

科技建築 綠色家園 城市向美

M O M A F i n e L i v i n g

2023
ANNUAL REPORT



CONTENTS

Corporate Information	2
Company Profile	4
Chairman's Statement	6
Management Discussion and Analysis	8
Corporate Governance Report	18
Profiles of Directors and Senior Management	41
Directors' Report	45
Independent Auditor's Report	61
Consolidated Statement of Profit or Loss and Other Comprehensive Income	65
Consolidated Statement of Financial Position	67
Consolidated Statement of Changes In Equity	69
Consolidated Statement of Cash Flows	72
Notes to the Consolidated Financial Statements	75
Summary of Financial Information	170

通州万国城MOMA

CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Mr. Zhang Peng (*Chairman and President*)
Mr. Zhang Lei
Mr. Chen Yin

Non-executive Directors

Mr. Han Shuchang (appointed on 4 March 2025)
Mr. Tang Lunfei (resigned on 4 March 2025)
Mr. Zeng Qiang

Independent Non-executive Directors

Mr. Hui Chun Ho, Eric
Mr. Cui Jian (resigned on 4 March 2025)
Mr. Gao Zhikai
Ms. Zhu Caiqing (appointed on 4 March 2025)

Audit Committee

Mr. Hui Chun Ho, Eric (*Chairman*)
Mr. Cui Jian (resigned on 4 March 2025)
Mr. Gao Zhikai
Ms. Zhu Caiqing (appointed on 4 March 2025)

Environmental, Social and Governance Committee

Mr. Zhang Peng (*Chairman*)
Mr. Cui Jian (resigned on 4 March 2025)
Mr. Hui Chun Ho, Eric
Mr. Gao Zhikai

Remuneration Committee

Mr. Gao Zhikai (*Chairman*)
Mr. Zhang Lei
Mr. Cui Jian (resigned on 4 March 2025)
Ms. Zhu Caiqing (appointed on 4 March 2025)

Nomination Committee

Ms. Zhu Caiqing (*Chairman*) (appointed on 4 March 2025)
Mr. Cui Jian (*Chairman*) (resigned on 4 March 2025)
Mr. Zhang Lei
Mr. Hui Chun Ho, Eric
Mr. Gao Zhikai

AUTHORISED REPRESENTATIVES

Mr. Zhang Peng
Mr. Leung Pak Keung (resigned on 4 March 2025)
Mr. Wong Kwan Long, Kelvin (appointed on 4 March 2025)

COMPANY SECRETARY

Mr. Leung Pak Keung (resigned on 4 March 2025)
Mr. Wong Kwan Long, Kelvin (appointed on 4 March 2025)

AUDITOR

BDO Limited
Certified Public Accountants
Public Interest Entity Auditor registered in accordance
with the Financial Reporting Council Ordinance

LEGAL ADVISER

Loong & Yeung

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

18/F, Shanghai Commercial Bank Tower,
12 Queen's Road Central,
Central, Hong Kong

Corporate Information

REGISTERED OFFICE

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

HEADQUARTERS IN THE PRC

No. 1 Xiangheyuan Road
Dongcheng District
Beijing
PRC
Postal code 100028

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS

Suntera (Cayman) Limited
Suite 3204, Unit 2A, Block 3
Building D, P.O. Box 1586
Gardenia Court, Camana Bay
Grand Cayman, KY1-1100
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited
17/F, Far East Finance Centre
16 Harcourt Road
Hong Kong

PRINCIPAL BANKERS

Bank of China
Industrial and Commercial Bank of China
China Merchants Bank
Hang Seng Bank
Bank of East Asia
Shanghai Pudong Development Bank Co., Ltd.
Bank of Shanghai

LISTING INFORMATION

Equity securities listed on
The Stock Exchange of Hong Kong Limited

Ordinary shares

Stock Code: 1107

Debt securities listed on
The Stock Exchange of Hong Kong Limited

Sustainable & Green Exchange (STAGE)

9.8% senior notes in an aggregate principal amount of
US\$321,000,000 due 2023 (listing withdrawn on 10 January 2023)

Debt Stock Code: 40525

COMPANY WEBSITE

www.modernland.hk

COMPANY PROFILE

OVERVIEW

Modern Land (China) Co., Limited (hereinafter referred to as the “Company” or “Modern Land”, together with its subsidiaries as the “Group”) was established in 2000 in Beijing. It is a company listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) since 12 July 2013 with qualification in real estate development in the People’s Republic of China (the “PRC” or “China”). The Company has been rated as one of the “Top 100 China Real Estate Enterprises” (中國房地產百強企業) for seven consecutive years. The Company has always been adhering to the development concept of “High-Tech Buildings, Green Homeland Community and Beautifying Cities”, sticking to the development philosophy of “Natural Simplicity, Harmonious Health, Simple Focus, and Endless Vitality” and focusing on the theme of “Action of Loving My Homeland” to bring customers the sincere and real life experience and bring positive economic and social benefits to the shareholders of the Company (the “Shareholders”) and the entire society. The Company is dedicated to create a homeland of “Green Technology + Comfort & Energy-saving + Digital Interconnecting Whole-life Cycle Communities”, successfully establishing “MOMA” (i.e. The Museum of Modern Architecture, meaning new architecture of science and art) as the iconic brand of green technology real estate operators in China. MOMA consists of four text graphics “M” “O” “M” “A”. Two “M” symbolise our home, “O” represents the origin of the universe and “A” stands for human. The left and right half of the pattern symbolise architecture and life respectively.

INSISTING ON THE CORE COMPETITIVENESS OF GREEN TECHNOLOGY

The Company has established its core competitiveness by focusing on “Leading Green Technology Solution, Full Life Cycle Operation Solution, Gravitation Acceleration Solution, Digital Process and Operation Solution, Green Elderly Healthcare Industry Operation Solution” and continuously developed green technology. The Company has its own research, development and design department and has developed a number of technical architecture systems such as geothermal pump system, ceiling radiation cooling and

heating system, exterior temperature preservation system, high performance exterior window system, overall fresh air displacement ventilation and noise reduction system, which outfit MOMA products with excellent characteristics. While creating a high comfort level, with the indoor temperature ranging 20°C to 26°C and humidity between 30% and 70%, which meets the definition of “the most comfortable environment” within ISO7730, the energy consumption of MOMA products is estimated to be only 1/3 of the energy consumption level of normal residential buildings in China. In persistent use of such technology, a significant amount of energy and cost will be saved for creating a pleasant ecosystem for the society.

STRENGTHENING STANDARD PRODUCT CAPABILITY

Through extensive project experience over the past twenty years, Modern Land has gradually developed products that cater the needs of various customer groups, and has created replicable product modes which are classified into four standard product lines for different customer groups, i.e. Modern MOMA product line with top green technology, Modern Eminence MOMA product line with high-end green technology, Modern Horizon MOMA product line with quality green technology and Modern City MOMA product line developed by green technology operators with whole-life cycle and multiple functions. The Company has established a robust standard development mode for its product lines, and classified its residential property products by development pace and economic indicator based on product positioning, forming three types of standard product lines including (i) Class I: projects generating both cash flow and profits; (ii) Class II: projects generating cash flow; and (iii) Class III: projects generating profits. At present, the Company has successfully developed over a hundred green technology quality projects. On the domestic front, the Company has proactively explored markets in the five major megalopolises, namely Jing-Jin-Ji region, Yangtze River Delta region, Pearl River Delta region, Middle Yangtze River Valley region and Cheng-Yu region. As to the overseas markets, the Company has focused on the North America region.

Company Profile

BUILDING STRONG BRAND-NAME INFLUENCE

The Company has updated its green technology products. The Company's official integrated housing "Air Dino 3 (恐龍3號)", being the first prefabricated and net zero energy consumption and healthy integrated housing. It has been granted the "ACTIVE HOUSE Technology Innovation Award (ACTIVE HOUSE 科技創新獎)" by the international Active House Alliance (國際主動房聯盟). Modern Xishan Shang Pin Wan MOMA has been rated as a hundred-year residence that satisfies the assessment of residence performance and standards of green residence; Modern Wan Guo Cheng MOMA (Tongzhou) has been awarded the Platinum-level precertification under the WELL Building Standard™; Modern Wan Guo Fu MOMA (Foshan) has been awarded the Gold-level certificate under the WELL Building Standard™ and evaluated as the first batch of demonstration base of healthy construction; Beijing Modern MOMA is the only project in China that received the "Ten Year Award"/"50 Most Influential Tall Buildings of the Last 50 Years across the Globe (50年世界最具影響力的50棟高層建築)" from the Council on Tall Buildings and Urban Habitat (CTBUH); and the Company ranked second in China Model Green Property Developers in Operation (中國綠色地產運行典範第2名).

The Company has continued to expand its brand influence in the industry. In terms of industry recognition, the Company was awarded as "2021 Top 100 Enterprises with Comprehensive Strength (2021中國房地產上市公司綜合實力百強)" and "2021 Top 5 China Listed Real Estate Companies in Innovation (2021中國房地產上市公司創新能力5強)" by China Real Estate Association, and was "2021 Top 10 China Real Estate Enterprises in Stability (2021中國房地產企業穩健性TOP10)" and accredited as "2021 Top 100 China Real Estate Enterprises with TOP 10 Financing Capability (2021中國房地產百強企業 — 融資能力TOP10)" and "2021 China Specialised Real Estate Company with Excellence in Operation — Green Technology Real Estate (2021中國特色地產運營優秀企業 — 綠色科技地產)" by China Index Academy.

The Company has placed more efforts in social responsibility. The Company has been elected as "Grade AAA Joint Construction Unit for Credit Construction in China (中國誠信建設AAA共建單位)". In addition to focusing on its own green

technology-based MOMA construction projects, Modern Land is actively committed to collaborating with industry partners and institutions to promote green businesses. In 2015, Modern Land became an enterprise with the largest number of green residences by cooperating with China Habitat and Environment Committee (中國人居環境委員會) of China Real Estate Association to promote the national project layout and industry standards for green residences. In 2019, Fuzhou Modern City MOMA, Shaanxi Modern Jiabao Park YUE MOMA, Beijing Modern Xishan Shang Pin Wan MOMA, Modern Shishou Xian Yang Fu MOMA, Modern Huzhou Shang Pin Wan MOMA, Zhangjiakou Yuanzhu MOMA, Xiaogan Modern Shi Guang Li MOMA and Heze Modern City MOMA were awarded the title of "Green Residences". The Company is the pioneer in China's exploration of green and healthy buildings. Over the past 20 years, the Company has specialised in green technology real estate, established differentiated core competitiveness. The Company has continuously improved and upgraded its practices, progressing from original greening, and dark greening to full life cycle greening. The Company is engaged in the research and development as well as implementation of green building, healthy building, active architecture, hundred-year residence, passive house, green residence, net zero energy consumption building and positive energy building.

Projects developed by the Company in China must comply with domestic green building standards. The Company has been honored with various green technology awards: Modern MOMA was the first residential project in the country to receive the largest international green building award, the LEED-ND Certification granted by the United States Green Building Council; and the Company has been repeatedly awarded Three-star Green Building Certification — Operation (i.e. the highest domestic green building certification), being the first enterprise in China to be consecutively awarded with such certification.

Modern Land adheres to the principle of "High-Tech Buildings, Green Homeland Community and Beautifying Cities" and has always been dedicated to achieve zero emissions, zero carbon footprint, zero pollution, and reducing the heat island effect. The Company endeavors to enhance the comfort level of buildings, make coordination that meets the criteria of energy, comfort and the environment, and contribute to improved urban development and pleasant living environment.

CHAIRMAN'S STATEMENT

Dear Shareholders,

On behalf of the board of directors, I hereby present the business review and prospects of the Group for the year ended 31 December 2023.

SALES RESULTS

For the year ended 31 December 2023, the Company achieved sales results in line with the then market environment and its own existing resources.

REVIEW OF YEAR 2023

The situation of the real estate sector in the year can be summarised in one word, "landing", which will be elaborated upon based on three key statements as follows.

The first statement is "back to earth on the overall market size". Since touching the ceiling of RMB18 trillion, overall size of the real estate sector is expected to hover within the range of RMB8 to 10 trillion in the long term. The gradual downsizing of the sector would, on the one hand, lead to more intense competition among enterprises, and on the other hand, directly cause turbulence and imbalance in the industry structure. This would happen not only between state-owned enterprises and private enterprises, but also between private enterprises at different levels.

The second statement is "back to earth on overall market expectations". Market conditions and transaction data in first-tier cities have repeatedly confirmed the fact that customers' overall expectations for real estate have essentially come back to ground zero. The investment attribute of real estate is gradually declining, while the need of accommodation has become the dominant reason for property ownership. Changes in expectations have compelled developers to re-examine the basic questions of for 'who' housing is to build, 'what' kind of housing is to build, and 'how' to build them.

The third statement is "back to earth on the general route of development". The industry must find a different soul and path from that of previous era. Those enterprises not seeking to change will be enforced into the tide of reform by the era itself. In fact, it is not so much a reform as it is a return to the essence of the industry. This will most certainly oblige enterprises to think about their own development issues, strategic directions and routes, and implement them into product realisation and service provision, as well as commitments to customers.

In 2023, the Company continued to fulfil its solemn commitment to the local governments and property owners of "guaranteed delivery". Having overcome numerous difficulties and gone through multiple rounds of amicable negotiation with our upstream and downstream suppliers and collaborators, and by our joint efforts, the Company had successfully achieved smooth delivery of multiple projects.

In 2023, the Company further established the market competitiveness of its green core technologies and continued to maintain its leading position in green technology buildings as well as in energy-saving and low-carbon operations within the industry, and cemented the 'evergreen' quality of MOMA brand. At the same time, the Company had attained stability in its core management team and continuity in its daily operations. Most importantly, the Company's procedures and operations have been strengthened, while scientific project operation, effective exchange of information, efficient allocation of funds, and scientific management of cash flow have all been in place.

OUTLOOK FOR YEAR 2024

We predicted in 2024 that the real estate market would achieve innovative and higher-quality development under the guidance of the "Innovative and High-Quality Productivity" concept. According to the core principles as proclaimed in various Central Government's meetings, it is emphasised that real estate sector shall spare no effort in exploring and pioneering the construction of green and energy-saving buildings, digital operation and maintenance of smart buildings, and new modes of sustainable development, which will be the underlying main theme of industry's development in the next five years or even longer.

Chairman's Statement

In 2024, the Company will adhere to the development strategy of game-changing transformation, striving to embark on transformative breakthrough right down from the trough as well as growth amidst transformation. Specifically, the Company will adhere to the three major strategies to achieve its strategic business objectives.

Adhering to the lifeline of green technology

In future, the Company will continue to firmly adhere to the principle of green development, to realise the preset status of the real estate sector, and achieve major breakthroughs in green technology-driven real estate business both horizontally and vertically. On vertical aspect, the Company will actively expand into other divisions in green real estate beyond property development which may include: upstream and downstream contractor business, costing and consulting etc.. On horizontal aspect, the Company will continue to increase its presence in areas such as property, elderly care, education, fitness, office and others, to realise the goal of building a "community with full life-cycle industry".

Adhering to the baseline of project delivery

Even amidst numerous difficulties, the Company still regards timely delivery of our projects with guaranteed quality as the fundamental baseline and minimum requirement for all our work. Information flow and capital flow with all relevant parties such as general contractors, subcontractors, banks and financial institutions, will be carefully managed. We strive to achieve a balanced state acceptable to all parties, so as to promote the smooth delivery of our projects, instil confidence in owners, and fulfil our responsibilities to the government.

Adhering to the development line of innovation and transformation

The development concept of "Innovative and High-Quality Productivity" requires the real estate industry to abandon the conventional thinking and footsteps of the past — 'take no usual route but embark on a journey of innovation'. Although there exist many uncertainties such as future policy orientation, market environment and industry expectations, the Company will, as always, continue to seek new growth and development curves and to exert efforts in dimensions include lightweight asset contractor, life environment of technology sector, urban asset operation and other, striving for innovation and transformation.

Looking back at 2023, there were numerous challenges. Looking ahead to 2024, difficulties persist. The Company will firmly uphold its belief and remain confident in innovation and development. Step by step and stair by stair, it will adhere steadfastly to the preset path, bravely tackle any challenges, and firmly believe in the future.

Modern Land (China) Co., Limited

Zhang Peng

Chairman of the Board

30 September 2025

MANAGEMENT DISCUSSION AND ANALYSIS

PROSPECT

We predicted in 2024 that the real estate market would achieve innovative and higher-quality development under the guidance of the “Innovative and High-Quality Productivity” concept. According to the core principles as proclaimed in various Central Government’s meetings, it is emphasised that real estate sector shall spare no effort in exploring and pioneering the construction of green and energy-saving buildings, digital operation and maintenance of smart buildings, and new modes of sustainable development, which will be the underlying main theme of industry’s development in the next five years or even longer.

In 2024, the Company will adhere to the development strategy of game-changing transformation, striving to embark on transformative breakthrough right down from the trough as well as growth amidst transformation. Specifically, the Company will adhere to the three major strategies to achieve its strategic business objectives.

Adhering to the lifeline of green technology

Adhering to the baseline of project delivery

Adhering to the development line of innovation and transformation

BUSINESS REVIEW

The Group’s revenue is mainly attributable to the sale of properties, property investment, hotel operation, real estate agency services and other businesses.

Sale of Properties

For the year ended 31 December 2023, the Group’s revenue from sale of properties amounted to approximately RMB5,621.8 million, representing an increase of approximately 3.3% as compared to the year ended 31 December 2022. The Group

delivered 516,419 sq.m. of property in terms of GFA and 1,749 units of car parking spaces in 2023. Delivered average selling price (“ASP”) for properties was RMB10,540 per sq.m. and that for car parking spaces was RMB65,274 per unit for the year ended 31 December 2023.

Property Investment, Hotel Operation, Real Estate Agency Services and Other Services

For the year ended 31 December 2023, the Group’s revenue from property investment amounted to approximately RMB31.0 million, representing a decrease of approximately 22.6% as compared to the corresponding period in 2022.

For real estate agency services, with the unique product, brand, management and credibility advantages supported by our MOMA green-technology products, the Group offered customised full-set development and operation management solutions to customers. For the year ended 31 December 2023, the revenue from real estate agency services amounted to approximately RMB22.2 million, representing a decrease of approximately 62.4% as compared to that of approximately RMB59.0 million for the corresponding period in 2022.

Hotel MoMc, a boutique hotel owned and operated by the Group, has established its presence in Beijing and Taiyuan, and revenue from hotel operation for the year ended 31 December 2023 amounted to RMB18.8 million, representing a decrease of 51.0% as compared to that of approximately RMB38.4 million for the corresponding period in 2022.

For the year ended 31 December 2023, the revenue from other services was approximately RMB10.0 million, whereas revenue of approximately RMB24.8 million was recorded in the corresponding period in 2022.

Management Discussion and Analysis

Contracted Sales

For the year ended 31 December 2023, the Group, its joint ventures and associates achieved contracted sales of approximately RMB5,557 million, representing an increase of 12.5% as compared to the year ended 31 December 2022, whereas 516,419 sq.m. in total GFA and 1,749 units of car parking spaces were sold, representing a decrease of approximately 13.8% and 59.3% respectively as compared to the year ended 31 December 2022.

Table 1: Breakdown of contracted sales of the Group, its joint ventures and associates

Province/Municipality	2023			2022		
	Contracted Sales	GFA	ASP	Contracted Sales	GFA	ASP
	RMB'000	(in sq.m.) or units	RMB/sq.m. or unit	RMB'000	(in sq.m.) or units	RMB/sq.m. or unit
Anhui	195,940	22,799	8,594	230,168	36,522	6,302
Beijing	103,474	2,882	35,904	288,850	10,302	28,038
Fujian	–	–	–	37,701	1,963	19,206
Chongqing	136,774	16,753	8,164	100,795	13,034	7,733
Guangdong	1,008,257	12,618	79,906	122,305	12,382	9,878
Guizhou	76,923	12,508	6,150	141,549	28,748	4,924
Hebei	199,307	19,828	10,052	576,603	74,627	7,726
Henan	–	–	–	35,795	6,319	5,665
Hubei	1,261,750	213,484	5,910	1,215,839	223,094	5,450
Hunan	138,809	25,998	5,339	906,190	88,931	10,190
Inner Mongolia	351,576	36,451	9,645	191,537	17,415	10,998
Jiangsu	312,411	22,023	14,186	142,860	14,120	10,118
Jiangxi	35,715	3,437	10,391	171,826	17,895	9,602
Shaanxi	366,899	46,210	7,940	53,450	7,412	7,211
Shandong	108,276	17,554	6,168	77,004	15,679	4,911
Shanxi	1,146,716	63,874	17,953	208,488	21,447	9,721
Tianjin	–	–	–	1,546	342	4,520
Zhejiang	–	–	–	57,819	8,872	6,517
Properties Sub-total	5,442,827	516,419	10,540	4,560,325	599,104	7,612
Car Parking spaces	114,165	1,749 units	65,274/unit	378,374	4,299 units	88,014/unit
Total	5,556,992			4,938,699		

Management Discussion and Analysis

Land Bank

As at 31 December 2023, total land bank in the PRC (excluding investment properties and properties held for own use) held by the Group, its joint ventures and associates was 7,903,748 sq.m.. The spread of the land bank held by the Group, its joint ventures and associates was as follows:

Table 2: Land bank held by the Group, its joint ventures and associates

Province/Municipality	As at 31 December 2023 Total GFA unsold* (sq.m.)
Anhui	200,961
Beijing	219,575
Chongqing	877,630
Fujian	97,684
Guangdong	456,119
Guizhou	626,376
Hebei	704,922
Hubei	2,036,327
Hunan	234,020
Inner Mongolia	79,149
Jiangsu	89,596
Jiangxi	169,131
Liaoning	3,895
Shaanxi	791,925
Shandong	495,124
Shanghai	17,704
Shanxi	624,064
Tianjin	170,918
Zhejiang	8,628
Total	7,903,748

* Aggregated GFA sold but undelivered with sales contracts was included.

Management Discussion and Analysis

FINANCIAL REVIEW

Revenue

The Group's revenue increased by approximately 1.8% to approximately RMB5,703.7 million for the year ended 31 December 2023 from approximately RMB5,603.9 million for the year ended 31 December 2022, which was mainly due to a year-over-year increase of approximately RMB180.2 million in the income from sales of properties as a result of the increase in ASP.

Cost of sales

The Group's cost of sales amounted to approximately RMB10,147.9 million for the year ended 31 December 2023, representing an increase of approximately 51.0% as compared to the corresponding period of 2022.

Gross loss and gross loss margin

For the year ended 31 December 2023, the Group's gross loss was approximately RMB4,444.1 million and the gross loss margin was approximately 77.9%.

Other income and expenses

The Group's other expenses increased by approximately RMB5,039.6 million to RMB7,688.9 million for the year ended 31 December 2023 from approximately RMB2,649.3 million for the year ended 31 December 2022, which was mainly due to expected credit losses of approximately RMB5,567.8 million recorded during the year. For details, please refer to Note 6 to the audited financial statements in this report.

Change in fair value of investment properties, net

The net losses change in fair value of investment properties increased from approximately RMB26.2 million for the year ended 31 December 2022 to approximately RMB83.9 million for the year ended 31 December 2023, representing an increase of approximately 220.2%.

Selling and distribution expenses

The selling and distribution expenses of the Group decreased by approximately 16.5% to approximately RMB311.6 million for the year ended 31 December 2023 from approximately RMB373.1 million for the year ended 31 December 2022.

Administrative expenses

The administrative expenses of the Group decreased by approximately 39.6% to approximately RMB256.4 million for the year ended 31 December 2023 from approximately RMB424.5 million for the corresponding period of 2022.

Finance costs

The finance costs of the Group amounted to approximately RMB2,853.0 million for the year ended 31 December 2023, representing an increase of approximately 659.4% from approximately RMB375.7 million for the year ended 31 December 2022. The increase in finance costs was due to an increase in interest on senior notes and corporate bonds by RMB699.4 million an increase in interest on bank and other borrowings by RMB507.1 million and a decrease in amount capitalised in properties under development for sale by RMB1,270.7 million.

Management Discussion and Analysis

Income tax expense

The income tax expense of the Group in the amount of RMB358.5 million for the year ended 31 December 2023 was primarily due to the increase in tax provision for land appreciation tax.

Loss for the year

The loss of the Group for the year ended 31 December 2023 increased by approximately RMB10,982.9 million to approximately RMB15,887.9 million from approximately RMB4,905.0 million for the year ended 31 December 2022.

Loss for the year attributable to owners of the Company

As a result of the foregoing, the loss of the Group attributable to owners of the Group for the year ended 31 December 2023 increased by approximately RMB9,859.1 million to approximately RMB14,312.8 million from approximately RMB4,453.7 million for the year ended 31 December 2022.

LIQUIDITY, FINANCIAL AND CAPITAL RESOURCES

Cash position

As at 31 December 2023, the cash, restricted cash and bank balances of the Group was approximately RMB683.0 million, representing a decrease of approximately 56.5% as compared to approximately RMB1,570.2 million as at 31 December 2022.

Borrowings and pledge of the Group's assets

As at 31 December 2023, the Group had aggregate balance of approximately RMB22,951.6 million, including bank and other borrowings of approximately RMB10,161.1 million, senior notes of approximately RMB11,968.9 million and corporate bond of approximately RMB821.7 million, representing an increase of approximately 3.6% as compared to that of approximately RMB22,162.9 million as at 31 December 2022. As at 31 December 2023, certain banking and other facilities granted to the Group were secured by the Group's assets, such as investment properties, properties under development for sale, properties held for sale, property, plant and equipment, equity interests in joint ventures and bank deposits, which had a carrying amount of approximately RMB12,823.3 million (31 December 2022: approximately RMB13,387.3 million).

As at 31 December 2023, the Group breached certain covenants relating to bank and other borrowings of RMB761,462,000, and these borrowings became repayable on demand. For details, please refer to Note 3 of the audited financial statement in this report.

Management Discussion and Analysis

Breakdown of borrowings

By type of borrowings and maturity

	31 December 2023 RMB'000	31 December 2022 RMB'000
Bank and other loans		
within one year or on demand	7,695,497	10,153,156
more than one year, but not exceeding two years	1,092,390	121,500
more than two years, but not exceeding five years	1,158,788	857,910
more than five years	214,392	60,862
Sub-total	10,161,067	11,193,428
Senior Notes		
within one year	1,997,077	539,484
more than two years, but not exceeding five years	9,971,775	9,676,871
Sub-total	11,968,852	10,216,355
Corporate Bond		
within one year	821,685	753,111
Sub-total	821,685	753,111
TOTAL	22,951,604	22,162,894
Less:		
Bank balances and cash (including restricted cash)	682,985	1,570,229
Net Debt	22,268,619	20,592,665
Total Equity	(15,158,873)	871,703

Management Discussion and Analysis

By currency denomination

	31 December 2023 RMB'000	31 December 2022 RMB'000
— Denominated in RMB	10,819,850	11,786,353
— Denominated in US\$	12,131,754	10,376,541
	22,951,604	22,162,894

Leverage

The Group's net current liabilities (being current assets less current liabilities) increased by approximately RMB7,704.7 million to approximately RMB9,066,516 as at 31 December 2023 from net current liabilities of approximately RMB1,361.8 million as at 31 December 2022. Current ratio (being current assets to current liabilities) decreased from approximately 0.97 times as at 31 December 2022 to approximately 0.80 times as at 31 December 2023.

Foreign currency risk

The functional currency of the Company's major subsidiaries is RMB. Most of the transactions are denominated in RMB. Transactions of the Group's foreign operations, such as purchasing land held for future development, and certain expenses incurred are denominated in foreign currencies. As at 31 December 2023, the Group had monetary assets denominated in US dollars and Hong Kong dollars of approximately RMB782.0 million and approximately RMB4.1 million, respectively, as well as liabilities denominated in US dollars of approximately RMB10,550.9 million. Those amounts were exposed to foreign currency risk. Considering the actual impacts caused to the Group arising from the market condition and fluctuations of foreign exchange rates during the year, the Group currently has no foreign currency hedging policy in place yet, but the management will constantly monitor foreign exchange exposure and identify one that will be appropriate to the Group. The Group will consider hedging against any significant foreign currency exposure when necessary.

Capital commitments

At the end of the reporting period, the Group had the following commitments:

	At 31 December 2023 RMB'000	At 31 December 2022 RMB'000
Contracted but not provided for in the consolidated financial statements:		
Expenditure in respect of properties under development	9,370,829	14,254,047

Management Discussion and Analysis

Contingent liabilities

The Group has provided guarantees in respect of mortgage facilities granted by certain banks in connection with the mortgage loans entered into by purchasers of the Group's properties. Pursuant to the terms of the guarantees, if there is a default of the mortgage payments by these purchasers, the Group will be responsible for repaying the outstanding mortgage loans together with accrued interests thereon and any penalty owed by the defaulted purchasers to banks. The Group is then entitled to take over the legal title of the related properties. The guarantee period commences from the date of grant of the mortgage loan and ends after the purchaser has obtained the individual property ownership certificate. In the opinion of the Directors, the fair value of guarantee contracts is insignificant at initial recognition. Also, no provision for the guarantee contracts at the end of the reporting period is recognised as the default risk is low.

The amounts of the outstanding guarantees given to banks for mortgage facilities at the end of the reporting period are as follows:

	At 31 December 2023 RMB'000	At 31 December 2022 RMB'000
Mortgage guarantees	16,266,436	17,688,867

Additionally, a subsidiary of the Company has issued joint guarantee in respect of banking facility made by a bank to a joint venture. In December 2021, due to the delay of a construction project, the facility became overdue and the bank filed a claim against the joint venture and guarantors which include the subsidiary of the Company. The Directors do not consider it probable that a claim will be made against the Group under the guarantee as the joint venture has sufficient assets to settle the amount. The maximum liability of the Group at the end of the reporting period under the guarantees issued is the outstanding amount of the banking facility utilised by the joint venture of RMB1,046,388,000 (2022: RMB1,125,000,000).

The Group has not recognised any deferred income in respect of the guarantee as its fair value cannot be reliably measured using observable market data and its transaction price was RMB nil.

As at 31 December 2023, the Group was the defendant in various on-going litigation and arbitration cases primarily initiated by its creditors, in most of the cases the creditors demanded immediate repayment of the amounts owed to them, together with an interest and/or a penalty as compensation. The management of the Group assessed the likelihood of the outcome and estimated the probable compensation the Group is liable to for each of these cases, taking into account of all available facts and circumstances and relevant legal advice. Based on the result of those assessments, the management of the Group accrued compensation amounting to RMB765,028,000 as provision for claims and litigations in the consolidated financial statements as at 31 December 2023 (2022: RMB497,108,000).

Employees and compensation policy

As at 31 December 2023, the Group had 661 employees (31 December 2022: 1,450 employees). Employee's remuneration is determined based on the employee's performance, skills, knowledge, experience and market trends. The Group regularly reviews compensation policies and programs, and will make any necessary adjustment in order to be in line with the remuneration levels in the industry. In addition to basic salaries, employees may be granted share options, discretionary bonus and cash awards based on individual performance.

Management Discussion and Analysis

COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

During the year of 2023, as far as the Directors are aware, there was no material breach of or non-compliance with applicable laws and regulations by the Group that has a significant impact on the business and operations of the Group.

MATERIAL ACQUISITION AND DISPOSAL OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

Disposal of equity interests of an associate of the Company

On 19 October 2023, Hunan Contemporary Jiuyuan Enterprise Management Co. Limited* (湖南當代久運企業管理有限公司), an indirect wholly-owned subsidiary of the Company (the "Vendor") entered into an equity transfer agreement with Changsha Junchi Enterprise Management Co. Limited* (長沙駿馳企業管理有限公司), a limited liability company established under the laws of the PRC (the "Purchaser") and Changsha Taixi Real Estate Development Co. Limited* (長沙泰熙房地產開發有限公司), a company established in the PRC with limited liability and owned as to 80% by the Purchaser and 20% by the Vendor (the "Target Company"), whereby (1) the Vendor agreed to sell and the Purchaser agreed to purchase 20% of the equity interest of the Target Company at nil consideration; and (2) the Vendor agreed to waive RMB23,800,000 of a shareholder loan owed by the Target Company to the Vendor, and the Target Company agreed to repay the remainder of the shareholder loan, being RMB5,800,000, to the Vendor. The entering into of the abovementioned equity transfer agreement constituted a discloseable transaction of the Company under Chapter 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules").

For further details about the discloseable transaction, please refer to the announcement of the Company dated 19 October 2023.

Disposal of equity interests of subsidiaries of the Company

On 13 December 2023, Hubei Zhanlan Real Estate Company Limited (湖北綻藍置業有限公司), an indirect 70% owned subsidiary of the Company (the "Vendor 2") entered into an equity transfer agreement with Enger Real Estate Development Group Company Limited (恩杰地產開發集團有限公司), a limited liability company established under the laws of the PRC (the "Purchaser 2") and the two target companies whereby the Vendor 2 agreed to sell and the Purchaser 2 agreed to purchase the equity interest in two target companies, being (i) 49% of the equity interest of Hubei Enger Zhanlan Real Estate Company Limited (湖北恩杰綻藍置業有限公司), a company established in the PRC with limited liability; and (ii) 45% of the equity interest of Hubei Enger Yuanlv Real Estate Company Limited (湖北恩杰原綠置業有限公司), a company established in the PRC with limited liability, at a total consideration of RMB22,196,000. The entering into of the abovementioned equity transfer agreement constituted a discloseable transaction of the Company under Chapter 14 of the Listing Rules.

For further details about the above discloseable transaction, please refer to the announcement of the Company dated 13 December 2023.

Management Discussion and Analysis

DEBT RESTRUCTURING

As disclosed in the announcement of the Company dated 30 December 2022, in December 2022, the Group has satisfied all the conditions under the scheme of arrangement under section 86 of the Cayman Islands Companies Act (2022 Revision) between the Company and the scheme creditors, and issued new notes with maturity dates from 2023 to 2027 upon such issuance to replace the outstanding senior notes.

In December 2023, the Company obtained the requisite consents in respect of each series of the senior notes that are necessary for the proposed amendments to each of the indentures. The proposed amendments are (a) in respect of the 2023 Notes, add a redemption option in the 2023 Notes indenture to allow the Company to redeem all the 2023 Notes with the paid-in-kind payment (the “2023 New Notes”) and (b) in respect of the other four series of the senior notes maturing from 2024 to 2027, amend the interest payment provisions and certain other provisions in each of the indentures.

On 29 December 2023, all the 2023 Notes were redeemed by the Company and the redemption price was paid in kind with the 2023 New Notes in an aggregate principal amount of US\$85,667,000. The 2023 New Notes would become due on 28 December 2024.

For further details, please refer to the announcements of the Company dated 13 June 2023, 29 November 2023, 18 December 2023, 27 December 2023, 3 January 2024 and 4 January 2024.

EVENTS AFTER THE REPORTING PERIOD

Extension of maturity date of corporate bond

On 30 July 2019, the Group issued corporate bond to the public with aggregate nominal value of RMB880,000,000 at 98.7% of the principal amount, which carry fixed interest of 7.8% per annum (interest payable annually in arrears) with extended maturity date due on 30 July 2023. Subsequently in July 2023, the Group reached an agreement with the bondholders to extend the maturity of such corporate bond to 30 October 2023. Subject to approval of corporate bondholders every 3 months, the corporate bond maturity can be extended up to 30 July 2024.

In July 2024, the Group reached another agreement with the bondholders to extend the repayment date to 31 January 2025. Subject to approval of the bondholders, the corporate bonds’ maturity can be extended to 30 July 2025.

In July 2025, the Group reached another agreement with the bondholders to extend the repayment date to 31 January 2026. Subject to approval of the bondholders, the corporate bonds’ maturity can be extended to 30 July 2026.

Continuing connected transactions

Since all the master property management agreement dated 4 December 2019, the master contracting services agreement dated 4 December 2019, the master lease agreement dated 4 December 2019 (as supplemented by the supplemental agreement dated 1 April 2020) and the master elevator services agreement dated 1 April 2020 entered into by the Company expired at the end of 2022, the Company has on 17 November 2022 respectively entered into (i) the renewed master property management agreement with First Service Holding Limited, (ii) the renewed master contracting services agreement with First Moma Renju Construction Engineering (Beijing) Co., Ltd., (iii) the renewed master elevator services agreement with First Moma Asset Management (Beijing) Co., Ltd. (“First Moma Asset”) and (iv) the renewed master lease agreement with First Moma Asset, pursuant to which the parties thereto agreed to continue conducting the continuing connected transactions under these agreements until 31 December 2025. For further details about the aforementioned continuing connected transactions, please refer to the announcements of the Company dated 17 November 2022, 9 December 2022, 30 December 2022, 13 January 2023, 13 March 2023, 31 May 2023 and 31 July 2023 respectively.

CORPORATE GOVERNANCE REPORT

The Board is committed to high standards of corporate governance and recognises that good governance is vital for the long-term success and sustainability of the Company's business.

COMPLIANCE WITH CORPORATE GOVERNANCE CODE

The Company is committed to maintaining high standards of corporate governance. The Company has complied with the code provisions in Part 2 — Principles of Good Corporate Governance, Code Provisions and Recommended Best Practices of the Corporate Governance Code (the "CG Code") as set out in Appendix C1 to the Listing Rules for the year ended 31 December 2023 and, where appropriate, adopted the recommended best practices set out in the CG Code, save for the deviations as set out below:

Code provision C.2.1 stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual. Mr. Zhang Peng has served as both the chairman of the Board and the president of the Company since 9 November 2022, with the division of responsibilities between chairman and president clearly established and set out in writing.

The Company was not able to timely comply with the financial reporting provisions under the Listing Rules in (i) announcing the annual results for the financial year ended 31 December 2023; and (ii) publishing the annual report for the year ended 31 December 2023. Such delays constituted non-compliance with Rules 13.46(2) and 13.49(1) of the Listing Rules.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in Appendix C3 to the Listing Rules as its own code of conduct for dealing in securities of the Company by the Directors. Further to the specific enquiries made by the Company to the Directors, all Directors have confirmed their compliance with the Model Code during the year under review. The shareholdings of the Directors, chief executive and substantial Shareholders are detailed in the "Directors' Report" of this report.

BOARD OF DIRECTORS

As at 31 December 2023, the Board comprises eight Directors, which is chaired by Mr. Zhang Peng, consists of three executive Directors, two non-executive Directors and three independent non-executive Directors. The composition of the Board ensures a balance of skills and experience appropriate for the requirements of the business of the Group and the issuance of independent opinion. Brief biographies of the existing Directors are included in the section headed "Profiles of Directors and Senior Management" of this report.

