



華南城

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

(incorporated in Hong Kong with limited liability)

(於香港註冊成立的有限公司)

Stock Code 股份代號 : 1668

Interim Report 中期報告

2010/11



China South City Xi'an
西安華南城

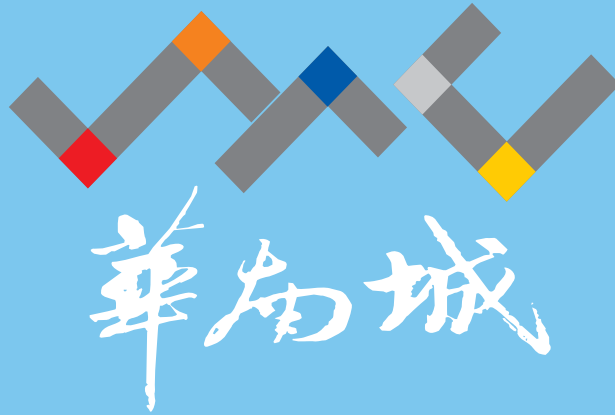
China South City Nanchang
南昌華南城

China South City Heyuan
河源華南城

China South City Shenzhen
深圳華南城

China South City Nanning
南寧華南城





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China South City Shenzhen

深圳·華南城



2.60 million m²
百萬平方米



Birdeye view of planned CSC Shenzhen. Land of the project has been obtained. 深圳華南城規劃俯瞰效果圖。已取得項目土地。

China South City Nanning

南寧·華南城



4.88 million m²
百萬平方米



Birdeye view of planned CSC Nanning. Partial of the land of the project has been obtained. 南寧華南城規劃俯瞰效果圖。已取得部份項目土地。

China South City Nanchang

南昌·華南城



4.28 million m²
百萬平方米



Birdeye view of planned CSC Nanchang. Partial of the land of the project has been obtained. 南昌華南城規劃俯瞰效果圖。已取得部份項目土地。

China South City Xi'an

西安·華南城



Birdeye view of planned CSC Xi'an. Land of the project has not been obtained. 規劃中的西安華南城俯瞰效果圖。尚未取得項目土地。

China South City Heyuan

河源·華南城



Birdeye view of planned CSC Heyuan. Partial of the land of the project has been obtained. 河源華南城規劃俯瞰效果圖。已取得部份項目土地。

Corporate Information

公司資料

Board of Directors

Executive Directors

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

Non-Executive Directors

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

Independent Non-Executive Directors

Mr. Shi Wan Peng
Mr. Leung Kwan Yuen Andrew, *GBS, SBS, JP*
Mr. Li Wai Keung

Company Secretary

Ms. Tse Man Yu (*FCPA*)

Auditors

Ernst & Young

Legal Advisors

As to Hong Kong law
Baker & McKenzie

As to PRC law
Commerce & Finance Law Offices

Compliance Advisor

Haitong International Capital Limited

Principal Bankers

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

董事會

執行董事

鄭松興先生(*聯席主席*)
梁滿林先生(*行政總裁*)
許揚教授

非執行董事

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

獨立非執行董事

石萬鵬先生
梁君彥先生, *金紫荊星章、銀紫荊星章、太平紳士*
李偉強先生

公司秘書

謝文瑜女士(*FCPA*)

核數師

安永會計師事務所

法律顧問

香港法律
貝克•麥堅時律師事務所

中國法律
通商律師事務所

合規顧問

海通國際資本有限公司

主要往來銀行

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

Corporate Information 公司資料

Registered Office

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

Share Registrar

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

Place of Listing

The Stock Exchange of Hong Kong Limited
Stock Code: 1668

Website

www.chinasouthcity.com

註冊辦事處

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上市地點

香港聯合交易所有限公司
股份代號：1668

網站

www.chinasouthcity.com

Chairman's Statement

主席報告書

On behalf of the board of directors (the "Board") of China South City Holdings Limited, I am pleased to report the interim results of the Group for the six months ended 30 September 2010.

Results and Dividend

During the period under review, the Group sustained last year's performance and continued to deliver encouraging results. Revenue rose by 136.6% to HK\$590.5 million (30 September 2009: HK\$249.6 million) while profit for the period attributable to equity holders of the parent increased by 41.3% to HK\$347.2 million (30 September 2009: HK\$245.7 million). Basic earnings per share were HK5.80 cents (30 September 2009: HK5.45 cents).

The Board declared that no distribution of interim dividend for the six months ended 30 September 2010 (30 September 2009: nil).

Market and Operation Review

In the first half of 2010, the PRC Government continued its proactive fiscal policies and moderately relaxed monetary policies to stimulate economic development. The effective implementation of the policies and measures was a strong boost to the national economy. Sales of domestic markets enjoyed robust growth. Trade activities also rebounded steadily and the business environment improved for different sectors across the nation.

As one of the leading developers and operators of large-scale, integrated logistics and trade centers in China, China South City is benefited by the favorable market environment. CSC Shenzhen's trade center units recorded both encouraging sales and leasing performances. During the period under review, CSC Shenzhen has entered into sales contract for about 24,600 square meters ("sq.m.") of Phase Two's trade center units, representing a growth of 89.2% over the corresponding period last year (30 September 2009: approximately 13,000 sq.m.). The average selling price increased about 15% to about HK\$16,100 per sq.m. when compared to about HK\$14,000 per sq.m. of the corresponding period last year.

Construction of the Global Logistic Center, an office tower at CSC Shenzhen, was completed in April 2010. It is a modern and integrated office tower with retail areas and underground car park. As at 30 September 2010, total occupancy rate of the office space with GFA of approximately 37,700 sq.m. reached 93% in just a few months after its launch via a mix of finance lease, operation lease and a small portion of self-use by the Group. It indicates that there is a strong local demand on quality office space.

本人謹代表華南城控股有限公司董事會（「董事會」）欣然呈報本集團截至2010年9月30日止六個月的中期業績。

業績及股息

於回顧期間，本集團承繼去年的表現，繼續錄得驕人成績。收入增加136.6%至590.5百萬港元（2009年9月30日：249.6百萬港元），而期內母公司權益持有人應佔利潤則增加41.3%至347.2百萬港元（2009年9月30日：245.7百萬港元）。每股基本盈利為5.80港仙（2009年9月30日：5.45港仙）。

董事會決議不派付就截至2010年9月30日止六個月之中期股息（2009年9月30日：無）。

市場及營運回顧

於2010年上半年，中國政府繼續實行積極的財政措施及適度寬鬆的貨幣政策，以促進經濟發展。有效實行該等政策及措施成為推動國家經濟的推動力。國內市場的銷售錄得強勁增長。交易活動亦穩步回升，國內各行各業的營商環境皆有所改善。

作為中國領先的大型綜合商貿物流及商品交易中心開發商和營運商之一，華南城受惠於良好的市場環境。深圳華南城的交易中心商舖在銷售及租賃上的表現均令人鼓舞。於回顧期內，深圳華南城已就二期約24,600平方米（「平方米」）交易中心商舖訂立銷售合同，較去年同期增加89.2%（2009年9月30日：約13,000平方米）。每平方米平均售價亦較去年同期約14,000港元上升約15%至約16,100港元。

位於深圳華南城的辦公大樓—環球物流中心的建設工程已於2010年4月竣工。該項目為一項現代化綜合辦公大樓，並附設零售面積及地下停車場。於2010年9月30日，包括融資租賃、營運租賃和小部分本集團自用，該辦公室建築面積約37,700平方米的總佔用率於推出短短數月內已達到93%，這顯示市場對於優質的辦公室物業有殷切需求。

With the increase in visitor numbers and vehicle traffic to CSC Shenzhen, the total occupancy rate of Phase One trade center has increased from 82% to 86%. We are currently in talks with various commercial chambers and organizations for large-area leasing of Phase Two. With the development of the Phase Two and Three of CSC Shenzhen, it was the Group's intention to extend the scope of our product to achieve a more comprehensive mix of products for its trade centers, in order to drive the sustainable growth of the project and take it to a more vibrant stage.

The significant progress achieved at CSC Shenzhen was a strong testament to development of the Group's new projects in Nanning, Nanchang, Xi'an and Heyuan. The construction of all our new projects progressed smoothly as planned. For Nanning, we have completed the exhibition center which forms the exhibition site for the 2010 China-ASEAN Light Industrial Products Fair ("Fair"), co-organized by the Group with the Nanning Municipal Bureau of Commerce and Nanning Jiangnan District People's Government and held on 20-24 October 2010. The Fair received very good responses and many of the participating exhibitors and visitors showed interest to lease or purchase the trade centers and residential facilities that are still under construction, laying the foundation for the success of CSC Nanning.

Development Strategy

The Group boasts a unique and flexible development strategy of "One Body with Two Wings" model. The "one body" is to establish large-scale integrated logistics and trade centers strategically located in regional economic hubs to satisfy the economic and industrial needs of the respective regions. It is supported by the "two wings" of supporting residential property and commercial facilities to facilitate its rapid development and sustainable growth.

In order to provide one-stop logistics and trading solutions to customers, the Group is committed to building its trade centers as an integrated trading platform facilitating trade flow. It is achieved through the provision of valuable information to tenants and customers, centralized property management services, and trade exhibition and conference facilities, supported by an effective e-commerce platform and marketing campaign.

隨著深圳華南城的人流和車流量不斷增長，一期交易中心的總佔用率已由82%增加至86%。我們現正與多個商會和機構磋商二期的較大面積租賃安排。隨著深圳華南城二期和三期的發展，本集團擬擴展我們產品的範圍，以達致更全面的交易中心產品組合，從而推動項目的持續增長及使業務發展更上一層樓。

深圳華南城的理想成績，堅定了本集團推進在南寧、南昌、西安和河源的新項目的決心。我們的新項目建設全部都按計劃順利進行。就南寧而言，南寧華南城的展覽中心經已落成，並舉辦了2010年中國－東盟轻工產品展覽會（「展覽會」）。該展覽會是由本集團聯合南寧市商務局及南寧市江南區人民政府於2010年10月20日至24日期間舉辦。展覽會成績斐然，並獲得各界熱烈迴響，有許多參展商及訪客表示有意租賃或購買在建中的交易中心及住宅設施，為南寧華南城的成功奠下了基礎。

發展策略

本集團以獨特及靈活的「一體兩翼」為發展策略。「一體」是指策略性地於地區經濟樞紐建立大型綜合商貿物流及商品交易中心，以配合當地地區經濟和工業需求。另外輔以「兩翼」，即配套住宅物業和商業設施，以促進集團的迅速發展和可持續增長。

本集團致力將其交易中心打造為綜合商貿平台，為向客戶提供一站式全方位商貿及物流服務，以推動商貿發展。此一目標乃透過向租戶和客戶提供寶貴的信息服務、統一物業管理服務，提供交易展覽和會議設施，並配合有效的電子商貿平台、廣告宣傳活動而達致。

Chairman's Statement 主席報告書

The role of residential property in the project is important in the sense that it provides convenient and high-quality accommodation for the tenants of our trade centers and also ensure quick cash flows to cover the capital expenditure of the project. On the other hand, along with a comprehensive set of supporting facilities including hotel, offices, warehouses and services provide for our tenants and their customers, these commercial supporting facilities provide another stable stream of cash flow for the Group.

This unique business model implies a vibrant, fast-growing business as the Group is replicating it across the country. Along with the rollout of new projects and as existing projects become more established, we expect the rental rate of trade centers to climb and more areas to be made available for sale and lease, which will in turn expand our earnings base and contribute to a sustainable growth in our revenue. With this development strategy, we are confident in our capability in capturing the tremendous growth opportunities in China's economy in a timely manner, and the sustainability of our business.

PROSPECTS

Looking ahead, we remain as optimistic as ever about the potential of the leasing and sales of trade centers and the supporting facilities. As CSC Shenzhen continues to grow and other new projects are being rolled out, we expect the rapid expansion of our business to continue amid a bullish outlook of the economy. The Group will continue to develop our existing new projects to help provide a strong foundation for sustainable development. We have a vision to bring our business to a national scale.

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

Cheng Chung Hing

Co-Chairman & Executive Director

Hong Kong, 8 November 2010

住宅物業在整個項目擔當着重要的角色，一方面為該交易中心的商戶提供便利及高質素的居住地方，另一方面亦確保項目能快速地產生現金流以應付項目的資本性支出。此外，提供給租戶及其客戶的完善商業配套設施，包括酒店、辦公樓，倉儲及服務等，亦為本集團提供另一穩定的現金流來源。

此獨特的商業模式使本集團的業務得以靈活和快速地發展，本集團亦正複製此商業模式到全國不同地方。隨著集團的新項目陸續落成，現有項目的發展日漸鞏固，我們預期交易中心的租金將會攀升，並有更多的面積可供出售和出租，從而擴大我們的盈利基礎，並為我們帶來持續增長的收入貢獻。憑著本集團此等發展策略，我們有信心能夠及時抓緊中國經濟增長的機遇，並達致業務持續增長。

前景

展望未來，我們一如既往，對交易中心及配套設施的租賃及銷售潛力感到樂觀。隨著深圳華南城持續增長及陸續推出其他新項目，我們預期，在良好的經濟前景下，本集團業務將繼續快速擴展。本集團將繼續發展我們現有的新項目，為集團持續發展打下強大的根基。我們矢志向前邁進，把業務推向全國。

最後，本人謹代表董事會感謝所有股東、客戶及業務夥伴的信任及鼎力支持，同時亦向華南城的管理層及各員工的專業精神及貢獻深表謝意。

鄭松興

聯席主席兼執行董事

香港，2010年11月8日

Management Discussion and Analysis

管理層討論及分析

Business Review

During the period under review, the PRC Government continued to adopt proactive fiscal policies and moderately relaxed monetary policies. As a result, China was able to sustain last year's economic rebound with an encouraging GDP growth rate. The Company continued to strengthen its position as one of the leading developers and operators of large-scale, integrated logistics and trade centers in China. The sales of Phase Two trade center units of China South City Shenzhen ("CSC Shenzhen") were encouraging and the development of new projects were making satisfactory progress during the period under review.

China South City Shenzhen

As a leading logistics and trade center in the Pearl River Delta, CSC Shenzhen provides a full range of integrated logistics and trade facilities and services for domestic and international suppliers, manufacturers and distributors of industrial materials and finished products. It comprises Phase One with a gross floor area ("GFA") of approximately 464,000 sq.m., the original Phase Two has recently been split into completed construction of Phase Two with GFA of approximately 1 million sq.m. and under development of Phase Three with planned GFA of approximately 1.14 million sq.m.. Currently, approximately 1.46 million sq.m. of trade center units and ancillary facilities in Phase One and Phase Two were in operation.

In line with the steady growth of China's economy and business activities in the Pearl River Delta region, sales of the trade center units, finance lease and the total occupancy rate of CSC Shenzhen have continuously recorded remarkable performance. In the first half of the fiscal year, the Group's revenue from the sales of trade center units was mainly generated from CSC Shenzhen Phase Two Trade Plaza One and Trade Plaza Two, in which about 24,600 sq.m. (30 September 2009: 13,000 sq.m.) of Phase Two trade center units were sold. Sales revenue of about HK\$381.5 million was recorded during the period, which represents an increase of 120.2% over the corresponding period of last year. Average selling price of Phase Two trade center units increased by 15.0% to approximately HK\$16,100 per sq.m. (30 September 2009: HK\$14,000 per sq.m.).

