BARCLAYS

China Overseas Land & Investment Asset injection is just an extra gift

COLI has announced the long-awaited asset injection from its parent company, China State Construction Engineering Corp. Ltd. (CSCECL). The total consideration (including CSCECL loans) is about HK\$42.8bn to be settled by the issuance of 1.7bn new shares at a premium price of HK\$25.38 to CSCECL. Although the location of the landbank has yet to be provided, we believe the injection should further help to sustain COLI's consistent sales growth trend for the next few years. Our sensitivity analysis suggests possible NAV accretion of c10-13%, which should be an extra gift to COLI. We reiterate our OW rating and unchanged 12-month price target of HK\$27.70.

Details of the asset injection: On 24 March 2015, COLI announced that it is to acquire a total landbank of 10.9mn sqm of gross floor area from its parent company, CSCECL. The total consideration (including CSCECL loans) is to be about HK\$42.8bn, and COLI is to settle the payment by issuing 1.7bn new shares to its parent company at a premium price of HK\$25.38. Although the location of the landbank is yet to be disclosed, we believe the premium pricing implies that the parent company is optimistic on the outlook for COLI.

Possible NAV accretion of c10-13%: The proposed asset injection involves 27 projects in different development stages across Beijing, Shanghai, Tianjin, Chongqing, Suzhou, Chengdu, Xian, Urumqi, Changsha, Weifang and Zibo as well as three projects in London. Based on the assumptions in our sensitivity analysis, we estimate possible NAV accretion of c10-13% from these assets. As a reminder, 86% of the assets are in second- and third-tier cities while COLI said that it has adjusted the product mix over the past 18 months.

Reiterate OW: As we previously stated, we believe the asset injection is only a "plus" but not a "must" for COLI to sustain its earnings growth. Looking at its full-year results for 2014, COLI continued to demonstrate itself as the market leader with consistent earnings growth (+26% y/y), stable gross margins (34.3%) and healthy gearing levels (32.5%). This, in our view, should continue to support its premium valuation. As the announced asset injection has yet to be completed, we retain our 12-month NAV estimate at HK\$30.80 and, thus, our 12-month price target at HK\$27.70, which is at a 10% discount to the NAV. Downside risks include: 1) tighter measures in leading-tier cities; 2) slower contracted sales growth; and 3) lower margins than expected.

0688.HK: Financial and Valuation Metrics EPS HKD

| FY Dec | 2013 | 2014 | 2015 | 2016 | 2017 |
|---------------|-------|-------|-------|-------|-------|
| EPS | 2.32A | 2.92A | 3.53E | 4.17E | 4.84E |
| Previous EPS | 2.32A | 2.78E | 3.24E | 3.93E | N/A |
| Consensus EPS | 2.32A | 2.81E | 3.25E | 3.70E | N/A |
| P/E | 10.2 | 8.1 | 6.7 | 5.6 | 4.9 |

Source: Barclays Research.

Consensus numbers are from Thomson Reuters

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This research report has been prepared in whole or in part by equity research analysts based outside the US who are not registered/qualified as research analysts with FINRA.

PLEASE SEE ANALYST CERTIFICATION(S) AND IMPORTANT DISCLOSURES BEGINNING ON PAGE 9.

Equity Research

Financial Services | Asia ex-Japan Real Estate 25 March 2015

| Inductory View | Unchanged |
|----------------------------|------------------|
| Inductor () (in) (| |
| Industry View | NEUTRAL |
| | Unchanged |
| Price Target | HKD 27.70 |
| | Unchanged |
| Price (24-Mar-2015) | HKD 23.55 |
| Potential Upside/Downside | +18% |
| Tickers | 688 HK / 0688.HK |
| Market Cap (USD mn) | 24818 |
| Shares Outstanding (mn) | 8173.98 |
| Free Float (%) | 46.69 |
| 52 Wk Avg Daily Volume (m | n) 24.7 |
| 52 Wk Avg Daily Value (USD | mn) 68.81 |
| Dividend Yield (%) | 2.4 |
| Return on Equity TTM (%) | 23.01 |
| Current BVPS (HKD) | 14.63 |
| Source: Thomson Reuters | |
| Price Performance | Exchange-HKG |
| 52 Week range | HKD 26.70-17.66 |
| 26 - | |
| 24 - | Mour |
| 22 - | |
| 20 M m M | - V |
| 18 - | |
| 16 - | |
| Apr-2014 Jul-2014 Oct-201 | .4 Jan-2015 |

