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CIFI Holdings (Group) Co. Ltd.

旭輝控股(集團)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00884)

(Debt Stock Codes: 05261, 40120, 40316, 40464, 40519, 40681, 40682)

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

2024 RESULTS HIGHLIGHTS

- The Group (including its joint ventures and associates) completed delivery of approximately 62,000 property units in 2024 and approximately 270,000 property units in total from 2022 to 2024.
- Leases and other service income related to investment properties was approximately RMB1,758.0 million, up by 10.4% year-on-year.
- Property management and other services income was approximately RMB6,639.5 million, up by 9.4% year-on-year.
- Outstanding total indebtedness decreased for three consecutive years to approximately RMB86,653.8 million, a year-on-year decrease of approximately RMB5,627.3 million.
- Positive net cash from operating activities was recorded for three consecutive years.
- Actively participated in financing coordination mechanisms in different regions, 55 projects were shortlisted on the “real estate projects whitelist” in 2024.
- Milestone progress has been achieved in offshore debt restructuring, with creditors holding approximately 88.54% of the outstanding principal amount of the in-scope debts having either executed or acceded to the restructuring support agreement.

ANNUAL RESULTS FOR THE YEAR ENDED 31 DECEMBER 2024

The board of directors (the “Board”) of CIFI Holdings (Group) Co. Ltd. (the “Company”) announces the audited consolidated results of the Company and its subsidiaries (collectively the “Group”) for the year ended 31 December 2024 with comparative figures for the preceding financial year, are as follows:

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 DECEMBER 2024

		<u>2024</u>	<u>2023</u>
	<i>NOTES</i>	<i>RMB'000</i>	<i>RMB'000</i>
REVENUE	4	47,788,740	71,832,556
Cost of sales and services		<u>(40,426,316)</u>	<u>(60,599,882)</u>
Gross profit		7,362,424	11,232,674
Other income and gains (expenses), net	5	(1,502,398)	(852,156)
Selling and marketing expenses		(1,404,421)	(1,873,749)
Administrative expenses		(2,076,709)	(2,102,048)
Fair value loss of investment properties		(603,478)	(133,673)
Write-down of properties held for sale and properties under development for sale		(1,413,738)	(8,707,381)
Allowance for expected credit losses		(384,159)	(400,788)
Finance costs	6	(4,351,308)	(3,027,125)
Share of results of joint ventures and associates		726,607	411,943
Loss before taxation		(3,647,180)	(5,452,303)
Income tax expense	7	(2,678,389)	(3,226,640)
Loss for the year	8	(6,325,569)	(8,678,943)

		<u>2024</u>	<u>2023</u>
	<i>NOTES</i>	<i>RMB'000</i>	<i>RMB'000</i>
Other comprehensive expense:			
<i>Item that will not be reclassified to profit or loss:</i>			
Fair value change on investments in equity instruments at fair value through other comprehensive income (“FVTOCI”)		<u>(4,456)</u>	<u>(9,977)</u>
		<u>(4,456)</u>	<u>(9,977)</u>
Total comprehensive expense for the year		<u><u>(6,330,025)</u></u>	<u><u>(8,688,920)</u></u>
Loss for the year attributable to:			
Equity owners of the Company		(7,075,859)	(8,983,274)
Owners of perpetual capital instruments		249,910	249,492
Non-controlling interests		<u>500,380</u>	<u>54,839</u>
		<u><u>(6,325,569)</u></u>	<u><u>(8,678,943)</u></u>
Total comprehensive expense for the year attributable to:			
Equity owners of the Company		(7,080,315)	(8,993,251)
Owners of perpetual capital instruments		249,910	249,492
Non-controlling interests		<u>500,380</u>	<u>54,839</u>
		<u><u>(6,330,025)</u></u>	<u><u>(8,688,920)</u></u>
		2024	2023
Loss per share, in RMB:			
Basic	<i>10</i>	<u><u>(0.68)</u></u>	<u><u>(0.86)</u></u>
Diluted	<i>10</i>	<u><u>(0.68)</u></u>	<u><u>(0.86)</u></u>

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AT 31 DECEMBER 2024

		<u>2024</u>	<u>2023</u>
	<i>NOTES</i>	<i>RMB'000</i>	<i>RMB'000</i>
NON-CURRENT ASSETS			
Investment properties		45,922,026	45,909,727
Property, plant and equipment		501,099	498,619
Right-of-use assets		116,564	151,162
Intangible assets		250,518	278,439
Goodwill		1,488,171	1,488,171
Interests in associates		12,710,783	15,050,426
Interests in joint ventures		15,657,565	16,739,077
Investments in property projects		32,799	53,671
Financial assets at fair value through profit or loss (“FVTPL”)		588,889	739,354
Equity instruments at FVTOCI		25,377	29,833
Deferred taxation assets		1,537,106	2,231,162
Other receivables, deposits and prepayments	<i>11</i>	36,027	55,020
Deferred contract cost		45,719	38,011
		<u>78,912,643</u>	<u>83,262,672</u>
CURRENT ASSETS			
Properties held for sale		24,482,748	21,666,150
Properties under development for sale		60,449,992	96,603,349
Accounts and other receivables, deposits and prepayments	<i>11</i>	31,176,648	35,653,422
Amounts due from non-controlling interests		23,713,433	21,130,766
Amounts due from joint ventures and associates		21,571,068	22,765,845
Deposits for land use rights for properties held for sale		1,863,617	2,083,442
Taxation recoverable		2,937,083	4,153,432
Financial assets at FVTPL		3,935	4,264
Pledged bank deposits		1,089,453	1,004,098
Bank balances and cash		9,947,372	12,749,791
Deferred contract costs		20,493	3,661
		<u>177,255,842</u>	<u>217,818,220</u>

