中國海外發展有限公司
CHINA OVERSEAS LAND & INVESTMENT LTD.

(incorporated in Hong Kong with limited liability)

(Stock Code: 688)

RESULTS ANNOUNCEMENT FOR THE YEAR ENDED 31 DECEMBER 2023

FINANCIAL HIGHLIGHTS

1. Contracted property sales of the Group Series of Companies[1] increased by 5.1% to RMB309.81 billion and the corresponding sales area was 13.36 million sq m, a decrease of 3.7% as compared to last year.

2. The Group's revenue was RMB202.52 billion, an increase of 12.3% as compared to last year.

3. The Group's revenue from commercial properties was RMB6.36 billion, an increase of 20.9% as compared to last year.

4. Profit attributable to owners of the Company was RMB25.61 billion, an increase of 10.1% as compared to last year. Profit attributable to owners of the Company after deducting after-tax revaluation gains from investment properties was RMB22.58 billion, an increase of 12.1% as compared to last year. Core profit attributable to owners of the Company[2] was RMB23.65 billion.

5. Basic earnings per share was RMB2.34, an increase of 10.1% as compared to last year.

6. The Group acquired 43 land parcels in 23 Chinese Mainland cities and Hong Kong, adding a total GFA of 7.64 million sq m to the land reserve (attributable GFA of 7.06 million sq m). The attributable land premium was RMB122.66 billion, an increase of 42.0% as compared to last year. At 31 December 2023, total GFA of the Group Series of Companies' land reserve was 54.03 million sq m.

7. At 31 December 2023, the Group had total debt amounted to RMB257.66 billion; bank balances and cash amounted to RMB105.63 billion. The Group's net gearing was 38.7%. The weighted average borrowing cost was 3.55%, among the lowest in the industry.

8. At 31 December 2023, equity attributable to the owners of the Company amounted to RMB373.02 billion.

9. The Board proposed a final dividend of HK45 cents per share. Together with an interim dividend of HK35 cents per share, the total dividends for the year were HK80 cents per share.

[1] *The Group together with its associates and joint ventures (collectively the "Group Series of Companies")*

[2] *Core profit attributable to owners of the Company represents profit attributable to owners of the Company excluding effects such as after-tax revaluation gains from investment properties and net foreign exchange gains and losses*

The board of directors (the "Board") of China Overseas Land & Investment Limited (the "Company") hereby announces the audited consolidated results of the Company and its subsidiaries (collectively the "Group") for the year ended 31 December 2023. Profit attributable to owners of the Company was RMB25.61 billion, an increase of 10.1% as compared to last year. Profit attributable to owners of the Company after deducting after-tax revaluation gains from investment properties was RMB22.58 billion, an increase of 12.1% as compared to last year. Core profit attributable to owners of the Company was RMB23.65 billion. Basic earnings per share was RMB2.34, an increase of 10.1% as compared to last year. Equity attributable to owners of the Company amounted to RMB373.02 billion. The Board proposed a final dividend of HK45 cents per share for the year ended 31 December 2023.

The audited consolidated results of the Group for the year ended 31 December 2023 and the comparative figures in 2022 are as follows:

CONSOLIDATED INCOME STATEMENT

	Notes	**2023** ***RMB'000***	2022 *RMB'000*
Revenue	*3*	**202,524,069**	180,321,569
Direct operating costs		**(161,371,266)**	(141,928,019)
		41,152,803	38,393,550
Other income and gains/(losses), net	*4*	**1,402,848**	(1,785,094)
Gains arising from changes in fair value of investment properties		**4,845,721**	4,795,561
Selling and distribution expenses		**(4,261,579)**	(3,919,149)
Administrative expenses		**(2,614,320)**	(2,602,607)
Operating profit		**40,525,473**	34,882,261
Share of profits and losses of			
Associates		**1,250,171**	1,776,078
Joint ventures		**377,138**	405,315
Finance costs	*5*	**(1,032,448)**	(1,056,725)
Profit before tax		**41,120,334**	36,006,929
Income tax expenses	*6*	**(14,073,689)**	(11,450,757)
Profit for the year		**27,046,645**	24,556,172
Attributable to:			
Owners of the Company		**25,609,837**	23,264,747
Non-controlling interests		**1,436,808**	1,291,425
		27,046,645	24,556,172
		RMB	*RMB*
Earnings per share	*7*		
Basic and diluted		**2.34**	2.13

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	2023	2022
	RMB'000	*RMB'000*
Profit for the year	**27,046,645**	24,556,172
Other comprehensive income		
Items that may be reclassified to profit or loss in subsequent periods		
Exchange differences on translation of subsidiaries of the Company	**(168,265)**	(817,840)
Exchange differences on translation of associates	**(115,667)**	(654,875)
	(283,932)	(1,472,715)
Other comprehensive income for the year	**(283,932)**	(1,472,715)
Total comprehensive income for the year	**26,762,713**	23,083,457
Total comprehensive income attributable to:		
Owners of the Company	**25,332,428**	21,810,367
Non-controlling interests	**1,430,285**	1,273,090
	26,762,713	23,083,457

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	Notes	2023 RMB'000	2022 RMB'000
Non-current Assets			
Property, plant and equipment		**6,903,790**	7,085,545
Investment properties		**207,746,168**	190,226,516
Goodwill		**56,395**	56,395
Interests in associates		**23,182,151**	21,241,893
Interests in joint ventures		**23,120,012**	22,168,401
Financial assets at fair value through profit or loss		**218,173**	218,173
Other receivables		**212,050**	298,254
Deferred tax assets		**7,513,453**	7,559,276
		268,952,192	248,854,453
Current Assets			
Stock of properties and other inventories		**487,640,804**	488,812,985
Land development expenditure		**8,604,923**	11,469,316
Trade and other receivables	*9*	**6,987,106**	7,042,079
Contract assets		**993,541**	1,278,436
Deposits and prepayments		**12,467,286**	11,929,654
Deposits for land use rights for property development		**204,520**	-
Amounts due from associates		**1,717,436**	4,459,576
Amounts due from joint ventures		**8,766,323**	8,788,592
Amounts due from non-controlling shareholders		**3,949,904**	4,367,921
Tax prepaid		**17,691,023**	15,945,005
Bank balances and cash		**105,629,033**	110,306,115
		654,651,899	664,399,679
Current Liabilities			
Trade and other payables	*10*	**85,684,211**	78,650,740
Pre-sales proceeds		**108,619,041**	107,675,933
Amounts due to fellow subsidiaries and a related company		**2,565,938**	3,625,206
Amounts due to associates		**4,228,149**	1,635,770
Amounts due to joint ventures		**4,024,969**	4,408,323
Amounts due to non-controlling shareholders		**8,648,674**	13,712,388
Lease liabilities - due within one year		**94,230**	132,897
Tax liabilities		**30,867,023**	31,952,821
Bank and other borrowings - due within one year		**21,157,995**	19,717,640
Guaranteed notes and corporate bonds - due within one year		**19,810,287**	19,639,747
		285,700,517	281,151,465
Net Current Assets		**368,951,382**	383,248,214
Total Assets Less Current Liabilities		**637,903,574**	632,102,667

