Group Co., Ltd., subsidiary Mudanjiang Chingpo Pearl River Wanjia Hotel Co., Ltd. and subsidiary Mudanjiang Star of Wanjia Hotel Co., Ltd.
Subsidiaries Hainan Pearl River Enterprises Holding Co., Ltd. and Shanghai Real Estate Company of Hainan Pearl River Enterprises Holdings Co., Ltd. respectively held 20% and 30% equity of Shanghai Sea Pearl Property Management Co., Ltd.. In terms of the Company realized control of Shanghai Sea Pearl Property Management Co., Ltd. in current period, then it was combined into consolidated scope in current period.

2. There was one company combined into consolidated scope which the Company has voting right of 50% or lower in the said company, that is because:

The Company totally held 50% equity of Shanghai Sea Pearl Property Management Co., Ltd. through subsidiaries that the Company was in charge of actual operation of Shanghai Sea Pearl Property Management Co., Ltd.

附: 授權委托書
茲委托 先生 (女士) 代表
2011 年度股東大會,並代爲行使表決權。
委托人簽名: 股東帳號:
持股數:
被委托人簽名: 以東帳號:
對股數:
被委托人簽名: 身份證號:

2010 年年初盈餘公積 董事會認爲:本次公司會計政策變更 114,177,485.88 董事會認爲:本次公司會計政策變更 是根據有關會計準則的規定進行的、存金 (企業會計準則)的規定。公司通過恰當的會計處理,使公司的會計核算更符合有關規 定:提高了公司財務信息質量,對公司實際經營狀况的反映更爲準確,同意該項會計政 等機類原態。學問數數據明

超新聞牌: SI 採注 SI 珠江 B 證券代碼: 000505 200505 公告編號: 2012-016 海南珠江控股股份有限公司監事會關於會計政策變更的公告

本公司及監事會成員保證公告內容的真實、準確、完整,沒有虛假記載、誤導性陳述或者重大遺稿。

运或者重大遗漏。 根據深圳證券交易所《深交所關於做好上市公司 2011 年報披露工作的通知》及中國 證監會發佈的《公開裝行證券的公司信息披露編報規則第 19 號一財務信息的更正及相關 披露)的要求,經公司監事會審議,同意對公司會計政策變更發追溯調整的方案,具體 說明如下:

一、原質計 以東. 公司 2007 年首次執行《企業會計準則》時,由於《合並財務報表》準則對合並財務 報表中是否恢復子公司盈餘公積份額沒有明確規定,沿用了原《企業會計制度》有關合 並財務報表的處理規定,在編制合並報表時恢復子公司的盈餘公積份額。 二、現會計政策:

二、現會計政策: 本期公司對此會計政策進行變更,變更後的會計政策在合並報表時不再恢復子公司盈餘公積中母公司享有的份額,並在附註中披露合並報表 "未分配利潤"中包含的子公司提取盈餘公積歸屬於母公司的金額。 該項會計政策變更對公司影響如下: 調整增加 2011 年初未分配利潤 4,690,421.49 元,其中 2010 年初未分配利潤增加 4,690,421.49 元;同時減少 2011 年初盈餘公積 4,690,421.49 元,其中 2010 年初盈餘公積

調整前 -648,891,640.41 114.177.485.88

海南珠江控股股份有限公司

會計政策變更的公告

公司及董事會全體成員保證信息披露的內容真實、準確和完整,沒有虛假記載、誤 導性陳述或者重大遺漏。

→ (全球を攻る至入退場)。 一、會計政策變更概述 根據財政部發佈的(企業會計準則講解 2010—合並財務報告》的相關規定,公司對 原有的會計政策變更如下:

原有的會計政策變更如下:
(一) 原會計政策:
在合並財務報表中,對子公司的盈餘公積的處理:
根據 1995 年財政部發佈 (合並會計報表暫行規定)
《共和何編制合並會計報表數出規範,但對於子公司的盈餘公積是否應當恢復並未做出相關的規定,但在註册會計師培訓教材等資料中,對於子公司所計提的盈餘公積做了恢復處理,實務中也往往按照此項做法並行盈餘公積的恢復。
(二) 現行會計改策:
在合並財務報表中,對子公司的盈餘公積的恢復。
(二) 現行會計改策:
在合並財務報表中,對子公司的盈餘公積的恢復。
(二) 現行會計改策:
在合並財務報表中,對子公司的盈餘公積的檢復。
(一) 現行會計改策:
在合並財務報表中,對子公司的盈餘公積的檢費。
(一) 現行會計改策:
(企) 東行會計改策:
中心並發表分價在恢復盈餘公積的領別。2008 中提及 "不需再將已經抵銷的提取盈餘公積的金額調整回來",由於講解只是輔助理解準則與指南的指導性資料,所以實務中企並發表仍存在恢復盈餘公積的危。2008 中,財政部發佈了《企業會計學則講解。2008),刪除了 "不需再將已經抵銷的提取盈餘公積的金額調整回來"的提法,《企業會計準則講解。2010) 沿用了此種做法,盈餘公積在合並報表中是否恢復的問題實際已被閱置。

調查。 國務院國資委《關於印發 2004 年度中央企業財務決算報表的通知》(國資發評價 [2004] 306 號)第十條第 5 項規定:"企業在編制合业會計報表時,對所屬各級子企業當 年及以前年度提取的盈餘公積不再進行還原。"由此,中央企業在做合並報表時對盈餘

公積不再予以依稅。 公積不再予以恢復。 由於會計準則對此一直沒有明確規定,所以公司的合並報表中一直沿用恢復子公司 盈餘公積份額的作法。本年考慮對本公司的控股股東爲國有企業,所以本づ會聚時公司 司的會計政策、選擇不恢復子公司盈餘公積的處理,因此作爲會計政策變更進行了調

・ 胃可収束変更到公司影響 該項信計效策變更勢公司影響如下: 調整増加 2011 年初未分配利潤 4,690,421.49 元,其中 2010 年初未分配利潤増加 4,690,421.49 元, 同言時減少 2011 年初盈餘公積 4,690,421.49 元,其中 2010 年初盈餘公積