		<u>2024</u>	<u>2023</u>
	<i>NOTES</i>	<i>RMB'000</i>	<i>RMB'000</i>
CURRENT LIABILITIES			
Accounts and other payables and accrued charges	12	52,918,947	52,373,963
Contract liabilities		21,777,740	48,545,013
Amounts due to non-controlling interests		6,506,550	7,134,718
Amounts due to joint ventures and associates		24,277,535	24,541,833
Taxation payable		7,168,184	6,611,028
Lease liabilities – due within one year		31,957	49,462
Bank and other borrowings – due within one year		29,965,310	30,765,061
Senior notes – due within one year		29,104,995	28,818,191
Corporate bonds and medium-term notes – due within one year		3,237,554	8,110,209
Debt component of convertible bonds		1,310,772	1,571,304
Derivative component of convertible bonds		–	–
		<u>176,299,544</u>	<u>208,520,782</u>
NET CURRENT ASSETS		<u>956,298</u>	<u>9,297,438</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>79,868,941</u>	<u>92,560,110</u>
CAPITAL AND RESERVES			
Share capital		863,621	855,610
Reserves		11,801,465	19,373,671
Equity attributable to owners of the Company		12,665,086	20,229,281
Perpetual capital instruments		1,924,545	1,924,545
Non-controlling interests		37,329,270	42,414,994
TOTAL EQUITY		<u>51,918,901</u>	<u>64,568,820</u>
NON-CURRENT LIABILITIES			
Other payables – due after one year	12	–	9,322
Lease liabilities – due after one year		93,952	114,352
Bank and other borrowings – due after one year		13,561,843	18,188,107
Corporate bonds and medium-term notes – due after one year		9,473,362	4,828,267
Deferred taxation liabilities		4,820,883	4,851,242
		<u>27,950,040</u>	<u>27,991,290</u>
		<u>79,868,941</u>	<u>92,560,110</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2024

1. GENERAL INFORMATION

CIFI Holdings (Group) Co. Ltd. (the “Company”) is a public limited company incorporated in the Cayman Islands and its shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The addresses of the registered office and principal place of business of the Company are disclosed in the corporate information section to the annual report.

The Company and its subsidiaries (the “Group”) are principally engaged in the property development, property investment business and provision of property of management services in the People’s Republic of China (“PRC”).

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

2. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENT

The consolidated financial statements have been prepared in accordance with IFRS Accounting Standards issued by the International Accounting Standards Board (“IASB”). 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 going concern basis which assumes the continuity of normal business activity and the realisation of assets and the settlement of liabilities in the normal course of business. The applicability of these principles is dependent upon continued availability of adequate finance or attaining profitable operations in future and the success of the below plans and measures.

During the year ended 31 December 2024, the Group incurred a net loss attributable to equity owners of the Company of approximately RMB7,075,859,000. As at 31 December 2024, the Group was unable to repay the principal and the interest of certain bank borrowings, offshore senior notes and the interest of convertible bonds and, as a result, certain bank borrowings, senior notes, convertible bonds (including debt and derivative components) and interest payables amounting to approximately RMB18,331,289,000, RMB29,104,995,000, RMB1,310,772,000 and RMB6,621,675,000 respectively became default or cross-default.

In view of such circumstances, the directors of the Company have given careful consideration to the future liquidity and financial position of the Group and its available sources of financing in assessing whether the Group will have sufficient financial resources to continue as a going concern. Certain plans and measures have been taken to mitigate the liquidity position and to improve the Group’s financial position which include, but are not limited to, the following:

- (i) As at 31 December 2024, creditors holding approximately 88.54% of the outstanding principal amount of the in-scope debts (beneficially held, as principal) have either duly executed or acceded to the restructuring support agreement;
- (ii) The Group has been actively negotiating with a number of financial institutions for renewal and extension of existing onshore bank borrowings to improve the liquidity position of the Group;

- (iii) The Group has been actively negotiating with a number of financial institutions to timely secure relevant project development loans for qualified project development for the continuation of its PRC business operations;
- (iv) The Group will continue to seek for other alternative financing and borrowings to finance the settlement of its existing financial obligations and future operating and capital expenditures;
- (v) The Group has implemented stringent cost saving measures including reducing non-core and unessential operations and expenses; and
- (vi) The Group will continue to seek suitable opportunities to dispose of its non-core assets to strengthen its cash position.

The board of directors of the Company (the “Board”) has reviewed the Group’s cash flow projections prepared by the management of the Group. The cash flow projections cover a period of not less than twelve months from 31 December 2024. The Board is of the opinion that, taking into account the above-mentioned plans and measures, the Group will have sufficient working capital to finance its obligations and to meet its financial obligations as they fall due not less than twelve months from the date of approval for issuance of the consolidated financial statements. Accordingly, the Board is satisfied that it is appropriate to prepare the consolidated financial statements on a going concern basis.

Notwithstanding the above, significant uncertainties exist as to whether management of the Group will be able to achieve its plans and measures as described above. Whether the Group will be able to continue as a going concern would depend upon the Group’s ability to generate adequate financing and operating cash flows through the following:

- (i) successfully completing the restructuring of its offshore financing arrangements;
- (ii) successfully negotiating with the Group’s existing lenders for the renewal or extension for repayment of the Group’s onshore bank borrowings;
- (iii) successfully securing project development loans for qualified project development timely;
- (iv) successfully obtaining of additional new sources of financing as and when needed;
- (v) successfully implementing measures to effectively control costs and expenses; and
- (vi) successfully disposing of the Group’s non-core assets when suitable.

Should the Group fail to achieve the above mentioned plans and measures, it might not be able to continue to operate as a going concern, and adjustments would have to be made to reclassify the Group’s non-current assets and non-current liabilities as current assets and current liabilities respectively, to write down the carrying values of the Group’s assets to their recoverable amounts and to provide for any provision for any contractual commitments that have become onerous as at the end of the reporting period. The effects of these adjustments have not been reflected in the consolidated financial statements.

The consolidated financial statements have been prepared on the historical cost basis except for investment properties and certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies set out below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

3. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS

Amendment of IFRS Accounting Standards that are materially effective for the annual year

In the current year, the Group has applied the following amendments to IFRS Accounting Standards issued by the IASB for the first time, which are mandatorily effective for the Group's annual periods beginning on 1 January 2024 for the preparation of the consolidated financial statements:

Amendments to IFRS 16	Lease Liability in a Sale and Leaseback
Amendments to IAS 1	Classification of Liabilities as Current or Non-current
Amendments to IAS 1	Non-current Liabilities with Covenants
Amendments to IAS 7 and IFRS 7	Supplier Finance Arrangements

The application of the amendments to IFRS Accounting Standards in the current year has had no material impact 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.

4. SEGMENT INFORMATION

The Group determines its operating segments based on internal reports about components of the Group that are regularly reviewed by the chief operating decision maker (being the executive directors of the Company) in order to allocate resources to the segment and to assess its performance.

Information reported to the Group's chief operating decision maker for the purposes of resource allocation and assessment of segment performance is focused on three main operations:

- Sales of properties and other property related services: this segment represents the development and sales of office and commercial premises, carparks and residential properties and income generated from project management. Substantially most of the Group's activities in this regard are primarily carried out in the PRC.
- Property investment: this segment represents the lease of investment properties and other service related to investment properties, which are developed or purchased by the Group to generate rental income and gain from the appreciation of the properties' values in the long term. Currently, the Group's investment property portfolio is located entirely in the PRC.
- Property management and other services: this segment mainly represents the income generated from property management. Currently, the Group's activities in this regard are carried out in the PRC.

