YIDA CHINA HOLDINGS LIMITED
億達中國控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 3639)

ANNOUNCEMENT OF ANNUAL RESULTS FOR THE YEAR ENDED 31 DECEMBER 2024

FINANCIAL HIGHLIGHTS

1. Recognised revenue of 2024 amounted to RMB2,787.23 million, representing a decrease of 28.5% as compared to 2023.

2. Gross profit of 2024 amounted to RMB404.91 million, representing a decrease of 24.2% as compared to 2023, and the gross profit margin increased to 14.5% in 2024 during the Year from 13.7% in the corresponding period of 2023.

3. The net loss of the Group increased to RMB2,324.99 million during the Year from RMB1,713.82 million in the corresponding period of 2023.

4. Total basic loss per share attributable to ordinary equity holders was RMB90.37 cents.

5. The Board does not declare any final dividend payment for the year ended 31 December 2024.

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

For the year ended 31 December 2024

	Notes	2024 RMB'000	2023 RMB'000
Revenue	4	**2,787,231**	3,897,147
Cost of sales	6	**(2,382,322)**	(3,362,707)
Gross profit		**404,909**	534,440
Other income		**8,847**	14,285
Fair value losses on investment properties		**(1,024,277)**	(367,342)
Provision for impairment losses on financial and contract assets		**(13,627)**	(547,697)
Other losses – net	5	**(683,895)**	(178,883)
Selling and marketing expenses	6	**(76,717)**	(54,277)
Administrative expenses	6	**(122,683)**	(42,137)
Finance costs	7	**(804,560)**	(688,364)
Share of profits and losses of joint ventures and associates		**(1,633)**	(30,995)
Loss before income tax		**(2,313,636)**	(1,360,970)
Income tax expenses	8	**(11,351)**	(352,849)
Loss for the year		**(2,324,987)**	(1,713,819)
Attributable to:			
Owners of the Company		**(2,335,106)**	(1,695,128)
Non-controlling interests		**10,119**	(18,691)
		(2,324,987)	(1,713,819)
Loss per share attributable to ordinary equity holders of the Company			
Basic and diluted (RMB per share)	10	**(90.37) cents**	(65.60) cents

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 December 2024

	2024	2023
	RMB'000	*RMB'000*
Loss for the year	**(2,324,987)**	(1,713,819)
Other comprehensive income	**–**	–
Total comprehensive loss for the year	**(2,324,987)**	(1,713,819)
Attributable to:		
Owners of the Company	**(2,335,106)**	(1,695,128)
Non-controlling interests	**10,119**	(18,691)
	(2,324,987)	(1,713,819)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2024

	Notes	2024 RMB'000	2023 RMB'000
Non-current assets			
Property, plant and equipment		**39,214**	52,667
Investment properties	*11*	**16,340,772**	17,628,849
Investments in joint ventures		**577,982**	647,056
Investments in associates		**1,000**	1,000
Prepayments for acquisition of land		**2,985,975**	2,985,975
Prepayments and other receivables		**366,837**	515,007
Intangible assets		**10,335**	13,567
Deferred tax assets		**327,228**	559,604
Total non-current assets		**20,649,343**	22,403,725
Current assets			
Inventories		**18,291**	60,336
Land held for development for sale		**789,963**	784,538
Properties under development		**2,807,616**	5,861,351
Completed properties held for sale		**7,498,371**	5,364,357
Contract assets		**172,227**	143,202
Trade receivables	*12*	**322,386**	325,644
Prepayments, deposits and other receivables		**948,173**	1,074,982
Prepaid corporate income tax		**77,547**	109,851
Prepaid land appreciation tax		**222,267**	238,015
Restricted cash	*13*	**217,548**	236,689
Cash and cash equivalents	*13*	**156,254**	175,047
Total current assets		**13,230,643**	14,374,012
Total assets		**33,879,986**	36,777,737

	Notes	**2024** *RMB'000*	2023 *RMB'000*
Non-current liabilities			
Interest-bearing bank and other borrowings	*15*	**52,538**	–
Deferred tax liabilities		**2,251,733**	2,606,181
Lease liabilities		**3,817**	9,361
Total non-current liabilities		**2,308,088**	2,615,542
Current liabilities			
Contract liabilities		**1,253,652**	2,377,969
Trade payables	*14*	**3,344,918**	3,388,927
Other payables and accruals		**5,046,744**	3,602,962
Interest-bearing bank and other borrowings	*15*	**11,618,346**	11,957,048
Corporate income tax payable		**1,042,598**	1,141,600
Provision for land appreciation tax		**1,859,838**	1,999,382
Lease liabilities		**4,827**	2,449
Total current liabilities		**24,170,923**	24,470,337
Total liabilities		**26,479,011**	27,085,879
Equity			
Equity attributable to owners of the Company			
Issued capital		**159,418**	159,418
Reserves		**7,106,083**	9,441,189
		7,265,501	9,600,607
Non-controlling interests		**135,474**	91,251
Total equity		**7,400,975**	9,691,858
Net current liabilities		**(10,940,280)**	(10,096,325)
Total assets less current liabilities		**9,709,063**	12,307,400

1 Corporate and group information

Yida China Holdings Limited (the "**Company**") was incorporated in the Cayman Islands on 26 November 2007 as an exempted company with limited liability under the Companies Law, Cap 22 of the Cayman Islands. The registered office address of the Company is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands.

The Company is listing on the Main Board of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**").

The Company is an investment holding company. During the year ended 31 December 2024, the Company and its subsidiaries (collectively referred to as the "**Group**") were principally involved in property development, property investment, business park operation and management, property construction, decoration and landscaping in Dalian, Wuhan, Shenyang, Shanghai, Chongqing, Zhengzhou, Hefei, Changsha and Chengdu, the People's Republic of China (the "**PRC**").

In the opinion of the directors of the Company (the "**Directors**"), the holding company of the Company is Jiayou (International) Investment Limited ("**Jiayou**"), which was incorporated in the British Virgin Islands (the "**BVI**"), and the ultimate holding company of the Company is China Minsheng Investment Corp., Ltd. ("**China Minsheng**").

The consolidated financial information is presented in thousands of Renminbi ("**RMB'000**"), unless otherwise stated.

2 Summary of Material Accounting Policies

2.1 Basis of preparation

(a) Compliance with HKFRSs and HKCO

The consolidated financial statements of the Company for the year ended 31 December 2024 which have been prepared in accordance with Hong Kong Financial Reporting Standards ("**HKFRSs**") issued by the Hong Kong Institute of Certified Public Accountants ("**HKICPA**") and the disclosure requirements of the Hong Kong Companies Ordinance Cap. 622 ("**HKCO**").

HKFRSs comprise the following authoritative literature:

- Hong Kong Financial Reporting Standards
- Hong Kong Accounting Standards
- Interpretations developed by the HKICPA

The preparation of consolidated financial statements in conformity with HKFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies.

(b) Historical cost convention

The consolidated financial statements have been prepared on a historical cost basis, except for investment properties and certain financial instruments which have been measured at fair value.

(c) Going concern basis

As at 31 December 2024, the Group's current liabilities exceeded its current assets by RMB10,940,280,000. At the same date, its current borrowings amounted to RMB11,618,346,000 while its cash and cash equivalents amounted to RMB156,254,000 only.

Since 2020, the Group failed to pay principals, interests and consent fees of certain borrowings according to their scheduled payment dates (the "**Borrowings Overdue**"). Although the Group managed to settle some of the Borrowings Overdue during the year after the due dates, an aggregate principal amount of RMB5,034,868,000 still remained unsettled as at 31 December 2024.

On 4 March 2021, the Group and certain parties ("**Aetos Parties**") entered into a settlement agreement which stipulates that the Group should settle the payables to Aetos Parties by instalments before 30 September 2021. However, the Group failed to fulfill the settlement agreement, and therefore Aetos Parties formally demanded the Group several times to settle the unpaid balance, among other actions, to Aetos Parties' satisfaction, or otherwise a winding-up petition may be presented to the court (the "**Aetos Parties Matter**"). As at 31 December 2024, the payable balance with interest accrued thereon to Aetos Parties amounted to RMB1,444,162,000.

The Borrowings Overdue and the Aetos Parties Matter constituted events of default and resulted in certain bank and other borrowings of the Group (other than the Borrowings Overdue) amounted to RMB6,583,478,000 in total as at 31 December 2024 becoming immediately repayable if requested by the lenders, of which RMB2,465,443,000 represented borrowings with scheduled repayment dates within one year, while RMB4,118,035,000 represented non-current borrowings with original contractual repayment dates beyond 31 December 2025 that were reclassified as current liabilities.

The above conditions indicate that material multiple uncertainties exist that may cast significant doubt on the Group's ability to continue as a going concern.

In view of such circumstances, the Directors have given careful consideration to the future liquidity and performance of the Group and its available sources of financing in assessing whether the Group will have sufficient financial sources to continue as a going concern. The following plans and measures are formulated to mitigate the liquidity pressure, to improve the financial position of the Group, and to remediate the overdue repayments to the lenders:

i) Up to the date of the approval of these consolidated financial statements, the Aetos Parties have not presented a winding-up petition to the court. The Group will negotiate with Aetos Parties to reach an agreement of the final Settlement Agreement in due course to prompt Aetos Parties not to exercise their rights to present a winding-up petition to the court.

ii) In respect of Borrowings Overdue, the Group has been actively negotiating with all the lenders for renewal and extension for repayments of the overdue borrowings. While certain lenders preliminarily intended to renew or extend the certain overdue borrowings, no formal agreement has been reached yet. The Company will continue to endeavor to implement relevant renewal or extension, prompt such lenders not to exercise their rights to require the Group's immediate repayment of the borrowings, and reach final agreements with such lenders in due course.

iii) The Group has maintained active communication with other relevant lenders in respect of the Borrowings Overdue, the Aetos Parties Matter and other matters which triggered default or cross-default terms of their respective borrowing agreements. The Company will continue to endeavor to implement the relevant renewal or extension, so that the relevant lenders not to exercise their rights to demand the Group's immediate repayment of the borrowings prior to their scheduled contractual repayment dates.

iv) The Group has also been conducting negotiations with relevant banks and financial institutions on renewal and extension for existing borrowings with scheduled repayment dates within one year. Given the Group's long-term relationship with the banks and financial institutions and the availability of the Group's properties as collateral for the borrowings, the Group will endeavor to renew or extend existing borrowings with scheduled repayment dates within one year as and when needed. The Group will also actively negotiate with the banks and financial institutions to secure new financing sources.

v) The Group will continue to implement measures to accelerate the pre-sales and sales of its properties under development and completed properties, and to speed up the collection of sales proceeds.

vi) The Group will strive to maintain a continuing and normal business relationship with major constructors and suppliers to agree the payment arrangements with them and to complete the construction progress as scheduled. The Group will also continue to take active measures to control administrative costs and capital expenditures.

vii) The Group will seek opportunities to dispose of certain assets and investment at reasonable prices to generate cash inflows and mitigate its liquidity pressure.

