million). Gross profit margin dropped to 56% during the fiscal year under review (FY2011/12: 61%), which was mainly due to the change in product mix to include more sales of residential properties. Sales of trade center units usually generate a comparatively higher gross profit margin when compared with other types of revenue. The gross profit ratios of sales of trade center units and sales of residential properties were 62% and 45% respectively.

#### Other Income and Gains

Other income and gains dropped by 89.4% to HK\$58.0 million (FY2011/12: HK\$547.2 million). The decrease was mainly due to last fiscal year's one-off gain on disposal of subsidiaries of HK\$545.7 million; however, there were no such one-off gain recorded during the fiscal year under review.

#### Fair Value Gains on Investment Properties

The fair value gains on investment properties increased by 12.0% to HK\$1,251.4 million (FY2011/12: HK\$1,117.7 million). During the fiscal year under review, the fair value gain was mainly contributed from new properties in CSC Shenzhen and CSC Nanning, for which fair value was compared with the booked land and construction costs. The value of the Group's existing properties at CSC Shenzhen remained stable.

#### Selling and Distribution Expenses

Selling and distribution expenses increased by 54.2% to HK\$288.8 million (FY2011/12: HK\$187.3 million). The increase was mainly attributable to the commission fee paid to agency arising from presales of the Group's properties and the staff costs incurred due to expansion of sales and marketing team during the fiscal year under review.

#### 銷售成本

本集團的銷售成本主要包括已售物業建築成本、持作融資租賃物業建築成本及租金支出。銷售成本增加130.8%至3,311.4百萬港元(2011/12財政年度：1,434.7百萬港元)。

升幅與回顧財政年度內已售物業及已訂立融資租賃合同的物業面積一致。

#### 毛利

毛利增加86.8%至4,176.7百萬港元(2011/12財政年度：2,236.1百萬港元)。於回顧財政年度內，毛利率降至56%(2011/12財政年度：61%)，主要由於加入更多住宅物業銷售而令產品組合改變所致。銷售交易中心商舖一般產生相對高於其他收入類型的毛利率。銷售交易中心商舖及銷售住宅物業的毛利率分別為62%和45%。

#### 其他收入及收益

其他收入及收益下降89.4%至58.0百萬港元(2011/12財政年度：547.2百萬港元)，其主要原因為上個財政年度出售附屬公司帶來一次性收益545.7百萬港元；然而，於回顧財政年度內並無錄得有關一次性收益。

#### 投資物業公平值收益

投資物業公平值收益增加12.0%至1,251.4百萬港元(2011/12財政年度：1,117.7百萬港元)。於回顧財政年度內，公平值收益主要來自深圳華南城及南寧華南城的新物業，其公平值乃與已入賬土地及建築成本作比較。本集團於深圳華南城的現有物業的價值維持平穩。

#### 銷售及分銷開支

銷售及分銷開支增加54.2%至288.8百萬港元(2011/12財政年度：187.3百萬港元)，主要由於於回顧財政年度內因預售本集團的物業而產生的佣金和擴大銷售及市場推廣團隊所產生的員工成本。

## MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

### 管理層討論及分析(續)

#### Administrative Expenses

Administrative expenses increased by 53.0% to HK\$536.9 million (FY2011/12: HK\$350.9 million). The increase was primarily due to the increase in business activities from new projects, the expansion of the management team and the increase in number of employees. During the fiscal year under review, the Group has granted 116,870,000 share options to certain directors and employees, and HK\$27.2 million (FY2011/12: HK\$42.3 million) share option expenses were recorded.

#### Finance Costs

Finance costs were up by 126.4% to HK\$133.3 million (FY2011/12: HK\$58.9 million). The rise was mainly attributable to an increase in new bank and other loans for general business purposes with interest expenses recorded through income statement.

#### Tax

Tax expenses recorded an increase of 27.7% to HK\$1,606.5 million (FY2011/12: HK\$1,258.0 million). The increase in tax expenses was attributable to the increase in current income tax expenses and land appreciation tax as a result of the income generated from CSC Shenzhen, CSC Nanchang, CSC Xi'an and CSC Nanning during the fiscal year under review.

#### Prepayments, Deposits and Other Receivables

Prepayments, deposits and other receivables decreased by 25.9% to HK\$642.6 million (31 March 2012: HK\$866.8 million) due to the decrease in consideration receivables of disposed subsidiaries in the previous year. As at 31 March 2013, the remaining consideration receivable from the disposal was approximately HK\$438.5 million.

#### Trade and Other Payables

Trade and other payables increased by 25.1% to HK\$8,165.7 million (31 March 2012: HK\$6,529.7 million). The increase was mainly due to the increase in construction fees and retention payables as construction of new projects are underway, the increase in sales and rental deposits received and receipts in advance (including those received for Contracted Sales) arising from new projects, and the increase in other tax payables arising from the delivery of properties during the fiscal year under review. As at 31 March 2013, the balance of construction fees and retention payables and deposits received and receipts in advance were HK\$3,002.4 million and HK\$3,792.9 million, respectively.

#### 行政開支

行政開支增加53.0%至536.9百萬港元(2011/12財政年度：350.9百萬港元)，主要由於新項目令業務活動增加，加上管理團隊擴充及員工人數增加所致。於回顧財政年度內，本集團向若干董事及僱員授出116,870,000份購股權，並由此錄得購股權開支27.2百萬港元(2011/12財政年度：42.3百萬港元)。

#### 融資成本

融資成本上升126.4%至133.3百萬港元(2011/12財政年度：58.9百萬港元)，主要歸因於作為一般商業用途的新造銀行及其他貸款增加而其利息開支計入收益表所致。

#### 稅項

稅項開支錄得增長27.7%至1,606.5百萬港元(2011/12財政年度：1,258.0百萬港元)，歸因於深圳華南城、南昌華南城、西安華南城及南寧華南城於回顧財政年度內所產生的收入導致即期所得稅開支及土地增值稅增加所致。

#### 預付款項、按金及其他應收款項

預付款項、按金及其他應收款項減少25.9%至642.6百萬港元(2012年3月31日：866.8百萬港元)，歸因於去年出售附屬公司的應收代價減少。於2013年3月31日，出售的應收代價餘款約為438.5百萬港元。

#### 貿易及其他應付款項

貿易及其他應付款項增加25.1%至8,165.7百萬港元(2012年3月31日：6,529.7百萬港元)，主要歸因於回顧財政年度內進行中的新項目建築的應付建築費用及保留金增加，由新項目產生的銷售及租賃按金及預收款項(包括合約銷售)增加，加上由交付物業產生的其他應付稅項。於2013年3月31日，應付建築費用及保留金以及按金及預收款項分別為3,002.4百萬港元及3,792.9百萬港元。

## MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

### 管理層討論及分析(續)

#### Liquidity and Financial Resources

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

#### Cash and Cash Equivalents and Restricted Cash

As at 31 March 2013, the Group had HK\$6,777.8 million in cash and cash equivalents and restricted cash (31 March 2012: HK\$3,832.0 million), among which non-restricted cash and cash equivalents were approximately HK\$6,264.7 million (31 March 2012: HK\$3,315.7 million). The Group's cash and cash equivalents and restricted cash were primarily denominated in Renminbi, HK dollars and US dollars.

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

As at 31 March 2013, the Group had approximately HK\$11,853.4 million in interest-bearing bank and other borrowings and senior notes (31 March 2012: HK\$6,618.4 million). The Group had aggregated interest-bearing bank and other borrowings of approximately HK\$9,000.0 million as at 31 March 2013 (31 March 2012: HK\$4,773.4 million), of which HK\$4,418.3 million will be repayable within one year or on demand, approximately HK\$1,678.9 million will be repayable in the second year, approximately HK\$2,149.3 million will be repayable in the third to fifth years and approximately HK\$753.5 million will be repayable after five years. As at 31 March 2013, the Group's interest-bearing bank and other borrowings of approximately HK\$6,121.4 million were secured by certain buildings, investment properties, properties under development and properties held for sales with a total carrying value of approximately HK\$15,520.3 million.

Except for the bank loan equivalent to HK\$400.0 million, which is denominated in HK dollars and bears interest at floating rates of HIBOR+2.75%, all other interest-bearing bank and other borrowings of the Group are denominated in Renminbi and bear interest at floating rates that range from 5.40% to 7.54% (31 March 2012: 5.98% to 7.87%) per annum. Furthermore, as at 31 March 2013, the Group had unused banking facilities of approximately HK\$2,927.8 million. The Group will deploy these banking facilities as appropriate, depending on project development needs and working capital status.

#### 流動資金及財務資源

本集團主要透過內部產生的資金、銀行及其他貸款以及優先票據融資撥付業務所需資金。

#### 現金及現金等價物及受限制現金

於2013年3月31日，本集團持有現金及現金等價物以及受限制現金6,777.8百萬港元(2012年3月31日：3,832.0百萬港元)，當中不受限制現金及現金等價物約為6,264.7百萬港元(2012年3月31日：3,315.7百萬港元)。本集團持有的現金及現金等價物以及受限制現金主要以人民幣、港元及美元為單位。

#### 借貸及本集團資產抵押

於2013年3月31日，本集團持有約11,853.4百萬港元(2012年3月31日：6,618.4百萬港元)的計息銀行及其他借貸以及優先票據。本集團於2013年3月31日的計息銀行及其他借貸合計約為9,000.0百萬港元(2012年3月31日：4,773.4百萬港元)，其中4,418.3百萬港元須於一年內或應要求償還、約1,678.9百萬港元須於第二年內償還、約2,149.3百萬港元須於第三至第五年內償還及約753.5百萬港元須於五年後償還。於2013年3月31日，本集團的計息銀行及其他借貸約6,121.4百萬港元，以若干樓宇、投資物業、發展中物業及持作銷售物業作抵押，其賬面總值約為15,520.3百萬港元。

除按香港銀行同業拆息加2.75%浮動利率計息的400.0百萬港元銀行貸款以港元為單位外，本集團所有其他計息銀行及其他借貸均以人民幣為單位，並按每年5.40%至7.54%的浮動利率計息(2012年3月31日：5.98%至7.87%)。此外，於2013年3月31日，本集團持有未動用銀行融資約2,927.8百萬港元。本集團將於適當時候視乎項目發展需要及營運資金狀況調配此等銀行融資。



## MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

### 管理層討論及分析(續)

In January 2011, the Company issued senior notes due in January 2016 with a nominal value of US\$250 million (equivalent to approximately HK\$1,950.0 million) at a coupon rate of 13.5% per annum for the purpose of financing existing and new projects and for general corporate use. In FY2011/12, the Company repurchased from the market a portion of the senior notes with nominal value of US\$9 million. In October 2012, the Company further issued senior notes due in October 2017 with a nominal value of US\$125 million (equivalent to approximately HK\$975.0 million) at a coupon rate of 13.5% per annum for the purpose of funding its properties under development, and refinancing a portion of our existing debt and for general corporate purposes. As at 31 March 2013, the carrying value of the Group's senior notes were HK\$2,853.4 million.

#### Gearing ratio

The Group's gearing ratio (net debt divided by total equity) was 32% as at 31 March 2013, 33% as at 30 September 2012 and 21% as at 31 March 2012, respectively.

#### Net Current Assets and Current Ratio

As at 31 March 2013, the Group had net current assets of HK\$3,053.1 million (31 March 2012: net current assets HK\$2,350.4 million). The current ratio was at 1.20 (31 March 2012: 1.22).

#### Contingent Liabilities

The Group has provided guarantees with respect to banking facilities granted by certain banks in connection with mortgage loans entered into by purchasers of the Group's trade centers and residential properties, and bank loans entered into by lessees of the Group's residential and commercial properties. As at 31 March 2013, the guarantees amounted to HK\$1,366.4 million (31 March 2012: HK\$352.6 million). The guarantees granted to purchasers will be released when the purchasers obtain the building ownership certificates, which will then be pledged with the banks. For leased residential and commercial properties, the guarantees will be released accordingly along with the repayment of loan principals by the lessees.

#### Commitments

As at 31 March 2013, the Group had future capital expenditure contracted but not yet provided in the amount of HK\$3,636.4 million (31 March 2012: HK\$3,129.6 million).

於2011年1月，本公司發行於2016年1月到期面值250百萬美元(相當於約1,950.0百萬港元)及每年票息率為13.5%的優先票據，為現有及新項目提供資金及作一般公司用途。於2011/12財政年度內，本公司從市場購回面值9百萬美元的部分優先票據。於2012年10月，本公司進一步發行於2017年10月到期面值125百萬美元(相當於約975.0百萬港元)及每年票息率為13.5%的優先票據，撥付其發展中物業、為部分現有債項再融資及作一般公司用途。於2013年3月31日，本集團優先票據的賬面值為2,853.4百萬港元。

#### 資本負債比率

本集團於2013年3月31日、2012年9月30日及2012年3月31日的資本負債比率(債務淨額除以權益總額)分別為32%、33%及21%。

#### 流動資產淨值及流動比率

於2013年3月31日，本集團流動資產淨值為3,053.1百萬港元(2012年3月31日：流動資產淨值為2,350.4百萬港元)。流動比率為1.20(2012年3月31日：1.22)。

#### 或然負債

本集團為其交易中心商舖及住宅物業買家訂立的按揭貸款以及其住宅及商業物業承租人訂立的銀行貸款取得若干銀行授出的銀行融資提供擔保。於2013年3月31日，擔保金額為1,366.4百萬港元(2012年3月31日：352.6百萬港元)。授予買家的擔保將於買家取得房地產所有權證，並於其後抵押予銀行時解除。就租賃住宅及商業物業而言，擔保將於承租人償還貸款本金時相應解除。

#### 承擔

於2013年3月31日，本集團的訂約但未計提撥備的未來資本開支金額為3,636.4百萬港元(2012年3月31日：3,129.6百萬港元)。

## MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

### 管理層討論及分析(續)

#### Foreign Exchange Risk

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

#### Acquisitions and Disposals of Subsidiary and Associated Company

Except for the acquisition of the entire equity capital of Hydoo Harbin in December 2012, the Group had no material acquisition and disposal of subsidiary and associated company during the fiscal year under review.

#### Land for Projects and Restriction on Sales

The Group signs project agreements with local governments prior to the development of all projects in order to outline the blueprints of relevant projects in the area. Agreements generally set out the intended size and use of land. However, the acquisition of land, actual land area and other land restrictions are subject to the relevant regulations and local government procedures of public tender, auction and listing. The actual area of the land acquired and other relevant conditions will be subject to these procedures.

The progress of the land acquisition and project development depends on the progress of the Group's planning and construction of the relevant projects, as well as the procedures required and the time required for each of these procedural formalities as determined by the different local government departments, including the approval for land use quotas, the requisition and planning of land, the changing of land use, and the evaluation and valuation process prior to the procedures of public tender, auction and listing. As the time taken and requirements for such procedures vary in different places, as do the formalities and time the Group requires for applying for certificates for different projects, the Group adjusts the development for each project accordingly. In view of its substantial land bank and greater flexibility in project planning, the Group believes such circumstances have little impact on its development as a whole.

#### 外匯風險

本集團主要以人民幣進行業務，包括收入及開支、資產及負債。於回顧財政年度內，人民幣兌港元及美元的匯率穩步上升。本集團管理層相信，人民幣波動不會對本集團業務構成重大影響。本集團並無為對沖目的發行任何金融工具。

#### 收購及出售附屬公司及聯營公司

除了於2012年12月收購哈爾濱毅德的全部股本權益外，本集團於回顧財政年度內並無收購或出售附屬公司及聯營公司的重大項目。

#### 項目土地及銷售限制

本集團在發展各項目前均與當地政府簽訂項目協議，以勾劃當地政府與本集團對在當地發展相關項目的概要藍圖，項目協議一般均約定雙方的意向土地規模及用地性質，但相關土地的取得、實質土地面積及有關土地的其他限制將按當地政府的相關規定及招拍掛程序進行。實質取得之土地面積及相關情況將按該等程序為準。

本集團項目土地的取得及項目建設的進度，除視乎相關項目之規劃及建設進度外，亦視乎相關項目當地政府不同部門各項程序所需之手續及各環節的時間，例如用地指標的審批、徵地、用地規劃、土地用途的修訂及變更手續、土地招拍掛前的評估等，這些程序所需的時間及要求因各地而異，本集團不同項目辦理所需証照的手續及所需時間亦各異。因此，本集團對各項目的發展需視乎有關情況而作相應的調整和配合，但由於本集團的項目用地充裕，規劃上具較強的彈性，本集團認為有關情況對本集團的整體發展影響不大。

## MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

### 管理層討論及分析(續)

Pursuant to certain land grant contracts signed by CSC Shenzhen, the saleable GFA of CSC Shenzhen properties built on these parcels of land is limited to 30% of the total buildable GFA. Pursuant to certain land grant contracts signed by CSC Nanchang and CSC Nanning in 2010, the saleable GFA of trade centers and storage facilities built on these parcels of land are limited to 60% of the total buildable GFA. This restriction does not apply to properties built for residential, commercial and other uses. Pursuant to certain land grant contracts signed by CSC Hefei in May and June 2013, the saleable GFA of trade centers built on these parcels of land are limited to 50% of the total buildable GFA. This restriction does not apply to properties built for residential, commercial and other uses. Except for the conditions mentioned above, there is no restriction on sales of the land acquired by the Group. The Group holds and builds the properties with restrictions for leasing and self-use.

### Human Resources

As at 31 March 2013, the Group had a workforce of approximately 3,730 people, including approximately 3,570 people directly employed by the Group and approximately 160 people employed by our jointly-controlled entity. The number of staff increased by 77.6% from 2,100 as at 31 March 2012. During the fiscal year under review, the total employee benefit expenses amounted to HK\$365.1 million, increased by 38.9% (FY2011/12: HK\$262.8 million). The Group aims to recruit, retain and develop competent individuals who are committed to the Group's long-term success and growth. Remunerations and other benefits of employees are reviewed annually both in response to market conditions and trends, and are based on qualifications, experience, responsibilities and performance. In addition to basic salaries and other staff benefits, discretionary bonuses and share options may be awarded to employees who display outstanding performance and contributions to the Group. During the fiscal year under review, the Company has granted 116,870,000 share options to certain directors and employees.

就各項目土地的限制，根據深圳華南城簽訂的若干土地出讓合同，建在該等地塊上的深圳華南城物業的可銷售建築面積限於總可建建築面積的30%。根據南昌華南城和南寧華南城於2010年分別簽訂的若干土地出讓合同，建在該等地塊上的交易中心及倉儲設施的可銷售建築面積限於該等物業總可建建築面積的60%。此限制不適用於南昌華南城和南寧華南城的住宅、商業及其他用途的物業。根據合肥華南城於2013年5月及6月簽訂的若干土地出讓合同，建在該等地塊上的交易中心的可銷售建築面積限於該等物業總可建建築面積的50%。此限制不適用於作住宅、商業及其他用途的物業。除了上述情況之外，本集團所獲得的土地並沒有銷售限制。本集團興建及持有此等有限制的物業作租賃及自用。

### 人力資源

於2013年3月31日，本集團有僱員約3,730人，其中直接隸屬本集團的僱員約有3,570人，我們共同控制實體的僱員約有160人。僱員人數較於2012年3月31日的2,100人增長77.6%。於回顧財政年度內，所產生的僱員福利開支總額增加38.9%至365.1百萬港元（2011/12財政年度：262.8百萬港元）。本集團旨在招聘、挽留及培訓該等致力於本集團長遠成功及增長的人員。僱員的薪酬及其他福利乃參考市況及市場趨勢，以及按彼等的資歷、經驗、職責及表現每年進行檢討。除基本薪金及其他員工福利外，表現優秀且為本集團作出貢獻的僱員亦可獲獎勵酌情花紅及購股權。於回顧財政年度內，本公司已向若干董事及僱員授出116,870,000份購股權。



# PROJECT PORTFOLIO

## 項目組合

### Properties held for sale/finance lease 持作銷售/融資租賃物業

Project	Location	Group's Interest	Project site	Description	Approx. GFA (sq. m.)	Completion Year
			area (sq. m.)			
項目	地點	本集團權益	項目佔地面積 (平方米)	內容	概約建築面積 (平方米)	竣工年份
China South City Shenzhen 深圳華南城	No. 1 Hua Nan Main Road, Pinghu, Longgang District, Shenzhen, China 中國深圳市龍崗區平湖華南大道一號	100%	1,060,000	Phase I trade centers 一期交易中心	6,300	2004
				Phase II residential facilities 二期住宅配套設施	17,100	2008
				Phase II commercial and other supporting facilities 二期商業及其他配套設施	43,900	2008
				— Warehouse — 倉儲		
				— Office tower — 辦公樓	3,600	2010
				Phase II trade centers 二期交易中心	1,300	2009
				Phase III commercial and other supporting facilities 三期商業及其他配套設施	26,000	2012-2013
				— Office tower — 辦公樓		
Phase III trade centers 三期交易中心	12,400	2013				
Phase III residential facilities 三期住宅配套設施	58,000	2013				

## PROJECT PORTFOLIO (CONTINUED)

### 項目組合(續)

#### Properties held for sale/finance lease

#### 持作銷售/融資租賃物業

Project	Location	Group's Interest	Project site		Approx. GFA (sq. m.)	Completion Year
			Project site area (sq. m.)	Description		
項目	地點	本集團權益	項目佔地面積 (平方米)	內容	概約建築面積 (平方米)	竣工年份
China South City Nanchang 南昌華南城	No. 1, Huannan Avenue, Honggutan New District, Nanchang City, Jiangxi Province, China 中國江西省南昌市紅谷灘新區華南大道一號	100%	1,534,000	Phase I trade centers 一期交易中心	21,300	2012
				Phase I residential facilities 一期住宅配套設施	4,400	2012
China South City Nanning 南寧華南城	No. 56, Shajing Avenue, Jiangnan District, Nanning City, Guangxi Zhuang Autonomous Region, China 中國廣西壯族自治區南寧市江南區沙井大道56號	100%	890,000	Phase I trade centers 一期交易中心	262,600	2012
China South City Xi'an 西安華南城	No. 8, Port Avenue, Xi'an International Trade & Logistics Park, Xi'an City, Shaanxi Province, China 中國陝西省西安市西安國際港務區港務大道8號	65%	717,000	Phase I trade centers 一期交易中心	334,100	2013

## PROJECT PORTFOLIO (CONTINUED)

### 項目組合(續)

### Properties for Investment

#### 投資物業

Project	Location	Group's Interest	Description	Approx. GFA <sup>(1)</sup> (sq. m.) 概約建築面積 <sup>(1)</sup> (平方米)	Lease Term
項目	地點	本集團權益	內容		契約年期
China South City Shenzhen 深圳華南城	No. 1 Hua Nan Main Road, Pinghu, Longgang District, Shenzhen, China 中國深圳市龍崗區 平湖華南大道一號	100%	Phase I trade centers 一期交易中心	167,100	Medium Term Lease 中期契約
			Phase I commercial and other supporting facilities 一期商業及其他配套設施		
			— Business centers — 商務中心	22,400	Medium Term Lease 中期契約
			— Hotel properties — 酒店物業	32,100	Medium Term Lease 中期契約
			Phase II trade centers 二期交易中心	352,800	Medium Term Lease 中期契約
			Phase II commercial and other supporting facilities 二期商業及其他配套設施		
			— Office tower — 辦公樓	15,100	Medium Term Lease 中期契約
			— Shopping plaza — 商場	15,200	Medium Term Lease 中期契約
			Phase III trade centers 三期交易中心	95,100	Medium Term Lease 中期契約
			Phase III commercial and other supporting facilities 三期商業及其他配套設施		
			— Office tower — 辦公樓	4,400	Medium Term Lease 中期契約
China South City Nanning 南寧華南城	No. 56 Shajing Avenue, Jiangnan District, Nanning City, Guangxi Zhuang Autonomous Region, China 中國廣西壯族自治區南寧市 江南區沙井大道56號	100%	Phase I trade centers 一期交易中心	492,100	Medium Term Lease 中期契約

Note 1: The approximate GFA does not include the area of underground facilities.

附註1：概約建築面積不包括地底設施面積。



## PROJECT PORTFOLIO (CONTINUED)

### 項目組合(續)

### Properties under Development – with Land use Rights Certificates

### 發展中物業 – 具備土地使用權證書

Project/Location	Group's Interest	Approx. Project site area <sup>(1)</sup> (sq. m.) 概約項目佔地面積 <sup>(1)</sup> (平方米)	Approx. GFA <sup>(2)</sup> (sq. m.) 概約建築面積 <sup>(2)</sup> (平方米)	Description	GFA under construction <sup>(3)</sup> (sq. m.) 在建建築面積 <sup>(3)</sup> (平方米)	Stage of completion	Estimated completion calendar year
項目/地點	本集團權益			內容		完成階段	預計竣工曆年
<b>1. China South City Shenzhen</b> 深圳華南城 No. 1 Hua Nan Main Road, Pinghu, Longgang District, Shenzhen, China 中國深圳市龍崗區平湖 華南大道一號	100%	1,060,000	2,133,000	a. Remaining portions 餘下部分	–	Planning 規劃中	–
<b>2. China South City Nanning</b> 南寧華南城 No. 56, Shajing Avenue, Jiangnan District, Nanning City, Guangxi Zhuang Autonomous Region, China 中國廣西壯族自治區南寧市 江南區沙井大道56號	100%	890,000	2,480,000	a. Trade centers, residential, commercial and supporting facilities 交易中心·住宅·商業及其他配套設施  b. Remaining portions 餘下部分	1,032,000	Superstructure in progress 上蓋工程進行中  – Planning 規劃中	2013-2014  –
<b>3. China South City Nanchang</b> 南昌華南城 No. 1, Huannan Avenue, Honggutan New District, Nanchang City, Jiangxi Province, China 中國江西省南昌市紅谷灘新區 華南大道一號	100%	1,534,000	3,529,000	a. Trade centers, commercial and supporting facilities 交易中心·商業及其他配套設施  b. Remaining portions 餘下部分	328,000	Superstructure in progress 上蓋工程進行中  – Planning 規劃中	2013-2014  –
<b>4. China South City Xi'an</b> 西安華南城 No.8, Port Avenue, Xi'an International Trade & Logistics Park, Xi'an City, Shaanxi Province, China 中國陝西省西安市西安國際港務區 港務大道8號	65%	717,000	2,045,000	a. Trade centers, commercial and other supporting facilities 交易中心·商業及其他配套設施  b. Remaining portions 餘下部分	309,000	Superstructure in progress 上蓋工程進行中  – Planning 規劃中	2013-2014  –
<b>5. China South City Harbin</b> 哈爾濱華南城 Tuan Jie Town, Daowei District, Harbin City, Heilongjiang Province, China 中國黑龍江省哈爾濱市道外區團結鎮	100%	724,000	2,231,000	a. Trade centers, commercial and other supporting facilities 交易中心·商業及其他配套設施  b. Remaining portions 餘下部分	673,000	Superstructure in progress 上蓋工程進行中  – Planning 規劃中	2013-2014  –

## PROJECT PORTFOLIO (CONTINUED)

### 項目組合(續)

### Properties under Development – with Land use Rights Certificates

### 發展中物業 – 具備土地使用權證書

Project/Location	Group's Interest	Approx. Project site area <sup>(1)</sup> (sq. m.) 概約項目佔地面積 <sup>(1)</sup> (平方米)	Approx. GFA <sup>(2)</sup> (sq. m.) 概約建築面積 <sup>(2)</sup> (平方米)	Description	GFA under construction <sup>(3)</sup> (sq. m.) 在建建築面積 <sup>(3)</sup> (平方米)	Stage of completion	Estimated completion calendar year
項目/地點	本集團權益			內容		完成階段	預計竣工曆年
<b>6. China South City Zhengzhou</b> <b>鄭州華南城</b> Longhu Town, Xinzheng City, Zhengzhou City, Henan Province, China 中國河南省鄭州市新鄭市 龍湖鎮	100%	1,686,000	4,215,000	a. Trade centers, commercial and other supporting facilities 交易中心·商業及其他配套設施  b. Remaining portions 餘下部分	1,500,000	Foundation work and Superstructure in progress 地基工程及上蓋工程進行中  - Planning 規劃中	2013-2014  -
<b>7. China South City Hefei<sup>(4)</sup></b> <b>合肥華南城<sup>(4)</sup></b> The intersection of the new industrial demonstration park of West County and Zipeng County, Hefei City, Anhui Province, China 中國安徽省合肥市肥西縣 新型工業示範園及紫蓬鎮交匯處	100%	1,356,000	3,941,000	Construction has not been commenced 建設未開始	-	Planning 規劃中	-

Note 1: The Group has acquired these parcels of land as at 31 March 2013.

Note 2: The approximate GFA does not include the area of underground facilities.

Note 3: The approximate GFA under construction includes the area of underground facilities.

Note 4: The Hefei project has signed contracts to acquire parcels of land in May and June 2013.

附註1：本集團於2013年3月31日已收購該等地塊。

附註2：概約建築面積不包括地底設施面積。

附註3：概約在建工程建築面積包括地底設施面積。

附註4：合肥項目已於2013年5月及6月簽置收購地塊合同。

# FINANCIAL SUMMARY

## 財務概要

		Year ended 31 March 截至3月31日止年度				
		2013 HK\$'000 千港元	2012 HK\$'000 千港元	2011 HK\$'000 千港元	2010 HK\$'000 千港元	2009 HK\$'000 千港元
<b>RESULTS</b>	<b>業績</b>					
Revenue	收入	7,488,061	3,670,767	2,234,033	1,570,229	224,399
Gross Profit	毛利	4,176,695	2,236,096	1,333,048	982,707	70,759
Profit before tax	稅前利潤	4,473,136	3,305,515	2,452,776	2,112,991	1,025,740
Income tax expenses	所得稅開支	(1,606,468)	(1,257,953)	(908,658)	(785,345)	(272,170)
Profit for the year	本年度利潤	2,866,668	2,047,562	1,544,118	1,327,646	753,570
Attributable to:	下列各方應佔：					
Owners of the parent	母公司擁有人	2,749,864	2,070,708	1,552,455	1,329,593	754,048
Non-controlling interests	非控股權益	116,804	(23,146)	(8,337)	(1,947)	(478)
Net profit/(loss) attributable to owners of the parent excluding fair value gains on investment properties, gain on disposal of subsidiaries and their respective related tax effects	未計投資物業公平值收益、出售附屬公司收益及該等收益的相關稅務影響的母公司擁有人應佔淨利潤/(淨虧損)	1,776,382	922,641	542,339	410,692	(106,034)
<b>ASSETS AND LIABILITIES</b>	<b>資產及負債</b>					
Non-current assets	非流動資產	23,917,451	17,421,439	15,398,215	11,379,165	8,398,009
Current assets	流動資產	18,427,574	13,244,904	5,985,682	4,920,603	923,306
Total assets	資產總值	42,345,025	30,666,343	21,383,897	16,299,768	9,321,315
Current liabilities	流動負債	15,374,448	10,894,500	3,920,948	2,853,708	1,565,645
Non-current liabilities	非流動負債	10,927,816	6,776,552	6,844,913	4,419,375	3,259,712
Total liabilities	負債總額	26,302,264	17,671,052	10,765,861	7,273,083	4,825,357
Equity attributable to owners of parent	母公司擁有人應佔權益	15,853,253	12,938,680	10,540,914	8,913,024	4,461,963
Non-controlling interests	非控股權益	189,508	56,611	77,122	113,661	33,995
Total equity	權益總額	16,042,761	12,995,291	10,618,036	9,026,685	4,495,958
<b>Earnings per share attributable to ordinary equity holders of the parent</b>	<b>歸屬於母公司普通股權益持有人之每股盈利</b>					
Basic	基本	HK45.62 cents 港仙	HK34.58 cents 港仙	HK25.95 cents 港仙	HK25.32 cents 港仙	HK16.76 cents 港仙
Diluted	攤薄	HK45.60 cents 港仙	HK34.51 cents 港仙	HK25.80 cents 港仙	HK25.10 cents 港仙	HK16.76 cents 港仙



# BIOGRAPHICAL DETAILS OF DIRECTORS AND KEY MANAGEMENT

## 董事及主要管理層履歷

### Executive Directors

**Mr. CHENG Chung Hing**, aged 52, is our Co-Chairman and an executive Director. He is a co-founder of our Group and has been appointed as a Director since 2 August 2002. He is primarily responsible for formulating the overall strategies and assessing the performance of the Group as well as providing leadership for the Board. He has more than 30 years of management experience in the manufacturing, wholesale and distribution businesses. Mr. Cheng has been awarded the “Young Industrialist Awards of Hong Kong 1997” from the Federation of Hong Kong Industries, the Distinguished International Entrepreneur of the Year Award 1997 from San Francisco State University and the Chinese Outstanding Entrepreneur Award 2008 from the China Enterprise Confederation and the China Enterprise Directors Association. Mr. Cheng is the vice chairman of the China Chamber of International Commerce, a standing member of the Guangxi Zhuang Autonomous Region Committee of the Chinese People’s Political Consultative Conference and a member of the 3rd, the 4th and the 5th Shenzhen Committee of the Chinese People’s Political Consultative Conference. Mr. Cheng is also presently the foundation honorary chairman of Gem and Jewelry Committee of China General Chamber of Commerce, a standing member of the China Enterprise Confederation and the China Enterprise Directors Association, vice president of the China Federation of Logistics and Purchasing, vice president of the Guangxi Zhuang Autonomous Region Federation of Industry and Commerce, vice president of the Guangxi Overseas Friendship Association, vice president of the China Chamber of International Commerce Shenzhen, chairman of the Shenzhen Logistics and Supply Chain Management Association, vice chairman of the Federation of Shenzhen Industries, honorary life president of the Hong Kong Gemstone Manufacturers’ Association Limited, honorary chairman of Zhejiang Pearl Trade Association and member of the Shenzhen Overseas Friendship Association. Mr. Cheng is also the chairman of Man Sang International Limited, a company listed on the Main Board of The Stock Exchange of Hong Kong Limited (“Stock Exchange”) (stock code: 938) and the director of China Metro-Rural Holdings Limited (formerly known as Man Sang International (B.V.I.) Limited), a company listed on the NYSE MKT (ticker symbol: CNR). Mr. Cheng is a younger brother of Mr. Cheng Tai Po, a non-executive Director.

### 執行董事

**鄭松興先生**，52歲，聯席主席兼執行董事。彼為本集團的創辦人之一，自2002年8月2日獲委任為董事，主要負責制定本集團的整體策略及評估本集團的業績，並領導董事會。彼在製造及批發分銷業務方面擁有逾30年管理經驗。鄭先生獲香港工業總會頒發1997年香港青年工業家獎、獲三藩市州立大學頒發Distinguished International Entrepreneur of the Year Award 1997，以及獲中國企業聯合會及中國企業家協會頒發2008年中國優秀企業家獎。鄭先生為中國國際商會副會長、中國人民政治協商會議廣西壯族自治區委員會常委以及中國人民政治協商會議廣東省深圳市第三屆、第四屆及第五屆委員會委員。彼現時亦為中國商業聯合會珠寶首飾委員會名譽創會會長、中國企業聯合會及中國企業家協會常務委員、中國物流與採購聯合會副會長、廣西壯族自治區工商聯副主席、廣西海外聯誼會副會長、深圳國際商會副會長、深圳市物流與供應鏈管理協會會長、深圳工業總會副會長、香港寶石廠商會永遠名譽會長、浙江省珍珠行業協會名譽會長及深圳海外聯誼會會員。鄭先生亦為民生國際有限公司（一家於香港聯合交易所有限公司（「聯交所」）主板上市的公司，股份代號：938）的主席及China Metro-Rural Holdings Limited（前稱Man Sang International (B.V.I.) Limited）（一家於NYSE MKT上市的公司，股份代號：CNR）的董事。鄭先生為非執行董事鄭大報先生之胞弟。

## BIOGRAPHICAL DETAILS OF DIRECTORS AND KEY MANAGEMENT (CONTINUED) 董事及主要管理層履歷(續)

**Mr. LEUNG Moon Lam**, aged 57, is the Chief Executive Officer and an executive Director. He is a co-founder of our Group and has been appointed as a Director since 1 June 2002. He is primarily responsible for the execution of the Board's decision and the overall management of the Group. He has more than 30 years of management experience in the garment manufacturing, wholesale and distribution businesses. Mr. Leung received the Chinese Outstanding Entrepreneur Award 2008 from the China Enterprise Confederation and the China Enterprise Directors Association. Mr. Leung was a member of the 3rd and the 4th Shenzhen Committee of the Chinese People's Political Consultative Conference and a member of the Liaoning Committee of the Chinese People's Political Consultative Conference. He was also the chairman of the 7th Shenzhen Textile Industry Association Committee. Mr. Leung was appointed as a member of the National Committee of the Chinese People's Political Consultative Conference in February 2013. Mr. Leung is also presently the vice chairman of the Jiangxi Chinese Overseas Friendship Association, an honorary chairman of the Shenzhen Longgang Charity Association and the honorary professor of Business of Hang Seng School of Commerce. Mr. Leung is the president of the Federation of Hong Kong Shenzhen Associations, the chairman of Wetter (China) Limited and Kings Faith International Limited.

**Professor XU Yang**, aged 74, is an executive Director. Professor Xu joined our Group as a senior consultant in September 2002, and was appointed as a Director since 4 February 2008. He is primarily responsible for the general development direction, operational strategy, market promotion, and governmental relations of the Group. Professor Xu has over 23 years of experience in capital operations management, focusing on optimizing allocation and managing the use of capital in business operations. From 1992 to 2000, Professor Xu was the chairman of Shenzhen Investment Limited (previously known as Shum Yip Investment Limited, which is listed on the Main Board of the Stock Exchange, stock code: 604). He was the vice chairman of the 2nd Shenzhen Committee of the Chinese People's Political Consultative Conference, deputy chief secretary of the Shenzhen Municipal Government and director of the Shenzhen Economic Development Bureau. Professor Xu is currently the permanent honorary chairman of the Federation of Shenzhen Industries, honorary chairman of Shenzhen Enterprise Confederation and Shenzhen Entrepreneur Association and deputy chairman of China National Industrial and Economic Association. Professor Xu graduated from Harbin Institute of Technology in 1964. He completed the Stanford executive program at Stanford University in 1988. He also holds the qualification of senior engineer.

**梁滿林先生**，57歲，行政總裁兼執行董事。彼為本集團的創辦人之一，自2002年6月1日獲委任為董事，主要負責執行本公司董事會的決定及本集團的整體管理。彼於服裝製造及批發分銷業務方面擁有逾30年管理經驗。梁先生獲中國企業聯合會及中國企業家協會頒發2008年中國優秀企業家獎。梁先生曾為中國人民政治協商會議廣東省深圳市第三屆及第四屆委員會委員及遼寧省委員會委員及深圳市紡織行業協會第七屆委員會會長。梁先生於2013年2月獲委任為中國人民政治協商會議全國委員會委員。彼現為江西海外聯誼會副理事長、深圳市龍崗區慈善會名譽會長以及香港恒生商學書院榮譽商學教授。梁先生亦為香港深圳社團總會之會長、香港匯達(中國)有限公司及京暉國際有限公司的董事長。

**許揚教授**，74歲，執行董事。許教授於2002年9月加入本集團出任高級顧問一職，自2008年2月4日獲委任為董事。彼主要負責本集團整體發展方向、運營策略、市場推廣及與政府的關係。許教授擁有超過23年資本運營管理經驗，專注於優化分配及管理業務運營的資本運用。許教授於1992年至2000年期間曾出任深圳控股有限公司(前稱深業控股有限公司，為聯交所主板上市的公司，股份代號：604)董事長，彼曾任中國人民政治協商會議廣東省深圳市第二屆委員會副主席、深圳市人民政府副秘書長，以及深圳市經濟發展局局長。許教授現時為深圳工業總會永遠榮譽會長、深圳市企業聯合會及深圳市企業家協會榮譽會長及中國工業經濟聯合會副會長。許教授於1964年畢業於哈爾濱工業大學，並於1988年於史丹福大學完成史丹福行政人員課程。彼亦持有高級工程師資格。

## BIOGRAPHICAL DETAILS OF DIRECTORS AND KEY MANAGEMENT (CONTINUED) 董事及主要管理層履歷(續)

### Non-Executive Directors

**Dr. MA Kai Cheung**, SBS, BBS, aged 71, is our Co-Chairman and a non-executive Director. He is a co-founder of our Group and has been appointed as a Director since 2 August 2002. He is primarily responsible for advising on the formulation of the Group's general business models and development strategies and major issues. Dr. Ma has more than 41 years of management experience in garment distribution and manufacturing businesses. Dr. Ma was awarded a Bronze Bauhinia Star (BBS) and a Silver Bauhinia Star (SBS) by the Government of Hong Kong Special Administrative Region in 2003 and 2009 respectively. He was also a member of the 9th to 11th National Committee of the Chinese People's Political Consultative Conference. Dr. Ma is currently the permanent honorary president of Shenzhen Overseas Chinese International Association, permanent honorary president of Hong Kong Chiu Chow Chamber of Commerce Limited, chairman of Federation of Hong Kong Guangdong Community Organizations, president of Hong Kong & Kowloon Chiu Chow Public Association and permanent honorary chairman of Federation of Hong Kong Chiu Chow Community Organizations. Dr. Ma received an honorary doctoral degree in philosophy from the Morrison University in the United States in 2004. He received a fellowship from the Asian Knowledge Management Association in 2008. Dr. Ma is also the chairman of Carrianna Group Holdings Company Limited (formerly known as Tak Sing Alliance Holdings Limited), a company listed on the Main Board of the Stock Exchange (stock code: 126).

### 非執行董事

**馬介璋博士**，銀紫荊星章、銅紫荊星章，71歲，聯席主席兼非執行董事。彼為本集團的創辦人之一，自2002年8月2日獲委任為董事，主要負責就制定本集團的整體業務模式、發展策略及重大事項提供意見。馬博士在成衣分銷及製造業方面擁有逾41年管理經驗。馬博士分別於2003年及2009年獲香港特別行政區政府頒授銅紫荊星章及銀紫荊星章，並為中國人民政治協商會議全國委員會第九屆至第十一屆委員。馬博士現為深圳市僑商國際聯合會永遠名譽會長、香港潮州商會永遠名譽會長、香港廣東社團總會會長、香港九龍潮州公會主席及香港潮屬社團總會永遠名譽主席。馬博士於2004年獲美國莫里森大學頒授榮譽哲學博士學位。彼於2008年獲亞洲知識管理協會頒授院士名銜。馬博士亦為佳寧娜集團控股有限公司(前稱達成集團)(一家於聯交所主板上市的公司，股份代號：126)主席。



## BIOGRAPHICAL DETAILS OF DIRECTORS AND KEY MANAGEMENT (CONTINUED) 董事及主要管理層履歷(續)

**Mr. SUN Kai Lit Cliff**, *BBS, JP*, aged 59, is a non-executive Director. He is a co-founder of our Group and has been appointed as a Director since 2 August 2002. He is primarily responsible for advising on the formulation of the Group's general business models, development strategies and major issues. Mr. Sun is an associate of the Institute of Industrial Engineers of Ohio and has over 33 years of management experience in the businesses of wholesale distribution and manufacturing of kitchenware and other metal and plastic products. He was appointed as Justice of the Peace (JP) and was awarded a Bronze Bauhinia Star (BBS) by the Government of Hong Kong Special Administrative Region in 2003 and 2006 respectively. At present, Mr. Sun is a member of the 11th Zhejiang Committee of Chinese People's Political Consultative Conference. He is also the honorary chairman of the Federation of Hong Kong Industries, honorary chairman of The Hong Kong Exporters' Association, honorary chairman of the Hong Kong Q Mark Council, president of the Hong Kong Plastics Manufacturers Association Ltd. and the honorary founding president and executive president of Shenzhen Overseas Chinese International Association. Mr. Sun is the executive director of Kinox Enterprises Limited and Kin Hip Metal and Plastic Factory Ltd. He is currently an independent non-executive director of Ming Fai International Holdings Limited (stock code: 3828) and Ka Shui International Holdings Ltd., (stock code: 822), which are listed on the Main Board of the Stock Exchange.

孫啟烈先生，銅紫荊星章、太平紳士，59歲，非執行董事。彼為本集團的創辦人之一，自2002年8月2日獲委任為董事，主要負責就制定本集團的整體業務模式、發展策略及重大事項提供意見。孫先生為俄亥俄州工業工程學會會員，於廚具及其他金屬及塑膠產品批發分銷及製造業方面擁有逾33年的管理經驗。彼分別於2003年及2006年獲香港特別行政區政府委任為太平紳士及頒授銅紫荊星章。孫先生現時為中國人民政治協商會議第十一屆浙江省委員會委員。彼同時亦為香港工業總會名譽會長、香港出口商會名譽主席、香港優質產品標誌局名譽主席、香港塑膠業廠商會有限公司會長、深圳市僑商國際聯合會創會名譽會長及常務會長。孫先生為建樂士企業有限公司及建業五金塑膠廠有限公司的執行董事。彼現為聯交所主板上市的明輝國際控股有限公司(股份代號：3828)及嘉瑞國際控股有限公司(股份代號：822)的獨立非執行董事。

## BIOGRAPHICAL DETAILS OF DIRECTORS AND KEY MANAGEMENT (CONTINUED) 董事及主要管理層履歷(續)

**Dr. MA Wai Mo**, aged 69, is a non-executive Director. He is a co-founder of our Group and has been appointed as a Director of the Company since 2 August 2002. He is primarily responsible for advising on the formulation of the Group's general business models, development strategies and major issues. He has more than 34 years of management experience in the printing and packaging, manufacturing, wholesale and distribution businesses. Dr. Ma was a member of the 3rd and the 4th Shenzhen Committee of the Chinese People's Political Consultative Conference, the chairman of the 13th, 14th, 16th and 17th Hong Kong Corrugated Paper Manufacturers' Association. Currently, he is a member of the Committee of Foreign and Overseas Chinese Affairs, the Standing Committee of Shenzhen Municipal People's Congress, the honorary chairman of the 2nd and 3rd Chaoyang District Shantou City Committee of the Chinese People's Political Consultative Conference, the vice chairman of the 7th general committee of the China Packaging Federation, the honorary chairman of the 7th and 8th Shenzhen Packaging Association, the vice president of the 7th and the 8th Guangdong Printing Association, the executive vice president of the Guangdong Overseas Chinese Enterprises Association, the honorary founding president and the executive vice president of Shenzhen Overseas Chinese International Association, and the chairman of the Shenzhen Graphic Society and Shenzhen Longgang Cultural Industry Association. Dr. Ma is also the chairman of Luk Ka International Limited, a wholly-owned subsidiary of Luk Ka Overseas Investments Limited. Dr. Ma was awarded the World's Outstanding Chinese in 2005 and received an honorary doctor of science degree from Armstrong University in 2005.

**Mr. CHENG Tai Po**, aged 61, is a non-executive Director. He has been appointed as a Director since 30 April 2010 and is primarily responsible for advising on the formulation of the Group's general business models, development strategies and major issues. Mr. Cheng has over 30 years' experience in manufacturing, wholesale and distribution businesses. He is a board member of the Zhanjiang Ocean University, China, a general committee member of the Hong Kong Jewelry Manufacturers' Association and the chairman of Hong Kong Overseas Puning Sheshan Clansmen Association. Mr. Cheng is also the executive director and deputy chairman of Man Sang International Limited, a company listed on the Main Board of the Stock Exchange (stock code: 938) and the director and vice-chairman of China Metro-Rural Holdings Limited (formerly known as Man Sang International (B.V.I.) Limited), a company listed on the NYSE MKT (ticker symbol: CNR). Mr. Cheng is an elder brother of Mr. Cheng Chung Hing, the Co-Chairman and executive Director and the controlling shareholder of the Company.

**馬偉武博士**，69歲，非執行董事。彼為本集團的創辦人之一，自2002年8月2日獲委任為本公司董事，主要負責就制定本集團的整體業務模式、發展策略及重大事項提供意見。馬博士在印刷及包裝、製造及批發分銷業務方面擁有逾34年的管理經驗。馬博士曾為中國人民政治協商會議廣東省深圳市第三屆及第四屆委員會委員、香港瓦通紙業廠商會第十三、十四、十六及十七屆會長。現時，馬博士為深圳市人大常委會外事僑務工作委員會委員、中國人民政治協商會議汕頭市潮陽區第二屆及第三屆政協名譽主席、中國包裝聯合會第七屆理事會副會長、深圳市包裝行業協會第七、八屆榮譽會長、第七屆及第八屆廣東省印刷複製業協會副會長、廣東省僑商投資企業協會常務副會長、深圳市僑商國際聯合會創會名譽會長及常務副會長、深圳市印刷學會會長、深圳市龍崗區文化產業協會會長。馬博士同時亦為Luk Ka Overseas Investments Limited的全資附屬公司力嘉國際集團有限公司董事長。於2005年，馬博士獲選為世界傑出華人。同年，馬博士獲Armstrong University頒授榮譽科學博士學位。

**鄭大報先生**，61歲，非執行董事。自2010年4月30日獲委任為董事，主要負責就制定本集團的整體業務模式、發展策略及重大事項提供意見。鄭先生於製造及批發分銷業務方面擁有逾30年的經驗。彼為中國湛江海洋大學校董、香港珠寶製造業廠商會之理事及香港海外普寧社山同鄉聯會會長。鄭先生亦為民生國際有限公司(一家於聯交所主板上市的公司，股份代號：938)之執行董事及副主席及China Metro-Rural Holdings Limited(前稱Man Sang International (B.V.I.) Limited)(一家於NYSE MKT上市之公司，股份代號：CNR)之董事及副主席。鄭先生為本公司之聯席主席兼執行董事及控股股東鄭松興先生之胞兄。

## BIOGRAPHICAL DETAILS OF DIRECTORS AND KEY MANAGEMENT (CONTINUED) 董事及主要管理層履歷(續)

### Independent Non-Executive Directors

**Mr. LEUNG Kwan Yuen Andrew**, *GBS, SBS, JP*, aged 62, has been appointed as an independent non-executive Director since 4 September 2009. He has more than 33 years of management experience in the textile manufacturing, wholesale and distribution businesses. Mr. Leung is a member of the Industrial (First) Functional Constituency of the Legislative Council of Hong Kong, also a member of the National Committee of the Chinese People's Political Consultative Conference. Mr. Leung is currently the honorary chairman of Textile Council of Hong Kong, a council member of the Hong Kong Trade Development Council, the honorary president of the Federation of Hong Kong Industries, a fellow of The Textiles Institute as well as The Clothing and Footwear Institute in the United Kingdom. In addition, Mr. Leung is the chairman of Sun Hing Knitting Factory Limited. He is also an independent non-executive director of Dah Sing Banking Group Limited (stock code: 2356) and Harbour Centre Development Limited (stock code: 51), both companies listed on the Main Board of the Stock Exchange. Mr. Leung was an independent non-executive director of Meadville Holdings (BVI) Limited (formerly known as "Meadville Holdings Limited"), a company withdrawing the listing of its shares from the Stock Exchange effective from 19 April 2010 (stock code: 3313), until his resignation effective from 1 June 2010.