-648,891,640.41 114,177,485.88

證券簡稱: ST 珠江 ST 珠江 B 證券代碼: 000505 200505

證券簡稱: ST 珠江 ST 珠江 B 證券代碼: 000505 200505

-648,891,640.41

114.177.485.88

公司地址:海口市珠江廣場帝豪大厦 29 層 連絡人: 董事會秘書 俞翠紅

2011 年年初未分配利潤 2011 年年初盈餘公積

策變更暨追溯調整處理

減少 4,690,421.49 元。 受影響的報表項目名稱 2011 年年初未分配利潤

策變更暨追溯調整處理

nagement Co., Ltd. tion of the Board of Directors on "Non-standard Auditors' Report" from the Cer-

海南珠江控股股份有限公司

重 事 買 二 0 一二年四月十八日

109 487 064 3

海南珠江控股股份有限公司

車事置 二 0 一二年四月二十日

公告編號: 2012-016

109.487.064.3

海南珠江控股股份有限公司 監事曹 二 0 一二年四月二十日

公告編號:2012-017

-671.932.200.09

海南珠江控股股份有限公司

二〇一二年四月二十日



Stock Abbr.: ST Pearl River, ST Pearl River B

HAINAN PEARL RIVER HOLDINGS CO., LTD. **SUMMARY OF 2011 ANNUAL REPORT**

§1. Important Notice

1.1 The Board of Directors, the Supervisory Committee, all directors, supervisors and senior executives of HaiNan Pearl River Holdings Co., Ltd. (hereinafter referred to as the Company) hereby confirm that there are no any fictitious statements, misleading statements, or important omissions carried in this report, and shall take all responsibilities, individual and/or joint, for the reality, accuracy and completeness of the whole contents.

ity, accuracy and completeness of the whole contents.

1.2 BDO Da Hua Certified Public Accountants Co., Ltd. has audited the financial report of the
Company for 2011 and issued a standard unqualified auditor's report therefor.

1.3 Mr. Zheng Qing, the principal of the Company, Mr. Chen Binglian, the principal of the accounting work, and Mr. Yang Daoliang, the principal of the accounting organ hereby confirm that
the Financial Report in the Annual Report is true and complete.

English version for reference only. Should there be any discrepancy between the two versions, the
Chinese version shall prevail.

§2. Company Profile			
2.1 Basic information			
Stock abbr.	ST Pearl Riv	ver, ST Pearl River B	
Stock code	000505, 200	0505	
Stock exchange listed with	Shenzhen S	Stock Exchange	
2.2 Contact information			
	Secreta	ary of the Board	
Name	Yu Cuihong		
Contact address	29/F, Royal Empire Building, Pe Hainan Province, PRC	earl River Plaza, Binhai Avenue, Haikou	
Tel.	0898-68581888, 68581199 ext.		
Fax	0898-68581026		
E-mail	hnpearlriver@21cn.net		
\$2 A	Name of all Targets and		

§3. Accounting Data and Financial Indic 3.1 Main accounting data	ees			
				Unit: Yuan
	2011	2010	Increase/decrease over last year (%)	2009
Gross operating revenues (Yuan)	233,145,578.90	686,065,924.45	-66.02%	285,105,975.50
Operating profit (Yuan)	-42,006,245.44	57,563,305.12	-172.97%	81,271,235.36
Total profit (Yuan)	-41,983,785.87	59,149,596.98	-170.98%	81,182,113.79
Net profit attributable to the Company's shareholders (Yuan)	-49,478,157.24	27,730,981.17	-278.42%	79,473,893.43
Net profit attributable to the Company's shareholders after deducting non-recurring gains and losses (Yuan)	-82,077,765.00	-14,783,336.29	-455.20%	-53,418,144.50
Net cash flows from operating activities (Yuan)	-76,119,321.82	141,567,532.95	-153.77%	143,044,992.66
	At the end of 2011	At the end of 2010	Increase/decrease over last year (%)	At the end of 2009
Total assets (Yuan)	1,311,949,739.44	1,448,885,550.24	-9.45%	2,033,695,297.92
Total liabilities (Yuan)	912,270,365.08	930,369,577.61	-1.95%	1,367,819,543.42
Owners' equity attributable to the Company's sharehold- ers (Yuan)	373,004,748.20	497,295,405.44	-24.99%	653,104,424.27
Total share capital (share)	426,745,404.00	426,745,404.00	0.00%	426,745,405.00
3.2 Main financial indices				

			Į	Jnit: Yuan
	2011	2010	Increase/decrease over last year (%)	2009
Basic earnings per share (Yuan/share)	-0.12	0.06	-300.00%	0.19
Diluted earnings per share (Yuan/share)	-0.12	0.06	-300.00%	0.19
Basis earnings per share after deducting non-recurring gains and losses (Yuan/share)	-0.19	-0.03	-533.33%	-0.13
Weighted average return on equity (%)	-11.37%	4.82%	-16.19%	15.90%
Weighted average return on equity after deducting non-recurring gains and losses (%)	-18.86%	-2.57%	-16.29%	-10.69%
Net cash flow per share arising from operating activities (Yuan/share)	-0.18	0.33	-154.55%	0.34
	At the end of 2011	At the end of 2010	Increase/decrease over last year (%)	At the end of 2009
Net assets per share attributable to shareholders of listed companies (Yuan/share)	0.87	1.17	-25.64%	1.53
Asset-liability ratio (%)	69.54%	64.21%	5.33%	67.26%
3.3 Items of non-recurring gains and losses				

3.3 Items of non-recurring gains

v Applicable Imapplicable				Unit: Yuan
Items of non-recurring gains and losses	Amount in 2011	Note (if applicable)	Amount in 2010	Amount in 2009
Gains and losses from disposal of non-current assets	164,225.87		1,675,363.51	28,023.37
Capital occupation fees received from non-financial enterprises which are recorded in the prof- its and losses for the current period	34,251,932.51		19,945,435.72	1,859,305.17
Gains arising from the balance between the investment costs on the Company's obtaining subsidiaries, associates and joint ventures and the attributable share of fair value of the invest- ed parties' identifiable net assets when those investments are obtained			151,565.71	0.00
Gains and losses from debts restructure	0.00		0.00	103,580.08
Gains and losses on change in fair value from tradable financial assets and tradable financial li- abilities, as well as investment income from disposal of tradable financial assets and tradable fi- nancial liabilities and financial assets available for sales except for effective hedging related with normal businesses of the Company.			0.00	131,129,924.21
Other non-operating income/expense	-141,766.30		-240,637.36	-220,725.02
Other gain and loss items that satisfy the definition for non-recurring gains and losses	0.00		21,180,402.43	0.00
Income tax effects	-1,246,878.08		-142,206.68	-7,807.38
Minority interests effects	-427,906.24		-55,605.87	-262.50
Total	32,599,607.76	-	42,514,317.46	132,892,037.93
84. Particulars on Shareholding of Shareholders and	Control I	Block Di	iagram	

