



鴻隆控股
HONG LONG
Holdings

鴻隆控股有限公司
Hong Long Holdings Limited

(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立的有限公司)

(Stock Code 股份編號: 1383)



中期報告
Interim Report **2007**

Corporate Information	2	公司資料
Corporate Development	4	公司發展歷程
Business Scope	5	公司的業務結構
Management Discussion and Analysis	6	管理層討論及分析
Independent Review Report	17	獨立審閱報告
Consolidated Income Statement	19	綜合利潤表
Consolidated Balance Sheet	20	綜合資產負債表
Consolidated Statement of Changes in Equity	22	綜合權益變動表
Condensed Consolidated Cash Flow Statement	23	簡明綜合現金流量表
Notes to the Unaudited Interim Financial Report	24	未經審核中期財務報告附註
Other Information	47	其他資料

BOARD OF DIRECTORS

Executive Directors

Mr. ZENG Yunshu (*Chairman and President*)
Dr. HAN Qinchun (*Vice Chairman and Co-President*)
Mr. ZENG Sheng (*Vice Chairman and Co-President*)
Ms. YE Qingdong (*Vice President*)
Mr. OUYANG Junxin

Non-Executive Directors

Mr. ZHANG Huaqiao
Mr. CHEN Junyu

Independent Non-Executive Directors

Dr. LI Jun
Mr. CHEUNG Ngai Lam
Ms. LIN Wei Fang

AUTHORISED REPRESENTATIVES

Mr. ZENG Yunshu
Dr. HAN Qinchun

COMPANY SECRETARY AND QUALIFIED ACCOUNTANT

Mr. CHU Kin Wang, Peleus (*FCPA, FCCA, ACIS*)

AUDITORS

KPMG

COMPLIANCE ADVISER

Mega Capital (Asia) Company Limited

REGISTERED OFFICE

Cricket Square
Hutchins Drive
P.O. Box 2681
George Town
Grand Cayman KY1-1111
Cayman Islands

PRINCIPAL PLACE OF BUSINESS IN THE PRC

Level 8, Hong Long Building
Nanhai Avenue
Nanshan District
Shenzhen, Guangdong Province
The PRC

董事會

執行董事

曾雲樞先生 (*主席及總裁*)
韓秦春博士 (*副主席及聯席總裁*)
曾勝先生 (*副主席及聯席總裁*)
葉慶東女士 (*副總裁*)
歐陽俊新先生

非執行董事

張化橋先生
陳軍余先生

獨立非執行董事

李 珺博士
張毅林先生
林偉芳女士

授權代表

曾雲樞先生
韓秦春博士

公司秘書及合資格會計師

朱健宏先生 (*FCPA、FCCA、ACIS*)

核數師

畢馬威會計師事務所

合規顧問

兆豐資本(亞洲)有限公司

註冊辦事處

Cricket Square
Hutchins Drive
P.O. Box 2681
George Town
Grand Cayman KY1-1111
Cayman Islands

中國主要營業地點

中國
廣東省深圳
南山區
南海大道
鴻隆大廈8樓

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Suite 6403
64/F, Central Plaza
18 Harbour Road
Wanchai
Hong Kong

香港主要營業地點

香港
灣仔
港灣道18號
中環廣場64樓
6403室

**PRINCIPAL SHARE REGISTRAR AND TRANSFER
OFFICE IN CAYMAN ISLANDS**

Butterfield Fund Services (Cayman) Limited
Butterfield House
68 Fort Street
P.O. Box 705
George Town
Grand Cayman
Cayman Islands

開曼群島主要股份過戶登記處

Butterfield Fund Services (Cayman) Limited
Butterfield House
68 Fort Street
P.O. Box 705
George Town
Grand Cayman
Cayman Islands

**HONG KONG BRANCH SHARE REGISTRAR
AND TRANSFER OFFICE**

Tricor Investor Services Limited
26th Floor
Tesbury Centre
28 Queen's Road East
Hong Kong

香港股份過戶登記分處

卓佳證券登記有限公司
香港
皇后大道東28號
金鐘匯中心26樓

PRINCIPAL BANKERS

In Hong Kong:

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

主要往來銀行

在香港：

香港上海滙豐銀行有限公司
中國銀行(香港)有限公司

In the PRC:

China Bank of Communications
Agricultural Bank of China
Shenzhen Rural Commercial Bank
Hua Xia Bank

在中國：

中國交通銀行
中國農業銀行
深圳農村商業銀行
華夏銀行

INVESTOR RELATIONS

For other information relating to the Company, please contact
Corporate Communications Department
website: www.hkg.net
e-mail: ir@hkg.net

投資者關係

有關本公司的其他資料
請聯絡企業傳訊部
網址：www.hkg.net
電郵：ir@hkg.net

CORPORATE DEVELOPMENT

公司發展歷程

KEY MILESTONES FOR HONG LONG HOLDINGS LIMITED AND ITS SUBSIDIARIES (COLLECTIVELY "THE GROUP")

鴻隆控股有限公司及其附屬公司(統稱為「集團」)業務發展里程碑



<1383 HK>

■ Feb 2007, Listed on Main Board of Hong Kong Stock Exchange
2007年2月，公司於香港聯合交易所主板上市

■ Apr 2007, acquired Shenzhen **Yifeng Plaza**
2007年4月，收購深圳**藝豐廣場**

■ June 2007, entered into agreement to acquire 50% of Trisum Investment, the project company of **Nam Fong Garden** in Guangzhou. The acquisition has been completed in August 2007
2007年6月協議收購廣州**南方花園**項目豐深投資50%股權。此收購已於2007年8月完成

■ July 2007, acquired **Wenxin Garden** in Meizhou
2007年7月，收購**梅州溫馨花園**

Since its establishment in 2000, the Group has quickly established itself as a reputable property developer in Guangdong Province

自2000年開始運營以來，本集團迅速成長為廣東省知名的房地產開發商

The Company's business scope as of 25 September, 2007 was as follows: 於2007年9月25日，公司業務範圍如下：



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

OPERATIONS AND FINANCIAL HIGHLIGHTS:

- Revenue of the Group in the first half of 2007 was RMB214,796,000, representing an increase of RMB200,812,000 (or 1,436.0%) over the same period of 2006.
- Profit attributable to equity holders of the Company for the first half of 2007 was RMB61,459,000, representing an increase of RMB58,803,000 (or 2,214.0%) over the same period of 2006.
- Basic earnings per share for the first half of 2007 was RMB5.93 cents, representing an increase of RMB5.67 cents over the corresponding period of 2006 (or 2,180.8%).
- Strong property portfolio base (including property for own uses, for investment, for future development, under development and leased by the Group) of RMB2.69 billion per independent valuation as at 30 June 2007. Out of which RMB1.13 billion of investment property has been stated at fair value in the Balance Sheet.
- In addition to the existing developments of approximately 1,000,000 square meters in gross floor area, the Group continues to pursue further expansion in land reserve and is optimistic about the future prospect.

營運及財務摘要：

- 2007年上半年本集團的收入為人民幣214,796,000元，較2006年同期增加人民幣200,812,000元(即1,436.0%)。
- 2007年上半年本公司股東應佔利潤為人民幣61,459,000元，較2006年同期增加人民幣58,803,000元(即2,214.0%)。
- 2007年上半年本公司每股基本盈利為人民幣5.93仙，較2006年同期增加人民幣5.67仙(即2,180.8%)。
- 本集團擁有雄厚的物業組合(包括自用、投資物業、將來發展項目、發展中物業及租賃權益)基礎，按獨立評估報告，於2007年6月30日的公平值約人民幣26.9億元。其中，人民幣11.3億元屬於投資物業，並以此公平值在資產負債表上列帳。
- 除總建築面積約1,000,000平方米的現有發展項目外，本集團繼續尋求進一步拓展土地儲備並對前景充滿信心。

BUSINESS AND OPERATION REVIEW

Group Strategy

The Group is principally engaged in the development of mid-range residential and commercial properties as well as commercial properties leasing in Guangdong Province, China. Up to now, the Group's property development projects are focused in four cities, namely Shenzhen, Guangzhou, Huizhou and Meizhou and product categories consist of residential properties, commercial properties and office buildings.

A rapid growing economy in China and ever increasing demands in the residential and commercial property markets will generate more business opportunities for the Group. In sound market conditions, the Group will further strengthen product innovative design, improve customer service and enhance product advertising so as to increase customers' brand loyalty to 'Hong Long • Quality Residence' (鴻隆·素質人居).

Having 'Innovation Brings Future' (「創新成就未來」) as its development philosophy, the Group will continue to increase the development of quality mid-range residential properties and commercial properties and expand the commercial property leasing business to reward the long-term support of shareholders. In the second half of the year, the Group will continue to source land with vast development potential focusing in the cities of Shenzhen, Guangzhou, Huizhou and Meizhou in Guangdong province and second and third-rank cities in the middle and northern regions of China with fast economic growth, and aim to become one of the major competitive developers in Guangdong province, China.

業務及營運回顧

集團策略

本集團主要在中國廣東省從事中檔住宅、商業物業的開發和商業物業的租賃業務。截至到目前為止，本集團的房地產開發項目集中在深圳、廣州、惠州和梅州4個城市，產品類別包括住宅物業、商業物業及辦公室大樓。

面對中國經濟快速增長，住宅、商業房地產市場的需要持續增加，這將為本集團帶來更多商機。在良好的市況下，本集團將進一步強化產品的創新設計、優化客戶服務、加強品牌宣傳，從而提高客戶對於「鴻隆·素質人居」的品牌忠誠度。

秉承「創新成就未來」的開發理念，本集團將繼續增加開發優質中檔住宅及商業物業，並拓展商業物業的租賃業務，以回饋股東的長期支持。下半年本集團將繼續物色具有龐大發展潛力的土地，其中重點包括位於中國廣東省的深圳、廣州、惠州、梅州等城市以及中國起步經濟快速增加的中部、北部二、三線城市，爭取成為中國廣東省富有競爭力的主要發展商之一。

Market Review

In the first half of 2007, the Chinese economy maintained rapid growth. According to the National Bureau of Statistics of China, gross national product (GNP) for the first half of 2007 was RMB 10.6789 trillion, a 11.5% growth over the corresponding period last year. Furthermore, total retail sales of consumer goods amounted to RMB 2.8525 trillion, a 15.9% growth over the corresponding period last year, whereas growth in residential sales was 15.2%. Urban and rural residents' income continued to grow rapidly and average per capita disposable income amounted to RMB 7,052, a 14.2% growth over the corresponding period last year. Further, property investment for the first half of the year amounted to RMB 988.7 billion, a 28.5% growth over the corresponding period last year, and 4.3% faster than the corresponding period last year and 1.6% faster than the first quarter. Such growths demonstrate that urban and rural disposable income have a positive influence to the property market.

The property markets in various provinces recorded stable growth in the first half of the year. As shown by the data from the Bureau of Statistics of Guangdong Province, for the first half of the year, the average selling price for commodity housing (including residential properties, offices and shops) in provinces was RMB 5,887/square meter ("s.m."), an increase of 18.1% over the corresponding period last year, whereas the average selling price in Guangzhou was RMB 7,743/s.m., a growth of 25.8%; in Shenzhen, the average selling price of residential housing was even as high as RMB 13,178/s.m., an increase of 42.1%. As shown by the research report data on the property market of Huizhou City in the first half of 2007, average selling price for residential housing in Huizhou increased from RMB 2,661/s.m. to RMB 4,092/s.m. in the first half of last year, an increase of 53.7% over the corresponding period last year.

To ensure the healthy growth of the property market, during the period the government continued to introduce a number of housing-purchase measures concerning land, property and credit, including upward adjustment of benchmark interest rate for banking facilities, the imposition of property sales tax and the restrictions on purchases of property by foreigners. The new policies created more challenges for smaller property developers that have difficulty in financing, and the property market will gradually consolidate. We believe there will be greater expansion and development opportunities for property developers having extensive financing channels, strong competitiveness and superb brands.

市場回顧

中國經濟於2007年上半年保持高速增長。根據中國國家統計局資料顯示，2007年上半年國民生產總值達人民幣106,789億元，同比增長11.5%。此外，城市消費品零售額達人民幣28,525億元，同比增長15.9%，其中住宿類別增長達15.2%，而中國城鄉居民收入持續快速增長，人均可支配收入達人民幣7,052元，同比增長14.2%。此外，上半年房地產投資達人民幣9,887億元，同比增長28.5%，比上半年同期加快4.3%，比第一季度加快1.6%。由該等增長可見城鄉可支配收入對房地產市場帶來正面的影響。

2007年上半年，中國內地多個省份的房地產市場均穩定增長。根據廣東省統計局的數據顯示，上半年全省商品房（包括住宅物業、寫字樓、商鋪等）銷售均價為人民幣5,887元/平方米，比去年同期增長18.1%，其中廣州市銷售均價為人民幣7,743元/平方米，增長25.8%；深圳市住宅的銷售均價更高達人民幣13,178元/平方米，比去年同期增長42.1%；根據惠州市2007年上半年樓市研究報告數據顯示，惠州的住宅銷售均價從去年上半年的人民幣2,661元/平方米上升到2007年上半年人民幣4,092元/平方米，比去年同期增長53.7%。

為了保證房地產市場的穩定健康發展，政府繼續於期內推出多項有關土地、房屋和信貸措施，其中包括上調銀行貸款基準利率，徵收物業出售所得稅，限制境外人士購房等措施。新政策令融資困難、規模較小的房地產發展商面對較多挑戰，房地產行業將逐步推行行業整合，我們相信融資渠道廣、實力強及品牌優的房地產商的發展空間將更為廣闊。

Business Review

Following the completion of Hong Long Plaza in late 2006, the Group's leasable gross floor area ("GFA") increased to about 90,000 s.m., out of which, the Group owned about 70,000 s.m..

In February 2007, the Group exercised its right under an equity transfer agreement dated 8 August 2006 in relation to the acquisition of the remaining 49% equity interest in Huizhou Yintaida Company Limited for a consideration of RMB85 million. Upon the completion of the registration procedures, Huizhou Yintaida Company Limited will become a wholly-owned subsidiary of the Group. The registration procedures are still in progress up to the date of this report.

