GREENLAND HONG KONG HOLDINGS LIMITED
綠地香港控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 337)

2013 ANNUAL RESULTS ANNOUNCEMENT

KEY INFORMATION IN FY2013

- Revenue increased by 208% from FY2012 to approximately RMB5,448 million
- Gross profit increased by 257% from FY2012 to approximately RMB1,446 million
- Profit for the year was approximately RMB33 million as compared with a loss of RMB988 million for FY2012
- Basic and diluted EPS increased from a loss of RMB0.92 for FY2012 to earnings of approximately RMB0.02 for the year
- Proposed final dividend of HKD0.05 per share
- Successful issuance of shares equivalent to 60% of the enlarged share capital to Greenland Holding Group and change of name to "Greenland Hong Kong Holdings Limited"
- Acquisition of project in Hangzhou injected from Greenland Group
- Replenishment of quality land bank in Shanghai, Nanning, Xuzhou and Haikou
- As at 31 December 2013, land bank reached 9.3 million square meters
- Issue of USD700 million 4.75% bonds due 2016
- Redemption of USD200 million 13.5% senior note due 2016

The Board of Directors (The "Board") of Greenland Hong Kong Holdings Limited (the "Company") is pleased to announce the consolidated results of the Company and its subsidiaries (collectively the "Group") for the year ended 31 December 2013.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 December 2013

	Note	**2013** *RMB'000*	2012 *RMB'000*
Revenue	*6*	**5,447,768**	1,766,535
Cost of sales		**(4,001,353)**	(1,361,577)
Gross profit		**1,446,415**	404,958
Other income	*7*	**63,515**	17,691
Selling and marketing costs		**(87,532)**	(94,615)
Administrative expenses		**(329,707)**	(316,483)
Other operating expenses	*8*	**(344,454)**	(571,114)
Net gain on disposal of interests in subsidiaries	*5*	**214,354**	134,499
Results from operating activities		**962,591**	(425,064)
Finance income		**99,057**	99,003
Finance expenses		**(415,331)**	(277,226)
Fair value changes on financial derivatives		**112,812**	852
Net finance expenses	*11*	**(203,462)**	(177,371)
Share of losses of associates		**(114,096)**	(102,252)
Share of losses of joint ventures		**(48,175)**	(32,579)
Profit/(Loss) before revaluation losses on investment properties and income tax		**596,858**	(737,266)
Revaluation losses on investment properties		**(80,539)**	(65,490)
Profit/(Loss) before income tax		**516,319**	(802,756)
Income tax expense	*12*	**(483,169)**	(185,604)
Profit/(Loss) for the year		**33,150**	(988,360)
Profit/(Loss) attributable to:			
Equity holders of the Company		**34,513**	(938,248)
Non-controlling interests		**(1,363)**	(50,112)
Profit/(Loss) for the year		**33,150**	(988,360)
Earnings/(Loss) per share			
Basic earnings/(loss) per share (RMB)	*14*	**0.02**	(0.92)
Diluted earnings/(loss) per share (RMB)	*14*	**0.02**	(0.92)

	2013	2012
	RMB'000	*RMB'000*
Profit/(Loss) for the year	**33,150**	(988,360)
Other comprehensive income for the year, net of income tax		
Items that may be reclassified subsequently to profit or loss:		
Exchange differences on translation	**16,352**	(43)
Total comprehensive income for the year	**49,502**	(988,403)
Total comprehensive income attributable to:		
Equity holders of the Company	**40,506**	(938,291)
Non-controlling interests	**8,996**	(50,112)
Total comprehensive income for the year	**49,502**	(988,403)

CONSOLIDATED BALANCE SHEET
As at 31 December 2013

	Note	**2013** **RMB'000**	2012 RMB'000
Assets			
Property, plant and equipment		**922,979**	959,388
Intangible assets		**1,476**	1,521
Land use rights		**74,953**	76,826
Other investments		**2,800**	35,432
Properties under development		**6,832,762**	4,062,629
Investment properties		**1,719,000**	1,758,000
Interests in associates	*20*	**3,509**	980,325
Interests in joint ventures	*21*	**677,111**	702,556
Long-term receivable	*16*	**673,627**	746,590
Deferred tax assets		**212,882**	240,571
Total non-current assets		**11,121,099**	9,563,838
Properties under development		**2,205,091**	2,380,515
Completed properties held for sale		**2,651,528**	2,694,340
Other investments		**–**	165,436
Trade, other receivables and advance deposits	*15*	**3,964,698**	2,230,835
Long-term receivable within one year	*16*	**125,561**	175,007
Restricted cash		**749,693**	832,697
Cash and cash equivalents		**922,037**	816,836
Assets classified as held for sale		**–**	4,193,626
Total current assets		**10,618,608**	13,489,292
Total assets		**21,739,707**	23,053,130

	Note	2013 RMB'000	2012 RMB'000
Equity			
Share capital		**1,068,154**	106,591
Share premium		**2,362,986**	2,069,086
Reserves		**833,173**	790,566
Retained earnings		**1,355,871**	1,312,056
Total equity attributable to equity holders of the Company		**5,620,184**	4,278,299
Non-controlling interests		**86,889**	31,273
Total equity		**5,707,073**	4,309,572
Liabilities			
Interest-bearing loans		**1,725,007**	3,873,190
Trade, other payables and advance receipts	*17*	**7,325,317**	7,207,334
Tax payable		**916,405**	1,187,142
Long-term payable within one year		**6,000**	6,000
Total liabilities associated with assets classified as held for sale		**–**	3,188,578
Total current liabilities		**9,972,729**	15,462,244
Interest-bearing loans		**1,441,839**	1,730,822
Long-term payable		**33,935**	37,067
Financial derivatives		**–**	890
Senior notes	*18*	**–**	1,233,600
Bonds	*19*	**4,224,594**	–
Deferred tax liabilities		**359,537**	278,935
Total non-current liabilities		**6,059,905**	3,281,314
Total liabilities		**16,032,634**	18,743,558
Total equity and liabilities		**21,739,707**	23,053,130
Net current assets/(liabilities)		**645,879**	(1,972,952)
Total assets less current liabilities		**11,766,978**	7,590,886

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. GENERAL INFORMATION AND GROUP REORGANISATION

The Company was incorporated in the Cayman Islands on 13 April 2006 as an exempted company with limited liability under the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The address of the Company's registered office is Century Yard, Cricket Square, Hutchins Drive, P.O. Box 2681 GT, George Town, Grand Cayman, British West Indies. The companies comprising the Group underwent a reorganisation (the "Reorganisation") to rationalise the Group's structure in preparation for the listing of the Company's shares on the Main Board of The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange"). On 30 June 2006, the Company became the holding company of the subsidiaries now comprising the Group. Details of the Reorganisation were set out in the Prospectus of the Company dated 26 September 2006.

