HUIJING HOLDINGS COMPANY LIMITED
滙景控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock code: 9968)

ANNOUNCEMENT OF THE ANNUAL RESULTS FOR THE YEAR ENDED 31 DECEMBER 2023 AND PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

2023 RESULTS HIGHLIGHTS

- Contracted sales (including contracted sales from joint ventures) decreased by 33.7% to approximately RMB292.3 million for the year ended 31 December 2023.
- Revenue increased by 995.8% to approximately RMB941.2 million for the year ended 31 December 2023.
- Gross profit amounted to approximately RMB258.4 million for the year ended 31 December 2023, of which gross profit on property development was approximately RMB233.3 million. Gross profit margin of this segment was approximately 25.7%.
- Net loss amounted to approximately RMB730.4 million for the year ended 31 December 2023 of which approximately RMB696.7 million was attributable to owners of the parent company.
- Cash and bank balances were RMB126.2 million as at 31 December 2023. Net gearing ratio was 917.5%, which is calculated by net debt divided by total equity. Net debt includes interest-bearing bank and other borrowings, senior notes and lease liabilities less cash and bank balances.
- The Board did not recommend the payment of final dividend for the year ended 31 December 2023 (2022: Nil).

ANNUAL RESULTS

The board (the "**Board**") of directors (the "**Directors**") of Huijing Holdings Company Limited (the "**Company**") announces that the consolidated results of the Company and its subsidiaries (collectively, the "**Group**") for the year ended 31 December 2023 together with the comparative figures for the year ended 31 December 2022 as follows:

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

For the year ended 31 December 2023

	Notes	2023 RMB'000	2022 RMB'000
REVENUE	4	**941,219**	85,893
Cost of sales		**(682,803)**	(78,957)
Gross profit		**258,416**	6,936
Other income and gains	4	**7,608**	106,188
Selling and distribution expenses		**(44,429)**	(44,347)
Administrative expenses		**(235,861)**	(305,120)
Fair value losses on investment properties		**(70,717)**	(245,854)
Impairment of trade and other receivables		**(45,683)**	(44,351)
Write-down of inventories to net realisable value		**(48,507)**	(1,857,898)
Other expenses		**(292,812)**	(217,564)
Remeasurement of financial guarantee contracts		**1,164**	(8,755)
Finance costs	5	**(178,409)**	(199,097)
Share of profits and losses of joint ventures		**(14,446)**	4,392
Share of profit and loss of an associate		**(1,053)**	(587)
LOSS BEFORE TAX	6	**(664,729)**	(2,806,057)
Income tax expense	7	**(65,621)**	(27,839)
LOSS FOR THE YEAR		**(730,350)**	(2,833,896)
Attributable to:			
Owners of the parent		**(696,720)**	(2,452,694)
Non-controlling interests		**(33,630)**	(381,202)
		(730,350)	(2,833,896)
LOSS PER SHARE ATTRIBUTABLE TO OWNERS OF THE PARENT			
Basic and diluted *(RMB per share)*	9	**(0.13)**	(0.47)

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 December 2023

	2023	2022
	RMB'000	*RMB'000*
LOSS FOR THE YEAR	**(730,350)**	(2,833,896)
Other comprehensive income that will not be reclassified to profit or loss in subsequent periods:		
Exchange differences on translation of financial statements of the Company	**11,444**	39,804
Other comprehensive loss that may be reclassified to profit or loss in subsequent periods:		
Exchange differences on translation of financial statements of the subsidiaries	**(38,149)**	(72,416)
Other comprehensive loss for the year	**(26,705)**	(32,612)
TOTAL COMPREHENSIVE LOSS FOR THE YEAR	**(757,055)**	(2,866,508)
Attributable to:		
Owners of the parent	**(723,425)**	(2,485,306)
Non-controlling interests	**(33,630)**	(381,202)
	(757,055)	(2,866,508)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2023

	Notes	2023 RMB'000	2022 RMB'000
NON-CURRENT ASSETS			
Property, plant and equipment		**64,824**	67,236
Right-of-use assets		**23,112**	28,440
Investments properties		**1,394,500**	1,596,000
Intangible assets		**3,880**	5,097
Investments in joint ventures		**216,955**	276,352
Investment in an associate		**7,295**	1,648
Land held for development for sale		**1,808,138**	1,442,722
Deferred tax assets		**165,800**	168,839
TOTAL NON-CURRENT ASSETS		**3,684,504**	3,586,334
CURRENT ASSETS			
Land held for development for sale		**513,011**	381,000
Properties under development		**3,132,198**	3,622,833
Completed properties held for sale		**935,667**	1,262,412
Trade receivables	*10*	**9,669**	20,930
Prepayments, other receivables and other assets		**1,594,550**	2,780,418
Receivables from joint ventures		**373,897**	378,604
Financial assets at fair value through profit or loss		**44,311**	99,403
Prepaid land appreciation tax		**3,238**	3,239
Cash and bank balances		**126,160**	78,268
TOTAL CURRENT ASSETS		**6,732,701**	8,627,107
CURRENT LIABILITIES			
Trade payables	*11*	**1,290,873**	1,342,089
Other payables, deposits received and accruals		**1,093,927**	814,837
Lease liabilities		**5,445**	5,162
Contract liabilities		**1,162,247**	2,513,734
Interest-bearing bank and other borrowings		**4,012,871**	1,639,070
Senior notes		**908,543**	772,673
Provision for corporate income tax		**674,419**	774,357
Provision for land appreciation tax		**663,200**	675,357
TOTAL CURRENT LIABILITIES		**9,811,525**	8,537,279
NET CURRENT (LIABILITIES)/ASSETS		**(3,078,824)**	89,828
TOTAL ASSETS LESS CURRENT LIABILITIES		**605,680**	3,676,162

	2023	2022
	RMB'000	*RMB'000*
NON-CURRENT LIABILITIES		
Interest-bearing bank and other borrowings	**–**	2,223,192
Lease liabilities	**20,091**	25,215
Deferred tax liabilities	**60,170**	109,084
TOTAL NON-CURRENT LIABILITIES	**80,261**	2,357,491
NET ASSETS	**525,419**	1,318,671
EQUITY		
Equity attributable to owners of the parent		
Issued capital	**47,972**	47,972
Reserves	**(35,789)**	684,720
	12,183	732,692
Non-controlling interests	**513,236**	585,979
Total equity	**525,419**	1,318,671

NOTES

1. CORPORATE INFORMATION

Huijing Holdings Company Limited (the "**Company**") is an exempted company with limited liability incorporated in the Cayman Islands on 9 January 2019 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 principal place of business of the Company in Hong Kong is located at Office No. 1907, 19th Floor, Great Eagle Centre, No. 23 Harbour Road, Hong Kong.

The shares of the Company were listed on the Main Board of the Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") on 16 January 2020.

The Company is an investment holding company. During the year, the Company's subsidiaries were principally engaged in property development and investment in the People's Republic of China (the "**PRC**"). In the opinion of the directors of the Company (the "**Directors**"), the ultimate and immediate holding company of the Company is Wui Ying Holdings Limited ("**Wui Ying**", which is incorporated in the British Virgin Islands) and the controlling shareholders of the Company are Mr Lun Ruixiang ("**Mr Lun**", through Wui Ying) and Ms Chan Hau Wan ("**Ms Chan**", spouse of Mr Lun and through Wui Shing Holdings Limited).

