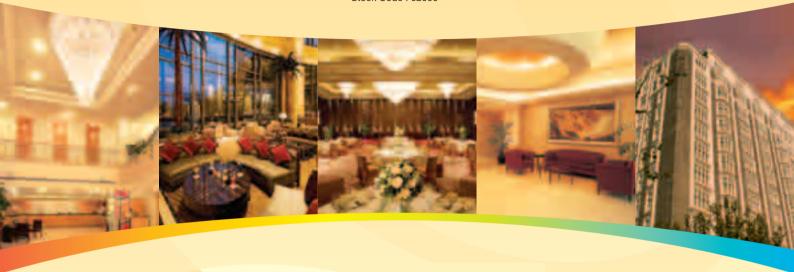


## Shanghai Jin Jiang International Hotels (Group) Company Limited

(a joint stock company incorporated in the People's Republic of China with limited liability)

Stock Code: 02006



**Interim Report 2010** 



## **CONTENTS**

Corporate Informatio	2
Information on Hotels of the Grou	3
Operational Statistic	7
Definitions and Glossary of Technical Term	8
Management Discussion and Analysi	10
Business Review	10
Star-Rated Hotel	11
Budget Hotel	11
Food and Restaurant	12
Overseas Hotel	12
Financial Review	13
Group Debts and Financial Condition	16
Available-For-Sale Financial Asset	17
Human Resource	17
Corporate Strategies and Outlook for Future Developmen	18
Other Informatio	19
Unaudited Condensed Consolidate Interim Balance Shee	22
Unaudited Condensed Consolidate Interim Income Statemer	24
Unaudited Condensed Consolidate Interim Statement of Comprehensive Incom	25
Unaudited Condensed Consolidate Interim Statement of Changes in Equit	26
Unaudited Condensed Consolidate Interim Cash Flow Statemer	28
Notes to the Unaudited Condensed Consolidate Interim Financial Statement	29

## CORPORATE INFORMATION

#### **EXECUTIVE DIRECTORS**

Mr. Yu Minliang (Chairman)

Ms. Chen Wenjun

Mr. Yang Weimin (CEO)

Mr. Chen Hao

Mr. Xu Zurong

Mr. Han Min

Mr. Kang Ming

#### **NON-EXECUTIVE DIRECTOR**

Mr. Shen Maoxing (Vice Chairman)

# INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Ji Gang

Mr. Xia Dawei

Mr. Sun Dajian

Dr. Rui Mingjie

Mr. Yang Menghua

Dr. Tu Qiyu

Mr. Shen Chengxiang

Mr. Lee Chung Bo

#### **SUPERVISORS**

Mr. Wang Xingze

(Chairman of Supervisory Committee)

Mr. Wang Guoxing

Mr. Ma Mingju

Ms. Chen Junjin

Ms. Jiang Ping

Mr. Zhou Qiquan

### **AUTHORISED REPRESENTATIVES**

Mr. Yang Weimin

Mr. Kang Ming

#### **JOINT COMPANY SECRETARIES**

Mr. Kang Ming

Mr. Ngai Wai Fung

#### **QUALIFIED ACCOUNTANT**

Dr. Ai Gengyun

#### **AUDIT COMMITTEE**

Mr. Xia Dawei (Chairman)

Mr. Yang Menghua

Mr. Sun Dajian

#### **REMUNERATION COMMITTEE**

Mr. Chen Hao (Chairman)

Mr. Ji Gang

Mr. Yang Menghua

# STRATEGIC INVESTMENT

Mr. Yang Weimin (Chairman)

Mr. Chen Hao

Dr. Rui Mingjie

#### **INTERNATIONAL AUDITOR**

PricewaterhouseCoopers

#### PRC AUDITOR

PricewaterhouseCoopers Zhong Tian CPAs Company Limited

#### **LEGAL ADVISERS**

As to Hong Kong law & US law: Baker & McKenzie

As to PRC law:

King and Wood

#### CHINESE NAME OF THE COMPANY

上海錦江國際酒店 (集團) 股份有限公司

## **ENGLISH NAME OF THE COMPANY**

Shanghai Jin Jiang International Hotels (Group) Company Limited

# H SHARE REGISTRAR AND TRANSFER OFFICE

Computershare Hong Kong Investor

Services Limited

Shops 1712-1716, 17th Floor

Hopewell Centre

183 Queen's Road East

Wanchai, Hong Kong

# INVESTOR AND MEDIA RELATIONS CONSULTANT

iPR Ogilvy Limited

#### PRINCIPAL BANKERS

Industrial and Commercial Bank of China, Shanghai Branch

Bank of China, Shanghai Branch

#### **LEGAL ADDRESS**

Room 316-318

No. 24 Yang Xin Dong Road

Shanghai

The People's Republic of China

(the "PRC")

# PRINCIPAL PLACE OF BUSINESS IN THE PRC

26/F., Union Building No. 100 Yan'an East Road Shanghai, the PRC (Puxi)

13th Floor, Youyou Yanqiao Building

No. 489 Pudian Road

Shanghai, the PRC (Pudong)

# PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 3203, 32nd Floor Shun Tak Centre, West Tower 200 Connaught Road Central Hong Kong Special Administrative

Region of the PRC ("Hong Kong")

## STOCK EXCHANGE ON WHICH H SHARES OF THE COMPANY ("H SHARES") ARE LISTED

Main board ("Main Board")

of The Stock Exchange of Hong Kong

Limited (the "Stock Exchange")

Abbreviation of H Shares:

JIN JIANG HOTELS

Stock code: 02006

Website:www.jinjianghotels.com.cn

Tel: (86-21) 6326 4000 Fax: (86-21) 6323 8221

## STATISTICS OF ALL HOTELS

All hotels (As at 30 June 2010)	Hote which th held Hotel and ma by the	e Group I Interests anaged	Hote which th held Hote but ma by third	e Group I Interests	Hotels by third but ma	parties anaged	by third p	owned parties but ranchises Group Total	Total r	
	Number of hotels	Number of Rooms	Number of hotels	Number of Rooms	Number of hotels	Number of Rooms	Number of hotels	Number of Rooms	Number of hotels	Number of Rooms
Hotel Category Landmark Hotels	6	1,666	_	_	_	_	_	_	6	1,666
Luxury Hotels (excluding Landmark Hotels)										
-5-star hotels	4	2,467	2	974	36	11,487	_	_	42	14,928
-4-star hotels	9	3,837	2	944	35	9,185	_	_	46	13,966
Subtotal	13	6,304	4	1,918	71	20,672	_	-	88	28,894
Commercial Hotels										
-3-star hotels	6	1,112	_	_	5	1,206	_	_	11	2,318
-2-star hotels	4	564	_	_	_		_		4	564
Subtotal	10	1,676	_	-	5	1,206	_	-	15	2,882
Budget Hotels	165	24,276	_	_	_	_	340	38,921	505	63,197
Total	194	33,922	4	1,918	76	21,878	340	38,921	614	96,639

## STATISTICS OF HOTELS IN OPERATION

In operation (As at 30 June 2010)	Hote which th held Hote and ma by the	e Group I Interests anaged	Hote which th held Hote but ma by third	e Group I Interests anaged	Hotels by third but ma by the	parties anaged	by third p	owned parties but ranchises Group Total	Total nu hotels in	
	Number of hotels	Number of Rooms	Number of hotels	Number of Rooms	Number of hotels	Number of Rooms	Number of hotels	Number of Rooms	Number of hotels	Number of Rooms
	or noters	01 11001113	OI HOLOIS	OI HOOIII3	OI HOLCIS	OI HOOMS	OI HOLOIS	OI HOOMS	or noters	OI HOOMS
Hotel Category Landmark Hotels	6	1,666	_	_	_	_	_	_	6	1,666
Luxury Hotels (excluding Landmark Hotels)										
-5-star hotels	4	2,467	2	974	18	5,940	_	_	24	9,381
-4-star hotels	9	3,837	2	944	26	6,552	_	_	37	11,333
Subtotal	13	6,304	4	1,918	44	12,492	-	_	61	20,714
Commercial Hotels										
-3-star hotels	6	1,112	_	_	5	1,206	_	_	11	2,318
-2-star hotels	4	564	_	_	_		_		4	564
Subtotal	10	1,676	_	-	5	1,206	_	-	15	2,882
Budget Hotels	133	20,463	_	_	_		236	28,560	369	49,023
Total	162	30,109	4	1,918	49	13,698	236	28,560	451	74,285

## STATISTICS OF HOTELS UNDER DEVELOPMENT

Under development (As at 30 June 2010)	Hote which th held Hotel and ma by the	e Group I Interests anaged Group Total	held Hote but ma by third	ne Group I Interests anaged parties Total	but ma	parties anaged Group Total	granted f	parties but ranchises Group Total		under pment Total
	Number of hotels	Number of Rooms	Number of hotels	Number of Rooms	Number of hotels	Number of Rooms	Number of hotels	Number of Rooms	Number of hotels	Number of Rooms
Hotel Category Landmark Hotels	-	_	_	_	_	_		_	_	_
Luxury Hotels (excluding Landmark Hotels)										
-5-star hotels	_	_	_	_	18	5,547	_	_	18	5,547
-4-star hotels					9	2,633			9	2,633
Subtotal	_	-	-	_	27	8,180	_	_	27	8,180
Commercial Hotels  —3-star hotels		_					_			
-2-star hotels	_	_	_	_	_	_	_	_	_	_
Subtotal	_	_	_	_	_	_	_	_	_	_
Budget Hotels	32	3,813	_	_	_	_	104	10,361	136	14,174
Total	32	3,813	_	_	27	8,180	104	10,361	163	22,354

## STATISTICS OF REGIONAL DISTRIBUTION

Province/autonomous region/municipality			In oper d hotels Total	ation Budget	Hotels Total	Star-rate	Under deve d hotels Total	elopment Budget	Hotels Total
		Number of hotels	Number of Rooms	Number of hotels	Number of Rooms	Number of hotels	Number of Rooms	Number of hotels	Number of Rooms
Eastern Region	Shanghai	33	11,511	76	10,266	_	_	12	1,268
O .	Zhejiang	3	853	27	3,486	1	285	4	421
	Jiangsu	8	2,263	70	8,632	5	1,360	21	2,300
	Anhui	2	396	6	719	_	_	8	865
	Shandong	3	983	34	3,777	4	1,620	14	1,206
Northern Region	Beijing	9	2,308	29	3,906	2	752	5	513
	Tianjin	_	_	10	1,485	_	_	2	129
	Hebei	6	1,518	3	377	1	285	8	763
	Liaoning	1	320	11	1,795	2	605	3	394
	Jilin	_	_	4	580	_	_	3	338
	Heilongjiang	1	174	6	776	1	300	1	80
Central Region	Henan	1	277	13	1,759	2	632	8	849
Ü	Hubei	3	842	11	1,748	_	_	4	473
	Hunan	1	300	5	797	_	_	2	227
	Jiangxi	3	735	8	1,101	_	_	2	148
	Guangxi	_	_	2	387	_	_	_	_
Southern Region	Fujian	_	_	9	1,117	2	620	6	576
· ·	Guangdong	_	_	9	1,340	1	350	7	699
	Hainan	2	543	1	283	_	_	_	_
Northwestern Region	Shanxi			8	1,086	1	115	4	591
·	Shaanxi	1	218	11	1,430	_	_	3	369
	Gansu	1	236	1	142	_	_	2	190
	Qinghai	_	_	1	155	_	_	2	122
	Xinjiang	_	_	_	_	_	_	4	466
	Inner Mongolia	1	900	3	326	1	220	4	420
	Ningxia	_	_	2	260	_	_	_	_
Southwestern Region	Chongqing	1	315	2	257	1	316	_	_
ŭ	Sichuan	_	_	5	857	3	720	3	248
	Guizhou	1	250	1	110	_	_	3	389
	Yunnan	1	320	_	_	_	_	1	130
	Tibet		_	1	69	_	_		_
Total		82	25,262	369	49,023	27	8,180	136	14,174

## **OPERATIONAL STATISTICS**

	First half of 2010	First half of 2009
Average Occupancy Rate		
-Landmark Hotels	63%	49%
-5-star Luxury Hotels	65%	47%
-4-star Luxury Hotels	64%	51%
-3-star Commercial Hotels	58%	38%
-2-star Commercial Hotels	67%	52%
—Budget Hotels	84%	77%
Average room rate (RMB)		
-Landmark Hotels	712	602
-5-star Luxury Hotels	893	819
-4-star Luxury Hotels	581	510
-3-star Commercial Hotels	364	329
-2-star Commercial Hotels	294	285
-Budget Hotels	182	171
RevPAR (RMB)		
-Landmark Hotels	445	293
-5-star Luxury Hotels	582	387
-4-star Luxury Hotels	374	259
-3-star Commercial Hotels	211	125
-2-star Commercial Hotels	196	149
-Budget Hotels	152	132

#### Notes:

- 1. Western Capital International Hotel of Xi'an was newly added to the category of 4-star Luxury Hotels;
- 2. Jin Jiang Marvel Y.M.C.A Hotel was newly added to the category of 3-star Commercial Hotels;
- 3. The ADR and average Occupancy Rate of Budget Hotels do not include those of franchised hotels.

## DEFINITIONS AND GLOSSARY OF TECHNICAL TERMS

"Acquired Companies"

Shanghai Jin Jiang International Hotels Development Company Limited New Asia Hotel, Shanghai Jin Jiang International Hotels Development Company Limited Metropole Hotel, Shanghai Jin Jiang International Management College, Jin Jiang International Hotel Management Company Limited, Sofitel Hyland Shanghai, Shanghai Jian Guo Hotel Company Limited, Shanghai Jin Jiang Tomson Hotel Company Limited, Wuhan Jin Jiang International Hotel Co., Ltd., Thayer Jin Jiang Interactive Company Limited, Shanghai Yangtze Hotel Company Limited and Wenzhou Dynasty Hotel Company Limited

"Acquired Interests"

all assets and liabilities of the branch New Asia Hotel, all assets and liabilities of Shanghai Jin Jiang International Hotels Development Company Limited Metropole Hotel, 100% equity interest in Shanghai Jin Jiang International Management College, 99% equity interest in Jin Jiang International Hotel Management Company Limited, 66.67% equity interest in Sofitel Hyland Shanghai, 65% equity interest in Shanghai Jian Guo Hotel Company Limited, 50% equity interest in Shanghai Jin Jiang Tomson Hotel Company Limited, 50% equity interest in Wuhan Jin Jiang International Hotel Co., Ltd., 50% equity interest in Thayer Jin Jiang Interactive Company Limited, 40% equity interest in Shanghai Yangtze Hotel Company Limited and 15% equity interest in Wenzhou Dynasty Hotel Company Limited held or owned by Jin Jiang Hotels Development

"ADR" room revenue divided by rooms in use

"Available Rooms" number of rooms available of each hotel after deducting Permanent House Use

"Board" the board of directors of the Company

"Budget Hotels" budget hotels in which the Group holds Substantial Hotel Interests and managed by Jin Jiang

Inn, or which are owned by third parties to which Jin Jiang Inn has granted a franchise,

most of which are operating under the trademarks of File and Institute a

"Commercial Hotel(s)" hotels in which the Group holds Hotel Interests or which are owned by the third parties but

managed by the Group, which have obtained or are expected to obtain 3-star or 2-star ratings (excluding Jin Jiang Pacific Hotel, New Asia Hotel and Metropole Hotel which are categorized as Landmark Hotels of the Group and other 3-star and 2-star hotels managed

by Jin Jiang Inn), according to the criteria set by the Group

"Company" Shanghai Jin Jiang International Hotels (Group) Company Limited

"Director(s)" the director(s) of the Company

"Disposed Companies" Jin Jiang Inn, Hotel Investment and Shanghai Jin Jiang Da Hua Hotel Co., Ltd.