Corporate Governance Report

The Directors during the year and up to the date of this report were:

Executive Directors

Mr. Zhang Peng (*Chairman and President*)

Mr. Zhang Lei

Mr. Chen Yin

Non-executive Directors

Mr. Han Shuchang (appointed on 4 March 2025)

Mr. Tang Lunfei (resigned on 4 March 2025)

Mr. Zeng Qiang

Independent Non-executive Directors

Mr. Hui Chun Ho, Eric

Mr. Cui Jian (resigned on 4 March 2025)

Mr. Gao Zhikai

Ms. Zhu Caiqing (appointed on 4 March 2025)

All executive Directors and non-executive Directors have entered into service contracts with the Company for a specific term of three years. Under the memorandum and articles of association of the Company (the "Memorandum and Articles of Association"), the Board is empowered to appoint any person as a Director to fill the casual vacancy or as an additional Director. The Board considers a candidate's experience, skill, knowledge, competency and ability to fulfil duty of care, diligence and fiduciary duty and/or recommendation (if any) by the nomination committee of the Company (the "Nomination Committee").

In compliance with Rules 3.10 and 3.10A of the Listing Rules, the Company has appointed three independent non-executive Directors (representing not less than one-third of the Board), one of whom possesses the appropriate professional qualifications in accounting and financial management. Each of the independent non-executive Directors confirmed his independence of the Company and the Company considered that, for the year ended 31 December 2023, each of them was independent in accordance with the guidelines of assessing independence as set out in Rule 3.13 of the Listing Rules. Each of the independent non-executive Directors has signed a letter of appointment with the Company for a specific term of three years.

Each independent non-executive Director confirmed that he has no cross directorship or significant links with other Directors through involvements in other companies or bodies and has not held 7th or more listed company directorship.

During the year, two out of three independent non-executive Directors have served the Company for more than 9 years.

Pursuant to the Articles of Association, (i) any Director appointed as an addition to the existing Board or to fill a casual vacancy shall hold office until the next following annual general meeting of the Company and shall be eligible for re-election; and (ii) at least one-third or, if the number is not a multiple of three, the nearest to one-third, of the Directors are subject to retirement from office by rotation and re-election at the annual general meeting of the Company once every three years. Accordingly, Mr. Han Shuchang, Ms. Zhu Caiqing, Mr. Zeng Qiang, Mr. Hui Chun Ho, Eric and Mr. Gao Zhikai will retire and, being eligible, will offer themselves for re-election at the forthcoming annual general meeting. All other Directors will continue in office.

Corporate Governance Report

All Directors have given sufficient time and attention to the affairs of the Group and, in particular, the non-executive and independent non-executive Directors are responsible to provide the Board with their diversified expertise and professional advices. The Board is of the view that there is a balanced composition of executive, non-executive and independent non-executive Directors in the Board and the independent non-executive Directors are able to provide sufficient checks and balances to safeguard the interests of the Shareholders and the Group. The participation of the independent non-executive Directors in the Board meetings and Board committees meetings also provides independent judgement on the issues relating to strategy, policy, performance, accountability, conflict of interest and standards of conduct.

The Board members have timely access to information relating to the Group's business and will be provided with further documents and information upon request to enable them to make informed decisions. Minutes of Board meetings and Board committees meetings are kept by the company secretary of the Company (the "Company Secretary") and are opened for inspection at any reasonable time on reasonable notice by any Director. Minutes of Board meetings and Board committees meetings are recorded in sufficient details for the matters considered and decisions reached, including any concerns raised or dissenting views expressed by the Directors. Draft and final versions of minutes are sent to all Directors for their comment and record respectively within a reasonable time after the meetings are held. All Directors are entitled to have access to the Board papers and related materials. These papers and related materials are in a form and quality sufficient to enable the Board to make informed decisions on matters placed before it. Queries raised by the Directors are given a prompt and full response by the Board.

The Board members have no financial, business, family or other material/relevant relationship with each other. Such balanced Board composition is formed to ensure strong independence across the Board.

DIRECTORS' LIABILITY INSURANCE AND INDEMNITY

The Company has purchased appropriate and sufficient liability insurance to indemnify its Directors and senior officers in respect of legal actions against the Directors and senior officers.

RESPONSIBILITY OF THE BOARD

The Board is in charge of leadership and control of the Group and is responsible for maximising the Group's financial performance and making decisions in the best interests of the Group and its Shareholders.

Under the leadership of the Chairman, the Board is also responsible for formulating and overseeing the business strategies and policies of the Group, approving and monitoring annual budgets and business plans, reviewing operational and financial performance, reviewing and monitoring the Group's financial control, risk management and internal control systems. Key terms and conditions are set out in the Directors' services contracts upon their appointment. The Board has delegated the daily operation and day-to-day management of the Group as well as the implementation of the Board's policies and strategies to executive Directors and the management of the Group with clear directions, in particular, where management should report back and obtain prior Board approval before making decisions or entering into any commitments on behalf of the Group. Such delegation arrangement is regularly reviewed in order to ensure its effectiveness.

BOARD MEETINGS AND GENERAL MEETINGS

The Board holds meetings regularly and meets at other time as and when required to review financial, internal and compliance controls, risk management, company strategy and operating performance of the Group. In addition, the Board holds general meetings to maintain an on-going dialogue with the Shareholders. For the year under review, the Board held 6 Board meetings, 1 annual general meeting and 1 extraordinary general meeting were held.

Corporate Governance Report

The attendance of each Director at various Board, Board committees and general meetings from 1 January 2023 to 31 December 2023 is set out in the following table:

	Meetings Attended/Held					
	Board Meeting	Audit Committee Meeting	Remuneration Committee Meeting	Nomination Committee Meeting	Environmental, Social and Governance Committee Meeting	General Meeting
Executive Directors						
Mr. Zhang Peng	6/6	N/A	N/A	N/A	1/1	2/2
Mr. Zhang Lei	6/6	N/A	1/1	1/1	N/A	2/2
Mr. Chen Yin	6/6	N/A	N/A	N/A	N/A	2/2
Non-executive Directors						
Mr. Tang Lunfei	6/6	N/A	N/A	N/A	N/A	2/2
Mr. Zeng Qiang	6/6	N/A	N/A	N/A	N/A	2/2
Independent non-executive Directors						
Mr. Hui Chun Ho, Eric	6/6	3/3	N/A	1/1	1/1	2/2
Mr. Cui Jian	6/6	3/3	1/1	1/1	1/1	2/2
Mr. Gao Zhikai	6/6	3/3	1/1	1/1	1/1	2/2

Notice of at least 14 days for regular Board meetings and sufficient notice of reasonable days for ad hoc Board meetings (if any) were given to all Directors so as to ensure that (i) each of them had an opportunity to attend the meetings; (ii) each of them had an opportunity to include matters on the agenda; and (iii) the agenda and accompanying Board papers were given to all Directors in a timely manner. As agreed by the Board, the Directors may also seek independent professional advice at the Company's expense. During the intervals between Board meetings, the senior management of the Company provides the Directors with information on a timely basis regarding all major developments or changes in the Group's businesses.

Should a Director have a potential conflict of interest in a matter being considered in the Board meeting, he or she will abstain from voting in respect of the relevant resolution. Independent non-executive Directors with no conflict of interest will be present at the meetings to deal with such issues. Where material conflict of interest arises, a physical Board meeting with the attendance of the independent non-executive Directors will be held.

Full Board or Board committees documents were sent to all Directors or committee members at least three days (or number of days which should be reasonable and adequate) before the intended date of a Board meeting or Board committees meeting.

Corporate Governance Report

The management has supplied the Board and its committees with adequate information and explanations so as to enable it to make an informed assessment of the financial and other information put before the Board and its committees for approval. The Management is also invited to attend the Board or Board committees meetings where appropriate.

All Directors are also entitled to have access to timely information such as monthly updates in relation to the Company's businesses and have separate and independent access to senior management of the Company.

DIRECTORS' TRAINING

During the year, all Directors were provided with materials on the Group's business, operations and financial matters as well as regular updates on applicable legal and regulatory requirements. These updates aim at enhancing the Directors' knowledge and skills and assisting them to comply with good corporate governance practices.

In addition, every newly appointed Director will receive an instruction and Directors' training on the first occasion of his or her appointment, so as to ensure that he or she has a proper understanding of the operations and business of the Company, his or her responsibilities under the laws and regulations and especially the governance policies of the Company.

In 2023, the Directors have participated in various training and continuous professional development activities and the summary of which is as follows:

	Types of training
Executive Directors	
Mr. Zhang Peng	A,B
Mr. Zhang Lei	A,B
Mr. Chen Yin	A,B
Non-executive Directors	
Mr. Tang Lunfei	A,B
Mr. Zeng Qiang	A,B
Independent non-executive Directors	
Mr. Hui Chun Ho, Eric	A,B
Mr. Cui Jian	A,B
Mr. Gao Zhikai	A,B

A: attending relevant seminars and/or conferences and/or forums; delivering speeches at relevant seminars and/or conferences and/or forums

B: reading newspapers, journals and articles

Corporate Governance Report

CHAIRMAN AND PRESIDENT

The Chairman and the President are currently held by Mr. Zhang Peng with clear distinction in responsibilities.

The Company deviates from the Code Provision C.2.1 of the CG Code that stipulates the roles of chairman and chief executive should be separate and should not be performed by the same individual. The Company believes that Mr. Zhang Peng acts as both Chairman and President would provide effective and efficient leadership and overall management of the Group and the Board. The Company considers that the balance of power and authority, accountability and independent decision-making under the present arrangement would not have been impaired in light of the diverse background and experience of the Board members and the division of responsibilities between the Chairman and President has been clearly established and set out in writing.

The Chairman, was responsible for the management and leadership of the Board to formulate overall strategies and business development directions for the Group, so as to ensure that adequate, complete and reliable information was provided to all Directors in a timely manner, and to ensure that the issues raised at the Board meetings were explained appropriately.

One of the important roles of the Chairman is to provide leadership for the Board. The Chairman is responsible for ensuring that the Board works effectively and performs its responsibilities, and that all key and appropriate issues and adequate information are accurate, clear, complete, reliable and being discussed in a timely manner. The Chairman is primarily responsible for drawing up and approving the agenda for each Board meeting and ensuring all Directors are properly briefed on issues arising at the Board meetings. He takes into account, where appropriate, any matters proposed by other Directors for inclusion on the agenda. The Chairman may delegate this responsibility to a designated Director or the Company Secretary. The Chairman also takes primary responsibility for ensuring that good corporate governance practices and procedures are established. The Chairman encourages all Directors to make a full and active contribution to the Board's affairs and take the lead to ensure that it acts in the best interests of the Company. The Chairman promotes a culture of openness and actively encourages the Directors (including non-executive Directors) with different views to voice their concerns, allows sufficient time for discussion of issues and ensures that Board decisions fairly reflect Board consensus under constructive relations between executive and non-executive Directors. The Chairman holds a meeting with the independent non-executive Directors without the presence of other Directors at least annually.

The President, is responsible for the daily operations of the Group and the implementation of business policies, objectives and plans as formulated and adopted by the Board, and is accountable to the Board for the overall operation of the Group.

ACCOUNTABILITY AND AUDIT

The Directors acknowledge their responsibility to present a balanced, clear and understandable assessment of the Group's performance, position and prospects in the consolidated financial statements of the annual and interim reports in accordance with statutory requirements and applicable accounting standards. Pursuant to Code Provision D.1.1 of the CG Code, the Management have provided sufficient explanation and information to the Board to enable the Board to make an informed assessment of the financial and other information put before the Board for approval.

In preparing the financial statements for the year ended 31 December 2023, the Directors have selected appropriate accounting policies and applied them consistently, and have made judgements and estimates that are prudent and reasonable, and prepared accounts on a going concern basis.

Corporate Governance Report

RISK MANAGEMENT AND INTERNAL CONTROL

The Board has the responsibility to maintain appropriate and effective risk management (including environmental, social and governance risks) and internal control systems in order to safeguard the interest of the Group and the Shareholders, review and monitor the effectiveness of the internal control and risk management systems (including environmental, social and governance risks) covering all material controls, including financial, operational and compliance controls, on an annual basis to ensure that the systems in place are adequate.

The Group's risk management and internal control systems comprise, among others, the relevant financial, operational and compliance controls and risk management procedures, a well-established organisational structure with clearly defined lines of responsibility and authority. Each department is accountable for its daily operations and is required to implement the business strategies and policies adopted by the Board from time to time.

The internal audit department of the Company supported the Board and the audit committee of the Company (the "Audit Committee") in reviewing the effectiveness of risk management and internal control systems, performed its functions during the year following an annual audit plan and submitted their reports of their findings to the Board and the Audit Committee at the meetings. The Audit Committee provides independent review on effectiveness of the risk management and internal control systems of the Group and gives their recommendation to the Board. The Board is responsible for reviewing the internal audit report and approving policies and procedures designed by the Management.

The Board conducted a review and assessment of the effectiveness of the Group's risk management (including environmental, social and governance risks) and internal control systems and procedures during the financial year ended 31 December 2023 by way of discussions with the Management, members of the Audit Committee and the external independent auditor.

The Board is of the view that the existing risk management and internal control systems are adequate and effective. The Board also reviewed the resources, qualification and experience of staff of the Group's accounting and financial reporting function and their training schemes and budget and was satisfied with their adequacy.

The Board also assessed the effectiveness of the Group's internal audit function and external audit process, and satisfied itself, through the work of its Audit Committee, that the internal audit function is adequately resourced and is effective at providing assurance to the Board on the relevant risks faced by the Company, and that the external audit process is effective.

DIRECTORS' RESPONSIBILITIES FOR FINANCIAL STATEMENTS

The Directors acknowledge their responsibilities for preparing the financial statements of the Group in accordance with statutory requirements and applicable accounting standards. The Directors also acknowledge their responsibilities to ensure that the financial statements of the Group are published in a timely manner.

As a result of the section headed "Basis for Disclaimer of Opinion — Multiple Uncertainties Relating to Going Concern" in the "Independent Auditor's Report" on pages 61 to 64 of this report, the Company's external auditor did not express an opinion on the consolidated financial statements of the Group for the year ended 31 December 2023.

The Directors have reviewed the Group's cash flow projections prepared by the management of the Group which cover a period of not less than 18 months from 31 December 2023 and have given due consideration to the matters that give rise to material uncertainties as to its ability to continue as a going concern. In addition, the Directors have also considered as to whether the Group will be able to achieve the plans and measures as mentioned in Note 3(a)(ii) to the consolidated financial statements for the financial year ended 31 December 2023 in this report.

Corporate Governance Report

The Directors consider that, assuming the success of all assumptions, plans and measures, mentioned in Note 3(a)(ii) to the consolidated financial statements for the financial year ended 31 December 2023 in this report, the Group will have sufficient working capital to finance its operations and meet its obligations as and when they fall due for at least 18 months from 31 December 2023. Accordingly, the Directors are of the opinion that it is appropriate to prepare the consolidated financial statements on a going concern basis.

The Audit Committee has reviewed the facts and circumstances leading to the disclaimer of opinion, considered management's views on the matter, and examined the plans and measures that the Group has implemented (and continues to focus on) to support the going concern assumption adopted in preparing the consolidated financial statements.

The Audit Committee has discussed with the Board and the Group's management regarding the going concern issue, and with the orderly implementation of the plans and measures regarding debt restructuring resolution, and confirmed that it had no objection to the basis on which the management assessed and formed its view regarding the adoption of the going concern assumption in the preparation of the consolidated financial statements.

The Audit Committee also discussed and understood the concerns of the Auditor that uncertainties exist as to whether the Group's management will be able to achieve its plans and measures. There is no disagreement by the Board, the Group's management nor the Audit Committee with the position taken by the Auditor regarding the going concern issue.

Further details on the material uncertainties relating to the Group's going concern, certain plans and measures are set out in Note 3(a)(ii) to the consolidated financial statements for the financial year ended 31 December 2023 in this report.

Save as disclosed above, the Directors were not aware of any material uncertainties which may cast significant doubt upon the Company's ability to continue as a going concern.

The reporting responsibilities of our Company's external auditor on the financial statements of the Group are set out in the "Independent Auditor's Report" in this report.

DIVIDEND POLICY

The Board has adopted the "Dividend Policy" on 15 January 2019 in recommending dividends, to allow the Shareholders to participate in the Company's profits and enable the Company to retain adequate reserves for future growth, which provides that subject to the approval of the Shareholders and requirement of the relevant law, the Company shall pay annual dividends to the Shareholders if the Group is profitable, operations environment is stable and there is no significant investment or commitment made by the Group.

The proposed dividend payout shall be based on the Company's capacity to pay from accumulated and future earnings, liquidity position and future commitments at the time of declaration of dividend with reference to the Group's actual and expected financial performance, the Group's expected working capital requirements and future expansion plans, the Group's debt to equity ratios, any restrictions on payment of dividends that may be imposed by the Group's lenders, general economic conditions, business cycle of the Group's business, dividends received from the Company's subsidiaries and associates, the Shareholders' and investors' expectation and industry's norm and any other factors that the Board deems relevant. The Board may from time to time pay to the Shareholders such interim dividends as appear to the Directors to be justified by the profits of the Group.

Corporate Governance Report

BOARD COMMITTEES AND CORPORATE GOVERNANCE FUNCTIONS

In order to achieve good corporate governance practices and procedures, the Board has established four Board committees, namely the Audit Committee, the Environmental, Social and Governance Committee, the Nomination Committee and the Remuneration Committee, to oversee the relevant aspects of the Company's affairs and report back to the Board on their decisions, recommendations and findings. All Board committees are provided with sufficient resources to discharge their duties. Each Board committee has a written terms of reference that complies with the CG Code and ESG Reporting Guide which is available on the websites of the Company and the Stock Exchange respectively.

AUDIT COMMITTEE

Composition

As at 31 December 2023, the Audit Committee comprised three independent non-executive Directors, namely Mr. Hui Chun Ho, Eric (the chairman of the Audit Committee), Mr. Cui Jian and Mr. Gao Zhikai. None of them is a member of the former or existing external auditors of the Company. The Board is of the view that the members of the Audit Committee have sufficient accounting and financial management expertise and experience to discharge their duties. The Audit Committee is also authorised to obtain external legal or other independent professional advice if it considers necessary.

Major Responsibilities

The principal functions of the Audit Committee include:

- to make recommendations to the Board on the appointment, re-appointment and removal of external auditors, to approve the remuneration and terms of engagement of the external auditor, and to handle any questions of resignation or dismissal of that auditor;
- to review and monitor the independence and objectivity of the external auditors and effectiveness of the audit process in accordance with applicable standards, and to discuss the nature and scope of the audit and related reporting responsibilities with the external auditor before the audit commences;
- to monitor integrity of the Company's financial statements and the Company's annual report and accounts, half-year report and, if prepared for publication, quarterly reports, and to review significant financial reporting judgements contained in them;
- to oversee the Company's financial reporting system, risk management and internal control systems; and
- to discuss with the Management about the system of internal control and ensure that Management has discharged its duty to have effective systems including the adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting function, and their training schemes and budget annually.

Corporate Governance Report

The Audit Committee also performs corporate governance procedures of the Company, including:

- to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board;
- to review and monitor the training and continuous professional development of Directors and senior management of the Company;
- to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors of the Company; and
- to review the Company's compliance with the code provisions and disclosure in the Corporate Governance Report of the Company.

The Audit Committee held three meetings in 2023 and conducted the following activities:

- (i) reviewed the Group's interim results for 2022, annual results for 2022 and interim results for 2023;
- (ii) reviewed the audit plans and findings of the external auditor;
- (iii) reviewed the internal control, risk management and financial matters pursuant to its terms of reference; and
- (iv) made recommendation to the Board on the re-appointment of the external auditor and its remuneration.

The Audit Committee will also meet with the external auditor annually in the absence of the Management to discuss matters relating to any issues arising from audit and any other matters the auditor may wish to raise.

The Company has satisfied the relevant provision of the CG code in having at least one independent non-executive Director with appropriate professional qualification or accounting or related financial management expertise. Mr. Hui Chun Ho, Eric has the appropriate professional accounting experience and served as a chairman of the Audit Committee during the year.

AUDITOR'S REMUNERATION

For the year ended 31 December 2023, the external auditor's remuneration in respect of audit and non-audit services provided to the Group amounted to approximately RMB6.5 million and RMB0.15 million.

Corporate Governance Report

ENVIRONMENTAL, SOCIAL AND GOVERNANCE COMMITTEE

Composition

The Environmental, Social and Governance ("ESG") Committee was established on 1 December 2021. As at 31 December 2023, the ESG Committee comprised an executive Director, Mr. Zhang Peng (the chairman of the ESG Committee) and three independent non-executive Directors, namely Mr. Hui Chun Ho, Eric, Mr. Cui Jian and Mr. Gao Zhikai.

Major Responsibilities

The primary duties of the ESG Committee include:

- to review the environmental, social and governance vision, objectives and strategies of the Group, review the progress made against related goals and targets annually, and provide recommendations to the Board;
- to review and assess the adequacy and effectiveness of the management framework for environmental, social and governance matters of the Company (if necessary);
- to adopt and update as necessary the Group's policies on environmental, social and governance to ensure compliance with legal and regulatory requirement;
- to review the major trends, as well as risks and opportunities related to environment, society and governance aspect. Report and provide suggestions in the relevant matters that significantly affect the operation of the Group and/or the interest of other important stakeholder;
- to supervise, review, evaluate and report to the Board;
- to monitor internal practices on Group's environmental, social and governance and provide suggestions for improvement of these practices;
- to review annual Environmental, Social and Governance report and recommend to the Board for approval, and recommend specific actions or decisions for the Board to consider in order to maintain the integrity of the environmental, social and governance report;
- to ensure that the annual Environmental, Social and Governance Report of the Company is prepared in accordance with the Environmental, Social and Governance Reporting Guide set out in Appendix C2 to the Listing Rules;
- to determine the appropriate international or national standards (if applicable) for the environment, society and governance, and monitoring and reporting on an annual basis; and
- to review the budgeting for environment, social and governance activities and the allocation of adequate facilities and resources.

Corporate Governance Report

NOMINATION COMMITTEE

Composition

As at 31 December 2023, the Nomination Committee comprised three independent non-executive Directors, namely Mr. Cui Jian (the chairman of the Nomination Committee), Mr. Hui Chun Ho, Eric and Mr. Gao Zhikai, and an executive Director, Mr. Zhang Lei.

Major Responsibilities

The primary duties of the Nomination Committee include:

- reviewing the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board at least once a year and making recommendations to the Board regarding any proposed changes to the Board for conforming to the strategy of the Company;
- identifying and nominating qualified individuals to act as Directors and making recommendations to the Board regarding such matters having due regard to the “Board Diversity Policy” and the “Nomination Policy” of the Company;
- to identify and recommend suitably qualified senior management candidates to the Board, as a supplement to any related vacant positions;
- to review the “Board Diversity Policy” as appropriate and make recommendations on any required changes to the Board for consideration and approval, and monitor its implementation so as to ensure its effectiveness, and make disclosure of its summary and the progress of its implementation in the corporate governance report on an annual basis;
- in performing duties, to consider the “Board Diversity Policy” with due regard for the benefits of diversity on the Board;
- to review the “Nomination Policy” for directors and to make disclosure of the summary of the same in annual report of the Company annually;
- where the Board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, it should set out in the circular to Shareholders and/or explanatory statement accompanying the notice of the relevant general meeting:
 - (i) the process used for identifying the individual and why the Board believes the individual should be elected and the reasons why it considers the individual to be independent;
 - (ii) if the proposed independent non-executive director will be holding their seventh (or more) listed company directorship, why the Board believes the individual would still be able to devote sufficient time to the Board;
 - (iii) the perspectives, skills and experience that the individual can bring to the Board; and
 - (iv) how the individual contributes to diversity of the Board;

Corporate Governance Report

- assessing the independence of the independent non-executive Directors; and
- making recommendations to the Board regarding the appointment or re-appointment of Directors and succession planning for the Directors, in particular the Chairman and the President.

The chairman of the Nomination Committee shall attend the annual general meeting of the Company to answer the questions raised by the Shareholders on Director's nomination and other nomination policy matters.

The Nomination Committee shall meet at least once a year (or in accordance with the regulations of regulatory authorities applicable to the Company from time to time) at the time as required to discharge its duties. The meeting shall be convened and chaired by the chairman. For the year ended 31 December 2023, one meeting of the Nomination Committee was held to assess the independence of independent non-executive Directors and structure of the Board and review the renewal of director's service contract, etc.

NOMINATION POLICY

The Board has adopted the "Nomination Policy" on 15 January 2019 in relation to the nomination, appointment, re-appointment of new Directors and the nomination procedure of the Company, which provides that in evaluating and selecting any candidate for directorship, the Nomination Committee shall consider the candidates' character and integrity, professional qualifications, skills, knowledge and experience, independence, diversity on the Board, willingness to devote adequate time to discharge duties as a Board member and such other criteria that are appropriate to the business of the Company.

BOARD DIVERSITY POLICY

The Board has adopted the revised "Board Diversity Policy" on 15 January 2019 in relation to the nomination and appointment of new Directors, which provides that the selection of Board candidates shall be based on a range of diversity perspectives with reference to the Company's business model and specific needs, including but not limited to gender, age, race, language, cultural background, educational background, industry experience and professional experience.

The above measurements were also reviewed and adopted when the Nomination Committee reviewed the composition of the Board on an annual basis. After assessing the suitability of the Directors' skills and experience to the Company's business, the Nomination Committee confirmed that the existing Board was appropriately structured and no change was required.

The Board achieved gender diversity in compliance with Rule 13.92 of the Listing Rules by the appointment of one female Director on 4 March 2025. To develop a pipeline of potential successors to the Board to achieve gender diversity, the Company has taken into account of diversity perspectives including gender diversity when considering candidates of senior management positions and in workforce hiring process. As at 31 December 2023, the ratio of male and female in the workforce (including senior management) is 74% and 26%, respectively. As such, the Company's workforce has achieved gender diversity between males and females.

Corporate Governance Report

MECHANISM FOR THE BOARD TO OBTAIN INDEPENDENT VIEW

The Board has established mechanisms to ensure independent views and input from any Director are conveyed to the Board for enhancing an objective and effective decision making.

The governance framework and the following mechanisms are reviewed annually by the Board, through its Nomination Committee, to ensure its duly implementation and effectiveness:

- (i) communication channels have been established whereby independent non-executive Directors can express their views in an open and candid manner, and in a confidential manner, should circumstances require;
- (ii) the Nomination Committee will assess the independence, qualification and time commitment of a candidate who is nominated to be a new independent non-executive Director before appointment and also the continued independence of existing independent non-executive Directors and their time commitments annually; and
- (iii) the Nomination Committee will conduct the performance evaluation of the independent non-executive Directors annually to assess their contributions.

REMUNERATION COMMITTEE

Composition

As at 31 December 2023, the Remuneration Committee comprised two independent non-executive Directors, namely Mr. Gao Zhikai (the chairman of the Remuneration Committee) and Mr. Cui Jian, and an executive Director, Mr. Zhang Lei.

Major Responsibilities

The primary duties of the Remuneration Committee include:

- making recommendations to the Board on the Company's policies and structures for all remuneration of the Directors and senior management of the Company and on the establishment of a formal and transparent procedure for developing policy on such remuneration;
- making recommendations to the Board on the remuneration package of Directors and senior management of the Company; and
- considering salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group.

The amount of the executive Directors' remuneration is determined by the Remuneration Committee on the basis of the relevant executive Directors' experience, responsibility, workload and the time devoted to the Group. The Directors' remuneration is reviewed by the Remuneration Committee from time to time.

Corporate Governance Report

The Remuneration Committee may also consult the Chairman on proposals relating to the remuneration of other executive Directors and has access to independent professional advice if necessary. For the year ended 31 December 2023, the Remuneration Committee held one meeting and conducted the following activities:

- (i) reviewed the remuneration policy of the Group and Directors' remunerations;
- (ii) reviewed and recommended the remuneration package of individual Directors and senior management of the Company; and
- (iii) performed review for individual package of changes in Board from time to time.

REMUNERATION POLICY

The Group has adopted the remuneration policy for employees at all levels of the Group with the following measures:

- Competitiveness: market competitiveness is assessed by benchmarking against a predetermined target market positioning for comparable jobs including base salary, allowances, bonus and retirement benefits;
- Evaluation: all employees' performance will be fairly assessed once a year; and
- Equity: the Company ensures that its staff are paid in line with the size of the job, individual skills and performance, and free from any forms of bias.

FIVE HIGHEST PAID INDIVIDUALS

The five highest paid individuals included two Directors for the year ended 31 December 2023 (2022: 2 Directors). The emoluments of the remaining three highest paid individuals for the year ended 31 December 2023 (2022: remaining 3 highest paid individuals) are as follows:

	2023 RMB'000	2022 RMB'000
Employees		
— Basic salaries and allowances	2,331	2,595
— Retirement benefit contributions	245	402
— Share-based payment	56	142
	2,632	3,139

During the year, no emoluments were paid by the Group to the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

Corporate Governance Report

COMPANY SECRETARY

For the year ended 31 December 2023, in compliance with Rule 3.28 of Listing Rules, the Company Secretary is qualified and with relevant experience to discharge his responsibilities. Whilst the Company Secretary reports to the Chairman and the Chief Executive Officer, he is responsible for giving advice to the Board on corporate governance matters in order to assist the Group to cope with the changing regulatory environment and to suit different commercial needs. The Company Secretary's selection, appointment or dismissal are subject to the Board's approval.

For the year ended 31 December 2023, the Company Secretary is an external solicitor and had complied with Rule 3.29 of the Listing Rules by taking no less than 15 hours of relevant professional training. The primary corporate contact person is Mr. Zhang Peng, Chairman, President and executive Director.

MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION

At the annual general meeting of the Company held on 29 November 2023, a special resolution was passed by the Shareholders approving certain amendments to the Memorandum and Articles of Association in order to bring them in line with the relevant requirements of the Listing Rules and the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands. For details, please refer to the announcement of the Company dated 30 October 2023 and the circular of the Company dated 31 October 2023 in relation to the AGM.

CORPORATE COMMUNICATION AND INVESTOR RELATIONS

The major task and objective of the Group's investor relations is to clearly introduce the Group, including the business positioning, existing operations and future development of the Group, to the media, the Shareholders, investors, analysts and investment banks through different communication channels. In future, the Group shall further enhance communication with the media, the Shareholders, investors, analysts and investment banks on various aspects such as development strategies, operation and management, financial prospects and business operation through meetings, senior management's participation in investor forums, conferences and roadshows. The Group is confident in establishing and maintaining a good relationship with the international capital institutions through the continued enhancement of information transparency.

The Group emphasises the importance of maintaining good communication with the Shareholders, so as to increase the Company's transparency and understanding by the Shareholders. To enable that the Shareholders are effectively informed of the Group's status and developments, the Group issues announcements, circulars, notices, interim and annual reports in a timely manner. To enhance the Company's transparency, other information about the Company is published at the Company's website (www.modernland.hk).

WHISTLEBLOWING POLICY

The Group has adopted a whistleblowing policy for employees and those who deal with the Group (e.g. customers and suppliers) to raise concerns (which will be escalated to the Audit Committee where appropriate), in confidence and anonymity, about possible improprieties in any matter related to the Group.

The whistleblowing policy sets out a reporting mechanism which is designed to help mitigate legal, financial, operational and reputational risks to the Group. The primary objectives of this policy is to provide assurance to anyone who makes a report in good faith that they will not be subjected to retaliation of any kind.

Corporate Governance Report

ANTI-CORRUPTION POLICY

The Group has adopted anti-corruption policy to reaffirm its commitment as part of a comprehensive and robust anti-corruption and anti-bribery compliance programs to provide guidance to all relevant parties about compliance with anti-corruption laws. The Group takes a zero tolerance approach to bribery and corruption and is committed to acting professionally, fairly and with integrity in our business dealings and corporate relationships.

ANNUAL GENERAL MEETING

The Company's annual general meetings allow the Directors to meet and communicate with the Shareholders and to answer any queries that the Shareholders may have. An external independent auditor is also present at the annual general meetings. The Chairman will propose separate resolutions for each issue to be considered at the annual general meetings. A notice of annual general meeting is delivered to all Shareholders of not less than twenty-one days prior to the date of the meeting, setting out details of each proposed resolution and other information. The chairman of the general meetings of the Company would explain the procedures for conducting a poll before putting a resolution to vote. Voting results are posted on the websites of the Company and of the Stock Exchange, respectively.

SHAREHOLDERS' RIGHTS

The general meetings of the Company provide an opportunity for communication between the Shareholders and the Board. An annual general meeting of the Company shall be held each year and at the place as may be determined by the Board. Each general meeting, other than an annual general meeting, shall be called an extraordinary general meeting.

PROCEDURES FOR SHAREHOLDERS TO CONVENE AN EXTRAORDINARY GENERAL MEETING AND TO PUT FORWARD PROPOSALS THEREAT

The following procedures for the Shareholders to convene an extraordinary general meeting are prepared in accordance with Article 58 of the Articles of Association:

- (1) One or more Shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid-up capital of the Company carrying the right of voting at general meetings of the Company shall have the right, by written requisition to the Board or the Company Secretary, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition.
- (2) The written requisition must state the objects of the meeting, and must be signed by the Shareholder(s) concerned and may consist of several documents in like form, each signed by one or more of those Shareholders.
- (3) The requisition shall be made in writing to the Board or the Company Secretary via mail to the Company's principal place of business in Hong Kong at 18/F, Shanghai Commercial Bank Tower, 12 Queen's Road Central, Central, Hong Kong.
- (4) The extraordinary general meeting shall be held within two months after the deposit of the requisition.
- (5) If the Directors fail to proceed to convene the extraordinary general meeting within twenty-one (21) days of the deposit of such requisition, such Shareholder(s) may do so in the same manner, and all reasonable expenses incurred by the Shareholder(s) as a result of the failure of the Board shall be reimbursed to the Shareholder(s) by the Company.

Corporate Governance Report

PROPOSALS FOR PROPOSING A PERSON FOR ELECTION AS A DIRECTOR

Subject to applicable laws and regulations, including the Companies Law of the Cayman Islands, the Listing Rules and the Articles of Association as amended from time to time, the Company may from time to time in a general meeting by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an additional Director.

A Shareholder may propose any person (the "Person") for election as a Director by lodging the following documents at the Company's principal place of business in Hong Kong at 18/F, Shanghai Commercial Bank Tower, 12 Queen's Road Central, Central, Hong Kong:

- (1) a notice in writing signed by the Shareholder concerned of his/her/its intention to propose the Person as a Director with full particulars of the Person including his/her full name and biographical details as required under Rule 13.51(2) of the Listing Rules; and
- (2) a notice in writing signed by the Person of his/her willingness to be elected as a Director.

Such notices shall be lodged at least seven (7) days prior to the date of the general meeting and the period for lodgement of such notices shall commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and shall be at least seven (7) days in length.

PROCEDURES FOR RAISING ENQUIRIES

The Company, under the leadership of the Chairman, has adopted a Shareholders' communication policy, to ensure that appropriate steps are taken to provide effective communication with Shareholders and that their views are communicated to the Board as a whole:

- (1) the Shareholders may direct their questions about their shareholdings to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited.
- (2) the Shareholders may at any time send their enquires and concerns to the Board in writing through the Company Secretary whose contact details are as follows:

Modern Land (China) Co., Limited
 18/F, Shanghai Commercial Bank Tower
 12 Queen's Road Central, Central, Hong Kong
 Fax: (852) 2187 3619
 Email: ir.list@modernland.hk

- (3) the Shareholders may also make enquiries with the Board at general meetings of the Company.

Corporate Governance Report

DISCLOSURE RELATING TO DISCLAIMER OF OPINION

(a) Details of the Audit Modification

As disclosed in the section headed “Basis for Disclaimer of Opinion” in the Independent Auditor’s Report and in Note 3(a)(ii) to the consolidated financial statements, the Company’s independent auditor, BDO Limited, issued a disclaimer of opinion on the Group’s consolidated financial statements for the year ended 31 December 2023. The disclaimer arises from multiple material uncertainties relating to the Group’s ability to continue as a going concern, notably:

- (1) The Group incurred a net loss of RMB15,887,887,000 for the year ended 31 December 2023.
- (2) As at 31 December 2023, the Group had net current liabilities of RMB9,066,516,000 and capital deficiency of RMB15,158,873,000.
- (3) Included in current liabilities as at 31 December 2023 were:
 - (i) bank and other borrowings of RMB7,695,497,000.
 - (ii) corporate bonds of RMB821,685,000.
 - (iii) senior notes of RMB1,997,077,000.
 - (iv) provision for claims and litigations of RMB765,028,000.
- (4) The Group’s bank balances and cash as at 31 December 2023 amounted to only RMB291,912,000.
- (5) The Group breached certain covenants relating to bank and other borrowings totaling RMB761,462,000 and was in default on repayments of RMB5,931,603,000 of borrowings as at 31 December 2023. Lenders are entitled to demand immediate repayment and take possession of pledged assets.
- (6) The Company restructured all of its senior notes in 2022 into five tranches with maturity dates between 30 December 2023 and 30 December 2027. Further amendments were made in 2023. However, the Company did not fulfill the settlement upon maturity of the 2023 New Notes and the 2024 Notes (both as defined in Note 28 to the consolidated financial statements) in December 2024 and failed to meet the interest payments for the 2025 Notes, 2026 Notes and 2027 Notes (all as defined in Note 28 to the consolidated financial statements) throughout 2024. Subsequent to 2024, the Group did not make payment for the interest in respect of the 2025 Notes, 2026 Notes and 2027 Notes on the due date of 30 June 2025 and up to the date of approval of the consolidated financial statements for the year ended 31 December 2023. As a result of the default in payments of principal amounts and interests subsequent to 31 December 2023, senior noteholders are entitled to demand immediate repayment of the outstanding principals and interests of the senior notes, although none have done so as at the approval date of the consolidated financial statements for the year ended 31 December 2023.

Corporate Governance Report

- (7) The Group is involved in various litigation and arbitration cases, for which provision has been made.
- (8) The PRC real estate sector has continued to face a significant downturn, impacting the Group's ability to generate cash flows and refinance.
- (9) All these conditions indicate the existence of material uncertainties which may cast significant doubt on the Group's ability to continue as a going concern.

If the Group cannot successfully execute its plans, adjustments would be required to write down asset values, provide for further liabilities, and reclassify non-current assets and liabilities as current.