	Notes	2023 RMB'000	2022 RMB'000
Capital and Reserves			
Share capital	*11*	**74,035,443**	74,035,443
Reserves		**298,982,385**	280,444,265
Equity attributable to owners of the Company		**373,017,828**	354,479,708
Non-controlling interests		**19,893,880**	18,618,117
Total Equity		**392,911,708**	373,097,825
Non-current Liabilities			
Lease liabilities - due after one year		**960,434**	1,024,636
Bank and other borrowings - due after one year		**144,139,899**	145,834,990
Guaranteed notes and corporate bonds - due after one year		**72,555,955**	85,192,869
Deferred tax liabilities		**27,335,578**	26,952,347
		244,991,866	259,004,842
Total of Equity and Non-Current Liabilities		**637,903,574**	632,102,667

Notes:

1. Basis of preparation

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs"), which collective term includes all applicable individual HKFRSs, Hong Kong Accounting Standards ("HKASs") and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA"). In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange") and the Hong Kong Companies Ordinance (Cap. 622).

The consolidated financial statements have been prepared on the historical cost basis except for investment properties and financial assets at fair value through profit or loss, which are measured at fair values.

The financial information relating to the years ended 31 December 2023 and 2022 included in this preliminary announcement of annual results of 2023 does not constitute the Company's statutory annual consolidated financial statements for those years but is derived from those financial statements. Further information relating to these statutory financial statements required to be disclosed in accordance with Section 436 of the Hong Kong Companies Ordinance (Cap. 622) is as follows:

The Company has delivered the financial statements for the year ended 31 December 2022 to the Hong Kong Registrar of Companies as required by Section 662(3) of, and Part 3 of Schedule 6 to, the Hong Kong Companies Ordinance and will deliver the financial statements for the year ended 31 December 2023 in due course. The Company's auditor has reported on the financial statements of the Group for both years. The auditor's reports were unqualified; did not include a reference to any matters to which the auditor drew attention by way of emphasis without qualifying its reports; and did not contain a statement under Sections 406(2), 407(2) or (3) of the Hong Kong Companies Ordinance.

2. Application of Revised HKFRSs

In the current year, the Group has applied the following amendments to HKFRSs issued by the HKICPA which are relevant to the Group:

Amendments to HKAS 1 and HKFRS Practice Statement 2	*Disclosure of Accounting Policies*
Amendments to HKAS 8	*Definition of Accounting Estimates*
Amendments to HKAS 12	*Deferred Tax related to Assets and Liabilities arising from a Single Transaction*
Amendments to HKAS 12	*International Tax Reform – Pillar Two Model Rules*

The application of the above amendments to HKFRSs has had no material impact on the Group's results and financial position. The impact to the consolidated financial statements upon the adoption of these amendments are described below:

(a) Amendments to HKAS 12 *Deferred Tax related to Assets and Liabilities arising from a Single Transaction* narrow the scope of the initial recognition exception in HKAS 12 so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences, such as leases. 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.

Prior to the initial application of these amendments, the Group has applied the initial recognition exception and did not recognise a deferred tax asset and a deferred tax liability for temporary differences for transactions related to leases. The Group has applied the amendments on temporary differences related to leases as at 1 January 2022.

Upon the application of these amendments, the Group has determined the deductible temporary differences and taxable temporary differences arising from right-of-use assets and lease liabilities respectively. However, they did not have any material impact on the overall deferred tax balances presented in the consolidated statement of financial position as the related deferred tax balances qualified for offsetting under HKAS 12.

(b) Amendments to HKAS 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. The Group has not yet applied the temporary exception during the current year because the entities comprising the Group are mainly operating in jurisdictions in which the Pillar Two tax law has not yet been enacted or substantively enacted. The Group will disclose known or reasonably estimable information related to its exposure to Pillar Two income taxes in the consolidated financial statements by the time when the Pillar Two tax law has been enacted or substantively enacted and will disclose separately the current tax expense or income related to Pillar Two income taxes when it is in effect.

The Group has not early adopted the following amendments to existing standards that have been issued but are not yet effective:

Amendments to HKFRS 10 and HKAS 28 (2011)	*Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*[3]
Amendments to HKFRS 16	*Lease Liability in a Sale and Leaseback*[1]
Amendments to HKAS 1	*Classification of Liabilities as Current or Non-current (the "2020 Amendments")*[1,4]
Amendments to HKAS 1	*Non-current Liabilities with Covenants (the "2022 Amendments")*[1,4]
Amendments to HKAS 7 and HKFRS 7	*Supplier Finance Arrangements*[1]
Amendments to HKAS 21	*Lack of Exchangeability*[2]

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 *No mandatory effective date yet determined but available for early adoption*
4 *As a consequence of the 2020 Amendments and 2022 Amendments, Hong Kong Interpretation 5 Presentation of Financial Statements - Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause, was revised to align the corresponding wording with no change in conclusion*

The Group has already commenced an assessment of the impact of the above amendments to HKFRSs. So far it has assessed that the adoption of them is unlikely to have a significant impact on the consolidated financial statements.

3. Revenue and results

The Group managed its business units based on their products and services, based on which information is prepared and reported to the Group's management for the purposes of resources allocation and performance assessment. The Group has changed the composition of its reportable segments in current year and the type of revenue as follows:

Property development	-	property development and sales
Commercial property operations	-	property rentals, hotel and other commercial property operations
Other businesses	-	material procurement and supply chain management services, provision of construction and building design consultancy services and others

The Group has restated segment information comparative figures to conform with the current year's presentation.

Segment revenue and results

The following is an analysis of the Group's revenue and results (including share of results of associates and joint ventures) by reportable segments:

Year ended 31 December 2023

	Property development *RMB'000*	**Commercial property operations** *RMB'000*	**Other businesses** *RMB'000*	**Total** *RMB'000*
Revenue from contracts with customers				
- recognised at a point in time	**192,877,444**	**-**	**2,730,004**	**195,607,448**
- recognised over time	**-**	**1,063,521**	**554,786**	**1,618,307**
	192,877,444	**1,063,521**	**3,284,790**	**197,225,755**
Revenue from other sources				
- revenue from commercial properties	**-**	**5,298,314**	**-**	**5,298,314**
Segment revenue from external customers	**192,877,444**	**6,361,835**	**3,284,790**	**202,524,069**
Inter-segment revenue	**-**	**-**	**7,791,581**	**7,791,581**
Total segment revenue	**192,877,444**	**6,361,835**	**11,076,371**	**210,315,650**
Segment profit (including share of profits and losses of associates and joint ventures)	**33,146,004**	**7,770,667**	**252,703**	**41,169,374**

Year ended 31 December 2022

	Property development *RMB'000* *(Restated)*	Commercial property operations *RMB'000* *(Restated)*	Other businesses *RMB'000* *(Restated)*	Total *RMB'000* *(Restated)*
Revenue from contracts with customers				
- recognised at a point in time	172,576,896	-	2,058,870	174,635,766
- recognised over time	-	521,824	423,372	945,196
	172,576,896	521,824	2,482,242	175,580,962
Revenue from other sources				
- revenue from commercial properties	-	4,740,607	-	4,740,607
Segment revenue from external customers	172,576,896	5,262,431	2,482,242	180,321,569
Inter-segment revenue	-	-	8,304,272	8,304,272
Total segment revenue	172,576,896	5,262,431	10,786,514	188,625,841
Segment profit (including share of profits and losses of associates and joint ventures)	32,260,067	7,137,225	196,396	39,593,688

Reconciliation of reportable segment profit to the consolidated profit before tax

Segment profit include profit from subsidiaries and share of profits and losses of associates and joint ventures. These represent the profit earned by each segment without allocation of interest income on bank deposits, corporate expenses, finance costs and net foreign exchange losses recognised in the consolidated income statement.