"Disposed Interests" the 71.225% equity interest in Jin Jiang Inn, the 80% equity interest in Hotel Investment and

the 99% equity interest in Shanghai Jin Jiang Da Hua Hotel Co., Ltd. held by the Company

"Franchisee(s)" third parties who have entered into franchise agreement(s) with the Group for the licence to

use the Jin Jiang trademark or Jin Jiang Inn trademarks

"Group" the Company and its subsidiaries or, where the context so requires, in respect of the period

prior to the date of incorporation of the Company, those entities or businesses which were

contributed to and operated by the Company upon its establishment

"HAC" Hotel Acquisition Company, LLC

"HK\$" Hong Kong dollars, the lawful currency of Hong Kong

## DEFINITIONS AND GLOSSARY OF TECHNICAL TERMS

"Hotel Interests" the equity interests held by the Group in companies engaged in hotel operations which are

associated companies, jointly controlled entities or subsidiaries of the Company

"Hotel Investment" Shanghai Jin Jiang International Hotel Investment Company Limited

"IHR Group" Interstate Hotels & Resorts, Inc.

"Jin Jiang Hotels Development" Shanghai Jin Jiang International Hotels Development Company Limited

"Jin Jiang Inn" Jin Jiang Inn Company Limited

"Jin Jiang International" Jin Jiang International Holding Company Limited
"Jin Jiang International Finance" Jin Jiang International Finance Company Limited

"Landmark Hotels" Jin Jiang Hotel, Peace Hotel, Park Hotel, Metropole Hotel, New Asia Hotel and Jin Jiang

Pacific Hotel

"Listing Rules" Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

"Luxury Hotels" hotels in which the Group holds Hotel Interests or which are owned by third parties but

managed by the Group which have obtained or are expected to obtain 5-star or 4-star ratings (excluding Jin Jiang Hotel, Peace Hotel and Park Hotel, which are categorised as Landmark

Hotels), according to the criteria set by the Group

"Occupancy Rate" rooms in use divided by Available Rooms for a given period

"Permanent House Use" guest rooms which have been removed from the saleable inventory for a period longer than

six months

"Prospectus" the prospectus issued by the Company on 30 November 2006

"Reporting Period" the six months ended 30 June 2010
"RevPAR" room revenue per Available Room

"RMB" Renminbi Yuan, the lawful currency of the PRC

"Star-Rating Standard Manual" the star-rating standard for tourist hotels published by the National Tourism Administration

of the PRC

"Star-rating" or "Star-rated" number of star(s) conferred by the National Tourism Administration of the PRC to a hotel

according to the Star-rating Standard Manual and a Star-rated hotel refers to a hotel with

Star-rating conferred as mentioned above

"Substantial Hotel Interests" the equity interests held by the Group in companies engaged in hotel operations which are

jointly controlled entities or subsidiaries of the Company

"Supervisor(s)" the supervisor(s) of the Company

"Thayer" Thayer Lodging Group, Inc.

"Total Number of Rooms" number of available rooms per hotel

"US\$" United States dollars, the lawful currency of the United States

#### **BUSINESS REVIEW**

During the Reporting Period, the hotel industry of the Shanghai area continued to experience relatively notable recovery since the beginning of the second quarter of 2010, with the benefit of the opening of the Shanghai World Expo 2010. During the Reporting Period, revenue for the Group amounted to approximately RMB2,762,358,000, which represented an increase of 81.89% against the same period last year. Operating profit of the Group was approximately RMB273,197,000, which was 6.28% higher than the amount for the same period last year. Operating profit of the Group excluding other income was approximately RMB151,539,000, representing an increase of RMB161,759,000 as compared to the same period of 2009. Profit attributable to the shareholders of the Company amounted to approximately RMB118,129,000, representing a growth of approximately 8.78% against the same period last year. The increase in revenue was mainly attributable to the increase in revenue from the Group's Star-rated hotels and Budget Hotels, as well as the proportionate consolidation of IHR Group's 50% revenue following the acquisition of such jointly controlled entity since 18 March 2010. The substantial increase in operating profit excluding other income was mainly attributable to the substantial increase in revenue generated from Star-rated hotels and Budget Hotels.

In terms of business expansion, as at 30 June 2010, the Group held or managed 614 hotels with approximately 97,000 rooms either in operation or under development, spreading across 148 cities in 31 provinces, autonomous regions and municipalities in China. The Group remains the leading hotel group in the PRC in terms of the number of hotel rooms offered.

During the Reporting Period, the Group achieved further progress in its internal reorganisation with the completion of ownership transfer procedures relating to the assets swap of Star-rated hotels and Budget Hotels, the Acquired Interests, the Disposed Interests and the receipt of "Asset Ownership Transaction Certificates" issued by the Shanghai United Assets and Equity Exchange.

The Group established HAC on a 50:50 basis jointly with Thayer, a company with proven experience in investments. On 18 December 2009, HAC entered into a merger agreement with IHR Group to acquire the entire equity interests in IHR Group at a price of US\$2.25 per share. The transaction was completed on 18 March 2010. Following completion, IHR Group became a wholly-owned subsidiary of HAC and the Company indirectly owns a 50% equity interest in IHR Group through HAC.

On 1 April 2010, Shanghai Jin Jiang International Hotels Group (HK) Co., Ltd. entered into a hotel management joint venture agreement with Interstate Europe S.A.R.L., an indirect wholly-owned subsidiary of IHR Group, in respect of the establishment of a joint venture hotel management company. On the same day, the Company entered into (i) an equity investment management company joint venture contract with Thayer International Capital LLC (a company controlled by or affiliated with Thayer) in respect of the establishment of an equity investment management company; (ii) a non-legally binding industrial fund memorandum with Thayer in respect of the joint establishment of a fund; and (iii) a training plan memorandum with IHR Group and Thayer.

The Group collected a number of awards in hospitality industry during the Reporting Period. We were named again in the list of "Hotels China Award 2010, Hotel Corporate Top 10" awarded by the Chinese edition of the US HOTELS magazine. Furthermore, Jin Jiang International Hotel Management Company Limited, a subsidiary of the Group, was named a "Model for Corporate Governance in the PRC Hotel Industry". During the Reporting Period, "Jin Jiang Inn" trademark was recognised by the Trademark Office of the State Administration of Industry and Commerce as a famous trademark, and "Jin Jiang Inn" brand was named among the best branded budget hotels in the Greater China by the Tourism Award Committee of TTG China.

As the Group actively seized business opportunities arising from the Shanghai World Expo, seven Star-rated hotels under the Group were designated to provide accommodation for domestic distinguished guests of the Shanghai World Expo, while 12 Star-rated hotels and 26 Jin Jiang Inn Budget Hotels were designated as participation hotels of the Shanghai World Expo. RevPAR of the Group's Star-rated hotels in Shanghai increased by approximately 55% during the Reporting Period and by approximately 130% in May and June, as compared to the corresponding periods last year. RevPAR of the Group's Budget Hotels in Shanghai rose approximately 28% to approximately RMB200 during the Reporting Period and approximately 60% to RMB269 in May and June, as compared to the corresponding periods last year.

#### STAR-RATED HOTELS

Star-rated hotel business is one of the major sources of revenue for the Group and Shanghai is the base of the Group's business where approximately 80% of our self-managed Star-rated hotels are located. During the Reporting Period, Star-rated hotel business contributed approximately RMB1,213,267,000 to the Group's revenue, growing by 34.5% against the same period last year.

The overall refurbishment of Peace Hotel has been completed and the hotel has been re-opened since 28 July 2010. The re-opened Peace Hotel features state-of-the-art modern facilities in a setting of historical and cultural heritage and the Group intends to develop it as one of the most luxurious Star-rated hotels in Shanghai.

Y.M.C.A Hotel commenced soft operation in February 2010 as the first Commercial Hotel under the new brand name of "Marvel". The renovated Y.M.C.A Hotel features 142 hotel rooms and a 24-hour restaurant. The hotel has been well received by the market since its opening and its Occupancy Rate has increased quickly.

Renovation of the guest rooms, the corridors and the elevator hall at the North Tower of Jin Jiang Hotel was completed in mid April 2010. Renovation of the guest rooms on every floor, the executive lounge on the 40th floor and the 24-hour restaurant at the lobby at Jin Jiang Tower has been fully completed, while renovation work at the reception area of the lobby of Jin Jiang Tower was completed in late April 2010. The renovation has resulted in significant improvements in guest-room facilities.

On 28 January 2010, the Company entered into a share transfer agreement with Shanghai Sanhe Real Estate Company Limited ("Shanghai Sanhe") for the disposal of all its 30% equity interest in Chengdu Jinhe Real Estate Company Limited ("Chengdu Jinhe") to Shanghai Sanhe for a consideration of approximately RMB17,760,000. The final consideration will be further negotiated based on the valuation of the 30% equity interest in Chengdu Jinhe and is not determinable as at 27 August 2010. After completion of the transfer, the Company will no longer hold any equity interest in Chengdu Jinhe.

Energy conservation continued to be on top of the Group's agenda as we actively employed energy-saving technologies. During the Reporting Period, the Group completed the renovation of the exterior walls of Galaxy Hotel and Rainbow Hotel, where aluminum panels with temperature-keeping fillings were used and energy-saving aluminum alloy windows with sound and heat insulation features were installed to replace the traditional single-layer glass, resulting in significant energy conservation for the overall architecture of the two hotels. Meanwhile, the Group implemented air-source technology upgrade projects on a trial basis at various other hotels where appropriate, after achieving initial success in the geo-thermal heat pump energy-conservation technology projects. Trial operations of residual heat recycling were also conducted at certain of the Group's hotels, in addition to the employment of pressurised energy-saving water pump technology at certain hotels to carry out energy-saving conversions for traditional, powerful water pumps.

As at 30 June 2010, the Group owned and managed 109 Star-rated hotels with a total of 33,000 guest rooms, of which 77 hotels were managed by third-parties other than Jin Jiang International.

For online sales, development of the Jin Jiang Central Reservation System (JREZ) continued during the Reporting Period with efforts to expand channels for centralised reservations. Bookings through JREZ for about 67,000 room nights were received during the Reporting Period, representing a 68% increase against the same period last year. Referrals through the international distribution system (IDS) and the global distribution system (GDS) accounted for 63% of the patrons.

#### **BUDGET HOTELS**

Budget Hotels represent another principal operation of the Group. The business of Budget Hotels comprises mainly the operation of Jin Jiang Inn Budget Hotels on leased properties, the grant of franchises of the brand of Jin Jiang Inn to third-party hotel owners and the development of Budget Hotels on the Group's own properties.

Budget Hotels reported a fast growth in turnover during the Reporting Period, contributing approximately RMB737,810,000 to the Group's revenue, representing a 37.3% growth over the same period last year and accounting for 26.7% of the Group's turnover. Initial and ongoing franchise fees income amounted to approximately RMB50,335,000, representing a 38.4% growth over the same period last year.

During the Reporting Period, Jin Jiang Inn entered into new agreements for the development of 16 self-managed hotels and 50 franchised hotels. As at 30 June 2010, a total of 505 Jin Jiang Inn Budget Hotels were either in operation or under development (including 38 Bestay Hotels Express), offering over 63,000 guest rooms. During the Reporting Period, 36 new Jin Jiang Inn Budget Hotels commenced operations, among which 11 were self-managed hotels and 25 were franchised hotels. As at 30 June 2010, there were 369 Jin Jiang Inn Budget Hotels in operation.

During the Reporting Period, 160,000 patrons enrolled as members of Jin Jiang Inn, taking the total number of membership to 990,000. A total of 390,000 Jin Jiang Inn-Bank of Communications Cards had been issued and over 6,300 enterprises had registered as corporate members. Meanwhile, through the commissioning of the new paging centre and by strengthening its marketing efforts for online reservation, Jin Jiang Inn has effectively enhanced its room reservation functions, provided additional marketing support for chain outlets throughout the nation and boosted its capacity for guest reception.

#### **FOOD AND RESTAURANTS**

During the Reporting Period, the Group's various brands of restaurant chains held through Jin Jiang Hotels Development continued to report a stable growth. As at 30 June 2010, Shanghai KFC had a total of 260 outlets, 14 more than it had as at the end of 2009, recording a steady growth in revenue and profit and maintaining its leading position in Shanghai's fast food industry. New Asia Snacks, Shanghai Yoshinoya and Jing An Bakery had 56, 19 and 65 outlets respectively. Chinoise Story operated two restaurants at Jin Jiang Hotel and Wuhan Jin Jiang International Hotel respectively.

#### **OVERSEAS HOTELS**

The overseas hotel business of the Group was mainly represented by IHR Group in which the Group had a 50% equity interest. For the period from 18 March 2010 (date of acquisition of IHR Group) to 30 June 2010, IHR Group and its affiliates managed and/or owned interests in 232 hotel properties located variously in 36 states and the District of Columbia of the United States, Russia, India, Mexico, Belgium, Canada, Ireland and England, supplying over 46,000 guest rooms in aggregate. Through proportionate consolidation, IHR Group contributed to the Group operating revenue equivalent to approximately RMB699,788,000 for the period from 18 March 2010 (date of acquisition of IHR Group) to 30 June 2010, including hotel operation revenue equivalent to approximately RMB79,487,000, hotel management revenue equivalent to approximately RMB51,271,000, and other revenue from managed properties equivalent to approximately RMB569,030,000. IHR Group reported an ADR of US\$102 and average Occupancy Rate of 67.3% for its owned hotels. IHR Group reported higher Occupancy Rate but lower ADR as compared to the same period last year, while its RevPAR was basically the same as compared to the same period last year. The other revenue from managed properties represents the expenses incurred in managing the hotel properties for which IHR Group is contractually reimbursed by the property owner and generally includes salary and employee benefits for the employees working in the properties and certain other related costs. The reimbursable expenses were recorded as revenue and cost of sales with zero effect on operating profit.