The Company's shares were listed on the Hong Kong Stock Exchange on 10 October 2006.

On 27 August 2013, the subscription of shares of the Company (the "Subscription Shares") by Gluon Xima International Limited ("GXIL") was successfully completed. GXIL is an indirectly wholly-owned subsidiary of Greenland Holding Group Company Limited ("Greenland Holding"). Greenland Holding is an unlisted, state-controlled enterprise group, headquartered in Shanghai with its main business in real estate, energy and finance.

The Subscription Shares represent approximately 60% of the entire issued share capital of the Company and approximately 60% of the voting rights of the Company as enlarged by the Subscription Shares. Immediately after the subscription, Greenland Holding Group Company Limited became the ultimate controlling shareholder of the Company.

2. BASIS OF PREPARATION

The consolidated results of the Group for the year ended 31 December 2013 include the results of the Company and its subsidiaries from 1 January 2013, or their respective dates of incorporation. The consolidated balance sheet at 31 December 2013 is a consolidation of the balance sheets of the Company and its subsidiaries at the respective balance sheet dates. All material intra-group transactions and balances have been eliminated on consolidation. In the opinion of the directors, the consolidated financial statements prepared on this basis present fairly the results of operations and the state of affairs of the Group as a whole.

(a) Statement of compliance

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRSs") issued by the International Accounting Standards Board ("IASB"). These financial statements also comply with the disclosure requirements of the Hong Kong Companies Ordinance and the applicable disclosure provisions of the Rules Governing the Listing of Securities on Hong Kong Stock Exchange.

The IASB has issued certain new and revised IFRSs that are first effective or available for early adoption for the current accounting period of the Group and the Company. Note 3 provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting periods reflected in the consolidated financial statements.

(b) Basis of measurement

The consolidated financial statements have been prepared on the historical cost basis except that the following assets and liabilities are stated at their fair value as explained in the accounting policy policies set out below:

– investment properties;

– other investment in debt and equity securities; and

– derivative financial instruments.

Non-current assets and disposal group held for sale are stated at the lower of carrying amount and fair value less costs to sell.

The financial statements have been prepared on the basis that the Group will continue to operate throughout the next twelve months as a going concern.

(c) Functional and presentation currency

These consolidated financial statements are presented in Renminbi ("RMB"), which is the Company's functional currency. All financial information presented in RMB has been rounded to the nearest thousand.

3. CHANGES IN ACCOUNTING POLICIES

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

- Amendments to IAS 1, *Presentation of financial statements – Presentation of items of other comprehensive income*
- IFRS 10, *Consolidated financial statements*
- IFRS 11, *Joint arrangements*
- IFRS 12, *Disclosure of interests in other entities*
- IFRS 13, *Fair value measurement*
- *Annual Improvements to* IFRSs 2009–2011 Cycle
- Amendments to IFRS 7 – *Disclosures – Offsetting financial assets and financial liabilities*

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

– Amendments to IAS 1, *Presentation of financial statements – Presentation of items of other comprehensive income*

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

– **IFRS 10, *Consolidated financial statements***

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

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

– **IFRS 11, *Joint arrangements***

IFRS 11, which replaces IAS 31, *Interests in joint ventures*, divides joint arrangements into joint operations and joint ventures. Entities are required to determine the type of an arrangement by considering the structure, legal form, contractual terms and other facts and circumstances relevant to their rights and obligations under the arrangement. Joint arrangements which are classified as joint operations under IFRS 11 are recognised on a line-by-line basis to the extent of the joint operator's interest in the joint operation. All other joint arrangements are classified as joint ventures under IFRS 11 and are required to be accounted for using the equity method. Proportionate consolidation is no longer allowed as an accounting policy choice.

As a result of the adoption of IFRS 11, the Group has changed its accounting policy with respect to its interests in joint arrangements and re-evaluated its involvement in its joint arrangements. The Group has reclassified the investment from jointly controlled entity to joint venture. The investment continues to be accounted for using the equity method and therefore this reclassification does not have any material impact on the financial position and the financial result of the Group.

– **IFRS 12, *Disclosure of interests in other entities***

IFRS 12 brings together into a single standard all the disclosure requirements relevant to an entity's interests in subsidiaries, joint arrangements, associates and unconsolidated structured entities. The disclosures required by IFRS 12 are generally more extensive than those required by the respective standards. To the extent that the requirements are applicable to the Group, the Group has provided those disclosures.

– **IFRS 13, *Fair value measurement***

IFRS 13 replaces existing guidance in individual IFRSs with a single source of fair value measurement guidance. IFRS 13 also contains extensive disclosure requirements about fair value measurements for both financial instruments and non-financial instruments. To the extent that the requirements are applicable to the Group, the Group has provided those disclosures. The adoption of IFRS 13 does not have any material impact on the fair value measurements of the Group's assets and liabilities.

– ***Annual Improvements to IFRSs 2009–2011 Cycle***

This cycle of annual improvements contains amendments to five standards with consequential amendments to other standards and interpretations. Among them, IAS 1 has been amended to clarify that an opening balance sheet is required only when a retrospective application of an accounting policy, a retrospective restatement or a reclassification has a material effect on the information presented in the opening balance sheet. The amendments also remove the requirement to present related notes to the opening balance sheet when such statement is presented.

– **Amendments to IFRS 7 – *Disclosures – Offsetting financial assets and financial liabilities***

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

The adoption of the amendments does not have an impact on these financial statements because the Group has not offset financial instruments, nor has it entered into master netting arrangement or similar agreement which is subject to the disclosures of IFRS 7 during the periods presented.

4. ACCOUNTING ESTIMATES AND JUDGEMENTS

The following critical accounting policies involve the most significant judgements and estimates used in the preparation of the consolidated financial statements.

(i) Valuation of investment properties

An external, independent valuation company, having appropriate recognised professional qualifications and recent experience in the location and category of property being valued, values the Group's investment property portfolio every six months. The fair values are based on market values, being the estimated amount for which a property could be exchanged on the date of the valuation between a willing buyer and a willing seller in arms' length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently and without compulsion.

