豐盛
FULLSHARE

Fullshare Holdings Limited
豐盛控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00607)

ANNUAL RESULTS ANNOUNCEMENT FOR THE YEAR ENDED 31 DECEMBER 2015

The board (the "**Board**") of directors (the "**Directors**") of Fullshare Holdings Limited (the "**Company**") hereby announces the audited consolidated results of the Company and its subsidiaries (the "**Group**") for the year ended 31 December 2015 (the "**Period Under Review**" or "**Year 2015**"), together with the comparative figures for the previous years prepared in accordance with generally accepted accounting principles in Hong Kong as follows:

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2015

	Notes	**2015** ***RMB'000***	2014 *RMB'000* (Restated)
Revenue	*4*	**2,657,931**	793,403
Cost of sales		**(2,370,801)**	(597,136)
Gross profit		**287,130**	196,267
Other income and gains	*5*	**129,317**	26,366
Change in fair value of convertible bonds		**–**	(1,360,118)
Change in fair value of properties held for sale transferred to investment properties	*11*	**147,464**	–
Change in fair value of investment properties	*11*	**8,000**	–
Change in fair value of financial assets at fair value through profit or loss		**621,095**	–
Gain on disposals of subsidiaries		**194,047**	–
Gain on bargain purchase recognised in acquisition of subsidiaries		**363,428**	237,978
Selling expenses		**(76,226)**	(33,319)
Administrative expenses		**(110,507)**	(69,401)
Finance costs	*6*	**(97,949)**	(3,035)
Profit (loss) before tax		**1,465,799**	(1,005,262)
Income tax expense	*7*	**(226,809)**	(59,481)
Profit (loss) for the year	*8*	**1,238,990**	(1,064,743)

	Note	2015 RMB'000	2014 RMB'000 (Restated)
Profit (loss) for the year attributable to:			
Owners of the Company		**1,237,507**	(1,070,988)
Non-controlling interests		**1,483**	6,245
		1,238,990	(1,064,743)

	Note	RMB	RMB (Restated)
Earnings (loss) per share			
Basic and diluted	*10*	**8.83 cents**	(27.04) cents

	2015 RMB'000	2014 RMB'000 (Restated)
Profit (loss) for the year	**1,238,990**	(1,064,743)
Other comprehensive income		
Item that may be reclassified subsequently to profit or loss:		
Exchange differences arising on translating foreign operations	**26,511**	–
Total comprehensive income (expense) for the year	**1,265,501**	(1,064,743)
Total comprehensive income (expense) for the year attributable to:		
Owners of the Company	**1,264,018**	(1,070,988)
Non-controlling interests	**1,483**	6,245
	1,265,501	(1,064,743)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 December 2015

	Notes	31/12/2015 RMB'000	31/12/2014 RMB'000 (Restated)	1/1/2014 RMB'000 (Restated)
Non-current assets				
Property, plant and equipment		**148,466**	148,136	127,767
Investment properties	*11*	**330,600**	5,600	5,600
Goodwill		**1,474**	1,474	–
Intangible assets		**1,643**	–	–
Interest in a joint venture		**4,900**	–	–
Prepaid land lease payments		**1,661**	1,699	1,737
Loan receivable	*12*	**–**	350,000	–
Financial assets at fair value through profit or loss	*13*	**10,419**	–	–
Deferred tax assets		**13,371**	14,736	523
		512,534	521,645	135,627
Current assets				
Deposit paid for potential acquisition	*14*	**360,000**	50,000	–
Receivables in respect of disposal of subsidiaries	*15*	**1,349,936**	–	–
Trade and other receivables	*16*	**274,127**	394,661	243,798
Inventories		**8,964**	–	–
Financial assets at fair value through profit or loss	*13*	**1,598,115**	30,024	–
Amounts due from customers for contract work		**40,549**	20,801	–
Tax prepaid		**12,316**	24,820	–
Properties under development		**2,379,083**	2,540,309	1,448,807
Properties held for sale		**933,536**	504,516	667,908
Pledged bank deposits		**–**	11,947	1,445
Bank balances and cash		**1,194,328**	325,013	122,777
		8,150,954	3,902,091	2,484,735
Current liabilities				
Trade and other payables	*17*	**943,540**	344,614	345,149
Receipts in advance and deposits received		**1,285,373**	602,994	510,286
Income tax payables		**175,206**	157,535	109,202
Consideration payables		**–**	156,000	–
Amount due to a shareholder		**–**	8,815	–
Bank and other borrowings				
– due within one year	*18*	**761,280**	910,103	174,000
		3,165,399	2,180,061	1,138,637
Net current assets		**4,985,555**	1,722,030	1,346,098
Total assets less current liabilities		**5,498,089**	2,243,675	1,481,725

	Note	31/12/2015	31/12/2014	1/1/2014
		RMB'000	*RMB'000*	*RMB'000*
			(Restated)	(Restated)
Capital and reserves				
Issued equity		**547,775**	530,763	439,307
Reserves		**4,210,562**	1,429,366	108,808
Equity attributable to owners of the Company		**4,758,337**	1,960,129	548,115
Non-controlling interests		**201,300**	208,718	29,473
Total equity		**4,959,637**	2,168,847	577,588
Non-current liabilities				
Convertible bonds		**–**	–	683,247
Corporate bond		**7,743**	7,089	–
Consideration payables		**21,058**	43,758	–
Bank and other borrowings				
– due after one year	*18*	**131,250**	–	195,000
Deferred tax liabilities		**378,401**	23,981	25,890
		538,452	74,828	904,137
Total equity and non-current liabilities		**5,498,089**	2,243,675	1,481,725

1. GENERAL

The Company was incorporated and registered as an exempted company with limited liability in the Cayman Islands under the Companies Law (2007 Revised) of the Cayman Islands.

The principal activities of the Group are property development, provision of green building services, investment and healthcare products and services business. In the opinion of the Directors, the parent and the ultimate holding company of the Company is Magnolia Wealth International Limited, a limited company incorporated in the British Virgin Islands.

The consolidated financial statements are presented in Renminbi ("**RMB**"), which is the same as the Company's functional currency.

2. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS

Adoption of merger accounting and restatement

Several business combinations under common control were effected during the year ended 31 December 2015, as the subsidiaries acquired under these business combinations and the Company are both ultimately controlled by Mr. Ji Changqun ("**Mr. Ji**"). These business combinations have been accounted for based on the principles of merger accounting in accordance with Accounting Guideline 5 Merger Accounting for Common Control Combinations issued by the Hong Kong Institute of Certified Public Accountants (the "**HKICPA**"). The consolidated financial statements include the financial statements items of the combining entities or businesses in which the common control combination occurs as if the combination had occurred from the date when the combining entities first came under the control of the controlling party.

The net assets of the combining entities are consolidated using the existing book values from the controlling parties' perspective. No amount is recognised in respect of goodwill or excess of acquirer's interest in the net fair value of acquiree's identifiable assets, liabilities and contingent liabilities over cost at the time of common control combination, to the extent of the continuation of the controlling party's interest.

The consolidated statement of profit or loss and other comprehensive income includes the results of each of the combining entities from the earliest date presented or since the date when the combining entities first came under the common control, where this is a shorter period, regardless of the date of the common control combination.

The comparative amounts in the consolidated financial statements are restated as if the entities had been combined at the beginning of the previous reporting period or when they first came under common control, whichever is later.

The effects of the application of merger accounting for business combinations under common control occurred during the year ended 31 December 2015 on the Group's financial position as at 31 December 2014 and 1 January 2014 and the results for the year ended 31 December 2014 are summarised as follows:

For the year ended 31 December 2014

	As originally stated	**Acquired subsidiaries**	**Adjustments**	**As restated**
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Revenue	643,793	149,610	–	793,403
Cost of Sales	(514,170)	(73,356)	(9,610)	(597,136)
Gross Profit	129,623	76,254	(9,610)	196,267
Other income and gains	8,580	17,786	–	26,366
Change in fair value of convertible bond	(1,360,118)	–	–	(1,360,118)
Gain on bargain purchase recognised in acquisition of subsidiaries	237,978	–	–	237,978
Selling expenses	(22,241)	(11,078)	–	(33,319)
Administrative expenses	(49,378)	(19,959)	(64)	(69,401)
Finance costs	(3,035)	–	–	(3,035)
(Loss) profit before tax	(1,058,591)	63,003	(9,674)	(1,005,262)
Income tax (expense) credit	(44,268)	(19,319)	4,106	(59,481)
(Loss) profit and total comprehensive (expense) income for the year	(1,102,859)	43,684	(5,568)	(1,064,743)
(Loss) profit and total comprehensive (expense) income attributable to:				
Owners of the Company	(1,109,654)	43,684	(5,018)	(1,070,988)
Non-controlling interests	6,795	–	(550)	6,245
(Loss) profit and total comprehensive (expense) income for the year	(1,102,859)	43,684	(5,568)	(1,064,743)

As at 31 December 2014

	As originally stated *RMB'000*	Acquired subsidiaries *RMB'000*	Adjustments *RMB'000* *(note)*	As restated *RMB'000*
Non-current assets				
Property, plant and equipment	4,080	141,869	2,187	148,136
Investment properties	5,600	–	–	5,600
Goodwill	1,474	–	–	1,474
Prepaid land lease payments	–	1,699	–	1,699
Loan receivable	350,000	–	–	350,000
Deferred tax assets	14,045	17,952	(17,261)	14,736
	375,199	161,520	(15,074)	521,645
Current assets				
Deposit paid for potential acquisition	50,000	–	–	50,000
Trade and other receivables	327,018	67,643	–	394,661
Financial assets at fair value through profit or loss	–	30,024	–	30,024
Amounts due from customers for contract work	20,801	–	–	20,801
Tax prepaid	23,219	1,601	–	24,820
Properties under development	1,802,040	676,626	61,643	2,540,309
Properties held for sale	307,336	166,194	30,986	504,516
Pledged bank deposits	11,947	–	–	11,947
Bank balances and cash	251,082	73,931	–	325,013
	2,793,443	1,016,019	92,629	3,902,091
Current liabilities				
Trade and other payables	224,378	120,236	–	344,614
Receipts in advance and deposits received	435,442	167,552	–	602,994
Income tax payables	60,035	97,500	–	157,535
Consideration payables	156,000	–	–	156,000
Amount due to a shareholder	8,815	–	–	8,815
Bank and other borrowings – due within one year	757,190	152,913	–	910,103
	1,641,860	538,201	–	2,180,061
Net current assets	1,151,583	477,818	92,629	1,722,030
Total assets less current liabilities	1,526,782	639,338	77,555	2,243,675

	As originally stated *RMB'000*	Acquired subsidiaries *RMB'000*	Adjustments *RMB'000* *(note)*	As restated *RMB'000*
Capital and reserves				
Issued equity	530,763	606,000	(606,000)	530,763
Reserves	720,011	33,338	676,017	1,429,366
Non-controlling interests	207,624	–	1,094	208,718
Total equity	1,458,398	639,338	71,111	2,168,847
Non-current liabilities				
Corporate bond	7,089	–	–	7,089
Consideration payables	43,758	–	–	43,758
Deferred tax liabilities	17,537	–	6,444	23,981
	68,384	–	6,444	74,828
Total equity and non-current liabilities	1,526,782	639,338	77,555	2,243,675

