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中国三迪

CHINA SANDI

CHINA SANDI HOLDINGS LIMITED

中國三迪控股有限公司

(incorporated in Bermuda with limited liability)

(Stock Code: 910)

**ANNOUNCEMENT OF ANNUAL RESULTS
FOR THE YEAR ENDED 31 DECEMBER 2024**

The board (the “Board”) of directors (the “Directors”) of China Sandi Holdings Limited (the “Company”, together with its subsidiaries collectively, the “Group”) announces the consolidated final results of the Company for the year ended 31 December 2024 (the “reporting period” or “Year”) together with the comparative figures for the year ended 31 December 2023.

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2024

		2024	2023
	Notes	RMB'000	RMB'000
Revenue			
Goods and services	4	1,976,085	3,186,542
Rental income from investment properties	4	102,035	116,213
		<u>2,078,120</u>	<u>3,302,755</u>
Cost of sales and services rendered		<u>(1,941,649)</u>	<u>(2,792,884)</u>
Gross profit		136,471	509,871
Other income	6	1,012	3,745
Other gains or losses, net	7	44,172	(40,378)
Loss in fair value of investment properties		(3,870,533)	(394,681)
(Loss)/gain in fair value of derivative component of convertible bond		(10,005)	6,320
Write-down of inventories of properties		(586,578)	(298,450)
(Loss)/gain on disposal of subsidiaries		(54,001)	2,274
Selling and marketing expenses		(51,135)	(86,501)
Administrative expenses		(46,962)	(67,184)
Finance costs	8	<u>(403,554)</u>	<u>(130,595)</u>
Loss before income tax	9	(4,841,113)	(495,579)
Income tax credit	10	<u>786,160</u>	<u>73,165</u>
Loss for the year		<u><u>(4,054,953)</u></u>	<u><u>(422,414)</u></u>

		2024	2023
	Note	RMB'000	RMB'000
Other comprehensive expense			
<i>Item that may be reclassified subsequently to profit or loss:</i>			
Exchange differences arising on translation of foreign operations		<u>(8,950)</u>	<u>(24,766)</u>
Total comprehensive expense for the year		<u>(4,063,903)</u>	<u>(447,180)</u>
(Loss)/profit for the year attributable to:			
– Owners of the Company		(4,051,720)	(464,567)
– Non-controlling interests		<u>(3,233)</u>	<u>42,153</u>
		<u>(4,054,953)</u>	<u>(422,414)</u>
Total comprehensive (expense)/income for the year attributable to:			
– Owners of the Company		(4,060,670)	(489,333)
– Non-controlling interests		<u>(3,233)</u>	<u>42,153</u>
		<u>(4,063,903)</u>	<u>(447,180)</u>
Loss per share			
Basic (RMB cents)	12	<u>(79.63)</u>	<u>(9.13)</u>
Diluted (RMB cents)		<u>(79.63)</u>	<u>(9.13)</u>

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2024

		2024	2023
	Notes	RMB'000	RMB'000
Non-current assets			
Property, plant and equipment		48,347	48,452
Investment properties		6,005,500	10,233,800
Deferred tax assets		12,104	156,514
		<u>6,065,951</u>	<u>10,438,766</u>
Current assets			
Inventories of properties		9,150,262	11,049,745
Contract costs		63,840	64,228
Trade and other receivables and prepayments	13	895,370	959,406
Deposits for land use rights for properties under development for sale		53,270	53,270
Income tax recoverable		181,635	128,122
Amounts due from related companies		24,678	78,262
Amounts due from non-controlling shareholders of subsidiaries		232,398	236,461
Restricted bank deposits		90,101	250,704
Bank balances and cash		100,415	148,063
		<u>10,791,969</u>	<u>12,968,261</u>
Current liabilities			
Trade and other payables and accruals	14	3,656,360	3,470,643
Debt component of convertible bond		216,942	451,435
Derivative component of convertible bond		86,883	—
Promissory note		691,525	546,062
Contract liabilities		4,776,505	6,253,719
Income tax payable		556,679	586,556
Amounts due to related companies		45,118	24,542
Amount due to the ultimate controlling shareholder		99,626	99,626
Bank and other borrowings due within one year	15	5,833,124	2,802,910
		<u>15,962,762</u>	<u>14,235,493</u>
Net current liabilities		<u>(5,170,793)</u>	<u>(1,267,232)</u>
Total assets less current liabilities		<u>895,158</u>	<u>9,171,534</u>

		2024	2023
	<i>Note</i>	<i>RMB'000</i>	<i>RMB'000</i>
Capital and reserves			
Share capital		42,890	42,890
Reserves		<u>288,737</u>	<u>4,349,407</u>
Equity attributable to owners of the Company		331,627	4,392,297
Non-controlling interests		<u>213,842</u>	<u>217,075</u>
Total equity		<u>545,469</u>	<u>4,609,372</u>
Non-current liabilities			
Deferred tax liabilities		349,689	1,317,253
Bank and other borrowings due after one year	15	<u>—</u>	<u>3,244,909</u>
		<u>349,689</u>	<u>4,562,162</u>
		<u>895,158</u>	<u>9,171,534</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2024

1. GENERAL INFORMATION

The Company is a public limited company incorporated in Bermuda and its shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). Its parent and ultimate parent is United Century International Limited (incorporated in the British Virgin Islands (“BVI”). The ultimate controlling party is Mr. Guo Jiadi (“Mr. Guo”). The address of registered office and principal place of business of the Company are located at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda and Unit G, 1/F, Fook Moon Building, 56-72 Third Street, Sai Ying Pun, Hong Kong, respectively.

The consolidated financial statements are presented in Renminbi (“RMB”), which is also the functional currency of the Company.

2. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements have been prepared in accordance with HKFRS Accounting Standards issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”). For the purpose of preparation of the consolidated financial statements, information is considered material if such information is reasonably expected to influence decisions made by primary users. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis except for investment properties and financial instruments that are measured at fair values at the end of the reporting period. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Going concern basis

During the year ended 31 December 2024, the Group recorded a loss for the year of RMB4,054,953,000. As at 31 December 2024, the Group had net current liabilities of RMB5,170,793,000, and current liabilities of RMB15,962,762,000, including (i) bank and other borrowings due within one year amounting to RMB5,833,124,000, (ii) certain advances from third parties, which are included in other payables, amounting to RMB1,350,372,000, in aggregate, which are repayable on demand or within one year, (iii) debt component of convertible bond of RMB216,942,000, (iv) promissory note of RMB691,525,000 and (v) amount due to the ultimate controlling shareholder of RMB99,626,000. However, the Group had cash and cash equivalents and restricted bank deposits only amounted to RMB100,415,000 and RMB90,101,000, respectively.

Furthermore, as at 31 December 2024, the Group did not repay certain bank and other borrowings at an aggregate carrying value of approximately RMB4,342,154,000 and aggregate interest payables of RMB263,315,000 (“Overdue Borrowings”) in accordance with the contractual repayment schedules. Pursuant to the terms of the Overdue Borrowings, the Overdue Borrowings would be immediately repayable if requested by the respective lenders. In addition, out of the Overdue Borrowings of RMB4,342,154,000, bank and other borrowings with carrying amount of RMB240,690,000 were also in breach of financial covenants.

Other than the Overdue Borrowings, as at 31 December 2024, the Group’s bank and other borrowings at an aggregate carrying value of RMB1,331,870,000 and aggregate interest payables of RMB80,767,000 (“Cross-default Borrowings”) contained a cross-default clause in the respective financing agreements, under which Cross-default Borrowings were considered defaulted if any bank and other borrowings of the Group had been defaulted. Pursuant to the terms of the Cross-default Borrowings, the Cross-default Borrowings would be immediately due if requested by the lenders.

Accordingly, at as 31 December 2024, default and cross-default bank and other borrowings of the Group amounted to a total of RMB5,674,024,000 and default and cross-default interest payables amounted to a total of RMB344,082,000.

In view of such circumstances, the directors of the Company have given careful consideration to the future liquidity and its available sources of financing in assessing whether the Group will have sufficient funds to fulfil its financial obligations and continue as a going concern. The following plans and measures included in (i) to (vii) below (the “Plans and Measures”) are formulated to mitigate the liquidity pressure and to improve its cash flows:

- (i) regarding the convertible bond and promissory note, the Group has amended the relevant terms such that the maturity date was changed from 30 January 2024 to 30 January 2029 whereas a right shall be granted to the holder of the convertible bond and promissory note to require the Company to redeem all of the outstanding convertible bond and promissory note on demand. Details of the amendments of terms and conditions of the convertible bond and promissory note are set out in the Company’s announcements dated 30 January 2024, 21 February 2024 and 13 March 2024. However, a right of repayable on demand was given to the holder of the convertible bond and promissory note. In this regard, the holder of convertible bond and promissory note signed a letter of undertaking on 28 January 2026, in writing, to the Company that the holder of convertible bond and promissory note would not exercise the right to demand repayment from the Company for at least twelve months from the date of approval of these consolidated financial statements;
- (ii) regarding the amount due to the ultimate controlling shareholder, the ultimate controlling shareholder signed a letter of undertaking on 28 January 2026, in writing, to the Company that they would not exercise the right to demand repayment from the Company for at least one year from the date of approval of these consolidated financial statements;
- (iii) The Group has been conducting active negotiations with the lenders on the extension of the repayment schedule of certain borrowings;
- (iv) among the other payables, there are repayable on demand balances of RMB438,912,000 advances from third parties, with which, subsequent to the year end date, the management successfully liaised to set the maturities to be at least one year from the date of approval of these consolidated financial statements;
- (v) the Group will continue to implement plans and measures to accelerate the pre-sales and sales of its properties under development and completed properties held for sale, and to speed up the collection of sales proceeds so as to generate adequate net cash inflows;

- (vi) the Group applies cost control measures in cost of sales and administrative expenses; and
- (vii) the Group will also continue to seek for new or other alternative financing from financial institutions, such as equity financing to finance the settlement of its existing financial obligations and future operating expenditures.