2.1 BASIS OF PRESENTATION

Going concern basis

The Group incurred a net loss of RMB730,350,000 for the year ended 31 December 2023 and as of that date, the Group's current liabilities exceeded its current assets by RMB3,078,824,000, the interest-bearing bank and other borrowings, senior notes and accrued interests on these payables with the carrying amounts of RMB4,012,871,000, RMB908,543,000 and RMB309,228,000 respectively, which will be due for repayment within the next twelve months from the end of reporting period or repayable on demand, while its available cash and cash equivalent amounted to RMB6,009,000. In addition, the Group had defaulted or cross defaulted certain interest-bearing bank and other borrowings and the senior notes with accrued interests in aggregate of RMB4,401,048,000 as at 31 December 2023 and remained outstanding as of the date of approval of the consolidated financial statements. The non-compliance constituted an event of default, such that the lenders may exercise their rights to serve notice to demand immediate repayment of all outstanding debts including interests. Apart of the aforesaid, subsequent to 31 December 2023 and up to the date of approval of the consolidated financial statements, the Group did not repay principal and interest in total of approximately RMB5,193,553,000 for certain interest-bearing bank and other borrowings and senior notes. These events and conditions indicate the existence of material uncertainties that may cast significant doubt on the Group's ability to continue as a going concern.

In light of the above, the Directors have carefully considered the Group's expected cash flow projections not less than 18 months from the date of reporting period and have given due consideration to the matters that give rise to material doubt as to its ability 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:

(a) the Group has been focusing on the completion and delivery of its property projects as well as the implementation of measures to accelerate the sale of properties under development and completed properties;

(b) the Group has been consolidating resources to optimise its operations and reducing expenses and capital expenditures, including to look for partners to jointly develop certain property development projects to generate additional cash inflows and/or reduce cash outflows. In addition, the Group has implemented cost control measures and eliminated unnecessary capital expenditures to preserve liquidity for on-going development of its existing property development projects; and

(c) the Group is actively in discussion with its existing lenders to renew and/or refinance the Group's certain borrowings. The Group has engaged in constructive dialogue with prospective financiers to explore possible refinancing options.

The Directors have reviewed the cash flow projections of the Group prepared by the management covering a period of not less than 18 months from the end of the reporting period, they are of the opinion that, taking into account the above plans and measures, the Group will be able to adequately fund its operations and meet its financial obligations as and when they fall due in the foreseeable future. Accordingly, the Directors consider that the preparation of these consolidated financial statements on a going concern basis is appropriate.

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 Group's ability to generate adequate financing and operating cash flows through the following:

(a) the successful and timely completion and delivery of its property projects as well as the implementation of measures to accelerate the sale of properties under development and completed properties; and

(b) the successful renewal and/or refinancing of its certain borrowings.

Should the Group fail to achieve the above-mentioned plans and measures, it might not be able to continue as a going concern, adjustments would have to be made to write down the value of assets to their recoverable amounts, to provide for any further liabilities which might arise and to reclassify non-current assets as current assets and non-current liabilities as current liabilities. The effects of these potential adjustments have not been reflected in the consolidated financial statements.

2.2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES

These financial statements have been prepared in accordance with the Hong Kong Financial Reporting Standards (the "**HKFRSs**") (which include all Hong Kong Financial Reporting Standards, 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. They have been prepared under the historical cost convention, except for investment properties and financial assets at fair value through profit or loss which have been measured at fair value. These financial statements are presented in Renminbi ("**RMB**") and all values are rounded to the nearest thousand (RMB'000) except when otherwise indicated.

The Group has adopted the following new and revised HKFRSs for the first time for the current year's financial statements:

HKFRS 17	*Insurance Contracts*
Amendments to HKAS 1 and HKFRS Practice Statement 2	*Disclosure of Accounting Policies*
Amendments to HKAS 8	*Definition of Accounting Estimates*
Amendments to HKAS 12	*Deferred Tax related to Assets and Liabilities arising from a Single Transaction*
Amendments to HKAS 12	*International Tax Reform — Pillar Two Model Rules*

Except as described below, the application of the new and revised HKFRSs had no material impact of the Group's financial position and financial performance for the current year and prior periods and/or on the disclosures set out in its consolidated financial statements.

Amendments to HKAS 1 require entities to disclose their material accounting policy information rather than their significant accounting policies. Accounting policy information is material if, when considered together with other information included in an entity's financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. Amendments to HKFRS Practice Statement 2 Making Materiality Judgements provide non-mandatory guidance on how to apply the concept of materiality to accounting policy disclosures. The Group has disclosed the material accounting policy information in its consolidated financial statements. The amendments did not have any impact on the measurement, recognition or presentation of any items in the Group's consolidated financial statements.

The Directors anticipate that the application of the new and amendments to HKFRSs that are not yet effective will have no material impact on Group's the financial statements in the foreseeable future.

3. OPERATING SEGMENT INFORMATION

The Group is principally engaged in one single operating segment, i.e., the property development and investment business. Accordingly, no operating segment information is presented.

Geographical information

No geographical information by operating segment is presented as the Group's revenue from the external customers is derived solely from its operations in Chinese Mainland and more than 90% of the non-current assets of the Group are located in Chinese Mainland. Accordingly, in the opinion of the Directors, the presentation of geographical information would provide no additional useful information to the users of these financial statements.

Information about major customers

During year ended 31 December 2023, no revenue from transaction with a single external customer contributed 10% or more of the Group's total revenue (During the year ended 31 December 2022: RMB9,200,000 was derived from sale of properties in the PRC with a single external customer).

4. REVENUE, OTHER INCOME AND GAINS

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

	2023	2022
	RMB'000	*RMB'000*
Revenue		
Revenue from contracts with customers		
Sale of properties in the PRC	**909,200**	69,070
Revenue from other sources		
Gross rental income	**32,019**	16,823
Total revenue	**941,219**	85,893

An analysis of the Group's other income and gains is as follows:

	2023	2022
	RMB'000	*RMB'000*
Other income and gains		
Dividend income from financial assets at fair value through profit or loss	**–**	3,034
Interest income of a loan to a joint venture	**–**	15,951
Foreign exchange differences, net	**1,586**	–
Bank interest income	**248**	24,902
Forfeiture of deposits	**30**	415
Gain on disposal of items of property, plant and equipment	**137**	288
Gain on redemption of senior notes	**–**	54,523
Others	**5,607**	7,075
Total other income and gains	**7,608**	106,188

5. FINANCE COSTS

An analysis of finance costs is as follows:

	2023	2022
	RMB'000	*RMB'000*
Interest on lease liabilities	**1,552**	1,883
Interest on bank and other borrowings	**371,147**	333,383
Interest on senior notes	**115,580**	123,986
Interest expense arising from revenue contracts	**5,008**	4,717
	493,287	463,969
Less: Interest capitalised	**(314,878)**	(264,872)
Total	**178,409**	199,097

6. LOSS BEFORE TAX

The Group's loss before tax is arrived at after (crediting)/charging:

	2023	2022
	RMB'000	*RMB'000*
Cost of properties sold	**675,854**	65,462
Direct operating expenses (including repairs and maintenance) arising on rental-earning investment properties	**6,949**	13,495
Depreciation of property, plant and equipment	**7,776**	7,199
Depreciation of right-of-use assets	**5,705**	7,555
Amortisation of intangible assets	**1,056**	1,506
Loss on disposal of subsidiaries	**33,407**	–
Loss on disposal of a joint venture	**63,605**	–
Write-down of inventories to net realisable value:		
Land held for development for sale	**1,245**	676,395
Properties under development	**13,298**	845,573
Completed properties held for sale	**33,964**	335,930
Total	**48,507**	1,857,898
Change in fair value of financial assets at fair value through profit or loss	**57,615**	129,260
Lease payments not included in the measurement of lease liabilities	**–**	396
Auditor's remuneration	**3,700**	5,000
Employee benefit expense (including directors' remuneration):		
Salaries, bonuses and benefits in kind	**86,941**	122,564
Pension scheme contributions	**7,542**	9,053
Equity-settled share option expense	**3,022**	7,266
Less: Forfeited contributions	**(106)**	(4,581)
Total	**97,399**	134,302
Foreign exchange differences, net	**(1,586)**	10,078

7. INCOME TAX EXPENSE

The Group is subject to income tax on an entity basis on profits arising in or derived from the tax jurisdictions in which members of the Group are domiciled and operate. Pursuant to the rules and regulations of the Cayman Islands and the British Virgin Islands, the entities within the Group incorporated in the Cayman Islands and the British Virgin Islands are not subject to any income tax.