In April 2007, the Group acquired Yifeng Plaza by auction for a consideration of approximately RMB482 million. Yifeng Plaza is a complex of office, residential units and retail shops of approximately 70,000 s.m. in GFA. It is located in the prime location of Luohu district, Shenzhen.

In June 2007, the Group entered into an agreement with another listed company in Hong Kong for acquiring a 50% interest in a Hong Kong intermediate holding company which holds the Nam Fong Garden project, for a consideration of RMB150 million. Nam Fong Garden is a residential and commercial complex of approximately 106,000 s.m. in GFA. It is situated at No. 168-170, Chang Gang Zhong Road, a prime location in Guangzhou. The acquisition was completed in early August 2007.

In July 2007, the Group acquired 100% equity interest in a PRC company, which holds 100% interest in Wenxin Garden in Meizhou, for a consideration of RMB11 million. Wenxin Garden is a residential and commercial complex of approximately 30,000 s.m. in GFA.

In August 2007, the Group entered into an agreement with an independent party for acquisition of two pieces of land of approximately 60,000 s.m. in Xingning City, Meizhou, Guangdong Province at a consideration of RMB25 million. The Group plans to develop a residential and commercial complex of approximately 150,000 s.m. in GFA.

業務回顧

鴻隆廣場於2006年底竣工後，本集團的可租賃總建築面積（「建築面積」）增至約90,000平方米，其中本集團擁有約70,000平方米。

於2007年2月，本集團行使其於2006年8月8日訂立的股權轉讓協議的權利，以人民幣85,000,000元代價購入惠州銀泰達實業有限公司餘下的49%股權。於登記手續完成後，惠州銀泰達實業有限公司將成為本集團的全資附屬公司。截至本報告日期，登記手續尚在進行中。

於2007年4月，本集團以代價約人民幣482,000,000元透過投標收購藝豐廣場。藝豐廣場是一座含寫字樓、住宅單位及零售商鋪的綜合樓宇，總建築面積約70,000平方米。項目位於深圳羅湖區黃金地段。

於2007年6月，本集團與另一間香港上市公司訂立協議，以人民幣150,000,000元代價收購一間持有南方花園項目的香港中介控股公司50%權益。南方花園是一項含住宅及商業的綜合樓宇，總建築面積約106,000平方米，物業位於廣州黃金地段昌崗中路168-170號。收購於2007年8月初完成。

於2007年7月，本集團收購一間中國公司100%股權，該公司持有梅州溫馨花園100%權益，代價為人民幣11,000,000元。溫馨花園為一項住宅及商業綜合樓宇，總建築面積約30,000平方米。

於2007年8月，本集團與獨立第三方訂立協議，以收購廣東省梅州興寧市約60,000平方米的兩幅土地，代價為人民幣25,000,000元。本集團計劃開發住宅及商業綜合大樓，建築面積約150,000平方米。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

In additions to the existing properties portfolio of approximately 1,000,000 s.m. in GFA, the Group continues to pursuit further expansion.

The Group has attained approval from the Luohu District Government, Shenzhen for a redevelopment project at Old City on Guangchang North Street (“廣場北街”舊城) and is currently submitting an application to the land-planning authorities of Shenzhen Municipality for the proceeding with the project. The rehabilitation site is located at the south of Hongbao Road (紅寶路), the west of Heping Road (和平路) and Dongmen Old Street (東門老街), the north of Shennan Road East (深南東路) and Diwang Building (深圳地王大廈) and the east of Bao'an Road South (寶安南路), the commercial district in the central area of Luohu District, Shenzhen. The first phase of the project will occupy a site area of approximately 11,000 s.m. and generate an estimated GFA from approximate 85,000 s.m. to 95,000 s.m..

In September 2007, the Group has signed a letter of intent with the Dongcheng Town Government (東城鎮政府), Yangdong County, Yangjiang City, Guangdong Province regarding the land requisition of the “Yangdong Binhai New City Development Project” (陽東濱海新城開發項目). It is located at the estuary of Nalong River (那龍河) in Yangjiang City, the site of the development project occupies a GFA of approximately 1,100,000 s.m. and is designed for residential and commercial usage. The Group will work with the government authorities about the development plan in due course.

除總建築面積約 1,000,000 平方米的現有物業組合外，本集團繼續尋求進一步拓展。

本集團已獲深圳羅湖區政府批准進行廣場北街舊城重建項目，現正向土地規劃局提交申請以繼續該項目。重建地盤位於紅寶路以南，和平路及東門老街以西，深南東路及深圳地王大廈以北及寶安南路以東，位於深圳羅湖區商業區的中央地段。項目首期地盤面積將約為 11,000 平方米。項目首期將建成估計總建築面積約 85,000 平方米至 95,000 平方米。

於 2007 年 9 月，本集團就陽東濱海新城開發項目與廣東省陽江市陽東縣東城鎮政府訂立意向書。項目位於陽江市那龍河河口，該發展項目地盤總建築面積約 1,100,000 平方米，設計作為住宅及商業用途。本集團稍候將與政府部門合作制訂發展計劃。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Financial review

財務回顧

Analysis in the view of management:

以管理層角度分析如下：

		For the six months ended 30 June		Change	
		截至6月30日止六個月		變動	
		2007	2006		
		RMB'000	RMB'000	RMB'000	%
		人民幣千元	人民幣千元	人民幣千元	
Turnover	營業額	214,796	13,984	200,812	1,436.0
Profit attributable to equity holders of the Company	本公司權益持有人應佔溢利	61,459	2,656	58,803	2,214.0
Including (crediting)/charging the following:	其中(計入)/扣除下列項目：				
Increase in fair value of investment properties, net of deferred tax	扣除遞延稅項後投資物業公平值的增加	(76,853)	(4,636)	(72,217)	(1,557.7)
Change in fair value of derivative component of convertible note	可換股票據衍生部份公平值變動	49,544	–	49,544	N/A 不適用
Share based expenses in respect to share option schemes	與購股權計劃相關的基於股份的開支	17,869	–	17,869	N/A 不適用
Finance costs related to loan note and convertible note issued to pre-IPO finance investor in late 2006	與2006年底發行予首次公開發售前金融投資者的貸款票據及可換股票據相關的融資成本	18,641	–	18,641	N/A 不適用

Turnover: The huge increment is due to the delivery of about 3,743 s.m. of retail shops in Hong Long Plaza in June 2007 and the additions to property leasing income after the grand opening of Hong Long Plaza in December 2006. In the six months ended 30 June 2006, our turnover comprised of sales from delivery of only about 80 s.m. retail shops in Harbour City and property leasing income generated from Harbour City and Baorun Ornament Materials Mall.

營業額：顯著增長歸因於2007年6月交付鴻隆廣場約3,743平方米的零售商舖，以及鴻隆廣場於2006年12月盛大開幕後增加的物業租賃收入。於截至2006年6月30日止六個月，本集團的營業額包括僅因交付港灣麗都花園約80平方米零售商舖的銷售額，以及港灣麗都花園及寶潤裝飾材料城產生的物業租賃收入。

Increase in fair value of investment properties, net of deferred tax: The huge increment is due to the completion of Hong Long Plaza in late 2006 and the general improvement in Shenzhen properties market.

扣除遞延稅項後投資物業公平值的增加：顯著增長歸因於鴻隆廣場於2006年底竣工及深圳物業市場的整體改善。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Change in fair value of derivative component of convertible note: It is related to a convertible note of US\$8 million issued to Lehman Brothers Commercial Corporation Asia Limited ("LBCCA"), a pre-IPO finance investor, in October 2006. The convertible note has been converted into 66 million shares, representing about 6.6% of the then issued share capital of the Company upon listing on 22 February 2007. It is a non-cash and non-recurrent expense calculated according to relevant accounting standards.

Share based expenses in respect of option schemes: The Company has adopted a pre-IPO share option scheme before listing and another share option scheme on 15 May 2007. This non-cash expense is calculated according to relevant accounting standards.

Finance costs related to loan note and convertible note issued to pre-IPO finance investor in late 2006: Another loan note of US\$17 million has been issued to LBCCA simultaneously when the Company issued the convertible note of US\$8 million as mentioned in previous paragraph. The interest and arrangement fees related to the loan note and convertible note of US\$17 million and US\$8 million respectively have been deducted upfront from the proceeds in October 2006 while the relevant finance costs have been amortized over the period of loan note ending October 2007 according to relevant accounting standards.

Segment Analysis

In the review period, approximately 89% of the revenue derived from property development business and the rest of 11% of the revenue derived from property leasing business. It was due to the relative large amount of proceeds derived from sales of 3,743 s.m. retail shops in Hong Long Plaza. The Group expects stronger recurrent cash flow generated from property leasing business following the grand opening of Hong Long Plaza with additional leaseable floor area of about 60,000 s.m. in late 2006.

可換股票據衍生部份公平值變動：該項變動與於2006年10月發行予一名首次公開發售前金融投資者Lehman Brothers Commercial Corporation Asia Limited (「LBCCA」) 8,000,000美元的可換股票據有關。有關可換股票據已轉換為66,000,000股股份，佔2007年2月22日上市後本公司當時已發行股本約6.6%。此乃根據相關會計準則計算的非現金及非經常性開支。

與購股權計劃相關的基於股份的開支：本公司於上市前曾採納一項首次公開發售前購股權計劃，及於2007年5月15日採納另一項購股權計劃。該項非現金開支乃根據有關會計準則計算。

與2006年底發行予首次公開發售前金融投資者的貸款票據及可換股票據相關的融資成本：本公司於發行前段所述8,000,000美元可換股票據時，同時發行予LBCCA的另一項17,000,000美元貸款票據。與8,000,000美元可換股票據及17,000,000美元貸款票據有關的利息及安排費用分別已於2006年10月自所得款項內扣除，而相關融資成本已根據有關會計準則於截至2007年10月止的貸款票據年期內攤銷。

分部分析

於回顧期間，收益約89%乃來自物業開發業務而收益餘下的11%乃來自物業租賃業務，此乃由於銷售鴻隆廣場3,743平方米零售店舖取得較大的款項所致。本集團預期因鴻隆廣場於2006年底盛大開幕後而增加的可租賃建築面積約60,000平方米，可從物業租賃業務產生強勁的經常性現金流量。

Liquidity, Financial Resources and Gearing

Cash and cash equivalents and pledged deposits as at 30 June 2007 amounted to RMB342.3 million (31 December 2006: RMB58.6 million) which including RMB61.6 million, USD36.3 million and HKD4.0 million.

The Group had total borrowings of approximately RMB933.9 million as at 30 June 2007 (31 December 2006: RMB470.3 million). Whereas only US dollars denominated borrowings equivalent to RMB65.2 million, which is zero coupon rate with fixed transaction costs. As at 30 June 2007 RMB503.1 million was repayable within one year, RMB155.7 million was repayable within one and five years and RMB275.1 million was repayable over five years and the Group's total bank loans and other borrowings divided by total assets as at 30 June 2007 was 31.7% (31 December 2006: 26.9%).

As at 30 June 2007, the Group had current assets of approximately RMB1,804.7 million (31 December 2006: RMB738.8 million) and current liabilities of approximately RMB904.1 million (31 December 2006: RMB818.2 million).

Charge on Assets

As at 30 June 2007, bank loans of approximately RMB853.7 million were secured by certain bank deposits, investment properties and building held for own use of the Group of approximately RMB280.3 million, RMB1,094.0 million and RMB4.7 million respectively.

On 5 October 2006, a wholly owned subsidiary of the Company, Access Achievement Limited ("Access"), issued a zero coupon convertible note ("Convertible Note") and a zero coupon loan note ("Loan Note") of US\$8 million and US\$17 million respectively. The Convertible Note and Loan Note were secured by the entire issued share capital of Access and the paid-up capital of Hong Long Properties (Shenzhen) Company Limited ("HL Properties"). Pursuant to the relevant deed of release, 71% of the issued share capital of Access and 71.78% of the paid-up capital of HL Properties have been released from charge upon partial settlement of US\$8 million in March 2007.

流動資金、財務資源及資本負債比率

於2007年6月30日，現金及現金等價物及已抵押存款為人民幣342,300,000元(2006年12月31日：人民幣58,600,000元)，包括人民幣61,600,000元、36,300,000美元及4,000,000港元。

於2007年6月30日，本集團的借貸總額約為人民幣933,900,000元(2006年12月31日：人民幣470,300,000元)。僅以美元計值的借貸相等於人民幣65,200,000元，為零息及固定交易成本。於2007年6月30日，須於一年內償還的借貸總額為人民幣503,100,000元，須於一至五年內償還的借貸總額為人民幣155,700,000元及須於五年以外償還的借貸總額為人民幣275,100,000元而本集團於2007年6月30日的銀行貸款及其他借貸總額除以總資產為31.7%(2006年12月31日：26.9%)。

於2007年6月30日，本集團有流動資產約人民幣1,804,700,000元(2006年12月31日：人民幣738,800,000元)及流動負債約人民幣904,100,000元(2006年12月31日：人民幣818,200,000元)。

對資產的抵押

於2007年6月30日，銀行貸款約人民幣853,700,000元分別由本集團分別約值人民幣280,300,000元、人民幣1,094,000,000元及人民幣4,700,000元的若干銀行存款、投資物業及持作自用樓宇作抵押。

於2006年10月5日，本公司的全資附屬公司Access Achievement Limited(「Access」)發行本金金額分別為8,000,000美元及17,000,000美元的零票息可換股票據(「可換股票據」)及零票息貸款票據(「貸款票據」)。可換股票據及貸款票據以Access全部已發行股本及鴻隆地產(深圳)有限公司(「鴻隆地產」)繳足資本抵押。根據相關的解除契約，在2007年3月份繳清8,000,000美元時，Access之已發行股本之71%及鴻隆地產繳足資本71.78%的抵押已獲解除。

Exposure to Fluctuations in Exchange Rates and Related Hedges

The Group's monetary assets, loans and transactions are principally denominated in Renminbi. 93.0% of the Group's borrowings are denominated in Renminbi and the remaining 7.0% in US Dollars. The appreciation in the currency value of the Renminbi contributed positively to the Group's bottom line. The Group did not engage in any derivative activities and did not commit to any financial instruments to hedge its balance sheet exposure as at 30 June 2007.