業務回顧

於回顧期間，中國政府繼續實行積極的財政措施及適度寬鬆的貨幣政策，令中國的經濟繼續維持去年反彈的勢頭，錄得令人鼓舞的國內生產總值增長。本公司繼續加強其作為中國領先大型綜合商貿物流及商品交易中心開發商和營運商之一的地位，於回顧期間內，深圳華南城(「深圳華南城」)二期的交易中心商舖的銷售理想，新項目的開發亦取得滿意的進展。

深圳華南城

深圳華南城為珠江三角洲領先的綜合商貿物流及商品交易中心，為國內外的工業物料和製成品的供應商、製造商和分銷商提供全面的綜合物流和商貿設施及服務。一期的建築面積(「建築面積」)約為464,000平方米，而原有的二期已分為已落成的二期(建築面積約為1百萬平方米)及發展中的三期(規劃建築面積約為1.14百萬平方米)。目前，約1.46百萬平方米的一期及二期交易中心商舖及配套設施已投入運作。

鑑於中國的經濟和珠江三角洲地區的商貿活動穩步增長，深圳華南城交易中心商舖的銷售、融資租賃及總佔用率持續錄得理想表現。於本財政年度上半年，本集團來自交易中心商舖的銷售收入，主要來自深圳華南城二期的一號交易廣場及二號交易廣場，其中，本集團於回顧期內出售約24,600平方米的二期交易中心商舖面積(2009年9月30日：13,000平方米)，並於期內錄得約381.5百萬港元的銷售收入，較去年同期上升120.2%。二期交易中心商舖每平方米的平均售價增加15.0%至約16,100港元(2009年9月30日：14,000港元/平方米)。

Management Discussion and Analysis

管理層討論及分析

As of 30 September 2010, total occupancy rate of Phase One trade center increased to 86% from 82%, while Phase Two Trade Plaza One and Trade Plaza Two have leased about 26% of the total rentable area launched. The average effective monthly rental rate for Phase One trade centers was approximately HK\$28.6 per sq.m. (30 September 2009: HK\$27.1 per sq.m.), while that for Phase Two Trade Plaza One and Trade Plaza Two was HK\$33.8 per sq.m.. The rental income of approximately HK\$65.1 million was recorded during the period, representing an increase of 32.4% over the corresponding period last year (30 September 2009: HK\$49.2 million). To further enhance the leasing uptake of trade center units at Phase Two CSC Shenzhen and strengthen the Group's leading position in the region, the Group is in talks with various commercial chambers and organizations for large area leasing uptakes. In addition to the planned outlet center for Hong Kong goods, various plans are underway or in progress to establish regional goods or themed trade centers for products such as branded underwear (CSC SIUF International Brand Underwear Trade Center), watches and clocks, Taiwanese goods and Korean goods. In general, Phase One trade centers are currently focused on industrial materials but it is the Group's aim to enrich its service scope and enhance the comprehensive trade facilities. The Group intends to extend its scope of products to finished goods, small commodities, themed products and regional goods. Entertainment elements will also be introduced in the near future. This strategy is to meet the demands of the market needs inside the city and to capture the traffic flow in the neighboring areas. All these will facilitate the increase in public awareness of the China South City brand and also help to boost the business of the Group.

During the review period, the Global Logistic Center, an office tower of CSC Shenzhen has completed construction. With a total GFA of about 68,000 sq.m., the Global Logistic Center comprises office, retail area and underground car park. As at 30 September 2010, about 12,600 sq.m. of the office space were under a finance lease arrangement with average price of approximately HK\$9,000 per sq.m.. Finance lease income of approximately HK\$117.0 million were recorded during the period under review. The office space with GFA of about 37,700 sq.m. recorded a total occupancy rate of 93% in just a few months after its launch.

For Phase Three of CSC Shenzhen, it is planned to develop a total GFA of approximately 500,000 sq.m. in the coming two years, comprising trade centers of approximately 340,000 sq.m., as well as 160,000 sq.m. of commercial and other supporting facilities.

於2010年9月30日，一期的交易中心總佔用率由82%上升至86%，而二期的一號交易廣場及二號交易廣場已出租已推出可供租賃總面積約26%。一期交易中心的平均實際月租約為每平方米28.6港元（2009年9月30日：每平方米27.1港元），而二期的一號交易廣場及二號交易廣場的每平方米平均實際月租則33.8港元。期內的租金收入為65.1百萬港元，較上年同期增加32.4%（2009年9月30日：49.2百萬港元）。為進一步提升深圳華南城二期交易中心商舖的出租水平及鞏固本集團在區內的領導地位，本集團正與多個商會和機構磋商較大面積的租賃安排。目前，已計劃設立香港商品直銷中心，並正計劃或進行多項計劃，以成立地區性商品或主題商品交易中心，例如品牌內衣（SIUF華南城國際品牌內衣展示交易中心）、鐘錶、台灣商品和韓國商品等銷售中心。一期交易中心目前集中於工業物料，但本集團正致力擴大服務範圍和全面提升商貿設施。本集團打算擴展其產品範圍至製成品、小商品、主題商品業務及地區性商品，並將增添娛樂元素。此一策略是為配合城內的市場需求，並吸引鄰近地區的交通流。凡此種種均有助提高華南城的品牌知名度，並可促進本集團的業務發展。

於回顧期間，深圳華南城的辦公大樓—環球物流中心的建設工程竣工。總建築面積約68,000平方米的環球物流中心包括辦公室、零售面積及地下停車場。於2010年9月30日，辦公室面積約12,600平方米已訂立融資租賃安排，平均單價為每平方米約9,000港元。於回顧期內錄得融資租賃收入約117.0百萬港元。在推出的短短數月內，該辦公室建築面積約37,700平方米的總佔用率已達93%。

至於深圳華南城三期，現時計劃在未來兩年開發總建築面積約500,000平方米，包括交易中心約340,000平方米，以及160,000平方米的商業和其他配套設施。

Management Discussion and Analysis 管理層討論及分析



The 3rd China (Shenzhen) International Industrial Fair
第三屆中國(深圳)國際工業博覽會



China-ASEAN Light Industrial Products Fair
中國-東盟輕工產品展覽會

Industrial Fair in CSC Shenzhen

From 29 October to 1 November 2010, the Group continued to co-organize the 3rd China (Shenzhen) International Industrial Fair (“CIIF”) with China Council for Promotion of International Trade, China Chamber of International Commerce and Shenzhen Municipal People’s Government. The four-day industrial trade fair was one of CSC Shenzhen’s premier events, taking up an exhibition area of over 90,000 sq.m. and attracting over 1,300 exhibitors from China and overseas countries. It successfully attracted 128,000 visitor counts. The successful organization of CIIF not only had a positive effect on the increasing domestic demand in Shenzhen and Pan Pearl River regions, but also optimized the consolidation of resources procurement and facilitated the change in economic growth pattern. It boosted the traffic and business flows at CSC Shenzhen, as well as enhanced the reputation of the Group.

Trade Centers and Trade Shows in CSC Shenzhen

To cater the needs of different industries, CSC Shenzhen has established industry-specific trade centers and organized different trade shows for automobile, branded underwear products and original goods.

Runfang China South City Mega Showroom was opened in CSC Shenzhen in May 2010 to display and sell most of the mid-end PRC manufactured hot sale automobile models. A two-day automobile exhibition was held in August 2010 with an exhibition area of over 20,000 sq.m., which attracted over 30 automobile brands’ exhibitors from China and overseas.

深圳華南城工業博覽會

於2010年10月29日至11月1日期間，本集團繼續與中國國際貿易促進委員會、中國國際商會及深圳市政府合辦第三屆中國(深圳)國際工業博覽會(「國際工博會」)。為期四天的工業博覽會為深圳華南城的盛事之一，展覽場地面積約為逾90,000平方米，吸引超過1,300家來自中國和海外國家的參展商。該展覽會成功舉辦，對於深圳乃至泛珠區域擴大內需，整合和優化工業採購資源，轉變經濟增長方式有積極的意義，不但促進深圳華南城的交通流和商貿活動，同時並提升本集團的聲譽。

深圳華南城的交易中心和商貿展覽

為配合不同行業的需要，深圳華南城為汽車、品牌內衣和地區性產品成立專業展示交易中心及舉行商貿展覽。

於2010年5月，潤方華南城車展在深圳華南城隆重開幕，以展示及出售大部份國產中檔熱銷車型。本集團於2010年8月舉行了為期兩天的汽車展覽會，該展會佔地超過20,000平方米，吸引了來自中外超過30個汽車品牌的參展商。

Management Discussion and Analysis 管理層討論及分析

With a planned exhibition area of over 40,000 sq.m., CSC SIUF International Brand Underwear Trade Center is located in Trade Plaza Two. The first batch of tenants moved in in August 2010 and several fashion shows were held. Positioned as an international underwear trade centre, the CSC SIUF International Brand Underwear Trade Center has already attracted a number of underwear brands.

Meanwhile, the First Taiwan Original Goods Trade Fair was also successfully held in CSC Shenzhen in August 2010. With an exhibition area of over 30,000 sq.m., the four-day fair had successfully attracted more than 300 exhibitors and 53,000 visitors counts.

China South City Heyuan

Located in Heyuan, Guangdong Province, Phase One of China South City Heyuan ("CSC Heyuan") is expected to include supporting commercial facilities and residential facilities. In June 2009, a plot of land with construction site area of approximately 487,000 sq.m. was acquired. The aggregate consideration paid for this plot of land is approximately RMB73 million. In August 2010, CSC Heyuan acquired another plot of land with site area of approximately 651,000 sq.m. with consideration of approximately RMB97.7 million. Construction has been commenced and is expected to complete approximately 260,000 sq.m. in the coming two years. We expect to launch part of the properties for sale by December 2010.

SIUF華南城國際品牌內衣展示交易中心位於二號交易廣場，其規劃展覽面積超過40,000平方米，該中心的首批租戶已於2010年8月進駐，並舉行了多場時裝展覽。SIUF華南城國際品牌內衣展示交易中心定位為國際內衣交易中心，並已吸引多個的內衣品牌進駐。

與此同時，首屆台灣(原產地)商品交易會已於2010年8月成功在深圳華南城舉行。為期四天的展會佔地超過30,000平方米，成功吸引300多家參展商及53,000名人次進場。

河源華南城

河源華南城位處中國廣東省河源市，一期規劃發展包括商業配套住宅配套設施。於2009年6月，河源華南城購得一幅建築淨佔地面積約487,000平方米的土地，總代價約為人民幣73百萬元。於2010年8月，河源華南城購得另一幅面積約651,000平方米的土地，總代價約人民幣97.7百萬元。建設工程已經展開，預期於未來兩年將建成面積約260,000平方米。我們計劃於2010年12月推出部分物業作銷售。



CSC Heyuan – under development
在建中的河源華南城



China South City Nanning

Strategically located in Nanning, Guangxi Zhuang Autonomous Region, China South City Nanning (“CSC Nanning”) is expected to occupy a site area of approximately 1.83 million sq.m.. According to the construction plan, CSC Nanning will have a total GFA of approximately 4.88 million sq.m. upon completion, providing a full array of facilities including trade centers, integrated logistics and warehousing facilities, integrated commercial facilities, integrated residential facilities and car parks.

Construction of the project will be carried out by phases. Phase One construction has been commenced in October 2009 after the Group’s acquisition of a plot of land in Nanning in the same month. With a site area and planned gross floor area of approximately 890,000 sq.m. and 2.40 million sq.m. respectively, the plot of land obtained is located on a site surrounded by 江南區沙井大道、富樂西路、定津路及新村大道。The Group has acquired the land with aggregate consideration of approximately RMB351.3 million.

In the coming two years, it is planned that CSC Nanning will develop a total GFA of 1.33 million sq.m., comprising 470,000 sq.m. of trade centers, 340,000 sq.m. of residential facilities, as well as 520,000 sq.m. of commercial and other supporting facilities. For the project as a whole, all the residential areas and not more than 50% of the trade center areas will be planned for sale, providing the Group with a solid revenue base for future project development. The remaining GFA will be held for long term investment. Currently, the exhibition center, with a GFA of 14,100 sq.m., has completed construction. The construction of trade centers and residential facilities are progressing smoothly as scheduled, and we expect to launch part of the residential properties for sale by the first quarter of 2011.

With its geographical location in close proximity to Southeast Asia, CSC Nanning will be developed into one of the most modernized large-scale industrial materials and commodity trade center for Southeast Asian manufacturers and businesses. The establishment of China-ASEAN Free Trade Area (ACFTA) in January 2010 (under this agreement tariffs for 93% of imported goods have been waived to boost cross-border trade) will help to spur business and trade activities for CSC Nanning.

南寧華南城

南寧華南城(「南寧華南城」)策略性地位於中國廣西壯族自治區南寧市，預計項目建築淨佔地面積約為1.83百萬平方米。根據工程規劃，南寧華南城落成後的總建築面積將約為4.88百萬平方米，提供全面的配套設施，包括交易中心、綜合物流和倉儲配套設施、綜合商業配套設施、綜合住宅配套設施及停車場等。

項目將分階段建設。本集團於2009年10月購得位於南寧市的一幅土地後，已於同月展開一期工程。該土地的建築淨佔地面積及規劃總建築面積分別約為890,000平方米及2.40百萬平方米。該土地由江南區沙井大道、富樂西路、定津路及新村大道圍繞著。本集團收購該土地的總代價約為人民幣351.3百萬元。

未來兩年，南寧華南城計劃開發總建築面積1.33百萬平方米，其中包括470,000平方米的交易中心、340,000平方米的住宅設施，以及520,000平方米的商業及其他配套設施。就項目整體而言，所有住宅面積及不多於50%交易中心面積將撥作出售用途，為本集團未來的項目開發提供鞏固的收入基礎，而餘下的建築面積將持作長期投資。目前，總建築面積約14,100平方米的展覽中心已竣工，交易中心和住宅設施的建設工程正按計劃順利進行。本集團計劃於2011年首季推出部分住宅面積作銷售。

南寧華南城地理位置毗鄰東南亞地區，將發展成為東南亞的製造商和企業而設的最現代化和大型工業物料及商品交易中心之一。中國-東盟自由貿易區於2010年1月成立，根據該協定，所有商品中的93%的關稅已獲豁免，藉以推動跨境貿易。我們預計此舉將有利於南寧華南城的業務及商貿活動的發展。

Management Discussion and Analysis

管理層討論及分析

China-ASEAN Light Industrial Products Fair

The Group co-organized the China-ASEAN Light Industrial Products Fair in CSC Nanning with the China Chamber of International Commerce, China-ASEAN Expo Secretariat and Nanning Municipal People's Government in 20-24 October 2010.

As the first large-scale event held at CSC Nanning after the completion of the construction of the exhibition center, the five-day light industrial products fair occupied an exhibition area of approximately 14,100 sq.m., with 614 exhibition booths, attracting over 365 exhibitors and over 335,000 visitor counts.

The success of the fair not only increased the traffic flow to CSC Nanning, but also enhanced the Group's brand recognition in the region and to ASEAN countries, which in turn will help the leasing uptake and sales of trade center units and residential units of CSC Nanning in the future.

China South City Nanchang

Located in Nanchang, Jiangxi Province, China South City Nanchang ("CSC Nanchang") expected to occupy a site area of approximately 1.55 million sq.m.. According to the construction plan, CSC Nanchang will have a total GFA of approximately 4.28 million sq.m. upon completion, providing comprehensive facilities including trade centers, integrated logistics and warehousing facilities, integrated commercial facilities, integrated residential facilities and car parks. The construction work of the project will be carried out in phases, in which phase one has commenced construction in January 2010.

In December 2009, CSC Nanchang has acquired a plot of land in 紅谷灘新區九龍湖片區 of Nanchang with a site area and planned GFA of approximately 1.05 million sq.m. and 2.48 million sq.m. respectively. The aggregate consideration for the land is RMB555.4 million.

中國-東盟輕工產品展覽會

由中國國際商會、中國-東盟博覽會秘書處和南寧市政府共同舉辦的中國-東盟輕工產品展覽會已於2010年10月20日至24日在南寧華南城舉行。

作為南寧華南城展覽中心落成後首個大型活動，為期五天的輕工產品展覽會會場面積佔地約14,100平方米，提供614個展覽攤位，吸引了超過365名展覽商及超過335,000名參觀人次。

該展會的成功不單增加南寧華南城的交通流量，更提升本集團在區內和東盟國家之間的品牌知名度，對南寧華南城交易中心商舖以及住宅單位日後的租賃和銷售招商工作有很大幫助。

南昌華南城

南昌華南城位處中國江西省南昌市，預計項目建築淨佔地面積約為1.55百萬平方米。根據工程規劃，南昌華南城於落成後的總建築面積約為4.28百萬平方米，提供全面的配套設施，包括交易中心、綜合物流及倉儲配套設施、綜合商業配套設施、綜合住宅配套設施及停車場等。建設工程將分階段進行，第一期的工程已於2010年1月展開。

2009年12月，南昌華南城購得一幅位於南昌市紅谷灘新區九龍湖片區的土地，建築淨佔地面積及規劃建築面積分別約為1.05百萬平方米及2.48百萬平方米。該土地的總代價為人民幣555.4百萬元。

Management Discussion and Analysis

管理層討論及分析

It is planned that CSC Nanchang will complete a total GFA of 920,000 sq.m. in the coming two years, comprising 430,000 sq.m. of trade centers, 300,000 sq.m. of residential facilities, as well as 190,000 sq.m. of commercial and other supporting facilities. For the project as a whole, it is expected that all the residential areas and not more than 50% of the trade center areas will be planned for sale while the remaining GFA will be held for long term investment.

Strategically located to serve the Pan Pearl River Delta and Yangtze River Delta regions, CSC Nanchang is in close proximity to the extensive transportation network in the Nanchang City. The increasing trend of coastal manufacturers moving inland to Central China is expected to benefit CSC Nanchang.