The directors of the Company have reviewed the Group's cash flow forecast prepared by the management and are of the opinion that, taking into account the above mentioned financial condition, Plans and Measures, the Group will have sufficient funds to maintain its operations and to meet its financial obligations as and when they fall due within the next 12 months from the date of approval of these consolidated financial statements. Accordingly, the directors of the Company are satisfied that it is appropriate to prepare the consolidated financial statements on a going concern basis. These financial conditions, together with the Plans and Measures, indicate the existence of material uncertainties which may cast significant doubt about the Group's ability to continue as a going concern.

Should the Group be unable to achieve the above mentioned Plans and Measures and operate as a going concern, adjustments would have to be made to write down the carrying values 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. The effects of these adjustments have not been reflected in these consolidated financial statements.

3. APPLICATION OF NEW AND AMENDMENTS TO HKFRS ACCOUNTING STANDARDS

Amendments to HKFRS Accounting Standards that are mandatorily effective for the current year

In the current year, the Group has applied the following amendments to HKFRS Accounting Standards issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") for the first time, which are mandatorily effective for the Group's annual period beginning on or after 1 January 2024 for the preparation of the consolidated financial statements:

Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020)
Amendments to HKAS 1	Non-current Liabilities with Covenants
Amendments to HKAS 7 and HKFRS 7	Supplier Finance Arrangements

The application of the amendments to HKFRS Accounting Standards in the current year has had no material effect on the Group's financial positions and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

New and amendments to HKFRS Accounting Standards in issue but not yet effective

The Group has not early applied the following new and amendments to HKFRS Accounting Standards that have been issued but are not yet effective:

HKFRS 18	Presentation and Disclosure in Financial Statements ³
HKFRS 19	Subsidiaries without Public Accountability: Disclosures ³
Amendments to HKFRS 9 and HKFRS 7	Amendments to the Classification and Measurement of Financial Instruments ²
Amendments to HKFRS 9 and 7	Contracts Referencing Nature – dependent Electricity ²
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ⁴
Amendments to HKFRS Accounting Standards – Volume 11	Amendments to HKFRS 1, HKFRS 7, HKFRS 9, HKFRS 10 and HKAS 7 ²
Amendments to HKAS 21	Lack of Exchangeability ¹

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

² Effective for annual periods beginning on or after 1 January 2026.

³ Effective for annual periods beginning on or after 1 January 2027.

⁴ No mandatory effective date yet determined but available for adoption.

Except as described below, the directors of the Company anticipate that the application of all the new and amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

HKFRS 18 Presentation and Disclosure in Financial Statements

HKFRS 18 Presentation and Disclosure in Financial Statements, which sets out requirements on presentation and disclosures in financial statements, will replace HKAS 1 Presentation of Financial Statements. This new HKFRS Accounting Standard, while carrying forward many of the requirements in HKAS 1, introduces new requirements to present specified categories and defined subtotals in the statement of profit or loss; provide disclosures on management-defined performance measures in the notes to the financial statements and improve aggregation and disaggregation of information to be disclosed in the financial statements. In addition, some HKAS 1 paragraphs have been moved to HKAS 8 and HKFRS 7. Minor amendments to HKAS 7 Statement of Cash Flows and HKAS 33 Earnings per Share are also made.

HKFRS 18, and amendments to other standards, will be effective for annual periods beginning on or after 1 January 2027, with early application permitted. The Group is in the process of assessing the detailed impact of HKFRS 18 on the Group's consolidated financial statements but is not yet in a position to state whether this new and revised HKFRS would have a material impact on the disclosure and the presentation of the consolidated financial statements in the future.

4. REVENUE

Disaggregation of revenue

Segments	For the year ended 31 December 2024		
	Property development <i>RMB'000</i>	Property investment <i>RMB'000</i>	Total <i>RMB'000</i>
Types of goods or services			
Sales of properties			
– Sales of residential units	1,771,373	–	1,771,373
– Sales of commercial units	58,856	–	58,856
– Sales of office units	113,605	–	113,605
– Sales of car parking spaces	25,176	–	25,176
Property management and related fee income	–	7,075	7,075
Revenue from contracts with customers within the scope of HKFRS 15	1,969,010	7,075	1,976,085
Rental income	–	102,035	102,035
	<u>1,969,010</u>	<u>109,110</u>	<u>2,078,120</u>
Geographical market			
Mainland China	<u>1,969,010</u>	<u>109,110</u>	<u>2,078,120</u>
Timing of revenue recognition			
At a point in time	1,969,010	–	1,969,010
Over time	–	7,075	7,075
	<u>1,969,010</u>	<u>7,075</u>	<u>1,976,085</u>

Set out below is the reconciliation of revenue from contracts with customers with the amounts disclosed in the segment information:

Segments	For the year ended 31 December 2024		
	Property development <i>RMB'000</i>	Property investment <i>RMB'000</i>	Total <i>RMB'000</i>
Revenue disclosed in segment information			
External customer	1,969,010	109,110	2,078,120
Less: rental income	–	(102,035)	(102,035)
Revenue from contracts with customers	<u>1,969,010</u>	<u>7,075</u>	<u>1,976,085</u>

	For the year ended 31 December 2023		
Segments	Property Development <i>RMB '000</i>	Property investment <i>RMB '000</i>	Total <i>RMB '000</i>
Types of goods or services			
Sales of properties			
– Sales of residential units	2,686,932	–	2,686,932
– Sales of commercial units	67,455	–	67,455
– Sales of office units	367,865	–	367,865
– Sales of car parking spaces	49,377	–	49,377
Property management and related fee income	–	14,913	14,913
Revenue from contracts with customers within the scope of HKFRS 15	3,171,629	14,913	3,186,542
Rental income	–	116,213	116,213
	<u>3,171,629</u>	<u>131,126</u>	<u>3,302,755</u>
Geographical market			
Mainland China	<u>3,171,629</u>	<u>131,126</u>	<u>3,302,755</u>
Timing of revenue recognition			
At a point in time	3,171,629	–	3,171,629
Over time	–	14,913	14,913
	<u>3,171,629</u>	<u>14,913</u>	<u>3,186,542</u>

Set out below is the reconciliation of revenue from contracts with customers with the amounts disclosed in the segment information:

Segments	For the year ended 31 December 2023		
	Property development	Property investment	Total
	<i>RMB '000</i>	<i>RMB '000</i>	<i>RMB '000</i>
Revenue disclosed in segment information			
External customer	3,171,629	131,126	3,302,755
Less: rental income	<u>—</u>	<u>(116,213)</u>	<u>(116,213)</u>
Revenue from contracts with customers	<u>3,171,629</u>	<u>14,913</u>	<u>3,186,542</u>

For sales of properties, the Group normally receives 30%-100% of the contract value from customers when they sign the sale and purchase agreements, while construction work in respect of the properties being purchased under the sale and purchase agreements are still ongoing. For those customers who use mortgage loans provided by the banks, the remaining amounts of the total contract values will be paid to the Group from the banks once the customers meet the requirements of the banks. These advance payments of 30%-100% of the contract value from customers resulted in contract liabilities being recognised throughout the property construction period until sales of the properties are recognised as revenue. The Group receives full payment from the customers before physical delivery of the completed property.

The Group has provided guarantees in respect of mortgage facilities granted by certain banks in connection with the mortgage loans entered into by customers of the Group's properties. Pursuant to the terms of the guarantees, if a customer defaults on the payment of its mortgage during the term of guarantee, the bank holding the mortgage may demand the Group to repay the outstanding amount of the loan and any accrued interest thereon. Under such circumstances, the Group is able to retain the customer's sales deposit and sell the property to recover any amounts paid by the Group to the bank. The guarantee period commences from the dates of grant of the relevant mortgage loans and end after the customer obtained the individual property ownership certificate. The related financial guarantee contracts issued to banks in favour of customers in respect of the mortgage loans are not recognised separately as the fair value of the guarantees is immaterial at the dates of grant of the relevant mortgage loans and at the end of the reporting periods.

For property management and related services to the tenants of the Group's investment properties and occupants of properties managed by the Group, the Group agrees the fixed rate for services with the customers upfront. As the tenants or occupants simultaneously receive and consume the benefits provided by the Group's performance, the revenue is recognised over time on a straight line basis when the performance obligations are satisfied. Monthly payment of the transaction is invoiced to the customers in advance each month. The performance obligation in the contracts with customers are provision of property management services, security services and janitorial services.

