RICHLY FIELD

RICHLY FIELD CHINA DEVELOPMENT LIMITED
裕田中國發展有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 313)

ANNUAL RESULTS FOR THE YEAR ENDED 31 MARCH 2025

The board (the "**Board**") of directors (the "**Directors**") of Richly Field China Development Limited (the "**Company**") hereby announce the audited consolidated annual results of the Company and its subsidiaries (collectively, the "**Group**") for the year ended 31 March 2025 (the "**Year**" or "**Reporting Period**") together with the comparative figures for the year ended 31 March 2024 (the "**Corresponding Year**") and selected explanatory notes as follows:

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 March 2025

		2025	2024
	NOTES	***HK$'000***	*HK$'000*
Revenue	*5*	**123,180**	31,921
Cost of sales		**(90,253)**	(22,521)

	NOTES	2025 HK$'000	2024 HK$'000
Gross profit		**32,927**	9,400
Other income, gains and losses	*6*	**318**	(39,575)
Loss on revaluation of investment properties		**(35,020)**	(62,958)
Impairment loss under expected credit loss model on trade receivables, net		**(414)**	(1,819)
Impairment loss under expected credit loss model on other receivables, net		**(111,770)**	(36,154)
Impairment loss on prepaid construction costs		**(50,678)**	–
Selling expenses		**(8,730)**	(6,421)
Administrative expenses		**(41,934)**	(46,647)
Finance costs	*7*	**(37,668)**	(40,218)
Share of results from associates		**–**	(558)
Loss before tax	*8*	**(252,969)**	(224,950)
Income tax credit	*9*	**2,046**	2,688
Loss for the year		**(250,923)**	(222,262)
Other comprehensive income (expense)			
Items that may be reclassified to profit or loss:			
Exchange differences on translation of foreign operations		**6,619**	(6,095)
Fair value loss on financial assets designated at fair value through other comprehensive income ("**FVTOCI**")		**(114)**	(1,924)

	NOTES	2025 HK$'000	2024 HK$'000
Other comprehensive income (expense) for the year, net of tax		**6,505**	(8,019)
Total comprehensive expense for the year		**(244,418)**	(230,281)
Loss for the year attributable to:			
– Owners of the Company		**(249,747)**	(222,262)
– Non-controlling interests		**(1,176)**	–
		(250,923)	(222,262)
Total comprehensive expense attributable to:			
– Owners of the Company		**(243,252)**	(230,281)
– Non-controlling interests		**(1,166)**	–
		(244,418)	(230,281)
			(restated)
Loss per share	*10*		
Basic		**(21.40)** **HK cents**	(19.05) HK cents
Diluted		**(21.40)** **HK cents**	(19.05) HK cents

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 March 2025

	NOTES	2025 HK$'000	2024 HK$'000
Non-current assets			
Property, plant and equipment		**684**	737
Investment properties		**469,568**	513,305
Right-of-use assets		**343,624**	364,130
Interests in associates		**–**	–
Financial asset designated at FVTOCI		**685**	800
Prepayments, deposits and other receivables	*13*	**–**	76,124
Deferred tax assets		**39**	10
Goodwill		**108,425**	105,458
		923,025	1,060,564
Current assets			
Properties under development		**651,530**	714,506
Completed properties held for sales		**73,184**	1,613
Trade receivables	*12*	**1,720**	1,255
Prepayments, deposits and other receivables	*13*	**111,727**	176,545
Restricted bank deposits		**6,199**	12,470
Cash and cash equivalents		**11,758**	17,685
		856,118	924,074
Current liabilities			
Trade payables	*14*	**448,405**	383,733
Other payables and accruals		**124,122**	96,919
Contract liabilities		**43,468**	91,240
Amounts due to related parties		**558,339**	546,843
Amount due to a shareholder		**23,383**	26,468
Other borrowings		**35,573**	35,990
Lease liabilities		**1,159**	1,320
Tax payable		**95,539**	96,693
		1,329,988	1,279,206

	NOTES	2025 HK$'000	2024 HK$'000
Net current liabilities		**(473,870)**	(355,132)
Total assets less current liabilities		**449,155**	705,432
Non-current liabilities			
Deferred income		**403,854**	411,085
Lease liabilities		**8,880**	10,069
Deferred tax liabilities		**35,447**	38,886
		448,181	460,040
Net assets		**974**	245,392
Equity			
Issued capital	*15*	**1,166,834**	1,166,834
Reserves		**(1,164,694)**	(921,442)
Equity attributable to owners of the Company		**2,140**	245,392
Non-controlling interests		**(1,166)**	–
Total equity		**974**	245,392

NOTES:

1. GENERAL INFORMATION

Richly Field China Development Limited (the "**Company**") was incorporated in the Cayman Islands with limited liability and continued as an exempted company under the laws of Bermuda after the change of domicile from the Cayman Islands to Bermuda effective on 11 February 2004 and its shares are listed on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"). The addresses of the registered office and principal place of business of the Company are Victoria Place, 5th Floor, 31 Victoria Street, Hamilton HM10, Bermuda and Unit 1504, 15/F, Tower 2, Metroplaza, No. 223 Hing Fong Road, Kwai Chung, New Territories, Hong Kong respectively.

