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Ronshine China Holdings Limited

融信中國控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3301)

**(1) ANNOUNCEMENT OF ANNUAL RESULTS
FOR THE YEAR ENDED 31 DECEMBER 2025;
(2) RESIGNATION OF NON-EXECUTIVE DIRECTOR; AND
(3) RESIGNATION OF JOINT COMPANY SECRETARY AND
CHANGE OF AUTHORISED REPRESENTATIVE AND
PROCESS AGENT**

2025 FINANCIAL HIGHLIGHTS

- Contracted sales amounted to approximately RMB3,777.44 million, representing a decrease of approximately 50.96% as compared with the previous year.
- Revenue amounted to approximately RMB7,107.58 million, representing a decrease of approximately 76.13% as compared with the previous year.
- Gross loss amounted to approximately RMB4,717.99 million as compared with the gross profit of approximately RMB334.37 million in the previous year.
- Loss for the year amounted to approximately RMB12,483.02 million, representing an increase of approximately 8% as compared with the loss for the year of approximately RMB11,558.04 million in the previous year.
- Loss attributable to owners of the Company amounted to approximately RMB9,958.49 million, representing a decrease of approximately 17.03% as compared with the loss attributable to owners of the Company of approximately RMB12,002.31 million in the previous year.
- Gearing ratio was -5.19 as at 31 December 2025 as compared with 5.11 as at 31 December 2024.

ANNUAL RESULTS

The board (the “**Board**”) of directors (the “**Directors**”) of Ronshine China Holdings Limited (the “**Company**” or “**Ronshine**”) hereby announces the consolidated annual results of the Company and its subsidiaries (collectively, the “**Group**”) for the year ended 31 December 2025 with comparative figures for the year ended 31 December 2024 as follows:

CONSOLIDATED INCOME STATEMENT

	<i>Notes</i>	Year ended 31 December	
		2025	2024
		<i>RMB'000</i>	<i>RMB'000</i>
Revenue	3	7,107,576	29,781,887
Cost of sales		(11,825,569)	(29,447,513)
Gross (loss)/profit		(4,717,993)	334,374
Selling and marketing costs		(179,436)	(307,783)
Administrative expenses		(540,417)	(606,884)
Net impairment losses on financial assets		(3,585,756)	(3,808,945)
Fair value losses on investment properties		(148,655)	(532,504)
Other income		83,207	51,429
Other losses, net		(623,355)	(2,404,587)
Operating loss		(9,712,405)	(7,274,900)
Finance income	4	20,200	45,790
Finance costs	4	(2,272,856)	(2,683,407)
Finance costs – net	4	(2,252,656)	(2,637,617)
Share of net profit of investments accounted for using the equity method		45,151	146,562
Loss before income tax		(11,919,910)	(9,765,955)
Income tax expense	5	(563,112)	(1,792,084)
Loss for the year		(12,483,022)	(11,558,039)
(Loss)/Profit for the year attributable to:			
– Owners of the Company		(9,958,491)	(12,002,306)
– Non-controlling interests		(2,524,531)	444,267
		(12,483,022)	(11,558,039)
Loss per share for loss attributable to owners of the Company (expressed in RMB per share)			
– Basic loss per share	6	(5.92)	(7.13)
– Diluted loss per share	6	(5.92)	(7.13)

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	Year ended 31 December	
	2025	2024
	<i>RMB'000</i>	<i>RMB'000</i>
Loss and total comprehensive loss for the year	<u>(12,483,022)</u>	<u>(11,558,039)</u>
Total comprehensive loss for the year attributable to:		
– Owners of the Company	(9,958,491)	(12,002,306)
– Non-controlling interests	<u>(2,524,531)</u>	<u>444,267</u>
	<u>(12,483,022)</u>	<u>(11,558,039)</u>

CONSOLIDATED BALANCE SHEET

	As at 31 December	
<i>Notes</i>	2025	2024
	<i>RMB'000</i>	<i>RMB'000</i>
ASSETS		
Non-current assets		
Property, plant and equipment	927,836	993,045
Investment properties	11,526,500	11,243,202
Right-of-use assets	348,807	362,157
Intangible assets	1,606	1,606
Investments accounted for using the equity method	5,657,245	6,789,039
Financial assets at fair value through profit or loss	421,160	419,331
Total non-current assets	18,883,154	19,808,380
Current assets		
Properties under development	21,863,958	27,342,143
Completed properties held for sale	13,114,604	20,078,309
Contract assets and contract costs	577,707	593,580
Trade and other receivables and prepayments	17,630,982	20,908,900
Amounts due from related parties	2,630,146	3,232,508
Prepaid taxation	3,789,200	4,112,505
Financial assets at fair value through profit or loss	95,428	107,404
Term deposits	99,853	130,603
Restricted cash	1,393,107	2,018,250
Cash and cash equivalents	1,098,822	1,253,421
Total current assets	62,293,807	79,777,623
Total assets	81,176,961	99,586,003
EQUITY		
Share capital	15	15
Share premium	3,082,681	3,082,681
Other reserves	(24,794,959)	(14,836,468)
Equity attributable to owners of the Company	(21,712,263)	(11,753,772)
Non-controlling interests	14,967,114	18,628,080
Total equity	(6,745,149)	6,874,308

	As at 31 December	
<i>Notes</i>	2025	2024
	<i>RMB'000</i>	<i>RMB'000</i>
LIABILITIES		
Non-current liabilities		
Borrowings	4,080,402	7,988,991
Deferred tax liabilities	1,351,140	1,300,653
Total non-current liabilities	5,431,542	9,289,644
Current liabilities		
Borrowings	33,513,645	30,551,151
Contract liabilities	11,122,804	15,403,501
Trade and other payables	25,875,386	25,155,253
Amounts due to related parties	6,007,095	5,784,740
Current tax liabilities	5,971,638	6,527,406
Total current liabilities	82,490,568	83,422,051
Total liabilities	87,922,110	92,711,695
Total equity and liabilities	81,176,961	99,586,003

1 BASIS OF PREPARATION

(a) Compliance with HKFRS Accounting Standards and Hong Kong Companies Ordinance (Cap. 622 of the Laws of Hong Kong) (“HKCO”)

The consolidated financial statements of the Group have been prepared in accordance with HKFRSs Accounting Standards issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”). In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) and by the HKCO.

(b) Historical cost convention

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

(c) Going concern basis

For the year ended 31 December 2025, the Group incurred a loss for the year of approximately RMB12,483,022,000. As at 31 December 2025, the Group recorded net current liabilities and net liabilities of RMB20,196,761,000 and RMB6,745,149,000 respectively, and the Group’s current portion of borrowings amounted to RMB33,513,645,000, while its cash and cash equivalents (excluding restricted cash) amounted to RMB1,198,675,000.

Since the second half of 2021, the business environment of China’s real estate industry has undergone major changes, with increased difficulties in financing confronted by real estate companies. Under such circumstances, a number of real estate companies have successively encountered debt repayment issues, indicating accelerated deterioration of the industry’s business environment. At the same time, the outbreak of the COVID-19 pandemic in Shanghai and other cities has brought enormous pressure on the Group’s operations. As a result of the impact brought by the above factors, the Group takes longer time than expected to realise cash from its properties and/or to obtain cash from external financing to meet its loan repayment obligations. Although the Company has endeavoured to mitigate the impact of various unfavourable factors on its operations, due to the prolonged duration of this situation, the Group’s operation and cash position have been significantly affected, and its ability to perform future obligations is subject to uncertainty.

As of 31 December 2025, the Company has not paid the principal amounts and interests of the senior notes due 25 October 2022 (ISIN: XS1976760782 and Common Code: 197676078) (the “**October 2022 Notes**”), due 22 January 2023 (ISIN:XS2031469732 and Common Code: 203146973) (the “**January 2023 Notes**”), due 9 June 2023 (ISIN: XS2090949160 and Common Code: 209094916) (the “**June 2023 Notes**”), due 25 December 2023 (ISIN: XS2189303873 and Common Code: 218930387) (the “**December 2023 Notes**”), due 5 August 2024 (ISIN: XS2211514885 and Common Code: 221151488) (the “**August 2024 Notes**”) and due 25 January 2025 (ISIN: XS2290308845 and Common Code: 229030884) (the “**January 2025 Notes**”). The total outstanding principal amount of these senior notes is approximately RMB14,489,681,000.

If such non-payment continues, holders of at least 25% of the aggregate principal amount of the relevant outstanding senior notes at that time may, by written notice to the Company or the trustee, require the Company to pay the principal and accrued interest of the relevant outstanding senior notes immediately. As of the date of approval of these consolidated financial statements, the Company has not received any notice regarding accelerated repayment from the relevant trustee or holders of all the aforementioned senior notes.

As at 31 December 2025, the Group did not repay the principal and/or interest of certain borrowings of approximately RMB32,914,260,000 (inclusive of principal and interest) according to their scheduled repayment dates, and borrowings with the aggregate principal amount of RMB26,164,767,000 had become default. In addition, certain parties have initiated litigations against the Group to settle outstanding borrowings, unpaid construction cost, etc., involving an aggregated subject amount of approximately RMB4.7 billion. Subsequent to 31 December 2025, the Group did not repay certain other bank borrowings or other borrowings according to the scheduled repayment dates.

If the Group fails to perform the obligations of repaying the debts due and cannot agree on a consensual solution to the corresponding indebtedness with creditors in a timely manner, it may cause the relevant creditors to demand accelerated repayment of the obligations of the relevant debts or take enforcement actions.

