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## **POWERLONG REAL ESTATE HOLDINGS LIMITED**

### **寶龍地產控股有限公司**

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

**(Stock Code: 1238)**

## **2015 ANNUAL RESULTS ANNOUNCEMENT**

### **SUMMARY OF RESULTS**

- For the year ended 31 December 2015, contracted sales amounted to approximately RMB14,305 million, representing an increase of approximately 34.3% as compared with the corresponding period in 2014.
- For the year ended 31 December 2015, revenue amounted to approximately RMB11,907.3 million, representing an increase of approximately 23.2% as compared with the corresponding period in 2014.
- For the year ended 31 December 2015, rental income and income from property management services amounted to approximately RMB1,101.1 million, representing an increase of approximately 20.7% as compared with the corresponding period in 2014.
- For the year ended 31 December 2015, gross profit margin amounted to 32.9%, representing an increase as compared with 28.8% of the corresponding period in 2014.
- For the year ended 31 December 2015, net profit amounted to approximately RMB2,335.1 million, representing an increase of approximately 54.9% as compared with the corresponding period in 2014.
- For the year ended 31 December 2015, core earnings (being the profit for the year after excluding the profit attributable to fair value gains on investment properties) was approximately RMB1,207.4 million, representing an increase of approximately 14.1% as compared with the corresponding period in 2014.
- The Board recommends the payment of a final dividend of HK\$9.0 cents per ordinary share for the year ended 31 December 2015.

The board (the “Board”) of directors (the “Directors”) of Powerlong Real Estate Holdings Limited (the “Company”) is pleased to announce its annual consolidated results of the Company and its subsidiaries (collectively, the “Group”) for the year ended 31 December 2015, together with comparative figures for the year ended 31 December 2014, which is set out below.

## CONSOLIDATED BALANCE SHEET

|                                                       |             | <b>31 December</b>       |                          |
|-------------------------------------------------------|-------------|--------------------------|--------------------------|
|                                                       |             | <b>2015</b>              | 2014                     |
|                                                       | <i>Note</i> | <i>RMB'000</i>           | <i>RMB'000</i>           |
| <b>ASSETS</b>                                         |             |                          |                          |
| <b>Non-current assets</b>                             |             |                          |                          |
| Property and equipment                                |             | 2,354,664                | 1,898,666                |
| Land use rights                                       |             | 1,033,527                | 797,138                  |
| Investment properties                                 | 3           | 28,370,318               | 24,381,596               |
| Investments accounted for using the equity method     |             | 1,523,949                | 1,548,554                |
| Deferred income tax assets                            |             | 394,724                  | 380,313                  |
| Available-for-sale financial assets                   |             | 318,000                  | –                        |
| Prepayments                                           |             | 407,880                  | –                        |
|                                                       |             | <u>34,403,062</u>        | <u>29,006,267</u>        |
| <b>Current assets</b>                                 |             |                          |                          |
| Properties under development                          |             | 13,010,714               | 13,668,618               |
| Completed properties held for sale                    |             | 9,086,095                | 6,162,421                |
| Trade and other receivables                           | 4           | 2,392,543                | 2,196,727                |
| Prepayments                                           |             | 671,529                  | 852,374                  |
| Prepaid taxes                                         |             | 356,048                  | 300,334                  |
| Available-for-sale financial assets                   |             | 16,491                   | 16,042                   |
| Financial assets at fair value through profit or loss |             | –                        | 1,500                    |
| Restricted cash                                       |             | 1,085,889                | 603,687                  |
| Cash and cash equivalents                             |             | 5,639,843                | 4,345,757                |
|                                                       |             | <u>32,259,152</u>        | <u>28,147,460</u>        |
| <b>Total assets</b>                                   |             | <u><b>66,662,214</b></u> | <u><b>57,153,727</b></u> |
| <b>EQUITY</b>                                         |             |                          |                          |
| <b>Equity attributable to owners of the Company</b>   |             |                          |                          |
| Share capital and premium                             |             | 2,979,696                | 2,979,696                |
| Other reserves                                        |             | 656,386                  | 664,827                  |
| Retained earnings                                     |             | 16,808,903               | 14,965,316               |
|                                                       |             | <u>20,444,985</u>        | <u>18,609,839</u>        |
| <b>Perpetual Capital Instruments</b>                  |             | 1,305,161                | 1,302,139                |
| <b>Non-controlling interests</b>                      |             | 1,008,383                | 697,504                  |
|                                                       |             | <u>22,758,529</u>        | <u>20,609,482</u>        |
| <b>Total equity</b>                                   |             | <u><b>22,758,529</b></u> | <u><b>20,609,482</b></u> |

|                                     |             | <b>31 December</b>       |                   |
|-------------------------------------|-------------|--------------------------|-------------------|
|                                     |             | <b>2015</b>              | 2014              |
|                                     | <i>Note</i> | <i>RMB'000</i>           | <i>RMB'000</i>    |
| <b>LIABILITIES</b>                  |             |                          |                   |
| <b>Non-current liabilities</b>      |             |                          |                   |
| Borrowings                          | 5           | <b>16,635,538</b>        | 14,294,043        |
| Deferred income tax liabilities     |             | <b>3,685,327</b>         | 3,314,613         |
| Derivative financial instruments    |             | <b>170,907</b>           | 81,178            |
|                                     |             | <u><b>20,491,772</b></u> | <u>17,689,834</u> |
| <b>Current liabilities</b>          |             |                          |                   |
| Trade and other payables            | 6           | <b>9,950,897</b>         | 7,727,082         |
| Advances from customers             |             | <b>4,563,340</b>         | 4,641,997         |
| Current income tax liabilities      |             | <b>2,815,776</b>         | 2,194,391         |
| Borrowings                          | 5           | <b>6,010,951</b>         | 4,290,941         |
| Derivative financial instruments    |             | <b>70,949</b>            | –                 |
|                                     |             | <u><b>23,411,913</b></u> | <u>18,854,411</u> |
| <b>Total liabilities</b>            |             | <u><b>43,903,685</b></u> | <u>36,544,245</u> |
| <b>Total equity and liabilities</b> |             | <u><b>66,662,214</b></u> | <u>57,153,727</u> |

## CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

|                                                                                                                  |      | Year ended 31 December |                  |
|------------------------------------------------------------------------------------------------------------------|------|------------------------|------------------|
|                                                                                                                  |      | 2015                   | 2014             |
|                                                                                                                  | Note | RMB'000                | RMB'000          |
| Revenue                                                                                                          | 2    | 11,907,300             | 9,662,995        |
| Cost of sales                                                                                                    | 7    | (7,985,447)            | (6,880,023)      |
| <b>Gross profit</b>                                                                                              |      | <b>3,921,853</b>       | <b>2,782,972</b> |
| Fair value gains on investment properties – net                                                                  | 3    | 1,503,628              | 599,325          |
| Selling and marketing costs                                                                                      | 7    | (486,118)              | (395,666)        |
| Administrative expenses                                                                                          | 7    | (735,212)              | (676,140)        |
| Other losses – net                                                                                               | 8    | (140,586)              | (124,963)        |
| Exchange (losses)/gains – net                                                                                    |      | (9,178)                | 4,721            |
| <b>Operating profit</b>                                                                                          |      | <b>4,054,387</b>       | <b>2,190,249</b> |
| Finance costs – net                                                                                              | 9    | (364,189)              | (30,606)         |
| Share of profit/(loss) of investments accounted for using the equity method                                      |      | 157,659                | (709)            |
| <b>Profit before income tax</b>                                                                                  |      | <b>3,847,857</b>       | <b>2,158,934</b> |
| Income tax expense                                                                                               | 10   | (1,512,768)            | (651,340)        |
| <b>Profit for the year</b>                                                                                       |      | <b>2,335,089</b>       | <b>1,507,594</b> |
| <b>Other comprehensive income</b>                                                                                |      |                        |                  |
| <i>Items that will not be reclassified subsequently to profit or loss:</i>                                       |      |                        |                  |
| Revaluation gains on property and equipment and land use rights transferred to investment properties, net of tax |      | –                      | 149,379          |
| <i>Items that may be reclassified to profit or loss:</i>                                                         |      |                        |                  |
| Change in fair value of available-for-sale financial assets, net of tax                                          |      | 8,549                  | (259)            |
| <b>Total other comprehensive income for the year, net of tax</b>                                                 |      | <b>8,549</b>           | <b>149,120</b>   |
| <b>Total comprehensive income for the year</b>                                                                   |      | <b>2,343,638</b>       | <b>1,656,714</b> |

|                                                                                                                     |             | <b>Year ended 31 December</b> |                |
|---------------------------------------------------------------------------------------------------------------------|-------------|-------------------------------|----------------|
|                                                                                                                     |             | <b>2015</b>                   | <b>2014</b>    |
|                                                                                                                     | <i>Note</i> | <b>RMB'000</b>                | <b>RMB'000</b> |
| <b>Profit attributable to:</b>                                                                                      |             |                               |                |
| Owners of the Company                                                                                               |             | <b>2,071,110</b>              | 1,370,828      |
| Holders of Perpetual Capital Instruments                                                                            |             | <b>153,100</b>                | 36,750         |
| Non-controlling interests                                                                                           |             | <b>110,879</b>                | 100,016        |
|                                                                                                                     |             | <b>2,335,089</b>              | 1,507,594      |
| <b>Total comprehensive income attributable to:</b>                                                                  |             |                               |                |
| Owners of the Company                                                                                               |             | <b>2,079,659</b>              | 1,519,948      |
| Holders of Perpetual Capital Instruments                                                                            |             | <b>153,100</b>                | 36,750         |
| Non-controlling interests                                                                                           |             | <b>110,879</b>                | 100,016        |
|                                                                                                                     |             | <b>2,343,638</b>              | 1,656,714      |
| Earnings per share for profit attributable to owners of the Company for the year (expressed in RMB cents per share) |             |                               |                |
| – Basic                                                                                                             | <i>11</i>   | <b>52.41</b>                  | 34.56          |
| – Diluted                                                                                                           |             | <b>52.32</b>                  | 34.54          |

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 1 BASIS OF PREPARATION

These consolidated financial statements of the Group have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRS”). The consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of available-for-sale financial assets at fair value through profit or loss, investment properties and derivative financial instruments which are carried at fair value.