Contingent Liabilities

Save for the guarantees given to banks for mortgage facilities (at a maximum of RMB370 million) granted to purchasers of the Group's properties, the Group had no material contingent liabilities as at 30 June 2007.

Treasury Policies and Capital Structure

The Group adopts a prudent approach with respect to treasury and funding policies, with a focus on risk management and transactions that are directly related to the underlying business of the Group.

Employees

As at 30 June 2007, the Group had a staff force of approximately 220. Of this, most were stationed in Mainland China. The remuneration of employees was in line with the market trend and commensurable to the level of pay in the industry. Remuneration of the Group's employees includes basic salaries, bonuses and long-term incentives (such as pre-IPO Share Options and Share Option Scheme. Total staff costs incurred in 2007 was RMB21.0 million.

匯率波動風險及有關對沖

本集團的貨幣資產、貸款和交易主要以人民幣計值。本集團借貸93.0%乃以人民幣計值，而餘下7.0%乃以美元計值。人民幣的幣值升值對本集團的純利有正面貢獻。於2007年6月30日，本集團並沒有參與任何衍生工具活動以對沖資產負債表的風險。

或然負債

除就授予本集團物業買方之抵押信貸給予銀行之擔保(最高為人民幣370,000,000元)外，本集團於2007年6月30日並無任何重大或然負債。

財資政策及資本結構

本集團就其財資政策及取態審慎，並專注於風險管理及與本集團之相關業務有直接關係之交易。

僱員

於2007年6月30日，本集團擁有約220名員工，員工絕大部份在中國內地工作。僱員的薪酬與市場趨勢一致，可與業內的薪酬水平相比。本集團僱員的薪酬包括基本薪金、花紅及長期獎勵(如首次公開發售前購股權及購股權計劃)。於2007年所產生的員工成本總額為人民幣21,000,000元。

Use of IPO proceeds

公開上市集資款項之用途

Net Proceeds	Intended use of proceeds as stated in the prospectus	Actual use of proceeds
所得款項淨額	招股章程所列之所得款項擬定用途	所得款項實際用途
Approximately HK\$467 million 約 467,000,000 港元	Approximately HK\$210 million to finance the expansion of land reserves in the PRC (mainly in Guangdong Province and other cities in southern China) 約 210,000,000 港元為擴充中國(主要位於廣東省及華南地區其他城市)內土地儲備融資	Approximately HK\$210 million has been used to finance the expansion of land reserves in the PRC (mainly in Guangdong Province and other cities in southern China). 約 210,000,000 港元已用作為擴充中國(主要位於廣東省及華南地區其他城市)內土地儲備融資。
	Approximately HK\$90 million to finance the development project of Greenview Garden in Huizhou 約 90,000,000 港元為惠州綠景花園開發項目融資	Approximately HK\$82 million has been used to finance the development project of Greenview Garden in Huizhou and the remaining of approximately HK\$8 million has not been used as at the date of this interim financial report. 約 82,000,000 港元已用作為惠州綠景花園開發項目融資，截至本中期業績報告日期，餘下約 8,000,000 港元尚未動用。
	Approximately HK\$80 million to finance the development project of Shenzhen Yinghua in Baoan district, Shenzhen 約 80,000,000 港元為位於深圳寶安區深圳英華開發項目融資	As there is no progress in qualification certificate application for the project of Shenzhen Yinghua, the Group has utilised approximately HK\$80 million to repay its existing banking facilities. 由於深圳英華項目的資質證書申請並無進展，本集團已動用約 80,000,000 港元償還其現有銀行貸款。
	Approximately HK\$63 million to repay part of the Loan Note 約 63,000,000 港元用作償還部分貸款票據	Approximately HK\$63 million has been used to repay the Loan Note 約 63,000,000 港元已用作償還貸款票據。
	The balance of approximately HK\$24 million as additional general working capital of the Group 約 24,000,000 港元之餘額作為本集團額外一般營運資金	Approximately HK\$20 million to repay its existing bank facilities and approximately HK\$4 million has been used as general working capital of the Group. 約 20,000,000 港元用作償還其現有銀行信貸，而約 4,000,000 港元已用作本集團一般營運資金。 All the proceeds which has not been applied as at the date of this interim financial report, has been placed in the bank accounts of the Group. 截至本中期業績報告日期，所有尚未動用之所得款項已存於本集團的銀行賬戶。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Post Balance Sheet Events

Details of the post balance sheet events of the Group are set out in Note 17 to the interim financial report.

Interim Dividend

The Board of Directors does not recommend the payment of interim dividend for the six month ended 30 June 2007 (2006: Nil).

結算日後事項

本集團結算日後事項詳情載於中期財務報告附註17。

中期股息

董事會已議決不宣派截至2007年6月30日止6個月期間之中期股息(2006年：無)。



**REVIEW REPORT TO THE BOARD OF DIRECTORS OF
HONG LONG HOLDINGS LIMITED**

致鴻隆控股有限公司
董事會

Introduction

引言

We have reviewed the interim financial report set out on pages 19 to 46 which comprise the consolidated balance sheet of Hong Long Holdings Limited as of 30 June 2007 and the related consolidated statements of income, and changes in equity and condensed consolidated statement of cash flows for the six month period then ended and explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of an interim financial report to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 "Interim financial reporting" issued by the Hong Kong Institute of Certified Public Accountants. The directors are responsible for the preparation and presentation of the interim financial report in accordance with Hong Kong Accounting Standard 34.

我們已審閱列載於第19頁至46頁鴻隆控股有限公司的中期財務報告，此中期財務報告包括於2007年6月30日的合併資產負債表與截至該日止六個月期間合併收益表、權益變動表和簡明合併現金流量表以及附註解釋。根據《香港聯合交易所有限公司證券上市規則》（「上市規則」），上市公司必須符合上市規則中的相關規定和香港會計師公會頒佈的《香港會計準則》第34號「中期財務報告」的規定編製中期財務報告。董事須負責根據《香港會計準則》第34號編製及列報中期財務報告。

Our responsibility is to form a conclusion, based on our review, on the interim financial report and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

我們的責任是根據我們的審閱對中期財務報告作出結論，並按照我們雙方所協定的應聘條款，僅向全體董事會報告。除此以外，我們的報告書不可用作其他用途。我們概不就本報告書的內容，對任何其他人士負責或承擔法律責任。

Scope of review

審閱範圍

We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410, "Review of interim financial information performed by the independent auditor of the entity" issued by the Hong Kong Institute of Certified Public Accountants. A review of the interim financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly we do not express an audit opinion.

我們已根據香港會計師公會頒佈的《香港審閱工作準則》第2410號「獨立核數師對中期財務信息的審閱」進行審閱。中期財務報告審閱工作包括主要向負責財務會計事項的人員詢問，並實施分析和其他審閱程序。由於審閱的範圍遠較按照香港審計準則進行審核的範圍為小，所以不能保證我們會注意到在審核中可能會被發現的所有重大事項。因此我們不會發表任何審核意見。

INDEPENDENT REVIEW REPORT

獨立審閱報告

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the interim financial report as at 30 June 2007 is not prepared, in all material respects, in accordance with Hong Kong Accounting Standard 34 “Interim financial reporting”.

KPMG

Certified Public Accountants

8th Floor, Prince's Building
10 Chater Road
Central, Hong Kong

25 September 2007

總結

根據我們的審閱工作，我們並沒有注意到任何事項，使我們相信於2007年6月30日的中期財務報告在所有重大方面沒有按照《香港會計準則》第34號「中期財務報告」的規定編製。

畢馬威會計師事務所

執業會計師

香港中環
遮打道10號
太子大廈8樓

2007年9月25日

Consolidated Income Statement (Unaudited)

綜合利潤表(未經審核)

For the six months ended 30 June 2007 截至2007年6月30日止六個月

		Six months ended 30 June		
		截至6月30日		
		止六個月		
		2007	2006	
		RMB'000	RMB'000	
		人民幣千元	人民幣千元	
	Note			
	附註			
Turnover				
營業額				
Cost of sales	2	214,796	13,984	
銷售成本		(24,724)	(5,719)	
Gross profit		190,072	8,265	
毛利				
Other net loss		(2,796)	–	
其他虧損淨額				
Other revenue	3	17,242	353	
其他收入				
Selling and distribution expenses		(5,808)	(1,735)	
銷售及分銷費用				
General and administrative expenses		(25,974)	(4,509)	
一般及行政費用				
Other operating expenses		(3,830)	(1,234)	
其他營運費用				
Profit from operations		168,906	1,140	
經營溢利				
Increase in fair value of investment properties	8	90,415	5,453	
投資物業公平值的增加				
Change in fair value of derivative component of convertible note	11	(49,544)	–	
可換股票據的衍生部份公平值變動				
Finance costs	4	(29,605)	(1,002)	
融資成本				
Profit before taxation		180,172	5,591	
除稅前溢利				
Income tax	5	(118,779)	(3,312)	
所得稅				
Profit for the period		61,393	2,279	
本期間溢利				
Attributable to:				
以下人士應佔：				
Equity holders of the Company		61,459	2,656	
本公司權益持有人				
Minority interests		(66)	(377)	
少數股東權益				
Profit for the period		61,393	2,279	
本期間溢利				
Dividends per share	6	Nil	Nil	
每股股息				
Earnings per share (RMB cents)	7			
每股盈利(人民幣仙)				
– Basic		5.93	0.26	
– Diluted		5.86	0.26	

The notes on pages 24 to 46 form part of this interim financial report.

刊載於第24頁至46頁的附註屬本中期財務報告一部份。

Consolidated Balance Sheet (Unaudited)

綜合資產負債表（未經審核）

At 30 June 2007 於2007年6月30日

			30 June 2007 2007年 6月30日 RMB'000 人民幣千元	31 December 2006 2006年 12月31日 RMB'000 人民幣千元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備		8,923	6,145
Investment properties	投資物業	8	1,127,920	1,004,500
			1,136,843	1,010,645
Current assets	流動資產			
Inventories	存貨		610,586	101,992
Trade and other receivables	應收賬款及其他應收款	9	648,285	578,207
Deposits	押金	10	203,500	-
Pledged deposits	已抵押存款		295,802	27,090
Cash at bank and in hand	銀行存款及現金		46,496	31,540
			1,804,669	738,829
Current liabilities	流動負債			
Bank loans and other borrowings	銀行貸款及其他貸款	11	503,103	470,258
Derivative component of convertible note	可換股票據的衍生部份	11	-	5,998
Trade and other payables and accruals	應付賬款、其他應付款及應計費用	12	160,682	183,003
Receipts in advance	預收賬款		13,119	12,540
Rental and other deposits	租賃及其他按金		13,819	10,770
Taxation payable	應付稅項		213,379	135,670
			904,102	818,239
Net current assets/(liabilities)	流動資產／(負債)淨值		900,567	(79,410)
Total assets less current liabilities	資產總值減流動負債		2,037,410	931,235

The notes on pages 24 to 46 form part of this interim financial report.

刊載於第24頁至46頁的附註屬本中期財務報告一部份。

Consolidated Balance Sheet (Unaudited)

綜合資產負債表 (未經審核)

At 30 June 2007 於 2007 年 6 月 30 日

			30 June 2007 2007 年 6 月 30 日 RMB'000 人民幣千元	31 December 2006 2006 年 12 月 31 日 RMB'000 人民幣千元
Non-current liabilities	非流動負債			
Bank loan	銀行貸款		415,808	-
Loan from a minority shareholder	少數股東貸款		15,000	-
Deferred tax liabilities	遞延稅項負債		100,374	86,812
			531,182	86,812
			1,506,228	844,423
Net assets	資產淨值		1,506,228	844,423
Equity	權益			
Share capital	股本	13	10,258	80
Reserves	儲備		1,474,060	821,252
Total equity attributable to equity holders of the Company	本公司權益持有人應佔權益總額	13	1,484,318	821,332
Minority interests	少數股東權益	13	21,910	23,091
Total equity	權益總額		1,506,228	844,423

Approved and authorised for issue by the board of director on 25 September 2007.

於 2007 年 9 月 25 日獲董事會批准及授權刊發。

The notes on pages 24 to 46 form part of this interim financial report.

刊載於第 24 頁至 46 頁的附註屬本中期財務報告一部份。

Consolidated Statement of Changes in Equity (Unaudited) 綜合權益變動表(未經審核)

For the six months ended 30 June 2007 截至2007年6月30日止六個月

		Six months ended 30 June	
		截至6月30日 止六個月	
		2007	2006
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		Note	
		附註	
Total equity at 1 January	於1月1日的權益總額		147,098
Profit for the period	本期間溢利	13	2,279
Share issued pursuant to the global offering and upon exercise of the over-allotment option, net of share issuing costs	根據全球發售及行使超額配股權後發行的股份(扣除股份發行成本)	13	-
Conversion of convertible note	轉換可換股票據	13	-
Equity settled share-based transactions	以權益結算股份為基準之交易	13	-
Acquisition of additional interest in a subsidiary	收購附屬公司額外權益	13	(1,000)
Total equity at 30 June	於6月30日的權益總額		148,377

The notes on pages 24 to 46 form part of this interim financial report.

刊載於第24頁至46頁的附註屬本中期財務報告一部份。

Condensed Consolidated Cash Flow Statement (Unaudited)

簡明綜合現金流量表(未經審核)

For the six months ended 30 June 2007 截至2007年6月30日止六個月

		Six months ended 30 June	
		截至6月30日 止六個月	
		2007	2006
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Cash (used in)/generated from operations	營運(動用)/產生的現金	(478,555)	26,961
PRC income tax paid	已付中國所得稅	(27,508)	(9,206)
Net cash (used in)/generated from operating activities	經營活動(動用)/產生的現金淨額	(506,063)	17,755
Net cash used in investing activities	投資活動動用的現金淨額	(441,385)	(61,973)
Net cash generated from financing activities	融資活動產生的現金淨額	959,296	45,945
Net increase in cash and cash equivalents	現金及現金等價物的增加淨額	11,848	1,727
Cash and cash equivalents at 1 January	於1月1日的現金及現金等價物	31,540	3,747
Effect on foreign exchange rates changes	匯率變動影響	3,108	-
Cash and cash equivalents at 30 June	於6月30日的現金及現金等價物	46,496	5,474

The notes on pages 24 to 46 form part of this interim financial report.