The transaction price allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 31 December 2024 and 2023 and the expected timing of recognising revenue are as follows:

	Sales of properties	
	2024	2023
	<i>RMB'000</i>	<i>RMB'000</i>
– Within one year	2,284,780	3,550,746
– More than one year but not more than two years	2,152,831	1,744,944
– More than two years but not more than five years	338,894	958,029
	4,776,505	6,253,719

Relating to property management and related services, all of the Group's unsatisfied performance obligations for contracts with customers are for periods of one year or less. As permitted under HKFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

Operating leases

	Rental income	
	2024	2023
	RMB'000	RMB'000
Lease payments that are fixed	101,935	116,028
Variable lease payments that do not depend on an index or a rate	100	185
	102,035	116,213

5. SEGMENT INFORMATION

Information regularly reported to the Group's chief executive officer of the Group (the chief operating decision maker ("CODM")) for the purposes of resource allocation and assessment of segment performance focuses on the type of goods and services delivered or provided. The Group's reportable and operating segments under HKFRS 8 Operating Segments are as follows:

Property development – development and sale of properties

Property investment – lease of investment properties and provision of property management service

Segment revenues and results

The following is an analysis of the Group's revenue and results by reportable and operating segments:

For the year ended 31 December 2024

Segments	Property development RMB'000	Property investment RMB'000	Total RMB'000
Segment revenue			
External revenue	1,969,010	109,110	2,078,120
Segment loss	(917,332)	(3,831,005)	(4,748,337)
Unallocated other income			53
Unallocated other gains or losses, net			(1,783)
Loss on change in terms of promissory note			(112,989)
Gain on change in terms of convertible bond			181,730
Loss in fair value of derivative component of convertible bond			(10,005)
Loss on disposal of subsidiaries			(54,001)
Unallocated corporate expenses			(24,009)
Unallocated finance costs			(71,772)
Loss before income tax			(4,841,113)

For the year ended 31 December 2023

Segments	Property development <i>RMB '000</i>	Property investment <i>RMB '000</i>	Total <i>RMB '000</i>
Segment revenue			
External revenue	<u>3,171,629</u>	<u>131,126</u>	<u>3,302,755</u>
Segment loss	<u><u>(31,338)</u></u>	<u><u>(374,641)</u></u>	<u><u>(405,979)</u></u>
Unallocated other income			7
Unallocated other gains or losses, net			(1,800)
Gain in fair value of derivative component of convertible bond			6,320
Unallocated corporate expenses			(4,751)
Unallocated finance costs			<u>(89,376)</u>
Loss before income tax			<u><u>(495,579)</u></u>

The accounting policies of the operating segments are the same as the Group's accounting policies. Segment results represent the loss incurred by each segment without allocation of unallocated other income, unallocated other gains and losses, change in fair value of derivative component of convertible bond, unallocated corporate expenses and unallocated finance costs. This is the measure reported to the CODM for the purposes of resource allocation and performance assessment.

Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by reportable and operating segments:

Segment assets

	2024 <i>RMB '000</i>	2023 <i>RMB '000</i>
Property development	10,604,937	12,966,428
Property investment	<u>6,075,406</u>	<u>10,317,025</u>
Total segment assets	16,680,343	23,283,453
Unallocated assets:		
Bank balances and cash	626	712
Restricted bank deposits	3	—
Unallocated corporate assets	<u>176,948</u>	<u>122,862</u>
Consolidated total assets	<u><u>16,857,920</u></u>	<u><u>23,407,027</u></u>

Segment liabilities

	2024 RMB'000	2023 RMB'000
Property development	13,521,509	15,475,704
Property investment	1,526,980	2,257,650
Total segment liabilities	15,048,489	17,733,354
Unallocated liabilities:		
Debt component of convertible bond	216,942	451,435
Derivative component of convertible bond	86,883	—
Promissory note	691,525	546,062
Amount due to a related company	267,686	2,656
Unallocated corporate liabilities	926	64,148
Consolidated total liabilities	16,312,451	18,797,655

For the purposes monitoring segment performance and allocating resources between segments:

- all assets are allocated to operating segments other than certain bank balances and cash, certain restricted bank deposits and unallocated corporate assets not attributable to respective segment.
- all liabilities are allocated to operating segments other than debt component of convertible bond, derivative component of convertible bond, promissory note, amount due to related company and unallocated corporate liabilities not attributable to respective segment.

Other segment information

	For the year ended 31 December 2024				
	Property development RMB'000	Property investment RMB'000	Total reportable segment RMB'000	Unallocated RMB'000	Total RMB'000
<i>Amounts included in the measure of segment profit or loss or segment assets:</i>					
Addition of non-current assets	1,108	238,301	239,409	—	239,409
Bank interest income	481	39	520	54	574
Finance costs	(331,782)	—	(331,782)	(71,772)	(403,554)
Depreciation of property, plant and equipment	(1,201)	—	(1,201)	(16)	(1,217)
Gain on disposal of property, plant and equipment	27	—	27	—	27
Loss in fair value of investment properties	—	(3,870,533)	(3,870,533)	—	(3,870,533)
Loss on disposal of investment properties	—	(1,981)	(1,981)	—	(1,981)
Write-down of inventories of properties	(586,578)	—	(586,578)	—	(586,578)

For the year ended 31 December 2023

	Property development RMB'000	Property investment RMB'000	Total reportable segment RMB'000	Unallocated RMB'000	Total RMB'000
<i>Amounts included in the measure of segment profit or loss or segment assets:</i>					
Addition of non-current assets	229	86,716	86,945	–	86,945
Bank interest income	2,157	45	2,202	4	2,206
Finance costs	(41,218)	(1)	(41,219)	(89,376)	(130,595)
Depreciation of property, plant and equipment	(9,253)	–	(9,253)	(16)	(9,269)
Gain on disposal of property, plant and equipment	41	–	41	–	41
Loss in fair value of investment properties	–	(394,681)	(394,681)	–	(394,681)
Loss on disposal of investment property	–	(38,161)	(38,161)	–	(38,161)
Write-down of inventories of properties	(298,450)	–	(298,450)	–	(298,450)

Geographical information

The following tables set out information about the Group's revenue from external customers by cities in the People's Republic of China ("PRC"), based on the location at which the properties are sold, properties are invested and services are provided. Information about its non-current assets is analysed by geographical location of assets.

Revenue from external customers:

	2024 RMB'000	2023 RMB'000
Nanping	289,252	504,861
Xian	–	17,584
Baoji	56,895	498,893
Jilin	5,603	6,133
Shanghai	128,865	399,543
Yongtai	19	–
Weinan	27,420	169,938
Fuzhou	578,581	924,630
Hangzhou	623,726	738,903
Hanzhong	–	42,270
Longyan	367,759	–
	2,078,120	3,302,755

Non-current assets:

	2024 RMB'000	2023 RMB'000
Fuzhou	2,495,769	4,519,902
Shanghai	2,036,476	3,726,778
Baoji	1,058,493	1,508,185
Hangzhou	195,499	282,000
Yongtai	217,562	217,578
Xian	20,253	27,563
Nanping	69	111
Jilin	16	16
Hong Kong	29,552	65
Others	158	54
	<u>6,053,847</u>	<u>10,282,252</u>

Note: Non-current assets excluded deferred tax assets.

Information about major customers

There is no individual customer who contributed over 10% of the total revenue of the Group during the years ended 31 December 2024 and 2023.

6. OTHER INCOME

	2024 RMB'000	2023 RMB'000
Bank interest income	574	2,206
Government grants (<i>note</i>)	24	435
Others	414	1,104
	<u>1,012</u>	<u>3,745</u>

Note: Government grants of RMB24,000 were granted by the PRC local government authorities to the Group during the year ended 31 December 2024 (2023: RMB435,000). There were no unfulfilled conditions or contingencies relating to these government grants.

7. OTHER GAINS OR LOSSES, NET

	2024 RMB'000	2023 RMB'000
Loss on change in terms of promissory note	(112,989)	—
Gain on change in terms of convertible bond	181,729	—
Gain on disposal of property, plant and equipment	27	41
Loss on disposal of investment properties	(1,981)	(38,161)
Loss on disposal of inventories of properties	—	(458)
Impairment loss on trade and other receivables	(15,054)	—
Impairment loss on amounts due from related companies	(1,809)	—
Impairment loss on amounts due from non-controlling shareholders of subsidiaries	(3,968)	—
Exchange loss, net	(1,783)	(1,800)
	<u>44,172</u>	<u>(40,378)</u>

8. FINANCE COSTS

	2024 RMB'000	2023 RMB'000
Interest on bank and other borrowings	356,704	381,594
Effective interest on convertible bond	19,966	39,519
Effective interest on promissory note	51,356	49,938
Interest on amount due to a related company	58,632	21,910
Interest on contract liabilities	—	33,774
Total borrowing costs	486,658	526,735
Less: amounts capitalised to inventories of properties	(53,603)	(383,888)
amounts capitalised to investment properties under construction	(29,501)	(12,252)
	<u>403,554</u>	<u>130,595</u>

Borrowing costs capitalised during the year arose on the general borrowing pool and are calculated by applying a capitalisation rate of 8.19% (2023: 7.98%) per annum to expenditure on qualifying assets.