4.1 Particulars about shares held by the top ten shareholders and the top ten shareholders holding

					Unit: snare	
Total number of shareholders as at the end of 2011		44,647	Total number of shareholders as at one month before the reporting date	44,293		
	Particulars about	shares held b	ov the top ten shareholders	1		
Name of shareholders	Nature of shareholders	Proportion (%)	Total shares held	Shares subject to moratorium held	Frozen or pledged share	
Beijing Wanfa Real Estate De- velopment Co., Ltd.	State-owned corporation	26.36%	112,479,478	0	0	
Chen Yunxuan	Domestic natural person	0.70%	2,978,402	0	0	
Qu Chen	Domestic natural person	0.52%	2,213,400	0	0	
Zhang Xiaoxia	Domestic natural person	0.46%	1,949,250		0	
Li Jinquan	Domestic natural person	0.42%	1,810,018	0	0	
Zhang Chuntian	Domestic natural person	0.38%			0	
Zhou Qin	Domestic natural person	0.32%	1,370,000	0	0	
Nanhua Finance Co., Ltd.	Domestic non -state - owned corporation	0.30%	1,299,050	1,299,050	C	
Zhang Huisheng	Domestic natural person	0.29%	1,240,000	0	C	
Ou Lei	Domestic natural person	0.28%			0	
			atorium held by the top ten sha			
Name of sha		Shares not subject to moratorium held Type of shares				
Beijing Wanfa Real Estate Dev	elopment Co., Ltd.	112,479,478 RMB ordinary share				
Chen Yunxuan		2,978,402 RMB ordinary share				
Qu Chen		2,213,400 Domestically listed foreign:				
Zhang Xiaoxia		1,949,250 Domestically listed foreign				
Li Jinquan		1,810,018 RMB ordinary share				
Zhang Chuntian		1,630,000 RMB ordinary share				
Zhou Qin		1,370,000 RMB ordinary share				
Zhang Huisheng		1,240,000 RMB ordinary share				
Ou Lei			1,206,348	RMB ordinary shar	e	

Among shareholders above, there exists no related-party relationship between the principal shareholders above, there exists no related-party relationship between the principal shareholders of the Company. Nor they are parties with concerted action a prescribed in the concerted action among share—Information Bucksuser Administrative Methods for Changes in Shareholding of Sharehold d control relationship between the Company and its actual controlle State –owned Assets Supervision and Administration Commission of Beijing Municipal Government 100% Beijing Xinxing Real Estate Development General Company 100% Beijing Wanfa Real Estate Development Co., Ltd.

26.36% HaiNan Pearl River Holdings Co., Ltd.

\$5. Report of the Board of Directors

5.1 Discussion and analysis by the management team: overview of the Company's operation during the reporting period

1. As affected by various regulatory policies on real estate industry, the domestic market of real estate was sluggish. Due to Meilin Qingcheng second-phase project almost came to the end, and the third-phase project hadn't started, the said regulatory policies had little effect on the Company's strategic operation, but it extended the winding-up period for Meilin Qingcheng second-phase project, and further obstructed the capital recovery from the retained houses. In 2011, 18 houses were sold with an area of 2683.17 uf, generating a sales income of RMB 29,192,465.

2. In aspect of tourism real estate, the establishment of Mudanjiang Pearl River Wanjia Tourism Group Co., Ltd. marked the Company had formed the strategic pattern on developing tourism real estate business in Mudanjiang and Xuexiang. On 15 Jun. 2011, it signed a Cooperation Intention on the Project of Overall Developing the Tourism Resources of Xuexiang National Forest Park, finishing the strategic transfer from single hotel operation to tourism resources development, which helped the Company strode forward a solid step in the direction of creating first class tourism brand in northeast china. Besides, in 2011, through expanding and cultivating new customer resources, adjusting the room price for off season and peak season as well as increasing the entertainment items in the tourist area, it realized a sustainable growth for economic income with a total sales income of RMB 15,785,100, up by 104% over the same period of last year. In order to explore the hotel business and expand the operation scale, it consolidated the Jingbo Lake Garden Hotel and Baoyuewan Hotel by entrust operation in Mar, and Jun. 2011 respectively, thus formally entered the hotel industry in Jingbo Lake. Meanwhile, it advanced the construction of Xuexiang seenic spot quickly, and completed the work on Overall Development Plan

ang to Taipinggou, acquisition of Xuesongge Hotel and Xueyuan Hotel, construction of Yangcao Mountain road, acquisition of transport vehicles for sightseeing and entertainment in scenic spot, construction of Yongan Staff Living Area and the construction of ski equipment hall of ski resort, etc., so as to lay a good foundation for the scenic spot development work and further provide a solid guarantee for the Company to realize its business upgrading relying on Xuexiang Tourism

3. 2011 witnessed the 4th operation period of Sanya Days Hotel & Suites Xuexiang, at which it

Project.

3. 2011 witnessed the 4th operation period of Sanya Days Hotel & Suites Xuexiang, at which it registered a stable growth for operating income but also faced serious challenge for operation. On one hand, the policy of Being an International Tourism Island had not taken significantly positive effect on the tourism market in Sanya, the passenger flow volume of Sanya Airport was still restricted; on the other hand, the hotels in Sanya continued to increase. Therefore, the said hotel adjusted its marketing strategy in a timely manner, integrated and reduced its partners, made best use of the advantages and bypassed the disadvantages as well as integrated with its own characteristics, so as to open new sales channels and increase the network channel resources; besides, it actively explored the overseas market, realizing an operating revenue in 2011 as RMB 37 million, with the gross operating profits of RMB 8.7 million, increased by 11 % over the same period of 2010, and the annual occupancy rate increased by 10,98% compared with 2010. Moreover, the hotel's oppularity and brand effect gradually enhanced.

