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## SINO HARBOUR PROPERTY GROUP LIMITED

# 漢港房地產集團有限公司

(Incorporated in Bermuda with limited liability)
(Stock Code: 1663)

# ANNOUNCEMENT OF FINAL RESULTS FOR THE YEAR ENDED 31 MARCH 2015

#### HIGHLIGHTS

- The Group achieved revenue of approximately RMB500.9 million, mainly attributable to the delivery of the residential units of Fuzhou Huacui Tingyuan (無州華萃庭院) and Nanchang Sino Harbour Kaixuan City (南昌漢港凱旋城).
- Gross profit margin decreased from approximately 31.9% for last year to 27.1% for the current year.
- Profit and total comprehensive income for current year attributable to the owners of the Company amounted to approximately RMB92.9 million and RMB94.5 million respectively.
- Basic earnings per share for the current year decreased from approximately RMB11.98 cents in last year to RMB7.74 cents.
- Cash and bank balances as at 31 March 2015 were approximately RMB183.7 million (31 March 2014: RMB67.8 million).
- The Group has bank and other loans of approximately RMB1,177.8 million as at 31 March 2015 (31 March 2014: RMB1,123.7 million).

## **ANNUAL RESULTS**

The Board (the "Board") of directors (the "Directors") of Sino Harbour Property Group Limited (the "Company") is pleased to announce the annual results of the Company and its subsidiaries (collectively the "Group") for the year ended 31 March 2015 as follows:

## CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	Notes	Year ended 31 March 2015 RMB'000	Year ended 31 March 2014 <i>RMB</i> '000
Revenue	4	500,874	476,339
Cost of sales		(365,360)	(324,157)
Gross profit		135,514	152,182
Other income	4	62,675	107,873
Selling and distribution expenses		(18,639)	(14,557)
Administrative expenses		(33,884)	(30,655)
Operating profit		145,666	214,843
Finance costs		_	_
Share of result of joint ventures		(1,219)	(480)
Profit before income tax	5	144,447	214,363
Income tax expense	6	(54,574)	(73,400)
Profit for the year		89,873	140,963
Other comprehensive income (net of tax)			
Item that may be reclassified subsequently to profit or loss			
Exchange differences on translation of			
financial statements of foreign operations		1,534	(1,655)
Other comprehensive income for the year		1,534	(1,655)
Total comprehensive income for the year		91,407	139,308
Profit/(loss) for the year attributable to:			
Owners of the Company		92,926	143,768
Non-controlling interests		(3,053)	•
		89,873	140,963

		Year ended	Year ended
		31 March 2015	31 March 2014
	Notes	RMB'000	RMB '000
Total comprehensive income attributable to:			
Owners of the Company		94,460	142,113
Non-controlling interests		(3,053)	(2,805)
		91,407	139,308
Earnings per share for profit attributable to			
the owners of the Company during the year			
(in RMB cents)	8		
- Basic and diluted		7.74	11.98