China South City Xi'an

The Group intended to develop and position China South City Xi'an ("CSC Xi'an") as a major integrated logistics and trade center in northwest China. In November 2009, the Xi'an International Trade and Logistics Park Management Committee, China South International, Xin Hao Da (Hong Kong) Holding Limited ("Xin Hao Da") and Xi'an Government entered into a project agreement for the Xi'an project. Pursuant to the project agreement, China South International and Xin Hao Da will form a joint venture company, which is owned as to 65% and 35% by them, respectively.

According to the signed project agreement, CSC Xi'an's planned total site area is 10 square kilometers, approximately half of the space is reserved for an integrated logistics and trade centers, while the remaining space will be for ancillary residential and commercial facilities to complement with the trade center services. Construction of CSC Xi'an will take place in phases. Currently, though land of the project is not yet obtained, development planning and pre-construction preparation work are in progress.

Riding on the opportunities arising from the country's strategic development of northwestern regions, the Group plans to integrate CSC Xi'an into the urban planning of the region. The site was designed to be a transportation hub which is essential to drive the traffic of visitors and goods to CSC Xi'an. Strategically located in the heart of northwestern China, CSC Xi'an not only extends the geographical reach of the Group, but also facilitates the Group's participation of the Central government's plan to drive economic growth of the area.

未來兩年，南昌華南城計劃開發總建築面積920,000平方米，其中包括430,000平方米的交易中心、300,000平方米住宅設施，以及190,000平方米商業及其他配套設施。就項目整體而言，本集團計劃將所有住宅面積及不多於50%交易中心的建築面積撥作出售用途，餘下的建築面積將持作長期投資。

南昌華南城策略性地位於為泛珠三角及長江三角等地區以服務當地，毗鄰南昌市的交通樞紐。隨著產業不斷向中國中部內移，勢將令南昌華南城受惠。

西安華南城

本集團銳意將西安華南城（「西安華南城」）開發及打造為中國西北部的的主要綜合商貿物流及商品交易中心。於2009年11月，西安國際港務區管理委員會、華南國際、新豪德（香港）控股有限公司（「新豪德」）及西安市政府就西安項目簽訂項目協議。根據項目協議，華南國際及新豪德將組成合營公司，分別擁有合營公司的65%及35%權益。

根據簽訂的項目協議，西安華南城的規劃總佔地面積約10平方公里，約一半的面積將用作興建綜合商貿物流及商品交易中心，其餘的面積將用作興建配套住宅和商業設施，以作為交易中心的配套。西安華南城將分階段建設。目前，雖然尚未取得項目土地，發展規劃及建設前期的籌備工作已經開展。

受惠於國家策略性開發西北地區所帶來的機遇，本集團計劃把西安華南城配合區內的城市化發展。該地區將被打造為一個交通樞紐，這對推動西安華南城的人流和貨物流量起著重要作用。西安華南城策略性地位於中國西北的中心地帶，不單擴展了本集團的地區覆蓋，同時讓本集團參與中央政府促進該區經濟增長的規劃。

Prospect and Outlook

Looking forward to the second half of fiscal year 2011, China's continued economic development is expected to drive demand further for large scale integrated logistics and trade centers, providing a favorable environment for the sales and leasing of the Group's trade center units. With its well-established brand and its large-scale, integrated logistics and trade centre platform, leasing uptake of units at CSC Shenzhen Phase Two is expected to continue to grow.

On the front of new project development, CSC Nanning, CSC Nanchang, CSC Xi'an and CSC Heyuan continue to make good progress. The projects are expected to provide more trade center units for sale and for lease, and residential properties for sale in the coming years. As the economy in the region continues to grow, the sales price and rental value of the Group's trade centers and other properties are expected to increase further, providing stable income for the Group.

Leveraging its unique business model, extensive experience of management team, and local government support, the Group is confident that it can replicate the successful business model of CSC Shenzhen in other strategic regions in China, thereby achieving sustainable growth for the Group and creating greater value for its shareholders.

前景及展望

展望2011財政年度下半年，預期中國經濟持續增長的勢頭，將帶動對大型綜合商貿物流及商品交易中心的需求，令本集團交易中心商舖的銷售及租賃受惠。憑著本集團的品牌效應，以及大型綜合商貿物流及商品交易中心平台，預計深圳華南城二期的租賃將持續增長。

在新項目開發方面，南寧華南城、南昌華南城、西安華南城及河源華南城的進展均持續良好。預期未來數年，該等項目將提供更多的交易中心商舖以供銷售及出租，住宅物業亦將推出供出售。隨著區內的經濟持續增長，預期本集團交易中心及其他物業的售價和租值將進一步上升，從而為本集團帶來穩定的收入。

憑著本集團獨特的商業模式、具經驗豐富的管理團隊，以及地方政府的支持，本集團有信心能夠在中國其他策略性地區複製深圳華南城的成功商業模式，從而為本集團帶來可持續的增長，並為股東創造最大價值。

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Financial Review

For the six months ended 30 September 2010, the Group reported a strong growth in its financial performance, with revenue growth of 136.6% to HK\$590.5 million (30 September 2009: HK\$249.6 million), and profit attributable to equity holders of the parent for the period grew 41.3% to HK\$347.2 million (30 September 2009: HK\$245.7 million). Excluding the effect of gains on fair value of our investment properties and related tax effect, profit for the period as adjusted increased by 52.9% to HK\$106.7 million (30 September 2009: HK\$69.8 million). Basic earnings per share increased to HK5.80 cents (30 September 2009: HK5.45 cents). Net cash inflow from operation during the period increased by 43.4% to HK\$282.5 million (30 September 2009: HK\$197.1 million).

Revenue

Revenue increased by 136.6% to HK\$590.5 million (30 September 2009: HK\$249.6 million). The increase was mainly due to the significant increase in sales of trade center units at CSC Shenzhen Phase Two Trade Plaza One and Trade Plaza Two and the finance lease income generated from Global Logistic Center during the period under review.

財務回顧

截至2010年9月30日止六個月，本集團財務表現錄得可觀增長，收入增加136.6%至590.5百萬港元（2009年9月30日：249.6百萬港元），本期間母公司權益持有人應佔利潤增加41.3%至347.2百萬港元（2009年9月30日：245.7百萬港元）。撇除投資物業公平值收益及有關稅項影響，調整後的本期間利潤上升52.9%至106.7百萬港元（2009年9月30日：69.8百萬港元）。每股基本盈利增加至5.80港仙（2009年9月30日：5.45港仙）。本期內經營現金流入淨額上升43.4%至282.5百萬港元（2009年9月30日：197.1百萬港元）。

收入

收入增加136.6%至590.5百萬港元（2009年9月30日：249.6百萬港元）。增長主要由於回顧期內出售深圳華南城二期一號交易廣場及二號交易廣場的交易中心商舖，以及於回顧期內來自環球物流中心的融資租賃收入大幅增加。

		2010 2010年 HK\$'000 千港元	2009 2009年 HK\$'000 千港元	Change 變幅 %
Sale of properties	物業銷售	381,523	173,268	120.2%
Finance lease income	融資租賃收入	117,036	3,934	2,875.0%
Rental income	租金收入	65,127	49,207	32.4%
Properties Management income	物業管理收入	15,810	12,213	29.5%
Hotel income	酒店收入	11,019	10,942	0.7%
		590,515	249,564	136.6%

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Revenue From Sales of Properties

Revenue from sales of properties increased by 120.2% to HK\$381.5 million (30 September 2009: HK\$173.3 million). The increase was mainly due to the increasing demand of our CSC Shenzhen Phase Two Trade Plaza One and Trade Plaza Two trade center units. During the period under review, the Group sold approximately 24,600 sq.m. of our Phase Two trade center units, significantly increased by 89.2% comparing with 13,000 sq.m. sold in the corresponding period last year. The average selling price per sq.m. increased by approximately 15.0% to HK\$16,100 (30 September 2009: approximately HK\$14,000/sq.m.).

Finance Lease Income

Finance lease income, derived from the leasing of office tower and residential properties, increased sharply by approximately 29 times to HK\$117.0 million (30 September 2009: HK\$3.9 million). The increase was primarily due to the completion of the office tower, Global Logistic Center, during the period under review, and finance lease arrangement was entered into with tenants for approximately 12,600 sq.m. The average price for the finance lease arrangement was approximately HK\$9,000 per sq.m..

Rental Income

Rental income increased by 32.4% to HK\$65.1 million (30 September 2009: HK\$49.2 million). The increase was primarily due to the contribution of rental income from CSC Shenzhen Phase Two Trade Plaza One and Trade Plaza Two following the commencement of operations of the two buildings respectively in 4th and 3rd quarter of 2009.

Occupancy at CSC Shenzhen has been driven by the demand for large-scale integrated logistics and trade center facilities and the growing profile of China South City. As at 30 September 2010, the total occupancy rate of Phase One trade center was at approximately 86%, while the leasing uptake for Phase Two Trade Plaza One and Trade Plaza Two was about 26% of the launched area. The average effective monthly rental rates for Phase One and Phase Two trade centers were approximately HK\$28.6 per sq.m. and HK\$33.8 per sq.m. respectively.

銷售物業收入

銷售物業收入增加120.2%至381.5百萬港元(2009年9月30日:173.3百萬港元),增幅主要由於對本集團深圳華南城二期一號交易廣場和二號交易廣場交易中心商鋪的需求增加。回顧期內,約24,600平方米的二期二號交易中心商鋪面積已作出售,較去年同期銷售的13,000平方米增加89.2%。平均銷售單價上漲約15.0%至每平方米16,100港元(2009年9月30日:約14,000港元/平方米)。

融資租賃收入

來自辦公大樓及住宅物業租賃的融資租賃收入大增約29倍至117.0百萬港元(2009年9月30日:3.9百萬港元)。增幅主要由於回顧期內辦公大樓——環球物流中心經已落成,當中約12,600平方米已與承租人訂立融資租賃安排。融資租賃安排的平均價格約為每平方米9,000港元。

租金收入

租金收入增加32.4%至65.1百萬港元(2009年9月30日:49.2百萬港元),增幅主要來自深圳華南城二期一號交易廣場及二號交易廣場分別於2009年第四季及第三季開始投入使用後所帶來租金收入。

市場對大型綜合商貿物流中心設施的殷切需求,以及華南城不斷提高的知名度均有助帶動深圳華南城的出租率。於2010年9月30日,一期交易中心的總佔用率約為86%,而二期一號交易廣場及二號交易廣場已出租已推出面積約26%。一期及二期交易中心的平均實際月租分別約為每平方米28.6港元及33.8港元。

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管理層討論及分析

Property Management Services Income

Income from property management services rose 29.5% to HK\$15.8 million (30 September 2009: HK\$12.2 million). The increase was primarily due to the commencement of operation of CSC Shenzhen Phase Two Trade Plaza One and Trade Plaza Two at 4th and 3rd quarter of 2009, respectively, which represented a new income stream for the period under review.

Cost of Sales

Cost of sales of the Group mainly includes construction cost of properties sold, construction cost of properties under finance lease and rental expenses. Cost of sales increased by 99.5% to HK\$258.8 million (30 September 2009: HK\$129.7 million). The increase was mainly due to a sharp increase in area of properties sold and properties entered under finance lease arrangement during the period under review.

Gross Profit

Gross profit increased by 176.8% to HK\$331.7 million (30 September 2009: HK\$119.9 million). Gross profit margin increased to 56.2% during the period under review (30 September 2009: 48.0%). The increase in gross profit margin was mainly attributable to an increase in the revenue contribution from the property development segment, including sales income and finance lease income, to total revenue for the period under review. Revenue from the property development segment enjoyed a relatively higher gross profit margin of 66.1% when compared to the Group's other segments.

Other Income

For the six months ended 30 September 2010, other income decreased by 86.1% to HK\$19.8 million (30 September 2009: HK\$142.5 million). The decrease was mainly due to last period's one-off gain on the restructuring and buying back of interest-bearing notes of HK\$136.7 million. While there was no such one-off gain recorded during the period under review, other income reduced accordingly.

Fair Value Gains on Investment Properties

The fair value gains on investment properties increased by 41.7% to HK\$358.5 million (30 September 2009: HK\$253.0 million). The increase was mainly due to the continuous increase in property prices in Shenzhen during the period under review.

物業管理服務收入

物業管理服務收入增加29.5%至15.8百萬港元(2009年9月30日:12.2百萬港元),增幅主要由於深圳華南城二期一號交易廣場及二號交易廣場分別於2009年第四季及第三季開始投入使用,其為回顧期內一個新的收入來源。

銷售成本

本集團的銷售成本主要包括已售物業建築成本、融資租賃項下建築成本及租金支出。銷售成本增加99.5%至258.8百萬港元(2009年9月30日:129.7百萬港元),升幅主要由於回顧期內物業銷售及訂立融資租賃安排物業的面積大幅上升。

毛利

毛利上升176.8%至331.7百萬港元(2009年9月30日:119.9百萬港元)。於回顧期內,毛利率亦上升至56.2%(2009年9月30日:48.0%)。毛利率上升主要由於回顧期內總收益中物業發展分部應佔收益增加,包括銷售收入及融資租賃收入,而物業發展分部收益相對本集團其他分部有較高的毛利率,達66.1%。

其他收入

截至2010年9月30日止六個月,其他收入下跌86.1%至19.8百萬港元(2009年9月30日:142.5百萬港元),降幅主要由於去年於重組及購回計息票據所得136.7百萬港元的一次性收益,而由於回顧期內並無錄得有關一次性收益,其他收入因而減少。

投資物業公平值收益

投資物業公平值收益增加41.7%至358.5百萬港元(2009年9月30日:253.0百萬港元),升幅主要由於回顧期內深圳物業價格持續上漲。

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Selling and Distribution Costs

Selling and distribution costs decreased by 2.3% to HK\$39.1 million (30 September 2009: HK\$40.0 million). The decrease was mainly due to relatively higher advertising expenses incurred from the extensive media campaigns in the corresponding period last year to promote CSC Shenzhen Phase Two Trade Plaza One and Trade Plaza Two. As those campaigns have achieved good results, the promotion expenses for the period under review were reduced accordingly.

Administrative Expenses

Administrative expenses decreased by 12.1% to HK\$86.4 million (30 September 2009: HK\$98.3 million). Excluding the one-off listing related expenses incurred in the corresponding period last year, administration expenses increased primarily due to the increase in business activities as a result of an increased number of new projects being developed and the expanded management team.

Finance Costs

Finance costs were up by 41.9% to HK\$16.8 million (30 September 2009: HK\$11.8 million). The increase was mainly attributable to an increase in new bank and other loans for working capital purposes.

Tax

Tax expenses increased by 88.1% to HK\$225.3 million (30 September 2009: HK\$119.7 million). The difference in tax expenses was mainly the result of increases in both current and deferred tax expenses during the period under review. As sales revenue increased, both the provision for land appreciation tax and income tax were higher as compared with the corresponding period last year. The deferred tax expenses also increased as a result of the increase in fair value gains of our investment properties during the period under review.

Investment Properties

The value of investment properties increased by 7.4% to HK\$9,752.9 million (31 March 2010: HK\$9,077.3 million). The increase was mainly due to the increase in fair value of the trade centers, and the completion of the office tower, Global Logistic Center, during the period under review.

銷售及分銷成本

銷售及分銷成本減少2.3%至39.1百萬港元(2009年9月30日：40.0百萬港元)，減幅主要由於去年同期通過不同媒體對深圳華南城二期一號交易廣場及二號交易廣場進行大量推廣活動，因而產生相對較多的廣告費用。由於推廣活動已收到理想成效，回顧期內的有關推廣費用相應減少。

行政開支

行政開支減少12.1%至86.4百萬港元(2009年9月30日：98.3百萬港元)。撇除去年同期產生的一次性上市相關開支，行政開支增加主要由於發展新項目的增加及擴充管理層隊伍規模而增加業務活動所致。

融資成本

融資成本上升41.9%至16.8百萬港元(2009年9月30日：11.8百萬港元)。上升主要由於新增銀行及其他貸款作營運資金用途。

稅項

稅項開支增加88.1%至225.3百萬港元(2009年9月30日：119.7百萬港元)。稅項開支變動主要由於回顧期內的即期及遞延稅項開支均有所增加。由於銷售收入上升，土地增值稅撥備及所得稅均較去年同期為上升。由於回顧期內我們的投資物業的公平值收益增加，遞延稅項開支亦增加。

投資物業

投資物業價值上升7.4%至9,752.9百萬港元(2010年3月31日：9,077.3百萬港元)，增加主要由於回顧期內交易中心公平值增加及辦公大樓—環球物流中心已落成所引致。

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管理層討論及分析

Properties Under Development

The value of properties under development increased by 26.4% to HK\$2,501.6 million (31 March 2010: HK\$1,978.8 million). The value of properties under development were higher than that at 31 March 2010 as a result of the construction of CSC Shenzhen trade centers and supporting facilities, as well as the construction of the Nanchang, Nanning and Heyuan integrated logistics and trade centers and supporting facilities.