The Directors have reviewed the Group's cash flow projections prepared by management, which cover a period of not less than twelve months from 31 December 2024. They are of the opinion that, taking into account the above-mentioned plans and measures, the Group will have sufficient working capital to finance its operations and to meet its financial obligations as and when they fall due within twelve months from 31 December 2024. Accordingly, the Directors are 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 the Group is 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 following:

i) the successful and timely negotiation with Aetos Parties to reach a final settlement agreement so that they will not present a winding-up petition to the court, and the successful compliance with the terms and obligations under the final settlement agreement by the Group;

ii) the successful negotiations with the Group's existing lenders in respect of the borrowings that were either overdue or otherwise in default, so that the relevant lenders will not exercise their contractual rights to demand immediate repayment of the relevant overdue or defaulted borrowings;

iii) the successful obtaining of additional new sources of financing as and when needed;

iv) the successful and timely implementation of the plans to accelerate the pre-sales and sales of properties under development and completed properties, speed up the collection of sales proceeds, maintenance of a continuing and normal business relationship with major constructors and suppliers to agree the payment arrangements with them and to complete the construction progress as scheduled, and control costs and contain capital expenditure so as to generate adequate net cash inflows; and

v) the successful disposal of relevant assets and investments at reasonable prices, and timely collection of the proceeds.

Should the Group be unable to achieve the above-mentioned plans and measures and operate as a going concern, adjustments would have to be made to write down the carrying values of the Group's assets to their recoverable amounts, to provide for any further liabilities which might arise, and to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively. The effects of these adjustments have not been reflected in these consolidated financial statements.

(d) Amended standards adopted by the Group

The Group has applied the following amended standards for the first time for its annual reporting period commencing 1 January 2024:

- Amendments to HKFRS 16, *Lease – Lease liability in a sale and leaseback*
- Amendments to HKAS 1, *Presentation of financial statements – Classification of liabilities as current or non-current (the "**2020 Amendments**")*
- Amendments to HKAS 1, *Presentation of financial statements – Non-current liabilities with covenants (the "**2022 Amendments**")*
- Amendments to HKAS 7, *Statement of cash flows and HKFRS 7, Financial instruments: Disclosures – Supplier finance arrangements*

Except as described below, the amended standards listed above did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

Impacts on application of Amendments to HKAS 1 and HKFRS Practice Statement 2 Disclosure of Accounting Policies

Amendments to HKAS 1, *Presentation of financial statements – Classification of liabilities as current or non-current (the "**2020 Amendments**")*

The amendments clarify the requirements for classifying liabilities as current or non-current, in particular the determination over whether an entity has a right to defer settlement of the liabilities for at least 12 months after the reporting period. Classification of a liability is unaffected by the likelihood that the early will exercise its right to defer settlement of the liability. The amendments also clarify the situations that are considered a settlement. The amendments do not have a material impact on these consolidated financial statements.

Amendments to HKAS 1, *Presentation of financial statements – Non-current liabilities with covenants (the "**2022 Amendments**")*

In 2022, the HKICPA issued the 2022 Amendments to further clarify that, among covenants of a liability arising from a loan arrangement, only those with which an entity must comply on or before the reporting date affect the classification of that liability as current or non-current. In addition, the 2022 Amendments require additional disclosures by an entity that classifies liabilities arising from loan arrangements as non-current when it has a right to defer settlement of those liabilities that are subject to the entity complying with future covenants within 12 months after the reporting period. The amendments shall be applied retrospectively. The amendments do not have a material impact on these consolidated financial statements.

(e) New and amended standards not yet adopted

Below new and amended standards have been published that are not mandatory for the year ended 31 December 2024 and have not been early adopted by the Group. These standards and amendments are not expected to have a material impact on the entity in the current or future reporting periods and on foreseeable future transactions.

- HKFRS 18, *Presentation and disclosure in financial statements*
- HKFRS 19, *Subsidiaries without public accountability: Disclosures*
- Amendments to HKFRS 9 and HKFRS 7, *Amendments to the classification and measurement of financial instruments*
- Annual improvements to HKFRS Accounting Standards – Volume 11, *Amendments to HKFRS 1, HKFRS 7, HKFRS 9, HKFRS 10 and HKAS 7*
- Amendments to HKAS 21, *Lack of exchangeability*
- Amendments to HKFRS 10 and HKAS 28, *Sale or contribution of assets between an investor and its associate or joint venture*

3 Operating Segment Information

For management purposes, the Group is organised into business units based on their products and services and has five reportable operating segments as follows:

(a) the property development segment engages in the development and sale of properties;

(b) the property investment segment invests in properties for their rental income potential and/or for capital appreciation;

(c) the business park operation and management segment engages in the provision of operation and management services to the business park projects owned by the local governments or other independent third parties;

(d) the construction, decoration and landscaping segment engages in property construction, the provision of interior decoration to property buyers and landscaping services to property projects; and

(e) the others segment comprises corporate income and expense items.

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/loss, which is a measure of adjusted profit/loss before income tax. The adjusted profit/loss before income tax is measured consistently with the Group's loss before income tax except that interest income, dividend income and certain corporate gains and expenses and finance costs are excluded from such measurement.

Segment assets exclude deferred tax assets, prepaid corporate income tax, prepaid land appreciation tax, prepaid other taxes, restricted cash and cash and cash equivalents as these assets are managed on a group basis.

Segment liabilities exclude interest-bearing bank and other borrowings and related interests payable, dividends payable, tax payable, provision for land appreciation tax, other taxes payable and deferred tax liabilities as these liabilities are managed on a group basis.

Intersegment sales and transfers are transacted with reference to the selling prices used for sales made to third parties at the then prevailing market prices.

Revenue from each major customer which accounted for 10% or more of the Group's revenue for the years ended 31 December 2024 and 2023 is set out below:

	2024	2023
	RMB'000	*RMB'000*
Customer A[1]	**N/A***	694,302

[1] Revenue from property development segment

* The corresponding revenue did not contribute over 10% of the total revenue of the Group.

Year ended 31 December 2024

	Property development *RMB'000*	Property investment *RMB'000*	Business park operation and management *RMB'000*	Construction, decoration and landscaping *RMB'000*	Others *RMB'000*	Total *RMB'000*
Segment revenue:	1,886,827	706,290	226,503	627,778	–	3,447,398
Intersegment revenue	(40,794)	(234,281)	(18,100)	(366,992)	–	(660,167)
Sales to external customers	1,846,033	472,009	208,403	260,786	–	2,787,231
Segment results	(778,845)	(811,388)	159	69,000	25,520	(1,495,554)
Reconciliation:						
Interest income						804
Unallocated gains						(14,326)
Finance costs						(804,560)
Loss before income tax						(2,313,636)
Income tax expenses						(11,351)
Loss for the year						(2,324,987)
Segment assets	58,573,649	21,242,283	493,828	8,656,144	13,405,049	102,370,953
Reconciliation:						
Elimination of intersegment receivables						(69,559,691)
Corporate and other unallocated assets						1,068,724
Total assets						33,879,986
Segment liabilities	41,403,463	8,863,111	601,083	8,417,789	18,213,405	77,498,851
Reconciliation:						
Elimination of intersegment payables						(69,559,691)
Corporate and other unallocated liabilities						18,539,851
Total liabilities						26,479,011
Other segment information:						
Depreciation and amortisation	(7,211)	(2,435)	(1,057)	(4,817)	(874)	(16,394)
Capital expenditure*	846	5,303	7	2	–	6,158
Fair value losses on investment properties	–	(1,024,277)	–	–	–	(1,024,277)
Reversal of/(provision for) impairment losses on financial and contract assets	2,166	(79,717)	1,303	62,606	15	(13,627)
Write-down of inventories	(227,901)	–	–	–	–	(227,901)
Share of loss/(profits) of joint ventures and associates	(3,086)	–	1,453	–	–	(1,633)
Investments in joint ventures	570,235	–	7,747	–	–	577,982
Investments in associates	–	1,000	–	–	–	1,000

* Capital expenditure consists of additions to property, plant and equipment, additions to investment properties and additions to intangible assets.

Year ended 31 December 2023

	Property development *RMB'000*	Property investment *RMB'000*	Business park operation and management *RMB'000*	Construction, decoration and landscaping *RMB'000*	Others *RMB'000*	Total *RMB'000*
Segment revenue:	2,606,522	522,634	259,048	992,893	–	4,381,097
Intersegment revenue	(16,277)	(20,250)	(28,721)	(418,702)	–	(483,950)
Sales to external customers	2,590,245	502,384	230,327	574,191	–	3,897,147
Segment results	(495,342)	(298,092)	(31,565)	(6,667)	(11,968)	(843,634)
Reconciliation:						
Interest income						1,332
Unallocated gains						169,696
Finance costs – net						(688,364)
Loss before income tax						(1,360,970)
Income tax expenses						(352,849)
Loss for the year						(1,713,819)
Segment assets	60,467,134	22,713,597	373,449	9,353,126	12,102,900	105,010,206
Reconciliation:						
Elimination of intersegment receivables						(69,612,942)
Corporate and other unallocated assets						1,380,473
Total assets						36,777,737
Segment liabilities	43,236,878	7,935,878	502,781	8,353,951	17,802,344	77,831,832
Reconciliation:						
Elimination of intersegment payables						(69,612,942)
Corporate and other unallocated liabilities						18,866,989
Total liabilities						27,085,879
Other segment information:						
Depreciation and amortisation	(9,904)	(5,414)	(3,012)	(5,194)	(716)	(24,240)
Capital expenditure*	9	4,109	1,229	129	780	6,256
Fair value losses on investment properties	–	(367,342)	–	–	–	(367,342)
Provision for impairment losses on financial and contract assets	(222,913)	(250,096)	(45,529)	(27,287)	(1,872)	(547,697)
Provision for impairment losses on prepayments for acquisition of land	(268,864)	–	–	–	–	(268,864)
Write-down of inventories	(238,162)	–	–	–	–	(238,162)
Share of net loss of joint ventures and associates	(28,057)	–	(2,642)	–	(296)	(30,995)
Provision for impairment losses on investments in associates	–	–	–	–	(3,785)	(3,785)
Investments in joint ventures	635,338	–	10,081	–	1,637	647,056
Investments in associates	–	1,000	–	–	–	1,000

* Capital expenditure consists of additions to property, plant and equipment, additions to investment properties and additions to intangible assets.

Geographical information

Geographical information is not presented since all of the Group's revenue from external customers is generated in Mainland China and the majority of the segment assets of the Group are located in Mainland China. Accordingly, in the opinion of the Directors, the presentation of geographical information would provide no additional useful information to the users of these consolidated financial statements.

4 Revenue

Revenue represents the gross proceeds from the sale of properties, gross rental income received and receivable from investment properties, an appropriate proportion of contract revenue from construction, decoration and landscaping, and business park operation and management service income received and receivable from the provision of operation and management services to the business park projects, all net of value-added tax and surcharges, during the year.