The above events or conditions indicate the existence of a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern. In view of the aforesaid, the directors of the Company (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 and to improve the financial position of the Group:

- (i) the Group is actively negotiating with several financial institutions and lenders on the renewal of certain borrowings, and has been negotiating with various banks and financial institutions to secure new sources of financing;
- (ii) 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 outstanding sales proceeds and other receivables;
- (iii) the Group will continue to take active measures to control administrative costs and maintain containment of capital expenditures; and
- (iv) the Group has engaged Haitong International Capital Limited as its financial advisor for overseas debt management to initiate relevant preliminary work, and intends to explore various feasible solutions with overseas creditors so as to seek a holistic solution to the relevant debts.

The Directors have reviewed the Group's cash flow projections prepared by the management of the Company, which cover a period of not less than twelve months from the date of approval of the consolidated financial statements. 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 the date of approval of the consolidated financial statements. Accordingly, the directors are satisfied that it is appropriate to continue to adopt the going concern basis of accounting in preparing these consolidated financial statements.

Notwithstanding the above, given the volatility of the property sector in China and the uncertainties to obtain continuous support by the banks and the Group's creditors, material uncertainties exist as to whether the management of the Company will be able to achieve its plans and measures as described above.

Should the going concern assumption be inappropriate, adjustments may have to be made to write down the values of assets to their recoverable amounts, to provide for any further liabilities that 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) Principal accounting policies

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

The accounting policies and the methods of computation used in the Group's annual financial statements for the year ended 31 December 2025 are the same as those presented in the condensed consolidated financial statements for the six months ended 30 June 2025.

In accordance with the guidance set out in the amendments, accounting policy information that is standardised information, or information that only duplicates or summarises the requirements of the HKFRS accounting standards, is considered immaterial accounting policy information and is no longer disclosed in the notes to the consolidated financial statements so as not to obscure the material accounting policy information disclosed in the notes to the consolidated financial statements.

(e) Application of amendments to HKFRS accounting standards

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

In the current year, the Group has applied the following amendments to an HKFRS Accounting Standard as issued by the HKICPA for the first time, which are mandatorily effective for the Group's annual period beginning on 1 January 2025 for the preparation of the consolidated financial statements:

Amendments to HKAS 21 Lack of Exchangeability

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

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

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

Amendments to HKFRS 9 and HKFRS 7	Amendments to the Classification and Measurement of Financial Instruments ²
Amendments to HKFRS 9 and HKFRS 7	Contracts Referencing Nature-dependent Electricity ²
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ¹
Amendments to HKFRS Accounting Standards	Annual Improvements to HKFRS Accounting Standards – Volume 11 ²
HKFRS 18	Presentation and Disclosure in Financial Statements ³
Amendments to IAS 21	Translator to a Hyper inflationary Presentation Currency ³

¹ Effective for annual periods beginning on or after a date to be determined.

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

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

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

HKFRS 18 Presentation and Disclosure in Financial Statements

HKFRS 18 Presentation and Disclosure in Financial Statements, which sets out requirements on presentation and disclosures in financial statements, will replace HKAS 1 Presentation of Financial Statements. This new HKFRS Accounting Standard, while carrying forward many of the requirements in HKAS 1, introduces new requirements to present specified categories and defined subtotals in the statement of profit or loss; provide disclosures on management-defined performance measures (MPMs) in the notes to the financial statements and improve aggregation and disaggregation of information to be disclosed in the financial statements. In addition, some HKAS 1 paragraphs have been moved to HKAS 8 Accounting Policies, Changes in Accounting Estimates and Errors (the title of which will be changed to Basis of Preparation of Financial Statements upon effective of HKFRS 18) and HKFRS 7. Minor amendments to HKAS 7 Statement of Cash Flows and HKAS 33 Earnings per Share are also made.

HKFRS 18, and amendments to other standards, will be effective for annual periods beginning on or after 1 January 2027, with early application permitted. HKFRS 18 requires retrospective application with specific transition provisions. The application of the new standard is not expected to have significant impact on the financial performance and positions of the Group in terms of recognition and measurement. However, it is expected to affect the structure and presentation of the consolidated statement of profit or loss.

2 SEGMENT INFORMATION

The executive Directors have been identified as the chief operating decision-maker. Management has determined the operating segments based on the reports reviewed by the executive Directors, which are used to allocate resources and assess performance. The Group is principally engaged in property development in the People's Republic of China (the "PRC"). Management reviews the operating results of the business as one segment to make decisions about resources to be allocated. Therefore, the executive Directors regard that there is only one segment which is used to make strategic decisions. Revenue and profit after income tax are the measures reported to the executive Directors for the purpose of resources allocation and performance assessment.

The major operating entities of the Group are domiciled in the PRC. All of the Group's revenue are derived in the PRC for the year ended 31 December 2025 (2024: same).

- (a) As at 31 December 2025, except for parts of term deposits and financial assets at fair value through profit or loss, other assets of the Group were located in the PRC (2024: same).
- (b) There was no revenue derived from a single external customer accounting for 10% or more of the Group's revenue for the year ended 31 December 2025 (2024: same).

3 REVENUE

	Year ended 31 December	
	2025	2024
	RMB'000	RMB'000
Revenue from contracts with customers:		
Revenue from sales of properties		
– Recognised at point in time	6,691,469	29,322,249
Revenue from construction services, hotel operations and others (<i>Note</i>):		
– Recognised at point in time	229,147	254,027
Revenue from other sources – rental income	186,960	205,611
	<u>7,107,576</u>	<u>29,781,887</u>

Note:

Revenue from construction services, hotel operations and others were as follows:

	2025	2024
	RMB'000	RMB'000
Hotel operations	130,565	146,173
Others	98,582	107,854
Total	<u>229,147</u>	<u>254,027</u>

4 FINANCE (COSTS)/INCOME – NET

	Year ended 31 December	
	2025	2024
	RMB'000	RMB'000
Finance income		
– Interest income from bank deposits	20,200	45,790
	<u>20,200</u>	<u>45,790</u>
Finance costs		
– Interest expenses of borrowings	(2,685,837)	(2,805,259)
– Less: capitalised interest	25,340	368,343
– Net foreign exchange gain/(loss)	387,641	(246,491)
	<u>(2,272,856)</u>	<u>(2,683,407)</u>
Finance costs – net	<u>(2,252,656)</u>	<u>(2,637,617)</u>

5 INCOME TAX EXPENSE

	Year ended 31 December	
	2025	2024
	RMB'000	RMB'000
Current income tax:		
PRC corporate income tax (“CIT”)	346,621	980,821
PRC land appreciation tax (“LAT”)	166,004	128,090
	<u>512,625</u>	<u>1,108,911</u>
Deferred income tax:		
CIT	50,487	683,173
Income tax expenses	<u>563,112</u>	<u>1,792,084</u>

CIT

The 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 years ended 31 December 2025 and 2024, based on the existing legislation, interpretations and practices in respect thereof.

The corporate income tax rate applicable to the group entities located in Mainland China is 25% according to the Corporate Income Tax Law of the PRC (the “CIT Law”) effective on 1 January 2008.

LAT

Pursuant to the requirements of the Provisional Regulations of the PRC on LAT effective on 1 January 1994, and the Detailed Implementation Rules on the Provisional Regulations of the PRC on LAT effective on 27 January 1995, all income from the sale or transfer of state-owned land use rights, buildings and their attached facilities in the PRC is subject to LAT at progressive rates ranging from 30% to 60% of the appreciation value, with an exemption provided for sales of ordinary residential properties if their appreciation values do not exceed 20% of the sum of the total deductible items.

The Group has made provision of LAT for sales of properties according to the aforementioned progressive rates.

PRC dividend withholding income tax

Pursuant to the Detailed Implementation Regulations for implementation of the CIT Law issued on 6 December 2007, dividends distributed from the profits generated by the PRC companies after 1 January 2008 to their foreign investors shall be subject to this withholding income tax of 10%, a lower 5% withholding income tax rate may be applied when the immediate holding companies of the PRC subsidiaries are incorporated in Hong Kong and fulfil the requirements to the tax treaty arrangements between the PRC and Hong Kong. The Group has not accrued any withholding income tax for these undistributed earnings of its PRC subsidiaries as the Group does not have a plan to distribute these earnings from its PRC subsidiaries.

Hong Kong profits tax

The applicable Hong Kong profits tax rate was 16.5% for the year ended 31 December 2025 (2024: 16.5%). Hong Kong profits tax has not been provided as the Group did not have any assessable profit subject to Hong Kong profits tax for the year ended 31 December 2025 (2024: nil).

Overseas income tax

The Company was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Act, Cap. 22 of the Cayman Islands and, is exempted from Cayman Islands income tax. The Company’s direct subsidiary in the British Virgin Islands was incorporated under the Business Companies Act of the British Virgin Islands and is exempted from British Virgin Islands income tax.

6 LOSS PER SHARE

Basic loss per share is calculated by dividing the loss attributable to owners of the Company by the weighted average number of ordinary shares in issue during the financial year.

	Year ended 31 December	
	2025	2024
Loss attributable to owners of the Company (RMB'000)	<u>(9,958,491)</u>	<u>(12,002,306)</u>
Weighted average number of ordinary shares in issue	<u>1,683,431,417</u>	<u>1,683,431,417</u>
Basic and diluted loss per share (RMB per share)	<u>(5.92)</u>	<u>(7.13)</u>

For the years ended 31 December 2025 and 2024, there is no potential ordinary share issued. Accordingly, diluted loss per share for the year ended 31 December 2025 and 2024 are the same as the basic loss per share.

The Company has not repurchased and cancelled its own ordinary shares during the year ended 31 December 2025 (2024: nil).