The preparation of these consolidated financial statements in conformity with HKFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group’s accounting policies.

### (a) New and amended standards adopted by the Group

|                          |                                                    |
|--------------------------|----------------------------------------------------|
| Amendment to HKAS19      | Defined benefit plans                              |
| Annual improvements 2012 | 2010–2012 cycle of the annual improvements project |
| Annual improvements 2013 | 2011–2013 cycle of the annual improvements project |

The adoption of the above new and amended standards did not have any material impact on the consolidated financial statements except for disclosure.

### (b) New Hong Kong Companies Ordinance (Cap. 622)

The requirements of Part 9 “Accounts and Audit” of the new Hong Kong Companies Ordinance (Cap. 622) come into operation during the financial year, as a result, there are changes to presentation and disclosures of certain information in the consolidated financial statements.

### (c) The following new standards and interpretations and amendments to standards have been issued but are not effective for the financial year beginning 1 January 2015 and have not been early adopted by the Group:

|                                              |                                                                                       | Effective for<br>annual periods<br>beginning on<br>or after |
|----------------------------------------------|---------------------------------------------------------------------------------------|-------------------------------------------------------------|
| HKFRS 14                                     | Regulatory deferral accounts                                                          | 1 January 2016                                              |
| Amendment to HKFRS 11                        | Accounting for acquisitions of interest in joint operation                            | 1 January 2016                                              |
| Amendment to HKAS 16 and 38                  | Clarification of acceptable methods of depreciation and amortization                  | 1 January 2016                                              |
| Amendment to HKAS 16 and 41                  | Agriculture: bearer plants                                                            | 1 January 2016                                              |
| HKAS 27                                      | Equity method in separate financial statements                                        | 1 January 2016                                              |
| Annual improvements 2014                     | 2012-2014 cycle                                                                       | 1 January 2016                                              |
| Amendments to HKFRS 10, HKFRS 12 and HKAS 28 | Investment entities: applying the consolidation exception                             | 1 January 2016                                              |
| Amendments to HKAS 1                         | Disclosure initiative                                                                 | 1 January 2016                                              |
| Amendments to IAS 12                         | Income taxes                                                                          | 1 January 2017                                              |
| Amendments to IAS 7                          | Statement of cash flows                                                               | 1 January 2017                                              |
| HKFRS 15                                     | Revenue from contracts with customers                                                 | 1 January 2018                                              |
| HKFRS 9                                      | Financial instruments                                                                 | 1 January 2018                                              |
| IFRS 16                                      | Leases                                                                                | 1 January 2019                                              |
| Amendment to HKAS 10 and 28                  | Sale or contribution of assets between an investor and its associate or joint venture | Deferred                                                    |

Management is in the process of making an assessment of their impact and is not yet in a position to state whether any substantial changes to the Group’s significant accounting policies and presentation of the financial information will be resulted in.

## 2 SEGMENT INFORMATION

The executive directors, as the chief operating decision-makers (“CODM”) of the Group review the Group’s internal reporting in order to assess performance and allocate resources. Management has determined the operating segments based on these reports. The Group is organised into four business segments: property development, property investment, property management services and other property development related services. As the CODM considers most of the Group’s consolidated revenue and results are attributable to the market in the PRC and the Group’s consolidated assets are substantially located in the PRC, no geographical information is presented.

Revenue consists of sales of properties, rental income of investment properties, income of property management services and other property development related services. Revenue of the year consists of the following:

|                                                       | <b>Year ended 31 December</b> |           |
|-------------------------------------------------------|-------------------------------|-----------|
|                                                       | <b>2015</b>                   | 2014      |
|                                                       | <b>RMB’000</b>                | RMB’000   |
| Sales of properties                                   | <b>10,480,514</b>             | 8,265,185 |
| Rental income of investment properties                | <b>552,096</b>                | 444,772   |
| Income of property management services                | <b>549,030</b>                | 467,502   |
| Income of other property development related services | <b>325,660</b>                | 485,536   |
|                                                       | <b>11,907,300</b>             | 9,662,995 |

Segment results represents the profit earned by each segment without other losses, unallocated operating costs, finance costs, share of results of associates and joint ventures and income tax expenses. Other property development related services comprise hotels, KTVs and department store. The segment results and other segment items for the year ended 31 December 2015 are as follows:

|                                                                          | Property<br>development<br>RMB’000 | Property<br>investment<br>RMB’000 | Property<br>management<br>services<br>RMB’000 | Other property<br>development<br>related services<br>RMB’000 | Elimination<br>RMB’000 | Group<br>RMB’000 |
|--------------------------------------------------------------------------|------------------------------------|-----------------------------------|-----------------------------------------------|--------------------------------------------------------------|------------------------|------------------|
| Gross segment revenue                                                    | 10,480,514                         | 552,096                           | 622,067                                       | 325,660                                                      | –                      | 11,980,337       |
| Inter-segment revenue                                                    | –                                  | –                                 | (73,037)                                      | –                                                            | –                      | (73,037)         |
| Revenue                                                                  | 10,480,514                         | 552,096                           | 549,030                                       | 325,660                                                      | –                      | 11,907,300       |
| Segment results                                                          | 2,866,922                          | 1,693,231                         | 1,588                                         | (50,983)                                                     | –                      | 4,510,758        |
| Other losses – net                                                       |                                    |                                   |                                               |                                                              |                        | (140,586)        |
| Share of loss of investments<br>accounted for using<br>the equity method |                                    |                                   |                                               |                                                              |                        | 157,659          |
| Unallocated operating costs                                              |                                    |                                   |                                               |                                                              |                        | (315,785)        |
| Finance costs – net                                                      |                                    |                                   |                                               |                                                              |                        | (364,189)        |
| Profit before income tax                                                 |                                    |                                   |                                               |                                                              |                        | 3,847,857        |
| Income tax expenses                                                      |                                    |                                   |                                               |                                                              |                        | (1,512,768)      |
| Profit for the year                                                      |                                    |                                   |                                               |                                                              |                        | 2,335,089        |
| Depreciation                                                             | 11,030                             | –                                 | 5,838                                         | 116,401                                                      | –                      | 133,269          |
| Amortisation of land use rights<br>recognised as expenses                | –                                  | –                                 | –                                             | 22,853                                                       | –                      | 22,853           |
| Fair value gains on investment<br>properties – net                       | –                                  | 1,503,628                         | –                                             | –                                                            | –                      | 1,503,628        |

The segment results and other segment items included in the profit for the year ended 31 December 2014 are as follows:

|                                                                          | Property<br>development<br><i>RMB'000</i> | Property<br>investment<br><i>RMB'000</i> | Property<br>management<br>services<br><i>RMB'000</i> | Other property<br>development<br>related services<br><i>RMB'000</i> | Elimination<br><i>RMB'000</i> | Group<br><i>RMB'000</i> |
|--------------------------------------------------------------------------|-------------------------------------------|------------------------------------------|------------------------------------------------------|---------------------------------------------------------------------|-------------------------------|-------------------------|
| Gross segment revenue                                                    | 8,265,185                                 | 444,772                                  | 514,931                                              | 485,536                                                             | –                             | 9,710,424               |
| Inter-segment revenue                                                    | –                                         | –                                        | (47,429)                                             | –                                                                   | –                             | (47,429)                |
| Revenue                                                                  | <u>8,265,185</u>                          | <u>444,772</u>                           | <u>467,502</u>                                       | <u>485,536</u>                                                      | <u>–</u>                      | <u>9,662,995</u>        |
| Segment results                                                          | 1,742,932                                 | 827,010                                  | 718                                                  | 30,162                                                              | –                             | 2,600,822               |
| Other losses – net                                                       |                                           |                                          |                                                      |                                                                     |                               | (124,963)               |
| Share of loss of investments<br>accounted for using the equity<br>method |                                           |                                          |                                                      |                                                                     |                               | (709)                   |
| Unallocated operating costs                                              |                                           |                                          |                                                      |                                                                     |                               | (285,610)               |
| Finance costs – net                                                      |                                           |                                          |                                                      |                                                                     |                               | <u>(30,606)</u>         |
| Profit before income tax                                                 |                                           |                                          |                                                      |                                                                     |                               | 2,158,934               |
| Income tax expense                                                       |                                           |                                          |                                                      |                                                                     |                               | <u>(651,340)</u>        |
| Profit for the year                                                      |                                           |                                          |                                                      |                                                                     |                               | <u>1,507,594</u>        |
| Depreciation                                                             | 18,901                                    | –                                        | 5,118                                                | 108,646                                                             | –                             | 132,665                 |
| Amortisation of land use rights<br>recognised as expenses                | –                                         | –                                        | –                                                    | 15,846                                                              | –                             | 15,846                  |
| Fair value gains on investment<br>properties – net                       | <u>–</u>                                  | <u>599,325</u>                           | <u>–</u>                                             | <u>–</u>                                                            | <u>–</u>                      | <u>599,325</u>          |