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

	2024	2023
	RMB'000	*RMB'000*
Revenue from contracts with customers recognised at a point in time		
Sale of properties	**1,846,033**	2,590,245
Revenue from contracts with customers recognised over time		
Business park operation and management service income	**208,403**	230,327
Construction, decoration and landscaping income	**260,786**	574,191
	469,189	804,518
Revenue from contracts with customers	**2,315,222**	3,394,763
Revenue from other sources		
Rental income	**472,009**	502,384
	2,787,231	3,897,147

5 Other Losses – net

	2024	2023
	RMB'000	*RMB'000*
Gains arising from Debt Arrangement (a)	**45,479**	170,596
Provision for impairment losses on prepayments for acquisition of land (b)	**–**	(268,864)
Net foreign exchange losses	**(46,638)**	(48,603)
Penalties arising from late payment	**(285,540)**	–
Litigation damages	**(357,806)**	–
Net gains/(losses) on disposal of property, plant and equipment	**439**	(26,666)
Provision for impairment losses on investment in an associate	**–**	(3,785)
Other items	**(39,829)**	(1,561)
	(683,895)	(178,883)

(a) On 14 November 2024, the Group entered into an settlement deed with Main Zone Limited and Innovate Zone Group Limited (collectively referred to as the "**Creditors**") and China Best International (HK) Limited ("**China Best**"), pursuant to which China Best shall pay USD2,000,000 to the Creditors on behalf of the Group, to settle the amounts owed by the Group to the Creditors totalled RMB59,931,000 (the "**2024 Debt Arrangement**"). Upon the completion of the 2024 Debt Arrangement, the Group should pay USD2,000,000 to China Best, bearing interest at a rate of 6% per annum and recognised a gain of RMB45,479,000 arising from the 2024 Debt Arrangement.

On 15 June 2023, the Group entered into the supplemental agreements with the Creditors, pursuant to which the Group paid certain cash and transferred certain completed properties held for sale to the Creditors, to settle the amounts due to the Creditors totalled RMB339,872,000, including part of consideration of RMB198,508,000 for the acquisition of 28.2% and 61.54% equity interests in Richcoast Group, and the interest arising from the late payment totalled RMB141,364,000 (the "**2023 Debt Arrangement**"). Upon the completion of the 2023 Debt Arrangement, the amounts due to Main Zone Limited and Innovate Zone Group Limited decreased to RMB8,160,000 and RMB51,840,000, respectively, which would carry no interest arising from late payment since then. The Group recognised a gain of RMB170,596,000 arsing from the 2023 Debt Arrangement.

(b) Prepayments for land represent the parcel of lands not yet obtained the certificate of land and no development plans as at 31 December 2024. The Directors, based on the best available information, performed an impairment review on prepayments for acquisition of land and concluded that no impairment loss was needed to be charged to the profit or loss for the year ended 31 December 2024 (2023: RMB268,864,000).

6 Expenses by Nature

Expenses included in cost of sales, selling and marketing expenses and administrative expenses are analyzed as follows:

	Note	2024 RMB'000	2023 RMB'000
Cost of properties sold		**1,568,907**	2,228,529
Direct operating expenses (including repairs and maintenance) arising on rental-earning investment properties		**168,064**	169,635
Cost of other services provided		**417,450**	726,381
Write-down of properties under development and completed properties held for sale		**227,901**	238,162
Employee benefit expenses	*(a)*	**67,520**	(27,072)
Depreciation		**13,162**	18,304
Amortisation of intangible assets		**3,232**	5,936
Auditor's remuneration			
– Audit services		**3,780**	5,500
– Non-audit services		**91**	–
Other costs and expenses		**111,615**	93,746
Total cost of sales, selling and marketing expenses and administrative expenses		**2,581,722**	3,459,121

Note:

(a) Pursuant to the resolution of the board of Directors, the provision of discretionary bonuses of RMB157,509,000 made in prior years were no longer needed to be paid and thus being reversed during the year ended 31 December 2023.

7 Finance Costs

An analysis of finance costs is as follows:

	2024 RMB'000	2023 RMB'000
Finance costs		
Interest on bank loans and other loans	**1,039,620**	977,530
Interest on lease liabilities	**875**	1,720
Less: Interest capitalised	**(235,935)**	(290,886)
Finance costs	**804,560**	688,364

8 Income Tax Expenses

Overseas income tax

The Company was incorporated in the Cayman Islands as an exempted company with limited liability and accordingly, is exempted from Cayman Islands income tax. The Company's direct subsidiary in the BVI was incorporated under the International Business Companies Act of the BVI and, accordingly, is exempted from BVI income tax.

Hong Kong Profits Tax

Hong Kong Profits Tax rate is 16.5%. No provision for Hong Kong Profits Tax was provided as the Group did not have assessable profit in Hong Kong for the year ended 31 December 2024 and 2023.

PRC corporate income tax ("CIT")

Income tax provision of the Group in respect of operations in Mainland China has been calculated at the applicable tax rate on the estimated assessable profits for the period, based on the existing legislation, interpretations and practices in respect thereof.

Under the Law of the PRC on CIT (the "**CIT Law**") and Implementation Regulation of the CIT Law, the tax rate of the PRC subsidiaries is 25% from 1 January 2008 onwards.

An analysis of the income tax expenses is as follows:

	2024	2023
	RMB'000	*RMB'000*
Current tax – PRC		
CIT charge for the year	**(19,212)**	155,911
LAT charge for the year	**152,635**	456,691
	133,423	612,602
Deferred income tax:		
Current year	**(122,072)**	(259,753)
Total income tax expenses for the year	**11,351**	352,849

9 Dividend

No dividend has been proposed or declared during the year ended 31 December 2024 (2023: nil).

10 Loss Per Share Attributable to Ordinary Equity Holders of the Company

(a) Basic loss per share

The calculation of the basic loss per share is based on the consolidated loss for the year ended 31 December 2024 attributable to the ordinary equity holders of the Company of RMB2,335,106,000 (2023: RMB1,695,128,000), and the weighted average number of ordinary shares of 2,583,970,000 (2023: 2,583,970,000) in issue during the year ended 31 December 2024.

(b) Diluted loss per share

Diluted loss per share is same as basic loss per share for the years ended 31 December 2024 and 2023 as the Group had no potentially dilutive ordinary shares in issue during both years.

11 Investment Properties

	Right-of-use Assets *RMB'000*	**Completed** *RMB'000*	**Under construction** *RMB'000*	**Total** *RMB'000*
Carrying amount at 1 January 2023	42,000	12,864,400	5,095,605	18,002,005
Additions	–	2,074	2,034	4,108
Derecognition	(42,000)	(68,144)	–	(110,144)
Transfer from completed properties held for sale	–	100,222	–	100,222
Net losses from fair value adjustments	–	(363,452)	(3,890)	(367,342)
Carrying amount at 31 December 2023 and 1 January 2024	**–**	**12,535,100**	**5,093,749**	**17,628,849**
(Cost adjustments)/additions	**–**	**(1,446)**	**57**	**(1,389)**
Derecognition	**–**	**(262,411)**	**–**	**(262,411)**
Net losses from fair value adjustments	**–**	**(872,243)**	**(152,034)**	**(1,024,277)**
Carrying amount at 31 December 2024	**–**	**11,399,000**	**4,941,772**	**16,340,772**

As at 31 December 2024, certain of the Group's investment properties of RMB14,237,067,000 (2023: RMB15,879,723,000) were pledged to banks to secure the loans granted to the Group (note 15).

The Group's completed investment properties are leased to third parties under operating leases.

The Group's completed investment properties and investment properties under construction, which were stated at fair value, were revalued at the end of the reporting period by Cushman & Wakefield Limited (previously known as DTZ Cushman & Wakefield Limited), an independent professionally qualified valuer.

For completed investment properties, valuations were based on the capitalisation of net rental income derived from the existing tenancies with due allowance for the reversionary income potential of the properties.

For investment properties under construction which were stated at fair value at 31 December 2024 and 2023, valuations were based on the residual approach and have taken into account the expended construction costs and the costs that will be expended to complete the development to reflect the quality of the completed development on the basis that the properties will be developed and completed in accordance with the Group's latest development plan.

In the opinion of the Directors, for all investment properties that are measured at fair value, the current use of the properties is their highest and best use. Included in the Group's investment properties are certain completed investment properties measured at fair value in the aggregate carrying amount of RMB1,397,000,000 as at 31 December 2024 (2023: RMB1,459,000,000), which are subject to restrictions on sale and transfer, but may be leased to tenants that are engaged in software research and development and outsourcing services. As at 31 December 2024, the investment property amounting to RMB138,000,000 (2023: RMB138,000,000) is restricted for sale and transfer and shall be held for at least 15 years.

12 Trade Receivables

	2024	2023
	RMB'000	*RMB'000*
Trade receivables – gross amount	**502,814**	594,908
Less: Allowances for impairment of trade and notes receivables	**(180,428)**	(269,264)
	322,386	325,644

Trade receivables are mainly arisen from sales of properties, leases of investment properties and other services businesses. The payment terms of receivables are stipulated in the relevant contracts. Trade receivables are non-interest-bearing.

An aging analysis of the gross trade receivables as at the end of the reporting period, based on the invoice date and before net of provision, is as follows:

	2024	2023
	RMB'000	*RMB'000*
Within 1 year	**205,416**	223,895
1 to 2 years	**54,475**	150,538
Over 2 years	**242,923**	220,475
	502,814	594,908

As at 31 December 2024, a provision of RMB180,428,000 (2023: RMB269,264,000) was made against the gross amount of trade receivables.

13 Cash and Cash Equivalents and Restricted Cash

	2024	2023
	RMB'000	*RMB'000*
Cash and bank balances	**373,802**	411,736
Less: Restricted cash	**(217,548)**	(236,689)
Cash and cash equivalents	**156,254**	175,047

Cash at banks earns interest at floating rates based on daily bank deposit rates.

At the end of the reporting period, the cash and bank balances of the Group denominated in RMB amounted to RMB373,482,000 (2023: RMB411,039,000).

Notes:

- According to the relevant loan facility agreements signed by certain subsidiaries of the Group with the banks, the subsidiaries are required to place the pre-sale proceeds from their properties at designated bank accounts. The deposits can only be used for the payment of property development costs incurred by the subsidiaries and the repayment of the relevant loans. At 31 December 2024, such guarantee deposits amounted to RMB8,643,000 by certain subsidiaries of the Group (2023: RMB17,381,000).

- At 31 December 2024, the deposits of the Group amounted to RMB208,905,000 (2023: RMB219,308,000), which was the deposits placed at designated bank accounts by certain subsidiaries of the Group for potential industrial accidents during construction work and training talents, according to the relevant regulation implemented by the local government and contracts.