The Company's principal activity is investment holding. The principal activities of the subsidiaries are property development, property investment and provision of property management services.

2. APPLICATION OF NEW AND AMENDMENTS TO HKFRS ACCOUNTING STANDARDS

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

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

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

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

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

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

Amendments to HKFRS 9 and HKFRS 7	Amendments to the Classification and Measurement of Financial Instruments[2]
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture[4]
Amendments to HKFRS 9 and HKFRS 7	Contracts Referencing Nature – Dependent Electricity[2]
Amendments to HKFRS Accounting Standards	Annual Improvements to HKFRS Accounting Standards – Volume 11[2]
Amendments to HKAS 21	Lack of Exchangeability[1]
HKFRS 18	Presentation and Disclosure in Financial Statements[3]

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

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

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

[4] *Effective for annual periods beginning on or after a date to be determined.*

Except for the new and amendments to HKFRS Accounting Standards mentioned below, the directors of the Company anticipate that the application of all other new and amendments to HKFRS Accounting Standards will have no material impact on the consolidated financial statements in the foreseeable future.

HKFRS 18 *Presentation and Disclosure in Financial Statements*

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

HKFRS 18 and amendments to other standards will be effective for annual periods beginning on or after 1 January 2027, with early application permitted. The application of the new standard is expected to affect the presentation of the statement of profit or loss and disclosures in the future financial statements. The Group is in the process of assessing the impact of HKFRS 18 on the Group's consolidated financial statements.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS

Statement of compliance

These consolidated financial statements have been prepared in accordance with all applicable HKFRS Accounting Standards issued by the HKICPA, accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. These consolidated financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. For the purpose of preparation of the consolidated financial statements, information is considered material if such information is reasonably expected to influence decisions made by primary users.

Going concern assumption

During the year ended 31 March 2025, the Group had a net loss of approximately HK$250,923,000 and as of that date, the Group had net current liabilities of approximately HK$473,870,000 and total borrowings, including other borrowings, amount due to a shareholder and amounts due to related parties, in aggregate of approximately HK$617,295,000 that will be due in the coming twelve months from the end of the Reporting Period. As at the same date, the Group's cash and cash equivalents amounted to approximately HK$11,758,000 and restricted bank deposits amounted to approximately HK$6,199,000. In addition, the Group has been involved in various litigation cases for outstanding construction payables for which the Group has made provision. The above conditions indicate the existence of material uncertainties which may cast significant doubt about the Group's ability to continue as a going concern.

In view of the above, the Directors had carefully considered the liquidity of the Group, taking into consideration of the following facts and assumptions:

(i) Resumption and/or acceleration of property development projects

The development progress of certain of the Group's property development projects had been significantly delayed or suspended due to the market conditions and liquidity issues faced by the Group. Currently, the Group is actively exploring cooperation opportunities with potential investors, among whom one has carried out a site inspection of the Qinhuangdao Project. As at the date of this announcement, no legally binding agreements had been entered into with any of the potential investors. The management of the Group is actively looking for other financing options which could enable the Group to continue the property development as scheduled and to accelerate the pre-sales of properties under the property development projects.

(ii) Expansion of property management business

The Group completed the acquisitions of property management companies during the year ended 31 March 2024. During the year ended 31 March 2025, the Group has recorded management fee income amounted to approximately HK$27,123,000 as compared to approximately HK$20,471,000 for the corresponding year, representing an increase of 32.5%. Property management business is one of the key businesses of the Group. The Group will continue to seek for opportunities to further expand the property management business.

(iii) Continuous financial support from related parties

As at 31 March 2025, the Group had a revolving loan facility of HK$2,000,000,000 with interest rate at 5% per annum, which was granted by a company controlled by a controlling shareholder that will expire in December 2025. The facility amount remained unutilised as at 31 March 2025. In June 2025, the Group entered into a new loan agreement regarding a revolving loan facility agreement with a related party, Jinsheng International Group (BVI) Limited (金盛國際集團(英屬維爾京群島)有限公司) in relation to an unsecured loan facility in the total principal amount of HK$2,000,000,000 at an interest rate of 5% per annum, the revolving loan facility starts in January 2026 and is due to repay in December 2027. The directors of the Company considered that the credit facilities can be utilised in the manner to settle the liabilities of the Group when and as they fall due.

The Group will continue to identify and negotiate with various financial institutions and identifying various options for financing the Group's working capital and commitments in the foreseeable future, such as new investors and business partners.

(iv) Exploring other investment opportunities

In addition to the continuous development of the existing businesses, the Group had been actively exploring other investment opportunities to expand its businesses, including but not limited to potential opportunities in the PRC as well as in Southeast Asia with businesses relating to property development and/or upstream or downstream businesses. During the year ended 31 March 2025, the Group had explored more than five potential targets, including businesses in the PRC and Southeast Asia. As at the date of this announcement, the Group is still exploring its investment opportunities and no legally binding agreements had been entered into with the aforesaid potential targets.