#### **FINANCIAL REVIEW**

#### **Turnover**

The Group's financial information for the Reporting Period against the same period in 2009 is set out below:

	Six months e 30 June 20		Six months ei 30 June 20	
		Percentage of		Percentage of
	RMB million	Turnover	RMB million	Turnover
Star-rated hotels	1,213.3	43.9%	902.2	59.4%
Budget Hotels	737.8	26.7%	537.4	35.4%
Food and restaurants	95.3	3.5%	64.8	4.3%
Other operations in China	16.2	0.6%	14.3	0.9%
Overseas hotels	699.8	25.3%		_
Total	2,762.4	100.0%	1,518.7	100.0%

#### Star-rated Hotels

The following table sets out turnover contributions from the operating segments and different businesses of the Group's Star-rated hotels as a percentage of the Group's turnover for the Reporting Period against the same period in 2009:

	Six months e	nded	Six months ended		
	30 June 20	10	30 June 20	109	
		Percentage of		Percentage of	
	RMB million	Turnover	RMB million	Turnover	
<ul> <li>Accommodation revenue</li> </ul>	623.2	51.3%	414.5	46.0%	
<ul> <li>Food and beverage sales</li> </ul>	393.9	32.4%	317.6	35.2%	
- Rendering of ancillary services	60.3	5.0%	48.7	5.4%	
- Rental revenue	77.4	6.4%	73.9	8.2%	
<ul> <li>Sales of hotel supplies</li> </ul>	28.6	2.4%	22.0	2.4%	
Star-rated hotel management	29.8	2.5%	25.6	2.8%	
Total	1,213.3	100.0%	902.2	100.0%	

### **Accommodation Revenue**

Accommodation revenue was mainly determined by the number of Available Rooms, Occupancy Rate and ADR of the Group's hotels. The accommodation revenue of Star-rated hotels for the Reporting Period was approximately RMB623,159,000, representing a substantial increase of 50.4% over the same period in 2009. The growth was attributable to the significant improvements in the average Occupancy Rate and ADR over the same period last year because of the opening of the Shanghai World Expo, as Shanghai recorded a 33.1% increase in the number of inbound tourists during the Reporting Period according to the statistics published by the Shanghai Municipal Tourism Administrative Commission. According to the information published on the official website of the Shanghai World Expo 2010, 21.13 million visitors had visited the World Expo Park as at 30 June 2010.

#### Food and Beverage Sales

The Group's food and beverage sales primarily comprise catering for weddings and conferences, room services for guests and other sales in bars and restaurants in the hotels. Revenue from food and beverages sales at Star-rated hotels increased by approximately 24.0% over the same period last year to approximately RMB393,863,000, reflecting the increase in the prices of food and beverage and banquet driven by higher costs in utilities, labour and raw materials, coupled with improved hotel Occupancy Rates.

#### **Rendering of Ancillary Services**

The revenue from rendering of ancillary services mainly represents the turnover generated from gift shop, entertainment, laundry services and other guest services. During the Reporting Period, the revenue from rendering of ancillary services amounted to approximately RMB60,334,000, representing an increase by approximately RMB11,629,000 or approximately 23.9% as compared to the same period in 2009.

#### **Rental Revenue**

During the Reporting Period, rental revenue was mainly generated from the leasing of space at the Group's hotels for shops, showcase and other purposes. The rental revenue increased by approximately RMB3,562,000 or approximately 4.8% against the same period in 2009.

#### Sales of Hotel Supplies

During the Reporting Period, turnover from guest amenities and hotel supplies increased by approximately RMB6,621,000 or approximately 30.1% as compared to the same period in 2009. The increase was mainly attributable to the increase in the business volume of Star-rated hotels.

#### Star-rated Hotel Management

The sales revenue of Star-rated hotel management for the first half of 2010 amounted to approximately RMB29,838,000, representing an approximately 16.4% increase over the same period last year. Such sales revenue represented mainly the management fee received from hotel management services provided to Star-rated hotels not owned by the Group. Revenue from management fees increased as the operating results of the managed hotels improved steadily in tandem with the economic recovery. The increase was also attributable to the addition of new managed hotels during the Reporting Period.

### **Budget Hotels**

Turnover of Budget Hotels during the Reporting Period amounted to approximately RMB737,810,000, representing an increase of approximately RMB200,431,000 or approximately 37.3% against the same period last year. The increase was mainly attributable to the increase in Available Rooms from the 11 newly opened Budget Hotels during the Reporting Period and 10 newly opened Budget Hotels during the second half of 2009, as well as the increase in initial franchise fees and ongoing franchise fees received from Franchisees for the grant of rights to use our brand and the provision of technical and management services. Initial and ongoing franchise fees income for the Reporting Period amounted to approximately RMB50,335,000, representing a growth of 38.4% against the same period last year.

#### **Food and Restaurant Operation and Others**

Revenue from the food and restaurant operation is mainly derived from New Asia Café de Coral, Chinoise Story and Shanghai New Asia Food Company Limited. During the Reporting Period, revenue from the segment of food and restaurant operation amounted to approximately RMB95,288,000, representing an increase of approximately RMB30,533,000 or 47.2% against the same period in 2009. Revenue from the food and restaurant operation was mainly derived from the fast food chain operations and moon cake production business, namely New Asia Café de Coral, Chinoise Story and Shanghai New Asia Food Company Limited. The growth during the Reporting Period was attributable mainly to the increase in sales revenue of the restaurant chains driven by the massive influx of tourists visiting the Shanghai World Expo, as well as the fact that New Asia Café de Coral has only been included in the consolidated financial statements since March last year.

Moreover, the Group also engages in other businesses, including the provision of intra-group financial services through Jin Jiang International Finance and the operation of training schools. During the Reporting Period, revenue from such other businesses amounted to approximately RMB16,205,000, representing an increase of approximately 12.9% against the same period last year.

#### Cost of Sales

Cost of sales for the Reporting Period amounted to approximately RMB2,108,370,000, representing an increase of approximately 81.2% against the same period last year. The increase was mainly attributable to the additional cost of sales associated with the inclusion of IHR Group in the consolidated financial statements amounting to approximately RMB621,492,000 and the increase in the consumption of utilities and supplies with higher Occupancy Rates at the Star-rated hotels and Budget Hotels. The increase in cost of sales was also attributable to the addition of West Capital International Hotel in Xi'an, the re-opening of Y.M.C.A Hotel as a Commercial Hotel, as well as the business expansion and increase in chain outlets of Budget Hotels. Cost of sales from IHR Group, after proportionate consolidation, included other expenses from managed properties equivalent to approximately RMB569,030,000, which was the same amount as other revenue from managed properties and has zero effect on operating profit.

#### **Gross Profit**

For the above reasons, the Group recorded a gross profit of approximately RMB653,988,000 for the Reporting Period, representing an increase of approximately RMB299,014,000 or approximately 84.2% as compared to the same period in 2009.

#### Other Income

Other income for the Reporting Period amounted to approximately RMB121,658,000, representing a decrease of 54.48% as compared to the same period last year, which was mainly attributable to the gains of approximately RMB75,619,000 from the disposal of shares in Shanghai Pudong Development Bank Co., Ltd. by the Group, approximately RMB69,476,000 from the disposal of a 45% equity interest in Shanghai Zhongya Hotel and approximately RMB62,932,000 from the disposal of a 7% equity interest in Shanghai KFC, respectively by Jin Jiang Hotels Development, for the same period last year while no such gains in the Reporting Period. In addition, dividend of approximately RMB52,331,000 (same period in 2009: approximately RMB10,064,000) was received from Changjiang Securities for the Reporting Period. Other income for the Reporting Period also include dividend income received from equity investments in KFCs in Suzhou, Wuxi and Hangzhou, amounted to approximately RMB37,114,000 (same period in 2009: approximately RMB36,025,000).

#### Selling and Marketing Expenses

Selling and marketing expenses for the Reporting Period, comprising primarily labour costs, travel agents commission and advertising expenses, amounted to approximately RMB103,766,000 (same period in 2009: approximately RMB74,683,000), representing an increase of approximately 38.9% against the same period last year. This included additional selling and marketing expenses associated with the inclusion of IHR Group in the consolidated financial statements for the period from 18 March 2010 (date of acquisition of IHR Group) to 30 June 2010 amounting to approximately RMB10,393,000. In addition, travel agents commission and labour costs also increased.

### **Administrative Expenses**

Administrative expenses for the Reporting Period increased by approximately 36.3% to approximately RMB382,098,000 (same period in 2009: approximately RMB280,255,000), comprising mainly additional administrative expenses attributable to the inclusion of IHR Group in the consolidated financial statements for the period from 18 March 2010 (date of acquisition of IHR Group) to 30 June 2010 in the approximate amount of RMB54,492,000, the addition of West Capital International Hotel in Xi'an, the re-opening of Y.M.C.A Hotel as a Commercial Hotel, the pre-operating expenses of Peace Hotel, as well as the business expansion and increase in chain outlets of Budget Hotels.

#### Other Expenses

Other expenses for the Reporting Period, consisting primarily of bank charges and losses from the disposal of property, plant and equipment, increased by approximately 61.7% to approximately RMB16,585,000 (same period in 2009: approximately RMB10,256,000). The growth reflected a growth in credit card commission in line with the increase in turnover in hotel operations, resulting in higher bank charges.

#### **Finance Cost**

Finance cost comprises mainly interest expenses in respect of the Group's bank borrowings. During the Reporting Period, finance cost increased by approximately 106.91% to approximately RMB39,415,000 (same period in 2009: approximately RMB19,049,000), reflecting mainly an increase in finance cost by approximately RMB15,620,000 as a result of the inclusion of IHR Group in the consolidated financial statements since 18 March 2010 and the additional finance cost of the Company amounting to approximately RMB8,865,000.

#### **Share of Results of Associates**

Results of associates primarily include results of the Group's associates Shanghai Kentucky Fried Chicken Company Limited ("Shanghai KFC") and Shanghai Yangtze Hotel Company Limited ("Shanghai Yangtze"). Share of results of associates for the Reporting Period amounted to approximately RMB40,085,000 (same period in 2009: approximately RMB31,194,000). The increase was mainly attributable to the increase in share of results from Shanghai Yangtze and Shanghai KFC by approximately RMB5,163,000 and RMB1,657,000, respectively, as compared to the same period last year.

#### Taxation

The effective tax rate for the Reporting Period was approximately 18.19% (same period in 2009: approximately 19.42%).

#### **Net Profit**

As a result of the factors described above, net profit for the Reporting Period attributable to the shareholders of the Company was approximately RMB118,129,000 (same period in 2009: approximately RMB108,593,000), representing an increase of approximately RMB9,536,000 or approximately 8.78% against the same period last year.

#### **Pledge of Assets**

As at 30 June 2010, finance lease equipment of the Group's PRC companies with a carrying amount of approximately RMB26,355,000 was pledged as security for finance lease liabilities of the Group with a carrying amount of RMB27,035,000. Assets of the Group's overseas companies with a carrying amount of approximately US\$173,407,000 was pledged as security for bank borrowings with a carrying amount of approximately US\$102,749,000.

#### **Gearing Ratio**

The gearing ratio (calculated as total borrowings divided by total assets) increased from approximately 8.4% as at 31 December 2009 to approximately 16.0% as at 30 June 2010.

#### **GROUP DEBTS AND FINANCIAL CONDITIONS**

The total amount of bank loans owed by the Group's PRC companies as at 30 June 2010 was US\$18,960,000 (equivalent to RMB128,755,000), which were guaranteed loans. The total amount of entrusted loans owed to related party Jin Jiang International was RMB901,563,000. Liabilities relating to finance lease equipment of the energy conservation projects amounted to RMB27,035,000.

The total amount of bank loans owed by the Group's overseas companies as at 30 June 2010 was US\$142,349,000 (equivalent to RMB966,677,000), comprising credit loans of US\$39,600,000 (equivalent to RMB268,920,000) and guaranteed loans of US\$102,749,000 (equivalent to RMB697,757,000).

The Group has fulfilled all covenants under the remaining loan agreements. Outstanding borrowings as at 30 June 2010 are analysed as follows:

(RMB'000)	M: Within 1 year	Between	oted borrowings of 30 June 2010 Between 2 and 5 years	outstanding as at Over 5 years	Total
Borrowings					
Corporate bank borrowings					
(denominated in US\$)	491,219	364.369	239.844	_	1.095.432
Borrowings from Jin Jiang	401,210	004,000	200,044		1,000,402
International	_	_	901.563*	_	901,563
Finance lease liabilities	1,435	1,519	5,206	18,875	27,035
Total	492,654	365,888	1,146,613	18,875	2,024,030

These borrowings carry a fixed interest rate of 4.62%. All the other borrowings carry interests charged at floating rates.

#### **Treasury Management**

The Group had strong cash flow, with cash and cash equivalents as at 30 June 2010 and 31 December 2009 amounting to approximately RMB1,395,864,000 and RMB1,460,381,000, respectively.

#### **Interest Rate Risk Management**

Jin Jiang International Finance, a subsidiary of the Company, acts as a non-bank financial institution within the Group. In order to centralise cash resources and improve the efficiency of fund applications, the subsidiaries, jointly controlled entities and associates of the Company deposit as much of their cash as possible in the accounts held with Jin Jiang International Finance and borrow from Jin Jiang International Finance as first priority for financing requirements. As a result, the Group's interest expenses of external bank borrowings have decreased.

During the Reporting Period, the Group was not subject to any exposure to significant fluctuation in exchange rate nor was it engaged in any hedging activities. The Group will actively consider the use of relevant financial instruments to manage interest rate risks and currency exchange rate risks in line with its business development.

#### **AVAILABLE-FOR-SALE FINANCIAL ASSETS**

Available-for-sale financial assets held by the Group included 13,148,849 shares in Avic Real Estate (000043.SZ), 130,828,701 shares in Changjiang Securities (000783.SZ) and 921,610 shares in Bank of Communications (601328.SH) held by a majority owned subsidiary of the Group, Jin Jiang Hotels Development.

#### **HUMAN RESOURCES**

As at 30 June 2010, the Group (excluding newly added overseas hotels) had approximately 21,100 employees, representing an increase of approximately 8.2% against the same period last year. Employee benefit expense (excluding newly added overseas hotels) during the Reporting Period increased by approximately RMB93,481,000 or 18.2% against the same period of 2009. The additional employee benefit expense associated with the inclusion of IHR Group in the consolidated financial statements for the period from 18 March 2010 (date of acquisition of IHR Group) to 30 June 2010 amounted to approximately RMB64,235,000. Employee benefit expense for existing employees comprises basic salary, discretionary bonus and social security contributions. No share option scheme has been set up by the Group so far. Remuneration for the Company's employees was determined on the basis of the qualifications, experience and contributions of individual employees.

#### CORPORATE STRATEGIES AND OUTLOOK FOR FUTURE DEVELOPMENT

The Group has implemented diversified strategies to sustain long-term development, which include the strategic redeployment of hotel assets, expansion of Budget Hotels, upgrading of Landmark Hotels, brand enhancement strategy, strengthening of hotel management standards and reinforcing market leadership. Through the assets swap with Jin Jiang Hotels Development, the Group has further rationalised its business structure which is focused on Star-rated hotels and secured support for its future business development in various aspects.

Since the beginning of the second quarter of 2010, the business of the Group's high-end Star-rated hotels had shown signs of gradual recovery with notable improvements in Occupancy Rate. Hotels in all categories had reported a significant year-on-year growth in average RevPAR, especially after the opening of the Shanghai World Expo 2010. The continuation of the Shanghai World Expo 2010 will attract increasing attention, while the Group will seek to showcase its superior brand image amid the success of this spectacular and memorable event, seizing every business opportunity to maximise the Expo effect to its benefit.

The Group is the leading hotel investor cum operator in China. With the benefit of its competitive advantages in hotel ownership and management, the Group is well-positioned to strengthen control over its hotels while realising potential value growth for its hotel properties. The Group will enhance future profitability through the redeployment of funds to rationalise the distribution and network of its hotels.

The Group will be committed to improving its management standards and core competitiveness and increasing its brand influence in the international hotel market by bringing into full play the synergies of its international mergers and acquisitions and making long-term plans with reference to the expertise and experience of its foreign partners.