9. LOSS BEFORE INCOME TAX

	2024 RMB'000	2023 RMB'000
Loss before income tax has been arrived at after charging/(crediting):		
Auditors' remuneration	800	1,780
Directors' emoluments	1,978	2,248
Staff salaries and allowances (excluding directors' emoluments)		
– Bonus	1,964	1,964
– Salaries	29,955	47,154
Retirement benefit scheme contributions	4,307	4,748
Total other staff costs	36,226	53,866
Less: amounts capitalised to inventories of properties	(3,806)	(8,350)
amounts capitalised to investment properties under construction	(1,005)	(1,166)
	31,415	44,350
Cost of inventories recognised as an expense		
– Construction costs	1,186,781	1,713,610
– Land use right costs	463,888	669,815
– Capitalised interest	325,487	383,888
– Others	16,333	23,582
	1,992,489	2,790,895
Depreciation of property, plant and equipment	1,217	9,269
Gross rental income from investment properties	(102,035)	(116,213)
Less: direct operating expenses from investment properties that generated rental income during the year	430	1,989
	(101,605)	(114,224)
Selling and marketing expenses, mainly comprise of:		
– Real estate agency fees	19,143	25,596
– Business taxes and surcharges	32,071	26,647
– Salary and welfares	5,797	19,881
– Promotion and advertisement expenses	840	3,658
– Electricity and utilities, property management fees	3,119	6,327
– Office supplies	252	802
Administrative expenses, mainly comprise of:		
– Salary and welfares	29,729	35,640
– Legal and professional fees	6,286	6,383
– Electricity and utilities, property management fees	1,361	1,078
– IT and human resources management expenses	376	975
– Office supplies	2,516	2,868
– Depreciation of property, plant and equipment	1,217	7,078
– Donation	111	137

10. INCOME TAX CREDIT

	2024 RMB'000	2023 RMB'000
Current tax:		
Enterprise Income Tax (“EIT”) in the PRC	12,501	2,573
Land Appreciation Tax (“LAT”)	13,344	80,185
	<u>25,845</u>	<u>82,758</u>
Under-provision in prior years:		
EIT in the PRC	—	512
LAT in the PRC	—	7,407
	<u>—</u>	<u>7,919</u>
Deferred tax	(812,005)	(163,842)
	<u>(786,160)</u>	<u>(73,165)</u>

Hong Kong Profits Tax is calculated at 16.5% on the estimated assessable profit for both years.

Under the Law of the PRC on Enterprise Income Tax (the “EIT Law”) and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% for both years.

The provision of LAT is estimated according to the requirements set forth in the relevant PRC tax laws and regulation. LAT has been provided at ranges of progressive rate of the appreciation value, with certain allowable exemptions and deductions.

11. DIVIDEND

No dividend was paid or proposed for ordinary shareholders of the Company (the “Shareholders”) during the reporting period, nor has any dividend been proposed since the end of the reporting period (2023: nil).

12. LOSS PER SHARE

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

Loss figures are calculated as follows:

	2024 RMB'000	2023 RMB'000
Loss for the year attributable to owners of the Company	<u>(4,051,720)</u>	<u>(464,567)</u>

Number of shares

	2024 '000	2023 '000
Weighted average number of ordinary shares for the purpose of basic losses per share	5,088,208	5,088,208
Effect of dilutive potential ordinary shares:		
Convertible bonds	<u>3,164,916</u>	<u>1,213,592</u>
Total potential weighted average number of ordinary shares for the purpose of diluted loss per share*	<u><u>5,088,208</u></u>	<u><u>5,088,208</u></u>

Diluted loss per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares.

For the years ended 31 December 2024 and 2023, the potential ordinary shares of the Company included outstanding share options and convertible bond. The calculation of the dilutive effects for share options is determined by the number of shares that could have been acquired at fair value (determined as the average annual market share price of the Company's shares) based on the monetary value of the subscription rights attached to the outstanding share options. The number of shares calculated as above is compared with the number of shares that would have been issued assuming the exercise of the share options.

For the years ended 31 December 2024 and 2023, the assumed exercise of potential ordinary shares in relation to the outstanding share options has anti-dilutive effect to the basic loss per share as the exercise price of the options exceeds the average market price of ordinary shares during the year.

* As the Company outstanding convertible bond had an anti-dilutive effect to the basic loss per share calculation, the exercise of the potential dilutive shares is not assumed in the calculation of diluted loss per share for both years. Accordingly, weighted average number of ordinary shares of 5,088,208 (2023: 5,088,208) was used in the calculation for both years.

13. TRADE AND OTHER RECEIVABLES AND PREPAYMENTS

	2024 RMB'000	2023 RMB'000
Trade receivables		
– contracts with customers	99,477	71,317
– rental income (<i>note a</i>)	40,440	24,114
Less: allowance for credit losses	<u>(7,690)</u>	<u>–</u>
	132,227	95,431
Other receivables (<i>note b</i>)	225,247	174,510
Less: allowance for credit losses	<u>(7,437)</u>	<u>(73)</u>
	217,810	174,437

	2024 <i>RMB'000</i>	2023 <i>RMB'000</i>
Prepayments (<i>note c</i>)	381,684	460,529
Other refundable deposits	2,115	30,098
Other tax prepayments (<i>note d</i>)	161,534	198,911
	<u>895,370</u>	<u>959,406</u>

Notes:

- (a) The Group had pledged trade receivables from rental income as at 31 December 2024 to secure bank and other borrowings of the Group (2023: same).
- (b) The balance mainly comprised advances made by the Group to various parties, including suppliers and employees.
- (c) The balance mainly represents prepaid construction cost of RMB381,529,000 (2023: RMB459,144,000) for the Group's properties under development for sale.
- (d) The balance mainly represents prepaid VAT of RMB131,130,000 (2023: RMB167,309,000).

As at 1 January 2024, trade receivables from contracts with customers amounted to RMB99,477,000.

The Group allows an average credit period of 30 days (2023: 30 days) to its trade customers from date of issuance of the invoices. Trade receivables arising from rental income is invoiced in advance monthly or quarterly in accordance with the terms of the related rental agreements.

The following is an aging analysis of the Group's trade receivables presented based on the date of the properties delivered and date of demand note for rental income, net of allowance for credit losses:

	2024 <i>RMB'000</i>	2023 <i>RMB'000</i>
0 – 30 days	17,323	66,248
31 – 90 days	22,517	1,025
Over 90 days	92,387	28,158
	<u>132,227</u>	<u>95,431</u>

The movements in the allowance for credit losses of trade receivables are as follows:

	2024 RMB'000	2023 <i>RMB'000</i>
At beginning of year	—	—
Impairment loss recognised	<u>7,690</u>	<u>—</u>
At end of year	<u><u>7,690</u></u>	<u><u>—</u></u>

As at 31 December 2024, included in the Group's trade receivables balance are debtors with aggregate carrying amount of RMB114,904,000 (2023: RMB29,183,000) which are past due as at the reporting date. Out of the past due balances, RMB92,387,000 (2023: RMB28,158,000) has been past due 90 days or more and is not considered as in default based on the Group's historical credit loss experience from these corresponding debtors and taking into consideration forward-looking information.

The movements in the allowance for credit losses of other receivables are as follows:

	2024 RMB'000	2023 <i>RMB'000</i>
At beginning of year	73	73
Impairment loss recognised	<u>7,364</u>	<u>—</u>
At end of year	<u><u>7,437</u></u>	<u><u>73</u></u>

14. TRADE AND OTHER PAYABLES AND ACCRUALS

	2024 RMB'000	2023 <i>RMB'000</i>
Trade payables (<i>note a</i>)	921,678	855,082
Other payables (<i>note b</i>)	1,350,372	1,709,006
Interest payables (<i>note c</i>)	425,489	149,897
Deposits received from tenants	24,692	28,525
Other tax payables	222,271	142,423
Accrued construction costs (<i>note d</i>)	<u>711,858</u>	<u>585,710</u>
	<u><u>3,656,360</u></u>	<u><u>3,470,643</u></u>

Notes:

- (a) The following is an aging analysis of trade payables presented based on the invoice date:

	2024 <i>RMB'000</i>	2023 <i>RMB'000</i>
Unbilled	—	491,215
0 – 30 days	104,792	14,708
31 – 90 days	102,663	37,606
91 – 365 days	296,364	69,119
Over 1 year	417,859	242,434
	<u>921,678</u>	<u>855,082</u>

Trade payables principally comprise amounts outstanding for payments to contractors and suppliers of property development projects and purchases of construction materials. The average credit period granted to the Group is from 6 months to 1 year. The management closely monitors the payments of the payable to ensure that all payables are paid within the credit time frame.

- (b) Included in other payables are balances amounting to RMB493,642,000 (2023: RMB494,159,000) which were advanced from independent third parties for short-term borrowing purposes, and are non-trade related, interest-free and repayable on demand.
- (c) Included in interest payables are balances amounting to RMB263,315,000 (2023: nil) which were defaulted in accordance with the contractual repayment schedules, and RMB80,767,000 (2023: nil) which were defaulted due to a cross-default clause in the respective financing agreements. Accordingly, the amount included in interest payables with a total of RMB344,082,000 (2023: nil) was defaulted or cross-defaulted.
- (d) The accrued construction costs relate to construction of properties under development for sale and investment properties which will be transferred to trade or other payables on achieving payment milestones as stipulated in the agreements with the subcontractors.