	2023	2022
	RMB'000	*RMB'000*
Reportable segment profit	**41,169,374**	39,593,688
Unallocated items:		
Interest income on bank deposits	**2,156,325**	1,821,626
Corporate expenses	**(99,801)**	(68,361)
Finance costs	**(1,032,448)**	(1,056,725)
Net foreign exchange losses recognised in the consolidated income statement	**(1,073,116)**	(4,283,299)
Consolidated profit before tax	**41,120,334**	36,006,929

4. Other income and gains/(losses), net

	2023	2022
	RMB'000	*RMB'000*
Other income and gains/(losses), net include:		
Interest income on bank deposits	**2,156,325**	1,821,626
Interest income on amounts due from associates, joint ventures and non-controlling shareholders	**275,427**	387,277
Other interest income	**28,109**	106,584
Total interest income	**2,459,861**	2,315,487
Net foreign exchange losses	**(1,865,399)**	(5,179,102)
Add: Exchange losses arising from foreign currency debt capitalised	**792,283**	895,803
Net foreign exchange losses recognised in the consolidated income statement	**(1,073,116)**	(4,283,299)
Re-measurement gains on pre-existing interest in an associate upon acquisition	**141,254**	1,251,160
Gains on bargain purchase of subsidiaries	**89,068**	1,236,618
Impairment losses on stock of properties	**-**	(1,520,022)
Impairment losses on amounts due from joint ventures	**-**	(1,327,122)

5. Finance costs

	2023	2022
	RMB'000	*RMB'000*
Interest on bank and other borrowings, guaranteed notes and corporate bonds	**9,585,825**	9,577,935
Interest on amounts due to fellow subsidiaries and a related company, associates, joint ventures and non-controlling shareholders	**324,963**	560,198
Interest on lease liabilities and other finance costs	**205,008**	213,396
Total finance costs	**10,115,796**	10,351,529
Less: Amount capitalised	**(9,083,348)**	(9,294,804)
	1,032,448	1,056,725

6. Income tax expenses

	2023	2022
	RMB'000	*RMB'000*
Current tax:		
PRC Corporate Income Tax ("CIT")	**7,816,853**	7,004,004
PRC Land Appreciation Tax ("LAT")	**5,827,734**	2,902,387
PRC withholding income tax	**114,698**	49,614
Hong Kong profits tax	**29,744**	69,884
Macau income tax	**6,153**	5,070
Others	**26,608**	20,670
	13,821,790	10,051,629
Deferred tax:		
Current year	**251,899**	1,399,128
Total	**14,073,689**	11,450,757

Under the Law of PRC on CIT (the "CIT Law") and Implementation Regulation of the CIT Law, the tax rate of PRC subsidiaries of the Company is 25% (2022: 25%).

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

Hong Kong profits tax is calculated at 16.5% (2022: 16.5%) of the estimated assessable profit for the year.

Macau income tax is calculated at the prevailing tax rate of 12% (2022: 12%) in Macau.

7. Earnings per share

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

	2023	2022
	RMB'000	*RMB'000*
Earnings		
Earnings for the purpose of calculation of basic and diluted earnings per share		
Profit for the year attributable to owners of the Company	**25,609,837**	23,264,747

	2023	2022
	'000	*'000*
Number of shares		
Weighted average number of ordinary shares for the purpose of calculation of basic and diluted earnings per share	**10,944,884**	10,944,864

No adjustment has been made to the basic earnings per share presented for the years ended 31 December 2023 and 2022 in respect of a dilution as the impact of the share options outstanding had an anti-dilutive effect on the basic earnings per share presented.

8. Dividends

Dividends recognised as distributions during the year

	2023	2022
	RMB'000	*RMB'000*
Final dividend for the year ended 31 December 2022 of HK40 cents per share (2022: Final dividend for the year ended 31 December 2021 of HK76 cents per share)	**3,983,938**	7,018,822
Interim dividend for the year ended 31 December 2023 of HK35 cents per share (2022: Interim dividend for the year ended 31 December 2022 of HK40 cents per share)	**3,581,713**	3,860,042
	7,565,651	10,878,864

The final dividend of HK45 cents per share for the year ended 31 December 2023, amounting to approximately RMB4,516,406,000 has been proposed by the Board and is subject to approval by the shareholders at the forthcoming annual general meeting of the Company. The amount of the proposed final dividend, which was calculated based on the number of ordinary shares in issue at the date of approval of the consolidated financial statements, has not been recognised as dividend payable in the consolidated financial statements.

9. Trade and other receivables

Proceeds receivable in respect of property development are settled in accordance with the terms stipulated in the sale and purchase agreements.

Except for the proceeds from property development and rental income which are receivable in accordance with the terms of the relevant agreements, the Group generally allows a credit period of not exceeding 60 days to its customers.

At the end of the reporting period, the ageing analysis of trade receivables, based on the date the trade receivables recognised, is as follows:

	2023	2022
	RMB'000	*RMB'000*
Trade receivables, aged		
0 – 30 days	**2,613,405**	3,657,213
31 – 90 days	**423,093**	157,530
Over 90 days	**971,682**	801,309
	4,008,180	4,616,052
Other receivables – current portion	**2,978,926**	2,426,027
	6,987,106	7,042,079

In determining the recoverability of trade receivables, management has closely monitored the credit qualities and the collectability of these receivables and considers that the expected credit risks of them are minimal in view of the track record of repayment from them, the history of cooperation with them and forward-looking information. The concentration of credit risk is limited due to the customer base being large and unrelated. The provision of trade and other receivables was insignificant at the end of the reporting period (2022: insignificant).

10. Trade and other payables

The following is an ageing analysis of trade payables presented based on the invoice date at the end of the reporting period:

	2023	2022
	RMB'000	*RMB'000*
Trade payables, aged		
0 – 30 days	**33,671,880**	17,706,981
31 – 90 days	**4,014,511**	7,145,132
Over 90 days	**31,131,232**	37,619,422
	68,817,623	62,471,535
Other payables	**10,706,239**	9,480,747
Retention payable	**6,160,349**	6,698,458
	85,684,211	78,650,740

Other payables mainly include rental and other deposits, other taxes payable and accrued charges.