As at 1 January 2014

	As originally stated *RMB'000*	Acquired subsidiaries *RMB'000*	Adjustments *RMB'000* *(note)*	As restated *RMB'000*
Non-current assets				
Property, plant and equipment	2,898	124,869	–	127,767
Investment properties	5,600	–	–	5,600
Prepaid land lease payments	–	1,737	–	1,737
Deferred tax assets	–	523	–	523
	8,498	127,129	–	135,627
Current assets				
Trade and other receivables	53,608	190,190	–	243,798
Properties under development	880,104	507,060	61,643	1,448,807
Properties held for sale	405,484	221,828	40,596	667,908
Pledged bank deposits	1,445	–	–	1,445
Bank balances and cash	116,358	6,419	–	122,777
	1,456,999	925,497	102,239	2,484,735
Current liabilities				
Trade and other payables	188,563	156,586	–	345,149
Receipts in advance and deposits received	476,702	33,584	–	510,286
Income tax payables	41,399	67,803	–	109,202
Bank and other borrowings				
– due within one year	155,000	19,000	–	174,000
	861,664	276,973	–	1,138,637
Net Current assets	595,335	648,524	102,239	1,346,098
Total assets less current liabilities	603,833	775,653	102,239	1,481,725

	As originally stated *RMB'000*	Acquired subsidiaries *RMB'000*	Adjustments *RMB'000* *(note)*	As restated *RMB'000*
Capital and reserves				
Issued equity	439,307	606,000	(606,000)	439,307
Reserves	(661,881)	89,653	681,036	108,808
Non-controlling interests	27,829	–	1,644	29,473
(Capital deficiency) total equity	(194,745)	695,653	76,680	577,588
Non-current liabilities				
Convertible bonds	683,247	–	–	683,247
Bank and other borrowings				
– due after one year	115,000	80,000	–	195,000
Deferred tax liabilities	331	–	25,559	25,890
	798,578	80,000	25,559	904,137
Total equity and non-current liabilities	603,833	775,653	102,239	1,481,725

Note:

The adjustments represent:

(i) Elimination of the issued capital of the acquired subsidiaries.

(ii) Fair value adjustments on assets and liabilities of Nanjing Fullshare Dazu Technology Company Limited*（南京豐盛大族科技股份有限公司）(“**Nanjing Fullshare Technology**”) at the date when Mr. Ji has gained effective control of Nanjing Fullshare Technology on 10 December 2010.

The effects of application of merger accounting for common control combinations on the Group’s basic and diluted loss per share for the year ended 31 December 2014:

	RMB
As originally stated	(28.02) cents
Adjustment arising on common control combinations	0.98 cents
As restated	(27.04) cents

3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") AND HONG KONG COMPANIES ORDINANCE

The Group has applied the following new and revised HKFRSs, which includes HKFRSs, Hong Kong Accounting Standards ("**HKAS**"), amendments and Interpretations, issued by the HKICPA for the first time in the current year:

Amendments to HKFRSs	Annual Improvements to HKFRSs 2010 – 2012 Cycle
Amendments to HKFRSs	Annual Improvements to HKFRSs 2011 – 2013 Cycle
Amendments to HKAS 19	Defined Benefit Plans: Employee Contributions

The application of the new and revised HKFRSs in the current year has had no material impact on the Group's financial performance and positions for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

Part 9 of Hong Kong Companies Ordinance (Cap. 622)

In addition, the annual report requirements of Part 9 "Accounts and Audit" of the 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.

New and revised HKFRSs issued but not yet effective

The Group has not early applied the following new and revised HKFRSs that have been issued but are not yet effective:

HKFRS 9 (2014)	Financial Instruments[2]
HKFRS 15	Revenue from Contracts with Customers[2]
Amendments to HKFRSs	Annual Improvements to HKFRSs 2012 – 2014 Cycle[1]
Amendment to HKAS 1	Disclosure Initiative[1]
Amendments to HKAS 16 and HKAS 38	Clarification of Acceptance Methods of Depreciation and Amortisation[1]
Amendments to HKAS 16 and HKAS 41	Agriculture: Bearer Plants[1]
Amendments to HKAS 27	Equity Method in Separate Financial Statements[1]
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and Its Associate or Joint Venture[3]
Amendments to HKFRS 10, HKFRS 12 and HKAS 28	Investment Entities: Applying the Consolidation Exception[1]
Amendments to HKFRS 11	Accounting for Acquisitions of Interests in Joint Operations[1]

[1] Effective for annual periods beginning on or after 1 January 2016.

[2] Effective for annual periods beginning on or after 1 January 2018.

[3] Effective date not yet been determined.

The Directors anticipate that, except as described below, the application of other new and revised standards, amendments and interpretations will have no material impact on the results and financial position of the Group.

HKFRS 9 (2014) Financial Instruments

HKFRS 9 issued in 2009 introduces new requirements for the classification and measurement of financial assets. HKFRS 9 was amended in 2010 and includes the requirements for the classification and measurement of financial liabilities and for derecognition. In 2013, HKFRS 9 was further amended to bring into effect a substantial overhaul of hedge accounting that will allow entities to better reflect their risk management activities in the financial statements. A finalised version of HKFRS 9 was issued in 2014 to incorporate all the requirements of HKFRS 9 that were issued in previous years with limited amendments to the classification and measurement by introducing a "fair value through other comprehensive income" ("**FVTOCI**") measurement category for certain financial assets. The finalised version of HKFRS 9 also introduces an "expected credit loss" model for impairment assessments.

Key requirements of HKFRS 9 (2014) are described as follows:

- All recognised financial assets that are within the scope of HKAS 39 Financial Instruments: Recognition and Measurement to be subsequently measured at amortised cost or fair value. Specifically, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost at the end of subsequent accounting periods. Debt instruments that are held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets, and that have contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding, are measured at FVTOCI. All other debt investments and equity investments are measured at their fair values at the end of subsequent reporting periods. In addition, under HKFRS 9 (2014), entities may make an irrevocable election to present subsequent changes in the fair value of an equity investment (that is not held for trading) in other comprehensive income, with only dividend income generally recognised in profit or loss.

- With regard to the measurement of financial liabilities designated as at fair value through profit or loss, HKFRS 9 (2014) requires that the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is presented in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value of financial liabilities attributable to changes in the financial liabilities' credit risk are not subsequently reclassified to profit or loss. Under HKAS 39, the entire amount of the change in the fair value of the financial liability designated as fair value through profit or loss was presented in profit or loss.

- In the aspect of impairment assessments, the impairment requirements relating to the accounting for an entity's expected credit losses on its financial assets and commitments to extend credit were added. Those requirements eliminate the threshold that was in HKAS 39 for the recognition of credit losses. Under the impairment approach in HKFRS 9 (2014) it is no longer necessary for a credit event to have occurred before credit losses are recognised. Instead, expected credit losses and changes in those expected credit losses should always be accounted for. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition and, consequently, more timely information is provided about expected credit losses.

- HKFRS 9 (2014) introduces a new model which is more closely aligns hedge accounting with risk management activities undertaken by companies when hedging their financial and non-financial risk exposures. As a principle-based approach, HKFRS 9 (2014) looks at whether a risk component can be identified and measured and does not distinguish between financial items and non-financial items. The new model also enables an entity to use information produced internally for risk management purposes as a basis for hedge accounting. Under HKAS 39, it is necessary to exhibit eligibility and compliance with the requirements in HKAS 39 using metrics that are designed solely for accounting purposes. The new model also includes eligibility criteria but these are based on an economic assessment of the strength of the hedging relationship. This can be determined using risk management data. This should reduce the costs of implementation compared with those for HKAS 39 hedge accounting because it reduces the amount of analysis that is required to be undertaken only for accounting purposes.

HKFRS 9 (2014) will become effective for annual periods beginning on or after 1 January 2018 with early application permitted.

The Directors anticipate that the adoption of HKFRS 9 (2014) in the future may have significant impact on amounts reported in respect of the Group's financial assets and financial liabilities.

Regarding the Group's financial assets, it is not practicable to provide a reasonable estimate of that effect until a detailed review has been completed.

HKFRS 15 Revenue from Contracts with Customers

The core principle of HKFRS 15 is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Thus, HKFRS 15 introduces a model that applies to contracts with customers, featuring a contract-based five-step analysis of transactions to determine whether, how much and when revenue is recognised. The five steps are as follows:

i) Identify the contract with the customer;

ii) Identify the performance obligations in the contract;

iii) Determine the transaction price;

iv) Allocate the transaction price to the performance obligations; and

v) Recognise revenue when (or as) the entity satisfies a performance obligation.

HKFRS 15 also introduces extensive qualitative and quantitative disclosure requirements which aim to enable users of the financial statements to understand the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers.

HKFRS 15 will supersede the current revenue recognition guidance including HKAS 18 Revenue, HKAS 11 Construction Contracts and the related Interpretations when it becomes effective.

HKFRS 15 will become effective for annual periods beginning on or after 1 January 2018 with early application permitted. The Directors anticipate that the application of HKFRS 15 in the future may have a material impact on the amounts reported and disclosures made in the Group's consolidated financial statements. However, it is not practicable to provide a reasonable estimate of the effect of HKFRS 15 until the Group performs a detailed review.

Amendments to HKAS 1 Disclosure Initiative

The amendments clarify that companies should use professional judgement in determining what information as well as where and in what order information is presented in the financial statements. Specifically, an entity should decide, taking into consideration all relevant facts and circumstances, how it aggregates information in the financial statements, which include the notes. An entity does not require to provide a specific disclosure required by a HKFRS if the information resulting from that disclosure is not material. This is the case even if the HKFRS contain a list of specific requirements or describe them as minimum requirements.

Besides, the amendments provide some additional requirements for presenting additional line items, headings and subtotals when their presentation is relevant to an understanding of the entity's financial position and financial performance respectively. Entities, in which they have investments in associates or joint ventures, are required to present the share of other comprehensive income of associates and joint ventures accounted for using the equity method, separated into the share of items that (i) will not be reclassified subsequently to profit or loss; and (ii) will be reclassified subsequently to profit or loss when specific conditions are met.

Furthermore, the amendments clarify that:

(i) an entity should consider the effect on the understandability and comparability of its financial statements when determining the order of the notes; and

(ii) significant accounting policies are not required to be disclosed in one note, but instead can be included with related information in other notes.

The amendments will become effective for financial statements with annual periods beginning on or after 1 January 2016. Earlier application is permitted.

The Directors anticipate that the application of Amendments to HKAS 1 in the future may have a material impact on the disclosures made in the Group's consolidated financial statements.

4. REVENUE AND SEGMENT INFORMATION

Revenue represents the net amounts received and receivable from sales of properties, investment income, green construction contracts and green building services provided by the Group, less sales related taxes.

	2015	2014
	RMB'000	*RMB'000*
		(Restated)
Sales of properties	**2,407,982**	763,988
Revenue from green building services	**205,153**	16,862
Revenue from green construction contracts	**37,035**	12,553
Interest income and dividend from investments	**7,761**	–
	2,657,931	793,403

Segment information

Information reported to the chief executive officer, being the chief operating decision maker, for the purposes of resource allocation and assessment of segment performance focuses on types of goods or services delivered or provided.