15. BANK AND OTHER BORROWINGS

	2024 <i>RMB'000</i>	2023 <i>RMB'000</i>
Secured bank borrowings	4,961,944	5,178,952
Secured other borrowings	871,180	868,867
	<u>5,833,124</u>	<u>6,047,819</u>

Note:

The other borrowings were raised from independent third parties, which are financial institutions, financial asset management companies and a property developer.

The carrying amounts of the above borrowings are repayable based on scheduled repayment dates set out in the loan agreements as follows:

	Bank borrowings		Other borrowings		Total	
	2024	2023	2024	2023	2024	2023
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Within one year or on demand	4,961,944	2,660,927	871,180	141,983	5,833,124	2,802,910
More than one year, but not exceeding two years	–	1,170,025	–	726,884	–	1,896,909
More than two years, but not exceeding five years	–	559,000	–	–	–	559,000
More than five years	–	789,000	–	–	–	789,000
	4,961,944	5,178,952	871,180	868,867	5,833,124	6,047,819
Less: Amounts due within one year shown under current liabilities	(4,961,944)	(2,660,927)	(871,180)	(141,983)	(5,833,124)	(2,802,910)
Amounts shown under non-current liabilities	–	2,518,025	–	726,884	–	3,244,909

MANAGEMENT DISCUSSION AND ANALYSIS

FINANCIAL HIGHLIGHTS

- Total revenue for the reporting period was approximately RMB2,078.1 million, representing a decrease of approximately 37.1% as compared with approximately RMB3,302.8 million for the year ended 31 December 2023.
- Gross profit for the reporting period was approximately RMB136.5 million, representing a decrease of approximately 73.2% as compared with approximately RMB509.9 million for the year ended 31 December 2023.
- Loss for the reporting period was approximately RMB4,055.0 million, as compared to loss for the year ended 31 December 2023 of approximately RMB422.4 million.
- Loss attributable to owners for the reporting period was approximately RMB4,051.7 million as compared to loss attributable to owners for the year ended 31 December 2023 of approximately RMB464.6 million.
- Basic loss per share was RMB79.63 cents (2023: loss per share of RMB9.13 cents).
- Contracted sales amount of the Group for the reporting period amounted to approximately RMB167.0 million, representing a decrease of approximately 80.2% as compared with approximately RMB842.1 million for the year ended 31 December 2023.
- Contracted gross floor area (“GFA”) was approximately 14,140 square meters (“sq.m.”) for the reporting period, representing a decrease of approximately 84.7% as compared with approximately 92,601 sq.m. for the year ended 31 December 2023.

DIVIDEND

The Board does not recommend the payment of any final dividend for the reporting period (2023: nil).

BUSINESS REVIEW

The Group is principally engaged in property development, and holding of property for investment and rental purpose.

Property development

As at 31 December 2024, the Group had 9 property projects under development which are situated in different cities in the PRC. Key cities include Shanghai, Fuzhou, Xian and Baoji. The Group primarily focuses on the development of residential properties, as well as residential and commercial complex properties, product types including apartments, offices, retail shops, villas, etc.

Contracted property sales

During the reporting period, the Group achieved contracted sales of approximately RMB167.0 million with contracted GFA of approximately 14,140 sq.m., representing a decrease of 80.2% in contracted sales and 84.7% in contracted GFA in comparison with the year ended 31 December 2023. The decrease in contracted sales is mainly influenced by the depressed real estate sales environment in 2024.

The table below illustrates the contracted sales (stated before the deduction of applicable taxes) achieved by the Group for the reporting period:

Property projects	Type	Contracted sales amount <i>RMB'000</i>	Contracted sales area <i>sq.m.</i>	Average price of contracted sales <i>RMB/sq.m.</i>	Percentage of total contracted sales amount <i>%</i>	Group interest <i>%</i>
Shanghai						
Sandi Manhattan	Commercial	34,254	1,747	19,611	20.5	100
Shaanxi Province						
Sandi Bahe Yihao	Residential	26,876	1,246	21,562	16.1	70
Fujian Province						
Sandi Yunqitai	Residential	37,832	3,229	11,717	22.7	51
Sandi Jinyu Yunjing	Residential	37,650	4,256	8,847	22.5	100
Others	Residential/ Commercial	30,374	3,663	8,293	18.2	
Total		166,986	14,141	11,810	100.0	
Attributable to the Group		139,723	12,103			

Notes:

- (a) Contracted sales and the calculation of average selling price are based on the sales revenue before the deduction of business/value-added tax and other surcharges/taxes.
- (b) Contracted sales and GFA attributable to the car parking spaces are excluded in the contracted GFA and average selling price calculation.

Property under development

The table below summarises the major property development projects of the Group as at 31 December 2024:

Property projects	Expected completion dates	Site area <i>sq.m.</i>	Completed		GFA under development <i>sq.m.</i>	Planned GFA for future development <i>sq.m.</i>	Group's interest %
			Saleable GFA delivered/pre-sold <i>sq.m.</i>	GFA available for sale <i>sq.m.</i>			
Shaanxi Province							
Sandi Century New City	2025	169,923	1,108,179	67,741	62,659	–	100
Sandi Jinyu Gaoxin	2025	65,157	94,661	2,189	105,114	–	100
Sandi Yunding Fengdan	2025	52,870	75,749	–	53,734	–	100
Sandi Bahe Yihao	2025	77,018	–	–	235,433	–	70
Sandi Jinyunfu	2025	40,592	–	–	77,331	–	51
Fujian Province							
Sandi Jiangshan Waterfront	2025	310,176	10,525	–	255,096	–	100
Sandi Xishanyuan	2025	177,010	–	–	96,449	–	100
Sandi Yasong Fengdan Garden	2024	38,539	23,358	16,467	–	–	100
Sandi Yunqitai	2024	60,928	59,580	37,274	–	–	51
Sandi Jinyu Yunjing	2024	29,332	38,967	27,342	–	–	100
Sandi Jinyu Yunyue	2025	17,386	–	–	15,383	–	100

Property projects	Expected completion dates	Site area <i>sq.m.</i>	Completed		GFA under development <i>sq.m.</i>	Planned GFA for future development <i>sq.m.</i>	Group's interest %
			Saleable GFA delivered/pre-sold <i>sq.m.</i>	GFA available for sale <i>sq.m.</i>			
Zhejiang Province							
Sandi Yasong Meizhu	2024	37,252	47,457	18,633	–	–	100
Shanghai							
Sandi Manhattan	2026	104,251	155,128	56,499	120,280	–	100
Total		1,180,434	1,613,604	226,145	1,021,479	–	
Attributable to the Group		1,107,584	1,584,409	207,881	912,956	–	

Notes:

- The table above includes properties for which the Group has obtained the relevant land use rights certificate(s) but has not obtained the requisite construction permits or the Group has received the confirmation letter(s) on bidding of granting land use rights but is in progress to obtain the land use right certificate(s). The figures for “GFA available for sale”, “GFA under development” and “Planned GFA for future development” are based on figures provided in the relevant governmental documents, such as the property ownership certificates, the construction work planning permits, the pre-sale permits, the construction land planning permits or the land use rights certificate. The categories of information are based on our internal records.
- The figures of “Saleable GFA pre-sold” and “GFA available for sale” include saleable GFA of car parks spaces; while figures of “GFA under development” and “Planned GFA for future development” also include non-saleable GFA such as ancillary area.
- “GFA available for sale”, “GFA under development” and “Planned GFA for future development” are derived from the Group’s internal records and estimates.

The following section provides further details of major ongoing projects of the Group.

Shaanxi Province

Sandi Bahe Yihao

Sandi Bahe Yihao (“Bahe Yihao”) project is located in Baqiao District, Xian, north of Xiangyun Road and east of Ba Liu Yi Road. The project is adjacent to the Ba River Ecological Wetland Park, occupies the rare river view resources of the Bahe River, and has an excellent ecological environment in Xian.

Bahe Yihao is comparable to New York's ONE and London's One Hyde Park, and is a top-level project built by China Sandi in accordance with the concept of "international vision and quality home building". The project occupies an area of about 19 acres, with a total GFA of 235,433 sq.m., a floor area ratio of 2.21, and a green area ratio of 35%. The project makes full use of the landscape of the Bahe River to create a high-end improvement quality development in the Bahe River New Area. The project plans five high-rise buildings (24-25 floors), five small high-rise buildings (15-16 floors) and eight multi-storey buildings (5-9 floors) along the Ba River, covering a full range of dwelling choices such as pied-à-terre, houses, and large bungalows, making the project the only high-end quality architectural complex with a full range of dwelling choices along the Ba River. Pre-sale of the project commenced in 2022. During the period from the sales commencement date to 31 December 2024, contracted sales amounted to approximately RMB26.9 million.