7 DIVIDEND

The Board resolved not to recommend the payment of a final dividend for the year ended 31 December 2025 (2024: nil).

8 TRADE AND OTHER RECEIVABLES AND PREPAYMENTS

	As at 31 December	
	2025	2024
	RMB'000	RMB'000
Trade receivables (<i>Note (a)</i>)	<u>84,681</u>	<u>36,378</u>
Other receivables:		
– Amounts due from non-controlling interests	11,798,386	10,987,458
– Deposits for acquisition of land use rights and property development projects	4,822,976	6,521,243
– Other amounts due from third parties	2,220,676	2,111,283
– Deposits for construction contracts	131,536	183,229
– Others	198,901	30,443
Less: loss allowance	<u>(7,204,038)</u>	<u>(3,985,816)</u>
	<u>11,968,437</u>	<u>15,847,840</u>
Prepayments:		
– Prepaid value added tax, business taxes and other taxes	5,000,813	4,734,463
– Others	577,051	290,219
	<u>5,577,864</u>	<u>5,024,682</u>
	<u>17,630,982</u>	<u>20,908,900</u>

- (a) Trade receivables mainly arose from sales of properties. Proceeds in respect of sale of properties is settled in accordance with the terms stipulated in the sale and purchase agreements.

Ageing analysis of the trade receivables is as follows:

	As at 31 December	
	2025	2024
	RMB'000	RMB'000
Within one year	56,946	8,017
Over one year	27,735	28,361
	<u>84,681</u>	<u>36,378</u>

9 TRADE AND OTHER PAYABLES

	As at 31 December	
	2025	2024
	RMB'000	RMB'000
Trade payables (<i>Note (a)</i>)	<u>7,023,473</u>	<u>8,857,175</u>
Notes payable	<u>155,513</u>	<u>207,226</u>
Other payable:		
– Amounts due to non-controlling interests	3,800,029	4,462,336
– Deposits received for sales of properties	354,344	490,033
– Other taxes payable	3,807,817	3,136,920
– Interests payable	8,969,572	6,685,686
– Deposits from contractors and suppliers	909,786	1,024,197
– Accrued payroll	81,942	91,035
– Dividend payable	27,539	5,281
– Provisions (<i>note (b)</i>)	234,194	134,485
– Others	511,177	60,879
	<u>25,875,386</u>	<u>25,155,253</u>

- (a) The ageing analysis of the trade payables is as follows:

	As at 31 December	
	2025	2024
	RMB'000	RMB'000
Within one year	187,645	2,620,210
Over one year	6,835,828	6,236,965
	<u>7,023,473</u>	<u>8,857,175</u>

- (b) During the year ended 31 December 2025, the Group received several court orders which were filed by its suppliers for failure to perform the obligation under the suppliers' contracts. According to the Group's in-house legal adviser, the Directors estimated that the Group may therefore be liable for payables, interest and default of approximately RMB234,194,000 (2024: RMB134,485,000).

CHAIRMAN’S STATEMENT

Dear Shareholders,

On behalf of the board (the “**Board**”) of directors (the “**Director(s)**”) of Ronshine China Holdings Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”), I am pleased to present the annual results of the Group for the year ended 31 December 2025 (the “**Year**”).

Market Review

The year 2025 marks both the conclusion of the 14th Five-Year Plan and the strategic groundwork for the 15th Five-Year Plan. During this period, the national economy has demonstrated resilience in the face of pressures, advancing toward high-quality development with a focus on innovation and structural improvement. Against the backdrop of China’s ongoing economic transformation, the real estate sector, as a critical pillar of the national economy, continues to face significant pressure.

Since entering a phase of deep adjustment in the second half of 2021, China’s real estate market has been in a four-year downturn. Throughout this period, both central and local governments have consistently refined real estate policies. The Political Bureau of the CPC Central Committee explicitly set the policy objective of “stabilizing the market by halting the decline,” effectively establishing a policy floor. With the implementation of a series of macroeconomic and property-specific support measures, the market experienced a phase of recovery. However, the impact of these policies has recently weakened, and the market remains some distance from a full-scale stabilization. At the same time, significant market divergence has emerged across different cities and property types, with resilient performance evident in prime locations and high-quality properties.

In 2025, the national real estate market as a whole remains in an adjustment phase. Due to factors such as the continued decline in new home sales and a significant contraction in land transactions over the past two years, the floor space of new construction starts has continued to fall. The market remains in a “de-stocking” phase, and stabilization and recovery will take time. The “15th Five-Year Plan Recommendations,” released in October 2025, explicitly called for “promoting high-quality development in the real estate sector” and emphasised the removal of unreasonable restrictive measures on housing consumption. In December 2025, the Central Economic Work Conference further prioritised “efforts to stabilise the real estate market,” outlining specific tasks related to controlling new supply, reducing inventory and optimizing supply. Additionally, local governments have continued to advance efforts to ensure housing delivery. Notably, recent financial policies related to coordination mechanisms for financing are set to implement rollover systems, which will help stabilise financing within the “whitelist” framework and further support housing delivery efforts.

As most cities have lifted restrictive policies, the housing market is increasingly driven by supply and demand fundamentals, with divergences likely to intensify further. Core first – and second-tier cities, supported by strong economic foundations and industrial competitiveness, continue to attract inflows of high-quality talent, thereby providing a solid underpinning for the real estate market. Prime assets in core areas are expected to retain their value and demonstrate strong risk resistance, with the capacity to navigate market cycles. In contrast, the phase of rapid growth in most third – and fourth-tier cities has largely concluded, and housing is increasingly reverting to its consumption-oriented nature. The future trajectory of these markets will depend more on progress in urbanization and the growth of residents' purchasing power. According to the National Bureau of Statistics, the national investment size in real estate development in 2025 totaled RMB8,278.8 billion, a year-on-year decline of 17.2%. The GFA sales of new commercial housing reached 881.01 million sq.m., down 8.7% year-on-year, while total sales of new commercial housing stood at RMB8,393.7 billion, a year-on-year decrease of 12.6%. These indicators reflect that the real estate sector remains in a phase of deep adjustment, gradually bottoming out amid ongoing dynamics.

Business Review

The Group maintained its focus on the Yangtze River Delta and the West Coast of the Taiwan Strait so as to consolidate the advantages of its strategic regional layout, while striving to strengthen its operations and management to ensure successful project development and delivery in all aspects. During the Year, the Group's contracted sales amounted to approximately RMB3.777 billion with a year-on-year decrease of approximately 50.96%, with contracted total gross floor area (“GFA”) of approximately 334,800 sq.m. and average contracted selling price of approximately RMB11,281 per sq.m. During the Year, a number of the Group's projects earned themselves a good reputation in the market for their outstanding products and services.

In respect of land reserves, the Group adhered to the development principle of steady development, mainly focusing on first- and second-tier cities. As at 31 December 2025, the Group had a total of 206 projects nationwide with a total land reserve of approximately 16.3094 million sq.m. Among them, the land reserves of the first- and second-tier cities accounted for approximately 85.21%. The Group will continue to deepen the cultivation of high-quality projects in the existing core cities and commit to improving operational efficiency, so as to enhance its brand influence continuously.

Given that the market remained operating at a low level throughout 2025, industry data exhibited sustained weakness. Although supportive signals continued to emerge from the policy front, the restoration of market confidence is expected to take time. Key indicators for property development, including investment, sales and funding, continued their downward trajectories, reflecting the structural adjustment pressures confronting the industry.

At present, the recovery of real estate market sales still faces certain challenges, while the financial constraints experienced by real estate enterprises have yet to be fundamentally alleviated. In such a challenging situation, the Group continued to adhere to its prudent development strategy and properly managed its cash flow. As at 31 December 2025, the Group's interest-bearing liabilities amounted to RMB37.594 billion. The Group took proactive steps in debt management, focused on transparency management and actively maintained communication with the market through voluntary announcements, investor relations activities, etc. Up to now, the Group has completed its onshore corporate bond restructuring, and has appointed Haitong International Capital Limited as its financial advisor for overseas debt management to initiate relevant preliminary work. In addition, the Group adopted a number of measures to ensure stable operation and enhance liquidity, including but not limited to enhancing its sales and cash collection efforts, diversifying financing channels, reasonably reducing operating costs, negotiating for the extensions of some existing debts, and disposing of certain assets, etc.

In spite of facing all the challenges, the Group strove to maintain the quality of its products and services. Under the call of “Guaranteeing Delivery of Real Estate Development Projects and Ensuring People’s Livelihood”, the Group has always stayed true to its mission and endeavored to achieve its commitment of quality delivery to the homebuyers. During the Year, the Group has completed the delivery of multiple projects, including but not limited to Zhengzhou City of Times (鄭州時光之城), Hangzhou Aoshi Mansion (杭州傲世邸), the Ocean Costal (青島海月星灣), Taiyuan City of Times (太原時光之城), Chengdu Century Manyun (成都世紀縵雲) and Chongqing Lan Bay (重慶瀾灣). In addition, the Group is committed to all-around development in environmental, social and governance (ESG) areas, to actively fulfill its social responsibility.