(v) Cost control

The Group will continue to take appropriate measures to control administrative costs.

The directors of the Company believe that, after taking into account the above plans and measures, the Group will have sufficient working capital to satisfy its present requirements for the year ending 31 March 2026.

Not with standing the above, given the volatility of the property sector in the PRC and the uncertainties to obtain continuous support from the related parties and the Group's contractors/creditors, the directors of the Company consider that material uncertainties exist as to whether the Group will be able to achieve its plans and measures as described above.

Should the Group fail to achieve the above mentioned plans and measures, the Group may be unable to operate as a going concern, in which case adjustments might have to be made to the carrying values of the Group's assets to state them at their realisable values, to provide for any further liabilities which might arise and to reclassify its non-current assets and non-current liabilities to current assets and current liabilities, respectively.

4. SEGMENT INFORMATION

The Group has two major property development and investment projects, namely the project in Qinhuangdao City of Hebei Province (the "**Qinhuangdao Project**") and Yinchuan City of Ningxia Province (the "**Yinchuan Project**") in the PRC. The Group also operates the property management business in Yinchuan city, Wuhan city and Hohhot city in the PRC. The chief executive officer (the chief operating decision maker) makes decisions about resources allocation and assesses performance of the Group based on the operating results and financial position of the Group as a whole, as the Group's resources are integrated and no other discrete operating segment information is provided to the chief operation decision maker. As much, no segment information is presented.

Accordingly, the chief executive officer is of the opinion that the property development projects, property investment and provision of property management services in the PRC is a single reportable operating segment of the Group.

The Group's revenue from external customers is derived solely from its operations in the PRC, and all non-current assets (other than financial assets and deferred tax assets) of the Group are substantially located in the PRC.

During the year ended 31 March 2025, the Group had no transactions with external customer which individually contributed over 10% to the Group's total revenue (2024: nil).

5. REVENUE

Disaggregation of revenue from contracts with customers

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

	2025	2024
	HK$'000	*HK$'000*
Sales of properties	**86,970**	3,332
Management fee income	**27,123**	20,471
Car parking fee income	**2,122**	1,441
Total revenue from contracts with customers	**116,215**	25,244
Rental income for investment properties under operating lease – Lease payments that are fixed or depend on an index or a rate	**6,965**	6,677
	123,180	31,921
Timing of revenue recognition		
At a point in time	**89,092**	4,773
Over time	**27,123**	20,471
Total revenue from contracts with customers	**116,215**	25,244

6. OTHER INCOME, GAINS AND LOSSES

	2025	2024
	HK$'000	*HK$'000*
Interest income on bank deposits	**43**	87
Net exchange gain	**68**	1
Remeasurement loss on discounted present value of amounts due from Former Subsidiaries (defined as Note)	**–**	(39,787)
Others	**207**	124
	318	(39,575)

Note: The amount represented loss recognised from remeasurement on discounted present value of amounts due from the Group's former indirect wholly-owned subsidiaries, including 湖南裕田奧特萊斯置業有限公司 (Hunan Richly Field Outlets Real Estate Limited*), 長沙裕田奧特萊斯企業管理有限公司 (Changsha Yutian Outlets Business Administration Co Ltd*) and 長沙裕田奧萊物業管理有限公司 (Changsha Yutian Outlets Property Management Co Ltd*) (collectively known as "**Former Subsidiaries**") during the year ended 31 March 2024 as the directors of the Company considered that the settlement of the amounts due from Former Subsidiaries are expected to be delayed up to 31 December 2027.

* *For identification purpose only*

7. FINANCE COSTS

An analysis of the Group's finance costs is as follows:

	2025	2024
	HK$'000	*HK$'000*
Interest on other borrowings	**8,231**	18,147
Interest on construction payables	**8,293**	1,998
Interest on amounts due to related parties	**20,765**	19,915
Interest on lease liabilities	**379**	158
	37,668	40,218

No borrowing costs were capitalised during both years.

8. LOSS BEFORE TAX

The Group's loss before tax is arrived at after charging:

		2025	2024
		HK$'000	*HK$'000*
(a)	Staff costs (including directors' emoluments):		
	Salaries, wages and other benefits	**17,684**	19,335
	Contributions to defined contribution retirement plans	**2,964**	2,818
		20,648	22,153
(b)	Other items:		
	Cost of properties recognised as expenses#	**72,498**	3,016
	Depreciation of property, plant and equipment	**234**	454
	Depreciation of right-of-use assets	**14,453**	14,426
	Auditors' remuneration	**960**	960
	Direct operating expenses incurred for investment properties that generated rental income during the year#	**4,413**	5,218

This amount is included in "cost of sales" in the consolidated statement of profit or loss and other comprehensive income.

9. INCOME TAX CREDIT

Pursuant to the rules and regulations of Bermuda, the Group is not subject to any income tax in Bermuda.