(b) Management's Position and Basis on Major Judgmental Areas

Despite the above, the Directors are of the view that preparing the consolidated financial statements on a going concern basis remains appropriate, based on the following considerations and ongoing plans:

- (1) Active Debt Restructuring and Negotiation:
 - (i) All senior notes were restructured in 2022 into five tranches with maturity dates between 30 December 2023 and 30 December 2027. Further amendments were made in 2023, and management continues to negotiate with noteholders for further extensions or restructuring.
 - (ii) The Group has since July 2023 successively reached agreements with bondholders to extend the maturity date of the corporate bonds. In July 2025, the Group further reached another agreement with the bondholders to extend the repayment date to 31 January 2026. Subject to approval of the bondholders, the corporate bonds' maturity date can be extended to 30 July 2026.
 - (iii) Ongoing discussions with bank and other lenders to renew borrowings and avoid immediate repayment demands.
- (2) Operational and Cash Flow Management:
 - (i) Acceleration of pre-sales and sales of properties under development and completed properties, and pursuit of outstanding receivables to enhance liquidity.
 - (ii) Active cost control and containment of administrative and capital expenditures.
 - (iii) Close coordination with suppliers and constructors to ensure project delivery and agree payment arrangements.
- (3) Additional Financing and Asset Realisation: Seeking new sources of financing from existing shareholders and external investors, and considering disposal of equity interests in project companies.
- (4) Litigation and Claims Resolution: Actively seeking amicable resolutions to outstanding claims and litigations for which adequate provisions have been made.
- (5) Macroeconomic and Market Factors: The Group's projects are predominantly located in higher tier PRC cities, which are considered more resilient in the current market.

Corporate Governance Report

The Directors have reviewed cash flow projections covering a 15-month period from the approval date of the financial statements, and believe that, assuming successful implementation of these measures, the Group will have sufficient working capital to finance operations and meet its obligations as they fall due.

(c) Audit Committee's View

The Audit Committee has reviewed the facts and circumstances leading to the disclaimer of opinion, considered management's views on the matter, and examined the plans and measures that the Group has implemented (and continues to focus on) to support the going concern assumption adopted in preparing the consolidated financial statements.

The Audit Committee has discussed with the Board and the Group's management regarding the going concern issue, and with the orderly implementation of the plans and measures regarding debt restructuring resolution, and confirmed that it had no objection to the basis on which the management assessed and formed its view regarding the adoption of the going-concern assumption in the preparation of the consolidated financial statements.

The Audit Committee also discussed and understood the concerns of the Auditor that uncertainties exist as to whether the Group's management will be able to achieve its plans and measures. There is no disagreement by the Board, the Group's management nor the Audit Committee with the position taken by the Auditor regarding the going concern issue.

(d) Management's Plans and Measures to Address the Disclaimer of Opinion

The Company is taking the following steps and measures to address these uncertainties, with regular review and updates to the Board:

(1) Repayment or Extension of Senior Notes:

The Group is actively negotiating with senior noteholders to (i) repay the principal amounts together with accrued interest of each tranche of the senior notes at their respective maturity or due dates, or (ii) obtain consents from senior noteholders to further extend the maturity or due dates of the relevant notes.

(2) Extension and Repayment of Corporate Bonds:

The Group has since July 2023 reached agreements with bondholders to extend the maturity of the corporate bonds, and in July 2025, reached a further agreement to extend the repayment date to 31 January 2026. Subject to bondholder approval, the maturity date can be further extended to 30 July 2026.

Corporate Governance Report

(3) Renewal of Other Borrowings and Maintaining Relationships with Finance Providers:

The Group is in ongoing discussions with its existing lenders to renew certain borrowings. The Group aims to maintain stable relationships with its current finance providers, so that they will continue to provide finance and not demand immediate repayment of bank and other borrowings until the Group has completed its property construction projects and generated sufficient cash inflows.

(4) Maintaining Business Relationships with Constructors and Suppliers:

The Group is committed to maintaining normal and continuing business relationships with major constructors and suppliers, seeking to agree on payment arrangements and ensure that construction progress can be completed as scheduled.

(5) Acceleration of Pre-sales, Sales, and Receivables Collection:

The Group is implementing measures to accelerate the pre-sales and sales of properties under development and completed properties, as well as to expedite the collection of outstanding sales proceeds and other receivables.

(6) Securing Additional Financing:

The Group is seeking to obtain additional new sources of financing, including through new investors, existing shareholders, and financial institutions.

(7) Implementation of Business Plan and Cost Control:

The Group continues to implement its business plan and cost control measures to improve its working capital and cash flow position, including stringent expense management and the prioritisation of critical expenditures.

(8) Resolution of Claims and Litigations:

The Group is proactively seeking amicable solutions and settlements regarding the charges and payment terms in respect of claims and litigations that have not yet reached a definite outcome.

As disclaimer of opinion has remained for the year ended 31 December 2024, the Company will publish an announcement every three months from the date of the 2024 annual report to update shareholders and investors on the progress of these plans until the disclaimer of opinion is resolved.

Corporate Governance Report

(e) Steps Taken Since Prior Year and Reasons for Repeated Modification

The Company was delayed in the publication of the annual report for the year ended 31 December 2022. Since the publication of the previous annual report in November 2023, the Company has:

- (1) Completed publication of all outstanding results as required under resumption guidance.
- (2) Delivered and handed over a significant number of housing units under government “Ensured Delivery” policy.
- (3) Maintained constructive engagement with creditors and stakeholders, including ongoing negotiations with noteholders, bondholders, and lenders.
- (4) Pursued new financing, asset disposal, and strategic investment discussions.

However, despite these efforts, the disclaimer of opinion remains because the Group continues to face severe liquidity pressure, significant overdue liabilities, and a challenging operating environment in the PRC real estate sector. Material uncertainties as to the successful execution of the necessary restructuring and refinancing measures persist, and the Group’s financial position as at 31 December 2023 continues to reflect a substantial net capital deficiency. The Board acknowledges that resolution of the going concern uncertainty will depend on the successful implementation of these plans and a stabilisation of the operating and market environment.

Further details on the material uncertainties relating to the Group’s going concern and their mitigation measures are set out in Note 3(a)(ii) to the consolidated financial statements in this report.

PROFILES OF DIRECTORS AND SENIOR MANAGEMENT

EXECUTIVE DIRECTORS

Mr. Zhang Peng (張鵬先生), aged 50, is an executive Director and the executive president of the Company and was appointed as the Chairman of the Board on 9 November 2022. He graduated from North Minzu University (formerly known as “Beifang University of Nationalities”) (北方民族大學) in 1997 with a bachelor’s degree in Law. Mr. Zhang is a director and president of Modern Green Development Co., Ltd. (“Modern Green Development”), a subsidiary of the Company, a director of New Power (Beijing) Architectural Technology Co., Ltd. (新動力(北京)建築科技有限公司) (“Beijing New Power”) and certain subsidiaries and project companies of the Group. Mr. Zhang is a controlling shareholder of First Moma Sports Cultural Development (Beijing) Company Limited (第一摩碼體育文化發展(北京)股份有限公司) (“First Moma Sports”) and Bigger Eco Technology (Xi’an) Co., Ltd. (倍格創業生態科技(西安)股份有限公司) (“Bigger Eco Technology”). First Moma Sports and Bigger Eco Technology have been quoted on the National Equities Exchange and Quotations System since 17 August 2017 and 7 March 2019, respectively. Mr. Zhang has been appointed as the chairman of the board of directors and a non-executive director of First Service Holding Limited (Stock Code:2107), the shares of which has been listed on the Main Board of the Stock Exchange since October 2020.

Mr. Zhang joined the Company in November 2001. He was the chief human resources officer, vice president and chief operating officer of Modern Green Development. Mr. Zhang is familiar with real estate project management and property development based on green technologies. He is also the vice chairman of China Real Estate Chamber of Commerce (全聯房地產商會) (“CRECC”) and the chairman of Refined Decoration Branch of CRECC (全聯房地產商會精裝產業分會).

Mr. Zhang Lei (張雷先生), aged 63, is an executive Director and the founder of the Group, having served as chairman of the Board until 9 November 2022. He was responsible for strategic planning, Board management and overall management of the Group. Mr. Zhang is a director of Modern Green Development, a subsidiary of the Company. He is also a director of certain subsidiaries and project companies of the Group in Hong Kong and North America.

Mr. Zhang has more than 20 years of experience in the real estate business in the PRC. From July 1985 to February 1995, he worked as a department manager in the aspect of talents information management and exchange at China International Talent Exchange Center (中國國際人才交流中心), which is a State-owned enterprise. From February 1995 to July 2000, he worked for his controlled entity, Zhongji Real Estate Development Co., Ltd. (中際房地產開發有限公司), as the general manager. Mr. Zhang founded our Group in 2000. In January 2005, Mr. Zhang received an Executive Master of Business Administration degree from Tsinghua University (清華大學).

Mr. Chen Yin (陳音先生), aged 69, is an executive Director, the chief technology officer and a general engineer of the Group. Mr. Chen is responsible for R&D and project management in our Group. He is also a director of each of Modern Green Development and Beijing New Power.

Mr. Chen graduated from Beijing University of Civil Engineering and Architecture (北京建築工程學院) in July 1982 with a bachelor’s degree in Heat Energy Engineering. In January 2007, Mr. Chen received a master’s degree in Business Administration from Renmin University of China (中國人民大學).

From 1982 to 1987, Mr. Chen taught in Beijing University of Civil Engineering and Architecture (北京建築工程學院). From July 1987 to May 2001, Mr. Chen worked for Sinotrans Limited (中國外運集團) as a deputy general manager of Sinotrans Real Estate Development Company, where he was mainly responsible for management of infrastructure projects and development of real estate projects. Meanwhile, Mr. Chen served as a member of the expert committee at the Center for Housing Industrialisation of the Ministry of Housing and Urban-Rural Development, a member of China Green Building Council at Chinese Society for Urban Studies and a member of the expert committee on Real Estate Technology Policy of China Property Association. Mr. Chen joined us in May 2001. Mr. Chen Yin is a well-known expert in the architectural energy-saving field. He is a member of the Committee on Green Architectures of Architectural Society of China and Renewable Energy Resource Society of China. Mr. Chen has more than 30 years of experience in the real estate business in the PRC.

Profiles of Directors and Senior Management

NON-EXECUTIVE DIRECTORS

Mr. Han Shuchang (韓舒暢), aged 41, is a non-executive Director and was appointed to our Board on 4 March 2025. Mr. Han has over 14 years of experience in finance industry. From 2010 to 2012, he served as a business manager in Bank of Beijing Co., Ltd. From 2012 to 2015, he was engaged in finance and capital work in Cinda Investment Co., Ltd* (信達投資有限公司). From 2015 to 2024, he served as manager, senior deputy manager, senior manager and the chief, respectively at China Cinda Asset Management Co., Ltd. Starting from October 2024, he has been serving as an assistant to the general manager of China Cinda (HK) Holdings Company Limited.

Mr. Han graduated from the Business School of Beijing Technology and Business University (北京工商大學商學院) in 2010 with a master degree in management.

Mr. Tang Lunfei (唐倫飛先生), aged 47, is a non-executive Director, was appointed to our Board on 24 March 2022 and resigned on 4 March 2025. Mr. Tang has been serving for China Cinda (HK) Asset Management Co., Limited as Risk and Compliance Officer since July 2019. He served for China Cinda Asset Management Corporation, Chengdu office as business manager between 2003 and 2005. From 2005 to 2006, he worked at the Financial Stability Bureau of the People's Bank of China, where he engaged in resolving the risks associated with securities companies. From 2007 to 2012, he successively worked for Cinda Securities Company Limited in the Security Investment Department and Investment Banking Department as senior investment manager and business director. From 2012 to 2019, he worked for China Cinda Asset Management Co., Ltd. in the Investment and Financing Department, Asset Management Department and Business Review Department as the chief and specialised approver. He graduated from School of Economics, Sichuan University in 2003, with a master's degree in national economics.

Mr. Zeng Qiang (曾強先生), aged 40, is a non-executive Director and was appointed to our Board on 16 September 2020. He joined China Great Wall AMC (International) Holdings Company Limited ("Great Wall International") in 2017 and currently holds the position of deputy head, Investment Banking Department. Mr. Zeng is mainly responsible for investment and project management. Prior to joining Great Wall International, Mr. Zeng served as the investment supervisor of the investment development department of a real estate company listed in Hong Kong, responsible for acquiring new projects directly from government land auctions, market acquisitions and other channels, and taking part in investor relations and government relations. He also served as a senior manager of the international business department of the same company, responsible for the acquisition of real estate projects in overseas countries including South Africa and New Zealand, as well as offshore financing. He has more than 19 years of experience in overseas real estate investments, mergers and acquisitions and restructuring and disposal of non-performing assets and other fields.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Hui Chun Ho, Eric (許俊浩先生), aged 51, is an independent non-executive Director and was appointed to our Board on 14 June 2013. In addition, Mr. Hui is currently the financial controller and company secretary of Hong Kong Finance Group Limited (stock code: 1273) and an independent non-executive director of ECI Technology Holdings Limited (stock code: 8013). Before joining the above companies, Mr. Hui worked for an international accounting firm and hold several senior positions in other listed companies in Hong Kong. Mr. Hui is a fellow member of both Hong Kong Institute of Certified Public Accountants and The Association of Chartered Certified Accountants, and an associate member of The Taxation Institute of Hong Kong. In 1998, Mr. Hui received his bachelor's degree in Accounting from The Hong Kong Polytechnic University and was awarded a master's degree in Business Administration with distinction by The University of Manchester, United Kingdom in 2013. Mr. Hui has extensive professional experience in auditing, financial accounting and reporting, company secretarial matters and corporate finance.

Profiles of Directors and Senior Management

Mr. Cui Jian (崔健先生), aged 55, is an independent non-executive Director, was appointed to our Board on 14 June 2013 and resigned on 4 March 2025. Mr. Cui is currently the chairman of Beijing Zhixing Chuangxin Investment Management Co., Ltd. (北京知行創新投資有限公司). From January 2008 to December 2011, Mr. Cui worked as the general manager of Navi Capital (Beijing) Co., Ltd. (領航藍海投資諮詢(北京)有限公司). Before that, Mr. Cui worked for China Mobile Communications Corporation (中國移動通信集團公司) as the director in the Products and Marketing Department from March 1997 to December 2007 and China International Telecommunication Construction Corporation (中國通信建設總公司) as an engineer from July 1992 to March 1997. In December 2002, Mr. Cui obtained the senior engineer qualification certificate from China Mobile Communications Corporation (中國移動通信集團公司). Mr. Cui received his bachelor's degree in Communications Engineering from Changchun Institute of Posts and Telecommunications (長春郵電學院) in July 1992. In April 2001, he received his master's degree in International Management from The Australian National University. He also received an Executive Master of Business Administration degree from Peking University (北京大學) in July 2006.

Mr. Gao Zhikai (高志凱先生), aged 63, is an independent non-executive Director and was appointed to our Board on 24 November 2020. Mr. Gao graduated from Yale Law School with a Juris Doctor degree in 1993. He also holds a master of arts degree in political science from the Graduate School of Yale University, a master's degree in English literature from Beijing Foreign Studies University and a bachelor's degree in English literature from Soochow University. Mr. Gao is a licensed attorney-at-law in the State of New York of the United States of America.

Over the past two decades, Mr. Gao has accumulated extensive experience by acting as a director or holding senior positions in various major corporations, both in China and internationally. He worked with major corporations, including PCCW Limited, Henderson Land Development Company Limited and CNOOC Limited ("CNOOC"). At CNOOC, Mr. Gao was a senior vice president, general counsel, company secretary, and a member of the CNOOC's Investment Committee, and a director of CNOOC International Limited, the holding company for all the overseas operating assets of CNOOC. He was a non-executive director and a member of the audit committee of Huanxi Media Group Limited (Stock Code: 1003) from 2015 to 2018. He was a non-executive director of Baytacare Pharmaceutical Co., Ltd.* (Stock Code: 8197) from 2017 to 2018. Mr. Gao was also an executive vice president, managing director and co-chairman of China at Daiwa Capital Markets Hong Kong Limited, the legal counsel to the China Association of Mayors, and an independent director of each of Chongqing Changan Automobile Co., Ltd., Sunshine Insurance Group Corporation Limited and Inner Mongolia Erdos Cashmere Products Co., Ltd.. Mr. Gao was also the first secretary general of the China Private Equity Association (subsequently renamed as China Association of Private Equity) and the vice chairman of Sino-Europe United Investment Corporation.

Mr. Gao is currently an independent non-executive director of E-Commodities Holdings Limited (Stock Code: 1733). Mr. Gao is also the chairman of China Energy Security Institute, a vice president of Center for China and Globalization and a consultant of Saudi Aramco. Mr. Gao is also a senior advisor to the chairman and the board of directors of Cedrus Group. In addition, Mr. Gao is a member of the Global Council of Asia Society, a member of the International Advisory Board of the Brookings Doha Energy Forum, a member of the International Advisory Board of the Energy Intelligence Group and the chairman of China Energy Security Institute.

* The listing of the shares of Baytacare Pharmaceutical Co., Ltd. (Stock Code: 8197) on GEM was cancelled on 18 March 2020 pursuant to Rule 9.14A of the Rules Governing the Listing of Securities on GEM of the Stock Exchange.

Profiles of Directors and Senior Management

Ms. Zhu Caiqing (朱彩清), aged 56, is an independent non-executive Director and was appointed to our Board on 4 March 2025. Ms. Zhu has more than 33 years of experience in real estate and secretarial related work. From August 1991 to April 2003, Ms. Zhu served as a company secretary at Wuda Mining Bureau of Wuhai City, Inner Mongolia Autonomous Region* (內蒙古自治區烏海市烏達礦務局). Since April 2003, she has been working at the China Real Estate Association-Council of Human Settlements (中國房地產業協會人居环境委員會), where she currently serves as head of the secretariat. Ms. Zhu was an independent non-executive director of First Service Holding Limited (Stock Code: 2107) from July 2020 to March 2022.

Ms. Zhu graduated from Xinjiang University (新疆大學) in June 2015 with a master degree in public management.

SENIOR MANAGEMENT

Mr. Cui Hanling (崔寒凌先生), aged 35, joined the Group in August 2013. He served as the deputy general manager of the financial planning center of Modern Green Development, the managing director of the Board office, and the assistant to the Group president. Mr. Cui is the vice president of the Group. He is responsible for the Company's financial capital lines and the Group's specialised process of financial plans and operations. Mr. Cui holds a bachelor's degree in finance from Huazhong University of Science and Technology and a master's degree in finance from the University of Hong Kong. Mr. Cui has approximately 13 years of experience in the real estate business in the PRC.

Mr. Wang Qiang (王強先生), aged 52, joined the Group in March 2002. He worked successively as the senior vice president of the financial planning centre of Modern Green Development, the general manager and the director of information operation centre of Hubei Wanxing Real Estate Co., Ltd.. Mr. Wang is the senior vice president of the Group and resigned in 2024. He is responsible for the Company's financial capital lines and the Group's specialised process of financial plans and operations. Mr. Wang graduated from Tianjin University of Commerce (天津商學院) and obtained a diploma in Accounting in July 1996. He has nearly 20 years of experience in the real estate business in the PRC.

DIRECTORS' REPORT

The Board presents the annual report together with the audited consolidated financial statements of the Group for the financial year ended 31 December 2023.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. Its subsidiaries are principally engaged in real estate development, property investment, hotel operation, real estate agency services and other services.

SUBSIDIARIES

Details of the principal subsidiaries of the Company as at 31 December 2023 are set out in Note 40 to the consolidated financial statements for the financial year ended 31 December 2023 in this report.

SEGMENT INFORMATION

An analysis of the Group's revenue and operating results for the year from principal activities is set out in Note 5 to the consolidated financial statements for the financial year ended 31 December 2023 in this report.

RESULTS AND DIVIDENDS

The Group's results and financial position for the year ended 31 December 2023 are set out in the consolidated statement of profit and loss and other comprehensive income and the consolidated statement of financial position on pages 65 to 68 of this report.

No interim dividend was paid (2022: HK\$nil per Share). The Board does not recommend the payment of a final dividend for the year ended 31 December 2023 (2022: HK\$nil per Share).

PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTIES

Details of movements in the investment properties and property, plant and equipment of the Group during the year under review are set out in Notes 12 and 13 to the consolidated financial statements for the financial year ended 31 December 2023 in this report, respectively. The Group's investment properties were revalued at the year end date. The revaluation resulted in a net decrease in fair value of RMB83,859,000, which has been charged directly to the consolidated statement of profit or loss and other comprehensive income.

SHARE CAPITAL

Details of the movements in the issued share capital of the Company are set out in Note 30 to the consolidated financial statements for the financial year ended 31 December 2023 in this report.

Directors' Report

RESERVES AND DISTRIBUTABLE RESERVES

Details of the movements in the reserves of the Company and the Group during the year ended 31 December 2023 are set out in Note 39 to the consolidated financial statements and in the consolidated statement of changes in equity for the financial year ended 31 December 2023 in this report, respectively.

MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31 December 2023, purchases from the Group's five largest suppliers (excluding purchases of land) accounted for less than 25% of the Group's total purchases. Sales to the Group's five largest customers accounted for less than 25% of the Group's total turnover.

Save as disclosed in the consolidated financial statements for the financial year ended 31 December 2023, to the best knowledge of the Directors, none of the Directors, their close associates or any Shareholder owning more than 5% of the number of issued shares of the Company (the "Shares"), has any interest in the Group's five largest customers or five largest suppliers.

DIRECTORS

The Directors during the year and up to the date of this report were:

Executive Directors

Mr. Zhang Peng (*Chairman and President*)

Mr. Zhang Lei

Mr. Chen Yin

Non-executive Directors

Mr. Han Shuchang (appointed on 4 March 2025)

Mr. Tang Lunfei (resigned on 4 March 2025)

Mr. Zeng Qiang

Independent Non-executive Directors

Mr. Hui Chun Ho, Eric

Mr. Cui Jian (resigned on 4 March 2025)

Mr. Gao Zhikai

Ms. Zhu Caiqing (appointed on 4 March 2025)

In accordance with the Articles of Association, Mr. Han Shuchang, Ms. Zhu Caiqing, Mr. Zeng Qiang, Mr. Hui Chun Ho, Eric and Mr. Gao Zhikai will retire from office at the forthcoming annual general meeting and, being eligible, offer themselves for re-election. Details of the Directors to be re-elected at the forthcoming annual general meeting will be set out in the respective circular.

The Company received from each of the independent non-executive Directors an annual written confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. Based on such information, the Company considered that, for the year ended 31 December 2023, the independent non-executive Directors were independent.

Directors' Report

DIRECTORS' BIOGRAPHIES

Biographical details of the Directors are set out in the section headed "Profiles of Directors and Senior Management" of this report.

DIRECTORS' SERVICE CONTRACTS

Mr. Zhang Peng re-entered into an appointment contract with the Company to act as an executive Director for a term of three years with effect from 27 January 2023. Each of Mr. Zhang Lei and Mr. Chen Yin re-entered into an appointment contract with the Company to act as an executive Director for a term of three years with effect from 14 June 2025. Mr. Zeng Qiang re-entered into an appointment contract with the Company to act as a non-executive Director for a term of three years with effect from 16 September 2023. Mr. Tang Lunfei entered into an appointment contract with the Company, pursuant to which he agreed to act as a non-executive Director for a term of three years with effect from 24 March 2022 and was subsequently terminated on 4 March 2025. Mr. Han Shuchang entered into an appointment contract with the Company, pursuant to which he agreed to act as a non-executive Director for a term of three years with effect from 4 March 2025. Mr. Hui Chun Ho, Eric re-entered into an appointment contract with the Company to act as an independent non-executive Director for a term of three years with effect from 14 June 2025. The contract with Mr. Cui Jian was terminated on 4 March 2025. Mr. Gao Zhikai re-entered into an appointment contract with the Company to act as an independent non-executive Director for a term of three years with effect from 24 November 2023. Ms. Zhu Caiqing entered into an appointment contract with the Company to act as an independent non-executive Director for a term of three years with effect from 4 March 2025.

No Director has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

DIRECTORS' INTEREST IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS

Save for the relevant transactions as disclosed in Note 36 to the consolidated financial statements for the financial year ended 31 December 2023 and the connected transactions and continuing connected transactions set out in this report, none of the Directors or any entity connected with a Director had a material interest, whether directly or indirectly, in any transaction, arrangement or contract of significance to the business of the Group subsisting during the year ended 31 December 2023, nor any contract of significance had been entered into during the year ended 31 December 2023 between the Company or any of its subsidiaries and the controlling Shareholders or any of their subsidiaries.

MANAGEMENT CONTRACT

No contracts for the management and administration of the whole or any substantial part of the Group's business were entered into or existed during the year ended 31 December 2023.

REMUNERATION OF DIRECTORS AND FIVE INDIVIDUALS WITH HIGHEST EMOLUMENTS

Details of the emoluments of the Directors and five highest paid individuals are set out in Note 10 to the consolidated financial statements for the financial year ended 31 December 2023 in this report.

Directors' Report

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2023, the interests and short positions of the Directors and chief executives in the Shares, underlying Shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO")), as recorded in the register required to be kept by the Company pursuant to section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO or pursuant to the Model Code, were as follows or as disclosed under the section headed "Share Option Scheme" below:

INTERESTS IN THE COMPANY (LONG POSITION)

Name of Director	Capacity/Nature of interest	Number of Shares	Approximate % of interest in the Company
Mr. Zhang Lei	Beneficiary of a trust (<i>Note 1</i>)	1,827,293,270	65.38%
	Beneficial owner (<i>Notes 2 & 5</i>)	16,227,890	0.58%
Mr. Zhang Peng	Interest in a controlled corporation (<i>Note 3</i>)	5,982,240	0.21%
	Beneficial owner (<i>Note 5</i>)	13,007,000	0.47%
Mr. Chen Yin	Interest in a controlled corporation (<i>Note 4</i>)	6,911,520	0.25%
Mr. Hui Chun Ho, Eric	Beneficial owner (<i>Note 5</i>)	800,000	0.03%

Note 1: Such 1,827,293,270 Shares are held by Super Land Holdings Limited as a registered holder. The entire issued share capital of Super Land Holdings Limited is wholly-owned by Fantastic Energy Holdings Limited, which in turn is wholly-owned by TMF (Cayman) Limited as the trustee of a family trust. The family trust is a discretionary trust established by Mr. Zhang Lei as the settlor and protector and the capital and income beneficiaries thereof include Mr. Zhang Lei, Mr. Salum Zheng Lee, the younger brother of Mr. Zhang Lei and their family members.

Note 2: 11,727,890 Shares out of the 16,227,890 Shares are beneficially held by Mr. Zhang Lei in his own capacity while the remaining 4,500,000 Shares are held pursuant to the share options granted under the Share Option Scheme (as defined below).

Note 3: Mr. Zhang Peng holds 100% of the issued share capital of Zhou Ming Development Ltd., which owns 5,982,240 Shares. Therefore, Mr. Zhang Peng is deemed to have the same interest in the Company.

Note 4: Mr. Chen Yin holds 100% of the issued share capital of Dragon Shing Technology Ltd., which owns 6,911,520 Shares. Therefore, Mr. Chen Yin is deemed to have the same interest in the Company.

Note 5: Among such share interest, Mr. Zhang Lei's interest in 4,500,000 Shares, Mr. Zhang Peng's interest in 4,500,000 Shares and Mr. Hui Chun Ho, Eric's interest in 800,000 Shares are held pursuant to the share options granted under the Share Option Scheme, details of which are set out in the section headed "Share Option Scheme" of this report.

Directors' Report

SHARE OPTION SCHEME

The Company adopted a share option scheme (the "Share Option Scheme") on 14 June 2013. A summary of the principal terms and conditions of the Share Option Scheme is set out as follows:

The purpose of the Share Option Scheme is to motivate the eligible participants to optimise their performance efficiency for the benefit of the Group and to attract and retain or otherwise maintain on-going business relationship with the eligible participants whose contributions are or will be beneficial to the long-term growth of the Group.

The participants of the Share Option Scheme include:

- (i) any full-time or part-time employees, executives or officers of the Company or any of its subsidiaries;
- (ii) any Directors (including independent non-executive Directors) of the Company or any of its subsidiaries; and
- (iii) any advisors, consultants, suppliers, customers and agents of the Company or any of its subsidiaries.

Pursuant to the Share Option Scheme, the Company may grant share options to eligible participants entitling them to subscribe for up to 250,354,200 Shares, representing approximately 8.96% of the total number of issued shares as at the date of this report, being 2,794,994,650 Shares. The maximum entitlement of each participant under the Share Option Scheme in any 12-month period up to the date of grant shall not exceed 1% of the Shares in issue as of the date of grant. Any further grant of options in excess of this 1% limit shall be subject to:

- (i) the issue of a circular by the Company which shall comply with Rules 17.03(4) and 17.06 of the Listing Rules containing the identity of the eligible participant, the numbers of and terms of the options to be granted (and options previously granted to such participant), and the information as required under Rule 17.02(2)(d) of the Listing Rules and the disclaimer required under Rule 17.02(4) of the Listing Rules; and
- (ii) the approval of the Shareholders in general meeting and/or other requirements prescribed under the Listing Rules from time to time with such eligible participant and his close associates (or his associates if the participant is a connected person) abstaining from voting. The numbers and terms (including the exercise price) of options to be granted to such participant must be fixed before the Shareholders' approval and the date of the Board meeting at which our Board proposes to grant the options to such eligible participant shall be taken as the date of grant for the purpose of calculating the subscription price of the Shares. The Board shall forward to such eligible participant an offer document in such form as the Board may from time to time determine.

An option may be exercised in accordance with the terms of the Share Option Scheme at any time after the date upon which the option is deemed to be granted and accepted and prior to the expiry of 10 years from that date. The minimum period, if any, for which an option must be held before it may be exercised will be determined by the Board in its absolute discretion. Upon acceptance of the option, the grantee shall pay HK\$1.00 to the Company by way of consideration for the grant.

Directors' Report

The exercise price of a Share in respect of any particular option granted under the Share Option Scheme shall be such price as the Board in its absolute discretion shall determine, save that such price will not be less than the highest of:

- (i) the official closing price of the Shares as stated in the Stock Exchange's daily quotation sheets on the date of grant, which must be a day on which the Stock Exchange is open for the business of dealing in securities;
- (ii) the average of the official closing prices of the Shares as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of grant; and
- (iii) the nominal value of a Share.

If the participant granted with the option is a Director, chief executive or substantial Shareholder of the Company or any of their associates, such grant shall be subject to the approval of independent non-executive Directors (other than the independent non-executive Directors granted with options). Subject to earlier termination by the Company in general meeting or by the Board, the Share Option Scheme shall be valid and effective for a period of 10 years up to 13 June 2023.

No option has been granted, exercised or canceled to any participant during the year from 1 January 2023 to 31 December 2023, the changes in the share options granted by the Company under the Share Option Scheme are as follows:

	1 January 2023 Opening	Granted	Exercised	Forfeited/ Lapsed	31 December 2023 Closing
Tranche Four Options — 7 July 2020					
Exercise price: HK\$1.10					
Zhang Lei	4,500,000	—	—	—	4,500,000
Zhang Peng	4,500,000	—	—	—	4,500,000
Hui Chun Ho, Eric	800,000	—	—	—	800,000
Employees	28,575,000	—	—	(11,600,000)	16,975,000
Total	38,375,000	—	—	(11,600,000)	26,775,000

Directors' Report

- Note 1:* For details of the vesting periods and exercise periods of the share options, please refer to Note 35 to the consolidated financial statements for the financial year ended 31 December 2023 in this report.
- Note 2:* Tranche One Options expired on 3 September 2019. Accordingly, no information of Tranche One Options is presented during the year ended 31 December 2023.
- Note 3:* Plan A and Plan B of Tranche Two Options expired on 10 July 2018 and 30 June 2019, respectively. Accordingly, no information of Tranche Two Options is presented during the year ended 31 December 2023.
- Note 4:* Tranche Three Options expired on 28 September 2021. Accordingly, no information of Tranche Three Options is presented during the year ended 31 December 2023.
- Note 5:* Tranche Four Options were granted on 7 July 2020.

The exercise periods of the share options may be determined by the Company at the time of the grant, and the share options shall be valid for no more than 10 years from the relevant date of the grant. As at 31 December 2023, share options to subscribe for 26,775,000 Shares remained outstanding. The number of options available for grant under the scheme mandate as at 1 January 2023 and 31 December 2023 were 211,979,200 Shares and 223,579,200 Shares, respectively. The additional information on the Share Option Scheme is set out in Note 35 to the consolidated financial statements for the financial year ended 31 December 2023 in this report.

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN THE SHARES AND UNDERLYING SHARES

So far as is known to any Directors or chief executives of the Company, as at 31 December 2023, other than the interests and short positions of the Directors or chief executives of the Company as disclosed in the sections headed "Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares or Debentures" and "Share Option Scheme" above, the following Shareholders had interests or short positions in the Shares or underlying Shares of the Company which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO:

Name	Capacity/Nature of interest	Number of Shares	Approximate % of interest in the Company
Super Land Holdings Limited	Registered holder (<i>Note 1</i>)	1,827,293,270	65.38%
Fantastic Energy Holdings Limited	Interest in a controlled corporation (<i>Note 1</i>)	1,827,293,270	65.38%
TMF (Cayman) Limited	Trustee (<i>Note 1</i>)	1,827,293,270	65.38%
Ms. Yu Jinmei	Interest of a spouse (<i>Note 2</i>)	1,843,521,160	65.96%
China Cinda (HK) Asset Management Co., Limited	Registered holder (<i>Note 3</i>)	267,877,500	9.58%
China Cinda (HK) Holdings Company Limited	Interest in a controlled corporation (<i>Note 3</i>)	267,877,500	9.58%
China Cinda Asset Management Co., Ltd.	Interest in a controlled corporation (<i>Note 3</i>)	267,877,500	9.58%
China Great Wall AMC (International) Holdings Company Limited	Registered holder (<i>Note 4</i>)	190,159,200	6.80%
China Great Wall Asset Management Co., Ltd.	Interest in a controlled corporation (<i>Note 4</i>)	190,159,200	6.80%

Directors' Report

Note 1: Such 1,827,293,270 Shares are held by Super Land Holdings Limited as a registered holder. The entire issued share capital of Super Land Holdings Limited is wholly-owned by Fantastic Energy Holdings Limited, which in turn is wholly-owned by TMF (Cayman) Limited as the trustee of a family trust. The family trust is a discretionary trust established by Mr. Zhang Lei as the settlor and protector and the capital and income beneficiaries thereof include Mr. Zhang Lei, Mr. Salum Zheng Lee, the younger brother of Mr. Zhang Lei and their family members.

Note 2: Ms. Yu Jinmei is the spouse of Mr. Zhang Lei, and is therefore deemed to be interested in an aggregate of 1,843,521,160 Shares in which Mr. Zhang Lei has, or is deemed to have, an interest for the purpose of the SFO.

Note 3: China Cinda (HK) Asset Management Co., Limited is wholly-owned by China Cinda (HK) Holdings Company Limited, which in turn is wholly-owned by China Cinda Asset Management Co., Ltd. Accordingly, each of China Cinda Asset Management Co., Ltd. and China Cinda (HK) Holdings Company Limited is deemed to be interested in an aggregate of 267,877,500 Shares held by China Cinda (HK) Asset Management Co., Limited.

Note 4: China Great Wall AMC (International) Holdings Company Limited is wholly-owned by China Great Wall Asset Management Co., Ltd. Accordingly, China Great Wall Asset Management Co., Ltd. is deemed to be interested in an aggregate of 190,159,200 Shares held by China Great Wall AMC (International) Holdings Company Limited.

Save as disclosed above, as at 31 December 2023, there was no other person (other than the Directors or chief executives of the Company) who had an interest or short position in the Shares or underlying Shares of the Company which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

COMPLIANCE WITH NON-COMPETITION DEED

Each of Mr. Zhang Lei and Mr. Salum Zheng Lee, the ultimate controlling Shareholders, has confirmed that save for the Modern Building Business Hotel project, none of them is engaged in, or is interested in any business (other than the Group) which, directly or indirectly, competes or may compete with the Group's businesses. To protect the Group from any potential competition, the controlling Shareholders entered into an irrevocable non-competition deed (the "Non-competition Deed") in favour of the Company on 14 June 2013, pursuant to which each of them has, among other matters, irrevocably and unconditionally undertaken with the Company on a joint and several basis that at any time during the Relevant Period (Note 1), each of them shall, and shall procure that his/its respective associates (other than the Group) shall:

- (i) save for Other Business (Note 2), not, directly or indirectly, participate in, carry on, invest in or be engaged in any business including without limitation any property development business in the PRC and the U.S. which will or may compete with the business currently and from time to time engaged by the Group (the "Restricted Business");
- (ii) not solicit any existing or then existing employee of the Group for employment by them or their respective associates (excluding the Group);
- (iii) not, without our consent, make use of any information pertaining to the business of the Group which may have come to their knowledge in their capacity as the controlling Shareholders and/or Directors for the purpose of competing with the Restricted Business; and
- (iv) in respect of unsolicited enquiries or business opportunities coming to their knowledge, unconditionally use reasonable endeavors to procure that such potential customers appoint or contact directly with any member of the Group.

Directors' Report

In order to properly manage any potential or actual conflict of interests between the Group and our controlling Shareholders in relation to the compliance and enforcement of the Non-competition Deed, the Company has adopted the following corporate governance measures:

- (i) the independent non-executive Directors will review, at least on an annual basis, the compliance with and enforcement of the terms of the Non-competition Deed by the controlling Shareholders; and
- (ii) the Company will disclose in the corporate governance report of the annual report, the Group's compliance measures and enforcement measures relating to the Non-competition Deed.

Our Directors consider that the above corporate governance measures are sufficient to manage any potential conflict of interests between the controlling Shareholders and their respective associates and the Group and to protect the interests of the Shareholders, in particular, the minority Shareholders.

Pursuant to the annual declaration in relation to the compliance with the Non-competition Deed provided by each of Mr. Zhang Lei and Mr. Salum Zheng Lee, each of them confirmed that for the year of 2023, all relevant terms of the Non-competition Deed were fully complied with in all material respects.

The independent non-executive Directors, upon their review, confirmed that effective compliance with and enforcement of terms of the Non-competition Deed had been conducted by the controlling Shareholders in 2023.