Asia ex-Japan Real Estate

Alvin Wong

+852 2903 4535 alvin.wong@barclays.com Barclays Bank, Hong Kong

Jizhou Dong +852 2903 2482 jizhou.dong@barclays.com Barclays Bank, Hong Kong

Asia ex-Japan Real Estate

China Overseas Land & Investment (0688.HK)

| Income statement (HKDmn) | 2014A | 2015E | 2016E | 2017E | CAGR |
|--|---|--|---|--|--|
| Revenue | 119,997 | 119,047 | 138,136 | 157,115 | 9.4% |
| EBITDA | 37,046 | 35,552 | 42,122 | 48,813 | 9.6% |
| EBIT | 36,851 | 35,298 | 41,821 | 48,474 | 9.6% |
| Pre-tax income | 38,498 | 41,489 | 49,114 | 56,565 | 13.7% |
| Net income | 27,680 | 28,879 | 34,116 | 39,561 | 12.6% |
| EPS (reported) (HKD) | 3.39 | 3.53 | 4.17 | 4.84 | 12.6% |
| Net income (adj) | 23,851 | 28,879 | 34,116 | 39,561 | 18.4% |
| EPS (adj) (HKD) | 2.92 | 3.53 | 4.17 | 4.84 | 18.4% |
| Diluted shares (mn) | 8,174.5 | 8,174.0 | 8,174.0 | 8,174.0 | 0.0% |
| DPS (HKD) | 0.55 | 0.71 | 0.83 | 0.97 | 20.7% |
| Profit growth (%) | 25.84 | 21.08 | 18.14 | 15.96 | -14.8% |
| | | | | | |
| Margin and return data | | | | | Average |
| | | | | | |
| EBITDA margin (%) | 30.9 | 29.9 | 30.5 | 31.1 | 30.6 |
| EBITDA margin (%) EBIT margin (%) | 30.9 30.7 | 29.9 29.7 | 30.5 30.3 | 31.1 30.9 | 30.6 30.4 |
| | | | | | |
| EBIT margin (%) | 30.7 | 29.7 | 30.3 | 30.9 | 30.4 |
| EBIT margin (%) Pre-tax margin (%) | 30.7 26.8 | 29.7 31.2 | 30.3 31.6 | 30.9 32.1 | 30.4 30.4 |
| EBIT margin (%) Pre-tax margin (%) Net margin (%) | 30.7 26.8 23.1 | 29.7 31.2 24.3 | 30.3 31.6 24.7 | 30.9 32.1 25.2 | 30.4 30.4 24.3 |
| EBIT margin (%) Pre-tax margin (%) Net margin (%) Net (adj) margin (%) | 30.7 26.8 23.1 19.9 | 29.7 31.2 24.3 24.3 | 30.3 31.6 24.7 24.7 | 30.9 32.1 25.2 25.2 | 30.4 30.4 24.3 23.5 |
| EBIT margin (%) Pre-tax margin (%) Net margin (%) Net (adj) margin (%) ROIC (%) | 30.7 26.8 23.1 19.9 13.0 | 29.7 31.2 24.3 24.3 12.8 | 30.3 31.6 24.7 24.7 13.7 | 30.9 32.1 25.2 25.2 14.5 | 30.4 30.4 24.3 23.5 13.5 |
| EBIT margin (%) Pre-tax margin (%) Net margin (%) Net (adj) margin (%) ROIC (%) ROA (%) | 30.7 26.8 23.1 19.9 13.0 7.4 | 29.7 31.2 24.3 24.3 12.8 7.9 | 30.3 31.6 24.7 24.7 13.7 8.7 | 30.9 32.1 25.2 25.2 14.5 9.6 | 30.4 30.4 24.3 23.5 13.5 8.4 |
| EBIT margin (%) Pre-tax margin (%) Net margin (%) Net (adj) margin (%) ROIC (%) ROA (%) | 30.7 26.8 23.1 19.9 13.0 7.4 19.6 | 29.7 31.2 24.3 24.3 12.8 7.9 | 30.3 31.6 24.7 24.7 13.7 8.7 | 30.9 32.1 25.2 25.2 14.5 9.6 | 30.4 30.4 24.3 23.5 13.5 8.4 |
| EBIT margin (%) Pre-tax margin (%) Net margin (%) Net (adj) margin (%) ROIC (%) ROA (%) ROE (%) | 30.7 26.8 23.1 19.9 13.0 7.4 19.6 | 29.7 31.2 24.3 24.3 12.8 7.9 | 30.3 31.6 24.7 24.7 13.7 8.7 | 30.9 32.1 25.2 25.2 14.5 9.6 | 30.4 30.4 24.3 23.5 13.5 8.4 19.6 |
| EBIT margin (%) Pre-tax margin (%) Net margin (%) Net (adj) margin (%) ROIC (%) ROA (%) ROE (%) Balance sheet and cash flow (HK | 30.7 26.8 23.1 19.9 13.0 7.4 19.6 Dmn) | 29.7 31.2 24.3 24.3 12.8 7.9 19.7 | 30.3 31.6 24.7 24.7 13.7 8.7 19.7 | 30.9 32.1 25.2 25.2 14.5 9.6 19.4 | 30.4 30.4 24.3 23.5 13.5 8.4 19.6 CAGR |
| EBIT margin (%) Pre-tax margin (%) Net margin (%) Net (adj) margin (%) ROIC (%) ROA (%) ROE (%) Balance sheet and cash flow (HK Tangible fixed assets | 30.7 26.8 23.1 19.9 13.0 7.4 19.6 Dmn) 1,355 | 29.7 31.2 24.3 24.3 12.8 7.9 19.7 1,931 | 30.3 31.6 24.7 24.7 13.7 8.7 19.7 2,135 | 30.9 32.1 25.2 25.2 14.5 9.6 19.4 2,301 | 30.4 30.4 24.3 23.5 13.5 8.4 19.6 CAGR 19.3% |
| EBIT margin (%) Pre-tax margin (%) Net margin (%) Net (adj) margin (%) ROIC (%) ROA (%) ROE (%) Balance sheet and cash flow (HK Tangible fixed assets Intangible fixed assets | 30.7 26.8 23.1 19.9 13.0 7.4 19.6 Dmn) 1,355 N/A | 29.7 31.2 24.3 12.8 7.9 19.7 1,931 N/A | 30.3 31.6 24.7 24.7 13.7 8.7 19.7 2,135 N/A | 30.9 32.1 25.2 14.5 9.6 19.4 2,301 N/A | 30.4 30.4 24.3 23.5 13.5 8.4 19.6 CAGR 19.3% N/A |