Segment assets, liabilities and interests in joint ventures and an associate as at 31 December 2015 and capital expenditure for the year then ended are as follows:

|                             | Property<br>development<br>RMB'000 | Property<br>investment<br>RMB'000 | Property<br>management<br>services<br>RMB'000 | Other property<br>development<br>related services<br>RMB'000 | Elimination<br>RMB'000 | Group<br>RMB'000 |
|-----------------------------|------------------------------------|-----------------------------------|-----------------------------------------------|--------------------------------------------------------------|------------------------|------------------|
| Segment assets              | 30,808,047                         | 29,339,716                        | 769,988                                       | 3,824,129                                                    | (3,052,907)            | 61,688,973       |
| Other assets                |                                    |                                   |                                               |                                                              |                        | 4,973,241        |
| Total assets                |                                    |                                   |                                               |                                                              |                        | 66,662,214       |
| Segment liabilities         | 9,416,333                          | 1,760,445                         | 785,398                                       | 2,350,775                                                    | (3,052,907)            | 11,260,044       |
| Other liabilities           |                                    |                                   |                                               |                                                              |                        | 32,643,641       |
| Total liabilities           |                                    |                                   |                                               |                                                              |                        | 43,903,685       |
| Capital expenditure         | 577,015                            | 1,748,318                         | 5,487                                         | 266,168                                                      | –                      | 2,596,988        |
| Interests in joint ventures |                                    |                                   |                                               |                                                              |                        | 1,488,849        |
| Interests in an associate   |                                    |                                   |                                               |                                                              |                        | 35,100           |

Segment assets, liabilities and interests in a joint venture as at 31 December 2014 and capital expenditure for the year then ended are as follows:

|                             | Property<br>development<br>RMB'000 | Property<br>investment<br>RMB'000 | Property<br>management<br>services<br>RMB'000 | Other property<br>development<br>related services<br>RMB'000 | Elimination<br>RMB'000 | Group<br>RMB'000 |
|-----------------------------|------------------------------------|-----------------------------------|-----------------------------------------------|--------------------------------------------------------------|------------------------|------------------|
| Segment assets              | 28,042,279                         | 25,386,731                        | 784,624                                       | 5,319,214                                                    | (4,053,115)            | 55,479,733       |
| Other assets                |                                    |                                   |                                               |                                                              |                        | 1,673,994        |
| Total assets                |                                    |                                   |                                               |                                                              |                        | 57,153,727       |
| Segment liabilities         | 10,489,800                         | 1,267,592                         | 576,018                                       | 1,258,796                                                    | (4,053,115)            | 9,539,091        |
| Other liabilities           |                                    |                                   |                                               |                                                              |                        | 27,005,154       |
| Total liabilities           |                                    |                                   |                                               |                                                              |                        | 36,544,245       |
| Capital expenditure         | 241,162                            | 3,526,739                         | 3,514                                         | 826,994                                                      | –                      | 4,598,409        |
| Interest in a joint venture |                                    |                                   |                                               |                                                              |                        | 1,512,375        |
| Interest in an associate    |                                    |                                   |                                               |                                                              |                        | 36,179           |

Segment assets are reconciled to total assets as follows:

|                                                             | <b>31 December</b> |                |
|-------------------------------------------------------------|--------------------|----------------|
|                                                             | <b>2015</b>        | 2014           |
|                                                             | <b>RMB'000</b>     | <b>RMB'000</b> |
| Segment assets                                              | <b>61,688,973</b>  | 55,479,733     |
| Other assets                                                |                    |                |
| – Prepaid taxes                                             | <b>356,048</b>     | 300,334        |
| – Deferred income tax assets                                | <b>394,724</b>     | 380,313        |
| – Unallocated cash and cash equivalents and restricted cash | <b>3,431,264</b>   | 550,108        |
| – Other receivables from related parties                    | <b>288,651</b>     | 298,936        |
| – Unallocated property and equipment                        | <b>80,692</b>      | 81,221         |
| – Other corporate assets                                    | <b>87,371</b>      | 47,040         |
| – Available-for-sale financial assets                       | <b>334,491</b>     | 16,042         |
|                                                             | <hr/>              | <hr/>          |
| Total assets                                                | <b>66,662,214</b>  | 57,153,727     |
|                                                             | <hr/>              | <hr/>          |

Segment liabilities are reconciled to total liabilities as follows:

|                                     | <b>31 December</b> |                |
|-------------------------------------|--------------------|----------------|
|                                     | <b>2015</b>        | 2014           |
|                                     | <b>RMB'000</b>     | <b>RMB'000</b> |
| Segment liabilities                 | <b>11,260,044</b>  | 9,539,091      |
| Other liabilities                   |                    |                |
| – Current income tax liabilities    | <b>2,815,776</b>   | 2,194,391      |
| – Deferred income tax liabilities   | <b>3,685,327</b>   | 3,314,613      |
| – Current borrowings                | <b>6,010,951</b>   | 4,290,941      |
| – Non-current borrowings            | <b>16,635,538</b>  | 14,294,043     |
| – Other payables to related parties | <b>2,995,850</b>   | 2,667,462      |
| – Other corporate liabilities       | <b>500,199</b>     | 243,704        |
|                                     | <hr/>              | <hr/>          |
| Total liabilities                   | <b>43,903,685</b>  | 36,544,245     |
|                                     | <hr/>              | <hr/>          |

Sales between segments are carried out in accordance with the terms of the underlying agreements. The revenue from external parties reported to the Board is measured in a manner consistent with that in the consolidated statement of comprehensive income.

The amounts provided to the CODM with respect to total assets and liabilities are measured in a manner consistent with that of the consolidated financial statements. These assets and liabilities are allocated based on the operations of the segment.

Segment assets consist primarily of property and equipment, land use rights, investment properties, properties under development, completed properties held for sale, receivables and cash and cash equivalents.

Segment liabilities consist of operating liabilities.

Capital expenditure comprises additions to property and equipment, land use rights and investment properties.

### 3 INVESTMENT PROPERTIES

|                                                                                                                                        | Completed<br>investment<br>properties<br><i>RMB'000</i> | Investment<br>properties<br>under<br>construction<br><i>RMB'000</i> | Total<br><i>RMB'000</i> |
|----------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------|---------------------------------------------------------------------|-------------------------|
| <b>Year ended 31 December 2015</b>                                                                                                     |                                                         |                                                                     |                         |
| At 1 January 2015                                                                                                                      | 19,138,427                                              | 5,243,169                                                           | 24,381,596              |
| Additions                                                                                                                              | 10,602                                                  | 1,737,716                                                           | 1,748,318               |
| Transfers                                                                                                                              | 2,783,891                                               | (2,783,891)                                                         | –                       |
| Transfers from completed properties held<br>for sale                                                                                   | 736,776                                                 | –                                                                   | 736,776                 |
| Fair value (losses)/gains – net                                                                                                        | (382,711)                                               | 1,886,339                                                           | 1,503,628               |
| At 31 December 2015                                                                                                                    | <u>22,286,985</u>                                       | <u>6,083,333</u>                                                    | <u>28,370,318</u>       |
| Total gains or losses for the year included in<br>profit or loss for assets held at the end<br>of the year, under ‘other losses – net’ | (382,711)                                               | 1,886,339                                                           | 1,503,628               |
| Change in unrealised gains or losses<br>for the year included in profit or loss<br>for assets held at the end of the year              | <u>(382,711)</u>                                        | <u>1,886,339</u>                                                    | <u>1,503,628</u>        |
| <b>Year ended 31 December 2014</b>                                                                                                     |                                                         |                                                                     |                         |
| At 1 January 2014                                                                                                                      | 18,433,700                                              | 1,156,630                                                           | 19,590,330              |
| Additions                                                                                                                              | 201,779                                                 | 3,324,960                                                           | 3,526,739               |
| Fair value (losses)/gains – net                                                                                                        | (162,254)                                               | 761,579                                                             | 599,325                 |
| Transfers from property and equipment and<br>land use rights                                                                           | 689,765                                                 | –                                                                   | 689,765                 |
| Disposals                                                                                                                              | (24,563)                                                | –                                                                   | (24,563)                |
| At 31 December 2014                                                                                                                    | <u>19,138,427</u>                                       | <u>5,243,169</u>                                                    | <u>24,381,596</u>       |
| Total gains or losses for the year included in<br>profit or loss for assets held at the end of<br>the year, under ‘other losses – net’ | (162,254)                                               | 761,579                                                             | 599,325                 |
| Change in unrealised gains or losses for the<br>year included in profit or loss for<br>assets held at the end of the year              | <u>(162,254)</u>                                        | <u>761,579</u>                                                      | <u>599,325</u>          |

#### 4 TRADE AND OTHER RECEIVABLES

|                                                                | <b>31 December</b> |                |
|----------------------------------------------------------------|--------------------|----------------|
|                                                                | <b>2015</b>        | 2014           |
|                                                                | <b>RMB'000</b>     | <b>RMB'000</b> |
| Trade receivables (Note (a))                                   | <b>1,213,454</b>   | 1,214,071      |
| – Related parties                                              | <b>–</b>           | 38,395         |
| – Third parties                                                | <b>1,213,454</b>   | 1,175,676      |
| Less: provision for impairment of trade receivables (Note (a)) | <b>(19,165)</b>    | (26,558)       |
| Trade receivables – net                                        | <b>1,194,289</b>   | 1,187,513      |
| Deposits for acquisition of land use rights                    | <b>171,600</b>     | 41,600         |
| Other receivables from:                                        | <b>1,026,654</b>   | 967,614        |
| – Related parties                                              | <b>288,651</b>     | 298,936        |
| – Third parties                                                | <b>738,003</b>     | 668,678        |
|                                                                | <b>2,392,543</b>   | 2,196,727      |

- (a) The majority of the Group's sales are derived from sales of properties and rental income. The remaining amounts are with credit terms of related sales and purchase agreements and rental contracts.

|          | <b>31 December</b> |                |
|----------|--------------------|----------------|
|          | <b>2015</b>        | 2014           |
|          | <b>RMB'000</b>     | <b>RMB'000</b> |
| Not due  | <b>1,098,078</b>   | 1,138,777      |
| Over due | <b>115,376</b>     | 75,294         |
|          | <b>1,213,454</b>   | 1,214,071      |

As at 31 December 2015 and 2014, the ageing analysis of trade receivables of the Group were as follows:

|                      | <b>31 December</b> |                |
|----------------------|--------------------|----------------|
|                      | <b>2015</b>        | 2014           |
|                      | <b>RMB'000</b>     | <b>RMB'000</b> |
| Within 180 days      | <b>57,349</b>      | 23,796         |
| 180 days to 365 days | <b>43,884</b>      | 34,064         |
| Over 365 days        | <b>14,143</b>      | 17,434         |
|                      | <b>115,376</b>     | 75,294         |

As at 31 December 2015, trade receivables of RMB94,251,000 (2014: RMB37,741,000) were past due but not impaired. As the Group normally holds collateral of the properties before collection of the outstanding balances, the Group consider that these past due trade receivables would be recovered and no provision was made.