刊載於第24頁至46頁的附註屬本中期財務報告一部份。

Notes to the Unaudited Interim Financial Report

未經審核中期財務報告附註

As at 30 June 2007 於2007年6月30日

(Expressed in Renminbi Yuan unless otherwise indicated) (以人民幣元為單位，除特別列示外)

1. ORGANISATION AND BASIS OF PREPARATION

(a) The Company and the reorganisation

Hong Long Holdings Limited (“the Company”) is a company incorporated and domiciled in the Cayman Islands. Its principal place of business is at 8/F., Hong Long Building, Nanhai Avenue, Nanshan District, Shenzhen, 518067, the People’s Republic of China (“the PRC”) and has its registered office at Cricket Square, Hutchins Drive, PO Box 2681, George Town, Grand Cayman KY1-1111, the Cayman Islands.

Pursuant to a reorganisation of the Company and its subsidiaries (“the Group”) which was completed on 31 January 2007 and rationalise the Group’s structure in preparation for the public listing of the Company’s shares on the Main Board of the Stock Exchange of Hong Kong Limited (“the Stock Exchange”), the Company became the holding company of the subsidiaries comprising the Group. The shares of the Company were listed on the Stock Exchange on 22 February 2007. Details of the reorganisation are set out in the prospectus dated 8 February 2007 issued by the Company.

The Group adopts reverse acquisition accounting, rather than following its legal term, in the preparation of its interim financial report. The directors consider that Hong Long Properties (Shenzhen) Company Limited is the accounting parent until 31 January 2007.

Intra-group balances and transactions, and any unrealised profits arising from intra-group transactions, are eliminated in full in preparing the interim financial report. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

1. 組織及編製基準

(a) 本公司及重組

鴻隆控股有限公司(「本公司」)為一家於開曼群島註冊成立和以該地為居籍的公司，主要營業地點位於中華人民共和國(「中國」)深圳南山區南海大道鴻隆大廈8樓(郵編：518067)，而註冊辦事處位於Cricket Square, Hutchins Drive, PO Box 2681, George Town, Grand Cayman KY1-1111, the Cayman Islands。

根據為理順本集團的架構以準備將本公司股份於香港聯合交易所有限公司(「聯交所」)主板上市，而於2007年1月31日完成的本公司及其附屬公司(「本集團」)重組，本公司成為組成本集團的附屬公司的控股公司。本公司的股份於2007年2月22日於聯交所上市。重組詳情刊載於本公司日期為2007年2月8日的招股章程。

本集團編製其中期財務報告時採用反向收購會計處理，而非依循其法定條款。董事認為鴻隆地產(深圳)有限公司乃為會計處理上的母公司，直至2007年1月31日為止。

集團公司間的結餘及交易以及集團公司間交易產生的任何未變現溢利，於編製中期財務報告時悉數撇銷。集團公司間交易產生的任何未變現虧損以未變現收益的相同方式撇銷(惟限於並無減值證據的情況)。

Notes to the Unaudited Interim Financial Report 未經審核中期財務報告附註

As at 30 June 2007 於2007年6月30日
(Expressed in Renminbi Yuan unless otherwise indicated) (以人民幣元為單位，除特別列示外)

1. ORGANISATION AND BASIS OF PREPARATION (CONTINUED)

(b) Basis of preparation of the interim financial report

This interim financial report for the six months ended 30 June 2007 has been prepared in accordance with the applicable disclosure provisions of the Rules Governing the Listing of Securities on the Stock Exchange, including compliance with Hong Kong Accounting Standard 34 (“HKAS 34”) “Interim financial reporting” issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”). It was authorised for issue on 25 September 2007.

The interim financial report has been prepared in accordance with the same accounting policies adopted in the 2006 annual financial statements except for the adoption of certain new standards, amendments and interpretations issued by the HKICPA, which are effective for accounting periods beginning on or after 1 January 2007. The adoptions of the new standards, amendments and interpretations had no material effect on the Group’s results of operation and financial position.

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

1. 組織及編製基準(續)

(b) 中期財務報告的編製基準

截至2007年6月30日止六個月的中期財務報告乃按照聯交所證券上市規則的適用披露條文而編製，當中包括符合香港會計師公會（「香港會計師公會」）所頒佈的香港會計準則第34號（「香港會計準則第34號」）「中期會計報告」。本中期財務報告於2007年9月25日獲准刊發。

於編制本中期財務報告時，除採納若干香港會計師公會所頒佈，於2007年1月1日或之後開始的會計期間生效之新訂準則、修訂及詮釋外，本中期財務報告已按照於2006年度財務報表內採納之相同會計政策而編制。採納新訂準則、修訂及詮釋對本集團的經營業績及財政狀況並無重大影響。

按照《香港會計準則》第34條編制之中期財務報告需要管理層作出判斷、估計及假設，該等判斷、估計及假設影響會計政策之應用，以及按本年截至報告日期為止呈報之資產及負債、收入及支出之金額。結果有可能與估計有差異。

Notes to the Unaudited Interim Financial Report

未經審核中期財務報告附註

As at 30 June 2007 於2007年6月30日

(Expressed in Renminbi Yuan unless otherwise indicated) (以人民幣元為單位，除特別列示外)

1. ORGANISATION AND BASIS OF PREPARATION (CONTINUED)

(b) Basis of preparation of the interim financial report (continued)

This interim financial report contains condensed consolidated financial statements and selected explanatory notes. The notes include an explanation of events and transactions that are significant to an understanding of the changes in financial position and performance of the Group since the 2006 annual financial statements. The condensed consolidated financial statements and notes thereon do not include all of the information required for full set of financial statements prepared in accordance with Hong Kong Financial Reporting Standards issued by the HKICPA.

The interim financial report is unaudited, but has been reviewed by KPMG in accordance with Hong Kong Standard on Review Engagements 2410 "Review of Interim Financial Information performed by the Independent Auditor of the Entity", issued by the HKICPA. KPMG's independent review report to the board of directors is included on pages 17 and 18.

The financial information relating to the financial year ended 31 December 2006 that is included in the interim financial report as being previously reported information does not constitute the Company's statutory financial statements for that financial year but is derived from those financial statements. Statutory financial statements for the year ended 31 December 2006 are available from the Company's registered office. The auditors have expressed an unqualified opinion on those financial statements in their report dated 24 April 2007.

1. 組織及編製基準(續)

(b) 中期財務報告的編製基準(續)

此中期財務報告載有簡明綜合財務報表及部份解釋附註。該等附註所載的解釋，有助於了解自本集團編製2006年年度財務報表以來，對財務狀況和業績表現方面的變動構成重要影響的事件和交易。上述簡明綜合財務報表及部份說明性附註並不包括根據香港會計師公會所頒佈的香港財務報告準則編制之整份財務報表之所有資料。

本中期財務報告未經審核，但已由畢馬威會計師事務所根據香港會計師公會頒佈的香港審閱委聘準則第2410號—「獨立核數師對中期財務信息的審閱」進行審閱。畢馬威會計師事務所提交董事會的獨立審閱報告刊載於第17及18頁。

財務報告所載截至2006年12月31日止財政年度之財務資料屬先前呈報之資料，並不構成本公司該財政年度之法定賬目，惟該等財務資料均取自該等財務報表。截至2006年12月31日止年度之法定財務報表可於本公司之註冊辦事處索取。核數師已於日期為2007年4月24日之核數師報告中對該等財務報表發表無保留意見。

Notes to the Unaudited Interim Financial Report 未經審核中期財務報告附註

As at 30 June 2007 於 2007 年 6 月 30 日
(Expressed in Renminbi Yuan unless otherwise indicated) (以人民幣元為單位，除特別列示外)

2. SEGMENT INFORMATION

Segment information is presented in respect of the Group's business and geographical segments. Business segment information is chosen as the primary reporting format because this is more relevant to the Group's internal financial reporting. No segment information is presented in respect of the Group's geographical segments as the Group's principal activities are largely carried out in the PRC.

Business segments

The Group comprises the following main business segments:

- Property development : development and sale of properties
- Property leasing : leasing of investment properties and sub-leased properties and provision of related management service

2. 分部資料

分部資料按本集團的業務及地區分部呈列。由於業務分部資料與本集團的內部財務報告較為相關，因此業務分部資料被選為主要報告形式。由於本集團的主要業務大多於中國經營，故概無分部資料按本集團的地區分部呈列。

業務分部

本集團由下列主要業務分部組成：

- 房地產開發 : 開發及銷售物業
- 物業租賃 : 租賃投資物業及轉租物業及提供有關管理服務

		Property development 房地產開發 RMB'000 人民幣千元	Property leasing 物業租賃 RMB'000 人民幣千元	Consolidated 綜合 RMB'000 人民幣千元
		(Six months ended 30 June 2007) (截至 2007 年 6 月 30 日止六個月)		
Revenue from external customers	外來客戶收入	191,262	23,534	214,796
Segment results	分部業績	170,439	8,314	178,753
Unallocated operating income and expenses	未能分類的經營收入及開支			(9,847)
Profit from operations	經營溢利			168,906
Increase in fair value of investment properties	投資物業公平值的增加	–	90,415	90,415
Change in fair value of derivative component of convertible note	可換股票據衍生部份公平值變動			(49,544)
Finance costs	融資成本			(29,605)
Profit before taxation	除稅前溢利			180,172
Income tax	所得稅			(118,779)
Profit for the period	本期間溢利			61,393
Amortisation and depreciation	攤銷及折舊	1,398	208	1,606

Notes to the Unaudited Interim Financial Report

未經審核中期財務報告附註

As at 30 June 2007 於2007年6月30日

(Expressed in Renminbi Yuan unless otherwise indicated) (以人民幣元為單位，除特別列示外)

2. SEGMENT INFORMATION (CONITNUED)

Business segments (continued)

Revenue from external customers	外來客戶收入
Segment results	分部業績
Unallocated operating income and expenses	未能分類的經營收入及開支
Profit from operations	經營溢利
Increase in fair value of investment properties	投資物業公平值的增加
Finance costs	融資成本
Profit before taxation	除稅前溢利
Income tax	所得稅
Profit for the period	本期間溢利
Amortisation and depreciation	攤銷及折舊

2. 分部資料(續)

業務分部(續)

Property development 房地產開發 RMB'000 人民幣千元	Property leasing 物業租賃 RMB'000 人民幣千元	Consolidated 綜合 RMB'000 人民幣千元
3,589	10,395	13,984
1,737	8	1,745
		(605)
		1,140
-	5,453	5,453
		(1,002)
		5,591
		(3,312)
		2,279
1,128	272	1,400

(Six months ended 30 June 2006)

(截至2006年6月30日止六個月)

3. OTHER REVENUE

Interest income	利息收入
Others	其他

3. 其他收入

Six months ended 30 June

截至6月30日止六個月

2007 RMB'000 人民幣千元	2006 RMB'000 人民幣千元
17,176	270
66	83
17,242	353

Notes to the Unaudited Interim Financial Report 未經審核中期財務報告附註

As at 30 June 2007 於2007年6月30日
(Expressed in Renminbi Yuan unless otherwise indicated) (以人民幣元為單位，除特別列示外)

4. PROFIT BEFORE TAXATION

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

4. 除稅前溢利

除稅前溢利已扣除／(計入)下列項目：

		Six months ended 30 June	
		截至6月30日止六個月	
		2007	2006
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Interest on borrowings	借貸利息	34,581	7,855
Less: borrowing costs capitalised	減：借貸成本資本化	(4,976)	(6,853)
Finance costs	融資成本	29,605	1,002
Amortisation of leasehold land	租賃土地攤銷	1,077	1,655
Less: amounts capitalised into:	減：金額資本化為：		
– investment properties under development	– 發展中投資物業	–	(229)
– properties under development for sale	– 待出售的發展中物業	(488)	(837)
		589	589
Depreciation	折舊	1,017	811
Total amortisation and depreciation	攤銷及折舊總額	1,606	1,400

Notes to the Unaudited Interim Financial Report 未經審核中期財務報告附註

As at 30 June 2007 於2007年6月30日
(Expressed in Renminbi Yuan unless otherwise indicated) (以人民幣元為單位，除特別列示外)

6. DIVIDENDS

The Board of Directors does not recommend the payment of interim dividend for the six months ended 30 June 2007 (2006: Nil).

No dividend payable to equity shareholders of the Company attributable to the previous financial year, approved and paid during the interim period.

7. EARNINGS PER SHARE

(a) Basic earnings per share

The calculation of basic earnings per share for the six months ended 30 June 2007 is based on the profit attributable to equity holders of the Company of RMB61,459,000 (six months ended 30 June 2006: RMB2,656,000) during the period and the 1,036,100,000 shares in issue as at the date of this interim financial report as if the share were in issue throughout the entire periods ended 30 June 2006 and 2007.

(b) Diluted earnings per share

The calculation of diluted earnings per share for the period ended 30 June 2007 is based on the profit attributable to equity holders of the Company of RMB61,459,000 during the period and the weighted average number of shares of 1,048,862,000 shares, calculated as follows:

Weighted average number of ordinary shares (diluted)

Weighted average number of ordinary shares at 1 January	於1月1日普通股加權平均股數	1,036,100
Effect of deemed issue of shares under the Company's share option scheme for nil consideration	根據本公司的購股權計劃以零代價視同發行股份的影響	12,762
Weighted average number of ordinary share (diluted) at 30 June	於1月1日普通股加權平均股數(攤薄)	1,048,862

There were no dilutive potential ordinary shares in issue as at 30 June 2006.