Shanghai

Sandi Manhattan

Shanghai Sandi Manhattan project ("Sandi Manhattan") is a major project of the Group in Shanghai. It is situated in the prime location of Shanghai Songjiang District, Songjiang New Town International Ecology Business District with a site area of approximately 104,251 sq.m.. Sandi Manhattan is a mixed-use development complex, including offices, shopping malls and hotels. Hyatt Regency Shanghai Songjiang ("Hyatt Regency") and Shanghai Sandi Xintiandi ("Sandi Xintiandi"), the projects of Sandi Manhattan, opened in July and December 2021, respectively. Hyatt Regency, an international 5-star hotel, belongs to one of the major investment properties of the Group in Sandi Manhattan. Hyatt Regency is located at the core area of Songjiang New Town International Ecology Business District and provides privileged services to guests. It provides multi-functional spaces of approximately 1,900 sq.m. and 256 guestrooms, including 18 suites, with floor-to-ceiling views of Wulong Lake, gardens or Ecology Business District skyline. Sandi Xintiandi is also located at the core area of Songjiang New Town International Ecology Business District. It is the first ecology semi-open commercial complex project, with approximately 170,000 sq.m. GFA. The contracted sales amount of approximately RMB34.3 million were recorded during the period from the pre-sales date up to 31 December 2024.

Land bank replenishment

The Group's strategy is to maintain the sufficiency of land bank portfolio to support the Group's own development pipeline for the next few years. As at 31 December 2024, the Group had a quality land bank amounting to a total GFA of approximately 1,619,000 sq.m., of which approximately 1,444,000 sq.m. were attributable to the owners of the Company.

The table below summarises the landbank by location as at 31 December 2024:

Land bank by location	Total GFA (‘000 sq.m.)	Attributable GFA (‘000 sq.m.)
Shaanxi	712	594
Fujian	728	671
Shanghai	179	179
Total	1,619	1,444

Property Investment

During the reporting period, the Group recognised rental income and property management and related fee income of approximately RMB109.1 million (2023: approximately RMB131.1 million), which was mainly generated by two furniture malls situated in Fuzhou and Baoji. The Group’s investment properties also include hotels, kindergarten, commercial and office premises, all of which are all located in the PRC and generated a stable income stream to the Group.

Set out below are the major investment properties held by the Group as at 31 December 2024:

Location	Existing/ Intended use(s)	Approximate GFA sq.m.	Group’s interest %
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Completed investment properties

Fujian Province

Sandi Furniture Plaza, No. 173 Gongye Road, Yizhou Street, Taijiang District, Fuzhou City	Shopping Mall	113,252	100
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Various blocks, Sandi Kaixuan Fengdan, No. 202 Minjiang Avenue, Cangshan District, Fuzhou City	Commercial/ Hotel	13,477	100
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Shaanxi Province

Red Star Macalline, Block 196, No. 8 Bao Guo Road, Jin Tai District, Baoji City	Shopping Mall	63,643	100
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Location	Existing/ Intended use(s)	Approximate GFA <i>sq.m.</i>	Group's interest %
Sandi Plaza, Block 186, No. 8 Bao Guo Road, Jin Tai District, Baoji City	Shopping Mall	63,125	100
Ramada Hotel Block No. 184, No. 8 Bao Guo Road, Jintai District, Baoji City	Hotel	15,181	100
Pesht Boutique, Block No. 25, No. 8 Bao Guo Road, Jintai District, Baoji City	Hotel	12,248	100
Jinjiang Inn, Block No. 18, No. 8 Bao Guo Road, Jintai District, Baoji City	Hotel	7,094	100
Shanghai			
Lot N5, No. 11 Zhongshan Street Neighbourhood, Songjiang District	Commercial/ Hotel	59,701	100
Lot N11, No. 11 Zhongshan Street Neighbourhood, Songjiang District	Commercial	26,071	100
Investment properties under construction			
Fujian Province			
Tang Kou, Xi Nan Village, Ge Ling Town, Yongtai County, Fuzhou City	Hotel	89,668	100
Shanghai			
Lot N6, No. 11 Zhongshan Street Neighbourhood, Songjiang District	Commercial/ Hotel	122,749	100
Zhejiang Province			
Northwest of Weiliu Road and Jingwu Road, Qiantang New District, Hangzhou City	Residential	16,356	100
Northeast of Jingsi Road and Changfeng Road, Qiantang New District, Hangzhou City	Residential	8,204	100

OUTLOOK

In 2025, China's economy accelerated the pace of recovery. Active fiscal policies became more effective, and the state further improved the confidence and expectations of market participants. Policies in core second-tier cities were fully loosened, while first-tier cities saw significant potential for policy optimisation through ongoing adjustments, such as lower loan interest rates, reduced down payment ratios, and optimisation of purchase restrictions. The comprehensive optimisation of prevention measures also further supported economic recovery throughout 2025. It is now widely believed that the real estate market reached its bottom during this period. With the continued rollout of stimulus policies, the industry began to see clear signs of improvement.

Looking ahead to 2026, the Group will keep abreast of policy changes, grasp changes in the market cycle and adjust its marketing strategies to promote sales returns. We will continue to focus on accelerating sales, ensuring delivery and securing cash flow, and maintain a steady and sustainable growth with like-minded partners and hardworking employees.

OPERATING RESULTS AND FINANCIAL REVIEW

Revenue

The Group's revenue is primarily derived from property sales, which contributed approximately 94.7% of the revenue for the reporting period. The table below sets forth the breakdown of the Group's revenue by operating segment as indicated:

	For the year ended 31 December 2024		For the year ended 31 December 2023	
	<i>RMB'000</i>	%	<i>RMB'000</i>	%
Property development	1,969,010	94.7	3,171,629	96.0
Property investment	109,110	5.3	131,126	4.0
	<u>2,078,120</u>	<u>100</u>	<u>3,302,755</u>	<u>100</u>

Revenue from property sales

The Group's revenue from property sales decreased to approximately RMB1,969.0 million for the reporting period (2023: approximately RMB3,171.6 million).

The table below summarises the revenue from property sales for the reporting period:

Property projects	Type	Sales revenue RMB '000	GFA sq.m.	Average selling price RMB/sq.m.	Percentage of total amount %
Zhejiang Province					
Sandi Yasong Meizhu	Residential	623,618	48,568	12,840	31.8
Fujian Province					
Sandi Yasong Fengdan	Residential/Commercial	159,537	15,758	10,124	8.1
Sandi Yunfu Fengdan	Residential/Commercial	284,528	31,812	8,944	14.5
Sandi Yazhu Fengdan	Residential	343,055	28,488	12,042	17.5
Sandi Jinyu Yunjing	Residential	367,759	29,747	12,363	18.8
Shaanxi Province					
Sandi Jinyu Gaoxin	Residential	29,758	5,218	5,703	1.5
Shanghai					
Sandi Manhattan	Commercial	115,022	4,035	28,503	5.9
Others		37,733	3,417	11,042	1.9
Total		1,961,010	167,043	11,739	100.0

Notes:

- Sales revenue amount and the calculation of average price are based on the sales revenue after the deduction of business/value-added tax and other surcharges/taxes.
- GFA and sales revenue attributable to the car parking spaces are excluded in the GFA sold and the average selling price calculation.

Revenue from property investment

Revenue from property investment including rental income and property management and related fee income amounted to approximately RMB109.1 million for the reporting period (2023: approximately RMB131.1 million), which was derived from the Group's investment properties situated in the PRC, including shopping malls, commercial buildings and kindergartens.

Cost of properties sales

The Group's cost of properties sales increased to approximately RMB1,934.3 million for the reporting period (2023: approximately RMB2,709.9 million). The decrease was primarily attributable to the decrease in the sale of properties during the reporting period as compared with 2023, which led to the decrease in the cost of properties sales.

Write-down of inventories of properties

For the year ended 31 December 2024, no write-down of completed properties held for sale to net realisable value was recognised (2023: RMB37,252,000) in the consolidated statement of profit or loss and other comprehensive income.

For the year ended 31 December 2024, write-down of properties under development for sale to net realisable value of approximately RMB586,578,000 (2023: 261,198,000) was recognised in the consolidated statement of profit or loss and other comprehensive income.

These write-down of properties was mainly due to the impact of the PRC real estate market, which resulted in the expected net realizable value being lower than the carrying value.

Change in fair value on investment properties and upon transfer to investment properties

For the reporting period, the Group recognised a net fair value loss of approximately RMB3,870.5 million on its investment properties (2023: approximately RMB394.7 million). The increase in net fair value loss on the Group's investment properties was a result of the macro-control measures on industry and the continued decline in the market environment of the real estate industry in the PRC.

Change in fair value of derivative component of convertible bonds

During the reporting period, the Group recognised a fair value loss of approximately RMB10.0 million (2023: fair value gain of approximately RMB6.3 million) on the derivative component of the convertible bonds. These convertible bonds, with initial principal amount of HK\$500 million (which was changed to HK\$300 million with retrospective effect from 30 January 2024 by way of an ordinary resolution passed on 13 March 2024), were issued to Primary Partner International Limited ("Primary Partner"), a wholly-owned entity of Mr. Guo Jiadi ("Mr. Guo"), on 30 January 2019 to settle the consideration for acquisition of All Excel Industries Limited. The derivative component of the convertible bonds represented the conversion option into shares (the "Shares") of the Company. They are classified as derivative financial instrument and measured at fair value with changes in fair value recognised in profit or loss.