As at 31 December 2015, trade receivables of RMB21,125,000 were impaired (2014: RMB37,553,000) and a provision of RMB19,165,000 were provided (2014: RMB26,558,000). The individually impaired receivables mainly relate to certain lessees of the Group's investment properties, which are in unexpectedly difficult economic situations.

Movements on the provision for impairment of trade receivables are as follows:

|                                                          | <b>Year ended 31 December</b> |                |
|----------------------------------------------------------|-------------------------------|----------------|
|                                                          | <b>2015</b>                   | <b>2014</b>    |
|                                                          | <b>RMB'000</b>                | <b>RMB'000</b> |
| At 1 January                                             | <b>26,558</b>                 | 11,735         |
| Provision for receivables impairment                     | <b>8,903</b>                  | 15,958         |
| Receivables written off during the year as uncollectible | <b>(16,296)</b>               | (1,135)        |
|                                                          | <hr/>                         | <hr/>          |
| At 31 December                                           | <b>19,165</b>                 | 26,558         |
|                                                          | <hr/>                         | <hr/>          |

## 5 BORROWINGS

|                                                          | <b>31 December</b> |                |
|----------------------------------------------------------|--------------------|----------------|
|                                                          | <b>2015</b>        | <b>2014</b>    |
|                                                          | <b>RMB'000</b>     | <b>RMB'000</b> |
| Borrowings included in non-current liabilities:          |                    |                |
| Senior notes                                             | <b>5,277,750</b>   | 3,871,221      |
| – senior notes due November 2018 (“2018 Notes (II)”)     | <b>1,283,462</b>   | –              |
| – senior notes due September 2017 (“2017 Notes”)         | <b>1,524,981</b>   | 1,514,307      |
| – senior notes due January 2018 (“2018 Notes (I)”)       | <b>1,665,367</b>   | 1,558,977      |
| – senior notes due May 2016 (“2016 Notes”)               | <b>803,940</b>     | 797,937        |
| Bank borrowings – secured                                | <b>12,605,732</b>  | 9,904,974      |
| Corporate Bonds                                          | <b>993,458</b>     | –              |
| Other borrowings – secured                               | <b>1,653,074</b>   | 2,245,880      |
| Borrowings under sale and lease back agreement – secured | <b>–</b>           | 36,569         |
| Less: amounts due within one year                        | <b>(3,894,476)</b> | (1,764,601)    |
|                                                          | <hr/>              | <hr/>          |
|                                                          | <b>16,635,538</b>  | 14,294,043     |
|                                                          | <hr/>              | <hr/>          |
| Borrowings included in current liabilities:              |                    |                |
| Bank borrowings                                          | <b>2,035,475</b>   | 2,267,443      |
| – secured                                                | <b>2,009,575</b>   | 2,194,093      |
| – unsecured                                              | <b>25,900</b>      | 73,350         |
| Other borrowings                                         | <b>81,000</b>      | 258,897        |
| – secured                                                | <b>60,000</b>      | 258,897        |
| – unsecured                                              | <b>21,000</b>      | –              |
| Current portion of long-term borrowings                  | <b>3,894,476</b>   | 1,764,601      |
|                                                          | <hr/>              | <hr/>          |
|                                                          | <b>6,010,951</b>   | 4,290,941      |
|                                                          | <hr/>              | <hr/>          |
| Total borrowings                                         | <b>22,646,489</b>  | 18,584,984     |
|                                                          | <hr/>              | <hr/>          |

## 6 TRADE AND OTHER PAYABLES

|                                             | <b>31 December</b> |                  |
|---------------------------------------------|--------------------|------------------|
|                                             | <b>2015</b>        | 2014             |
|                                             | <b>RMB'000</b>     | <b>RMB'000</b>   |
| Trade payables                              | 4,852,330          | 3,226,856        |
| – Related parties                           | 31,859             | 19,471           |
| – Third parties                             | 4,249,674          | 2,801,559        |
| – Notes payable – third parties             | 570,797            | 405,826          |
| Other payables and accruals                 | 4,278,769          | 3,890,929        |
| – Related parties                           | 2,995,850          | 2,667,462        |
| – Third parties                             | 1,282,919          | 1,223,467        |
| Payables for retention fee                  | 370,903            | 290,554          |
| Payables for acquisition of land use rights | 282,021            | 127,385          |
| Other taxes payables                        | 166,874            | 191,358          |
|                                             | <b>9,950,897</b>   | <b>7,727,082</b> |

As at 31 December 2015 and 2014, the ageing analysis of trade payables based on invoice date were as follows:

|                                   | <b>31 December</b> |                  |
|-----------------------------------|--------------------|------------------|
|                                   | <b>2015</b>        | 2014             |
|                                   | <b>RMB'000</b>     | <b>RMB'000</b>   |
| Within 90 days                    | 1,507,787          | 1,276,894        |
| Over 90 days and within 180 days  | 2,048,149          | 869,601          |
| Over 180 days and within 365 days | 537,941            | 272,872          |
| Over 365 days and within 3 years  | 758,453            | 807,489          |
|                                   | <b>4,852,330</b>   | <b>3,226,856</b> |

## 7 EXPENSES BY NATURE

Expenses included in cost of sales, selling and marketing costs and administrative expenses are analysed as follows:

|                                                             | <b>Year ended 31 December</b> |                |
|-------------------------------------------------------------|-------------------------------|----------------|
|                                                             | <b>2015</b>                   | 2014           |
|                                                             | <b>RMB'000</b>                | <b>RMB'000</b> |
| Cost of properties sold (excluding staff costs)             | 6,489,811                     | 5,565,321      |
| Staff costs (including directors' emoluments)               | 755,247                       | 638,680        |
| Business taxes and other levies                             | 683,069                       | 576,474        |
| Advertising costs                                           | 269,834                       | 272,958        |
| Cost of hotel operations (excluding staff costs)            | 190,162                       | 170,989        |
| Depreciation                                                | 133,269                       | 132,665        |
| Cost of property management service (excluding staff costs) | 159,776                       | 99,955         |
| Office lease payments                                       | 15,466                        | 16,131         |
| Amortisation of land use rights                             | 22,853                        | 15,846         |
| Donations to governmental charity                           | 30,038                        | 10,641         |
| Auditor's remuneration                                      | 5,999                         | 5,618          |
| – Audit services                                            | 4,300                         | 4,280          |
| – Non-audit services                                        | 1,699                         | 1,338          |

## 8 OTHER LOSSES – NET

|                                                       | Year ended 31 December |                |
|-------------------------------------------------------|------------------------|----------------|
|                                                       | 2015                   | 2014           |
|                                                       | RMB'000                | RMB'000        |
| Gain on disposal of investment properties             | –                      | (10,914)       |
| Investment income from financial instruments          | (20,092)               | (6,469)        |
| Fair value losses on derivative financial instruments | 160,678                | 92,584         |
| Early redemption cost of 2015 Notes                   | –                      | 49,762         |
|                                                       | <u>140,586</u>         | <u>124,963</u> |

## 9 FINANCE COSTS – NET

|                                                                                      | Year ended 31 December |               |
|--------------------------------------------------------------------------------------|------------------------|---------------|
|                                                                                      | 2015                   | 2014          |
|                                                                                      | RMB'000                | RMB'000       |
| Interest expenses:                                                                   |                        |               |
| Bank borrowings, other borrowings and borrowings under sale and lease back agreement | 1,154,365              | 1,053,566     |
| Senior notes                                                                         | 447,789                | 570,569       |
| Corporate bonds                                                                      | 298                    | –             |
| Less: interest capitalised                                                           | (1,508,424)            | (1,597,915)   |
|                                                                                      | <u>94,028</u>          | <u>26,220</u> |
| Foreign exchange losses on financing activities - net                                | 388,840                | 4,386         |
| Less: capitalised                                                                    | (118,679)              | –             |
|                                                                                      | <u>270,161</u>         | <u>4,386</u>  |
|                                                                                      | <u>364,189</u>         | <u>30,606</u> |

## 10 INCOME TAX EXPENSES

|                                                                                                      | Year ended 31 December |                |
|------------------------------------------------------------------------------------------------------|------------------------|----------------|
|                                                                                                      | 2015                   | 2014           |
|                                                                                                      | RMB'000                | RMB'000        |
| Current income tax:                                                                                  |                        |                |
| PRC corporate income tax                                                                             | 608,909                | 643,865        |
| PRC land appreciation tax                                                                            | 550,256                | 90,490         |
| Reversal of withholding income tax for profits to be distributed from the group companies in the PRC | –                      | 17,000         |
| Deferred income tax:                                                                                 |                        |                |
| PRC corporate income tax                                                                             | 353,603                | (100,015)      |
|                                                                                                      | <u>1,512,768</u>       | <u>651,340</u> |

The income tax on the profit before income tax of the Group differs from the theoretical amount that would arise using the enacted tax rate of the home country of the group entities as follows:

|                                                                                                        | <b>Year ended 31 December</b> |                |
|--------------------------------------------------------------------------------------------------------|-------------------------------|----------------|
|                                                                                                        | <b>2015</b>                   | <b>2014</b>    |
|                                                                                                        | <b>RMB'000</b>                | <b>RMB'000</b> |
| Profit before income tax                                                                               | <b>3,847,857</b>              | 2,158,934      |
| Calculated at applicable corporate income tax rate                                                     | <b>1,092,702</b>              | 527,213        |
| Effect of expenses not deductible for income tax                                                       | <b>20,133</b>                 | 9,597          |
| Effect of income not subject to income tax                                                             | <b>(801)</b>                  | (1,367)        |
| Share of (profit)/loss of investments accounted for using the equity method                            | <b>(39,415)</b>               | 177            |
| Tax losses for which no deferred income tax asset was recognised                                       | <b>27,457</b>                 | 30,853         |
| PRC land appreciation tax deductible for PRC corporate income tax purposes                             | <b>(137,564)</b>              | (22,623)       |
|                                                                                                        | <b>962,512</b>                | 543,850        |
| Reversal of withholding income tax for profits to be distributed by certain group companies in the PRC | <b>–</b>                      | 17,000         |
| PRC land appreciation tax                                                                              | <b>550,256</b>                | 90,490         |
|                                                                                                        | <b>1,512,768</b>              | 651,340        |

#### **PRC corporate income tax**

The income tax provision of the Group in respect of operations in Mainland China has been calculated at the applicable tax rate on the estimated assessable profits for the year, based on the existing legislation, interpretations and practices in respect thereof. The corporate income tax rate applicable to the group entities located in Mainland China is 25%.