The Group will fully leverage its asset reorganisation completed during the Reporting Period to integrate its business structures and improve its operating systems, seeking to resolve issues in intra-group competition and connected transactions originating from its historical set-up as well as to cut tax expenses. We will further enhance our core competitiveness in the industry and generally improve our corporate image by building a concise and efficient management structure that befits a listed company, improving our corporate governance structure and reducing management costs.

The Company entered into a share transfer agreement with its controlling shareholder Jin Jiang International on 13 August 2010 to acquire equity interests in Shanghai Jin Jiang International Industrial Investment Co., Ltd. and Shanghai Jin Jiang International Travel Co., Ltd. The cash consideration for the acquisition will be funded by internal resources of the Company and financing. Assuming successful completion of the acquisition, the Company will become the controlling shareholder of these two companies, which will help to build a listed flagship platform and extend its hotel and tourism business chain, foster synergies in operation and explore new business models.

The Group will continue to strengthen its six major platforms, namely information, finance, purchasing, marketing, human resources and management systems. Innovations will be explored in six aspects, namely business models, hotel networks, asset allocation, institutions and systems, management and corporate culture. Core competitive advantages of Jin Jiang Hotels will be enhanced in terms of brand building, networking, human resources and management systems, so that it will develop into a leading hotel operator and manager in China with international competitive advantages.

## OTHER INFORMATION

#### **INTERIM DIVIDEND**

The Board does not recommend the payment of an interim dividend for the Reporting Period. The Board does not expect any waiver of future dividends by any shareholder.

#### PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES

During the Reporting Period, neither the Company nor any of its subsidiaries purchased, redeemed or sold any of its listed securities.

#### INTERESTS IN SHARES OF DIRECTORS, CHIEF EXECUTIVE AND SUPERVISORS

As at 30 June 2010, none of the Directors, chief executive or Supervisors of the Company had any interest or short positions in the shares, underlying shares or debentures of the Company which are required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO") (including interests and short positions which he or she is taken or deemed to have under such provisions of the SFO) or which was required to be entered in the register required to be kept by the Company pursuant to Section 352 of the SFO or which was otherwise required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code"), which shall be deemed to apply to the Supervisors to the same extent as it applies to the Directors.

#### INTERESTS IN SHARES OR UNDERLYING SHARES OR DEBENTURES OF ASSOCIATED CORPORATIONS

As at 30 June 2010, three Directors, namely Mr. Xu Zurong, Mr. Yang Weimin and Mr. Chen Hao held the following equity interests in Jin Jiang Inn:

Name	Equity interest in Jin Jiang Inn	Nature of interests	Capacity	Percentage in total registered capital of Jin Jiang Inn
Xu Zurong	2,594,600 (Note 1)	Long Position	Beneficial owner	1.4438% (Note 1)
	2,594,600 (Note 2)	Short Position	Beneficial owner	1.4438% (Note 2)
Yang Weimin	1,729,730 (Note 1)	Long Position	Beneficial owner	0.9625% (Note 1)
	1,729,730 (Note 2)	Short Position	Beneficial owner	0.9625% (Note 2)
Chen Hao	1,729,730 (Note 1)	Long Position	Beneficial owner	0.9625% (Note 1)
	1,729,730 (Note 2)	Short Position	Beneficial owner	0.9625% (Note 2)

#### Notes:

- 1. These figures represent the respective equity interest in Jin Jiang Inn of these Directors. In addition, under the Jin Jiang Inn Shareholders' Agreement (as defined in the Prospectus), in the event new equity interest is issued by Jin Jiang Inn, each of these directors has been granted pre-emptive rights over such new equity interest in proportion to his respective equity interest in Jin Jiang Inn. Please refer to the section headed "Connected Transactions Jin Jiang Inn Shareholders' Agreement" in the Prospectus for more details.
- 2. Under the Jin Jiang Inn Shareholder's Agreement, each of these Directors has granted to (a) the Company rights of first refusal to purchase his respective equity interest in Jin Jiang Inn if he intends to transfer his said equity interest; and (b) the Company (or a third party designated by the Company) buy back rights to purchase his equity interest in Jin Jiang Inn after the occurrence of certain events. Under the articles of association of Jin Jiang Inn, the Company and Jin Jiang Hotels Development have also been granted certain rights of first refusal over the equity interests held by these Directors in Jin Jiang Inn if they intend to transfer their said respective equity interests. Please refer to the section headed "Connected Transactions Jin Jiang Inn Shareholders' Agreement" in the Prospectus for more details.
- 3. Jin Jiang Hotels Development entered into an equity transfer agreement with 37 natural persons, including Mr. Yang Weimin, Mr. Chen Hao and Mr. Xu Zurong on 21 June 2010, and the effective date for such transfer was agreed on 31 May 2010. Pursuant to the agreement equity interests in Jin Jiang Inn held by the aforesaid three persons were transferred to Jin Jiang Hotels Development. The transfer was completed on 11 July 2010, after which the aforesaid three persons no longer held any interests in Jin Jiang Inn. Please refer to the announcement of the Company dated 21 June 2010 headed "Connected Transaction Acquisition of a 8.7750% equity interest in Jin Jiang Inn" for more details.

## OTHER INFORMATION

As at 30 June 2010, Mr. Yu Minliang, the Chairman and an executive Director of the Company, held the following number of shares in Jin Jiang Hotels Development:

	Number of shares held in Jin Jiang			Percentage in total share capital of Jin Jiang Hotels
Name	Hotels Development	Nature of interests	Capacity	Development
Yu Minliang	14,305	Long Position	Beneficial owner	0.0024%

#### Note:

(1) According to the forms filed by Mr. Yang Weimin, Mr. Chen Hao and Mr. Xu Zurong after 30 June 2010, as at the date of this interim report, they held 497,339 shares, 497,339 shares and 700,020 shares in Jin Jiang Hotels Development respectively as beneficial owners, which represented approximately 0.0824%, 0.0825% and 0.1160% of the total share capital of Jin Jiang Hotels Development respectively.

Save as disclosed above, as at 30 June 2010, none of the Directors, chief executive or Supervisors of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which was required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which any such Directors, chief executive or Supervisors of the Company were taken or deemed to have under such provisions of the SFO) or which was required to be entered in the register required to be kept by the Company pursuant to Section 352 of the SFO or which was otherwise required to be notified to the Company and the Stock Exchange pursuant to the Model Code (which shall be deemed to apply to the supervisors to the same extent as it applies to the directors).

#### SUBSTANTIAL SHAREHOLDERS' INTERESTS

#### Substantial shareholders' interest in shares or underlying shares of the Company

As at 30 June 2010, so far as was known to the Directors, the following persons (other than a Director, chief executive or Supervisor of the Company) had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or recorded in the Company's register pursuant to section 336 of the SFO:

Name of shareholder	Class of shares	Number of shares/underlying shares held	Capacity	Percentage in the relevant class of share capital	Percentage in total share capital
Jin Jiang International	Domestic shares	3,173,500,000 (long position)	Beneficial owner and controlled corporation (Note 1)	100%	69.52%
National Council for Social Security Fund (全國社會保障基金 理事會)	H shares	112,114,000 (long position)	Beneficial owner	8.06%	2.46%

#### Note:

(1) According to the form filed by Jin Jiang International, 3,014,825,000 domestic shares are beneficially held by it and 158,675,000 domestic shares are held through a controlled corporation.

## OTHER INFORMATION

Save as disclosed above and so far as the Directors are aware, as at 30 June 2010, no other person had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or recorded in the Company's register pursuant to section 336 of the SFO, or who was, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company.

#### **AUDIT COMMITTEE**

The Company has established an audit committee, the principal duty of which is to review the financial controls, internal controls and risk management system of the Company. The audit committee comprises three independent non-executive Directors, namely, Mr. Xia Dawei (chairman), Mr. Sun Dajian and Mr. Yang Menghua.

Audit committee meetings were held on 10 April 2010 and 16 August 2010 respectively. The consolidated financial statements for the year ended 31 December 2009 and the unaudited condensed consolidated interim financial statements of the Group for the Reporting Period were respectively reviewed at such meetings. The audit committee has reviewed this interim report for the Reporting Period and agreed with the accounting treatment adopted by the Company.

#### SECURITIES TRANSACTIONS BY DIRECTORS AND SUPERVISORS

The Company has adopted the Model Code as the Company's code regarding Directors' and Supervisors' securities transactions. Every Director and Supervisor at the time of appointment was given a copy of the Model Code. The Company confirms, having made specific enquiries with all Directors and Supervisors, that for the Reporting Period, its Directors and Supervisors have complied with the requirements relating to Directors' and Supervisors' dealing in securities as set out in the Model Code.

# COMPLIANCE WITH THE CODE ON CORPORATE GOVERNANCE PRACTICES (THE "CG CODE") AS SET OUT IN APPENDIX 14 TO THE LISTING RULES

The Board is pleased to confirm that the Group has complied with the applicable code provisions of the CG Code at all times during the Reporting Period.

By order of the Board **Yu Minliang**Chairman of the Board

27 August 2010

## UNAUDITED CONDENSED CONSOLIDATED INTERIM BALANCE SHEET

As at 30 June 2010

ASSETS	Note	As at 30 June 2010 RMB'000	As at 31 December 2009 RMB'000 (Restated)
Non-current assets Property, plant and equipment Investment property Land use rights Intangible assets Investments in associates Available-for-sale financial assets Deferred income tax assets Trade and other receivables	5 5 5 5	6,606,818 4,808 1,099,479 471,882 287,003 1,796,892 51,353 10,660	5,973,615 4,887 1,110,457 54,419 254,969 3,038,738 36,366
	<u> </u>	10,328,895	10,473,451
Current assets Available-for-sale financial assets Inventories Other current assets Trade and other receivables Restricted cash Cash and cash equivalents	6	84,886 70,828 — 531,137 228,835 1,395,864	50,961 11,900 312,786 452,379 1,460,381
		2,311,550	2,288,407
Total assets		12,640,445	12,761,858
EQUITY Capital and reserves attributable to the shareholders of the Company Share capital Reserves — Proposed dividend — Others	1	4,565,000 — 1,885,868	4,565,000 91,300 2,971,396
Non-controlling interests		6,450,868 2,133,159	7,627,696 2,016,991
Total equity		8,584,027	9,644,687

# UNAUDITED CONDENSED CONSOLIDATED INTERIM BALANCE SHEET (CONTINUED)

As at 30 June 2010

	Note	As at 30 June 2010 RMB'000	As at 31 December 2009 RMB'000 (Restated)
LIABILITIES			
Non-current liabilities Borrowings	9	1,531,376	655,214
Deferred income tax liabilities	J	445,368	756,681
Trade and other payables	8	11,707	
		1,988,451	1,411,895
Current liabilities			
Trade and other payables	8	1,427,310	1,225,378
Dividend payable Income tax payable	14	91,300 56,703	<del></del>
Borrowings	9	492,654	421,788
		2,067,967	1,705,276
Total liabilities		4,056,418	3,117,171
Total equity and liabilities		12,640,445	12,761,858
Net current assets		243,583	583,131
Total assets less current liabilities		10,572,478	11,056,582

## UNAUDITED CONDENSED CONSOLIDATED INTERIM INCOME STATEMENT

For the six months ended 30 June 2010

		Six months ended 30 June		
	Note	2010 RMB'000	2009 RMB'000	
Revenue Cost of sales	4(a) 11	2,762,358 (2,108,370)	1,518,735 (1,163,761)	
Gross profit		653,988	354,974	
Other income Selling and marketing expenses Administrative expenses Other expenses	10 11 11	121,658 (103,766) (382,098) (16,585)	267,272 (74,683) (280,255) (10,256)	
Operating profit		273,197	257,052	
Finance costs Share of results of associates		(39,415) 40,085	(19,049) 31,194	
Profit before income tax		273,867	269,197	
Income tax expense	12	(49,804)	(52,291)	
Profit for the period		224,063	216,906	
Attributable to: Shareholders of the Company Non-controlling interests		118,129 105,934 224,063	108,593 108,313 216,906	
Earnings per share for profit attributable to the shareholders of the Company for the period (expressed in RMB cents per share)  — basic and diluted	13	2.59	2.38	

		Six months ended 3	0 June
		2010	2009
	Note	RMB'000	RMB'000
Dividends	14	_	_

## UNAUDITED CONDENSED CONSOLIDATED INTERIM STATEMENT OF COMPREHENSIVE INCOME

For the six months ended 30 June 2010

	Six months end	Six months ended 30 June		
	2010 RMB'000	2009 RMB'000		
Profit for the period Other comprehensive (loss)/income:	224,063	216,906		
Fair value changes on available-for-sale financial assets — gross	(1,261,958)	1,116,453		
Transfer of fair value changes in available-for-sale financial assets — gross		(75,619)		
Fair value changes on available-for-sale financial assets — tax	315,490	(260,209)		
Asset revaluation surplus arising on a business combination achieved in stages		3,326		
Total other comprehensive (loss)/income	(946,468)	783,951		
Total comprehensive (loss)/income for the period	(722,405)	1,000,857		
Augh table to				
Attributable to:	(410.022)	559,323		
<ul> <li>Shareholders of the Company</li> <li>Non-controlling interests</li> </ul>	(410,922) (311,483)	441,534		
Non-controlling interests	(011,400)	771,007		
	(722,405)	1,000,857		

## UNAUDITED CONDENSED CONSOLIDATED INTERIM STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 June 2010

		Attributable to t	he shareholders of	the Company		
	Note 7	Share capital RMB'000	Other reserves RMB'000	Retained earnings RMB'000	Non-controlling interests RMB'000	Total equity RMB'000
Balance at 31 December 2009		4,565,000	2,636,733	462,665	2,016,991	9,681,389
Changes in accounting policy by adoption of HKFRS 3 (revised) (note 3)				(36,702)		(36,702)
Balance at 1 January 2010		4,565,000	2,636,733	425,963	2,016,991	9,644,687
Comprehensive loss: Profit for the period Other comprehensive loss:		_	-	118,129	105,934	224,063
Fair value changes on available-for-sale financial assets — gross Fair value changes on available-for-sale		_	(705,402)	_	(556,556)	(1,261,958)
financial assets — tax			176,351		139,139	315,490
Total other comprehensive loss		_	(529,051)		(417,417)	(946,468)
Total comprehensive loss		_	(529,051)	118,129	(311,483)	(722,405)
Transaction with owners:						
Dividends to non-controlling interests		_	_	(04 000)	(111,038)	(111,038)
Dividends declared Reversal of income tax payable	(vi)	_	15,253	(91,300)	_	(91,300) 15,253
Reorganisation with Jin Jiang Hotels Development	(vii)	_	(619,731)	_	619,731	_
Transaction cost for reorganisation with Jin Jiang Hotels Development Acquisition of equity interests in a	(viii)	_	(12,965)	_	_	(12,965)
subsidiary from non-controlling interests	(ix)	_	(57,163)	_	(81,042)	(138,205)
Total transactions with owners		_	(674,606)	(91,300)	427,651	(338,255)
Balance at 30 June 2010		4,565,000	1,433,076	452,792	2,133,159	8,584,027