14 Trade Payables

An aging analysis of the trade payables as at the end of the reporting period, based on the invoice date, is as follows:

	2024	2023
	RMB'000	*RMB'000*
Within 1 year	**2,231,487**	2,299,643
Above 1 year	**1,113,431**	1,089,284
	3,344,918	3,388,927

The trade payables are non-interest-bearing and unsecured.

15 Interest-Bearing Bank and Other Borrowings

	2024		2023	
	Effective interest rate (%)	***RMB'000***	Effective interest rate (%)	*RMB'000*
Current				
Bank loans – secured	**3.95-6.50**	**5,340,153**	4.00-6.50	5,591,014
Other loans – secured	**2.00-12.00**	**4,119,741**	2.00-12.00	4,327,645
Other loans – unsecured	**1.20-6.00**	**2,158,452**	1.20-6.00	2,038,389
		11,618,346		11,957,048
Non-current				
Other loans – unsecured	**2.00**	**52,538**	–	–
		11,670,884		11,957,048

	2024	2023
	RMB'000	*RMB'000*
Analysed into:		
Bank loans repayable:		
Within one year or on demand	**5,340,153**	5,591,014
Other loans repayable:		
Within one year or on demand	**6,278,193**	6,366,034
In the second year	**52,538**	–
	11,670,884	11,957,048

As at 31 December 2024, included in bank loans of the Group is an amount of RMB1,574,553,000 (2023: RMB1,581,483,000) containing an on-demand clause, which has been classified as current liabilities. For the purpose of the table above, the loans are included within current interest-bearing bank and other borrowings and analysed into bank loans repayable within one year or on demand.

The current bank loans and other loans included borrowings with principal amounts of RMB4,118,035,000 (2023: RMB3,702,521,000) with maturity beyond 31 December 2025 which have been reclassified as current liabilities as at 31 December 2024 as a result of the matters described in note 2.1(c).

(a) As at 31 December 2024, included in other loans of the Group were the first tranche and the second tranche of corporate bonds with the principal amounts of RMB800,000,000 and RMB249,523,000 respectively (2023: RMB800,000,000 and RMB479,223,000 respectively). The first tranche and the second tranche of the corporate bonds were issued by Yida Development Company Limited, an indirectly wholly-owned subsidiary of the Company, on 24 September 2015 and 8 March 2016, respectively.

As at 31 December 2023, the remaining first tranche of corporate bond with the principal amount of RMB800,000,000 were extended to 31 December 2026, bearing interest at a rate of 4% per annum. Although the maturity of the remaining first tranche of corporate bond with the principal amount of RMB800,000,000 was beyond 31 December 2024, it has been reclassified as current liabilities as at 31 December 2023 as a result of the matters described in note 2.1(c). As at 31 December 2023, certain second tranche of corporate bond with the principal amount of RMB200,000,000 were extended to 31 December 2024, bearing interest at a rate of 4% per annum, certain second tranche of corporate bond with the principal amount of RMB49,523,000 were extended to 31 March 2024, bearing interest at a rate of 2% per annum, and the remaining second tranche of corporate bond with the principal amount of RMB229,700,000 were extended to 15 May 2024, bearing interest at a rate of 6% per annum. In December 2023, the Group entered into a letter of intent with bondholders, pursuant to which the Group shall transfer the certain investment properties to settle certain second tranche of corporate bond with the principal amount of RMB229,700,000.

As at 31 December 2024, the remaining first tranche of corporate bond with the principal amount of RMB800,000,000 were extended to 31 December 2026, bearing interest at a rate of 4% per annum. As at 31 December 2024, certain second tranche of corporate bond with the principal amount of RMB200,000,000 were extended to 31 December 2026, bearing interest at a rate of 4% per annum, and remaining second tranche of corporate bond with the principal amount of RMB49,523,000 were extended to 31 December 2026, bearing interest at a rate of 2% per annum till 31 December 2024 and 4% per annum from 1 January 2025 to 31 December 2026 respectively. Although the maturity of the remaining first tranche of corporate bond with the principal amount of RMB800,000,000 and certain second tranche of corporate bond with the principal amount of RMB200,000,000 were beyond 31 December 2025, they have been reclassified as current liabilities as at 31 December 2024 as a result of the matters described in note 2.1(c).

(b) As at 31 December 2023, included in other loans of the Group were senior notes due on 30 April 2025 (the "**Senior Notes**") with carrying amount of RMB1,566,165,000, which constituted an event of default and were unsecured and guaranteed by certain subsidiaries of the Group.

On 17 February 2022, a solicitation of consents for the Senior Notes was completed. Previous events of default of the Senior Notes and other cross-default terms were waived. The maturity date of the Senior Notes was extended to 30 April 2025 while the interest rate of the Senior Notes changed to 6% per annum and the Company should pay consent fee and the lieu of accrued interest of USD11,500,000 in total. Pursuant to the solicitation of consents for the Senior Notes, the non-payment of lieu of accrued interest due and non-payment of accrued interest due may lead to holders of the Senior Notes ("**Holders**") demanding for acceleration of repayment under the Senior Notes.

As at 31 December 2023, the Company failed to pay the consent fee, the lieu of accrued interest and accrued interest of USD27,553,000 in total according to the scheduled payment date in the solicitation of consents.

On 8 March 2024, the trustee send a notice (the "**Notes Acceleration Notice**") to the Company by virtue of the non-payment of certain consent fee due, all lieu of accrued interest due and accrued interest due, which, according to the trustee, was instructed to be sent by the Holders, holding at least 25% of the aggregate principal amount of the Senior Notes. Upon receiving the Notes Acceleration Notice, the principal, the premium (if any), and accrued and unpaid interest on the Senior Notes (collectively, the "**Overdue Amount**") became immediately due and payable on demand and the Company shall pay default interest in cash to the Holders on the Overdue Amount at the rate of 2% per annum over the interest rate of the Senior Notes and following the date on which the Overdue Amount triggered an event of default up to but excluding the date on which the Overdue Amount are paid or, if applicable, are waived by the Holders.

As at 31 December 2024, the carrying amount of the Senior Notes was RMB1,724,806,000.

(c) Certain of the Group's bank and other loans are secured or guaranteed by:

(i) mortgages over the Group's properties under development with an aggregate carrying value at 31 December 2024 of approximately RMB1,544,768,000 (2023: RMB4,645,485,000);

(ii) pledges of the Group's investment properties with an aggregate carrying value at 31 December 2024 of approximately RMB14,237,067,000 (2023: RMB15,879,723,000);

(iii) pledges of the Group's land held for development for sale with an aggregate carrying value at 31 December 2024 of approximately RMB727,613,000 (2023: RMB722,188,000);

(iv) pledges of the Group's completed properties held for sale with an aggregate carrying value at 31 December 2024 of approximately RMB5,523,494,000 (2023: RMB3,259,869,000);

(v) pledge of a building of the Group with a carrying value at 31 December 2024 of approximately RMB13,543,000 (2023: RMB19,489,000);

(vi) corporate guarantees executed by certain subsidiaries of the Group to the extent of RMB7,467,789,000 (2023: RMB7,709,520,000) as at 31 December 2024; and

(vii) pledges of certain equity interests of the subsidiaries of the Company;

(d) Other than certain other loans with a carrying amount of RMB1,785,407,000 (2023: RMB1,614,770,000) denominated in USD as at 31 December 2024 and RMB384,350,000 (2023: RMB375,146,000) denominated in HKD as at 31 December 2024, all bank and other loans of the Group are denominated in RMB as at 31 December 2024 and 2023.

(e) As at 31 December 2024, included in other loans of the Group were loans from related parties (Shanghai Jiayu Medical Investment Management Co., Ltd. and Jiahuang (Holdings) Investment Limited) controlled by the same ultimate holding company with principal amounts of RMB663,485,000 (2023: RMB662,751,000), among which RMB411,926,000 (2023: RMB411,192,000) were unsecured, bearing interest at 6% per annum (2023: 6%), with the mortgage agreement signed in respect of the remaining RMB251,559,000 (2023: RMB251,559,000) were secured, bearing interest at 6% per annum (2023: 6%).

EXTRACT OF INDEPENDENT AUDITOR'S REPORT

The following is the extract of the independent auditor's report from the external auditor of the Company:

Disclaimer of Opinion

We do not express an opinion on the consolidated financial statements of the Group. Because of the significance of the matter described in the Basis for Disclaimer of Opinion section of our report, we have not been able to obtain sufficient and appropriate audit evidence to provide a basis for an audit opinion on these consolidated financial statements. In all other respects, in our opinion, the consolidated financial statements have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

Basis for Disclaimer of Opinion

Material uncertainties relating to going concern

As described in note 2.1(c) to the consolidated financial statements, the Group's current liabilities exceeded its current assets by RMB10,940,280,000 as at 31 December 2024. At the same date, its current borrowings amounted to RMB11,618,346,000 while its cash and cash equivalents amounted to RMB156,254,000 only. Up to 31 December 2024, the Group failed to pay principals, interests and consent fees of certain borrowings according to their scheduled repayment dates (the "**Borrowings Overdue**"), and borrowings with principal amount of RMB5,034,868,000 in total remained unsettled as at 31 December 2024. In addition, the Group failed to settle a payable with interest accrued thereon to certain parties ("**Aetos Parties**") amounted to RMB1,444,162,000 as at 31 December 2024, while Aetos Parties formally demanded the Group several times to settle the unpaid balance or otherwise a winding-up petition may be presented to the court (the "**Aetos Parties Matter**"). The Borrowings Overdue and the Aetos Parties Matter constituted events of default and resulted in certain bank and other borrowings of the Group (other than the Borrowings Overdue) amounted to RMB6,583,478,000 in total as at 31 December 2024 becoming immediately repayable if requested by the lenders. These events or conditions, together with other matters as set out in note 2.1(c) to the consolidated financial statements, indicate the existence of material uncertainties which may cast significant doubt about the Group's ability to continue as a going concern and therefore it may be unable to realise its assets and discharge its liabilities in the normal course of business.

The Directors have been formulating a number of plans and measures to mitigate the liquidity pressure, to improve the financial position of the Group, and to remediate the delayed repayments to financial institutions, which are set out in note 2.1(c) to the consolidated financial statements. The consolidated financial statements have been prepared by the Directors on a going concern basis, the validity of which depends on the outcome of these measures, which are subject to material uncertainties as set out in note 2.1(c) to the consolidated financial statements. We are unable to determine whether the use of the going concern assumption in the preparation of the consolidated financial statements is appropriate.

Should the going concern assumption be inappropriate, adjustments would have to be made to write down the carrying values of the Group's assets to their recoverable amounts, to provide for any further liabilities which might arise, and to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively. The consolidated financial statements do not include any such adjustments. However, material uncertainties exist in relation to the Group's ability to continue as a going concern in view of the Group's future cash flow. We consider that appropriate disclosures have been made in the consolidated financial statements concerning this situation but we have not obtained sufficient and appropriate audit evidence regarding the Group's ability to meet its financial obligations as and when they fall due and we consider the potential cumulative effect on the consolidated financial statements of these material uncertainties relating to going concern to be so significant that we have disclaimed our opinion.