According to the CIT Law, starting from 1 January 2008, a withholding tax of 10% will be levied on the immediate holding companies outside the PRC when their PRC subsidiaries declare dividend out of profits earned after 1 January 2008. A lower 5% withholding tax rate may be applied when the immediate holding companies of the PRC subsidiaries are established in Hong Kong and fulfil requirements under the tax treaty arrangements between the PRC and Hong Kong.

#### **PRC land appreciation tax (“LAT”)**

Pursuant to the requirements of the Provisional Regulations of the PRC on LAT effective 1 January 1994, and the Detailed Implementation Rules on the Provisional Regulations of the PRC on LAT effective on 27 January 1995, all income from the sale or transfer of state-owned land use rights, buildings and their attached facilities in the PRC is subject to LAT at progressive rates ranging from 30% to 60% of the appreciation value, with an exemption provided for sales of ordinary residential properties if their appreciation values do not exceed 20% of the sum of the total deductible items.

The Group has made provision of LAT for sales of properties according to the aforementioned progressive rate, except for certain group companies which calculate the LAT based on deemed tax rates in accordance with the approved taxation method obtained from tax authorities.



### Overseas income tax

The Company was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law, Cap 22 of Cayman Islands and accordingly, is exempted from Cayman Islands income tax. The Company's direct subsidiary in the British Virgin Islands was incorporated under the International Business Companies Act of the British Virgin Islands and, accordingly, is exempted from British Virgin Islands income tax.

### Hong Kong profits tax

No provision for Hong Kong profits tax has been made in these consolidated financial statements as the Company and the Group did not have assessable profit in Hong Kong for the year. The profit of the group entities in Hong Kong is mainly derived from dividend income, which is not subject to Hong Kong profits tax.

## 11 EARNINGS PER SHARE

### (a) Basic

Basic earnings per share is calculated by dividing the profit attributable to owners of the Company by the weighted average number of ordinary shares in issue during the year excluding ordinary shares purchased by the Group and held for Share Award Scheme.

|                                                                          | Year ended 31 December |                  |
|--------------------------------------------------------------------------|------------------------|------------------|
|                                                                          | 2015                   | 2014             |
| Profit attributable to owners of the Company (RMB'000)                   | <u>2,071,110</u>       | <u>1,370,828</u> |
| Weighted average number of ordinary shares in issue<br>(thousand shares) | <u>3,951,923</u>       | <u>3,966,152</u> |
| Basic earnings per share (RMB cents per share)                           | <u>52.41</u>           | <u>34.56</u>     |

**(b) Diluted**

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. The Company has two categories of dilutive potential ordinary shares: Pre-IPO Share Option Scheme and Share Award Scheme. A calculation is done to determine the number of shares that could have been acquired at fair value (determined as the average market share price of the Company's shares) based on the monetary value of the subscription rights attached to outstanding share options under the two schemes. The number of shares calculated as above is compared with the number of shares that would have been issued assuming the exercise of the two schemes.

|                                                                                             | <b>Year ended 31 December</b> |             |
|---------------------------------------------------------------------------------------------|-------------------------------|-------------|
|                                                                                             | <b>2015</b>                   | <b>2014</b> |
| Profit attributable to owners of the Company (RMB'000)                                      | <b>2,071,110</b>              | 1,370,828   |
| Weighted average number of ordinary shares for diluted earnings per share (thousand shares) | <b>3,958,607</b>              | 3,968,511   |
| – Weighted average number of ordinary shares for basic earnings per share (thousand shares) | <b>3,951,923</b>              | 3,966,152   |
| – Adjustment for share options and awarded shares (thousand shares)                         | <b>6,684</b>                  | 2,359       |
| Diluted earnings per share (RMB cents per share)                                            | <b>52.32</b>                  | 34.54       |

**12 DIVIDENDS**

The Board recommended the payment of a final dividend of HK\$9.0 cents (equivalent to RMB7.54 cents) per ordinary share. The totalling amount of HK\$359,756,000 (equivalent to RMB301,397,000) is based on the ordinary shares in issue as of 31 December 2015. Such dividend is subject to approval by the shareholders at the Annual General Meeting on 13 June 2016. These consolidated financial statements do not reflect this dividend payable.

|                                                | <b>Year ended 31 December</b> |                |
|------------------------------------------------|-------------------------------|----------------|
|                                                | <b>2015</b>                   | <b>2014</b>    |
|                                                | <b>RMB'000</b>                | <b>RMB'000</b> |
| Proposed final dividends (2014: HK\$8.0 cents) | <b>301,397</b>                | 252,278        |

## **MANAGEMENT DISCUSSION AND ANALYSIS**

### **MARKET REVIEW**

In 2015, the PRC central government adhered to its overarching message of seeking progress in stability in light of the global economic slowdown and implemented a series of innovative marco-control policies targeted at steady growth to buoy up the economy within a reasonable level and unceasingly improve people's livelihood. With respect to PRC property market, under the principle of "reducing inventories", the central and local government had carried out various supportive policies to lower costs of home purchases and encourage demand for better housing. Stimulated by relaxed policies, property market in first-tier and second-tier cities in the PRC were making remarkable recovery, whereas third-tier and fourth-tier cities were still under rather considerable inventory pressure.

### **BUSINESS REVIEW**

For the year ended 31 December 2015, the Group conducted its business activities in the following major business segments, namely (i) property development, (ii) property investment, (iii) property management services, and (iv) other property development related services. During the year under review, property development remained the main revenue stream of the Group.

The Group adhered to the development strategy of "Focus on Shanghai and Intensive Development in Yangtze River Delta" in order to accurately adapt itself along the market trend under such complicated and dynamic market environment. With the combination of the year's operating strategy of "Reducing Inventories, Enhancing Efficiency, Becoming Benchmark, Creating Breakthroughs", the Group recorded satisfactory results for the year under review.

#### **Property Development**

For the year ended 31 December 2015, the contracted sales of the Group reached approximately RMB14,305 million (2014: RMB10,648 million), representing an increase of approximately 34.3% as compared with the corresponding period in 2014. In 2015, the contracted sales area of the Group amounted to approximately 1,532,013 square meters (2014: 1,208,555 square meters), representing a year-on-year increase of approximately 26.8% over 2014.

With the combination of the various development strategies adopted by the Group, the Group's contracted sales as at 31 December 2015 once again hit a record high. During the year under review, the key contributing projects were located in Tianjin Binhai, Anhui Fuyang, Shanghai Hongqiao Powerlong City, Shanghai Qibao, Xiamen Powerlong One Mall and Shanghai Fengxian.

Set forth below is the distribution of the Group's contracted sales during the year under review:

| <b>Distribution</b> | <b>FY 2015</b>                    |                                       |                                                  |
|---------------------|-----------------------------------|---------------------------------------|--------------------------------------------------|
|                     | <b>Sales area</b><br><i>sq.m.</i> | <b>Sales amount</b><br><i>RMB'000</i> | <b>Average selling price</b><br><i>RMB/sq.m.</i> |
| Commercial          | 522,698                           | 8,255,071                             | 15,793                                           |
| Residential         | 1,009,315                         | 6,049,458                             | 5,994                                            |
| Total               | <u>1,532,013</u>                  | <u>14,304,529</u>                     | <u>9,337</u>                                     |

During the year under review, the remarkable sales performance proved the effectiveness of the measures adopted by the Group for boosting sales such as marketing team recomposition, additional marketing standards and maximized application of "we media". The enthusiastic reception of projects such as Tianjin Binhai, Anhui Fuyang, Shanghai Hongqiao Powerlong City, Shanghai Qibao, Xiamen Powerlong One Mall and Shanghai Fengxian further acknowledged the effectiveness and feasibility of the Group's strategy of developing products based on different markets.

### **Investment Properties and Property Management Services**

To generate a stable and recurring income, the Group also retained and operated certain commercial properties, principally including shopping malls, for leasing. As at 31 December 2015, the Group had an aggregate GFA of approximately 3,014,349 square meters (2014: 2,832,095 square meters) held as investment properties (including investment properties completed and under construction), representing an increase of approximately 6.4% as compared with 2014.

During the year under review, the Group has completed the unprecedented intensive commencement mission. The seven property projects, namely Shanghai Fengxian Powerlong Plaza, Shanghai Lingang Powerlong Plaza, Shanghai Baoshan Powerlong Plaza, Hangzhou Xiaoshan Powerlong Plaza, Hangzhou Fuyang Powerlong Plaza, Zhenjiang Powerlong Plaza and Qingdao Jiaozhou Powerlong Plaza, which are operated by the Group, commenced operation successively in 2015. Among which, Shanghai Lingang Powerlong Plaza achieved an occupancy rate of 90%, while Shanghai Fengxian Project recorded a customer traffic of 500,000 within 3 days upon its opening.