11. Share capital

	Number of shares *'000*	*HK$'000*	*RMB'000*
Issued and fully paid			
At 1 January 2022	10,944,815	90,420,438	74,033,624
Exercise of share option under share option scheme *(Note)*	69	2,203	1,819
At 31 December 2022, 1 January 2023 and 31 December 2023	**10,944,884**	**90,422,641**	**74,035,443**

Note: *During the year ended 31 December 2022, the subscription rights attaching to 68,500 share options were exercised at the subscription price of HK$25.85 per share, resulting in the issue of 68,500 shares for a total cash consideration, before expenses, of HK$1,770,000 (equivalent to RMB1,461,000). An amount of HK$433,000 (equivalent to RMB358,000) was transferred from the share option reserve to share capital upon the exercise of share options under share option scheme.*

PROPOSED FINAL DIVIDEND

The Board has recommended the payment of a final dividend of HK45 cents per share for the year ended 31 December 2023. Together with an interim dividend of HK35 cents per share, the total dividend for the whole year amounted to HK80 cents per share.

The proposed final dividend is subject to the approval by the shareholders of the Company at the forthcoming annual general meeting of the Company (the "2024 AGM") and the final dividend warrant is expected to be despatched to the shareholders of the Company on 12 July 2024.

CLOSURE OF REGISTER OF MEMBERS

For the purposes of determining shareholders' eligibility to attend and vote at the 2024 AGM, and entitlement to the proposed final dividend, the Company's Register of Members will be closed as set out below:

(i) For determining eligibility to attend and vote at the 2024 AGM:

- Latest time to lodge transfer documents for registration with the Company's registrar and transfer office	At 4:30 p.m. on 17 June 2024
- Closure of Register of Members	18 June 2024 to 21 June 2024 (both days inclusive)
- Record date	21 June 2024

(ii) For determining entitlement to the final dividend:

- Ex-dividend date	25 June 2024
- Latest time to lodge transfer documents for registration with the Company's registrar and transfer office	At 4:30 p.m. on 26 June 2024
- Closure of Register of Members	27 June 2024
- Record date	27 June 2024

During the above closure periods, no transfer of shares will be registered. To be eligible to attend and vote at the 2024 AGM, and to qualify for the proposed final dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's registrar and transfer office, Tricor Standard Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, no later than the aforementioned latest time.

CHAIRMAN'S STATEMENT

In 2023, the property market continued its downward trend after experiencing a brief recovery, and the market was weak, with housing sales in the Chinese Mainland declining by 6.5% on the previous year and 35.9% from the industry high in 2021.

Despite the market downturn, the Group responded proactively to the various difficulties and challenges, consolidated stability through progress, and exhibited robust development resilience through the market cycle. Sales and profits grew against the market trend and continued to create value for shareholders.

During the year, the Group Series of Companies achieved contracted property sales of RMB309.81 billion, an increase of 5.1% as compared to last year. According to statistics from CRIC (克而瑞), the attributable sales of the Group Series of Companies rose to second highest in the industry.

The audited revenue of the Group for the year end 31 December 2023 was RMB202.52 billion, an increase of 12.3% as compared to last year. Profit attributable to owners of the Company was RMB25.61 billion, an increase of 10.1% as compared to last year. Profit attributable to owners of the Company after deducting after-tax revaluation gains from investment properties was RMB22.58 billion, an increase of 12.1% as compared to last year. Core profit attributable to owners of the Company was RMB23.65 billion. Equity attributable to owners of the Company was RMB373.02 billion. The Board proposed a final dividend of HK45 cents per share for the year ended 31 December 2023, making total dividends of HK80 cents per share for the year.

Even as the property market adjusted downward and uncertainty increased, the Group maintained its disciplined investment, focused on selecting quality assets in higher-tier cities and made incisive investments. The Group acquired 43 land parcels in 23 Chinese Mainland cities and Hong Kong with a total land premium of RMB134.21 billion and attributable land premium of RMB122.66 billion, an increase of 42.0% as compared to last year. The corresponding newly added saleable resources were RMB240.42 billion. Among these, the attributable land premium in the four first-tier cities of Beijing, Shanghai, Guangzhou and Shenzhen accounted for approximately 60% of the total attributable land premium of the Group, highlighting the advantageous position of its premium property portfolio. The Group attentively pursues suitable acquisition opportunities. During the year, the Group acquired the remaining equity interest in the Guangzhou Asian Games City project as well as a 17% equity interest in the Suzhou Huanxiu Lake Garden project.

The Group's revenue from commercial properties amounted to RMB6.36 billion, an increase of 20.9% as compared to last year. During the year, 12 commercial properties of the Group commenced operation, including four office buildings, five shopping malls and three long-term leased apartments, injecting new momentum into the growth of commercial property revenue. Among these properties, Zhenru Unipark MAX located in the core area of Shanghai, was officially opened in December 2023, making it the Group's flagship shopping mall. Since its opening, it has consistently topped the Dianping rankings of Shanghai shopping centres, and was named "Best New Mall" by Shanghai WOW!.

The Group sustains its financial soundness and strong cost advantage. At 31 December 2023, the Group's liability-to-asset ratio was 57.5% and net gearing was 38.7%, while it maintains its status as a "green category" enterprise. The Group actively manages its interest-bearing debt portfolio, made an early repayment of a club loan of HK$30.00 billion which was due in January 2024, and made a total net debt repayment of RMB15.58 billion, effectively controlling overall cost of capital. The Group had bank balances and cash of RMB105.63 billion, and operating net cash inflow of RMB35.28 billion. The Group's weighted average borrowing cost was 3.55%, among the lowest in the industry. The Group's selling and distribution expenses and administrative expenses together accounted for 3.4% of revenue, a decrease of 0.2 percentage points as compared to last year, further enhancing the Group's competitive advantage in cost and expense control.

Currently, the domestic property market is still in between the industry's transitional period, which inevitably takes time and involves fluctuations and adjustments. It will also take some time to adapt to the new development trend of urbanisation and changes in supply and demand in the property market, and to build a new property development model. There are still many difficulties and challenges ahead of us. However, challenge and opportunity exist in a unity of opposites, constantly evolving. We take a positive attitude, always seeing "opportunity in a crisis", and are confident in the Group's competitive advantages under the major changes in the industry, as the positive factors at the macro, meso and micro levels are all strengthening.

At the macro level, the fundamentals sustaining long-term economic growth remain unchanged, and recovery drivers have strengthened. China's GDP growth target of 5% in 2024 is still a world-leading growth rate. The central government's work report makes clear that a moderately stronger proactive fiscal policy and a prudential yet flexibly appropriate monetary policy should be adopted. Efforts should be made to expand domestic demand, promote stable consumption growth, and actively expand effective investment, along with a series of other overall economic and social development policy orientations, all of which will provide support for the stabilisation of the property market.