The Group is principally engaged in the property development and provision of green building services. During the year ended 31 December 2015, the Group commenced to engage in two new segments – Investment and Healthcare. Despite that the healthcare business is still on the startup stage with insignificant contribution to the Group, the Group has formulated a detail operating and development plan in which the chief operating decision-maker considers that the disclosure of such segment will be meaningful. Specifically, the Group currently organises the reportable and operating segments by differentiations in products and services as follows:

1. Property development – development and sales of properties;

2. Green building – green building services, which principally include green building, green urban Engineering-Procurement-Construction, Energy Management Contract services and other supporting services in relation to the operation of the relevant green building projects in the PRC;

3. Investment – holding and trading of a variety of investments and financial products with potential or for strategic purpose including but not limited to listed and unlisted securities, bonds, funds, derivatives, structured and other treasury products; and

4. Healthcare – healthcare products and services.

Segment revenues and results

The following is an analysis of the Group's revenue and results from continuing operations by reportable and operating segment.

	2015					2014 (Restated)				
	Property development	Green building	Investment	Healthcare	Total	Property development	Green building	Investment	Healthcare	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
Revenue										
External sales	2,407,982	242,188	7,761	–	2,657,931	763,988	29,415	–	–	793,403
Inter-segment sales	–	215,380	–	–	215,380	–	–	–	–	–
Segment revenue	2,407,982	457,568	7,761	–	2,873,311	763,988	29,415	–	–	793,403
Eliminations					(215,380)					–
Group revenue					2,657,931					793,403
Segment profit (loss)	61,763	106,304	629,099	(19)	797,147	130,250	(10,229)	–	–	120,021
Unallocated corporate expenses					(39,323)					(23,587)
Unallocated other income and gains					92,985					23,479
Change in fair value of properties held for sale transferred to investment properties					147,464					–
Change in fair value of investment properties					8,000					–
Change in fair value of convertible bonds					–					(1,360,118)
Gain on disposal of subsidiaries					194,047					–
Gain on bargain purchase recognised in acquisition of subsidiaries					363,428					237,978
Finance costs					(97,949)					(3,035)
Profit (loss) before tax					1,465,799					(1,005,262)

Segment profit (loss) represents the profit earned or loss incurred by each segment without allocation of central administration costs, directors' salaries, finance costs and changes in fair value of convertible bonds, changes in fair value of investment properties, changes in fair value of properties held for sale transferred to investment properties, gain on disposal of subsidiaries, gain on bargain purchase recognised in acquisition of subsidiaries and certain other income and gains. This is the measure reported to the chief executive officer, being the chief operating decision maker, for the purposes of resource allocation and performance assessment.

Segment assets and liabilities

	2015					2014 (Restated)				
	Property development *RMB'000*	**Green building** *RMB'000*	**Investment** *RMB'000*	**Healthcare** *RMB'000*	**Total** *RMB'000*	Property development *RMB'000*	Green building *RMB'000*	Investment *RMB'000*	Healthcare *RMB'000*	Total *RMB'000*
Segment assets	**3,511,389**	**245,616**	**1,608,534**	**26,241**	**5,391,780**	3,410,546	547,739	30,024	–	3,988,309
Unallocated corporate assets					**3,271,708**					435,427
Total assets					**8,663,488**					4,423,736
Segment liabilities	**1,882,427**	**324,855**	**–**	**–**	**2,207,282**	796,386	141,664	–	–	938,050
Unallocated corporate liabilities					**1,496,569**					1,316,839
Total liabilities					**3,703,851**					2,254,889

For the purposes of monitoring segment performance and allocating resources between segments:

- All assets are allocated to operating segments other than investment properties, certain property, plant and equipment, deferred tax assets, certain other receivables, interest in a joint venture, receivables in respect of disposal of subsidiaries, deposit paid for potential acquisition, tax prepaid, pledged bank deposits and bank balances and cash.

- All liabilities are allocated to operating segments other than certain other payables, amount due to a shareholder, consideration payables, bank and other borrowings, income tax payables, corporate bond and deferred tax liabilities.

Other segment information

For the year ended 31 December 2015

	Property development *RMB'000*	**Green building** *RMB'000*	**Investment** *RMB'000*	**Healthcare** *RMB'000*	**Unallocated** *RMB'000*	**Total** *RMB'000*
Amounts included in the measure of segment profit or loss or segment assets						
Addition to non-current assets *(note)*	**43,161**	**25,598**	**–**	**–**	**317,387**	**386,146**
Depreciation and amortisation	**3,552**	**6,813**	**–**	**–**	**655**	**11,020**
Gain on disposal of property, plant and equipment	**14,048**	**–**	**–**	**–**	**–**	**14,048**
Investment return from loan receivable	**–**	**20,712**	**–**	**–**	**–**	**20,712**
Amounts regularly provided to the chief operating decision maker but not included in the measure of segment profit or loss or segment assets:						
Finance costs	**–**	**–**	**–**	**–**	**97,949**	**97,949**
Bank interest income	**–**	**–**	**–**	**–**	**1,659**	**1,659**
Income tax expense	**85,577**	**20,300**	**102,363**	**–**	**18,569**	**226,809**

For the year ended 31 December 2014 (Restated)

	Property development *RMB'000*	Green building *RMB'000*	Investment *RMB'000*	Healthcare *RMB'000*	Unallocated *RMB'000*	Total *RMB'000*
Amounts included in the measure of segment profit or loss or segment assets						
Addition to non-current assets *(note)*	4,274	26,366	–	–	1,647	32,287
Depreciation and amortisation	2,553	7,257	–	–	380	10,190
Investment return from loan receivable	–	2,887	–	–	–	2,887
Amounts regularly provided to the chief operating decision maker but not included in the measure of segment profit or loss or segment assets:						
Finance costs	–	–	–	–	3,035	3,035
Bank interest income	–	–	–	–	636	636
Income tax expense	58,991	357	–	–	133	59,481

Note: Non-current assets excluded interest in a joint venture, financial assets at fair value through profit or loss, deferred tax assets and loan receivable. Included in the addition for the year ended 31 December 2015 of RMB5,061,000 (2014: RMB546,000) was made through acquisition of subsidiaries not under common control.

Information about geographical areas

Information about the Group's revenue from external customers is presented based on the location of the operations. Information about its non-current assets is presented based on the geographical location of the assets.

All of the Group's revenue is derived from customers based in the PRC (country of domicile).

Non-current assets

	2015	2014
	RMB'000	*RMB'000*
		(Restated)
PRC (country of domicile)	**482,863**	155,724
Hong Kong	**969**	1,185
Singapore	**12**	–
	483,844	156,909

Non-current assets excluded interest in a joint venture, financial assets at fair value through profit or loss, deferred tax assets and loan receivable.

Information about major customers

During the years ended 31 December 2015 and 2014, there was no single external customer contributing over 10% of the Group's revenue.

5. OTHER INCOME AND GAINS

	2015	2014
	RMB'000	*RMB'000*
		(Restated)
Bank interest income	**1,659**	636
Exchange gain	**7,132**	–
Gain on disposal of property, plant and equipment	**14,048**	–
Amortisation of deferred gain on other borrowings	**39,131**	–
Waiver of interest for early repayment of other borrowings	**24,486**	–
Investment return from loan receivable	**20,712**	2,887
Property rental income *(Note a)*	**12,724**	17,334
Subletting rental income *(Note b)*	**2,420**	1,262
Waiver of interest on convertible bonds	**–**	2,922
Written back of other payable	**1,268**	672
Management services income	**4,957**	–
Others	**780**	653
	129,317	26,366

Note a: The direct costs of the property rental income for the year ended 31 December 2015 is approximately RMB2,920,000 (2014: RMB3,633,000).

Note b: The direct costs of the subletting rental income for the year ended 31 December 2015 is approximately RMB1,899,000 (2014: RMB1,077,000).

6. FINANCE COSTS

	2015	2014
	RMB'000	*RMB'000*
		(Restated)
Interest expenses on:		
bank and other borrowings *(Note)*	**159,308**	42,987
convertible bonds	**–**	2,997
corporate bond	**741**	38
consideration payable	**4,300**	–
Less: Interest capitalised in the cost of qualifying assets	**(66,400)**	(42,987)
	97,949	3,035

Note:

Borrowing costs capitalised during the years ended 31 December 2015 and 2014 arose from specific bank borrowings for qualifying assets.

7. INCOME TAX EXPENSE

	2015	2014
	RMB'000	*RMB'000*
		(Restated)
Current tax:		
PRC Enterprise Income Tax ("**EIT**")	**167,538**	48,198
PRC Land Appreciation Tax ("**LAT**")	**44,464**	42,809
	212,002	91,007
Deferred tax		
Current year	**14,807**	(31,526)
	226,809	59,481

Notes:

(a) Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both years. No provision for taxation in Hong Kong has been made as the Group has no assessable profits arising from Hong Kong for both years.

(b) Under the Law of the PRC on EIT (the "**EIT Law**") and Implementation Regulation of the EIT Law, the applicable tax rate of Company's PRC subsidiaries is 25% for the years ended 31 December 2015 and 2014.

Pursuant to the EIT Law, 10% withholding tax is levied on foreign investor in respect of gain on disposal of a foreign investment enterprise in the PRC.

(c) The provision of PRC LAT is estimated according to the requirements set forth in the relevant PRC tax laws and regulations. PRC LAT has been provided at progressive rates ranging from 30% to 60% on the appreciation value, with certain allowable deductions including land costs and the relevant property development expenditures. According to the State Administration of Taxation's official circulars, PRC LAT shall be payable provisionally upon sales of the properties, followed by final ascertainment of the gain at the completion of the properties development.

(d) Tax arising from other jurisdictions is calculated at the rates applicable in the relevant jurisdictions.

8. PROFIT (LOSS) FOR THE YEAR

Profit (loss) for the year has been arrived at after charging:

	2015	2014
	RMB'000	*RMB'000*
		(Restated)
(a) Staff costs, excluding directors' and chief executive's emoluments		
Salaries, wages and other benefits	**41,113**	19,281
Retirement benefits scheme contributions	**7,237**	3,318
	48,350	22,599
(b) Other items		
Auditors' remuneration	**1,581**	1,319
Depreciation of plant and equipment	**10,925**	10,152
Minimum lease payments under operating lease rentals of properties	**4,896**	4,504
Costs of properties held for sale recognised as expenses (included in cost of sales)	**2,237,370**	567,330
Amortisation of intangible assets	**57**	–
Amortisation of prepaid land lease payments	**38**	38

9. DIVIDENDS

No dividend was paid or proposed during the year ended 31 December 2015 (2014: nil). Subsequent to the end of the reporting period, a final dividend of RMB1 cent per share (2014: nil) in respect of the year ended 31 December 2015 has been proposed by the Board and is subject to approval by the shareholders of the Company ("**Shareholders**") in the forthcoming general meeting.

During the year ended 31 December 2014, dividend of RMB100,000,000 has been paid to a shareholder of Nanjing Fullshare Technology before the Group adopting merger accounting for common control combinations of Nanjing Fullshare Technology. Further details of the dividend are set out in the Company's circular dated 30 December 2014.