Under the Law of the People's Republic of China on EIT (the "**EIT Law**") and Implementation Regulation of the EIT Law, the tax rate of the subsidiaries registered in the PRC is 25% (2024: 25%).

No provision for Hong Kong profits tax has been made for the year ended 31 March 2025 as the Group did not generate any assessable profits arising in Hong Kong during the year (2024: Nil).

10. LOSS PER SHARE

(a) Basic loss per share

The calculation of basic loss per share is based on the following data

	2025	2024
	HK$'000	*HK$'000*
Loss attributable to owners of the Company	**(249,747)**	(222,262)

	2025	2024
		(restated)
Number of ordinary shares (basic)	**1,166,834,362**	1,166,834,362

The number of ordinary shares in issue for the year ended 31 March 2024 has been adjusted retrospectively to reflect the share consolidation completed on 17 January 2025.

(b) Diluted loss per share

No diluted loss per share were presented as there were no potential ordinary shares in issue for both years.

11. DIVIDENDS

No dividend was paid or proposed for the ordinary shareholders of the company during the year ended 31 March 2025, nor has any dividend been declared since the end of the reporting period (2024: nil).

12. TRADE RECEIVABLES

	2025	2024
	HK$'000	*HK$'000*
Lease receivables	**2,507**	2,042
Trade receivables	**1,446**	1,032
Less: Impairment allowance for ECL	**(2,233)**	(1,819)
	1,720	1,255

The Group does not hold any collateral over its trade receivables.

An aged analysis of the trade receivables, net of impairment allowance for ECL, as at the end of the reporting period, based on the invoice date, is as follows:

	2025	2024
	HK$'000	*HK$'000*
Within one year	**1,720**	1,255

13. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

	2025	2024
	HK$'000	*HK$'000*
Other receivables	**33,521**	14,269
Other tax recoverable	**90**	5,651
Other prepayments	**4,477**	4,515
Prepaid construction costs	**32,368**	87,435
Deposits	**265**	268
Amounts due from Former Subsidiaries	**139,931**	120,442
Amounts due from related parties	**49,909**	57,003
	260,561	289,583
Less: impairment allowance for ECL	**(148,834)**	(36,914)
	111,727	252,669
Classified as:		
Non-current assets	**–**	76,124
Current assets	**111,727**	176,545
	111,727	252,669

14. TRADE PAYABLES

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

	2025	2024
	HK$'000	*HK$'000*
Within one year	**99,019**	1,346
Over one year	**349,386**	382,387
	448,405	383,733

The trade payables are non-interest-bearing and repayable within the normal operating cycle.

15. SHARE CAPITAL

	No. of shares	Amount
		HK$'000
Authorised:		
At 1 April 2023 and 31 March 2024		
Ordinary shares of HK$0.05 each	40,000,000,000	2,000,000
Share consolidation *(note)*	(38,000,000,000)	–
At 31 March 2025		
Ordinary shares of HK$1.00 each	2,000,000,000	2,000,000

	No. of shares	Amount
		HK$'000
Issued and fully paid:		
At 1 April 2023 and 31 March 2024	23,336,687,255	1,166,834
Share consolidation *(note)*	(22,169,852,893)	–
At 31 March 2025	1,166,834,362	1,166,834

Note: Pursuant to a special resolution passed on 15 January 2025, a share consolidation was approved with effect from 17 January 2025 in which every 20 of the then existing issued and unissued ordinary shares of HK$0.05 each in the share capital of the Company were consolidated into 1 consolidated share having a par value of HK$1.00 per share (the "**Share Consolidation**"). Immediately after the Share Consolidation, the authorised share capital of the Company comprised 2,000,000,000 consolidated shares of HK$1.00 each of which 1,166,834,362 consolidated shares of HK$1.00 each were in issue.

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 were engaged to audit the consolidated financial statements of Richly Field China Development Limited (the "**Company**") and its subsidiaries (hereinafter collectively referred to as the "**Group**"), which comprise the consolidated statement of financial position as at 31 March 2025, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information and other explanatory information.

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

Basis for Disclaimer of Opinion

Scope limitation relating to going concern basis in preparation of the consolidated financial statements

During the year ended 31 March 2025, the Group had a net loss of approximately HK$250,923,000 and as of that date, the Group had net current liabilities of approximately HK$473,870,000 and total borrowings, including other borrowings, amount due to a shareholder and amounts due to related parties, in aggregate of approximately HK$617,295,000 that will be due in the coming twelve months from the end of the reporting period. As at the same date, the Group's cash and cash equivalents amounted to approximately HK$11,758,000 and restricted bank deposits amounted to approximately HK$6,199,000. In addition, the Group has been involved in various litigation cases for outstanding construction payables for which the Group has made provision. The above conditions indicate the existence of significant uncertainties which may cast significant doubt about the Group's ability to continue as a going concern.

The directors of the Company have been undertaking various plans and measures to improve the Group's liquidity pressure and the financial position of the Group which are set out in note to the consolidated financial statements.

