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**YIDA 亿达**

**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 2025**

**FINANCIAL HIGHLIGHTS**

1. Recognised revenue of 2025 amounted to RMB2,062.72 million, representing a decrease of 26.0% as compared to 2024.
2. Gross loss of 2025 amounted to RMB2.91 million, representing a decrease of 100.7% as compared to 2024, and the gross profit margin decreased to -0.1% in 2025 during the Year from 14.5% in the corresponding period of 2024.
3. The net loss of the Group increased to RMB3,079.85 million during the Year from RMB2,324.99 million in the corresponding period of 2024.
4. Total basic loss per share attributable to ordinary equity holders was RMB119.03 cents.
5. The Board does not declare any final dividend payment for the year ended 31 December 2025.

## CONSOLIDATED STATEMENT OF PROFIT OR LOSS

For the year ended 31 December 2025

		2025	2024
	Notes	RMB'000	RMB'000
Revenue	4	2,062,717	2,787,231
Cost of sales	6	<u>(2,065,624)</u>	<u>(2,382,322)</u>
Gross (loss)/profit		(2,907)	404,909
Other income		5,773	8,847
Fair value losses on investment properties		(1,705,059)	(1,024,277)
Provision for impairment losses on financial and contract assets		(16,358)	(13,627)
Other losses – net	5	(189,687)	(683,895)
Selling and marketing expenses	6	(53,239)	(76,717)
Administrative expenses	6	(123,846)	(122,683)
Finance costs	7	(1,062,904)	(804,560)
Share of results of joint ventures and associates		<u>(24,068)</u>	<u>(1,633)</u>
<b>Loss before income tax</b>		<b>(3,172,295)</b>	<b>(2,313,636)</b>
Income tax credits/(expenses)	8	<u>92,442</u>	<u>(11,351)</u>
<b>Loss for the year</b>		<b><u>(3,079,853)</u></b>	<b><u>(2,324,987)</u></b>
Attributable to:			
Owners of the Company		(3,075,821)	(2,335,106)
Non-controlling interests		<u>(4,032)</u>	<u>10,119</u>
		<b><u>(3,079,853)</u></b>	<b><u>(2,324,987)</u></b>
<b>Loss per share attributable to ordinary equity holders of the Company</b>			
Basic and diluted (RMB per share)	10	<u>(119.03) cents</u>	<u>(90.37) cents</u>

## CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 December 2025

	2025 <i>RMB'000</i>	2024 <i>RMB'000</i>
<b>Loss for the year</b>	<b>(3,079,853)</b>	(2,324,987)
Other comprehensive income	—	—
<b>Total comprehensive loss for the year</b>	<b>(3,079,853)</b>	(2,324,987)
Attributable to:		
Owners of the Company	<b>(3,075,821)</b>	(2,335,106)
Non-controlling interests	<b>(4,032)</b>	10,119
	<b><u>(3,079,853)</u></b>	<b><u>(2,324,987)</u></b>

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2025

	Notes	2025 RMB'000	2024 RMB'000
<b>Non-current assets</b>			
Property, plant and equipment		25,786	39,214
Investment properties	11	14,365,039	16,340,772
Investments in joint ventures		552,586	577,982
Investments in associates		1,000	1,000
Prepayments for acquisition of land		2,956,885	2,985,975
Prepayments and other receivables		246,010	366,837
Intangible assets		7,547	10,335
Deferred tax assets		337,857	327,228
		<u>18,492,710</u>	<u>20,649,343</u>
<b>Total non-current assets</b>			
<b>Current assets</b>			
Inventories		17,785	18,291
Land held for development for sale		790,449	789,963
Properties under development		1,156,891	2,807,616
Completed properties held for sale		7,906,353	7,498,371
Contract assets		222,056	172,227
Trade receivables	12	318,416	322,386
Prepayments, deposits and other receivables		867,860	948,173
Prepaid corporate income tax		99,578	77,547
Prepaid land appreciation tax		219,210	222,267
Restricted cash	13	125,792	217,548
Cash and cash equivalents	13	115,264	156,254
		<u>11,839,654</u>	<u>13,230,643</u>
Asset classified as held for sale		275,780	–
Total current assets		<u>12,115,434</u>	<u>13,230,643</u>
<b>Total assets</b>		<u><u>30,608,144</u></u>	<u><u>33,879,986</u></u>

	<i>Notes</i>	<b>2025</b> <b><i>RMB'000</i></b>	2024 <i>RMB'000</i>
<b>Non-current liabilities</b>			
Interest-bearing bank and other borrowings	<i>15</i>	–	52,538
Deferred tax liabilities		<b>1,848,226</b>	2,251,733
Lease liabilities		<b>3,024</b>	3,817
		<hr/>	<hr/>
Total non-current liabilities		<b>1,851,250</b>	2,308,088
<b>Current liabilities</b>			
Contract liabilities		<b>818,241</b>	1,253,652
Trade payables	<i>14</i>	<b>3,059,706</b>	3,344,918
Other payables and accruals		<b>5,945,980</b>	5,046,744
Interest-bearing bank and other borrowings	<i>15</i>	<b>11,535,353</b>	11,618,346
Corporate income tax payable		<b>1,002,642</b>	1,042,598
Provision for land appreciation tax		<b>2,070,024</b>	1,859,838
Lease liabilities		<b>4,241</b>	4,827
		<hr/>	<hr/>
Total current liabilities		<b>24,436,187</b>	24,170,923
		<hr/>	<hr/>
<b>Total liabilities</b>		<b>26,287,437</b>	26,479,011
<b>Equity</b>			
<b>Equity attributable to owners of the Company</b>			
Issued capital		<b>159,418</b>	159,418
Reserves		<b>4,029,847</b>	7,106,083
		<hr/>	<hr/>
		<b>4,189,265</b>	7,265,501
<b>Non-controlling interests</b>		<b>131,442</b>	135,474
		<hr/>	<hr/>
<b>Total equity</b>		<b>4,320,707</b>	7,400,975
		<hr/>	<hr/>
<b>Net current liabilities</b>		<b>(12,320,753)</b>	(10,940,280)
		<hr/>	<hr/>
<b>Total assets less current liabilities</b>		<b>6,171,957</b>	9,709,063
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# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

## 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 2025, 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 HKFRS Accounting Standards and HKCO*

The consolidated financial statements of the Company for the year ended 31 December 2025 which have been prepared in accordance with HKFRS Accounting Standards, which collective term includes all applicable individual Hong Kong Financial Reporting Standards (“**HKFRSs**”), Hong Kong Accounting Standards (“**HKASs**”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) and the disclosure requirements of the Hong Kong Companies Ordinance Cap. 622 (“**HKCO**”).

The preparation of consolidated financial statements in conformity with HKFRS Accounting Standards 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 2025, the Group's current liabilities exceeded its current assets by RMB12,320,753,000. At the same date, its current borrowings amounted to RMB11,535,353,000 while its cash and cash equivalents amounted to RMB115,264,000 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 these borrowings during the year after the due dates, an aggregate principal amount of RMB6,517,634,000 still remained unsettled as at 31 December 2025.

Up to the date of approval of these consolidated financial statements, certain litigations were initiated by the lenders against certain indirect wholly-owned subsidiaries of the Company in respect of the overdue borrowings, of which the aggregate outstanding principal amounts were included in the aggregate principal amount of the Borrowings Overdue as at 31 December 2025.

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 2025, the payable balance with interest accrued thereon to Aetos Parties amounted to RMB1,579,510,000.

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 RMB4,963,172,000 in total as at 31 December 2025 becoming immediately repayable if requested by the lenders, of which RMB4,071,432,000 represented borrowings with scheduled repayment dates within one year, while RMB891,740,000 represented non-current borrowings with original contractual repayment dates beyond 31 December 2026 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 the Borrowings Overdue, the Group has been actively negotiating with all the lenders for renewal and extension for repayments of the overdue borrowings. During the year ended 31 December 2025, the Group has successfully extended the repayment of the overdue borrowings with an aggregate principal amount of approximately RMB3,509,085,000. While certain lenders preliminarily intended to renew or extend 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 Company has been seeking legal advice in respect of the legal proceedings initiated by the lenders and closely monitoring the progress of such proceedings. The Company has also been actively negotiating the arrangements in relation to the repayment of the outstanding principal amount and accumulated interest of overdue borrowings involving legal proceedings.
- vi) 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.
- vii) 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.
- viii) 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 2025. 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 2025. 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 negotiations with the lenders in respect of the legal proceedings and the repayment arrangements.
- iv) the successful obtaining of additional new sources of financing as and when needed;

- v) 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
- vi) 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 adopted amendments to HKAS 21, The effects of changes in foreign exchange rates – Lack of exchangeability issued by the HKICPA to these consolidated financial statements for the current accounting period. The amendments do not have a material impact on these consolidated financial statements of the Group as the Group has not entered into any foreign currency transactions in a foreign currency that is not exchangeable into another currency.