**Mr. LI Wai Keung**, aged 56, has been appointed as an independent non-executive Director since 4 September 2009. Mr. Li has more than 35 years of experience in financial management. Mr. Li graduated from the Hong Kong Polytechnic University and holds a master degree in business administration from the University of East Asia, Macau, currently known as the University of Macau. He is a fellow member of the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants. Mr. Li is the executive director and chief financial officer of GDH Limited, executive director of Kingway Brewery Holdings Limited ("Kingway"), non-executive director of Guangdong Investment Limited ("GDI") and an independent non-executive director of Shenzhen Investment Limited ("SZ Investment") and Hans Energy Company Limited ("Hans"). Kingway, GDI, SZ Investment and Hans are companies listed on the Main Board of the Stock Exchange (stock codes: 124, 270, 604 and 554 respectively). He is a director of Shenzhen City Airport (Group) Company Limited, a member of the Council of the Hong Kong Chinese Orchestra Limited, and serves as the vice chairman of the Financial and Accounting Affairs Steering Committee of the Hong Kong Chinese Enterprises Association. Mr. Li was also an independent non-executive director of Hong Long Holdings Limited (stock code: 1383) until 27 May 2011.

### 獨立非執行董事

**梁君彥先生**，*金紫荊星章、銀紫荊星章、太平紳士*，62歲，自2009年9月4日獲委任為獨立非執行董事。彼於紡織品製造、批發及分銷業務方面擁有逾33年管理經驗。梁先生現為香港立法會工業界(第一)功能界別成員，亦為中國人民政治協商會議全國委員會委員。梁先生同時亦為香港紡織業聯會理事委員會名譽會長、香港貿易發展局理事會成員、香港工業總會名譽會長、英國的紡織學會以及製衣業及鞋類學會資深會員。此外，梁先生為新興織造廠有限公司主席。他亦是大新銀行集團有限公司(一家在聯交所主板上市的公司，股份代號：2356)及海港企業有限公司(一家在聯交所主板上市的公司，股份代號：51)的獨立非執行董事。梁先生為Meadville Holdings (BVI) Limited(前稱「美維控股有限公司」)(一家於2010年4月19日起在聯交所除牌的公司，股份代號：3313)的獨立非執行董事至2010年6月1日辭去獨立非執行董事一職為止。

**李偉強先生**，56歲，自2009年9月4日獲委任為獨立非執行董事。李先生擁有逾35年財務管理經驗。李先生畢業於香港理工大學，並持有澳門東亞大學(現稱為澳門大學)工商管理碩士學位。彼為英國特許公認會計師公會及香港會計師公會資深會員。李先生現為粵海控股集團有限公司的執行董事兼財務總監，金威啤酒集團有限公司(「金威」)執行董事，同時亦為粵海投資有限公司(「粵海投資」)之非執行董事、深圳控股有限公司(「深圳控股」)及漢思能源有限公司(「漢思」)之獨立非執行董事。金威、粵海投資、深圳控股及漢思均為在聯交所主板上市的公司(股份代號分別為124, 270, 604及554)。彼為深圳市機場(集團)有限公司董事、香港中樂團理事會理事及香港中國企業協會財會專業委員會副主任委員。李先生於2011年5月27日前也是鴻隆控股有限公司(股份代號：1383)之獨立非執行董事。



## BIOGRAPHICAL DETAILS OF DIRECTORS AND KEY MANAGEMENT (CONTINUED) 董事及主要管理層履歷(續)

**Mr. HUI Chiu Chung Stephen, JP**, aged 66, has been appointed as an independent non-executive Director since 11 April 2011. Mr. Hui has over 42 years of experience in the securities and investment industry. He had for years been serving as a council member and vice chairman of the Stock Exchange, a member of the Advisory Committee of the Hong Kong Securities and Futures Commission, a director of the Hong Kong Securities Clearing Company Limited, a member of the Listing Committee of the Hong Kong Exchanges and Clearing Limited, an appointed member of the Securities and Futures Appeal Tribunal, a member of the Standing Committee on Company Law Reform and an appointed member of the Hong Kong Institute of Certified Public Accountants Investigation Panel A. He was also a member of the Committee on Real Estate Investment Trusts of the Hong Kong Securities and Futures Commission. Mr. Hui is a member of Government "Appointees" (independent member) of Appeal Panel of the Travel Industry Council of Hong Kong. Mr. Hui was appointed by the Government of the Hong Kong Special Administrative Region a Justice of the Peace (JP) in 2004 and was also appointed as a member of the Zhuhai Municipal Committee of the Chinese People's Political Consultative Conference in 2006. He also serves as a non-executive director of Luk Fook Holdings (International) Limited (stock code: 590) and independent non-executive director of Hong Kong Exchanges and Clearing Limited (stock code: 388), Zhuhai Holdings Investment Group Limited (formerly known as Jiuzhou Development Company Limited) (stock code: 908), Lifestyle International Holdings Limited (stock code: 1212), Chun Wo Development Holdings Limited (stock code: 711), Gemdale Properties and Investment Corporation Limited (formerly known as Frasers Property (China) Limited) (stock code: 535) and SINOPEC Engineering (Group) Co., Limited (stock code: 2386), whose shares are listed on the Stock Exchange.

許照中先生，太平紳士，66歲，自2011年4月11日獲委任為獨立非執行董事。許先生具備逾42年之證券及投資經驗。多年來曾出任聯交所理事會理事及副主席、香港證券及期貨事務監察委員會諮詢委員會委員、香港中央結算有限公司董事、香港交易及結算所有限公司上市委員會委員、證券及期貨事務上訴審裁處委員、公司法改革常務委員會委員及香港會計師公會調查小組A組委員。彼曾為香港證券及期貨事務監察委員會房地產投資信託基金委員會委員及現為香港旅遊業議會上訴委員會獨立委員。許先生於2004年獲香港特區政府頒授太平紳士榮銜，並於2006年獲中國珠海市人民政治協商會議委任為政協委員。許先生亦為股份於聯交所上市之六福集團(國際)有限公司(股份代號：590)之非執行董事和香港交易及結算所有限公司(股份代號：388)、珠海控股投資集團有限公司(前稱九洲發展有限公司)(股份代號：908)、利福國際集團有限公司(股份代號：1212)、俊和發展集團有限公司(股份代號：711)、金地商置集團有限公司(前稱星獅地產(中國)有限公司)(股份代號：535)及中石化煉化工程(集團)股份有限公司(股份代號：2386)之獨立非執行董事。

## BIOGRAPHICAL DETAILS OF DIRECTORS AND KEY MANAGEMENT (CONTINUED) 董事及主要管理層履歷(續)

**Mr. YUNG Wing Ki Samuel**, SBS, MH, JP, aged 55, has been appointed as an independent non-executive Director since 1 March 2013. Mr. Yung has over 30 years of experience in insurance sector. He was awarded an EMBA from the Hong Kong University of Science and Technology and has attained certain professional qualifications, including Certified Financial Planner, Registered Financial Consultant, fellow Chartered Financial Practitioner, Certified Manager of Financial Advisor and Chartered Insurance Agency Manager. Mr. Yung is currently an executive district director of AIA International Limited and an independent non-executive director of Group Sense (International) Limited, a company the shares of which are listed on the Main Board of the Stock Exchange (stock code: 601). Mr. Yung is also presently a member of the National Committee of the Chinese People's Political Consultative Conference, the founding president of Hong Kong Professionals and Senior Executives Association, chairman of Betting and Lotteries Commission and the chairman or committee member of several Government committees and non-governmental organizations.

Mr. Yung was elected the "Ten Outstanding Young Persons Award" in 1994. He was also a Municipal Commission Standing member of Chinese People's Political Consultative Conference of Jilin, Standing Committee member of All-China Youth Federation, member of Commission on Strategic Development of the HKSAR, member of Central Policy Unit, chairman of Hong Kong United Youth Association, chairman of The Outstanding Young Persons' Association, director & chairman of International Committee of General Agents & Managers Association International, co-chairman of the Asia Pacific Financial Services Association and president of The Life Underwriters Association of Hong Kong and president of General Agents and Managers Association of Hong Kong.

容永祺先生，銀紫荊星章、榮譽勳章、太平紳士，55歲，自2013年3月1日獲委任為獨立非執行董事。彼於保險業方面擁有逾30年經驗，獲香港科技大學頒授高級管理人員國際工商管理碩士，並取得若干專業資格，包括認可財務策劃師、認證財務顧問師、註冊特許財務策劃師、認可財務經理顧問及特許壽險營業經理等。容先生現為友邦保險(國際)有限公司區域執行總監，亦為一家於聯交所主板上市公司—權智(國際)有限公司(股份代號：601)之獨立非執行董事。此外，容先生亦現為全國政協委員、香港專業及資深行政人員協會創會會長、博彩及獎券事務委員會主席及其他多個政府委員會及社會服務團體的主席或委員。

容先生曾於1994年獲選為香港「十大傑出青年」，亦曾任吉林省政協常委、全國青聯常委、特區政府策略發展委員會委員、中央政策組成員、香港青年聯會主席、傑出青年協會主席、國際人壽保險經理協會董事兼國際委員會主席、亞太財務策劃聯會聯席主席、香港人壽保險從業員協會會長及香港人壽保險經理協會會長等。

## BIOGRAPHICAL DETAILS OF DIRECTORS AND KEY MANAGEMENT (CONTINUED) 董事及主要管理層履歷(續)

### Key Management

**Mr. FUNG Sing Hong Stephen**, aged 48, is our Group's chief financial officer. Mr. Fung joined our Group in July 2006, and is responsible for formulating corporate financing strategy and the overall financial management of the Group. Mr. Fung graduated from the University of Wales, United Kingdom with a master degree in business administration. He is a fellow member of the Hong Kong Institute of Certified Public Accountants, a member of the American Institute of Certified Public Accountants and the Chartered Global Management Accountants. He is also a fellow member of the Hong Kong Institute of Directors. Mr. Fung has more than 20 years of experience in financial management, mergers and acquisitions, capital markets financing and corporate restructuring. Prior to joining our Group, Mr. Fung was an executive director and the chief financial officer of Guangdong Investment Limited ("GDI"). From December 2002 to November 2004, Mr. Fung served as an executive director and the chief financial officer of Kingway Brewery Holdings Limited ("Kingway"). Both GDI and Kingway are companies listed on the Main Board of the Stock Exchange (stock codes: 270 and 124, respectively). Mr. Fung was also a key member of the Guangdong Enterprises (Holdings) Limited ("GDE") restructuring team and has been extensively involved in the US\$5.3 billion debt restructuring of GDE.

**Ms. TSE Man Yu**, aged 42, is the company secretary and the Group's deputy chief financial officer. Ms. Tse joined our Group in February 2008. She assists the chief financial officer in the overall financial management of the Group and is responsible for investor relations and the company secretarial duties. Ms. Tse graduated from the City University of Hong Kong with a bachelor of science (honours) degree in finance. She is a fellow member of the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants. Ms. Tse has more than 17 years of experience in financial management, mergers and acquisitions, corporate finance and asset management. Prior to joining our Group, Ms. Tse was the assistant chief financial officer of GDI which is a company listed on the Main Board of the Stock Exchange (stock code: 270). Ms. Tse was an alternate director of Guangdong Development Fund Limited ("GDF"), which is a company listed on the London Stock Exchange (code: gdf), and a director of Guangdong Investment Management Limited, which is the fund manager of GDF. Ms. Tse had also been a senior corporate finance executive of Tung Fong Hung (Holdings) Limited (now known as Freeman Financial Corporation Limited) and Sing Pao Media Group Limited (now known as China Gamma Group Limited), which were companies listed on the Main Board of the Stock Exchange (stock codes: 279 and 164, respectively).

### 主要管理層

**馮星航先生**，48歲，集團首席財務總監。馮先生於2006年7月加入本集團，負責制定企業財務策略及本集團的整體財務管理。馮先生畢業於英國威爾斯大學，持有工商管理碩士學位。彼為香港會計師公會資深會員、美國執業會計師公會會員及全球特許管理會計師公會會員，彼亦為香港董事學會資深會員。馮先生於財務管理、合併及收購、資本市場融資及企業重組方面擁有超過20年經驗。加入本集團之前，馮先生為粵海投資有限公司(「粵海投資」)執行董事及財務總監。自2002年12月至2004年11月，馮先生擔任金威啤酒集團有限公司(「金威」)執行董事及財務總監。粵海及金威均為聯交所主板上市的公司(股份代號分別為270及124)。馮先生亦曾為粵海企業(集團)有限公司(「粵海企業」)重組隊伍的主要成員，廣泛地參與粵海企業涉及53億美元的債務重組。

**謝文瑜女士**，42歲，公司秘書及集團副財務總監。謝女士於2008年2月加入本集團。彼協助集團首席財務總監進行本集團的整體財務管理及負責投資者關係和公司秘書事務。謝女士畢業於香港城市大學，取得財務學榮譽理學士學位。彼為英國特許公認會計師公會及香港會計師公會資深會員。謝女士於財務管理、合併及收購、企業財務及資產管理方面擁有超過17年經驗。加入本集團之前，謝女士為粵海投資有限公司(一家於聯交所主板上市的公司，股份代號：270)的助理財務總監。謝女士曾為Guangdong Development Fund Limited(「GDF」)(一家於倫敦證券交易所上市的公司，代號：gdf)替任董事及Guangdong Investment Management Limited(GDF的基金經理)董事。謝女士亦曾任東方紅集團有限公司(現稱民豐企業控股有限公司)及成報傳媒集團有限公司(現稱中國伽瑪集團有限公司)(均為聯交所主板上市的公司，股份代號分別為279及164)的高級企業融資人員。



## BIOGRAPHICAL DETAILS OF DIRECTORS AND KEY MANAGEMENT (CONTINUED) 董事及主要管理層履歷(續)

**Mr. JIANG Kai**, aged 61, is the Group's vice president. He joined our Group in January 2007, and is responsible for managing construction projects of the Group, including coordinating the planning and designs, managing tenders and bids, budgeting, costing and construction management. Mr. Jiang graduated from the Underground Construction Faculty of Tongji University in 1982 with a bachelor degree in underground construction, and holds a qualification of senior engineer. Mr. Jiang has over 18 years of management experience in the construction industry. Mr. Jiang had been working for the 1st branch of the Shenzhen Architectural Design Institute as the chief engineer, Shenzhen Construction Investment Holdings Ltd. as the manager of the construction department, and Shenzhen New World Group Co., Ltd. as the group deputy general manager.

**Ms. JIANG Ling**, aged 40, is the Group's vice president. She joined our Group in November 2003, and is responsible for the Group's strategic development, including market research, project planning and public relations. Ms. Jiang graduated from the Department of Journalism, Huazhong University of Science and Technology in 1994. She later completed Advanced Business Management Course at HSBC Business School, Peking University in 2009 and the postgraduate course in fashion buying at Hong Kong Institute of Fashion Buying in 2011. She has also attained the qualification of senior planner from the Ministry of Labor and Social Security of the People's Republic of China (which has been renamed as the Ministry of Human Resources and Social Security of the People's Republic of China). Ms. Jiang has over 12 years of management experience in the property industry and 3 years of experience in the media industry. She was the manager of the development department of Shanghai Chenghuang Temple Fuyoumen Small-Commodities Market Corporation Limited, the director of Shenzhen Column Editorial Department, Hong Kong Ta Kung Pao and the general manager of Shenzhen Tongyuan Nanling Cultural and Creative Park Corporation Limited.

**江凱先生**，61歲，集團副總裁。彼於2007年1月加入本集團，負責本集團各項目的工程管理，包括協調規劃及設計、投標管理、預算及成本、建設管理等。江先生於1982年畢業於同濟大學地下工程學系，取得地下建築學士學位，並持有高級工程師資格。江先生於建築行業擁有逾18年管理經驗。江先生曾為深圳市建築設計第一分院總工程師、深圳市建設投資控股公司工程管理部經理及深圳市新世界集團有限公司的集團副總經理。

**姜玲女士**，40歲，集團副總裁。姜女士於2003年11月加入本集團。彼負責本集團的戰略發展工作，包括市場調研、項目策劃、公共關係等事務。姜女士於1994年畢業於華中理工大學（現為華中科技大學）新聞系，並於2009年於北京大學匯豐商學院完成高級工商管理課程，其後於2011年於香港時尚買手學院修畢時尚買手研究生課程，並持有中華人民共和國勞動和社會保障部（現稱中華人民共和國人力資源和社會保障部）頒發的高級策劃師資格。姜女士於產業地產行業擁有愈12年管理經驗，亦於傳媒行業擁有3年經驗。姜女士曾擔任上海市城隍廟福佑門小商品批發市場有限公司開發部經理、香港大公報深圳專欄採編部主任及深圳市同源南嶺文化創意園有限公司總經理。

# REPORT OF THE DIRECTORS

## 董事會報告

The Board has pleasure in presenting this annual report and the audited consolidated financial statements of the Group for the fiscal year ended 31 March 2013.

### Principal Activities

The principal activities of the Group is developing and operating large-scale integrated logistics and trade centers in China, providing a comprehensive trading platform of raw materials and finished products for domestic and international wholesale suppliers, buyers, manufacturers and distributors. With its unique business model, the Group not only sells and leases well-designed, high quality trade center units for businesses to display and sell their products, but also provides trade center occupants and their customers with a full range of facilities and services such as offices, residential facilities, warehousing and on-site logistics services, convention and exhibition facilities, property management, e-commerce platform, hotels, restaurants, banking services, on-site government services in a bid to offer one-stop convenient supply chain solutions. The successful business model was first pioneered by CSC Shenzhen and has been replicated in strategic locations across China such as Nanchang, Nanning, Xi'an, Harbin, Zhengzhou and Hefei to satisfy the needs bring about by the strong economic growth in their respective regions. Details of the principal activities of the principal subsidiaries, jointly-controlled entity and associate are set out in notes 19 to 21 to the financial statements respectively,

### Results and Dividends

The Group's results for the fiscal year ended 31 March 2013 and the state of affairs of the Company and the Group at that date are set out in the consolidated financial statements on pages 97 to 212 of this annual report.

The Board recommends the payment of a final dividend of HK10.0 cents per share in respect of FY2012/13 (FY2011/12: HK7.5 cents). Subject to the approval of the shareholders of the Company (the "Shareholders") at the AGM to be held on 21 August 2013, the proposed final dividend will be distributed on or about 11 September 2013 to Shareholders whose names appear on the register of members of the Company on 29 August 2013.

The register of members of the Company will be closed from 28 August 2013 to 29 August 2013, both days inclusive. In order to be qualified for the proposed final dividend, all transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 27 August 2013.

董事會欣然呈列本集團截至2013年3月31日止財政年度的年報及經審核綜合財務報表。

### 主要業務

本集團的主要業務為在中國開發及經營大型綜合商貿物流及商品交易中心，為內地和國際批發供應商、買家、製造商及分銷商提供原材料和製成品的全面交易平台。憑藉其獨特的業務模式，本集團不僅銷售及出租設計優良、高質的交易中心商舖，供企業展示和出售其產品，亦為交易中心商戶與其客戶提供完善的設施及服務，包括辦公樓、住宅設施、倉儲和駐場物流服務、會議展覽設施、物業管理、電子商貿平台、酒店、餐廳、銀行服務、駐場政府服務，藉此提供一站式便捷供應鏈解決方案。這源自深圳華南城的成功業務模式已複製至南昌、南寧、西安、哈爾濱、鄭州及合肥等中國策略性地點，以滿足當地經濟強勁增長所帶來的需求。主要附屬公司、共同控制實體及聯營公司的主要業務之詳情分別載於財務報表附註19至21。

### 業績及股息

本集團截至2013年3月31日止財政年度的業績及本公司與本集團於該日的事務狀況載於本年報第97至212頁之綜合財務報表。

董事會建議派付2012/13財政年度的末期股息每股10.0港仙(2011/12財政年度：7.5港仙)。待本公司股東(「股東」)於2013年8月21日舉行的股東週年大會上批准後，建議末期股息將於2013年9月11日或其前後派付予於2013年8月29日名列本公司股東名冊之股東。

本公司將由2013年8月28日至2013年8月29日(包括首尾兩天)期間暫停辦理股份過戶登記。為符合資格獲派付建議末期股息，全部轉讓文件連同相關股票證書最遲須於2013年8月27日下午4時30分前遞交本公司之股份過戶登記處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716室。

# REPORT OF THE DIRECTORS (CONTINUED)

## 董事會報告(續)

### Reserves

Details of movements in the reserves of the Group and the Company during the Year are set out in the section headed “Consolidated Statement of Changes in Equity” and in note 35 to the financial statements, respectively.

### Distributable Reserves

Details of the Company’s reserves available for distribution as at 31 March 2013, calculated in accordance with the provision of Section 79B of the Hong Kong Companies Ordinance, amounted to HK\$645.34 million (31 March 2012: HK\$599.75 million), of which HK\$605.36 million (31 March 2012: HK\$449.07 million), subject to the adjustment with the number of shares which may be allotted after the date of this report but before the date of book close, has been proposed as final dividend for the fiscal year under review, are disclosed in note 12 to the financial statements.

### Senior Notes

On 14 January 2011, the Company issued senior notes due January 2016 with a nominal value of US\$250 million (equivalent to approximately HK\$1,950 million) at a coupon rate of 13.5% per annum for the purpose of financing the development of the existing and new projects and for general corporate use. In FY2011/12, the Company cancelled a portion of the senior notes with a nominal value of US\$9 million after it was repurchased from the market.

On 17 October 2012, the Company issued senior notes due October 2017 with a nominal value of US\$125 million (equivalent to approximately HK\$975 million) at a coupon rate of 13.5% per annum for the purpose of, amongst others, funding its properties under development and planned for future development (including land grant fees) and for general corporate purposes.

Further details of the senior notes are set out in note 31 to the financial statements.

### Convertible Notes

On 28 March 2013, the Company entered into a purchase agreement with PAG on the issuance of convertible notes due April 2018 with a nominal value of HK\$975 million at a coupon rate of 6.5% per annum (“Convertible Notes”). The issuance, which is for the purpose of, amongst others, funding its properties under development and planned for future development (including land grant fees) and for general corporate purposes, has been completed on 9 April 2013.

Further details of the Convertible Notes are set out in note 45(a) to the financial statements.

### 儲備

本集團及本公司於年內的儲備變動詳情分別載於「綜合權益變動表」及財務報表附註35。

### 可分派儲備

本公司按照香港公司條例第79B條條文計算於2013年3月31日的可分派儲備為645.34百萬港元(2012年3月31日：599.75百萬港元)，並建議動用當中605.36百萬港元(2012年3月31日：449.07百萬港元)作本回顧財政年度末期股息(股票數目可能會於本報告發佈後並在股份暫停辦理股份過戶登記前因應配發股份而有所調整)，有關詳情載於財務報表附註12披露。

### 優先票據

於2011年1月14日，本公司發行將於2016年1月到期、本金額為250百萬美元(相當於約1,950百萬港元)、年票息率13.5%的優先票據，用作撥付發展其現有及新項目以及一般商業用途。於2011/12財政年度，本公司從市場回購並註銷了本金額為9百萬美元之優先票據。

於2012年10月17日，本公司發行將於2017年10月到期、本金額為125百萬美元(相當於約975百萬港元)、年票息率13.5%的優先票據，用作(其中包括)撥付其正在興建的物業及已規劃的未來發展(包括土地出讓金)以及一般商業用途。

優先票據的進一步詳情載於財務報表附註31。

### 可換股票據

於2013年3月28日，本公司與PAG訂立購買協議，並發行將於2018年4月到期、本金額為975百萬港元、年票息率為6.5%的可換股票據(「可換股票據」)。是次發行款項將用作(其中包括)撥付其正在興建的物業及已規劃的未來發展(包括土地出讓金)以及一般商業用途，並已於2013年4月9日完成。

可換股票據的進一步詳情載於財務報表附註45(a)。

## REPORT OF THE DIRECTORS (CONTINUED)

### 董事會報告(續)

#### Property, Plant and Equipment

Details of property, plant and equipment of the Group are set out in note 14 to the financial statements.

#### Donations

During the fiscal year under review, the Group made charitable donations totaling HK\$2.71 million (FY2011/12: HK\$4.57 million) to various charitable organizations.

#### Subsidiaries

Details of the Company's principal subsidiaries as at 31 March 2013 are set out in note 19 to the financial statements.

#### Directors

The Directors during the fiscal year and up to the date of this report are:

##### Executive Directors

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

##### Non-Executive Directors

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

##### Independent Non-Executive Directors

Mr. Leung Kwan Yuen Andrew  
Mr. Li Wai Keung  
Mr. Hui Chiu Chung Stephen  
Mr. Yung Wing Ki Samuel (*appointed on 1 March 2013*)

In accordance with the Company's new articles of association (the "Articles"), Mr. Cheng Chung Hing, Professor Xu Yang, Dr. Ma Wai Mo, Mr. Li Wai Keung and Mr. Yung Wing Ki Samuel shall retire from office and, being eligible, will offer themselves for re-election at the forthcoming AGM.

The Board has received an annual confirmation of independence from each of the independent non-executive Directors pursuant to Rule 3.13 of the Rules governing the Listing of Securities on the Stock Exchange (the "Listing Rules"). The Board considers all independent non-executive Directors to be independent.

#### 物業、廠房及設備

本集團的物業、廠房及設備詳情載於財務報表附註14。

#### 捐款

於回顧本財政年內，本集團向各慈善機構合共捐出2.71百萬港元(2011/12財政年度：4.57百萬港元)的慈善捐款。

#### 附屬公司

本公司於2013年3月31日的主要附屬公司詳情載於財務報表附註19。

#### 董事

於本財政年內及截至本報告日期之董事包括：

##### 執行董事

鄭松興先生(*聯席主席*)  
梁滿林先生(*行政總裁*)  
許揚教授

##### 非執行董事

馬介璋博士(*聯席主席*)  
孫啟烈先生  
馬偉武博士  
鄭大報先生

##### 獨立非執行董事

梁君彥先生  
李偉強先生  
許照中先生  
容永祺先生(*於2013年3月1日獲委任*)

根據本公司之新修訂章程細則(「章程」)，鄭松興先生、許揚教授、馬偉武博士、李偉強先生及容永祺先生將退任，並合資格於應屆股東週年大會膺選連任。

本公司已接獲各獨立非執行董事根據聯交所證券上市規則(「上市規則」)第3.13條編製的年度獨立確認書。董事會認為全體獨立非執行董事均屬獨立。



## REPORT OF THE DIRECTORS (CONTINUED)

### 董事會報告(續)

#### Directors' Service Contracts

Each of the executive Directors has entered into service contract with the Company while each of the non-executive Directors and independent non-executive Directors has entered into letter of appointment with the Company for a term of three years. The service contract and the letter of appointment may be terminated by either party thereto by giving not less than one month's prior written notice.

None of the Directors has entered into any service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

#### Directors' Interests in Contracts of Significance

None of the Directors had a material beneficial interest, whether directly or indirectly, in any significant contract to which the Company or any of its subsidiaries, its holding companies or a subsidiary of its holding companies was a party during the fiscal year or as at 31 March 2013.

#### Biographical Information of Directors and Key Management

The biographical information of the Directors and key management of the Company is set out in the section headed "Biographical Details of Directors and Key Management" on pages 56 to 65 of this annual report.

#### Enforcement of the Deed of Non-Competition

Pursuant to the deed of non-competition dated 4 September 2009 ("Non-Competition Undertaking") entered into by each of Mr. Cheng Chung Hing, Mr. Leung Moon Lam and Mr. Cheng Tai Po, each of them has undertaken with the Company (for itself and on behalf of each other member of the Group) that so long as the Company is listed on the Main Board of the Stock Exchange and so long as any of:

- (i) in respect of Mr. Cheng Chung Hing, he remains as the controlling shareholder or a Director of the Company;
- (ii) in respect of Mr. Leung Moon Lam, he remains as a Director of the Company;
- (iii) in respect of Mr. Cheng Tai Po, he remains as the controlling shareholder of the Company,

#### 董事服務合約

各執行董事已與本公司訂立服務合約，而本公司亦與各非執行董事及獨立非執行董事訂立委任函，該服務合約及委任函為期三年。任何一方可向對方事先發出不少於一個月書面通知終止該合約或委任函。

董事與本公司概無訂立任何本公司於一年內不作賠償(法定賠償除外)而不可終止的服務合約。

#### 董事於重大合約的權益

於本財政年度內或於2013年3月31日，概無董事於本公司或其任何附屬公司、其控股公司或其控股公司的附屬公司訂立的任何重大合約中直接或間接擁有重大實際權益。

#### 董事及主要管理層履歷

本公司董事及主要管理層的履歷資料載於本年報第56至65頁「董事及主要管理層履歷」一節。

#### 履行不競爭契據

根據鄭松興先生、梁滿林先生及鄭大報先生各自於2009年9月4日訂立的不競爭契據(「不競爭承諾」)，彼等各自向本公司(就其本身及代表本集團各其他成員公司)承諾，只要本公司仍於聯交所主板上市，且以下其中一項仍生效：

- (i) 有關鄭松興先生，當他仍為本公司之控股股東或董事；
- (ii) 有關梁滿林先生，當他仍為本公司之董事；
- (iii) 有關鄭大報先生，當他仍為本公司之控股股東，

## REPORT OF THE DIRECTORS (CONTINUED)

### 董事會報告(續)

that he shall not, and shall procure his associates not to, either alone or jointly with any other person or entity, or for any other person, firm or company, or as principal, partner, director, employee, consultant or agent through any body corporate, partnership, joint venture or other contractual arrangement, be engaged, invested, or otherwise involved, whether as a shareholder, director, employee, partner, agent or otherwise, directly or indirectly, in the carrying on of any business in any form or manner in China that is in competition or is likely to be in the competition, directly or indirectly, with the business of the Group, unless those business opportunities have been first offered to the Group upon terms which are fair and reasonable and the Board has declined such opportunities, in accordance with the provisions of the Non-Competition Undertaking, Mr. Cheng Chung Hing, Mr. Leung Moon Lam and Mr. Cheng Tai Po or any of them or their respective associates may pursue such opportunities.

The Company has received an annual confirmation from Mr. Cheng Chung Hing, Mr. Cheng Tai Po and Mr. Leung Moon Lam confirming their compliance with the Non-Competition Undertaking for the fiscal year ended 31 March 2013. The independent non-executive Directors have reviewed their compliance with the Non-Competition Undertaking during the fiscal year under review.

### Directors' Emoluments

Particulars of the Directors' emoluments for the fiscal year ended 31 March 2013 are set out in note 8 to the financial statements.

### Directors' Interests in Competing Business

Save as disclosed above, the Company has received confirmations from the executive Directors and non-executive Directors (excluding independent non-executive Directors) that none of them have engaged or were interested in any business which were in competition or were likely to compete, either directly or indirectly, with the business of the Group during the fiscal year under review.

彼等各自將不會及促使其聯繫人不會就其本身或聯同任何其他人士或實體或代任何人士、企業或公司，或以其主事人、合夥人、董事、僱員、顧問或代理身分透過任何法人團體、合作夥伴、合營企業或其他合約安排，以股東、董事、僱員、合夥人、代理或其他身份直接或間接於中國以任何形式或方式經營、投資或以其他方式涉足與本集團業務直接或間接構成競爭或可能構成競爭的任何業務，除非該等商機按公平合理的條款首先向本集團提出及由董事會根據不競爭承諾的條文拒絕該等商機後，鄭松興先生、梁滿林先生及鄭大報先生或彼等任何一方或彼等各自的聯繫人才可尋求該等商機。

本公司已接獲鄭松興先生、鄭大報先生及梁滿林先生確認有關彼等於截至2013年3月31日止財政年度已遵守不競爭承諾。獨立非執行董事已檢討彼等於回顧財政年度已遵守不競爭承諾。

### 董事酬金

截至2013年3月31日止財政年度之董事酬金詳情載於財務報表附註8。

### 董事於競爭業務之權益

除上文披露者外，本公司已接獲各執行董事及非執行董事(獨立非執行董事除外)確認彼等於回顧財政年度內，並無從事與本集團業務直接或間接競爭之業務或於可能存在競爭之業務中擁有權益。

## REPORT OF THE DIRECTORS (CONTINUED) 董事會報告(續)

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

As at 31 March 2013, the interests and short positions of the Directors in the shares of the Company (the "Shares"), underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) as recorded in the register maintained by the Company under section 352 of the SFO or as notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") were as follows:

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

### 董事及主要行政人員於證券的權益

於2013年3月31日，董事於本公司或其任何相關法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)的本公司股份(「股份」)、相關股份及債權證中擁有載入本公司根據證券及期貨條例第352條須予存置的登記冊，或根據上市發行人董事進行證券交易的標準守則(「標準守則」)須知會本公司及聯交所的權益及淡倉如下：

### 於本公司股份及相關股份的好倉

Name of Directors	Class of Shares	Number of Shares				Total	Approximate percentage of the Company's total issued share capital <sup>(8)</sup> 佔本公司全部已發行股本概約百分比 <sup>(8)</sup>
		Corporate interest	Personal interest	Family interest	Share options		
董事姓名	股份類別	公司權益	個人權益	家族權益	購股權	總計	
Cheng Chung Hing 鄭松興	Ordinary shares 普通股	2,367,180,976 <sup>(1)</sup>	76,000,000	-	-	2,443,180,976	40.35%
Cheng Tai Po 鄭大報	Ordinary shares 普通股	2,367,180,976 <sup>(2)</sup>	4,936,000	-	-	2,372,116,976	39.18%
Ma Kai Cheung 馬介璋	Ordinary shares 普通股	734,128,649 <sup>(3)</sup>	-	-	-	734,128,649	12.12%
Leung Moon Lam 梁滿林	Ordinary shares/share options 普通股/購股權	523,899,770 <sup>(4)</sup>	57,389,977	2,000,000	59,870,000 <sup>(5)</sup>	643,159,747	10.62%
Ma Wai Mo 馬偉武	Ordinary shares 普通股	226,197,662 <sup>(6)</sup>	-	-	-	226,197,662	3.73%
Sun Kai Lit Cliff 孫啟烈	Ordinary shares 普通股	217,241,662 <sup>(7)</sup>	-	800,000	-	218,041,662	3.60%
Xu Yang 許揚	Share options 購股權	-	-	-	25,000,000 <sup>(9)</sup>	25,000,000	0.41%
Li Wai Keung 李偉強	Ordinary shares 普通股	-	5,300,000	-	-	5,300,000	0.08%

## REPORT OF THE DIRECTORS (CONTINUED)

### 董事會報告(續)

#### Notes:

(1) Mr. Cheng Chung Hing is interested in 50% and 58.7% of the respective issued share capital of Accurate Gain Developments Limited and Proficient Success Limited which in turn holds 1,339,913,759 and 1,027,267,217 Shares respectively and is therefore deemed to be interested in an aggregate of 2,367,180,976 Shares. Mr. Cheng is a director of each of Accurate Gain Developments Limited and Proficient Success Limited. Mr. Cheng Chung Hing is the younger brother of Mr. Cheng Tai Po.

(2) Mr. Cheng Tai Po is interested in 50% and 41.3% in the respective issued share capital of Accurate Gain Developments Limited and Proficient Success Limited which in turn holds 1,339,913,759 and 1,027,267,217 Shares respectively and is therefore deemed to be interested in an aggregate of 2,367,180,976 Shares. Mr. Cheng is a director of each of Accurate Gain Developments Limited and Proficient Success Limited. Mr. Cheng Tai Po is the elder brother of Mr. Cheng Chung Hing.

(3) Dr. Ma Kai Cheung, as beneficial owner and beneficiary of trust and through the interest of his spouse, being interested in 44.48% of the issued share capital of Tak Sing Alliance Holdings Limited which through a number of intermediaries, wholly owns Carrianna Development Limited, Dr. Ma Kai Cheung is therefore deemed to be interested and duplicated interested in an aggregate of 734,128,649 Shares held by Carrianna Development Limited via its holding company. Dr. Ma is a director of each Tak Sing Alliance Holdings Limited, Carrianna Development Limited, Sincere United Holdings Limited, Carrianna Holdings Limited, Gartrend Development Limited and Carrianna (BVI) Ltd.

On 6 February 2013, Carrianna Development Limited, an indirect wholly-owned subsidiary of Tak Sing Alliance Holdings Limited of which Dr. Ma Kai Cheung is a director and controlling shareholder, entered into a conditional sale and purchase agreement with Chen's International Investment Limited who will conditionally acquire 750,000,000 Shares, which represent approximately 12.38% of the issued share capital of the Company. The Shares under the transaction will be transferred in phases. As at 31 March 2013, 154,838,000 Shares were transferred to Chen's International Investment Limited. The Share transfer under the sale and purchase agreement was completed on 28 June 2013.

(4) Mr. Leung Moon Lam owns 100% of the issued share capital of Kings Faith International Limited which in turn holds 523,899,770 Shares and is therefore deemed to be interested in 523,899,770 Shares. Mr. Leung Moon Lam is a director of Kings Faith International Limited.

#### 附註:

(1) 由於鄭松興先生分別擁有 Accurate Gain Developments Limited 及 Proficient Success Limited 已發行股本50%及58.7%，而該兩家公司分別持有1,339,913,759股及1,027,267,217股股份，故鄭松興先生被視為於合共2,367,180,976股股份中擁有權益。鄭先生為 Accurate Gain Developments Limited 及 Proficient Success Limited 的董事。鄭松興先生為鄭大報先生之胞弟。

(2) 由於鄭大報先生分別擁有 Accurate Gain Developments Limited 及 Proficient Success Limited 已發行股本的50%及41.3%股份權益，而該兩家公司分別持有1,339,913,759股及1,027,267,217股股份，故鄭大報先生被視為於合共2,367,180,976股股份中擁有權益。鄭先生分別為 Accurate Gain Developments Limited 及 Proficient Success Limited 的董事。鄭大報先生為鄭松興先生之兄長。

(3) 由於馬介璋博士為實益擁有人及信託受益人，並透過其配偶的權益，持有達成集團已發行股本中44.48%之股份權益，而達成集團透過若干中間控股公司全資擁有 Carrianna Development Limited，馬介璋博士故被視為透過其控股公司於 Carrianna Development Limited 有合共734,128,649股股份中擁有權益及權益重疊。馬介璋博士為達成集團、Carrianna Development Limited、Sincere United Holdings Limited、佳寧娜集團有限公司、嘉堅發展有限公司及 Carrianna (BVI) Ltd. 的董事。

於2013年2月6日，達成集團(馬介璋博士為達成集團董事及控股股東)間接全資擁有附屬公司 Carrianna Development Limited 與 Chen's International Investment Limited 簽訂買賣協議。該買賣協議列明 Chen's International Investment Limited 將會有條件收購 Carrianna Development Limited 持有的其中750,000,000股股份，相等於華南城已發行股本約12.38%。該交易項下的股份將分階段轉讓。截至2013年3月31日，共154,838,000股股份已由 Carrianna Development Limited 轉讓至 Chen's International Investment Limited。截至2013年6月28日，該買賣協議項下的股份轉讓已完成。

(4) 由於梁滿林先生擁有京暉國際有限公司已發行股本的100%權益，該公司持有523,899,770股股份，故梁先生被視為於京暉國際有限公司所持合共523,899,770股股份中擁有權益。梁滿林先生為京暉國際有限公司的董事。



## REPORT OF THE DIRECTORS (CONTINUED)

### 董事會報告(續)

- (5) The relevant interests are share options granted to Mr. Leung Moon Lam and Professor Xu Yang pursuant to the Company's share option scheme adopted on 4 September 2009. Further details of the share option scheme are set out in the section headed "Share Option Scheme" in this report.
- (6) By virtue of Dr. Ma Wai Mo's 50% shareholding interests in Luk Ka Overseas Investments Limited which is interested in 100% interests in Luk Ka International Limited, Dr. Ma is deemed to be interested and duplicate in the interest in the same 226,197,662 Shares held by Luk Ka International Limited.
- (7) Mr. Sun Kai Lit Cliff owns the entire interests in Kinox Holdings Limited and is therefore deemed to be interested in an aggregate of 217,241,662 Shares held by Kinox Holdings Limited.
- (8) The percentage shareholding is calculated on the basis of 6,053,564,000 Shares issued as at 31 March 2013.
- (5) 有關之權益是指根據本公司於2009年9月4日採納之購股權計劃而授予梁滿林先生及許揚教授之購股權。購股權計劃之進一步詳情載於本報告之「購股權計劃」一節內。
- (6) 由於馬偉武博士擁有 Luk Ka Overseas Investments Limited 的50%股份權益，而該公司擁有力嘉國際集團有限公司的100%權益，故馬博士被視為為力嘉國際集團有限公司所持的226,197,662股股份中擁有權益及權益重疊。
- (7) 由於孫啟烈先生擁有 Kinox Holdings Limited 之全部權益，故被視為為 Kinox Holdings Limited 所持合共217,241,662股股份中擁有權益。
- (8) 股本百分比乃根據於2013年3月31日已發行之6,053,564,000股股份計算。

Save as disclosed above, as at 31 March 2013, to the knowledge of the Board, none of the Directors or chief executive of the Company had any interests or short positions in the Shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be: (i) notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Directors and chief executive were taken or deemed to have under such provisions of the SFO); (ii) entered in the register kept by the Company pursuant to Section 352 of the SFO; or (iii) notified to the Company and the Stock Exchange pursuant to the Model Code.

除上文所披露者外，據董事會所知，於2013年3月31日，概無本公司董事或主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之任何股份、相關股份或債權證中擁有須：(i)根據證券及期貨條例第XV部第7及第8分部知會本公司及聯交所之任何權益或淡倉（包括董事及主要行政人員根據證券及期貨條例相關條文被當作或被視為擁有之權益及淡倉）；(ii)本公司根據證券及期貨條例第352條須記錄於登記冊之任何權益或淡倉；或(iii)根據標準守則須知會本公司及聯交所之任何權益或淡倉。

# REPORT OF THE DIRECTORS (CONTINUED)

## 董事會報告(續)

### Interests of Substantial Shareholders

As at 31 March 2013, to the knowledge of the Directors, the following persons (other than a Director or chief executive of the Company) had or were deemed or taken to have interests or short position in the Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register kept by the Company pursuant to Section 336 of the SFO:

#### Long Position in the Shares

### 主要股東權益

於2013年3月31日，據董事所知，以下人士(本公司董事或主要行政人員除外)於股份或相關股份中擁有或被視為或當作擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司披露，或載入本公司根據證券及期貨條例第336條須予存置的登記冊的權益或淡倉：

#### 於股份中的好倉

Name	Nature of interest	Number of Shares or underlying Shares held	Approximate percentage of the Company's total issued share capital <sup>(6)</sup>
姓名／名稱	權益性質	所持股份或相關股份數目	佔本公司已發行股本總數概約百分比 <sup>(6)</sup>
Accurate Gain Developments Limited	Beneficial owner 實益擁有人	1,339,913,759 <sup>(1)</sup>	22.13%
Proficient Success Limited	Beneficial owner 實益擁有人	1,027,267,217 <sup>(2)</sup>	16.96%
Mr. Chen Hong Tian 陳紅天先生	Deemed interest in controlled corporation 被視作受控制法團權益	750,000,000 <sup>(3)</sup>	12.38%
Mrs. Chen Li Ni Yao 陳姚麗妮女士	Deemed interest in controlled corporation 被視作受控制法團權益	750,000,000 <sup>(3)</sup>	12.38%
Chen Family Assets Management Company Limited	Deemed interest in controlled corporation 被視作受控制法團權益	750,000,000 <sup>(3)</sup>	12.38%
Chen's International Investment Limited	Beneficial owner 實益擁有人	750,000,000 <sup>(3)</sup>	12.38%
Tak Sing Alliance Holdings Limited 達成集團	Deemed interest in controlled corporation 被視作受控制法團權益	734,128,649 <sup>(3)</sup>	12.12%
Carrianna (BVI) Limited	Deemed interest in controlled corporation 被視作受控制法團權益	734,128,649 <sup>(3)</sup>	12.12%
Gartrend Development Limited 嘉堅發展有限公司	Deemed interest in controlled corporation 被視作受控制法團權益	734,128,649 <sup>(3)</sup>	12.12%
Carrianna Holdings Limited 佳寧娜集團有限公司	Deemed interest in controlled corporation 被視作受控制法團權益	734,128,649 <sup>(3)</sup>	12.12%
Sincere United Holdings Limited	Deemed interest in controlled corporation 被視作受控制法團權益	734,128,649 <sup>(3)</sup>	12.12%
Carrianna Development Limited	Beneficial owner 實益擁有人	734,128,649 <sup>(3)</sup>	12.12%
PAG Holdings Limited	Deemed interest in controlled corporation 被視作受控制法團權益	625,000,000 <sup>(4)</sup>	10.32%
Pacific Alliance Group Limited	Deemed interest in controlled corporation 被視作受控制法團權益	625,000,000 <sup>(4)</sup>	10.32%
Pacific Alliance Investment Management Limited	Deemed interest in controlled corporation 被視作受控制法團權益	625,000,000 <sup>(4)</sup>	10.32%
Pacific Alliance Group Asset Management Limited	Deemed interest in controlled corporation 被視作受控制法團權益	625,000,000 <sup>(4)</sup>	10.32%
Pacific Alliance Asia Opportunity Fund L.P.	Deemed interest in controlled corporation 被視作受控制法團權益	625,000,000 <sup>(4)</sup>	10.32%
PA Worldwide Opportunity VI Limited	Beneficial owner 實益擁有人	625,000,000 <sup>(4)</sup>	10.32%
Kings Faith International Limited 京暉國際有限公司	Beneficial owner 實益擁有人	523,899,770 <sup>(5)</sup>	8.65%

## REPORT OF THE DIRECTORS (CONTINUED)

### 董事會報告(續)

#### Notes:

- (1) Mr. Cheng Chung Hing and Mr. Cheng Tai Po each own 50% of the issued share capital of Accurate Gain Developments Limited.
- (2) Mr. Cheng Chung Hing and Mr. Cheng Tai Po own 58.7% and 41.3% respectively of the issued share capital of Proficient Success Limited.
- (3) Carrianna Development Limited is wholly owned by Sincere United Holdings Limited, which in turn is wholly owned by Carrianna Holdings Limited. Carrianna Holdings Limited is wholly owned beneficially by Gartrend Development Limited with Dr. Ma Kai Cheung holding one share on trust for Gartrend Development Limited. Gartrend Development Limited has two classes of issued shares: ordinary shares and non-voting deferred shares. Dr. Ma Kai Cheung and his brother Mr. Ma Kai Yum each hold 50% of the non-voting deferred shares of Gartrend Development Limited, which (a) carry no right to attend or vote at, or to receive notice of, general meetings, (b) do not entitle its holders to receive dividends until (i) after the holders of ordinary shares have been paid, (ii) the company's profit available for distribution as dividends exceeds HK\$100,000,000,000,000.00 and (iii) the company determines to make such distribution to the holders of non-voting deferred shares, and (c) rank after the claims of the ordinary shareholders as regards to repayment of capital in the event of insolvency in that only one half of the balance of HK\$100,000,000,000,000.00 in the assets of the company (if any) is distributable among the holders of non-voting deferred shares. All of the ordinary shares of Gartrend Development Limited are beneficially held by Carrianna (BVI) Ltd, with one share held by Dr. Ma Kai Cheung on trust for Carrianna (BVI) Ltd. Carrianna (BVI) Ltd is wholly owned by Tak Sing Alliance Holdings Limited.

On 6 February, 2013, Carrianna Development Limited, an indirect wholly-owned subsidiary of Tak Sing Alliance Holdings Limited of which Dr. Ma Kai Cheung is a director and controlling shareholder, entered into a conditional sale and purchase agreement with Chen's International Investment Limited who will conditionally acquire 750,000,000 Shares, which represent approximately 12.38% of the issued share capital of the Company. The Shares under the transaction will be transferred in phases. As at 31 March 2013, 154,838,000 Shares were transferred to Chen's International Investment Limited. The Share transfer under the sale and purchase agreement was completed on 28 June 2013. Chen's International Investment Limited is wholly owned by Chen Family Assets Management Company Limited. Mr. Chen Hong Tian and Mrs. Chen Li Ni Yao each own 50% of the issued share capital of Chen Family Assets Management Company Limited.