The consolidated financial statements had been prepared by the directors of the Company on a going concern basis, the validity of which depends on the outcome of those plans and measures, which are subject to significant uncertainties, including (i) the successful resumption and/or acceleration of property development projects; and (ii) continuous financial support from related parties.

However, we have not been able to obtain sufficient appropriate audit evidence to satisfy ourselves that the events or conditions underpinning the cash flow forecast of the Group for going concern assessment are reasonable and supportable because of (i) the lack of sufficient supporting basis to obtain additional financing to continue the property development projects as scheduled; (ii) the lack of sufficient supporting basis to support that the related companies be able to provide additional funding to the Group in the timing and manner that can match the settlement of the Group's liabilities and/or future commitments; (iii) the lack of detailed analysis in relation to the uncertainty of outcome of those plans and measures and how variability in outcomes would affect the future cash flows of the Group; and (iv) the lack of sufficient supporting basis in relation to the outcome of pending litigations regarding outstanding construction payables. Hence, we were unable to satisfy ourselves about the appropriateness of the adoption of the going concern basis of accounting in the preparation of the consolidated financial statements by the directors of the Company.

Should the Group fail to achieve its plans and measures, it might not be able to continue as a going concern, and 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.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

The Group is principally engaged in outlets commercial operation and development and operation of featured commercial properties (such as tourism property, senior care property and wine chateaus), development of high-end residential properties as well as property management.

Key projects of the Group include JeShing European City Project which is a comprehensive project comprising "建材樓" (commercial), "家居樓" (commercial) and "太平商場" (commercial) and Jin Sheng Yue Jing (residential) developed in Yinchuan, Ningxia Hui Autonomous Region, the People's Republic of China (the "**PRC**"), together with the Qinhuangdao Venice – City of Water Outlets Project which is a comprehensive project developed in Beidaihe New District, Qinhuangdao, Hebei, the PRC. The Group also operates property management business in Yinchuan city, Wuhan city and Hohhot city in the PRC.

FINANCIAL REVIEW

During the Year, the Group recorded a total revenue of approximately HK$123,180,000 as compared to approximately HK$31,921,000 for the Corresponding Year, representing an increase of 285.9%. The increase in revenue was mainly attributable to the increase of sales of properties. Revenue from sales of properties was approximately HK$86,970,000 for the Year as compared to approximately HK$3,332,000 for the Corresponding Year, representing an increase of 2,510.1%. Management fee income was approximately HK$27,123,000 for the Year as compared to approximately HK$20,471,000 for the Corresponding Year, representing an increase of 32.5% due to the completion of acquisition of three property management companies. Rental income was approximately HK$6,965,000 for the Year as compared to approximately HK$6,677,000 for the Corresponding Year, representing an increase of 4.3%.

The Group recorded a loss on revaluation of investment properties of approximately HK$35,020,000 for the Year as compared to approximately HK$62,958,000 for the Corresponding Year, representing a decrease of 44.4%.

Finance costs was approximately HK$37,668,000 for the Year as compared to approximately HK$40,218,000 for the Corresponding Year, representing a decrease of 6.3%. Impairment loss under expected credit loss model on other receivables was approximately HK$111,770,000 for the Year, the amount mainly represented impairment loss on amounts due from Former Subsidiaries. Please refer to note 6 of this announcement and the announcement of the Company dated 14 April 2022 for details. During the Reporting Period, Former Subsidiaries failed to repay in accordance with the repayment schedule and the Group has initiated legal proceedings against the Former Subsidiaries. Therefore, the Group has made full impairment provision on receivables from Former Subsidiaries based on expected credit loss model. In addition, impairment loss on prepaid construction costs of approximately HK$50,678,000 recognised during the year ended 31 March 2025 was related to the Qinhuangdao Project based on external source of information that the constructor was deregistered. The loss attributable to equity holders for the Year amounted to approximately HK$249,747,000 as compared to approximately HK$222,262,000 for the Corresponding Year, representing an increase of approximately 12.9%. The loss per share for the Year was HK$21.40 cents as compared to HK$19.05 cents (restated) for the Corresponding Year.

As for financing aspect, regarding the loan agreements with related parties, JeShing Real Estate Group Company Limited*（金盛置業投資集團有限公司）(“**JeShing Real Estate**”), Nanjing No. 1 Architecture and Engineering Group Company Limited*（南京第一建築工程集團有限公司）and Jiangsu Decorative Material Co. Ltd*（江蘇裝飾材料有限公司）, the total outstanding principal amount was RMB301,800,000 (equivalent to approximately HK$327,030,000) (collectively the “**Related Party Loan**”) as at 31 March 2025. Related Party Loan was due in March 2023 with an interest rate range of 5.7%-6.19% per annum and was secured by the pledge of certain of the Group’s assets.