In the absence of current prices in an active market, the valuations are prepared by considering the aggregate of the estimated cash flows expected to be received from renting out the property. A yield that reflects the specific risks inherent in the net cash flows then is applied to the net annual cash flows to arrive at the property valuation.

Valuations reflect, where appropriate: the type of tenants actually in occupation or responsible for meeting lease commitments or likely to be in occupation after letting vacant accommodation, and the market's general perception of their creditworthiness; the allocation of maintenance and insurance responsibilities between the Group and the lessee; and the remaining economic life of the property. When rent reviews or lease renewals are pending with anticipated reversionary increases, it is assumed that all notices and where appropriate counter-notices have been served validly and within the appropriate time.

Investment property under construction or development is valued by estimating the fair value of the completed investment property and then deducting from that amount the estimated costs to complete construction or development, financing costs and a reasonable profit margin.

(ii) Impairment of non-financial assets

If circumstances indicate that the carrying amounts of non-financial assets (other than investment properties, properties under development, completed properties held for sale, inventories and deferred tax assets) may not be recoverable, the assets may be considered impaired and are tested for impairment. An impairment loss is recognised when the asset's recoverable amount has declined below its carrying amount. The recoverable amount is the greater of the fair value less costs to sell and value in use. In determining the recoverable amount which requires significant judgements, the Group estimates the future cash flows to be derived from continuing use and ultimate disposal of the asset and applies an appropriate discount rate to these future cash flows.

(iii) Write-down of properties under development and completed properties held for sale

Management performs a regular review on the carrying amounts of properties under development and completed properties held for sale. Based on management's review, write-down of properties under development and completed properties held for sale will be made when the estimated net realisable value has declined below the carrying amount.

In determining the net realisable value of completed properties held for sale, management refers to prevailing market data such as recent sales transactions, market survey reports available from independent property valuers and internally available information, as bases for evaluation.

In respect of properties under development, the estimate of net realisable value requires the application of a risk-adjusted discount rate to the estimated future cash flows to be derived from these properties. These estimates require judgement as to the anticipated sale prices by reference to recent sales transactions in nearby locations, rate of new property sales, marketing costs (including price discounts required to stimulate sales) and the estimated costs to completion of properties, the legal and regulatory framework and general market conditions.

(iv) Recognition of deferred tax assets

At 31 December 2013, the Group has recognised deferred tax assets in relation to the unused tax losses. The realisability of deferred tax assets mainly depends on whether it is probable that future taxable profits will be available against which related tax benefits under the deferred tax assets can be utilised. In cases where the actual future taxable profits generated are less than expected, a reversal of deferred tax assets may arise, which will be recognised in profit or loss for the period in which such a reversal takes place.

(v) PRC land appreciation taxes

The Group is subject to land appreciation taxes in the PRC. However, the implementation and settlement of these taxes varies among various tax jurisdictions in cities of the PRC, and the Group has not finalised its PRC land appreciation taxes calculation and payments with most of local tax authorities in the PRC. Accordingly, significant judgement is required in determining the amount of the land appreciation and its related taxes. The Group recognised these PRC land appreciation taxes based on management's best estimates according to the understanding of the tax rules. The final tax outcome could be different from the amounts that were initially recorded, and these differences will impact the taxation and tax provisions in the years in which such taxes have been finalised with local tax authorities.

5. DISPOSAL OF EQUITY INTERESTS IN SUBSIDIARIES

a) Disposal of Wuxi Xindu Real Estate Development Co., Ltd. ("Wuxi Xindu")

On 4 January 2013, the Group entered into a share sale and purchase agreement with an independent third party. Pursuant to the agreement, the Group has agreed to sell 60% equity interests in Wuxi Xindu for a total consideration of RMB1,099 million. During the year, the disposal has been completed.

	RMB'000
Assets:	
Total assets classified as held for sale	4,193,626
Liabilities:	
Total liabilities associated with assets classified as held for sale	(3,188,578)
Shareholder's loan due to the Group	(979,000)
Other liabilities due to the Group	(12,643)
Net assets	13,405
Net assets attributable to the Group	8,043
Add:	
Shareholder's loan due to the Group	979,000
Other liabilities due to the Group	12,643
Net gain on disposal	99,090
Total consideration in cash	1,098,776
Cash at bank and cash in hand disposed of	(114,834)
Amount due from the third party as at 31 December 2013	(128,776)
Net cash received during 2013	855,166

b) Disposal of Delta Link Holdings Limited ("Delta Link")

On 8 May 2013, the Group entered into a share sale and purchase agreement pursuant to which the Group has agreed to sell the 100% equity interests in Delta Link, a wholly-owned subsidiary of the Group as well as the shareholder loans provided by the Group to Silversonic Profit Holding Limited, a company controlled by Mr. Wang Weixian (the former controlling shareholder of the Company), at a total consideration of approximately RMB1,028 million. Delta Link is the legal and beneficial holder of 50% of the entire issued share capital of The Peninsula Shanghai Waitan Hotel Company Limited ("Peninsula Waitan"). The disposal was completed on 27 August 2013.

	RMB'000
Cost of investment	880,678
Share of post-acquisition loss	(17,979)
Shareholder's loan due to the Group	49,961
	912,660
Gain on disposal	115,264
Total consideration	1,027,924
Satisfied by:	
– Set-off with special dividends attributable to Mr. Wang Weixian	764,600
– Cash consideration received during 2013	263,324
	1,027,924

6. REVENUE

The amount of each significant category of revenue recognised is as follows:

	2013 *RMB'000*	2012 *RMB'000*
Sales of properties	**5,053,770**	1,415,373
Rental income	**59,366**	50,528
Hotel operation income	**147,307**	142,156
Tuition fee	**73,625**	74,917
Property management income and other related service	**113,700**	83,561
Total	**5,447,768**	1,766,535

7. OTHER INCOME

	2013 *RMB'000*	2012 *RMB'000*
Government grants	**2,766**	1,699
Forfeited deposits from customers	**3,356**	4,228
Gain on disposal of fixed assets	**210**	5,025
Gain on acquisition of a subsidiary	**51,932**	–
Others	**5,251**	6,739
Total	**63,515**	17,691