#### 附註:

- (1) 鄭松興先生及鄭大報先生各擁有Accurate Gain Developments Limited已發行股本50%權益。
- (2) 鄭松興先生及鄭大報先生分別擁有Proficient Success Limited已發行股本58.7%及41.3%權益。
- (3) Carrianna Development Limited由Sincere United Holdings Limited全資擁有，後者由佳寧娜集團有限公司全資擁有。佳寧娜集團有限公司由嘉堅發展有限公司全資實益擁有(其中馬介璋博士以信託形式為嘉堅發展有限公司持有1股股份)。嘉堅發展有限公司有兩類已發行股份：普通股份及無表決權遞延股份。馬介璋博士及其胞弟馬介欽先生各自持有嘉堅發展有限公司50%的無表決權遞延股份，該等股份(a)並不附帶出席股東大會或於會上表決或收取會議通知的權利，(b)亦無賦予其持有人收取股息的權利，直至(i)普通股股份持有人獲派息、(ii)該公司可供用作股息分派的利潤超過100,000,000,000,000.00港元及(iii)該公司決定向無表決權遞延股份持有人作出有關分派為止，以及(c)倘該公司出現資不抵債而該公司資產中100,000,000,000,000.00港元結餘的僅二分之一(如有)可供分派予無表決權遞延股份持有人時，獲償還資本的排名在普通股份持有人的申索之後。所有嘉堅發展有限公司的普通股份則由Carrianna (BVI) Ltd實益持有(其中1股由馬介璋博士以信託形式為Carrianna (BVI) Ltd持有)。Carrianna (BVI) Ltd由達成集團全資擁有。

於2013年2月6日，達成集團(馬介璋博士為達成集團董事及控股股東)間接全資擁有附屬公司Carrianna Development Limited與Chen's International Investment Limited簽訂買賣協議。該買賣協議列明Chen's International Investment Limited將會有條件收購Carrianna Development Limited持有的其中750,000,000股股份，相等於華南城已發行股本約12.38%。該交易項下的股份將分階段轉讓。截至2013年3月31日，共154,838,000股股份已由Carrianna Development Limited轉讓至Chen's International Investment Limited。截至2013年6月28日，該買賣協議項下的股份轉讓已完成。Chen's International Investment Limited由Chen Family Assets Management Company Limited全資擁有。陳紅天先生及陳姚麗妮女士各擁有Chen Family Assets Management Company Limited已發行股本的50%權益。

## REPORT OF THE DIRECTORS (CONTINUED)

### 董事會報告(續)

- (4) PA Worldwide Opportunity VI Limited is wholly owned by Pacific Alliance Asia Opportunity Fund L.P. and Pacific Alliance Group Asset Management Limited is the general partner of Pacific Alliance Asia Opportunity Fund L.P.. Pacific Alliance Group Asset Management Limited is wholly owned by Pacific Alliance Investment Management Limited. PAG Holdings Limited owns 99.17% of the issued share capital of Pacific Alliance Group Limited which owns 90% of the issued share capital of Pacific Alliance Investment Management Limited. Thus, all of the above mentioned entities are deemed to be interested in an aggregate of 625,000,000 Shares held by PA Worldwide Opportunity VI Limited. These are the Shares which may be issued upon full exercise by PA Worldwide Opportunity VI Limited of the conversion rights attached to the Convertible Notes held by PA Worldwide Opportunity VI Limited. Further details of the Convertible Notes are set out in note 45(a) to the financial statements.
- (5) These 523,899,770 Shares are held by Kings Faith International Limited which in turn is 100% owned by Mr. Leung Moon Lam.
- (6) The percentage shareholding is calculated on the basis of 6,053,564,000 Shares issued as at 31 March 2013.

Save as disclosed above, as at 31 March 2013, to the knowledge of the Directors, no other person (other than a Director or chief executive of the Company) had, or were deemed or taken to have interest or short position in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register kept by the Company pursuant to Section 336 of the SFO.

### Share Capital

Details of the movements in the share capital of the Company during the fiscal year under review are set out in note 33 to the financial statements.

- (4) PA Worldwide Opportunity VI Limited 由 Pacific Alliance Asia Opportunity Fund L.P.全資擁有，後者的普通合夥人為 Pacific Alliance Group Asset Management Limited。Pacific Alliance Group Asset Management Limited 由 Pacific Alliance Investment Management Limited全資擁有。Pacific Alliance Group Limited擁有 Pacific Alliance Investment Management Limited 已發行股本的90%權益，而 PAG Holdings Limited 擁有 Pacific Alliance Group Limited 已發行股本的99.17%權益，故上列各主體均被視為 PA Worldwide Opportunity VI Limited 所持的 625,000,000 股股份中擁有權益。該等股份為 PA Worldwide Opportunity VI Limited 所持有的可換股票據如獲悉數轉換而發行股份。可換股票據的進一步詳情載於財務報表附註45(a)。
- (5) 該523,899,770股股份由京暉國際有限公司持有，其100%由梁滿林先生擁有。
- (6) 股本百分比乃根據於2013年3月31日已發行之6,053,564,000股股份計算。

除上述所披露者外，於2013年3月31日，據董事所知，概無其他人士（本公司董事或主要行政人員除外）於本公司股份或相關股份中擁有或視為或當作擁有根據證券及期貨條例第XV部第2及3分部之條文須向本公司披露或根據證券及期貨條例第336條載入本公司存置的登記冊之權益或淡倉。

### 股本

本公司於本財政年內的股本變動詳情載於財務報表附註33。



# REPORT OF THE DIRECTORS (CONTINUED)

## 董事會報告(續)

### Information on Share Options

#### Pre-IPO Share Option Agreements

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

Of the share options granted under the pre-IPO share option agreements, 66,000,000 share options had been exercised by Mr. Cheng Chung Hing, being a Director, and the remaining share options under the pre-IPO share option agreements had lapsed as of the date of this report.

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

### 有關購股權的資料

#### 首次公開發售股份前購股權協議

本公司簽訂首次公開發售股份前購股權協議，以肯定兩位董事及若干僱員(「承授人」)為本集團作出的經濟貢獻，並為彼等提供獎勵。首次公開發售股份前購股權協議於2008年7月31日簽訂，以規範與承授人所有過往安排。首次公開發售股份前購股權協議將不會再授出購股權。

根據首次公開發售股份前購股權協議所授出之購股權，66,000,000股購股權已由董事鄭松興先生行使，而其餘根據首次公開發售股份前購股權協議授出之購股權已於本報告日期失效。

下表摘錄根據首次公開發售股份前購股權協議授出購股權於年內的變動詳情。

Name	Date of Grant	Number of Share Options					Exercise price	Exercisable period
		As at 1 April 2012 於2012年 4月1日	Granted	Exercised	Cancelled/ Lapsed	As at 31 March 2013 於2013年 3月31日		
姓名	授出日期		已授出	已行使	已註銷/失效		行使價 HK\$ 港元	行使期
<b>Executive Directors</b>								
<b>執行董事</b>								
Cheng Chung Hing 鄭松興	31.07.2008	66,000,000	-	(66,000,000) <sup>(1)</sup>	-	-	1.05	30.09.2009 - 29.09.2012
Leung Moon Lam 梁滿林	31.07.2008	66,000,000	-	-	(66,000,000)	-	1.05	30.09.2009 - 29.09.2012
		132,000,000	-	(66,000,000)	(66,000,000)	-		

Note:

- The weighted average closing price of the Shares immediately before the date on which the share options were exercised was approximately HK\$1.20 per share.

附註：

- 緊接於購股權行使日期之前本公司股份的加權平均收市價約為每股1.20港元。

## REPORT OF THE DIRECTORS (CONTINUED)

### 董事會報告(續)

#### Share Option Scheme

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

1. The purpose is to provide incentives to eligible persons for their contribution to the Group and to enable the Group to recruit high-calibre employees and attract human resources that are valuable to the Group.
2. The Board may at its discretion grant options to directors, employees, officers, agents, consultants or representatives of the Group.
3. The total number of Shares which may be issued upon exercise of all share options granted and yet to be exercised under the Share Option Scheme must not exceed 30% of the Shares in issue from time to time. The total number of Shares in respect of which options may be granted under the Share Option Scheme is not permitted to exceed 10% in nominal amount of the issued Shares as at the date of commencement of the listing of Shares on the Stock Exchange unless with the prior approval from the Shareholders. The maximum number of the Shares available for issue upon exercise of all share options which may be granted under the Share Option Scheme is 304,430,000 Shares, representing approximately 5.0% of the issued share capital of the Company as at the date of this report.
4. The total number of Shares issued and to be issued upon the exercise of share options granted under the Share Option Scheme (including exercised, cancelled and outstanding share options) to each grantee in any 12-month period up to the date of grant shall not exceed 1% of the issued share capital of the Company as at the date of grant. Any further grant of share options in excess of this limit is subject to approval of the Shareholders.
5. The period during which a share option may be exercised will be determined by the Directors at their absolute discretion, save that no share option may be exercised more than 10 years after grant.
6. The consideration paid by each grantee for each grant of options is HK\$1.

#### 購股權計劃

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

1. 該計劃旨在獎勵合資格人士對本集團所作貢獻，並使本集團得以招聘優秀員工及吸引人才。
2. 董事會有權酌情向董事、僱員、高級職員、代理、顧問或本集團之代表授予購股權。
3. 因購股權計劃項下已授出但尚未行使其所有購股權獲行使而可予發行的股份總數，不得超過不時已發行股份之30%。除獲本公司股東預先批准，否則根據購股權計劃可予授出的購股權所涉及股份總數，不得超過股份於聯交所上市之日期的已發行股份的面值之10%。因購股權計劃項下可予授出的所有購股權獲行使而可供發行的股份總數為304,430,000股，相當於本報告日期本公司已發行股本約5.0%。
4. 因購股權計劃項下已授出購股權(包括已行使、註銷及未行使之購股權)獲行使而於任何12個月期間至授出日期止向各承授人發行及即將發行的股份總數不得超過本公司於授出日期已發行股本的1%。如要進一步授出超過此限額的購股權，須獲股東批准。
5. 董事可全權酌情決定購股權的行使期，惟以購股權獲授出後10年為限。
6. 各承授人須支付1港元作為每次授予購股權的代價。

## REPORT OF THE DIRECTORS (CONTINUED)

### 董事會報告(續)

7. The exercise price in relation to each share option will be determined by the Directors at their absolute discretion and shall not be less than the highest of (i) the official closing price of the Shares as stated in the daily quotation sheet of the Stock Exchange on the date of grant; (ii) the average closing prices of the Shares as stated in the daily quotation sheets of the Stock Exchange for the five business days immediately preceding the date of grant; and (iii) the nominal value of the Shares on the date of grant.
7. 董事可全權酌情決定各購股權的行使價，惟不得低於下列各項之最高者(i)股份於授出日期在聯交所每日報價表所列官方收市價；(ii)股份於緊接授出日期前五個營業日在聯交所每日報價表所列平均收市價；及(iii)股份於授出日期的面值。
8. The Share Option Scheme will expire on 29 September 2019 after which no further options will be granted under the Share Option Scheme. In respect of the options granted and accepted prior to such expiration and not then exercised, they shall continue to be valid and exercisable subject to and in accordance with the Share Option Scheme.
8. 購股權計劃將於2019年9月29日終止，其後將不能根據購股權計劃進一步授出購股權。根據購股權計劃並在其規限下，於該終止前已授予並獲接納惟當時並未行使之購股權將仍然有效及可行使。

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

於本年度內根據購股權計劃授出購股權的變動詳情摘錄於下表之內：

Category	Date of grant	Number of Share Options					As at 31 March 2013 於2013年 3月31日	Exercise price HK\$ 港元	Exercisable period
		As at 1 April 2012 於2012年 4月1日	Granted	Exercised	Cancelled/ Lapsed	As at			
類別	授出日期		已授出	已行使	已註銷/失效			行使期	
<b>Directors</b>									
<b>董事</b>									
Xu Yang	11.04.2011	5,000,000	-	-	-	5,000,000	1.29	11.04.2011 - 10.04.2016	
許揚		5,000,000	-	-	-	5,000,000	1.29	11.04.2012 - 10.04.2016	
		5,000,000	-	-	-	5,000,000	1.29	11.04.2013 - 10.04.2016	
	27.06.2012	-	5,000,000	-	-	5,000,000	1.15	27.06.2012 - 26.06.2017	
		-	5,000,000	-	-	5,000,000	1.15	27.06.2013 - 26.06.2017	
Leung Moon Lam	27.06.2012	-	29,935,000	-	-	29,935,000	1.15	27.06.2012 - 26.06.2017	
梁滿林		-	29,935,000	-	-	29,935,000	1.15	27.06.2013 - 26.06.2017	
<b>Employees</b>									
<b>僱員</b>									
	02.12.2010	2,000,000	-	-	(2,000,000)	-	1.41	02.12.2011 - 01.12.2015	
		2,000,000	-	-	(2,000,000)	-	1.41	02.12.2012 - 01.12.2015	
		2,000,000	-	-	(2,000,000)	-	1.41	02.12.2013 - 01.12.2015	
	11.04.2011	73,700,000	-	-	(2,500,000)	71,200,000	1.29	11.04.2011 - 10.04.2016	
		52,400,000	-	-	(9,700,000)	42,700,000	1.29	11.04.2012 - 10.04.2016	
		52,400,000	-	-	(9,700,000)	42,700,000	1.29	11.04.2013 - 10.04.2016	
		18,700,000	-	-	(7,200,000)	11,500,000	1.29	11.04.2014 - 10.04.2016	
	27.06.2012	-	20,500,000	-	-	20,500,000	1.15	27.06.2012 - 26.06.2017	
		-	23,500,000	-	-	23,500,000	1.15	27.06.2013 - 26.06.2017	
		-	3,000,000	-	-	3,000,000	1.15	27.06.2014 - 26.06.2017	
		<b>218,200,000</b>	<b>116,870,000</b>	<b>-</b>	<b>(35,100,000)</b>	<b>299,970,000</b>			

## REPORT OF THE DIRECTORS (CONTINUED)

### 董事會報告(續)

#### Notes:

1. The closing prices of the Shares immediately before the date on which the share options granted on 27 June 2012 was HK\$1.15 per share.
2. Details of the Share Option Scheme is set out in note 34 to the financial statements.

### Directors' Rights to Acquire Shares or Debt Securities

Save as disclosed in the sections headed "Directors' and Chief Executive's Interests in Securities" and "Information on Share Options" in this report and in note 34 to the financial statements, at no time during the fiscal year under review was the Company or any of its subsidiaries a party to any arrangement to enable the Directors or chief executives of the Company (including their spouses or children under 18 years of age) to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporate.

### Connected Transaction

On 30 November 2012, Harbin China South City Company Limited ("Harbin China South City"), an indirect wholly-owned subsidiary of the Company, entered into an equity transfer agreement with Jining Hydoo Modern Industries Co., Ltd. ("Jining Howard"), an indirect wholly-owned subsidiary of Hydoo International Holdings Limited ("Hydoo Cayman"), to acquire the entire equity capital of Hydoo Harbin for a consideration of RMB500 million (the "Acquisition"). As the land acquired by Hydoo Harbin is in close proximity of the land acquired by Harbin China South City, it is considered that the Acquisition would allow the Group to strategically capture opportunities arising from the development potential in the area. As at 17 January 2013, the Acquisition has been completed and the consideration of the Acquisition of RMB500 million has been fully paid up.

#### 附註:

1. 緊接於2012年6月27日授出購股權日期前本公司股份的收市價為每股1.15港元。
2. 購股權計劃的詳情載於財務報表附註34。

### 董事認購股份或債務證券的權利

除本報告「董事及主要行政人員於證券的權益」及「有關購股權的資料」章節及財務報表附註34所披露者外，本公司或其任何附屬公司於本財政年內任何時候概無進行任何安排，致使董事或本公司主要行政人員(包括彼等的配偶或18歲以下的子女)透過收購本公司或任何其他法人團體的股份或債權證獲取利益。

### 關連交易

於2012年11月30日，哈爾濱華南城有限公司(一家由本公司間接全資擁有的附屬公司)與濟寧豪德現代實業有限公司(「濟寧豪德」)(一家由毅德國際控股有限公司(「毅德國際」)間接全資擁有的附屬公司)簽訂股權轉讓協議。據此，哈爾濱華南城有限公司以代價人民幣500百萬元收購哈爾濱毅德全部股權(「該收購」)。由於哈爾濱毅德購得的土地緊緊相連於哈爾濱華南城有限公司購得的土地，該收購將使哈爾濱華南城有限公司抓緊該區發展潛力湧現帶來的機遇。截至2013年1月17日，該收購已經完成，並該收購之代價人民幣500百萬元已全部償付。



## REPORT OF THE DIRECTORS (CONTINUED)

### 董事會報告(續)

As at the date of the Acquisition, Mr. Wong Choi Hing is a director of Xi'an China South City Company Limited, a subsidiary of the Company, and Jining Howard is indirectly wholly-owned by Hydoo Cayman, which is held as to approximately 69% by Most Trend Holdings Limited, which in turn is held as to approximately 52.70% by Mr. Wong Choi Hing. Thus, Jining Howard is an associate of Mr. Wong Choi Hing, and therefore a connected person of the Company. Accordingly, the Acquisition constituted a connected transaction for the Company under Chapter 14A of the Listing Rules, subject to the reporting and announcement requirements and the approval of the independent Shareholders under the Listing Rules.

Details of the Acquisition were disclosed in the announcement of the Company dated 30 November 2012 and the circular of the Company dated 21 December 2012 and are set out in note 36 to the financial statements.

### Continuing Connected Transaction

On 23 February 2011, the Company entered into a sharing of office agreement with Man Sang Jewellery Company Limited (the "Man Sang Jewellery") in relation to the sharing of an office premises situated at Suite 2205, 22nd Floor, Sun Life Tower, The Gateway, 15 Canton Road, Tsimshatsui, Kowloon, Hong Kong ("Sharing of Office Agreement"). The estimated annual caps (the maximum aggregate value of the transactions contemplated under the Sharing of Office Agreement) set for each of the four fiscal years ending 31 March 2014 are as follows:

Party A	Party B	From 17 March 2011 to 31 March 2011	For the fiscal year ended 31 March 2012 截至 2012年3月31日止 財政年度	For the fiscal year ended 31 March 2013 截至 2013年3月31日止 財政年度	From 1 April 2013 to 16 March 2014 自2013年4月1日 至2014年3月16日
		自2011年3月17日 至2011年3月31日	2012年3月31日止 財政年度	2013年3月31日止 財政年度	自2013年4月1日 至2014年3月16日
		HK\$	HK\$	HK\$	HK\$
		港元	港元	港元	港元
Man Sang Jewellery 民生珠寶	The Company 本公司	80,000	1,900,000	1,900,000	1,800,000

於收購日，王再興先生為西安華南城有限公司（為本公司附屬公司）的董事，而濟寧豪德由毅德國際間接全資擁有，毅德國際由Most Trend Holdings Limited持有約69%，而王再興先生持有Most Trend Holdings Limited已發行股本約52.70%權益。故濟寧豪德為王再興先生的聯繫人士，因而為本公司的關連人士。因此根據上市規則第14A章，該收購亦構成本公司的關連交易。該收購須遵守上市規則項下申報及公告規定以及經獨立股東批准。

有關該收購的詳情已在本公司於2012年11月30日作出的公告及於2012年12月21日的發出的通函披露，並刊載於財務報表附註36。

### 持續關連交易

於2011年2月23日，本公司與民生珠寶有限公司（「民生珠寶」）訂立共用辦公室協議（「共用辦公室協議」），內容有關共用位於香港九龍尖沙咀廣東道15號港威大廈永明金融大樓22樓2205室的辦公室物業。截至2014年3月31日止之四個財政年度，共用辦公室交易之各年度的估計上限金額如下：

## REPORT OF THE DIRECTORS (CONTINUED)

### 董事會報告(續)

As at the date of the Sharing of Office Agreement, Man Sang Jewellery was wholly owned by Man Sang International Limited ("Man Sang") which was held as to approximately 19.21% by Mr. Cheng Chung Hing directly, approximately 8.48% by Mr. Cheng Tai Po directly and 38.2% by a private company which was owned as to 60% by Mr. Cheng Chung Hing and 40% by Mr. Cheng Tai Po respectively. Both of Mr. Cheng Chung Hing and Mr. Cheng Tai Po are Directors and deemed to be the substantial Shareholders of the Company. Therefore, Man Sang Jewellery was an associate of Mr. Cheng Chung Hing and Mr. Cheng Tai Po, connected persons of the Company. Accordingly, the transactions contemplated under the Sharing of Office Agreement constituted continuing connected transactions of the Company under chapter 14A of the Listing Rules and were subject to reporting and announcement requirements. The premises is used as the office of the Company. The Sharing of Office Agreement was entered in the ordinary and usual course of business of the Group and the terms of which were determined after arm's length negotiations by reference to the prevailing market rent for comparable properties and rent charged by the landlord to Man Sang Jewellery. Details of the transactions were disclosed in the announcement of the Company dated 24 February 2011.

The actual rentals and related fees paid by the Company to Man Sang Jewellery in respect of the Sharing of Office Agreement for the period from 17 March 2011 to 31 March 2011, FY2011/12 and FY2012/13 were amounted to approximately HK\$79,380, HK\$1,822,000 and HK\$1,828,000 respectively.

Pursuant to Rule 14A.37 of the Listing Rules of the Stock Exchange, the independent non-executive Directors of the Company have conducted an annual review and confirmed to the Board that the Sharing of Office Agreement has been entered into (i) in the ordinary and usual course of business of the Company; (ii) on normal commercial terms; and (iii) in accordance with the above tenancy agreements on terms that are fair and reasonable and in the interests of the Shareholders of the Company as a whole.

於共用辦公室協議日期，民生珠寶由民生國際有限公司(「民生」)全資擁有，民生由鄭松興先生直接持有約19.21%、鄭大報先生直接持有約8.48%，並一間私人公司持有約38.2%，該私人公司則分別由鄭松興先生持有60%及鄭大報先生持有40%。鄭松興先生及鄭大報先生均為本公司之董事及被視為本公司之主要股東。據此，民生珠寶為鄭松興先生及鄭大報先生(本公司之關連人士)的聯繫人。因此，共用辦公室協議項下擬進行的交易根據上市規則第14A章之規定構成本公司的持續關連交易，並須遵守上市規則之規定作出相關的申報及公告。該物業用作本公司之辦公室。共用辦公室協議乃於本集團日常及一般業務過程中訂立，其條款於參考可比較物業普遍市場租金及業主向民生珠寶收取的租金後經公平磋商釐訂。該交易的詳情已披露於本公司2011年2月24日刊發的公告。

於2011年3月17日至2011年3月31日期間、於2011/12財政年度及於2012/13財政年度就共用辦公室協議項下所付予民生珠寶之實際租金及有關費用分別約為79,380港元、1,822,000港元及1,828,000港元。

根據上市規則第14A.37條之規定，獨立非執行董事已年度檢討並確定共用辦公室協議(i)乃按本公司日常及一般業務過程中訂立；(ii)乃為一般商業條款；及(iii)根據以上租賃協議釐訂的條款乃屬公平合理，並符合股東之整體利益。

## REPORT OF THE DIRECTORS (CONTINUED)

### 董事會報告(續)

The Company's independent auditor was engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued its unqualified letter containing the findings and conclusions in respect of the Group's continuing connected transactions as disclosed above in accordance with Rule 14A.38 of the Listing Rules. The independent auditor's letter has been provided by the Company to the Stock Exchange.

As far as the transactions set out in note 41 to the financial statements under the heading of "Related Party Transactions" are concerned of the fiscal year under review, the transaction at the amount of HK\$551,000 set out in note 41(a)(ii) was connected transaction which was exempt from reporting, annual review, announcement and independent Shareholders' approval requirements under the Listing Rules. The transaction set out in note 41(a)(i) were continuing connected transaction, details of which are disclosed above. The transaction set out in note 41(a)(ii) at the amount of HK\$174,000 did not constitute connected transactions of the Company under the Listing Rules. As far as transactions set out in note 41(d) are concerned, the remuneration of the Directors as determined pursuant to the service contracts or letters of appointment entered into between the Directors and the Group was connected transactions which were exempt from reporting, annual review, announcement and independent Shareholders' approval requirements under the Listing Rules.

### Purchase, Sale or Redemption of Listed Securities

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

### Bank Borrowings

Details of the Group's bank borrowings as at 31 March 2013 are set out in note 30 to the financial statements.

本公司獨立核數師已獲聘根據香港會計師公會頒佈的香港核證工作準則第3000號「審核或審閱歷史財務資料以外的核證工作」及參照實務說明第740號「關於香港上市規則所述持續關連交易的核數師函件」報告本集團的持續關連交易。核數師已根據上市規則第14A.38條發出其無保留意見函件，而該函件載有核數師對有關如上披露的本集團持續關連交易的發現及結論。本公司已將獨立核數師函件送呈聯交所。

就載於財務報表中「關連人士交易」一節附註41有關於本回顧財政年度的交易而言，載於附註41(a)(ii)金額為551,000港元的交易為關連交易，並根據上市規則獲豁免申報、年度審核、公告及獨立股東批准的規定。載於附註41(a)(i)的交易為持續關連交易，有關詳情已於上文披露。載於附註41(a)(ii)金額為174,000港元的交易根據上市規則並不構成本公司的關連交易。就載於附註41(d)的交易而言，根據董事及本集團訂立的服務合同及委任函而釐訂的董事薪酬為關連交易，並根據上市規則獲豁免任何申報、年度審核、公告及獨立股東批准的規定。

### 購回、出售或贖回上市證券

於回顧財政年度，本公司及其任何附屬公司概無購買、贖回或出售本公司任何上市證券。

### 銀行借貸

於2013年3月31日，本集團銀行借貸詳情載於財務報表附註30。

## REPORT OF THE DIRECTORS (CONTINUED)

### 董事會報告(續)

#### Major Customers and Suppliers

The aggregate sales to the Group's five largest customers were less than 3% of the Group's total revenue. The aggregate purchases from the five largest suppliers of the Group accounted for approximately 42% (FY2011/12: 46%) of the Group's total purchases and purchases from the largest supplier accounted for approximately 20% (FY2011/12: 19%) of the Group's total purchases for fiscal year ended 31 March 2013.

None of the Directors, their associates, or any shareholders which to the knowledge of the Directors own more than 5% of the Company's issued share capital has any interests in the Group's five largest suppliers or customers.

#### Corporate Governance

Principal corporate governance adopted by the Company is set out in the Corporate Governance Report contained in this annual report.

#### Public Float

Based on the information that is publicly available to the Company and within the knowledge of the Directors at the latest practicable date prior to the issue of this report, the Company has maintained the public float of the issued shares of the Company as required under the Listing Rules.

#### Financial Summary

A summary of the results and of the assets and liabilities of the Group for the last five fiscal years is set out on page 55 of the annual report.

#### Management Contract

During the fiscal year, no contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the Year.

#### Subsequent Events

The subsequent events are set out in note 45 to the financial statements.

#### 主要客戶及供應商

本集團五大客戶總銷售額佔本集團總收入少於3%。截至2013年3月31日止財政年度，本集團五大供應商總採購額約佔本集團總採購額約42%(2011/12財政年度：46%)，而最大供應商採購額約佔本集團總採購額20%(2011/12財政年度：19%)。

據董事知悉，概無擁有本公司已發行股本超過5%的董事、其聯繫人或任何股東於本集團五大供應商或客戶中擁有任何權益。

#### 企業管治

本公司所採納的主要企業管治常規載於本年報的企業管治報告。

#### 公眾持股量

根據本公司的公開資料及據董事於本年報刊發前之最後實際可行日期所知，本公司已根據上市規則維持本公司股份所需的公眾持股量。

#### 財務概要

本集團過去五個財政年度的業績及資產與負債摘要載於年報第55頁。

#### 管理合約

本財政年度內，本公司並無就全盤業務或其中任何重要部分簽訂或存有任何管理及行政合約。

#### 報告期間結束後事項

結束後事項詳情載於財務報表附註45。



## REPORT OF THE DIRECTORS (CONTINUED) 董事會報告(續)

### Auditors

The financial statements have been audited by Messrs. Ernst & Young who will retire and being eligible, offer themselves for reappointment at the AGM. A resolution for the reappointment of Messrs. Ernst & Young as auditors of the Company is to be proposed at the AGM.

For and on behalf of the Board  
**CHENG CHUNG HING**  
*Co-Chairman & Executive Director*

Hong Kong, 24 June 2013

### 核數師

財務報表由安永會計師事務所審核，其將退任並符合資格於應屆股東週年大會重選連任。續聘安永會計師事務所為本公司獨立核數師之決議案將於股東週年大會提呈。

代表董事會  
**鄭松興**  
*聯席主席兼執行董事*

香港，2013年6月24日

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

The Company recognizes the value and importance of achieving high standard of corporate governance to enhance the corporate performance accountability and is committed to doing so. The Board is also committed to the principles of the Corporate Governance Code (the “CG Code”) contained in the Appendix 14 of the Listing Rules.

In the opinion of the Directors, the Company has complied with the provisions set out in the CG Code throughout the fiscal year ended 31 March 2013, save and except for the following deviation:

### Code Provision A.6.7

Under Code Provision A.6.7, independent non-executive Directors and other non-executive Directors, as equal Board members, should attend general meetings of the Company. During the Year, one executive Director, one non-executive Director and one independent non-executive Director were unable to attend the last annual general meeting of the Company held on 21 August 2012 as they had other prior business engagements. Attendance of the Directors at the last annual general meeting is set out in this report.

### The Board of Directors

#### Board Composition

As at 31 March 2013, the Board comprises eleven Directors, including three executive Directors, four non-executive Directors and four independent non-executive Directors. The brief biographical details of the Directors are set out in the section headed “Biographical Details of the Directors and Key Management” on pages 56 to 65 of this annual report.

During the fiscal year under review, the Board has at all times met the requirements of Rules 3.10(1) and (2) of the Listing Rules relating to the appointment of at least three independent non-executive directors with at least one independent non-executive director possessing appropriate professional qualifications, or accounting or related financial management expertise, except for the deviation from Rule 3.10A of the Listing Rules which requires the Company to appoint independent non-executive directors representing at least one-third of the Board by 31 December 2012. Following the announcement dated 31 December 2012 in accordance with the Listing Rules to report on the deviation, the Company appointed Mr. Yung Wing Ki Samuel as an independent non-executive Director with effect from 1 March 2013. Since then, the composition of the Board is in accordance with the Listing Rules and in line with the requirements of the Rule 3.10A of the Listing Rules.

本公司認同實現高標準的企業管治以提高企業業績的問責制的價值及重要性，並會致力達成此目標。董事會亦承諾遵守上市規則附錄14所載的企業管治守則(「管治守則」)的原則。

董事認為，本公司於截至2013年3月31日止財政年度內一直遵守管治守則載列的條文，惟以下守則條文除外：

### 守則條文第A.6.7條

根據守則條文第A.6.7條，獨立非執行董事及其他非執行董事作為與其他董事擁有同等地位的董事會成員，應出席本公司的股東大會。年內，一名執行董事、一名非執行董事及一名獨立非執行董事因有其他先前的事務在身而未能出席本公司於2012年8月21日舉行之股東週年大會。股東週年大會的董事出席情況載於本報告內。

### 董事會

#### 董事會組成

於2013年3月31日，董事會由十一名董事組成，包括三名執行董事、四名非執行董事及四名獨立非執行董事。董事履歷詳情載於本年報第56至65頁「董事及主要管理層履歷」一節。

於回顧財政年度內，除了未能達到上市規則3.10A條所要求，於2012年12月31日前委任獨立非執行董事以佔董事會成員人數至少三分之一外，董事會於任何時間一直符合上市規則第3.10(1)及(2)條的要求，委任最少三名獨立非執行董事，而最少一名獨立非執行董事須具備適當專業資格，或會計或相關財務管理專業知識。本公司按上市規則要求就以上偏離上市規則3.10A條於2012年12月31日作出公告後，已委任容永祺先生為獨立非執行董事，並於2013年3月1日起生效。自此，董事會組成符合上市規則及上市規則第3.10A條的要求。

## CORPORATE GOVERNANCE REPORT (CONTINUED)

### 企業管治報告(續)

For the fiscal year under review, all existing independent non-executive Directors have confirmed their independence to the Company in accordance with Rule 3.13 of the Listing Rules. The Company considers that each of the independent non-executive Directors to be independent.

#### Role and Function

The Board is responsible for overall strategic formulation and performance monitoring of the Group. It delegates day-to-day operations of the Company to the executive Directors and senior management within the control and authority framework set by the Board. In addition, the Board has also delegated various responsibilities to the Audit Committee, the Remuneration Committee and the Nomination Committee. Further details of these committees are set out in this report.

#### Relationship between Directors

Mr. Cheng Tai Po is the brother of Mr. Cheng Chung Hing. As at 31 March 2013, Dr. Ma Kai Cheung and Dr. Ma Wai Mo are investors in China East City in Lianyungang, a property located in Jiangsu Province in China. Subsequently, Dr. Ma Wai Mo has disposed all the shares in China East City in April 2013 and resigned the directorship in May 2013.

#### Change in Information of Directors

The change in the information of Directors since the publication of the 2011/12 annual report is set out below pursuant to Rule 13.51(B)(1) of the Listing Rules:

#### Directors' Experience

Mr. Leung Kwan Yuen Andrew has been appointed as an independent non-executive director of Harbour Centre Development Limited (stock code: 51) with effect from 1 July 2012.

Mr. Hui Chiu Chung Stephen is an independent non-executive director of Jiuzhou Development Company Limited (stock code: 908) and Frasers Property (China) Limited (stock code: 535) which have changed their company names to Zhuhai Holdings Investment Group Limited in January 2013 and Gemdale Properties and Investment Corporation Limited in March 2013 respectively. He has also become an independent non-executive director of SINOPEC Engineering (Group) Co., Limited (stock code: 2386), the shares of which are listed on the Stock Exchange on 23 May 2013.

於回顧財政年度內，全體獨立非執行董事已向本公司確認彼等符合上市規則第3.13條規定的獨立性。本公司認為各獨立非執行董事均屬獨立。

#### 角色及職能

董事會負責制定本集團的整體策略及監察其表現，並委派執行董事及高級管理人員在董事會設定的控制範圍及職權框架內處理本公司的日常運作。此外，董事會亦將若干責任委派予審核委員會、薪酬委員會及提名委員會。此等委員會的進一步詳情載於本報告內。

#### 與董事的關係

鄭大報先生為鄭松興先生的胞兄。於2013年3月31日，馬介璋博士及馬偉武博士為連雲港「華東城」項目的投資者，該項目乃於中國江蘇省的物業。馬偉武博士其後於2013年4月出售其全部於華東城的股份，並於2013年5月辭去該公司的董事職位。

#### 董事資料變動

於2011/12年報刊發後的董事資料變動根據上市規則第13.51(B)(1)條載列如下：

#### 董事經驗

梁君彥先生自2012年7月1日起獲委任為海港企業有限公司(股份代號：51)的獨立非執行董事。

許照中先生為九州發展有限公司(股份代號：908)及星獅地產(中國)有限公司(股份代號：535)的獨立非執行董事，這兩間公司分別於2013年1月及2013年3月更改其公司名稱為珠海控股投資集團有限公司及金地商置集團有限公司。彼亦獲委任為中石化煉化工程(集團)股份有限公司(股份代號：2386)的獨立非執行董事，該公司之股份於2013年5月23日於聯交所上市。

## CORPORATE GOVERNANCE REPORT (CONTINUED)

### 企業管治報告(續)

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

The Company has adopted the Model Code of the Listing Rules as a code of conduct of the Company for Directors' securities transactions. Having made specific enquiry of all Directors, the Directors have complied with the required standard set out in the Model Code throughout the fiscal year ended 31 March 2013. Employees who are, or likely to be, in possession of unpublished price sensitive information in relation to the Company or its Shares are required to prohibit from dealing in Shares of the Company during the black-out period.

#### Board Meetings

During the fiscal year under review, five board meetings were convened by the Company. The attendance of the Directors at the board meetings was as follows:

#### 遵守董事進行證券交易之標準守則

本公司已採納上市規則所載的標準守則，作為本公司董事進行證券交易的標準。本公司已向全體董事作出特定查詢，董事於截至2013年3月31日止財政年度內一直遵守標準守則所載的必守標準。擁有或可能擁有有關本公司或其股份的未公佈股價敏感資料的僱員不得於禁制期內買賣本公司股份。

#### 董事會會議

於回顧財政年度內，本公司共召開五次董事會會議，董事會會議的董事出席情況如下：

Directors	董事	Number of attendance 出席次數
<b>Executive Directors</b>	<b>執行董事</b>	
Mr. Cheng Chung Hing (Co-Chairman)	鄭松興先生(聯席主席)	5/5
Mr. Leung Moon Lam (Chief Executive Officer)	梁滿林先生(行政總裁)	5/5
Professor Xu Yang	許揚教授	5/5
<b>Non-Executive Directors</b>	<b>非執行董事</b>	
Dr. Ma Kai Cheung (Co-Chairman)	馬介璋博士(聯席主席)	1/5
Mr. Sun Kai Lit Cliff	孫啟烈先生	3/5
Dr. Ma Wai Mo	馬偉武博士	4/5
Mr. Cheng Tai Po	鄭大報先生	5/5
<b>Independent Non-Executive Directors</b>	<b>獨立非執行董事</b>	
Mr. Leung Kwan Yuen Andrew	梁君彥先生	4/5
Mr. Li Wai Keung	李偉強先生	5/5
Mr. Hui Chiu Chung Stephen	許照中先生	5/5
Mr. Yung Wing Ki Samuel (appointed on 1 March 2013)	容永祺先生(於2013年3月1日獲委任)	1/1

The Directors are provided with agenda and relevant information related to the agenda in advance before the meeting. They can access to the senior management and the company secretary of the Company at all time and, upon reasonable request, seek independent professional advice at the Company's expense.

董事於會議舉行前預先獲提供議程及與議程相關的資料。彼等可隨時與本公司高級管理人員及公司秘書接洽，並可提出合理要求諮詢獨立專業意見，費用由本公司承擔。



## CORPORATE GOVERNANCE REPORT (CONTINUED)

### 企業管治報告(續)

#### Appointment and Re-election of Directors

Each of the executive Directors has entered into service contract with the Company while each of the non-executive Directors and independent non-executive Directors has entered into a letter of appointment with the Company for a term of three years.

The Company's Articles provide rotation and re-election for all Directors. As provided by the Articles, at each annual general meeting of the Company, one-third of the Directors for the time being, or if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation. The Articles also provide that any Director appointed by the Board either to fill a casual vacancy on the Board or as an addition to the Board shall hold office only until the next following general meeting of the Company and shall then be eligible to offer for re-election. Accordingly, five Directors, namely, Mr. Cheng Chung Hing, Professor Xu Yang, Dr. Ma Wai Mo, Mr. Li Wai Keung and Mr. Yung Wing Ki Samuel shall retire and stand for re-election at the forthcoming AGM of the Company.

#### Chairman and Chief Executive Officer

To ensure a balance of power and authority, the roles of the Chairman and the Chief Executive Officer are segregated. Mr. Cheng Chung Hing and Dr. Ma Kai Cheung are Co-Chairman of the Company and they provide leadership for the Board and ensure the proper and effective functioning of the Board in the discharge of its responsibilities. Mr. Leung Moon Lam, the Chief Executive Officer, is accountable to the Board for the overall implementation of the Company's strategies and the coordination of overall business operations.

#### Board Committees

The Board has established three committees, namely, the Audit Committee, the Remuneration Committee and the Nomination Committee, to handle particular responsibilities of the Board and the Company's affairs. All board committees of the Company are established with defined written terms of reference which have been uploaded to the website of the Stock Exchange and that of the Company. The board committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances, at the Company's expense.

#### 委任及重選董事

各執行董事已與本公司訂立服務合約，而各非執行董事及獨立非執行董事已與本公司訂立委任函，為期三年。

本公司章程規定全體董事須輪席退任及重選連任。章程規定，於本公司各屆股東週年大會上，當時三分之一的董事（或倘人數並非三或三的倍數，則為最接近但不少於三分之一的人數）須輪席退任。章程亦規定任何由董事會委任的董事（不論是為填補董事會臨時空缺或作為董事會新增成員），其任期僅直至本公司下次股東大會，屆時將符合資格重選連任。因此，鄭松興先生、許揚教授、馬偉武博士、李偉強先生及容永祺先生五名董事須退任，並於本公司應屆股東週年大會上膺選連任。

#### 主席及行政總裁

為確保權力及職權平衡，主席及行政總裁的職責有所區分。鄭松興先生及馬介璋博士為本公司的聯席主席，彼等領導董事會，並確保董事會於履行其職責時能正確有效地運作。行政總裁梁滿林先生就履行本公司整體策略及協調整體業務運作向董事會負責。

#### 董事委員會

董事會已成立三個委員會，即審核委員會、薪酬委員會及提名委員會，負責處理董事會及本公司的特定事務。本公司所有董事委員會均訂有明確界定的書面職權範圍，相關職權範圍書已上載至聯交所及本公司網站。董事委員會獲提供足夠資源以履行其職責，並可提出合理要求於適當情況下諮詢獨立專業意見，費用由本公司承擔。

# CORPORATE GOVERNANCE REPORT (CONTINUED)

## 企業管治報告(續)

### Audit Committee

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

During the fiscal year under review, the Audit Committee consists of Mr. Li Wai Keung as chairman, Mr. Leung Kwan Yuen Andrew, Mr. Hui Chiu Chung Stephen and Mr. Yung Wing Ki Samuel. All the Audit Committee members are independent non-executive Directors. During the fiscal year under review, two meetings of Audit Committee were held to review the FY2011/12 annual results and the FY2012/13 interim results of the Company before submission to the Board.

During FY2012/13, the Audit Committee had reviewed the internal control system, connected transactions, interim results and annual results of the Group and the accounting principles and practices adopted by the Group. The attendance of the Directors at the Audit Committee meetings was as follows:

### 審核委員會

審核委員會負責檢討及監察本集團的財務申報程序、內部監控及審閱本公司的財務報表。其書面職權範圍與管治守則項下規定及董事會指派審核委員會的職責及職務相符。

於回顧財政年度內，審核委員會由李偉強先生(主席)、梁君彥先生、許照中先生及容永祺先生組成。審核委員會所有成員均為獨立非執行董事。於回顧財政年度內曾舉行兩次審核委員會會議，以於提交董事會前審閱本公司2011/12財政年度業績及2012/13財政年度中期業績。

於2012/13財政年度，審核委員會已審閱本集團的內部監控制度、關連交易、中期業績及全年業績以及本集團採納的會計原則及慣例。審核委員會會議的董事出席情況如下：

Directors	董事	Number of attendance 出席次數
Mr. Li Wai Keung ( <i>chairman</i> )	李偉強先生(主席)	2/2
Mr. Leung Kwan Yuen Andrew	梁君彥先生	2/2
Mr. Hui Chiu Chung Stephen	許照中先生	2/2
Mr. Yung Wing Ki Samuel ( <i>appointed on 1 March 2013</i> )	容永祺先生(於2013年3月1日獲委任)	0/0

During the fiscal year under review, a meeting of Independent Board Committee, which comprises of the independent non-executive Directors, was held to consider the discloseable and connected transaction for acquisition of the entire equity capital of Hydoo Harbin. All the independent non-executive Directors as at the date of the meeting, namely, Mr. Leung Kwan Yuen Andrew, Mr. Li Wai Keung and Mr. Hui Chiu Chung Stephen, attended the meeting.

於回顧財政年度內，由獨立非執行董事組成的獨立董事委員會舉行了一次會議，以於考慮有關收購哈爾濱毅德的所有股權之關連交易的披露事宜。於會議日期，所有獨立非執行董事，包括梁君彥先生、李偉強先生及許照中先生均出席了該次會議。

## CORPORATE GOVERNANCE REPORT (CONTINUED)

### 企業管治報告(續)

#### Remuneration Committee

The Remuneration Committee is responsible for making recommendations on the Directors' and senior management's remuneration and other benefits. The remuneration of all Directors and senior management is subject to regular monitoring by the Remuneration Committee so as to ensure that the level of their remuneration and compensation are reasonable. The written terms of reference are in line with the provisions of the CG Code.

The Remuneration Committee comprises two independent non-executive Directors and one executive Director, including Mr. Li Wai Keung as chairman, Mr. Leung Kwan Yuen Andrew and Mr. Cheng Chung Hing.

The primary goal of the Group's remuneration policy for executive Directors is to enable the Company to retain and motivate executive Directors by linking their compensation with their individual performance as measured against the Group's corporate objectives and operating results, taking into account also the comparable market conditions. The principal elements of the remuneration package of an executive Director include basic salary, performance and/or discretionary bonus, participation in the Share Option Scheme and other benefits. Remuneration of non-executive Directors (including independent non-executive Directors) includes mainly the director's fee which is a matter for the Board to decide by reference to the duties and responsibilities of non-executive Directors (including independent non-executive Directors) and the comparable market conditions.

During the fiscal year under review, two Remuneration Committee meetings were held to review the structure of the remunerations for Directors and senior management of the Company and the granting of share options under the Share Option Scheme to two Directors and certain employees of the Company. The attendance of the Directors at the Remuneration Committee meetings was as follows:

#### 薪酬委員會

薪酬委員會負責就董事及高級管理人員薪酬及其他福利提出建議。薪酬委員會定期監察全體董事及高級管理人員的薪酬，確保彼等的薪酬水平及補償屬合理。其書面職權範圍符合管治守則規定。

薪酬委員會由兩名獨立非執行董事及一名執行董事組成，包括李偉強先生(主席)、梁君彥先生及鄭松興先生。

本集團的執行董事薪酬政策主要目的為讓本公司執行董事的酬金與彼等的個人表現及本集團的企業目標和經營業績掛鉤，同時考慮可資比較市場情況，藉以挽留及激勵執行董事。執行董事的薪酬待遇主要包括基本薪金、績效及/或酌定花紅，參與購股權計劃及其他福利。非執行董事(包括獨立非執行董事)的薪酬主要包括董事袍金，並由董事會經參照非執行董事(包括獨立非執行董事)的職責及可資比較市場情況後釐定。

於回顧財政年度內，曾召開兩次薪酬委員會會議，以審閱了董事及高級管理層的薪酬架構以及根據購股權計劃授予兩名董事及若干僱員之購股權事宜。薪酬委員會會議的董事出席情況如下：

Directors	董事	Number of attendance 出席次數
Mr. Li Wai Keung ( <i>chairman</i> )	李偉強先生(主席)	2/2
Mr. Leung Kwan Yuen Andrew	梁君彥先生	2/2
Mr. Cheng Chung Hing	鄭松興先生	2/2

## CORPORATE GOVERNANCE REPORT (CONTINUED)

### 企業管治報告(續)

#### Nomination Committee

The Nomination Committee is responsible for making recommendation to the nomination of Directors with a view to appointing suitable individuals with relevant expertise and experience to enhance the constitution of the Board and to contribute to the Board. In the nomination procedures, the Nomination Committee makes reference to criteria including reputation of candidates for integrity, accomplishment and experience, professional and educational background. The written terms of reference are in line with the provisions of the CG Code.

The Nomination Committee comprises two independent non-executive Directors and one executive Director, including Mr. Leung Kwan Yuen Andrew as chairman, Mr. Li Wai Keung and Mr. Cheng Chung Hing. For FY2012/13, no physical meeting was convened by the Nomination Committee but it has reviewed the structure and composition of the Board and considered the appointment of Director by way of written resolution.

#### 提名委員會

提名委員會負責就董事提名提供建議，以委任具備相關專業知識及經驗的適當人選，以強化董事會成員架構，為董事會作出貢獻。於提名過程中，提名委員會參考的標準包括候選人的誠信度、成就及經驗、專業及教育背景。其書面職權範圍符合管治守則規定。

提名委員會由兩名獨立非執行董事及一名執行董事組成，包括梁君彥先生(主席)、李偉強先生及鄭松興先生。於2012/13財政年度，提名委員會並無召開會議，但其有檢討董事會結構及構成，並以書面決議形式考慮董事之委任。



## CORPORATE GOVERNANCE REPORT (CONTINUED)

### 企業管治報告(續)

#### Internal Controls

The Board is responsible for the internal control of the Group and for reviewing its effectiveness. A defined management structure with specified limits of authority and responsibilities is developed for safeguarding assets against unauthorized use or disposition, the maintenance of proper accounting records for the provision of reliable financial information for internal use or for publications and the compliance of applicable laws, rules and regulations.

An internal audit department has been established to perform regular financial and operational reviews and recommend necessary actions to the relevant management. The works carried out by the internal audit department ensure the internal controls are in place and function properly as intended. The results of the internal audit and reviews are reported to the executive Directors and Audit Committee of the Company. The Directors have reviewed the effectiveness of the Group's internal control system and are satisfied with the adequacy of the system of internal control of the Group for the fiscal year under review.

For the annual review on the internal controls, the Audit Committee considered the internal control report was satisfied as to effectiveness of the Group's internal control system. There were no matters of material concerns relating to financial, operational or compliance controls. The Board is satisfied with the adequacy of the system of the internal control of the Group during the fiscal year under review.