The Group has not adopted any new and amended standard or interpretation that is not yet effective for the current accounting period.

**(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 2025 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.

- Amendments to HKFRS 9, *Financial instruments* and HKFRS 7, *Financial instruments: disclosures – Amendments to the classification and measurement of financial instruments*
- Amendments to HKFRS 9 and HKFRS 7, *Contracts referencing nature – dependent electricity*
- Annual improvements to HKFRS Accounting Standards – Volume 11, *Amendments to HKFRS 1, HKFRS 7, HKFRS 9, HKFRS 10 and HKAS 7*
- Amendments to HKFRS 10 and HKAS 28, *Sale or contribution of assets between an investor and its associate or joint venture*
- HKFRS 18, *Presentation and disclosure in financial statements*
- HKFRS 19, *Subsidiaries without public accountability: Disclosures*
- Amendments to HKAS 21, *Translation to a hyperinflationary presentation currency*

### 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.

The Group has a large number of customers, none of whom contributed 10% or more of the Group's revenue for the years ended 31 December 2025 and 2024.

**Year ended 31 December 2025**

	Property development <i>RMB'000</i>	Property investment <i>RMB'000</i>	Business park operation and management <i>RMB'000</i>	Construction, park decoration and landscaping <i>RMB'000</i>	Others <i>RMB'000</i>	Total <i>RMB'000</i>
Segment revenue:	1,212,419	407,773	187,354	449,391	-	2,256,937
Intersegment revenue	(22,666)	-	(16,600)	(154,954)	-	(194,220)
Sales to external customers	1,189,753	407,773	170,754	294,437	-	2,062,717
<b>Segment results</b>	(672,461)	(1,479,721)	567	44,412	(4,417)	(2,111,620)
Reconciliation:						
Interest income						2,229
Unallocated gains						-
Finance costs						(1,062,904)
Loss before income tax						(3,172,295)
Income tax expenses						92,442
Loss for the year						<u>(3,079,853)</u>
<b>Segment assets</b>	60,639,981	19,636,619	566,945	8,101,243	12,785,855	101,730,643
Reconciliation:						
Elimination of intersegment receivables						(72,127,873)
Corporate and other unallocated assets						1,005,374
Total assets						<u>30,608,144</u>
<b>Segment liabilities</b>	44,714,915	8,921,030	677,109	7,647,355	17,702,535	79,662,944
Reconciliation:						
Elimination of intersegment payables						(72,127,873)
Corporate and other unallocated liabilities						18,752,366
Total liabilities						<u>26,287,437</u>
<b>Other segment information:</b>						
Depreciation and amortisation	(6,714)	(1,792)	(829)	(4,368)	(662)	(14,365)
Capital expenditure*	205	1,435	-	5	1,353	2,998
Fair value losses on investment properties	-	(1,705,059)	-	-	-	(1,705,059)
(Provision for)/reversal of impairment losses on financial and contract assets	(5,108)	3,309	381	(14,813)	(127)	(16,358)
Write-down of inventories	(348,628)	-	-	-	-	(348,628)
Share of results of joint ventures and associates	(24,956)	-	888	-	-	(24,068)
Investments in joint ventures	545,277	-	7,309	-	-	552,586
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 2024

	Property development <i>RMB'000</i>	Property investment <i>RMB'000</i>	Business park operation and management <i>RMB'000</i>	Construction, park decoration and landscaping <i>RMB'000</i>	Others <i>RMB'000</i>	Total <i>RMB'000</i>
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
<b>Segment results</b>	(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						<u>(2,324,987)</u>
<b>Segment assets</b>	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						<u>33,879,986</u>
<b>Segment liabilities</b>	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						<u>26,479,011</u>
<b>Other segment information:</b>						
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 results 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.

## 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:

	2025 <i>RMB'000</i>	2024 <i>RMB'000</i>
<b>Revenue from contracts with customers recognised at a point in time</b>		
Sale of properties	1,189,753	1,846,033
<b>Revenue from contracts with customers recognised over time</b>		
Business park operation and management service income	170,754	208,403
Construction, decoration and landscaping income	294,437	260,786
	<u>465,191</u>	<u>469,189</u>
Revenue from contracts with customers	<u>1,654,944</u>	<u>2,315,222</u>
<b>Revenue from other sources</b>		
Rental income	407,773	472,009
	<u>2,062,717</u>	<u>2,787,231</u>

## 5 Other Losses – net

	2025 <i>RMB'000</i>	2024 <i>RMB'000</i>
Gains arising from Debt Arrangement (a)	–	45,479
Provision for impairment losses on prepayments for acquisition of land (b)	<b>(29,090)</b>	–
Net foreign exchange gains/(losses)	<b>76,594</b>	(46,638)
Penalties arising from late payment	<b>(232,937)</b>	(285,540)
Litigation damages	<b>(1,520)</b>	(357,806)
Net (losses)/gains on disposal of property, plant and equipment	<b>(63)</b>	439
Other items	<b>(2,671)</b>	(39,829)
	<b><u>(189,687)</u></b>	<b><u>(683,895)</u></b>

- (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.
- (b) Prepayments for land represent the parcel of lands not yet obtained the certificate of land and no development plans as at 31 December 2025. The Directors, based on the best available information, performed an impairment review on prepayments for acquisition of land and concluded that an impairment loss of RMB29,090,000 was needed to be provided for the year ended 31 December 2025 (2024: nil).

## 6 Expenses by Nature

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

	2025 <i>RMB'000</i>	2024 <i>RMB'000</i>
Cost of properties sold	1,142,680	1,568,907
Direct operating expenses (including repairs and maintenance) arising on rental-earning investment properties	178,932	168,064
Cost of other services provided	395,384	417,450
Write-down of properties under development and completed properties held for sale	348,628	227,901
Employee benefit expenses	64,139	67,520
Depreciation	11,577	13,162
Amortisation of intangible assets	2,788	3,232
Auditor's remuneration		
– Audit services	3,780	3,780
– Non-audit services	–	91
Other costs and expenses	94,801	111,615
	<hr/>	<hr/>
Total cost of sales, selling and marketing expenses and administrative expenses	<b>2,242,709</b>	<b>2,581,722</b>
	<hr/> <hr/>	<hr/> <hr/>

## 7 Finance Costs

An analysis of finance costs is as follows:

	2025 <i>RMB'000</i>	2024 <i>RMB'000</i>
<b>Finance costs</b>		
Interest on bank loans and other loans	1,115,640	1,039,620
Interest on lease liabilities	627	875
Less: Interest capitalised	(53,363)	(235,935)
	<hr/>	<hr/>
Finance costs	<b>1,062,904</b>	<b>804,560</b>
	<hr/> <hr/>	<hr/> <hr/>

## 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 years ended 31 December 2025 and 2024.

### 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:

	2025 <i>RMB'000</i>	2024 <i>RMB'000</i>
Current tax – PRC		
CIT charge/(credit) for the year	18,921	(19,212)
LAT charge for the year	<u>302,773</u>	<u>152,635</u>
	<u>321,694</u>	<u>133,423</u>
Deferred income tax:		
Current year	<u>(414,136)</u>	<u>(122,072)</u>
Total income tax (credits)/expenses for the year	<u><u>(92,442)</u></u>	<u><u>11,351</u></u>

## 9 Dividend

No dividend has been proposed or declared during the year ended 31 December 2025 (2024: 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 2025 attributable to the ordinary equity holders of the Company of RMB3,075,821,000 (2024: RMB2,335,106,000), and the weighted average number of ordinary shares of 2,583,970,000 (2024: 2,583,970,000) in issue during the year ended 31 December 2025.

### (b) Diluted loss per share

Diluted loss per share is same as basic loss per share for the years ended 31 December 2025 and 2024 as the Group had no potentially dilutive ordinary shares in issue during both years.

## 11 Investment Properties

	<b>Completed</b> <i>RMB'000</i>	<b>Under construction</b> <i>RMB'000</i>	<b>Total</b> <i>RMB'000</i>
Carrying amount at 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 and 1 January 2025	<b>11,399,000</b>	<b>4,941,772</b>	<b>16,340,772</b>
Additions	–	1,224	1,224
Disposal of assets	(11,019)	–	(11,019)
Transfer to asset classified as held for sale	–	(260,879)	(260,879)
Net losses from fair value adjustments	(1,244,981)	(460,078)	(1,705,059)
Carrying amount at 31 December 2025	<b>10,143,000</b>	<b>4,222,039</b>	<b>14,365,039</b>

As at 31 December 2025, certain of the Group's investment properties of RMB12,845,162,000 (2024: RMB14,237,067,000) 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 2025 and 2024, 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 RMB1,226,000,000 as at 31 December 2025 (2024: RMB1,397,000,000), 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 2025, the investment property amounting to RMB132,000,000 (2024: RMB138,000,000) is restricted for sale and transfer and shall be held for at least 15 years.