No provision for Hong Kong profits tax has been made for the year as the Group did not generate any assessable profits arising in Hong Kong during the year (2022: Nil). Subsidiaries of the Group operating in Chinese Mainland are subject to the PRC corporate income tax ("**CIT**") at a rate of 25% (2022: 25%).

PRC land appreciation tax ("**LAT**") is levied at progressive rates ranging from 30% to 60% on the appreciation of land value, being the proceeds from the sale of properties less deductible expenditures including land costs, borrowing costs and other property development expenditures. The Group has estimated and included in taxation a provision for LAT according to the requirements set forth in the relevant PRC tax laws and regulations. The LAT provision is subject to the final review and approval by the local tax bureau.

	2023 ***RMB'000***	2022 *RMB'000*
Current:		
PRC CIT	**49,094**	35,993
PRC LAT	**51,734**	50,140
	100,828	86,133
Deferred	**(35,207)**	(58,294)
Total tax charge for the year	**65,621**	27,839

8. DIVIDENDS

The Board does not recommend the payment of dividend for the year ended 31 December 2023 (for the year ended 31 December 2022: Nil).

9. LOSS PER SHARE ATTRIBUTABLE TO OWNERS OF THE PARENT

The calculation of the basic loss per share amount is based on the loss for the year attributable to owners of the parent of RMB696,720,000 (2022: RMB2,452,694,000), and the weighted average number of ordinary shares of 5,254,000,000 (2022: 5,254,000,000) in issue during the year.

The calculations of the basic and diluted loss per share are based on:

	2023	2022
	RMB'000	*RMB'000*
Loss		
Loss attributable to owners of the parent, used in the basic and diluted loss per share calculation	**(696,720)**	(2,452,694)

	Number of shares	
	2023	2022
Shares		
Weighted average number of ordinary shares in issue during the year used in the basic loss per share calculation	**5,254,000,000**	5,254,000,000
Effect of dilution — weighted average number of ordinary shares:		
Share options	**–**	–
Weighted average number of ordinary shares in issue during the year used in the diluted loss per share calculation	**5,254,000,000**	5,254,000,000

Because the exercise price of the Company's share options was higher than the average market price for shares, the diluted loss per share is same as basic loss per share during the year.

10. TRADE RECEIVABLES

Trade receivables represent receivables arising from the sale of properties. Consideration in respect of properties is payable by the customers in accordance with the terms of the related sale and purchase agreements. The Group seeks to maintain strict control over its outstanding receivables and overdue balances, which are reviewed regularly by management.

Since the Group's trade receivables are related to a number of diversified customers, there is no significant concentration of credit risk. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are non-interest-bearing.

An ageing analysis of the trade receivables as at the end of the year, based on the revenue recognition date or invoice date and net of loss allowance, is as follows:

	2023	2022
	RMB'000	*RMB'000*
Within 1 year	**9,669**	20,930

11. TRADE PAYABLES

	2023	2022
	RMB'000	*RMB'000*
Trade payables to third parties	**1,149,698**	1,292,612
Trade payables to related companies controlled by Mr Lun Ruixiang	**141,175**	49,477
Total	**1,290,873**	1,342,089

An ageing analysis of the trade payables as at the end of the year, based on the invoice date, is as follows:

	2023	2022
	RMB'000	*RMB'000*
Within 1 year	**485,545**	569,631
1 to 2 years	**388,978**	648,690
More than 2 years	**416,350**	123,768
Total	**1,290,873**	1,342,089

EXTRACT OF INDEPENDENT AUDITOR'S REPORT

The following is an extract from the independent auditor's report on the Group's consolidated financial statements for the year ended 31 December 2023, issued by Prism Hong Kong and Shanghai Limited, the Company's external auditor:

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 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 set out in note 2.1 to the consolidated financial statements, the Group incurred a net loss of RMB730,350,000 for the year ended 31 December 2023 and as of that date, the Group's current liabilities exceeded its current assets by RMB3,078,824,000, the interest-bearing bank and other borrowings, senior notes and accrued interests on these payables with the carrying amounts of RMB4,012,871,000, RMB908,543,000 and RMB309,228,000 respectively, which will be due for repayment within the next twelve months from the end of reporting period or repayable on demand, while its available cash and cash equivalent amounted to RMB6,009,000. In addition, the Group had defaulted or cross defaulted certain interest-bearing bank and other borrowings and the senior notes with accrued interests in aggregate of RMB4,401,048,000 as at 31 December 2023 and remained outstanding as of the date of approval of the consolidated financial statements. The non-compliance constituted an event of default, such that the lenders may exercise their rights to serve notice to demand immediate repayment of all outstanding debts including interests. Apart of the aforesaid, subsequent to 31 December 2023 and up to the date of approval of the consolidated financial statements, the Group did not repay principal and interest in total of approximately RMB5,193,553,000 for certain interest-bearing bank and other borrowings and senior notes. These conditions, together with other matters as set out in note 2.1 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 of the Company have taken measures to improve the Group's liquidity and financial position as set out in note 2.1 to the consolidated financial statements. The consolidated financial statements have been prepared by the directors of the Company on a going concern basis, the validity of which depends on the outcome of these measures, which are subject to material uncertainties. 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 reclassify non-current assets and non-current liabilities as current assets and current liabilities respectively, and to write down the values of assets to their recoverable amounts and to provide for any further liabilities which may arise. 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 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 this material uncertainty relating to going concern to be so significant that we have disclaimed our opinion.

EVENTS AFTER THE REPORTING PERIOD

Subsequent to 31 December 2023 and up to the date of approval of these consolidated financial statements, the Group had additionally defaulted or cross defaulted a payment in total of approximately RMB319,480,000 for certain interest-bearing bank and other borrowings as well as accrued interest.

Other than the above mentioned subsequent event, there is no other material subsequent event.

FINAL DIVIDEND

The Board did not recommend the payment of final dividend for the year ended 31 December 2023 (2022: Nil).

ANNUAL GENERAL MEETING

The forthcoming annual general meeting of the Company ("**2024 AGM**") will be held on Tuesday, 25 June 2024. The notice of 2024 AGM will be published and issued to shareholders of the Company in due course.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Thursday, 20 June 2024 to Tuesday, 25 June 2024 (both days inclusive), for the purpose of ascertaining shareholders' entitlement to attend and vote at the 2024 AGM. In order to be entitled to attend and vote at the 2024 AGM, all completed transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited of 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. (Hong Kong Time) on Wednesday, 19 June 2024.

MANAGEMENT DISCUSSION AND ANALYSIS

GENERAL OVERVIEW

As a major part of the macro economy in China, the real estate industry has experienced a deeply transformative adjustment in the year of 2023. The Chinese government will continue to adhere to the keynote of its policy that "houses are for living in, not for speculative investment", and to adopt city-specific measures (房住不炒，因城施策) to achieve stability on the three fronts (三穩) of land prices (穩地價), housing prices (穩房價) and expectations (穩預期), with a view to fostering a positive cycle and healthy development of the real estate market.

Under the new economic and policy environment, the Group has maintained a steady momentum of development that revolves around establishing, cultivating and expanding its foothold and presence in the Greater Bay area, Dongguan and the high value-added cities in the Southern, Central and Eastern China areas respectively (立足大灣區，深耕東莞，佈局華南，華中及華東等高增值城市). As part of its "one focus, one core, and two wings (一主一核兩翼)" blueprint, the Group has maintained the business model of focusing primarily on residential development projects with urban renewal projects at its core on the one hand, and the cultural and medical tourism living towns and scientific and innovative technologies industrial towns as its two wings on the other (以住宅開發為主營業務，以城市更新為核心、文旅康養和科創產業為雙翼), continuing its relentless effort to bolster the Group's core competitiveness and capacity for sustainable development.