| Total assets | 350,937 | 378,705 | 409,645 | 411,378 | 5.4% |
|-----------------------------|---------|---------|---------|---------|--------|
| Short and long-term debt | 94,532 | 95,446 | 88,052 | 76,784 | -6.7% |
| Net debt/(funds) | 43,317 | 35,866 | 17,308 | 2,344 | -62.2% |
| Other long-term liabilities | 6,229 | 5,305 | 5,305 | 5,305 | -5.2% |
| Total liabilities | 214,129 | 216,744 | 218,973 | 187,630 | -4.3% |
| Shareholders' equity | 133,334 | 159,503 | 187,603 | 220,070 | 18.2% |
| Change in working capital | -30,628 | -4,020 | -1,006 | -10,973 | N/A |
| Cash flow from operations | -15,233 | 26,036 | 28,929 | 24,707 | N/A |
| Capital expenditure | -4,321 | -4,444 | -4,355 | -2,648 | N/A |
| Free cash flow | -19,554 | 21,592 | 24,574 | 22,059 | N/A |
| BVPS (HKD) | 16.31 | 19.51 | 22.95 | 26.92 | 18.2% |

| Valuation and leverage metrics | | | | | Average |
|--------------------------------|-------|-------|-------|-------|---------|
| P/E (reported) (x) | 7.0 | 6.7 | 5.6 | 4.9 | 6.0 |
| P/E (adj) (x) | 8.1 | 6.7 | 5.6 | 4.9 | 6.3 |
| NAV per share (HKD) | 30.80 | 35.60 | 30.90 | 28.30 | 31.40 |
| Premium/(discount) to NAV (%) | -33.9 | -42.8 | -34.1 | -28.1 | -34.7 |
| P/BV (x) | 1.4 | 1.2 | 1.0 | 0.9 | 1.1 |
| Dividend yield (%) | 2.3 | 3.0 | 3.5 | 4.1 | 3.2 |
| Net debt/equity (%) | 32.5 | 22.5 | 9.2 | 1.1 | 16.3 |
| Net debt/EBITDA (x) | 1.2 | 1.0 | 0.4 | 0.0 | 0.7 |
| Total debt/capital (%) | 40.9 | 37.1 | 31.6 | 25.5 | 33.8 |

Source: Company data, Barclays Research

Note: FY End Dec

Industry View: NEUTRAL

Stock Rating: OVERWEIGHT

| Pric | e (24- | Mar-2015) | | | НК | D | 23.55 |
|------|--------|-----------|--|--|----|---|-------|
| Pric | e Targ | et | | | HK | D | 27.70 |
| | ~ | | | | 1 | | |

Why Overweight? Despite significant volatility in the China property sector overall, we believe COLI is an appropriate long-term investment. We see the following positive catalysts: 1) a smooth management succession, which would remove a key overhang; and 2) a potential asset injection, which we believe signals strong support for COLI from CSCECL.

Upside case HKD 32.30

Should home-buyers' liquidity remain supportive and the government not undertake further propertycooling measures, sales momentum should be boosted and NAV discounts should narrow. In our upside case, we assume COLI trades at 5% premium to NAV.

Downside case

HKD 18.50

Unexpected administrative tightening measures, especially on the demand side, and a hard-landing for China's macro-economy could depress valuations, in our view. In our downside case, we assume a 40% discount to NAV for COLI.

Upside/Downside scenarios



The long-awaited asset injection is announced

COLI has announced that it is to acquire assets from its parent company, China State Construction Engineering Corp. Ltd. (CSCECL), which is a controlling shareholder of COLI through its interest in China Overseas Holdings Ltd. (COHL). The consideration was determined at RMB1,824mn (or HK\$2,309mn), and COLI will also assume the CSCECL loans related to the asset injection totalling RMB31,993mn (or HK\$40,497mn). The total consideration amounts to RMB33,817mn (or HK\$42,806mn) for which COHL has agreed to subscribe to 1,687mn subscription shares (20.6% of the existing issued share) at the subscription price of HK\$25.38, a 10.8% premium to the close price on 23 March. After the injection, COHL, together with its wholly own subsidiary, Silver Lot Development Ltd., will have a controlling interest in 6,033mn shares, representing 61.2% of the enlarged share capital.