Prospects

The year 2026 marks the inaugural year of the 15th Five-Year Plan and represents a pivotal period for stabilizing the real estate sector. The essence of market stabilization lies in restoring confidence and improving expectations. Real estate policies will continue to adhere to the core logic of “halting decline and achieving stabilization,” fully transitioning into a new phase of high-quality development centered on enhancing quality and efficiency. A comprehensive policy framework has been established across six key areas, including, among others, market stability and safeguarding of public welfare. At the local level, 107 provinces and cities nationwide introduced 175 policies aimed at stabilizing the market, focusing on optimizing provident fund mechanisms, enhancing product quality, providing tax and fee subsidies, expanding affordable housing, and revitalizing existing property stock, thereby actively implementing central government’s directives. A number of new local policies have contributed to market stabilization and recovery. Various government departments have jointly intensified efforts across four key areas, namely improving product quality, providing targeted support for housing demands, broadening the scope of housing security as well as revitalizing existing land stock, to facilitate the market shift from recovery toward quality enhancement and efficiency improvement. These coordinated efforts aim to foster long-term balance between supply and demand and support the industry in its steady transition into a new phase of high-quality development.

Looking forward, the Group will continue to deepen its layout in the Yangtze River Delta, the West Coast of the Taiwan Strait and other regions, strengthen its advantages in in-depth layout, actively respond to market opportunities and challenges with its persistence in high quality of products and services, make determined efforts to ensure property delivery and unremitting efforts to improve people's living environment and create happy lives.

Acknowledgement

On behalf of the Board, I would like to express my sincere gratitude to the shareholders of the Company (the “**Shareholders**”), as well as our customers and partners for their long-term support to and trust in Ronshine. I would also like to express my heartfelt gratitude to the Directors, management team and all employees for their hard work and dedication over the past year. In 2026, the Group will continue to adhere to its vision of “becoming a leading, high-quality property developer and service provider offering an ideal lifestyle”, and meanwhile, with dedication and innovation, construct the framework for the future city and create greater value for our Shareholders and investors.

Ou Zonghong

Chairman

Hong Kong, 31 March 2026

MANAGEMENT DISCUSSION AND ANALYSIS

Summary of operating results

	For the year ended 31 December		Change in percentage
	2025	2024	
Contracted sales			
Contracted sales amount (RMB'000) ⁽¹⁾	3,777,444.22	7,702,479	(50.96)%
Contracted gross floor area (sq.m.)	334,842.90	617,264	(45.75)%
Average unit price of contracted sales (RMB/sq.m.)	11,281.24	12,478	(9.59)%
Property delivered			
Revenue from delivery of properties (RMB'000)	6,691,469	29,322,249	(77.18)%
Delivered gross floor area (sq.m.)	421,745	1,334,918	(68.41)%
Recognised average selling price of properties delivered (RMB/sq.m.)	15,866	21,966	(27.77)%
Revenue (RMB'000)	7,107,576	29,781,887	(76.13)%
Cost of Sales (RMB'000)	11,825,569	29,447,513	(59.84)%
Gross profit/(loss) (RMB'000)	(4,717,993)	334,374	(1,410.99)%
Other income and other loss – net (RMB'000)	(540,148)	(2,353,158)	(77.05)%
Loss before income tax (RMB'000)	(11,919,910)	(9,765,955)	22.06%
Loss for the year (RMB'000)	(12,483,022)	(11,558,039)	8.00%
– attributable to owners of the Company (RMB'000)	(9,958,491)	(12,002,306)	(17.03)%
– attributable to non-controlling interests (RMB'000)	(2,524,531)	444,267	(668.25)%
– attributable to holders of Perpetual Capital (RMB'000)	–	–	–
Gross profit/(loss) margin ⁽²⁾	(66.38)%	1.12%	(6,026.79)%
Net loss margin ⁽³⁾	(175.63)%	(38.81)%	352.55%
Total assets (RMB'000)	81,176,961	99,586,003	(18.49)%
Total liabilities (RMB'000)	87,922,110	92,711,695	(5.17)%
Total equity (RMB'000)	(6,745,149)	6,874,308	(198.21)%
Capital and reserves attributable to owners of the Company (RMB'000)	(21,712,263)	(11,753,772)	84.73%
Current ratio ⁽⁴⁾	0.76 times	0.96 times	(21.03)%
Gearing ratio ⁽⁵⁾	(5.19)	5.11	(201.52)%

Notes:

- (1) The amounts include the contracted sales from subsidiaries, associates and joint ventures of the Company.
- (2) The calculation of gross loss margin is based on gross loss divided by revenue and multiplied by 100%; and the calculation of gross profit margin is based on gross profit divided by revenue and multiplied by 100%.
- (3) The calculation of net loss margin is based on net loss divided by revenue and multiplied by 100%.
- (4) The calculation of current ratio is based on current assets divided by current liabilities.
- (5) The calculation of gearing ratio is based on total borrowings less cash and bank balances and divided by total equity.

Property Development

Contracted Sales

For the year ended 31 December 2025, the Group achieved contracted sales of approximately RMB3,777.44 million, representing a decrease of approximately 50.96% compared with approximately RMB7,702.48 million for the year ended 31 December 2024. Such decrease was mainly attributable to the continuous downturn of the property market.

The amount of the Group's contracted sales in Hangzhou, Chengdu, Fuzhou, Suzhou, Nanjing, Nantong, Qingdao, Fuyang and Taiyuan accounted for (i) approximately 74.42% of the Group's total contracted sales for the year ended 31 December 2025, and (ii) approximately 65.65% of the Group's total GFA of contracted sales for the year ended 31 December 2025. The following table sets forth details of the contracted sales of the Group for the year ended 31 December 2025:

	Amount (RMB million)	Percentage (%)	Total GFA (sq.m.)	Percentage (%)	Average selling price (RMB/sq.m.)
Hangzhou	652.46	17.27	54,297.63	16.22	12,016.31
Chengdu	430.07	11.39	12,186.17	3.64	35,291.48
Fuzhou	417.31	11.05	23,267.59	6.95	17,935.10
Suzhou	278.68	7.38	22,938.56	6.85	12,148.97
Nanjing	265.49	7.03	37,191.32	11.11	7,138.47
Nantong	219.20	5.80	32,680.80	9.76	6,707.42
Qingdao	213.00	5.64	13,485.70	4.03	15,794.54
Fuyang	178.79	4.73	11,136.70	3.33	16,054.31
Taiyuan	156.14	4.13	12,629.64	3.77	12,362.85
Others	966.31	25.58	115,028.79	34.35	8,400.58
Total	3,777.44	100.00	334,842.90	100.00	11,281.24

Projects completed

For the year ended 31 December 2025, the Group and its joint ventures and associates had completed a total of 167 projects or phases of projects, with a total GFA of 34,296,057.22 sq.m. (including 19,577,483.22 sq.m. by taking into account the interests of the owners of the Company in the relevant projects).

Projects under construction

As at 31 December 2025, the Group and its associates and joint ventures had a total of 37 projects or phases of projects under construction, with a total planned GFA of 4,071,816.15 sq.m. (including 2,425,015.95 sq.m. by taking into account the interests of the owners of the Company in the relevant projects).

Land reserve

During the year ended 31 December 2025, the Group did not acquire any land parcels.

As at 31 December 2025, the total GFA of the Group's land reserve was approximately 16.31 million sq.m. among which, approximately 7.62 million sq.m. were completed properties held for sale, approximately 7.63 million sq.m. were under construction, and approximately 1.06 million sq.m. were held for future development.

As at 31 December 2025, the average cost per sq.m. of the Group's land reserve increased from RMB8,643 for the year ended 31 December 2024 to RMB8,750 for the year ended 31 December 2025. The Directors believe that the relatively high-quality land reserve provides effective support for the Group's sales and cash flow.

The following table sets forth details of the land reserve attributable to the owners of the Company as at 31 December 2025:

Region	Project Name	Total land value (RMB million)	Total GFA of reserve (10,000 sq.m.)	Average cost per sq.m. (RMB/sq.m.)
Zhengzhou	Zhengzhou Jiangwancheng-Supai (鄭州江灣城－蘇派)	225	95.11	470
Zhengzhou	Zhengzhou Jiangwancheng-Delan (鄭州江灣城－德藍)	230	90.74	520
Zhengzhou	Zhengzhou City of Times (鄭州時光之城)	798	74.15	3,167
Zhengzhou	Zhengzhou Olympic Century (鄭州奧體世紀)	212	57.19	2,264
Taiyuan	Taiyuan City of Times (太原時光之城)	295	36.80	1,355
Fuzhou	Fuzhou Gushan Bridge Project (福州鼓山大橋項目)	3,554	29.44	13,521
Zhengzhou	Zhengzhou Jiangwancheng -Zhongqiao (鄭州江灣城－中喬)	144	27.26	722
Hangzhou	Hangzhou Xianghu Yuezhang (杭州湘湖悅章)	3,180	24.57	17,134
Fuzhou	Fuzhou Ronghui Hot Spring City (福州融匯溫泉城)	471	20.93	1,610
Zhengzhou	Zhengzhou Cheng Shi Zhi Chuang (鄭州城市之窗)	140	15.19	912
Xuzhou	Xuzhou Xinyi Project (徐州新沂項目)	372	12.44	3,360
Tianjin	Tianjin West Coast (天津西海岸)	1,049	12.21	8,238
Huzhou	Anji Yuejiang (安吉悅江府)	236	10.73	2,986
Mianyang	Wanwei Mianyang Economic Development Zone 105 mu (萬為綿陽經開區105畝)	256	10.45	2,932
Huzhou	Huzhou Xifengyang 2# Lot (湖州市西鳳漾2#地塊)	612	10.02	6,475