BUSINESS REVIEW

The Group derives its revenue primarily from sales of properties and, to a lesser extent, lease of investment properties. The Group recorded a total revenue of approximately RMB941.2 million for the year ended 31 December 2023, representing a year-on-year increase of 995.8%. Revenue increase comes from Xingfu District (幸福里) of Pinghu, which was completed in 2023 but most of the properties were pre-sale before.

Contracted sales

For the year ended 31 December 2023, including those of joint ventures, the Group recorded (i) contracted sales of approximately RMB292.3 million, representing a decrease of approximately 33.7% compared to the year ended 31 December 2022, and (ii) contracted gross floor area ("**GFA**") sold of approximately 20,965 sq.m. representing a decrease of approximately 60.5% as compared to that for the year ended 31 December 2022.

Sales of properties

For the year ended 31 December 2023, the revenue from sales of properties recorded a year-on-year increase of over 1,216.3% to approximately RMB909.2 million, which accounted for approximately 96.6% of the total revenue of the Group. For the year ended 31 December 2023, the Group recognised total GFA sold of approximately 67,038 sq.m. which represented an increase of approximately 319.1% as compared to the same period in 2022. The average selling price ("**ASP**") of the properties recognised as property sales was approximately RMB13,563 per sq.m., representing a year-on-year increase of approximately 214.1%.

The following table sets out the recognised sales and GFA sold in each location as at 31 December 2023:

Location	**Recognised GFA**	**Percentage of recognised GFA**	**Recognised ASP**	**Recognised revenue**	**Percentage of recognised revenue**
	sq.m.	*%*	*RMB/sq.m.*	*RMB'000*	*(%)*
Dongguan	1,457	2.2%	5,171	7,533	0.8%
Heyuan	3,222	4.8%	1,543	4,972	0.6%
Hefei	403	0.6%	8,884	3,585	0.4%
Henyang	210	0.3%	9,434	1,977	0.2%
Chengdu	619	0.9%	1,036	641	0.1%
Pinghu	61,127	91.2%	14,568	890,492	97.9%
Total	67,038	100%	13,563	909,200	100%

Particulars of projects and land parcels are set out in the following table:

Name of Project	City	The Group's equity interest	GFA Sold	Saleable GFA (*Note 1*)	Investment property	Unsaleable GFA	Total estimate GFA for future development	Total consideration*	Attributable consideration	Land cost
			(sq.m.)	*(sq.m.)*	*(sq.m.)*	*(sq.m.)*	*(sq.m.)*	*(RMB'000)*	*(RMB'000)*	*(RMB/sq.m.)*
Huijing Riverside Villa (御海藍岸)	Dongguan	100%	432,521	7,552	–	49,257	–	559,891	559,891	1,144.2
Huijing Riverside Villa • Perfection (御海藍岸 • 臻品)	Dongguan	100%	32,871	–	–	5,276	–	80,059	80,059	2,098.7
Royal Spring Hill (御泉香山)	Dongguan	100%	221,027	3,366	–	42,024	–	184,600	184,600	692.9
City Valley (城市山谷)	Dongguan	100%	123,653	557	–	24,566	–	91,794	91,794	617.0
Huijing City Centre (滙景城市中心)	Dongguan	100%	122,158	3,842	15,329	28,659	–	231,031	231,031	1,359.1
Century Gemini (世紀雙子)	Dongguan	100%	50,200	8,308	–	27,168	–	102,639	102,639	920.9
Huijing City (滙景城)	Dongguan	100%	–	–	25,780	–	–			
Central Palace (中央華府)	Dongguan	100%	62,602	4,758	–	11,670	–	80,097	80,097	1,013.5
Fenghua Mansion (豐華公館)	Dongguan	100%	15,447	703	–	2,745	–	105,260	105,260	5,570.8
Huijing Group — Huijing Global Centre (滙景發展環球中心)	Dongguan	100%	1,237	9,204	–	–	–	179,899	179,899	2,784.9
Houjie Town Baotun Village Area (厚街鎮寶屯地塊)*(Note2)*	Dongguan	100%	–	–	–	–	–	23,701	23,701	–
Hongmei Hongwuwo (洪梅洪屋渦)*(Note 3)*	Dongguan	100%	–	–	–	–	–	259,154	259,154	–
Qingxi Sanzhong Area (清溪三中片區)*(Note 3)*	Dongguan	100%	–	–	–	–	–	186,300	186,300	–
Shatian Renzhou Area (沙田稔洲片區)*(Note 3)*	Dongguan	100%	–	–	–	–	–	115,075	115,075	–
Bund No.8 (外灘8號)	Heyuan	100%	180,785	–	–	35,244	–	186,131	186,131	861.6
Nine Miles Bay (九里灣花園)	Heyuan	100%	381,028	315,069	–	125,413	–	747,084	747,084	909.4
Dongjiang River Galleries (a portion of) 東江畫廊(部分)	Heyuan	100%	–	–	–	–	532,707	490,517	490,517	920.8
Hefei Huijing City Centre (合肥滙景城市中心)	Hefei	100%	141,566	65,894	84,121	69,960	–	182,723	182,723	505.4
Huijing Yanhu International Resort (衡陽滙景 • 雁湖生態文旅小鎮)	Hengyang	100%	90,001	84,840	–	27,441	1,105,596	330,283	330,283	252.5
Xingfu District (幸福里)	Pinghu	100%	61,127	406	–	21,903	–	268,977	268,977	3,182.4
Yonghe District (雍和居)	Chenzhou	70%	–	266,456	–	61,781	–	418,600	293,020	1,275.3
Jieyou District (解憂湖)	Xuzhou	100%	–	333,383	–	9,813	–	658,200	658,200	1,917.9
Huijing Global Centre (滙景發展環球中心)	Changsha	49%	137,903	94,039	–	64,672	–	826,040	404,760	2,784.9
			2,054,126	1,198,377	125,230	607,592	1,638,303	6,308,055	5,761,195	28,812

* Refer to the cost of land which the project company acquired

Notes:

1. Saleable/leasable GFA refers to the internal floor area of a property, which has been derived from the relevant (i) pre-sale permit; (ii) floor area prediction report (房產面積預測報告), where a pre-sale permit is not available for the whole or a part of a property; and/or (iii) relevant development indicators approved by the relevant authority responsible for urban and rural planning or the Group's internal records, where neither a pre-sale permit nor floor area prediction report is available for the whole or a part of the development.

2. The expected GFA is not available for Houjie Town Baotun Village Area as the latest land planning remains subject to approval. For further details, please refer to the subsection under the Company's prospectus dated 31 December 2019 (the "**Prospectus**") headed "Compliance with Laws and Regulations — Historical Non-compliance Incidents — (A) Delay in Commencement and/or completion of construction within the prescribed period as stipulated in the relevant land grant contracts".

3. As at 31 December 2023, the land in Qingxi Sanzhong Area, Hongmei Hongwuwo and Shatian Renzhou Area was zoned for industrial use, and the current information (including plot ratio) is not relevant for our Group's purpose. For further details, please refer to the subsection under the Prospectus headed "Business — Land reserves".

4. Century Gemini and Huijing City are situated on the same parcel of land and therefore share the same site area.

Investment properties

As at 31 December 2023, the Group had a total GFA of approximately 125,230 sq.m. (leasable area of approximately 38,013 sq.m.) with rental income of approximately RMB9.1 million for the year ended 31 December 2023.