FIGURE 1

COLI - shareholder changes with the asset injection

| | As at the date of | announcement | Immediately after the subscription completion | | | |
|-----------------------------------|--------------------------|---------------------------------|--|---------------------------------|--|--|
| Name of shareholder | Number of Shares held | Appr % of total issued share | Number of Shares held | Appr % of total issued share | | |
| COHL | 3,837,380,380 | 46.95% | 5,523,986,255 | 56.02% | | |
| Silver Lot (wholly owned by COHL) | 509,136,928 | 6.23% | 509,136,928 | 5.16% | | |
| Public shareholders | 3,827,458,198 | 46.82% | 3,827,458,198 | 38.82% | | |
| Total | 8,173,975,506 | 100% | 9,860,581,381 | 100% | | |

Source: Company data, Barclays Research

According to COLI, the assets involved include 27 project projects in various major cities in the Mainland China, including Beijing, Shanghai, Tianjin, Chongqing, Suzhou, Chengdu, Xian, Urumqi, Changsha, Weifang and Zibo as well as three property projects in London. In terms of city tiers (stripping out London), only 14% of the landbank is located in first-tier cities while 55% and 31% are in second- and third-tier cities. COLI has not provided any additional details about the development stages of these assets. However, the company indicated that some projects have been completed and will be kept for rental purposes.

FIGURE 3

FIGURE 2

COLI - details of landbank to be acquired

| City | Approximate total GFA ('000 sq.m.) | Target Group's shareholdings |
|-----------|--|---------------------------------|
| Beijing | 1,025 | 80% - 100% |
| Shanghai | 555 | 50% - 100% |
| Tianjin | 280 | 90% |
| Chongqing | 2,316 | 100% |
| Suzhou | 30 | 100% |
| Chengdu | 386 | 41% - 50% |
| Xi'an | 750 | 70% - 100% |
| Urumqi | 1,620 | 60% |
| Changsha | 573 | 95% |
| Weifang | 2,325 | 100% |
| Zibo | 1,009 | 100% |
| London | 48 | 100% |
| Total | 10,917 | |

Source: Company data, Barclays Research

COLI – landbank to be acquired by city-tier 1st-tier 3rd-tier 31%

2nd-tier 55%

Source: Company data, Barclays Research

Our sensitivity analysis suggests possible NAV accretion of c10-13%

Given the lack of details about the types of property projects (residential and commercial) and their development schedules, we made several assumptions to test the NAV impact generated from such a sizable asset injection.

- We assume the entire landbank of 10.9mn sqm of gross floor area will be equally sold and delivered over the next five years (i.e. no projects will be kept for rental purpose).
- We assume the average selling price to be 80% of COLI's contracted average selling price of HK\$14,984/sqm given its higher exposure to second- and third-tier cities.
- We use a discounted cash-flow analysis to value the entire landbank, assuming a WACC of 11.4%, under different assumptions of net profit margins ranging from 12-20%.
- We add back the acquisition cost of HK\$42.8bn.

In reality, the increase in new shares could lower COLI's existing NAV (before the asset injection). However, we believe COLI, after spending more than 18 months adjusting the product mix of its parent company's landbank, could create good value from those injected assets. We expect a minimum NAV accretion of HK\$5.64/share from the asset injection (based on net profit margin of 12%) while COLI's strong operating record may lead to an even higher NAV accretion of HK\$6.50/share (based on net profit margin of 20%). This suggests possible NAV accretion of c-10-13%, on our estimates.

FIGURE 4

| | | 16 | 18 | 20 |
|--------|--|---|--|---|
| 3,141 | 3,664 | 4,188 | 4,711 | 5,235 |
| 3,141 | 3,664 | 4,188 | 4,711 | 5,235 |
| 3,141 | 3,664 | 4,188 | 4,711 | 5,235 |
| 3,141 | 3,664 | 4,188 | 4,711 | 5,235 |
| 3,141 | 3,664 | 4,188 | 4,711 | 5,235 |
| 12,802 | 14,936 | 17,069 | 19,203 | 21,337 |
| 42,806 | 42,806 | 42,806 | 42,806 | 42,806 |
| 5.64 | 5.86 | 6.07 | 6.29 | 6.50 |
| 28.30 | 28.30 | 28.30 | 28.30 | 28.30 |
| 33.94 | 34.16 | 34.37 | 34.59 | 34.80 |
| 10% | 11% | 12% | 12% | 13% |
| | 3,141 3,141 3,141 3,141 12,802 42,806 5,64 28,30 33,94 | 3,141 3,664 3,141 3,664 3,141 3,664 3,141 3,664 3,141 3,664 12,802 14,936 42,806 42,806 5.64 5.86 28.30 28.30 33.94 34.16 | 3,141 3,664 4,188 3,141 3,664 4,188 3,141 3,664 4,188 3,141 3,664 4,188 3,141 3,664 4,188 3,141 3,664 4,188 12,802 14,936 17,069 42,806 42,806 42,806 5.64 5.86 6.07 28.30 28.30 28.30 33.94 34.16 34.37 | 3,141 3,664 4,188 4,711 3,141 3,664 4,188 4,711 3,141 3,664 4,188 4,711 3,141 3,664 4,188 4,711 3,141 3,664 4,188 4,711 3,141 3,664 4,188 4,711 3,141 3,664 4,188 4,711 12,802 14,936 17,069 19,203 42,806 42,806 42,806 42,806 5.64 5.86 6.07 6.29 28.30 28.30 28.30 28.30 33.94 34.16 34.37 34.59 |