(a) Segment revenue and profit (loss)

Information regarding the Group's reportable segments as provided to the Group's chief operating decision maker for the purposes of resource allocation and assessment of segment performance for the year is set out below.

	Sales of properties and other property related services RMB'000	Property investment RMB'000	Property management and other services RMB'000	Total RMB'000
Year ended 31 December 2024				
Reportable segment revenue from external customers	<u>39,391,258</u>	<u>1,758,017</u>	<u>6,639,465</u>	<u>47,788,740</u>
Reportable segment profit	<u>2,358,479</u>	<u>1,032,896</u>	<u>1,152,890</u>	<u>4,544,265</u>
	Sales of properties and other property related services RMB'000	Property investment RMB'000	Property management and other services RMB'000	Total RMB'000
Year ended 31 December 2023				
Reportable segment revenue from external customers	<u>64,171,369</u>	<u>1,591,731</u>	<u>6,069,456</u>	<u>71,832,556</u>
Reportable segment (loss) profit	<u>(1,223,108)</u>	<u>783,951</u>	<u>1,090,701</u>	<u>651,544</u>

(b) Segment assets and liabilities

No assets and liabilities are included in the measures of the Group's segment reporting that are used by the chief operating decision maker. Accordingly, no segment assets and liabilities are presented.

(c) **Segment revenue and profit (loss)**

The reportable segment profit (loss) represents the results by each segment without including any effect of allocation of other income and gains (expenses), unallocated head office and corporate expenses, depreciation of property, plant and equipment, depreciation of right-of-use assets, amortisation of intangible assets, allowance for expected credit losses, fair value loss of investment properties, finance costs and share of results of joint ventures and associates. This is the measurement basis reported to the chief operating decision maker for the purposes of resource allocation and performance assessment.

	<u>2024</u>	<u>2023</u>
	<i>RMB'000</i>	<i>RMB'000</i>
Revenue		
Reportable segment and consolidated revenue	<u>47,788,740</u>	<u>71,832,556</u>
Profit (loss)		
Reportable segment profit	4,544,265	651,544
Other income and gains (expenses), net	(1,502,398)	(852,156)
Fair value loss of investment properties	(603,478)	(133,673)
Finance costs	(4,351,308)	(3,027,125)
Share of results of joint ventures and associates	726,607	411,943
Depreciation of property, plant and equipment	(80,471)	(149,693)
Depreciation of right-of-use assets	(44,390)	(77,194)
Amortisation of intangible assets	(27,921)	(39,833)
Allowance for expected credit losses	(384,159)	(400,788)
Unallocated head office and corporate expenses	<u>(1,923,927)</u>	<u>(1,835,328)</u>
Loss before taxation	<u>(3,647,180)</u>	<u>(5,452,303)</u>

(d) **Geographic information**

No geographic information has been presented as the Group's operating activities are primarily carried out in the PRC. The majority of the Group's revenue and non-current assets are located in the PRC.

(e) **Major customers**

No revenue from transactions with a single external customer amounted to 10% or more of the Group's revenue.

5. OTHER INCOME AND GAINS (EXPENSES), NET

	<u>2024</u>	<u>2023</u>
	<i>RMB'000</i>	<i>RMB'000</i>
Interest income	151,343	174,826
(Loss) gain on disposal of property, plant and equipment, net	(161)	1,456
Loss on disposal of subsidiaries, net	(321,771)	(622,769)
Loss on disposal of joint ventures, net	(474,930)	(431,150)
(Loss) gain on disposal of associates, net	(245,388)	15,248
Loss on disposal of financial assets at FVTPL	(2,794)	–
Government grants (<i>note</i>)	55,904	123,053
Forfeited deposits paid by purchasers	24,124	35,852
Dividend income from financial assets at FVTPL	9,449	18,335
Fair value changes on:		
— investments in property projects	(13,375)	(44,349)
— financial assets at FVTPL	(93,272)	(50,592)
— derivative component of convertible bonds	–	267,247
Dividend income from investments in property projects	8,983	9,299
Net exchange loss	(563,173)	(372,461)
Sundry (expense) income	(37,337)	23,849
	<u>(1,502,398)</u>	<u>(852,156)</u>

Note: Government grants represented unconditional cash payments granted by government authorities.

6. FINANCE COSTS

	<u>2024</u>	<u>2023</u>
	<i>RMB'000</i>	<i>RMB'000</i>
Interest expense on bank and other borrowings	(3,219,103)	(3,175,763)
Interest expense on senior notes	(1,561,180)	(1,709,714)
Interest expense on corporate bonds and medium-term notes	(513,826)	(544,916)
Interest expense on convertible bonds	(265,553)	(250,565)
Interest expense on lease liabilities	(7,284)	(7,427)
	<u>(5,566,946)</u>	<u>(5,688,385)</u>
Less: Amount capitalised to properties under development for sale and investment properties under construction	<u>1,215,638</u>	<u>2,661,260</u>
	<u>(4,351,308)</u>	<u>(3,027,125)</u>

Finance costs capitalised to properties under development for sale and investment properties under construction were determined by the effective interest rates of respective bank and other borrowings, senior notes, corporate bonds and medium-term notes and convertible bonds.

7. INCOME TAX EXPENSE

	<u>2024</u>	<u>2023</u>
	<i>RMB'000</i>	<i>RMB'000</i>
PRC Enterprise Income Tax		
Current year	(1,119,433)	(2,033,304)
Over provision in respect of prior years	6,850	52,201
Land Appreciation Tax	(936,005)	(1,280,068)
	(2,048,588)	(3,261,171)
Deferred taxation	(629,801)	34,531
	(2,678,389)	(3,226,640)

8. LOSS FOR THE YEAR

	<u>2024</u>	<u>2023</u>
	<i>RMB'000</i>	<i>RMB'000</i>
Loss for the year has been arrived at after charging (crediting):		
Auditors' remuneration	7,500	9,510
Cost of properties sold included in cost of sales and services	34,111,836	54,612,562
Depreciation of property, plant and equipment	80,471	149,693
Depreciation of right-of-use assets	44,390	77,194
Amortisation of intangible assets	27,921	39,833
Directors' emoluments (including equity-settled share-based expense)	24,392	29,114
Other staff costs		
Staff costs excluding retirement benefit costs	3,567,808	3,968,437
Retirement benefit contributions	337,205	366,728
Equity-settled share-based expense	25,217	77,718
Total other staff costs	3,930,230	4,412,883
Less: Amount capitalised to properties under development for sale and investment properties under construction	(119,917)	(211,918)
	3,810,313	4,200,965
Rental income from investment properties	(1,732,563)	(1,566,483)
Less: Related outgoings	723,032	807,337
	(1,009,531)	(759,146)

9. DIVIDEND

The board of directors had not proposed to declare a final dividend for the years ended 31 December 2024 and 2023.