6. 股息

董事會已議決不宣派截至2007年6月30日止六個月期間之中期股息(2006年：無)。

於本半年期間，概無過往財政年度應佔的應付本公司權益持有人股息獲批准及支付。

7. 每股盈利

(a) 每股基本盈利

截至2007年6月30日止六個月的每股基本盈利乃根據期內本公司權益持有人應佔溢利人民幣61,459,000元(截至2006年6月30日止六個月：人民幣2,656,000元)，以及於本中期財務報告日已發行的1,036,100,000股股份計算(猶如股份於截至2006年及2007年6月30日止兩個期間均已發行)。

(b) 每股攤薄盈利

截至2007年6月30日止期間每股攤薄盈利乃根據期內本公司權益持有人應佔溢利人民幣61,459,000元及1,048,862,000股加權平均股數計算如下：

普通股加權平均股數(攤薄)

2007
'000
千

於2006年6月30日並無潛在攤薄效應的已發行普通股。

Notes to the Unaudited Interim Financial Report

未經審核中期財務報告附註

As at 30 June 2007 於2007年6月30日

(Expressed in Renminbi Yuan unless otherwise indicated) (以人民幣元為單位，除特別列示外)

8. INVESTMENT PROPERTIES

All investment properties of the Group were revalued as at 30 June 2007 by an independent firm of surveyors, Knight Frank Petty Limited, who has among their staff Fellows of the Hong Kong Institute of Surveyors with recent experience in the location and category of property being valued, on an open market value basis calculated by reference to net rental income allowing for reversionary income potential.

As at 30 June 2007, certain investment properties of the Group with a net book value of RMB 1,093,970,000 (31 December 2006: RMB69,000,000) were pledged to various banks to secure bank loans of the Group.

9. TRADE AND OTHER RECEIVABLES

Trade receivables	應收賬款
Other receivables	其他應收款
Loans and advances	貸款及墊款
Prepayments	預付款項
Amount due from a director	應收董事賬款

8. 投資物業

本集團所有投資物業在2007年6月30日已由擁有對被估值物業的位置及種類有近期經驗的香港測量師學會資深會員為僱員的獨立測量師行萊坊測計師行有限公司根據公開市場價值參考租金收入淨額並計及可能的復歸收入評估。

截至2007年6月30日，本集團若干投資物業價值人民幣1,093,970,000元(2006年12月31日：人民幣69,000,000)用於抵押予多間銀行以取得本集團的銀行貸款。

9. 應收賬款及其他應收款

	At 30 June 2007 於2007年 6月30日 RMB'000 人民幣千元	At 31 December 2006 於2006年 12月31日 RMB'000 人民幣千元
	250,306	310,378
	55,796	6,590
	92,003	55,017
	249,356	175,573
	824	30,649
	648,285	578,207

Notes to the Unaudited Interim Financial Report 未經審核中期財務報告附註

As at 30 June 2007 於2007年6月30日
(Expressed in Renminbi Yuan unless otherwise indicated) (以人民幣元為單位，除特別列示外)

9. TRADE AND OTHER RECEIVABLES (CONTINUED)

Included in trade and other receivables are trade debtors with the following aging analysis:

Current or less than 90 days overdue	即期或逾期 少於90日
---	----------------

The Group has a defined credit policy. The Group reviews the ageing of loans and advances on a regular basis and closely monitor the recoverability of the balances. The Group has also arranged bank financing for certain purchasers of properties and provided guarantees to secure repayment obligations of such purchasers.

10. DEPOSITS

The balance represents the Group's deposits for acquisitions of a subsidiary and a jointly controlled entity; and a deposit of RMB85 million to a minority shareholder in relation to acquisition of remaining 49% shares of Huizhou Yintaida Company Limited.

9. 應收賬款及其他應收款(續)

應收賬款包含於應收賬款及其他應收款內，其賬齡分析如下：

At 30 June 2007 於2007年 6月30日 RMB'000 人民幣千元	At 31 December 2006 於2006年 12月31日 RMB'000 人民幣千元
--	---

250,306	310,378
----------------	---------

本集團有明確的信貸政策。本集團定期檢討貸款及墊款的賬齡，並密切監察餘額的收回可能性。本集團亦曾安排若干銀行融資以收購物業，並提供擔保為有關採購的還款作出抵押。

10. 按金

餘額為本集團為收購一間附屬公司及一間共同控制實體的按金，以及為收購惠州銀泰達有限公司餘下49%股份而支付一名少數股東的按金人民幣85,000,000元。

Notes to the Unaudited Interim Financial Report

未經審核中期財務報告附註

As at 30 June 2007 於2007年6月30日

(Expressed in Renminbi Yuan unless otherwise indicated) (以人民幣元為單位，除特別列示外)

11. CONVERTIBLE NOTE

Included in bank loans and other borrowings as at 31 December 2006 was a convertible note with the carrying amount of RMB56,944,000 which was mandatory converted into 66,000,000 ordinary shares of the Company upon the listing of the Company's shares on the Stock Exchange on 22 February 2007. Details of the movement of the convertible note and its derivative component are set out as follows:

		Loan component	Derivative component	Total
		貸款部分 RMB'000	衍生部分 RMB'000	合計 RMB'000
		人民幣千元	人民幣千元	人民幣千元
Carrying amount at 1 January 2007	於2007年1月1日 的賬面值	56,944	5,998	62,942
Transaction cost and discount amortised	已攤銷交易 成本及折讓	5,512	-	5,512
Change in fair value of derivative component of convertible note	可換股票據 衍生部分 公平值變動	-	49,544	49,544
Exchange gain	匯兌收益	(374)	-	(374)
		<u>62,082</u>	<u>55,542</u>	<u>117,624</u>
Converted into 66,000,000 ordinary shares:	兌換為66,000,000股 普通股：			
- Share capital (note 13)	- 股本(附註13)			(653)
- Share premium (note 13)	- 股份溢價(附註13)			(116,971)
Carrying amount at 30 June 2007	於2007年6月30日 的賬面值			<u>-</u>

11. 可換股票據

於2006年12月31日，銀行貸款及其他貸款包括賬面值為人民幣56,944,000元的可換股票據，並於本公司股份於2007年2月22日在香港聯交所上市時，強制性兌換為本公司66,000,000股普通股股份。可換股票據及其衍生部分內變動的詳情如下：

Notes to the Unaudited Interim Financial Report 未經審核中期財務報告附註

As at 30 June 2007 於 2007 年 6 月 30 日
(Expressed in Renminbi Yuan unless otherwise indicated) (以人民幣元為單位，除特別列示外)

12. TRADE AND OTHER PAYABLES AND ACCRUALS

Bills payables	應付票據
Trade payables	應付賬款
Other creditors and accrued charges	其他應付款及應計費用
Amount due to a minority shareholder	少數股東貸款

Other creditors and accrued changes mainly represent accruals for development costs in respect of the Group's properties under development for sale.

Included in trade and other payables and accruals are trade payables with the following aging analysis:

Due within 90 days or on demand	於 90 日內到期或即期
---------------------------------	--------------

12. 應付賬款、其他應付款及應計費用

At 30 June 2007 於 2007 年 6 月 30 日 RMB'000 人民幣千元	At 31 December 2006 於 2006 年 12 月 31 日 RMB'000 人民幣千元
---	--

14,500	4,500
16,832	35,868
119,250	142,635
10,100	—
160,682	183,003

其他應付款及應計費用主要為本集團待售發展中物業的開發成本的應計款項。

應付賬款、其他應付款及應計費用包括應付賬款，其賬齡分析如下：

At 30 June 2007 於 2007 年 6 月 30 日 RMB'000 人民幣千元	At 31 December 2006 於 2006 年 12 月 31 日 RMB'000 人民幣千元
---	--

16,832	35,868
--------	--------

Notes to the Unaudited Interim Financial Report

未經審核中期財務報告附註

As at 30 June 2007 於2007年6月30日

(Expressed in Renminbi Yuan unless otherwise indicated) (以人民幣元為單位，除特別列示外)

13. CAPITAL AND RESERVES

13 股本及儲備

		Note	Share	Share	Merger	Statutory	Capital	Retained	Minority		
			capital	premium	reserve	reserve fund	reserve	profits	Total	interests	Total equity
			RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		附註	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2006	於2006年1月1日	(a)	25,000	–	–	14,611	–	82,793	122,404	24,694	147,098
Profit for the period	期內溢利		–	–	–	–	–	2,656	2,656	(377)	2,279
Transfer from statutory reserve fund	轉撥自法定儲備		–	–	–	(4,605)	–	4,605	–	–	–
Nominal value of share capital of new subsidiary acquired	所收購的新附屬公司的股本面值	(b)	(24,979)	–	24,979	–	–	–	–	–	–
Reserve utilised for acquisition of additional interest in a subsidiary	購買一間附屬公司額外權益所抵銷的儲備		–	–	–	–	–	(100)	(100)	(900)	(1,000)
At 30 June 2006 and 1 July 2006	於2006年6月30日及2006年7月1日	(b)	21	–	24,979	10,006	–	89,954	124,960	23,417	148,377
Profit for the period	期內溢利		–	–	–	–	–	696,313	696,313	(326)	695,987
Transfer to statutory reserve fund	轉撥至法定儲備		–	–	–	24,116	–	(24,116)	–	–	–
Shares issued	已發行股份	(b)	59	–	–	–	–	–	59	–	59
At 31 December 2006 and 1 January 2007	於2006年12月31日及2007年1月1日	(b)	80	–	24,979	34,122	–	762,151	821,332	23,091	844,423
Profit for the period	期內溢利		–	–	–	–	–	61,459	61,459	(66)	61,393
Transfer to statutory reserve fund	轉撥至法定儲備		–	–	–	7,232	–	(7,232)	–	–	–
Arising from reorganisation	因重組產生	(c)	752	–	(752)	–	–	–	–	–	–
Capitalisation issue	資本化發行	(d)	5,941	(5,941)	–	–	–	–	–	–	–
Shares issued pursuant to the global offering and upon the exercise of the over-allotment option, net of share issuing costs	根據全球發售及行使超額配股權後發行的股份(扣除股份發行成本)	(e)	2,832	462,767	–	–	–	–	465,599	–	465,599
Conversion of convertible note	兌換可換股票據	(f)	653	116,971	–	–	–	–	117,624	–	117,624
Equity settled share-based transactions	基於股份以權益結算的交易	(g)	–	–	–	–	17,869	–	17,869	–	17,869
Acquisition of additional interest in a subsidiary	購買一間附屬公司額外權益		–	–	–	–	–	435	435	(1,115)	(680)
At 30 June 2007	於2007年6月30日		10,258	573,797	24,227	41,354	17,869	816,813	1,484,318	21,910	1,506,228

Notes to the Unaudited Interim Financial Report 未經審核中期財務報告附註

As at 30 June 2007 於2007年6月30日
(Expressed in Renminbi Yuan unless otherwise indicated) (以人民幣元為單位，除特別列示外)

13. CAPITAL AND RESERVES (CONTINUED)

- (a) The share capital as at 1 January 2006 represented the paid-in capital of Hong Long Properties (Shenzhen) Company Limited.
- (b) On 2 December 2005, Access Achievement Limited was incorporated in the British Virgin Islands with an authorised share capital of US\$50,000 divided into 500,000 shares of US\$0.1 each. On 19 December 2005, an aggregate of 25,800 shares were allotted and issued at par.

On 28 March 2006, Access Achievement Limited acquired the entire equity interest in Hong Long Properties (Shenzhen) Company Limited. As a result of the acquisition, Hong Long Properties (Shenzhen) Company Limited became a wholly-owned subsidiary of Access Achievement Limited.

On 19 September 2006, Access Achievement Limited allotted and issued at par an aggregate of 74,200 shares. Upon completion of such allotment and issue, an aggregate of 100,000 shares of Access Achievement Limited was issued and allotted.

The share capital as at 31 December 2006 represented the share capital of Access Achievement Limited.

- (c) On 20 July 2006, the Company was incorporated in the Cayman Islands with authorised share capital of 10,000,000 shares of HK\$0.01 each. One nil-paid share of HK\$0.01 was issued and allotted to Codan Trust Company (Cayman) Limited, which was transferred to Grand Prosperity Limited on the same day. In addition, the Company issued 99 nil paid shares of HK\$0.01 each and allotted to Grand Prosperity Limited on the same day.

13 股本及儲備(續)

- (a) 於2006年1月1日的股本為鴻隆地產(深圳)有限公司的繳入股本。
- (b) 於2005年12月2日，Access Achievement Limited於英屬處女群島註冊成立，法定股本為50,000美元，分為500,000股每股面值0.1美元股份。於2005年12月19日，合共25,800股股份按面值配發及發行。

於2006年3月28日，Access Achievement Limited收購鴻隆地產(深圳)有限公司的全部股本權益。由於該收購，鴻隆地產(深圳)有限公司成為Access Achievement Limited全資附屬公司。

於2006年9月19日，Access Achievement Limited按面值配發及發行合共74,200股股份。於完成配發及發行時，Access Achievement Limited合共100,000股股份獲發行及配發。

於2006年12月31日的股本為Access Achievement Limited的股本。

- (c) 於2006年7月20日，本公司於開曼群島註冊成立，法定股本為10,000,000股每股面值0.01港元股份。1股面值0.01港元的未繳股款股份發行及配發予Codan Trust Company (Cayman) Limited，並於同日轉撥予Grand Prosperity Limited。此外，本公司發行99股每股面值0.01港元的未繳股款股份，並於同日配發予Grand Prosperity Limited。

Notes to the Unaudited Interim Financial Report

未經審核中期財務報告附註

As at 30 June 2007 於2007年6月30日

(Expressed in Renminbi Yuan unless otherwise indicated) (以人民幣元為單位，除特別列示外)

13. CAPITAL AND RESERVES (CONTINUED)

On 31 January 2007, by an ordinary resolution passed at the meeting of the board of directors, the Company's authorised ordinary share capital was increased to HK\$300,000,000 by the creation of an additional 29,990,000,000 ordinary shares of HK\$0.01 each, ranking pari passu with the existing shares of the Company in all respects. On the same day, the Company issued and allotted, credited as fully paid at par of HK\$0.01, 83,999,900 shares to Grand Prosperity Limited, and credited as fully paid at par the 100 nil paid shares already held by Grand Prosperity Limited, in consideration for an aggregate of 100,000 shares of US\$0.1 each representing the entire issued share capital of Access Achievement Limited transferred to the Company as to 80,000 shares by Mr Zeng Sheng and 20,000 shares by Mr Zeng Yunshu pursuant to an agreement for sale and purchase entered into between the Company as purchaser, and Mr Zeng Sheng and Mr Zeng Yunshu as vendors on the same day.