Note 1: "Relevant Period" means the period commencing from 12 July 2013 and shall expire upon the earliest date of occurrence of the events below:

- (a) the date on which Mr. Zhang Lei, Mr. Salum Zheng Lee, Super Land Holdings Limited, Fantastic Energy Holdings Limited and TMF (Cayman) Limited (individually or taken as a whole) cease to be controlling Shareholders for the purpose of the Listing Rules; and
- (b) the date on which the Shares cease to be listed on the Stock Exchange or (if applicable) other stock exchange;

Note 2: "Other Business" refers to:

- (a) any direct or indirect investment of Mr. Zhang Lei, Mr. Salum Zheng Lee, Super Land Holdings Limited, Fantastic Energy Holdings Limited and TMF (Cayman) Limited and/or their respective associates (excluding the Group) in any member of the Group;
- (b) any direct or indirect investment of Mr. Zhang Lei, Mr. Salum Zheng Lee, Super Land Holdings Limited, Fantastic Energy Holdings Limited and TMF (Cayman) Limited and/or their respective associates (excluding the Group) in shares of a publicly listed company (other than any member of the Group) whereby
 - (i) the aggregate interests held by him/it and/or his/its associates shall not exceed 5% of the entire issued share capital of that company;
 - (ii) none of him/it and/or his/its associates (individually or taken as a whole) will be the single largest shareholder or equity holder of that company; and
 - (iii) none of him/it and/or his/its associates will be involved in the operation and management of that company and/or its subsidiaries; and
- (c) the Modern Building Business Hotel project.

Directors' Report

DIRECTORS' INTEREST IN COMPETING BUSINESS

Save as disclosed in this report, during the year ended 31 December 2023, none of the Directors or their respective close associates had engaged in or had any interest in any business which competes or may compete with the businesses of the Group.

CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS

Connected Transactions

There were no connected transactions for the year ended 31 December 2023.

Continuing Connected Transactions

First Service Holding Limited ("First Service") is owned as to approximately 33.49% by Mr. Zhang Lei; and First Moma Renju Construction Engineering (Beijing) Co., Ltd. ("First Moma Renju Construction") is an indirect wholly-owned subsidiary of First Service. Mr. Zhang Lei is an executive Director and a controlling Shareholder and thus a connected person of the Company. Accordingly, each of First Service and First Moma Renju Construction is an associate of Mr. Zhang Lei and thus a connected person of the Company under Rule 14A.07(4) of the Listing Rules.

First Moma Asset Management (Beijing) Co., Ltd. ("First Moma Asset") is owned as to 99.9% by Mr. Zhang Peng, Mr. Zhang Peng is the chairman of the Board, the president of the Company and an executive Director. As such, First Moma Asset is an associate of Mr. Zhang Peng and a connected person of the Company under Rule 14A.07(4) of the Listing Rules. The transactions contemplated under each of the continuing connected transactions agreements will therefore constitute as continuing connected transactions of the Company under Chapter 14A of the Listing Rules, respectively.

(i) Renewed Master Property Management Agreement

On 17 November 2022, the Company entered into the Renewed Master Property Management Agreement with First Service whereby First Service together with its subsidiaries ("First Service Group") shall provide property management services to members of the Group for a term of three years commencing from 1 January 2023 to 31 December 2025.

The First Service Group will provide property management services to the Group, which include but not limited to security, cleaning, maintenance, carpark management, gas station management, staff catering management services and other agreed services.

It is envisaged that from time to time and as required, members of the Group will enter into individual property management services agreements with members of the First Service Group which will set out specific terms and conditions such as the type of management service required, management fees and service period.

The management fees will be determined by the parties having regard to the area of the properties served, fair market prices, historical management fees and costs of management services as required under the individual property management services agreement to be entered into between members of the Group and members of the First Service Group.

The management fees shall be determined in a fair and reasonable manner and the terms and conditions offered by the First Service Group to the Group shall be on an arm's length basis and on normal commercial terms, and shall not be less favorable than those of the same type of property management service offered to an independent third party.

The payment terms shall be agreed between the parties under each individual property management agreement. Generally, the management fees shall be paid after the relevant services are provided.

Directors' Report

It is expected that the aggregate annual property management fees payable by the Group to the First Service Group in relation to the Renewed Master Property Management Agreement for each of the three years ending 31 December 2023, 2024 and 2025 will not exceed RMB40 million, RMB41 million and RMB44 million, respectively. The annual caps for the Renewed Master Property Management Agreement for the three years ending 31 December 2023, 2024 and 2025 were determined by the Directors with reference to the historical management fees and the number of real estate plans operated by the Group in 2023 to 2025.

The aggregate amount of the property management fees paid by the Group was approximately RMB13.9 million for the year ended 31 December 2023, which did not exceed the annual cap for the year ended 31 December 2023 for this transaction.

(ii) Renewed Master Contracting Services Agreement

On 17 November 2022, the Company entered into the Renewed Master Contracting Services Agreement with First Moma Renju Construction whereby First Moma Renju Construction together with its subsidiaries ("First Moma Renju Construction Group") shall provide contracting services to members of the Group for a term of three years commencing from 1 January 2023 to 31 December 2025.

The First Moma Renju Construction Group will provide contracting services to the Group, which include but not limited to design, supply of equipment and materials, installation, debugging, acceptance and maintenance of the haze clearing instruments systems and the energy machine room systems.

It is envisaged that from time to time and as required, members of the Group will enter into individual contracting services agreement with members of the First Moma Renju Construction Group which will set out specific terms and conditions such as particulars of the services, service fees, payment terms and method, quality standard and service period.

The service fees will be determined by the parties having regard to the type of the properties developed by the Group, fair market prices, materials costs, labor costs and reasonable profit of the contracting services as required under the individual contracting services agreement to be entered into between members of the Group and members of the First Moma Renju Construction Group.

The service fees shall be determined in a fair and reasonable manner and the terms and conditions offered by the First Moma Renju Construction Group to the Group shall not be less favorable than those of the same type of contracting services offered to an independent third party.

The payment terms shall be agreed between the parties under each individual contracting services agreement. Generally, the service fees shall be paid after the relevant services are provided.

It is expected that the aggregate annual contracting services fees payable by the Group to the First Moma Renju Construction Group in relation to the Renewed Master Contracting Services Agreement for the three years ending 31 December 2023, 2024 and 2025 will not exceed RMB8 million, RMB7 million and RMB7 million, respectively. The annual caps for the Renewed Master Contracting Service Agreement for the three years ending 31 December 2023, 2024 and 2025 were determined by the Directors with reference to the historical service fees and the Group's ongoing/forthcoming real estate plans.

The aggregate amount of the contracting services fees paid by the Group was RMB4.4 million for the year ended 31 December 2023, which did not exceed the annual cap for the year ended 31 December 2023 for this transaction.

Directors' Report

(iii) Renewed Master Elevator Services Agreement

On 17 November 2022, the Company entered into the Renewed Master Elevator Services Agreement with First Moma Asset whereby First Moma Asset together with its subsidiaries (the "First Moma Asset Group") shall provide installation and maintenance services of elevators and escalators and related services to members of the Group for a term of three years commencing from 1 January 2023 to 31 December 2025.

The First Moma Asset Group will provide installation and maintenance services of elevators and escalators and related services to the Group.

It is envisaged that from time to time and as required, members of the Group will enter into individual elevator services agreements with members of the First Moma Asset Group which will set out specific terms and conditions such as the type of service required, service fees and service period.

The service fees will be determined by the parties having regard to the fair market prices, historical service fees and costs of installation and maintenance services of elevators and escalators and related services as required under the individual elevator services agreements to be entered into between members of the Group and members of the First Moma Asset Group.

The service fees shall be determined in a fair and reasonable manner and the terms and conditions offered by the First Moma Asset Group to the Group shall be on an arm's length basis and on normal commercial terms, and shall not be less favorable than those of the same type of installation and maintenance services of elevators and escalators and related services offered by the First Moma Asset Group to an independent third party.

The payment terms shall be agreed between the parties under each individual elevator services agreement. Generally, the service fees shall be paid after the relevant services are provided and approved with the required inspections conducted by the authorised bodies.

It is expected that the aggregate annual service fees payable by the Group to the First Moma Asset Group in relation to the Renewed Master Elevator Services Agreement for each of the three years ending 31 December 2023, 2024 and 2025 will not exceed RMB41 million, RMB46 million and RMB49 million, respectively. The annual caps for the Renewed Master Elevator Services Agreement for the three years ending 31 December 2023, 2024 and 2025 were determined by the Directors with reference to the historical service fees and the Group's ongoing/forthcoming real estate plans.

The aggregate amount of the elevator service fees paid by the Group was approximately RMB11.9 million for the year ended 31 December 2023, which did not exceed the annual cap for the year ended 31 December 2023 for this transaction.

Directors' Report

Annual Review and Confirmation in Pursuance of Rules 14A.55 and 14A.56 of the Listing Rules

The independent non-executive Directors have reviewed and confirmed in pursuance of Rule 14A.55 of the Listing Rules that the continuing connected transactions of the Group during the year were carried out (i) in the ordinary and usual course of business of the Group; (ii) on normal commercial terms at which the transactions are either on an arm's length basis or on terms no less favorable to the Company than terms available to or from (as appropriate) independent third parties; and (iii) in accordance with the relevant agreements governing them on terms that are fair and reasonable and in the interests of the Shareholders as a whole.

To comply with Rule 14A.56 of the Listing Rules, the Company's auditor was engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has provided a letter to confirm the followings in respect of the continuing connected transactions set out above:

- (i) nothing has come to the attention of the auditor that causes them to believe that the continuing connected transactions have not been approved by the Board;
- (ii) for transactions involving the provision of goods or services by the Group, nothing has come to the attention of the auditor that causes them to believe that the continuing connected transactions were not, in all material respects, in accordance with the pricing policies of the Group;
- (iii) nothing has come to the attention of the auditor that causes them to believe that the continuing connected transactions were not entered into, in all material respects, in accordance with the relevant agreements governing such transactions; and
- (iv) with respect to the aggregate amount of each of the continuing connected transactions, nothing has come to the attention of the auditor that causes them to believe that the continuing connected transactions have exceeded the annual cap as set by the Company.

Others

The continuing connected transactions disclosed above also constitute related party transactions under the International Financial Reporting Standards. A summary of significant related party transactions carried out during the year is disclosed in Note 36 to the consolidated financial statements for the financial year ended 31 December 2023 in this report.

The Board confirms that the Company has complied with the requirements of the Listing Rules in relation to the disclosure of the aforementioned connected transactions or continuing connected transactions.

Directors' Report

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

For the year ended 31 December 2023, neither the Company nor any of its subsidiaries had repurchased, sold or redeemed any of the Company's listed securities.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Articles of Association or the Companies Law of the Cayman Islands.

RETIREMENT BENEFIT SCHEME

The Group had joined a mandatory provident fund scheme (the "MPF Scheme") for all employees in Hong Kong. The MPF Scheme is registered with the Mandatory Provident Fund Schemes Authority under the Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong). The assets of the MPF Scheme are held separately from the funds of the Group in funds and are managed by an independent trustee. Under the MPF Scheme, the employer and its employees are each required to make corresponding contributions at the rates specified by the MPF Scheme. The employees of the Company's subsidiaries established in the PRC are members of a state-managed retirement benefit scheme operated by the PRC government. These subsidiaries are required to contribute certain percentage of payroll costs to the retirement benefit scheme. The only obligation of the Group with respect to the scheme is to make the required contributions under the scheme.

PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained the prescribed amount of public float under the Listing Rules during the year and up to the date of this report.

BANK AND OTHER BORROWINGS, SENIOR NOTES AND CORPORATE BOND

Particulars of bank and other borrowings, senior notes and corporate bonds of the Group as at 31 December 2023 are set out in Notes 27, 28 and 29 to the consolidated financial statements for the financial year ended 31 December 2023 in this report, respectively.

Directors' Report

BUSINESS REVIEW AND PERFORMANCE

A fair review of the business of the Group and a discussion and analysis of the Group's performance during the year and the material factors underlying its results and financial position are provided in the "Chairman's Statement" and the "Management Discussion and Analysis" sections of this report.

The future development of the Group's business is discussed throughout this report including the "Chairman's Statement" and the "Management Discussion and Analysis" sections of this report. In addition, more details regarding the Group's performance by reference to environmental and social-related key performance indicators and policies, as well as compliance with relevant laws and regulations which have a significant impact on the Group, are provided in the "Management Discussion and Analysis" section of this report and the "Environmental, Social and Governance Report". These discussions form part of this Directors' Report.

PERMITTED INDEMNITY PROVISION

The Articles of Association provides that every Director shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he/she may sustain or incur in or about the execution of the duties of his/her office or otherwise in relation thereto. The Company has maintained appropriate Directors' liability insurance coverage for the Directors during the year under review.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code as set out in Appendix C3 to the Listing Rules as its own code of conduct for dealing in securities of the Company by the Directors. Further to the specific enquiries made by the Company to the Directors, all Directors confirmed their compliance with the Model Code for the year ended 31 December 2023.

CODE ON CORPORATE GOVERNANCE PRACTICES

In the opinion of the Directors, the Company has complied with the code provisions set out in Part 2 — Principles of Good Corporate Governance, Code Provisions and Recommended Best Practices of the CG Code as set out in Appendix C1 to the Listing Rules throughout the year under review.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE

The Company has complied with the Environmental, Social and Governance Reporting Guide set out in Appendix C2 to the Listing Rules. The Environmental, Social and Governance Report of the Company will be separately disclosed to the public on the even date of the publication of this report.

AUDIT COMMITTEE

The Audit Committee currently comprises three current independent non-executive Directors, namely Mr. Hui Chun Ho, Eric, Mr. Gao Zhikai and Ms. Zhu Caiqing, who together have substantial experience in the fields of auditing, legal, business, accounting, corporate internal control and regulatory affairs. The Audit Committee reviewed the consolidated annual results of the Group for the year ended 31 December 2023.

Directors' Report

AUDITOR

On 8 April 2024, KPMG resigned as the auditor of the Company and the Board with regard to the recommendation from the Audit Committee had appointed BDO Limited ("BDO") as the new auditor of the Company with effect from 8 April 2024 to fill the casual vacancy following the resignation of KPMG. BDO will hold office until the conclusion of the next annual general meeting of the Company and a resolution for the re-appointment of BDO as auditor of the Company will be proposed at the forthcoming annual general meeting.

RESUMPTION OF TRADING

The Group fulfilled the resumption guidance imposed by the Stock Exchange on 25 November 2025. Trading in the Shares on the Stock Exchange resumed from 9:00 a.m. on 26 November 2025.

For details, please refer to the announcement made by the Company dated 25 November 2025.

EVENTS AFTER THE REPORTING PERIOD

Details please refer to the section of the events after the reporting period as set out in the "Management Discussion and Analysis" and in Note 41 to the consolidated financial statements for the financial year ended 31 December 2023 in this report.

On behalf of the Board

Zhang Peng

Chairman

30 September 2025

* *The English names are for identification purposes only.*

INDEPENDENT AUDITOR'S REPORT



Tel : +852 2218 8288
 Fax: +852 2815 2239
www.bdo.com.hk

25th Floor Wing On Centre
 111 Connaught Road Central
 Hong Kong

電話 : +852 2218 8288
 傳真 : +852 2815 2239
www.bdo.com.hk

香港干諾道中111號
 永安中心25樓

To the shareholders of Modern Land (China) Co., Limited

(Incorporated in the Cayman Islands with limited liability)

DISCLAIMER OF OPINION

We were engaged to audit the consolidated financial statements of Modern Land (China) Co., Limited (the "Company") and its subsidiaries (the "Group") set out on pages 65 to 169, which comprise the consolidated statement of financial position as at 31 December 2023, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended and notes to the consolidated financial statements, including material accounting policy information.

We do not express an opinion on the consolidated financial statements of the Group. Because of the potential interaction of the multiple uncertainties and their possible cumulative effect on the consolidated financial statements as described in the Basis for Disclaimer of Opinion section of our report, it is not possible for us to form an opinion on these consolidated financial statements. In all other respects, in our opinion, the consolidated financial statements have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR DISCLAIMER OF OPINION

Multiple uncertainties relating to going concern

As described in Note 3(a)(ii) to the consolidated financial statements, for the year ended 31 December 2023, the Group incurred a loss of RMB15,887,887,000 and as at that date, the Group had net current liabilities and capital deficiency of RMB9,066,516,000 and RMB15,158,873,000, respectively. Included in the current liabilities were bank and other borrowings of RMB7,695,497,000 (Note 27), corporate bonds of RMB821,685,000 (Note 29), senior notes of RMB1,997,077,000 (Note 28) and provision for claims and litigations of RMB765,028,000 that was included in trade and other payables, deposits received and accrued charges (Note 25) while the Group only had bank balances and cash of RMB291,912,000 as at 31 December 2023.

As at 31 December 2023, the Group breached certain covenants relating to bank and other borrowings totaling RMB761,462,000. Moreover, the Group was in default of repayments of bank and other borrowings and bank and other borrowings of RMB5,931,603,000 became due and overdue as at 31 December 2023. If any of these lenders request immediate repayment of any of these borrowings and the Group cannot fulfill the request, the lenders are entitled to take possession of the pledged assets for which the details are disclosed in Note 32.

The Company restructured all of its senior notes in 2022 into 5 tranches of senior notes with maturity dates from 30 December 2023 to 30 December 2027 and further undertook changes of the terms and conditions of the senior notes in 2023. However, it is because the Group has been under severe liquidity pressure, the Company did not fulfil the settlement upon the maturity of the 2023 New Notes and the 2024 Notes in December 2024 and fail to meet the interest payments for the 2025 Notes, the 2026 Notes and the 2027 Notes throughout 2024. Subsequent to 2024, the Group did not make payment for the interests in respect of the 2025 Notes, the 2026 Notes and the 2027 Notes on the due date of 30 June 2025 and up to the date of approval of these consolidated financial statements. As a result of the default in payments of the principal amounts and interests subsequent to 31 December 2023 as explained above, the senior noteholders are entitled to demand immediate repayment of the outstanding principals and interests of the senior notes albeit none of the noteholders demanded such immediate repayments up to the date of approval of these consolidated financial statements.

Independent Auditor's Report

The senior notes are guaranteed by certain of the Company's subsidiaries and the guarantees are effectively subordinated to the other secured obligations of each guarantor, to the extent of the value of assets serving as security. If any of the senior noteholders request immediate repayment of any of the senior notes and the Group cannot fulfill the request, the noteholders are entitled to execute the guarantee to recover their investments.

The Group since July 2023 has successively reached agreements with the bondholders to extend the maturity date of the corporate bonds. In July 2025, the Group further reached another agreement with the bondholders to extend the repayment date to 31 January 2026. Subject to approval of the bondholders, the corporate bonds' maturity can be extended to 30 July 2026.

In addition, the Group is involved in various litigation and arbitration cases with different counterparties for various reasons for which the Group has made provision for claims and litigations of RMB765,028,000 as at 31 December 2023.

The PRC property market for the year ended 31 December 2023, and continuing into the present, has been characterised by a significant downturn, marked by a decline in the start of housing development projects and sales, driven by buyer concerns over developer stability and uncertain prices. Despite some government efforts to stabilise the market and policy shifts like easing purchase restrictions in major cities, property investment and sales volumes remained low. As a result, pre-sale for PRC property developers remained weak.

With the above backdrop, the Group's internal funds have also been shrinking and the Group has been facing liquidity pressure to finance its construction projects and to settle interest bearing borrowings including the aforementioned bank and other borrowings, senior notes and corporate bonds. The current macroeconomic conditions and the timing of recovery in real estate industry has brought additional material uncertainties to the Group. It may be challenging for the Group to generate operating cash inflows or refinance its senior notes, corporate bonds and bank and other borrowings than it has historically been.

All these events and conditions indicate that material uncertainties exist that may cast significant doubt on the Group's ability to continue as a going concern.

The directors of the Company are undertaking certain plans and measures to address the Group's liquidity issues, as disclosed in Note 3(a)(ii) to the consolidated financial statements.

The consolidated financial statements have been prepared on a going concern basis, the validity of which depends on the outcome of the plans and measures, which is subject to material uncertainties, including whether the Group is able to (i) repay the principal amount plus accrued interests of each tranche of the senior notes at their respective maturity or due dates or successfully obtain consents from the senior noteholders to further extend the maturity or due dates; (ii) obtain approval from corporate bondholders to further extend the corporate bonds maturity date to 30 July 2026 and repay the corporate bonds by the subsequently extended maturity date on 30 July 2026 or obtain approval from the bondholders to further extend the corporate bonds maturity date beyond 30 July 2026; (iii) successfully negotiate with the existing lenders on the renewal of the Group's certain borrowings and maintenance of the relationship with the Group's current finance providers so that they continue to provide finance to the Group and not to demand immediate repayment of bank and other borrowings until the Group has successfully completed the property construction projects and generated sufficient cash inflows therefrom; (iv) successfully maintain continuing and normal business relationship with major constructors and suppliers to agree the payment arrangements with them and to complete the construction progress as scheduled; (v) successfully implement measures to accelerate the pre-sales and sales of its properties under development and completed properties, and to speed up the collection of outstanding sales proceeds and other receivables; (vi) successfully obtain additional new sources of financing; (vii) successfully implement the Group's business plan and cost control measures so as to improve the Group's working capital and cash flow position; and (viii) reach an amicable solution on the charges and payment terms in respect of the claims and litigations which have not yet reached a definite outcome.

Independent Auditor's Report

Should the Group fail to achieve one or more of the above-mentioned plans and measures on a timely basis, it may not be able to continue to operate as a going concern, and adjustments would have to be made to write down the carrying amounts of the Group's assets to their recoverable amounts, to provide for any further liabilities which might arise and to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively. These consolidated financial statements do not include any of these adjustments.

Additional matter — scope limitation on the work of certain subsidiaries due to unavailability of books and records

As disclosed in Note 24, the Group disposed of certain subsidiaries (the "2023 Disposed Subsidiaries") through sales, deregistration and liquidation during the year ended 31 December 2023. Up to the respective disposal dates of these subsidiaries, revenue of RMB416,156,000, cost of sales of RMB390,942,000, other income and gains of RMB5,464,000, selling and distribution expenses of RMB10,720,000, administrative expenses of RMB9,791,000, finance expenses of RMB25,772,000 and income tax credit of RMB39,912,000 of these subsidiaries were recognised in profit or loss of the Group and included in the respective lines of the consolidated statement of profit or loss and other comprehensive income for the year ended 31 December 2023. The aggregate net effect of the consolidated results of these subsidiaries up to the respective disposal dates was a profit of RMB24,307,000 and a net loss of RMB563,895,000 arising from the disposal of these subsidiaries was recognised in profit or loss of the Group and included in other income, gains and losses in the consolidated statement of profit or loss and other comprehensive income for the year ended 31 December 2023.

Moreover, the Group also had some other subsidiaries for which the disposal mainly through deregistration or liquidation was completed in 2024 (the "2024 Disposed Subsidiaries"). In respect of these subsidiaries, cost of sales of RMB16,066,000, other losses of RMB86,894,000, selling and distribution expenses of RMB1,062,000, administrative expenses of RMB5,630,000, finance expenses of RMB106,723,000, income tax expenses of RMB39,717,000 were recognised in profit or loss of the Group that gave rise to an aggregate net loss totaling RMB255,642,000 for the year ended 31 December 2023 and included in the respective lines of the consolidated statement of profit or loss and other comprehensive income for the year ended 31 December 2023. As at 31 December 2023, these subsidiaries had property, plant and equipment of RMB65,000, intangible assets of RMB5,000, deferred tax assets of RMB1,023,000, properties under development for sale of RMB1,557,534,000, completed properties held for sale of RMB361,371,000, trade and other receivables, deposits and prepayments of RMB3,804,773,000, bank balances and cash of RMB6,412,000, trade and other payables, deposits received and accrued charges of RMB3,445,301,000, contract liabilities of RMB59,487,000, taxation payables of RMB40,980,000, bank and other borrowings of RMB791,000,000 that were included in the consolidated statement of financial position as at 31 December 2023.

We were appointed as the auditor of the Company on 8 April 2024 to perform an audit on the consolidated financial statements of the Group for the year ended 31 December 2023. However, when we commenced our work after our appointment, the disposal of the above-mentioned subsidiaries had been completed and the accounting books and records of these subsidiaries were no longer available for our inspection.

Independent Auditor's Report

Owing to the above scope limitation, we were unable to perform audit procedures that we considered necessary for the purposes of obtaining sufficient appropriate audit evidence for our audit and to determine whether the (i) revenue, (ii) cost of sales, (iii) other income, gains and losses, (iv) selling and distribution expenses, (v) administrative expenses, (vi) finance expenses, (vii) income tax expense, (viii) property, plant and equipment, (ix) intangible assets, (x) deferred tax assets, (xi) properties under development for sale, (xii) completed properties held for sale, (xiii) trade and other receivables, deposits and prepayments, (xiv) bank balances and cash, (xv) trade and other payables, deposits received and accrued charges, (xvi) contract liabilities, (xvii) taxation payable and (xviii) bank and other borrowings of the 2023 Disposed Subsidiaries and the 2024 Disposed Subsidiaries are free from material misstatements. Since this is our initial audit engagement, we are required to perform audit procedures on the opening balances as at 1 January 2023. However, given the above scope limitation, we were unable to perform audit procedures that we considered necessary on the opening balances of the 2023 Disposed Subsidiaries and the 2024 Disposed Subsidiaries. We requested but were unsuccessful to obtain the predecessor auditor's consent to grant us the access to and for our review of their audit documentation on the prior year's consolidated financial statements. As a result, we were unable to obtain sufficient appropriate audit evidence to determine whether investment properties of RMB43,300,000, property, plant and equipment of RMB1,230,000, intangible assets of RMB89,000, interests in associates of RMB15,044,000, interests in joint venture of RMB20,820,000, deferred tax assets of RMB73,236,000, properties under development for sale of RMB4,815,830,000, completed properties held for sale of RMB619,255,000, other inventories and contract costs of RMB56,000, trade and other receivables, deposits and prepayments of RMB6,126,978,000, bank balances and cash of RMB225,608,000, trade and other payables, deposits received and accrued charges of RMB5,633,880,000, contract liabilities of RMB2,551,797,000, taxation payable of RMB51,957,000 and bank and other borrowings of RMB1,464,106,000 as at 1 January 2023 are free from material misstatements, including whether these balances were correctly brought forward from those as at 31 December 2022.

Any adjustments in respect of the above amounts that might have been found necessary might have material consequential effects on (i) the financial performance and cash flows of the Group for the year ended 31 December 2023; (ii) the net loss on disposal of the 2023 Disposed Subsidiaries for the year ended 31 December 2023; (iii) the financial position of the Group as at 31 December 2023 and as at 1 January 2023; and (iv) the related disclosures in the consolidated financial statements.

Other matter

The consolidated financial statements for the year ended 31 December 2022 were audited by another auditor who expressed a disclaimer of opinion on those statements on 13 September 2023.

BDO Limited

Certified Public Accountants

Tsui Ka Che, Norman

Practising Certificate Number: P05057

Hong Kong, 30 September 2025

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

for the year ended 31 December 2023 (Expressed in Renminbi)

	Notes	2023 RMB'000	2022 RMB'000
Revenue	5	5,703,746	5,603,865
Cost of sales		(10,147,850)	(6,718,744)
Gross loss		(4,444,104)	(1,114,879)
Other income, gains and losses, net	6	(7,688,930)	(2,649,342)
Changes in fair value of investment properties, net	12	(83,859)	(26,150)
Selling and distribution expenses		(311,585)	(373,115)
Administrative expenses		(256,352)	(424,522)
Gain on restructuring of senior notes	28	144,066	497,055
Finance expenses	7	(2,852,953)	(375,693)
Share of results of associates	14	(1,486)	(2,139)
Share of results of joint ventures	15	(34,175)	(198,018)
Loss before taxation		(15,529,378)	(4,666,803)
Income tax expense	8	(358,509)	(238,166)
Loss for the year	9	(15,887,887)	(4,904,969)
Other comprehensive income for the year:			
<i>Item that will not be reclassified to profit or loss:</i>			
Equity investments at fair value through other comprehensive income ("FVOCI") — net movement in fair value reserve (non-recycling), net of RMB10,529,000 (2022: RMB1,181,000) tax		(45,461)	(3,542)
<i>Item that may be reclassified subsequently to profit or loss:</i>			
Exchange differences on translating foreign operations, net of nil tax		—	(2,481)
Total comprehensive income for the year		(15,933,348)	(4,910,992)

The notes on pages 75 to 169 form part of these financial statements.

Consolidated Statement of Profit or Loss and other Comprehensive Income

for the year ended 31 December 2023 (Expressed in Renminbi)

	Notes	2023 RMB'000	2022 RMB'000
Loss for the year attributable to:			
Owners of the Company		(14,312,777)	(4,453,718)
Non-controlling interests		(1,575,110)	(451,251)
		(15,887,887)	(4,904,969)
Total comprehensive income attributable to:			
Owners of the Company		(14,358,238)	(4,459,741)
Non-controlling interests		(1,575,110)	(451,251)
		(15,933,348)	(4,910,992)
Losses per share, in Renminbi cents:			
Basic	11	(512.1)	(159.4)
Diluted	11	(512.1)	(159.4)

The notes on pages 75 to 169 form part of these financial statements.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

as at 31 December 2023 (Expressed in Renminbi)

	Notes	2023 RMB'000	2022 RMB'000
Non-current assets			
Investment properties	12	2,377,500	2,762,550
Property, plant and equipment	13	383,951	362,632
Intangible assets		20,834	19,613
Freehold land held for future development		—	31,690
Interests in associates	14	28,028	44,558
Interests in joint ventures	15	1,673,597	2,576,293
Loans to joint ventures	15	1,261,172	6,672,926
Equity investments at FVOCI	16	580	41,360
Deferred tax assets	17	1,063,212	918,404
		6,808,874	13,430,026
Current assets			
Properties under development for sale	18	16,515,288	29,001,359
Completed properties held for sale	19	7,052,952	4,669,751
Other inventories and contract costs		651,151	928,644
Trade and other receivables, deposits and prepayments	21	10,031,006	8,160,074
Amounts due from related parties	36(a)	673,066	740,371
Restricted cash	22	391,073	1,027,897
Bank balances and cash	23(a)	291,912	542,332
		35,606,448	45,070,428
Current liabilities			
Trade and other payables, deposits received and accrued charges	25	15,946,285	10,681,791
Contract liabilities	20	12,158,846	18,512,043
Amounts due to related parties	36(b)	2,055,005	2,099,848
Taxation payable	26	3,998,569	3,692,791
Bank and other borrowings — due within one year	27	7,695,497	10,153,156
Corporate bonds — due within one year	29	821,685	753,111
Senior notes — due within one year	28	1,997,077	539,484
		44,672,964	46,432,224
Net current liabilities	3(a)(ii)	(9,066,516)	(1,361,796)
Total assets less current liabilities		(2,257,642)	12,068,230

The notes on pages 75 to 169 form part of these financial statements.

Consolidated Statement of Financial Position

as at 31 December 2023 (Expressed in Renminbi)

	Notes	2023 RMB'000	2022 RMB'000
Capital and reserves			
Share capital	30	175,693	175,693
Reserves		(14,691,083)	(328,607)
Equity attributable to owners of the Company		(14,515,390)	(152,914)
Non-controlling interests		(643,483)	1,024,617
Total equity		(15,158,873)	871,703
Non-current liabilities			
Bank and other borrowings — due after one year	27	2,465,570	1,040,272
Senior notes — due after one year	28	9,971,775	9,676,871
Deferred tax liabilities	17	463,886	479,384
		12,901,231	11,196,527
		(2,257,642)	12,068,230

Approved and authorised for issue by the board of directors on 30 September 2025.

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)	
)	
Zhang Lei)	
)	Directors
)	
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Zhang Peng)	

The notes on pages 75 to 169 form part of these financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the year ended 31 December 2023 (Expressed in Renminbi)

	Attributable to owners of the Company											
	Share capital RMB'000	Share premium RMB'000	Special reserve RMB'000 (note a)	Revaluation reserve RMB'000	Share option reserve RMB'000	Statutory surplus reserve RMB'000 (note b)	Foreign currency translation reserve RMB'000	Fair value reserve	Retained profits/	Total RMB'000	Non-controlling interests RMB'000	Total equity RMB'000
								(non-recycling) RMB'000	(accumulated losses) RMB'000			
At 1 January 2023	175,693	825,711	70,920	40,060	11,163	640,973	(673)	(14,044)	(1,902,717)	(152,914)	1,024,617	871,703
Equity investments at FVOCI — net movement in fair value reserves (non-recycling)	-	-	-	-	-	-	-	(45,461)	-	(45,461)	-	(45,461)
Exchange differences on translating foreign operations	-	-	-	-	-	-	-	-	-	-	-	-
Other comprehensive income	-	-	-	-	-	-	-	(45,461)	-	(45,461)	-	(45,461)
Loss for the year	-	-	-	-	-	-	-	-	(14,312,777)	(14,312,777)	(1,575,110)	(15,887,887)
Total comprehensive income for the year	-	-	-	-	-	-	-	(45,461)	(14,312,777)	(14,358,238)	(1,575,110)	(15,933,348)
Share-based payment	-	-	-	-	(3,590)	-	-	-	-	(3,590)	-	(3,590)
Disposal of subsidiaries	-	-	-	-	-	-	673	-	-	673	(53,405)	(52,732)
Acquisition of additional interest in subsidiaries	-	-	(1,321)	-	-	-	-	-	-	(1,321)	-	(1,321)
Dividend distribution to non-controlling interests	-	-	-	-	-	-	-	-	-	-	(39,585)	(39,585)
At 31 December 2023	175,693	825,711	69,599	40,060	7,573	640,973	-	(59,505)	(16,215,494)	(14,515,390)	(643,483)	(15,158,873)

The notes on pages 75 to 169 form part of these financial statements.

Consolidated Statement of Changes in Equity

for the year ended 31 December 2023 (Expressed in Renminbi)

	Attributable to owners of the Company										Non-controlling interests	Total equity
	Share capital	Share premium	Special reserve	Revaluation reserve	Share option reserve	Statutory surplus reserve	Foreign currency translation reserve	Fair value reserve (non-recycling)	Retained profits/ (accumulated losses)	Total		
	RMB'000	RMB'000	RMB'000 (note a)	RMB'000	RMB'000	RMB'000 (note b)	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
At 1 January 2022	175,693	825,711	192,414	40,060	8,612	636,084	1,808	(10,502)	2,599,001	4,468,881	2,344,474	6,813,355
Equity investments at FVOCI — net movement in fair value reserves (non-recycling)	—	—	—	—	—	—	—	(3,542)	—	(3,542)	—	(3,542)
Exchange differences on translating foreign operations	—	—	—	—	—	—	(2,481)	—	—	(2,481)	—	(2,481)
Other comprehensive income	—	—	—	—	—	—	(2,481)	(3,542)	—	(6,023)	—	(6,023)
Loss for the year	—	—	—	—	—	—	—	—	(4,453,718)	(4,453,718)	(451,251)	(4,904,969)
Total comprehensive income for the year	—	—	—	—	—	—	(2,481)	(3,542)	(4,453,718)	(4,459,741)	(451,251)	(4,910,992)
Share-based payment	—	—	—	—	2,551	—	—	—	—	2,551	—	2,551
Disposal of subsidiaries	—	—	—	—	—	4,889	—	—	(48,000)	(43,111)	(384,700)	(427,811)
Acquisition of additional interest in subsidiaries	—	—	(121,494)	—	—	—	—	—	—	(121,494)	13,994	(107,500)
Return of capital to non-controlling interests	—	—	—	—	—	—	—	—	—	—	(497,900)	(497,900)
At 31 December 2022	175,693	825,711	70,920	40,060	11,163	640,973	(673)	(14,044)	(1,902,717)	(152,914)	1,024,617	871,703

The notes on pages 75 to 169 form part of these financial statements.

Consolidated Statement of Changes in Equity

for the year ended 31 December 2023 (Expressed in Renminbi)

Notes:

- (a) Special reserve relates to acquisition of additional interests in subsidiaries, deemed acquisition of a subsidiary, disposals of partial interests in subsidiaries, contribution from a company controlled by a shareholder of the Company and deemed contribution from a shareholder of the Company.
- (b) In accordance with the Articles of Association of certain entities established in the People's Republic of China ("PRC") in the Group, these entities are required to transfer 10% of the profit after taxation, prepared in accordance with PRC generally accepted accounting principles, to the statutory surplus reserve until the reserve reaches 50% of the registered capital of the respective entities. Transfer to this reserve must be made before distributing dividends to equity holders. The statutory surplus reserve can be used to make up for previous years' losses, expand the existing operations or convert into additional capital of the entities.

The notes on pages 75 to 169 form part of these financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

for the year ended 31 December 2023 (Expressed in Renminbi)

	Notes	2023 RMB'000	2022 RMB'000
Operating activities			
Loss before taxation		(15,529,378)	(4,666,803)
Adjustments for:			
Finance costs	7	2,852,953	375,693
Interest income	6	(19,082)	(10,320)
Depreciation of property, plant and equipment	9(b)	25,089	20,431
Amortisation of intangible assets	9(b)	2,080	2,161
Share-based payment	9(a)	(3,590)	2,551
Loss on disposal of joint ventures	6	416,972	–
Loss/(gain) on disposal of associates	6	23,800	(14)
Loss on disposal of subsidiaries	6	563,895	929,168
Changes in fair value of investment properties, net	12	83,859	26,150
Allowance for expected credit losses	9(b)	5,567,791	401,437
Impairment on interests in joint ventures	9(b)	367,221	–
Write-down of properties under development for sales and completed properties held for sale	9(b)	2,843,102	1,186,765
(Gain)/loss on disposal of property, plant and equipment		(2,389)	7,803
Share of results of associates		1,486	2,139
Share of results of joint ventures		34,175	198,018
Loss on disposal of investment properties		223,296	63,230
Gain on restructuring of senior notes	28	(144,066)	(497,055)
Provision for claims and litigations		267,920	232,794
Unrealised exchange loss, net		174,071	810,441
Operating cash flows before working capital changes		(2,250,795)	(915,411)

The notes on pages 75 to 169 form part of these financial statements.