## UNAUDITED CONDENSED CONSOLIDATED INTERIM STATEMENT OF CHANGES IN EQUITY (CONTINUED)

For the six months ended 30 June 2010

		Attributable to t	he shareholders of	the Company		
	Note 7	Share capital RMB'000	Other reserves RMB'000	Retained earnings RMB'000	Non-controlling interests RMB'000	Total equity RMB'000
Balance at 1 January 2009		4,565,000	1,932,516	462,835	1,418,638	8,378,989
<b>Comprehensive income:</b> Profit for the period		_	_	108,593	108,313	216,906
Other comprehensive income:			_	100,093	100,313	210,900
Fair value changes on available-for-sale			670 150		444.205	1 116 450
financial assets — gross Disposal of available-for-sale financial		_	672,158	_	444,295	1,116,453
assets		_	(75,619)	_	_	(75,619)
Fair value changes on available-for-sale financial assets — tax		_	(149,135)	_	(111,074)	(260,209)
Asset revaluation surplus arising on a business combination achieved in						
stages	(v)	_	3,326	_	_	3,326
Total other comprehensive income		_	450,730	_	333,221	783,951
Total comprehensive income		_	450,730	108,593	441,534	1,000,857
Transaction with owners:						
Dividends to non-controlling interests		_	_	_	(120,759)	(120,759)
Dividends declared Capital contribution from a non-		_	_	(95,865)	_	(95,865)
controlling equity holder		_	_	_	2,450	2,450
Non-controlling interests arising on a business combination					12 500	12.500
DUSINESS COMDINATION					12,508	12,508
Total transactions with owners			_	(95,865)	(105,801)	(201,666)
Balance at 30 June 2009		4,565,000	2,383,246	475,563	1,754,371	9,178,180

## UNAUDITED CONDENSED CONSOLIDATED INTERIM CASH FLOW STATEMENT

For the six months ended 30 June 2010

		Six months ended 30 June		
	Note	2010 RMB'000	2009 RMB'000	
Onch flows from another articles				
Cash flows from operating activities: Cash generated from operations		363,679	217,459	
Interest paid		(39,975)	(21,318)	
Income tax paid		(63,253)	(47,465)	
moonie tax paid		(00,200)	(+1,+00)	
Net cash generated from operating activities		260,451	148,676	
Cash flows from investing activities:				
Acquisition of subsidiaries, net of cash acquired		(9,183)	35,330	
Acquisition of a jointly controlled entity, net of cash acquired	16	(309,931)	_	
Proceeds from disposal (partial disposal) of investments in associates		_	163,883	
Purchase of property, plant and equipment		(331,047)	(446,608)	
Proceeds from disposal of property, plant and equipment		2,820	1,152	
Purchase of intangible assets		(2,524)	(896)	
Purchase of land use rights		(6,044)	(13,310)	
Purchase of available-for-sale financial assets		(84,914)	_	
Loans granted to related parties		(3,860)	(1,720)	
Loan repayments received from related parties		_	3,000	
Interest received		3,993	4,888	
Dividends received		116,478	70,028	
Increase in investments in associates		(10,028)	_	
Acquisition of equity interests in a subsidiary from	. =			
non-controlling interests	17(b)	(132,381)		
Proceeds from disposal of available-for-sale financial assets		_	78,446	
Net cash used in investing activities		(766,621)	(105,807)	
Cash flows from financing activities:				
Proceeds from borrowings	9	629,429	28,500	
Repayments of borrowings	9	(379,717)	(25,512)	
Payments of finance lease	9	(694)	(==,=:=,	
Dividends paid to the shareholders of the Company		_	(95,865)	
Dividends paid to non-controlling interests		(111,038)	(120,759)	
Increase/(decrease) in deposits from related parties		5,310	(18,807)	
Withdrawal of deposit pledged for borrowings		299,306	_	
Capital contributions from a non-controlling equity holder		· —	2,450	
Net cash generated from/(used in) financing activities		442,596	(229,993)	
Decrease in cash and cash equivalents		(63,574)	(187,124)	
Cash and cash equivalents at beginning of the period		1,460,381	1,644,962	
Exchange losses on cash and cash equivalents		(943)	(24)	
Cash and cash equivalents at end of the period		1,395,864	1,457,814	
odon and odon oquivalente at one of the period		1,000,004	1, 101,014	

For the six months ended 30 June 2010

#### 1 GENERAL INFORMATION

The Company formerly known as Shanghai New Asia (Group) Company, was established on 16 June 1995 as a wholly state-owned company with limited liability and has been directly under the administration and control of the State-Owned Assets Supervision and Administration Commission of Shanghai Municipal Government ("Shanghai SASAC") or its predecessors. Pursuant to an enterprise reorganisation in June 2003, the Company was designated by Shanghai SASAC as a wholly-owned subsidiary of Jin Jiang International, which is also a wholly state-owned company directly under the administration and control of Shanghai SASAC. In September 2005, Jin Jiang International allocated its 5% equity interest in the Company to its wholly-owned subsidiary, Shanghai Jin Jiang International Investment and Management Company Limited (formerly known as Shanghai Huating Group Company Limited).

During the years 2003 to 2006, the Group entered into several group reorganisation transactions with Jin Jiang International, its subsidiaries other than the Group and other state-owned enterprises under the administration and control of Shanghai SASAC, through which the Group obtained from these companies equity interests in certain subsidiaries, jointly controlled entities and associates which were engaged in hotels and related business and also transferred to Jin Jiang International equity interests in certain subsidiaries, a jointly controlled entity and associates which were engaged in non-hotel related business.

On 11 January 2006, the Company was changed to its current name and was converted into a joint stock limited company under the Company Law of the People's Republic of China (the "PRC" or "Mainland China") by converting its paid-in capital and reserves of RMB3,300,000,000 at 30 September 2005 into 3,300,000,000 ordinary shares of RMB1 per share.

On 15 December 2006 and 20 December 2006, a total of 1,265,000,000 ordinary shares of RMB1 per share newly issued by the Company through a public offer in Hong Kong and an international placing were listed on the Main Board of The Stock Exchange of Hong Kong Limited. Accordingly, the share capital of the Company was increased to RMB4.565.000.000.

The address of the Company's registered office is Room 316-318, No. 24, Yang Xin Road East, Shanghai, PRC.

The Group is principally engaged in investment and operation of hotels and related businesses in Mainland China and the United States ("US").

These unaudited condensed consolidated interim financial statements were approved for issue by the Board on 27 August 2010.

#### **Key events**

#### (a) Acquisition of IHR Group

HAC, a jointly controlled entity of the Group acquired IHR Group on 18 March 2010. The Group indirectly holds a 50% equity interest in IHR Group through HAC, and accounts for IHR Group as a jointly controlled entity.

Further details are given in note 16.

For the six months ended 30 June 2010

#### 1 GENERAL INFORMATION (CONTINUED)

#### **Key events (continued)**

#### (b) Reorganisation with Jin Jiang Hotels Development (the "Reorganisation")

Pursuant to a reorganisation agreement and a supplemental agreement entered between the Company and Jin Jiang Hotels Development, a 50.32% subsidiary of the Company, with dated 28 August 2009 and 29 September 2009, respectively, the Company agreed to transfer its 71.225% equity interest in Jin Jiang Inn Company Limited ("Jin Jiang Inn"), 80% equity interest in Shanghai Jin Jiang International Hotel Investment Co., Ltd. and 99% equity interest in Shanghai Jin Jiang Da Hua Hotel Co., Ltd. to Jin Jiang Hotels Development; and the Company agreed Jin Jiang Hotels Development (together, the "Transfer-out Assets"). In return, the Company agreed to acquire from Jin Jiang Hotels Development 50% equity interest in Wuhan Jin Jiang International Hotel Co., Ltd., 50% equity interest in Thayer Jin Jiang International Hotel Co., Ltd., 50% equity interest in Shanghai Jin Jiang International Hotel Co., Ltd., 99% equity interest in Jin Jiang International Hotel Management Co., Ltd., 100% interest in Shanghai Jin Jiang International Management College, 66.67% equity interest in Sofitel Hyland Shanghai, 65% equity interest in Shanghai Jian Guo Hotel Co., Ltd., 40% equity interest in The Yangtze Hotel Limited, 15% equity interest in Wenzhou Dynasty Hotel, and total assets and liabilities of Metropole Hotel and New Asia Hotel, branches of Jin Jiang Hotels Development; and also to acquire 1% equity interest in Jin Jiang International Hotel Management Co., Ltd. from Shanghai Min Hang Hotel Limited, a subsidiary of Jin Jiang Hotels Development (together, the "Transfer-in Assets").

The considerations for the exchange of the Transfer-in Assets and Transfer-out Assets between the Company and Jin Jiang Hotels Development were determined based on the valuation of the respective assets and liabilities as at 31 July 2009 and the profit or loss of the Transfer in Assets and Transfer-out Assets between 1 August 2009 and the effective date of the Reorganisation. The difference was to be settled in cash. The valuation of the Transfer-in Assets and Transfer-out Assets as at 31 July 2009 are RMB3,071,037,000 and RMB2.728.248.000, respectively.

The Reorganisation was approved by the China Securities Regulatory Committee on 12 May 2010 and the effective date of the Reorganisation was 31 May 2010. The Company paid a cash consideration of RMB251,074,000 to Jin Jiang Hotels Development.

The Reorganisation is considered as a transaction with non-controlling interests and neither results in significant profit or loss, nor has material impact on the assets and liabilities in the consolidated financial statements of the Group, except for the costs and taxes on the transaction. The equity attributable to the shareholders of the Company was decreased by RMB619,731,000 due to the difference between the net carrying amount of Transfer-in Assets and Transfer-out Assets in the consolidated financial statements and the cash consideration paid by the Company (note 17). The transaction cost of RMB12,965,000 in connection of the Reorganisation was recorded in reserves (note 7(viii)).

Based on the Group's communication with the relevant tax authority, the Directors are of the view that the Reorganisation is eligible for special tax treatment defined in "Notice Regarding Several Questions about Corporate Income Tax (Caishui [2009] No.59)", and the Group provided an income tax of RMB9,575,000 in connection with the taxable gain arising from the assets transferred corresponding to the non-equity interest settlement. The tax basis of the relevant assets was adjusted accordingly and a deferred income tax asset of RMB9,575,000 was recognised. The Group is preparing the relevant tax filing documentation.

The change of industrial and commercial registration and property rights of the Transfer-in Assets and Transfer-out Assets are in progress.

For the six months ended 30 June 2010

#### 1 GENERAL INFORMATION (CONTINUED)

#### **Key events (continued)**

(c) Acquisition of shares in Shanghai Jin Jiang International Industrial Investment Co., Ltd. ("Jin Jiang Investment") and Shanghai Jin Jiang International Travel Co., Ltd. ("Jin Jiang Travel") involving issue of new domestic shares

On 13 August 2010, the Company entered into the share transfer agreement with Jin Jiang International to acquire (i) 212,586,460 shares in Jin Jiang Investment (representing approximately 38.54% of the total registered share capital of Jin Jiang Investment); and (ii) 66,556,270 shares in Jin Jiang Travel (representing approximately 50.21% of the total registered share capital of Jin Jiang Travel) (the "Acquisition").

The aggregate consideration for the Acquisition in the amount of RMB2,694,020,000 will be satisfied by way of the Company (i) transferring to Jin Jiang International a security deposit in the amount of RMB231,873,000 previously paid by the Company and its bank interests as part of the cash consideration on the date when all the condition precedents are satisfied; (ii) paying to Jin Jiang International balance of the cash consideration after satisfaction of all the condition precedents and before the date of completion; and (iii) issuing and allotting to Jin Jiang International 1,001,000,000 new domestic shares at a price of HK\$2.2 per consideration share after satisfaction of all the condition precedents and before the date of completion. As the Company currently holds approximately 2.22% of the total registered share capital of Jin Jiang Investment, upon completion, each of Jin Jiang Investment and Jin Jiang Travel will become a 40.76% owned subsidiary and a 50.21% owned subsidiary of the Company.

The Company, Jin Jiang Investment and Jin Jiang Travel are under common control of Jin Jiang International both before and after the Acquisition. The Acquisition is therefore regarded as common control combinations and accounted for using the principles of merger accounting in accordance with the Accounting Guideline No. 5 — "Merger Accounting for Common Control Combination" issued by the HKICPA. Upon completion, the financial statements of Jin Jiang Investment and Jin Jiang Travel will be included in the consolidated financial statements of the Group as if the combinations had occurred from the date when Jin Jiang Investment and Jin Jiang Travel first came under the control of Jin Jiang International.

Upon the approval for issue of these unaudited condensed consolidated interim financial statements, the Acquisition has not been completed.

## 2 BASIS OF PRESENTATION

These unaudited condensed consolidated interim financial statements of the Group for the six months ended 30 June 2010 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 "HKICPA"). The unaudited condensed consolidated interim financial statements should be read in conjunction with the consolidated financial statements of the Group for the year ended 31 December 2009, which were prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRS") issued by HKICPA.

#### 3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Except as described below, the accounting policies adopted are consistent with those of the consolidated financial statements for the year ended 31 December 2009, as described in those annual financial statements.

The following new standards are mandatory for the first time for the financial year beginning 1 January 2010.

HKFRS 3 (Revised) — Business combinations

The revised standard continues to apply the acquisition method to business combinations, with some significant changes. For example, all payments to purchase a business are to be recorded at fair value at the acquisition date, with contingent payments classified as debt subsequently re-measured through the income statement. There is a choice on an acquisition-by-acquisition basis to measure the non-controlling interests in the acquiree either at fair value or at the non-controlling interests' proportionate share of the acquiree's net assets. When a business combination achieved in stages, the acquirer should remeasure its previously held interest in the acquiree at its fair value at the date of control is obtained, recognising a gain/loss in the income statement. All acquisition-related costs should be expensed. The revised standard is mandatory for the first time for the financial year beginning 1 January 2010.

For the six months ended 30 June 2010

#### 3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

HKFRS 3 (Revised) — Business combinations (continued)

The standard was applied to the acquisition of IHR Group completed on 18 March 2010. For the year ended 31 December 2009, the Group incurred acquisition costs of RMB36,702,000 in connection with the acquisition of IHR Group which was completed subsequent to 1 January 2010. As HKFRS 3 (revised) was not early adopted in 2009, the acquisition costs were capitalised under the HKFRS 3 for the year ended 31 December 2009, but were expensed retrospectively on transition to HKFRS 3 (revised), with restating comparatives, for the six months ended 30 June 2010. The acquisition-related costs of RMB11,757,000 incurred for the six months ended 30 June 2010 were recognised in the unaudited condensed consolidated interim income statement.

As the Group has adopted HKFRS 3 (revised), it is required to adopt HKAS 27 (revised), 'consolidated and separate financial statements', at the same time. HKAS 27 (revised) requires the effects of all transactions with non-controlling interests to be recorded in equity if there is no change in control and these transactions will no longer result in goodwill or gains and losses. The standard also specifies the accounting when control is lost. Any remaining interest in the entity is re-measured to fair value, and a gain or loss is recognised in the income statement.

The following new amendments and improvements to standards and interpretations are mandatory for the first time for the financial year beginning 1 January 2010, but not have any significant impact to the Group.