Land reserves

As at 31 December 2023, the Group has land reserves amounting to approximately 2,836,679 sq.m. with 18 projects and 4 parcels of land located in 8 cities in the Greater Bay Area, the Yangtze River Delta Urban Cluster and the Yangtze Mid-Stream Urban Cluster.

The following table sets out the GFA of the Group's land reserves by geographical locations as at 31 December 2023:

Location	**Total land reserve GFA** *(sq.m.)*	**Percentage of total land reserve GFA** *(%)*
Dongguan	38,289	1.3%
Heyuan	847,776	29.9%
Hefei	65,894	2.3%
Hengyang	1,190,436	42.0%
Pinghu	406	0.0%
Chenzhou	266,456	9.4%
Xuzhou	333,383	11.8%
Changsha	94,039	3.3%
Total	2,836,679	100%

The progress of the Three-old Transformation Schemes (the "**Three-old Transformation Schemes**") was as follows:

1. Project Zhangmutou Baoshan Area: The Three-old Transformation Schemes for this project is carried out on a Collaborative Basis between Villages and Enterprises. Currently, the project has secured the approval regarding the "Overall Implementation Plan for the Commercial and Residential Transformation Unit 1+N in Baoshan Area, Zhangmutou Town, Dongguan City, and will subsequently apply to deregister the current land title and enter into a new land transfer agreement. It is expected that the Company will obtain the new land use right certificate before the second quarter of 2024 upon the demolition of the buildings on the land and the payment of the land transfer fee. The expected plot ratio accountable GFA was 367,222 sq.m.

2. Humen Xinwan Area: The Three-old Transformation Schemes for this project is carried out on the Right Owners Self-Redevelopment basis. As the project is located in Humen area, which is within the territorial spatial planning of Guangdong Province (2020–2035), the urban renewal procedure is suspended until the completion of the planning by relevant government authorities. The total site area of this project is 14,910 sq.m. with an expected plot ratio accountable GFA of 34,288 sq.m.

3. Shatian Renzhou Area: The Three-old Transformation Schemes for this project is carried out on the Right Owners Self-Transformation basis. The project is located in Shatian town with a total site area of approximately 77,321 sq.m. The Three-old Transformation was currently completed and the land used for the project was identified as M3 industrial land, with an expected total GFA of 295,645 sq.m. The Three-old Transformation Schemes for this project was completed in July 2022. It finished the relevant land supply procedures and is under the progress of construction.

4. The Company had entered into nine agreements as preparatory services providers with relevant parties. The relevant projects are all located in Dongguan city carrying out preparatory services and have a total site area of 2,229,500 sq.m. The Three-old Transformation Schemes for the relevant projects is expected to be carried out on the Open Invitation for Implementing Entities basis. The details of the projects are as follows:

Project	**Location**	**Total site area** *(sq.m.)*
Xie Gang Li Village (謝崗黎村)	Xiegang town, Dongguan city	323,000
Shatian AI Smart Town (First Phase) (沙田AI智能小鎮(一期))	Shatian town, Dongguan city	294,400
Qishi New South (企石新南)	Qishi town, Dongguan city	255,300
Cha Shan Shang Yuan (茶山上元)	Chashan town, Dongguan city	207,800
Qingxi Qingxia (清溪清廈)	Qingxi town, Dongguan city	161,300
Chashan Waterworks Area (茶山水廠片區)	Chashan town, Dongguan city	105,700
Wanjiang Gonglian Area (萬江共聯片區)	Wanjiang Gonglian area, Dongguan city	210,000
Hongmei Hongwuwo Area (洪梅洪屋渦片區)	Hongmei town, Dongguan City	485,300
Hengli, Wangniudun (望牛墩橫瀝)	Wangniudun town, Dongguan City	186,700
Total		2,229,500

FINANCIAL REVIEW

Overall performance

For the year ended 31 December 2023, total revenue of the Group was approximately RMB941.2 million, which represented a year-on-year increase of 995.8%. Gross profit was approximately RMB258.4 million, which represented a year-on-year increase of 3,625.7%. Gross profit margin was approximately 27.5%, which represented a year-on-year increase of approximately 19.4 percentage points. For the year ended 31 December 2023, loss for the year was approximately RMB730.4 million, as compared to a loss for the year of approximately RMB2,833.9 million for the year ended 31 December 2022. For the year ended 31 December 2023, loss attributable to owners of the parent was approximately RMB696.7 million, while a loss attributable to owners of the parent was recorded at approximately RMB2,452.7 million for the year ended 31 December 2022.

Revenue

Revenue increased from approximately RMB85.9 million for the year ended 31 December 2022 to approximately RMB941.2 million for the year ended 31 December 2023, which represented a year-on-year increase of 995.8%. The GFA delivered increased from 15,997 sq.m. for the year ended 31 December 2022 to 67,038 sq.m. for year ended 31 December 2023, which represented a year-on-year increase of approximately 319.1%, while the ASP increased from RMB4,318 per sq.m. to RMB13,563 per sq.m. because the main delivery items have been pre-sold in the previous years and the price per unit is relatively high in 2023.

Cost of sales

Corresponding to the steep climb in revenue, the cost of sales increased accordingly from approximately RMB79.0 million for the year ended 31 December 2022 to approximately RMB682.8 million for the year ended 31 December 2023, which resulted from a significant increase in the GFA delivered in 2023 as compared to the same period in 2022.

Gross Profit and Gross Profit Margin

Gross profit increased from approximately RMB6.9 million for the year ended 31 December 2022 to approximately RMB258.4 million for the year ended 31 December 2023, with gross profit margin being approximately 8.1% and 27.5%, respectively. The increase in gross profit margin was mainly due to the regional portfolio of property delivery and the relatively higher average selling price of the properties in 2023.

Other Income and Gains

Other income and gains decreased from approximately RMB106.2 million for the year ended 31 December 2022 to approximately RMB7.6 million for the year ended 31 December 2023. Such decrease was mainly due to (i) the decrease of interest income of a loan to joint venture of approximately RMB16.0 million; (ii) the decrease in bank interest of approximately RMB24.7 million; and (iii) early redemption gain of senior notes for the year ended 31 December 2022, which led to the decrease for the year ended 31 December 2023 by approximately RMB54.5 million.

Fair Value Losses on Investment Properties

The fair value losses on investment properties of approximately RMB245.9 million for the year ended 31 December 2022 decreased to a loss of approximately RMB70.7 million for the year ended 31 December 2023. Such decrease was primarily attributable to the fluctuations in the market valuation.

Selling and Distribution Expenses

Selling and distribution expenses increased from approximately RMB44.3 million for the year ended 31 December 2022 to approximately RMB44.4 million for the year ended 31 December 2023. The change was relatively small mainly because the sales policy from the previous year remains in place.

Administrative Expenses

Administrative expenses decreased from RMB305.1 million for the year ended 31 December 2022 to RMB235.9 million for the year ended 31 December 2023. Such decrease was primarily due to (i) a decrease in employee salary expenses of approximately RMB45.1 million; and (ii) a decrease in agency service fees and business entertainment fees of approximately RMB29.5 million.

Impairment of trade and other receivables

For the year ended 31 December 2023, the Group has the loss allowance of approximately RMB45.7 million for trade and other receivables based on the expected credit loss model (for the year ended 31 December 2022: provision of RMB44.4 million).

Write-down of inventories to net realisable value

For the year ended 31 December 2023, the Group has provisioned the impairment of approximately RMB48.5 million for inventories based on the net realisable value of inventory (for the year ended 31 December 2022: provision of RMB1,857.9 million).

Remeasurement of financial guarantee contracts

For the year ended 31 December 2023, the Group has reversed loss allowance of approximately RMB1.2 million for financial guarantee contracts based on the expected credit loss model (for the year ended 31 December 2022: provision of RMB8.8 million).