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

Non-current assets		Notes	31 March 2015 RMB'000	31 March 2014 RMB'000
Property, plant and equipment Investment properties         10,770 11,674 13,48 13,48 13,48 13,48 13,48 13,48 13,48 14,47 14,43 14,43 14,15 14,45 14,10 14	ASSETS AND LIABILITIES			
Investment properties   385,233   331,348   Interests in joint ventures   184,654   182,437   Pledged deposits   100,000   330,000   Deferred tax assets   15,012   15,012   15,012     15,012     15,012     15,012     15,012     15,012   15,012     15,012     15,012     15,012     15,012     15,012   15,012     15,012     15,012     15,012     15,012     15,012   15,012     15,012     15,012     15,012     15,012     15,012   15,012     15,012     15,012     15,012     15,012     15,012   15,012     15,012     15,012     15,012     15,012     15,012   15,012     15,012     15,012     15,012     15,012     15,012   15,012     15,012     15,012     15,012     15,012     15,012   15,012     15,012     15,012     15,012     15,012     15,012   15,012     15,012     15,012     15,012     15,012     15,012   15,012     15,012     15,012     15,012     15,012     15,012   1	Non-current assets			
Interests in joint ventures			,	·
Pledged deposits   100,000   330,000   Deferred tax assets   15,012   15,012			,	ŕ
Deferred tax assets   15,012   15,012   15,012   15,012   15,012   15,012   15,012   15,012   15,012   15,013			,	· ·
Current assets         Froperties held under development         1,567,208         1,154,456           Properties held under development         695,291         414,172           Accounts receivable         9         1,543         669           Prepayments and other receivables         155,027         517,234           Structured bank deposits         154,000         -           Pledged bank deposits         319,403         233,772           Cash and bank balances         183,660         67,768           Accounts and bill payables         10         65,294         23,995           Accounts and bill payables         954,874         653,219           Provision for tax         121,441         106,047           Bank and other loans         11         697,832         375,173           Net current assets         1,236,691         1,229,637           Total assets less current liabilities         1,932,360         2,100,108           Non-current liabilities         1,932,360         2,100,108           Bank and other loans         11         480,000         748,500           Deferred tax liabilities         534,411         45,066			,	•
Current assets	Deferred tax assets		15,012	15,012
Properties held under development         1,567,208         1,154,456           Properties held for sale         695,291         414,172           Accounts receivable         9         1,543         669           Prepayments and other receivables         155,027         517,234           Structured bank deposits         154,000         -           Pledged bank deposits         319,403         233,772           Cash and bank balances         183,660         67,768           Accounts and bill payables         10         65,294         23,995           Accounts and bill payables         954,874         653,219           Provision for tax         121,441         106,047           Bank and other loans         11         697,832         375,173           Net current assets         1,236,691         1,229,637           Total assets less current liabilities         1,932,360         2,100,108           Non-current liabilities         1,932,360         2,100,108           Non-current liabilities         54,411         45,066           Deferred tax liabilities         54,411         45,066			695,669	870,471
Properties held for sale				
Accounts receivable         9         1,543         669           Prepayments and other receivables         155,027         517,234           Structured bank deposits         154,000         —           Pledged bank deposits         319,403         233,772           Cash and bank balances         183,660         67,768           Accounts and bank balances         3,076,132         2,388,071           Current liabilities         2         23,995           Accounts and bill payables         10         65,294         23,995           Accruals, receipts in advance and other payables         954,874         653,219           Provision for tax         121,441         106,047           Bank and other loans         11         697,832         375,173           Net current assets         1,839,441         1,158,434           Net current liabilities         1,932,360         2,100,108           Non-current liabilities         1,932,360         2,100,108           Bank and other loans         11         480,000         748,500           Deferred tax liabilities         54,411         45,066	-			r r
Prepayments and other receivables       155,027       517,234         Structured bank deposits       154,000       —         Pledged bank deposits       319,403       233,772         Cash and bank balances       183,660       67,768         Current liabilities         Accounts and bill payables       10       65,294       23,995         Accruals, receipts in advance and other payables       954,874       653,219         Provision for tax       121,441       106,047         Bank and other loans       11       697,832       375,173         Net current assets       1,839,441       1,158,434         Non-current liabilities       1,932,360       2,100,108         Non-current liabilities         Bank and other loans       11       480,000       748,500         Deferred tax liabilities       54,411       45,066         534,411       793,566	_	0	,	•
Structured bank deposits         154,000         -           Pledged bank deposits         319,403         233,772           Cash and bank balances         183,660         67,768           Current liabilities           Accounts and bill payables         10         65,294         23,995           Accruals, receipts in advance and other payables         954,874         653,219           Provision for tax         121,441         106,047           Bank and other loans         11         697,832         375,173           Net current assets         1,839,441         1,158,434           Net current liabilities         1,932,360         2,100,108           Non-current liabilities         1,932,360         2,100,108           Bank and other loans         11         480,000         748,500           Deferred tax liabilities         54,411         45,066		9	<i>'</i>	
Pledged bank deposits         319,403         233,772           Cash and bank balances         183,660         67,768           Current liabilities         3,076,132         2,388,071           Accounts and bill payables         10         65,294         23,995           Accruals, receipts in advance and other payables         954,874         653,219           Provision for tax         121,441         106,047           Bank and other loans         11         697,832         375,173           Net current assets         1,839,441         1,158,434           Non-current liabilities         1,932,360         2,100,108           Non-current liabilities         1932,360         2,100,108           Bank and other loans         11         480,000         748,500           Deferred tax liabilities         54,411         45,066           534,411         793,566	- ·		,	317,234
Cash and bank balances         183,660         67,768           Current liabilities         3,076,132         2,388,071           Accounts and bill payables         10         65,294         23,995           Accruals, receipts in advance and other payables         954,874         653,219           Provision for tax         121,441         106,047           Bank and other loans         11         697,832         375,173           Net current assets         1,236,691         1,229,637           Total assets less current liabilities         1,932,360         2,100,108           Non-current liabilities         31         480,000         748,500           Deferred tax liabilities         54,411         45,066           534,411         793,566			,	233 772
Current liabilities         Accounts and bill payables       10       65,294       23,995         Accruals, receipts in advance and other payables       954,874       653,219         Provision for tax       121,441       106,047         Bank and other loans       11       697,832       375,173         Net current assets       1,236,691       1,229,637         Total assets less current liabilities       1,932,360       2,100,108         Non-current liabilities         Bank and other loans       11       480,000       748,500         Deferred tax liabilities       54,411       45,066         534,411       793,566			*	· ·
Accounts and bill payables       10       65,294       23,995         Accruals, receipts in advance and other payables       954,874       653,219         Provision for tax       121,441       106,047         Bank and other loans       11       697,832       375,173         Net current assets       1,236,691       1,229,637         Total assets less current liabilities       1,932,360       2,100,108         Non-current liabilities         Bank and other loans       11       480,000       748,500         Deferred tax liabilities       54,411       45,066         534,411       793,566			3,076,132	2,388,071
Accruals, receipts in advance and other payables       954,874       653,219         Provision for tax       121,441       106,047         Bank and other loans       11       697,832       375,173         Net current assets       1,839,441       1,158,434         Notal assets less current liabilities       1,932,360       2,100,108         Non-current liabilities         Bank and other loans       11       480,000       748,500         Deferred tax liabilities       54,411       45,066         534,411       793,566	Current liabilities			
Provision for tax       121,441       106,047         Bank and other loans       1,839,441       1,158,434         Net current assets       1,236,691       1,229,637         Total assets less current liabilities       1,932,360       2,100,108         Non-current liabilities       311       480,000       748,500         Deferred tax liabilities       54,411       45,066         534,411       793,566	Accounts and bill payables	10	65,294	23,995
Bank and other loans       11       697,832       375,173         1,839,441       1,158,434         Net current assets       1,236,691       1,229,637         Total assets less current liabilities       1,932,360       2,100,108         Non-current liabilities       8       8         Bank and other loans       11       480,000       748,500         Deferred tax liabilities       54,411       45,066         534,411       793,566	Accruals, receipts in advance and other payables		954,874	653,219
Net current assets       1,839,441       1,158,434         Total assets less current liabilities       1,932,360       2,100,108         Non-current liabilities       300       2,100,108         Bank and other loans       11       480,000       748,500         Deferred tax liabilities       54,411       45,066         534,411       793,566			,	•
Net current assets         1,236,691         1,229,637           Total assets less current liabilities         1,932,360         2,100,108           Non-current liabilities         480,000         748,500           Deferred tax liabilities         54,411         45,066           534,411         793,566	Bank and other loans	11	697,832	375,173
Non-current liabilities         1,932,360         2,100,108           Bank and other loans         11         480,000         748,500           Deferred tax liabilities         54,411         45,066           534,411         793,566			1,839,441	1,158,434
Non-current liabilities         Bank and other loans       11       480,000       748,500         Deferred tax liabilities       54,411       45,066         534,411       793,566	Net current assets		1,236,691	1,229,637
Bank and other loans       11       480,000       748,500         Deferred tax liabilities       54,411       45,066         534,411       793,566	Total assets less current liabilities		1,932,360	2,100,108
Deferred tax liabilities         54,411         45,066           534,411         793,566	Non-current liabilities			
<b>534,411</b> 793,566	Bank and other loans	11	480,000	748,500
	Deferred tax liabilities		54,411	45,066
Net assets 1,397,949 1,306,542			534,411	793,566
	Net assets		1,397,949	1,306,542