#### 內部監控

董事會負責本集團之內部監控，並檢討其有效性。本公司已制定明確界定的管理架構，並訂明職權範圍及職責，以防止未經授權使用或處置資產、確保維持妥善會計記錄，以提供可靠財務資料供內部使用或刊發，並遵守適用法例、規則及法規。

內部審核部門已經成立，以定期進行財務及運營檢討，並向有關管理人員建議所需行動。內部審核部門所進行的工作乃為確保內部監控合適地進行，並按擬定功能有效運作。內部審核及審閱的結果會向本公司執行董事及審核委員會報告。董事已審閱本集團內部監控系統的有效性，並信納本集團於回顧財政年度內的內部監控系統屬足夠。

就內部監控的年度審閱而言，審核委員會審議內部監控報告，並信納本集團內部監控系統屬有效，且並無有關財務、運營或合規監控而須高度關注的事宜。董事會信納本集團於回顧財政年度的內部監控系統屬足夠。

## CORPORATE GOVERNANCE REPORT (CONTINUED)

### 企業管治報告(續)

#### Independent Auditors' Remuneration

The Group's independent auditors are Messrs. Ernst & Young. For FY2012/13, the remuneration paid and payable by the Group to the independent auditors in respect of audit and non-audit services provided by them were as follows:

		HK\$'000 千港元
Audit and review services	審核及審查服務	3,248
Other services related to senior notes and convertible notes offering	有關發行優先票據和可換股票據的其他服務	780

#### Directors' Responsibility

The Directors are aware that they should give sufficient time and attention to the affairs of the Company. The Directors are continually adapted with regulatory developments and business development of the Group to discharge their responsibilities.

According to the records of the Company, during the fiscal year under review, the Directors participated in the following trainings:

#### 獨立核數師酬金

本集團的獨立核數師為安永會計師事務所。截至2012/13財政年度，本集團向獨立核數師就彼等所提供審核及非審核服務已付及應付的酬金如下：

#### 董事責任

董事知悉彼等須付出足夠時間及注意力以處理本公司事務。董事獲持續提供最新的上市規則發展及本集團發展，以助彼等履行職務。

根據本公司所存記錄，於回顧財政年度內，董事已參與以下培訓：

Directors	董事	Seminar/course attended 出席講座/課程	Reading materials 閱讀材料
<b>Executive Directors</b>			
Mr. Cheng Chung Hing (Co-Chairman)	鄭松興先生(聯席主席)	✓	
Mr. Leung Moon Lam (Chief Executive Officer)	梁滿林先生(行政總裁)		✓
Professor Xu Yang	許揚教授	✓	
<b>Non-Executive Directors</b>			
Dr. Ma Kai Cheung (Co-Chairman)	馬介璋博士(聯席主席)		✓
Mr. Sun Kai Lit Cliff	孫啟烈先生	✓	
Dr. Ma Wai Mo	馬偉武博士		✓
Mr. Cheng Tai Po	鄭大報先生	✓	
<b>Independent Non-Executive Directors</b>			
Mr. Leung Kwan Yuen Andrew	梁君彥先生	✓	
Mr. Li Wai Keung	李偉強先生		✓
Mr. Hui Chiu Chung Stephen	許照中先生	✓	
Mr. Yung Wing Ki Samuel (appointed on 1 March 2013)	容永祺先生(於2013年3月1日獲委任)	✓	

## CORPORATE GOVERNANCE REPORT (CONTINUED)

### 企業管治報告(續)

The Directors acknowledge their responsibility for preparing the consolidated financial statements for FY2012/13 which were prepared in accordance with statutory requirements and applicable accounting standards.

The reporting responsibility of the independent auditors of the Company on the consolidated financial statements of the Group is set out in the independent auditors' report on pages 97 to 98.

### Communication with Shareholders and Noteholders

The Company believes that effective communication with Shareholders, noteholders and other investment community is essential. During the fiscal year, the executive Directors, chief financial officer and head of investor relations of the Group held regular briefings, press conferences and analysts meetings of interim and annual results, attended investor forums and participated in roadshows and conducted meetings with the institutional investors and financial analysts in China, Hong Kong and overseas countries to keep them abreast of the Group's business and development. Investors can also communicate with the Company through email at [ir@chinasouthcity.com](mailto:ir@chinasouthcity.com).

The Shareholders' meeting provides a useful forum for the Shareholders to exchange views with the Board. The Directors and chief financial officer of the Group will attend the Shareholders' meetings to answer the questions raised by the Shareholders.

Shareholders of the Company holding not less than one-twentieth of the paid up capital of the Company may also request to convene an extraordinary general meeting according to the Company's Memorandum of Association and New Articles of Association and Section 113 of the Companies Ordinance of Hong Kong,

董事確認其對編製2012/13財政年度綜合財務報表的責任，並已按照法定規定及適用會計準則編製。

本公司獨立核數師對本集團綜合財務報表的申報責任載於第97至98頁的獨立核數師報告內。

### 與股東及票據持有人溝通

本公司認為，與股東、票據持有人及其他投資團體作出有效溝通乃至關重要。於本財政年度內，執行董事、集團首席財務總監及投資者關係主管定期舉行簡報會、新聞發佈會以及中期及年度業績分析會議、於中國、香港及海外國家出席投資者論壇，與機構投資者及財務分析員參與路演及舉行會議，讓彼等能洞悉本集團的業務及最新發展。投資者亦可透過電郵 [ir@chinasouthcity.com](mailto:ir@chinasouthcity.com) 與本公司聯絡。

股東會議提供具裨益的論壇，供股東與董事會互相交流意見。董事及集團首席財務總監將出席股東大會解答股東提出的提問。

持有不少於本公司已繳足股本二十分之一的股東亦可根據本公司的組織章程大綱及新訂組織章程細則以及香港公司條例第113條，請求召開股東特別大會。

## CORPORATE GOVERNANCE REPORT (CONTINUED)

### 企業管治報告(續)

Attendance of the Directors at the last annual general meeting which was held on 21 August 2012 was as follows:

董事於2012年8月21日舉行之上次股東週年大會的出席情況如下：

Directors	董事	Number of attendance 出席次數
<b>Executive Directors</b>		
Mr. Cheng Chung Hing (Co-Chairman)	鄭松興先生(聯席主席)	1/1
Mr. Leung Moon Lam (Chief Executive Officer)	梁滿林先生(行政總裁)	1/1
Professor Xu Yang	許揚教授	0/1
<b>Non-Executive Directors</b>		
Dr. Ma Kai Cheung (Co-Chairman)	馬介璋博士(聯席主席)	0/1
Mr. Sun Kai Lit Cliff	孫啟烈先生	1/1
Dr. Ma Wai Mo	馬偉武博士	1/1
Mr. Cheng Tai Po	鄭大報先生	1/1
<b>Independent Non-Executive Directors</b>		
Mr. Leung Kwan Yuen Andrew	梁君彥先生	0/1
Mr. Li Wai Keung	李偉強先生	1/1
Mr. Hui Chiu Chung Stephen	許照中先生	1/1
Mr. Yung Wing Ki Samuel (appointed on 1 March 2013)	容永祺先生(於2013年3月1日獲委任)	0/0

Professor Xu Yang, Dr. Ma Kai Cheung and Mr. Leung Kwan Yuen Andrew were unable to attend the last annual general meeting of the Company due to other prior business engagements.

由於其他先前的事務安排，許揚教授、馬介璋博士及梁君彥先生未能出席上次股東週年大會。

Published documents together with the latest corporate information and news are available on the Company's website at [www.chinasouthcity.com](http://www.chinasouthcity.com).

有關發佈文件連同最新的公司資料及新聞，可瀏覽本公司網站[www.chinasouthcity.com](http://www.chinasouthcity.com)。



# INDEPENDENT AUDITORS' REPORT

## 獨立核數師報告



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

We have audited the consolidated financial statements of China South City Holdings Limited (the "Company") and its subsidiaries (together, the "Group") set out on pages 99 to 212, which comprise the consolidated and company statements of financial position as at 31 March 2013, and the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

### Directors' responsibility for the consolidated financial statements

The directors of the Company are responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

### Auditors' responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. Our report is made solely to you, as a body, in accordance with Section 141 of the Hong Kong Companies Ordinance, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

致華南城控股有限公司各股東  
(於香港註冊成立之有限公司)

我們已審核列載於第99至212頁的華南城控股有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的財務報表，其中包括於2013年3月31日的綜合及公司財務狀況表，及截止該日止年度的綜合收益表、綜合全面收益表、綜合權益變動表和綜合現金流量表以及主要會計政策概要及其他說明資料。

### 董事就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會刊發的香港財務報告準則及香港公司條例規定編制綜合財務報表，以令綜合財務報表作出真實而公平的反映，及落實其認為編製綜合財務報表所必要的內部控制，以使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

### 核數師的責任

我們的責任是根據我們的審核對該等綜合財務報表發表意見。本報告根據香港公司條例第141條僅向閣下(作為團體)報告，除此之外，別無其他目的。本核數師不會就本報告內容向任何其他人士負上或承擔任何責任。

我們已根據香港會計師公會刊發的香港審計準則進行審核。這些準則要求我們遵守道德規範，並規劃及執行審核，以合理確定此等綜合財務報表是否不存有任何重大錯誤陳述。

## INDEPENDENT AUDITORS' REPORT (CONTINUED)

### 獨立核數師報告(續)

#### Auditors' responsibility (Continued)

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the entity's preparation of consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

#### Opinion

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 March 2013, and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the Hong Kong Companies Ordinance.

**Ernst & Young**  
*Certified Public Accountants*  
22/F, CITIC Tower  
1 Tim Mei Avenue  
Central  
Hong Kong

24 June 2013

#### 核數師的責任(續)

審核涉及執程序以獲取有關綜合財務報表所載金額和披露資料的審核證據。所選定的程序取決於核數師的判斷，包括評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險。在評估該等風險時，核數師考慮與該公司編製綜合財務報表以作出真實且反映相關的內部監控，以設計適當的審核程序，但並非對公司的內部監控的有效性發表意見。審核亦包括評估董事所採用的會計政策的恰當性及作出的會計估計的合理性，以及評估綜合財務報表的整體列報方式。

我們相信，我們所獲得的審核證據充足且適當地為我們的審核意見提供基礎。

#### 意見

我們認為，該等綜合財務報表已根據香港財務報告準則真實而公平地反映貴公司和貴集團於2013年3月31日的財務狀況及截至該日止年度貴集團的利潤和現金流量，並已按照香港公司條例妥為編製。

**安永會計師事務所**  
*執業會計師*  
香港  
中環  
添美道1號  
中信大廈22樓

2013年6月24日

# CONSOLIDATED INCOME STATEMENT

## 綜合收益表

Year ended 31 March 2013 截至2013年3月31日止年度

		For the year ended 31 March 截至3月31日止年度		
		Notes 附註	2013 HK\$'000 千港元	2012 HK\$'000 千港元
<b>REVENUE</b>	收入	5	<b>7,488,061</b>	3,670,767
Cost of sales	銷售成本		<b>(3,311,366)</b>	(1,434,671)
Gross profit	毛利		<b>4,176,695</b>	2,236,096
Other income and gains	其他收入及收益	5	<b>57,971</b>	547,191
Fair value gains on investment properties	投資物業公平值收益	5	<b>1,251,445</b>	1,117,696
Selling and distribution expenses	銷售及分銷開支		<b>(288,828)</b>	(187,334)
Administrative expenses	行政開支		<b>(536,899)</b>	(350,918)
Other expenses	其他開支		<b>(54,606)</b>	477
Finance costs	融資成本	6	<b>(133,314)</b>	(58,873)
Share of profits and losses of:	應佔下列各方的利潤及虧損：			
A jointly-controlled entity	一家共同控制實體	20	<b>1,023</b>	1,497
An associate	一家聯營公司		<b>(351)</b>	(317)
<b>PROFIT BEFORE TAX</b>	稅前利潤	7	<b>4,473,136</b>	3,305,515
Income tax expenses	所得稅開支	10	<b>(1,606,468)</b>	(1,257,953)
<b>PROFIT FOR THE YEAR</b>	本年度利潤		<b>2,866,668</b>	2,047,562
Attributable to:	下列各方應佔：			
Owners of the parent	母公司擁有人	11	<b>2,749,864</b>	2,070,708
Non-controlling interests	非控股權益		<b>116,804</b>	(23,146)
			<b>2,866,668</b>	2,047,562
<b>EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT</b>	歸屬於母公司普通股 權益持有人之 每股盈利	13		
Basic	基本			
— for profit for the year	— 本年度利潤		<b>HK45.62 cents港仙</b>	HK34.58 cents港仙
Diluted	攤薄			
— for profit for the year	— 本年度利潤		<b>HK45.60 cents港仙</b>	HK34.51 cents港仙

Details of the dividends proposed for the year are disclosed in note 12 to the financial statements.

本年度擬派股息詳情於財務報表附註12披露。

# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

## 綜合全面收益表

Year ended 31 March 2013 截至2013年3月31日止年度

		For the year ended 31 March 截至3月31日止年度	
		2013 HK\$'000 千港元	2012 HK\$'000 千港元
<b>PROFIT FOR THE YEAR</b>	<b>本年度利潤</b>	<b>2,866,668</b>	2,047,562
<b>OTHER COMPREHENSIVE INCOME</b>	<b>其他全面收入</b>		
Exchange differences on translation of foreign operations	換算海外業務的匯兌差額	<b>238,418</b>	366,059
Revaluation gain upon transfer from owner-occupied properties to investment properties, net of tax	重估物主自用物業轉至投資物業的除稅後收益	<b>286,456</b>	–
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>	<b>本年度總全面收入</b>	<b>3,391,542</b>	2,413,621
<b>Attributable to:</b>	<b>下列各方應佔：</b>		
Owners of the parent	母公司擁有人	<b>3,272,114</b>	2,434,132
Non-controlling interests	非控股權益	<b>119,428</b>	(20,511)
		<b>3,391,542</b>	2,413,621



# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

31 March 2013 2013年3月31日

			31 March 2013 2013年 3月31日 HK\$'000 千港元	31 March 2012 2012年 3月31日 HK\$'000 千港元
		Notes 附註		
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	14	601,146	195,960
Investment properties	投資物業	15	19,425,946	13,637,107
Properties under development	發展中物業	16	2,381,710	2,878,003
Prepaid land lease payments	預付土地出租金	17	105,440	7,116
Goodwill	商譽	18	–	20,066
Investment in a jointly-controlled entity	於一家共同控制實體的投資	20	8,936	2,850
Investment in an associate	於一家聯營公司的投資	21	(2,542)	(1,531)
Finance lease receivables	融資租賃應收款項	22	29,561	38,445
Deposits paid for purchase of land use rights	購買土地使用權支付的按金	23	781,022	376,035
Deferred tax assets	遞延稅項資產	32	586,232	267,388
Total non-current assets	非流動資產總值		23,917,451	17,421,439
<b>CURRENT ASSETS</b>	<b>流動資產</b>			
Properties held for finance lease	持作融資租賃物業		571,403	145,940
Properties held for sale	持作銷售物業	24	9,381,178	7,762,555
Trade receivables	應收貿易賬款	25	936,927	525,630
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	26	642,581	866,806
Held for trading investments at fair value through profit or loss	透過損益以公平值列賬之持作買賣投資	27	117,643	111,986
Cash and cash equivalents and restricted cash	現金及現金等價物及受限制現金	28	6,777,842	3,831,987
Total current assets	流動資產總值		18,427,574	13,244,904
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>			
Trade and other payables	貿易及其他應付款項	29	8,165,727	6,529,731
Interest-bearing bank and other borrowings	計息銀行及其他借貸	30	4,418,254	2,740,273
Tax payables	應付稅項		2,790,467	1,624,496
Total current liabilities	流動負債總額		15,374,448	10,894,500
<b>NET CURRENT ASSETS</b>	<b>流動資產淨值</b>		3,053,126	2,350,404
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>資產總值減流動負債</b>		26,970,577	19,771,843

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

## 綜合財務狀況表(續)

31 March 2013 2013年3月31日

			31 March 2013 2013年 3月31日 HK\$'000 千港元	31 March 2012 2012年 3月31日 HK\$'000 千港元
		Notes 附註		
<b>NON-CURRENT LIABILITIES</b>	<b>非流動負債</b>			
Interest-bearing bank and other borrowings	計息銀行及其他借貸	30	4,581,741	2,033,109
Senior notes	優先票據	31	2,853,402	1,844,984
Amount due to non-controlling interests	應付非控股權益款項	41(c)(ii)	-	53,113
Deferred tax liabilities	遞延稅項負債	32	3,492,673	2,845,346
<b>Total non-current liabilities</b>	<b>非流動負債總額</b>		<b>10,927,816</b>	6,776,552
Net assets	資產淨值		<b>16,042,761</b>	12,995,291
<b>EQUITY</b>	<b>權益</b>			
Equity attributable to owners of the parent	母公司擁有人應佔權益			
Issued capital	已發行股本	33	60,536	59,876
Reserves	儲備	35(a)	15,187,361	12,429,737
Proposed final dividends	擬派末期股息	12	605,356	449,067
<b>Non-controlling interests</b>	<b>非控股權益</b>		<b>15,853,253</b>	12,938,680
			<b>189,508</b>	56,611
<b>Total equity</b>	<b>權益總額</b>		<b>16,042,761</b>	12,995,291

CHENG CHUNG HING 鄭松興  
Director 董事

LEUNG MOON LAM 梁滿林  
Director 董事

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

31 March 2013 2013年3月31日

		Attributable to owners of the parent 母公司擁有人應佔											
		Capital issued capital 已發行 股本	Capital redemption reserve 贖回儲備	Statutory surplus reserve 法定 盈餘儲備	Capital reserve 資本儲備	Share premium account 溢價賬	Share option reserve 購股權 儲備	Exchange fluctuation reserve 匯兌 波動儲備	Retained profits 保留利潤	Proposed final dividends 擬派 末期股息	Total	Non- controlling interests 非控股 權益	Total equity 權益總額
Notes 附註		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元 (note 1) (附註)	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 April 2011	於2011年4月1日	59,876	204	124,549	(88,181)	3,050,723	64,915	889,207	6,289,332	149,689	10,540,914	77,122	10,618,036
Profit for the year	本年度利潤	-	-	-	-	-	-	-	2,070,708	-	2,070,708	(23,146)	2,047,562
Other comprehensive income for the year:	本年度其他全面 收入：												
Exchange differences on translation of foreign operations	換算海外業務的 匯兌差額	-	-	5,763	-	-	-	357,661	-	-	363,424	2,635	366,059
Total comprehensive income for the year	本年度總全面 收入	-	-	5,763	-	-	-	357,661	2,070,708	-	2,434,132	(20,511)	2,413,621
Lapse of share options	購股權失效	-	-	-	-	-	(15,004)	-	15,004	-	-	-	-
Equity-settled share option arrangement	以權益結算的 購股權安排	34	-	-	-	-	42,314	-	-	-	42,314	-	42,314
Disposal of subsidiaries	出售附屬公司	-	-	-	88,181	-	-	(17,172)	-	-	71,009	-	71,009
Final 2011 dividend paid	已付2011年末期股息	-	-	-	-	-	-	-	(149,689)	(149,689)	-	-	(149,689)
Proposed final 2012 dividend	擬派2012年末期股息	12	-	-	-	-	-	-	(449,067)	449,067	-	-	-
Transfer from retained profits	轉撥自保留利潤	-	-	73,906	-	-	-	-	(73,906)	-	-	-	-
At 31 March 2012	於2012年3月31日	59,876	204*	204,218*	-*	3,050,723*	92,225*	1,229,696*	7,852,671*	449,067	12,938,680	56,611	12,995,291

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (CONTINUED)

## 綜合權益變動表(續)

31 March 2013 2013年3月31日

		Attributable to owners of the parent 母公司擁有人應佔											
		Capital Issued capital 已發行 股本	redemption reserve 贖回儲備	Statutory surplus reserve 法定 盈餘儲備	Share premium account 溢價賬	Share option reserve 購股權 儲備	Exchange fluctuation reserve 匯兌 波動儲備	Revaluation reserve 重估儲備	Retained profits 保留利潤	Proposed final dividends 擬派 末期股息	Total	Non- controlling interests 非控股 權益	Total equity 權益總額
Notes		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
附註		千港元	千港元	千港元 (note 1) (附註)	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 April 2012	於2012年4月1日	59,876	204	204,218	3,050,723	92,225	1,229,696	-	7,852,671	449,067	12,938,680	56,611	12,995,291
Profit for the year	本年度利潤	-	-	-	-	-	-	-	2,749,864	-	2,749,864	116,804	2,866,668
Other comprehensive income for the year:	本年度其他全面收入：												
Revaluation gain upon transfer from owner-occupied properties to investment properties, net of tax	重估物主自用物業轉至投資物業的除稅後收益	-	-	-	-	-	-	286,456	-	-	286,456	-	286,456
Exchange differences on translation of foreign operations	換算海外業務的匯兌差額	-	-	-	-	-	235,794	-	-	-	235,794	2,624	238,418
Total comprehensive income for the year	本年度總全面收入	-	-	-	-	-	235,794	286,456	2,749,864	-	3,272,114	119,428	3,391,542
Step-acquisition of a subsidiary	逐步收購一家附屬公司	-	-	-	-	-	-	-	-	-	-	7,352	7,352
Establishment of a subsidiary	成立一家附屬公司	-	-	-	-	-	-	-	-	-	-	6,117	6,117
Exercise of share options	行使購股權	34	660	-	93,398	(24,758)	-	-	-	-	69,300	-	69,300
Lapse of share options	購股權失效	34	-	-	-	(28,360)	-	-	28,360	-	-	-	-
Equity-settled share option arrangement	以權益結算的購股權安排	34	-	-	-	27,176	-	-	-	-	27,176	-	27,176
Final 2012 dividend paid	已付2012年末期股息	-	-	-	-	-	-	-	(4,950)	(449,067)	(454,017)	-	(454,017)
Proposed final 2013 dividend	擬派2013年末期股息	12	-	-	-	-	-	-	(605,356)	605,356	-	-	-
Transfer from retained profits	轉撥自保留利潤	-	-	198,677	-	-	-	-	(198,677)	-	-	-	-
At 31 March 2013	於2013年3月31日	60,536	204*	402,895*	3,144,121*	66,283*	1,465,490*	286,456*	9,821,912*	605,356	15,853,253	189,508	16,042,761

\* These reserve accounts comprise the consolidated reserves of HK\$15,187,361,000 (31 March 2012: HK\$12,429,737,000) in the consolidated statement of financial position.

\* 該等儲備賬包括綜合財務狀況表所載的綜合儲備15,187,361,000港元(2012年3月31日: 12,429,737,000港元)。

Note:

附註：

(i) In accordance with the PRC Company Law, the Group's subsidiaries registered in the PRC are required to appropriate 10% of the annual statutory profit after tax (after offsetting any prior years' losses) to the statutory surplus reserve. When the balance of the reserve fund reaches 50% of the entity's registered capital, any further appropriation is optional. The statutory surplus reserve can be utilised to offset prior years' losses or to increase capital. However, the balance of the statutory surplus reserve must be maintained at a minimum of 25% of registered capital after such usages.

(i) 根據中國公司法，本集團於中國註冊的附屬公司須將年度法定稅後利潤(經抵銷任何過往年度虧損後)的10%撥入法定盈餘儲備。當儲備資金結餘達至實體註冊資本的50%時，可以選擇是否再次撥入資金。法定盈餘儲備可用於抵銷過往年度虧損或增加資本。然而，法定盈餘儲備於作出該等用途後的結餘必須最少維持於註冊資本的25%。



# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

Year ended 31 March 2013 截至2013年3月31日止年度

		For the year ended 31 March 截至3月31日止年度	
		2013 HK\$'000 千港元	2012 HK\$'000 千港元
		Notes 附註	
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>	<b>經營活動現金流量</b>		
Profit before tax	稅前利潤		3,305,515
Adjustments for:	調整：		
Finance costs	融資成本	6	58,873
Share of profits and losses of a jointly-controlled entity and an associate	應佔一家共同控制實體及 一家聯營公司利潤及 虧損		(1,180)
Bank interest income	銀行利息收入	5	(8,770)
Loss on disposal of items of property, plant and equipment	出售物業、廠房及 設備項目虧損	7	32
Gain on disposal of subsidiaries	出售附屬公司收益	5	(545,720)
Depreciation	折舊	7	23,175
Amortisation of prepaid land lease payments	預付土地出租金攤銷	7	187
Changes in fair value of investment properties	投資物業公平值變動	5	(1,117,696)
Provision for impairment of trade receivables	應收貿易賬款減值撥備	7	-
Provision for impairment of goodwill	商譽減值撥備	7	-
Write-back of impairment of investment in a jointly-controlled entity	於一家共同控制實體的 投資減值撥回	7	(477)
Gain on repurchase of 2011 Notes	購回2011票據收益	5	(14,018)
Dividend income from held for trading investments at fair value through profit or loss	透過損益以公平值列賬之 持作買賣投資的股息 收入		(819)
(Gains)/losses on held for trading investments at fair value through profit or loss, net	透過損益以公平值列賬之 持作買賣投資(收益)/ 虧損淨額	5	41,079
Equity-settled share option expense	以權益結算的購股權開支	7	42,314
			<b>3,429,341</b>
Increase in properties held for sale	持作銷售物業增加		1,782,495
(Increase)/decrease in properties held for finance lease	持作融資租賃物業(增加)/ 減少		(3,379,785)
Decrease in finance lease receivables	融資租賃應收款項減少		21,766
Increase in trade receivables	應收貿易賬款增加		10,127
Decrease/(increase) in prepayments, deposits and other receivables	預付款項、按金及其他 應收款項減少/(增加)		(113,661)
Decrease/(increase) in restricted cash	受限制現金減少/(增加)		153,144
Increase in trade and other payables	貿易及其他應付款項增加		(473,149)
			<b>825,823</b>
			<b>3,429,341</b>
Cash generated from operations	經營所得的現金		1,095,514
Overseas taxes paid	已付海外稅項		(159,794)
			<b>(237,552)</b>
Net cash flows from operating activities	經營活動現金流入淨額		935,720
			<b>2,114,108</b>

## CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)

### 綜合現金流量表(續)

Year ended 31 March 2013 截至2013年3月31日止年度

		For the year ended 31 March 截至3月31日止年度	
		2013 HK\$'000 千港元	2012 HK\$'000 千港元
	Notes 附註		
Net cash flows from operating activities	經營活動現金流入淨額	2,114,108	935,720
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>	<b>投資活動現金流量</b>		
Purchases of items of property, plant and equipment	購買物業、廠房及 設備項目	(51,565)	(11,273)
Dividends received from held for trading investments at fair value through profit or loss	透過損益以公平值列賬 之持作買賣投資 已收股息	857	819
Proceeds from disposal of items of property, plant and equipment	出售物業、廠房及設備項目 所得款項	9,963	332
Acquisition of non-controlling interests	收購非控股權益	-	(30,156)
Acquisition of a subsidiary	收購一家附屬公司	(575,781)	-
Proceeds received from disposal of subsidiaries	出售附屬公司所得款項	312,475	286,264
Net advances (to)/from a jointly-controlled entity	共同控制實體(所付)/所得 墊款淨額	(5,024)	10,674
Additions to properties under development	發展中物業添置	(3,031,308)	(2,315,650)
Interest received	已收利息	28,531	8,770
Net cash flows used in investing activities	投資活動現金流出淨額	(3,311,852)	(2,050,220)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>	<b>融資活動現金流量</b>		
Issue of 2012 Notes	發行2012票據	927,527	-
Payment for repurchase of 2011 Notes	購回2011票據付款	-	(54,069)
Payment for interest on senior notes	優先票據利息付款	(253,773)	(262,164)
Capital contribution from non-controlling shareholders	非控股股東出資	13,469	-
New bank and other borrowings	新借銀行及其他貸款	7,402,892	2,171,514
Repayment of bank and other borrowings	償還銀行及其他貸款	(3,291,344)	(1,588,163)
Exercise of share options	行使購股權	69,300	-
Dividends paid	分派股息	(454,017)	(149,689)
Interest paid	已付利息	(317,860)	(259,403)
Net cash flows from/(used in) financing activities	融資活動現金流入/(流出) 淨額	4,096,194	(141,974)
<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等價物增加/ (減少)淨額</b>	<b>2,898,450</b>	<b>(1,256,474)</b>
Cash and cash equivalents at beginning of year	年初的現金及現金等價物	3,315,657	4,521,310
Effect of foreign exchange rate changes, net	匯率變動影響淨額	50,607	50,821
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR</b>	<b>年終的現金及現金等價物</b>	<b>6,264,714</b>	<b>3,315,657</b>
<b>ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等價物結餘分析</b>		
Cash and cash equivalents	現金及現金等價物	6,264,714	3,315,657

# STATEMENT OF FINANCIAL POSITION

## 財務狀況表

31 March 2013 2013年3月31日

		Notes 附註	31 March 2013 2013年 3月31日 HK\$'000 千港元	31 March 2012 2012年 3月31日 HK\$'000 千港元
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備		1,265	1,783
Investments in subsidiaries	於附屬公司的投資	19	2,735,275	2,953,675
Total non-current assets	非流動資產總額		2,736,540	2,955,458
<b>CURRENT ASSETS</b>	<b>流動資產</b>			
Due from subsidiaries	應收附屬公司款項	19	2,869,404	2,250,736
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項		7,586	529
Cash and cash equivalents	現金及現金等價物	28	1,264,811	477,387
Total current assets	流動資產總額		4,141,801	2,728,652
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>			
Due to subsidiaries	應付附屬公司款項	19	35,924	899
Other payables, accruals and deposits received	其他應付款項、應計項目及已收按金		72,534	35,453
Total current liabilities	流動負債總額		108,458	36,352
<b>NET CURRENT ASSETS</b>	<b>流動資產淨值</b>		4,033,343	2,692,300
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>資產總額減流動負債</b>		6,769,883	5,647,758
<b>NON-CURRENT LIABILITIES</b>	<b>非流動負債</b>			
Senior notes	優先票據	31	2,853,402	1,844,984
Net assets	資產淨值		3,916,481	3,802,774
<b>EQUITY</b>	<b>權益</b>			
Issued capital	已發行股本	33	60,536	59,876
Reserves	儲備	35(b)	3,250,589	3,293,831
Proposed final dividends	擬派末期股息	12	605,356	449,067
Total equity	權益總額		3,916,481	3,802,774

CHENG CHUNG HING 鄭松興  
Director 董事

LEUNG MOON LAM 梁滿林  
Director 董事

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

31 March 2013 2013年3月31日

### 1. Corporate Information

China South City Holdings Limited (the “Company”) is a limited liability company incorporated in Hong Kong. The registered office of the Company is located at Room 2205, 22/F, Sun Life Tower, The Gateway, 15 Canton Road, Tsimshatsui, Kowloon, Hong Kong.

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

### 2.1 Basis of Preparation

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), accounting principles generally accepted in Hong Kong and the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for investment properties and held for trading investments at fair value through profit or loss, which have been measured at fair value. These financial statements are presented in Hong Kong dollars and all values are rounded to the nearest thousand except when otherwise indicated.

#### Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the “Group”) for the year ended 31 March 2013. The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases. All intra-group balances, transactions, unrealised gains and losses resulting from intra-group transactions and dividends are eliminated on consolidation in full.

### 1. 公司資料

華南城控股有限公司(「本公司」)在香港註冊成立為有限公司。本公司註冊辦事處位於香港九龍尖沙咀廣東道15號港威大廈永明金融大樓22樓2205室。

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

### 2.1 編製基準

該等財務報表乃根據香港會計師公會頒佈之香港財務報告準則(「香港財務報告準則」)(當中包括所有香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋)、香港公認會計原則及香港公司條例之規定而編製，並按歷史成本法編製，惟投資物業及透過損益以公平值列帳之持作買賣投資按公平值計量則除外。除另有說明外，此等財務報表以港元呈列，所有數值均已四捨五入至最接近千位數。

#### 綜合基準

綜合財務報表包括本公司及其附屬公司(統稱「本集團」)截至2013年3月31日止年度的財務報表。附屬公司的財務報表乃按與本公司相同的報告期間以一致的會計政策編製。附屬公司之業績自收購日期(即本集團取得控制權當日)起綜合入賬，直至該等控制權終止當日為止。所有本集團內公司間交易產生之結餘、交易、未變現盈虧及股息均於綜合賬目時悉數對銷。



## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

#### 2.1 Basis of Preparation (Continued)

##### Basis of consolidation (Continued)

Total comprehensive income within a subsidiary is attributed to the non-controlling interest even if that results in a deficit balance.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises (i) the assets (including goodwill) and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received, (ii) the fair value of any investment retained and (iii) any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate.

#### 2.2 Changes in Accounting Policy and Disclosures

The Group has adopted the following new and revised HKFRSs for the first time for the current year's financial statements.

HKFRS 1 Amendments	Amendment to HKFRS 1 <i>First-time Adoption of Hong Kong Financial Reporting Standards – Severe Hyperinflation and Removal of Fixed Dates for First-time Adopters</i>
HKFRS 7 Amendments	Amendment to HKFRS 7 <i>Financial Instruments: Disclosures – Transfers of Financial Assets</i>
HKAS 12 Amendments	Amendment to HKAS 12 <i>Income Taxes – Deferred Tax: Recovery of Underlying Assets</i>

#### 2.1 編製基準(續)

##### 綜合基準(續)

附屬公司之全面收益總額乃歸屬於非控股權益，即使引致結餘為負數。

一家附屬公司的所有權權益出現變動(並無失去控制權)，則按權益交易入賬。

倘本集團失去對一家附屬公司的控制權，則終止確認(i)該附屬公司的資產(包括商譽)及負債，(ii)任何非控股權益的賬面值及(iii)於權益內記錄的累計換算差額；及確認(i)已收代價的公平值，(ii)所保留任何投資的公平值及(iii)收益表中任何因此產生的盈餘或虧蝕。先前於其他全面收入內確認的本集團應佔部份重新分類至損益或保留利潤(如適用)。

#### 2.2 會計政策的變更及披露

本集團於本年度財務報表內首次採納以下新訂及經修訂香港財務報告準則。

香港財務報告準則 第1號修訂本	香港財務報告準則第1號首次採納香港財務報告準則—嚴重高通脹及剔除首次採納者的固定日期的修訂
香港財務報告準則 第7號修訂本	香港財務報告準則第7號金融工具：披露—轉讓金融資產的修訂
香港會計準則 第12號修訂本	香港會計準則第12號所得稅—遞延稅項：收回相關資產的修訂

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

## 2.2 Changes in Accounting Policy and Disclosures (Continued)

The adoption of the new and revised HKFRSs has had no significant financial effect on these financial statements.

The HKAS 12 Amendments clarify the determination of deferred tax for investment property measured at fair value and introduce a rebuttable presumption that deferred tax on investment property measured at fair value should be determined on the basis that its carrying amount will be recovered through sale. Furthermore, the amendments incorporate the requirement previously in HK(SIC)-Int 21 *Income Taxes – Recovery of Revalued Non-Depreciable Assets* that deferred tax on non-depreciable assets, measured using the revaluation model in HKAS 16, should always be measured on a sale basis. The presumption that deferred tax on investment property measured at fair value should be determined on the basis that its carrying amount will be recovered through sale has been rebutted by the Group as the Group's investment properties are held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time, rather than through sale. Consequently, the Group has continued to recognise the deferred taxes on the basis that the value of investment properties is recovered through use and the adoption of the amendment does not have any impact on the Group's results of operations and financial position.

## 2.2 會計政策的變更及披露(續)

採納該等新訂及經修訂香港財務報告準則並無對該等財務報表產生重大財務影響。

香港會計準則第12號修訂本澄清如何釐定按公平值計量的投資物業的遞延稅項。修訂引入可推翻推定，按公平值計量的投資物業的遞延稅項應按其賬面金額將會透過銷售收回的基礎釐定。此外，修訂納入先前載於香港(常設詮釋委員會)－詮釋第21號*所得稅：已重估非折舊資產的收回*的要求，即使用香港會計準則第16號的重估模式計量的非折舊資產的遞延稅項應永遠按銷售基礎計量。由於本集團之投資物業以於持有該等投資物業期間大致上消耗其所有經濟效益之業務模式而非透過出售持有，故以公平值計量之投資物業之遞延稅項應以其賬面值將透過出售而收回之基準而釐定之推定被推翻。因此，本集團繼續按照透過使用投資物業收回價值之基準確認遞延稅項，而採納該等修訂對本集團之經營業績及財務狀況均沒有影響。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

### 2.3 Issued but not yet effective Hong Kong Financial Reporting Standards

The Group has not applied the following new and revised HKFRSs, that have been issued but are not yet effective, in these financial statements.

HKFRS 1 Amendments	Amendments to HKFRS 1 <i>First-time Adoption of Hong Kong Financial Reporting Standards – Government Loans</i> <sup>2</sup>
HKFRS 7 Amendments	Amendments to HKFRS 7 <i>Financial Instruments: Disclosures – Offsetting Financial Assets and Financial Liabilities</i> <sup>2</sup>
HKFRS 9	<i>Financial Instruments</i> <sup>4</sup>
HKFRS 10	<i>Consolidated Financial Statements</i> <sup>2</sup>
HKFRS 11	<i>Joint Arrangements</i> <sup>2</sup>
HKFRS 12	<i>Disclosure of Interests in Other Entities</i> <sup>2</sup>
HKFRS 10, HKFRS 11 and HKFRS 12 Amendments	Amendments to HKFRS 10, HKFRS 11 and HKFRS 12 – <i>Transition Guidance</i> <sup>2</sup>
HKFRS 10, HKFRS 12 and HKAS 27 (2011) Amendments	Amendments to HKFRS 10, HKFRS 12 and HKAS 27 (2011) – <i>Investment Entities</i> <sup>3</sup>
HKFRS 13	<i>Fair Value Measurement</i> <sup>2</sup>
HKAS 1 Amendments	Amendments to HKAS 1 <i>Presentation of Financial Statements – Presentation of Items of Other Comprehensive Income</i> <sup>1</sup>
HKAS 19 (2011)	<i>Employee Benefits</i> <sup>2</sup>
HKAS 27 (2011)	<i>Separate Financial Statements</i> <sup>2</sup>
HKAS 28 (2011)	<i>Investments in Associates and Joint Ventures</i> <sup>2</sup>
HKAS 32 Amendments	Amendments to HKAS 32 <i>Financial Instruments: Presentation – Offsetting Financial Assets and Financial Liabilities</i> <sup>3</sup>
HK(IFRIC)-Int 20	<i>Stripping Costs in the Production Phase of a Surface Mine</i> <sup>2</sup>
Annual Improvements 2009-2011 Cycle	Amendments to a number of HKFRSs issued in June 2012 <sup>2</sup>

### 2.3 已頒佈但尚未生效的香港財務報告準則

本集團於該等財務報表尚未採納下列已頒佈但仍未生效之新訂及經修訂香港財務報告準則。

香港財務報告準則第1號修訂本	香港財務報告準則第1號首次採納香港財務報告準則—政府貸款之修訂 <sup>2</sup>
香港財務報告準則第7號修訂本	香港財務報告準則第7號金融工具：披露—抵銷金融資產及金融負債之修訂 <sup>2</sup>
香港財務報告準則第9號	金融工具 <sup>4</sup>
香港財務報告準則第10號	綜合財務報表 <sup>2</sup>
香港財務報告準則第11號	共同安排 <sup>2</sup>
香港財務報告準則第12號	披露於其他實體之利益 <sup>2</sup>
香港財務報告準則第10號、香港財務報告準則第11號及香港財務報告準則第12號修訂本	對香港財務報告準則第10號、香港財務報告準則第11號及香港財務報告準則第12號—過渡性指引之修訂 <sup>2</sup>
香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第27號(2011年)修訂本	對香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第27號(2011年)—投資實體之修訂 <sup>3</sup>
香港財務報告準則第13號	公平值計量 <sup>2</sup>
香港會計準則第1號修訂本	香港會計準則第1號財務報表呈列—其他全面收入項目之呈列之修訂 <sup>1</sup>
香港會計準則第19號(2011年)	僱員福利 <sup>2</sup>
香港會計準則第27號(2011年)	獨立財務報表 <sup>2</sup>
香港會計準則第28號(2011年)	於聯營公司及合營公司之投資 <sup>2</sup>
香港會計準則第32號修訂本	香港會計準則第32號金融工具：呈列—抵銷金融資產及金融負債之修訂 <sup>3</sup>
香港(國際財務申報詮釋委員會)—詮釋第20號	露天礦場生產階段的剝除成本 <sup>2</sup>
2009年至2011年週期之年度改進	對於2012年6月頒佈之香港財務報告準則之修訂 <sup>2</sup>

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

### 2.3 Issued but not yet effective Hong Kong Financial Reporting Standards (Continued)

- 1 Effective for annual periods beginning on or after 1 July 2012
- 2 Effective for annual periods beginning on or after 1 January 2013
- 3 Effective for annual periods beginning on or after 1 January 2014
- 4 Effective for annual periods beginning on or after 1 January 2015

Further information about those HKFRSs that are expected to be applicable to the Group is as follows:

The HKFRS 7 Amendments require an entity to disclose information about rights to set-off and related arrangements (e.g., collateral agreements). The disclosures would provide users with information that is useful in evaluating the effect of netting arrangements on an entity's financial position. The new disclosures are required for all recognised financial instruments that are set off in accordance with HKAS 32 *Financial Instruments: Presentation*. The disclosures also apply to recognised financial instruments that are subject to an enforceable master netting arrangement or similar agreement, irrespective of whether they are set off in accordance with HKAS 32. The Group expects to adopt the amendments from 1 April 2013.

HKFRS 9 issued in November 2009 is the first part of phase 1 of a comprehensive project to entirely replace HKAS 39 *Financial Instruments: Recognition and Measurement*. This phase focuses on the classification and measurement of financial assets. Instead of classifying financial assets into four categories, an entity shall classify financial assets as subsequently measured at either amortised cost or fair value, on the basis of both the entity's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets. This aims to improve and simplify the approach for the classification and measurement of financial assets compared with the requirements of HKAS 39.

### 2.3 已頒佈但尚未生效的香港財務報告準則(續)

- 1 於2012年7月1日或之後開始之年度期間生效
- 2 於2013年1月1日或之後開始之年度期間生效
- 3 於2014年1月1日或之後開始之年度期間生效
- 4 於2015年1月1日或之後開始之年度期間生效

預期適用於本集團之該等香港財務報告準則之進一步資料如下：

香港財務報告準則第7號修訂本要求實體披露有關抵銷之權利及相關安排(例如抵押品安排)。披露將向使用者提供對評估淨額結算安排對實體之財務狀況的影響之有用資料。根據香港會計準則第32號金融工具：呈報抵銷之所有已確認金融工具須作出新披露。該等披露亦適用於受可強制執行主淨額結算安排或類似協議所規限之已確認金融工具，無論彼等是否根據香港會計準則第32號抵銷。本集團預期自2013年4月1日起採納該等修訂本。

於2009年11月頒佈之香港財務報告準則第9號為完全取代香港會計準則第39號金融工具：確認及計量之全面計劃之第一階段第一部分。此階段針對金融資產之分類及計量。實體須根據該實體管理金融資產之業務模式及金融資產之合約現金流特性，將金融資產分類為其後按攤銷成本或公允值計量，而非將金融資產分為四類。此舉旨在改善及簡化香港會計準則第39號規定之金融資產分類及計量方法。



## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

#### 2.3 Issued but not yet effective Hong Kong Financial Reporting Standards (Continued)

In November 2010, the HKICPA issued additions to HKFRS 9 to address financial liabilities (the “Additions”) and incorporated in HKFRS 9 the current derecognition principles of financial instruments of HKAS 39. Most of the Additions were carried forward unchanged from HKAS 39, while changes were made to the measurement of financial liabilities designated at fair value through profit or loss using the fair value option (“FVO”). For these FVO liabilities, the amount of change in the fair value of a liability that is attributable to changes in credit risk must be presented in other comprehensive income (“OCI”). The remainder of the change in fair value is presented in profit or loss, unless presentation of the fair value change in respect of the liability’s credit risk in OCI would create or enlarge an accounting mismatch in profit or loss. However, loan commitments and financial guarantee contracts which have been designated under the FVO are scoped out of the Additions.

HKAS 39 is aimed to be replaced by HKFRS 9 in its entirety. Before this entire replacement, the guidance in HKAS 39 on hedge accounting and impairment of financial assets continues to apply. The Group expects to adopt HKFRS 9 from 1 April 2015. The Group will quantify the effect in conjunction with other phases, when the final standard including all phases is issued.

HKFRS 10 establishes a single control model that applies to all entities including special purpose entities or structured entities. It includes a new definition of control which is used to determine which entities are consolidated. The changes introduced by HKFRS 10 require management of the Group to exercise significant judgement to determine which entities are controlled, compared with the requirements in HKAS 27 and HK(SIC)-Int 12 *Consolidation – Special Purpose Entities*. HKFRS 10 replaces the portion of HKAS 27 *Consolidated and Separate Financial Statements* that addresses the accounting for consolidated financial statements. It also addresses the issues raised in HK(SIC)-Int 12. Based on the preliminary analyses performed, HKFRS 10 is not expected to have any impact on the currently held investments of the Group.

#### 2.3 已頒佈但尚未生效的香港財務報告準則(續)

於2010年11月，香港會計師公會頒佈香港財務報告準則第9號之新增規定(「新增規定」)以處理金融負債，並將香港會計準則第39號之現有取消確認原則納入香港財務報告準則第9號內。大部份新增規定與香港會計準則第39號者維持不變，惟使用公允值選擇(「公允值選擇」)指定為透過損益按公允值計算之金融負債之計量則有所變動。就該等公允值選擇負債而言，由信貸風險變動而產生之負債公允值變動金額，必須於其他全面收益(「其他全面收益」)中呈列。除非於其他全面收益中就負債之信貸風險呈列公允值變動，會於損益中產生或擴大會計錯配，否則其餘公允值變動金額於損益呈列。然而，新增規定並不涵蓋按公允值選擇指定之貸款承諾及財務擔保合約。

香港財務報告準則第9號旨在全面取代香港會計準則第39號。於全面取代前，香港會計準則第39號於對沖會計及金融資產之減值方面之指引繼續適用。本集團預期自2015年4月1日起採納香港財務報告準則第9號。於包括所有階段之最終準則頒佈時，本集團將連同其他階段量化其影響。

香港財務報告準則第10號建立適用於所有實體(包括特殊目的實體或結構性實體)之單一控制模式。該準則包括控制權之新定義，用於釐定須綜合入賬之實體。與香港會計準則第27號及香港(常務詮釋委員會)－詮釋第12號綜合－特殊目的實體之規定比較，香港財務報告準則第10號引入之變動規定本集團管理層須行使重大判斷，以釐定實體之控制權。香港財務報告準則第10號取代香港會計準則第27號綜合及獨立財務報表處理綜合財務報表之會計方式之部份，其亦處理香港(常務詮釋委員會)－詮釋第12號提出之問題。根據已進行之初步分析，香港財務報告準則第10號預期不會對本集團現時持有之投資造成任何影響。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

#### 2.3 Issued but not yet effective Hong Kong Financial Reporting Standards (Continued)

HKFRS 11 replaces HKAS 31 *Interests in Joint Ventures* and HK(SIC)-Int 13 *Jointly-controlled Entities – Non-Monetary Contributions by Venturers*. It describes the accounting for joint arrangements with joint control. It addresses only two forms of joint arrangements, i.e., joint operations and joint ventures, and removes the option to account for joint ventures using proportionate consolidation. Based on the preliminary analyses performed, HKFRS 11 is not expected to have any impact on the currently held investments of the Group.

HKFRS 12 includes the disclosure requirements for subsidiaries, joint arrangements, associates and structured entities previously included in HKAS 27 *Consolidated and Separate Financial Statements*, HKAS 31 *Interests in Joint Ventures* and HKAS 28 *Investments in Associates*. It also introduces a number of new disclosure requirements for these entities.

In July 2012, the HKICPA issued amendments to HKFRS 10, HKFRS 11 and HKFRS 12 which clarify the transition guidance in HKFRS 10 and provide further relief from full retrospective application of these standards, limiting the requirement to provide adjusted comparative information to only the preceding comparative period. The amendments clarify that retrospective adjustments are only required if the consolidation conclusion as to which entities are controlled by the Group is different between HKFRS 10 and HKAS 27 or HK(SIC)-Int 12 at the beginning of the annual period in which HKFRS 10 is applied for the first time. Furthermore, for disclosures related to unconsolidated structured entities, the amendments will remove the requirement to present comparative information for periods before HKFRS 12 is first applied.