Other Expenses

Other expenses increased from RMB217.6 million for the year ended 31 December 2022 to RMB292.8 million for the year ended 31 December 2023. The increase was mainly due to the loss of RMB33.4 million and RMB63.6 million arising from the disposal of subsidiaries and a joint venture respectively during the year.

Share of Profits and Losses of Joint Ventures and an Associate

Share of losses of joint ventures and an associate turned from profits of approximately RMB3.8 million for the year ended 31 December 2022 to losses of approximately RMB15.5 million for the year ended 31 December 2023, which was mainly due to the investment losses of this joint venture in Hunan in 2023.

Finance Costs

Finance cost decreased from approximately RMB199.1 million for the year ended 31 December 2022 to approximately RMB178.4 million for the year ended 31 December 2023, which was primarily due to the increase in interest capitalization.

Income Tax Expenses

Income tax expenses increased from approximately RMB27.8 million for the year ended 31 December 2022 to approximately RMB65.6 million for the year ended 31 December 2023. The change was primarily due to the sales profit of properties on Xingfu District (幸福里) of Pinghu for the year ended 31 December 2023.

Net Loss and Net Loss Margin

There was a net loss of approximately RMB730.4 million for the year ended 31 December 2023 as compared to the net loss of approximately RMB2,833.9 million for the year ended 31 December 2022. The net loss margin decreased from approximately 3,299.3% for the year ended 31 December 2022 into a net loss margin of approximately 77.6% for the year ended 31 December 2023.

The net loss has decreased significantly compared with 31 December 2022, due to the fact that the market environment has not deteriorated further in 2023 and the Company has taken active countermeasures.

FUTURE OUTLOOK

Looking back to 2023, the real estate industry underwent significant changes. It was a difficult year, with the housing market facing softened demand. Despite the policies issued to support the real estate market, the overall market environment and financing conditions remained challenging for most real estate enterprises.

Looking ahead to the coming year or even next year, the real estate industry may still face a demand and financing pressure. In view of such, it is anticipated that stimulating policies to improve the general macro economy and the real estate market will likely continue to be issued. It is also expected that the consumer confidence and market sentiment can be restored at some point, taking into account the time needed for the relevant policies to take effect. Meanwhile, the Group will continue to implement measures to improve its operational efficiency and achieve its business objectives.

The Group is principally engaged in the business of property development in China, and going forward, the Group will continue to focus on property development projects in the Southern China region, especially the Three-old Transformation projects in Dongguan, Guangdong Province. Taking into account the policy about ensuring timely deliveries of pre-sold housing and the current market conditions, the Group will continue to focus on:

(i) the completion and delivery of its property projects, including working with different partners;

(ii) implementing measures to accelerate the sale of properties under development and completed properties; and

(iii) consolidating resources to optimize its operations and reducing expenses and capital expenditures.

On the other hand, the Group has been facing financing pressure from lenders and creditors and is in the process of negotiating with lenders and creditors. The Group will continue to engage in proactive and constructive dialogue and maintain a positive momentum with the lenders and creditors with a view to working out solutions as soon as practical.

Finally, the Group remains optimistic and hopeful about the future, and believe that through the efforts of all employees, the Group will overcome the current difficult conditions. Accordingly, the Group would like to express its sincere gratitude to the Company's shareholders, investors, partners, customers and employees.

LIQUIDITY AND CAPITAL RESOURCES

The Group operated in a capital-intensive industry and has funded its growth primarily through cash generated from operations including proceeds from the sale of its properties, debt financing and capital contributions from shareholders. The Group's cash requirements relate primarily to acquisitions of lands, properties development, debt repayment, and clearance of all applicable taxes for projects developed.

Going forward, the Group believes that its liquidity requirements will be satisfied by cash generated from its operating activities, banking facilities available to us, and the net proceeds received from the Company's global initial public offering (the "**Global Offering**") and issuing notes.

As at 31 December 2023, the Group had a total cash and bank balances of approximately RMB126.2 million as compared to approximately RMB78.3 million as at 31 December 2022. The increase was primarily due to an increase in proceeds from sales of properties during the current period. Substantially all of the Group's cash and bank balance are denominated in RMB.

As of 31 December 2022, the Group's net current assets were approximately RMB89.8 million, and as of 31 December 2023, the Group's net current liabilities were approximately RMB3,078.8 million. The change from net current assets to net current liabilities was mainly due to (i) the change in the reclassification of interest-bearing bank borrowings from non-current liabilities to current liabilities, which resulted in an increase in current interest-bearing bank balances of RMB2,373.8 million; (ii) a decrease in prepayments, other receivables and deposits by approximately RMB1,185.9 million as of 31 December 2023, and (iii) a decrease of approximately RMB817.4 million in properties under construction and completed properties as of 31 December 2023.

As at 31 December 2023, the Group's borrowings of RMB1,670.1 million (2022: RMB1,661.5 million) were borrowings with floating interest rates.

As at 31 December 2023, the Group had banking facilities in the total amount of RMB10,058 million, of which approximately RMB1,893 million, representing 18.9% has been utilized.

Key financial ratios

As at 31 December 2023, the Group's net gearing ratio (calculated as the total borrowings and lease liabilities net of cash and bank balances divided by total equity) was approximately 917.5%, which represented an increase of 569.6% as compared to approximately 347.9% as at 31 December 2022. The increase was primarily attributable to the significant decrease of approximately 60.2% in the balance of total equity as at 31 December 2023.

The Group's current ratio was calculated based on its total current assets divided by its total current liabilities as of the respective dates as at 31 December 2022 and 2023. The current ratio remained relatively stable at 1.1 times for both years.

Foreign exchange risk

Substantially all of the Group's revenue and expenditure are denominated in RMB. As at 31 December 2023, the Group has not entered into any hedging transactions. The Group manages its foreign exchange risk by closely monitoring the movement of the foreign currency rates and will consider hedging significant foreign currency exposure should the need arise.

Interest rate risk

The interest rates on the Group's borrowings are primarily affected by interest-bearing bank and other borrowings. The Group manages its interest rate risk by closely monitoring the trend of interest rate fluctuation and its impact on the Group's interest rate risk exposure, as well as regulating the debt portfolio of the Group.

Pledge of assets

The Group's bank and other borrowings as at 31 December 2023 with carrying amounts of RMB3,757.6 million (31 December 2022: RMB3,614.1 million), and RMB255.2 million (31 December 2022: RMB248.1 million) denominated in RMB and United States dollars, respectively, out of which RMB4,012.8 million (31 December 2022: RMB3,268.5 million were secured by certain land held for development for sale, equity interests in certain subsidiaries, properties under development, investment properties, right of rental income and completed properties held for sale of the Group.

Capital commitments

As at 31 December 2023, the Group had commitments that are contracted but not provided for in respect of property development expenditure as follows:

	As at 31 December	
	2023	2022
	(RMB'000)	*(RMB'000)*
Contracted, but not provided for:		
Properties under development	**1,886,771**	2,379,630
Investment properties under construction	**296,553**	313,829
Purchase of land through acquisition of assets and liabilities	**283,975**	480,560
Total	**2,467,299**	3,174,019

Financial guarantees and contingent liabilities

As at 31 December 2023, the Group's total financial guarantees are as follows:

	As at 31 December	
	2023	2022
	(RMB'000)	*(RMB'000)*
Guarantees given to banks in connection with mortgage facilities provided to customers of the Group's properties	**2,500,969**	2,956,845

The Group provided guarantees in respect of mortgage facilities granted by certain banks to the customers of the Group's completed properties held for sale. Pursuant to the terms of the guarantee arrangements, in case of default on mortgage payments by the customers, the Group is responsible to repay the outstanding mortgage principals together with any accrued interest and penalties owed by the defaulted customers to those banks.