Region	Project Name	Total land value (RMB million)	Total GFA of reserve (10,000 sq.m.)	Average cost per sq.m. (RMB/sq.m.)
Lianyungang	Lianyungang Urban Park West District (連雲港海納春江西區)	597	9.27	6,518
Jiangmen	Jiangmen Mansion (江門學院府)	332	9.07	4,800
Nantong	Nantong Chongchuan Times Yuechengnan Lot (南通崇川時代悅城南地塊)	937	8.14	14,197
Putian	Putian Junlong Yuhu Project (莆田駿隆玉湖項目)	138	8.11	3,903
Chengdu	Chengdu Qingbaijiang Project (成都青白江項目)	116	8.01	2,048
Chongqing	Chongqing Lan Bay (重慶瀾灣)	349	7.87	6,189
Hangzhou	Hangzhou Century (杭州世紀)	1,748	7.65	30,816
Fuzhou	Fuzhou Heshang Project (福州鶴上項目)	340	7.41	5,121
Lianyungang	Lianyungang Urban Park East District (連雲港海納春江東區)	623	7.37	8,856
Hangzhou	Hangzhou Canal New City Project (杭州運河新城項目)	1,768	7.23	23,558
Wenzhou	East Wenzhou Pingyang New District B009, 11 Lot (溫州平陽城東新區B009、11地塊)	414	7.01	7,607
Qingdao	The Ocean Coastal (青島海月星灣)	189	6.81	3,504
Nantong	Nantong Chongchuan Yuanlin Road Plot (南通崇川園林路地塊)	667	6.67	13,340
Suzhou	Suzhou Wuzhong Mudu Project (蘇州吳中區木瀆鎮項目)	941	6.38	16,811
Hangzhou	Hangzhou Science City 11 Lot (杭州科技城11號地塊)	992	6.24	19,474
Hangzhou	Baolong Lin'an Project (寶龍臨安項目)	280	6.17	6,128
Fuzhou	Pingtian Lanchen (平潭瀾宸)	316	6.03	5,549
Suzhou	Suzhou Huangqiao Project (蘇州黃橋項目)	784	5.83	14,784
Fuzhou	Fuzhou Difeng River Project (福州帝封江項目)	368	5.82	7,932
Suzhou	Changshu Project (常熟項目)	275	5.74	6,662
Zhoushan	Zhoushan Chuang Shi Ji (舟山創世紀)	306	5.61	4,324
Fuzhou	Changle Lanshan (長樂瀾山)	253	5.48	5,005
Weinan	Weinan Wenquetai (渭南文闕台)	78	5.44	2,393
Baoding	Baoding Jinyue City (保定金悅城)	131	5.09	3,979
Hangzhou	Mei Hao Bao Long Lan Sky (美好寶龍瀾天)	255	4.88	5,546
Lanzhou	Lanzhou Lelan • Shiguangyin (蘭州樂瀾•時光印)	43	4.74	709
Xi'an	Xi'an Sandi 86 mu Project (西安三迪86畝項目)	301	4.73	7,653

Region	Project Name	Total land value (RMB million)	Total GFA of reserve (10,000 sq.m.)	Average cost per sq.m. (RMB/sq.m.)
Xi'an	Xi'an Sandi 115 mu Project (西安三迪115畝項目)	378	4.65	7,397
Lanzhou	Lanzhou Park Academy (蘭州公園學府)	39	4.37	897
Fuzhou	Fuzhou CBD 49 Lot (福州CBD49地塊)	482	4.12	14,497
Hangzhou	Hangzhou Sandun North Project (杭州三墩北項目)	665	3.96	16,088
Chongqing	Chongqing Haiyue Pinghu (重慶海月平湖)	259	3.84	11,149
Ningbo	Ningbo Country Garden Siji Longyue (寧波碧桂園四季隴玥華府)	186	3.83	5,599
Shanghai	Shanghai Parallel Impression (上海海納印象)	1,120	3.77	38,763
Qingdao	Qingdao Science and Technology Innovation Center Project (青島科創中心項目)	110	3.68	3,578
Suzhou	Kunshan Yulan Residence (昆山玉蘭公館)	365	3.60	13,576
Nanjing	Nanjing Bo'an Center (南京鉞岸中心)	102	3.60	2,515
Tianjin	Tianjin Jinnan (天津津南府)	450	3.57	12,959
Hangzhou	Hangzhou Vanke Zhong Cheng Hui (杭州萬科中城匯)	642	3.56	24,704
Jinhua	Tianyang River Mansion (天陽雲棲江境)	275	3.45	10,562
Hangzhou	Hangzhou Gu Cui Yin Xiu (杭州古翠隱秀)	1,016	3.36	40,542
Suzhou	Kunshan Bacheng Lot (昆山巴城地塊)	168	3.34	5,582
Shanghai	Shanghai Baoshan Luodian Project (上海寶山羅店項目)	551	3.33	22,340
Putian	Xianyou Jianfa Cooperation Project (仙游建發合作項目)	42	3.33	2,784
Zhangzhou	Changtai Luxi County (長泰鷺西郡)	33	3.23	1,127
Suzhou	Suzhou Science City Project (蘇州科技城項目)	416	3.03	15,647
Jiangmen	Jiangmen Guoyue House (江門國樾府)	146	2.98	5,847
Qingdao	Qingdao Manshan Lanting (青島縵山蘭亭)	75	2.98	2,386
Fuzhou	Fuzhou Vanke Zhen Lu Yuan (福州萬科臻麓園)	198	2.95	7,340
Fuyang	Xingfu Li • East County (幸福里 • 東郡)	51	2.93	2,235
Nanjing	Nanjing Vanke Du Hui Tian Di (南京萬科都薈天地)	351	2.92	12,130
Nanjing	Nanjing Zhong Jun Yong Jing Tai (南京中駿雍景台)	309	2.90	12,842
Tianjin	Tianjin Lanyue 4 (天津瀾悅4號)	300	2.89	11,742
Putian	Putian Ronshine Yuezhu (莆田融信悅著)	97	2.70	4,796
Quzhou	Quzhou Tianyang Yunqi Longting (衢州天陽雲棲隴庭)	149	2.61	8,281
Zhenjiang	Jurong Tianyuefu (句容天悅府)	94	2.58	4,837
Jiaxing	Haining Lanting (海寧瀾庭)	137	2.55	7,200

Region	Project Name	Total land value (RMB million)	Total GFA of reserve (10,000 sq.m.)	Average cost per sq.m. (RMB/sq.m.)
Hangzhou	Hangzhou Poly He Guang Chen Yue (杭州保利和光塵樾)	273	2.48	16,005
Shanghai	Shanghai Zhongxing Road (上海中興路)	2,147	2.46	100,091
Hangzhou	Hangzhou Aoshi Mansion (杭州傲世邸)	830	2.44	27,253
Hangzhou	Hangzhou Qinlan (杭州沁瀾)	340	2.42	21,211
Fuzhou	Fuzhou Yongtai Project (福州永泰項目)	55	2.32	2,811
Hangzhou	Hangzhou Pengbu Commercial Lot (杭州彭埠商業地塊)	160	2.26	12,278
Shaoxing	South Shaoxing Dongguang Lot (紹興城南東光地塊)	467	2.21	12,263
Fuyang	Fuyang Yingzhou Project (阜陽潁州項目)	60	2.21	2,961
Lishui	Lishui Tianyang Country GardenCity Innovation (麗水天陽碧桂園都會之光)	202	1.99	13,169
Xi'an	Chang'an XiYue (長安熙悅)	8	1.97	446
Haining	Haining Lanting Qihang (海寧瀾庭啟杭)	62	1.90	3,939
Hangzhou	Yue Zhen Mansion (樾臻府)	62	1.78	4,375
Hangzhou	Hangzhou Liwang NEO1 (杭州厘望NEO1)	408	1.69	31,551
Chengdu	Chengdu Jinniu 16 mu (成都金牛16畝)	183	1.65	14,200
Chengdu	Chengdu Ruilian (成都瑞聯)	185	1.55	14,300
Shanghai	Shanghai Yangpu Pingliang Lot (上海楊浦平涼地塊)	413	1.46	25,397
Hangzhou	Hangzhou Zhanwang (杭州展望)	272	1.38	25,116
Guangzhou	Guangzhou Tianyue (廣州天樾府)	341	1.38	14,999
Chongqing	Chongqing Hai Yue Yu Zhou (重慶海月渝州)	94	1.36	9,600
Hangzhou	Yunhe Commercial 43 Lot (運河商業43號地塊)	145	1.30	14,075
Wenzhou	Wenzhou Ou Hai Xi Yue Li (溫州甌海熙悅里)	111	1.24	13,004
Hangzhou	Hangzhou Lan Sky (Konggang) (杭州瀾天(空港))	94	1.17	5,101
Fuyang	Linquan Junyue Mansion (臨泉君樾府)	22	1.02	2,592
Shanghai	Shanghai Jing'an Zhongxing Community (上海靜安中興社區)	496	1.01	72,000
Fuzhou	Fuzhou Nice Villa (福州有墅)	7	0.99	486
Chengdu	Chengdu Lan Sky (成都瀾天)	31	0.96	4,200
Jinhua	Jinhua Yuejiang (金華悅江府)	60	0.93	8,467
Chengdu	Chengdu Traffic Lane 9.5 mu (成都交通巷9.5畝)	146	0.93	18,699
Nanjing	Nanjing CIFI Shi Dai Tian Yue (南京旭輝時代天樾)	170	0.83	9,464
Shanghai	Shanghai Four Seasons (上海海月四季)	133	0.80	22,578
Fuzhou	Fuzhou Park Left Bank (福州公園左岸)	143	0.79	21,731

Region	Project Name	Total land value (RMB million)	Total GFA of reserve (10,000 sq.m.)	Average cost per sq.m. (RMB/sq.m.)
Hangzhou	Hangzhou Xingyao Beixi Project (杭州興耀市北西項目)	148	0.79	25,962
Quzhou	Quzhou Zhongliang Shiguangli (衢州中梁拾光里)	29	0.74	5,383
Shanghai	Shanghai Platinum (上海鉑爵)	80	0.72	15,409
Changzhou	Changzhou Lanyue (常州瀾悅)	55	0.71	9,313
Hangzhou	Hangzhou Sibao Qibao 16 Lot (杭州四堡七堡16地塊)	242	0.67	44,364
Wenzhou	Wenzhou Rongwang (溫州榮望)	34	0.60	7,203
Suzhou	Suzhou Wuzhong Linhu County Lot (蘇州吳中臨湖鎮地塊)	37	0.58	6,843
Chongqing	Tan Zi Kou (灘子口)	29	0.43	9,255
Fuzhou	Fuzhou Country Garden Yuelinglong (福州碧桂園悅玲瓏)	22	0.23	7,687
		43,318	861	8,750

Financial review

Revenue

The Group's revenue decreased by approximately 76.13% from approximately RMB29,781.89 million for the year ended 31 December 2024 to approximately RMB7,107.58 million for the year ended 31 December 2025. The Group derived its revenue primarily from (i) the sales of properties in the People's Republic of China ("PRC"); (ii) certain construction services with local PRC governments with respect to the construction of resettlement housing; and (iii) the rental income generated from the leasing of investment properties, hotel operations and others.