#### 2.3 已頒佈但尚未生效的香港財務報告準則(續)

香港財務報告準則第11號取代香港會計準則第31號於合營公司之權益及香港(常務詮釋委員會)－詮釋第13號共同控制實體－合營方作出之非貨幣出資。其說明共同控制之合營安排之會計方式。該準則僅指明兩種形式之合營安排(即共同經營及合營公司)之會計方式,並取消採用按比例綜合合營公司入賬之選擇。根據已進行之初步分析,香港財務報告準則第11號預期不會對本集團現時持有之投資造成任何影響。

香港財務報告準則第12號包括附屬公司、合營安排、聯營公司及結構性實體之披露規定,該等規定先前包括在香港會計準則第27號綜合及獨立財務報表、香港會計準則第31號於合營公司之權益及香港會計準則第28號於聯營公司之投資內。該準則亦引入該等實體之多項新披露規定。

於2012年7月,香港會計師公會頒佈香港財務報告準則第10號、香港財務報告準則第11號及香港財務報告準則第12號之修訂,以澄清香港財務報告準則第10號之過渡性指引及提供進一步寬免全面追溯應用該等準則,限定僅就上一個比較期間提供經調整比較資料。該等修訂澄清,倘於首次應用香港財務報告準則第10號之年度期間開始時,香港財務報告準則第10號與香港會計準則第27號或香港(常務詮釋委員會)－詮釋第12號有關本集團所控制實體之綜合結論有所不同,方須進行追溯調整。此外,就有關未經綜合之結構性實體之披露而言,修訂將刪除首次應用香港財務報告準則第12號前之期間須呈列比較資料之規定。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

#### 2.3 Issued but not yet effective Hong Kong Financial Reporting Standards (Continued)

The amendments to HKFRS 10 issued in December 2012 include a definition of an investment entity and provide an exception to the consolidation requirement for entities that meet the definition of an investment entity. Investment entities are required to account for subsidiaries at fair value through profit or loss in accordance with HKFRS 9 rather than consolidate them. Consequential amendments were made to HKFRS 12 and HKAS 27 (2011). The amendments to HKFRS 12 also set out the disclosure requirements for investment entities. The Group expects that these amendments will not have any impact on the Group as the Company is not an investment entity as defined in HKFRS 10.

Consequential amendments were made to HKAS 27 and HKAS 28 as a result of the issuance of HKFRS 10, HKFRS 11 and HKFRS 12. The Group expects to adopt HKFRS 10, HKFRS 11, HKFRS 12, HKAS 27 (2011), HKAS 28 (2011), and the subsequent amendments to these standards issued in July and December 2012 from 1 April 2013.

HKFRS 13 provides a precise definition of fair value and a single source of fair value measurement and disclosure requirements for use across HKFRSs. The standard does not change the circumstances in which the Group is required to use fair value, but provides guidance on how fair value should be applied where its use is already required or permitted under other HKFRSs. The Group expects to adopt HKFRS 13 prospectively from 1 April 2013. Based on preliminary analysis performed, HKFRS 13 is not expected to have any significant impact on the Group.

#### 2.3 已頒佈但尚未生效的香港財務報告準則(續)

於2012年12月頒佈之香港財務報告準則第10號之修訂包括投資實體之定義，並為符合投資實體定義之實體提供豁免綜合入賬規定。根據香港財務報告準則第9號，投資實體須透過損益按公允值入賬附屬公司，而非綜合入賬附屬公司。香港財務報告準則第12號及香港會計準則第27號(2011年)已作出相應修訂。香港財務報告準則第12號之修訂亦載列投資實體之披露規定。由於本公司並非香港財務報告準則第10號所界定之投資實體，故本集團預期該等修訂將不會對本集團造成任何影響。

因頒佈香港財務報告準則第10號、香港財務報告準則第11號及香港財務報告準則第12號，香港會計準則第27號及香港會計準則第28號已作出相應修訂。本集團預期自2013年4月1日起採納香港財務報告準則第10號、香港財務報告準則第11號、香港財務報告準則第12號、香港會計準則第27號(2011年)、香港會計準則第28號(2011年)，以及該等準則於2012年7月及12月頒佈之其後修訂。

香港財務報告準則第13號提供公允值之精確定義及公允值計量之單一來源及在香港財務報告準則範圍內使用之披露規定。該準則並無改變本集團須要使用公允值之情況，但為在其他香港財務報告準則已規定或准許使用公允值之情況下，應如何應用公允值提供指引。本集團預期自2013年4月1日起開始採納香港財務報告準則第13號。根據初步分析，並不預期香港財務報告準則第13號對本集團有任何重大影響。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

#### 2.3 Issued but not yet effective Hong Kong Financial Reporting Standards (Continued)

The HKAS 1 Amendments change the grouping of items presented in OCI. Items that could be reclassified (or recycled) to profit or loss at a future point in time (for example, net gain on hedge of a net investment, exchange differences on translation of foreign operations, net movement on cash flow hedges and net loss or gain on available-for-sale financial assets) would be presented separately from items which will never be reclassified (for example, actuarial gains and losses on defined benefit plans and revaluation of land and buildings). The amendments will affect presentation only and have no impact on the financial position or performance. The Group expects to adopt the amendments from 1 April 2013.

HKAS 19 (2011) includes a number of amendments that range from fundamental changes to simple clarifications and rewording. The revised standard introduces significant changes in the accounting for defined benefit pension plans including removing the choice to defer the recognition of actuarial gains and losses. Other changes include modifications to the timing of recognition for termination benefits, the classification of short-term employee benefits and disclosures of defined benefit plans. The Group expects to adopt HKAS 19 (2011) from 1 April 2013.

The HKAS 32 Amendments clarify the meaning of “currently has a legally enforceable right to setoff” for offsetting financial assets and financial liabilities. The amendments also clarify the application of the offsetting criteria in HKAS 32 to settlement systems (such as central clearing house systems) which apply gross settlement mechanisms that are not simultaneous. The amendments are not expected to have any impact on the financial position or performance of the Group upon adoption on 1 April 2014.

#### 2.3 已頒佈但尚未生效的香港財務報告準則(續)

香港會計準則第1號修訂本改變於其他全面收益呈列之項目之分組。在未來某個時間可重新分類至損益(或於損益重新使用)之項目(例如投資淨額之對沖收益淨額、換算海外業務之匯兌差額、現金流對沖之變動淨額及可供出售金融資產之虧損或收益淨額)將與不得重新分類之項目(例如定額福利計劃及重估土地及樓宇之精算收益及虧損淨額)分開呈列。修訂本僅影響呈列方式，並不會對財務狀況及表現造成任何影響。本集團預期自2013年4月1日起採納修訂本。

香港會計準則第19號(2011年)包括從基本改變至簡單澄清及重新措辭之多項修訂。經修訂準則就定額福利退休計劃之會計處理引入重大變動，包括刪除遞延確認精算收益及虧損之選擇。其他變動包括離職福利確認時間之修改、短期僱員福利之分類及定額福利計劃之披露。本集團預期自2013年4月1日起採納香港會計準則第19號(2011年)。

香港會計準則第32號修訂本為抵銷金融資產及金融負債澄清「目前具有合法可執行抵銷權利」之釋義。該等修訂本亦澄清香港會計準則第32號之抵銷標準於採用非同步之總額結算機制之結算系統(例如中央結算所系統)之應用。預期於2014年4月1日採納該等修訂時，將不會對本集團之財務狀況或表現造成任何影響。



## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

### 2.3 Issued but not yet effective Hong Kong Financial Reporting Standards (Continued)

The *Annual Improvements to HKFRSs 2009–2011 Cycle* issued in June 2012 sets out amendments to a number of HKFRSs. The Group expects to adopt the amendments from 1 April 2013. There are separate transitional provisions for each standard. While the adoption of some of the amendments may result in changes in accounting policies, none of these amendments are expected to have a significant financial impact on the Group. Those amendments that are expected to have a significant impact on the Group's policies are as follows:

- (a) *HKAS 1 Presentation of Financial Statements*: Clarifies the difference between voluntary additional comparative information and the minimum required comparative information. Generally, the minimum required comparative period is the previous period. An entity must include comparative information in the related notes to the financial statements when it voluntarily provides comparative information beyond the previous period. The additional comparative information does not need to contain a complete set of financial statements.

In addition, the amendment clarifies that the opening statement of financial position as at the beginning of the preceding period must be presented when an entity changes its accounting policies; makes retrospective restatements or makes reclassifications, and that change has a material effect on the statement of financial position. However, the related notes to the opening statement of financial position as at the beginning of the preceding period are not required to be presented.

- (b) *HKAS 32 Financial Instruments: Presentation*: Clarifies that income taxes arising from distributions to equity holders are accounted for in accordance with *HKAS 12 Income Taxes*. The amendment removes existing income tax requirements from *HKAS 32* and requires entities to apply the requirements in *HKAS 12* to any income tax arising from distributions to equity holders.

### 2.3 已頒佈但尚未生效的香港財務報告準則(續)

於2012年6月頒佈之2009年至2011年週期之年度改進載列多項對香港財務報告準則之修訂。本集團預期自2013年4月1日起採納該等修訂。各項準則均設有過渡性條文。儘管採納部份修訂可能導致會計政策變動，但預期該等修訂概不會對本集團造成重大財務影響。預期對本集團政策造成重大影響之該等修訂如下：

- (a) 香港會計準則第1號*財務報表之呈列*：澄清自願性額外比較資料與最低規定比較資料之間之差異。一般而言，最低規定比較期間為上個期間。當實體自願提供上個期間以外之比較資料時，其須於財務報表之相關附註中載入比較資料。額外比較資料毋須包含完整財務報表。

此外，該修訂澄清，當實體更改其會計政策、作出追溯重列或進行重新分類，而有關變動對財務狀況表構成重大影響時，則須呈列上個期間開始時之期初財務狀況表。然而，毋須呈列上個期間開始時之期初財務狀況表之相關附註。

- (b) 香港會計準則第32號*金融工具：呈列*：澄清向權益持有人作出分派所產生之所得稅須按香港會計準則第12號*所得稅入賬*。該修訂刪除香港會計準則第32號之現有所得稅規定，並要求實體就向權益持有人作出分派所產生之任何所得稅須應用香港會計準則第12號之規定。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

## 2.4 Summary of Significant Accounting Policies

### Subsidiaries

A subsidiary is an entity in which the Company, directly or indirectly, controls more than half of its voting power or issued share capital or controls the composition of its board of directors; or over which the Company has a contractual right to exercise a dominant influence with respect to that entity's financial and operating policies.

The results of subsidiaries are included in the Company's income statement to the extent of dividends received and receivable.

### Joint ventures

A joint venture is an entity set up by contractual arrangement, whereby the Group and other parties undertake an economic activity. The joint venture operates as a separate entity in which the Group and the other parties have an interest.

The joint venture agreement between the venturers stipulates the capital contributions of the joint venture parties, the duration of the joint venture and the basis on which the assets are to be realised upon its dissolution. The profits or losses from the joint venture's operations and any distributions of surplus assets are shared by the venturers, either in proportion to their respective capital contributions, or in accordance with the terms of the joint venture agreement.

A joint venture is treated as:

- (a) a subsidiary, if the Group, directly or indirectly, controls more than half of its voting power or issued share capital or controls the composition of its board of directors; or over which the Company has a contractual right to exercise a dominant influence with respect to the joint venture's financial and operating policies;
- (b) a jointly-controlled entity, if the Group does not have unilateral control, but has joint control, directly or indirectly, over the joint venture;
- (c) an associate, if the Group does not have unilateral or joint control, but holds, directly or indirectly, generally not less than 20% of the joint venture's registered capital and is in a position to exercise significant influence over the joint venture; or

## 2.4 重大會計政策概要

### 附屬公司

附屬公司乃本公司直接或間接控制其過半數表決權或已發行股本或控制其董事會組成的實體，或本公司有合同權利對該實體的財務及營運政策行使重大影響力者。

附屬公司業績計入本公司收益表，以已收及應收股息為限。

### 合營公司

合營公司乃按合同安排成立的實體，而本集團與其他方於其中從事經濟活動。合營公司以個別實體的身份經營，而本集團及其他方於當中擁有權益。

合營公司訂立的合營協議訂明合營各方的出資額、合營公司的年期及於解散時變現資產的基準。合營公司的經營利潤及虧損以及盈餘資產的任何分派，均由合營公司按其各自的出資比例或根據合營協議條款分配。

合營公司會被視為：

- (a) 一家附屬公司，倘本集團於合營公司直接或間接控制其過半數表決權或已發行股本或控制其董事會組成；或本公司有合同權利對該合營公司的財務及營運政策行使重大影響力；
- (b) 一家共同控制實體，倘本集團於合營公司並無單方面的控制權，但直接或間接擁有共同控制權；
- (c) 一家聯營公司，倘本集團於合營公司並無單方面或共同控制權，但直接或間接持有整體上不少於20%的註冊資本，並處於可對合營公司行使重大影響力的地位；或

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

## 2.4 Summary of Significant Accounting Policies (Continued)

### Joint ventures (Continued)

- (d) an equity investment accounted for in accordance with HKAS 39, if the Group holds, directly or indirectly, less than 20% of the joint venture's registered capital and has neither joint control of, nor is in a position to exercise significant influence over, the joint venture.

### Jointly-controlled entities

A jointly-controlled entity is a joint venture that is subject to joint control, resulting in none of the participating parties having unilateral control over the economic activity of the jointly-controlled entity.

The Group's investments in jointly-controlled entities are stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses. Adjustments are made to bring into line any dissimilar accounting policies that may exist. The Group's share of the post-acquisition results and reserves of jointly-controlled entities is included in the consolidated income statement and consolidated reserves, respectively. Where the profit sharing ratio is different to the Group's equity interest, the share of post-acquisition results of the jointly-controlled entities is determined based on the agreed profit sharing ratio. Unrealised gains and losses resulting from transactions between the Group and its jointly-controlled entities are eliminated to the extent of the Group's investments in the jointly-controlled entities, except where unrealised losses provide evidence of an impairment of the asset transferred. Goodwill arising from the acquisition of jointly-controlled entities is included as part of the Group's investments in jointly-controlled entities.

### Associates

An associate is an entity, not being a subsidiary or a jointly-controlled entity, in which the Group has a long term interest of generally not less than 20% of the equity voting rights and over which it is in a position to exercise significant influence.

## 2.4 重大會計政策概要(續)

### 合營公司(續)

- (d) 一項根據香港會計準則第39號入賬的權益投資，倘本集團直接或間接於合營公司持有少於20%的註冊資本，而於合營公司亦無共同控制權或並非處於可對合營公司行使重大影響力的地位。

### 共同控制實體

共同控制實體乃受制於共同控制的合營公司，而所有參與方對該共同控制實體的經濟活動均無單方面的控制權。

本集團於共同控制實體的投資乃以權益會計法按本集團應佔資產淨值減任何減值虧損後在綜合財務狀況表中列賬，並會作出調整以使任何可能存在之不相似會計政策達至一致。本集團應佔共同控制實體的收購後業績及儲備分別計入綜合收益表及綜合儲備。倘利潤分配比率與本集團的權益不同，應佔共同控制實體的收購後業績則根據協議利潤比率釐定。本集團及其共同控制實體交易產生的未變現盈虧於本集團於共同控制實體的投資中抵銷，除未變現虧損有跡象顯示資產的減值經轉移。由收購共同控制實體帶來的商譽計入為本集團於共同控制實體的投資的一部份。

### 聯營公司

聯營公司乃本集團於其權益表決權擁有一般不少於20%的長期權益並處於可對其行使重大影響力的地位，而非附屬公司或共同控制實體的實體。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

## 2.4 Summary of Significant Accounting Policies (Continued)

### Associates (Continued)

The Group's investments in associates are stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses. Adjustments are made to bring into line any dissimilar accounting policies that may exist. The Group's share of the post-acquisition results and reserves of associates is included in the consolidated income statement and consolidated reserves, respectively. Unrealised gains and losses resulting from transactions between the Group and its associates are eliminated to the extent of the Group's investments in the associates, except where unrealised losses provide evidence of an impairment of the asset transferred. Goodwill arising from the acquisition of associates is included as part of the Group's investments in associates and is not individually tested for impairment.

### Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation either at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

## 2.4 重大會計政策概要(續)

### 聯營公司(續)

本集團於聯營公司的權益乃以權益會計法按本集團應佔資產淨值減任何減值虧損後在綜合財務狀況表中列賬，並會作出調整以使任何可能存在之不相似會計政策達至一致。本集團應佔聯營公司的收購後業績及儲備分別計入綜合收益表及綜合儲備。本集團及其聯營公司交易產生的未變現盈虧於本集團於聯營公司的投資中抵銷，除未變現虧損有跡象顯示資產的減值經轉移。由收購聯營公司帶來的商譽計入為本集團於聯營公司的投資的一部份，且並不單獨作出減值測試。

### 業務併購及商譽

業務併購乃使用收購法入賬。所轉讓之代價乃以收購日期之公平值計量，該公平值為本集團所轉讓之資產於收購日期之公平值、本集團自被收購方之前度擁有人承擔之負債，及本集團發行以換取被收購方控制權之股權之總和。就各業務合併而言，本集團選擇以公平值或被收購方可識別資產淨值之應佔比例，計算於被收購方中現時屬擁有權權益並賦予其持有人權利可於清盤時按比例分佔資產淨值之非控股權益。非控股權益之所有其他部分按公平值計量。有關收購成本於產生時支銷。

當本集團收購一項業務時，會根據合約條款、於收購日期之經濟環境及相關條件，評估將承接之金融資產及負債，以作出適合之分類及指定用途。此包括將被收購方主合約中之嵌入式衍生工具分開計算。

倘業務併購分階段進行，先前持有股權應按收購日期公平值計入收益表重新計量及任何產生之收益或虧損確認於損益。



## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

## 2.4 Summary of Significant Accounting Policies (Continued)

### Business combinations and goodwill (Continued)

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of HKAS 39 is measured at fair value with changes in fair value either recognised in profit or loss or as a change to other comprehensive income. If the contingent consideration is not within the scope of HKAS 39, it is measured in accordance with the appropriate HKFRS. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable net assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 March. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

## 2.4 重大會計政策概要(續)

### 業務併購及商譽(續)

由收購方將予轉讓的任何或然代價將於收購日期按公平值確認。或然代價(被視為一項資產或負債，即金融工具)根據香港會計準則第39號按公平值及公平變動於收益表確認或確認為其他全面收入的變動。倘或然代價不屬於香港會計準則第39號之範圍的情況下，則按適用之香港財務報告準則計量。分類為權益之或然代價則其毋須重新計量，其後結算於權益內入賬。

商譽起初按成本計量，即已轉讓代價、已確認非控股權益及本集團先前持有的被收購方股權之公平值之總和，超逾與所收購可識別資產淨值及所承擔負債的差額。倘此代價及其他項目的總和低於所收購資產淨值的公平值，於評估後其差額將於收益表內確認為議價購買收益。

於初始確認後，商譽按成本減任何累計減值虧損計量。商譽須每年作減值測試，倘有事件發生或情況改變顯示賬面值有可能減值，則會更頻密地進行檢討。本集團於3月31日進行商譽的年度減值測試。為進行減值測試，因業務合併而購入的商譽自購入之日被分配至預期可從合併產生的協同效益中獲益的本集團各個現金產出單位或現金產出單位組別，而無論本集團其他資產或負債是否已分配予該等單位或單位組別。

減值乃通過評估與商譽相關之現金產生單位(或現金產生單位組別)之可收回金額釐定。倘現金產生單位(或現金產生單位組別)之可收回金額低於賬面值時，減值虧損則予以確認。已就商譽確認之減值虧損不得於其後期間撥回。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

## 2.4 Summary of Significant Accounting Policies (Continued)

### Business combinations and goodwill (Continued)

Where goodwill has been allocated to a cash-generating unit (or group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal operation. Goodwill disposed in these circumstances is measured based on the relative value of the disposed operation and the portion of the cash-generating unit retained.

### Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, financial assets, investment properties and goodwill), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs to sell, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to the income statement in the period in which it arises in those expense categories consistent with the function of the impaired asset.

An assessment is made at the end of each reporting period as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to the income statement in the period in which it arises.

## 2.4 重大會計政策概要(續)

### 業務併購及商譽(續)

倘商譽被分配為現金產生單位(或現金產生單位組別)之一部分，而該單位內部分業務被出售，則出售業務相關商譽於釐定出售業務收益或虧損時列入業務之賬面值。在這些情況下出售之商譽根據已出售業務及所保留現金產生單位部分之相對價值計算。

### 非金融資產減值

倘有跡象顯示減值存在，或當必須為資產(存貨、金融資產、投資物業及商譽除外)作出年度減值測試時，則會估計資產的可收回金額。資產的可收回金額為資產或現金產生單位的使用價值與其公平值兩者的較高者減出售成本，並就個別資產而釐定，惟不可產生大體上獨立於其他資產或資產組別的現金流入的資產則除外，在此情況下，可收回金額就資產所屬的現金產生單位而釐定。

僅於資產的賬面值超逾其可收回金額時，減值虧損方予確認。評估使用價值時，估計日後現金流量乃使用可反映金額時間值的現行市場評估及該資產特有的風險的稅前折現率折現至現值。減值虧損於其產生期間自收益表與該減值資產功能一致的該等費用類別內扣除。

於各申報日期結束時均評估是否有任何跡象顯示於過往確認的減值虧損可能不再存在或可能已經減少。如該等跡象存在，則會估計可收回金額。僅於用作釐定資產的可收回金額的估計出現變動時，資產(商譽除外)過往確認的減值虧損方可撥回；惟撥回金額不得高於(倘該資產於過往年度未有確認減值虧損)將可釐定的賬面值(扣除任何折舊/攤銷)。有關減值虧損的撥回於產生期間計入收益表。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

## 2.4 Summary of Significant Accounting Policies (Continued)

### Related parties

A party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person's family and that person:
  - (i) has control or joint control over the Group;
  - (ii) has significant influence over the Group; or
  - (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

- (b) the party is an entity where any of the following conditions applies:
  - (i) the entity and the Group are members of the same group;
  - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
  - (iii) the entity and the Group are joint ventures of the same third party;
  - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
  - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
  - (vi) the entity is controlled or jointly controlled by a person identified in (a); and
  - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

## 2.4 重大會計政策概要(續)

### 關連人士

有關人士在下列情況下被視為與本集團有關連：

- (a) 該人士為一名人士或該人士之近親，而該人士：
  - (i) 控制或共同控制本集團；
  - (ii) 對本集團有重大影響力；或
  - (iii) 為本集團或本集團母公司的其中一名主要管理層成員；

或

- (b) 該人士為符合下列任何一項條件之實體：
  - (i) 該實體與本集團屬同一集團之成員公司；
  - (ii) 該實體為另一家實體之聯營公司或合營企業(或另一家實體之母公司、附屬公司或同系附屬公司)；
  - (iii) 該實體與本集團均為同一第三方之合營企業；
  - (iv) 該實體為第三方實體之合營企業，而另一家實體則為該第三方實體的聯營公司；
  - (v) 該實體為就本集團或與本集團有關連之實體之僱員之利益而設之離職後福利計劃；
  - (vi) 該實體受(a)項所識別之人士控制或共同控制；及
  - (vii) 於(a)(i)項所識別之人士對該實體有重大影響力或屬該實體(或該實體之母公司)之主要管理層成員之一。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

#### 2.4 Summary of Significant Accounting Policies (Continued)

##### Property, plant and equipment and depreciation

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the income statement in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Buildings	3%
Hotel properties	4.5% to 20%
Furniture, fixtures and equipment	9% to 18%
Motor vehicles	9% to 18%

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

#### 2.4 重大會計政策概要(續)

##### 物業、廠房和設備及折舊

物業、廠房及設備(除在建工程外)乃按成本減累計折舊及任何減值虧損列賬。物業、廠房及設備項目的成本包括其購買價及使其投入現時運作狀況及將其運往擬定用途地點的任何直接應佔成本。

物業、廠房及設備項目投入使用後所產生的開支，如維修保養費用，通常於產生期間在收益表扣除。在符合確認條件的情況下，大的檢修開支於資產賬面值資本化，作為置換。倘大部分物業、廠房及設備須定期置換，本集團確認該等部分為具備特定可使用年期及據此折舊之個別資產。

折舊乃以直線法於估計可使用年期撇銷各物業、廠房及設備項目的成本至其剩餘價值計算。就此而言使用的主要年率如下：

樓宇	3%
酒店物業	4.5%至20%
傢俬、裝置及設備	9%至18%
汽車	9%至18%

倘物業、廠房及設備項目的部分有不同的可使用年期，則該項目的成本以合理基準在該等部分之間分配，而各部分將會分開折舊。至少於各財政年結日檢討剩餘價值、可使用年期及折舊方法，並在適當情況下調整。



## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

#### 2.4 Summary of Significant Accounting Policies (Continued)

##### Property, plant and equipment and depreciation (Continued)

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in the income statement in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

Construction in progress represents a building under construction, which is stated at cost less any impairment losses, and is not depreciated. Cost comprises the direct costs of construction and capitalised borrowing costs on related borrowed funds during the period of construction. Construction in progress is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

##### Investment properties

Investment properties are interests in land and buildings (including the leasehold interest under an operating lease for a property which would otherwise meet the definition of an investment property) held to earn rental income and/or for capital appreciation, rather than for use in the production or supply of goods or services or for administrative purposes; or for sale in the ordinary course of business. Such properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at fair value, which reflects market conditions at the end of the reporting period.

Gains or losses arising from changes in the fair values of investment properties are included in the income statement in the year in which they arise.

Any gains or losses on the retirement or disposal of an investment property are recognised in the income statement in the year of the retirement or disposal.

#### 2.4 重大會計政策概要(續)

##### 物業、廠房和設備及折舊(續)

物業、廠房及設備項目包括初步確認之任何重大部分於出售或預期不會從使用或出售有關項目而取得未來經濟利益時終止確認。於終止確認資產的年度內在收益表確認的任何出售或報廢該等項目的盈虧乃指銷售所得款項淨額與有關資產賬面值的差額。

在建工程指在建中的大廈，以成本減去任何減值虧損列賬，且不予折舊。成本包括直接建築成本及建築期間相關借貸的資本化借貸成本。在建工程於落成及可予使用時，會重新分類至適當的類別，如物業、廠房及設備。

##### 投資物業

投資物業指為賺取租金收入及/或資本增值目的而持有的土地及樓宇權益(包括不符合投資物業定義的物業的經營租賃下的租賃權益)，但不包括用作生產或供應貨品或提供服務或行政管理用途；或用作於日常業務過程中出售的土地及樓宇權益。該等物業初步按成本(包括交易成本)計量。初步確認後，投資物業按反映各報告期末市場狀況的公平值列賬。

投資物業公平值變動產生的盈虧，會於產生年度計入收益表。

報廢或出售投資物業產生的任何盈虧，會於報廢或出售的年度在收益表確認。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

## 2.4 Summary of Significant Accounting Policies (Continued)

### Investment properties (Continued)

If a property occupied by the Group as an owner-occupied property becomes an investment property, the Group accounts for such property in accordance with the policy stated under “Property, plant and equipment and depreciation” up to the date of change in use, and any difference at that date between the carrying amount and the fair value of the property is accounted for as a revaluation in accordance with the policy stated under “Property, plant and equipment and depreciation” above. For a transfer from properties under development to investment properties, any difference between the fair value of the property at that date and its previous carrying amount is recognised in the income statement.

### Properties under development

Properties under development are stated at the lower of cost and net realisable value. Cost comprises the land costs, construction costs, capitalised borrowing costs and other cost directly attributed to such properties during the period of construction.

Properties under development are initially classified as non-current assets and transferred to current assets under the category of properties held for sale when the construction of the relevant properties commences and the construction period of the relevant property development project is expected to complete within normal operating cycle.

### Leases

Leases that transfer substantially all the rewards and risks of ownership of assets to the Group, other than legal title, are accounted for as finance leases. At the inception of a finance lease, the cost of the leased asset is capitalised at the present value of the minimum lease payments and recorded together with the obligation, excluding the interest element, to reflect the purchase and financing. Assets held under capitalised finance leases, including prepaid land lease payments under finance leases, are included in property, plant and equipment, and depreciated over the shorter of the lease terms and the estimated useful lives of the assets. The finance costs of such leases are charged to the income statement so as to provide a constant periodic rate of charge over the lease terms.

## 2.4 重大會計政策概要(續)

### 投資物業(續)

若本集團擁有的自用物業轉變為投資物業，本集團將根據「物業、廠房和設備及折舊」的政策把該等物業入賬，直至改變用途當日，並計算物業在該日的賬面值與公平值之間的差額根據上述「物業、廠房和設備及折舊」所載政策確認的重估賬。就將發展中物業轉為投資物業而言，物業在該日的公平值與其先前賬面值之間的差額於收益表確認。

### 發展中物業

發展中物業按成本值及可變現淨值兩者的較低者列賬。成本包括土地成本、發展開支、借貸成本及其他於建築期間該等物業應佔的直接成本。

起始時發展中物業分類為非流動資產，並於有關物業的建設開始及有關發展項目之預計施工期於正常營運週期內結轉至流動資產中的持作銷售物業。

### 租賃

凡資產所有權(除法定業權外)的絕大部分回報及風險轉移予本集團，均列為融資租賃。於融資租賃生效時，租賃資產之成本按最低應付租金之現值資本化，並連同承擔(不包括利息部份)入賬，以反映購入及融資情況。根據資本化融資租約持有之資產(包括融資租約項下之預付土地租賃款項)均計入物業、廠房及設備，並於租期與資產之估計可使用年期(以較短者為準)內折舊。有關租賃之融資成本於收益表扣除，以便於租期內按固定比率扣除。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

## 2.4 Summary of Significant Accounting Policies (Continued)

### Leases (Continued)

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Group is the lessor, assets leased by the Group under operating leases are included in non-current assets, and rentals receivable under the operating leases are credited to the income statement on the straight-line basis over the lease terms. Where the Group is the lessee, rentals payable under operating leases net of any incentives received from the lessor are charged to the income statement on the straight-line basis over the lease terms.

Prepaid land lease payments under operating leases are initially stated at cost and subsequently recognised on the straight-line basis over the lease terms.

### Investments and other financial assets

#### Initial recognition and measurement

Financial assets within the scope of HKAS 39 are classified as financial assets at fair value through profit or loss, loans and receivables. The Group determines the classification of its financial assets at initial recognition. When financial assets are recognised initially, they are measured at fair value plus transaction costs, except in the case of financial assets recorded at fair value through profit or loss.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

#### Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

#### Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading. Financial assets are classified as held for trading if they are acquired for the purpose of sale in the near term.

## 2.4 重大會計政策概要(續)

### 租賃(續)

凡資產所有權的絕大部分回報及風險仍歸出租人所有，則有關租賃列為經營租賃。倘本集團為出租人，則本集團根據經營租賃出租的資產計入非流動資產，而經營租賃下的應收租金則以直線法於租賃期內計入收益表。倘本集團為承租人，則經營租賃下的應付租金以直線法於租賃期內在收益表扣除。

經營租賃下的預付土地出租金初步按成本列賬，其後則以直線法於租賃期內確認。

### 投資及其他金融資產

#### 初步確認及計量

根據香港會計準則第39號，金融資產分類為透過損益以公平值列賬之金融資產、貸款及應收款項。本集團決定按初始確認分類其金融資產。金融資產在初始確認時以公平值加交易成本計量，惟透過以公平值列賬之金融資產則除外。

所有金融資產常規買賣均於交易日確認，即本集團承諾購買或出售該項資產的日期。常規買賣乃指需按法規規定或市場慣例在一定期間內轉移資產的金融資產買賣交易。

#### 其後計量

其後計量的金融資產視其以下分類而定：

#### 透過損益以公平值列賬的金融資產

透過損益以公平值列賬之金融資產，包括持作買賣的金融資產。倘金融資產的收購目的為於短期內出售，則分類為持作買賣。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

## 2.4 Summary of Significant Accounting Policies (Continued)

### Investments and other financial assets

(Continued)

#### Financial assets at fair value through profit or loss (Continued)

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value presented as other income and gains. These net fair value changes do not include any dividends or interest earned on these financial assets, which are recognised in accordance with the policy set out for “Revenue recognition” below.

Financial assets designated upon initial recognition at fair value through profit or loss are designated at the date of initial recognition and only if the criteria under HKAS 39 are satisfied.

The Group evaluates its financial assets at fair value through profit or loss (held for trading) to assess whether the intent to sell them in the near term is still appropriate. When, in rare circumstances, the Group is unable to trade these financial assets due to inactive markets and management’s intent to sell them in the foreseeable future significantly changes, the Group may elect to reclassify them. The reclassification from financial assets at fair value through profit or loss to loans and receivables, available-for-sale financial assets or held-to-maturity investments depends on the nature of the assets. This evaluation does not affect any financial assets designated at fair value through profit or loss using the fair value option at designation, as these instruments cannot be reclassified after initial recognition.

#### Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial measurement, such assets are subsequently measured at amortised cost using the effective interest rate method less any allowance for impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and includes fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in other income and gains in the income statement. The loss arising from impairment is recognised in the income statement in finance costs for loans and in other expenses for receivables.

## 2.4 重大會計政策概要(續)

### 投資及其他金融資產(續)

#### 透過損益以公平值列賬的金融資產(續)

透過損益以公平值列賬之金融資產於財務狀況表按公平值列賬，而公平值之正變動淨額列為其他收入及收益。該等公平淨值變動並未包括根據下文「收入確認」所載政策確認的該等金融資產的任何股息或所賺取的利息。

僅當符合香港會計準則第39號的條件時，在初步確認時指定為按公平值計入損益的金融資產方於初步確認日期指定。

本集團評估透過損益以公平值列賬之其金融資產(持作買賣)以估計其是否仍適合於短期內出售。在罕有的情況下當市場不活躍及管理層出售有關資產之意圖在可見將來會發生重大變動，致使本集團無法買賣此等金融資產，本集團或會於少數情況下對其重新分類。透過損益以公平值列賬之金融資產會根據資產性質而重新分類至貸款及應收款項、可供出售金融資產或持有至到期日投資。該估值並不影響採用指定時的公平值選擇權指定為按公平值計入損益的任何金融資產，此乃由於此等工具於初步確認後不可重新分類。

#### 貸款及應收款項

貸款及應收款項指具有固定或可確定收回金額但無活躍市場報價的非衍生性金融資產。初步計量後，該等資產其後以實際利率法計算的攤餘成本減去任何減值撥備計量。計量攤餘成本時已考慮到收取時產生的任何折價或溢價，包括構成實際利率一部分的費用或成本。實際利率攤銷計入收益表中的其他收入及收益內。減值產生之虧損在收益表中確認為貸款的融資成本及應收款項的其他開支。



## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

## 2.4 Summary of Significant Accounting Policies (Continued)

### Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognised when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a “pass-through” arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the asset is recognised to the extent of the Group’s continuing involvement in the asset. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

## 2.4 重大會計政策概要(續)

### 終止確認金融資產

金融資產(或(如適用)金融資產的一部分或同類金融資產組別的一部分)在下列情況下終止確認:

- 從資產收取現金流量的權利屆滿時; 或
- 本集團已轉讓其收取該項資產所得現金流量的權利, 或須根據一項「轉付」安排, 有責任在無重大延誤情況下將所收取現金流量悉數付予第三方; 及 (a)本集團已轉讓該項資產的絕大部分風險及回報, 或(b)本集團並無轉讓或保留該項資產的絕大部分風險及回報, 但已轉讓該項資產的控制權。

當本集團已轉讓其收取該項資產所得現金流量的權利或已訂立一項轉付安排, 會評估其是否保留該項資產所有權的風險及回報以及其程度。倘並無轉讓或保留該項資產的絕大部分風險及回報, 且並無轉讓該項資產的控制權, 該項資產將按本集團於資產的持續參與而確認入賬。在此情況下, 本集團亦確認相關負債。已轉讓的資產及相關負債按反映本集團已保留的權利及責任的基準計量。

持續參與指就已轉讓資產作出的保證, 並按該項資產的原賬面值及本集團或須償還的代價數額上限(以較低者為準)計算。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

## 2.4 Summary of Significant Accounting Policies (Continued)

### Impairment of financial assets

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or a group of financial assets is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (an incurred "loss event") and that loss event has an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated. Evidence of impairment may include indications that a debtor or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation and observable data indicating that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

### Financial assets carried at amortised cost

For financial assets carried at amortised cost, the Group first assesses individually whether objective evidence of impairment exists for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Group determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be, recognised are not included in a collective assessment of impairment.

If there is objective evidence that an impairment loss has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred). The present value of the estimated future cash flows is discounted at the financial asset's original effective interest rate (i.e., the effective interest rate computed at initial recognition). If a loan has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate.

## 2.4 重大會計政策概要(續)

### 金融資產減值

本集團於各報告期末時對資產進行評估，以判斷是否存在客觀證據表明某項金融資產或某組金融資產可能已減值。當有客觀跡象顯示由於其初始確認後發生一項或多項事件(發生之「損失事件」)致使某項金融資產或一組金融資產能可靠估計的預計未來現金流量受影響而發生減值，則有關金融資產或一組金融資產被視為已減值。減值證據可能包括債務人或一組債務人出現重大財政困難、違約或拖欠利息或本金付款，有面臨破產或進行其他財務重組之可能以及有公開資料表明其預計未來現金流量已出現可計量之減幅，如債務人支付能力或所處經濟環境惡化。

### 按攤銷成本入賬的金融資產

對於按攤銷成本列賬的金融資產，本集團首先對個別金額屬重大的金融資產單獨評估是否有客觀減值證據，或對個別金額屬不重大的金融資產共同進行評估。倘本集團認定單獨評估的金融資產並不存在客觀減值證據，無論其金額是否重大，亦應當包括具有類似信貸風險特性的金融資產組合內的資產進行集體減值評估。已個別進行減值測試及已確認減值虧損或繼續確認減值虧損的資產不應進行集體減值評估。

倘有客觀跡象顯示已發生減值虧損，虧損金額按該資產的賬面值與所估計未來現金流量(不包括尚未發生的未來信貸虧損)的現值兩者的差額計算。估計未來現金流量的現值按該金融資產的原實際利率(即初始確認時使用的實際利率)折現。對於浮動利率貸款，在計算減值虧損時可採用現行實際利率作為折現率。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

## 2.4 Summary of Significant Accounting Policies (Continued)

### Impairment of financial assets (Continued)

#### Financial assets carried at amortised cost (Continued)

The carrying amount of the asset is reduced through the use of an allowance account and the loss is recognised in the income statement. Interest income continues to be accrued on the reduced carrying amount and is accrued using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. Loans and receivables together with any associated allowance are written off when there is no realistic prospect of future recovery and all collateral has been realised or has been transferred to the Group.

If, in a subsequent period, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognised, the previously recognised impairment loss is increased or reduced by adjusting the allowance account. If a write-off is later recovered, the recovery is credited to other expenses in the income statement.

### Financial liabilities

#### Initial recognition and measurement

Financial liabilities within the scope of HKAS 39 are classified as financial liabilities at fair value through profit or loss, loans and borrowings. The Group determines the classification of its financial liabilities at initial recognition.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, senior notes, and interest-bearing bank and other borrowings.

#### Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

#### Loans and borrowings

After initial recognition, interest-bearing loans and borrowings and senior notes are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the income statement when the liabilities are derecognised as well as through the effective interest rate amortisation process.

## 2.4 重大會計政策概要(續)

### 金融資產減值(續)

#### 按攤銷成本入賬的金融資產(續)

該資產的賬面值乃透過使用撥備賬扣減，而虧損金額則於收益表確認。利息收入應繼續按照計量減值虧損時對未來現金流量進行折現採用的折現率為基準按扣減後的賬面值計算。當未來收回並無實質展望時，則撇銷貸款及應收款項及任何有關撥備，且所有抵押品已變現或轉讓予本集團。

倘在後續期間，確認減值後發生致使估計減值虧損金額增加或減少的事件，則調整撥備賬以增加或減少先前確認的減值虧損。倘撇銷款項其後收回，則收回金額於收益表以其他開支入賬。

### 金融負債

#### 初始確認及計量

香港會計準則第39號範圍內的金融負債分類為按公平值計入損益的金融負債、貸款及借貸。本集團於初步確認時釐定其金融負債分類方式。

所有金融負債乃按公平值初步確認，而倘為貸款及借貸，則扣除直接計入應佔交易成本。

本集團的金融負債包括貿易及其他應付款項、優先票據以及計息銀行及其他借貸。

#### 其後計量

金融負債的計量取決於其分類如下：

#### 貸款及借貸

於初步確認後，計息貸款及借貸及優先票據其後用實際利率法按攤銷成本計量，惟倘貼現影響並不重大，則於該情況下，金融負債按成本列賬。損益乃於負債終止確認及於實際利率法攤銷過程中於收益表中確認。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

## 2.4 Summary of Significant Accounting Policies (Continued)

### Financial liabilities (Continued)

#### Loans and borrowings (Continued)

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in the income statement.

#### Financial guarantee contracts

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. A financial guarantee contract is recognised initially as a liability at its fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequent to initial recognition, the Group measures the financial guarantee contract at the higher of: (i) the amount of the best estimate of the expenditure required to settle the present obligation at the end of the reporting period; and (ii) the amount initially recognised less, when appropriate, cumulative amortisation.

### Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in the income statement.

### Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

## 2.4 重大會計政策概要(續)

### 金融負債(續)

#### 貸款及借貸(續)

攤銷成本乃計算自收購的任何折扣或溢價及屬於實際利率構成部分的費用或成本。實際利率攤銷乃計入收益表中的財務費用內。

#### 財務擔保合同

本集團發行的財務擔保合同乃規定於特定債務人未能按照債務票據條款於到期時支付款項時須支付款項以補償持有人所蒙受損失。財務擔保合同初步以公平值確認為負債，並按與發出財務擔保合同有直接關係的交易成本予以調整。在初步確認後，本集團對財務擔保合同的計量以(i)於報告期末時履行有關責任的最佳估計開支金額；及(ii)按初步確認金額減(如適用)累計攤銷，兩者之較高者計算。

### 終止確認金融負債

當負債項下的責任已解除、取消或期滿，則終止確認金融負債。

如現有金融負債被同一貸款人按條款大部分不同的另一項金融負債取代，或現有負債的條款被大幅修改，有關置換或修改會被視作終止確認原有負債並確認新負債，而其各自賬面值間的差額於收益表確認。

### 金融工具的抵銷

當目前有可執行法定權利以抵銷已確認金額並擬按淨額基準結算，和將資產變現及償還負債時，金融資產及金融負債會互相抵銷，並在財務狀況表內以淨額列示。



## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

## 2.4 Summary of Significant Accounting Policies (Continued)

### Fair value of financial instruments

The fair value of financial instruments that are traded in active markets is determined by reference to quoted market prices or dealer price quotations (bid price for long positions and ask price for short positions), without any deduction for transaction costs. For financial instruments where there is no active market, the fair value is determined using appropriate valuation techniques. Such techniques include using recent arm's length market transactions; reference to the current market value of another instrument which is substantially the same; a discounted cash flow analysis; and option pricing models.

### Properties held for sale and held for finance lease

Properties held for sale includes completed properties held for sale and properties under development expected to be completed within normal operating cycle. Properties held for sale and held for finance lease are stated at the lower of cost and net realisable value. Cost includes land cost, all development expenditure, applicable borrowing costs and other direct costs attributable to such properties. Net realisable value is determined by reference to the prevailing market prices, on an individual property basis.

### Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, and assets similar in nature to cash, which are not restricted as to use.

## 2.4 重大會計政策概要(續)

### 金融工具的公平值

於活躍市場買賣的金融工具的公平值參照市場報價或交易商的報價表(好倉的買入價及淡倉的賣出價)而釐定，並且不會扣除任何交易成本。就無活躍市場的金融工具而言，則使用適當的估值技術釐定公平值。該等技術包括使用近期公平的市場交易；參照大致相同的另一工具的目前市價；折算現金流量分析；及期權定價模式。

### 持作銷售及持作融資租賃物業

持作銷售物業包括持作銷售已落成物業及建築期間預計在正常經營週期內的發展中物業。持作銷售及持作融資租賃物業按成本值及可變現淨值兩者的較低者列賬。成本包括土地成本、所有發展開支、適用的借貸成本及該等物業應佔的其他直接成本。可變現淨值乃參考當前市價按個別物業基準釐定。

### 現金及現金等價物

就綜合現金流量表而言，現金及現金等價物包括手頭現金及活期存款，以及可隨時轉換為已知金額現金的短期高流動性投資，該筆現金承受價值轉變的較低風險，一般於收購起計三個月內到期，並已減去須應要求償還的銀行透支，而成為本集團現金管理的一部分。

就財務狀況表而言，現金及現金等價物包括手頭現金及銀行存款，當中包括定期存款及性質與現金相類的資產，該等存款用途不受限制。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

#### 2.4 Summary of Significant Accounting Policies (Continued)

##### Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in the income statement.

##### Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

#### 2.4 重大會計政策概要(續)

##### 撥備

撥備乃於本集團因以往的事件導致現行的責任(不論法定或推定)產生，並將有可能需要於日後作出資源流出以履行責任時確認，惟須可靠地估計有關責任的金額。

倘折現的影響重大，確認為撥備的金額則為預期須用作履行責任的日後開支於報告期末的現值。折現的現值因時間流逝而產生的升幅，乃於收益表中列作融資成本。

##### 所得稅

所得稅包括即期及遞延稅項。於損益以外確認項目相關的所得稅於損益以外之其他全面收入或直接於權益確認。

即期及過往期間的即期稅項資產和負債按預期可自稅務機關收回或須支付予稅務機關的金額，基於報告期末時已頒佈或實際已頒佈的稅率(和稅法)，計及本集團營運所在國家現行詮釋及慣例計量。

在申報期間結束時，資產與負債的稅基與作為財務報告用途的資產與負債賬面值之間的全部暫時性差異，須按負債法計提遞延稅項撥備。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

#### 2.4 Summary of Significant Accounting Policies (Continued)

##### Income tax (Continued)

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries, associates and joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries, associates and joint ventures, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

#### 2.4 重大會計政策概要(續)

##### 所得稅(續)

所有應課稅暫時性差異均確認為遞延稅項負債，惟下列各項除外：

- 倘若遞延稅項負債的起因，是由於商譽而產生，或在一宗非屬業務合併的交易中初步確認資產或負債，而於進行交易時，對會計利潤或應課稅利潤或虧損均無影響；及
- 對於與於附屬公司及聯營公司的投資及於合營公司的權益有關的應課稅暫時性差異而言，倘若撥回暫時性差異的時間可以控制，而暫時性差異不甚可能在可見將來撥回。

對於所有可扣減暫時性差異、結轉未動用稅項抵免及任何未動用稅項虧損，若日後有可能出現應課稅利潤，可用以抵銷該等可扣減暫時性差異、結轉未動用稅項抵免及未動用稅項虧損，則遞延稅項資產確認入賬，惟下列各項除外：

- 倘若有關可扣減暫時性差異的遞延稅項資產的起因，是由於在一宗非屬業務合併的交易中初步確認資產或負債，而於進行交易時，對會計利潤或應課稅利潤或虧損均無影響；及
- 對於與於附屬公司及聯營公司的投資及於合營公司的權益有關的可扣減暫時性差異而言，只有在暫時性差異有可能在可見將來撥回，而且日後有可能出現應課稅利潤，可用以抵銷該等暫時性差異時，方會確認遞延稅項資產。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

## 2.4 Summary of Significant Accounting Policies (Continued)

### Income tax (Continued)

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

### Government Grant

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, which it is intended to compensate, are expensed.

Where the grant relates to an asset, the fair value is credited to a deferred income account and is released to the income statement over the expected useful life of the relevant asset by equal annual instalments or deducted from the carrying amount of the asset and released to the income statement by way of a reduced depreciation charge or over the benefits received by the Group related to such assets.

## 2.4 重大會計政策概要(續)

### 所得稅(續)

遞延稅項資產的賬面值，在各報告期末時予以審閱，若不再可能有足夠應課稅利潤可用以抵扣全部或部分遞延稅項資產，則扣減遞延稅項資產賬面值。過往未予確認的遞延稅項資產於各報告期末時重新評估，而在可能有足夠應課稅利潤可用以抵扣全部或部分遞延稅項資產，則確認過往未予確認的遞延稅項資產。

變現資產或清償負債的期間預期適用的稅率，會用作計量遞延稅項資產及負債，並以報告期末時已經生效或大致上已經生效的稅率(及稅法)為基準。

倘存在可依法執行的權利將即期稅項資產與即期稅項負債抵銷，而遞延稅項與相同應課稅實體及相同稅務機關有關，則遞延稅項資產及遞延稅項負債互相抵銷。

### 政府補助

政府補助於合理地確保本集團將取得該補助並將可符合所有隨附條件時按公平值確認。與開支項目有關的補助，則有系統地於擬作成本開銷期間確認為收入。

當該補助與資產有關時，則以其公平值記錄於遞延收入中，再於有關資產之預計可使用年期內，分期每年分攤計入收益表，或在資產之賬面值扣除，並以扣減折舊費用方式或本集團從該資產得到的得益之攤分方式計入收益表。



## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

## 2.4 Summary of Significant Accounting Policies (Continued)

### Revenue recognition

Revenue is recognised when it is probable that the economic benefits will flow to the Group and when the revenue can be measured reliably, on the following bases:

- (a) from the sale of completed properties, when the significant risks and rewards of ownership have been transferred to the buyer, provided that the Group maintains neither managerial involvement to the degree usually associated with ownership, nor effective control over the properties sold;
- (b) rental income, on a time proportion basis over the lease terms;
- (c) finance lease income, when the significant risks and rewards incidental to ownership of the properties have been transferred to the lessee;
- (d) property management service and other fee income, when the services have been rendered;
- (e) interest income, on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset; and
- (f) revenue from hotel operation and the provision of related services, when the services have been rendered.

### Share-based payments

The Company operates share option schemes for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Employees (including directors) of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments ("equity-settled transactions").