Under the above arrangement, the related properties were pledged to the banks as collateral for the mortgage loans, upon default on mortgage repayments by these customers, the banks are entitled to take over the legal titles and will realise the pledged properties through open auction. The Group's guarantee period starts from the start of grant of the relevant mortgage loans and ends upon the issuance and registration of property ownership certificates to the purchasers, which will generally be available within one to two years after the customers take possession of the relevant properties.

The Group did not incur any material losses during the year in respect of the guarantees provided for mortgage facilities granted to customers of the Group's completed properties held for sale. In the opinion of the Directors that in case of default on payments, the net realisable value of the related properties would be sufficient to repay the outstanding mortgage loans principals together with any accrued interest and penalties and accordingly, no financial liability has been made in connection with these guarantees.

Material acquisitions and disposals of subsidiaries, associates and joint ventures

The Group (i) sold 51% of the equity interest in n Fuyang City Xinggang Properties Company Limited* (阜陽市星港置業有限公司) ("**Fuyang Xinggang**") in July 2023; (ii) sold 40% of the equity interest in Xichang Shuxin Property Development Company Limited ("**Xichang Shuxin**") in July 2023; and (iii) sold 51% equity interests in each of Chengdu Lida Real Estate Development Co., Ltd. ("**Chengdu Lida**") and Pujiang County Gaoyu Zhongxinhai Real Estate Co., Ltd. ("**Gaoyu Zhongxinhai**") in July 2023, together with its jointly held company Pujiang County Gaoyu Xinda Real Estate Co., Ltd. ("**Gaoyu Xinda**"). As of 31 December 2023, the Group no longer controls the above companies.

Significant investment held

As at 31 December 2023, there was no significant investment held by the Group.

Employee and remuneration policy

As at 31 December 2023, the Group had a total of 260 employees (for the year ended 31 December 2022: 388). Total expenditure on salary and welfare of the Group's employees for the year ended 31 December 2023 amounted to approximately RMB97.4 million (2022: approximately RMB134.3 million). The Group has adopted a system of determining the remuneration of employees based on employees qualification, experience, position and seniority. In general, the Group provides competitive remuneration packages to employees, which include basic salaries, allowances, discretionary bonus, performance-based rewards and year-end bonus. The Group operates share option schemes for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations, particulars of which will be set out in the section headed "Share Option Schemes" of the Company's annual report for the year ended 31 December 2023. The Group also pays social security insurance for the Group's employees, including social insurance and housing funds. In terms of employee training, the Group provides consistent and systematic training to employees based on their positions and expertise, in order to enhance their expertise in real estate and their related fields.

The following table sets out the GFA breakdown of the Group's land reserves by property project as at 31 December 2023:

Property Type	Completed as at 31 December 2023				Under development as at 31 December 2023				
	Unsaleable GFA	GFA sold	GFA available for sale/lease	Investment property	Saleable/ leaseable GFA	Unsaleable GFA	Investment property	Total estimate GFA for future development	Total GFA
	(sq.m.)	*(sq.m.)*	*(sq.m.)*	*(sq.m.)*	*(sq.m.)*	*(sq.m.)*	*(sq.m.)*	*(sq.m.)*	*(sq.m.)*
Residential property project									
Dongguan	162,706	939,558	34,448	–	–	–	–	–	1,136,712
Heyuan	100,715	561,813	30,009	–	285,060	59,942	–	532,707	1,570,246
Pinghu	21,903	61,127	406	–	–	–	–	–	83,436
Chenzhou	–	–	–	–	266,456	61,781	–	–	328,237
Xuzhou	–	–	–	–	333,383	9,813	–	–	343,196
Subtotal	285,324	1,562,498	64,863	–	884,899	131,536	–	532,707	3,461,827
Integrated property project									
Dongguan	28,659	122,158	3,842	–	–	–	–	–	154,659
Hefei	7,415	141,566	4,374	–	61,520	62,545	–	–	277,420
Changsha	64,672	137,903	94,039	–	–	–	–	–	296,614
Subtotal	100,746	401,627	102,255	–	61,520	62,545	–	–	728,693
Investment property									
Dongguan	–	–	–	41,109	–	–	–	–	41,109
Hefei	–	–	–	–	–	–	84,121	–	84,121
Subtotal	–	–	–	41,109	–	–	84,121	–	125,230
Property project promoting specific industry									
Hengyang	12,867	90,001	3,471	–	81,369	14,574	–	1,105,596	1,307,878
Subtotal	12,867	90,001	3,471	–	81,369	14,574	–	1,105,596	1,307,878
Total	398,937	2,054,126	170,589	41,109	1,027,788	208,655	84,121	1,638,303	5,623,628

		Completed as at 31 December 2023						Under development as at 31 December 2023										
	Location	Total site area (sq.m.)	Unsaleable GFA (sq.m.)	GFA sold (sq.m.)	GFA available for sale (sq.m.)	Investment property (sq.m.)	Total GFA completed (sq.m.)	Saleable GFA (sq.m.)	Pre-saleable GFA (sq.m.)	Pre-sale GFA (sq.m.)	Unsaleable GFA (sq.m.)	Investment property (sq.m.)	Total GFA under development (sq.m.)	Total estimate GFA for future development (sq.m.)	Total GFA (sq.m.)	Actual/ estimated construction commencement time	Actual/ estimated pre-sale commencement time	Actual/ estimated construction completion time
Huijing Riverside Villa (御海藍岸)	Dongguan	315,867	49,257	432,521	7,552	–	489,330	–	–	–	–	–	–	–	489,330	2010.9.30	2011.4.1	2020.June
Huijing Riverside Villa • Perfection (御海藍岸 • 臻品)	Dongguan	10,220	5,276	32,871	–	–	38,147	–	–	–	–	–	–	–	38,147	2017.9.1	2018.4.28	2019.6.26
Royal Spring Hill (御泉香山)	Dongguan	119,999	42,024	221,027	3,366	–	266,417	–	–	–	–	–	–	–	266,417	2010.12.28	2011.5.20	2017.3.9
City Valley (城市山谷)	Dongguan	59,665	24,566	123,653	557	–	148,776	–	–	–	–	–	–	–	148,776	2014.4.15	2014.11.25	2018.7.6
Huijing City Centre (滙景城市中心)	Dongguan	37,025	28,659	122,158	3,842	15,329	169,988	–	–	–	–	–	–	–	169,988	2015.10.16	2016.4.8	2019.7.8
Century Gemini (世紀雙子)	Dongguan	17,314	27,168	50,200	8,308	–	85,676	–	–	–	–	–	–	–	85,676	2011.1.21	2012.5.21	2015.1.5
Huijing City (滙景城)	Dongguan	17,314	–	–	–	25,780	25,780	–	–	–	–	–	–	–	25,780	2011.1.21	n.a	2015.4.30
Central Palace (中央華府)	Dongguan	18,914	11,670	62,602	4,758	–	79,030	–	–	–	–	–	–	–	79,030	2010.4.14	2010.4.28	2011.11.21
Huijing Group — Huijing Global Centre (匯景發展環球中心)	Dongguan	–	–	1,237	9,204	–	10,441	–	–	–	–	–	–	–	10,441	n.a	n.a	n.a
Fenghua Mansion (豐華公館)	Dongguan	6,042	2,745	15,447	703	–	18,895	–	–	–	–	–	–	–	18,895	2018.10.24	2019.11.29	2020.6.30
subtotal		585,046	191,365	1,061,716	38,290	41,109	1,332,480	–	–	–	–	–	–	–	1,332,480			
Bund No.8 (外灘8號)	Heyuan	60,007	35,244	180,785	–	–	216,029	–	–	–	–	–	–	–	216,029	2016.7.27	2019.5.8	2018.12.25
Nine Miles Bay (九里灣花園)	Heyuan	273,500	65,471	381,028	30,009	–	476,508	285,060	282,151	116,506	59,942	–	345,002	–	821,510	2018.11.30	2018.12.20	2022.12.31
Dongjiang River Galleries (a portion of) 東江畫廊(部分)	Heyuan	266,353	–	–	–	–	–	–	–	–	–	–	–	532,707	532,707	n.a	n.a	n.a
subtotal		599,860	100,715	561,813	30,009	–	692,537	285,060	282,151	116,506	59,942	–	345,002	532,707	1,570,246			
Hefei Huijing City Centre (合肥滙景城市中心)	Hefei	37,779	7,415	141,566	4,374	–	153,355	61,520	43,356	29,941	62,545	84,121	208,186	–	361,541	2017.1.19	2017.8.31	2022.9.30
Huijing Yanhu International Resort (衡陽滙景 • 雁湖生態文旅小鎮)	Henyang	938,427	12,867	90,001	3,471	–	106,339	81,369	59,739	40,920	14,574	–	95,943	1,105,596	1,307,878	2016.4.28	2017.10.30	2022.12.31
Xingfu District (幸福里)	Pinghu	25,114	21,903	61,127	406	–	83,436	–	–	–	–	–	–	–	83,436	2020.6.30	2020.12.15	2023.08.16
Yonghe District (雍和居)	Chenzhou	107,319	–	–	–	–	–	266,456	58,956	22,369	61,781	–	328,237	–	328,237	2021.9.23	2021.06.23	2024.9.22
Jieyou District (解憂湖)	Xuzhou	96,398	–	–	–	–	–	333,383	54,652	25,549	9,813	–	343,196	–	343,196	2022.1.11	2021.08.27	2024.1.10
subtotal		1,205,037	42,185	292,694	8,251	–	343,130	742,728	216,703	118,779	148,713	84,121	975,562	1,105,596	2,424,288			
Huijing Global Centre (滙景發展環球中心)	Changsha	27,081	64,672	137,903	94,039	–	296,614	–	–	–	–	–	–	–	296,614	2016.6.30	2017.12.25	2020.6.30
Total		2,417,024	398,937	2,054,126	170,589	41,109	2,664,761	1,027,788	498,854	235,285	208,655	84,121	1,320,564	1,638,303	5,623,628			