At the meso level, the factors favourable to stabilisation and regeneration in the real estate industry have strengthened. Property regulatory policies have been gradually rolled back and financial support continues to increase. A number of municipalities have introduced a series of policies to address the essential housing needs of first-home buyers and diverse demands for better housing. Efforts have been intensified to promote three major construction areas, including indemnificatory housing and urban village redevelopment, to stimulate market demand and boost market confidence.

At the micro level, the Group's competitive advantage has been substantially enhanced after the latest industry realignment. Following more than two years of industry realignment, industry concentration has further increased, and the market share of top-tier property developers with sound operations has continued to rise. Various resources continue to concentrate towards top-tier property developers. The Group has consistently adhered to the high-quality development strategy based on prudent financial management, and maintained the highest credit ratings in the industry. The Group has always been the leader in terms of product strength and profitability in the residential development business, demonstrates prominent competitive advantages during market downturn. In 2023, the Group led the industry in terms of total land premium paid. In 2024, as the Group continues to lead the industry in terms of saleable resources, with the value and extent of the Group's property portfolio being of premium quality, the Group's contracted property sales are expected to achieve steady growth. In addition, in the past two years, the Group has accelerated the launch of its new commercial projects, resulting in the rapid revenue growth of commercial properties. On the basis of 20.9% revenue growth in 2023, revenue from commercial properties is expected to achieve 25% growth in 2024. The Group has more substantial resources to pursue progress while ensuring stability, consolidate stability through progress, and position itself as a leader in sustainable development in the industry, and further solidified its development. The Group is confident of achieving robust and excellent operational performance to reward the trust of its shareholders.

In 2024, the Group has been established for 45 years. It has weathered many economic cycles and fluctuations in the property market, and stood firm as an industry leader. The Group will continue to adhere to its core value of "Customer-oriented, Quality Assurance and Value Creation", and uphold its business philosophy of "Good Products, Good Services, Good Effectiveness, Good Citizen". The Group will collaborate with its peers to facilitate the smooth transition of the real estate industry to a new development model and lead the industry with quality development in the next phase.

Finally, I would like to take this opportunity to express my sincere gratitude to our domestic and overseas customers, the shareholders and the whole community for their support and trust. I would also like to express my heartfelt gratitude to my fellow directors and all employees for their dedication and determination to pursue excellence.

China Overseas Land & Investment Limited
Yan Jianguo
Chairman and Executive Director

MANAGEMENT DISCUSSION & ANALYSIS

Overall Performance

During the year, the revenue of the Group was RMB202.52 billion, an increase of 12.3% as compared to last year. The operating profit was RMB40.53 billion. The gross profit margin was 20.3% and the net profit margin attributable to shareholders was 12.6%. The ratio of selling, distribution and administrative expenses to revenue was 3.4%. Profit attributable to owners of the Company was RMB25.61 billion, an increase of 10.1% as compared to last year. Profit attributable to owners of the Company after deducting after-tax revaluation gains from investment properties was RMB22.58 billion, an increase of 12.1% as compared to last year. Core profit attributable to owners of the Company was RMB23.65 billion. Basic earnings per share was RMB2.34, an increase of 10.1% as compared to last year.

Property Development

In 2023, the contracted property sales of the Group Series of Companies increased by 5.1% to RMB309.81 billion and the corresponding sales area was 13.36 million sq m, a decrease of 3.7% as compared to last year.

In 2023, the Group Series of Companies' contracted property sales and the corresponding sales area by region were as follows:

	Contracted property sales (RMB billion)	**Proportion (%)**	**Sales area ('000 sq m)**	**Proportion (%)**
Southern Region	51.34	16.6	1,868	14.0
Eastern Region	42.62	13.8	1,699	12.7
Central and Western Region	38.63	12.5	2,193	16.4
Northern Region	91.12	29.4	2,842	21.3
Hong Kong, Macau and Overseas Region	1.97	0.6	9	0.1
Sub-total for the Company and its subsidiaries	**225.68**	**72.9**	**8,611**	**64.5**
Joint ventures and associates of the Company (excluding COGO)	41.31	13.3	1,214	9.1
China Overseas Grand Oceans Group Limited ("COGO")	42.82	13.8	3,532	26.4
Total	**309.81**	**100**	**13,357**	**100**

The Group adheres to cash flow management as its core policy, focus on collecting sales proceeds, including in Beijing, Shanghai, Guangzhou, Shenzhen, Tianjin, Chengdu and Xi'an with satisfactory sales proceeds collection, at more than RMB10.0 billion in each city.

During the year, the Group's revenue from property development was RMB192.88 billion, an increase of 11.8% as compared to last year.

During the year, the net profit contribution from associates and joint ventures amounted to RMB1.63 billion.

The major associate, COGO, recorded contracted property sales of RMB42.82 billion, revenue of RMB56.41 billion, and profit attributable to the shareholders of RMB2.30 billion.

During the year, the Group Series of Companies (excluding COGO) completed projects with a total GFA of 16.43 million sq m in 34 Chinese Mainland cities.

The area of projects completed by region in 2023 is as below:

City	**Total GFA ('000 sq m)**
Southern Region	
Guangzhou	1,519
Shenzhen	890
Changsha	611
Zhuhai	442
Foshan	398
Dongguan	397
Xiamen	329
Nanchang	229
Wanning	198
Haikou	195
Fuzhou	128
Sub-total	**5,336**
Eastern Region	
Shanghai	1,491
Jinan	1,229
Suzhou	722
Nanjing	575
Hangzhou	555
Ningbo	169
Yantai	68
Sub-total	**4,809**

City	Total GFA ('000 sq m)
Central and Western Region	
Chengdu	800
Taiyuan	478
Kunming	269
Wuhan	239
Zhengzhou	228
Chongqing	222
Urumqi	222
Xi'an	185
Guiyang	103
Sub-total	**2,746**
Northern Region	
Tianjin	840
Shenyang	789
Beijing	620
Harbin	505
Changchun	495
Shijiazhuang	185
Dalian	103
Sub-total	**3,537**
Total	**16,428**

During the year, the Group acquired 43 land parcels in 23 Chinese Mainland cities and Hong Kong, adding a total GFA of 7.64 million sq m to the land reserve (attributable GFA of 7.06 million sq m). The total land premium was RMB134.21 billion (attributable land premium of RMB122.66 billion, an increase of 42.0% as compared to last year).