Benefited from effective investment invitation and powerful preparation and organization, the outstanding opening performance of the newly operated projects realized the core business competitiveness of the Group as the whole.

## Hotel Development

The Group continued to develop its hotel business as its long-term recurring income stream. The Group's Powerlong Hotel Group was officially established in July 2015, the core businesses of which are international brand hotels, own brand chain hotels and own brand chain restaurants. As of 31 December 2015, the Group owned seven international brand hotels, namely Four Points by Sheraton Qingdao, Four Points by Sheraton Tai'an, Four Points by Sheraton Taicang, Aloft Haiyang, Aloft Yancheng, Days Hotel Powerlong Chongqing and Radisson BLU Shanghai Pudong Jinqiao, three own brand chain hotels, namely ARTELS Qingdao, ARTELS Anxi and POWERLONG Inn. Penglai, and two own brand chain restaurants.

## Land Bank Replenishment

The Group's strategy is to maintain a portfolio of land bank which is sufficient to support the Group's own development pipeline for the forthcoming three to five years. It adheres to the development strategy of "Focus on Shanghai and Intensive Development in Yangtze River Delta", refines planning and selectively obtains projects.

As at 31 December 2015, the Group had a quality land bank amounting to a total GFA of approximately 12.1 million square meters, of which approximately 6.4 million square meters were properties under development and construction, approximately 3.6 million square meters were properties held for future development and approximately 2.1 million square meters were malls in operation. The land bank under development will be used for the development of large-scale commercial and residential properties with supermarkets, department stores, cinema complexes, food courts, leisure facilities, quality residential properties, furnished apartments, office buildings and hotels.

During the year under review, the Group upheld cautious and stringent standards on land investment decision, and the following prime land parcels were added to the Group's land bank during the year 2015:

| Name of project                                                      | Usage      | Site area<br>'000 sq.m. | Total GFA*<br>'000 sq.m. | Land<br>premium<br>RMB million |
|----------------------------------------------------------------------|------------|-------------------------|--------------------------|--------------------------------|
| Shanghai Wujing Powerlong Plaza                                      | Commercial | 41                      | 92                       | 444                            |
| A parcel of land located at Baoyang Road, Baoshan District, Shanghai | Commercial | 57                      | 268                      | 1,222                          |
| A parcel of land located at Jiuting, Songjiang District, Shanghai**  | Commercial | 83                      | 302                      | 1,236                          |
| Total                                                                |            | 181                     | 662                      | 2,902                          |

\* Total GFA includes underground car parking spaces

\*\* This projects is held by joint venture, the Company holds 33% of the project company

## Outlook

For the year 2016, as the PRC central government continues to strive to seek progress in stability, it will follow stable macroeconomic policies with ongoing improvement in order to sustain high economic growth, it is expected that the policies will remain relaxed, which in turn shall facilitate the stable and healthy development of real estate industry despite the future new norm of long-term adjustment in the property market. Further, to realize rapid urbanization and improvement of people's living standard and quality under the 13th Five Year Plan, it is anticipated that the central and local government will formulate policies depending on the situation of each city and keep unleashing demand for better housing in 2016.

Hence, the Group focuses on its own development and comes up with a “Five-Year Plan” according to the current national and foreign economic condition to draw up concrete blueprint for development in 2016-2020. The “Five-Year Plan” suggests a business property strategy of “three-incentive” on the main business segment for the Group to succeed in business operation, quality property provision and asset management. Identifying hotels, culture and investment as the supplementary segments of the Group, the strategy, on one hand, promotes the principles of profit-making, synergy and energy, ranked in order of importance, for creating greater value for the Group; on the other, offers the strategic factors of “Focus, Quality and Capital”, which are interpreted as firmly focusing on the Yangtze River Delta where Shanghai is the core, enhancing the quality of our products and services comprehensively and strengthening market value management to improve returns to shareholders.

In view of the current development of the PRC property market, inventory reduction will remain the main marketing focus of the Group in 2016. The Group is confident in completing the goal of a further increase in sales targets of RMB15,000 million in 2016, representing a year-on-year increase of 15.4%. The Group will continue to reorganize the marketing team thoroughly, and define the management mechanism and allocation of VIP department, channel department and leasing department. Focusing on the Group's objective of commercial and office business, the Group will innovate in commercial sales mode and change the practice of lump-sum lease and sales of commercial buildings in line with its large-scale products. Customer experience program will be activated in Shanghai to diversify marketing channels, perfect customer system and achieve sales breakthrough.

“Delivery of Quality Products, Efficiency Enhancement and Launch of Benchmark Projects” is the business strategy of the Group in 2016. Stressing the importance of delivering quality products, the Group will strictly monitor the quality of the newly commenced projects. The Group will also comprehensively enhance efficiency by firmly and effectively implementing upgrade plans for all operating projects. In the meantime, the Group will systematically commence various projects with higher efficiency, so as to ensure leasing processes and opening of five commercial plazas in 2016, particularly the successful opening of two benchmark projects in Shanghai Qibao and Hangzhou Binjiang.

In early 2016, the headquarters of the Group has been relocated at the Shanghai Qibao Project. In addition to highlighting the development strategy of “Focusing on Shanghai” and building a solid foundation for future projects, it is also a benchmark event which indicates the success of adopting the overall development strategy by relocating its headquarter from Xiamen to Shanghai in 2010. This will significantly promote the Group's brand image.

To prepare for any new opportunities in 2016, the Group establishes a policy of “Strong Consensus, Quality Breakthrough, Effective Operation and Team Recomposition”, striving for perfection and thorough capacity building to upgrade the Group’s brand image. With the aim of realizing the successful opening of two benchmark projects in Shanghai Qibao and Hangzhou Binjiang in 2016, the Group will make every effort to strengthen its leading position in Shanghai and in the area of commercial properties, so as to maximize returns for its shareholders in the long run.

## FINANCIAL REVIEW

### Revenue

Revenue of the Group mainly comprises property sales, rental income from investment properties, income from property management services and income of other property development related services. During the year ended 31 December 2015, the Group recorded a total revenue of RMB11,907 million (2014: RMB9,663 million), representing an increase of approximately 23.2% when compared to the corresponding period in 2014. This was mainly attributable to increase in income from each business segment.

#### *Property Sales*

During the year under review, the Group strictly complied with its original completion and delivery schedule for the delivery of the corresponding projects. The revenue from projects sold and delivered for the year ended 31 December 2015 amounted to approximately RMB10,481 million (2014: RMB8,265 million), representing an increase of approximately 26.8% when compared with the corresponding period in 2014. This was mainly attributable to the increase in unit price of sales of properties.

Set forth below are the details regarding the properties sold and delivered during the year under review:

|                   |             | For the twelve months ended 31 December 2015 |                                      |                                      |
|-------------------|-------------|----------------------------------------------|--------------------------------------|--------------------------------------|
|                   |             | GFA sold & delivered<br>(sq.m.)              | Amount sold & delivered<br>(RMB'000) | Average selling price<br>(RMB/sq.m.) |
| Shanghai Qibao    | Commercial  | 24,309                                       | 911,049                              | 37,477                               |
| Powerlong City    |             |                                              |                                      |                                      |
| Shanghai Caolu    | Commercial  | 14,643                                       | 291,321                              | 19,895                               |
| Powerlong Plaza   |             |                                              |                                      |                                      |
| Shanghai Fengxian | Commercial  | 35,879                                       | 827,401                              | 23,061                               |
| Powerlong Plaza   |             |                                              |                                      |                                      |
| Shanghai Hongqiao | Commercial  | 28,180                                       | 361,011                              | 12,811                               |
| Powerlong City    | Residential | 7,885                                        | 137,944                              | 17,494                               |
| Shanghai Lingang  | Commercial  | 12,270                                       | 242,671                              | 19,778                               |
| Powerlong Plaza   |             |                                              |                                      |                                      |



**For the twelve months ended 31 December 2015**

|                                         |                           | <b>GFA sold &amp;<br/>delivered<br/>(sq.m.)</b> | <b>Amount sold &amp;<br/>delivered<br/>(RMB'000)</b> | <b>Average selling<br/>price<br/>(RMB/sq.m.)</b> |
|-----------------------------------------|---------------------------|-------------------------------------------------|------------------------------------------------------|--------------------------------------------------|
| Shanghai Baoshan<br>Powerlong Plaza     | Commercial                | 3,976                                           | 118,157                                              | 29,717                                           |
| Suzhou Taicang<br>Powerlong Plaza       | Commercial                | 471                                             | 2,665                                                | 5,661                                            |
| Wuxi Powerlong Plaza                    | Commercial                | 232                                             | 1,909                                                | 8,224                                            |
| Wuxi Yuqi Powerlong<br>Riverside Garden | Commercial<br>Residential | 164<br>22,597                                   | 1,473<br>101,014                                     | 8,959<br>4,470                                   |
| Changzhou Powerlong<br>Plaza            | Commercial<br>Residential | 7,599<br>79,637                                 | 104,571<br>511,675                                   | 13,762<br>6,425                                  |
| Zhenjiang Powerlong<br>Plaza            | Commercial<br>Residential | 4,812<br>93,539                                 | 63,818<br>437,157                                    | 13,263<br>4,674                                  |
| Suqian Powerlong<br>Plaza               | Commercial<br>Residential | 4,468<br>670                                    | 26,575<br>2,728                                      | 5,948<br>4,074                                   |
| Hangzhou Xiasha<br>Powerlong Plaza      | Commercial<br>Residential | 3,972<br>2,691                                  | 109,376<br>30,191                                    | 27,536<br>11,220                                 |
| Hangzhou Binjiang<br>Powerlong City     | Commercial                | 13,463                                          | 518,512                                              | 38,514                                           |
| Hangzhou Fuyang<br>Powerlong Plaza      | Commercial<br>Residential | 8,472<br>83,413                                 | 127,552<br>748,076                                   | 15,055<br>8,968                                  |
| Bengbu Powerlong<br>Plaza               | Commercial                | 513                                             | 10,079                                               | 19,645                                           |
| Tianjin Powerlong<br>City               | Residential               | 139,008                                         | 851,020                                              | 6,122                                            |
| Qingdao Chengyang<br>Powerlong Plaza    | Commercial<br>Residential | 710<br>1,063                                    | 11,341<br>7,726                                      | 15,977<br>7,265                                  |
| Qingdao Licang<br>Powerlong Plaza       | Commercial                | 169                                             | 1,284                                                | 7,598                                            |
| Qingdao Jimo<br>Powerlong Plaza         | Commercial<br>Residential | 14,825<br>914.21                                | 73,106<br>4,120                                      | 4,931<br>4,506                                   |
| Jiaozhou Powerlong<br>Plaza             | Commercial<br>Residential | 15,154<br>87,050                                | 141,986<br>485,307                                   | 9,370<br>5,575                                   |
| Tai'an Powerlong<br>Plaza               | Commercial                | 304                                             | 3,468                                                | 11,408                                           |
| Yantai Penglai<br>Powerlong Plaza       | Commercial<br>Residential | 5,549<br>19,931                                 | 52,096<br>141,600                                    | 9,388<br>7,105                                   |
| Yantai Haiyang<br>Powerlong City        | Commercial<br>Residential | 514<br>3,304                                    | 4,468<br>18,402                                      | 8,693<br>5,570                                   |