## 2.4 重大會計政策概要(續)

### 收入確認

收入乃於經濟利益有可能流入本集團，並能夠可靠地計量收入之時，按下列基準確認：

- (a) 來自銷售竣工物業的收入，於所有權的重大風險及回報已轉移予買家，而本集團並不保留通常與所有權有關的管理權或對已售物業的有效控制；
- (b) 租金收入，在租賃期內按時間比例基準；
- (c) 融資租賃收入，當物業擁有權相關的主要風險及回報已轉移予承租人；
- (d) 物業管理服務及其他費用收入，於提供服務時；
- (e) 利息收入，以累計基準計算，於金融工具的預期年期或較短期間(如適用)內採用實際利息法按估計未來現金收入準確折現至金融資產賬面淨額的折現率；及
- (f) 酒店營運及提供相關服務收入，於提供服務時。

### 以股份形式付款

本公司營運一項購股權計劃，向為本集團業務成就作出貢獻的合資格參與者提供獎勵及報酬。本集團僱員(包括董事)按以股份形式付款方式收取薪酬，僱員以提供服務作為權益工具的代價(「以權益結算的交易」)。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

## 2.4 Summary of Significant Accounting Policies (Continued)

### Share-based payments (Continued)

The cost of equity-settled transactions with employees for grants after 7 November 2002 is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer using an appropriate pricing model, further details of which are given in note 34 to the financial statements.

The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to the income statement for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

No expense is recognised for awards that do not ultimately vest, except for equity-settled transactions where vesting is conditional upon a market or non-vesting condition, which are treated as vesting irrespective of whether or not the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share.

## 2.4 重大會計政策概要(續)

### 以股份形式付款(續)

與僱員之間於2002年11月7日後的以權益結算的交易成本乃參考授出日期的公平值計量。公平值乃由外聘估值師採用適當定價模式釐定，進一步詳情載於財務報表附註34。

以權益結算的交易成本連同相應的權益增值於達致表現及／或服務條件期間確認。於各申報期間結束時就直至歸屬日期以權益結算的交易確認的累計開支反映歸屬期的屆滿情況及本集團對最終將歸屬的權益工具數目的最佳估計。就某期間在收益表內扣除或計入的金額，為該期間期初及期末確認的累計開支變動。

不會就最終未有歸屬的獎勵確認任何開支，惟歸屬乃視乎市況或非歸屬條件而定者除外，有關獎勵不論市況如何或非歸屬條件是否達成，均視作已歸屬，前題是所有其他表現及／或服務條件均已達成。

當以權益結算的獎勵的條款經修改，倘符合獎勵的原有條款，則會確認最低額度的開支，猶如條款未經修改。此外，就引致以股份形式付款的總公平值上升或以其他方式對僱員有利的任何改動(以改動當日的計量為準)確認開支。

當一項以權益結算的獎勵註銷，會被視作猶如於註銷當日歸屬，及並未就獎勵確認的任何開支將即時確認。此乃包括受本集團或僱員控制的非歸屬條件未能達成的任何獎勵。然而，如一項新獎勵取代一項註銷獎勵，並於授出當日界定為取替的獎勵，如上段所述，註銷及新獎勵兩者會被視為原有獎勵的改動。

尚未行使購股權的攤薄影響用於計算每股盈利時反映為額外股份攤薄。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

## 2.4 Summary of Significant Accounting Policies (Continued)

### Other employee benefits

#### Pension schemes

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance for all of its employees in Hong Kong. Contributions are made based on a percentage of the employees' basic salaries and are charged to the income statement as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme.

The employees of the Group's subsidiaries which operate in Mainland China are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute certain percentage of their respective payroll costs to the central pension scheme. The contributions are charged to the income statement as they become payable in accordance with the rules of the central pension scheme.

### Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs capitalised. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

### Dividends

Final dividends proposed by the directors are classified as a separate allocation of retained profits within the equity section of the statement of financial position, until they have been approved by the shareholders in a general meeting. When these dividends have been approved by the shareholders and declared, they are recognised as a liability.

## 2.4 重大會計政策概要(續)

### 其他僱員福利

#### 退休金計劃

本集團根據強制性公積金計劃條例為其所有香港僱員參與強制性公積金計劃(「強積金計劃」)營運一項定額供款強積金計劃。供款按僱員基本薪金的若干百分比作出，並於根據強積金計劃規則的規定於應付時自收益表扣除。強積金計劃的資產乃與本集團資產分開以獨立管理基金持有。本集團對強積金計劃作出的僱主供款，在供款作出時全數歸屬僱員。

本集團旗下在中國大陸營運的附屬公司的僱員，須參與由地方市政府營運的中央公積金計劃。該等附屬公司須按彼等各自的支薪成本的若干百分比向中央公積金計劃作出供款。供款須按照中央公積金計劃規則的規定於應付時在收益表內扣除。

### 借貸成本

因收購、建設或生產合資格資產(即須頗長期間準備方可用作其擬定用途或銷售的資產)直接產生的借貸成本，乃作為該等資產的部分成本予以資本化。當資產大致達到擬定用途或銷售時，該等借貸成本則不再予以資本化。待作出合資格資產開支的特定借貸臨時投資所賺取的投資收入於借貸成本資本化時扣除。所有其他借貸成本會於發生當期支銷。借貸成本包括利息及其他由公司借貸資金而產生之費用。

### 股息

董事建議的末期股息將於財務狀況表中權益項目下的保留利潤分類為獨立分配，直至該等股息於股東大會上獲股東批准為止。倘此等股息獲股東批准及宣派，將被確認為一項負債。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

## 2.4 Summary of Significant Accounting Policies (Continued)

### Foreign currencies

These financial statements are presented in Hong Kong dollars, which is the Company's functional and presentation currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in the income statement.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation differences on item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

The functional currencies of certain overseas subsidiaries, jointly-controlled entities and associates are currencies other than the Hong Kong dollar. As at the end of the reporting period, the assets and liabilities of these entities are translated into the presentation currency of the Company at the exchange rates prevailing at the end of the reporting period and their income statements are translated into Hong Kong dollars at the weighted average exchange rates for the year.

The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the income statement.

## 2.4 重大會計政策概要(續)

### 外幣

此等財務報表按港元呈列，而港元為本公司的功能及呈列貨幣。本集團內各實體決定其本身的功能貨幣，而各實體的財務報表內各項目均使用該功能貨幣計量。本集團實體所入賬的外幣交易初步普遍按交易日期其各自的功能貨幣匯率入賬。以外幣為單位的貨幣資產及負債，乃按報告期末的功能貨幣匯率換算。因結算或換算貨幣項目產生的一切差額乃於收益表入賬。

按外幣的歷史成本計量的非貨幣項目按最初交易當日的匯率換算。按外幣公平值計量的非貨幣項目按釐定公平值當日的匯率換算。換算非貨幣項目產生的收益或虧損乃按與確認該項目的公平值變動產生按公平值的收益或虧損一致的方法處理(即公平值收益或虧損於其他全面收入或損益確認的項目的換算差額，亦分別於其他全面收入或損益確認)。

若干海外附屬公司、共同控制實體及聯營公司的功能貨幣為港元以外的貨幣。於申報期間結束時，該等實體的資產及負債按報告期末時的匯率換算為本公司的呈列貨幣，而該等公司的收益表按該年度普遍的平均匯率換算為港元。

所產生的匯兌差額確認為其他全面收入，並計入匯兌波動儲備。出售海外實體時，在權益確認有關該特定海外業務的遞延累計金額在收益表確認。



## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

## 2.4 Summary of Significant Accounting Policies (Continued)

### Foreign currencies (Continued)

For the purpose of the consolidated statement of cash flows, the cash flows of overseas subsidiaries are translated into Hong Kong dollars at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiaries which arise throughout the year are translated into Hong Kong dollars at the weighted average exchange rates for the year.

## 3. Significant Accounting Judgements and Estimates

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

### Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

#### Operating lease commitments – Group as lessor

The Group has entered into commercial property leases on its investment property portfolio. The Group has determined, based on an evaluation of the terms and conditions of the arrangements, that it retains all the significant risks and rewards of ownership of these properties which are leased out on operating leases.

## 2.4 重大會計政策概要(續)

### 外幣(續)

就綜合現金流量表而言，海外附屬公司的現金流量按現金流量日期的匯率換算為港元。海外附屬公司於年內經常產生的現金流量則按該年度的加權平均匯率換算為港元。

## 3. 重大會計判斷及估計

編製本集團財務報表時需管理層作出影響於報告期末的收入、費用、資產及負債及其隨附披露事項以及或然負債之呈報金額的判斷、預計及假設。然而，此等假設及預計的不明朗因素將引致受影響之資產或負債賬面值於將來或作出重大調整。

### 判斷

在應用本集團的會計政策的過程中，除該等涉及估計者外，管理層已作出下列對財務報表確認的金額有最重大影響的判斷：

#### 經營租賃承擔—本集團作為出租人

本集團已就其投資物業組合訂立商業物業租賃。根據對該等安排的條款及條件作出的評估，本集團已釐定，按照經營租賃出租的該等物業所有權的所有重大風險及回報仍歸本集團所有。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

### 3. Significant Accounting Judgements and Estimates (Continued)

#### Judgements (Continued)

##### Classification between investment properties and owner-occupied properties

The Group determines whether a property qualifies as an investment property, and has developed criteria in making that judgement. Investment property is a property held to earn rentals or for capital appreciation or both. Therefore, the Group considers whether a property generates cash flows largely independently of the other assets held by the Group. Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes. If these portions could be sold separately or leased out separately under a finance lease, the Group accounts for the portions separately. If the portions could not be sold separately, the property is an investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes. Judgement is made on an individual property basis to determine whether ancillary services are so significant that a property does not qualify as an investment property.

##### Transfer from properties under development to investment properties

Properties under development are transferred to investment properties when there is a change in use with sufficient evidence. The Group determines whether a change in use has occurred based on an assessment of all relevant facts and circumstances, which include but are not limited to: (a) a business plan that reflects the future rental income generated by the property; (b) the resources to hold and manage an investment property; (c) legal permissibility for the change in use; (d) the commencement of development if the property requires further development for the change in use. Any excess of fair value over the original carrying amount of such properties at the date of transfer was recognised as current year profit or loss.

### 3. 重大會計判斷及估計(續)

#### 判斷(續)

##### 投資物業與業主自用物業之間的分類

本集團釐定物業是否符合投資物業的條件，並已制定出一套判斷準則。投資物業是持作賺取租金或資本增值或兩者俱備的物業。因此，本集團考慮物業產生現金流量時是否大體獨立於本集團持有的其他資產。某些物業的部分是為賺取租金或資本增值而持有，而另一部分是為用於生產或供應貨品或服務或作行政用途而持有。倘若此等部分可以分開出售或根據融資租賃分開出租，本集團將把有關部分分開入賬。倘若該等部分無法分開出售，則僅在非主要部分持作生產或供應貨品或服務或作行政用途時，有關物業方會列作投資物業。本集團按個別基準對物業作出判斷，以決定配套服務是否重要，以致物業不符合投資物業資格。

##### 發展中物業結轉至投資物業

當有充足證明用途轉變時，發展中物業結轉至投資物業。本集團乃基於所有相關事實及情況的評估釐定用途有否轉變，其中包括但不限於：(a)反映此物業將來產生租金收入的商業計劃；(b)持有及經營投資物業所需的資源；(c)容許改變有關用途的法律許可；(d)如物業改變用途需其他開發，有關開發需開始進行。於結轉日期該等物業的公平值超出原賬面值的任何金額確認為本年度損益。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

### 3. Significant Accounting Judgements and Estimates (Continued)

#### Estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

#### Impairment of goodwill

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating units to which the goodwill is allocated. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash-generating units and also to choose a suitable discount rate in order to calculate the present value of those cash flows. The carrying amount of goodwill at 31 March 2013 was nil (2012: HK\$20,066,000). Further details are given in note 18.

#### Estimation of fair value of investment properties

The Group engaged Savills Valuation and Professional Services Limited ("Savills"), independent professionally qualified valuers, to perform the valuation of the Group's investment properties at the end of the reporting period. The carrying amount of investment properties at 31 March 2013 was HK\$19,425,946,000 (2012: HK\$13,637,107,000).

#### Impairment allowances for trade receivables and other receivables

The Group estimates the impairment allowances for trade receivables and other receivables by assessing the recoverability based on credit history and prevailing market conditions. This requires the use of estimates and judgements. Allowances are applied to trade receivables and other receivables where events or changes in circumstances indicate that the balances may not be collectible. Where the expectation is different from the original estimate, such difference will affect the carrying amounts of trade receivables and other receivables and thus the impairment loss in the period in which such estimate is changed. The Group reassesses the impairment allowances at the end of each reporting period. At 31 March 2013, the carrying amounts of trade receivables and other receivables were HK\$1,518,461,000 (2012: HK\$1,354,331,000).

### 3. 重大會計判斷及估計(續)

#### 估計的不確定因素

有關未來的主要假設以及於報告期末時存在重大風險導致於下一個財政年度對資產及負債的賬面值作出重大調整的其他主要估計不確定因素來源在下文論述。

#### 商譽減值

本集團至少每年釐定商譽是否減值。這需要對獲分配商譽的現金產生單位使用價值作出估計。估計使用價值時，本集團須對現金產生單位的預期未來現金流量作出估計，亦須選擇適當的折現率以計算該等現金流量的現值。於2013年3月31日，商譽的賬面值為無(2012年：20,066,000港元)。詳情載於附註18。

#### 投資物業公平值估計

本集團委聘獨立專業合資格估值師第一太平戴維斯估值及專業顧問有限公司(「第一太平戴維斯」)進行本集團投資物業於申報期間結束時的估值。於2013年3月31日，投資物業的賬面值為19,425,946,000港元(2012年：13,637,107,000港元)。

#### 應收貿易賬款及其他應收款項的減值撥備

本集團估計應收貿易賬款及其他應收款項的減值撥備，方法是透過基於信貸記錄及現行市況來評估可收回性。此舉需要使用估計及判斷。倘事件或情況變動顯示結餘不可收回，則須就應收貿易賬款及其他應收款項作出撥備。倘預計數額與原先估計有所不同，則此差額將影響有關估計變動期間的應收貿易賬款及其他應收款項的賬面值以及減值虧損。本集團於各申報期間結束時重新評估減值撥備。於2013年3月31日，應收貿易賬款及其他應收款項的賬面值為1,518,461,000港元(2012年：1,354,331,000港元)。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

### 3. Significant Accounting Judgements and Estimates (Continued)

#### Estimation uncertainty (Continued)

##### Deferred tax assets

Deferred tax assets are recognised for all unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. The carrying value of deferred tax assets relating to recognised tax losses at 31 March 2013 was nil (2012: HK\$17,091,000). The amount of unrecognised tax losses at 31 March 2013 was HK\$398,726,000 (2012: HK\$225,604,000). Further details are contained in note 32 to the financial statements.

### 4. Operating Segment Information

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

- (a) the property development segment engages in the development of integrated logistics and trade centers and supporting facilities;
- (b) the property investment segment invests in integrated logistics and trade centers and supporting facilities;
- (c) the property management segment engages in the management of the Group's developed properties;
- (d) the hotel operation segment engages in the provision of hotel services; and
- (e) the "others" segment comprises, principally, the provision of advertising, exhibition, logistics, outlet center operation and other services.

### 3. 重大會計判斷及估計(續)

#### 估計的不確定因素(續)

##### 遞延稅項資產

僅在可能取得應課稅利潤作扣減虧損的情況下，方確認由所有未動用稅項虧損產生的遞延稅項資產。在釐定可予確認的遞延稅項資產款項時，須根據可能的時間、未來應課稅利潤的水平連同未來稅項計劃策略，作出重要的管理層判斷。於2013年3月31日，有關因稅項虧損而確認的遞延稅項資產的賬面值為無(2012年：17,091,000港元)。於2013年3月31日，未確認的稅項虧損為398,726,000港元(2012年：225,604,000港元)。詳情載於財務報表附註32。

### 4. 經營分部資料

就管理而言，本集團按其產品及服務劃分為不同的業務單位，並具備以下五個可申報營運分部：

- (a) 物業發展分部從事發展綜合商貿物流中心及配套設施；
- (b) 物業投資分部投資綜合商貿物流中心及配套設施；
- (c) 物業管理分部從事管理本集團的已建成物業；
- (d) 酒店營運分部從事提供酒店服務；及
- (e) 「其他」分部基本上包括提供廣告展覽、物流、奧特萊斯中心經營及其他服務。



## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

#### 4. Operating Segment Information (Continued)

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/(loss), which is a measure of adjusted profit/(loss) before tax. The adjusted profit/(loss) before tax is measured consistently with the Group's profit before tax except that interest income, finance costs, fair value gains from the Group's financial instruments as well as head office and corporate expenses are excluded from such measurement.

Segment assets exclude cash and cash equivalents, equity investments at fair value through profit or loss and other unallocated head office and corporate assets as these assets are managed on a group basis.

Segment liabilities exclude interest-bearing bank and other borrowings, senior notes, tax payables and other unallocated head office and corporate liabilities as these liabilities are managed on a group basis.

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

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

There was no single customer to the revenue derived from which amounted to 10% or more of the Group's revenue during the year ended 31 March 2013 (2012: Nil).

#### 4. 經營分部資料(續)

管理層會獨立監察營運分部之業績而作出資源分配決定及評定其表現。分部表現乃根據可呈報分部利潤/(虧損)(即經調整稅前利潤/(虧損))評估。經調整稅前利潤/(虧損)與本集團稅前利潤計量方式一致，惟利息收入、融資成本、本集團金融工具公平值收益以及總辦事處及公司開支均無計算在內。

分部資產不包括現金及現金等價物、透過損益以公平值列賬之股本投資及其他未分配總辦事處及公司資產，原因為該等資產按集團整體管理。

分部負債不包括計息銀行及其他借貸、優先票據、應付稅項及其他未分配總辦事處及公司負債，原因為該等負債按集團整體管理。

分部間銷售及轉讓乃參考當時向第三方按市價作出銷售的售價進行。

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

截至2013年3月31日止年度，並無單一客戶為本集團收入貢獻10%或以上(2012年：無)。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

#### 4. Operating Segment Information (Continued)

#### 4. 經營分部資料(續)

Year ended 31 March 2013 截至2013年3月31日止年度		Property development 物業發展 HK\$'000 千港元	Property investment 物業投資 HK\$'000 千港元	Property management 物業管理 HK\$'000 千港元	Hotel operation 酒店營運 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Segment revenue:</b>	<b>分部收入:</b>						
Sales to external customers	對外部客戶銷售	7,178,712	213,995	43,589	13,291	38,474	7,488,061
Intersegment sales	分部間銷售	—	10,572	18,989	20,323	—	49,884
		7,178,712	224,567	62,578	33,614	38,474	7,537,945
Elimination of intersegment sales	分部間銷售對銷						(49,884)
Revenue	收入						7,488,061
Segment results before increase in fair value of investment properties	投資物業公平值增加前 分部業績	4,101,875	210,454	(23,085)	(10,968)	21,017	4,299,293
Increase in fair value of investment properties	投資物業公平值增加	—	1,251,445	—	—	—	1,251,445
Segment results after increase in fair value of investment properties	投資物業公平值增加後 分部業績	4,101,875	1,461,899	(23,085)	(10,968)	21,017	5,550,738
Unallocated cost of sales	未分配銷售成本						(122,598)
Interest income	利息收入						31,031
Unallocated income and gains	未分配收入及收益						26,940
Unallocated expenses	未分配開支						(880,333)
Finance costs	融資成本						(133,314)
Share of profit of a jointly-controlled entity	應佔一家共同控制實體利潤						1,023
Share of loss of an associate	應佔一家聯營公司虧損						(351)
Profit before tax	稅前利潤						4,473,136
<b>Segment assets</b>	<b>分部資產</b>	<b>13,322,482</b>	<b>20,730,471</b>	<b>1,247</b>	<b>—</b>	<b>64,397</b>	<b>34,118,597</b>
<i>Reconciliation:</i>	<i>對賬:</i>						
Investment in a jointly-controlled entity	於一家共同控制實體的投資						8,936
Investment in an associate	於一家聯營公司的投資						(2,542)
Unallocated assets	未分配資產						8,220,034
Total assets	資產總值						42,345,025
<b>Segment liabilities</b>	<b>分部負債</b>	<b>5,686,156</b>	<b>4,532,888</b>	<b>35,402</b>	<b>—</b>	<b>33,526</b>	<b>10,287,972</b>
<i>Reconciliation:</i>	<i>對賬:</i>						
Unallocated liabilities	未分配負債						16,014,292
Total liabilities	負債總額						26,302,264
<b>Other segment information:</b>	<b>其他分部資料:</b>						
Depreciation	折舊	—	—	641	2,918	5,192	8,751
Corporate and other unallocated amounts	公司及其他未分配金額						18,375
							27,126
Increase in fair value of investment properties	投資物業公平值增加	—	1,251,445	—	—	—	1,251,445
Provision for impairment of goodwill	商譽減值撥備	—	—	—	20,066	—	20,066
Capital expenditure*	資本開支*	8,480,793	608,118	61	233	29,089	9,118,294

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

#### 4. Operating Segment Information (Continued)

#### 4. 經營分部資料(續)

Year ended 31 March 2012 截至2012年3月31日止年度		Property development 物業發展 HK\$'000 千港元	Property investment 物業投資 HK\$'000 千港元	Property management 物業管理 HK\$'000 千港元	Hotel operation 酒店營運 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Segment revenue:</b>	<b>分部收入:</b>						
Sales to external customers	對外部客戶銷售	3,431,323	166,393	41,500	26,946	4,605	3,670,767
Intersegment sales	分部間銷售	-	-	7,586	37,469	-	45,055
		3,431,323	166,393	49,086	64,415	4,605	3,715,822
Elimination of intersegment sales	分部間銷售對銷						(45,055)
Revenue	收入						3,670,767
Segment results before increase in fair value of investment properties	投資物業公平值增加前 分部業績	2,165,806	163,462	(26,173)	(356)	2,498	2,305,237
Increase in fair value of investment properties	投資物業公平值增加	-	1,117,696	-	-	-	1,117,696
Segment results after increase in fair value of investment properties	投資物業公平值增加後 分部業績	2,165,806	1,281,158	(26,173)	(356)	2,498	3,422,933
Unallocated cost of sales	未分配銷售成本						(69,141)
Interest income	利息收入						11,985
Unallocated income and gains	未分配收入及收益						535,206
Unallocated expenses	未分配開支						(537,775)
Finance costs	融資成本						(58,873)
Share of profit of a jointly-controlled entity	應佔一家共同控制實體利潤						1,497
Share of losses of associates	應佔聯營公司虧損						(317)
Profit before tax	稅前利潤						3,305,515
<b>Segment assets</b>	<b>分部資產</b>	8,728,396	16,519,202	1,886	64,021	7,097	25,320,602
<i>Reconciliation:</i>	<i>對賬:</i>						
Investments in jointly-controlled entities	於共同控制實體的投資						2,850
Investments in associates	於聯營公司的投資						(1,531)
Unallocated assets	未分配資產						5,344,422
Total assets	資產總值						30,666,343
<b>Segment liabilities</b>	<b>分部負債</b>	5,430,907	3,551,468	6,793	2,142	1,124	8,992,434
<i>Reconciliation:</i>	<i>對賬:</i>						
Unallocated liabilities	未分配負債						8,678,618
Total liabilities	負債總額						17,671,052
<b>Other segment information:</b>	<b>其他分部資料:</b>						
Depreciation	折舊	294	-	653	3,814	204	4,965
Corporate and other unallocated amounts	公司及其他未分配金額						18,210
							23,175
Increase in fair value of investment properties	投資物業公平值增加	-	1,117,696	-	-	-	1,117,696
Capital expenditure*	資本開支*	7,127,810	2,180,737	179	160	8,990	9,317,876

\* Capital expenditure consists of additions to property, plant and equipment, properties under development and investment properties.

\* 資本開支包括物業、廠房及設備、發展中物業及投資物業添置。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

#### 5. Revenue, Other Income and Gains

Revenue, which is also the Group's turnover, represents the net sales of completed properties, finance lease income, rental income, hotel income and income from the provision of property management services and other fee income, net of business tax.

An analysis of revenue, other income and gains is as follows:

#### 5. 收入、其他收入及收益

收入(亦即本集團的營業額)·指扣除營業稅後竣工物業銷售淨額·融資租賃收入·租金收入·酒店收入及提供物業管理服務收入及其他費用收入(扣除營業稅)。

收入、其他收入及收益分析如下：

		For the year ended 31 March 截至3月31日止年度	
		2013 HK\$'000 千港元	2012 HK\$'000 千港元
	Notes 附註		
<b>Revenue</b>	<b>收入</b>		
Sale of properties	物業銷售	6,899,068	3,010,808
Finance lease income	融資租賃收入	279,644	420,515
Rental income	租金收入	213,995	166,393
Hotel income	酒店收入	13,291	26,946
Property management service income	物業管理服務收入	43,589	41,500
Other fee income	其他費用收入	38,474	4,605
		<b>7,488,061</b>	<b>3,670,767</b>
<b>Other income</b>	<b>其他收入</b>		
Interest income from:	來自下列各項的利息收入：		
Banks	銀行	28,531	8,770
Finance lease receivables	融資租賃應收款項	2,500	3,215
Others	其他	21,283	10,184
		<b>52,314</b>	<b>22,169</b>
<b>Gains</b>	<b>收益</b>		
Gain on disposal of subsidiaries	出售附屬公司收益	—	545,720
Gains/(losses) on held for trading investments at fair value through profit or loss, net	透過損益以公平值列賬之持作買賣投資收益/(虧損)·淨額	5,657	(41,079)
Gain on repurchase of 2011 Notes	購回2011票據收益	—	14,018
Others	其他	—	6,363
		<b>5,657</b>	<b>525,022</b>
		<b>57,971</b>	<b>547,191</b>
<b>Fair value gains on investment properties</b>	<b>投資物業公平值收益</b>	15	1,251,445
			1,117,696



## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

#### 6. Finance Costs

An analysis of finance costs is as follows:

#### 6. 融資成本

融資成本之分析如下：

		For the year ended 31 March 截至3月31日止年度 Group 本集團	
		2013 HK\$'000 千港元	2012 HK\$'000 千港元
Interest on bank and other borrowings	銀行及其他借貸利息		
Wholly repayable within five years	須於五年內全數償還	<b>339,112</b>	236,729
Wholly repayable beyond five years	須於五年後全數償還	<b>45,366</b>	30,818
Interest on senior notes (note 31)	優先票據利息(附註31)	<b>334,664</b>	275,152
Less: Interest capitalised	減：資本化利息	<b>(585,828)</b>	(483,826)
Total	總計	<b>133,314</b>	58,873

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

#### 7. Profit Before Tax

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

#### 7. 稅前利潤

本集團的稅前利潤已扣除／(計入)下列各項：

		For the year ended 31 March 截至3月31日止年度	
		2013 HK\$'000 千港元	2012 HK\$'000 千港元
	Notes 附註		
Cost of properties sold	已售物業成本	2,931,128	1,044,147
Cost of properties held for finance lease	融資租賃物業成本	145,709	221,370
Depreciation	折舊	28,944	23,705
Less: Depreciation capitalised in respect of properties under development	減：就發展中物業資本化折舊	(1,818)	(530)
		<b>27,126</b>	23,175
Amortisation of prepaid land lease payments	預付土地出租金攤銷	190	187
Minimum lease payments under operating leases in respect of land and buildings and vehicles	土地及樓宇及汽車經營租賃下的最低租金	12,129	10,305
Auditors' remuneration	核數師薪酬	4,028	2,880
Employee benefit expense (including directors' remuneration):	僱員福利開支(包括董事薪酬)：		
Wages and salaries*	工資及薪金*	318,695	206,876
Equity-settled share option expense	以權益結算的購股權開支	27,176	42,314
Pension scheme contributions	退休金計劃供款	19,236	13,626
		<b>365,107</b>	262,816
Foreign exchange differences, net	外匯差額淨額	695	(18,385)
Provision for impairment of goodwill**	商譽減值撥備**	20,066	—
Write-back of impairment of investment in a jointly-controlled entity**	於一家共同控制實體的投資減值撥回**	—	(477)
Provision for impairment of trade receivables**	應收貿易賬款減值撥備**	34,540	—
Loss on disposal of items of property, plant and equipment	出售物業、廠房及設備項目虧損	955	32

\* Included amounts of HK\$53,831,000 and HK\$34,138,000 for the years ended 31 March 2013 and 2012, respectively, which were capitalised under properties under development.

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

\* 包括截至2013年及2012年3月31日止年度的金額分別53,831,000港元及34,138,000港元，已予以資本化計入發展中物業。

\*\* 計入綜合收益表「其他開支」項內。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

#### 8. Directors' Emoluments

Directors' remuneration for the year, disclosed pursuant to the Listing Rules and Section 161 of the Hong Kong Companies Ordinance, is as follows:

#### 8. 董事薪金

根據上市規則及香港公司條例第161條，於本年度的董事薪酬披露如下：

		For the year ended 31 March 截至3月31日止年度	
		Group 本集團	
		2013 HK\$'000 千港元	2012 HK\$'000 千港元
Fees	袍金	3,725	3,948
Other emoluments:	其他酬金：		
Salaries, allowances, and benefits in kind	薪金、津貼及實物福利	13,200	13,200
Performance-related bonuses*	與表現掛鉤的花紅*	37,026	18,989
Equity-settled share option expense	以權益結算的購股權開支	14,504	3,468
Pension scheme contributions	退休金計劃供款	30	24
		68,485	39,629

\* Certain executive directors of the Company are entitled to bonus payments which are determined as a percentage of the Group's consolidated net profit after taxation and non-controlling interests but before non-operating items of the financial year.

\* 本公司若干執行董事有權收取按本集團除稅及非控股權益後但計及本財政年度非營運性項目前綜合淨利潤百分比釐定的花紅。

During the year, two directors were granted share options, in respect of their services to the Group, under the share option scheme of the Company, further details of which are set out in note 34 to the financial statements. The fair value of those options which has been recognised in the income statement over the vesting period, was determined as at the date of grant and the amount included in the financial statements for the current year is included in the above directors' remuneration disclosures.

年內，兩名董事就向本集團提供之服務而根據本公司購股權計劃獲授購股權，其進一步詳情載於財務報表附註34。該等購股權的公平值(已於歸屬期間於收益表確認)乃於授出日期釐定，而載於本年度財務報表的金額已包括於上文董事的酬金披露資料。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

#### 8. Directors' Emoluments (Continued)

##### (a) Independent non-executive directors

The fees paid to independent non-executive directors during the year were as follows:

		For the year ended 31 March 截至3月31日止年度 Group 本集團	
		2013 HK\$'000 千港元	2012 HK\$'000 千港元
Shi Wan Peng (note i)	石萬鵬(附註i)	–	256
Leung Kwan Yuen Andrew	梁君彥	300	300
Li Wai Keung	李偉強	300	300
Hui Chui Chung Stephen	許照中	300	292
Yung Wing Ki Samuel (note ii)	容永祺(附註ii)	25	–
		<b>925</b>	<b>1,148</b>

There were no other emoluments payable to the independent non-executive directors during the year (2012: Nil).

Notes:

- (i) Resigned on 8 February 2012
- (ii) Appointed on 1 March 2013

#### 8. 董事薪金(續)

##### (a) 獨立非執行董事

年內付予獨立非執行董事的袍金如下：

年內，概無其他應付獨立非執行董事的薪金(2012年：無)。

附註：

- (i) 於2012年2月8日辭任
- (ii) 於2013年3月1日受委任



## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

#### 8. Directors' Emoluments (Continued)

##### (b) Executive directors and non-executive directors

#### 8. 董事薪金(續)

##### (b) 執行董事及非執行董事

		Fees	Salaries, allowances, and benefits in kind	Performance-related bonuses	Equity-settled share option expense	Pension scheme contributions	Total
		袍金	薪金、津貼及實物福利	與表現掛鈎的花紅	以權益結算的購股權開支	退休金計劃供款	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
2013	2013年						
Executive directors:	執行董事：						
Cheng Chung Hing	鄭松興	-	5,800	18,326	-	15	24,141
Leung Moon Lam	梁滿林	-	5,800	18,326	11,756	15	35,897
Xu Yang	許揚	-	1,600	374	2,748	-	4,722
		-	13,200	37,026	14,504	30	64,760
Non-executive directors:	非執行董事：						
Ma Kai Cheung	馬介璋	1,000	-	-	-	-	1,000
Sun Kai Lit Cliff	孫啟烈	600	-	-	-	-	600
Ma Wai Mo	馬偉武	600	-	-	-	-	600
Cheng Tai Po	鄭大報	600	-	-	-	-	600
		2,800	-	-	-	-	2,800
		2,800	13,200	37,026	14,504	30	67,560

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

#### 8. Directors' Emoluments (Continued)

##### (b) Executive directors and non-executive directors (Continued)

#### 8. 董事薪金(續)

##### (b) 執行董事及非執行董事(續)

2012	2012年	Fees	Salaries, allowances, and benefits in kind	Performance-related bonuses	Equity-settled share option expense	Pension scheme contributions	Total
		袍金	薪金、津貼及實物福利	與表現掛鉤的花紅	以權益結算的購股權開支	退休金計劃供款	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Executive directors:	執行董事：						
Cheng Chung Hing	鄭松興	-	5,800	9,322	-	12	15,134
Leung Moon Lam	梁滿林	-	5,800	9,322	-	12	15,134
Xu Yang	許揚	-	1,600	345	3,468	-	5,413
		-	13,200	18,989	3,468	24	35,681
Non-executive directors:	非執行董事：						
Ma Kai Cheung	馬介璋	1,000	-	-	-	-	1,000
Sun Kai Lit Cliff	孫啟烈	600	-	-	-	-	600
Ma Wai Mo	馬偉武	600	-	-	-	-	600
Cheng Tai Po	鄭大報	600	-	-	-	-	600
		2,800	-	-	-	-	2,800
		2,800	13,200	18,989	3,468	24	38,481

There was no arrangement under which a director waived or agreed to waive any remuneration during the year (2012: Nil).

年內，概無董事放棄或同意放棄酬金的安排(2012年：無)。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

#### 9. Five Highest Paid Employees

The five highest paid employees during the year included three (2012: three) directors, details of whose remuneration are set out in note 8 above. Details of the remuneration of the remaining two (2012: two) non-director, highest paid employees for the year are as follows:

#### 9. 五位最高薪人士

年內，五位最高薪僱員分別包括三名董事(2012年：三名)，其酬金已載於上文附註8。其餘兩名非董事(2012年：兩名)，年內最高薪僱員薪金的詳情如下：

		For the year ended 31 March 截至3月31日止年度 Group 本集團	
		2013 HK\$'000 千港元	2012 HK\$'000 千港元
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	6,520	6,024
Bonuses	花紅	7,360	–
Equity-settled share option expense	以權益結算的購股權開支	7,527	14,400
Pension scheme contributions	退休金計劃供款	29	24
		<b>21,436</b>	<b>20,448</b>

The number of non-director, highest paid employees whose remuneration fell within the following bands is as follows:

介乎以下範圍的非董事最高薪僱員人數如下：

		Number of employees 僱員人數	
		2013	2012
HK\$3,000,001 to HK\$5,000,000	3,000,001港元至5,000,000港元	1	1
HK\$5,000,001 to HK\$8,000,000	5,000,001港元至8,000,000港元	–	–
HK\$8,000,001 to HK\$10,000,000	8,000,001港元至10,000,000港元	–	–
HK\$10,000,001 or above	10,000,001港元或以上	1	1
		<b>2</b>	<b>2</b>

During the year, share options were granted to non-director, highest paid employees in respect of their service to the Group, further details of which are included in the disclosure in note 34 to the financial statements. The fair value of those options, which has been recognised in the income statement over the vesting period, was determined as at the date of grant and the amount included in the financial statements for the current year is included in the above non-director, highest paid employees' remuneration disclosures.

年內，非董事最高薪僱員就其向本集團提供之服務而獲授購股權，其進一步詳情載於財務報表附註34。該等購股權的公平值(已於歸屬期間於收益表確認)乃於授出日期釐定，而載於本年度財務報表的金額已包括於上文非董事最高薪僱員酬金的披露資料。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

#### 10. Income Tax

Hong Kong profits tax has been provided at the rate of 16.5% (2012: 16.5%) on the estimated assessable profits arising in Hong Kong during the year. No provision for Hong Kong profits tax has been made as the Group had no assessable profits arising in Hong Kong during the year (2012: Nil).

Taxes on profits assessable in Mainland China are calculated at the rates of tax prevailing in the provinces in which the Group operates.

Under the relevant income tax law, the PRC subsidiaries are subject to corporate income tax ("CIT") of a statutory rate of 25% (2012: 25%) on their respective taxable income during the year.

The PRC land appreciation tax ("LAT") is levied at progressive rates ranging from 30% to 60% on the appreciation of land value, being the proceeds from the sale of properties less deductible expenditures including amortisation of land use rights, borrowing costs and all property development expenditures. Amounts of LAT of HK\$638,935,000 and HK\$403,171,000 were charged to the consolidated income statement for the years ended 31 March 2013 and 2012, respectively.

The major components of income tax expenses for the year are as follows:

#### 10. 所得稅

年內，於香港產生的估計應課稅溢利乃按16.5%(2012年：16.5%)的稅率計提。年內，由於本集團概無源自香港的應課稅利潤，故並無計提香港利得稅撥備(2012年：無)。

中國大陸的應課稅溢利稅項乃按本集團營運所在省份的現行稅率計提。

根據相關所得稅法，年內，中國附屬公司須就各自應課稅收入按法定稅率25%(2012年：25%)繳納企業所得稅。

土地增值(即物業銷售所得款項減包括土地使用權攤銷、借貸成本及所有物業發展開支在內的可扣減開支所得金額)須按30%至60%不等的累進稅率繳納中國土地增值稅。為數638,935,000港元及403,171,000港元的土地增值稅，已分別在截至2013年及2012年3月31日止年度的綜合收益表內扣除。

年內，所得稅開支主要部分如下：

		For the year ended 31 March 截至3月31日止年度	
		2013 HK\$'000 千港元	2012 HK\$'000 千港元
<b>Group:</b>	<b>本集團：</b>		
Current – Mainland China	即期－中國大陸	772,557	569,597
LAT in Mainland China	中國大陸土地增值稅	638,935	403,171
Deferred Mainland China corporate income tax (note 32)	遞延中國大陸企業所得稅 (附註32)	194,976	285,185
Total tax charged for the year	年度稅項支出總額	1,606,468	1,257,953

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

#### 10. Income Tax (Continued)

A reconciliation of the tax expense applicable to profit before tax at the statutory rate to the tax expense at the Group's effective income tax rate is as follows:

#### 10. 所得稅(續)

按法定稅率計算適用於稅前利潤的稅項開支與按本集團本年度實際稅率計算的稅項開支的對賬如下：

		For the year ended 31 March 截至3月31日止年度	
		2013 HK\$'000 千港元	2012 HK\$'000 千港元
Profit before tax	稅前利潤	4,473,136	3,305,515
Tax at the statutory tax rate of 16.5%	按16.5%法定稅率計算的稅項	738,067	545,410
Higher tax rates enacted by local authorities	地方機關制定的較高稅率	385,902	317,329
Income not subject to tax	毋須繳稅收入	(166,259)	(472)
Expenses not deductible for tax	不可扣稅開支	39,135	9,546
Tax losses utilised from previous years	動用過往年度的稅項虧損	(5,709)	(19,745)
Profit attributable to a jointly-controlled entity and an associate	一家共同控制實體及一家聯營公司應佔利潤	(178)	(421)
Tax losses not recognised	未確認的稅項虧損	31,965	11,052
LAT	土地增值稅	638,935	403,171
Tax effect of LAT	土地增值稅的稅務影響	(159,734)	(100,793)
Adjustments in respect of current tax of previous years	過往年度稅項調整	(54,512)	-
Effect of change in tax rate	稅率變動影響	-	(713)
Effect of withholding tax on the distributable profits of the Group's PRC subsidiaries	按本集團的中國附屬公司的可分配利潤而計算預扣稅的影響	158,856	93,589
Tax charged at the Group's effective rate	按本集團實際稅率計算的稅項支出	1,606,468	1,257,953

The share of tax attributable to an associate and a jointly-controlled entity amounting to Nil (2012: Nil) and HK\$105,000 (2012: HK\$79,000) respectively, is included in "Share of profits and losses of a jointly-controlled entity and an associate" in the consolidated income statement.

一家聯營公司及一家共同控制實體應佔稅項分別為無(2012年：無)及105,000港元(2012年：79,000港元)，並計入綜合收益表的「應佔一家共同控制實體及一家聯營公司利潤及虧損」內。



## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

#### 11. Profit Attributable to Owners of the Parent

The consolidated profit attributable to owners of the parent for the year ended 31 March 2013 includes a loss of HK\$115,927,000 (loss for the year ended 31 March 2012: HK\$62,478,000) which has been dealt with in the financial statements of the Company (note 35(b)).

#### 12. Dividends

The proposed final dividends are subject to the approval of the Company's shareholders at the forthcoming annual general meeting.

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

The calculation of basic earnings per share is based on the profit for the year attributable to ordinary equity holders of the parent, and the weighted average number of ordinary shares of 6,027,344,822 (2012: 5,987,564,000) in issue during the year.

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

#### 11. 母公司擁有人應佔利潤

截至2013年3月31日止年度，母公司擁有人應佔綜合利潤包括已於本公司財務報表列賬的虧損115,927,000港元(截至2012年3月31日止年度虧損62,478,000港元)(附註35(b))。

#### 12. 股息

For the year ended 31 March  
截至3月31日止年度

		2013 HK\$'000 千港元	2012 HK\$'000 千港元
Proposed final dividends – HK10.0 cents per ordinary share (2012: HK7.5 cents)	建議末期股息 – 每股普通股 10.0港仙(2012年：7.5港仙)	605,356	449,067

擬派末期股息須待本公司股東於應屆股東週年大會批准後，方可作實。

#### 13. 歸屬於母公司普通股權益持有人之每股盈利

每股基本盈利乃根據母公司普通股權益持有人應佔年內利潤及年內已發行6,027,344,822股(2012年：5,987,564,000股)普通股的加權平均數計算。

每股攤薄盈利乃根據母公司普通股權益持有人應佔年內利潤計算。計算所用的普通股加權平均數乃為計算每股基本盈利所用的年內已發行普通股股數，而加權平均普通股數目乃假設行使或轉換所有具潛在攤薄性的普通股為普通股按無償發行。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

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

(Continued)

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

#### 13. 歸屬於母公司普通股權益持有人之每股盈利(續)

每股基本及攤薄盈利的計算乃基於：

		For the year ended 31 March 截至3月31日止年度	
		2013 HK\$'000 千港元	2012 HK\$'000 千港元
<b>Earnings</b>	<b>盈利</b>		
Profit attributable to ordinary equity holders of the parent, used in the basic earnings per share calculation	用於計算每股基本盈利之 母公司普通股權益持有人 應佔利潤	2,749,864	2,070,708
		Number of shares 股數	
		2013	2012
<b>Shares</b>	<b>股份</b>		
Weighted average number of ordinary shares in issue during the year used in the basic earnings per share calculation	用於計算每股基本盈利之 年內已發行普通股的 加權平均數	6,027,344,822	5,987,564,000
Effect of dilution – weighted average number of ordinary shares: Share options	攤薄影響 – 普通股加權 平均數： 購股權	3,088,244	13,482,984
		6,030,433,066	6,001,046,984

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

#### 14. Property, Plant and Equipment Group

#### 14. 物業、廠房及設備 本集團

		Buildings	Hotel properties	Furniture, fixtures and equipment 傢俬、裝置及設備	Motor vehicles 汽車	Total
		樓宇	酒店物業	傢俬、裝置及設備	汽車	總計
31 March 2013	2013年3月31日	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000
		千港元	千港元	千港元	千港元	千港元
At 1 April 2012:	於2012年4月1日：					
Cost	成本	172,585	126,801	64,553	31,119	395,058
Accumulated depreciation	累計折舊	(66,291)	(74,795)	(44,330)	(13,682)	(199,098)
Net carrying amount	賬面淨額	106,294	52,006	20,223	17,437	195,960
At 1 April 2012, net of accumulated depreciation	於2012年4月1日，已扣除累計折舊	106,294	52,006	20,223	17,437	195,960
Additions	添置	7,646	62	25,127	18,730	51,565
Acquisition of a subsidiary (note 36)	收購一家附屬公司(附註36)	-	-	407	6,640	7,047
Transfer from properties under development (note 16)	轉撥自發展中物業(附註16)	432,508	-	-	-	432,508
Revaluation gain upon transfer to investment properties	轉撥至投資物業時之重估收益	-	381,941	-	-	381,941
Transfer to investment properties (note 15)	轉撥至投資物業(附註15)	-	(430,691)	-	-	(430,691)
Disposals	出售	(790)	(934)	(8,645)	(549)	(10,918)
Depreciation provided during the year (note 7)	年度折舊撥備(附註7)	(10,890)	(3,101)	(8,009)	(6,944)	(28,944)
Exchange realignment	匯兌調整	1,413	717	329	219	2,678
At 31 March 2013, net of accumulated depreciation	於2013年3月31日，已扣除累計折舊	536,181	-	29,432	35,533	601,146
At 31 March 2013:	於2013年3月31日：					
Cost	成本	612,226	-	64,459	54,298	730,983
Accumulated depreciation	累計折舊	(76,045)	-	(35,027)	(18,765)	(129,837)
Net carrying amount	賬面淨額	536,181	-	29,432	35,533	601,146

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

#### 14. Property, Plant and Equipment (Continued) Group (Continued)

#### 14. 物業、廠房及設備(續) 本集團(續)

		Buildings	Hotel properties	Furniture, fixtures and equipment	Motor vehicles	Total
		樓宇	酒店物業	傢俬、裝置及設備	汽車	總計
31 March 2012	2012年3月31日	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
At 1 April 2011	於2011年4月1日：					
Cost	成本	166,272	121,395	59,284	27,284	374,235
Accumulated depreciation	累計折舊	(56,931)	(67,810)	(36,507)	(8,868)	(170,116)
Net carrying amount	賬面淨額	109,341	53,585	22,777	18,416	204,119
At 1 April 2011, net of accumulated depreciation	於2011年4月1日，已扣除累計折舊	109,341	53,585	22,777	18,416	204,119
Additions	添置	-	-	5,822	5,451	11,273
Disposals	出售	-	-	(172)	(192)	(364)
Disposal of a subsidiary	出售一家附屬公司	-	-	(1,798)	(1,252)	(3,050)
Depreciation provided during the year (note 7)	年度折舊撥備(附註7)	(7,199)	(3,614)	(7,259)	(5,633)	(23,705)
Exchange realignment	匯兌調整	4,152	2,035	853	647	7,687
At 31 March 2012, net of accumulated depreciation	於2012年3月31日，已扣除累計折舊	106,294	52,006	20,223	17,437	195,960
At 31 March 2012:	於2012年3月31日：					
Cost	成本	172,585	126,801	64,553	31,119	395,058
Accumulated depreciation	累計折舊	(66,291)	(74,795)	(44,330)	(13,682)	(199,098)
Net carrying amount	賬面淨額	106,294	52,006	20,223	17,437	195,960

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

#### 14. Property, Plant and Equipment (Continued) Group (Continued)

Certain of the Group's buildings and hotel properties with aggregate carrying values of approximately HK\$16,677,000 and HK\$42,002,000 as at 31 March 2013 and 2012, respectively, were pledged to secure general banking facilities granted to the Group (note 30).

At 31 March 2013, certificates of ownership in respect of certain buildings of the Group in the PRC with an aggregate net book value of HK\$210,579,000 (2012: HK\$3,426,000) had not been issued by the relevant PRC authorities. The Group is in the process of obtaining the relevant certificates of ownership.

#### 15. Investment Properties Group

		2013 HK\$'000 千港元	2012 HK\$'000 千港元
	Notes 附註		
Carrying amount at beginning of year	年初的賬面值	13,637,107	11,285,288
Additions	添置	608,118	71,135
Transfer from property, plant and equipment	轉撥自物業、廠房及設備	430,691	–
Transfer from properties under development	轉撥自發展中物業	3,293,910	572,213
Transfer from properties held for sale	轉撥自持作銷售物業	–	146,637
Net gain from a fair value adjustment	公平值調整淨收益	1,251,445	1,117,696
Exchange realignment	匯兌調整	204,675	444,138
Carrying amount at end of year	年終的賬面值	19,425,946	13,637,107

The above investment properties are held under medium term leases and are situated in Mainland China.

上述投資物業按中期租賃持有，並位於中國大陸。

#### 14. 物業、廠房及設備(續) 本集團(續)

於2013年及2012年3月31日，本集團賬面總值分別約16,677,000港元及42,002,000港元的若干樓宇及酒店物業已抵押作為本集團獲授一般銀行融資的擔保(附註30)。

於2013年3月31日，本集團於中國賬面淨值合共210,579,000港元(2012年：3,426,000港元)的若干樓宇未獲相關中國機關發出所有權證。本集團正在領取相關所有權證。

#### 15. 投資物業 本集團



## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

#### 15. Investment Properties (Continued)

##### Group (Continued)

The Group's investment properties were revalued on 31 March 2013 and 2012 by Savills at RMB15,542,000,000 and RMB11,061,000,000, respectively, (equivalent to HK\$19,425,946,000 and HK\$13,637,107,000, respectively) on an open market, existing use basis.

The Group's investment properties with aggregate carrying values of approximately HK\$13,108,315,000 and HK\$8,595,019,000 as at 31 March 2013 and 2012, respectively, were pledged to secure general banking facilities granted to the Group (note 30).

The Group's investment properties with aggregate carrying values of approximately HK\$19,425,946,000 and HK\$13,637,107,000 as at 31 March 2013 and 2012, respectively, are restricted for sale (note 19(iv)(v)).