## 12 Trade Receivables

	<b>2025</b> <i>RMB'000</i>	2024 <i>RMB'000</i>
Trade receivables – gross amount	<b>498,095</b>	502,814
Less: Allowances for impairment of trade and notes receivables	<b>(179,679)</b>	(180,428)
	<b>318,416</b>	322,386

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:

	<b>2025</b> <i>RMB'000</i>	2024 <i>RMB'000</i>
Within 1 year	<b>231,850</b>	205,416
1 to 2 years	<b>53,656</b>	54,475
Over 2 years	<b>212,589</b>	242,923
	<b>498,095</b>	502,814

As at 31 December 2025, a provision of RMB179,679,000 (2024: RMB180,428,000) was made against the gross amount of trade receivables.

### 13 Cash and Cash Equivalents and Restricted Cash

	2025 <i>RMB'000</i>	2024 <i>RMB'000</i>
Cash and bank balances	241,056	373,802
Less: Restricted cash	<u>(125,792)</u>	<u>(217,548)</u>
Cash and cash equivalents	<u><u>115,264</u></u>	<u><u>156,254</u></u>

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 RMB240,772,000 (2024: RMB373,482,000).

#### 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 2025, such guarantee deposits amounted to RMB10,694,000 by certain subsidiaries of the Group (2024: RMB8,643,000).
- At 31 December 2025, the deposits of the Group amounted to RMB115,098,000 (2024: RMB208,905,000), which were the deposits placed at designated bank accounts by certain subsidiaries of the Group for the payments of construction costs of related property projects upon approval, provisions for potential industrial accidents during construction work and talent training, according to the relevant regulations 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:

	2025 <i>RMB'000</i>	2024 <i>RMB'000</i>
Within 1 year	1,647,994	2,231,487
Above 1 year	<u>1,411,712</u>	<u>1,113,431</u>
	<u><u>3,059,706</u></u>	<u><u>3,344,918</u></u>

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

## 15 Interest-Bearing Bank and Other Borrowings

	2025	2024
	Effective interest rate (%)	Effective interest rate (%)
	<i>RMB'000</i>	<i>RMB'000</i>
<b>Current</b>		
Bank loans – secured	3.50-6.50	5,010,454
Other loans – secured	2.00-12.00	4,234,014
Other loans – unsecured	4.00-6.00	2,290,885
	<u>11,535,353</u>	<u>11,618,346</u>
<b>Non-current</b>		
Other loans – unsecured	–	2.00
	<u>–</u>	<u>52,538</u>
	<u><b>11,535,353</b></u>	<u><b>11,670,884</b></u>
	<b>2025</b>	2024
	<i>RMB'000</i>	<i>RMB'000</i>
Analysed into:		
Bank loans repayable:		
Within one year or on demand	<u>5,010,454</u>	<u>5,340,153</u>
Other loans repayable:		
Within one year or on demand	<u>6,524,899</u>	<u>6,278,193</u>
In the second year	<u>–</u>	<u>52,538</u>
	<u><b>11,535,353</b></u>	<u><b>11,670,884</b></u>

As at 31 December 2025, included in bank loans of the Group is an amount of RMB1,570,504,000 (2024: RMB1,574,553,000) 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 RMB891,740,000 (2024: RMB4,118,035,000) with maturity beyond 31 December 2026 which have been reclassified as current liabilities as at 31 December 2025 as a result of the matters described in note 2.1(c).

- (a) As at 31 December 2025, 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 (2024: RMB800,000,000 and RMB249,523,000 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 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) to the consolidated financial statements.

As at 31 December 2025, 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 2025, certain second tranche of corporate bond with the principal amount of RMB249,523,000 were extended to 31 December 2026, bearing interest at a rate of 4% per annum. 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 RMB249,523,000 were by 31 December 2026, they have been classified as current liabilities as at 31 December 2025. The 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 have triggered the cross-default terms of their respective borrowing agreements.

- (b) On 17 February 2022, a solicitation of consents for the senior notes (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 (the “**Holder**s”) demanding for acceleration of repayment under the Senior Notes. On 8 March 2024, the trustee was instructed by the Holders, holding at least 25% of the aggregate principal amount of the Senior Notes and sent 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. 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 2025, included in other loans of the Group were Senior Notes with carrying amount of RMB1,813,566,000 (2024: RMB1,724,806,000) which constituted an event of default and were unsecured and guaranteed by certain subsidiaries of the Group.

- (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 2025 of approximately RMB236,959,000 (2024: RMB1,544,768,000);
  - (ii) pledges of the Group's investment properties with an aggregate carrying value at 31 December 2025 of approximately RMB12,845,162,000 (2024: RMB14,237,067,000);
  - (iii) pledges of the Group's land held for development for sale with an aggregate carrying value at 31 December 2025 of approximately RMB727,613,000 (2024: RMB727,613,000);
  - (iv) pledges of the Group's completed properties held for sale with an aggregate carrying value at 31 December 2025 of approximately RMB5,887,206,000 (2024: RMB5,523,494,000);
  - (v) pledge of a building of the Group with a carrying value at 31 December 2025 of approximately RMB7,410,000 (2024: RMB13,543,000);
  - (vi) corporate guarantees executed by certain subsidiaries of the Group to the extent of RMB7,237,897,000 (2024: RMB7,467,789,000) as at 31 December 2025; and
  - (vii) pledges of certain equity interests of the subsidiaries of the Company;
- (d) Other than certain other loans with a carrying amount of RMB1,872,821,000 (2024: RMB1,785,407,000) denominated in USD as at 31 December 2025 and RMB375,078,000 (2024: RMB384,350,000) denominated in HKD as at 31 December 2025, all bank and other loans of the Group are denominated in RMB as at 31 December 2025 and 2024.
- (e) As at 31 December 2025, 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 RMB662,382,000 (2024: RMB663,485,000), among which RMB410,823,000 (2024: RMB411,926,000) were unsecured, bearing interest at 6% per annum (2024: 6%), with the mortgage agreement signed in respect of the remaining RMB251,559,000 (2024: RMB251,559,000) were secured, bearing interest at 6% per annum (2024: 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 RMB12,320,753,000 as at 31 December 2025. At the same date, its current borrowings amounted to RMB11,535,353,000 while its cash and cash equivalents amounted to RMB115,264,000 only. Up to 31 December 2025, 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 RMB6,517,634,000 in total remained unsettled as at 31 December 2025. In addition, the Group failed to settle a payable with interest accrued thereon to certain parties (“**Aetos Parties**”) amounted to RMB1,579,510,000 as at 31 December 2025, 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 RMB4,963,172,000 in total as at 31 December 2025 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 2025 (the “**Year**”).

### Results

During the Year, the Group recorded revenue of RMB2,063 million, of which sales income from residential properties within business parks, office properties and standalone residential properties was RMB1,190 million; rental income from business parks was RMB408 million; business park entrusted operation and management service income was RMB171 million; construction, decoration and landscaping income was RMB294 million. Gross loss decreased by 100.7% to RMB2.91 million compared to the corresponding period of the previous year, with a gross profit margin of -0.1%. Net loss attributable to equity owners of the Company was RMB3,076 million.

### Review of 2025

In 2025, China’s real estate industry underwent profound adjustments and transformation pains. Confronted with complex challenges including persistently weak market demand, extended destocking cycles and mounting downward pressure on prices, the industry as a whole remained in an adjustment phase shaped by the interplay of market forces and policy support. The land market stayed subdued, developers largely remained cautious on investment, and the industry pushed forward with risk clearance alongside a shift in development models.

Against this backdrop, adhering to the principle of steady operation and with the firm support of the controlling shareholder, the Group rallied the concerted efforts of all staff and focused its work on “guaranteeing deliveries, stabilizing operations and mitigating risks”. It actively advanced operational stability, debt stability and risk resolution, and achieved a series of substantive progress in domestic and overseas debt management, existing asset revitalization, operational risk mitigation, government-led building delivery, and retention of its core management team, ensuring the smooth and orderly conduct of all business activities.

#### *I. Standing Firm on Ensuring Project Delivery and Honoring Corporate Commitments*

Faced with a challenging market environment and tight liquidity, the Group has always prioritized the “Guaranteed Delivery Building” in its operation and management. Through refined capital planning and resource allocation, the project teams in Dalian and Zhengzhou overcame delays in construction progress caused by sluggish sales, actively coordinated resources, and successfully delivered approximately 183,000 square meters of “Guaranteed Delivery Building” across Dalian Core Park project and Phase IV Section B of Zhengzhou Yida Creation City. These efforts fully safeguarded the interests of the public, the government and homeowners, fulfilled social responsibilities, and further enhanced the Yida brand image.