8. OTHER OPERATING EXPENSES

	2013	2012
	RMB'000	*RMB'000*
Penalties	**10,494**	217,224
Write-down of properties under development and completed properties held for sale	**42,881**	329,765
Impairment of other investment	**13,032**	–
Loss on disposal of interests in an associate	**–**	17,031
Loss on redemption of senior notes	**271,577**	–
Others	**6,470**	7,094
Total	**344,454**	571,114

9. PERSONNEL EXPENSES

	2013	2012
	RMB'000	*RMB'000*
Wages and salaries	**166,883**	165,647
Contributions to defined contribution plans	**30,197**	31,247
Staff welfare, bonuses and other allowances	**4,754**	26,186
Equity-settled share-based payment expenses	**19,525**	5,472
Total	**221,359**	228,552

10. EXPENSES BY NATURE

The following expenses are included in cost of sales, selling and marketing costs and administrative expenses:

	2013	2012
	RMB'000	*RMB'000*
Cost of properties sold	**3,408,309**	994,873
Auditors' remuneration		
– audit services	**3,400**	4,250
– audit-related services	**1,950**	300
Depreciation	**72,597**	73,914
Amortisation of land use rights	**1,873**	1,873
Operating lease charges	**54,331**	12,837

11. FINANCE INCOME AND EXPENSES

	2013 *RMB'000*	2012 *RMB'000*
Interest income on bank deposits	**41,985**	36,639
Interest income on long-term receivable measured at amortised cost	**57,072**	62,364
Finance income	**99,057**	99,003
Interest expenses on interest-bearing loans, bonds and senior notes	**(581,648)**	(809,788)
Less: interest capitalised	**127,291**	531,341
Net interest expenses on interest-bearing loans and senior notes	**(454,357)**	(278,447)
Interest expenses on long-term payable measured at amortised cost	**(2,868)**	(3,070)
Net change in fair value of other investments	**(2,422)**	1,618
Net foreign exchange gain	**44,316**	2,673
Finance expenses	**(415,331)**	(277,226)
Fair value changes on financial derivatives		
– Embedded derivatives	**111,922**	–
– Interest rate swaps	**890**	852
	112,812	852
Net finance expenses	**(203,462)**	(177,371)

12. INCOME TAX EXPENSE

(i) Income tax in the consolidated statement of comprehensive income represents:

	2013 *RMB'000*	2012 *RMB'000*
Current tax		
Provision for PRC enterprise income tax for the year	**154,679**	77,070
Provision for PRC land appreciation tax for the year	**385,452**	132,656
	540,131	209,726
Deferred tax		
Origination and reversal of temporary differences	**80,318**	21,759
Benefit of tax losses recognised	**(5,777)**	(50,912)
Deferred PRC land appreciation tax	**(131,503)**	5,031
	(56,962)	(24,122)
Total income tax expense	**483,169**	185,604

Enterprise income tax

No provision for Hong Kong Profits Tax has been made as the Group did not earn any income subject to Hong Kong Profits Tax during the year ended 31 December 2013.

Pursuant to the rules and regulations of the Cayman Islands and the British Virgin Islands, the Group is not subject to any income tax in the Cayman Islands and the British Virgin Islands.

Pursuant to the Corporate Income Tax Law of the PRC, the Group's main project companies were subject to PRC income tax at a rate of 25% (2012: 25%).

Land appreciation tax

PRC land appreciation tax is levied on properties developed for sale by the Group at progressive rates ranging from 30% to 60% on the appreciation of land value, which under the applicable regulations is calculated based on the proceeds of sales of properties less deductible expenditures including lease charges of land use rights, borrowing costs and all property development expenditures. Land appreciation tax of RMB253,949,000 has been included in profit or loss for the year ended 31 December 2013 (2012: RMB137,687,000).

(ii) Reconciliation between tax expense and accounting profit/(loss) at applicable tax rate:

	2013 ***RMB'000***	2012 *RMB'000*
Profit/(loss) before income tax	**516,319**	(802,756)
Less: PRC land appreciation tax	**(253,949)**	(137,687)
	262,370	(940,443)
Tax calculated at the rates applicable to respective companies that comprise the Group	**137,527**	(124,720)
Tax effect of share of results of associates and joint ventures	**12,044**	23,716
Non-deductible expenses, net of non-taxable income	**2,701**	33,747
Unrecognised deferred tax assets	**78,778**	112,038
(Over)/under-provision in prior years	**(1,830)**	3,136
	229,220	47,917
PRC land appreciation tax	**253,949**	137,687
Total	**483,169**	185,604

In accordance with the accounting policy, the Group has not recognised deferred tax assets in respect of cumulative tax losses of certain subsidiaries for the year ended 31 December 2013 as it is not probable that future taxable profits against which the losses can be utilised will be available in the relevant tax jurisdiction and entity.

13. DIVIDENDS

	2013 *RMB'000*	2012 *RMB'000*
Final dividends in respect of previous financial year, declared and paid during the year (2012: nil) (i)	**–**	–
Special dividend (ii)	**1,044,515**	–

(i) In the meeting held on 28 March 2013, the Board of Directors resolved not to propose cash dividends for the year ended 31 December 2012, which was approved at the Annual General Meeting held on 3 June 2013.

(ii) On 5 August 2013, the extraordinary general meeting has passed an ordinary resolution to distribute a special dividend of HKD1.275 per share after share consolidation in cash to the shareholders and the convertible preference share holders (other than GXIL). The cash dividends were paid out of the share premium account of the Company during the year ended 31 December 2013.

(iii) The Board of Directors has resolved to propose a 2013 final dividend of HKD 0.05 per ordinary share and HKD 0.05 per convertible preference share, totalling approximately RMB103,838,000 (2012: nil). Such dividend is to be approved by the shareholders at the forthcoming annual general meeting. The dividends proposed after the balance sheet date have not been recognised as a liability at the balance sheet date.

14. EARNINGS/(LOSS) PER SHARE

(a) Basic earnings/(loss) per share

Basic and diluted earnings/(loss) per share is calculated by dividing the profit/(loss) attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the period excluding ordinary shares purchased of the Group and held for Share Award Scheme.

	2013 *RMB'000*	2012 *RMB'000*
Profit/(loss) attributable to equity holders of the Company	**34,513**	(938,248)

	2013	2012
Weighted average number of ordinary shares	**1,567,074,588**	1,021,428,751

(b) Diluted earnings/(loss) per share

Diluted earnings/(loss) per share is calculated by adjusting the weighted average number of ordinary shares outstanding based on the assumption that all dilutive potential ordinary shares are converted as follows:

	Number of shares	
	2013	2012
Weighted average number of ordinary shares (basic)	**1,567,074,588**	1,021,428,751
Effect of Share Award Scheme	**19,545,934**	–
Weighted average number of ordinary shares (diluted) at 31 December	**1,586,620,522**	1,021,428,751

There is no adjustment on profit/(loss) attributable to ordinary shareholders of the Company.