RESULTS REVIEW AND OUTLOOK

Below is the annual results of Yida China Holdings Limited (the "**Company**") and its subsidiaries (the "**Group**") for the year ended 31 December 2024 (the "**Year**").

Results

During the Year, the Group recorded revenue of RMB2,787 million, of which sales income from residential properties within business parks, office properties and standalone residential properties was RMB1,846 million; rental income from business parks was RMB472 million; business park entrusted operation and management service income was RMB208 million; construction, decoration and landscaping income was RMB261 million. Gross profit decreased by 24.2% to RMB405 million compared to the corresponding period of the previous year, with a gross profit margin of 14.5%. Net loss attributable to equity owners of the Company was RMB2,335 million.

Review of 2024

In 2024, facing the complex and volatile financial market environment both domestically and internationally, as well as the international situation, China real estate market remains in a period of deep adjustment. Although local policies have become more flexible, with a dense and continuous introduction of new policies in many places, which have stimulated the release of reasonable housing demand through measures such as relaxing purchase restrictions, lowering interest rates, and reducing down payment ratios, the market response is still not strong, with overall sales remaining sluggish throughout the year. Meanwhile, the national industrial real estate market has also entered a period of weakness.

Within the Year, facing numerous challenges, the Group has made breakthroughs and progress through the joint efforts of all employees in areas such as debt restructuring, revitalization of land assets, and government-led building delivery. The overall operation of the Group remains stable throughout the Year, with risks under control.

Outlook for 2025

It is anticipated that the real estate industry will still face significant uncertainties in 2025, and the recovery of market confidence will require time. Policy orientation will continue to support the release of medium and long-term housing demand. Looking forward, in the face of the increasingly complex international situation and the severe market environment, the Group will adhere to the business policy of "stabilizing operations, reducing debt, mitigating risks, and seeking development." The Group will focus on its core business, resolve operational risks, integrate advantageous resources, and seek new development opportunities to achieve the medium and long-term sustainable development of the enterprise.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

I. Operation of Properties Owned by Business Parks

During the Year, the Group wholly owned four business parks, including Dalian SoftwarePark, Dalian BEST City, Dalian Tiandi and Yida Information Software Park, and it also owned a 50% stake in Wuhan First City. The total completed gross floor area ("**GFA**") of the above business parks was approximately 1.929 million square meters ("**sq.m.**"), with a leasable area of approximately 1.351 million sq.m.. The Group recorded a rental income of approximately RMB472 million, representing a decrease of 6.0% from the corresponding period of the previous year, mainly due to widespread lease terminations and downsizing by multiple tenants in the park during the second half of the Year.

During the Year, the activity level of corporate clients in the business parks had been declining. The leasing rate of regional business parks had shown a downward trend due to factors such as international relations, geopolitical issues and increasing competition.

An overview of properties owned by the Group

(unit: '000 sq.m.)

Business Parks	Interest Held by the Group	Total Completed Floor Area	Leasable Area: Office Buildings	Apartments	Shops	Parking Spaces	Occupancy Rate at the End of the Year
Dalian Software Park	100%	635	367	180	34	41	82%
Dalian BEST City	100%	147	97	–	8	40	55%
Yida Information Software Park	100%	120	77	–	10	31	87%
Dalian Tiandi	100%	337	219	38	28	12	88%
Wuhan First City	50%	690	83	28	28	30	79%
Total		1,929	1,351				

Note: The financial statements of Wuhan First City were not consolidated to the financial statements of the Group, therefore the rental income of the Group excludes the rental income from such park.

II. Sales of Properties

In 2024, China's real estate industry was at a critical stage of deep adjustment and transformation. The policy level continued the loose stance of the previous year, However, despite the frequent introduction of favorable policies, the comprehensive recovery of market confidence still requires time.

The Group focused on core businesses such as "asset revitalization, debt risk control, sales collection, and project construction" and worked hard throughout the Year. However, the Group faced many challenges in its operation. The progress of disposal and revitalization of sales and land was slow. The slow inventory turnover also put significant pressure on the Company's operating cash flow. Going forward, the Group will actively respond to market changes, optimize business strategies, strive to resolve the current difficulties, and seek new development opportunities.

During the Year, the Group achieved contracted sales of RMB947 million, contracted sales area of 76,763 sq.m. and average contracted sales price of RMB12,333 per sq.m.. During the Year, the majority of projects sold were located in Dalian (71.9% of total contracted sales), Zhengzhou (16.6% of total contracted sales), Chongqing (4.5% of total contracted sales) and Wuhan (4.3% of total contracted sales); while residential property sales accounted for 71.9% of total contracted sales.

During the Year, the sales revenue from the property development segment was RMB1,846 million. The average sales price was RMB18,362 per sq.m., representing a year-on-year increase of 84.7%, mainly due to different products carried forward during the Year. The projects carried forward during the Year were mainly ordinary residential properties. Revenue-recognized projects were mainly located in Dalian (90.0% of revenue), Changsha (5.6% of revenue) and Chongqing (3.0% of revenue).

The following table outlines the Group's contracted sales breakdown as at 31 December 2024:

Contracted Sales Details

	Sales Floor Area *(sq.m.)*	Sales Amount *(RMB'0000)*	Average Sales Price *(RMB/sq.m.)*	Percentage of Total Sales
Dalian	45,338	68,117	15,024	71.9%
Zhengzhou	16,531	15,693	9,493	16.6%
Chongqing	3,864	4,299	11,126	4.5%
Wuhan	7,215	4,040	5,600	4.3%
Changsha	1,285	1,483	11,540	1.6%
Shenyang	2,530	1,043	4,123	1.1%
Total	**76,763**	**94,675**	**12,333**	**100.0%**

	Sales Floor Area *(sq.m.)*	Sales Amount *(RMB'0000)*	Average Sales Price *(RMB/sq.m.)*	Percentage of Total Sales
Dalian Software Park	3,896	4,584	11,765	4.8%
Dalian BEST City	1,353	1,762	13,030	1.9%
Yida Information Software Park	5,470	3,812	6,969	4.0%
Dalian Tiandi	13,749	19,005	13,822	20.1%
Wuhan First City	7,215	4,040	5,600	4.3%
Changsha Yida & CSCEC Intelligent Technology Centre	1,285	1,483	11,540	1.6%
Zhengzhou Yida Creation City	16,531	15,693	9,493	16.6%
Chongqing Yida Innovation Plaza	3,864	4,299	11,126	4.5%
Shenyang Sino-German Yida Intelligent Technology City Creative Industrial Park	2,530	1,043	4,123	1.1%
Residential Properties outside Business Parks	20,870	38,954	18,665	41.1%
Total	**76,763**	**94,675**	**12,333**	**100.0%**
Residential Properties	45,338	68,117	15,024	71.9%
Office Properties	31,425	26,558	8,451	28.1%
Total	**76,763**	**94,675**	**12,333**	**100.0%**
Business Parks	55,893	55,721	9,969	58.9%
Residential Properties outside Business Parks	20,870	38,954	18,665	41.1%
Total	**76,763**	**94,675**	**12,333**	**100.0%**

III. Business Park Operation and Management

In 2024, the international situation was complex, the operation of business parks in China faced numerous challenges. Rising labour costs and fluctuating raw material prices led to high operational costs for enterprises. Large enterprises managed to reduce costs through diversified businesses and global layouts, while small and medium-sized enterprises (SMEs), constrained by limited funds and resources, either relocated to areas with lower rents or went out of business.

As of the end of the Year, the Group had 2 business park operation and management projects with a total contracted operation and management area of approximately 266,900 sq.m. The income arising from business park operation and management services amounted to approximately RMB208 million, representing a year-on year decrease of 9.5%, which was mainly attributable to the revenue reductions resulting from customers scaling down their business operations during the Year.

IV. Construction, Decoration and Landscaping

In recent years, deeply affected by the overall downward trend of the real estate industry, the market has continued to shrink, and competition has become increasingly fierce. The volume of newly contracted external business of our group has shown a clearly shrinking trend year by year. During the Year, the total revenue from the construction, decoration and landscaping business was approximately RMB261 million, representing a decrease of 54.6% as compared with the same period of the previous year, mainly due to the reduction in the number of externally secured projects during the Year. For this segment, the Group will adhere to the main business, stabilize business revenue, strengthen the cultivation of professional capabilities in construction and decoration, focus on ensuring the quality and safety of construction and engineering, create standardized product lines, achieve standardization of processes such as showrooms, landscapes, and decoration, and continuously improve the Group's construction management capabilities.

V. Land Reserves

As at 31 December 2024, the total GFA of the Group's land reserve was approximately 6.16 million sq.m., among which the land reserve in Dalian accounted for 76.3% of the total Group's land reserve. The GFA of land reserves attributable to the Group was approximately 5.65 million sq.m..

The following table sets forth a breakdown of the Group's land reserves as at 31 December 2024:

By City	**Total GFA of Land Reserves** ***(sq.m.)***	**Proportion**	**Attributable GFA of Land Reserves** ***(sq.m.)***	**Proportion**
Dalian	4,703,177	76.3%	4,703,177	83.3%
Wuhan	620,072	10.1%	310,036	5.5%
Zhengzhou	297,535	4.8%	297,535	5.3%
Changsha	235,166	3.8%	119,935	2.1%
Hefei	147,911	2.4%	96,142	1.7%
Chengdu	65,848	1.1%	45,063	0.8%
Chongqing	59,974	1.0%	59,974	1.0%
Shenyang	30,676	0.5%	15,645	0.3%
Total	**6,160,359**	**100.0%**	**5,647,507**	**100.0%**

By Location	**Total GFA of Land Reserves** ***(sq.m.)***	**Proportion**	**Attributable GFA of Land Reserves** ***(sq.m.)***	**Proportion**
Business Parks	5,347,506	86.8%	4,834,654	85.6%
Residential Properties outside Business Parks	812,853	13.2%	812,853	14.4%
Total	**6,160,359**	**100.0%**	**5,647,507**	**100.0%**

Projects Within/ Outside Business Parks	Equity Held by the Group	Remaining Completed Leasable/ Saleable GFA *(sq.m.)*	GFA under Development *(sq.m.)*	GFA Held for Future Development *(sq.m.)*
Business Parks				
Dalian Software Park				
Office	100%	622,289	–	–
Residential	100%	50,264	–	–
Subtotal		672,553	–	–
Dalian BEST City				
Office	100%	124,432	129,361	515,172
Residential	100%	87,211	6,673	22,152
Subtotal		211,643	136,034	537,324
Wuhan First City				
Office	50%	217,894	93,124	291,635
Residential	50%	17,419	–	–
Subtotal		235,313	93,124	291,635
Yida Information Software Park				
Office	100%	103,532	-	118,798
Residential	100%	50,721	80,392	-
Subtotal		154,253	80,392	118,798
Dalian Tiandi				
Office	100%	329,321	223,015	1,349,889
Residential	100%	90,989	–	–
Subtotal		420,310	223,015	1,349,889