## ***II. Actively Promoting Debt Stability and Risk Resolution***

The Group pressed ahead with efforts to resolve debt risks and optimize its debt structure, actively implementing measures to ensure stability. During the Year, the Group engaged in active negotiations with core suppliers to properly resolve operational debt risks and maintain stable cooperation across the industrial chain. Meanwhile, it held multiple rounds of candid and in-depth discussions with relevant financial institutions on financial liabilities, and successfully reached extension arrangements for relevant debts totaling approximately RMB3.5 billion. This effectively alleviated the Group's liquidity pressure, optimized certain debt maturity structure, and created favorable conditions for its sound operation and strategic development in the future. In addition, due to the Borrowings Overdue, certain creditors have initiated litigations. The Group has continuously conducted discussions with the relevant financial institutions throughout the litigation process, aiming to reach an effective debt restructuring or debt resolution plans.

## ***III. Focusing on Operational Improvement and Enhancing Organizational Efficiency***

Amid industry-wide pressure, the Group stayed committed to its core business, ensuring that the core operational team remained dedicated to their duties, focused on targets, clarified responsibilities and implemented measures rigorously, thereby maintaining stable business and operations. Meanwhile, the Group dynamically optimized the organizational structure in light of actual operating conditions, strengthened comprehensive budgeting and expense control, and strictly managed ineffective costs.

## **Outlook for 2026**

Looking ahead to 2026, the real estate industry will continue to seek a new equilibrium amid adjustments. Policy support will remain strong, with measures implemented to “stabilize expectations, stimulate demand and optimize supply” to promote medium – to long-term high-quality development. Nevertheless, structural differentiation across regions and product types in the residential market will become increasingly prominent. The office property market will remain dependent on the restoration of investment confidence driven by the overall economic recovery, and industry park operation will face more severe survival pressures. The Group will also enter a peak period of phased debt restructuring negotiations as substantial financial debts fall due.

Faced with an even more challenging internal and external environment, the Group will pursue the stabilization and restructuring of domestic and overseas debts through market-oriented and law-based approaches. The Group will seek opportunities for transformation and upgrading in the industry park sector, focusing on core regions, optimizing main businesses, improving operational quality, and expanding into new businesses along the industrial chain, striving to break new ground for development.

### ***I. Focusing on Main Businesses and Comprehensively Improving Quality and Efficiency***

The Group will adhere to a cash flow-centric approach and focus on its core businesses and core assets. On the property sales front, the Group will dynamically optimize marketing strategies and pricing systems, expand diversified destocking channels, and accelerate the turnover of existing assets. On the business park operation front, the Group will continue to optimize supporting services, conduct targeted investment promotion anchored by core enterprises, secure a stable tenant base, and ensure the collection of long-term rental income. Meanwhile, the Group will actively explore diversified approaches to revitalize existing assets, prevent and defuse potential risks, and fully achieve a virtuous cycle of operating cash flow.

### ***II. Resolving Debt Risks and Consolidating the Foundation of Corporate Operations***

The Group will systematically advance the restructuring and resolution of domestic and overseas existing debts in accordance with market-oriented and law-based principles. On one hand, the Group will actively seek support from the government and financial institutions, negotiate reasonable schemes with creditors, and optimize the debt structure. On the other hand, the Group will revitalize resources through various means such as asset disposal and joint development to alleviate cash flow pressure, thereby ensuring the smooth operation of daily business.

### ***III. Expanding Innovative Businesses and Exploring Investments in the Real Economy***

Driven by national economic structural reforms and the comprehensive implementation of the “Dual Carbon” policy, the industry is shifting towards high-quality development, ushering business park operations into a new era. The Group will actively respond to national initiatives. Targeting emerging industrial spaces, the Group will take the Hefei business park as a pilot project, vigorously explore zero-carbon building technologies, introduce high-tech industries, and integrate superior resources to build a benchmark low-carbon smart park project and set a new standard for the industry.

## 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 1.368 million sq.m.. The Group recorded a rental income of approximately RMB408 million, representing a decrease of 13.6% from the corresponding period of the previous year, mainly due to widespread lease terminations and downsizing by multiple tenants in the park during the Year.

#### *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				Occupancy Rate at the End of the Year
			Office Buildings	Apartments	Shops	Parking Spaces	
Dalian Software Park	100%	635	367	180	34	41	80%
Dalian BEST City	100%	147	97	–	8	40	44%
Yida Information Software Park	100%	120	78	–	10	31	72%
Dalian Tiandi	100%	337	219	38	32	12	81%
Wuhan First City	50%	690	78	30	26	47	80%
Total		1,929	1,368				

*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.

In 2025, leasing market activity for business parks and office properties was on a persistent decline. Dragged down by the dual challenges of macroeconomic conditions and structural adjustments, the market experienced shrinking new leasing demand, reduced tenant renewal intentions, and intense competition among the existing projects, making park operation more challenging. In response to this, the Group’s business team made every effort to mitigate the loss of core clients and maintain a stable occupancy rate through high-frequency client visits, customized industry activities, and the introduction of flexible leasing and pricing policies. During the Year, the Group’s Dalian Software Park recorded a new leasing area of approximately 23.2 thousand sq.m.. However, area reductions due to customer business adjustments and other factors reached approximately 71.2 thousand sq.m..

Braving these challenges, the Group prioritized “stabilizing the existing projects and improving the occupancy rate” as its primary task. By establishing dedicated client liaison mechanisms and addressing the diverse needs of key major clients, client satisfaction witnessed a substantive enhancement. Beyond that, the Group progressively promoted green operations and refined management and achieved dual improvements in operational efficiency and client experience by effectively optimizing the cost structure while ensuring service quality.

Furthermore, the Group identified “functional transformation and value reshaping” as its breakthrough objective. The tenant recruitment team actively engaged with and successfully introduced renowned hotel chain brands and other commercial amenities to the park to enhance the park ecosystem. Systematic benchmarking visits were conducted to accumulate experience for space revitalization. The Group has systematically elevated its brand profile and enhanced humanistic approach through proactive engagement in city promotion, the development of exhibition centers and the creation of cultural and creative products. By organizing high-frequency, high-quality industrial events and leveraging new media operations, the Group has directly engaged with the park community. This has effectively injected new business formats and vitality into the park, marking solid progress in the transformation of traditional office districts into comprehensive, people-oriented industrial communities.

## **II. Sales of Properties**

In 2025, China’s real estate market continued its deep adjustment trajectory. Under the overarching framework of “housing is for living, not for speculation” and the establishment of a new development model, the policy environment remained accommodative. Various localities constantly optimized restrictive measures, with a focus on advancing the implementation of the “three major projects” revitalizing stock and mitigating risks to inject stable expectations into the market. However, despite sustained policy support, the overall recovery of market demand remained sluggish. The industry exhibited significant structural divergence: high-quality upgrade projects in prime locations of core cities maintained relative resilience thanks to their scarcity and product strength, while ordinary residential properties and existing projects in broader non-core areas continued to struggle with substantial destocking pressure and notable price declines. The liquidity pressures on real estate enterprises coexisted with a wait-and-see sentiment among homebuyers. A comprehensive restoration of market confidence will take a longer period, and the industry as a whole remains in a painful transition.

The Group will continue to focus on its core businesses such as “asset revitalization, debt reduction and risk control, sales collection and project construction”, making every effort to advance all business operations. Facing profound industry adjustments, a persistently declining market, and significant operational challenges, the progress in disposing of and revitalizing existing assets and land fell short of expectations, failing to generate sufficient cash returns in a timely manner. Even worse, overall sales destocking remained sluggish, further exacerbating the pressure on operating cash flow. Proactively responding to market changes, the Group will optimize its business strategies to resolve current difficulties for new development opportunities. In terms of existing product sales, the Group will continue to expand high-quality channels and dynamically optimize its pricing system to accelerate destocking.

During the Year, the Group achieved contracted sales of approximately RMB763 million, contracted sales area of approximately 67,200 sq.m. and average contracted sales price of approximately RMB11,400 per sq.m.. During the Year, the majority of projects sold were located in Dalian (approximately 83.3% of total contracted sales), Wuhan (approximately 4.7% of total contracted sales) and Hefei (approximately 4.4% of total contracted sales); while residential property sales accounted for approximately 79.5% of total contracted sales.