The following table sets forth details of the Group's revenue recognised from such sources for the periods indicated:

	For the year ended		Change in percentage
	31 December 2025 RMB'000	2024 RMB'000	
Revenue			
Sales of properties	6,691,469	29,322,249	(77.18)%
Construction services	—	—	—
Rental income, hotel operations and others	416,107	459,638	(9.47)%
Total	7,107,576	29,781,887	(76.13)%

The revenue of the Group decreased by approximately 76.13% from approximately RMB29,781.89 million for the year ended 31 December 2024 to approximately RMB7,107.58 million for the year ended 31 December 2025. The decrease in the Group's revenue was mainly attributable to:

- (i) the decrease in the recognised GFA of properties delivered by the Group by approximately 68.41% from 1,334,918 sq.m. for the year ended 31 December 2024 to 421,745 for the year ended 31 December 2025;
- (ii) the decrease in rental income generated from investment properties from approximately RMB205.62 million for the year ended 31 December 2024 to approximately RMB186.96 million for the year ended 31 December 2025. The others comprise mainly of revenue in hotel operations and consulting services; and
- (iii) compared with approximately RMB146.17 million for the year ended 31 December 2024, revenue from hotel operations of the Group was approximately RMB130.38 million for the year ended 31 December 2025.

Revenue generated from the sales of properties amounted to approximately RMB6,691.47 million for the year ended 31 December 2025. The following table sets forth details of revenue generated from the sales of properties of the Group by geographical location for the year ended 31 December 2025:

	For the year ended 31 December					
	2025			2024		
Revenue	GFA	Average	Revenue	GFA	Average	
<i>RMB million</i>	delivered	selling	<i>RMB million</i>	delivered	selling	
	by the	price		by the	price	
	Group	RMB/sq.m.		Group	RMB/sq.m.	
	<i>sq.m.</i>		<i>sq.m.</i>			
Shanghai	2,131	23,707	89,871	15,195	208,064	73,031
Hangzhou	1,588	41,996	37,815	3,588	133,272	26,919
Zhengzhou	760	63,736	11,926	69	12,559	5,529
Qingdao	508	47,086	10,797	–	–	–
Shanxi	355	51,110	6,943	1,686	239,121	7,050
Others	1,349	194,110	6,952	8,784	741,901	11,840
Total	6,691	421,745	15,866	29,322	1,334,918	21,966

Cost of sales

The Group's cost of sales mainly refers to the costs incurred directly from its property development activities, including cost of construction, land use rights, interest capitalised and tax surcharge. The Group's cost of sales decreased by approximately 59.84% from approximately RMB29,447.51 million for the year ended 31 December 2024 to approximately RMB11,825.57 million for the year ended 31 December 2025.

Gross loss/profit and gross loss/profit margin

Gross loss/profit represents revenue less cost of sales. The Group recorded gross profit of approximately RMB334.37 million for the year ended 31 December 2024 and gross loss of approximately RMB4,717.99 million for the year ended 31 December 2025.

The Group recorded a gross profit margin of approximately 1.12% for the year ended 31 December 2024 and a gross loss margin of approximately 66.38% for the year ended 31 December 2025, which was primarily because the Group delivered different portfolios of properties and the provision for impairment of inventories increased significantly in 2025 as compared with 2024.

Selling and marketing costs

The Group's selling and marketing costs include (i) staff costs for sales personnel; (ii) advertisement expenses; (iii) property management service fees; and (iv) other costs including rental expenses and office expenses.

The Group's selling and marketing costs decreased by approximately 41.7% from approximately RMB307.78 million for the year ended 31 December 2024 to approximately RMB179.44 million for the year ended 31 December 2025, primarily due to the decrease in advertisement expenses and property management service fees.

Administrative expenses

The Group's administrative expenses include (i) staff costs for administrative personnel; (ii) consulting fees; (iii) office and travel expenses; (iv) entertainment expenses; (v) other taxes; (vi) office lease expenses; and (vii) others.

The Group's administrative expenses decreased by approximately 10.95% from approximately RMB606.88 million for the year ended 31 December 2024 to approximately RMB540.42 million for the year ended 31 December 2025, mainly attributable to the decrease in staff costs and consulting fees.

Fair value losses on investment properties

The Group recorded fair value losses of approximately RMB532.50 million for the year ended 31 December 2024 and fair value losses of approximately RMB148.66 million for the year ended 31 December 2025. The decrease was due to the decline in market price of the Group's investment properties.

Other income

The Group's other income primarily includes (i) interest income; and (ii) deposits forfeited from some of the Group's prospective customers who breached the property purchase agreements. The Group's other income increased by approximately 62% from approximately RMB51.43 million for the year ended 31 December 2024 to approximately RMB83.21 million for the year ended 31 December 2025.

Other losses, net

The Group's other losses, net primarily include (i) loss from financial assets at fair value through profit or loss; (ii) losses/gains from the redemption of bonds; and (iii) loss from disposal of subsidiaries and an associate. The Group recorded other losses, net of approximately RMB2,404.59 million for the year ended 31 December 2024 and other losses, net of approximately RMB623.36 million for the year ended 31 December 2025. The decrease in other losses was primarily due to the lower disposal loss on disposal of certain projects by the Group.

Operating loss

The Group recorded operating loss of approximately RMB7,274.90 million for the year ended 31 December 2024 as compared to operating loss of approximately RMB9,712.41 million for the year ended 31 December 2025. The increase in operating loss was primarily due to (i) the decrease in revenue recognised from sales of properties as a result of the decline in property delivery; (ii) the increase in loss of impairment provision for properties under development and completed properties held for sale; and (iii) the increase in loss of impairment provision for trade and other receivables.

Finance costs – net

Finance income primarily consists of foreign exchange gain and interest income from bank deposits. Finance cost primarily consists of interest expenses of borrowings and net foreign exchange losses. The Group recorded net finance costs of approximately RMB2,637.62 million for the year ended 31 December 2024 and net finance cost of approximately RMB2,252.66 million for the year ended 31 December 2025. The decrease in finance costs was primarily due to the decrease in interest expenses of borrowings of approximately RMB119.42 million and the decrease in interest income from bank deposits of approximately RMB25.60 million.

Loss before income tax

As a result of the aforementioned changes of the Group's financials, the loss before income tax of approximately RMB9,765.96 million for the year ended 31 December 2024 increased to approximately RMB11,919.91 million for the year ended 31 December 2025.

Income tax expense

The Group's income tax expense comprises provisions made for corporate income tax (“CIT”) (including deferred income tax) and land appreciation tax (“LAT”) in the PRC.

The Group recorded income tax expenses of approximately RMB1,792.08 million for the year ended 31 December 2024 and approximately RMB563.11 million for the year ended 31 December 2025. Specifically, the Group recorded CIT (including deferred income tax) expenses of approximately RMB1,663.99 million for the year ended 31 December 2024 as compared with CIT (including deferred income tax) expenses of approximately RMB397.11 million for the year ended 31 December 2025, while the Group's LAT expenses increased by approximately 30% from approximately RMB128.09 million for the year ended 31 December 2024 to approximately RMB166.00 million for the year ended 31 December 2025.

Loss for the year attributable to owners of the Company

As a result of the foregoing factors, the loss for the year attributable to owners of the Company of approximately RMB12,002.31 million for the year ended 31 December 2024 decreased to approximately RMB9,958.49 million for the year ended 31 December 2025.

Loss/Profit for the year attributable to non-controlling interests

The loss for the year attributable to non-controlling interests was approximately RMB2,524.53 million for the year ended 31 December 2025, as compared to the profit for the year attributable to non-controlling interests of approximately RMB444.27 million for the year ended 31 December 2024. Such turnaround was primarily attributable to the recognition of loss from sales of properties during the year ended 31 December 2025 in the respective projects, which were jointly developed with non-controlling parties.

LIQUIDITY AND FINANCIAL RESOURCES

As at 31 December 2025, the Group's net current liabilities amounted to approximately RMB20,196.76 million (31 December 2024: net current liabilities of approximately RMB3,644.43 million). Specifically, the Group's total current assets decreased by approximately 21.92% from approximately RMB79,777.62 million as at 31 December 2024 to approximately RMB62,293.81 million as at 31 December 2025. The Group's total current liabilities decreased by approximately 1.12% from approximately RMB83,422.05 million as at 31 December 2024 to approximately RMB82,490.57 million as at 31 December 2025. The decrease in the Group's total current assets was primarily attributable to the decrease in completed properties held for sale by approximately 34.68% from approximately RMB20,078.31 million as at 31 December 2024 to approximately RMB13,114.60 million as at 31 December 2025.