Consolidated Statement of Cash Flows

for the year ended 31 December 2023 (Expressed in Renminbi)

	Notes	2023 RMB'000	2022 RMB'000
Operating activities (continued)			
Working capital changes:			
Decrease in properties under development for sale and completed properties held for sale		7,259,768	2,683,133
Decrease in other inventories and contract costs		277,492	123,901
Increase in trade and other receivables, deposits and prepayments		(1,979,867)	(1,298,218)
Increase in amounts due from related parties		67,305	7,613
(Decrease)/increase in contract liabilities		(6,353,197)	312,884
Increase in trade and other payables, deposits received and accrued charges		2,195,383	166,929
Decrease in amounts due to related parties		(44,844)	(29,536)
Cash (used in)/generated from operating activities		(828,755)	1,051,295
Income tax paid		(33,124)	(234,228)
Net cash (used in)/generated from operating activities		(861,879)	817,067
Investing activities			
Interest received		19,082	10,320
Purchase of property, plant and equipment		(377)	(1,178)
Proceeds on disposal of property, plant and equipment		105	5,102
Net cash outflow from acquisition of subsidiaries		—	(3,986)
Net cash outflow from disposals of subsidiaries	24	(136,964)	(1,066,656)
Loans to joint ventures		(35,569)	(121,346)
Repayments from joint ventures		21,000	136,391
Advances to related parties		(27,589)	(53,357)
Repayments from related parties		14,511	67,936
Proceeds on disposal of investment properties		8,485	180,770
Decrease in restricted cash, net		636,824	1,537,281
Net cash generated from investing activities		499,508	691,277

The notes on pages 75 to 169 form part of these financial statements.

Consolidated Statement of Cash Flows

for the year ended 31 December 2023 (Expressed in Renminbi)

	Notes	2023 RMB'000	2022 RMB'000
Financing activities			
Interest paid	23(b)	(121,409)	(756,715)
Repayments of bank borrowings	23(b)	(143,908)	(778,149)
Repayments of other borrowings	23(b)	(639,775)	(1,336,559)
New bank borrowings raised	23(b)	–	1,750
New other borrowings raised	23(b)	185,000	514,050
Repayments of senior notes and corporate bonds	23(b)	–	(159,601)
Advances from related parties	23(b)	894,542	238,788
Repayments to related parties	23(b)	(47,011)	(262,057)
Advances from non-controlling interests	23(b)	23,240	280,147
Repayments to non-controlling interests	23(b)	(38,980)	(287,548)
Net cash generated from/(used in) financing activities		111,699	(2,545,894)
Net decrease in cash and cash equivalents		(250,672)	(1,037,550)
Cash and cash equivalents at the beginning of the year		542,332	1,585,043
Effects of exchange rate changes on the balance of cash held in foreign currencies		252	(5,161)
Cash and cash equivalents at the end of the year	23(a)	291,912	542,332

The notes on pages 75 to 169 form part of these financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 December 2023

1 General

Modern Land (China) Co., Limited (the "Company") was incorporated in the Cayman Islands on 28 June 2006 as an exempted company with limited liability under the Companies Law of the Cayman Islands. The address of its registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. Its principal place of business is located at No. 1 Xiangheyuan Road, Dongcheng District, Beijing, the People's Republic of China (the "PRC").

The Company's parent is Super Land Holdings Limited, a company incorporated in the British Virgin Islands ("BVI") and its ultimate holding company is Fantastic Energy Holdings Limited, a company incorporated in BVI.

The Company and its subsidiaries (collectively, the "Group") are principally engaged in real estate development, property investment, hotel operation, real estate agency services and other related services in the PRC.

The Company's shares have been listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") since 2013.

The consolidated financial statements are presented in Renminbi ("RMB"), the currency of the primary economic environment in which the group entities operate (the functional currency of the major subsidiaries of the Company).

2 Adoption of IFRS Accounting Standards

(a) Adoption of new or amended IFRS Accounting Standards — effective 1 January 2023

In the current year, the Group has applied for the first time the following new or amended IFRS Accounting Standards issued by the International Accounting Standard Board ("IASB") to the Group's financial statements for the annual period beginning on or after 1 January 2023:

- Amendments to IAS 1 and IFRS Practice Statement 2, Disclosure of Accounting Policies
- Amendments to IAS 8, Definition of Accounting Estimates
- Amendments to IAS 12, Deferred Tax related to Assets and Liabilities arising from a Single Transaction
- Amendments to IAS 12, International Tax Reform — Pillar Two Model Rules
- IFRS 17, Insurance Contracts

Other than the amendments to IAS 1 and IFRS Practice Statement 2, none of these new or amended IFRS Accounting Standards has a material impact on the Group's results and financial position for the current or prior period. The Group has not early applied any new or amended IFRS Accounting Standards that is not yet effective for the current accounting period. Impact on the applications of these amended IFRS Accounting Standards are summarised below:

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

2 Adoption of IFRS Accounting Standards *(Continued)*

(a) Adoption of new or amended IFRS Accounting Standards — effective 1 January 2023

(Continued)

Amendments to IAS 1 and IFRS Practice Statement 2, Disclosure of Accounting Policies

Amendments to IAS 1 require entities to disclose their material accounting policy information rather than their significant accounting policies. Accounting policy information is material if, when considered together with other information included in an entity's financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. Amendments to IFRS Practice Statement 2 Making Materiality Judgements provide non-mandatory guidance on how to apply the concept of materiality to accounting policy disclosures. The Group has disclosed the material accounting policy information in note 3 to the financial statements. These amendments have no effect on the measurement or presentation of any items in the consolidated financial statements of the Group but affect the disclosure of accounting policies of the Group.

Amendments to IAS 8, Definition of Accounting Estimates

Amendments to IAS 8 clarify the distinction between changes in accounting estimates and changes in accounting policies. Accounting estimates are defined as monetary amounts in financial statements that are subject to measurement uncertainty. The amendments also clarify how entities use measurement techniques and inputs to develop accounting estimates. Since the Group's approach and policy align with the amendments, the amendments had no impact on the Group's consolidated financial statements.

Amendments to IAS 12, Deferred Tax related to Assets and Liabilities arising from a Single Transaction

Amendments to IAS 12 Deferred Tax related to Assets and Liabilities arising from a Single Transaction narrow the scope of the initial recognition exception in IAS 12 so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences, such as leases and decommissioning obligations. Therefore, entities are required to recognise a deferred tax asset (provided that sufficient taxable profit is available) and a deferred tax liability for temporary differences arising from these transactions.

Upon the application of the amendments, the Group has determined that they did not have any material impact on the Group's consolidated financial statements.

Amendments to IAS 12, International Tax Reform — Pillar Two Model Rules

Amendments to IAS 12 International Tax Reform — Pillar Two Model Rules introduce a mandatory temporary exception from the recognition and disclosure of deferred taxes arising from the implementation of the Pillar Two model rules published by the Organisation for Economic Co-operation and Development. The amendments also introduce disclosure requirements for the affected entities to help users of the financial statements better understand the entities' exposure to Pillar Two income taxes, including the disclosure of current tax related to Pillar Two income taxes separately in the periods when Pillar Two legislation is effective and the disclosure of known or reasonably estimable information of their exposure to Pillar Two income taxes in periods in which the legislation is enacted or substantively enacted but not yet in effect. Since the Group did not fall within the scope of the Pillar Two model rules, the amendments did not have any impact to the Group.

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

2 Adoption of IFRS Accounting Standards (Continued)

(a) Adoption of new or amended IFRS Accounting Standards — effective 1 January 2023

(Continued)

IFRS 17 Insurance Contracts

IFRS 17 was issued by the IASB in 2018 and replaces IFRS 4 for annual reporting periods beginning on or after 1 January 2023.

IFRS 17 introduces an internationally consistent approach to the accounting for insurance contracts. Prior to IFRS 17, significant diversity has existed worldwide relating to the accounting for and disclosure of insurance contracts, with IFRS 4 permitting many previous accounting approaches to be followed.

Since IFRS 17 applies to all insurance contracts issued by an entity (with limited scope exclusions), its adoption may have an effect on non-insurers such as the Group. The Group carried out an assessment of its contracts and operations and concluded that the adoption of IFRS 17 had no effect on the Group's consolidated financial statements.

(b) New or amended IFRS Accounting Standards that have been issued but are not yet effective

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

- Amendments to IFRS 10 and IAS 28, Sale or Contribution of Assets between an Investor and its Associate or Joint Venture⁵
- Amendments to IFRS 16, Lease Liability in a Sale and Leaseback¹
- Amendments to IAS 1, Classification of Liabilities as Current or Non-current (the "2020 Amendments")¹
- Amendments to IAS 1, Non-current Liabilities with Covenants (the "2022 Amendments")¹
- Amendments to IAS 7 and IFRS 7, Supplier Finance Arrangements¹
- Amendments to IAS 21, Lack of Exchangeability²
- Amendments to IFRS 9 and IFRS 7, Amendments to the Classification and Measurement of Financial Instruments³
- IFRS 1, IFRS 7, IFRS 9, IFRS 10 and IAS 7, Annual Improvement to IFRS Accounting Standards — Volume 11³
- IFRS 18, Presentation and Disclosure in Financial Statements⁴

¹ Effective for annual periods beginning on or after 1 January 2024.

² Effective for annual periods beginning on or after 1 January 2025.

³ Effective for annual periods beginning on or after 1 January 2026.

⁴ Effective for annual periods beginning on or after 1 January 2027.

⁵ No mandatory effective date determined yet but available for adoption.

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

2 Adoption of IFRS Accounting Standards *(Continued)*

(b) New or amended IFRS Accounting Standards that have been issued but are not yet effective *(Continued)*

Further information about those IFRS Accounting Standards that are expected to be applicable to the Group is described below:

Amendments to IFRS 10 and IAS 28, Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

Amendments to IFRS 10 and IAS 28 address an inconsistency between the requirements in IFRS 10 and in IAS 28 in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full recognition of a gain or loss resulting from a downstream transaction when the sale or contribution of assets constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss resulting from the transaction is recognised in the investor's profit or loss only to the extent of the unrelated investor's interest in that associate or joint venture. The amendments are to be applied prospectively. The amendments are not expected to have any significant impact on the Group's consolidated financial statements.

Amendments to IFRS 16, Lease liability in a Sale and Leaseback

Amendments to IFRS 16 specify the requirements that a seller-lessee uses in measuring the lease liability arising in a sale and leaseback transaction to ensure the seller-lessee does not recognise any amount of the gain or loss that relates to the right of use it retains. The amendments are effective for annual periods beginning on or after 1 January 2024 and shall be applied retrospectively to sale and leaseback transactions entered into after the date of initial application of IFRS 16 (i.e., 1 January 2019). Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's consolidated financial statements.

Amendments to IAS 1, Classification of Liabilities as Current or Non-current (the "2020 Amendment") and Non-current Liabilities with Covenants (the "2022 Amendments")

Amendments to IAS 1 *Presentation of Financial statements* in 2020 clarified that liabilities are classified as either current or non-current, depending on the rights that exist at the end of the reporting period. Classification is unaffected by the entity's expectations or event after the report date (e.g. receipt of a waiver or a breach of covenant). The amendments also clarified what IAS 1 means when it refers to the 'settlement' of a liability. The amendments were due to be applied from 1 January 2022. However, the effective date was subsequently deferred to January 2023 and then further to 1 January 2024.

The new amendments clarify that covenants of loan agreements will not affect classification of a liability as current or non-current at the reporting date if the entity must only comply with the covenants after the reporting date. However, if the entity must comply with covenant either before or at the reporting date, this will affect the classification as current or non-current even if the covenant is only tested for compliance after the reporting date.

The amendments require disclosures if an entity classifies a liability as non-current and that liability is subject to covenants that the entity must comply with within 12 months of the reporting date. The disclosure include:

- the carrying amount of the liability;
- information about the covenants; and
- facts and circumstances, if any, that indicate that the entity may have difficulty complying with the covenants.

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

2 Adoption of IFRS Accounting Standards (Continued)

(b) New or amended IFRS Accounting Standards that have been issued but are not yet effective (Continued)

Amendments to IAS 1, Classification of Liabilities as Current or Non-current (the “2020 Amendment”) and Non-current Liabilities with Covenants (the “2022 Amendments”) (Continued)

The amendments also clarify that IAS 1 means when it refers to the ‘settlement’ of a liability. Terms of a liability that could, at the option of the counterparty, result in its settlement by the transfer of the entity’s own equity instrument can only be ignored for purpose of classifying the liability as current or non-current if the entity classifies the option as an equity instrument. However, conversion options that are classified as a liability must be considered when determining the current/non-current classification of a convertible note.

The amendments must be applied retrospectively in accordance with the normal requirements in IAS 8 *Accounting Policies, Changes in Accounting Estimates and Errors*. Special transitional rules apply if an entity had early adopted the 2020 amendments regarding the classification of liabilities as current or non-current. Based on a preliminary assessment, the amendments are not expected to have any significant impact on the Group’s consolidated financial statements.

Amendments to IAS 7 and IFRS 7, Supplier Finance Arrangements

Amendments to IAS 7 and IFRS 7 clarify the characteristics of supplier finance arrangements and require additional disclosure of such arrangements. The objective of the new disclosures is to provide information about supplier finance arrangements (“SFAs”) that enables investors to assess the effects on an entity’s liabilities, cash flows and the exposure to liquidity risk. The new disclosures include information about the following:

- (a) The terms and conditions of SFAs.
- (b) The carrying amounts of financial liabilities that are part of SFAs and the line items in which those liabilities are presented.
- (c) The carrying amount of the financial liabilities in (b) for which suppliers have already received payment from the finance providers.
- (d) The range of payment due dates for both the financial liabilities that are part of SFAs, and comparable trade payables that are not part of such arrangements.
- (e) Non-cash changes in the carrying amounts of financial liabilities in (b).
- (f) Access to SFA facilities and concentration of liquidity risk with finance providers.

The IASB has provided transitional relief by not requiring comparative information in the first year, and also not requiring disclosure of specified opening balances. Further, the required disclosures are only applicable for annual periods during the first year of application. Therefore, the earliest that the new disclosures will have to be provided is in annual financial reports for the year ended 31 December 2024. The amendments are not expected to have any significant impact on the Group’s consolidated financial statements.

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

2 Adoption of IFRS Accounting Standards *(Continued)*

(b) New or amended IFRS Accounting Standards that have been issued but are not yet effective *(Continued)*

Amendments to IAS 21, Lack of Exchangeability

Amendments to IAS 21 specify how an entity shall assess whether a currency is exchangeable into another currency and how it shall estimate a spot exchange rate at a measurement date when exchangeability is lacking. The amendments require disclosures of information that enable users of financial statements to understand the impact of a currency not being exchangeable. Earlier application is permitted. When applying the amendments, an entity cannot restate comparative information. Any cumulative effect of initially applying the amendments shall be recognised as an adjustment to the opening balance of retained profits or to the cumulative amount of translation differences accumulated in a separate component of equity, where appropriate, at the date of initial application. Based on a preliminary assessment, the amendments are not expected to have any significant impact on the Group's consolidated financial statements.

IFRS 18, Presentation and Disclosure in Financial Statements

IFRS 18 Presentation and Disclosure in Financial Statements, which was issued in July 2024 supersedes IAS 1 and will result in major consequential amendments to IFRS Accounting Standards including IAS 8 Basis of Preparation of Financial Statements (renamed from Accounting Policies, Changes in Accounting Estimates and Errors). Even though IFRS 18 will not have any effect on the recognition and measurement of items in the consolidated financial statements, it is expected to have a significant effect on the presentation and disclosure of certain items. These changes include categorisation and sub-totals in the statement of profit or loss, aggregation/disaggregation and labelling of information, and disclosure of management-defined performance measures.

The Group is in the process of making an assessment of what the impact of these developments is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements except for IFRS 18 which will have impact on presentation of income statement.

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

3 Material accounting policies

The consolidated financial statements have been prepared in accordance with IFRS Accounting Standards. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis except for the investment properties and equity investments which are measured at fair value as explained in the accounting policies set out below.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

(a) Basis of consolidation and preparation

(i) Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

3 Material accounting policies *(Continued)*

(a) Basis of consolidation and preparation *(Continued)*

(i) Basis of consolidation *(Continued)*

When the Group has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Group considers all relevant facts and circumstances in assessing whether or not the Group's voting rights in an investee are sufficient to give it power, including:

- the size of the Group's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Group, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Group has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Profit or loss and each component of the other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Non-controlling interests represent the equity in a subsidiary not attributable directly or indirectly to the Company, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability. For each business combination, the Group can elect to measure any non-controlling interests either at fair value or at the non-controlling interests' proportionate share of the subsidiary's net identifiable assets.

Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to the equity shareholders of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated statement of profit or loss and the consolidated statement of profit or loss and other comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between non-controlling interests and the equity shareholders of the Company.

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

3 Material accounting policies *(Continued)*

(a) Basis of consolidation and preparation *(Continued)*

(i) Basis of consolidation *(Continued)*

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies.

All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

(ii) Basis of preparation and going concern assumption

During the year ended 31 December 2023, the Group incurred a loss of RMB15,887,887,000 and as at that date, the Group had net current liabilities and capital deficiency of RMB9,066,516,000 and RMB15,158,873,000, respectively. Included in the current liabilities were bank and other borrowings of RMB7,695,497,000 (Note 27), corporate bonds of RMB821,685,000 (Note 29), senior notes of RMB1,997,077,000 (Note 28) and provision for claims and litigations of RMB765,028,000 that was included in trade and other payables, deposits received and accrued charges (Note 25) while the Group only had bank balances and cash of RMB291,912,000 as at 31 December 2023.

As disclosed in Note 27, as at 31 December 2023, the Group breached certain covenants relating to bank and other borrowings totaling RMB761,462,000. Moreover, the Group was in default of repayments of bank and other borrowings of RMB5,931,603,000 which became due and overdue as at 31 December 2023. If any of these lenders request immediate repayment of any of these borrowings and the Group cannot fulfill the request, the lenders are entitled to take possession of the pledged assets for which the details are disclosed in Note 32.

As disclosed in Note 28, the Company restructured all of its senior notes in 2022 into 5 tranches of senior notes with maturity dates from 30 December 2023 to 30 December 2027 and further undertook changes of the terms and conditions of the senior notes in 2023. However, it is because the Group has been under severe liquidity pressure, the Company did not fulfil the settlement upon the maturity of the 2023 New Notes and the 2024 Notes in December 2024 and fail to meet the interest payments for the 2025 Notes, the 2026 Notes and the 2027 Notes throughout 2024. Subsequent to 2024, the Group did not make payment for the interest in respect of the 2025 Notes, the 2026 Notes and 2027 Notes on the due date of 30 June 2025 and up to the date of approval of these consolidated financial statements. As a result of the default in payments of the principal amounts and interests subsequent to 31 December 2023 as explained above, the senior noteholders are entitled to demand immediate repayment of the outstanding principals and interests of the senior notes albeit none of the noteholders demanded such immediate repayments up to the date of approval of these consolidated financial statements.

The senior notes are guaranteed by certain of the Company's subsidiaries and the guarantees are effectively subordinated to the other secured obligations of each guarantor, to the extent of the value of assets serving as security. If any of the senior noteholders request immediate repayment of any of the senior notes and the Group cannot fulfill the request, the senior noteholders are entitled to execute the guarantee to recover their investments.

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

3 Material accounting policies *(Continued)*

(a) Basis of consolidation and preparation *(Continued)*

(ii) Basis of preparation and going concern assumption *(Continued)*

The Group since July 2023 has successively reached agreements with the bondholders to extend the maturity date of the corporate bonds. In July 2025, the Group further reached another agreement with the bondholders to extend the repayment date to 31 January 2026. Subject to approval of the bondholders, the corporate bonds' maturity date can be extended to 30 July 2026.

In addition, the Group is involved in various litigation and arbitration cases with different counterparties for various reasons for which the Group has made provision for claims and litigations of RMB765,028,000 as at 31 December 2023.

The PRC property market for the year ended 31 December 2023, and continuing into the present, has been characterised by a significant downturn, marked by a decline in the start of housing development projects and sales, driven by buyer concerns over developer stability and uncertain prices. Despite some government efforts to stabilise the market and policy shifts like easing purchase restrictions in major cities, property investment and sales volumes remained low. As a result, pre-sale for PRC property developers remained weak.

With the above backdrop, the Group's internal funds have been shrinking and the Group has been facing liquidity pressure to finance its construction projects and to settle interest bearing borrowings including the aforementioned bank and other borrowings, senior notes and corporate bonds. The current macroeconomic conditions and the timing of recovery in real estate industry has brought additional material uncertainties to the Group. It may be challenging for the Group to generate operating cash inflows or refinance its senior notes, corporate bonds and bank and other borrowings than it has historically been.

All these events and conditions indicate that material uncertainties exist that may cast significant doubt on the Group's ability to continue as a going concern.

In view of such circumstances, the Directors have given careful consideration to the future liquidity and performance of the Group and its available sources of financing in assessing whether the Group will have sufficient cash resources to continue as a going concern and pay its debts as and when they fall due. Certain plans and measures have been taken to enable the Group to have sufficient financial resources to meet its financial obligations and commitments as and when they fall due which include, but not limited to, the following:

- The management is in close negotiation with the senior noteholders for restructuring and/or extension of the senior notes;
- With respect to the corporate bonds, the maturity date was extended to 31 January 2026. Subject to approval of the bondholders, the corporate bonds' maturity can be extended to 30 July 2026. The management will liaise with the bondholders to obtain their approval to further extend the maturity date if necessary;

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

3 Material accounting policies *(Continued)*

(a) Basis of consolidation and preparation *(Continued)*

(ii) Basis of preparation and going concern assumption *(Continued)*

- The Group is actively in discussions with the other existing lenders to renew the Group's certain borrowings and/or not to demand immediate repayment until the Group has successfully completed the property construction projects and generated sufficient cash inflows therefrom. These discussions have been constructive and focused on possible actions in light of current circumstances but do require time to formulate or implement due to ongoing changes in market conditions;
- The Group will continue to maintain active dialogue to secure a continuing and normal business relationship with major constructors and suppliers, including agreement on the payment arrangements with them and to complete the construction progress as scheduled;
- The Group will continue to implement measures to accelerate the pre-sales and sales of its properties under development and completed properties, and to speed up the collection of outstanding sales proceeds and other receivables. Subject to the market sentiment, the Group will actively adjust sales and pre-sale activities to better respond to changing markets to achieve the latest budgeted sales and pre-sales volumes and amounts;
- The Group will continue to seek to obtain additional new sources of financing from existing shareholders and potential equity investment partners or to seek suitable opportunities to dispose of its equity interest in certain project development companies to generate additional cash inflows. The Group's properties are predominantly located in higher tier cities that make them relatively more attractive to potential buyers and retain a higher value in current market conditions;
- The Group will continue to control administrative costs and contain unnecessary capital expenditures to preserve liquidity. The Group will also continue to actively assess additional measures to further reduce discretionary spending;
- The Group has been proactive in seeking ways to settle the outstanding litigations and claims of the Group. The Group has made relevant provisions for litigations and claims and will seek to reach an amicable solution on the charges and payment terms to the claims and litigations which have not yet reached a definite outcome;

The Directors have reviewed the Group's cash flow projections prepared by the management which cover a period of fifteen months from the date of approval of these consolidated financial statements and consider material uncertainties exist as to whether the Group will be able to achieve the plans and measures as described above. Specifically, whether the Group will be able to continue as a going concern will depend on the following:

- Successful negotiation with the senior noteholders for restructuring and/or extension of the senior notes;
- Obtaining approval from the bondholders to further extend the corporate bonds maturity date to 30 July 2026 and the ability to repay the corporate bonds by the subsequently extended maturity date of 30 July 2026 or obtain approval from the bondholders to further extend the corporate bonds maturity date beyond 30 July 2026;

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

3 Material accounting policies *(Continued)*

(a) Basis of consolidation and preparation *(Continued)*

(ii) Basis of preparation and going concern assumption *(Continued)*

- Successful negotiation with other existing lenders on the renewal of the Group's certain borrowings and maintenance of the relationship with the Group's current finance providers so that they continue to provide finance to the Group and not to demand immediate repayment of bank and other borrowings until the Group has successfully completed the property construction projects and generated sufficient cash inflows therefrom;
- Successful maintenance of a continuing and normal business relationship with major constructors and suppliers to agree the payment arrangements with them and to complete the construction progress as scheduled;
- Successful implementation of measures to accelerate the pre-sales and sales of its properties under development and completed properties, and to speed up the collection of outstanding sales proceeds and other receivables;
- Successful obtaining of additional new sources of financing;
- Successful implementation of the Group's business strategy plan and cost control measures so as to improve the Group's working capital and cash flow position; and
- Reaching an amicable solution on the charges and payment terms in respect of the claims and litigations which have not yet reached a definite outcome.

The Directors consider that, assuming the success of all the above-mentioned assumptions, plans and measures, the Group will have sufficient working capital to finance its operations and to meet its obligations as and when they fall due for at least fifteen months from the date of approval of these consolidated financial statements. Accordingly, the Directors are of the opinion that it is appropriate to prepare the consolidated financial statements on a going concern basis.

Should the Group fail to achieve one or more of the above-mentioned plans and measures on a timely basis, it may not be able to continue to operate as a going concern, and adjustments would have to be made to write down the carrying amount of the Group's assets to their recoverable amounts, to provide for any further liabilities which might arise, and to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively. These consolidated financial statements do not include any of these adjustments.

(b) Changes in accounting policies

The IASB has issued a number of amendments to IFRS Accounting Standards that are first effective for the current accounting period of the Group. None of these developments have had a material effect on how the Group's results and financial position for the current or prior years have been prepared or presented in the consolidated financial statements (Note 2(a)).

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

3 Material accounting policies (Continued)

(c) Change in the Group's ownership interests in existing subsidiaries

Changes in the Group's ownership interests in subsidiaries that do not result in losing control over the subsidiaries are accounted for as equity transactions (i.e. transactions with owners in their capacity as owners). The carrying amounts of the controlling and non-controlling interests will be adjusted to reflect the changes in their relative interests in the subsidiary. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to the owners of the Company.

When the Group loses control of a subsidiary, a gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable IFRS Accounting Standards). When the Group loses control of a subsidiary, it is accounted for as a disposal of the entire interest in that subsidiary, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former subsidiary at the date when control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset or, when appropriate, the cost on initial recognition of an investment in an associate or a joint venture.

(d) Business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that:

- deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with IAS 12 *Income Taxes* and IAS 19 *Employee Benefits* respectively;
- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with IFRS 2 *Share-based Payment* at the acquisition date; and
- assets (or disposal groups) that are classified as held for sale in accordance with IFRS 5 *Non-current Assets Held for Sale and Discontinued Operations* are measured in accordance with that standard.

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

3 Material accounting policies *(Continued)*

(d) Business combinations *(Continued)*

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after reassessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held equity interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at fair value or, when applicable, on the basis specified in another IFRS Accounting Standard.

(e) Investments in associates and joint ventures

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The results and assets and liabilities of associates or joint ventures are incorporated in these consolidated financial statements using the equity method of accounting, except when the investment, or a portion thereof, is classified as held for sale, in which case it is accounted for in accordance with IFRS 5. The financial statements of associates and joint ventures used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. Under the equity method, an investment in an associate or a joint venture is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate or joint venture. The cost of the investment includes purchase price, other costs directly attributable to the acquisition of the investment, and any direct investment into the associate or joint venture that forms part of the Group's equity investment. When the Group's share of losses of an associate or a joint venture exceeds the Group's interest in that associate or joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate or joint venture), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture. For this purpose, the Group's interest is the carrying amount of the investment under the equity method together with any other long-term interests that in substance form part of the Group's net investment in the associate or the joint venture.

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

3 Material accounting policies *(Continued)*

(e) Investments in associates and joint ventures *(Continued)*

An investment in an associate or a joint venture is accounted for using the equity method from the date on which the investee becomes an associate or a joint venture. On acquisition of the investment in an associate or a joint venture, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

The Group discontinues the use of the equity method from the date when the investment ceases to be an associate or a joint venture, or when the investment is classified as held for sale. Any interest retained in that former investee at the date when significant influence or joint control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset. The difference between the carrying amount of the associate or joint venture at the date the equity method was discontinued, and the fair value of any retained interest and any proceeds from disposing of a part interest in the associate or joint venture is included in the determination of the gain or loss on disposal of the associate or joint venture. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate or joint venture on the same basis as would be required if that associate or joint venture had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate or joint venture would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) when the equity method is discontinued.

The Group continues to use the equity method when an investment in an associate becomes an investment in a joint venture or an investment in a joint venture becomes an investment in an associate. There is no remeasurement to fair value upon such changes in ownership interests.

When the Group reduces its ownership interest in an associate or a joint venture but the Group continues to use the equity method, the Group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be reclassified to profit or loss on the disposal of the related assets or liabilities.

When a Group entity transacts with an associate or a joint venture of the Group, profits and losses resulting from the transactions with the associate or joint venture are recognised in the Group's consolidated financial statements only to the extent of interests in the associate or joint venture that are not related to the Group.

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

3 Material accounting policies *(Continued)*

(f) Revenue and other income

Income is classified by the Group as revenue when it arises from the sale of goods, the provision of services or the use by others of the Group's assets under leases in the ordinary course of the Group's business.

Revenue is recognised when control over a product or service is transferred to the customer, or the lessee has the right to use the asset, at the amount of promised consideration to which the Group is expected to be entitled, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

Where the contract contains a financing component which provides a significant financing benefit to the customer for more than 12 months, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction with the customer, and interest income is accrued separately under the effective interest method. Where the contract contains a financing component which provides a significant financing benefit to the Group, revenue recognised under that contract includes the interest expense accreted on the contract liability under the effective interest method. The Group takes advantage of the practical expedient in paragraph 63 of IFRS 15 and does not adjust the consideration for any effects of a significant financing component if the period of financing is 12 months or less.

Further details of the Group's revenue and other income recognition policies are as follows:

Revenue arising from the sale of properties is recognised when legal assignment is complete, which is the point in time when the customer has the ability to direct the use of the property and obtain substantially all of the remaining benefits of the property. Deposits and instalments received on properties sold prior to the date of revenue recognition are included in the statement of financial position under contract liabilities (see Note 3(n)).

When residential properties are marketed by the Group while the property is still under construction, the Group may offer a discount compared to the listed sales price, provided the customer agrees to pay the balance of the consideration early. In such cases, if the advance payments are regarded as providing a significant financing benefit to the Group, interest expense arising from the adjustment of time value of money will be accrued by the Group during the period between the payment date and the completion date of legal assignment. This accrual increases the balance of the contract liability during the period of construction, and therefore increases the amount of revenue recognised when control of the completed property is transferred.

Rental income receivable under operating leases is recognised in profit or loss in equal instalments over the periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the use of the leased asset. Lease incentives granted are recognised in profit or loss as an integral part of the aggregate net lease payments receivable. Variable lease payments that do not depend on an index or a rate are recognised as income in the accounting period in which they are earned.

Revenue from hotel accommodation, food and beverage sales and other ancillary services is recognised when the services are rendered.

Real estate agency service income and other service income is recognised when the services are provided.

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

3 Material accounting policies *(Continued)*

(f) Revenue and other income *(Continued)*

Interest income from a financial asset is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Dividend income from investments is recognised when the shareholders' rights to receive payment have been established.

(g) Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation. These include land held for a currently undetermined future use and property that is being constructed or developed for future use as investment property. Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at their fair values using the fair value model. Gains or losses arising from changes in the fair value of investment properties are included in profit or loss for the period in which they arise.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use or no future economic benefits are expected from its disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the profit or loss in the period in which the property is derecognised.

If an item of property, plant and equipment becomes an investment property because its use has changed as evidenced by end of owner-occupation, any difference between the carrying amount and the fair value of that item at the date of transfer is recognised in other comprehensive income and accumulated in revaluation reserve. On the subsequent sale or retirement of the asset, the relevant revaluation reserve will be transferred directly to retained profits.

Where properties held for sale transferred to investment properties when there is a change of intention to hold the property to earn rentals or/and capital appreciation, which is evidenced by the commencement of an operating lease to another party, any difference between the carrying amount and fair value of that item at the date of transfer is recognised in profit or loss.

(h) Property, plant and equipment

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any recognised impairment losses.

Properties in the course of construction for production, supply or administrative purpose are carried at cost, less any recognised impairment loss. Costs include professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

3 Material accounting policies *(Continued)*

(h) Property, plant and equipment *(Continued)*

Depreciation is recognised so as to write off the cost of items of property, plant and equipment, other than construction in progress, over their estimated useful lives after taking into account of their estimated residual values, using the straight-line method.

Where parts of an item of property, plant and equipment have different useful lives, the cost or valuation of the item is allocated on a reasonable basis between the parts and each part is depreciated separately. Both the useful life of an asset and its residual value, if any, are reviewed annually.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal or retirement of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in profit or loss in the period in which the item is derecognised.

(i) Intangible assets

Intangible assets acquired separately and with finite useful lives are carried at cost less accumulated amortisation and any accumulated impairment losses.

Amortisation for intangible assets with finite useful lives is recognised on a straight-line basis over their estimated useful lives. Any conclusion that the useful life of an intangible asset is indefinite is reviewed annually to determine whether events and circumstances continue to support the indefinite useful life assessment for that asset. If they do not, the change in the useful life assessment from indefinite to finite is accounted for prospectively from the date of change and in accordance with the policy for amortisation of intangible assets with finite lives as set out above.

(j) Leases

At inception of a contract, the Group assesses whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all of the economic benefits from that use.

(i) As a lessee

Where the contract contains lease component(s) and non-lease component(s), the Group has elected not to separate non-lease components and accounts for each lease component and any associated non-lease components as a single lease component for all leases.

At the lease commencement date, the Group recognises a right-of-use asset and a lease liability, except for short-term leases that have a lease term of 12 months or less and leases of low-value assets which, for the Group are primarily laptops and office furniture. When the Group enters into a lease in respect of a low-value asset, the Group decides whether to capitalise the lease on a lease-by-lease basis. The lease payments associated with those leases which are not capitalised are recognised as an expense on a systematic basis over the lease term.

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

3 Material accounting policies *(Continued)*

(j) Leases *(Continued)*

(i) As a lessee *(Continued)*

Where the lease is capitalised, the lease liability is initially recognised at the present value of the lease payments payable over the lease term, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, using a relevant incremental borrowing rate. After initial recognition, the lease liability is measured at amortised cost and interest expense is calculated using the effective interest method. Variable lease payments that do not depend on an index or rate are not included in the measurement of the lease liability and hence are charged to profit or loss in the accounting period in which they are incurred.

The right-of-use asset recognised when a lease is capitalised is initially measured at cost, which comprises the initial amount of the lease liability plus any lease payments made at or before the commencement date, and any initial direct costs incurred. Where applicable, the cost of the right-of-use assets also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, discounted to their present value, less any lease incentives received. The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses (see Notes 3(h) and 3(s)(ii)), except for the following types of right-of-use asset:

- right-of-use assets that meet the definition of investment property are carried at fair value.
- right-of-use assets related to interests in leasehold land where the interest in the land is held as inventory are carried at the lower of cost and net realisable value.

The initial fair value of refundable rental deposits is accounted for separately from the right-of-use assets. Any difference between the initial fair value and the nominal value of the deposits is accounted for as additional lease payments made and is included in the cost of right-of-use assets.

The lease liability is remeasured when there is a change in future lease payments arising from a change in an index or rate, or there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or there is a change arising from the reassessment of whether the Group will be reasonably certain to exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The lease liability is also remeasured when there is a change in the scope of a lease or the consideration for a lease that is not originally provided for in the lease contract ("lease modification") that is not accounted for as a separate lease. In this case the lease liability is remeasured based on the revised lease payments and lease term using a revised discount rate at the effective date of the modification.

In the consolidated statement of financial position, the current portion of long-term lease liabilities is determined as the present value of contractual payments that are due to be settled within twelve months after the reporting period.

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

3 Material accounting policies *(Continued)*

(j) Leases *(Continued)*

(ii) As a lessor

When the Group acts as a lessor, it determines at least inception whether each lease is a finance lease or an operating lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to the ownership of an underlying assets to the lessee. If this is not the case, the lease is classified as an operating lease.

When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis. The rental income from operating leases is recognised in accordance with Note 3(f).

When the Group is an intermediate lessor, the sub-leases are classified as a finance lease or as an operating lease with reference to the right-of-use asset arising from the head lease. If the head lease is a short-term lease to which the Group applies the exemption described in Note 3(j)(i), then the Group classifies the sub-lease as an operating lease.

(k) Freehold land held for future development

The freehold land held for future development represents parcels of land owned by the Group for the purpose of development of properties for sale. The freehold land is initially recognised at cost and not depreciated. It would be transferred to properties under development for sale upon commencement of the related construction work in property development project.

(l) Inventories

Inventories are assets which are properties under development for sale or held for sale in the ordinary course of business.

Inventories are carried at the lower of cost and net realisable value as follows:

— Property under development for sale

The cost of properties under development for sale comprises specifically identified cost, including the acquisition cost of interests in freehold and leasehold land, aggregate cost of development, materials and supplies, wages and other direct expenses, an appropriate proportion of overheads and borrowing costs capitalised (Note 3(u)). Net realisable value represents the estimated selling price less estimated costs of completion and costs to be incurred in selling the property.

— Completed property held for sale

The cost of completed properties held for sale comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. In the case of completed properties developed by the Group which comprise of multiple units which are sold individually, the cost of each unit is determined by apportionment of the total development costs for that development project to each unit on a per square foot basis, unless another basis is more representative of the cost of the specific unit. Net realisable value represents the estimated selling price less costs to be incurred in selling the property.

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

3 Material accounting policies *(Continued)*

(l) Inventories *(Continued)*

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised.

The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

(m) Other contract costs

Other contract costs are either the incremental costs of obtaining a contract with a customer or the costs to fulfil a contract with a customer which are not capitalised as inventory (see Note 3(l)), property, plant and equipment (see Note 3(h)) or intangible assets (see Note 3(i)).

Incremental costs of obtaining a contract are those costs that the Group incurs to obtain a contract with a customer that it would not have incurred if the contract had not been obtained e.g. an incremental sales commission. Incremental costs of obtaining a contract are capitalised when incurred if the costs relate to revenue which will be recognised in a future reporting period and the costs are expected to be recovered. Other costs of obtaining a contract are expensed when incurred.

Costs to fulfil a contract are capitalised if the costs relate directly to an existing contract or to a specifically identifiable anticipated contract; generate or enhance resources that will be used to provide goods or services in the future; and are expected to be recovered. Costs that relate directly to an existing contract or to a specifically identifiable anticipated contract may include direct labour, direct materials, allocations of costs, costs that are explicitly chargeable to the customer and other costs that are incurred only because the Group entered into the contract (for example, payments to sub-contractors). Other costs of fulfilling a contract, which are not capitalised as inventory, property, plant and equipment or intangible assets, are expensed as incurred.