During the Year, the sales revenue from the property development segment was RMB1,190 million. The average sales price was RMB10,678 per sq.m., representing a year-on-year decrease of 41.8%, mainly due to different products carried forward during the Year. The projects carried forward during the Year were mainly residential properties and office properties. Revenue-recognized projects were mainly located in Dalian (76.5% of revenue), Zhengzhou (16.8% of revenue) and Chongqing (3.4% of revenue).

### ***Dalian***

In 2025, impacted by macroeconomic cyclical adjustments, the Dalian real estate market remained in an adjustment period characterized by stabilization and recovery, with “stabilizing the property market” as the core theme. Market transactions in Dalian showed an initial period of stability followed by a cooling trend. Specifically, transactions of new properties decreased by approximately 45% compared to the previous year, with average prices declining by approximately 7%. Second-hand property transactions fell by about 25% compared to the previous year, with average prices persistently dropping by approximately 10%. Market pressures intensified further compared to the previous year. Transactions were heavily concentrated in leading brands and a select number of premium projects with product innovation advantages, while a vast number of existing old projects, ordinary products, and certain sub-markets faced increasingly severe pressure on destocking. The imbalance between rising new supply and persistently weak demand was becoming increasingly pronounced, with the overall market at a critical juncture of bottoming out and undergoing structural adjustment.

A look into the coming period reveals that the Dalian real estate market will have to confront the multiple challenges of insufficient demand, subdued sentiment, and high stock, leaving a fragile foundation for an overall recovery. Pressed by sustained new supply entering the market and the slow destocking of housing resources, market competition is set to intensify further, leading to more pronounced downward pressure on prices. Facing this tough landscape, the Group will double its efforts to enhance available cash flow by accelerating sales of the stock and increase sales revenue and cash collections. Additionally, it will ensure self-sufficiency in operating funds and strictly control operational and administrative expenses to prioritize survival and stability amidst the challenging market environment.

Bucking the multiple external headwinds, the Group’s high-quality, upgrade-focused residential project “Dalian Glory of the City”, situated in the core area of Zhongshan District, achieved contracted sales of approximately RMB205 million for the year, with a sales area of approximately 9.2 thousand sq.m. and an average sales price of approximately RMB22.2 thousand per sq.m. Meanwhile, the Hekou Bay Core Park project within Dalian Tiandi, located in the High-tech District, achieved contracted sales of approximately RMB209 million for the year, with a sales area of approximately 18.3 thousand sq.m. and an average sales price of approximately RMB11.4 thousand per sq.m.. These projects continued to provide stable performance and cash flow for the Group.

The following table outlines the Group's contracted sales breakdown as at 31 December 2025:

***Contracted Sales Details***

	<b>Sales Floor Area (sq.m.)</b>	<b>Sales Amount (RMB'0000)</b>	<b>Average Sales Price (RMB/sq.m.)</b>	<b>Percentage of Total Sales</b>
Dalian	46,651	63,521	13,616	83.3%
Wuhan	6,317	3,586	5,678	4.7%
Shenyang	5,809	2,430	4,183	3.2%
Zhengzhou	–	15	–	0.1%
Hefei	5,064	3,393	6,700	4.4%
Chongqing	2,407	2,371	9,850	3.1%
Changsha	927	952	10,262	1.2%
<b>Total</b>	<b>67,175</b>	<b>76,268</b>	<b>11,354</b>	<b>100.0%</b>

	Sales Floor Area (sq.m.)	Sales Amount (RMB'0000)	Average Sales Price (RMB/sq.m.)	Percentage of Total Sales
Dalian Software Park	431	1,221	28,301	1.6%
Dalian BEST City	4,668	5,175	11,087	6.8%
Yida Information Software Park	9,838	9,935	10,099	13.0%
Dalian Tiandi	20,757	25,220	12,150	33.1%
Wuhan First City	6,317	3,586	5,678	4.7%
Changsha Yida & CSCEC Intelligent Technology Centre	927	952	10,262	1.2%
Zhengzhou Yida Creation City	–	15	–	0.1%
Chongqing Yida Innovation Plaza	2,407	2,371	9,850	3.1%
Hefei Industrial Project	5,064	3,393	6,700	4.4%
Shenyang Sino-German Yida Intelligent Technology City Creative Industrial Park	5,809	2,430	4,183	3.2%
Residential Properties outside Business Parks	10,957	21,970	20,051	28.8%
<b>Total</b>	<b>67,175</b>	<b>76,268</b>	<b>11,354</b>	<b>100.0%</b>
Residential Properties	43,669	60,623	13,882	79.5%
Office Properties	23,506	15,645	6,656	20.5%
<b>Total</b>	<b>67,175</b>	<b>76,268</b>	<b>11,354</b>	<b>100.0%</b>
Business Parks	56,218	54,298	9,658	71.2%
Residential Properties outside Business Parks	10,957	21,970	20,051	28.8%
<b>Total</b>	<b>67,175</b>	<b>76,268</b>	<b>11,354</b>	<b>100.0%</b>

### **III. Business Park Operation and Management**

In 2025, the operation of business parks had to address increasingly complex challenges inherent in the “era of stock”. The lower-than-expected momentum of the global economic recovery, coupled with a deceleration in the growth rate of certain domestic industries, has led to a general weakening of corporate expansion appetites. The market focus has completely shifted to intense competition for a limited pool of existing tenants. Competition among business parks has evolved from a contest of location and pricing to a multi-dimensional battle encompassing industrial ecosystems, operational services, and comprehensive cost efficiency. At the same time, tenants have raised higher and more personalized requirements for business parks in areas such as industrial chain synergy, policy facilitation support, cost reduction and efficiency enhancement, as well as spatial flexibility. During the Year, the business team confronted multiple pressures, including increased leasing difficulties, a rising risk of losing quality tenants, and limited room for rental growth. This necessitated the need of innovation for the traditional operational model.

As of the end of the Year, the Group’s business park contracted operation and management area was approximately 76,000 sq.m. The income arising from business park operation and management services amounted to approximately RMB171 million, representing a year-on-year decrease of 18.1%, which was mainly attributable to the revenue reductions resulting from customers scaling down their business operations during the Year. The business team aimed to enhance the intrinsic value of the park and strengthen client stickiness by taking targeted steps to upgrade the industrial service module, thereby laying a new foundation for sustainable future growth.

### **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 RMB294 million, representing an increase of 12.9% as compared with the same period of the previous year, mainly due to the increase in the construction output value during the Year. Taking the Hefei project as a pivotal opportunity, the business team has organized a series of research and study activities centered around the “Passive, Smart and Healthy” premium housing standards. These initiatives are designed to align with industry trends, enhance our operational capabilities, and build momentum for the Company’s sustainable development.

### **V. Land Reserves**

As at 31 December 2025, the total GFA of the Group’s land reserve was approximately 6.15 million sq.m., among which the land reserve in Dalian accounted for 76.1% of the total Group’s land reserve. The GFA of land reserves attributable to the Group was approximately 5.62 million sq.m..

The following table sets forth a breakdown of the Group's land reserves as at 31 December 2025:

<b>By City</b>	<b>Total GFA of Land Reserves (sq.m.)</b>	<b>Proportion</b>	<b>Attributable GFA of Land Reserves (sq.m.)</b>	<b>Proportion</b>
Dalian	4,684,885	76.1%	4,682,295	83.3%
Wuhan	618,681	10.1%	309,341	5.5%
Zhengzhou	270,343	4.4%	270,343	5.3%
Changsha	275,685	4.5%	133,856	2.1%
Hefei	136,284	2.2%	88,585	1.7%
Chengdu	65,980	1.1%	45,142	0.8%
Chongqing	75,828	1.2%	75,828	1.0%
Shenyang	24,812	0.4%	12,654	0.3%
<b>Total</b>	<b>6,152,498</b>	<b>100.0%</b>	<b>5,618,044</b>	<b>100.0%</b>
<b>By Location</b>	<b>Total GFA of Land Reserves (sq.m.)</b>	<b>Proportion</b>	<b>Attributable GFA of Land Reserves (sq.m.)</b>	<b>Proportion</b>
Business Parks	5,357,021	87.1%	4,825,157	85.9%
Residential Properties outside Business Parks	795,477	12.9%	792,887	14.1%
<b>Total</b>	<b>6,152,498</b>	<b>100.0%</b>	<b>5,618,044</b>	<b>100.0%</b>