The table below shows the details of land parcels added in 2023:

City	Name of Development Project	Attributable Interest	Land Area ('000 sq m)	Total GFA ('000 sq m)
Nanjing	Jianye District Project 1	100%	42	130
Hangzhou	Xiaoshan District Project 1	100%	16	61
Hangzhou	Xihu District Project	100%	55	97
Qingdao	Shibei District Project	100%	57	279
Beijing	Shijingshan District Project 1	100%	26	124
Chengdu	Tianfu New Area Project 1	80%	33	99
Guangzhou	Liwan District Project	100%	14	127
Shenzhen	Longgang District Project	80%	29	128
Tianjin	Nankai District Project 1	100%	56	180
Changchun	Hi-tech Industrial Development Zone Project	100%	28	60
Shijiazhuang	Yuhua District Project	100%	54	149
Xiamen	Siming District Project	100%	24	178
Shenzhen	Nanshan District Project	100%	36	293
Shenzhen	Longhua District Project	20%	9	69
Suzhou	Gusu District Project	100%	16	42
Ningbo	Yinzhou District Project	100%	25	69
Dalian	Hi-tech Industrial Development Zone Project	100%	24	53
Nanchang	Xihu District Project	100%	19	57
Guangzhou	Haizhu District Project	100%	177	545
Hong Kong	Kai Tak Project	20%	13	138
Hangzhou	Xiaoshan District Project 2	100%	57	199
Nanjing	Jianye District Project 2	100%	44	149
Tianjin	Hexi District Project	100%	52	156
Changsha	Yuelu District Project	100%	56	163
Ningbo	Haishu District Project	100%	52	179
Suzhou	Hi-tech Industrial Development Zone Project 1	100%	49	166
Shanghai	Xuhui District Project	85%	135	1,011
Beijing	Fengtai District Project 1	100%	101	194
Jinan	Licheng District Project	100%	55	173
Beijing	Fengtai District Project 2	100%	58	181
Beijing	Fengtai District Project 3	95%	34	120
Xi'an	Hi-tech Industrial Development Zone Project	100%	52	176
Tianjin	Nankai District Project 2	100%	30	70
Suzhou	Industrial Park Project	40%	23	56
Shenyang	Hunnan District Project	100%	35	99
Suzhou	Hi-tech Industrial Development Zone Project 2	51%	22	58
Zhengzhou	Zhongyuan District Project 1	100%	23	78

City	Name of Development Project	Attributable Interest	Land Area ('000 sq m)	Total GFA ('000 sq m)
Zhengzhou	Zhongyuan District Project 2	100%	37	142
Chengdu	Tianfu New Area Project 2	50%	62	186
Taiyuan	Wanbailin District Project	100%	33	177
Beijing	Changping District Project	80%	66	268
Wuhan	Wuchang District Project	100%	54	303
Beijing	Shijingshan District Project 2	100%	97	458
Total			**1,980**	**7,640**

At 31 December 2023, the Group Series of Companies (excluding COGO) had a total land reserve of 35.22 million sq m in GFA (attributable GFA of 30.39 million sq m).

During the year, total GFA of COGO's land reserve increased by 1.84 million sq m. At 31 December 2023, COGO's total land reserve was 18.81 million sq m in GFA (attributable GFA of 15.52 million sq m).

The total GFA of the Group Series of Companies' land reserve reached 54.03 million sq m.

Commercial Property Operations

The Group is steadfastly dedicated to the development of commercial properties and the establishment of an integrated urban operation and service platform with office buildings and shopping malls as its core, and long-term leased apartments, hotels, logistics and industrial parks, senior living and elderly care, and more as other elements. The Group consistently adheres to international asset management standards to create value for the cities.

During the year, revenue from the Group's commercial properties amounted to RMB6.36 billion, an increase of 20.9% as compared to last year, of which revenue from office buildings amounted to RMB3.43 billion; revenue from shopping malls amounted to RMB1.68 billion; revenue from long-term leased apartments amounted to RMB190 million and revenue from hotels and other commercial properties amounted to RMB1.06 billion.

During the year, 12 commercial properties of the Group commenced operation, with an additional GFA of approximately 1.05 million sq m, details are listed below:

Name of property	Type	City	Total GFA ('000 sq m)
China Overseas Center Block A	Office Building	Shanghai	145
China Overseas International Center	Office Building	Kunming	113
China Overseas Plaza	Office Building	Shenyang	84
China Overseas Center Block F	Office Building	Shanghai	29
Heping Unipark	Shopping Mall	Shenyang	190
Zhenru Unipark MAX	Shopping Mall	Shanghai	184
Meijiang Unipark	Shopping Mall	Tianjin	155
Zhenru Sam's Club	Shopping Mall	Shanghai	56
Jianghan Unielite	Shopping Mall	Wuhan	6
Unilive International Serviced Residence	Long-term Leased Apartment	Shanghai	39
Unilive Apartment (Heping International)	Long-term Leased Apartment	Shenyang	39
Unilive Apartment (Songjiang Phase 3)	Long-term Leased Apartment	Shanghai	11
Total			**1,051**

The Group successfully promoted its asset-light management business and signed a total of six new contracts to manage external commercial properties, comprising office buildings, shopping malls and long-term leased apartments during the year. The cumulative total area of external commercial properties under asset-light management at 31 December 2023 was 1.50 million sq m. Among them, Guangzhou Nansha Unipark, a Group's asset-light management project, had a grand opening during the year. It became a new flagship benchmark in the commercial sector of the Greater Bay Area, with a more than 95% occupancy rate. The smooth launch of new projects and steady development of the asset-light management business combined to boost commercial property revenue.

Other Businesses

During the year, other businesses' revenue from external and internal customers of the Group amounted to RMB11.08 billion. Other businesses' revenue from external customers reached RMB3.28 billion, an increase of 32.3% as compared to last year. Among this, the external revenue from material procurement and supply chain management services amounted to RMB2.59 billion, an increase of 33.9% as compared to last year, representing favourable business growth.

Liquidity, Financial Resources and Debt Structure

The Group adheres to the principle of prudent financial fund management, focuses on cash flow management, and insists on "centralised management; unified arrangement" of funds to gradually enhance value creation and management contribution. In accordance with the operational and development needs of the Group, as well as trends and changes in onshore and offshore capital markets, the Group effectively managed the scale of its interest-bearing debt and continued to optimise its debt structure, maintaining its leading position in the industry by various financial and regulatory indicators.

The overall financial position of the Group was satisfactory. The net debt-to-equity ratio and other relevant indicators are within the "three red lines" metrics, and the Group is classified as a "green category" enterprise. At 31 December 2023, the net current assets was RMB368.95 billion, the current ratio was 2.3 times, net gearing was 38.7%; and the bank balances and cash was RMB105.63 billion. During the year, the Group's weighted average borrowing cost was 3.55%, among the lowest in the industry. The three major international credit rating agencies have given the Group the highest credit ratings in the industry: Fitch A-; Moody's Baa1; and Standard & Poor's BBB+.

The Group continued to leverage the advantages of its dual onshore and offshore financing platforms, actively responded to the impact of fluctuations in interest rates and foreign exchange rates on the international capital markets, flexibly utilised a variety of tools, and optimally applied financing arrangements. In 2023, the Group raised onshore and offshore funds amounting to RMB82.91 billion, RMB98.49 billion of debt was repaid early or on schedule, with a total net debt repayment of RMB15.58 billion. The Group lowered its interest-bearing debt and effectively controlled its cost of capital throughout the year. This included the withdrawal of a total of RMB25.14 billion of offshore loans, issuance of RMB3.19 billion of dim sum bonds, the largest among PRC property developers during the year, while making early repayment of a club loan of HK$30.00 billion, which was due in January 2024. The Group obtained various low-interest onshore loans totalling RMB48.58 billion, comprising development loans, acquisition loans, operating loans, and more. It also successfully issued two tranches of low-interest corporate bonds totalling RMB6.00 billion.