15. TRADE, OTHER RECEIVABLES AND ADVANCE DEPOSITS

	2013	2012
	RMB'000	*RMB'000*
Receivables due from related parties:		
– Other related parties	**38,936**	124,137
	38,936	124,137
Trade receivables due from third parties	**25,889**	31,759
Advance payments to contractors	**66,968**	166,966
Advance deposits for acquisition of land use rights	**2,873,815**	500,925
Non-trade receivables	**793,317**	1,056,417
Tax prepayments	**165,773**	350,631
Total	**3,964,698**	2,230,835

The receivables due from related parties are unsecured, non-interest bearing and repayable on demand.

Non-trade receivable balances, deposits and advances to third parties are expected to be settled or recovered within one year.

Tax prepayments mainly represent prepayment of business tax, land appreciation tax and income tax during the pre-sale stage of certain properties.

16. LONG-TERM RECEIVABLE

	Term	**Initial Cost**	**2013**	2012
		RMB'000	***RMB'000***	*RMB'000*
Long-term receivable	10 years	1,300,000	**799,188**	921,597
Less: Long-term receivable due within 1 year			**(125,561)**	(175,007)
Long-term receivable due after 1 year			**673,627**	746,590

The amount is repayable as follows:

	2013	2012
	RMB'000	*RMB'000*
Within 1 year	**125,561**	175,007
Over 1 year and within 2 years	**113,237**	113,237
Over 2 years and within 5 years	**292,214**	292,289
After 5 years	**268,176**	341,064
	799,188	921,597

Long-term receivable represents shareholders' loan provided to Tianyuan Lifeng. The amount is non-interest bearing and repayable in 10 annual instalments of RMB130,000,000 each, starting from 11 June 2012 as deferred. Interest income of RMB57,072,000 (note 11) was recognised in relation to the long-term receivable during the year (2012: RMB62,364,000).

17. TRADE, OTHER PAYABLES AND ADVANCE RECEIPTS

	2013	2012
	RMB'000	*RMB'000*
Payables due to related parties:		
Non-trade related:		
– Dividends payable	**9,173**	9,173
– Other related parties	**2,515,962**	11,897
	2,525,135	21,070
Trade payables	**1,694,952**	2,083,819
Advance receipts from customers	**1,615,665**	3,818,063
Other taxes payable	**153,567**	23,102
Dividends payable	**229**	163
Unpaid land cost	**891,030**	912,221
Non-trade payables and accrued expenses	**444,739**	348,896
Total	**7,325,317**	7,207,334

The payables due to related parties are unsecured, non-interest bearing and repayable on demand.

18. SENIOR NOTES

On 8 April 2011, the Company issued 13.5% senior notes due 2016 (the "Notes") with an aggregated nominal value of USD200,000,000 (equivalent to approximately RMB1,308,400,000) at a value equal to 98.244% of the face value. The Notes are listed on the Singapore Exchange Securities Trading Limited. The Notes carry interest at the rate of 13.5% per annum, payable semi-annually on 8 April and 8 October in arrears, and will mature on 8 April 2016, unless redeemed earlier.

The Company has exercised its option to redeem all outstanding Notes in full on 11 November 2013 at the redemption price of USD226,016,000, or USD1,130.08 for each USD1,000 of Notes. A loss on the redemption amounting to RMB271,577,000 (note 8) was recognised in the consolidated statement of comprehensive income for the year.

The movements of different components of senior notes are set out below:

	Liability component *RMB'000*	**Call option of the Company** *RMB'000*	**Total** *RMB'000*
As at 31 December 2011	1,270,928	–	1,270,928
Interests and issue cost amortised during the year	181,072	–	181,072
Interest paid during the year	(176,145)	–	(176,145)
Exchange gain	(3,199)	–	(3,199)
Change in fair value	–	–	–
As at 31 December 2012	1,272,656	–	1,272,656
Interests and issue cost amortised during the year	150,405	–	150,405
Interests paid during the year	(167,730)	–	(167,730)
Exchange gain	(27,474)	–	(27,474)
Change in fair value *(note 11)*	–	(111,922)	(111,922)
Redeemed in full	(1,227,857)	111,922	(1,115,935)
As at 11 November 2013 and 31 December 2013	–	–	–

Represented as	**31 December 2013** ***RMB'000***	31 December 2012 *RMB'000*
– Other payables – accrued interests	**–**	39,056
– Senior notes	**–**	1,233,600
– Total	**–**	1,272,656

19. BONDS

On 18 October 2013, the Company issued 4.75% bonds due 2016 (the "Bonds") with an aggregated nominal value of USD700,000,000 at a value equal to 99.655% of the face value. The Bonds are listed on the Hong Kong Stock Exchange. The Bonds carry interest at the rate of 4.75% per annum, payable semi-annually on 18 April and 18 October in arrears, and will mature on 18 October 2016, unless redeemed earlier. The net proceeds, after deducting the direct issuance costs, amounted to approximately USD 692,424,000 (equivalent to RMB4,249,546,000). The Bonds have the benefit of a keepwell deed from Greenland Holding, the ultimate controlling shareholder of the Company.

The movements of different components of Bonds are set out below:

	Liability component *RMB'000*	**Call options of the Company** *RMB'000*	**Total** *RMB'000*
Net proceeds from bonds issued on 18 October 2013	4,249,546	–	4,249,546
Interests and issue cost amortised during the year	47,562	–	47,562
Exchange gain	(27,905)	–	(27,905)
Change in fair value	–	–	–
As at 31 December 2013	4,269,203	–	4,269,203

Represented as	**31 December 2013** ***RMB'000***
– Other payables – accrued interests	**44,609**
– Bonds	**4,224,594**
– Total	**4,269,203**

Liability component of the Bonds represents the contractually determined stream of future cash flows discounted at the rate of interest determined by the market instruments of comparable credit status taken into account the business risk and financial risk of the Company. The effective interest rate of the liability component is 5.142% per annum for the year ended 31 December 2013.