10. EARNINGS (LOSS) PER SHARE

The calculation of the basic and diluted earnings (loss) per share attributable to the owners of the Company is based on the following data:

	2015	2014
	RMB'000	*RMB'000*
		(Restated)
Earnings (loss)		
Earnings (loss) for the purpose of basic and diluted earnings (loss) per share for the year attributable to the owners of the Company	**1,237,507**	(1,070,988)

	2015	2014
	'000	*'000*
Number of shares		
Weighted average number of ordinary shares for the purpose of basic and diluted earnings (loss) per share	**14,021,177**	3,960,630

Diluted earnings per share for the year ended 31 December 2015 is the same as the basic earnings per share as there were no dilutive potential ordinary shares outstanding during the year.

The computation of diluted loss per share for the year ended 31 December 2014 did not assume the conversion of the Company's outstanding convertible bonds, since their exercise would result in a change from a loss to a profit for the purpose of diluted earnings per share which was anti-dilutive.

11. INVESTMENT PROPERTIES

	RMB'000
FAIR VALUE	
At 1 January 2014, 31 December 2014 and 1 January 2015	5,600
Transferred from properties held for sale	169,536
Increase in fair value of properties held for sale transferred to investment properties recognised in profit or loss	147,464
Increase in fair value recognised in profit or loss	8,000
At 31 December 2015	330,600

All of the Group's property interests held under operating leases to earn rentals or for capital appreciation purposes are measured using the fair value model and is classified and accounted for as investment properties.

During the year ended 31 December 2015, certain properties held for sales with a carrying amount of approximately RMB169,536,000 were transferred to investment properties as these properties are held for rental income or capital appreciation purpose. The fair value of these properties of RMB317,000,000 at the date of transfer to investment properties were valued by Savills Valuation and Professional Services Limited ("**Savills**"), an independent qualified professional valuer not connected with the Group, by reference to comparable sales transactions as available in relevant markets and where appropriate, the basis of capitalisation of rental income derived from the existing tenancies with due allowance for reversionary income potential of the properties. Accordingly, a fair value gain of approximately RMB147,464,000 was recognised in profit or loss during the year ended 31 December 2015.

At 31 December 2015, the Group's investment properties were valued by Savills and Crowe Horwath (HK) Consulting & Valuation Limited ("**Crowe Horwath**") (2014: Crowe Horwath), independent qualified professional valuers not connected with the Group. The valuation was determined by reference to comparable sales transactions as available in relevant markets and where appropriate, the basis of capitalisation of rental income derived from the existing tenancies with due allowance for reversionary income potential of the properties. In estimating the fair value of the properties, the highest and best use of the properties is their current use.

12. LOAN RECEIVABLE

Loan receivable represented investment costs incurred for discharging the Company's obligations as the main contractor under an investment construction contract relating to a green building project for the People's Government of Huayang Town, Jurong City*（句容市華陽鎮人民政府）("**Jurong Government**"), which amounted to RMB350,000,000 with a performance return rate of 9.5% per annum. The balance was unsecured and repayable by Jurong Government on or before 31 December 2016. During the year ended 31 December 2015, the Company and Jurong Government entered into a termination agreement whereby the investment construction contract was terminated and Jurong Government has fully paid the investment amount, together with the corresponding return of approximately RMB20,712,000 (included in other income) up to the date of payment.

13. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	2015	2014
	RMB'000	*RMB'000*
		(Restated)
Financial assets held for trading		
Equity securities listed in Hong Kong	**1,598,115**	–
Financial assets designated as FVTPL		
Investment-linked insurance policy	**10,419**	–
Structured deposit	**–**	30,024
	1,608,534	30,024

Analysed for reporting purposes as:

	2015	2014
	RMB'000	*RMB'000*
Current assets	**1,598,115**	30,024
Non-current assets	**10,419**	–
	1,608,534	30,024

14. DEPOSIT PAID FOR POTENTIAL ACQUISITION

	2015	2014
	RMB'000	*RMB'000*
Deposit paid for potential acquisition	**360,000**	50,000

On 24 December 2014, the Group entered into a memorandum of understanding with Nanjing Huigu Enterprise Management Consulting Co., Limited*（南京慧谷企業管理諮詢有限公司）, an independent third party, for potential acquisition of the entire interests in Jiangsu Anjiali Zhiye Company Limited*（江蘇安家利置業有限公司）("**Jiangsu Anjiali**") and made a deposit of RMB50,000,000 which was refundable within 3 months. During the year ended 31 December 2015, the acquisition has been completed and the amount has been utilised as part of the consideration of such acquisition.

On 30 November 2015, the Group entered into a letter of intent with Hainan Zhongkun Yu'an Investment Co., Ltd.*（海南中坤渝安投資有限公司）, an entity under the control of Mr. Ji, for potential acquisition of commercial and hotel properties in the Hainan Province and made a refundable deposit of RMB360,000,000. The deposit is interest bearing at the prevailing deposit interest rate of banks in the PRC and refundable upon the expiry of a six-month exclusive negotiation period where no formal agreement has been entered into. Details of the potential acquisition were set out in the Company's announcement dated 30 November 2015.

15. RECEIVABLES IN RESPECT OF DISPOSAL OF SUBSIDIARIES

On 6 November 2015, the Group entered into two sales and purchase agreements with Sun Field Property Holdings Limited (the "**Sun Field**"), an independent third party, for the disposal of its entire equity interests in Active Mind Investments Limited and its subsidiaries, Active Mind Hong Kong Limited and Zall Development (Shenyang) Limited*（卓爾發展（瀋陽）有限公司）("**Zall Development Shenyang**") (collectively referred to as "**Active Mind Group**") and Advance Goal Investments Limited and its subsidiaries, Advance Goal Hong Kong Limited, Zall Trading Development (Xiaogan) Limited*（卓爾商貿發展（孝感）有限公司）("**Zall Trading Xiaogan**") and Zall Development (Xiaogan) Limited*（卓爾發展（孝感）有限公司）("**Zall Development Xiaogan**") (collectively referred to as "**Advance Goal Group**") at a cash consideration of RMB685,270,000 and RMB173,944,000 respectively. Upon completion of the transaction, an amount due to the Group by Zall Development Shenyang of RMB9,000,000 is borne by Sun Field. The transactions were completed on 4 December 2015.

On 9 November 2015, the Group entered into two sales and purchase agreements with Nanjing Dongzhou Property Development Limited*（南京東洲房地產開發有限公司）("**Nanjing Dongzhou**"), an independent third party, for the disposal of its entire equity interests in Jurong Dingsheng Property Development Company Limited*（句容鼎盛房地產開發有限公司）("**Jurong Dingsheng**") and Jurong Dasheng Property Development Company Limited*（句容達盛房地產開發有限公司）("**Jurong Dasheng**") at a cash consideration of RMB254,496,000 and RMB269,104,000 respectively. Upon completion of the transactions, amounts due to the Group by Jurong Dasheng and Jurong Dingsheng of approximately RMB194,558,000 and RMB129,206,000 are borne by Nanjing Dongzhou. The transactions were completed on 27 November 2015.

The following is the analysis of the Group's receivables in respect of disposal of subsidiaries at the end of the reporting period:

	2015	2014
	RMB'000	*RMB'000*
Receivables in respect of disposal of Active Mind Group and Advance Goal Group *(Note A)*	**749,932**	–
Receivables in respect of disposal of Jurong Dingsheng and Jurong Dasheng *(Note B)*	**600,004**	–
	1,349,936	–

Note A:

Pursuant to the agreements, the receivables in respect of disposal of subsidiaries will be settled in instalments. Included in the receivables an amount of RMB186,943,000 and RMB4,500,000, representing the deferred consideration for disposal and the unsettled debt borne by Sun Field respectively, will be settled within 80 business days after the completion of transactions and the remaining unsettled deferred consideration for disposal amounting to RMB558,489,000 will be settled within 180 business days after the completion of transactions. Accordingly, the amounts are classified as current assets.

The receivables are secured by the shares of Active Mind Group and Advance Goal Group and non-interest bearing up to the credit period. In the event that the receivables are not repaid on time, the outstanding balance is charged at an interest rate of 15% per annum until full repayment is made.

Note B:

Pursuant to the agreements an amount of RMB276,240,000 and RMB323,764,000, included in the receivables representing the deferred consideration for disposal and the unsettled debt borne by Nanjing Dongzhou respectively, will be settled within 120 business days after the completion of transactions and within 120 business days after signing of the agreements respectively. Accordingly, the amounts are classified as current assets.

The receivables are secured by the shares of Jurong Dingsheng and Jurong Dasheng and non-interest bearing up to the credit period. In the event that the receivables are not repaid on time, the outstanding balance is charged at an interest rate of 15% per annum until full repayment is made.

16. TRADE AND OTHER RECEIVABLES

	2015	2014
	RMB'000	*RMB'000*
		(Restated)
Trade receivables *(note a)*	**108,489**	12,758
Other receivables and deposits *(note b)*	**36,807**	32,776
Amounts due from related companies *(note c)*	**–**	14,278
Prepayments for construction works	**45,916**	310,172
Other prepayments	**29,798**	3,519
Other taxes prepaid	**53,117**	21,158
	274,127	394,661

The Group does not hold any collateral over these balances.

Note a: The following is an aging analysis of the Group's trade receivables presented based on invoice dates at the end of the reporting period:

	2015	2014
	RMB'000	*RMB'000*
		(Restated)
Within 90 days	**106,904**	7,777
91-180 days	**338**	4,533
181-365 days	**869**	–
Over 1 year	**378**	448
	108,489	12,758

The Group does not have a standardised and universal credit period granted to its customers, and the credit period of individual customers is considered on a case-by-case basis and stipulated in the relevant contracts, as appropriate.

Note b: Included in the Group's other receivables and deposits are security deposits with an aggregate balance of approximately RMB13,987,000 (2014: RMB29,775,000) which are paid to certain PRC government authorities for the Group's property development business in the PRC. Such security deposits will be released upon completion of construction of the relevant development projects. All other receivables and deposits were neither past due nor impaired.

Note c: The related companies were ultimately controlled by Mr. Ji and the balances were unsecured, interest-free and repayable on demand.

The Directors consider that there has not been a significant change in the credit quality of the trade receivables, other receivables, prepayments and deposits and there is no recent history of default, therefore the amounts are considered recoverable.

17. TRADE AND OTHER PAYABLES

	2015	2014
	RMB'000	*RMB'000*
		(Restated)
Trade payables	**301,562**	89,299
Bills payables	**–**	11,947
	301,562	101,246
Other tax payables	**26,389**	1,184
Other payables	**24,817**	56,879
Dividend payables to a non-controlling interest	**9,545**	–
Amounts due to related companies *(note)*	**8,138**	23,641
Accrued expenses	**573,089**	161,664
	943,540	344,614

Note: The related companies are ultimately controlled by Mr. Ji and the balances are unsecured, non-interest bearing and repayable on demand.

The following is an aging analysis of the Group's trade and bills payables presented based on the invoice dates at the end of the reporting period:

	2015	2014
	RMB'000	*RMB'000*
		(Restated)
Within 90 days	**210,890**	72,756
91 – 180 days	**45,419**	14,355
181 – 365 days	**39,606**	2,564
Over 1 year	**5,647**	11,571
	301,562	101,246

The average credit period on trade payables is 180 days. The Group has financial risk management policies in place to ensure that all trade payables are settled within the credit timeframe.