#### 16. Properties Under Development Group

#### 15. 投資物業(續)

##### 本集團(續)

第一太平戴維斯於2013年及2012年3月31日重估本集團的投資物業，按公開市場現有用途基準的價值分別為人民幣15,542,000,000元及人民幣11,061,000,000元(分別相等於19,425,946,000港元及13,637,107,000港元)。

於2013年及2012年3月31日，本集團賬面總值分別約13,108,315,000港元及8,595,019,000港元的投資物業已抵押作為本集團獲授一般銀行融資的擔保(附註30)。

於2013年及2012年3月31日，本集團賬面總值分別約19,425,946,000港元及13,637,107,000港元的投資物業受到銷售限制(附註19(iv)(v))。

#### 16. 發展中物業 本集團

		2013	2012
	Notes	HK\$'000	HK\$'000
	附註	千港元	千港元
Carrying amount at beginning of year	年初的賬面值	2,878,003	3,403,663
Additions	添置	7,717,364	9,235,468
Acquisition of a subsidiary	收購一家附屬公司	734,200	–
Disposal of a subsidiary	出售一家附屬公司	–	(321,633)
Transfer to property, plant and equipment	轉撥至物業、 廠房及設備	(432,508)	–
Transfer to investment properties	轉撥至投資物業	(3,293,910)	(572,213)
Transfer to prepaid land lease payments	轉撥至預付土地出租金	(98,415)	–
Transfer to properties held for sale and held for finance lease	轉撥至持作銷售物業 及持作融資租賃	(5,161,185)	(8,996,307)
Exchange realignment	匯兌調整	38,161	129,025
Carrying amount at end of year	年終的賬面值	2,381,710	2,878,003

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

#### 16. Properties Under Development (Continued) Group (Continued)

The above properties under development are held under medium term leases and are situated in Mainland China.

Certain of the Group's properties under development with aggregate carrying values of approximately HK\$55,350,000 and HK\$115,060,000 as at 31 March 2013 and 2012, respectively, were pledged to secure general banking facilities granted to the Group (note 30).

During the current year, the Group has received government grants with an aggregate amount of HK\$628,125,000 which were provided by the local government to support infrastructure construction and development activities. For the year ended 31 March 2013, HK\$628,125,000 was deducted from the additions of properties under development.

#### 17. Prepaid Land Lease Payments Group

	Notes 附註	2013 HK\$'000 千港元	2012 HK\$'000 千港元
Carrying amount at beginning of year		7,116	7,207
Transfer from properties under development	16	98,415	–
Recognised during the year	7	(190)	(187)
Exchange realignment		289	283
Carrying amount at end of year		105,630	7,303
Current portion included in prepayments, deposits and other receivables		(190)	(187)
Non-current portion		105,440	7,116

The leasehold land is held under a medium term lease and is situated in Mainland China.

None of the Group's leasehold land was pledged to secure general banking facilities granted to the Group as at 31 March 2013 (2012: HK\$2,530,000) (note 30).

#### 16. 發展中物業(續) 本集團(續)

上述發展中物業按中期租賃持有，並位於中國大陸。

於2013年及2012年3月31日，本集團賬面總值分別約55,350,000港元及115,060,000港元的若干發展中物業已抵押作為本集團獲授一般銀行融資的擔保(附註30)。

年內，本集團取得政府補貼總額為628,125,000港元。該項補貼乃由地方政府提供，旨在為基礎建設工程及發展活動提供支持。截至2013年3月31日止年度，628,125,000港元於添置發展中物業扣除。

#### 17. 預付土地出租金 本集團

租賃土地按中期租賃持有，並位於中國大陸。

於2013年3月31日，本集團沒有租賃土地作為本集團獲授一般銀行融資的擔保(2012年：2,530,000港元)(附註30)。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

#### 18. Goodwill

#### 18. 商譽

Group	本集團	HK\$'000 千港元
At 1 April 2011 and 31 March 2012:	於2011年4月1日及2012年3月31日：	
Cost	成本	20,066
Accumulated impairment	累計減值	–
Net carrying amount	賬面淨額	20,066
Cost at 1 April 2011 and 1 April 2012, net of accumulated impairment	於2011年4月1日及2012年4月1日， 已扣除累計減值	20,066
Impairment during the year (note 7)	年度減值(附註7)	(20,066)
Cost and net carrying amount at 31 March 2013	於2013年3月31日成本及賬面淨額	–
At 31 March 2013:	於2013年3月31日：	
Cost	成本	20,066
Accumulated impairment	累計減值	(20,066)
Net carrying amount	賬面淨額	–

##### Impairment testing of goodwill

Goodwill acquired through a business combination has been allocated to the hotel operation cash-generating unit for impairment testing. The recoverable amount of the hotel operation cash-generating unit is determined based on a value-in-use calculation using cash flow projections based on financial budgets approved by senior management covering a five-year period.

The Group has leased its hotel properties to an independent party. Full impairment loss of HK\$20,066,000 has been provided on the goodwill related to hotel operation of the Group.

##### 商譽減值測試

透過業務合併收購的商譽已分配至酒店營運的現金產生單位作減值測試。酒店營運的現金產生單位的可收回金額乃根據高級管理層批准的五年期財務預算以現金流量預測計算的使用價值釐定。

本集團已出租其酒店物業予一個獨立第三方。有關本集團的酒店營運的商譽已提供了全部的減值虧損，金額為20,066,000港元。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

#### 19. Investments in Subsidiaries Company

#### 19. 於附屬公司的投資 本公司

		2013 HK\$'000 千港元	2012 HK\$'000 千港元
Unlisted investments, at cost	非上市投資，按成本	2,201,275	2,201,275
Loan to a subsidiary	向一家附屬公司貸款	534,000	752,400
		<b>2,735,275</b>	2,953,675

The amounts due from and due to subsidiaries included in the Company's current assets and current liabilities of HK\$2,869,404,000 (2012: HK\$2,250,736,000) and HK\$35,924,000 (2012: HK\$899,000) are unsecured, interest-free and are repayable on demand or within one year.

The loan to a subsidiary bears fixed interest of 8% per annum, and is unsecured and repayable from 2013 to 2015. The carrying amount of the loan to a subsidiary approximates to its fair value.

於本公司流動資產及流動負債列賬之應收及應付附屬公司款項2,869,404,000港元(2012年:2,250,736,000港元)及35,924,000港元(2012年:899,000港元)為無抵押、免息及須應要求或於一年內償還。

向一家附屬公司作出之貸款按每年8%之固定利息計息，為無抵押及須於2013年至2015年內償還。向一家附屬公司作出之貸款的賬面值與其公平值相若。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

#### 19. Investments in Subsidiaries (Continued)

Particulars of the principal subsidiaries are as follows:

#### 19. 於附屬公司的投資(續)

主要附屬公司詳情如下：

Name 名稱	Place of incorporation/ registration and operations 註冊成立/註冊及 經營地點	Nominal value of issued ordinary/ registered share capital as at 31 March 2013 於2013年3月31日 已發行普通/註冊 股本面值	Date of incorporation/ registration 註冊成立/ 註冊日期	Percentage of equity attributable to the		Principal activities 主要業務
				Company 本公司應佔 權益百分比		
				Direct 直接 %	Indirect 間接 %	
China South International Industrial Materials City (Shenzhen) Co., Ltd. (i) (iv) 華南國際工業原料城(深圳)有限公司(i) (iv)	PRC/Mainland China 中國/中國大陸	HK\$2,200,000,000 2,200,000,000港元	18 December 2002 18-12-2002	100	-	Development and management of integrated logistics trade centers 綜合商貿物流及商品交易中心 開發及營運
Nanchang China South City Company Limited (i) (v) 南昌華南城有限公司(i) (v)	PRC/Mainland China 中國/中國大陸	RMB1,100,000,000 人民幣 1,100,000,000元	16 November 2007 16-11-2007	-	100	Development and management of integrated logistics trade centers 綜合商貿物流及商品交易中心 開發及營運
Nanning China South City Company Limited (iii) (v) 南寧華南城有限公司(iii) (v)	PRC/Mainland China 中國/中國大陸	RMB500,000,000 人民幣500,000,000元 (2012: RMB150,000,000) (2012: 人民幣150,000,000元)	28 August 2009 28-08-2009	-	100	Development and management of integrated logistics trade centers 綜合商貿物流及商品交易中心 開發及營運
Xi'an China South City Company Limited (iii) 西安華南城有限公司(iii)	PRC/Mainland China 中國/中國大陸	US\$30,000,000 30,000,000美元	12 November 2009 12-11-2009	-	65	Development and management of integrated logistics trade centers 綜合商貿物流及商品交易中心 開發及營運
Harbin China South City Company Limited (iii) 哈爾濱華南城有限公司(iii)	PRC/Mainland China 中國/中國大陸	RMB200,000,000 人民幣200,000,000元	10 February 2012 10-02-2012	-	100	Development and management of integrated logistics trade centers 綜合商貿物流及商品交易中心 開發及營運
Harbin Baoliton Market Development Management Company Limited (iii) (vii) 哈爾濱寶力通市場開發管理有限公司(iii) (vii)	PRC/Mainland China 中國/中國大陸	RMB200,000,000 人民幣200,000,000元	22 December 2011 22-12-2011	-	100	Development and management of integrated logistics trade centers 綜合商貿物流及商品交易中心 開發及營運
Zhengzhou China South City Company Limited (iii) 鄭州華南城有限公司(iii)	PRC/Mainland China 中國/中國大陸	RMB300,000,000 人民幣300,000,000元	17 May 2012 17-05-2012	-	100	Development and management of integrated logistics trade centers 綜合商貿物流及商品交易中心 開發及營運
Hefei China South City Company Limited (ii) (vi) 合肥華南城有限公司(ii) (vi)	PRC/Mainland China 中國/中國大陸	RMB600,000,000 人民幣600,000,000元	25 December 2012 25-12-2012	-	100	Development and management of integrated logistics trade centers 綜合商貿物流及商品交易中心 開發及營運



## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

#### 19. Investments in Subsidiaries (Continued)

#### 19. 於附屬公司的投資(續)

Name 名稱	Place of incorporation/ registration and operations 註冊成立/註冊及 經營地點	Nominal value of issued ordinary/ registered share capital as at 31 March 2013 於2013年3月31日 已發行普通/註冊 股本面值	Date of incorporation/ registration 註冊成立/ 註冊日期	Percentage of equity attributable to the		Principal activities 主要業務
				Company 本公司應佔 權益百分比		
				Direct 直接 %	Indirect 間接 %	
Shenzhen Huasheng Commercial Development Company Limited (iii) 深圳華盛商業發展有限公司(iii)	PRC/Mainland China 中國/中國大陸	RMB20,000,000 人民幣20,000,000元 (2012: RMB10,000,000) (2012: 人民幣10,000,000元)	19 November 2010 19-11-2010	-	100	Management of outlet operations 奧特萊斯商場經營及管理
Shenzhen First Asia Pacific Property Management Co., Ltd. (i) 深圳第一亞太物業管理有限公司(i)	PRC/Mainland China 中國/中國大陸	RMB50,000,000 人民幣50,000,000元 (2012: RMB5,000,000) (2012: 人民幣5,000,000元)	31 December 2003 31-12-2003	2.5	97.5	Provision of property management services 提供物業管理服務
Shenzhen Qianlong Logistics Company Limited (iii) 深圳乾龍物流有限公司(iii)	PRC/Mainland China 中國/中國大陸	RMB30,000,000 人民幣30,000,000元	2 July 2004 02-07-2004	-	80	Provision of logistics services 提供物流服務
Shenzhen China South City e-Commerce Company Limited (iii) 深圳華南城網電子商務有限公司(iii)	PRC/Mainland China 中國/中國大陸	RMB100,000,000 人民幣100,000,000元	19 April 2012 19-04-2012	-	95	Operation of E-commerce platform 電子商貿平台營運
Shenzhen China South City Advertising Co., Ltd. (iii) 深圳市華南城廣告有限公司(iii)	PRC/Mainland China 中國/中國大陸	RMB1,500,000 人民幣1,500,000元	20 July 2004 20-07-2004	-	100	Provision of advertising services 提供廣告服務
Shenzhen China South International Convention and Exhibition Centre Co., Ltd. (iii) 深圳市華南城國際會展中心有限公司(iii)	PRC/Mainland China 中國/中國大陸	RMB2,000,000 人民幣2,000,000元	10 February 2006 10-02-2006	-	100	Provision of exhibition services 提供展覽服務
ASEAN City (BVI) Limited 東盟城(BVI)有限公司	British Virgin Islands 英屬處女群島	US\$1 1美元	23 October 2007 23-10-2007	100	-	Investment holding 投資控股
China South City Management Company Limited 華南城管理有限公司	Hong Kong 香港	HK\$1 1港元	9 November 2007 09-11-2007	-	100	Provision of management services 提供管理服務
Grand City Hotel Investment Limited 華麗城酒店投資有限公司	Hong Kong 香港	HK\$10,000 10,000港元	9 April 2005 09-04-2005	100	-	Investment holding 投資控股
Grand City Hotel (Shenzhen) Co., Ltd. (i) 華麗城酒店(深圳)有限公司(i)	PRC/Mainland China 中國/中國大陸	RMB40,000,000 人民幣40,000,000元	16 June 2005 16-06-2005	-	100	Dormant 暫無業務
Shenzhen China South City Investment Holdings Co., Ltd. (iii) 深圳華南城投資控股有限公司(iii)	PRC/Mainland China 中國/中國大陸	RMB300,000,000 人民幣300,000,000元	20 July 2004 20-07-2004	-	100	Investment holding 投資控股

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

#### 19. Investments in Subsidiaries (Continued)

Notes:

- (i) Sino-foreign equity joint ventures under PRC law.
- (ii) A wholly-foreign-owned enterprise under PRC law.
- (iii) Limited companies under PRC law.
- (iv) Pursuant to certain land purchase agreement entered into by China South International Industrial Materials City (Shenzhen) Co., Ltd., the saleable gross floor area of properties built on these parcels of land is limited to 30% of the total gross floor area that can be built. The Group holds and builds the properties with restrictions for leasing and self use.
- (v) Pursuant to certain land purchase agreement entered into by Nanchang China South City Company Limited and Nanning China South City Company Limited in 2010, respectively, the saleable gross floor area of trade centers and storage facilities built on these parcels of land are limited to 60% of the total buildable gross floor area. This restriction does not apply to the properties built for residential, commercial and other uses, and also does not apply to the land obtained by the two companies subsequent to 2010. The Group holds and builds the properties with restrictions for leasing and self use.
- (vi) Pursuant to certain land purchase agreement entered into by Hefei China South City Company Limited in May and June 2013, the saleable gross floor areas of trade centers built on these parcels of land are limited to 50% of the total buildable gross floor areas. This restriction does not apply to the properties built for residential, commercial and other uses. The Group holds and builds the properties with restrictions for leasing and self use.
- (vii) During the year, the Group acquired the 100% equity interest in Hydoo Harbin Trade City Co., Ltd ("Hydoo Harbin") which was accounted for as an asset acquisition (note 36). The Hydoo Harbin has been renamed as Harbin Baolitong Market Development Management Company Limited which is wholly-owned by the Group after the acquisition.

#### 19. 於附屬公司的投資(續)

附註：

- (i) 中國法律下的中外合資經營公司。
- (ii) 中國法律下的外商獨資企業。
- (iii) 中國法律下的有限公司。
- (iv) 根據華南國際工業原料城(深圳)有限公司訂立的數份土地購買合同，建在該等地塊上的物業的可銷售建築面積限於總建築面積的30%。本集團持有及建設此等受到限制的物業作出租及自用。
- (v) 根據南昌華南城有限公司和南寧華南城有限公司於2010年各自訂立的若干土地購買合同，建在該項目若干地塊上的交易中心商舖和倉儲物業的可銷售建築面積限於該等物業總可建築面積的60%。此限制不適用於住宅、商務及其他用途的物業，亦不適用於兩間公司於2010年以後獲得的土地。本集團持有及建設此等受到限制的物業作出租及自用。
- (vi) 根據合肥華南城有限公司在2013年5月和6月訂立的土地購買合同，建在該等地塊上的交易中心商舖的可銷售建築面積限於該物業總可建築面積的50%。此限制不適用於住宅、商務及其他用途的物業。本集團持有及建設此等受到限制的物業作出租及自用。
- (vii) 年內，本集團收購哈爾濱毅德商貿城有限公司(「哈爾濱毅德」)的所有股權乃按資產收購處理(附註36)。於收購後，由本集團全資擁有的哈爾濱毅德已改名為哈爾濱寶力通市場開發管理有限公司。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

#### 20. Investment in a Jointly-Controlled Entity

#### 20. 於一家共同控制實體的投資

		2013 HK\$'000 千港元	2012 HK\$'000 千港元
Share of net assets	應佔資產淨值	-	8,048
Due from a jointly-controlled entity	應收一家共同控制實體款項	14,394	1,208
		14,394	9,256
Provision for impairment	減值撥備	(5,458)	(6,406)
		8,936	2,850

The amount due from a jointly-controlled entity included in the investment in a jointly-controlled entity above is unsecured, has no fixed terms of repayment and bears interest at 7% per annum. The carrying amount of the amount due from a jointly-controlled entity approximates to its fair values.

計入上述於一家共同控制實體投資的應收共同控制實體款項為無抵押、無固定還款期及按年7%計息。該應收一家共同控制實體款項的賬面值與其公平值相若。

Particulars of the jointly-controlled entity is as follows:

共同控制實體詳情如下：

Name	Place of registration and operations	Nominal value of issued and fully paid-up registered capital as at 31 March 2013 於2013年3月31日 已發行及繳足註冊資本面值	Date of incorporation/ registration 註冊成立/ 註冊日期	Percentage of equity attributable to the Group as at 31 March		Principal activities
				2013	2012	
名稱	註冊及經營地點			於3月31日本集團 應佔權益百分比	2012 %	主要業務
China South Royal Restaurant (Shenzhen) Co., Ltd.* 華南富豪酒樓(深圳)有限公司*	PRC/Mainland China 中國/中國大陸	RMB5,000,000 人民幣5,000,000元	16 June 2005 16-06-2005	50.5	50.5	Restaurant operations 酒樓營運

Notes:

附註：

# The Group holds 50.5% of the registered capital of China South Royal Restaurant (Shenzhen) Co., Ltd, a sino-foreign equity joint venture. Pursuant to the shareholders' agreement and articles of association of the jointly-controlled entity, none of the parties has unilateral control over the operating and financing decisions of this jointly-controlled entity. Accordingly, the directors account for the Group's interest in the company as an investment in a jointly-controlled entity.

# 本集團持有華南富豪酒樓(深圳)有限公司(一家中外合資經營公司)註冊資本的50.5%。根據股東協議及共同控制實體組織章程細則，任何一方對該等共同控制實體的經營及財務決策均無單方面控制的權利。因此，董事認為將本集團於其中的權益入賬列為於一家共同控制實體的投資。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

#### 20. Investment in a Jointly-Controlled Entity (Continued)

The Company holds the 50.5% of the registered capital of a jointly-controlled entity through a wholly-owned subsidiary. The jointly-controlled entity has financial year ended 31 December. The consolidated financial statements are adjusted for the material transactions between the jointly-controlled entity and group companies between 1 January and 31 March annually.

The following table illustrates the summarised financial information of the Group's jointly-controlled entity:

		2013 HK\$'000 千港元	2012 HK\$'000 千港元
Share of jointly-controlled entity's assets and liabilities:	應佔共同控制實體資產及負債：		
Current assets	流動資產	4,530	8,509
Non-current assets	非流動資產	1,352	740
Current liabilities	流動負債	(11,340)	(1,201)
Net (liabilities)/assets	(負債)/資產淨值	(5,458)	8,048
Share of jointly-controlled entity's results:	應佔共同控制實體業績：		
Revenue	收入	19,022	4,626
Expenses	開支	(17,999)	(3,129)
Profit for the year	本年度利潤	1,023	1,497

#### 21. Investment in an associate

		2013 HK\$'000 千港元	2012 HK\$'000 千港元
Share of net assets	應佔資產淨值	599	1,563
Due to an associate	應付一家聯營公司款項	(3,141)	(3,094)
		(2,542)	(1,531)

The amount due to an associate included in investment in an associate above is unsecured, interest-free and have no fixed terms of repayment.

#### 20. 於一家共同控制實體的投資(續)

本公司透過一家全權擁有的附屬公司擁有一家共同控制實體註冊資本的50.5%。共同控制實體的財政年度乃截至12月31日止。綜合財務報表就每年1月1日至3月31日期間共同控制實體與集團成員公司之間的重大交易作出調整。

下表說明本集團共同控制實體的財務資料概要：

#### 21. 於一家聯營公司的投資

計入上述於一家聯營公司的投資的應付一家聯營公司款項為無抵押、免息及無固定還款期。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

#### 21. Investment in an associate (Continued)

Particulars of the associate are as follows:

Name	Place of registration and operations	Nominal value of issued and fully paid-up registered capital	Date of incorporation/ registration	Percentage of equity attributable to the Group as at 31 March		Principal activities
				2013	2012	
名稱	註冊及經營地點	已發行及繳足註冊資本面值	註冊成立/註冊日期	本集團應佔權益百分比	於3月31日本集團應佔權益百分比	主要業務
				%	%	
China South Intimex Technology (Shenzhen) Co., Ltd. 華南泰美科技(深圳)有限公司	PRC/Mainland China 中國/中國大陸	RMB10,000,000 人民幣10,000,000元	18 January 2004 18-01-2004	30	30	Website and software development 網站及軟件開發

The associate has financial year ended 31 December. The consolidated financial statements are adjusted for the material transactions between the associate and group companies between 1 January and 31 March annually.

The associate has been accounted for using the equity method in these financial statements.

The following table illustrates the summarised financial information of the Group's associate:

#### 21. 於一家聯營公司的投資(續)

聯營公司詳情如下：

聯營公司的財政年度乃截至12月31日止。綜合財務報表就每年1月1日至3月31日期間聯營公司與集團成員公司之間的重大交易作出調整。

聯營公司乃以權益法於此等財務報表入賬。

下表列示摘錄本集團聯營公司的財務資料概要：

		2013 HK\$'000 千港元	2012 HK\$'000 千港元
Assets	資產	5,860	8,089
Liabilities	負債	3,864	2,880
Revenue	收入	69	75
Loss	虧損	(1,171)	(1,056)



## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

#### 22. Finance Lease Receivables

The balance represents entrusted loans provided by the Group to lessees through Shanghai Pudong Development Bank in connection with the finance lease of its properties. The finance lease receivables, which bear interest at rates ranging from 6.336% to 6.435% per annum, are repayable by monthly instalments within 10 years. The carrying amounts of the finance lease receivables approximate to their fair values. The amounts of the current portion of the finance lease receivables of HK\$8,221,000 and HK\$8,109,000 were included in prepayments, deposits and other receivables as at 31 March 2013 and 2012, respectively.

#### 23. Deposits Paid for Purchase of Land Use Rights

The balance represents deposits paid for acquisitions of land use rights for parcels of land in Mainland China. The carrying amounts of the deposits paid for the purchase of land use rights approximate to their fair values.

#### 24. Properties Held for Sale

		2013 HK\$'000 千港元	2012 HK\$'000 千港元
Completed properties held for sale	持作銷售竣工物業	3,369,886	2,126,269
Properties under development expected to complete within normal operating cycle	預期於正常營運週期內竣工的發展中物業	6,011,292	5,636,286
		9,381,178	7,762,555
Properties under development expected to be completed and ready for sale	發展中物業預期竣工及可作銷售		
Within one year	一年內	3,557,546	2,056,434
Beyond one year	一年後	2,453,746	3,579,852
Total	總值	6,011,292	5,636,286

Certain of the Group's properties held for sale with an aggregate carrying value of HK\$2,339,936,000 (2012: HK\$100,476,000) at the end of the reporting period were pledged to secure the banking loans granted to the Group (note 30).

#### 22. 融資租賃應收款項

結餘指本集團就其物業的融資租賃，透過上海浦東發展銀行向承租人提供的委託貸款。融資租賃應收款項按年利率介乎6.336%至6.435%計息，並須於10年內每月分期償還。融資租賃應收款項的賬面值與其公平值相若。於2013年及2012年3月31日，融資租賃應收款項的即期部分金額分別為8,221,000港元及8,109,000港元，已計入預付款項、按金及其他應收款項。

#### 23. 購買土地使用權支付的按金

結餘指在中國大陸收購地塊的土地使用權所支付的按金。購買土地使用權支付的按金的賬面值與其公平值相若。

#### 24. 持作銷售物業

於報告期末時，賬面值合共2,339,936,000港元(2012年：100,476,000港元)的本集團若干持作銷售物業已抵押作為本集團獲授銀行貸款的擔保(附註30)。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

#### 25. Trade Receivables

		2013 HK\$'000 千港元	2012 HK\$'000 千港元
Trade receivables	應收貿易賬款	1,037,648	590,459
Impairment	減值	(100,721)	(64,829)
		<b>936,927</b>	525,630

Trade receivables represent sales income, rentals receivable and service income receivables from customers which are payable on issuance of invoices or in accordance with the terms of the related sale and purchase agreements. The Group generally allows a credit period of not exceeding 60 days to its customers. Overdue balances are reviewed regularly by senior management. In view of this and the fact that the Group's trade receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. Trade receivables are non-interest-bearing. The carrying amounts of the trade receivables approximate to their fair values.

An aged analysis of the trade receivables based on the payment due date as at the end of the reporting period, net of provision, is as follows:

#### 25. 應收貿易賬款

應收貿易賬款指於開出發票時應收或根據相關買賣協議條款應收客戶的銷售收入、應收租金及服務收入。本集團一般提供不超過60天信貸期予客戶。高級管理層定期審閱逾期結餘。有鑑於此及本集團的應收貿易賬款與大量不同客戶有關，故並無重大集中信貸風險。應收貿易賬款為免息。應收貿易賬款賬面值與其公平值相若。

於報告期末時，根據付款到期日，應收貿易賬款扣除撥備後的賬齡分析如下：

		2013 HK\$'000 千港元	2012 HK\$'000 千港元
Within 1 month	1個月以內	554,520	415,754
1 to 2 months	1至2個月	97,758	17,072
2 to 3 months	2至3個月	97,650	43,530
Over 3 months	逾3個月	186,999	49,274
		<b>936,927</b>	525,630

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

#### 25. Trade Receivables (Continued)

The movements in provision for impairment of trade receivables are as follows:

		2013 HK\$'000 千港元	2012 HK\$'000 千港元
Carrying amount at beginning of year	於年初的賬面值	64,829	62,458
Impairment losses recognised (note 7)	已確認減值虧損(附註7)	34,540	-
Exchange realignment	匯兌調整	1,352	2,371
Carrying amount at end of year	於年終的賬面值	100,721	64,829

The aged analysis of the trade receivables that are not individually nor collectively considered to be impaired is as follows:

		2013 HK\$'000 千港元	2012 HK\$'000 千港元
Neither past due nor impaired	未逾期及未減值	496,856	400,297
Less than 1 month past due	逾期少於1個月	57,664	15,457
1 to 3 months past due	逾期1至3個月	195,408	60,602
Over 3 months past due	逾期3個月以上	186,999	49,274
		936,927	525,630

Receivables that were neither past due nor impaired and past due but not impaired relate to a large number of diversified customers for whom there was no recent history of default. The Group would not release the property ownership certificates to the buyers before the buyers fully settle the payment.

#### 25. 應收貿易賬款(續)

應收貿易賬款的減值撥備變動如下：

個別或合計均不被視為減值的應收貿易賬款的賬齡分析如下：

未逾期及未減值以及已逾期但未減值的應收款項與大量不同客戶有關，彼等最近並無欠款記錄。在買家全數清償付款前，本集團不會向其發出房產證。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

#### 26. Prepayments, Deposits and Other Receivables Group

#### 26. 預付款項、按金及其他應收款項 本集團

		2013 HK\$'000 千港元	2012 HK\$'000 千港元
Prepayments	預付款項	61,047	29,068
Receivables for disposal of subsidiaries*	出售附屬公司的應收款項*	438,464	757,020
Deposits and other receivables	按金及其他應收款項	134,849	72,609
Current portion of finance lease receivables (note 22)	融資租賃應收款項之即期部分 (附註22)	8,221	8,109
		642,581	866,806

The financial assets included in the above balances relate to receivables for which there was no recent history of default.

於上述結餘入賬的金融資產最近並無欠款記錄。

\* It represented the amount receivable from an independent third party in connection with the disposal of certain subsidiaries in 2012. RMB250,000,000 was settled in the current year and the remaining balance is expected to be collected before 31 March 2014. The carrying amount of the receivables approximates to its fair value.

\* 指於2012年，從獨立第三方有關出售若干附屬公司之應收款。人民幣250,000,000元本年度償付。預期於2014年3月31日或之前餘額會被收回。應收款項的賬面值與其公平值相若。

#### 27. Held for Trading Investments at Fair Value Through Profit Or Loss Group

#### 27. 透過損益以公平值列賬之持作買賣投資 本集團

		2013 HK\$'000 千港元	2012 HK\$'000 千港元
Listed investment funds at market value	按市值計算的上市投資基金	117,643	111,986

The above listed investment funds at 31 March 2013 and 2012 were classified as held for trading upon initial recognition, designated by the Group as financial assets at fair value through profit or loss since they were acquired or incurred principally for the purpose of selling or repurchasing in the near term.

於2013年及2012年3月31日，上述上市投資基金初步確認時分類為持作買賣，由於收購或產生主要為於短期內銷售或購回，故本集團將其指定為透過損益以公平值列賬的金融資產。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

#### 28. Cash and Cash Equivalents and Restricted Cash Group

	Note	2013 HK\$'000 千港元	2012 HK\$'000 千港元
Cash and bank balances		6,777,842	3,831,987
Less: Restricted cash	*	(513,128)	(516,330)
Cash and cash equivalents		6,264,714	3,315,657

#### Company

#### 本公司

		2013 HK\$'000 千港元	2012 HK\$'000 千港元
Cash and bank balances	現金及銀行結餘	1,264,811	477,387

\* Restricted cash mainly comprises (i) guarantee deposits for the mortgage loan facilities granted by the banks to purchasers of the Group's properties; (ii) guarantee funds of construction projects to meet local authorities' requirements; (iii) certain amount of pre-sale proceeds of properties to place as guarantee deposits for the construction of related properties; and (iv) certain amount of proceeds from leases of several properties which have been placed as guarantee deposits for the borrowings.

\* 受限制現金主要包括：(i)就購買本集團物業之買家獲銀行授予的按揭貸款融資的保證按金；(ii)建設項目的保證金，以符合當地機關的要求；(iii)物業預售的若干所得款項金額，以作為相關物業建設的保證按金；及(iv)租賃物業的若干出租所得款項金額以作為借貸的保證按金。

At the end of the reporting period, the cash and cash equivalents of the Group denominated in Renminbi ("RMB") amounted to HK\$5,054,838,000 (2012: HK\$2,966,824,000). RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

於報告期末，本集團以人民幣為單位的現金及現金等價物5,054,838,000港元(2012年：2,966,824,000港元)。人民幣並不可自由兌換為其他貨幣，然而，根據中國大陸的外匯管制條例及結匯、付匯及售匯規定，本集團可以透過獲准進行外匯業務的銀行將人民幣兌換為其他貨幣。

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

存於銀行現金根據每日銀行存款利率按浮動利率賺取利息。短期定期存款的存款期各異，由一天至三個月不等，視乎本集團即時的現金需求而定，而利息則按各個短期定期存款利率賺取。銀行結餘及受限制現金乃存放於信譽良好且近期並無欠款記錄的銀行。



## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

#### 29. Trade and Other Payables Group

#### 29. 貿易及其他應付款項 本集團

			2013 HK\$'000 千港元	2012 HK\$'000 千港元
Other payables and accruals	其他應付款項及應計項目		916,752	350,893
Notes payables	應付票據	(i)	453,677	–
Deposits and receipts in advance	按金及預收款項		3,792,892	3,462,501
Construction fee and retention payables	應付的建設費用及保留金	(ii)	3,002,406	2,716,337
			<b>8,165,727</b>	6,529,731

(i) An aged analysis of the Group's notes payables presented based on the invoice date at the end of the reporting period is as follows:

(i) 於報告期末本集團應付票據兌現按發票日的賬齡分析如下：

			2013 HK\$'000 千港元	2012 HK\$'000 千港元
1 to 2 months	1至2個月		135,455	–
Over 3 months	超過3個月		318,222	–
			<b>453,677</b>	–

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

(ii) 於報告期末建設費用及保留金應付款項的賬齡分析如下：

			2013 HK\$'000 千港元	2012 HK\$'000 千港元
Within 1 year	1年內		2,923,753	2,593,409
Over 1 year	超過1年		78,653	122,928
			<b>3,002,406</b>	2,716,337

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

建設費用及保留金應付款項為免息及須於一般業務週期或應要求償還。

The other payables are non-interest-bearing.

其他應付款項為免息。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

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

### 30. 計息銀行及其他借貸

Group	本集團	2013			2012		
		Effective interest rate (%) 實際利率 (%)	Maturity 到期	HK\$'000 千港元	Effective interest rate (%) 實際利率 (%)	Maturity 到期	HK\$'000 千港元
<b>Current</b>	<b>即期</b>						
Bank loans – unsecured	銀行貸款—無抵押	6.00%-7.54% HIBOR+2.75%	On Demand/ 應要求/ 2013-2014	1,626,152	6.56%-7.54%	On Demand/ 應要求/ 2012-2013	1,145,241
Bank loans – secured	銀行貸款—有抵押	5.40%-7.54%	2013-2014	874,930	6.89%-7.87%	2012-2013	498,092
Other borrowing – unsecured	其他借貸—無抵押	6.15%-6.30%	On Demand/ 應要求/ 2013-2014	707,443	6.65%	On Demand/ 應要求/ 2012-2013	336,582
Current portion of long term bank and other borrowings:	長期銀行及其他借貸的即期部分：						
Bank loans – unsecured	銀行貸款—無抵押	6.15%-7.07%	2013-2014	272,479	6.65%	2012-2013	73,974
Bank loans – secured	銀行貸款—有抵押	5.90%-7.07%	2013-2014	937,250	6.12%-6.65%	2012-2013	686,384
				4,418,254			2,740,273
<b>Non-current</b>	<b>非即期</b>						
Bank loans – unsecured	銀行貸款—無抵押	6.15%-7.07%	2014-2017	272,478	6.65%	2013-2014	258,909
Bank loans – secured	銀行貸款—有抵押	5.90%-7.07%	2014-2020	4,309,263	5.98%-6.90%	2013-2020	1,774,200
				4,581,741			2,033,109
				8,999,995			4,773,382

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

### 30. Interest-Bearing Bank and Other Borrowings (Continued)

### 30. 計息銀行及其他借貸(續)

		Group 本集團	
		2013 HK\$'000 千港元	2012 HK\$'000 千港元
Analysed into:	分析列為：		
Bank loans repayable:	須於以下期間償還的 銀行貸款：		
Within one year or on demand	一年內或應要求	3,710,811	2,403,691
In the second year	第二年	1,678,940	576,599
In the third to fifth years, inclusive	第三至第五年 (包括首尾兩年在內)	2,149,311	985,912
Beyond five years	五年後	753,490	470,598
		<b>8,292,552</b>	4,436,800
Other borrowings repayable:	須於以下期間償還的 其他借貸：		
Within one year or on demand	一年內或應要求	707,443	336,582
		<b>8,999,995</b>	4,773,382

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

### 30. Interest-Bearing Bank and Other Borrowings (Continued)

Bank loans with amount of HK\$6,121,443,000 are secured by:

- (i) Certain of the Group's buildings and hotel properties with aggregate carrying values of approximately HK\$16,677,000 and HK\$42,002,000 as at 31 March 2013 and 2012, respectively (note 14);
- (ii) Certain of the Group's investment properties situated in Mainland China with aggregate carrying values of approximately HK\$13,108,315,000 and HK\$8,595,019,000 as at 31 March 2013 and 2012, respectively (note 15);
- (iii) Certain of the Group's properties under development situated in Mainland China with aggregate carrying values of approximately HK\$55,350,000 and HK\$115,060,000 as at 31 March 2013 and 2012, respectively (note 16);
- (iv) Certain of the Group's leasehold land with aggregate carrying values of nil and HK\$2,530,000 as at 31 March 2013 and 2012, respectively (note 17); and
- (v) Certain of the Group's properties held for sale with aggregate carrying values of approximately HK\$2,339,936,000 and HK\$100,476,000 as at 31 March 2013 and 2012, respectively (note 24).

Except for the bank loan equivalent to HK\$400.0 million (2012: Nil) which is denominated in Hong Kong dollars and bear interest at floating rate of HIBOR+2.75%, all other interest-bearing borrowings of the Group are denominated in RMB and bear interest at floating rates that range from 5.40% to 7.54% per annum.

The carrying amounts of the Group's bank and other borrowings approximate to their fair values, which have been calculated by discounting the expected future cash flows at the prevailing interest rates.

### 30. 計息銀行及其他借貸(續)

6,121,443,000港元的銀行貸款由下列各項抵押：

- (i) 於2013年及2012年3月31日賬面總值分別約16,677,000港元及42,002,000港元的本集團若干樓宇及酒店(附註14)；
- (ii) 於2013年及2012年3月31日賬面總值分別約13,108,315,000港元及8,595,019,000港元的本集團位於中國大陸的若干投資物業(附註15)；
- (iii) 於2013年及2012年3月31日賬面總值分別約55,350,000港元及115,060,000港元的本集團位於中國大陸的若干發展中物業(附註16)；
- (iv) 於2013年及2012年3月31日賬面總值分別為無及2,530,000港元的本集團若干租賃土地(附註17)；及
- (v) 於2013年及2012年3月31日賬面總值分別約2,339,936,000港元及100,476,000港元的本集團若干持作銷售物業(附註24)。

除按香港銀行同業拆息加2.75%浮動利率計息的400.0百萬港元(2012年：無)銀行貸款以港元為單位外，本集團所有其他計息借貸均以人民幣為單位，並按每年5.40%至7.54%的浮動利率計息。

本集團計息銀行及其他借貸的賬面值與其公平值相若，乃按預期日後現金流量以當時利率貼現計算。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

#### 31. Senior Notes

The Group issued the following senior notes in current and prior years:

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

At any time on or after 14 January 2014, the Company may redeem the 2011 Notes, in whole or in part, at a redemption price equal to the percentage of principal amount set forth below plus accrued and unpaid interest as of (but not including) the redemption date if redeemed during the twelve month period beginning on 14 January of each of the years indicated below:

Period	Redemption price
2014	106.750%
2015 and thereafter	103.375%

At any time prior to 14 January 2014, the Company may at its option redeem the 2011 Notes, in whole but not in part, at a redemption price equal to 100% of the principal amount of the 2011 Notes plus the applicable premium, and accrued and unpaid interest, if any, as of (but not including) the redemption date.

At any time prior to 14 January 2014, the Company may redeem up to 35% of the aggregate principal amount of the 2011 Notes with the net cash proceeds of one or more sales of common stock of the Company in an equity offering at a redemption price of 113.5% of the principal amount of the 2011 Notes, plus accrued and unpaid interest, if any, to (but not including) the redemption date, provided that at least 65% of the aggregate principal amount of the 2011 Notes originally issued remains outstanding after each such redemption and any such redemption takes place within 60 days after the closing of the related sale of the Company's capital stock and subject to certain conditions.

#### 31. 優先票據

本集團於今年及以前發行以下優先票據：

- (i) 於2011年1月14日，本公司發行本金總額250,000,000美元的優先票據（「2011票據」）。2011票據於新加坡證券交易所有限公司上市。2011票據按年利率13.5%計息，每半年於1月14日及7月14日期後支付，並將於2016年1月14日到期（除非提早贖回）。發售價為2011票據本金額的97.381%。

於2014年1月14日或之後任何時候，本公司可按相等於下述本金額百分比的贖回價，另加截至贖回日期（但不包括該日）的累計及未付利息，贖回全部或部分2011票據（倘於下文所示各年度1月14日開始的12個月期間內贖回）：

期間	贖回價
2014年	106.750%
2015年及之後	103.375%

於2014年1月14日前任何時間，本公司可按相等於2011票據本金額100%的贖回價，另加截至贖回日期（但不包括該日）2011票據的適用溢價以及累計及未付利息（如有），贖回全部但非部分2011票據。

於2014年1月14日前任何時間，本公司可以在股份發售中進行一次或多次銷售本公司普通股所得的現金款項淨額，按2011票據本金額113.5%的贖回價，另加截至贖回日期（但不包括該日）的累計及未付利息（如有），贖回最多2011票據本金總額的35%，惟每次贖回後2011票據原發行本金總額最少65%須仍未贖回，且任何有關贖回須於相關本公司股本銷售結束後60日內進行及受限於若干條件。



## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

#### 31. Senior Notes (Continued)

- (ii) On 17 October 2012, the Company issued senior notes in an aggregate principal amount of US\$125,000,000 (the "2012 Notes"). The 2012 Notes are listed on the Singapore Exchange Securities Trading Limited. The 2012 Notes carry interest at the rate of 13.5% per annum, payable semi-annually on April 17 and October 17 in arrears, and will mature on 17 October 2017, unless redeemed earlier. The offering price was at 97.381% of the principal amount of the 2012 Notes.

At any time on or after 17 October 2015, the Company may redeem the 2012 Notes, in whole or in part, at a redemption price equal to the percentage of principal amount set forth below plus accrued and unpaid interest as of (but not including) the redemption date if redeemed during the twelve month period beginning on 17 October of each of the years indicated below:

Period	Redemption price
2015	106.750%
2016 and thereafter	103.375%

At any time prior to 17 October 2015, the Company may at its option redeem the 2012 Notes, in whole but not in part, at a redemption price equal to 100% of the principal amount of the 2012 Notes plus the applicable premium, and accrued and unpaid interest, if any, as of (but not including) the redemption date.

At any time prior to 17 October 2015, the Company may redeem up to 35% of the aggregate principal amount of the 2012 Notes with the net cash proceeds of one or more sales of common stock of the Company in an equity offering at a redemption price of 113.5% of the principal amount of the 2012 Notes, plus accrued and unpaid interest, if any, to (but not including) the redemption date, provided that at least 65% of the aggregate principal amount of the 2012 Notes originally issued remains outstanding after each such redemption and any such redemption takes place within 60 days after the closing of the related sale of the Company's capital stock and subject to certain conditions.

#### 31. 優先票據(續)

- (ii) 於2012年10月17日，本公司發行本金總額125,000,000美元的優先票據(「2012票據」)。2012票據於新加坡證券交易所有限公司上市。2012票據按年利率13.5%計息，每半年於4月17日及10月17日期後支付，並將於2017年10月17日到期(除非提早贖回)。發售價為2012票據本金額的97.381%。

於2015年10月17日或之後任何時候，本公司可按相等於下述本金額百分比的贖回價，另加截至贖回日期(但不包括該日)的累計及未付利息，贖回全部或部分2012票據(倘於下文所示各年度10月17日開始的12個月期間內贖回)：

期間	贖回價
2015年	106.750%
2016年及之後	103.375%

於2015年10月17日前任何時間，本公司可按相等於2012票據本金額100%的贖回價，另加截至贖回日期(但不包括該日)2012票據的適用溢價以及累計及未付利息(如有)，贖回全部但非部分2012票據。

於2015年10月17日前任何時間，本公司可以在股份發售中進行一次或多次銷售本公司普通股所得的現金款項淨額，按2012票據本金額113.5%的贖回價，另加截至贖回日期(但不包括該日)的累計及未付利息(如有)，贖回最多2012票據本金總額的35%，惟每次贖回後2012票據原發行本金總額最少65%須仍未贖回，且任何有關贖回須於相關本公司股本銷售結束後60日內進行及受限於若干條件。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

#### 31. Senior Notes (Continued)

The 2011 Notes and 2012 Notes (the “Senior Notes”) contain a liability component and the above early redemption options:

- (i) Liability component represents the present value of the contractually determined stream of future cash flows discounted at the prevailing market interest rate at that time applicable to instruments with comparable credit status that provided substantially the same cash flows, on the same terms, but without the embedded derivatives.

The interest charged for the period is calculated by applying an effective interest rate of approximately 14.62% and 14.62% per annum to the liability component of the 2011 Notes and 2012 Notes respectively since they were issued.

- (ii) Early redemption options are regarded as embedded derivatives not closely related to the host contract. The directors consider that the fair value of the above early redemption options is insignificant on initial recognition and at 31 March 2013.

On 30 September 2011 and 2 February 2012, the Company repurchased the 2011 Notes with principal amount of US\$5,000,000 and US\$4,000,000, respectively, from the open market. The total consideration of the repurchase was US\$6,932,000 (equivalent to HK\$54,069,000), which includes repurchase price at 74.15% and 75.80%, respectively, of principal amount and pro rata accrued and unpaid interest. The carrying amount of the repurchased 2011 Notes was US\$8,729,000 (equivalent to HK\$68,087,000), resulting in a gain on repurchase of the 2011 Notes amounting to HK\$14,018,000 in the prior year. Up to the report date, the repurchased 2011 Notes have been cancelled.

#### 31. 優先票據(續)

2011票據及2012票據(「優先票據」)含有負債部分及上述提早贖回權：

- (i) 負債部分指合約所釐定未來現金流量按具有可資比較信貸評級並按相同條款提供大致相同現金流量但無嵌入衍生工具的工具當時適用的現行市場利率折現的現值。

期內收取的利息乃按2011票據及2012票據發行以來的負債部份分別使用實際年利率約14.62%及14.62%計算。

- (ii) 提早贖回權被視為並非與主合約有密切關係的嵌入衍生工具。董事認為於初始確認及2013年3月31日，上述提早贖回權的公平值不大。

於2011年9月30日及2012年2月2日，本公司分別自公開市場購回本金額為5,000,000美元及4,000,000美元的2011票據。是項購回的總代價為6,932,000美元(相當於54,069,000港元)，包括分別以本金額74.15%及75.80%計算的購回價及按比例計算的累計及未付利息。所購回2011票據的賬面值為8,729,000美元(相當於68,087,000港元)，導致於以前年度錄得購回2011票據的收益14,018,000港元。截至本報告日期，所購回2011票據已予註銷。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

#### 31. Senior Notes (Continued)

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

		2013 HK\$'000 千港元	2012 HK\$'000 千港元
Carrying amount at the beginning of year	於年初的賬面值	1,844,984	1,900,083
Additions	添置	927,527	-
Payment of interest	支付利息	(253,773)	(262,164)
Repurchase of 2011 Notes	購回2011票據	-	(68,087)
Interest expenses (note 6)	利息開支(附註6)	334,664	275,152
Carrying amount at the end of year	於年終的賬面值	2,853,402	1,844,984

The fair value of the Senior Notes at 31 March 2013 amounted to HK\$2,991,726,000 (2012: HK\$1,669,432,000). The fair value is calculated using the market price of the Senior Notes on 31 March 2013.

#### 31. 優先票據(續)

已於財務狀況表確認的優先票據計算如下：

於2013年3月31日，優先票據的公平值達2,991,726,000港元(2012年：1,669,432,000港元)。公平值乃使用優先票據於2013年3月31日的市場價格計算。

#### 32. Deferred Tax

The movements in deferred tax liabilities and assets during the year are as follows:

##### Deferred tax liabilities

Group

		Accelerated tax depreciation 加速稅項折舊 HK\$'000 千港元	Revaluation of investment properties 投資物業重估 HK\$'000 千港元	Withholding tax 預扣稅 HK\$'000 千港元	Revaluation of property, plant and equipments 物業、廠房及 設備重估 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 April 2012	於2012年4月1日	108,574	2,480,033	256,739	-	2,845,346
Deferred tax charged to the income statement during the year (note 10)	年內於收益表內扣除的遞延稅項(附註10)	34,165	312,861	158,856	-	505,882
Deferred tax charged to other comprehensive income	於其他全面收入扣除的遞延稅項	-	-	-	95,485	95,485
Exchange realignment	匯兌調整	1,952	38,356	5,652	-	45,960
At 31 March 2013	於2013年3月31日	144,691	2,831,250	421,247	95,485	3,492,673

#### 32. 遞延稅項

年內，遞延稅項負債及資產變動如下：

##### 遞延稅項負債

本集團

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

#### 32. Deferred Tax (Continued)

##### Deferred tax assets

Group

		Tax effect of LAT 土地增值稅的 稅務影響 HK\$'000 千港元	Loss available for offsetting against future taxable profits 可供抵銷未來 應課稅利潤的 虧損 HK\$'000 千港元	Provision for impairment of trade receivables 應收賬款 減值撥備 HK\$'000 千港元	Tax effect of government grants relate to assets 有關資產之 政府補助的 稅務影響 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 April 2012	於2012年4月1日	232,231	17,091	18,066	-	267,388
Deferred tax credited to the income statement during the year (note 10)	年內計入收益表內的 遞延稅項(附註10)	159,734	(17,099)	13,300	154,971	310,906
Exchange realignment	匯兌調整	5,442	8	426	2,062	7,938
At 31 March 2013	於2013年3月31日	397,407	-	31,792	157,033	586,232

##### Deferred tax liabilities

Group

##### 遞延稅項負債

本集團

		Accelerated tax depreciation 加速稅項折舊 HK\$'000 千港元	Revaluation of investment properties 投資物業重估 HK\$'000 千港元	Withholding tax 預扣稅 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 April 2011	於2011年4月1日	75,093	2,116,343	155,921	2,347,357
Deferred tax charged to the income statement during the year (note 10)	年內於收益表內扣除的 遞延稅項(附註10)	30,207	279,424	93,589	403,220
Exchange realignment	匯兌調整	3,274	84,266	7,229	94,769
At 31 March 2012	於2012年3月31日	108,574	2,480,033	256,739	2,845,346

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

#### 32. Deferred Tax (Continued)

##### Deferred tax assets

Group

		Tax effect of LAT 土地增值稅的 稅務影響 HK\$'000 千港元	Loss available for offsetting against future taxable profits 可供抵銷未來 應課稅利潤的 虧損 HK\$'000 千港元	Provision for impairment of trade receivables 應收賬款 減值撥備 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 April 2011	於2011年4月1日	142,753	541	16,709	160,003
Disposal of subsidiaries	出售附屬公司	(17,704)	-	-	(17,704)
Deferred tax credited to the income statement during the year (note 10)	年內計入收益表內的 遞延稅項(附註10)	100,793	16,529	713	118,035
Exchange realignment	匯兌調整	6,389	21	644	7,054
At 31 March 2012	於2012年3月31日	232,231	17,091	18,066	267,388

The Group has tax losses arising in Hong Kong of HK\$189,201,000 (2012: HK\$120,832,000) that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose.