<b>Projects Within/ Outside Business Parks</b>	<b>Equity Held by the Group</b>	<b>Remaining Completed Leasable/ Saleable GFA (sq.m.)</b>	<b>GFA under Development (sq.m.)</b>	<b>GFA Held for Future Development (sq.m.)</b>
<b>Business Parks</b>				
<b>Dalian Software Park</b>				
Office	100%	621,253	–	179,500
Residential	100%	48,032	–	–
Subtotal		<u>669,285</u>	<u>–</u>	<u>179,500</u>
<b>Dalian BEST City</b>				
Office	100%	124,432	129,361	515,172
Residential	100%	132,528	6,457	23,816
Subtotal		<u>256,960</u>	<u>135,818</u>	<u>538,988</u>
<b>Wuhan First City</b>				
Office	50%	216,669	93,124	291,635
Residential	50%	17,253	–	–
Subtotal		<u>233,922</u>	<u>93,124</u>	<u>291,635</u>
<b>Yida Information Software Park</b>				
Office	100%	175,700	–	111,614
Residential	100%	62,655	55,990	–
Subtotal		<u>238,355</u>	<u>55,990</u>	<u>111,614</u>
<b>Dalian Tiandi</b>				
Office	100%	270,027	223,069	1,132,996
Residential	100%	90,693	–	–
Subtotal		<u>360,720</u>	<u>223,069</u>	<u>1,132,996</u>

<b>Projects Within/ Outside Business Parks</b>	<b>Equity Held by the Group</b>	<b>Remaining Completed Leasable/ Saleable GFA (sq.m.)</b>	<b>GFA under Development (sq.m.)</b>	<b>GFA Held for Future Development (sq.m.)</b>
<b>Chengdu Tianfu Intelligent Science and Technology City Office</b>	60%	–	52,093	–
Subtotal		–	52,093	–
<b>Changsha Yida &amp; CSCEC Intelligent Technology Centre Office</b>	51%	110,938	–	164,747
Subtotal		110,938	–	164,747
<b>Sino-German Yida Intelligent Technology City Creative Industrial Park Office</b>	51%	–	24,812	–
Subtotal		–	24,812	–
<b>Zhengzhou Yida Creation City Office</b>	100%	99,823	10,820	159,700
Subtotal		99,823	10,820	159,700
<b>Chongqing Yida Innovation Plaza Office</b>	100%	75,828	–	–
Subtotal		75,828	–	–

<b>Projects Within/ Outside Business Parks</b>	<b>Equity Held by the Group</b>	<b>Remaining Completed Leasable/ Saleable GFA (sq.m.)</b>	<b>GFA under Development (sq.m.)</b>	<b>GFA Held for Future Development (sq.m.)</b>
<b>Hefei Industrial Project Office</b>	65%	–	136,284	–
Subtotal		–	136,284	–
<b>Projects Within Business Parks Subtotal</b>		<u>2,045,831</u>	<u>732,010</u>	<u>2,579,180</u>
<b>Projects Outside Business Parks</b>				
Dalian	100%	368,337	157,556	255,697
Chengdu	100%	13,887	–	–
<b>Projects Outside Business Parks Subtotal</b>		<u>382,224</u>	<u>157,556</u>	<u>255,697</u>
<b>Total</b>		<u>2,428,055</u>	<u>889,566</u>	<u>2,834,877</u>

## 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 RMB2,062.72 million, representing a decrease of 26.0% 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			
	2025		2024	
	Amount RMB'000	% of total amount	Amount RMB'000	% of total amount
Sales income of properties	1,189,753	57.7%	1,846,033	66.2%
Rental income	407,773	19.8%	472,009	16.9%
Business park operation and management service income	170,754	8.3%	208,403	7.5%
Construction, decoration and landscaping income	294,437	14.2%	260,786	9.4%
<b>Total</b>	<b>2,062,717</b>	<b>100.0%</b>	<b>2,787,231</b>	<b>100.0%</b>

#### **(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 RMB1,189.75 million, representing a decrease of 35.6% 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 RMB407.77 million. The decrease of 13.6% year-on-year was primarily attributable to widespread lease terminations and downsizing by multiple tenants in the park during 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 RMB170.75 million, representing a decrease of 18.1% 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 RMB294.44 million, year-on-year increase of 12.9%, primarily due to the increase in the construction output value during the Year.

#### **Cost of Sales**

The cost of sales of the Group during the Year amounted to RMB2,065.62 million, representing a decrease of 13.3% from the corresponding period of last year, which was mainly attributable to the decrease in revenue during the Year.

#### **Gross Profit and Gross Profit Margin**

The gross loss of the Group during the Year amounted to RMB2.91 million, representing a decrease of 100.7% from the corresponding period of last year, and the gross profit margin decreased to -0.1% during the Year from 14.5% in the corresponding period of 2024, which was mainly attributable to the decrease in corresponding average price of each product for sales of properties as compared to the same period last year and the further impairment provision recognised for the properties under development and completed properties held for sale during the Year.

#### **Selling and Marketing Expenses**

The selling and marketing expenses of the Group decreased by 30.6% to RMB53.24 million for the Year from RMB76.72 million in the corresponding period of 2024, which was mainly due to the decrease in sales agency fees and advertising costs during the year.

#### **Administrative Expenses**

The administrative expenses of the Group amounted to RMB123.85 million for the Year, which remained at a similar level as last year.

#### **Other Losses – net**

The net other losses of the Group for the Year amounted to RMB189.69 million, representing a decrease of RMB494.21 million from RMB683.90 million in 2024, which was mainly due to the litigation incurred in 2024.

#### **Fair Value Losses on Investment Properties**

The fair value losses on investment properties of the Group increased to the loss of RMB1,705.06 million during the Year from the loss of RMB1,024.28 million in the corresponding period of 2024, which was mainly due to the international clients relocating their operators during the year 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 business parks operated by the Group during the Year.

## **Finance Costs – net**

The net finance costs of the Group increased to RMB1,062.90 million during the Year from RMB804.56 million in the corresponding period of 2024, which was mainly due to the increase in interest expenses and decrease in interest capitalisation during the Year.

## **Share of results of Joint Ventures and Associates**

The Group's share of results of joint ventures and associates increased to RMB24.07 million during the Year from RMB1.63 million in 2024, which was primarily attributable to the increase in share of the loss in Wuhan Software New City Development Co., Ltd..

## **Income Tax Expenses**

The income tax expenses of the Group include corporate income tax, land appreciation tax and deferred income tax. The income tax credits of the Group during the Year were RMB92.44 million, representing a decrease of RMB103.79 million as compared to the income tax expenses RMB11.35 million for the corresponding period of last year, mainly due to the fair value losses on investment property, resulting in a reduction in deferred tax liabilities.

## **Losses for the Year**

As a result of the foregoing, the Group recorded a loss before tax of RMB3,172.30 million during the Year as compared to the loss before tax of RMB2,313.64 million in the corresponding period of 2024. 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 RMB3,079.85 million during the Year from RMB2,324.99 million in the corresponding period of 2024.

The net loss attributable to equity owners increased to RMB3,075.82 million during the Year from RMB2,335.11 million in the corresponding period of 2024.

## **LIQUIDITY, FINANCIAL AND CAPITAL RESOURCES**

### **Cash Position**

As at 31 December 2025, the Group had cash and bank balances of approximately RMB241.06 million (including restricted cash of approximately RMB125.79 million) (2024: cash and bank balances of approximately RMB373.80 million, including restricted cash of approximately RMB217.55 million).

## Debts

As at 31 December 2025, the Group had bank and other borrowings of approximately RMB11,535.35 million (2024: approximately RMB11,670.88 million), of which:

### (1) By Loan Type

	<b>31 December 2025 RMB'000</b>	31 December 2024 RMB'000
Secured bank loans	<b>5,010,454</b>	5,340,153
Secured other borrowings	<b>4,234,014</b>	4,119,741
Unsecured other borrowings	<b>2,290,885</b>	2,210,990
	<b><u>11,535,353</u></b>	<u>11,670,884</u>

### (2) By Maturity Date

	<b>31 December 2025 RMB'000</b>	31 December 2024 RMB'000
Within one year or on demand	<b>11,535,353</b>	11,618,346
In the second year	<b>–</b>	52,538
	<b><u>11,535,353</u></b>	<u>11,670,884</u>

As at 31 December 2025, the Group's bank and other borrowing amounted to RMB11,250.85 million, which were charged with fixed interest rate of 2%-12% per annum, with the remaining balances of RMB284.50 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 261.4% as at 31 December 2025, which increased by 108.8 percentage points as compared to 152.64% as at 31 December 2024.

## Foreign Exchange Risks

The functional currency of the Group is RMB and most transactions were denominated in RMB. As at 31 December 2025, the Group had cash and bank balances (including restricted cash) of approximately RMB164,000 and approximately RMB120,000 denominated in Hong Kong dollars and United States dollars, respectively. The Group had borrowings of RMB1,872.82 million and RMB375.08 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 2025, the Group provided guarantees of approximately RMB131.52 million to commercial banks in the PRC in respect of mortgage loans granted to the customers of the Group (31 December 2024: approximately RMB156.32 million). Besides, the Group provided guarantees to the extent of RMB31.96 million (2024: RMB56.11 million) as at 31 December 2025 in respect of bank loans granted to a joint venture.