Projects Within/ Outside Business Parks	Equity Held by the Group	Remaining Completed Leasable/ Saleable GFA *(sq.m.)*	GFA under Development *(sq.m.)*	GFA Held for Future Development *(sq.m.)*
Chengdu Tianfu Intelligent Science and Technology City				
Office	60%	–	51,961	–
Subtotal		–	51,961	–
Changsha Yida & CSCEC Intelligent Technology Centre				
Office	51%	17,477	106,750	110,939
Subtotal		17,477	106,750	110,939
Zhengzhou Yida Creation City				
Office	100%	100,535	110,600	86,400
Subtotal		100,535	110,600	86,400
Chongqing Yida Innovation Plaza				
Office	100%	59,974	–	–
Subtotal		59,974	–	–
Hefei Industrial Project				
Office	65%	–	–	147,911
Subtotal		–	–	147,911

Projects Within/ Outside Business Parks	Equity Held by the Group	Remaining Completed Leasable/ Saleable GFA *(sq.m.)*	GFA under Development *(sq.m.)*	GFA Held for Future Development *(sq.m.)*
Sino-German Yida Intelligent Technology City Creative Industrial Park				
Office	51%	–	30,676	–
Subtotal		–	30,676	–
Projects Within Business Parks Subtotal		1,872,058	832,552	2,642,896
Projects Outside Business Parks				
Dalian	100%	382,874	171,454	244,638
Chengdu	100%	13,887	–	–
Projects Outside Business Parks Subtotal		396,761	171,454	244,638
Total		2,268,819	1,004,006	2,887,534

FINANCIAL REVIEW

Revenue

The sources of revenue of the Group include (1) income from sales of properties; (2) rental income; (3) income from providing business park operation and management services; and (4) income from providing construction, decoration and landscaping services. During the Year, the revenue of the Group was RMB2,787.23 million, representing a decrease of 28.5% from the corresponding period of last year. The following table sets forth a breakdown of the revenue during the years indicated:

	For the year ended 31 December			
	2024		2023	
	Amount *RMB'000*	**% of total amount**	Amount *RMB'00*	% of total amount
Sales income of properties	**1,846,033**	**66.2%**	2,590,245	66.5%
Rental income	**472,009**	**16.9%**	502,384	12.9%
Business park operation and management service income	**208,403**	**7.5%**	230,327	5.9%
Construction, decoration and landscaping income	**260,786**	**9.4%**	574,191	14.7%
Total	**2,787,231**	**100.0%**	3,897,147	100.0%

(1) Income from sales of properties

The Group's income arising from sales of residential properties within and outside business parks, office properties and standalone residential properties for the Year was RMB1,846.03 million, representing a decrease of 28.7% from the corresponding period of last year, which was mainly due to the decrease in projects delivered during the Year.

(2) Rental income

The Group's rental income derived from operation of business parks owned by the Group for the Year amounted to RMB472.01 million, The decrease of 6% year-on-year was primarily attributable to widespread lease terminations and downsizing by multiple tenants in the park during the second half of the year.

(3) Business park operation and management service income

During the Year, the income arising from business park operation and management services provided by the Group amounted to RMB208.40 million, representing a decrease of 9.5% from the corresponding period of last year, The decline was primarily due to the revenue reductions resulting from customers scaling down their business operations during the Year.

(4) Construction, decoration and landscaping income

During the Year, the income from construction, decoration and landscaping services provided by the Group amounted to RMB260.79 million, year-on-year decrease of 54.6%, primarily due to a reduction in externally secured projects during the Year.

Cost of Sales

The cost of sales of the Group during the Year amounted to RMB2,382.32 million, representing a decrease of 29.2% from the corresponding period of last year, which was mainly attributable to the decrease in sales during the Year.

Gross Profit and Gross Profit Margin

The gross profit of the Group during the Year amounted to RMB404.91 million, representing a decrease of 24.2% from the corresponding period of last year, and the gross profit margin increased to 14.5% during the Year from 13.7% in the corresponding period of 2023, which was mainly attributable to the decline in revenue during the Year.

Selling and Marketing Expenses

The selling and marketing expenses of the Group increased by 41.3% to RMB76.72 million for the Year from RMB54.28 million in the corresponding period of 2023, which was mainly due to the increased investments in sales agent commissions and advertising expenditures to boost sales performance during the Year.

Administrative Expenses

The administrative expenses of the Group increased by 191.2% to RMB122.68 million for the Year from RMB42.14 million in the corresponding period of 2023, which was mainly due to the written back of prior year over-provision of bonuses in 2023,with no such adjustment occurring during the Year.

Other Losses – net

The net other losses of the Group for the Year amounted to RMB683.90 million, representing a increase of RMB505.02 million from RMB178.88 million in 2023, which was mainly due to penalties for overdue payment and litigation damages incurred during the Year.

Fair Value Losses on Investment Properties

The fair value losses on investment properties of the Group increased to the loss of RMB1,024.28 million during the Year from the loss of RMB367.34 million in the corresponding period of 2023, which was mainly due to the international clients relocating their operations in the second half of 2024 amid global uncertainties, coupled with cost-optimization demands from certain clients who shifted business to lower-cost regions. These factors collectively led to widespread downsizing and lease terminations across the business parks operated by the Group during the Year.

Finance Costs – net

The net finance costs of the Group increased to RMB804.56 million during the Year from RMB688.36 million in the corresponding period of 2023, which was mainly due to the increase in interest expenses and decrease in interest capitalised during the Year.

Share of Loss of Joint Ventures and Associates

The Group's share of loss of joint ventures and associates decreased to RMB1.63 million during the Year from RMB31.00 million in 2023, which was primarily attributable to the decrease in share of the loss in Hefei Yida Smart Science and Technology City Development Company Limited.

Income Tax Expenses

The income tax expenses of the Group include corporate income tax, land appreciation tax and deferred income tax. The income tax expenses of the Group during the Year were RMB11.35 million, representing a decrease of 96.8% as compared to RMB352.85 million for the corresponding period of last year, mainly due to the decrease in land appreciation tax resulting from lower property sales revenue during the year, as well as a reversal of provision of corporate income tax.

Losses for the Year

As a result of the foregoing, the Group recorded a loss before tax of RMB2,313.64 million during the Year as compared to the loss before tax of RMB1,360.97 million in the corresponding period of 2023. The increase in net loss was primarily attributable to the increase in the fair value losses on investment properties and a net rise in other losses during the Year.

The net loss of the Group increased to RMB2,324.99 million during the Year from RMB1,713.82 million in the corresponding period of 2023.

The net loss attributable to equity owners increased to RMB2,335.11 million during the Year from RMB1,695.13 million in the corresponding period of 2023.

LIQUIDITY, FINANCIAL AND CAPITAL RESOURCES

Cash Position

As at 31 December 2024, the Group had cash and bank balances of approximately RMB373.80 million (including restricted cash of approximately RMB217.55 million) (2023: cash and bank balances of approximately RMB411.74 million, including restricted cash of approximately RMB236.69 million).

Debts

As at 31 December 2024, the Group had bank and other borrowings of approximately RMB11,670.88 million (2023: approximately RMB11,957.05 million), of which:

(1) By Loan Type

	31 December 2024 *RMB'000*	31 December 2023 *RMB'000*
Secured bank loans	**5,340,153**	5,591,014
Secured other borrowings	**4,119,741**	4,327,645
Unsecured other borrowings	**2,210,990**	2,038,389
	11,670,884	11,957,048

(2) By Maturity Date

	31 December 2024 *RMB'000*	31 December 2023 *RMB'000*
Within one year or on demand	**11,618,346**	11,957,048
In the second year	**52,538**	–
	11,670,884	11,957,048

As at 31 December 2024, the Group's bank and other borrowing amounted to RMB11,377.88 million, which were charged with fixed interest rate of 1.2%-12% per annum, with the remaining balances of RMB293.00 million charged with variable rates.

Debt Ratio

The net gearing (net debt, including interest-bearing bank and other borrowings, less cash and cash equivalents and restricted cash, divided by the total equity) of the Group was approximately 152.64% as at 31 December 2024, which increased by 33.5 percentage points as compared to 119.1% as at 31 December 2023.

Foreign Exchange Risks

The functional currency of the Group is RMB and most transactions were denominated in RMB. As at 31 December 2024, the Group had cash and bank balances (including restricted cash) of approximately RMB182,300 and approximately RMB138,200 denominated in Hong Kong dollars and United States dollars, respectively. The Group had borrowings of RMB1,785.41 million and RMB384.35 million denominated in United States dollars and Hong Kong dollars, respectively. All such amounts were exposed to foreign currency risks. The Group currently has no foreign currency hedging policies, but the management continues to monitor foreign exchange risks and will consider hedging significant foreign exchange risks when necessary.

Contingent Liabilities

The Group enters into arrangements with commercial banks in the People's Republic of China (the "**PRC**") to provide mortgage facilities to its customers to purchase the Group's properties. In accordance with industry practice, the Group is required to provide guarantees to these banks in respect of mortgages provided to such customers. Guarantees for such mortgages are generally discharged at the earlier of: (i) registration of mortgage interest to the bank, or (ii) the settlement of mortgage loans between the mortgagee banks and the purchasers. As at 31 December 2024, the Group provided guarantees of approximately RMB156.32 million to commercial banks in the PRC in respect of mortgage loans granted to the customers of the Group (31 December 2023: approximately RMB263.70 million). Besides, the Group provided guarantees to the extent of RMB56.11 million (2023: RMB101.23 million) as at 31 December 2024 in respect of bank loans granted to a joint venture.

Pledge of Assets

Details of the Group's assets pledged for the Group's bank and other borrowings are included in note 15 to the financial statements.

EMPLOYEES AND REMUNERATION POLICIES

As at 31 December 2024, the Group had 348 full-time employees (31 December 2023: 493). The Group distributes remunerations to the staff based on the performances, work experiences of the employees and the current market salary level.

The Group regularly reviews the remuneration policy and plan and will make necessary adjustments to make it in line with the industry salary standards.

FINAL DIVIDEND

The Board does not recommend any payment of final dividend for the Year (2023: Nil).

COMPLIANCE WITH CORPORATE GOVERNANCE CODE

The Directors recognise the importance of good corporate governance in the management of the group. The Company has adopted the code provisions set out in the Corporate Governance Code the "**CG Code**") contained in Appendix C1 to the Rules Governing the Listing of Securities (the "**Listing Rules**") of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"). During the Year, except for the deviation for reason set out below, the Company has applied the principles of good corporate governance and complied with the code provisions as set out in Part 2 of the CG Code.