	Notes	31 March 2015 RMB'000	31 March 2014 <i>RMB</i> '000
EQUITY			
Equity attributable to the Company's owners			
Share capital		9,931	9,931
Reserves		1,180,407	1,085,947
		1,190,338	1,095,878
Non-controlling interests		207,611	210,664
Total equity		1,397,949	1,306,542

#### 1. GENERAL INFORMATION AND BASIS OF PREPARATION

The Company was incorporated in Bermuda on 5 January 2011 as an exempted company with limited liability under the Companies Act 1981 of Bermuda.

The registered office of the Company is located at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda. The principal place of business of the Company is located at Room 1215, Tower B, Hunghom Commercial Centre, 37-39 Ma Tau Wai Road, Hunghom, Kowloon, Hong Kong.

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") (including all applicable Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations) issued by the Hong Kong institute of Certified Public Accountants (the "HKICPA"). In addition, the financial statements include the applicable disclosures required by the Hong Kong Companies Ordinance and the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

The financial statements are presented in Renminbi ("RMB") and all values are rounded to the nearest thousand except when otherwise indicated.

#### 2. PRINCIPAL ACCOUNTING POLICIES

The consolidated financial statements have been prepared under the historical cost basis except for investment properties, which are measured at fair values.

The accounting policies used in preparing the consolidated financial statements are consistent with those used in the financial statements for the year ended 31 March 2014 with the addition of certain new and revised standards, amendments and interpretations (the "new and revised HKFRSs") issued by the HKICPA and became effective in the current year as described below.

#### 3. ADOPTION OF NEW AND REVISED HKFRSS

In current year, the Group has applied, for the first time, the following new HKFRSs issued by the Hong Kong Institute of Certified Public Accountants which are relevant to and effective for the Group's financial statements for the annual period beginning on 1 April 2014.

Amendments to HKAS 32 Offsetting Financial Assets and Financial Liabilities
Amendments to HKFRS 10, Investment entities

HKFRS 12 and HKAS 27 (2011)

Amendments to HKAS 39 Novation of Derivatives and Continuation of Hedge Accounting

HK (IFRIC) 21 Levies

Except as explained below, the adoption of the new HKFRSs has no material impact on the Group's financial statements.