Capitalised contract costs are stated at cost less accumulated amortisation and impairment losses. Impairment losses are recognised to the extent that the carrying amount of the contract cost asset exceeds the net of (i) remaining amount of consideration that the Group expects to receive in exchange for the goods or services to which the asset relates, less (ii) any costs that relate directly to providing those goods or services that have not yet been recognised as expenses.

Amortisation of capitalised contract costs is charged to profit or loss when the revenue to which the asset relates is recognised. The accounting policy for revenue recognition is set out in Note 3(f).

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

3 Material accounting policies *(Continued)*

(n) Contract liabilities

A contract liability is recognised when the customer pays non-refundable consideration before the Group recognises the related revenue (see Note 3(f)). A contract liability would also be recognised if the Group has an unconditional right to receive non-refundable consideration before the Group recognises the related revenue. In such cases, a corresponding receivable would also be recognised.

When the contract includes a significant financing component, the contract balance includes interest accrued under the effective interest method (see Note 3(f)).

(o) Trade and other receivables

A receivable is recognised when the Group has an unconditional right to receive consideration. A right to receive consideration is unconditional if only the passage of time is required before payment of that consideration is due. If revenue has been recognised before the Group has an unconditional right to receive consideration, the amount is presented as a contract asset.

Trade receivables that do not contain a significant financing component are initially measured at their transaction price. Trade receivables that contain a significant financing component and other receivables are initially measured at fair value plus transaction costs. All receivables are subsequently stated at amortised cost, using the effective interest method and including an allowance for expected credit losses (Note 3(s)(i)).

(p) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, property pre-sale held by solicitor that are held for meeting short-term cash commitments, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition.

(q) Trade and other payables

Trade and other payables are initially recognised at fair value. Subsequent to initial recognition, trade and other payables are stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at invoice amounts.

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

3 Material accounting policies (Continued)

(r) Other investments in equity securities

The Group's policies for investments in equity securities, other than investments in subsidiaries, associates and joint ventures, are set out below.

Investments in equity securities are recognised/derecognised on the date the Group commits to purchase/sell the investment. The investments are initially stated at fair value plus directly attributable transaction costs, except for those investments measured at fair value through profit or loss (FVPL) for which transaction costs are recognised directly in profit or loss. These investments are subsequently accounted for as follows, depending on their classification.

Equity investments

An investment in equity securities is classified as FVPL unless the equity investment is not held for trading purposes and on initial recognition of the investment the Group makes an irrevocable election to designate the investment at FVOCI (non-recycling) such that subsequent changes in fair value are recognised in other comprehensive income. Such elections are made on an instrument-by-instrument basis, but may only be made if the investment meets the definition of equity from the issuer's perspective. Where such an election is made, the amount accumulated in other comprehensive income remains in the fair value reserve (non-recycling) until the investment is disposed of. At the time of disposal, the amount accumulated in the fair value reserve (non-recycling) is transferred to retained earnings. It is not recycled through profit or loss. Dividends from an investment in equity securities, irrespective of whether classified as at FVPL or FVOCI, are recognised in profit or loss as other income in accordance with the policy set out in Note 3(f).

(s) Credit losses and impairment of assets

(i) Credit losses from financial instruments

The Group recognises a loss allowance for expected credit losses (ECLs) on financial assets measured at amortised cost and financial guarantee contracts. Other equity financial assets measured at fair value are not subject to the ECL assessment.

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all expected cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive).

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

3 Material accounting policies *(Continued)*

(s) Credit losses and impairment of assets *(Continued)*

(i) Credit losses from financial instruments *(Continued)*

Measurement of ECLs (Continued)

The expected cash shortfalls are discounted using the following discount rates where the effect of discounting is material:

- fixed-rate financial assets, trade and other receivables: effective interest rate determined at initial recognition or an approximation thereof;
- variable-rate financial assets: current effective interest rate.

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

In measuring ECLs, the Group takes into account reasonable and supportable information that is available without undue cost or effort. This includes information about past events, current conditions and forecasts of future economic conditions.

ECLs are measured on either of the following bases:

- 12-month ECLs: these are losses that are expected to result from possible default events within the 12 months after the reporting date; and
- lifetime ECLs: these are losses that are expected to result from all possible default events over the expected lives of the items to which the ECL model applies.

Loss allowances for trade receivables are always measured at an amount equal to lifetime ECLs. ECLs on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors and an assessment of both the current and forecast general economic conditions at the reporting date.

For all other financial instruments, the Group recognises a loss allowance equal to 12-month ECLs unless there has been a significant increase in credit risk of the financial instrument since initial recognition, in which case the loss allowance is measured at an amount equal to lifetime ECLs.

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

3 Material accounting policies (Continued)

(s) Credit losses and impairment of assets (Continued)

(ii) Credit losses from financial instruments (Continued)

Significant increases in credit risk

In assessing whether the credit risk of a financial instrument has increased significantly since initial recognition, the Group compares the risk of default occurring on the financial instrument assessed at the reporting date with that assessed at the date of initial recognition. In making this reassessment, the Group considers that a default event occurs when (i) the borrower is unlikely to pay its credit obligation to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or (ii) the financial asset is 90 days past due. The Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- failure to make payments of principal or interest on their contractually due dates;
- an actual or expected significant deterioration in a financial instrument's external or internal credit rating (if available);
- an actual or expected significant deterioration in the operating results of the debtor; and
- existing or forecast changes in the technological, market, economic or legal environment that have a significant adverse effect on the debtor's ability to meet its obligation to the Group.

Depending on the nature of the financial instruments, the assessment of a significant increase in credit risk is performed on either an individual basis or a collective basis. When the assessment is performed on a collective basis, the financial instruments are grouped based on shared credit risk characteristics, such as past due status and credit risk ratings.

ECLs are remeasured at each reporting date to reflect changes in the financial instrument's credit risk since initial recognition. Any change in the ECL amount is recognised as an impairment gain or loss in profit or loss. The Group recognises an impairment gain or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

3 Material accounting policies *(Continued)*

(s) Credit losses and impairment of assets *(Continued)*

(i) Credit losses from financial instruments *(Continued)*

Basis of calculation of interest income

Interest income recognised in accordance with Note 3(f) is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset.

At each reporting date, the Group assesses whether a financial asset is credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred. Evidence that a financial asset is credit-impaired includes the following observable events:

- significant financial difficulties of the debtor;
- a breach of contract, such as a default or past due event;
- it becoming probable that the borrower will enter into bankruptcy or other financial reorganisation;
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; or
- the disappearance of an active market for a security because of financial difficulties of the issuer.

Write-off policy

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off.

Subsequent recoveries of an asset that was previously written off are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

3 Material accounting policies (Continued)

(s) Credit losses and impairment of assets (Continued)

(ii) Impairment of other assets

Internal and external sources of information are reviewed at the end of each reporting period to identify indications that the following assets may be impaired or, except in the case of goodwill, an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment;
- intangible assets; and
- investments in subsidiaries, associates and joint ventures.

If any such indication exists, the asset's recoverable amount is estimated.

Calculation of recoverable amount

The recoverable amount of an asset is the greater of its fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit). A portion of the carrying amount of a corporate asset (for example, head office building) is allocated to an individual cash-generating unit if the allocation can be done on a reasonable and consistent basis, or to the smallest group of cash-generating units if otherwise.

Recognition of impairment losses

An impairment loss is recognised in profit or loss if the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit (or group of units) and then, to reduce the carrying amount of the other assets in the unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs of disposal (if measurable) or value in use (if determinable).

Reversals of impairment losses

In respect of assets other than goodwill, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not reversed.

A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

3 Material accounting policies *(Continued)*

(t) Interest-bearing borrowings

Interest-bearing borrowings are measured initially at fair value less transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method. Interest expense is recognised in accordance with the group's accounting policy for borrowing costs (Note 3(u)).

(u) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

(v) Foreign currencies

In preparing the financial statements of each individual Group entity, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. The transaction date is the date on which the entity initially recognises such non-monetary assets or liabilities. Exchange differences on monetary items are recognised in profit or loss in the period in which they arise.

For the purposes of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into Renminbi using exchange rates prevailing at the end of each reporting period. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity (attributed to non-controlling interests as appropriate).

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

3 Material accounting policies (Continued)

(w) Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit before taxation as reported in the consolidated statement of profit or loss and other comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax base used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, and interests in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities. Current and deferred tax is recognised in profit or loss, except when it relates to items that are recognised in other comprehensive income or directly in equity, in which case the current and deferred tax is also recognised in other comprehensive income or directly in equity respectively.

For the purposes of measuring deferred tax liabilities and deferred tax assets for investment properties that are measured using the fair value model in accordance with IAS 40 *Investment Property*, the carrying amounts of such properties are presumed to be recovered through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model of the Group whose business objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale. If the presumption is rebutted, deferred tax liabilities and deferred tax assets for such investment properties are measured in accordance with the above general principle set out in IAS 12 (i.e. based on the expected manner as to how the properties will be recovered).

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

3 Material accounting policies *(Continued)*

(x) Retirement benefit costs

Payments to defined contribution retirement benefits scheme under the state-managed retirement benefit scheme in the PRC are charged as an expense when employees have rendered service entitling them to the contributions.

(y) Share-based payment transactions

Equity-settled share-based payment transactions with employees

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity (share options reserve). At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the equity-settled employee benefits reserve.

When share options are exercised, the amount previously recognised in share options reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share options reserve will be transferred to retained profits.

(z) Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

3 Material accounting policies *(Continued)*

(aa) Provisions and contingent liabilities

Provisions are recognised when the Group has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

Where some or all of the expenditure required to settle a provision is expected to be reimbursed by another party, a separate asset is recognised for any expected reimbursement that would be virtually certain. The amount recognised for the reimbursement is limited to the carrying amount of the provision.

(bb) Non-current assets held for sale

A non-current asset (or disposal group) is classified as held for sale if it is highly probable that its carrying amount will be recovered through a sale transaction rather than through continuing use and the asset (or disposal group) is available for sale in its present condition. A disposal group is a group of assets to be disposed of together as a group in a single transaction, and liabilities directly associated with those assets that will be transferred in the transaction.

When the Group is committed to a sale plan involving loss of control of a subsidiary, all the assets and liabilities of that subsidiary are classified as held for sale when the above criteria for classification as held for sale are met, regardless of whether the Group will retain a non-controlling interest in the subsidiary after the sale.

Immediately before classification as held for sale, the measurement of the non-current assets (and all individual assets and liabilities in a disposal group) is brought up-to-date in accordance with the accounting policies before the classification. Then, on initial classification as held for sale and until disposal, the non-current assets (except for certain assets as explained below), or disposal groups, are recognised at the lower of their carrying amount and fair value less costs to sell. The principal exceptions to this measurement policy so far as the financial statements of the Group and the Company are concerned are deferred tax assets, assets arising from employee benefits, financial assets (other than investments in subsidiaries, associates and joint ventures) and investment properties. These assets, even if held for sale, would continue to be measured in accordance with the policies set out elsewhere in note 3.

Impairment losses on initial classification as held for sale, and on subsequent remeasurement while held for sale, are recognised in profit or loss. As long as a non-current asset is classified as held for sale, or is included in a disposal group that is classified as held for sale, the non-current asset is not depreciated or amortised.

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

3 Material accounting policies *(Continued)*

(cc) Related parties

- (a) A person, or a close member of that person's family, is related to the Group if that person:
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or the Group's parent.
- (b) An entity is related to the Group if any of the following conditions applies:
 - (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
 - (ii) One entity is an associate or a joint venture of the other entity (or an associate or a joint venture of a member of a group of which the other entity is a member).
 - (iii) Both entities are a joint venture of the same third party.
 - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
 - (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.
 - (vi) The entity is controlled or jointly controlled by a person identified in (a).
 - (vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
 - (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

4 Critical accounting judgements and key sources of estimation uncertainty

In the application of the Group's material accounting policies, which are described in Note 3, management is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

Going concern assumption

In the process of applying the Group's accounting policies, apart from those involving estimations, management has prepared the consolidated financial statements on the most important assumption that the Group will be able to operate as a going concern in the coming year, which is a critical judgement that has the most significant effect on the amounts recognised in the consolidated financial statements. The assessment of the going concern assumption involves making a judgement by the Directors, at a particular point of time, about the future outcome of events or conditions which are inherently uncertain. The Directors consider that the Group has the capability to continue as a going concern and the major events or conditions, which may give rise to business risks, that may individually or collectively cast a significant doubt upon the going concern assumption are set out in Note 3(a)(ii) to the consolidated financial statements.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The following are the other key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

(a) Valuation of investment properties

Investment properties are stated at fair value based on the valuation performed by an independent firm of professional valuers after taking into consideration the market evidences of transaction prices, and where appropriate, the rental income allowing for reversionary income potential.

In determining the fair value, the valuers have taken into consideration the market conditions existed at the end of each reporting period or where appropriate, a method of valuation where involves, inter alia, certain estimates including market prices, prevailing market rents for comparable properties in the same location and condition, appropriate discount rate and expected future market rents. In relying on the valuation report, the management has exercised their judgement and are satisfied that the method of valuation is reflective of the prevailing market conditions as at the end of each reporting period.

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

4 Critical accounting judgements and key sources of estimation uncertainty *(Continued)*

Going concern assumption *(Continued)*

(b) Write-down of properties under development for sale and completed properties held for sale

Management performs a regular review on the carrying amount of properties under development for sale and completed properties held for sale. Based on management's review, write-down will be made when the estimated net realisable value has declined below the carrying amount.

In determining the net realisable value, management refers to prevailing market data such as recent sales transactions as the basis for evaluation.

(c) Deferred tax assets

The realisability of the deferred tax assets mainly depends on whether sufficient future profits or taxable temporary differences will be available in the future. The Directors of the Company determine the deferred tax assets based on the enacted or substantially enacted tax rates and the best knowledge of profit projections of the Group for coming years during which the deferred tax assets are expected to be utilised. The Directors of the Company have reviewed the assumptions and profit projections at the end of the reporting period. In cases where the actual future profits generated are more or less than expected, an additional recognition or a reversal of deferred tax assets may arise, which would be recognised in the profit or loss for the period in which such a recognition or reversal takes place.

(d) Revenue recognition

Revenue from the sale of properties is recognised at a point in time when the buyers obtain control of the completed properties. Management makes judgement on when control of properties are transferred to customers.

(e) Provision for claims and litigations

The Group is the defendant in various litigation and arbitration cases for various reasons. Management assesses the likelihood of the outcome and estimated the probable charges the Group is liable to for each of the cases, taking into account of all available facts and circumstances and relevant legal advice. Such assessment involved significant management's judgement on the likelihood of the case outcome and estimate on the charges. Where the final outcomes of these cases are different from the amounts originally estimated and recorded by management, the differences will impact on the expenses in the period in which the differences realise.

(f) Impairment of financial assets

The loss allowances for loans to joint ventures and other financial assets are based on the credit risk of the respective financial instruments. Management uses judgement in making assumptions and estimations to estimate expected credit losses based on past history, existing market conditions and forward looking information at the end of each reporting period. The assessment involves a high degree of estimation and uncertainty about future economic conditions which might have a significant effect on debtors' business and creditworthiness. When the actual future cash flows are less than expected or more than expected, a material impairment loss or a material reversal if impairment loss may arise according.

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

5 Revenue and segment information

The Group's operating activities are attributable to a single reportable and operating segment focusing on (a) sale of properties, (b) property investment, (c) hotel operation, (d) real estate agency services and (e) other related services. The operating segment has been identified on the basis of internal management reports reviewed by the chief operating decision maker of the Group ("CODM"), Mr. Zhang Peng, who is the President of the Group. The CODM mainly reviews the revenue information on sales of properties from property development, leasing of properties from property investment, hotel operation, real estate agency services and other related services. However, other than revenue information, no operating results and other discrete financial information is available for the assessment of performance of the respective types of revenue. The CODM reviews the overall results and organization structure of the Group as a whole to make decision about resources allocation. Accordingly, no analysis of this single reportable and operating segment is presented.

Revenue represents the fair value of the consideration received or receivable.

An analysis of the Group's revenue by type is as follows:

	2023 RMB'000	2022 RMB'000
Revenue from contracts with customers within the scope of IFRS 15		
Sale of properties	5,621,762	5,441,643
Real estate agency services	22,168	58,961
Hotel operation	18,819	38,434
Others	9,991	24,776
	5,672,740	5,563,814
Revenue from other sources		
Rental income	31,006	40,051
	5,703,746	5,603,865

Substantially all of the revenue from sales of properties is recognised at a point in time.

Geographic information

The Group's operations are substantially located in the PRC, therefore, no geographical segment reporting is presented.

No revenue from transactions with single external customer amounted to 10% or more of the Group's revenue for the years ended 31 December 2023 and 2022.

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

6 Other income, gains and losses, net

	2023 RMB'000	2022 RMB'000
Interest income	19,082	10,320
Government grants (note a)	252	1,131
Net exchange loss (note b)	(119,804)	(845,588)
(Loss)/gain on disposal of associates	(23,800)	14
Loss on disposal of joint ventures	(416,972)	–
Loss on disposal of subsidiaries	(563,895)	(929,168)
Allowance for expected credit losses	(5,567,791)	(401,437)
Penalty, claims and litigations charges (note c)	(600,605)	(460,864)
Impairment on interests in joint ventures	(367,221)	–
Sundries	(48,176)	(23,750)
	(7,688,930)	(2,649,342)

Notes:

- (a) Government grants represent incentive subsidies from various PRC governmental authorities. There are no conditions or future obligations attached to these subsidies.
- (b) The net exchange loss for the years ended 31 December 2023 and 2022 mainly arose from retranslation of senior notes issued by the Company denominated in US\$ due to depreciation of RMB against US\$.
- (c) The Group is subject to various litigation and arbitration matters and the associated provisions are measured based on actual settlement, court order or best estimate of the consideration required to settle the claims at the end of the reporting period.

7 Finance expenses

	2023 RMB'000	2022 RMB'000
Interest on bank and other borrowings	(1,566,719)	(1,059,577)
Interest on senior notes and corporate bonds	(1,793,781)	(1,094,370)
	(3,360,500)	(2,153,947)
Less: Amount capitalised in properties under development for sale	507,547	1,778,254
	(2,852,953)	(375,693)

The borrowing costs have been capitalised at a rate of 2.8%–24.0% (2022: 4.4%–15.4%) per annum.

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

8 Income tax expense

	2023 RMB'000	2022 RMB'000
Current tax		
PRC Corporate Income Tax	(156,187)	(18,568)
Land Appreciation Tax ("LAT")	(435,681)	(188,704)
Deferred tax (Note 17)	235,247	(25,839)
Under provision of PRC Corporate Income Tax in respect of prior years	(1,888)	(5,055)
Income tax expense	(358,509)	(238,166)

In accordance with the Corporate Income Tax Law of the PRC, the income tax rate applicable to the Company's subsidiaries in the PRC is 25%.

The provision of LAT is estimated according to the requirements set forth in the relevant PRC tax laws and regulations. LAT has been provided on the appreciated amount at progressive rates ranging from 30% to 60%, with certain allowable exemptions and deductions.

Pursuant to the rules and regulations of BVI and the Cayman Islands, the Group is not subject to any income tax in BVI and the Cayman Islands. Taxation for overseas subsidiaries is charged at the appropriate current rates of taxation ruling in the relevant countries.

No provision for Hong Kong Profits Tax has been made as the income generated from the Group was neither arose in nor was derived from Hong Kong for the years ended 31 December 2023 and 2022.

The actual tax expense for the year can be reconciled to the loss before taxation per consolidated statement of profit or loss and other comprehensive income as follows:

	2023 RMB'000	2022 RMB'000
Loss before taxation	(15,529,378)	(4,666,803)
PRC Corporate Income Tax at 25%	3,882,344	1,166,701
Provision for LAT	(435,681)	(188,704)
Tax effect of LAT deductible for PRC Corporate Income Tax	108,920	47,176
Tax effect of share of results of associates	(372)	(535)
Tax effect of share of results of joint ventures	(8,544)	(49,504)
Tax effect of non-deductible expenses	(268,824)	(306,328)
Tax effect of non-taxable income	—	101,025
Tax effect of unused tax losses previously recognised	(114,959)	(44,270)
Tax effect of unused tax losses not recognised	(1,850,933)	(564,157)
Tax effect of unrecognised temporary difference	(1,668,572)	(394,515)
Under provision of PRC Corporate Income Tax in respect of prior years	(1,888)	(5,055)
Income tax expense	(358,509)	(238,166)

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

9 Loss for the year

	2023 RMB'000	2022 RMB'000
Loss for the year has been arrived at after charging:		
(a) Staff cost		
Salaries, wages and other benefits	206,369	283,688
Retirement benefit contributions	11,597	16,399
Share-based payment expenses (Note 35)	(3,590)	2,551
	214,376	302,638
(b) Other items		
Depreciation charge		
— owned property, plant and equipment	25,089	20,431
Amortisation of intangible assets	2,080	2,161
Auditors' remuneration		
— Audit services	6,500	9,000
— Non-audit services	150	150
Allowance for expected credit losses	5,567,791	401,437
Impairment on interests in joint ventures	367,221	—
Write-down of properties under development for sale and completed properties held for sale	2,843,102	1,186,765
Cost of completed properties sold	6,966,633	5,155,550

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

10 Directors' and employees' emoluments

	Directors' fee RMB'000	Basic salaries and allowance RMB'000	Bonus RMB'000	Retirement benefit contribution RMB'000	Share-based payment RMB'000	Total RMB'000
Year ended 31 December 2023						
Name of director						
Executive Directors						
Zhang Lei	-	844	-	16	141	1,001
Zhang Peng	-	834	-	112	141	1,087
Chen Yin	-	394	-	-	-	394
Non-executive Directors						
Tang Lunfei	-	-	-	-	-	-
Zeng Qiang	-	-	-	-	-	-
Independent non-executive Directors						
Cui Jian	227	-	-	-	-	227
Hui Chun Ho, Eric	227	-	-	-	-	227
Gao Zhikai	227	-	-	-	-	227
	681	2,072	-	128	282	3,163

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

10 Directors' and employees' emoluments (Continued)

	Directors' fee	Basic salaries and allowance	Bonus	Retirement benefit contribution	Share-based payment	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Year ended 31 December 2022						
Name of director						
Executive Directors						
Zhang Lei	–	777	–	32	256	1,065
Zhang Peng	–	1,192	–	178	256	1,626
Chen Yin	–	774	–	–	–	774
Non-executive Directors						
Fan Qingguo (resigned on 9 November 2022)	94	–	–	–	–	94
Chen Zhiwei (resigned on 24 March 2022)	–	–	–	–	–	–
Tang Lunfei (appointed on 24 March 2022)	–	–	–	–	–	–
Zeng Qiang	–	–	–	–	–	–
Independent non-executive Directors						
Cui Jian	223	–	–	–	–	223
Hui Chun Ho, Eric	223	–	–	–	–	223
Liu Jiaping (resigned on 9 November 2022)	86	–	–	–	–	86
Gao Zhikai	223	–	–	–	–	223
	849	2,743	–	210	512	4,314

Notes:

Mr. Zhang Lei was the Chairman of the Company and his emoluments disclosed above include those for services rendered by him as the Chairman during the year 2022. As at 9 November 2022, Mr. Zhang Lei resigned as the Chairman of the Company.

Mr. Zhang Peng is the Chairman and President of the Company and his emoluments disclosed above include those for services rendered by him as the President. As at 9 November 2022, Mr. Zhang Peng was appointed as the Chairman of the Company.

Mr. Chen Yin is the Chief Technology Officer of the Company and his emoluments disclosed above include those for services rendered by him as the Chief Technology Officer.

The share-based payments are estimated value of the share options granted to the Directors under the Company's share option scheme. The value of these share options is measured according to the Group's accounting policies for share-based payment transactions as set out in Note (3)(y) and, in accordance with that policy, includes adjustments to reverse amounts accrued in previous years where grants of equity instruments are forfeited prior to vesting.

No Directors waived any emoluments during the years ended 31 December 2023 and 2022.

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

10 Directors' and employees' emoluments (Continued)

Five highest paid individuals

The five highest paid individuals included 2 directors for the year ended 31 December 2023 (2022: 2 directors). The emoluments of the remaining 3 highest paid individuals for the year ended 31 December 2023 (2022: remaining 3 highest paid individuals) are as follows:

	2023 RMB'000	2022 RMB'000
Employees		
Basic salaries and allowances	2,331	2,595
Retirement benefit contributions	245	402
Share-based payment	56	142
	2,632	3,139

During the year, no emoluments were paid by the Group to the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

The emoluments of the remaining highest paid individuals are within the following bands:

	2023	2022
HK\$500,001 to HK\$1,000,000	2	–
HK\$1,000,001 to HK\$1,500,000	1	3

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

11 Losses per share

Diluted losses per share for the years ended 31 December 2023 and 2022 are the same with basic losses per share.

The calculation of the basic and diluted losses per share attributable to owners of the Company is based on the following data:

	2023 RMB'000	2022 RMB'000
Losses		
Losses for the purpose of calculating basic and diluted losses per share (loss for the year attributable to owners of the Company)	(14,312,777)	(4,453,718)
	2023 '000	2022 '000
Number of shares (basic and diluted)		
Weighted average number of ordinary shares in issue	2,794,994	2,794,994

Note: The computation of the diluted losses per share for the years ended 31 December 2023 and 2022 has not taken into consideration the outstanding shares options as they are antidilutive.

12 Investment properties

	Completed properties RMB'000
Fair value:	
At 1 January 2022	3,032,700
Net change in fair value recognised in profit or loss	(26,150)
Disposals	(244,000)
At 31 December 2022 and 1 January 2023	2,762,550
Net change in fair value recognised in profit or loss	(83,859)
Disposals	(258,291)
Disposal of subsidiaries	(42,900)
At 31 December 2023	2,377,500

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

12 Investment properties (Continued)

All of the Group's property interests held under operating leases to earn rentals are measured using the fair value model and are classified and accounted for as investment properties. The investment properties are all situated in the PRC. The lease terms of land on which the investment properties are situated range from 40 to 50 years.

The Group had pledged investment properties of RMB903,916,000 (2022: RMB1,724,794,000) as at 31 December 2023 to secure certain banking facilities granted to the Group as set out in Note 32.

The fair value of the Group's investment properties as at 31 December 2023 and 2022 has been arrived at on the basis of a valuation at each of those dates carried out by a firm of independent qualified professional valuers not connected to the Group, who have appropriate qualifications and recent experiences in the valuation of similar properties in the relevant locations. The Group's property manager and the chief financial officer have discussion with the surveyors on the valuation assumptions and valuation results when the valuation is performed at each annual reporting date.

In estimating the fair value, the Group uses market-observable data to the extent available.

Details of the Group's investment properties and information about the fair value hierarchy as at 31 December 2023 and 2022 are as follows:

	Fair value measurements as at 31 December 2023	Fair value as at 31 December 2023 RMB'000	Fair value as at 31 December 2022 RMB'000
Investment properties located in the PRC	Level 3	2,377,500	2,762,550

During the year ended 31 December 2023, there were no transfers into or out of Level 3 during the year (2022: Nil). The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

12 Investment properties (Continued)

The following table gives information about how the fair value of these investment properties are determined (in particular, the valuation techniques and inputs used).

Description	Valuation techniques	Significant unobservable inputs	Range	Relationship of unobservable inputs to fair value
Completed investment properties located in Beijing, Changsha, Nanchang, Jiujiang, Taiyuan, Huizhou, Foshan, Huzhou, Jinjiang and Xiantao, PRC (mainly retails)	Direct comparison approach and	Market unit sale price	RMB5,788 to RMB45,264 (2022: RMB4,412 to RMB48,463) per sqm.	The higher the market unit sale price, the higher the fair value.
	Investment approach	1. Capitalisation rate	4.25% to 6.5% (2022: 3.8% to 6.0%)	The higher the capitalisation rate, the lower the fair value.
		2. Unit rent of individual unit	RMB42 to RMB301 (2022: RMB48 to RMB352) per sqm. per month	The higher the unit rent, the higher the fair value.

The fair value of investment properties is determined using an open market value basis with reference to comparable sales transactions as identified in the relevant markets, and where appropriate, taking into account the fair market valuations using the investment approach whereby the valuation mainly made reference to lettings within the subject property as well as other relevant comparable rental evidences of properties of similar use type subject to appropriate adjustments including but not limited to location, accessibility, age, quality, maintenance standards, size, time, configuration and other factors.

Undiscounted lease payments under non-cancellable operating leases in place at the reporting date will be receivable by the Group in future periods as follows:

	At 31 December 2023 RMB'000	At 31 December 2022 RMB'000
Within one year	57,553	63,843
In the second to fifth year inclusive	136,875	147,646
After five years	71,460	98,498
	265,888	309,987

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

13 Property, plant and equipment

	Leasehold land and buildings RMB'000	Motor vehicles RMB'000	Electronic equipment and furniture RMB'000	Total RMB'000
Cost:				
At 1 January 2022	551,116	38,551	29,797	619,464
Additions	–	124	6	130
Disposal of subsidiaries	(424)	(67)	(685)	(1,176)
Disposals	(39,622)	(3,803)	(174)	(43,599)
At 31 December 2022 and 1 January 2023	511,070	34,805	28,944	574,819
Additions	54,828	1,097	317	56,242
Disposal of subsidiaries	(1,932)	(952)	(677)	(3,561)
Disposals	(14,105)	(722)	(159)	(14,986)
At 31 December 2023	549,861	34,228	28,425	612,514
Accumulated depreciation:				
At 1 January 2022	171,193	28,258	24,313	223,764
Charge for the year	16,054	2,897	1,480	20,431
Disposal of subsidiaries	–	(7)	(259)	(266)
Eliminated on disposals	(10)	(3,315)	(136)	(3,461)
Disposals	(28,281)	–	–	(28,281)
At 31 December 2022 and 1 January 2023	158,956	27,833	25,398	212,187
Charge for the year	20,771	2,786	1,532	25,089
Disposal of subsidiaries	(990)	(650)	(328)	(1,968)
Disposals	(4,910)	(631)	(1,204)	(6,745)
At 31 December 2023	173,827	29,338	25,398	228,563
Carrying amount:				
At 31 December 2023	376,034	4,890	3,027	383,951
At 31 December 2022	352,114	6,972	3,546	362,632

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

13 Property, plant and equipment (Continued)

The Group has pledged property, plant and equipment of RMB52,531,000 (2022: RMB151,992,000) at 31 December 2023 to secure certain banking and other facilities granted to the Group as set out in Note 32.

The above items of property, plant and equipment are depreciated using the straight-line method after taking into account of their estimated residual values at the following rates per annum:

Leasehold land and buildings	Over the shorter of unexpired lease term of land and 30 years
Leasehold land and buildings under the Scheme	1.5 to 15 years
Motor vehicles	19.0%
Electronic equipment and furniture	19.0%–31.7%

14 Interests in associates

Details of the Group's interests in associates are as follows:

	At 31 December 2023 RMB'000	At 31 December 2022 RMB'000
Share of net assets	28,028	44,558

The associates are accounted for using the equity method in these consolidated financial statements. None of the Group's associates is individually material.

Aggregate information of associates that are not individually material:

	2023 RMB'000	2022 RMB'000
Aggregate amounts of the Group's share of those associates' losses and total comprehensive income for the year	(1,486)	(2,139)

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

15 Interests in joint ventures and loans to joint ventures

Details of the Group's interests in joint ventures are as follows:

	At 31 December 2023 RMB'000	At 31 December 2022 RMB'000
Cost of investment in joint ventures	1,876,311	2,408,034
Share of post-acquisition profits and other comprehensive income	(202,714)	168,259
	1,673,597	2,576,293
Loans to joint ventures, gross	4,448,425	7,108,367
Less: Share of post-acquisition losses that are in excess of cost of the investments	(466,314)	(435,441)
Provision of impairment	(2,720,939)	–
	1,261,172	6,672,926

Loans to joint ventures are unsecured, interest free and have no fixed term of repayment as at December 2023 and 2022. All the loans to joint ventures are expected to be recovered after one year and, in substance, form part of the Group's net investments in these joint ventures.

Details of the Group's material joint venture as at 31 December 2023 are as follows:

Name of company	Place of establishment	Effective interests attributable to the Group		Principal activity
		2023	2022	
Guangzhou Jinyuan Taolue Investment Limited* ("Jinyuan Taolue") 廣州金源韜略投資有限公司	PRC	21.81%	21.81%	Property development

* The English name of the company which operate in the PRC are for reference only and has not been registered.

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

15 Interests in joint ventures and loans to joint ventures (Continued)

Summarised financial information of material joint venture

Summarised financial information in respect of the Group's material joint venture is set out below. The summarised financial information below represents amounts shown in the joint venture's unaudited financial statements prepared in accordance with IFRS Accounting Standards.

The joint venture is accounted for using the equity method in these consolidated financial statements.

Jinyuan Taolue

	At 31 December 2023 RMB'000	At 31 December 2022 RMB'000
Current assets	9,924,559	9,758,423
Non-current assets	476	399
Current liabilities	(366,267)	(13,877)
Non-current liabilities	(4,033,082)	(3,912,401)
Net assets	5,525,686	5,832,544
Attributable to equity shareholders	5,525,686	5,832,544
Non-controlling interest	–	–
The above amounts of assets and liabilities include the following:		
Cash and cash equivalents	97,687	137,477
Trade and other receivables	3,277,483	3,415,245
Properties under development for sale	6,457,656	6,197,582
Non-current financial liabilities	(4,031,654)	(3,912,401)
	2023 RMB'000	2022 RMB'000
Revenue	–	–
Loss and total comprehensive income for the year attributable to:		
Owners of the company	(306,858)	(82,017)
Non-controlling interest	–	–

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

15 Interests in joint ventures and loans to joint ventures (Continued)

Summarised financial information of material joint venture (Continued)

Jinyuan Taolue (Continued)

Reconciliation of the above summarised financial information to the carrying amount of the interest in Yango Yuegang recognised in the consolidated financial statements:

	At 31 December 2023 RMB'000	At 31 December 2022 RMB'000
Net assets of Jinyuan Taolue	5,525,686	5,832,544
Proportion of the Group's ownership interest in Jinyuan Taolue	21.81%	21.81%
Carrying amount of the Group's interest in Jinyuan Taolue	1,205,152	1,272,078

Aggregate information of joint ventures that are not individually material

	2023 RMB'000	2022 RMB'000
Aggregate carrying amount of individually immaterial joint ventures in the consolidated financial statements	468,445	1,304,215
Aggregate amounts of the Group's share of those joint ventures' profits/(losses) and total comprehensive income	32,751	(180,130)

16 Equity investments at fair value through other comprehensive income

	At 31 December 2023 RMB'000	At 31 December 2022 RMB'000
Equity securities designated at FVOCI — Unlisted equity securities	580	41,360

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

17 Deferred taxation

The following are the major deferred tax assets/(liabilities) recognised and movements thereon during the year:

	Investment properties RMB'000	Tax losses RMB'000	Allowance for expected credit losses and write-down of properties under development and completed properties held for sale RMB'000	LAT provision RMB'000	Temporary differences on property sales and cost of sales RMB'000	Properties under development for sale RMB'000	Others RMB'000	Total RMB'000
At 1 January 2022	(471,817)	235,813	122,441	183,251	816,378	(80,851)	(146,953)	658,262
(Charged)/credited to profit or loss (Note 8)	15,894	–	72,450	51,237	(216,775)	65,781	(14,426)	(25,839)
Disposal of subsidiaries	–	(14,247)	(15,854)	13,533	(175,822)	–	(2,194)	(194,584)
Fair value changes of equity investments at FVOCI	–	–	–	–	–	–	1,181	1,181
At 31 December 2022 and 1 January 2023	(455,923)	221,566	179,037	248,021	423,781	(15,070)	(162,392)	439,020
(Charged)/credited to profit or loss (Note 8)	70,643	(107,777)	426,557	(188,632)	(128,253)	99,408	63,301	235,247
Disposal of subsidiaries	1,418	(7,182)	–	8,605	(77,724)	–	4,623	(70,260)
Fair value changes of equity investments at FVOCI	–	–	–	–	–	–	(4,681)	(4,681)
At 31 December 2023	(383,862)	106,607	605,594	67,994	217,804	84,338	(99,149)	599,326

For the purpose of presentation in the consolidated statement of financial position, the following is the analysis of the deferred tax balances for financial reporting purpose:

	At 31 December 2023 RMB'000	At 31 December 2022 RMB'000
Deferred tax assets	1,063,212	918,404
Deferred tax liabilities	(463,886)	(479,384)
	599,326	439,020

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

17 Deferred taxation (Continued)

(a) Deferred tax assets not recognised

No deferred tax asset has been recognised in respect of the following unutilised tax losses due to the uncertainty of future profit streams. The unrecognised tax losses will expire in the following years:

	At 31 December 2023 RMB'000	At 31 December 2022 RMB'000
Expiring on:		
31 December 2023	–	46,846
31 December 2024	374,197	374,197
31 December 2025	433,433	433,433
31 December 2026	1,614,070	1,614,070
31 December 2027	2,271,584	2,271,584
31 December 2028	7,408,000	–
Total unutilised tax losses not recognised as deferred tax assets	12,101,284	4,740,130

(b) Deferred tax liabilities not recognised

Under the Corporate Income Tax Law of the PRC, withholding tax is imposed on dividends declared in respect of profits earned by the PRC subsidiaries from 1 January 2008 onwards. Deferred tax liabilities have not been provided for in the consolidated financial statements in respect of temporary differences attributable to retained profits of the PRC subsidiaries amounting to RMB6,168,286,000 (2022: RMB6,539,852,000) as at 31 December 2023, as the Company controls the dividend policy of these subsidiaries and it has been determined that it is probable that profits earned subsequent to 1 January 2008 will not be distributed in the foreseeable future.

18 Properties under development for sale

	At 31 December 2023 RMB'000	At 31 December 2022 RMB'000
At the beginning of the year	29,001,359	39,859,390
Additions	3,454,870	740,573
Transfer to properties held for sale upon completion	(10,653,024)	(1,084,360)
Disposal of subsidiaries	(2,868,632)	(9,922,184)
Total	18,934,573	29,593,419
Impairment write back on disposal of a subsidiary	75,452	69,910
Less: write-down	(2,494,737)	(661,970)
At the end of the year	16,515,288	29,001,359

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

18 Properties under development for sale (Continued)

	At 31 December 2023 RMB'000	At 31 December 2022 RMB'000
Cost of properties under development for sale	19,786,811	29,853,597
Less: write-down	(3,271,523)	(852,238)
Carrying amount	16,515,288	29,001,359

The properties under development for sale are located in the PRC with lease terms ranging from 40–70 years as at 31 December 2023 (2022: 40–70 years). The carrying amount of land use right included in properties under development for sale and completed properties held for sale is RMB6,514,093,000 (2022: RMB6,756,214,000).