- HK(IFRIC) Int 17, 'Distributions of non-cash assets to owners' is effective for annual periods beginning on or after 1 July 2009. This
  is not currently applicable to the Group, as it has not made any non-cash distributions.
- 'Additional exemptions for first-time adopters' (Amendment to HKFRS 1) is effective for annual periods beginning on or after 1 January 2010. This is not relevant to the Group, as it is an existing HKFRS preparer.
- HKAS 39 (Amendment), 'Eligible hedged items' is effective for annual period on or after 1 July 2009. That is not currently applicable
  to the Group, as it has no hedging.
- HKFRS 2 (Amendment), 'Group cash-settled share-based payment transaction' is effective for annual periods beginning on or after 1 January 2010. This is not currently applicable to the Group, as it has no such share-based payment transactions.
- First improvements to Hong Kong Financial Reporting Standards (2008) were issued in October 2008 by the HKICPA. The improvement related to HKFRS 5 "Non-current assets held for sale and discontinued operations" is effective for annual period on or after 1 July 2009.
- Second improvements to Hong Kong Financial Reporting Standards (2009) were issued in May 2009 by the HKICPA. All improvements
  are effective in the financial year of 2010.

The following new standard has been issued but is not effective for the financial year beginning 1 January 2010 and is partially early adopted by the Group.

HKAS 24 (Revised) — Related party disclosures

The amendment introduces an exemption from all of the disclosure requirements of HKAS 24 for transactions among government-related entities and the government. The Group early adopted the government-related entity exemption. It also clarifies and simplifies the definition of a related party, which will not result in a material impact on the Group's financial statements, but the Group did not early adopt this part.

For the six months ended 30 June 2010

#### 3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

The following new standards, new amendments and improvements to standards and interpretations have been issued but are not effective for the financial year beginning 1 January 2010 and have not been early adopted.

- HKFRS 9, 'Financial instruments' addresses the classification and measurement of financial assets and is likely to affect the Group's
  accounting for its financial assets. The standard is not applicable until 1 January 2013 but is available for early adoption. The Group
  is yet to assess HKFRS 9's full impact.
- HK(IFRIC) Int 19, 'Extinguishing financial liabilities with equity instruments' clarifies the requirements of HKFRSs when an entity
  renegotiates the terms of a financial liability with its creditor and the creditor agrees to accept the entity's shares or other equity
  instruments to settle the financial liability fully or partially. The interpretation is effective for annual periods beginning on or after 1 July
  2010.
- 'Limited exemption from comparative HKFRS 7 disclosures for first-time adopters' (Amendment to HKFRS 1) provide first-time adopters
  with the same transition provisions as included in the amendment to HKFRS 7 in relation to relief from presenting comparative information
  that ended before 31 December 2009 for new fair value disclosures requirements. This is required to be applied for annual periods
  beginning on or after 1 July 2010.
- Third improvements to Hong Kong Financial Reporting Standards (2010) were issued in May 2010, by the HKICPA. All improvements are effective in the financial year of 2011.

Since the Group acquired IHR Group on 18 March 2010 and accounts for IHR Group by proportionate consolidation, IHR Group's related significant accounting policies adopted by the Group are as follows:

## (a) Property, plant and equipment

IHR Group's property, plant and equipment consist of land, which are recorded at cost and not depreciated.

#### (b) Intangible assets

IHR Group's intangible assets consist of costs incurred to obtain hotel management contract which is amortized over the life of the related hotel management contract ranging from 1 year to 20 years on a straight line basis. Costs incurred to obtain hotel management contracts may include cash payments made to owners to incentivise them to enter into such contracts in the form of a note receivable which is then forgiven over the life of the contract.

#### (c) Trade and other receivables

IHR Group's trade and other receivables include notes receivable, which are generally issued in connection with obtaining a hotel management contract or in connection with termination or incentive fees due to IHR Group based on terms of existing management contracts, from various hotel owners. IHR Group assesses the collectability of these notes receivable on a periodic basis or when circumstances warrant.

For the six months ended 30 June 2010

#### 3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### (d) Employee benefits

#### (i) Employee healthcare plans

IHR Group Associate Benefit Choices plan (the "ABC Plan") provides healthcare benefits for the majority of the employees. The ABC Plan is administered through a third party vendor. The ABC Plan does not provide any post employment or post retirement benefits. Only active employees are eligible for the healthcare benefits.

#### (ii) Defined contribution plans

IHR Group maintains the defined contribution savings plans for the employees. Eligibility for participation in the plans is based on an employee meeting certain minimum age and service requirements. Employer matching contributions are based on a percentage of employee contributions and are discretionary. Participants may make voluntary, pre tax contributions through salary deferrals to the plan in which they participate.

#### (iii) Deferred compensation plan

IHR Group maintains a deferred compensation plan for certain executives and hotel general managers by depositing amounts into trusts for the benefit of the participating employees. Amounts in the trusts earn investment income, which serves to increase the corresponding deferred compensation obligation. Investments, which are recorded at market value and presented within "Available-for-sale financial assets" on the consolidated balance sheet, are directed by the participants and not guaranteed by IHR Group. Deferred compensation obligation is classified as non-current liability.

IHR Group has no further obligation for these plans beyond the contributions made. The contributions to these plans are recognised as employee benefit expense when incurred.

### (e) Revenue recognition

IHR Group earns revenue from the wholly owned hotels, hotel management services and the other revenue from managed properties. IHR Group recognises revenue from the wholly owned hotels from rooms, food and beverage, rendering of ancillary services and rental as earned at the close of each business day. In addition, IHR Group collects sales, occupancy and other similar taxes at the wholly owned hotels that IHR Group remits to the taxing authority, which IHR Group presents on a net basis (excluded from revenue) on the consolidated income statement.

The hotel management unit earns fees from base and incentive management fees, early termination fees, and fees for other related services provided, primarily centralized accounting and purchasing. IHR Group recognises base fees and fees for other services as revenue when earned in accordance with the individual management contracts. Base management fees are calculated based on a percentage of the total revenue at the property. IHR Group records incentive fees in the period in which they are earned. As most of the contracts have annual incentive fee targets, IHR Group typically records incentive fees on these contracts in the last month of the annual contract period when all contingencies have been met. Early termination fee revenue is recognised on early terminated management contracts when all contingencies are removed.

The other revenue and other expenses from managed properties represent the expenses incurred in managing the hotel properties for which IHR Group is contractually reimbursed by the property owner and generally include salary and employee benefits for the employees working in the properties and certain other related costs. The reimbursable expenses are recorded as revenue and cost of sales, respectively, with zero effect on operating profit.

The unaudited condensed consolidated interim financial statements include the unaudited interim financial statements of the Company and all of its subsidiaries and jointly controlled entities made up to 30 June 2010.

For the six months ended 30 June 2010

### 4 TURNOVER AND SEGMENT INFORMATION

The Board has been identified as the chief operating decision-maker. The Board reviews the Group's internal reporting in order to assess performance and allocate resources. Management has determined the operating segments based on these reports.

Upon the completion of the reorganisation with Jin Jiang Hotels Development, Jin Jiang International Hotel Management Company Limited became a wholly-owned subsidiary of the Company and did not charge hotel management fees to the star-rated hotels owned by the Company. The Board combined the previous segment of star-rated hotels management into the segment of star-rated hotels for the six months ended 30 June 2010, with representing comparatives in segment information.

Upon the acquisition of 50% interest of IHR Group, the Board assesses the performance of overseas hotels as an individual business segment.

The Board assesses the performance according to five main business segments as follows:

- (1) Star-rated hotels: ownership, operation and management of star-rated hotels;
- (2) Budget Hotels: operation of self-owned budget hotels and franchising to budget hotels owned by other parties;
- (3) Food and restaurants: operation of fast food or upscale restaurants, moon cake production and related investments;
- (4) Other operation in China: intra-group financial services, training and education;
- (5) Overseas hotels: overseas operation of wholly-owned hotels, hotel management services and related sources.

The Board assesses the performance of the operating segments based on profit for the period.

For the six months ended 30 June 2010

## 4 TURNOVER AND SEGMENT INFORMATION (CONTINUED)

## (a) Turnover

The Group's revenue which represents turnover for the six months ended 30 June 2010 is as follows:

	Six months ended 30 June		
	2010	2009	
	RMB'000	RMB'000	
		222 242	
Star-rated hotels	1,213,267	902,246	
— Accommodation revenue	623,159	414,456	
— Food and beverage sales	393,863	317,569	
— Rendering of ancillary services	60,334	48,705	
— Rental revenue	77,432	73,870	
— Sales of hotel supplies	28,641	22,020	
— Star-rated hotel management	29,838	25,626	
Budget Hotels	737,810	537,379	
Food and restaurants	95,288	64,755	
Other operation in China	16,205	14,355	
Overseas hotels	699,788	_	
— Accommodation revenue	50,245	_	
— Food and beverage sales	26,739	_	
— Rendering of ancillary services	2,011	_	
— Rental revenue	492	_ _ _ _	
— Hotel management	51,271	_	
Other revenue from managed properties	569,030	_	
	2,762,358	1,518,735	

Sales between segments are carried out on terms equivalent to those that prevail in arm's length transactions. The revenue from external parties reported to the Board is measured in a manner consistent with that in the unaudited condensed consolidated interim income statement.

The majority of the Group's sales are retail sales and no revenues from transactions with a single external customer account for 10% or more of the Group's revenue.

For the six months ended 30 June 2010

## 4 TURNOVER AND SEGMENT INFORMATION (CONTINUED)

## (b) Segment information

The segment results for the six months ended 30 June 2010 are as follows:

	Star-rated hotels RMB'000	Budget Hotels RMB'000	Food and restaurants RMB'000	Other operation in China RMB'000	Overseas hotels RMB'000	Group RMB'000
External sales (note 4(a))	1,213,267	737,810	95,288	16,205	699,788	2,762,358
Including: other revenue from managed properties	_	_	_	_	569,030	569,030
Inter-segment sales	947	1,289	172	35,661	_	38,069
Total gross segment sales	1,214,214	739,099	95,460	51,866	699,788	2,800,427
Profit for the period	37,061	76,952	72,752	57,046	(19,748)	224,063
Other income (note 10)	9,500	10,679	40,846	60,612	21	121,658
Including: interest income (note 10)	606	1,909	553	1,675	21	4,764
Depreciation of property, plant and equipment (note 5)  Depreciation and amortization of	(159,897)	(115,709)	(4,677)	(537)	(9,833)	(290,653)
investment property (note 5)  Amortization of land use rights	(79)	_	_	_	_	(79)
(note 5)	(14,121)	(2,703)	(51)	(147)	_	(17,022)
Amortization of intangible assets (note 5)  Reversal of inventories written-down	(1,687)	(510)	(34)	(3,954)	(5,301)	(11,486)
(note 11)	1	_	_	_	_	1
Reversal of impairment of trade and other receivables (note 11) Provision for impairment of	352	_	_	_	_	352
available-for-sales financial				(44.000)		(44.000)
assets (note 11) Finance costs	— (16,292)	— (6,040)	— 146	(11,000)	— (17,229)	(11,000) (39,415)
Share of results of associates	2,895	(0,040)	39,209	(1,237)	(17,229)	40,085
Income tax expense (note 12)	(21,969)	(24,691)	(14)	(1,670)	(1,460)	(49,804)
Capital expenditure	197,714	126,943	1,413	489	1,035,221	1,361,780

For the six months ended 30 June 2010

## 4 TURNOVER AND SEGMENT INFORMATION (CONTINUED)

## (b) Segment information (continued)

The segment results for the six months ended 30 June 2009 are as follows:

	Star-rated hotels RMB'000	Budget Hotels RMB'000	Food and restaurants RMB'000	Other operation in China RMB'000	Overseas hotels RMB'000	Group RMB'000
External sales (note 4(a)) Inter-segment sales	902,246 1,804	537,379 —	64,755 —	14,355 38,415	_	1,518,735 40,219
Total gross segment sales	904,050	537,379	64,755	52,770	_	1,558,954
Profit for the period	56,342	28,504	111,419	20,641	_	216,906
Other income (note 10)	153,872	3,219	99,970	10,211	_	267,272
Including: interest income (note 10)	1,255	749	216	2,268	_	4,488
Depreciation of property, plant and equipment (note 5)  Depreciation and amortization of	(176,461)	(81,424)	(3,035)	(401)	_	(261,321)
investment property (note 5)  Amortization of land use rights	(79)	_	_	_	_	(79)
(note 5)  Amortization of intangible assets	(13,014)	(3,315)	(30)	(23)	_	(16,382)
(note 5)	(1,328)	(248)	(21)	_	_	(1,597)
Write-down of inventories (note 11)	(9)			_	_	(9)
Provision for impairment of trade						
and other receivables (note 11)	(80)	(3)	_	_	_	(83)
Finance costs	(8,111)	(10,829)	(109)	(4.070)	_	(19,049)
Share of results of associates	(3,027)	(0.544)	35,297	(1,076)	_	31,194
Income tax expense (note 12) Capital expenditure	(25,456) 337,049	(8,541) 129,041	(15,319) 18,822	(2,975) 274		(52,291) 485,186

For the six months ended 30 June 2010

### 4 TURNOVER AND SEGMENT INFORMATION (CONTINUED)

### (b) Segment information (continued)

The segment assets as at 30 June 2010 are as follows:

	Star-rated hotels RMB'000	Budget Hotels RMB'000	Food and restaurants RMB'000	Other operation in China RMB'000	Overseas hotels RMB'000	Group RMB'000
Segment assets Investments in associates	4,914,528 45,160	3,398,926 —	183,308 189,260	2,465,714 2,635	1,390,966 49,948	12,353,442 287,003
Total assets	4,959,688	3,398,926	372,568	2,468,349	1,440,914	12,640,445

The segment assets as at 31 December 2009 are as follows:

	Star-rated hotels RMB'000	Budget Hotels RMB'000	Food and restaurants RMB'000	Other operation in China RMB'000	Overseas hotels RMB'000	Group RMB'000
Segment assets Investments in associates	5,690,685 51,303	3,352,953	188,279 199,081	3,274,972 4,585	_	12,506,889 254,969
Total assets	5,741,988	3,352,953	387,360	3,279,557	_	12,761,858

Unallocated costs which mainly represent corporate expenses are included in the segment of "Other operation in China". There were no gain on disposal of available-for-sale financial assets (for the six months ended 30 June 2009: RMB69,476,000) in the other income in the segment of "Star-rated hotels" for the six months ended 30 June 2010.

Segment assets consist primarily of property, plant and equipment, investment property, land use rights, intangible assets, available-for-sale financial assets, deferred income tax assets, inventories, other current assets, trade and other receivables, restricted cash and cash and cash equivalent. They also include goodwill recognised arising from acquisition of subsidiaries relating to respective segments.

Capital expenditure comprises additions to property, plant and equipment (note 5), investment property (note 5), land use rights (note 5) and intangible assets (note 5), including additions resulting from acquisition of a jointly controlled entity (note 16) and business combination.