#### Amendments to HKAS 32 - Offsetting Financial Assets and Financial Liabilities

The amendments clarify the offsetting requirements by adding appliance guidance to HKAS 32 which clarifies when an entity "currently has a legally enforceable right to set off" and when a gross settlement mechanism is considered equivalent to net settlement. The amendments are applied retrospectively.

The adoption of the amendments has no impact on these financial statements as the Group does not have any offsetting arrangements.

The following new and amended HKFRSs which are potentially relevant to the Group's financial statements, have been issued, but are not yet effective and have not been early adopted by the Group:

HKFRSs (Amendments)

Annual Improvements 2010-2012 Cycle<sup>2</sup>

HKFRSs (Amendments)

Annual Improvements 2011-2013 Cycle<sup>1</sup>

HKFRSs (Amendments)

Annual Improvements 2012-2014 Cycle<sup>3</sup>

Amendments to HKAS 1

Disclosure Initiative<sup>3</sup>

Amendments to HKAS 27 Equity Method in Separate Financial Statements<sup>3</sup>

HKFRS 9 (2014) Financial Instruments<sup>5</sup>

HKFRS 15 Revenue from Contracts with Customers<sup>4</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 July 2014

<sup>2</sup> Effective for annual periods beginning, or transactions occurring, on or after 1 July 2014

<sup>3</sup> Effective for annual periods beginning on or after 1 January 2016

<sup>4</sup> Effective for annual periods beginning on or after 1 January 2017

<sup>5</sup> Effective for annual periods beginning on or after 1 January 2018

#### Annual Improvements 2010-2012 Cycle, 2011-2013 Cycle and 2012-2014 Cycle

The amendments issued under the annual improvements process make small, non-urgent changes to a number of standards where they are currently unclear.

#### HKFRS 9 (2014) - Financial Instruments

HKFRS 9 introduces new requirements for the classification and measurement of financial assets. Debt instruments that are held within a business model whose objective is to hold assets in order to collect contractual cash flows (the business model test) and that have contractual terms that give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding (the contractual cash flow characteristics test) are generally measured at amortised cost. Debt instruments that meet the contractual cash flow characteristics test are measured at fair value through other comprehensive income ("FVTOCI") if the objective of the entity's business model is both to hold and collect the contractual cash flows and to sell the financial assets. Entities may make an irrevocable election at initial recognition to measure equity instruments that are not held for trading at FVTOCI. All other debt and equity instruments are measured at fair value through profit or loss ("FVTPL").

HKFRS 9 includes a new expected loss impairment model for all financial assets not measured at FVTPL replacing the incurred loss model in HKAS 39 and new general hedge accounting requirements to allow entities to better reflect their risk management activities in financial statements.

HKFRS 9 carries forward the recognition, classification and measurement requirements for financial liabilities from HKAS 39, except for financial liabilities designated at FVTPL, where the amount of change in fair value attributable to change in credit risk of the liability is recognised in other comprehensive income unless that would create or enlarge an accounting mismatch. In addition, HKFRS 9 retains the requirements in HKAS 39 for derecognition of financial assets and financial liabilities.

HKFRS 9 will be effective for accounting period beginning on or after 1 January 2018. The directors of the Company ("**Directors**") anticipate that the application of HKFRS 9 in the future may have a material impact on amounts reported in respect of the Group's financial assets and financial liabilities. However, it is not practicable to provide reasonable estimate of the effect of HKFRS 9 until the Group undertakes a detailed review.

In relation to the impairment of financial assets, HKFRS 9 requires an expected credit loss model, as opposed to an incurred credit loss model under HKFRS 39. The expected credit loss model requires an entity to account for expected credit losses and changes in those expected credit losses at each reporting date to reflect changes in credit risk since initial recognition. Consequently, it is no longer necessary for a credit event to have occurred before credit losses are recognised. Due to the recent release of this standard, the Group has not yet made a detailed assessment of the impact of this standard.

#### HKFRS 15 - Revenue from Contracts with Customers

The new standard establishes a single revenue recognition framework. The core principle of the framework is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services. HKFRS 15 supersedes existing revenue recognition guidance including HKAS 18 Revenue, HKAS 11 Construction Contracts and related interpretations.

HKFRS 15 requires the application of a 5 steps approach to revenue recognition:

- Step 1: Identify the contract(s) with a customer
- Step 2: Identify the performance obligations in the contract
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price to each performance obligation
- Step 5: Recognise revenue when each performance obligation is satisfied

HKFRS 15 includes specific guidance on particular revenue related topics that may change the current approach taken under HKFRS. The standard also significantly enhances the qualitative and quantitative disclosures related to revenue.

HKFRS 15 will take effect from financial years beginning on or after 1 January 2017. The Group is currently evaluating the impact of the changes in the period of initial adoption.

The Group is in the process of making an assessment of the impact of these new and revised HKFRSs upon initial application but is not yet in a position to state whether these new and revised HKFRSs would have a significant impact on the Group's results of operations and financial position.