Pursuant to code provision C.2.1 of Part 2 of the CG Code, the roles of the chairman and the chief executive officer should be separate and should not be performed by the same individual. Mr. Jiang Xiuwen, the chief executive officer of the Company, was appointed as the chairman of the Company on 22 June 2018 and is responsible for overseeing the operations of the Group. The Board has considered the merits of separating the roles of the chairman and chief executive officer but is of the view that it is in the best interests of the Company to vest the two roles in Mr. Jiang Xiuwen as it will ensure the Company is under a consistent leadership and facilitates the implementation and execution of the Group's business strategies currently and in the foreseeable future. The Board will nevertheless review the relevant structure from time to time in light of the prevailing circumstances.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**") as set forth in Appendix C3 to the Listing Rules as the code for securities transactions by the Directors. The Company has made specific enquiry with each of the Directors and all Directors have confirmed that they complied with the Model Code throughout the Year.

PURCHASES, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

During the Year, neither the Company nor its subsidiaries has purchased, sold or redeemed any of the Company's listed securities (including sale of treasury shares). As at 31 December 2024, the Company does not hold any treasury shares.

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

On 22 April 2024, Dalian Science and Technology City Development Company Limited (大連科技城發展有限公司), a wholly-owned subsidiary of the Company (as the vendor), entered into an equity transfer agreement (the "**Equity Transfer Agreement**") with Dalian Junda Education Enterprise Management Co., Ltd. (大連鈞大教育企業管理有限公司) (as the purchaser) and Dalian Science and Technology City Xinrui Development Co., Ltd. (大連科技城欣銳開發有限公司) and Dalian Science and Technology City Tairui Development Co., Ltd. (大連科技城泰銳開發有限公司) (both as target companies, collectively the "**Target Companies**") in respect of disposal of 100% equity interests in each of the Target Companies by the vendor to the purchaser at a total consideration of approximately RMB112.6 million. As some of the conditions precedent to the completion have not been fulfilled, on 22 August 2024, the parties have entered into a termination agreement, pursuant to which it was mutually agreed that the Equity Transfer Agreement shall be terminated with effect from 23 August 2024.

For details, please refer to the announcements of the Company dated 22 April 2024, 14 May 2024, 5 July 2024 and 22 August 2024, and the circular of the Company dated 12 July 2024.

Save as disclosed above, during the Year, the Company has no other significant investments or material acquisitions and disposal of subsidiaries, associates and joint ventures.

FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

The Group had not authorised any plans for material investments or additions of capital assets as at 31 December 2024.

SHARE OPTION SCHEME

The Company adopted a share option scheme on 1 June 2014 (the "**Share Option Scheme**"). The Share Option Scheme expired on 31 May 2024, no share options have been granted under the Share Option Scheme.

LITIGATION AND ARBITRATION

1. Arbitrations in relation to Aetos

On 23 October 2017, certain subsidiaries of the Company (collectively, the "**Respondents**") received an arbitration notice from the Hong Kong International Arbitration Centre in respect of the submission of arbitration applications by the joint venture partners of the Group (the "**Claimants**") relating to the put price of the put options pursuant to certain agreements entered into between the Respondents, and the Claimants.

On 20 October 2020, the Hong Kong International Arbitration Centre issued a final award (the "**Final Award**"). The arbitral tribunal ordered that the Respondents shall pay the full put option price of USD108 million to the Claimants together with USD84 million being interest accrued up to the date of the Final Award, as well as the Claimants' legal costs and expenses. Upon receipt of such amounts, the Claimants shall transfer the equity interest of the Claimants in the relevant joint ventures to the relevant Respondents.

On 4 March 2021, the Respondents and the Claimants entered into the settlement agreement (the "**Settlement Agreement**"). The Respondents acknowledged that they are indebted to the Claimants for approximately USD209 million (the "**Total Payment Obligation**") according to the Final Award. It is further agreed that the amount payable by the Respondents would be reduced to USD175 million, and paid to the Claimants in accordance with the payment time and amount stipulated in the Settlement Agreement.

For details, please refer to the announcements of the Company dated 25 February 2021 and 5 March 2021.

As at the date of this announcement, the Respondents have not fulfilled all payment obligations pursuant to the Settlement Agreement.

2. A winding up petition against the Company filed by Equity Financial Press Limited

On 9 March 2024, the Company received a winding up petition (the "**Petition**") filed by Equity Financial Press Limited against the Company at the High Court of the Hong Kong Special Administrative Region (the "**High Court**") in relation to the Company's overdue payment in a total outstanding amount of HK$889,261. On 25 June 2024, an order was made by the High Court that (among others) the Petition be withdrawn.

For details, please refer to the announcements of the Company dated 11 March 2024, 24 April 2024 and 27 June 2024.

3. Senior Notes

On 17 April 2017, the Company issued the US$300,000,000, 6.95% senior notes due 19 April 2020 (the "**2020 Notes**").

On 27 March 2020, the Company issued US$224,899,000 senior notes (ISIN: XS2130508000; Common Code: 213050800) due 27 March 2022 (the "**2022 Notes**") pursuant to the Exchange Offer and Consent Solicitation of the holders of the 2020 Notes. The 2022 Notes are listed on the Singapore Exchange Securities Trading Limited.

On 7 February 2022, the Company entered into the solicitation of consents (the "**Consent Solicitation**") in relation to the proposed waivers of certain defaults under the indenture (as supplemented or amended, the "**Indenture**") of the 2022 Notes and the 2022 Notes and the proposed amendments to the Indenture. Completion of the Consent Solicitation took place on 16 February 2022, which mainly included (i) the waiver of events of default relating to the failure to pay the outstanding principal amount and interest (including default interest) under the Indenture, and other payment defaults under other indebtedness and the waiver of other consequential breaches and defaults arising from such events of default; (ii) the extension of the maturity date of the 2022 Notes to 30 April 2025 and the amendment to the repayment schedule for the outstanding principal amount of the 2022 Notes; and (iii) the change in the interest rate of the 2022 Notes to 6.0% per annum and the default rate was changed to 2.0% per annum over the new interest rate and the interest payment dates were changed to 30 April and 30 October each year.

Due to unfavorable factors in the macro economy, real estate market and financial environment, the Company did not pay the consent fee of US$3,450,000, the consent fee of US$3,450,000, the interest of US$5,734,470, the content fee of US$3,450,000, the interest of US$5,734,470, the interest of US$5,734,470 and the interest of US$5,734,470 to the 2022 Notes holders on 30 June 2022, 30 September 2022, 30 October 2022, 31 December 2022, 30 April 2023, 30 October 2023, and 30 April 2024 respectively pursuant to the terms of the Indenture.

On 21 May 2024, the Company announced that it has received an acceleration notice from the holders of the 2022 Notes by virtue of the non-payment and non-payment of related interest of the Company. On 13 June 2024, it came into the Company's attention that a winding up petition (the "**2nd Petition**") was filed against the Company at the High Court in relation to the 2022 Notes due 2025 with an outstanding principal amount of US$191,149,000 (plus accrued and unpaid interest). At the hearing on 20 January 2025, the High Court has approved the application of the withdrawal of the 2nd Petition filed on 15 January 2025.

For details, please refer to the announcements of the Company dated 7 February 2022, 17 February 2022, 21 March 2022, 30 June 2022, 3 October 2022, 14 November 2022, 3 January 2023, 14 May 2023, 21 May 2024, 14 June 2024, 27 June 2024, 14 August 2024, 23 September 2024, 14 November 2024 and 20 January 2025.

DISCLOSURE PURSUANT TO RULE 13.21 OF THE LISTING RULES

Breach of significant loan agreements

Reference is made to the announcements of the Company dated 10 April 2019, 22 April 2019, 10 June 2019, 23 February 2020, 23 April 2020, 5 March 2021, 4 May 2021, 30 June 2022, 3 January 2023 and 14 May 2023, the interim reports of the Company for the six months ended 30 June 2019, 30 June 2020, 30 June 2021, 30 June 2022 and 30 June 2023, and the annual reports of the Company for the years ended 31 December 2019, 31 December 2020, 31 December 2021 and 31 December 2022.

1. In April 2019, China Minsheng Investment Corp., Ltd. ("**China Minsheng**"), the controlling shareholder of the Company, had faced liquidity difficulties and which technically resulted in the occurrence of certain triggering events under certain loan agreements entered into by the Group.

2. In February 2020, Mr. Chen Donghui, a previous executive Director, was detained by the authorities of the PRC. It has further resulted in the occurrence of certain triggering events under certain loan agreements.

3. On 17 April 2017, the Company issued the 2020 Notes. The remaining outstanding principal amount of USD52,854,000 was due on 20 April 2020, and the Company had repaid in full on 24 April 2020 and the delay in payment has constituted an event of default. The Company was required to repay the principal amount of USD22,500,000 (together with the accrued interest) of the 2022 Notes on 16 April 2021, and the Company had repaid in full on 4 May 2021 and the delay in payment has constituted an event of default. The Company was required to repay the principal amount of USD22,500,000 (together with the accrued interest), semi-annual interest and the principal amount of USD45,000,000 (together with the accrued interest) of the 2022 Notes on 27 August 2021, 27 September 2021 and 27 December 2021, respectively, and the Company's failure to make such payments constituted an event of default. Pursuant to the Consent Solicitation completed on 16 February 2022, among other things, the aforesaid events of defaults were waived. The non-payment and non-payment of related interest constituted events of default.

4. According to the Final Award issued by the Hong Kong International Arbitration Centre dated 20 October 2020, the Respondents were required to pay the put option price and interest to Aetos Parties (as the Claimant). The failure to comply with the Final Award by the Respondents within 90 days resulted in a technical default on the 2022 Notes. In March 2021, the Settlement Agreement was entered into by the Respondents and the Claimant, and the investors of the 2022 Notes have agreed to exempt the breach of contract. According to the payment schedule and the entitled grace period of ten days in the Settlement Agreement, USD50,000,000 (together with the accrued interests) shall be paid before 10 May 2021, which was repaid in full on 24 May 2021 by the Respondents. On 26 May 2021, the Claimant provided a written confirmation that the delay in payment will not give rise to an event of default. According to the payment schedule and the entitled grace period of ten days in the Settlement Agreement, USD50,000,000 shall be paid before 10 June 2021 and USD40,000,000 (together with the accrued interests) shall be paid before 10 October 2021. As at 31 December 2024, the payable balance with interest accrued thereon to Aetos Parties amounted to RMB1,444,162,000.

5. Since 2020, the Group failed to pay principals, interests and consent fees of certain borrowings according to their scheduled payment dates. Although the Group managed to settle some of the Borrowings Overdue during the Year after the due dates, an aggregate principal amount of RMB5,034,868,000 still remained unsettled as at 31 December 2024.

The aforementioned events of default resulted in certain other borrowings of the Group (other than the Borrowings Overdue) amounting to RMB6,583,478,000 in total as at 31 December 2024 becoming immediately repayable if requested by the lenders. As at the date of this announcement, no relevant lenders have demanded immediate repayment of loans. Furthermore, the operations of our Group, including property pre-sales and collections, remained normal. The Company is in ongoing negotiations with relevant banks and financial institutions for future financing arrangements with the Company, while at the same time seeking alternative sources of financing.