20. INTERESTS IN ASSOCIATES

	Note	**2013**	2012
		RMB'000	*RMB'000*
Peninsula Waitan	*(a)*	**–**	976,815
Shanghai Zhaozhi Shiye Co., Ltd. ("Shanghai Zhaozhi")	*(b)*	**3,509**	3,510
		3,509	980,325

(a) Peninsula Waitan

	2013	2012
	RMB'000	*RMB'000*
Cost of investment	**–**	880,678
Share of post-acquisition profits	**–**	96,137
	–	976,815

On 27 August 2013, the Company successfully completed the disposal of 100% equity interests in Delta Link which is the legal and beneficial holder of 50% equity interests in Peninsula Waitan.

(b) Shanghai Zhaozhi

	2013	2012
	RMB'000	*RMB'000*
Cost of investment	**3,633**	3,633
Share of post-acquisition losses	**(124)**	(123)
	3,509	3,510

Shanghai Zhaozhi is 36.33% owned by the Group, and is engaged in development of commercial properties.

21. INTERESTS IN JOINT VENTURES

	Note	**2013**	2012
		RMB'000	*RMB'000*
Hainan Tianyuan Lifeng Shiye Company Limited ("Tianyuan Lifeng")	*(a)*	**654,381**	702,556
Shanghai Qiyu Enterprise Co., Ltd. ("Shanghai Qiyu")	*(b)*	**22,730**	–
		677,111	702,556

(a) **Tianyuan Lifeng**

	2013	2012
	RMB'000	*RMB'000*
Cost of investment	**758,476**	758,476
Share of post-acquisition losses	**(104,095)**	(55,920)
	654,381	702,556

Tianyuan Lifeng is 50.1% owned by the Group, and is mainly engaged in property development in Haikou, Hainan Province, the PRC.

(b) **Shanghai Qiyu**

	2013	2012
	RMB'000	*RMB'000*
Cost of investment	**2,730**	–
Loan	**20,000**	–
	22,730	–

Shanghai Qiyu is 54.6% owned by the Group, and is mainly engaged in enterprise management consulting and investment management in Shanghai, the PRC.

BUSINESS REVIEW

Results

The year of 2013 was a year of change and rejuvenation. On 8 May 2013, SPG Land entered into a subscription agreement to issue a combination of ordinary shares and non-voting convertible preference shares to Greenland Holding Group, equivalent to 60% of the enlarged share capital of SPG Land. The transaction was completed on 27 August 2013, upon which the brand new "Greenland Hong Kong Holdings Limited" (together with its subsidiaries collectively referred to as "the Group") was launched.

Despite several internal transitions and continued macro-economic control measures, the Group achieved satisfactory performance. During the year ended 31 December 2013, the Group recorded a total revenue of approximately RMB5,448 million, an increase of approximately 208% from last year. The increase was attributable to the higher gross floor area ("GFA") sold and delivered during the year. Net profit attributable to equity holders of the Company which was a loss for the last year was approximately RMB33 million for this year. Basic and diluted earnings per share attributable to equity holders of the Company amounted to RMB0.02 per share, which was a loss of RMB0.92 for the last year.

During the year, the total GFA sold and delivered amounted to 316,737 square meters, a 273% increase from the 84,863 square meters sold and delivered during 2012. The average selling price kept at a stable range of more than RMB15,000 per square meter as compared with 2012. Revenue derived from property sales was approximately RMB5,054 million, representing an increase of 257% from RMB1,415 million in 2012. The key projects completed and delivered in 2013 include The Wuxi Xishuidong, Emerald Bay in Changshu, Haikou Florea and Cambrdige Forest Newtown and Cambridge Waters Tiffany in Shanghai.

Item	**Approximate area sold and delivered in 2013**	**Approximate sales recognized in 2013**	**Average selling price**
	sqm	*RMB'000*	*RMB/sqm*
Wuxi Xishuidong	98,623	1,486,528	15,073
Changshu Emerald Bay	92,755	1,349,095	14,544
Cambridge Forest Newtown	35,081	663,176	18,904
Cambridge Waters-Tiffany	32,855	540,102	16,439
Suzhou Global 188	13,259	326,146	24,560
Haikou Florea	16,825	291,428	17,321
Taiyuan Shanding	17,888	208,772	11,671
Kunming Metropolitan	9,451	88,557	9,370
Sub-total	**316,737**	**4,953,804**	**15,640**
Cambridge Forest Newtown – Parking Lot		6,830	
Cambridge Waters – Parking Lot		5,480	
Haikou Florea – Parking Lot		16,698	
Kunming Metropolitan – Parking Lot		40,106	
Wuxi Xishuidong – Parking Lot		17,012	
Changshu Emerald Bay – Parking Lot		13,840	
Sub-total		**99,966**	
Total property sales		**5,053,770**	

Contracted Sales

During the year, the Group registered a total contracted GFA of 355,604 square meters and achieved a total contracted sales of RMB3,486 million, representing a year-to-year growth of 24% and 16% respectively, compared to 287,413 square meters and RMB3,008 million in 2012.

During the year under review, projects in second-tier cities continued to be the main contributor of contracted sales. The key projects that contributed significant volumes of contracted sales include Haikou Hai Chang Liu (23%), The Metropolitan in Kunming (22%), Emerald Bay in Changshu (13%) and Haikou Florea (9%). These are all quality products located in cities with the highest disposable incomes in China, capitalizing on the strong demand for an improved living environment from homebuyers.

The Group's quality products continued to be highly appreciated by the market and its flexible marketing and sales strategy paid off during the year. For instance, The Metropolitan Phase V in Kunming welcomed a grand new launch on 20 January 2013. All of the 462 units were sold out within four hours on the first day of launch, which broke the sales record of the local market since the government implemented macro-control policy on the property sector. On 19 October 2013, Phase IV of the project achieved great success again and recorded sales of 330 units within two hours of the launch, and by the end of the same day, approximately 90% of the available units were sold out, and many customers remained in the sales office to explore further purchasing opportunities.

Land Bank

Maximizing the resources and support of the parent company Greenland Holding Group and the cost-effective financing channels offered by the capital market, from the subscription completion date to the announcement date, the Group won bids for land parcels at Wuliqiao Street of Huangpu District, Pudong Heqing Town, Hongkou District and Jiading Nanxiang in Shanghai, Lingshan and Wuyuanhe in Haikou, Wuxiang area in Nanning, and Jiao Shan lake area in Tongshan District and Binggong Road in Gulou District in Xuzhou, nearly all at base price. It also acquired quality assets from Greenland Group, including a 50% stake in Hangzhou Olympic and International Expo Centre Project. The newly added land parcels contributed a total planned construction area of approximately 9.3 million square meters.