COLI – sensitivity analysis regarding landbank to be acquired

Source: Company data, Barclays Research

OW: Asset injection is just an extra gift to its solid fundamentals

As we have previously stated, we believe that the asset injection is only a "plus" but not a "must" for COLI to sustain its earning growths. Indeed, COLI has continued to demonstrate itself as the market leader in the China property sector with consistent earning growth, stable gross margins and healthy gearing levels. It may be challenging for COLI to acquire some landbank from its parent company in lower-tier cities. However, we believe its strong operating record with low funding cost of 4.3% should continue to generate good margins there. To some extent, we do not rule out any possibility of another round of asset injections in which COLI could dispose of all its landbank in these lower-tier cities to group company China Overseas Grand Ocean (COGO), which focuses on property development in third- and fourth-tier cities and of which COLI owns a 37.9% stake.

Price target valuation: Given that the announced asset injection has yet to be completed, we maintain our 12-month NAV estimate at HK\$30.80 and our 12-month price target remains unchanged at HK\$27.70, which is based on a 10% discount to our NAV estimate.

Key risks: The key downside risks to our price target, in our view, include the following: 1) tighter measures in leading-tier cities than we expect; 2) slower contracted sales growth than we expect; and 3) lower margin than we expect.

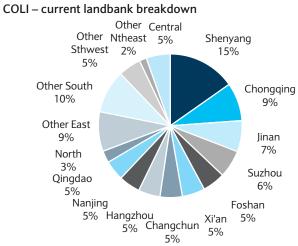
2014 results highlights

- Core earnings increased by 26% y/y to HK\$23.9bn. COLI's core profit and EPS increased by 26% y/y to HK\$23.9bn and HK\$2.92 in 2014, respectively. This was mainly driven by a 46% y/y growth in top-line revenue.
- Development margin remained intact at 34.3%. During the period, COLI's gross margin was increased by 2ppt to 34.5% in 2014. The development margin, stripping out the profit contribution from those affordable housing projects, came in at 34.3% for 2014. This was slightly lower than 35.1% for 2013 but still within the company's guidance of 33-35%.
- Net gearing was healthy at 32.5% at end-2014. COLI reported net gearing of 32.5% at end-2014, which was the lowest in the sector. Among its total debt of HK\$94.5bn, debt denominated in USD, HKD and RMB accounted for 51.5%, 30.5% and 18% of total debt, respectively. During the period, the company had cash of HK\$51.2bn but 1-year short-term debt of only HK\$22.5bn.
- Full-year dividend was up 17% y/y at 55 HK cents. The company proposed a final dividend of 35 HK cents. This, alongside an interim dividend of 20 HK cents, brought its full-year dividend to 55 HK cents. This represented a y/y increase of 17% and a dividend payout ratio of 19%. Based on the closing price of HK\$23.55 on 24 March 2015, the implied dividend yield was 2.3%.
- 2015 contracted sales target set at HK\$168bn. With saleable resources of about HK\$250bn (including new resources of HK\$170bn), COLI aims to achieve full-year contracted sales of HK\$168bn, representing a 19.3% y/y increase. Its completed inventory level remained low at ~HK\$450bn, and the company does not expect to massively adjust the price.

| COLI – results summary | | | |
|---------------------------|---------|---------|---------|
| As of end | Dec-14 | Jun-14 | h/h chg |
| BVPS (HK\$) | 16.31 | 14.63 | 12% |
| Net debt (HK\$mn) | 43,317 | 44,510 | -3% |
| Net gearing (%) | 32.5% | 37.2% | -5ppts |
| For the period ended | Dec-14 | Dec-13 | y/y chg |
| Contracted sales (HK\$mn) | 140,809 | 138,520 | 2% |
| Revenue (HK\$mn) | 119,997 | 82,469 | 46% |
| Core profit (HK\$mn) | 23,851 | 18,953 | 26% |
| Core EPS (HK\$) | 2.92 | 2.32 | 26% |
| DPS (HK\$) | 0.55 | 0.47 | 17% |
| Core proft margin (%) | 19.9% | 23.0% | -3ppts |

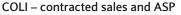
FIGURE 5

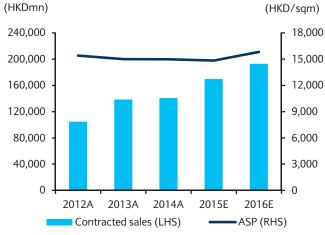




Source: Company data, Barclays Research

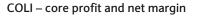
FIGURE 8

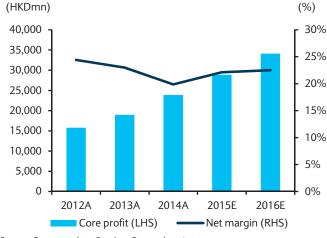




Source: Company data, Barclays Research estimates

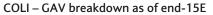
FIGURE 10

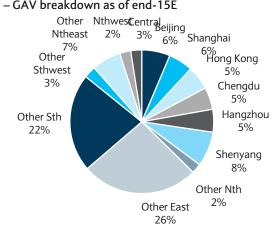




Source: Company data, Barclays Research estimates

FIGURE 7





Source: Company data, Barclays Research estimates

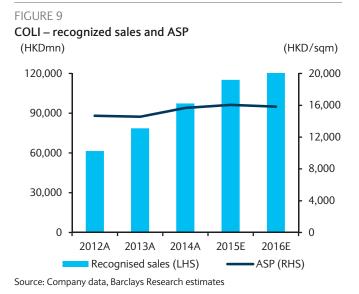
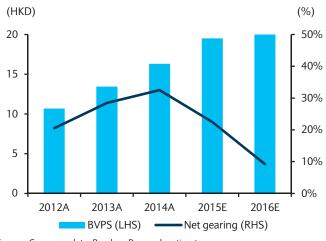