In addition, the Hong Kong Companies Ordinance (Cap. 622) will affect the presentation and disclosure of certain information in the consolidated financial statements for the year ending 31 March 2016. The Group is in the process of marking an assessment of the impact of these changes.

## 4. REVENUE AND OTHER INCOME

5.

Revenue, which is also the Group's turnover, and other income recognised during the year are as follows:

	Year ended 31 March 2015 RMB'000	Year ended 31 March 2014 <i>RMB</i> '000
Revenue		
Sale of properties held for sale	500,874	476,339
Other income		
Net fair value gain for investment properties		
and properties held for sale upon transfer to		
investment properties	37,381	93,529
Interest income	7,377	6,404
Rental income	17,621	6,669
Consultancy fee income	_	1,271
Gain on disposal of property, plant and equipment	53	_
Sundry income	243	
	62,675	107,873
PROFIT BEFORE INCOME TAX	Year ended 31 March 2015 <i>RMB</i> '000	Year ended 31 March 2014 RMB'000
	RMB 000	RMD 000
Auditor's remuneration	771	741
Cost of properties held for sale recognised as expense	336,879	296,420
Depreciation	1,194	1,007
Exchange gain, net	(95)	(325)
Operating lease charge in respect of land and buildings	465	609
Less: amount capitalised in properties held under development	(6)	(6)
	459	603
Outgoings in respect of investment properties that		
generated rental income during the year	565	379
Staff costs, including directors' emoluments		
– Wages and salaries	22,953	18,176
<ul> <li>Retirement benefit scheme contributions – defined contribution plans</li> </ul>	2,113	1,753
Less: amount capitalised in properties held under development	(7,802)	(8,212)

#### 6. INCOME TAX EXPENSE

	Year ended 31 March 2015 RMB'000	Year ended 31 March 2014 RMB'000
Current tax – the PRC		
Current year		
<ul><li>Enterprise income tax ("EIT")</li></ul>	24,197	20,972
<ul><li>Land appreciation tax ("LAT")</li></ul>	21,032	24,352
	45,229	45,324
Deferred income tax	9,345	28,076
Total income tax expense	54,574	73,400

EIT has been provided on the estimated profits of subsidiaries operating in the PRC at 25% (2014: 25%).

Under the law of the PRC on EIT, corporate withholding income tax is levied on the foreign investor for the dividends distributed out of the profits generated by the foreign investment enterprises. The Group's applicable withholding income tax rate is at 5% (2014: 10%).

LAT is levied at progressive rates ranging from 30% to 60% on the appreciation of land value, being the proceeds from sales of properties less deductible expenditures including cost and land use rights, borrowing costs, business tax and all property development expenditures. The tax is incurred upon transfer of property ownership. There are certain exemptions available for the sales of ordinary residential properties if the appreciation values do not exceed 20% of the total deductible items (as defined in the relevant PRC tax laws). Sales of commercial properties are not eligible for such an exemption.

Hong Kong profits tax is calculated at 16.5% (2014: 16.5%) on the estimated assessable profits for the year. No Hong Kong profits tax has been provided as the Group has no estimated assessable profits arising in or derived from Hong Kong for both years.

#### 7. DIVIDENDS

The Board does not recommend the payment of any final dividend for the year ended 31 March 2015 (2014: Nil).

#### 8. EARNINGS PER SHARE

The calculation of basic earnings per share is based on the profit attributable to equity shareholders of the Company for the year ended 31 March 2015 of approximately RMB92,926,000 (2014: RMB143,768,000) and 1,200,000,000 ordinary shares (2014: 1,200,000,000 shares) in issue during the year.

The diluted earnings per share is the same as the basic earnings per share, as the Group has no dilutive potential shares during the current and prior years.

## 9. ACCOUNTS RECEIVABLE

The aging analysis of accounts receivable that was past due but neither individually nor collectively considered to be impaired is as follows:

	31 March 2015	31 March 2014
	RMB'000	RMB '000
Based on invoice date		
Less than 3 months past due	1,543	669
1		

Receivables that were past due but not impaired relate to a number of independent buyers. Based on past experience, the Directors considered that no impairment allowance is required as there has not been a significant change in credit quality and the balances are still considered fully recoverable.

## 10. ACCOUNTS AND BILL PAYABLES

The aging analysis of accounts and bill payables, based on invoice date, was as follows:

		31 March 2015 RMB'000	31 March 2014 RMB '000
	Less than 3 months	24,833	13,083
	3 – 6 months	27,026	3,165
	6 months – 1 year	8,077	6,175
	More than 1 year	5,358	1,572
		65,294	23,995
11.	BANK AND OTHER LOANS		
		31 March 2015	31 March 2014
		RMB'000	RMB'000
	Borrowing included in current liabilities		
	- Bank loans - secured	389,332	355,173
	- Other loans - secured	308,500	20,000
		697,832	375,173
	Borrowing included in non-current liabilities		
	- Bank loans - secured	50,000	140,000
	- Other loans - secured	430,000	608,500
		480,000	748,500
	Total borrowing	1,177,832	1,123,673

#### 12. CAPITAL EXPENDITURE

During the year ended 31 March 2015, there were additions to property, plant and equipment amounted approximately RMB1.0 million (2014: RMB2.0 million).