For the six months ended 30 June 2010

## 5 PROPERTY, PLANT AND EQUIPMENT, INVESTMENT PROPERTY, LAND USE RIGHTS AND INTANGIBLE ASSETS

	Property, plant and equipment RMB'000	Investment property RMB'000	Land use rights RMB'000	Intangible assets RMB'000
Cost				
At 1 January 2010	9,275,423	6,616	1,267,020	67,616
Additions	319,319	_	6,044	2,524
Additions resulting from acquisition of a jointly	007.400			400 405
controlled entity Disposals	607,468 (28,812)	_	_	426,425
υιομοσαίο	(20,012)			
At 30 June 2010	10,173,398	6,616	1,273,064	496,565
At 1 January 2009	8,283,787	_	1,167,677	28,252
Additions	452,988	_	13,310	896
Additions resulting from acquisition through				
business combination	17,992	_	_	_
Disposals	(23,785)	<del>_</del>	_	_
Transfers	(6,616)	6,616		
At 30 June 2009	8,724,366	6,616	1,180,987	29,148
Accumulated depreciation, amortization and impairment At 1 January 2010	(3,301,808)	(1,729)	(156,563)	(13,197)
Depreciation and amortization charge for the period (note 11)	(290,653)	(79)	(17,022)	(11,486)
Disposals	25,881	<del></del>	——————————————————————————————————————	(11,100) —
At 30 June 2010	(3,566,580)	(1,808)	(173,585)	(24,683)
At 1 January 2009	(2,852,518)	_	(124,426)	(2,714)
Depreciation and amortization charge for the period	(2,002,010)		(124,420)	(2,7 14)
(note 11)	(261,321)	(79)	(16,382)	(1,597)
Disposals	22,928	_	· -	· —
Transfers	1,571	(1,571)		
At 30 June 2009	(3,089,340)	(1,650)	(140,808)	(4,311)
Net book amount				
At 30 June 2010	6,606,818	4,808	1,099,479	471,882
At 30 June 2009	5,635,026	4,966	1,040,179	24,837

<sup>(</sup>a) The fair value of the investment property is approximately RMB334,223,000 (31 December 2009: approximately RMB334,223,000).

For the six months ended 30 June 2010

## 6 TRADE AND OTHER RECEIVABLES

	At 30 June 2010 RMB'000	At 31 December 2009 RMB'000
Current portion of trade and other receivables		
Trade receivables	175,506	71,408
Less: provision for impairment of trade receivables	(3,071)	(3,749)
Trade receivables — net	172,435	67,659
Amounts due from related parties (note 18(b))	102,069	89,258
Prepayments and deposits	154,465	128,094
Dividends receivable	43,489	28
Notes receivable	11,391	
Others	75,217 (17,260)	41,474
Less: provision for impairment of other receivables	(17,269)	(13,727)
Other receivables — net	369,362	245,127
Less: non-current portion of trade and other receivables	(10,660)	_
	531,137	312,786
Non-current portion of trade and other receivables	10,660	_

Ageing analysis of trade receivables at respective balance sheet dates are as follows:

	At 30 June	At 31 December
	2010	2009
	RMB'000	RMB'000
Current to 3 months	157,191	58,158
3 months to 1 year	13,813	9,027
Over 1 year	4,502	4,223
	175,506	71,408

The carrying amount of trade and other receivables approximates their fair value.

For the six months ended 30 June 2010

#### 7 **RESERVES**

				Other reserves					
	Capital surplus (i) RMB'000	Statutory and discretionary surplus reserve (ii) RMB'000	Merger reserve (iii) RMB'000	Available-for- sales financial assets (iv) RMB'000	Asset revaluation surplus (v)	Reserve for reorganisation with Jin Jiang Hotels Development RMB'000	<b>Total</b> RMB'000	Retained earnings RMB'000	<b>Total</b> RMB'000
At 31 December 2009 Changes in accounting policy by	1,771,990	353,560	(585,291)	1,094,801	1,673	_	2,636,733	462,665	3,099,398
adoption of HKFRS 3 (revised) (note 3)	_	_	_	_	_	_	_	(36,702)	(36,702)
At 1 January 2010	1,771,990	353,560	(585,291)	1,094,801	1,673	_	2,636,733	425,963	3,062,696
Profit for the period	_	_	_	_	_	_	_	118,129	118,129
Fair value changes on available-for-sale financial assets — gross Fair value changes on available- for-	_	_	_	(705,402)	_	_	(705,402)	_	(705,402)
sale financial assets — tax	_	_	_	176,351	_	_	176,351	(01,000)	176,351
Dividends declared  Reversal of income tax payable (vi)  Reorganisation with	_	_	15,253	_	_	_	15,253	(91,300)	(91,300) 15,253
Jin Jiang Hotels Development (vii)  Transaction cost for reorganisation with	_	_	_	_	_	(619,731)	(619,731)	_	(619,731)
Jin Jiang Hotels Development (viii)  Acquisition of equity interests in a subsidiary from non-controlling	-	_	-	_	-	(12,965)	(12,965)	-	(12,965)
interests (ix)	(57,163)	_				_	(57,163)	_	(57,163)
At 30 June 2010	1,714,827	353,560	(570,038)	565,750	1,673	(632,696)	1,433,076	452,792	1,885,868
At 1 January 2009 Profit for the period	1,771,990 —	330,386	(585,291)	415,431 —	_ _	_ _	1,932,516 —	462,835 108,593	2,395,351 108,593
Fair value changes on available-for-sale financial assets — gross	_	_	_	672,158	_	_	672,158	_	672,158
Disposal of available-for-sale financial assets	_	_	_	(75,619)	_	_	(75,619)	_	(75,619)
Fair value changes on available- for- sale financial assets — tax	_	_	_	(149,135)	_	_	(149,135)	_	(149,135)
Dividends declared Assets revaluation surplus arising on a	_	_	_	_	_	_	_	(95,865)	(95,865)
business combination achieved in stages	_	_	_	_	3,326	_	3,326	_	3,326
At 30 June 2009	1,771,990	330,386	(585,291)	862,835	3,326	_	2,383,246	475,563	2,858,809

For the six months ended 30 June 2010

#### 7 RESERVES (CONTINUED)

- (i) Capital surplus represents premium arising from the shareholders' contribution in excess of paid-in capital or from the issue of shares at a price in excess of their par value per share.
- (ii) Pursuant to the Company Law of Mainland China and the articles of association of certain group companies, the Company and its subsidiaries in Mainland China are required to transfer 10% of its net profit, as determined under Mainland China accounting regulations, to statutory surplus reserve until the fund aggregates to 50% of their share capital; after the transfer of statutory surplus reserves, the Company and its subsidiaries in Mainland China can appropriate profit, subject to respective shareholders' approval, to discretionary surplus reserve.

The transfer to statutory and discretionary reserves must be made before distribution of dividends to the shareholders. These reserves shall only be used to make up previous years' losses, to expand production operations, or to increase the capital of the respective company. The Company and its subsidiaries in Mainland China may transfer their respective statutory surplus reserve into share capital, provided that the balance of the statutory surplus reserve after such transfer is not less than 25% of the registered capital.

- (iii) Merger reserve represents the net effect arising from the application of merger accounting for business combinations resulting from transactions among entities under common control. It includes (1) the paid-in capital of certain subsidiaries, which were transferred to the Group in the reorganisation conducted during the years 2003 to 2006, and their retained earnings/(accumulated losses) before acquisitions by Jin Jiang International, which were credited/(debited) to merger reserve and (2) the considerations and other settlements paid by the Group in the reorganisation conducted during the years 2003 to 2006 to obtain the interests in these subsidiaries, which were debited to merger reserve.
- (iv) Reserve on available-for-sale financial assets represents the changes in fair value, net of tax, on available-for-sale financial assets through equity.
- (v) Asset revaluation surplus represents the equity effect of the revaluation of assets arising on a business combination made in stages. The Company remeasures the fair value of its previously held equity interest in the acquiree at its acquisition date and recognises the changes in the value of its previously held equity interest in the acquiree in equity.
- (vi) Reversal of income tax payable represents the reversal of income tax payable of Shanghai Yulan Hotel Co., Ltd. ("Yulan Hotel") in connection with certain borrowings waived by its previous equity holder.
  - Before the Group obtained the 100% equity interest in Yulan Hotel from Jin Jiang International on 31 March 2005 under a common control combination, certain borrowings of Yulan Hotel were waived in 2001 and 2002 by its then equity holder, Shanghai Jin Jiang International Investment and Management Company Limited. At that time, tax regulations did not clarify whether or not obtaining such waiver of the borrowings was taxable. Yulan Hotel considered it as an uncertain tax position and provided an income tax payable of RMB15,253,000 after taking into account its then deductible tax losses. In 2010, Yulan Hotel confirmed with local tax authority according to a recent tax circular that such borrowings waived were not taxable and accordingly reversed the related income tax payable previously provided. As the 100% equity interest in Yulan Hotel, transferred from Jin Jiang International to the Group on 31 March 2005, was credited in merger reserve, the reversal of the income tax payable is also credited to merger reserve.
- (vii) Reorganisation with Jin Jiang Hotels Development is treated as a transaction with non-controlling interests, and accordingly the effect of the difference between the carrying amount of Transfer-in Assets and Transfer-out Assets and the cash consideration paid by the Company is recorded in reserves attributable to the shareholders of the Company. Further details are given in note 17(a).

For the six months ended 30 June 2010

### 7 RESERVES (CONTINUED)

- (viii) The transaction cost for reorganisation with Jin Jiang Hotels Development represents the transaction cost incurred in connection with the reorganisation with Jin Jiang Hotels Development. This Reorganisation is treated as a transaction with non-controlling interests and accordingly the transaction cost incurred is recorded in reserve.
- (ix) Acquisition of equity interests in a subsidiary from non-controlling interests represents Jin Jiang Hotels Development's acquisition of 8.775% equity interests in Jin Jiang Inn from its non-controlling equity holders in 2010. This acquisition is treated as a transaction with non-controlling interests and accordingly the consideration paid in excess of the equity interests of net assets is recorded as a reduction of capital surplus. Further details are given in note 17(b).

### 8 TRADE AND OTHER PAYABLES

	At 30 June 2010 RMB'000	At 31 December 2009 RMB'000
Current portion of trade and other payables		
Trade payables	188,257	177,635
Amounts due to related parties (note 18(b))	127,636	109,792
Salary and welfare payables	251,500	238,437
Payables for purchases of property, plant and equipment, and intangible assets	236,801	248,928
Advances from customers and buyers	207,174	183,798
Payables for insurance expenses on behalf of the managed properties of IHR Group	94,043	_
Other taxes payable	85,845	51,975
Accrued expenses	74,298	25,244
Deposits from lessees and constructors	53,630	52,997
Payable to Shanghai World Expo 2010 Bureau	11,144	16,233
Payables in connection with acquisition of IHR Group	6,844	32,128
Payables for the acquisition of non-controlling interests (note 17(b))	5,824	_
Payables for reorganisation with Jin Jiang Hotels Development	1,934	11,900
Payable for acquisition of West Capital International Hotel Company Limited	_	9,183
Others	94,087	67,128
Less: non-current portion of trade and other payables	(11,707)	_
	1,427,310	1,225,378
Non-current portion of trade and other payables	11,707	_

For the six months ended 30 June 2010

### 8 TRADE AND OTHER PAYABLES (CONTINUED)

Ageing analysis of trade payables at respective balance sheet dates are as follows:

	At 30 June 2010 RMB'000	At 31 December 2009 RMB'000
Current to 3 months 3 months to 1 year Over 1 year	169,542 11,813 6,902	162,651 8,543 6,441
	188,257	177,635

The carrying amount of trade and other payables approximates their fair value.

### 9 BORROWINGS

	At 30 June 2010	At 31 December 2009
	RMB'000	RMB'000
Borrowings included in non-current liabilities:		
Bank borrowings — secured	631,189	
Bank borrowings — unsecured	_	27,313
Borrowings from a related party (note 18(b))	901,563	601,563
Finance lease liabilities	27,035	27,729
	1,559,787	656,605
Less: current portion of long-term secured bank borrowings	(26,976)	_
current portion of long-term finance lease liabilities	(1,435)	(1,391)
	1,531,376	655,214
Borrowings included in current liabilities:		
Bank borrowings — secured	195,323	270,397
Bank borrowings — unsecured	268,920	150,000
Current portion of long-term secured bank borrowings	26,976	_
Current portion of finance lease liabilities	1,435	1,391
	492,654	421,788

As at 30 June 2010, IHR Group's bank borrowings of approximately US\$102,749,000 (equivalent to RMB697,757,000) were secured by IHR Group's assets with carrying amount of US\$173,407,000 (equivalent to RMB1,177,588,000).

The secured bank borrowings of approximately US\$18,960,000 (equivalent to RMB128,755,000) were guaranteed by Jin Jiang International.

Finance lease liabilities with carrying amount of RMB27,035,000 (31 December 2009: RMB27,729,000) are effectively secured as the rights to the leased asset with carrying amount of RMB26,355,000 (31 December 2009: RMB27,321,000) revert to the lessor in the event of default.

As at 31 December 2009, bank borrowings of US\$39,600,000 (equivalent to RMB270,397,000) were secured by deposit of letter of credit with carrying amount of RMB299,306,000.

For the six months ended 30 June 2010

### 9 BORROWINGS (CONTINUED)

Movement in borrowings is analyzed as follows:

	Six months ended 30 June	
	2010	2009
	RMB'000	RMB'000
At beginning of the period	1,077,002	538,401
Acquisition of a jointly controlled entity	698,973	_
Proceeds from borrowings	629,429	28,500
Repayments of borrowings	(379,717)	(25,512)
Payments of finance lease	(694)	_
Foreign exchange gain	(963)	_
At end of the period	2,024,030	541,389

#### 10 OTHER INCOME

	Six months ended 30 June	
	2010 RMB'000	2009 RMB'000
Gain on disposal (partial disposal) of investments in associates (a) & (b) Gain on disposal of available-for-sale financial assets Dividend income	Ξ	132,408 75,619
<ul><li>Unlisted</li><li>Listed</li></ul>	41,699 56,229	37,423 14,259
Interest income Subsidy income	97,928 4,764 18,966	51,682 4,488 3,075
	121,658	267,272

- (a) Pursuant to an agreement signed between two third parties and Jin Jiang Hotels Development, Jin Jiang Hotels Development sold all its 45% equity interest in Shanghai Zhongya Hotel in March 2009, at a consideration of RMB119,820,000 and achieved a gain of RMB69,476,000. Shanghai Zhongya Hotel is not a related party of the Group thereafter.
- (b) Pursuant to an agreement signed between the other investor of Shanghai Kentucky Fried Chicken Company Limited ("Shanghai Kentucky") and Jin Jiang Hotels Development, Jin Jiang Hotels Development sold its 7% equity interest in Shanghai Kentucky in April 2009, at a consideration of RMB80,009,000 and achieved a gain of RMB62,932,000.

For the six months ended 30 June 2010

## 11 EXPENSES BY NATURE

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

	Six months ended 30 June	
	2010	2009
	RMB'000	RMB'000
Employee benefit expense	670,176	512,460
Other expense from IHR Group's managed properties	569,030	_
Cost of inventories sold	313,623	217,871
Depreciation of property, plant and equipment (note 5)	290,653	261,321
Utility cost and consumables	224,990	185,433
Business tax, property tax and other tax surcharges	130,819	117,428
Operating leases — land and buildings	100,942	73,657
Repairs and maintenance	41,810	22,389
Commission to travel agency	26,938	15,995
Laundry costs	25,040	15,058
Pre-operation expenses	24,074	4,867
Amortisation of land use rights (note 5)	17,022	16,382
Advertising fee	11,911	8,072
Transaction cost in connection with the acquisition of IHR Group	11,757	_
Amortisation of intangible assets (note 5)	11,486	1,597
Provision for impairment of available-for-sale financial assets	11,000	_
Telecommunication expenses	8,757	7,284
Transportation expenses	8,615	5,115
Entertainment expenses	8,381	5,451
Auditors' remuneration	2,845	1,889
Depreciation of investment property (note 5)	79	79
(Reversal of)/write-down of inventories	(1)	9
(Reversal of)/provision for impairment of trade and other receivables	(352)	83
Others	84,639	46,259
	2,594,234	1,518,699

### 12 INCOME TAX EXPENSE

	Six months ended 30 June	
	2010 RMB'000	2009 RMB'000
Mainland China current income tax ("CIT")	75,770	64,615
Mainland China deferred income tax	(27,426)	(12,324)
US current income tax	1,460	_
	49,804	52,291

For the six months ended 30 June 2010

#### 12 INCOME TAX EXPENSE (CONTINUED)

Provision for Mainland China CIT is calculated based on the statutory income tax rate of 25% on the assessable income of Group companies operating in Mainland China during the six months ended 30 June 2010 (the six months ended 30 June 2009: 25%) as determined in accordance with the Corporate Income Tax Law of PRC and the Detail Implementation Regulations except for as described below.