Other gains or losses, net

The Group recognised other gains, net of approximately RMB44.2 million for the reporting period (2023: other losses, net approximately RMB40.4 million), mainly attributable to gains or losses arising from, or changes in, promissory notes and convertible bonds.

Selling and marketing expenses

The Group's selling and marketing expenses decreased by approximately RMB35.4 million from approximately RMB86.5 million for the year ended 31 December 2023 to approximately RMB51.1 million for the reporting period. Such change was due to less agent fees incurred as a result of decrease in contract sales.

Administrative expenses

The Group's administrative expenses decreased by approximately RMB20.2 million from approximately RMB67.2 million for the year ended 31 December 2023 to approximately RMB47.0 million for the reporting period. Such change was due to a decrease in salary expenses as a result of reduced number of employees.

Finance costs

Finance costs consist of interest expenses on banks and other borrowings, convertible bonds, promissory note, amounts due to a related company and lease liabilities. The finance costs amounted to approximately RMB403.6 million (2023: approximately RMB130.6 million) for the reporting period. The increase in finance cost was attributable to the increase of interest rate of loans.

Income tax credit

Income tax credit mainly comprises the PRC enterprise income tax and land appreciation tax amounted to approximately RMB786.2 million for the reporting period (2023: income tax credit of approximately RMB73.2 million).

LIQUIDITY AND FINANCIAL RESOURCES

As at 31 December 2024, the Group had bank and other borrowings of approximately RMB5,833.1 million denominated in RMB (31 December 2023: approximately RMB6,047.8 million denominated in RMB) and other debts comprising convertible bonds, promissory note and amounts due to a related company in total amount to approximately RMB1,040.5 million denominated in HK\$ and RMB (31 December 2023: approximately RMB1,022.0 million denominated in HK\$ and RMB). As at 31 December 2024 and 2023, all bank and other borrowings were secured with fixed interest rate. The bank and other borrowings with maturities falling due within one year, in the second year, in the third to the fifth year, over five years amounted to approximately RMB5,833.1 million, RMB nil million, RMB nil million and RMB nil million, respectively (31 December 2023: approximately RMB2,802.9 million, RMB1,896.9 million, RMB559.0 million and RMB789.0 million, respectively). Further details of the bank and other borrowings, are set out in note 15 to the consolidated financial statements in this announcement.

As at 31 December 2024, the Group had cash and cash equivalents of approximately RMB100.4 million (31 December 2023: approximately RMB148.1 million) which were mainly denominated in HK\$ and RMB.

As at 31 December 2024, the gearing ratio for the Group was approximately 1,241.7% (31 December 2023: approximately 150.2%), calculated based on the net debts (comprising bank and other borrowings and other debts comprising convertible bonds, promissory note and amounts due to a related company less cash and cash equivalent) of approximately RMB6,773.2 million (31 December 2023: approximately RMB6,921.8 million) over the total equity of approximately RMB545.5 million (31 December 2023: approximately RMB4,609.4 million). The debt ratio was approximately 96.76% (31 December 2023: approximately 79.5%), calculated as total liabilities over total assets of the Group.

The Group's current available liquidity resources are sufficient to meet its capital commitments. As at 31 December 2024, the Group's net current liabilities amounted to approximately RMB5,170.8 million (31 December 2023: net current assets approximately RMB1,267.2 million). The Group's current ratio, being percentage of its current assets and its current liabilities, amounted to approximately 67.6% (31 December 2023: approximately 91.1%).

The Group continued to adopt a prudent funding and treasury policy to manage its liquidity needs. The objective is to maintain adequate funds for financing working capital and capture investment opportunities as and when they become available. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to Shareholders, issue new shares or sell assets to reduce debt.

CAPITAL STRUCTURE

The capital structure of the Group and fund raising activities during the reporting period are summarised as follows:

(i) Bank and other borrowings

As at 31 December 2025, the Group had bank and other borrowings of approximately RMB5,833.1 million (31 December 2023: approximately RMB6,047.8 million), of which approximately RMB5,833.1 million are repayable within one year. The Group's bank and other borrowings bear interest rates ranging from approximately 2.8% to 10.0% per annum. All the bank and other borrowings were denominated in RMB.

(ii) Promissory note

As at 31 December 2024, the Company had a promissory note (the "Promissory Note") with principal of HK\$800 million (31 December 2023: HK\$600 million) issued to Mr. Guo, the chairman of the Board and an executive Director, with interest of 6% per annum (31 December 2023: 6% per annum), with interest payable annually in arrears and the principal will be repaid when the Promissory Note falls due on 30 January 2029. The Promissory Note is denominated in HK\$. There was no early redemption of the Promissory Note requested by the Company or Mr. Guo during the reporting period. For details of the amendments to the terms and conditions of the Promissory Note, please refer to the announcement of the Company dated 30 January 2024.

(iii) Convertible bonds

As at 31 December 2024, the Company had a convertible bonds (the “CBs”) with principal amount of HK\$300 million (31 December 2023: HK\$500 million) issued to Primary Partner, which is wholly-owned by Mr. Guo, the chairman of the Board and an executive Director, with interest of 2% per annum (31 December 2023: 1% per annum) payable annually in arrears and carrying a conversion price of HK\$0.09 per conversion Share (31 December 2023: HK\$0.412 per conversion Share), with conversion rights to convert into a maximum of 3,333,333,333 Shares (31 December 2023: 1,213,592,333 Shares). The principal will be repaid when the CBs fall due on 30 January 2029 if no conversion happened on or before 30 January 2029. The CBs are denominated in HK\$. There was no early redemption of the CBs requested by the Company or Mr. Guo during the Reporting Period. For details of the amendments to the terms and conditions of the CBs, please refer to the announcement of the Company dated 30 January 2024 and the circular of the Company dated 22 February 2024.

SIGNIFICANT INVESTMENTS HELD, MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

Except for investment in subsidiaries, there were no significant investments held by the Group as at 31 December 2024.

The Group disposed of Fujian Jingdu Real Estate Development Co., Ltd on 4 November 2024 to an independent third party at an aggregate consideration of RMB nil. Save for the disposal as mentioned, the Group had no other material acquisitions or disposal of subsidiaries, associates and joint ventures during the reporting period.

CHARGE ON THE GROUP’S ASSETS

As at 31 December 2024, the Group had pledged certain investment properties, properties under development, land use rights and certain inventories of properties of an aggregate carrying value of approximately RMB9,360.0 million (31 December 2023: approximately RMB16,240.0 million) together with certain rental proceeds over investment properties, and shares of certain subsidiaries of the Group to secure the bank and other facilities granted to the Group.

CONTINGENT LIABILITIES

The Group had entered into agreements with certain banks to provide guarantees in respect of mortgage facilities granted to purchasers of the Group's properties. As at 31 December 2024, the Group provided guarantees for mortgage loans in an amount of approximately RMB2,083.2 million (31 December 2023: approximately RMB3,532.9 million) to banks in respect of such agreements. No corporate guarantees had been provided by subsidiaries of the Group (31 December 2023: approximately RMB561.0 million) to certain financial institutions in respect of loan facilities granted to certain companies that were indirectly wholly owned or controlled by Mr. Guo. Certain subsidiaries of the Group had provided corporate guarantees amounting to approximately RMB123.7 million (31 December 2023: approximately RMB222.7 million) to certain financial institutions in respect of loan facilities granted to certain independent third parties during the reporting period.

COMMITMENTS

As at 31 December 2024, the Group had capital commitments in respect of investment properties, properties under development and property, plant and equipment amounted to approximately RMB311.1 million (31 December 2023: approximately RMB985.2 million).

FOREIGN EXCHANGE EXPOSURE

The Group has transactional currency exposures. Such exposures arise from the business operations in the PRC and Hong Kong denominated in RMB and HK\$, respectively. As at 31 December 2024, the Group did not have a foreign currency hedging policy in respect of its foreign currency assets and liabilities. The Group will closely monitor its foreign currency exposure and will consider using hedging instruments in respect of significant foreign currency exposure as and when appropriate. As at 31 December 2024, the Group had no investment in any financial derivatives, foreign exchange contracts, interest or currency swaps, hedging or other financial arrangements for hedging purposes to reduce any currency risk nor made any over-the-counter contingent forward transactions.

EMPLOYEES

As at 31 December 2024, the Group employed a total of 163 employees (31 December 2023: 273 employees) of which 161 employees (31 December 2023: 271 employees) were hired in the PRC and 2 employees (31 December 2023: 2 employees) in Hong Kong. Total remuneration paid to the employees for the reporting period amounted to approximately RMB36.2 million (2023: approximately RMB53.9 million). In addition to competitive remuneration packages offered to the employees, the Group also provides other benefits including contributions to mandatory provident fund, as well as group medical and accident insurance. On-going training sessions were also conducted to enhance the competitiveness of the Group's human assets. The Company also maintains a share option scheme, pursuant to which share options may be granted to the Directors, executives and employees of the Company to provide them with incentives in the growth of the Group.