4. In Jan. 2011, the Company cooperated with Zhonghe Investment Co., Ltd. to invest on the Construction Project of Special Railway Line in Mulin County and Coal Wholesale Market. In Apr. 2011, Zhonghe Investment Co., Ltd., gained the ownership of state—owned land use rights and their above—ground buildings for the project through statutory auction process in accordance with their agreement. In Jun. 2011, the Company added an investment of RMB 88 om illion to use specially for the construction of the said project according the needs of project construction. At present, the property transfer procedure for state—owned land use rights has been reported to Shunyi District Government by Shuji District Bureau of Land Resources. The Pre–feasibility Report has been finished, which is reported to relavant railway authorities; the Company has resigned a cooperation genement with the original cooperative unit for the c and Reform Commission, and environmental protection department, etc. to handle the application work on environmental impact assessment, approving the establishment of project and coal busi-

3. Aiming at creating a new beneart-generating point, the Company made an initial investment of RMB 64 billion with Beijing Kangtai Industrial Investment Company on the cooperation and de-velopment of the iron mine Project in Yunxi District. Thereof, the Company took the first step into ron mine industry, which advanced the march toward a diversified operation. Iron mine project in Yunxi District refers to iron mine project in Zhaojiayuan and Dujiawan of Yunxi District, north-west of Hubei Province. Restructure of production line and establishment of the said project has been set out in 2011. In the meanwhile, the Company has consigned Northwest Hubei Province Hubei Geological Minerals Investigation Bureau to conduct a thorough examination on iron mine of Delivers and besieful worked set stepus. States a thorough examination on iron mine

been set out in 2011. In the meanwhile, the Company has consigned Northwest Hubei Province Hubei Geological Minerals Investigation Bureau to conduct a thorough examination on iron mine of Dujiawan, and basically worked out stratum, lithology, structure, category and grade of mineral, hydrogeology, engineering geology and environmental geology. Besides, the investigation bureau carried out an appraisal on the conditions of mining technology of deposit, thereof, provided a hasis for the overall design of mine, construction project of mine and design of mining.

6. The Company carried on the Shijiazhuang Laquan new countryside construction and real estate development project. Louling community project was a construction and development project of new residential department in provincial level of Hebei. It located on the northwest of Shijiazhuang, Hebei province and neighboring to downtown Xinhua district. The project involved in three administrative villages: south Loulong, middle Louling and north Luoling, with a total construction land of 1,053 mu (70.2 hectare), a total construction area of 1.7 million square meters and an estimated rate of 2.5 overall volume terms, It has completed the signing of project, application for construction on new residential department, investigation of homestead, draft of supplemental plan for reallocation in 2011. As for the aspects of development and construction project, it has accomplished each preparation of prophase such as the adjustment of land use planning, communication of construction planning schemes etc.

7. Since the original Haikou Longshu hird-phase project was transferred to Haikou Visun Real Estates Development Co., Ltd. (hereinafter referred as Visun Company) in Jun. 2010, the Company paid close attention to the project due to the project was transferred to Haikou Visun Real Estates Development not the propriect and municipal leaders and relevant departments paid highly attention to the project due to the project belongs to the key area for city image, so require

Main businesses classified according to industries							
Industries	Operating income	Operating cost	Gross profit rate (%)	Year-on-year increase/decrease of operating income (%)	Year-on-year increase/decrease of operating cost (%)	Year-on-year increase/decrease of gross profit rate (%)	
Sale of real estate	7,758.97	3,633.59	53.17%	-86.46%	-90.18%	17.72%	
Property management and service	9,891.90	8,549.74	13.57%	30.42%	28.12%	1.55%	
Travel and hotel services	5,427.80	2,433.39	55.17%	51.09%	36.71%	4.72%	
Main businesses classified according to products							
Products	Operating income	Operating cost	Gross profit rate (%)	Year-on-year increase/decrease of operating income (%)	Year-on-year increase/decrease of operating cost (%)	Year-on-year increase/decrease of gross profit rate (%)	
Sale of real estate	7,758.97	3,633.59	53.17%	-86.46%	-90.18%	17.72%	
Property management and service	9,891.90	8,549.74	13.57%	30.42%	28.12%	1.55%	
Travel and hotel services	5,427.80	2,433.39	55.17%	51.09%	36.71%	4.72%	
 5.3 Explanation on reasestructure, and profitabilit 							

VApplicable □Inapplicab	le						
Items	Amount of this	Amount of last	Amount of	Change ratio	Reason for		
itorio	period	period	change	Onungo ratio	change		
Operation revenue	233,145,578.90	686,065,924.45	-452,920,345.55	-66.02%	Note 1		
Operation cost	147,356,459.09	455,355,582.46	-307,999,123.37	-67.64%	Note 1		
Taxes and associate charges	21,722,074.58	80,315,959.95	-58,593,885.37	-72.95%	Note 1		
Sales expenses	6,097,882.73	10,724,982.92	-4,627,100.19	-43.14%	Note 2		
Administrative expenses	78,495,572.48	62,229,213.13	16,266,359.35	26.14%	Note 3		
Financial expenses	18,453,629.84	23,453,020.50	-4,999,390.66	-21.32%	Note 4		
Investment income	-989,818.18	1,267,564.07	-2,257,382.25	-178.09%	Note 5		
Non-operating income	891,399.47	1,889,073.34	-997,673.87	-52.81%	Note 6		
Non-operating expense	868,939.90	302,781.48	566,158.42	186.99%	Note 7		
Other comprehensive incomes	-74,812,500.00	-183,540,000.00	108,727,500.00	59.24%	Note 8		
Net cash flow arising from operation activities	-76,119,321.82	141,567,532.95	-217,686,854.77	-153.77%	Note 9		
Net cash flow arising from financing activities	76,461,468.75	-155,834,656.21	232,296,124.96	149.07%	Note 10		
Note 1: The decrease in "operation revenue, operation cost, taxes and surcharges" was mainly							
because: sales income of Meilin Qingcheng second-phase project of subsidiary Hubei Pearl River							
Real Estate Development Co., Ltd	d. was decrease	d		•			

Real Estate Development Co., Ltd. was decreased.