During the year, the Group's sales proceeds collection was RMB217.19 billion and other operating cash collection was RMB14.50 billion. Total operating cash collection amounted to RMB231.69 billion, an increase of 14.8% as compared to last year. Total capital expenditure payments for the Group were RMB164.09 billion (of which RMB102.34 billion was for land costs and RMB61.75 billion was for construction expenditure), and operating net cash inflow was RMB35.28 billion. At 31 December 2023, the Group had unpaid land premiums of RMB45.80 billion, while bank and other borrowings, and guaranteed notes and corporate bonds due to mature in the first half of 2024, amounted to RMB17.25 billion.

At 31 December 2023, the Group had bank and other borrowings amounting to RMB165.30 billion while guaranteed notes and corporate bonds amounted to RMB92.36 billion. Total debt amounted to RMB257.66 billion, of which RMB40.97 billion will mature within a year, accounting for 15.9% of total debt. Of the total debt, 70.3% was denominated in renminbi ("RMB"), 17.1% was denominated in HK dollars, 12.3% was denominated in US dollars and 0.3% was denominated in pounds sterling. The fixed-rate debt accounted for 46.9% of total debt while the remainder was floating-rate debt.

At 31 December 2023, the Group's available funds amounted to RMB154.89 billion comprising bank balances and cash of RMB105.63 billion and unutilised banking facilities of RMB49.26 billion. Among the bank balances and cash, 96.6% was denominated in RMB, 1.7% was denominated in HK dollars, 1.5% was denominated in US dollars, 0.2% was denominated in pounds sterling and a small amount was denominated in other currencies, while the above bank balances and cash also included regulated pre-sales proceeds of properties of RMB20.84 billion, representing a decrease of 17.2% as compared to last year.

In 2023, global geopolitical conflicts intensified, investor risk aversion rose and the global economic outlook remained uncertain. The Chinese Mainland actively stimulated its economy and promoted the stable and healthy development of the property market. The monetary policies of China and the US diverged, and the US - China interest rate differential widened, but the US interest rate hike cycle is expected to end soon. The US dollar - RMB exchange rate and interest rate experienced continuous two-way fluctuations. The Group's exchange rate and interest rate management is mainly based on natural hedging. During the year, the Group actively reduced its non-RMB net debt exposure. The Group repaid the HK$30.00 billion club loan ahead of schedule, reduced foreign currency debt and increased RMB financing. At the end of 2023, the proportion of debt denominated in RMB increased to 70.3%, representing a 7.7 percentage point increase compared to the end of 2022. The Group has not engaged in any speculative transactions in derivative financial instruments for the time being. However, the Group will prudently consider whether to enter into currency and interest rate swap arrangements when appropriate in order to hedge against the corresponding risks. The Board considers that the Group's exchange rate and interest rate risks are relatively controllable.

Sustainable Development

During the year, the Group continued to compile its ninth annual Environmental, Social and Governance (ESG) Report and successfully obtained independent assurance, further enhancing the transparency and credibility of the ESG information disclosed, and responding to the expectations of the capital market.

The Group has consistently adhered to the development path of "Four Excellences", and international authoritative agencies and capital markets highly recognised the ESG management achievements of the Group. For seven consecutive years, the Group has been selected as a constituent company of the FTSE4Good Index Series. The Group has also been a member of the Hang Seng Corporate Sustainability Index Series for 14 consecutive years, and a constituent member of the Hang Seng ESG50 (top 50 ESG leaders with relatively high market-capitalisation listed in Hong Kong) for the fourth year. Throughout the year, the Group won multiple significant awards in the prestigious financial magazine Institutional Investor, including the "Most Honoured Company", "Best Board of Directors" and "Best ESG". In addition, the Group received authoritative accolades such as "ESG Leading Enterprise Award 2023" by Bloomberg Businessweek/ Chinese Edition, "2023 Forbes China ESG Innovative Enterprises Selection", the Platinum Award at "The Asset ESG Corporate Awards 2023", "2023 Influential Companies for ESG Development" by Guandian Index Academy, and "Annual Corporate Governance Excellence Award" by Jiemian News 2023 ESG Pioneer 60.

With growing concern for climate change issues, the Group has followed the Recommendations of the Task Force on Climate-related Financial Disclosures (TCFD) to disclose our climate change management performance and results since 2020. This included formulating and publishing the Responding to Climate Change Policy and completing the climate scenario analysis, strengthening the Group's ability to respond to climate risks.

As a leading enterprise in the real estate industry, the Group has been actively responding to China's "3060 Decarbonisation Targets" with the commitment to reducing at least 30% of Scope 1 and 2 carbon emissions intensity per unit area by 2030 (2019 baseline year), and striving to achieve carbon neutrality by 2060. To effectively promote the achievement of these decarbonisation targets, the Group has established "COLI Carbon Peak and Carbon Neutrality Working Leadership", completed background research and carbon audit, and issued the inaugural "Carbon Neutrality White Paper". Taking significant strides towards the dual carbon goals, the Group also set out effective programmes such as the "Carbon Peak Implementation Plan".

As at the end of 2023, the Group had accumulated 636 green building certifications, including National Green Building Star Certifications, US LEED certification, US BOMA certification, US WELL certification and UK BREEAM certification, corresponding to an accumulative green GFA of about 110 million square meter. Besides, the Group participated in the compilation of the national Technical Standards for Zero Carbon Emission Buildings and Technical Specification for Low Carbon Office Building. The Group also utilised key projects to develop low-carbon technologies. These projects include Shenzhen China Overseas Building, which is China's first-ever Grade 5A high-rise office building with nearly zero-energy and zero-carbon status. During the year, this building was completed and entered into operation. Another notable project is Beijing China Overseas Finance Centre, which is the first large-scale zero-carbon commercial building with integrated technologies such as PEDF (Solar photovoltaic, Energy storage, Direct current and Flexibility) in Beijing.

The Group actively fulfills its commitment to "Choose COLI with Confidence". Throughout the year, multiple projects of the Group received prestigious awards like Platinum Winner of MUSE Design Awards and WELL Gold certification. Besides, the Group invented an industry-leading delivery evaluation model and VOC system, and became the first property developer to upgrade its service line to shortcut number "95". To ensure a superior customer service experience, the Group published the "COLI Ten Guidelines for Customer Service" this year .

Adhering to the human resources strategy of "Diversified and Inclusive Recruitment and Talent Retention" and the talent concept of "Gathering Hard-workers and Inspiring Talents", the Group has implemented a comprehensive performance management system, and measures the efforts and value creations of each employee in an open, fair and equitable manner.

In 2023, the Group continued to participate in rural revitalisation in Gansu Province. The Group provided assistance to Zhuoni County in creating the characteristic agricultural brand and product known as "Zhuoni Black Fungus". Through collaborations with various sectors of society, the Group actively engaged in community development in Hong Kong, and launched the "Bidding Farewell to Subdivided Housing" campaign, helping Hong Kong citizens improve their living quality.