## **Sufficiency of Public Float**

Based on information that is publicly available to the Company and within the knowledge of the Directors at the date of this announcement, the Company has maintained the public float as required by the Rules Governing the Listing of Securities (the "Listing Rules") of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") throughout the Year.

## **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 2025, the Group had 289 full-time employees (31 December 2024: 348). 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 (2024: 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 Listing Rules. 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.

Pursuant to code provision B.3.5 of Part 2 of the CG Code, the Company should appoint at least one director of a different gender to the Nomination Committee. As at 31 December 2025, the Nomination Committee consisted of three members, namely Mr. Jiang Xiuwen, an executive Director, Mr. Guo Shaomu and Mr. Chen Yi Chuan, each as an independent non-executive Director, all of whom are male Directors. Therefore, from 1 July 2025, the Company was not in full compliance with code provision B.3.5 of Part 2 of the CG Code regarding gender diversity in the Nomination Committee. The Board recognises the importance of gender diversity within the Nomination Committee. The Company is actively identifying suitable candidate(s) of a different gender for appointment to the Committee as soon as practicable in order to ensure compliance with the relevant code provision.

## **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 2025, the Company does not hold any treasury shares.

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

On 13 October 2025, Dalian Science and Technology City Changde Development Co., Ltd. (大連科技城昌得開發有限公司) (“**Dalian ChangDe**”), a wholly-owned subsidiary of the Company, and 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, entered into a Offset Agreement with Dalian Ganjing Hengye Development Co., Ltd. (大連甘井恆業發展股份有限公司) (“**Dalian HengYe**”), which is wholly-owned by the Finance Bureau of Ganjingzi District Dalian Municipal. Pursuant thereto, Dalian ChangDe conditionally agreed to transfer all interests in the subject property to Dalian HengYe, and Dalian HengYe conditionally agreed to offset the outstanding debts in an aggregate amount of RMB275.78 million as consideration for the transfer of the Property. The aforementioned very substantial disposal was approved at the extraordinary general meeting held on 29 December 2025.

For details, please refer to the announcements of the Company dated 27 January 2025, 13 October 2025 and 29 December 2025, and the circular of the Company dated 8 December 2025.

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 2025.

## **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. 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.

### **3. Criminal Order**

Outsourcing Company received a criminal order (the "**Order**") issued by the Intermediate People's Court of Dalian City, 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 conducted on behalf of the Outsourcing Company, the Outsourcing Company was also convicted of crime of offering bribes by an entity. According to the Order, the Outsourcing Company is required to pay outstanding amounts of approximately RMB296.6 million to the Finance Bureau of Ganjingzi District Dalian City ("**Dalian Finance Bureau**"). Subsequently, Dalian Finance Bureau entered into a debt assignment agreement with the Outsourcing Company and Dalian HengYe, pursuant to which Dalian Finance Bureau assigned a portion of the outstanding amounts amounting to RMB275.78 million to Dalian HengYe. Dalian ChangDe and the Outsourcing Company entered into a Offset Agreement with Dalian HengYe. Pursuant thereto, Dalian ChangDe conditionally agreed to transfer all interests in the subject property to Dalian HengYe, and Dalian HengYe conditionally agreed to offset the outstanding debts in an aggregate amount of RMB275.78 million as consideration for the transfer of the Property. The remaining outstanding amount of approximately RMB20.82 million was used to offset rent and property fees payable by the government and relevant management units to the Outsourcing Company and its related parties. Upon completion of the aforementioned transactions and set-off, the outstanding amount, together with the rent and property fees payable by the government to the Company, will be fully settled.

For details, please refer to the Company's announcements dated 27 January, 2025, 13 October, 2025, and 29 December, 2025, and the circular dated 8 December, 2025.

#### 4. Loan from China CITIC Dalian

Dalian Shengbei Development Company Limited (大連聖北開發有限公司) (“**Dalian Shengbei**”), a subsidiary of the Company, failed to repay the loan in accordance with the time limit agreed in the Loan Contract, resulting in the loan becoming overdue, and the creditor, China CITIC Bank Corporation Limited, Dalian Branch (中信銀行股份有限公司大連分行) (“**China CITIC Dalian**”), demanded repayment of the loan. The subsidiary of the Company has received an enforcement notice from Shanghai Financial Court, stating that China CITIC Dalian, as the enforcement applicant, has submitted its Application for Compulsory Enforcement to Shanghai Financial Court. The applicant sought to enforce the outstanding loan principal of approximately RMB194 million owed by Dalian Shengbei, the interest, penalty interest and other amounts as of 25 April 2025, totaling approximately RMB270 million; and the interest, penalty interest and other amounts from 25 April 2025 until the date of actual repayment; and the relevant expenses incurred in realizing its claims. Meanwhile, an application is made for the enforcement of the secured property in order to be repaid in priority.

For details, please refer to the Company’s announcements dated 2 June 2025, 6 June 2025 and 3 July 2025.

#### 5. Loan from Northern Trust

The Company’s subsidiaries received a Civil Complaint from the Secondary Intermediate People’s Court of Tianjin filed by Northern International Trust Co., Ltd. (the “**Plaintiff**”) against Dalian Software Park Rongtai Development Co., Ltd. (大連軟件園榮泰開發有限公司) (“**Defendant 1, Borrower and Mortgagor**”), Zhengzhou Yida Technology New City Development Co., Ltd. (鄭州億達科技新城發展有限公司) (“**Defendant 2, Co-Borrower and Mortgagor**”), Dalian Software Park Rongyuan Development Co., Ltd. (大連軟件園榮源開發有限公司) (“**Defendant 3 and Mortgagor**”) and Dalian Jiadao Information Co., Ltd. (大連嘉道科技發展有限公司) (“**Defendant 4 and Mortgagor**”). The Plaintiff claims that: Defendant 1 and Defendant 2 repay the loan principal of approximately RMB482 million plus accrued interest, penalty interest and liquidated damages, totaling approximately RMB612 million as of 21 September 2025; the Plaintiff have priority in compensation from the proceeds of the auction or sale of the collateral provided by each Mortgagor, subject to the agreed mortgage amount; and Defendant 1 and Defendant 2 bear the expenses incurred by the Plaintiff in realizing its claims.

For details, please refer to the Company’s announcements dated 17 October 2025 and 22 December 2025.

## 6. Debt Restructuring for Great Wall Asset Management

The Company's subsidiaries received a Civil Complaint from the Huangpu District People's Court of Shanghai, in which China Great Wall Asset Management Co. Ltd. (中國長城資產管理有限公司) Dalian Office (the "**Plaintiff**") sued Dalian Shenghe Property Development Company Limited (大連聖和房地產開發有限公司) ("**Defendant 1**"), Dalian Software Park Rongda Development Co., Ltd. (大連軟件園榮達開發有限公司) ("**Defendant 2**"), and Yida Development Company Limited (億達發展有限公司) ("**Defendant 3**"). The Plaintiff requested the court to order: Defendant 1 and Defendant 2 repay the principal of RMB294 million, as well as debt restructuring proceeds, liquidated damages and penalty interest up to the date of actual repayment; the Supplemental Agreement to the Mortgage Contract be confirmed to be legal and valid, and the Plaintiff be entitled to priority in compensation from the proceeds of the auction or sale of the collateral provided by Defendant 2 subject to the amount as above mentioned; Defendant 3 undertake joint and several guarantee liability; and the three Defendants jointly bear the litigation costs.

For details, please refer to the Company's announcements dated 31 December 2025 and 2 February 2026.

## 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, 14 May 2023, 2 June 2025, 6 June 2025, 3 July 2025, 17 October 2025, 22 December 2025, 31 December 2025, 7 January 2026, 2 February 2026, 3 March 2026 and 9 March 2026, the interim reports of the Company for the six months ended 30 June 2019, 30 June 2020, 30 June 2021, 30 June 2022, 30 June 2023, 30 June 2024 and 30 June 2025, and the annual reports of the Company for the years ended 31 December 2019, 31 December 2020, 31 December 2021, 31 December 2022, 31 December 2023 and 31 December 2024.

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. On 8 March 2024, the trustee was instructed by the Holders, holding at least 25% of the aggregate principal amount of the Senior Notes and sent 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. 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.
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 2025, the payable balance with interest accrued thereon to Aetos Parties amounted to RMB1,579,510,000.
5. The Company's subsidiary, Dalian Shengbei Development Co., Ltd. ("**Dalian Shengbei**"), failed to repay the overdue loan principal of approximately RMB 194.3276 million and accrued unpaid interest to China CITIC Bank Co., Ltd., Dalian Branch ("**China CITIC Dalian**") within the time limit stipulated in the loan contract. Dalian Shengbei's failure to pay the principal and interest under the loan contract on time constitutes an event of default under the loan contract.