For the twelve months ended 31 December 2015

|                              |             | <b>GFA sold &amp;<br/>delivered</b><br>(sq.m.) | <b>Amount sold &amp;<br/>delivered</b><br>(RMB'000) | <b>Average selling<br/>price</b><br>(RMB/sq.m.) |
|------------------------------|-------------|------------------------------------------------|-----------------------------------------------------|-------------------------------------------------|
| Yantai Laishan               | Commercial  | 7,763                                          | 175,050                                             | 22,551                                          |
| Powerlong Plaza              | Residential | 30,272                                         | 201,960                                             | 6,672                                           |
| Xiamen Powerlong             | Commercial  | 677                                            | 21,353                                              | 28,688                                          |
| Lakeside Mansions            | Residential | 200                                            | 10,741                                              | 53,588                                          |
| Quanzhou Anxi                | Commercial  | 26,729                                         | 198,933                                             | 7,443                                           |
| Powerlong Plaza              | Residential | 671                                            | 2,803                                               | 4,179                                           |
| Quanzhou Jinjiang            | Commercial  | 5,087                                          | 25,670                                              | 5,046                                           |
| Powerlong Plaza              | Residential | 12,800                                         | 75,851                                              | 5,926                                           |
| Quanzhou Yongchun            | Commercial  | 3,840                                          | 43,806                                              | 11,407                                          |
| Powerlong Plaza              | Residential | 87,033                                         | 417,415                                             | 4,796                                           |
| Zhangzhou Yunxiao            | Commercial  | 769                                            | 13,191                                              | 17,153                                          |
| General Avenue No. 1         | Residential | 20,156                                         | 104,268                                             | 5,173                                           |
| Zhengzhou Powerlong<br>Plaza | Commercial  | 429                                            | 921                                                 | 2,147                                           |
| Luoyang Powerlong            | Commercial  | 6,907                                          | 134,341                                             | 19,451                                          |
| Plaza                        | Residential | 149,794                                        | 812,393                                             | 5,424                                           |
| Xinxiang Powerlong           | Commercial  | 13,126                                         | 156,136                                             | 11,895                                          |
| Plaza                        | Residential | 62,415                                         | 298,079                                             | 4,776                                           |
| Chongqing Hechuan            | Commercial  | 3,481                                          | 34,854                                              | 10,012                                          |
| Powerlong Plaza              | Residential | 63,955                                         | 269,900                                             | 4,220                                           |
| <b>Total</b>                 |             | <b>1,238,454</b>                               | <b>10,480,514</b>                                   | <b>8,463</b>                                    |
|                              | Commercial  | 269,456                                        | 4,810,144                                           | 17,851                                          |
|                              | Residential | 968,998                                        | 5,670,370                                           | 5,852                                           |

### *Rental Income from Investment Properties and Income from Property Management Services*

For the year ended 31 December 2015, the Group recorded rental income from investment properties of approximately RMB552 million (2014: RMB445 million), representing an increase of approximately 24.0% when compared to the corresponding period in 2014.

For the year ended 31 December 2015, income from property management services generated by the Group from providing property management services, after intra-group elimination, amounted to approximately RMB549 million (2014: RMB468 million), representing an increase of approximately 17.3% as compared to the corresponding period in 2014.

For the year ended 31 December 2015, rental income from investment properties and income from property management services fee amounted to RMB1,101 million (2014: RMB912 million), representing an increase of approximately 20.7% as compared to the corresponding period in 2014. In addition to the increasing areas of properties held and commercial and residential properties managed by the Group, rental income generated from malls operated by the Group also increased as a result of the continuous enhancement of quality in commercial operation, which in turn attracting a number of new tenants.

### *Income of Other Property Development Related Services*

Income of other property development related services mainly comprises income from hotel operation, income from department stores retail sales and revenue from amusement businesses, construction and decoration services. For the year ended 31 December 2015, the Group's other income amounted to RMB326 million (2014: RMB486 million), representing a decrease of approximately 33% as compared to the corresponding period in 2014. The reason was mainly due to the decrease in income resulting from the divestment of department store business by the Company and the year-on-year increase in income from hotel operation.

### **Cost of Sales**

Cost of sales mainly represents the cost directly related to the development of the Group's properties. It comprises cost of land use rights, construction costs, decoration costs, capitalized interest expenses and business taxes. Cost of sales for the year ended 31 December 2015 increased by approximately 16.1% to approximately RMB7,985 million (2014: RMB6,880 million) as compared with 2014, which was mainly due to the increase of unit cost as the properties sold and delivered during the year under review were mainly located in the first- and second-tier cities.

### **Gross Profit and Margin**

For the year ended 31 December 2015, gross profit increased to RMB3,922 million (2014: RMB2,783 million) as compared with the corresponding period in 2014. Gross profit margin increased from 28.8% in 2014 to 32.9% in 2015.

### **Fair Value Gains of Investment Properties**

For the year ended 31 December 2015, the Group recorded revaluation gains of approximately RMB1,504 million (2014: RMB599 million), representing an increase of 151.1% over the amount in 2014. The revaluation gains were mainly due to the increase in realization of the value of the investment properties located in the first- and second-tier cities.

### **Selling and Marketing Costs and Administrative Expenses**

Selling and marketing costs and administrative expenses for the year ended 31 December 2015 amounted to approximately RMB1,221 million (2014: RMB1,072 million), representing an increase of approximately 13.9% over 2014, which was mainly due to the Group's business expansion, which in turn caused the expansion in scale of sales and management projects. The Group will continue to exercise stringent control over expenses and costs whilst at the same time strive to continue the Group's business expansion.

### **Share of Profit/(Loss) of Investments Accounted for Using the Equity Method**

Share of post-tax profit of investments accounted for using the equity method amounted to RMB158 million (2014: loss amounted to RMB0.7 million), representing an increase of approximately 226.7% as compared with 2014. The increase was mainly due to an increase in income from joint ventures.

### **Income Tax Expenses**

Income tax expense amounted to RMB1,513 million (2014: RMB651 million) for the year ended 31 December 2015, increased by approximately 132.4% as compared with 2014, primarily due to the increase of PRC land appreciation tax.

### **Profit Attributable to Owners of the Company**

For the year ended 31 December 2015, the Group recorded profit attributable to owners of the Company of approximately RMB2,071 million (2014: RMB1,371 million), representing an increase of approximately 51.1% over 2014.

Basic earnings per share was RMB52.41 cents (2014: RMB34.56 cents), representing an increase of approximately 51.6% over 2014. The increase in the profit attributable to owners of the Company and basic earnings per share was mainly due to an increase in profit during the year under review.

Core profits (being the profit for the year after excluding the profit attributable to fair value gains on investment properties) for the year ended 31 December 2015 reached approximately RMB1,207 million (2014: RMB1,058 million), representing an increase of approximately 14.1% as compared with the corresponding period in 2014.

## **LIQUIDITY AND FINANCIAL RESOURCES**

### **Cash Position**

The short-term and long-term funding of the Group are primarily derived from income generated from core business operations, bank borrowings and cash proceeds raised from issuance of senior notes, which were used as working capital and investment in development projects.

The Group's cash and cash equivalents and restricted cash amounted to RMB6,726 million in total as at 31 December 2015 (2014: RMB4,949 million), representing an increase of approximately 35.9% as compared with the end of 2014.

### **Borrowings**

Total borrowings of the Group as at 31 December 2015 was RMB22,646 million (2014: RMB18,585 million), representing an increase of approximately 21.9%. The Group's borrowings comprises bank and other borrowings of approximately RMB16,375 million, senior notes of approximately RMB5,278 million and corporate bonds of approximately RMB993 million.

Out of the total borrowings, RMB6,011 million was repayable within one year, while approximately RMB16,635 million was repayable after one year.

On 26 November 2015, the Company issued senior notes at 99.017% discount in an aggregate amount of USD200 million, with a nominal interest rate of 7.625% per annum and maturity date of 26 November 2018.

As at 31 December 2015, the Group had net gearing ratio (which is total borrowings less cash and cash equivalents and restricted cash over total equity) of 70.0% (31 December 2014: 66.2%).