Specific performance of the controlling shareholder

References are made to the announcement of the Company dated 5 March 2021, the interim reports of the Company for the six months ended 30 June 2021, 30 June 2022 and 30 June 2023 and the annual reports of the Company for the years ended 31 December 2021 and 31 December 2022. Pursuant to the Settlement Agreement as disclosed under the section headed "Litigation and Arbitration" in this announcement, China Minsheng Investment Corp., Ltd. or its subsidiaries are required to be the beneficial owner of 35% or more of the total outstanding shares of the Company (the "**Share(s)**") (the "**Change of Control**"), failing which the outstanding balance of the Total Payment Obligation, together with accrued interest and all other amounts accrued or outstanding will be due and payable on the thirtieth day following the Change of Control. For details, please refer to the announcement of the Company dated 5 March 2021.

Pledging of shares by the controlling shareholder

On 11 March 2021, Jiayou (International) Investment Limited ("**Jiayou**") executed a share charge of approximately 19.99% (the "**Company Share Charge**") in favour of the Aetos Parties, pursuant to which Jiayou agreed to charge 516,764,000 Shares held by it in favour of Aetos Parties as security for the obligation of the Respondents under the Settlement Agreement. For details, please refer to the announcements of the Company dated 5 March 2021 and 11 March 2021.

On 12 May 2022, the Company received a letter regarding the appointment of the joint and several receivers over 516,764,000 Shares (representing approximately 19.99% of the total issued shares of the Company), the "**Charged Shares**")) under the terms of the Company Share Charge on 11 March 2021, which stated that Jiayou shall no longer have any power or authority to deal with the Charged Shares nor exercise any rights attached to or in relation to the Charged Shares unless prior consent or authorization is given by the receivers. For details, please refer to the announcement of the Company dated 13 May 2022.

Details of the Disclaimer of Opinion and Management's view

In relation to the disclaimer of opinion (the "**Disclaimer of Opinion**") issued by the auditor of the Company, Prism Hong Kong (the "**Prism**") as detailed in Note 2.1(c) of the notes to the consolidated financial statements ("**Note 2.1(c)**"), the Directors are aware of that the Group might have financial uncertainties which may cast significant doubt on the Group's ability to continue as a going concern.

In view of such circumstances, the Board and the management of the Group (the "**Management**") have given careful consideration to the future liquidity and performance of the Group and its available sources of financing in assessing whether the Group will have sufficient financial sources to continue as a going concern. In order to mitigate the liquidity pressure and improve the financial position of the Group and to remediate the overdue repayments to the lenders, the Management has also formulated plans and measures to address the Disclaimer of Opinion (the "**Plans and Measures**"). The Management has considered the Group's cash flow projection (the "**Cash Flow Forecast**") which covered a period of not less than twelve months from 31 December 2024 and which has taken into account the Plans and Measures in assessing the sufficiency of the Group's working capital requirements. After making due and careful enquiries and having performed sufficient work to assess the Group's future liquidity and having considered the Plans and Measures, the Management considered that the Group will have sufficient financial sources to continue as a going concern (the "**Going Concern Assumption**"). However, as the Plans and Measures are still ongoing, the successful implementation of these are subject to multiple significant uncertainties, as described in Note 2.1(c), which are crucial to the Going Concern Assumption. In this respect, the Directors agreed with Prism to issue the Disclaimer of Opinion as disclosed in this announcement.

Plans and Measures to address the Disclaimer of Opinion

The Directors have formulated the Plans and Measures in order to mitigate the liquidity pressure and improve the financial position of the Group and to remediate the overdue repayments to the lenders, as detailed in the annual report of the Company for the year ended 31 December 2024. Set out below is the latest progress of the Plans and Measures during the Year:

1. ***The Aetos Parties Matter***

   As of the date of this announcement, the Aetos Parties have not presented a winding-up petition to the court. The Group will negotiate with Aetos Parties to reach an agreement of the final Settlement Agreement in due course to prompt Aetos Parties not to exercise their rights to present a winding-up petition to the court.

2. ***The Borrowings Overdue***

   The Group has been actively negotiating with all the lenders for renewal and extension for repayments of the Borrowings Overdue. While certain lenders of the overdue borrowings preliminarily intended to renew or extend the respective Borrowings Overdue, no formal agreement has been reached yet. The Company will continue to endeavor to achieve relevant renewal or extension, prompt such lenders not to exercise their rights to require the Group's immediate repayment of the borrowings, and reach final agreements with such lenders in due course.

3. ***Net current liabilities***

   With regard to the net current liabilities of the Group:

   (i) extension of short-term loans: the Group has also been conducting negotiations with relevant banks and financial institutions on renewal and extension for existing borrowings with scheduled repayment dates within one year. Given the Group's long-term relationship with the banks and financial institutions and the availability of the Group's properties as collateral for the borrowings, the Group will endeavor to renew or extend existing borrowings with scheduled repayment dates within one year as and when needed, and the Group will also actively negotiate with the banks and financial institutions to secure new financing sources;

   (ii) accelerating sales collection: the Group will continue to implement measures to accelerate the pre-sales and sales of its properties under development and completed properties, and to speed up the collection of sales proceeds;

   (iii) cost control and continued cooperation with business partners: the Group will strive to maintain a continuing and normal business relationship with major constructors and suppliers to agree the payment arrangements with them and to complete the construction progress as scheduled. The Group will also continue to take active measures to control administrative costs and capital expenditures; and

   (iv) disposal of assets: the Group will also explore opportunities to dispose of certain assets at reasonable prices to generate cash inflows and mitigate its liquidity pressure.

The Group has maintained active communication with other relevant lenders in respect of the Borrowings Overdue, the Aetos Parties Matter and other matters which triggered default or cross default terms of their respective borrowing agreements. As the Group's operation remains normal and the Group has been generating net cash inflow from its operation, it is confident to convince the relevant lenders not to exercise their rights to demand the Group's immediate repayment of the borrowings prior to their scheduled contractual repayment dates.

The Directors are taking appropriate measures to address the concern on the Group's liquidity and strive to successfully implement the Plans and Measures as soon as practicable. The Directors will continuously work with Prism to address the Disclaimer of Opinion as soon as practicable.

CHANGE OF AUDITOR

The Company was unable to reach a consensus with PricewaterhouseCoopers ("**PwC**"), the former auditor of the Company, on the auditor's remuneration for the financial year ended 31 December 2023, and on 31 August 2023, the Board has resolved not to re-appoint PwC as the auditor of the Company. The Company's extraordinary general meeting held on 25 March 2024 approved and confirmed the appointment of RSM Hong Kong ("**RSM**") as the auditor of the Company.

Subsequently, the Company worked closely with RSM to conduct the audit for the annual results of the Group for the year ended 31 December 2023 (the "**2023 Audit**"). On 26 November 2024, RSM considered that it was unable to complete the 2023 Audit in accordance with the agreed timetable. The Company was of the view that it would be in the best interests of the Company and the Shareholders of the Company to complete the 2023 Audit as soon as practicable. As such, the Company communicated and reached a mutual understanding with RSM that RSM would resign as auditor of the Company with effect from 24 December 2024.

With the recommendation from the audit committee (the "**Audit Committee**"), the Board has resolved to appoint Prism as the new auditor of the Company with effect from 24 December 2024 to fill the casual vacancy following the resignation of RSM and to hold office until the conclusion of the next annual general meeting of the Company. Relevant details are set out in the announcement dated 24 December 2024 of the Company.

For details, please refer to the announcements of the Company dated 23 February 2024, 25 March 2024, 31 May 2024, 1 July 2024, 2 August 2024, 30 August 2024, 30 September 2024, 31 October 2024, 6 November 2024 and 24 December 2024, the circular of the Company dated 7 March 2024, and the interim report of the Company for the six months ended 30 June 2023.

SUBSEQUENT EVENTS

Criminal order

Dalian Services Outsourcing Base Development Company Limited (大連服務外包基地發展有限公司) ("**Outsourcing Company**") (a wholly-owned subsidiary of the Company) received a criminal order (the "**Order**") issued by the Intermediate People's Court of Dalian Municipal Liaoning Province (遼寧省大連市中級人民法院) (the "**Dalian Court**") with effect from 17 January 2025 against, inter alia, two former employees of Outsourcing Company for bribery. As the bribes were provided for and on behalf of the Outsourcing Company, Outsourcing Company was also convicted of bribery. The Company and the Board noted from the Order that Mr. Wen Hongyu (a former Director who had resigned on 31 December 2016) and a former employee of Outsourcing Company (who was neither a director nor senior management of the Company) provided bribes, individually or jointly, for and on behalf of Outsourcing Company to various third parties and state functionary since 2008 in order to assist Outsourcing Company to obtain commercial benefits in certain commercial projects. Meanwhile, the former employee also accepted bribes as a non-state functionary.

For details, please refer to the announcement of the Company dated 27 January 2025.

ANNUAL RESULTS

The annual results of the Group for the Year have been reviewed and approved by the Audit Committee. In particular, the Audit Committee has critically reviewed the Disclaimer of Opinion, the Cash Flow Forecast and the Plans and Measures. The Audit Committee also had discussions with the Auditor regarding the Disclaimer of Opinion, by which it considered and agreed the basis for arriving at the Disclaimer of Opinion. The Audit Committee concurs with the Management's view regarding the Disclaimer of Opinion, the Going Concern Assumption, and the Plans and Measures. The Audit Committee also considers that the Management should implement the Plans and Measures with the intention of mitigating the Group's liquidity pressure and removing the Disclaimer of Opinion, and report to the Audit Committee any material issues affecting the Group's going concern on a timely basis.

SCOPE OF WORK OF PRISM

The figures in respect of the Group's consolidated statement of financial position, consolidated statement of profit or loss, consolidated statement of comprehensive income and the related notes thereto for the year ended 31 December 2024 as set out in this announcement have been confirmed by the Company's auditor, Prism, to the amounts set out in the Group's audited consolidated financial statements for the year ended 31 December 2024. The work performed by them in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the HKICPA and consequently no assurance has been expressed by them on this announcement.

PUBLICATION OF ANNUAL RESULTS AND ANNUAL REPORT ON WEBSITES OF THE STOCK EXCHANGE AND THE COMPANY

The annual results announcement has been published on the website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.yidachina.com.

The annual report of the Company for the Year, together with the circular, the notice convening the annual general meeting of the Company and the proxy form, will be dispatched to the shareholders of the Company and available on the above websites in due course.

By order of the Board
Yida China Holdings Limited
Jiang Xiuwen
Chairman and Chief Executive Officer

Hong Kong, 3 April 2025

As at the date of this announcement, the executive Directors are Mr. Jiang Xiuwen and Mr. Yuan Wensheng, the non-executive Directors are Mr. Lu Jianhua, Mr. Wang Gang and Ms. Jiang Qian, the independent non-executive Directors are Mr. Guo Shaomu, Mr. Chen Yi Chuan and Mr. Tong Wing Chi.