6. Since May 2022, Northern International Trust Co., Ltd. (the “**Northern Trust**”) (as the creditor) has successively granted a project loan of RMB1.014 billion (the “**Northern Trust Loan**”) to Dalian Software Park Rongtai Development Co., Ltd. (大連軟件園榮泰開發有限公司, “**Rongtai Company**”) (as the debtor), an indirect wholly-owned subsidiary of the Company, at an interest rate of 12% and with a maturity date of 17 September 2025. The outstanding loan principal and corresponding interest failed to be repaid upon the loan maturity date amounted to approximately RMB 504 million. As of the date of this announcement, the remaining outstanding loan principal of Northern Trust is approximately RMB 482 million and the corresponding interest; the overdue borrowing mentioned above has constituted relevant debt default.
7. On September 2020, China Great Wall Asset Management Co. Ltd. (中國長城資產管理有限公司) Dalian Office (“**Great Wall AMC**”) (as creditor), Dalian Shenghe Property Development Company Limited (大連聖和房地產開發有限公司) (“**Dalian Shenghe**”) (as debtor), an indirect wholly-owned subsidiary of the Company, Dalian Software Park Rongda Development Co., Ltd. (大連軟件園榮達開發有限公司) (“**Dalian Rongda**”) (as co-debtor and mortgagor) and the Company entered into a debt restructuring agreement (the “**Debt Restructuring Agreement**”), pursuant to which, Great Wall AMC is entitled to a creditor’s right against Dalian Shenghe and Dalian Rongda in the principal amount of RMB294 million at an annual interest rate of 11% for a term of 24 months, with the maturity date being 28 September 2022. On 31 December 2021, after negotiations and upon reaching a consensus, the parties entered into a supplemental agreement to the Debt Restructuring Agreement, pursuant to which the maturity date was extended to 28 September 2023 and the annual interest rate was adjusted to 6%. As of the date of this announcement, the principal balance of the debt restructuring was RMB 294 million. Dalian Shenghe and Dalian Rongda failed to repay the loan in accordance with the time limit stipulated under the Debt Restructuring Agreement, resulting in a debt default.
8. In October 2022, China Guangfa Bank Co., Ltd., Dalian Branch (“**Guangfa Dalian**”) (as the creditor) extended a loan of RMB 93 million (the “**Guangfa Loan**”) to the Company’s indirect wholly-owned subsidiary, Yida Construction Group Co., Ltd. (“**Yida Construction**”) (as the debtor and pledgor). The loan interest rate was 4%, and the loan maturity date was 27 May 2027. Yida Construction failed to repay the loan principal and interest of the most recent installment to Guangfa Dalian, resulting in an overdue loan. As of the date of this announcement, the principal balance of the Guangfa Loan is RMB 78 million, and the aforementioned overdue loan has constituted a debt default.
9. On May 2017, Bohai International Trust Co., Ltd (the “**Bohai Trust**”) (as creditor) has entered into a trust fund loan contract with Dalian Gaoji Property Development Company Limited (the “**Gaoji Company**”), an indirect wholly-owned subsidiary of the Company. The contract stipulated a total loan amount of RMB1.6 billion. Upon signing the contract, after several disbursements, repayments and changes to the contract, the outstanding principal balance of the loan is RMB498 million, at an interest rate of 4% and with a maturity date of 2 May 2025. As of the date of this announcement, the outstanding principal of the Loan is RMB498 million and the corresponding interest.

10. On 8 December 2023, the Export-Import Bank of China Liaoning Branch (the “**CEXIM Liaoning Branch**”) (as creditor) and Yida Development Limited (“**Yida Development**”), an indirect wholly-owned subsidiary of the Company (as debtor), entered into a debt restructuring agreement. The debt restructuring agreement stipulates a principal amount is RMB102.6 million, an annual interest rate of 4%, and a loan maturity date of 20 November 2028. Yida Development failed to repay the loan principal and interest of the most recent installment to CEXIM Liaoning Branch, resulting in the loan being overdue. As of the date of this announcement, the principal balance under the debt restructuring agreement is RMB102.2 million.
11. 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 RMB6,517,634,000 still remained unsettled as of 31 December 2025.

The aforementioned events of default resulted in certain other borrowings of the Group (other than the Borrowings Overdue) amounting to RMB4,963,172,000 in total as at 31 December 2025 becoming immediately repayable if requested by the lenders. 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, 30 June 2023, 30 June 2024 and 30 June 2025 and the annual reports of the Company for the years ended 31 December 2021, 31 December 2022, 31 December 2023 and 31 December 2024. 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 2025 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***

In the first half of 2025, the Group held a friendly negotiation with the Aetos Parties on debt settlement. Although no effective settlement proposal was reached, both parties expressed their willingness to continue to maintain communication in order to seek for a solution. As of the date of this announcement, the Aetos Parties have not presented a winding-up petition to the court.

#### **2. *The Borrowings Overdue***

As of the date of this announcement, the Group has been actively communicating with the financial institutions in relation to the repayment plan of the Borrowings Overdue. However, due to the downturn of the real estate sector, difficulties in asset disposals, cash flow pressure and the long debt cycle, the progress of negotiation on the renewal or extension of the Borrowings Overdue has been slow. Loans from the China CITIC Dalian, the Northern Trust, the Great Wall Asset Management, the Guangfa Dalian, the Bohai Trust and the CEXIM Liaoning Branch have been successively defaulted (for details, please refer to the section of “Breaches of Significant Loan Agreements”). The Group has continuously conducted discussions with the relevant financial institutions, aiming to reach an effective debt restructuring, debt extension arrangements or debt resolution plans.

### **3. Net Current Liabilities**

With regard to the net current liabilities of the Group, the Group is taking appropriate measures to address concerns over its liquidity. The Group has strengthened its management efforts in various aspects, including sales, collection of receivables, debt resolution, cost control and asset revitalisation by formulating relevant policies, setting out clear objectives and identifying responsible persons. Meanwhile the Group is still striving to promote the disposal of assets. Taking into account factors such as economic cycle and the downturn of the industry, although the aforesaid Plans and Measures are the best solutions that the Group can adopt, it will take a long time to yield material results. Practical measures implemented by the Company are as follows:

- (1) Accelerating sales collection: The Group has formulated and implemented business strategy plans, including channel collaboration, owner activities, and price support, with a focus on accelerating property sales. As of 31 December 2025, the Group's contracted sales was approximately RMB763 million, and the Group's attributable contracted sales was approximately RMB716 million.
- (2) Cost control and continued cooperation with business partners: The Group has taken measures to strengthen supplier management and target cost control, strictly control project costs and expenses, and strengthen the collection of accounts receivable through various means. The Group continues to streamline its organisational management structure and reduce labour costs.
- (3) Disposal of assets: The Group continues to actively deepen collaboration with capital partners, expand its portfolio of key clients, and explore potential opportunities for disposal of assets to generate additional cash inflows. As disclosed in the announcements of the Company dated 27 January 2025, 13 October 2025 and 29 December 2025 and the circular dated 8 December 2025, Dalian ChangDe and Outsourcing Company entered into the Offset Agreement with Dalian HengYe, pursuant to which Dalian ChangDe has conditionally agreed to transfer all interests in the Subject Property to Dalian HengYe, and Dalian HengYe has conditionally agreed to offset the Outstanding Amount totaling RMB275.78 million as the Consideration for the transfer of the Property. The aforementioned very substantial disposal was approved at the extraordinary general meeting held on 29 December 2025.

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 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.

## **AUDIT COMMITTEE**

The Company has established an audit committee (the “**Audit Committee**”) on 1 June 2014. The primary duties of the Audit Committee are to review and supervise the financial reporting process and internal control system of the Group, oversee the audit process and perform other duties and responsibilities as assigned by the Board. As at 31 December 2025, the Audit Committee consisted of three independent non-executive Directors, namely Mr. Chen Yi Chuan, Mr. Guo Shaomu and Mr. Tong Wing Chi with Mr. Chen Yi Chuan acting as the chairman of the Audit Committee. In compliance with Rule 3.21 of the Listing Rules, the chairman of the Audit Committee has appropriate professional qualifications. During the period from 1 January 2025 to 12 January 2025, the Company failed to meet the requirements of Rules 3.10(1), 3.10(2), 3.10A and 3.21 of the Listing Rules. Since 13 January 2025, the Company has re-complied with Rules 3.10, 3.10A and 3.21 of the Listing Rules. For details, please refer to the announcement of the Company dated 13 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 2025 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 2025. 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](http://www.hkexnews.hk) and the Company's website at [www.yidachina.com](http://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, 31 March 2026

*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.*