#### MANAGEMENT DISCUSSION AND ANALYSIS

## Revenue

During the year under review, the Group achieved revenue of approximately RMB500.9 million mainly from the sales of residential units of Fuzhou Hua Cui Ting Yuan (撫州華萃庭院) and Nanchang Sino Harbour Kaixuan City (南昌漢港凱旋城). Revenue increased by approximately 5.2% over the previous financial year. The total gross floor area ("**GFA**") of the residential and commercial properties (excluding car parking spaces) sold in the year under review amounted to approximately 83,119 sq. m.

The following table sets out an analysis of the revenue for (i) residential properties, (ii) commercial properties, and (iii) car parking spaces during the year under review:

	Year ended	Year ended	
	31 March 2015	31 March 2014	% change
(i) Residential			
<ul><li>– GFA sold (in sq. m.)</li></ul>	78,103	83,130	-6.0%
<ul><li>Average selling price ("ASP")</li></ul>			
(RMB per sq. m.)	5,498	4,964	+10.8%
- Revenue (approx. RMB'000)	429,375	412,622	+4.1%
(ii) Commercial			
- GFA sold (in sq. m.)	5,016	3,366	+49.0%
- ASP (RMB per sq. m.)	13,217	14,503	-8.9%
- Revenue (approx. RMB '000)	66,296	48,818	+35.8%
(iii) Car parking spaces			
- Revenue (approx. RMB '000)	5,203	14,899	-65.1%
Total revenue (approx. RMB'000)	500,874	476,339	+5.2%

## Cost of Sales and Gross Profit Margin

Cost of sales increased from approximately RMB324.2 million in the previous financial year to approximately RMB365.4 million for the year under review. Due to the increased construction cost in the year under review, gross profit margin decreased from 31.9% for the previous financial year to 27.1% for the year under review.

#### Other Income

Other income decreased from approximately RMB107.9 million in the previous financial year to approximately RMB62.7 million in the year under review. The decrease mainly represented the decrease in net fair value gain of the Group's investment properties.

### **Selling and Distribution Expenses**

Selling and distribution expenses increased from approximately RMB14.6 million in the previous financial year to approximately RMB18.6 million in the year under review. The higher selling expenses in the year under review was mainly due to the increase in marketing expenses for Nanchang Sino Harbour Kaixuan City (南昌漢港凱旋城) and Yichun Royal Lake City (宜春御湖城).

## **Administrative Expenses**

Administrative expenses increased to approximately RMB33.9 million in the year under review from approximately RMB30.7 million in the previous financial year. The increase was mainly attributable to the increase in staff cost.

#### Profit for the Year

As a cumulative effect of the foregoing factors, the Group had recorded a profit before tax of approximately RMB144.4 million in the year under review, representing a decrease of 32.6% from approximately RMB214.4 million in the previous financial year.

Profit for the year attributed to the owners of the Company decreased by 35.4% from approximately RMB143.8 million in the previous financial year to approximately RMB92.9 million in the year under review.

#### **Interests in Joint Ventures**

Interests in joint ventures increased from approximately RMB182.4 million as at 31 March 2014 to RMB184.7 million as at 31 March 2015. The increase represented the advance to the joint venture by the Group for Yichun Royal Lake City (宜春御湖城) Phases 3 to 6.

## **Properties Held Under Development**

As at 31 March 2015, the Group's properties held under development increased to approximately RMB1,567.2 million from approximately RMB1,154.5 million as at 31 March 2014. The increase mainly represented the transfer of the land use rights consideration for a land parcel in Hangzhou, Zhejiang Province, the PRC amounted approximately RMB506.0 million from prepayment to properties held under development during the year under review.

## **Properties Held for Sale**

Properties held for sale increased from approximately RMB414.2 million as at 31 March 2014 to approximately RMB695.3 million as at 31 March 2015. The increase was mainly due to the transfer of the completed residential property units of Fuzhou Hua Cui Ting Tuan (撫州華萃庭院) Phase 3 to properties held for sale in the year under review.

### **Prepayments and Other Receivables**

As at 31 March 2015, the Group's prepayments and other receivables amounted approximately RMB155.0 million, compared to approximately RMB517.2 million as at 31 March 2014. The decrease mainly represented the transfer of the land use rights consideration for a land parcel in Hangzhou, Zhejiang Province, the PRC to properties held under development during the year under review.

## Accounts and Bill Payables, Accruals, Receipts in Advance and Other Payables

Accounts and bill payables increased to approximately RMB65.3 million as at 31 March 2015 from approximately RMB24.0 million as at 31 March 2014 due to the completion of Fuzhou Hua Cui Ting Tuan (撫州華萃庭院) Phase 3 in March 2015. Accounts and bill payables mainly comprised amount payable to suppliers for construction costs incurred in respect of the Group's properties under development.