During the years ended 31 December 2024 and 2023, no dividend was paid to the shareholders.

10. LOSS PER SHARE

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

	<u>2024</u>	<u>2023</u>
	<i>RMB'000</i>	<i>RMB'000</i>
Loss		
Loss for the purpose of basic and diluted loss per share		
Loss for the year attributable to equity owners of the Company	<u>(7,075,859)</u>	<u>(8,983,274)</u>
	<u>2024</u>	<u>2023</u>
Number of shares		
Weighted average number of ordinary shares for the purpose of basic and diluted loss per share	<u>10,434,560,282</u>	<u>10,410,131,144</u>

The computation of diluted loss per share for the year ended 31 December 2024 does not assume the conversion of the outstanding convertible bonds as the assumed exercise of the outstanding convertible bonds would result in a decrease in loss per share.

The computation of diluted loss per share for the year ended 31 December 2024 does not assume the exercise of the share options as the assumed exercise of the certain share options would result in a decrease in loss per share and exercise price of certain share options was higher than the average market price of 2024.

The weighted average number of ordinary shares shown above has been arrived at after deducting the shares held by the trustee of the share award scheme.

11. ACCOUNTS AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

Accounts receivables mainly arise from the sales of properties. Considerations in respect of properties sold are paid in accordance with the terms of the related sales and purchase agreements, normally with a range of 60 days to 180 days from the date of agreement.

	<u>2024</u>	<u>2023</u>
	<i>RMB'000</i>	<i>RMB'000</i>
Accounts receivables — contracts with customers	4,142,468	3,962,730
Less: Allowance for expected credit losses	(408,447)	(335,715)
	<u>3,734,021</u>	<u>3,627,015</u>
Other receivables (<i>note</i>)	23,320,321	27,649,402
Less: Allowance for expected credit losses	(571,206)	(515,838)
	<u>22,749,115</u>	<u>27,133,564</u>
Prepaid tax	1,575,561	1,199,196
Deposits and prepayments	3,153,978	3,748,667
	<u>4,729,539</u>	<u>4,947,863</u>
	31,212,675	35,708,442
Less: Amount shown under non-current assets	(36,027)	(55,020)
	<u>31,176,648</u>	<u>35,653,422</u>

Note: The amount mainly includes temporary deposits paid for potential property development projects and project-related deposits which would be refundable upon completion of the development projects. There is no fixed repayment term for deposits and the directors of the Company consider they are repayable on demand.

As at 1 January 2023, accounts receivables from contracts with customers amounted to RMB4,316,362,000.

The following is an aging analysis of accounts receivables, based on the invoice date and net of allowance, at the end of the reporting period:

	<u>2024</u>	<u>2023</u>
	<i>RMB'000</i>	<i>RMB'000</i>
Within 60 days	1,801,275	2,018,185
61–180 days	464,198	315,398
181–365 days	338,613	573,456
Over 1 year	1,129,935	719,976
	<u>3,734,021</u>	<u>3,627,015</u>

Before accepting any corporate customer, the Group uses an internal credit assessment system to assess the potential customers' credit quality.

As at 31 December 2024, included in the Group's accounts receivables balance are debtors with aggregate carrying amount of RMB203,988,000(2023: RMB167,631,000) which are past due at the end of the reporting period. Out of the past due balances, RMB191,737,000 (2023: RMB155,463,000) has been past due for 90 days or more which are not considered as in default as those balances are mainly those banks with good quality and pending for completing their mortgage procedures.

12. ACCOUNTS AND OTHER PAYABLES AND ACCRUED CHARGES

	<u>2024</u>	<u>2023</u>
	<i>RMB'000</i>	<i>RMB'000</i>
Accounts payables	26,729,137	29,116,347
Bills payables	37,132	16,906
Other payables and accrued charges (<i>note</i>)	17,187,393	16,132,091
Other tax payable	2,343,610	4,167,600
Interest payables	6,621,675	2,950,341
	52,918,947	52,383,285
Less: Amounts shown under non-current liabilities	<u>–</u>	<u>(9,322)</u>
Amounts shown under current liabilities	<u>52,918,947</u>	<u>52,373,963</u>

Accounts payables and accrued expenditure on construction comprise construction costs and other project-related expenses which are payable based on project progress measured by the Group.

The following is an ageing analysis of accounts payables and bills payables, based on the invoice date, at the end of the reporting period:

	<u>2024</u>	<u>2023</u>
	<i>RMB'000</i>	<i>RMB'000</i>
Within 60 days	10,927,385	14,089,110
61–180 days	1,020,088	2,791,726
181–365 days	2,194,751	3,587,402
Over 1 year	12,624,045	8,665,015
	<u>26,766,269</u>	<u>29,133,253</u>

Note: Other payables and accrued charges mainly represent temporary payments received for potential property development projects and various deposits received from contractors in relation to tendering and execution of construction contracts.

EXTRACT OF INDEPENDENT AUDITOR’S REPORT

The following is an extract of the independent auditor’s report on the Group’s consolidated financial statements for the year ended 31 December 2024.

Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at 31 December 2024, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with the IFRS Accounting Standards as issued by the International Accounting Standards Board (“IASB”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

Material Uncertainty Related to Going Concern

We draw attention to note 3.1 to the consolidated financial statements which states that, the Group incurred a net loss attributable to equity owners of the Company of approximately RMB7,075,859,000. As at 31 December 2024, the Group was unable to repay the principal and the interest of certain bank borrowings, offshore senior notes and the interest of convertible bonds and, as a result, certain bank borrowings, senior notes, convertible bonds (including debt and derivative components) and interest payables amounting to approximately RMB18,331,289,000, RMB29,104,995,000, RMB1,310,772,000 and RMB6,621,675,000 respectively became default or cross-default.

This condition indicates the existence of a material uncertainty which may cast significant doubt on the Group’s ability to continue as a going concern and, therefore that it may be unable to realise its assets and discharge its liabilities in the normal course of business. The directors of the Company have considered the measures being taken by the Group which are disclosed at note 3.1, are of the opinion that the Group would be able to continue as going concern basis. The consolidated financial statements do not include any adjustments that would result from a failure of achieving the measures. Our opinion is not modified in respect of this matter.