Note 2: The decrease of sales expenses was mainly because: the sales of commercial house of
Meilin Qingcheng second-phase sales of sub sidiary Hubei Pearl River Real Estate Development
Co., Ltd. was coming to the final sales.

Note 3: The increase of administrative expenses was mainly because: the Company newly invested and established three subsidiaries in the reporting period, they are Mudanijang Chingpo Pearl
River Wanjia Hotel Co., Ltd., Mudanijang Star of Wanjia Hotel Co., Ltd. and Hebei Zhengshi
Qinghui Real Estate Co., Ltd., thereof increased relevant expenses.

Quignui near Estate Co., Ltd., thereof increased relevant expenses.

Note 4: The decrease of financial expenses was mainly because capital occupation charges the Company collected was increased in the reporting period.

Note 5: The decrease in investment income was mainly because profitability of Sanya Wanjia Industrial Co., Ltd., invested by the Company wasn't improved. While investment income of last period was higher than current period was due to the change of shareholding proportion of the

Company was higher than current period was used to the change or state to make the difference of the sum of the consideration acquired from disposal of equity and the fair value of remaining equity, less net assets enjoyed in former subsidiaries that were measured at former shareholding proportion and consistently counted from the acquisition date in the consolidated financial report ing from disposal of fixed assets in the reporting period. Note 7: The increase in non-operation expenses was mainly due to the Company increased exter-

Note 8: Other comprehensive incomes were decreased mainly due to the decrease in fair value of

Note 8: Uther comprehensive incomes were decreased mainly due to the decrease in fair value of available—for-sale financial assets.

Note 9: The decrease of net cash flow arising from operation activities was mainly due to the sales revenue of commercial house of Meilin Qingcheng second—phase sales of subsidiary Hubei Pearl River Real Estate Development Co., Ltd. decreased.

Note 10: The increase in net cash flow arising from financing activities was mainly due to cash payment for debts was decreased.

36. Financial Report
6.1 Explanation for changes in accounting policies, accounting estimates and accounting method of the reporting period compared with previous annual report

√Applicable □Inapplicable
Changes in accounting policies
When the Company first carried out Enterprises Accounting Standard in 2007, in terms of there was no defined regulations on whether to resume the recognition of amount of surplus reserve in consolidated financial statement or not according to rules of Consolidated Financial Statement, the Company followed suit on former disposal regulations of consolidated financial statements on Enterprises Accounting Standard by resuming the amount of surplus reserve of subsidiaries in the preparation of consolidated statements. In the reporting period, the Company made changes to the said accounting policy. Subsequent to the change, the Company shall no longer resume the amount of surplus reserve of subsidiaries attributable to the Company in consolidated statements

公告編號:2012-011

according to the new accounting policy. In the meanwhile, the Company shall disclose the amount of surplus reserve withdrew by subsidiaries that attributable to the Company under "Retained profit" of consolidated statement in the notes. The said change in accounting policies with an impact on retained profit of RMB 4,690,421.49 at the beginning of 2011 (which including RMB 4,690,421.49 on the beginning of 2010); on surplus reserve of RMB -4,690,421.49 at the beginning of 2011 (which including RMB -4,690,421.49 on the beginning of 2010).

C Content of significant accounting mistakes, correction amount, reasons and its impact Applicable

Applicable

Thapplicable As Explanation on changes in consolidated scope of the reporting period compared with previous annul report

cause. In the reporting period, the Company newly established subsidiary Hebei Zhengshi Qinghui Real Estate Co., Ltd., subsidiary Mudanjiang Pearl River Wanjia Travel Investment and Development

海南珠江控股股份有限公司

第六届董事會第十七次會議决議公告 本公司及董事會全體成員保證信息披露的內容真實、準確和完整,沒有虛假記載。 誤導性陳述或者重大遺漏。 海南珠江控股股份有限公司於2012年4月13日以電子郵件方式發出通知,於2012

深寺に承込或者里大曳物。 海南珠江控股股份有限公司於 2012 年 4 月 13 日以電子郵件方式發出通知,於 2012 年 4 月 18 日在北京召開第六屆董事會第十七次會議。會議應到董事 9 人,質到董事 9 人。公司監事及高管列席了會議。會議由董事長鄭清先生主持。會議的召集和召開符合 (公司法) 和 (公司章程) 的有關規定,會議以場投票表决方式審議通過以下決議: 一、審議通過 (2011 年度董事會工作報告) 表决结果:贊成 9票 : 反對 0 票: 弃權 0 票。 二、審議通過 (2011 年度報告和摘要) 本公司董事會及董事認爲: 公司 2011 年度報告的编制和審議程序符合法律、法規和 公司章程的规定;報告的内容和格式符合證監會和深交所的规定: 經大華會計師事務所 審計的財務報告客觀真實地反映了公司的財務狀況和經營成果。 表決結果: 贊成 9 票 ; 方權 0 票。 三、審議通過 (2011 年度財務決算報告和利潤分配預案) 經大華會計師事務所有限公司審計,本公司 2011 年度實現淨利潤—49.218,352.45 元,加上公司上年度未分配利潤為644,2012,182.92 元。可供股東本年度分配的利潤為-693,679.376.16 元。根據公司章程的規定,因本年度虧損,不進行利潤分配,也不進行資本公積金轉增股本。 表决结果: 贊成 9 票; 反對 0 票: 弃權 0 票。

表决結果:贊成9票;反對0票;弃權0票

本公和宏轉唱版本。
表法结果:贊成 9 票;反對 0 票;弃權 0 票。
四、審議通過《開於續聘會計師事務所的議案》
本公司 2011 年度 審計工作由大車會計師事務所有限公司擔任,審計費 43 萬元人民
幣。2012 年度繼續聘大華會計師事務所負責公司的審計工作。
表決結果、贊成 9 票; 5 數 0 票; 弃權 0 票。
五、審議通過《2011 年度內部控制自我評價報告》
本公司董事會及獨立董事認爲:公司根據深圳證券交易所《上市公司內部控制指引》
和其他法規建立了較易完善的內部控制制度總數之能得到有效的執行,公司關於內部控制自我評價報告真實、客觀地反映了公司內部控制制度的建設及運行情况。
表決結果。勸強、9 票 9 5 9 票; 弃權 0 票。
六、審議通過《開於會計政策更更的議案》
本公司會計政策變更及起溯調整是根據有關會計準則的規定進行的,公司通過恰當的計畫通過,使公司的資計核算更符合有關規定,提高了公司財務信息質量,對公司實際經營狀况的反映更爲準確。同意該項會計政策的變更。
表決結果:贊成 9 票; 5 數 0 票; 弃權 0 票。
表決結果:贊成 9 票; 5 數 0 票; 弃權 0 票。
表決結果:贊成 9 票; 5 數 0 票; 弃權 0 票。
表決結果:費成 9 票; 5 數 0 票; 弃權 0 票。
七、决定召開 2011 年度股東大會事宜。
决定召開 2011 年度股東大會事宜。
决定召開 2011 年度股東大會事宜。
为证就是同日公告。
特此公告。