Related Party Loan was a loan borrowed by the related parties from Huaxia Bank (the "**Huaxia Bank Loan**") and lent directly to the Qinhuangdao Outlets Real Estate Company Limited* (秦皇島奧特萊斯置業有限公司), an indirect wholly-owned subsidiary of the Company on the same terms. No further extension agreement had been entered into between Huaxia Bank and the related parties in March 2023. Therefore, the Huaxia Bank Loan was in default from March 2023. Huaxia Bank has the discretionary right to demand related parties of the Company on full payment of the whole principal amount and any unpaid interest. To the best knowledge of the Directors, management of the related parties have commenced negotiations of the repayment terms of the Huaxia Bank Loan with Huaxia Bank since then. Up to the date of this announcement, those negotiations are still in progress and have not been concluded. As the land of the Qinhuangdao Project (as defined below) has been pledged against the Huaxia Bank Loan, Huaxia Bank has the discretionary right to confiscate the land of the Qinhuangdao Project and dispose it for Huaxia Bank Loan repayment if related parties of the Company fail to repay the Huaxia Bank Loan when Huaxia Bank demands immediate full repayment.

In December 2021, the Group entered into a loan agreement regarding a revolving loan facility agreement with a related party, JeShing Real Estate in relation to an unsecured loan facility in the total principal amount of RMB2,000,000,000 (equivalent to approximately HK$2,167,200,000) at an interest rate of 5% per annum and is due to repay in December 2023. As at 31 March 2025, outstanding amount of approximately RMB9,060,000 (equivalent to approximately HK$9,817,000) was fall due. In May 2023, the Group entered into a new loan agreement regarding a revolving loan facility agreement with a related party, Jinsheng International Group (BVI) Limited(金盛國際集團(英屬維爾京群島)有限公司)in relation to an unsecured loan facility in the total principal amount of HK$2,000,000,000 at an interest rate of 5% per annum, the revolving loan facility starts in January 2024 and is due to repay in December 2025. In June 2025, the Group entered into a new loan agreement regarding a revolving loan facility agreement with a related party, Jinsheng International Group (BVI) Limited (金盛國際集團(英屬維爾京群島)有限公司)in relation to an unsecured loan facility in the total principal amount of HK$2,000,000,000 at an interest rate of 5% per annum, the revolving loan facility starts in January 2026 and is due to repay in December 2027.

Property Management Business

The Group operates property management business in Ningxia City, Wuhan City and Hohhot City. The total property management areas of Ningxia City, Wuhan City and Hohhot City were approximately 551,800 sq.m., 80,210 sq.m. and 30,633 sq.m., respectively as of 31 March 2025.

Projects Overview

Qinhuangdao Venice – City of Water Outlets Project

Qinhuangdao Outlets Real Estate Company Limited* (秦皇島奧特萊斯置業有限公司) is a wholly-owned subsidiary of the Company. The project developed by the company in the core area of International Healthy City, Beidaihe New District, Qinhuangdao City, is positioned as a large coastal shopping, tourism and healthcare resort complex with outlets business as the major operation, integrated with high-end hot spring resort hotels, high-end hospitals, health preservation and elderly care, cultural and entertainment activities, and recreational resorts ("**Qinhuangdao Venice – City of Water Outlets Project**").

Qinhuangdao Venice – City of Water Outlets Project covers an area of approximately 1,077 mu, planned to be developed in three phases. Phase 1 of the project covers a total area of approximately 163,227 sq.m, which is planned to be developed, by function, into outlets business (including Latitude Space), a health preservation hotel, resort units and an exhibition centre, along with supporting parking lots and greenery landscape. The Group has successively obtained the construction work planning and commencement permits for Sections A, B, and C of Phase 1 and the exhibition centre, the construction work planning permit for Section D of Phase 1 as well as the pre-sale permits for the first 59 resort units.

During the Reporting Period, led by local government agencies, Qinhuangdao Company actively approached all partners, and plans to build the commercial portion of Phase 1 with concerted efforts, so as to align with local industrial positioning, i.e. to build Qinhuangdao Project into a first-class comprehensive demonstration city for health care and vacation. If progressing well, the parties will cooperate based on the principle of "complementary advantages, mutual support, long-term cooperation and common development", through the combination of government promotion in accordance with law and market operation, in relation to the establishment and improvement of a comprehensive, wide-ranging and deep-level strategic cooperation mechanism, exploration of diversified cooperation modes, and effective promotion of the implementation of cooperation projects.

Yinchuan Project

The Company held the property named JeShing European City (金盛歐洲城) through Ningxia Jinguan Property Investment Co. Ltd.* (寧夏金冠投資置業有限公司) ("**Ningxia Jinguan**"), a wholly-owned subsidiary of the Company. JeShing European City comprises five parcels of land with a total site area of approximately 133,300 sq.m. and a residential and commercial complex constructed thereon ("**Yinchuan Project**").

Yinchuan residential project – Jin Sheng Yue Jing (金盛閱景)

Featured with the supporting commercial facilities, Jin Sheng Yue Jing is a large-scale residential community developed passionately by the Company, which creates a comfortable and convenient living environment on the back of the surrounding resources such as banks, medical institutes, educational institutions, department stores and supermarkets, entertainment facilities and restaurants as well as its own lifestyle amenities and building materials stores. With a site area of approximately 120 mu, the Jin Sheng Yue Jing project comprises 20 mid- to high-rise buildings to be developed in 3 phases. The project has adopted the frame shear wall structure across the board, the beige granite paint for exterior decoration, and the internationally popular Artdeco neoclassic architectural style for the overall appearance, presenting a sense of fashion, solemnity and elegance.