ANNUAL GENERAL MEETING

The 2024 AGM will be held on Friday, 21 June 2024 at 11:00 a.m.. The notice of the 2024 AGM, which constitutes part of a circular to shareholders of the Company, will be sent to the shareholders of the Company in due course.

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

Save as disclosed below, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Group's listed securities during the year ended 31 December 2023.

Issue of Listed Securities

The following securities were issued by the wholly-owned subsidiaries of the Company during the year. The net proceeds are used to repay the existing indebtedness of the Group.

Name of Subsidiary	Securities	Issue Date	Due Date	Issue Scale *(RMB'000)*	Coupon Rate	Name of stock exchange/ market on which the securities are listed/issued
China Overseas Development Group Co., Ltd.* ("China Overseas Development")	2023 corporate bonds					Shenzhen Stock Exchange
	(i) First tranche (Type I)	6 November 2023	7 November 2026	2,000,000	2.90%	
	(ii) First tranche (Type II)	6 November 2023	7 November 2028	1,000,000	3.25%	
	(iii) Second tranche (Type II)	11 December 2023	12 December 2028	3,000,000	3.20%	
China Overseas Finance (Cayman) VIII Limited	Guaranteed notes	18 October 2023	25 October 2026	3,190,000	3.50%	Private placing

Redemption of Listed Securities

The following securities were redeemed by the wholly-owned subsidiaries of the Company during the year:

Name of Subsidiary	Securities	Issue Date	Redemption Date	Redemption Value *(RMB'000)*	Remaining Value *(RMB'000)*
Beijing China Overseas Plaza Commercial Development Ltd.*	(i) RMB3,701 million at coupon rate of 2.50%	(i) 28 April 2020	(i) 28 April 2023	(i) 3,686,200#	(i) Nil
	(ii) RMB3,001 million at coupon rate of 3.90%	(ii) 17 August 2020	(ii) 5 May 2023	(ii) 2,996,500#	(ii) Nil
	(iii) RMB1,001 million at coupon rate of 3.85%	(iii) 23 March 2021	(iii)-(iv) Principal amount with interest payable will be repaid in instalments in May and November each year	(iii) 600	(iii) 999,200#
	(iv) RMB2,101 million at coupon rate of 3.60%	(iv) 23 June 2021		(iv) 44,900	(iv) 2,000,200#
	(v) RMB1,901 million at coupon rate of 3.50%	(v) 10 November 2021		(v) 7,970	(v) 1,886,180#
	(vi) RMB5,001 million at coupon rate of 3.35%	(vi) 29 March 2022	(v)-(vi) Principal amount with interest payable will be repaid in instalments in February and August each year	(vi) 10,000	(vi) 4,986,000#
	Commercial mortgage-backed securities listed on the Shenzhen Stock Exchange				

** English translation for identification purpose only*

 # included equity class securities of RMB1 million wholly subscribed by Beijing China Overseas Plaza Commercial Development Ltd.

Name of Subsidiary	Securities	Issue Date	Redemption Date	Redemption Value *(RMB'000)*	Remaining Value *(RMB'000)*
China Overseas Development	RMB1,000 million at coupon rate of 3.10% corporate bonds which were listed on the Shenzhen Stock Exchange	9 July 2021	12 July 2023	1,000,000	Nil
China Overseas Development	RMB500 million at coupon rate of 2.75% corporate bonds which were listed on the Shenzhen Stock Exchange	6 August 2021	9 August 2023	500,000	Nil
China Overseas Development	RMB2,000 million at coupon rate of 3.20% corporate bonds which were listed on the Shenzhen Stock Exchange	13 August 2020	14 August 2023	2,000,000	Nil
China Overseas Development	RMB2,400 million at coupon rate of 3.40% corporate bonds which were listed on the Shenzhen Stock Exchange	6 November 2020	9 November 2023	2,400,000	Nil
China Overseas Development	RMB1,500 million at coupon rate of 3.60% medium-term notes which were listed on the National Interbank Bond Market	10 December 2020	14 December 2023	1,500,000	Nil
China Overseas Finance (Cayman) VII Limited	US$750 million at coupon rate of 4.25% guaranteed notes which were listed on the Hong Kong Stock Exchange	26 April 2018	26 April 2023	5,109,975	Nil
China Overseas Finance (Cayman) III Limited	US$500 million at coupon rate of 5.375% guaranteed notes which were listed on the Hong Kong Stock Exchange	29 October 2013	29 October 2023	3,621,179	Nil

For details of the aforementioned securities, please refer to relevant announcements of the Company.

CORPORATE GOVERNANCE

The Company has complied throughout the year ended 31 December 2023 with all the code provisions of the Corporate Governance Code from time to time as set out in Appendix C1 to the Listing Rules and with some of the recommended best practices contained therein.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted a set of code of conduct on governing securities transactions by directors (the "Code of Conduct") on terms no less exacting than those set out in the Model Code for Securities Transactions by Directors of Listed Issuers contained in Appendix C3 of the Listing Rules. Having made specific inquiries to all directors of the Company, they confirmed that they have complied with the Code of Conduct throughout the year of 2023.

AUDIT AND RISK MANAGEMENT COMMITTEE AND REVIEW OF ACCOUNTS

The Audit and Risk Management Committee of the Company has reviewed the accounting policies adopted by the Group and the audited consolidated financial statements of the Group for the year ended 31 December 2023.

SCOPE OF WORK OF MESSRS. ERNST & YOUNG

The figures in respect of the Group's consolidated statement of financial position, consolidated income statement, consolidated statement of comprehensive income and the related notes thereto for the year ended 31 December 2023 as set out in this results announcement have been agreed by the Company's auditor, Ernst & Young, to the amounts set out in the Group's audited consolidated financial statements for the year. The work performed by Ernst & Young in this respect did not constitute an assurance engagement and consequently no opinion or assurance conclusion has been expressed by Ernst & Young on the results announcement.

By Order of the Board
China Overseas Land & Investment Limited
Yan Jianguo
Chairman and Executive Director

Hong Kong, 28 March 2024

As at the date of this announcement, Mr. Yan Jianguo (Chairman), Mr. Luo Liang (Vice Chairman), Mr. Zhang Zhichao (Chief Executive Officer) and Mr. Guo Guanghui are the Executive Directors of the Company; Mr. Zhuang Yong (Vice Chairman) and Mr. Zhao Wenhai are the Non-executive Directors of the Company; and Mr. Li Man Bun, Brian David, Professor Chan Ka Keung, Ceajer and Dr. Chan Ching Har, Eliza are the Independent Non-executive Directors of the Company.

This results announcement is published on the website of the Company (http://www.coli.com.hk) and the website of Hong Kong Stock Exchange (http://www.hkexnews.hk). The 2023 Annual Report will also be available at the aforementioned websites and will be despatched to shareholders of the Company thereafter in due course.