證券簡稱:ST珠江ST珠江B

T珠江B 證券代碼: 000505 200505 海南珠江控股股份有限公司 第六届監事會第八次會議决議公告

積金轉增股本。 表決結果: 贊成:3票,反對:0票,弃權:0票

表決結果:實旗:3 票,反對:0 票,弃權:0 票 四、審議通過 2011年度公司內部控制自我評價報告》 監事會認爲:公司根據深圳證券交易所《上市公司內部控制指引》和其他法規建立 了較爲完善的內部控制制度體系並能得到企經行情况。 表決結果:實旗:3 票,反對:0 票,弃權:0 票 五、審議通過(關於合計政策變更的議案》 本公司會計政策變更及追溯調整是根據有關會計準則的規定進行的,公司通過恰當 的會計處理,使公司的會計核算更符合有關規定,提高了公司財務信息質量,對公司實 經經數形成反映更爲準確。同意該取資合計政策的變更。 表決結果:實旗:3 票,反對:0 票,弃權:0 票 表決結果:實旗:3 票,反對:0 票,弃權:0 票

海南珠江控股股份有限公司

監事會 二0一二年四月二十日 公告编號:2012-013

證券簡稱: ST珠江 ST珠江 B 證券代碼: 000505 200505 海南珠江控股股份有限公司董事會關於召開 2011 年度股東大會的通知 本公司及董事會全體成員保證本公告內容的真實、準確和完整,沒有虛假記載、誤

本公司及董事會全體成員保證本公告內容的真實、準確和完整,沒有虚假記載、誤等性陳述或重大遺漏。 本公司第六届董事會第十七次會議,根據本公司章程及有關規定決定召開 2011 年度股東大會,現將有關事項公告如下:
—、會議基本情況
1、時間: 2012 年6月 20日 (星期三) 上午9:30分
2、地點:海口珠江廣場帝蒙大厦 29 層本公司會議室
3、召開方式: 現規投票
4、召集人:本公司董事會
二、會議審議事項
1、審議 (2011 年度報告和接要)
3、審議 (2011 年度報告和接要)
3、審議 (2011 年度報告和接要)
4、審議 (2011 年度報告和表

審議《2011年度財務决算報告和利潤分配預案》

5、審議《關於續聘會計師事務所6、聽取獨立董事的述職報告

三、議案内容的披露 議案内容詳見 2012 年 4 月 18 日《中國證券報》及巨潮資訊網海南珠江控股股份有 限公司董事會公告及監事會公告

出席會議人員

四、出席曾藏人貝 1、公司董事、監事及高級管理人員; 2、截止 2012年6月13日收市在中國證券登記結算有限公司深圳分公司登記在册的 司全體歷東均有權出席,並可以書面委托代理人出席會議和參加表决,該代理人不可

3、爲本次會議出具法律意見書的律師。

五、登記辦法

1、具備出席會議資格的股東,請於 2012 年 6 月 18 日、19 日上午 9:30---12:
00 · 下午 2:30 分---5:00 進行登記,個人股東持本人身份證、證券帳戶卡及持股憑證。被委托人持本人身份證、營業執照複印件、法定代表人證明書或授權委托書、股東帳戶卡和出席人身份證到海南珠江控股股份有限公司證券部辦理登記手續。
2、外地股東可選上述證件或文件的傳真或信函進行登記。
公司被責(10808)8881026

公告編號: 2012-21

、其它事項 。會期半天、出席會議股東的食宿及交通費用自理

聯繫辦法: 話: (0898) 68583723

郵政編碼:570125

上述審議事項,委託人可在"同意"、"反對"或"棄權"方

證券簡稱:深國商、深國商 B 證券代碼:000056、200056

深圳市國際企業股份有限公司 關於公司股票實行退市風險警示公告

本公司及董事會全體成員保證資訊披露的內容真實、準確、完整,沒有虛假記載、誤導性陳述或重大遺屬。 鑒於公司 2010 年、2011 年連續兩年虧損,根據深圳證券交易所 假票上市規則》的相關規定,本公司股票實行"退市風險警示"特別 、股票的種類、簡稱、代碼以及實行退市風險警示的起始目

、放票的推集、 1 商等 (1 回) 及員刊店印風傚賣不即是項目 、股票簡稱由"深國商"變更為"*ST國商";"深國商 B"變更

為"\$CT 國商 B"

3、股票代碼仍為"000056"、"200056";

4、實行退市風險警示的起始日、公司將於 2012 年 4 月 20 日停牌

一天,自 2012 年 4 月 23 日起實行退市風險警示的特別處理。

5、漲跌輻限制:股票報價的日漲跌輻限制為 5%。

二、實行退市風險的主要原因

二、實行退市風險的主要原因 公司 2010 年度、2011 年度連續兩年經審計的年度淨利潤為負數。 該採圳證券交易所《股票上市規則》的相關規定,公司股票將被實 "退市風險警示"特別處理。 三、公司董事會關於爭取撤銷退市風險警示的意見及開港推 日本司运在收益輔則,即發於大運按。2012年度與

二、公可里申買剛示爭取繳耕退印風險營亦的意見及其體措施 因公司近年處於轉型期,開發的主要核心項目皇庭園商職物廣場 尚未開業,公司其他業務也不能支持公司盈利,導致公司近年連續虧損。 公司將加快皇庭國商購物廣場的裝修和招商工作,爭取儘快進行 正式營業,為公司帶來主營業務收入,並採取其他方式盤活公司資 產,同時嚴格控制各項管理費用,降低經營成本,早日申請撤銷對其股票 交易實行的退市風險警示