MANAGEMENT DISCUSSION AND ANALYSIS

GLOSSARY AND DEFINITIONS

“Contracted sales” includes contracted sales by the Group’s subsidiaries, joint ventures and associated companies. Contracted sales data is unaudited and is based on internal information of the Group. Contracted sales data may be subject to various uncertainties during the process of collating such sales information and is provided for investors’ reference only.

“Core net profit/loss” excludes write-down of properties held for sale and properties under development for sale, allowance for expected credit losses, fair value gains/losses, net exchange loss/gain, expenses relating to share option grants, loss on early redemption of senior notes, and share of write-down of properties held for sale and properties under development for sale, fair value gains/losses and net exchange loss/gain at joint ventures and associated companies, net of deferred taxes.

“Bank balances and cash” include pledged bank deposits.

“Total indebtedness” includes bank and other borrowings, onshore corporate bonds, offshore senior notes and offshore convertible bonds.

“Net debt-to-equity ratio” is calculated by the Group’s total indebtedness under IFRS less bank balances and cash (including pledged bank deposits) as a percentage of total equity at the end of each financial year.

“Weighted average cost of indebtedness” is the weighted average of interest costs of all indebtedness outstanding as at the end of each financial year.

PROPERTY DEVELOPMENT

Contracted sales

The Group achieved contracted sales of approximately RMB33.68 billion in 2024.

The Group’s contracted sales in gross floor area (the “GFA”) was approximately 2,781,810 sq.m. in 2024 and the contracted average selling price (“ASP”) was approximately RMB12,106/sq.m. in 2024.

Contracted sales from the Yangtze River Delta, the Pan Bohai Rim, the Central Western Region and the South China Region contributed to approximately 26.8%, 28.6%, 31.0% and 13.6% of the Group's total contracted sales in 2024 respectively. Contracted sales from first- and second-tier cities accounted for approximately 88.2% of the Group's total contracted sales in 2024 whereas those from third-tier cities accounted for the remaining 11.8%. Contracted sales derived from residential projects contributed to approximately 86.8% of the Group's total contracted sales in 2024 whereas those from office and commercial projects contributed to the remaining 13.2%.

Table 1: Details of contracted sales in 2024

By type of project

	Contracted sales	% of total contracted sales	Contracted GFA	Contracted ASP
	<i>(RMB'000)</i>	<i>%</i>	<i>(sq.m.)</i>	<i>(RMB/sq.m.)</i>
Residential	29,244,829	86.8	2,299,001	12,721
Office/Commercial	4,430,970	13.2	482,809	9,177
Total	33,675,799	100.0	2,781,810	12,106

By region

	Contracted sales	% of total contracted sales	Contracted GFA	Contracted ASP
	<i>(RMB'000)</i>	<i>%</i>	<i>(sq.m.)</i>	<i>(RMB/sq.m.)</i>
Yangtze River Delta	9,010,331	26.8	672,543	13,397
Pan Bohai Rim	9,625,432	28.6	764,562	12,589
Central Western Region	10,443,750	31.0	952,749	10,962
South China Region	4,596,286	13.6	391,956	11,727
Total	33,675,799	100.0	2,781,810	12,106

By first-, second- and third-tier cities

	Contracted sales	% of total contracted sales	Contracted GFA	Contracted ASP
	<i>(RMB'000)</i>	<i>%</i>	<i>(sq.m.)</i>	<i>(RMB/sq.m.)</i>
First-tier cities	3,789,377	11.3	191,491	19,789
Second-tier cities	25,902,449	76.9	2,085,146	12,422
Third-tier cities	3,983,973	11.8	505,173	7,886
Total	<u>33,675,799</u>	<u>100.0</u>	<u>2,781,810</u>	12,106

Notes:

1. First-tier cities refer to Beijing, Guangzhou, Hong Kong, Shanghai and Shenzhen.
2. Second-tier cities refer to Changchun, Changsha, Changzhou, Chengdu, Chongqing, Dalian, Dongguan, Foshan, Fuzhou, Guiyang, Hangzhou, Harbin, Hefei, Jinan, Kunming, Nanchang, Nanjing, Nanning, Nantong, Ningbo, Qingdao, Sanya, Shaoxing, Shenyang, Shijiazhuang, Suzhou, Taiyuan, Tianjin, Urumqi, Wenzhou, Wuhan, Wuxi, Xiamen, Xi'an, Xuzhou, Yinchuan and Zhengzhou.
3. Third-tier cities refer to Changde, Fuyang, Huai'an, Huizhou, Huzhou, Jiangmen, Jiaying, Jinhua, Jining, Lianyungang, Linyi, Liuzhou, Lu'an, Luoyang, Meishan, Putian, Quanzhou, Quzhou, Suqian, Taizhou, Weifang, Wuhu, Xiangtan, Xuancheng, Xuchang, Yantai, Zhangzhou, Zhenjiang, Zhongshan, Zhoushan, Zhuhai, Zhuzhou and Zibo.

Revenue recognised from sales of properties

Revenue recognised from sales of properties in 2024 was approximately RMB38,440.6 million down by 39.2% year-on-year, accounting for 80.4% of total recognised revenue. The Group delivered approximately 3,494,125 sq.m. of properties in GFA in 2024, down by 21.1% year-on-year. The Group's recognised ASP from sales of properties was approximately RMB11,001/sq.m. in 2024, representing a decrease of 23.0% from RMB14,283/sq.m. in 2023. The decrease in the Group's revenue recognised from sales of properties in 2024 was mainly attributable to the decrease in GFA delivered.