Trade Receivables

Trade receivables amounted to HK\$206.1 million as at 30 September 2010 as compared with HK\$234.2 million as at 31 March 2010. Trade receivables were mainly generated from sales of trade centers. As at 30 September 2010, trade center unit buyers were applying for mortgages that would account for most of the outstanding balance of trade receivables. The Group believes that the risk of receivership is low.

Liquidity and Financial Resources

The Group finances its operations primarily through internally generated funds, bank and other loans and IPO proceeds.

Borrowing and Charges on the Group's Assets

As at 30 September 2010, the Group had HK\$3,352.6 million in cash and bank balances (31 March 2010: HK\$3,703.0 million) and HK\$4,441.1 million in interest-bearing bank and other borrowings (31 March 2010: HK\$4,202.7 million). Details of the maturity profile, currency and interest rate structure of the Group's interest-bearing bank and other borrowings are disclosed in note 16. The gearing ratio of the Group was 12% (net debt divided by total equity) as at 30 September 2010, which was slightly increased from 6% as at 31 March 2010, mainly due to the payment made for the construction of the projects. Furthermore, as at 30 September 2010, the Group had unutilized banking facilities of approximately HK\$2,388.4 million. The Group will deploy the unutilized banking facilities as appropriate depending on project development needs and working capital status.

As at 30 September 2010, the Group had pledged certain of its buildings, hotel properties, investment properties, properties under development and leasehold land to secure loans from various banks. Details are disclosed in note 16.

發展中物業

發展中物業價值上升26.4%至2,501.6百萬港元(2010年3月31日：1,978.8百萬港元)。由於建設深圳華南城交易中心及配套設施，以及興建南昌、南寧及河源的綜合商貿物流及商品交易中心及配套設施，發展中物業的價值較2010年3月31日為上升。

應收貿易賬款

相較於於2010年3月31日的應收貿易賬款234.2百萬港元，2010年9月30日，應收貿易賬款為206.1百萬港元。應收貿易賬目主要來自銷售交易中心而產生。於2010年9月30日，應收貿易賬款的大部分未收訖結餘正由交易中心商舖買家辦理按揭。本集團相信收回風險不大。

流動資金及財務資源

本集團主要透過內部產生的資金、銀行及其他貸款及首次公開招股所得款項撥付業務所需資金。

借貸及本集團資產抵押

於2010年9月30日，本集團持有現金及銀行結餘3,352.6百萬港元(2010年3月31日：3,703.0百萬港元)及計息銀行及其他借貸4,441.1百萬港元(2010年3月31日：4,202.7百萬港元)。本集團計息銀行及其他貸款的到期情況、幣種及利率結構詳情披露於附註16。於2010年9月30日，本集團的資產負債比率(債務淨額除以權益總額)為12%，較2010年3月31日的6%小幅增加，主要由於就建設項目作出付款。此外，於2010年9月30日，本集團未動用銀行信貸額度約2,388.4百萬港元。本集團將按各項目發展所需及營運資金狀況適度調配有關未動用銀行信貸額度。

於2010年9月30日，本集團的部分樓宇、酒店物業、投資物業、發展中物業及租賃土地已抵押予不同銀行，以取得銀行貸款。詳情披露於附註16。

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Net Current Assets and Current Ratio

As at 30 September 2010, the Group had net current assets of HK\$1,439.9 million (31 March 2010: net current assets HK\$2,066.9 million). Current ratio was at 1.46 (31 March 2010: 1.72).

Contingent Liabilities

The Group has provided guarantees in respect of banking facilities granted by certain banks in connection with the mortgage loans entered into by purchasers of the Group's trade centers and bank loans entered into by lessees of the Group's residential and commercial properties.

As at 30 September 2010, the guarantees amounted to HK\$281.5 million (31 March 2010: HK\$217.9 million). The guarantees granted to purchasers will be released when the purchasers obtain the building ownership certificates which will then be pledged with the banks. For leased residential and commercial properties, the guarantees will be released accordingly along with the repayment of loan principals by the lessees.

Commitments

As at 30 September 2010, the Group had future capital expenditure contracted but not yet provided for amounted to HK\$898.2 million (31 March 2010: HK\$48.9 million), and authorized but not yet contracted for amounted to HK\$4,857.4 million (31 March 2010: HK\$5,641.4 million).

Foreign Exchange Risk

The Group conducts its business mainly in Renminbi, along with our income and expenses, assets and liabilities. The management considers the fluctuation of Renminbi will not have significant impact on the Group's operation. The Group has not issued any financial instruments for hedging purposes.

Acquisitions and Disposals of Subsidiaries and Associated Companies

Except for the acquisition of 30% remaining non-controlling interests of our Heyuan project, the Group has no material acquisition and disposal of subsidiaries and associated companies in the period under review.

流動資產淨值及流動比率

於2010年9月30日，本集團流動資產淨值為1,439.9百萬港元(2010年3月31日：流動資產淨值2,066.9百萬港元)。流動比率為1.46(2010年3月31日：1.72)。

或然負債

本集團就本集團交易中心買家所訂立按揭貸款及本集團住宅及商業物業承租人所訂立的銀行貸款而獲若干銀行授予的銀行融資提供擔保。

於2010年9月30日，擔保金額為281.5百萬港元(2010年3月31日：217.9百萬港元)。授予買家的擔保將於買家取得房地產所有權證，並於其後抵押予銀行時解除。就租賃住宅及商業物業而言，擔保將於承租人償還貸款本金時相應解除。

承擔

於2010年9月30日，本集團的已訂約但未撥備的未來資本開支金額為898.2百萬港元(2010年3月31日：48.9百萬港元)，已授權但未訂約的未來資本開支金額為4,857.4百萬港元(2010年3月31日：5,641.4百萬港元)。

外匯風險

本集團主要以人民幣進行業務，我們的收入及開支、資產及負債亦以人民幣計值。管理層認為人民幣波動並無對本集團的業務構成任何重大影響。本集團並無為對沖目的而發行任何金融工具。

收購及出售附屬公司及聯營公司

除收購我們河源項目30%的餘下非控股權益外，本集團於回顧期內並無收購及出售附屬公司及聯營公司之重大項目。

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Restriction on Sales

Pursuant to certain land grant contracts entered by CSC Shenzhen, the saleable GFA of properties of CSC Shenzhen built on these parcels of land is limited to 30% of the total buildable GFA. The Group holds and constructs the properties with sales restriction for leases and for self use.

Pursuant to the land grant contracts entered by CSC Nanchang and CSC Nanning, respectively, the saleable GFA of trade centers and storage built on these parcels of land of these projects are limited to 60% of the total buildable GFA. This restriction does not apply to the properties that are built for residential, commercial and other uses. Despite the restriction, the Group plans to hold not less than 50% of the total GFA of trade centers and storage for leasing. Management considers the Group can be benefited by maintaining this optimal mix between properties held for sales and for investments.

Human Resources

As at 30 September 2010, the Group had a workforce of approximately 1,380 people, including approximately 1,190 people directly employed by the Group and approximately 190 people employed by our jointly-controlled entities. The Group aims to recruit, retain and develop competent individuals committed to its long-term success and growth. Remunerations and other benefits of employees are reviewed annually both in response to market conditions and trends, and are based on qualifications, experience, responsibilities and performance. In addition to basic salaries and other staff benefits, discretionary bonus and share options may be awarded to employees with outstanding performance and contribution to the Group. As at 30 September 2010, no share option has been granted under the Share Option Scheme.

銷售限制

根據深圳華南城簽訂的若干土地出讓合同，建在該等地塊上的深圳華南城的物業的可銷售建築面積限於總建築面積的30%。本集團持有及興建此等受到銷售限制的物業作出租及自用。

根據南昌華南城和南寧華南城分別簽訂的若干土地出讓合同，建在該項目若干地塊上的交易中心和倉儲的可銷售建築面積限於該等物業總建築面積的60%。此限制不適用於住宅、商務及其他用途的物業。儘管有此限制，本集團計劃持有該等交易中心和倉儲物業不少於50%的總建築面積作租賃用途。管理層認為本集團可透過維持此最合適的物業銷售及投資物業比例獲益。

人力資源

於2010年9月30日，本集團有僱員約1,380人，其中直接隸屬本集團的僱員約有1,190人，我們共同控制實體的僱員約有190人。本集團旨在聘用、保留及培訓該等致力於集團長遠成功及增長的人員。僱員的薪酬及其他福利乃參考每年的市況及市場趨勢，以及按彼等的資格、經驗、職責及表現每年進行審查。除基本薪金及其他員工福利外，表現優秀且為本集團帶來貢獻的僱員亦可能獲獎勵酌情花紅及購股權。於2010年9月30日，並無根據購股權計劃授出任何購股權。

Disclosure of Interests

權益披露

Directors' and Chief Executive's Interests in Securities

As at 30 September 2010, the interests and short positions of the Directors in the shares of the Company (the "Shares"), underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) as recorded in the register maintained by the Company under section 352 of the SFO or as notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transaction by Directors of Listed Issuers ("Model Code") were as follows:

董事及主要行政人員於證券的權益

於2010年9月30日，董事於本公司或如有其任何相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)的本公司股份(「股份」)、相關股份及債權證中擁有載入本公司根據證券及期貨條例第352條須予存置的登記冊，或根據上市公司董事進行證券交易的標準守則(「標準守則」)須知會本公司及聯交所的權益及淡倉如下：

Long position in the Shares and Underlying Shares of the Company

於本公司股份及相關股份的好倉

Name of Directors	Class of shares	Corporate interest	Personal interest	No. of Shares 股份數量			Total	Approximate percentage of the Company's total issued share capital 佔本公司全部已發行股本概約百分比
				Family interest	Share options			
董事姓名	股份類別	公司權益	個人權益	家族權益	購股權	總計		
Cheng Chung Hing 鄭松興	Ordinary shares/ share options 普通股/購股權	2,456,508,558 ⁽²⁾	10,000,000	–	66,000,000 ⁽¹⁾	2,532,508,558	42.35%	
Ma Kai Cheung 馬介璋	Ordinary shares 普通股	888,966,649 ⁽³⁾	–	–	–	888,966,649	14.87%	
Leung Moon Lam 梁滿林	Ordinary shares/ share options 普通股/購股權	654,874,712 ⁽⁴⁾	5,000,000	2,000,000	66,000,000 ⁽¹⁾	727,874,712	12.17%	
Sun Kai Lit Cliff 孫啟烈	Ordinary shares 普通股	217,241,662 ⁽⁵⁾	–	800,000	–	218,041,662	3.65%	
Ma Wai Mo 馬偉武	Ordinary shares 普通股	226,197,662 ⁽⁶⁾	–	–	–	226,197,662	3.78%	
Cheng Tai Po 鄭大報	Ordinary shares 普通股	2,456,508,558 ⁽⁷⁾	4,936,000	–	–	2,461,444,558	41.16%	
Li Wai Keung 李偉強	Ordinary shares 普通股	–	2,000,000	–	–	2,000,000	0.03%	

Disclosure of Interests

權益披露

Notes:

- (1) These represent the long positions of the shares falling to be allotted and issued to the relevant Directors upon the exercise of the outstanding share options of the Company granted to the Directors as their personal interest under the pre-IPO share option agreements dated 31 July 2008.
- (2) Mr. Cheng Chung Hing is interested in 50% and 42% of the respective issued share capital of Accurate Gain Developments Limited and Proficient Success Limited which in turn holds 1,339,913,759 Shares and 1,116,594,799 Shares respectively and is therefore deemed to be interested in an aggregate of 2,456,508,558 Shares. Mr. Cheng is a director of each of Accurate Gain Developments Limited and Proficient Success Limited. Mr. Cheng Chung Hing is the younger brother of Mr. Cheng Tai Po.
- (3) Dr. Ma Kai Cheung, as the beneficial owner and beneficiary of trust and through the interest of his spouse, being interested in 43.58% of the issued share capital of Tak Sing Alliance Holdings Limited which through a number of intermediaries, wholly-owns Carrianna Development Limited, Dr. Ma Kai Cheung is therefore deemed to be interested in an aggregate of 888,966,649 Shares held by Carrianna Development Limited via its holding company. Dr. Ma is a director of each of Tak Sing Alliance Holdings Limited, Carrianna Development Limited, Sincere United Holdings Limited, Carrianna Holdings Limited, Gartrend Development Limited and Carrianna (BVI) Limited.
- (4) Mr. Leung Moon Lam is interested in 80% of the issued share capital of Kings Faith International Limited which in turn holds 654,874,712 Shares and is therefore deemed to be interested in an aggregate of 654,874,712 Shares. Mr. Leung Moon Lam is a director of Kings Faith International Limited.
- (5) Mr. Sun Kai Lit Cliff is interested in the entire equity interests in Kinox Holdings Limited and is therefore deemed to be interested in an aggregate of 217,241,662 Shares held by Kinox Holdings Limited.
- (6) By virtue of Dr. Ma Wai Mo's 50% interest in Luk Ka Overseas Investment Limited which is interested in the entire equity interests of Luk Ka International Limited, Dr. Ma is deemed to be interested in the same 226,197,662 shares held by Luk Ka International Limited.
- (7) By virtue of Mr. Cheng Tai Po's controlling interests of 50% and 38% in the respective issued share capital of Accurate Gain Developments Limited and Proficient Success Limited which in turn holds 1,339,913,759 Shares and 1,116,594,799 Shares respectively and is therefore deemed to be interested in an aggregate of 2,456,508,558 Shares. Mr. Cheng is a director of each of Accurate Gain Developments Limited and Proficient Success Limited. Mr. Cheng Tai Po is the elder brother of Mr. Cheng Chung Hing.

附註：

- (1) 代表行使本公司根據日期為2008年7月31日的首次公開發售股份前購股權協議授予董事作為其個人權益的尚未行使購股權後將配發及發行予相關董事的股份好倉。
- (2) 由於鄭松興先生分別擁有 Accurate Gain Developments Limited 及 Proficient Success Limited 已發行股本 50% 及 42%，而該兩家公司分別持有 1,339,913,759 股股份及 1,116,594,799 股股份，故鄭松興先生被視為持有合共 2,456,508,558 股股份中擁有權益。鄭先生為 Accurate Gain Developments Limited 及 Proficient Success Limited 之董事。鄭松興先生為鄭大報先生之弟。
- (3) 由於馬介璋博士為實益擁有人及信託受益人，並透過其配偶的權益，持有達成集團已發行股本 43.58%，而達成集團透過若干中間控股公司全資擁有 Carrianna Development Limited，馬介璋博士被視為透過其控股公司於 Carrianna Development Limited 持有的 888,966,649 股股份中擁有權益。馬博士為達成集團、Carrianna Development Limited、Sincere United Holdings Limited、佳寧娜集團有限公司、嘉堅發展有限公司及 Carrianna (BVI) Ltd. 各間公司之董事。
- (4) 由於梁滿林先生擁有京暉國際有限公司已發行股本的 80% 權益，該公司持有 654,874,712 股股份，故梁先生被視為於合共 654,874,712 股股份中擁有權益。梁滿林先生為京暉國際有限公司之董事。
- (5) 由於孫啟烈先生擁有 Kinox Holdings Limited 全部權益，故被視為於 Kinox Holdings Limited 所持合共 217,241,662 股股份中擁有權益。
- (6) 由於馬偉武博士於 Luk Ka Overseas Investment Limited 的 50% 權益（而該公司擁有力嘉國際集團有限公司全部權益），故馬博士被視為於力嘉國際集團有限公司持有的 226,197,662 股股份中擁有權益。
- (7) 由於鄭大報先生分別擁有 Accurate Gain Developments Limited 及 Proficient Success Limited 已發行股本 50% 及 38%，而該兩家公司分別持有的 1,339,913,759 股及 1,116,594,799 股股份故鄭大報先生被視為持有合共 2,456,508,558 股股份中擁有權益。鄭大報先生為鄭松興先生之兄長。

Disclosure of Interests 權益披露

Save as disclosed above, as at 30 September 2010, to the knowledge of the Company, none of the Directors or chief executive of the Company had any interests or short positions in the Shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be: (i) notified to the Company and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Directors and chief executive were taken or deemed to have under such provisions of the SFO); (ii) entered in the register kept by the Company pursuant to Section 352 of the SFO; or (iii) notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code.