FIGURE 11

COLI - book value per share and net gearing



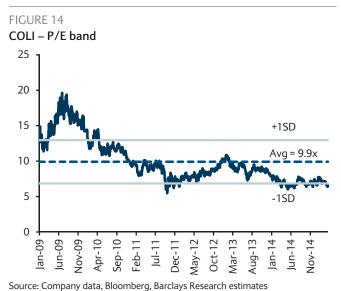
Source: Company data, Barclays Research estimates

FIGURE 12

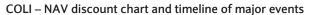
COLI – company description

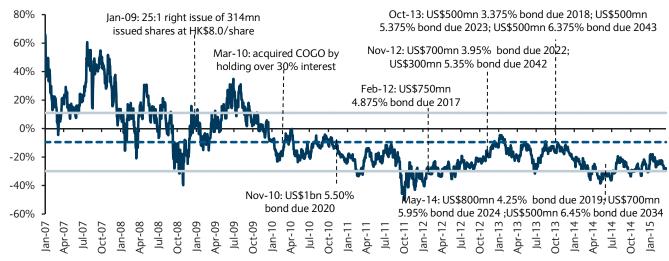
China Overseas Land & Investment (COLI), listed on the HKSE in August 1992, is 53.2% owned by the Shanghailisted state-owned China State Construction Engineering Corp. Ltd. (CSCECL). The company is one of the biggest China property developers (in terms of market cap), holding a total landbank of 37mn sqm of gross floor area across first- and second-tier cities in China, excluding area owned directly by COGO. COLI also owns a 37.9% interest in China Overseas Grand Oceans (COGO), which primarily focuses on property development in lower-tier cities in China.











Source: Company data, Bloomberg, Barclays Research estimates

FIGURE 13

COLI – five-factor analysis



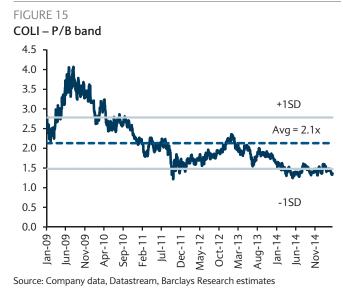


FIGURE 17

COLI – profit and loss (in HKDmn except for per share)

| Year ended 31 Dec | FY12A | FY13A | FY14A | FY15E | FY16 |
|-----------------------------|--------|--------|---------|---------|---------|
| Turnover | 64,581 | 82,469 | 119,997 | 130,571 | 151,500 |
| Operating activities: | | | | | |
| Property sales | 22,854 | 24,381 | 36,595 | 38,521 | 45,368 |
| Property rentals | 496 | 766 | 865 | 862 | 1,219 |
| Others | -279 | -788 | -608 | -583 | -642 |
| EBIT | 23,072 | 24,358 | 36,851 | 38,800 | 45,94 |
| Net interest | 27 | 248 | 69 | 447 | 579 |
| Associates and JCEs | 2,637 | 3,773 | 1,599 | 2,243 | 2,589 |
| Exceptionals | 35 | 1,471 | -21 | 0 | (|
| PBT | 25,771 | 29,851 | 38,498 | 41,489 | 49,114 |
| Taxes | -9,859 | -9,292 | -14,143 | -11,970 | -14,38 |
| MI | -110 | -135 | -525 | -641 | -61 |
| PAT | 15,802 | 20,424 | 23,830 | 28,879 | 34,110 |
| Net IP revaluation | 2,920 | 2,620 | 3,850 | 0 | |
| Reported profit | 18,722 | 23,044 | 27,680 | 28,879 | 34,110 |
| Barclays core profit (adj.) | 15,767 | 18,953 | 23,851 | 28,879 | 34,110 |
| Reported EPS (HKD) | 2.29 | 2.82 | 3.39 | 3.53 | 4.13 |
| Barclays core EPS (HKD) | 1.93 | 2.32 | 2.92 | 3.53 | 4.1 |
| Barclays core margin (%) | 24.4 | 23.0 | 19.9 | 22.1 | 22.5 |
| bareia) 5 core margin (70) | | | | | |