- (d) On 22 February 2007, an amount of RMB5,941,000 standing to the credit of the share premium account was applied in paying up in full 600,000,000 ordinary shares of HK\$0.01 each which were allotted and distributed as fully paid to the then shareholders.
- (e) On 22 February 2007, an aggregate of 250,000,000 ordinary shares of HK\$0.01 each were issued and offered for subscription at a price of HK\$1.8 per share upon the listing of the Company's share on the Stock Exchange.

On 13 March 2007, an aggregate of 36,100,000 ordinary shares of HK\$0.01 each were issued and offered for subscription at a price of HK\$1.8 per share upon the exercise of the over-allotment options.

13 股本及儲備(續)

於2007年1月31日，透過於董事會會議通過之一項普通決議案，透過設立額外29,990,000,000股每股面值0.01港元的普通股股份，將本公司法定普通股本增至300,000,000港元，與本公司現有股份於所有方面均享有同等權益。同日，根據本公司(作為買方)與曾勝先生及曾雲樞先生(作為賣方)於同日所訂立的買賣協議，本公司向Grand Prosperity Limited發行及配發(按面值0.01港元繳足)83,999,900股股份，並按面值繳足100股Grand Prosperity Limited已持有的未繳股款股份，作為合共100,000股每股面值0.1美元股份的代價，為Access Achievement Limited向本公司轉讓的全部已發行股本，其中由曾勝先生擁有80,000股股份，並由曾雲樞先生擁有20,000股股份。

- (d) 於2007年2月22日，股份溢價賬之進項人民幣5,941,000元獲用以悉數支付600,000,000股每股面值0.01港元的普通股，該等普通股作為繳足股份獲配發及分派予當時的股東。
- (e) 於2007年2月22日，合共250,000,000股每股面值0.01港元的普通股於本公司股份在香港聯交所上市後按每股1.8港元價格發行及供予認購。

於2007年3月13日，合共36,100,000股每股面值0.01港元普通股於行使超額配股權時按每股1.8港元的價格發行及供予認購。

Notes to the Unaudited Interim Financial Report 未經審核中期財務報告附註

As at 30 June 2007 於2007年6月30日
(Expressed in Renminbi Yuan unless otherwise indicated) (以人民幣元為單位，除特別列示外)

13. CAPITAL AND RESERVES (CONTINUED)

- (f) On 22 February 2007, an aggregate of US\$8,000,000 convertible note was mandatory converted into 66,000,000 ordinary shares of HK\$0.01 each.
- (g) On 31 January 2007, the Company granted certain pre-IPO share options to two executive directors and eight employees. The exercise of these share options would entitle these directors and employees to subscribe an aggregate of 7,000,000 and 16,000,000 shares of the Company respectively. The exercise price is HK\$0.6 per share and the pre-IPO share options can be exercised from six months to five years after 22 February 2007, the listing date of the Company unless extended in writing by the Board of Directors in its absolute discretion. No options were exercised during the period.

The weighted average value per share option granted during the period estimated at the date of grant using the Black-Scholes pricing model was HK\$0.78. The weighted average assumptions used are as follows:

Risk-free interest rate	無風險利率	4.0%
Expected life (Years)	預期年期(年)	3
Volatility	波幅	47.9%
Dividend yield	股息率	4.4%

13 股本及儲備(續)

- (f) 於2007年2月22日，可換股票據總額8,000,000美元被強制性兌換為66,000,000股每股面值0.01港元普通股。
- (g) 於2007年1月31日，本公司向兩名執行董事及八名僱員授出若干首次公開發售前購股權。行使該等購股權將會使該等董事及僱員有權分別認購本公司7,000,000股及16,000,000股股份。行使價為每股0.6港元，而首次公開發售前購股權可於2007年2月22日(本公司上市日期)後六個月至上市日期起計五年行使，惟董事會全權酌情決定並以書面延長除外。期內概無購股權獲行使。

期內授出每份購股權的加權平均價值，於授出日期根據「柏力克-舒爾斯」定價模式估計為0.78港元。所採用的加權平均假設如下：

Notes to the Unaudited Interim Financial Report

未經審核中期財務報告附註

As at 30 June 2007 於2007年6月30日

(Expressed in Renminbi Yuan unless otherwise indicated) (以人民幣元為單位，除特別列示外)

13. CAPITAL AND RESERVES (CONTINUED)

On 15 May 2007, the Company granted certain share options to its non-executive directors, employees and certain individual third parties which provide consultant services to the Group. The exercise of these options would entitle these non-executive directors, employees and individual third parties to subscribe an aggregate of 10,000,000, 13,929,000 and 18,000,000 shares of the Company respectively. The exercise price is HK\$1.84 per share and the share options can be exercised from six months to ten years after the grant date. No share options were exercised during the period.

The weighted average value per share option granted during the period estimated at the date of grant using the Black-Scholes pricing model was HK\$0.47. The weighted average assumptions used are as follows:

Risk-free interest rate	無風險利率	4.2%
Expected life (Years)	預期年期(年)	3.25
Volatility	波動性	48.9%
Dividend yield	派息率	3.4%

The changes in the subjective input assumptions of the above share options could materially affect the fair value estimate.

(h) The share capital as at 30 June 2007 is as follows:

Authorised:

Ordinary shares of HK\$0.01 each

Issued and fully paid

Ordinary shares of HK\$0.01 each

法定：

每股面值0.01港元的普通股

已發行及繳足

每股面值0.01港元的普通股

13 股本及儲備(續)

於2007年5月15日，本公司向其非執行董事、員工及向本集團提供諮詢服務的若干獨立第三方授出若干購股權。行使該等購股權將使該等非執行董事、僱員及獨立第三方有權分別認購合共10,000,000股、13,929,000股及18,000,000股本公司股份。行使價為每股1.84港元且購股權可於授出日期後六個月至十年期間行使。期內並無任何購股權獲行使。

期內授出之每股購股權加權平均價值，於授出日期根據「柏力克－舒爾斯」期權定價模型估計為0.47港元。加權平均的假設列載如下：

上述購股權主觀假定輸入的改變可能顯著影響公平值的估計。

(h) 於2007年6月30日的股本載列如下：

		2007	
	No. of shares	Amount	
	股份數目	金額	
		HK\$'000	
		千港元	
	30,000,000,000	300,000	
	1,036,100,000	10,361	
		'000	
	RMB equivalent	千元	
	相等於人民幣	10,258	

Notes to the Unaudited Interim Financial Report 未經審核中期財務報告附註

As at 30 June 2007 於 2007 年 6 月 30 日
(Expressed in Renminbi Yuan unless otherwise indicated) (以人民幣元為單位，除特別列示外)

14. CAPITAL COMMITMENTS

Capital commitments outstanding at each period end not provided for are as follows:

Authorised but not contracted for	已授權但未訂約
Contracted but not provided for	已訂約但尚未準備

Capital commitments mainly related to development costs for the Group's property development projects, and costs of acquisition of a subsidiary and a jointly controlled entity as set out in note 17.

14. 資本承擔

於各期末準備的尚未履行的資本承擔如下：

	At 30 June 2007 於 2007 年 6 月 30 日 RMB'000 人民幣千元	At 31 December 2006 於 2006 年 12 月 31 日 RMB'000 人民幣千元
	1,911,345	2,113,060
	40,000	179,000
	1,951,345	2,292,060

資本承擔主要有關本集團物業開發項目的開發成本及收購一家附屬公司及一家共同控制公司的成本(如附註17所載)。

Notes to the Unaudited Interim Financial Report

未經審核中期財務報告附註

As at 30 June 2007 於2007年6月30日

(Expressed in Renminbi Yuan unless otherwise indicated) (以人民幣元為單位，除特別列示外)

15. CONTINGENT LIABILITIES

Guarantees given to banks for:	向銀行發出的擔保：
– mortgage facilities granted to purchasers of the group properties	– 提供予本集團物業買家的按揭信貸額

The Group provided guarantees in respect of mortgage facilities granted by certain banks in connection with the mortgage loans entered into by purchasers of the Group's properties. Pursuant to the terms of the guarantees, if there is default of the mortgage payments by these purchasers, the Group is responsible to repay the outstanding mortgage loans together with any accrued interest and penalty owed by the defaulted purchasers to banks. The Group is then entitled to take over the legal title of the related properties. The Group's guarantee period commences from the dates of grant of the relevant mortgage loans and ends after the purchaser obtained the individual property ownership certificate or up to a maximum of two years after the full repayment of mortgage loan by the purchaser of the Group's properties.

The directors consider that in case of default in 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 no provision has been made in connection with the guarantees.

15. 或然負債

At	At
30 June	31 December
2007	2006
於2007年	於2006年
6月30日	12月31日
RMB'000	RMB'000
人民幣千元	人民幣千元

370,000	370,000
----------------	---------

本集團就若干銀行授出的按揭融資額提供擔保，該等按揭融資涉及由本集團若干物業買家所訂立的按揭貸款。根據擔保的條款，倘該等買家拖欠按揭款項，本集團須負責向銀行償還買家結欠的貸款連同任何應計利息及罰款，而本集團屆時有權接管有關物業的法定所有權。本集團的擔保期限由按揭貸款授出日期起計，並於買家取得個別房產證後或於本集團物業買家償付全數按揭貸款後最多兩年後結束。

董事認為倘款項被拖欠，有關物業的可變現淨值足以償還尚未償還的按揭貸款以及任何應計利息及罰款，因此並無就擔保作出準備。

Notes to the Unaudited Interim Financial Report 未經審核中期財務報告附註

As at 30 June 2007 於2007年6月30日
(Expressed in Renminbi Yuan unless otherwise indicated) (以人民幣元為單位，除特別列示外)

16. MATERIAL RELATED PARTY TRANSACTIONS

Other than those disclosed in note 9, 10, 12 and 13 on the interim financial report, the Group had the following significant transactions and balance with related parties during the period:

(a) Transactions and balances with the Group's directors, senior management and their close family members

Amount due from a director:	應收董事賬款：
Mr. ZENG Sheng	曾勝先生
Remuneration payable	應付酬金

Remunerations:	酬金：
Directors	董事
Senior management	高級管理人員

In addition, as at 31 December 2006, directors, senior management and their close family members have provided guarantees for the Group's bank borrowings of RMB200,000,000. The guarantees were released during the period.

Amount due from a director and remuneration payable to directors and senior management are unsecured, non-interest bearing and repayable on demand.

16. 關連人士的重大交易

除中期財務報告附註9、10、12及13所披露外，本集團期內與關連人士的重大交易及結餘如下：

(a) 與本集團董事、高級管理人員及其直系親屬成員間的交易及結餘

At 30 June 2007 於2007年 6月30日 RMB'000 人民幣千元	At 31 December 2006 於2006年 12月31日 RMB'000 人民幣千元
--	---

824	30,649
1,892	-

Six months ended 30 June 截至6月30日止六個月 2007 RMB'000 人民幣千元	2006 RMB'000 人民幣千元
--	--------------------------

2,401	239
825	400
3,226	639

此外，於2006年12月31日，董事、高級管理人員及其直系親屬分別為本集團的人民幣200,000,000元銀行貸款提供擔保。有關擔保已於期內解除。

應收董事賬款及應付董事及高級管理人員酬金乃無抵押、不計息和須於要求時償還。

Notes to the Unaudited Interim Financial Report

未經審核中期財務報告附註

As at 30 June 2007 於 2007 年 6 月 30 日

(Expressed in Renminbi Yuan unless otherwise indicated) (以人民幣元為單位，除特別列示外)

16. MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

(b) Transactions and balances with the Group's affiliated companies and their directors

Loans and advances (note (i))	貸款及墊款(附註(i))
Other creditors (note (ii))	其他應付款(附註(ii))
Receipts in advance (note (iii))	預收賬款(附註(iii))
Loan from a minority shareholder (note (iv))	少數股東貸款(附註(iv))
Amount due to a minority shareholder (note (v))	應付少數股東款項(附註(v))

Interest income (note (vi))	利息收入(附註(vi))
Rental expense (note (vii))	租金支出(附註(vii))

Notes:

- (i) Loans and advances represented interest free and unsecured amounts advanced to these related parties for short-term purposes. These amounts were repayable within three to six months and made on the same terms with other independent third parties.
- (ii) Other creditors represented interest free and unsecured amounts due to these related parties for short-term purposes. These amounts were repayable within three to six months and made on the same terms with other independent third parties.
- (iii) Receipts in advance represented sales proceeds received in respect of the pre-sale of a property under development which is expected to be completed within one year. The terms of such sales were carried out on normal commercial terms and in the ordinary course of the Group's business.