As at 31 December 2025, the Group had cash and bank balances of approximately RMB2,591.78 million (31 December 2024: approximately RMB3,402.27 million), total borrowings of approximately RMB37,594.05 million (31 December 2024: approximately RMB38,540.14 million) and a weighted average effective interest rate for outstanding borrowings of approximately 6.11% (including bank borrowings, trust and other borrowings, domestic corporate bonds, senior notes and asset-backed securities) (31 December 2024: approximately 6.70%).

As at 31 December 2025, the aggregated issued amount of the domestic corporate bonds was approximately RMB8,488.20 million, representing approximately 22.57% of the total borrowings of the Group.

The 6.75% senior notes due 2024 (the “**August 2024 Notes**”) (ISIN: XS2211514885 and Common Code: 221151488) in the aggregate principal amount of US\$107,655,000 issued by the Company and listed on SGX-ST matured on 5 August 2024. As at 31 December 2025, the principal amount and the accrued and unpaid interest totalling US\$144,213,000 were due and payable.

The 7.1% senior notes due 2025 (the “**January 2025 Notes**”) (ISIN: XS2290308845 and Common Code: 229030884) in the aggregate principal amount of US\$205,200,000 issued by the Company and listed on SGX-ST matured on 25 January 2025. As at 31 December 2025, the principal amount and the accrued and unpaid interest totalling US\$247,574,000 were due and payable.

As at the date of this announcement, the Company has not made the above payments and has not received any notice regarding accelerated repayment from the relevant trustee or holders of the August 2024 Notes and January 2025 Notes, respectively.

Since the second half of 2021, the business environment of China’s real estate industry has undergone major changes, with increased difficulties in financing confronted by real estate companies. Under such circumstances, a number of real estate companies have successively encountered debt repayment issues, indicating accelerated deterioration of the industry’s business environment, which has brought enormous pressure on the Group’s operations. As a result of the impact brought by the above factors, the Group takes longer time than expected to realise cash from its properties and/or have the cash from external financing to meet its loan repayment obligations.

Although the Company has endeavoured to mitigate the impact of various unfavourable factors on its operations, due to the prolonged duration of this situation, the Group’s operation and cash position have been significantly affected, and its ability to perform future obligations is subject to uncertainty.

In light of the current liquidity position, the Group has undertaken a number of plans and measures to mitigate the liquidity pressure and to improve the financial position of the Group, details of which are set out in note 1(c) to the consolidated financial statements extracted in this announcement. The Group will closely monitor its liquidity position and issue further announcement regarding the progress of any capital structure solutions or significant business updates.

PLEDGE OF ASSETS

As at 31 December 2025, the Group’s borrowings were secured by the Group’s assets of approximately RMB24,468.44 million (31 December 2024: approximately RMB33,775.15 million), which included (i) completed properties held for sale; (ii) properties under development; (iii) property, plant and equipment; (iv) land use rights; (v) restricted cash; and (vi) investment property. Certain borrowings from financial institutions were also secured by the equity interests of certain subsidiaries.

CONTINGENT LIABILITIES

The Group's contingent liabilities primarily include guarantees that the Group has provided to PRC banks in respect of the mortgage loans granted by the banks to purchasers of the Group's properties. The purchaser mortgage guarantees are typically released when the title deeds of the respective properties are pledged to the banks as security to continue to support the mortgage loans, which generally takes place after the properties are delivered to the purchasers. The borrowing guarantees represent the maximum exposure of the guarantees provided for the borrowings of related parties and an independent third party at the respective balance sheet dates. The total outstanding guarantee amounts provided by the Group amounted to approximately RMB11,987.24 million as at 31 December 2025 (31 December 2024: approximately RMB20,058.79 million).

The Directors believe that, in case of a default by the Group's purchasers on their mortgage payments, the net realisable value of the relevant properties will be sufficient to repay the outstanding mortgage loans, together with any accrued interest and penalty. Therefore, the Group did not make any provision in connection with these guarantees. The Group also provides various quality warranties to purchasers of its properties, with a term ranging from one to five years, in accordance with the relevant PRC laws and regulations. Such warranties are covered by back-to-back warranties provided to the Group by the respective construction contractors. In addition, the Group has, from time to time, also been a party to lawsuits and other legal proceedings in the normal course of business.

Current ratio

As at 31 December 2025, the current ratio of the Group was 0.76 times (31 December 2024: 0.96 times). The decrease in the Group's current ratio was mainly attributable to the decrease in completed properties held for sale included in current assets.

Gearing ratio

As at 31 December 2025, the gearing ratio of the Group was -5.19 (31 December 2024: 5.11), mainly due to the decrease in total equity. This ratio is calculated as net borrowings divided by total equity as shown in the consolidated balance sheet. Net borrowings are calculated as total borrowings (including current and non-current borrowings as shown in the consolidated balance sheet) less total of cash and cash equivalents, restricted cash and term deposits.

FUTURE PLANS FOR MATERIAL INVESTMENTS

The Group will continue to focus on its existing property development business and acquiring high-quality land parcels in the first-tier cities in the PRC. However, in light of the current market sentiments, the Group will maintain a prudent approach in acquiring land parcels in the PRC. No concrete plan for future investments is in place for the Group as at the date of this announcement.

FOREIGN CURRENCY RISK

The Group primarily operates its business in the PRC. The currency in which the Group denominates and settles substantially all of its transactions is Renminbi. As at 31 December 2025, the Group's financial assets and liabilities denominated in currencies other than Renminbi were mainly borrowings denominated in United States dollars and Hong Kong dollars, in the total amount of approximately RMB14,495 million. Any depreciation of Renminbi would adversely affect the value of any dividends the Group pays to the Shareholders outside of the PRC. The Group currently does not engage in hedging activities designed or intended to manage foreign exchange rate risk. The Group will continue to monitor foreign exchange changes to best preserve the Group's cash value.

SIGNIFICANT INVESTMENT HELD

For the year ended 31 December 2025, the Group did not hold any significant investments.

MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

The Group did not conduct any material acquisition or disposal of subsidiaries, associates or joint ventures during the year ended 31 December 2025.

EMPLOYEE AND REMUNERATION POLICY

As at 31 December 2025, the Group employed a total of 383 full-time employees (31 December 2024: 538 full-time employees). For the year ended 31 December 2025, the staff cost recognised by the Group amounted to approximately RMB102.04 million (31 December 2024: approximately RMB139.66 million).

The remuneration policy of the Group is to provide the employees with remuneration packages including salary, bonuses and various allowances, so as to attract and retain top quality staff. In general, the Group determines employees' salaries based on each employee's qualifications, position and seniority. The Group has designed a periodical review system to assess the performance of its employees, which forms the basis of the determination on salary rises, bonuses and promotions. As required by PRC regulations, the Group makes contributions to mandatory social security funds for the benefit of the Group's PRC employees that provide for pension insurance, medical insurance, unemployment insurance, personal injury insurance, maternity insurance and housing funds.

Furthermore, the Group has implemented systematic and specialty-focused vocational training programs for its employees at different levels on a regular basis to meet different requirements and emphasise individual initiative and responsibility. The Group believes that these initiatives have contributed to increased employee productivity.

The Group's employees do not negotiate their terms of employment through any labor union or by way of collective bargaining agreements. During the year ended 31 December 2025, no labor dispute had occurred which materially and adversely affected or was likely to have a material and adverse effect on the operations of the Group.

ANNUAL GENERAL MEETING

The forthcoming annual general meeting of the Company (the “**AGM**”) will be convened and held on Friday, 5 June 2026, a notice of which will be published and despatched to the Shareholders in due course.

FINAL DIVIDEND

The Board resolved not to recommend the payment of a final dividend for the year ended 31 December 2025 (31 December 2024: nil).

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the Shareholders’ eligibility to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 2 June 2026 to Friday, 5 June 2026 (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for attending and voting at the AGM, all transfer of share documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Monday, 1 June 2026. Shareholders whose names appear on the register of members of the Company on Friday, 5 June 2026, which is the record date, shall be entitled to attend and vote at the AGM.

PURCHASE, SALE AND REDEMPTION OF SECURITIES OF THE COMPANY

During the Year, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the listed securities of the Company (including the sale of treasury shares).

As at 31 December 2025, the Group did not hold any treasury shares.

SIGNIFICANT EVENTS AFTER THE REPORTING PERIOD

As at the date of this announcement, the Group did not have any significant event subsequent to 31 December 2025.

CORPORATE GOVERNANCE

The Group is committed to achieving high standards of corporate governance to safeguard the interests of the holders of the shares of the Company and to enhance corporate value and accountability.

The Company has adopted the corporate governance code (the “**Corporate Governance Code**”) contained in Appendix C1 to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) as its own code on corporate governance and, to the best knowledge of the Directors, the Company had complied with all applicable code provisions set out in Part 2 of the Corporate Governance Code during the year ended 31 December 2025, save and except for the deviation from code provision C. 2.1 of the Corporate Governance Code which is explained below.