Accruals, receipts in advance and other payables mainly comprise of the advance receipts from customers in respect of deposit and prepayments for the Group's property pre-sales, and the accrued construction costs and project-related expenses that are based on the progress of project development but are not due for payment.

Accruals, receipts in advance and other payables increased to approximately RMB954.9 million as at 31 March 2015 from approximately RMB653.2 million as at 31 March 2014. The increase mainly represented the advance receipts from customers for the deposits and prepayments for the Group's property pre-sales in the year under review, which was partially offset by the receipts realised as revenue in the same period.

## LIQUIDITY AND FINANCIAL RESOURCES

In the year ended 31 March 2015, the Group had recorded a net cash inflow of approximately RMB153.9 million from operating activities, mainly as a result of the profit before working capital change and being partially offset by payment of EIT and LAT.

Net cash outflow from investing activities for the year under review was approximately RMB13.5 million, which was mainly due to the net increase in pledged and structured bank deposits of approximately RMB9.6 million and the advance of approximately RMB3.4 million to the joint venture by the Group for Yichun Royal Lake City (宜春御湖城) Phases 3 to 6.

Net cash outflow from financing activities for the year under review was approximately RMB26.0 million representing the payments of loan principals and interests and they were partially offset by the receipts from new bank and other loans.

As at 31 March 2015, the Group had cash and bank balances of approximately RMB183.7 million (31 March 2014: approximately RMB67.8 million) and bank and other loans of approximately RMB1,177.8 million (31 March 2014: approximately RMB1,123.7 million).

#### FOREIGN CURRENCY RISK

Most of the Group's transactions are carried out in RMB which is the functional currency of the Company and most of the operating subsidiaries. Exposures to currency exchange rates arise from certain of the Group's cash and bank balances which are denominated in HK dollars. The Group does not use derivative financial instruments to hedge its foreign currency risk. The Group reviews its foreign currency exposures regularly and believes that there is no significant exposure on its foreign exchange risk.

## MATERIAL ACQUISITION AND DISPOSAL

The Group did not have any material acquisition or disposal of assets, subsidiaries and affiliated companies during the year ended 31 March 2015.

## EMPLOYEE AND REMUNERATION POLICY

As at 31 March 2015, there were 147 employees in the Group. Staff remuneration package are determined in connection with market conditions and the performance of the individuals concerned, and are subject to review from time to time. The Group also provides other benefits including medical insurance, and grants discretionary incentive bonuses to eligible staff based on their performance and contributions to the Group.

#### **COMPANY UPDATE**

## **Property Pre-sales**

The cumulative results for the pre-sale and delivery of properties under each project up to 17 May 2015 are summarised as follows:

	Nanchang Sino Harbour Kaixuan City Phase 1	Fuzhou Hua Cui Ting Yuan Phase 2	Fuzhou Hua Cui Ting Yuan Phase 3	Yichun Royal Lake City Phase 2
	(南昌漢港凱旋城	(撫州華萃庭院	(撫州華萃庭院	(宜春御湖城
	一期)	二期)	三期)	二期)
Estimated total GFA released for sale (total units) Estimated total GFA pre-sold (total units) Percentage of pre-sale Pre-sale GFA (units pre-sold)	80,686 sq. m.	79,933 sq. m.	117,177 sq. m.	59,863 sq. m.
	(768 units)	(550 units)	(1,127 units)	(684 units)
	48,772 sq. m.	71,478 sq. m.	100,770 sq. m.	48,450 sq. m.
	(460 units)	(522 units)	(981 units)	(538 units)
	60%	89%	86%	81%
	37,314 sq. m.	9,552 sq. m.	62,108 sq. m.	48,450 sq. m.
not handed to buyers as at 31 March 2015 ^  Pre-sale value not handed over to buyers as at 31 March 2015 ^  ASP per sq. m. *  Expected completion date	(370 unit)  RMB194.36  million  RMB5,209  Completed	(39 units)  RMB70.58  million  RMB7,389  Completed	(611 units)  RMB318.42  million  RMB5,127  Completed	(538 units)  RMB220.14  million  RMB4,544  Q2CY2015

<sup>\*:</sup> ASP of the projects is computed as follows: Pre-sale value not handed over to buyers divided by Pre-sale GFA not handed over to buyers.

#### **FUTURE OUTLOOK**

The People's Bank of China ("PBOC") reduced the one-year lending rate 0.25 percentage point to 5.1 percent and cut the one-year deposit rate by the same amount to 2.25 percent effective on 11 May 2015, it was the third reduction since November 2014. Furthermore, in accordance with the joint statement issued by the PBOC, the Ministry of Housing and Urban-Rural Development and the Banking Regulatory Commission on 30 March 2015, buyers of second homes would be required to make a minimum down payment of 40%, down from the previous 60%, as part of efforts to encourage upgraders to take the plunge. Property owners are also exempt from paying a business tax on the sale of an ordinary home if they have owned it for at least two years, down from the previous minimum of five years under the Notice on the Amendments to Business Tax Policies on Individual Housing Transfer issued by Ministry of Finance and State Administration of Taxation on 30 March 2015.