As at 31 December 2013, the Group held a land bank of approximately 9.3 million square meters, with prime sites strategically located in key cities of regional economic importance in the Yangtze River Delta and Pan-Pearl River Delta. The current land bank is sufficient to support the Group's development pipeline for the next three to five years, but the Group is continuously looking for high quality sites which demonstrate strong potential.

Financing Activities

In the year 2013 and at the beginning of 2014, the Group explored financing tools and channels in offshore and onshore capital markets, at both corporate and project level. The proceeds generated at a relatively low cost helped the Group to secure a more prudent financial status and lay a solid commercial foundation to look for ongoing opportunities in the market and realize business and capital growth.

Bond Issue

In October 2013, the Group successfully issued USD700 million of bonds to professional investors at the rate of 4.75% per annum, which will mature on 18 October 2016. The bonds were assigned a rating of 'Ba1' by Moody's, 'BB+' by S&P and 'BBB–' by Fitch. The net proceeds from the issue of the bonds were approximately USD692.4 million, part of which have been used to redeem in advance the USD200 million 13.5% senior notes due 2016. By doing so, the Group was empowered to go forward with relatively lighter burden of financing costs and greater flexibility in applying other financing tools in future.

In January 2014, the Group successfully issued RMB denominated bonds by private placement at the rate of 5.5% per annum, in 100% of the principal amount of RMB1.5 billion, which will mature on 23 January 2018.

Syndicated Loan

In January 2014, Xu Bao (HK) Co., Ltd., the project company 50% owned by the Group and 50% by CIFI Holdings (Group) Co. Ltd., which wholly owns Hangzhou Olympic and International Expo Centre Project, obtained a three-year offshore loan in US dollar and HK dollar with an aggregate amount equivalent to approximately USD320 million, and a three-year onshore loan facility of RMB1 billion.

Strategic Partnership

On 14 January 2014, the Group brought in China Resources Land to jointly develop the land parcel at Wuliqiao Street of Huangpu District in Shanghai, and the two parties will each hold a 50% stake in the project. Following that, the two parties enter into another partnership agreement dated 23 January 2014 to jointly develop the land parcel located at Binggong Road of Gu Lou District in Xuzhou City and each party will hold a 50% stake respectively. The strategic alliance of Greenland Hong Kong and China Resources Land will maximize the strengths of both parties and enhance the flexibility of financial, development and management resources to build a new landmark in Shanghai and a reputable residential property in Xuzhou City.

For Hangzhou Olympic and International Expo Centre Project, Greenland Hong Kong gained a 50% stake injection by Greenland Holding Group, and the other 50% stake was indirectly wholly owned by CIFI Holdings.

Outlook

Over the next ten years, the Group expects a shakeup of the industry. It's predicted that the strong will become stronger and the weak will be marginalized, therefore, there is no choice but to grow fast, sharpen its competitive edge and establish strong leadership. In order to do so, the Group will stay tuned to ever-changing market demands and speed up the turnover of product development, contracted sales and cash flow. It is, however, mindful of the risk of growing too rapidly and will not sacrifice quality over speed. Its long-term development will focus on a balanced pace of growth, quality products and sustainability.

The Group will mainly target prime sites in first- and second-tier cities of regional economic importance in the Yangtze River Delta and Pan-Pearl River Delta. The aggregation effect of these economically dynamic locations and the increasing size of the working-age populations boost demand for affordable homes and improved living environments.

As far as product strategy is concerned, the Group is determined to develop quality products with environmental features at affordable prices. Quality products are not necessarily luxurious examples of architecture, rather properties which pay attention to details and functionality and offer added value to homebuyers.

Looking ahead, as the market becomes more and more mature, property developers are required to establish differentiating strengths and strong leadership. Guided by this requirement, the Group will study market trends and sentiment, and only enter the areas where it leads or can potentially lead. It will also aim to improve the quality of products and services, strengthen sales efforts, and implement prudent financial measures, in order to grow at a relatively swift but stable pace.

FINANCIAL PERFORMANCE

Revenue

The total revenue of the Group for 2013 increased by approximately 208% over 2012, from approximately RMB1,767 million to approximately RMB5,448 million.

Sales of property, the core business activity, generated revenue of approximately RMB5,054 million (2012: RMB1,415 million), accounting for approximately 93% of the total revenue, and representing an approximately increase of 257% as compared with last year. The revenue of the Group from other segments includes lease of properties, property management and related services, education, hotel and golf operation.

Year ended 31 December

	2013	2012	Change
	RMB'000	*RMB'000*	*RMB'000*
Sales of properties	**5,053,770**	1,415,373	3,638,397
Rental income	**59,366**	50,528	8,838
Property management income & other related service	**113,700**	83,561	30,139
Hotel and golf operation	**147,307**	142,156	5,151
Education	**73,625**	74,917	–1,292
Total	**5,447,768**	1,766,535	3,681,233

Cost of sales

Cost of sales increased by approximately 194% to approximately RMB4,001 million, as compared to RMB1,362 million in 2012. The cost of sales mainly comprised land costs, construction costs, capitalized finance costs and sales tax.

Gross profit and margin

Gross profit increased to approximately RMB1,446 million from RMB405 million in 2012 while gross profit margin increased from 23% to 27%.

Other income

Other operating income increased from RMB18 million in 2012 to RMB64 million in 2013, which was mainly attributable to the acquisition of Hangzhou Project.

Other operating expenses

Other operating expense decreased from RMB571 million in 2012 to RMB344 million in 2013. It was mainly attributable to the decrease in impairment losses of properties and other investments accrued.

Operating expenses

Administrative expenses increased to RMB330 million in 2013 from RMB316 million in 2012 because of its business expansion. Selling and marketing costs experienced a decrease of approximately 7% from RMB95 million in 2012 to RMB88 million in 2013 as the Group further controlled selling expenditure under the current economic circumstances.

Net Finance Expenses

The net finance expenses increased from RMB177 million in 2012 to RMB203 million in 2013 due to total interest-bearing loans borrowed increased but less finance expenses were capitalised.