16. 關連人士的重大交易(續)

(b) 與本集團的聯屬公司及其董事間的交易及結餘

At 30 June 2007 於 2007 年 6 月 30 日 RMB'000 人民幣千元	At 31 December 2006 於 2006 年 12 月 31 日 RMB'000 人民幣千元
---	--

1,560	5,690
8,724	8,724
-	200
15,000	-
10,100	-

Six months ended 30 June 截至 6 月 30 日止六個月 2007 2007 年 RMB'000 人民幣千元	2006 2006 年 RMB'000 人民幣千元
--	------------------------------------

-	80
-	269

附註：

- (i) 貸款及墊款代表墊付予該等關連人士的免息及無抵押短期款項。該等款項須於三至六個月內償還，並按照與其他獨立第三方的相同條款而訂立。
- (ii) 其他應付款代表應付該等關連人士的免息及無抵押短期款項。該等款項須於三至六個月內償還，並按照與其他獨立第三方的相同條款而訂立。
- (iii) 預收賬款代表就預計於一年內竣工的發展中物業而已收取的銷售所得款項。該等銷售的條款乃按照一般商業條款及於本集團正常業務範圍內進行。

Notes to the Unaudited Interim Financial Report 未經審核中期財務報告附註

As at 30 June 2007 於2007年6月30日
(Expressed in Renminbi Yuan unless otherwise indicated) (以人民幣元為單位，除特別列示外)

16. MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

(b) Transactions and balances with the Group's affiliated companies and their directors (continued)

- (iv) Loan from a minority shareholder is unsecured, interest bearing at market rate and repayable in 2009.
- (v) The amount due to a minority shareholder is unsecured, interest free and repayable on demand.
- (vi) Interest income on loan to a related party was charged at interest rate of bank borrowings in similar terms.
- (vii) Rental expense was charged by a then affiliated company in accordance with the terms of the underlying agreement.

17. NON-ADJUSTING POST BALANCE SHEET EVENTS

- (i) On 26 June 2007, the Group entered into a share transfer agreement with an independent third party to acquire 50% interest in Trisum Investment Limited ("Trisum"). The aggregate consideration under the share transfer agreement was RMB150,000,000 of which RMB110,000,000 was paid before the period end. The Group has also advanced RMB22,072,000 to the subsidiary of Trisum as at 30 June 2007. Trisum was engaged in the development of a residential project in Guangzhou. Upon the completion of the share transfer on 6 August 2007, Trisum became a jointly controlled entity of the Group.
- (ii) On 2 July 2007, the Group entered into certain share transfer agreements with independent third parties to acquire 100% equity interest in Meizhou Cai Hui Technology Company Limited ("Meizhou Cai Hui"), which holds 100% interest in Wenxin Garden in Meizhou, for a consideration of RMB11,000,000. A deposit of RMB8,500,000 was paid before the period end. Meizhou Cai Hui became a wholly owned subsidiary of the Group after the completion of the share transfer.

16. 關連人士的重大交易(續)

(b) 與本集團的聯屬公司及其董事間的交易及結餘(續)

- (iv) 少數股東貸款為無抵押、以市場息率計息及須於2009年償還。
- (v) 應付少數股東款項為無抵押、免息及須於通知時償還。
- (vi) 支付予關連人士的貸款的利息收入是以類似條款的銀行貸款的利率計算。
- (vii) 租金支出乃按照有關協議的條款由當時的聯屬公司收取。

17. 非調整結算日後事項

- (i) 於2006年6月26日，本集團與一名獨立第三方訂立股份轉讓協議收購Trisum Investments Limited (「Trisum」) 50%權益。股份轉讓協議項下的總代價為人民幣150,000,000元。其中人民幣110,000,000元於期末前支付。於2007年6月30日，本集團亦向Trisum的附屬公司墊款人民幣22,072,000元。Trisum於廣州從事開發一個住宅項目。股份轉讓於2007年8月6日完成後，Trisum成為本集團一間共同控制公司。
- (ii) 於2007年7月2日，本集團與若干獨立第三方訂立若干股份轉讓協議，以收購持有梅州溫馨花園100%權益的梅州市財匯科技有限公司(「梅州財匯」)的100%股本權益，代價為人民幣11,000,000元。按金人民幣8,500,000元於期末前支付。於股份轉讓完成後，梅州財匯成為本集團一間全資附屬公司。

Notes to the Unaudited Interim Financial Report

未經審核中期財務報告附註

As at 30 June 2007 於2007年6月30日

(Expressed in Renminbi Yuan unless otherwise indicated) (以人民幣元為單位，除特別列示外)

17. NON-ADJUSTING POST BALANCE SHEET EVENT (CONTINUED)

- (iii) On 20 September 2007, 900 units consisting of US\$90,000,000 (approximately RMB677,000,000) 12.5% Senior Notes Due 2012 and 81,000,000 Warrants with initial exercise price of HK\$3.36 per share for up to 81,000,000 ordinary shares of the Company were offered by the Group.

18. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE PERIOD ENDED 30 JUNE 2007

Up to the date of issue of this interim financial report, the HKICPA has issued the following amendments, new standards and interpretations which are not yet effective for the period ended 30 June 2007 and which have not been adopted in this interim financial report:

		Effective for accounting periods beginning on or after 於或之後開始的會計期間生效
HKAS 23 (revised)	Borrowing costs	1 January 2009
香港會計準則第23號(經修訂)	借貸成本	2009年1月1日
HKFRS 8	Operating segments	1 January 2009
香港財務報告準則第8號	經營分類	2009年1月1日
HK (IFRIC) 11	HKFRS 2 – Group and treasury share transactions	1 March 2007
香港(國際會計準則詮釋委員會)第11號	香港財務報告準則第2號 – 集團及庫存股份交易	2007年3月1日
HK (IFRIC) 12	Service concession arrangements	1 January 2008
香港(國際會計準則詮釋委員會)第12號	服務特許權協議	2008年1月1日

The Group is in the process of making an assessment of what the impact of these amendments, new standards and new interpretations is expected to be in the period of initial application but has so far concluded that these new HKFRSs would not have a significant impact on the Group's results of operations and financial position.

17. 非調整結算日後事項(續)

- (iii) 於2007年9月20日，本集團提呈發售900個單位，包括90,000,000美元(約人民幣677,000,000元)、於2012年到期利息為12.5%的優先票據及以認購本公司最多81,000,000股普通股的81,000,000份認股權證(初步行使價每股3.36港元)。

18. 已頒佈但於截至2007年6月30日止期間尚未生效的修訂、新準則及詮釋的可能影響

截至本中期財務報告刊發日期，香港會計師公會已頒發下列於截至2007年6月30日止期間尚未生效，且本中期財務報告尚未採納之修訂、新訂準則及詮釋：

本集團正在評估該等修訂、新訂準則及新訂詮釋於初次採納期間將產生哪些影響，但已判斷該等新訂香港財務報告準則將不會對本集團的經營業績及財務狀況造成重大影響。

DISCLOSURE OF INTERESTS

Interests and/or short positions of Directors in the shares, underlying shares or debentures of the Company and its associated corporations

As at the Latest Practicable Date, the interests and short positions of the Directors and the chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which (a) were required to be 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 they were taken or deemed to have under such provisions of the SFO), or (b) were required, pursuant to section 352 of the SFO, to be entered in the register required to be kept by the Company, or (c) were required, pursuant to the Model Code as set out in appendix 10 to the Listing Rules adopted by the Company, to be notified to the Company and the Stock Exchange, were as follows:

Long positions in the Shares

權益披露

董事於本公司及其相聯法團的股份、相關股份或債券中的權益及／或短倉

於最後實際可行日期，本公司董事及主要行政人員於本公司及其相聯法團（按證券及期貨條例第XV部之涵義）之股份、相關股份或債券中擁有(a)根據證券及期貨條例第XV部第7及第8分部必須知會本公司及聯交所之權益及短倉（包括根據證券及期貨條例有關條文彼等被視為或當作擁有之權益或短倉）；或(b)根據證券及期貨條例第352條規定必須列入本公司須存置之登記冊內之權益及短倉；或(c)根據上市規則附錄十所載本公司所採納之標準守則必須通知本公司及聯交所之權益及短倉如下：

股份的長倉

Name of Director 董事姓名	Company/Name of associated corporation 本公司／ 相聯法團名稱	Capacity 身份	Number of Shares 股份數目	Approximate percentage of interest in the Company 本公司權益 概約百分比
Mr. Zeng Sheng 曾勝先生	Company 公司	Interest in controlled company (Note 1) 受控公司權益(附註1)	670,320,000 (Note 2) (附註2)	64.70%
Dr. Han Qin Chun 韓秦春博士	Company 公司	Beneficial owner 實益擁有人	13,680,000	1.32%
Ms. Ye Qingdong 葉慶東女士	Company 公司	Beneficial owner 實益擁有人	5,000,000 (Note 3) (附註3)	0.48% (Note 4) (附註4)
Mr. Ouyang Jinxin 歐陽俊新先生	Company 公司	Beneficial owner 實益擁有人	2,000,000 (Note 3) (附註3)	0.19% (Note 4) (附註4)

DISCLOSURE OF INTERESTS (CONTINUED)

Notes:

1. Mr. Zeng Sheng holds 80% of the issued share capital of Grand Prosperity Limited ("Grand Prosperity"). Mr. Zeng Sheng has a controlling interest in Grand Prosperity and is therefore deemed to be interested in the interest of Grand Prosperity in the Company.
2. Mr. Zeng Sheng is deemed to be interested in 670,320,000 Shares referred to in Note 1 above by virtue of his 80% interest in Grand Prosperity.
3. Such interest in Shares is held pursuant to options granted under the Pre-IPO Share Options, details of which are described in the paragraph headed "Pre-IPO Share Options" set out in the Appendix VII "Statutory and general information" contained in the prospectus dated 8 February 2007 issued by the Company (the "Prospectus").
4. The percentages are calculated based on the total number of 1,036,100,000 shares.

Short positions in the Shares

Name of Director 董事姓名	Company/Name of associated corporation 本公司/ 相聯法團名稱	Capacity 身份	Number of Shares 股份數目	Approximate percentage of interest in the Company 本公司權益 概約百分比
Mr. Zeng Sheng 曾勝先生	Company 公司	Interest of a controlled corporate (Note 1) 受控公司權益(附註1)	50,000,000 (Note 2) (附註2)	4.83%

權益披露(續)

附註：

1. 曾勝先生持有Grand Prosperity Limited (「Grand Prosperity」)之已發行股本之80%。曾勝先生於Grand Prosperity擁有控股權益，故被視為於Grand Prosperity在本公司的權益中擁有權益。
2. 曾勝先生因持有Grand Prosperity的80%權益而被視為擁有上文附註1所述670,320,000股股份的權益。
3. 該等股份權益乃根據首次公開發售前購股權授出的購股權而持有，有關詳情載於本公司於2007年2月8日所刊發之招股章程(「招股章程」)附錄七「法定及一般資料」的「首次公開發售前購股權」一段內。
4. 該等百分比，乃根據1,036,100,000股股份總數計算。

股份的短倉

DISCLOSURE OF INTERESTS (CONTINUED)

Notes:

1. Mr. Zeng Sheng holds 80% of the issued share capital of Grand Prosperity. Mr. Zeng Sheng has a controlling interest in Grand Prosperity and is therefore deemed to be interested in the interest of Grand Prosperity in the Company.
2. These Shares are the subject of the Warrant and the Performance Shares (as defined in the section headed "Warrant Deed" of the Prospectus) pursuant to the warrant deed (the "Warrant Deed") dated 5 October 2006 executed by Grand Prosperity as grantor, Mr. Zeng Sheng and Mr. Zeng Yunshu as guarantors, and Lehman Brothers Commercial Corporation Asia Limited ("LBCCA") as grantee for the grant by Grand Prosperity to LBCCA of a warrant conferring rights on LBCCA to purchase certain Shares.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors and chief executive had registered any interests or short positions in the shares, underlying shares or debenture of the Company or any of its associated corporations within the meaning of Part XV of the SFO which (a) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, or (b) were required, pursuant to section 352 of the SFO, to be entered in the register required to be kept by the Company, or (c) were required, pursuant to the Model Code adopted by the Company, to be notified to the Company and the Stock Exchange.

權益披露 (續)

附註：

1. 曾勝先生持有Grand Prosperity已發行股本的80%。曾勝先生持有Grand Prosperity之控股股權，故被視為於Grand Prosperity在本公司的權益中擁有權益。
2. 根據Grand Prosperity(作為授出人)及曾勝先生及曾雲樞先生(作為擔保人)以及Lehman Brothers Commercial Corporation Asia Limited(「LBCCA」)(作為承授人)就Grand Prosperity向LBCCA授出認股權證賦予LBCCA權利以購買若干股份於2006年10月5日所簽訂之認股權證契約(「認股權證契約」)，該等股份乃認股權證及表現股份(定義見招股章程「認股權證契約」一節)的標的事項。

除上述所披露者外，於最後實際可行日期，本公司的董事或主要行政人員概無於本公司及其任何相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份或債券持有權益或短倉權益而須(a)根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所；或(b)根據證券及期貨條例第352條載入本公司須存置的登記冊；或(c)根據本公司所採納之標準守則知會本公司及聯交所。

DISCLOSURE OF INTERESTS (CONTINUED)

Interests and/or short position of Substantial Shareholders in the Shares which are discloseable under Divisions 2 and 3 of Part XV of the SFO

As at the Latest Practicable Date, so far as was known to the Directors or the chief executive of the Company based on the register maintained by the Company pursuant to Part XV of the SFO, the following persons (other than a Director or the chief executive of the Company) had, or were deemed or taken to have interests or short positions in the Shares and 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, were directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group or had any option in respect of such capital:

權益披露(續)

主要股東須根據證券及期貨條例第XV部第2及3分部披露的股份權益及／或短倉

於最後實際可行日期，據本公司董事或主要行政人員所知，根據本公司按證券及期貨條例第XV部存置的登記冊，以下人士(本公司董事或主要行政人員除外)於股份及相關股份中，擁有或被視作或當作擁有根據證券及期貨條例第XV部第2及3分部須向本公司披露的權益或淡倉，或直接或間接擁有附帶權利可於任何情況下在本集團任何其他成員公司股東大會投票的任何類別股本面值10%或以上權益，或擁有涉及有關股本的任何購股權：

Name 名稱	Capacity 身份	Number of Shares 股份數目	Position 倉盤	Approximate percentage of interest in the Company 本公司權益概約百分比
Grand Prosperity	Beneficial Owner 實益擁有人	670,320,000 (Note 1) (附註1)	Long 長倉	64.70%
	Beneficial Owner 實益擁有人	50,000,000 (Notes 1 and 2) (附註1及2)	Short 短倉	4.83%
LBCCA	Beneficial Owner 實益擁有人	114,112,000 (Note 3) (附註3)	Long 長倉	11.01%
	Beneficial Owner 實益擁有人	50,000,000 (Note 2) (附註2)	Short 短倉	4.83%

DISCLOSURE OF INTERESTS (CONTINUED)

Notes:

1. These Shares are held by Grand Prosperity which is owned as to 80% by Mr. ZengSheng and 20% by Mr. Zeng Yunshu.
2. These Shares are the subject of the Warrant and the Performance Shares (as defined in the section headed "Warrant Deed" of the Prospectus) pursuant to the Warrant Deed. The entire issued share capital of LBCCA is owned by LBCCA Holdings I LLC. and LBCCA Holdings II LLC. in equal proportion. Both LBCCA Holdings I LLC. and LBCCA Holdings II LLC. are wholly owned by Lehman Brothers Holdings Inc.
3. These shares comprise 64,112,000 shares held by LBCCA and the right to require Grand Prosperity to sell 50,000,000 shares to LBCCA upon an exercise of the warrant granted by Grand Prosperity to LBCCA under the Warrant Deed.