<sup>^:</sup> Pre-sale value not handed over to buyers is computed as follows: Pre-sales at the beginning of the year plus New pre-sales during the year less those handed over to buyers during the year (recognised as sales during the year).

The moves by the PRC government recently would boost the property market in the PRC as the buyers are now provided with much more incentives. Accordingly, the Group remains optimistic with the prospect of property industry and will continue to enhance the quality of our properties and associated services to increase our competitiveness in the property market.

During the year under review, the Group started to examine the connection among our properties, mobile internet technologies and online-to-offline ("OTO") business model. The Group considered that such connection would have a significant impact on our residential and commercial properties to be developed in the future.

The Group will also continue to explore and seek new business opportunities to broaden revenue and improve profitability.

## FINAL DIVIDEND

The Directors of the Company do not recommend the payment of a final dividend of the Company for the year ended 31 March 2015 (2014: Nil).

#### **CLOSURE OF REGISTER OF MEMBERS**

The register of members of the Company will be closed from Tuesday, 21 July 2015 to Thursday, 23 July 2015, both days inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend the annual general meeting to be held on Thursday, 23 July 2015, all completed transfer forms accompanies by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Monday, 20 July 2015.

## ANNUAL GENERAL MEETING

It is proposed that the annual general meeting of the Company will be held at Room 1215, Tower B, Hunghom Commercial Centre, 37-39 Ma Tau Wai Road, Hunghom, Kowloon, Hong Kong at 10:00 a.m. on Thursday, 23 July 2015. The notice of the annual general meeting will be published on the websites of the Stock Exchange and the Company and sent to the shareholders of the Company in due course.

#### SCOPE OF WORK OF BDO LIMITED

The figures in respect of the preliminary announcement of the Group's results for the year ended 31 March 2015 have been agreed by the Group's auditor, BDO Limited, to the amounts set out in the Group's draft consolidated financial statements for the year. The work performed by BDO Limited in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the Hong Kong Institute of Certified Public Accountants and consequently no assurance has been expressed by BDO Limited on the preliminary announcement.

#### AUDIT COMMITTEE AND REVIEW OF ACCOUNTS

The audit committee of the Company has discussed and reviewed with the management the annual results and consolidated accounts for the year ended 31 March 2015.

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

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

#### CORPORATE GOVERNANCE COMPLIANCE

The Company focuses on maintaining high standard of corporate governance in order to achieve sustainable development and enhance corporate performance especially the areas of internal control, fair disclosure and accountability to all shareholders.

In the opinion of the Board, the Company has complied with the Corporate Governance Code (the "CG Code") as set out in Appendix 14 to the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") during the year under review, except as noted hereunder.

#### MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 to the Listing Rules (the "Model Code") as its code of conduct for securities transactions by the Directors. After having made specific enquiries with all Directors, all Directors have confirmed that they have complied with the required standards set out in the Model Code and its code of conduct in the year ended 31 March 2015.

## PUBLICATION OF ANNUAL RESULTS ANNOUNCEMENT, ANNUAL REPORT AND CIRCULAR

The annual results announcement is published on the websites of the Stock Exchange (http://www.hkex.com.hk) and the Company (http://www.sinoharbour.com.hk). The 2014/15 Annual Report and a circular containing the notice of Annual General Meeting are to be dispatched to shareholders of the Company and published on the above websites in due course.

#### **CAUTION STATEMENT**

The Board wishes to remind investors that the above unaudited financial statements and operational statistics for the years ended 31 March 2015 and 2014 are based on the Group's internal information. Investors should note that undue reliance on or use of such information may cause investment risks. Investors are advised to exercise caution when dealing in the securities of the Company.

This announcement contains forward-looking statements regarding the objectives and expectations of the Group with respect to its opportunities and business prospects. Such forward-looking statements do not constitute guarantees of future performance of the Group and are subject to factors that could cause the Company's actual results, plans and objectives to differ materially from those expressed in the forward-looking statements. These factors include, but not limited to, general industry and economic conditions, shifts in customer demands, and changes in government policies. The Group undertakes no obligation to update or revise any forward-looking statements to reflect subsequent events or circumstances.

This announcement is originally prepared in English. In case of any inconsistency between the English version and the Chinese version, the English version shall prevail.

By order of the board of directors
Sino Harbour Property Group Limited
SHI Feng

Deputy Chairman

Hong Kong, 29 May 2015

As at the date of this announcement, the Board comprises Mr. SHI Feng, Mr. WONG Lui and Ms. GAO Lan as executive Directors, Ms. CHAN Heung Ling as non-executive Director and Mr. XIE Gang, Mr. LEE Man To and Ms. ZHANG Juan as independent non-executive Directors.