18. BANK AND OTHER BORROWINGS

	2015	2014
	RMB'000	*RMB'000*
		(Restated)
Secured		
Bank borrowings	**592,530**	279,690
Other borrowings	**300,000**	320,000
Unsecured other borrowings	**–**	310,413
	892,530	910,103
Carrying amount repayable:		
On demand or within one year	**761,280**	910,103
More than one year but not exceeding two years	**15,000**	–
More than two years but not exceeding five years	**45,000**	–
More than five years	**71,250**	–
	892,530	910,103
Less: amounts due within one year shown under current liabilities	**(761,280)**	(910,103)
Amounts shown under non-current liabilities	**131,250**	–

19. CAPITAL COMMITMENTS

At the end of the reporting period, the Group had the following capital commitments:

Contracted for but not provided in the consolidated financial statements

	2015	2014
	RMB'000	*RMB'000*
		(Restated)
For properties under development	**2,002,582**	2,196,724
For acquisition of a subsidiary	**21,471**	667,000
Capital injection to a non-wholly-owned subsidiary	**103,797**	–

20. PLEDGE OF ASSETS

At the end of the reporting period, certain assets of the Group were pledged to secure banking facilities granted to the Group as follows:

	2015	2014
	RMB'000	*RMB'000*
		(Restated)
Properties under development	**288,596**	1,523,508
Property, plant and equipment	**–**	12,753
Properties held for sales	**649,503**	153,629
Investment properties	**313,000**	–
Pledged bank deposits	**–**	11,947
	1,251,099	1,701,837

21. CONTINGENT LIABILITIES

Guarantees in respect of mortgage facilities for purchasers of the Group's property units

	2015	2014
	RMB'000	*RMB'000*
		(Restated)
Guarantees in respect of mortgage facilities for certain purchasers of the Group's property units	**1,080,207**	412,804

The Group has arranged bank financing for certain purchasers of the Group's property units and provided guarantees to secure obligations of such purchasers for repayments. Such guarantees terminate upon the earlier of (i) issue of the real estate ownership certificate which will generally be available within an average period of two to three years upon the completion of guarantee registration and receipt of such certificate by the bank; or (ii) the satisfaction of mortgaged loan by the purchasers of properties.

Pursuant to the terms of the guarantees, upon default in mortgage payments by these purchasers, the Group is responsible to repay the outstanding mortgage principals together with accrued interest and penalty owed by the defaulted purchasers to the banks and the Group is entitled to take over the legal title and possession of the related properties. The Group's guarantee period starts from the dates of grant of the mortgages.

The Directors consider that the likelihood of default in payments by purchasers is minimal and, in case of default in payments, the net realisable value of the related properties can recover the repayment of the outstanding mortgage principals together with the accrued interests and penalty. Therefore the financial guarantees measured at fair value are immaterial, no provision has been made.

22. EVENTS AFTER THE REPORTING PERIOD

(i) On 5 January 2016, the Group entered into two letters of intent with Mr. Ji and entities controlled by Mr. Ji and his associate for potential acquisition of the entire equity interest of certain entities in Australia and made an aggregate refundable deposits of approximately RMB44,554,000. The deposits are interest bearing at the prevailing deposit interest rate of banks in the PRC and refundable upon the expiry of a six-month exclusive negotiation period where no formal agreement has been entered into. Details of the potential acquisitions were set out in the Company's announcement dated 5 January 2016.

(ii) On 3 February 2016, the Group entered into a share transfer agreement with Nanjing Fullshare Holding and Mr. Ji, pursuant to which, the Group conditionally agreed to buy, and Nanjing Fullshare Holding and Mr. Ji conditionally agreed to sell in aggregate approximately 72.19% of the issued share capital in Shenzhen Anke High-Tech Company Limited*（深圳安科高技術股份有限公司）("**Anke High-Tech**"), at an aggregate cash consideration of RMB140,000,000. Anke High-Tech is principally engaged in the manufacture and sale of medical equipment and machinery and provision of related technical services. The above acquisition has not been completed at the date of these financial statements. Further details regarding the transaction are set out in the Company's announcement and circular dated 3 February 2016 and 24 March 2016 respectively.

BUSINESS REVIEW

The revenue of the Group for the year ended 31 December 2015 mainly came from sales of real properties, green building services and investment segment.

Property sales

During the Period Under Review, the revenue generated from property sales of the Group was approximately RMB2,407,982,000, representing an increase of approximately 215% as compared with the same period of 2014 ("**Year 2014**"). The Group delivered properties with an aggregate gross floor area ("**GFA**") of approximately 155,585 sq.m. in Year 2015, representing an increase of approximately 35% as compared with Year 2014. The average selling unit price recognized during the Period Under Review was approximately RMB15,477 per sq.m..

During the Period Under Review, the Group made contracted sales of approximately RMB2,489,438,000, representing an increase of approximately 222% as compared with Year 2014. The Company made contracted sales for an aggregate GFA of approximately 172,317 sq.m., representing an increase of approximately 91% as compared with Year 2014. The increase in contracted sales and GFA was mainly due to the sales of ZhuGong（諸公）and Amber Garden（琥珀花園）Phase II. Average selling price was approximately RMB14,447 per sq.m., representing an increase of approximately 68% as compared with Year 2014.

As of 31 December 2015, the Company's contracted sales for the contracts signed but not yet delivered properties were approximately RMB1,624,931,000, with a total GFA of approximately 107,868 sq.m., providing a prospect for the continuous stable growth of the Group's future revenue.

A breakdown of the major property developments held by the Group as at 31 December 2015 is as follows:

Project name	Address	Project type	Construction Progress of the projects	Expected completion date	Site area *(sq.m.)*	GFA Completed *(sq.m.)*	GFA under Construction *(sq.m.)*	Accumulated contracted sales area *(sq.m.)*	Interests in the projects attributable to the Group
Yuhua Salon（雨花客廳）									
Yuhua Salon（雨花客廳）A1	No. 119 Ruanjian Avenue, Yuhuatai District, Nanjing, Jiangsu Province, the People's Republic of China ("**PRC**")	Office, commercial project	Completed	Completed	33,606	78,165	–	48,131	100%
Yuhua Salon（雨花客廳）A2	No. 119 Ruanjian Avenue, Yuhuatai District, Nanjing, Jiangsu Province, the PRC	Office, commercial project	Under construction	Fourth quarter of 2017	30,416	–	82,670	–	100%

Project name	Address	Project type	Construction Progress of the projects	Expected completion date	Site area *(sq.m.)*	GFA Completed *(sq.m.)*	GFA under Construction *(sq.m.)*	Accumulated contracted sales area *(sq.m.)*	Interests in the projects attributable to the Group
Yuhua Salon（雨花客廳）									
Yuhua Salon（雨花客廳）C South	East to Ningdan Road, Yuhuatai District, Nanjing, Jiangsu Province, the PRC	Office, commercial project	Under construction	Second quarter of 2016	42,639	–	133,831	28,494	100%
Yuhua Salon（雨花客廳）C North	East to Ningdan Road, Yuhuatai District, Nanjing, Jiangsu Province, the PRC	Residential, commercial project	Under construction	Second quarter of 2017	48,825	–	191,007	–	100%
ZhuGong（諸公）	To the south-west of Yuhuatai Scenic Area, Nanjing, Jiangsu Province, the PRC	Residential project	Under construction	First quarter of 2016	49,220	86,087	10,210	26,366	80%
Amber Garden（琥珀花園）									
Amber Garden（琥珀花園）Phase I	1 and 2 Jiadong, Xishanqiaojiedao, Yuhuatai District, Nanjing Jiangsu Province, the PRC	Residential project	Completed	Completed	43,964	114,807	–	86,989	100%
Amber Garden（琥珀花園）Phase II	1 and 2 Jiadong, Xishanqiaojiedao, Yuhuatai District, Nanjing Jiangsu Province, the PRC	Residential project	Under construction	Second quarter of 2016	35,753	–	99,420	53,738	100%
ShuXiangYuan（書香苑）	Area C, Plot 18–7/02, Yu Zhong Zu Tuan, Yu Zhong District, Chongqing, the PRC	Residential project	Completed	Completed	11,804	52,678	–	47,649	90%
TongJingYueCheng（同景躍城）	To the east of Yudong Street and Dajiang Road in Banan District, Chongqing, the PRC	Residential project	Under construction	Second quarter of 2016	51,172	145,394	60,407	130,259	90%
Total					**347,399**	**477,131**	**577,545**	**421,626**	

Investment properties

During the Period Under Review, the investment properties of the Group mainly include part of the properties of Yuhua Salon（雨花客廳）A1 and TongJingYueCheng Kindergarten（同景躍城幼稚園）.

	Address	usage	Term of contract	GFA *(sq.m.)*	Interests in the projects attributable to the Group
Nanjing					
Yuhua Salon（雨花客廳）A1 (partial unit)	No. 119 Ruanjian Avenue, Yuhuatai District, Nanjing, Jiangsu Province, the PRC	Office	Medium-term covenant	17,973	100%
Chongqing					
TongJingYueCheng Kindergarten（同景躍城幼稚園）	To the east of Yudong Street and Dajiang Road in Banan District, Chongqing, the PRC	Commercial	Medium-term covenant	1,223	90%

Green building services

During the Period Under Review, the Group's green building segment includes green building service, green urban design, green urban Engineering-Procurement-Construction (EPC), energy management contract (EMC) services, and related businesses in the PRC.

During the Period Under Review, the revenue generated from green building services was approximately RMB242,188,000, with gross profit of approximately RMB108,757,000 and gross profit margin of approximately 45%.

Investment

The Group commences to develop its investment business in Year 2015. During the Period Under Review, the Group entered into an investment-linked insurance policy with an insurance company for certain key employees of a subsidiary of the Group, under which the Group is the beneficiary and policy holder for a one-off payment of RMB10,000,000. Under the policy, the payment is fully utilized to invest in a group of certain financial assets with fixed returns as regulated and permitted by China Insurance Regulatory Commission, including bank deposits, bonds, funds, and securitized financial products. In addition, during the Period Under Review, the Group acquired certain listed shares of another listed company in The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") from Mr. Ji, the Chairman, an executive director and the controlling shareholder of the Company, to further expand the sources of investment income and stabilise the direction of the long-term investment strategy of the Group.

During the Period Under Review, this segment recorded a profit before tax of approximately RMB629,099,000 (2014: nil). Interest income and dividend from short-term investments was approximately RMB7,761,000 (2014: nil). The unrealised gain before tax from change in fair value of the investment-linked insurance policy and the listed securities held was approximately RMB419,000 (2014: nil) and approximately RMB620,676,000 (2014: nil) respectively. As at 31 December 2015, the total fair value of investment-linked insurance policy and listed securities investment portfolio held by the Group was approximately RMB1,608,534,000 (2014: nil).

Healthcare

During the Period Under Review, the Group commenced to start grand health industry to promote future development of the Group's healthcare business.

Principal risks and uncertainties

The Group conducts risk assessment and management measures from time to time to ensure its continuous future development. The Group is highly concerned on those factors that might affect its operation situation, and will take actions to mitigate the potential impact. A summary of the main potential risks and the relevant risk control measures are set out as follows:

Macro-economic environment

In Year 2015, the gross domestic products growth rate of the PRC decreased from 7.4% to 6.9% due to slowdown of the China economic growth. The Group currently operates real estate business, green building service and holds financial assets for investment purpose in China. Changes in economic environment in the PRC may result unfavorable risks to our operating environment. In addition, the overall investment sentiment may also cause price fluctuation to the financial assets held by the Group.