Save as disclosed above, as at the Latest Practicable Date, so far as was known to the Directors or the chief executive of the Company based on the register maintained by the Company pursuant to Part XV of the SFO, no other persons (other than a Director or the chief executive of the Company) had, or were deemed or taken to have interests or short positions in the Shares and 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, were directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group or had any option in respect of such capital.

權益披露 (續)

附註：

1. 該等股份由Grand Prosperity所持有，而Grand Prosperity則由曾勝先生及曾雲樞先生分別持有80%及20%。
2. 根據認股權證契約，該等股份乃認股權證及表現股份(定義見招股章程「認股權證契約」一節)的標的事項。LBCCA全部已發行股本由LBCCA Holdings I LLC.及LBCCA Holdings II LLC.按相同比例擁有。LBCCA Holdings I LLC.及LBCCA Holdings II LLC.均由Lehman Brothers Holdings Inc.全資擁有。
3. 該等股份包括LBCCA持有的64,112,000股股份，及於行使Grand Prosperity根據認股權證契約向LBCCA授出之認股權證時要求Grand Prosperity向LBCCA出售50,000,000股股份的權利。

除上文所披露者外，於最後實際可行日期，據本公司董事或主要行政人員所知，根據本公司按證券及期貨條例第XV部存置的登記冊，概無任何人士(本公司董事或主要行政人員除外)於股份及相關股份中，擁有或被視作或當作擁有根據證券及期貨條例第XV部第2及3分部須向本公司披露的權益或短倉，或直接或間接擁有附帶權利可於任何情況下在本集團任何其他成員公司股東大會投票的任何類別股本面值10%或以上權益，或擁有涉及有關股本的任何購股權。

Other Information 其他資料

SHARE OPTION SCHEME

A share option scheme (the "Pre IPO Share Option Scheme") was conditionally adopted by the shareholders' written resolution of the Company dated 31 January 2007.

The following tables disclose details of movements of the Pre IPO Share Option Scheme held by employees (including directors) during the period ended 30 June 2007 in accordance with rule 17.07 of the Listing Rules:

Name or category of participant 參與者名稱或類別	Granted during the period 期內授出	Exercise during the period 期內行使	As at 30.06.2007 於2007年6月30日	Exercise period of share options 購股權行使期間	Exercise price of share options 購股權行使價	Closing price immediately before the date of grant 於緊接授予日期前之收市價 HK\$ 港元
DIRECTOR						
董事						
Ms. YE Qingdong 葉慶東女士	5,000,000	–	5,000,000	22.8.2007 to 22.2.2012	HK\$0.60	–
Mr. OUYANG Junxin 歐陽俊新先生	2,000,000	–	2,000,000	22.8.2007 to 22.2.2012	HK\$0.60	–
EMPLOYEES:						
僱員	16,000,000	–	16,000,000	22.8.2007 to 22.2.2012	HK\$0.60	–
Total 合計	23,000,000		23,000,000			

Notes:

- The vesting period is six months from the date of acceptance of the offer.
- The exercise price of the share options, representing a discount of 75% to the maximum IPO offer price.
- During the period, no option shares were cancelled or lapsed under the Pre IPO Share Option Scheme.

購股權計劃

於2007年1月31日，根據本公司股東書面決議案，有條件採納購股權計劃（「首次公開發售前購股權計劃」）。

根據上市規則第17.07條，下表披露僱員（包括董事）於截至2007年6月30日止期間所持首次公開發售前購股權計劃之變動詳情：

附註：

- 歸屬期為由接納授出日期起計六個月。
- 購股權之行使價為最高首次公開發售價折讓75%。
- 期內概無根據首次公開發售前購股權計劃的購股權註銷或失效。

SHARE OPTION SCHEME (CONTINUED)

Another share option scheme was granted on 15 May 2007 (the “2007 Share Option Scheme”).

The following tables disclose details of movements of the 2007 Share Option Scheme held by employees (including directors, if any) during the period ended 30 June 2007 in accordance with rule 17.07 of the Listing Rules:

購股權計劃(續)

另一項於2007年5月15日獲授予之購股權計劃(「2007年購股權計劃」)。

根據上市規則第17.07條，下表披露僱員(包括董事，如有)於截至2007年6月30日止期間所持2007年購股權計劃之變動詳情：

Name or category of participant 參與者名稱或類別	Granted during the period 期內授出	Exercise during the period 期內行使	As at 30.06.2007 於2007年6月30日	Exercise period of share options 購股權行使期間	Exercise price of share options 購股權行使價 (Note 2) (附註2)	Closing price immediately before the date of grant 於緊接授予日期前之收市價 HK\$ 港元
ZHANG Huaqiao 張化橋	7,000,000	–	7,000,000	15.11.2007 to 15.5.2017	HK\$1.84	HK\$1.80
LI Jun 李珺	1,000,000	–	1,000,000	15.11.2007 to 15.5.2017	HK\$1.84	HK\$1.80
CHEUNG Ngai Lam 張毅林	1,000,000	–	1,000,000	15.11.2007 to 15.5.2017	HK\$1.84	HK\$1.80
LIN Weifang 林偉芳	1,000,000	–	1,000,000	15.11.2007 to 15.5.2017	HK\$1.84	HK\$1.80
Employees 僱員	13,929,000	–	13,929,000	15.11.2007 to 15.5.2017	HK\$1.84	HK\$1.80
Consultants 顧問	18,000,000	–	18,000,000	15.11.2007 to 15.5.2017	HK\$1.84	HK\$1.80
Total 合計	41,929,000		41,929,000			

Notes:

- (1) The vesting period is six months from the date of acceptance of the Offer.
- (2) The exercise price of the share options is subject to adjustment in the case of rights or bonus issues, or other similar changes in the Company's share capital.
- (3) During the year, no option shares were cancelled or lapsed under the 2007 Share Option.

附註：

- (1) 歸屬期為由接納授出日期起計六個月。
- (2) 購股權之行使價受限於因應供股或發行紅股而作出之調整或本公司股本之其他相近改變。
- (3) 年內概無購股權根據2007年購股權註銷或失效。

Other Information 其他資料

The weighted average value per share option granted on 31 January 2007 estimated at the date of grant using the Black-Scholes pricing model was HK\$0.78. The weighted average assumptions used are as follows:

Risk-free interest rate	無風險利率	4.0%
Expected life (years)	預期年期(年)	3
Volatility	波幅	47.9%
Dividend yield	股息率	4.4%

The weighted average value per share option granted on 15 May 2007 estimated at the date of grant using the Black-Scholes pricing model was HK\$0.47. The weighted average assumptions used are as follows:

Risk-free interest rate	無風險利率	4.2%
Expected life (years)	預期年期(年)	3.25
Volatility	波幅	48.9%
Dividend yield	股息率	3.4%

The dividend yield is calculated based on the Group's accounting policy to assume the dividend paid out would be 30% of the Group's profits.

The changes in the subjective input assumptions of the above share options could materially affect the fair value estimate.

於2007年1月31日授出每份購股權的加權平均價值，於授出日期根據「柏力克－舒爾斯」定價模式估計為0.78港元。所採用的加權平均假設如下：

於2007年5月15日授出之每股購股權加權平均價值，於授出日期根據「柏力克－舒爾斯」期權定價模型估計為0.47港元。加權平均的假設列載如下：

股息率乃根據本集團的會計政策計算，以假設已派付的股息將為本集團溢利的30%。

上述購股權主觀假定輸入的改變可能顯著影響公平值的估計。

Purchase, Sale or Redemption of the Company's Listed Shares

During the six months ended 30 June 2007, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the listed shares of the Company.

Corporate Governance

The Company placed great emphasis in corporate governance, and reviewed and strengthened measures in corporate governance from time to time. The Company has adopted all the code provisions under the Code on Corporate Governance Practices (the "Code") as set out in Appendix 14 to the Listing Rules as its own code on corporate governance practices. The Company has complied with all the code provisions under the Code during the accounting period covered within this interim results period.

購入、出售或贖回本公司之上市股份

於截至2007年6月30日止六個月內，本公司及其任何附屬公司概無購入、出售或贖回任何本公司之上市股份。

企業管治

本公司對企業管治極為重視，並不時檢討及加強企業管治的措施。本公司已採納上市規則附錄14所載企業管治常規守則(該「守則」)的所有守則條文為本公司的企業管治常規的守則，並於本中期業績期間所涵蓋之會計期間一直遵守該守則的所有守則條文。

Audit Committee

The Audit Committee comprises three members, all being independent non-executive directors of the Company. The Audit Committee has reviewed the unaudited interim financial report for the six months ended 30 June 2007.

The unaudited interim financial report of the Company for the six months ended 30 June 2007 have been reviewed by the Company's external auditor KPMG, in accordance with the Hong Kong Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the HKICPA.

Remuneration Committee

The Company has established a Remuneration Committee with written terms of reference to set out its authority and duties. The Remuneration Committee comprises three independent non-executive directors.

Code for Securities Transactions by Directors

The Company has adopted the Model Code set out in Appendix 10 to the Listing Rules as the code of conduct regarding securities transactions by directors. On specific enquiries made, all directors have confirmed that, in respect of the 22 February 2007, period from the listing date, to 30 June 2007, they have complied with the required standard as set out in the Model Code.

審核委員會

審核委員會由三名成員(全部皆為本公司獨立非執行董事)組成。審核委員會已審閱截至2007年6月30日止六個月之未經審核中期財務報告。

本公司截至2007年6月30日止六個月之未經審核中期財務報告已經由本公司外聘核數師畢馬威會計師事務所根據香港會計師公會所頒佈之香港審閱準則第2410號「獨立核數師對中期財務信息的審閱」進行審閱工作。

薪酬委員會

本公司已成立薪酬委員會，並已制訂其書面職權範圍，以界定其權限與職責。薪酬委員會由三名獨立非執行董事組成。

董事進行證券交易守則

本公司已採納上市規則附錄10所載列的標準守則，作為董事進行證券交易時的操守準則。經明確查詢後，全體董事已確認彼等於由2007年2月22日，上市日起至2007年6月30日止期間內一直遵守標準守則所載的規定。

SUMMARY OF VALUES

價值概述

Property 物業	Market value in existing state as at 30 June 2007 於 2007 年 6 月 30 日 現狀之市場價值 RMB 人民幣	Interest attributable to the Group 本集團應佔權益	Market value in existing state attributable to the Group as at 30 June 2007 本集團應佔 於 2007 年 6 月 30 日 現狀之市場價值 RMB 人民幣
Group I – Property Interest held by the Group in the PRC		第一類 – 本集團於中國持有之物業權益	
1. Level 8 Hong Long Building Nanhai Avenue Nanshan District Shenzhen Guangdong Province The PRC Sub-total 小計	中國 廣東省 深圳市 南山區 南山大道 鴻隆大廈 8 樓 4,700,000	100%	4,700,000
Group II – Property Interests held by the Group for investment in the PRC		第二類 – 本集團於中國持作投資之物業權益	
2. One retail shop unit, 225 car parking spaces and a club house of Harbor City Qian Hai Road West/Tao Yuan Road South Nanshan District Shenzhen Guangdong Province The PRC	中國 廣東省 深圳南山區 前海路西/桃園路南港灣 麗都花園的 1 個零售店舖、 225 個車位及 1 個會所 4,700,000	100%	66,320,000
3. Portion of a commercial podium and 875 car parking spaces of Hong Long Plaza, situated at the east side of Guangshen Main Road No. 80 District Xixiang Town Baoan District Shenzhen Guangdong Province The PRC	中國 廣東省 深圳寶安區 西鄉鎮 八十區 廣深公路東側 鴻隆廣場的 商業樓裙部份及 875 個車位 1,015,000,000	100%	1,015,000,000

SUMMARY OF VALUES (CONTINUED)

價值概述(續)

Group IV – Property Interests held by the Group under development in the PRC

第四類 – 本集團於中國持有之開發中物業權益

Property 物業		Market value in existing state as at 30 June 2007 於 2007 年 6 月 30 日 現狀之市場價值 RMB 人民幣	Interest attributable to the Group 本集團應佔權益	Market value in existing state attributable to the Group as at 30 June 2007 本集團應佔 於 2007 年 6 月 30 日 現狀之市場價值 RMB 人民幣
7. Various Portions of Block A, Block B and Block C Yifeng Plaza situated at Heping Road near to the junction of East Shennan Road Luohu District Shenzhen Guangzhou Province The PRC	中國 廣東省 深圳市 羅湖區和平路 近深南東路口的 藝豐廣場 A 座、B 座及 C 座的若干部分	824,000,000	100%	824,000,000
8. East River Bay Garden Project, situated at a land section between San Ya Lang and Dao Jiao Hill Shang Tou Tong Xia Tou Tong No. 9 Village Luo Yang Town Boluo County Huizhou Guangdong Province The PRC	中國 廣東省 惠州市 博羅縣羅陽鎮九村 上頭塘/下頭塘 三丫浪與倒角山之間 一地段的 東江灣花園項目	1,342,000,000	51%	684,420,000
	Sub-total: 小計			1,508,420,000
	Grand-total: 總計			2,651,940,000