Share of Loss of Associates and Joint Ventures

The Group recorded a loss from share of operating results of associates in 2013 amounting to RMB114 million as compared to a loss of RMB102 million in 2012. The loss was mainly attributable to Peninsula Shanghai Hotel. And the Group had a loss from joint ventures entity amounting to RMB48 million which was mainly due to Hai Chang Liu project.

Revaluation Loss on Investment Properties

The Group recorded a revaluation loss of approximately RMB81 million in 2013, as compared with a loss of RMB65 million in 2012.

Income Tax

Income tax increased by 160% from RMB186 million in 2012 to RMB483 million in 2013. The increase was mainly due to the higher LAT accrued resulted from more properties delivered.

Profit Attributable to Equity Holders of the Company

The Group's profit attributable to equity holders amounted to approximately RMB35 million (2012: Loss attributable to equity holders of RMB938 million) during the year under review.

Financial Position

Equity attributable to equity holders of the Company was RMB5,620 million as at 31 December 2013 (31 December 2012: RMB4,278 million). Total assets amounted to RMB21,740 million (31 December 2012: RMB23,053 million) and total liabilities stood at RMB16,033 million (31 December 2012: RMB18,744 million).

Liquidity and Financial Resources

The Group's business operations, bank borrowings and cash proceeds raised have been the primary source of liquidity of the Group, which have been applied in business operations and investment in development projects.

Net gearing (total borrowings less cash and cash equivalents including restricted cash over total equity) decreased from 120% as at 31 December 2012 to 100% as at 31 December 2013. The Group had total cash and cash equivalents (including restricted cash) of RMB1,672 million, total borrowings of RMB7,391 million and an equity base of RMB5,707 million as at 31 December 2013.

Treasury Policy

The business transactions of the Group were mainly denominated in Renminbi. Apart from fund raising transactions in the capital market, there is limited exposure in foreign exchange risk.

The Group has established a treasury policy with the objective of better controlling treasury functions and lowering costs of funds. In providing funds to all its operations, funding terms have been centrally reviewed and monitored at Group level.

In accomplishing the aim of minimizing interest risk, the policy of the Group is to continue closely monitoring and managing the Group's loan portfolio by its existing agreements' interest margin spread with market interest rates and offers from banks.

Credit Policy

Trade receivables mainly arose from sale and lease of properties. Receivables in respect of sale and lease of properties are settled in accordance with the terms stipulated in the sale and purchase agreements and lease agreements.

Pledge of Assets

As at 31 December 2013, the Group pledged properties and land use rights with a carrying value of RMB7.4 billion to secure bank facilities granted to the Group. The total secured loan balance outstanding as at 31 December 2013 amounted to RMB3.1 billion.

Financial Guarantees

As at 31 December 2013, the Group provided guarantees to banks for:

	31 December 2013 *RMB'000*	31 December 2012 *RMB'000*
Mortgage	**506,948**	1,402,427
Other Guarantees	**135,000**	1,935,000
Total	**641,948**	3,337,427

Capital Commitment

	31 December 2013 *RMB'000*	31 December 2012 *RMB'000*
Property development activities:		
– Contracted but not provided for	**7,735,884**	552,054
– Authorized but not contracted for	**2,722,895**	2,141,343
Total	**10,458,779**	2,693,397

Human Resources

As at 31 December 2013, the Group employed a total of 1,707 employees (31 December 2012: 1,666). The Group has adopted a performance-based rewarding system to motivate its staff. In addition to a basic salary, year-end bonuses are offered to staff with an outstanding performance. In relation to staff training, the Group also provides various staff programs to improve their skills and develop their respective expertise.

CORPORATE GOVERNANCE

During the year ended 31 December 2013, the Company has complied with the code provisions of the Corporate Governance Code (the "**CG Code**") as set out in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**").

FINAL DIVIDEND

The Board of Directors has resolved to propose a 2013 final dividend of HKD0.05 per ordinary share and HKD0.05 per convertible preference share. Such dividend is to be approved by the shareholders at the forthcoming annual general meeting.

ANNUAL GENERAL MEETING AND CLOSURE OF REGISTER OF MEMBERS

The annual general meeting of the Company will be held on Wednesday, 4 June 2014. A notice convening the annual general meeting will be published and dispatched to the shareholders of the Company in the manner required by the Listing Rules in due course.

The register of members of the Company will be closed from Friday, 30 May 2014 to Wednesday, 4 June 2014 (both days inclusive) during which period no transfer of shares will be effected. In order to determine the entitlement to attend and vote at the annual general meeting to be held on Wednesday, 4 June 2014, all transfer documents accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 29 May 2014.

Subject to the approval of the shareholders at the annual general meeting, the proposed final dividend will be payable to shareholders whose names appear on the register of members of the Company on Friday, 13 June 2014. In order to determine the identity of the shareholders who are qualified to receive the proposed final dividend, the register of members will be closed on Thursday, 12 June 2014 to Friday, 13 June 2014, both days inclusive, during which period no transfer of shares will be effected. All duly completed transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Wednesday, 11 June 2014.

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

Neither the Company nor any of its subsidiaries has purchased, redeemed or sold any of the Company's listed securities during the year ended 31 December 2013 except that the trustee of the share award scheme, pursuant to the terms of the trust deed of the share award scheme purchased on the Stock Exchange a total of 2,500,000 shares of the Company at a total consideration of HK$7,884,581.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**") as set out in Appendix 10 to the Listing Rules as its code of conduct for dealings in securities of the Company by the Directors. Based on specific enquiry by the Company, all Directors have confirmed that they have complied with the required standards set out in the Model Code throughout the year ended 31 December 2013.

AUDIT COMMITTEE

The Company has an audit committee which was established in compliance with Rule 3.21 of Listing Rules for the purpose of reviewing and providing supervision over the Group's financial reporting process and internal controls. The audit committee comprises the four independent non-executive Directors of the Company.

The audit committee has reviewed the annual results for the year ended 31 December 2013 with the management of the Company.

By Order of the Board
Greenland Hong Kong Holdings Limited
Chen Jun
Chairman

Hong Kong, 12 March 2014

As at the date of this announcement, the executive Directors are Mr. Chen Jun, Mr. Wang Weixian, Mr. Hou Guangjun, Mr. Wu Zhengkui, Ms. Wang Xuling and Mr. You Defeng; and the independent non-executive Directors are Mr. Cheong Ying Chew, Henry, Mr. Fong Wo, Felix, JP, Mr. Jiang Simon X. and Mr. Kwan Kai Cheong.