Management response: The Group will continue to pay attention to the market condition and to increase overseas investments as and when appropriate in accordance with its specific risk management policy and prudent investment strategy. The Group would also evaluate the risk associated with and the performance of financial products and operating businesses periodically, and adjust the investment portfolio according to actual market situation in order to further enhance the profitability of the Group.

Financial environment

In recent years, most of the commercial banks in the PRC have tightened their real estate credit policies, especially for residential units in the third and fourth tier cities and commercial real estate in the first and second tier cities in the PRC. Some banks continue to implementing overall control in amount and name-list management in the real estate industry to increase the pledge and mortgage rate. The tightening of housing loan policy may increase the costs of housing-purchase and mortgage financing of customers, and eventually affect enterprise capital needs in the Chinese real estate industry.

Management's response: In early 2016, there is a significant increase in credit supply in the PRC according to the data published by the People's Bank of China. The government has announced a healthy monetary policy, pursuant to which the growth targets for board money (M2) and balance of scale of social financing are expected to be 13%. The Group will closely monitor the impact of domestic financial market changes and manage the debt assets ratio of the Group to ensure effective control over the financial risk of the Group.

Policy influence

As our businesses are mainly concentrated in China, our results performance is affected by the policies in China. In recent years, the Chinese government implemented home-purchase restriction, adjusted housing mortgage rate, loan cap and other regulatory measures on real estate markets, which aimed at cracking down speculative real estate investments to further stabilize housing price.

Management's response: Since 2015, on one hand, the government promulgated the policies such as cutting down deposit and lending rates and lowering deposit reserve ratio, on the other hand, the government launched the policy on reducing the down payment proportion to stimulate the real estate market, the performance of real estate market in major cities was satisfactory. The Group will continue to monitor the government policy direction in the real estate market, follow the target-oriented marketing policy and further optimize product quality to enhance the Group's product position and demand in the market. In addition to real estate business, the Group has set up green building business and investment business, and intends to develop healthcare business. Through continuously diversified development of business portfolio and regions, the impact of the government policies could be reduced effectively.

Tax law influence

In recent years, Chinese government determined to take the replacement of business tax with value-added tax to deepen the reform of in financial and tax system, and intended to increase the setting-off level in parts of input tax items, and thus will bring a massive tax relief. Such policy may have a positive effect on the tax requirements of the Group's various businesses.

Management's response: The Government Work Report stated the pilot scope of replacement of business tax with value-added tax will expand to the building industry, real estate sector, financial sector, social service sector, and incorporated value-added tax in which all corporates' additional real estates is involved into the setting-off scope, ensuring to reduce but not increase tax liabilities of all industries, and the reduction of tax and charges will benefit the Group to increase its revenue. The Group will actively keep up with the change in the replacement of business tax with value-added tax to further response the impact of such policy on the Group and optimize tax arrangement of the Group.

Market competition

The real estate market in China is highly competitive. The areas that are in competition include quality, design, brand, cost control and environment ancillary facilities. If the competitors of the Group keep on improving their products, it will bring negative impact to the overall profit performance of the Group.

Management's response: By leveraging on our extensive experience on real estate development and green building service, the Group strives to continue improving its products quality and cost control. The Group expects that at the current industry consolidation stage, through improving product and service quality, the Group can better enhance the market demand for the products and services of the Group.

Investment concentration risk

The investment segment of the Group as at 31 December 2015 is mainly involved in holding of shares in a listed company in Hong Kong, and the shares were valued at approximately RMB1.6 billion, representing approximately 32% of the Group's net assets. As such, the price change of such shares may impose a significant impact on the Group's overall performance.

Management's response: The Group will closely monitor the operation situation and the change in price of the companies in which it holds shares, and will adjust promptly the proportion of investment portfolio. At the same time, the Group will also actively consider the investment targets and products which are beneficial to the Group to reduce the risk arisen from investment concentration.

Changes in exchange rates

The currency of the Group's business operation is RMB, but the financial assets held for trading purpose are mainly denominated in Hong Kong dollars. In the future, the Group might continue to invest in financial assets in currencies other than RMB. Hence, the respective assets value may be affected due to changes in exchange rates. If there is a significant depreciation in exchange rate in currencies other than RMB, the value of financial assets held by the Group will decrease and reduce the profitability in the investment segment.

Management's response: The Group will keep track of the government monetary polity and global economic changes, evaluate the impact of exchange rate to the Group, and consider using the financial instruments on the market that could hedge exchange rate exposure and lower the impact of exchange rate fluctuation to the Group.

PROSPECT

In 2016, the Group is expected to closely monitor the market conditions and the government's industry policy development. While developing the real estate business steadily, the Group is expected to maintain the development of green building business. The Group is expected to actively enhance the development of Healthcare business. The Group would strive for achieving the income and profitability targets and providing the customers with healthier and more comfortable services.

The Group is expected to continue to adopt sound financial management policy, promote foreign and domestic equity financing and debt financing, optimize financial structure and enhance financial security.

FINANCIAL REVIEW

Revenue

The revenue of the Group increased by approximately 235% from approximately RMB793,403,000 in Year 2014 to approximately RMB2,657,931,000 in Year 2015. The revenue for the year is derived from the property development segment of approximately RMB2,407,982,000, the green building segment of approximately RMB242,188,000 and the investment segment of approximately RMB7,761,000 respectively; while the revenue for last year was mainly contributed by the property development segment, which represented 96% of total revenue in year 2014.

The revenue generated from the property development segment in Year 2015 increased by approximately RMB1,643,994,000 or approximately 215% as compared with last year, which was primarily attributable to the delivery of the larger scale Amber Garden Phase I（琥珀花園一期）and ZhuGong（諸公）projects in Year 2015, whereas, in Year 2014, only smaller scale projects such as ShuXiangYuan（書香苑）were delivered. The total delivered GFA of the Group's properties increased from approximately 114,928 sq.m. in Year 2014 to approximately 155,585 sq.m. in Year 2015, with the average selling price increased from approximately RMB6,648 per sq.m. to approximately RMB15,477 per sq.m. Such an increase in the average selling price per unit was resulted from the fact that the property projects delivered in Year 2015 were mainly fully fitted out apartments and garden projects concentrated in the Nanjing region while projects delivered in 2014 were mostly the roughcast housing type in the Chongqing or Yancheng regions with comparatively lower selling prices.

In Year 2015, revenue from the green building segment increased by approximately RMB212,773,000 or approximately 723% as compared to last year, which was mainly due to the Group focused on development of various green building businesses, and expansion of the project clients to tourism and entertainment project developers, governmental and local authorities and real estate developers in Shanghai, Nanjing, Jurong and Weihai, the PRC, and thus further expanded the income source of the Group in green building business, of which revenue from green building construction service and technology design consulting and management service increased by approximately RMB24,482,000 and RMB188,291,000 respectively.

Cost of sales

The cost of sales of the Group increased by approximately 297% from approximately RMB597,136,000 in Year 2014 to approximately RMB2,370,801,000 in Year 2015. The cost of sales for the year derived from the property development segment and the green building segment were approximately RMB2,237,370,000 and approximately RMB133,431,000 respectively.

The cost of sales of the property development segment increased by approximately RMB1,670,040,000 or 294% as compared with the last year. Such increase in costs was mainly due to the increase of 40,657 sq.m. or 35% in the area of properties delivered in Year 2015 as compared with the last year. In addition, at the time of acquiring the Jiangsu Anjiali, most of the units of Amber Garden Phase I（琥珀花園一期）were pre-sold. For accounting purpose, the costs of properties have to be recorded at their fair value, which increased the costs close to its selling price. Hence the extent of increase in the total cost of sales was higher than the increase in revenue. Furthermore, the ZhuGong（諸公）project was higher-end houses with relative higher unit cost, which pushed up the overall cost of sales during the year.

In Year 2015, the cost of sales of the green building segment increased by approximately RMB103,625,000 or approximately 348% as compared to last year. The increase in cost for the year was mainly due to a significant increase in the number and size of business projects, as compared with last year, the Group signed more new green technology design consulting and management service contracts, and thus resulting in higher cost.

Gross profit and gross profit margin

Based on the foregoing, the overall gross profit of the Group increased by approximately 46% from approximately RMB196,267,000 in Year 2014 to approximately RMB287,130,000 in Year 2015. The gross profit and gross profit margin for Year 2015 were mainly derived from the property development segment and the green building segment of approximately RMB170,612,000 and 7% and approximately RMB108,757,000 and 45% respectively. Gross profit and gross profit margin in Year 2014 were mainly from the property development segment of approximately RMB196,658,000 and 26% respectively.

The decrease in gross profit margin in sales of property development segment was mainly due to the profit deriving from the sales of Amber Garden Phase I（琥珀花園一期）, which represented a certain portion of total sales for this year, has been reflected in an one-off gain on bargain purchase when acquiring Jiangsu Anjiali and thus dragged down the overall gross profit margin. If this accounting effect is excluded, the total gross profit of property development segment for Year 2015 should be approximately RMB605,985,000 representing an increase of approximately RMB409,327,000 as compared with the last year and the gross profit margin would be approximately 25%.

The gross profit margin of the green building business increased to 45%, which was mainly attributable to higher gross profit margin of green technology design consulting and management service, and revenue was derived from the green building construction services with high cost and low profit, and thus a positive improvement of the Group's gross profit in Year 2015.

Other income and gains

Other income and gains increased by approximately RMB102,951,000 or 390% from approximately RMB26,366,000 in Year 2014 to approximately RMB129,317,000 in Year 2015. Other income in Year 2015 mainly included in amortization of deferred gain on other borrowings of approximately RMB39,131,000, the investment return from Jurong project of approximately RMB20,712,000, gain on disposal of owner-occupied property of approximately RMB14,048,000, leasing income of approximately RMB12,724,000 and gain on waiver of interest for early repayment of other borrowings of approximately RMB24,486,000; while other income in Year 2014 mainly included leasing income of approximately RMB17,334,000 and the waiver of interest of the convertible bonds of approximately RMB2,922,000.

Change in fair value of convertible bonds

In Year 2014, the Group incurred a loss of approximately RMB1,360,118,000 on fair value assessment of convertible bonds, which was the non-cash accounting loss incurred as a result of the change in the fair value of the convertible bonds in the principal amount of HK$500,000,000. As the convertible bonds were fully converted into the ordinary shares of the Company in Year 2014, there is no such the change in the fair value in respect of such convertible bonds in Year 2015.

Gain on fair value change in transferring properties held for sale to investment properties

The carrying amount of approximately RMB169,536,000 for certain properties held for sale held by the Group was transferred to investment properties during the year, resulting a gain on change in fair value of approximately RMB147,464,000. There was no similar gain in Year 2014.

Gain on change in fair value of financial assets at fair value through profit or loss

In order to balance the Group's business structure and expand its revenue source, the Group begun to engage in new investment business segment, hold and trade all kinds of investment and financial products with potential or strategic use purpose. The Group recorded a gain on change in fair value of financial assets at fair value through profit or loss of approximately RMB621,095,000 during the year. Such gain was mainly derived from an increase of fair value on listed securities held for trading purpose. There was no similar investment in Year 2014.