INTEREST OF SUBSTANTIAL SHAREHOLDERS

So far as is known to any Director, as at 30 September 2010, the following persons (other than a Director or chief executive of the Company) had or were deemed or taken to have interests or short position in the Shares or underlying Shares which were required to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register kept by the Company pursuant to Section 336 of the SFO:

除上文所披露者外，於2010年9月30日，就本公司所知，概無本公司的董事或主要行政人員於本公司或任何其相聯法團(定義見證券及期貨條例第XV部)之任何股份、相關股份或債權證中擁有任何權益或淡倉而須：(i)根據證券及期貨條例第XV部第7及8分部知會本公司及香港聯交所(包括董事及主要行政人員根據證券及期貨條例該等條文被視為擁有的權益及淡倉)；(ii)本公司根據證券及期貨條例第352條存置的登記冊；或(iii)根據標準守則須知會本公司及香港聯交所。

主要股東權益

於2010年9月30日，據董事所知，以下人士(本公司董事或主要行政人員除外)於股份或相關股份中擁有或被視為或當作擁有根據證券及期貨條例第XV部第2及3分部的條文須向本公司披露，或載入公司根據證券及期貨條例第336條須予存置的登記冊的權益或淡倉。

Disclosure of Interests 權益披露

Long Position in the Shares

於股份中的好倉

Name 姓名／名稱	Nature of interest 權益性質	Number of Shares or underlying shares held 所持股份或相關股份數目	Approximate percentage of the Company's total issued share capital 佔本公司已發行股本總數概約百分比
Accurate Gain Developments Limited	Beneficial owner 實益擁有人	1,339,913,759 ⁽¹⁾	22.41%
Proficient Success Limited	Beneficial owner 實益擁有人	1,116,594,799 ⁽²⁾	18.67%
Tak Sing Alliance Holdings Limited 達成集團	Deemed interest in controlled corporation 被視作受控制法團權益	888,966,649 ⁽³⁾	14.87%
Carrianna (BVI) Limited	Deemed interest in controlled corporation 被視作受控制法團權益	888,966,649 ⁽³⁾	14.87%
Gartrend Development Limited 嘉堅發展有限公司	Deemed interest in controlled corporation 被視作受控制法團權益	888,966,649 ⁽³⁾	14.87%
Carrianna Holdings Limited 佳寧娜集團有限公司	Deemed interest in controlled corporation 被視作受控制法團權益	888,966,649 ⁽³⁾	14.87%
Sincere United Holdings Limited	Deemed interest in controlled corporation 被視作受控制法團權益	888,966,649 ⁽³⁾	14.87%
Carrianna Development Limited	Beneficial owner 實益擁有人	888,966,649 ⁽³⁾	14.87%
Kings Faith International Limited 京暉國際有限公司	Beneficial owner 實益擁有人	654,874,712 ⁽⁴⁾	10.95%

Disclosure of Interests 權益披露

Notes:

- (1) Mr. Cheng Chung Hing and Mr. Cheng Tai Po both own 50% of the issued share capital of Accurate Gain Developments Limited.
- (2) Mr. Cheng Chung Hing and Mr. Cheng Tai Po owns 42% and 38% respectively of the issued share capital of Proficient Success Limited.
- (3) Carrianna Development Limited is wholly-owned by Sincere United Holdings Limited, which in turn is wholly-owned by Carrianna Holdings Limited. Carrianna Holdings Limited is wholly-owned by Gartrend Development Limited with Dr. Ma Kai Cheung holding one share on trust for Gartrend Development Limited. Gartrend Development Limited has two classes of issued shares: ordinary shares and non-voting deferred shares. Dr. Ma Kai Cheung and his brother Ma Kai Yum each holds 50% of the non-voting deferred shares of Gartrend Development Limited, which (a) carry no right to attend or vote at, or to receive notice of general meetings, (b) do not entitle its holders to receive dividends until (i) after the holders of ordinary shares have been paid, (ii) the company's profits available for distribution as dividends exceed HK\$100,000,000,000,000.00 and (iii) the company determines to make such distribution to the holders of non-voting deferred shares, and (c) rank after the claims of the ordinary shareholders as regards to repayment of capital in the event of insolvency in that only one half of the balance of HK\$100,000,000,000,000.00 in the assets of the company (if any) is distributable among the holders of non-voting deferred shares. All of the ordinary shares are beneficially held by Carrianna (BVI) Limited, with one share held by Dr. Ma Kai Cheung on trust for Carrianna (BVI) Limited. Carrianna (BVI) Limited is wholly-owned by Tak Sing Alliance Holdings Limited.
- (4) These 654,874,712 Shares are held by Kings Faith International Limited which is in turn 80% owned by Mr. Leung Moon Lam.

Save as disclosed above, as at 30 September 2010, to the knowledge of the Directors and chief executive of the Company, no other person (other than a Director or the chief executive of the Company) had, or were deemed or taken to have interest or short position in the Shares or underlying shares which would fall to be disclosed to the Company under the provision of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register kept by the Company pursuant to Section 336 of the SFO.

附註：

- (1) 鄭松興先生及鄭大報先生各擁有Accurate Gain Developments Limited已發行股本50%權益。
- (2) 鄭松興先生及鄭大報先生各擁有Proficient Success Limited已發行股本42%及38%權益。
- (3) Carrianna Development Limited 由 Sincere United Holdings Limited 全資擁有，後者由佳寧娜集團有限公司全資擁有。佳寧娜集團有限公司由嘉堅發展有限公司全資實益擁有（其中馬介璋博士以信託形式為嘉堅發展有限公司持有1股股份）。嘉堅發展有限公司有兩類已發行股份：普通股份及無表決權遞延股份。馬介璋博士及其弟馬介欽各自持有嘉堅發展有限公司50%的無表決權遞延股份，該等股份(a)並不附帶出席股東大會或於會上表決或收取會議通知的權利，(b)亦無賦予其持有人收取股息的權利，直至(i)普通股份持有人獲派息、(ii)該公司可供用作股息分派的利潤超過100,000,000,000,000.00港元及(iii)該公司決定向無表決權遞延股份持有人作出有關分派為止，以及(c)倘該公司出現資不抵債而該公司資產中100,000,000,000,000.00港元結餘的僅二分之一（如有）可供分派予無表決權遞延股份持有人時，獲償還資本的排名在普通股份持有人的申索之後。所有普通股份則由Carrianna (BVI) Ltd實益持有（其中1股由馬介璋博士以信託形式為Carrianna (BVI) Ltd持有）。Carrianna (BVI) Ltd由達成集團全資擁有。
- (4) 該654,874,712股股份由京暉國際有限公司持有，其80%的已發行股本由梁滿林先生實益擁有。

除上文披露外，於2010年9月30日，據董事或主要行政人員所知，概無其他人士（本公司董事或主要行政人員除外）於本公司的股份或相關股份中擁有或視為或當作擁有根據證券及期貨條例第XV部第2及3分部的條文須向本公司披露或根據證券及期貨條例第336條載入本公司存置的登記冊的權益或淡倉。

SHARE OPTIONS SCHEMES

Pre-IPO Share Option Agreements

The Company entered into the pre-IPO share option agreements to recognize the contribution of and to provide for incentives and reward to the Directors and certain employees who have contributed to the economic achievement of the Group (the "Grantees"). The pre-IPO share option agreements were entered into on 31 July 2008 to formalize all previous arrangements with the grantees. As at 30 September 2010, options to subscribe for a total of 180,000,000 shares in the Company, representing approximately 3% of the issued share capital of the Company, at an exercise price equivalent to 50% of the offer price of the IPO were granted to the following grantees:

購股權計劃

首次公開發售股份前購股權協議

本公司簽訂首次公開發售股份前購股權協議，以肯定董事及若干僱員（「承授人」）為本集團作出的經濟貢獻，並為彼等提供獎勵。首次公開發售股份前購股權協議已於2008年7月31日簽訂，以規範與承授人所有過往安排。於2010年9月30日，可按相等於首次公開發售股份的發售價50%的行使價認購本公司合共180,000,000股股份（相當於已發行股本約3%）的購股權已授予下列承授人：

Name of Grantees	承授人姓名	Options outstanding as at 1 April 2010 於2010年4月1日尚未行使購股權	Options granted during the period 期間授出之購股權	Options exercised during the period 期間行使購股權	Options lapsed on expiry 於屆滿時購股權失效	Options cancelled upon termination of employment 終止僱傭合約時註銷購股權	Options outstanding at 30 September 2010 於2010年9月30日尚未行使購股權
Directors	董事						
Cheng Chung Hing	鄭松興	66,000,000	-	-	-	-	66,000,000
Leung Moon Lam	梁滿林	66,000,000	-	-	-	-	66,000,000
Other employees	其他僱員	48,000,000	-	-	-	-	48,000,000
		180,000,000	-	-	-	-	180,000,000

These share options may be exercised in whole or in part for the period from 30 September 2009 to 29 September 2012 for Directors, whilst for the employees, the exercise period is from 30 September 2009 to 29 September 2011. Upon the respective expiry dates, unexercised share options shall lapse.

As at 30 September 2010, no share options has been exercised under the pre-IPO share option agreements.

該等董事可由2009年9月30日起至2012年9月29日止期間行使全部或部分購股權，而該等僱員的行使期則由2009年9月30日起至2011年9月29日止。於屆滿日期時，尚未行使購股權將失效。

截至2010年9月30日，概無購股權根據上述首次公開發售前購股權協議獲行使。

Disclosure of Interests

權益披露

Share Option Scheme

The Company has adopted a share option scheme on 4 September 2009 (the "Share Option Scheme") to provide incentives and reward to selected eligible persons which includes Directors, employees, officers, agents, consultants or representatives of the Group for their contribution or potential contribution to the Company or its subsidiaries, which was effective from the IPO Date. As at 30 September 2010, the Board had not granted any options under the Share Option Scheme to the Directors or employees of the Company or its subsidiaries to subscribe shares in the Company and no outstanding share options was exercised during the period under review.

購股權計劃

本公司於2009年9月4日採納購股權計劃（「購股權計劃」），向對本公司或其附屬公司作出貢獻或潛在貢獻的經甄選合資格人士（包括本集團董事、僱員、高級職員、代理、顧問或代表）提供獎勵或回報，購股權計劃自首次公開發售股份日期起生效。於2010年9月30日，董事會並無根據購股權計劃向本公司或其附屬公司董事或僱員授出任何可認購本公司股份的購股權，而回顧期內並無尚未行使的購股權獲行使。

Corporate Governance and Other Information

企業管治及其他資料

Compliance with the Code on Corporate Governance Practices (“CG Code”)

During the six months ended 30 September 2010, the Company has complied with the applicable code provisions on the CG Code as set out in Appendix 14 of the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited.

Compliance with the Model Code on Directors’ Securities Transactions by Directors

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (“Model Code”) as set out in Appendix 10 of the Listing Rules as the code of conduct for securities transactions by the Directors. The Company has made specific enquiries of all the Directors and all the directors confirmed that they have complied with the required standards set out in the Model Code during the six months ended 30 September 2010.

Change of Board Composition

On 30 April 2010, Mr. Cheng Tai Po was appointed as a non-executive Director of the Company and his brief biographical details was set out in the 2009/10 annual report.

Changes in Information of Directors

The changes in the information of Directors since the publication of the 2009/10 Annual Report are set out below pursuant to Rule 13.51B(1) of the Listing Rules:

Directors’ Emoluments

With effect from 1 April 2010,

- the basic annual salary payable to Professor Xu Yang has been increased by HK\$400,000.
- the annual Directors’ fees payable to Dr. Ma Kai Cheung and Mr. Sun Kai Lit Cliff have been increased by HK\$700,000 and HK\$300,000 respectively.

Audit Committee

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

遵守企業管治常規守則(「企業管治守則」)

截至2010年9月30日止六個月期間，本公司已遵守於香港聯合交易所有限公司之規管證券上市規則(「上市規則」)附錄14中列出之企業管治常規中之適用守則條文。

董事遵守董事進行證券交易之標準守則

本公司已採納上市規則附錄10所載上市公司董事進行證券交易的行為守則(「標準守則」)，作為董事進行證券交易的標準守則。本公司已向全體董事作出特定查詢，而全體董事確認彼等於截至2010年9月30日止六個月已遵守標準守則所載準則。

董事會組成的變動

於2010年4月30日，鄭大報先生獲任為本公司非執行董事及彼之履歷詳情已載於2009/10年報。

董事資料變動

自2009/10年報刊發後之董事資料變動根據上市規則第13.51B(1)條於下方呈列。

董事酬金

2010年4月1日起生效：

- 許揚教授之基本年度薪酬已增加400,000港元。
- 馬介璋博士及孫啟烈先生之每年董事費用已分別增加了700,000港元及300,000港元。

審核委員會

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

Corporate Governance and Other Information 企業管治及其他資料

The Audit Committee consists of Mr. Li Wai Keung as chairman, Mr. Shi Wan Peng and Mr. Leung Kwan Yuen Andrew. All the members of the Audit Committee are independent non-executive Directors.

The unaudited interim results of the Company and its subsidiaries for the six months ended 30 September 2010 have been reviewed by the Audit Committee and the Ernst & Young, the Company's external auditors, in accordance with Hong Kong Standard on Review Engagements 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Hong Kong Institute of Certified Public Accountants.

Purchase, Sale or Redemption of Listed Securities

During the period under review, the Company had purchased from the market a total of 20,436,000 shares of the Company at price per share ranging from HK\$1.13 to HK\$1.24 at an aggregate consideration of HK\$24,616,180. All the repurchased shares were subsequently cancelled. Save as disclosed above, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the period under review.

Interim Dividend

The Board resolved not to declare any interim dividend for the six months ended 30 September 2010 (30 September 2009: nil).

審核委員會由李偉強先生(主席)、石萬鵬先生及梁君彥先生組成。審核委員會所有成員均為獨立非執行董事。

審核委員會及本公司外聘核數師安永會計師事務所，已根據香港會計師公會頒佈的香港審閱委聘準則第2410號「獨立核數師對中期財務訊息的審閱」，審閱本公司及其附屬公司截至2010年9月30日止六個月的未經審核中期業績。

購買、出售或贖回本公司的上市證券

在回顧期間內，本公司於市場以介乎每股1.13港元至1.24港元的價格購回合共20,436,000股本公司股份，總代價為24,616,180港元。所購回股份其後已全部註銷。除以上所披露外，本公司及其附屬公司於回顧期間內並無購買、出售或贖回任何本公司的上市證券。

中期股息

董事會決定不宣佈任何截至2010年9月30日止六個月之中期股息(2009年9月30日：無)。

Report on Review of Interim Financial Information

中期財務資料審閱報告



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

Introduction

We have reviewed the interim financial information set out on pages 38 to 64 which comprises the condensed consolidated statement of financial position of China South City Holdings Limited as at 30 September 2010 and the related condensed consolidated statements of income, comprehensive income, changes in equity and cash flows for the six-month period then ended, and explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 "Interim Financial Reporting" ("HKAS 34") issued by the Hong Kong Institute of Certified Public Accountants.

The directors are responsible for the preparation and presentation of this interim financial information in accordance with HKAS 34. Our responsibility is to express a conclusion on this interim financial information based on our review. Our report is made solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Scope of review

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

中期財務資料審閱報告
致華南城控股有限公司董事會
(於香港註冊成立的有限公司)

緒言

吾等已審閱第38至64頁所載的中期財務資料，當中包括華南城控股有限公司於2010年9月30日的簡明綜合財務狀況表，以及截至該日止六個月期間的相關簡明綜合收益表、全面收益表、權益變動表及現金流量表，以及說明附註。香港聯合交易所有限公司證券上市規則規定，就中期財務資料編製報告須符合當中的相關條文，以及由香港會計師公會頒佈的香港會計準則第34號「中期財務報告」(「香港會計準則第34號」)。

董事須負責根據香港會計準則第34號編製及呈報此中期財務資料。吾等的責任是根據吾等的審閱工作，對此中期財務資料作出結論，並按照雙方所協定的委聘書條款僅向閣下(作為整體)報告，除此之外本報告別無其他目的。吾等不會就本報告的內容向任何其他人士負上或承擔任何責任。

審閱範圍

吾等依據香港會計師公會頒佈的香港審閱委聘準則第2410號「獨立核數師對中期財務訊息的審閱」進行吾等的審閱工作。審閱中期財務資料包括主要向負責財務和會計事務之人員作出查詢，以及進行分析性和其他審閱程序。由於審閱的範圍遠較根據香港審計準則進行審核的範圍為小，故吾等不保證可知悉所有在審核中可能發現的重大事項。因此，本核數師不會發表審核意見。

Report on Review of Interim Financial Information 中期財務資料審閱報告

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the interim financial information is not prepared, in all material respects, in accordance with HKAS 34.