FIGURE 19

COLI – balance sheet (in HKDmn except for per share)

| Balance Sheet (HKDmn) | | | | | |
|--------------------------------|---------|---------|---------|---------|---------|
| Year ended 31 Dec | FY12A | FY13A | FY14A | FY15E | FY16E |
| Non-current assets | 49,557 | 55,307 | 66,916 | 71,466 | 78,110 |
| Investment properties | 23,657 | 32,532 | 44,755 | 44,138 | 47,988 |
| Associates and JCEs | 17,211 | 15,949 | 15,748 | 19,943 | 22,532 |
| Others | 8,689 | 6,826 | 6,413 | 7,386 | 7,590 |
| Current assets | 180,268 | 241,216 | 284,021 | 307,239 | 331,536 |
| Properties under development | 94,120 | 160,952 | 194,956 | 179,658 | 187,483 |
| Completed properties for sales | 14,360 | 0 | 0 | 31,704 | 33,085 |
| Others | 30,907 | 38,852 | 37,850 | 36,295 | 40,224 |
| Cash | 40,880 | 41,411 | 51,215 | 59,581 | 70,743 |
| Total assets | 229,825 | 296,522 | 350,937 | 378,705 | 409,645 |
| Current liabilities | 83,975 | 110,928 | 135,910 | 125,537 | 134,421 |
| ST loans | 5,546 | 3,303 | 22,542 | 9,545 | 8,805 |
| Others | 78,430 | 107,625 | 113,368 | 115,992 | 125,616 |
| Shareholders ' fund | 87,244 | 109,971 | 133,334 | 159,503 | 187,603 |
| мі | 313 | 1,080 | 3,474 | 2,458 | 3,069 |
| Non-current liabilities | 58,292 | 74,544 | 78,219 | 91,207 | 84,551 |
| LT loans | 53,243 | 69,397 | 71,990 | 85,902 | 79,247 |
| Others | 5,049 | 5,147 | 6,229 | 5,305 | 5,305 |
| BVPS (HKD) | 10.68 | 13.46 | 16.31 | 19.51 | 22.95 |
| Net gearing (%) | 20.5 | 28.5 | 32.5 | 22.5 | 9.2 |

Source: Company data, Barclays Research estimates

FIGURE 21

COLI – cash flow statement (HKDmn except for per share)

| FY12A | FY13A | FY14A | FY15E | FY16E |
|--------|--|--|---|--|
| 29,422 | 33,289 | 38,498 | 41,489 | 49,114 |
| -3,598 | -3,329 | -3,655 | 254 | 301 |
| -2,637 | -3,773 | -1,751 | -2,243 | -2,589 |
| -7,946 | -24,705 | -30,628 | -4,020 | -1,006 |
| 1 | 2 | 3 | 4 | 4 |
| -8,153 | -9,741 | -10,343 | -11,970 | -14,387 |
| -39 | -1,829 | -7,357 | 2,521 | -2,508 |
| 7,050 | -10,086 | -15,233 | 26,036 | 28,929 |
| -1,690 | -4,558 | -4,321 | -4,444 | -4,355 |
| 3,196 | 3,497 | 158 | 1,197 | C |
| 8,556 | -11,147 | -19,396 | 22,788 | 24,574 |
| 0 | 0 | 0 | 0 | C |
| 11,104 | 11,524 | 0 | 0 | C |
| 5,045 | 2,112 | 36,697 | -7,542 | -4,545 |
| -2,648 | -2,478 | -7,677 | -7,444 | -8,866 |
| 22,056 | 11 | 9,624 | 7,802 | 11,163 |
| 17,841 | 39,880 | 40,876 | 51,243 | 59,045 |
| -18 | 985 | 744 | 0 | C |
| 39,880 | 40,876 | 51,243 | 59,045 | 70,208 |
| | | -2.37 | | 3.01 |
| | 29,422 -3,598 -2,637 -7,946 1 -8,153 -39 7,050 -1,690 3,196 8,556 0 11,104 5,045 -2,648 22,056 17,841 -18 | 29,422 33,289 -3,598 -3,329 -2,637 -3,773 -7,946 -24,705 1 2 -8,153 -9,741 -39 -1,829 7,050 -1,630 -1,650 -4,558 3,196 3,497 8,556 -11,147 0 0 01,1,104 11,524 5,045 2,112 -2,648 -2,478 22,056 11 17,841 39,880 -18 985 | $\begin{array}{c ccccccccccccccccccccccccccccccccccc$ | $\begin{array}{c c c c c c c c c c c c c c c c c c c $ |

Source: Company data, Barclays Research estimates

FIGURE 18

| GAV breakdown | Current | % of GAV | End-2014 | % of GAV |
|-----------------------------------|---------|----------|----------|----------|
| Development properties | | | | |
| Mainland China | 269,270 | 87% | 263,905 | 86% |
| HK & Macau | 22,685 | 7% | 21,100 | 7% |
| Investment properties | | | | |
| Commercial | 7,512 | 2% | 10,253 | 3% |
| Office | 7,126 | 2% | 8,651 | 3% |
| HK & Macau | 1,585 | 1% | 1,633 | 1% |
| Total gross asset value (GAV) | 308,179 | 100% | 305,542 | 100% |
| Net debt (incl. o/s land premium) | -80,606 | | -53,503 | |
| Net asset value (NAV) | 227,573 | | 252,039 | |
| | | | | |
| # of shares outstanding (mn) | 8,173 | | 8,173 | |
| NAV per share (in HKD) | 27.80 | | 30.80 | |