PROPERTY VALUATION

Property valuation on the Group's investment properties located in the PRC as at 31 December 2024 had been carried out by an independent qualified professional valuer, Ravia Global Appraisal Advisory Limited. The property valuation was used in preparing the annual results. The valuation was based on direct comparison approach by making reference to observable market transactions of similar properties and adjusting to reflect the conditions of the subject property. For investment properties under development, the valuation also took into account construction costs incurred and those required to complete the development. The Group's investment properties were valued at approximately RMB6,005.5 million as at 31 December 2024 (31 December 2023: approximately RMB10,233.8 million). A net fair value loss of approximately RMB3,870.5 million (2023: net fair value loss of approximately RMB394.7 million) was recognised to the consolidated statement of profit or loss for the reporting period.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix C3 to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") as its code of conduct in respect of the securities dealing by the Directors. The Company has made specific enquiry to all Directors in respect of the securities dealing by the Directors and all Directors confirmed that they have complied with the Model Code during the reporting period.

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES

During the reporting period, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities.

CORPORATE GOVERNANCE

The corporate governance principles of the Company emphasise an effective Board, sound internal control, appropriate independence policy, transparency and accountability so as to safeguard the interests of the Shareholders.

The Board is committed to comply with the code provisions (the "Code Provisions") as set out in the Corporate Governance Code (the "CG Code") under Appendix C1 to the Listing Rules to the extent that the Directors consider it to be practical and applicable to the Company. During the reporting period and up to the date of this announcement, the Company has complied with the CG Code except for the following deviation:

Code Provision C.2.1

The roles of the chairman and the chief executive officer should be segregated and not be exercised by the same individual. The chairman is responsible for the corporate strategic planning and formulation of corporate policies for the Group, while the chief executive officer is responsible for overseeing day-to-day management of the Group's business.

Mr. Guo currently serves as the chairman of the Board (the "Chairman").

Up to date of this announcement, no individual was appointed as the chief executive officer of the Company (the "CEO"). The day-to-day management of the Group's business is monitored by the executive Directors and senior management of the Group. Given the size of the Group, the current business operations and administration have been stable, the Board is of the view that the current management structure is able to effectively discharge the duties of both positions. However, going forward, the Board will review from time to time and separate the roles of the Chairman and the CEO when necessary.

The Company considers that sufficient measures have been taken to ensure the Company's corporate governance practices are no less exacting than those in the CG Code. The Board will continue to monitor and review the Company's corporate governance practices in order to ensure that such practices may meet the general rules and standards as required by the Listing Rules. The Board believes that sound and reasonable corporate governance practices are essential for sustainable growth of the Group and for benefit of the Group and the Shareholders as a whole.

AUDIT COMMITTEE

The Company has established an audit committee (the "Audit Committee") for the purposes of reviewing and providing supervision over the Group's financial reporting process and internal controls. It also reviews the effectiveness of the audit process and risk evaluation. The Audit Committee which comprised Ms. Zhang Jianchan, Mr. Liao Yiyi, Ms. Yu Huaxiu, being all the independent non-executive Directors, has reviewed the accompanying financial statements prior to their publication. The Audit Committee has reviewed with management, the Group's consolidated results for the year ended 31 December 2024, and was of the opinion that the accounting policies of the Group are in accordance with the current best practice in Hong Kong.

SCOPE OF WORK OF CCTH CPA LIMITED

The figures in respect of the Group's consolidated statement of financial position, consolidated statement of profit or loss and other comprehensive income and the related notes thereto for the year ended 31 December 2024 as set out in this preliminary announcement have been agreed by the Group's auditor, CCTH CPA Limited ("CCTH"), to the amounts set out in the Group's draft consolidated financial statements for the year ended 31 December 2024. The work performed by CCTH in this respect did not constitute an assurance engagement and consequently no opinion or assurance conclusion has been expressed by CCTH on this preliminary announcement.

EXTRACT OF INDEPENDENT AUDITOR'S REPORT

The following is an extract of independent auditor's report issued by the Group's independent auditor:

To the Shareholders of China Sandi Holdings Limited
(incorporated in Bermuda with limited liability)

DISCLAIMER OF OPINION

We were engaged to audit the consolidated financial statements of China Sandi Holdings Limited (the "Company") and its subsidiaries (hereinafter collectively referred to as the "Group") which comprise the consolidated statement of financial position as at 31 December 2024, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity, and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information and other explanatory information.

We do not express an opinion on the consolidated financial statements of the Group. Because of the significance of the matter described in the Basis for Disclaimer of Opinion section of this report, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit 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

Material uncertainties related to going concern

As set out in note 3.1 to the consolidated financial statements, during the year ended 31 December 2024, the Group recorded a loss for the year of RMB4,054,953,000. As at 31 December 2024, the Group had net current liabilities of RMB5,170,793,000, and current liabilities of RMB15,962,762,000, including (i) bank and other borrowings due within one year amounting to RMB5,833,124,000, (ii) certain advances from third parties, which are included in other payables, amounting to RMB1,350,372,000, in aggregate, which are repayable on demand or within one year, (iii) debt component of convertible bond of RMB216,942,000 (iv) promissory note of RMB691,525,000 and (v) amount due to the ultimate controlling shareholder of RMB99,626,000. However, the Group had cash and cash equivalents and restricted bank deposits only amounted to RMB100,415,000 and RMB90,101,000, respectively.

Furthermore, as at 31 December 2024, the Group did not repay certain bank and other borrowings at an aggregate carrying value of approximately RMB4,342,154,000 and aggregate interest payables of RMB263,315,000 (“Overdue Borrowings”) in accordance with the contractual repayment schedules. Pursuant to the terms of the Overdue Borrowings, the Overdue Borrowings would be immediately repayable if requested by the respective lenders. In addition, out of the Overdue Borrowings of RMB4,342,154,000, bank and other borrowings with carrying amount of RMB240,690,000 were also in breach of financial covenants.

Other than the Overdue Borrowings, as at 31 December 2024, the Group’s bank and other borrowings at an aggregate carrying value of RMB1,331,870,000 and aggregate interest payables of RMB80,767,000 (“Cross-default Borrowings”) contained a cross-default clause in the respective financing agreements, under which Cross-default Borrowings were considered defaulted if any bank and other borrowings of the Group had been defaulted. Pursuant to the terms of the Cross-default Borrowings, the Cross-default Borrowings would be immediately due if requested by the lenders. Accordingly, at as 31 December 2024, default and cross-default bank and other borrowings of the Group amounted to a total of RMB5,674,024,000 and default and cross-default interest payables amounted to a total of RMB344,082,000. These financial conditions, together with the plans and measures as described in note 3.1 to the consolidated financial statement, indicate the existence of material uncertainties which may cast significant doubt about the Group’s ability to continue as a going concern.

The directors of the Group have taken various plans and measures to improve the Group’s liquidity and financial position as described in note 3.1 to the consolidated financial statements. After taking into account the financial conditions, plans and measures, the directors of the Group are of the opinion that the Group will have sufficient funds to maintain its operations and to meet its financial obligations as and when they fall due within the next 12 months from the date of these consolidated financial statements and therefore have prepared the consolidated financial statements based on a going concern basis.

However, we were unable to obtain sufficient appropriate evidence to satisfy ourselves that the plans and measures taken by the Group underpinning the cash flow forecast of the Group for going concern assessment are reasonable and supportable, including but not limited to, whether the Group will be able to enter into agreements with the lenders on the extension of the repayment schedule of certain borrowings and whether there will be new or other alternative financing from other financial institutions. As a result, we were unable to satisfy ourselves about the appropriateness of the use of the going concern basis of accounting in the preparation of the consolidated financial statements by the directors of the Group.

Should the Group be unable to achieve the plans and measures and operate as a going concern, adjustments would have to be made to write down the carrying values 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. The consolidated financial statements do not include any such adjustments.

OTHER MATTER

The consolidated financial statements of the Group for the year ended 31 December 2023 were audited by another auditor who expressed an unmodified opinion with material uncertainty related to going concern paragraph on those statements on 31 March 2024.

RESPONSIBILITIES OF THE DIRECTORS AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Directors are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the disclosure requirements of the Companies Ordinance (Chapter 622 of Laws of Hong Kong), and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the Directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our responsibility is to conduct an audit of the Group's consolidated financial statements in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants and to issue an auditor's report solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. However, because of the matters described in the Basis for Disclaimer of Opinion section of this report, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these consolidated financial statements.

We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants ("the Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code.

PUBLICATION OF RESULTS ANNOUNCEMENT AND ANNUAL REPORT

This results announcement is published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.chinasandi.com.cn). The annual report of the Company for the year ended 31 December 2024 will be despatched to the Shareholders and will be published on the aforesaid websites in due course.

APPRECIATION

On behalf of the Board, I would like to thank our valued customers, suppliers and business associates for their invaluable contributions and support. I also want to express my gratitude to our management team and all staff of the Group for their hard work during the year. Last but not least, I am most grateful to our Shareholders for their continuous support and confidence.

By order of the Board
China Sandi Holdings Limited
Guo Jiadi
Chairman

Hong Kong, 28 January 2026

As at the date of this announcement, the Board comprises Mr. Guo Jiadi and Mr. Wang Chao, being the executive Directors; Ms. Amika Lan E Guo, being the non-executive Director; Ms. Yu Huaxiu, Mr. Liao Yiyi, Ms. Zhang Jianchan, being the independent non-executive Directors.