Ernst & Young

Certified Public Accountants
18/F, Two International Finance Centre
8 Finance Street, Central
Hong Kong

8 November 2010

結論

根據吾等的審閱工作，並無發現任何事項令吾等相信中期財務資料在任何重大方面未有根據香港會計準則第34號編製。

安永會計師事務所

執業會計師
香港
中環金融街8號
國際金融中心二期18樓

2010年11月8日

Interim Condensed Consolidated Income Statement

中期簡明綜合收益表

For the six months ended 30 September 2010
截至2010年9月30日止六個月

		For the six months ended 30 September 截至9月31日止六個月		
		2010 2010年 HK\$'000 千港元 (Unaudited) (未經審核)	2009 2009年 HK\$'000 千港元 (Unaudited) (未經審核)	
REVENUE	收入	3	590,515	249,564
Cost of sales	銷售成本		(258,775)	(129,709)
Gross profit	毛利		331,740	119,855
Other income and gains	其他收入及收益	4	19,757	142,520
Fair value gains on investment properties	投資物業公平值收益	4	358,464	253,038
Selling and distribution costs	銷售及分銷成本		(39,090)	(40,012)
Administrative expenses	行政開支		(86,418)	(98,267)
Other expenses	其他開支		(172)	(623)
Finance costs	融資成本	5	(16,797)	(11,840)
Share of profits and losses of:	應佔下列各方的利潤及虧損：			
A jointly-controlled entity	一家共同控制實體		651	645
Associates	聯營公司		(162)	(165)
PROFIT BEFORE TAX	稅前利潤	6	567,973	365,151
Income tax expense	所得稅開支	7	(225,282)	(119,747)
PROFIT FOR THE PERIOD	期內利潤		342,691	245,404
Attributable to:	下列各方應佔：			
Equity holders of the parent	母公司權益持有人		347,196	245,709
Non-controlling interests	非控股權益		(4,505)	(305)
			342,691	245,404
EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT (HK cents)	歸屬於母公司普通股權益持有人之每股盈利 (港仙)	8		
Basic	基本		5.80	5.45
Diluted	攤薄		5.78	5.45

Interim Condensed Consolidated Statement of Comprehensive Income

中期簡明綜合全面收益表

For the six months ended 30 September 2010
截至2010年9月30日止六個月

		For the six months ended 30 September 截至9月30日止六個月	
		2010 2010年 HK\$'000 千港元 (Unaudited) (未經審核)	2009 2009年 HK\$'000 千港元 (Unaudited) (未經審核)
PROFIT FOR THE PERIOD	期內利潤	342,691	245,404
Exchange realignment	匯兌調整	146,667	236
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD, NET OF TAX	期內全面收入總額， 扣除稅項	489,358	245,640
Attributable to:	下列各方應佔：		
Equity holders of the parent	母公司權益持有人	492,150	245,909
Non-controlling interests	非控股權益	(2,792)	(269)
		489,358	245,640

Interim Condensed Consolidated Statement of Financial Position

中期簡明綜合財務狀況表

At 30 September 2010
於2010年9月30日

			30 September 2010 2010年 9月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2010 2010年 3月31日 HK\$'000 千港元 (Unaudited) (未經審核)
		Notes 附註		
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備	10	154,041	157,684
Investment properties	投資物業	11	9,752,873	9,077,250
Properties under development	發展中物業	12	2,501,572	1,978,789
Prepaid land premiums	預付土地出讓金	13	6,945	6,911
Goodwill	商譽		20,066	20,066
Interests in jointly-controlled entities	於共同控制實體的權益		6,896	8,980
Interests in associates	於聯營公司的權益		(983)	(803)
Loan receivables	應收貸款		-	625
Finance lease receivables	融資租賃應收款項		50,433	54,250
Deferred tax assets	遞延稅項資產		98,278	75,413
Total non-current assets	非流動資產總值		12,590,121	11,379,165
CURRENT ASSETS	流動資產			
Properties held for finance lease	持作融資租賃物業		212,161	96,116
Properties held for sale	持作銷售物業		583,020	677,346
Trade receivables	應收貿易賬款	14	206,080	234,155
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項		53,373	86,077
Held for trading investments at fair value through profit or loss	透過損益按公平值持作買賣投資		131,434	123,932
Cash and bank balances	現金及銀行結餘		3,352,562	3,702,977
Total current assets	流動資產總值		4,538,630	4,920,603
CURRENT LIABILITIES	流動負債			
Trade and other payables	貿易及其他應付款項	15	969,373	824,459
Interest-bearing bank and other borrowings	計息銀行及其他借貸	16	1,601,647	1,558,417
Tax payable	應付稅項		527,702	470,832
Total current liabilities	流動負債總額		3,098,722	2,853,708
NET CURRENT ASSETS	流動資產淨值		1,439,908	2,066,895
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		14,030,029	13,446,060

Interim Condensed Consolidated Statement of Financial Position

中期簡明綜合財務狀況表

At 30 September 2010
於2010年9月30日

			30 September 2010 2010年 9月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2010 2010年 3月31日 HK\$'000 千港元 (Unaudited) (未經審核)
		Notes 附註		
NON-CURRENT LIABILITIES	非流動負債			
Interest-bearing bank and other borrowings	計息銀行及其他借貸	16	2,839,435	2,644,308
Deferred tax liabilities	遞延稅項負債		1,938,758	1,775,067
Total non-current liabilities	非流動負債總額		4,778,193	4,419,375
Net assets	資產淨值		9,251,836	9,026,685
EQUITY	權益			
Equity attributable to equity holders of the parent	母公司權益持有人應佔權益	17	59,796	60,000
Issued capital	已發行股本		9,112,990	8,733,433
Reserves	儲備		–	119,591
Proposed dividends	建議股息			
			9,172,786	8,913,024
Non-controlling interests	非控股權益		79,050	113,661
Total equity	權益總額		9,251,836	9,026,685

Interim Condensed Consolidated Statement of Changes in Equity

中期簡明綜合權益變動表

For the six months ended 30 September 2010
截至2010年9月30日止六個月

		Attributable to equity holders of the parent 母公司權益持有人應佔							Non-Controlling interests	Total Equity	
		Issued capital	Share premium	Statutory surplus reserve	Capital reserve	Share option reserve	Exchange fluctuation reserve	Retained profits	Total	Non-Controlling interests	Total Equity
		已發行股本	股份溢價	法定盈餘儲備	資本儲備	購股權儲備	匯稅波動儲備	保留利潤	總計	非控股權益	權益總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 April 2009 (audited)	於2009年4月1日 (經審核)	200	-	27,662	182,768	64,226	576,034	3,611,073	4,461,963	33,995	4,495,958
Total comprehensive income	總全面收入	-	-	29	-	-	171	245,709	245,909	(269)	245,640
Issue of shares at a premium through initial public offering	通過首次公開發售按溢價發行股份	15,000	3,135,000	-	-	-	-	-	3,150,000	-	3,150,000
Issue of shares by capitalisation of shareholders' loan	通過資本化股東貸款發行股份	44,800	41,000	-	-	-	-	-	85,800	-	85,800
Transaction costs attributable to issue of shares	發行股份應佔交易成本	-	(136,598)	-	-	-	-	-	(136,598)	-	(136,598)
Equity-settled share option arrangement	以權益結算的購股權安排	-	-	-	-	3,294	-	-	3,294	-	3,294
Transfer to retained profits	轉撥至保留利潤	-	-	-	(182,768)	-	-	182,768	-	-	-
At 30 September 2009 (unaudited)	於2009年9月30日 (未經審核)	60,000	3,039,402	27,691	-	67,520	576,205	4,039,550	7,810,368	33,726	7,844,094

Interim Condensed Consolidated Statement of Changes in Equity

中期簡明綜合權益變動表

For the six months ended 30 September 2010
截至2010年9月30日止六個月

		Attributable to equity holders of the parent 母公司權益持有人應佔											
		Capital Issued capital 已發行 股本	Capital Redemption Reserve 資本贖回 儲備	Capital Reserve 資本儲備	Share premium 股份溢價	Statutory surplus reserve 法定 盈餘儲備	Share option reserve 購股權儲備	Exchange fluctuation reserve 匯稅波動 儲備	Retained profits 保留利潤	Proposed final dividends 擬派 末期股息	Total	Non- Controlling interests 非控股 權益	Total Equity 權益總額
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 April 2010 (audited)	於2010年4月1日 (經審核)	60,000	-	-	3,039,402	86,269	67,520	594,820	4,945,422	119,591	8,913,024	113,661	9,026,685
Total comprehensive income	總全面收入	-	-	-	-	1,661	-	143,293	347,196	-	492,150	(2,792)	489,358
Repurchase of shares	購回股份	(204)	204	-	-	-	-	-	(24,616)	-	(24,616)	-	(24,616)
Acquisition of non-controlling interests (note 18)	收購非控股權益 (附註18)	-	-	(88,181)	-	-	-	-	-	-	(88,181)	(31,819)	(120,000)
Final 2010 dividend declared	宣派2010年 末期股息	-	-	-	-	-	-	-	(119,591)	(119,591)	-	-	(119,591)
At 30 September 2010 (unaudited)	於2010年 9月30日 (未經審核)	59,796	204*	(88,181)*	3,039,402*	87,930*	67,520*	738,113*	5,268,002*	-	9,172,786	79,050	9,251,836

* These reserve accounts comprise the consolidated reserves of HK\$9,112,990,000 (31 March 2010: HK\$8,733,433,000) in the interim condensed consolidated statement of financial position.

* 該等儲備賬包括中期簡明綜合財務狀況表所載的綜合儲備9,112,990,000港元(2010年3月31日: 8,733,433,000港元)。

Interim Condensed Consolidated Statement of Cash Flows

中期簡明綜合現金流量表

For the six months ended 30 September 2010
截至2010年9月30日止六個月

		For the six months ended 30 September 截至9月30日止六個月	
		2010 2010年 HK\$'000 千港元 (Unaudited) (未經審核)	2009 2009年 HK\$'000 千港元 (Unaudited) (未經審核)
NET CASH INFLOW FROM OPERATING ACTIVITIES	經營活動現金淨流入量	282,499	197,065
NET CASH OUTFLOW FROM INVESTING ACTIVITIES	投資活動現金淨流出量	(574,007)	(558,489)
NET CASH INFLOW/(OUTFLOW) FROM FINANCING ACTIVITIES	融資活動現金淨流入/(流出)量	(106,821)	4,213,819
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	現金及現金等價物增加/(減少)淨額	(398,329)	3,852,395
Cash and cash equivalents at beginning of period	期初的現金及現金等價物	3,702,977	246,084
Effect of foreign exchange rate changes, net	匯率變動影響淨額	47,914	(5,271)
CASH AND CASH EQUIVALENTS AT END OF PERIOD	期終的現金及現金等價物	3,352,562	4,093,208

Notes to Interim Condensed Consolidated Financial Statement

中期簡明綜合財務報表附註

For the six months ended 30 September 2010
截至2010年9月30日止六個月

1. Corporate Information

China South City Holdings Limited (the “Company”) is a limited liability company incorporated in Hong Kong. The registered office of the Company is located at Room 2205, 22/F, Sun Life Tower, The Gateway, 15 Canton Road, Tsimshatsui, Kowloon, Hong Kong. The principal place of business of the Group is located at No. 1 Hua Nan Main Road, Pinghu, Longgang District, Shenzhen, the People’s Republic of China (the “PRC”).

During the period, the Group is principally engaged in developing and managing integrated logistic trade centers, property development, property investment, property management and operation of hotel.

These interim condensed consolidated financial statements have not been audited.

2. Basis of Preparation

The unaudited interim condensed consolidated financial statements have been prepared in accordance with Hong Kong Accounting Standard (“HKAS”) 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants.

The interim condensed consolidated financial statements do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group’s annual financial statements for the year ended 31 March 2010.

1. 公司資料

華南城控股有限公司(「本公司」)在香港註冊成立為有限公司。本公司註冊辦事處位於香港九龍尖沙咀廣東道15號港威大廈永明金融大樓22樓2205室。本集團主要營業地點位於中華人民共和國(「中國」)深圳市龍崗區平湖鎮華南大道1號。

期內，本集團主要從事發展及管理綜合物流交易中心、物業發展、物業投資、物業管理以及經營酒店。

此等中期簡明綜合財務報表未經審核。

2. 編製基準

未經審核中期簡明綜合財務報表乃根據香港會計師公會頒佈的香港會計準則(「香港會計準則」)第34號「中期財務報告」編製。

中期簡明綜合財務報表不包括年度財務報表規定的所有資料及披露，並應與本集團截至2010年3月31日止年度的財務報表一併閱讀。

Notes to Interim Condensed Consolidated Financial Statement

中期簡明綜合財務報表附註

For the six months ended 30 September 2010
截至2010年9月30日止六個月

2. Basis of Preparation (continued) Impact of New and Revised Hong Kong Financial Reporting Standards ("HKFRSs", Which Also Include HKASs and Interpretations)

The accounting policies adopted in the preparation of the interim condensed consolidated financial statements are consistent with those followed in the preparation of the Group's annual financial statements for the year ended 31 March 2010, except for the adoption of the new standards and interpretations as noted below.

HKFRS 1(Revised)	<i>First-time Adoption of Hong Kong Financial Reporting Standards</i>
HKFRS 1 Amendments	<i>Amendments to HKFRS 1 First-time Adoption of Hong Kong Financial Reporting Standards – Additional Exemptions for First-time Adopters</i>
HKFRS 2 Amendments	<i>Amendments to HKFRS 2 Share-based Payment – Group Cash-settled Share-based Payment Transactions</i>
HKFRS 3 (Revised)	<i>Business Combinations</i>
HKAS 27 (Revised)	<i>Consolidated and Separate Financial Statements</i>
HKAS 32 Amendments	<i>Amendments to HKAS 32 Financial Instruments: Presentation – Classification of Rights Issues</i>
Amendments to HKFRS 5 included in <i>Improvements to HKFRSs</i> issued in October 2008	<i>Amendments to HKFRS 5 Non-current Assets Held for Sale and Discontinued Operations – Plan to Sell the Controlling Interest in a Subsidiary</i>
HKAS 39 Amendment	<i>Amendments to HKAS 39 Financial Instruments: Recognition and Measurement– Eligible Hedged Items</i>
Annual Improvements Project	<i>Improvements to HKFRSs 2009</i>
HK Interpretation 4	<i>Leases – Determination of the Length of Lease Term in respect of Hong Kong Land Leases</i>
HK(IFRIC)-Int 17	<i>Distributions of Non-cash Assets to Owners</i>

2. 編製基準(續) 新訂及經修訂香港財務報告準則(「香港財務報告準則」, 其中亦包括香港會計準則及詮釋)的影響

編製中期簡明綜合財務報表採納的會計政策與編製本集團截至2010年3月31日止年度的財務報表沿用者相符一致, 惟採納下文所述的新訂準則及詮釋除外。

香港財務報告準則第1號(經修訂)	首次採納香港財務報告準則
香港財務報告準則第1號(修訂本)	香港財務報告準則第1號首次採納香港財務報告準則—首次採納者之額外豁免之修訂
香港財務報告準則第2號(修訂本)	香港財務報告準則第2號以股份支付之支出一集團以現金結算之以股份支付之交易之修訂
香港財務報告準則第3號(經修訂)	業務合併
香港會計準則第27號(經修訂)	綜合及個別財務報表
香港會計準則第32號(修訂本)	香港會計準則第32號金融工具: 呈列—供股分類之修訂
香港財務報告準則第5號之修訂(包含於2008年10月頒佈之香港財務報告準則之改進)	香港財務報告準則第5號持作銷售之非流動資產及終止營運—計劃出售於附屬公司之控股權益之修訂
香港會計準則第39號(修訂本)	香港會計準則第39號金融工具: 確認及計算—合資格對沖項目之修訂
年度改進項目	二零零九年香港財務報告準則之改進
香港詮釋第4號	租賃—有關香港租賃土地租賃期之釐訂
香港(國際財務報告詮釋委員會)—詮釋第17號	向擁有人派發非現金資產

Notes to Interim Condensed Consolidated Financial Statement

中期簡明綜合財務報表附註

For the six months ended 30 September 2010
截至2010年9月30日止六個月

2. Basis of Preparation (continued) Impact of New and Revised Hong Kong Financial Reporting Standards (“HKFRSs”, Which Also Include HKASs and Interpretations) (continued)

The adoption of the above new standards and interpretations has had no material effect on the accounting policies of the Group and the methods of computation in the interim condensed consolidated financial statements.