Source: Company data, Barclays Research estimates

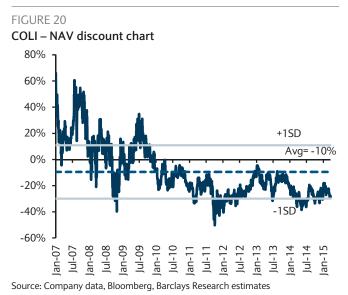
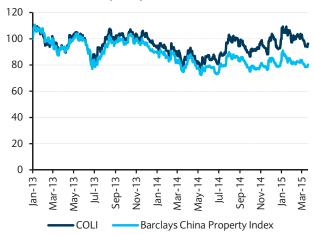


FIGURE 22

COLI - relative share price performances



Source: Company data, Bloomberg, Barclays Research estimates

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Primary Stocks (Ticker, Date, Price)

China Overseas Land & Investment (0688.HK, 24-Mar-2015, HKD 23.55), Overweight/Neutral, J

Materially Mentioned Stocks (Ticker, Date, Price)

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|---|--|---|
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| CKH Holdings (0001.HK) | Country Garden Holdings (2007.HK) | DLF Ltd. (DLF.NS) |
| Evergrande Real Estate Group (3333.HK) | Far Eastern New Century Corp. (1402.TW) | Farglory Land Development Co., Ltd. (5522.TW) |
| Fortune REIT (0778.HK) | Global Logistic Properties (GLPL.SI) | Godrej Properties Ltd. (GODR.NS) |
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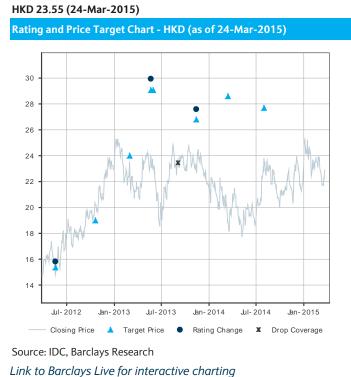
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China Overseas Land & Investment (688 HK / 0688.HK)



| OVERWEIGH | т | | NEUTRAL | | |
|-----------------|---------------|---------------|--------------------------|--|--|
| Currency=HI | Currency=HKD | | | | |
| Date | Closing Price | Rating | Adjusted Price Target | | |
| 31-Jul-2014 | 23.80 | | 27.70 | | |
| 14-Mar-2014 | 18.92 | | 28.60 | | |
| 12-Nov-2013 | 23.10 | Overweight | 26.80 | | |
| 28-Aug-2013 | 3 22.50 | Drop Coverage | | | |
| 30-May- 2013 | 22.95 | | 29.07 | | |
| 21-May- 2013 | 24.00 | Overweight | 29.08 | | |
| 28-Feb-2013 | 23.55 | | 24.00 | | |
| 19-Oct-2012 | 20.25 | | 19.00 | | |
| 18-May- 2012 | 14.80 | Equal Weight | 15.37 | | |

Industry View

Source: Thomson Reuters, Barclays Research

Historical stock prices and price targets may have been adjusted for stock splits and dividends.

J: Barclays Bank PLC and/or an affiliate trades regularly in the securities of China Overseas Land & Investment.

Valuation Methodology: Our target price of HK\$27.70 is based on a 10% discount to our end-2014E NAV estimate of HK\$30.80, which translates into 10.0x FY14E P/E.

Stock Rating

Risks which May Impede the Achievement of the Barclays Research Price Target: Downside risks to our price target include: 1) mismatch of asset injection from the parent company; and 2) slower-than-expected contracted sales growth; and 3) lower-than-expected margin.

China Overseas Grand Oceans Group (81 HK / 0081.HK)



| UNDERWEIGHT NEUTRAL | | | |
|---------------------|---------------|---------------|--------------------------|
| Currency=HKD | | | |
| Date | Closing Price | Rating | Adjusted Price Target |
| 03-Dec-2014 | 4.24 | | 3.90 |
| 31-Jul-2014 | 6.29 | | 5.30 |
| 03-Mar-2014 | 5.30 | | 5.50 |
| 12-Nov-2013 | 8.85 | Underweight | 7.30 |
| 28-Aug-2013 | 9.75 | Drop Coverage | |
| 21-May- 2013 | 11.84 | | 15.11 |
| 28-Feb-2013 | 10.90 | Overweight | 12.30 |
| 19-Oct-2012 | 8.17 | | 7.50 |
| 04-Jun-2012 | 6.31 | | 6.03 |
| 18-May- 2012 | 5.97 | Equal Weight | 6.03 |

Industry View

Source: Thomson Reuters, Barclays Research

Stock Rating

Historical stock prices and price targets may have been adjusted for stock splits and dividends.

J: Barclays Bank PLC and/or an affiliate trades regularly in the securities of China Overseas Grand Oceans Group.

Valuation Methodology: Our target price of HK\$3.90 is based on a 60% discount to our forward NAV estimate of HK\$9.80, which translates into 3.0x FY15 P/E.

Risks which May Impede the Achievement of the Barclays Research Price Target: Upside risks to our target price include: 1) stronger-thanexpected sales performance in overheated cities; and 2) unexpected speed of urbanization amid an improving economy.

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