Gain on disposal of subsidiaries

To effectively manage and optimise investment return, the Group disposed of certain subsidiaries and recorded a gain of approximately RMB194,047,000 in total during the year. In June 2015, the Group completed the disposal of 100% equity interest of Jiangsu Province Fullshare Property Development Limited*（江蘇省豐盛房地產開發有限公司）(“**Jiangsu Fullshare**”) at a consideration of RMB467,000,000, and recorded a gain of approximately RMB79,492,000. In November 2015, the Group completed the disposal of 100% equity interest of Jurong Dasheng and Jurong Dingsheng (collectively referred to as “**Jurong Dasheng and Dingsheng**”) at a total consideration of approximately RMB524,000,000, and recorded a gain of approximately RMB67,858,000. In December 2015, the Group completed the disposal of 100% equity of Active Mind Group and Advance Goal Group at a total consideration of approximately RMB859,000,000, and recorded a gain of approximately RMB46,697,000. There was no similar gain in Year 2014.

Gain on bargain purchase recognised in acquisition of subsidiaries

In February 2015, the Group completed the acquisition of 100% equity interest of Jiangsu Anjiali and its subsidiaries Jurong Dasheng and Dingsheng at a consideration of RMB438,000,000. As the fair value of the net assets acquired is higher than the purchase consideration, the Group recorded a gain on bargain purchase recognised in the acquisition of subsidiaries of approximately RMB363,428,000.

In October 2014, the Group completed the acquisition of 80% equity interest of Nanjing Tianyun Real Estate Development Company Limited*（南京天韻房地產開發有限公司）with a consideration of RMB500,000,000. As the fair value of the net assets acquired is higher than the purchase consideration, the Group recorded a gain on bargain purchase recognised in the acquisition of subsidiaries of approximately RMB237,978,000 in Year 2014.

Selling expenses

Selling expenses of the Group increased by approximately RMB42,907,000 or 129% from approximately RMB33,319,000 in Year 2014 to approximately RMB76,226,000 in Year 2015, which was mainly due to the inclusion of the selling expenses of approximately RMB36,823,000 from the subsidiaries which were acquired in the fourth quarter of last year and the first quarter in this year, and the promotion works for the year were mainly concentrated on new projects in the property development segment, such as Yuhua Salon（雨花客廳）, ZhuGong（諸公）and Amber Garden Phase II（琥珀花園二期）.

Administration expenses

Administrative expenses of the Group increased by approximately RMB41,106,000 or 59% from approximately RMB69,401,000 in Year 2014 to approximately RMB110,507,000 in Year 2015, which was mainly due to the inclusion of the administrative expenses of the subsidiaries acquired or established in the fourth quarter of 2014 and in Year 2015. Such increase was mainly attributable to staff costs incurred in Year 2015 as compared with last year.

Finance costs

The finance costs of the Group increased by approximately RMB94,914,000 or 3,127% from approximately RMB3,035,000 in Year 2014 to approximately RMB97,949,000 in Year 2015. The additional finance costs were mainly generated from the borrowings used for expanding the Group's business during the year and one-off non-cash accounting finance costs arisen from early repayment of the non-interest bearing borrowings.

Profit/loss before tax

The Group recorded a profit before tax of approximately RMB1,465,799,000 for Year 2015. If excluding the gain on bargain purchase recognised in the acquisition of subsidiaries of approximately RMB363,428,000, the gain on disposal of subsidiaries of approximately RMB194,047,000 and the gain on fair value change in transferring properties held for sale to investment properties of approximately RMB147,464,000, profit before tax for the year would amount to approximately RMB760,860,000.

Income tax expense

In Year 2015, the PRC EIT expense, PRC LAT expense and deferred tax expense of the Group amounted to approximately RMB167,538,000, RMB44,464,000 and RMB14,807,000 respectively, and in Year 2014, the PRC EIT expense, the PRC LAT expense and the deferred tax credit amounted to approximately RMB48,198,000, RMB42,809,000 and RMB31,526,000 respectively.

The PRC EIT in Year 2015 increased by approximately RMB119,340,000, which was mainly due to the provision for PRC EIT of approximately RMB90,842,000 and RMB28,650,000 respectively contributed by the profits arising from the sales of Amber Garden Phase I（琥珀花園一期）and the disposal of subsidiaries in Year 2015. The PRC LAT in Year 2015 increased by approximately RMB1,655,000 as compared with Year 2014.

The net deferred tax expenses for the Year 2015 was RMB14,807,000, which included the deferred tax credit from the reversal of deferred tax liabilities of approximately RMB158,810,000 recognised at the date of acquisition of Jiangsu Anjiali upon the delivery of Amber Garden Phase I（琥珀花園一期）. Such credit was set off against the current PRC EIT and PRC LAT provided for this project. Furthermore, the deferred tax expenses of approximately RMB102,363,000 and approximately RMB65,806,000 were provided respectively for the gain on change in fair value of financial assets at fair value through profit or loss and gain on fair value change in transferring properties held for sale to investment properties during the year.

Profit for the Year

For Year 2015, the Group recorded a profit of approximately RMB1,238,990,000. Excluding the gain on bargain purchase recognised in the acquisition of subsidiaries of approximately RMB363,428,000, gain on disposal of subsidiaries of approximately RMB194,047,000, gain on fair value change in transferring properties held for sale to investment properties of approximately RMB147,464,000, net finance costs of approximately RMB21,763,000 incurred to finance the acquisition of subsidiaries and the relevant tax expenses or provision for deferred tax in related to the above gain or loss of approximately RMB93,685,000, the Group recorded a net profit for the year of approximately RMB649,499,000. For Year 2014, the Group recorded a net loss of approximately RMB1,064,743,000, and, excluding the loss on change in fair value of convertible bonds of approximately RMB1,360,118,000 and gain on bargain purchase recognized in the acquisition of a subsidiary of approximately RMB237,978,000, the Group recorded a net profit for the year of approximately RMB57,397,000. Profit for Year 2015 increased by approximately RMB592,102,000 as compared with Year 2014. Such increase in net profit was mainly attributable to the net profit after tax of new investment segment of approximately RMB524,399,000, representing 81% of the adjusted net profit after tax.

LIQUIDITY, FINANCIAL RESOURCES AND GEARING RATIO

The Group financed its operations and investments mainly by internally generated funds, equity and debt financings.

Cash position

As at 31 December 2015, the Group had cash and bank balances of approximately RMB1,194,328,000 (31 December 2014: approximately RMB325,013,000, excluding pledged bank deposits), representing an increase of approximately 267% from 31 December 2014.

Bank and other borrowings

As at 31 December 2015, bank and other borrowings of the Group amounted to approximately RMB892,530,000, including bank borrowings of approximately RMB592,530,000 and other borrowings of approximately RMB300,000,000. Among total bank and other borrowings, approximately RMB761,280,000 are repayable within one year, approximately RMB15,000,000 are repayable over one year but not exceeding two years, approximately RMB45,000,000 are repayable over two years but not exceeding five years and approximately RMB71,250,000 are repayable over five years. As at 31 December 2014, bank and other borrowings of the Group amounted to approximately RMB910,103,000, including bank borrowings of approximately RMB279,690,000 and other borrowings of approximately RMB630,413,000. As at 31 December 2015, the balance of borrowings decreased by approximately RMB17,573,000 as compared with 31 December 2014.

Leverage

Total cash and bank balances of the Group amounted to approximately RMB1,194,328,000 as at 31 December 2015 (31 December 2014: approximately RMB325,013,000, excluding pledged bank deposits). Balances of bank and other borrowings, amount due to a shareholder, consideration payables and corporate bond in aggregate amounted to approximately RMB921,331,000 as at 31 December 2015 (31 December 2014: approximately RMB1,125,765,000). The gearing ratio of the Group as at 31 December 2015, calculated as a ratio of sum of bank and other borrowings, amount due to a shareholder, consideration payables and corporate bond to total assets, was approximately 11% (31 December 2014: approximately 25%). Total equity of the Group was approximately RMB4,959,637,000 as at 31 December 2015 (31 December 2014: approximately RMB2,168,847,000).

The Group recorded the total current assets of approximately RMB8,150,954,000 as at 31 December 2015 (31 December 2014: approximately RMB3,902,091,000) and total current liabilities of approximately RMB3,165,399,000 (31 December 2014: approximately RMB2,180,061,000). The current ratio of the Group, calculated by dividing total current assets by total current liabilities, was about 2.6 as at 31 December 2015 (31 December 2014: approximately 1.8).

FOREIGN EXCHANGE EXPOSURE

Sales and purchases by the Group are mainly transacted in RMB and Hong Kong dollar. Save for the financial assets at fair value through profit or loss of approximately RMB1,598,115,000, bank balances and cash of approximately RMB659,625,000 and corporate bond of approximately RMB7,743,000 as at 31 December 2015 (31 December 2014: bank balances and cash of approximately RMB75,066,000, amount due to shareholder of approximately RMB8,815,000 and corporate bond of approximately RMB7,089,000 respectively) which were denominated in Hong Kong dollar, most of the Group's assets and liabilities were denominated in RMB. The Directors are aware that the fluctuations in exchange rate between Hong Kong dollar and RMB may give rise to potential foreign currency risk. The Group currently does not have a foreign currency hedging policy and will continue to evaluate the Group's foreign currency exposure and take actions as appropriate.

TREASURY POLICIES

As at 31 December 2015, save for the bank and other borrowings of the Group of approximately RMB490,000,000 denominated in RMB at fixed interest rate and the corporate bond of approximately RMB7,743,000 denominated in Hong Kong dollars at fixed interest rate (31 December 2014: the bank and other borrowings of approximately RMB557,913,000 denominated in RMB at fixed interest rate and the corporate bond of approximately RMB7,089,000 denominated in Hong Kong dollar at fixed interest rate), the Group's remaining bank and other borrowings were mainly denominated in RMB and bore interest at variable interest rates. Bank balances and cash held by the Group were mainly denominated in RMB and Hong Kong dollar. The Group currently does not have foreign currency and interest rate hedging policies. However, the management of the Group monitors foreign exchange and interest rate exposure from time to time and will consider hedging significant foreign currency and interest rate exposure should the need arise.

As at 31 December 2015, trade receivables and trade and bills payables of the Group were approximately RMB108,489,000 and RMB301,562,000 (31 December 2014: approximately RMB12,758,000 and RMB101,246,000) respectively. The Group has a policy in financial risk management to ensure settlement of all receivables and payables during the credit period.

PLEDGE OF ASSETS

Details of the Group's pledged assets as at 31 December 2015 are set out in note 20 to the consolidated results in this announcement.

INVESTMENT PROPERTIES

Details of the Group's investment properties as at 31 December 2015 are set out in note 11 to the consolidated results in this announcement.

MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES OR ASSOCIATED COMPANIES

To expand the operation scale and improve the quality of the assets of the Group, the Group conducted the following corporate acquisitions and disposals in Year 2015:

On 19 January 2015, the Group completed the acquisition of 100% equity interests in Nanjing Fullshare Technology at a total consideration of RMB667,000,000, the details of which were set out in the announcements of the Company dated 8 December 2014, 16 January 2015 and 19 January 2015 respectively and the circular of the Company dated 30 December 2014.