The Group has pledged properties under development for sale of RMB9,361,477,000 at 31 December 2023 (2022: RMB9,853,302,000) to secure certain banking and other facilities granted to the Group as set out in Note 32.

As at 31 December 2023, properties under development for sale with carrying amount of RMB3,879,322,000 (2022: RMB21,101,329,000) are expected to be completed after twelve months from the end of the reporting period.

19 Completed properties held for sale

	At 31 December 2023 RMB'000	At 31 December 2022 RMB'000
Cost of completed properties held for sale	8,552,568	5,745,550
Less: write-down	(1,499,616)	(1,075,799)
Carrying amount	7,052,952	4,669,751

The Group's completed properties held for sale are situated in the PRC. As at 31 December 2023, completed properties held for sale of RMB1,282,800,000 (2022: RMB1,586,689,000) are pledged to secure certain banking and other facilities granted to the Group as set out in Note 32.

20 Contract liabilities

	At 31 December 2023 RMB'000	At 31 December 2022 RMB'000
Sales deposits	12,158,846	18,512,043

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

20 Contract liabilities (Continued)

Movements in contract liabilities

	2023 RMB'000	2022 RMB'000
Balance at 1 January	18,512,043	24,928,489
Revenue recognised during the year that was included in the contract liabilities at the beginning of the year	(4,878,514)	(4,758,578)
Disposal of subsidiaries	(2,230,331)	(6,729,330)
Sales deposits received	755,648	5,071,462
Balance at 31 December	12,158,846	18,512,043

The amount of sales deposits expected to be recognised as income after more than one year is RMB4,313,438,000 (2022: RMB13,995,700,000).

21 Trade and other receivables, deposits and prepayments

Trade receivables mainly are rental receivables and receivable from sale of properties.

	At 31 December 2023 RMB'000	At 31 December 2022 RMB'000
Trade receivables, net of allowance	390,210	336,931
Amounts due from non-controlling interests	1,855,795	2,935,863
Other receivables, net of allowance (note i)	5,405,263	2,678,712
Guarantee deposits for housing provident fund loans provided to customers (note ii)	51,941	45,110
Loans and receivables	7,703,209	5,996,616
Prepayments to suppliers of construction materials	1,150,782	646,865
Deposits paid for acquisition of land use rights	38,810	38,810
Prepaid taxation	1,138,205	1,477,783
	10,031,006	8,160,074

Notes:

- (i) The amount mainly included refundable deposits for property development projects, proceeds from pre-sales of properties deposited in accounts of local governments and related agencies and advances made to disposed subsidiaries.
- (ii) Guarantee deposits for housing provident fund loans provided to customers represent amounts placed with Housing Provident Fund Management Center, a state-owned organisation responsible for the operation and management of housing provident fund, to secure the housing provident fund loans provided to customers and will be refunded to the Group upon customers obtaining the individual property ownership certificate.

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

21 Trade and other receivables, deposits and prepayments (Continued)

The following is an ageing analysis of trade receivables based on due date for rental receivables and revenue recognition dates for receivables from properties sold net of allowance, at the end of each reporting period:

	At 31 December 2023 RMB'000	At 31 December 2022 RMB'000
Less than 1 year	109,976	56,896
1–2 years	21,836	38,825
More than 2 years and up to 3 years	258,398	241,210
	390,210	336,931

All of the above trade receivables are overdue rental receivables and receivables from properties sold but not impaired at the end of the reporting period. For the overdue rental receivables, the Group does not hold any collateral over those balances. For the receivables from properties sold, the Group holds the title of the property units as collateral over those balances.

Movements in the allowance for expected credit losses on trade receivables are set out as follows:

	2023 RMB'000	2022 RMB'000
At the beginning of the year	60,719	4,711
Provided during the year	–	56,008
At the end of the year	60,719	60,719

Movements in the allowance for expected credit losses on other receivables are set out as follows:

	2023 RMB'000	2022 RMB'000
At the beginning of the year	935,497	590,068
Provided during the year	2,457,809	345,429
Amounts written off as uncollectible	(154,854)	–
At the end of the year	3,238,452	935,497

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

22 Restricted cash

	At 31 December 2023 RMB'000	At 31 December 2022 RMB'000
Guarantee deposits for mortgage loans provided to customers (note i)	129,711	98,180
Guarantee deposits for construction of pre-sold properties (note ii)	248,086	917,605
Guarantee deposits for bank borrowings (Note 32)	13,190	12,112
Guarantee deposits for notes payable	86	–
Balance of restricted cash	391,073	1,027,897

Notes:

- (i) Guarantee deposits for mortgage loans provided to customers represent restricted cash placed with the banks to secure the mortgage guarantees provided to customers and will be released upon customers obtaining the individual property ownership certificate.
- (ii) In accordance with relevant documents issued by the PRC local State-Owned Land and Resource Bureau, certain property development companies of the Group are required to place the proceeds received from pre-sale of properties as guarantee deposits for construction of properties. The deposits can only be used to pay for construction costs and purchase of construction materials of the relevant projects when approvals are obtained from the PRC local State-Owned Land and Resource Bureau. Such guarantee deposits will be released according to the completion stage of the related pre-sold properties.

23 Bank balances and cash and other cash flow information

(a) Bank balances and cash

	At 31 December 2023 RMB'000	At 31 December 2022 RMB'000
Cash at bank and in hand	682,985	1,570,229
Less: Restricted cash	(391,073)	(1,027,897)
	291,912	542,332

Bank balances and cash comprise cash and short-term deposits held by the Group with an original maturity of three months or less.

The deposits bear variable rates at 0.01%–1.75% per annum as at 31 December 2023 (2022: 0.15%–1.95% per annum).

Bank balances and cash as at 31 December 2023 were mainly denominated in RMB which is not a freely convertible currency in the international market. The exchange rate of RMB is determined by the government of the PRC and the remittance of these funds out of the PRC is subject to exchange restrictions imposed by the government of the PRC.

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

23 Bank balances and cash and other cash flow information (Continued)

(b) Reconciliation of liabilities arising from financing activities

The table below details changes in the Group's liabilities from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are liabilities for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

	Bank and other borrowings RMB'000 (Note 27)	Senior notes RMB'000 (Note 28)	Corporate bonds RMB'000 (Note 29)	Amounts due to related parties RMB'000 (Note 36(b))	Amounts due to non-controlling interests RMB'000 (Note 25)	Accrued interest RMB'000	Total RMB'000
At 1 January 2023	11,193,428	10,216,355	753,111	1,940,988	1,758,203	309,069	26,171,154
Changes from financing cash flows:							
Repayments of bank borrowings	(143,908)	-	-	-	-	-	(143,908)
New other borrowings raised	185,000	-	-	-	-	-	185,000
Repayments of other borrowings	(639,775)	-	-	-	-	-	(639,775)
Advances from related parties	-	-	-	894,542	-	-	894,542
Repayments to related parties	-	-	-	(47,011)	-	-	(47,011)
Repayments to non-controlling interests	-	-	-	-	(38,980)	-	(38,980)
Advances from non-controlling interests	-	-	-	-	23,240	-	23,240
Interest paid	-	-	-	-	-	(121,409)	(121,409)
	10,594,745	10,216,355	753,111	2,788,519	1,742,463	187,660	26,282,853
Exchange adjustments	2,716	171,355	-	-	-	-	174,071
Other changes:							
Finance costs	-	1,725,208	68,574	-	-	1,059,171	2,852,953
Amount capitalised in properties under development for sale	-	-	-	-	-	507,547	507,547
Senior notes restructuring (Note 28)	-	(144,066)	-	-	-	-	(144,066)
Non-cash transaction	335,070	-	-	(886,637)	(27,142)	(511,329)	(1,090,038)
Disposal of subsidiaries	(771,464)	-	-	-	(199,101)	(45,652)	(1,016,217)
Total other changes	(436,394)	1,581,142	68,574	(886,637)	(226,243)	1,009,737	1,110,179
At 31 December 2023	10,161,067	11,968,852	821,685	1,901,882	1,516,220	1,197,397	27,567,103

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

23 Bank balances and cash and other cash flow information (Continued)

(b) Reconciliation of liabilities arising from financing activities (Continued)

	Bank and other borrowings RMB'000 (Note 27)	Senior notes RMB'000 (Note 28)	Corporate bonds RMB'000 (Note 29)	Amounts due to related parties RMB'000 (Note 36(b))	Amounts due to non- controlling interests RMB'000 (Note 25)	Accrued interest RMB'000	Total RMB'000
At 1 January 2022	15,356,914	8,478,681	710,812	1,969,654	1,972,008	541,372	29,029,441
Changes from financing cash flows:							
New bank borrowings raised	1,750	-	-	-	-	-	1,750
Repayments of bank borrowings	(778,149)	-	-	-	-	-	(778,149)
New other borrowings raised	514,050	-	-	-	-	-	514,050
Repayments of other borrowings	(1,336,559)	-	-	-	-	-	(1,336,559)
Repayments of senior notes	-	(159,601)	-	-	-	-	(159,601)
Advances from related parties	-	-	-	238,788	-	-	238,788
Repayments to related parties	-	-	-	(262,057)	-	-	(262,057)
Repayments to non-controlling interests	-	-	-	-	(287,548)	-	(287,548)
Advances from non-controlling interests	-	-	-	-	280,147	-	280,147
Interest paid	-	-	-	-	-	(756,715)	(756,715)
	13,758,006	8,319,080	710,812	1,946,385	1,964,607	(215,343)	26,483,547
Exchange adjustments	19,595	790,846	-	-	-	-	810,441
Other changes:							
Finance costs	2,734	35,115	42,299	-	-	295,545	375,693
Amount capitalised in properties under development for sale	-	-	-	-	-	1,778,254	1,778,254
Senior notes restructuring (Note 28)	-	1,071,314	-	-	-	(1,568,369)	(497,055)
Non-cash transaction	(583,967)	-	-	(5,397)	13,866	19,434	(556,064)
Disposal of subsidiaries	(2,240,940)	-	-	-	(220,270)	(452)	(2,461,662)
Classified as held for sale	238,000	-	-	-	-	-	238,000
Total other changes	(2,584,173)	1,106,429	42,299	(5,397)	(206,404)	524,412	(1,122,834)
At 31 December 2022	11,193,428	10,216,355	753,111	1,940,988	1,758,203	309,069	26,171,154

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

24 Disposal of subsidiaries

During the year ended 31 December 2023, the Group entered into a number of equity transfer agreements with various third parties to dispose certain subsidiaries and lost control of some other subsidiaries as a result of their deregistration and liquidation.

The carrying amount of the assets and liabilities on the dates of disposal in aggregation were as follows:

	Total RMB'000
Investment properties	42,900
Property, plant and equipment	1,593
Intangible assets	22
Interests in associates	15,044
Interests in joint ventures	20,820
Properties under development for sale and completed properties held for sale	3,279,906
Other inventories and contract costs	56
Trade and other receivables, deposits and prepayments	1,375,041
Bank balances and cash	159,964
Deferred tax assets net of deferred liabilities	70,260
Trade and other payables, deposits received and accrued charges	(1,295,440)
Contract liabilities	(2,230,331)
Bank and other borrowings	(771,464)
Taxation payable	(1,344)
Net assets disposed	667,027
Less: non-controlling interests	(53,405)
Net assets attributable to the Group disposed	613,622
Total consideration	49,727
Net loss on disposal of subsidiaries	(563,895)
	Total RMB'000
Cash consideration received	23,000
Less: Cash and cash equivalents disposed of	(159,964)
Net cash outflows of cash and cash equivalents in respect of the disposal of subsidiaries	(136,964)

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

24 Disposal of subsidiaries (Continued)

During the year ended 31 December 2022, the Group entered into a number of equity transfer agreements with various third parties to dispose certain subsidiaries and lost control of a subsidiary as a result from a legal proceeding in relation to overdue borrowings.

The carrying amount of the assets and liabilities on the dates of disposal in aggregation were as follows:

	Total RMB'000
Property, plant and equipment	910
Properties under development for sale and completed properties held for sale	9,932,112
Trade and other receivables, deposits and prepayments	3,204,551
Bank balances and cash	1,076,656
Deferred tax assets net of deferred tax liabilities	194,584
Trade and other payables, deposits received and accrued charges	(3,338,808)
Contract liabilities	(6,729,330)
Bank and other borrowings	(2,240,940)
Taxation payable	(68,230)
Net assets disposed	2,031,505
Less: non-controlling interests	(384,700)
Net assets attributable to the Group disposed	1,646,805
Total consideration	717,637
Net loss on disposal of subsidiaries	(929,168)

Total consideration comprises cash consideration of RMB917,991,000, waiver of amounts due by the Group to the disposed subsidiaries of RMB159,211,000 and waiver of amounts due by the disposed subsidiaries to the Group of RMB359,565,000. An analysis of the cash flows of cash and cash equivalents in respect of the disposal of subsidiaries is as follows:

	Total RMB'000
Cash consideration received	10,000
Less: Cash and cash equivalents disposed of	(1,076,656)
Net cash outflows of cash and cash equivalents in respect of the disposal of subsidiaries	(1,066,656)

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

25 Trade and other payables, deposits received and accrued charges

	At 31 December 2023 RMB'000	At 31 December 2022 RMB'000
Trade payables (note i)	4,553,148	1,855,824
Accrued expenditure on construction (note i)	1,924,750	3,368,932
Amounts due to non-controlling interests	1,516,220	1,758,203
Accrued interests	1,197,397	309,069
Accrued payroll	43,736	20,367
Dividend payable	3,212	3,166
Provision for claims and litigations (note iii)	765,028	497,108
Other payables (note ii)	5,271,646	2,735,441
Financial liabilities measured at amortised cost	15,275,137	10,548,110
Other tax payables	671,148	133,681
	15,946,285	10,681,791

Notes:

- (i) The following is an ageing analysis of trade payables based on invoice date at the end of the reporting period:

	At 31 December 2023 RMB'000	At 31 December 2022 RMB'000
Less than 1 year	2,955,861	283,092
1 to 2 years	142,289	250,422
More than 2 years and up to 3 years	1,454,998	1,322,310
	4,553,148	1,855,824

Accrued expenditure on construction comprise construction costs and other project-related expenses which are payable based on project progress measured by the Group. Therefore, no ageing analysis is presented.

- (ii) Other payables mainly included deposits from customers and cash advanced from potential equity investment partners.
- (iii) Movements in provision for claims and litigations:

	RMB'000
At 1 January 2023	497,108
Charged to profit or loss	600,605
Utilised	(332,685)
At 31 December 2023	765,028

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

26 Taxation payable

	At 31 December 2023 RMB'000	At 31 December 2022 RMB'000
LAT payable	2,389,843	2,078,255
PRC Corporate Income Tax payable	1,608,726	1,614,536
	3,998,569	3,692,791

27 Bank and other borrowings

	At 31 December 2023 RMB'000	At 31 December 2022 RMB'000
Bank loans, secured	1,987,587	2,646,775
Other loans, secured	8,173,480	8,546,653
	10,161,067	11,193,428

The borrowings are repayable:

	At 31 December 2023 RMB'000	At 31 December 2022 RMB'000
Within one year or on demand	7,695,497	10,153,156
More than one year, but not exceeding two years	1,092,390	121,500
More than two years, but not exceeding five years	1,158,788	857,910
More than five years	214,392	60,862
	10,161,067	11,193,428
Less: Amount due within one year shown under current liabilities	(7,695,497)	(10,153,156)
Amount due after one year	2,465,570	1,040,272

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

27 Bank and other borrowings (Continued)

	At 31 December 2023 RMB'000	At 31 December 2022 RMB'000
Analysis of borrowings by currency		
— Denominated in RMB	9,998,165	11,033,242
— Denominated in US\$	162,902	160,186
	10,161,067	11,193,428

Certain bank and other loans as at the end of the reporting period were secured by the pledge of assets as set out in Note 32.

Borrowings include RMB1,057,189,000 (2022: RMB2,265,799,000) variable rate borrowings which bear interest ranging from 2.8% to 10.6% (2022: 5.5% to 11.8%) per annum as at 31 December 2023, and exposed the Group to cash flow interest rate risk. The remaining borrowings are arranged at fixed rate, the effective interest rates ranged from 4.2% to 24.0% (2022: 4.4% to 15.4%) per annum as at 31 December 2023, and exposed the Group to fair value interest rate risk.

The Group breached certain covenants relating to bank and other borrowings which were repayable after one year of RMB761,462,000 (2022: RMB1,537,936,000) according to the original repayment schedules, and these borrowings became repayable on demand as at 31 December 2023. As a result, these bank and other borrowings were classified as current liabilities as at 31 December 2023. Moreover, bank and other borrowings of RMB5,931,603,000 (2022: RMB4,080,315,000) were defaulted of repayments as at 31 December 2023.

28 Senior notes

The movements of senior notes during the year are set out below:

	At 31 December 2023 RMB'000	At 31 December 2022 RMB'000
Carrying amount at the beginning of the year	10,216,355	8,478,681
Interests charged	1,723,543	1,568,369
Gain on restructuring	(144,066)	(497,055)
Exchange loss	171,355	790,846
Other finance costs	1,665	35,115
Cash redemption	—	(159,601)
Carrying amount at the end of the year	11,968,852	10,216,355
Less: Current portion of senior notes	(1,997,077)	(539,484)
Long term portion of senior notes	9,971,775	9,676,871

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

28 Senior notes (Continued)

On 30 December 2022, the Company restructured all of its senior notes. The old senior notes were cancelled and new senior notes had been issued by the Group to replace the old senior notes. The new senior notes consisted of five tranches maturing from 2023 to 2027. The new senior notes are listed on the Singapore Stock Exchange and guaranteed by certain of the Company's subsidiaries. The guarantees are effectively subordinated to the other secured obligations of each guarantor, to the extent of the value of assets serving as security. The interest is payable semi-annually and the Group can elect a paid-in-kind option for its interest payment for the first 2 years, which will be capitalised into the principal amount and the interest rate per annum will be increased by 2%. The first tranches of new senior notes of US\$80,000,000 (the "2023 Notes") would become due on 30 December 2023.

In December 2023, the Company obtained the requisite consents in respect of each tranche of the senior notes that are necessary for the proposed amendments to each of the indentures. The proposed amendments is to (a) in respect of the 2023 Notes, add a redemption option in the 2023 Notes indenture to allow the Company to redeem all the 2023 Notes with the paid-in-kind payment (the "2023 New Notes") and (b) in respect of the other four tranches of the senior notes maturing from 2024 to 2027, amend the interest payment provisions and certain other provisions in each of the indentures.

On 29 December 2023, all the 2023 Notes were redeemed by the Company and the redemption price was paid in kind with the 2023 New Notes in an aggregate principal amount of US\$85,667,000. The 2023 New Notes would become due on 28 December 2024.

As at 31 December 2023, the details of the senior notes are as follows:

	Principal US\$'000	Interest rate per annum (Cash/Payment-in-kind)	Maturity
2023 New Notes	85,667	7.0%/9.0%	28 December 2024
2024 Notes	196,299	8.0%/10.0%	30 December 2024
2025 Notes	328,968	9.0%/11.0%	30 December 2025
2026 Notes	440,832	9.0%/11.0%	30 December 2026
2027 Notes	640,018	9.0%/11.0%	30 December 2027
	1,691,784		

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

28 Senior notes (Continued)

As at 31 December 2022, the details of the senior notes are as follows:

	Principal	Interest rate per annum (Cash/Payment-in-kind)	Maturity
	US\$'000		
2023 Notes	80,000	7.0%/9.0%	30 December 2023
2024 Notes	180,000	8.0%/10.0%	30 December 2024
2025 Notes	300,000	9.0%/11.0%	30 December 2025
2026 Notes	400,000	9.0%/11.0%	30 December 2026
2027 Notes	583,800	9.0%/11.0%	30 December 2027
	1,543,800		

The fair value of the senior notes as at 31 December 2023 amounted to US\$1,386,752,000 (approximately RMB9,821,948,000) (31 December 2022: US\$617,200,000 (approximately RMB4,298,551,000)). The fair value is determined by reference to the price quotations published by a third party platform on the last trading date of the year ended 31 December 2023 and is within level 1 of the fair value hierarchy.

Under the indentures governing the 2023 New Notes and the 2024 Notes, all outstanding principal amount of such senior notes and any accrued but unpaid interest thereon fell due on 28 December 2024 and 30 December 2024, respectively. As at 31 December 2024, the outstanding principal amounts (including the accrued but unpaid interest thereon) of the 2023 New Notes and the 2024 Notes were US\$93,486,000 (approximately RMB672,062,000) and US\$216,271,000 (approximately RMB1,554,752,000), respectively. Additionally, interest was payable in respect of each of the 2025 Notes, the 2026 Notes and the 2027 Notes on the interest payment date of 30 December 2024 of an aggregate amount of US\$126,884,000 (approximately RMB912,156,000). Owing to the Group's liquidity issues arising from the adverse impact of the PRC real estate industry environment, the repayment arrangement of the principal amounts of the 2023 New Notes and the 2024 Notes and the accrued but unpaid interest thereon as well as the interest in respect of the 2025 Notes, the 2026 Notes and the 2027 Notes was not met on the respective due dates and up to the date of approval of these consolidated financial statements.

Subsequently, the Group did not make the payment for the interests in respect of the 2025 Notes, the 2026 Notes and the 2027 Notes of an aggregate amount of US\$63,442,000 (approximately RMB454,505,000) on the due date of 30 June 2025 and up to the date of approval of these consolidated financial statements.

As a result of the default in payments of the principal amounts and interests subsequent to 31 December 2023 as explained above, the senior noteholders have a right to at any time require the senior notes to be immediately redeemed. If any of the senior noteholders request immediate redemption of any of the senior notes and the Group cannot fulfill the request, the senior noteholders are entitled to execute the guarantee to recover their investments. As at the date of approval of these consolidated financial statements, the senior notes continue to be in default and senior noteholders have not exercised their right to require immediate redemption of the senior notes.

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

29 Corporate bonds

On 30 July 2019, the Group issued corporate bonds to the public with aggregate nominal value of RMB880,000,000 at 98.7% of the principal amount which carry fixed interest of 7.8% per annum (interest payable annually in arrears) and would be due on 30 July 2022. The Group made partial redemption during 2021. In July 2022, the Group reached an agreement with the bondholders to extend the maturity to 30 July 2023. In July 2023, the Group reached an agreement with the bondholders pursuant to which the repayment date of the corporate bonds was extended to 30 October 2023. Subject to approval of the bondholders every 3 months, the corporate bonds' maturity can be extended up to 30 July 2024.

In July 2024, the Group reached another agreement with the bondholders to extend the repayment date to 31 January 2025. Subject to approval of the bondholders, the corporate bonds' maturity can be extended to 30 July 2025.

In July 2025, the Group reached another agreement with the bondholders to extend the repayment date to 31 January 2026. Subject to approval of the bondholders, the corporate bonds' maturity can be extended to 30 July 2026.

30 Share capital

	Number of shares '000	Amount US\$'000	Equivalent to RMB'000
Ordinary shares of US\$0.01 each			
Authorised:			
At 1 January 2022, 31 December 2022, 1 January 2023 and 31 December 2023	8,000,000	80,000	524,014
Issued and fully paid:			
At 1 January 2022, 31 December 2022, 1 January 2023 and 31 December 2023	2,794,994	27,941	175,693

There is no dividend declared and paid during the year. Dividends payable to owners of the Company attributable to the previous financial year, approved and paid during the year.

	2023 RMB'000	2022 RMB'000
Final dividend in respect of previous financial year, approved and paid during the year, of HK\$nil cents per share (2022: HK\$nil cents per share)	—	—

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

31 Retirement benefit plans

According to the relevant laws and regulations of the PRC, the Company's PRC subsidiaries are required to participate in a defined contribution retirement scheme administrated by the local municipal government. The Company's PRC subsidiaries contribute funds which are calculated at a certain percentage of the average employee salary as agreed by local municipal government to the scheme to fund the retirement benefits of the employees. The principal obligation of the Group with respect to the retirement benefit scheme is to make the required contributions under the scheme.

The Group also operates a Mandatory Provident Fund Scheme ("the MPF scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees employed under the jurisdiction of the Hong Kong Employment Ordinance and not previously covered by the defined benefit retirement plan. The MPF scheme is a defined contribution retirement plan administered by independent trustees. Under the MPF scheme, the employer and its employees are each required to make contributions to the plan at 5% of the employees' relevant income, subject to a cap of monthly relevant income of HK\$30,000. Contributions to the plan vest immediately.

32 Pledge of assets

The carrying amount of the following assets of the Group were pledged to secure certain banking and other facilities granted to the Group and mortgage loans granted to purchasers of sold properties at the end of reporting period:

	At 31 December 2023 RMB'000	At 31 December 2022 RMB'000
Investment properties	903,916	1,724,794
Properties under development for sale	9,361,477	9,853,302
Completed properties held for sale	1,282,800	1,586,689
Property, plant and equipment	52,531	151,992
Equity interests in joint ventures	1,204,895	13,292
Restricted cash	13,190	12,129
Guarantee deposits for housing provident fund loans provided to customers	4,517	45,110
	12,823,326	13,387,308

In addition to the above, the group entities' equity interests in certain subsidiaries of an aggregate amount of RMB1,966,005,000 (2022: RMB1,917,568,000) were also pledged to secure certain banking and other facilities granted to the Group.

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

33 Capital commitments

At the end of the reporting period, the Group had the following commitments:

	At 31 December 2023 RMB'000	At 31 December 2022 RMB'000
Contracted but not provided for in the consolidated financial statements:		
Expenditure in respect of properties under development for sale	9,370,829	14,254,047

34 Contingent liabilities and financial guarantee contracts

The Group has provided guarantees in respect of mortgage facilities granted by certain banks in connection with the mortgage loans entered into by purchasers of the Group's properties. Pursuant to the terms of the guarantees, if there is a default of the mortgage payments by these purchasers, the Group will be responsible for repaying the outstanding mortgage loans together with accrued interests thereon and any penalty owed by the defaulted purchasers to the banks. The Group is then entitled to take over the legal title of the related properties. The guarantee period commences from the date of grant of the mortgage loan and ends after the purchaser has obtained the individual property ownership certificate. In the opinion of the Directors of the Company, the fair value of guarantee contracts is insignificant at initial recognition. Also, no provision for the guarantee contracts at the end of the reporting period is recognised as the default risk is considered low.

The amounts of the outstanding guarantees given to banks for mortgage facilities at the end of the reporting period are as follows:

	At 31 December 2023 RMB'000	At 31 December 2022 RMB'000
Mortgage guarantees	16,266,436	17,688,867

Additionally, a subsidiary of the Company has issued joint guarantee in respect of banking facility made by a bank to a joint venture. In December 2021, due to the delay of a construction project, the facility became overdue and the bank filed a claim against the joint venture and guarantors which include the subsidiary of the Company. The Directors of the Company do not consider it is probable that a claim will be made against the Group under the guarantee as the joint venture has sufficient assets to settle the amount. The maximum liability of the Group at the end of the reporting period under the guarantee issued is the outstanding amount of the banking facility utilised by the joint venture of RMB1,046,388,000 (2022: RMB1,125,000,000).

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

34 Contingent liabilities and financial guarantee contracts *(Continued)*

As at 31 December 2023, the Group was the defendant in various on-going litigation and arbitration cases primarily initiated by its creditors, in most of the cases the creditors demanded immediate repayment of the amounts owed to them, together with an interest and/or a penalty as compensation. The management of the Group assessed the likelihood of the outcome and estimated the probable compensation the Group is liable to for each of these cases, taking into account of all available facts and circumstances and relevant legal advice. Based on the result of those assessments, the management of the Group accrued compensation amounted to RMB765,028,000 as provision for claims and litigations in the consolidated financial statements as at 31 December 2023 (2022: RMB497,108,000).

35 Share-based payment transactions

Pursuant to the share option scheme (the "Share Option Scheme") adopted by the Company on 14 June 2013, the board of directors of the Company (the "Board") may grant share options to eligible participants entitling to subscribe for a total up to 279,084,340 shares, representing 10.0% of the total number of issued shares as at the date on which the resolution regarding the refreshment of the scheme mandate limit under the Share Option Scheme was passed at the annual general meeting held on 18 June 2019, being 2,790,843,400 shares.

The maximum entitlement of each participant under the scheme in any 12-month period up to the date of grant shall not exceed 1.0% of the shares in issue as of the date of grant. The exercise price of the options shall be at least the highest of: (a) the official closing price of the shares of the Company as stated in the daily quotation sheets of the Stock Exchange on the date of grant; (b) the average of the official closing price of the shares of the Company as stated in the daily quotation sheets of the Stock Exchange for the 5 business days immediately preceding the date of grant; and (c) the nominal value of a share.

At 31 December 2023, the number of shares in respect of which options has been granted and remained outstanding under the Share Option Scheme was 26,775,000 (31 December 2022: 38,375,000), representing 1.0% (31 December 2022: 1.4%) of the shares of the Company in issue at that date.

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

35 Share-based payment transactions *(Continued)*

The details of the options granted are as follows:

	Number of options	Vesting period	Contractual life of options
Share options granted to directors			
On 7 July 2020	9,800,000	25% from the date of grant to 7 July 2021	5 years
		25% from the date of grant to 7 July 2022	5 years
		25% from the date of grant to 7 July 2023	5 years
		25% from the date of grant to 7 July 2024	5 years
Share options granted to employees			
On 7 July 2020	38,000,000	25% from the date of grant to 7 July 2021	5 years
		25% from the date of grant to 7 July 2022	5 years
		25% from the date of grant to 7 July 2023	5 years
		25% from the date of grant to 7 July 2024	5 years
Total share options	47,800,000		
Exercisable at 31 December 2022	8,750,000		
Exercisable at 31 December 2023	6,850,000		

The exercise of the share options by the eligible directors and employees is conditional upon the fulfilment of certain financial indicators as set out by the Company.

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

35 Share-based payment transactions (Continued)

The following table discloses movements of the Company's share options held by directors and employees during the years ended 31 December 2023 and 2022:

Option type	Exercise price	Outstanding at 1 January 2023	Forfeited during the year	Expired during the year	Outstanding at 31 December 2023
2020	HK\$1.100	38,375,000	(11,600,000)	–	26,775,000
		38,375,000	(11,600,000)	–	26,775,000

Option type	Exercise price	Outstanding at 1 January 2022	Forfeited during the year	Expired during the year	Outstanding at 31 December 2022
2020	HK\$1.100	42,300,000	(1,125,000)	(2,800,000)	38,375,000
		42,300,000	(1,125,000)	(2,800,000)	38,375,000

Note: The weighted average share price at the date of exercise for share options exercised during the year is nil (2022: nil).

The Group recognised a reversal of expense of RMB3,590,000 (2022: an expense of RMB2,551,000) for the year ended 31 December 2023 in relation to share options under the Share Option Scheme granted by the Company.

Share options were granted under a service condition. This condition has not been taken into account in the grant date fair value measurement of the services received. There were no market conditions associated with the share option grants.

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

36 Related party balances and transactions

- (a) At the end of the reporting period, the Group has amounts receivable from the following related parties and the details are set out below:

	At 31 December 2023 RMB'000	At 31 December 2022 RMB'000
Amount due from companies controlled by Mr. Zhang Lei	11,427	15,797
Amount due from companies controlled by Mr. Zhang Peng	15,877	14,586
Amounts due from associates	6,145	72,018
Amounts due from joint ventures and their subsidiaries	6,656	210,920
Total non-trade balance (note i)	40,105	313,321
Amount due from companies controlled by Mr. Zhang Lei	17,792	12,153
Amount due from companies controlled by Mr. Zhang Peng	27,461	8,575
Amounts due from joint ventures and their subsidiaries	587,708	406,322
Total trade balance (note ii)	632,961	427,050
	673,066	740,371
Loans to joint ventures (note iii)	1,261,172	6,672,926

Notes:

- (i) Balances as at 31 December 2023 and 2022 are of non-trade in nature, unsecured, interest free and repayable on demand.
- (ii) Trade receivables from related parties as at 31 December 2023 and 2022 are unsecured, interest free and repayable on demand. The following is an ageing analysis based on invoice date which approximated the revenue recognition date, at the end of each reporting period:

	At 31 December 2023 RMB'000	At 31 December 2022 RMB'000
Less than 1 year	23,052	24,684
1–2 years	609,909	402,366
	632,961	427,050

- (iii) The terms of loans to joint ventures are disclosed in Note 15.

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

36 Related party balances and transactions (Continued)

- (b) At the end of the reporting period, the Group has amounts payable to the following related parties and the details are set out below:

	At 31 December 2023 RMB'000	At 31 December 2022 RMB'000
Amount due to companies controlled by Mr. Zhang Lei	1,044	982
Amount due to companies controlled by Mr. Zhang Peng	1,357	729
Amounts due to an associate	26,157	20,356
Amounts due to joint ventures and their subsidiaries	1,873,324	1,918,921
Total non-trade balance (note i)	1,901,882	1,940,988
Amount due to companies controlled by Mr. Zhang Lei	114,358	146,759
Amount due to companies controlled by Mr. Zhang Peng	38,601	11,732
Amounts due to joint ventures and their subsidiaries	164	369
Total trade balance (note ii)	153,123	158,860
	2,055,005	2,099,848

Notes:

- (i) Balances at 31 December 2023 and 2022 are of non-trade in nature, unsecured, interest free and repayable on demand.
- (ii) Trade payables to related parties are unsecured, interest free and repayable on demand. The following is an ageing analysis based on invoice date at the end of each reporting period:

	At 31 December 2023 RMB'000	At 31 December 2022 RMB'000
Less than 1 year	11,711	55,479
1–2 years	141,412	103,381
	153,123	158,860

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

36 Related party balances and transactions (Continued)

(c) During the year, the Group entered into the following transactions with its related parties:

Nature of related party	Nature of transaction	2023 RMB'000	2022 RMB'000
Companies controlled by Mr. Zhang Lei	Energy-saving advisory expenses	1,325	903
Companies controlled by Mr. Zhang Lei	Property management service expenses	12,610	15,991
Companies controlled by Mr. Zhang Lei	Property contracting service expenses	4,385	23,685
Companies controlled by Mr. Zhang Peng	Elevator service expenses	11,886	27,964

(d) Key management personnel compensation

	2023 RMB'000	2022 RMB'000
Short-term employee benefits	3,448	9,077
Post-employment benefits	210	1,133
Share-based payment	362	796
	4,020	11,006

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

37 Capital risk management

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Company consists of net debt, which includes the borrowings, senior notes and corporate bonds, net of bank balances and cash and equity attributable to owners of the Company, comprising issued share capital and reserves.

The Directors of the Company review the capital structure on a regular basis. As part of this review, the Directors of the Company consider the cost of capital and the risks associated with each class of capital, and take appropriate actions to balance its overall capital structure.

38 Financial instruments

(a) Categories of financial instruments

	At 31 December 2023 RMB'000	At 31 December 2022 RMB'000
The Group		
Financial assets		
Loans and receivables (including bank balances and cash)	9,335,495	8,307,216
Equity investments at FVOCI	580	41,360
Financial liabilities		
Liabilities measured at amortised cost	40,238,010	34,790,486

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

38 Financial instruments (Continued)

(b) Financial risk management objectives and policies

The Group's major financial instruments include loans to joint ventures, trade and other receivables, amounts due from related parties, equity investments at FVOCI, restricted cash, bank balances and cash, trade and other payables, amounts due to related parties, bank and other borrowings, senior notes and corporate bonds. Details of these financial instruments are set out in the respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management of the Group manages and monitors these exposures to ensure appropriate measures are implemented in a timely and effective manner.

Market risk

The Group's business activities expose primarily to the market risks of changes in interest rates, foreign currency exchange rates and other price (see below).

There has been no significant change to the Group's exposure to market risks or the manner in which it manages and measures the risks over the year.

(1) Interest rate risk

The Group is exposed to cash flow interest rate risk due to the fluctuation of the prevailing market interest rate on bank balances and deposits, restricted cash and bank borrowings which carry at prevailing deposit interest rates and variable rates based on the interest rates quoted by the People's Bank of China and Hong Kong Interbank Offered Rate.

The Group's fair value interest rate risk relates primarily to its fixed rate senior notes, corporate bonds and other borrowings.

The Group currently does not use any derivative contracts to hedge its exposure to interest rate risk. However, the management will consider hedging significant interest rate exposure should the need arise.

The Group's exposures to interest rates on financial liabilities are detailed in the liquidity risk management section of this note.

Interest rate sensitivity

The sensitivity analysis below has been prepared based on the exposure to interest rates on bank balances and restricted cash and variable rate bank borrowings at the end of each reporting period and the stipulated change taking place at the beginning of the financial year and held constant throughout the year. A 20 basis points increase or decrease in interest rate for variable rate borrowings and a 10 basis points increase or decrease in interest rate for bank balances and restricted cash are used when reporting interest rate risk internally to key management personnel.

If interest rates had been increased/decreased by 20 basis points in respect of variable rate bank borrowings and all other variables were held constant, the Group's loss for the year and would increase/decrease by approximately RMB657,000 (2022: RMB5,257,000) for the year ended 31 December 2023.

If interest rates had been increased/decreased by 10 basis points in respect of bank balances and restricted cash and all other variables were held constant, the Group's loss for the year and accumulated losses would decrease/increase by approximately RMB512,000 (2022: RMB1,178,000) for the year ended 31 December 2023.

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

38 Financial instruments (Continued)

(b) Financial risk management objectives and policies (Continued)

Market risk (Continued)

(2) Price risk

The Group is exposed to equity price risks through its other non-current financial assets. At 31 December 2023, the management of the Group considers that the Group's exposure to fluctuation in equity price is minimal. Accordingly, no sensitivity analysis is presented.

(3) Foreign currency risk

The functional currency of the major subsidiaries of the Company is RMB in which most of the transactions are denominated. Foreign currency denominated transactions arise from the Group's overseas operations, such as purchases of land held for further development and certain expenses incurred. Certain bank balances and bank borrowings are denominated in foreign currencies, while senior notes are issued in US\$ and expose the Group to currency risk.

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

	Assets At 31 December		Liabilities At 31 December	
	2023 RMB'000 equivalent	2022 RMB'000 equivalent	2023 RMB'000 equivalent	2022 RMB'000 equivalent
US\$	781,962	53,397	10,550,854	10,376,541
HK\$	4,060	11,848	—	—

The Group currently does not have a foreign currency hedging policy but the management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

The following tables detail the Group's sensitivity to a change of 5.0% in exchange rate of each foreign currency against RMB while all other variables are held constant. 5.0% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the end of the reporting period for a 5.0% change in foreign currency exchange rates.