The Company, Jin Jiang Hotels Development, Shanghai Jin Jiang International Hotel Investment Company Limited, Jin Jiang International Hotel Management Company Limited, New Asia Café de Coral, Shanghai Jinhua Hotel Co., Ltd. and Shanghai Jin Jiang Tomson Hotel Company Limited were registered in Shanghai Pudong New Area and entitled to the preferential income tax rates of 22% during the six months ended 30 June 2010 (the six months ended 30 June 2009: 20%).

Hong Kong profits tax is provided at a rate of 16.5% on the estimated assessable profits of Group's subsidiary incorporated in Hong Kong during the six months ended 30 June 2010 (the six months ended 30 June 2009: 16.5%). For the six months ended 30 June 2010, the Group's subsidiary incorporated in Hong Kong did not have assessable profit and therefore has not provided for any Hong Kong profits tax.

US profits tax is provided at a rate of 35% on the estimated assessable profits of Group's subsidiary and jointly controlled entities incorporated in US during the six months ended 30 June 2010.

#### 13 EARNINGS PER SHARE

Basic earnings per share are calculated by dividing the profit attributable to the shareholders of the Company by the weighted average number of ordinary shares in issue during the period.

	Six months ended 30 June	
	2010	2009
Profit attributable to the shareholders of the Company (RMB'000)	118,129	108,593
Weighted average number of ordinary shares in issue (thousands)	4,565,000	4,565,000
Basic earnings per share (RMB cents)	2.59	2.38

As there are no potentially dilutive securities, there is no difference between the basic and diluted earnings per share.

## 14 DIVIDENDS

The final dividend for the year ended 31 December 2009 of RMB2.0 cents (2008 final dividend: RMB2.1 cents) per share, totalling RMB91,300,000 (2008 final dividend: RMB95,865,000) was paid in July 2010. The Board does not recommend the payment of an interim dividend for the six months ended 30 June 2010 (six months ended 30 June 2009: nil).

For the six months ended 30 June 2010

### 15 COMMITMENTS

## (a) Capital commitments

Capital expenditure at 30 June 2010 but not yet incurred is as follows:

	At 30 June 2010 RMB'000	At 31 December 2009 RMB'000
Acquisition of property, plant and equipment	283,765	377,501

#### (b) Operating lease commitments

The Group leases various premises, offices and machinery and also leases out space in hotels under non-cancellable operating lease agreements. The rental revenue recognised and the lease expenditure expensed in the unaudited condensed consolidated interim income statement during the six months ended 30 June 2010 is disclosed in note 4(a) and 11, respectively.

Leases with different lessees and lessors are negotiated for terms ranging from 1 year to 20 years with different renewal options, escalation clauses and restrictions on subleasing. When certain rental receipts and lease payments of properties are based on the higher of minimum guaranteed rentals or revenue level based rentals, the minimum guaranteed rentals have been used to arrive at the commitments below.

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

	At 30 June 2010 RMB'000	At 31 December 2009 RMB'000
Not later than 1 year Later than 1 year and not later than 5 years Later than 5 years	151,442 358,530 747,962	151,998 347,845 787,399
	1,257,934	1,287,242

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

	At 30 June 2010 RMB'000	At 31 December 2009 RMB'000
Not later than 1 year Later than 1 year and not later than 5 years Later than 5 years	263,014 1,018,678 2,342,796	227,159 900,754 2,273,545
	3,624,488	3,401,458

For the six months ended 30 June 2010

### 15 COMMITMENTS (CONTINUED)

## (c) Disposal of equity interest in Chengdu Jinhe Real Estate Company Limited ("Chengdu Jinhe")

As at 30 June 2010, the Company held a 30% equity interest in Chengdu Jinhe with carrying amount of nil under equity method.

Pursuant to an agreement signed between a third party (the "Purchaser") and the Company on 28 January 2010, the Company will dispose all its 30% equity interest in Chengdu Jinhe to the Purchaser, at a consideration of approximately RMB17,760,000. The final consideration will be further negotiated based on the valuation of the 30% equity interest in Chengdu Jinhe and is not determinable as at 27 August 2010.

### 16 ACQUISITION OF A JOINTLY CONTROLLED ENTITY

Details of the Group's 50% interest in net assets of IHR Group acquired (note 1(a)) and goodwill are as follows:

		RMB'000
Total pur	chase consideration	357,715

The Group's 50% interest in assets and liabilities recognised as of 18 March 2010 arising from the acquisition of IHR Group are as follows:

	Fair values RMB'000
Property, plant and equipment (note 5)	607,468
Intangible assets	199,974
Investments in associates	47,797
Available-for-sale financial assets	31,084
Deferred income tax assets	511
Trade and other receivables, non-current	10,701
Inventories	1,219
Trade and other receivables, current	70,312
Restricted cash	22,247
Cash and cash equivalents	47,784
Borrowings, non-current	(489,442)
Trade and other payable, non-current	(12,068)
Borrowings, current	(209,531)
Trade and other payable, current	(195,048)
Income tax payable	(1,744)
Fair value of net assets	121 264
Goodwill	131,264 226,451
doddwlli	220,431
Total purchase consideration	357,715
Purchase consideration settled in cash	(357,715)
Cash and cash equivalents acquired	47,784
Cash outflow on acquisition	(309,931)

For the six months ended 30 June 2010

## 17 TRANSACTIONS WITH NON-CONTROLLING INTERESTS

## (a) Reorganisation with Jin Jiang Hotels Development

As explained in note 1(b), the Reorganisation with Jin Jiang Hotels Development is treated as a transaction with non-controlling interests. The net cash consideration paid by the Company is RMB251,074,000 and the carrying amounts of the Transfer-in Assets and Transfer-out Assets on the effective date of the Reorganisation were RMB620,125,000 and RMB1,616,497,000, respectively. Considering the 49.68% of non-controlling interests in Jin Jiang Hotels Development, the Group recognised an increase in non-controlling interests of RMB619,731,000 and a decrease in equity attributable to the shareholders of the Company at the same amount. The effect of changes on the equity attributable to the shareholders of the Company and non-controlling interests as at 31 May 2010 is summarised as follows:

	At 31 May 2010 RMB'000
Carrying amount of Transfer-in Assets	620,125
Carrying amount of Transfer-out Assets	(1,616,497)
Net cash consideration paid to Jin Jiang Hotels Development	(251,074)
Total difference	(1,247,446)
Effect of changes on equity attributable to the shareholders of the Company	(619,731)
Effect of changes on non-controlling interests	619,731

The transaction cost of RMB12,965,000 in connection of the Reorganisation was recognised as an decrease in reserves.

For the six months ended 30 June 2010

### 17 TRANSACTIONS WITH NON-CONTROLLING INTERESTS (CONTINUED)

### (b) Acquisition of additional interests in a subsidiary

On 21 June 2010, Jin Jiang Hotels Development acquired the 8.775% equity interests in Jin Jiang Inn from its non-controlling equity holders at a purchase consideration of RMB138,205,000, and Jin Jiang Inn become a wholly-owned subsidiary of Jin Jiang Hotels Development. The carrying amount of the non-controlling interests in Jin Jiang Inn on the date of acquisition was RMB24,607,000, which was recognised by Jin Jiang Hotels Development as a decrease in non-controlling interests. Considering the 49.68% of non-controlling interests in Jin Jiang Hotels Development, the Group recognised a decrease in non-controlling interests of RMB81,042,000 and a decrease in equity attributable to the shareholders of the Company of RMB57,163,000. The effect of changes on the equity attributable to the shareholders of the Company and non-controlling interests as at 21 June 2010 is summarised as follows:

	At 21 June 2010 RMB'000
Carrying amount of non-controlling interests acquired by Jin Jiang Hotels Development	24,607
Consideration paid to non-controlling interests	(132,381)
Consideration to be paid to non-controlling interests (note 8)	(5,824)
Total difference	(113,598)
Effect of changes on the equity attributable to the shareholders of the Company	(57,163)
	(0.4.00=)
Carrying amount of non-controlling interests acquired by Jin Jiang Hotels Development	(24,607)
Excess of consideration paid recognised in non-controlling interests	(56,435)
Effect of changes on non-controlling interests	(81,042)

# (c) Effects of transactions with non-controlling interests on the equity attributable to the shareholders of the Company for the six month ended 30 June 2010

	Six months ended 30 June
	2010 RMB'000
Total comprehensive loss for the period attributable to the shareholders of the Company Changes in equity attributable to shareholders of the Company arising from:	(410,922)
— Transaction with non-controlling interests for reorganisation with Jin Jiang Hotels Development	(619,731)
<ul> <li>Transaction cost for reorganisation with Jin Jiang Hotels Development</li> <li>Acquisition of additional interests in subsidiary</li> </ul>	(12,965) (57,163)
Total effect for transactions with non-controlling interests on changes in equity attributable to share	holders
of the Company	(689,859)
	(1,100,781)

For the six months ended 30 June 2010

## 18 SIGNIFICANT RELATED PARTY TRANSACTIONS

## (a) Related party transactions

The Group had the following significant related party transactions during six months ended 30 June 2010:

	Six months ended 30 June	
	2010 RMB'000	2009 RMB'000
	KMB,000	KINIR OOO
Transactions with Jin Jiang International		
— Provision of hotel services	784	271
<ul> <li>Provision of training services</li> </ul>	10	28
— Sales of hotel supplies	882	673
	1,676	972
Darkel auraneae anid	2 222	0.004
— Rental expenses paid	3,239 80	3,601
— Interest paid	80	
	3,319	3,601
	0,010	0,001
Transactions with subsidiaries of Jin Jiang International		
— Provision of hotel services	10,337	7,835
— Rental income received	351	396
— Provision of other services	5,920	1,395
	16,608	9,626
Durchage of food and haverage	800	1 120
<ul><li>— Purchase of food and beverage</li><li>— Rental expenses paid</li></ul>	6,730	1,130 7,006
Receipt of laundry services	398	1,016
Receipt of identity services	3,349	1,976
Totalpa S. Salai Baltinos	3,040	1,070
	11,277	11,128

For the six months ended 30 June 2010

#### SIGNIFICANT RELATED PARTY TRANSACTIONS (CONTINUED) 18

#### (a) Related party transactions (continued)

	Six months er	Six months ended 30 June	
	2010	2009	
	RMB'000	RMB'000	
Transactions with jointly controlled entities of the Group			
— Interest income received	401	414	
— Sales of hotel supplies	1,736	979	
— Management fees received	2,284	1,631	
	4,421	3,024	
		,	
— Interest expenses paid	903	1,033	
Transaction with associates of the Group			
— Rental income received	1,861	1,645	
— Interest income received	1,714	2,152	
— Management fees received	924	1,857	
— Sales of hotel supplies	3,559	1,981	
	8,058	7,635	
— Purchase of food and beverage	250	170	
— Interest expenses paid	230	21	
	252	191	
	202	101	
Transaction with companies with common directors			
— Management fees received	239	197	
— Sales of hotel supplies	3,479	887	
— Sales of food	315	396	
	4,033	1,480	
— Purchase of food and beverage	2,785	2,479	
Transactions with directors, supervisors and chief executives of			
the Company or a subsidiary of the Company			
— Acquisition of a 5.079% equity interest in Jin Jiang Inn	76,627	_	

For the six months ended 30 June 2010

#### 18 SIGNIFICANT RELATED PARTY TRANSACTIONS (CONTINUED)

#### (b) Amount due from/to related party transactions

	At 30 June 2010 RMB'000	At 31 December 2009 RMB'000
Amounts due from related parties (note 6)  — Jin Jiang International  — Subsidiaries of Jin Jiang International  — Jointly controlled entities of the Group (i)  — Associates of the Group (ii)  — Companies with common directors	2,450 7,264 23,276 68,508 571	273 2,352 16,985 69,285 363
	102,069	89,258
Amounts due to related parties (note 8)  — Jin Jiang International (iii)  — Subsidiaries of Jin Jiang International  — Jointly controlled entities of the Group (iv)  — Associates of the Group (v)  — Companies with common directors	(12,877) (9,343) (98,906) (5,816) (693)	(3,106) (6,680) (93,033) (6,380) (593)
	(127,635)	(109,792)
Borrowings from a related party (note 9)  — Jin Jiang International (vi)	(901,563)	(601,563)

- (i) The balances include unsecured loans to jointly controlled entities of RMB16,770,000 as at 30 June 2010 (31 December 2009: RMB15,910,000) with effective interest rates of 4.78% (2009: 5.04%) per annum.
- (ii) The balances include secured loans to associates of RMB58,000,000 as at 30 June 2010 (31 December 2009: RMB55,000,000) with effective interest rates of 5.32% (2009: 7.54%) per annum which were guaranteed by a third party company or pledged by their or third parties' properties.
- (iii) The balances include deposits from Jin Jiang International of RMB7,666,000 as at 30 June 2010 (31 December 2009: nil) with the effective interest rates of 1.12% (2009: nil) per annum.
- (iv) The balances include deposits from jointly controlled entities of RMB96,732,000 as at 30 June 2010 (31 December 2009: RMB92,453,000) with the effective interest rates of 2.25% (2009: 2.71%) per annum.
- (v) The balances include deposits from associates of RMB5,627,000 as at 30 June 2010 (31 December 2009: RMB6,204,000) with the interest rates of 0.36% (2009: 0.36%) per annum.
- (vi) The balance includes unsecured borrowings from Jin Jiang International of RMB901,563,000 as at 30 June 2010 (31 December 2009: RMB601,563,000) with effective interest rates of 4.62% (2009: 4.62%) per annum.

Other than disclosed above, balances with related parties are all unsecured and interest free.

For the six months ended 30 June 2010

## 18 SIGNIFICANT RELATED PARTY TRANSACTIONS (CONTINUED)

### (c) Key management compensation

	Six months ended 30 June	
	2010 RMB'000	2009 RMB'000
Salary and other allowances Discretionary bonus	563 302	703 171
Retirement scheme contributions	121 986	73 947

#### 19 EVENTS AFTER THE BALANCE SHEET DATE

Acquisition of shares in Jin Jiang Investment and Jin Jiang Travel involving issue of new domestic shares

Details are given in note 1(c).

## **20 RESTATEMENT**

As explained in note 3, the Group incurred acquisition costs of RMB36,702,000 for the year ended 31 December 2009, in connection with the acquisition of IHR Group which was completed subsequently on 18 March 2010. When HKFRS 3 (revised) was adopted on 1 January 2010, these acquisition costs, capitalised under HKFRS 3 as at 31 December 2009, were expensed retrospectively by restating comparatives of the unaudited condensed consolidated interim financial statements.