The Group also has tax losses in Mainland China of HK\$209,525,000 (2012: HK\$104,772,000) that will expire in one to five years for offsetting against future taxable profits.

Deferred tax assets have not been recognised in respect of these losses as they have arisen in subsidiaries that have been loss-making for some time and it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

Pursuant to the PRC Corporate Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in Mainland China. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between Mainland China and the jurisdiction of the foreign investors. The Group is therefore liable for withholding taxes on dividends distributed by subsidiaries established in Mainland China in respect of earnings generated from 1 January 2008. In the current year, the Group accrued withholding tax of HK\$158,856,000 (2012: HK\$93,589,000) for those subsidiaries established in Mainland China.

#### 32. 遞延稅項(續)

##### 遞延稅項資產

本集團

本集團於香港產生的稅項虧損189,201,000港元(2012年: 120,832,000港元), 可無限期結轉, 以抵銷產生虧損的公司未來應課稅溢利。

本集團亦於中國大陸產生稅項虧損209,525,000港元(2012年: 104,772,000港元), 將於一至五年內屆滿, 可用以抵銷未來應課稅溢利。

由於該等虧損由已出現虧損一段時期的附屬公司產生, 且被認為並不可能有充足的應課稅溢利以對銷該等可動用的稅項虧損, 故並無就該等虧損確認遞延稅項資產。

根據中國企業所得稅法, 於中國內地成立的外商投資企業向海外投資者宣派的股息須繳納10%預扣稅。是項規定自2008年1月1日起生效, 並適用於2007年12月31日後賺取的盈利。倘中國大陸與海外投資者所處司法權區訂立稅務條約, 則可繳納較低預扣稅。因此, 本集團須就於中國內地成立的附屬公司分派2008年1月1日後所賺取盈利的股息而繳納預扣稅。於本年度, 本集團就其於中國內地成立的附屬公司作出之應計預扣稅為158,856,000港元(2012年: 93,589,000港元)。



## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

### 33. Share Capital

### 33. 股本

		2013 HK\$'000 千港元	2012 HK\$'000 千港元
Authorised:	法定：		
30,000,000,000 (31 March 2012: 30,000,000,000) ordinary shares of HK\$0.01 each	30,000,000,000股(2012年3 月31日：30,000,000,000 股)每股面值0.01港元的 普通股	300,000	300,000
Issued and fully paid:	已發行及繳足：		
6,053,564,000 (31 March 2012: 5,987,564,000) ordinary shares of HK\$0.01 each	6,053,564,000股(2012年3 月31日：5,987,564,000 股)每股面值0.01港元的 普通股	60,536	59,876

During the year ended 31 March 2013, the movements in issued capital were as follows:

截至2013年3月31日止年度，已發行股本變動如下：

		Number of shares in issue 已發行股份數目	Issued capital 已發行股本 HK\$'000 千港元
At 1 April 2012	於2012年4月1日	5,987,564,000	59,876
Exercise of share options	行使購股權	66,000,000	660
At 31 March 2013	於2013年3月31日	6,053,564,000	60,536

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

#### 34. Share Options

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

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

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

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

The following share options were outstanding under the Pre-IPO Share Option Agreements during the year were as follows:

		Year ended 31 March 截至3月31日止年度			
		2013		2012	
		Weighted average exercise price per share 每股加權 平均行使價 HK\$ 港元	Number of options 購股權數目 '000 千份	Weighted average exercise price per share 每股加權 平均行使價 HK\$ 港元	Number of options 購股權數目 '000 千份
At beginning of year	於年初	1.0500	132,000	1.0500	172,000
Exercised during the year	年內行使	1.0500	(66,000)	-	-
Lapsed during the year	年內失效	1.0500	(66,000)	1.0500	(40,000)
At end of year	於年終	1.0500	-	1.0500	132,000

#### 34. 購股權

##### (a) 首次公開發售股份前購股權協議

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

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

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

以下購股權根據首次公開發售股份前購股權協議於年內尚未行使如下：

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

#### 34. Share Options (Continued)

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

(Continued)

The 66,000,000 share options exercised during the year resulted in the issue of 66,000,000 ordinary shares of the Company and new share capital of HK\$660,000 and share premium of HK\$93,398,000. HK\$24,758,000 was transferred from share option reserve to retained profits for those share options lapsed during the current year.

##### (b) Share Option Scheme

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

On 2 December 2010, the Company granted 6,000,000 share options under the Share Option Scheme to an employee, with the exercise price of HK\$1.41 per share and an exercise period ranging from 2 December 2011 to 1 December 2015. The fair value of the share options granted was estimated by Vigers at HK\$1,992,000. The 6,000,000 share options were forfeited during the year, of which share option expense of HK\$745,000 was reversed from share option reserve to profit or loss (2012: share option expense of HK\$994,000 was recognised) and HK\$645,000 was transferred from share option reserve to retained profits. There was no outstanding share options as at the end of reporting period.

#### 34. 購股權(續)

##### (a) 首次公開發售股份前購股權協議(續)

年內已行使的66,000,000份購股權，導致本公司發行66,000,000普通股以及入賬新股本660,000港元及股份溢價93,398,000港元。就本年度已失效的購股權自購股權儲備轉撥24,758,000港元至保留利潤。

##### (b) 購股權計劃

本公司已於2009年9月4日採納購股權計劃(「購股權計劃」)，向對本公司或其附屬公司作出貢獻或潛在貢獻的經甄選合資格人士(包括本集團董事、僱員、高級職員、代理、顧問或代表)提供獎勵及回報，購股權計劃自2009年9月30日起生效，並由當日起持續十年(除非取消或作出修訂)。購股權計劃的進一步詳情載於本年報中的「董事會報告」。

於2010年12月2日，本公司根據購股權計劃向一名僱員授出6,000,000份購股權，行使價為每股1.41港元，行使期為2011年12月2日至2015年12月1日。威格斯估計所授出購股權的公平值為1,992,000港元。該6,000,000份購股權已於年內沒收，並從購股權儲備撥回購股權開支745,000港元至損益表(2012年：確認購股權開支994,000港元)。另645,000港元由購股權儲備轉撥至保留利潤。於報告期末並無尚未行使購股權。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

#### 34. Share Options (Continued)

##### (b) Share Option Scheme (Continued)

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

The fair value of the 226,900,000 share options granted was HK\$58,175,000, of which the Group recognised a share option expense of HK\$6,226,000 during the current year (2012: HK\$41,320,000). The 29,100,000 share options were forfeited during the year and HK\$2,957,000 was transferred from share option reserve to retained profits.

On 27 June 2012, a total of 116,870,000 share options under the Share Option Scheme were granted to executive directors and certain employees of the Company and its subsidiaries in respect of their services to the Group. These share options have an exercise price of HK\$1.15 per share and an exercise period ranging from 27 June 2012 to 26 June 2017. Of the total 116,870,000 share options, 69,870,000 share options were granted to executive directors of the Company, and 47,000,000 share options were granted to certain employees of the Group.

The fair value of the 116,870,000 share options granted was HK\$25,140,000, of which the Group recognised a share option expense of HK\$21,695,000 during the current year.

#### 34. 購股權(續)

##### (b) 購股權計劃(續)

於2011年4月11日，根據購股權計劃向本公司及其附屬公司一名執行董事及若干僱員就彼等向本集團提供的服務授出合共226,900,000份購股權。該等購股權的行使價為每股1.29港元，行使期為2011年4月11日至2016年4月10日。於合共226,900,000份購股權中，15,000,000份購股權已授予本公司執行董事許揚，另211,900,000份購股權則授予本集團若干僱員。

於本年度，所授出226,900,000份購股權之公平值為58,175,000港元，其中本集團確認購股權開支6,226,000港元(2012年：41,320,000港元)。其中29,100,000份購股權已於期內沒失及2,957,000港元由購股權儲備轉撥至保留利潤。

於2012年6月27日，根據購股權計劃向本公司及其附屬公司多名執行董事及若干僱員就彼等向本集團所提供的服務授出合共116,870,000份購股權。該等購股權的行使權為每股1.15港元，行使權為2012年6月27日至2017年6月26日。於合共116,870,000份行使權中，69,870,000份購股權已授予本公司執行董事，另47,000,000份購股權則授予本集團若干僱員。

所授出116,870,000份購股權的公平值為25,140,000港元，其中本集團已於本年度內確認購股權開支21,695,000港元。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

#### 34. Share Options (Continued)

##### (b) Share Option Scheme (Continued)

These share options were estimated as at the date of grant by Vigers, using a binomial model, taking into account the terms and conditions upon which the options were granted. The following table lists the inputs to the model:

Share price at the date of grant (HK\$)
Exercise price (HK\$)
Dividend yield (%)
Expected volatility (%)
Risk-free interest rate (%)
Exercise multiple

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

The following share options were outstanding under the Share Option Scheme during the year:

#### 34. 購股權(續)

##### (b) 購股權計劃(續)

威格斯於授出日期採用二項式模式對該等購股權進行估計，當中已考慮購股權獲授出時的條款及條件。下表列示所用模式的輸入值：

於授出日之股價(港元)	1.15
行使價(港元)	1.15
股息率(%)	3.27
預期波動性(%)	30.00
無風險利率(%)	0.40
行使倍數	1.63-2.20

購股權的預期年期乃按歷史數據得出，及未必顯示可能發生的行使情況。預期波動性乃按自上市日期起本公司股價之變動而釐定，未必是實際結果。計量公平值時，並無考慮所授出的購股權的其他特性。

下列購股權於年內根據購股權計劃尚未行使：

		Year ended 31 March 截至3月31日止年度			
		2013		2012	
		Weighted average exercise price per share 每股加權 平均行使價 HK\$ 港元	Number of options 購股權數目 '000 千份	Weighted average exercise price per share 每股加權 平均行使價 HK\$ 港元	Number of options 購股權數目 '000 千份
At beginning of year	於年初	1.2933	218,200	1.4100	6,000
Granted during the year	年內授出	1.1500	116,870	1.2900	226,900
Forfeited during the year	年內沒收	1.3105	(35,100)	1.2900	(14,700)
At end of year	於年終	1.2354	299,970	1.2933	218,200



## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

#### 34. Share Options (Continued)

##### (b) Share Option Scheme (Continued)

The exercise prices and exercise periods of the share options outstanding as at the end of the reporting period are as follows:

2013

Number of options 購股權數目 '000 千股	Exercise price 行使價 HK\$ per share 每股港元	Exercise period 行使期
76,200	1.2900	11-04-2011 to 10-04-2016 2011年4月11日至2016年4月10日
47,700	1.2900	11-04-2012 to 10-04-2016 2012年4月11日至2016年4月10日
47,700	1.2900	11-04-2013 to 10-04-2016 2013年4月11日至2016年4月10日
11,500	1.2900	11-04-2014 to 10-04-2016 2014年4月11日至2016年4月10日
55,435	1.1500	27-06-2012 to 26-06-2017 2012年6月27日至2017年6月26日
58,435	1.1500	27-06-2013 to 26-06-2017 2013年6月27日至2017年6月26日
3,000	1.1500	27-06-2014 to 26-06-2017 2014年6月27日至2017年6月26日
299,970		

#### 34. 購股權(續)

##### (b) 購股權計劃(續)

截至報告期末，未行使購股權的行使價及行使期如下：

2013年

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

#### 34. Share Options (Continued)

##### (b) Share Option Scheme (Continued)

2012

Number of options 購股權數目 '000 千股	Exercise price 行使價 HK\$ per share 每股港元	Exercise period 行使期
2,000	1.4100	2-12-2011 to 1-12-2015 2011年12月2日至2015年12月1日
2,000	1.4100	2-12-2012 to 1-12-2015 2012年12月2日至2015年12月1日
2,000	1.4100	2-12-2013 to 1-12-2015 2013年12月2日至2015年12月1日
78,700	1.2900	11-04-2011 to 10-04-2016 2011年4月11日至2016年4月10日
57,400	1.2900	11-04-2012 to 10-04-2016 2012年4月11日至2016年4月10日
57,400	1.2900	11-04-2013 to 10-04-2016 2013年4月11日至2016年4月10日
18,700	1.2900	11-04-2014 to 10-04-2016 2014年4月11日至2016年4月10日
218,200		

At the end of reporting period, the Company had 299,970,000 share options outstanding under the Share Option Scheme, which represented approximately 4.96% of the Company's shares in issue as at that date. The exercise in full of the outstanding share options would, under the present capital structure of the Company, result in the issue of 299,970,000 additional ordinary shares of the Company and additional share capital HK\$2,999,700 and share premium of HK\$433,882,800 (before issue expenses).

Subsequent to the end of the reporting period, a total of 34,500,000 shares were exercised, of which have an exercise price of HK\$1.29 per share.

At the date of approval of these financial statements, the Company had 265,470,000 share options outstanding under the Share Option Scheme, which represented approximately 4.39% of the Company's shares in issue as at that date.

#### 34. 購股權(續)

##### (b) 購股權計劃(續)

2012年

於報告期末時，根據購股權計劃，本公司有299,970,000股未行使購股權，相當於本公司當日已發行股份約4.96%。根據本公司現時的資本結構而言，全數行使未行使購股權將會導致本公司發行299,970,000股額外普通股及額外股本2,999,700港元及433,882,800港元股份溢價(扣除發行開支前)。

於報告期末後，合共34,500,000份購股權已被行使，其中的行使價為每股1.29港元。

於該等財務報表批准當日，根據購股權計劃，本公司有265,470,000股未行使購股權，相當於本公司當日已發行股份約4.39%。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

#### 35. Reserves

##### (a) Group

The amounts of the Group's reserves and the movements therein for the current year and the prior year are presented in the consolidated statement of changes in equity on pages 103 to 104 of the financial statements.

Pursuant to the relevant laws and regulations for Sino-foreign joint venture enterprises, a portion of the profits of the Group's subsidiaries which are established in the PRC has been transferred to the statutory reserve which is restricted as to use.

##### (b) Company

#### 35. 儲備

##### (a) 本集團

本集團的儲備金額及於本年度及過往年度的變動乃於財務報表第103至104頁的綜合權益變動表呈列。

根據中外合營企業相關法律及法規，本集團旗下在中國成立的附屬公司的部分利潤已轉撥至用途受限制的法定儲備金。

##### (b) 本公司

		Capital redemption reserve 資本贖回儲備 HK\$'000 千港元	Share option reserve 購股權儲備 HK\$'000 千港元	Share premium account 股份溢價賬 HK\$'000 千港元	Retained profits 保留利潤 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 31 March 2011	於2011年3月31日	204	64,915	3,050,723	309,642	3,425,484
Profit for the year	年內利潤	-	-	-	275,100	275,100
Lapse of share options	購股權失效	-	(15,004)	-	15,004	-
Equity-settled share option arrangement (note 34)	以權益結算的購股權安排(附註34)	-	42,314	-	-	42,314
Proposed final dividends (note 12)	擬派末期股息(附註12)	-	-	-	(449,067)	(449,067)
At 31 March 2012	於2012年3月31日	204	92,225	3,050,723	150,679	3,293,831

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

#### 35. Reserves (Continued)

##### (b) Company (Continued)

#### 35. 儲備(續)

##### (b) 本公司(續)

		Capital redemption reserve 資本贖回儲備 HK\$'000 千港元	Share option reserve 購股權儲備 HK\$'000 千港元	Share premium account 股份溢價賬 HK\$'000 千港元	Retained profits 保留利潤 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 31 March 2012	於2012年3月31日	204	92,225	3,050,723	150,679	3,293,831
Profit for the year	年內利潤	-	-	-	471,248	471,248
Lapse of share options (note 34)	購股權失效(附註34)	-	(28,360)	-	28,360	-
Equity-settled share option arrangement (note 34)	以權益結算的購股權安排(附註34)	-	27,176	-	-	27,176
Final 2012 dividend paid	已付2012末期股息	-	-	-	(4,950)	(4,950)
Exercise of share options (note 34)	行使購股權(附註34)	-	(24,758)	93,398	-	68,640
Proposed final dividends (note 12)	擬派末期股息(附註12)	-	-	-	(605,356)	(605,356)
At 31 March 2013	於2013年3月31日	204	66,283	3,144,121	39,981	3,250,589

#### 36. Acquisition of a Subsidiary

On 30 November 2012, the Group entered into an acquisition agreement with Jining Hydoo Modern Enterprise Company Limited ("Jining Hydoo") to acquire the 100% equity interest in Hydoo Harbin at a cash consideration of RMB500,000,000 (equivalent to HK\$624,950,000). Hydoo Harbin is principally engaged in the development and operation of the large-scale integrated logistics and trade centers in Harbin. The consideration of RMB500,000,000 (equivalent to HK\$624,950,000) has been paid up by 17 January 2013.

In the opinion of the directors, up to the date of acquisition, Hydoo Harbin has not carried out any significant business transactions except for holding certain parcels of land in Harbin. Therefore, Hydoo Harbin acquired by the Group does not constitute a business. The above acquisition has been accounted for by the Group as an acquisition of assets.

#### 36. 收購一家附屬公司

於2012年11月30日，本集團與濟寧豪德現代實業有限公司(「濟寧豪德」)訂立收購協議，以現金代價人民幣500,000,000元(相當於624,950,000港元)收購哈爾濱毅德的100%股本權益。哈爾濱毅德主要從事位於哈爾濱的發展及營運綜合物流及商品交易中心。截至2013年1月17日，人民幣500,000,000元(相當於624,950,000港元)的代價已全部償付。

董事認為，除了持有位於哈爾濱某幾塊宗地外，哈爾濱毅德截至收購日並未進行任何重大商業交易。因此，本集團於以上收購的實體並不構成商業收購，本集團為此以購置資產入賬。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

#### 36. Acquisition of a Subsidiary (Continued)

The net assets acquired by the Group in the above transaction are as follows:

	Note 附註	HK\$'000 千港元
Net assets acquired:		
Property, plant and equipment	14	7,047
Properties under development	16	734,200
Prepayments, deposits and other receivables		229,447
Cash and bank balances		49,169
Trade and other payables		(394,913)
		624,950
Satisfied by:	償付方式：	
Cash	現金	624,950

An analysis of the net outflow of cash and cash equivalents in respect of the acquisition is as follows:

		HK\$'000 千港元
Cash consideration	現金代價	(624,950)
Cash and bank balances acquired	所收購現金及銀行結餘	49,169
Net outflow of cash and cash equivalents included in cash flows from investing activities	投資活動現金流包括之現金及現金等價物流出淨額	(575,781)

#### 37. Pledge of Assets

Details of the Group's bank and other borrowings, which are secured by the assets of the Group, are included in notes 14, 15, 16, 17, 24 and 30 to the financial statements.

#### 36. 收購一家附屬公司(續)

本集團在以上收購交易於收購日之資產淨值如下：

就收購之現金及現金等價物流出淨額分析如下：

#### 37. 資產抵押

以本集團的資產作抵押的銀行及其他借貸詳情載於財務報表附註14、15、16、17、24及30。



## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

### 38. Contingent Liabilities

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

### 38. 或然負債

於各報告期末，財務報表內未有撥備的或然負債如下：

		Group 本集團		Company 本公司	
		2013 HK\$'000 千港元	2012 HK\$'000 千港元	2013 HK\$'000 千港元	2012 HK\$'000 千港元
		Notes 附註			
Guarantees given to banks in connection with facilities granted to:	就以下各方獲授的融資而向銀行提供的擔保：				
A subsidiary	一家附屬公司	(i)	–	400,000	61,645
Third parties	第三方	(ii)	1,366,416	–	–
China South City Enterprise (Heyuan) Co., Ltd. (“Heyuan Enterprise”)	華南城實業(河源)有限公司(「河源實業」)	(iii)	–	–	–
			<b>1,366,416</b>	<b>400,000</b>	61,645

(i) As at 31 March 2013, the banking facilities granted to a subsidiary subject to guarantees given to the banks by the Company were utilised to the extent of approximately HK\$400,000,000 (2012: HK\$61,645,000).

(i) 於2013年3月31日，本公司向銀行提供擔保一家附屬公司獲授的銀行融資中約400,000,000港元(2012年：61,645,000港元)已動用。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

#### 38. Contingent Liabilities (Continued)

- (ii) The Group has provided guarantees in respect of banking facilities granted by certain banks in connection with the mortgage loans entered into by purchasers of the Group's trade centers and residential properties and bank loans entered into by lessees of the Group's residential and commercial properties. Pursuant to the terms of the guarantees, if there is default of the loan payments by these purchasers and lessees, the Group is responsible to repay the outstanding loans together with accrued interest thereon and any penalty owed by the defaulted purchasers and lessees to banks. The Group is then entitled to take over the legal titles and usage rights of the related properties. For trade center units and residential properties sold, the guarantee period commences from the dates of grant of the relevant loans and ends when the purchasers obtain the building ownership certificate which will then be pledged with the banks. For leased residential and commercial properties, the guarantees will be released accordingly along with the repayment of loan principal by the lessees.

The Group did not incur any material losses during the financial years in respect of the guarantees provided for mortgage facilities granted to purchasers and lessees of the Group's properties. The directors consider that in case of default on payments, the net realisable value of the related properties can cover the repayment of the outstanding mortgage loans together with any accrued interest and penalty, and therefore the fair value of the guarantees is not significant.

- (iii) The Group provided guarantees for bank facility in the amount of HK\$78,906,000 to Heyuan Enterprise, as at 31 March 2012. The guarantees provided by the Group for Heyuan Enterprise (a subsidiary was disposed of in September 2011) was released at the end of the reporting period.

#### 38. 或然負債(續)

- (ii) 若干銀行與本集團交易中心及住宅物業買家及本集團住宅及商業物業承租人分別訂立按揭貸款及銀行貸款，本集團就該等銀行貸款提供擔保。根據該等擔保條款，倘該等買家及承租人拖欠貸款還款，本集團負責償還未付貸款，連同應計利息，以及欠款買家及承租人結欠銀行的任何罰金。其後，本集團有權接管相關物業的法律業權及使用權。已售交易中心商舖及住宅物業方面，擔保期由相關貸款授出日期起至買家取得其後抵押予銀行的房地產權證日期止。就租賃住宅及商業物業而言，擔保將隨承租人償還貸款本金解除。

本集團於財政年度內並無因向本集團物業買家及承租人獲授按揭融資所提供擔保錄得任何重大虧損。董事認為，倘出現拖欠款項的情況，相關物業的可變現淨值足以支付未償還按揭貸款連同任何應計利息及罰款，是故擔保公平值並非有重大影響。

- (iii) 本集團就河源實業的銀行融資提供金額於2012年3月31日為78,906,000港元擔保。本集團就河源實業(於2011年9月已出售的一家附屬公司)提供的擔保於報告期末解除。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

### 39. Operating Lease Arrangements

#### (a) As lessor

The Group leases its investment properties (note 15) and properties sold with cooperation and leasing arrangements with the purchasers under operating lease arrangements negotiated for terms ranging from 1 to 10 years. The terms of the leases also require the tenants to pay security deposits.

At the end of each reporting period, the Group had total future minimum lease receivables under non-cancellable operating leases with its tenants falling due as follows:

#### Group

		2013 HK\$'000 千港元	2012 HK\$'000 千港元
Within one year	一年內	192,169	174,322
In the second to fifth years, inclusive	第二至第五年(包括首尾兩年在內)	444,175	246,209
After five years	五年後	530,666	151,645
		<b>1,167,010</b>	572,176

#### (b) As lessee

The Group leases certain of its land and buildings, vehicles and properties under operating lease arrangements. Leases are negotiated for terms ranging from one to five years.

At the end of each reporting period, the Group and the Company had total future minimum lease payments under non-cancellable operating leases falling due as follows:

		Group 本集團		Company 本公司	
		2013 HK\$'000 千港元	2012 HK\$'000 千港元	2013 HK\$'000 千港元	2012 HK\$'000 千港元
Within one year	一年內	127,525	78,167	1,382	1,441
In the second to fifth years, inclusive	第二至第五年 (包括首尾兩年在內)	509,821	70,472	-	1,382
Total	總計	<b>637,346</b>	148,639	<b>1,382</b>	2,823

### 39. 經營租賃安排

#### (a) 作為出租人

本集團根據經營租賃安排租賃其投資物業(附註15)及與買家的合作及租賃安排的已出售物業，並磋商1至10年的租賃期。租賃條款亦規定租戶支付押金。

於各報告期末，本集團根據與租戶訂立的不可註銷經營租賃按下列到期日之未來最低應收租金總額如下：

#### 本集團

#### (b) 作為承租人

本集團以經營租賃安排租賃若干土地及房屋、汽車及已售物業，並磋商一至五年的租賃期。

於各報告期末，本集團及本公司根據不可註銷經營租賃按下列到期日之未來最低租金總額如下：

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

#### 40. Commitments

In addition to the operating lease commitments detailed in note 39(b) above, the Group had the following commitments at the end of each reporting period:

Group		本集團	
		2013 HK\$'000 千港元	2012 HK\$'000 千港元
Contracted, but not provided for: Properties under development	已訂約但未撥備： 發展中物業	3,636,413	3,129,592

#### 40. 承擔

除上文附註39(b)詳述的經營租賃承擔外，於各報告期末，本集團有下列承擔：

#### 41. Related Party Transactions

(a) In addition to the transactions disclosed elsewhere in the financial statements, the Group had the following material transactions with related parties during the year:

Group		本集團		
		Notes 附註	2013 HK\$'000 千港元	2012 HK\$'000 千港元
Companies in which a director of the Company is a controlling shareholder:	本公司董事擔任控股股東的公司：			
Rental expense and related service fees for office building	辦公樓的租金開支及相關服務費用	(i)	1,828	1,822
Rental expense for trade centers	交易中心的租金開支	(ii)	725	819

Notes:

- (i) On 23 February 2011, the Company entered into a lease agreement for the period from 17 March 2011 to 16 March 2014 with Man Sang International Limited, a company of which a director of the Company is a controlling shareholder. The total lease expense in 2014 to be approximately HK\$1,800,000. The rental expense and related service fees for the office building for the year were related to the leasing of office space provided to the Group by Man Sang International Limited. The fees were based on terms mutually agreed between both parties.
- (ii) The rental expense was related to leasing of trade centers provided to the Group by related parties. The rental was based on terms mutually agreed between the parties.

#### 41. 關連人士交易

(a) 除財務報表另有披露的交易外，於年內，本集團與關連人士進行了下列重大交易：

附註：

- (i) 於2011年2月23日，本公司與民生國際有限公司(本公司一名董事乃其控股股東)訂立於租賃期由2011年3月17日至2014年3月16日。2014年的總租賃開支約為1,800,000港元。年內，辦公樓的租金開支及相關服務費用與民生國際有限公司向本集團出租辦公室面積有關。有關費用根據雙方協定條款計算。
- (ii) 租金收入與關連人士向本集團出租交易中心有關。租金按各方相互協定的條款釐定。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

#### 41. Related Party Transactions (Continued)

##### (b) Other transaction with a related party

During the year, Harbin China South City Company Limited, an indirect wholly-owned subsidiary of the Company entered into an acquisition agreement with Jining Hydoo to acquire a subsidiary. Jining Hydoo was indirectly beneficially owned by Mr. Wang Choi Hing, a director of Xi'an China South City Company Limited. Further details of the transaction are included in note 36 to the financial statements.

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

- (i) Details of the Group's amounts due from/to its jointly-controlled entity and associate as at the end of each reporting period are disclosed in notes 20 and 21, respectively.
- (ii) As disclosed in the consolidated statement of financial position, the balance due to non-controlling interests was fully repaid (2012: HK\$53,113,000) as at the end of the reporting period.

##### (d) Compensation of key management personnel of the Group:

Group

		2013 HK\$'000 千港元	2012 HK\$'000 千港元
Short term employee benefits	短期僱員福利	53,951	36,137
Post-employment benefits	離職後福利	30	24
Share-based payments	以權益結算的購股權開支	14,504	3,468
Total compensation paid to key management personnel	支付予主要管理人員的薪酬總額	68,485	39,629

Further details of directors' emoluments are included in note 8 to the financial statements.

The related party transactions in respect of rental expense and related service fees for office buildings above also constitute connected transactions or continuing connected transactions as defined in Chapter 14A of the Listing Rules.

#### 41. 關連人士交易(續)

##### (b) 其他關連交易

本年內哈爾濱華南城有限公司(一家間接全資附屬公司)·與濟寧豪德訂立收購一家附屬公司的協議。王再興先生為濟寧豪德間接擁有人·彼亦為西安華南城其中一位董事·有關交易詳細資料已於本財務報表中的附註36披露。

##### (c) 與關連人士之間的未結付結餘:

- (i) 本集團於各報告期末的應收/應付一家共同控制實體及一家聯營公司款項詳情分別在附註20及21披露。
- (ii) 於綜合財務狀況表中披露·本集團於申報日期結束時已全數付清應付非控股權益款項(2012年: 53,113,000港元)。

##### (d) 本集團主要管理人員薪酬:

本集團

董事酬金的進一步詳情載於財務報表附註8。

上述有關辦公樓的租金開支及相關服務費用的關連人士交易亦構成上市規則第14A章定義的關連交易或持續關連交易。



## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

#### 42. Financial Instruments by Category

Other than held for trading investments at fair value through profit or loss as financial assets at fair value through profit or loss as disclosed in note 27 to the financial statements designated as such upon initial recognition, all financial assets and liabilities of the Company and the Group as at 31 March 2013 and 2012 are loans and receivables and financial liabilities stated at amortised cost, respectively.

#### 43. Fair Value Hierarchy

The Group's financial assets mainly include cash and bank balances, receivables and held for trading investments at fair value through profit or loss.

The Group's financial liabilities mainly include interest-bearing bank and other borrowing, senior notes and payables.

Except as indicated below, the carrying amounts of the Group's and the Company's financial instruments as at 31 March 2013 and 2012 are approximate to their fair values.

##### Group and Company

		Carrying amounts		Fair values	
		賬面值		公平值	
		2013	2012	2013	2012
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Senior notes	優先票據	2,853,402	1,844,984	2,991,726	1,669,432

The fair value of senior notes is calculated using the market price on 31 March 2013.

As at 31 March 2013 and 2012, the Group's financial instruments which comprised held for trading investments at fair value through profit or loss were measured at fair value. The fair values of held for trading investments at fair value through profit or loss are based on quoted market prices.

#### 42. 金融工具分類

除財務報表附註27所披露的透過損益以公平值列賬之持作買賣投資作為金融資產按公平值於損益中記賬並於初步確認時指定為此外，於2013年及2012年3月31日，本公司和本集團的所有金融資產和負債分別為貸款與應收款項及按攤銷成本入賬的金融負債。

#### 43. 公平值等級

本集團的金融資產主要包括現金及銀行結餘、應收款項和透過損益以公平值列賬之持作買賣投資。

本集團的金融負債主要包括計息銀行及其他借貸、優先票據和應付款項。

除如下所示，本集團和本公司的金融工具於2013及2012年3月31日之賬面值接近其公平值。

##### 本集團及本公司

優先票據的公平值乃按2013年3月31日的市場價計算。

於2013年及2012年3月31日，本集團的金融工具中的透過損益以公平值列賬之持作買賣投資是以公平值計量。其公平值是基於市場的報價。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

#### 43. Fair Value Hierarchy (Continued)

##### Fair value hierarchy

The Group uses the following hierarchy for determining and disclosing the fair values of financial instruments:

Level 1: fair values measured based on quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2: fair values measured based on valuation techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly

Level 3: fair values measured based on valuation techniques for which any inputs which have a significant effect on the recorded fair value are not based on observable market data (unobservable inputs)

Assets measured at fair value:

##### Group

		Level 1 第一級 HK\$'000 千港元	Level 2 第二級 HK\$'000 千港元	Level 3 第三級 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>As at 31 March 2013</b>	<b>於2013年3月31日</b>				
Held for trading investments at fair value through profit or loss (note 27)	透過損益以公平值列賬之持作買賣投資(附註27)	117,643	-	-	117,643
		Level 1 第一級 HK\$'000 千港元	Level 2 第二級 HK\$'000 千港元	Level 3 第三級 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>As at 31 March 2012</b>	<b>於2012年3月31日</b>				
Held for trading investments at fair value through profit or loss (note 27)	透過損益以公平值列賬之持作買賣投資(附註27)	111,986	-	-	111,986

During the year, there were no transfers of fair value measurements between Level 1 and 2 and no transfer into or out of Level 3 (2012: Nil).

#### 43. 公平值等級(續)

##### 公平值等級

本集團運用下列等級，以取決及披露金融工具之公平值：

第一級：以可供識別資產或負債於活躍市場之報價(未經調整)為基準計量之公平值

第二級：以對可直接或間接觀察已記錄公平值具重大影響之輸入數據的評估方法計量之公平值

第三級：以對已記錄公平值具重大影響，而沒有可觀察市場數據(非可觀察投入)之輸入數據的評估方法計量之公平值

按公平值計量之資產：

##### 本集團

年內，公平值計量於第一級別與第二級別之間並無轉換及無轉入或轉出至第三級別(2012年：無)。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

#### 44. Financial Risk Management Objectives and Policies

The Group's principal financial instruments comprise bank and other loans, senior notes, and cash and short-term deposits. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets such as trade receivables, which arise directly from its operations.

The main risks arising from the Group's financial instruments are interest rate risk, credit risk, liquidity risk, foreign exchange risk and equity price risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

##### Interest rate risk

The Group's exposure to interest rate risk relates primarily to the Group's borrowings. The interest rates and terms of repayment of the Group's borrowings are disclosed in notes 30 and 31 to the financial statements. The Group's policy is to obtain the most favourable interest rates available for its borrowings.

The Group will constantly assess the interest rate risk it encounters to decide whether it is required to hedge against the possible interest rate risk that may arise.

On 31 March 2013, if the interest rate of bank borrowings had increased/decreased by 0.5% and all other factors remained unchanged, the profit after tax for the year of the Group would have decreased/increased by approximately HK\$29,795,000 (2012: HK\$17,900,000).

##### Credit risk

The credit risk of the Group's financial assets, which comprise cash and cash equivalents, trade and other receivables, arises from default of the counterparty, with a maximum exposure equal to the carrying amounts of these instruments. The Group is also exposed to credit risk through the granting of financial guarantees, further details of which are disclosed in note 38(ii) to the financial statements.

#### 44. 財務風險管理目標及政策

本集團主要金融工具包括銀行及其他貸款、優先票據、現金及短期存款。該等金融工具主要為本集團業務籌集資金。本集團亦擁有多項其他金融資產，例如直接從業務營運產生的應收貿易賬款。

本集團金融工具所產生的主要風險包括利率風險、信貸風險、流動資金風險、外匯風險及股價風險。董事會對管理上述各項風險的政策進行檢討及協定，該等風險概述如下。

##### 利率風險

本集團面臨的利率風險主要與本集團的借貸相關。本集團借貸的利率及還款期於財務報表附註30及31中披露。本集團的政策是為其借貸取得最有利的利率。

本集團將持續評估所遇到的利率風險以決定是否需要對沖可能產生的利率風險。

於2013年3月31日，倘銀行借貸的利率上升／下降0.5%及所有其他因素保持不變，則本集團本年度稅後利潤將會減少／增加約29,795,000港元（2012年：17,900,000港元）。

##### 信貸風險

本集團金融資產包括現金及現金等價物、應收貿易賬款及其他應收款項的信貸風險來自對方拖欠付款，而可能拖欠的最高金額等於此等工具的賬面值。本集團亦因提供財務擔保而面對信貸風險，有關詳情於財務報表附註38(ii)中披露。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

#### 44. Financial Risk Management Objectives and Policies (Continued)

##### Credit risk

To manage the risk, deposits are mainly placed with licensing banks which are all high credit quality financial institutions. The Group trades only with recognised and creditworthy third parties. For the sales of properties, the Group has policies in place to ensure that sales are made to buyers with appropriate financial strength and appropriate percentage of down payments. The Group would not release the property ownership certificates to the buyers before the buyers fully settle the payment. It also has other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews regularly the recoverable amount of each individual trade receivable to ensure that adequate impairment losses are made for irrecoverable amounts. With exposure spread over a number of counterparties and customers, the Group has no significant concentrations of credit risk.

Further quantitative data in respect of the Group's exposure to credit risk arising from trade receivables are disclosed in note 25 to the financial statements.

##### Liquidity risk

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank loans.

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, was as follows:

##### Group

		2013					Total
		On demand	Within one year	One to two years	Two to five years	Beyond five years	Total
		應要求	一年內	第一至二年	第二至五年	五年後	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Amount due to an associate	應付一家聯營公司款項	3,141	-	-	-	-	3,141
Financial liabilities included in trade and other payables	計入應付貿易及其他應付款項的金融負債	-	4,372,835	-	-	-	4,372,835
Senior notes	優先票據	-	385,398	385,398	3,503,448	-	4,274,244
Financial guarantee granted to third parties	對第三方授予財務擔保	1,366,416	-	-	-	-	1,366,416
Interest-bearing bank and other borrowings	計息銀行及其他借貸	84,995	4,778,186	1,936,639	2,482,214	848,952	10,130,986
Total	總計	1,454,552	9,536,419	2,322,037	5,985,662	848,952	20,147,622

#### 44. 財務風險管理目標及政策(續)

##### 信貸風險

為管理風險，本集團主要將存款存入持牌銀行，彼等均為高信貸質素的金融機構。除了出售物業，本集團僅與知名及具信譽的第三方進行交易。就出售物業方面，本集團已實行政策確保向具有適當財務實力及支付適當百分比首期付款的買家作出銷售。在買家全數清償付款前，本集團不會向其發出房產證。本集團亦擁有其他監控程序以確保採取跟進措施收回逾期款項。此外，本集團定期審閱每名個人的貿易應收賬款的可收回金額，以確保就不可收回金額作出足夠的減值虧損列賬。本集團並無任何重大集中信貸風險，而所面對的風險分散到多名交易對手及客戶。

有關本集團就貿易應收賬款的信貸風險所承擔的風險的進一步量化數據於財務報表附註25中披露。

##### 流動資金風險

本集團的目標是透過使用銀行貸款，維持資金持續性與靈活性之間的平衡。

本集團於申報期間結束時的金融負債的到期資料(按照合同未折現付款)如下：

##### 本集團

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

#### 44. Financial Risk Management Objectives and Policies (Continued)

##### Liquidity risk (Continued)

#### 44. 財務風險管理目標及政策

(續)

##### 流動資金風險(續)

		2012					Total 總計
		On demand 應要求 HK\$'000 千港元	Within one year 一年內 HK\$'000 千港元	One to two years 第一至二年 HK\$'000 千港元	Two to five years 第二至五年 HK\$'000 千港元	Beyond five years 五年後 HK\$'000 千港元	
Amount due to an associate	應付一家聯營公司款項	-	-	3,094	-	-	3,094
Financial liabilities included in trade and other payables	計入應付貿易及其他應付款項的金融負債	-	3,308,612	-	-	-	3,308,612
Senior notes	優先票據	-	253,773	253,773	2,387,346	-	2,894,892
Interest-bearing bank and other borrowings	計息銀行及其他借貸	240,097	2,719,840	684,870	1,165,199	514,334	5,324,340
Financial guarantee granted to third parties	對第三方授予財務擔保	431,545	-	-	-	-	431,545
Amount due to non-controlling interests	應付非控股權益款項	-	-	53,113	-	-	53,113
<b>Total</b>	<b>總計</b>	<b>671,642</b>	<b>6,282,225</b>	<b>994,850</b>	<b>3,552,545</b>	<b>514,334</b>	<b>12,015,596</b>



## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

#### 44. Financial Risk Management Objectives and Policies (Continued)

##### Liquidity risk (Continued)

The maturity profile of the Company's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, was as follows:

##### Company

		2013				
		On demand	Within one year	One to two years	Two to five years	Total
		應要求	一年內	第一至二年	第二至五年	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Due to subsidiaries	應付附屬公司款項	35,924	-	-	-	35,924
Financial liabilities included in other payables, accruals and deposits received	計入其他應付款項、應計項目及已收按金的金融負債	-	72,534	-	-	72,534
Financial guarantee granted to a subsidiary	對一家附屬公司授予財務擔保	-	400,000	-	-	400,000
Senior notes	優先票據	-	385,398	385,398	3,503,448	4,274,244
Total	總計	35,924	857,932	385,398	3,503,448	4,782,702

#### 44. 財務風險管理目標及政策 (續)

##### 流動資金風險(續)

本公司於申報期間結束時的金融負債到期狀況(按照合同未折現付款)如下：

##### 本公司

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

#### 44. Financial Risk Management Objectives and Policies (Continued)

##### Liquidity risk (Continued)

#### 44. 財務風險管理目標及政策

(續)

##### 流動資金風險(續)

		On demand	Within one year	One to two years	Two to five years	Total
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Due to subsidiaries	應付附屬公司款項	899	-	-	-	899
Financial liabilities included in other payables, accruals and deposits received	計入其他應付款項、應計項目及已收按金的金融負債	-	35,453	-	-	35,453
Financial guarantee granted to a subsidiary	對一家附屬公司授予財務擔保	-	61,645	-	-	61,645
Senior notes	優先票據	-	253,773	253,773	2,387,346	2,894,892
Total	總計	899	350,871	253,773	2,387,346	2,992,889

##### Foreign exchange risk

The Group's only investment in Mainland China remains its operating vehicle, which solely conducts business within Mainland China. Except for interest payables, repayment of foreign currency loans obtained to finance the Group's operations and any potential future dividend its subsidiaries might be declared of to its shareholders, the bulk of Group's revenue, capital investment and expenses are denominated in RMB. At the date of approval of the financial statements, the Group had not experienced any difficulties in obtaining government approval for its necessary foreign exchange purchases. During the year, the Group did not issue any financial instruments for hedging purposes.

##### 外匯風險

本集團在中國大陸僅有的投資項目仍為其經營公司，該公司僅在中國大陸經營業務。除應付利息、本集團撥資營運所需而取得的外幣貸款的還款以及其附屬公司可能向其股東宣派的任何潛在股息外，本集團大部分收入、資本投資及開支均以人民幣為單位。於財務報表批准日期，本集團在申領政府批文以購買所需外匯方面，從未遇上任何困難。年內，本集團並無為對沖目的而發行任何金融工具。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

#### 44. Financial Risk Management Objectives and Policies (Continued)

##### Foreign exchange risk (Continued)

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in the RMB exchange rate, with all other variables held constant, of the Group's profit before tax (due to changes in the fair value of monetary assets and liabilities).

##### Group

		Changes in RMB rate 人民幣匯率變動 %	Increase/ (decrease) in profit before tax 稅前利潤增加/ (減少) HK\$'000 千港元
2012	2012年		
If Hong Kong dollar weakens against RMB	倘港元兌人民幣轉弱	5	9,981
If Hong Kong dollar strengthens against RMB	倘港元兌人民幣轉強	3	(5,989)
2013	2013年		
If Hong Kong dollar weakens against RMB	倘港元兌人民幣轉弱	5	5,214
If Hong Kong dollar strengthens against RMB	倘港元兌人民幣轉強	3	(3,218)

##### Equity price risk

The equity price risk of the Group mainly arises from the changes in market prices for held for trading investments at fair value through profit or loss. The book values of this type of financial assets held by the Group are recognised according to market quotes as at the end of the reporting period.

On 31 March 2013, if the price of listed equity securities held by the Group had increased/decreased by 10%, and all other factors remained unchanged and excluding tax items, the book values of the listed equity securities of the Group would have increased/decreased by HK\$11,764,000 (2012: HK\$11,199,000).

#### 44. 財務風險管理目標及政策(續)

##### 外匯風險(續)

下表顯示在所有其他變量維持不變的情況下，本集團稅前利潤於報告期末對人民幣匯率的可能合理變動的敏感度，有關稅前利潤的變動乃因貨幣資產及負債的公平值出現變動所致。

##### 本集團

##### 股價風險

本集團的股價風險主要來自透過損益以公平值列賬的持作買賣投資的市價變動。此類由本集團持有金融資產的賬面值乃根據申報期間結束時的市場報價確認。

於2013年3月31日，倘本集團持有的上市股權證券的價格上升/下跌10%，而所有其他因素均保持不變(不包括稅項)，則本集團的上市股權證券的賬面值將增加/減少11,764,000港元(2012年：11,199,000港元)。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

#### 44. Financial Risk Management Objectives and Policies (Continued)

##### Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2013 and 31 March 2012.

The Group monitors capital using a gearing ratio, which is net debt divided by the total equity. Net debt includes interest-bearing bank and other borrowings, senior notes, less cash and cash equivalents and restricted cash. The gearing ratios as at the end of the reporting period were as follows:

##### Group

		2013 HK\$'000 千港元	2012 HK\$'000 千港元
Senior notes (note 31)	優先票據(附註31)	2,853,402	1,844,984
Interest-bearing bank and other borrowings (note 30)	計息銀行及其他借貸(附註30)	8,999,995	4,773,382
Less: Cash and cash equivalents and restricted cash (note 28)	減: 現金及現金等價物及受限制現金(附註28)	(6,777,842)	(3,831,987)
Net debt	債務淨額	5,075,555	2,786,379
Total equity	權益總額	16,042,761	12,995,291
Gearing ratio	資本負債比率	32%	21%

#### 44. 財務風險管理目標及政策

(續)

##### 資本管理

本集團資本管理的首要目標是為了確保本集團持續發展及穩健資本比率的能力，以支持其業務運作及實現最大股東價值。

本集團根據經濟情況的變動及相關資產的風險特色，管理其資本結構並對其作出調整。為維持或調整資本結構，本集團可能會調整向股東派發的股息付款、向股東返還資本或發行新股。本集團毋須遵守任何外界施加的資本規定。截至2013年3月31日及2012年3月31日止年度，並無更改資本管理的目標、政策或程序。

本集團採用資本負債比率(債務淨額除以權益總額)監控資本情況。債務淨額包括計息銀行及其他借貸、優先票據減現金及現金等價物及受限制現金。於報告期末，資本負債比率如下：

##### 本集團

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

### 財務報表附註(續)

31 March 2013 2013年3月31日

#### 45. Events After the Reporting Period

- (a) On 9 April 2013, ASEAN City (BVI) Limited, a wholly-owned subsidiary of the Company, issued convertible notes in principal amount of HK\$975,000,000 (the “Convertible Notes”). The Convertible Notes are listed on the Singapore Exchange Securities Trading Limited. The Convertible Notes carry interest at the rate of 6.5% per annum, payable semi-annually on April 9 and October 9 in arrears, and will mature in 2018. The offering price was at 100% of the principal amount of the Convertible Notes.
- (b) In May 2013, Hefei China South City Company Limited (“CSC Hefei”), a wholly-owned subsidiary of the Company, has successfully bid for the land use rights for the first batch of land located in Feixi County, Hefei City, Anhui Province, the PRC, with a total site area of approximately 1,356,000 sq.m. at a total consideration of RMB1,034,650,000 (equivalent to approximately HK\$1,293,209,000) at the auction held on 10 May 2013, 22 May 2013 and 29 May 2013 in which the land was put up for tender, auction and listing-for-sale by the Hefei Land Resources Bureau. Auction confirmations have been entered into between the Feixi Land Resources Bureau and CSC Hefei in respect of the acquisition of land. The land will be used for the development of the Hefei project.

#### 46. Approval of the Financial Statements

The financial statements were approved and authorised for issue by the board of directors on 24 June 2013.

#### 45. 報告期間結束後事項

- (a) 於2013年4月9日，東盟城(BVI)有限公司(一家由本公司擁有全部權益的附屬公司)發行本金額為975,000,000港元的可換股票據(「可換股票據」)。可換股票據於新加坡證券交易所有限公司上市。可換股票據年利率為6.5%，每半年於4月9日及10月9日期後支付，並將於2018年到期。發售價為可換股票據本金額的100%。
- (b) 於2013年5月，本公司全資附屬公司合肥華南城有限公司(「合肥華南城」)於2013年5月10日，2013年5月22日及2013年5月29日舉行之拍賣，(其中合肥市國土資源局就該土地招標、拍賣及掛牌)中成功競投得位於中國合肥市安徽縣、總佔地面積約1,356,000平方米首批土地之土地使用權，總價值為人民幣1,034,650,000(相等於約1,293,209,000港元)。合肥市國土資源局與合肥華南城已就收購土地簽訂成交確認書。該土地將用作發展合肥項目。

#### 46. 批核財務報表

董事會於2013年6月24日批准及授權刊發財務報表。







華南城

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