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

38 Financial instruments (Continued)

(b) Financial risk management objectives and policies (Continued)

Market risk (Continued)

(3) Foreign currency risk (Continued)

An analysis of sensitivity to currency risk for the Group is as follows:

	2023 RMB'000	2022 RMB'000
(Increase)/decrease in post-tax loss for the year and accumulated losses:		
— if RMB weakens against US\$	(567,490)	(516,157)
— if RMB weakens against HK\$	203	592
— if RMB strengthens against US\$	567,490	516,157
— if RMB strengthens against HK\$	(203)	(592)

Credit risk management

At 31 December 2023, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties and financial guarantees issued by the Group is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position and the amount of financial guarantee contracts disclosed in Note 34. In order to minimise the credit risk, monitoring procedures are carried out to ensure that follow up action is taken to recover overdue debts. In addition, the Group regularly reviews the recoverable amount of trade and other receivables and amounts due from related parties at the end of each reporting period. The amounts presented in the consolidated statement of financial position are net of allowances for ECLs, estimated by the Group's management based on prior experience and their assessment of the credit standing of customers and the economic environment on an ongoing basis.

The Group has no significant concentration of credit risk on trade receivables, with exposure spread over a number of counterparties and customers.

For properties that are pre-sold but development has not been completed, the Group typically provides guarantees to banks in connection with the customers' borrowing of mortgage loans to finance their purchase of the properties for an amount up to 80% of the purchase price of the individual property. If a purchaser defaults on the payment of its mortgage during the period of guarantee, the bank holding the mortgage may demand the Group to repay the outstanding loan and any interest accrued thereon. Under such circumstances, the Group is able to forfeit the sales deposit received and resell the repossessed properties. Therefore, management considers that it would likely recover any loss incurred arising from such guarantee provided by the Group. Management considers the credit risk exposure to financial guarantees provided to property purchasers is limited because the facilities are secured by the properties and the market price of the properties is higher than the guaranteed amounts. In this regard, the Directors of the Company consider that the Group's credit risk is generally insignificant.

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

38 Financial instruments (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk management (Continued)

For the receivables from properties sold, the Group holds the title of the property units as collateral over those balances and the Group considers that the credit risk arising from these trade receivables is significantly mitigated by related property units held as collateral, with reference to the estimated market value of those property units.

For trade receivables without collateral, which primarily represent receivable for rental income and project management, the Group measure loss allowances at an amount equal to lifetime ECLs, which is calculated using a provision matrix. At 31 December 2023 and 2022, the Group's exposure to credit risk and ECLs for these trade receivables are insignificant.

For receivables due from associates and joint ventures, or related to other property development projects except for the balances with significant increase in credit risks as disclosed below, the Group considers that the credit risk arising from these receivables is significantly mitigated by related property development projects, with reference to the estimated market value of those property development projects.

During the year ended 31 December 2023, in view of the tightened regulatory environment and the downturn of the property market in the PRC, management performed comprehensive credit reviews on outstanding receivable balances and considered that the credit risk of certain other receivables from third parties of RMB3,255,659,000 (2022: RMB1,106,647,000) increased significantly since their initial recognition, and, therefore, a loss allowance based on lifetime ECLs of RMB3,238,451,000 (2022: RMB663,087,000) has been recognised thereon. These balances are primarily related to potential property development projects. In measuring the lifetime ECLs, management has taken into account the outcome of negotiation with and settlement agreed by counter parties, and also the land and properties obtained by the Group as collaterals, with estimated values as determined by management with reference to the market prices of comparable land and properties in the relevant locations.

The credit risk on cash at bank is considered to be limited because the counterparties are banks with high credit ratings assigned by international credit rating agencies or state-owned banks in the PRC.

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

38 Financial instruments (Continued)

(b) Financial risk management objectives and policies (Continued)

Liquidity risk management

The Group's objective is to maintain a balance between continuity of funding and the flexibility through the use of borrowings.

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate at the end of the reporting period. The amounts included below for non-derivative variable rate financial liabilities is subject to changes if changes in interest rates differ to those estimates of interest rates determined at the end of the reporting period.

	Weighted average effective interest rate %	Repayable on demand or less than 1 year RMB'000	1–3 years RMB'000	Over 3 years RMB'000	Total undiscounted cashflows RMB'000	Carrying amount RMB'000
At 31 December 2023:						
Non-interest bearing instruments	–	17,663,689	–	–	17,663,689	17,663,689
Fixed interest rate instruments	10.8	9,646,753	9,517,509	6,857,080	26,021,342	21,517,132
Variable interest rate instruments	6.5	540,039	633,109	5,244	1,178,392	1,057,189
		27,850,481	10,150,618	6,862,324	44,863,423	40,238,010
Financial guarantee contracts		16,266,436	–	–	16,266,436	–
At 31 December 2022:						
Non-interest bearing instruments	–	12,627,592	–	–	12,627,592	12,627,592
Fixed interest rate instruments	10.5	9,119,677	7,893,282	10,068,572	27,081,531	17,396,431
Variable interest rate instruments	8.8	4,680,544	568,400	4,399	5,253,343	4,766,463
		26,427,813	8,461,682	10,072,971	44,962,466	34,790,486
Financial guarantee contracts		17,688,867	–	–	17,688,867	–

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

38 Financial instruments (Continued)

(b) Financial risk management objectives and policies (Continued)

Liquidity risk management (Continued)

As at 31 December 2023, the Group had net current liabilities of RMB9,066,516,000. As disclosed in Note 3(a)(ii), the Group had liquidity and going concern issue. Note 3(a)(ii) explains management's plans and measures for managing liquidity needs of the Group to enable it to continue to meet its obligations as and when they fall due.

The amounts included above for financial guarantee contracts are the maximum amounts the Group could be required to settle under the arrangement for the full guaranteed amount if that amount is claimed by the counterparty to the guarantee. Based on expectations at the end of the reporting period, the Group considers that it is more likely that no amount will be payable under the arrangement. However, this estimate is subject to change depending on the probability of the counterparty claiming under the guarantee which is a function of the likelihood that the financial receivables held by the counterparty suffer credit losses.

(c) Fair value

The Directors of the Company consider that the risk arising from fair value measurement of investments in equity securities is not significant to the Group and the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated statement of financial position approximated their respective fair values at 31 December 2023 and 2022 except for the following financial instruments, for which their carrying amounts and fair value are disclosed below

	At 31 December 2023	
	Carrying amount RMB'000	Fair value RMB'000
Senior notes	11,968,852	9,821,948

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

39 Financial information of the Company

(a) Financial position of the Company:

	Note	At 31 December 2023 RMB'000	At 31 December 2022 RMB'000 (Restated)
Non-current assets			
Investments in subsidiaries		649	649
Property, plant and equipment		—	1,007
		649	1,656
Current assets			
Trade and other receivables, deposits and prepayments		4,870,123	4,863,823
Bank balances		6,823	7,096
		4,876,946	4,870,919
Current liabilities			
Trade and other payables, deposits received and accrued charges		1,387,405	1,378,138
Senior notes — due within one year		1,997,077	539,484
		3,384,482	1,917,622
Net current assets		1,492,464	2,953,297
Total assets less current liabilities		1,493,113	2,954,953
Capital and reserves			
Share capital		175,693	175,693
Reserves	39(b)	(8,654,355)	(6,897,611)
Total equity		(8,478,662)	(6,721,918)
Non-current liabilities			
Senior notes — due after one year		9,971,775	9,676,871
		1,493,113	2,954,953

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

39 Financial information of the Company (Continued)

(b) Movement of capital and reserves of the Company:

Note	Share capital RMB'000	Share premium RMB'000	Share option reserve RMB'000	Accumulated losses RMB'000 (Restated)	Total RMB'000 (Restated)
At 1 January 2022	175,693	825,711	8,612	(6,474,087)	(5,464,071)
Share-based payment	–	–	2,551	–	2,551
Loss and total comprehensive income for the year	–	–	–	(1,260,398)	(1,260,398)
At 31 December 2022 and 1 January 2023	175,693	825,711	11,163	(7,734,485)	(6,721,918)
Share-based payment	–	–	(3,590)	–	(3,590)
Loss and total comprehensive income for the year	–	–	–	(1,753,154)	(1,753,154)
At 31 December 2023	175,693	825,711	7,573	(9,487,639)	(8,478,662)

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

40 Particulars of principal subsidiaries

Particulars of the Company's principal subsidiaries as at 31 December 2023 and 2022 are as follows:

Name of company	Place and date of incorporation/ establishment	Equity interest attributable to the Group	Authorised/registered and issued and fully paid/ paid-up capital		Principal activities
		At 31 December			
		2023	2022		
Indirect subsidiaries					
Nanchang Xinjian Development Co., Ltd.* (note i) 南昌新建房地產開發有限公司	PRC 11 September 2013	100%	100%	Registered RMB230,000,000 Paid up capital RMB230,000,000	Property development
Nanchang Moma Development Co., Ltd.* (note i) 南昌摩碼置業有限公司	PRC 15 April 2016	100%	100%	Registered RMB400,000,000 Paid up capital RMB400,000,000	Property development
Modern Green Development Co., Ltd.* (note i) 當代節能置業股份有限公司	PRC 21 September 2000	100%	100%	Registered RMB3,000,000,000 Paid up capital RMB1,150,000,000	Property development, investment and hotel operation
Beijing Modern Real Estate Development Co., Ltd.* (note i) 北京當代房地產開發有限公司	PRC 15 February 2000	100%	100%	Registered RMB60,000,000 Paid up capital RMB60,000,00	Property development and investment
Beijing Dongjun Real Estate Development Co., Ltd.* (note i) 北京東君房地產開發有限公司	PRC 13 November 2001	100%	100%	Registered RMB569,000,000 Paid up capital RMB569,000,000	Property development
New Power (Beijing) Architectural Technology Co., Ltd.* (note i) 新動力(北京)建築科技有限公司	PRC 22 March 2006	100%	100%	Registered RMB30,000,000 Paid up capital RMB30,000,000	Technology development and consulting
Shanxi Dangdai Honghua Property Co., Ltd.* (note i) 山西當代紅華置業有限公司	PRC 16 August 2007	100%	100%	Registered RMB190,000,000 Paid up capital RMB190,000,000	Property development
Shanxi Dangdai Honghua Real Estate Development Co.,Ltd.* (note i) 山西當代紅華房地產開發有限公司	PRC 16 August 2007	100%	100%	Registered RMB150,000,000 Paid up capital RMB150,000,000	Property development

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

40 Particulars of principal subsidiaries (Continued)

Name of company	Place and date of incorporation/ establishment	Equity interest attributable to the Group At 31 December		Authorised/registered and issued and fully paid/ paid-up capital	Principal activities
		2023	2022		
Hunan Modern Green Development Co., Ltd.* (note i) 當代置業(湖南)有限公司	PRC 14 September 2005	100%	100%	Registered RMB200,000,000 Paid up capital RMB200,000,000	Property development
Jiangxi Modern Green Development Co., Ltd.* (note i) 江西當代節能置業有限公司	PRC 22 December 2009	100%	100%	Registered RMB180,000,000 Paid up capital RMB180,000,000	Property development
Jiujiang Moma Development Co., Ltd.* (note i) 九江摩碼置業有限公司	PRC 22 December 2010	100%	100%	Registered RMB140,000,000 Paid up capital RMB140,000,000	Property development
Hubei Wanxing Development Co., Ltd.* (note i) 湖北萬星置業有限公司	PRC 27 January 2010	82%	82%	Registered RMB100,000,000 Paid up capital RMB100,000,000	Property development
Jiujiang Modern Green Development Co., Ltd.* (note i) 九江當代綠建置業有限公司	PRC 18 February 2014	100%	100%	Registered RMB300,000,000 Paid up capital RMB300,000,000	Property development
Beijing Modern Moma Investment Management Co., Ltd.* (note i) 北京當代摩碼投資管理有限公司	PRC 11 January 2011	100%	100%	Registered RMB10,000,000 Paid up capital RMB10,000,000	Investment holding
Zhangjiakou Modern Haohe Shan Real Estate Development Co., Ltd.* (note i) 張家口當代好河山房地產開發有限公司	PRC 30 December 2016	51%	51%	Registered RMB60,000,000 Paid up capital RMB0	Property development
Wuhan Green Development Co., Ltd.* (note i) 武漢綠建節能置業有限公司	PRC 12 March 2014	100%	100%	Registered RMB50,000,000 Paid up capital RMB50,000,000	Property development
Beijing Green Spring Equity Investment Fund, LLP* ("Green Fund")* 北京綠色春天股權投資基金(有限合夥)	PRC 17 April 2014	52%	52%	Registered RMB2,065,000,000 Paid up capital RMB580,000,000	Investment management and consulting

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

40 Particulars of principal subsidiaries (Continued)

Name of company	Place and date of incorporation/ establishment	Equity interest attributable to the Group		Authorised/registered and issued and fully paid/ paid-up capital	Principal activities
		At 31 December			
		2023	2022		
Beijing Modern Moma Development Co., Ltd.* (note i) 北京當代摩碼置業有限公司	PRC 8 January 2014	100%	100%	Registered RMB200,000,000 Paid up capital RMB200,000,000	Property development
Modern Pinye (Beijing) Real Estate Brokerage Co., Ltd.* (note i) 當代品業(北京)房地產經紀有限公司	PRC 9 October 2014	100%	100%	Registered RMB100,000 Paid up capital RMB100,000	Real estate
America Modern Green Development (Houston), LLC 美國當代綠色發展(休斯頓)有限責任公司	Texas, US 15 October 2012	100%	100%	100% of issued and outstanding membership interest in consideration at an aggregate contribution of US\$100	Property development
Beijing Modern Green Investment Fund Management Co., Ltd.* (note i) 北京當代綠色投資基金管理有限公司	PRC 3 December 2013	100%	100%	Registered RMB30,000,000 Paid up capital RMB30,000,000	Investment holding
Crown Point Regional Center, LLC	Texas, US 31 March 2010	100%	100%	Authorised US\$100 Paid up capital US\$100	Investment immigration services
Beijing CIFI Modern* (notes i) 北京旭輝當代置業有限公司	PRC 10 March 2014	50%	50%	Registered RMB10,000,000 Paid up capital RMB10,000,000	Property development
Modern Green Development (Suzhou) Co., Ltd.* (note i) 當代節能置業(蘇州)有限公司	PRC 6 June 2015	100%	100%	Registered RMB100,000,000 Paid up capital RMB100,000,000	Property development
Jiaxing Modern Qinglv Asset Management Co., Ltd.* (note i) 嘉興當代氫綠資產管理有限公司	PRC 23 July 2015	100%	100%	Registered RMB50,000,000 Paid up capital RMB0	Investment holding
Crown Point (Beijing) Advisory Co., Ltd.* (note i) 鳳觀(北京)諮詢有限公司	PRC 8 October 2015	100%	100%	Registered RMB10,000,000 Paid up capital RMB0	Immigration advisory

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

40 Particulars of principal subsidiaries (Continued)

Name of company	Place and date of incorporation/ establishment	Equity interest attributable to the Group At 31 December		Authorised/registered and issued and fully paid/ paid-up capital	Principal activities
		2023	2022		
Anhui Moma Development Co., Ltd.* (note i) 安徽摩碼置業有限公司	PRC 1 January 2016	100%	100%	Registered RMB100,000,000 Paid up capital RMB100,000,000	Property development
Wuhan Modern Green Development Co., Ltd.* (note i) 武漢當代節能置業有限公司	PRC 27 June 2016	100%	100%	Registered RMB200,000,000 Paid up capital RMB200,000,000	Property development
Hunan Modern Moma Development Co., Ltd.* (note i) 湖南當代摩碼置業有限公司	PRC 01 November 2016	100%	100%	Registered RMB20,000,000 Paid up capital RMB20,000,000	Property development
Hunan Modern Green Development Co., Ltd.* (note i) 湖南當代綠建置業有限公司	PRC 01 November 2016	100%	100%	Registered RMB20,000,000 Paid up capital RMB20,000,000	Property development
Nanjing Xinlei Development Co., Ltd.* (note i) 南京鑫磊房地產開發有限公司	PRC 20 June 2016	51%	51%	Registered RMB50,000,000 Paid up capital RMB50,000,000	Property development
Foshan Modern Green Development Co., Ltd.* (note i) 佛山當代綠色置業有限公司	PRC 14 January 2016	100%	100%	Registered RMB100,000,000 Paid up capital RMB100,000,000	Property development
Hubei Moma Development Co., Ltd.* (notes i) 湖北摩碼置業有限公司	PRC 13 February 2014	100%	100%	Registered RMB10,000,000 Paid up capital RMB10,000,000	Investment holding
Shanghai Mantingchun Real Estate Company Limited.* (note i) 上海滿庭春置業有限公司	PRC 5 March 2015	100%	100%	Registered RMB100,000,000 Paid up capital RMB100,000,000	Property development
Jiangsu Yuzun Property Development Co., Ltd.* (note i) 江蘇御尊房地產開發有限公司	PRC 25 April 2011	100%	100%	Registered RMB50,000,000 Paid up capital RMB50,000,000	Property development

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

40 Particulars of principal subsidiaries (Continued)

Name of company	Place and date of incorporation/ establishment	Equity interest attributable to the Group		Authorised/registered and issued and fully paid/ paid-up capital	Principal activities
		At 31 December			
		2023	2022		
Zhanlan Tuozhan Property (Beijing) Co., Ltd.* (note i) 綻藍拓展置業(北京)有限公司	PRC 13 March 2017	60%	60%	Registered RMB10,000,000 Paid up capital RMB10,000,000	Investment holding
Fujian Shengshi Lianbang Real Estate Development Co., Limited.* (note i) 福建盛世聯邦置業發展有限公司	PRC 30 August 2013	60%	60%	Registered RMB67,105,000 Paid up capital RMB67,105,000	Property development
Foshan Changxin Hongchuang Real Estate Development Co., Limited.* (note i) 佛山市長信宏創房地產有限公司	PRC 19 January 2016	100%	100%	Registered RMB60,000,000 Paid up capital RMB4,081,700	Property development
Foshan Xinlong Property Investment Co., Limited.* (note i) 佛山市信隆置業投資有限公司	PRC 10 December 2017	100%	100%	Registered RMB60,000,000 Paid up capital RMB60,000,000	Property development
Huojian Zhiye Investment (Beijing) Co., Ltd.* (note i) 火箭智業投資(北京)有限公司	PRC 9 July 2015	100%	100%	Registered RMB100,000,000 Paid up capital RMB100,000,000	Investment holding
Hefei Modern Land Yinghe Real Estate Company Limited* (note i) 合肥當代英赫置業有限公司	PRC 14 December 2015	100%	100%	Registered RMB100,000,000 Paid up capital RMB100,000,000	Property development
Wuhan Zhonglian Shengming Real Estate Company Limited* (note i) 武漢市中聯晟鳴置業有限公司	PRC 5 May 2014	75%	75%	Registered RMB10,000,000 Paid up capital RMB10,000,000	Property development
Shanxi North Star Modern Development Co., Ltd.* (note i) 山西北辰當代置業有限公司	PRC 27 April 2016	50%	50%	Registered RMB10,000,000 Paid up capital RMB10,000,000	Property development
Shanxi Modern North Star Development Co., Ltd.* (note i) 山西當代北辰置業有限公司	PRC 5 December 2016	51%	51%	Registered RMB10,000,000 Paid up capital RMB10,000,000	Property development

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

40 Particulars of principal subsidiaries (Continued)

Name of company	Place and date of incorporation/ establishment	Equity interest attributable to the Group		Authorised/registered and issued and fully paid/ paid-up capital	Principal activities
		At 31 December			
		2023	2022		
Shanxi Wanxing Modern Development Co., Ltd.* (note i) 山西萬興當代置業有限公司	PRC 7 February 2017	70%	70%	Registered RMB10,000,000 Paid up capital RMB10,000,000	Property development
Guangshen Development Co., Ltd.* (note i) 廣深置業(北京)有限公司	PRC 22 April 2016	100%	100%	Registered RMB50,000,000 Paid up capital RMB50,000,000	Property development
Suzhou Modern MOMA Development Co., Ltd.* (note i) 蘇州當代摩碼置業有限公司	PRC 27 April 2016	100%	100%	Registered RMB100,000,000 Paid up capital RMB100,000,000	Property development
Suzhou Modern Zhongxiang Development Co., Ltd.* (note i) 蘇州當代中翔置業有限公司	PRC 14 November 2016	80%	80%	Registered RMB100,000,000 Paid up capital RMB100,000,000	Property development
Suzhou Modern Green Development Co., Ltd.* (note i) 蘇州當代原綠置業有限公司	PRC 15 August 2018	80%	80%	Registered RMB50,000,000 Paid up capital RMB0	Property development
Anhui Modern Wenshanglv Development Co., Ltd.* (note i) 安徽當代文商旅置業有限公司	PRC 27 June 2017	100%	100%	Registered RMB100,000,000 Paid up capital RMB100,000,000	Property development
Guizhou Moma Modern Green Development Co., Ltd.* (note i) 貴州摩碼當代節能置業有限公司	PRC 29 August 2017	63%	63%	Registered RMB10,000,000 Paid up capital RMB0	Property development
Fuyang Green Development Co., Ltd.* (note i) 阜陽原綠置業有限公司	PRC 30 July 2018	74%	74%	Registered RMB100,000,000 Paid up capital RMB100,000,000	Property development
Shandong Green Development Co., Ltd.*(note i) 山東當代原綠置業有限公司	PRC 30 July 2018	100%	100%	Registered RMB10,000,000 Paid up capital RMB0	Property development

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

40 Particulars of principal subsidiaries (Continued)

Name of company	Place and date of incorporation/ establishment	Equity interest attributable to the Group		Authorised/registered and issued and fully paid/ paid-up capital	Principal activities
		At 31 December			
		2023	2022		
Tianjin Moma Hantang Real Estate Development Co., Ltd.* (note i) 天津摩碼瀚棠置業有限公司	PRC 28 August 2018	100%	100%	Registered RMB10,000,000 Paid up capital RMB10,000,000	Property development
Tianjin Haiyiyuan Real Estate Development Co., Ltd.* (note i) 天津海逸源房地產開發有限公司	PRC 17 April 2014	100%	100%	Registered RMB160,000,000 Paid up capital RMB160,000,000	Property development
Heze Haigang Real Estate Development Co., Ltd.* (note i) 荷澤市海港房地產開發有限公司	PRC 29 Aug 2003	100%	100%	Registered RMB51,000,000 Paid up capital RMB51,000,000	Property development
Changzhou Minghong Development Co., Ltd.* (note i) 常州明宏置業有限公司	PRC 27 Sep 2019	50%	50%	Registered RMB102,000,000 Paid up capital RMB102,000,000	Property development
Hunan Modern Gaoke Development Co., Ltd.* (note i) 湖南當代高科置業有限公司	PRC 19 Dec 2019	66%	66%	Registered RMB10,000,000 Paid up capital RMB10,000,000	Property development
Hebei Tongfu Green Real Estate Development Co., Ltd.* (note i) 河北同福原綠房地產開發有限公司	PRC 04 Jun 2019	90%	90%	Registered RMB10,000,000 Paid up capital RMB10,000,000	Property development
Tianjin Ninghe Haikuotiankong Development Co., Ltd.* (note i) 天津寧河海闊天空建設開發有限公司	PRC 24 Dec 2014	100%	100%	Registered RMB575,000,000 Paid up capital RMB575,000,000	Property development
Beijing Runjin Real Estate Development Co., Ltd.* (note i) 北京潤錦房地產開發有限公司	PRC 19 Nov 2010	51%	51%	Registered RMB204,000,000 Paid up capital RMB204,000,000	Property development
Suzhou Modern Green Development Co., Ltd.* (note i) 蘇州當代綠色置業有限公司	PRC 15 Apr 2016	100%	100%	Registered RMB110,000,000 Paid up capital RMB100,000,000	Property development

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

40 Particulars of principal subsidiaries (Continued)

Name of company	Place and date of incorporation/ establishment	Equity interest attributable to the Group		Authorised/registered and issued and fully paid/ paid-up capital	Principal activities
		At 31 December			
		2023	2022		
Changsha Pengyue Real Estate Development Co., Ltd.* (note i) 長沙市鵬躍房地產開發有限公司	PRC 23 Oct 2013	100%	100%	Registered RMB200,000,000 Paid up capital RMB200,000,000	Property development
Shanxi Guorun MOMA Development Co., Ltd.* (note i) 陝西國潤摩碼置業有限公司	PRC 10 Apr 2020	60%	60%	Registered RMB100,000,000 Paid up capital RMB0	Property development
Hubei Zhanlan Development Co., Ltd.* (note i) 湖北綻藍置業有限公司	PRC 19 Jun 2018	70%	70%	Registered RMB10,000,000 Paid up capital RMB10,000,000	Property development
Hebei Modern Green Real Estate Development Co., Ltd.* (note i) 河北當代原綠房地產開發有限公司	PRC 10 Oct 2019	100%	100%	Registered RMB50,000,000 Paid up capital RMB0	Property development
Shijiazhuang Modern Xinsheng Real Estate Development Co., Ltd.* (note i) 石家莊當代欣盛房地產開發有限公司	PRC 20 Jan 2020	65%	65%	Registered RMB10,000,000 Paid up capital RMB0	Property development
Xian Zhanlan Development Co., Ltd.* (note i) 西安綻藍置業有限公司	PRC 21 May 2020	55%	55%	Registered RMB500,000,000 Paid up capital RMB0	Property development
Huzhou Chuangbian Development Co., Ltd.* (note i) 湖州創變置業有限公司	PRC 18 Dec 2019	100%	100%	Registered RMB10,000,000 Paid up capital RMB0	Property development
Modern Green Development (Xian) Co., Ltd.* (note i) 當代綠色置業(西安)有限公司	PRC 03 Jul 2020	100%	100%	Registered RMB10,000,000 Paid up capital RMB0	Property development

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

40 Particulars of principal subsidiaries (Continued)

Name of company	Place and date of incorporation/ establishment	Equity interest attributable to the Group		Authorised/registered and issued and fully paid/ paid-up capital	Principal activities
		At 31 December			
		2023	2022		
Dezhou Lingcheng District Zhanlan Development Co., Ltd.* (note i) 德州陵城區綻藍置業有限公司	PRC 16 Jun 2020	100%	100%	Registered RMB10,000,000 Paid up capital RMB0	Property development
Guiyang Zhanlan MOMA Development Co., Ltd.* (note i) 貴陽綻藍摩碼置業有限公司	PRC 15 Jul 2020	100%	100%	Registered RMB10,000,000 Paid up capital RMB0	Property development
Guiyang MOMA Tuozhan Development Co., Ltd.* (note i) 貴陽摩碼拓展置業有限公司	PRC 27 Jul 2020	80%	80%	Registered RMB50,000,000 Paid up capital RMB0	Property development
JuLv Benpao Development (Shenzhen) Co., Ltd.* (note i) 聚綠奔跑置業(深圳)有限公司	PRC 22 Dec 2020	100%	100%	Registered RMB10,000,000 Paid up capital RMB0	Property development
Beijing Modern Lingdi Development Co., Ltd.* (note i) 北京當代領地置業有限公司	PRC 24 Dec 2020	100%	100%	Registered RMB1,000,000,000 Paid up capital RMB0	Property development
Chongqing Green Development Co., Ltd.* (note i) 重慶深綠置業有限公司	PRC 03 Nov 2020	100%	100%	Registered RMB10,000,000 Paid up capital RMB0	Property development
Chongqing Zhanlan Development Co., Ltd.* (note i) 重慶綻藍置業有限公司	PRC 18 Nov 2020	100%	100%	Registered RMB10,000,000 Paid up capital RMB0	Property development
Jiangsu Modern Xinjiye Real Estate Development Co., Ltd.* (note i) 江蘇當代新基業房地產開發有限公司	PRC 14 Dec 2020	51%	51%	Registered RMB101,880,000 Paid up capital RMB51,958,800	Property development
Zhangjiagang Weiguang MOMA Development Co., Ltd.* (note i) 張家港偉光摩碼置業有限公司	PRC 24 Nov 2020	50%	50%	Registered RMB30,000,000 Paid up capital RMB0	Property development

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

40 Particulars of principal subsidiaries (Continued)

Name of company	Place and date of incorporation/ establishment	Equity interest attributable to the Group		Authorised/registered and issued and fully paid/ paid-up capital	Principal activities
		At 31 December			
		2023	2022		
Zhangjiagang Weiguang MOMA Chuangbian Development Co., Ltd.* (note i) 張家港偉光摩碼創變置業有限公司	PRC 10 Dec 2020	50%	50%	Registered RMB100,000,000 Paid up capital RMB0	Property development
Changzhou Green Development Co., Ltd.* (note i) 常州原綠置業有限公司	PRC 29 Oct 2020	100%	100%	Registered RMB5,000,000 Paid up capital RMB0	Property development
Suzhou Modern Green Development Co., Ltd.* (note i) 蘇州當代深綠置業有限公司	PRC 15 Oct 2019	80%	80%	Registered RMB10,000,000 Paid up capital RMB10,000,000	Property development
Beijing Modern Shangkun Development Co., Ltd.* (note i) 北京當代上坤置業有限公司	PRC 12 Dec 2020	100%	100%	Registered RMB5,000,000,000 Paid up capital RMB5,000,000,000	Property development
Modern Tianying Development (Shanxi) Co., Ltd.* (note i) 當代天英置業(山西)有限公司	PRC 18 Dec 2020	51%	51%	Registered RMB1,000,000,000 Paid up capital RMB490,000,000	Property development
Qingdao Modern Huanxin Development Co., Ltd.* (note i) 青島當代煥新置業有限公司	PRC 12 Oct 2019	100%	100%	Registered RMB10,000,000 Paid up capital RMB0	Property development
Shanxi Modern Langxin Development Co., Ltd.* (note i) 山西當代朗鑫置業有限公司	PRC 19 Mar 2020	70%	70%	Registered RMB10,000,000 Paid up capital RMB0	Property development
Xian Modern Julv Development Co., Ltd.* (note i) 西安當代聚綠置業有限公司	PRC 26 Aug 2019	64%	64%	Registered RMB500,000,000 Paid up capital RMB10,000,000	Property development
Suzhou Lanlv Zhanfang Development Co., Ltd.* (note i) 蘇州藍綠綻放置業有限公司	PRC 23 Oct 2019	100%	100%	Registered RMB10,000,000 Paid up capital RMB10,000,000	Property development

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

40 Particulars of principal subsidiaries (Continued)

Name of company	Place and date of incorporation/ establishment	Equity interest attributable to the Group		Authorised/registered and issued and fully paid/ paid-up capital	Principal activities
		At 31 December			
		2023	2022		
Shijiazhuang Modern Jianyuan Real Estate Development Co., Ltd.* (note i) 石家莊當代建遠房地產開發有限公司	PRC 22 May 2018	75%	75%	Registered RMB200,000,000 Paid up capital RMB0	Property development
Chongqing Kangjia Development Co., Ltd.* (note i) 重慶康佳置業發展有限公司	PRC 07 Nov 2019	67%	67%	Registered RMB50,000,000 Paid up capital RMB50,000,000	Property development
Chongqing Kangjia Xingyi Development Co., Ltd.* (note i) 重慶康佳興毅置業有限公司	PRC 18 Nov 2019	67%	67%	Registered RMB50,000,000 Paid up capital RMB50,000,000	Property development
Chongqing Kangjia Fuze Development Co., Ltd.* (note i) 重慶康佳福澤置業有限公司	PRC 21 Nov 2019	67%	67%	Registered RMB50,000,000 Paid up capital RMB50,000,000	Property development
Hebei Zhaohui Fuze Real Estate Development Co., Ltd.* (note i) 河北照暉房地產開發有限公司	PRC 10 Dec 2020	75%	75%	Registered RMB30,000,000 Paid up capital RMB0	Property development
Hebei Kanghui Fuze Real Estate Development Co., Ltd.* (note i) 河北康暉照業房地產開發有限公司	PRC 04 Aug 2021	75%	75%	Registered RMB30,000,000 Paid up capital RMB0	Property development
Chongqing Yuanlv mama Fuze Development Co., Ltd.* (note i) 重慶原綠摩碼置業有限公司	PRC 14 Sep 2020	100%	100%	Registered RMB10,000,000 Paid up capital RMB0	Property development
Changzhou Shenlan Fuze Development Co., Ltd.* (note i) 常州深藍置業有限公司	PRC 29 Oct 2020	100%	100%	Registered RMB5,000,000 Paid up capital RMB0	Property development
Foshan Dangdai Zhanlan Fuze Development Co., Ltd.* (note i) 佛山當代綻藍置業有限公司	PRC 10 Mar 2021	100%	100%	Registered RMB10,000,000 Paid up capital RMB0	Property development

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

40 Particulars of principal subsidiaries (Continued)

Name of company	Place and date of incorporation/ establishment	Equity interest attributable to the Group At 31 December		Authorised/registered and issued and fully paid/ paid-up capital	Principal activities
		2023	2022		
Huzhou Benpao Development Co., Ltd.* (note i) 湖州奔跑置業有限公司	PRC 18 Dec 2019	100%	100%	Registered RMB10,000,000 Paid up capital RMB0	Property development
Jiangsu Moma Development Co., Ltd.* (note i) 江蘇摩碼置業有限公司	PRC 17 Dec 2020	100%	100%	Registered RMB10,000,000 Paid up capital RMB0	Property development
Xiantao Moma Development Co., Ltd.* (note i) 仙桃摩碼置業有限公司	PRC 23 Sep 2020	95%	95%	Registered RMB500,000 Paid up capital RMB0	Property development
Chongqing Chengda Development Co., Ltd.* (note i) 重慶程達置業有限公司	PRC 14 Sep 2020	100%	100%	Registered RMB500,000,000 Paid up capital RMB0	Property development
Chongqing Chunfu Development Co., Ltd.* (note i) 重慶春福置業有限公司	PRC 21 Sep 2020	100%	100%	Registered RMB500,000,000 Paid up capital RMB0	Property development
Chongqing Langheng Development Co., Ltd.* (note i) 重慶朗恒置業有限公司	PRC 23 Sep 2020	100%	100%	Registered RMB500,000,000 Paid up capital RMB0	Property development
Xiantao Mantingchun Development Co., Ltd.* (note i) 仙桃滿庭春置業有限公司	PRC 29 Mar 2021	60%	60%	Registered RMB500,000,000 Paid up capital RMB0	Property development
Jinhai Lvse (Beijing) Development Co., Ltd.* (note i) 津海綠色(北京)置業有限公司	PRC 29 Sep 2016	78%	78%	Registered RMB2,500,000,000 Paid up capital RMB0	Property development
Shanxi Xincaifu Development Co., Ltd.* (note i) 陝西新財富置業有限公司	PRC 04 Nov 2009	78%	78%	Registered RMB29,100,000 Paid up capital RMB0	Property development
Jingzhoushi Zhanlan Development Co., Ltd.* (note i) 荊州市綻藍置業有限公司	PRC 17 Mar 2021	100%	100%	Registered RMB30,000,000 Paid up capital RMB0	Property development

Notes to the Consolidated Financial Statements

for the year ended 31 December 2023

40 Particulars of principal subsidiaries (Continued)

Name of company	Place and date of incorporation/ establishment	Equity interest attributable to the Group		Authorised/registered and issued and fully paid/ paid-up capital	Principal activities
		At 31 December			
		2023	2022		
Xiantao Lanlv Development Co., Ltd.* (note i) 仙桃藍綠置業有限公司	PRC 25 Mar 2021	100%	100%	Registered RMB10,000,000 Paid up capital RMB0	Property development
Huangshi Zhanlan Development Co., Ltd.* (note i) 黃石綻藍置業有限公司	PRC 11 Mar 2021	100%	100%	Registered RMB10,000,000 Paid up capital RMB0	Property development
Wuhan Lanlvxiangjian Development Co., Ltd.* (note i) 武漢藍綠相間置業有限公司	PRC 22 Mar 2021	100%	100%	Registered RMB100,000,000 Paid up capital RMB0	Property development
Yuanjing Zhanlan Development Co., Ltd.* (note i) 遠景綻藍置業(深圳)有限公司	PRC 16 Jun 2021	100%	100%	Registered RMB100,000,000 Paid up capital RMB0	Property development
Shijiazhuang Dangdaichuhui Development Co., Ltd.* (note i) 石家莊當代春暉置業有限公司	PRC 21 Jul 2020	100%	100%	Registered RMB20,000,000 Paid up capital RMB0	Property development
Xiantao Hongye Development Co., Ltd.* (note i) 仙桃鴻業置業有限公司	PRC 21 Jun 2021	100%	100%	Registered RMB100,000,000 Paid up capital RMB0	Property development

Notes:

(i) These companies are PRC limited liability companies.

(ii) These companies are wholly foreign-owned companies.

* The English names of the companies which operate in the PRC are for reference only and have not been registered.

41 Events after the end of the reporting period

As disclosed in Note 29, subsequent to the end of the reporting period, the Group reached agreements with the bondholders to extend the repayment date 31 January 2026. Subject to the approval of the bondholders, the corporate bonds' maturity can be extended to 30 July 2026.

SUMMARY OF FINANCIAL INFORMATION

	2023 RMB million	For the year ended 31 December			
		2022 RMB million	2021 RMB million	2020 RMB million	2019 RMB million
RESULT					
Revenue	5,704	5,604	11,450	15,741	14,552
(Loss)/profit before taxation	(15,529)	(4,667)	(1,562)	2,867	2,670
Income taxes expense	(359)	(238)	(767)	(1,750)	(1,616)
(Loss)/profit for the year	(15,888)	(4,905)	(2,330)	1,117	1,054
Attributable to:					
Owners of the Company	(14,313)	(4,454)	(2,055)	739	730
Non-controlling interests	(1,575)	(451)	(275)	378	324
	(15,888)	(4,905)	(2,330)	1,117	1,054
(Losses)/earnings per share (basic), RMB cents	(512.1)	(159.4)	(73.5)	26.4	26.2
ASSET AND LIABILITIES					
Total assets	42,415	58,501	77,618	81,912	68,537
Total liabilities	(57,574)	(57,629)	(70,805)	(70,934)	(59,933)
	(15,159)	872	6,813	10,978	8,604
Equity attributable to owners of the Company	(14,515)	(153)	4,469	6,709	6,159
Non-controlling interests	(644)	1,025	2,344	4,269	2,445
	(15,159)	872	6,813	10,978	8,604