Table 2: Breakdown of recognised revenue from property sales in 2024

By type of project

Primary intended use of the project	Recognised revenue from sale of properties		% of recognised revenue from sale of properties		Total GFA delivered		Recognised ASP	
	RMB'000		%		sq.m.		RMB/sq.m.	
	2024	2023	2024	2023	2024	2023	2024	2023
Residential	36,320,939	59,663,701	94.5	94.4	3,374,717	4,082,133	10,763	14,616
Office/Commercial	2,119,628	3,569,785	5.5	5.6	119,408	345,087	17,751	10,345
Total	<u>38,440,567</u>	<u>63,233,486</u>	<u>100.0</u>	<u>100.0</u>	<u>3,494,125</u>	<u>4,427,220</u>	<u>11,001</u>	<u>14,283</u>

By region

Region	Recognised revenue from sale of properties		% of recognised revenue from sale of properties		Total GFA delivered		Recognised ASP	
	RMB'000		%		sq.m.		RMB/sq.m.	
	2024	2023	2024	2023	2024	2023	2024	2023
Yangtze River Delta	7,410,979	27,004,320	19.3	42.7	821,640	1,667,429	9,020	16,195
Pan Bohai Rim	6,215,382	5,670,960	16.2	9.0	423,536	404,510	14,675	14,019
Central Western Region	21,016,284	21,336,285	54.7	33.7	1,855,119	1,809,838	11,329	11,789
South China Region	3,797,922	9,221,921	9.8	14.6	393,830	545,443	9,644	16,907
Total	<u>38,440,567</u>	<u>63,233,486</u>	<u>100.0</u>	<u>100.0</u>	<u>3,494,125</u>	<u>4,427,220</u>	<u>11,001</u>	<u>14,283</u>

By first-, second- and third-tier cities

City	Recognised revenue from sale of properties		% of recognised revenue from sale of properties		Total GFA delivered		Recognised ASP	
	RMB'000		%		sq.m.		RMB/sq.m.	
	2024	2023	2024	2023	2024	2023	2024	2023
First-tier cities	1,899,347	217,446	4.9	0.3	106,733	15,350	17,795	14,166
Second-tier cities	33,873,891	55,255,771	88.2	87.4	2,983,047	3,485,926	11,355	15,851
Third-tier cities	2,667,329	7,760,269	6.9	12.3	404,345	925,944	6,597	8,381
Total	<u>38,440,567</u>	<u>63,233,486</u>	<u>100.0</u>	<u>100.0</u>	<u>3,494,125</u>	<u>4,427,220</u>	<u>11,001</u>	<u>14,283</u>

Completed properties held for sale

As at 31 December 2024, the Group had over 180 completed properties projects with a total and attributable unsold or undelivered GFA of approximately 9.0 million sq.m. and 4.8 million sq.m. respectively.

Properties under development/held for future development

As at 31 December 2024, the Group had 120 property projects under development or held for future development with a total and attributable GFA of approximately 20.0 million sq.m. and 12.2 million sq.m. respectively.

PROPERTY INVESTMENT

Income from investment properties

The Group's leases and other service income related to investment properties in 2024 was approximately RMB1,758.0 million, up by 10.4% year-on-year. The leases and other service income related to investment properties in 2024 was mainly contributed by Shanghai LCM, Shanghai The Roof, Shanghai CIFI Tower, Beijing Wukesong Arena and Shanghai Yangpu Powerlong CIFI Plaza.

Investment properties

As at 31 December 2024, the Group had 32 investment properties with a total and attributable GFA of approximately 2,207,597 sq.m and 1,640,653 sq.m. respectively, of which 28 investment properties with a total and attributable GFA of approximately 1,880,091 sq.m and 1,374,326 sq.m. respectively had commenced leasing.

PROPERTY MANAGEMENT

The Group's property management and other services income in 2024 was approximately RMB6,639.5 million, up by 9.4% year-on-year. The increase was primarily due to the increase in the number of properties under management.

OUTLOOK FOR 2025

In 2025, China's real estate market will accelerate its transition towards high-quality development. The latest statement of the Political Bureau of the Central Committee, which emphasized "sustained efforts to promote the property market to stop loss and stabilize (持續用力推動房地產市場止跌回穩)", indicates that the market is expected to gradually stabilize, entering a new phase of dynamic balance between supply and demand. With the urbanization rate surpassing 70%, the demand for housing will be dominated by core urban clusters: the five major city clusters (such as the Yangtze River Delta and the Guangdong-Hong Kong-Macao Greater Bay Area) are expected to contribute to over 65% of the new demand, with the proportion of improved housing exceeding 45%; third and fourth-tier cities will promote integrated development through industrial upgrading and revitalization of existing assets.

CIFI steadfastly fulfils its main responsibilities of "ensuring delivery and maintaining stable operations". In 2024, the Group (including its joint ventures and associates) completed the delivery of approximately 62,000 property units, ranking 16th in the "2024 Typical Real Estate Enterprises Delivery Ranking in China" (《2024中國典型房企交付套數排行榜》) of EH Consulting. From 2022 to 2024, approximately 270,000 units were delivered in total.

CIFI is entering a crucial year of strategic transformation, making breakthrough progress in resolving onshore and offshore debt risks with three-year consecutive decline in interest-bearing liabilities. Regarding the offshore debt restructuring, creditors holding approximately 88.54% of the outstanding principal amount of the in-scope debts having either executed or acceded to the restructuring support agreement, marking a significant step forward in the restructuring process. Regarding onshore debt management, the Group is actively participated in financing coordination mechanisms in different regions, with 55 projects being shortlisted on the "real estate projects whitelist" in 2024, improving cash flow through debt extensions, optimized interest rates and other policy supports. Meanwhile, CIFI continues to explore market-based solutions for its debts in the public market, actively managing debt structures, revitalizing existing assets and other combined strategies, and effectively optimizing the balance sheet structure to strengthen financial security margins for the medium- to long-term high-quality development of the Group.

CIFI is transitioning towards high-quality development, focusing on the demand towards improved housing stemming from population influx and industrial upgrading to address supply shortages and competitive pressures. In response to the upgraded market demand for green and healthy homes and smart communities, CIFI has launched product series like "The Top Tower" (鎊森) and other "Four Excellences" products to enhance market insights. Simultaneously, CIFI deepens green building practices and digital innovation to enhance operational efficiency. With an entrepreneurial spirit, CIFI is intensifying efforts in core cities, building differentiation advantages through product upgrades and operational efficiency enhancements, and achieving sustainable value returns.

FINANCIAL REVIEW

Revenue

The Group's recognised revenue was approximately RMB47,788.7 million in 2024, down 33.5% year-on-year. Out of the Group's total recognised revenue in 2024, (i) sales of property and other property related service income decreased by 38.6% from 2023 to approximately RMB39,391.3 million; (ii) leases increased by 10.6% from 2023; (iii) property management and other services income increased by 9.4% from the corresponding period of last year; and (iv) other service income related to investment properties increased by 0.8% from 2023.