3. Segment Information

For management purpose, the Group is organised into business units based on their products and services and has five reportable segments as follows:

- (a) the property development segment engages in the development of integrated logistics and trade centers and supporting facilities;
- (b) the property investment segment invests in integrated logistics and trade centers and supporting facilities;
- (c) the property management segment engages in the management of the Group’s developed properties;
- (d) the hotel operation segment engages in the provision of hotel services; and
- (e) the “others” segment comprises, principally, the provision of exhibition and other services.

Management monitors the results of its operating segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on reportable segment profit, which is a measure of adjusted profit before tax. The adjusted profit before tax is measured consistently with the Group’s profit before tax except that interest income, finance costs, fair value gains from the Group’s financial instruments as well as head office and corporate expenses are excluded from such measurement.

2. 編製基準(續) 新訂及經修訂香港財務報告準則 〔香港財務報告準則〕，其中亦 包括香港會計準則及詮釋的影響 (續)

採納上述新訂準則及詮釋對本集團的會計政策及中期簡明綜合財務報表的計算方法並無重大影響。

3. 分部資料

就管理目的而言，本集團根據其產品及服務劃分為業務單位並有五個可呈報分部如下：

- (a) 物業發展分部發展綜合物流及展示交易中心及配套設施；
- (b) 物業投資分部投資綜合物流及展示交易中心及配套設施；
- (c) 物業管理分部管理本集團的已建成物業；
- (d) 酒店營運分部提供酒店服務；及
- (e) 「其他」分部主要包括提供展覽及其他服務。

管理層分別監察其業務單位的經營業績，旨在確定資源分配及表現評估。分部表現的評估乃基於可報告分部間利潤，而此為經調整除稅前利潤的計量。經調整除稅前利潤的計量與本集團的除稅前溢利相符，惟利息收入、融資成本、來自本集團的財務工具的公平值收益以及總辦公室及公司開支乃撇除於該等計量。

Notes to Interim Condensed Consolidated Financial Statement

中期簡明綜合財務報表附註

For the six months ended 30 September 2010
截至2010年9月30日止六個月

3. Segment Information (continued)

Segment assets exclude cash and bank balances, equity investments at fair value through profit or loss and other unallocated head office and corporate assets as these assets are managed on a group basis.

Segment liabilities exclude interest-bearing bank and other borrowings, tax payable and other unallocated head office and corporate liabilities as these liabilities are managed on a group basis.

Intersegment sales and transfers are transacted with reference to the selling prices used for sales made to third parties at the then prevailing market prices.

(a) Segment results, assets and liabilities

3. 分部資料(續)

由於現金及銀行結餘、經損益入賬按公平值計量的股本投資及其他未分配總部及公司資產以集團基準管理，分部間資產不包括該等資產。

由於計息銀行及其他借款、應付稅項及其他未分配總部及公司負債以集團基準管理，分部間負債不包括該等負債。

分部間銷售及轉讓乃經參考按其時市價向第三方進行銷售的售價進行。

(a) 分部業績、資產及負債

Six months ended 30 September 2010 (Unaudited)	截至2010年 9月30日止六個月 (未經審核)	Property development 物業發展 HK\$'000 千港元 (Unaudited) (未經審核)	Property investment 物業投資 HK\$'000 千港元 (Unaudited) (未經審核)	Property management 物業管理 HK\$'000 千港元 (Unaudited) (未經審核)	Hotel operation 酒店營運 HK\$'000 千港元 (Unaudited) (未經審核)	Others 其他 HK\$'000 千港元 (Unaudited) (未經審核)	Total 總計 HK\$'000 千港元 (Unaudited) (未經審核)
Sales to customers	對客戶銷售	498,559	65,127	15,810	14,269	-	593,765
Intersegment sales	分部間銷售	-	-	-	(3,250)	-	(3,250)
Reportable segment revenue	可呈報分部收入	498,559	65,127	15,810	11,019	-	590,515
Reportable segment profit/(loss) before increase in fair value of investment properties	投資物業公平值增加前可呈報分部利潤/(虧損)	329,661	28,879	(17,178)	(9,622)	-	331,740
Increase in fair value of investment properties	投資物業公平值增加	-	358,464	-	-	-	358,464
Reportable segment profit/(loss) after increase in fair value of investment properties	投資物業公平值增加後可呈報分部利潤/(虧損)	329,661	387,343	(17,178)	(9,622)	-	690,204
Reportable segment assets	可呈報分部資產	1,149,184	12,258,756	2,449	68,356	174	13,478,919
Reportable segment liabilities	可呈報分部負債	5,982	2,520,942	7,256	3,052	-	2,537,232

Notes to Interim Condensed Consolidated Financial Statement

中期簡明綜合財務報表附註

For the six months ended 30 September 2010
截至2010年9月30日止六個月

3. Segment Information (continued)

(a) Segment results, assets and liabilities (continued)

3. 分部資料(續)

(a) 分部業績、資產及負債(續)

Six months ended 30 September 2009 (Unaudited)	截至2009年 9月30日止六個月 (未經審核)	Property development 物業發展 HK\$'000 千港元 (Unaudited) (未經審核)	Property investment 物業投資 HK\$'000 千港元 (Unaudited) (未經審核)	Property management 物業管理 HK\$'000 千港元 (Unaudited) (未經審核)	Hotel operation 酒店營運 HK\$'000 千港元 (Unaudited) (未經審核)	Others 其他 HK\$'000 千港元 (Unaudited) (未經審核)	Total 總計 HK\$'000 千港元 (Unaudited) (未經審核)
Sales to customers	對客戶銷售	177,202	49,207	12,213	13,098	-	251,720
Intersegment sales	分部間銷售	-	-	-	(2,156)	-	(2,156)
Reportable segment revenue	可呈報分部收入	177,202	49,207	12,213	10,942	-	249,564
Reportable segment profit/(loss) before increase in fair value of investment properties	投資物業公平值 增加前之可呈報 分部利潤/(虧損)	122,737	12,637	(6,305)	(9,214)	-	119,855
Increase in fair value of investment properties	投資物業公平值 增加	-	253,038	-	-	-	253,038
Reportable segment profit/(loss) after increase in fair value of investment properties	投資物業公平值 增加後可呈報 分部利潤/(虧損)	122,737	265,675	(6,305)	(9,214)	-	372,893

Notes to Interim Condensed Consolidated Financial Statement

中期簡明綜合財務報表附註

For the six months ended 30 September 2010
截至2010年9月30日止六個月

3. Segment Information (continued)

(b) Reconciliations of reportable segment revenues, profit or loss, assets and liabilities

3. 分部資料(續)

(b) 可呈報分部收入、利潤或虧損、資產及負債的對賬

		For the six months ended 30 September 截至9月30日止六個月	
		2010 2010年 HK\$'000 千港元 (Unaudited) (未經審核)	2009 2009年 HK\$'000 千港元 (Unaudited) (未經審核)
Revenue	收入		
Reportable segment revenue	可呈報分部收入	593,765	251,720
Elimination of inter-segment revenue	分部間收入對銷	(3,250)	(2,156)
Consolidated turnover	綜合營業額	590,515	249,564
Profit/(Loss)	利潤/(虧損)		
Reportable segment profit after increase in fair value of investment properties	投資物業公平值增加後可呈報分部利潤	690,204	372,893
Share of profit of a jointly-controlled entity	應佔一家共同控制實體利潤	651	645
Share of the losses of associates	應佔聯營公司虧損	(162)	(165)
Finance costs	融資成本	(16,797)	(11,840)
Unallocated income	未分配收入	19,757	142,520
Unallocated expense	未分配開支	(125,680)	(138,902)
Consolidated profit before taxation	綜合稅前利潤	567,973	365,151

Notes to Interim Condensed Consolidated Financial Statement

中期簡明綜合財務報表附註

For the six months ended 30 September 2010
截至2010年9月30日止六個月

3. Segment Information (continued)

(b) Reconciliations of reportable segment revenues, profit or loss, assets and liabilities (continued)

3. 分部資料(續)

(b) 可呈報分部收入、利潤或虧損、資產及負債的對賬(續)

		30 September 2010 2010年 9月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2010 2010年 3月31日 HK\$'000 千港元 (Audited) (經審核)
Assets	資產		
Reportable segment assets	可呈報分部資產	13,478,919	12,284,400
Interests in jointly-controlled entities	於共同控制實體的權益	6,896	8,980
Interests in associates	於聯營公司的權益	(983)	(803)
Goodwill	商譽	20,066	20,066
Unallocated assets	未分配資產	3,623,853	3,987,125
Consolidated total assets	綜合資產總值	17,128,751	16,299,768
Liabilities	負債		
Reportable segment liabilities	可呈報分部負債	2,537,232	2,295,862
Current tax liabilities	即期稅項負債	527,702	470,832
Interest-bearing bank and other borrowings	計息銀行及其他借貸	4,441,082	4,202,725
Unallocated liabilities	未分配負債	370,899	303,664
Consolidated total liabilities	綜合負債總額	7,876,915	7,273,083

Notes to Interim Condensed Consolidated Financial Statement

中期簡明綜合財務報表附註

For the six months ended 30 September 2010
截至2010年9月30日止六個月

4. Other Income and Gains

4. 其他收入及收益

		For the six months ended 30 September 截至9月30日止六個月	
		2010 2010年 HK\$'000 千港元 (Unaudited) (未經審核)	2009 2009年 HK\$'000 千港元 (Unaudited) (未經審核)
Other income	其他收入		
Interest income from:	來自下列各項的		
	利息收入：		
Banks	銀行	5,346	307
Loan receivables	應收貸款	2,132	2,316
Contracted income in respect of the operation of hotel supporting entertainment facilities	經營酒店配套娛樂設施的合同收入	1,307	1,304
Penalty income	罰款收入	–	220
Others	其他	3,415	1,664
		12,200	5,811
Gains	收益		
Fair value gains on investment properties	投資物業公平值收益	358,464	253,038
Fair value gains on held for trading investments at fair value through profit or loss	透過損益以公平值列賬之持作買賣投資公平值收益	7,557	–
Gain on restructure and buying back of the interest-bearing notes	重組及購回計息票據的收益	–	136,709
		366,021	389,747

5. Finance Costs

5. 融資成本

		For the six months ended 30 September 截至9月30日止六個月	
		2010 2010年 HK\$'000 千港元 (Unaudited) (未經審核)	2009 2009年 HK\$'000 千港元 (Unaudited) (未經審核)
Interest on bank loans and other loans, net	銀行貸款及其他貸款之利息淨額		
Wholly repayable within five years	須於五年內全數償還	89,441	79,795
Wholly repayable beyond five years	須於五年後全數償還	10,389	4,156
Interest on the interest-bearing notes	計息票據利息	–	72,581
Less: Interest capitalised	減：資本化利息	(83,033)	(144,692)
Total	總計	16,797	11,840

Notes to Interim Condensed Consolidated Financial Statement

中期簡明綜合財務報表附註

For the six months ended 30 September 2010
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6. Profit Before Tax

The Group's profit before tax is arrived at after charging/
(crediting):

6. 稅前利潤

本集團的稅前利潤已扣除／(計入)
下列各項：

		For the six months ended 30 September 截至9月30日止六個月	
		2010 2010年 HK\$'000 千港元 (Unaudited) (未經審核)	2009 2009年 HK\$'000 千港元 (Unaudited) (未經審核)
Depreciation	折舊	16,423	18,290
Less: Depreciation capitalised in respect of properties under development	減：就發展中物業 資本化折舊	(430)	(25)
Amortisation of prepaid land premiums	預付土地出讓金攤銷	15,993	18,265
Equity-settled share option expense	以權益結算的購股權開支	99	86
Impairment of interests in a jointly-controlled entity*	於一家共同控制實體 的權益減值*	—	3,294
		172	199

* Included in "Other expenses" in the interim condensed consolidated income statement.

* 計入中期簡明綜合收益表「其他開支」項內。

7. Income Tax Expense

No provision for Hong Kong profits tax has been made as the Group had no assessable profits arising in Hong Kong during the period (2009: Nil). Major subsidiaries of the Group operate in Shenzhen, Mainland China, which were subject to the PRC corporate income tax rates of 22% for the year 2010 (2009: 20%).

During the 5th session of the 10th National People's Congress, which was concluded on 16 March 2007, the PRC Corporate Income Tax Law was approved. It became effective on 1 January 2008. The PRC Corporate Income Tax Law introduces a wide range of changes which include, but are not limited to, the unification of income tax rates for domestic-invested and foreign-invested enterprises at 25%. Accordingly, the deferred taxes as at 30 September 2009 and 2010 have been provided at the enacted corporate tax rates.

7. 所得稅開支

期內，由於本集團概無源自香港的應課稅利潤，故並無計提香港利得稅撥備(2009年：無)。本集團的主要附屬公司在中國大陸深圳營運，2010年須按22%(2009年：20%)稅率繳納中國企業所得稅。

於2007年3月16日舉行的第十屆全國人民代表大會第五次會議上通過中國企業所得稅法，其於2008年1月1日起生效。中國企業所得稅法引入多項大範圍變動，包括(但不限於)將內資及外資企業所得稅率統一為25%。因此，於2009年及2010年9月30日遞延稅項已按已制定的企業所得稅率作出撥備。

Notes to Interim Condensed Consolidated Financial Statement

中期簡明綜合財務報表附註

For the six months ended 30 September 2010
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7. Income Tax Expense (continued)

The PRC land appreciation tax ("LAT") is levied at progressive rates ranging from 30% to 60% on the appreciation of land value, being the proceeds from the sale of properties less deductible expenditures including amortisation of land use rights, borrowing costs and all property development expenditures. The amount of LAT of HK\$89,140,000 was charged to the consolidated income statement for the six months ended 30 September 2010 (six months ended 30 September 2009: HK\$44,479,000).

The major components of income tax expense for the periods are as follows:

7. 所得稅開支(續)

中國土地增值稅(「土地增值稅」)按30%至60%不等的累進稅率就土地價值(即物業銷售所得款項減包括土地使用權攤銷、借貸成本及所有物業發展開支在內的可扣減開支)增值徵收。為數89,140,000港元的土地增值稅，已在截至2010年9月30日止六個月的綜合收益表內扣除(截至2009年9月30日止六個月: 44,479,000港元)。

期內所得稅開支主要部分如下：

		For the six months ended 30 September 截至9月30日止六個月	
		2010 2010年 HK\$'000 千港元 (Unaudited) (未經審核)	2009 2009年 HK\$'000 千港元 (Unaudited) (未經審核)
Current – Mainland China corporate income tax	即期－中國大陸企業所得稅	29,475	6,732
Current – LAT in Mainland China	即期－中國大陸土地增值稅	89,140	44,479
Deferred – Mainland China corporate income tax	遞延－中國大陸企業所得稅	108,532	67,923
Deferred – LAT in Mainland China	遞延－中國大陸土地增值稅	(19,611)	(8,896)
Deferred – Withholding tax on dividend	遞延－股息預扣稅	17,746	9,509
Total tax charged for the period	期間稅項支出總額	225,282	119,747

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8. Earnings Per Share Attributable to Ordinary Equity Holders of the Parent

The calculation of the basic and diluted earnings per share attributable to ordinary equity holders of the parent is based on the following data:

8. 母公司普通股權益持有人之每股盈利

母公司普通股權益持有人應佔每股基本及攤薄盈利按下列數據計算：

		For the six months ended 30 September 截至9月30日止六個月	
		2010 2010年 (Unaudited) (未經審核)	2009 2009年 (Unaudited) (未經審核)
Earnings	盈利		
Profit attributable to ordinary equity holders of the parent, used in the basic earnings per share calculation	用於計算每股基本盈利之 母公司普通股權益 持有人應佔利潤	347,196,000	245,709,000
		Number of shares 股份數目	
		2010 2010年	2009 2009年
Shares	股份		
Weighted average number of ordinary shares in issue during the period used in the basic earnings per share calculation	用於計算每股基本盈利 之期內已發行普通股 加權平均數	5,984,908,176	4,508,241,758
Effect of dilution – weighted average number of ordinary shares: Share options	攤薄影響 – 普通股加權 平均數：購股權	26,341,463	127,595
		6,011,249,639	4,508,369,353

The calculation of weighted average number of ordinary shares for the purpose of basic earnings per share has been adjusted for the repurchased shares as detailed in note 17.

計算每股基本盈利的普通股加權平均數已按附註17詳述之回購股份而作調整。

9. Dividend

At a meeting of the board of directors held on 8 November 2010, the directors resolve not to pay an interim dividend to shareholders (six months ended 30 September 2009: nil).