交易實行的退市風險警示。
四、股票可能被暫停上市的風險提示
根據《探圳證券交易所股票上市規則》的規定,如公司 2012 度審
計結果表明公司繼續虧損、公司股票將自 2012 年度報告公告之日起被
暫停上市交易。股票被暫停上市後,在法定期限內披露的最近一期年
度報告仍不能扭虧,公司股票將面臨終止上市的風險。
五、實行退市風險警示期間,公司接受投資者諮詢的聯繫方式如下:
1、公司辦公地址:深圳市福田區金田路 2028 號皇崗商務中心 6 樓
2、公司董事金翰惠,曹劍

2、公司董事會秘書:曹劍 聯繫地址:深圳市福田區金田路 2028 號皇崗商務中心 6 樓 電話: 0755-82535565 傳真: 0755-82566573 郵政編碼:518100

> 深圳市國際企業股份有限公司 2012年4月20日

證券簡稱:深國商、深國商 B 證券代碼:000056、200056

公告編號: 2012-24

深圳市國際企業股份有限公司

關於會計差錯更正公告 本公司及董事會全體成員保證資訊披露內容的真實、準確和完整, 沒有虛假記載、誤導性陳述或重大遺漏。

及可能收起数、磁等作体处或单入量确。 根據中國證監會《公開發行證券的公司資訊披露編報規則第 19 號-財務資訊的更正及相關披露》、深交所《關於做好上市公司 2011 年年度報告工作的通知》等注律法規、部門與章的相關要求,現將公司前期會計差錯進行更正說明,該事項已經年審會計師事務所審計。

可削則會計差錯進行史止說明,該事項已經年審會計帥事務所審計。 一、會計差錯的限和處理 本公司就馬來西亞和昌父子有限公司 (以下簡稱 "和昌公司") 和 探國商於 2001 年 5 月 3 日 簽訂 《關於深圳融發投資有限公司股權轉讓 合同》之股權轉讓價款人民幣 2060 萬元,依據還數協議約定,按中國 人民銀行同期貸款利率自 2001 年 6 月 1 日計至 2009 年 12 月 31 日 神提 該期間的利息,自 2010 年 1 月 1 日至 2010 年 1 2 月 31 日止以應付款總 額為基數按日萬分之三的標準計提違約金,由此調增預計負債 14,884,902.73 元,訓滅 2010 年度利潤 3,502,115.23 元,訓滅 2010 年度

前未分配利潤 11,382,787.50 元。 上述前期會計差錯採用追溯調整法,比較財務報表已按調整後的 數字填列。 會計差錯對本期財務狀況和經營成果的影響 1、主要會計資料 太年比上

減少 4,690,421.49 元。 受影響的報表項目名稱

2010 年年初盈餘公積 三、其他說明事項 本次會計政策變更無需提交股東大會審議。 特此公告。

2011 年年初未分配利潤 2010 年年初未分配利潤

	2011年	2010年		年增減 (%)	2009	9年
		調整前	調整後	調整後	調整前	調整後
營業總收入 (元)	19,463,770.79	18,312,004.92	18,312,004.92	6.29%	22,693,995.40	22,693,995.40
營 業 利 潤 (元)	-194,759,898.76	-167,119,214.97	-167,119,214.97	16.54%	-31,256,954.72	-31,256,954.72
利 潤 總 額 (元)	-203,904,040.83	-280,964,912.33	-284,467,027.56	-28.32%	-14,370,152.80	-14,370,152.80
歸屬于上市 公司股東的 淨 利 潤 (元)	-123,774,612.23	-167,709,712.71	-171,211,827.94	-27.71%	6,164,589.22	6,164,589.22
歸屬于上市 公司股東京 扣除非經常 性損益的淨 利潤(元)	-119,564,863.60	-88,603,612.28	-88,603,612.28		-21,685,328.97	-21,685,328.97
經營活動產 生的現金流 量 淨 額 (元)	-151,613,542.73	-602,771,216.57	-602,771,216.57	-74.85%	-28,670,426.32	-28,670,426.32
	2011 年末	2010年末		本年末比 上年末増 減(%)	2009	
		調整前	調整後	調整後	調整前	調整後
資產總額 (元)	1,537,761,372.58	1,540,732,957.65	1,540,732,957.65	-0.19%	1,447,489,692.07	1,447,489,692.07
負債總額(元)	1,906,598,811.47	1,690,781,452.98	1,705,666,355.71	11.78%	1,316,573,275.07	1,316,573,275.07
歸屬于上市 公司股東的 所有者權益 (元)	-84,350,914.14	54,308,600.82	39,423,698.09	-313.96%	222,018,313.53	222,018,313.53
總 股 本 (股)	220,901,184.00	220,901,184.00	220,901,184.00	0.00%	220,901,184.00	220,901,184.00
2 \	主要財務指	標			(單位	: 人民幣元)

2010年 調整前 調整後 調整後 平均淨資產收益率 (%) 非經常性損益後的加權平均淨資產收益率 -64.13% -64.95% -10.71 -10.7 及經營活動產生的現金流量淨額 (元/股) -2.73 -2.73 -0.13 -0.13 | 減 (%)
| 減差前 | 減差点 | 減

公司董事會、獨立董事句對本次會計差錯更正事宜出具了專項說明。
公司董事會認為:本次公司根據會計準則等有關規定對以前年度發生的會計差錯進行更正、恰當地進行了會計處理,有利於提高公司財務資訊品質,對公司實際經營狀況的反映更為準確,使公司的會計核算更符合有關規定。董事會同意本次前期會計差錯更正事項。
公司獨立董事認為:本次會計差錯更正符合《企業會計準則一會計政策、會計估計變更和差錯更正》、《公開發行證券的公司資訊被露緣規則第19條一財務資訊的更正及相關披露》的規定要求,符合公司實際經營和財務狀況,對會計差錯的會計處理也符合有關財務規定,提高了公司會計資訊品質。客觀公允地反映了公司的財務規定。董事會關於該調整事項的審議和表決程式符合法律、法規和公司《章程》等相關制度的規定,同意該會計差錯更正事項。
公司對以简年度會計差錯的更正調整,依據充分,符合法律、法規、財務會計制度的有關規定,真實反映了公司的財務狀況。董事會對審計意見所涉事項進行了客觀的說明,提出的解決措格是積極有效,符合公司的實際情況,同意董事會對非標準審計意見的相關規則。