Table 3: Breakdown of recognised revenue in 2024

	2024		2023		Year-on-year change %
	Recognised revenue RMB'000	% of total recognized revenue %	Recognised revenue RMB'000	% of total recognized revenue %	
Sales of properties and other property related service income	39,391,258	82.4	64,171,369	89.3	-38.6
Leases	1,732,563	3.6	1,566,483	2.2	10.6
Property management and other services income	6,639,465	13.9	6,069,456	8.4	9.4
Other service income related to investment properties	25,454	0.1	25,248	0.1	0.8
Total	<u>47,788,740</u>	<u>100.0</u>	<u>71,832,556</u>	<u>100.0</u>	-33.5

Cost of sales and service

The Group's reported cost of sales in 2024 was approximately RMB40,426.3 million, down by 33.3% from 2023.

Gross profit and gross profit margin

The Group's reported gross profit in 2024 was approximately RMB7,362.4 million, down by 34.5% compared to approximately RMB11,232.7 million in 2023.

Write-down of properties held for sale and properties under development for sale

In 2024, the Group recognised a loss of approximately RMB1,413.7 million on write-down of properties held for sale and properties under development for sale as compared to approximately RMB8,707.4 million recognised in 2023.

Net exchange loss

In 2024, the Group incurred net exchange loss of approximately RMB563.2 million due to the effects of RMB exchange rate depreciation during the year, compared to approximately RMB372.5 million in 2023.

Fair value loss of investment properties

In 2024, the Group recognised a fair value loss on investment properties of approximately RMB603.5 million as compared to approximately RMB133.7 million in 2023.

Selling and marketing expenses

The Group's selling and marketing expenses decreased by 25.0% to approximately RMB1,404.4 million in 2024 from approximately RMB1,873.7 million in 2023. During the year, the Group kept its selling expenses at an appropriate level.

Administrative and other expenses

The Group's administrative expenses decreased by 1.2% to approximately RMB2,076.7 million in 2024 from approximately RMB2,102.0 million in 2023. During the year, the Group's administrative expenses were kept at a reasonable level due to implementation of stringent cost control and improvement in per capita efficiency.

Share of results of joint ventures and associates

The Group's share of results of joint ventures and associates amounted to profit of approximately RMB726.6 million in 2024, versus profit of approximately RMB411.9 million in 2023.

Finance costs

The Group's finance costs expensed in 2024 was approximately RMB4,351.3 million, versus approximately RMB3,027.1 million in 2023. The change in finance costs expensed was primarily attributable to the change in the total finance costs incurred, net of the portion being capitalised in properties under development during the year.

Income tax expenses

The Group's income tax expenses decreased by 17.0% to approximately RMB2,678.4 million in 2024 from approximately RMB3,226.6 million in 2023. The Group's income tax expense included payments and provisions made for enterprise income tax and land appreciation tax ("LAT") less deferred tax during the year.

Loss for the year

As a result of the factors described above, the Group's loss before tax was approximately RMB3,647.2 million in 2024 versus loss before tax of approximately RMB5,452.3 million in 2023. The Group's loss for the year was approximately RMB6,325.6 million in 2024 versus loss for the year of approximately RMB8,678.9 million in 2023. The Group's net loss attributable to equity owners was approximately RMB7,075.9 million in 2024 versus net loss attributable to equity owners of approximately RMB8,983.3 million in 2023.

The Group's core net loss attributable to equity owners was approximately RMB5,825.0 million in 2024 versus core net loss attributable to equity owners of approximately RMB3,932.8 million in 2023.

Interests in and amount due from joint ventures and associates

The Group recorded interests in joint ventures and associates of approximately RMB28,368.3 million as at 31 December 2024, versus approximately RMB31,789.5 million as at 31 December 2023. The Group recorded amount due from joint ventures and associates of approximately RMB21,571.1 million as at 31 December 2024, versus approximately RMB22,765.8 million as at 31 December 2023.

The interests in joint ventures and associates, and the amount due from joint ventures and associates are related to the holding of interest of the Group in relevant joint venture entities formed with joint venture partners and engaged in single purpose property projects developed for sale which is of revenue nature in the ordinary and usual course of business of the Group. The amount due from joint ventures and associates represented the shareholder's loans contributed by the Group in the capacity of the partners of the relevant joint venture incidental to the development of the aforesaid single purpose property project, including payment of the land premium and construction cost of the project.

Properties under development for sale

The Group recorded properties under development for sale of approximately RMB60,450.0 million as at 31 December 2024, versus approximately RMB96,603.3 million as at 31 December 2023. Such decrease was due to no new land acquisition in 2024.

Deferred tax assets

The Group recorded deferred tax assets of approximately RMB1,537.1 million as at 31 December 2024, versus approximately RMB2,231.2 million as at 31 December 2023.

LAND BANK

The Group had no new land acquisitions in 2024. As at 31 December 2024, the total GFA of the Group's land bank was approximately 29.0 million sq.m., and the attributable GFA of the Group's land bank was approximately 17.0 million sq.m.

LIQUIDITY, FINANCIAL AND CAPITAL RESOURCES

Cash position

As at 31 December 2024, the Group had cash and bank balances of approximately RMB11,036.8 million (31 December 2023: approximately RMB13,753.9 million), which included pledged bank deposits of approximately RMB1,089.5 million (31 December 2023: approximately RMB1,004.1 million) and funds under supervision by banks for special use with an amount of approximately RMB4,508.2 million (31 December 2023: approximately RMB9,984.4 million).

Indebtedness

As at 31 December 2024, the Group had outstanding total indebtedness of approximately RMB86,653.8 million (31 December 2023: approximately RMB92,281.1 million), comprising bank and other borrowings of approximately RMB43,527.2 million (31 December 2023: approximately RMB48,953.2 million), onshore corporate bonds and medium-term notes with carrying amounts of approximately RMB12,710.9 million (31 December 2023: approximately RMB12,938.5 million), offshore convertible bond with a carrying amount of approximately RMB1,310.8 million (31 December 2023: approximately RMB1,571.3 million) and offshore senior notes with carrying amounts of approximately RMB29,105.0 million (31 December 2023: approximately RMB28,818.2 million).

Approximately 46% of the Group's total indebtedness were denominated in RMB, while 54% were denominated in foreign currencies.

Approximately RMB7,454.4 million of the Group's bank borrowings were with fixed interest rates ranging from 2.0% per annum to 9.0% per annum, depending on the terms of the loans, and the other loans were quoted at floating rates.

Cost of borrowings

The Group's total finance costs expensed and capitalised in 2024 was approximately RMB5,566.9 million, representing a decrease of 2.1% from approximately RMB5,688.4 million in 2023.

The Group's weighted average cost of all indebtedness (including bank and other loans, onshore corporate bonds and medium-term note, offshore senior notes and offshore convertible bonds) as at 31 December 2024 was 4.7%, compared to 4.8% as at 31 December 2023.