9. 股息

於2010年11月8日舉行的董事會會議上，董事議決不向股東派付中期股息(截至2009年9月30日止六個月:無)。

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10. Property, Plant and Equipment

During the six months ended 30 September 2010, the Group acquired property, plant and equipment with an aggregate cost of approximately HK\$11,984,000 (six months ended 30 September 2009: HK\$3,168,000).

Certain of the Group's buildings and hotel properties with an aggregate carrying value of approximately HK\$41,769,000 as at 30 September 2010 (31 March 2010: HK\$41,723,000) were pledged to secure general banking facilities granted to the Group (note 16).

At 30 September 2010, certificates of ownership in respect of certain buildings of the Group in the PRC with an aggregate net book value of HK\$3,409,000 had not been issued by the relevant PRC authorities (31 March 2010: HK\$9,182,000). The Group is in the process of obtaining the relevant certificates of ownership.

11. Investment Properties

The Group's investment properties as at 30 September 2010 were valued by Savills Valuation and Professional Services Limited (the "Savills"), independent professionally qualified valuers, at RMB8,412,000,000 (31 March 2010: RMB7,980,000,000) (equivalent to HK\$9,752,873,000 (31 March 2010: HK\$9,077,250,000)) on an open market, existing use basis.

The Group's investment properties with aggregate carrying values of approximately HK\$9,603,310,000 and HK\$9,077,250,000 as at 30 September 2010 and 31 March 2010, respectively, were pledged to secure general banking facilities granted to the Group (note 16).

The Group's investment properties with aggregate carrying values of approximately HK\$9,752,873,000 and HK\$9,077,250,000 as at 30 September 2010 and 31 March 2010, respectively, are restricted for sales.

10 · 物業、廠房及設備

截至2010年9月30日止六個月，本集團購入物業、廠房及設備，總成本約11,984,000港元(截至2009年9月30日止六個月：3,168,000港元)。

於2010年9月30日，本集團賬面總值約41,769,000港元的若干樓宇及酒店物業(2010年3月31日：41,723,000港元)已抵押作為本集團獲授一般銀行融資的擔保(附註16)。

於2010年9月30日，本集團於中國賬面淨值合共3,409,000港元的若干樓宇未獲相關中國機關發出所有權證(2010年3月31日：9,182,000港元)。本集團正領取相關所有權證之手續。

11. 投資物業

獨立專業合資格估值師第一太平戴維斯估值及專業顧問有限公司(「第一太平戴維斯」)於2010年9月30日評估本集團的投資物業，按公開市場現有用途基準的價值分別為人民幣8,412,000,000元(2010年3月31日：人民幣7,980,000,000元)(相等於9,752,873,000港元(2010年3月31日：9,077,250,000港元))。

於2010年9月30日及2010年3月31日，本集團賬面總值約為9,603,310,000港元及9,077,250,000港元的投資物業已抵押作為本集團獲授一般銀行融資的擔保(附註16)。

於2010年9月30日及2010年3月31日，本集團總賬面值分別約為9,752,873,000港元及9,077,250,000港元的投資物業乃限制出售。

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12. Properties Under Development

Certain of the Group's properties under development with an aggregate carrying value of approximately HK\$94,611,000 as at 30 September 2010 (31 March 2010: HK\$93,905,000) were pledged to secure general banking facilities granted to the Group (note 16).

13. Prepaid Land Premiums

Certain of the Group's leasehold land with an aggregate carrying value of approximately HK\$2,455,000 as at 30 September 2010 (31 March 2010: HK\$2,437,000) were pledged to secure general banking facilities granted to the Group (note 16).

14. Trade Receivables

Trade receivables represent rentals receivable from tenants, sales income and service income receivables from customers which are payable on presentation of invoices or in accordance with the terms of the related sales and purchase agreements. Overdue balances are reviewed regularly by senior management. In view of this and the fact that the Group's trade receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. Trade receivables are non-interest-bearing. The carrying amounts of the trade receivables approximate to their fair values.

An aged analysis of the trade receivables as at each of the balance sheet dates, based on the payment due date and net of provision, is as follows:

		30 September 2010 2010年 9月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2010 2010年 3月31日 HK\$'000 千港元 (Audited) (經審核)
Current	即期	134,001	86,663
30 to 60 days	30至60天	4,950	34,308
61 to 90 days	61至90天	4,203	71,774
Over 90 days	90天以上	62,926	41,410
Total	總計	206,080	234,155

12. 發展中物業

於2010年9月30日，本集團賬面總值約94,611,000港元的若干在建物業(2010年3月31日：93,905,000港元)已抵押作為本集團獲授一般銀行融資的擔保(附註16)。

13. 預付土地出讓金

於2010年9月30日，本集團賬面總值約2,455,000港元的若干租賃土地(2010年3月31日：2,437,000港元)已抵押作為本集團獲授一般銀行融資的擔保(附註16)。

14. 應收貿易賬款

應收貿易賬款指於出示發票時或根據相關買賣協議的條款應收的租戶租金、應收客戶銷售收入及服務收入。高級管理層定期審閱逾期結餘。有鑑於此及本集團的應收貿易賬款與大量不同客戶有關，故並無重大集中信貸風險。應收貿易賬款為免息。應收貿易賬款賬面值與其公平值相若。

於各資產負債表結算日應收貿易賬款扣除撥備後按付款到期日計算的賬齡分析如下：

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14. Trade Receivables (continued)

Receivables that were neither past due nor impaired and past due but not impaired relate to a large number of diversified customers for whom there was no recent history of default. The Group has retained the legal ownership of the property sold to purchasers for debtor balances.

15. Trade and Other Payables

14. 應收貿易賬款(續)

未逾期及未減值以及已逾期但未減值的應收款項與大量不同客戶有關，而彼等最近沒有拖欠記錄。對於物業銷售予買家的應收賬款結餘，本集團保留其物業的法定擁有權。

15. 貿易及其他應付款項

		30 September 2010 2010年 9月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2010 2010年 3月31日 HK\$'000 千港元 (Audited) (經審核)
		Note 附註	
Other payables	其他應付款項	237,565	236,803
Construction fee and retention payables	建設費及保留應付款項 (i)	573,340	395,735
Receipts in advances	預收款項	124,630	162,017
Rental deposits	租賃保證金	33,838	29,904
Total	總計	969,373	824,459

(i) An aged analysis of the construction fee and retention payables as at the end of reporting period is as follows:

(i) 於報告期末建設費及保留應付款項的賬齡分析如下：

		30 September 2010 2010年 9月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2010 2010年 3月31日 HK\$'000 千港元 (Audited) (經審核)
Within 1 year	一年內	557,078	378,214
Over 1 year	超過一年	16,262	17,521
Total	總計	573,340	395,735

The construction fee and retention payables are non-interest-bearing and repayable within the normal operation cycle or on demand.

建設費及保留應付款項不計息且於一般營運周期或按要
求償還。

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16. Interest-Bearing Bank and Other Borrowings 16 計息銀行及其他借貸

		Maturity 到期	30 September 2010 2010年 9月30日 HK\$'000 港幣千元 (Unaudited) (未經審核)	31 March 2010 2010年 3月31日 HK\$'000 港幣千元 (Audited) (經審核)
Current		即期		
Bank loans – unsecured		銀行貸款—無抵押	805,397	944,504
Bank loans – secured		銀行貸款—有抵押	684,175	613,913
Other borrowings – unsecured		其他貸款—無抵押	112,075	–
			1,601,647	1,558,417
Non-current		非即期		
Bank loans – unsecured		銀行貸款—無抵押	328,497	426,183
Bank loans – secured		銀行貸款—有抵押	2,159,254	2,218,125
Other borrowings – unsecured		其他貸款—無抵押	351,684	–
			2,839,435	2,644,308
Analysed into:		分析列為：		
Within one year or on demand		須於一年內或應要求償還	1,601,647	1,558,417
In the second year		須於第二年償還	1,308,705	829,996
In the third to fifth years, inclusive		須於第三至第五年(包括首尾兩年在內)償還	1,153,925	1,330,875
Beyond five years		須於五年後償還	376,805	483,437
			4,441,082	4,202,725

Certain of the Group's bank loans are secured by the Group's buildings and hotel properties, investment properties, properties under development, and leasehold land as stated in notes 10, 11, 12, and 13.

Certain of the Group's properties held for sale with an aggregate carrying value of approximately HK\$44,762,000 were pledged for certain of the Group's bank loans as at 31 March 2010. These pledged properties held for sale have been released as at 30 September 2010.

All interest-bearing bank loans and other borrowings bear interest at floating rates ranging from 4.78% to 5.94% per annum. All borrowings are denominated in RMB.

如附註10,11,12及13所載，本集團的銀行貸款由本集團樓宇、酒店物業、投資物業、發展中物業、租賃土地及抵押銀行存款所擔保。

於2010年3月31日賬面總值約44,762,000港元的本集團若干持作銷售物業已抵押為本集團銀行貸款擔保。於2010年9月30日該等已抵押物業已獲解除。

所有計息銀行貸款按每年4.78%至5.94%不等的浮動利率計息，並以人民幣為單位。

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17. Share Capital

17. 股本

		30 September 2010 2010年 9月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2010 2010年 3月31日 HK\$'000 千港元 (Audited) (經審核)
Authorised:	法定:		
30,000,000,000 (31 March 2010: 30,000,000,000) ordinary shares of HK\$0.01 each	30,000,000,000 (2010年3月31日: 30,000,000,000) 股每股面值0.01港元之 普通股	300,000	300,000
Issued and fully paid	發行及已繳足		
5,979,564,000 (31 March 2010: 6,000,000,000) ordinary shares of HK\$0.01 each	5,979,564,000 (2010年 3月31日: 6,000,000,000) 股每股面值0.01港元之 普通股	59,796	60,000

During the six months ended 30 September 2010, the movements in issued capital were as follows:

截至2010年9月30日止六個月期內，已發行股本變動如下：

		Note 附註	Number of shares in issue 已發行股份數目	Issued capital 已發行股本 HK\$'000 千港元
At 1 April 2010	於2010年4月1日		6,000,000,000	60,000
Repurchase of shares	購回股份	(i)	(20,436,000)	(204)
At 30 September 2010 (unaudited)	於2010年9月30日 (未經審核)		5,979,564,000	59,796

(i) During the period, the Company repurchased 20,436,000 ordinary shares of the Company on The Stock Exchange of Hong Kong Limited for a total consideration of HK\$24,616,180. These shares were cancelled during the period and the issued share capital of the Company was reduced by the par value of the total repurchase ordinary shares.

(i) 期內，本公司於香港聯合交易所有限公司購回20,436,000股本公司普通股，總代價為24,616,180港元。期內，該等股份被註銷，而本公司已發行股本按總購回普通股的面值扣減。

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18. Acquisition of Non-controlling interest

On 19 July 2010, China Central City (BVI) Limited, a wholly-owned subsidiary of the Group, purchased 100% shareholdings of Fortune Pace Limited and Fortune Great Limited, which formerly held 30% shareholdings in total of China South City Enterprise (Heyuan) Co. Ltd. ("Heyuan Enterprise") with a consideration of HK\$120,000,000. And since then Heyuan Enterprise was 100% owned by the Group.

The difference of HK\$88,181,000 between the carrying amount of HK\$31,819,000 of the non-controlling interests as at the acquisition date and the purchase consideration of HK\$120,000,000 was accounted for as a deduction of capital reserve.

19. Contingent Liabilities

At the end of the period, contingent liabilities not provided for in the financial statements were as follows:

18. 收購非控股權益

於2010年7月19日，本集團之全資附屬公司華南城(BVI)有限公司以120,000,000港元的代價收購 Fortune Pace Limited 及 Fortune Great Limited (過往持有華南城實業(河源)有限公司(「河源實業」)的30%股權)的100%股權。自此，河源實業由本集團擁有100%權益。

非控股權益於收購日期的賬面值31,819,000港元與收購代價120,000,000港元的差額88,181,000港元入賬為股本儲備扣減。

19. 或然負債

於期終時，財務報表內未有撥備的或然負債如下：

	30 September 2010 2010年 9月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2010 2010年 3月31日 HK\$'000 千港元 (Audited) (經審核)
Guarantees given to banks in connection with facilities granted to third parties	281,491	217,921
就第三方獲授的融資而向銀行提供的擔保		

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20. Commitments

The Group had the following commitments at the end of the period:

20. 承擔

於期終時，本集團有下列承擔：

Group	本集團	30 September 2010 2010年 9月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2010 2010年 3月31日 HK\$'000 千港元 (Audited) (經審核)
Contracted, but not provided for: Properties under development	已訂約但未撥備： 發展中物業	897,727	48,411
Capital contribution to an associate	向一間聯營公司出資	450	450
Authorised, but not contracted for: Properties under development	已授權但未訂約： 發展中物業	4,857,358	5,641,374

21. Related Party Transactions

(a) The Group had the following material transactions with related parties during the six months ended 30 September 2009 and 2010:

21. 關連人士交易

(a) 本集團於截至2009年及2010年9月30日止六個月與各關聯方有如下重大交易：

			Six months ended 30 September 截至9月30日止六個月 2010 2010年 HK\$'000 千港元 (Unaudited) (未經審核)	2009 2009年 HK\$'000 千港元 (Unaudited) (未經審核)
Companies in which a director of the Company is a controlling shareholder:	本公司董事擔任 控股股東的公司：			
Consultancy fees paid	已付顧問費	(i)	—	300
Rental expense and related services fees for office building	辦公室樓宇的租金 開支及相關服務 費用	(ii)	942	912
Rental expense for trade centres	交易中心的租金 開支	(iii)	440	437

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21. Related Party Transactions (continued)

- (a) The Group had the following material transactions with related parties during the six months ended 30 September 2009 and 2010: (continued)

Notes:

- (i) The consultancy fees were related to the consultancy and management services provided to the Group by a related company and were based on terms mutually agreed between both parties.
- (ii) The rental expense and related services fees for office building were related to the leasing of office space provided to the Group by a related company. The fees were charged based on terms mutually agreed between both parties.
- (iii) The rental expense for trade centres were related to the leasing of trade centres from related parties based on terms mutually agreed between both parties.

- (b) Outstanding balances with related parties:

21. 關連人士交易(續)

- (a) 本集團於截至2009年及2010年9月30日止六個月與各關連方有如下重大交易：(續)

附註:

- (i) 顧問費乃與關連公司向本集團提供的顧問及管理服務有關，並根據雙方協定的條款而進行。
- (ii) 辦公室樓宇的租金開支及相關服務費用與一家關連公司向本集團出租辦公室面積有關。有關費用根據雙方協定條款計算。
- (iii) 交易中心的租金開支乃與根據雙方協定的條款自關連方租賃交易中心有關。

- (b) 與關連人士之間的未結付結餘：

		30 September 2010 2010年 9月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2010 2010年 3月31日 HK\$'000 千港元 (Audited) (經審核)
Amounts due from jointly-controlled entities (i)	應收共同控制實體款項(i)	8,504	11,034
Amount due to an associate (ii)	應付一家聯營公司款項(ii)	2,912	2,858
<p>(i) The amounts due from jointly-controlled entities are unsecured, have no fixed terms of repayment and bear interest at 7% per annum.</p> <p>(ii) The amount due to an associate is unsecured, interest-free and has no fixed repayment term.</p>		<p>(i) 應收共同控制實體款項無抵押，無固定還款期並以年利率7%計息。</p> <p>(ii) 應付一家聯營公司款項為無抵押、免息且無固定還款期。</p>	

Notes to Interim Condensed Consolidated Financial Statement

中期簡明綜合財務報表附註

For the six months ended 30 September 2010
截至2010年9月30日止六個月

21. Related Party Transactions (continued)

- (c) Compensation of key management personnel of the Group

21. 關連人士交易(續)

- (c) 本集團主要管理人員薪酬：

		Six months ended 30 September 截至9月30日止六個月	
		2010 2010年 HK\$'000 千港元 (Unaudited) (未經審核)	2009 2009年 HK\$'000 千港元 (Unaudited) (未經審核)
Short term employee benefits	短期僱員福利	7,033	41,028
Post-employment benefits	離職後福利	22	52
Share-based payments	以股份形式付款	–	3,294
Total compensation paid to key management personnel	支付予主要管理人員 的薪酬總額	7,055	44,374

22. Approval of Interim Condensed Consolidated Financial Statements

These interim condensed consolidated financial statements were approved and authorised for issue by the board of directors of the Company on 8 November 2010.

22. 批准中期簡明綜合財務報表

本公司董事會已於2010年11月8日批准並授權發行此等中期簡明綜合財務報表。



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