During the Reporting Period, the construction of the residential area of Phase 2 of Jin Sheng Yue Jing has been completed and delivery has been commenced.

Yinchuan Commercial Properties

The Yinchuan Commercial Properties consist of three commercial buildings (namely "建材樓", "家居樓" and "太平商場") and two corridors, collectively known as Jeshing International Home Furnishing Mall • Desheng Square (金盛國際家居•德勝廣場) ("**Yinchuan Commercial Properties Project**") with a total gross floor area of over 90,000 sq.m. It is an integrated commercial complex featuring building materials and furniture stores, department stores, restaurants and supermarkets, with malls offering high-end building materials and upscale household products. The elegant and comfortable commercial environment, easy accessibility by convenient public transportation, bespoke commercial layout plan and premium quality management have made it a new premier commercial landmark in Yinchuan.

As of 31 March 2025, Yinchuan Commercial Properties Project achieved an occupancy rate of approximately 90% and became one of the largest curtain wholesale base in the northwest region. Gathering merchants of major brands in the northwest, the mall hit a record high in the amount of orders. As shown from the overall data, the three buildings of the entire Yinchuan Commercial Properties Project have gradually unveiled its unique distinction to be the northern commercial hub of the city.

Property Management Business

Yinchuan Project

The Group conducts the property management business through Ningxia Jinguan and Ningxia Guanling. The two companies manages both commercial property and residential area. The total property management area of the two companies was approximately 551,800 sq.m. as of 31 March 2025. Both companies are actively expanding the property management business in Yinchuan city.

Hohhot Project

Hohhot Pengshengie currently manages part of a commercial property. The commercial property, with gross floor area of 83,192 sq.m, is an integrated commercial complex featuring building materials and furniture stores. The total property management area of Hohhot Pengshengie was approximately 30,633 sq.m. as of 31 March 2025.

Wuhan Project

Wuhan Yuejing currently manages a commercial property and residential area. The total property management area of Wuhan Yuejing was approximately 80,210 sq.m. as of 31 March 2025. Wuhan Yuejing is actively expanding the property management business in Wuhan city.

Associated Companies

During the Reporting Period, the projects managed by the associated companies of the Company also achieved certain progress.

Huailai Project

The master plan, demonstration area design plan, chateau design plan and environmental impact assessment of the characteristic villa residential and winery project in Huailai of Hebei Province have been completed. The project is developed by Huailai Dayi Winery Company Limited* (懷來大一葡萄酒莊園有限公司), a 50%-owned associated company of the Company. In the demonstration area, access to roads, electricity and water supply has been in place and certain works regarding landscaping, planting and slope wall reconditioning have been completed.

Changchun Project

Globe Outlet Town (Jilin) Limited* (吉林奧特萊斯世界名牌折扣城有限公司) ("**Jilin Company**"), a 42%-owned associated company of the Company, obtained land use rights for a piece of land with an area of 443 mu for commercial and residential purposes in Shuangyang District, Changchun City, Jilin Province in April 2016. In order to seek differentiated development, Jilin Company plans to develop its project in Shuangyang District, Changchun into an integrated project combining a theme park and a cultural tourism town under the theme of cultural tourism and the objective of building a liveable place with elderly care.

Significant Investments

The Group did not have any significant investments during the Year.

Liquidity and Financial Resources

The Group mainly finances its business operations with its internal resources and loan facilities from banks, financial institutions, related parties and a shareholder. As at 31 March 2025, the Group had cash and cash equivalents amounted to approximately HK$11,758,000 (2024: HK$17,685,000) and restricted bank deposits amounted to approximately HK$6,199,000 (2024: HK$12,470,000). The Group's current ratio (measured as total current assets to total current liabilities) was 0.64 times (2024: 0.72 times). The other borrowings of the Group amounted to approximately HK$35,573,000 (31 March 2024: HK$35,990,000) as at 31 March 2025.

Pledge of Assets

As at 31 March 2025, property interest held by the Group with net carrying amount in aggregate of approximately HK$874,283,000 (31 March 2024: HK$918,242,000) were pledged to banks and financial institutions.

Foreign Exchange Exposures

As the Group's other borrowings, cash and cash equivalents, restricted bank deposits, trade receivables, prepayments, deposits and other receivables, trade payables, other payables and accruals, contract liabilities and amounts due to related parties were mainly denominated in RMB, the Group had not experienced significant exposure to foreign currency fluctuation.

Commitments

As at 31 March 2025, the Group had capital commitments of construction of properties included under property, plant and equipment and investment properties of approximately HK$62,556,000 (31 March 2024: HK$63,676,000).