Foreign currency risk

The Group has transactional currency exposures arising from transactions by the group entities in currencies other than their respective functional currencies. In addition, the Group has foreign currency exposures from its bank balances and cash, senior notes and convertible bonds.

As at 31 December 2024, the Group had (i) bank balances and cash denominated in foreign currency of approximately RMB177.5 million, (ii) bank and other borrowings denominated in foreign currency of approximately RMB17,631.8 million, (iii) senior notes denominated in United States dollars of approximately RMB27,905.0 million and (iv) convertible bonds denominated in Hong Kong dollars of approximately RMB1,310.8 million which were subject to fluctuations in exchange rates. The Group has not entered into any foreign currency hedging arrangement. However, the Group will closely monitor its exposure to exchange rates in order to best preserve the Group's cash value.

Interest rate risk

The Group's exposure to risk for changes in market interest rates relates primarily to the Group's interest-bearing bank and other borrowings. The Group has not used derivative financial instruments to hedge any interest rate risk. The Group manages its interest cost using variable rate bank borrowings and other borrowings.

Financial guarantees

The Group has provided mortgage guarantees to PRC banks in respect of the mortgage loans provided by the PRC banks to the Group's customers. The Group's mortgage guarantees are issued from the dates of grant of the relevant mortgage loans and released upon the earlier of (i) the relevant property ownership certificates being obtained and the certificates of other interests with respect to the relevant properties being delivered to the mortgagee banks, or (ii) the settlement of mortgage loans between the mortgagee banks and the Group's customers. As at 31 December 2024, the Group provided mortgage guarantees in respect of mortgage loans provided by the PRC banks to the Group's customers amounting to approximately RMB14,532.1 million (31 December 2023: approximately RMB19,824.1 million).

During the year, certain of the Group's joint ventures and associates have utilized offshore and/or onshore bank loans. The Company provided guarantees on several basis covering its respective equity shares of outstanding obligations under certain offshore and/or onshore bank loans incurred by its joint ventures and associated companies. As at 31 December 2024, the Group's aggregate share of such guarantees provided in respect of loans incurred by these joint ventures and associate companies amounted to approximately RMB9,387.6 million (31 December 2023: approximately RMB9,843.2 million).

Gearing ratio

The Group's net debt-to-equity ratio (total indebtedness net of bank balances and cash divided by total equity) was approximately 145.6% as at 31 December 2024, versus approximately 121.6% as at 31 December 2023. The Group's debt-to-asset ratio (total indebtedness divided by total assets) was approximately 33.8% as at 31 December 2024 versus approximately 30.6% as at 31 December 2023. The Group's current ratio (current assets divided by current liabilities) was approximately 1.0 times as at 31 December 2024, versus approximately 1.0 times as at 31 December 2023.

FINAL DIVIDEND

The Board has resolved not to recommend to distribute a final dividend for the year ended 31 December 2024 (2023: Nil).

CLOSURE OF THE REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the annual general meeting to be held on Friday, 6 June 2025 (the “2025 AGM”), the register of members of the Company will be closed from Tuesday, 3 June 2025 to Friday, 6 June 2025, both days inclusive, during which period no transfer of shares of the Company will be effected. In order to determine the identity of members who are entitled to attend and vote at the 2025 AGM, all share transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 2 June 2025.

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

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company’s listed securities (whether on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or not) during the year ended 31 December 2024.

CORPORATE GOVERNANCE

The Board is of opinion that the Company had adopted, applied and complied with the code provisions as set out in the Corporate Governance Code contained in Appendix C1 to the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) during the year ended 31 December 2024.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) contained in Appendix C3 to the Listing Rules as its own code of conduct of dealings in securities of the Company by the directors of the Company (the “Directors”). Upon specific enquiries of all the Directors, each of them has confirmed that they complied with the required standards set out in the Model Code during the year ended 31 December 2024.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the year ended 31 December 2024, none of the Directors nor their respective associates (as defined in the Listing Rules) had any interest in a business that competed or might compete with the business of the Group. In particular, Mr. LIN Zhong, Mr. LIN Wei and Mr. LIN Feng, as the controlling shareholders of the Company, declared that they did not engage in business competed or might compete with the business of the Group during the year and they have complied with the undertakings given under the Deed of Non-competition as disclosed in the prospectus of the Company dated 13 November 2012. The independent non-executive Directors did not notice any incident of non-compliance of such undertakings.

REVIEW OF ANNUAL RESULTS

The audit committee of the Company (the “Audit Committee”) consists of three independent non-executive Directors, Mr. TAN Wee Seng (being the chairman of the Audit Committee), Mr. ZHANG Yongyue and Ms. LIN Caiyi. The Audit Committee is satisfied with its review of the remuneration and the independence of the auditor, Prism Hong Kong Limited (“Prism”, formerly known as Prism Hong Kong and Shanghai Limited), and has recommended the Board to re-appoint Prism as the Company’s auditor for 2025, which is subject to the approval of the shareholders of the Company at the 2025 AGM. The Company’s annual results for the year ended 31 December 2024 have been reviewed by the Audit Committee, which opines that applicable accounting standards and requirements have been complied with and that adequate disclosures have been made.

BOARD COMPOSITION

As at the date of this announcement, the Board consisted of eight Directors comprising Mr. LIN Zhong (Chairman), Mr. LIN Wei (Vice-chairman), Mr. RU Hailin (Chief Executive Officer), Mr. YANG Xin (Chief Financial Officer) and Mr. GE Ming as the executive Directors; and Mr. ZHANG Yongyue, Mr. TAN Wee Seng and Ms. LIN Caiyi as the independent non-executive Directors. The overall management and supervision of the Group’s operation and the function of formulating overall business strategies were vested in the Board.

By order of the Board
CIFI Holdings (Group) Co. Ltd.
LIN Zhong
Chairman

Hong Kong, 31 March 2025

Notes:

The expression “we”, “us”, “CIFI” and “Company” may be used to refer to the Company or the Group as the context may require.

References to our “land bank”, “development projects”, “property projects” or “projects” refer to our property projects with land for which we have obtained land-use rights and property projects for which we have not obtained land-use rights but have entered into the land grant contracts or received successful tender auction confirmations as at the relevant dates.

The site area information for an entire project is based on the relevant land use rights certificates, land grant contracts or tender documents, depending on which documents are available. If more than one document is available, such information is based on the most recent document available.

The figures for GFA are based on figures provided in or estimates based on the relevant governmental documents, such as the property ownership certificate, the construction work planning permit, the pre-sale permit, the construction land planning permit or the land use rights certificate.