Total interest expenses as at 31 December 2015 amounted to RMB1,602 million, representing a decrease of approximately 1.35% as compared to RMB1,624 million in 2014. The decrease was mainly due to the decrease of interest rate for the year under review. The effective interest rate decreased from 8.05% for 2014 to 7.55% for 2015, which was mainly due to the control over finance costs by the management.

### **Credit Policy**

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

### **Pledge of Assets**

As at 31 December 2015, the Group pledged its property and equipment, land use rights, investment properties, properties under construction, completed properties held for sale and restricted cash with carrying amount of RMB27,191 million (2014: RMB29,332 million) to secure borrowings of the Group. The total secured borrowings as at 31 December 2015 amounted to RMB16,328 million (2014: RMB14,640 million).

## Contingent Liabilities

As at 31 December 2015, the Group had no significant contingent liabilities.

## Financial Guarantees

The face value of the financial guarantees issued by the Group is analysed as below:

|                                                                                                   | <b>As at 31 December</b> |                         |
|---------------------------------------------------------------------------------------------------|--------------------------|-------------------------|
|                                                                                                   | <b>2015</b>              | <b>2014</b>             |
|                                                                                                   | <b>RMB'000</b>           | <b>RMB'000</b>          |
| Guarantees given to banks for mortgage facilities granted to purchasers of the Group's properties | <b>8,062,268</b>         | 6,462,924               |
| Guarantees for borrowings of joint ventures                                                       | <b>2,158,830</b>         | 1,670,730               |
|                                                                                                   | <b><u>10,221,098</u></b> | <b><u>8,133,654</u></b> |

## Commitments

### (1) *Commitments for property development expenditures*

|                                   | <b>As at 31 December</b> |                         |
|-----------------------------------|--------------------------|-------------------------|
|                                   | <b>2015</b>              | <b>2014</b>             |
|                                   | <b>RMB'000</b>           | <b>RMB'000</b>          |
| Contracted but not provided for   |                          |                         |
| – Property development activities | <b>5,613,503</b>         | 6,261,982               |
| – Acquisition of land use rights  | <b>1,016,049</b>         | 41,461                  |
|                                   | <b><u>6,629,552</u></b>  | <b><u>6,303,443</u></b> |

### (2) *Operating leases commitments*

The future aggregate minimum lease payments under non-cancellable operating leases are as follows:

|                                                     | <b>As at 31 December</b> |                      |
|-----------------------------------------------------|--------------------------|----------------------|
|                                                     | <b>2015</b>              | <b>2014</b>          |
|                                                     | <b>RMB'000</b>           | <b>RMB'000</b>       |
| Not later than one year                             | <b>4,152</b>             | 15,887               |
| Later than one year and not later than two years    | <b>2,436</b>             | 1,862                |
| Later than two years and not later than three years | <b>1,735</b>             | 191                  |
|                                                     | <b><u>8,323</u></b>      | <b><u>17,940</u></b> |

## **FOREIGN CURRENCY RISK**

The Group primarily operates its business in the PRC. The currency in which the Group denominates and settles substantially all of its transactions is Renminbi. Any depreciation of Renminbi would adversely affect the value of any dividends the Group pay to shareholders outside of the PRC. The Group currently does not engage in hedging activities designed or intended to manage foreign exchange rate risk. The Group will continue to monitor foreign exchange changes to best preserve the Group's cash value.

## **MATERIAL ACQUISITION AND DISPOSAL**

For the year ended 31 December 2015, the Group did not have any material acquisition or disposal of subsidiaries and associated companies.

## **EMPLOYEES AND EMOLUMENT POLICY**

For the year ended 31 December 2015, the Group employed a total of 8,219 employees (2014: 7,150 employees). The total staff costs of the Group for the year under review was RMB755.2 million. The Group has adopted a performance-based rewarding system to motivate its staff. In addition to a basic salary, year-end bonuses are offered to those staff with outstanding performance. The Group reviews the remuneration policies and packages on a regular basis and makes necessary adjustments commensurate with the pay level in the industry. In relation to staff training, the Group also provides different types of programs for its staff to improve their skills and develop their respective expertise.

The Group has also adopted a share option scheme (the "Share Option Scheme") and a pre-IPO share option scheme (the "Pre-IPO Share Option Scheme") for the purpose of providing incentives and rewards to eligible participants, including the Directors, and full-time or part-time employees, executives or officers of the Group who had contributed to the success of the Group's operations. Further, the Company also adopted a share award scheme (the "Share Award Scheme") to recognize and motivate the contributions made to the Group by its employees and to give incentives in order to retain them for the continuous operation and development of the Group. Further information in relation to the Share Option Scheme, the Pre-IPO Share Option Scheme and Share Award Scheme will be available in the annual report of the Company for the year ended 31 December 2015.

## **ANNUAL GENERAL MEETING**

The annual general meeting of the Company for the year ended 31 December 2015 is proposed to be held on Monday, 13 June 2016 (the "Annual General Meeting"). A notice convening the Annual General Meeting will be published and despatched in the manner as required by the Rules Governing Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") in due course.

## **FINAL DIVIDEND**

At the Board meeting held on 15 March 2016, the Board recommends the payment of a final dividend of HK\$9.0 cents per ordinary share for the year ended 31 December 2015. The final dividend is subject to the approval by shareholders at the Annual General Meeting. The final dividend, if approved by the Company's shareholders, will be paid on or around Monday, 4 July 2016 to the shareholders whose names appear on the register of members of the Company on Wednesday, 22 June 2016.

## **CLOSURE OF REGISTER OF MEMBERS**

### **(a) Annual General Meeting**

For the purpose of determining the shareholders' rights to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Monday, 6 June 2016 to Monday, 13 June 2016, both days inclusive, during which period no transfer of shares of the Company will be registered.

In order to be eligible to attend and vote at the Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Friday, 3 June 2016.

### **(b) Payment of the proposed final dividend**

For the purpose of determining the shareholders' entitlement to the proposed final dividend for the year ended 31 December 2015, the register of members of the Company will be closed from Friday, 17 June 2016 to Wednesday, 22 June 2016, both days inclusive, during which period no transfer of shares of the Company will be registered.

In order to be qualified for the proposed final dividend for the year ended 31 December 2015, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Thursday, 16 June 2016.

## **MODEL CODE FOR SECURITIES TRANSACTIONS**

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in Appendix 10 to the Listing Rules as the code for dealing in securities of the Company by the Directors. Specific confirmation has been obtained from all Directors to confirm compliance with the required standard set out in the Model Code for the year ended 31 December 2015. No incident of non-compliance was noted by the Company to date. Relevant employees who are likely to be in possession of unpublished inside information of the Group are also subject to compliance with written guidelines on no less exacting terms than the Model Code for the year ended 31 December 2015.



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

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the year ended 31 December 2015.

## **CORPORATE GOVERNANCE**

The Company is committed to the establishment of good corporate governance practices and procedures with a view to enhancing investors' confidence to the Company and the Company's accountability. The Company therefore strives to attain and maintain effective corporate governance practices and procedures.

The Directors are of the view that the Company has complied with all applicable code provisions contained in Appendix 14 of the Listing Rules for the year ended 31 December 2015. Further information about the corporate governance practices of the Company is set out in the annual report of the Company for the year ended 31 December 2015.

## **AUDIT COMMITTEE**

The Company has established an audit committee (the "Audit Committee"), which comprises three independent non-executive Directors, pursuant to the requirements under Rule 3.21 of the Listing Rules.

The Audit Committee and the auditor of the Company have reviewed the annual results of the Group for the year ended 31 December 2015 with the Company's management and it considered that such results have been prepared in accordance with applicable accounting standards and requirements with sufficient disclosure.

## **AUDITOR**

The financial figures in the preliminary announcement of the Group's results for the year ended 31 December 2015 (to the amounts set out in the Group's consolidated financial statements) have been agreed by PricewaterhouseCoopers, the auditor of the Company, who shall retire at the forthcoming annual general meeting. A resolution will be proposed at the forthcoming annual general meeting for the re-appointment of PricewaterhouseCoopers as the auditor of the Company.

## **SUFFICIENCY OF PUBLIC FLOAT**

Based on the information that is publicly available to the Company and within the knowledge of the Directors, throughout the year ended 31 December 2015 and up to the date of this announcement, the Company has maintained a sufficient public float of more than 25% of the Company's issued share capital as required under the Listing Rules.



## **PUBLICATION OF THE 2015 ANNUAL REPORT ON THE WEBSITES OF THE STOCK EXCHANGE OF HONG KONG LIMITED AND THE COMPANY**

The annual report of the Company for the year ended 31 December 2015 is to be despatched to shareholders of the Company and made available on the website of The Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk) and the website of the Company at [www.powerlong.com](http://www.powerlong.com) in due course.

### **APPRECIATION**

The steady growth of the Group is attributable to the enormous support from the relevant parties for years. The Board would like to take this opportunity to express its sincere gratitude to the Group's investors, business partners and customers for their continuous trust and support. At the same time, the Board would also like to take this opportunity to thank the Board members for their work of high performance and the Group's staff for their contributions and dedication. The Group will continue to uphold its tradition of "Creditability, Courtesy, Innovation, Enthusiasm" while relying on an elite team with unified values, loyalty and commitment. It will adhere to its belief and rise to challenges in order to create better returns for its customers, shareholders and investors and to create greater values for the society.

By Order of the Board  
**Powerlong Real Estate Holdings Limited**  
**Hoi Kin Hong**  
*Chairman*

Hong Kong, 15 March 2016

*As at the date of this announcement, the executive Directors of the Company are Mr. Hoi Kin Hong, Mr. Hoi Wa Fong, Mr. Xiao Qing Ping, Ms. Shih Sze Ni and Mr. Zhang Hong Feng; the non-executive Director of the Company is Ms. Hoi Wa Fan; and the independent non-executive Directors of the Company are Dr. Ngai Wai Fung, Dr. Mei Jian Ping and Dr. Ding Zu Yu.*