Subsequent Event

The Group had no significant event taking place subsequent to 31 March 2025 and up to the date of this announcement.

MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND ASSOCIATED COMPANIES

The Group did not have any material acquisitions and disposals of subsidiaries and associated companies during the year.

EMPLOYEES AND REMUNERATION POLICY

As at 31 March 2025, the Group employed a total of 136 employees (excluding Directors), as compared with 143 employees (excluding Directors) as at 31 March 2024. The Group remunerates its employees based on their performance, working experience and prevailing market parameters. Employee benefits include pension insurance fund, medical insurance coverage, unemployment insurance fund, occupational injury insurance fund, maternity insurance fund, housing provident fund and mandatory provident fund (for Hong Kong employees).

PROSPECT AND OUTLOOK

The Group has focused on the real estate market, strategically rolling out diverse product mixes such as "residential + commercial", "residential + senior care", and "residential + cultural tourism", which boast unique features to forestall declined competitiveness due to homogeneity of products. However, the success of a company still depends very much on its ability to appreciate industry-related policies in advance and make business adjustments and plans in advance to align itself with the policies.

In the past few years, the Group failed to adapt itself to industry policies and market development trends in a timely manner, and was not able to effectively convert the land on hand into cashable commodities. Moreover, being a “late-mover” for several times also resulted in significantly lower-than-expected fund usage rate and return, leading to high financial costs. China's property development market is currently facing significant challenges, stemming from a combination of oversupply and declining buyer confidence. As a result, Central government has formulated certain policies to stimulate the market. There has been some improvement in market sentiment, the progress is gradual. Amid the harsh economic environment, “struggling alone” is no longer realistic, and only “partnering up with others” will allow a slim chance of survival. In the future, the Group will enhance cooperation with financing institutions, government agencies and other parties of the same or different industries to activate its various projects with concerted efforts.

As the economy of China is facing uncertainties, the Group has been actively to explore opportunities outside of China. South East Asia region is a region with high growth potential and young population, which exists opportunities.

FINAL DIVIDEND

The Board did not recommend payment of a final dividend for the Year (2024: Nil).

CORPORATE GOVERNANCE PRACTICES

The Board is committed to maintaining high standards of corporate governance in the best interest of the shareholders of the Company (the “**Shareholders**”). The Company has been making an effort to enhance the corporate governance standard of the Company by reference to the code provisions and recommended best practices set out in the Corporate Governance Code (the “**CG Code**”) contained in Part 2 of Appendix 14 to the Rules Governing the Listing Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange”)** (the “**Listing Rules**”). During the Year, the Company has applied and complied with all the code provisions set out in the CG Code except for the deviation from code provision C.2.1.

Code provision C.2.1 provides that the roles of chairman and chief executive should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive should be clearly established and set out in writing.

During the Year, the Company had deviated from code provision C.2.1 because the roles of Chairman of the Board and the Chief Executive Officer of the Company had been vested in the same person (Mr. Li Yi Feng). The reason for this deviation was that the Board believes that at the current development of the Group, vesting of the two roles in the same person provides the Company with strong and consistent leadership and facilitates the planning and execution of the Group's business strategies. The Board will review this structure periodically and will consider steps to separate dual roles of chairman and chief executive officer as and when appropriate taking into account the prevailing circumstances.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules (the "**Model Code**") as the code of conduct regarding securities transactions by the Directors.

Having made specific enquiries to all Directors, all Directors confirmed that they had complied with the required standards set out in the Model Code throughout the Year.

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

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

AUDIT COMMITTEE REVIEW

The audit committee of the Company has reviewed with the management and the Company's external auditor the Group's consolidated financial results for the Year, including the accounting principles and practices adopted by the Group and discussed auditing, risk management and internal control, and financial reporting matters, in conjunction with the auditors of the Company.

PUBLICATION OF THE ANNUAL RESULTS ANNOUNCEMENT AND THE ANNUAL REPORT

This results announcement is published on the Company's website at www.richlyfieldchinagroup.com and the Stock Exchange's website at www.hkexnews.hk. The 2025 Annual Report will also be available on both websites and despatched to the Shareholders in due course.

CLOSURE OF THE REGISTER OF MEMBERS

The forthcoming AGM will be held on Friday, 29 August 2025. To ascertain the Shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 26 August 2025 to Friday, 29 August 2025, both days inclusive, during which no transfer of Shares will be effected. In order to qualify for the entitlement to attend and vote at the AGM, all transfers of Shares accompanied by the relevant shares certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by 4:30 p.m. on Monday, 25 August 2025.

By Order of the Board
Richly Field China Development Limited
Li Yi Feng
Chairman and Chief Executive Officer

Hong Kong, 30 June 2025

As at the date of this announcement, the Board comprises two executive Directors, namely Mr. Li Yi Feng (Chairman and Chief Executive Officer) and Mr. Chen Wei (Vice President); and three independent non-executive Directors, namely Ms. Hsu Wai Man Helen, Mr. Wong Chi Hong William and Mr. Xu Jinghong.

* *For identification purpose only*