深圳市國際企業股份有限公司

2012年4月20日

傳電 健 眞 話 康

- 東 二二(街) 39 公三四六公三一一 七 達 大 大廈 \bigcirc 座 二八三一座4字牌 ,樓廣告部 〇 五 \bigcirc \bigcirc

2、A股股東的表決情況 同意 144,312,300 股,佔出席會議所有 A 股股東所持表決權的 100%;無反對票和棄權票。 》,無及封示小漢權宗。 3、B股股東的表決情況 同意 3,354,543 股,佔出席會議所有 B股股東所持表決權的 100%;

1、總的表決情況

2、A股股東的表決情況

無反對票和棄權票

證券代碼: 000596、200596

安徽古井貢酒股份有限公司 2011年度股東大會決議公告 本公司及董事會全體成員保證信息披露內容的真實、準確、完整, 2、A股股東的表決情況

、會議召開的情況 -)會議召開時間:2012年4月19日上午9:30; (二)會議召開地點:安徽古井貢酒股份有限公司古井學院多功能

(三)召開方式:現場投票;

沒有虛假記載、誤導性陳述或重大遺漏

| 產版記載、終等性环地與黑人地們。 一、重要提示 本次大會召開期間沒有增加、否決或變更提案。

證券簡稱: 古井賈酒、古井賈B

(四) 召集人:安徽古井貢酒股份有限公司董事會; (五) 主持人:安徽古井貢酒股份有限公司董事長余林先生; (六) 本次股東大會的召開符合《公司法》、《深圳證券交易所股

票上市規則》及《安徽古井責酒股份有限公司章程》等有關規定 三、會議出席情況 一 : 自發出所的總體情況 1、會議出席的總體情況 出席本次股東大會並投票表決的股東(代理人)共12人,代表股 份 147,666,843 股,佔公司有表決權總股份的 58.64%,全爲現場投票。

4,000,050以 自己可有表次補屬級別的 36.04% 主动死物汉宗。 2、A股股東出席情況 A股股東(代理人)9人,代表股份 144,312,300 股,佔公司 A股股 東表決權股份總數的57.31% 3、B股股東出席情況 B股股東(代理人)3人,代表股份3,354,543股,佔公司B股股東

表決權股份總數的1.33% 4、其他人員出席情況 公司董事、監事和高級管理人員及本公司所聘請的律師。

四、議案審議表決情況 一)審議通過了公司2011年度董事會工作報告;

同意 147,666,843 股,佔出席會議所有股東所持表決權的 100%;無 反對票和棄權票 2、A股股東的表決情況 同意 144,312,300 股,佔出席會議所有 A 股股東所持表決權的 100%;無反對票和棄權票。

3、B股股東的表決情況 同意 3,354,543 股,佔出席會議所有 B 股股東所持表決權的 100%;

(二)審議通過了公司2011年度監事會工作報告; 1、總的表決情況 同意 147,666,843 股,佔出席會議所有股東所持表決權的 100%;無 反對票和棄權票

2、A股股東的表決情況 同意 144,312,300 股,佔出席會議所有 A 股股東所持表決權的 100%;無反對票和棄權票。 3、B股股東的表決情況 同意 3,354,543 股,佔出席會議所有 B 股股東所持表決權的 100%;

1、總的表決情況 同意 147,666,843 股,佔出席會議所有股東所持表決權的 100%;無 反對票和棄權票

(三)審議通過了公司2011年度財務決算報告;

反對票和棄權票

(四)審議通過了公司2011年度報告及年度報告摘要; 、總的表決情況

司意 147,666,843 股,佔出席會議所有股東所持表決權的 100%;無

3、B股股東的表決情況 同意3,354,543股,佔出席會議所有B股股東所持表決權的100%; (五)審議通過了公司 2011 年度利潤分配及資本公積金轉增股本的議案;

同意 147,666,843 股,佔出席會議所有股東所持表決權的 100%;無

反對票和棄權票 2、A股股東的表決情況 同意 144,312,300 股 · 佔出席會議所有 A 股股東所持表決權的 100%;無反對票和棄權票。 3、B股股東的表決情況 同意 3,354,543股,佔出席會議所有 B 股股東所持表決權的 100%;

無反對票和棄權票。 (六)關於公司投資白酒產業園項目的議案; 1、總的表決情況 同意 147,666,843 股,佔出席會議所有股東所持表決權的 100%;無反對票和棄權票。

一点。144,312,300股,佔出席會議所有A股股東所持表決權的100%;無反對票和棄權票。 3、B股股東的表決情況 同意 3,354,543股,佔出席會議所有B股股東所持表決權的100%; 無反對票和棄權票

七)審議通過了關於修改公司章程的議案; 總的表決情況 同意 147,666,843 股,佔出席會議所有股東所持表決權的 100%;無 2、A股股東的表決情況

3、B股股東的表決情況 同意3,354,543股,佔出席會議所有B股股東所持表決權的100%; 無反對票和棄權票

八)審議通過了公司聘任2012年度審計機構的議案。 減額的表決情況

2、A股股東的表決情況 同意 144,312,300 股,佔出席會議所有 A 股股東所持表決權的 100%;無反對票和棄權票。 3、B股股東的表決情況

同意 147,666,843 股,佔出席會議所有股東所持表決權的 100%;無

同意3,354,543股,佔出席會議所有B股股東所持表決權的100%;

、律師見證情況 五、律師見證情况 北京市中永律師事務所琚向暉、計永勝律師對本次股東會出具了法 北京市中永律師事務所琚向暉、計永勝律師對本次股東會出具了法 律意見書,認爲公司 2011 年度股東大會的召集、召開程序,出席現場會議人員的資格和表決程序符合《公司法》、《股票上市規則》及《公司章程》的規定,本次股東大會通過的決議合法有效。 六、備杳文件

、北京市中永律師事務所出具的法律意見書

安徽古井貢酒股份有限公司 董事會 二〇一二年四月十九日