REVIEW OF CONSOLIDATED ANNUAL RESULTS BY THE AUDIT COMMITTEE

The audit committee of the Company ("**Audit Committee**") consists of three members, namely Mr Chan Kin Man (as the chairman), Ms Ou Ningxin and Mr Chen Guilin, all being independent non-executive Directors.

The Audit Committee has reviewed with the management and external auditor, the audited consolidated financial statements and the annual results of the Group for the year ended 31 December 2023, according to the accounting principles and practices adopted by the Group and discussed auditing, internal control and financial reporting matters.

SCOPE OF WORK OF THE INDEPENDENT AUDITOR

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 2023 as set out in this preliminary results announcement have been agreed by the Company's auditor to the amounts set out in the Group's draft consolidated financial statements for the year. The work performed by the Company's auditor 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 opinion or assurance conclusion has been expressed by the Company's auditor on this preliminary results announcement.

DIRECTORS' COMPETING INTEREST

None of the Controlling Shareholders, Directors and their respective close associates has any interests in any business which directly or indirectly competes or is likely to compete with the principal business and other businesses, which would require disclosure under Rule 8.10 of the Listing Rules.

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

The Board had reviewed its corporate governance practices throughout the year ended 31 December 2023, and confirmed that the Company has complied with all principles and code provisions of the Corporate Governance Code as set out in Appendix 14 of the Listing Rule save as disclosed below.

On 9 December 2022, Ms Lin Yanna (" **Ms Lin** ") resigned as an independent non-executive Director as she needed to devote more time on her personal commitments. Upon the resignation of Ms Lin, she also ceased to be the chairman of the remuneration committee ("**Remuneration Committee**") and a member of each of the Audit Committee and nomination committee ("**Nomination Committee**") of the Company. As a result, the Company temporarily failed to comply with the requirements as set out in Rules 3.10(1), 3.21, 3.25 and 3.27A of the Listing Rules and shall appoint an independent non-executive Director within three months after failing to meet the requirement according to Rule 3.11. On 15 March 2023, the Stock Exchange has agreed to grant the waiver to the Company to extend the time to 30 April 2023 for filling the vacancies. On 25 April 2023, Mr Chen Guilin was appointed as an independent non-executive Director, the chairman of the Remuneration Committee, and a member of each of the Audit Committee and Nomination Committee. Following the appointment of Mr Chen Guilin, the Company was in compliance with the requirements under Rules 3.10(1), 3.21, 3.25 and 3.27A of the Listing Rules.

On 6 July 2023, (i) Ms Chiu Lai Kuen Susanna ("**Ms Chiu**") resigned as an independent non-executive Director, the chairman of the Audit Committee as she desired to devote more time to other business and personal commitments; and (ii) Mr Hung Wan Shun Stephen ("**Mr Hung**") resigned as an independent non-executive Director and a member of each of the Audit Committee, Remuneration Committee and Nomination Committee due to his other business commitments. Following the resignations of Ms Chiu and Mr Hung, the Company temporarily failed to comply with the requirements as set out in Rules 3.10(1), 3.10(2), 3.10A, 3.21, 3.25, 3.27A and 13.92 of the Listing Rules.

On 26 July 2023, (i) Mr Chan Kin Man was appointed as an independent non-executive Director and the chairman of the Audit Committee; and (ii) Ms Ou Ningxin ("**Ms Ou**") was appointed as an independent non-executive Director, and a member of each of the Audit Committee, Remuneration Committee and Nomination Committee. Following the appointments of Mr Chan Kin Man and Ms Ou, the Company re-complied with the requirements under Rules 3.10(1), 3.10(2), 3.10A, 3.21, 3.25, 3.27A and 13.92 of the Listing Rules.

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 out in Appendix 10 to the Listing Rules as its own code of conduct for dealing in securities of the Company by the Directors. Further to the specific enquiries made by the Company to the Directors, all Directors have confirmed their compliance with the Model Code for the year ended 31 December 2023.

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

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the listed securities of the Company for the year ended 31 December 2023.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board announces that it proposed to amend the existing second amended and restated articles of association of the Company ("**Articles of Association**") (the "**Proposed Amendments**") for the purpose of, among others, bringing the Articles of Association in line with the latest regulatory requirements in respect of the electronic dissemination of corporate communications by listed issuers and the relevant amendments made to the Listing Rules which took effect from 31 December 2023, as well as making other housekeeping changes. The Proposed Amendments are subject to the approval of the shareholders of the Company ("**Shareholders**") by way of a special resolution at the 2024 AGM, and will become effective upon the approval by the Shareholders at the 2024 AGM. A circular of the 2024 AGM containing, among other matters, details of the Proposed Amendments, together with a notice of the 2024 AGM will be despatched to the Shareholders in due course.

PUBLICATION OF THE ANNUAL RESULTS AND ANNUAL REPORT

This results announcement is published on the website of the Stock Exchange (http://www.hkexnews.hk) and the website of the Company (http://huijingholdings.com). The annual report of the Company for the year ended 31 December 2023 containing all the information required by the Listing Rules will be despatched to the Shareholders and published on the respective websites of the Stock Exchange and the Company in due course.

By order of the Board
Huijing Holdings Company Limited
Lun Ruixiang
Chairman and Non-executive Director

Hong Kong, 28 March 2024

As at the date of this announcement, the Board comprises Mr Lun Zhao Ming, Mr Lu Peijun and Mr Luo Chengyu as executive Directors, Mr Lun Ruixiang as a non-executive Director, and Mr Chan Kin Man, Ms Ou Ningxin and Mr Chen Guilin as independent non-executive Directors.