On 12 February 2015, the Group completed the acquisition of 100% equity interests in Jiangsu Anjiali and its subsidiaries Jurong Dasheng and Dingsheng at a total consideration of RMB438,000,000, the details of which were set out in the announcements of the Company dated 24 December 2014, 20 January 2015 and 12 February 2015 and the circular of the Company dated 10 February 2015 respectively.

On 17 June 2015, the Group completed the acquisition of 100% equity interests in three subsidiaries and 95% equity interest in another subsidiary of Nanjing Fullshare Energy Science & Technology Company Limited*（南京豐盛新能源科技股份有限公司）at a total consideration of RMB28,000,000, the details of which were set out in the announcement of the Company dated 12 May 2015.

On 25 June 2015, the Group completed the disposal of 100% equity interests in Jiangsu Fullshare at a total consideration of RMB467,000,000, the details of which were set out in the announcements of the Company dated 29 May 2015 and 25 June 2015 and the circular of the Company dated 19 June 2015 respectively.

On 26 June 2015, the Group completed the acquisition of 90% equity interests in Zall Development Shenyang, Zall Trading Xiaogan and Zall Development Xiaogan at a total consideration of RMB736,000,000, which was settled by way of the full allotment and issue of 681,480,000 ordinary shares of the Company, the details of which were set out in the announcements of the Company dated 9 April 2015 and 24 June 2015 respectively.

On 23 November 2015, through completing the acquisition of 100% equity interests in Rich Unicorn Holdings Limited at a total consideration of approximately RMB1,307,000,000 which was settled by way of allotment and issue of 937,910,000 ordinary shares of the Company, the Group held 869,130,000 shares of Zall Development Group Ltd. (Stock Code: 2098) representing approximately 8.15% of its then issued share capital, the details of which were set out in the announcements of the Company dated 13 October 2015 and 23 November 2015 respectively and the circular of the Company dated 5 November 2015.

On 27 November 2015, the Group completed the disposal of 100% equity interests in Jurong Dasheng and Dingsheng at a total consideration of approximately RMB524,000,000, the details of which were set out in the announcement of the Company dated 9 November 2015.

On 4 December 2015, the Group completed the disposal of 100% equity interests in Active Mind Group and Advance Goal Group at a total consideration of approximately RMB859,000,000, the details of which were set out in the announcement of the Company dated 6 November 2015.

On 27 November 2015, the Group entered into a sales and purchase agreement with Nanjing Sheng Chuang Investments Company Limited*（南京盛創投資有限公司）and Jiangsu Kean Construction Engineering Company Limited*（江蘇科安建設工程有限公司）to purchase 100% equity interests in Jiangsu Anke Science and Technology Development Co., Ltd.*（江蘇安科科技發展有限公司）at a total consideration of approximately RMB21,000,000. As the the date of this announcement, this transaction has not been completed, the details of which were set out in the announcements of the Company dated 27 November 2015, 18 December 2015, 8 January 2016, 22 January 2016 and 29 February 2016 respectively.

The Company confirms that it has complied with all the disclosure requirements under Chapter 14 and 14A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**").

In Year 2015, save as disclosed in this announcement, the Group did not have any material acquisition or disposal of subsidiaries, associates or assets.

SEGMENT INFORMATION

Details of the segment information of the Group in Year 2015 are set out in note 4 to the consolidated results in this announcement.

CAPITAL COMMITMENTS

Details of the capital commitments of the Group as at 31 December 2015 are set out in note 19 to the consolidated results in this announcement.

CONTINGENT LIABILITIES

Details of contingent liabilities of the Group as at 31 December 2015 are set out in note 21 to the consolidated results in this announcement.

PROPOSED FINAL DIVIDEND

The Board have resolved to recommend a final dividend of RMB1.0 cent (2014: Nil) per share in cash distributed from the share premium account of the Company for the Year 2015 to the Shareholders whose names appear on the register of members of the Company on 31 May 2016. Such final dividend will not be subject to any withholding tax. As at 31 December 2015, the Company's share premium account was approximately RMB3,434,961,000. After the payment of the final dividend, assuming there are no other changes to the share premium account, the Company's share premium account is expected to be reduced to approximately RMB3,278,580,000. The proposed final dividend shall be declared in RMB and paid in Hong Kong dollars. The final dividend payable in Hong Kong dollars will be converted from RMB at the average middle rate of RMB to Hong Kong dollars of 1.19 as announced by the Hongkong and Shanghai Banking Corporation Limited as at 30 March 2016.

The proposed final dividend is subject to the approval of the Shareholders at the forthcoming annual general meeting to be held on 20 May 2016 (the "**AGM**"). The final dividend is expected to be paid on 15 June 2016.

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the AGM of the Company to be held on Friday, 20 May 2016, the register of members of the Company will be closed from Tuesday, 17 May 2016 to Friday, 20 May 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 above meeting, all transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Standard Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:00 p.m. on Monday, 16 May 2016.

For determining the entitlement to the proposed final dividend for Year 2015 (subject to approval by shareholders at the AGM), the register of members of the Company will be closed from Thursday, 26 May 2016 to Tuesday, 31 May 2016, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to be eligible for the above proposed final dividend, all transfer forms accompanied by the relevant share certificates must be lodged with branch share registrar and transfer office of the Company in Hong Kong, Tricor Standard Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:00 p.m. on Wednesday, 25 May 2016.

STAFF AND REMUNERATION POLICIES

As at 31 December 2015, the Group had about 402 employees (31 December 2014: 263 employees). The Group's total staff costs (including executive directors' remuneration) amounted to approximately RMB54,656,000 for Year 2015 (Year 2014: RMB27,901,000). Employee remuneration is determined according to the operating results of the Group, job requirements, market salary standard and staff's personal competence. The Group regularly reviews its remuneration policy and fringe benefits programs and makes adjustment to bring them in line with industrial level. In addition to basic salaries, the Group has established revenue sharing program and performance appraisal plan to provide rewards with inference to the Group's results and employees' individual performance.

SUBSEQUENT EVENTS

As at 31 December 2015, details of the subsequent events of the Group are set out in note 22 to the consolidated results in this announcement.

AUDIT COMMITTEE

The Company established an audit committee with written terms of reference in compliance with the Corporate Governance Code (the "CG Code") as set out in Appendix 14 to the Listing Rules. The primary duties of the audit committee of the Company are to review and supervise the financial reporting process and internal control system of the Group and to review the Group's interim and annual reports and financial statements. The audit committee of the Company had reviewed the audited consolidated financial statements of the Group for Year 2015. The audit committee of the Company currently comprises three independent non-executive Directors.

FUND RAISING ACTIVITIES

On 17 December 2015, the Company entered into a subscription agreement (the "**Subscription Agreement**") with Superb Colour Limited (the "**Subscriber**"), pursuant to which the Subscriber has conditionally agreed to subscribe for and the Company has conditionally agreed to allot and issue a total of 448,717,500 ordinary shares of HK$0.01 each in the share capital of the Company (the "**Subscription Share(s)**") at the subscription price of HK$1.56 per Subscription Share (the "**Subscription**"). The aggregate nominal value of the Subscription shares is HK$4,487,175. The closing price of the Company's shares are HK$1.94 per share on the date of Subscription Agreement. On 29 December 2015, the Company issued 448,717,500 Subscription Shares to the Subscriber.

The Group is principally engaged in the property development, provision of green building services and investment. Furthermore, as disclosed in the management discussion and analysis in the Company's annual report for the year ended 31 December 2014, the Group will expedite the development in the healthcare industry.

The Directors are of the view that the Subscription can (i) raise further capital for development in the healthcare sector; (ii) strengthen the financial position of the Group; and (iii) provide general working capital for the Group. The Subscription also represents a good opportunity to broaden the capital base of the Company. The Directors consider that the Subscription is in the interest of the Company and the Shareholders as a whole. The gross proceeds from the Subscription are HK$699,999,300. The net proceeds from the Subscription (after deducting the costs, expenses and fees incurred in the Subscription) are HK$699,773,000. The net proceeds raised per Subscription Share are approximately HK$1.56 per Share.

The Company intends to use the net proceeds from the Subscription in the following manners:

1. approximately 65%, or approximately HK$454,500,000, is expected to be used to develop healthcare business, including mature merger and acquisition projects, and to finance any possible acquisitions or investments in the healthcare sector as and when opportunities arise; and

2. approximately 35%, or approximately HK$245,000,000, is expected to be used to supplement the general working capital of the Group and other business expenses.

Details of the Subscription were set out in the announcement of the Company dated 17 December 2015.

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

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the Year 2015.

SCOPE OF WORK OF SHINEWING (HK) CPA LIMITED

The figures in respect of the Group's consolidated statement of financial position, consolidated statement of profit or loss and other comprehensive income and the related notes thereto for the year ended 31 December 2015 as set out in this announcement have been agreed by the Group's auditor, SHINEWING (HK) CPA LIMITED ("**SHINEWING**"), which consist with the amounts set out in the Group's audited consolidated financial statements for the year. The work performed by SHINEWING in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the HKICPA and consequently no assurance has been expressed by SHINEWING on this announcement.

CORPORATE GOVERNANCE CODE

The Company is committed to maintain a high standard of corporate governance. It believes that high standard of corporate governance provide a framework and solid foundation for the Group to manage business risks, enhance transparency, maintain high standard of accountability and protect interests of the Shareholders and other stakeholders.

The Company has applied the principles and complied with the code provisions set out in the CG Code contained in Appendix 14 of the Listing Rules during the Year 2015 except for the following deviations:

1. Code Provision A.2.1

Under the code provision A.2.1 of the CG Code, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. During the year, the positions of chairman and chief executive officer ("**CEO**") of the Company were held by Mr. Ji. The Board believed that holding of both positions of chairman and CEO by the same person allowed more effective planning and execution of business strategies. The Board has full confidence in Mr. Ji and believes that his dual roles will be beneficial to the Group.

2. Code Provision A.4.1

Under the code provision A.4.1 of the CG Code, non-executive Directors should be appointed for specific term, subject to re-election. The independent non-executive Directors were not appointed for a specific term, but they were subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company at least once every three years.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**") as set out in Appendix 10 to the Listing Rules. Having made specific enquiry of all Directors, they confirmed that they have complied with the required standards as set out in the Model Code throughout the year.

ANNUAL GENERAL MEETING

The AGM for approving, among other things, the audited consolidated financial statements of the Group for the Year 2015, will be held at 3:00 p.m. on 20 May 2016, details of which will be set out in the notice of the AGM to be published in due course.

PUBLICATION OF RESULTS ANNOUNCEMENT AND ANNUAL REPORT

This announcement has been published on the website of the Stock Exchange, www.hkexnews.hk, and the website of the Company, www.fullshare.com. The annual report for the Year 2015 will be despatched to the Shareholders and published on the above-mentioned websites in due course.

By order of the Board
Fullshare Holdings Limited
Ji Changqun
Chairman

Hong Kong, 30 March 2016

As at the date of this announcement, the executive Directors are Mr. Ji Changqun (Chairman), Mr. Shi Zhiqiang, Mr. Wang Bo and Mr. Fang Jian, the non-executive Directors are Mr. Eddie Hurip and Mr. Chen Minrui, and the independent non-executive Directors are Mr. Lau Chi Keung, Mr. Chow Siu Lui and Mr. Tsang Sai Chung.

* *for identification purpose only*