Code provision C. 2.1 of the Corporate Governance Code provides that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. The roles of the chairman and chief executive officer of the Company are both performed by Mr. Ou Zonghong (“**Mr. Ou**”), an executive Director. The Board believes that vesting the roles of both chairman and chief executive officer in the same individual enables the Company to achieve higher responsiveness, efficiency and effectiveness when formulating business strategies and executing business plans. Furthermore, in view of Mr. Ou’s extensive industrial experience and significant role in the historical development of the Group, the Board believes that it is beneficial to the business prospects of the Group that Mr. Ou continues to act as the chairman and chief executive officer of the Group, and that the balance of power and authority is sufficiently maintained by the operation of the Board, comprising the executive Directors, non-executive Director and independent non-executive Directors.

RE-COMPLIANCE WITH THE LISTING RULES

Following the resignation of He Jiarong (“**Mr. He**”) on 11 December 2024, the Company failed to meet the requirements under Rules 3.10, 3.10A, 3.21, 3.25 and 3.27A of the Listing Rules. Following the appointment of Mr. Feng Dongcheng on 7 March 2025, the has re-complied with the above requirements under the Listing Rules. Further details are set out in the Company’s announcements dated 11 December 2024 and 7 March 2025.

COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers as contained in Appendix C3 to the Listing Rules (the “**Model Code**”) as the guidelines for Directors’ dealings in the securities of the Company. Following specific enquiries to each of the Directors, the Directors have confirmed their compliance with the required standards set out in the Model Code throughout the year ended 31 December 2025.

AUDIT COMMITTEE

The Board has established an audit committee (the “**Audit Committee**”) with written terms of reference in compliance with Rule 3.21 of the Listing Rules and the Corporate Governance Code. The terms of reference of the Audit Committee has been uploaded to the respective websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.rongxingroup.com).

The primary duties of the Audit Committee are to review and supervise the financial reporting process, risk management and internal control system of the Group, oversee the audit process, provide advice and comments to the Board and perform other duties and responsibilities as may be assigned by the Board. The Audit Committee currently consists of three members, namely Mr. Feng Dongcheng, Mr. Ren Yunan and Mr. Ruan Weifeng, each of whom is an independent non-executive Director. The chairman of the Audit Committee is Mr. Feng Dongcheng who possesses appropriate professional qualifications and accounting and related financial management expertise as required under Rule 3.10(2) of the Listing Rules.

REVIEW OF ANNUAL RESULTS

The Audit Committee has reviewed, and has agreed with the auditor of the Company on the annual results of the Group for the year ended 31 December 2025.

SCOPE OF WORK OF KTC PARTNERS CPA LIMITED

The figures in respect of the Group's consolidated statement of financial position, consolidated statement of profit or loss and other comprehensive income and the related notes thereto for the year ended 31 December 2025 as set out in this announcement have been agreed by the Group's auditor, KTC Partners CPA Limited, to the amounts set out in the Group's audited consolidated financial statements for the reporting year. The work performed by KTC Partners CPA Limited 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 Hong Kong Institute of Certified Public Accountants and consequently no assurance has been expressed by KTC Partners CPA Limited on this preliminary results announcement.

EXTRACT OF INDEPENDENT AUDITOR'S REPORT

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

Disclaimer of Opinion

We were engaged to audit the consolidated financial statements of Ronshine China Holdings Limited (the "**Company**") and its subsidiaries (collectively referred to as the "**Group**"), which comprise the consolidated balance sheet as at 31 December 2025, and the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information. We do not express an opinion on the consolidated financial statements of the Group. Because of the significance of the matters described in the "Basis for Disclaimer of Opinion" section of our report, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these consolidated financial statements. In all other respects, in our opinion, the consolidated financial statements have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR DISCLAIMER OF OPINION

Scope limitation relating to the assessment on the appropriateness of the going concern basis of preparing the Consolidated Financial Statements

We draw attention to note 2.1 to the consolidated financial statements, which stated that the Group incurred a loss attributable to owners of the Company of approximately RMB9,958,491,000 for the year ended 31 December 2025, and, as at 31 December 2025, the Group recorded a net current liabilities and net liabilities of approximately RMB20,196,761,000 and RMB6,745,149,000 respectively.

As at 31 December 2025, the Group had certain indebtedness, including senior notes, corporate bonds and bank and other borrowings, with an aggregate carrying amount of approximately RMB26,164,767,000 that were defaulted or cross-defaulted. Furthermore, certain parties have initiated litigations against the Group to settle outstanding borrowings, unpaid construction cost, etc., involving an aggregated subject amount of approximately RMB4.7 billion, details of which are set out in Note 31(b) to the consolidated financial statements.

These events and conditions, together with other matters set out in Note 2.1 to the consolidated financial statements, cast significant doubt on the Group's ability to continue as a going concern.

As detailed in Note 2.1 to the Consolidated Financial Statements, in assessing the appropriateness of the use of the going concern basis in the preparation of these consolidated financial statements, the directors of the Company have prepared cash flow forecasts covering a period of 12 months from the date of approval of the consolidated financial statements which take into account of the plans and measures being taken by the Group to improve the Group's liquidity and financial position as set out in Note 2.1 to the consolidated financial statements. Based on the assessment made by the directors of the Company, assuming that the plans and measures for future actions can be successfully implemented or executed as scheduled, the directors are of the view that the Group is able to continue as a going concern and it is appropriate to prepare the consolidated financial statements on a going concern basis.

The validity of the going concern assumption on which the consolidated financial statements have been prepared depends on the successful eventual outcome of the plans and measures for future actions, as follows:

- (i) successfully renewing or extending certain existing borrowings and securing new sources of financing from various banks and financial institutions;
- (ii) successfully implementing measures to accelerate the pre-sales and sales of its properties under development and completed properties, and to speed up the collection of outstanding sales proceeds and other receivables;
- (iii) successfully controlling administrative costs and maintaining containment of capital expenditures ;
- (iv) successfully formulating feasible solutions with overseas creditors so as to seek a holistic solution to the relevant debts with the assistance from financial advisors.

The directors of the Company are in the opinion that, based on the assumption that the plans and measures for future actions described in Note 2.1 to the consolidated financial statements would improve the liquidity and financial position of the Group, 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 and would be able to continue as a going concern. Accordingly, the consolidated financial statements have been prepared on a going concern basis.

However, the appropriateness of the management's use of the going concern basis of accounting in the preparation of the consolidated financial statements depends on the reliability of the underlying data generated to prepare the forecasts and adequacy of support for the assumptions underlying the forecasts, including the feasibility of the plans and measures for future actions referred to above. We were unable to obtain sufficient appropriate evidence to satisfy ourselves that the assumptions underlying the forecasts, including the feasibility of the management's plans and measures for future actions to deal with these events and conditions, were reasonable and supportable. There were no alternative audit procedures that we could perform to obtain sufficient appropriate audit evidence to support the feasibility of the above plans and measures and whether they can be successfully implemented. As a result, we were unable to obtain sufficient appropriate evidence to conclude whether the directors' use of the going concern basis of accounting to prepare the consolidated financial statements is appropriate.

Should the Group be unable to continue 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 and we were unable to determine whether such adjustments were necessary.

RETIREMENT AND RE-APPOINTMENT OF AUDITOR

KTC Partners CPA Limited ("**KTC Partners**") shall retire and, being eligible, have offered themselves for re-appointment at the AGM. A resolution will be proposed by the Company at the AGM for the re-appointment of KTC Partners as the auditor of the Company.

RESIGNATION OF NON-EXECUTIVE DIRECTOR

Mr. Li Shupeí (李樹培) ("**Mr. Li**") has resigned as a non-executive Director with effect from 31 March 2026 as he wishes to devote more time to his other commitments.

Mr. Li has confirmed that he has no disagreement with the Board and there is no matter in relation to his resignation that needs to be brought to the attention of the shareholders of the Company or the Stock Exchange.

The Board would like to express its gratitude to Mr. Li for his valuable efforts and contributions to the Company during his tenure of office.

RESIGNATION OF JOINT COMPANY SECRETARY AND CHANGE OF AUTHORISED REPRESENTATIVE AND PROCESS AGENT

Ms. Lee Angel Pui Shan ("**Ms. Lee**") has tendered her resignation as a joint company secretary of the Company (the "**Joint Company Secretary**"), an authorised representative of the Company (the "**Authorised Representative**") under Rule 3.05 of the Listing Rules and the process agent for the acceptance of service of process and notices on behalf of the Company in Hong Kong under Part 16 of the HKCO (the "**Process Agent**") with effect from 31 March 2026.

Ms. Lee has confirmed that she has no disagreement with the Board and there is no matter relating to her resignation that needs to be brought to the attention of the Stock Exchange and the Shareholders.

The Board further announces that, following the resignation of Ms. Lee, Mr. Yu Zuoyi will continue to act as the sole company secretary of the Company and will be appointed as an Authorised Representative and Mr. Cheng Ching Kit will be appointed as the Process Agent, all with effect from 31 March 2026.

The Board would like to take this opportunity to express its gratitude to Ms. Lee for her valuable contribution to the Company during her tenure.

PUBLICATION OF THE ANNUAL RESULTS AND ANNUAL REPORT

This announcement is published on the website of the Stock Exchange (www.hkexnews.hk) as well as the website of the Company (www.rongxingroup.com). The annual report of the Company for the year ended 31 December 2025 will be published in the aforementioned websites in due course.

By order of the Board
Ronshine China Holdings Limited
Ou Zonghong
Chairman

Hong Kong, 31 March 2026

As at the date of this announcement, Mr. Ou Zonghong, Ms. Yu Lijuan, Ms. Zeng Feiyan and Mr. Wu Jianxing are the executive Directors; Mr. Ren Yunan, Mr. Ruan Weifeng and Mr. Feng Dongcheng are the independent non-executive Directors.